

# MIDGARD™



## SWORDS & WIZARDRY GUIDEBOOK

BY JEFF HARKNESS



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BY JEFF HARKNESS

#### CREDITS

**Design:** Jeff Harkness

**Cover Art:** Víctor Manuel Leza Moreno

**Interior Art:** Josh Hass, Michael Jaecks, George Johnstone, Jason Juta,  
Marcel Mercado, Florian Stitz, Bryan Syme

**Editing:** Wolfgang Baur, Skeeter Green

**Art Direction:** Marc Radle

**Layout and Graphic Design:** Erich Lazar

**Publisher:** Wolfgang Baur

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KOBOLD PRESS  
PO Box 2811  
Kirkland WA 98083

[www.KoboldPress.com](http://www.KoboldPress.com)

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# WANT SOMETHING MORE?



**A**dmit it. You've built your perfect Swords & Wizardry character and have just started picking out your spells. And then you hit that wall, you know the one, that moment when you just wish, really wish, that you had something more, something extra to throw at the Referee's seemingly never-ending bag of vile monsters, something new and unexpected that might give you the edge for once. Swords & Wizardry gives you the tools, but sometimes you really need that something extra wow factor to push your character over the top.

Kobold Press to the rescue!

What you have here is a collection of new character races and spells drawn from the Midgard Campaign Setting and adapted to the Swords & Wizardry rules. You'll find spells to let your character dance around mountain ledges like a surefooted goat, spells that cloak your character in gears that explode outward with a thought, and even a powerful spell to call forth a devastating umbral storm from the Shadow Realm. You'll also discover the magical ley lines crisscrossing the world, and how to tap into them to bolster new and old spells—or to unknowingly unleash a terrible backlash as your magic backfires.

You might even want to skip the elf, dwarf and halfling fantasy staples and try one of the new character races presented herein, from the mechanical creations known as gearforged, to the noble dragonkin, and the untrustworthy ravenfolk. Even kobold and minotaur characters are possible in this Midgard supplement.

Don't fret Referees, we wouldn't give all the good stuff to your players. You'll also find plenty of new monsters just for you that they won't be expecting, from the blind cave dragons, to the obese flab giants (don't let them sit on you!), and the mischievous and ill-mannered alehouse drakes (always ready to push a crowd into a good barroom brawl). Mixed in with these new monsters, you'll get a taste of the Midgard setting, from a brief survey of the 10 regions of the world, to how some of those new monsters fit into this massive world.

So roll those dice and finish that character. Midgard is ready for you.

# A NEW WORLD AWAITS!



Enter the world of Midgard, a shared vision built over many years by Kobold Press. It began with collaborative adventures and supplements describing the trade city of Zobeck, and it soon expanded to detail territories outside the city. The setting now continues in this Midgard Guide adapted for the Swords & Wizardry rules, packed with options for players and Referees of the land's races, regions, monsters and spells.

Let your adventurers begin their tales and build their legends in one of Midgard's realms!

## WORLD OF MYSTERIOUS POWER

From the days of titanic struggles between giants and dragons, to the time of warring gods, Midgard has been a world of great powers and endless change, triumph, and conflict. Its primary races—dragonkin, dwarves, humans, kobolds, minotaurs, and ravenfolk—have each held vast kingdoms, while just as many lesser races have fought to establish nations of their own, from goblin warbands to nomadic gnolls. And even among those that have held sway over entire realms, glory can be fleeting and no nation lasts forever. The giants rose and fell long ago. More

recently, the elves have largely abandoned the mortal world, having retreated to the Summer Lands of the fey and the Shadow Realm for darker courts and minions.

The world's magic is powered by ley lines, rivers of pure magical energy that can fuel a wizard's power, or can help a villain's plan unfold. This magic enables swift travel along shadow roads and down cat-slide alleys, connecting distant realms for those daring enough to find, unlock, and travel on these roads.

To understand those places and their connections, here is an overview of 10 great regions where adventure awaits, with a quick summary of important places, events, and history in each area.

## THE CROSSROADS

Here lies the heart of Midgard: The Free City of Zobeck, whose Revolt 90 years ago forged a thriving city ruled by freemen and gave birth to a trading hub famous throughout Midgard for its alchemy, new bright star and shadow magic, steamworks and egalitarianism. Known for its magical clockwork masterpieces, its magnificent Arcane Collegium, and its status as a protectorate of Rava, the Gear Goddess, it is a bustling city of glorious achievements and dark, deadly alleyways.





Just outside the city grows the vast, living Margreve forest, where unusual creatures roam, Baba Yaga sometimes treads, and the plotting shadow fey still hold sway. These shadow fey live across the border into the Shadow Realm, a place of black magic and courtly death.

The 14 dwarven Ironcrag Cantons in the Ironcrag Mountains border the vampire realm of the Blood Kingdom and the dwarves are stout enemies of the undead in both the Blood Kingdom and the underground Ghoul Imperium residing below. While their axes are sometimes for sale, when danger threatens their cantonal halls, all dwarves unite to drive away the common enemy.

Also in the Crossroads region are the Magdar Kingdom, a land of rolling grasslands, noble knights, fickle mercenaries, and massive war wagons, many of which are built in Zobeck. To the east of Zobeck is the Duchy of Perun's Daughter, a realm renowned for the demigoddess who rules there: Vasilka Soulay, daughter of the storm god Perun. Just as important are its Amazonian archers, and its schools for the learned and the wise. This small but powerful duchy also hosts many elvish ruins from the days of the Valeran Empire.

The Crossroads is rife for urban adventure and intrigue, old-school dungeon delving, and the discovery of ancient secrets long buried...

## BLOOD KINGDOM

Black King Lucas, the vampire lord of the Blood Kingdom of Morgau, has recently seized the entire Kingdom of Krakovar for himself, in a daring series of lightning strikes with undead allies and malign magic to shatter and overwhelm that land's rightful rulers. His troops have secured new province, which they name "Krakovar," and his vampire and ghoul allies slaver at the thought of new feasts and new human peasants to grind beneath their heels.

In addition, King Lucas claims the Margreve forest for himself, ever sending his undead soldiers into the forest's heart and threatening Zobeck's many trade caravans.

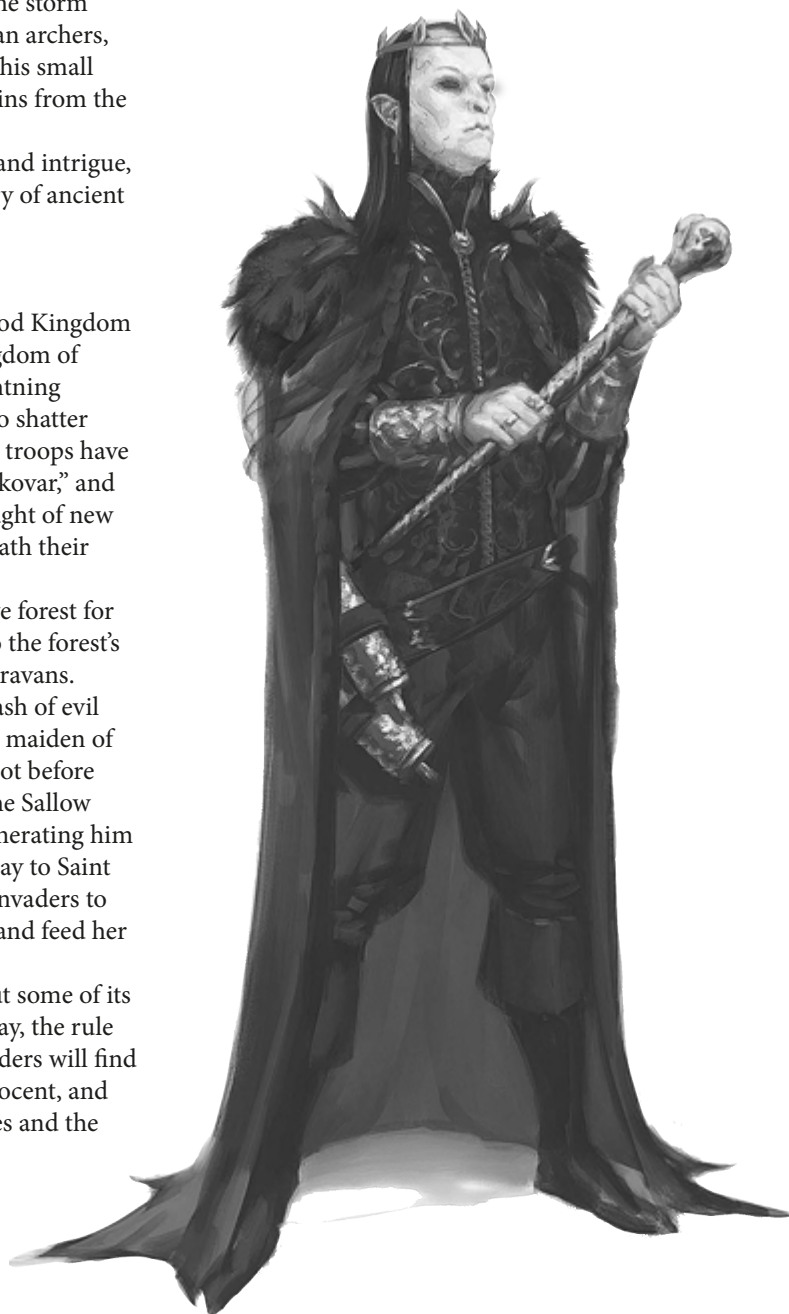
While the new province suffers under the lash of evil masters, all is not lost. Sister Adelind, a shield maiden of Sif, died in the defense of the realm, though not before stabbing the notorious vampire lord Otmar the Sallow through the heart with her radiant spear, incinerating him utterly. Many of the decent folk of Krakova pray to Saint Adelind for help, and resist the efforts of the invaders to build the Red Temples of the Blood Goddess and feed her ever-hungering altars.

The Blood Kingdom is a place of terrors, but some of its people remain truehearted, and surely someday, the rule of King Lucas will end. Adventurers in its borders will find many opportunities to help the meek and innocent, and strike down the ghost knights, the mercenaries and the dark priests of Marena who rule the realm.

## ROTHENIAN PLAINS

Bold centaurs, opportunistic Kariv gypsy bands, fierce Kazzakh nomads, and even Baba Yaga's dancing hut wander the Rothenian Plains, a land of endless grasslands, river barons and cities on horseback. The inhabitants of the Plains are brave and bold, but there is much abyssal evil to be fought here.

From the nine cities of Niemheim, where infernal gnomes practice sacrificial rites to please the lords of the Eleven Hells, to the wizardly Master of Demon Mountain, whose motives are unknown, but who has a hand in most plots and tragedies in the plains, to the kingdom of the Ruby Despotate, ruled by the erratic and iron-fisted Veltrin the Glittering King, a follower of the cruel White Goddess. Veltrin's servants scour the grasslands, capturing slaves to work the kingdom's fields, mines, or galleys' oars;



and his strong navy controls much of the Ruby Sea with its infamous demon-prowed black ships.

To the north rests Domovogrod, the tiny Silver Mountain Kingdom, a benevolent realm ruled by Prince Araka and Princess Caisa, virtuous siblings who rule with wisdom, fairness, and loyalty. They are descendants from a great silver dragon, who himself was a grandchild of the Great World Serpent Veles. Domovogrod's kind and hardworking halflings are known as the Winter Folk. They are cunning warriors despite their small size, kind to their snow cat companions, and more than willing fight alongside humans and dwarves to repulse invasions of southern slavers and northern trolls, giants and wolves.

Gypsy magic, centaur steel, demonic servants, and the gratitude of dragons await adventurers braving the Rothenian Plains.

## THE SEVEN CITIES

The clash of endless war rings eternal in the lands of the Seven Cities, which both revel in, and depend upon, the economies of war, even setting aside a season for it and creating intricate rules and codes of siegecraft.

Among the many warring fiefdoms adventurers will find the August Republic of Valera, which commands feared legions of humans and centaurs; the Green Duchy of Verrayne, where the druidical order of the Oaken Ring and the mighty heroes of the Black Band protect the East from invasions of goblins and the twisted monstrosities from the Wasted West.

Here too, is the mighty Theocracy of Kammae Straboli, led by a powerful Oracle, who has chained and imprisoned Nethus, the former god of the sea, and now uses his deific powers for her own purposes.

To the south, you will find the Maritime Republic of Triolo with its magnificent navy and fierce privateers and its ally, the minotaur-ruled Serene Isle of Kyprion, besieged by the navies of the expanding Dragon Empire of the Mharoti. Most recently, it has been absorbing a tide of refugees fleeing the fall of the Grand Duchy of Illyria, once an ally to Triolo, now another in the long string of draconic conquests.

Adventures in this region include discovering ancient, elven secrets, restoring the glories of the imperial past, questing for fame, fortune and power, descending into the darkness under ancient imperial ruins, settling ancient rivalries, protecting trade routes against draconic raiders, and fighting to free Illyria from the Mharoti yoke.

## THE NORTHLANDS

The Northlands of Midgard are a study in opposites. A land of deadly beauty, they have sights that can be seen nowhere else on Midgard; but if you find yourself outside for one midwinter's night without fire, you are a frozen, icy meal for wolves by morning. Like the lands they inhabit, the people here are a mosaic of contrasts: fierce and fearful, honorable but cruel, hospitable but vengeful, fateful and furious.

The Northmen consider themselves fair and honorable, but indulge in interminable blood feuds and dark, hateful magic. Their grim and bloody Vaettir warriors wage war and blood feud even beyond death, with the help of beautiful, immortal Valkyries. The Northmen were bold enough to steal the secrets of magic from the Gods and the Fates, but they fear both these powers to their bones, to the point of silly, paralyzing superstition.

The Northlands are home to many exotic and strange kingdoms: Bjornheim, the kingdom of Talking Bears, and Wolfheim, the grey kingdom of the Wolves Who Walk like Men. Also here are ancient dwarven halls, some inhabited by doughty dwarves, and some by the ghosts of their fallen ancestors. In the mountains are Jotunheim, the city of the giants, offshore lies the icebound Island of Loki, and the skies sometimes howl under the thunderstorm fortresses of the cloud giants. In the furthest north stands the icy lair of the God of the North Wind, Boreas, who wishes to spread his frozen halls and living glaciers across the face of Midgard. Will you take up the axe and shield, and dare the fateful dangers and golden treasures of the Northlands?

## GRAND DUCHY OF DORNIG

Sometimes called the Domains of the Princes for its many lesser nobles and pretends, the Principalities of the Grand Duchy of Dornig have a deep and troubled history. Here petty elfmarked lords squabble over the scattered northern lands of the once great elven empire of Valera, abandoned hurriedly during the Elven Retreat. The elderly, elven Imperatrix of the Grand Duchy retained a tenuous throne, while her great-great-grandchildren squabbled over every castle, honor and knighthood in the Grand Duchy, and each hoping to be next in line to replace the ancient Elf Queen. For a time, many thought she would never die, but rule for centuries while keeping her courtiers dancing to her tune. All that jockeying at the foot of the Golden Sphinx throne has recently taken a darker turn, since the Imperatrix has fallen into a coma, from which none seem able to revive her.

The Grand Duchy is a place of elfmarked intrigue, played over decades, if not centuries, and a land of hidden elven secrets and treasures; some better left unfound. It is a kingdom of deep, primeval forests, and forests tainted by ancient magics and hidden diabolism. Here in the Grand Duchy you can also find the bustling but suborned Free City of Salzbach, with its many guilds and hidden aberrations.

It is a place where an adventurer with a strong sword arm, a headful of spells, and a glib tongue can win him or herself a fine, petty barony, rife with trouble. Enter both the dark forests and the glittering elvish courts of Dornig at your own precarious discretion, however, for both are deadly dangerous, and many of the Grand Duchy's most powerful are choosing sides for a succession struggle that most await with dread—and a few with delight and bloody glee.



## DRAGON EMPIRE

In the empire forged by the legendary dragon Mharot, the Dread Sultan seeks to expand the borders of his desert realm into the lush farmlands of the Crossroads to the north, the islands and coasts of the Seven Cities to the west, the vast plains of Khandiria and Ishadia, and the magic-ridden riverlands of Nuria Natal to the south. Ruled with a scaly fist by powerful dragon lords and their dragonkin descendants, this young and growing empire inspires fear in all on their borders. Often the best solution for its neighbors is to pay tribute, lest they fall to claw and fire.

Conquest, trade and tribute have led to a Golden Age of prosperity in the young empire, and the markets of the empire's cities are unrivalled. Masterwork jewelry, armor and weapons are commonplace; golden treasures are found in abundance here. Even mighty war oliphants and battle lizards are available for purchase, if you dare to ride them!

The Empire's most recent conquest is the Grand Duchy of Illyria, once called Land of a Thousand Heroes, despite its sky militias of hippogriff riders and stout defenders in hills and mountains. Clever dragon generalship and overwhelming numbers eventually brought Illyria low, though at a price in blood and sorrow. To make up that cost, the newly conquered lands are being quickly turned into defensible towns and productive mines, the better to feed gold, silver, and steel to meet the needs of the Mharoti armies, and to fuel their next conquests.

The wealth of the Empire has led to an explosion of draconic art and architecture. The largest building in Midgard, the Temple of Veles, is found in Harkesh, the magnificent capital of the Empire. Harkesh surpasses any other capitol, with its mighty elemental temples, its schools of philosophy, magic and theosophy, as well as fractious schools of brawling elementalists, where dragonkin Wind Palm devotees vie with scaly Fiery Fist monks for bragging rights.

Adventurers can find draconic intrigues, unique treasures, and dragon hoards, and fabulous glory and fame fighting against (or for) the kobold and dragonkin conquerors.

## WASTED WEST

Once home to prosperous human kingdoms ruled by powerful magic-users, dotted with ivory towers and flying cities and fortresses, the western heartlands of Midgard fell to warring among themselves. Raining acid on their enemies, summoning mind-warping monstrosities, sacrificing whole populations to bend ley lines and reality to their will, the great mage-kings reduced green forests and lush farmland to dry, blasted deserts, populated



by twisted dust goblins and reduced to scrounging for ancient magics and lost science.

The Wasted West is a howling wilderness with nothing but goblin raiders and a few vastly powerful (and power mad) magocracies. One of these is the White Kingdom of Bourgund, known for its sweet perfumes and foul corruptions; and another the Mage Kingdom of Allain, home to the powerful and victorious survivors of the Mage Wars.

Also to be found here is the Seat of Mavros, where the god of war first trod the soil of Midgard and showed men how to use fire and steel. Now it is a sprawling fortress shrine, where pilgrims from the Seven Cities and beyond come to buy the favors of the war god.

Stalking through the wastelands are strange, enormous Dread Walkers, creatures summoned by vile rituals and constrained to move slowly in time. These are the god-totems of the dust goblins, and the mere sight of them sometimes shakes the courage of great heroes. No wonder, then, that many of the great magical treasures of the region remain undisturbed.

Ancient treasures, magic and technology can be found here by brave adventurers, if they can survive the goblin raiders, the warped and hellbound monsters, and worse, that dwell here.

## THE SOUTHLANDS

Here, the deserts abound with forgotten tombs, swift sand skiffs, and nomadic spirit talkers. The tall grass of the savannahs hides lost cities and fierce warriors, and the dense jungles swarm with living vines that choke the life from careless visitors.

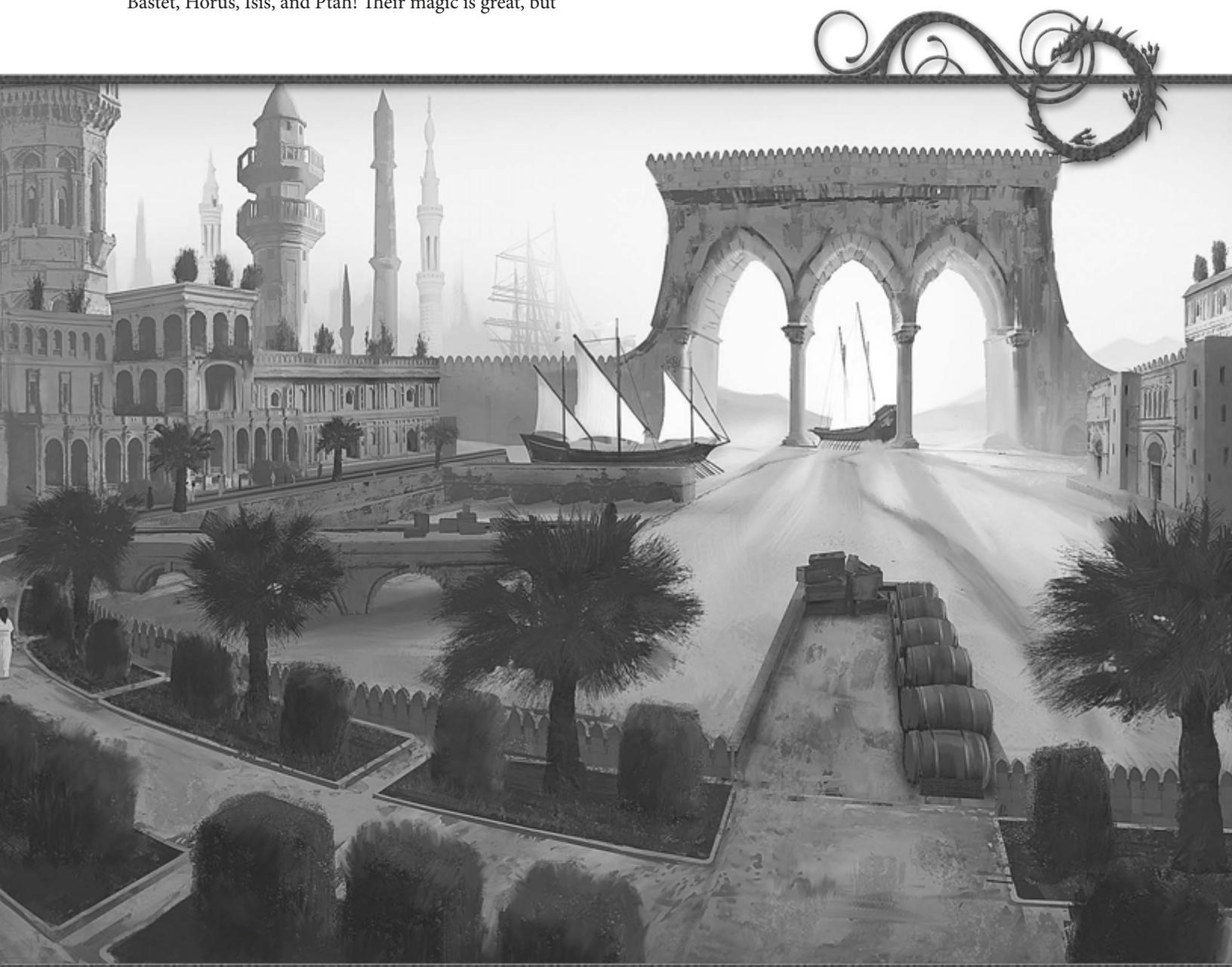
Those brave enough to set forth into the Southlands' burning sands, fierce jungles, wild coasts, and ancient cities can find riches beyond imagining—and perhaps even a spark of divinity itself, the remains of the divine magic of a race of titans. For most, though, only death awaits, for the Southlands have a reputation for demonic cults, horrific monsters, and heavily warded tombs.

The great ley line mages of the River Kingdom of Nuria Natal are the oldest and most powerful arcane tradition of Midgard, and their magics were taught to them by the living gods who still walk among the cities of Nuria: Aten, Bastet, Horus, Isis, and Ptah! Their magic is great, but

their rulers are divided, keeping the River Kingdom from overwhelming its neighbors. Some of those neighbors are small free cities, such as the Free City of Siwal with its sandships, or the Horus-bound legions of Makuria.

Nearer the Seven Cities stands the remains of Roshgazi and Cindass, great minotaur cities razed by dragon fire and then slowly, ever so slowly rebuilt. Their power is small, but the minotaurs are great seafarers and keep a long memory. In time, their fallen kingdoms will surely prosper once more.

Finally, along the eastern shore of the Southlands stretches the Corsair Coast, a tangle of slavers and freeholds, gold and jewel mines, sealed demonic cities and angelic ruins, and plunder and action. This land is not for the faint of heart!







## THE SHADOW REALM

The Shadow Realm is a dark reflection of Midgard, a shadowplane of flickering reality just the other side of a planar door, just two steps off the true path of a road. With dark reflections of the mortal world, it is haunted by shadow fey, undead, and creatures of strange temptations and corruptions—as well as, truth be told, wellsprings of enormous power and weapons of tremendous prophecies.

Those who have visited and return tell of a charcoal sky, rich in stars and luminous clouds, but never true sunlight, and never full dark. Some say that the land itself echoes Midgard, with fey settlements on the other side of the veil from human ones in Midgard. Strangest of all are its waters and rivers, which seem to have minds of their own and to carry great ley line energies and cast spells of their own, spells that empower a warrior's arm, or taint a

priest's spirit, smoothly guide a rogue's knife, or cloud a magic-user's mind with forgetfulness and despair.

Within the Shadow Realm, the shadow fey are strong and their courts and kingdoms are a large part of the place. Their enemies, the bearfolk, are likewise far more common in Shadow than in the mortal world. Fey creatures, darakhul, and hideous abominations best forgotten are all part of the cities, nations, and tribes of the Shadow Realm, always shifting, far more fickle than human or dwarven kingdoms.

Rife with magic and ancient secrets, but also riddled with pitfalls for both body and soul, the Shadow Realm is a place where the lands and its magic follow different rules than most places. The rewards are also often highly magical and entwined with fate and destiny—what better place for a hero to visit?

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# CHARACTER RACES



## 1

**M**idgard is home to unique character races with their own motivations and beliefs. The following races—dragonkin, gearforged, kobolds, minotaurs, and ravenfolk—are designed to supplement the fantasy staples found in the Swords & Wizardry rules, to help you bring the Midgard setting to life with the creatures that truly call it home. As always, these are to be used at the discretion of the Referee.

# DRAGONKIN

Although they're the youngest race in Midgard, the dragonkin have expanded at a startling—some might say alarming—rate across the southern reaches of the world. It's known that the race arose in the Mharoti Empire, but beyond that, its origin is shrouded in mystery.

At first glance, dragonkin appear to be a hybrid of humanoid and dragon, but dragonkin react with near-violence to any such suggestion. They are fiercely proud of their draconic blood, and they reject the notion that it's diluted by anything less pure. They look down with disdain on other humanoids, including kobolds. Dragonkin are a race of great presence and ability, but they are driven by arrogance and greed. Despite the youth of the race overall, they have won so many battles and wield so much power that few can begrudge their arrogance.

## DRACONIC BEARING

The dragonkin are humanoid in form, but their connection to dragons is unmistakable thanks to the colored scales that cover their bodies. They have three-fingered hands and three-toed feet, and each digit is tipped with a sharp talon. Many dragonkin have frills or crests on the crowns of their heads; sometimes these extend down the backs of their necks. They have short but distinctly dragonlike snouts, and their teeth are suited to tearing meat. Males and females are visibly distinct, though all dragonkin are solidly built. Males are slightly taller with shorter tails, are horned or crested, and are considerably thicker and heavier. Female dragonkin are more wiry than males, and they have longer, lashing tails. Instead of horns or crests, females tend to have frills.

Despite an individual dragonkin's appearance, they all project a sense of great destiny that other races, even nonscaly, find compelling.

## DIVERGENT HERITAGE

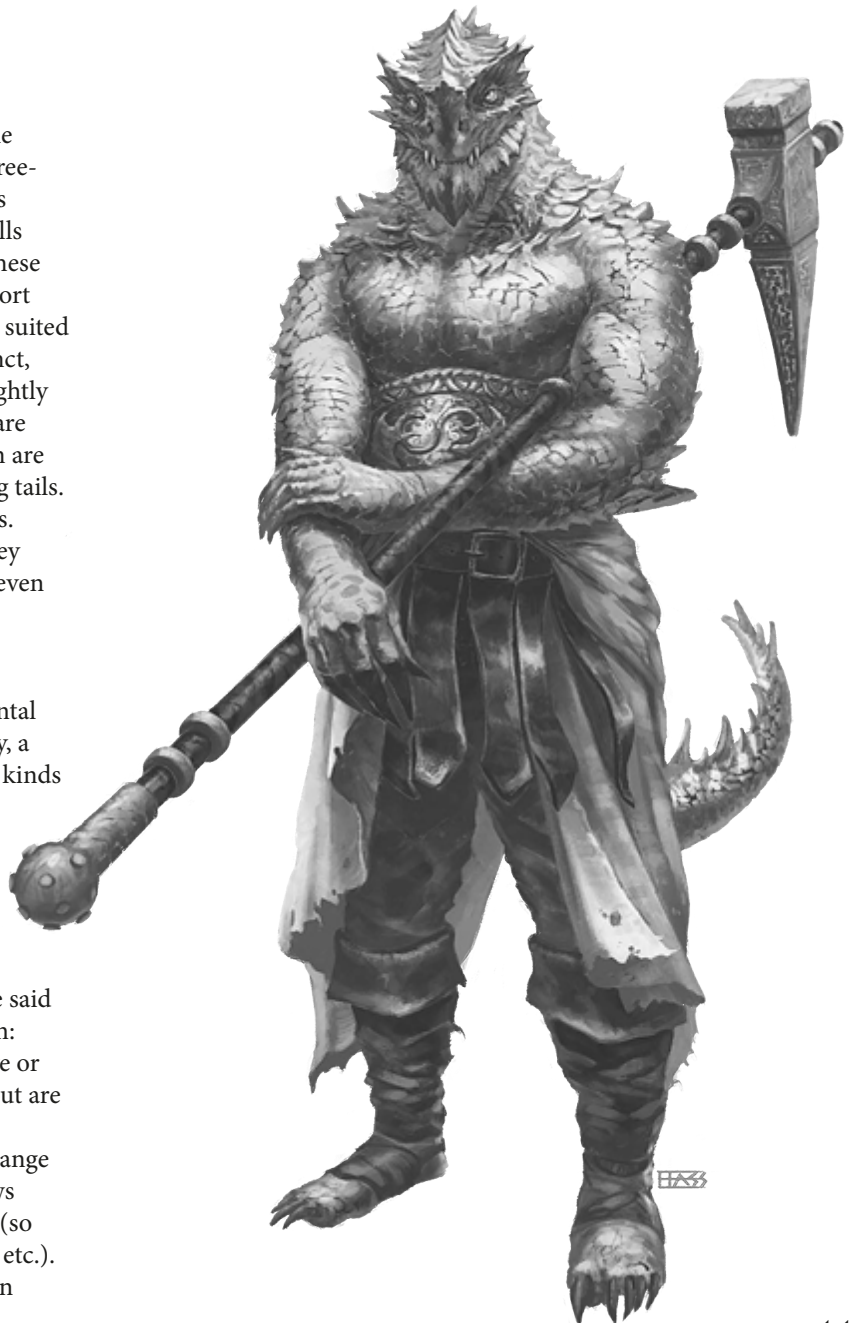
Dragonkin divide themselves into the "Four Elemental Kinds," or (supposedly) purebred lineages. In reality, a great deal of intermixing has occurred between the kinds and hybrids are common. The amount of snobbery about this "purity" among dragonkin is no more or less prevalent than the discrimination found among other races, but among dragonkin, even the lowliest hybrid dragonkin is viewed as superior to any other sort of creature. The kinds correspond to varieties of Midgard dragons that are said to have been involved in the origin of the dragonkin: flame or fire, wind or storm, stone or cave, and wave or tide. Interbred dragonkin aren't separated by type but are collectively called the edjet, or soldier dragonkin.

Dragonkin can see in the dark (darkvision) to a range of 60ft. Dragonkin gain a +4 bonus on saving throws against one type of damage based on their heritage (so fire for red dragon heritage, cold for white or wind, etc.). They stand over 6ft tall and weigh around 300 lbs. In

Midgard, five subraces of dragonkin exist, determined by the type of dragon from which they descended. These are the four elemental kinds the mixed heritage dragonkin. (Other types of dragonkin can exist as determined by the Referee.) Dragonkin reach maturity by the age of 20. They can live beyond 100 years, but it's unknown just how old they can become.

## FLAME OR FIRE DRAGONKIN

The most common of the Four Elemental Kinds are the proud, boisterous flame dragonkin. They can be insufferable braggarts, inspiring leaders, and sometimes both. They bear yellow, golden, or orange scales, and red crests. Flame dragonkin are strong, and they enjoy proving their superior strength. They gain a +4 bonus on saving throws against fire.





### WIND OR STORM DRAGONKIN

Wind dragonkin are only slightly less common than flame. They are driven by a desire to know the world. They urge their kind toward expansion and conquest, but less from a desire to rule than from a desire to understand and experience. The wind dragonkin have blue, white, silver, or gray scales, with black crests. Wind dragonkin are studious and knowledgeable but far from passive. They gain a +4 bonus on saving throws against electricity or lightning.

### STONE OR CAVE DRAGONKIN

The stone dragonkin are the most stoic and hardy of the Elemental Kinds. What seems to outsiders like reserve is really patience; stone dragonkin don't reach conclusions without evidence and don't jump into action without considering the consequences. When they do act, it's with the same intense ferocity as any of their kin. Stone dragonkin grow scales of gray, black, or rarely, white. Their crests or frills are purple or white. Like the stolid dragons that are their forebears, stone dragonkin are the most resilient of their ilk. They gain a +4 bonus on saving throws against acid.

### WAVE OR TIDE DRAGONKIN

The least numerous of the Elemental Kinds, the wave dragonkin have gold, blue, or green scales with bright green or yellow crests. This breed of dragonkin find success as spies and tacticians. Some take up the priest's mantle, most often in service to Seggotan, the sea god of the Dragon Empire. Wave dragonkin are perceptive and strong-willed. They gain a +4 bonus on saving throws against cold.

### EDJET OR SOLDIER DRAGONKIN

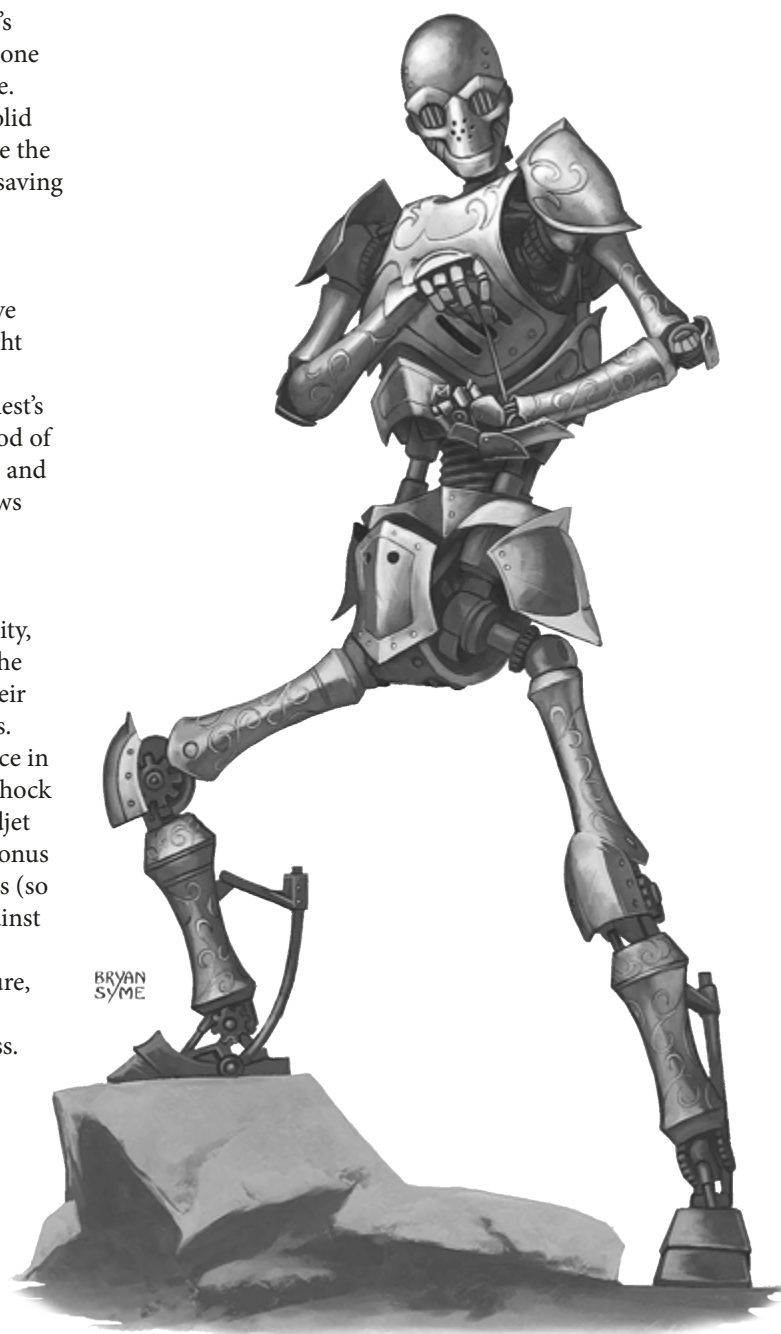
Despite the dragonkins' love of their own racial purity, interbreeding between the subraces does happen. The result is usually an edjet. They're recognizable by their brassy or tan scales with black or rust-colored crests. Edjet make up a large segment of dragonkin presence in the Mharoti armies, serving as heavy infantry and shock troops. Despite the dragonkin's usual slow speed, edjet have fast reflexes and keen aim. They receive a +2 bonus against each damage related to their mixed heritages (so an edjet might receive a +2 against fire and a +2 against cold for a flame and wave dragon heritage).

Because of their strength and innate magical nature, dragonkin characters tend to be fighters or magic-users. They may advance with no limit in either class. Paladins have been known to exist, as have clerics, but these classes are limited to 9th level and may not advance beyond this point. Most are too proud to steal like common thieves, but such creatures might be found but are limited to 6th level. Dragonkin who are not player characters might have abilities that differ greatly at the Referee's discretion.

## GEARFORGED

Originally created as powerful soldiers, gearforged must now find their own paths to navigate the second life they've been given. Many devote themselves to civil service, others to their gods. Some dedicate their extraordinarily long lives to the pursuit of knowledge. A few, naturally, seek out lives of adventure.

The gearforged are an artificial race. More importantly, its members are created one at a time and come from a vast array of backgrounds. Nevertheless, they maintain rich traditions of history, culture, and spirituality all their own, largely because of the influence of the race's patron, the gear goddess Rava.



## FORM AND FUNCTION

All gearforged were once other creatures with flesh and blood bodies, but their conscious minds were transplanted into articulated bodies of iron, steel, brass, and wood, driven by pistons and springs. Each is as distinctive in appearance as other people are. Some entities spend a fortune on these new bodies, while others scrape together anything that will work—especially if the subject is aging or ill.

All gearforged are made in humanoid shape. The vast majority fall into one of two styles: those that are roughly human-sized, with articulated joints, hands, feet, and crystal lens eyes; and a version made by dwarves that mirrors their shorter, stouter body shape. Dwarf-like gearforged are more common in the cantons of the Ironcrag than in the Free City of Zobeck, but they're universally accepted as receptacles for dwarf souls.

Gearforged mechanisms are more than mechanical, because gearforged are machines with souls. Their arms and legs are driven by everwound springs. Their minds are actuated by memory gears, transverse cognition gearing, and the marvel of a soul gem connected directly to a maze of silver and mithral steam, spark, and magical conduits. These elements reside in a shell of iron, brass, and steel.

Gearforged are as tall as either dwarves or humans, but they weigh between 250 and 300 lbs. The soul inhabiting a gearforged can be any age. As long as its new body is kept in good repair, there is no limit to how long it can function. Since their consciousness and soul reside in a soul gem to animate a mechanical body, gearforged creations do not need to eat, drink, sleep, or breathe. This

means they are unable to gain any benefits from potions, but provides immunities to disease, poison and poisonous gases. While they don't need to sleep, they do need to rest to perform self-maintenance to keep their bodies in working order (this roughly corresponds to the rest other characters need each day). Since they are not truly living, breathing creatures, they gain only one-half the hit points from cure spells. Thanks to their metal bodies, however, gearforged characters start with an Armor Class of 7[12]. They can wear other armor, but it costs double to outfit them because of their mechanical nature.

Gearforged can even be raised from the dead—after a fashion. If they are killed but their soul gem and memory gears remain intact, they can be restored to life if their body is repaired. Restoring the body and reintegrating the soul gem and memory gears is 500gp plus the cost of the repairs (typically 1d4x50gp). If the body was destroyed but the soul gem and memory tapes remain intact, they can be implanted into a new body at a standard cost of 10,000gp. The only other magic capable of bringing a gearforged back from the dead is a wish spell, which restores them fully.

Gearforged almost exclusively choose to become fighters (which they can advance in without limit). While the mysteries of arcane magic are mostly lost upon the gearforged, many mechanically inspired spells have been created to allow them to become true spellcasters. Their mechanical bodies limit them to 9th level as magic-users, however. A surprising number choose to become clerics of Volund the Smith or Molech Childeater. Their mechanical natures again limit them to 9th level as clerics. Gearforged thieves are possible, but limited in advancement to 6th level. Gearforged who are not player characters might have abilities that differ greatly at the Referee's discretion.

## GEARFORGED COMPONENTS

The range of gearforged anatomy in all its variants is remarkable, but all gearforged share some common parts:

**Everwound Springs:** These magical springs provide energy over long periods, effectively acting as the power sources for most of the gearforged's moving parts. A broken everwound spring results in the loss of function in that digit or limb.

**Soul Gem:** The mind of a gearforged creature is as sharp as that of any flesh-and-blood soul, but it is more portable. The animating, vital principle of a gearforged—its will, its personality, its mind—are retained in a soul gem. Its destruction means the death of that gearforged.

**Memory Gears:** These delicate constructions are scroll-like ribbons pierced with thousands of pinholes and wound about with tiny enchantments of great complexity. The memory of a gearforged for all the days after its creation lives in the memory gears. Older gearforged have many such gears, and the material component for the magic to create them requires one new gear for every 10 years of life. Installing one requires one day's work and 2000gp.

## CLOCKWORK GODS

Looking for patrons for your clockwork clerics? Here are two options:

Race	Alignment	Symbol
<b>Volund the Smith</b>	Law	Crossed hammer and wrench
<b>Molech Childeater</b>	Chaos	Black furnace with demonic grin

**Volund:** Based on the wandering smith of Germanic and Norse legend (called variously Wayland, Waylon, or Veyland), Volund goes about the world teaching the secrets of forging, crafting, and clockwork magic to those who need them.

**Molech:** Based on the Canaanite god Moloch, this evil being is associated with fires and child sacrifice. His domain grew to include clockwork due to the association with furnaces.



## MACHINE SPEECH

Machine Speech is a whistling, clicking language that's incomprehensible to non-gearforged ears. Speakers of Machine Speech claim that the Clockwork Oracle of the Free City of Zobeck speaks in this form, and that their speech is faster and purer than any language of flesh-and-blood races.

Other gearforged can read memory gears salvaged from a dead gearforged, but it's a complex, time-consuming process. It's also viewed with some alarm by most gearforged, since it is akin to peering into the most private details of a creature's life. Installing a used memory gear into a new or existing gearforged requires at least one week before the recipient can interpret and understand the memories.

## KOBOLDS

Of the smaller races, the kobolds have adapted best to the changing world. Enslaved long ago by reaver dwarves, kobolds quickly carved a niche for themselves as miners, scouts, and tinkers: small enough to be useful, and also small enough to be dismissed as a threat. At first they were tolerated, then largely ignored. As a result, the shadows of dwarven society are rife with kobold rogues and entrepreneurs (many of them secret worshippers of Loki), seemingly subservient but busily trading dwarven goods for resources extracted from the dwarves' own mines and storehouses, right under the noses of their "masters."

Free kobolds defend their mines viciously but otherwise maintain the ruse of a harmless and subservient little folk—at least until the opportunity to sheathe a knife in someone's kidneys presents itself.

Many other small races have adopted the kobold's strategy, including the worship of Loki, embracing his cunning ways and the advantages of guile and cunning over brawn and bravado.

## SUBTERRANEAN SURVIVORS

More than anything, kobolds are survivors. Their scaly skin and keen night vision (darkvision 60ft range) as well as their dextrous claws and sensitive snouts make them quick to sense danger, and their clawed feet move them out of danger with cowardly speed. They are small but fierce when fighting on their own terms, and their weight of numbers helps them survive in places where larger but less numerous races can't sustain a settlement. They are

great miners, good gearsmiths, and modest alchemists, and they have a curiosity about the world that frequently gets them into trouble. They are merchants to both the surface world and the world beneath it, with their greatest cities hidden deep below the earth. Their enemies are the diabolical gnomes, the dwarves, and any other mining races that seek dominance of dark, rich territories.

The kobold King of Kings rules from Harkesh, the capital of the Dragon Empire, where kobolds form a large middle class known as the kobaldi. Some even own human and dwarven slaves. Here, kobolds carry themselves upright, see themselves as naturally superior to the hairy races, and swagger about their business. Mharoti kobolds loudly demand the respect of others and greatly disconcert those accustomed to the paranoid and sniveling kobolds found in the rest of Midgard. That same sniveling still goes on in Harkesh, but the kobaldi reserve it for their dragon masters.





## NON-HUMAN THIEF BONUSES

Race	Climb Walls	Delicate Tasks and Traps	Hear Sounds	Hide in Shadows	Move Silently	Open Locks
Dragonkin	—	+10	+10	—	—	+5
Gearforged	+5	+5	+10	—	-10	—
Kobold	+10	+10	—	—	—	+10
Minotaur	-10	—	+5	—	—	—
Ravenfolk	—	+15	—	+5	—	—

### FINDING ONE'S PLACE

Kobold society is gregarious and built around the clan, matriarchal lines of descent, male kings, and the crucial importance of clutch-mates (those who hatched about the same time, the closest things kobolds have to brothers and sisters). Few kobolds become adventurers, and most of those who do have either offended a kobold king (and been exiled from the mines as punishment) or have lost many or all of their clutch-mates (so they leave home to grieve and to find new friends). In many cases, a kobold “adopts” an adventuring party as new clutch-mates.

Kobolds are deeply enamored of their tools. Some kobolds spend a great deal of effort improving them. Mining picks, a mason's hammer, jeweler's loupe, and even simple items such as a kobold's spear or dagger are all named and cherished. At the same time, kobolds tend to gnaw on tool handles, forget to oil blades, or even pry out inlays or decorative gems (to polish or reshape them) without first considering how they'll repair the damage. As a result, most kobold items are distinctive and unlikely to be mistaken for anyone else's items. Some believe this decorative urge is an instinctual defense against theft.

One category of tool deserves special note: traps. Kobolds create simple, deadly traps and wildly impractical ones as a hobby. Few kobolds leave home without string, springs, simple latches, and other bits and pieces that can be quickly fashioned into triggers for traps.

Kobolds are closely allied with and related to dragonkin, drakes, and dragons. The kobold kings (and there are oh-so-many kobold kings, since no kobold ruler is satisfied with being merely a chieftain) admire dragons as the greatest sources of wisdom, power, and proper behavior.

Kobolds stand between 3ft and 4ft tall, and weigh around 40 lbs. They can see in the dark (darkvision) to a range of 60ft. Kobolds reach maturity at age 10, and can live to nearly 80. Kobolds gain a +4 on saving throws against disease. Many kobolds choose to work as thieves, using their dexterous claws to their advantage in picking pockets and climbing walls. They may advance with no

maximum level limit as thieves. Their natural inclination to tinkering also leads a chosen few into the magical arts, where they can advance to 9th level as magic-users. Kobolds who are not player characters might have abilities that differ greatly at the Referee's discretion.

### MINOTAURS

The minotaurs of Midgard are a proud people pushed to the brink. Driven from their ancestral homelands of Kadralthu and Roshgazi by the ever-expanding Dragon Empire, the bull-folk home is now the Serene Isle of Kyprion. Kyprion owes fealty to the Maritime Republic of Tiolo, and with the support of the Republic's navy, the minotaurs have stability and strength. Triolo may build all its ships in its own harbor, but many of its best crews come from Kyprion.

Minotaurs are imposing and powerful, with a reputation for ferocity that borders on monstrous. That reputation is well-earned. They chafe under the yoke of being a vassal state, but their Queen Kitane understands that without Triolo, the Dragon Empire would swallow Kyprion whole. The aegis of Triolo's fleet, coupled with the fact that a minotaur has recently risen to lead the Golden Council of Triolo, salves the bull-folk pride. At least for now.

Minotaurs display their achievements proudly by decorating their horns with engraved sigils and designs. If one is versed in minotaur custom, one can tell at a glance the achievements and prowess of a minotaur by examining the decoration on her horns. A minotaur who loses part or all of a horn suffers considerable stigma and must strive to prove his worth. Sometimes a “brokehorn” (a fighting insult to any minotaur) who manages to achieve great deeds earns the gift of having the missing horn magically restored by a temple. Beware any minotaur that willingly gives up or chooses not to restore a lost horn, for this is one of Midgard's most driven and dangerous creatures.



## TERROR ON THE HIGH SEAS

The minotaurs of Kyprion and Triolo are a force to be reckoned with in a stand-up fight. Perhaps somewhat against type for their bulk, they are an absolute terror on the sea. The corsairs of Kyprion have carved a tale of bloody blades and shattered hulls on the water, and even the mighty Dragon Empire has learned to respect them. The minotaur's natural sense of direction makes them ideal navigators on sea as well as land. Cover of night, fog thick enough to carve, and unfamiliar coastlines don't faze the bull-folk.

## TWISTING PATHS

Minotaur architecture and city planning always incorporate a particular design: labyrinths. Every settlement and structure of any size created by the bull-folk sports a twisting labyrinth of switchbacks and dead ends. None is more famous than the Great Labyrinth in the city of Vespras, the capital of Kyprion. In the center of this maze is the Palace of the Bull, another labyrinth in its own right. At night, the clash of arms and screams of the dying find their way out of the maze. It is said that the queen invites both friends and enemies to enjoy the hospitality of the palace, but only her friends survive the stay.

Minotaurs are powerful foes, and often serve as fighters or bodyguards. They may advance with no maximum level limit as fighters, and gain a +1 damage bonus to their powerful attacks because of their great strength. They can advance to 9th level as magic-users or clerics, and 6th level as thieves. Their natural hide grants them a starting Armor Class of 7[12], and they can head butt foes with their horns as a natural attack for 2d4 points of damage. Minotaurs who are not player characters might have abilities that differ greatly at the Referee's discretion.

## RAVENFOLK

Few races in Midgard live amid so much rumor, suspicion, and outright falsehood as the ravenfolk. They make their rookeries in every major city. Depending on whom you ask, they might condemn the ravenfolk as solitary wanderers bearing misfortune or praise them as messengers from the gods. Ravenfolk are loyal comrades and treacherous thieves, brave warriors and contemptible cowards. They are despised for their strange and secretive culture, and criticized for having no true culture of their own. The ravenfolk are a study in contradictions. These truths, half-truths, and lies conceal a greater mystery that few outsiders know.

If the ravenfolk have a homeland, it is in Beldestan to the east; or a branch of Wotan's tree to the North; or on a high cliff of Horus' hidden temple in the South. They have settlements in Trollheim, Vidim, Domovogrod,



Nuria Natal, and the Dragon Empire. None of these is large, but in Nuria Natal at least, they serve honorably as temple guards and as defenders of the faithful of Horus. Ravenfolk have no wings, but they do have tail feathers that sometimes flare out when they're angry.

## OF GODS AND MEN

The ravenfolk of Midgard (also known as the huginn) are wily scoundrels, tricksters, assassins, spies, and thieves. The oldest tales say that the god Wotan the Rune Father brought the clever ravenfolk into being when he plucked the feathers from his two pet ravens, Huginn (Thought) and Muninn (Memory), and let the feathers drift down to Midgard. The feathers became ravenfolk, and they spread across the world as Wotan's spies.

In truth, the ravenfolk are a bridge between everyday life on Midgard and the realm of the gods. They share Wotan's secret knowledge of the branches of Yggdrasil the world tree. In the far northern reaches, the huginn are both the embodiment of the gods' will and a symbol of inevitable death in battle.

## THIEVES, ONE AND ALL

No matter what trade, role, or profession a ravenfolk takes up, they are all thieves. They build their rookeries from found items, and much like normal ravens, have a great fondness for shiny baubles. Beyond physical thievery, they live to steal secrets. Ravenfolk are naturally adept at being unobtrusive, and they use that trait to feed their insatiable curiosity. The Tsar of Vidim employs a great flock of huginn as his personal spies and assassins.

Aside from their larcenous instincts, ravenfolk are scrupulous about keeping their word. That's not to say they don't lie; ravenfolk lie as much as anyone else, and maybe a bit more when the pressure's on. But if a promise or a vow can be extracted from one, it's as

reliable as gold—which may be why ravenfolk seldom make promises or vows. Otherwise, their personalities are as varied as those of other races. They adapt readily to whatever environment they occupy, from remote wilderness to big cities—although their presence in cities is not always welcome. They frequently take on local customs, traditions, and beliefs to fit in with the community.

Ravenfolk can advance as thieves and assassins with no maximum level limit. They may advance to 9th level as magic-users, but only 6th level as fighters. They gain +4 on saving throws against magic. Ravenfolk who are not player characters might have abilities that differ greatly at the Referee's discretion.





# NEW MONSTERS



2

**N**eed something new to throw at your characters, some monster they haven't seen, fought, and already mounted as a trophy? The following Midgard creatures are adapted for the Swords & Wizardry rules from the Tome of Beasts by Kobold Press and are ready to drop into your campaign to challenge the most stalwart of adventurers.

## ALSEID

**Hit Dice:** 3

**Armor Class:** 4[15]

**Attacks:** 2 kicks (1d6) or longbow x2 (1d6)

**Saving Throw:** 14

**Special:** gore

**Move:** 18

**Alignment:** Neutrality

**Number Encountered:** 1, 1d6+4

**Challenge Level:** 3/60

Alseids are the graceful woodland cousins to centaurs, with the slender upper body of an elf and the lower body of a deer. Antlers grow very slowly from their foreheads, branching every 10 years for the first century of life. Because they are rarely seen far from the wooded glades they call home, they are sometimes called “grove nymphs,” despite being more closely related to elves than nymphs. An alseid can charge an opponent, who must make a saving throw to dive out of the way before he is gored for 2d6 points of damage.

**Alseid:** HD 3; AC 4[15]; Atk 2 kicks (1d6) or longbow x2 (1d6); Move 18; Save 14; AL N; CL/XP 3/60; **Special:** gore (2d6 damage, save avoids).

**Equipment:** longbow, 20 arrows

## BEARFOLK

**Hit Dice:** 4

**Armor Class:** 6[13]

**Attacks:** weapon (1d8+2), bite (2d4)

**Saving Throw:** 13

**Special:** frenzy

**Move:** 15

**Alignment:** Lawful

**Number Encountered:** 1, 1d2, 1d4+1

**Challenge Level:** 5/240

The hulking bearfolk are intimidating creatures. Brutish and powerful, they combine features of humanoid beings and bears. Their heads are ursine with heavy jaws and sharp teeth. Dark fur covers their bodies, which are packed with muscle. Adult bearfolk stand at least 7ft tall and weigh more than 600 lbs. Bearfolk typically carry a battleaxe or warhammer, and bite with their powerful jaws. Three times per day, bearfolk can enter a frenzy for 1 round while attacking. During this frenzy, they gain +1 to hit and damage, but suffer a -1 penalty to AC. They can see in the dark (darkvision) to a range of 60ft.

**Bearfolk:** HD 4; AC 6[13]; Atk weapon (1d8+2), bite (2d4); Move 15; Save 13; AL L; CL/XP 5/240; **Special:** frenzy (3/day, +1 to hit and damage for 1 round, -1 AC penalty).

## BEHTU

**Hit Dice:** 4

**Armor Class:** 7[12]

**Attacks:** bite (1d6), weapon (1d4)

**Saving Throw:** 13

**Special:** fire breath

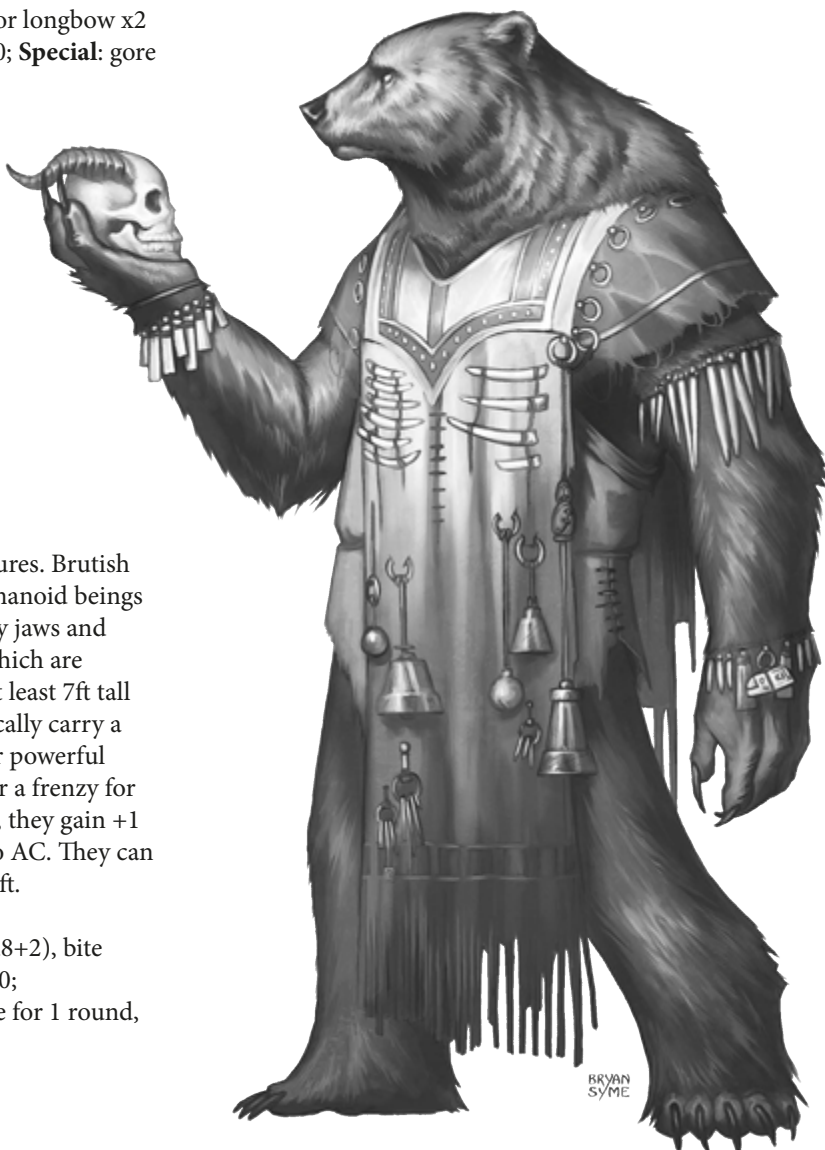
**Move:** 9/9 (climb)

**Alignment:** Chaos

**Number Encountered:** 1, 1d4, or 2d8+6

**Challenge Level:** 5/240

With the face of a mandrill and the tusks of a great boar, these ferocious half-ape, half-human pygmies have demonic blood flowing in their veins. Only the desperate or the suicidal travel to their volcanic temple-islands. Mechuiti (meh-CHOO-ee-tee), the demon lord of apes, cannibalism, and torture, combines the cruelty of a demon with the cunning of a human and the ferocity of an ape. He bred the same qualities into his people, the behtu (BAY-too), who carry his worship from island to island.



Three times per day, a behtu can exhale a line of fire in a 15ft cone. Any creature caught in the fiery breath takes 2d6 points of fire damage unless they make a saving throw for half damage. Behtu often raise giant lizards that they ride as mounts.

**Behtu:** HD 4; AC 7[12]; **Atk** bite (1d6), weapon (1d4); **Move** 9 (climb 9); **Save** 13; **AL** C; **CL/XP** 5/240; **Special:** fire breath (3/day, 15ft cone, 2d6 damage, save for half).

## BONE CRAB

**Hit Dice:** 4

**Armor Class:** 6[13]

**Attacks:** 2 claws (1d8 plus disease)

**Saving Throw:** 13

**Special:** disease

**Move:** 9/6 (swim)

**Alignment:** Neutrality

**Number Encountered:** 1, 1d4

**Challenge Level:** 5/240

Much like an enormous hermit crab, bone crabs inhabit the remains of large fish, humanoids, and other creatures. A bone crab's spiny, ivory-white legs blend in perfectly with bones and pale driftwood. When lacking bones, these crabs gnaw cavities into chunks of driftwood or coral to make a shelter, cementing bits of shell and debris to their portable homes. All crabs fight over choice skulls. Bone crabs attack with two slashing claws that deliver the disease known as white ghost shivers. Any creature struck must make a saving throw or contract the disease. Afflicted creatures suffer a mild chill that grows more severe over 24 hours, followed by a fever. Hallucinations are common. Creatures affected by the disease suffer a -1 penalty to attacks and have a 20% chance to drop any item held during combat.

**Bone Crab:** HD 4; AC 6[13]; **Atk** 2 claws (1d8 plus disease); **Move** 9 (swim 6); **Save** 13; **AL** N; **CL/XP** 5/240; **Special:** disease (white ghost shivers, save or chills, fever and hallucinations for 24 hours. **Save** or -1 to-hit penalty and 20% chance to drop held items).

## BUCCA

**Hit Dice:** 1

**Armor Class:** 6[13]

**Attacks:** weapon (1d4)

**Saving Throw:** 17

**Special:** magical abilities, vulnerable to sunlight

**Move:** 9/12 (fly)

**Alignment:** Neutrality

**Number Encountered:** 1, 1d4

**Challenge Level:** 1/15

Bucca are tiny, obsidian-skinned, bat-winged fey that always have a hungry look, leering with razor-sharp fangs

showing and licking their leathery faces with their forked, purple tongues. Buccas are tiny, underground faeries who are also known as "snatchers," because they love to steal from miners and hoard precious minerals and gems in tiny, trap-filled crevices. Their small size makes them easy to overlook. At will, a bucca can cast *invisibility*. Three times per day, it can cast *darkness 15ft radius* and *locate object*. Bucca are vulnerable to sunlight, taking 1 point of damage per round of exposure.

**Bucca:** HD 1; AC 6[13]; **Atk** weapon (1d4); **Move** 9 (fly 12); **Save** 17; **AL** N; **CL/XP** 1/15; **Special:** magical abilities, vulnerable to sunlight (1hp/round).

**Magical Abilities:** at will—*invisibility*; 3/day—*darkness 15ft radius*, *locate object*.

## CLOCKWORK ABOMINATION

**Hit Dice:** 8

**Armor Class:** 2[17]

**Attacks:** slam (2d8), bite (1d6)

**Saving Throw:** 8

**Special:** breath weapon, immunities, infernal power source, resistances

**Move:** 12/12 (climb)

**Alignment:** Chaos

**Number Encountered:** 1, 1d3+2

**Challenge Level:** 11/1700

At rest, a clockwork abomination resembles a pile of debris and scrap on the ground, but in motion, it reveals a large insectoid form with smoke rising between the plates of its hide. Its many orange-yellow eyes shine like dim lanterns and reveal no hint of expression or intent. Clockwork abominations result from ill-considered attempts to bind lesser devils into clockwork or steam-driven constructs. The disciplines of devil binding and engineering seemingly do not mix well, and the results of such attempts are typically disastrous. Every now and then, however, something goes right, and a clockwork abomination is created. Clockwork abominations attack with a powerful slam and bite, and can use their infernal power source 3 times per day to breathe a 20ft-long cone of fire. When killed, a clockwork abomination's infernal power source explodes, dealing 3d6 points of damage to any creature within 10ft. A creature that makes a successful saving throw takes half damage.

Clockwork abominations are immune to *charm*, fear, *sleep*, and poison. They take half damage from cold, fire, and slashing weapons.

**Clockwork Abomination:** HD 8; AC 2[17]; **Atk** slam (2d8), bite (1d6); **Move** 12 (climb 12); **Save** 8; **AL** C; **CL/XP** 11/1700; **Special:** breath weapon (3/day, 20ft long cone of fire, 2d10 damage, save for half) immunities (*charm*, fear, *sleep*, poison), infernal power source (explodes when killed, 10ft radius, 3d6 damage, save for half), resistances (cold, fire, slashing weapons).



## CLOCKWORK HOUND

**Hit Dice:** 4

**Armor Class:** 4[15]

**Attacks:** bite (1d8)

**Saving Throw:** 13

**Special:** explosive core, tongue

**Move:** 18

**Alignment:** Neutrality

**Number Encountered:** 1, 1d4+2

**Challenge Level:** 5/240

This black, mechanical hunting dog keeps its nose to the ground sniffing and whuffling. Gleaming teeth fill its metal mouth. These black hounds follow the trails of criminals, escaped slaves, and other unfortunates. Their infused spirits are those of hunting hounds, and their animating magic allows them to follow a scent with preternatural speed and accuracy. When killed, the mechanism that powers the hound explodes. All creatures within 5ft take 2d6 points of damage unless they make a saving throw for half damage.

A clockwork hound attacks with its powerful bite. It can also lash out with its tongue to grab any creature within 15ft to pull it to the mechanical beast's mouth. The hound can use its tongue attack once every 1d4+1 rounds. It must make a to-hit roll to grab its target. The target can make an Open Doors check to break free before it is pulled to the hound's jaws in the next round and suffers automatic bite damage.

**Clockwork Hound:** HD 4; AC 4[15]; Atk bite (1d8); Move 18; Save 13; AL N; CL/XP 5/240; **Special:** explosive core (5ft radius, 2d6 damage explosion when killed, save for half), tongue (to-hit roll, grab target and pull to mouth for automatic bite damage next round, Open Doors check to escape).

## DARAKHUL (GHOUL)

In the lightless depths beneath the ground, an empire of devouring ambition grows and plots and dreams. Its citizens call themselves the People, but the rest of Midgard calls them the Lords Subterranean, the Ghoul Imperium, or simply the Empire of the Ghouls. Their cities lie out of sight, their agents infiltrate the underworlds of a score of surface cities, and their goals know no limits.

To them, if you are not a member of the People, you are food. Their empire maintains complex social structures and forges serious alliances, particularly among the undead princes of Morgau and Doresh. Unofficial embassies exist in Zobeck, the Ironcrag Cantons, Krakova, and Magdar. Other hidden outposts may lurk below the Seven Cities, Illyria, or beyond.

Three darakhul are detailed below: a darakhul ghoul, the darakhul warrior, and the darakhul necromage.

## DARAKHUL

**Hit Dice:** 4

**Armor Class:** 6[13]

**Attacks:** 2 claws (1d6 plus paralysis), bite (1d8)

**Saving Throw:** 13

**Special:** defy turning, immunities, disguise, paralysis, stench, vulnerable to sunlight

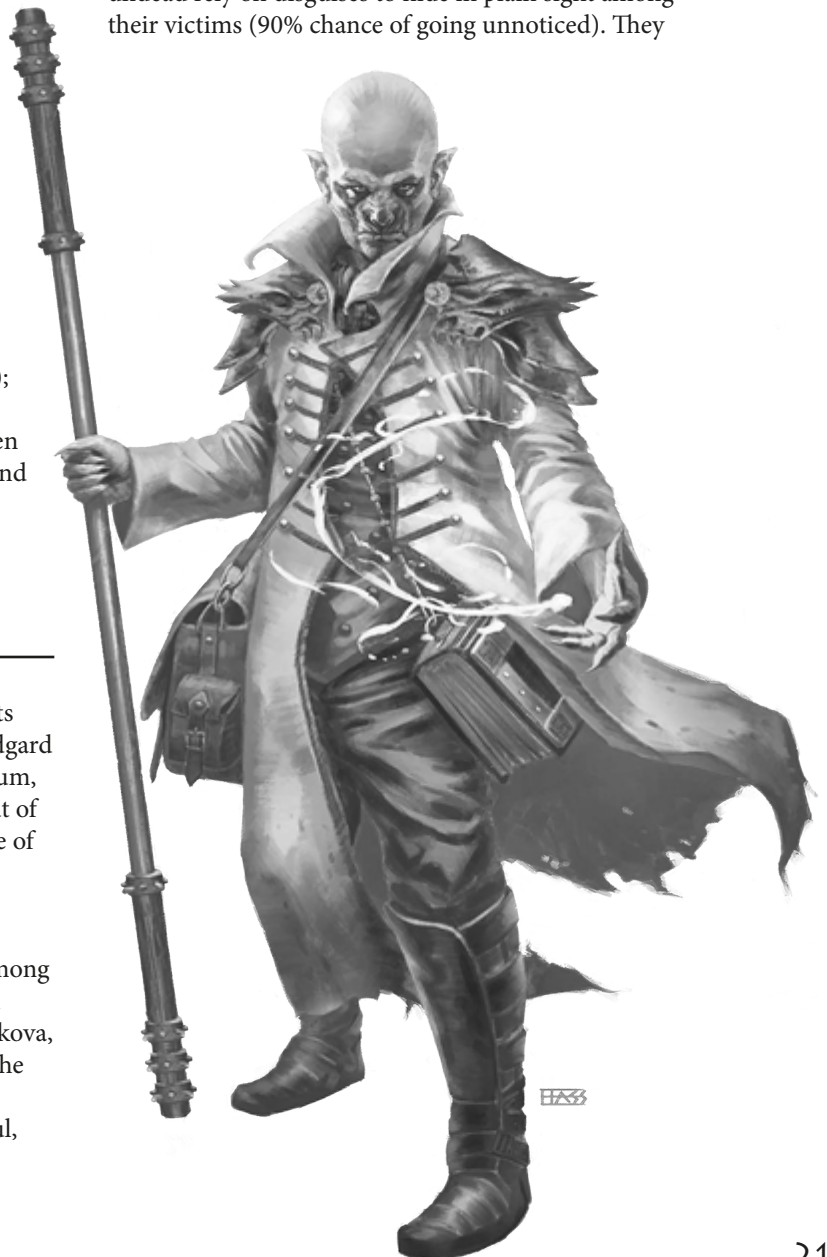
**Move:** 12

**Alignment:** Chaos

**Number Encountered:** 1, 1d4

**Challenge Level:** 7/600

Like ordinary ghouls, the darakhul ghoul rises from the infected corpses of other races. Their previous features fade over time, eventually turning into the skull-like faces, fanged mouths, and taut gray skin of these ghouls. People revile the darakhul as scavengers at best, and as loathsome, murdering abominations at worst—if they even realize the darakhul is about. These ghoulish undead rely on disguises to hide in plain sight among their victims (90% chance of going unnoticed). They



can mask their horrible stench while disguised. When uncovered, however, any creature within 5ft must make a saving throw or be sickened and unable to attack for 1d4 rounds. Darakhul attack with their claws and powerful bite. Their touch forces a target to make a saving throw or be paralyzed for 3d6 turns. Their bite has a 10% chance to contain a virulent disease known as darakhul fever (see sidebar). Darakhul turn as wraiths, and convey this ability on any normal ghouls within 30ft. Darakhul are immune to *charm* and *sleep*.

Darakhul warriors wield weapons and often pose as heroic figures to lure creatures to them. Darakhul necromages cast spells as 6th-level magic-users.

**Darakhul (Ghoul):** HD 4; AC 6[13]; Atk 2 claws (1d6 plus paralysis), bite (1d8); **Move** 12; **Save** 13; **AL** C; **CL/XP** 7/600; **Special:** defy turning (turn as wraiths, all ghouls within 30ft also turn as wraiths), immunities (*charm* and *sleep*), disguise (90% chance to go unnoticed), paralysis (3d6 turns), stench (save or be sickened for 1d4 rounds), vulnerable to sunlight (–1 to hit).

**Darakhul Warrior (Ghoul):** HD 6; AC 4[15]; Atk 2 claws (1d6 plus paralysis), bite (1d8) or by weapon (1d8); **Move** 12; **Save** 11; **AL** C; **CL/XP** 9/1100; **Special:** defy turning (turn as wraiths, all ghouls within 30ft also turn as wraiths), immunities (*charm* and *sleep*), disguise (90% chance to go unnoticed), paralysis (3d6 turns), stench (save or be sickened for 1d4 rounds), vulnerable to sunlight (–1 to hit).

**Darakhul Necromage (Ghoul):** HD 6; AC 4[15] or 2[17] (missile) and 4[15] (melee) from shield spell; Atk 2 claws (1d6 plus paralysis), bite (1d8); **Move** 12; **Save** 11; **AL** C; **CL/XP** 9/1100; **Special:** defy turning (turn as wraiths, all ghouls within 30ft also turn as wraiths), immunities

(*charm* and *sleep*), disguise (90% chance to go unnoticed), paralysis (3d6 turns), spells (4/2/2), stench (save or be sickened for 1d4 rounds), vulnerable to sunlight (–1 to hit).

**Spells:** 1st—*claws of darkness*\*, *cloying darkness*\*, *magic missile*, *shield*; 2nd—*darkbolt*\*, *invisibility*; 3rd—*lightning bolt*, *thousand darts*\*.

\* See New Spells below.

## DEVIL, GILDED

**Hit Dice:** 8

**Armor Class:** 2[17]

**Attacks:** +2 *heavy flail* (2d6+2)

**Saving Throw:** 8

**Special:** +1 or better magic weapons to hit, betrayal of riches, darkvision, immune to fire, magical abilities, magic resistance (65%)

**Move:** 12

**Alignment:** Chaos

**Number Encountered:** 1


**Challenge Level:** 13/2300

This tall, bronze-complexioned man is abnormally long-limbed and clad in armor of stained and battered coins. His wiry frame is festooned with mismatched bracelets, rings, and necklaces, each gaudier than the last. The easy smile on his face is cold with envy. Rarely seen in their natural form outside of Hell, gilded devils are the servitors of Mammon, archdevil of greed. They tempt and corrupt with promises of wealth, power, and fame, twisting mortal greed into sure damnation. Even in their humblest form, gilded devils always wear a piece of golden jewelry or a jeweled button or ornament. Gilded devils attack with a +2 *heavy flail*.

Three times per day, the gilded devil can turn rings, necklaces and other jewelry momentarily against their wearer. The devil can affect any visible item of jewelry on up to 2 creatures within 60ft, twisting them into cruel barbs and spikes. Each target may make a saving throw for half damage. If the save fails, the target takes 2d8 points of damage and one of the following additional effects:

Location	Effect
Arms	Melee damage halved until short rest
Hand	Drop any held item
Eyes	Permanently blinded
Head	–2 penalty to saves for 24 hours
Feet	Movement rate halved for 24 hours
Neck	Stunned for 1 round, unable to breathe
Other	No additional effect


At will, a gilded devil can cast *ESP*, *phantasmal force*, and *suggestion*. Three times per day, they can cast *charm person*, *darkbolt*\* (3 bolts), and *polymorph self*. Once per day, gilded devils can cast *teleport*. They are resistant to



### DARAKHUL FEVER

Spread mainly through bite wounds, this rare disease makes itself known within 24 hours by debilitating the infected. A creature so afflicted must make a saving throw or take 2d6 points of damage every hour until cured. A creature that dies from darakhul fever has a chance to rise as an undead. Roll 1d20 on the following table:

1d20	Result
1–9	None; victim is simply dead
10–15	Ghoul
16–19	Ghast
20	Darakhul





## DINOSAUR, SPINOSAURUS

**Hit Dice:** 16

**Armor Class:** 5[14]

**Attacks:** bite (6d8), 2 claws (1d8)

**Saving Throw:** 3

**Special:** rend

**Move:** 15/24 (swim)

**Alignment:** Neutrality

**Number Encountered:** 1d2

**Challenge Level:** 17/3500

A spino-saurian is a land and river predator capable of carrying a platoon of lizardfolk long distances on raids. Often called a river king or river dragon, they are worshipped by bullywugs and other primitive humanoids. The spino-saurian is a special saurian bred for size and loyalty by lizardfolk. Lizardfolk prize them like prime warhorses, and lavish them with food and care. This immense saurian has a long tooth-filled maw, powerful claws, and colorful spines running the length of its spine.



## SPINOSAURUSES IN THE SOUTHLANDS

The lizardfolk of Veles-Sa in the Southlands use spino-sauruses as a mode of transportation; they are large enough to pull barges or to carry a crew of raiders anywhere on the rivers, and they are reasonably swift overland as well. Lizardfolk scouts are especially fond of these enormous reptiles, as they are powerful combatants and capable of carrying a dozen lizardfolk warriors.

In addition to their role as trained raiders in Veles-Sa, some spino-sauruses live in or along most of the major river systems of the Southlands—including the River Nuria. There they are also called “river dragons” or sometimes “river walkers,” and they are frequently associated with the worship of Baal-Hotep and Set. They are kept as sacred animals in several river temples, where they are fed regular meals and have been known to grow to enormous size and strength.

Finally, along the Spice Coast, spino-sauruses carry high-value spice cargoes along the coast when banditry is rife or when a lizardfolk mercenary company is available to guard materials going north toward Mhalmes, Nuria, or Ishadia. These Spice Coast beasts are often especially bred for gaudy coloration: green-and-orange, blue-and-gold, and even red-and-black bloodlines are spotted in the Spice Coast harbors.

magic (65%), and immune to fire. They can see in the dark (darkvision) to a range of 60ft.

Gilded devils particularly enjoy gifting vain creatures with rings, jewelry, and other trinkets. Anyone accepting these items suffers a –2 penalty on saving throws against the gilded devil. A *remove curse* ends this effect.

**Gilded Devil:** HD 8; AC 2[17]; Atk +2 *heavy flail* (2d6+2); Move 12; Save 8; AL C; CL/XP 13/2300; **Special:** +1 or better magic weapons to hit, betrayal of riches (3/day, save or jewelry does 2d8 damage and additional effects, see text), darkvision (60ft), immune to fire, magical abilities, magic resistance (65%)

**Magical abilities:** at will—*ESP*, *phantasmal force*, *suggestion*; 3/day—*charm person*, *darkbolt*\* (3 bolts), *polymorph self*; 1/day—*teleport*.

\* See New Spells below.



An adult spinosaurus is 70ft long and weighs 35,000 lbs. or more, and a young spinosaurus is 20ft long and weighs 6000 lbs. or more. If a spinosaurus successfully bites a target, the prey must make a saving throw or take automatic claw damage as well as the dinosaur viciously rends its flesh.

**Dinosaur, Spinosaurus:** HD 16; AC 5[14]; Atk bite (6d8), 2 claws (1d8); Move 15 (swim 24); Save 3; AL N; CL/XP 17/3500; **Special:** rend (if bite hits, save or automatic claw damage).

## DRAGONS

Midgard dragons follow the rules established in the Swords & Wizardry Complete Rulebook. A dragon is roughly 5ft of body length per age category, up to an adult size of 20ft. Follow the rules for hit points and breath weapon damage as shown on the table:

All dragons have a breath weapon of some kind, usable 3 times per day. Damage is done according to the dragon's age. A dragon's challenge level is based on its hit points: CL=(hp/4)+2.

## DRAGON, CAVE

**Hit Dice:** 10-12

**Armor Class:** 2[17]

**Attacks:** 2 claws (1d8), bite (3d6)

**Saving Throw:** 5, 4, or 3

**Special:** detect invisible, earth glide, magical abilities, radiate darkness, spit black poison gas

**Move:** 9/9/24 (climb, earth glide)

**Alignment:** Chaos

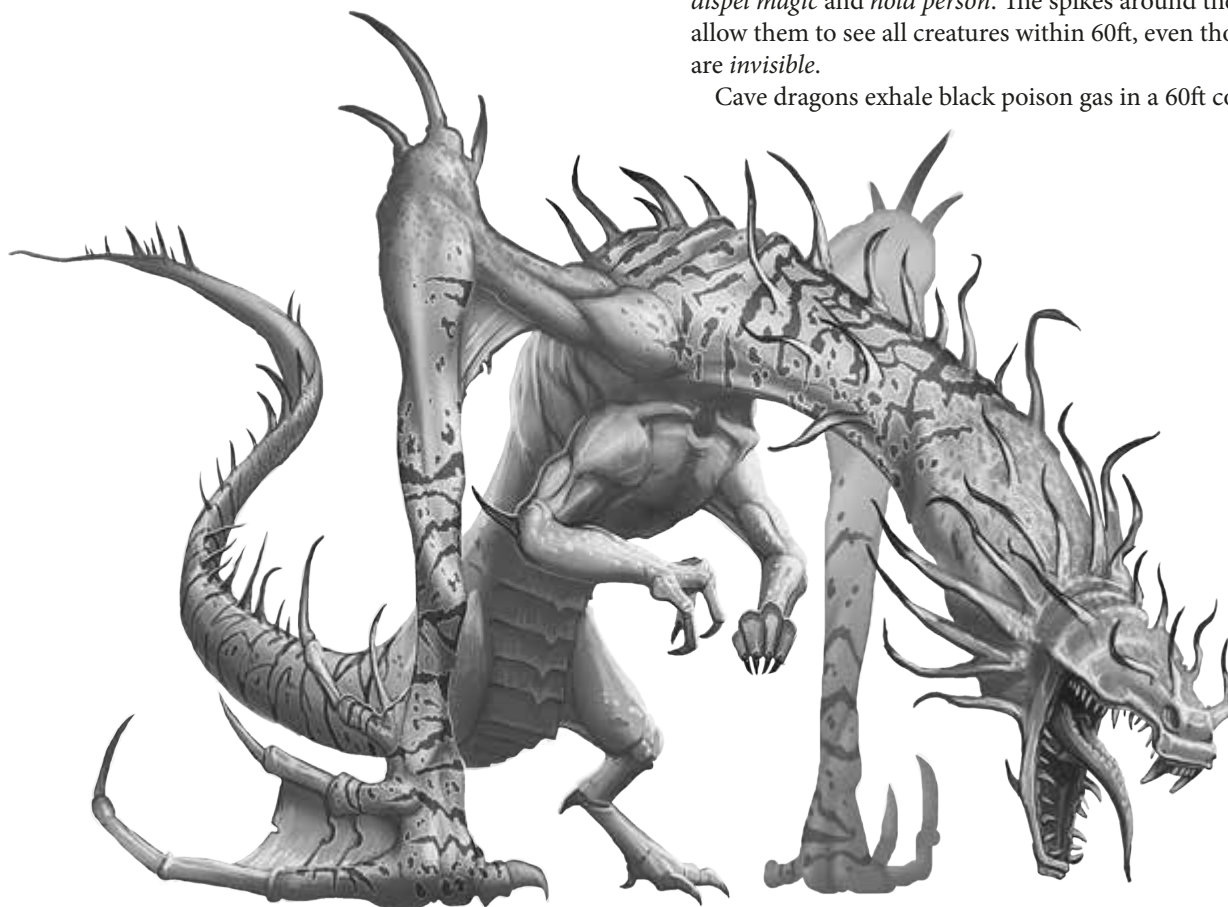
**Number Encountered:** 1d2 or a nest (2 of age category 4 and 1d4 of age category 1d3)

**Challenge Level:** Challenge Level = (hit points/4) + 2

Covered in black spikes, the cave dragon's eyeless head swings from side to side, the many spikes helping it find prey and navigate the dark tunnels in which it lives. Darkness creeps from its strange, eel-like hide, spreading like ink in water. Their stunted wings are little more than feelers, useful in rushing down tunnels. Their narrow snouts poke into tight passages which their tongues scour free of bats and vermin. Cave dragon coloration darkens with age, but it always provides good camouflage against stone: white like limestone, yellow, muddy brown, then black.

Adult or older cave dragons can create darkness in a 20ft radius three times per day. Adult cave dragons can also glide through stone, dirt, or any sort of earth except metal as easily as a fish through water. Cave dragons can cast *detect magic* and *speak with dead* at will. Three times per day, they can cast *web*. Once per day, they can cast *dispel magic* and *hold person*. The spikes around their head allow them to see all creatures within 60ft, even those who are *invisible*.

Cave dragons exhale black poison gas in a 60ft cone.



HD	Age Category	Hit Points	Breath Weapon Damage
1	Very young	1 hit point per hit die	1 hit point per die
2	Young	2 hit points per hit die	2 hit points per die
3	Immature	3 hit points per hit die	3 hit points per die
4	Adult	4 hit points per hit die	4 hit points per die
5	Old	5 hit points per hit die	5 hit points per die
6	Very old (100 years old)	6 hit points per hit die	6 hit points per die
7	Aged (101–400 years old)	7 hit points per hit die	7 hit points per die
8	Ancient (401+ years old)	8 hit points per hit die	8 hit points per die

**Adult Cave Dragon:** HD 10 (40hp); AC 0[19]; Atk 2 claws (1d8), bite (3d6); **Move** 9 (climb 9, earth glide 24); **Save** 5; **AL** C; **CL/XP** 12/2000; **Special:** detect invisible (60ft radius), earth glide (slide through stone or dirt), magical abilities, radiate darkness (3/day, 20ft radius), spit black poison gas (3/day, 60ft cone, 40 damage, save for half).

**Magical abilities:** at will—*detect magic, speak with dead*; 3/day—*web*; 1/day—*dispel magic, hold person*.

**Adult Cave Dragon:** HD 11 (44hp); AC 0[19]; Atk 2 claws (1d8), bite (3d6); **Move** 9 (climb 9, earth glide 24); **Save** 5; **AL** C; **CL/XP** 12/2000; **Special:** detect invisible (60ft radius), earth glide (slide through stone or dirt), magical abilities, radiate darkness (3/day, 20ft radius), spit black poison gas (3/day, 60ft cone, 44 damage, save for half).

**Magical abilities:** at will—*detect magic, speak with dead*; 3/day—*web*; 1/day—*dispel magic, hold person*.

**Adult Cave Dragon:** HD 12 (48hp); AC 0[19]; Atk 2 claws (1d8), bite (3d6); **Move** 9 (climb 9, earth glide 24); **Save** 5; **AL** C; **CL/XP** 12/2000; **Special:** detect invisible (60ft radius), earth glide (slide through stone or dirt), magical abilities, radiate darkness (3/day, 20ft radius), spit black poison gas (3/day, 60ft cone, 48 damage, save for half).

**Magical abilities:** at will—*detect magic, speak with dead*; 3/day—*web*; 1/day—*dispel magic, hold person*.

## DRAGON, MITHRAL

**Hit Dice:** 10–12

**Armor Class:** 2[17]

**Attacks:** 2 claws (1d8), bite (3d8)

**Saving Throw:** 5, 4, or 3

**Special:** breath weapon, magical ability, spells.

**Move:** 9/24 (fly)

**Alignment:** Neutrality

**Number Encountered:** 1d2 or a nest (2 of age category 4 and 1d4 of age category 1d3)

**Challenge Level:** Challenge Level = (hit points/4) + 2

Mithral dragons are wise and learned, and are legendary peacemakers and spellcasters. They pursue their own interests when not called to settle disputes. Light glints off a mithral dragon's glossy scales, shining silver-white,

and its tiny wings fold flush against its body—but open like a fan to expose shimmering, diaphanous membranes. Its narrow head, with bare slits for its eyes and nostrils, ends in a slender neck. The dragon's sleek look continues into its body and a mithral dragon's impossibly thin frame makes it look extremely fragile. As peacemakers, they can comprehend any language spoken.

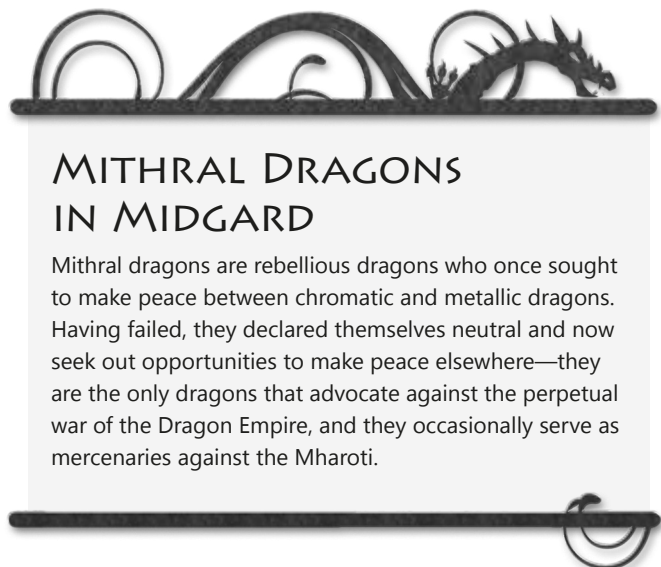
Mithral dragons cast spells as a 10th-level magic user. They spit a 60ft line of mithril shards that rip and tear at the flesh of any creature caught in the 5ft wide swath of destruction.

**Adult Mithral Dragon:** HD 10 (40hp); AC 2[17]; Atk 2 claws (1d8), bite (3d8); **Move** 9 (fly 24); **Save** 5; **AL** N; **CL/XP** 12/2000; **Special:** breath weapon (3/day, 90ft line of mithral shards, 40 damage, save for half), magical ability, spells (MU 4/4/3/2/2).

**Magical Ability:** 3/day—*dispel magic*.

**Adult Mithral Dragon:** HD 11 (44hp); AC 2[17]; Atk 2 claws (1d8), bite (3d8); **Move** 9 (fly 24); **Save** 4; **AL** N; **CL/XP** 13/2300; **Special:** breath weapon (3/day, 90ft line of mithral shards, 44 damage, save for half), magical ability, spells (MU 4/4/3/2/2).

**Magical Ability:** 3/day—*dispel magic*.



## MITHRAL DRAGONS IN MIDGARD

Mithral dragons are rebellious dragons who once sought to make peace between chromatic and metallic dragons. Having failed, they declared themselves neutral and now seek out opportunities to make peace elsewhere—they are the only dragons that advocate against the perpetual war of the Dragon Empire, and they occasionally serve as mercenaries against the Mharoti.

**Adult Mithral Dragon:** HD 12 (48hp); AC 2[17]; Atk 2 claws (1d8), bite (3d8); Move 9 (fly 24); Save 3; AL N; CL/XP 14/2600; **Special:** breath weapon (3/day, 90ft line of mithral shards, 48 damage, save for half), magical ability, spells (MU 4/4/3/2/2).

**Magical Ability:** 3/day—*dispel magic*.

## DRAGON, SEA

**Hit Dice:** 8–10

**Armor Class:** 3[16]

**Attacks:** 2 claws (1d6), bite (3d6)

**Saving Throw:** 8, 6, or 5

**Special:** amphibious, breath weapon, immune to cold, spells.

**Move:** 9/24/24 (fly/swim)

**Alignment:** Neutrality

**Number Encountered:** 1d2 or a nest (2 of age category 4 and 1d4 of age category 1d3)

**Challenge Level:** Challenge Level = (hit points/4) + 2

A sea dragon is an aquamarine dragon with a shark's head that tapers off into a sleek eel-like body. Its large fins double as wings. Sea dragons are the children of the ocean, and believe they are semi-divine beings, worthy of worship. Given their size and power, they may be right; certainly, they are often companions or steeds to gods of the sea. Despite the solemn duties the sea dragons invoke thanks to their lineage, they are extremely whimsical. While these immense creatures are playful, their games can shatter hulls and drown sailors. The sea dragons course through the waves with tangible joy as they hunt whales and entire schools of tuna. Three times per day, a sea dragon can exhale a crushing wave of frigid seawater in a 90ft cone. Sea dragons cast spells as 7th-level magic-users.

**Adult Sea Dragon:** HD 8 (32hp); AC 3[16]; Atk 2 claws (1d6), bite (3d6); Move 9 (fly 24, swim 24); Save 8; AL N; CL/XP 10/1400; **Special:** breath weapon (3/day, 90ft line of frigid seawater, 32 damage, save for half), immune to cold, spells (4/3/2/1).

**Spells:** 1st—*charm person, magic missile, sleep, starburst\**; 2nd—*invisibility, mirror image, phantasmal force*; 3rd—*freezing fog\*, lightning bolt*; 4th—*ray of life suppression\**.

**Adult Sea Dragon:** HD 9 (36hp); AC 3[16]; Atk 2 claws (1d6), bite (3d6); Move 9 (fly 24, swim 24); Save 6; AL N; CL/XP 11/1700; **Special:** breath weapon (3/day, 90ft line of frigid seawater, 36 damage, save for half), immune to cold, spells (4/3/2/1).

**Spells:** 1st—*charm person, magic missile, sleep, starburst\**; 2nd—*invisibility, mirror image, phantasmal force*; 3rd—*freezing fog\*, lightning bolt*; 4th—*ray of life suppression\**.

**Adult Sea Dragon:** HD 10 (40hp); AC 3[16]; Atk 2 claws (1d6), bite (3d6); Move 9 (fly 24, swim 24); Save 5; AL N; CL/XP 12/2000; **Special:** breath weapon (3/day, 90ft line of frigid seawater, 40 damage, save for half), immune to cold, spells (4/3/2/1).

**Spells:** 1st—*charm person, magic missile, sleep, starburst\**; 2nd—*invisibility, mirror image, phantasmal force*; 3rd—*freezing fog\*, lightning bolt*; 4th—*ray of life suppression\**.

\* See New Spells below.

## DRAGON, VOID

**Hit Dice:** 11–13

**Armor Class:** 0[19]

**Attacks:** 2 claws (2d6), bite (2d10)

**Saving Throw:** 4, 3, or 3

**Special:** aura of madness, collapsing star, gravitic breath, immunities, magical ability, stellar flare breath

**Move:** 9/24 (fly)

**Alignment:** Chaos

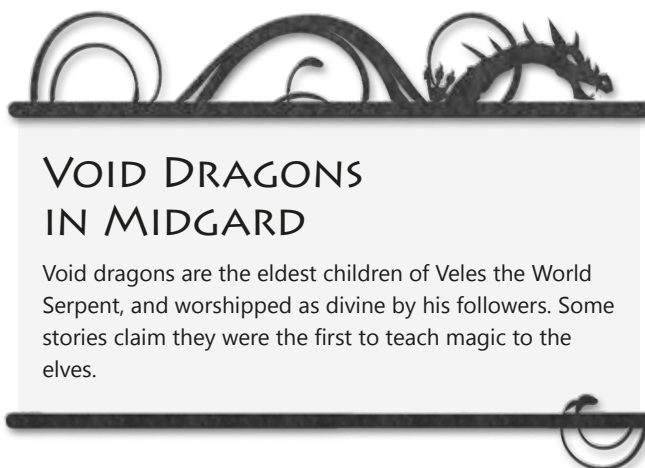
**Number Encountered:** 1 (solitary)

**Challenge Level:** Challenge Level = (hit points/4) + 2

Void dragons are formed seemingly of the night sky with bright white stars for eyes. Lesser stars twinkle in the firmament of the dragon's body. Void dragons drift through the empty spaces beyond the boundaries of the mortal world, wanderers between the stars. Void dragons are intensely knowledgeable creatures, but gazing into the yawning nothing outside has taken a toll. They are all unhinged, and their madness is contagious.

A void dragon attacks with its claws and bite. It can breathe either its gravitic breath or its stellar flare breath (up to 3 times per day total). The gravitic breath manifests as a 90ft cube that acts as the *star's heart* spell, increasing gravity within the cube and pushing creatures to the ground. The stellar flare is a 90ft cone of star fire.

Any creature within 120ft of a void dragon feels the creature's madness washing over it. They must make a saving throw or be affected by a *fear* spell. Void dragons can teleport 3 times per day within 100ft. They are immune to cold, electricity and *sleep* or *charm* spells.



### VOID DRAGONS IN MIDGARD

Void dragons are the eldest children of Veles the World Serpent, and worshipped as divine by his followers. Some stories claim they were the first to teach magic to the elves.



As deadly as the dragon can be while alive, it is even worse when it is killed. The dragon explodes in a swath of celestial destruction. This explosion inflicts 6d6 points of physical damage, 6d6 points of cold damage, and 6d6 points of psychic damage to all creatures within a 1-mile radius. A creature caught in the blast must make 3 separate saving throws for half damage to each wave of energy as it washes over them. A creature that fails 2 of the 3 saves has a 50% chance of being sent elsewhere; roll 1d6: 1–3, to a random plane; 4–6, 5d100 miles away in a random direction.

**Adult Void Dragon:** HD 11 (44hp); AC 0[19]; **Atk** 2 claws (2d6), bite (2d10); **Move** 9 (fly 24); **Save** 4; **AL** C; **CL/XP** 13/2300; **Special:** aura of madness (120ft, save or *fear* spell), collapsing star (when killed, 6d6 physical, 6d6 cold, 6d6 psychic damage; 3 saves for half damage to each wave; if 2 of 3 saves fail, 50% chance of being displaced; roll 1d6: 1–3, thrown to random plane [Referee's preference]; 4–6, thrown 5d100 miles in random direction), gravitic breath (90ft cube, as star's heart spell but 44 damage, save for half), immunities (cold, electricity, *sleep* and *charm* spells), magical ability, stellar flare breath (90ft cone, 44 damage, save for half).

**Magical ability:** 3/day—*teleport* (within 100ft)

**Note:** A void dragon can use either its gravitic breath or its stellar flare breath a total of 3 times per day.

**Adult Void Dragon:** HD 12 (48hp); AC 0[19]; **Atk** 2 claws (2d6), bite (2d10); **Move** 9 (fly 24); **Save** 3; **AL** C; **CL/XP** 14/2600; **Special:** aura of madness (120ft, save or *fear* spell), collapsing star (when killed, 6d6 physical, 6d6 cold, 6d6 psychic damage; 3 saves for half damage to each wave; if 2 of 3 saves fail, 50% chance of being displaced; roll 1d6: 1–3, thrown to random plane [Referee's preference]; 4–6, thrown 5d100 miles in random direction), gravitic breath (90ft cube, as star's heart spell but 48 damage, save for half), immunities (cold, electricity, *sleep* and *charm* spells), spell-like ability, stellar flare breath (90ft cone, 48 damage, save for half).

**Magical ability:** 3/day—*teleport* (within 100ft)

**Note:** A void dragon can use either its gravitic breath or its stellar flare breath a total of 3 times per day.

**Adult Void Dragon:** HD 13 (52hp); AC 0[19]; **Atk** 2 claws (2d6), bite (2d10); **Move** 9 (fly 24); **Save** 3; **AL** C; **CL/XP** 15/2900; **Special:** aura of madness (120ft, save or *fear* spell), collapsing star (when killed, 6d6 physical, 6d6 cold, 6d6 psychic damage; 3 saves for half damage to each wave; if 2 of 3 saves fail, 50% chance of being displaced; roll 1d6: 1–3, thrown to random plane [Referee's preference]; 4–6, thrown 5d100 miles in random direction), gravitic breath (90ft cube, as star's heart spell but 52 damage, save for half), immunities



(cold, electricity, *sleep* and *charm* spells), spell-like ability, stellar flare breath (90ft cone, 52 damage, save for half).

**Magical ability:** 3/day—*teleport* (within 100ft)

**Note:** A void dragon can use either its gravitic breath or its stellar flare breath a total of 3 times per day.

## DRAGON, WIND

**Hit Dice:** 8–10

**Armor Class:** 0[19]

**Attacks:** 2 claws (1d8+2), bite (2d12)

**Saving Throw:** 8, 6, or 5

**Special:** breath of gales, magical abilities, magic resistance (15%), whirling winds

**Move:** 9/24 (fly)

**Alignment:** Neutrality

**Number Encountered:** 1d2 or a nest (2 of age category 4 and 1d4 of age category 1d3)

**Challenge Level:** Challenge Level = (hit points/4) + 2

Howling winds encircle the white-and-gray-scaled wind dragon, filling and pushing its wings without the need for them to beat. These whirling winds deflect all but magical missile weapons. A wind dragon breathes a blast of wind in a 90ft cone. Creatures caught in the cone that fail a save

for half damage are also blown 50ft away from the dragon. Three times per day, a wind dragon can cast *lightning bolt* and *ice storm*.

**Adult Wind Dragon:** HD 8 (32hp); AC 0[19]; Atk 2 claws (1d8+2), bite (2d12); **Move** 9 (fly 24); **Save** 8; **AL** N; **CL/XP** 10/1400; **Special:** breath of gales (3/day, 90ft cone, 32 damage and pushed 50ft away, save for half and avoid being moved), magical abilities, magic resistance (15%), whirling winds (deflects normal missiles).

**Magical Abilities:** 3/day—*lightning bolt*, *ice storm*.

**Adult Wind Dragon:** HD 9 (36hp); AC 0[19]; Atk 2 claws (1d8+2), bite (2d12); **Move** 9 (fly 24); **Save** 6; **AL** N; **CL/XP** 11/1800; **Special:** breath of gales (3/day, 90ft cone, 36 damage and pushed 50ft away, save for half and avoid being moved), magical abilities, magic resistance (15%), whirling winds (deflects normal missiles).

**Magical Abilities:** 3/day—*lightning bolt*, *ice storm*.

**Adult Wind Dragon:** HD 10 (40hp); AC 0[19]; Atk 2 claws (1d8+2), bite (2d12); **Move** 9 (fly 24); **Save** 5; **AL** N; **CL/XP** 10/1400; **Special:** breath of gales (3/day, 90ft cone, 32 damage and pushed 50ft away, save for half and avoid being moved), magical abilities, magic resistance (15%), whirling winds (deflects normal missiles).

**Magical Abilities:** 3/day—*lightning bolt*, *ice storm*.

## DRAKE, ALEHOUSE

**Hit Dice:** 3

**Armor Class:** 4[15]

**Attacks:** bite (1d6), 2 claws (1d4)

**Saving Throw:** 14

**Special:** breath weapon, discombobulating touch

**Move:** 12/18 (fly)

**Alignment:** Neutrality

**Number Encountered:** 1, 1d2

**Challenge Level:** 5/240

Alehouse drakes are 1ft to 2ft long on average and weigh about 18 lbs. with a plump belly. Their scales are deep amber with cream or white highlights, and they possess glittering, light-colored eyes. Alehouse drakes squat in busy bars, rowdy taverns, and bustling inns. A bane or savior to every bartender and innkeeper, alehouse drakes enjoy pushing patrons' emotions, driving crowds to ecstatic cheers or bloody bar fights. Alehouse drakes gossip endlessly. Perched in hiding places throughout busy taverns, they overhear many stories, and often trade in information, making them good sources for news about town. More devious and ill-mannered alehouse drakes resort to blackmail, but usually only to secure a comfortable spot in their chosen tavern.

Three times per day, an alehouse drake can burp a cloud of intoxicating gas in a 15ft cone. A creature caught in the cloud must make a saving throw or be stunned for 1d6 rounds. The drake can also touch a patron with its discombobulating touch. The target must make a saving throw or be affected by a confusion spell.

**Drake, Alehouse:** HD 3; AC 4[15]; Atk bite (1d6), 2 claws (1d4); Move 12 (fly 18); Save 14; AL N; CL/XP 5/240; **Special:** breath weapon (15ft cone, save or stunned 1d6 rounds), discombobulating touch (save or confusion as per spell).

## FELLFORGED

**Hit Dice:** 10 (60hp)

**Armor Class:** 5[14]

**Attacks:** 2 slams (2d8+2)

**Saving Throw:** 5

**Special:** +1 or better magic weapons to hit, grave speech, immunities (*charm*, cold, fire, *sleep*), shattered bodies, vulnerabilities (sunlight, turning)

**Move:** 12

**Alignment:** Chaos

**Number Encountered:** 1

**Challenge Level:** 14/2600

Fellforged are the castoffs of gearforged and clockworks production, given foul sentience when the construct bodies attract wraiths yearning to feel the corporeal world. The clockwork bodies trap the wraiths, which dulls many of their supernatural abilities but gives them physical form. The wraiths twist the bodies to their own use—going so far as to destroy the body to harm the living. The voice of the fellforged is echoing and sepulchral, a



tomb voice that fills creatures with fear (as *fear* spell, save resists). Animals sense the unnatural presence caught within the fellforged and refuse to approach within 30ft.

The wraith within the fellforged is vulnerable to turning (–4 penalty to save). If successful, the wraith is expelled from the fellforged construct, and fights as normal. The fellforged dies without an animating spirit. When in sunlight, a fellforged takes a –1 penalty to hit and saves. Fellforged are immune to *charm*, cold, fire and *sleep*.

**Expelled Wraith:** HD 4; AC 3[16]; Atk 1 touch (1d6 + level drain); **Move** 9 (fly 24); **Save** 13; **AL** C; **CL/XP** 8/800; **Special:** drain 1 level with hit, +1 magic or silver weapon to hit.

The wraiths within the fellforged have little regard for the clockwork bodies they inhabit. Three times per day, they can stress the mechanisms in such a violent manner that flywheels become unbalanced, gears shatter, and springs snap. This violent bursting of gears and pulleys does 2d6 points of damage to any creatures within 5ft. Doing so slows the fellforged's movement rate by 4 for 24 hours. A fellforged that reduces its movement to 0 is immobilized until one day passes.

**Fellforged:** HD 10 (60hp); AC 5[14]; Atk 2 slams (2d8+2); **Move** 12; **Save** 5; **AL** C; **CL/XP** 14/2600; **Special:** +1 or better magic weapons to hit, grave speech (as *fear* spell, save resists), immunities (*charm*, cold, fire, *sleep*), shattered bodies (3/day, 2d6 damage within 5ft, reduces movement rate by 4 for 24 hours, immobilized at 0 movement for 24 hours), vulnerabilities (sunlight, turning [+4 save or expelled from construct as wraith])

## FIREGEIST

**Hit Dice:** 6

**Armor Class:** 2[17]

**Attacks:** 2 slams (1d8)

**Saving Throw:** 11

**Special:** ignite objects, immune to fire

**Move:** 12

**Alignment:** Chaos

**Number Encountered:** 1

**Challenge Level:** 7/600

Made of fiery smoke coalescing into a vaguely humanoid shape, a firegeist is little more than wisps of black smoke and spots of brighter flame. When a fire elemental meets its destruction in a particularly humiliating fashion, what returns is a firegeist. Malevolent and resentful, less than their former prideful selves, they exist for revenge. A firegeist attacks with 2 slams that have a chance to ignite flammable objects if the item fails a saving throw (as determined by the Referee). Firegeists are immune to fire and can be hit only by magic weapons. Clerics can turn firegeists as wraiths.

**Firegeist:** HD 6; AC 2[17]; Atk 2 slams (1d8); **Move** 12; **Save** 11; **AL** C; **CL/XP** 7/600; **Special:** ignite objects (with slam, save resists), immune to fire.

## FROSTVEIL

**Hit Dice:** 5

**Armor Class:** 7[12]

**Attacks:** 3 tendrils (1d6)

**Saving Throw:** 12

**Special:** acid, engulf, immune to cold, spirit spores

**Move:** 3/12 (fly)

**Alignment:** Neutrality

**Number Encountered:** 1, 1d6

**Challenge Level:** 6/400

Whipped through the air by snowstorms and resembling a spider's web dangling with delicate ice crystals, silently gliding, beautiful killer frostveils are semi-sentient plants adapted to the merciless cold of the North. Flat nodes shaped like large snowflakes connect their net-like bodies and trailing tails of transparent fibers. Gossamer tendrils stream behind and between the flying snowflakes, ready to grab and entangle any warm-blooded creature it detects. A frostveil strikes with 3 tendrils. If a single target is hit by 2 of the tendrils, it is engulfed in the veil and takes automatic 1d6 points of damage per round from the chilling acid that coats the plant. Any creature touching the plant with bare skin can make a saving throw for half this acid damage. A frostveil cannot attack while engulfing a foe. Damage done to the plant is divided between it and the engulfed creature. A frostveil is immune to cold. A frostveil in distress releases a puff of psychotropic spores in a 10ft cloud. Any creature in the cloud must make a saving throw or suffer hallucinations (as per the *confusion* spell) for 1d3 rounds.

**Frostveil:** HD 5; AC 7[12]; Atk 3 tendrils (1d6); **Move** 3 (fly 12); **Save** 12; **AL** N; **CL/XP** 6/400; **Special:** acid (1d6 damage), engulf (2 tendrils hit, wrapped in net for automatic acid damage), immune to cold, spirit spores (10ft cloud, save or hallucinations as *confusion* as per spell for 1d3 rounds)

## GIANT, FLAB

**Hit Dice:** 10

**Armor Class:** 4[15]

**Attacks:** 2 slams (2d6)

**Saving Throw:** 5

**Special:** immune to poison, squatting pin

**Move:** 9

**Alignment:** Chaos

**Number Encountered:** 1, 1d3

**Challenge Level:** 11/1700

This obese, bell-shaped giant is blemished by ulcers, enlarged veins, and fungal rashes. Though it stumbles about on a pair of short, calloused legs, it moves its weight with dangerous potential, catching many foes off-guard. Too obese to effectively grasp weapons in its chubby fingers, a flab giant uses its great mass to deadly effect, sitting on them to crush them to death, swatting away



missiles, and simply putting up with the damage of melee attacks until its victims stop struggling and it gets up to see if they're dead yet. A target hit by both of the giant's meaty fists must make a saving throw or the giant squats atop them, doing 1d8 points of damage per round. If the giant moves (or is moved), the damage ends. A trapped victim can make an Open Doors check (with a -3 penalty) to wriggle free.

Flab giants wear only scraps of clothing made of loosely knotted skins, leaving most of their stretch-marked and discolored skin exposed. Favored pelts include bear and human. A flab giant stands eight to 10ft tall and weighs 1000 to 1500 lbs.

**Flab Giant:** HD 10; AC 5[14]; Atk 2 slams (2d6); Move 9; Save 5; AL C; CL/XP 11/1700; **Special:** immune to poison, squatting pin (if 2 slams hit, target must save or be pinned beneath bulk for 1d8 damage per round, Open Doors check with -3 penalty to escape).

## GOLEMS

Golems are dangerous guardians often found in a wizard's high tower, the forgotten tomb of a divine servant, or roaming wildly through the countryside uncontrollable. Two new Midgard golems are presented below.

### GOLEM, EYE

**Hit Dice:** 8 (40 hit points)

**Armor Class:** 8[11]

**Attacks:** slam (3d8)

**Saving Throw:** 4

**Special:** +1 or better magic weapons to hit, gaze of ancient light, immune to most spells, slowed by cold, healed by electricity

**Move:** 9

**Alignment:** Neutrality

**Number Encountered:** 1

**Challenge Level:** 12/2000

An eye golem is muscular giant, well-proportioned with smooth, marble-white skin covered in eye-like sigils. When it opens one of its eyes opens for a moment, a beam as bright as the sun shines forth, piercing the darkness. Three times per day, any creature within 30ft who sees the light must make a saving throw or be blinded permanently.

Eye golems stand at least ten feet tall, and their magically durable hide is covered with real eyes as well as arcane sigils that resemble eyes. Eye golems are immune to most spells, but cold slows them, while electricity heals them for the number of points of damage inflicted.

When killed, an eye golem does not simply fall down dead. All of its eyes open at once, a deafening bellow is heard for miles, and a blinding burst of light shines from the body. When the light and noise stop, hundreds of perfectly preserved eyeballs are left on the ground, still warm and fresh and without scars or damage.

**Eye Golem:** HD 8 (40 hp); AC 8[11]; Atk slam (3d8); Move 9; Save 4; AL N; CL/XP 12/2000; **Special:** +1 or better magic weapons to hit, gaze of ancient light (3/day, 30ft, save or permanently blinded), immune to most spells, slowed by cold, healed by electricity.



## GOLEM, HOARD

**Hit Dice:** 12

**Armor Class:** 3[16]

**Attacks:** slam (4d10)

**Saving Throw:** 3

**Special:** +1 or better magic weapons to hit, immune to most spells and slashing weapons, healed by fire, thieving whirlwind

**Move:** 9

**Alignment:** Neutrality

**Number Encountered:** 1

**Challenge Level:** 16/3200

A hoard golem is a pile of gold, jewelry, and weapons that can rise on its own like a tidal wave of riches, with a cold and determined face. A hoard golem can crash down with the weight of a fortune, flattening everything in its path. The hoard golems were born from the paranoia of dragons. Despite their great physical and intellectual power, dragons are always suspicious of any creature willing to work for them. The first hoard golem was created when a dragon realized that there could be no guardian more trustworthy with its hoard than the hoard itself. Since then, the secret of hoard golem construction has emerged, and rich nobles have followed suit, enchanting their wealth to defend itself from thieves.

Hoard golems are 25ft tall and weigh 20,000 lbs. A hoard golem's body is composed of items—copper, silver, gold, works of art, armor, weapons, and magical items—worth at least 5000gp. They are immune to most spells and slashing weapons. Fire heals a hoard golem for the number of points of damage done (although using fire on it has a 25% chance each time of lowering the overall value of the hoard by 10% as metal is melted into slag and works of artwork are destroyed).

Three times per day, a hoard golem can transform into a 20ft radius whirlwind of treasures of which it is composed. Any creature caught in this swirling storm takes normal damage, but also must make a saving throw or have a random item (excluding armor) ripped from it and engulfed into the hoard golem.

**Hoard Golem:** HD 12; AC 3[16]; Atk slam (4d10); Move 9; Save 3; AL N; CL/XP 16/3200; **Special:** +1 or better magic weapons to hit, immune to most spells and slashing weapons, healed by fire, thieving whirlwind (3/day, 20ft radius, save or lose random item to hoard).

## GRAY THIRSTER

**Hit Dice:** 6

**Armor Class:** 7[12]

**Attacks:** 2 claws (1d6)

**Saving Throw:** 11

**Special:** drought, immune to fire and poison, thirst

**Move:** 12

**Alignment:** Chaos

**Number Encountered:** 1

**Challenge Level:** 8/800

A gray thirster is a dried-out body of a long dead traveler still clad in the tattered remains of his clothes. Skin as dry as parchment clings to the bones that are clearly distinguishable underneath. A hoarse moaning emanates from the dry, cracked lips. Any creature within 30ft of a gray thirster must make a saving throw or become parched and suffer a -1 to hit and damage. Once per day, a gray thirster can draw the moisture from a 20ft radius centered on itself. Nonmagical water and other liquids within this area turn to dust. Creatures take 2d6 points of damage as they are consumed by thirst. They can make a saving throw for half damage.



**Gray Thirster:** HD 6; AC 7[12]; Atk 2 claws (1d6); Move 12; Save 11; AL C; CL/XP 8/800; **Special:** drought (1/day, 20ft radius, 2d6 damage, save for half), immune to fire and poison, thirst (30ft radius, save or parched and suffer -1 to hit and damage).

## LICH HOUND

**Hit Dice:** 7

**Armor Class:** 3[16]

**Attacks:** bite (1d10)

**Saving Throw:** 9

**Special:** +1 or better magic weapons to hit, ethereal jaunt, gut rip, howl

**Move:** 12/18 (fly)

**Alignment:** Chaos

**Number Encountered:** 1

**Challenge Level:** 10/1400

Their howls echoing from another plane, lich hounds always arrive wreathed in mist. Bright white skulls with a heavy jaw and thick, robust skeletal bodies define the ferocious lich hounds. Their eyes burn green or blue, and their tongues resemble black fire. Any creature bitten by a lich hound must make a saving throw or be knocked down as the hound shakes its prey. The lich hound immediately pounces on the prone creature and rips at its guts, inflicting automatic 2d8 points of damage.

Three times per day, creatures within 100ft hearing the eerie howl of a lich hound must make a successful saving throw or flee in fear for 5 rounds. There is a 30% chance the creature drops whatever it carries in its hands. Lich hounds can shift out of phase with their surroundings (meaning only ethereal creatures can attack them), then shift back to attack later. They can be hit only by +1 or better magic weapons.

**Lich Hound:** HD 7; AC 3[16]; Atk bite (1d10); Move 12 (fly 18); Save 9; AL C; CL/XP 10/1400; **Special:** +1 or better magic weapons to hit, ethereal jaunt (shift in and out of phase at will, ethereal attacks only), gut rip (bite, save or knocked prone for automatic 2d8 damage), howl (3/day, save or flee in fear for 5 rounds, 30% chance of dropping held objects).

## LIVING WICK

**Hit Dice:** 6

**Armor Class:** 6[13]

**Attacks:** slam (1d6)

**Saving Throw:** 11

**Special:** consume self, melting, vulnerable to fire

**Move:** 12

**Alignment:** Neutrality

**Number Encountered:** 1, 1d4+2

**Challenge Level:** 8/800

Living wicks are obedient wax statues brought to life by an enchanted wick that runs from the nape of their neck to their lower back. When new, a living wick looks and moves

like a human, but as the wick burns, the wax features melt and the statue takes on a twisted, hunchbacked appearance. Living wicks are powered by flames, and therefore they have a predetermined life cycle. They are typically reduced to formless lumps in a month, losing 1 hit point for every 24 hours they remain lit. They cannot move or act when not lit. They obey their creator's wishes.

Their creators can command a living wick to rapidly burn through the remains of its wick, creating a devastating fireball. All creatures within 20ft take 2d6 points of damage and can make a saving throw for half damage. The living wick is reduced to a lifeless puddle of wax.

**Living Wick:** HD 6; AC 6[13]; Atk slam (1d6); Move 12; Save 11; AL N; CL/XP 8/800; **Special:** consume self (20ft-radius fireball, 2d6 damage, save for half), melting (1hp damage for every 24 hours lit), vulnerable to fire (200%).





## LORELEI

**Hit Dice:** 6

**Armor Class:** 6[13]

**Attacks:** weapon (1d4)

**Saving Throw:** 11

**Special:** charm, spells, stunning glance

**Move:** 12/12 (swim)

**Alignment:** Chaos

**Number Encountered:** 1, 1d4+1

**Challenge Level:** 9/1100

Lounging on large river rocks or within swirling eddies untouched by the rush of the current, these breathtaking fey known as lorelei call plaintively to travelers and knights errant. They seek nothing less than the last breath of a drowning man. These callous river sirens can charm victims (as *charm person*) within 30ft who look directly at them (save resists). Their glance forces targets within 30ft to make a saving throw or be stunned for 2 rounds. They can see in the dark (darkvision) up to 60ft. They cast spells as a 5th-level magic-user.

Although legends describe the lorelei as golden-haired and fair-skinned, they come in all varieties, each more voluptuous than the next. While most resemble sensual humans, a lorelei's form can also include elves, dwarves, and in some recorded cases even orcs and hobgoblins—a lorelei mimics her most frequent prey. While they prefer to prey on men, their powers affect women just the same. They usually leave women travelers alone, however, unless they defend male companions.

**Lorelei:** HD 6; AC 6[13]; Atk weapon (1d4); Move 12 (swim 12); Save 11; AL C; CL/XP 9/1100; **Special:** charm (30ft, save resists), spells (MU 4/2/1), stunning glance (30ft gaze, save or stunned for 2 rounds).

## MAP MIMIC

**Hit Dice:** 3

**Armor Class:** 7[12]

**Attacks:** pseudopod (1d6)

**Saving Throw:** 13

**Special:** constrict face, immune to acid, mimicry

**Move:** 9/12 (fly)

**Alignment:** Neutrality

**Number Encountered:** 1

**Challenge Level:** 4/120

A map mimic resembles a treasure map that flaps as if caught in a strong wind, even in a dungeon where the air is perfectly still. When touched, the map splits open, revealing its fanged mouth and face. Map mimics get their names from taking the form of a page from a book or scroll, but they can also assume the guise of any tiny flat object—a piece of leather, a dinner plate, etc. If a map mimic hits with

its pseudopod, the target must make a saving throw or the mimic attaches itself to the creature's face, blinding and deafening it, and causing it immediately to begin to suffocate. Damage done to the map mimic when it is attached is divided between it and the target.

**Map Mimic:** HD 3; AC 7[12]; Atk pseudopod (1d6 plus constrict face); Move 9 (fly 12); Save 13; AL N; CL/XP 4/120; **Special:** constrict face (save or mimic attaches to target's face, blinding and deafening it, and causing it to suffocate; damage done to mimic divided between it and target), immune to acid, mimicry (any small, flat object).

## MILLITAURO

**Hit Dice:** 8

**Armor Class:** 6[13]

**Attacks:** weapon (1d6 plus poison)

**Saving Throw:** 8

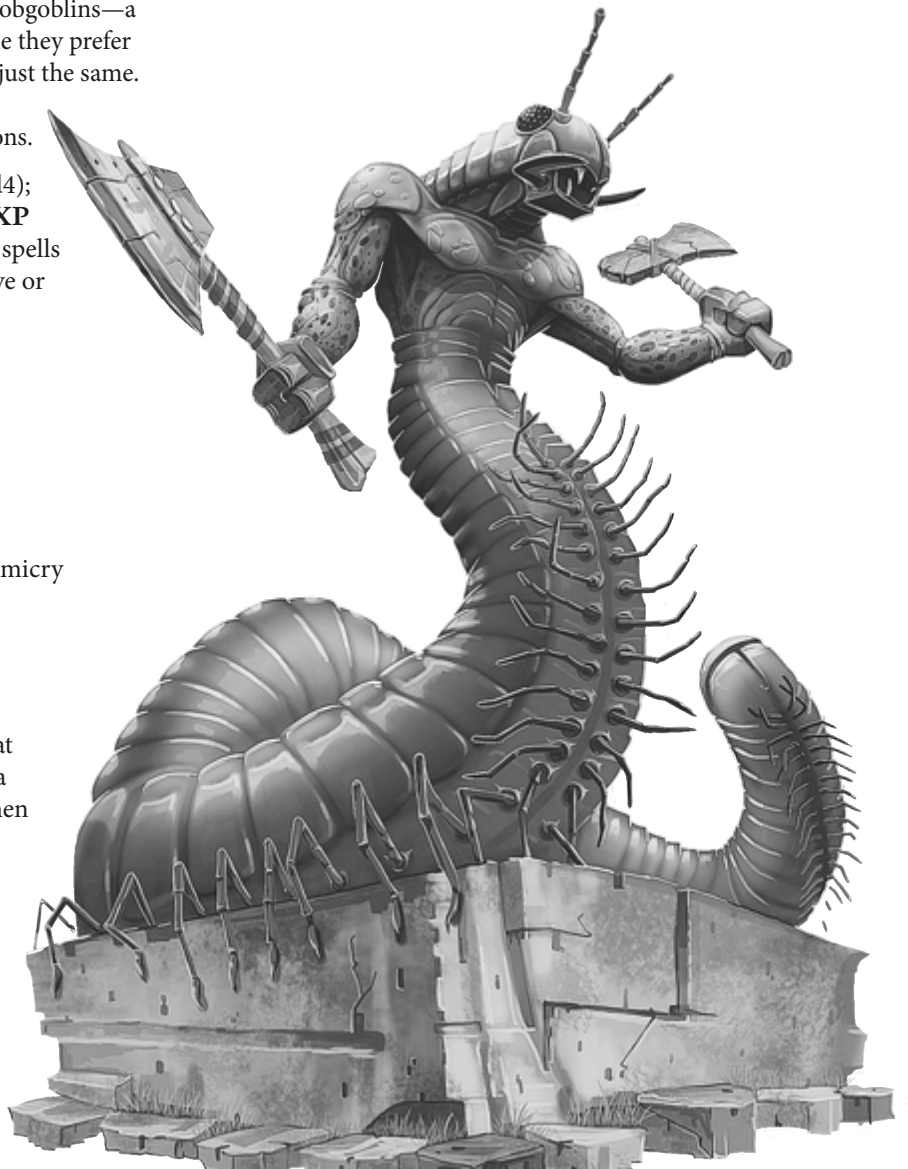
**Special:** +1 or better magic weapons to hit, immune to poison, poison

**Move:** 12/9/12 (burrow/climb)

**Alignment:** Neutrality

**Number Encountered:** 1, 1d2+2

**Challenge Level:** 9/1100



The millitaur is a purplish-black segmented worm the size of a horse, with hundreds of legs, black multifaceted eyes, and thick powerful mandibles. They wield two crude stone axes. Millitaur have a mild poison. Millitaur handaxes often drip with this substance, smeared onto them from the beast's mandibles. This poison does an additional 1d4 points of damage to anyone who fails a saving throw after being struck by one of the poisoned axes.

**Millitaur:** HD 8; AC 6[13]; Atk 2 handaxes (1d6 plus poison); Move 12 (burrow 9, climb 12); Save 8; AL N; CL/XP 9/1100; **Special:** +1 or better magic weapons to hit, immune to poison, poison (1d4 damage, save resists).

**Equipment:** 2 handaxes

## NKOSI

**Hit Dice:** 2

**Armor Class:** 7[12]

**Attacks:** weapon (1d6), bite (1d4)

**Saving Throw:** 16

**Special:** darkvision, shapechange

**Move:** 12

**Alignment:** Lawful

**Number Encountered:** 1, 1d4+2

**Challenge Level:** 4/120

With a thick mane of beaded locks, these powerful-looking bestial humanoids grin with a huge mouthful of pointed teeth—as befits a shapeshifter that can turn into a noble lion. The nkosi resemble bestial humans with cat's eyes, slender tails, and the fangs and fur of a lion. Most grow their hair long, braiding colorful beads into their locks to mark important events in their lives. Although the true form of the nkosi is that of a feline humanoid with leonine features, the most striking feature of the nkosi is their ability to change their shape, taking the form of a lion. Nkosi can see in the dark (darkvision) up to a range of 60ft.

**Nkosi:** HD 2; AC 7[12]; Atk weapon (1d6), bite (1d4); Move 12; Save 16; AL L; CL/XP 4/120; **Special:** darkvision (60ft), shapechange (into lion).

**Lion:** HD 5+2; AC 6[13]; Atk 2 claws (1d4), bite (1d8); Move 12; Save 12; AL N; CL/XP 5/240; **Special:** none.

## OCULO SWARM

**Hit Dice:** 10

**Armor Class:** 5[14]

**Attacks:** g

**Saving Throw:** 5

**Special:** eye scouts, gaze, remove eyes

**Move:** 6/15 (fly)

**Alignment:** Chaos

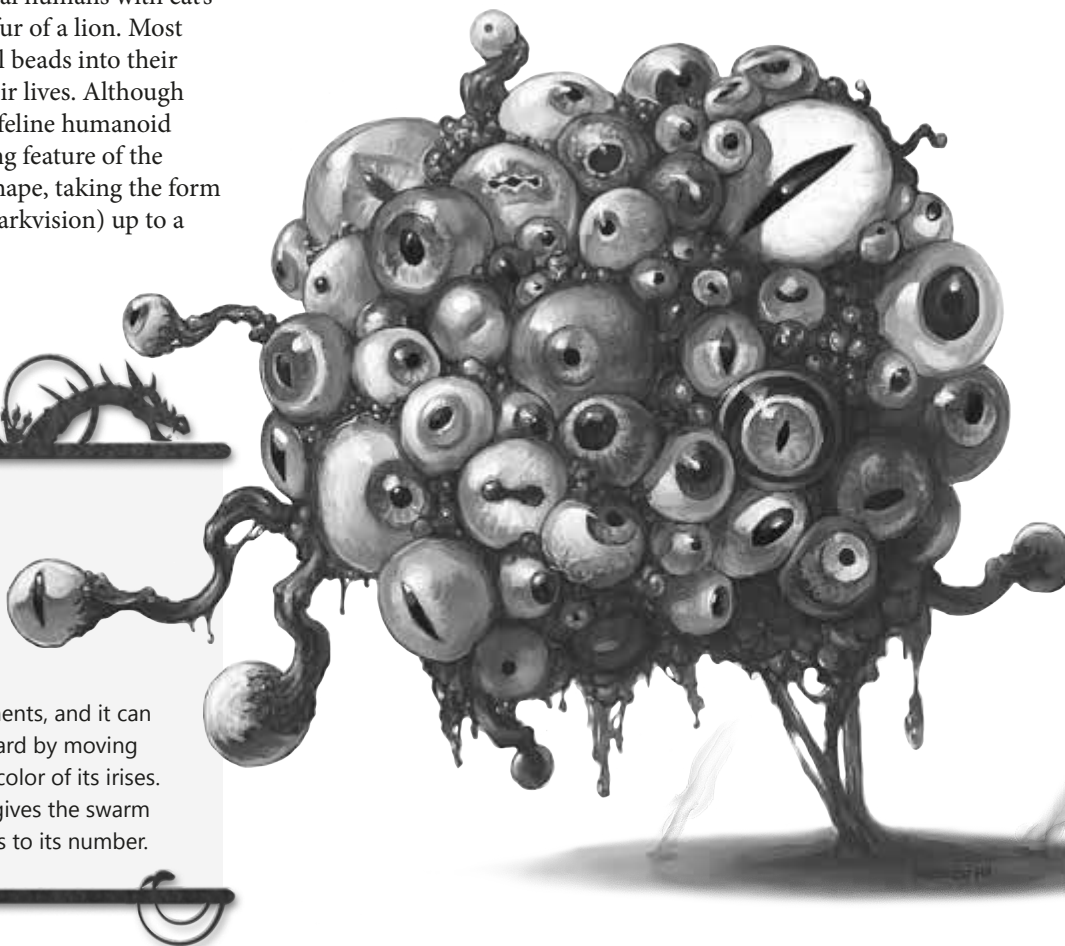
**Number Encountered:** 1

**Challenge Level:** 13/2300

An oculo swarm is a collection of hundreds of eyes that float along, trailing ganglia and dripping caustic fluid that sizzles when it hits the ground. An oculo swarm results from an experiment to create a live scrying sensor that went poorly. Oculo swarms can swarm over creatures, causing their eyes to strain out of their sockets. A creature within 5ft of an oculo swarm must make a saving throw or be blinded. On the next round, the blinded creature must

## OCULO SWARMS IN MIDGARD

Bemmean wizards have been known to employ oculus swarms as lie detectors during negotiations. An oculus instinctively reads eye movements, and it can communicate what it sees to the wizard by moving in a specific way or by changing the color of its irises. If negotiations go poorly, the mage gives the swarm permission to add a fresh pair of eyes to its number.



make another saving throw or have its eyes pulled out (1d8 points of damage) and absorbed into the swarm. An oculo swarm also can send individual eyes out as scouts. Each eye scout has 1 hit point and can travel up to 100ft away from the main swarm. It must return within an hour or it dies.

Oculo swarms take half damage from slashing and piercing weapons. They are immune to paralysis, *sleep* and *charm* spells. Three times per day, an oculo swarm can target a creature within 30ft with its gaze attack. The target must make a saving throw or be affected by either a *confusion* or *hold person* spell (50% chance of either). The effect lasts for 1d4 rounds.

**Oculo Swarm:** HD 10; AC 5[14]; **Atk** gaze; **Move** 5 (fly 15); **Save** 5; **AL** C; **CL/XP** 13/2300; **Special:** eye scouts (100ft), gaze (30ft, save or affected by *confusion* or *hold person* [50% each]), remove eyes (5ft, save or blinded; 2nd save or eyes pulled out, 1d8 damage).

## RAMAG

**Hit Dice:** 3

**Armor Class:** 7[12]

**Attacks:** weapon (1d6)

**Saving Throw:** 14

**Special:** *dimension door*, ley line use, spells

**Move:** 12

**Alignment:** Neutrality

**Number Encountered:** 1, 1d8+2

**Challenge Level:** 4/120

The ramag, denizens of a blasted desert waste, now huddle in the remains of an ancient city—a city magically scattered across hundreds of miles. The ramag were a powerful tribe of dimensional sorcerers allied with a great society of titans, and they were indeed human in ages past. Over time, strange practices warped them into their current state, and they are clearly no longer purely human. Their

limbs grow too long in proportion to their bodies, giving them a stooped, odd posture. Their features are angular, and a ramag's hair is impossibly thick; each strand is the width of a human finger. They wear their strange hair tied back in decorative clasps. Ramag cast spells as a 5th-level spellcaster (either magic-user, cleric, or druid). Ramag intuitively are drawn to the ley lines of the land and cast their spells by tapping into this powerful magic. Roll 1d10 when a ramag casts a spell to discover which ley line table influences the spell: 1–6, weak; 7–9, strong; 10, titanic. They can also use the ley lines to *dimension door* at will.

**Ramag:** HD 3; AC 7[12]; **Atk** weapon (1d6); **Move** 12; **Save** 14; **AL** N; **CL/XP** 5/240; **Special:** *dimension door* (at will, as spell), ley line use (roll 1d10 for ley line table: 1–6, weak; 7–9, strong; 10, titanic), spells (as 5th-level magic-user, cleric or druid).

## RISEN REAVER

**Hit Dice:** 9

**Armor Class:** 6[13]

**Attacks:** slash (2d8)

**Saving Throw:** 6

**Special:** absorb weapon, disarm, pounce

**Move:** 12 (30ft leap)

**Alignment:** Chaos

**Number Encountered:** 1, 1d4

**Challenge Level:** 10/1400

A risen reaver might once have been human, but now has four legs and nightmarishly long, thick arms. What's worse, its skin has been flayed off, revealing the dead muscle and sinew beneath. The risen reaver is an undead creature born from a warrior fallen on the battlefield. Its body becomes an avatar of combat, with four legs and a pair of long, heavy arms. In the process, it sheds its skin, becoming entirely undead muscle, bone, and sinew. When risen reavers take form, they absorb all weapons around them. Some of these weapons pierce their bodies, and others become part of the risen reaver's armament. Their four legs are tipped with blades on which they walk like metallic spiders. Their arms are covered in weaponry infused into their flesh, which they use to crush and flay any living creatures they encounter.

Risen reavers slash at opponents with their blade-infused limbs. They have a 2-in-6 chance per successful strike of disarming a foe (who can make a saving throw to hold onto their weapon). A risen reaver can absorb any lost weapon instead of attacking, gaining a +1 bonus to hit and damage per weapon absorbed (+3 maximum) for that combat. A risen reaver can leap up to 30ft using its powerful legs.

**Risen Reaver:** HD 9; AC 6[13]; **Atk** slash (2d8); **Move** 12 (30ft leap); **Save** 6; **AL** C; **CL/XP** 10/1400; **Special:** absorb weapon (1 round, gain +1 bonus to hit and damage, +3 maximum), disarm (2-in-6 chance), pounce (30ft leap).



## RAMAG IN MIDGARD

The ramag all live within the twelve scattered districts of their home city, Ramagani (home, in their dialect), with 11 districts in the Abandoned Lands of the Southlands and one on an island off the coast. Though the districts are far apart, the ramag consider them all part of one great metropolis. The inhabited districts are guarded by powerful ramag spellcasters and by the Stormwatch—a garrison of arcane warriors who operate enchanted lightning ballistae in defense of the city.



## SARCOPHAGUS SLIME

**Hit Dice:** 5

**Armor Class:** 3[16]

**Attacks:** slam (1d6 plus 1d4 acid)

**Saving Throw:** 12

**Special:** acid, amorphous, corrupting gaze

**Move:** 9

**Alignment:** Neutrality

**Number Encountered:** 1

**Challenge Level:** 7/600

Sarcophagus slimes are amorphous undead guardians placed in the tombs of the powerful to guard them and to wreak terrible vengeance on would-be defilers of the ancient crypts. They seethe with baleful energy, and their blackened skulls retain a simple watchfulness. The strike foes with an acidic pseudopod. A slime can target one foe within 30ft every 1d4 rounds with its corrupting gaze. The target must make a saving throw or take 2d4 points of damage. A creature killed by this gaze becomes a sarcophagus slime within 24 hours. A sarcophagus slime can squeeze through a space as narrow as 1in wide.

**Sarcophagus Slime:** HD 5; AC 3[16]; Atk slam (1d6 plus acid); Move 9; Save 12; AL N; CL/XP 7/600; **Special:** acid (1d4 damage), amorphous (squeeze through tiny spaces), corrupting gaze (every 1d4 rounds, 30ft radius, save or 2d4 damage).

## SHADOW FEY HUNTER

**Hit Dice:** 3

**Armor Class:** 7[12]

**Attacks:** longbow x2 (1d6+1)

**Saving Throw:** 14

**Special:** shadow step, vulnerable to sunlight

**Move:** 12

**Alignment:** Chaos or Neutrality

**Number Encountered:** 1, 1d6+4

**Challenge Level:** 4/120

Shadow fey resemble elves physically, but with some striking differences. Their skin color tends toward alabaster white, ebon black, or subtle grays. A few have scintillating, shimmering skin. Many shadow fey have horns, from subtle nubs to large and obvious protrusions, either satyr- or fiend-like depending on the chronicler. They are expert marksmen, gaining a +1 to hit with a bow. They can see in the dark (darkvision) to a range of 60ft. When in darkness or deep shadows, three times per day they can vanish from one shadow and appear in another within 120ft. Being creatures of shadow, they suffer a -1 penalty to hit in bright sunlight.

**Shadow Fey Hunters:** HD 3; AC 7[12]; Atk longbow x2 (1d6+1); Move 12; Save 14; AL C or N; CL/XP 4/120; **Special:** shadow step (3/day, vanish and reappear in shadows up to 120ft), vulnerable to sunlight (-1 to hit).

**Equipment:** longbow, 20 arrows

## SPIDER THIEF

**Hit Dice:** 6

**Armor Class:** 5[14]

**Attacks:** 2 claws (1d8)

**Saving Throw:** 11

**Special:** immune to charm and sleep, leap, razor wire

**Move:** 12/9 (climb) (20ft leap)

**Alignment:** Neutrality

**Number Encountered:** 1, 1d3+1

**Challenge Level:** 7/600

A spider thief is a clockwork spider the size of a dog. Each of its eight sharp, sickle-like feet stabs or sinks slightly into the ground. Razor wire enwraps its body, while gyros whirl visibly in its faceless, clockwork head. It attacks using a whirling razor line to entangle a target, then draws the target into range of its sickle claws. The spider thief must make a to-hit roll with the razor line. If it hits, the target is wrapped in the wire and drawn toward the spider on the next round unless it makes an Open Doors check with a -2 penalty to escape. The ensnared creature takes automatic claw damage (2d8) each round it is held. The spider thief can also fire the line to “leap” up to 20ft in any direction. The clockwork spiders are immune to charm and sleep spells.

**Spider Thief:** HD 6; AC 5[14]; Atk 2 claws (1d8); Move 12 (climb 9) or leap (20ft); Save 11; AL N; CL/XP 7/600; **Special:** immune to charm and sleep, leap (20ft), razor wire (to-hit roll, Open Doors check to escape -2 penalty, automatic claw damage [2d8]).



## SUTUREFLY

**Hit Dice:** A (1d4)

**Armor Class:** 6[13]

**Attacks:** sew

**Saving Throw:** 18

**Special:** sew flesh

**Move:** 3/24 (fly)

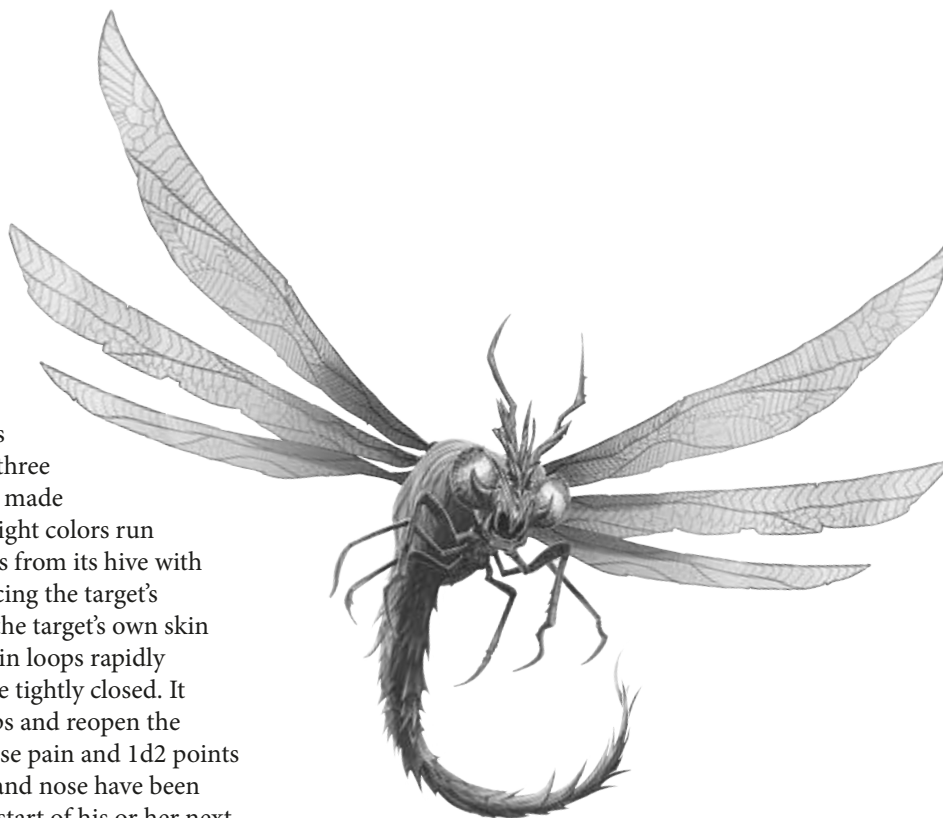
**Alignment:** Neutrality

**Number Encountered:** 1d6, 2d10

**Challenge Level:** A/5

Sutureflies are tiny darting creatures that resemble dragonflies, but with three pairs of gossamer wings and a body made from splintered wood. Flashes of bright colors run along their bodies. The suturefly flits from its hive with supernatural speed, repeatedly piercing the target's face, each time threading a loop of the target's own skin through the previous hole. These skin loops rapidly blacken, shrink, and draw the orifice tightly closed. It takes a sharp blade to sever the loops and reopen the orifice, and the process causes intense pain and 1d2 points of damage. A victim whose mouth and nose have been sewn shut begins suffocating at the start of his or her next turn. Roll 1d6 to determine the suturefly's target (reroll if the target has already been sealed): 1–2, eye (50% left or right); 3–4, nose; 5–6, mouth.

**Suturefly:** HD A (1d4); AC 6[13]; Atk sew; Move 3 (fly 24); Save 18; AL N; CL/XP A/5; **Special:** sew flesh (sew eyes, nose, mouth closed with hit; roll 1d6: 1–2, eye (50% left or right); 3–4, nose; 5–6, mouth; 1d2 damage to cut suture).



**Suturefly Swarm:** HD 5; AC 6[13]; Atk swarm (sew flesh); Move 3 (fly 24); Save 12; AL N; CL/XP 5/240; **Special:** sew flesh (sew eyes, nose, mouth closed with hit; roll 1d6: 1–2, eye (50% left or right); 3–4, nose; 5–6, mouth; 1d2 damage to cut suture).

## TEMPLE CAT

**Hit Dice:** 1

**Armor Class:** 7[12]

**Attacks:** bite (1d4), 2 claws (1d2)

**Saving Throw:** 17

**Special:** imbue spells, spells

**Move:** 12

**Alignment:** Varies

**Number Encountered:** 1, 1d2+2

**Challenge Level:** 2/30

A slim feline far larger than any house cat slips from the shadows. A temple cat's coat glistens like ink as it chirps, and its tail flicks teasingly as its golden eyes observe the doings in its temple. Three times per day, temple cats can cast *charm person* and *cure light wounds*. A priest that worships with a temple cat within 5ft can imbue two 1st-level spells and one 2nd-level spell into the temple cat. The feline can cast these spells once per day.

**Temple Cat:** HD 1; AC 7[12]; Atk bite (1d4), 2 claws (1d2); Move 12; Save 17; AL Varies; CL/XP 2/30; **Special:** imbue spells (gain two 1st-level, one 2nd-level spell from cleric to cast 1/day), spells.

**Spells:** 3/day—charm person, cure light wounds.

## SUTUREFLIES IN MIDGARD

In the Mistwallows of the deep Margreve, a green and gold variety specifically attack hags and any others who allow magic to escape their lips. Sutureflies dart, hover, and strafe as they seal openings with surgical precision. Most are 6in long, but rangers who've ventured deep into the Margreve claim to have discovered detached suturefly wings over 5ft long, fit to sew shut the eyes and mouths of giants.

Folk of the outer Margreve release sutureflies from wooden coffers at forest trials to encourage witnesses to tell the truth. In the heart of the woods, one of Baba Yaga's daughters polices her "flock" of stolen children with sutureflies.

## TREACLE

**Hit Dice:** 2

**Armor Class:** 6[13]

**Attacks:** blood drain (1d6)

**Saving Throw:** 16

**Special:** amorphous, blood drain, reshape

**Move:** 6/6 (climb)

**Alignment:** Neutrality

**Number Encountered:** 1

**Challenge Level:** 2/30

Treacles are tiny oozes that transform into pets, infants, or injured animals. In the most horrific cases, these oozes resemble children's toys. Treacles rely on a primitive form of telepathy to sense which shapes a potential victim finds least threatening or most enticing. Once they assume a

nonthreatening form, treacles mewl, sing, or make pitiful noises to attract attention. Once they're in contact with a potential victim, treacles drain blood slowly, ideally while their prey sleeps or is paralyzed. A victim slowly loses 1d6 hit points per hour. A victim has a cumulative 20% chance each hour to notice the blood drain.

Treacles are small, weighing less than 6 lbs. Their natural forms are pale and iridescent, like oil on fresh milk, but they're seldom seen this way.

**Treacle:** HD 2; AC 6[13]; **Atk** blood drain (1d6); **Move** 6 (climb 6); **Save** 16; **AL** N; **CL/XP** 2/30; **Special:** amorphous, blood drain (1d6 hp/hour, 20% cumulative chance per hour to notice), reshape (small objects).

## TROLLKIN

**Hit Dice:** 2

**Armor Class:** 5[14]

**Attacks:** 2 claws (1d4), bite (1d4) or by weapon (1d8)

**Saving Throw:** 16

**Special:** regenerate

**Move:** 12

**Alignment:** Chaos

**Number Encountered:** 1, 2, or 1d6+2

**Challenge Level:** 3/60

In ancient times, ogres, trolls, and fey sometimes took human mates. Their descendants are the trollkin. With their thick hide of green or brown, trollkin are superficially similar to orcs or hobgoblins, standing more than 6ft tall and weighing 200 lbs. While many trollkin share a rough and unkempt appearance, their inhuman lineage can show itself in a wide variety of forms. They can see in the dark (darkvision) to a range of 60ft. The trollkin's skin is thick and knobby, and it sports wicked talons and tusks. Once per day, a trollkin can regenerate 1d6 points of damage.

**Trollkin:** HD 2; AC 5[14]; **Atk** 2 claws (1d4), bite (1d5) or by weapon (1d8); **Move** 12; **Save** 16; **AL** C; **CL/XP** 3/60; **Special:** regenerate (1/day, 1d6 hp).

## VAPOR LYNX

**Hit Dice:** 5

**Armor Class:** 5[14]

**Attacks:** 2 claws (1d6), bite (1d8)

**Saving Throw:** 12

**Special:** gaseous form, poison breath

**Move:** 18

**Alignment:** Neutrality

**Number Encountered:** 1d2, or 1d3+2

**Challenge Level:** 6/400

These great cats pad noiselessly, while tendrils of smoke drift off their sleek gray coats, leaving misty whorls in their wake. Their eyes shift from dull, pallid orbs to pitch-





## MONSTERS BY CHALLENGE LEVEL

### Challenge Level (CL) A to 1

Bucca  
Suturefly

### Challenge Level (CL) 2

Temple Cat  
Treacle

### Challenge Level (CL) 3

Alseid  
Trollkin

### Challenge Level (CL) 4

Map Mimic  
Nkosi  
Shadow Fey Hunter

### Challenge Level (CL) 5

Bearfolk  
Behtu  
Bone Crab  
Clockwork Hound  
Drake, Alehouse  
Ramag  
Suturefly Swarm

### Challenge Level (CL) 6

Frostveil  
Vapor Lynx

### Challenge Level (CL) 7

Darakhul (Ghoul)  
Firegeist  
Sarcophagus Slime  
Spider Thief

### Challenge Level (CL) 8

Gray Thirster  
Living Wick

### Challenge Level (CL) 9

Darakhul Warrior (Ghoul)  
Darakhul (Ghoul)  
Lorelei  
Millitaur

### Challenge Level (CL) 10

Lich Hound  
Risen Reaver

### Challenge Level (CL) 11

Clockwork Abomination  
Flab Giant

### Challenge Level (CL) 12

Eye Golem

### Challenge Level (CL) 13

Gilded Devil  
Oculo Swarm

### Challenge Level (CL) 14

Fellforged

### Challenge Level (CL) 16

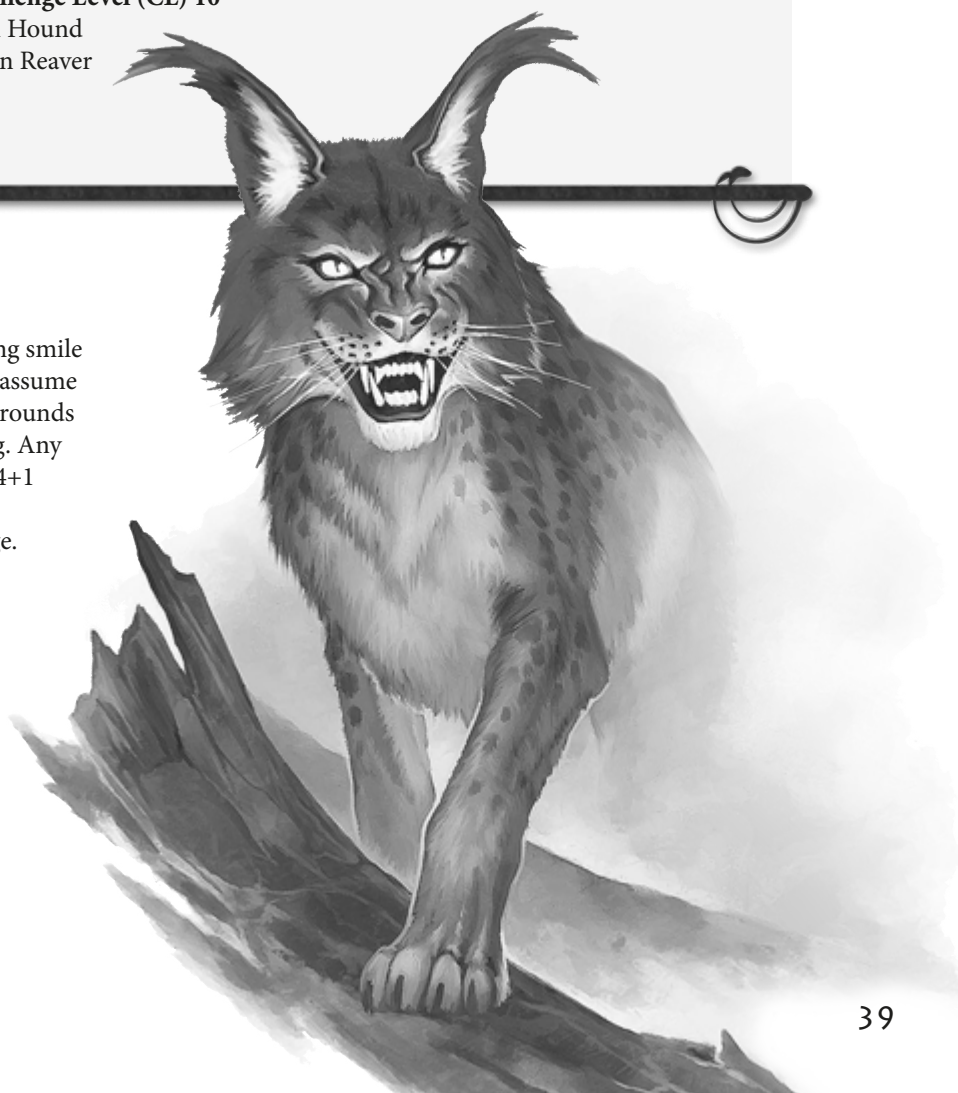
Hoard Golem

### Challenge Level (CL) 17

Dinosaur, Spinosaurus

black slits. Their lips curl up into a fang-revealing smile as their bodies fades into fog. A vapor lynx can assume gaseous form three times per day. Every 1d4+1 rounds they can breathe out a 40ft radius poisonous fog. Any creature inside the fog cloud is poisoned for 1d4+1 rounds, taking 1d6 points of damage per round unless they make a saving throw for half damage.

**Vapor Lynx:** HD 5; AC 5[14]; Atk 2 claws (1d6), bite (1d8); Move 18; Save 12; AL N; CL/XP 6/400; **Special:** gaseous form (3/day), poison breath (40ft radius, poisoned for 1d4+1 rounds, 1d6 damage/round, save for half).



# LEY LINE MAGIC



## 3

**M**agic exists in countless forms, from the barely detectable to the massively obvious. Ley lines naturally bridge the gap between the subtle but pervasive source of magic and the concrete, applied force that moves mountains. Ley “lines” are actually channels where magical power flows like an invisible river wending across the landscape. They are called lines because length is their only measurement that has meaning in this dimension. Scholars and sages hotly debate the origin of ley lines, but their effects are undeniable.

Ley lines fuel both arcane and divine magic. The lines themselves are invisible to normal sight, but magic quickly reveals their presence. To spellcasters trained to find them, ley lines stand out as glowing torrents of energy, pulsing bands of light akin to aurorae, or glittering strings.

Ley lines are neither homogenous nor ubiquitous. Some geographic regions are rich in ley lines while others have none to speak of. They course through air, water, and solid earth with equal ease, but some environments, such as stone and narrow caverns, make them difficult to find and to trace.

The following rules from the Midgard Campaign Setting are offered for you to spice up your Swords & Wizardry campaign by giving spellcasters a chance to “bump up” their spells via the magical conduits of the world. They might also face the dangers of doing so as the spell backlash hits them...

## POWER OF THE LAND

Ley lines tend to follow the contours of the land they flow across. At the same time, the terrain also reacts to the magical current. Learned spellcasters can study the features of an area to determine whether ley lines are present and to gain insight into what effects they might produce. Creatures with close ties to the land can tell the difference between an area graced with a ley line and one without. Druids, rangers, woodsmen, farmers, even miners and architects have been known to learn the telltale signs of a ley line’s presence and use them to their advantage.

Natural pathways through the terrain (regardless of foliage) are easy channels for ley lines to follow. Like water, the magical power of ley lines follows a path of least resistance; it’s not uncommon for ley lines to follow or closely parallel waterways. Enterprising rulers and bold magic-users sometimes manipulate the land to alter a ley line’s path — or at least, try to do so. Such meddling is delicate work, and it can have disastrous consequences

if the job is botched. The benefits are tempting enough to outweigh the risk. Specific magical effects or even spectacular marvels such as chunks of rock or earth held aloft by the flowing power can be engineered via expertly channeled ley lines.



### LEY LINES IN MIDGARD

In the Midgard Campaign Setting, ley lines are an inextricable fixture of the world. They crisscross most of the surface world, sometimes tunneling through it or arcing above it, carrying magical power to all corners of the land.

Most importantly, ley lines flow along mystical passages that traverse the planes. These passages are known as fey roads or shadow roads. Fey roads allow impossibly swift travel across Midgard, and those who know the secrets of their use guard them jealously.

Ley lines have a particularly important place to the ramag of the Southlands. The ramag are a magic-using race of humanoids who control and maintain a set of magical portals, though only with difficulty. A chaotic network of atypically unstable ley lines ravages the Abandoned Lands where the ramag live, and the ramag work diligently to keep them at least somewhat under control.



### WEAK LEY LINE EFFECTS

1d10	Effect
1	If the spell attack misses or if the target makes a successful saving throw, the caster can choose a new target within 10ft of the original target and within range. Make a new attack roll (–1 to-hit penalty) or the new target makes a saving throw (+1 to save).
2	The caster can delay the effect of the spell for up to 5 rounds. Choose how many rounds you want the spell to delay at the moment it’s cast. The spell takes effect at the start of your turn that many rounds later.
3	If the spell deals acid, cold, fire, lightning, or another type of damage, the caster can change the damage to one of the other types.
4	If the spell affects multiple creatures, choose one. That creature takes a –2 penalty on its saving throw against the spell.
5	Double the range of the spell.
6	A creature that takes damage from the spell is held for 1 round (as the <i>hold person</i> spell) if it fails a saving throw.
7	Creatures damaged by the spell are also deafened for 1 minute.
8	Double the duration of the spell (Referee’s discretion).
9	A creature damaged by the spell is also knocked prone unless it makes a successful saving throw.
10	Roll twice on this table (treat duplicate results as “no additional effect”), or roll once on the Strong Ley Line Effects table.



# USING LEY LINES

Spellcasters can tap ley lines to fill their spells with sudden bursts of power. While this can be dangerous, a skilled caster can create fantastic effects with extra power.

Ley lines vary in intensity from weak trickles to titanic torrents of mystical power. In general, the more intense the ley line, the more potent its effect on magic and the more difficult it is to tap into.

When a spell is cast within 30ft of a ley line, the spellcaster can make a check as determined by the Referee to tap the line's power to augment his or her magic. This involves rolling below the character's intelligence for the strength of the ley line (3d6 for weak, 4d6 for strong, and 5d6 for titanic). For clerics and druids, the roll is under the character's Wisdom. A successful check harnesses the power of that particular ley line, and the spell is modified

according to the line's intensity. If the check fails, the spell is cast normally but the spellcaster possibly suffers backlash (1-in-6 chance for weak ley lines, 2-in-6 for strong, and 3-in-6 for titanic; see the Ley Line Backlash table below for details).

A ley line is unpredictable. A spellcaster successfully tapping the magical potential rolls 1d10 on the ley line's intensity (weak, strong, or titanic) to determine the effect. Once the spellcaster successfully taps the ley line (rolls below his intelligence on the appropriate dice as detailed above), he "locks" it to that specific effect for himself, allowing him to use the magic to recreate the effect repeatedly without needing to roll dice again. Different spellcasters can thus lock the same ley line to a different effect. A spellcaster can unlock a ley line he has previously locked at any time. Each time the spellcaster uses the ley line, there is a 10% chance that it unlocks on its own.

## STRONG LEY LINE EFFECTS

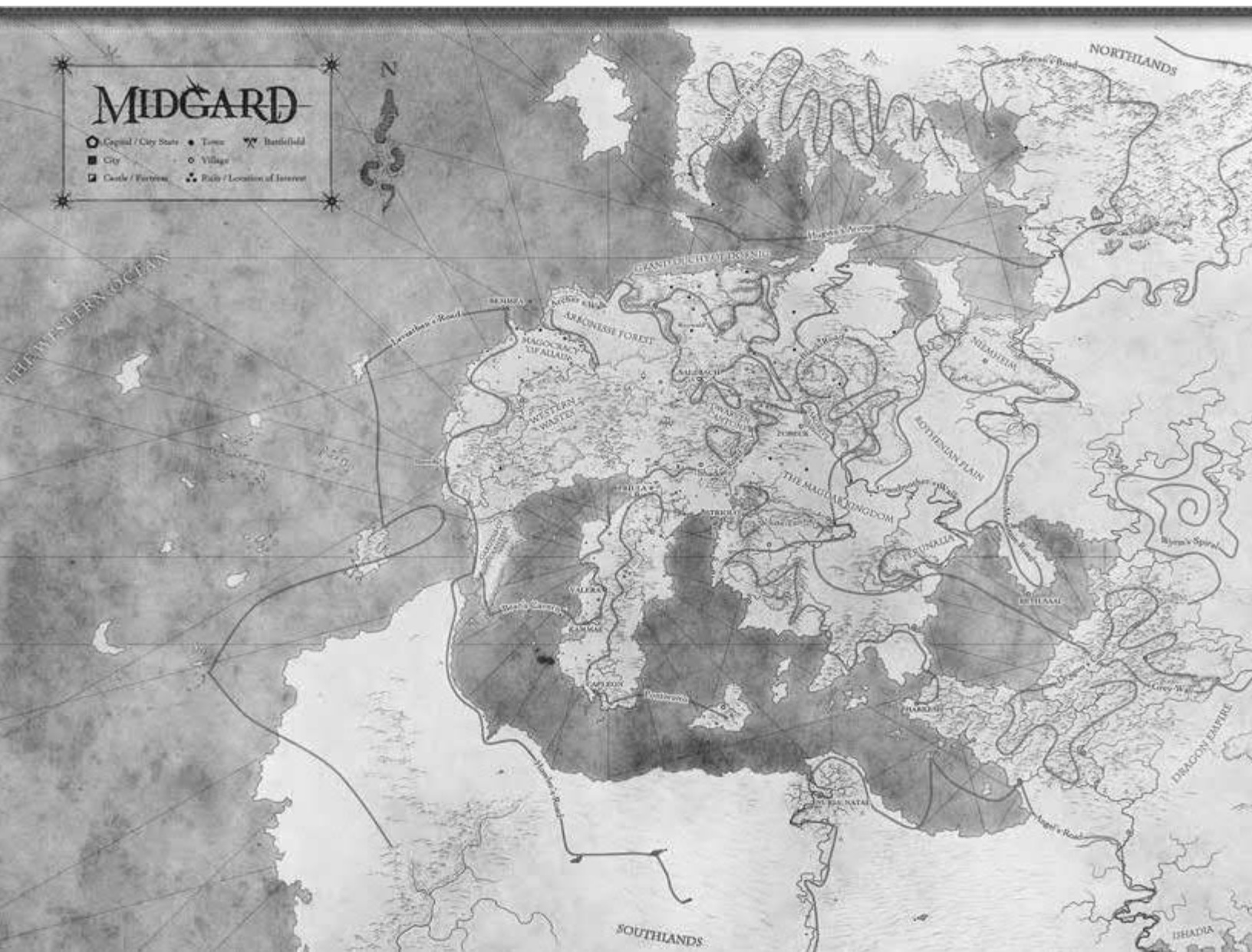
1d10	Effect
1	The caster can choose to reroll any of the damage dice.
2	The spell functions as if the spellcaster was one level higher when it is cast.
3	Creatures damaged by your spell are also poisoned for 1 minute. A poisoned creature must make a saving throw or take an additional 1d6 points of damage.
4	The caster regains 1d4 hit points per level of the spell.
5	The spell ignores magic resistance.
6	A creature that takes acid or fire damage from the spell takes an additional 2d6 points of damage of the same type at the start of the next round.
7	Targets of the spell take a -2 penalty to saving throws against it.
8	The caster can choose to exclude any creature he can see from the area of the spell.
9	If the spell normally affects just the caster, he can cast it as a touch spell instead.
10	Roll twice on this table (treat duplicate results as "no additional effect"), or roll once on the Titanic Ley Line Effects table.

## TITANIC LEY LINE EFFECTS

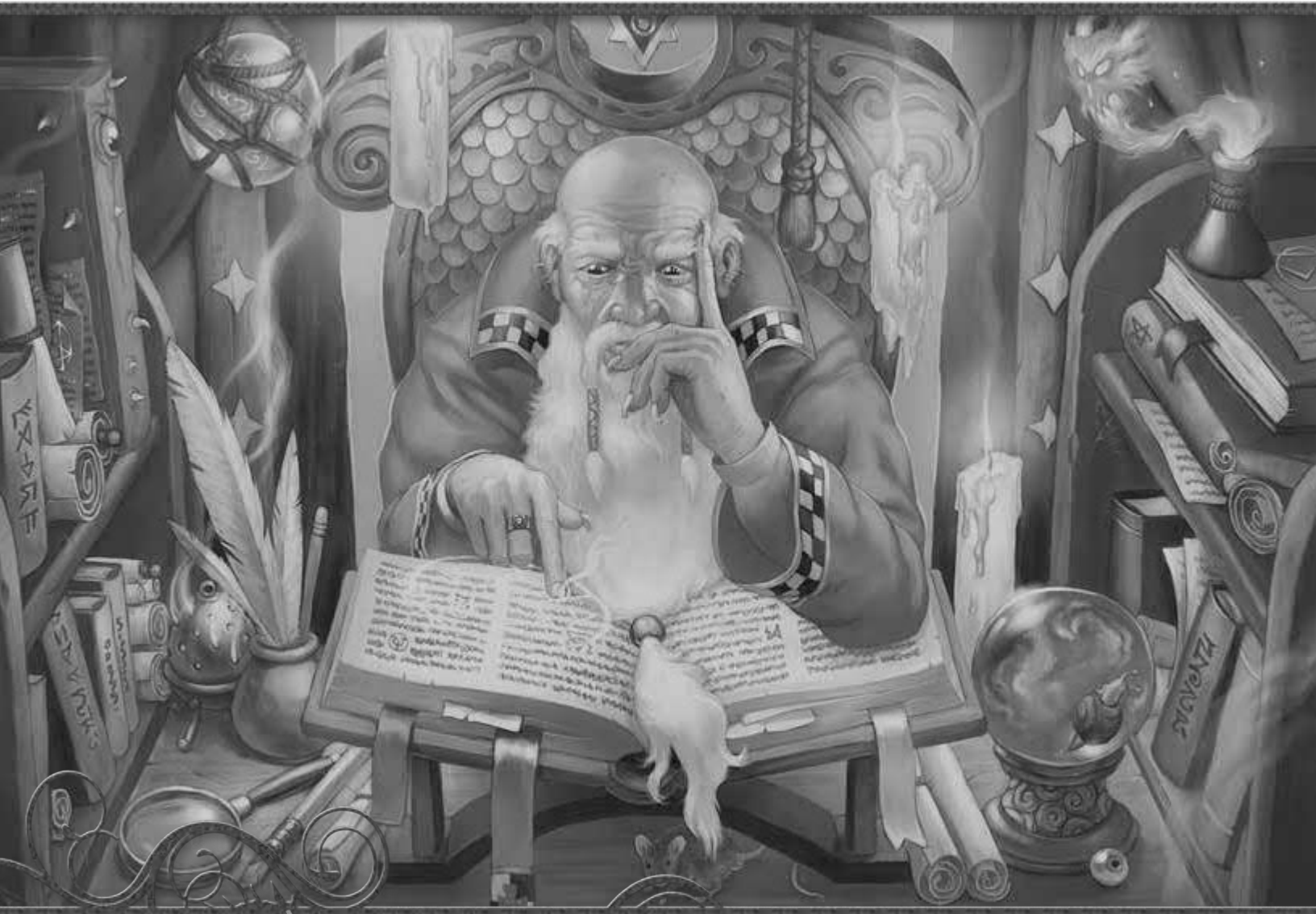
1d10	Effect
1	If the spell affects only one target, it instead affects up to six targets of the caster's choice.
2	If the spell affects an area, double the area's size.
3	Creatures affected by the spell are stunned until they make a saving throw to end the effect.
4	The caster gains a +3 Armor Class bonus for 1d6+2 rounds.
5	The spell does not vanish from the caster's memory.
6	Creatures immune to the damage of the spell take half damage instead.
7	The spell functions as if the spellcaster was two levels higher when it is cast.
8	The caster receives 15% magic resistance for 10 minutes.
9	A creature damaged by the spell is pushed 10ft away and knocked prone.
10	Choose one effect listed above.

## LEY LINE BACKLASH

1d10	Effect
1	The spell produces only a harmless display of bright color and loud noise.
2	The caster is stunned for 1d6+2 rounds.
3	The caster falls unconscious for 1d4 rounds.
4	The next spell cast fails, and the spell slot is wasted.
5	Targets gain a +1 saving throw bonus against the caster's spells for 1 hour.
6	For 1 hour, the caster must make a saving throw every time he casts a spell. If the saving throw fails, the spell fails, and the spell slot is wasted.
7	The caster takes 1d6 points of damage per level of the spell that caused the backlash.
8	The caster loses one spell slot of his highest available level, and all charged magic items in his possession lose 1d4 charges.
9	The spell fails, and the caster unleashes a random burst of magic (Referee determines effect).
10	The caster loses all his remaining memorized spells, the ley line disappears for 24 hours, and all charged magic items in the caster's possession gain 2d8+2 charges. The caster must make a successful saving throw or fall unconscious for 1 hour.



# NEW SPELLS



## 4

The following Midgard spells are taken from the various Deep Magic supplements by Kobold Press to expand the spells characters can access in the game. However, these spells are provided with the caveat that the Referee is the final arbiter of their use; if you don't want to allow them in your game, don't use them. Some are specific to the Midgard setting, allowing the characters to better speak the machine language of the gearforged, while some tap the ley lines of the world to boost the spell effects.



## MAGIC USER SPELLS

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### LEVEL 1

Armored Shell  
Black Ribbons  
Claws of Darkness  
Cloak in Shadow  
Cloying Darkness  
Deep Breath  
Douse Light  
Find the Flaw  
Fire Under the Tongue  
Fist of Iron  
Flurry  
Freeze Potion  
Gear Shield  
Guiding Star  
Hearth Charm  
Land Bond  
Machine's Load  
Machine Speech  
Mosquito Bane  
Pendulum  
Shadow Bite  
Shadow Blindness  
Shadow Hands  
Starburst

### LEVEL 2

Armored Heart  
Boiling Oil  
Brittling  
Dark Path  
Darkbolt  
Heartstop  
Ley Disruption  
Lock Armor  
Mass Blade Ward  
Negative Image  
Orb of Light  
Poisoned Volley  
Shadow Puppets  
Slither  
Snowblind Stare  
Spin  
Wresting Wind

### LEVEL 3

Compelling Fate  
Freezing Fog  
Gear Barrage  
Legion  
Ley Energy Bolt  
Ley Sense  
Nightfall

Outflanking Boon  
Shadow Trove  
Shield of Star and Shadow  
Sudden Dawn  
Summon Shadow Mastiff  
Thousand Darts  
Thunderclap  
Thunderous Wave

### LEVEL 4

Black Hand  
Cursed Gift  
Fault Line  
Gremlins  
Grinding Gears  
Heavy Burden  
Ray of Life Suppression  
Shadow Monsters  
Snow Boulder  
Steam Blast

### LEVEL 5

Become Nightwing  
Dark Dementing  
Energy Absorption  
Imbue Spell  
Instant Fortification  
Lesser Ley Pulse  
Ley Leech  
Mechanical Union  
Not This Day!  
Prismatic Ray  
Shadow Realm Gateway  
Starfall

### LEVEL 6

Banshee Wail  
Black Well  
Catapult  
Curse of Boreas  
Ley Whip  
Robe of Shards

### LEVEL 7

Greater Ley Pulse  
Icy Grasp of the Ether  
Lasts Rays of the Dying Sun  
Power Word Restore  
Triumph of Ice  
Volley Shield

### LEVEL 8

Disruptive Aura  
Steam Whistle  
Summon Shadow Titan  
Summon Star  
Time Jump

### LEVEL 9

Ley Storm  
Ley Surge  
Star's Heart  
Umbral Storm

## CLERIC SPELLS

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### LEVEL 1

Deep Breath  
Fist of Iron  
Flurry  
Freeze Potion  
Land Bond  
Machine's Load  
Machine Speech  
Pendulum

### LEVEL 2

Heartstop  
Inspiring Speech  
Ley Disruption  
Repair Metal  
Snowblind Stare  
Winding Key

### LEVEL 3

Hero's Steel  
Ley Energy Bolt  
Ley Sense  
Overclock  
Soul of the Machine  
Sudden Dawn  
Thunderclap

### LEVEL 4

Blade of My Brother  
Costly Victory  
Holy Ground  
Improved Repair Metal  
Ray of Life Suppression  
Read Memory  
Write Memory

## LEVEL 5

Chains of the Goddess  
Energy Absorption  
Imbue Spell  
Lesser Ley Pulse  
Ley Leech  
Not This Day!  
Rain of Blades

## LEVEL 6

Curse of Boreas  
Ley Whip  
Sphere of Order

## LEVEL 7

Greater Ley Pulse  
Power Word Restore  
Volley Shield  
Walking Wall

## DRUID SPELLS

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### LEVEL 1

Deep Breath  
Fire Under the Tongue  
Flurry  
Freeze Potion  
Gliding Step  
Goat's Hoof Charm  
Guiding Star  
Hearth Charm  
Land Bond  
Mosquito Bane  
Wolfsong

### LEVEL 2

Brittling  
Earthen Mantle  
Ley Disruption  
Poisoned Volley  
Snowblind Stare  
Trench  
Vengeful Grasp  
Wresting Wind

## LEVEL 3

By the Light of the Watchful Moon  
Freezing Fog  
Ley Energy Bolt  
Ley Sense  
Nightfall  
Potency of the Pack  
Sudden Dawn  
Thunderous Wave

## LEVEL 4

Fault Line  
Ray of Life Suppression  
Snow Boulder

## LEVEL 5

Energy Absorption  
Lesser Ley Pulse  
Ley Leech

## LEVEL 6

Curse of Boreas  
Ley Whip

## LEVEL 7

Greater Ley Pulse  
Triumph of Ice  
Volley Shield



Contained herein are all the Cleric, Druid, and Magic-User spells, presented in alphabetical order.

## **ARMORED HEART**

**Spell Level:** Magic-User, 2nd Level

**Range:** Touch

**Duration:** 1 round

The targeted creature takes 50% less damage from weapons for 1 round. Magic weapons overcome this resistance, and do damage as normal.

## **ARMORED SHELL**

**Spell Level:** Magic-User, 1st Level

**Range:** Caster

**Duration:** 1 hour

*Armored shell* creates a suit of +1 leather armor (AC 6[13]) that forms around the caster for the duration of the spell.

## **BANSHEE WAIL**

**Spell Level:** Magic-User, 6th Level

**Range:** Caster

**Duration:** Instantaneous

The caster emits a soul-shattering wail that forces a targeted creature hearing the noise to make a saving throw or die in 2d6 rounds. Even if the saving throw is successful, the creature has a 1-in-6 chance of fleeing from the caster (as a fear spell). Banshee wail has no effect on undead or constructs.

## **BECOME NIGHTWING**

**Spell Level:** Magic-User, 5th Level

**Range:** Caster

**Duration:** 1 turn/level plus 1d6 turns

This spell channels the Shadow Realm into the caster, imbuing her with wings of shadow. The caster gains the ability to fly with a movement rate of 120ft. The Referee secretly rolls the 1d6 additional turns; the player does not know exactly how long her shadowy wings will last. The caster also develops nightwing breath, a breath weapon that does 3d6 points of damage in a 30ft cone (save for half). The breath weapon is usable three times or until the spell ends.

## **BLACK HAND**

**Spell Level:** Magic-User, 4th Level

**Range:** 30ft

**Duration:** Immediate

The caster gathers the powers of darkness into his fist and flings paralyzing, dark flame at a target within 30ft. The magic-user must roll to hit. If successful, the target must make a saving throw or take 3d8 points of damage. The magic-user is healed for half of this damage.

## **BLACK WELL**

**Spell Level:** Magic-User, 6th Level

**Range:** 300ft

**Duration:** 1d3+1 rounds (minutes)

*Black well* summons a seething sphere of dark energy 5ft in diameter. The sphere pulls creatures toward it and devours the life force of those it envelops. Every creature besides the caster within 90ft of the black well is pulled 50ft toward the well each round. Creatures that reach the well must make a saving throw each round they are in contact with the sphere or be absorbed into it and take 6d6 points of damage. The sphere can hold 9 man-sized creatures, or 3 larger creatures. Creatures take damage only upon entering the sphere, not while trapped inside it. When the well's duration ends, all creatures inside tumble out in a heap.

## **BLACK RIBBONS**

**Spell Level:** Magic-User, 1st Level

**Range:** 40ft

**Duration:** Up to 10 minutes

The caster pulls pieces of the Shadow Realm into reality, causing a 20ft cube to fill with inky ribbons. Any creature inside the cube or that enters the cube must make a saving throw or be held immobile by the inky ribbons as they wrap tightly around its limbs. The creature can attempt an Open Doors check each round to escape.

## **BLADE OF MY BROTHER**

**Spell Level:** Cleric, 4th Level

**Range:** Touch

**Duration:** 1d3 + 3 rounds (minutes)

The caster touches a melee weapon used by an ally who is now dead, and it animates and flies into combat. The weapon flies to another ally (chosen by the caster) and within 15ft. The weapon remains within 5ft of the ally and attacks as a dancing weapon for the duration of the spell (+1 to hit in first round, +2 in second, +3 in third, +1 for any further rounds). The dancing weapon uses the cleric's to-hit roll.

## **BOILING OIL**

**Spell Level:** Magic-User, 2nd Level

**Range:** 60ft

**Duration:** 10 minutes

This spell conjures a shallow, 30ft-diameter pool of boiling oil. Any creature entering the pool takes 1d6 points of damage per round (save for half) from the fiery liquid.



## BRITTLING

**Spell Level:** Magic-User, 2nd Level; Druid, 2nd Level

**Range:** Touch

**Duration:** Instantaneous

*Brittling* uses biting cold to make a metal or stone item brittle and easier to shatter. The effect is left to the Referee, but a use of the spell could be to shatter a stone chest, a locked door, or some similar effect. Stone or wood (plant) creatures take 1d8 points of damage from the spell (save for half). The caster must make a normal to-hit roll to strike a creature with the spell.

## BY THE LIGHT OF THE WATCHFUL MOON

**Spell Level:** Druid, 3rd Level

**Range:** 90ft

**Duration:** 1 round/level (maximum 10 rounds)

This spell causes the watchful gaze of the moon to illuminate threats in 5ft wide shafts of bright moonlight. The light shines during the day or night, indoors or outdoors, and detects enemies, traps, or hidden hazards. A target can make a saving throw to not be picked out by the soft glow. The glow does not make invisible creatures visible, but it does illuminate the area where they are located. The light moves with the threat. The light vanishes if a creature moves farther than 90ft from the caster. The moonlight does not illuminate threats that enter the 90ft range after the spell is cast.

## CATAPULT

**Spell Level:** Magic-User, 6th Level

**Range:** 400ft

**Duration:** Instantaneous

The caster magically hurls a creature or object weighing 500 lbs. or less 40ft through the air in a direction of your choosing (including straight up). The target can make a saving throw to resist being thrown. A thrown creature takes 6d10 points of damage. If the target of the spell is thrown against another creature, the total damage is divided evenly between the two.

## CHAINS OF THE GODDESS

**Spell Level:** Cleric, 5th Level

**Range:** 90ft

**Duration:** Instantaneous

The caster targets one creature he can see within 90ft and restrains them in chains of force if it fails a saving throw. The restrained creature takes 6d8 points of damage from the mental bands.

## CLAWS OF DARKNESS

**Spell Level:** Magic-User, 1st Level

**Range:** Caster

**Duration:** 1 round

The caster shapes shadows into claws that grow from his fingers and drip inky blackness. The magic-user can make melee attacks with these claws that deal 1d6 points of damage. The spell does an additional 1d6 points of damage for every 5 levels of experience. Thus, at 5th level, the caster is able to do 2d6 points of damage, and 3d6 points of damage at 10th level.

## CLOAK IN SHADOW

**Spell Level:** Magic-User, 1st Level

**Range:** Caster

**Duration:** Instantaneous

*Cloak in shadow* siphons energy from the Shadow Realm to protect the caster. The caster instantly pulls shadows around his form to distort reality and dissuade a single



attack. Any creature attacking the caster has a 50% chance to ignore the caster, or instead takes a -1 to-hit penalty if he does attack.

## CLOYING DARKNESS

**Spell Level:** Magic-User, 1st Level

**Range:** 30ft

**Duration:** Immediate

The caster reaches out with a hand of decaying shadows toward an enemy. The target must make a saving throw or take 1d4+1 points of damage and have its visual organs enveloped in shadow for 1d4 rounds (blindness).

## COMPELLING FATE

**Spell Level:** Magic-User, 3rd Level

**Range:** 30ft

**Duration:** Immediate

The caster views the possible actions of a single creature through the influence of the stars to read what is written there. If the creature fails a saving throw, the caster can predict its next attack and can warn allies. That ally (or the magic-user himself) gains a +2 bonus to Armor Class for the target's predicted attack.

## COSTLY VICTORY

**Spell Level:** Cleric, 4th Level

**Range:** 90ft

**Duration:** 1 hour

*Costly victory* targets 10 enemies within range. Each target must make a saving throw or be cursed to burst into flame if he kills one of the caster's allies. The target takes 4d6 points of damage as he ignites (and possibly causes his items to ignite as well).

## CURSE OF BOREAS

**Spell Level:** Magic-User, 6th Level; Cleric, 6th Level; Druid, 6th Level

**Range:** 100ft

**Duration:** Permanent

The target of *curse of Boreas* must make a saving throw or be frozen solid, becoming a physically inert block of ice. The creature is effectively paralyzed, but mental activity does not cease and signs of life are detectable; the creature still breathes, and its heart continues to beat, though both happen so slowly as to be almost imperceptible. If the ice statue is broken or damaged while frozen, the creature will have matching damage or injury when returned to its original state. *Dispel magic* has no effect on curse of Boreas; restoration is required to free the creature from the ice.



## CURSED GIFT

**Spell Level:** Magic-User, 4th Level

**Range:** Touch

**Duration:** 24 hours

*Cursed gift* imbues an object with a curse or other unwanted, harmful magical effect that the caster or another creature in physical contact with the caster is currently suffering from. If this item is given to someone who freely accepts it during the duration of the spell, then the curse temporarily transfers to them. The target can make a saving throw to reject the curse. If the save fails, the curse transfers to the target for the duration of the spell.

## DARK DEMENTING

**Spell Level:** Magic-User, 5th Level

**Range:** 120ft

**Duration:** Instantaneous

A dark shadow creeps across the target's mind and leaves a small bit of shadow essence behind, triggering a profound fear of the dark. The target must make a saving throw or flee in horror (60% chance to drop any held item). There is also a 50% chance that they are afflicted by a long-term madness (Referee's preference) that reoccurs whenever facing darkness (at nighttime, *darkness* spell, etc.).

## DARK PATH

**Spell Level:** Magic-User, 2nd Level

**Range:** 30ft

**Duration:** Up to 10 minutes

*Dark path* conjures a shadowy road between points to create a bridge or path where there was none before. This can bridge a chasm or create a smooth path through difficult terrain. The dark path is 10ft wide and up to 50ft long. It can support up to 500 lbs. of weight at one time. A creature that adds more weight than the path can support sinks through the path as if it didn't exist.

## DARKBOLT

**Spell Level:** Magic-User, 2nd Level

**Range:** 60ft

**Duration:** Instantaneous

The caster says a quick incantation that creates a black nimbus around his hand, then hurls a ray of darkness at a target within range. The caster must roll to hit with a +1 bonus to the roll. The ray inflicts 1d10 points of cold damage. The caster gains an additional ray at 5th level and another at 10th level (maximum 3 rays). The caster can divide these multiple rays among different targets.

## DEEP BREATH

**Spell Level:** Magic-User, 1st Level; Cleric, 1st Level; Druid, 1st Level

**Range:** Touch

**Duration:** 2 hours

The recipient of this spell can breathe and function normally in thin oxygen, suffering no ill effect at altitudes up to 30,000ft. If more than one creature is touched by the caster, the duration is divided evenly among all creatures touched.

## DISRUPTIVE AURA

**Spell Level:** Magic-User, 8th Level

**Range:** 150ft

**Duration:** 6 rounds

A warping, prismatic aura surrounds and outlines each creature within a 10ft + 1ft/caster level cube within range. The auras shed dim light to 10ft, and the outlines reveal hidden and invisible creatures. If an affected creature casts a spell or activates a magic item, it must make a saving throw for the spell or item to function properly. Otherwise, the effect is suppressed.

## DOUSE LIGHT

**Spell Level:** Magic-User, 1st Level

**Range:** 30ft

**Duration:** Instantaneous

The caster waves his hand and speaks an incantation to douse a single, small source of light within range. This spell extinguishes a torch, a candle, or a lantern.

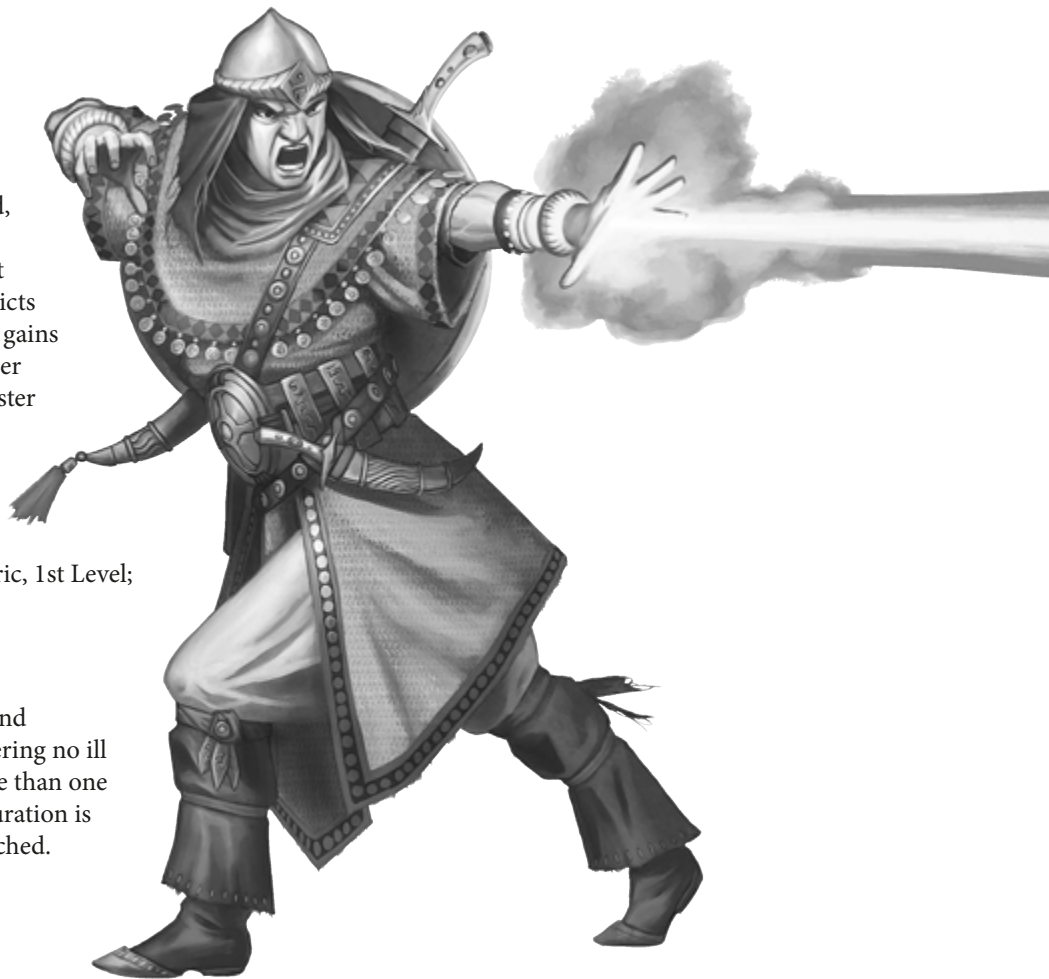
## EARTHEN MANTLE

**Spell Level:** Druid, 2nd Level

**Range:** Touch

**Duration:** 1 hour/level

*Earthen mantle* causes the caster and anyone he touches (up to 1 creature per level) to take on the physical characteristics of the terrain around them. Grass and tiny



mushrooms sprout in their hair, moss beards their chins, and their flesh takes on the mottled hues of leaves and bark.

## ENERGY ABSORPTION

**Spell Level:** Magic-User, 5th Level; Cleric, 5th Level; Druid, 5th Level

**Range:** Touch

**Duration:** 1 round/level

For the duration of the spell, a creature touched by the caster is immune to acid, cold, fire, and lightning.

## FAULT LINE

**Spell Level:** Magic-User, 4th Level; Druid, 4th Level

**Range:** 60ft line from caster

**Duration:** Permanent

The caster causes the ground to thrust sharply upward along a 60ft line he designates. The spell does not damage structures. Any creature affected by the shifting ground take 4d6 points of damage and falls prone. Creatures caught along the fault can make a saving throw for half damage and to avoid being knocked down.



## FIND THE FLAW

**Spell Level:** Magic-User, 1st Level

**Range:** Touch

**Duration:** Instantaneous

The caster touches one creature. The next attack roll the creature makes against a clockwork or metal construct, or any machine, is made with a +2 to-hit bonus.

## FIRE UNDER THE TONGUE

**Spell Level:** Magic-User, 1st Level; Druid, 1st Level

**Range:** Caster

**Duration:** 24 hours

The caster has mastered the art of keeping fire under the tongue. He can consume a nonmagical fire up to the size of a normal campfire. The fire is stored harmlessly in the caster's mouth and dissipates if not used before the end of the spell's duration. The caster can vomit forth the stored flames to burn any creature within 5ft (save for half, 50% chance to set clothing alight). The flames cause 1d6 points of damage for every 3 caster levels (2d6 at 3rd level; 3d6 at 6th level; 4d6 maximum at 9th level).

## FIST OF IRON

**Spell Level:** Magic-User, 1st Level; Cleric, 1st Level

**Range:** Caster

**Duration:** 1 round

The caster transforms his hand to iron. Unarmed attacks do 1d4 points of damage.

## FLURRY

**Spell Level:** Magic-User, 1st Level; Cleric, 1st Level;

Druid, 1st Level

**Range:** Caster

**Duration:** 10 minutes

A flurry of snow surrounds the caster in a 15ft radius. While it lasts, any creature entering the blowing snow takes 1d2 points of damage per round, and suffers a -1 to-hit penalty.

## FREEZE POTION

**Spell Level:** Magic-User, 1st Level; Cleric, 1st Level;

Druid, 1st Level

**Range:** 25ft

**Duration:** Instantaneous

A blue spark flies from the caster's hand into a potion vial, drinking horn, waterskin, or similar container, instantly freezing the contents. The contents melt normally and are not otherwise harmed, but it's not possible to consume them while they're frozen (the won't come out of the container).

## FREEZING FOG

**Spell Level:** Magic-User, 3rd Level; Druid, 3rd Level

**Range:** 100ft

**Duration:** 10 minutes

*Freezing fog* creates a 20ft-radius sphere of freezing mist. The fog is freezing cold, inflicting 2d6 points of damage each round to any creature in the cloud. A moderate wind disperses the cloud.

## GEAR BARRAGE

**Spell Level:** Magic-User, 3rd Level

**Range:** Caster (60ft cone)

**Duration:** Instantaneous

The caster creates a burst of magically propelled gears. Each creature within a 60ft cone takes 3d8 points of damage. Creatures struck by the gears can make a saving throw for half damage. Constructs take a -1 penalty on the saving throw.

## GEAR SHIELD

**Spell Level:** Magic-User, 1st Level

**Range:** 60ft

**Duration:** 10 minutes

A handful of gears orbit the target's body. These shield the spell's target from incoming attacks, granting a +2 bonus to Armor Class and saving throws for the duration of the spell, without hindering the subject's movement, vision, or attacks.

## GLIDING STEP

**Spell Level:** Druid, 1st Level

**Range:** Caster

**Duration:** 10 minutes

The caster can walk on the surface of snow rather than wading through it. Ice also supports the caster's weight no matter how thin it is, and he can travel normally (as if wearing ice skates). He leaves tracks normally.

## GOAT'S HOOF CHARM

**Spell Level:** Druid, 1st Level

**Range:** Touch

**Duration:** 10 minutes + 1d4 rounds

The target touched can traverse craggy slopes with the surefootedness of a mountain goat. When climbing slopes and inclines, the recipient of the spell moves at three-quarters his normal movement rate. The Referee secretly rolls the 1d4 additional rounds; the player does not know exactly how long her surefootedness will last.

## GREATER LEY PULSE

**Spell Level:** Magic-User, 7th Level; Cleric, 7th Level; Druid, 7th Level  
**Range:** 30ft  
**Duration:** 6 rounds

*Greater ley pulse* sets up ley energy vibrations in a 20ft + 1ft/level cube within range. When the spell is cast, the caster names one type of damage (fire, cold, electricity, slashing weapons, etc.). Any creature in the area must make a saving throw with a -1 penalty or lose resistance to the named damage for the duration of the spell.

## GREMLINS

**Spell Level:** Magic-User, 4th Level  
**Range:** 60ft  
**Duration:** Instantaneous

The caster targets a construct within range and summons a plague of invisible spirits to harass it. A successful saving throw resists the effect. The construct takes 3d8 points of damage from the invisible gremlins disassembling it, and suffers a -1 penalty to hit, damage and saves for the following round.

## GRINDING GEARS

**Spell Level:** Magic-User, 4th Level  
**Range:** 120ft  
**Duration:** Instantaneous

The caster designates a spot within range, and massive gears emerge from the ground at the spot. Creatures caught in the 20ft area must make a saving throw each round or take 1d8 points of damage and have their movement rate halved.

## GUIDING STAR

**Spell Level:** Magic-User, 1st Level; Druid, 1st Level  
**Range:** Caster  
**Duration:** 8 hours

By observing the stars or the position of the sun, the caster can determine the cardinal directions, and the direction and distance to a stated destination. The caster doesn't become disoriented or lose track of the destination. The spell doesn't, however, reveal the best route to the destination or warn about deep gorges, flooded rivers, or other impassable or treacherous terrain ahead.

## HEARTH CHARM

**Spell Level:** Magic-User, 1st Level; Druid, 1st Level  
**Range:** 25ft  
**Duration:** 24 hours

*Hearth charm* makes flammable material burn twice as long as normal.

## HEARTSTOP

**Spell Level:** Magic-User, 2nd Level; Cleric, 2nd Level  
**Range:** Touch  
**Duration:** 10 minutes

*Heartstop* slows the beating of a willing target's heart to the rate of one beat per minute. The creature's breathing almost stops. To the casual or brief observer, the subject appears dead. At the end of the spell, the creature returns to normal with no ill effects.

## HEAVY BURDEN

**Spell Level:** Magic-User, 4th Level  
**Range:** 120ft radius  
**Duration:** 1 round/level

*Heavy burden* slows creatures to half their movement rate if they fail a saving throw. Roll 1d6 to determine how much slower the creature moves for the duration of the spell: 1-3, half movement rate; 4-5, one-third movement rate; 6, immobile. The spell also affects flying creatures in the area of the spell. Creatures that fail their saving throw also have a 4-in-6 chance of dropping any held items.

## HERO'S STEEL

**Spell Level:** Cleric, 3rd Level  
**Range:** Touch  
**Duration:** 1 round

*Hero's steel* infuses the metal of a melee weapon with the fearsome aura of a mighty hero. An opponent struck by the weapon must make a saving throw. If the save fails, roll 1d6: on 1-3, the creature is stunned for 1 round; on 4-6, it flees in fear for 1d4 rounds (60% chance of dropping any item it carries).

## HOLY GROUND

**Spell Level:** Cleric, 4th Level  
**Range:** Caster  
**Duration:** 10 minutes

This spell blesses the ground in a 60ft radius around the caster. Creatures killed within the spell's range cannot be animated as undead creatures, even if the corpse is removed from the area of the spell.

## ICY GRASP OF THE ETHER

**Spell Level:** Magic-User, 7th Level  
**Range:** 120ft  
**Duration:** Immediate

The caster summons the cold, inky darkness of Stygian space into being around a visible creature. The target takes 1d6 points of damage per caster level (save for half damage) from the frigid cold. Creatures immune to cold take no damage.

## IMBUE SPELL

**Spell Level:** Magic-User, 5th Level; Cleric, 5th Level

**Range:** Touch

**Duration:** Instantaneous

This ritual takes an hour to complete, but allows the caster to imbue a spell of 1st through 3rd level onto a gear worth 100gp per level of the spell (i.e. 300gp for a 3rd-level spell). At the end of the ritual, the gear is placed into a piece of clockwork that includes a timer or trigger mechanism. When the timer or trigger goes off, the spell is cast. If the range of the spell was touch, it effects only a target touching the device. If the spell had a range in feet, the spell is cast on the closest available target within range, based on the nature of the spell. Spells designed to affect the caster or that require sight can't be imbued.

## IMPROVED REPAIR METAL

**Spell Level:** Cleric, 4th Level

**Range:** Touch

**Duration:** Immediate

A damaged construct regains 2d6+2 hit points of damage. Constructs and gearforged creatures gain the full benefit of this spell (unlike normal cure spells where they receive only half the healing).

## INSPIRING SPEECH

**Spell Level:** Cleric, 2nd Level

**Range:** 60ft

**Duration:** 1 hour

The caster delivers a 10-minute-long, rousing speech that bolsters the spirits of his allies. Each character who hears the speech gains a +1 to hit and +1 to saving throws vs. *charm* spells and *fear* for the duration of the spell. Characters can benefit from only one inspiring speech at a time.

## INSTANT FORTIFICATION

**Spell Level:** Magic-User, 5th Level

**Range:** 60ft

**Duration:** Permanent

A miniature statuette of a keep transforms into an actual fort. The fort springs from the ground in a 10ft cube with stone walls, a roof, and a door protected by a *wizard lock*. Each wall has 2 arrow slits. Each wall can take 120 points of damage before collapsing (with a 50% chance of the roof also falling). The door can be broken down by doing 60 points of damage, or an Open Doors check with a -3 penalty (minimum 1). The caster designates who may enter the fort.

## LAND BOND

**Spell Level:** Magic-User, 1st Level; Cleric, 1st Level;

Druid, 1st Level

**Range:** Touch

**Duration:** 1 hour

The caster touches a willing creature and infuses it with ley energy, creating a bond between the creature and the land. For the duration of the spell, if the target is in contact with the ground, it cannot be knocked down and is immune to extreme environments such as heat and cold (but not cold or fire damage).

## LAST RAYS OF THE DYING SUN

**Spell Level:** Magic-User, 7th Level

**Range:** 40ft

**Duration:** Instantaneous

A burst of searing heat explodes from the caster, doing 5d6 points of fire damage to all enemies within 40ft. Immediately afterward, a wave of frigid cold rolls across the same area, doing 5d6 points of cold damage to enemies. A successful saving throw halves the damage.

## LEGION

**Spell Level:** Magic-User, 3rd Level

**Range:** 60ft

**Duration:** 1 round

This spell calls down a legion of shadowy soldiers in a 10ft cube. They are conjured from the Shadow Realm, and their features resemble a mockery of once-living creatures. The shadowy warriors attack any enemy creature that comes within 5ft of the cube (as a 5HD creature, 2d6 points of damage).





## LESSER LEY PULSE

**Spell Level:** Magic-User, 5th Level; Cleric, 5th Level;  
Druid, 5th Level  
**Range:** 30ft  
**Duration:** 6 rounds

*Lesser ley pulse* sets up ley energy vibrations in a 10ft + 1ft/level cube within range. When the spell is cast, the caster names one type of damage (fire, cold, electricity, slashing weapons, etc.). Any creature in the area must make a saving throw or lose resistance to the named damage for the duration of the spell.

## LEY DISRUPTION

**Spell Level:** Magic-User, 2nd Level; Cleric, 2nd Level;  
Druid, 2nd Level  
**Range:** 50ft  
**Duration:** 1 round/level

The caster creates a 15ft-radius sphere filled with disruptive ley energy. Surfaces inside the sphere shift erratically, halving the movement rate of any creature caught inside. The creature must also make a saving throw or fall prone. If cast in an area within the influence of a ley line, the creature takes a –1 penalty to its saving throws.

## LEY ENERGY BOLT

**Spell Level:** Magic-User, 3rd Level; Cleric, 3rd Level;  
Druid, 3rd Level  
**Range:** Caster  
**Duration:** Instantaneous

The caster transforms ambient ley power into a crackling bolt of energy 100ft long and 5ft wide. Each creature in the line takes 5d8 points of damage unless they make a saving throw for half damage. The bolt can pass through one obstacle (such as a wall), but stops if it strikes a second object.

## LEY LEECH

**Spell Level:** Magic-User, 5th Level; Cleric, 5th Level;  
Druid, 5th Level  
**Range:** Touch  
**Duration:** Instantaneous

The caster channels destructive ley energy through his touch. The caster must make a to-hit roll against a creature within reach. The target takes 1d6 points of damage per caster level. The target must also make a saving throw or take a –1 penalty on attack rolls and saves for 1d4 rounds. The spell has no effect against constructs or undead.

## LEY SENSE

**Spell Level:** Magic-User, 3rd Level; Cleric, 3rd Level;  
Druid, 3rd Level  
**Range:** Caster  
**Duration:** 10 minutes

The caster tunes his senses to the pulse of ambient ley energy flowing through the world. The caster can determine the location of any creature within 20ft (including invisible and hidden creatures), and is instantly aware of any ley line within 5 miles. The caster knows the distance and direction to every ley line within that range.

## LEY STORM

**Spell Level:** Magic-User, 9th Level  
**Range:** Sight  
**Duration:** 1 turn (10 minutes)

A roiling storm cloud of ley energy forms, centered on a point within sight of the caster and extending to a radius of 360ft, with a thickness of 30ft. Shifting color shoots through the writhing cloud, and thunder roars out of it. Every creature under the cloud at the moment it is created takes 2d6 points of damage from the concussive thunder and is deafened for 5 minutes (save avoids damage and deafness).

Each round, the storm produces additional effects:

**Round 2:** Ley-infused pebbles rain from the cloud, causing 1d6 points of damage to everything beneath it (no save).

**Round 3:** Up to six bolts of ley energy leap from the cloud to strike creatures or objects of the caster's choosing beneath the cloud. No creature or object can be struck by more than 1 bolt. A creature struck takes 8d8 points of damage (save for half damage).

**Round 4:** A burst of prismatic light fills a 20ft sphere centered on a point beneath the cloud. All creatures in the sphere are affected as if by a *disruptive aura*.

**Rounds 5–10:** Flashes of multicolored light bursts through and out of the cloud, causing creatures to suffer a –1 penalty to attack rolls, damage and saves while beneath the cloud. In addition, each round the caster triggers a burst of energy that fills a 20ft sphere at a point the caster can see. Each creature in the sphere takes 4d8 points of damage (no damage).

## LEY SURGE

**Spell Level:** Magic-User, 9th Level  
**Range:** 30ft  
**Duration:** Instantaneous

*Ley surge* unleashes the power of a ley line within 5 miles, releasing a spark that flares into a 30ft sphere centered on a point within 150ft of the caster. Each creature in the sphere takes 10d8 points of damage and is stunned for 1d4 rounds. The target can make a saving throw for half damage and to avoid being stunned.

## LEY WHIP

**Spell Level:** Magic-User, 6th Level; Cleric, 6th Level; Druid, 6th Level  
**Range:** Caster  
**Duration:** Instantaneous

The caster channels the power of a ley line within 1 mile into a crackling tendril of multicolored ley energy. The caster can use the tendril to inflict 3d8 points of damage on any creature within 50ft. The target must make a saving throw or be pushed or pulled up to 10ft in either direction.

## LOCK ARMOR

**Spell Level:** Magic-User, 2nd Level  
**Range:** 60ft  
**Duration:** 6 rounds

The caster targets a piece of metal armor or a metal construct (such as the gearforged, iron golems, or fellforged). If the target fails a saving throw, the spell causes metal to cling to metal, making it impossible to move the pieces. This effectively paralyzes a creature made of metal, or any creature wearing predominantly metal armor that requires the pieces too move over one another to work effectively (plate mail, chainmail, etc.). Limited movement might be possible at the Referee's discretion.

## MACHINE'S LOAD

**Spell Level:** Magic-User, 1st Level; Cleric, 1st Level  
**Range:** Touch  
**Duration:** Up to 1 hour

The caster touches a creature and triples its carry modifier (in pounds). For example, a character with a strength score of 13–15, gains a +30 lbs. carry modifier (as opposed to the normal +10). The subject can also carry loads that would be normally unwieldy.

## MACHINE SPEECH

**Spell Level:** Magic-User, 1st Level; Cleric, 1st Level  
**Range:** Caster  
**Duration:** 1 hour

The caster's voice, and to a lesser extent his mind, changes to communicate only in the whirring clicks of machine speech. The caster is able to communicate and understand clockwork constructs. All spells specifically designed to affect constructs, clockwork, or gearforged creatures (including fellforged) cause the creature to suffer a –1 penalty on saving throws for the duration of the spell. They can make an initial saving throw to avoid this penalty.

## MASS BLADE WARD

**Spell Level:** Magic-User, 2nd Level  
**Range:** 30ft  
**Duration:** 1d4+2 rounds

Three chosen characters within 30ft of the caster are immune to damage from nonmagical weapon attacks for the duration of the spell. Creatures that move 30ft away from the caster lose the protection.

## MECHANICAL UNION

**Spell Level:** Magic-User, 5th Level  
**Range:** 60ft  
**Duration:** Until dispelled

The caster can take control of a construct by voice or mental commands (similar to *charm person*, but affecting constructs only). The construct can make a saving throw to resist the spell. Once a command is given, the construct does everything it can to complete the spell. Constructs risk harm, even going into combat, on the caster's orders, but will not self-destruct.

## MOSQUITO BANE

**Spell Level:** Magic-User, 1st Level; Druid, 1st Level  
**Range:** Caster  
**Duration:** Instantaneous

*Mosquito bane* kills any insect or swarm with fewer than 25 hit points within 50ft of the caster. The swarm or insect can make a saving throw (with a –2 penalty) to resist destruction.

## NEGATIVE IMAGE

**Spell Level:** Magic-User, 2nd Level  
**Range:** 120ft  
**Duration:** Instantaneous

This spell creates a shadow-tunnel between the caster's location and one other creature visible within range. The caster and the target instantly swap positions. If the target creature is unwilling to exchange places with the caster, it can resist the effect by making a saving throw. If the save succeeds, the spell has no effect.

## NIGHTFALL

**Spell Level:** Magic-User, 3rd Level; Druid, 3rd Level  
**Range:** 100ft  
**Duration:** 10 minutes

*Nightfall* calls night to arrive ahead of schedule. With a sharp word, the spell creates a 120ft-radius cylinder of night centered on a point within range. The area inside the cylinder is normal darkness. Creatures inside the darkened cylinder can see illuminated areas outside the cylinder normally. The darkness stretches up into the sky for 100ft or until it reaches an obstruction, such as a ceiling.

## NOT THIS DAY!

**Spell Level:** Magic-User, 5th Level; Cleric, 5th Level

**Range:** Touch

**Duration:** 24 hours

The caster marks the target's body with a unique rune that represents their fate. The rune protects against death from a specific damage type (slashing, poison, fire, etc.) or a category of creature (giant, beast, elemental, etc.) that must be named when the spell is cast. For the next 24 hours, the target gains a +1 to saves or a +1 bonus to its Armor Class vs. the designated threat. A character can be under the effect of only a single *not this day!* rune at a time.

## ORB OF LIGHT

**Spell Level:** Magic-User, 2nd Level

**Range:** 60ft

**Duration:** Instantaneous

An orb of pure light shoots from the caster's hand toward a target, which takes 1d4 points of damage per caster level and is blinded for 1d4+1 rounds. The target can make a saving throw for half damage and to avoid being blinded.

## OUTFLANKING BOON

**Spell Level:** Magic-User, 3rd Level

**Range:** 30ft

**Duration:** Until concentration ends

This spell creates an illusory ally that appears to make a melee attack against a targeted enemy. The target of the spell has a 50% chance to attack the illusory combatant. The magic-user can create an additional illusory ally for every 2 levels of experience. Thus, at 7th level, the caster is able to create 2 warriors, and 3 warriors at 9th level, to a maximum of 5 combatants at 13th level.

## OVERCLOCK

**Spell Level:** Cleric, 3rd Level

**Range:** 30ft

**Duration:** Up to 6 rounds (minutes)

*Overclock* causes a targeted piece of clockwork to speed up past the point of control for the duration of the spell. The targeted clockwork must make a saving throw or move at three times its normal speed in a random direction. It cannot perform any other actions other than moving. The creation is allowed a new saving throw each round thereafter to try to slow down its whirring gears and halt the involuntary movement. Once it successfully saves, the clockwork's speed is merely doubled for that round, but it gains an additional attack for that round only. It returns to normal on the following round. When the clockwork successfully breaks free of the overclocking, it takes 2d8 points of damage from the damage done to its gears.

## PENDULUM

**Spell Level:** Magic-User, 1st Level; Cleric, 1st Level

**Range:** Touch

**Duration:** 1d6 rounds + 1d8 rounds

The caster introduces a degree of regularity into a creature's motions and fortunes. If the target fails a saving throw, it no longer rolls a d20 to hit or for saves. Instead, it follows the sequence 20, 1, 19, 2, 18, 3, 17, 4, and so on for the duration of the spell. The Referee secretly rolls the 1d8 additional rounds; the player does not know exactly how long *pendulum* will last.

## POISONED VOLLEY

**Spell Level:** Magic-User, 2nd Level; Druid, 2nd Level

**Range:** 60ft

**Duration:** Instantaneous

The caster summons forth dozens of glowing green arrows that shower down on enemies in a 20ft square. The creatures struck take 1d6 points of damage and are poisoned. The target can make a saving throw for half damage and to avoid being poisoned. Poisoned creatures suffer 1d2 hit points of damage each round until cured. The arrows do 2d6 points of damage at 5th level, and 3d6 points of damage at 10th level.

## POWER WORD RESTORE

**Spell Level:** Magic-User, 7th Level; Cleric, 7th Level

**Range:** Touch

**Duration:** Instantaneous

The caster speaks a word of power, and energy washes over a single construct he touches. The construct regains all of its lost hit points as its form is repaired.

## POTENCY OF THE PACK

**Spell Level:** Druid, 3rd Level

**Range:** 25ft

**Duration:** 1 turn (10 minutes)

The caster bestows lupine traits on a group of living creatures within range. The caster can choose one of the following effects to bestow. All of the creatures gain the same effect.

**Thick Fur:** Targets sprout fur over their entire body, gaining a +2 Armor Class bonus.

**Keen Senses:** Targets gain a +1 bonus to saving throws.

**Pack Tactics:** Affected creatures gain a +1 to-hit bonus when fighting within 10ft of an ally.

## PRISMATIC RAY

**Spell Level:** Magic-User, 5th Level

**Range:** 100ft

**Duration:** Instantaneous

A ray of shifting color springs from the caster's hand. The caster must make a to-hit roll against a single target.



The ray's effect depends on which color happens to be dominant when the beam strikes its target, determined by rolling 1d8.

1d8	Color	Effect	Saving Throw
1	Red	1d6 fire damage per caster level	Save for half
2	Orange	1d6 acid damage per caster level	Save for half
3	Yellow	1d6 lightning damage per caster level	Save for half
4	Green	Target poisoned	Save or die
5	Blue	Targeted deafened 1d6 rounds	Save avoids
6	Indigo	Target frightened (as <i>fear</i> spell)	Save avoids
7	Violet	Target stunned 1d6 rounds	Save avoids
8	Shifting Ray	Target blinded 1d6 rounds	Save avoids

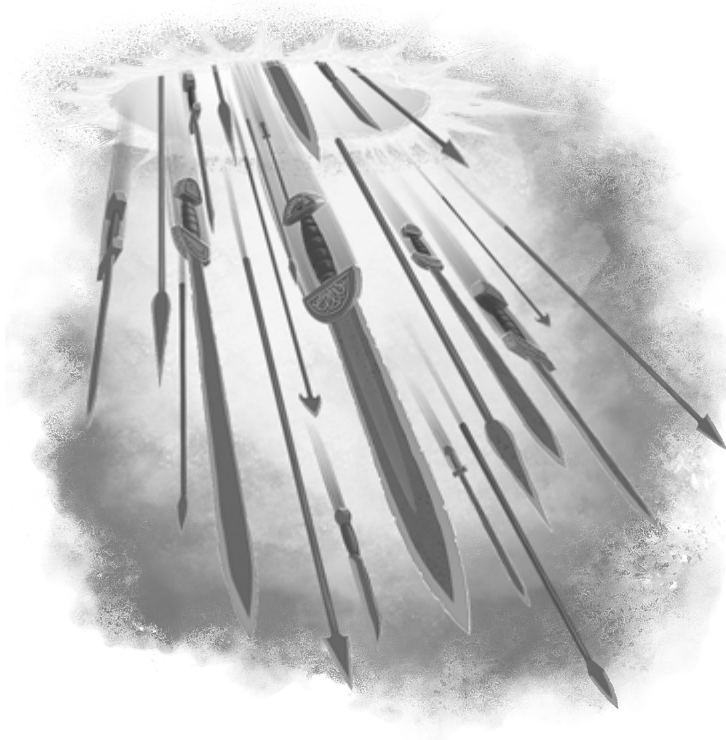
## RAIN OF BLADES

**Spell Level:** Cleric, 5th Level

**Range:** 25ft

**Duration:** 4 rounds

The caster calls down a rain of swords, spears, and axes, thrown to earth by the sacred dead of Asgard. The blades fall in a 15ft diameter circle, doing 6d8 points of slashing damage to creatures in the area. Creatures in the target area can make a saving throw for half damage. When the spell ends, the weapons disappear amid roars of laughter.



## RAY OF LIFE SUPPRESSION

**Spell Level:** Magic-User, 4th Level; Cleric, 4th Level; Druid, 4th Level

**Range:** 60ft

**Duration:** Instantaneous

The caster launches a swirling ray of disruptive ley energy at a creature within range. The caster must make a to-hit roll. A success inflicts 6d8 points of damage, and the creature's movement rate is halved until it rests for at least 8 hours. The spell does not affect constructs or undead.

## READ MEMORY

**Spell Level:** Cleric, 4th Level

**Range:** Caster

**Duration:** Instantaneous

The caster copies the memories of one memory gear into his own mind. He can recall these memories as if he had experienced them but without any emotional attachment or context.

## REPAIR METAL

**Spell Level:** Cleric, 2nd Level

**Range:** Touch

**Duration:** Instantaneous

A damaged construct regains 1d6+1 hit points of damage. Constructs and gearforged creatures gain the full benefit of this spell (unlike normal cure spells where they receive only half the healing).

## ROBE OF SHARDS

**Spell Level:** Magic-User, 6th Level

**Range:** Caster

**Duration:** Up to 10 minutes

The caster creates a robe of metal shards, gears, or cogs that improves the caster's armor class to 4[15] against all attacks. The caster can dispel the robe, causing it to explode in a shower of flying metal that does 5d6 points of damage to all creatures within 30ft.

## SHADOW BITE

**Spell Level:** Magic-User, 1st Level

**Range:** 60ft

**Duration:** Instantaneous

*Shadow bite* creates a momentary needle of cold, sharp pain in a target. The target must make a saving throw or take 1d6 points of damage. If it takes damage, there is a 50% chance its movement rate is halved for 1 round.

## SHADOW BLINDNESS

**Spell Level:** Magic-User, 1st Level

**Range:** Touch

**Duration:** Instantaneous

If the caster touches a target (successful to-hit roll required), the target's innate darkvision is negated for 1d4 rounds. This spell does not affect darkvision granted from a spell or magic item. The creature retains all its other senses. The creature's natural darkvision returns at the end of the duration.

## SHADOW HANDS

**Spell Level:** Magic-User, 1st Level

**Range:** Self

**Duration:** Instantaneous

A freezing blast of shadow explodes outward from the caster in a 15ft cone. Any creature caught in the shadows takes 2d4 points of damage unless they make a successful saving throw for half damage. The caster inflicts an additional 1d4 points of damage for every 5 levels of experience of the caster. Thus, at 5th level, the spell inflicts 3d4 points of damage, and 4d4 points of damage at 10th level. Creatures vulnerable to cold instead take 2d8 points of damage from the spell, and an additional 1d8 points of damage for every 5 levels of experience.

## SHADOW MONSTERS

**Spell Level:** Magic-User, 4th Level

**Range:** 120ft

**Duration:** 1 turn (10 minutes)

*Shadow monsters* targets up to 2 creatures within range. Each creature must make a saving throw or perceive its allies as hostile, shadowy monsters for the duration of the spell.

## SHADOW PUPPETS

**Spell Level:** Magic-User, 2nd Level

**Range:** 60ft

**Duration:** 1 round

The caster is able to animate the shadow of a creature within range, causing it to attack the creature who cast it. The caster must make a melee attack against the creature. If the attack hits, the target takes 1d8+1 points of damage. The shadow puppet can make an additional attack for every 5 levels of experience of the caster. Thus, at 5th level, the shadow makes 2 attacks, and 3 attacks at 10th level. The caster needs to make only one attack roll no matter the number of attacks the shadow can make.

## SHADOW REALM GATEWAY

**Spell Level:** Magic-User, 5th Level

**Range:** 30ft

**Duration:** Up to 10 minutes

By drawing a circle of black chalk up to 15ft in diameter and chanting for one minute, the caster opens a portal directly to the Plane of Shadow. The portal fills the chalk circle and appears as a vortex of inky blackness; nothing can be seen through it. Any object or creature that passes through the portal instantly arrives safely in the Shadow Realm.

## SHADOW TROVE

**Spell Level:** Magic-User, 3rd Level

**Range:** 5ft

**Duration:** 12 hours

The caster paints a small door approximately 2ft square on a hard surface to create a portal into the void of space. The portal "peels off" the painted surface and follows the caster when he moves, always floating within 5ft. An icy chill flows out of the portal. The caster can place up to 750 pounds of nonliving material through the portal, where it stays suspended in the frigid void until withdrawn. Items still inside the shadow trove when the spell ends are lost forever. The caster can grant access to the door to his allies.

## SHIELD OF STAR AND SHADOW

**Spell Level:** Magic-User, 3rd Level

**Range:** Caster

**Duration:** 2 turns

The caster wraps himself in a protective shroud of the night sky made from swirling shadows punctuated with twinkling motes of light. The shield grants the caster a +1 save vs. fire, cold, or electrical attacks (chosen when the spell is cast). The shield also sheds a dim light in a 10ft radius.

## SLITHER

**Spell Level:** Magic-User, 2nd Level

**Range:** Caster

**Duration:** 1 round/level plus 1d4 rounds

The caster becomes a shadow (a humanoid-shaped absence of light, not the undead creature of that name). The caster can slide under a door, through a keyhole, or through any other tiny opening. All of the caster's equipment transforms with him. The caster can move at his normal movement rate while in shadow form. The Referee secretly rolls the 1d4 additional rounds; the player does not know exactly how long her shadow form will last. If the caster returns to normal form while in a space too small for him (such as a mouse hole, sewer pipe, or the like), he takes 4d6 points of damage and is pushed to the nearest space available within 50ft big enough to hold

him. If no space exists within 50ft, he takes an additional 1d6 points of damage for every 10ft traveled until such a space opens up.

## SNOW BOULDER

**Spell Level:** Magic-User, 4th Level; Druid, 4th Level

**Range:** 90ft

**Duration:** Up to 4 rounds

A ball of snow forms within 5ft of the caster and rolls in the direction he points, growing larger as it moves (movement rate 15). If the caster rolls the boulder into a creature, it must make a saving throw or be knocked down and take damage as shown below.

Round	Size	Damage
1	3ft diameter	1d6
2	6ft diameter	2d6
3	9ft diameter	4d6
4	12ft diameter	6d6

## SNOWBLIND STARE

**Spell Level:** Magic-User, 2nd Level; Cleric, 2nd Level; Druid, 2nd Level

**Range:** Caster

**Duration:** Instantaneous

The caster's eyes burn with a bright, cold light that inflicts snow blindness on a creature targeted within 30ft. If the target fails a saving throw, it is blinded for 1d4+1 rounds.

## SOUL OF THE MACHINE

**Spell Level:** Cleric, 3rd Level

**Range:** Touch

**Duration:** 1 hour

One creature the caster touches becomes immune to spells and effects that influence the character's mind. This includes illusions and *charm* spells, and damage from creatures that make mental attacks (such as aboleth, brain rats, etc.).

## SPHERE OF ORDER

**Spell Level:** Cleric, 6th Level

**Range:** Caster (30ft radius)

**Duration:** 1 round

The caster surrounds himself with the perfect order of clockwork. Chaotic creatures within 30ft of the caster take 8d8 points of damage unless they make a saving throw for half damage.

## SPIN

**Spell Level:** Magic-User, 2nd Level

**Range:** 60ft

**Duration:** Instantaneous

The caster targets a creature within 60ft and tells it to spin. The target can make a saving throw to resist this command. If it fails, the creature spins wildly for that round. The creature may make a saving throw at the start of each subsequent round to end the effect. Failure means it keeps spinning. Once the target successfully saves, it suffers a -1 penalty per round it spent spinning (maximum -3 penalty) to hit, damage, and saves for 1d4+1 rounds.

## STARBURST

**Spell Level:** Magic-User, 1st Level

**Range:** 60ft

**Duration:** Instantaneous

*Starburst* causes a mote of starlight to appear at a point chosen within 60ft. The mote explodes a moment later, doing 1d8 points of damage to any creature within 5ft of the detonation. A successful saving throw halves the damage. *Starburst* inflicts an additional 1d8 points of damage for every 5 levels of experience of the caster. Thus, at 5th level, the burst inflicts 2d8 points of damage, and 3d8 points of damage at 10th level.

## STARFALL

**Spell Level:** Magic-User, 5th Level

**Range:** 60ft

**Duration:** Immediate

*Starfall* causes bolts of shimmering starlight to fall from the heavens, striking all targets within range in a cube roughly 30ft across. The bolts inflict 5d10 points of damage to all creatures in the area (no saving throw). Creatures struck must also make a saving throw or be blinded for 1d4 rounds.

## STAR'S HEART

**Spell Level:** Magic-User, 9th Level

**Range:** 50ft

**Duration:** 1 round

This spell increases gravity tenfold within a 50ft radius of the caster. All creatures in the area other than you must make a saving throw or be pushed to the ground and take 8d6 points of damage (save for half). Creatures that successfully save remain standing but still have a 5-in-6 chance of dropping whatever they are holding. They can move at only half their normal movement within the intense gravity. Any flying creature caught inside the heavier gravity must make a saving throw or be forced to the ground and take triple damage for each 10ft fallen (3d6 points of damage for each 10ft). The gravity effect extends 50ft into the air, unless broken by a ceiling or other obstruction.



## STEAM BLAST

**Spell Level:** Magic-User, 4th Level

**Range:** Caster (15ft radius)

**Duration:** Instantaneous

*Steam blast* unleashes a burst of superheated steam in a 15ft radius centered on the caster. All creatures in the area take 5d8 points of damage or they can make a saving throw for half damage. Nonmagical fires smaller than a bonfire are extinguished and everything becomes wet.

## STEAM WHISTLE

**Spell Level:** Magic-User, 8th Level

**Range:** Caster (30ft radius)

**Duration:** Instantaneous

The caster opens his mouth and unleashes a shattering scream. All other creatures in a 30ft radius take 10d10 points of damage and are deafened for 1d8 hours. A successful saving throw halves the damage and reduces the deafness to 1d8 rounds.

## SUDDEN DAWN

**Spell Level:** Magic-User, 3rd Level; Cleric, 3rd Level; Druid, 3rd Level

**Range:** 100ft

**Duration:** 10 minutes

*Sudden dawn* calls morning to arrive ahead of schedule. With a sharp word, the spell creates a 120ft-radius cylinder of night centered on a point within range. The area inside the cylinder is brightly lit. Creatures inside the cylinder can see darkened areas outside the cylinder normally. The light stretches up into the sky for 100ft or until it reaches an obstruction, such as a ceiling.

## SUMMON SHADOW MASTIFF

**Spell Level:** Magic-User, 3rd Level

**Range:** N/A

**Duration:** 6 rounds (minutes)

This spell conjures a shadow mastiff from the essence of the Shadow Realm. This creature obeys the caster's verbal commands to aid in battle or to seek out a specific creature. The shadow mastiff disappears when it is killed or the spell ends. The shadow mastiff does not appear immediately; there is a delay of 10 minutes before it appears.

**Shadow Mastiff:** HD 3; AC 6[13]; Atk bite (1d6+1); Move 18; Save 14; AL C; CL/XP 4/120; **Special:** baying (save or flee for 3d6 turns), concealment in shadow (40% likely to disappear from sight after attacking).

## SUMMON SHADOW TITAN

**Spell Level:** Magic-User, 8th Level

**Range:** N/A

**Duration:** Instantaneous

This spell conjures a shadow titan from the essence of the Shadow Realm. The shadow titan is equivalent to a stone giant, but they are created from shadow essence and hurl shadow boulders. This creature obeys the caster's verbal commands to aid in battle. It takes no actions if a command is not given, although it defends itself if attacked. The shadow titan disappears when it is killed or the spell ends. The shadow titan does not appear immediately; there is a delay of 10 minutes before it appears.

**Shadow Titan (Stone Giant):** HD 9+3; AC 0[19]; Atk shadow club (3d6); Move 12; Save 6; AL N; CL/XP 10/1400; **Special:** throw shadow boulders (3d6 damage).

## SUMMON STAR

**Spell Level:** Magic-User, 8th Level

**Range:** 90ft

**Duration:** 6 rounds (minutes)

The caster summons a friendly star from the heavens to do her bidding. It appears within 90ft of the caster at a designated spot and takes the form of a glowing humanoid with long, white hair. All creatures that can see the star must make a saving throw or be charmed for the duration of the spell. The star understands and obeys verbal commands. If it is not given a command, it defends itself and attacks the last creature that attacked it. The star disappears when killed or the spell ends.

**Summoned Star:** HD 10; AC -2[21]; Atk 2 weapons (3d6); Move 18/36 (flying); Save 5; AL L; CL/XP 18/3500; **Special:** immunities (electricity, cold), magical abilities, magic resistance (60%), +1 or better magic weapon to hit, resistances (acid, fire) (50%).

**Magical abilities:** at will—*continual light*, *cure disease*; 3/day—*cure light wounds*; 1/day—*lightning bolt*.



## THOUSAND DARTS

**Spell Level:** Magic-User, 3rd Level

**Range:** Caster (120ft line)

**Duration:** Instantaneous

The caster launches thousands of needlelike darts in a 5ft-wide line at a target. Creatures in the line take 6d6 points of damage (save for half).

## THUNDERCLAP

**Spell Level:** Magic-User, 3rd Level; Cleric, 3rd Level

**Range:** Caster

**Duration:** Instantaneous

The caster claps his hands, emitting a peal of thunder. All creatures within 20ft take 1d4 points of damage per caster level and are deafened for 1d8 rounds. The target can make a saving throw to take half damage and to avoid being deafened. *Thunderclap* fails within a silence spell's effect.

## THUNDEROUS WAVE

**Spell Level:** Magic-User, 3rd Level; Druid, 3rd Level

**Range:** 90ft

**Duration:** Instantaneous

A shockwave centered on a point designated by the caster explodes outward through a 30ft-radius sphere. Every creature the shockwave passes through must make a saving throw or be pushed backward 30ft. If they strike a solid object, they take 1d6 points of damage for each 10ft they are tossed backward. Those that succeed on the saving throw are pushed back 15ft and take 1d6 points of damage if they strike an object. The shockwave also emits a thunderous boom that can be heard within 400ft.

## TIME JUMP

**Spell Level:** Magic-User, 8th Level

**Range:** Touch

**Duration:** Instantaneous

The caster throws a construct forward in time if it fails a saving throw. The construct disappears for 1d4+1 rounds, during which time it cannot act or be acted upon in any way. When the construct returns, it is unaware that any time has passed.

## TRENCH

**Spell Level:** Druid, 2nd Level

**Range:** 60ft

**Duration:** Permanent

With scooping gestures, the caster causes the ground to slowly sink into a trench 5ft deep, 5ft across, and 60ft long. The trench forms slowly enough that enemies have no chance of falling into it.

## TRIUMPH OF ICE

**Spell Level:** Magic-User, 7th Level; Druid, 7th Level

**Range:** Caster

**Duration:** Instantaneous

*Triumph of ice* transforms one of the four elements into ice or snow in a 100ft radius around the caster. The effect varies depending on the element targeted.

**Air:** Vapor condenses into snowfall. This snowfall negates *cloudkill* or *obscuring mists* in the area. Creatures of elemental air take 8d6 points of damage (save for half).

**Water:** Open water (a pond, lake, or river) freezes to a depth of 4ft. Creatures in the water must make a saving throw to avoid being immobilized in the ice. Creatures of elemental water take no damage from the spell, but are paralyzed for 1d6 rounds if they fail a saving throw. Their movement is halved in the area.

**Earth:** Soil freezes into permafrost to a depth of 10ft. Creatures burrowing through the earth have their movement halved in the area. Creatures of elemental earth or stone take 8d6 points of damage (save for half).

**Fire:** Flames transform into shards of ice. Creatures in the burning area take 2d6 points of damage from the shards when the spell is cast, and 1d6 points of damage for every 5ft they move. Creatures of elemental fire take 8d6 points of damage (save for half).

## UMBRAL STORM

**Spell Level:** Magic-User, 9th Level

**Range:** 120ft

**Duration:** Up to 10 minutes

*Umbral storm* creates a channel to a region of the Shadow Realm that is inimical to life and order. A storm of dark, raging entropy fills a sphere 20ft in radius centered on a point you can see within range. The storm inflicts 6d8 points of damage (save for half) to any creatures caught in its fury. The caster can concentrate to move the storm up to 30ft each round. If the caster's concentration is disrupted, *umbral storm* ends in 1d4+1 rounds.

## VENGEFUL GRASP

**Spell Level:** Druid, 2nd Level

**Range:** 30ft

**Duration:** 1 round/level

*Vengeful grasp* causes tiny, grasping hands to burst from the earth to grab and harass the target. If the target fails a saving throw, its movement rate is halved for the duration of the spell. The caster must make a to-hit roll against a target within 30ft.

## VOLLEY SHIELD

**Spell Level:** Magic-User, 7th Level; Cleric, 7th Level; Druid, 7th Level

**Range:** Touch

**Duration:** 1d4 rounds

*Volley shield* creates a shimmering shield of ley energy around a creature the caster touches. The shield grants the creature a +4 Armor Class bonus, and makes it immune to nonmagical weapons for the duration of the spell. In addition, the shield has a 50% chance to reflect hostile spells back at their caster.

## WALKING WALL

**Spell Level:** Cleric, 7th Level

**Range:** 30ft

**Duration:** 10 minutes

*Walking wall* creates a wall of swinging axes from a pile of miniature axes the caster provides while casting the spell. The wall fills a rectangle 10ft wide, 10ft high, and 20ft long. The wall has a movement rate of 9, and makes 4 attacks each round as a 4HD creature. Each successful strike does 3d6 points of damage. The wall can absorb 150 points of damage before disappearing. The caster can direct the wall's movements.

## WINDING KEY

**Spell Level:** Cleric, 2nd Level

**Range:** 60ft

**Duration:** 1 round

The caster targets a clockwork creature or construct, and "winds it up," giving it an extra attack.

## WOLFSONG

**Spell Level:** Druid, 1st Level

**Range:** Caster

**Duration:** Instantaneous

The caster can let out a howl that can be heard up to 5 miles away outdoors. The howl can convey a message of up to 9 words, and it will be understood by all canine creatures that you name during the casting.

## WRESTING WIND

**Spell Level:** Magic-User, 2nd Level; Druid, 2nd Level

**Range:** 90ft

**Duration:** Instantaneous

By blowing a pinch of confetti from his hand, the caster creates a burst of air that can tear weapons out of the hands of enemies. Each target caught in the burst of air has a 2-in-6 chance of dropping any items carried. The objects land 10ft away in a random direction.

## WRITE MEMORY

**Spell Level:** Cleric, 4th Level

**Range:** Caster

**Duration:** Instantaneous

The caster copies her memories, or those learned from the spell *read memory*, onto an empty memory gear.





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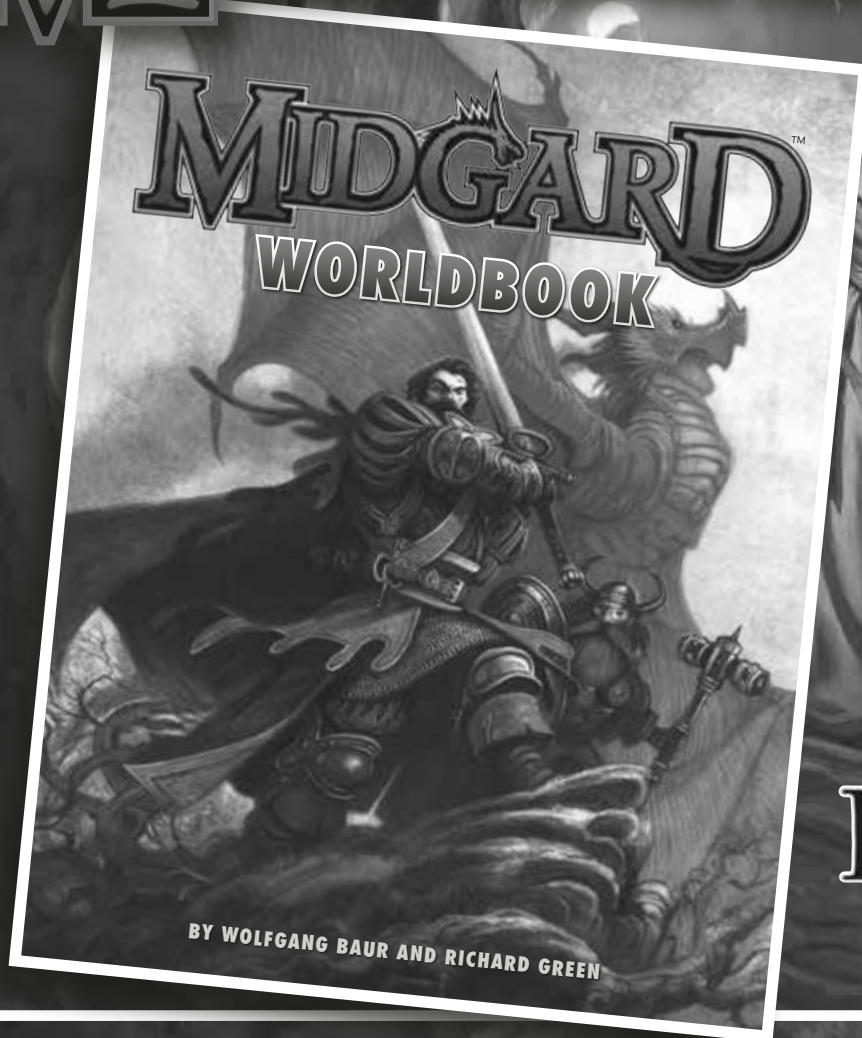
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The background is a dark, atmospheric illustration. At the top center, a knight in ornate armor with a golden halo is depicted in a reclining position, looking upwards. To the left, a golden dragon is coiled around a skull. In the bottom right corner, a hooded figure in red robes holds a glowing orb and a staff. The overall tone is dark and mysterious, with a mix of fantasy and horror elements.

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