

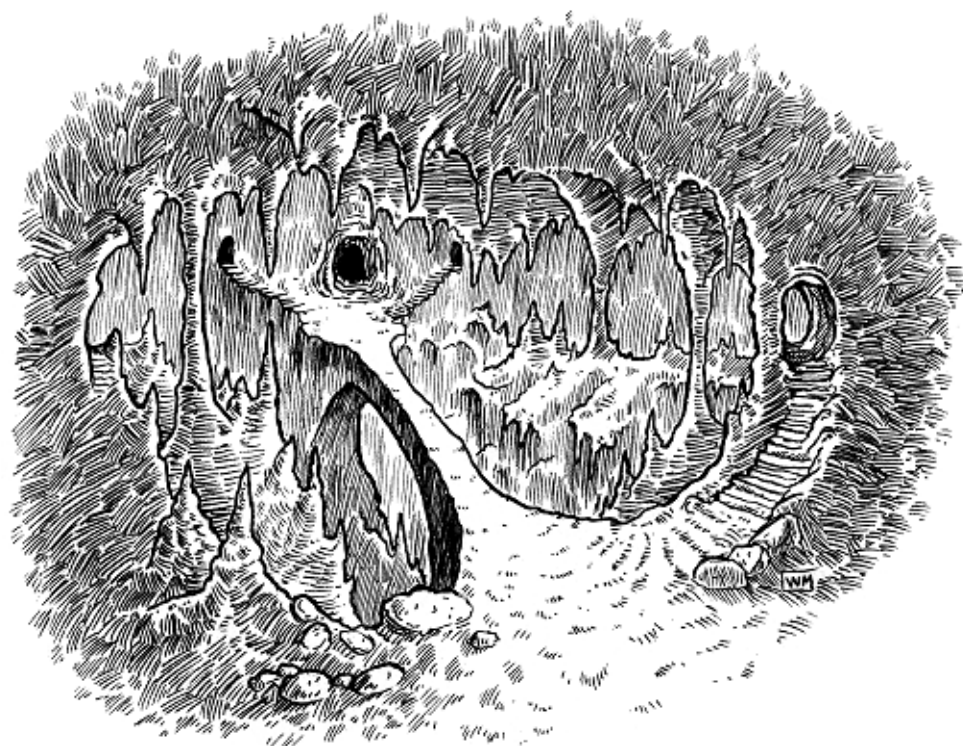
WHITE BOX OMNIBUS

Player & Referee Options

for

Use With Swords & Wizardry White Box

Spahn



Published by
Barrel Rider Games

WHITE BOX OMNIBUS

Player & Referee Options for use with *Swords & Wizardry WhiteBox*

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Introduction

Who'd have thought such a simple little game as *Swords & Wizardry WhiteBox* could lead to so much fun? Not me.

I have a confession to make: When I first read *WhiteBox* years ago, I hated it. It was too simple, too streamlined. Where were the options? Where were the extras? Where were the fiddly bits? That's what made a game **cool** right?

Well, I used to think that. Then I discovered the old school gaming community and the freedom to create. That's what *Swords & Wizardry WhiteBox* means to me – it means freedom. I was free to take this frame work and turn it into the game I wanted. I wanted bards, paladins, rangers and thieves. So, I wrote them. I kept it clean. I kept it simple. Most of all, I tried to keep it fun and within what I thought were the intentions of Mythmere Games.

White Box Omnibus is a compilation of six previously published products: *White Box Companion*, *White Box Bestiary*, *White Box Treasures*, *White Box Adventures: The Wererat's Well*, *White Box Adventures: The Wizard's Tower* and *White Box Adventures: The Dragon's Hoard*. But a few extras have been added. In addition to cleaning things up a bit, there are a few new things you'll find.

The Monk has been added as a player character class. It is written in the spirit of Arneson's Supplement II, but streamlined to fit *WhiteBox*. You'll find simple, easy to implement rules for introducing powerful magical artifacts into your campaign along with new monsters in the bestiary.

The three adventures featured in *White Box Omnibus* have now been augmented by an appendix – The Willow Valley Gazetteer. It's a mini-campaign setting which can be used to tie the three adventures together, or even continue having adventures in that region.

Like what you see? Great! Don't like it? That's fine too. It's all about freedom. So please, take this volume and make it your own. Change what doesn't work for you and make it your own. Because that's what this book, and in my opinion, what *Swords & Wizardry WhiteBox* is all about: making it your own.

-James M. Spahn
Barrel Rider Games

Table of Contents

Section I: Class Options	5
Section II: Magical Items	23
Section III: Bestiary	37
Section IV: The Wererat's Well	53
Section V: The Wizard's Tower	69
Section VI: The Dragon's Hoard	89
Appendix I: The Willow Valley Gazetteer	107

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Section I

Class Options



House Rules for Existing WhiteBox Classes

Cleric

Healer: While clerics are holy warriors by nature, there are some who are more dedicated to easing the suffering of others and tending the wounded. These healers may, once per day, touch a wounded individual and heal them for a number of hit points equal to twice the cleric's current level. However, because they are not as focused on martial abilities, healers suffer a permanent -1 penalty to their Base Hit Bonus.

Undead Slayer: Many clerics dedicate their lives to battling the undead. At character creation a cleric may choose to roll all Banish Undead attempts as if he were two levels higher. Thus a 1st level cleric would turn undead as if he were a 3rd level cleric. However, his dedication to directly combating the undead forces him to neglect his piety and he may not cast 5th level cleric spells.

War-Priest: Some clerics are dedicated to martial deities that require bloodshed. At character creation a cleric may elect to forgo their ability to ever cast 5th level cleric spells for their entire adventuring career. Though their spell casting abilities are diminished, they are permitted to wield any melee or ranged weapon they choose.

Fighter

Marksman: At character creation a fighter may choose to receive a +1 bonus to his base hit bonus when he is wielding any ranged weapon to reflect his expert training as an archer and marksman. However, by focusing on ranged combat, he has neglected his abilities in melee combat and suffers a -1 penalty to his base hit bonus when wielding any melee weapon.

Swashbuckler: At character creation a fighter may elect to permanently forgo the use of plate armor or shields for his entire adventuring career in favor of a lighter and more agile fighting style. Fighters who give up the use of plate armor and shields are instead trained in two-weapon fighting and may wield a dagger or short sword in their off-hand in addition to whatever weapon they are wielding in their primary hand. Fighting in this fashion grants the fighter an additional attack every combat round with their off-hand weapon.

Weapon Specialization: At character creation a fighter may elect to specialize one weapon type such as long bow, long sword, or battle axe – but

not broad groups like “swords,” “bows” or “axes.” When wielding their specialized weapon, they receive a +1 bonus to their base hit bonus and damage.

Magic-user

Illusionist: Wizards who focus their studies on chicanery and phantasms are called Illusionists. Whenever they cast a spell which is intended to charm, confuse or deceive a target, the potential victim of that spell suffers a -2 penalty to their saving throw to resist these effects – if any such save is allowed. However, the illusionists' focused studies render his other spells less effective and any victim of his spells entitled to a saving throws made to resist spells which do not charm, confuse or deceive receive a +1 bonus to their roll.

Necromancer: There are wizards who focus their arcane studies on the undead. These necromancers may Banish Undead just like a cleric of equal level. Undead who are banished in this fashion are brought to heel as minions and servants. However, because of these studies they may only learn a limited number of 5th and 6th level spells. The only 5th and 6th level spell they are capable of learning are *Animate Dead*, *Magic Jar*, and *Death Spell*.

Scholar: All magic-users study the arcane, but scholars are masters of hidden knowledge. They may make use of the Lore ability as if they were a bard of equal level. However, their focus on the academic impacts the potency of their spells. All potential victims of spells cast by the scholar receive a +1 bonus to their saving throws made to resist the spells' effects.

New Classes

Bard

Traveling minstrels and wandering storytellers, the bard learns a great many things in his journeys. Bards live on the road, moving from town to town where they sing for both their supper and the delight of peasants and kings alike. They easily take up the call for adventure and will often gladly join a party of adventurers in hopes of witnessing tales of glory firsthand.

Bards are not front-line combatants, nor are they masters of the arcane. Instead they touch upon both, and learn a bit of everything but master no single skill. As such, bards are useful to adventuring parties who need a quick and dirty fix to a problem where a more specialized profession is not available. Knowledge and versatility are the stock and trade of the bard, and that makes him invaluable.

Table I: Bard Class & Spell Advancement

Level	XP	HD	BHB	ST	Lore	1 st Level Spells	2 nd Level Spells	3 rd Level Spells
1	0	1	+0	15	1	–	–	–
2	1,250	1+1	+0	14	1	1	–	–
3	2,500	2	+0	13	2	2	–	–
4	5,000	2+1	+1	12	2	2	1	–
5	10,000	3	+1	11	3	2	2	–
6	20,000	3+1	+2	10	3	2	2	1
7	40,000	4	+2	9	4	2	2	2
8	80,000	4+1	+3	8	4	3	2	2
9	160,000	5	+4	7	5	3	3	2
10	320,000	5+1	+5	6	5	3	3	3

Weapon/Armor Restrictions: Bards have a diverse selection of weapons available to them, they may wield any one-handed melee weapon, any ranged weapon, and the staff. They are able to wear both leather and chain armor, as well as use shields.

Lore: Whenever a bard encounters a magical item, he may examine it in order to discern its history. The referee rolls 1d6 and if the roll is equal to or below the bard's rating in their Lore ability, the bard can recall some information regarding the item's history or use. This may or may not reveal specific magical properties of that item, at the referee's discretion.

Spell Casting (2nd): Beginning at 2nd level, a bard may cast spells in a fashion exactly like a magic-user. However, unlike the magic-user, the bard does not begin play with the foreknowledge of any spells. They must find magic-users to instruct them or recover spells from scrolls or other sources. Instead they begin play with a blank book in which to inscribe any spells the bard discovers. Reading from the book, the bard presses his chosen spell formulae into his mind, "preparing" these spells. Once a prepared spell is cast, it disappears from the bard's ability to cast (until it is prepared again). It is possible to prepare a spell multiple times using the available "slots" in a bard's memory/capability. If the bard finds scrolls of spells while adventuring they can copy them into their spell book.

Saving Throw: A bard receives a +2 to bonus to any saving throws made vs. magic.

XP Bonus for Charisma: This class bonus is due to a high charisma attribute.

House Rule: Charmer

With the referee's permission, any time the bard casts *Charm Person*, *Charm Monster* or *Confusion*, the target or targets suffer a -2 penalty to their saving throw to resist these effects.

House Rule: Inspiring Performer

With the referee's permission, the bard may attempt to inspire his allies in battle instead of casting a spell or attacking. The bard must be able to speak, and in most cases makes use of a musical instrument to use this ability. While using this ability, all of the bard's allies within thirty feet of the bard receive a +1 bonus to their Base Hit Bonus and any saving throws they attempt. This bonus remains in effect for as long as the bard is performing.

House Rule: Bardic Thievery

With the referee's permission, the bard may make use of the Thievery ability in a manner exactly like the thief class. However, all of the

bard's uses of the Thief ability function as if the bard were a thief three levels lower than his actual level, to a minimum of one. Thus a 4th level bard would have a Thievery ability of 1, just like a 1st level thief.

Druid

While clerics serve gods and draw power from their faith, Druids serve the very essence of nature itself. They are as much of the earth as they are upon it. By communing with the natural world they are able to draw power from its agelessness and weave powerful magic. This, combined with their knowledge of the wilderness, gives them a unique skill set.

While druids do often wander the world, they rarely do so as part of a group of adventurers. When they do join a party of adventurers, they serve as advisers, healers and guides. They are not particularly combative, though powerful druids are capable of weaving earth-bending magic.

Table II: Druid Class Advancement

Level	XP	HD	BHB	ST	Forestry
1	0	1	+0	14	2
2	1,500	2	+0	13	2
3	3,000	3	+0	12	2
4	6,000	3+1	+1	11	3
5	12,000	4	+1	10	3
6	24,000	5	+2	9	3
7	48,000	6	+2	8	4
8	96,000	6+1	+3	7	4
9	192,000	7	+4	6	4
10	384,000	8	+5	5	5

Table III: Druid Spell Advancement

Druid Level	1 st Level Spells	2 nd Level Spells	3 rd Level Spells	4 th Level Spells	5 th Level Spells
1	–	–	–	–	–
2	1	–	–	–	–
3	2	–	–	–	–
4	2	1	–	–	–
5	2	2	1	–	–
6	2	2	1	1	–
7	2	2	2	1	1
8	2	2	2	2	2
9	3	3	3	2	2
10	3	3	3	3	3

Weapon/Armor Restrictions: Druids are not combative by nature and limit themselves to simple weapons made primarily of natural substances. They may only wield the following weapons: club, dagger, hand axe, sling, spear, and staff. They may wear leather armor only and do not use shields.

Forestry: Druids are most at home in the wilderness, among the flora and fauna of the world. His forestry ability may be used to track both humanoids and animals in natural environments. When in these natural environments, forestry may also be used to remain both unseen and silent. Finally, when a druid encounters a natural wild beast he may utilize this ability in an attempt to sooth and calm such an animal. To use the ability, the referee rolls 1d6. If the number rolled is equal to or below the druid's forestry ability, he has succeeded.

Saving Throw: Druids receive a +2 bonus to all saving throws made to resist damage from cold, fire and poisons.

Spell Casting: The druid gain the ability to cast divine spells from a specific as per Table III: Druid Spell Progression. Each day the druid meditates in a natural location such as a grove, forest or cave for a certain set of spells, choosing any spells from the cleric spell list. Druids who worship specific

gods might have entirely different sets of spells as determined by the referee, but the standard druid has the standard cleric spell list.

XP Bonus for Wisdom: This class bonus is due to a high wisdom attribute.

House Rule: Druid Alignment

At the referee's discretion and if alignment is being used, druids may be restricted to the neutral alignment only to reflect their connection and dedication to the forces of nature and the balance of the world.

House Rule: Druidic Language

With the referee's permission, all druids automatically speak a shared language known simply as Druidic. It is never taught to outsiders and is used by druids to communicate privately on matters that concern only them.

House Rule: Druidic Orders

At the referee's discretion, when a druid reaches 7th level or higher they must find another druid of the same level and defeat him in single combat - though not necessarily slay him - in order to advance in level. This must be done again for each additional level the druid gains past 7th and reflects the druid proving himself capable and worthy in the great druidic order of the world.

Monk

Monks are warriors dedicated to physical and mental perfection. They forgo physical trappings in favor of discipline, constantly testing both body and spirit. While most monks spend their lives in hidden monasteries, some choose to wander the world in hopes of finding new challenges to test their training.

While a monk is neither as martial as a fighter nor as stealthy as a thief, they are nevertheless welcome in many adventuring companies for their diverse skill set and the fact that they do not typically rely on a large number of magic items for survival. A monk is concerned, first and foremost, with achieving enlightenment both within and without.

Table IV: Monk Class Advancement

Level	XP	HD	BHB	ST	Stealth	Unarmed Damage	AC Bonus
1	0	1	+0	12	2	1d6-1	+1
2	2,000	2	+1	11	2	1d6-1	+2
3	4,000	3	+2	10	2	1d6-1	+3
4	8,000	3+1	+2	9	3	1d6	+4
5	16,000	4	+3	8	3	1d6	+5
6	32,000	5	+4	7	3	1d6	+6
7	64,000	6	+4	6	4	1d6+1	+7
8	128,000	6+1	+5	5	4	1d6+1	+8
9	256,000	7	+6	4	4	1d6+1	+9
10	512,000	8	+6	3	5	2d6	+10

Weapon/Armor Restrictions: Monks typically forgo the use of weapons, relying instead on their proficiency in unarmed combat. They will sometimes make use of daggers, darts, a quarterstaff, or a sling, but are otherwise prohibited from using any other weapons. They do not wear armor or use shields.

Unarmed Combat: Monks specialize in perfecting their body, including mastery of unarmed combat. When fighting without a weapon they inflict damage based on Table IV: Monk Class Advancement, as shown under the Unarmed Combat listing. Beginning at 4th level, the monk's unarmed attacks are considered to be the equivalent of magical weapons for the purposes of damaging monsters who are immune to mundane attacks. At 9th level their unarmed attacks are considered to be the equivalent of +2 weapons for these purposes.

Armor Class Bonus: Monks do not wear armor, but instead train to dodge attacks and roll with otherwise lethal blows. They receive a bonus to their Armor Class equal to their character level. Thus a 3rd level monk receives a +3 bonus to his armor class.

Stealth: The monk is quite skilled at remaining both silent and unseen in any environment. To use the ability, the referee rolls 1d6. If the number rolled is

equal to or below the monk's stealth ability, he has succeeded and remains both unnoticed and unheard until he takes an action that would reveal him.

Meditation (4th): When a monk reaches 4th level he may enter a meditative state once per day in an effort to recover from any one of a number of injuries. This meditation lasts one minute and if it is interrupted the benefits are lost and the monk must wait until tomorrow to try again. When the meditation successfully ends, the monk can choose one of the following benefits to apply to *himself only*: healing 2d6+2 points of damage, *Cure Disease* (as the cleric spell), or *Neutralized Poison* (as the cleric spell),

XP Bonus for Wisdom: This class bonus is due to a high wisdom attribute.

House Rule: Increased Movement

With the referee's permission monks may earn a higher movement rate than other characters as they increase in level. Their movement increases to 15 at 4th level and 18 at 8th level.

House Rule: Vow of Poverty

At the referee's discretion monks may be limited in the number of magical items and treasure they are allowed to keep. They may only keep 10% of non-magical treasure they discover and may only carry two magical weapons and six other magical items.

House Rule: Disciplined Mind

At the referee's discretion and if alignment is being used monks may be limited to lawful alignment only. This reflects the strict discipline and dedication needed to achieve their unique abilities.

Paladin

Paladins are holy warriors. If clerics are the broad shield of the church, then the paladin is the righteous sword. Clad in shining armor and astride a white charger, the paladin is the living embodiment of chivalry and virtue.

Paladins are extremely skilled warriors and their dedication and piety has granted them a resilience against the forces of darkness and the ability to pray to their god for divine blessings. While they are capable of extraordinary feats of heroism, a paladin typically demands that his adventuring companions strive to maintain the same upright ethics to which he holds.

Table V: Paladin Class & Spell Advancement

Level	XP	HD	BHB	ST	1 st Level Spells	2 nd Level Spells	3 rd Level Spells
1	0	1+1	+0	12	–	–	–
2	2,500	2	+1	11	–	–	–
3	5,000	3	+2	10	–	–	–
4	10,000	4	+2	9	1	–	–
5	20,000	5	+3	8	2	–	–
6	40,000	6	+4	7	2	1	–
7	80,000	7	+4	6	2	2	1
8	160,000	8	+5	5	2	2	2
9	320,000	9	+6	4	3	2	2
10	640,000	10	+6	3	3	3	2

Weapon/Armor Restrictions: Paladins are highly trained combatants and have no restrictions regarding weapons and armor or shields.

Healing Touch: Once per day a paladin may touch a wounded individual and heal them for a number of hit points equal to his current level.

Spell Casting (4th): When a Paladin reaches fourth level they may cast divine spells from a specific list as per Table IV: Paladin Class & Spell Advancement. Each day the paladin prays for a certain set of spells, choosing any spells from the cleric spell list. Paladins of specific gods might have entirely different sets of spells as determined by the referee, but the standard Paladin has the standard cleric spell list.

XP Bonus for Strength: This class bonus is due to a high strength attribute.

House Rule: Disease Immunity

With the referee's permission, a paladin is immune to all diseases mundane and magical. In addition, the paladin may use his healing touch power to cure an individual afflicted with a disease instead of restoring hit points.

House Rule: Paladin Alignment

At the referee's discretion and if alignment is being used, a paladin can be restricted to a Good/Law alignment only. Traditionally paladins are holy knights bound by a strict code of piety and honor. If this house rule is used, the referee determines the exact details of the paladin's code. The referee also determines what penalties the paladin suffers for breaking their code, which can include temporary or even permanent loss of any class abilities.

House Rule: Paladin Wealth

At the referee's discretion, a paladin may be required to donate up to 90% of their wealth to a charity or church of Good/Law alignment. In addition, the paladin is typically restricted in the number of magical items they are permitted to carry. This normally includes no more than four magical weapons, one set of magical armor, one magical shield and ten other miscellaneous magical items, though the exact details of this restriction are defined by the referee.

House Rule: Turning Undead

With the referee's permission, a Paladin of third level or higher may turn undead in a manner exactly like a cleric of two levels lower than the paladin's level.

Ranger

Rangers are woodsmen, trackers, and hunters who wander the wild places of the world. They have learned to live off the land as well as being trained as skilled warriors. Traveling light, they hunt giants and goblins in the dangerous places of the world – slaying them wherever these vile creatures are found.

The ranger is a welcome addition to an adventuring party, because in addition to their combat prowess they are skilled when it comes to identifying the dangers of the wilderness as well as tracking down elusive foes. They prefer the life of an adventurer and rarely settle in a single location. The rare ranger who chooses to retire often does so in a wild and secluded area where he can remain far from the reach of the civilized world.

Table VI: Ranger Class Advancement

Level	XP	HD	BHB	ST	Forestry
1	0	1+1	+0	16	2
2	2,500	2	+1	15	2
3	5,000	3	+2	14	2
4	10,000	4	+2	13	3
5	20,000	5	+3	12	3
6	40,000	6	+4	11	3
7	80,000	7	+4	10	4
8	160,000	8	+5	9	4
9	320,000	9	+6	8	4
10	640,000	10	+6	7	5

Weapon/Armor Restrictions: Rangers are nearly as skillful as fighters in battle and equally well trained. They may wield any weapon in combat as well as utilize leather or chain armor and shields to protect themselves.

Forestry: Rangers are most at home in the wilderness, among the flora and fauna of the world. His forestry ability may be used to track both humanoids and animals in natural environments. When in these natural environments, forestry may also be used to remain both unseen and silent. Finally, when a ranger encounters a natural wild beast he may utilize this ability in an attempt to soothe and calm such an animal. To use the ability, the referee rolls 1d6. If the number rolled is equal to or below the ranger's forestry ability, he has succeeded.

Giant-Slayer: When fighting bugbears, giants, goblins, and hobgoblins, a ranger may add his Base Hit Bonus to his weapon damage in combat.

Saving Throw: A ranger receives a +2 to bonus to any saving throws made vs. poison.

XP Bonus for Strength: This class bonus is due to a high strength attribute.

House Rule: Ranger Alignment

At the referee's discretion and if alignment is being used, a ranger may be limited in their alignment selection. In many settings, rangers are servants of the forces of Good/Law, and as such may not be of Evil/Chaos alignment.

House Rule: Ranger Wealth

At the referee's discretion, a ranger may be limited in the amount of wealth they are allowed to hoard. This reflects the nomadic nature of the ranger. If this rule is used, a ranger may not retain more coins, valuables, or magical items than they are able to carry on their person.

House Rule: Spell-Casting Rangers

With the referee's permission, a ranger may cast both cleric and magic-user spells when he reaches 5th level, using the chart below. Rangers pray for and cast cleric spells in a manner exactly like a normal cleric. Magic-user spells are learned and cast in a manner exactly like a magic-user and rangers must maintain a spell book from which they memorize their magic-user spells each day. Exactly which spells are in the spell book is determined by the referee.

Table VII: Ranger Spell Advancement

Ranger Level	1 st Level M-U Spells	2 nd Level M-U Spells	3 rd Level M-U Spells	1 st Level Cleric Spells	2 nd Level Cleric Spells	3 rd Level Cleric Spells
5	1	–	–	–	–	–
6	2	–	–	1	–	–
7	2	1	–	2	–	–
8	2	2		2	1	–
9	2	2	1	2	2	–
10	2	2	2	2	2	1

House Rule: Two-Weapon Fighting

With the referee's permission, a ranger may fight with a one-handed melee weapon in each hand. This grants him a second attack each combat round, with the damage inflicted determined by the weapon wielded.

Thief

While there are many who wield sword and spell while exploring tombs and dungeons, the thief hopes to recover lost riches through the use of guile and stealth. Though trained in arms, he is not a combatant by trade. Instead he strikes from the shadows and his keen eyes see dangers that his companions do not. Thieves are rarely noble, but are more often pragmatic professionals looking for opportunities to rapidly amass great wealth. Still, their unique skill set makes them very useful to dungeoneers and explorers and there are some among their ilk who hold to a code of “honor among thieves.”

Thieves often go equipped with but a few weapons and only light armor, but instead rely on picks and tools for survival. When combat does arise, they fade into the darkness, ready to plunge a dagger into the backs of unsuspecting foes who are otherwise occupied. The rare thief who manages to amass fortune and glory is likely to retire and start a guild of others with similar skills. In return for a cut of their take, he provides security, protection and news of ripe pickings just waiting to be plundered.

Table IIX: Thief Class Advancement

Level	XP	HD	BHB	ST	Thievery
1	0	1	+0	14	1
2	1,250	1+1	+0	13	1
3	2,500	2	+0	12	2
4	5,000	2+1	+1	11	2
5	10,000	3	+1	10	3
6	20,000	3+1	+2	9	3
7	40,000	4	+2	8	4
8	80,000	4+1	+3	7	4
9	160,000	5	+4	6	5
10	320,000	5+1	+5	5	5

Weapon/Armor Restrictions: Thieves are agile and skilled in combat. They may wield any weapon. However, the prefer to rely on their reflexes and

quickness over heavy armor which impedes their other abilities. They may only wear leather armor.

Back Stab: Thieves prefer to catch their foes unaware and strike from positions of advantage. Any time a thief attacks an opponent who is unaware of their presence, the thief receives a +2 bonus to their Base Hit Bonus. If the attack is successful, the thief may roll his weapon damage twice to calculate damage from the back stab.

Saving Throw: Thieves receive a +2 bonus to any saving throw made to reduce or avoid the effects of any trap, magical or mundane.

Thievery: Thieves are stealthy and light-footed. The thievery ability may be used for any number of clandestine or stealth-based actions. From picking pockets or locks, discovering and disarming traps, remaining silent and hidden while moving or even climbing walls free-handed – these talents are reflected in the ability of thievery. The referee has the final say as to whether an action falls under the purview of thievery or not. When the thief attempts to use this ability they referee rolls 1d6. If the result of the roll is equal to or lower than their rating in the thievery ability, the thief is successful in their attempt. Thieves are not often aware of when their attempts to remain stealthy fail, and the thief always *believes* he is successful. When a thief fails using this ability while free-climbing a wall or disarming a trap, they can endanger themselves with either a great fall or by being in the path of a poisonous dart or concealed trap.

Establish Guild (9th): A thief of ninth or higher level may choose to establish a secret hideout, often in an urban location. He will attract the attention and service of other, lower-leveled, thieves who hope to learn from a master. He is known as a *Guild Master*, and those who arrive are members of his Thieves Guild. In return for a cut of their earnings, the thief will provide these apprentices with protection from local law enforcement as much as he is able. If the thief is unable to protect these apprentices, they are likely to turn on him in hopes of finding a more capable guild master.

XP Bonus for Dexterity: This class bonus is due to a high dexterity attribute.

House Rule: Thief's Cant

With the referee's permission, a thief may receive a free language: Thief's Cant. This is less a formal language and more a form of lingo and double-speak that is used between thieves to communicate in public places

about illegal activities without being understood by outsiders. If this ability is used, its use is automatic. As long as both the speaker and listener are thieves and they are able to hear one another, they can communicate effectively – though only in matters directly related to their profession.

House Rule: Decipher Languages

With the referee's permission, a thief may use his Thievery ability to decipher maps, scripts and unknown languages. In the case of scripts and languages, the thief is only able to glean the general meaning of the text when he successfully uses this ability. In addition, if the referee allows it, the Decipher Languages ability may be used to read Cleric and Magic-User spells from scrolls in order to cast them. If a thief fails when attempting to cast spells from a scroll, the scroll is wasted, its magic expended, and in all likelihood there is a spectacular magical backlash that will likely endanger the thief or others. The details of this magical backlash are determined by the referee.

House Rule: Poison Use

With the referee's permission, a thief may be knowledgeable regarding the uses of poison. If he has access to poison he can apply it to his weapons without any fear of accidentally poisoning himself and receives a +2 bonus to any saving throw made to resist the effects of a poison.

House Rule: Proficient Climber

With the referee's permission, a thief may be more skilled a free-handed climbing than at other uses of the Thievery ability. If this option is used, the thief is considered to be 4 levels higher when Thievery checks are made to climb in this fashion, to a maximum effective level of 10.

Section II

Magical Items




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Armor and Shields

Each of the armor and shields described below is considered to be Unusual when the referee is rolling to determine treasure placement in an adventure.

Bear-Skin: This magical suit of leather armor allows the wearer to transform into a bear once per day for up to ten combat rounds. While in bear form their armor class is 2 [17] and they may attack three times per round with their massive claws and dangerous bite. These attacks inflict 1d6 points of damage.

Bone Mail: A bizarre set of plate armor which is literally made from plates of bone, Bone Mail grants its borrower the ability to Banish Undead once per day, even if they are not a cleric. However, these any undead which are successfully turned are brought to heel as if the wearer of the Bone Mail were of Evil/Chaotic alignment. Each time this ability is used, the player must roll 1d100. If the result is 5 or less, the wearer of the armor becomes Evil/Chaotic in alignment. If alignments are not used, the character will find themselves bound under a powerful Quest spell of the referee's design.

Carapace Plate: Crafted from the shell of a giant ant or similar monstrous insect, the wearer of this armor will never be attacked by insects unless he attacks them first. This includes giant fire beetles, giant centipedes, and even giant spiders.

Dragon Scale Mail: This set of scale armor is crafted from the dragon hide. It is extraordinarily rare and requires an expert armor to craft. It provides the protection of plate armor, but only weighs 15 lbs.

Dwarf-forged Plate: Dwarf-forged steel is incredibly strong and very light. Dwarf-forged plate provides a modifier of -7 [+7] to the wearer's armor class and weighs only 30 lbs. It can only be worn by dwarves.

Elven Chain Mail: Elven smiths craft this armor from special silver which has been kissed by starlight. It functions like normal chain mail, but weighs only 5 lbs and elves are able to cast spells while wearing elven chain mail. Almost all elven chain is made to fit elves, though suits made to fit other races are crafted on rare occasions.

Flesh-Stitched Leather: This macabre armor is crafted from human flesh which has been stitched together and enchanted with dark magic. It grants the same protection as normal leather armor. Damage inflicted

by lightning heals the wear, and he is slowed by fire and cold spells. No other type of spell than lightning, fire, or cold affects a wearer of flesh-stitched mail. Finally, only +1 or better magic weapons can harm the wearer while they are clad in this foul raiment.

Holy Armor: This shining plate mail functions as if it were *Plate Mail+3* and radiates light at a radius of five feet when worn by a character of Good/Lawful alignment. In addition, any undead creatures who come within thirty feet of a Good/Lawful are immediately subject to a Banish Undead affect, as if they were facing a 5th level cleric. Once they have resisted this effect, they are not subject to it again for one day. Holy armor functions as simple *Plate Mail+1* for characters who are not Good/Lawful alignment.

Ice Mail: This set of perpetually frozen chain mail armor protects its wearer from all forms of fire damage, both magical and mundane, while it is worn. Fireballs sizzle and are snuffed out around him and lava cools and hardens under his footfall. Otherwise it functions as normal chain mail armor.

Leaf Walker Armor: Woven of bark and leaves then enchanted by mysterious fey magic, the wearer of this leather armor leaves no trace of their passage when traveling in wild environments. They cannot be tracked by magical or mundane means as long as they are outside of man-made places, such as cities and villages. What exactly constitutes a man-made place is up to the referee.

Shadow Leather: This black leather armor has been enchanted with illusionary magic. It can turn the wearer invisible for up to once hour each day, per the spell *Invisible I*.

Shield of Medusa: This powerful shield is forever etched with the image of a terrible medusa. Once per day, the shield bearer can command its eyes open, petrifying a single foe of their choosing who can see the shield as the *Transform II* spell.

Throwing Shield: This magical shield may be thrown as a missile weapon with a range of thirty feet. It inflicts 1d6 points of damage and returns to its wielder. Any round in which the shield is thrown the wielder does not receive the armor class bonus it normally grants.

Potions

All magical potions have a duration of 1d6+1 turns unless otherwise specified.

Boulder Hurling: Character can throw boulders as a fire giant. These boulders do 2d6 points of damage. Consuming the potion does not cause boulders to appear, nor does it confer any increase in strength beyond a prodigious ability to throw objects long distances.

Darksight: Character can see perfectly in both normal and magical darkness for the duration of this potion's effect.

Dragon Fire: Character can breath a line of fire thirty feet long instead of attacking for the duration of this potions effect. This inflicts 2d6 points of damage.

Polyglot: For the duration of this potion, the character can speak and understand (but not read) all known languages.

Regeneration: Character heals one hit point each round, for the duration of this potion.

Lycanthropy: The character immediately turns into a werewolf upon consuming this potion, gaining all of its abilities. Unlike a normal werewolf, the consumer of the potion has full control and recollection of their time as a werewolf.

Magic Resistance: +5 to all saving throws vs. magic spells and magical effects.

Telepathy: Character can project his thoughts into the mind of any target within 120 feet. They may also “hear” the surface thoughts of any target within 120 feet, if they concentrate. Targets of this ability may make a saving throw resist the effects.

Vampirism: For the duration of this potion, the caster's touch drains one level from any victim unless the target succeeds in a saving throw.

Water Breathing: Character can breath water for duration of this potion.

Protection Scrolls

Disease: The reader is immune to diseases, both magical and mundane, for one hour. Any diseases in his system are immediately cleansed.

Dragon Breath: All within a ten-foot radius around the reader are immune to the effects of all types of dragon breath for 40 minutes.

Goblinoids: Bugbears, goblins, and hobgoblins are unable to inflict damage on the reader, whether by weapons or magical means, for one hour.

Illusions: The reader automatically succeeds any saving throw made to resist *Charm Monster*, *Charm Person* and identifies *Hallucinatory Terrain*, and *Phantasmal Force* as falsehoods for one hour. In addition, the reader can see all invisible foes for one hour.

Magical Weapons: The reader is immune to damage from magical weapons (but not mundane weapons) for one hour.

Mundane Weapons: The reader is immune to damage from mundane weapons (but not magical weapons) for one hour.

Negative Energy: The reader is immune to the level-draining effects of wights, vampires and other undead as well as a banshee's shriek for one hour.

Petrification: The reader is immune to the petrifying breath of the gorgon, the gaze of a medusa and the effects of *Transform II* for 40 minutes.

Positive Energy: The reader is immune to *Cure Wounds I*, *Cure Wounds II* and cannot be turned by a cleric's Banish Undead ability for one hour.

Vermin: All insects and vermin will ignore the reader for one hour. This includes mundane insects and arachnids, giant fire beetles, giant centipedes, giant rats, giant slugs, and giant spiders. For the duration the reader is also unaffected by the *Insect Plague* spell.

Rings

Archery (Lesser Ring): Wearer receives a +1 bonus to all attack and damage rolls made when wielding a ranged weapon.

Dark Sight (Lesser Ring): Wearer can see perfectly in darkness, and is even able to see through magical darkness.

Cold Resistance (Lesser Ring): Wearer has a +5 to saving throws versus magical cold and is immune to normal cold.

Languages (Lesser Ring): While wearing this ring, the wearer can understand and speak (though not read) any non-magical languages.

Lightning Reflexes (Lesser Ring): Wearer always acts first in a combat round, going outside of the normal initiative.

Plenty (Lesser Ring): As long as this ring is worn the wearer does not need food or water to survive.

Swordsmanship (Lesser Ring): Wearer receives +1 bonus to all attack and damage rolls made when wielding a melee weapon.

Timelessness (Greater Ring): While wearing this ring the target is immune to aging, both natural and magical. They are also immune to any effects which drain levels, such as a vampire's bite or wight's touch.

Truth (Greater Ring): The wearer automatically senses when anyone within 120 feet knowingly tells a lie. They also are automatically identifies *Hallucinatory Terrain*, and *Phantasmal Force* as falsehoods and is able to see the invisible.

Vitality (Lesser Ring): Wearer receives +5 hit points, even if this increases their hit point total above its normal maximum. These hit points heal at the normal rate and are immediately lost if the ring is removed.

Water Breathing (Lesser Ring): While wearing this ring, the wearer is able to breath water and cannot drown.

Weapon Mastery (Greater Ring): The wearer of this ring may wield any weapon and receives a +2 bonus to all attack rolls.

Staffs

Blessing: This staff casts *Bless* at the cost of one charge.

Bow: Upon command (at the cost of one charge), this staff transforms into a longbow and twenty arrows appear. The wielder of the staff can use the bow, regardless of their class.

Ethereal: At the cost of one charge, the staff bearer can *Passwall*, like the spell for one turn.

Fire: The wielder can cast *Fireball* (1 charge, 5d6 damage), *Wall of Defense I* (2 charges, fire only), *Wall of Defense II* (3 charges, fire only).

Plants: The wielder can cast *Sticks to Snakes* (1 charge) or *Speak with Plants* (2 charges).

Poison: This staff can create the effects of a *Cloudkill* spell (2 charges) or *Neutralize Poison* (1 charge).

Protection: This staff can cast *Protection from Chaos I* (1 charge), *Protection from Chaos II* (2 charges), grant its carrier a +3 bonus to Armor Class (3 charges) for one turn, or imbue the wielder with a +5 bonus to all saving throws (5 charges) for one turn.

Security: The staff-bearer can cast *Knock* or *Wizard Lock* at the cost of one charge.

Shadows: This staff allows the carrier to cast *Light I* (Dark only) for one charge, *Light II* (Dark only) for two charges, and *Dark Vision* for two charges.

Spiders: This staff allows the wielder to summon 1d6+1 giant spiders to serve him for one turn, at the cost of one charge.

Teleportation: By spending one charge, the wielder of this staff may cast the *Teleport* spell.

Water: This staff enables the user to cast *Water Breathing* (1 charge) or walk on water for one turn (2 charges).

Wands

All wands described below are considered to be greater wands.

Wand of Detection, evil: Detects evil creatures at a range of 20 feet. This includes characters of Evil/Chaotic alignment, demons, and the undead. Always active when held, does not use charges.

Wand of Detection, invisible: Allows the wielder to detect invisible objects and creatures at a range of 20 feet. Always active when held, does not use charges.

Wand of Incineration: On command this wand launches a ray of searing fire that unerringly strikes a single target within 30 feet, inflicting 4d6 points of fire damage. They may attempt a saving throw to reduce the damage by half. Carries 10 charges.

Wand of Light: This wand radiates light exactly as the *Light I* spell. Always active when held, does not use charges.

Wand of the Radiant Blade: When activated, a beam of energy three feet in length springs from the tip of this wand for one turn, or until willed away by the wielder. It can be wielded by the carrier as a *Sword+3* which radiates light with a 10 foot radius. Carries 10 charges.

Wand of Restoration: With a touch (and by expending one charge) this wand can restore any lost levels to a character bitten by a vampire, struck by a wight, or who has similarly suffered a level-draining effect. Carries 10 charges.

Wand of Storage: This wand may be touched to any single non-living object weighing up one-hundred pounds. That object vanishes from existence, only to reappear at the wielder's command. Each time an object reappears, one charge is expended. Carries 10 charges.

Wand of the Tomb Robber: This wand can transform into a crowbar, ten-foot pole, or shovel for up to six hours at the cost of one charge. Carries 10 charges.

Wand of Truth: This wand flares with a red light whenever an intelligent creature knowing speaks a falsehood within 20'. Always active when held, does not use charges.

Weapons

Battle Axe of Mindlessness: The wielder of *Battle Axe+1* is overcoming by a single-minded rage when in combat. They are immune to all fear effects and charm spells while in battle.

Club of the Treant: This simple cudgel normally functions like a *Club+2*, but upon command it can transform into a 7 Hit Dice Treant for one turn. After one turn has passed, the treant transforms into a normal, non-magical club.

Dagger of the Assassin: This *Dagger+2* inflicts double damage when a successful attack is made against an unaware foe.

Flail of Threshing: This *Flail+1* is barbed with long, wicked spikes that force anyone struck by it to make a saving throw or suffer an additional point of damage for the next 1d6 rounds as their wounds bleed profusely.

Hand Axe of Climbing: Upon command this *Hand Axe+1* sprouts a 50 foot length of rope from its handle and may be thrown and secured like a grappling hook.

Halberd of Dedication: This *Halberd+1* grants its wielder and all allies within 30 feet of him a +1 bonus to all saving throws.

Heavy Crossbow of the Siege: This *Heavy Crossbow+2* destroys any wooden or stone door it is fired at with a single bolt.

Light Crossbow of Distance: This *Light Crossbow+1* has a range of 120 feet.

Long Bow of Infinite Arrows: When the string of this *Long Bow+1* is drawn an arrow immediately appears on the string, ready to fire.

Mace of Piety: A *Mace+1* that allows any cleric wielding to cast *Bless* once per day.

Morning Star of the Rising Sun: As long as this *Morning Star+1* is being held in-hand, the wielder cannot be blinded. It radiates light at a radius of 5 feet.

Short Bow of Concealment: This *Short Bow+1* can be folded over several times until it is merely six inches in length and can then be easily concealed.

Short Sword of the Halfling: This functions as a *Short Sword+1* when wielded by anyone other than a halfling. In the hands of a halfling it is considered a *Short Sword+3* and the wielder is able to *Detect Evil* as the cleric spell. It radiates light at a radius of five feet when it detects evil.

Sling of the Meek: This weapons functions as a *Sling+3* when wielded by unarmored combatant. In addition, if the unarmored wielder rolls a natural, unmodified 20 on their attack roll the target must make a saving throw or be immediately slain.

Spear of the Hunter: This *Spear+1* inflicts double damage against all natural animals in combat.

Staff of the Peasant: Most of the time, this item functions as a mundane staff. When the wielder is carrying 50 gold pieces or less in coins and jewelry it functions as a *Staff+3*.

Sword, Holy Avenger: When wielded by a Good/Lawful character who is dedicated to a religious order or noble ideal the *Holy Avenger* functions as a *Sword+3* and grants the wielder a +5 bonus to all saving throws made to resist magic. In the hands of others, it is considered to be a *Sword-1*, though it can be put down without the aid of a *Remove Curse* spell.

Two-Handed Sword of Decapitation: This *Two-Handed Sword+3* decapitates a foe when a natural, unmodified 20 is rolled when the wielder makes an attack, instantly causing death to any foe whose anatomy would be effected by the loss of their head.

Warhammer of the Jotun: Normally, this weapon functions as a *Warhammer+2*, but when it strikes a giant that creature must make a saving throw or be instantly slain.

Miscellaneous Magic Items

Each miscellaneous magic item is either lesser, medium, or greater as defined below.

Amulet of Dark Vision (Lesser): While wearing this amulet a character can see perfectly, even in complete darkness. Usable by: All classes.

Amulet of Wellness (Greater): While wearing this amulet an individual is immune to all diseases and poisons. Usable by: All classes.

Arrow of Trap Detection (Lesser): When set on a flat surface this arrow will spin to point in the direction of the nearest trap within 120 feet. Usable by: All classes.

Boots of the Featherfoot (Greater): These boots grant the wearer an extraordinarily light footstep. He leaves no footprints, can walk on water, and his passage will not set off pressure sensitive traps, like pressure plates. Usable by: All classes.

Boots of Silence (Medium): While wearing these boots, the wearer moves in perfect silence. Usable by: All classes.

Cloak of Flying (Greater): This cloak allows the wearer to cast *Fly* three times per day on themselves. Usable by: All classes.

Cloak of Pockets (Medium): This cloak contains a dozen small pockets sewn into its inner lining. Each of these magical pockets can store up to twenty pounds in a tiny extra-dimensional space to be drawn out later. Stored objects are weightless. Usable by: All classes.

Dust of Explosions (Medium): This dust can be tossed up to ten feet at a target. The target can then be easily ignited by a torch, *Fireball* spell or other flame. The dust goes up in a ball of fire, inflicting 3d6 points of damage on the target. Usable by: All classes.

Decanter of Holy Water (Lesser): This container fills with holy water each day, up to the equivalent of three small vials. Usable by: Cleric only.

Figurine of the Arcane Feline (Medium): This crystal figure transforms into what appears to be an ordinary house cat. It is highly sensitive to magic and will cry out whenever it is within 120' of any form of magic whether it

be a magical item, a spell, or even a magical trap. Usable by: Elf and magic-user only.

Fur of the Winter Wind (Greater): This fur mantle makes its wearer immune to all cold damage, both mundane and magical. Usable by: All classes.

Gauntlets of the Locksmith (Medium): These gauntlets allow the wearer to automatically pick any lock he finds, provided he has the proper tools. Usable by: All classes.

Glasses of Language (Lesser): While wearing these glasses one can read all mundane languages. Usable by: All classes.

Helm of the Fearsome Warrior (Medium): When the wearer of this fearsome metal helm rolls a natural, unmodified 20 when making a to-hit roll, the foe they have struck must roll a saving throw or flee the battlefield in fear. Usable by: Dwarf and fighter only.

Horn of Ally Summoning (Greater): Before blowing this horn, the user may name any individual whom they regard as an ally. Once the horn is blown, that ally hears the call and is immediately teleported to the horn-blower's side. If the ally does not wish to be teleported, the horn does not work. Usable by: All classes.

Manual of Demon Summoning, Baalrog (Greater): This foul tome can be used to summon a Baalrog, who is bound by the ritual to perform one deed for the reader before returning to its own plane of existence. Usable by: Cleric or magic-user only.

Mask of Disguise (Greater): While wearing this mask, an individual cannot be identified by magical divination. Those who see him will also have trouble recalling or remembering what he looks like. Usable by: All classes.

Pipes of Charming (Medium): When played, all individuals within thirty feet of the performer must make a saving throw or fall under the effects of a *Charm Person* spell for one day. Usable by: All classes.

Robe of Infinite Wardrobes (Lesser): This robe can, at the wearer's command, change its appearance to match any non-magical raiment that is not armor.

Sand of Timelessness (Greater): When a dose of this sand is blown into the air, all individuals except the user are frozen in place for 1d4 rounds, unable to act. Usable by: All classes.

Scabbard of Protection (Medium): Any weapon stored in this scabbard remains razor sharp and cannot be broken for one day. Usable by: Dwarf or fighter only.

Symbol – Divine Blasting (Medium): This powerful holy symbol can be commanded once per day to expel a burst of energy that does 3d6 points of damage to all undead creatures within thirty feet. Usable by: Cleric only.

Symbol – Terror (Medium): When presented forcefully towards a single individual, that target must make a saving throw or flee in terror from the sight of both the wielder and the symbol. Usable by: Cleric only.

House Rule: Purposed Items (Artifacts)

Purposed Items are an extremely rare type of magic item. There is a 1% chance that any Greater, Intelligent Weapon, or Unusual Armor is a Purposed Item. These exotic artifacts have the will and essence of a living being bound inside them. That spirit lives on in the item, hoping beyond death to achieve some lofty goal. Perhaps a powerful sword seeks to lead the greatest army the world has ever known, or an enchanted circlet is bound with a soul who wishes to once again rule the world as they did in a time before memory. The referee should develop the exact history and personality of each Purposed Item.

Purposed Items are always intelligent and always able to communicate with their wielder, either through empathic impulse (65%), telepathy (30%), or in rare cases, audibly (5%). Each time the wielder uses a Purposed Item, he must make a saving throw. If that saving throw fails, the wielder is compelled to follow the will of the purposed item for one round. If the Purposed Item is able to maintain control over the wielder for a number of consecutive rounds equal to or higher than the level of the wielder, the Purposed Item gains permanent control over the wielder. The wielder has become a vessel for the will of the Purposed Item itself.

Purposed Items can only be destroyed by specific and unique means. Perhaps a weapon must be melted down in the fire of an ancient dragon or a evil ring must be worn for a full lunar cycle by a pure and uncorrupted soul. The method of destruction is always tied to the history of the object and is often nearly impossible to accomplish.

Section III

Bestiary



Angel, Cherub

Armor Class: 2 [17]

Hit Dice: 3

Attacks: Short Bow (1d6-1)

Special: Regeneration (1 HP/round), *Protection from Chaos*

Move: 9 (12 when flying)

HDE/XP: 4/120

Appearing as small feather-winged children wearing white robes and carrying small bows, these are messengers of the higher planes. Though not combative by nature, they are skilled archers. They can cast *Protection from Chaos I* as a cleric at will, and will often use this ability to bless the weak and innocent in times of danger. When a cherub is slain, their physical form and all their trappings disappear in a flash of light and their soul is returned to the heavenly realm.

Angel, Seraph

Armor Class: 2 [17]

Hit Dice: 9

Attacks: Flaming Sword (3d6)

Special: See Below

Move: 12 (15 when flying)

HDE/XP: 10/1400

The Seraph, also known as avenging angels, are agents of war sent from the heavenly planes to combat great evil in the mortal world. They appear as beautiful mortal men and women, clad in plate armor and wielding a flaming sword which does 3d6 points of damage. Great white feathered winds spring from their backs. They are immune to all spells cast by clerics and magic-users of lower than 7th level and are 65% resistant to all other spells. They can only be damaged by magical weapons and are capable of causing a holy light to flair out from their body which blinds all creatures within 60' who do not make a successful saving throw. This blindness remains until a *Dispel Magic* spell is cast. Seraphs are fierce foes who have no tolerance for evil acts or demonic foes. They slay with righteous certainty.

Animated Weapon

Armor Class: 4 [15]

Hit Dice 3+3

Attack: 1d6

Special: Flight

Move: 12 (flight only)

HDE/XP 4/75.

Weapons are sometimes enchanted by powerful magic to operate independently and defend a location under specifically circumstances. These are called animated weapons and in most cases are enchanted to defend a specific location, such as room or keep. They are typically created to attack intruders and fight until destroyed.

Bee, Giant Killer

Armor Class: 7 [12]

Hit Dice: 1

Attacks: Sting (1d6)

Special: Poison

Move: 15 flying

HDE/XP: 2/30

These massive bees are anywhere between two and five feet long, with queens being as large as ten feet. They build massive hives on cliff walls and ancient trees. They are very aggressive and will attack in large swarms any creature who inadvertently disturbs their hive or their queen. Their sting is painful and contains a deadly poison. Anyone stung by a giant killer bee must make a saving throw or die. Giant killer bee queens are rarely leave their hives, but are massive and fearsome. They have three hit dice, attack as three hit die creatures and all saves against their poison is made at a -2 penalty. Referees are encouraged to lend special properties to the honey of giant killer bees as suits their individual games.

Brain Lord

Armor Class: 3 [16]

Hit Dice: 7

Attacks: Projected Energy (2d6)

Special: See Below

Move: 12

HDE/XP: 9/1250

These bizarre humanoids appear to be to have the head of an octopus and their bodies are covered in fish-like scales. They are highly intelligent, speaking only through telepathic communication – which they can do with any individual within 120 feet. They believe all races other than themselves to be inferior and wish to subject them to thralldom through a combination of powerful mental abilities and charm spells. They avoid physical combat and instead prefer to attack with a kind of psychically projected energy, which they can target at any individual which they can see. Targets must make a saving throw or suffer 2d6 points of damage and permanently lose one point from either their Intelligence, Wisdom, or Charisma attributes. Any time a Brain Lord reduces a target to 1 in any of these attributes, the subject becomes a mindless thrall in the service of its new master. All Brain Lords are also capable of casting *Charm Person* once per day.

Death Knight

Armor Class: -1 [21]

Hit Dice: 10

Attacks: Two-Handed Sword (1d6+3)

Special: See Below

Move: 12

HDE/XP: 12/3200

These terrible undead knights are clad in black armor and wield terrible two-handed swords with great strength. In addition to increased damage, each time a death knight successfully strikes a foe with their sword the target loses one level. Death Knights are also immune to all spells of 5th level or lower. They can cast a *Fireball* once per day that inflicts 7d6 points of damage. They are immune to damage from mundane weapons and cannot be banished by a cleric.

Demon, Imp

Armor Class: 3 [16]

Hit Dice: 3

Attacks: Poison Tail Sting (1d6-1)

Special: See Below

Move: 6 (12 when flying)

HDE/XP: 3/240

These tiny devilish creatures are red or black in skin color with cat-like eyes, long pointed tails and bat-wings. They are the lowliest of demons and often

serve as slaves to greater demons or servants of powerful evil clerics and magic-users. Imps are immune to magical weapons and fire and can cast *Detect Magic* at will and *Invisibility* once per day – both as a magic-user. Their tail has a moderately powerful poison which can kill if a saving throw is not successful, though the victim receives a +4 bonus to their roll.

Demon, Succubus

Armor Class: 4 [15]

Hit Dice: 6

Attacks: Bite (1d6-1)

Special: *Charm Person*

Move: 12 (15 when flying)

HDE/XP: 6/800

A succubus is a demon of lust who appears as a scantily-clad voluptuous human woman with a great pair of bat-wings sprouting from her shoulder blades. Though not effective in direct combat, she can charm with a word or a kiss and often surrounds herself with a horde of thralls bent to her will. This ability allows the Succubus to cast *Charm Person* at will. If slain, their physical body returns to the infernal planes to which they are native.

Elf, Dark

Armor Class: 5 [16]

Hit Dice: 2

Attacks: See Below

Special: See Below

Move: 12

HDE/XP: 2/60

These cousins of surface elves have dark skin and white hair. They raid surface-dwellers, elves who they hate the most. They typically wield short swords (1d6 damage) and light crossbows whose bolts are coated in a paralytic poison (1d6 damage, save or be paralyzed for one turn). They are extraordinarily stealthy, surprising their foes on 1-4 on 1d6. They are also highly resistant to magic, receiving a +5 bonus to all saving throws made to resist it.

Fairie Dragon

Armor Class: 4 [15]

Hit Dice: 2

Attacks: Bite (1d6-1)

Special: Sleep Breath, *Invisibility I*

Move: 9 (12 while flying)

HDE/XP: 2/120

These small gossamer-winged dragons are no larger than a house cat. They are playful and friendly, not typically seeking combat. Instead they breath a cloud of gas with a 20' radius. All creatures caught in the cloud must make a saving throw or be put to sleep for 2d6 hours. If cornered, they will use their ability to cast *Invisibility I* once per day to hide themselves. They are fond of shiny objects and twinkling baubles.

Firbolg

Armor Class: 3 [16]

Hit Dice: 9+2

Attacks: Weapon (2d6)

Special: Hurl boulders, *Detect Magic*

Move: 12

HDE/XP: 10/1,400

Appearing as giant men (ten feet tall) with flaming red beards, firbolg dwell in rocky and volcanic regions where they live in clans of miners and underground fungus farmers. Unlike other giants, they are not warlike by nature and instead prefer to make prodigious use of their ability to throw boulders and fight from a distance, which inflict 2d6 points of damage. They are as intelligent as humans and have the natural ability to cast *Detect Magic* at will.

Gnome

Armor Class: 7

Hit Dice: 1

Attacks: Short Bow or Short Sword (1d6-1)

Special: *Phantasmal Force*

Move: 9

HDE/XP: 1/15

Gnome are industrious, peaceful beings. They dwell mostly deep underground. They rarely stand higher than 3' and have long beards and

pointed noses. They are peaceful by nature, seeking only to mine for gems and other valuables, engage in the occasional prank. Gnomes are natural foes of goblins and kobolds, as well as skilled illusionists. All gnomes can cast *Phantasmal Force* once per day.

Golem, Glass

Armor Class: 6 [13]

Hit Dice: 9

Attacks: fist or weapon (1d6)

Special: See Below

Move: 9

HDE/XP: 9/1700

Whether crafted from animated stained glass, or massive piles of jagged shards, these behemoths are sometimes animated to protect churches and other holy sites. They are immune to non-magical weapons and take only one point of damage from attacks made with magical weapons which are not blunt. They take half damage from fire spells, but reduce their movement by half for one round after suffering it. They are immune to all other forms of magic.

Golem, Wood

Armor Class: 5 [14]

Hit Dice: 10

Attacks: fist (1d6)

Special: See Below

Move: 6

HDE/XP: 10/2000

These lumbering constructs are often mistaken for treants and typically protect hidden groves and glens claimed by powerful spell casters. They are nearly invisible when in a forested area, surprising their enemies on a 1-5 on 1d6. They are immune to mundane weapons and all magic, except fire and fire-based spells, which inflict normal damage.

Kraken

Armor Class: 2 [17]

Hit Dice: 15

Attacks: Tentacle (2d6) or Bite (4d6)

Special: Swallow Whole

Move: 15 swimming

HDE/XP: 15/3200

These massive sea monsters resemble unimaginably large squids with eight (or more) wiggling appendages. They attack entire vessels, ripping them apart and swallowing crew whole with their massive, tooth filled maw. When a kraken attacks, it grabs a target with one of its tentacles on round one, attempts to bite them on round two, and then swallows them whole on round three. A target who has been swallowed whole is slain. Krakens typically have eight tentacles and can make an attack with each one of them every combat round.

Lava Elemental

Armor Class: 2 [17]

Hit Dice: 9

Attacks: Strike (2d6)

Special: Engulf, ignite materials

Move: 3

HDE/XP: 9/1,400

Similar to fire elementals and native to the same plane, lava elementals appear as massive animated pools of lava. They attack by engulfing their foes. Once a lava elemental has made a successful attack against a target he continues to engulf the target, inflicting 2d6 points of damage each round until the target is dead. They also ignite materials in the same manner as a fire elemental.

Leech, Giant

Armor Class: 6 [13]

Hit Dice: 3

Attacks: Bite (1d6)

Special: Suck Blood

Move: 6

HDE/XP: 3/95

Massive gray-green leeches are found in swamps and stagnant waters of extraordinary size. They grow as large as a horse and will attack living creatures that draw close with their terrible bite. Once a giant leech has made a successful attack it remains attached to its target, sucking blood. Each round, they automatically inflict 1d6 points of damage in this way.

Mimic

Armor Class: 5 [14]

Hit Dice: 6

Attacks: Slam (1d6)

Special: Transformation

Move: 4

HDE/XP: 4/175

Mimics are a bizarre creature that has adapted to dungeon dwelling by transforming itself into the shape of objects commonly found there such as treasure chests, doors, or even pieces of flooring. When transformed in this fashion mimics are undetectable as monsters. When they come in contact with any living foe, they instinctively lash out with a pseudopod-like limb.

Nightsteed

Armor Class: 2 [17]

Hit Dice: 5+5

Attacks: Flaming Hooves (2d6)

Special: Fearful Cry

Move: 15 (18 when flying)

HDE/XP: 5/600

A nightsteed is a black horse with burning red eyes and a mane of fire. Its hooves also burn with hellfire and it can fly as easily as run. They attack with their flaming hooves, and once per day can let out a terrible cry that requires all who hear it to make a saving throw or flee in terror of the nightsteed for 1d6 rounds.

Nymph

Armor Class: 7 [12]

Hit Dice: 3

Attacks: None

Special: See Below

Move: 12

HDE/XP: 2/120

Nymphs are fey who appear as leaf-clad or nude women of unimaginable beauty. They dwell in the deep parts of the forest and seek to protect wild places in the world. Any men who gaze upon them must make a saving throw at a -4 penalty or fall completely under their thrall. Nymphs will lead wayward travelers away from their beloved woods and malicious foes to their deaths, often drowning them in woodland lakes while they are enchanted. Nymphs are invisible while in the woods as long as they remain still, blending seamlessly into their surroundings.

Orbitus

Armor Class: 4 [15]

Hit Dice: 9

Attacks: See Below

Special: See Below

Move: 9 when flying

HDE/XP: 9/2000

The Orbitus is a highly intelligent floating sphere with a massive eye set into its center and many stalks sprouting from it that each end in an eye. They are calculating, intelligent and powerful. When in combat they can perform each of the following attacks once per round, by casting a unique spell from each eye: *Charm Person*, *Confusion*, *Dispel Magic*, *Death Spell*, *Disintegrate*, *Hold Monster*, *Sleep*, *Telekinesis*, and *Transformation II*. They can also bite once per round for 1d6 points of damage and because of their many eyes they cannot be surprised or attacked unawares.

Phase Cat

Armor Class: 3 [16]

Hit Dice: 5

Attacks: 2 claw (1d6 each) and bite (1d6)

Special: Distortion

Move: 15

HDE/XP: 5/275

Appearing as black panthers, these magical felines are aggressive predators who regularly attack human prey. They possess a natural illusionary quality that makes them difficult to hit. All attacks have a 20% chance of missing.

Planar Bladesmen

Armor Class: 3 [16]

Hit Dice: 5

Attacks: Silver Blade (2d6)

Special: Magic Resistance, *Teleport*

Move: 12

HDE/XP: 7/600

Gaunt humanoid warriors wielding mercurial silver swords, these creatures are said to travel the planes in flight from their former slave-masters. They are highly resistant to magic, receiving a +5 bonus to all saving throws made to resist it. In addition, they can *Teleport* once every other round.

Poltergeist

Armor Class: 9 [10]

Hit Dice: 1

Attacks: See Below

Special: *Telekinesis*

Move: 12 while flying

HDE/XP: 2/35

Poltergeists are incorporeal spirits animated by anger. They often seek to take out their rage on the living by hurling objects with their telekinetic powers. Most thrown objects inflict 1d6 points of damage. Poltergeists can only be injured by magical weapons and spells, though they may be Banished by a cleric as if they were wights.

Rot Worm

Armor Class: 8 [11]

Hit Dice: 1-1

Attacks: Bite [1d6-3]

Special: Infect

Move: 3 (12 while swimming)

HDE/XP: < 1/10

These large, slimy worms seek to attach themselves to a host. When they make a successful attack they burrow under the skin they attempt to bore their way to the target's heart and devour it. Targets have 1d4 rounds from the time of a successful attack before the rot worm reaches their heart.

Rust Monster

Armor Class: 3 [16]

Hit Dice: 4

Attacks: See Below

Special: Rust Touch

Move: 12

HDE/XP: 4/240

These armadillo-like creatures appear to have plated hides of yellow or brown and two large, feathery antennae as well as a long beak. They feed on metal, which rusts at the touch of their antennae. When they succeed in an attack the rust monster strikes at a metal weapon, armor, or shield and his touch immediately causes that object to crumble to rust. A character wearing or wielding a magical item may make a saving throw to avoid this effect.

Sanguine Fog

Armor Class: 6 [13]

Hit Dice: 4

Attacks: Blood Fog (1d6)

Special: Blood Fog

Move: 6

HDE/XP: 4/240

This mysterious sentient fog appears blood red in color and drifts towards living targets. It typically fills a 10'x10'x10' area. Any who are caught in it automatically suffer 1d6 points of damage. Sanguine fog cannot be damaged by non-magical weapons and is not actually a fog – but a malicious spirit. It can be subjected to Banish Undead by a cleric as if it were a Wraith.

Shade Lord

Armor Class: 2 [18]

Hit Dice: 7

Attacks: Cursed Blade (1d6 + Curse)

Special: See Below

Move: 12

HDE/XP: 9/1700

A shade lord is an invisible, incorporeal spirit that typically wears a black robe and cloak to give itself physical form. It wields a terrible cursed blade in battle. Any who are struck by it must make a saving throw at a -4 penalty or

lose one level. In addition, shade lords radiate an aura of fear. Any foe of 3 or fewer levels or hit dice who comes within 30 feet of a shade lord automatically flees in terror. Those who do not flee are still cower and shake in terror, suffering a -2 penalty to all attack rolls while in melee combat with them. Shade lords are immune to damage from non-magical weapons and cannot be banished by a cleric.

Shambling Mound

Armor Class: 2 [18]

Hit Dice: 8

Attacks: Slam (1d6+1)

Special: See Below

Move: 9

HDE/XP: 8/1400

Shambling mounds are large humanoid plant-like creatures. They are all but invisible in wild areas, surprising their foes on a 1-4 on 1d6. When a shambling mound successfully attacks its foe with a slam attack it automatically begins to constrict its foe for an additional 1d6+1 damage each round until it lets go or is slain. Shambling mounds are immune to damage from lightning and fire.

Sidhe

Armor Class: 3 [17]

Hit Dice: 5

Attacks: Fey Blade (2d6)

Special: See Below

Move: 12

HDE/XP: 7/600

Sidhe are noble fey who rarely travel the mortal realm. They appear as tall elfin beings of amazing beauty and are clad in shining mail and glorious raiment. All who looks upon them are struck blind by their beauty unless a successful saving throw is made. Sidhe attack with their magical fey blades which do 2d6 points of damage and may cast *Alter Time*, *Invisibility*, and *Phantasmal Force* each once per day. They are also highly resistant to mortal magic and have a +5 bonus to all saving throws made to resist it.

Skeleton, Flaming

Armor Class: 6 [13]

Hit Dice: 2

Attacks: Flaming Slam (1d6+1)

Special: See Below

Move: 12

HDE/XP: 2/45

Flaming skeletons have been animated with an unholy fire that radiates from them. They attack with a flaming skeletal fist. Whenever a flaming skeleton makes a successful melee attack the target must make a saving throw or suffer an additional 1d6-1 points of damage as they catch fire from the dark flames surrounding this undead creature. Flaming skeletons radiate light with a 10 foot radius and they can be banished by a cleric as if they were zombies.

Stirge

Armor Class: 5 [14]

Hit Dice: 1-1

Attacks: Sting (1d6-1)

Special: Suck Blood

Move: 15 while flying

HDE/XP: 1/15

These tiny birds have needle-like beaks which they use to impale their victims and then drain them of blood. Whenever a stirge makes a successful melee attack they remain attached to their target and automatically inflict 1d6-1 points of damage each round as they drink the victim's blood.

Water Weird

Armor Class: 3 [16]

Hit Dice: 4+4

Attacks: Slam (1d6)

Special: Drown

Move: 12

HDE/XP: 4/400

Water Weirds are corrupted elementals that attack by slamming into their victim and then entering their lungs in an attempt to drown them. Once they have successfully attacked, they slide down a target's mouth and into their

lungs. Each round the target suffers 1d6 points of damage and must make a saving throw or drown to death. Water weirds hide in pools of water where they are undetectable until they strike.

Section IV

The Wererat's Well



Introduction

The Wererat's Well is an dungeon crawling adventure for six to eight *Swords & Wizardry White Box* characters between 1st and 3rd level. The player characters have been hired by the mayor of Willowford discover and snuff out the source of a plague which has been ravaging the local populous. The mayor, after consulting with the local priest, has determined that the source of the disease is the water source of the town: the well. The town constable recently died of the plague and the townsfolk are paralyzed with fear. Thus the player characters have been hired to investigate the well and save the town.

Preparing for the Adventure

The referee is encouraged to read over this adventure before running it. *The Wererat's Well* draws on material found in *Swords & Wizardry White Box* along with the addition of a few new monsters detailed on in the Section III: Bestiary. Players should have their characters prepared. However, *The Wererat's Well* is deadly module, and the referee should encourage players to be cautious and think about their actions before charging in blindly.

In addition to the dungeon itself, a few details are provided on the village of Willowford. These include information on Mayor Daran, the high priest Arden of the Silver Light, and the local watering hole – The Frothing Mug. Detailed information on Willowford can be found in Appendix I: Willow Valley Gazetteer on page 107.

The Wererat's Well is the first chapter in a trilogy of loosely connected adventures that also includes *The Wizard's Tower* and *The Dragon's Hoard*. The village of Willowford serves as a staging ground for all three adventures and the village will be given an in depth write-up in *White Box Omnibus*.

Each location in the dungeon is given a description which is highlighted in gray boxed text. Details on each encounter includes abbreviated non-player character statistics, treasure, and other surprises.

The Village of Willowford Synopsis

Willford is a small village nestled in idyllic rolling hills surrounded by light woodlands that eventually give way towering mountains to the north. Most local citizens are fishermen or farmers. The village is almost devoid of demihumans. The only prominent one runs the local tavern, the Frothing Flagon. Mayor Daran serves as the village's leader and Father Arden of the Silver Light is spiritual council for the citizenry. Until recently the village constable was a the Baldas, who died a few weeks ago of the plague that now holds Willford in its grip.

Mayor Daran: Daran is a proud man in his mid-40s with salt and pepper hair and a stout frame. He is firm, but fair, with the locals and well-liked. He has offered a reward of 500 gold pieces to anyone who can stop the plague troubling Willowford, which is what has drawn the player characters to the village. He is barely educated, only able to read and write. He, like Father Arden, believes the source of the plague is the village's water source – the well on the north end of town. Mayor Daran is neutral in alignment and has statistics identical to a Human Soldier as found in *Swords & Wizardry White Box*.

Drusk: This surly dwarf is the owner/operator of the Frothing Flagon, the finest tavern and inn in Willowford. Drusk is a no nonsense businessman. He demands all weapons (except daggers) be peace-bonded when entering his establishment and will not negotiate prices for food or lodging. The occasional brawl doesn't bother him, but as soon as steel is drawn Drusk goes for his axe. A meal at the Frothing Flagon costs seven copper pieces, which includes beer, ale or wine. A night's lodging costs 9 silver pieces for a room, 3 silver to sleep in the common room, or 5 copper pieces to sleep in the stable. Drusk is a level one dwarf and he keeps a battle axe under the bar if things get rough in the Flagon.

Father Arden: Father Arden is a young priest of the Silver Light. The Church assigned him the small parish in Willowford after the previous priest died of old age. Arden has only been here a few years and is a bit overwhelmed by the problem at hand. In spite of his doubts, his keen mind and dedication have lead him to discover the source of the plague has come from the town's well. Father Arden is a second-level cleric of Lawful alignment. He will aid the party with his meager magic, but will not accompany them on their adventure. Silver is holy metal to those of the Silver Light faith and Father Arden will sell silver weapons to the party at the following prices.

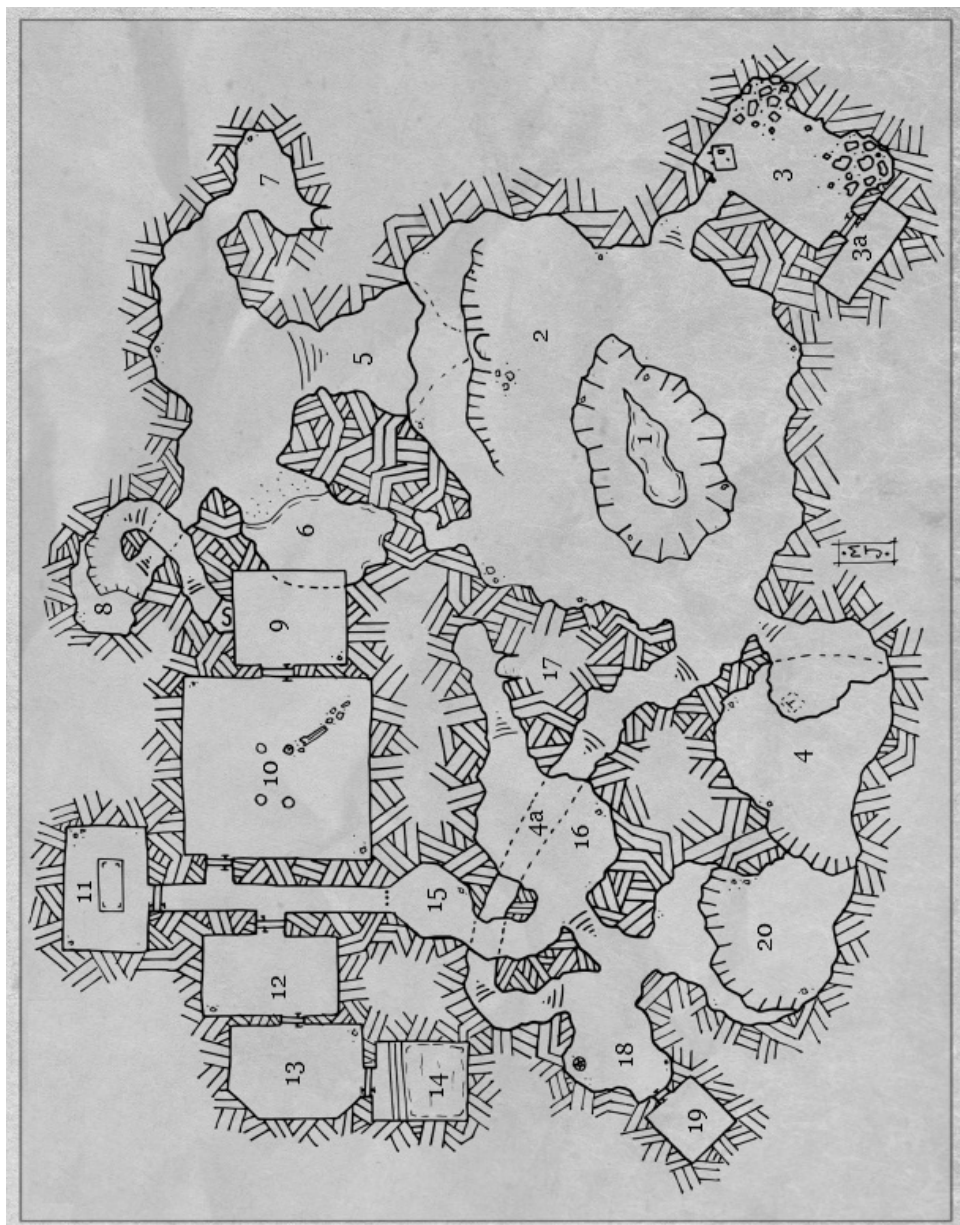
Weapon	Cost
Arrow, Silver (10)	10 gp
Bolt, Silver (10)	10 gp
Dagger, Silver	20 gp
Holy Symbol, Silver	25gp
Long Sword, Silver	30 gp
Short Sword, Silver	25 gp
Sling Stones, Silver (10)	10 gp

Other Townsfolk: The referee is encouraged to add other locals to Willowford to suit their own game. Most of the folks who live here are simple farmers, lumberers, and fisherman. Most are in their own homes by nightfall and sleep with their doors barred or locked. The town is protected by half a dozen human men-at-arms as shown in the *Swords & Wizardry White Box* rules. They are summoned in the event that anyone is caught in the act of assault, thievery, and other worse crimes.

There is a general store in town, Finch & Breig Supply, which has a 75% chance to have any item for sale found in the *Swords & Wizardry White Box* rule book. All items are sold at 110% of listed cost.

Referees who want more detailed information on the village of Willowford should see Appendix I: Willow Valley Gazetteer beginning on page 107.

Map of the Wererat's Well



Random Encounters in the Wererat's Well: There are no wandering monsters in this dungeon. However, if the player characters foolishly decide to camp overnight there is a 75% chance that they will encounter a party of $1d3+1$ wererats patrolling the passages.

The Wererat's Well

The locations on the map on page 57 are detailed below. Also included is the well itself as the characters approach it before descending into the dungeon itself.

Location 0: The Willowford Well (*not shown*)

Willowford's well is located on the northern edge of town and is protected by a small wooden shack that has seen better days. Its stones are built to about three feet high and a wooden bucket is secured to an oak arch above the opening and dangles from an old, slightly tattered rope that is spun about it and can be lowered by a rusty hand crank.

It is forty feet to the bottom of the well. How the player characters choose to descend into the well is up to them. Ropes with hooks can be secured to the stone well itself and begin repelling down without much trouble. If the party attempts to climb down using the rope and bucket of the well, they run the risk of a dangerous fall. If more than thirty pounds of weight are put on the rope it snaps and any characters who are using it fall to the bottom of the well, suffering 4d6 points of damage in the process.

Location 1: Bottom of the Well

The great oblong pool that serves as a water source for the village of Willowford runs thirty feet in length and is easily ten feet across. Its cold, still waters rise to your waist and are set into a plateau of mud and stone that surrounds it on all sides in the center of a huge underground hollow.

The water here has recently been infested with four rot worms. Characters who fall from Location 0: The Willowford Well and survive are immediately attacked by 1d4 of these parasites. The rot worms are difficult to see in the water, and surprise anyone who stays in the water for more than one round on a 1-4 on 1d6. Characters who search through the water for treasure discover some minor treasure, but are certain to draw the attention of the rot worms if they haven't already.

It is a ten foot climb from the plateau and pool of water to Location 2: The Great Chamber.

Rot Worms (4, hp 4, 2, 2, 1): AC 8 [11], HD: 1-1, Atk: 1d6-3 (bite), Sp: Infect, Mv: 3 (swim 12), HDE/XP: < 1/10.

Treasure: Silver ring (15 gp), 2 gp, 17 sp, 43 cp.

Location 2: The Great Chamber

This vast cavern is bound by walls of stone and earth. A rocky cliff on the north wall is split by a wide, dark fissure. A wide hall opens along the

western wall, splitting off in two different directions and a simple stairwell of stone peaks out of the eastern side of the cave.

The chamber itself is devoid of monsters, save for one wererat. This lone slinker is in rat form when the players begin exploring the location and immediately scurries away to Location 12: The Hall of the Rat God to inform his allies of intruders.

There is a small nook in the northern part of the room the wererats have been using as a toilet. It is filled with a massive pile of rat excrement.

Characters who make an effort to listen for noises in the chamber have a 1-2 on 1d6 chance of hearing a low, painful moaning coming from the south eastern corner of the chamber. This is coming from the human trapped in Location 3a: The Cell.

Wererat: AC 6 [13], HD: 3, Atk: 1d6 (weapon), Sp: Control rats, lycanthropy, Mv: 12, HDE/XP: 4/120.

Treasure: 32 gp, 89 cp.

Location 3: The Writhing Room

There is a narrow-faced man with greasy hair slinking in the corner of this room. He sits on a wooden crate in the northern corner of the room and has made a small cook fire where he appears to have some kind of meat set upon a spit. It smells vaguely of pork. The far corners of the room are filled with stone and scattered detritus, while you can hear scratching and pounding against the door to the south, as if someone or something is clamoring to get free.

The narrow-faced man introduces himself as "Gren," and tells the player characters that he is a native of Willowford who is living in the caves and scrounging a living by catching and eating rats and other scavengers. In truth, Gren is a wererat and the meat he is cooking is human flesh. He is watching over a newly bitten victim who is due to go through their first change any day. Until then, Gren keeps watch over the poor wretch and feeds them cooked human flesh once per day.

Gren will tell the characters that a terrible beast is kept behind the door and he is fearful to open it. He welcomes the party to investigate. If they turn their back on him, he transforms into his man-rat form and attacks for one round before fleeing to Location 13: The Throne Room to carry news of the intruders to the Rat King. He leaves behind the prisoner's gear when fleeing, which is meager.

Wererat (hp 7): AC 6 [13], HD: 3, Atk: 1d6 (weapon), Sp: Control rats, lycanthropy, Mv: 12, HDE/XP: 4/120.

Treasure: Long sword, dagger, shield, 22 silver pieces, 50' of rope, 2 torches, flint and steel, amethyst gem (12 gp), *Scroll of Cure Wounds I*.

Location 3a: The Cell

This small square room serves as the prison of a young woman who is dressed in tattered leather armor and has a desperate look in her eyes. As light fills the room from your torches and lamps, she cowers and begins to plead for freedom.

The woman is Freyla, a tomb robber who began to explore the well after hearing rumors of hidden wealth from a local patron at the Frothing Flagon. She was bit by Gren within a few hours of investigation and has been inflicted with lycanthropy – though she does not yet know it. She will offer to join the party for an equal share of the treasure. She is true and honest for the first 4d6 hours with the party, after which her first transformation occurs and she immediately becomes an evil wererat loyal to the others who dwell in the cave.

Freyla (Wererat) (hp 9): AC 6 [13], HD: 3, Atk: 1d6 (weapon), Sp: Control Rats, lycanthropy, Mv: 12, HDE/XP: 4/120.

Treasure: None.

Location 4: The Alcove

A set of crude stairs rise a few feet into what appears to have be a hollow in the stone. The ceiling dips low, barely fifteen feet high and the interior is draped in darkness. The chamber has the damp, putrid smell of rotting meat and the darkness is only broken by the occasional flicker of red light.

The far end of the dark hollow is filled with bones and corpses that are in a state of decay. Four giant fire beetles nest here, feeding on the carrion. They approach and attack any who disturb the bones. Unknown to the wererats there is a trap door against the wall of this chamber that opens up into a vast cavern which ends in a cliff that drops 30 feet into Location 20: The High Landing.

Beetle, Giant Fire (4, hp 4, 5, 5, 7): AC 4 [15], HD: 1+3, Atk: 1d6 (bite), Mv: 12, HDE/XP: 1/15.

Treasure: 87 gp, 124 cp, *Boots of Elven Kind*

Location 4a: The Tunnel

This long tunnel descends down ten feet and is dark, dank and smells of mold.

This tunnel runs beneath Location 16 before opening into Location 18. There are no monsters, though combat is difficult and the characters will need to march single file when going beneath Location 16.

Location 5: The North-Eastern Hall

The fissure opens into a broad chamber with an some ascending stairs. The chamber splits, going both east and west with a third, smaller passage in the northern wall. The sound of gently lapping water can be heard to the west.

This room is empty.

Location 6: Underground Pond

A small pool of water is nestled in the chamber. Its water is surprisingly clear.

The water is perfectly safe and quite potable. There are no monsters or traps.

Location 7: Hidden Exit

The hall opens to a larger chamber. There walls are damp and long vines run along the southern wall.

This chamber actually contains a secret exit that can be discovered on a 1 (or 1-2 for elves, dwarves and halflings) on 1d6. The wererats have dug a narrow hole in the the southern wall that leads up to a hollowed tree stump that can be moved away. This is how they enter and exit the cavern. There is a 65% chance that a wererat will be here, guarding the exit. If present, he will be hidden in the vines and attack when the players approach. He is stealthy and surprises opponents on a 1-5 on 1d6.

Wererat: AC 6 [13], HD: 3, Atk: 1d6 (weapon), Sp: Control rats, lycanthropy, Mv: 12, HDE/XP: 4/120.

Treasure: 12 gp.

Location 8: The Garbage Pit

The stairs wind slowly upward and come to a landing before continuing their ascent. There is a bubbling noise and a foul odor coming from the darkness below and the pit itself descends beyond the light of your torches and lanterns.

The pit serves as a garbage disposal for the wererats. It goes down sixty feet, and a gelatinous cube makes its lair in the bottom. It fills the entire

pit floor and any who climb down will be attacked. Once slain, the party can recover the valuables from the remains of the slain intruders who died here.

Gelatinous Cube (hp 22): 8 [11], HD: 4, Atk: 1d6 (strike), Sp:

Paralyzing strike (save or be stunned for 1 hour), Mv: 6, HDE/XP: 5/240.

Treasure: Rusted weapons and armor (useless), 122 gp, diamond (735 gp), sapphire (625 gp).

Location 9: Torture Chamber

This room is one out of nightmare. Long tables are decorated with manacles and chains and a rusted iron maiden is sitting in the far corner. A fallow-faced humanoid and a rat-like humanoid are sitting on opposite sides of one of these tables, casually playing cards. They stand and draw wicked blades from their belt as you enter.

This room can only be entered via a secret door which can be discovered on a 1-2 on 1d6, but opening the door makes enough noise to alert the wererats present. They attack as soon as the characters enter. The door to the west is trapped with a poison needle. When the door is opened the need fires. The target must make a saving throw or become inflicted with lycanthropy. In 1d6 turns they will be transform into a wererat if the saving throw is failed.

Wererats (2, hp 10, 8): AC 6 [13], HD: 3, Atk: 1d6 (weapon), Sp: control Rats, lycanthropy, Mv: 12, HDE/XP: 4/120.

Treasure: 132 gp, 45 cp, *Potion of Healing*, *Sling+1*

Location 10: The Great Hall

This long chamber is held up by crude stone columns and at its center is a great table which is covered with maps, markers and a few small hand weapons. A pair of large black rats are gnawing at a human bone which serves as a paper weight. Three wererats, plague-ridden rats somehow stretched into humanoid forms are around the table and chittering in their own language. Beside them is a goblin clad in leather armor.

The wererats, goblin and rats attack as soon as the party enters. The maps are crude drawings of Willowford and the surrounding area. If the goblin is not slain outright, he flees after suffering a single point of damage. The goblin is a messenger for an evil wizard who has bound the wererats to his service – see *White Box Adventures: The Wizard's Tower* for more information – and will attempt to escape to his master at the first opportunity. The goblin carries a letter from his master and a crude map that can be used to locate the tower. If the battle appears to be going against the

wererats, one of them will flee to Location 13: The Throne Room to alert the Rat King that intruders have found their lair.

Giant Rats (2, hp 3, 2): AC: 7 [12], HD: 1-1, Atk: 1d6 (bite), Sp: 5% are diseased, Mv: 12, HDE: < 1/10.

Goblin (hp 3): AC: 6 [13], HD: 1-1, Atk: 1d6 (weapon), Sp: -1 "to hit" in sunlight, Mv: 9, HDE/XP: < 1/10.

Wererats (3, hp 14, 10, 8): AC 6 [13], HD: 3, Atk: 1d6 (weapon), Sp: Control rats, lycanthropy, Mv: 12, HDE/XP: 4/120.

Treasure: 189 gp, 32 sp, 539 cp, garnet (200 gp).

Location 11: The Reflecting Pool

An unnatural cold fills this room in spite of the many large candles whose flames ring a massive pool of still black water here. The pool itself is reminiscent of a cloudless midnight sky.

This magical spring serves as a two way communication device between the wererats and their wizard master. As long as the candles remain lit anyone who approaches it immediately sees the image of a wizard's laboratory in the still waters. If any of the candles are blown out, the image immediately disappears and relighting the candles does not restore communication. Characters who drink from the pool must make a saving throw or immediately begin to go insane. The details of insanity are left to the referee. If a character is foolish enough to touch or immerse themselves in the water they are immediately sucked into its depths and reappear in the infinity of the Astral Plane. They are lost forever.

If the characters gaze into the pool for one turn they see a robed figure, face hidden in shadow, approach the pool and across its magical divide at them. He immediately begins a magical incantation which ends the pool's communicative abilities.

Location 12: Hall of the Rat God

The walls of this large stone-walled room are painted in blood with terrible imagery. Giant rats consuming live humans are depicted on a massive scale, some being eaten whole. A great bonfire painted in sickening red shows human-rat hybrid creatures dancing around a fire fueled by burning corpses. Two rat-headed humanoids dressed in black shrouds are standing on the far side of the room, flanking the western exit. They cold wickedly curved blades in their hand and approach menacingly towards you.

The mural is a dedication to the unholy god of wererats and empowers the Rat King's bodyguards who reside here. Any wererats in this room receive a +1 bonus to all attack, damage and saving throw rolls. They

are immune to fear and will fight until slain. If the sounds of combat are heard, the Rat King in Location 13: The Throne Room prepares for battle by making use of the treasures he carries.

Wererats (2, hp 13, 14): AC 6 [13], HD: 3, Atk: 1d6 (weapon), Sp: Control rats, lycanthropy, Mv: 12, HDE/XP: 4/120.

Location 13: The Throne Room

This chamber is empty save for a throne made solely of human bones. Upon it sits a great and terrible wererat, easily seven feet in height and clutching a pitted long sword. He stands as you approach. His red eyes twinkle and his whiskers twitch in anticipation.

If the Rat King knows the party is coming, he will make use of his *Pipes of the Sewer* and fill the throne room with giant rats before retreating to Location 14: The King's Chamber. Once there he will drink his *Potion of Invisibility* and wait to ambush the party. Should the party attempt to parlay with the Rat King, he will offer to turn them into wererats if they will serve him. If they turn his "offer" down, he will attempt to slay them.

Rat King (hp 18): AC 5 [14], HD: 3, Atk: 1d6 (weapon), Sp: Control Rats, lycanthropy, Mv: 12, HDE/XP: 5/240.

Treasure: Long sword+1, Ring of Protection +1, Pipes of the Sewer, Potion of Invisibility, gold and ruby ring (543 gp), 85 gp.

Location 14: The King's Chamber

A stone floor has been set in this chamber. A large bed has been set in the far corner with a heavy oak chest at its foot. The southern wall is dominated by a beautiful, if faded, tapestry depicting the village of Willowford.

The Rat King's personal chambers are simple, but fine. He sleeps in a fine (but flea infested) bed and keeps his valuables in a trapped oak chest. Any attempt to open the chest triggers a trap which fills the room with a poison gas. Characters in the room who fail their saving throw fall to the ground and immediately choke to death. Inside they find 850 gold pieces, 1232 silver pieces, 439 copper pieces, a *Potion of Cure Disease*, scrolls of *Protection from Chaos* and *Wizard Lock*, and a *Bag of Holding*. A mundane item includes the Rat King's journal which shows that the Rat King himself has infected the town of Willowford with the mysterious plague and that it is incurable as long as the Rat King lives. He is doing so at the bidding of an evil nameless wizard with whom he has entered a reluctant alliance.

Location 15: The Portcullis

The chamber opens up to reveal an old portcullis has been set against the western wall. A large armadillo-like creature with long antennae and a beak appears to actually be eating away at the metal. As you approach it turns and slowly approaches you and your companions.

This is a wandering rust monster, drawn to the player characters as they enter the chamber by their metal gear. It will attempt to eat the equipment of the most metal-clad party member.

Rust Monster (hp 19): AC: 3 [16], Atk: Special (no damage), Sp: Rust Touch, Mv: 12, HDE/XP: 4/240.

Treasure: None.

Location 16: The Resting Wren

The floor of this room is covered with tattered, dirty mats of cloth and straw. They may have once been bedrolls or sleeping mats at some point, but have long since been ruined.

This is the sleeping chamber of the wererats who dwell here. There is only one wererat currently present, though he is in rat form. Four giant rats are also hiding among the bedrolls. They are likely to surprise the party, with a 1-3 chance on 1d6. They attack any non-wererat who enters the chamber.

Giant Rat (4, hp 4, 3, 2, 2): AC: 7 [12], HD: 1-1, Atk: 1d6 (bite), Sp: 5% are diseased, Mv: 12, HDE: < 1/10.

Wererat: AC 6 [13], HD: 3, Atk: 1d6 (weapon), Sp: Control rats, lycanthropy, Mv: 12, HDE/XP: 4/120.

Treasure: 156 gp, 26 sp, *Mace+1*, *Leather Armor+1*, *Scroll of Bless*.

Location 17: The Birthing Chamber

The withering floor of this crude, hollow chamber is a mystery to you. It is only when the light of your torches and lanterns fills the room that you see the chamber floor is covered by tiny, hairless rats. They writhe and twist, their shrill screams filling the room as they awaken in the light.

This chamber is where natural wererats are left to nest. They do not attack the party because they are too young to be aggressive. However, should any member of the party enter they will be bitten 2d4 times each round they are in it. Each bite is small and does not inflict damage, but requires a saving throw or the character will be inflicted with lycanthropy.

Location 18: The Common Area/Storage

Pressed against walls of this cavern are lined with barrels, crates, and all manner of supplies. Where wine casks, storage chests, or burlap sacks, this appears to be some kind of storage chamber. There is a large table in the center of the room with crockery, dice and iron flatware strewn haphazardly about. Two thin-faced men dressed in ragged clothing are arguing at the table while a third is kneeling before a stone door on the southern wall, clearly trying to pick the lock. When they take note of you, they draw cudgels and daggers and advance.

One of these men is a wererat, while the other two are nefarious locals from Willowford who have allied with the wererats. If the wererat is slain, the other two will surrender and attempt to barter their lives in return for information about the Rat King. They tell the party that he has orchestrated the plague and that he's both the most powerful wererat and the leader.

Wererat (hp 9): AC 6 [13], HD: 3, Atk: 1d6 (weapon), Sp: Control rats, lycanthropy, Mv: 12, HDE/XP: 4/120.

Bandits (hp 4, 3): AC 7 [12], HD 1, Atk: 1d6 (weapon), Mv: 12, HDE/XP: 1/15.

Treasure: 54 gp, emerald (200 gp), *Dagger+1*.

Location 19: The Forgotten Tomb

The door of this chamber is ancient stone and has the image of a star set upon its center, inlaid in silver. There is a small handle, also crafted of silver. The door appears and its markings appear undaunted by time or wear.

The door can only be opened by a cleric of the Silver Light other lawful cleric. Inside the characters find the entombed body of a knight who has long since become little more than bones and dust. All that remains are his weapons, armor and holy symbol – all of which are powerful artifacts of the Church of Silver Light. Characters who are chaotic in alignment who attempt to take these treasures summon the angry spirit of the knight, who attack as a wight and cannot be turned.

Wight (hp 12): AC 5 [14], HD 3; Atk: 1 level (claw), Sp: level drain, Mv: 9, HDE: 5/240.

Treasure: *Silver Chain Mail+1*, *Silver Long Sword +1*, +4 vs. *Lycanthropes*, Silver Holy Symbol.

Location 20: The High Landing

This vast, flat chamber is nearly featureless and silent. The only objects of note are the bones scattered about the room in half a dozen small piles. A long cliff drops fifty feet straight down on it's western side.

The bones are that of three adventurers who once attempted to explore the cavern in the early days of Willowford. What slew them is unknown and has long since departed the area. If disturbed they rise as skeletons and attack.

Skeleton: AC 8 [11], HD: 1, Atk: 1d6 (weapon), Mv: 12, HDE/XP: 1/15.

Treasure: 224 sp, *Wand of Light* (12 charges).

Aftermath and Further Adventures

If the party returns to Willowford after successfully defeating the Rat King and his servants the plague soon subsides. They are heralded as heroes by the locals. They are rewarded by the mayor with a payment of 500 gold pieces. However, both the Mayor and Father Arden are concerned if they hear news of the wererat's mysterious master – an unknown wizard and humbly request that the party investigate this matter further. Father Arden knows that there was once a wizard who dwelt in a keep several miles from the village, though he had believed until this news that the tower was abandoned.

Referees are encouraged to consult Appendix I: Willow Valley Gazetteer on page 107 to further develop their campaign, which is continued in *The Wizard's Tower*.

Section V

The Wizard's Tower



Introduction

The Wizard's Tower is an dungeon crawling adventure for six to eight *Swords & Wizardry White Box* characters between 4th and 6th level. After saving the village of Willowford from a mysterious plague, the player characters have discovered that the plague may have been fabricated by a mysterious wizard who resides in a tower some miles from the village. After outfitting themselves in the village, they have set off into the Gallowswood Forest and come to the wizard's tower, which was until recently, believed to be abandoned.

Preparing for the Adventure

The referee is encouraged to read over this adventure before running it. *The Wizard's Tower* draws on material found in *Swords & Wizardry White Box* along with the addition of a few new monsters detailed in Section III: Bestiary. Players should have their characters prepared. However, *The Wizard's Tower* is deadly module, and the referee should encourage players to be cautious and think about their actions before charging in blindly.

In addition to the dungeon itself, a few details are provided on the surrounding wilderness. These include information on the Gallowswood Forest is provided, including nomadic band of elves who dwell in these woodlands.

The Wizard's Tower is the first chapter in a trilogy of loosely connected adventures that also includes *The Wererat's Well* and *The Dragon's Hoard*. The elvish encampment in the Gallowswood Forest gives the player characters the opportunity for roleplaying, information gathering and even potential allies. It will be given an in depth write-up in *White Box Omnibus*.

Each location in the dungeon is given a description which is highlighted in gray boxed text. Details on each encounter includes abbreviated non-player character statistics, treasure, and other surprises.

The Gallowswood Forest

Named for the early and macabre uses of its lumber by early human settlers, in the modern day the Gallowswood Forest has become overgrown and wild. It is rarely traveled by locals and the roads that once ran through it have become reduced to deer trails and pitted paths. It is now home to fey, beasts and a small clan of elves known as the Perenth.

The Perenth hold no love for the humans who live in the nearby village of Willowford, but nor do they wish them ill will. They simply seek to live a peaceful coexistence with the natural world. Recently, however, they have been troubled by the growing number of monsters that have appeared in the Gallowswood. Bugbears and goblins are moving across the forest at night, and even a mantichore is said to hunt in their woods. They are too few to stand up directly to the beasts intruding in their homeland. Instead they use their magic to pass unseen and strike from ambush. The leader of the Perenth, an elf known as K'saeya is deeply concerned. She has noticed dark lights flickering in a long abandoned tower that lies deep within the Gallowswood and believes it to be the source of this growing evil.

Characters passing through the Gallowswood Forest have a 1 in 1d6 chance of encountering some of the strange residents of the woodlands each day, and a 1-2 in 1d6 chance of having an encounter at night.. Fey creatures will attempt to tease and taunt the player characters, while monsters are on the hunt and aggressive. If the elves are encountered their reaction will depend entirely on the player characters. If the party is forthright and honest with the elves, then K'saeya and her people will aid the party by providing them protection in their travels and may, if the characters show themselves to be dedicated to the preservation of the forest and destruction of evil, even offer to provide the party with a minor magical item or two – at the referee's discretion.

K'saeya: She is the leader of the elves who live in the Gallowswood and an experienced warrior and tracker. She is pragmatic and terse with outsiders, but not uncaring. She has a distrust for humans and dwarves, and regards halflings as idle and lazy. The elves she leads are fiercely loyal and have total faith in her. K'saeya herself is a 4th level Elf, per the Elf Variant House Rules from *Swords & Wizardry WhiteBox*, while her followers are 1st level. K'saeya will aid characters who are interested in protecting the Gallowswood, though will subject prospective allies to a *Detect Chaos* spell and extensive questioning before providing them with help. If the characters prove themselves worthy her clan members will lead the characters to the wizard's

tower and may even provide them with food, water, and a few *Potions of Cure Wounds I*.

Travel and Random Encounters

The journey from Willowford to the wizard's tower takes five days on foot. As previously stated, the characters have a 1 in 1d6 chance of having a random encounter each day and a 1-2 in 1d6 chance each night. The referee should roll randomly on the chart below to determine exactly what the characters encounter. Monsters are generally hostile, though clever characters may find ways to avoid combat. Fey creatures are curious, but may turn hostile if attacked. In either case, these creatures are likely to flee if the encounter begins to go badly for them. If elves are countered they will approach cautiously with weapons at the ready.

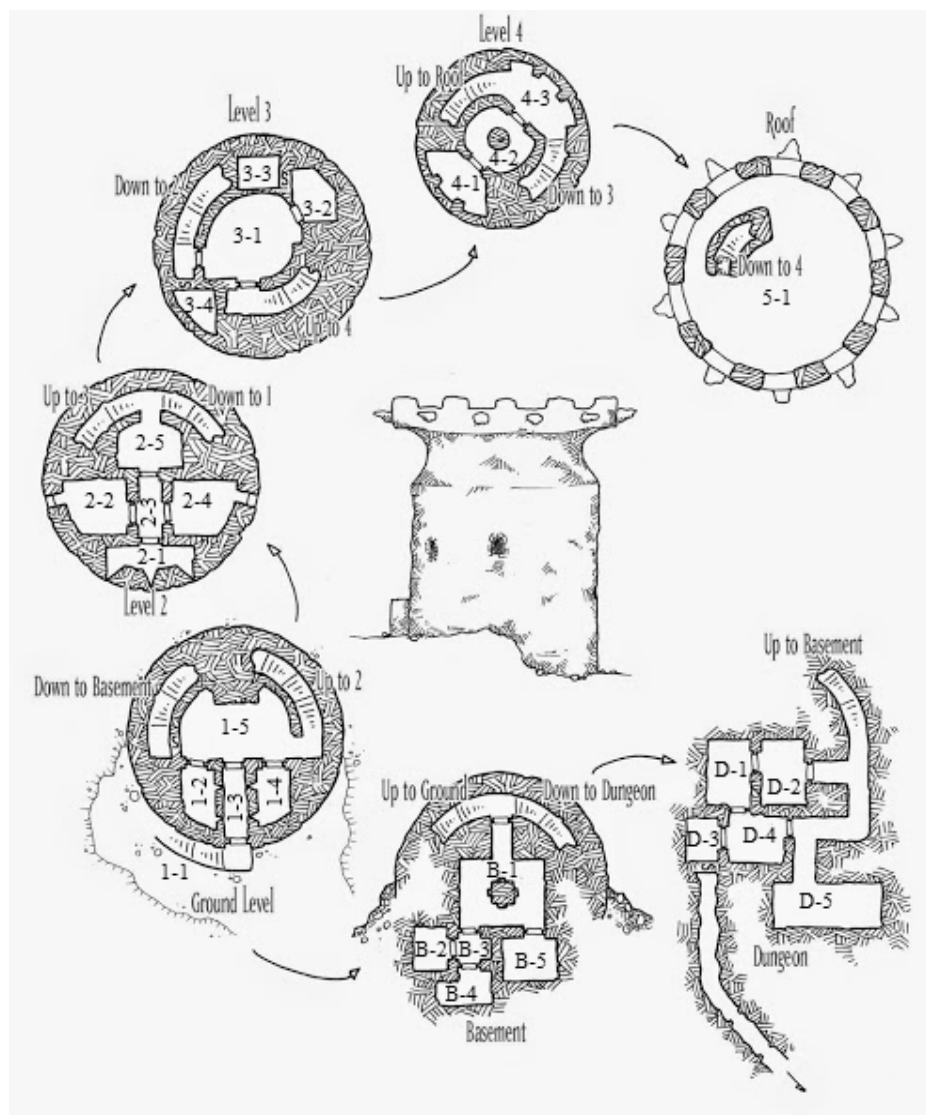
The Gallowswood Forest is dense and difficult to navigate. Without the aid of the elves or a character familiar with forestry there is a 20% chance that they will lose their way and spend a day traveling without making any progress.

Gallowswood Random Encounters

Roll (1d6)	Creature	Number Appearing
1	Centaur	1d6
2	Dryad	1
3	Elf	3d6
4	Goblin Raiders*	See Below*
5	Manticore	1
6	Troll	1d4

*In the event of a goblin raiding party, there will be one bugbear, 1d4 hobgoblins and 2d6+2 goblins. There is also a 15% chance that one ogre will be present.

Map of the Wizard's Tower



The Wizard's Tower

The locations on the map on page 73 are detailed below. Each location is numbered based on its floor, followed by the location on that floor. So Location 1-1 is on the first floor of the tower and is the first location described. Location B-2 is in the basement and the second location. Finally D-3 is in the dungeon level, describing location three.

Location 1-1: Tower Entrance

Rising from the ground before you is a dilapidated stone tower that has been battered by time and lack of attention. Its exterior walls are overgrown with moss and you can see arrow slits set along the second floor. The tower itself rises four stories into the air, not quite breaking the treeline of the Gallowswood Forest which surrounds it. The only visible entrance is a single stone door from which springs a worn set of stairs that run along the rounded edge of the tower.

The tower door is magically sealed. It can only be unlocked with a *Dispel Magic* or *Knock* spell. A *Knock* spell is not completely effective, however – and does not disarm the magical trap set here. If the door is forced opened or opened via a *Knock* spell, a *Fireball* explodes from the door and inflicts 5d6 points of damage on any character within twenty feet of the door, though a successful saving throw reduces the damage by half. Once the trap has been triggered or a *Dispel Magic* spell has been cast, the door can be opened.

Treasure: None.

Location 1-2: Entrance Hall

This long, narrow hall runs thirty feet to a heavy wooden door on the far side. Each side is flanked by ominous murder holes cut into the stone on each side. The chamber is silent, save for the occasional echo of a wailing wind.

Though there is no visible creature standing guard at the murder holes of the entrance hall, the nameless wizard who dwells here has summoned two Invisible Stalkers to protect his hall. They are charged with “slaying anyone who enters this hall if I am not with them.” One of Invisible Stalkers wait in both Location 1-3: Armory and Location 1-4: Construct Storage, prepared to attack from their positions at the murder holes as soon any potential victim passes.

Invisible Stalker (2, hp 36, 25): AC: 3 [16], HD: 8, Atk: 1d6 (bite), Sp: Flight, invisibility, Mv: 12, HDE/XP: 9/1,100.

Location 1-3: Armory

This room is covered in a thin layer of dust, its walls lined with racks of weaponry and several suits of plate armor. The air in this room is thick and there is the faint scent of mold lingering in the air that contrasts the beautiful array of martial trappings on display.

This room once served as an armory when the wizard kept mortal guards, but he has long since abandoned that mundane practice. The armory has remained unused for decades and in spite of the beautiful items here, the moisture of the woodlands and lack of cleaning has infested the room with Yellow Mold. If either of the two sets of plate mail here are displayed, the spores inside burst forth and fill the room with deadly spores. Once the mold has been dealt with, the weapons and armor can be easily recovered. More details on yellow mold can be found on page 93 of the *Swords & Wizardry WhiteBox* rules (4th printing).

Yellow Mold (2): AC: N/A, HD: N/A, Atk: Special (spores), Sp: Poisonous spores, Mv: 0, HDE/XP: 3/60.

Treasure: Long Sword+1, Plate Mail+1, Shield+2, Dagger+2, +3 vs. Undead, Arrows+1 (20), non-magical weapons & armor (daggers (3), mace, morning star, long bow, long sword, plate mail, shield, short sword, warhammer).

Location 1-4: Construct Storage

The floor of this room is covered in softly glowing spidery arcane runes that form ever-contracting circles which close to a stone statue of a fearsome warrior standing imposingly on pedestals against the south wall.

This room is where the nameless wizard keeps a pair of Stone Golem which he summons to patrol the tower when his paranoia is at its zenith. If any enter the room and step upon the runes immediately set off the golem and it lumbers forward to attack the intruder.

Stone Golem: AC: 5 [14], HD: 16, Atk: 1d6 (fist), Sp: Immune to mundane and +1 weapons, slowed by fire, healed by rock to mud and mud to rock, immune to other all other magic, Mv: 6, HDE/XP: 16/3,200.

Treasure: None.

Location 1-5: Entrance Foyer

This large hall is ornately decorated and comfortable. A pair of long, plush couches are set against the north wall, flanking a fireplace which glows with a gentle flame. A thick rug covers most of the floor. A table is sitting on the rug and upon it sits several decanters of what appears to be alcohol, along with a tobacco jar and several pipes. The walls are decorated with fine

tapestries depicting images of dueling wizards engaged in magical combat. A dozen candles float at a height of about seven feet, their flames casting the room in a soft glow. A stairwell set into the western wall winds upward.

This room is safe, for the most part – a respite for the nameless wizard where he once hosted guests and friends. It has been years since such a thing happened. The tapestries and tobacco jar are quite valuable, though there are no coins or gems in this room. If, for any reason, the characters snuff out one of the floating candle the fire in the hearth springs to life as a fire elemental and attacks everyone present.

Fire Elemental (hp 30): AC: 2 [17], HD: 8, Atk: 2d6 (strike), Sp: Ignite materials, Mv: 12, HDE/XP: 9/1,100.

Treasure: Set of tobacco pipes and jar (250 gp), tapestries (2, 350 gp, 253 gp), rug (135 gp).

Location 2-1: Archer's Hollow

Three long archer slits run half the length of the southern stone wall in this room. This room looks as though it hasn't been used in years and a fine layer of dust covers the floor. Beside each of the arrow slits you see a weapon rack upon which rests a polished heavy crossbow, cocked and at the ready should an archer enter the room along with a bundle of bolts.

Should the characters approach within ten feet of the heavy crossbows all three of them animate and begin to attack via an enchantment laid on them long ago. They are enchanted to fire at an accelerated rate, firing once per round. They can be destroyed by conventional weapons, but if the racks upon which they rested are destroyed, the heavy crossbows no longer animate and fall to the floor – though their enchanted speed remains.

Animated Weapon (3, hp 20, 14, 12): AC 4 [15], HD 3+3, Atk: 1d6+1 (arrow), Mv: 12 (flight only), HDE/XP 4/75.

Treasure: 3 Heavy Crossbows+1 (Can Fire Once Per Round), 60 bolts.

Location 2-2: Library

The walls of this chamber are lined with floor-to-ceiling bookshelves that are nearly bursting with books of lore. There is a large table in the center, and a small red imp is perched on there, scribbling away with a tattered quill. He looks up and lets out a brief shriek of terror before hissing and cowering at you.

The imp will attempt to avoid combat at all costs, only fighting in defense of its life. It is bound by the nameless wizard until it can find another master and will attempt to convince any magic-user player characters to take

it on as a familiar. If the players agree to this, it will serve them loyally – but always try to convince them to turn towards demonic influence for power and twist good-natured commands to an evil end. If attacked, it will attempt to flee combat if possible. The library itself has dozens of books. Characters who do a thorough search have a 1 in 1d6 chance of finding a *Manual of Golems*.

Imp (hp 13): AC: 3 [16], HD: 3, Atk: 1d6-1 (poison sting), Sp: Immune to non-magical weapons and fire, poison sting, spells, Mv 6 (12 while flying), HDE 3/240.

Treasure: Manual of Golems.

Location 2-3: Hallway

This short hall has a heavy wooden door set on each of its four walls.

There are no traps, treasures or monsters in this location.

Location 2-4: Alchemy Laboratory

A pungent smell and the sound of bubbling reagents greets upon entering this room. Long shelves line the walls, filled with corked and capped spices, components, liquids and concoctions. A small cauldron is set beneath the window along the eastern wall. A nearby worktable is has all the trappings necessary to quickly and easily build a fire, as well as a mortar and pestle and other tools of alchemy.

There are several useful potions in this room, however any characters who draw too close to the cauldron will discover it to be filled with a viscous gray liquid akin to liquid stone: A gray ooze! It will attack if disturbed, but is not immediately a threat.

Gray Ooze (hp 13): AC 8 [11], HD 3, Atk: 1d6 (strike), Mv: 1, Sp: Immune to spells, heat, cold, and blunt weapons, items touched must make saving throw or be destroyed, HDE/XP: 5/240.

Treasure: Potion of Healing (2), *Potion of Fire Resistance*, *Potion of Invisibility*.

Location 2-5: Parlor

This land feels like an extension of the room below. It is decorated similarly, with fine tapestries and rugs adorning the stone walls and floors. A couch is set against the north wall and a pair of chairs flank a chess table set with pieces carved of ivory and accented with gleaming gems.

The chess set is magical and if the word “play” is uttered within thirty feet of it, the pieces will animate and the game will play itself – the

pieces will even articulate and fight. If any piece is moved more than 5 feet away from the board it will teleport back to the board. The player characters will need to somehow steal both the game table and the pieces if they wish to take it – though it will fetch an amazing price if they can find the right buyer.

Treasure: Magical Chess Board (5000 gp).

Location 3-1: Master Bedroom

Large and lush, this room is dominated by the huge canopy bed in its center, set upon a raised platform of stone. A large mahogany wardrobe with etched lettering is set against the northern wall. Beside it is a large roll top desk which sits closed with a tiny lock in its front. A great iron chandelier hangs from the ceiling, unlit. A small wooden door is set into the western wall – likely a closet, while a larger door leads south.

Though there are no monsters here, the wizard's bedroom is extensively trapped. Any attempt to open the roll top desk without a key sets off a surge of magical energy that does 2d6 damage to everyone in the room. This enchantment remains in place until a *Dispel Magic* is cast. If opened, the roll top desk contains both the wizard's spellbook and his journal. See the entry on the wizard on page 86 - Handout One for information on these items.

The lettering on the wardrobe reads “Open to the Master” in the language of magic and can be deciphered with the casting of a *Read Magic* spell. If an attempt is made to open it without speaking the word any who touch it are teleported to Location B-2: Jail, without any of their gear. Instead their equipment is teleported to Location 3-3: Safe and they arrive in the room naked. If the characters manage to bypass this enchantment, they have 1 in 1d6 (1-2 in 1d6 for dwarves, elves and halflings) of discovering the hidden door that leads to Location 3-3: Safe.

In addition, any attempt to open the western door activates the Flesh Golem in Location 3-4: Hidden Sentry. It will attempt to slay any intruders it finds.

Treasure: Journal, spellbook.

Location 3-2: Closet

This large walk-in closet contains robes and cloaks of the finest quality hanging on pegs along with a few quarterstaves and walking sticks.

Taking the time to dig through this room will reveal a surprising lack of threats and a few minor magic items.

Treasure: Cloak of Protection+1, Quarterstaff+1.

Location 3-3: Safe

This plain stone chamber is empty and undecorated except for a coffin-sized metal chest with reinforced iron bands and a large lock on the far end of the room.

The chest is trapped both mechanically and magically. It is covered with invisible magical runes which can only be revealed through the use of a *Read Magic* spell, though if *Detect Magic* is cast on the chest, it is revealed to be magical. The magical trap can be disarmed with a *Dispel Magic* spell. The chest can be opened with either a key carried by the wizard or a *Knock* spell.

If the magical trap is activated a ball of electricity fills the room, inflicting 5d6 points of damage on everyone present. They can make a saving throw for half damage. The mechanical trap, triggered if an attempt is made to pick or force the lock, launches a needle coated with a deadly poison. The person attempting to open the chest is struck by the needle and must make a saving throw or die instantly from its poison. In addition to the treasure listed below, anyone who has fallen victim to the trapped wardrobe will have their gear here.

Treasure: Potion of Healing, Gauntlets of Swimming & Climbing, Ring of X-Ray Vision, Wand of Cold, 3424 gp.

Location 3-4: Hidden Sentry

The stairwell here ends in a heavy wooden door on a stone landing.

The southern wall here contains a keenly hidden door (noticed only on a 1 in 1d6 chance), behind which there hides a Flesh Golem. The door can be opened with a catch hidden in the wall, and will automatically open the door if the entrance to Location 3-1: Master Bedroom is forced open. The door to Location 3-1: Master Bedroom is locked, but can be opened by uttering the ridiculously easy command word "Open Sesame" or a *Knock* spell is cast on it.

Flesh Golem (hp 39): AC: 9 [10], HD: 12, Atk: 1d6 (fist), Sp: Immune to mundane weapons, slowed by fire, healed lightning damage, slowed by fire and cold, immune to other all other magic, Mv: 8, HDE/XP: 12/2,000.

Treasure: None.

Location 4-1: Hall of Mirrors

Set into three alcoves along the southwestern wall of this room are standing mirrors in silver frames of an obviously magical nature. They cast no reflection, but are instead are filled with a thick, swirling mist.

These mirrors are used by the wizard to gaze into other planes of existence. Only a wizard of great power can make use of them. If any player character touches them they must succeed in a saving throw or be sucked into another plane of existence. The mirrors are immune to mundane damage, but can easily be destroyed by a blow from a magical weapon. They are magically rooted to their current location.

Treasure: None.

Location 4-2: Gazing Pool

This room is empty save for an inky black pool at the center. It is easily large enough for a giant to immerse himself in and radiates a chilling air. Through its waters you can see the occasional glitter of gold or dull reflection of stone.

Using the gazing pool the wizard is able to communicate was able to previously communicate with the wererats beneath Willowford and currently communicates with Agathareon, the Red Death of the West – a dragon of immense power. Characters who attempt to gaze into its depths must make a saving throw to focus their will. If successful, they catch a brief glimpse of the sleeping wyrm before his serpentine eye flies open, he lets out a terrible roar that echoes through the chamber and then the image vanishes – never able to be reconjured. Characters who disturb the waters or touch them feel a cold chill shoot through their body, but suffer no damage. Unfortunately, they permanently destroy the enchantment of the pool – it will never be used for scrying again.

Location 4-3: Summoning Chamber

Three rounded alcoves arise from floor to ceiling in this chamber and are covered in spidery crimson runes that emanate enormous power. The runes crackle and pop with infernal power and radiant heat seems to emanate from the sigils. After a moment of looking at these wicked writings the images of fire and torture linger in your mind.

The runes here are used to summon foul beings from across the planes. The wizard contains and questions powerful demons in hopes of gaining power, though he does not yet have enough to bind one to his service. If the runes are disturbed the characters run the risk of either summoning a terribly powerful demon (1-50 on 1d100) or being dragged into the Abyss, never to be heard from again (50-100 on 1d100.). The demon summoned is a Baalroch. It immediately attempts to slay the party and rain terror and horror upon the local landscape.

Demon, Baalroch (hp 40): AC: 2 [17], HD: 9, Atk: sword or whip (2d6), Sp: Immune to spells below 6th level, 75% immune to other spells, fiery body (3d6 damage each round after a successful whip attack), Mv: 6 (15 flying), HDE/XP: 10/1,400.

Treasure: None.

Location 5-1: Roof

A cool wind sweeps over you as you step onto the roof of the tower. You can see the treeline surrounding you, with mountains to the north and east, while fields and swamps stretch to the west and south, broken by Willow Lake and the village of Willowford in the center of the valley. There is a delicately crafted and very beautiful telescope pointed to the north western mountains, where the peaks rise to their highest and a thin trail of smoke can be seen trickling in the distance.

The telescope is non-magical. If the characters look through it, they see it gazes upon a mountain pass miles away to the northwest. The telescope can be taken easily, though it is delicate and easily destroyed by the chaos of combat or other dangerous tasks. If a buyer can be found, it would be highly valuable.

Treasure: Telescope (2500 gp).

Location B-1: Cold Storage

You are immediately greeted by a magical cold that fills this room. Your breath forms in clouds before you and ice covers the walls in a thin sheet. This large chamber is supported by a single stone column in its center. Hooks line the walls and ceiling and from them hang all manner of meat. After a few seconds you notice that more than a few of these hooks hold human and goblin corpses, stored here for some nefarious purpose. The only light in the room is that which spills down from the stairwell.

There are no monsters here, though the cold becomes bitter if the characters linger too long. If they stay in this room more than three rounds, they begin to suffer cold damage at the rate of 1d6 points per round.

Treasure: None.

Location B-2: Jail

A small wooden bucket and the rotted corpse of some long forgotten wretch are all that remain in this room. The corpse is manacled to the floor by heavy iron chains and has withered to ragged, unnaturally white flesh.

The prisoner has been turned to a wight by the radiant necromantic energy from the room below. Any character who fell victim to the teleporting trap in Location 3-1: Master Bedroom is found here, if the wight hasn't killed them. If it has, when the door has opened, the characters will discover two wights eager for blood.

Wight (hp 11): AC 5 [14]. HD 3, Atk: Claw (See Sp), Sp: Drains one level on a hit, only damaged by magical or silver weapons, Mv: 9, HDE/XP: 5/240.

Treasure: None.

Location B-3: Guard Room

Doors mark the four corners of the compass in this room, with the only decoration being a pair of monstrous winged statues in southeast and northeast corners.

The two statues are gargoyles who rise and attack if any door other than the northern one is opened. They are intended to protect the dungeon from intruders and any attempts by prisoners to escape.

Gargoyles (2, hp 17, 12): AC: 5 [14], HD: 4, Atk: 1d6 (claw), Sp: Flight, Mv: 9 (15 when flying), HDE: 6/400.

Location B-4: Interrogation Chamber

Implements of pain and suffering fill this room along with evidence of their use. A rack is the centerpiece, surrounded by branding irons, a wall lined with wicked blades, and even an iron maiden. You can still see the remains of some poor soul, torn limb from limb while in his armor. What's more disgusting are the three vaguely humanoid blobs of flesh which ungulate across the room towards you, hissing and popping as they move.

Three lemure demons are bound here in service to the nameless wizard. They delight in their tasks as his torturers, and are eager for fresh victims. Useful items can be found on the destroyed body, for the with the stomach to search it.

Demon, Lemure (3, hp 11, 9, 8): AC: 7 [12], HD: 3, Atk: 1d6 (claw), Sp: Regenerates (1 hit point per round), only destroyed by sprinkling remains with holy water, Mv: 3, HDE/XP: 4/120.

Treasure: Short Sword+1, 234 gp.

Location B-5: Wine Cellar

Like the adjacent room, this one is also marked by an unnatural cold – though it is lessened. The floor here is damp and earthen, unlike the rest of

the stone tower. The southern wall is covered by a massive wooden rack from which several glass bottles protrude.

The wizard's personal wine cellar has long been abandoned. Most of the wine has turned to vinegar and a black pudding has taken up residence behind the rack itself. It will remain dormant unless the rack is disturbed by removing the bottles. If this happens it will ooze forward and attempt to attack.

Black Pudding (hp 32): AC: 6 [13], HD: 10, Atk: 1d6 (strike), Sp: Acidic, immune to cold, divided when attacked by lightning, Mv: 6, HDE/XP: 11/1,700.

Treasure: Rare bottle of wine (1700 gp).

Location D-1: Undead Laboratory

A gnarled wooden table is set against the western wall and upon it sits a tome of great size. It is bound in blackened human flesh and the room reeks of blood. The rest of the table is covered in magical reagents of a dark nature – bone dust, vials of dried blood, severed human body parts. Flanking each end of the table are large piles of human bones, surrounded by magical sigils set upon the floor in a thin, white dust.

The nameless wizard's necromantic lab is a foul place, permeated with evil. All non-evil characters in this room suffer a -1 penalty to all attack rolls and saving throws. If any living beings disturb the magic circles of bone dust, the bones wither and rise to life as wraiths that immediately attack the party.

The magical tome can be recovered and contains quite a few spells, but is corrupted by evil magic. Each time a magic-user learns a spell from it, they must make a saving throw or become more and more influenced by the forces of evil.

Wraiths (2, hp 20, 15): AC: 3 [16], HD: 4, Atk: Touch (See Special), Sp: Drains one level on a hit, only damaged by magical or half damage from silver weapons, magical and silver arrows only do 1 damage, Mv: 9, HDE/XP: 6/400.

Treasure: Necromantic spell book (Animate Dead, Dark Vision, Detect Chaos, Detect Magic, Light (Dark), Protection from Chaos I, Light (Dark), Remove Curse).

Location D-2: Necromantic Library

Shelves made of bone line are set against the northern and southern wall, with several books, scrolls and stone tablets scattered across them. A small desk with a wooden stool is in the center of the room.

This room is devoid of traps or monsters, the unnamed wizard's necromantic library. Though the shelves are made of bone and many of the books contain vile incantations and evil deeds of ancient days, diligent characters will discover a holy tome of divine wisdom among the darkness.

Treasure: Manual of Wisdom.

Location D-3: Sealed Chamber

Even to those uninitiated in the ways of magic, this room was obviously a great and singular summoning chamber. It is covered, floor to ceiling, in magical writing of an extraordinarily powerful nature. Whatever was bound in this chamber has long since escaped though – a great hole has been torn in the stone floor, with rocks and rubble cast about the room. A single tunnel has been burrowed down into the darkness, its escape route having caved in behind it.

This chamber is empty.

Location D-4: Cleansing Chamber

There is an aura of peace and sadness in this room. You see, bound in incorporeal bindings of dark energy is what appears to be a child with white feathered wings. Its curly hair is greasy and matted with blood and tears fill its deep blue eyes.

The nameless wizard keeps a cherub bound here against its will. It is forced to cleanse the necromantic energy from his body with each new experiment and take it into himself, thus becoming more and more corrupted with evil energy. It is weak and unable to use any of its powers. However, if freed, it will bless the party before returning to its home plane by casting *Protection from Chaos I* on all of them, with an extended duration of seven days. If asked about the nameless wizard, the Cherub will tell the player characters that the wizard is a pawn of a greater evil far to the north – a terrible, horrible beast of great power.

Angel, Cherub (hp 11): AC: 2 [17], HD: 3, Atk: None, Sp: Regeneration (1 HP/round), *Protection from Chaos I*, Mv: 9 (12 when flying), HDE/XP: 4/120.

Treasure: None.

Location D-5: Well & Mushroom Garden

This room is damp and moist, with a dirt floor. The soil itself is covered in a bed of tiny mushrooms, save for a single stone well rising from

the dirt in the far corner. A bucket sits on the edge of the stone well, fixed to it by a length of rope.

The nameless wizard uses this room to grow fungi for both food and magical reagents. The room is devoid of any threats, unless the characters disturb the well. If anything is lowered or tossed down it, the giant slug who lives in its depths will slowly make its way to the surface and attack one turn after the disturbance.

Giant Slug (hp 45): AC: 8 [11], HD: 12, Atk: 1d6 (bite), Sp: Spits acid (2d6 damage), Mv: 6, HDE/XP: 13/2,300.

Treasure: None.

Encountering the Nameless Wizard

The nameless wizard is not at any single location in his tower, but instead moves from location to location, going about his business. The referee should track the time the characters spend in the tower. Every three hours, the referee should roll 1d6 to determine the nameless wizard's location. Assume he has moved there without encountering the player characters, though if he finds evidence of their presence, he may seek to ambush them and prepare for an encounter by using protective magic and enchanted items.

Roll	Location
1	Location D-2: Necromantic Laboratory
2	Location 2-4: Alchemy Laboratory
3	Location 3-1: Master Bedroom
4	Location 4-2: Gazing Pool
5	Location 4-3: Summoning Chamber
6	Location 5-1: Roof

The nameless wizard gave up his name in return for power when he made a deal with the dragon Agathareon. He has no identity of his own and is a servant of the terrible wyrm. Until he is released, he is bound to the dragon's will and must do his bidding. After he is released, he will keep the power given to him. He knows, deep in his heart, that he will never be released. He now seeks to find a means to escape his bargain, whether it be an alliance with the demons of the Abyss or by becoming a soulless liche. He will let nothing stop him, least of all the peasants who live in this valley.

Handout One

"...Agathareon! This name is my blessing and my bane! By the Red Wyrms' lies I am empowered and defeated. Soon, this filthy valley shall be his again. Soon he shall be king of this wretched place. Soon, I shall throw off your yoke and my power shall be limitless. Soon, I shall again know my name. Then, we shall see the slave become the master. Soon, my master. Soon..."

The Nameless Wizard

Class: Magic-user **Level:** 8th **Alignment:** Chaotic

ATTRIBUTES		Bonus	
Strength	11	None	Saving Throw: 8
Dexterity	15	(+1)	
Constitution	9	None	Armor Class: 0 [19]
Intelligence	17	(+1)	
Wisdom	11	None	Hit Points: 22
Charisma	7	None	

Saving Throw Bonus: Magic-users receive a +2 bonus on saving throws vs. spells – including those cast from wands and saves.

Attack Rolls

Target Armor Class

9	8	7	6	5	4	3	2	1	0	-1	-2
[10]	[11]	[12]	[13]	[14]	[15]	[16]	[17]	[18]	[19]	[20]	[21]
8	9	10	11	12	13	14	15	16	17	18	19

Weapon: *Staff of Striking* (2d6 damage)

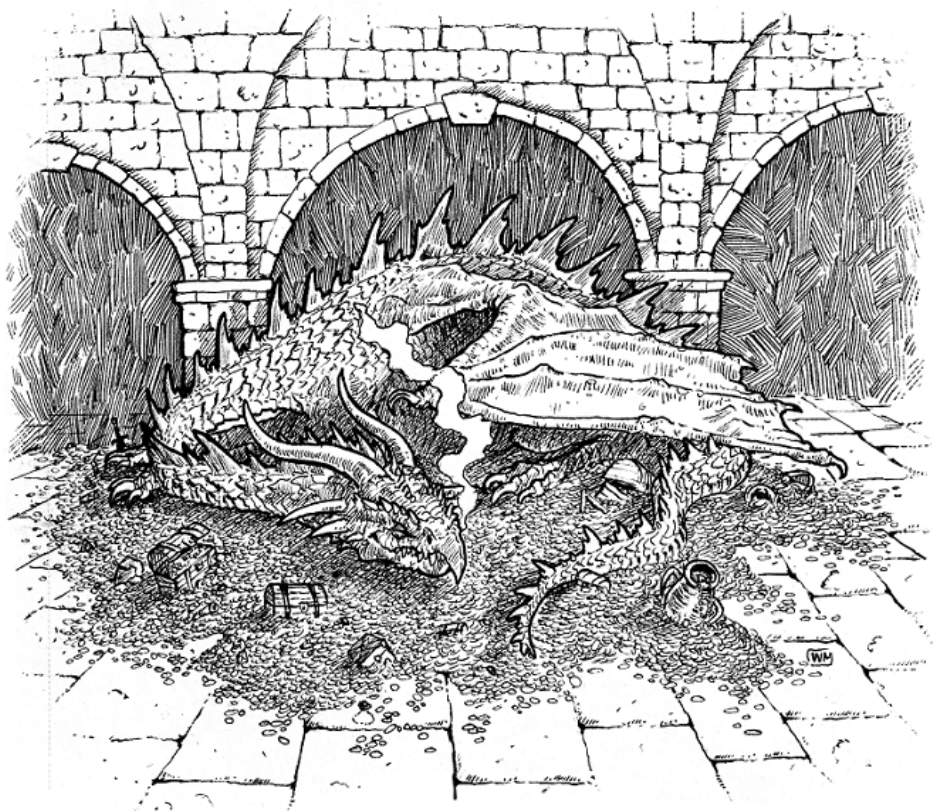
Equipment: *Bracers of Defense* (AC 2 [17]), *Cloak of Displacement*, *Potion of Invisibility*, *Potion of Healing*, *Rope of Entanglement*, robes, daggers (2), tower key (unlocks and disenchant all locked doors in the tower), 23 gold.

Memorized Spells: *1st Level:* Charm Person, Hold Portal, Light, Sleep; *2nd Level:* Detect Thoughts (ESP), Phantasmal Force, Web, Wizard Lock; *3rd Level:* Dispel Magic, Fireball, Protection from Normal Missiles; *4th Level:* Confusion, Wall of Fire or Ice.

Spells in Spell Book: *1st Level:* Charm Person, Detect Magic, Hold Portal, Light, Read Languages, Read Magic, Sleep; *2nd Level:* Detect Invisibility, Detect Thoughts (ESP), Invisibility, Knock, Phantasmal Force, Web, Wizard Lock, *3rd Level:* Crystal Ball, Dispel Magic, Fireball, Hold Person, Protection from Normal Missiles, *4th Level:* Confusion, Dimensional Portal, Wall of Fire or Ice.

Section VI

The Dragon's Hoard



Introduction

The Dragon's Hoard is an dungeon crawling adventure for six to eight *Swords & Wizardry White Box* characters between 7th and 9th level. It is the final adventure in a trilogy that began with *The Wererat's Well*, continued in *The Wizard's Tower* and reaches its climax in these pages. After rescuing the villagers of Willowford from a deadly plague of wererats and stopping the machinations of an evil wizard who dwells in a nearby shadowy forest, the player characters have learned that all these troubles have but one source: Agathareon, the Red Wyrms of Willow Valley. Now the heroes must cross the dreaded Flaming Pass and defeat this ancient foe and his army of fire giants before the entire valley is destroyed by axe and fire.

Preparing for the Adventure

In addition to the dungeon itself, a few details are provided on the volcanic region known as the Flaming Pass. This includes information on the Hel'jotun Clan of Fire Giants who make their home here.

The referee is encouraged to read over this adventure before running it. *The Dragon's Hoard* draws on material found in *Swords & Wizardry White Box* along with the addition of a few new monsters detailed in Section III: Bestiary. Players should have their characters prepared. However, *The Dragon's Hoard* is a deadly module, and the referee should encourage players to be cautious and think about their actions before charging in blindly.

The Dragon's Hoard is the final chapter in a trilogy of loosely connected adventures that also includes *The Wererat's Well* and *The Wizard's Tower*. The nomadic tribe of giant-blooded Firbolg dwell in the Flaming Pass, opposing the Hel'jotun and Agathareon. They can be a keen source of information during this adventure and will be given an in depth write-up in *White Box Omnibus*.

Each location in the dungeon is given a description which is highlighted in gray boxed text. Details on each encounter includes abbreviated non-player character statistics, treasure, and other surprises.

The Flaming Pass

Far to the north and west of the village called Willowford and beyond the Gallowswood Forest there is a terrible fiery rift known simply as the Flaming Pass. It is home to an active volcano whose rumbles can be heard some nights by local villagers. The Flaming Pass's volcanic activity is attributed to the fire giants who dwell there and those who dwell in the Willow Valley live with the lingering fear that one day an army of the fire giants will march upon their fair town.

They are right to hold such fears, for the giants of Hel'jotun are indeed amassing a great raiding party. But they are fueled by more than simply their own lust for gold and blood. In the caverns of the Flaming Pass there lives a greater threat: The ancient red dragon Agathareon who recently awoke from a slumber of five centuries.

Much to the dragon's surprise he found all kinds of pitiful creatures living in "his" valley. Humans dwelt on the banks of his lake, giants had taken up residence in his mountains, elves lived in his woods and there was even a foolish wizard who had built a tower in that forest. Agathareon grew wrathful, but he is a patient creature and has been preparing to reclaim his land. First, he drew wererats from the swamps far to the south and sent them to plague the humans. Then he bent the foolish wizard to his will with false promises of power. Now he prepares an army of giants to cover the land in fire.

There has only been one force to oppose his will since awakening: The firbolg. Distant kin of the Hel'jotun fire giants, they dwell in hidden caves on the edges of the Flaming Pass where they farm and mine peacefully – content to mind their own affairs. But when they denied his offer of power, the firbolg became his enemy. But the firbolg have not been quelled by the raiding parties of fire giants that Agathareon has sent to destroy them.

Instead these annoying creatures have used guerrilla tactics against the Hel'jotun, striking from hidden caves and fading into hidden mountain passes. While the firbolg are not powerful enough to openly oppose him, they are a thorn in the dragon's side and their continued existence angers him deeply.

Whether from the events described in *The Wizard's Tower* or by other means, the player characters have learned of the dragon and have set out for the Flaming Pass in hopes to destroy him. The journey from the

village of Willowford to the Flaming Pass is not an easy one and will take several days. While there are many dangers in the volcanic landscape, the characters do have potential allies in the firbolg who hide in the jagged realm.

Travel and Random Encounters

The journey from Willowford to the dragon's lair takes ten days on foot. Characters setting out from the wizard's tower can make the journey in only five days. The characters have a 1 in 1d6 chance of having a random encounter each day and a 1-2 in 1d6 chance each night. The referee should roll randomly on the chart below to determine exactly what the characters encounter. Monsters are generally hostile, though clever characters may find ways to avoid combat. Only the firbolg serve as potential allies, and even then only when they are approached with caution. Any sign of hostility from the player characters will cause the firbolg to engaging in a hit-and-run attack using boulders and ranged weapons.

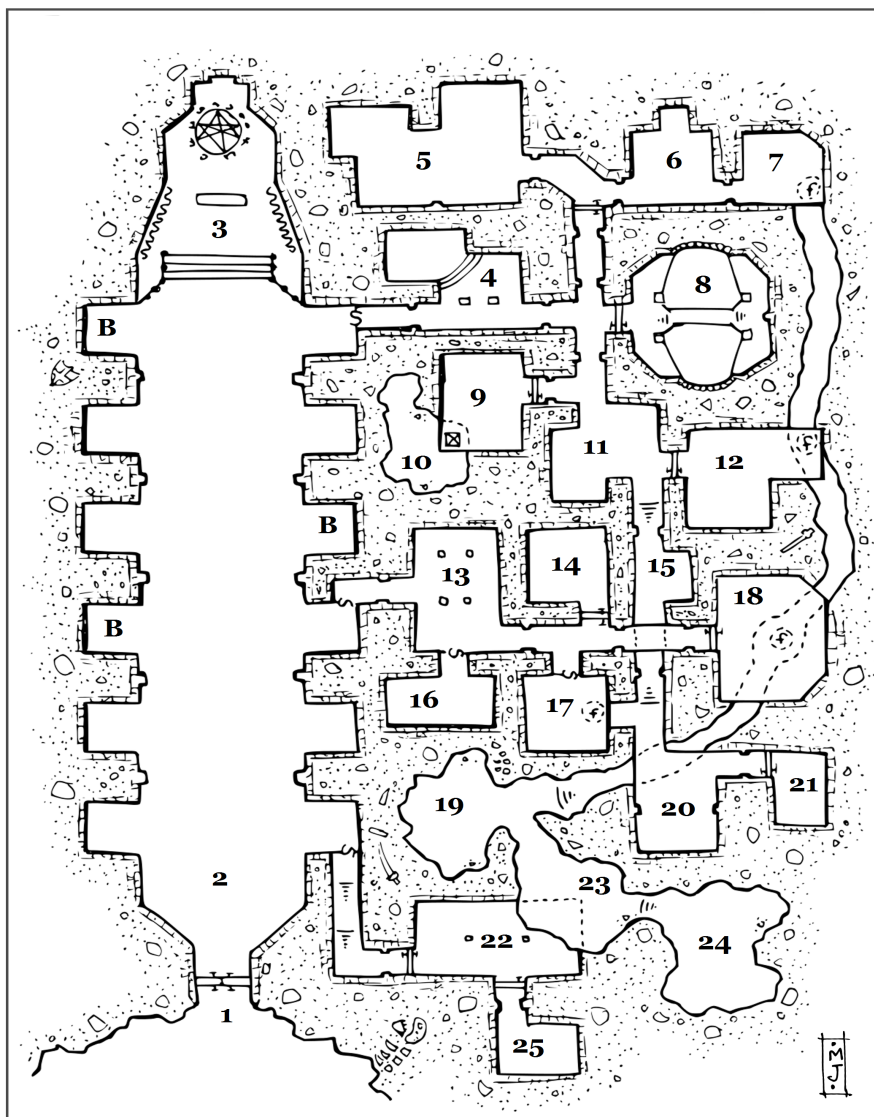
If the player characters are able to gain the aid of the firbolg are able to avoid any random encounters and run no risk of becoming lost. The firbolg will not assist the characters once they enter the cavern where Agathareon and his giants dwell, for fear that they might bring his wrath down upon them.

The Flaming Pass is a labyrinth of rocky paths and difficult to navigate. Without the aid of the firbolg or a character familiar with the area there is a 20% chance that they will lose their way and spend a day traveling without making any progress.

Flaming Pass Random Encounters

Roll (1d6)	Creature	Number Appearing
1	Firbolg	1d6
2	Fire Beetle, Giant	3d6
3	Fire Elemental	1
4	Fire Giant	1d4
5	Flaming Skeleton	3d6
6	Salamander	1d4

Keep of the Flaming Pass



Size and the Keep of the Flaming Pass: The Keep of the Flaming Pass is a massive underground structure. The passage ways and halls connecting the various rooms are thirty feet wide and equally tall. Rooms are scaled proportionately, with ceilings running as high as sixty feet. The referee is encouraged to keep this in mind as the players explore the Keep of the Flaming Pass. Unless otherwise stated, all chambers in the Keep of the Flaming Pass are illuminated by massive torches set in sconces through out the dungeon.

Keep of the Flaming Pass

The locations on the map on page 93 are detailed below. Referees are reminded that this dungeon is built to house fire giants, and rooms and halls are three times larger than most normal dungeons.

Location 1: Entrance

Set into the a great wall of volcanic rock is a massive pair of iron doors rising thirty feet in height and spanning sixty feet. The image of a long, winding dragon is etched into the metal. It glows with an orange light, as if just pulled from the forge.

These doors are enchanted with a magical heat and any who touch them suffer 1d6 points of fire damage per round if touch them. They are barred from the inside. There is no single solution to getting these doors open. Instead the referee should encourage and reward creative players. Whether they attempt to slip a thin object between the doors and lift the bar, break the stone in which the door is set or use magic to somehow get past this obstruction, any reasonable solution should be rewarded. At the referee's discretion a *Knock* spell will cause the bar on the other side of the door to fall away, allowing it to be opened.

Location 2: Hall of Fire

Vast does not begin to describe this chamber. The doorway widens into a hall that is easily one hundred feet across and five times as long. Alcoves are set into the walls on each side of the cavern, covered with great red curtains. Each alcove is flanked by a large torch, filling the hall with a hot orange light. Far in the distance you see a raised dais and an altar of sparkling black obsidian.

Five gargantuan fire giants are on the far end of the room, one of them wearing long ceremonial robes and the others carrying massive iron weapons. They take notice of you and begin to advance.

If the characters made a lot of noise at Location 1: Entrance, they will only find the priest and two fire giants waiting for them. The other three will be in ambush positions, manning the ballistae which have been hidden behind curtains in the alcoves notated with a "B" on the map. At the first opportunity, they will open fire with these massive siege weapons. The ballistae inflict 3d6 points of damage.

The fire giants fight until slain and make a great deal of noise when doing so. While the priest is not able to cast spells, he is wielding a *Wand of Fireballs* (8 charges).

There are secret doors set into two of the alcoves on the eastern wall. Like everything else in the keep, they are sized for fire giants and can be discovered on a 1-2 on 1d6. They are not trapped.

Fire Giants (3, hp 44, 41, 33): AC: 4 [15], HD: 11+3, Atk: Weapon (2d6), Sp: Hurl boulder (2d6), fire immunity, Mv: 12, HDE/XP: 12/2,000.

Treasure: *Wand of Fireballs* (8 charges), sapphire (500 gp), ruby (345 gp), 543 gp.

Location 3: The Altar of Flame

This raised dais is dominated by a obsidian altar built to giant proportions. Behind the altar is a great circle of runes etched into the floor, filled with a swirling, endless flame that seems bound within the magical circle.

Both the altar and the summoning circle on the floor are highly magical. The altar contains a secret hollow which can be discovered by a searching character on a 1-2 on 1d6. Unfortunately the altar is also enchanted. Anyone who touches it before it is “kissed with flame” sets off a fireball trap that fills the area and inflicts 5d6 points of damage on everyone in the room. If the altar is touched with an open flame, the secret door slides open, revealing a collection of riches.

The summoning circle contains a powerful fire elemental. Bound within these confines, the fire elemental is questioned by the fire giant priests of the Flaming Pass. If the circle is disturbed or broken, the elemental is freed and will attack the nearest targets until slain.

In addition, once the fire elemental is freed the portal to the elemental plane of fire which it was bound remains open for 1d4 rounds and there is a 25% chance each round that another fire elemental will pass through it into the material realm.

Fire Elemental (hp 36): AC: 2 [17], HD: 8, Atk: Strike (2d6), Sp: Ignite materials, Mv: 12, HDE/XP: 9/1,100.

Treasure: *Necklace of Fireballs* (7 uses), ruby (670 gp), ruby (700 gp), agate (325 gp).

Location 4: Fire Priest's Chambers

Heavy crimson curtains have been drawn back from two large columns that support this chamber. The walls are painted with images of carnage and terror, depicting an army of fire giants laying wasted to a now burning landscape while a great red serpent soars in the sky.

The wall opens in the northwestern corner to reveal a massive bed set in a wrought iron frame and covered in fine orange silks. A pair of huge

canine beasts are slumbering on the bed, but their eyes flash to a red and hateful life as you enter the room and they begin to stalk towards you.

The hell hounds here are the pets and guardians of the fire giant priest from Location 2: Hall of Fire. They are trained to attack any creature who enters the room that is not a fire giant. They fight until defeated, using their fire breath and teeth to lethal effect. A hidden alcove in the arm of the massive bed can be found on a 1-2 on 1d6 search for secret doors. However, the hidden storage area is trapped with a magical alarm, which will let out a terrible scream and alert the many fire giants in Location 5: Mess Hall. They will arrive in 1d4 rounds if the alarm is triggered. It can be disarmed by a *Dispel Magic* spell.

Hell Hounds (2, hp 27, 22): AC: 4 [15], HD: 6, Atk: Bite (1d6), Sp: Breathes fire, Mv: 12, HDE/XP: 6/400.

Treasure: Chime of Opening, Potion of Giant Strength, Scroll of Teleport, 913 gp.

Location 5: Mess Hall

This long chamber has a great stone table running nearly its whole length from west to east with matching benches on each side. Half a dozen fire giants are seated here. Some are feasting loudly on what appears to be a spitted and roasted goblin, while the others are playing some kind of dicing game. They turn at your approach and clamor to grab their weapons.

These fire giants are simple clan members who are eager to slay the player characters and feast on man-flesh. The sound of battle will alert the sleeping giants in Location 6: Western Sleeping Chamber and Location 7: Eastern Sleeping Chamber. They will join the fray one round after combat begins, likely pinning the player characters from both sides.

Fire Giants (6, hp 61, 55, 43, 43, 31, 29): AC: 4 [15], HD: 11+3, Atk: Weapon (2d6), Sp: Hurl boulder (2d6), fire immunity, Mv: 12, HDE/XP: 12/2,000.

Treasure: Short sword+2, Returning Dagger+1, 1848 gp.

Location 6: Western Sleeping Chamber

Massive mats of bloody animal fur cover the floor here. Four fire giants lay here, in a heavy slumber. Their loud snores fill the chamber.

The sleeping giants here will remain slumbering unless awakened by loud noises such as screaming or combat. If they are awakened, they will cry

out that intruders have entered the keep and bring the aid of giants in Location 5: Mess Hall and Location 7: Eastern Sleeping Chamber.

Fire Giants (4, hp 54, 50, 42, 35): AC: 4 [15], HD: 11+3, Atk: Weapon (2d6), Sp: Hurl boulder (2d6), fire immunity, Mv: 12, HDE/XP: 12/2,000.

Treasure: Ring of Protection+1, Wand of Detection (metal), 583 gp, 321 sp.

Location 7: Eastern Sleeping Chamber

More crudely tanned animal furs cover the floor of this chamber, but they appear slightly cleaner than those found in the western room. A large rack of giant sized weapons is set against the eastern wall, filled with axes and swords of enormous size. A pair of giants sleep here, along with a red-furred canine beast curled in front of the weapons.

The sleeping giants and the hell hound awaken if the players make any loud noise, or if they hear combat coming from Location 5: Mess Hall or Location 6: Western Sleeping Chamber. The hell hound rushes to join the fray immediately, while the fire giants take a round to grab their arms from the massive weapon rack.

If the weapon rack is moved and the characters make a careful search, they will find a secret door set in the floor, discovered on a 1-2 on 1d6. It leads into a long tunnel, small compared to the rest of the keep – but still massive by human standards. It runs nearly the whole length of the keep and has entrances that lead up and into Location 12: Guardhouse and Armory as well as stairwell that rises into Location 19: Salamander nest. The giants use it to quickly move across the vast length of the cavern.

Fire Giants (2, hp 49, 42): AC: 4 [15], HD: 11+3, Atk: Weapon (2d6), Sp: Hurl boulder (2d6), fire immunity, Mv: 12, HDE/XP: 12/2,000.

Hell Hound (hp 20): AC: 4 [15], HD: 6, Atk: Bite (1d6), Sp: Breathes fire, Mv: 12, HDE/XP: 6/400.

Treasure: Potion of Healing, Potion of Extra-Healing, jade (500 gp), 1244 gp.

Location 8: Hall of Lava

The heat of this room is almost unbearable. A great stone bridge crosses a pool of gurgling lava that covers most of this room. Only a small landing on the west and east sides offer any foothold, save for the bridge itself. Against the western wall is a great obsidian statue of depicting a pair of human creatures with the lower body of a snake worshiping before the terrible visage of a mighty dragon whose eyes are cavern rubies that seem to twinkle with malice.

Two salamanders reside here and were worshiping the graven image of a dragon Agathareon as if he were a god, like their ancestors once did. If they hear noise of the player character's approach they will dive into the pool of lava and wait in ambush.

The two gems can be pried from the statue. One is quite magical, while the other is a flawless ruby.

Salamanders (2, hp 32, 28) AC: 3 (lower body, 5 (upper body), HD: 7, Atk: Constrict (2d6) or touch (1d6), Sp: Constriction, heat, Mv: 9, HDE/XP: 8/800.

Treasure: Ruby (5000 gp), *Eye of Seeing*.

Location 9: Pantry & Larder

The walls of this chamber are lined with shelves holding massive jugs and containers. The room is hot with a pungent odor of spices and chains which dangle from the ceiling end in wicked hooks from which hang corpses of men, goblins, and other poor creatures which appear to have been prepared for some unholy feast. Several ogres are arguing among themselves as they prod the corpses, unaware of your arrival. A small stone trap door is set in the southwestern corner of the room with a single iron ring set in its center.

The ogres serve as cooks for the giants who dwell here, content to live off scraps left behind by the giants in return for their lives. They are more confused than aggressive to the intruders, and if approached carefully, they can be negotiated with and may reveal details regarding the rest of the keep.

Ogres (3, hp 22, 20, 16): AC: 5 [14], HD: 4+1, Atk: Weapon (1d6), Mv: 9, HDE/XP: 4/120.

Treasure: *Beaker of Potions*, 122 gp, 843 sp.

Location 10: Incinerator

With a heave and a grunt you lift away the stone door set into the floor only to be washed in a wave of scalding heat. A pool of bubbling lava has gathered not ten feet below you, bubbling and frothing as it pools under the keep. Large gurgling bubbles pop slowly and the entire plasmatic mass churns slowly.

If the characters do not close the hatch in 1d4 rounds a Lava Elemental, invisible when it rests in the pool, slithers up from the pool and attacks the party, hoping to engulf them in its searing, deadly mass.

If the characters somehow manage to descend into the lava and survive they will see a small patch of it is hardened, as if cooled. If this hunk

of obsidian is taken out of the lava, a gently glowing sword can be seen encased within. Once freed the party will find themselves in possession of a powerful magical blade.

Lava Elemental (hp 45): AC 2 [17], HD: 9, Atk: Strike (2d6), Sp: Engulf, ignite materials, Mv: 3, HDE/XP: 9/1,400.

Treasure: Freezing Long Sword +3.

Location 11: Watch Room

The hall here opens into what is, to humans, a massive room with a giant sized table at its center. A spilled tankard and plate of bones rest upon it. A single fire giant sits here, half-asleep, with a great war horn in his lap and a deadly axe strapped across his back.

The fire giant is a lazy, slumbering guard. However, if awakened by noise coming from other parts of the keep, he will blow his great blasting horn – which alerts the entire keep to the presence of intruders and allows them to prepare themselves. He carries the key to unlock the door to Location 12: Guardhouse & Armory.

Fire Giant (hp 40): AC: 4 [15], HD: 11+3, Atk: Weapon (2d6), Sp: Hurl boulder (2d6), fire immunity, Mv: 12, HDE/XP: 12/2,000.

Treasure: Location 12 Key, 321 gp, amethyst gem (100 gp).

Location 12: Guardhouse & Armory

The solid iron door opens to reveal a trove of wartime trappings. Axes, swords, armor, and shields are set in metal racks bolted to every wall. A great pile of throwing boulders are set in the southern corner of the room, easily twice the height of a man. In the north eastern corner of the room is a huge chest of iron and brass, which sits open with the gentle glitter of gold twinkling from its top.

The chest is a massive mimic set to guard the trap door which leads down into the long tunnel beneath the keep. It masquerades as a set of boulders. The weapons are mostly of giant sized and not suitable for human use. However, diligent investigation (requiring a 1-2 on 1d6) reveals more than a few useful items for the taking.

Mimic (hp 22): AC: 5 [14], HD: 6, Atk: slam (1d6), Sp: Transformation, Mv: 4, HDE/XP: 4/175.

Treasure: Potions of Healing (3), Spear+1, Shield+2, 1634 gp.

Location 13: War Room

Four huge stone pillars run floor to ceiling at the center of this chamber. There is a great table, cast of solid iron and built to suit the needs

of giants is set between them. Its top is just above your head and you can see the edges of curled parchment and stone markers sitting on its surface. There room itself seems empty, save for the table and its tokens.

This is where Hrthgir, Chieftain of the Fire Giants, is planning his great invasion of the Willow Valley. Currently the room is empty, as Hrthgir is in his chambers. A *Detect Magic* spell reveals the entire table is magical. Characters who climb onto the top of the table see that its surface has a three dimensional depiction of the entire Willow Valley. Anyone who utters the name of a specific place in the Willow Valley (like the village of Willowford or the Wizard's Tower) will see the surface of the table reshape itself into a more focused carving of that location. The table is ridiculously valuable, but weighs several tons. If the players can somehow remove it from the keep, it can be sold for an amazing sum.

Treasure: Magical Table-Map (25,000 gp).

Location 14: Chieftain's Quarters

A great mattress of furs dominates the center of this room. It is “decorated” with the severed heads of firbolg giants which have been mounted to heavy wooden plaques and set on the walls. A giant-sized desk is in the far corner with a massive weapon rack beside it. There is a giant of terrible size standing at it. When he turns to face you, you see he is clad in a shirt of brass and one of his eyes was long ago torn from his skull, leaving a wicked scar in its wake. He offers a brutal smile and advances towards your party.

This is the chamber of Hrthgir, Chieftain of the Fire Giants and aid to the great dragon. He will give the party no quarter and attempt to slay them as quickly and effectively as possible. His desk contains several magical trinkets and can be opened by the key he carries. In the event that the guard in Location 11: Watch Room has blown his horn, the Chieftain will be found in this room clad in the treasures previously kept in Location 16: Hidden Armory – his personal raiment.

Hrthgir (hp 69): AC: 4 [15], HD: 11+3, Atk: Weapon (2d6), Sp: Hurl boulder (2d6), fire immunity, may have magical equipment (see above), Mv: 12, HDE/XP: 12/2,000.

Treasure: Manual of Beneficial Exercise, Bag of Holding, rubies (3, each worth 450 gp).

Location 15: Fire Shrine

The alcove in this hall is filled by a dais upon which rests the terrible image of a terrifying dragon encrusted with rubies and eyes of the most

perfectly cut topaz. It is surrounded by a ring of fire which seems to have no source.

If the dais is touched or disturbed, the statue animates and attacks as a stone golem, with the additional ability of being able to breathe a 30' cone of fire. It will fight until slain and has all the immensities of a normal stone golem.

Stone Golem: AC: 5 [14], HD: 16, Atk: 1d6 (fist) or fire breath (2d6), Sp: Fire breath, immune to mundane and +1 weapons, slowed by fire, healed by rock to mud and mud to rock, immune to other all other magic, Mv: 6, HDE/XP: 16/3,600.

Treasure: None.

Location 16: Hidden Armory

The secret door to this chamber slides away to reveal a massive chamber that is empty save for a suit of armor crafted from red steel poised in the stance of a guardian and holding a great sword before him. One foot is resting on a chest, as if it had just achieved some great conquest.

The secret door leading into this chamber is very well hidden. It is only found on a 1 on 1d6 and only when actively searched for. The door itself is not trapped, but any non-giant who disturbs the treasure risks setting off a terrible and deadly trap. Both the best and the stand upon which the armor rests are both trapped with a wicked *Fireball* spell. If either is disturbed, the spell activates and fills the room (floor to ceiling, wall to wall) with a fireball that inflicts 10d6 *Fireball*. Characters may save for half damage, but do so at a -4 penalty, due to the lack of hiding places in the room. Keep in mind that both the chest *and* the armor are each enchanted with this same trap. Once the traps have been sprung, the items can be taken.

Treasure: *Flaming Plate Mail*+3, *Freezing Two-Handed Sword*+3, *Potion of Heroism*, *Ring of Protection*+2, *Ring of Regeneration*, 5324 gp.

Location 17: Undiscovered Chamber

This room looks as if it hasn't been disturbed in ages. A fine layer of dust covers the floor and there is an altar at the far end of the room. There is a relief of a dwarven warrior carved into the southern wall above it, his arms reaching out from the stone, raising a wicked warhammer with his face cast forever in brutal war cry.

Like Location 16: The Hidden Armory, this room is difficult to find and requires a 1 on 1d6 to discover and only if they are actively looking. In ages past the Keep of the Flaming Pass belonged to a long forgotten clan of

dwarves, and this hidden chamber is the last remnant of their glory. The characters will find nothing of interest, unless a dwarf touches the outstretched arms of the relief. If this happens, the hammer falls free, still cast completely of stone. It is a powerful weapon in the hands of a dwarf warrior and could have turned the tide against the invading giants had it been used in ages past.

Treasure: Returning Warhammer+3, +5 vs. Giants (dwarf only).

Location 18: Portal of Fire

A ring of obsidian stones at the center of this chamber rise to the height of a man and covered in ancient runes which glow with a soft orange light. Bound within their depths is an endlessly burning fire. The room is brutally warm and you immediately begin to sweat.

The obsidian circle actually serves a dual purpose. It is a binding circle which houses a powerful fire elemental. If the stones are crossed or disturbed, the elemental is freed and immediately attacks. The presence of the creature also conceals the trap door leading to the tunnel below, which can only be discovered if the elemental is dispatched.

Fire Elemental (hp 50): AC: 2 [17], HD: 12, Atk: Strike (2d6), Sp: Ignite materials, Mv: 12, HDE/XP: 12/2,300.

Location 19: Salamander Nest

Clutches of great red eggs line the far wall of this chamber and several creatures slither about the chamber, tend to them. These horrible beasts have the lower bodies of red-scaled serpents and the upper bodies of humanoids. They let out terrible beasts let out beastly grunts and take up protective positions before the great clutches.

The salamanders here are defending clutches of their unhatched young and fight with a terrible ferocity. They receive a +1 to all to-hit, damage and saving throw rolls in this room and will fight to the death. If the eggs are removed from the nest they grow cold and will not hatch, but can be sold to the right buyer for a hefty price.

Salamanders (6, hp 34, 30, 28, 28, 20, 18) AC: 3 (lower body, 5 (upper body), HD: 7, Atk: Constrict (2d6) or touch (1d6), Sp: Constriction, heat, Mv: 9, HDE/XP: 8/800.

Treasure: Salamander eggs (9, each worth 1,500 gp), Spear+2.

Location 20: Interrogation Chamber

Two fire giants are gleefully going about their wicked business, chopping away at the corpses of what appear to be firbolgs with heavy axes. They are cackling manically and enjoying their task. The room has giant-sized manacles connected to chains along the southern and western wall, some with severed hands still hanging in them.

This is where the fire giants question their firbolg enemies. They torture them until information is extracted and then gleefully slay them in the most brutal fashion possible. When the player characters enter the room, the giants do not notice them unless they make a lot of noise. One giant carries the key to Location 21: Holding Cell.

Fire Giants (2, hp 49, 44): AC: 4 [15], HD: 11+3, Atk: Weapon (2d6), Sp: Hurl boulder (2d6), fire immunity, Mv: 12, HDE/XP: 12/2,000.

Treasure: Potion of Invisibility, 1523 gp, 2459 sp.

Location 21: Holding Cell

This room is almost pitch black and sweltering. In the darkness you see a giant huddled in the corner, gaunt and trembling. He raises an arm to shield his face and begins to let out plaintive cries in his own language.

The last surviving firbolg prisoner can be found here. If calmed, he tells the player characters his name is Jotus and that he was captured by a fire giant raiding party some weeks ago. He is broken and weary from tortures endured at their hands. He is good at heart, and if he is healed and given a weapon, he will aid the party in seeking vengeance against both the dragon and his captors.

Jotus (hp 7 current, 35 max): AC: 3 [16], HD: 9+2, Atk: Weapon (2d6), Sp: Hurl boulders, *Detect Magic*, Mv: 12, HDE/XP: 10/1,400.

Location 22: False Treasury

This long chamber is filled from end to end with unimaginable wealth. Gold is piled knee-high and speckled with jewels, weapons and artifacts of ages past - truly a dragon's hoard. The room is silent, still and untouched. Only a pair of twin columns at the center of the room do not shine and glitter.

Unfortunately, the wealth here is nothing more than an illusion laid by the dragon Agathareon. If characters attempt to take any of the wealth their thievery seems to be successful at first, but after 2d4 rounds the columns give way, causing the whole room to collapse. The falling ceiling inflicts 10d6 points of damage and causes the bag of *Dust of Choking and Sneezing* hidden by the illusion to fill the chamber. Characters who survive

the collapsed roof will need to make a saving throw from inhaling the *Dust* or die.

Any of the illusionary treasure that is removed from the chamber successfully vanishes from existence once the characters exit the Keep of the Flaming Pass.

Treasure: None.

Location 23: Audience Chamber

This massive natural cave seems to radiate heat. Entire trees have been set into massive sconces in the walls, bathing the room in an oppressive orange glow. The only decoration is a brazier of brass on the western side of the room which stands empty before a great curtain of red drawn across a threshold which leads to the east.

This is where Agathareon holds court. Any who wish an audience with him must place an offering in the brazier worth at least 1000 gold pieces before crossing into Location 24: Dragon's Hollow. Characters who attempt to enter that location without doing so risk more than drawing the dragon's ire. For 2d6 rounds after an offering has been made, any creature can cross the threshold into Location 24: Dragon's Hollow safely. If no offering is made or the time elapses any character attempting to cross must make a saving throw or instantly be teleported (as the spell of the same name) to Location 10: Incinerator, where they will immediately be consumed by both the lava and the lava elemental.

Once an object has been placed in the brazier (which radiates strong magic if examined with a *Detect Magic* spell), it is teleported to Location 25: Dragon's Treasury. If the brazier is magically rooted to its place in the chamber and any attempt to damage it with a weapon or spell fails.

Location 24: Dragon's Hollow

Ceilings rise higher than any light source you carry and even the rock walls of this cavern seem to almost melt from the ambient heat. A beast of immeasurable power rests here, his serpentine eyes locked upon you from the instant you enter the chamber. His great scaled body is coiled and his muscles ripple beneath their natural crimson armor. A wicked maw of sword-like teeth open in a predator's smile and claws tap impatiently on stone.

"I have been waiting for you. This pitiful place, these pitiful people came like insects to my valley while I slumbered. Now I shall sweep them away and all shall burn as I wish it. Look now upon the face of death, and know that the place you call Willow Valley shall be nothing but ash after you have perished."

His laughter shakes the very walls as he draws a deep breath inward and prepares to incinerate you with a single deed.

Agathareon is very nearly a living god, older than any living creature in Willow Valley and present before the region got its name. He will fight with deadly efficiency, using fiery breath, razor claws, piercing teeth and powerful spells to destroy the intruding player characters. If by the battle begins to go ill, the dragon will attempt to flee by making use of the more subtle spells he knows. If he cannot escape, he will reluctantly attempt to negotiate with the party – making any number of false promises to save himself from death. At the first opportunity he will betray the party, either fleeing so that he might later extract revenge or slay them outright.

Agathareon: See page 106.

Location 25: Dragon's Treasury

Here you find eons of the dragon's ill-gotten gains. Treasure beyond imagination fills the room and there is more wealth here than you could hope to spend over one hundred lifetimes. Indeed, there are so many treasures here that it would be impossible to remove it all without a crew of workmen and several days or even weeks of work. All the evils that have befallen Willow Valley could be restored with these funds, if you can find a way to return to Willowford with your rewards.

There are no traps, no monsters, no tricks here. Only centuries of treasure, gathered by a monster who filled with avarice and blood lust. The player characters will indeed need several months of work to remove it from the Keep of the Flaming Pass, though if they can keep the Willow Valley safe will find aid in doing so from the elves of the Gallowswood Forest and the villagers of Willowford – in return for a cut of the treasure, of course.

Treasure: Agathareon's treasure hoard is beyond imagining. The referee should design a specific treasure hoard to suit his player characters, including at least one greater magical item that suits each character – if not more. In addition, there are at least 250,000 gold pieces worth of coins, jewelry and gems stored here.

Agathareon the Ancient Red Dragon

Armor Class: 2 [17]

Hit Dice: 11 (hp 88)

Attacks: Bite (2d6) or Claw (1d6+1)

Special: Breathes fire, spells

Move: 12 (24 while flying)

HDE/XP: 13/2,600

Agathareon is centuries old, cunning and merciless. He is a skilled magic-user and is able to cast the following spells once per day: Charm Person, Detect Magic, Detect Thoughts, Dispel Magic, Invisibility Phantasmal Force, Read Magic, Sleep. In addition, he can breathe a cone of fire 90 feet long and 30 feet wide at its base which does 88 points of damage. If Agathareon chooses not to attack with his fiery breath, he can attack with both bite and claw in a single round.

Appendix I

WILLOW VALLEY GAZETTEER



Willow Valley

The Willow Valley is a small region which can easily be inserted into an existing *Swords & Wizard* campaign and be used as a staging ground for the adventures in this book. Referees will find a brief history of Willow Valley as well as overviews on its various locations. In addition to the three adventures in *White Box Omnibus* there are also several other locations which are suitable for inserting other prepared adventure modules or creating your own. Referees are encouraged to modify the details of the Willow Valley to suit the needs of their campaign.

Each hex on the map on page 127 covers about ten miles of distance.

History

Willow Valley is a seemingly peaceful valley nestled in a rarely traveled party of a larger nation. Its residents are content to live by their own local constables and laws, quietly letting the generations slip away. But Willow Valley is not as peaceful as the residents believe. It was once the sight of a great and terrible war that claimed the lives of thousands.

Agathareon the Red came to the Willow Valley a few decades after the first human and demihuman settlers began to establish villages and strongholds here – and he came with fire. He descended first on what is now called the Flaming Pass. His fiery breath killed dwarven miners by the score and the survivors fled far to the south, taking up residence in caves far to the south and west. This refuge would become known as the Stoneaxe Citadel in later days and even now the descendants of Agathareon's fury dwell here and etch out a meager living mining ever-depleting coal and iron.

With the capitol of his new kingdom established, Agathareon took to claiming the valley as his domain and driving out the last of the usurpers. Allying with evil creatures that dwelt in the depths of the mountains, he commanded an army of monsters who pillaged and burned every settlement in the woodlands that once filled the Willow Valley.

All seemed lost until the coming of Asagrim the Abjurer. The greatest magic-user of his age, the wizard challenged the dragon to single combat for the right to rule the Willow Valley. When the dragon came from his hold in the Flaming Pass the very shape of the valley was changed forever. Asagrim drew the very life from the western forests of Willow Valley to destroy the dragon, forever following the land. But even these great incantations were

not enough to truly stop the dragon, though Asagrim believed he was victorious when he saw Agathareon fall from the sky. The dragon was buried beneath a mountain of fire and stone and the people of Willow Valley rejoiced.

In return for his heroics, the people of Willowford and the dwarves of the Stoneaxe Citadel built Asagrim a great tower in the burnt woodlands that had been destroyed by the dragon. Asagrim offered a cold thanks and retired to his tower, where has faded into myth and legend.

But Agathareon was not truly slain, but instead slipped into a deep slumber to heal his wounds. As he sat in torpor and recovered his strength evil crept back into the Willow Valley, drawn by the malignant malice of the vile wyrm. These terrible creatures need only a master to lead them to new and terrible glory.

The Settlements of Willow Valley

Willow Valley is home to three settlements. The vast majority of its humans dwell in the lakeside village of Willowford where the citizens make their living as fishermen and lumberjacks. They trade wood with the halflings of Burrowmoor. These halflings provide grain and foodstuffs for both Willowford and the dwarven caves of the Stoneaxe Citadel. The dwarves of Stoneaxe offer ale and their metalwork in return for wood, fish and lumber. The three settlements live in relative harmony – though the occasional trade dispute has broken out between them over the years.

Only the elves of the Gallowswood remain solitary. They do not involve themselves in the affairs of others who dwell here, preferring to keep to themselves and tend remain hidden. No one in the valley even knows where these elves make their encampments – if they even have one.

The Village of Willowford



Location 1: Old Abbey

Stone ruins, long crumbled and overgrown by lichen and ivy are all that remains of what appears to have once been a church. Now only broken walls and a dirt floor remain.

This was the first Church of the Silver Light built in Willowford. Though it is now being reclaimed by nature, anyone who pulls away the vines will find much of the stonework is charred black or partially burnt by the dragon fire that once kissed it long ago.

Location 2: Smithy

The rhythmic ring of steel on steel can be heard as you approach this wooden home. A great forge and bellows sit under a rounded canopy and a swarthy, shirtless man tirelessly works the forge with a heavy hammer in his meaty grip.

This is the home and smithy of one Elias Smythe, named so for his profession. He is loud and boisterous, though friendly enough. He sells mostly horseshoes, nails and farming tools – but if given time can craft metal weapons as well as repair them. He sells them at 10% more than the cost listed in *Swords & Wizardry WhiteBox*. Smythe lives here with his wife and daughter.

Elias Smythe (hp 4): AC: 9 [10], HD: 1, Atk: Weapon (1d6), Mv: 12, HDE/XP: 1/15.

Location 3: Longhollow Farm

A winding, fence surrounds this low, flat land. It is broken only in two places to make room for a farm house and a small stable. In these great fenced fields you see wooden boxes surrounded by tiny buzzing insects: bees! Two men, wrapped in heavy cloths can be seen carefully tending them.

This is the home of Garret Longhollow. He works here with his son, tending several hives of bees. Harvested honey is sold raw, or processed into mead. Garret works with his son, Grant. In addition, it is also home to Garret's wife, Jaine. Grant's wife Mona also lives here along with their teenage daughter, Costace.

Honey and mead can both be purchased from the family at a reasonable price.

Garret & Grant Longhollow (hp 3 each): AC: 9 [10], HD: 1, Atk: Weapon (1d6), Mv: 12, HDE/XP: 1/15.

Location 4: The Frothing Flagon

Rising two stores, set upon a stone foundation and one of the only buildings in Willowford with a wooden roof is the Frothing Flagon, a stout inn. Frosted glass windows are set into the sides and a heavy oaken door marks the entrance. Above it hangs a wooden sign painted with a tankard overflowing with beer foam and the words “The Frothing Flagon,” burnt into the sign. A thin trail of smoke trickles above the building from a stone chimney which pokes from the top of the roof.

The Frothing Flagon is the social hub of Willowford. It is run by Drusk, a dwarf who immigrated to the village over ten years ago. He maintains good relations with the dwarves of Stoneaxe Citadel so that the Flagon is able to carry the finest ale in the valley. Drusk is a no nonsense businessman. He demands all weapons (except daggers) be peace-bonded when entering his establishment and will not negotiate prices for food or lodging. The occasional brawl doesn't bother him, but as soon as steel is drawn Drusk goes for his axe. A meal at the Frothing Flagon costs seven copper pieces, which includes beer or ale imported from the Stoneaxe Citadel - or wine. A night's lodging costs 9 silver pieces for a room, 3 silver to sleep in the common room, or 5 copper pieces to sleep in the stable.

There are three servers who work in the Flagon: Kala and Senny McCartan, sisters who live on the McCartan. Bors is the muscle for the Flagon. In the event that a brawl does break out, Bors grabs a convenient bar stool and puts all offenders in their place with brutal effectiveness. He doesn't fight to kill unless a scrap turns bloody – instead attempting to incapacitate. A stable boy, Dorf, tends to the horses outside and rarely enters the tavern.

During the morning 1d6-1 locals can be found here. During the afternoon this number increases to 2d4. Evenings are usually busy with a patronage of 2d6+2. This does not include staff. Patrons who linger long enough may hear a rumor or two over a pint. See Table IX: Willowford Rumors for more information.

Drusk (hp 7):

Kala & Senny McCartan (hp 3): AC: 9 [10], HD: 1, Atk: Weapon (1d6), Mv: 12, HDE/XP: 1/15.

Bors (hp 5): AC: 9 [10], HD: 1, Atk: Cudgel (1d6), Mv: 12, HDE/XP: 1/15.

Dorf (hp 2): AC: 9 [10], HD: 1, Atk: Weapon (1d6), Mv: 12, HDE/XP: 1/15.

Patrons (hp 3): AC: 9 [10], HD: 1, Atk: Weapon (1d6), Mv: 12, HDE/XP: 1/15.

Location 5: Wheatley Farm

Long fields of grain cover the land behind this simple farmhouse. An elderly man sits on a wooden stool in front of the home, puffing on a long pipe and eyeing passing locals with a suspicious eye.

This is the home of Tomas Wheatley, a crotchety old man who has lived in Willowford for as long as anyone can remember. His son, Tommy, has long since taken over tending to the grain and if the sun is up, he's working in the fields. Tomas is dour and unfriendly, but Tommy is polite and kind. Neither, however, are physically aggressive.

Tomas (hp 2): AC: 9 [10], HD: 1, Atk: Weapon (1d6), Mv: 12, HDE/XP: 1/15.

Tommy (hp 4): AC: 9 [10], HD: 1, Atk: Weapon (1d6), Mv: 12, HDE/XP: 1/15.

Location 6: Church of the Silver Light

This stout stone church is a simple one-room affair with a vaulted ceiling and a steeple rising from its top. The steeple is crested with the image of a candle flame worked in silver and heavy wooden doors are carved with a similar image – though the flame on the door is painted silver.

Most of the townsfolk are worshipers of the Silver Flame, a lawful god of protection and compassion. They gather here for holy services on the 6th evening of every week and a festival is held on the first morning following each full moon. The congregation is lead by young Father Arden, who is the sole occupant of the church.

Father Arden is a young priest of the Silver Light. The Church assigned him the small parish in Willowford after the previous priest died of old age. Being young and relatively inexperienced, Arden is a bit nervous and easily overwhelmed, though he is well-loved by the locals. Still, when he can set his fears aside, Arden has a keen intellect and can read the intentions of his both his congregation and visitors quite well.

Father Arden is a second-level cleric of Lawful alignment. He will aid the party with his meager magic in return for a donation to the church, but will not accompany them on their adventure. Silver is holy metal to those of the Silver Light faith and Father Arden will sell silver weapons to the party at the following prices. He does not keep an infinite stock of these items. There are only one or two of each item available at any given time.

Weapon	Cost
Arrow, Silver (10)	10 gp
Bolt, Silver (10)	10 gp
Dagger, Silver	20 gp
Holy Symbol, Silver	25gp
Long Sword, Silver	30 gp
Short Sword, Silver	25 gp
Sling Stones, Silver (10)	10 gp

Arden (hp 10): AC: 7 [12], HD: 2, Atk: Mace (1d6), Sp: One 1st level cleric spell per day, Turn Undead, Mv: 12, HDE/XP: 1/15.

Treasure: Silver weapons (see above), 87 gp, *Potion of Healing* (2).

Location 7: Daran's Vineyard

Rows of grapevines surround this painted and well-kept home. It is obvious from the tended land and fine paint job that whomever lives here is well off. It even sports a few glass windows, one of the few homes in Willowford to have such a luxury.

This is the home of Willowford's mayor, Daran. Daran is a proud man in his mid-40s with salt and pepper hair and a stout frame. He is firm, but

fair, with the locals and well-liked. He is barely educated, only able to read and write – but has made his fortune selling wine locally and to other settlements in the valley. There a mutual respect between him, Father Arden and Drusk – all of whom are regarded as community leaders. His home is one of the only ones in Willowford to have locking doors and Daran actually carries a short sword on his hip at most times. If asked he will say that he was once a mercenary and caravan guard.

Mayor Daran (hp 11): AC 8 [11], HD:2, Atk: *Short Sword+1*, (1d6+1), Mv: 12, HDE: 2/30.

Treasure: 200 gp, fine clothes, *Short Sword+1*.

Location 8: Dockside Warehouses

The scent of fresh water and fish fills the air in this part of Willowford. Several tall wooden buildings are cast about the coastline of Willow Lake and you see a few fishing schooners hoping to make a fresh catch. Men bustle about the warehouses and docks, hauling up their scaly bounty and packing them for transport and sale. Among the workers you see the occasional guard milling about, making sure that no poaching or theft happens on his watch – keeping everything on the up and up.

The dock and its nearby warehouses are the most bustling part of town, but in spite of the presence of local militia it is not always the safest place. However, plenty of news and rumors from across the Willow Valley reach the docks first and characters should come here for the newest news in the region. See Table IX: Willowford Rumors for what information the player characters might discover. Characters who linger here at night have a 10% chance, however, of encountering brigands who will attempt to strong arm them into surrendering their gold.

Brigands (hp 4): AC: 7 [10], HD: 1, Atk: *Weapon* (1d6), Mv: 12, HDE/XP: 1/15.

Locals (hp 3): AC: 9 [10], HD: 1, Atk: *Dagger* (1d6-1), Mv: 12, HDE/XP: 1/15.

Militia (hp 4): AC: 7 [10], HD: 1, Atk: *Spear* (1d6), Mv: 12, HDE/XP: 1/15.

Location 9: Lumberyard

A great field has been cleared here and massive trees are have been laid out in preparation for being chopped into smaller pieces. Several swarthy men bustle about, working axes and saws to turn raw trees into usable lumber. A small building is on the north end of the field, likely a foreman's office of some sort.

Lumberjacks can be found here from sunrise to sunset. They are guided by a surly foreman who occasionally comes out of the office to check on their progress. Foreman Arik approaches any player characters who come to the lumberyard, asking their business. He's most concerned with finishing the task and handle and has little time for wandering tomb-robbers poking around his work site.

In the evening two members of the local militia watch over the area, as it is a key source of income for the town and must be protected.

Foreman Arik (hp 6): AC: 9 [10], HD: 1, Atk: Axe (1d6), Mv: 12, HDE/XP: 1/15.

Lumberjacks (hp 4): AC: 9 [10], HD: 1, Atk: Axe (1d6), Mv: 12, HDE/XP: 1/15.

Militia (hp 4): AC: 9 [10], HD: 1, Atk: Spear (1d6), Mv: 12, HDE/XP: 1/15.

Location 10: Lumberjack Camp

A clearing riddled with freely cut tree stumps greets you, along with several workers who are cleaving at newly felled foliage into manageable lengths of lumber. The distinctive thud of ax on wood and the grinding of saws fills the air, broken on occasion by the shouts of workers who are diligently set to the task at hand.

During the day the lumberjack camp is a bustle of activity. At night it turns into a campsite, with tents and campfires filling the felling fields. The lumberjacks sing bawdy songs and drink hearty drinks in the evening, but focus on the work at hand during the day. They report to foreman Arik for most of their orders, hauling wood between here and Location 9: Lumberyard.

Lumberjacks (12, hp 4): AC: 9 [10], HD: 1, Atk: Axe (1d6), Mv: 12, HDE/XP: 1/15.

Location 11: Wulf Homestead

A simple wooden home with a large thatched roof is set along the side of the road. Just south of the house are rows of tilled earth and you see various root vegetables growing in the hearty soil. A kindly man is gently guiding a plow horse through the field, while a young woman pulls onions from the dirt and places them in a basket.

Agar and Ingrid Wulf are unassuming farmers who are well-liked by the locals. They trade their vegetables to the locals in return for other necessities and are always polite and kind. What no one knows is that Agar and Ingrid were once Skail and Shel Redbank, a pair of deadly assassins from a city far to the south. They came to Willow Valley a few months ago to hide out and avoid the Assassin's Guild they betrayed and live the false life of unassuming farmers.

The “Wulf” family keeps the trappings of their old profession in a shed beside their house, hidden beneath a secret door.

Agar Wulf (hp 12): AC 8 [11], HD: 3, Atk: 1d6+1 (*Dagger+2*), Sp: Thievery 2, Mv: 12, HDE: 2/65.

Ingrid Wulf (hp 11): AC 9 [10], HD: 2, Atk: 1d6 (*Dagger+1*), Thievery 2, Mv: 12, HDE: 2/65.

Treasure: Dagger+1, Dagger+2, Cloak of Elvenkind, Ring of Invisibility, lock picks, 350 gp.

Location 12: Woodland Shrine

A small wooden totem marks the end of a tiny deer path. The totem rises only four feet in height and depicts the long face of an old man whose beard appears to be of woven ivy.

This is a grove that was once a holy site for druids who dwelt in Willow Valley before it was known by that name. It has been ignored by locals, but there is a small hollow in the totem which can be discovered if characters are actively searching and roll a 1 on 1d6. It is the nest of a tiny fairie dragon which goes by the name “Solstice.” The dragon will not reveal itself to any who come to the grove, but if its hollow is disturbed it will attempt to befriend the intruders and get them to play games with it. Solstice is afraid of the villagers and especially the lumberjacks.

Solstice (hp 9): AC: 4 [15], HD: 2, Atk: Bite (1d6-1), Sp: Sleep Breath, *Invisibility I*, Mv: 9 (12 while flying), HDE/XP: 2/120.

Location 13: Produce Stand

An open-air stand has been erected here, displaying mushrooms, carrots, turnips, potatoes, lettuce and all manner of vegetables. A curly-haired halfling with a wry smile trundles back and forth before it, calling out like prices to all who pass.

The halfling merchant here once lived in Burrowmoor, but came to Willowford in hopes of living among the big people. Grigory the halfling is a petty, but shrewd businessman. He doesn't seek for fabulous wealth, but instead just wants to make a profit off the "foolish big folk." His vegetables are of good quality and he will gladly sell a single veggie for a few copper pieces or an entire bushel for a silver piece.

Grigory (hp 6): AC: 7 [12], HD: 1, Atk: Sling (1d6-1), Sp: Halfling racial abilities (see page 19 of *Swords & Wizardry WhiteBox*), Mv: 9, HDE/XP: 1/15.

Treasure: Bag of Holding, 82 sp.

Location 14: Alston Estate

The largest estate in Willowford is two stories in height and the finest home in town. With a stone foundation and a wood roof, it was obviously expensive to construct. Glass windows look out from both first and second floor and the estate is surrounded by groves of fruit trees for as far as the eye can see.

This is the home of Alec Alston, his wife Hetha, their three children (Alec II, Tristan, and Maya), as well as two servants and a full time estate guard Jonnas.

Alston and his wife are proud and arrogant, their crop having made the family rich for generations to come. They sell their wares at a remarkable mark-up to all the other settlements in the Willow Valley and enjoy great profits in the process. While the Alston family is rich and spoiled, they do wish for the town to prosper and their business is legitimate in all ways. Only Jonnas is of questionable character, a former mercenary-adventurer who sees serving as guard for the idle rich as an easy retirement. Alec is in his late teens and hoping to step out of his father's shadow and one day become the

man of the family. Tristan, barely thirteen years old, has dreams of one day being a magic-user – though his father takes every opportunity to squash these dreams. Maya is enamored with Jonnas and would gladly trade the life of riches for a sharp sword and the open road. She is, however, only twelve years old and her father plans on having her marry into a shipping family to help further his product's reach.

Alec Alston (hp 5): AC: 9 [10], HD: 1, Atk: Fine sword (1d6), Mv: 12, HDE/XP: 1/15.

Hetha Alston (hp 5): AC: 9 [10], HD: 1, Atk: Dagger (1d6-1), Mv: 12, HDE/XP: 1/15.

Jonnas (hp 6): AC: 5 [14], HD: 1, Atk: *Long Sword+1* (1d6+1), Mv: 12, HDE/XP: 1/15.

Alec II, Tristan, & Maya (hp each 4): AC: 9 [10], HD: 1, Atk: bare hands (1d3), Mv: 12, HDE/XP: 1/15.

Treasure: Long Sword+1, Fine sword (400 gp), 639 gp in coins and valuables.

Location 15: Lonn's Ranch

A long, low ranch and a large stable mark the boundaries of this land, along with a great split rail fence along the property line. Horses run and play within the fence's bounds, tended to by a few men who are set to training and exercising them.

This is the ranch of Marr Lonn, a horse breeder by trade. Along with his three daughters, they raise the finest horses in the Willow Valley and take them into the southern lands each spring to sell at auction.

Lonn is a fair businessman and will sell his riding horses to any buyer who seems to know his way around a steed for the price listed in *Swords & Wizardry WhiteBox*. His three daughters (Fessa, Valin and Verra) are triplets on the edge of womanhood. They are the beauties of Willowford and have a great number of suitors from among the village's bevy of young men. The girls are shrewd and smart though, letting their suitors wait in favor of securing the family business they will one day run.

Lonn (hp 5): AC: 9 [10], HD: 1, Atk: Weapon (1d6), Mv: 12, HDE/XP: 1/15.

Fessa, Valin and Verra (hp 4): AC: 9 [10], HD: 1, Atk: Weapon (1d6), Mv: 12, HDE/XP: 1/15.

Location 16: Finch & Breig Supply

This long, low building is clearly a storefront as if the garishly painted sign staked into the ground before it wasn't a big enough clue. The sign depicts the image of two men with toothy grins against a bright green backdrop with the words "F & G Supply" written below. Several barrels set before the store front hold ax handles, iron bars and broomsticks along with all other manner of simple trade goods. A blonde man of middling age with an infectious smile leans against the door frame offering overly polite greetings to any who approach.

This is Finch and Breig Supply, a general store run by (appropriately enough) Tam Finch and Var Breig. Tam acts as the barker, trying to draw customers into the shop, while Breig handles inside sales. They're fast talking, fast dealing, quite charming and a bit shady. They have all manner of supply and trade goods, available at rock-bottom prices. If by "rock-bottom" they means 10% over market cost. Finch & Breig offer to order any non-magical goods their customers are looking for at an additional 10% fee. They do, however, make good on their deal and ordered items arrive in two weeks time.

Finch & Breig (hp 4 each): AC: 9 [10], HD: 1, Atk: weapon (1d6), Mv: 12, HDE/XP: 1/15.

Treasure: 835 gold pieces worth of mundane supplies.

Location 17: Stewart Farm

The sound of barking dogs can be heard followed by the cry "Puppies!" as a little girl goes running before a small farmstead chasing a yapping dog. A farmer in a broad brimmed straw looks up from his crop of corn calling for the girl to get back to work before noticing you, offering a civil nod and returning to work.

This is the small farm of Mort Stewart, who tends the land growing corn each season which he sells to Drusk for brewing grain alcohol and to the locals for food. He is a polite, civil man, but has no time to deal with adventurers and troublemakers. His daughter, young Betta, is fascinated by the wilderness and often sneaks into the grove to meet with her "dragon friend," whom her father believes is a figment of her imagination.

Mort (hp 4): AC: 9 [10], HD: 1, Atk: Weapon (1d6), Mv: 12, HDE/XP: 1/15.

Betta (hp 2): AC: 9 [10], HD: 1, Atk: bare hands (1d3), Mv: 12, HDE/XP: 1/15.

Location 18: Apothecary

The pungent odor of herbs, spices and incense emanates from this small shop. The front door is open to street revealing a small sales floor. Dried herbs hang from the ceiling and tools of herbalism and leech-craft are on display on small tables. A waif of a woman sits inside, enjoying the dark calm and sipping a steaming cup of a fragrant herbal tea.

The small herbal shop is owned by a woman known to the locals as “Old Sophie.” Local legend say she is a druid, or a witch, or some kind of hag. But the truth is that she is a simple folk-healer with a keen knowledge of herbs, remedies and salves. She sells a healing salve which can be applied to wounds to heal 1d4 points of damage for 25 gold pieces. She typically has 1d6+1 of these in stock at any given time. Though she is not a magic-user, Sophia does wear a *Necklace of Fireballs* with 4 baubles for emergency protection.

Old Sophie (hp 3): AC: 9 [10], HD: 1, Atk: *Necklace of Fireballs* (6d6), Mv: 12, HDE/XP: 1/15.

Treasure: *Necklace of Fireballs* (4 baubles), healing salves, 23 gp.

Location 19: Florvin Homestead

The bleating of sheep and distinctive scent of livestock can be smelt near this small home. A jovial man sits on a stool in front of his house with a pair of sheers, cutting away the wool of an idle sheep. As you draw close he sets down the sheers and pets the creature, watching you curiously.

This is the home of Centio Florvin, shepherd and sheerer. He will sell bolts of wool to any who wish to buy them for 5 silver pieces a yard. He lives alone, but is known and well-liked in the community. A large pen behind the homestead houses half a dozen sheep.

Florvin (hp 4): AC: 9 [10], HD: 1, Atk: Weapon (1d6), Mv: 12, HDE/XP: 1/15.

Location 20: McCartan Farm

The idle musings of cows can be heard coming from behind this simple wooden home. You hear as you pass by the cries of an addled farmer, “A pox on yer bovine hides,” and see a man come from around the front of the home carrying a large pail of milk. He pauses to give you a surly glance, “What?!” he says indignantly before turning on his heel and heading inside.

Jace McCartan is the local dairy farmer for Willowford. He is surly, moody, and has a heart of gold – though he'll never admit it. He could make far more money if he sold his milk at a better price to the locals. Instead he is content to make sure everyone in town has cream and cheese for their food.

McCartan (hp 5): AC: 9 [10], HD: 1, Atk: Dairy pail (1d6-1), Mv: 12, HDE/XP: 1/15.

Location 21: Well

This small wooden shack that has seen better days. It lays bare and open to the elements, revealing a the town well. Its stones are built to about three feet high and a wooden bucket is secured to an oak arch above the opening and dangles from an old, slightly tattered rope that is spun about it and can be lowered by a rusty hand crank.

The town well, though often used is in a state of disrepair. For more information see Location 0: The Well on page 58.

Adventure Seeds in Willowford

- Someone has come to town seeking a fugitive hiding out in Willowford. The player characters are asked to investigate. Evidence leads them to discover the true identity of the Wulf family, but they also learn that the Wulfs are attempting to live a life of peace and honesty. Do they turn them over to the bounty hunter for justice, or help them remain hidden in their new life?
- Arik the Foreman and his lumberjacks have discovered the hidden totem in the forests near the village. Fearing that it is a sign of evil encroaching from the Gallowswood Forest, they want to destroy it. Only little Betta Stewart is suing for peace, and she pleads with the player characters to investigate.
- One of the more enterprising citizens of Willowford is secretly building a thief's guild in the Dockside Warehouse. The local militia is unable to discover the ringleader, though the locals suspect Finch and Breig to be the culprits. Daran hires the player characters to investigate.

The Halflings of Burrowmoor

On the southern shores of Willow Lake, where the Longhill range gives way to the Swamps of Sithiss there is a small village of no more than fifty halflings. Living in quiet homes dug in the side of the rolling hills that meet the lakeside, they contentedly fish and farm while the world moves on without them.

Burrowmoor is ruled as an anacrho-collective. Each season the name of every citizen is put into a hat and seven names are drawn. For that season these seven halflings serve as voting council to determine the laws of Burrowmoor. Needless to say this gives the village a unique quality and the few sustained laws it has kept over the years are very basic in nature.

Most laws concern two things in Burrowmoor. Fishing, it's primary source of food and income – and maintaining an armed militia. Beyond that, laws may change from season to season. Burrowmoor maintains a strong militia because it is built so close to the Swamps of Sithiss, which in addition to being haunted (according to legend), are also home to a tribe of savage Lizard Men for which the swamps are named.

Still in spite of the nearby danger, the halflings of Burrowmoor are, on the whole, a friendly lot. They regularly trade with both the humans of Willowford and even make a trip once or twice a year to the far away Stoneaxe Citadel in hopes of swapping for metals and dwarven ale.

The halflings of Burrowmoor make use of every part of the fish, and scrimshaw is a respected art among them. There are many skilled bone whittlers in the village who sell their creations for a remarkable profit. Scrimshaw knives, jewelry and other decorations are not uncommon in their village and the particularly wealthy citizens of other settlements will pay handsomely for these trinkets. In addition, the native merchants of Burrowmoor typically have a selection of weapons, armor and other trappings of war sized for halflings available for sale at the price listed in *Swords & Wizardry WhiteBox*, or sometimes even cheaper.

At any given time Burrowmoor maintains a militia of a dozen halflings armed with clubs, spears, slings and clad in chain armor. They patrol the village in search of invaders from Sithiss. In addition, every halfling in the village has a stout cudgel and ready sling to defend their home in the event of invasion. Unfortunately, because of their anarchistic government the stout little people can be difficult to organize in times of crisis.

The Dwarves of Stoneaxe Citadel

The eastern mountains which mark the border of Willow Valley are home to dwarves who once dwelt far to the north and west in the Flaming Pass. Known now as the dwarves of Stoneaxe Citadel, they prefer to keep to themselves rather than become too involved in the affairs of the surface dwellers.

Lead by Chief Ragnar Greatbeard, they leave their underground home only to trade – and even then only but once per year. Instead, those seeking the iron, coal or rare gold and silver found in the mines of the Stoneaxe Citadel must come to the dwarves and they had best bring quite the fine trade offerings.

In spite of their insular ways, the dwarves of Stoneaxe Citadel are well regarded in the valley. This is mostly due to the fine ales they brew in their mountain halls. A legendary brew master, known only as Tenkar, is said to know the secret of brewing dwarven mushroom ale. It is the lifeblood of Stoneaxe and if the ale ever ceased to flow trade with the outside world would likely end.

Ale is not their sole source of trade, however. Weapons crafted by the dwarves of Stoneaxe are of the finest quality and sought after by many warriors and militia members in both Willowford and Burrowmoor – though few can afford the hefty dwarven prices.

Why the dwarves choose to remain secret and hidden is unknown, though legends and whispers are heard through out the valley telling all manner of stories. Some say that Chief Ragnar is raising an army of raging warriors to take back his lost kingdom. Others say the dwarves live in a drunken stupor under the control of their brew master. Still others claim that they long ago fell under the sway of the dragon who drove them from their ancestral home and they have become foul and villainous.

The truth of the matter may never be revealed, for when the subject is brought to dwarven ears it is often replied to with a closed fist. No one knows how many dwarves live in the Stoneaxe Citadel. Whether hundreds, thousands or merely dozens – neither the chieftain nor his people are saying. They simply toil on as they ever were, silently enduring an exile without ending.

Swamps of Sithiss

A long moor runs out from the western banks of Willow Lake and eventually gives way to a putrid swamp filled with biting insects, croaking amphibians and deadly predators. Not the least of which are the Sithiss, a tribe of lizard men who wander the mire in search of those foolish enough to travel into their domain.

Legend has it that the Swamps of Sithiss were once a fertile and bountiful forest before an ancient wizard drew all but the most feeble life from the land. In the years that followed the land fouled and became a corrupt and terrible place filled with fog and fear.

Since that time it has been the domain of the Sithiss. Currently they are only a threat to the halflings of Burrowmoor. But with each passing year they seem to grow stronger, more fierce and more aggressive. Their tribe is said to number in the hundreds and there are even whispers that they are lead by an incarnation of their dark, serpentine god.

What's even more fearful are the great tombs which lay across these moors. Along its northern border in the shadow of the Flaming Pass there are endless stone graves and cairns marked with incantations of necromancy and other foul magic. None can say what lay in these barrows, for not even the bravest adventurers have ever returned from an expedition to explore that foul place.

Longhill

The rolling hills near Burrowmoor give way to light forests and gentle rolling plains that offer a warm wind from the south and easy travel for those making their way to Stoneaxe Citadel to trade. Most travelers along the road across Longhill reach their destination without trouble or concern.

What none of them know is that a tribe of barbarians dwell secretly in the forests and plains of Longhill. Secretive and xenophobic, they hunt wild game and seek only to be left to their own devices by passing travelers. The name of their chief is as unknown as the tribe itself.

But as trade grows along the east-west trail, the barbarians of Longhill grow more and more concerned about settlers encroaching on their land and should a chieftain ever rise to power on the promise of war and glory, then both Burrowmoor and Willowford could fall victim to a savage attack. But it does not have to be so, for the barbarians could also be made into allies through careful diplomacy and patience.

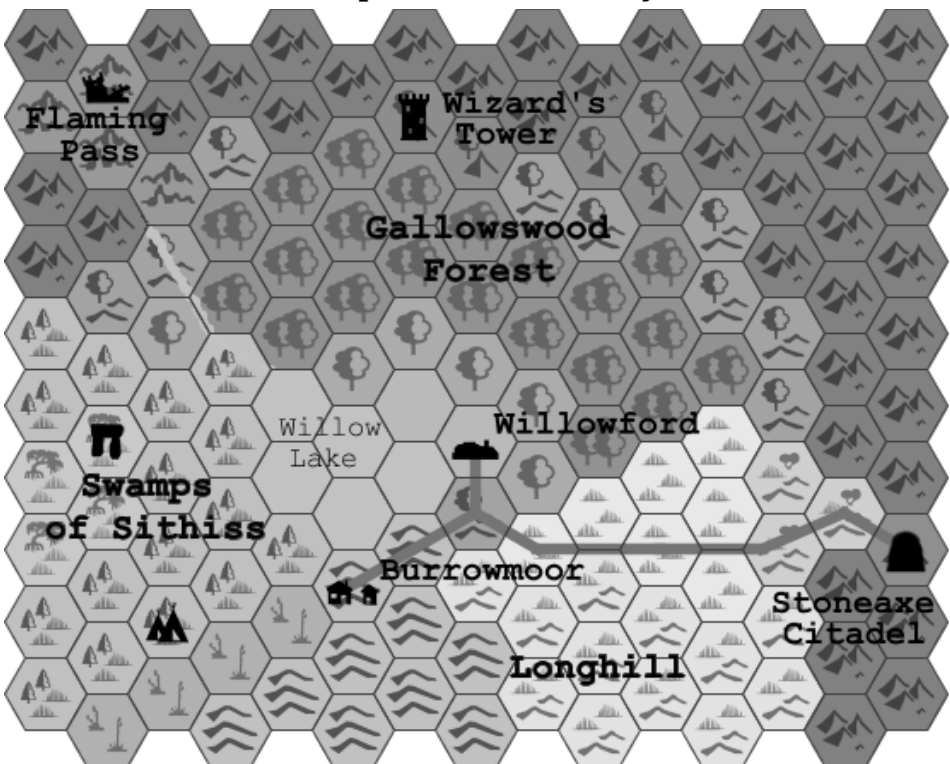
Other Locations

Gallowswood – Gallowswood is detailed on page 71, providing information on wandering monsters as well as the Perenth – a tribe of nomadic elves who dwell there.

Flaming Pass -The Flaming Pass is detailed on page 91, providing information on wandering monsters, the fire giants of Hel'jotun and their firbolg rivals.

Willow Lake – The main water source for both Burrowmoor and Willowford, Willow Lake is a warm lake. This is owing to the river that pours down from the Flaming Pass and pools to make this body of water. In winter the warm waters clash with cold air to create great banks of fog. Some say that the first fog bank of autumn is magical and that it is capable of drawing wayward bank side wanderers into a domain of nightmares and dread.

Map of Willow Valley



One Hex is Equivalent to Ten (10) Miles

Table IX: Willowford Rumors

Roll (1d20)	Rumor
1	The dwarves of Stoneaxe Citadel have made a pact with an evil deity that sleeps deep in the earth. (False)
2	They say the elves of Gallowswood drink the blood of humans and hunt them for sport. (False)
3	A tribe of savages live in the Longhills that can turn invisible whenever they like. (Partially True)
4	There is a sea dragon living beneath Willow Lake, waiting to awaken when the stars are right. (False)
5	Mayor Daran is hoping to marry one of Alton's daughters to strengthen his position in town. (True)
6	Drusk, owner of the Frothing Flagon, is actually a halfling and wears a false beard. (False)
7	Grigory the Produce Merchant is secretly head of a local Thief's Guild. (False)
8	They say there is a tree near Willowford that is enchanted and with the right password it leads to a fairy circle where a magic dragon grants wishes to those who find him. (Mostly False)
9	The Wizard's Tower far to the north is now ruled by an evil lich. (Mostly False)
10	The Lizard Men of Sithiss are actually the children of a dragon. (False)
11	Old Sophie is a witch can conjure fire with a whisper. (Mostly True)
12	There are kindly giants living secretly in the Flaming Pass (True)
13	A fierce manticore hunts elves in the Gallowswood. (True)
14	Willowford was founded by a powerful wizard whose name is lost to the ages. (Mostly True)
15	Elias Smythe learned to craft enchanted weapons after visiting Stoneaxe Citadel. (False)
16	The Old Abbey is haunted by an bride who hung herself on her wedding day. (False)
17	Dwarvish ale is so prized because it is brewed with magic mushrooms. (True)
18	Father Arden married Vessa Lonn and Dorf in secret. (False)
19	There is a huge network of caverns under the village. (True)
20	The Burrowmoor is secretly in league with the lizard men. (False)

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