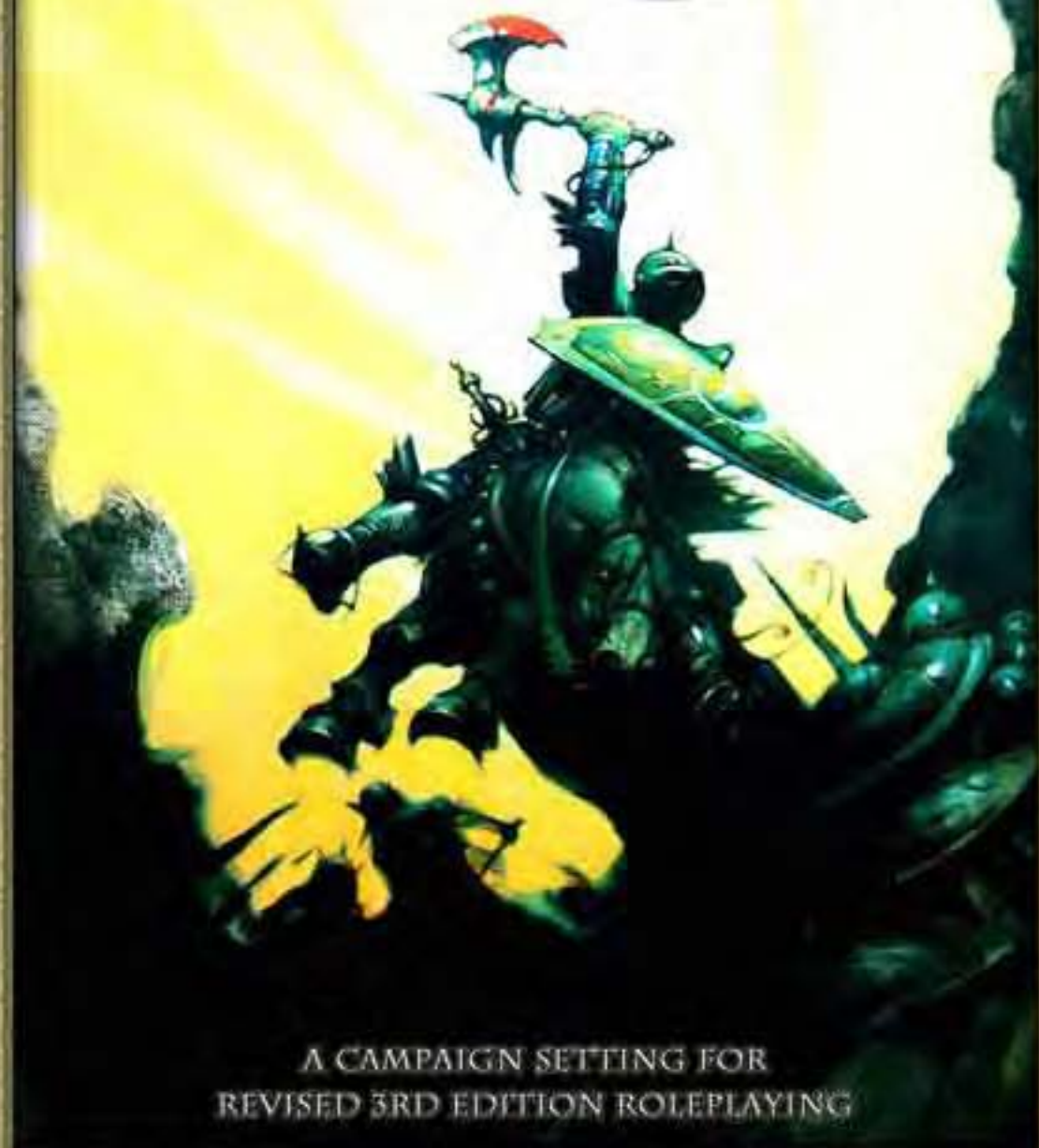


PLAYER'S GUIDE TO THE WILDERLANDS™



A CAMPAIGN SETTING FOR
REVISED 3RD EDITION ROLEPLAYING



Judges' Guild



PLAYER'S GUIDE TO THE WILDERLANDSTM

CREDITS

CREATED BY:

Bob Bledsaw and Bill Owen

BASED ON ORIGINAL MATERIAL BY:

Bob Bledsaw and Bill Owen, with Bryan Hinnen, Scott Fulton, Dan Hauffe, Paul Jaquays and the original Judges Guild staff

PLAYERS' GUIDE PRIMARY AUTHORS:

Bob Bledsaw, Clark Peterson, James Mishler, Rob Conley, Greg Geilman, and Patrick Lawinger

ADDITIONAL CONTRIBUTING AUTHORS:

Casey Christofferson, Scott Greene, Bryan Hinnen and Chris Bernhardt

NECROMANCER GAMES/

JUDGES GUILD DESIGN TEAM:

Bob Bledsaw, James Mishler, Robert Conley, Bill Webb, Clark Peterson, Casey Christofferson, Jim Collura, Scott Greene, Kevin Walker, Bjorn Strohecker, Chris Bernhardt, Erica Balsley, Skeeter Green, Jeff Black, Jim Collura, Steve Edwards, Gabor Lux, Sean Stidd, Jay Raglund, Patrick Lawinger, Terry Murray, Lance Hawvermale, Bob Sarvas, Greg Geilman, Stephen Stottrup, Nate Paul and Ralph Wilson

DEVELOPERS:

Bill Webb and Clark Peterson

PRODUCER:

Clark Peterson

MANAGING EDITOR:

Andrew Bates

ART DIRECTOR:

Mike Chaney

LAYOUT AND TYPESETTING:

Mike Chaney

INTERIOR ART:

David Day

FRONT COVER ART:

Frank Frazetta

CARTOGRAPHY:

Rob Lee

FRONT & BACK COVER DESIGN:

Mike Chaney

SPECIAL THANKS FROM BOB BLEDSAW:

To all the loyal fans of Judges Guild over the years for keeping the dream of epic, heroic roleplaying in the classic tradition alive!

This product requires the use of the Dungeons and Dragons® *Player's Handbook*, Edition 3.5 published by Wizards of the Coast®



NECROMANCER
GAMES

THIRD EDITION RULES,
FIRST EDITION FEEL

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INTRODUCTION

Welcome to the Wilderlands of High Fantasy!

Whether you are a veteran Judges Guild fan or a new player just now discovering the Wilderlands, this *Player's Guide* provides you with everything you need to begin a campaign in the Wilderlands and is your introduction to the classic Judges Guild epic fantasy setting.

This guide serves as an overview of the Wilderlands, providing highlights of its main features. As a DM—or “Judge,” as we call them—you should flesh out the bones given here with your own ideas, creating a setting that is uniquely your own.

We invite you to use this guide as a springboard for adventure in the City State and the Wilderlands!

THE WILDERLANDS SETTING

The Wilderlands setting details an area slightly smaller than the Mediterranean sea and surrounding lands. Unlike many current published settings where everything has been discovered and most of the world is known, the Wilderlands are largely unexplored and overland travel is dangerous. There are few “nations.” Instead, the lands are dominated by “city states,” principle among them being the City State of the Invincible Overlord and Viridistan, the City of Spices—also known as the City State of the World Emperor. The City State of the Invincible Overlord so dominates the Wilderlands, that many campaigns run in this setting are often called City State Campaigns.

Though the civilization of the Wilderlands centers mostly on the largest city states: Viridistan, the City State of the Invincible Overlord, Tarantis, Valon, Rallu and Tula, these locations are small in comparison to the vast forests, expansive plains, open seas, trackless deserts, imposing

mountains and wild rivers. The light of civilization in the Wilderlands is a dim spark against the dark wilds.

The Wilderlands is a setting in decline. Long ago empires covered the region. But great wars, with the gods themselves fighting alongside men, has reduced the splendor of those past civilizations, leaving them in ruins. The most recent such war was the War of the Pious and Philosophers, pitting the followers of magic against the followers of science. That war was some 6000 years ago (though that date is disputed). Cities that do exist today are generally built on the sites of ancient cities, some among the ruins themselves. Broken roads, crumbled walls, sunken buildings and half-ruined towers dot the landscape, a constant reminder of the faded past.

Life in the Wilderlands can be summed up for the average commoner as follows: Solitary, poor, nasty, brutish and short. The average life expectancy is twenty years unless one lives in a walled city or town such as the City State, Viridistan, Thunderhold, Modron, Warwik or other large cities, in which it is only a little higher. Almost all Human families produce at least ten children, of whom two or three may live long enough to have children of their own. In the wilderness villages, wandering monsters and the raids of nomads, brigands and various humanoid species which are inherently evil are the bane of many. Rampant, unchecked disease is common to both walled city and wilderness village; so is infant mortality. The dangers of wandering monsters are lessened in a walled city or town, but the concentration of people in a small area leads to a high crime rate and poor sanitation; therefore, instead of being slain by a marauding dragon, a city dweller may have his throat slit for the contents of his purse. Few men manage to live past the ripe old age of thirty-five, and the fact that a man is fifty or sixty years old indicates great wisdom on his part (or an incredible run of luck).

Welcome to the Wilderlands, where life is cheap, travel is dangerous and a strong sword arm is worth more than a purse full of gold!

WHAT THIS BOOK CONTAINS

This *Guide* is crucial to running a campaign in the Wilderlands for both players and Judges. It contains overview material on the history of the Wilderlands and character creation rules for the unique classes, races, and gods of the Wilderlands. It also provides an overview of the important cities and geographic features of the Wilderlands, detailing them in terms that a character in the Wilderlands would know or could easily learn with little investigation. This book also contains a "guided tour" of the City State of the Invincible Overlord, a key setting for running a campaign in the Wilderlands as well as a number of monsters unique to the Wilderlands setting.

THE BOXED SET

This book is designed to work in conjunction with the Wilderlands of High Fantasy Boxed Set. As a Judge, you may supplement the general material found in this guide with the Wilderlands of High Fantasy Boxed Set, which describes the Wilderlands in minute detail—dividing the Wilderlands into 18 different maps and detailing each map hex by hex. But even with the Boxed Set this *Guide* remains an invaluable compliment, containing key material for players, providing them with information that their characters would have at their disposal as well as key material for character creation.

Though many things are hinted at herein, there is little material here that is considered "for Judges' eyes only," and that material is found in the Judge's History section of the History chapter. Instead, material for Judges is found in the Wilderlands of High Fantasy Boxed Set.

If you want a glimpse of what you can find in the Boxed Set, you may download the free Rorystone Road supplement at www.judgesguild.com, which is but a tiny slice of what is available in the Boxed Set. The Rorystone Road download is designed to help your Wilderlands campaign get up and running right away!

ABOUT JUDGES GUILD

Judges Guild was the first company to publish a Fantasy Role Playing city and campaign products. Judges Guild was the first company to publish a FRP magazine, predating *Dragon* magazine. Judges Guild was the first company to provide outdoor encounter tables, urban encounter tables and several innovative rules such as critical hits, weapon reach and speed rules, and many other rules refinements as well as the first DM's Screen called the Judges Shield and the classic "Ready Ref Sheets." Judges Guild also originally produced the Official tournament adventure module for every early GenCon convention. You can visit Judges Guild online at www.judgesguild.com and www.judgesguild.net.

A NOTE FROM BOB BLEDSAW

Nothing brings me more satisfaction than to hear that individual Judges' copies of these products have become dog-eared or filled with notes necessitating new copies. It is like a grand symphony. To inspire others to create is my fervent hope. Your players will respond to your delight in seeing your creation take on life and enthusiasm will increase the fun.

All within is merely inspiration for the active and pontifical judge of the guild. Please alter, illuminate, expand, modify, extrapolate, interpolate, shrink and further manipulate all contained to suit the tenor of your campaign.

—Bob Bledsaw



HISTORY OF THE WILDERLANDS

This chapter details the history and calendar of the Wilderlands.

CALENDAR SYSTEM

Some 400 years ago, workers discovered what has come to be called the Calendar Obelisk in the ruins of an ancient city of mysterious origins beneath the City State of the Invincible Overlord. The Calendar Obelisk, and a series of rune-inscribed metal plated found in a strange metal chest near the obelisk, revealed a recording of what is called “the Chronology of the Dragon Kings,” the history of an ancient kingdom—believed to be the Orichalans—predating the City State by many, many ages, in 52-year and 104-year cycles.

The then current Overlord, a Warrior-King named Balozkinar, constituted a council headed by Ralibarn the Wise, Patriarch of Odin, and including a group of the most prominent sages and clerics of the city, to study the runes and the Obelisk. Their study forced the revision of the existing calendar and changed the view of the history of the Wilderlands. This gave rise to Balozkinar’s Corrected Commoners Calendar (“BCCC”).

Balozkinar’s Corrected Commoners’ Calendar is now used in the northern city states and their tributary villages, as well as in Thunderhold and the town of Warwik, and several other settlements which have interacted with the City State.

The BCCC Year 0 is tied to the old Commoner’s Calendar Year 0. Despite the recent evidence from the Obelisk, the Year 0 was left intact to make the transition to the new calendar easier for the people.

The BCCC includes 18 months of 20 days each followed by a 5 day celebration at the end of each year. This calendar is progressive, as our own Anno Domini (AD) system. Thus, the year 100 BCCC would come before the year 101 BCCC just as 100 AD came before 101 AD. Some people still follow an old calendar known as the “Commoners’ Calendar” which sometimes leads to confusion as to the timing of certain celebrations. These problems are resolved by the Town Crier. Both the BCCC and the original Commoners’ Calendar are presented below.

The default year of any Wilderlands campaign is 4433 BCCC, and all products referencing the Wilderlands or the City State presume this default time frame.

It is generally accepted by proponents of the BCCC that the City State of the Invincible Overlord was founded on the ruins of an ancient city in 3075 BCCC—5,466 years after the Uttermost War and 11,683 years after the creation—based on the findings of Ralibarn, the Patriarch of Odin, and his counsel. These dates are accepted and endorsed by the Overlord but contested by just about every other religion and, as described in the Judges History, below, completely wrong. Nevertheless, they form the basis of the common calendar of the lands.

BALZOKINAR'S CORRECTED COMMONERS' CALENDAR

The days of the BCCC Week are: **Airday**,
Waterday, **Earthday**, **Fireday** and **Spiritday**.

The months of the BCCC Calendar are:

| | |
|-------------|----------------------|
| Thawmist | (Days 1-20) |
| Dewsnap | (Days 21-40) |
| Flowerbloom | (Days 41-60) |
| Sweetrain | (Days 61-80) |
| Meadowlark | (Days 81-100) |
| Longrass | (Days 101-120) |
| Warmshade | (Days 121-140) |
| Sunstrong | (Days 141-160) |
| Thistleburn | (Days 161-180) |
| Harvestime | (Days 181-200) |
| Goodgrove | (Days 201-220) |
| Blackmoon | (Days 221-240) |
| Willowind | (Days 241-260) |
| Redleaves | (Days 261-280) |
| Maggotfeast | (Days 281-300) |
| Coldrain | (Days 301-320) |
| Shadowrath | (Days 321-340) |
| Gloomfrost | (Days 341-360) |
| Year's End | (Days 361-365 \ 366) |

HISTORY AND POLITICS

Generally, people know little history beyond what has happened in their lifetime or the lifetime of their living parents—which in the Wilderlands is rarely more than an 80 year span of time. People in the Wilderlands have much more immediate concerns and most have not traveled more than 40 miles from their place of birth.

Any knowledge of history or politics by the populace centers around the major northern cities—Viridistan, the City State of the Invincible Overlord, Tarantis and the City State of Valon. The southern cities of Tula and Rallu are legendary to most northerners and are the stuff of wild speculation, as is the Kingdom of Karak and its capital of Populva (or "Popul Vuh" as the Karakhans spell it). See the Cities chapter for more on these locations.

The following history is a general overview of the history of the Wilderlands since the founding of Viridistan. This general history, while not commonly known to most denizens of the Wilderlands, is at least available to be learned. The information given here is from the point of view of the scholars and scribes of the City State of the Invincible Overlord.

History prior to the founding of Viridistan is detailed in the Judge's History, below, though some general details are known to players and are detailed here. See the Judges History section below and the Timeline section below for more information.

Note: Portions of the history related below refer to cities and geographic features that are not on the Player's Map.

THE UTTERMOST WAR

Few know what it entailed or when it was, but all know that it existed. It is rumored to be a battle in great antiquity in which the gods themselves participated. Legends tell that a great race called the Markrabs as well as great dragons fought against one another with races that no longer exist.

THE HOLY CITIES

The circle of the five above-ground villages and their accompanying caverns are known as The Holy Cities, a location sacred to the god Mycr. Legends tell that the Holy Cities have existed since the creation and were totally incinerated in the Uttermost War aeons ago but have been since rebuilt.

THE EMPIRE OF KELNORE

In ancient times, following the Uttermost War, there arose a great kingdom called the Kingdom of Kelnore. Its capital was known as the Ivory City, and is believed to be near modern Tarantis. It is said this great kingdom covered most of the Wilderlands and that many of the ruins that abound in the lands are from that ancient kingdom.



COMMONERS' CALENDAR

The Commoners' Calendar consists of 12 months of slightly different lengths—each approximately 30 days long, similar to a modern calendar. Each month is dedicated to a different god in the City State and its tributary cities. The months and the major festivals in the City State of the Invincible Overlord are as follows (different cities would have different festivals and worship different gods):

| Month | Temp | Major Festival | God |
|-------------------|------|----------------------------------|--------------|
| The Snow Leopard | 30 | Viking Feast of Odin | Odin |
| The Howling Winds | 40 | Masquerade of the Maidens | Modron |
| The Crocodile | 50 | Imboig - Festival of Spring | Brigit |
| Portly Pomp | 60 | Beltene - Fete of Brilliant Fire | Mabon* |
| Yellow Moon Dog | 70 | Festivity of Frenzy (war fever) | Thoth |
| Midsummer's Eve | 80 | Daghdanasdah | Daghdha |
| Vineyard Bounty | 75 | The Orgy of the Spirits | Harmakis |
| Crimson Dragon | 70 | Samhain Summer's End Carnival | Teutates** |
| The Regal Serpent | 60 | Quetezanasadh | Quetzalcoatl |
| The Silent Scream | 55 | Lughnasadh Harvest Feast | Liegh |
| The Sky Woman | 50 | The Great Hunt | Apollo |
| The White Wolf | 40 | Orgy of Consumption | Fenris Wolf |

*God of the Sun **God of War

GHINORAN SUCCESSOR STATES

Some time during the Empire of Kelnore, a great prince led a number of states in succeeding from the empire, founding what came to be known as the Ghinoran Successor States. The remnants of these successor kingdoms can be found in the south and west of the Wilderlands, in the cities of Lenap, Tlan and Chim, as well as the northern kingdom of Damkina, which reportedly were ancient capitals.

THE WAR OF THE PIOUS AND PHILOSOPHERS

In ancient history, whether before or after the fall of Kelnore it is not known, there was another great war again involving the gods themselves, though this war was instigated by the followers of the gods. There came in the lands an essential rift between those who promoted the gods and arcane powers (called the Pious) and those who sought to abandon those forces and seek the ways of science and learning (called the Philosophers). It is said that at that time the Philosophers matched with machinery what many priests and wizards could accomplish with magic and faith. After much destruction and a near annihilation of the existing civilizations, the gods intervened and the Pious emerged successful, throwing away much learning and scholarly study. The lands were thrown into a dark age.

THE DRAGON KINGS

Though the time of their reign is not accurately known—whether it was before or after the War of the Pious and Philosophers—it is believed that a great kingdom once existed where the City State is now built and that they were led by a series of "Dragon Kings." The Dragon Kings are believed to be the ancient Orichalans, who have been hunted to near extinction. The only remnant of this kingdom is the markings on the Calendar Obelisk found in excavations done in the

City State. The Dragon Kings ruled the area, it is believed, from 575 until 2927 BCCC, according to the Chronicles of the Dragon Kings. Some believe their rule was actually far older than the dates mentioned and that those dates are in error. It is unknown how or why their kingdom came to an end.

VIRIDISTAN FOUNDED—
KNOWN HISTORY BEGINS

Most known history in the Wilderlands starts here, with the founding of Viridistan and the creation of the Viridian Empire.

Known as the City State of the World Emperor, the Immortal City, the City of Vines and the City of Spices, Viridistan was founded in 101 BCCC—predating the founding of the City State by approximately 3000 years. Like the City State would be, Viridistan, too, was founded on the ruins of an ancient city that according to legend was destroyed ages and ages ago in the Uttermost War. Its founders, the Viridians, were a short, stocky people with green skin—rumored to be the descendants of the union of gods themselves and merfolk. The Viridians defeated and subjugated the mermen of Trident Gulf and the Wild Men now known as Tharbrians at the Battle of Freeman Fields and founded their great city, Viridistan. So began their cruel empire and the subjugation of many races. The rest of the Wilderlands at that time consisted of mostly savage remnants of civilizations.

VALON FOUNDED

In 120 BCCC Valon was founded to the south of the great glacier by ice-wizard-priests of the god Aram Kor. Due to their isolationist nature and relation with the mer-elves of the Uther Pentwegern Sea, the eventual city state of Valon remained aloof from the upcoming power struggles between Viridistan, the Tharbrian wild men and the City State.

WINGED APES

According to the ancient legends or tomes, around 971 BCCC, just as civilization was beginning to take hold in other parts of the Wilderlands, a horde of winged apes flew into the region where the City State now stands. They crossed the Plateau of Bendigroth, the Cloudwall Mountains, and the Mermist Marshes (near what is now the City State). They then turned south and wandered throughout the lands of Barbarian Altanis for many months before going back from whence they came. Through their entire circuit, they left a broad swath of death and destruction: burned fields and villages, massacred armies, slaughtered herds, and fouled springs and streams where once sweet water flowed.

THARBRIAN MIGRATION

For over a thousand years since the victory of the Viridians over the Tharbrians (Wild Men) at Freeman Fields in 101 BCCC, the Tharbrians gradually withdrew from their ancient homelands of the Targnol and Zirzus Plains and the hills between, leaving them to a patchwork-quilt of succeeding races, human and otherwise. In that time, the culture of the Tharbrians had gently adapted to the life of the horse-nomad. Lesser hordes of Tharbrians have periodically swept through the Lands of the City States, grazing their vast herds of horses and avoiding any contact with settlements. Such lesser migrations occur about seven or eight times every hundred years and follow predictable routes along lines of least resistance.

THE FIRST THARBRIAN INVASION

The first of the invasions of Viridistan by the Northern Horsemen came in 1333 BCCC. Since the northerners were unfamiliar with the lay of the land, they were caught in an awkward position on Bendigroth by two Imperial Vasthosts from Viridistan and were slaughtered by the thousands. These were the days of the strength of the World Emperor, and, upon hearing word of the great victory, he commanded a ten-day festival. The battle was loudly heralded in many heroic songs, and legends grew of the awesome might of the Vasthosts.

THE SECOND THARBRIAN INVASION

The Tharbrians returned in 1759 to 1760 BCCC but followed a different path—on this journey, they followed the north coast, burning one quiet fishing village after another. They encountered a teeming port city on whose ruins the Town of Warwik now stands and laid patient siege to it. When supplies continued to come into the city by sea, the Wild Men stormed the walls. The city was taken at frightful cost due to the Tharbrians' inexperience in such matters, and it was destroyed so completely that, when the horde trotted off to the south, not one stone lay on top of another. Yet, the horde had lost too many men to be much of a further threat, and, upon being found and decimated by Dwarves from the Majestic Fastness, they turned and withdrew down the ancient Emperor's Way through the Majestic Mountains.

TARANTIS FOUNDED

As the above events unfold on the Pazidan Peninsula and to the east towards Viridistan, the city of Tarantis was founded on Dahute Bay, very near to the ruins of the legendary Ivory City—the capital of the ancient Empire of Kelnore which fell to ruin over 5000 years ago. Tarantis was founded in 1792 BCCC (2,541 years ago) by two nomadic tribes, the Gishmesh Tribe and the Paldorian Clan, whose ancestors participated in the sack of the ancient capital of Kelnore in its final days. The Gishmesh Tribe originated just south of the Lake of the Crown Beast and followed the Azurerain River, finally selecting the present location of Tarantis on which to settle and build a permanent base for their raiding operations. The Paldorian Clan, skilled sailors and fishermen, originally lived southeast of Tarantis but moved up the river to find better fishing. The merging of these two disparate clans was the result of numerous raids upon the Paldorians by the Gishmesh. Over the course of time, due to intermarriage and increasing familiarity to one another, peace was declared, the raids ceased and members of the two tribes became merged into one group, though the aggressive Gishmesh were still the dominant force.

Originally only a cluster of dwellings and a few mercantile and craft establishments protected by earthworks, the growing city found an increased need for protection after several raids by the ruthless Karzulun—a nomadic tribe east of the area of Tarantis—between 1882 and 1885 BCCC nearly obliterated the town. In 1885 BCCC, the city of Tarantis was officially laid out, rebuilt, and fortified with high stone walls for protection. In that year, also, the first hereditary monarch came to power and began to organize the existing government of Tarantis. However, the dominant strain of the aggressive Gishmesh made total rule impossible; the government only managed to restrain total anarchy in this raucous city, not to control it.

THE THIRD THARBRIAN INVASION

In 2097 BCCC, the Wild Men came again in even greater numbers. They encountered one Imperial Vasthost in the Eleph Territories near Pac Cave and destroyed it, pursuing and murdering the fleeing survivors all the way south to Shimmertree Vale where they gave up the chase and turned back. They found themselves caught in the bight of the Sharryn River and a river which has since been called Flee. There, in Glint Valley, they turned back to find another way east and were converged upon by three Imperial Vasthosts and entire Vastthongs of crack mercenaries, and the once-beautiful valley became a killing ground. There are five great and ugly hills in that valley now, each consisting of ten thousand charred skeletons. The valley gained its name because a light-cavalry scout from the Imperial forces first detected the Tharbrian horde by spotting reflected sunlight from their arrayed Helmets.

After that terrible slaughter, it was the Tharbrians' turn to flee before a vengeful, pursuing army. The greater portion of the Wild Men fell back to the north; their pursuers broke off at the Plain of Lethe. Another group of Tharbrians fled south, harried at every turn by Vasthosts that seemed to

HISTORY OF THE WILDERLANDS

them to rise out of the ground: through Brothuckle Briars, along the eastern foothills of the Starrcrag Mountains, through the Berserker Wilds and Bestial Barrens, through the Haunting Range at the Pass of Dyta, and on into the Blistering Dunes.

By this time, most scholars estimate, this faction of Tharbrians numbered less than a thousand. They scattered into the desert and, upon finding that they were no longer pursued, turned back into the southern foothills of the Haunting Range. In the narrow strip of grasslands between mountain and desert, they formed a new tribe and became peaceful and prosperous. They eventually adopted a matriarchal hierarchy among local, sedentary communities.

SKANDIKS MOVE NORTH

From 2200 to 2300 the warlike Skandiks migrated into the region of the Pagan Coast. The Skandiks capture Ossyr Lee and rename the city Ossary. In 2240 they begin their struggles with the amazons of Sea Rune.

TARANTINE MERCHANTS' ASSOCIATION

Between the years 2266 and 2309 BCCC, Ryobl the Red of Tarantis attempted to bring complete law and order to the city, but his efforts were largely unsuccessful, and, after several attempts were made on his life, he disappeared, never to be seen again. His legacy to the city is evidenced by the highly successful Tarantine Merchants' Association. After the disappearance of Ryobl the Red, Grantadt, his successor, organized the skillful pirating operations that ply the waters between the City States to this day.

For a small fee, the Tarantine Merchants' Association license and insure the passage of a ship. If it is unlicensed, the pirates are free to seize the ship. The goods of the seized ship are then sold to the Tarantine Merchants for considerably less than value, enabling them to make a handsome profit in the resale of the goods. In return, the pirates receive some portion of the license fees, the proceeds from the sale of pirated goods, and the protection of the government of Tarantis. This has led to Tarantis being called, derisively, the city state of pirates.

LEAGUE OF THE ALTANIANS

In the twenty-fourth century BCCC the first League of Altanians was formed. Over the course of that century, a common effort by the barbarian Altanian tribes to make economical use of their grazing lands was noticed by the City State of the World Emperor's spies and duly recorded by his scholars. In 2398 BCCC, one of the many tribes of Altanians migrated north under the leadership of its young Chieftain, Larsandrow. Since the barbarians keep no written records, little is known of the career of Larsandrow Longsword except through the legend lore of the tribes and heroic songs of the bards. However, if half the legends told of him are even half-truths, then he was the match of any Warrior-Lord now living. His blade carved a legend that echoes in many religions. For a time, much of the region near what is now the City State was ruled by roving Altanians, who also had expanded southward to slaughter the hated Orichalans.

SKANDIKS DRIVE AMAZONS FROM SEA RUNE

In 2398, while the rest of the region is dominated by the Altanians, the Skandiks, in a year-long war, drove the Amazons from the strange city of Sea Rune.

THE GREAT PLAGUE OF VIRIDISTAN

In 2490 to 2503 BCCC, a great plague struck Viridistan, slaying eight of every ten of its inhabitants. This was the beginning of the decline of the Viridian race from its position of world dominance because in addition to devastating the Viridian race (which were exceptionally vulnerable to the plague), it greatly weakened the fighting strength of the Vasthosts.

TULA FOUNDED

In 2495, Tula, the eventual City of Mages, was founded by exiled wizards. Rumors say that some of the founders were demonbrood exiled from the Demon Empires to the south. Regardless, all agreed that the city would be a location for all races to study the arcane arts. Tula is now home to people of all races and to the many specialized schools of magic. It is also home to the powerful chromatic wizards.

THE FOURTH THARBRIAN INVASION—

THE BATTLE OF HAVOCIA

In 2817 BCCC, the Tharbrian horde came south again, gamier than ever before. It crossed the Sharryn River at Quiff, skirted the Gigabolt Mountains to the north, and swept down into the South Mantle of the Plateau of Bendigroth. There, near the village of Havocia, they were met by five Imperial Vasthosts, but it was near sunset, and the two armies set up camp, preparing for a long fight the next day. The Vasthosts set up camp in a great crescent with one Vasthost in the center and somewhat isolated from the others. This proved to be their undoing, for the crafty Tharbrians' camp was only a ruse; they deserted it at midnight and attacked the lone Vasthost in its tents. The clamor of battle was heard in the other camps, but, by the time help arrived, the Vasthost had already been completely crushed. Rather than be converged upon from both sides, the Tharbrians turned against one side of the crescent and then the other, and the Imperial Army was destroyed. By the time the sun rose, the Tharbrians were killing prisoners.

WILD ROAMING OF THE THARBRIANS

The defeat of the World Emperor at the Dark Battle of Havocia had its roots in the earlier plague because the Vasthosts were never again as well trained or equipped or of such high morale as they were before the plague. After the battle, the Wild Men roamed at will, burning, killing, and plundering; there was no longer any army to meet them on the field of battle; the Emperor had withdrawn what was left of his forces to man the city walls. However, many formerly faithful tributary villages, having had their protector fail them, no longer paid tribute or supplied recruits, even after they had been rebuilt. Without recruits to rebuild a sufficient army to go out and beat them into submission or money to equip recruits or hire mercenaries, the World Emperor lost the greater portion of his power base.

PLAYER'S GUIDE TO THE WILDERLANDS

Viridistan itself had not fully recovered from the plague; half the city's buildings still stood empty. When a fire struck later that year, the army was there to fight the blaze; still, most of the city burned. It was said that a Tharbrian spy set the fire, and a great purge of the guildsmen and commoners began. At least two thousand died in the fire, and there were 1,420 executions for treason in the ensuing winter. Thus, Viridistan itself had to rebuild as a result of a Tharbrian invasion just as so many villages had to do so many times. The decline of Viridistan, begun with the plague years before continued in earnest now.

FOUNDING OF THE CITY STATE

It is generally accepted that the City State of the Invincible Overlord was founded on the ruins of the ancient capital city of the Orichilan Dragon Empire in 3075 BCCC. The discovery of the Calendar Obelisk and the record of the Dragon Kings on the obelisk confirm

that an ancient civilization did in fact occupy the site on which the City State is built. Viridistan demanded tribute from this new city, which the Overlord paid grudgingly.

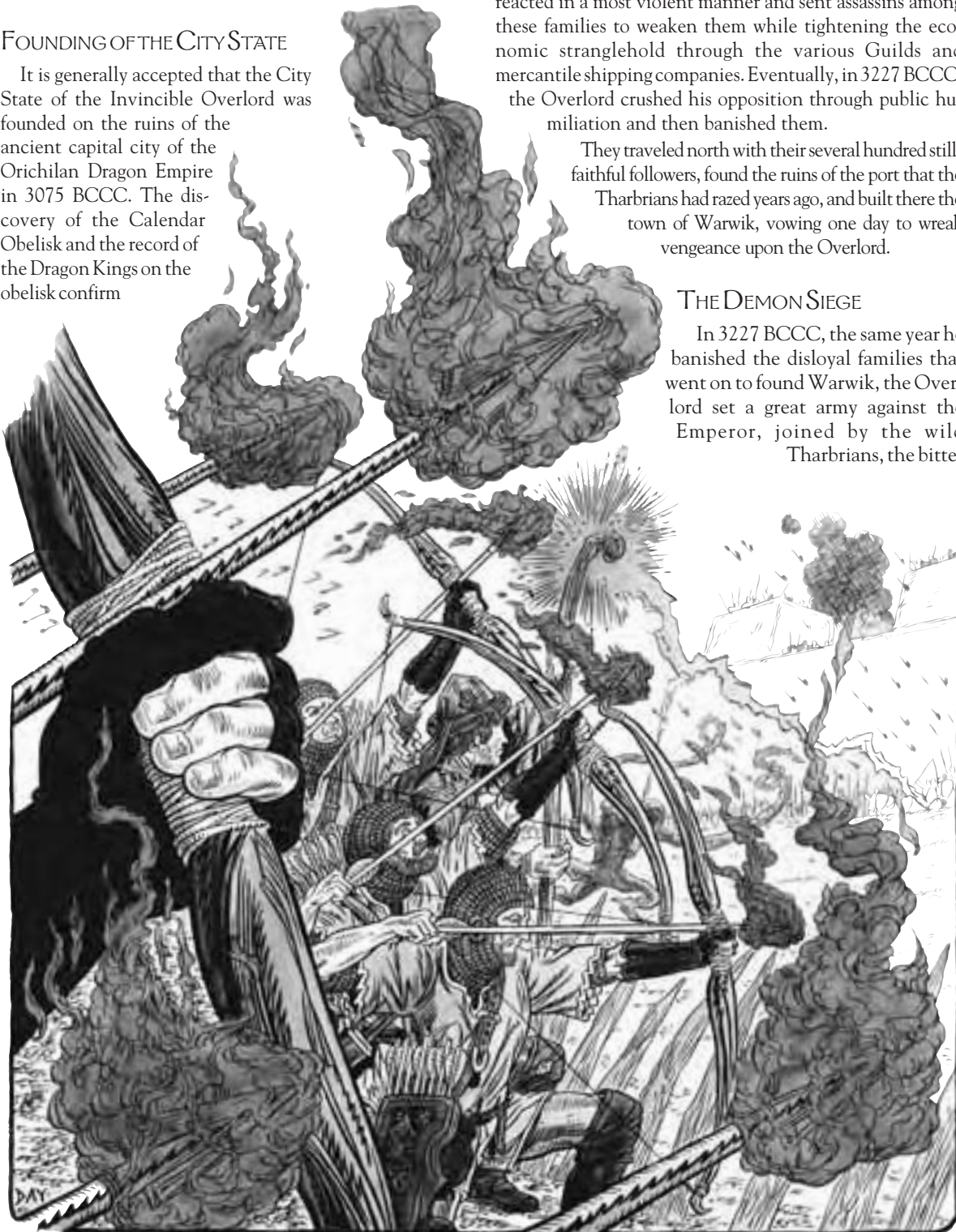
FOUNDING OF WARWIK

The ruling faction of Warwik had been an allied group of noble families in the upper crust of the City State's society and possessed great power. In 3220 BCCC, when a coalition of these families sought to gain partial control of the City State through manipulation of the Senate, the Overlord reacted in a most violent manner and sent assassins among these families to weaken them while tightening the economic stranglehold through the various Guilds and mercantile shipping companies. Eventually, in 3227 BCCC, the Overlord crushed his opposition through public humiliation and then banished them.

They traveled north with their several hundred still-faithful followers, found the ruins of the port that the Tharbrians had razed years ago, and built there the town of Warwik, vowing one day to wreak vengeance upon the Overlord.

THE DEMON SIEGE

In 3227 BCCC, the same year he banished the disloyal families that went on to found Warwik, the Overlord set a great army against the Emperor, joined by the wild Tharbrians, the bitter



HISTORY OF THE WILDERLANDS

foes of Viridistan. The inner dissent in the Overlord's power structure seriously weakened his war efforts; though a unified Overlord army may not have made a difference in the Demon Siege, it might have resulted in the destruction of the World Emperor at an earlier opportunity, on the field of Ukrak Morfut.

The Emperor, with a fury born of desperation, united all the Vasthosts that remained to him at the Holy Mounds twenty miles north of the city. The great Elsenwood Forest blocked any direct approach from the north by an army; the Overlord Vasthosts were then passing through the Brigand Hills south of the Gigabolt range and would probably skirt Elsenwood to the east by following the coast of the Trident Gulf, and the Wild Men, at last report, were crossing the Kendhras River and would most likely go west of Elsenwood, seeking to approach Viridistan through the old battlefield of Freeman Fields. The Emperor marched north with his entire army to meet the Vasthosts of the Overlord.

This army differed from all others known up to that time; it relied heavily upon the works of spell-casters who worked both at long range and on the battle line to protect the troops and wreak havoc among the enemy ranks. Moreover, the Imperial archers were stocked with special carbelium arrows made of a red metal which cuts through iron as if it were butter, and, to provide a major strategic advantage, the Emperor's forces knew of many trails that led through the heart of Elsenwood which would provide quick passage through the forest.

The two armies met near the village of Ukrak Morfut some eighty miles north of Viridistan. There, though outnumbered three to one, the Imperial forces fought the Overlord's army to a standstill. The wizards' specially-researched spells caused great disarray among the throngs of the Overlord, the baggage train, and other rear echelons. The Emperor left a crack Vasthost to delay the advance of the foe and sped south with his main army through the depths of Elsenwood to the Uiscur Bogs where the Tharbrians had forded the River Leander. The Tharbrians, too, became entangled in the web of sorcery woven by the Imperial Wizards, even though they were stronger than the Overlord's Vasthosts. The Emperor then fell back to Viridistan, having shown himself to be a master of strategy by staving off forces that totaled seven times his own.

He had given a second coven of wizards, working day and night in Viridistan, the time they needed. When at last his many enemies converged upon his Immortal City, the World Emperor had gained command of some reinforcements. Sources disagree as to exactly how many there were, but all agree that they were demons led by the Demon-Prince Demogorgon himself!

The battle was long and furious; the Overlord's generals had brought enough magical aid to combat magical creatures in the wilderness and so were not entirely unprepared. However, the powers of the demon horde and their awful Prince were great, and they proved to be greater than those of mortal men. The siege was broken, and the two armies fled in disorder to their homelands. Many speculations have been made as to the exact nature of the bargain struck with Demogorgon and what had been given him to

persuade him to summon such power. Perhaps it was the final desperate step of an empire in decline.

The City State of the Invincible Overlord, though it had halted its tribute to Viridistan for a time, resumed payment of tribute, though at a decreased rate, and the Tharbrians were apparently so filled with awe and terror that they decided upon other lands as their goals, for the great invasions ceased; only the more common, less war-like, grazing tribes have passed through the lands since, with the same frequency before.

SKANDIKS ENCOUNTERED

Though the Skandiks long ago moved north into the region of Ossary, it was not until 3227 that the Overlord's fleets encountered Skandik longships while on their way to raid Viridistan. Over the following years, the Overlord sent numerous forces against the Skandiks, failing to ever drive them out of their strongholds.

RALLU FOUNDED

In 3333, Rallu, the eventual City State of the Sea Kings, was founded on the tropical southern tip of the Isle of the Blest by Thellagon the Mariner and a group of travelers from the north. The men of Rallu claim descent from the ship captains of ancient Kelnore. Initially, the location of the city was kept a secret, though it traded with the outside world at their sea ports.

THOR FIGHTS ALONGSIDE SKANDIKS

In 3491, the Overlord sent a force overland—rather than over sea, which had proved a disastrous mistake in the past—to attack the Skandiks at Sea Rune. The men of Sea Rune had drawn up a shield-wall upon a little hill, prepared to die like warriors and earn their passage to Valhalla, when the god Thor himself appeared, summoned by the Skandik Jarl at Ossary in response to a desperate plea for aid from his subjects at Sea Rune. The men of the Overlord fled in terror, leaving their dead to be plundered by the joyous men of Sea Rune. The Overlord resolved never to attack the Skandiks again.

FAILED ATTACK BY WARWIK

In 3494 BCCC, the town of Warwik launched a campaign to crush the Overlord, but this attack was rebuffed. To this day, the citizens of Warwik plot and plan the overthrow of the Overlord.

MODRONA THRIVING CITY

Founded some years ago when a group of wanderers freed the imprisoned Goddess Modron, by 3780 BCCC, the village of Modron had grown into a thriving port city whose inhabitants worshipped Modron and Proteus, the Shepherd of Neptune. Legends tell of huge merchant vessels from far off Karak and incredible wealth brought by traders from the Isles of the Blest for pearls and dwarven artifacts. The city was renowned for its pearls and underwater sponges, which it obtained from the mermen of the nearby underwater kingdom of Crespar.

PLAYER'S GUIDE TO THE WILDERLANDS

THE BLOODLESS BATTLE OF BARRAD

In 3788, the Overlord dispatched three Vasthosts to assault the Viridian Emperor. When the host neared the village of Barrad, all three of the Vasthosts as well as the entire population of the village of Barrad dropped dead in their tracks due to unknown causes. Since that time, believing the remnant of the demon-magic from the prior battle was still at work, the City State of the Invincible Overlord resumed paying its yearly tribute to Viridistan in full.

ORC MIGRATION

Starting about 3900 BCCC and lasting for nearly 1000 years, orcs from Dearthwood migrated east, pillaging the lands. By 3922 they had arrived in Lightelf and wreaked much havoc. In 3930 they attacked the citadel of the Shield Maidens and had attacked Sea Rune. Soon after they attacked Modron, having already disrupted trade between the dwarves of Thunderhold and the city of Modron.

BALOKKINAR'S CALENDAR CREATED

In 3970, the Warrior-King Balokkinar, then Overlord of the City State, finalized the revision of the modern calendar (which, as detailed in other parts of this chapter, is horribly inaccurate).

MODRON ABANDONED AND FALLS TO RUIN

In 3983 BCCC, a huge migration of orcs stopped the flow of dwarven merchandise once and for all and the far travelers no longer docked at Modron. In less than 50 years, the once flourishing area lost most of its population and the followers of the god Proteus and the goddess Modron blamed each other's deity for the loss. Civil strife erupted and the temple of Proteus was submerged in the holocaust. The final death blow for the city was delivered by Skandik raiders in longships which carried off the few remaining women and men into slavery. The survivors fled when orc scavengers moved into the ruins for a final pillage, hefting tons of marble. The Temple of Modron, being underground and underwater, was left unscathed and the mermen of the underwater kingdom of Crespar renewed their vows to the Goddess of the Rivers.

PROVINCE OF TARANTIS FORMED

In the year 4020, a protective province of Tarantis was formed; close ties between the clans and tribes in this area and the Paldorian Tribe brought the Province of Jarmeer into existence especially to protect the villages of Tallulah, Bastinadi, and Borsippa, which were the targets of frequent raids by forces of the Overlord. A second protective province was formed in 4145, called Ganzir-Galad and located directly east of Tarantis. The area of Ganzir-Galad has a long and bloody history of wars with the Karzulun raiders, and the protection offered by association with Tarantis has not been as effective as was hoped when the province was formed.

BLACKHART CRAG REMINDER

Further evidence of the Emperor's strength came again in 4105 BCCC as a result of what has become known as the Blackhart Crag Reminder, when a surprised Emperor archer Equithrong decimated an Overlord Vasthost with its special carbellium arrows. Since the "Reminder," the Overlord has continued minor testing of the Emperor's strength and (at least until recently) had always been met with more than adequate arrows or sorcery.

THE GNOLL TIMES

Beginning in 4100 BCCC and lasting nearly 100 years, the Gnoll Times refer to a great migration of gnolls from the east into the lands of the City State. By 4149 BCCC, the gnolls had invaded the lands around Grita Heath. In 4171 gnolls besieged Bryny, an important though small village near the City State along the Rorystone Road. In 4187 a large gnoll army passes by Lightelf to the south. In 4187, the gnolls attacked the citadel of the Shield Maidens as well as the city of Sea Rune.

THE ALLIANCE WITH THUNDERHOLD AND CITY STATE REAFFIRMED

Though the two powers had grown apart and isolated in the Gnoll Times, this great alliance was reaffirmed in 4200. Dwarves, many of whom had left the City State to return to Thunderhold, returned to the City State in great numbers. Trade increased between the two cities and the Rorystone Road was again patrolled in the north by the dwarves and in the south by the forces of the Overlord.

RALLU REVEALED

In 4217, the location of the city of Rallu was revealed to the outside world during the reign of Forgon the Foolish. He was quickly assassinated and replaced for his efforts.

VIRIDISTAN RULED BY

CNENINADUS THE MYCRETIAN

In 4226, Cneninadus the Mycretian ascended to the throne of Viridistan. This event is notable because in the thousands of years of Viridian history, all but two of the Viridian emperors of the Immortal City have been evil: Reddisorn the Golden, Conqueror of the Great Wind and enemy of Kukalan, who ruled from 2089 to 2272 BCCC, and Cneninadus the Mycretian. Cneninadus' reign approached the Golden Age of Reddisorn in its encouragement of the arts, education and civil rights but had not the peace and tranquility he sought. It was unheard of for any Viridian to become a follower of the god, Mycr; indeed, most had been Natchai, a religion that entailed human sacrifice and blood-thirsty greed, was far removed from the lawful and good principles of the Mycretian god. The Mycretian distaste for human sacrifice and the powers of the Dark exacerbated the enmity between Cneninadus and the eleven other (then existing) Viridians and so his reign was marked by bloodshed and attempted assassinations. He was finally murdered by the current emperor, Hautulin Seheitt, and eight demons in 4283 BCCC.

HAUTULIN SEHITT (THE "GREEN EMPEROR") ASCENDS TO THE THRONE OF VIRIDISTAN

Using dark sorceries and summoned demons, Hautulin Seheitt slaughtered Cneninadus the Mycretian in 4283 BCCC and ascended to the throne of Viridistan. Known as the "Green Emperor," Hautulin Seheitt, and his wife, Murielle Eidn, are the last pure-blooded members of the once haughty and powerful race of Viridians.

THE GREAT SLAUGHTER OF PAIN

The Green Emperor, a Mer Shunnan, was a high priest of Armadad Bog at the time he took power. In the Great Slaughter of Pain in 4284 BCCC—the year after he took power—Seheitt decimated the Mycretians in Viridistan and their sympathizers, even making raids into the caverns of the Holy Cities to kill two of their Prophets. Some contingents of the Imperial Army occupy several of the above-ground Holy Cities today, using orc slave labor to harvest and export the grapes grown there for use in making wine in Viridistan.

MODRON REBUILT

In 4283 BCCC, the City State funded the rebuilding of Modron on the ruins of the old city in order to protect the Overlord's merchant ships from river pirates. Rumors tell that a giant sea snake named "Maelstron" swims in the waters between Modron and the City State and that it has an allegiance to the Overlord. The original name of the city was retained because it equated with magnificent warships and high-wizards in songs of the bards. The past fifty years has seen the new port again filled with sailors, buccaneers and traders.

EDARIO I RULES TARANTIS

In 4340 BCCC, Edario I, formerly a captain of the *Nighthawk*, the finest ship in the Tarantine fleet, overthrew the ruling monarch of Tarantis, a 12 year-old boy named Greataust II, who suffered from a mysterious illness which kept him bedridden. The overthrow was hailed by the pirates and people of Tarantis as a necessary change because it was believed that the advisors of the ailing king were siphoning large portions of the city treasury into their own pockets. The young king was banished with a small retinue of retainers and a nurse to a lonely citadel far to the south of Tarantis. Several years later, it became known that a raiding group of bandits had burned the tower to the ground and murdered all within.

Edario I, the new monarch, established a secret spy group known as the Blue Cobras to be his eyes and ears in every level of society in order to crush any repeat of his successful attempt to overthrow the government. Edario also passed a law that all future rulers of Tarantis would be required to serve in the naval branch of the service. As a result, his son, Atar, born in 4363, became a cabinboy at the age of 9 on the ship *Gishmesh*, the sister ship of the *Nighthawk*.

ATTACK OF THE GISHMESH, TALE OF ATAR THE LION

In 4373, when Atar was 12 years old, he had his first taste of combat with the warships of the Invincible Overlord, which attacked the *Gishmesh* while she was on a routine sea patrol. During the bloody battle that followed, Atar, who was hiding in a lifeboat nearby, lowered it into the water, escaping under cover of the smoke created by the war fires and a mysterious blue fog that rolled suddenly in from the west. After six days at sea with no water or rations, the boat drifted ashore just south of the town of Bastinadi. Atar, although nearly dead from fatigue and exposure, managed to drag himself to the village. Atar returned to Tarantis and was given a heroes welcome, despite the death of his captain and the sinking of the *Gishmesh*. Of the crew of the *Gishmesh*, only Atar returned alive, and he was given the Medal of Paldor for his supposed bravery. He was commissioned aboard another ship and later proved to be an able leader and a fierce fighter. When he was seventeen, he was given the command of the *Nighthawk II*, the successor to his father's ship. As captain of the *Nighthawk*, he conducted more successful raids than any other captain in the long history of Tarantis.

ATAR ASSUMES THE THRONE OF TARANTIS

In 4385, Edario's fears were realized when he was felled by an Assassin's dagger, but Atar the Lion (as he had become known) became his father's successor despite the efforts of the group that had murdered Edario to overthrow the government. At the age of 22, after mercilessly routing and executing the aspirants to the throne, Atar the Lion was crowned ruler of Tarantis. On the eve of his coronation, Atar married his childhood sweetheart, Larrette Lafaute, an act which infuriated many of the more influential nobles who had unmarried daughters they had hoped to align with the ruler of Tarantis. His second official act was to appoint his closest friend, Monach the Canny, as Chief Advisor, following twelve days of riotous feasting, drinking, and merrymaking.

Atar the Lion has ruled Tarantis ever since. His reign, although marked by much violence and tyranny and marred by political squabbles, payoffs, and scandal, has resulted in a more ordered life among the people of Tarantis and the provinces.

ATAR AND THE SEAHAWK REACH AGREEMENT

In 4423, in a brilliant political move, Atar the Lion reached an agreement ten years ago with an individual known only as the Seahawk to move the pirate operations away from Tarantis to a nearby secret location. This move by Atar has done much to diminish the squabbling within his cabinet over the operation of pirate ships under the auspices of the city state.

VIRIDISTAN DEMANDS INCREASED TRIBUTE

Since the Blackheart Crag Reminder, the successive Overlords of the City State have continued to test the strength of the Viridian Emperor with minor forays, seeing that the empire is in decline and believing that one day forces of the City State can again attempt conquest of Viridistan. Generally, these "testings" are resisted by

sufficient wizardry and arrows to drive off the forces of the Overlord. Recently, however, some of these “testings” have gone unresisted, with the forces of the Overlord being able to move deep into the Targnol Plains without spotting a single significant armed force. There seems to be no logical pattern to which “testings” are resisted and which are not, leading many to believe the emperor is either mad or is losing power. Tales from Viridistan tell of the emperor strangely building up the wall north of the city that divides it from the Elesnwood to the north. Rumors also say that it has been years since the emperor himself has been seen in public and that when he is seen he wears a strange magical veil. The Overlord grows eager at the thought of plundering ancient Viridistan.

Despite this lack of resistance, the emperor has outrageously increased the tribute due from the City State. Spies between the two cities are thick and talk of war is in the air.

TODAY

The Wilderlands stand thus on the brink. The Overlord believes Viridistan may be ripe for the picking, which may bring to an end the ages of Viridian rule. The king of Tarantis has expanded his sea power. The Green Emperor is the last of a dying race, seemingly losing both his mind and his authority. The Successor States of Ghinor have climbed back to a semblance of civilization. Merchants from Karak trade openly with the people of Tarantis, providing them with magical products of wonder. The horrific demon barges from the Demon Empires to the south have not been seen in nearly one hundred years. The Skandiks sail the seas in the warships as do an increasing number of pirates.

Into this volatile world step your characters. Who is to say what chapters of history they may write.

JUDGE'S HISTORY

This section contains the only “Judge’s Eyes Only” information in this book. It is provided here only to the extent that it may be useful for the Knowledge skill.

FALSE CREATION

Ralibarn the Wise would be shocked to learn that he and the counsel of clerics were incorrect. The date of creation of nearly 12,000 years ago proposed by Ralibarn and the counsel was based on an interpretation of one tablet which detailed a time when the gods greatly increased in number and many fantastic and mythological creatures appeared. The tablets also referred to a great war, which Ralibarn and the counsel incorrectly identified as the Uttermost War, a legendary war of pre-history. Thus, the creation date of Balozkinar’s Corrected Common Calendar is actually a false creation date.

HISTORICAL PERIODS

History may be divided into six periods:

Pre-History: History before the much-debated false date of creation up to the founding of the Empire of Kelnore. Players can never know this history through study absent direct intervention of the Judge (through a god or an ancient artifact). Bardic Knowledge checks are not possible for this time period

Ancient History: History from the founding of Kelnore to the War of Pious and Philosophers (the war that was incorrectly identified by Ralibarn as the Uttermost War) and the Great Dispersal onward to the founding of Viridistan. This history is the stuff of rumor and legend and is unclear even to the greatest Sages. Material detailing this period is lost due to the destruction of records from numerous wars. Bardic Knowledge checks DC 35+.

Imperial History: History from the founding of Viridistan until the founding of the City State of the Invincible Overlord. This history is available for research by Sages and scholars, but there are many holes in the historical record. Bardic Knowledge checks DC 25-30.

Distant History: History from the founding of the City State of the Invincible Overlord until the Groll Times—a time of great destruction. Bardic Knowledge checks DC 20-25.

PRE-HISTORY

Priests and scholars debate the pre-history of the world endlessly. Most agree that the world was created from chaos and mighty beings, called the Elder Races by some, walked the lands with the gods themselves. Where the Elder Races came from, none know. Tales tell of great wars by a race called the “First Men,” who rode dragons and fought with the Elder Races. Some sages tell of the First Men conquering the Elder Races. Still others say that both the First Men and the Elder Races were subjugated by the mysterious Markrabs.

Whether they were fantastic wizards and elemental beings or travelers from a far off world in ships of strange propulsion, none know. But most sages agree that the Markrabs began what came to be known as the Uttermost War, decimating the dragons, First Men and the Elder Race. Ancient legends tell that the Markrabs built a great fortress in what is now known as the Valley of the Ancients. Still other legends tell of a citadel built by the Elder Race that was abandoned. Some elder sages claim that the City State is built on the ruins of that ancient citadel.

Legends also tell of a great empire, the Empire of Kelnore, which arose and fell in the many ages between the Uttermost War and the subsequent War of the Pious and Philosophers, which ended some 6000 years ago (and was mistaken for the Uttermost War by Ralibarn and his fellow scholars).

According to ancient records, the War of the Pious and Philosophers pitted the devout followers of the gods and wielders of magic against the followers of reason and science. The Pious were the clear victors of this lengthy war and as a result the persecution of wielders of magic ended and there was an increase in the number of gods in the Wilderlands. The war resulted in great destruction of temples, spell books and scrolls by the Philosophers as well as much destruction of machines, tools and crafting shops by the Pious. As a result, there is nearly no record of history prior to this war. Some sages claim to have discovered ancient relics of the Philosophers, calling the strange items “technology.”

HISTORY OF THE WILDERLANDS

Modern History: History from the Gnoll Times to about 40-50 years ago. Modern history, though not always accurate, is generally known or easily learned by denizens of the Wilderlands. Bardic Knowledge checks DC 10-15.

Recent History: This time period covers the previous 40-50 years. This is common knowledge. Information from this period is widely available and usually accurate if concerning the region in which the researcher is inquiring. Bardic Knowledge checks DC 5.

Judge's Note: The history given here, particularly the ancient history, is left vague on purpose to allow for personal expansion by the each individual Judge. Feel free to fill in the details to the extent it is necessary and appropriate for your specific campaign.

JUDGES HISTORY TIMELINE

PRE-HISTORY

| BCCC | Event |
|--------|--|
| -46000 | Elder Races emerge |
| -45000 | Elder Races build citadels |
| -44600 | Dragons and First Men defeat the Elder Races |
| -44510 | Markrabs arrive and subjugate all races. Dragons are reduced to 20% of their numbers |
| -44508 | The Uttermost War begins with a sneak attack by the Markrabs |
| -43300 | Uttermost War comes to an end |
| -37000 | The Century Wars of Domination by the Markrabs. Many races rendered almost extinct |
| -24000 | The Grand Demon Empire is established and two gods dispute the division of worshipers therein |
| -22400 | The Grand Demon Empire is divided roughly in half with an eastern and western empire |
| -21100 | The Horned Empire and Demon Empire begin a six-century war with each faction led by a god. The lands are scarred and broken throughout each empire |
| -20500 | The Demon Gods agree to a 30,000-year truce |
| -18500 | Warrior nomads formed an alliance that evolved into the Kingdom of Karak, which exists—though at times waxing and other times waning—until the present day |
| -15000 | Most dragons return to their historical homes, most to die |

PCs cannot know information prior to this date

| | |
|-------|--|
| -8603 | False Creation Date of many faiths, supposed "Flowering of the God Tree," Accepted—incorrectly—by the Council of Clerics in the City State |
| -8567 | The founding of the village of Kelnore |
| -8002 | First Frontier Fort of Kelnore built |

ANCIENT HISTORY

| BCCC | Event |
|-------|--|
| -6441 | Empire of Kelnore founded by Krieg the Elder |

| | |
|-------|---|
| -5567 | The Defeat at Bitter Ridge halts the expansion of the Empire of Kelnore |
| -4957 | End of Kelnore's Golden Era |
| -3991 | The Time of Sorrows—dragons sweep through the empire as the empire is attacked by wild Tharbrians and the Altanians revolt |
| -3881 | A prince of Kelnore unites several remote states to secede from the empire. They come to be known as the Ghinoran Successor States. The distant remnants of these civilizations can be found in the south and west of the Wilderlands as well as in Damkina |
| -3721 | The Fall of Kelnore |

Information, even from the eldest sages, is the stuff of legends and is not accurate prior to this date

| | |
|-------|---|
| -2927 | The Dragon Lords begin their rule, basing their Empire in ancient Oricha; later expanding their great cities to include Satur (site of the current city Greenwax), Sotur and their eventual capital, the area where the City State now stands |
| -2391 | The War of the Pious and the Philosophers (mistaken for the Uttermost War by the Council of Clerics), the Markrabs allegedly destroyed or banished. Nearly all civilizations are so destroyed as to be returned to at best an early civilized state (including Karak) |

This period set civilization back centuries due to the destruction of records

| | |
|--------|---|
| -2300 | Gnomes arrive in the Lightelf area, civilization is at a low point. There are very few organized settlements in the Wilderlands except in the cities of the Dragon Empire, which is in drastic decline and has turned inward to decay |
| -575 | The Dragon Empire comes to an end with warring wizards destroying each other fighting over the scraps of a withered empire |
| -600 | The Barbarian Altanians rule the Pazidan peninsula from Lenap to the Great Forest |
| O BCCC | Corrected Creation Date, adopted to harmonize various calendars. None actually believe this was the true date of creation. |

IMPERIAL HISTORY

| BCCC | Event |
|------------------|--|
| 1 | The god Armadad Bog begets the race of Viridians by mating with merfolk |
| 101 ^a | Viridistan is founded by gods of the Uttermost War and the Viridians subjugate the local Wild Men (Tharbrians) |
| 120 | Valon founded by wizard-priests of the god Aram Kor |
| 971 | A vast horde of winged apes devastates the lands |
| 1792 | Tarantis is founded near the ruins of the ancient kingdom of Kelnore |

PLAYER'S GUIDE TO THE WILDERLANDS

- 2089 – 2272 Reddisorn the Golden, Conqueror of the Great Wind, rules Viridistan—one of only two rulers of Viridistan that was not wholly evil
- 2400 The Holy Cities achieve independence from Viridstan
- 2495 Tula, the City of Wizards, is founded

DISTANT HISTORY

BCCC

Event

- 3075 City State of the Invincible Overlord founded by a unification of nomad tribes and dwarves
- 3333 Rallu, City State of the Sea Kings founded, but its location remains secret
- 3900 Modron is sacked by the Orcs and partially ruined
- 3900 Orc hordes pillages the lands from Dearthwood
- 3983 Modron's trade with the dwarves cut off by a huge migration of orcs. The city dies and is abandoned
- 4020 The Province of Jarmeer is created by the Paldorian tribe
- 4100–4200 The Gnolls move east into the lands of the City State
- 4105 Blackhart Crag Reminder: A Imperial Equithrong destroys a City State Vasthost
- 4149– 4197 The Gnoll Times

MODERN HISTORY

BCCC

Event

- 4200 The Alliance between Thunderhold and City-State reaffirmed
- 4226 –4283 Cneninadus the Mycretian rules in Viridistan
- 4240 Edario overthrows Greataust II in Tarantis
- 4283 Hautulin Seheitt kills Cneninadus with eight demons and ascends to the Throne of Viridistan
- 4283 City State restores Modron to guard the Overlord's merchant ships from pirates
- 4284 The Green Emperor kills helpless Mycretians in the Great Slaughter of Pain
- 4343 The armies of the World Emperor crush a demon horde in the Battle of Pohtega.
- 4370 The Thirnya Spice of Grita Heath is first grown

RECENT HISTORY

BCCC

Event

- 4385 Edario is assassinated. His son, Atar kills all rivals and is crowned ruler of Tarantis
- 4423 Atar and the Seahawk reach an agreement and the Azurerain Pirates move to a hidden location
- 4432 The Green Emperor drastically increases the tribute demanded of the City State
- 4433 Present Time

CHARACTERS

Ice wizards of Valon, secluded in their shimmering silver and gold towers or using weather mastery to propel their ships over the Uther Pentwegern Sea. Red-skinned barbarians of Altanis carving out history with their bloody axes. Pirates of Tarantis, in league with the Tarantine Merchants, pillaging the shipping lanes of the Winedark Sea. Fierce Amazon Warriors, wearing little or no armor, accompanied by their saber-toothed tigers, bringing death with their shining swords. Rangers of Dearthwood, battling the vicious Orcs of the Purple Claw, ever searching for their foe's stronghold.

The Wilderlands is an ancient setting of high fantasy, with fallen empires and disparate cultures and races. This chapter details how you can create a character immersed in the rich background of the Wilderlands.

Any character created using the rules in the *PHB* works as a Wilderlands character. This chapter, however, goes further and tells how you may create a character tailored for play in the Wilderlands. There are new races, new classes, new feats, regional background information, new skills and new languages. A separate chapter details the many gods of the Wilderlands.

To begin, create a character as detailed in the *PHB*, with the following additions and modifications.

RACES OF THE WILDERLANDS

One of the greatest influences of the Judges Guild creators on the Wilderlands setting is its incredible array of races. The following information reflects additional races unique to the Wilderlands. The races listed here are the more “common” races. See the Monsters chapter for more races that could be PC races with Judge's permission. Yet even these are only a tiny fraction of the many peoples of the Wilderlands.

While it is certainly possible to run a Wilderlands campaign using only the standard races from the *PHB*, if you would like to truly customize your campaign to take advantage of the Wilderlands setting you may elect to use the races found here to more firmly tie your character to the cultures of the Pazidan Peninsula and the Wilderlands.

Some races (or strains of a specific race) have a Traits section. If so, they do not use the normal Traits of their base race according to the standard system, but use the listed Traits instead. If not, use the racial traits from the *PHB*.

HUMANS

Humans are the most common race in the Wilderlands. Strictly speaking, the human race has no sub-races, only cultural and ethnic divisions—of which most humans unfortunately make far too much of a difference. Most humans in the Wilderlands are a mix of a number of bloodlines, with the most common being a mix of Altanian, Tharbrian and Ghinoran, though some may have Skandik, Avalonian, Viridian or even Amazonian blood. These mixed blood humans are the most numerous folk of the Wilderlands. Mixed blood humans tend to be rather warlike. “Mixed blood” humans normally use the racial traits from the *PHB*, meaning that they are Medium size, have a base speed of 30 feet, they gain 1 extra feat at 1st level, 4 extra skill points at 1st level and 1 extra skill point at each additional level, they speak Common and 1 additional bonus language (usually the language of their region), and may select any class as a favored class.

DEFAULT “HUMAN”

As mentioned above, this is the default human—a mix of many bloodlines, including Altanian, Tharbrian, Ghinoran and others.

SKIN COLOR

Since its inception by Bob Bledsaw and Bill Owen back in the mid 1970's, the Wilderlands setting has included hundreds of variations of humans and humanoids, many with wildly different skin colors—the result of influence from the original fantasy and science fiction literature that inspired the game we all love. That information is maintained here because, as it exists in the Wilderlands, skin color rises to the level of the truly fantastic with people of blue, red, green, purple and even transparent skin. Not all players desire this level of “strangeness.” As with all Judges Guild products, you are encouraged to change what doesn't suit you. Those seeking to simply play humans without such wildly different appearances can use the differing racial information below and omit the different skin colors. It would be unfortunate to throw out the baby—in this case the many different human divisions and traits—with the unwanted bathwater—the skin colors. As always, the choice is yours!

These “normal” mixed blood humans constitute the great majority of humans in the Wilderlands and are listed here out of alphabetical order to reflect their numerical importance.

Description: Skin color ranging from fair to pale olive to reddish to any other slight tint; brown, blonde, black or red hair; brown, green or blue eyes; 5 ft. 8 in.; 160 lbs; typically Neutral.

Racial Traits: as per the *PHB* for Human.

Language: Common.

ALRYAN

This is the name applied to the city folk of the large cities of the northern Wilderlands, such as the City State of the Invincible Overlord, Warwik and Modron. They are in fact a mix of Tharbrian and Altanian blood, but they consider themselves “civilized.” Most Alryans have disdain for the “uncivilized” barbarian Altanians to the south, and would be appalled if they knew of their actual close kinship. Wise city dwellers, Alryans have keen eyesight and are sensitive to the body language of many races. They consider a highly developed sense of humor is the prerequisite to civilized conduct.

Description: Skin color ranging from fair to olive to reddish skin (due to the Altanian influence), brown hair, brown eyes, 5 ft. 8 in., 170 lbs, average build, typically Neutral.

Racial Traits: As per the *PHB* for Humans, with the following additions:

- **Skills:** +1 racial bonus to Spot checks. Sense Motive and Diplomacy are class skills regardless of class
- **Disdain Altanians:** Default “unfriendly” attitude towards Altanians. Altanians suffer a +2 racial modifier to the DC of any social- or Charisma-based skills they attempt against you due to your natural dislike of them (but not including magical effects)
- **Favored Class:** Any, except Barbarian

Language: Common. Alryans do not receive an additional bonus language.

ANTILLIAN

Antillians, centered on the city of Antil, are a further admixture of Alryan with more Orichalan, Tharbrian, elven, and (now extinct) Antili blood. Where Alryans are wise and wryly humorous, Antillians are cunning and disarmingly vicious. Antillians are terrifying merchants, willing and able to swindle at the drop of a copper; they are also a proud people, and they have taken the tradition of vendetta to hitherto unknown heights. Antillians are graceful, with very lithe features and slightly pointed ears, though to mistake one for a half-elf is to ask for a duel. Antillians wear rich, colorful clothing, the more ostentatious the better, and prefer light, quick weapons, such as rapiers and stilettos. Antillians consider women to be chattel, to be used to further political and mercantile relationships. Antillians are notorious slavers, considering other races destined only for servitude. They despise Amazons, and believe them to be fit only for concubinage.

Description: Swarthy olive skin, black hair, brown eyes, 5 ft. 6 in., 150 lbs, light build, typically Neutral Evil.

Racial Traits: As per the *PHB*, with the following additions or substitutions:

- **Skills:** Bluff is always a class skill regardless of class
- **Weapon Proficiency:** Antillians receive the Simple Weapons Proficiency feat for the dagger and the Martial Weapons Proficiency feat for rapier as bonus feats.
- **Gender Bias:** Default “unfriendly” attitude towards females of all races, unless you yourself are female. Females suffer a +2 racial modifier to the DC of any social- or Charisma-based skills they attempt against you due to your natural dislike of them (but not including magical effects) unless you yourself are female

• **Favored Class:** Rogue

Languages: Common, Antillian

COMMON AVALONIAN

Many of the common humans in the city of Valon share some lineage with their more pure blooded nobles, as well as their affinity for the sea and ice. Common Avalonians are expert craftsmen, sailors and shipwrights. Most common occupants of Valon either take the Cantrips feat or have taken one level of Sorcerer to aid their sailing skills or crafts, as 0-level spells are freely taught even to children.

Description: Pale skin with light blue tints, hair of any color, but body hair such as eyebrows and beards are usually tinted with platinum, gray or black eyes, 6 ft, 200 lbs, sleek and muscular build, typically Neutral Good.

Racial Traits: As per the *PHB* with the following changes:

- **Skills:** Rope Use, Sail, Spellcraft and Swim are class skills regardless of class chosen.
- **Favored Class:** Expert (usually Sailor or Shipwright), Aristocrat or Sorcerer
- **Languages:** Avalonian.

CHARACTERS

COMMON ORICHALAN

There are few of these folk left, as most people with Orichalan blood have been hunted down by the Altanians. Most that still exist either live in isolated communities (such as the Moonraker Moor Folk or the Roglo River Folk) or live in areas where they are not persecuted (such as in the city of Malikarr or in southern Oricha). Nevertheless, some remain in various regions of the Wilderlands, detailed below. Each share the same racial traits and description.

Common Orichalans: These can be found in the southern end of the Orichan Peninsula or in the strange city of Malikarr on Thrinakia Isle. Interestingly, Common Orichalans (particularly those in the southern portion of the Orichan Peninsula) can be some of the most viscerously anti-Orichalan, perhaps as a result of their “tainted blood,” over which they had no control.

Moonraker Moor Folk: They exist now primarily in the Moonraker Moorlands between the Howling Hills and the Dearthwood, south of Byrny and north of the River Eorlbane. They respect the sanctity of the Rorystone Road, but anyone that wanders off the road is regarded as fair game. Unlike the more “civilized” Common Orichalans, Moor-Folk revere the gods of the moon and nature spirits. They travel far and wide across the Wilderlands to fulfill ancient rituals at long-lost altars and monoliths. Females are rare, and usually are powerful in the ways of sorcery.

Roglo River Folk: The Roglo River-Folk descended from the merchants of the long-fallen Dragon Empire. These merchants plied their trade up and down the Great Estuary of Roglaroon, as well as along the seacoast and other nearby river systems, though they maintained their homes in the cities, and mingled with other races. When the Dragon Empire fell millennia ago, the ancestors of the Roglo remained on the waters, as it was the safest place during the terrible barbaric anarchy that followed that time. Today they trade goods from the City State to Modron, and from Modron to the port cities along the north and eastern coasts of the Pazidan Peninsula. They are regarded as a necessary evil by most city folk. The Roglo are allies of the Mer-Elves of the Roglaroon, though they are less friendly with the Cresparine Merfolk, and are mercantile rivals to the Tritons of the Coral Kingdom.

Description: Slight purple cast to skin, some of which may also have patches of slight scales like snakeskin; dark hair, often black or with purplish highlights; amber or grey eyes; 6 ft., 180 lbs, lean build, typically Neutral or Neutral Evil.

Racial Traits: As per the *PHB* for Human with the following changes:

- **Skills:** +1 Racial Bonus to Craft (Alchemist)
- **Favored Class:** *Common Orichalans:* Sorcerer, Alchemist; *Moonraker Moor Folk:* Sorcerer, Fighter; *Roglo River Folk:* Rogue, Sorcerer
- **Racial Animosity:** Orichalans are disliked and receive a -1 Racial penalty to reaction rolls.

Language: Common. Common Orichalans may also select Orichalan and Draconic as bonus languages.

COMMON VIRIDIAN

Common Viridians are the basal population of the cities, towns and villages surrounding the Falling Empire of Viridistan. Their primary stock is Tharbrian, dominated for thousands of years by the True Viridians (of which the Green Emperor and his Empress-wife are thankfully the last), and intermixed with a dollop of True Viridian blood. Common Viridians make up the bulk of the farmers, artisans, craftsmen, and merchants of the Empire. The green tinge to their skin is usually looked down upon in the east, while the greener the skin, the better, in the west near Viridistan.

Description: Pale skin with varying tints of green, tawny or blonde hair, green eyes, 5 ft. 6 in., 150 lbs, average build, typically Lawful Neutral or Lawful Evil.

Racial Traits: As per the *PHB* for Human with the following changes:

- **Skills:** All Common Viridians gain Knowledge (Local: Viridistan) as a class skill regardless of class, since as subjects of an oppressive and highly structured imperial system they have had rules and traditions beaten into them
- **Favored Class:** NPC Classes, Fighter, Rogue
- **Language:** Viridian.

DUNAE

Dunael Woods-Folk originated in Dearthwood, where most can still be found, locked in eternal struggle against the Orcs of the Purple Claw. The Dunael are descended from an ancient alliance of Orichalan, Tharbriana, Amazon, and Altanian clans, with a bit of elven blood, blended centuries ago into a single culture. Today they are few in numbers and remain hard-pressed by their orcish enemies. The Dunael, though semi-barbaric today, once had a great culture, and claim to be descended from the ancient Orichalans that inhabited the city where now stands the City State. The Dunael no longer have a king, but are ruled by the Captain of the Rangers, an ally of the Invincible Overlord.

Description: Bronzed tan skin, coal black hair, blue or green eyes, 5 ft. 8 in., 170 lbs, average build, typically Chaotic Good or Neutral Good.

Racial Traits: As per the *PHB* with the following changes or additions:

- **Skills:** Knowledge (Local: Dearthwood) and Survival are class skills regardless of class chosen and Dunael gain a +2 racial bonus to Survival.
- **Bonus Feat:** All Dunael from the City State region and a homeland of Dearthwood gain the bonus feat of Foe Hatred for Orcs.
- **Favored Class:** Druid or ranger
- **Languages:** Common and Dunael

GHINORAN

Ghinorans are the remnants of the Ghinoran Successor States from the ancient Kelnoran Empire, which fell thousands upon thousands of years ago. They occupy the lands of the southwestern crescent of the Sea of Five Winds from Lenap to Tlan and across to Chim, as well as the regions to the south approaching the Demon Empires and north above Lenap. Though some vestige of civilization is returning to

PLAYER'S GUIDE TO THE WILDERLANDS

these areas (or has maintained itself over many years), the people are mostly tribal and warlike. Ghinorans may also be found near Tarsh and in the isolated kingdom of Damkina as all are related to ancient Kelnore in some way. The people of Rallu claim to be descended from the ancient Sea Kings of Kelnore and are also Ghinoran (though their lineage comes from Tarsh or Damkina).

Description: Various skin colors ranging from bronzed near the deserts to olive in Tlan and dusky in Chim, brown or tawny hair, brown or green eyes, 5 ft. 10 in., 150 lbs, average build, typically Neutral.

Racial Traits: As per the *PHB* for Human.

Languages: Ghinoran and Common.

GISHMESH

The Gishmesh are the people of the City State of Tarantis and the surrounding lands. The race that is today known as the Gishmesh come from the tribesmen that defeated the declining Kingdom of Kelnore in ancient times. In fact, the Gishmesh were once two very distinct tribes, the Gishmesh and the Paldorian. To this day, people of that region trace their lineage to one of those two tribes, though their joinder has made their physiological distinctions minor. The culture of the Gishmesh still retains its tribal feel. The people are ruled by Sultans and are ruthless merchants and pirates.

Description: Bronzed skin, brown or black hair, any color eyes, 5 ft. 8 in., 140 lbs, slight build, typically Lawful Evil.

Racial Traits: As per the *PHB* for Human with the following changes or additions:

- **Skills:** Profession (Merchant) and Appraise are class skills regardless of class chosen.

- **Favored Class:** Rogue, Fighter, Cleric

Languages: Gishmesh.

KARAKHAN

Known as Horse Lords, Karakhan are the people of the far-off Kingdom of Karak to the east. They trade with Tarantis and Rallu and mercenary bands and outcasts from the kingdom can be found throughout the Wilderlands. Karakhans are ruled by a number of petty kings, all of whom pay homage to the High King. Theirs is an organized and clan-based society with a caste system that stifles advancement and leads some to seek their fortunes elsewhere. They export many exotic items and have some of the best mercantile magicians who produce wondrous craft items—robes that shimmer like stars, sculpture that seems to flow like water and weapons of fantastic craftsmanship. They value ritualized wrestling and arenas can be found in every village. Pointed helms with leather neck guards are common amongst warriors and leaders have dyed leather strips attached to the point for identification. They pride themselves as the best mounted archers in the world (better than even the Tharbrian nomads). Horses are common in their home kingdom and every citizen, it is said, owns at least one horse and rides each day. All citizens are required to keep armor and lance at the ready. The Karakhan of the Wilderlands have developed a strong dislike for Viridians, whether due to imperial pride or culture clash is not known.

Description: yellow skin, black or red hair, green eyes, 5 ft. 2 in., 120 lbs, average build though often bowlegged, typically Lawful Neutral or Lawful Evil.

Racial Traits: As per the *PHB* for Human with the following changes or additions:

- **Skills:** Handle Animal and Ride are class skills regardless of class chosen. Karakhan receive a +1 racial bonus to Ride checks.

- **Feats:** All Karakhan receive Mounted Warrior as a bonus feat so long as they are wearing light armor and not carrying a heavy load.

- **Favored Class:** Fighter, Cleric

Languages: Karakhan. They may select Gishmesh and Common as bonus languages.

SKANDIK

The Skandik Sea Wolves are a well-muscled water-loving race. They are ritually birthed in the water and spend most of their youth learning the ways of the sea. They build their towns only along coastlines and their longships raid the surrounding areas. They pay homage to Jarls and organize themselves into clan villages. Only true warriors are allowed to wear beards, which are a sign of manhood. They are renowned swimmers and sailors. Many, strangely, have webbed toes. They traditionally worship the gods Odin, Thor and the Norse pantheon. They inhabit the northern coast above the City State west of Warwik as well as the southern stretch of the Pagan Coast and a number of the isles in that region of the Winedark Sea.

Description: Pale skin, blonde or strawberry blonde hair, blue or green eyes, 5 ft. 9 in., 180 lbs., stocky build, typically Neutral.

Racial Traits: As per the *PHB* for Human with the following changes or additions:

- **Skills:** Swim and Sail are class skills regardless of class chosen. Skandiks receive a +2 racial bonus to Swim checks.

- **Favored Class:** Barbarian, Fighter, Cleric, Bard, Expert (Sailor)

Languages: Skandik.

THARBRIAN

Tharbrians are eternal nomads of the central Wilderlands, having migrated into the Wilderlands from the far West. Their ancestors, the Tharbrian Wild-Men are responsible for many invasions into the Pazidan Peninsula and the lands of the Viridistan and the City State. Though still primarily nomadic and warlike, some have settled into more permanent villages and have become accepted in cities throughout the region. The city of Modron was founded ages ago by less nomadic Tharbrians in honor of the goddess Modron whom the Tharbrians freed from ancient captivity. Most Tharbrian nomads are men and women of honor and battle. They believe in a strict warrior code that forbids the slaughter of innocents or the murder of those that have fought valiantly. Among some, this code seems to be a disdain for all things not dealing with war. The conquered are kept as slaves to tend to the herds and perform other labor that is beneath the warriors of this society. Women are equal to men in Tharbrian society. Tharbrian smiths are renown for their

CHARACTERS

sword making skills, and the Tharbrian saber is infamous in battle, more so when wielded by a Tharbrian warrior.

Description: Ruddy tan skin, tawny brown, or raven black hair, blue or green eyes, 5 ft. 7 in., 160 lbs., light build, typically Chaotic Neutral.

Racial Traits: As per the *PHB* with the following changes or additions:

- **Skills:** Ride and Survival are always class skills regardless of class chosen.

- **Favored Class:** Any, though generally no psionic classes

Language: Tharbrian.

ALTANIAN [HUMANOID]

The “barbarian” Altanians occupy the portion of the Pazidan Peninsula south of the City State of the Invincible Overlord known as Barbarian Altanis. Families are organized into animal totem clans within each tribe. Some clans remain completely nomadic in nature, while most have settled into a semi-nomadic way of life, settling in small ramshackle villages. Clans include Grizzly Bear (the largest tribe), Mountain Lion, Forest Ape, Tusked Boar, Gray Wolf, and Spotted Wolverine. Altanians are among the most renowned trackers in the world. Altanians maintain their youth and vigor through old age, and then continue with a mature physique until the day that they die—though few ever live to reach the natural end of their life.



Altanian Barbarian,

Amazon Warrior

Altanian society (non-nomadic tribes) is dominated by the women, who own all chattel and property, save the weapons wielded by the warrior men. The men follow the Way of the Sword, which is a quasi-religious cult led by Sword Knights—Altanians that have earned the right to carry Ancestral Swords (mostly Greatswords). Warriors that are not Knights are members of one of several Warrior Lodges, including the Red Lion, Amber Serpent, Blue Bear, Gray Stallion, Black Eagle, White Wolf, and Green Drake Lodges. Warrior women have a single lodge, the Ivory Swan. Most women stay at home, tending to small gardens with their druidic abilities, while the men go hunting and raiding, or form mercenary bands and adventure in other regions. There are reputedly some pureblooded Altanians, with the darkest blood red skin, who claim descent from various Chaos Lords—powerful inhuman creatures from the Chaos Planes of the Netherworld.

Description: Copper to reddish brown to blood red (purebloods) skin, sandy to black (pure bloods) hair, hazel eyes, 5 ft. 6 in., 180 lbs, average to stocky build, typically Neutral or Chaotic Neutral.

Racial Traits: As per the *PHB* for Human with the following additions or substitutions:

- **Attributes:** +2 Strength, +2 Constitution, -2 Intelligence and -2 Charisma

- **Feats:** Altanians gain the Track feat as a bonus feat

- **Skills:** Altanians gain Knowledge (Nature), Handle Animal and Survival as class skills regardless of class chosen as well as a +2 racial bonus to the Survival skill

- **Bonus Skill Points:** Altanians do not receive the normal human bonus of 4 skill points at first level, nor do they gain the 1 additional skill point at each additional level

- **Age Effects:** Altanians do not feel the effects of age as other humans do. They suffer the penalties of Middle Age at Old Age, and the penalties of Old Age at Venerable Age, but gain the bonuses of aging at the normal age steps.

- **Favored Class:** Barbarian, Druid (particularly Altanian women) or Psion (again, particularly Altanian women; or Sorcerers if your campaign does not use the *Psionics Handbook*).

Languages: Altanian.

AMAZON [HUMANOID]

Known in the northern lands as “Shield-Maidens” due to their disdain for armor other than shields, the Amazons are a race of humanoids dominated by the female. They are said to have originated in the Ament Lands, far to the south, and over millennia migrated, pillaged, and battled their way north. In the north, Amazons can be found in their castle near Sea Rune on the Pagan coast north of Ossary. They can also be found in the

southern lands in and around the city of Rallu and near Ghinor and the Ament Tundra. Mercenary Amazons can be found in nearly every fighting force in the Wilderlands.

Friendly with most forest dwelling races, they often unite to protect an area endangered by woodsmen or some natural calamity. Amazons frequently have trained animal companions. The Amazons near Sea Rune are rumored to use trained lions as pets. Highly dexterous and very well toned, they are noted for preferring little or no armor in combat. In grouped combat, they fight in unison as if telepathically linked with their sisters. They often anticipate the tactics of opponents.

Amazons take their captives as slaves, though only the female slaves are put to work. Male slaves (including male Amazons) are used solely for reproductive purposes and sport. Pure lineage Amazon males are often traded between queens of different tribes. Male Amazons are not pampered as are the female concubines of other races, they are instead expected to maintain themselves in top athletic condition, though not to learn the ways of war.

Description: Fair to light brown skin, blonde or red hair, green eyes, 5 ft. 6 in., 110 lbs., lithe to voluptuous build, typically Lawful Neutral.

Racial Traits: As per the *PHB* for Human, plus

- **Attributes:** +2 Wisdom, +2 Charisma
- **Skills:** Handle Animal and Survival are class skills
- **Armor Aversion:** Due to their disdain for armor, Amazons do not normally gain Armor Proficiency feats as a result of their starting class. If their starting class would ordinarily grant them the Heavy

Armor Proficiency feat (fighter, paladin, cleric, amazon warrior), then the Amazon gains the Light Armor Proficiency feat (and no other). If their starting class does not grant the Heavy Armor Proficiency feat, then they do not gain any Armor Proficiency feat despite what the class may ordinarily provide. Amazons may, however, select Armor Proficiency feats as they would other feats both at character creation or when a feat is gained due to level advancement. Amazons are automatically proficient with all types of shields.

- **Combat Precognition (Su):** All Amazons wearing no armor or Amazon Armor (see that class) gain the Supernatural psionic ability of *combat precognition*, giving them a +1 psionic bonus to AC. This bonus does not apply if the character is flat footed, has lost her Dexterity bonus or is unconscious.

- **Gender Interaction:** Default "unfriendly" attitude towards males of all races, unless you yourself are male. Males suffer a +2 racial modifier to the DC of any social- or Charisma-based skills they attempt against you due to your natural dislike of them (but not including magical effects) unless you yourself are male.

- **Favored Class:** Amazon warrior or druid. Despite their innate psionic abilities, Amazons are rarely psions or psychic warriors.

Languages: Amazon.

AVALONIAN [HUMANOID]

The Avalonians are the noblest of people, in their own minds if nowhere else. The tall, thin Avalonians dress in wealthy clothing, for all the Avalonian



Antillian Merchant

Avalonian Sorceress

Skandik Priest of Thor

Tharbrian Knight

CHARACTERS

clans are of noble blood, and all Avalonians hold a noble title, even the least citizen. They are also merchants by profession and control nearly all trade in the Uther Pentwegern Sea as well as the northern reaches of the Winedark Sea. Their city, Valon, is built right upon the sea, and consists of gold and silver tower-girt islands divided by stone-lined canals which freeze over in winter. Swimming is natural to these folk. They are also superlative sailors and shipwrights. Most Avalonians have some sort of magical training, typically cold, water, and/or ice magic. The wizards and sorcerers of this race are unsurpassed in the North, rivaled only by the wizards of Tula.

Some claim to be descended from an ancient admixture of merfolk and an unknown extra-planar folk from the Elemental Plane of Water or Ice. Sage comparisons between the Avalonians and the green-skinned Viridians cause violence to erupt most unexpectedly from this otherwise peaceful folk. Some few Avalonians have gills and can breathe in the water as if on land (requires Judge's permission and has ECL +2, see below)

Description: Pale blue skin, platinum blonde hair, silver eyes, 6 ft. 4 in., 200 lbs, sleek and muscular build, typically Lawful Good.

Racial Traits: As per the *PHB* for human with the following additions or substitutions:

- **Attributes:** +2 Intelligence, +2 Charisma, -2 Wisdom, -2 Constitution

- **Skills:** Profession (Sailor), Rope Use, Sail, Spellcraft and Swim are always class skills regardless of class. Avalonians gain a +2 racial bonus to Rope Use and Spellcraft, and a +4 racial bonus to Swim

- **Resistance to Cold:** 1

- **Favored Class:** Expert (sailor), bard or wizard

Languages: Common, Avalonian. Avalonians may select Aquan as a bonus language

Aquatic Avalonians: Some Avalonians, due to greater connection with the Elemental Plane of Water or Ice have the following additional qualities:

- **Attributes:** -2 additional penalty to Constitution (in addition to the attribute modifications for normal Avalonians), due to the fact that their hybrid breathing system is not perfectly suited for either the surface or underwater.

- **Skills:** Aquatic Avalonians gain a +10 racial bonus to Swim

- **Gills:** Aquatic Avalonians with gills may breathe underwater or on land, like merfolk, but must periodically come into contact with water

- **Level Adjustment:** Aquatic Avalonians have an equivalent character level of +2 and require permission of the Judge to be used as a PC race.

DWARVES

Sturdy and strong, dwarves are tireless workers and fearless opponents in battle. They were created in ancient days by their god, Kazadarum, The Rock-Father. Dwarves are very clannish.

Dwarves are created as per the *PHB*. The following additional racial variations exist.

CITY DWARVES

The Kazadrach, or City Dwarves, are the most commonly encountered dwarves in the cities and towns. Most city dwarves are smiths, jewelers, merchants, or alchemists. City dwarf men trim their beards short and neat, or simply wear large, flowing moustaches. Women do not grow facial hair. City dwarves can also be found in the southern city of Chim.

Description: Tan skin, red, brown or blonde hair, blue or green eyes, 4 ft. 0 in., 160 lbs, portly build, typically Neutral.

Racial Traits: as per the *PHB* for Dwarf with the following modifications or additions:

- **Darkvision** (30 ft.)

- **Skills:** City dwarves have a +2 racial bonus to Craft (alchemy) and Bluff skills.

- **Favored Class:** Any.

Languages: Common and Dwarven, with bonus languages as per the *PHB*.

DEEP DWARVES

The Kazadrugar, or Deep Dwarves, shun daylight and prefer to live out their lives underground. They are an unhealthy race, and spend most of their time studying dark magic, seeking ways to conquer and enslave their cousins and neighbors. They keep goblin and troll slaves to do most of their labor, leaving them more time to study. Deep dwarf males have a difficult enough time growing any hair let alone beards. Their women (the few there are) are typically bald, or possess but a few wispy strands of hair on their heads. Deep dwarves rarely wear armor, as it interferes with their magic, and are usually only armed with a dagger (often poisoned). Deep dwarves do not revere the gods, instead worshipping demon lords and gods of evil knowledge.

Description: Splotchy gray skin, bone white hair, pink eyes, 3 ft. 8 in., 120 lbs, lumpy build, typically Chaotic Evil..

Racial Traits: as per the *PHB* for Dwarf with the following modifications or additions:

- **Abilities:** -2 Strength, +2 Dexterity, +2 Intelligence, -2 Charisma.

- **Darkvision** (120 ft.)

- **Light sensitivity:** Deep dwarves suffer a -1 in daylight

- **Feat:** Deep dwarves that learn magic gain the bonus feat Spell Focus.

- **Favored Class:** Wizard.

Languages: Dwarven and Abyssal, with bonus languages as per the *PHB*.

HILL DWARVES

The Kazadurul, or Hill Dwarves, are a coarse, insular warrior race. The clan thane is the highest social class of the Kazadurul, as the clan folk believe the only true Dwarf King is Kazadarum. Clan warriors often work together in mercenary troops, fighting for one or more of the human lords, though they will never fight another dwarf troop in such a manner. Kazadurul females are equal to males, as the birth rates are more equal among the hill clans; some even become warriors. Kazadurul are as likely to work with wood as stone and metal, and most of their villages are above ground, with buildings of stone and wood. Hill dwarf men grow beards, but

PLAYER'S GUIDE TO THE WILDERLANDS

not as ostentatious as the mountain dwarves. Women do not grow beards, but often grow moustaches and sideburns. Hill dwarves are typically armed with greataxes and armored in chain shirt or splint mail. Hill dwarves worship Kazadarum with zealous exclusivity, and consider mountain and city dwarves to be heretical for their polytheism.

Description: Bronze skin, brown hair, green eyes, 4 ft. 2 in., 170 lbs, stocky build, typically neutral.

Racial Traits: as per the *PHB* for Dwarf with the following modifications or additions:

- **Abilities:** +2 Constitution, -2 Charisma.
- **Darkvision** (60 ft.)
- **Attack Bonus:** +1 attack bonus against goblins and trolls.
- **Favored Class:** Barbarian

Languages: Dwarven and Common, with bonus languages as per the *PHB*.

MOUNTAIN DWARVES

The Kazadaran, or Mountain Dwarves, are the most ordered and hide-bound of a very stubborn race. Though perhaps best known to reside in Thunderhold, Mountain Dwarves have resided in many underground kingdoms, including the famed dwarf kingdom north of Tarsh. Their society emphasizes honor and obedience to social superiors. They pay very close attention to ritual and precedence; every mountain dwarf has his own position in the social order, and knows exactly where he stands in respect to everyone else. Mountain dwarf women are rare (only 1 in 10 are female), and so are kept secreted from the rest of the world, as they are considered the most precious of treasures. Mountain dwarf men are very proud of their beards, and let them grow throughout their entire lives, braiding them and decorating them with gems and jewels. Women grow beards just like their men, though they are not as vain about them as their men folk. Mountain dwarves are typically armed with warhammers and armored in breastplate or half-plate, while nobles wear full plate or even mithral plate. Mountain dwarves revere Kazadarum, but also worship Goibhnie the Divine Smith, Rosmerta the Bountiful, and Odin the All-Father.

Description: Tan or ruddy pink skin, fiery red hair, blue eyes, 4 ft. 5 in., 180 lbs, stocky build, typically Lawful Good.

Racial Traits: as per the *PHB* for Dwarf with the following modifications or additions:

- **Abilities:** +2 Strength, -2 Dexterity, +2 Constitution, -2 Charisma.
- **Darkvision** (60 ft.)
- **Attack Bonus:** +1 attack bonus against orcs and goblins.
- **Favored Class:** Fighter

Languages: Dwarven, Common and Terran, with bonus languages as per the *PHB*.

FERAL DWARVES

The wild dwarves and carnivorous dwarves of the jungles south of Chim are dwarves that have sunken to barbarism and cannibalism. They are created as normal dwarves, but suffer an additional -2 Intelligence, -2 Wisdom, -2 Cha-

risma, though they do not suffer the normal -2 Dexterity of other dwarves. They do not speak more than in guttural grunts and shouts and rarely are organized more than in loose packs.

ELVES

There are nearly a dozen major known elven settlements in the Roglaras, not counting the scores of small villages and camps found in forest and glade. While each of the different settlements has its own history and idiosyncrasies, most of the elves living therein, regardless of the distance involved, maintain a moderately unified culture. There are, however, exceptions to this rule, and there are a number of strange and unusual elven societies.

Elves are created as per the *PHB*. The following additional racial variations exist.

DARK ELVES

The dark elves are so called due to nature of their subterranean homeland and the hatred in their heart, not the color of their skin. Though they are naturally very pale skinned and haired, their flesh and locks are darkened and singed by the fires of the earth and the smoke and cinders of their great forges, where they endlessly craft weapons and magic to use in their feud with the goodly races. They sometimes cooperate with the deep dwarves and other inimical races, though they never trust them fully.

Description: Soot-covered ivory white skin, singed bone white hair, red eyes, 5 ft. 4 in., 100 lbs., lean build, typically Chaotic Evil.

Racial Traits: as per the *PHB* for Elf with the following modifications or additions:

- **Abilities:** +2 Dexterity, -2 Constitution, -2 Intelligence, and +2 Charisma.
- **Darkvision** (120 ft.)
- **Light blindness**
- **Favored Class:** Cleric or Sorcerer
- Dark elves do not gain any automatic weapon proficiencies.

- **Cantrips:** A dark elf may choose any four 0-level Sorcerer spells that he or she may innately know and use, as a spell-like ability, each once per day as a Sorcerer of his or her character level.

Languages: Starting languages as per the *PHB*, plus Abyssal.

HIGH ELVES

Most of the elves of the northern portion of the Wilderlands are of the high elven race, by far the most common of the subraces of the elves. Most high elven folk consider their settlements to form a single, widely dispersed kingdom, known as Alfheim. Each lord of a settlement is King in his own realm, answerable only to the High King, though there has not been a unified High King for centuries. The high elves are the greatest allies of the Dunael Woods-Folk, forming a united front against the Orcs of the Purple Claw in Dearthwood. A few high elves turn from the merry ways of their brothers and strive to return to the ancient

CHARACTERS

ways of war and high wizardry; such folk become the stuff of legends among humans and elves.

Description: Pale white to silver skin, black hair, blue eyes, 5 ft. 8 in., 140 lbs, lean build, typically Chaotic Good.

Racial Traits: as per the *PHB* for Elf with the following modifications or additions:

- **Favored Class:** Fighter or wizard
- Languages:** Starting languages as per the *PHB*.

GRAY ELVES

The gray elves are the closest living embodiment of the ancient elvish archetype, though even in their mighty eyes can be seen the eventual passing of their race. Gray elves are stately, contemplative, courtly, exacting beings, not taken to merriment or quick action. They are very rare. The grays that decide to take a hand in modern events make history and forge legends. The most recent such was Vanuviel Glamdring, who helped found the City State of the Invincible Overlord and established one of the most important dynasties in the region. His descendants founded Ashenshaft and Palewood. There is a contingent of gray elves in Onhir as well.

Description: Ivory white skin, gold or silver hair, violet or amber eyes, 6 ft. 0 in., 160 lbs, lean build, typically Lawful Good.

Racial Traits: as per the *PHB* for Elf with the following modifications or additions:

- **Abilities:** -2 Strength, +2 Dexterity, -2 Constitution, and +2 Intelligence.
- **Favored Class:** Paladin or wizard. Many gray elves become eldritch knights.
- Languages:** Starting languages as per the *PHB*, plus Celestial.

MER-ELVES

The mer-elves are the rare, distant kin of the merfolk. They must live within the waters of river or sea or die of dehydration. Mer-elves possess the tail of a great fish instead of legs, though once per day they may magically transform and split their tail into legs for up to an hour. They may be out of water for no more than one hour per day. They are said to possess magic that enables them to increase this time. They are most commonly encountered on the Great River Roglaroon, where they are the allies of the Roglo River-Folk.

Description: Pale green skin, greenish white hair, green eyes, 6 ft. 0 in., 190 lbs, athletic build, typically Neutral.

Racial Traits: as per the *PHB* for Elf with the following modifications or additions:

- **Amphibious (Ex):** Mer-elves can breathe both air and water, although they rarely travel more than a few feet from the water's edge. They may spend one hour on land per day without penalty but thereafter suffer one point of temporary Constitution damage for every thirty minutes beyond the first hour they remain on land in a 24-hour period.
- **Transform (Su):** Once per day, for an hour, a mer-elf may change his tail into a pair of human legs.
- **Favored Class:** Fighter or sorcerer
- Languages:** Starting languages as per the *PHB*, plus Aquan.

NORTHERN ELVES

The northern elves, also known as Alvar, or Blue Elves, arrived from the Great Glacier to the north. These northern elves do not recognize close kinship with other elves, considering all other elves to be cultural degenerates of the original breed, save perhaps the gray elves, whom they respect for their ancient ways but disdain for their peaceable lifestyle. The Alvar claim but a single settlement in the Roglaras for themselves, Seasteadholm on Goodholm Haven, on the Warwik Peninsula.

Description: Pale blue skin, platinum hair, blue eyes, 6 ft. 0 in., 160 lbs, average build, typically Neutral.

Racial Traits: as per the *PHB* for Elf with the following modifications or additions:

- **Favored Class:** Barbarian or sorcerer
- Languages:** Starting languages as per the *PHB*, plus Avalonian.

SOUTHERN ELVES

The southern elves, also known as Altani Elves, or Red Elves, are a barbaric race from Barbarian Altanis. Like the human folk there they live in savagery, preferring the atavistic ways of the barbarian to the civilized ways of their ancestors.

Description: Pale red skin, tawny hair, red eyes, 5 ft. 0 in., 100 lbs, lean build, typically Neutral.

Racial Traits: as per the *PHB* for Elf with the following modifications or additions:

- **Abilities:** +2 Strength, -2 Dexterity, +2 Constitution, -2 Charisma.
- **Darkvision** (60 ft.)
- **Attack Bonus:** +1 attack bonus against orcs and goblins.
- **Favored Class:** Barbarian or sorcerer
- Languages:** Starting languages as per the *PHB*, plus Altanian.

WILD ELVES

Wild elves are the most reclusive of the elven folk, next to the dark elves, though unlike their grim cousins, the wild elves do not go out of their way to trouble other races. The Green Elves, as they are also known, just want to be left alone, even by other elves. Many tribes have forsaken advanced technology and only use stone and wood. They reside in the deepest forests and hidden valleys. A tribe of wild elves is known to reside in the Darkling Woods, where they seek refuge from the world at large, and maintain it by slaying all who enter their domain, hanging the bodies from the boughs of trees on the edge of the forest.

Description: Nut brown or green skin, green or tawny brown hair, green eyes, 5 ft. 4 in., 100 lbs, lean build, typically Chaotic Neutral.

Racial Traits: as per the *PHB* for Elf with the following modifications or additions:

- **Abilities:** +2 Dexterity and -2 Intelligence.
- **Favored Class:** Barbarian or sorcerer
- Languages:** Starting languages as per the *PHB*, plus Sylvan.

WOOD ELVES

Wood elves are the rustic cousins of the high elves, paying lip service to the concept of Alfheim, and living however they please otherwise. They prefer to live in forests and wilderness, away from other races as much as possible, though they are not as murderously xenophobic as their wild elf cousins. Their main realms are the northern Dearthwood (where they actually work with the Elves of Alfheim in Dearthwood), though they may be found in most fair forests and woods of the Wilderlands. They avoid cities and towns, disdaining even the villages of more civilized folk. They are at eternal odds with orcs, goblins, and trolls, even moreso than their wild elven cousins.

Description: Tan white skin, blonde or coppery red hair, green eyes, 5 ft. 4 in., 120 lbs, lean build, typically Neutral.

Racial Traits: as per the *PHB* for Elf with the following modifications or additions:

- **Abilities:** +2 Strength, +2 Dexterity, -2 Constitution, and -2 Intelligence.

- **Favored Class:** Druid or ranger

Languages: Starting languages as per the *PHB*.

FERAL ELVES

Some very few elves in the depths of evil forests have descended into barbarism, cannibalism and madness. They are created as per normal elves, but with +2 Dexterity, -2 Constitution, -2 Intelligence, and -2 Charisma.

GNOMES

Gnomes are believed to be faeries that have somehow lost their ties to the land, though they are still very earthy, and love the forests and hills. Some sages claim that the gnomish race is descended from a magical cross between faeries and dwarves, though all three races deny this vehemently. Gnomes are actually fairly rare, there being only the single major settlement of them in the east, in the village of Lightelf. Other gnomes are encountered uncommonly in the cities and towns, the deep forests, and haunted hills.

Unlike other many other races, there are no relevant subdivisions of gnomes. Their racial characteristics and general description are uniform across the Wilderlands. All gnomes are created as per the *PHB*.

There are several cultural differences worth noting:

City Gnomes: City gnomes have been found in the cities of man since time immemorial. They are a sorcerous race, steeped in the ways of illusion and phantasms. They also are highly respected as alchemists and herbalists, and, perhaps, second only to the dwarves in renown as brewers of ale and beer. Some are renowned tinkers, and no few city lords have a gnome sage, teacher, or mechanic in their employ, to work on interesting clockwork golems, clocks, and other unusual constructs.

Forest Gnomes: Forest gnomes are pudgy, roly-poly recluses who live in deep forests, away from other creatures save sylvan animals and faeries. They form fast friendships with woodland animals. They live in burrows, tree-stumps, and earth-covered homes, similar to halfling burrows, much like brownies and leprechauns, who are their greatest allies. They wear pointed hats in mixed company (usually brown

or green, never red-colored) and rarely leave the forests. Like their city cousins these gnomes are renowned for their herbalism and brewing skills. They are mistaken for simple comical, whimsical, rustic creatures by other races, and as such their powers are often underestimated.

Lightelf Gnomes: Lightelf gnomes are unlike their cousins in that they have abandoned the ways of magic in favor of martial studies. They are hunters, and trappers, farmers and gatherers. They are an embittered people, stuck between the human powers of the Skandiks and the City State, lorded over by the former, corrupted by the latter. Their society is in flux, and on the edge of extinction. Many Lightelf gnomes have left their home to find a better living elsewhere. They seek in most cases to serve their city cousins as guards and mercenaries; most accept them, though they are wary of them, for the Lightelf gnomes are a comparatively grim lot. Forest gnomes dislike them, while the Red Caps hate them no more or less than they hate everything.

Red Cap Gnomes: Red Cap gnomes are an insane breed of gnome that lives in ruins and barren hills. Legends say that they have been so since the Uttermost War, long ages ago. Some legends say that their minds shattered during the great battles of those days, or that their entire race was cursed, or even that they fell into evil and degeneracy when they tried to call upon powers too great for their minds. Regardless of their origins, the Red Caps of today are a race of psychopaths, seeking only to commit the most horrid atrocities they can before they die. However, they are also, for the most part, cowards, and remain in their haunted homes, far from other peoples, festering in their own hate. Sometimes a slightly sane Red Cap will leave the dread burrows and seek out a life elsewhere. Dark lore indicates that the Red Cap gnomes are the forerunners of the Kobold races.

HALF-ELVES

Half-elves are created as per the *PHB*. Except for half-mer-elves, which are detailed below, half-elves do not retain any of the abilities of their elvish parent other than those outlined for standard half-elves in the *PHB*.

Half-mer-elves: Half-mer-elves are not as limited as their elvish parents, having human legs. They are required to immerse themselves in water for at least one hour a day. They are able to breathe water as easily as air. They do have slightly fishy characteristics, such as gill slits that appear while they are immersed, sections of their body covered in scales, and webbed feet and hands. Most encounters with "mer-elves" are actually encounters with these half-breeds. They gain the following racial abilities:

- **Abilities:** -4 Constitution, +2 Dexterity

- **Amphibious (Ex):** Half-mer-elves can breathe both air and water.

- **Immersion:** Half-mer-elves must completely immerse themselves in water for 1 hour per day. They suffer 1 point of temporary Constitution damage for every four hours they fail to immerse themselves.

HALF-ORCS

Half-orcs in the Wilderlands are created as per the *PHB*.

HALFLINGS

Like gnomes, the differences between halflings is mostly in their appearance and culture and has little effect in game terms. Halflings are created as per the *PHB*. The following details are noted to provide background information.

Common Halflings: The most commonly encountered halfling race is that of halflings of the cities and towns of the Wilderlands. They concentrate on the skills and crafts they consider most valued in the cities, the ones that they tend to perform best, such as cooking, baking, tavern-keeping, and other food service, as well as leatherworking, haberdashery, tabac vending, and mercantile concerns. A fair number of these folk also enjoy working in entertainment, as well as more questionable practices, such as burglary and more esoteric rought schemes.

Highland Halflings: Highlands Halflings look not unlike small versions of the local Altanians with slightly redder skin and proportionally larger, hairier feet. They are a Shire folk, and prefer to be left alone by the Altanians in order to grow their pipeweed, tend to their small farms of potatoes and maize, and husband their herds of small llamas. They trade regularly with the Altanians, who find favor with the Halfling's weed, their cheeses, vegetables, and wood products. Highland Bounders (the guardians of the boundaries of the Shire) typically wear leather armor and carry short swords and slings. The few priests they have are mostly druidic.

Stouts: Stouts obviously have some elements of dwarven and probably gnomish blood, for they are very stout, and are the only halflings of the region known to wear large, curly beards under their great potato-shaped nose. Stouts are known for their famous Blue Tabac, the most potent pipeweed grown in the Wilderlands. The Bulwarkshire Bounders are, however, a boisterous lot, more than happy to crack open a head or two if that is what it takes for their land to be left in peace. They wear chain shirts, hand axes, and hand crossbows. They do not worship the gods in general, figuring if they leave the gods alone, the gods will return the favor. Some of the Bounders, however, revere Odin or Mitra, for their martial and protective qualities. Stouts have the following modification to their normal racial traits:

- **Favored Class:** Fighter.

CLASSES

All of the core classes in the *PHB* and the NPC classes and Prestige classes from the *DMG* can be found in the Wilderlands campaign setting, though some have been altered slightly. This section details how the classes work in the setting and presents several new character classes, including the Amazon Warrior, the Alchemist, the Sage and the Witch, which have long been a part of the Wilderlands setting.

STANDARD CLASSES

All the classes found in the *PHB* and the *DMG* are found in the Wilderlands. Judges may also allow players to use the

ALTERNATE EXPERIENCE PROGRESSION

Some players and Judges have bemoaned the change to the experience charts in the Third Edition rules, commenting that level advancement occurs too fast, particularly at low levels, depriving players of the formative levels with their characters. For those who wish a level advancement system that has a more "first edition feel," consistent with the feel of the original Judges Guild products, the following XP chart may be utilized in lieu of the one in the *PHB*. The formula for determining XP is ([prior XP goal] + [2000 x the prior level number]). Thus, to go from 3rd level to 4th level, the new XP goal is 6000 (the prior goal for 3rd level) + 6000 (2000 x 3) = 12,000 XP for 4th level.

| <u>Level</u> | <u>XP Required</u> |
|--------------|--------------------|
| 1 | 0 |
| 2 | 2000 |
| 3 | 6000 |
| 4 | 12,000 |
| 5 | 20,000 |
| 6 | 30,000 |
| 7 | 42,000 |
| 8 | 56,000 |
| 9 | 72,000 |
| 10 | 90,000 |
| 11 | 110,000 |
| 12 | 132,000 |
| 13 | 156,000 |
| 14 | 182,000 |
| 15 | 210,000 |
| 16 | 240,000 |
| 17 | 272,000 |
| 18 | 306,000 |
| 19 | 342,000 |
| 20 | 380,000 |

psionic classes in the *Psionics Handbook* since psionics have long been a part of the Wilderlands setting.

Literacy: Note that in the Wilderlands setting, all character classes except the sage begin play illiterate unless they choose a feat granting literacy such as Educated or Literate. See the Feats section and the Literacy section later in this chapter.

Barbarians: From the Skandiks near the City State and the wild barbarians of the Glow Worm Steppes to the feral elves of the great forests and the barbarian jungle dwarves south of Chim, barbarians can be found in all regions of the Wilderlands. Perhaps the most famous are the red-skinned Altanian barbarians of Barbarian Altanis. Even the more "civilized" portions of the Wilderlands are home to many

barbarians. Their fierce battle rage makes them perhaps the greatest force of brute strength in all of the Wilderlands.

Bards: Wandering minstrels, jacks-of-all-trades, bards are common in the larger cities of the Wilderlands. Given the value of knowledge in the Wilderlands, bard characters with their knowledge of ancient tales and legends are more powerful here than in other settings. Their urban skills make them particularly valuable in the cities and towns of the Wilderlands. Bards are also the most flexible of classes. In a setting such as the Wilderlands, where one never knows if he will be in the wilds of the Irmisul Forest, the crowded streets of Viridistan or on the deck of a pirate ship, the bard's versatility makes him perhaps the most adaptable of all character classes.

Clerics: From Viridian priests of Armadad Bog enforcing the Armadad Law and the Skandik clerics of Odin with their fierce countenances to the wizened sage-priests of Thoth and the scattered worshipers of the goddess Modron who rises from the river near the town that bears her name, clerics have dominated the Wilderlands since the Pious defeated the Philosophers in an ancient struggle. The gods are very present in the Wilderlands, often taking physical form, and their servants wield great power in their name. Clerics are perhaps the most influential characters classes in the Wilderlands.

Druids: The vast, unexplored tracts of wilderness and expanses of forests in the Wilderlands make the druid both very powerful and highly sought after for her powers. Numerous ancient sites unlock the secrets of nature, fueling the powers of the druid. Given the presence of giant and dire animals in the Wilderlands and the ability of the druid to control and tame such animals, the druid is perhaps the strongest character class when in the wilds.

Fighters: In the dangerous wilds of the Wilderlands or on the streets of its cities and towns, the fighter is perhaps the most common of the character classes. The pen may be mightier than the sword in the Temple of Thoth, but everywhere else force is the rule of the day and a strong sword arm has shaped the fate of nations more frequently than a sharp mind. From the mercenaries of far-off Karak and the gladiators of the great cities to the Viridian vast-hosts to the Invincible Overlord himself, fighters unquestionably rule the Wilderlands.

Monks: Though few in number, the balanced merging of philosophy and martial prowess embodied by the monk makes them powerful characters in the Wilderlands. Often refuges from the land of Karak, their schools can be found in the larger cities or in reclusive citadels throughout the land. Few can match their unique skills and abilities, making them perhaps the most surprising character class—often catching their foes off guard with their devastating and mystical attacks and powers.

Paladins: From the blessed warriors of the goddess Athena to the knights of Mitra, the great god of law, paladins—like their cleric counterparts—have great influence on the Wilderlands. In a world of evil where might makes right the paladin stands out like a lantern in the darkness. Paladins are unquestionably the most powerful weapon in the fight against evil.

A NOTE ON PSIONICS

Though the Judges Guild Wilderlands setting has always historically included psionics, psionics and the psionic character classes are optional. Check with your Judge before creating a psion or psychic warrior character.

Psionics As Magic: Normally, most Judges who use psionics in the Wilderlands use the “psionics as magic” option as opposed to the “psionics are different” option, meaning that psionic powers and abilities can be dispelled and are generally treated as spells. See chapter 8 of the DMG.

Psions: Detailed in the *Psionics Handbook*, psions are most often found among the red-skinned altanian women. Their unique powers can rival those of the greatest archmage. It is said that their mental prowess comes from powers given to them by the ancient races of pre-history.

Psychic Warriors: Like psions, psychic warriors are detailed in the *Psionics Handbook* and are optional. Given their unique mental powers and their martial skill, there is perhaps no more unusual and powerful character class.

Rangers: From the Dunael woodsmen of Dearthwood to the famed Rangers of Tarsh, rangers dominate the wilds of the Wilderlands. Given the vast expanses of untamed land, forests, mountains and plains, rangers are invaluable characters and perhaps no character class is more useful once the confines of town are left behind. Ranger scouts are prized by travelers and merchants alike.

Rogues: If the fighter rules the Wilderlands and the ranger and druid dominate the unexplored regions of the world, the rogue is the master of the city and trade. From the thieves of the City State to the Azurerain Pirates, the urban abilities of the rogue rival and at times even surpass those of the bard. Rogues are the second most common class of character after the fighter. Many a purse has been lightened and many a tomb stripped of its gold by the rogues of the Wilderlands.

Sorcerers: From the cantrip-wielding commoners of Valon to the persecuted dragon-blooded remnants of the ancient Orichalan Dragon Empire, sorcerers can be found in many parts of the Wilderlands. Their flexibility and versatility make them more attractive spellcasters to some than their rigid arcane counterparts, the wizard. Where wizards learn magic through scholarship, the sorcerer has it coursing through his veins.

Wizards: From the ice wizards of Valon to the many schools of Tula, the City of Mages, high-level mages are without a doubt the most powerful character class in the Wilderlands. Their towers and citadels dotting remote mountains or residing in burgeoning cities, wizards and their cabals seek arcane knowledge, for good or ill, and wield items and artifacts of wondrous power.

CHARACTERS

| ALCHEMIST | | | | | | | | | |
|-----------|-------------------------|--------------|-------------|--------------|---|------------------------|----|----|----|
| Level | Base Attack Bonus | Fort Save | Ref Save | Will Save | Special | Potion Formulas* Known | | | |
| | | | | | | Spell Level 0 | 1 | 2 | 3 |
| 1st | +0 | +0 | +0 | +2 | Nonmagical Alchemy, Alchemical Resistance +2 | - | - | - | - |
| 2nd | +1 | +0 | +0 | +3 | Brew Poison | - | - | - | - |
| 3rd | +1 | +1 | +1 | +3 | Brew Potion | 5 | 3 | - | - |
| 4th | +2 | +1 | +1 | +4 | Alchemical Res.+4, Craft homunculus | 6 | 4 | 3 | - |
| 5th | +2 | +1 | +1 | +4 | Identify Alchemical Item | 6 | 4 | 4 | 3 |
| 6th | +3 | +2 | +2 | +5 | | 7 | 5 | 4 | 4 |
| 7th | +3 | +2 | +2 | +5 | Craft Wondrous Alchemical Items | 7 | 5 | 5 | 4 |
| 8th | +4 | +2 | +2 | +6 | Alchemical Res. +6, Craft flesh golem | 8 | 6 | 5 | 5 |
| 9th | +4 | +3 | +3 | +6 | | 8 | 6 | 6 | 5 |
| 10th | +5 | +3 | +3 | +7 | | 9 | 7 | 6 | 6 |
| 11th | +5 | +3 | +3 | +7 | Craft clay golem | 9 | 7 | 7 | 6 |
| 12th | +6/+1 | +4 | +4 | +8 | Alchemical Res.+8 | 10 | 8 | 7 | 7 |
| 13th | +6/+1 | +4 | +4 | +8 | | 10 | 8 | 8 | 7 |
| 14th | +7/+2 | +4 | +4 | +9 | Craft stone golem | 11 | 9 | 8 | 8 |
| 15th | +7/+2 | +5 | +5 | +9 | | 11 | 9 | 9 | 8 |
| 16th | +8/+3 | +5 | +5 | +10 | Alchemical Res. +10, Craft iron golem | 12 | 10 | 9 | 9 |
| 17th | +8/+3 | +5 | +5 | +10 | | 12 | 10 | 10 | 9 |
| 18th | +9/+4 | +6 | +6 | +11 | Immune to Poisons | 13 | 11 | 10 | 10 |
| 19th | +9/+4 | +6 | +6 | +11 | | 13 | 11 | 11 | 10 |
| 20th | +10/+5 | +6 | +6 | +12 | Create <i>Philosopher's Stone</i> | 14 | 12 | 12 | 11 |

*Formulas may be selected from the cleric, druid or sorcerer/wizard spell lists and may be arcane or divine.

NEW CLASSES

ALCHEMIST

Black lotus poison, *potions of invisibility*, golems and the fabled *philosopher's stone*—crafting potions, poisons and alchemical items through quasi-magical means is the domain of the alchemist. Different from the common apothecary that dispenses powders to aging gentlewomen, the alchemist is a student of the mysteries of the physical world. Some are a remnant of the ancient tradition of the Philosophers while others continue the poisonous traditions of the Orichalan master poisonmakers. They seek knowledge that is both ancient and hidden.

Abilities: Intelligence is most important for an Alchemist as the Craft (alchemy) skill and the Craft (poisonmaking) skill are based on it, as are the Craft skills necessary to create constructs. A high Constitution improves his Fortitude, allowing a better chance to withstand the dangers of brewing poisons. A high Charisma allows an alchemist to better trade for items that may be necessary for his concoctions.

Alignment: Any

Hit Die: d4

Regions: All.

CLASS SKILLS

The alchemist's class skills are: Craft (alchemy) (Int), Craft (skill categories related to crafting constructs—armorsmithing, leatherworking, pottery, sculpting), Craft (poisonmaking) (Int)*, Knowledge (arcana), Knowledge (nature), Knowledge (physical universe), Profession (alchemist), Use Magic Device.

*Craft (poisonmaking) is a skill exclusive to alchemists.

Skill Points at 1st Level: (4 + Int modifier) x 4.

Skill Points at Each Additional Level: 4 + Int modifier.

CLASS FEATURES

Weapon and Armor Proficiency: Alchemists are proficient with all simple weapons, but not with any type of armor or shield.

Nonmagical Alchemy: An alchemist, through his unique art, does not need to be a spellcaster to use the Craft (alchemy) skill to create alchemical items.

Alchemical Resistance: Due to his familiarity with alchemical items, dabbling with poisons and potions and a daily regimen of ingesting a small amount of poison to build up a tolerance, an alchemist gains a competence bonus on saves of any type against poisons, potions with negative effects or effects from alchemically created items. This competence bonus increases as the alchemist gains additional levels as reflected on the Alchemist table.

Brew Poisons: An alchemist who reaches 2nd level may brew poisons using the Craft (poisonmaking) skill. This skill is unique to the alchemist. See the Skills section of this chapter for information on the dangerous and difficult process of brewing poisons. An alchemist must use an alchemist's lab to brew poisons and does not gain a +2 for doing so.

Brew Potions: Beginning at 3rd level, an alchemist may begin to brew potions as per the Brew Potion feat with the following modifications to the feat:

- The alchemist does not use arcane powers to create his potions. Instead, through research, the alchemist learns the alchemical formulas to create potions simulating arcane or divine spells. See the Alchemical Formulas Known table. New formulas are gained upon level advancement and are chosen by the alchemist. The Judge may place restrictions on learning formulas for certain rare spells.
- An alchemist may learn formulas from cleric, druid or sorcerer/wizard spell lists, and the spell formula learned may be arcane or divine.
- The alchemist's alchemist level functions as his caster level for purposes of determining the power of the potion as well as its cost.
- Like a spellcaster, an alchemist may use a caster level less than his alchemist level when creating a potion if he so chooses.

In all other respects, the alchemist's Brew Potion ability functions as does the Brew Potion feat including the requirement of XP cost. An alchemist must use an alchemist's lab to brew potions and does not gain a +2 for doing so.

Craft Homunculous: At 4th level, an alchemist gains the ability to create a homunculous—a tiny construct that acts as a familiar for the alchemist—as if the alchemist had the Craft Construct feat detailed in the MM, except that the alchemist does not need to meet any of the spell prerequisites. The process of creation is detailed in the entry for Homunculous in the MM. An alchemist must use an alchemist's lab to craft a homunculous and does not gain a +2 for doing so.

Identify Alchemical Item: At 5th level, an alchemist can identify a potion, alchemical item (including wondrous alchemical items) or any other magical liquid as per the *identify* spell but without the requirement of a material component. Using this ability requires 10 minutes. The potion, liquid or item is not

used and the alchemist does not suffer any of the effects of the potion or liquid. If the potion or liquid is truly unique (such as a one of a kind potion), the alchemist only learns that the potion or liquid is unique, but does not identify its properties.

Craft Wondrous Alchemical Items: At 7th level, an alchemist can create wondrous liquids and alchemical items, similar to the Craft Wondrous Items metamagic feat, except that this ability only allows an alchemist to craft wondrous items that are liquids or other similar alchemical items. An alchemist does not need to possess any spell prerequisites or any skill prerequisites to create a wondrous liquid, but he must meet the Caster Level prerequisite, substituting his alchemist level for Caster Level. Items an alchemist may craft using this ability include: *dust of appearance*, *dust of disappearance*, *dust of dryness*, *dust of illusion*, *dust of tracelessness*, *elixir of fire breath*, *elixir of hiding*, *elixir of love*, *elixir of sneaking*, *elixir of swimming*, *elixir of vision*, *hand of glory*, *hand of the mage*, *incense of meditation*, *Keoghtom's ointment*, *Nolzur's marvelous pigments*, *salve of slipperiness*, *silversheen*, *sovereign glue*, *stone salve*, *unguent of timelessness*, *universal solvent*, and any similar items in the Judge's campaign that are powders or liquids or traditional alchemical items. An alchemist must use an alchemist's lab to craft wondrous alchemical items and does not gain a +2 for doing so.

Craft Golem: Beginning at 8th level, an alchemist gains the ability to create a flesh golem as if the alchemist had the Craft Construct feat detailed in the MM, except that the alchemist does not need to meet any of the spell prerequisites (though he must pay any costs associated with the spells). The process of creation is detailed in the entry for Golem in the MM. At higher levels, the alchemist gains the ability to create clay, stone and iron golems. See the Alchemist table. An alchemist must use an alchemist's lab to craft golems and does not gain a +2 for doing so.

Immune to Poison: At 18th level, an alchemist has become immune to all poisons, including magical poisons, through a rigorous regimen of ingesting small doses of different poisons over a long period of time.

Create Philosopher's Stone: At 20th level, an alchemist can create a *philosopher's stone*, a minor artifact of legendary power, which includes the ability to turn lead to gold and create an *elixir of life* that works a *true resurrection*. The creation of this legendary stone is the pinnacle of alchemical achievement. Creating a *philosopher's stone* requires 1 month's time and the expenditure of 5,000 XP as well as the permanent sacrifice of 1 point of any ability score. Because it is a work of pure reason, nothing but the basest materials (no cost) is required to create the stone. An alchemist may still complete the creation of the stone even if the expenditure of the XP reduces him below the XP required for 20th level. However, no further stones can be created until the alchemist has again reached 20th level in XP. An alchemist must use an alchemist's lab to create a *philosopher's stone* and does not gain a +2 for doing so.

CHARACTERS

AMAZON WARRIOR

| Level | Base Attack Bonus | Fort Save | Ref Save | Will Save | Special |
|-------|-------------------------|--------------|-------------|--------------|---|
| 1st | +1 | +2 | +2 | +0 | Fast Movement, Woman Warrior, Fight In Unison |
| 2nd | +2 | +3 | +3 | +0 | Battle Dancer |
| 3rd | +3 | +3 | +3 | +1 | Speak With Animals |
| 4th | +4 | +4 | +4 | +1 | Animal Companion |
| 5th | +5 | +4 | +4 | +1 | |
| 6th | +6/+1 | +5 | +5 | +2 | Uncanny Dodge |
| 7th | +7/+2 | +5 | +5 | +2 | |
| 8th | +8/+3 | +6 | +6 | +2 | Combat Prescience |
| 9th | +9/+4 | +6 | +6 | +3 | |
| 10th | +10/+5 | +7 | +7 | +3 | Lesser Mindlink |
| 11th | +11/+6/+1 | +7 | +7 | +3 | |
| 12th | +12/+7/+2 | +8 | +8 | +4 | Improved Uncanny Dodge |
| 13th | +13/+8/+3 | +8 | +8 | +4 | |
| 14th | +14/+9/+4 | +9 | +9 | +4 | Damage Reduction |
| 15th | +15/+10/+5 | +9 | +9 | +5 | |
| 16th | +16/+11/+6/+1 | +10 | +10 | +5 | Freedom of Movement |
| 17th | +17/+12/+7/+2 | +10 | +10 | +5 | |
| 18th | +18/+13/+8/+3 | +11 | +11 | +6 | Shield of Prudence |
| 19th | +19/+14/+9/+4 | +11 | +11 | +6 | |
| 20th | +20/+15/+10/+5 | +12 | +12 | +6 | Iron Body |

AMAZON WARRIOR

The amazon female is a ferocious fighter. This class reflects that battle prowess and combines it with the innate psionic abilities of the amazon, heightened by her martial training. Amazon warriors are a nearly unstoppable fighting force and hosts of amazon warriors can be found as mercenaries in various armies in the Wilderlands as well as roaming the jungles of their homeland or cloistered in the citadel of Sea Rune.

Race and Gender Restriction: Though unusual for a PC class, amazon warriors must have amazon blood (either by being of the amazon race or selecting the Amazon Blood feat). Amazon warriors must also be female. There is no exception to this requirement.

Alignment: Any.

Hit Die: d10

Region: Any, though many can be found in the larger forests of the Wilderlands, in the southern lands of Ghinor and in Sea Rune on the Pagan Coast.

CLASS SKILLS

The amazon's class skills are: Climb (Str), Craft (Int), Handle Animal (Cha), Intimidate (Cha), Jump (Str), Ride (Dex), Swim (Str), Tumble (Dex).

Skill Points at 1st Level: (2 + Int modifier) x 4.

Skill Points at Each Additional Level: 2 + Int modifier.

CLASS FEATURES

Weapon and Armor Proficiency: Amazon Warriors are proficient with all Simple and Martial weapons and with amazon armor (see sidebar) and all Shields.

Fast Movement (Ex): An amazon warrior moves faster than the norm for her race by +10 feet. This bonus applies only when the amazon warrior is wearing light amazon armor or no armor and not carrying a heavy load. Apply this bonus before modifying the amazon warrior's speed because of any load carried or armor worn.

Woman Warrior (Ex): A majority of the Wilderlands is a male dominated warrior culture. As a result, any male that has not previously done battle with an amazon warrior has a tendency (to their dismay) to take amazon warriors lightly in combat, being put off by their beauty and lack of armor. Amazon warriors use this to their advantage. Any male foe that has not previously fought an amazon warrior suffers a -2 circumstance modifier to Initiative if the amazon warrior is wearing light amazon armor other than torc and rings and a -4 circumstance modifier to Initiative if the amazon warrior is wearing no armor or torc and ring armor. This modifier applies to males of any Humanoid species that has not ever been previously engaged in combat with any amazon warrior.

Fight In Unison (Su): As a result of the psychic connection between amazons, amazons warriors wearing amazon armor or no armor and fighting as a group (2 or more) gain the Supernatural ability to use the "Aid Another" special attack as a free action. An amazon warrior may use this ability a number of times per day equal to her Wisdom

AMAZON ARMOR

| Armor | Cost | AC Bonus | Max Dex Bonus | Armor Check Penalty | Arcane Spell Failure | 40 ft. | 30 ft. | Wt. |
|--------------------------------|--------|-------------|---------------------|---------------------------|----------------------------|--------|--------|--------|
| <i>Light armor</i> | | | | | | | | |
| Torc and Rings | 20 gp | +1 | +8 | 0 | Nil | 40 ft. | 30 ft. | 5 lb. |
| Chainmail Loincloth and Halter | 50 gp | +2 | +7 | 0 | 15% | 40 ft. | 30 ft. | 10 lb. |
| Hide and Bone | 75 gp | +3 | +6 | -1 | 15% | 40 ft. | 30 ft. | 15 lb. |
| Amazon Breastplate | 200 gp | +4 | +5 | -2 | 25% | 40 ft. | 30 ft. | 20 lb. |
| <i>Medium armor</i> | | | | | | | | |
| Amazon Panoply | 350 gp | +5 | +4 | -3 | 30% | 30 ft. | 20 ft. | 35 lb. |

Torc and Rings: Torc and rings armor is just that: a torc worn around the neck, with metal rings on the upper arms and thighs, bracelets on the forearms, and anklets on the ankles, plus a loincloth of silk. Lack of the loincloth does not affect the efficacy of the armor. Amazon warriors are trained to maneuver their bodies to use the rings, bracelets and anklets and the torc to deflect blows. Persons not having proficiency with amazon armor gain no armor bonus from torc and rings. The torc and rings are usually of bronze or iron (base cost) and must be crafted as masterwork items. Some outfits are plated with silver (+100 gp), and others with gold (+500 gp), or even gold encrusted with gems (variable). The type of metal has no effect on the efficacy of the armor.

Chainmail Loincloth and Halter: A light chainmail halter top and chainmail loincloth, both lined with silk and padding. The Some Amazons wear a metal cap helmet with this outfit; the helm is lined with fur, and usually has a pair of small horns attached.

Hide and Bone: This is the most advanced armor of some of the more primitive tribes of Amazons found in the jungles of the southern lands. It consists of a shift

made of hide strips and segments, loosely sewn together (interesting bits revealed between the seams), and reinforced by bits of bone and sometimes wood, along with a plaited leather skirt. The outfit covers the torso, gut, and upper legs, plus, leather greaves are worn on the forearms and the shins. The armor includes a leather and hide cap, sometimes with small horns or a horsetail.

Amazon Breastplate: The amazon breastplate is a smaller version of the standard breastplate, which covers the upper chest with a form-fitting plate of iron and also includes bracelets and anklets as with torc and rings as well as a silk or chainmail loincloth. Amazon warriors often add an iron helmet with horsetail.

Amazon Panoply: The amazon panoply includes the amazon breastplate, which covers the upper chest with a form-fitting plate of iron, and further protects the gut with chain links, which are tied down to the belt at the waist. This armor set includes a studded leather plaited skirt, plus iron greaves and shin guards. The helm is large, with face guards and a large horsehair brush. The full amazon panoply is usually worn only by Amazon Queens during ceremonies or by less dexterous or older amazon warriors.

bonus, though never less than 1, and never more than once per round.

Battle Dancer (Ex): Beginning at 2nd level, an amazon warrior may add Ω of her amazon warrior level as a competence bonus to her AC whenever she is wearing light amazon armor or no armor and not carrying a medium or heavy load. The total of the amazon warrior's Dexterity bonus and the competence bonus from this ability cannot exceed the maximum Dexterity bonus to armor class, as determined by the armor the amazon warrior is wearing. Any additional bonus is lost while the armor is worn. This is why mighty amazon warriors are known to go into battle wearing no armor. This bonus is against all attackers, not against a single attacker as with the Dodge feat. An amazon warrior suffers a penalty to this ability while wielding a shield. A shield lowers the battle dancer bonus by an amount equal to its armor check penalty. An amazon warrior loses her battle dancer bonus whenever she is in a situation where she would lose her Dexterity bonus to AC.

Speak With Animals (Su): Starting at 3rd level, an amazon warrior can *speak with animals* as per the spell with

effects as if cast by a druid of the same level as the amazon has amazon warrior levels. An amazon warrior can use this ability a number of times per day equal to her Wisdom bonus, though never less than 1.

Animal Companion (Su): Due to their inherent psychic abilities and connection to animals, beginning at 4th level an amazon warrior may select an animal companion as per a druid of equal level, including selecting animal companions from the Alternate Animal Companion list in the *PHB*. Most amazon warriors prefer to select large cats as their animal companions.

Uncanny Dodge (Ex): At 6th level and above, an amazon warrior wearing light amazon armor or no armor and not carrying a heavy load retains her Dexterity bonus to AC (if any) if caught flat-footed or struck by an invisible attacker. However, an amazon warrior still loses her Dexterity bonus to AC if immobilized.

Combat Prescience (Su): Due to her innately psionic nature, beginning at 8th level an amazon warrior can activate the psionic ability *combat prescience* as a standard action (though requiring no expenditure of power points) a

CHARACTERS

number of times per day equal to her Wisdom bonus, though never less than 1. *Combat prescience* allows the amazon warrior's awareness to extend a fraction of a second into the future, allowing her to better land blows against her opponent. She gains a +2 insight bonus on her attack rolls for the duration of her prescience, which lasts 1 minute per amazon warrior level. There is no saving throw or spell resistance against this power.

Lesser Mindlink (Su): Starting at 10th level, an amazon warrior can activate the psionic power *lesser mindlink* as a standard action (though requiring no expenditure of power points) once per day. *Lesser mindlink* allows the amazon warrior to forge a telepathic bond with any intelligent creature (Int 6+) that is a willing subject within 30 ft. of her when the ability is activated. The link allows telepathic communication between the subject and the amazon warrior even if the two do not share a common language. Once the bond is formed, it lasts for 10 minutes/amazon warrior level. The link cannot extend beyond 25 ft. + 5 ft./2 levels. Any powers, items, objects or substances that interfere with psionics or magic disrupt the mindlink. The mindlink is also broken if either party falls unconscious or travels to another plane.

Improved Uncanny Dodge (Ex): At 12th level and above, an amazon warrior wearing light amazon armor or no armor and not carrying a heavy load can no longer be flanked; she can react to opponents on opposite sides of her as easily as she can react to a single attacker. This defense prevents rogue sneak attacks, unless the rogue has at least four more rogue levels than the target has amazon warrior levels.

Damage Reduction (Ex): Beginning at 14th level, an amazon warrior gains the ability to resist damage. She gains damage reduction 2/-.

Freedom of Movement (Ex): Beginning at 16th level, an amazon warrior gains the extraordinary ability of *freedom of movement* as if under the permanent effects of the spell of the same name. This ability cannot be dispelled by magic or other means.

Shield of Prudence (Su): Beginning at 18th level, an amazon warrior can activate the psionic power *shield of prudence* as a standard action (though requiring no expenditure of power points) a number of times per day equal to her Wisdom bonus, though not less than 1. *Shield of prudence* allows the amazon warrior to extend her awareness a fraction of a second into the future to better evade her opponents' blows. She gains a +6 insight bonus to AC against any and all attackers for the duration of the power, which lasts 1 minute/amazon warrior level. Note that this bonus stacks with armor, competence and dexterity bonuses.

Iron Body (Ex): At 20th level, an amazon warrior can activate the psionic power *iron body* as a standard action (though requiring no expenditure of power points) once per day. For 1 minute/level, the amazon warrior gains damage reduction 15/- (which does not stack with the damage reduction ability gained above). She also gains immunity to blindness, critical hits, damage to ability scores (other than from psionic combat), deafness, disease, drowning, poison, stunning and all powers, spells or effects that effect her physiology or respiration because she has no physiology or respiration while this power is in effect. She suffers half damage from acid and fire of all kinds. However, she becomes vulnerable to all special attacks that affect iron golems. She

gains a +6 enhancement bonus to Strength, but suffer a -6 enhancement penalty to Dexterity (to a minimum of 1), and her speed is reduced in half (despite her freedom of movement ability). She cannot drink (including potions) or play instruments requiring breath. Unarmed attacks deal 1d6 points of damage and she is considered "armed" when making unarmed attacks. Her weight increases by a factor of 10, with resultant effects on swimming, etc.

SAGE

Knowledge is power. Tomes containing ancient knowledge and secrets beyond the ken of even the most powerful wizard are the domain of the sage, master of lore and legendry. The pursuit of knowledge for knowledge's sake is the ultimate goal of the sage. Some say that sages carry on the research traditions of the ancient Philosophers, though in a way different from the alchemist; while others point to the sage-priests of Thoth to rebut any connection to the ancient Philosophers.

Sages can be found in the larger cities of the Wilderlands, often offering their knowledge and services to well-paying patrons. Many sages multiclass, taking one or two levels in an arcane or divine spellcasting class, giving them even greater access to knowledge. The god Thoth, for example, often has priests who are also sages.

Abilities: Intelligence is by far the dominant ability for a sage as it controls Knowledge skills. Many sages also have high Wisdom scores, reflecting their learning of philosophy and the ancient teachings of many religions, cultures and societies. Wisdom also increases Will saves, aiding in protecting against the madness often accompanying the perusal of ancient tomes of knowledge.

Alignment: Any

Hit Die: d4

Regions: All, though mostly in the regions that contain major cities.

CLASS SKILLS

The sage's class skills are: Concentration (Con), Decipher Script (Int), Knowledge (all skills, taken individually) (Int), Profession (sage) (Wis), Read Language (Int), Speak Language (Int), Spellcraft (Int) and Use Magic Device (Int).

Skill Points at 1st Level: (6 + Int modifier) x 4.

Skill Points at Each Additional Level: 6 + Int modifier.

CLASS FEATURES

Weapon and Armor Proficiency: Sages are proficient with the club, dagger, crossbow (light), and quarterstaff. They are not proficient with any type of armor or shield.

Literate: The sage is the only character class that is literate by default. A sage can read and write every language he can speak, including languages he later learns to speak.

Library: A sage requires a store of knowledge at his disposal, to which he is continuously adding and from which he is continuously learning and experimenting. A sage's library costs, at a minimum, 1000 gp. A 1000 gp library allows Research checks to add a bonus of +1, a 5,000 gp library allows Research checks to add a bonus of up to +2,

| SAGE | | | | | |
|-------|-------------------------|--------------|-------------|--------------|---------------------|
| Level | Base Attack Bonus | Fort Save | Ref Save | Will Save | Special |
| 1st | +0 | +0 | +0 | +2 | Major, Minor, Minor |
| 2nd | +1 | +0 | +0 | +3 | Language |
| 3rd | +1 | +1 | +1 | +3 | Minor, Read magic |
| 4th | +2 | +1 | +1 | +4 | Language |
| 5th | +2 | +1 | +1 | +4 | Major, Transcribe |
| 6th | +3 | +2 | +2 | +5 | Language |
| 7th | +3 | +2 | +2 | +5 | Minor |
| 8th | +4 | +2 | +2 | +6 | Language |
| 9th | +4 | +3 | +3 | +6 | Minor |
| 10th | +5 | +3 | +3 | +7 | Language |
| 11th | +5 | +3 | +3 | +7 | Major |
| 12th | +6/+1 | +4 | +4 | +8 | Language |
| 13th | +6/+1 | +4 | +4 | +8 | Minor |
| 14th | +7/+2 | +4 | +4 | +9 | Language |
| 15th | +7/+2 | +5 | +5 | +9 | Minor |
| 16th | +8/+3 | +5 | +5 | +10 | Language |
| 17th | +8/+3 | +5 | +5 | +10 | Major |
| 18th | +9/+4 | +6 | +6 | +11 | Language |
| 19th | +9/+4 | +6 | +6 | +11 | Minor |
| 20th | +10/+5 | +6 | +6 | +12 | Language |

while a 10,000 gp library allows Research checks to add a bonus of up to +3 (see "Research," below). The library allows the use of the sage's Research ability and Retry Knowledge Check ability. Without access to a library, a sage may only answer Knowledge questions as any other character—without research and without the ability to retry failed checks. It is possible that a sage may use the library of another sage, but study times and retry times and costs are doubled since the library is unfamiliar to the sage. A library is not portable by a character (absent magical means), requiring carts or wagons to move. As a rule of thumb, a library contains a number of books equal to 1/2 its gp value. Libraries may also contain Tomes of Ancient Knowledge—magical or non-magical books that themselves provide bonuses to Knowledge skill checks.

Research: Unlike other characters who must use Knowledge skills "off the top of their head," a sage may spend time researching a question to attempt to increase his chance to know the answer to a specific question. For each set of hours equal to (DC of the Knowledge check he is researching x 2), the sage gains a +1 circumstance bonus to the Knowledge check, up to a maximum of +3 (limited by the value of the library, see above). A sage may spend up to 10 hours a day in research. For example, if a sage wishes to gain the maximum +3 bonus on a DC 20 Knowledge skill check, he must spend 120 hours—or 12 full days—in study (DC 20 x 2 = 40 hours per +1, x 3 for +3 = 120 hours). **Note:** The Judge should not reveal the exact DC of the Knowledge check to the sage and should instead simply ask the sage how

many hours he wishes to spend researching the question and apply whatever bonus those hours earn.

Retry Knowledge Checks: Because a sage's knowledge comes from his research and study, a sage may attempt to retry a failed Knowledge skill check (unless a sage rolls 1 on a Knowledge skill check, in which case the sage mistakenly believes he has an answer and that it is correct, when in fact it is incorrect). The DC for the retry of the Knowledge check is equal to the original check DC + the number by which the sage failed the previous check. Additionally, the sage must spend a number of days re-researching the answer to the particular question equal to the new DC of the Knowledge check. The sage must also expend 5 gp x new DC of the Knowledge check in materials. There is no limit to the number of times a sage may retry a Knowledge skill check, other than the practical limit imposed by the increasing check DCs. The sage may spend additional time (in addition to the time needed for the retry) using his Research ability above on retry checks if he desires.

Familiarity by Region: The sage is the only character that can gain familiarity with a region of the Wilderlands (or other planes) by study rather than by actually visiting the region (see the Region section and the Knowledge skill description, below). A sage may choose a new region of familiarity in lieu of a minor (see below).

Major: Beginning at 1st level, a sage may select one field of study (i.e.: arcana, eldritch arcana, architecture, dungeoneering, geography, history, etc.; see the Knowledge skill description, below) to which he has dedicated himself

CHARACTERS

and in which he is known as an expert. Each time a major is gained it may be used on a new Knowledge skill or on one previously selected as a major. Selecting a Knowledge skill as his major gives the sage a +1 competence bonus to that Knowledge skill. All competence bonuses from majors stack with any other bonus to that Knowledge skill.

Minor: Beginning at 1st level, a sage may select a sub-category of one Knowledge skill to which he has shown an interest. Sub-categories are the specialties within a Knowledge skill listed in parenthesis within that skill. See the Knowledge skill, below. For example, a minor could be “royalty” within the Knowledge [History] skill, or “climate” within the Knowledge [geography] skill, or “outsiders” with the Knowledge [the planes] skill. See the Knowledge skill description, below. This minor may be in a skill that has been selected as a major or it may be in any other Knowledge skill. Each time a minor is gained it may be used on a new sub-category of a Knowledge skill or on one previously selected as a minor. The sage gains a +1 competence bonus in the chosen minor. All competence bonuses from minors stack with any other bonus to that Knowledge skill (including from majors). Instead of selecting a sub-category when a sage gains a minor a sage may instead opt to specify a region of the Wilderlands as familiar, reflecting time spent studying about that far off locale. See the Regions section, below.

Language: Beginning at 2nd level, and continuing on at every other level, the sage gains a bonus language. The sage may select any language in the campaign setting, including dead and ancient languages as well as secret languages such as Druidic, as a bonus language, providing he meets any prerequisites for learning the language (normally only ap-

plicable to ancient languages). Because the sage is literate and his knowledge comes from ancient documents not from mimicking speakers, the sage gains the ability to read and write the language as well as speak it, including dead languages.

Read Magic (Ex): At 3rd level, the sage gains the ability to *read magic* at will as per the spell of the same name.

Transcribe (Ex): At 5th level, the sage gains the ability to accurately transcribe any document, including documents written in a language he or she does not understand, read or speak. This includes the ability to accurately transcribe magical writings, such as scrolls. Magical writings, such as scrolls, that would ordinarily be used or triggered by their copying into a spell book are not used when transcribed by a sage, though the copy made by the sage itself has no magical effect.

HIRING A SAGE

Sages have many abilities that draw patrons to them. They can answer questions about lost lore, usually of interest to player characters. They can copy scrolls into spell books for mages without wasting the scroll. Between several sages, they can copy or read nearly every language in the world—including ancient ones. The following guidelines supercede the woefully inadequate general recommendation of 2 gp per day contained in the DMG:

Answer Question Without Study: A sage will answer nearly any question posed to him. Sages will not always reveal that the question you are asking deals with a topic outside of their specialty, since they are businessmen, too,

TOMES OF KNOWLEDGE

Certain rare and expensive ancient tomes may provide a stackable competence bonus to Knowledge checks in a particular sub-category so long as the tome is available for consultation. Note that the value of individual tomes of knowledge do not add to the total value of the sage's library (see above). Ancient tomes also allow a character to take ranks in Knowledge (eldritch arcana) if the tome itself deals with an arcane topic.

Judges are encouraged to create such fabulous books, which are themselves non-magical but very valuable and useful. A list of several very powerful sample books can be found in the sidebar. It would be rare for any tome (other than a true artifact) to provide a bonus of greater than +1 and most tomes (all but the rarest) apply only to one or two specific topics within a sub-category of an area of knowledge. For example, a tome might discuss dinosaurs, a topic within the subcategory of “animal” within the “fauna” area of knowledge.

Many tomes also contain one or more spells. Judges are encouraged to require the finding or consulting of tomes of ancient knowledge as a prerequisite for arcane PC spellcasters to learn spells of 7th level and higher. Copies of these legendary tomes may exist in more common languages. Such copies generally provide a lower bonus or apply to a subcategory rather than a whole area of knowledge, fewer spells and are less men-

tally damaging; though they are far cheaper and easier to find than the originals (which may themselves be tantamount to artifacts).

Madness: Some truly ancient texts may be mind-warping or madness inducing due to the nature of the information they relate, requiring Will saves to read. Simple perusal of the volume does not trigger a save, the book must be studied or a spell copied to trigger a save. A Will save is required any time the tome is consulted. A failed Will save causes mental injury to the reader, normally causing ability damage (see “Ability Score Loss” in the Special Abilities and Conditions chapter in the DMG). Some volumes are so mind-rendingly evil that failed saves cause permanent ability damage and even successful saves wound the mental health of the reader. Each volume that potentially effects the mental state of the reader lists a Will save for reading as well as the effect of a failed save expressed as “x/y,” where “x” is the effect of a successful save (normally 0) and “y” is the effect of a failed save. Note that this format is different than the format for poison. Normally, damage expressed is ability damage and is recoverable at the rate of 1 point per day unless noted. Characters that reach 0 in an ability through reading ancient tomes go incurably insane and normally switch their alignment to chaotic evil or become permanently paralyzed or comatose.

SAMPLE TOMES OF KNOWLEDGE

White Book of Mazzaroth: Written in Celestial; *Madness:* None; *Areas of Knowledge:* religion—Mycr +3; *Spells:* all spells from the Good, Law, Healing and Protection domains; *Availability:* very rare, possessed only by prophets of Mycr; *Market Price:* 25,000 gp. This book is the holy book of the Mycretians and all catechumens study from it.

Organsius Mysteriorius Lenapii: Written in Draconic; *Madness:* None; *Areas of Knowledge:* arcana—magic traditions—historical wizard's guilds of Lenap +1; *Spells:* includes the spells *sepia snake sigil*, *guards and wards* and *sequester*; *Availability:* rare, 10 copies known to exist; *Market Price:* 10,000 gp. This book is prized in arcane circles more for its spells than for its dry details on the less than impressive wizard's guilds of Lenap and pompous writing style.

Secrets of the Ice Wizards: Written in Aquan with passages in Draconic (spells); *Madness:* None; *Areas of Knowledge:* arcana—schools—avalonian ice wizards +2; *Spells:* contains the spells *wall of ice*, *ice storm*, *Otluke's freezing sphere* and *summon monster IX* (elder ice elemental); *Availability:* exceedingly rare, there are only 2 copies believed to remain; *Market Price:* 50,000 gp. Written by an ex-member of the school, this small folio details the training methods of the ice wizards of Valon. This book reveals many secrets of the school (including the general location of the school in the Great Glacier above Valon) in addition to containing a very powerful spell. Wizards of Valon will kill any who possess this book and either return it to their school or destroy the volume.

Yggrax's Words of Vile Power: Written in Abyssal; *Madness:* Will save DC 25 (1d3/2d6 Wis); *Areas of Knowledge:* arcana—cryptic phrases—command words to evil magic items +2; *Spells:* contains the spells *blasphemy* and *symbol of death*; *Availability:* 6 copies are said to be in existence, though rumor tells of the Demon Prince Demogorgon rewarding a prized pupil with another copy; *Market Price:* 125,000 gp. There is a 25% chance that the command word to any particular evil magic item can be found in this book as well as the means of destroying evil artifacts. Unfortunately, studying the book subjects the reader to a *blasphemy* spell centered on the reader and prepared at caster level 20, in addition to the Madness check.

The Plane of Molten Skies: Written in Ignan; *Madness:* Will save DC 12 (0/1d4 Wis); *Areas of Knowledge:* the planes—planar travel—the city of brass +2; *Spells:* contains the spells *plane shift* and *summon monster VIII* (fire elemental or genie [efreetil]); *Availability:* very rare, 3 known original copies; *Market Price:* 35,000 gp. This fabled tome by the mad mage Kobruntz details the path to the fabled City of Brass. The book seems unfinished, and no known copy provides any description or detail about the city itself. Despite its unfinished state and often unintelligible writing style, the book remains a rare and valuable find.

Aqueducts and Water Flow: Written in Logii (the language of pure logic invented by the ancient Philosophers); *Madness:* Will save DC 18 (0/1d6 Wis) due to the razor-sharp logical precision and bizarre principles (calculus); *Areas of Knowledge:* architecture—modern building principles—aqueducts +2; *Spells:* None; *Availability:* rare, though several copies are believed to be in Rallu; *Market Price:* 25,000 gp. This perfectly square folio details with mathematical precision using principles lost ages ago the perfect way to construct aqueducts. It is perhaps noted more as a source of the rare language Logii than for its rather mundane content since so few written works from the age of the Philosophers survived.

The Rise and Fall of Ancient Kelnore: Written in Ancient Viridian (with some known copies in Viridian); *Madness:* None; *Areas of Knowledge:* history [ancient]—politics—ancient Kelnore +1; *Spells:* contains no spells; *Availability:* exceedingly rare, only one original copy known to exist; *Market Price:* 100,000 gp. This fantastic tome is one of the few surviving written records of Ancient History. A Judge could allow a person studying this tome to select "History—Ancient" as a skill (which normally is not possible) and take one rank (though no more) in that skill. Many have died for the information in this tome.

The Thorned Book: Written in Druidic; *Madness:* None; *Areas of Knowledge:* flora—medicinal properties of plants +1; *Spells:* contains the spells *wall of thorns* and *mass cure critical wounds*; *Availability:* extremely rare, no more than 1 copy is known; *Market Price:* 50,000 gp. This strange leather bound tome has poisoned thorns growing from it. Studying the book afflicts the reader as if he had entered a *wall of thorns* cast at 16th level. The book provides wondrous information on the healing properties of many plants previously believed to be dangerous.

Essence, Humors and Vitriol: Written in Orichalan; *Madness:* Will save DC 15 (1/2d4 Wis); *Areas of Knowledge:* physical universe—chemistry—use of bodily fluids in golem creation +2; *Spells:* *simulacrum*; *Availability:* very rare, said to be available in Malikarr; *Market Price:* 25,000 gp. This disturbing tome details how spinal fluid and blood can be used by alchemists in the creation of golems and other constructs as well as in other alchemical items. Provides a +1 to Craft checks involving golem creation.

Flesh Decayed, Redeemed: Written in Celestial; *Madness:* Will save DC 18 (1/1d6 Wis); *Areas of Knowledge:* religion—undead—zombies; *Spells:* contains the spells *speak with dead*, *animate dead* and *undead to death*; *Availability:* uncommon, nearly 20 copies are believed to exist; *Market Price:* 25,000 gp. Though written by a good-aligned priest seeking to explain how undead may be revived, this tome has come to be collected by necromancers for its valuable spells (if they can tolerate reading Celestial). It is believed several translations have been made into Infernal, though without the spell *undead to death*.

CHARACTERS

after all. A sage will generally charge his level plus any bonuses for the question being in his major or minor equal to those plusses in gp x the DC of the Knowledge check to simply answer a question, which will take 1d4 hours. Famous or important sages or sages that will supplement their sage skills with magic items will charge considerably more—up to twice or three times as much as listed above.

For example, PCs seek to hire a sage to ask a question dealing with uncommon knowledge about an ancient mage from Viridistan during the Imperial time period (DC 25). The sage they hire is 7th level, and Knowledge (arcana) is one of his major fields, and “famous mages” has been selected as one of his minors twice. The cost would thus be (7 for level, +1 for major, +2 for two minors) = 10 x 25 for the DC = 250 gp.

Answer Question With Study: Generally, a sage will simply add the bonus from study into the above equation. For example, if the above sage studied for enough time to gain a +3, the sage would add +3 to his total bonus, raising it to 13, for a total cost of (13 for the total bonus x 25 for the DC) 325 gp. Sages will also generally add to this a charge per day in sp equal to their sage level for materials and to defray the cost of not taking other employment during the time period.

Thus, if the sage in the example above (a 7th level sage) spent 15 days studying the question to get the total +3 study bonus (DC 25 x 2 = 50 hours for a +1 at 10 hours/day = 5 days for a +1; thus to get a +3 requires 15 days) the total cost would be 325 gp plus 7 sp per day for 15 days = 325 gp + 105 sp = 335 gp and 5 sp.

Transcribe a Scroll or Document: A sage will normally transcribe a scroll or document for their sage level in gp x spell level of the spell or page of a document. Prior to doing so, however, the patron wishing the document transcribed must first have the scroll read (by the patron or a companion of the patron) using *read magic* in the presence of the sage, with the sage at a safe distance, to ensure that the sage will not be subject to any magical traps when he transcribes the scroll or document. Patrons will be required to leave something valuable in the custody of the sage’s guild until the scroll or document is safely transcribed and in any event the patron will be required to pay for any damages incurred as a result of any transcription (including, perhaps, *raising* the sage from the dead). Transcription generally takes 1 day per page.

Translate a Document: Taking the same precautions as transcribing a scroll detailed above, a sage will translate a document (presuming he reads the language in question) for his sage level in sp per page of the document if all the characters want is an oral recitation of the contents of the document. If they want it translated and written down in another language, the sage will charge his level in gp per page. Note that the sage will most likely also make a transcription of the document for his library in either case.

Long Term Employment: A sage may agree to be retained by a patron. A sage so retained would work exclusively for the patron. This requires an initial grant of 2,000 gp for materials, plus any costs associated with acquiring the sage’s Library (up to 3,000 gp). In addition, monthly upkeep of a retained sage costs (50 gp x the sage’s sage level) per month. The patron will also be

expected to pay for any other expenses (normally about 50 gp per month, perhaps more). Even retained sages will not be able to answer one question after another, requiring time for study and research in between answers. Generally, even a retained sage must take a week off to do research between answering questions.

WITCH

Pacts with evil forces and the dark heart of nature power the strange magic of witches. Though there are good witches, they are few in number compared with the many covens of evil witches who gather once per year in the Witches’ Court Marshes on All Hallows Eve. A very limited and focused class, the witch combines elements of sorcerer, cleric and druid.

Abilities: As per a sorcerer.

Alignment: Any, though most are evil

Hit Die: d4

Regions: All, though predominately in the Witches’ Court Marshes near the City State and in the Marmon Mist Swamp near Viridistan.

CLASS SKILLS

As per a sorcerer, plus Disguise (Cha), Handle Animal (Cha), Heal (Wis), Intimidate (Cha), Knowledge (fauna), Knowledge (flora), Knowledge (nature), Knowledge (planes) and Knowledge (religion).

Skill Points at 1st Level: (2 + Int modifier) x 4.

Skill Points at Each Additional Level: 2 + Int modifier.

CLASS FEATURES

A witch has the same class features as a sorcerer except as noted below.

Weapon and Armor Proficiency: As per a wizard (not a sorcerer).

Familiar: As per a sorcerer.

Witch Spells: The witch casts spells as a sorcerer, using the sorcerer table of spells known and spells cast per day. Witches, however, have access to a smaller but more mixed set of spells, including some divine spells. The witch’s spell list includes:

0-level: *arcane mark*, *cure minor wounds*, *dancing lights*, *daze*, *detect magic*, *detect poison*, *flare*, *ghost sound*, *light*, *mending*, *read magic*, *resistance*, *virtue*.

1st-level: *cause fear*, *change self*, *charm person*, *command*, *comprehend languages*, *cure light wounds*, *doom*, *endure elements*, *hypnotism*, *identify*, *silent image*, *sleep*, *speak with animals*, *summon monster I*, *summon nature’s ally I*, *ventriloquism*.

2nd-level: *alter self*, *augury*, *blindness/deafness*, *calm emotions*, *cure moderate wounds*, *darkness*, *delay poison*, *detect thoughts*, *enthrall*, *invisibility*, *locate object*, *minor image*, *scare*, *summon monster II*, *summon nature’s ally II*, *summon swarm*, *whispering wind*.

3rd-level: *bestow curse*, *clairvoyance/clairaudience*, *contagion*, *create food and water*, *hold person*, *Leomand’s tiny hut*, *magic circle against chaos/law/evil/good**, *major im-*

age, rage, remove blindness/deafness, suggestion, summon monster III, summon nature's ally III, tongues.

4th-level: charm monster, crushing despair, dimension door, discern lies, dispel magic, dismissal, divination, fear, giant vermin, good hope, lesser planar ally, locate creature, minor creation, neutralize poison, polymorph, remove curse, scrying, summon monster IV, summon nature's ally IV.

5th-level: baleful polymorph, dream, false vision, feeblemind, greater command, magic jar, major creation, mirage arcana, nightmare, seeming, sending, summon monster V, summon nature's ally V.

6th-level: animate objects, control weather, eyebite, find the path, geas/quest, greater scrying, heroes' feast, legend lore, mass suggestion, mislead, planar ally, repulsion, shadow image, summon monster VI, summon nature's ally VI, Tensor's transformation, true seeing.

7th-level: creeping doom, finger of death, insanity, liveoak, repel wood, summon monster VII, summon nature's ally VII, transport via plants.

8th-level: antipathy, demand, discern location, horrid wilting, polymorph any object, summon monster VIII, summon nature's ally VIII, sympathy, trap the soul.

9th-level: earthquake, foresight, gate, refuge, shapechange, summon monster IX, summon nature's ally IX, wail of the banshee, weird.

*When she reaches 3rd level, the witch must choose which of the four circle spells she has on her spell list. This selection must be consistent with her choice of patron (see below).

Ebb and Flow: A witch's power ebbs and flows with the cycle of nature. Upon creation, a witch chooses what natural cycle controls her magic. It must be a natural cycle of roughly even periods of no more than one year in total cyclical length. For example: day and night, the tides, the phases of the moon, the equinoxes, the solstices, seasons. The witch also selects a natural high and low point of the cycle (high tide vs. low tide, new moon vs. full moon, winter vs. summer, winter solstice vs. summer solstice, vernal equinox vs. autumnal equinox, dawn vs. dusk or midnight vs. midday).

High points and low points are relative in length to the length of the cycle. Cycles of the tides or day and night have a high and low point of 1 hour. Cycles of the moon have high and low points of 1 day. Cycles of the seasons or the equinoxes have high and low points of one month.

During the high point, the witch gains an effective +1 caster level. During the low point, the witch suffers an effective -1 caster level. As a result, the witch may gain access or lose access to spells and abilities. At all times other than the high and low point, the witch is her normal caster level.

Pact: At 3rd level, a witch formally selects a patron—normally an evil deity such as Hel or a greater demon or arch-devil. It is possible, though rare, for a witch to select a neutral or good-aligned patron, but that patron must be affiliated with nature or magic. The witch gains one domain ability from the portfolio of that patron (as if a cleric) and adds the domain spells from that domain to her spell list. The patron requires worship and/or

devotion by the witch, normally dictating that the witch partake in special rituals such as the celebration of All Hallows Eve where the patron is summoned.

Circle Magic: At 5th level a witch may head a circle of witches in circle magic, a type of cooperative spell casting. This ability functions as does the Circle Magic ability as detailed in the prestige class section of the DMG, except that there is no Tattoo Focus feat requirement. A witch may not participate in circle magic, either as the leader or participant, during her low point.

Evil Eye (Su): At 9th level, the witch gains the ability to make a gaze attack once per day that inflicts a curse as per the *bestow curse* spell unless the target of the spell succeeds at a Will save at a DC equal to (10 + the witch's level + Cha modifier) in which case the curse has no effect. Most witches create their own personal curse in line with the examples listed in the *bestow curse* spell. The range of this attack is 30 feet. For more information on gaze attacks, see the appendix to the MM. A witch loses her evil eye ability during her low point.

Flight Focus (Su): At 12th level, the witch gains the power of flight, as per the spell *fly* which can be used 3/day. During her high point, the witch may use *fly* at will; during her low point she may not use *fly*. This power, however, requires a focus (normally the classic broomstick) which must be dedicated to the witch's patron in a complex ceremony lasting one day, costing 1000 gp in sacrifices, costing 500 XP and requiring the blood of one animal or humanoid (preferably human). The focus must weigh at least 5 pounds and must be a masterwork item (even if it is made in such a way as to appear mundane). This power will not function without the focus and if the focus is ever destroyed a replacement can be made at double the cost of the prior focus.

Shapechange: At 16th level, the witch gains the power to change shape as per the druid's Wild Shape ability. A witch may change shape into any creature up to Large size and may change 2 times per day. During her high point a witch may change shape at will. During her low point, she may not change shape.

Timeless Body: At 20th level, a witch gains the Timeless Body ability of the druid and monk.

PRESTIGE CLASSES

Though all of the prestige classes detailed in the DMG and the *Psionics Handbook* (if utilized) are available in the Wilderlands, it is extremely rare to encounter an individuals with levels in a prestige class. The following modifications (if any) and setting-specific information are detailed below.

Arcane Archer: As per the DMG. Rumors tell that the Green Emperor of Viridistan has trained a contingent of arcane archers and outfitted them with strange magical arrows that can pierce any armor. It is also said that the various elf kingdoms maintain a contingent of arcane archers. Aside from these groups, nearly all other arcane archers operate individually.

Arcane Trickster: As per the DMG. Rumors say that the Overlord has several arcane tricksters as members of his elite Black Lotus spy network.

CHARACTERS

Archmage: As per the *DMG*. Unlike Chromatic Wizards (see below) that specialize in one school of magic and focus on that specialty to the exclusion of others, archmages are adept in many schools of magic and seek a unifying approach to the arcane arts and a greater understanding of magic. Very few mages from Tula are members of this prestige class. Archmages tend to be loners and wanderers, seeking knowledge from the many disparate practitioners of the arcane arts. Wizards from Karak are known to strive to be archmages.

Assassin: As per the *DMG*. Black-hearted assassins can be found in small numbers in the secret police forces of the various city states (even Valon). It is common for multiclassed Rogue/Alchemists to become assassins. Rumors tell that the Orichalans of the Dragon Empire had unparalleled assassins.

Blackguard: As per the *DMG*. Many evil blackguards serve the foul deities of the Wilderlands, with the most notorious perhaps being Lokaug Vishnak and his war band that roams the lands in the southeastern portion of the City State region.

Dragon Disciple: As per the *DMG*. Dragon disciples often seek to travel to the Valley of the Ancients to commune with their ancient relatives. Several sects of dragon disciples are said to occupy that region. Though it is not a class requirement, many dragon disciples have Orichalan blood.

Duelist: As per the *DMG*. Duelists are the height of trained, civilized swordsmanship. As a result, duelists when encountered at all will most likely be encountered in a large city or, surprisingly, on the deck of a pirate ship. It is said that a number of the Azurerain Pirates are duelists, or so it would seem from their prowess and abilities with light weapons. Warwik, apparently, also has a number of members of this prestige class.

Dwarven Defender: As per the *DMG*. One of the more common prestige classes because so many dwarves of higher level fit the requirements as a matter of course. The dwarven King of Thunderhold is said to have a large contingent of dwarven defenders in his royal guard.

Eldritch Knight: As per the *DMG*. Eldritch knights can be found in any spellcasting society but are most prevalent in Valon and several of the elf kingdoms such as Onhir and Actun.

Hierophant: As per the *DMG*. Hierophants can be found in the upper hierarchy of any religion, though they are found most commonly among the priests of the god Mycr. It is said that all of the Prophets of Mycr living in the Holy Cities are hierophants.

Horizon Walker: As per the *DMG* with a new restriction. Horizon walkers are the rangers of all the worlds. Rangers most commonly become horizon walkers with sages as a surprising second, as they are the most likely to have acquired planar familiarity. *New Restriction:* Before a horizon walker may acquire planar terrain mastery, he must be familiar with one of the planes. See Gaining Familiarity, later in this chapter.

Loremaster: As per the *DMG*. The loremaster is the arcane version of the sage (since few sages ever acquire the requirements to become loremasters), relying on magic rather than study to acquire knowledge.

Mystic Theurge: As per the *DMG*. This powerful class melds divine and arcane powers. Priests and mages that worship patron deities of magic often become mystic theurges. Hecate, Mithra and Thoth often have disciples that become mystic theurges. It is also said that Alinah, Goddess of the Moon, has a sect of druid/sorcerers who have become mystic theurges.

Red Wizard (Chromatic Wizards): In the Wilderlands, red wizards are referred to as "chromatic wizards" and come from Tula, the City of Mages. They are called chromatic wizards because they wear the robes of the color affiliated with their chosen school of specialization and, unlike those seeking to become archmages, have forgone generalization in favor of deeper specialization. Chromatic wizards conform in all respects to the prestige class in the *DMG* with the following modifications to the class requirements: *Race:* Any; *Alignment:* Any; *Region:* Tula. Additionally, initial training and level advancement in the chromatic wizard prestige class requires the character to travel to and be trained by the mages of Tula. Finally, the Tattoo Focus feat described in the *DMG* is a regional feat with a regional restriction of "Tula".

Shadowdancer: As per the *DMG*. Shadowdancers are perhaps the ultimate rogue acrobat prestige class. They make excellent spies and it is rumored that the spy network of Tarantis contains several members of this prestige class. Otherwise, shadowdancers tend to be independent operatives.

Thaumaturgist: As per the *DMG*. Many of the witches of the Wilderlands become Thaumaturgists. Some mystic theurges also become thaumaturgists.

Psionic Prestige Classes: Like the psion and the psychic warrior, the psionic prestige classes detailed in the *Psionics Handbook* are also available in the Wilderlands but are optional to each individual Judge's campaign. Even in those campaigns that allow psionics, psionic prestige classes are very extraordinarily rare and incredibly powerful, normally found only among amazons and female altanians.

CHARACTER REGION AND HOMELAND

A character in the Wilderlands is more than a class and a race. A character's place of origin often defines his or her culture, background and outlook. To reflect this, the Wilderlands is divided into "regions." The 18 regions of the Wilderlands correspond to the 18 campaign maps that detail the setting. These regions are described in more detail in the "Map Overview" chapter.

PLAYER'S GUIDE TO THE WILDERLANDS

Region: The regions that may be selected are as follows: Elphand Lands, Valon, Valley of the Ancients, Viridistan, City State, Tarantis, Desert Lands, Ebony Coast, Lenap, Isles of the Blest, Isles of the Dawn, Sea of Five Winds, Ghinor, Silver Skein Isles, Ament Tundra, Ghinor Highlands and Southern Reaches. With the Judge's approval, a character may also come from one of three regions not on the main map: Karak, Great Glacier, Demon Kingdoms.

At the time of character creation, a character may select the region that contains his or her homeland. At start of play, the character is considered "familiar" with this region. See the "Skills" section, below, to learn the importance of region familiarity. In general, unless the character has selected the "World Travel" feat, a character cannot start play being familiar with more than one region.

Homeland: The character then selects a homeland within that region. A homeland is a specific geographic location within a region. For example, a character might select City State as his region and Byrny as his homeland or Dearthwood as his homeland of Thunderhold as his homeland, etc. Refer to the Player's Map and to the Cities and Geography chapters for more details on the Wilderlands setting to help you determine your character's homeland.

SKILLS

Some skills listed in the *PHB* are modified slightly in the Wilderlands and detailed below. This section also includes the new Craft (poisonmaking) and Sail skills.

CRAFT (POISONMAKING) (INT; TRAINED ONLY)

Unlike other crafts, poisons do not take long to make but are expensive, difficult to make and potentially deadly to the alchemist attempting the task. Creating a poison is more complicated than simply acquiring natural venom and applying it to a weapon. Creating a poison requires multiple delicate processes including distilling the essence of the poison, stabilizing it with other substances and crating the carrier medium of the poison. Creating a poison requires the Craft (poisonmaking) skill. Making poisons using this skill follows the guidelines of the Craft skill in the *PHB* with the following modifications:

1. Find the poison's Price in the *DMG*.

2. Calculate the Craft (poisonmaking) check DC to create the poison. The base DC is equal to 10 + 1/2 the save DC of the poison, rounded down. The following modifiers to the Craft check DC apply:

Double batch: +5*

Fast creation: +5**

Injury poison type: +0

Ingested poison type: +3

Contact poison type: +5

Inhaled poison type: +8

Poison causes permanent ability damage or special damage: +5

Poison from natural animal, vermin or plant: +0

Poison from magical creature or plant***: +5

Poison from an outsider or unique source****: +10

*A double batch creates two doses of the poison on final creation.

**Fast creation doubles the amount of daily progress on the poison (see below).

***Carriion crawler brain juice, Black lotus extract, Dragon bile, Striped toadstool, Id moss, Lich dust, Insanity mist, Shadow essence, Wyvern poison, Purple worm poison. **Note:** poison from any dire animal or from normal animals or vermin that are considered "giant" or "monstrous" and have a size of "Large" or greater fall into this category as well.

****Any poison—such as Burning angel wing fumes, Bebelith venom or Devilseye, as detailed in the *Book of Vile Darkness*—which requires part of an outsider as a component is exceedingly difficult to create.

3. **Pay for materials.** For each dose of poison to be made the alchemist must pay 1/4 of the item's price for the cost of the raw materials if the poison is from a natural animal, vermin or plant; or must pay 3/4 of the item's price if the poison is from a magical creature or plant. Poisons made from magical or unique sources may only be obtained with the consent of the Judge or through extraction (see below). Making a double batch (see above) requires paying twice for the raw materials.

4. **Extract materials in lieu of paying for them.** Instead of paying the cost detailed above in step 3, an alchemist may pay 1/5 the item's price reflecting basic raw materials and attempt to obtain the difficult ingredients by extraction. Extraction involves obtaining the venom or relevant ingredient from a living plant or freshly dead (within 15 minutes) animal or magical creature. Extraction requires a successful Craft (poisonmaking) check at a DC of 13 with a +5 for magical creatures or plants and a +10 for outsiders or unique sources. Having 5 ranks in a Knowledge skill related to the specimen (fauna for animals, flora for plants, arcana for magical creatures, planes for outsiders, etc.) gives a +2 synergy bonus to the extraction attempt.

A successful Extraction check results in one dose of the appropriate ingredient. If the check succeeds by 5 or more, the extraction results in 1d4 doses of the appropriate ingredient. Such extracted doses last for 2d4 months before they become useless. If extraction is of venom from a poisonous creature, a failed extraction check subjects the alchemist to the poison of the creature as if the alchemist had been bitten or stung by the creature. No preparations such as masks, gloves, magic or armor can prevent this, though magic may aid in the save against the creature's poison.

An alchemist can make a Craft (poisonmaking) check at DC 15 to identify an extracted ingredient or to determine if a dose of an extracted ingredient is still usable. The alchemist does not need to begin brewing the poison before he is allowed to extract ingredients. So long as the dose is fresh when it is used, extraction can occur prior to beginning the creation of the poison. A poison made with an

CHARACTERS

extracted ingredient that is no longer fresh has no effect, other than perhaps causing an upset stomach.

5. Make an appropriate Craft check representing one day's work. If the check succeeds, you must determine your progress. Progress is equal to the check result multiplied by the DC of the check in silver pieces (sp). If the poison is being made using "fast creation" (see above), each day's progress sp value is doubled. Progress is cumulative each day there is a successful check. Once the value of the progress equals or exceeds the Price of the poison as listed in the DMG, the poison is completed. A completed poison yields one dose of the poison (unless a double batch is made, see above). **Note:** Unlike a normal Craft check, poisonmaking Craft checks are done *daily* but still yield progress in silver pieces.

6. Failure. If an alchemist fails any Craft check by 4 or less, he makes no progress for that day. If he fails a check by 5 or more, he makes no progress and he

ruins half the raw materials and must pay half the raw materials cost again. In addition, he is subject to the full effects of the poison as if it had been completed and delivered to him. No manner of protections such as masks or gloves or magic can prevent this, though some magic may aid in succeeding at the save against the poison's effects as will his Alchemical Resistance. The poison is not ruined, however, and the alchemist may continue to make Craft checks.

KNOWLEDGE (INT; TRAINED ONLY)

When the Knowledge skill is selected, the character must choose an area of knowledge. The following areas of knowledge (also known as "fields of study"), with their various specialties (also known as "sub-categories") listed in parenthesis, are available.

- **Arcana** (*magic traditions, schools, famous mages, arcane symbols, cryptic phrases, magic items, aberrations, constructs,*

KNOWLEDGE SKILL CHECKS

The following guidelines aid in resolving Knowledge skill checks.

| <u>General</u> | <u>DC</u> |
|------------------------------------|--|
| Information is basic | 10 |
| Information is uncommon | 15 |
| Information is rare or obscure | 20 |
| Information is rare and obscure | 25 |
| Information is a secret or special | 30 (subject to Judge approval) |
| <u>Modifier</u> | <u>DC</u> |
| From unfamiliar region* | +5 (+10 for Karak, Demon Empires, Great Glacier) |
| Extra-planar** | +5 |

***Unfamiliar Region:** Because the Wilderlands is so sparsely populated and because few people travel more than 40 miles from their home, knowledge is restricted by region. This is reflected by a regional modifier to knowledge DC checks. Refer to the regions map in the Map Overview chapter and the "Regions" section of this chapter, below.

Gaining Familiarity: A character gains familiarity with a region if he or she spends a significant amount of time (minimum of 6 months, longer at Judge's discretion) in a significant portion of the region (major city or large portion of the wilderness, or more subject to Judge's discretion) specifically becoming conversant with the region as it relates to his or her various skills. Simply sailing through a region or briefly visiting a region or a portion of a region is insufficient to acquire familiarity. Characters should keep track, with the Judge's approval, of the regions with which they are familiar. The only exception to this rule of gaining familiarity is the sage,

who may acquire regional familiarity by study. See that character class for more information.

Beginning Characters: Beginning characters are familiar with whatever region they select as their homeland region. See "Regions." Additionally, the World Travel feat allows for additional starting regions of familiarity.

****The Planes:** Information about the planes is inherently more difficult to learn, particularly in the Wilderlands where planar travel is much less common than some other settings. Note that planes, like regions, are subject to familiarity. For those campaigns using extraplanar knowledge and travel, each plane requires its own familiarity. Judges must use their own discretion in deciding when familiarity has been gained. As with other types of familiarity sages may gain familiarity through study and are not required to visit the region or plane. Gaining familiarity, however, simply removes the "unfamiliar" modifier, it does not eliminate the "extra-planar" modifier.

Historical Checks: When determining the DC of historical information, the question is how common was the information during that historical period. Thus, if the question is "how many people lived in the City State 100 years after it was founded," while that information might be rather obscure now, it was basic back then. Thus, the base DC of the check should be 10. However, because historical information is inherently more difficult to know the older it is, the following modifiers apply despite the fact that the character has selected the specific period:

| <u>Historical Period</u> | <u>DC</u> |
|--------------------------|-----------|
| Recent | +0 |
| Modern | +2 |
| Distant | +4 |
| Imperial | +6 |

Thus, even for someone who has taken Knowledge (history [imperial]), see below, the DC to know basic knowledge from the Imperial time period is 16.

PLAYER'S GUIDE TO THE WILDERLANDS

dragons, fey, magical beasts, shapechangers): This area of knowledge covers knowledge of the arcane from the Imperial, Distant, Modern and Recent historical periods, including many the general teachings from Tula and other modern schools of magical thought. See the History and Background chapter for more details on the historical periods.

| <u>Arcane information</u> | <u>DC Modifier</u> |
|---------------------------------|--------------------|
| From Recent historical period | +0 |
| From Modern historical period | +3 |
| From Distant historical period | +5 |
| From Imperial historical period | +10 |
| From Ancient historical period | Impossible |

- **Eldritch Arcana** (*Ancient and foreign arcane mysteries, ancient and foreign magic traditions, ancient and foreign arcane symbols, ancient and foreign cryptic phrases, ancient and foreign magical items, ancient and foreign magical creatures*): This area of knowledge covers knowledge of the arcane from the Ancient historical period and from foreign lands such as the Kingdom of Karak or the Demon Empires. A character may only take ranks in this area of knowledge if he or she already has 10 ranks in Knowledge [Arcana] and then only with the Judge's specific permission based on good cause, such as access to ancient tomes (see "Tomes of Knowledge" sidebar in the Sage class description, above). A character is allowed to take one rank in Eldritch Arcana for each tome of ancient knowledge he has read. Note that reading such books does not automatically confer a rank in Eldritch Arcana, it merely allows a player to spend skill points on the skill. For example, a player has read three ancient tomes. He may not gain a fourth rank in Knowledge (eldritch arcana) until he has read a fourth ancient tome. This skill is a prerequisite to researching spells of 7th level or above, as the most powerful spells draw from the most ancient traditions of magic. Unless a character is a sage, this skill is also required to attempt to read ancient languages such as the languages of the Markrabs or the Elder Race. Player characters may not acquire knowledge of arcana from the Pre-Historical period without approval from the Judge.

| <u>Arcane information</u> | <u>DC</u> |
|--|------------------|
| Learn spell of 7 th level or above | 10 + spell level |
| Research spell of 7 th level or above | 15 + spell level |
| Basic arcane knowledge from Ancient period | 15 |
| Identify Ancient language or arcane writings | 15 |
| When using <i>read magic</i> , identify Ancient symbol | 20 |
| Decipher Ancient magical writing | 25 |

- **Architecture and engineering** (*modern buildings and structures, walls, modern building principles, aqueducts, bridges, castles and fortifications, cities*): This area of knowledge does not cover secrets from the Ancient or Pre-Historic time periods; such information is available by specific study and Judge permission only, not by skill. This skill has a synergy with the Craft skill. If you have 5 or more ranks in Knowledge (Architecture and engi-

neering) you gain a +2 bonus on Craft checks related to architecture and engineering.

- **Art and Literature** (*books and poems, sculpture, plays, music, poems, paintings, instruments, playwrights, authors and poets, musicians, artists, sculptors*): This skill has a synergy with either the Performance or Craft skill. If you have 5 or more ranks in Knowledge (Art and Literature) you gain a +2 bonus on Craft or Performance checks related to arts and literature.

- **Crafts and Craftsmen** (*a sub-category exists for each of the various subcategories of craft skills, mercantile products, trade, traderoutes*): This skill has a synergy with the Craft skill. If you have 5 or more ranks in Knowledge (Craft) you get a +2 bonus on Craft checks related to crafts other than art and literature.

- **Dungeoneering** (*underground survival, caverns and cave formations, underground life forms, spelunking*): This skill has a synergy with the Survival skill. If you have 5 or more ranks in Knowledge (dungeoneering) you get a +2 bonus on Survival checks in an underground environment.

- **Fauna** (*animals, giants, humanoids, monstrous humanoids, oozes, vermin*): This skill has a synergy with the Handle Animal skill. If you have 5 or more ranks in Knowledge (fauna) you get a +2 bonus on Handle Animal checks.

- **Flora** (*plants, herbs, flowers, grains, trees, medicinal properties of plants*): This skill has a synergy with the Heal skill. If you have 5 or more ranks in Knowledge (flora) you get a +2 bonus to Heal checks.

- **Geography** (*lands, terrain, gemstones, rock formations, seismic activity, climate, population centers, survival*): This skill has a synergy with the Survival skill. If you have 5 or more ranks in Knowledge (geography) you get a +2 bonus to Survival checks.

- **History—[Historical Period]** (*royalty, wars, colonies, population migrations, politics, founding of cities, lineage, heraldry*): Characters selecting the History area of knowledge must additionally select a historical time period (Imperial, Distant, Modern and Recent though not Pre-Historical or Ancient). There is no skill for Ancient or Pre-History historical periods as such information is so rare that it would not be a general skill. Such information may only be gained from the Judge. See the "Historical checks" note in the sidebar, which also apply to this area of knowledge.

- **Local—[Region]** (*legends, personalities, inhabitants, laws, customs, traditions, sports and games of chance, humanoids*): Local knowledge is a different skill for each region. Characters selecting the Local area of knowledge must additionally select a region with which they are familiar (see "Gaining Familiarity," above). Because this skill cannot be selected unless the region is familiar to the character, this skill is not subject to the "unfamiliar region" modifier, above.

- **Military** (*wars, leaders, strategy and tactics, training, military organizations, weapons, armor, sieges and siege engines*).

- **Nature** (*seasons, climate, astrology, weather, fey, elements, shapechangers*). Note that some skills and abilities in the **PHB** have an interaction with the Knowledge (nature) skill. Because these rules divide nature into

CHARACTERS

different knowledge skills of flora, fauna, physical universe and nature, the Judge will use whichever skill seems to best reflect this division.

- **Nautical** (*winds, currents and tides, navigation, sea battles, ships, shipbuilding, captains, nautical military strategy, nautical military history, nautical organizations, sailing*): This skill has a synergy with the Sail skill. If you have 5 or more ranks in Knowledge (nautical) you get a +2 bonus to Sail checks.

- **Nobility and Royalty** (*noble houses, noble customs, hierarchies, duties, heraldry, politics*).

- **Physical Universe** (*mathematics, astronomy, chemistry, basic physics, elements, interstellar void*).

- **Religion** (*gods and goddesses, domains, mythic history, ecclesiastic traditions, religious teachings, holy symbols, undead, outsiders*).

- **The Planes** (*travel between planes, outsiders, elementals, the void, alternate primes, shadowlands, netherworld, celestial realm, arborea, the world tree, souls, elemental planes, demiplanes, planar membrane*).

Try Again: A sage may retry a failed Knowledge check (see the Sage class, above).

Synergy: Some skill synergies are listed above, but the list is not exhaustive. Judges may grant skill synergies between Knowledge skills and other skills when they seem appropriate as long as the character has a minimum of 5 ranks in the relevant Knowledge skill.

READ LANGUAGE (NONE, TRAINED ONLY)

Unless a character is literate (via the Educated or Literate feat), he or she does not know how to read. This skill allows characters the ability to read a language. Each time this skill is selected, the character may select one language that he or she is able to speak. The character gains the ability to read and write that language. Because this skill is a cross-class skill for all classes (except sages), it costs 2 skill points to learn to read a language unless the character has selected the Educated feat, in which case the skill is a class skill and it costs 1 skill point. See the Languages section later in this chapter for more details on languages in the Wilderlands.

Ancient or Dead Languages: Since this skill allows characters to learn to read languages they can speak, ancient or dead languages are a unique situation. Learning to read an ancient language requires 4 skill points (2 if it is a class skill). Plus, learning to read ancient or dead languages may have other prerequisites. See the Languages section, below.

SAIL (DEX, TRAINED ONLY)

The Sail skill works similar to the Ride skill, except that it allows a character to pilot a ship on the water. Because the ability to sail is rare, it is considered a “trained only” skill.

Check: Boarding or disembarking from a vessel doesn’t require a check for those with this skill. Otherwise a Balance check is required. All other actions require checks, even simple ones. Difficult weather conditions, difficult maneuvers, night, open seas or unfamiliar waters make sailing more difficult.

| Task | Sail DC |
|--------------------|---------|
| Calm water | 10 |
| Rough water | 15 |
| Stormy water | 20 |
| Difficult maneuver | +5 |
| Unfamiliar region | +5 |
| Open water | +5 |
| Night | +5 |
| In combat | +5 |
| Untrained crew | +5 |
| Veteran crew | -5 |

Difficult maneuver: Includes coming about hard, rowing with extra speed, or any other non-routine sailing action.

Unfamiliar region: Most sailing is done in waters that are known to the sailor and in sight of land that is familiar. Removing that familiarity makes sailing more difficult.

Open water: Most sailors use landmarks for navigation and orientation. Sailing in open waters out of sight of land makes sailing more difficult.

In combat: Even simple maneuvers are difficult in ship to ship combat and difficult maneuvers are made more difficult. Combat includes ship to ship combat as well as combat with water creatures of a size large enough to threaten the ship. A merchant ship, for example, is not threatened by a few sharks, while a small row boat or sail boat is.

Crew modifiers: These apply only to large ships with teams of rowers or sailors.

Failure: Generally, failure simply means that the attempted action failed or that the ship makes no progress. In inclement weather or during difficult maneuvers, however, there is a chance of capsizing. After a failed check under such conditions, the character may make another Sail check. The DC of this second Sail check is equal to the number by which the initial Sail check was failed. A failed second Sail check means the craft has taken on significant water. In a small craft, the craft is swamped and sinks. In a larger vessel, the Judge may allow persons to bail the craft if sufficient hands are available.

SPEAK LANGUAGE

This skill allows characters to speak additional languages besides those gained at character creation. Unlike many settings where all peoples speak Common, language can be a true barrier in the Wilderlands setting and speaking numerous languages is a great benefit. The Speak Language skill works as detailed in the **PHB**. See the section on Languages later in this chapter to learn about the languages available in the Wilderlands in addition to those detailed in the **PHB**.

FEATS

AMAZON BLOOD [GENERAL]

The blood of Amazons flows in your veins.

Benefit: Because at some point in your past you have Amazon blood in your bloodline, you may be trained as an Amazon Warrior even though you are not of the Amazon

race. You must still be female to be trained as an Amazon Warrior, however.

ARCANE AFFINITY [GENERAL]

You have received arcane training uncommon to your race or region.

Benefit: Chose an arcane spellcasting class. This class is a favored class for you in addition to any other favored classes you may select. This may be used either to add an arcane class as a favored class to a race that normally does not have favored arcane casting classes or may be used to add an additional favored class in addition to one you have already selected. For example, a halfling with this feat may now select an arcane class as a favored class. Similarly, a human multiclassed fighter/rogue could take this feat and add levels of sorcerer without suffering an experience penalty for multiclassing.

ARCANE TRAINING [REGIONAL]

You come from Tula, the City of Mages, and have acquired special magical abilities from your rigorous training.

Region: Silver Skein Isles (Tula)

Benefit: You may cast the 0-level spells *detect magic*, *read magic*, *mage hand* and *arcane mark* each once per day. You cast these spells as a wizard of your arcane spellcaster level (or 1st level if you have no arcane spellcaster level). These spells are in addition to any gained by spellcaster levels. If you wear armor, you suffer the normal chance of arcane failure. In addition, you gain a +2 bonus to Spellcraft checks.

Special: You may take this feat only at character creation and only if you have specified the city of Tula or its immediate surroundings as your homeland.

ARISTOCRATIC KNOWLEDGE [REGIONAL]

You have spent a significant amount of time in a large city and you understand the intricacies and social conventions of such locales. You have acquired the patina of a civilized person.

Region: Valon, Viridistan, City State, Tarantis, Silver Skein Isles (Tula or Rallu)

Benefit: You gain a +2 bonus to Diplomacy and Knowledge (Nobility and Royalty) checks in populated areas the size of a large town or larger (population above 2,000). You also gain a +2 bonus to Bluff checks when dealing with or attempting to impersonate an individual of a different social level than yours. Additionally, you gain a +1 to your Social Level in the city of your choice.

ARTISTIC [GENERAL]

You have a special talent for the arts.

Benefit: You gain a +2 bonus on all Perform checks and to one Craft skill that involves the classical arts, such as painting or sculpture, for example, but not pure craft skills such as weaponsmithing.

BLOOD OF FIRE [GENERAL]

You have a special link to the elemental plane of fire, either through magic or through diluted blood of an efreet or other fire creature in your past.

Benefit: You receive a +4 bonus on saves against fire effects and gain Resistance to Fire 2. You also add +2 to the DC of saving throws for any arcane spells you cast with "fire" in the descriptor.

Special: You may only take this feat at character creation.

BLOOD OF ICE [GENERAL]

You have a special link to the elemental plane of ice, either through magic or through diluted blood of an ice creature in your past.

Benefit: You receive a +4 bonus on saves against cold effects and gain Resistance to Cold 2. You also add +2 to the DC of saving throws for any arcane spells you cast with "cold" in the descriptor.

Special: You may only take this feat at character creation.

CANTRIPS [REGIONAL]

You come from Valon, a city where even the lowliest person has access to schooling in minor cantrips.

Region: Valon (Valon)

Benefit: You may select three of the following 0-level arcane spells: *resistance*, *detect magic*, *daze*, *dancing lights*, *flare*, *light*, *ray of frost*, *ghost sound*, *mage hand*, *mending*, *message*, *open/close*, *arcane mark* or *prestidigitation*. You may cast each of the spells you choose once per day as a Sorcerer of your arcane spellcaster level (or 1st level if you have no arcane spellcaster level). These spells are in addition to any gained by spellcaster levels. If you wear armor, you suffer the normal chance of arcane failure.

Special: You may take this feat only at character creation and only if you have specified the city of Valon or its immediate surroundings as your homeland.

DISCIPLINED [GENERAL]

You are admired for your single-minded devotion and determination. You are difficult to distract from your task.

Benefit: You gain a +1 bonus on Will saves and a +2 bonus on Concentration checks.

DIVINE AFFINITY [GENERAL]

You are a very pious person and your knowledge of lesser rituals gives you access to divine orisons even if you are not a cleric or druid.

Benefit: You may prepare and cast any two 0-level cleric spells per day (or druid spells if more appropriate to your patron deity), so long as those spells are consistent with the restrictions of your patron deity. You cast these spells as a cleric or druid of your divine caster level (or 1st level if you have no divine caster levels). Your alignment must match that of your patron deity as if you were a cleric or druid of that deity. If your alignment ever moves outside of an alignment allowing you to be a cleric or druid of your patron

CHARACTERS

deity, you lose the abilities gained by this feat until your alignment is restored and you have received *atonement*.

Special: You may select this feat only at character creation.

DOMAIN AFFINITY [GENERAL]

You are in tune with the many aspects of your patron deity, even if you are not a divine spellcaster.

Benefit: You gain a domain ability of your choice from one of the domains of your patron deity, even if you are not otherwise a divine spellcaster. That ability functions at your divine spellcasting level (or 1st level if you do not have a divine spellcasting level). Your alignment must match that of your patron deity as if you were a cleric of that deity. If your alignment ever moves outside of an alignment allowing you to be a cleric of your patron deity, you lose the abilities gained by this feat until your alignment is restored and you have received *atonement*.

If you are a divine spellcaster, this feat allows you to choose an extra domain from the domains allowed by your deity in addition to the two normally allowed to clerics. You may choose domain spells from that extra domain in addition to gaining the extra domain ability.

Special: This feat may be taken more than once, allowing a new domain to be selected each time, though never allowing access to more domains than your patron deity provides.

EDUCATED [GENERAL]

You have received the benefit of a full education.

Benefit: All Knowledge skills are class skills for you as is Read Language. You gain a +1 bonus on all skill checks with any two Knowledge skills of your choosing. You can read and write one (and only one) language that you speak.

Special: This feat may only be selected at character creation at which time the character must select the two Knowledge skills mentioned above.

EXPERIENCED MERCHANT [GENERAL]

You excel at your particular trade and know the value of mercantile goods.

Benefit: You gain a +2 bonus on all Appraise checks and a +2 bonus to the Craft skill of your choice.

FAST TALKER [GENERAL]

You are adept at quickly understanding people's motivations and taking advantage of those motivations in conversation or oratory. You are good at talking your way out of bad situations.

Benefit: You gain a +2 bonus on all Diplomacy and Sense Motive checks.

FOE HATRED [GENERAL, FIGHTER]

You come from lands plagued by a common foe and have learned how to fight that specific foe.

Benefit: You gain a +1 competence bonus on damage rolls with melee attacks and on ranged attacks at

ranges up to 30 feet. You also gain the rage ability, as per the barbarian ability, which you may use up to once per day when fighting your hated foe.

Special: You may only take this feat at character creation or as a fighter bonus feat. Your homeland and background normally dictate your foe. Consult your Judge.

FOREST AFFINITY [GENERAL]

You are learned in the secrets of the forest.

Benefit: You gain a +2 bonus on all Heal and Survival checks while in a forest.

HARDY [GENERAL]

You have learned to survive in harsh environments.

Benefit: You gain a +2 on Fortitude saves as a result of environmental conditions as well as a +2 on Survival checks in hostile climates (extreme heat or cold).

LITERATE [GENERAL]

You have spent time learning to read and write.

Benefit: You are literate. You can read and write any language you speak.

MOUNTED WARRIOR

[REGIONAL, FIGHTER]

You come from a culture that stresses hunting and fighting from horseback.

Regions: City State, Altanis, Tarantis, Desert Lands, Karak

Benefit: You gain Martial Weapon Proficiency (composite shortbow) and a +2 bonus on Ride checks.

STREETWISE [GENERAL]

You have a knack for inquiring about and interacting with the "criminal element" in any populated area.

Benefit: You gain a +2 bonus on all Bluff and Gather Information checks when dealing with or attempting to impersonate a member of the "criminal element" of any populated area the size of a Hamlet or larger (population above 80).

WORLD TRAVEL [GENERAL]

You have traveled beyond your homeland and home region prior to starting your adventuring career. You know more about the world than most people.

Benefit: For each selection of this feat, you may select an additional starting region with which you are considered familiar.

Special: You may only take this feat at character creation. You may select it more than once, but even these multiple selections must be taken at character creation. Your character background must reflect this travel.

PLAYER'S GUIDE TO THE WILDERLANDS

BONUS LANGUAGES BY REGION

| <u>Region</u> | <u>Bonus Language(s)</u> |
|-------------------------------|---|
| Elphand Lands | Viridian, Ghinoran (Damkina), Elven, Sylvan, Giant |
| Valon | Avalonian, Orichalan (Malikarr), Skandik, Common, Tharbrian, Aquan (Valon, Coral Kingdom) |
| Valley of the Ancients | Gishmesh, Avalonian, Skandik, Common, Draconic (within the Valley of the Ancients) |
| Viridistan | Viridian, Common, Tharbrian, Elven, Aquan (Sae Laamer), Giant, Sylvan |
| City State | Common, Tharbrian, Altanian, Skandik, Dunael (Dearthwood), Dwarven, Viridian, Antillian, Gnome (Lightelf), Amazon (Sea Rune), Aquan (Modron), Elven, Orichalan (Moonraker Moors, river settlements with Roglo River Folk), Goblin, Orc (Dearthwood) |
| Tarantis | Gishmesh, Karakhan (Taranits), Common, Viridian (Tarantis) |
| Desert Lands | Viridian, Dorin, Antillian, Common, Tharbrian |
| Altanis | Altanian, Common, Antillian, Elven (Onhir), Tharbrian |
| Ebony Coast | Ghinoran, Gishmesh, Skandik, Elven (Revelshire) |
| Lenap | Ghinoran, Dorin, Common, Viridian |
| Isles of the Blest | Ghinoran, Common (Rallu), Skandik, Orichalan (Oricha) |
| Isles of the Dawn | Ghinoran, Skandik, Gishmesh, Karakhan |
| Sea of Five Winds | Ghinoran, Amazon, Common, Viridian |
| Ghinor | Ghinoran, Amazon, Dwarven |
| Silver Skein Isles | Ghinoran (Rallu), Skandik, Gishmesh, Karakhan, Tlalic (Tula) |
| Ament Tundra | Amazon, Ghinoran |
| Ghinor Highlands | Ghinoran, Amazon, Dwarven |
| Southern Reaches | Ghinoran, Dwarven |
| Karak | Karakhan |
| Great Glacier | Aquan, Avalonian |
| Demon Empires | Demonic, Infernal, Abyssal |

Any other languages must be studied and purchased with the Speak Language skill and the Read Language skill.

SPOKEN LANGUAGES

In addition to Common and the languages listed in the *PHB*, the following major languages are spoken in the Wilderlands:

| <u>Language</u> | <u>Typical Speakers</u> | <u>Alphabet</u> |
|-----------------|---|-----------------|
| Altanian | Altanians, people of the City State region | None |
| Amazon | Amazons, jungle creatures of the south | Elven |
| Antillian | People of Antil and the Antillian Peninsula | Elven |
| Avalonian | People of Valon | Aquan |
| Demonic | Demonbrood | Demonic |
| Dorin | Dorins, desert dwellers | Ignan |
| Dunael | Dunael of Dearthwood | Elven |
| Ghinoran | Rallu, Tlan, Lenap, Chim and Damkina | Glyphis/Dwarven |
| Gishmesh | People of the region of Tarantis, Karakhan | Common |
| Karakhan | People of Karak | Karakor |
| Orichalan | Orichalans, Moonrakers, City of Malikarr | Draconic |
| Skandik | Skandiks | Dwarven |
| Tharbrian | Tharbrians, near City State and Viridistan | Common |
| Tlalic | The local language of Tula, mages | Draconic |
| Viridian | Viridistan, surrounding lands and merchants | Common |
| High Viridian | Viridian nobles | Infernal |

LANGUAGES

Unlike the **PHB**, not all races speak Common. Instead, each race (noted above in this chapter) lists the language or languages that race speaks by default. A character's race may also indicate what bonus languages they may select as a result of their race.

BONUS LANGUAGES BY CLASS

In addition to these racial languages and bonus languages, characters may select the following bonus languages based on class:

Alchemist: Orichalan

Cleric: Abyssal, Celestial, Infernal and any other language relevant to their chosen deity (such as Terran for an earth god, etc.)

Druid: Sylvan

Witch: Sylvan plus Infernal and Abyssal if evil or Celestial if good

Wizard: Draconic

Sage: Any

BONUS LANGUAGES BY REGION

Regardless of race and class, the following bonus languages may be selected based on a character's starting region. Several languages are allowed only if both the region and homeland (in parenthesis) are met. For example, only a character from the region of Valon with the homeland of Malikarr may select Orichalan. Similarly, only a character from the Elphand Lands region with a homeland of Damkina may select Ghinoran.

LANGUAGE AND ALPHABET NOTES:

Altanian: Spoken by the red-skinned barbarian Altanians, this language dominates the Altanian Peninsula and is pervasive among the common folk of the region of the City State. Altanian is historically not a written language, though it could be written phonetically using the Common alphabet.

Amazon: This is the language of the amazons, who adopt the elvish alphabet due to their connection with the forests and animals. The language itself is a derivation of Sylvan. The language itself has few subtleties, relying on the innate psionic nature of the amazons to communicate shades of feeling and emotion rather than word choice or language.

Antillian: A common version of Ancient Antillian, this language is spoken in and around the city of Antil and is used as their trade language.

Avalonian: The language of the people of Valon, and the language of avalonian wizards, Avalonian uses the strange Aquan alphabet.

Demonic: This is the common tongue of the demonbrood and other denizens of the Demon Empires to the south. Though there are many other languages spoken there, this is the most common. Demonic uses the Demonic alphabet and is derived from the ancient language of the Markrabs, who created and kept the demonbrood as a slave race in pre-history. Demonic is not to be confused with Abyssal, which is the actual language of demonic outsiders.

Dorin: Spoken by dorins and by the desert peoples, such as the desert elves and other humans, Dorin has become somewhat of a trade language of the desert. In its written form, however, it uses the ancient and alien Ignan alphabet, so it is most commonly only spoken, except by dorins.

Dunael: This language is a human-based version of elven spoken by the woodmen and rangers of Dearthwood. It uses the Elven alphabet, though it is infrequently written.

Ghinoran: Spoken by the peoples descended from the Ghinoran Successor States of ancient Kelnore, Ghinoran is unlike Common (which descends from Viridian, Tharbrian and Altanina). In fact, Ghinoran uses a unique and complex alphabet known as Glyphis, which, though hard to believe, is itself a simplified form of the incredibly complex Glyphic writing of ancient Kelnore. In Chim, the Ghinoran language was maintained by the dwarves but a modified version of the Dwarven alphabet was adopted.

Gishmesh: Spoken by both the Gishmesh and Paldorian tribes of Tarantis, Gishmesh uses the Common alphabet and has been adopted by traders from Karak as the language of the Wilderlands.

Karakhan: This highly structured and complex language uses a system of glyphs and figures said to be handed down by the god Kar himself. The written form of the language is nearly impossible for non-native speakers to learn.

Orichalan: This harsh language is based on the speech of dragons and it is said that dragons can understand it. Though the Orichalan Dragon Lords have all but been extinguished, those of Orichalan blood have maintained the language, though they normally speak it in secret. The language uses the Draconic alphabet.

Skandik: The language of the skandiks is a simple language that normally has very few shades of meaning, though they have dozens of words for "boat," "water" and "axe," each with a subtle distinction. They have adopted the Dwarven runic alphabet.

Tharbrian: Tharbrian, Altanian and Viridian merged to form the Common tongue. The Tharbrian language is the language of the nomad people and is a beautiful and musical language, despite the coarse nature of many of its speakers. Many ancient tales and bardic songs were composed in Tharbrian. Originally not a written language but a language with a strong oral tradition, Tharbrian uses the Common alphabet which they learned from the Viridians.

Tlalic: This strange language is a polyglot language based on the language of many races that have come to need a commonly understood magical language. It is not well suited to common conversation or trade, being more focused on precise descriptions of things arcane. The language is spoken almost exclusively in Tula and knowledge of it is a prerequisite to study in any of the schools there. Tlalic uses the Draconic alphabet. It is believed to have been created by an ancient lizardman-lich who was an instructor in Tula in its early days (and may still be today).

Viridian: Spoken in and around Viridistan, Viridian (along with Tharbrian and Altanian) is the basis for the Common tongue. Viridian uses the Common alphabet and is in fact the basis of the Common alphabet. Viridian is spoken by many merchants as Viridistan has for so long been a center of commerce. Viridian is to Common much as German is to

PLAYER'S GUIDE TO THE WILDERLANDS

English. Viridian is the debased and common version of High Viridian.

High Viridian: High Viridian is spoken by nobles of Viridistan. High Viridian itself is a form of Ancient Viridian. Those who speak Viridian are presumed to be able to speak High Viridian and *vice versa*, though they cannot read it as High Viridian uses the Infernal alphabet as does Ancient Viridian.

ANCIENT LANGUAGES

In addition to the above spoken languages, there are a number of ancient or dead languages that exist primarily in written form. They may be selected using the Read Language skill. Learning to read an ancient language has some prerequisites, which are discussed below in the description of the ancient languages. The primary prerequisite to learning an ancient or dead language is having access to a book or work large enough from which the ancient language can be studied (Judges discretion). It ordinarily takes 1 year to learn to read an ancient language given a proper source, unless one has a tutor who can read the language. Unless otherwise noted, learning to read an ancient language requires spending 4 skill points on the Read Language skill.

Ancient Antillian: Spoken by the extinct people of Antil, this language uses the Elven alphabet. To learn this language, in addition to having access to a book containing the language, one must know how to read Antillian. Sources of Ancient Antillian are plentiful and this is perhaps the easiest ancient language to learn. Many spells related to animals and plants and animal summoning can be found in texts written in Ancient Antillian.

Ancient Draconic: Spoken and written by dragons. A source text is nearly impossible to find. The primary source would be to be tutored by an ancient dragon directly, which brings its own difficulties. Dragon Disciples often seek to learn this language. Many powerful and ancient spells are written in Ancient Draconic. Reading Draconic is a prerequisite.

Ancient ("Auld") Viridian: One of the few languages that is not dead, Ancient Viridian is spoken by the remaining

Viridians (though there are only two) and by high priests of Armadad Bog during high rituals. Many religious tracts dedicated to Armadad Bog are in Ancient Viridian, so securing a number of books from which the language can be learned is less difficult than with other ancient languages—though such books are not for sale and priests of the god hunt any person stealing such works. Ancient Viridian uses the Infernal alphabet with a strange Aquan influence. To learn Ancient Viridian, a character must first be able to read Viridian, Infernal and Aquan.

Elder Tongue: The language of the ancient race said to have populated the Wilderlands. The alphabet of the Elder Tongue is Galactic, an alien alphabet not designed for human pronunciation. This language can only be learned if a character has a rank in Knowledge (eldritch arcana) and can read Draconic, Terran, Aquan, Ignan and Auran. Several ancient artifacts written in the Elder Tongue are reported to exist that hold the secrets of epic magic.

Kelnoran: This ancient language is highly complex and uses the near-indecipherable language of Glyphic on which the Ghinoran alphabet of Glyphis is based. To learn to read Kelnoran, one must first speak and read Ghinoran. One must also have access to a source text. This will prove the largest barrier as few surviving works are written in Kelnoran, though it is rumored that the library at Damkina has a collection of such tomes.

Logii: This language is the logical language of the ancient Philosophers based on pure reason. It is written in a precise and unique mathematical alphabet called Physik. Most tracts written in this language were destroyed in the War of the Pious and Philosophers. Learning to read Logii takes 6 skill points due to its cryptic nature and razor-sharp logic unless the student possesses 10 ranks in Knowledge (physical universe).

Markrab: This language is altogether alien, and often uses pictograms. The spoken language is written in Ancient Demonic, an alphabet from which the modern Demonic language is derived. Learning to read Markrab requires 6 skill points due to its alien nature.

MAP OVERVIEW

There are eighteen “regions” of the Wilderlands, corresponding to the eighteen maps contained in the Boxed Set, and reflecting the traditional division of the Wilderlands campaign setting. Regions are important during character creation, when characters choose their region and homeland, and when using Knowledge skills (see the Characters chapter). If a region has a shortened name by which it is referred to in other places in this book, that name is provided in parentheses.

ELPHAND LANDS

The region is divided by large rivers and three large lakes surrounded by grassy hills. It is dominated by the vast Irminsul Forest, one of the largest forests in all the Wilderlands. There is little civilization here. Most of the human population, aside from the villages, consists of cavemen. The civilized population center of the region is the city of Damkina, on an island within the Vast Lake, where rules the Lord of the White Throne—a remnant of an ancient empire. The forests and plains contain mastodons, saber toothed tigers and other great beasts. Female amazon warriors can sometimes be seen here with their saber toothed tiger animal companions. The Elphand Lands are claimed as tributaries by the Emperor of Viridistan, and the southern section, known as the Eleph Territories, consists of elphand villages that are allied to Viridistan. They train and ride their great mastodons in combat.

VALON

The City State of Valon, with its shimmering towers and weather wizards, dominates this region. Beneath the Uther Pentwegern Sea, the mer-elves, tritons and other sea creatures of the Heareat Undersea Kingdom have formed an alliance with the nobility of Valon that has enriched both societies. Not many leagues north of Valon begin the huge glaciers which have been gradually receding over the last thousand years. The cool climate and many mountains force most travelers to visit Valon by sea. The Isles of Pokrantil and the mysterious City of Alchemists, Malikarr, on Thrinakia Isle, provide adventure and a haven for the Brotherhood of Sea Tigers, a loose band of pirates. This region also contains several locations mentioned in ancient tales. Somewhere in or near the Shielding Mountains, deep underground in a large cavern, is the fabled Dwarven city of Krazandol. Less hidden, but perhaps equally dangerous, are the Ruins of Sotur. Its stone walls can be seen by passing ships.

VALLEY OF THE ANCIENTS (“ANCIENTS”)

Myths tell that the Valley of the Ancients is the ancestral home of all dragons, the first creatures to walk the face of the earth, and the site of the attack by the mysterious Markrabs in the wars of prehistory. Often shrouded in fog, the Valley seems to exude a feeling of foreboding to more sensitive souls. Tales tell that around the steep walls of this valley are numerous caverns which contain the ancient ruins of thousands of dragon weirs and many dragon cities of connected caverns.



Kingdom of Karak

MAP OVERVIEW

Only rangers and long hunters venture here as much of the land is reputed to be poisoned. The vast Glow Worm Steppes have gained their name from the enormous worms that glow with a strange phosphorescence and can be seen winding their way across the flat plain at night.

VIRIDISTAN, THE CITY STATE OF THE WORLD EMPEROR (“VIRIDISTAN”)

Perhaps the most influential city for most of the history of the Wilderlands, Viridistan—known as the Immortal City, the City of Spices and the City State of the World Emperor—is ruled by the cruel Green Emperor, Hautulin Seheitt, and his wife, the last of the race of the powerful and sorcerous green-skinned Viridians. The surrounding provinces and their various capitals hold political sway in this region. The merfolk kingdom of Sae Laamer can be found in the depths of the Trident Gulf. The powerful and legendary Marmon Witches reside in the Marmon Mist Swamp north of Viridistan. It is said even the Green Emperor avoids them. To the northwest, the Eleph Territories are allied with Viridistan. The western approaches are nearly blocked by the Pinnacle and Starrcrag Mountains. The many roads that cross this civilized area of the Wilderlands are well patrolled. While the population density is still sparse, this region has the most villas, manors, farms, and ranches. Mercenaries receive a lot of work from the Green Emperor.

CITY STATE OF THE INVINCIBLE OVERLORD (“CITY STATE”)

This area contains the Upper Pazidan Peninsula (known as the “Roglaras”) and contains many important cities, including the City State of the Invincible Overlord, the rival city of Warwik, the dwarven citadel of Thunderhold, the newly-rebuilt city of Modron and the capital of the Skandiks at Ossary. The area is dominated by the great forest of Dearthwood and the Orcs of the Purple Claw as well as the Estuary of the Roglaroon which travels from its mouth north of Dearthwood to the City State. Legends say this area was once part of the Empire of Kelnore and, later, the capital of the Orichalan Dragon Empire. Rorystone Road stretches from Thunderhold to the City State and the ancient Old South Road runs south from the City State down the Pazidan Peninsula into Altanis and the city of Onhir. The Plateau of Bendigroth and the plains to the south are home to the many nomadic Tharbrians, whose invasions have shaped so much of modern history. The Skandiks and their longships patrol the waters along the Tharbrian and Pagan Coasts and control many of the coastal villages and islands. Trading ships from Modron, Warwik, the City State, Valon, Tarantis and occasionally Viridistan and Karak ply the waters of the Winedark Sea, as do

pirates of the Brotherhood of Pirates and the Deathhorn Pirates of Warwik. The Witches’ Court Marshes and the nearby village of Grita Heath are quite mysterious.

TARANTIS

The home of the Tarantine Merchant’s Association, the city state of Tarantis governs much of the trade in the nearby seas. The surrounding areas consist of provinces governed by various Sultans loyal to the ruler of Tarantis, Atar the Lion. The region is rife with freebooters and is home to the Azurerrain pirates and the famed pirate captain known as the Seahawk. Across the bay from Tarantis sits the ruins of what is believed to be the ancient capitol of the Kingdom of Kelnore. Tarantis is a major trade point for ships from the far off Kingdom of Karak and its magical wares.

DESERT LANDS

Collectively known as the Desert Lands, this region contains one of the most sacred areas of the Wilderlands—the Holy Cities—which stand above the caverns dedicated to the god Mycr. Many of the Holy Cities are currently occupied by forces from Viridistan as a result of a purge of Mycretians by the Green Emperor. His forces patrol the roads. Much of the region west of the mountains is occupied by the dorins, a humanoid race suited to the extreme conditions of the desert.

BARBARIAN ALTANIS (“ALTANIS”)

This area is called Barbarian Altanis as it is the land of the red-skinned nomads known as Altanians. Their small villages and nomad camps can be found throughout the region. The ruins of ancient walls and sunken areas indicate a far more numerous population once lived in Barbarian Altanis. The roads that crisscross the peninsula are also ancient and often poorly maintained. It is believed that most of the ancient ruins that dot the landscape of the region were part of the legendary Kingdom of Kelnore. This region has a varied terrain, featuring deep forests in the north and jungles to the south. Its hilly terrain is dominated by the Castellan Mountains in the far south and the southernmost spur of the Cloudwall Mountains from the north. The protective Mengebet Bay at the Isles of Ethereal Bells in the southeast is frequent provisioning stop for ships.

EBONY COAST

Revelshire is the most active city on the Ebony Coast, a relatively rich and peaceful region. The vast forest lands of the region are known as the Emerald Woodlands by northerners and Emrival the Great by southerners. Rich deposits of coal, peat and petroleum enriches many areas in this region. Ambitious lords have extended the road network to link towns

producing kegs or barrels of burning rock and black gold. The region is maintained peaceful with many patrols. Many farms and rural estates dot the lands in this peaceful region.

LENAP

Lenap, also one of the ancient Ghinor Successor States, has fallen upon hard times but still holds political sway within this region. The giant dunes of the desert to the north keep this area fairly isolated. The many jungles and hills make overland travel limited to well-guarded caravans. The Churning Sea is unpredictable and the volcanic Isles of Flame often make the sea steam from undersea lava flows. The many jungles are filled with a rich variety of plants. A thriving trade has grown around the exporting of spices, herbs, seeds, saps, oils and insects.

ISLES OF THE BLEST ("BLEST")

The southern most extension of the Upper Pazidan Peninsula ends in four fingers pointing southeast toward the largest island. These "fingers" are known as the southern portion of Oricha, a land reputed to be the ancient homeland of the nearly extinct Orichalans—the race which created the legendary Dragon Kings of ancient history. The primary island south of Oricha, containing the city state of Rallu, is known as the Isle of the Blest. The Orichalan Straits is the primary means of rounding the Pazidan Peninsula when sailing to or from Viridistan and thus sees much merchant ship traffic. The hundreds of other islands which dot the seas—and which present real danger to those without charts or depth chains—are known collectively as Isles of the Blest. Pirates tend to prey upon traders in this region and patrolling warships are common. Larger ships from both Rallu and Tula are often seen involved in tense standoffs.

ISLES OF THE DAWN

This region is known as the Isles of the Dawn because worshipers of Apollo believe his chariot emerges from this sea to begin his journey across the sky. Schools of glowing fish that swarm near the surface just before dawn may be the source of this legend. Aside from the numerous uncharted reefs that make sailing hazardous near the islands, there is little to note except the occasional water spout. There are no powerful political forces in this fisherman's paradise. Whaling ships are often seen pursuing the great beasts. Legends told by the sailors of Dragonscar say a great armada floundered during a hurricane ages ago and demonbrood bodies washed ashore for months. Just east of this region is the Kingdom of Karak and its capital city of Popul Vuh (or Populva, as it is commonly spelled). Karakhan ships, coming and going to Tarantis and Viridistan can be seen in these waters.

SEA OF FIVE WINDS ("FIVE WINDS")

The city state of Tlan, one of the Ghinor Successor States in ancient times, has fallen greatly during the past centuries but is still the most politically active entity upon this western shore of the Sea of Five Winds. There is little civilization here. Huge forests within hilly terrain fill the uplands. The forests are even denser in the lower shore lands and no serious attempts have ever been made to attempt road building in this region. The Vastern Canyon in the north is reputed to be rich in minerals but the inhospitable terrain and forest has prevented development. The Hutamah Jungle is the source of many unusual herbs and plants used in alchemy. The Falls of the upper Destathrone River are considered the most spectacular within the Wilderlands.

GHINOR

This region takes its name from the Ghinor Successor States which came into being in ancient times when a prince of the ancient Kelnore Empire united many southern states and seceded from imperial authority. These lands—and the surrounding regions—contain the remnants of that once proud people. The city state of Chim is situated upon the tip of the Devilstongue Peninsula and is the only significant political entity. Chim was abandoned long ago by the remnants of the Ghinorans and the city has recently been repopulated by a colony of dwarves. The jungles seem everywhere and isolate inland settlements. It is said the jungles teem with cannibalistic feral dwarves. Most commerce is done by sea. Hundreds of islands and hidden reefs make navigation hazardous. The currents are strong and squalls are common.

SILVER SKEIN ISLES

The waters about the Silver Skein Isles are well patrolled by warships of Rallu. The Sea Kings of Rallu are at a standoff with Tula, the famed City of Mages, to the south. The seas are occasionally raided by ships from the Demon Empires to the south. Rallu, once a hidden kingdom, has developed into a major sea power. Tula is renowned as a city of wizardry, its many colored towers containing the famous schools of wizards—particularly the Chromatic Wizards, who wear their strange colored robes. It is said that all sorts of creatures walk the streets of Tula—including demons—and study magic from the wizards there.

AMENT TUNDRA

This region is the extreme southern range of the Altanian nomads. The extensive forests and mountains make an effective barrier against incursions by the Demi-Giant kingdoms to the far west. A true wilderness, the population density here is extremely low. It has been over a thousand years since the last Demon invasion from the distant south. There are no

MAP OVERVIEW

roads and the uplands cannot be reached except by climbing the steep escarpment. River barges and caravans are common methods of travel. The extensive scrublands support a wide variety of game.

GHINOR HIGHLANDS

While most of this region is lowland filled with jungles and swamps, it is known as the Ghinor Highlands. The Ironfoot dwarves of the Over Doom Mountains are the most powerful political faction in this region. The dwarves consider themselves the rightful rulers of this region but seem quite happy to keep to themselves and let others live as they wish. The Joyful Demon Hills were named for exiled imps that have forsworn all allegiance to the Demon Empires. It is not uncommon to encounter exiled demonbrood from the Demon Empires in these lands.

SOUTHERN REACHES

The Southern Reaches have become reasonably peaceful during the last century, as there have not been raids from the Demon Empires for some time—perhaps because there are few settlements of note here worth raiding. Two important passes connect the uplands with the plains below. Marshes and jungles in the north force caravans to journey south before turning toward their destinations. The Bendarloin Mountains are reputed to be rich in metals and gemstones.

NOT ON THE MAP

There are three important features that are hinted at but are not on the Regions Map or the Player's Map.

THE KINGDOM OF KARAK

The Kingdom of Karak is an ancient kingdom, founded over 20,000 years ago, before Kelnore, the Dragon Empire or Viridistan. It has waxed and waned throughout history, but because of the constancy of its gods, it has remained. Horses are common in the lands of Karak and its residents learn to ride at a young age. Many are superlative sorcerers. Most karakhans are lawful neutral or lawful evil. The society has a very structured and rigid social caste system. Their architecture is elaborate, being very ornate and decorative. They build concentric cities with many canals. Their horse legions are a fearsome foe on the field of battle.

The people of Karak worship the gods of the Indian mythos—including Kara (an incarnation of Indra, chief of their gods and creator of their race; LN, Air, Water, Law, Animal, Plant), Agni (CN, Air, Fire, Chaos), Kali (commonly worshiped in the land and by Karakhan mercenaries and wizards in the Wilderlands; CE, Death, Destruction, Evil, Darkness, Blood, Magic), Karttikeya (LG, Law, War, Good), Lakshmi (CG, Travel, Luck, Protection),

Ratri (NE, Evil, Darkness, Death, Luck), Rudra (LN, Death, Law, Protection, Air), Surya (LG, Sun, Good, Law, Fire), Ushas (N, Earth), Varuna (LN, Protection, Law, Healing, Knowledge, Magic) and Vishnu (LG, Sun, Healing, Good, Protection)—as well as a few gods unique to themselves. The evil and neutral gods predominate over the good ones, and religion in Karak is cruel and regimented. Priests have great power.

The kingdom is a major sea power, trading with lands to the south and the east. They occasionally encounter the magical ships of the Demon Empires, but their numbers keep the demon-ships at bay. Karakhans are exceptional craftsmen and often use magic to enhance their products, such as the shimmering scarves and robes of differing hue that magically change their color or glitter like stars. These products are traded heavily in Tarantis and trade has begun again to Modron. Karakhans—even evil ones—prefer not to trade with Viridians and have distrust for that race.

Today, the kingdom is strong and powerful. Soon it may turn its attention to the “wild lands to the west,” as it refers to the Wilderlands, which until now have been little more than a source of trade by some more adventurous Karakhan merchants and a realm of exile for its criminals and mercenaries.

THE GREAT GLACIER

The great glacier is an icy expanse that has its southern tip just above Valon, spreading north in a “v.” The glacier is said to stretch to the end of the world. Others, though, claim that foreign lands can be found many miles north once the glacier is navigated. The glacier itself is thought to be slowly receding. The glacier is home to the great hidden school of the Ice Wizards of Valon, and also home to a great frozen temple to the god Aram Kor, the ice-god of the avalonians. It is a frozen waste populated by ice worms, shaggy cavemen, yeti and other monstrosities. The glacier itself is nearly impassible due to shifting and collapsing ice, canyons, ice mountains and sheets of unscalable ice.

THE DEMON EMPIRES

Far to the south are two demon-brood dominated empires that were once one great empire. It is said these empires came to be when the demon-brood bred by the Markrabs rebelled and fled far to the south. Occasionally, strange and fearsome raiding ships of demonbrood pillage the southern coasts or the islands as far north as Tarantis. In the last 100 years, there have been very few such raids. Fire elementals and other outsiders are allowed to penetrate the Planar Membrane in these lands. All manner of sentient creatures are tolerated within each realm as long as they wear the brass emblem of a demon lord about their neck or upon their shields,

PLAYER'S GUIDE TO THE WILDERLANDS

though most cities are ruled by demonbrood or sometimes by demons themselves.

The western-most empire exists many miles south of the Ament Tundra and is known as the Horned Lands. This empire is said to be ruled by a god of chaos which warred with the gods of law in ages long past.

The eastern empire, which exists many miles south of the Southern Reaches and which retained the name "Demon Empire" when the one great empire was sundered into two, is centered around the vast impact crater caused when the lands were struck by a meteor of magicum. This crater, and the eastern empire itself, has also come to be known as the Abyss or the Chaos Lands. The two kingdoms are absorbed in warring between themselves.

A portion of the eastern crater has filled with water and has come to be known as the Searing Sea. An underwater cavern disgorges a naptha-like substance into the Searing Sea. During seasons of storms, lightning often catches the entire sea afire. The Searing Sea connects to the seas far south of the Winedark Sea.

Major cities in the eastern kingdom are often named for metals or minerals worked therein. Thus there is a City of Gold, City of Iron, City of Brass (not to be confused with the City of Brass that exists on the plane of molten skies adjacent to the plane of fire), City of Lead, City of Marble, City of Granite, City of Tin, and City of Ironwood. Never much of a sea power as most of the empire is landlocked and those parts which are not are adjacent to the Searing Sea which is not conducive to major sea travel.

Today, the demon empires continue their political struggles amongst themselves. They rarely give much thought to the human lands to the north, as they refer to the Wilderlands. There is little reason, in their mind, to conquer the Wilderlands since there are no resources there that interest them. Gordzu-Kor, the recent Demon-Emperor of the Chaos Lands, who sits in a stinking palace near the Searing Sea, has taken an interest in the lands to the north and is building a fleet to sail through the Searing Sea to conquer the Wilderlands at the direction of his dark lords.

CITIES OF THE WILDERLANDS

There are no true kingdoms in the Wilderlands. Instead, six city states dominate the politics of the Wilderlands and the lands of the Winedark Sea and the Sea of Five Winds: **Viridistan**, called the City State of the World Emperor and the City of Spices, ruled by the sorcerous and otherworldly Green Emperor; the **City State of the Invincible Overlord**, built on the ruins of an ancient city on the Estuary of Roglaroon; **Valon**, a major sea power and home of the lithe and tall avalonian ice-wizards; **Tarantis**, ruled by Atar the Lion, a major sea power and home of the Tarantine Merchants' Association; **Tula**, the legendary City of Mages; and **Rallu**, the City State of the Sea Kings. Each city state is also a major military power in its own right, though some are more concerned with their navy than their army. Viridistan and the City State are perhaps the only two that maintain both in great numbers.

Though powerful, these city states exercise political control only over areas within striking distance of their nearest army or navy. Vast areas remain under no direct political control despite ancient claims and numerous annexations in the past. All populations consider themselves self sufficient to a large degree and barter is more common than trade in coins of any realm. Fierce independence and freedom are the mantras of most able bodied warriors. Loyalty to a family, clan, or tribe supercedes the fealty owed any lord. The local lord who claims an area will have to maintain sufficient force to impose his will upon any populace, even peaceful ones. Political power is largely an illusion and the will of the populace often determines if any or all will respond to a call to arms.

This chapter details the major cities of the Wilderlands. The six city states are described first and in greater detail than the other important cities. These descriptions include commonly known information, whether it is true or not is of course up to the Judge.

CITY STATES

These key cities are marked on the Player's Map in ALL CAPS.

CITY STATE OF THE

INVINCIBLE OVERLORD

(CITY STATE; METROPOLIS)

Population: 80,000 (20,000 able bodied)

Technological Level: 8

Racial Composition: Mixed (human 72%, dwarf 16%, halfling 5%, elf 3%, others 4%)

Alignment: N/LE

Average Citizen: Since this city is the center of the northern Wilderlands, even the lowest person is better than the average city dweller (usually at least a Com3 or higher, except children) with shopkeepers usually being even more skilled (Exp5 or higher, often much higher). There are few pure commoners within the city walls. It is not unusual to see even common NPCs with class levels appropriate for the city, such as Rogue or Fighter. Many denizens have seen extensive military service or are retired adventurers and visitors should beware—this is no village of common oafs.

Ruler: His Most Terrible Majesty, the Invincible Overlord, Hygelak XI, the Dread Klipmaran Noble (LE male Tharbrian Ftr)

Other Important Figures: Grand Vizier Balamega (LE male human Wiz)

Resources: The greatest market and trade center of the Northern Wilderlands other than Viridistan

Allies: The dwarves of Thunderhold, the Skandiks at Croy, Modron, Byrny, the sea monster Maelstron

TECH LEVEL

Technological level indicates the general advancement level of a location and the knowledge of the citizens of the area regarding crafts. Items reflecting a higher technological area may be available at a location with a lower technological level, but they will have been imported and if for sale will be much more expensive than normal. This is a rough guide and Judges should use their sound discretion.

TL Technology

- 0 papyrus, stone, wheel, hide armor
- 1 stirrup, waterwheel, bronze, leather armor, bronze breastplate, shortsword
- 2 agriculture, rudder, iron
- 3 sundial, linen, candles, broadsword, studded leather armor
- 4 lantern, chariot, felt, scale armor
- 5 screw, windmill, silk, steel, longsword
- 6 crossbow, chain armor, spinning wheel
- 7 hourglass, stagecoach, bastard sword
- 8 knitting machine, compass, plate armor
- 9 rockets, glasses, Damascus steel (finest masterwork items)
- 10 telescope, calculus, sextant

TL 9 and 10: There is only one location with a tech level of 10 in the Wilderlands (Viridistan), and no more than a handful with tech level 9.

Weapons: Locations of TL 0 have stone or wooden weapons, or wooden weapons with obsidian. TL 1 locations have bronze weapons (see the *PHB*). Locations of TL 2 to 4 have low grade iron weapons or bronze weapons and for this reason tend to use weapons that require little sophisticated metalworking, such as spears, maces and axes. Crude broadswords are available as low as TL 3. Locations of TL 5 and higher have fine bladed weapons. Locations of TL 9 and above can make the finest masterwork bladed weapons. It is possible for a low tech level location to have higher tech level equipment, but that would require a special situation (such as the trade isle of Mysk) and, unless noted otherwise, such items are always extraordinarily expensive.

Government Type: Most low tech level locations are tribal, dictatorial or agrarian. Medium and high tech level locations may have tribal, agrarian, republican, democratic, oligarchic, theocratic, dictatorial, feudal or tributary government types. There are few truly enlightened or democratic governments in the Wilderlands. The various locales are normally ruled by warlords or military governors.

Enemies: Viridistan and the Green Emperor, the Skandiks at Ossary, the Pirates of Hagrost, Orcs of the Purple Claw from Dearthwood, Warwik

Located on a bluff on the western edge of Dearthwood on the Estuary of Roglaroon, the City State of the Invincible Overlord (or just the "City State" as it has come to be known) was founded in 3075 BCCC on the ruins of what is believed to be the ancient capital of the long lost Dragon Empire of the Orichalans. The City State is one of the greatest cities of the north. Its importance is exceeded only by Viridistan, the City of Spices and seat of the Falling Empire, far to the west.

Though known as Ryan's Ruin by sages, Rhamsandron by wizards, and Normoot by Altanians, the city came to be known as the City State of the Invincible Overlord and its former name under the Dragon Empire was forgotten. The title "Invincible Overlord" has been held by every ruler of the City State since its creation. Because the city was initially founded by a dwarven hero, the city became home to a large expatriate population of dwarves and is allied to the dwarven city of Thunderhold to the north. Many years ago, Lucius the Great—a Tharbrian warlord—took advantage of a civil war and he and his allied clans swept eastwards and conquered the City State. Since Lucius's reign several hundred years ago, the City State has come to dominate the region from the eastern border of the Viridian Empire at the Plateau of Bendigroth to the Winedark Sea. Today, the only city that the City State pays tribute to is Viridistan itself.

The City State is situated at the intersection of the ancient Rorystone Road that runs north to Thunderhold and the Old South Road that runs south to the Pazidan Peninsula through

Black Baron Pass, over the Bellystone Ford on the River Mageven on to the elven city of Onhir. Most trade, however, is done by ship, as the Estuary of Roglaroon allows large drafted ships to sail inland as far as the City State. For this reason, the City State supports the important village of Bymy and the newly-refounded city of Modron which is strategically located on the Estuary of Roglaroon, aiding in the Overlord's campaign to oust the Pirates of Hagrost that prey on the City State's tradeships from their secret hideout on the River Hagrost.

Though few know his true name, the current Invincible Overlord is Hygelak "the Dread," a cruel ruler whose elite group of assassins and secret police known as the Black Lotus roam the city and the surrounding lands enforcing his will and eliminating rivals. The army of the Overlord consists of several "Vasthosts." The Overlord also keeps a substantial fleet, including a number of pirates and freebooters.

The City State is the site of several major temples, including temples to Thoth, Odin, Manannan and Nephtlys, as well as the temple of Harmakhis and the influential Hellbridge Temple, which holds the legendary *Baleful Eye of Morg*.

The City State is plagued by the Orcs of the Purple Claw from nearby Dearthwood and from the fell beasts of the Troll Fens and Mermist Marshes to the northwest and southwest. The Overlord has had several strongholds built or occupied by those loyal to him to keep these creatures in check. He has even posted rewards for their slaughter.

For more information on the City State, see the City State chapter in this book.

RALLU, CITY STATE OF THE SEA KINGS (SILVER SKEIN; METROPOLIS)

Population: 35,000 (8,750 able bodied)

Technological Level: 8

Racial Composition: Mixed (human 79%, halfling 5%, elf 5%, dwarf [slaves, see below], gnome 5%, half-elf 3%, half-orc 2%, other 1%);

Alignment: CE

Average Citizen: The average citizen of Rallu is a human (most likely Ghinoran) sailor or craftsman with a bit of military experience (normally an Exp2-7/War1-3).

Ruler: King Danstone of the Iron Fist, 22nd Sea King of Rallu (N male Ghinoran, Ftr/Ari)

Other Important Figures: Commander of the Army, General Trufo the Tall (N male Ghinoran Ftr); Cousin of the king and contender for the throne, Lord Tgoshe Welstn (CE male Ghinoran Ftr); Leader of the Thieves' Guild, Jesen Reckbane (CE male human Rog)

Resources: Market; ship building and repair; sugar, bananas and coconuts

Allies: Mercantile relations with all city states; suspected secret alliance with Tarantis

Enemies: Tula

Located on the tropical southern tip of the Isle of the Blest, the city of Rallu was founded 1,100 years ago (in 3333 BCCC) by Thellagon the Mariner and a group of travelers from the north. In the 1,000 plus years since then, Thellagon's descendents built up Rallu into the center of commerce and learning on the Isle. The men of Rallu—all mighty mariner's who claim descent from the ship captains of the Kingdom of Kelnore—have come to be known as the "Sea Kings," though the captains of Tarantis might claim they are the true holders of such a title.

These Sea Kings, through careful and cautious exploration and trade with the northern powers and other local island populations, were able to bring skilled artisans and craftsmen and many goods to the city. All of this was accomplished without any wars or submission to foreign governments, mainly due to the fact the hereditary rulers of Rallu kept the city's exact location secret from outsiders. This secrecy lasted until the reign of Forgon the Foolish who came to power in 4217 BCCC and who revealed the location of the city to the outside world. He was assassinated by his advisors three years into his reign for this indiscretion. Over the next 10 years (known as the "Shadow Years") the fate of the city was at many times very bleak and war with the nearby city state of Tula was an ever present threat. While not openly or heavily pursued by either side, the threat of war with Tula persists to this day. The cities test each other's sea power several times a year in small skirmishes.

The main business of Rallu is shipping—whether sea trade, ship building and repairing, or any other craft related to shipping. The market of the city bears goods from all over the world and sees as many visitors as any other of the city states. The present Lord of Rallu and 22nd hereditary monarch of the city is King Danstone of the Iron Fist, Sea King of Rallu. He assumed the throne 8 years ago (on his 19th birthday) and has led his people into an age of profitable progression rivaling that of his

forefathers. Thanks to Danstone's masterful move of doubling the navy, Rallu trades not only far and wide but also openly, even with the city states to the north. Rumors say that Danstone has made a secret arrangement with Atar the Lion, King of the City State of Tarantis, to acquire dwarven slaves as smiths and craftsmen, who are secretly brought in on vessels that put into Rallu supposedly for repairs. This rumor is supported by the fact that Danstone has recently put dwarves to work on the upkeep of the walls and structures of Rallu, which suffer terribly in the tropical weather of the Isle, and are in constant need of repairs.

Law enforcement in Rallu tends to take most outsiders by surprise. There is no local constabulary to speak of. Instead, all 'policing' is done either by the army (through patrols and riot squads) or the navy. All visitors to the city are given a strict overview of behavior and laws upon arrival and are expected to adhere to the rules or face the consequences, as would any permanent citizen. Failure to agree to these terms results in ejection from the city for life.

TARANTIS (TARANTIS; LARGE CITY)

Population: 24,000 (6,000 able bodied)

Technological Level: 9

Racial Composition: Mixed (human [mostly Gishmesh] 80%, dwarf 10%, elf 10%, other 10%)

Alignment: LE

Average Citizen: The average Tarantian is a human Gishmesh tribesmen (Com3 or Exp2-5). Most are merchants and are as civilized as those in any of the other city states.

Ruler: Atar the Lion (LE male Gishmesh Ftr/Ari)

Other Important Figures: Chief Advisor Monach the Canny (N male Tharbrian Wiz/Ari); Minister of War, General Ta Zam-Derco (NE male Gishmesh Ftr/Ari)

Resources: A great market, and the only major source of goods from far-off Kingdom of Karak

Allies: Kingdom of Karak, local pirates through the Tarantine Merchants' Association, the Seahawk

Enemies: Unlicensed merchant leagues angered by the piracy, the Invincible Overlord, Skandiks, Karzulun raiders to the east

An important sea power and the primary source of goods from the Kingdom of Karak, Tarantis was founded in 1792 BCCC by the union of two tribes—the Gishmesh and the Paldorians—across Dahute Bay from the ruins of the Ivory City, the ancient capitol of the Kingdom of Kelnore. In 1885 BCCC, the city of Tarantis was officially laid out, rebuilt, and fortified with high stone walls for protection. Between the years 2266 and 2309 BCCC, Ryobl the Red attempted to bring complete law and order to the city. His legacy to the city is the Tarantine Merchants' Association. After the disappearance of Ryobl the Red, Grantadt, his successor, organized the skillful pirating operations that ply the waters between the city states to this day. Scattered skirmishes occurred over the years between the fleets of the Invincible Overlord and the pirates of Tarantis, but the Overlord—busy with wars with Viridistan—has never made a determined attempt to eradicate the pirates.

Between 4000 and 4200 Tarantis expanded inland and founded two new provinces: Jarmeer and Ganzir-Galad. The current dynasty ruling Tarantis was founded just under a hundred years when Edario the first overthrew the sickly child Emir, Greaust II. Now Edario's son, Atar the Lion, is Emir of

PLAYER'S GUIDE TO THE WILDERLANDS

Tarantis, having ruled successfully for over 48 years. Atar has strengthened the power of the Tarantine Merchants' Association, who, for a small fee, license passage of ships. Unlicensed ships are free to be raided by local pirates. The Blue Cobras, secret assassins of the king, silence rivals and keep order. The two provinces of Jarmeer and Ganzir-Galad are ruled by Sultans loyal to the king. The most notorious local pirate, known as the Seahawk, is believed to be in league with Tarantis. The people of Tarantis generally worship the gods Adorak Tau, a lawful evil sun god, in a religion called Pudage or Selanii, a chaotic good goddess of the sea, in a religion called Guedankst. The eastern provinces are plagued by an unusually tall (6 to 8 ft.) band of nomads known as the Karzulun.

TULA, CITY OF MAGES

(SILVER SKEIN; METROPOLIS)

Population: 36,400 (9,102 able bodied)

Technological Level: 10

Racial Composition: Mixed (human 50%, elf 10%, half-elf 10%, gnome 6%, dwarf 4%; all other races—including monstrous races and outsiders—totaling 20%)

Alignment: LN

Average Citizen: The average citizen is of any race and is most likely a specialist wizard (specialist Wiz2-5), many are also expert craftsmen (Exp3-8). This is a strange city, as a citizen is nearly as likely as not to be a lizard man or some other monstrous race and the sight of such creatures does not cause concern.

Ruler: Hejan Waremost, Elder of the Green Robe, Leader-elect of the Council of the Eight (LG male of unknown race Wiz)

Other Important Figures: Solarien Windmere, Master of the Blue Robe (CG male wood elf Wiz); Breita Ben-Allizem, Master of the Gold Robe (LG female Amazon Wiz); Raij Halamah, Master of the Red Robe (LN male half-elf Wiz); Argen Lumore, Master of the Orange Robe (LG male Avalonian Wiz); Morwyn Cudular, Master of the Brown Robe (LN female human Wiz); Nal Kosh-Tana, Master of the Black Robe (LE male Gray Elf Wiz); Koren Chandur, Master of the Silver Robe (CN male half-elf Wiz); Alianna The White, High Priestess, Temple of Athena (LG female Ghinoran Clr); Kalifrien The Wise, Scribe, Seller of magical things (LN male half-elf Wiz6); Zolfren Krede, Admiral of the Tulan Fleet (LG male half-elf Ftr)

Resources: A vast market of magical supplies as well as the unmatched Schools of Magic, each offering instruction in their specialty

Allies: None, though accepts citizens of any race, including monstrous races.

Enemies: Rallu; rival wizards' guilds

The legendary City of Mages, splendorous city of spiraling towers, gleaming lanterns, and mystical waterfalls. Here magical beasts roam freely alongside powerful wizards and steel-eyed soldiers. By night or day, the eight schools of magic loom over the city with their massive walls and towers, inspiring all who view them with awe. The wizards of Tula are the foremost specialists in magic, dividing themselves into various specialist schools. The Council of the Eight—said to be the heads of the various schools of magic—is housed in another mammoth structure along with a museum and a world-renowned library. Apprentices from lands both near and far come to Tula to learn the magical arts. Tula is the only known location where characters

can study to be specialist mages. It is also the home of the highest level mages in the Wilderlands (aside from the ice, air and water mages of Valon, and the Green Emperor himself).

Because so many of the occupants of the city are apprentices or visiting mages, every type of human and humanoid is represented in the population. Many lizardmen and other exotic races—including many monstrous races and outsiders—live here as well. Political power is based upon expertise in magic not gender or race. The average "citizen" is in residence only six years as that is the average length of study or apprenticeship.

A state of war has existed between Tula and Rallu to the north for the last century, but neither side is willing to pay the cost for utter victory. Combat in this ongoing conflict is limited to warships only and both sides protect independent shipping by traders of other lands.

VALON (VALON; SMALL CITY)

Population: 6,760 (1,690 able bodied)

Technological Level: 7

Racial Composition: Mixed (human 70%, elf 10%, halfling 5%, dwarf 5%, half-elf 5%, other 5%)

Alignment: LG

Average Citizen: Citizens in the port district are most likely craftsmen with some rudimentary skills in sorcery (Exp2-5/Sor0-2*). In the other sections of the city, most citizens that are Avalonians have some aristocratic training and also some magical training (Ari2-6/Wiz1-4). Even non-Avalonian common citizens have a dash of nobility and sorcery to them (Com2-4/Ari1/Sor1), as even the lowest citizen has some form of title or social duty deserving of respect. It is rare to meet a person who is not at least a minor sorcerer (having taken the Cantrips feat), or, in the case of nobles who have access to training, wizards (Wiz1). In fact, given that many of the citizens have access to cantrips, low level magic use might be even more widespread here than in Tula, though there is no doubt that higher level magic is more widespread in Tula as is the presence of strange magical creatures. Town guards are also skilled in magic (War2-4/Sor0-2*).

*Sor0 indicates the NPC has selected the Cantrips feat and thus has access to 0-level spells without actually being an arcane caster.

Ruler: Artarias the Bear (LG male Avalonian Ftr)

Other Important Figures: Sheriff Drathain, Civility Enforcer (LG male Avalonian Wiz); Ambassador Telimqiv, Diplomacy Enforcer (LG male Avalonian Wiz/Exp); High Adjudicator Rethiena, Decorum Enforcer (LG female Avalonian Wiz/Ftr); Magnate Tharglis, Oath Enforcer (LG female Avalonian Ftr); Admiral Artarias the Younger, Customs Enforcer (LG male Avalonian Ftr); Gilthoniela, Court Poet (CG female Half-mer-elf Brd/Wiz); Judge Radwyn, Mercantile Enforcer (LG female Avalonian Wiz2/Mnk2); Fatty Klingtoes, owner of the Pies n Pallet Inn (LG male halfling Ftr); Captain General Aldamiris, Army Commander (LG male Avalonian Ftr/Wiz); Seneschal Evershine, Guard Captain and Treasurer (LG female Avalonian Wiz4); Liagrit the Leaper, Dance Enforcer (CG female Avalonian War/Exp)

Resources: Market; rare ice crystals, hides and pelts from the great glacier to the north, ice wizardry and items, ships, the great

CITIES OF THE WILDERLANDS

School of the Ice Wizards located in the Great Glacier to the north.

Allies: The mer-elves of the Heareat Undersea Kingdom; they are on friendly terms with all major city states

Enemies: None, though they have little love for the imperialistic Viridians; there is a friendly rivalry with Tula, though more in the minds of wizards from Tula than from Valon

The City State of Valon is built right upon the Uther Pentwegern Sea; its gold and silver tower-girt islands divided by stone-lined canals, which freeze over in winter. Valon is an ancient city, having been founded near the time of the founding of Viridistan. Sages and loremasters of Valon record the date of founding as 120 BCCC, though the people of Valon do not use the calendar of the City State of the Invincible Overlord, preferring their own complex method of timekeeping. Some claim to be descended from an ancient admixture of merfolk, and an unknown extra-planar folk from the Elemental Plane of Water or Ice. A centuries old pact with the Mer-elves of Heareat Undersea Kingdom has resulted in prosperity and permitted leisure time to pursue magical research.

Unlike the Viridians, Avalonians are a peaceful people, never given to conquest or colonization. As a result, their bloodline has remained true. To this day, the vast majority of the human citizens of Valon are Avalonians. They have never sought to increase their sphere of influence beyond the portion of the Uther Pentwegern Sea north of the Isles of Pokrantil, which they control without question. Valon is one of the few places where outright slavery is prohibited, though there is a very complex and just system of indentured servitude.

The blue-skinned Avalonians are famed for their ice and weather magic. None surpass them in these arts, not even the famed wizards of Tula. The city is also very magical, with cantrips being commonly taught even to children, though they are very guarded about teaching their greater ice and weather magic to non-Avalonians. Very few citizens of Valon regardless of race are without the basic abilities of Sorcery (or Wizardry for nobles). They use magic to sail their ships and shape the weather, though it is a crime for all but the official weather wizards to affect more than a small part of the local weather. The local guard, similarly, are trained in lesser magic as well as warcraft.

Society in Valon is very complex and stratified, with many nobles, titles and social requirements. They place great emphasis upon appropriate social responses, which confounds many visitors due to their complex and overly-complimentary forms of speech. Most traders and travelers are confined to a port district until tutored in the local customs by a licensed instructor. In fact, the port district is the only location where the Common tongue is spoken at all, and even there not frequently unless necessary to conduct business. The rest of the city speaks only Avalonian, which is a strange derivative of Aquan.

Despite their magical abilities that greatly assist in craft (such as widespread use of the *mending* cantrip and the *mage hand* cantrip), because of their general isolation as a society the craftsmen of Valon have not come into contact (and thus have not integrated) many of the greater craft skills. As a result, their technological level is less than what would be anticipated; and they have no real desire to increase it.

Citizens of Valon worship Vala Tar, a lawful good goddess of the sea, and Aram Kor, a lawful neutral god of the ice and the seasons, said to reside in the Great Glacier to the north, as well

as several other lesser gods and goddesses—including an interesting incarnation of Athena, known as Amala, the warrior-goddess of the sea. Rumors tell that a small sect exists in the city that worships Armadad Bog.

VIRIDISTAN, CITY STATE OF THE WORLD EMPEROR, CITY OF SPICES (VIRIDISTAN; METROPOLIS)

Population: 120,000 (30,000 able bodied)

Technological Level: 10

Racial Composition: Mixed (human 70%, dwarf 10%, elf 5%, half elf 5%, others [including demons and strange creatures such as evil merfolk] 10%)

Alignment: LE

Average Citizen: The average citizen of the City of Spices is of mixed blood—predominantly subjugated Tharbrarian and Common Viridian. Most are Com1-4s or Exp1-4s. Though the seat of an empire, the empire is in decline and the citizens are brutally regulated either by the emperor or the priests of Armadad Bog who enforce the Armadad Law. Many citizens are rogues (Rog1-4s) or lesser sorcerers, wizards (Sor1-4 or Wiz1-3) or priests of Armadad Bog or Natch Ur (Clr1-3).

Ruler: Hautulin Seheitt, World-Emperor and God-Priest of Armadad Bog (LE male True Viridian Wiz/Clr)

Other Important Figures: Empress Murielle Eidn, High Priestess of Armadad Bog (LE female True Viridian Wiz/Clr); Shah Pahrib Fu, ruler of Shardis Province (LE male Common Viridian Wiz); Shah Satyrbis, ruler of Effernath Province (N male Common Viridian Wiz); Shah Kijdawr Aenekosii, ruler of Smyrsis Province (LG male Common Viridian Clr); Shah Dyshim Leayh, ruler of Thygamus Province (N male Tharbrarian Wiz); Shah Abdu Inslar, ruler of Lyoophiath Province (N male Common Viridian Ftr); Shah Drong Dirkah, ruler of Gommorath Province (N male Common Viridian Ftr).

Resources: Spices, wine, the greatest market in all the world

Allies: Cavemen of the Eleph Territories, numerous tributary villages and lands (though few are true allies)

Enemies: Nearly all the world, including the City State of the Invincible Overlord; the merefolk of Sae Laamer

The City State of the World Emperor, otherwise known as Viridistan, the City of Spices, the Immortal City (and recently the Falling Empire, though this is not said in Viridistan), has been ruled for the past 150 years by Hautulin Seheitt, the “Green Emperor,” and his wife Murielle Eidn, the last of a once haughty and powerful green-skinned race known as True Viridians who claim to be descendants of the gods of the Uttermost War and themselves living gods deserving of worship. The Viridians founded Viridistan 4332 years ago (in 101 BCCC), shortly after subjugating large areas held by the Wild Men. The Green Emperor—for that is what he is called, due to the cast of his skin—is highly lawful and evil, and prone to extensive use of sorcery to maintain the Imperial Domain. While the Emperor has only appeared publicly in the last twenty-five years with his head and face covered by a silver cowl, he has not been seen at a public function for eighteen months. Rumor has it that the Emperor has been gradually losing his once incredible magical powers, and has become uncertain or even afraid. Other rumors claim he is getting senile.

PLAYER'S GUIDE TO THE WILDERLANDS

The city has had a stormy and checkered history centering around Viridian internal bickering and assassination plots to gain control of the throne. The "hereditary" monarchy has therefore seldom been passed on to son or daughter but due to treachery of one kind or another it has often been usurped by Viceroy, Suzerain and occasionally by a Padishah. This aristocratic race was thus gradually destroyed from within, and decimated by a great plague, until Seheitt and Eidn were but the last two left, except possibly for their only son who disappeared 75 years ago and has not been seen since.

The city is surrounded by six provinces, all ruled by mortal kings called Padishah. These rulers swear their allegiance to the Green Emperor and the Immortal City when they are picked by the Emperor from the ranks of the highest social classes at special tournaments but actually via political and religious intrigue.

All but two of the emperors of the Immortal City have been evil: Reddisorn the Golden, who ruled from 2089 to 2272 BCCC, and Cneninadus the Mycretian, who ruled from 4226 to 4283 BCCC. Cneninadus' reign approached the Golden Age of Reddisorn in its encouragement of the arts, education and civil rights but had not the peace and tranquility he sought. It was unheard of for any Viridian to become a follower of the god, Mycr; indeed, most had been Natchai (worshiping the god Natch Ur) or Mer Shunnans (followers of Armadad Bog), religions with alignments far removed from the Mycretian. The Mycretian distaste for human sacrifice, blood-thirsty greed and the powers of the Dark exacerbated the enmity between Cneninadus and the eleven other Viridians and so his reign was marked by bloodshed and attempted assassinations. He was finally murdered by Hautulin Seheitt and eight demons in 4283 BCCC.

The Green Emperor, a Mer Shunnan, was a high priest of Armadad Bog at the time he took power. In the Great Slaughter of Pain in 4284, Seheitt decimated the Mycretians and their sympathizers, even making two raids into the caverns of the Holy Cities to kill two of their Prophets. Upon completion of this bloodbath of terror, the Green Emperor was rewarded by Armadad Bog by being ordained as the only Mer Shunnan God-Priest. Armadad Bog took up residence deep under the castle in the natural bay inlet soon after Seheitt had built him a temple near the inner castle curtain.

It is still technically illegal to be a Mycretian within the City walls, but within the last twenty years or so, the Green Emperor has not been pressing the hunt, nor charges, as often as before. He has seemed preoccupied. But since he does still occasionally lash out, it is not wise to broadcast the fact of one's being a follower of Mycr. Mycretians have increased rapidly in numbers in those few years, until now they number about ten percent of the City, and for the most part, are well received and liked by most of the City's inhabitants.

However, Mycretians have had a direct hand in the increasing tensions that are now racking the Immortal City, especially in their rescuing and spiriting away humans in danger of being sacrificed. Several gods have been angered, and the City and surrounding areas experienced a minor earthquake three months ago. Most of the damage has been repaired. Taxes have been doubled in the last five years in the City State of the World Emperor.

World Emperors for centuries have maintained a small wall between the Elsenwood Forest and the Emperor's farm lands,

ostensibly to protect crops from marauding animals and to help keep an eye on the pesky wood elves' thieving habits. However, Seheitt, the Green Emperor, has just finished a seven year project to triple the height and strength of the wall, to add a moat, and to double the guard, all for reasons indecipherable to the general populace.

Viridistan is ruled by the emperor with a strong hand. A High Council, made up of one viceroy, two Suzerain, and six Padishah, meets twice a year in late spring and fall for official reporting, information sharing, and setting mutually beneficial policies to recommend to the Emperor. It has no vote in the final say. The Emperor loves order and hates disturbances. Chaotic types are looked on with some suspicion, and so must try to keep their unusual behaviors and eccentricities under wraps. Disturbances of the peace involving more than three people (gang fights, drunken brawls, mob action, etc.) are usually put down ruthlessly, with questions asked later. Loose talk about the gods, their worship, alignment, language, and negative comments about the Emperor and his government are not conducted publicly.

Common is spoken in the City almost as much as Viridian, though religious celebrations are still conducted in High Viridian. Trade and barter economic systems are still in large scale use, though coined money and industry "traders" have gained much acceptance.

Many rare and unusual varieties as well as common varieties of spices are grown here. The Mycretian and other experts' knowledge on the care and marketing of herbs and spices are greatly in demand. The wine industry, too, is substantial as many extensive grape arbors are grown in frequent forest clearings and fields in various places along River Leander. Most of the province capitols produce their own ale and enough to trade besides. Targnot Port and the City State are both on the main trade route and both are major shipping ports. Trade by both land and sea is growing and the wide avenues of trade in the City State bustle with activity throughout the year's nine months of good weather.

In the last five years the Emperor has doubled the size of his military troops (again at the expense of the taxpayers) until now he commands the equivalent of about five Vasthosts. Guards and patrols police the City so there is not much reason to keep large numbers of militia in the area.

Orcs and goblins and other "lesser" races are not welcome in the City even though some Mer Shunnans and Natchai are friendly with them.

IMPORTANT CITIES AND TOWNS

The following cities, while not as substantial as the six major city states above, are nevertheless very important—for many different reasons. Some, while small, have an important history or resource. Others are important for their sheer size. Still others are racial capitols. And others are listed because they are locations of legend. Each city includes its region, general size and total population (measured in adults), as well as its technological level (see sidebar, above).

Actun (Altanis; Small Town, Pop. 1,744; TL 5): Actun is home for the majority of the elves in this region of the Wilderlands. It is an ancient city predating the foundation of Antil, the City State, and Viridistan. Actun rulers use elven lore and magic to keep the region free of control from either Viridistan or the City State. The Narith—one of the holiest groves dedicated to the

CITIES OF THE WILDERLANDS

elven god, Cilborith—dominates the city. It is rumored that the heart of the grove co-exists with Cilborith's realm in the outer planes. The high priest and priestess traditionally anoint the King of Actun who rules in Cilborith's name. The current ruler is King Redon who has reigned for over three hundred years.

Antil (Altanis; Large Town, Pop. 4,688; TL 4): The Temple of Shang-Ta the sky god dominates Antil. The customs and rites of the faith of Shang-Ta permeate the daily life of the town. The King is but a servant of the god and is oath bound to obey the dictates of his priests. Adherents of Shang-Ta founded Antil several thousand years ago. The location was chosen because it was on a good harbor near sea cliffs that were the home of the Sky-Wall colonies of the winged race of Windriders. In the early years, the Windriders and the humans of Antil became allies. Every year the King of Antil leads the priests in a ceremony welcoming the Windriders back in the fall and then later in a ceremony wishing them farewell in the spring. Antil has always been an ally of the elves of Actun and is currently embroiled in Actun's conflict with the World Emperor and the Red Reavers.

Armagh (City State; Village, Pop. 1,068; TL 4): Armagh is the seat of the Skandik island kingdom of Brezal Isle. The kingdom is ruled by the druid, Dunbarin, in the name of his brother, King Darin. Dunbarin is a cruel and despotic governor. Armagh is a large fishing village. It sees frequent visits by wizards and sorcerers to visit the various mineral hot springs of the island for their alchemical qualities. The island kingdom is allied to the Skandik Warlord at Ossary and is believed to be planning to conquer the nearby Skandik kingdom of Croy.

Bisgen (Altanis; Small Town, Pop. 2,248; TL 4): Bisgen was established several thousand years ago by a wandering tribe of Altanian nomads. Parre, the current ruler, is known as one of the traitor barons in the court of the Overlord. She rules over a prosperous small town made rich by continuing trade with the elves at Renth. She sends troops to help Renth patrol the Carnelian Plains and the areas to the south. Bisgen is noted for the quality of its horses and merchants travel to the village to bid on them.

Blackspell (Elphand Lands; Village, Pop. 860; TL 4): Located on a bluff overlooking the bay, the halfling village of Blackspell has grown since the first group of halflings settled here many generations ago. The natural shelter provided by a small harbor has allowed it to prosper as a center of trade and the nearby forests have provided an excellent source of ship building material over the years. In recent years some of the sailing vessels traveling this region have reported seeing large expanses of sea weed in certain areas where the winds grow still and the waves settle down.

Borsippa (Tarantis; Village, Pop. 716; TL 3): The capitol of the Jarmeer Province north of Tarantis, Borsippa is home to many of the Paldorian tribesmen. The village is the home of the present Sultan of Jarmeer, Adbar Olana.

Breem (Valon; Village, Pop. 1,016; TL 4): This village near the center of the Dark Woods is the hub of Elven society in the region. It supplies the garrison that patrols the surrounding woods to keep them safe from would be defilers. The elves market herbs, flowers, staffs, bows, arrows and silver headbands to local woodsmen and farmers.

Bress (Elphand Lands; Village, Pop. 828; TL 5): The Irmisul Forest is home to many a strange sight and probably none more so than the band of dwarves that make up the core

of the village of Bress. Far away from their usual mountainous homes, these hardy dwarves were drawn here at the behest of an elven king long ago to mine a vein of exposed iron ore contained within an oddly shaped rocky outcropping in the middle of these dense woods. Around the mine grew a small village of craftsmen to refine the ore into ingots that could be transported to towns near the edge of the forest where it would be sold and supplies purchased for the long trek back into the woods.

Bridshin (Southern Reaches; Small Town, Pop. 1,568; TL 7): Three huge rock formations mark the end of the navigable portion of Quicksake River. Bridshin sits in the shadows of those rocks and is the furthest merchant town that barges and ships sailing the River Quicksake can visit. The town is reportedly ruled by a coven of wizards and sorcerers, who—tales tell—own a vast collection of maps from geographical to decorative and from useless to extremely valuable. Bridshin offers a multitude of services, including a marketplace under an amber glass-studded cupola, an Academy for fighters and a City Hall where citizens can debate politics or philosophy. To prevent fistfights, a contingent of amazons is stationed here.

Byrny (City State; Small Town, Pop. 1,848; TL 7): Named for the Lawful Good fighter, Byrny, who led settlers into the area in 2881 BCCC, the town has always been plagued by nearby orcs. Rich deposits of iron were discovered nearby and the village's technology was improved. Iron mining and the working of metal became the core trade of Byrny. In fact, the smiths of Byrny are now famous for their chainmail coats (known as "Byrnys") as well as their swords and shields. Byrny supplies many of the weapons and armor for the Overlord and others. Iron ore is transported by ship to Modron, where the ore is loaded on larger ships for trade to all parts of the world, including the City State. The village has a rather large and experienced militia since they are frequently attacked by orcs and goblins.

Caer Cadwen (Viridistan; Citadel/Small Town, Pop. 3,064; TL 9): Caer Cadwen is the capitol of the Efferath Province under the rule of Viridistan. The Shah of the Province, Shaw Satyrbis, rules with an iron hand and all dissidents and malcontents are ruthlessly hanged or tortured. Satyrbis gets along well with the Emperor and shares the overseeing of some of the Emperor's farmlands. Caer Cadwen itself is a castle of the older type with square or rectangular baileys, towers, barbican and keep but the buttresses and bastions on the outer curtain were added later and are round. It is said that the Hags of Marmon built the older parts of Caer Cadwen.

Chim (Ghinor; Village, Pop. 1,328; TL 6): Chim is a busy seacoast settlement, noted for its location on the Devilstongue Peninsula, the fact that it is one of the few settlements in the region and for the fact that its occupants are mostly dwarves. The city was long ago one of the cities of ancient Kelnore and was one of the Ghinor Successor States. This city was abandoned in the dark times after the War of the Pious and Philosophers. It was resettled nearly 800 years ago by a colony of dwarves. The current ruler, Funglamir, was chosen as a formal leader after the last holder of his position was overcome by dwarven gold-lust. The village is the market for the region's most unique product—rubber. The dwarves harvest rubber from the trees in the jungle. The strange substance is like pitch, but is resistant to fire if treated properly.

Croy (City State; Small Town, Pop. 1,832; TL 6): Croy is the capital—and only major city—of a small island kingdom of

PLAYER'S GUIDE TO THE WILDERLANDS

Skandiks. King Melrik of Croy is only nominally allied with the Skandik Warlord of Ossary and does not join in his raids on the Overlord's fleets. Called the Seat of Sages, Scholars' Retreat and Tinker Trove, Croy is home to many craftsmen who meld arcane arts and lost secrets. Nearly any item of advanced manufacture can be purchased here. This great skill at craft comes from knowledge gleaned from the secret libraries of the nearby Shrine of the Tree, a temple to the God Odin. It also is a source of fabulous pearls.

Damkina (Elphant Lands; Hamlet, Pop. 604; TL 3): The free-market at Damkina was established on this strategic river isle by a long-forgotten empire, most likely Kelnore, and its traditions have been carried down through thousands of years. The market remains one of the key economic and cultural forces in the Greatflood River system, bringing many communities and races together in a peaceful exchange of goods. Although the permanent population of the island is relatively small, the island swells by the thousands during market days and is the greatest influence in these lands. The Lord of the White Throne of Damkina rules the area and will not tolerate violence on his island. None may bring weapons into the actual market square itself other than the soldiers of the White Throne, and few risk losing access to the market. Goods from all corners of the world find their way here.

Dorel (Ament Tundra; Small Town, Pop. 1,540; TL 7): Dorel is small but quite famous for its *magicum* mine. Low production has kept the price high for the last two centuries. The entrance is kept a well-guarded secret and guards are always on duty behind the locked gate.

Dragonsaddle (Southern Reaches; Village, Pop. 1,244; TL 8): Dragonsaddle is the "Gate of the Highlands," the place where lowland merchants come to buy dwarven weapons and goods, gnomish jewelry and more.

Dragonscar (Isles of the Dawn; Village, Pop. 1,240; TL 9): A thriving port-market village, founded by a group of Skandik master craftsmen who were shipwrecked on the island hundreds of years ago. Thought they do not exhibit the warlike tendencies of most Skandiks, they inadvertently wiped out most of the nearby elven society with an infectious fever they carried to the island. The elves fled to the southern end of the island, but have never forgiven the brash humans for the disaster which befell them. Today the village is one of amicably feuding merchant factions whose skill at crafts is spoken of throughout the southern Wilderlands. In fact, ships from the Kingdom of Karak often visit to trade with the Skandik masters. Rumors speak of elven ghosts—and worse—who haunt the nearby hills at night.

Flaking (Isles of the Blest; Small Town, Pop. 1,936; TL 4): Flaking was established several hundred years ago as a small outpost for merchants out of Viridstan where they can stock and repair their ships. Since then it has grown into a small town. The primary industry is still the repair and building of ships. They are noted for the quality of the local pitch. In the last two hundred years the town has been the center of an effort by the temple of Armadad Bog to expand their influence throughout Oricha with the goal of forming a new tributary kingdom to Viridistan.

Greenswabs (Valley of the Ancients; Small Town, Pop. 2,004; TL 4): Greenswabs would not ordinarily show up on any map were it not for one fact: it is the only town at the mouth of the River of the Ancients and the main disembarking point for those sailing to the region intending to explore the ancient

valley. The town has little else to recommend it and has recently been taken over by a band of mercenaries.

Greenwax (Isles of the Blest; Village, Pop. 1,380; TL 3): Greenwax is built next to the ruins of an ancient walled city, against one nearly intact outer wall. The ancient city was known as Satur—the southern-most city of the Orichalan Dragon Lords, companion city to Sotur in the north, which now lies in ruins. Locals relate stories of monsters within the ruins and rarely venture within them, especially during the night. Scholars say that the wizard kings developed many spells and Satur was feared by its neighbors. This mighty kingdom was brought to ruin ages ago. North of the ruins are many burial mounds. To the northwest about three miles is a tree said to be as old as the seas. The region's druids hold this tree holy. Today Greenwax is a small port supplying the ships that stop here with salted fish and other provisions. The harbor district has over a half dozen taverns and gambling halls and is known for its riotous activities, though there is a distinct lack of houses of ill repute, much to the chagrin of many visiting sailors. Treasure seekers come to Greenwax to explore the ancient ruins.

Grimlon (Viridistan; Large Town, Pop. 3,960; TL 5): Grimlon is the capitol of Gommorath Province and is ruled by Shah Drong Dirkahl. The Shah is an old and very wise man. Grimlon is a strongly fortified castle perched on a hill, having stood for centuries as a safe resting spot midway on the East-West trade route. Many powerful types are buried in the cemetery grove outside the curtain and could be raised if one knew how. A Great White Suit of Armor hangs in the Great Hall with this inscription: "If you I fit/And horse's bit/Meets Sword of Stone/Then you I own." Three two-headed giants of Alfkion protect the city gates and it is good they are friends with humans. Many traders base their operations here and are allowed to maintain small garrisons to protect their commerce. The open air market at the center of town is busy with negotiations for such items as sacks of beans or chests full of swords. Messenger birds come and go throughout the day, changing ownership of goods over a thousand leagues away with tiny sealed messages.

Grindwell (Desert Lands; Hamlet, Pop. 532; TL 7): Grindwell sits at the mouth of the Teithoir River. The heavy depositing of silt by the mouth of the river threatens to divert the stream and flood Grindwell. A wide variety of minerals and components precious to alchemists are sold at the local market as are the skins of the strange beasts hunted by trappers from the jungle. Grindwell is also a choice stop for those seeking to explore the Underwing Jungle or to take the incredibly dangerous voyage up the Teithoir River to the Holy Cities (for those pilgrims not willing or able to take the slower overland route). Few locals will agree to guide or pilot a boat more than 5 to 10 miles upriver (and even then only for an exorbitant fee).

Grita Heath (City State; Hamlet, Pop. 440; TL 4): This tiny village is not shown on the map, though it is located just north of the west end of the Witches' Court Marshes. This village is notable for three reasons: first, it is right next to the Witches' Court Marshes, which itself is notable; second, it is the only source of the famed Thimya Spice, which is prized heavily in Viridistan as only the smallest pinch of the spice can preserve a large portion of food; and third because its population is entirely monotheistic—a rarity in the Wilderlands.

The Holy Cities (Desert Lands; 5 villages; TL 4-7): Deep in the Oppressing Sands beyond the Patchwork Desert is a ring of desert oases that helps to support a strong culture based on

CITIES OF THE WILDERLANDS

Mycretian beliefs. Beneath the five oasis villages lie caverns of subterranean lakes and endless tunnels where the Mycretians have long survived. Edible mushrooms, lichens and luminescent moss support life in these caves where thousands of Mycretians live. The circle of five villages (Ell Bastis, Shealob, Nabi Nagiab, Birjani and Zakuta) with their accompanying caverns are known as The Holy Cities. Two iron mines keep a couple hundred Men and Dwarves busy while the spring fed Cobblefruit Bush fields at Ell Bastis use the expertise of the hundred or so orc slaves and their love for "desert wine." The mined rubies of Deep Ajjinnen Cavern and the special aphrodisiac qualities of one variety of mushrooms that is grown help keep a healthy trade with the Empire via Shardis Province. Strong enough to have maintained its independent status from Viridistan for over two thousand years, these desert inhabitants nevertheless live gently, practicing their spirit gifts and traveling in all directions to spread their beliefs to all who will listen. Greatly weakened during the past 150 years due to the Green Emperor's vicious antagonism, the Mycretians have only been able to step up their missionary activities within the last fifteen years. Years ago, the Green Emperor slaughtered the Mycretians of Viridistan, led troops to the Holy Cities and descended into the caverns beneath, killing several Mycretian prophets. Several of the above ground villages that make up the Holy Cities are under control of the World Emperor to this day. The Holy Cities can be reached by an ancient and well-constructed road that runs to Wortess on the coast and north to Viridistan.

Kauran (Altanis; Small Town, Pop. 2,088; TL 4): Kauran was established over two thousands years ago with the aid of the elves from a nearby town. The people settling Kauran followed the Druidic faith and established the nearby Grove of Whetwyd as their holiest site. When the Skandiks came to these shores a thousand years later, Kauran joined their kingdom. It is believed that the rulers of Kauran had grown disenchanted with the previous Warlord at Ossary, and aided in bringing the current Warlord, Alkazed, to power, in order to bring dissention to the Skandik kingdom and loosen its grip on Kauran.

Lenap (Lenap; Small Town, Pop. 2,692; TL 5): Though considered a backwater colonial town by the Kelnore Empire that founded it, Lenap is the largest and most prosperous town and port in the region, its market the destination for much of the goods and raw material of this part of the continent. Located on the Ament Horn, miles of hills and jungles stretch west of the town, mostly unexplored—even by the Kelnorans who settled the place uncounted ages ago. The region is wild and mostly lawless.

Lightelf (City State; Small Town, Pop. 1,660; TL 6): Lightelf is actually a town of gnomes—one of the few in the Wilderlands. Lightelf was so named for a vision seen by one of its founding leaders. The gnomes of Lightelf cut timber and sell it to the nearby Skandiks.

Longbottle (Sea of Five Winds; Village, Pop. 1,264; TL 5): The seat of Elven power in the Sea of the Five Winds, and an important market village, the Elven Queen Gerdana holds court here. Gerdana has held power here for the last 230 years as high Queen. They have a small squadron of long boats used to protect their fishing boats under the command of Anadriendir. There have been intermittent problems from Tlan raiders on their fishing areas. The Queen has protested to the Governor to little avail.

Ludgates (Isles of the Blest; Small Town, Pop. 1,440; TL 4): The Amiondel are elves who delved too far into uncovering the secrets of the earth and now desire not to work with the earth but to master it. Followers of the evil god Natch Ur, the leaders of the Amiondel arrived one hundred years ago on the southern shores of Oricha and established the town of Ludgates. They conquered nearby villages for slaves and now have spies and agents throughout Oricha. Though a key point on the southern tip of Oricha and a natural way-point for those sailing through the Orichalan Straits, most sailors avoid the town and its evil denizens. Swift elvish ships patrol the strait and raid ships. It is said that the only thing on which the Overlord and the World Emperor can agree is that the elves of Ludgates need to be dealt with.

Malikarr (Valon; Village, Pop. 640; TL 9): The capital of Thrinakia Isle—one of the Isles of Pokrantil in the Uther Pentwegern Sea—Malikarr is a trading center specializing in exotic plants, insects, animals and potions. Malikarr is known widely as the Capital of Alchemy, and for several calamities caused by apprentices in this art. The most famous alchemist is Tanmerick Everhex. Jakumulue of the Vaporous Hand reportedly sells poisons and madness-causing philters. The isle is a home to many wizards who are rogues of their order, or wanted outright for crimes. It is no place to visit lightly. It is said that several of the Orichalan race reside here and are not hunted. Some even say the lore of alchemy which thrives here descends from the ancient Orichalans.

Millo Fortress (Viridistan; Small Town, Pop. 2,040; TL 9): Millo Fortress is the capitol of Shardis Province and is ruled by Shah Paharrib Fu. Millo Fortress is an ancient stronghold designed as the First Line of Defense against unruly Desert People and Berserkers. It is now a way station on the road to the supposedly small desert villages called the Holy Cities. The Fortress' moat is river fed and the sheer curtain walls rising out of it are formidable indeed. Surrounded by dangerous forest, travelers are most relieved to reach the inner courts of Millo Fortress. Werebears have recently been terrifying the Fortress environs and an expedition to discover their lair has been delayed for lack of volunteers.

Modron (City State; Large Town, Pop. 4,920; TL 8): Modron (Maw-drun) was once a thriving port city whose inhabitants worshipped Modron, the Goddess of Rivers, and Proteus, the Shepherd of Neptune. Legends tell of merchant ships arriving from Tarantis and even far off Karak. The men of the city also traded with the merfolk of the underwater city of Crespar located near Modron. But the orc migrations from Dearthwood kept travelers and merchants away. The followers of the god and goddess blamed each other's deity for the loss. Civil strife erupted and the temple of Proteus was submerged in the holocaust. The city was finally sacked and burned by orcs. Recently, with funds from the City State, a new town was founded by followers of Mitra on the ruins of the old, to protect the Overlord's merchant ships from river pirates. The original name of the city was retained because it equated with magnificent warships and high-wizards in songs of the bards. The past fifty years has seen the new port again filled with sailors, merchants and buccaneers. Anoethin is the current patriarchy of Modron. Soggy, bound chests still nestled in the holds of scuttled warships dot the bottom. A legendary fortune is said to lie within the sunken temple's ruins. Sages tell of a river of

incandescent lava beneath the wavelets, sea-bats, a Triton Treasure House, sea-frogs and deadly clouded water.

Mysk (Altanis; Village, Pop. 1,384; TL 4): Mysk is Antil's southernmost outpost and a trade market for goods between Actun, Antil and the lands surrounding the Sea of Five Winds, including Viridstan. Mysk was established 350 years ago after an incident with foreigners at Antil caused the death of several Windriders. The foreigners market for traders from the Sea of Five Winds was moved to Mysk to prevent another such incident. Nert Iron-fist, the lord of Mysk, is noted for his nobility and justice. He maintains law and order as well as the security of the temple of Shang-Ta. Sossul is the leader of the trade delegation from Viridstan and looks upon the natives as inferiors. He is also a priest of Armadad Bog and hasn't had much luck in subverting the population to his views. Items of up to TL 8 are available here, despite the fact that the local craftsmen are not very skilled.

Onhir (Altanis; Small Town, Pop. 1,824; TL 5): The elves of Onhir are renowned for their craftsmanship in gems and jewelry. The adjacent Fogbound Forest has over a dozen small sites where the elves mine quartz, citrine, amethyst and aquamarine. The rangers and warriors of Onhir patrol the forest warding off monsters and poachers. The elven smiths of the nearby village of Anatal (not on the map) and the gem smiths of Onhir often work together, allowing the creation of potent artifacts of power. Cuchulainn has recently been appointed as the Prince of Onhir by Kirilis, the leader of the priests of Cilborith. Onhir has enjoyed trade with the region around City State dating back to the time of the Dragon Empire. The Old South Road was built to allow caravans between the two areas to travel quickly to avoid the numerous monsters of the Wilderlands. Onhir is the southern-most terminus of the Old South Road.

Ossary (City State; Small City, Pop. 12,800; TL 7): Ossary is situated on the Pagan Coast south of Sea Rune and is the seat of power of the cruel Skandik Warlord, Alkazed. Originally named Ossyr Lee, the city was renamed when it was captured in the early 23rd century by raiding Skandiks. The Skandiks now control most of the Pagan Coast. The city is divided among several dozen clans that compete and fight against each other. Ossary is also the central market where merchants and raiders meet to trade plundered goods and slaves. Each of the clans is expected to furnish men and longships to the King. The Overlord and the King of Ossary have a long history of conflicts with a half-dozen major battles in the last thousand years. Ossary has a great temple to Odin. Nearby is Longship Havens, where the Skandiks build and harbor their famous longships. The Skandik kingdom on Brezal Isle is allied to Ossary, though the small Skandik island kingdom of Croy is not yet under the Warlord's thumb.

Renth (Altanis; Village, Pop. 936; TL 5): The western shores of the Straits of Maerstag are lush with hemp and flax. For thousands of years the village of Renth has created the ropes, sails and other rigging needed for the elven swan ships. Ships made in the Great Forest, Actun, Serpeant Little and other elven communities often sail here with temporary sails and have their final rigging done here. Orc raiding parties are often seen in the area. Cira is the master rope maker of the village and works with rope makers, sail makers, and riggers of the villages on the ships that dock to be fitted.

Revelshire (Ebony Coast; Village, Pop. 1,096; TL 3): Revelshire was founded due to the desire of the elves to be

near—and to protect—Najelsthirt, a treant, whose name means "Revelroot" when translated into the Common tongue. They built the graceful Revel Tower to protect him, as well as the city. This is no normal city: it is in the treetops, for the original builders were elves, and tree lovers. They caused the trees to grow especially tall and large for this purpose, and formed their homes and shops from the living branches. They also caused an impenetrable hedge to grow around Revelroot and Revel Tower. The village sits at the confluence of the Sandy River and Revel Run, where they form the Starlight River. Many years after the founding of Revelshire, the Starlight River became an east-west trade route for humans. Soon, Revelshire became a trading center where goods were transferred from animal caravans to ships. The humans coming in began to interbreed with the elves, and soon the elves were outnumbered in their own city. They took the only course available to them, and moved out. Thus, few elves remain in Revelshire, although its former owners still watch the city. The half-elven folk pay lip service to old traditions of the elves and still care for the trees and for Revelroot, in fear of elven retribution. Only a very few still know the words which cause the hedge to let them through to Revelroot and Revel Tower, and fewer care. The half-elven folk have taken advantage of the demand for timber, weeding out old, sickly, dying and dead trees.

Sacred Rock (Southern Reaches; Small Town, Pop. TL 6): Sacred Rock is an extremely crowded town. Built on the mouth of the River Quicksake as a companion to nearby Silvership Castle, there is little room for construction. Houses are often built atop each other, or into the side of the mountain, creating treacherous terraces and serpentine streets. All manner of goods are sold and bought, and all manner of races found—including, it is said, demonbrood from the southern Demon Empires. Bards are held in high esteem. The town has two faces: one that is clean and safe; and one filled with lowlives, drug dens, bordellos and secret slaver rings. These two faces seem to coexist with little difficulty.

Sae Laamer (Viridistan): The very rich and beautiful abode of the merfolk is located deep in the treacherous sea of the Trident Gulf between the islands of Tric and Trac—lands with their own unsavory reputation. The city has been ruled for several centuries by Queen Deleamaka. The city is subjugated by the Emperor at Viridistan. The queen is currently a "guest" at the Imperial Palace, hoping to persuade the Emperor to accede to her requests for independence.

Sea Rune (City State; Hamlet, Pop. 540; TL 5): Over three thousand years ago, Amazon Shield Maidens wandered into Sea Rune and discovered its ancient harbor, obviously not of natural origin. Named for the statue at the center of the harbor and the poem to the sea inscribed on it in Markrab runes, Sea Rune was eventually conquered by the raiding Skandiks, who drove the Shield Maidens to take refuge in the nearby ruined Markrab fortress (now known as the Castle of the Shield Maidens). Since then, Sea Rune has been ruled by Skandik Jarls. The Overlord has on numerous occasions attempted to take Sea Rune. On a recent campaign, the men of Sea Rune were hard-pressed and outnumbered by the Overlord's troops. The men of Sea Rune had drawn up a shield-wall upon a little hill, prepared to die like men and earn their passage to Valhalla, when the Thor himself appeared, wielding his mighty hammer and mowing down entire ranks of elite Marines like a harvestman in a wheat field. The men of the Overlord fled in terror, leaving their dead to be

CITIES OF THE WILDERLANDS

plundered by the joyous men of Sea Rune. The Overlord resolved never to attack the village again. Ten years ago, in 4420 BCCC, the “prodigal son” of the village, a man named Drudnak, returned from his many travels. When he arrived at Sea Rune he slew the reigning Jarl chieftain and installed himself in his place. Last year, the Ossary Warlord sent many thralls under the direction of engineers educated in Warwik to Sea Rune to quarry granite and build a keep, as befits a tributary village. To this day, the Shield Maidens of the nearby castle plan to retake their village.

Sotur (Valon; Ruins; TL ?): Sotur was once the northernmost city of the Dragon Empire of the Orichalans, the companion city to Satur (which is now named Greenwax, located on the southern tip of the Pazidan Peninsula). The city has fallen to ruin since the majority of its structures were reportedly destroyed in a duel between two Orichalan wizards prior to the fall of the empire. Its stone walls can be seen by passing ships. The crumbling stone to this day bears strange scars and markings from arcane blasts. The ruins are filled with conjured monsters and demons, but they appear to be restrained to the limits of the city ruins and do not wander from it. The city has not been repopulated due to these creatures and due to the fact that the ruins are covered with a curse and plague—anyone remaining in the city for more than 12 hours is afflicted with a rotting disease that withers the limbs and turns the organs of the body to a greenish paste. As a result, the ruins are filled with treasure. Several great artifacts are rumored to be there, including the *helm of Ka'ar*, the *mystic library of E'elim* and the famed *gem-sword of Leamak* an ancient Dragon Lord, not to mention the *da'aktor stone* itself—a legendary gem of wondrous power.

Sunev (Ghinor; Small Town, Pop. 2,072; TL 4): Located on Mantero Isle, Sunev is surrounded by high walls and has a well protected harbor. The legendary founder of the town, Lord Memnon, lies entombed in the gigantic Ziggurat which also serves as a temple for his priesthood. Although often wracked by storms, Sunev is always a safe haven. Its citizens love grandeur and seek to emulate the greatness of their deity by building great and enduring works. Slavery is common, but slaves are treated well to ensure their loyalty. Freed slaves often work for merchants or warehouse managers. Swan ships, caravels, sloops and galleons often dock here. Mariners flock to the free theater and chorals.

Tak Shire (Viridistan; Small Town, Pop. 2,756; TL 9): Located between trolls and quarrelsome pigherders, Tak Shire is nestled in barren hills around Geyser Spring, the source of the Upper Stickthorn, and is the capitol of Thygamus Province under control of the Emperor at Viridistan. The province is ruled by Shah Dyshim Leayh. Tak Shire is more of a village than a fortress since the two curtains surround only many small buildings—there is no keep or castle. The Shah lives simply in the neighborhood of his advisors and all have irrigated gardens. Known familiarly by all as “Squat,” the Shah is quite obese, short, and friendly but not jolly. He is fair, efficient and competent but has a weakness for fine women. Wild boars roam the hills round about and large crystal ball crystals can be found in and/or under the bed of the Upper Stickthorn River. Twenty gaseous bodies haunt the moat.

Targnol Port (Viridistan; Small City, Pop. 11,716; TL 9): Targnol Port is the capitol of the Lyoophiath Province and is ruled by Shah Abdu Inslar, a very strong fighter with a sly streak who enjoys warring about the countryside. Targnol Port is a large

town of disreputable character and unseemly habits. Most of the inhabitants are poor, mainly fishermen, but in the noble's area, large stone houses are well decorated and fortified. A temple of black polished marble as smooth as glass graces the port center. It has a grand hall hung with silken tapestries, discreet alcoves with sofas covered with the softest furs of sapamas, alpacas, rabbits, and Chinchillas. Verandas, porches, fountains surrounded by flower gardens and shrubs all grace the central point in which stands a solid gold chimera. Tears shed in the Garden of Tears have been known to change to diamonds. A black enchantress lies in state in the viewing room and great reward is promised to any who break the enchantment (of course, this may not be wise) that holds her in deep sleep.

Tarsa (Elphand Lands; Small Town, Pop. 1,448; TL 4): Tarsa lies in a clearing deep within the Iminsul Forest and provides a centralized place for the mostly elven population of the forest to meet and trade. The majority of supplies brought into this town are by a small group of trusted merchants that travel the hidden trails leading in and out of the town.

Tarsh (Valley of the Ancients; Small City, Pop. 14,240; TL 8): Tarsh sits to the east of the Ruling River, northwest of the famed Valley of the Ancients, built on the ruined capitol of a once mighty kingdom that was brought to ruin during a worldwide conflict ages ago. It was ruled by long lived humans called Tenifell Lords. Appearing as flesh colored normal humans, it is said that remnants of this race still exist and roam the Wilderlands as rangers (known as the Rangers of Tarsh). The outer walls of the city were breeched long ago. Only the nobles section within the inner walls remains and makes up the new city. Rubble is piled on most streets in the old city leaving only a few paths through it. In the center of the city is a citadel with a small wood and a tree sacred to the local druids. The city's central market has goods from Tarantis, Viridistan, Valon and the City State. It is located in a newly cleared area just outside of the inner walls. Tarsh is small in comparison to the larger city states, but its power is growing. Trade is beginning to return. Vendors ply artifacts of the old city to travelers and merchants from foreign lands. Many make a good living scavenging the old city.

Tegel (City State; Village, Pop. 920; TL 4): Tegel is the market for the farms in the area. It is currently ruled by Ternelmor, the mayor and leader of the militia. The reason for mentioning Tegel, however, is for its famous Tegel Manor. Tegel was once ruled by the Rump family, whose family crest—the Golden Hind banner—once inspired confidence and trust. However, the cost of maintaining Tegel Manor, a huge sprawling manor-fortress near the sea coast, and their rumored delving into less savory magicks, led the family into decadence, degradation and far worse. The manor is now reportedly haunted. Sir Runic Rump is the current lord of the manor and he constantly tries to sell the manor, often for ridiculously cheap prices. He has twice lost the manor in card games, but the deed to the manor has always been returned by the latest owners who demand their money back usually with threats of violence.

Tell Qa (Viridistan; Large Town, Pop. 3,300; TL 9): Tell Qa is the capitol of Smyrsis Province—probably the most difficult of the provinces to control—and its ruler, Shah Kijdavr Aenekosii, is only in the position because of his great competence. An enemy to all that is evil, the Shah keeps troublemakers in their own areas. He continually opposes most of the rest of the Council, including the Emperor. The Shah has no Grandhee at

the moment since he banished his most recent one. Tell Qa is a very strong, secure fortress on a cliff overlooking the River Flee. It has two outer curtains and baileys, many round towers and bastions, two donjons and a great motte outside the moat. Four mangonels guard the four quarters. There are several secret passages, some known only to the Shah and others of his close retainers. The forest along the River Flee abound in kobolds, spry, ugly, wizened, shaggy and ragged little creatures, not unlike hairy, bent old men who wear pointed hats. Visitors roam in large groups to avoid being imprisoned in one of the many riverbank caves where the kobolds dwell. A powerful monster called the "Gormhorn" roams the Tell Qa environs. There is reputed to be a Room of Emeralds in Tell Qa but nobody has ever seen it. Many have visited the Room of Passionate Pleasures which the Shah hates and has threatened to close. His troops protest this unpopular action and ignore crimes there.

Thunderhold (City State; City, Pop. 8,000; TL 9): The dwarves of Thunderhold were driven out of their ancestral home in the Majestic Fastness, deep in the Majestic Mountains, 400 years ago by the dragon Analegorn and his young. The dwarves journeyed north to the Sunstone Caverns, rumored to possess a load of mithril. There, they found and defeated an army of gnolls who held the caverns and an adjacent castle and founded Thunderhold. The dwarven King maintains close ties and trade with the City State. He supplies armorers to the City, workers for the mines to the northeast and troops. To facilitate trade the Rorystone road was built between the two cities. The main industry is the gem mines scattered throughout the area. It is rumored that several of the dwarven smiths of Thunderhold can make or repair magical armor. The dwarves have lately regained some territory from the giants living west of them, and it is also rumored that they are preparing a strike against Analegorn, the great red dragon, to retake their ancestral home in the Majestic Fastness. Nordre Iron-helm is the current king of Thunderhold.

Tlan (Sea of Five Winds; Small Town, Pop. 1,952; TL 6): Once the southernmost city of the Empire of Kelnore, and later one of the Ghinor Successor States, this ancient town was conquered three hundred years ago by an army of the Child-king out of the far southwest. When a noble began a revolt against the Child-king one hundred years ago, the Warriors of Tlan revolted, greatly weakening the defenses of the city. The Maid of Wonder with her armored horsemen sacked Tlan a few years later. The port is in ruins and dangerous to navigate as many sunken ships and harbor chains hang from mooring statues. Although most buildings are burnt-out hulks, a few buildings near the old palace are still inhabited by some old families. They rely upon concealed entrances to protect their homes from marauders and looters. An important port and source of many potions and cures based upon biological derivatives.

Warwik (City State; Large City, Pop. 37,600; TL 9): Founded in 3227 BCCC by exiled nobles from the City State after their attempt to wrest control of the Senate from the Overlord was crushed by the Overlord and his assassins, Warwik was built on the ruins of a coastal city burned long ago (1789 BCCC) by a raiding Tharbrian war band. Warwik has a large fleet that sails the Winedark Sea and the Sea of Five Winds. Warlord Gadelen is corrupt and allows the Magnates to rule the city. He reportedly is backing the Brotherhood of Pirates, who

raid the Overlord from a hidden base. Gadelen's family has ruled Warwik for over a thousand years and hates the City State, vowing vengeance for their banishment. Warwik has a good deal of influence along the Tharbrian Coast north of the City State, but it lacks the wide spread influence one would imagine accompanies a city of its size. Warwik is noted for its engineers.

Wenglor (Elphand Lands; Small Town, Pop. 1,604; TL 5): The town of Wenglor is nestled in one of the few clear passages around the northern edges of the Forbidden Forest. It best known for fine silver items crafted by elves over the centuries. Only the local dwarves know where the actual silver mine is as they mine the ore and cast it into ingots for the elves. The dwarves receive a percentage of the profits for their work. The town is surrounded by a stone wall and has two fortified gates. The Moon Maiden Inn is nearest the silver smiths and popular with travelers.

Wortess (Desert Lands; Village, Pop. 1,428; TL 7): The ill-tempered folk of this village produce fine fishing boats, but need a steady supply of pitch for the manufacture of these vessels. Whales love the waters just offshore, but many of them have begun to wash ashore, torn by the teeth of some unknown, enormous creature. The major importance of the village, however, is not its fine boats but is instead the fact that this village sits at the Cleft Roads, where the great road from Viridistan splits—one branch running west to the Holy Cities and one branch south to Grindwell and beyond. As a result, many travelers seeking the Holy Cities use Wortess as a disembarkation point.

Yakin Ley (Viridistan; Hamlet, Pop. 372; TL 7): This town is strange in that its main occupants are hill giants. The hill giants of the Brotbuckle Clan of Yakin Ley are a warty, blubbery and shy sort, preferring not to interfere with humans. However, if they can get away with something, they will blunder on, doing it openly. They fight ferociously but prefer not to. An occasional hill giant will develop a taste for human but they are thrown out by the giants themselves for causing too much trouble. They keep evil blink dogs as pets.

Zothay (Altanis; Small Town, Pop. 2,220; TL 5): When the Skandiks arrived at Ossary over a thousand years ago, Zothay was a small fishing village. After the town of Kauran joined the Warlord at Ossary, the entire coastline southward felt the repeated raids of the Skandiks. Emboldened by the goddess Athena, Zothay was the lone village to resist. It built a small alliance along the coast to Horaja and began to successfully resist the Skandiks. An alliance was made with the Overlord of the City State and the village grew to become a town as the goods from the Sea of Five Winds flowed across the Old South Road to the City State. However, a hundred years ago, the King of Ossary enlisted the aid of the Redrock Orcs to attack Zothay and its alliance. In the general confusion, the King of Ossary attacked Zothay and sacked the town. He had the orcs tear down the walls and forced the citizens to pay tribute. The prior King of Ossary's father installed Kritas the Red as the Skandik governor of Zothay. Kritas, however, has come to consider Zothay his home. Word is spreading that Alkazed, the current King at Ossary, has sent ministers to ensure Kritas' loyalty. Regardless, there is a growing underground, led most likely by the followers of Athena, dedicated to freeing Zothay from the Skandiks.

GEOGRAPHIC FEATURES

This chapter details the main geographic features of the Wilderlands which are noted on the foldout Player's Map. Each entry includes in parenthesis the "region" detailed in the previous chapter where the particular geographic feature is generally located to make it easier to find on the map. The information here is written from the point of view of the player, and may not always be accurate. Additionally, there is always more information about areas that are either well-traveled or close to the major population centers. It is written from the point of view of someone from the City State, with all the biases that may contain.

Map Note: The large fold out map is a Player's Map. It reflects the best information available in the City State of the Invincible Overlord. However, it is not without errors. In fact, it has a number of intentional errors, particularly in the southern lands as that information is difficult to obtain. Characters should not be surprised to see the actual geography to be just a bit different in some places when they visit them. Not all islands are depicted. Some are slightly off in their placement. But the overall geography is as accurate as a Player's Map can be.

AREAS

These areas are smaller, but specific, geographic regions with their own names.

Antillian Peninsula (Altanis): The Altanian Peninsula is the name of the small peninsula adjacent to and west of the Pazidan Peninsula, running south from Actun to its southern tip at Greenwax.

Greenwax is built near the ruined remains of Satúr, the capital of the now extinct Ancient Orichalans.

Oricha (Isles of the Blest): The fingers of the southern tip of the Pazidan Peninsula has long been known as Oricha, as it was the final home of the dwindling race of Orichalan Dragon Lords after the fall of their great empire which covered most of the Pazidan Peninsula. The remnants of the Orichalans long lived in this area undisturbed, until hordes of Altanian Barbarians rode south to destroy them in the times of the League of the Altanians in the 23rd century. The area, which has always been only sparsely populated, has come to hold cities built by the various sea powers as stops on their ocean voyages. What few true Orichalans remain are hunted and most have fled to Ghinor.

Pagan Coast (City State): The coastline of the Winedark Sea east of the City State. So named because the area is dominated by the "pagan" Skandiks. The Pagan Coast includes Ossary, the capital of their most important kingdom. The Pagan Coast stretches from Seastrand (on the coast near Croy) in the north to Swairn's Cairn just south of Ossary in the south.

Pazidan Peninsula (Altanis): The Pazidan Peninsula is the chief geographic feature of the northern Wilderlands. Running from the Estuary of the Roglaroon in the north to the fingers of Oricha in the south, the Pazidan Peninsula was once home to the legendary Orichalan Dragon Lords, who were hunted into near extinction by the Altanians after the fall of the Dragon Emperor. In many places, such as the Carnelian Plains, the soil of the peninsula is rich and red—like the color of the skin of the hardy nomadic barbarians who wander the region in their

animal clans. The peninsula is criss-crossed with many ancient roads, built long ago by the Empire of Kelnore yet which have withstood the weathering of the ages.

Tharbrian Coast (City State): The coastline north of the City State, from Finmark on the west to Warwick on the east. This area is heavily populated by the remnants of the Tharbrian invasions. However, in recent times, many of the coastal cities have come to be captured by the Skandiks.

FORESTS AND WOODLANDS

Astutack Jungle (Lenap): Another of the ranges of jungle in the Lenap lowlands, the Astutack is home to stirges and giant wasps.

Candle Doom Woods (Ghinor Highlands): Deep, dark, and foreboding, the Candle Doom Woods are home to an ancient lich-priest that feeds on any living being it can find in the woods. Hordes of undead prowl the woods looking for victims.

Chamfly Forest (Ament Tundra): The woodland on the eastern side of the Viceroy's, the Chamfly is a sprawling wood in its own right, although it is dwarfed by the Watchtower Forest. Ancient oaks and redwoods are the prominent features of the woods. The Elvish Council holds meetings here to determine elven law. Silkworms provide a meager existence for the halflings of a nearby village. The halflings of these woods and villages are of an evil cult that worships a demon god.

Crying Wood, Forest of (Tarantis): Lush forest area, with many tall and sturdy trees suitable for logging. The forest gets its name from the many foul leucrotta that hunt the interior.

Dark Woods (Valon): The canopy is so dense here that neither moon light nor sun light will penetrate this gloomy forest. The trees of the forest produce wood with a matte black finish and make excellent magical arrows. Giant spiders and sinking bogs make travel dangerous without a guide. A fire hating old treant is said to snatch torchbearers high into the air and dash them against rocks. The Necromancer of Dark Woods may be a mere legend but it is certain that many lives have been lost within this evil place. Deep within is the elf city of Breem. Stories say that the elves are foul and evil.

Dangerous Jungle (Lenap): Fed by the dark salty water of the Bay of Danger, the Dangerous Jungle is a sweltering woodland of twisted vines and thick undergrowth. Dangerous plants abound here, and jungle treants have attacked explorers. Giant insects and carnivorous apes are often caught by sticky rope-like tentacles reaching down from the canopy above. Tanglenut bushes, vampiric grass and man eating plants cause travelers to veer widely to avoid this jungle.

Dearthwood (City State): Dearthwood is a vast and dense forest to the North and East of the City

State. It is home to the Wild Orcs of the Purple Claw. Fourteen years ago, the orcs challenged to cut off all supplies to the city and were finally beaten back and their queen was slain—who rumors say was a female Amazon, not an orc! Since then, the Overlord has successfully appealed to the druids to protect his woodsmen who live adjacent to Dearthwood. No one has located the orcs' stronghold, although many expeditions have been lost attempting it. The Overlord has posted a reward for the slaughter of the orcs and has staffed many surrounding strongholds to lead forays into the wood against the orcs. The wood is also occupied by many druids and the hardy Dunael wood folk, who are accomplished rangers.

Dyrinwall Woods (Valley of the Ancients): Cottonwoods dominate the flora and fauna in these woods. The forest is bisected by the river of Pleasure, so named for the beauty of these fine woods. The northern end of the woods effectively fills the entrance to the Valley of the Ancients.

Elsenwood (Viridistan): Elsenwood is tightly controlled by the Wood Elves and remains wild and primitive. The Elves have their ways, and any troublesome high-powered Magic User or political entity just might find themselves dancing in the forest for hundreds of years. One will never see them in the wood until it is too late; the silvery green raiment they wear helps conceal them. Their main villages (which are underground) are so well hidden and protected that very few know exactly where they are or could ever find them. Because this is so, the Elves have lived for centuries in their underground abodes through many political regimes and have survived. Splendulin and Efrinodel, brother Lords of the Elves, rule all Elsenwood and their unknown number of kin and Elfin subjects. Each have two sons who are very competitive and despise their cousins. The Elves are amused at the wall the Emperor has built, and they mistakenly think that he put it there to keep them out. This, though, may be a mistake. There is a large evil serpent named Sliant in Elsenwood near the wall who is conversant in Viridian and the common speech. The Elves know his ways but he does keep the wall guards from wandering too far. Besides eating an occasional guard, Sliant is known for setting fires to attract the unwary and spitting poison at birds and travellers. Sliant's poison is not only an immobilizer but also haliucinagenic which makes it extremely valuable to certain religions and elements of society. Deep within this forest is an overgrown Gate that transports those stepping within to the shores of the Burning Sea. It only works in one direction that may explain the many attempts to destroy it with huge boulders as evidenced by slight cracks on the surface of the pillars.

Eyestones Jungle (Altanis): This area is named for the huge dark gem deposits found in rocky outcroppings within this jungle. Prized by mages for crystal balls, it is said that nomadic Altanian tribesmen living in the area often wear gem necklaces enchanted to prevent being seen or heard. This tribe

is known locally as the Hoard-Wardens. They wear no armor except shields but fight by ambushes and swift hit and run tactics with blowpipes and darts coated with Sleeping Vine sap. Herbalists say many rare plants grow here.

Fallgon Forest (Southern Reaches): A large stand of ancient pines, the Fallgon is home of all types of sylvan beings. During the full moon, non-native trespassers are captured by the inhabitants to join in their revelry. It is often fatal. It is rumored that an ancient druid shrine is located deep in the forest.

Firewine Wood (Tarantis): Home to gnomes, Firewine Ale is said to be the finest ever brewed. The gnomes barter for many ingredients but keep their methods secret. A fortified inn on the eastern edge warns travelers not to linger within the woods nor cut any trees due to a fierce warband of gnolls often seen hunting there. A hot spring deep within the woods is said to be near the opening to a vast underground cave complex.

Forbidden Forest (Elphand Lands/Valon): This dense, gloomy forest is home to werewolves and Dark treants. A ruined temple stands mostly overgrown in the southern woods.

Great Forest (Elphand Lands/Valon): A massive stand of evergreens and oak, the Great Forest covers hundreds of square miles. Great Forest druids take precautions against beasts entering from the Forbidden Forest to the south.

Hutamah Jungle (Lenap): Appears as a dense, thickly overgrown garden. Tall grasses and twisted vines make an almost impenetrable thicket.

Irminsul Forest (Elphand Lands): An uncharted and vast terrain, the Irminsul holds many unknown secrets. It is the largest contiguous woodland in all of the Wilderlands. Hundreds of square miles of wooded land hold many mysteries and much adventure. Elves, fey, dragons, humanoids, and forest giants are all known to inhabit the Irminsul, as well as saber-toothed tigers and mastodons.

Lagoldurma Jungle (Altanis): This vast jungle covers Altanis from the area north of the Carnelian plains up to the River Greyrush, and from the coastline east to the Ered Perack mountain range. Several different tribes (many Altanian, some not) live in the jungle, and at least three tribes of headhunters reside here.

Overmist Wood (Ghinor Highlands): This black tangled forest on the southern shore of Doomall Lake is home to many



undead. Wights and specters are quite common here. The upper canopy of foliage does not allow light to illuminate the paths of the forest. Legends say that any who fall asleep in the wood are doomed to wander it forever.

Pearl Tower Forest (Southern Reaches): Excellent quality hardwoods, Pearl Tower timber is highly sought after in many regions and is logged by local villages for craft and trade.

Sascat Forest (Ament Tundra): Dark, frozen forest region, the Sascat is home to hobgoblins and orcs. Dire and Winter Wolves prowl the banks of the river.

Scarlet Forest (Sea of Five Winds): Dominant evergreen woodlands, the Scarlet Forest covers much of the central lowlands north of Tlan along the coastline. The many red maple trees and abundant red flowers give this forest its name. The wood from the trees of the forest have a strange reddish hue and can be polished to a glossy finish, making it quite prized by craftsmen. A small tribe of woods elves keeps it free of the touch of evil.

Screaming Hyena Jungle (Ghinor Highlands): The largest jungle in the world, the Screaming Hyena covers hundreds of square miles of dense sweltering woodlands. Several tribes of hobgoblins live in the interior, as well as packs of carnivorous apes, panthers, leopards and giant spiders. Giant varieties of more common jungle creatures have been found here as well. Giant lizards and some few dinosaurs have been noted by unfortunate explorers. The jungle includes a field of springs where oil and naphtha can be found in great quantities.

Skymidden Forest (Ament Tundra): Wild tangle of pines and Sugar Maples, the Skymiden Forest is home to a race of winged, man-like apes which ages ago migrated south to cause ruin to much of the Wilderlands. Who they are, or what they want is unknown. In parts of the forest, tall trees give rise to a world upside down—evil dwarves raid and prey upon good orcs whom a paladin named Zandorak converted to Mitra and who live among the intertwined branches of the great trees, rarely venturing to the forest floor.

Thistledown Forest (Viridistan): The Thistledown is good logging country, not being protected by elves, but there is one great danger in the forest, and that is Koses—a strange creature that rumors say has no arms, three heads of simian-looking monsters, the body of a gorilla and four human legs and feet, and, worst of all, a taste for the flesh of all living things. Rumors tell that its lair is filled with gems and bones. The lair is reportedly easy to locate due to the stench.

Watchtower Forest (Ament Tundra): This awesome forest range covers hundreds of square miles. At nearly 20 to 25 miles in width, and 150 to 200 miles in length, it rivals the Irminsul Forest as the largest forest region in the world. A druid circle of immense power is located in the central area even with the southern tip of the Viceroy Mountains. Treants of vast age move slowly about the forest. An old watch

tower stands at the edge of the forest. It is long abandoned. Few lumberjacks travel far into these woods alone as trolls and hell hounds have been spotted occasionally.

Wise Pillar Forest (Tarantis): Rustling trees seem to be singing when visitors draw near to the sacred ancient Treant known as the Wise Pillar. He shuns contact and only the most persistent druids, elves and gnomes have been known to have consulted with him. This forest abounds with giant bees, giant butterflies and giant insects. Some have noted that burdens seem lighter here. Locals say that giant snakes infesting the forest are large enough to swallow a horse whole.

Underwing Jungle (Desert Lands): The great bat-winged shape of the Underwing Jungle is visible to anyone flying overhead. Disease from the rivers, poisonous flora and fauna, and dangerous tribesmen make explorers very cautious here. This tropical rainforest is home for various giant beetle species. Giant bees and yellow jackets are a threat near the outer fringes and it is rumored that Halfling barbarians have been observed attacking upon the backs of giant yellow jacket wasps. Rumors speak of ancient, vine covered temples to lost gods and ancient cities hidden in the depths of the jungle. The jungle is bisected by the Teithoir River.

Hills and Highlands

Ancients, Valley of the (Valley of the Ancients): Bard's tales and ancient legends tell of the ruins of many dragon weirs that ring this valley. The oldest tales say that some dragons still live within the ruins. Those few who have visited the valley beyond the Dyrinwall Woods say that the floor of the valley is unwholesome, with giant insects in abundance. Sage tell that this valley was the seat of government by the dragons when they dominated the world in eons past. The palace of the ancient Dragon Emperor has never been found. Some far hunters claim this is the reason several varieties of dragons which prefer different climates live along the cliffs to this day. The sages also speak of a strange race, called the "First Men," who rode the dragons in the mists of ancient time.

Bendigroth, Plateau of (City State): The Plateau of Bendigroth is a hundred mile-wide swath of grassy steppes only sparsely interrupted by small copses of wind-stunted trees. It is ideal country for cavalry and horsed nomads, and is widely renowned for the availability of expert horsemen as light cavalry mercenaries. Many battles have been fought on its plains, as hordes of Tharbrian nomads have periodically swept down from the northwest. These plains provide a source of flint for the villagers of Havocia. Minotaurs and wereboars are dangers for the local villagers. A certain region of Bendigroth is known as the Plan of Skulls, since one cannot walk for ten paces in any direction without encountering human bones, as a result of a horrific battle between invading Tharbrians and the forces of the World Emperor at Viridistan. At the eastern end of the plain are row upon row of skulls, human and otherwise, all facing

GEOGRAPHIC FEATURES

east. It is said that they form a part of some religious ritual. The range of Giant Panthers, Wooly Buffalos and Giant Deers, trackers often lead noble hunting parties here to hunt big game. Rocky outcroppings dot the plain and underbrush provides shelter for wild boars and other animals. The trees seem particularly gnarled and strange. Scholars say the land itself was cursed after the defeat of a forgotten dragon-king named Bendigroth long ago. Stone tablets with strange writing have been found here but nobody can interpret them.

Brotbuckle Briars (Viridistan): A particularly bad area of wild bushes covered with thorns. Predators venturing into this dangerous maze often go mad trying to find their way out again. Wolves are known to roam this area, using briars for shelter and protection. Hill giants (and other giants) are also very common.

Dead Queens, Valley of the (Viridistan): The valley came by its name from an ancient legend. Long ago, the tales tell, in the days of the Queens, Nandi, Varanna and Melusina disagreed on the use of their queenly powers and fought continuously, greatly harming the people. One day a stranger appeared in court, a female stranger who made a terrible prophesy and not long hence this prophesy came to pass. The land was cleft by a mighty earthquake and the queens were buried in the debris. The beautiful young princesses withered and shrank, becoming misshapen. They died young and all their progeny were hideous, dying young as well. The queens are no more, or so the legends say. Today, the valley is inhabited by all manner of the most hideous of monsters. For this reason most all creatures avoid this area, in spite hushed words about the great amount of treasure in the valley.

Demon Valley (Viridistan): There are no habitations or visible structures in Demon Valley. The beautiful meadows and small copses of trees seem an idyllic setting but for the large crag of rock in the middle of the valley that is rumored to be a doorway to the underworld. It is said that a demon-wizard of great power resides here and protects the gate and that he and his servitor demons buy and sell souls.

Filthenor, Hills of (Tarantis): These grassy highlands, surrounded by marsh and forest, are home to the vile Split Ear Goblins.

Ghinarian Hills (Altanis): The Ghinarian Hills end in the Cape of No Return, and generally mark the southernmost expanse of the barbarian Altanian tribes. The vale between the Ghinarian Hills and the River of Visions is home to some of the worst outlaws, criminals and outcasts of the Altanian tribes, who seek refuge here in this buffer territory between Altanis and the lands of Oricha.

Glow Worm Steppes (Valley of the Ancients): The Glow Worm Steppes are not truly steppes and are rather a vast plateau and highland. The area is home to many tribes of primitive cave men. Rumors say that at night one can see the fantastic worms for which the highlands are named—huge, glowing bod-

ies of worms of monstrous size winding their way across the land. Few have seen the worms up close and lived to tell the tale.

Govannon Scarpe (Lenap): This wide open mesa-like plain gives an elevated view of the Churning Sea. It is a rugged and barren plain, gradually getting lush towards the south. This tall range is wind sculpted into bizarre shapes and a small shrine is located on one outcropping.

Howling Hills (City State): Packs of dire wolves as well as werewolves and trolls prey upon unsuspecting travelers and villagers.

Joyful Demon Hills (Ghinor Highlands): Named for the sounds of howling heard echoing through the hills, the Joyful Demon Hills actually reflect the sound of the apes from the Screaming Hyena jungle. One ruined shrine hidden deep in the hills is dedicated to a two-headed baboon-like creature with tentacles for arms—believed to be the Demon Prince Demogorgon. According to the runes, the creature walked the hills and the jungle to the north in ancient times.

Kingssun Tower (Southern Reaches): A spire of solid granite, the Kingssun Tower is topped by a huge crystal geode that reflects light in all directions. The crystals are so clear and polished that any amount of light is reflected many times over. Only on heavily clouded nights is the area ever fully in darkness.

Lighthedge Canyon (Southern Reaches): This deep rift in the Ghinor Highlands is full of treacherous natural obstacles. Nevertheless, the Falls of Song at the west end of the canyon makes a beautiful melody as it crashes onto the rocks below. Entrances to caverns under the Highlands riddle the lowlands along the River Quicksake. Overlooking the Canyon and the Quicksake, the Lighthedge Ridge on the south side of the canyon is a nesting area for wyverns. The Town of Dragonsaddle has held an uneasy truce with the wyverns for several years.

Picari Ridge (Sea of Five Winds/Ament Tundra): A long ridge west of Tlan named for a mysterious tribe of goblins known to frequent this area. Traveling well over 500 miles into the region of the Ament Tundra to the south, the Picari Ridge rises anywhere from 30 ft. to 250 ft. above the surrounding lowland. Caves are common in the face of the cliff, and birds and other avians make their nests along the rocky crags. High atop this ridge are many giant war engines facing south in dug out ramparts. They will fall apart if moved and are surrounded by many graves marked with stones.

Sidhe Hills (Elphant Lands): These grassy hills roll gently from the lofty heights near the center of the range down to the edge s of the surrounding forests. A few human settlements surround the hills, but elves are the most common inhabitant of the range. Rumors tell of ancient elvish barrows.

Skywall Ridge (Ament Tundra): The Skywall looms some 250 ft. over the Visick Plain. Looking like a titanic citadel wall, the granite face of the

Skywall is pierced with caves and cracks from years of nesting by all manner of flying creatures. Wyverns nest on one end, and hippogriffs nest on the eastern end.

Tupimare Hills (Lenap): These rough, wind-blasted hills are the home of hardy nomads and a few tribes of goblin raiders. Water collects in deep caverns, and such areas are highly sought after. Horses and wolf packs frequent these flower covered hills. A mated pair of centaurs has been sighted defending the horses on occasion.

Vastern Canyon (Sea of Five Winds): Dropping nearly 100 ft. from the southern Menuquet Plains, this heavily wooded box canyon is home to many owl bears and other magical beasts. It is rumored that the canyon was the living laboratory of a crazed mage. Creatures can be found here that live nowhere else.

ISLANDS

The Winedark Sea and the Sea of Five Winds are filled with hundreds of islands, many containing secret lairs or pirates. They are an endless source of adventure and exploration, as well as a source of rumor and speculation.

Blackwell Isle (Ebony Coast): Ruled by the Satrap—the Governor of Moonstone Island—this island provides dry-docks for the maintenance of all types of vessels. The island attracts retired military personnel, adventurers and mercenaries due to the fact that the island has no dangerous indigenous creatures of any type—aside from man.

Brezal Isle (City State): Just north of Croy is the Skandik island Brezal Isle and its capital city, Armagh. The king of Brezal is believed to be a tributary king under the rule of the Skandik Warlord, Alkazed, at Ossary. Sailors tell dark tales of the great sea monsters that swim near Brezal Isle. It is said that the island is the peak of a sunken mountain range, submerged during a battle between sea mages countless ages ago. The ruins of many buildings, walls and even entire towns have been found underwater nearby.

Croy (City State): The isle of Croy sits just east of the Mouth of the Roglaroon and contains the Skandik kingdom of Croy, which is not aligned with the warlike Skandiks at Ossary. The isle of Croy contains an ancient shrine to Odin (known as "Wotan" to the Skandiks). It is said that the shrine contains a huge oak, a seedling from the divine World Tree, and that the oracle of the shrine is very wise.

Dawn, Isles of the (Isles of the Dawn): The Isles of the Dawn are so named because worshipers of Apollo believe his chariot emerges from this sea to begin his journey across the sky. Sailors have also claimed to have seen Apollo walking on several of the peaks of the various tiny islands in this region on occasion at dawn. Aside from the numerous uncharted reefs that make sailing hazardous near the islands, there is little to note except the occasional

water spout. Great whaling ships can be seen in this region pursuing the great beasts.

Ethereal Bells, Isles of the (Altanis): Strange sounds of bells are often heard at night by fishermen that seem to guide them home. The island is said to be a den for the Quicksilver Pirates. The main cove of the island is Mengebet Bay, which is a great source of fish and pearls and which rumors tell has an underwater cavern system that travels all the way under the water to the shore of the mainland. Aquatic trolls lurk near the cave system.

Flame, Isles of (Lenap): So named for the strange bluish flames that can be seen from miles at sea that leap from the peaks of these isles. Their source has never been found. Legends tell of sailors mesmerized by the flames driving their ships against the many rocks that surround the island.

Gheulost Island (Viridistan): A strange legend exists about this island. Many years ago, the legend says, when the earth was dark and the sea bubbled red, there were no islands, no safe places for the merfolk to safely cool their scales among the rocks. Large ferocious animals roamed the beaches and fed in the shallow waters. One day, a little sea boy was caught in a whirlpool and dragged down into the seething red mud at the bottom of the sea. The little boy was stuck and hot red mud clogged his gills. Then he felt under his fingers a large metal ring, the *Sea Cradle Plug*, and he pulled. All Earth shuddered. Then the little sea boy was spewed far into the air and it rained red mud. Alas, the little sea boy sank beneath the waters and died. The waters cooled. The red mud turned to rock and many islands were formed. The legend is not the only mystery about the island. For some unknown reason, the island is heavily guarded. One or two warships of the Viridian Navy guard Gheulost Island at all times, and several hundred soldiers are stationed on the island. It is death to land here. Any ship approaching the island is sunk without warning.

Mantero Isle (Ghinor): Also known as the Isle of the Scroll-Makers, myths state that it was once the stronghold of a Mystic Guild which manufactured scrolls for trade with the powerful and wealthy of the sea peoples of long ago. Little of value can be found unless tons of stone can be moved to uncover the underground dungeon laboratories of the forgotten wizards. It is believed this was a stronghold of the Philosophers destroyed in that ancient war.

Moonstone Isle (Ebony Coast): This island is a naval base for the Kingdom of Karak and is ruled by a Satrap (Governor) with a small troop of mercenaries. Silks and exotic tapestries are the principal exports. The silks are enchanted to sparkle in darkness and the tapestries change scenes every dawn. The penalty for allowing the goods to touch the ground and ruin the enchantments is death by hanging.

Pantagent Isle (Ghinor): Also known as Penumbra Island. A giant's castle stands deserted upon a

GEOGRAPHIC FEATURES

volcanic cone. Shadows on this island seem to take on a life of their own.

Pokrantil, Isles of (Valon): Once a island civilization ruled by the Singing Queens, also called the god wives of Proteus. This peaceful civilization was destroyed by raids ages ago. Now the isles are home to the Brotherhood of Sea Tigers, a loose alliance of pirates. The true Pokrantilians left still cling to ancient ways and often are the source of bardic mages. The isles include Raucous Isle and its famous slave market as well as Thrinakia Isle, on which is Malikarr, the City of Alchemists.

Shillelah Isle (Tarantis): Within the forests of this island grows a copse of trees which produces a tough wood, especially easy to enchant. It is a variety of Iron Wood tree that produces a magical pheromone that causes insects to see mates near the base of the trees and become poisoned to fertilize the soil.

Silver Skein Isles (Silver Skein Isles): Once a loose confederation, this chain of islands has been broken up by religious strife in the past eight years. The discord centers around a dispute between priests of Chapleton Island, who have a rather fragile claim to religious leadership of the entire chain, and the Clerics of the various islands, who wish to retain their autonomy. Open warfare has occasionally occurred between the mercenary forces of each side, but most of the conflict has been waged through subterfuge, clandestine operations, and occasional assassinations. The island of Dolehalls has managed to remain aloof from the struggle due to strong ties with religious orders to the north. This has allowed them to act as an intermediary with both sides.

Taphos Isle (Tarantis): This isle is the ritual graveyard of a long dead race. What now appear to be rolling hills are actually unopened burial mounds with unexposed entrances.

Tirnanog Isle (Sea of Five Winds): This peaceful Isle is the home of halflings and humans. Its principle resources are quartz, spices, bananas and lobster. Migrating ducks often make this a stopover. The island is infested with strange monkeys.

MAJOR BODIES OF WATER AND COASTAL FEATURES

Ament Horn (Lenap): This jutting peninsula is 10 miles wide and extends some 20 miles outward into the Sea of Five Winds. The seat of the city of Lenap, Ament Horn is graced with an ancient granite statue carved from a giant outcropping. Carved in ancient times, the city grew up near this statue to a forgotten god.

Cape Kumari (Desert Lands): One of two safe landing places on the Gulf of Pinnacles, Cape Kumari hosts the city of Quitzit. It also sports a tall tower to aid ships at sea locating their bearings. The cape and village are plagued by giant crabs.

Cayerva, Bay of (Valon): The legendary homeland of Cayerva is said to have sunk beneath the

waves long ago. Its trading ships traveled to every port in ages past. The gradually lowering sea level has exposed some moss-covered towers near the shoreline. It contains numerous whirlpools and sea hazards that cause most vessels to stay close to shore

Churning Sea (Lenap): A dangerous stretch of ocean running south and west of the Ament Horn, though extending no further than Tirnanog Isle. This area of sea contains whirlpools and great waves that seem to arise without warning, said to be caused by the curse of a god placed on a now sunken civilization that once existed in this area.

Council Lake (City State): Nomads (mostly Tharbrians) from the various plains travel here yearly to trade goods and celebrate springtime. The forests around the lake, however, are quite dangerous. The nearby Darkling Woods are haunted woodlands, full of many magical plants and animals that can be used by wizards as spell components. As All Hallows' Eve draws near, many witches traveling to the annual ritual in the Witches' Court Marshes stop for several weeks in this wood to harvest the plentiful mandrake root and other herbs and creatures that are usable as spell components or potion ingredients.

Crown Beast, Lake of the (Tarantis): A fresh water lake that provides an excellent source of fish. Locals speak of a Sea Dragon, who has taken female slaves from a nearby village and who inhabits a huge cavern beneath the lake. Local fishermen have been making sacrifices to the dragon for the last six centuries.

Dahute Bay (Tarantis): This protected bay provides a natural harbor for the city of Tarantis. The waters are deep enough to accommodate the largest galleons. A large clam bed and shrimp keep many fishers and divers busy. Across the bay from Tarantis are the ruins of the ancient Ivory City, the capitol of legendary Empire of Kelnore. The ruins are called the City of the Dead by the Gishmesh and Paldorians and are believed to be haunted. Local legend says that in the centuries since its fall, none of the foolish or curious who have ventured into those ruins have ever returned alive. And some nights, it is said, the voices of the dead and dying can still be heard in Tarantis, softly moaning, their voices carried across the bay on the wind.

Deeprock Lake (Elphand Lands): Hundreds of feet deep, the lake has three spires of limestone that stand an additional hundred feet from the waterline. It is unknown how tall the rocks actually are.

Devilstongue Peninsula (Ghinor): This stony peninsula rises out into the sea as a high cliff, forcing itself out of the Screaming Hyena jungle to serve as a landing area for sea travelers from the north. The village of Chim is a busy port supplying naval merchants with traveling gear and guides into the treacherous jungles of the south. South of Chim is Nirang's Keep. A cavern complex is set into the cliffs.

Doomall Lake (Ghinor Highlands): The largest lake in Ghinor, the Doomall is a shockingly deep blue, and quite clear near the shore. Aquatic life is abundant, with many varieties of fish, crustaceans, and eels. Giant gar and pike patrol the deeper waters, and a few giant eels have been seen as well. The "Creature of the Doomall" is a serpent of unknown origin. Dwarves from a nearby village erected a watchtower to guard against a Beast that supposedly lives in the abysmal depths of the Lake.

Five Winds, Sea of (Sea of Five Winds/Isles of the Blest): A busy sea used by many commercial vessels. The blue waters of this sea are often subject to violent hurricanes and tropical storms. Often times seemingly without explanation the weather will become bitterly cold with blizzard like conditions. The weather is the most erratic around the Isles of the Blest.

Glazed Lake (Elphand Lands): So named for the glimmering slime covering the shallows of the lake, this body of water is home to numerous large fish and other beasts of the deep. Aboleth have been seen recently around the shallows.

Gods, Lake of the (Isles of the Blest): A deep but clear lake, there is a portal to the Elemental Plane of Water down in the depths. The portal is a shimmering eddy in the current. The appearance of elementals of all types to the local villagers is what has given this lake its name.

Iso Monster Lake (Viridistan): "Iso," the local term for tentacles which has been used to name the monster that occupies the lake, is a strange creature which, according to rumor, consists of hundreds of long tentacles, slimy and suction-padded, though no one has ever seen its body. It is said to have a human head covered with many scars. What is not in question is that Iso destroys any vessel near the center of the lake. Legends relate that the monster was once a mortal that challenged a god. Birds and animals avoid the lake, preferring the swamps to the south or the bay to the east. Iso has been known to snare errant low-flying dragons from the air or lure animal prey through a sort of humming vibration that is most attractive and curious. There are plenty of fish in the lake and Iso gets along well with nixies, water elementals, and river trolls, but not merfolk. It is rumored that even the Marmon Hags leave the Iso Monster alone, which in itself is a testament to his power.

Maerstag, Straits of (Altanis): The Straits of Maerstag run from north of Mysk to the Strait of Clashing Rocks and into the Romillion Sea. The coastline is quite rocky, though the eastern coast is lush with hemp and flax, which is used by the denizens of Renth to make excellent rope. These straits are named for the gigantic statues of a forgotten god on opposing shores. Races with telepathic abilities refuse to venture here.

Ninuflan Bay (Valon): Though cold in the winter, in the spring gigantic lily pads grow far from shore and make landings hazardous. The reefs teem

with life of all varieties and giant sea serpents have been sighted here. Nixies and Sirens have been known to sunbathe upon the giant leaves when in flower.

Orichalan Straits (Isles of the Blest): These treacherous straits run between the southern fingers of Oricha on the Pazidan Peninsula and the northern tip of the main Isle of the Blest. Only skilled sailors and quick ships manage to avoid both the rocks, shoals and small islands that dot the strait as well as the elvish raiders from Ludgates. Only the large and well-armed merchant ships of the Overlord or the World Emperor seem to avoid the elf pirates—though frequently not the rocks. The sea bottom is littered with the hulls of sunken ships carrying mercantile goods and treasure, the victim of either the rocks or, more recently, the raiders.

Pinnacles, Gulf of (Altanis): Surrounded by jutting peaks of solid granite, ships find that landing anywhere along this gulf is most hazardous. The only safe areas are near the mouth of the River White Worm, and the city of Quitzit on the Cape of Kumari.

Quill Lake (Elphand Lands): Nestled in the Lords Mountains, Quill lake is home of a very rare and dangerous spiny rockfish. The creature is highly poisonous, and are the dominate species in the lake.

Raglaroon, Mouth of the (City State): This delta is the mouth of the main river feeding the City State. The river is very deep and fast until it reaches Modron to the south, where its shallows out.

Romillion Sea (Altanis): In the center of this small sea is the Isle of Ekur where giant lizards reportedly attack all who land. The southern and eastern shores are steep with cliffs, many of which are inhabited by the legendary Windriders, a race of winged humans. While the sea provides the shoreland villages an ample supply of fish, one must beware the Strait of Clashing Rocks located at the mouth of the sea as it exits to the Straits of Maerstag. The Clashing Rocks, according to the local sailors, are extremely perilous—shifting, raising and lowering, and moving side to side as if floating. Selget Haven is a small harbor of calm water on the western edge of the sea. The river from Selget Haven leads to the city of Actun.

Shadow Lake (Tarantis): This lake in the shadow of the Terad Mountain range is a fresh water lake fed by the Pantera river. A few fishing boats can usually be found here from local villages. Furtive shadows can often be seen crossing the lake at twilight.

Temple Deeps, Lake of the (Altanis): This lake, southwest of Kauran, is rumored as its name implies to contain an ancient sunken temple of Neptune from before the time of the Orichalan Dragon Lords. The temple is quite deep and filled with water monsters and guardians of great variety. The deepest chamber is said to be the throne room of the god.

Trident Gulf (Viridistan): Choppy but relatively shallow body of water between Viridistan and Ghuelost Island. Naval ships of the World Emperor are on heavily patrol here as this gulf is under the

GEOGRAPHIC FEATURES

direct control of Viridistan. The gulf contains the undersea merfolk realm of Sae Laamer, which is currently subjugated by Viridistan. The gulf contains the strange Tric and Trac islands.

Uther Pentwegern Sea (Valon): The Great Sea of the North. Only the relatively few islands near its center break up the vastness of this sea. Tales of mermaids, kraken, sea serpents and water harpies are common from ship captains passing through these waters. A great castle and fortified town once stood upon an island which provided protection for weary sea merchants and travelers. It was sunk by a gargantuan Kraken ages ago. The Isles of Pokrantil are located in the southern section of this sea and are the home of pirates, as well as Thrinakia Isle and the alchemists of Malikarr. Noted also for frequent water spouts, treacherous shorelines and whales.

Vast Lake (Elphand Lands): Vast lake has an incredible diameter of approximately 20 miles and is easily 2000 ft deep in some areas. The lake teems with all sorts of wildlife mostly of the normal variety, but often is visited by river nymphs, water sprites and pixies. Fisherman and merchants ply the waters of Vast Lake in various craft from long boats to merchant ships. On an island in the center of the lake is the ancient city of Damkina, home to the Lord of the White Throne. Rumors tell of underwater caverns with large air pockets that have been discovered, but not explored.

Visions, Lake of (Isles of the Blest): Seated at the southern end of the Castelian Range, the Lake of Visions is a high mountain lake. Unusual gasses in the area have the strange ability to grant travelers a quick glimpse into their future. The accuracy of these glimpses is hard to determine. The algae that causes this effect is often gathered for sale to herbalists and witches. The lake is a great source of fish.

Winedark Sea (City State, Tarantis, Ebony Coast, Altanis, Valon, Valley of the Ancients, Isles of the Blest, Isles of the Dawn, Silver Skein Isles, Southern Reaches): The Winedark Sea is the largest body of water in the Wilderlands. It stretches from the Uther Pentwegern Sea near Valon in the north to the Sea of Five Winds past Oricha and the Isles of the Blest in the west and to the Silver Skein Isles in the south, and beyond—east to Karak and south to the Demon Empire. The sea is so named because its waters are a strange, deep reddish blue. Yet, despite its appearance from the surface, the water beneath is remarkably crystal clear.

MOUNTAINS

Aleion Mountains (Elphand Lands): Arising from and amid many rolling foothills connecting the the Range of Dissension and the Amaite Range. Just north of the Vast Lake, the Aleion Mountains are home to several clans of hill giants. Stone giants can be found in the southernmost area. The highest rock face contains many caves used by Hawkmen and a

few other flying races. They have to constantly guard against the encroachment of harpies.

Amaite Range (Elphand Lands): These mountains are tall, and numerous pure mineral deposits act as attractors of lightning to these peaks. Halfling prospectors compete with humans for wealth and often life itself. A sizzling death is said to welcome anyone brave enough to wear armor or carry iron weapons here. A small shrine to Thor is located on the highest peak.

Bendarloin Mountains (Reaches): Filled with semi-dormant volcanoes, the Bendarloin range is home to a dozen clans of dwarves and many families of gnomes. Both races have mounted war parties to drive away the elves of the nearby forest. These mountains are also teaming with orcs under the control of an evil lord that has built a castle in the center of the range. They mine marble and coal.

Castellan Mountains (Altanis): A gigantic sculpture of a sleeping Stone Giant sprawls along the lower elevations of this mountain chain. Orcs have taken residence in many ruined citadels and attempt to coerce caravans into paying a toll to travel the long pass called Bulwark's Breach. Renowned for water falls emptying into wetland valleys. Most have never been explored due to the sheer cliffs. Natural caves abound.

Cloudwall Mountains (City State): The high peaks of these mountains are often shrouded in the clouds. Steam boils out from fissures in low areas causing the mountain to be in perpetual fog. Known for its abundant outcroppings of fine marble, the only means of traversing this high range is the Twinhorn Pass, south of the Mermist Marshes. Lanshen Cap, one of the tallest mountains in the chain, rises to a height of 17,000 feet. It is said that the god of thunderstorms lives atop this mountain. An ancient altar is filled with incense offerings by those who venture here.

Cruaich Mountains (Ghinor): These mountains extend the entire length of the Isle of the Blest. There are rich deposits of tin and copper. Legends say that the ancient and mysterious Markrabs had a lair here. These peaks give a sweeping view of the southern jungle, and are used as landmarks when traveling the area. One peak is reportedly the home of a silver dragon.

Dissension, Range of (Elphand Lands): Some flora of this region exudes a noxious vapor which turns emotions sour. Good friends forced to stay for extended periods often become fast enemies. Due to high altitudes, harsh conditions, and lack of navigable pathways—as well as a magical curse, some say—the Range of Dissension has gained a reputation of being impassable.

Ered Demivand (Desert Lands): This low mountain range is gradually fading into the surrounding hills, with age and erosion speeding the process. This southern end of the Haunting Range is dominated by orcs, fire lizards and mountain lions. The orcs mine ore here that is shipped to the city state. Humans,

dwarves, and a few families of gnomes live among the mountains.

Ered Losthain (City State): Mountains east of the Old South Road. Many copper mines have been found in this area. The legendary Palace of Crystal, built by elves in ancient times, is hidden within these peaks by powerful wards and spells. Many treasure hunters have disappeared looking for it. The spirit of this mountain exudes a feeling of peace and calmness which some say comes from breathing the mists from many waterfalls. Centaurs gather at a sacred pool located in a glade within the foothills to exchange vows.

Ered Morghain (Valley of the Ancients): The northernmost peak of this range is known as Doom Peak and is home to Rock Trolls and Rock Giants which share the many caverns with goblins. Legends relate that the population of a large underground Dwarven city was brought to ruin in ancient times by a monster they awoke deep within the heart of the mountains. Explorers and prospectors are often driven away from the mountain by the ominous orc war drums.

Ered Perack (Altanis): Wind worn into fantastic shapes, the mountain seems to moan and rumors say that the spirit of the mountains instills fear in the hearts of any attempting to intrude upon his solitude. Several sealed crypts have been seen on the lower terraces guarded by deep pits filled with sharpened stone blades.

Gigabolt Mountains (Viridistan): These mountains are known for their terrible storms that feed the angry Hyando River, and also for being dangerous country where druids and medusa live. The druids manage in such poor company by hiding and avoiding the snake-headed women. The gifts of communication with plants and animals are helpful here. The druids periodically make themselves scarce, especially just prior to and during times of political upheaval. Giant wolves with huge whirling red eyes roam in packs protecting the ancient gathering places, magical stone circles and long burrows in the hills south of Gigabolt Mountains. The Silvery Fires seen at night in this area reportedly denote buried treasure or an evil being. Located on a high hill near the Gigabolt mountains is Druid Hold, an ancient ring of massive granite stones covered in runes of religious and magical nature. Strange lights dance above the stones when seen from far away.

Guarding Range (Elphand Lands): A blocking doorway from the east, the Guarding Range holds the timeless plain of the Land of Beasts away from the rest of the world. High mountains and forbidding passes block nearly all traffic from the more civilized east. Jutting peak stands as the highest elevation of this northern range. This marks the northern end of the Wilderlands as the world knows it. The southern most pass is known as the Final Pass. Sometimes known as the Mountains of the Avenger.

Haunting Range (Desert Lands): Reaching hundreds of miles, the Haunting Range rings the

Patchwork Desert and is named for the howling and moaning winds that whip through its peaks. The sounds can be heard in the foothills surrounding the mountains. Undead spirits have been seen in several of the passes through the range, and poltergeists are known to start rockslides near travelers. It is well known that hundreds of ghosts beg for assistance in finding their remains and taking them to the Altar of Restoration beneath the Holy Cities within this range. A popular nursery tale says medusa of the Haunting Range make their home in an underground series of trenches buried during a battle here.

Hoary Mountains (Viridistan): Mountain sheep of the Hoary Mountain peaks provide the warmest wool available. It is quite valuable. They are hard to catch and shear and impossible to tame. Sapamas and alpacas, easier to catch and tame, are more numerous and their wool is light and soft. Mountain men trade these products in Grimlon for staples. A herd of mammoths are said to live near one of the ridges, but rumors also tell of frost giants there as well. Bugbears haunt the foothill valleys. Great herds of musk deer roam higher elevations. The legendary Valley of Diamonds, accessible only by bird, has reportedly made a few enterprising men wealthy. The road to the nearby Barradine Ruins, a ruined city from ancient Kelnore, is treacherous with bandits.

Lords Mountains (Elphand Lands): Created by the hands of the gods, the Lords mountains emerged after a terrible storm blasted the entire area, leveling forests and draining lakes and rivers. Legends say that in ages past new kings were required to make a pilgrimage to these peaks and bury the helm of their predecessor.

Majestic Mountains (City State): The Majestic Mountains are appropriately named, as their size and beauty are awe inspiring. The most notable feature of the range, however, is the Majestic Fastness—a vast underground complex, like unto a city, that is the ancestral home of the dwarves who now occupy Thunderhold. The dwarves were routed from their ancestral home by the Dragon, Analegorn, and its three young who now dominate the mountains to this day. The sides of the mountains, once lush with alpine meadows, in many places still bear the scorching of the assault by the dragons over 400 years ago. Analegorn has not emerged since, but his young can often be seen circling the mountain tops and raiding the local area. Surprisingly, the dragons have not yet led an attack against Thunderhold. Analegorn has called hordes of evil creatures to him who do his will and guard the hundreds of miles of corridors and deeps of the Fastness. In addition to being the fiercest dragon living, it is rumored that Analegorn is also a wizard equal to the most powerful archmage of ancient times. The dwarves of Thunderhold are said to be planning a strike against him to regain their ancestral home. It is said that these inhospitable peaks are resplendent with precious gems.

Molting Mountains (Lenap): This short range of quickly eroding mountains is the tallest point in the

GEOGRAPHIC FEATURES

surrounding highlands. The northern reaches of the mountains are home to many harpies and gargoyles. At times a Roc can be seen flying over its peaks.

Ododharaun Mountains (Valley of the Ancients): The monks of the Temple of Od in the hills below say a pantheon of forgotten gods made their home upon the peaks and reappear occasionally to reward those who seek truth and honor. The eternal city they lived within was called Haraun Holm. The peaks are beyond the climbing ability of even the hardest explorers and remains snow capped even in summer.

Over Doom Mountains (Ghinor Highlands): This range of high peaks (avg. 10,000- 11,000 ft. high) acts as something of a wall to the lands southeast of the mountains. The passes through the mountains are treacherous; giants, ogres, and dragons lair in the range. Natural obstacles also present a challenge; landslides, rock falls, and avalanches are common occurrences. Rumors tell that a family of red dragons makes their lair on Brown Thorn Peak. Several round warning stones, carved in ancient Kelnoran glyphs, can be found in the lower approaches.

Pinnacle Mountains (Viridistan): These mountains are famous for the Silver Elephan Mines. Tricky mountain passes and unsafe mines discourage all but the Elephan cavemen from working these valuable mines. The silver ore is carried out by secret tunnel to a lake where the cavemen are paid in venison, mutton and ale. It is said that wyverns nest in the abandoned mines. One mine collapsed many decades back due to vicious birds attacking the timbers. Skandiks believe this range to include the highest mountain peak in the world, and thus the earthly end of the Rainbow Bridge to Asgard.

Saddle Back Mountains (Sea of Five Winds): Rich in tin, lead and iron. The mountains often resemble a saddle due to glacial basins. Goldenhorn Peak shines brightly in the sunshine as its highest peak. It is said that the Hermit of Winter lives upon the uppermost peak.

Starrcrag Mountains (Viridistan): A red bearded clan of mountain dwarves lives in Starrcrag and tolerates no visitors except traders. Wrinkled and tough as old tree roots, these large-headed, barrel-chested fighters are tenacious miners. They are the last remaining expert goldsmiths that can capture wondrous magical powers into golden jewelry. There is a warning monument deep in the mountain, erected to remind the dwarf descendants of Bruskin, who lost his artistic pride and became miserly. His hoarding of wealth attracted dragons, brigands, and orcs, keeping him preoccupied with wars and skirmishes for thirty wasted years when his cohorts got little mining done. He eventually died by the sword and his riches were plundered. The powerful *Cat's Eye Ring*, finely wrought long ago, is rumored to have been lost somewhere in the famous dwarven gold mines.

Terad Range (Tarantis): Dwarves mine iron from the dormant Burntface volcano, one of many dormant and extinct volcanoes in the range. Although there has not been an eruption in modern times, one

could occur at any time. This area is home to the Karzulun peoples, a nomadic tribe that roams the plains and makes war against the eastern province of Tarantis.

Viceroy Mountains (Sea of Five Winds/Ament Tundra): This long range extends south through the Ament Tundra where vast glaciers are common. Dragonspate geyser resembles a dragon's breath it is so huge. It is said that this chain was named by the leader of a vasthost which was slain by an Overlord for claiming all the lands he could see from the mountain top.

Wilderland Mountains (Valon): The southernmost tip of the Great Range Mountains, the Wilderland Mountains range from 10,000 to 25,000 feet in elevation. Several dwarven clans live peacefully in the range. A source of coal and iron ore, these mountains is frequented by dwarves and explorers of many races. Rocs and Giant Eagles nest on the highest peaks and grant each other a wide berth. The overgrown ruins in the western pass was a citadel destroyed by an landslide centuries ago. Travelers often use it as temporary shelter. A hermit with a vow of silence lives on the eastern slope and some claim his is as old as the mountain itself. He is known as the Holy Hermit.

PLAINS

Battleplain Gwalion (City State): Legendary site of barbarian and nomad wars. The ground is fertile from spilled blood and contains the remains of many dead. Rumors tell of a conclave of necromancers who use their dark arts to pry secrets from the many dead.

Beasts, Land of (Elphand Lands): A timeless savanna and heat blasted plan, the Land of Beasts is an area of dinosaurs and ancient dragons. Neanderthals and regressed humans battle giant lizards and great beasts for survival in an inhospitable land. This area is cordoned off from the rest of the Wilderlands by the Guarding Range. Lizardmen have been sighted riding upon a smaller variety of dinosaur.

Cairns, Plains of (City State): Along the plains of Cairns run many wild horses. They are herded and traded in the nearby villages and attract predators. The plain is dotted with the clay cairns of ancient warriors buried in their armor, including tombs of the ancient Orichalans who occupied this area ages ago during their Dragon Empire.

Carnelian Plains (Altanis): Legends relate that this red earth plain was created by an army of skeletons led by dark wizards against two huge armies encamped here after celebrating a new alliance for several days. Scholars discount the stories that this once rich soil was stained red with blood. Farmers here find many varieties of seed take well to the soil but gardens must be walled to prevent Jackalwere raids, known to the locals as plains demons. It is home to several wandering tribes of Altanian barbarian nomads.

Downland Plain (Valon): Part of the bogs east of the Valdoren Forest—the eastern edge of the Forbidden Forest—these lands have poor drainage and are typically wet most of the year. Only in high summer does this land dry out to any reasonable degree. Trolls are known to inhabit the swampiest areas. A large plain of tall grasses and brush is often hunted and stalked by trappers. Large catlike shadows are often seen at a distance but these monsters have never attacked hunters. Tufts of Vampiric Grass grow in the shade of some gnarled trees and some sink holes make travel by horseback hazardous.

Eba Aba, Plain of (Viridistan): There is a legend about the lost King of Eba Aba who found a magical roc's egg that controlled all the genies of the world. He collected all the rings, lamps, and other vessels that contained genies and buried them in a hidden booby-trapped cave on his plain. All the genies, that is, except one. The constant winds on the Plain of Eba Aba are said to be echoes of the king's lost spirit roaming the world for the last genie. The windy plain is nothing but grasses and heather with an occasional coppice of wildwood. Many reportedly have a treasure chest buried in them 10 to 20 feet below the surface. Not many have been found due to the amount of digging required, the booby traps, the uncertainty of the amount of worth to be uncovered and the fact there are no maps to these treasures. The bones of ancient warriors, horses and orcs are tangled in the sod. The grasses are infested with giant ticks and disease carrying rats.

Eleph Territories (Viridistan): The Eleph Territories consist of a stretch of plains on which can be found a number of caveman villages. These cavemen are allied to the Green Emperor of Viridistan. They guard his gem mines and ride in his armies on their trained mastadons.

Grimalon Plains (City State): Verdant grasslands west of the Romillion Sea's northern tip and north of the elvish city of Actun. It is home to several tribes of Tharbrian nomads. Many of the small villages on the north end of the plains are under the control of the Red Reavers.

Jarmeer Plain (Tarantis): Part of the Jarmeer Province and home of the Paldorian tribe, this rolling plain is largely arid. The sparse vegetation provides little more than a grazing area for sheep and cattle. Toppled giant statues sometimes dot the countryside atop rolling high areas in a straight line for several leagues.

Lethe, Plain of (Elphand Lands): A sprawling grassland, the Plain of Lethe is the native environment of the Elphand racing ponies. Several nomad tribes capture the ponies, and sell them to traveling merchants.

Menuquet Plains (Lenap): The southern end of the Govannon Scarpe, the Menuquet Plains are home to a nomadic breed of tan-skinned horsemen. The horsemen trade beautiful jade and turquoise jewelry for wood products. Tall grasses and giant flowers abound here. It is said that a dead goddess is buried

beneath one of the larger mounds. Fey races are often seen dancing amidst the flowers but quickly disappear if approached.

Targnol Plains (Viridistan): Named for a king which died in battle here long ago, the plains are abundant with animal life. Many gnolls, vipers, gargoyles and wights are said to inhabit the plains. Use of the coastal road is not advisable without magical weapons. Some have claimed to see a strange hunch-backed dwarf roaming the plains.

Ten Battles, Plain of (Tarantis): This plain has been the site of many battles; ten of which have been recorded by the scholars. One can still find bits of armor and helms traveling through this area. Some brave tinkers search shallow digs for metal scraps. A perpetual ground fog snakes between many burial mounds. Local trappers warn not to grasp any skeletal hands protruding from the ground as they have been known to grab back.

Skulls, Plain of (Valley of the Ancients): Historians tell of a massive battle fought here during the Wizard Wars (also known as the War of the Pious and Philosophers) resulting in tens of thousands left dead. Piled here are their skulls along with the skulls of giant mamoths and other now unknown gigantic creatures used during this Battle of Three Nations. It is legend that the bodies were consumed by the victors, a confederation of orcs, goblins, and giants led by battle mages and wizards.

Visick Plain (Ament Tundra): This sprawling frozen flatland is the home of the Visick barbarians. Masters of mounted combat, the Visicks have domesticated the native ponies to become their war steeds and are adept at mounted combat.

Zirzus Plain (Viridistan): The scruff and scrub blanketing the Zirzus Plain supports several herds of wild horses, strange three-legged runner birds, lizards, beholders, wererats, blink dogs and lammasu. A tribe of large gray apes lives in the forest near to the Iso Monster Lake, and they protect the little blind goats that supply them with milk. A strange man is rumored to live the nearby woods called the Old Man of the Wood. He is very dangerous, sometimes appearing as a helpless lost child, sometimes as a gaunt, fainted young girl, but usually as a withered up old beggar. The old man feigns need of help and when someone turns to offer assistance, he turns the person into a tree.

RIVERS

Ancients, River of the (Valley of the Ancients): This vast river flows from the Winedark Sea northwest through the Valley of the Ancients, feeding the entire area. The most inland sections of the river are said to have gold nuggets the size of a man's head littering the bottom. The river turns blood red during deep summer and those bathing there have claimed that it toughens their skin. Ancient lore tells that the headwater of the river is the location of a place called the Dragons' Heart Burial Mound. All

GEOGRAPHIC FEATURES

parties attempting to reach this place have been lost. It is said that the ancient race known as the "First Men" hold this river sacred.

Angor, River (Altanis): The 75-mile river travels from the western coast of the Pazidan Peninsula to the Ered Perack mountain range. It feeds much of the Lagoldurma jungle, and creates swampland along the way. It is a major resource for the Altanian tribes of the area.

Azurerain, River (Tarantis): The Azurerain river is perhaps the longest in the Wilderlands, originating from the Lake of the Crown Beast on the Glow Worm Steppes, running across that plateau until tumbling down the Mooren falls to run across the Jarmeer Plain and the Plain of Ten Battles, through several forests, and then on to its mouth in Dahute bay near both Tarantis and the ruined Ivory City, capital of ancient Kelnore. The stretch of the river south of the Mooren Falls, where the river drops from the Glow Worm Steppes, is filled with rapids which are difficult to negotiate. Some scholars say the river was named for a long dead race called the Asurians which attempted to remain neutral during an age of great conflict. Others say that it was named for a month long rain storm in a war between deities long ago which caused the Lake of the Crown Beast to flood and thus create the river. Regardless of the origin of the name, statues of muscular four armed humanoids similar to dwarves are found perched upon huge boulders near the rapids.

Conqueror's River (City State): Running from the Mountains west of Tain, the Conqueror's river empties into the Estuary of the Roglaroon near the City State. Its name comes from the fact that armies always used the ford to cross as it is a natural path of attack.

Dark River (Lenap): Flowing in from the Bay of Danger, the Dark river supplies the Dangerous Jungle, and the hill area surrounding it. The water of the river is exceedingly dark and thick, containing a large amount of unknown tarry silt which has a mild adhesive quality if distilled from the water. The river is slow moving and foul smelling. The river gains a purplish hue during late summer and autumn due to the many berries that fall into its headwaters and mix with the silt. The river is quite deep and has no fords.

Destathrone River (Sea of Five Winds): References to this river is made in the old wives tale of the Destiny Throne. It is said that the throne was crafted by Elvish spells and Dwarven craftsmen to permit the seated to read the aura of others. The throne was destroyed by a defeated god in ages past and sank beneath the river, according to scholars, some 8,600 years ago.

Don Jackal River (Southern Reaches): Flowing from the northwest coast all the way to the Kingssun Tower, the Don Jackal river meanders through the Penance swamp on its way south. Bugbear tribes are common on the edge of the Penance near the river.

Dor, River (Valley of the Ancients): The Dor is a tributary of the Ruling River, and it is fed by the Cloudrift Tor as well as the Oakenrun. The ancient city of Tarsh is on its banks.

Dreaming Rise River (Ament Tundra): Entering the Tundra from the coast near Gromooman, the Dreaming Rise feeds the Skymiden forest and shallow drafting ships can make the journey down to Illmora and Org.

Eldhraun, River (Tarantis): This river flows along the north edge of the Firevine Forest. It flows past the village of Borsippa and the coastal village of Bastinadi is at its mouth. The river is the primary source of water for the Jarmeer province. It is also deeply drafted, and Overlord warships have been known to sail up the river to raid Borsippa.

Greatflood River (Elphand Lands): In the year of the great flood the rains were so intense in the Guarding Range that Deeprock Lake and Glazed Lake flooded their banks and spilled out into the Bay of Cayerva. Water traffic is common from the sea all the way to the Guarding Range, and north through the Lords Mountains.

Greyrush, River (Altanis): A rushing river originating at the Strait of Clashing Rocks, Greyrush travels 25 miles to split at the town of Strantath into two smaller rivers. The river is the approximate northern limit of the Lagoldurma Jungle.

Grinshatter River (Ament Tundra): Flowing in from the coast and allowing in sea traffic, the Grinshatter is a narrow but deep chasm that serves as a powerful river. This River is named for a local legend of the Laughing Titan who it is said was particularly cruel and always grinning. The legend relates that a demi-god, an unknown son of Athena, smashed the Titan's face to a pulp with the a magical mace. The Titan's bones were ground for use in making bricks benefiting many villages.

Hagrost, River (City State): Pirates raiding the Estuary of Raglaroon are said to be based somewhere on this river. The river joins the River Gilring and thereafter the Estuary of Roglaroon to leads downstream to the City State of the Invincible Overlord. Fish are plentiful in the river and the woods that surround its northern bank are relatively safe. Named for a long missing explorer, legends say that a minor female deity of eternal youth lives beneath this stream and once per century releases Hagrost to quench his wanderlust for one year.

Leander, River (Viridistan): The River Leander is a wide, fast and dangerous river that flows from its mouth by Viridistan, through Elsenwood, turning south through the Plain of Eba Aba, past Millo Fortress and further towards the Haunting Range near the Patchwork Desert. Except for the narrow but sturdy bridge by Viridistan, Shilly Shallows by Caer Cadwen is the only other reliable crossing on the river.

Lost River (Elphand Lands): Very deep and slow moving waterway, the Lost River has strange glyphs and runes along its high banks.

Mageven, River (Altanis): The Mageven flows from the Damkina Bay near Zothay to the Erad Perack. A wide, stagnant river, the Mageven is home to a variety of piranha. The river is crossed by the Old South Road over the Bellystone Ford.

Mau Mau River (Ghinor): This massive river travels hundreds of miles through the Ravensdeath Swamp into the Screaming Hyena Jungle. Branches of the Mau Mau winds its way through the entire region, criss-crossing the northern tip of Ghinor.

Olokon River (Valley of the Ancients): This quick flowing and strong river flows from the Ododharaun Mountains, over the Falls of Nome, into the Valley of the Ancients where it merges with the River of the Ancients. It is the only source of water for the eastern portion of the Plain of Skulls. The Falls of Nome are over 100 feet high and their roar can be heard a mile away.

Quicksake, River (Southern Reaches): This wide and deep river is a favored merchant route. Water traffic can be found from the coastline all the way west to the town of Bridshin south of the Pearl Tower forest. Past Bridshin, the river is treacherous, filled with falls and canyons.

Roglaroon, Estuary of the (City State): This great river runs some 120 miles from the City State all the way to the sea. It is almost beach-like from the City State to Modron, where it becomes much deeper. Of late, there have been many pirate attacks on the shipping between Modron and the City State. The estuary (particularly near Modron) is now patrolled by the sea monster, Maelstron, who is rumored to be aligned with the Overlord to aid him in hunting pirates. How this monstrous aid was gained is a matter of debate and speculation.

Ruling River (Valon/Valley of the Ancients): The headwaters of this river fork and at that site legends tell was held personal combat between five petty kings who desired to become the King of Kings. All died in the contest from mortal wounds and their kingdoms gradually dissolved into fables. Noted for its fishing, though it is best to avoid treed shorelines for sprites have been known bewitch fishermen.

Severn, River (City State): This wide, slow river is one of the deepest in the world. The bottom of the river has never been reached in some sections. The

falls midway down this river are marked by gigantic statues of forgotten kings. Some say they mark the extent of the ancient Empire of Tarsh. Beneath the headwaters, it twists and turns through a small forest populated by Faries. A legendary unicorn was sighted near the headwaters two generations ago. The delta wetlands are the filled with many varieties of flowers but are almost impossible to reach due to quicksand bogs.

Starlight River (Ebony Coast): This deep river splits the vast forest east of the coast, and continues on through Revelshire to terminate in the east. The river is wide and deep enough to allow ships to travel up to Revelshire.

Stillring, River (City State): This river starts on the edge of the Nazharrow Woods and ends nearly upon the Howling Hills. In some places river trolls lair near the waters edge. The small but important town of Byrny is located just off the river and uses the river to transport iron and weapons from its famed mines to Modron. Nymphs are plentiful along the wooden banks and within the river itself. Wood elves and gnomes are known to frequent this river. Fairie rings have been found here during full moon nights.

Tamesis River (Elphand Lands): The southern outflow of the Vast Lake, the Tamesis is wide and



Maelstron, the Sea Monster

GEOGRAPHIC FEATURES

deep enough to allow water traffic to reach the town of Swarga.

Teithoir River (Desert Lands): Wide and still, this river is deep enough to allow sea going cargo ships access to the few villages along its path, traveling from the coast, through the Underwing Jungle, nearly the full distance to the Haunting Mountains. Trade ships can occasionally be seen along its length, anchored in the deeper middle sections to avoid the perils of the shore while shallower draft vessels ferry the cargo. Crocodiles and other predators—including the native tribesmen—are great dangers, even to the crew of large ships. Locals believe a Giant Water Snake goddess created the Snake People near the river.

Torn River (Elphand Lands): Over 200 miles long, the Torn River is the major trade route in the Elphand Lands. Piracy is common, and fast, maneuverable ships are worth their weight in gold.

Trollhraun, River (Tarantis): A major trade river, the Trolhraun allows ships access to the mines in the Filthenor Hills. Marine traffic is heavy here, and protected by ships from Tarantis.

Twilling Way River (Ament Tundra): A mighty inlet from the southern Sea of Five Winds, the Twilling Way spreads out and supplies the Sascats forest on its northern and southern banks. Hobgoblins (on the north side) and forest orcs (ruling the southern reaches) war over the rights to the river. The Twilling River is protected by a group of rangers, though the local populace is suspicious of their motives.

White Worm, River of the (Altanis): The entire stretch of this 35-mile river churns with rapids and whirlpools. It twists and winds like a giant worm, thus gaining its name. It runs from the Gulf of Pinnacles across the Antillian Peninsula, dividing the Knash'rud Highlands from the Skull'rack Hills.

Wildestride River (Se of Five Winds): Legends state that a giant tried to step across this river but was hamstrung by a barbarian with a great sword. The river, diverted by the giant's body, caused a strange island to appear where the body fell.

ROADS

Though much of the Pazidan Peninsula is crisscrossed with roads built by the ancient Empire of Kelnore, there are several that are notable.

Old South Road (City State/Altanis): The only safe overland road south of the City State, this "Old Road" still sees much use, and brigands and highwaymen steer clear of it for fear of reprisal from the Overlord's patrolling Throngs in its northern section. The southern section, as it passes into Barbarian Altanis, is less well patrolled, though south of the River Mageven across the Bellystone Ford it is patrolled by forces from Onhir.

Rorystone Road (City State): This cobblestone road is the main road that runs from the City State all the way to Thunderhold. It was established to aid

commerce between the two allied cities. Patrols search for bandits living in the area that prey on travelers and caravans.

WASTELANDS

Blood, Desert of (Desert Lands): Ringed by mountains, this desert reaches the lowest elevation in the Wilderlands, at nearly 150 feet below sea level. The red sands in the center of the Stoning Valley give this region its name. Legends speak of a nefarious source for the sand's coloration—a lake of blood deep beneath the surface flowing from an ancient beast that is imprisoned there. Sand Worms up to 200 feet long have been sighted in the huge dunes.

Infinite Desert (Lenap): The hundreds of square miles of heat blasted, desolate terrain do have a few features to break up the shifting dunes. Several tribes of human nomads make their way around in the desert, and there are a number of small oases to be found as well. Large, mostly intact skeletons of huge unknown creatures have been found littered in the desert, their bones bleached white from the sun and wind. Several artifacts have been found from lost cultures, including items of strange "technology."

Oppressing Sands (Desert Lands): South of the Holy Cities, the Oppressing Sands are home to wild elves adapted to live in the desert region. They act as raiders, and try to overtake caravans traveling to and from the Holy cities. As bad as the Patchwork Desert is the sands are even worse. With blowing sand storms, dunes and temperatures reaching 140 degrees, the area is extremely inhospitable to anyone not protected from the elements. Giant Sand Fleas and Giant Red Ants make their home here.

Patchwork Desert (Desert Lands): Called "patchwork" because of its mix of sand with protruding, broken rock, this bleak desert stands in stark contrast to the jungles just to the east of it and the vast expanses of pure desert to the west of it. Here there is little or no rainfall as it is blocked by the Haunting Range. The main road from the City State of the World Emperor to the Holy Cities bisects the desert. Snakes, scorpions and other desert creatures make this their home. Artifacts of ancient civilizations are often found when shifting winds move the rolling dunes. Treasure seekers are always found searching newly unearthed ruins. Beyond the Patchwork Desert lies the Oppressing Sands and the Blistering Dunes, where can be found the mythic Holy Cities of the Mycretians.

WETLANDS

Ament Tundra (Ament Tundra): Land of cold temperatures and frozen, muddy ground, the Ament Tundra has a hardy but barbaric population. Tribes of amazons roam these lands hunting great beasts. Trade and barter is common between the cities, but raids and pillaging is just as common by tribesmen and nomad settlements. Laws are rare, and rule by

the strongest is a prevailing theme. Massive, hairy beasts (mastodons, bison, yaks, etc.) thunder around the Tundra, and are hunted by quicker moving predators, including men.

Great Unctuous Swamp (Ghinor): This vast marshland is home to many fell creatures along the river banks. Trolls battle lizard folk for any resources available. Disease is rampant, and *filth fever* is common. Valuable exotic Irises can be found in some areas.

Hollowcaste Moors (Desert Lands): Catching the rain from the eastern coastal winds, the lowlands on that side of the Haunting Mountains have become a soggy, muddy plain. Will o' wisps and dire wolves prowl the area. The area is rich in quartz.

Marmon Mist (Viridistan): This swamp is home to all manner of foul creatures, though none more so than the Marmon Witches. Making their home here in a small group of huts, it is said that the witches are experts at shapechanging, appearing at their will as hideous hags or beautiful maidens. The Marmon consider themselves outside moral alignments, are incredibly ancient, and are touchy about their privacy. They keep the swamp supplied with frogs. Their lair is said to contain strange occult objects, herbs, and—according to legend—all forms of magic items other than artifacts (though it is said they possess several of those as well). It is said they will speak with visitors. Visitors, however, seldom leave as they came unless they have great power or have something of great magical value to trade. The three witches are Chael, Phyth and Gaedd. Chael is the leader of the three and is the most creative. Phyth is the most unstable and prefers to molest or eat intruders. Gaedd is a steadying influence and helps them keep a low profile. The Marmon do not know quite what to make of Mycretians. They would like to meet Mycr or a prophet of his and match talents. According to rumor, they are able to watch all goings on in all corners of the world. Unlike other witches, however, they do not take part in the celebration of the Witches' Court Marshes.

Mermist Marshes (City State): Located southeast of the City State, there are many rumors of merfolk associated with this swamp. In the past, the Mermist Swamp was home to refugees from war. Those refugees came to worship a deity called The

Toad, the God of the Mermist. His worship has not spread much past the swamp, but there is a temple to him in the City State. The swamp is noted for its giant frogs, toads and slugs. Patrols from the City State are sent here as punishment for minor infractions and many do not return.

Moonraker Moorlands (City State): East of the Howling Hills, and not marked on the map, are the Moonraker Moorlands. These moors are pocked with craters and are home to the Moonraker Moor-Folk, a strange bloodline of humans believed to be descended from the Orichalan Dragon Kings that once ruled the area where the City State now stands. Covered with a dense fog most of the day, this area is home to highwaymen and bandits. It is rumored that a hideous monster dwells near the sickly colored stream. Terrible screams and growls can often be heard from the nearby road.

Ravensdeath Swamp (Ghinor): Based around the mouth of the Mau Mau River, the Ravensdeath Swamp is full of giant crocodiles and tribes of kobolds adapted to the swampy conditions. Said to be the home of a researching wizard, this swamp contains an abundance of hazardous flora and fauna. The skeletal remains of giant birds are often found on the outskirts of this swamp.

Witches' Court Marshes (City State): The Witches' Court Marshes are steeped in legend and mystery. This dark fen is rumored to be the place where all the evil witches of the world gather on All Hallows' Eve (the last day of the fifteenth month according to the Commoner's Calendar of the City State) for a massive enclave to worship their dark gods. The power of evil that is concentrated in that one spot that night is truly awesome. It is a nexus point between this world and the underworld, making the summoning of demons and devils a very easy thing. The leader of the witches is rumored to be a witch named Mordrida. It is said she has a guard of demons that always surround her. Near to the Witches' Court Marshes is the village of Grita Heath and the Garman Citadel, both of which have a uneasy truce with the witches. Grita Heath is famous for its Thryna Spice, a spice that can cure and preserve meats with the tiniest pinch. It is much prized in Viridistan and it grows in no other place.

TRAVELER'S GUIDE TO THE CITY STATE

Despite its labyrinthine laws and evil reputation, the City State of the Invincible Overlord is a popular destination for adventurers of all types and is regularly visited by most merchants and traders.

Most visitors depend upon the fact that virtually anything can be bought or sold in the City State, so long as the proper taxes are paid. Sale or purchase of information about the Overlord's armies, armaments, ships, or defenses is considered high treason, but the complex laws and regulations of the City State do not prevent the sale of any other item, creature, or person.

Imposing simply by its size and reputation, the City State is open to creatures of all races, religions and backgrounds willing to follow its laws. Although the population is predominantly human, orcs, trolls, ogres and demonic houris are regularly seen on the city streets along with less frequent encounters with a wide variety of other creatures. A stroll down any street of the City State brings the sights, sounds, and smells of a thriving city, but visitors should remember that laws here are designed to protect commerce and the creation of new wealth, not individuals. Violence breaks out often, with the jaded citizens simply turning and walking away from the scene of a crime.

The beautiful palaces, imposing towers, fabulous temples, and more ordinary buildings of the City State are stacked on foundations and dungeons thousands of years old. Built upon the ruins of ancient cities, rumors of wealth hidden in deep catacombs and bardic tales of hidden palaces beneath the earth circulate through the Wilderlands. While few travelers act on such tales, a majority of visitors to the City

State go out of their way to visit some of the most magnificent locations, as well as those somewhat darker, more frightening locales spoken of in songs and tales.

An elaborate judicial system maintains order in the City State. Constables, guardsmen, deputies, sheriffs, marines, knights, and a secret police—the famed Black Lotus—enforce a chaotic but uniform peace on the various quarrelsome inhabitants. The judicial system allows for different courts for clergy, merchants, nobles, and other factions, creating differences in the punishments for certain crimes. If PCs run afoul of the law, they will most certainly require the assistance of a litigation trickster for their defense.

ORGANIZATIONS

Constables: The garishly dressed constables are often laughed at, but such laughter only takes place when they are not nearby. Constables are responsible for assisting nobles and magistrates in the serving of writs, delivering judgments, capturing escaped prisoners, and bringing reluctant defendants to court. The constables are also responsible for guarding and caring for the City Jail. The constabulary is often a dumping ground for noble sons, especially those not in line for inheritance. In general, the constables are an arrogant bunch of men, full of self-importance, and unlikely to speak to anyone they consider being of lower social standing. Constables generally wear leather armor with small shields and carry maces and occasionally short spears.

City Guard: The City Guard is commanded by a senior captain and organized into throngs exactly the same way as the military. The City Guard is responsible for controlling gate traffic, quelling riots or uprisings, and, finally, the arrest of criminals. Generally, the City Guard is more effective at capturing criminals than the Constables, but they most often need to be ordered to do so. The City Guard is mostly made up of career guardsmen and warriors who are dedicated to their jobs. City Guard normally wear chain shirts, small shields and carry shortswords and light crossbows.

Black Lotus: The Black Lotus is a body of secret police and notorious assassins that have spies at all levels of society. The Black Lotus is under the direct control of the Overlord and is rumored to have their own set of hidden dungeons where they "question" anyone thought to be involved in a potentially treasonous event.

Military: In addition to constables and guards, the Overlord always keeps one "Vasthrong" worth of men in the city. A Vasthrong is made up of five "Throngs" of 100 men each, plus their attending servants. Some are archers. Most are footmen.

Guilds: In addition to the military and secret police organizations discussed above, a number of guilds hold considerable political power in the City State while others exert influence in other, darker ways. These include the Assassins' Guild, which many claim is linked to the Black Lotus, the Beggars' Guild, which sell the information gained from overheard conversations, the Mercenary

Guild, which operates under a special permit from the Overlord, the Merchants' Guild, which controls the commerce of the city, the Sages' Guild, which has some of the most ancient texts in the Wilderlands, the Thieves' Guild, which is arguably the most powerful organization in the city that is not sworn to the Overlord, and the Craftsman's Guild, which won its freedom from taxation due to a recent civil war.

CITY ATTRIBUTES

It is against the law for any merchant, innkeeper, vender, etc., to make change unless he has a moneychanger's license. Patrons asking for change are threatened with legal action.

Slavery is both legal and normal in the City State. It is not considered evil and, although very low in social status, slaves do possess a modicum of rights and protections. In some cases, slaves are more carefully protected and cared for than commoners. Every shop, tavern, inn, and similar establishment has 1d4 slave grooms to guard horses for patrons. Most (60%) have extra slaves (2d6) that perform other menial tasks. Any additional slaves or servants are mentioned in the descriptions of individual locations.

During daylight hours there are at least 3d6 pedestrians and 1d6 horsemen on any major street. No stranger will interfere with, or aid another, even if



Black Lotus Assassin

Heirophant of Mycr

Azurerain Pirate Duelist



the law is broken. Citizens of the City State find survival is much easier if they simply look the other direction.

Gambling is legal in the City State and games of some type are played in almost every tavern, inn, or barracks one might visit.

Common and Altanian are the major languages spoken in the City State, all vendors, shopkeepers, and innkeepers of any race understand these two languages as do a majority of the citizens.

Various creatures and NPCs of extremely disparate alignments reside together in the City State. Trolls, gnolls, kobolds, goblins, orcs, and even giants are seen occasionally on the streets. Fear of the law, and the bloody riots that can and sometimes do occur helps keep violence between various creatures and beliefs in check.

IMPORTANT LOCATIONS

The following is a guided tour, if you will, taking a visitor through the main Gate of the Gods and past the major landmarks and important locations within the City State.

1. Gate of the Gods: The main entryway through the city walls involves passage on the Old South Road, over the Estuary of Roglaroon through the famed Gate of the Gods. Stories claim that the ornately decorated passageway is blessed by no less than three gods that guarantee its safety. Arcane symbols and runes are carved into the stone beside and above the gates, hinting that magical defenses are not limited to gods alone. Guardsmen stationed here are dedicated to their work and proud of their position, as it is considered a high honor.

2. Horse Market: One of the first stops for many travelers is the Horse Market just to the west of Regal Street after entering the city. As with all things, the City State tends to do things on a massive scale. The Horse Market is just an example of the amount of trade that comes through the city. Horses and pack animals of all types are bought and sold here, as are rarer and more fantastic creatures. Many children visit the market daily just to see if a new creature or fantastic stallion has been put up for sale. Slaves constantly clean up after the animals, as well as grooming them to the point that even a crippled nag seems a fine, strong horse. The age-old axiom, "buyer beware" applies here, but the cautious trader can easily find an excellent mount.

3. Wizard's Keep: Thrusting above the high walls of the City State and attached to them at the Southeast corner is the tall granite tower known simply as the "Wizard's Keep." Guarded by amazon warriors, the simple granite keep is rumored to contain a collection of strange monsters and summoned creatures that act on the orders of Langwellan the Blue. The seldom-seen wizard is rumored to possess a large collection of magic items and artifacts, and magical defenses to match.

4. Temple of the Spider God: Just down Regal Street from the Gate of the Gods and the Horse Market is the Temple of the Spider God. Although smaller than some of the temples in the City State, its close proximity to the Gate of the Gods and worship of the Goddess of Wealth make this glorious temple a frequent stop for visitors. Known for its wealth, the temple displays much of its financial glory in the ornate tapestries, statues, and altar decorating the main room. While the rumored wealth hidden in secret portions of the temple does attract thieves, rumors of potent magical defenses and deadly curses tend to counter the base desires of common pilferers. Spider themes predominate, along with a mixture of basic patterns and colors that help keep the display just slightly short of gaudy. At rare intervals, giant spiders are seen wandering unmolested through the sanctuary, sometimes winking out of existence right before one's eyes.

5. Seahawk Tavern: A bit further north, located on the corner of Regal Street and the Street of Shadows is Seahawk Tavern. Despite its ramshackle appearance, and the rough paintings of ships and seabirds, dry and weary travelers often stop in to take part in the noise and drinking. The rough crowd of brigands and sailors is usually more focused on their own drinking and tales than on outside visitors so the cautious traveler should be able to avoid undue attention. Trolls oversee games in the back of the tavern and are rumored to eat cheaters and complainers. The simple ale served here quenches the thirst and helps rumors and stories float free.

6. School of Ancient Knowledge: A quick side trip north from Regal Street on Caravan Street brings one to the famous School of Ancient Knowledge. Any noble or merchant possessing enough wealth sends their children to this fine institution to be educated in a wide variety of skills including engineering, architecture, and the art of war. The fine reputation led to so many visits that the School claims no visitors are allowed. A hefty bribe, and a few kind words, can often get one inside to view a fraction of the many classrooms and libraries but those seeking the answers to questions are usually directed to the Sage's Guild.

7. Silver Eel Inn: Travelers willing to risk a walk down the Street of Shadows to Cutpurse Row can find themselves at the Silver Eel Inn. Famous for its rough crowd, relatively inexpensive rooms (4 sp/night), and Djela, a belly dancer that wears nothing more than a longsword and some well-placed jewelry, the Silver Eel has a steady flow of customers at all hours of the day and night. Djela's great beauty and exotic features draw many amorous customers, but her great black panther, who is sometimes known to help undress her for the crowd, holds the overly amorous at bay. Meals here are somewhat expensive (2 gp) but are always of the highest quality.

8. She-Devil Tavern: Continuing north on Regal Street leads one to the She-Devil Tavern at the corner where Regal street turns west. Erotic decora-

tions and the exotic clothing of the all female staff have helped the She-Devil make a reputation for itself as an excellent tavern devoted to the enjoyment of its customers. While not as famous as the Balor's Eye, the exotic dancers here are gaining a reputation for putting on breath-taking shows and the all-female staff is a drawing card of its own. Popular food, strong ale, and personable staff make the She-Devil a tavern worth visiting during any trip to the City State. Visitors choosing not to sample the roast wyvern's tongue (4 gp) miss out on an unmatched delicacy.

9. Square of the Gods: After Regal Street turns north it runs into a broad square surrounding a gigantic, ornate fountain. The massive fountain consists of delicate patterns of stone, statues and symbols of gods, and carvings of mythic dragons are showered by water falling from a massive stream hurled into the air by a tall stone cylinder in its center. The tumbling water and exquisite decorations are dwarfed by the massive temples to the north. The Temple of Thoth the Terrible, Temple of Odin, and Temple of Harmakhis hover over the square. Each temple is decorated in its own manner, all attempting to outdo the others in beauty and power. Even the slightly lower vantage point of the square allows a view of the many guards protecting each holy house. The temples welcome visitors, but whispered rumors suggest that visitors should be cautious, as the Temple of Harmakhis performs regular human sacrifices.

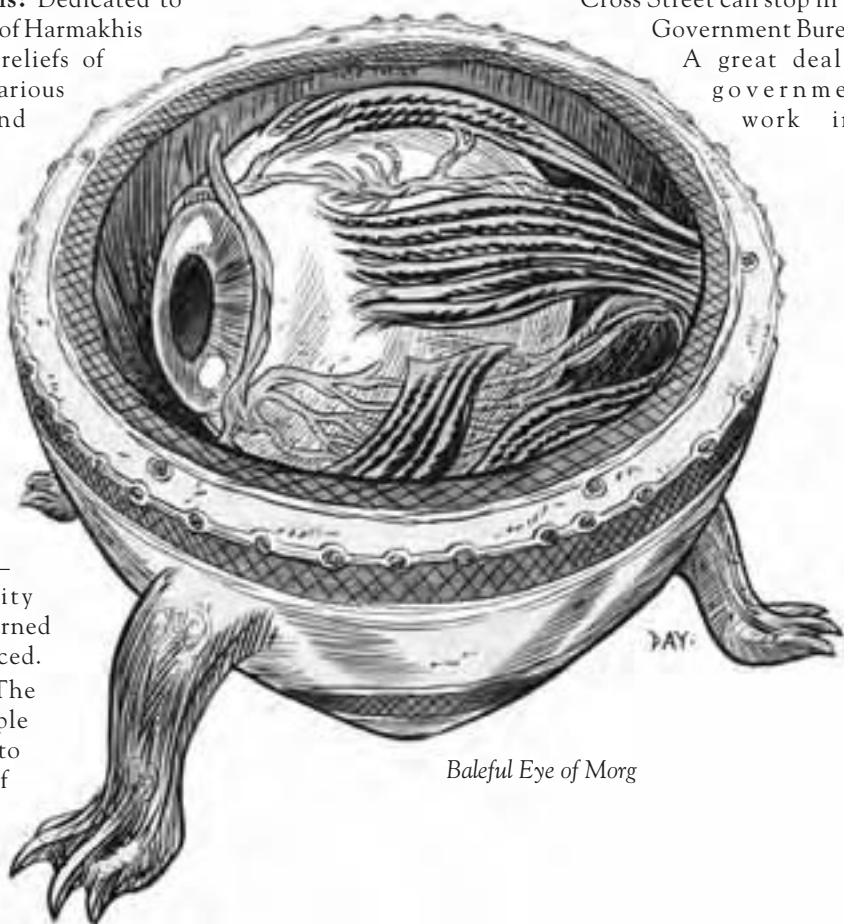
10. Temple of Harmakhis: Dedicated to the god of death, the Temple of Harmakhis is decorated with the bas-reliefs of demons, skeletons, and various robed figures. Guards and priests wear hooded cloaks that conceal their features making them seem somehow more dark and threatening. Religious ceremonies are supposed to be open only to the faithful, but a small bribe, and a hooded cloak, can get one inside during the various sacrifices and ceremonies held here. Rumors suggest that it is safest to visit with a friend or five as the priests—and the laws of the City State—are rather unconcerned about exactly who is sacrificed.

11. Temple of Odin: The façade of the central temple marks it as being dedicated to Odin, the one-eyed god of knowledge. A single eye, the symbol of the faithful,

looks out over the massive entryway and a massive bas-relief of the god himself sits in a throne to the left of the entrance with Valkyries riding winged steeds decorating the right-hand side of the temple. Near-naked berserkers wielding various weapons mill about the entrance as well as the temple proper, guarding it against any attack. The interior of the temple is decorated with more colorful representations of Odin, his Valkyries, as well as warriors, wolves, and ravens. Priests of the temple are more than happy to discuss their faith with travelers, often offering small blessings to warriors as an added enticement.

12. Temple of Thoth the Terrible: Thoth, the great and terrible god of knowledge, has priests in the City State that actively encourage the gathering of new knowledge. Visitors and faithful enter through ebony doors that are part of the legs of a massive ebony representation of the Ibis-headed God. Red-stone carvings of baboons cling to the walls beside the massive god and strange Ibis-headed gargoyles ring the top of the temple itself. The large temple is a popular visiting spot, its brilliantly colored decorations beckon to people of all backgrounds and the priests make little effort to proselytize. At first glance this would appear to be the least heavily guarded temple, but magical glyphs and wards become visible to those spending a few minutes studying the heavily decorated walls.

13. Government Bureau: Those continuing down Regal Street as it twists south to Cross Street can stop in the Government Bureau. A great deal of government work in-



Baleful Eye of Morg

volved in the day to day operations of the City State are said to take place in the heavily guarded building. If so, the work is impossible to see and travelers of all types are generally turned away, sometimes rudely. It is difficult to find anyone claiming to have received assistance of any sort here. Some even claim that just attempting to obtain help here can have one thrown in jail.

14. The Courts: Continuing around Cross Road to Ox-Card Road allows one to pass by the various court buildings on Prefect Street. It is no secret that the laws of the City State apply differently to different classes, and the different court buildings are simply a sign of this process. The Merchant's Court, Canon Court, Royal Court, and Low Court all occupy a single, long, ornate stone building. The various courts handle different social classes as well as different crimes and civil cases. Designed to be imposing, the gray stone, and sharp lines of its façade succeed in driving away virtually anyone that doesn't have active business here. Mercenaries and clergy of the City State have their own laws and privately run court system as well. Of course, the Overlord can impose his law on anyone he chooses.

15. Hellbridge Temple: Located near the courts and behind the temples of Harmakhis, Odin, and Thoth, Hellbridge Temple is a popular stop for travelers. Although it has gained a rather dark reputation, it is one of the major temples of the City State and is immensely wealthy. This wealth has gone into the creation of a temple of dark, mysterious beauty. Serpentine pillars support a high ceiling over the massive sanctuary. An altar of green granite stands in front of a massive statue of a single large eye on three legs. The pale green marble of the floor sheds eerie phosphorescence lending a pale, washed-out feel to the various carvings along the outer walls. The temple contains the *Baleful Eye of Morg*, said in legend to be the actual left eye of the demi-god Morg which he removed and gave to his disciples upon his divine ascendance. The *Eye* itself is 16 feet high and kept in the temple in an ornate brazier, covered with a massive rune-encrusted and bejeweled lid of gold.

16. The Cryptic Citadel: Traveling west along Twilight road takes one past various barracks of some of the knights and soldiers of the City State, as well as the Summer Palace, an ornate building dwarfed by a massive black citadel standing behind heavily guarded. Whatever purpose it serves, the Cryptic Citadel is heavily guarded both by Knights of the Inner Circle and by magical wards. Rumors claim that any creature or object attempting to fly over the protective walls—and the knights that faithfully guard them—rapidly falls to earth in flames. Various rumors claim that the Overlord stores his vast wealth of magical items within the citadel while others claim vile experiments designed to create demonic armies take place inside. Whatever the real case may be, this massive black structure thrusts above the City State's skyline in a manner that all but demands notice.

17. The Silverlight Palace: The Silverlight Palace, seat of the Invincible Overlord, is a bit further down Twilight Road. While few visitors make it far enough into the palace to visit the opulent throne room, visits to the fantastic waiting room with its marble columns, tapestry covered walls, and the massive tile mosaic on its ceiling are open to visitors willing to leave their weapons with the guards. The outside of the palace is nothing less than magnificent. Stone gargoyles and intricate bas-reliefs cover all of the outside walls with gold leaf covering several domes along the rear of the building. The palace, by its size, opulent decoration, and care, is a testament to the power and wealth of the City State, and of the Overlord.

18. Sages' Guild: The home of the Sages' Guild is located across the street from the massive palace and grounds of the Overlord. A popular source for information and advice, it is visited often by wealthier merchants and adventurers seeking advice on a wide range of different topics. Some rumors claim that the combined knowledge and libraries of the Sages' Guild are greater than that of any city or organization.

19. Blue Dolphin Inn: Walking away from the Palace on By-Water Road takes one near the Blue Dolphin Inn. Popular with local sailors and nobles, the food is good, but bland, and the rooms are both inexpensive and clean (1 sp/night). Despite its chipping paint, the Blue Dolphin has an inexplicable aura of permanence giving one the impression that the inn shall still be standing long after its owner and customers are dust. Visitors come to enjoy the company of Rhino Rudigore, the balding proprietor, and witness the impromptu songs and poems created by Koris, the bartender, to praise or ridicule the customers.

20. Temple of the Toad: Another popular stop along By-Water Road is the Temple of the Toad. The popular local god is thought to live in Mermist Swamp and is said to protect the harbor. Virtually all sailors and harbor-using merchants stop in to give small tribute to the god and view the many toad statues, totems, and tapestries. Even the altar is supported by squat statues of toads. Rhythmic croaking and wet slapping sounds echo through the temple, but living toads are nowhere to be seen in the vast stone temple. Even the pool of water in its center appears free of any toads, frogs, or creatures of any sort.

21. Sea God Temple: Decorated with sea shells, coral, and mother-of-pearl, the Sea God Temple is just southeast of the end of By-Water road, between Murky Street and Fog Street. Within the fantastic temple is a massive idol to Manannan, tended by priests rumored to be able to call him directly to their aid. Vast, colorful mosaics of underwater scenes cover the walls, including one scene of what can only be described as a grand underwater palace. Other temples are easily more ornate, but none are decorated with the beautiful corals and shells used here, making this colorful temple unique.

22. Sarcophagus of Admiral Pik: Around the bend on Water Rat Road, is a massive marble tomb marking the final resting place of Admiral Pik, a famous hero of the City State. The marble sarcophagus and intricate bas-relief carvings have yet to show any wear from the elements. Zealously guarded, many travelers drop small gifts here. The tomb is tended by a tenacious cleric supported by the meager donations of the pilgrims that stop by to visit.

23. Temple of Pegana: After Water Rat Road turns east and travels through the End Gate, and up End Gate Road, travelers heading north up Wailing Street encounter the Temple of Pegana. This strange temple is dedicated to the collective gods of Pegana, a pantheon of deities (Mana, Yood and Sushai) from a far off land. These gods were brought to the City State by Mung, the High Priest of the Temple, who arrived by the merchant ship *Cakmar*. Mung gained great notoriety from his sermon of paradoxes, which caused a revolt among the craftsmen of the city against the Overlord. In this turbulence, Mung unleashed a horrific beast, known as the Beast of Mung. As a result of the civil war, the Craftsman's Guild won freedom from all taxation. The past 46 years have seen a gradual reversal of these freedoms and there is rampant speculation that Mung is going to end the truce soon and perhaps release the Beast again. The temple is best avoided.

24. Slave Market Plaza: Traveling straight up Murky Street takes a visitor into Slave Market Plaza, perhaps the largest trading market for slaves in the entire world. Humanoid slaves of all races are bought and sold under the close scrutiny of the Overlord's tax men. Anyone looking for unskilled labor, or even skilled craftsmen, can purchase strong, healthy slaves here. Slavery is an every day fact of life in the City State, nobody blinks at the sight of chained slaves and almost every merchant and innkeeper in the City State owns several slaves.

25. Patrician Theater: While traveling down Festival Street toward the Plaza of Profuse Pleasures it might be wise to stop by the Patrician Theater and view a show. Where else can one see nobles and wealthy merchants risking ridicule while performing in a play? The performances, whether good or bad, are entertaining to all, sometimes simply due to the knowledge of the risks these upper class performers make when getting on stage. Performers are known to gain and lose lucrative contracts and valuable respect based on the quality of their performances, making these plays an even larger spectacle for the more common crowd.

26. Happy Harpy: As long as one is heading toward the Plaza of Profuse Pleasures, perhaps a stop at the Happy Harpy is in order. The impetuous women here are "specialists" hired at very special rates for services desired by many a merchant after long weeks or months of traveling in the wilds. It is said that the delightful women here demand respect and fine treatment in exchange for their own special skills.

27. Plaza of Profuse Pleasures: Few individuals have the discipline or strength of will to avoid at least visiting the Plaza of Profuse Pleasures let alone taking part in fulfilling some desire. People here are wild, carefree, and joyous as they relish their own pleasures in an area devoted to fulfilling even the basest fantasies. In the fight for customers, the buildings, flags, and signs are as boldly colored as the people are carefree. Various shops and individuals offer to fulfill the different sexual and gustatory pleasures of the nobles, merchants, and commoners that visit here. If a physical pleasure can be imagined, it has a price and can be purchased somewhere in or around the Plaza.

28. Park of Obscene Statues: Arguments about which came first, the Plaza of Profuse Pleasures or the Park of Obscene Statues, make for excellent, though bawdy, jokes at taverns throughout the City State. Paths into the park head from the Plaza through the ornate, flowering gardens and majestic trees as they pass by a collection of statues with themes so obscene that they must be seen to be believed. In some cases, even the very plants are twisted into obscene shapes with oddly placed thorns, flowers, and fronds that drive the imagination even further. While the park shouldn't be missed, travelers are warned to enjoy the park in the company of several friends. Many of the activities within make the statues seem tame and not all the participants are willing.

29. Balor's Eye: Those visitors that find the Plaza of Profuse Pleasures to their liking are certain to discover the Balor's Eye, tucked away on Barter Street east of the Hellbridge Temple. The Balor's Eye is easily one of the most famous taverns in the City State. Known for its dancing girls, lewd paintings, and the famous Eudeina, a belly dancer with such skill that men (and women) have been known to faint during her shows, this bar keeps the drinks flowing, the music playing, and the girls dancing in order to keep the money pouring in. Some claim that the gambling here is the best in the city, but be warned, those drunk on ale and beauty tend to miscount their winnings. Beaver tail (7 gp), roast leech (3 gp), snake stew (2 gp), and more standard fare are served along with wine (5 sp), mead (4 sp) and strong ale (1 sp). The Balor's Eye has arguably the largest and most diverse clientele of any bar in the City State and is reportedly an excellent source of legends, rumors, and stories.

30. Wayfarer's Inn: A short walk from the Balor's Eye along the twisting Street of Crafts brings a wary traveler to the Wayfarer's Inn. Secrets, maps, and tall tales are traded regularly in the sparkling clean Wayfarer's Inn. While the clientele are forced to clean their clothing and their skins, this cleansing doesn't extend to the soul within. Birkaby Long-arm is said to be mean, irritable, and abusive yet so well-connected with the pirates, thieves, and other dark elements of the surrounding areas that virtually anyone seeking information ends up drawn to this strange inn. Rooms here are rented by the week (6 gp) and patrons are required to have all of their clothing laundered by slaves (1

gp). Although ale and rum cost extra, these prices include meals. Verbal abuse by Birkaby and threats of bodily harm by other patrons are, of course, free.

31. Litigation Tricksters Guild: It is risky to solicit services openly, since the City State has outlawed "litigation," so the Guild uses a network of men whose sole duty is to find people that have just been arrested and charged and arrange for a Litigation Trickster. With few exceptions, Litigation Tricksters are crafty men with a tremendous knowledge of the law, often greater than that of the magistrates. Despite their officially "illegal" business enterprise, the Litigation Tricksters Guild has a number of extremely bright, motivated barristers that can assist in legal disputes in a wide variety of ways. It is hoped that visitors will not need the services of the guild, but it is nevertheless listed in this guide out of prudence.

Goblin Reservation: Many merchants and travelers seek cheap labor and goblins of the City State tend to provide. Due to their unruliness, goblins are forced to live in a massive network of tunnels outside the city walls. Goblins here have a reputation as excellent, hard-working miners, when properly motivated. Those seeking to hire goblin workers or miners are warned not to travel alone, to travel during daylight, and reminded that it is illegal to provide alcohol to goblins inside the city walls. Although permitted to work in the City, they must be outside the walls by sundown. These rules were instituted after a royal party was interrupted by a drunken goblin mob that tunneled into a ballroom. The goblins are supposedly ruled by a goblin king named Simskatk the Spendid. It is rumored that he is willing to do secret tunneling within the walls of the City State for exorbitant fees.

GODS AND DEITIES OF THE WILDERLANDS

From the just rule of Mitra to the coiling evil of Set; from the River Goddess Modron who walks the streets of her town to the evil sea god of Viridistan, Armadad Bog; from the strange and monotheistic Mycretians to the barbarian god Odin, deities and their followers play a key role in the Wilderlands. This chapter details many of the deities of the setting as well as several new domains and powers affiliated with several of those deities.

There are many deities in the Wilderlands—so many, in fact, that they cannot all be detailed here. The following listing of gods is not comprehensive or exhaustive but reflects many of the important faiths within the Wilderlands. The Wilderlands is an open setting. Feel free to add gods from any source or product.

Though many are not detailed here, gods from most traditional pantheons are present in the Wilderlands. Refer to the Third Edition version of *Deities and Demigods* by Wizards of the Coast and to earlier versions of the same book for details. A free download is available at www.judgesguild.com detailing the other gods not described below. Sages believe the multiplicity of deities is due to the Wilderlands intersecting with so many other planes of existence and alternate Primes. Some gods, prominent on other worlds, are of lesser power in the Wilderlands and conversely some lesser deities of a pantheon, such as Manannan, are of great importance in the Wilderlands.

The Babylonian gods Anu, Anshar, Dahak, Drauga, Ishtar, Marduk, Nergal and Ramman are commonly worshiped, mostly in Tarantis or in the Ghinnor Successor States of Lenap and Tlan.

The Celtic deities Dagda, Arawn, Brigit, Diancecht, Dunatis, Goibhnie, Lugh, Math, Morrigan, Nuada, Oghma and Silvanus are commonly worshiped by Tharbrians. The Celtic god Manannan is worshiped in the City State and is detailed below.

Even the Central American deities Quetzalcoatl, Camazotz, Huhuateotl, Tlaloc and others are worshiped, though rarely.

The Chinese deities Shang-Ti (worshiped as Shang Ta in Viridistan), Chao Kung Ming, Chih Sung-Tzu, Huan Ti, Kuan Yin, No Cha and others are worshipped in the Wilderlands, mostly in or around Viridistan.

The Egyptian deities of the Pharaonic Pantheon, including the gods Ra, Anhur, Anubis, Bast, Horus, Isis, Nephthys, Osiris, Ptah, Seker and Shu as detailed in *Deities and Demigods* and other volumes, are worshiped in the Desert Lands and other regions of the Wilderlands. Several Egyptian deities are widely worshiped—Thoth and Set, both of which are detailed below.

The Finnish mythos, including the gods Ahto, Ilmatar, Louhi, Mielikki, Surma, Tuoni and Ukko are worshiped, but they have few temples and are generally only worshiped individually.

The Greek mythos are widespread in the Wilderlands, including the gods Zeus, Aphrodite, Appolo, Ares, Artemis, Athena (who is very prominent in the Wilderlands and is worshiped in several incarnations), Demeter, Hades, Hecate (also prominent in the Wilderlands), Haphaestus, Hera and Poseidon. These gods, while prominent throughout the Wilderlands, are more common in parts of Altanis and the many islands throughout the Wilderlands than in the largest city states.

The Indian mythos, including the gods Indra (known as Kara), Agni, Kali, Karttikeya, Lakshmi, Ratri, Rudra, Surya, Tvashtri, Ushas, Varana, Vishnu and Yama, are uncommon and are normally worshipped only by members of the far-off Kingdom of Karak, where these gods are dominant.

The Japanese deities are strangely absent from the Wilderlands, though they are more common in several adjoining Alternate Primes.

The Norse gods, including all those detailed in *Deities and Demigods* such as Odin, Aegir, Balder, Bragi, Fenris Wolf, Frey, Freya, Frigga, Heimdall, Hel (who, like Hecate, is of greater importance in the Wilderlands than is normal in her pantheon), Loki, Magni, Sif, Surtur, Thor (very popular in the Wilderlands), Thrym, Tyr, Uller and Vidar, are very prevalent in the Wilderlands and are heavily worshiped by all races, but in particular by Skandiks and Tharbrians.

The gods of the Sumerian mythos, such as Enlil, Enki, Inanna, Ki, Nanna-Sin, Nin-Hursag and Utu, are worshiped primarily in the southern lands such as the Ament Tundra and Ghinor.

Most of the denizens of the Wilderlands are polytheistic, believing in many gods and spirits, with a few notable exceptions such as the Mycretians who follow the god Mycr (monotheistic) and the worshipers of the foreign gods of Pegana (a pantheon of multiple gods that allows for no other gods). Because of the sparse population of the Wilderlands there are few truly large and organized religions, except perhaps for Armadad Bog whose worship has spread due to the influence of Viridistan. Even Mitra, a lawful good god who is widely worshiped, does not have an overarching organization of his clergy over more than one region of the Wilderlands. Thus, worshipers of the various gods—once away from their temple hierarchies—have great leeway in enforcing the will of the deities.

DIVINE QUALITIES

The word “deity” covers a broad range of beings—true greater “gods” with the power of creation, lesser gods, demigods, animal spirits, forgotten gods, alien gods, god-priests and living gods that wander the world and are worshiped. All deities, however, by definition, deal in divine magic. “Deity,” meaning a source of divine power, should be distinguished from a “god,” meaning a thing or object that is worshiped. Anything that is worshiped can be a god, regardless of whether there is any divine force behind it.

Besides commonly acknowledged “gods,” many spirits live near or within objects, geological features, fauna, flora, artifacts, winds, and buildings. Rare is the natural feature that does not have a corresponding minor deity that is worshiped by the local populace. Some have even achieved some degree of importance, such as the Toad-god of the Mermist Swamp. Minor gods with less than one hundred worshipers are not listed, unless they provide some notable curiosity such as Morkalla. One advantage of the multiplicity of deities is that Judges can easily import their favorite deities from any setting into the Wilderlands.

NATURE OF DIVINITY

Unlimited: There are an unlimited number of deities in the Wilderlands and the universal total of divine power is also unlimited. As mentioned above, there are hundreds and even thousands of lesser household gods as well as many gods of each divine rank.

Obtaining Divinity: While the “divine spark” shared by all deities seems to be of the same mystical nature, there is no single way the divine spark is obtained. It may be innate to the deity, such as the divine spark possessed by the greater gods Odin and others. It may be earned by a deserving mortal or perhaps by the continued worship of a false god. It may be stolen by a mortal, a hero or a lesser god. It may even be imparted, such as by the ascension of Morg, the once-mortal follower of Thoth as a gift from Thoth himself. Some deities have even been known to surrender their divinity. Some, known as the forgotten gods, have lost the divine spark. Generally, if a character achieves 20th level and has a patron deity, that deity normally offers that character the chance to ascend as a lesser deity in his or her court.

Dependent Deities: Except perhaps for the mysterious Mycr, all the deities of the Wilderlands are powered by the worship of their followers. Loss of worship can lead a deity to lose the divine spark. Worship can also create a deity where none previously existed, such as in the case of the worship of an idol without a deity that overtime grows so widespread that the worship itself actually creates a new deity. Greater Gods, however, have an inherent spark of divinity and cannot ever truly lose their status as a deity, though their divine rank may decrease from lack of worship. The reason for this inherent divinity is unknown and may be a result of their divine presence on multiple planes of existence and multiverses.

Behavior of Deities: The gods of the Wilderlands come in all types—benevolent, indifferent, hostile, active and distant. Many desire only the love of their worshipers, while others desire their blood and souls. Some behave as truly greater beings endowed with infinite wisdom, others behave as average adults on their good days and spoiled children on their bad days. Some pretend to be omniscient when they are not, others pretend not to be omniscient when they are. Most bicker, quarrel, connive, plot, love, hate and make war against each other, which spills over to their followers. There are very few that seem to remain (at least to their worshipers) above the divine fray. While many of the actions of the gods may seem to be driven by human-like emotions such as love and hate, the actual motives of the gods are a mystery even to their followers.

False Gods: There are many gods, such as false gods and idols, which are not truly “deities,” in that there is no true divine power behind them. They have no divine rank. These false gods may be widely worshiped and may even have a hierarchy, a temple and an organized religion. Sometimes, such religions are led by wizards using arcane power or by persons possessing magic items, or sometimes there is no magic behind the “god” at all, only the social convention of worship. Such false gods are usually the creation of an individual or group seeking personal power, though over time though those persons may have died and the custom of worship has lived on. Strangely, due to the power of worship, even these false gods can gain divine power, and in effect become gods. This is, of course, why so many liches and evil wizards prop themselves up as gods over unwitting populations. Sometimes a false god may draw the attention of a deity who will provide divine power to what is otherwise an empty religion.

BENEFIT OF DEITIES

The obvious benefit of the deities is the divine power and abilities they impart on their mortal priests and followers. These powers are not limited to clerics. Because the gods are so present in the Wilderlands, many non-clerics have patron deities and can even become champions. Clerics and non-clerics alike can even try to ask for divine intervention by the deity themselves.

Gaining A Patron: Some deities allow anyone to select them as their patron deity. Other deities require those who would have them as a patron to be devout followers, though not themselves clerics or adepts, providing proper worship and living in a manner generally consistent with the teachings of the deity. Still others ignore those who select them as a patron. Generally, a person may not have more than one patron deity at a time unless the Judge allows otherwise.

Invocation Of A Patron: A person who has a patron deity can invoke the name of that patron deity up to once per week, normally in times of crisis or under other circumstances important to the deity's goals and domains, and thereby seek to gain the aid of the patron deity. If, in the opinion of the Judge, the person invoking the patron meets the deity's requirements to obtain a patron and if the action attempted for which the person is requesting aid meets the goals of the deity and falls within the deity's portfolio of interests, the deity will grant a +1 or -1 divine bonus to the person in that situation, at the discretion of the Judge. On rare instances, in the discretion of the Judge, a deity may grant a bonus of up to +2, though never higher. If the Judge is unsure of whether the deity will aid the person, the Judge may require an ability check at DC 10 based on whatever ability is most relevant to the deity, such as Wisdom for a god of knowledge, Strength for a war god or Charisma for a god of song.

An actual cleric or druid (or other divine class) of a particular deity may make a number of invocations per week equal to his or her Wisdom bonus and does not need to make an ability check. Abusing this invocation ability should be met with the god's displeasure, either by the deity withholding aid in the future or dispatching a divine messenger or portent to deliver a stern warning to the person.

Calling Upon A Patron Deity: Worshipers may also call upon their god for divine intervention. Divine intervention is always at the discretion of the Judge. Some deities are more prone to answer such calls than others. Some respond with divine aid or divine servants. Others respond by physically manifesting their avatar on the material plane. Generally, the chance for a deity to answer a call for intervention is 1% plus 1/2% for each cleric level the caller has. Many things influence this general guideline. Deities cannot manifest outside of their normal area of influence. Calling upon Modron to manifest and aid you in Viridistan will be met with nearly no chance of success, while calling upon her in her own city of Modron will yield greater than average success. Such calls should be reserved for truly catastrophic situations, as most deities feel that the power they provide their priests should be sufficient to meet their needs. In fact, many stern and lawful gods will refuse such requests, though many evil gods will appear even more frequently if it serves their evil goals. Again, divine inter-

vention is always at the discretion of the Judge. It should also be noted that divine aid will not necessarily come in the form requested by the caller, but rather will come in whatever form is desired by the deity in keeping with the principles of the deity. A deity is never required to intervene. Abusing this ability will be met with even greater wrath than abusing the invocation ability.

Champions: Some persons offer such service to their patron deity that they are designated as champions of that deity. Whether selected as a favored mortal by a fickle goddess of beauty, rewarded for some exemplary service by a god of law, chosen for their devout lifestyle by a pious god or graced by being an embodiment of the ideals of the deity on earth by a god of good, a champion receives some tangible benefit determined by the Judge. Normally, a champion gains one of the following boons for as long as the person remains a champion: +1 to +3 divine bonus to a relevant attribute of the choice of the deity, an ability normally reserved for clerics of the deity, divine protection equal to a divine bonus from +1 to +3 to the champion's AC, the ability to use a certain spell once per day (normally less than 5th level), a bonus feat he or she otherwise would not have access to, a greater chance of calling on the deity for divine intervention, or in the most extreme case access to a divine feat or ability. Generally, a deity does not select a champion of less than 8th level. Note that clerics do not normally become champions except in extreme circumstances, as deities feel that the abilities they provide their priests are reward enough. The drawback to being a champion, of course, is that opponents of your patron deity will seek you out to thwart, discredit or kill you even more so than they would an average priest of your deity. A deity must have a divine rank of 6 or higher to have a champion and may have 1 additional champion for each 5 divine ranks above 6 (i.e.: 2 at divine rank 11, 3 at rank 16).

Worshippers: Deities are worshiped by the faithful, which is not limited only to clerics or druids. So long as a leader is charismatic and faithful (sometimes not even faithful), that leader can found a temple or church. It is a mistake to presume that all heads of religions are clerics or druids. Sometimes churches and temples are headed and run by fighters dedicated to a god, or by a powerful wizard who has chosen to honor his vile god or by expert merchants. Religious hierarchies can be political appointments or rewards. It is entirely possible to have a church without a single cleric worshiping a deity. Worshipers need only faith, not a specific class. The religions and temples of the Wilderlands reflect this reality.

COSMOLOGY

The simplest way to handle the cosmology of the Wilderlands is to adopt the default order of the planes as traditionally done in the various Third Edition rulebooks, with Astral and Ethereal and Inner and Outer planes, etc. This is certainly a workable way to handle the order of the universe.

However, the Wilderlands was created before the First Edition *Player's Handbook* and thus was not designed with that particular cosmology. Instead, unlike the planes of other official fantasy settings, which seem so well-traveled,

the planes in the Wilderlands should be mysterious and new. They should defy a firm categorization, since they are fluid and undefined and each overlaps the other to a great degree. The early fantasy works of H.P. Lovecraft, Robert E. Howard and Michael Moorcock definitely influenced the cosmology of the Wilderlands, and the planes reflect it. The planes are not commonly visited by mortals, though the Wilderlands are filled with ancient gates to the other planes from a time when older, more advanced civilizations traveled the planes extensively. It is more common that creatures from the planes visit the Wilderlands than the other way around. The following "planes" exist in the classic Wilderlands setting.

The Prime: The world in which your campaign exists. The prime is more a "universe" than just the single planet on which the Wilderlands is located. There are thousands and thousands of other solar systems and perhaps even other inhabited planets. For those so inclined, space travel could be a real possibility. Some even say that the Wilderlands were settled originally by an Ancient Race of space faring sentient creatures and that the Markrabs themselves are a space faring race. Sages say that the Prime and the universes in it represent the ultimate embodiment of Law.

The Void: The "universe" of the Prime is surrounded by the void, an infinite expanse of complete emptiness. It is said that it is in this void that the elder gods originated, gods of absolute evil and madness. Legends tell of times when creatures from the Void can descend on the Prime. Ancient sorcerers are said to traffic with such alien creatures in an attempt to gain greater power and knowledge. Some say the Markrabs are such creatures. Others who claim to have seen such mind-rending monstrosities claim they are like blots of fetid living blackness, nearly formless. Demons and nightmare creatures reside in the Void. The Void surrounds the prime, but also mingles with it. If a spell calls for astral travel, it means travel to the Void. Sages say that the Void is the ultimate embodiment of Chaos.

Alternate Primes: There are other versions of the main world. Some ahead in time, some behind in time, some diverging as a result of different events. For example, there are alternate primes where the Philosophers, not the Pious, won the war and the world is ruled by logicians and the gods have receded (some would say that might be our world). Other primes might have the Dragon Empire never having fallen, or the First Men never having been beaten back by the early tribes of what became Kelnore. There are an infinite number of alternate primes.

The Planar Membrane: A difficult concept to describe, the Prime and the Void—though infinite—are enveloped in a membrane of sorts that is magical and generally imperceptible. It is easy to pass through the membrane to the Shadowlands or the Netherworld or even the Celestial Realm. But it is difficult to pass from those planes to the Prime, unless one is a natural denizen of the Prime. This, essentially, keeps out creatures from the Shadowlands, Netherworld and Celestial Realm unless magic originating from the Prime brings them to the Prime. Such creatures can, and do, use the many existing gates however to travel to the Prime. The only exception to this rule is that denizens of the Prime may not return to the Prime if they have visited

an Alternate Prime without magic from the Prime bringing them back.

The Shadowlands: The Shadowlands is in some respects like the Astral or Ethereal plane in that it is a transitional plane allowing passage into other planes. The Shadowlands is an infinite expanse of shadowy existence mirroring what is occurring on the surrounding planes. Strange and evil creatures inhabit this shadow realm. It is lit from an unknown source with but the dimmest gray light, giving all its stark and mostly barren features a deep ashen gray. If a spell calls for travel to the ethereal plane, it means the Shadowlands. The Shadowlands are sometimes called the Spirit Plane, as this is the first destination of souls after death before they progress to the Netherworld, Celestial Realm or Arborea.

The Netherworld: Unlike the traditional "abyss" and "hell" division along alignment lines, there is no such division in the Wilderlands cosmology. The Netherworld is a vast and multidimensional realm of darkness and death. Some portions are black and dark as night, others are red with infernal flames, others blackened with slime, still others deathly jungles. All the traditional versions of hell and the abyss can be found in the Netherworld, but they are not as distinct, defined and segregated. You might wander through a diseased forest and wind up at a great precipice overlooking a barren plain of obsidian with crevasses filled with fire. Or you might encounter a river of filth guarded by demons leading to an iron castle filled with devils. The Netherworld is the embodiment of evil.

The Celestial Realm: Shrouded from the Shadowlands by a white curtain, the Celestial Realm—like the Netherworld—is not divided into traditional planes of "Heaven" or "Asgard" firmly along alignment lines as in the traditional cosmology. Instead, one may encounter a celestial mountain on which one god has made his home, or a fantastic city where all live in peace and harmony, or a river of gold and a bridge guarded by angelic creatures. The Celestial Realm is the embodiment of good.

The Elemental Planes: Overlapping the Prime are the Elemental Planes. Unlike the other planes, the Elemental Planes have firmer divisions, with the rocks and dirt of the plane of Earth turning to obsidian and lava as they transition to fire, which becomes smoke and ash as it transitions to air, which in turn turns to storms and rain as it becomes water, coming full circle to snow and ice as that plane turns back to earth. The core of these planes are rather monotonous and incredibly hostile in the extreme to travelers from the Prime. It is in the transitional areas that most travel takes place. The elemental planes are a great source of argument. Some say they are the embodiment of Neutrality, yet others argue they are all the alignments in one.

The World Tree: At the cosmic intersection between the Shadowlands, the Netherworld, the Celestial Realm and the Elemental Planes stands the World Tree—growing in the elemental earth, fed from the elemental water, warmed by the elemental flame and expanding in the elemental air. It is said that a version of the World Tree extends into every Prime. Legends tell that it is the flowering of the World Tree that created all the planes. Some sages have said that the World Tree will one day lose its flowers

GODS AND DEITIES

to bloom again with a new cosmology. Priests, believing in the eternal nature of their gods, generally reject this notion.

Arborea: In the shadow of the World Tree is a vast glade and forested realm. The beasts of the field, good and evil, lawful and chaotic, roam here. The law of the wild still prevails, but there is no death, there is no aging, there is no illness. The creatures of this realm can be killed, but they cannot die, being renewed the following day. Visitors, however, are not renewed in the same manner. The outer edge of Arborea is ringed with hills and mountains as it transitions back to the other planes with which it intersects. This transitional ring is filled with cities of creatures of all kinds and is said to contain the strongholds of wizards who have given up the Prime. Some have argued that it is this plane that is the embodiment of Neutrality.

SOULS AND THE AFTERLIFE

Every living creature possesses a soul—a life energy. Different deities are more or less controlling over what happens to a soul after death. Some deities require their worshipers to earn the right for their soul to enter their particular divine kingdom—be it good or evil. Others reward their worshipers liberally with admission into their realm. Some absorb the souls of their worshipers for their own deific growth, their realm consisting only of minions not worshipers; the worshiper rewarded with eternal union with the deity. Others allow the souls of their worshipers to manifest in various forms, with varying degrees of freedom of form and movement. Of those deities that allow such independence of souls, some allow the souls of their worshipers to wander to other planes or other deific realms while others tightly control the souls of their worshipers, binding them to their realm. This is more a factor of the personality of the deity than their alignment.

A soul is a type of planar currency among powerful entities. They can be traded. Mortals may bargain them away to infernal powers of the Netherworld (demons or devils). These are called enslaved souls. Aside from enslaved souls, the primary source of souls is from those who die without a patron deity (even if not a cleric). It is firmly believed that such souls are condemned to the Shadowlands where they are harvested by the various minions of the other planes—both good and evil.

NEW DOMAINS AND SPELLS

BLOOD DOMAIN

Granted Power: You may sacrifice part of your essence to recall spells you have already cast. You may recall spells of any level that you know and have already cast by spending 1 Constitution point per spell level (e.g., to recall a 5th-level spell would require you to expend 5 points of Constitution). You cannot lower your Constitution below 1 using this ability. This Constitution damage cannot be healed or restored magically and must be healed naturally.

Blood Domain Spells

- 1 Hemorrhage (see below)
- 2 Death Knell
- 3 Blood Purge (see below)
- 4 Greater Magic Weapon
- 5 Insect Plague
- 6 Blade Barrier
- 7 Pollute the Blood (see below)
- 8 Blood Storm (as *fire storm*, but damage is all divine force)
- 9 Storm of Vengeance

CHARM DOMAIN

Granted Power: You may cast *eagle's splendor* once per day.

Charm Domain Spells

- 1 Charm Person
- 2 Enthrall
- 3 Suggestion
- 4 Charm Monster
- 5 Dominate Person
- 6 Geas/Quest
- 7 Symbol of Stunning
- 8 Demand
- 9 Dominate Monster

DARKNESS DOMAIN

Granted Power: You gain a +6 racial bonus to Hide checks. In areas of darkness, the Hide bonus increases to +10.

Darkness Domain Spells

- 1 Obscuring Mist
- 2 Darkness
- 3 Deeper Darkness
- 4 Enervation
- 5 Nightmare
- 6 Shadow Walk
- 7 Dream
- 8 Power word, blind
- 9 Power word, kill

TIME DOMAIN

Granted Power: Once per day, as an extraordinary ability, you can reroll one roll you just made. You must take the result of the reroll, even if it's worse than the original roll.

Time Domain Spells

- 1 True Strike
- 2 Gentle Repose
- 3 Haste
- 4 Freedom of Movement
- 5 Permanency
- 6 Geas/Quest
- 7 Ethereal Jaunt

- 8 Temporal Stasis
- 9 Time Stop

NEW SPELLS

BLOOD PURGE

Necromancy

Level: Sor/Wiz 4, Blood 3

Components: V, S, M

Casting Time: 1 action

Range: Medium (100 ft + 10 ft/level)

Target: One living creature

Duration: Instantaneous

Saving Throw: Fortitude half

Spell Resistance: Yes

This spell disgorges blood from the body of the subject (through its eyes, ears, nose, mouth, pores, and so on), dealing 1d6 points of temporary Constitution damage with an additional +1 per two caster levels (maximum +10). Creatures without blood (such as oozes, skeletons, most undead, for instance) are unaffected by this spell. The target can attempt a Fortitude save to reduce the damage by half.

Material Component: A few drops of blood and a tiny glass tube.

HEMORRHAGE

Necromancy

Level: Blood 1

Components: V, S, DF

Casting Time: 1 action

Range: Touch

Target: Creature touched

Duration: 1 round/level

Saving Throw: Fortitude negates

Spell Resistance: Yes

Your touch opens a wound that gushes blood and refuses to heal through natural means. The target sustains 1d2 points of damage per round from the bleeding until the spell duration expires. Nonmagical healing cannot stop the bleeding. A *cure* spell heals lost hit points but does not stop the bleeding. A *heal* spell heals lost hit points and stops the bleeding. A *cure* spell cast by a cleric of equal or higher level than you heals lost hit points and stops the bleeding.

POLLUTE THE BLOOD

Necromancy [Evil]

Level: Sor/Wiz 6, Blood 7

Components: V, S, DF/M

Casting Time: 1 action

Range: Close (25 ft + 5 ft/level)

Effect: Ray

Target: One living creature

Duration: Instantaneous

Saving Throw: Fortitude half

Spell Resistance: Yes

The subject's blood is transformed into a highly caustic acid. You must succeed at a ranged touch attack to strike a target. This effect deals 1d6 points of damage per caster level (maximum 15d6) and the subject suffers a -1d6 enhancement penalty to Strength with an additional -1 per two caster levels (maximum additional penalty of -10) for 1 minute per caster level (maximum 10 minutes). The subject's Strength score cannot drop below 1. A successful Fortitude save halves both the damage and Strength penalty. Incorporeal creatures and creatures without blood (plants, undead, and oozes, for example) are immune to the effects of this spell.

Arcane Material Component: A few drops of blood and acid.

MAJOR DEITIES

The major deities represent those gods that are either commonly worshiped throughout the Wilderlands (such as Odin) or are prominent in the major cities and thus of great importance (such as Armadad Bog). Major deities are not necessarily more powerful than lesser gods or demi-gods (though they usually are), they are simply either more popular or more important.

ARMADAD BOG, GOD OF VIRIDIANS, WATER GOD OF DEATH

Alignment: Lawful evil

Domains: Death, Evil, Law, Water

Symbol: Merman with Scepter and Trident

Typical Worshipers: Fighters, aristocrats, and monks, mostly in Viridistan

Favored Weapon: Trident

Armadad Bog, water god of death, is lawful evil. He is believed to be the father of the original Viridians who are the descendants of the god's interbreeding with merfolk. The religion centered on the worship of Armadad Bog is called Mer Shunna and followers of Armadad Bog are Mer Shunnans. Hautulin Scheitt, the "Green Emperor" of Viridistan is the chief worshiper of Armadad Bog and has himself been made a God-Priest by Armadad Bog. Armadad Bog has come to reside in the magical grottoes beneath the Imperial Palace in Viridistan. Armadad Bog possesses the four Amulets of Power, including the Amulet of Khetren which enslaves the merfolk of the Trident Gulf to him.

Worshippers of all levels must follow the Armadad Law, which requires daily ritualized flogging with the tail of a fish symbolizing repentance for not being born a merman or mermaid as well as the weekly God-feast and the monthly Mer-Moon Sacrifice—a ritual that is at once beautiful and ghastly in which three maidens are sacrificed and all worshipers must drink of their blood performed by Murielle Eidn, wife of the Emperor who is also a high priestess of Armadad Bog. Although the Armadad Law attracts some due to its regiment, many of his followers are strong-armed into his worship due to the economic benefits of dealing with his temples, bribery, deceit, and sanguinary threats. The domains he is associated with are Death, Evil, Law, and Water. His favored weapon is the whip, trident, scepter and sword, and assassins, evil monks,

GODS AND DEITIES

and evil fighters worship him. Worship of Armadad Bog also includes the Dance of the Orkiss. Some sages claim this is a link to the demon-god Orcus, though this has not been confirmed.

ATHENA, BATTLE GODDESS OF WISDOM

Alignment: Lawful Good

Domains: War, Good, Law, Knowledge

Symbol: Owl

Typical Worshipers: Sages, fighters, paladins

Favored Weapon: Spear

Athena, Battle Goddess of Wisdom, is Lawful Good. Athena attracts warriors who desire to see justice done in the Wilderlands. The domains she is associated with are Good, Knowledge, Law, and War. Her favored weapons are the spear and shield. Athena has a temple in the town of Bryny which on the Rorystone Road between Thunderhold and City State.

In Valon, Athena is worshiped as **Amala, Warrior-goddess of the Sea**. Her domains are War, Good, Law, Water.

HARMAKHIS, GOD OF DEATH

Alignment: Chaotic evil

Domains: Death, Destruction, Evil, Chaos

Symbol: Skull and scythe

Typical Worshipers: Fighters, Aristocrats, City State

Favored Weapon: Flail

Harmakhis (Har-ma-kiss), God of Death, is Chaotic Evil. Harmakhis' cult preaches a doctrine of "might makes right" and appeals to many rulers who desire not be shackled by laws or morals. His priests teach that only a person who gives much to Harmakhis in treasure and sacrifices may avoid the gloom of the afterlife. He has a high temple in the City State of the Invincible Overlord and more than a few nobles and senators are worshippers. The religion seeks political power and influence to better spread its evil teachings. It is believed that Harmakhis is an aspect of the Celtic god Donn, worshiped by the Tharbrians.

MITRA, GOD OF JUSTICE, FIRE AND LAW

Alignment: Lawful good

Domains: Fire, Good, Healing, Law, Protection, Sun

Symbol: Scales of justice

Typical Worshipers: Paladins, fighters, experts, monks

Favored Weapon: Longsword

Mitra (My-tra), god of justice and contracts, is lawful good. His titles are Friend of Man, The All-Seeing, and Lord of Justice. Mitra provides justice for his followers in exchange they must treat each other fairly and hold to their given word. Mitra is widely worshiped throughout the Wilderlands, though mostly in areas where Viridian priests do not hold sway. Sacred Oaths made in his name are sworn in front of holy fires. He is also popular among common folks as his clerics protect them against those who would

exploit them or prey on them. His symbols are a flame, and the lion. His worship is centered on the town of Modron.

MYCR, THE UNKNOWN ONE

Alignment: Lawful good

Domains: Law, Good, Healing, Protection, Plant

Symbol: None

Typical Worshipers: Monks, healers, gardeners

Favored Weapon: Quarterstaff

Mycr (Mi-ker), The Unknown One, is lawful good. Mycr is one of the most mysterious deities known in the Wilderlands. He has no known avatar, but exhibits great powers even over other gods. His followers (known as Mycretians) teach that he is the one true god and the others are false demons or apparitions. His followers have a very strict moral and ethical code by which they must live. His worship is centered on the five Holy Cities of the Desert Lands. Mycretians are pacifists and will not fight except in defense, and then only with the least force necessary. Mycretians are also excellent herbalists, renowned for their skill with and knowledge of many plants and their mystical qualities. Their skill in this regard is often as much in demand as their spirit gifts of healing.

NEPHTLYS, GODDESS OF WEALTH

Alignment: Lawful neutral

Domains: Animal, Law, Luck

Symbol: Two large horns circling a lunar disk

Typical Worshipers: Money-changers, thieves, aristocrats

Favored Weapon: Quarterstaff or dagger

Nephthys (Nef-thil-is), Goddess of Wealth, is lawful neutral. She is the goddess of wealth and fate. Merchants sacrifice to her to decrease the risk of their journeys. In the last thousand years her temples have become a focus for banking with merchant being able to make deposits in one temple and withdrawing in a temple in another city. She has temples or shrines in all the major cities of the Wilderlands including Viridstan, and City State.

ODIN, BATTLE GOD OF KNOWLEDGE

Alignment: Neutral good

Domains: Air, Good, Knowledge, Strength, Travel, War

Symbol: A never-blinking blue eye

Typical Worshipers: Rulers, nobles, lawyers, fighters, warriors

Favored Weapon: Spear

Odin, Battle God of Knowledge, is lawful good. He is also known as Wotan the All-Seer and One-Eye to the Skandiks. He hanged himself off of the world tree and sacrificed one of his eyes to gain the wisdom of Gaea. It is said among the gods that there is no other who knows the will of the world than Odin. Odin is also known as the chooser of the slain picking those worthy warriors who died in battle to join him Valhalla. The Skandik people revere him, and he has major temples in the City State and Tarantis (where he is also known as Woten).

SET, GOD OF EVIL AND THE NIGHT

Alignment: Lawful evil

Domains: Death, Destruction, Darkness, Evil, Knowledge, Law, Trickery

Symbol: Coiled cobra

Typical Worshipers: Evil power-seeking humanoids, evil monks, assassins

Favored Weapons: Cobra staff, Spear of Darkness, poisoned weapons

Set is a greater god, worshiped on many planes in many forms. He most often appears as a scaled humanoid with the head of a jackal. He is utterly dedicated to the orderly spread of evil and oppression. His symbol is the coiled cobra, though any snake can be used to represent his power. His temples are filled with enormous serpents, always poisonous. His skin is poisonous to the touch. Organized groups of assassins are known to be dedicated to his worship. His priests carry staves worked on one end into the head of a cobra.

The cobra head is normally tipped with steel fangs coated with poison. His clerics also often carry a stylized black spear, representing the *Spear of Darkness* he carries. Many of his worshipers tattoo themselves with serpents or cobras.

THOR, BATTLE GOD OF LIGHTNING AND STORMS

Alignment: Chaotic good

Domains: War, Strength, Air, Protection, Good

Symbol: Hammer

Typical Worshipers: Fighters

Favored Weapon: Warhammer

Thor, Battle God of Lightning and Storms, is a major god in the court of Odin and in the hearts of many more popular than the All-Seer. He is known for his many heroic deeds in saving his worshippers from the depredations of monsters and giants. He eagerly rewards any follower who is willing to undertake similar quests. He is revered by the Skandians and has shrines and temples scattered throughout the Wilderlands. Many of his clerics use the Temples of Odin as base in their quests against the monsters of the Wilderlands.

SEKER, GOD OF LIGHT

Alignment: Lawful good

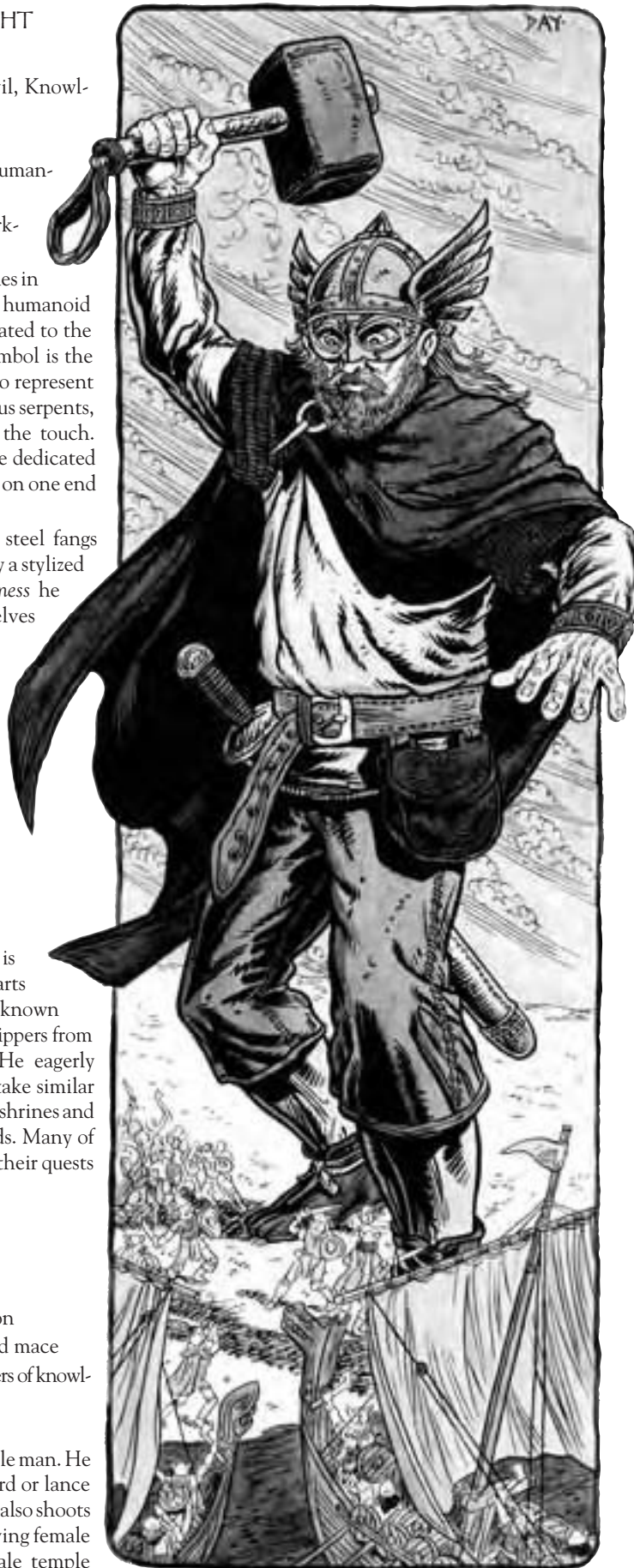
Domains: Sun, Magic, Knowledge, Protection

Symbol: Hawk-headed mummy or sun-tipped mace

Typical Worshipers: Women, foes of evil, seekers of knowledge

Favored Weapon: Halberd and mace

Seker, God of Light, appears as a strong, virile man. He is a tireless foe of evil. He fights with a halberd or lance and his mace, which disintegrates undead. He also shoots rays of sunlight from his hands. He enjoys having female worshippers and most of his priests are female temple



GODS AND DEITIES

maidens. His temples normally contain large libraries of scrolls and books of philosophy, magic and religion for those who want to seek out truth. The priestesses tend their god when he appears. Otherwise they seek out evil to destroy it. Followers of Seker are known as Sekerites. They often partner with Mycretians to foil the foul plans of Mer Shunnan priests of Armadad Bog.

THOTH, GOD OF KNOWLEDGE AND LEARNING

Alignment: Neutral

Domains: Knowledge, Magic, Protection

Symbol: Ibis

Typical Worshipers: Sages, teachers, knowledge-seekers

Favored Weapon: Quarterstaff

Thoth (Thawth), God of Knowledge, is Neutral. Thoth's church has temple and shrines throughout the Wilderlands. His church was instrumental in aiding the Pious in the War of the Pious and Philosophers long ago. Since then he has directed his priest to be active in suppressing dangerous knowledge and promoting the use of magic. Unlike other churches, the church of Thoth supports not only clerics but wizards and sorcerers as well. The center of his worship is Tula, the City of Wizards, but he has important temples in Viridstan and the City State. Followers of Thoth are normally referred to as Gnosophim. They wear simple robes.

MINOR DEITIES

Minor deities are not necessarily of lesser power than the greater gods, though they lack their widespread worship or social importance. Many of the minor deities make good deities for adventuring clerics, as the lesser gods are always desirous of increasing their visibility and importance and, having fewer high priests, are willing to reward high level followers.

ADORAK TAU, SUN GOD OF THE GISHMESH

Alignment: Lawful Evil

Domains: Law, Evil, Sun

Symbol: Stylized sun with blue eye in center

Typical Worshipers: Gishmesh, Tarantians

Favored Weapon: Spear

Adorak Tau is worshiped by the Gishmesh clan of the region of Tarantis in a religion known as Pudage. The religion requires daily meditation and worship of the sun. Every month a Sun Dance is performed in the Temple of the Maidens in Tarantis. These maidens are members of the families and devotees of Pudage and must serve for one year upon reaching their thirteenth birthdays. This honor is not without risks, because once a year four of the Maidens are chosen by lottery to be the sacrifice at the High Holy Day of Pudage, the Twilight Sacrifice. Worshipers are expected to tithe at least 10% of earnings to the temple. Rumors tell that the temple contains a large sapphire eye in the statue

of the god in the Temple, as well as a fabled spear and the legendary Amulet of Tulanus.

ALINAH, GODDESS OF THE MOON

Alignment: Lawful neutral

Domains: Darkness, Magic, Protection, Trickery

Symbol: A quarter moon

Typical Worshipers: Brownies, sprites, lycanthropes, and fey creatures

Favored Weapon: Longsword

Alinah appears as a tall slender woman with very pale skin. She has 4 arms, 2 of which are only seen when she is in battle. Alinah is goddess of the creatures of the night, and has the ability to find any creature as long as it is night time. Alinah is fond of lycanthropes. She shall aid them above all others. She has the power to assume the shape and power of any lycanthrope. Alinah rides a flying chariot pulled by two very old silver dragons. The dragons will always be near to protect Alinah. Alinah is in constant conflict with the sun for dominion of the sky and will send her followers to overthrow temples of sun gods.

AMALA, WARRIOR GODDESS OF THE SEA

This is the incarnation of Athena that is worshiped in Valon. See her entry, above. In this incarnation, she is lawful good and her domains are War, Good, Law, Water. She appears as a faintly blue-skinned sea maiden with a great shell for a shield and a silver spear and sword decorated with coral.

ANIU, LORD OF TIME

Alignment: Neutral

Domains: Law, Chaos, Knowledge, Time*, Travel

Symbol: An hourglass

Typical Worshipers: Wizards, sages, timekeepers

Favored Weapon: Quarterstaff

The Lord of Time will manifest himself as a tall, slender man, shrouded in a gray, hooded cloak. Aniu doesn't seem to walk or run, but to vanish and reappear a short distance from his former position. He is very short and direct in his speech with Mortals. Aniu knows the total history of the universe and the possible destinies of every creature therein. Aniu has bound himself by several powerful oaths not to directly interfere with time. Only if the balance of Law and Chaos or Good and Evil is severely threatened will he intervene. Aniu carries a shepard's staff known as the *Temporal Staff*. It has the power of longevity and withering. Aniu has the ability to stop time up to a month in duration but he would have to violate his oaths.

ARAM KOR

Alignment: Lawful neutral

Domains: Air, Water, Law, Knowledge, Magic

Symbol: An iceberg

Typical Worshipers: Ice wizards, residents of Valon

Favored Weapon: Ice lance (spear)

Aram Kor appears as an ice-blue man with white hair and robes over gleaming silver armor. In one hand he holds the Silver Book, a book reported to command the movements of the Great Glacier and contain all spells related to air, cold and ice, and in the other he wields the great *Ice Lance*. He is the patron of avalonian ice wizards and it is said that the hidden avalonian school of ice magic contains a great temple to him. He is the lord of the seasons and sacrifice is made to him to control weather and for seasonal changes.

BEYTNORN, GOD OF TREES

Alignment: Neutral

Domains: Knowledge, Plant, Protection, Travel

Symbol: An oak leaf

Typical Worshipers: Treants, rangers, druids, woodsmen

Favored Weapon: Longbow

Beytnorn, a large Treant with an Intelligence and Wisdom of 34, is Lord of the Forests and protector of the trees. When in battle, his leaves can be shot one at a time to a range of 30 feet for 1d6 points of damage. Fire and cold have no effect on him, but lightning does double damage. His touch can *remove disease* on any type of plant and the sap that runs down his bark can *cure light wounds* on elves once per day if eaten.

BONDORR, GOD OF SWORDS

Alignment: Neutral

Domains: Earth, Strength, Protection, War

Symbol: Two crossed swords

Typical Worshipers: sword masters, smiths, warriors, fighters, swords-for-hire, Altanians

Favored Weapon: Scimitar

Bondorr appears as a powerfully built man with blue skin and long white hair. He fights with a gold scimitar in his left hand that will parry with a 60% chance every weapon attempting to strike him and will break any weapon it parries with. Bondorr can not be injured in any way by a sword, however other weapons will do full damage. The silver scimitar in his right hand is so light that he can make two additional attacks per round with it. Any sword held in his hands becomes a +1 sword permanently.

BRAZ-KAZON, BATTLE GOD OF SMOKE

Alignment: Chaotic neutral

Domains: Chaos, Fire, Trickery, War

Symbol: Smoking brazier

Typical Worshipers: Fighters, rogues

Favored Weapon: Mace and sword

Braz-Kazon, Battle God of Smoke, is Chaotic Neutral. Braz-Kazon attracts those who revel in battles and live for nothing else but fighting. His avatar is known to appear as a giant berserker. Braz-Kazon is served by clerics who travel with the various mercenary bands around the Wilderlands.

The Clerics carry a holy brazier with their battle gear and use it as the focus of ceremonies for Braz-Kazon.

BUKERA, GOD OF DESERT MOUNTAINS, THE SILENT SCORPION

Alignment: Lawful neutral

Domains: Destruction, Earth, Law, Strength

Symbol: A scorpion

Typical Worshipers: Desert dwellers and nomads

Favored Weapon: Warhammer

Bukera appears as a very large, muscular man with a long beard. He has the ability to shapechange. He can call up a Wind Storm and hurl Fireballs while in the mountains. He carries a Hammer that will cause an earthquake if it strikes the ground and is able to absorb all spells. The leather belt he wears allows him to fly. Bukera frequently takes the form of a scorpion. Glass is sacred to his followers. He can create a dust storm or a mirage once per day.

CILBORITH, GOD OF THE ELVES

Alignment: Chaotic good

Domains: Chaos, Protection, Good, War

Symbol: Quarter moon

Typical Worshipers: Elves

Favored Weapon: Longsword or spear

Cilborith (Kill-bo-rith), High God of the Elves, is Chaotic Good. Cilborith was one of the first deities to appear and has been with his people since just after the Uttermost War. He is the High God of the Elves and is prayed to in times of conflict to provide inspiration to their leaders. While many elven communities have local deities he is universally worshipped by elves throughout the Wilderlands. His High Temple is located in the Great Forest.

CORIPTIS, GODDESS OF BATTLE, THE BERSERKER GODDESS

Alignment: Chaotic neutral

Domains: Chaos, Strength, War

Symbol: A longsword entwined with a red hair.

Typical Worshipers: Fighters, warriors

Favored Weapon: Longsword

The goddess of Battle appears as a tall woman dressed in golden chainmail with sword and shield. Her long red hair seems to glow when she is in battle. She is often worshipped as the goddess of berserkers. *Mal Kazi*, the *Sword of Coriptis*, is her dancing sword.

DUNATIS, GOD OF MOUNTAINS

Alignment: Chaotic neutral

Domains: Air, Earth, Protection, Travel, Strength

Symbol: A snow-covered mountain peak

Typical Worshipers: Dwarves, explorers, mountaineers

Favored Weapon: Greatclub

Dunatis appears as a 20-foot tall humanoid with dark hair and skin. He wears +6 *plate armor* and carries a +6 *light steel shield*. In battle he forms large boulders from the air and assails his foes with them, dealing 4d10 points of damage with each boulder.

DYRANTRIL, GOD OF ALCHEMY

Alignment: Neutral

Domains: Air, Earth, Fire, Water

Symbol: Alchemical symbols

Typical Worshippers: Alchemists, siege mages

Favored Weapon: Quarterstaff

Dyantril, the patron god of alchemists all over the world, will at times lend aid and/or advice to his followers. Otherwise, Dyantril involves himself little in the affairs of men. This god has the power to transmute Elements from one to another; such as iron to copper or copper to gold. Dyantril is 5' 1" tall with a dark complexion, fiery blue eyes, and a beard that is shot through with whiskers that appear to be formed of gold, silver, copper, iron and other elements. He is garbed in a brown robe embroidered with the symbols of alchemy and wears a low, wide-brimmed hat.

FENINVA, GODDESS OF BLOOD

Alignment: Chaotic evil

Domains: Blood, Chaos, Destruction, Evil, Strength

Symbol: A white cloth stained with dried blood

Typical Worshippers: Healers, witches, succubii and vampires

Favored Weapon: Dagger

Feninv appears as a well-proportioned woman with a face so beautiful that it paralyzes anyone who looks at her (no saving throw). Her hair is bright red matching her gown. Some worshipers sacrificing human blood to her (preferably still warm) will be rewarded by a blood-draining kiss as a succubus or a vampire for one night.

GRISMAL, GUARDIAN OF THE UNDERWORLD

Alignment: Neutral

Domains: Air, Earth, Fire, Water, Protection

Symbol: Iron flail

Typical Worshippers: Gnolls, bestial druids and wizards, protectors and guards of all races

Favored Weapon: Flail, morningstar

Grismal, the Guardian of the Underworld, appears as an 8 foot tall, two-headed gnoll with reddish skin the texture of metal and no body hair. He wears a mithril loin cloth. He welds his great flail, *mudza*. The flail has four balls that are each composed of the essence of one of the four elements, fire, water, earth and air. Grismal is also known as the Door Guard of Death.

HANUMAN THE ACCURSED, THE APE GOD

Alignment: Chaotic evil

Domains: Chaos, Evil, Animal

Symbol: A black simian head

Typical Worshippers: Evil priests and wizards, animal cultists, non-humans

Favored Weapon: Dagger

Hanuman is a bestial and debased dire ape, rarely worshiped by humans though those who do are utterly debased and evil themselves. His priests rule through intimidation and terror. He demands human sacrifice. His priests, if human, wear masks of his bestial image. His idols are carved from black marble. Hanuman is worshiped in the southern jungles and in the region of Chim, Tlan and Lenap.

KALE KALA, THE FIRE GOD

Alignment: Neutral

Domains: Destruction, Fire, Strength

Symbol: A roaring flame

Typical Worshippers: Pyromancers, fire elemental cultists

Favored Weapon: Club

Also known as god of the Flaming Mountains, Kale Kala manifests himself as a 30-foot tall fire elemental. He can often be seen mounted on the back of the great Red Dragon, Shashuk. The god is reputedly a child of the sun, but he commands earthly and other worldly fire. In combat, Kala Kala hurls huge balls of molten stone leaving a pool of lava in its wake.

KAZADARUM, GOD OF DWARVES

Alignment: Neutral

Domains: Earth, Strength, War

Symbol: A purple axe on a golden field

Typical Worshippers: Dwarves, geomancers

Favored Weapon: Battleaxe

Kazadarum stands 5' tall and 3' wide at the shoulders. He has brilliant red hair, beard and eyes. The dwarf god involves himself mainly in the affairs of dwarves but will, at times, help other races. The bejeweled *Belt of Kazadarum* gives him the power and damage of a storm giant when using his bare hands in battle or for feats of Strength. His shield has the herald of a gold axe on a purple field. Kazadarum's mighty battleaxe, *Zule Kar* (meaning Demon Slayer), is a gruesome weapon that can be thrown like a warhammer. With one blow, it will slay any demon excepting a Lord or Prince. Kazadarum is worshipped as a battle god by most Dwarf clans, and is often referred to as Rock-Father, Red Slayer and Demon Bane.

KOLRAK MAR, TROLL GOD

Alignment: Chaotic evil

Domains: Chaos, Destruction, Evil, War

Symbol: A bloody hand

Typical Worshippers: Barbarians, goblinoids, trolls, warlords

Favored Weapon: Mace

Appearing as a massive troll, 10' tall with dark, mottled gray skin, Kolrak Mar is terrible to behold. The troll god's temples are usually beneath the surface and it is in those places that his clergy performs the human sacrifices that he demands. Kolrak Mar has several special abilities. He regenerates 10 hit points per round, *teleports* as a 25th-level wizard and use the spell *power word stun* up to 3 times daily. His mace, *Brong*, does 3d6 points of damage and gives him a +4 bonus to hit (in addition to his fighting ability). The mace can also cast a *lightning bolt* once per round as a 20th-level wizard. Kolrak Mar is worshipped by trolls and other deep dwelling befouled races. Occasionally one may find a cult of human worshippers. The Troll god is also known as The Dweller in the Deepes and Demon of the Bloody Hand.

THE KUTRILLOGY

The primary religion of the First Men, an ancient and—despite their name—distinctly non-human race. The Kutrilogy consists of Kutalagon the Infinite which is worshipped as a neutral dragon god by the dragon race, Kutalabold the Source which is worshiped by the Fairies as an evil male humanoid god, and Kutienna the Fertile worshiped by the First Men as the goddess of everything wholesome and good. Known as the Cult of Kut by citizens of the City State and most Wilderlands inhabitants.

KUTALAGON

Alignment: Neutral

Domains: Air, Earth, Fire, Strength

Symbol: A meteor encircled by clouds

Typical Worshippers: Dragons, great wurms, dragon cultists

Favored Weapon: Dagger

Neutral dragon-god worshipped by dragons, great wurms and dragonettes.

KUTABOLD

Alignment: Neutral evil

Domains: Destruction, Trickery, Travel

Symbol: A dancing humanoid composed of fog

Typical Worshippers: Fey creatures, evil pixies, quicklings

Favored Weapon: Dagger

Evil Fay-god worshipped by most fairies, pixies, brownies and many gnomes.

KUTIENNA, THE EARTH MOTHER

Alignment: Lawful good

Domains: Knowledge, Protection, Strength

Symbol: A pegasus

Typical Worshippers: First men, wives

Favored Weapon: Quarterstaff

Depicted as a pregnant or a radiant female worshiped by Pegasi, First Men females, cavemen and some elves.

KUVARTMA, GOD OF THE MOON

Alignment: Lawful evil

Domains: Evil, Law, Knowledge, Magic

Symbol: A full moon

Typical Worshippers: Necromancers

Favored Weapon: Greatclub

Kuvartma appears as a giant Ape with huge red bat wings on his back and strikes as a stone giant. He carries with him a shield that changes shape as the moon does. When the moon is full, the shield will be a perfectly round. At night he can cause any being to change allegiance for one hour if he gazes upon them. Kuvartma is worshiped by some non-human witches.

MANANNAN, GOD OF THE SEA

Alignment: Neutral good

Domains: Animals, Good, Protection, Water

Symbol: Manta ray

Typical Worshippers: Sailors, seafarers, some druids

Favored Weapon: Longsword

Manannan, The Sea God, is Neutral Good. Manannan is the lord of the sea and is one of the older deities. His church operates many shrines scattered throughout the coasts of the Wilderlands to aid shipwrecked sailors. His church is also often asked to inspect ships and give the vessel their blessing. Merchants know that a ship carrying the blessing of Manannan is a safe ship to travel with. Manannan is primarily a god of the Tharbrians, though he is widely worshiped in the City State.

MIDOR, ORC GOD

Alignment: Lawful evil

Domains: Evil, Law, Strength, War

Symbol: Spear

Typical Worshippers: Orcs, goblins

Favored Weapon: Longsword

Midor is an unusually large orc. He can regenerate and hates anything that uses his orcs. Midor has a body guard of two orcs that follow him everywhere. He demands cruelty and strength of his followers.

MONDORENT, GNOLL

GODDESS OF TOMBS

Alignment: Lawful evil

Domains: Evil, Death

Symbol: An open tomb

Typical Worshippers: Gnolls, bestial necromancers, cultists, tomb robbers, spectres

Favored Weapon: Club

Mondorent, the gnoll goddess of tombs does not appear as a gnoll. Instead, she appears as a female human with a dragon head, elephant's ears, bat wings and cloven hooves. She shoots fireballs from her mouth and her large ears allow her to hear even the slightest noise. Her main weapons are

her hooves, which her worshipers depict with stylized clubs worked into the likeness of a hoof. Mondorent is only worshiped underground, usually in places of death. Any form of light banishes her.

NATCH UR, GOD OF DEEP EARTH

Alignment: Chaotic evil

Domains: Chaos, Earth, Evil, Blood, Death

Symbol: Black fist in iron gauntlet

Typical Worshipers: Evil cultists, mostly in Viridistan

Favored Weapon: Flail

Natch Ur, God of Deep Earth, is chaotic evil. The religion centered around the worship of Natch Ur is called Natchai. He is a blood god arising during the darkest days of the War of the Pious and Philosophers. His followers perform blood sacrifice to gain power. His temples are built around obelisks of hematite, a blood red stone. The holiest ritual is the Dalles Burial where the supplicant is buried alive to commune with the god. Only the devoted survive the ritual. His worship is centered around Viridistan and the Obelisk of Zeph located in the city itself.

PARTRESSA, GODDESS OF DEEP WATER FISH

Alignment: Chaotic evil

Domains: Chaos, Destruction, Evil, Water

Symbol: A shark

Typical Worshipers: Kraken, tritons

Favored Weapon: Spear

Partressa appears as a small woman with seaweed-like hair and the mouth of a Barracuda. Her teeth are as sharp as shards of volcanic rock. She is able to breathe both in water and air. Her armor is made of black pearls that prevent all missile fire from affecting her. In normal combat she strikes with the jawbone of a white shark. She will never miss an opponent that has struck her. Partressa has an obsessive, unreasoning fear of yellow flowers and hates the color passionately.

RHIANNON, GODDESS OF WITCHES

Alignment: Neutral

Domains: Knowledge, Magic, Protection, Animal

Symbol: A wand of black wood

Typical Worshipers: Witches, hedge wizards

Favored Weapon: Dagger or quarterstaff

Rhiannon is 5' 2" tall and can appear beautiful or ugly whenever she wishes. She wears a gray cloak and an unusual looking ring on her right hand. It is of platinum, but has been burnt black and has a ruby in the center and two emeralds on either side. Rhiannon is continually looking for the Sacred Wand of Witches. Rhiannon attempts to entrap monsters and make them search for her wand.

ROSMERTA, GODDESS OF WEALTH

Alignment: Lawful good

Domains: Good, Healing, Protection

Symbol: A stylized pile of coins and gems

Typical Worshipers: Dwarves

Favored Weapon: Warhammer

Rosmerta, the Goddess of Wealth, is lawful good. She is the mother goddess of the dwarves. She taught the dwarves the art of making jewelry and goldsmithing. Every year her priests find the best of dwarven craft and bring praise to its craftsmen. Her favored weapon is the hammer. Dwarves throughout the Wilderlands worship her. Thunderhold has a large temple devoted to her.

SELANII, PALDORIAN GODDESS OF THE SEA

Alignment: Chaotic Good

Domains: Water, Good, Chaos, Knowledge

Symbol: Golden seahorse in front of a blue book

Typical Worshipers: Paldorians, Tarantians

Favored Weapon: Mace styled with a seahorse

Selanii is the primary goddess of the original Paldorian clan. Descendants of that clan still worship her in a religion called Guedankst. The required rites involve Luta Cleansing once per week, a Divine Reading each month and Abysmal Meditation twice per year at prescribed times as well as on the Day of the Fish, the High Holy Day of Guedankst. The unusual public dance performed by the followers of Selanii on the Day of the Fish has become something of a tourist attraction and is one of those occasions when the forces of law find it necessary to make some arrests. Not only do the curious come to watch the dance, but members of opposing religions often attend the dance to harass the dancers and other believers. Guedankst requires no living sacrifices. Its members believe that all sins will be punished in this life and count Murder, which they believe includes human sacrifice, among punishable sins. They also believe that righteousness will be rewarded in this life. They do not believe in an afterlife.

SHANG TA, GOD OF THE SKY

Alignment: Neutral

Domains: Air, Good, Knowledge

Symbol: Lightning bolt on a black field

Typical Worshipers: Monks

Favored Weapon: Mace

Shang Ta, the Sky God, is neutral incarnation of the god Shang Ti. He brings prophecies and wisdom through the shape and order of the clouds. His normal incarnation is lawful good, but it has been a long time since his avatar has manifested and the doctrines of his church have become so ethereal and spiritualized that his followers do whatever they want. Were the god to be re-contacted by use of the fabled *Amulet of Amalazar*, Shang Ta would restore his worship to its rightful tenets. There is a large temple in Viridistan devoted him.

SHASHUK, THE GREAT RED DRAGON

Alignment: Chaotic evil

Domains: Chaos, Destruction, Evil, Fire

Symbol: A red dragon

Typical Worshipers: Dragons, dragon cults

Favored Weapon: Longsword

Shashuk the Great Red Dragon, is a servant of Kale Kala, god of Fire and Flaming Mountains. The Fire god rides about the Prime Material Plane on the Dragon's mighty back. In motion, his wings will create a wind that is strong enough to cause small to medium ships within 100' of him to founder and it will drive all flying creatures from the air in the same radius. There is a chance that Kale Kala will send Shashuk in his stead to aid followers.

TAMA HAMA, GODDESS OF PASSION AND LUST

Alignment: Chaotic evil

Domains: Charm, Chaos, Evil

Symbol: An upright spiked metallic phallus

Typical Worshipers: Courtesans, sexual deviants

Favored Weapon: None

Tama Hama appears as an extraordinarily erotic female specimen of the race to whom she is appearing. In Viridistan she is known as the Green Lady. Her physical advances are irresistible to any mortal man or woman to whom she appears. She represents depraved and indulgent lusts. Her priests are mostly female temple courtesans, though it is not unheard of for her temples to have some male holy courtesans. On specified holy days, her holy temple courtesans (numbering 16 per her holy decree) re-enact frenzied fertility rites with all present. Once per year, Tama Hama inhabits a female worshiper who will then take on all courtesans present in addition to the 16 holy temple courtesans. At night, during these rituals, nude dancers with exotic gossamer flying capes take up the dance floor while others fill up the sama drug drinking rooms or smoke heesh. Whoever dares touch the golden upright spike statue is filled with strong desire. Dancers merely step over those otherwise occupied on the floor.

THANATOS, GOD OF DEATH

Alignment: Lawful evil

Domains: Death, Law, Evil, Travel

Symbol: A large black book

Typical Worshipers: Desert dwellers, vortexes

Favored Weapon: Quarterstaff or scythe

Thanatos, god of Death, the Dark One, Bringer of Eternal Night, Father of Doom and Keeper of the Damned, appears as a tall, gaunt, handsome (almost beautiful) young man. His eyes, though, are black as deep space. Thanatos is the keeper of the dead and has the ability to speak with any dead being he desires. His quarterstaff, *Reaper*, is constructed of some shiny, ebony substance.

TSATHOGGUS

Alignment: Chaotic evil

Domains: Chaos, Destruction, Evil, Water

Symbol: A giant frog

Typical Worshipers: Evil humanoids, cultists

Favored Weapon: Longsword

Tsathoggus appears as a giant, bloated frog of immense proportions. He resides in his stone palace on a slimy and swamp-filled Abyssal layer. His priests often construct their temples in swamps and marshes where they sacrifice humanoids to him on a regular basis. Lokaug Vishnak, a famed anti-paladin, leads a warband in Tsathoggus' name.

UGTARGNT, DEMON-GODDESS OF DISEASE

Alignment: Lawful evil

Domains: Evil, Death, Healing

Symbol: A gnarled staff before a dripping, diseased eye

Typical Worshipers: The sick and lame

Favored Weapon: Staff

The worship of Ugtargnt is very unusual. The goddess herself is depicted as a monstrous female demonbrood with horns, seven eyes and torn bat wings. She appears wracked in pain from a hideous wasting disease. Her body is covered with hives and open sores. Her worshipers, however, are often human (though she does have many demonbrood worshipers in the Demon Empires). Her priests call themselves "doctors" and "seekers of health," and they allegedly lead the suffering, diseased and lame to a better life. While they do provide some healing, and freely, they provide only the minimum healing necessary to keep a person alive, thus perpetuating their suffering and ill-health and keeping the coffers of the temples full with donations. Ugtargnt desires not to cure disease and pain, but to prolong it which she does through the false promises of healing. Despite this false promise, those in need of her service are so dependent on her they continue to worship her.

YEZUD THE SPIDER GOD

Alignment: Chaotic evil

Domains: Chaos, Death, Evil

Symbol: Black widow

Typical Worshipers: Dark elves, evil humanoids

Favored Weapon: Dagger

Yezud appears as a giant black widow spider with enormous fangs that drip a red or blue virulent poison. Anyone bitten by Yezud gains 4 negative levels. Sacrifices to her require a humanoid creature to be sealed in a box and covered with poisonous spiders. She often gives her devout followers a necklace of black pearls which upon command transform into small black spiders controlled by the wearer.

YOG, GOD OF THE OUTER DARKNESS

Alignment: Chaotic evil

Domains: Chaos, Evil, Knowledge, Magic, Darkness

Symbol: None

Typical Worshipers: Insane cultists, wizards seeking alien knowledge

Favored Weapon: Dagger

Yog resides in the Void outside of the world. He appears as an evil blot of seething darkness, which occasionally takes the most bestial forms. He or his servants can be summoned from the void by ancient wizardry. Seeing Yog requires a Will save (DC 40) or the viewer suffers 1d6 permanent Wisdom damage and 2d10 temporary Wisdom damage. Yog is so mind-rendingly alien that even a successful save results in 2d4 temporary Wisdom damage. He is a keeper of ancient knowledge. Speaking with Yog allows a character to select ranks in Knowledge (ancient arcana), presuming he maintains his sanity in the process. He has no earthly priests. It is said that there are many other gods like Yog in the outer void.

VALA TAR, SEA-MOTHER

Alignment: Lawful good

Domains: Water, Charm, Healing, Protection, Travel

Symbol: A silver trident on a blue diamond

Typical Worshipers: residents of Valon

Favored Weapon: Trident

Citizens of Valon worship Vala Tar, the sea mother, who is said to protect those who love and respect the sea. She appears as a silver triton female with blue hair. She is exceedingly beautiful. She can enthrall all who look upon her. She is often given to vanity and jealousy. The women of Valon pray to her for beauty and the men of Valon pray to her for protection from the wiles of beautiful women.

GODLINGS AND DEMI-GODS

Godlings and demi-gods are often either newly-ascended gods (godlings) or gods of a very limited region or specific locale (demi-gods). They frequently maintain a physical manifestation on the material plane and usually reside in the main temple of their worship. Demi-gods include gods of a specific river or swamp, mountain or wood. Like lesser gods, godlings and demi-gods are very happy to have high-level followers and are even more willing to directly intervene on behalf of their prominent followers as they have so few higher level priests (often none). Note that there is a demi-god for nearly every river, stream, forest, mountain range or other geographical feature in the Wilderlands. Many are not worshiped other than by the local inhabitants or animals. Godlings and demi-gods may be rather powerful, they are just of limited scope of influence and so are listed here separately.

ANGALL OF THE PERPETUAL VOID

Alignment: Chaotic Evil

Domains: Chaos, Evil, Magic, Knowledge, Strength

Symbol: A four-armed gargoyle

Typical Worshipers: Fighters, warriors, bandits, goblins

Favored Weapon: Mace or longsword

Centuries ago, Angall was an evil and very powerful wizard of considerable lust and greed. In his constant quest for power unlimited, he invoked the dark spirits of an alternate universe to do his bidding. As wealth, power, servants, and slaves accumulated, Angall became ever more perverse and some suspected that he was falling prey to the very spirits that he commanded. After several decades when his powers seemed to reach a new zenith, Zanaaphic the All-King of the Spirit Universe confronted Angall. A battle took place that almost destroyed the peninsula, opening fissures and rifts in the countryside surrounding Angall's fastness beneath the peaks of the north. Zanaaphic was defeated at the end of the six-day battle. In winning the struggle however, Angall lost his humanity and underwent a change, which has endured until this day. He was stripped of his considerable psionic and spell casting abilities, neither of which can now affect him. Although immortal, many clerics believe him a false god or demi-god. He stands 11 feet tall and his altered body is covered with thick dragon-like scales and scar tissue. Sprouting from his back are large bat-like wings that enable him to fly rapidly, although hovering is impossible. Angall has four huge arms. In his right hands, he wields two large swords and in his left hands, he wields two maces.

MODRON, DEMI-GODDESS OF THE ESTUARY OF ROGLAROON

Alignment: Neutral

Domains: Water, Protection, Healing

Symbol: Trident

Typical Worshipers: Rivermen, sailors and fishermen on the Roglaroon, merelves, tritons, merfolk, residents of Modron

Favored Weapon: Net

Modron (Maw-drun), goddess of rivers, is neutral. She is can control the waters of rivers and streams. Rivermen and other people who make their living off of rivers pay homage to her. Her avatar is known to dwell in the Estuary of the Roglaroon and the merfolk and tritons that dwell there worship her. The city of Modron is named after her. Widely worshipped as the goddess of rivers, her appearance is often preceded by the sound of a trickling brook and a moist mist. Appearing as a light hearted blonde female in a flowing light blue gown, this goddess enjoys appearing to her followers but seldom speaks and rarely grants prayers for help.

In water, she is invisible and able to cause great turbulence, and reverse the current. Using her great strength she can stop even the largest ship. While able to grant fertility to a region, those in her disfavor will suffer an aging of 1d20 years when she hits, in addition to normal damage. Because she cannot leave the water for more than one hour, her temple are normally built with concentric steps leading down to a center, completely submerged.

MOKMALLA, DEMI-GODDESS OF LOVE

Alignment: Chaotic evil

Domains: Chaos, Evil, Trickery

Symbol: A sprig of holly

Typical Worshipers: Witches, seductresses

Favored Weapon: Mace

Mokmalla is a female goddess from a long-forgotten civilization that was accidentally summoned by a wandering cleric in the area of Trollslor. The spirit of the deity possessed the cleric. He renamed himself to "Mok" in her honor and has begun to spread her worship. Custalcon and his men at Trollslor all worship Mokmalla, and Custalcon has spread her worship to the City State. The religion is extraordinarily primitive. The faith requires genuflection in the morning plus a monthly ceremony in which a cleric is paid a sum of money to perform certain rites and turn the devotee over to a priestess. Despite being a female goddess, Mokmalla teaches that females have no souls.

She wields a +4 *adamantine mace* in each hand that disrupts lawful-good targets. She can be summoned by Mok, from Trollslor, who will do so for a fee.

MORG, DEMI-GOD OF ORDER

Alignment: Lawful neutral

Domains: Knowledge, Law, War

Symbol: Large bloodshot eye

Typical Worshipers: Fighters, monks, aristocrats

Favored Weapon: Longsword

Morg, God of Order, is lawful neutral. He is part of the court of the god Thoth and was elevated to god-hood in the chaos after the War of Pious and Philosophers. He was noted for ruthlessly imposing order and returning the rule of law to the Wilderlands. After his final victory he removed his eye and left the Wilderlands before ascending. The *Baleful Eye of Morg* is the holiest artifact of his sect. Currently, the *Baleful Eye of Morg* resides in the Hellbridge Temple located in the City State. It is believed that the Hellbridge Temple has departed from the true worship of Morg and some devout priests are seeking to recover the *Baleful Eye* and overthrow the temple. Morg is rarely worshiped outside of the region of the City State.

PEGANA, GODS OF

Alignment: Any

Domains: *Mana*: Death, Evil, War; *Yood*: Animal, Earth, Plant; *Sushai*: Good, Healing, Protection

Symbol: Golden triangle

Typical Worshipers: Any

Favored Weapon: three-flanged or triangular-tipped golden mace

The gods of Pegana (*Mana*, *Yood* and *Sushai*) are from a far-off land, brought to the City State by their High Priest, Mung. Demi-gods at best (due to their being from far off lands), the temple in the City State is nevertheless very prominent and important. Traditionally, the Gods of Pegana

are worshiped together as part of a collective pantheon, though it is believed they could be aspects of just one being. As a result, the worship of the Gods of Pegana is open to many alignments. The teaching of the temple of Pegana is that the gods of Pegana (or the tri-partite god *Mana-Yood-Sushai*) is in fact the creator of all the other gods. The gods themselves are distant and never answer their worshipers. Clerics (or druids) of Pegana may select any of the domains from any of the three incarnations of the god. They need not be from the same incarnation. In the Wilderlands, the High Priest of Pegana is Mung, the head of the only temple of Pegana.

THE TOAD, GOD OF THE MERMIST

SWAMP

Alignment: Lawful evil

Domains: Animal, Evil, Protection

Symbol: Toad

Typical Worshipers: Rogues, fighters

Favored Weapon: Longsword

The Toad, God of the Mermist Swamp, is lawful evil. Long ago the Mermist Swamp was a haven for refugees from war. Their need for the protection and the power of their belief gave rise to the Toad, protector of the swamp. While his religion never expanded beyond the Mermist Swamp, a temple to him was built in City State to placate him and to keep him from interfering with the City. His worship is centered in the communities in and around the Mermist Swamp near City State.

ZIN NAOU, DEMI-GOD OF DISEASE

Alignment: Chaotic Evil

Domains: Evil, Chaos, Destruction

Symbol: Rat

Typical Worshipers: Tarantians

Favored Weapon: Dagger or kukri

Zin Naou is worshiped in Tarantis. He appears as a tall, gaunt man in tattered and bloodstained robes with ashen skin, sunken eyes and the arms and claws of a rat. Like so many gods, Zin Naou is worshiped more for appeasement and to avoid the plague he is said to dispense at his whim then out of love or appreciation for his gifts. Trash and refuse of all kinds are left out as an offering for the god, who is said to roam the streets of Tarantis. This, of course, contributes to the squalid conditions of Tarantis which is known as a dirty city and ironically brings exactly what worship of the god is believed to avoid—disease. Because worship of Zin Naou is limited to appeasing his spread of disease, there is little reason to worship him outside of Tarantis.

MONSTERS OF THE WILDERLANDS

The following monsters can be found in the Wilderlands. Many of the creatures here can be player character races with Judges approval

APE, WINGED

| | LESSER | GREATER |
|-----------------------------|--|--|
| | Large Magical Beast | Large Monstrous Humanoid |
| Hit Dice: | 4d10+8 (30 hp) | 5d8+10 (32 hp) |
| Initiative: | +2 | +2 |
| Speed: | 30 ft. (6 squares), climb 30 ft., fly 60 ft. (average) | 30 ft. (6 squares), climb 30 ft., fly 60 ft. (average) |
| Armor Class: | 15 (-1 size, +2 Dex, +4 natural), touch 11, flat-footed 13 | 16 (-1 size, +2 Dex, +5 natural), touch 11, flat-footed 14 |
| Base Attack/Grapple: | +4/13 | +5/+15 |
| Attack: | Claw +8 melee (1d6+5) | Claw +10 melee (1d6+6) |
| Full Attack: | 2 claws +8 melee (1d6+5) and bite +3 melee (1d6+2) | 2 claws +10 melee (1d6+6) and bite +5 melee (1d8+3) |
| Space/Reach: | 10 ft./10 ft. | 10 ft./10 ft. |
| Special Attacks: | — | Rend 2d6+9 |
| Special Qualities: | Darkvision 60 ft., scent | Darkvision 60 ft., scent |
| Saves: | Fort +6, Ref +6, Will +2 | Fort +6, Ref +6, Will +2 |
| Abilities: | Str 21, Dex 15, Con 14, Int 4, Wis 12, Cha 7 | Str 22, Dex 15, Con 14, Int 10, Wis 12, Cha 7 |
| Skills: | Climb +16, Listen +5, Spot +5 | Climb +20, Listen +7, Move Silently +4, Spot +7 |
| Feats: | Alertness, Flyby Attack | Alertness, Flyby Attack |
| Environment: | Warm and temperate mountains | Warm and temperate mountains |
| Organization: | Solitary or pack (2-5) | Solitary or wing (1 plus 2-5 lesser winged apes) |
| Challenge Rating: | 2 | 3 |
| Treasure: | None | None |
| Alignment: | Always neutral | Always neutral |
| Advancement: | 5-6 HD (Large) | By character class |
| Level Adjustment: | — | +2 |

Winged apes are a breed of simian related to normal apes (and dire apes in the case of the greater winged apes), but appearance is where the similarities end. Winged apes are smarter and more ferocious than their normal counterparts. Some greater winged apes have actually dabbled in psionics and the smarter and more advanced greater winged apes wield the powers of the mind with deadly accuracy.

Winged apes are carnivores and prefer a diet of deer, moose, or in some cases, humanoid flesh (particularly that of halflings). A winged ape hunts during the day and always attempts to ambush their target.

Winged apes appear as normal apes with large, leathery bat wings protruding from their shoulders. Each type stands about 7-8 feet tall and weighs around 800-1,000 pounds. Their fur is black, brown, or dark gray, and their claws are ivory white or gray. Winged apes have eyes of brown, gold, or green.

These creatures speak their own language and some advanced greater winged apes speak Common.

COMBAT

Lesser winged apes attack from ambush by swooping in on their foes and raking with their claws. On the ground, it fights with its claws and terrible bite. Some lesser winged apes prefer to fight with weapons (greatswords or longswords), but most rely on their wicked claws and powerful bite to disperse their foes.

Greater winged apes, being smarter than their lesser counterparts, often coordinate and direct their lesser cousins in battle. A greater winged ape enjoys swooping in, grappling an opponent, carrying it aloft and dropping it from the sky. These creatures often employ weapons as well, preferring to use polearms and reach weapons to keep their opponents away from them. A favored tactic is to employ a weapon such as a halberd and remain in the air just beyond the reach of an opponent's weapon, but well within the slashing range of the halberd.

Rend (Ex): A greater winged ape that hits with both claw attacks latches onto the opponent's body and tears the flesh. This automatically deals an additional 2d6+9 points of damage.

Skills: Winged apes can always take 10 on Climb checks, even if rushed or threatened.

PSIONIC GREATER WINGED APES

Some advanced greater winged apes actually possess psionic talents or advance in one of the psionic classes. Preferred powers include *combat precognition*, *combat prescience*, *claws of the vampire*, *ubiquitous vision*, *adamant grasp*, *energy barrier*, *improved fly*, and *brilliant blast*. For those not using the *Psionics Handbook*, simply give greater winged apes the *mind blast* ability of a mind flayer.

CATOBLEPAS

| | |
|-----------------------------|---|
| Hit Dice: | Huge Aberration 6d8+30 (57 hp) |
| Initiative: | +1 |
| Speed: | 30 ft. (6 squares) |
| Armor Class: | 19 (-2 size, +1 Dex, +10 natural), touch 9, flat-footed 18 |
| Base Attack/Grapple: | +4/+20 |
| Attack: | Tail slam +10 slam (1d6+12 plus stun) or death ray +3 ranged touch (see text) |
| Full Attack: | Tail slam +10 slam (1d6+12 plus stun) or death ray +3 ranged touch (see text) |
| Space/Reach: | 15 ft./10 ft. |
| Special Attacks: | Death ray, stun |
| Special Qualities: | Darkvision 60 ft., scent |
| Saves: | Fort +7, Ref +3, Will +6 |
| Abilities: | Str 26, Dex 13, Con 21, Int 2, Wis 13, Cha 8 |
| Skills: | Jump +10, Listen +3, Spot +3, Survival +4 |
| Feats: | Improved Bull Rush, Improved Overrun, Power Attack |
| Environment: | Temperate marshes |
| Organization: | Solitary, pair, or family (3) |
| Challenge Rating: | 6 |
| Treasure: | 1/10 coins; 50% goods; 50% items |
| Alignment: | Always neutral |
| Advancement: | 7-12 HD (Huge); 13-18 HD (Gargantuan) |
| Level Adjustment: | — |

The catoblepas is a bizarre, loathsome creature that inhabits dismal swamps and marshes. It is thought to be the result of a magical experiment gone terribly wrong. Though it hunts for meat only occasionally, the creature's deadly nature is legendary.

The body of the catoblepas resembles that of a bloated buffalo, and its legs are stumpy, like those of a pygmy elephant or hippopotamus. Its muscular tail, which it can move with blinding speed, ends in a chitinous knob. The head is perched upon a long, weak neck that can barely support its weight, so the creature tends to hold its head very low to the ground. The face looks like that of a warthog, but uglier.

Catoblepas mate for life, and when more than one is encountered, the group is either a mated pair or (10% chance) a family consisting of a mated pair with a single offspring. The juvenile catoblepas in such a group has 3d8+15 HD (28 hp) and does not fight, nor does it have any of the adult creature's special attacks.

Catoblepas do not collect treasure. Any valuables in their vicinity are there because previous victims dropped them. The creature's lair is usually an area that offers both shelter and firm ground, hidden by tall reeds or marsh grasses that the catoblepas is canny enough not to consume. An adult catoblepas has little to fear from other marsh denizens, but its young are vulnerable to predators.

COMBAT

Normally, the catoblepas is a meandering grazer, wandering the marsh in search of the most succulent grasses and weeds. But once a month, usually under the light of a full moon, it hunts for meat to round out its diet of reeds and grasses. Usually it dines on easy prey such as fish, marsh birds, eels, rats, large amphibious snakes, and other marsh animals during this period, but it is willing to hunt larger creatures if necessary.

The creature makes full use of its reach when attacking with its tail, and it never tries to engage more than one enemy at a time. It usually reserves its death ray attack for self-defense. A pair of catoblepas try to flank a single target and slay it before moving on to another.

Death Ray (Su): The catoblepas can project a thin green ray up to 160 feet from its bloodshot eyes. Any living creature struck by this ray must make a Fortitude save (DC 18) or die instantly. Even on a success, the target takes 5d6 points of damage. After striking one target, the ray dissipates, and the attack cannot be used again for 1d4 rounds. The save DC is Constitution-based.

Stun (Ex): Any living creature struck by the catoblepas's tail must succeed at a Fortitude save (DC 18) or be stunned for 1 round. A successful save indicates that the target takes only the normal amount of damage for the attack. The save DC is Constitution-based.

CAVEMAN

| | |
|-----------------------------|--|
| Hit Dice: | 2d8 (9 hp) |
| Initiative: | +0 |
| Speed: | 30 ft. (6 squares) |
| Armor Class: | 13 (+3 hide), touch 10, flat-footed 13 |
| Base Attack/Grapple: | +1/+2 |
| Attack: | Club +2 melee (1d6+1) |
| Full Attack: | Club +1 melee (1d6+1) |
| Space/Reach: | 5 ft./5 ft. |
| Special Attacks: | — |
| Special Qualities: | Caveman traits |
| Saves: | Fort +3, Ref +0, Will +0 |
| Abilities: | Str 12, Dex 10, Con 11, Int 8, Wis 10, Cha 8 |
| Skills: | Listen +4, Spot +2, Survival +3 |
| Feats: | Alertness |
| Environment: | Temperate hills |
| Organization: | Hunting party (4-8) or tribe (20-30 plus one 5th-7th level leader) |
| Challenge Rating: | 1/2 |
| Treasure: | 50% standard |
| Alignment: | Usually neutral |
| Advancement: | By character class |
| Level Adjustment: | +0 |

Medium Humanoid (Caveman)

No two sages can ever quite agree on whether cavemen are the degenerated result of ancient fallen civilized human societies or the last remnants of the earliest savage human tribes. Their technology is advanced only to the point of flint napping and hunting and gathering; they know no agriculture or metalworking. Cavemen live in extensive cave complexes, at eternal struggle with other subterranean races for living space. Cavemen live a simple life, complicated only by the raids of other races to take Cavemen as slaves. Some bands are good, and cooperate with nearby sylvan races, while others are evil, and work with goblins and orcs. Most bands are neutral and just want to be left alone. Cavemen can be found throughout the Wilderlands, but are most common in the areas bordering true wilderlands, or between great powers, where they can get lost in the chaos. Bands typically are no greater than 20 to 30 individuals; when they get bigger than that, they divide into two bands, and the smaller band must leave the area and find a new home. Some bands, however, grow to the size of small villages; these bands are the more intelligent and technologically advanced cavemen bands. Some bands of cavemen have been known to adopt orphans of other human races, while other bands kill such foundlings.

Cavemen have swarthy brown skin, black hair, brown eyes, stand about 5'2", of squat broad build, and weigh about 150 pounds. Typical lifespan is 40 + 1d12 years.

COMBAT

Cavemen prefer straightforward tactics as opposed to ambush and stealth. Most combats begin with a caveman charging its foe and bashing it with its club.

CAVEMEN AS CHARACTERS

Most caveman leaders are barbarians or barbarian/druids.

- Cavemen have the following racial traits:
- +2 Strength, -2 Intelligence, -2 Charisma.
- Medium size.
- Base speed is 30 feet.
- Automatic Languages: Sylvan. Bonus Languages: Common, Goblin, Orc.
- Favored Class: Barbarian.
- Alignment: Usually neutral
- Level Adjustment +0.

DEMONBROOD

The demonbrood are the result of millennia of interbreeding between human and demon slaves during the reign of the Markabs, in the age of yore. Some say the Markabs still search for the descendents of their escaped slaves. Demonbrood have been able to survive in other societies for so long due to their innate ability to change their form into something more acceptable, but all demonbrood must spend at

least an hour a day in their own, natural form. Demonbrood have black, ichor-like blood, poisonous to more natural creatures. They also, because of this blood, possess strong sorcerous powers. Demonbrood usually possess a superior, demeaning attitude toward others, and typically act in a self-serving manner toward other races. This has, naturally, resulted in an oft-deserved evil reputation, regardless of the kind and moral acts of many of the demonbrood. Since many demonbrood serve and owe fealty to Demon Princes, little will change in other's perception of this odd race. Legends relate that the most powerful demonbrood can feed upon the spirits of others, enhancing their own power but greatly weakening or even killing their victim. Demonbrood females are able to bear but a single child during their entire lifetime, so their choice of a mate can take some centuries (many demonbrood exhibit elvish traits, due to the long time that a demonbrood female can consider a potential elven mate.) Demonbrood males can spread their seed as they like amongst the mortal races, with the resulting get seeming to be normal for the race, but exhibiting a powerful sorcerous nature.

The typical demonbrood has violet purple skin, hair and eyes of odd and mismatched colors, and stands 6 feet tall with a lean build. They are normally chaotic evil, though many tend towards neutral.

CREATING A DEMONBROOD

"Demonbrood" is an inherited template that can be added to any living, corporeal creature with an Intelligence score of 4 or more and nongood alignment (referred to hereafter as the base creature).

A demonbrood uses all the base creature's statistics and special abilities except as noted here.

Size and Type: The creature's type changes to outsider. Do not recalculate Hit Dice, base attack bonus, or saves. Size is unchanged. Demonbroods are normally native outsiders.

Speed: A demonbrood has bat wings. Unless the base creature has a better fly speed, the creature can fly at the base creature's base land speed (average maneuverability).

Armor Class: Natural armor improves by +1 (this stacks with any natural armor bonus the base creature has).

Attack: A demonbrood has two claw attacks and a bite attack, and the claws are the primary natural weapon. If the base creature can use weapons, the demonbrood retains this ability. A demonbrood fighting without weapons uses a claw when making an attack action. When it has a weapon, it usually uses the weapon instead.

Full Attack: A demonbrood fighting without weapons uses both claws and its bite when making a full attack. If armed with a weapon, it usually uses the weapon as its primary attack and its bite as a natural secondary attack. If it has a hand free, it uses a claw as an additional natural secondary attack.

Damage: Demonbroods have bite and claw attacks. If the base creature does not have these attack forms, use the damage values in the table below. Otherwise, use the values below or the base creature's damage values, whichever are greater.

| Size | Bite Damage | Claw Damage |
|------------|-------------|-------------|
| Fine | 1 | — |
| Diminutive | 1d2 | 1 |
| Tiny | 1d3 | 1d2 |
| Small | 1d4 | 1d3 |
| Medium | 1d6 | 1d4 |
| Large | 1d8 | 1d6 |
| Huge | 2d6 | 1d8 |
| Gargantuan | 3d6 | 2d6 |
| Colossal | 4d6 | 3d6 |

Special Attacks: A demonbrood retains all the special attacks of the base creature and gains the following special attack.

Poison Blood (Ex): The blood of a demonbrood is extremely toxic. Any living creature that contacts the blood must make a successful Fortitude save or take 1d4 points of Constitution damage. One minute later another Fortitude save (same DC) must be made to avoid another 1d4 points of Constitution damage.

Some particularly vile demonbrood cut themselves during or before combat (taking 1 point of damage each time) and use their poisonous blood to coat their weapon. This coating acts as a contact poison and deals damage as above. The poison lasts for 1 minute or until touched or the demonbrood scores a successful hit. Coating a weapon is a standard action.

Smite Good (Su): Once per day the creature can make a normal melee attack to deal extra damage equal to its HD (maximum of +20) against a good foe.

Spell-Like Abilities: A demonbrood with an Intelligence or Wisdom score of 8 or higher has spell-like abilities depending on its Hit Dice, as indicated on the table below. The abilities are cumulative. Unless otherwise noted, an ability is usable once per day. Caster level equals the creature's HD, and the save DC is Charisma-based.

| HD | Abilities |
|-------|---|
| 1–2 | <i>Darkness</i> 3/day |
| 3–4 | <i>Desecrate</i> |
| 5–6 | <i>Unholy blight</i> |
| 7–8 | <i>Poison</i> 3/day |
| 9–10 | <i>Contagion</i> |
| 11–12 | <i>Blasphemy</i> |
| 13–14 | <i>Unholy aura</i> 3/day, <i>unhallow</i> |
| 15–16 | <i>Horrid wilting</i> |
| 17–18 | <i>Summon monster IX</i> (fiends only) |
| 19–20 | <i>Destruction</i> |

Strength Drain (Su): A demonbrood with 11 or more HD can permanently drain 1d2 points of Strength whenever it hits with a successful bite. On each such successful attack, the demonbrood gains 5 temporary hit points.

MONSTERS OF THE WILDERLANDS

Special Qualities: A demonbrood has all the special qualities of the base creature, plus the following special qualities.

- Darkvision out to 60 feet.
- Immunity to poison.
- Resistance to acid 10, cold 10, electricity 10, and fire 10.
- Damage reduction: 5/magic (if HD 11 or less) or 10/magic (if HD 12 or more).
- A demonbrood's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.
- Spell resistance equal to creature's HD + 10 (maximum 35).

Abilities: Increase from the base creature as follows: Str +4, Dex +4, Con +2, Int +4, Cha +2.

Skills: A demonbrood gains skill points as an outsider and has skill points equal to (8 + Int modifier) x (HD + 3). Do not include Hit Dice from class levels in this calculation—the demonbrood gains outsider skill points only for its racial Hit Dice, and gains the normal amount of skill points for its class levels. Treat skills from the base creature's list as class skills, and other skills as cross-class.

Challenge Rating: HD 4 or less, as base creature +1; HD 5 to 10, as base creature +2; HD 11 or more, as base creature +3.

Alignment: Always evil (any).

Level Adjustment: +4.

SAMPLE DEMONBROOD

This example uses a 5th-level ranger as the base creature.

| | |
|-----------------------------|--|
| | 5th-level Demonbrood Ranger Medium Outsider (Native) |
| Hit Dice: | 5d8+10 (32 hp) |
| Initiative: | +4 |
| Speed: | 30 ft. (6 squares), fly 30 ft. (average) |
| Armor Class: | 17 (+4 Dex, +1 natural, +2 leather), touch 14, flat-footed 13 |
| Base Attack/Grapple: | +5/+10 |
| Attack: | Claw +10 melee (1d4+5) or longsword +11 melee (1d8+5, 19-20/x2) or composite longbow +7 ranged (1d8+5, crit x 3, range 110 ft.) |
| Full Attack: | Claw +10 melee (1d4+5) and bite +5 melee (1d6+2 plus 1d2 Str drain) or longsword +11 melee (1d8+5, 19-20/x2) and bite +5 melee (1d6+2 plus 1d2 Str drain) or composite longbow +7 ranged (1d8+5, crit x3, range 110 ft.) or composite longbow +7/+7 ranged (1d8+5, crit x3, range 110 ft.; using Rapid Shot feat gained from combat style) |
| Space/Reach: | 5 ft./5 ft. |
| Special Attacks: | Poison blood, smite good, spell-like abilities, Strength drain |
| Special Qualities: | Animal companion, combat style (archery), damage reduction 5/ |

Saves:

Abilities:

Skills:

Feats:

Environment:

Organization:

Challenge Rating:

Treasure:

Alignment:

Advancement:

Level Adjustment:

magic, darkvision 60 ft., immunity to poison, resistance to acid 10, cold 10, electricity 10, fire 10, SR 15, wild empathy, favored enemy (+4 fey, +2 magical beasts)

Fort +6, Ref +8, Will +1

Str 21, Dex 19, Con 14, Int 15, Wis 10, Cha 10

Climb +13, Concentration +10, Heal +4, Hide +9, Jump +10, Knowledge (nature) +10, Listen +8, Move Silently +7, Ride +12, Sense Motive +5, Spot +8, Survival +6, Use Rope +8

Alertness, Endurance, Track, Weapon Focus (longsword)

Temperate plains

Solitary

7

Standard

Always chaotic evil

By character class

—

COMBAT

Spell-Like Abilities: 3/day—darkness; 1/day—desecrate, unholy blight. Caster level 5th. The save DC is Charisma-based.

DORIN

Medium Humanoid (Dorin)

Hit Dice:

Initiative:

Speed:

Armor Class:

Base Attack/Grapple:

Attack:

Full Attack:

Space/Reach:

Special Attacks:

Special Qualities:

Saves:

Abilities:

Skills:

Feats:

Environment:

Organization:

Challenge Rating:

Treasure:

Alignment:

Advancement:

Level Adjustment:

2d8+2 (11 hp)

+1

30 ft. (6 squares)

15 (+1 Dex, +3 studded leather, +1 light steel shield), touch 11, flat-footed 14

+1/+1

Scimitar +1 melee (1d6, 18-20/x2)

Scimitar +1 melee (1d6, 18-20/x2)

5 ft./5 ft.

—

Spell-like abilities, resistance to fire 5, susceptibility to cold

Fort +1, Ref +4, Will +1

Str 11, Dex 13, Con 12, Int 10, Wis 12, Cha 10

Listen +8, Spot +12

Alertness

Warm plains

Gang (2-4), band (5-11), or clan (20-40 plus 1 leader of 6th-9th level)

1

Standard

Usually lawful good

By character class

+2

Desert dwellers that prefer hot climates, Dorins have an extra membrane that covers their eyes; they only blink when surprised, and only close their eyes when sleeping. Dorins travel the great sandy wastes of the Wilderlands as maritime sailors travel the seas. Dorins have a talent for learning languages. They also have an affinity for fire, and pass down pyromancy spells from generation to generation. Affable, their good humor often disarms suspicious strangers. Many tribes follow the Way of Myr the Unknown, and are a main strength of the Holy Cities of the Desert Lands. They are rare in the regions of the City State and areas to the east, not liking the wet and (for them) cold climate.

Dorins have bronze skin, black hair, brown eyes, and stand just over 6 feet tall. They are typically lawful good or neutral good and weigh around 180 pounds.

COMBAT

Dorins with spell-like abilities often use *daze* to open combat. When more than one dorin is present, they attempt to flank an opponent and attack with their scimitars.

DORINS AS CHARACTERS

Dorins have the following racial traits:

- +2 Dexterity, +2 Constitution, +2 Wisdom.
- +4 racial bonus to Spot checks.
- +4 racial bonus to saves against blindness, daze (due to light), blinding sand or wind, and similar effects. This is not included in the statistic block above.
- Spell-Like Abilities: Dorins with a 10 or better Charisma score can cast the following spells, each once per day, as a 1st-level sorcerer: *daze*, *flare*, and *light*. The caster level is equal to the dorin's character level.
- Racial Hit Dice: A dorin begins with two levels of humanoid, which gives it 2d8 HD, a base attack bonus of +1, and base save bonuses of Fort +0, Ref +3, Will +0.
- Racial Skills: A dorin's humanoid levels give it skill points equal to 5 x (2 + Int modifier, minimum 1). Its class skills are Listen and Spot.
- Racial Feats: A dorin's humanoid levels give it one feat.
- Resistance to Fire (Ex): Dorin ignore the first 5 points of damage dealt to them by any fire-based attack.
- Susceptibility to Cold (Ex): Dorin suffer a -2 penalty to saves against cold effects.
- Level Adjustment: +2.
- Favored Class: Cleric
- Automatic Languages: Dorin and Celestial. Bonus Languages: Common, Draconic, Elven, Gnome, Goblin, Gnoll.

ELF, SPIDER

Hit Dice:

Initiative:

Speed:

Armor Class:

Base Attack/Grapple:

Attack:

Full Attack:

Space/Reach:

Special Attacks:

Special Qualities:

Saves:

Abilities:

Skills:

Feats:

Environment:

Organization:

Challenge Rating:

Treasure:

Alignment:

Advancement:

Level Adjustment:

Large Aberration

6d8+12 (39 hp)

+2

40 ft. (8 squares), climb 20 ft.

15 (-1 size, +2 Dex, +4 natural), touch 11, flat-footed 13

+4/+10

Longsword +6 melee (1d8+2, 19-20/x2) or bite +2 melee (1d4+1 plus poison) or shortbow +5 ranged (1d8, crit x3, range 60 ft.)

Longsword +6 melee (1d8+2, 19-20/x2) and bite +2 melee (1d4+1 plus poison) or shortbow +5 ranged (1d8, crit x3, range 60 ft.)

10 ft./5 ft.

Spell-like abilities, poison, web

Damage reduction 10/magic, darkvision 60 ft.

Fort +4, Ref +4, Will +7

Str 15, Dex 15, Con 15, Int 12, Wis 14, Cha 16

Climb +15, Hide +7, Listen +10, Move Silently +11, Spot +10

Alertness, Power Attack, Weapon Focus (bite)

Temperate forests

Solitary, pair, or pack (1-2 plus 7-12 Medium monstrous spiders)

6

Standard

Always neutral evil

By character class

+3

Spider elves haunt some of the darker woods of the Wilderlands, spinning their webs to hunt humanoids as well as animals. Some suggest spider elves are the result of cross-breeding by an insane wizard. Others say they were cursed by the gods for some ancient transgression.

COMBAT

Spider elves prefer to use their webs and bows, attacking from above, before closing for combat with their spears.

Poison (Ex): Spider elves deliver poison with a successful bite attack. The save DC is Constitution-based.

Spider Elf Poison: Injury, Fortitude DC 15, initial and secondary damage 1d6 Dexterity.

Spell-Like Abilities: 1/day—*darkness*, *detect good*, *detect magic*, *dispel magic*, *faerie fire*, *hold person* (DC 14). Caster level 6th. The save DCs are Charisma-based.

Web (Ex): Spider elves can throw a web eight times per day. This is similar to an attack with a net but has a maximum range of 50 feet, with a range increment of 10 feet, and is effective against targets up to Huge size. An entangled creature can escape with a successful Escape Artist check (DC 16) or burst it with a Strength check (DC 20). Both are standard actions. The check DCs are Con-

MONSTERS OF THE WILDERLANDS

stitution-based, and the Strength check DC includes a +4 racial bonus.

Spider elves often create sheets of sticky webbing up to 40 feet square. They usually position these sheets to snare flying creatures but can also try to trap prey on the ground. Approaching creatures must succeed on a DC 20 Spot check to notice a web; otherwise they stumble into it and become trapped as though by a successful web attack. Attempts to escape or burst the webbing gain a +5 bonus if the trapped creature has something to walk on or grab while pulling free. Each 5-foot section has 12 hit points, and sheet webs have damage reduction 5/—.

A spider elf can move across its own web at its climb speed and can pinpoint the location of any creature touching its web.

Skills: A spider elf has a +4 racial bonus on Hide and Move Silently checks. It has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.

ELPHAN

| | |
|-----------------------------|--|
| | Medium Humanoid (Elphan) |
| Hit Dice: | 2d8 (9 hp) |
| Initiative: | +0 |
| Speed: | 30 ft. (6 squares) |
| Armor Class: | 13 (+3 hide), touch 10, flat-footed 13 |
| Base Attack/Grapple: | +1/+2 |
| Attack: | Club +2 melee (1d6+1) |
| Full Attack: | Club +1 melee (1d6+1) |
| Space/Reach: | 5 ft./5 ft. |
| Special Qualities: | Caveman traits |
| Saves: | Fort +3, Ref +0, Will +0 |
| Abilities: | Str 12, Dex 10, Con 11, Int 8, Wis 10, Cha 8 |
| Skills: | Listen +4, Spot +2, Survival +3 |
| Feats: | Alertness |
| Environment: | Any hills, mountains, forest, plains |
| Organization: | Hunting party (4–8) or tribe (20–30 plus one 5th–7th level leader) |
| Challenge Rating: | 1/2 |
| Treasure: | 50% standard |
| Alignment: | Usually neutral |
| Advancement: | By character class |
| Level Adjustment: | +0 |

The Elphan cavemen are distantly related to other cavemen of the Wilderlands, and share the same basic characteristics. However, over the last thousand years the bands have lived under an alliance with Viridistan, and gained greatly in culture and technology thereby. The initial four bands have grown into four tribes, and the caverns they once inhabited have been built into underground complexes capped with modern castles. To this day they continue in the ancient traditions of their forebears, modified only slightly by the cultural influx of their Viridian allies. While in the outside world and while guarding their castles, the Elphans use modern weaponry and tech-

nologies, though they are still obviously savage as they only grudgingly wear armor and have never taken to the wearing of shoes. While at home in their caverns and while on ritual hunts they still prefer to use flint and stone tools. Elphans will eat only the meat of animals that they have killed in a ritual hunt; they are otherwise vegetarians. The Elphans raise, train, ride, and worship the great woolly mammoths for which, centuries ago, the Viridians made their alliance, and from which they gain the epithet, "Mountain-Riders." The Viridians did so only after attempting their own domestication plan that failed miserably, as they were not aware of the special biochemical and spiritual relationship that the Elphan folk have with animals, especially the mammoths. Elphans possess a strange mutation (or perhaps it is other Humans that no longer possess this ancient trait) through which their pheromones give off a scent like that of non-threatening animals. Thus, animals regard Elphans as one of their own, not as "man." They also possess an unusual tongue and vocal cord system that allows them to speak with animals! Elphans are native to the lands north of the Viridistan, but they may be found elsewhere, as many sell their animal training services to lords other than the World Emperor. Mercenary companies of Elphan mammoth riders have served the Invincible Overlord, Dragon-Kings, Lenapashim Caliphs, and even the Tarantine Taran.

Elphan cavemen have bronzed brown skin, black hair, brown eyes, stand about 5 1/2 feet tall, are of broad build, and weigh about 160 pounds. Typical lifespan is 50 + 1d12 years.

COMBAT

Elphans not charging on their trained mastodons fight with their clubs and much like normal cavemen, prefer straightforward tactics in battle.

ELPHAN CAVEMEN AS CHARACTERS

The following are traits common to all elphan cavemen:

- +2 Strength, -2 Intelligence, -2 Charisma.
- Medium size.
- Base speed is 30 feet.
- +2 racial bonus to Handle Animal, Ride (horse), and Ride (mammoth) checks.
- *Speak with animals:* Once per day, an elphan can use this ability as the spell cast by a druid (caster level equal's elphan's class levels, minimum 3rd).
- Racial Hit Dice: An elphan begins with two levels of humanoid, which provide 2d8 Hit Dice, a base attack bonus of +1, and base saving throw bonuses of Fort +3, Ref +0, and Will +0.
- Racial Skills: An elphan's humanoid levels give it skill points equal to 5 x (2 + Int modifier). Its class skills are Listen, Spot, and Survival.

- Racial Feats: An elphan's humanoid levels give it one feat.
- Favored Class: Barbarian.
- Automatic Languages: Common. Bonus Languages: Elven, Sylvan, Orc, Goblin.
- Level Adjustment +0.

ELRITORN

| | |
|-----------------------------|--|
| | Elritorn, 1st-level Warrior Medium Humanoid (Elritorn) |
| Hit Dice: | 1d8+1 (5hp) |
| Initiative: | +0 |
| Speed: | 30 ft. (6 squares) |
| Armor Class: | 13 (+2 leather, +1 shield); touch 10, flat-footed 13 |
| Base Attack/Grapple: | +1/+2 |
| Attack: | Club +2 melee (1d6+1) or shortbow +1 ranged (1d6, crit x3, range 60 ft.) |
| Full Attack: | Club +2 melee (1d6+1) or shortbow +1 ranged (1d6, crit x3, range 60 ft.) |
| Space/Reach: | 5 ft./5 ft. |
| Special Attacks: | — |
| Special Qualities: | Elritorn traits |
| Saves: | Fort +3, Ref +0, Will +0 |
| Abilities: | Str 13, Dex 11, Con 12, Int 10, Wis 11, Cha 6 |
| Skills: | Knowledge (nature) +4, Survival +4 |
| Feats: | Track |
| Environment: | Warm plains and forests |
| Organization: | Solitary, gang (2-5), band (6-11), or tribe (20-40, plus one leader of 5th-7th leader) |
| Challenge Rating: | 1/2 |
| Treasure: | Standard |
| Alignment: | Usually neutral |
| Advancement: | By character class |
| Level Adjustment: | +1 |

The Elritorn are hunter-gathers, living in small nomadic bands in semi-tropical and tropical forests. Their only form of industry, beyond the simple manufacture of minor necessities, is silk farming, which they perform by "seeding" mulberry trees with silk worms, and then harvesting the silk as they travel on their irregular journeys. The nearby plants and animals, the allies of the Elritorns, usually guard these silk groves from the depredations of others. They trade their silk to other people for metal goods, gems, and jewelry, which they do not manufacture themselves; they do make their own silk cloth, and are famous for the clothing they make from it. They are renowned for long negotiations over minor matters or trades. Elritorns are a druidic people, with even the young able to call upon the powers of nature to create orisons. Though they prefer peace, they are more than capable of defending themselves in battle, as the Elritorn bands produce some of the best rangers of the Wilderlands, after the Dunael. The Elritorn

better the Dunael in the knowledge and power of their Druids. The eldest Elritorn present is always the leader in any situation. They have no spoken language of their own, using a form of use sign language amongst themselves, though most elders will know some Common. The Elritorns prefer warmer climates, and are thus only rarely encountered in the Roglaras; they are not unusual in Barbarian Altanis. They are believed to be the distant kin of the Dorins, the Desert-Folk of waste and dune.

Elritorns have jet black skin, purple hair, golden eyes, and stand about 7 feet tall with a thin build and average weight of 210 pounds. Average lifespan is 100 + 4d20 years.

COMBAT

Elritorns usually loose a volley of arrows at their foes before moving to melee range. They prefer to fight with clubs or short swords.

ELRITORN AS CHARACTERS

Most elritorn leaders are druids or barbarian/druids.

Elritorn have the following racial traits:

- +2 Wisdom, -2 Charisma.
- Medium size.
- Base Speed is 30 feet.
- Resistance to fire (Ex): Elritorn ignore the first 5 points of damage dealt to them by any fire-based attack.
- Spell-Like Abilities: When first created an elritorn can choose 4 druid orisons that it may use, each once per day (caster level 3rd).
- Favored Class: Druid.
- Automatic Languages: Common and Elritorn Sign-Speech. Bonus Languages: Elven, Gnome, Halfling, Goblin, Orc.
- Level Adjustment +1.

The elritorn warrior presented here had the following ability scores before racial adjustments: Str 13, Dex 11, Con 12, Int 10, Wis 9, Cha 8.

EMPYREAN

Empyreans are the result of the mating of a Celestial with a mortal being. An empyrean will grow up seemingly nothing more than a normal being of its mortal parent's race, though will always be good or neutral, even if this alignment is incongruous with his or her culture and society. However, when the empyrean reaches his or her mortal parent's age of majority, the celestial parent reveals itself and the origin of the empyrean, thereby triggering latent powers and abilities. Empyreans come from all walks of life, even those of the baser races, such as orcs and goblins. Regardless of the mortal race of the empyrean, it will be drawn toward Good, Truth, and Justice, though once it reaches its majority, it has the

MONSTERS OF THE WILDERLANDS

choice to turn to evil. Empyreans walk among other races seeking to uplift them, making them aspire toward greater good and to improve the common weal. Some few, unfortunately, fall from the grace granted them by their noble bloodline; these beings wreak terrible havoc, made the more horrible due to the potential they once held for good. The most notable fallen empyrean is Lokaug Vishnakh, a blackguard that wanders the Pazidan Peninsula in the service of Tsathoggus the Damned. Many sages have speculated that Cneninadus the Mycretian, a past emperor of Viridistan, may well have been an empyrean. An empyrean in its natural form appears as a slightly larger, more beautiful version of its mortal self, with golden or silver metallic skin, hair, and eyes, glowing with a gold or silver aura (casting light as per a candle), and possessing eagle, hawk, or dove wings.

Empyreans have gold or silver skin, silver or gold hair, gold or silver eyes, stand about 6'6", and weigh about 220 pounds on average. The typical empyrean speaks Celestial and Common.

CREATING AN EMPYREAN

"Empyrean" is an inherited template that can be added to any living, corporeal creature with an Intelligence score of 4 or higher and nonevil alignment (referred to hereafter as the base creature).

An empyrean uses all the base creature's statistics and special abilities except as noted here.

Size and Type: The creature's type changes to outsider. Do not recalculate the creature's Hit Dice, base attack bonus, or saves. Size is unchanged. Empyreans are normally native outsiders.

Speed: An empyrean has feathered wings and can fly at twice the base creature's base land speed (good maneuverability). If the base creature has a fly speed, use that instead.

Armor Class: Natural armor improves by +1 (this stacks with any natural armor bonus the base creature has).

Special Attacks: An empyrean retains all the special attacks of the base creature and also gains the following special abilities.

Daylight (Su): Empyreans can use a *daylight* effect (as the spell) at will.

Smite Evil (Su): Once per day a empyrean can make a normal melee attack to deal extra damage equal to its HD (maximum of +20) against an evil foe.

Spell-Like Abilities: An empyrean with an Intelligence or Wisdom score of 8 or higher has two or more spell-like abilities, depending on its Hit Dice, as indicated on the table below. The abilities are cumulative.

Unless otherwise noted, an ability is usable once per day. Caster level equals the creature's HD, and the save DC is Charisma-based.

| HD | Abilities |
|-------|---|
| 1–2 | <i>Protection from evil</i> 3/day, <i>bless</i> |
| 3–4 | <i>Aid</i> , <i>detect evil</i> |
| 5–6 | <i>Cure serious wounds</i> , <i>neutralize poison</i> |
| 7–8 | <i>Holy smite</i> |
| 9–10 | <i>Dispel evil</i> |
| 11–12 | <i>Holy word</i> |
| 13–14 | <i>Holy aura</i> 3/day, <i>hallow</i> |
| 15–16 | <i>Order's wrath</i> |
| 17–18 | <i>Summon monster IX</i> (celestials only) |
| 19–20 | <i>Resurrection</i> |

Special Qualities: An empyrean has all the special qualities of the base creature, plus the following special qualities.

- Darkvision out to 60 feet.
- Immunity to disease.
- Resistance to acid 10, cold 10, and fire 10.
- Damage reduction: 5/magic (if HD 11 or less) or 10/magic (if HD 12 or more).
- An empyrean's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.
- Spell resistance equal to creature's HD + 10 (maximum 35).
- +4 racial bonus on Fortitude saves against poison.

Abilities: Increase from the base creature as follows: Str +4, Dex +2, Con +4, Int +2, Wis +4, Cha +4.

Skills: An empyrean gains skill points as an outsider and has skill points equal to (8 + Int modifier) x (HD +3). Do not include Hit Dice from class levels in this calculation—the empyrean gains outsider skill points only for its racial Hit Dice, and gains the normal amount of skill points for its class levels. Treat skills from the base creature's list as class skills, and other skills as cross-class.

Challenge Rating: HD 5 or less, as base creature +1; HD 6 to 10, as base creature +2; HD 11 or more, as base creature +3.

Alignment: Always good (any).

Level Adjustment: Same as base creature +4.

SAMPLE EMPYREAN

| | |
|-----------------------------|---|
| | 5th-level Cleric of Mitra |
| | Medium Outsider (Native) |
| Hit Dice: | 5d8+15 (37 hp) |
| Initiative: | +2 |
| Speed: | 30 ft. (6 squares), fly 30 ft. (average) |
| Armor Class: | 18 (+2 Dex, +1 natural, +5 chainmail), touch 12, flat-footed 16 |
| Base Attack/Grapple: | +3/+5 |
| Attack: | Heavy mace +6 melee (1d8+2) |
| Full Attack: | Heavy mace +6 melee (1d8+2) |
| Space/Reach: | 5 ft./5 ft. |
| Special Attacks: | Smite evil, spell-like abilities, spells |

PLAYER'S GUIDE TO THE WILDERLANDS

| | |
|---------------------------|---|
| Special Qualities: | Damage reduction 5/magic, darkvision 60 ft., daylight |
| Saves: | Fort +7, Ref +3, Will +8 |
| Abilities: | Str 15, Dex 14, Con 16, Int 12, Wis 19, Cha 19 |
| Skills: | Concentration +11, Craft (anyone) +9, Heal +12, Knowledge (religion) +9, Knowledge (the planes) +9, Listen +8, Spellcraft +9, Spot +8 |
| Feats: | Scribe Scroll, Weapon Focus (heavy mace) |
| Environment: | Temperate plains |
| Organization: | Solitary |
| Challenge Rating: | 7 |
| Treasure: | Standard |
| Alignment: | Always lawful good |
| Advancement: | By character class |
| Level Adjustment: | — |

COMBAT

Spell-Like Abilities: 3/day—*protection from evil*; 1/day—*aid*, *bless*, *cure serious wounds*, *detect evil*, *neutralize poison*. Caster level 5th.

Spells: This empyrean casts spells as a 5th-level cleric (since the base creature is in fact a 5th-level cleric).

Typical Cleric Spells Prepared (5/4/3/2; save DC 14 + spell level): 0—*create water*, *detect magic*, *mending*, *purify food and drink*, *virtue*; 1st—*bane*, *command*, *divine favor*, *magic weapon*; 2nd—*bear's endurance*, *enthrall*, *sound burst*; 3rd—*bestow curse*, *searing light*.

Domains (Law, Good): 1st—*protection from chaos*; 2nd—*calm emotions*; 3rd—*magic circle against evil*.

FIRST "MEN"

| | |
|-----------------------------|---|
| | Medium Humanoid (First Man) |
| Hit Dice: | 2d8+2 (11 hp) |
| Initiative: | +0 |
| Speed: | 30 ft. (6 squares) |
| Armor Class: | 15 (+1 natural, +2 leather armor, +2 heavy steel shield), touch 10, flat-footed 15 |
| Base Attack/Grapple: | +1/+3 |
| Attack: | Battleaxe +3 melee (1d8+2, crit x3) or shortbow +2 ranged (1d6, crit x3, range 60 ft.) |
| Full Attack: | Battleaxe +3 melee (1d8+2, crit x3) or shortbow +2 ranged (1d6, crit x3, range 60 ft.) |
| Space/Reach: | 5 ft./5 ft. |
| Special Attacks: | — |
| Special Qualities: | Haste, low-light vision |
| Saves: | Fort +4, Ref +0, Will +0 |
| Abilities: | Str 15, Dex 11, Con 13, Int 8, Wis 12, Cha 10 |
| Skills: | Listen +3, Spot +4 |
| Feats: | Weapon Focus (shortbow) |
| Environment: | Warm plains |
| Organization: | Solitary, pair, hunting party (2–5), band (10–100 plus 50% noncombatants plus 1 3rd-level |

| | |
|--------------------------|--------------------|
| Challenge Rating: | 1 |
| Treasure: | Standard |
| Alignment: | Usually neutral |
| Advancement: | By character class |
| Level Adjustment: | +1 |

The term "first men" is actually quite misleading, as First Men bear absolutely no resemblance to humans of any kind. The First Men were created by the Elder Gods in the hope of forestalling the coming of the human races. It had been foretold that the humans would arrive and conquer their world, so the gods decided that, if "humans" were going to rule, why not let it be their "humans"? So they undertook the creation of a "human" race based upon the knowledge they had of humans from the prophecy, and thus they made them with "the form of an Ape, the mind of a Giant, and the heart of a Dragon," for such was how men were described.

The result was something not unlike a human, though with odd differences. First Men look rather like a cross between an ape and a man, with human-like eyes and lips, ape-like nose, heavy-set jaw, sharp canine teeth, small cauliflower ears, and hairy, muscular body. Their bodies are partially covered in brownish orange dragon-like scales. Males have a thick crest of scales upon their foreheads, females a lighter crest. Some males grow small horns from the crest. Like dragons they possess two hearts, and can trigger a hormone to speed up their metabolism for short spans. Doing so, however, will burn the body and the blood, and shortens their life span. Highly religious, First Men perform rituals of meditation prior to any important undertaking, and take their gods very seriously (after all, they know, unlike Humans, exactly who they owe their existence to.) They are very respectful of the indigenous dragon races, as they consider them their elder brethren. First Men often bond with new dragon hatchlings and become dragon riders. This practice is becoming rarer, as larger dragons have often abandoned their traditional lairs for more isolated areas. First Men live in isolated cities and towns, usually high in the mountains, far from other civilizations. Their cities are refuge to the other indigenous races, most notably dragons, eagles, nagas, and sphinxes.

First men are reddish brown skin, reddish orange hair, blue eyes, average about 5 1/2 feet tall and weigh 150 pounds. Typical lifespan is 300 + 2d100 years.

COMBAT

First men typically begin combat by moving to melee range. If a large number of first men are present, some hang back and rain arrows down on their foes.

FIRST MEN AS CHARACTERS

The following traits are all common to first men.

- +4 Strength, +2 Constitution, -2 Intelligence, +2 Wisdom.
- *Haste* (Sp): Once per day, a first man can act as if under the effects of a haste spell for a number of rounds equal to 3 + his Constitution modifier (minimum of 1 round). This effect does not stack with the *haste* spell or other such bonuses.
- Low-light vision
- Medium size.
- Base speed is 30 feet.
- Racial Hit Dice: A first man begins with two levels of humanoid, which provide 2d8 Hit Dice, a base attack bonus of +1, and base saving throw bonuses of Fort +3, Ref +0, and Will +0.
- Racial Skills: A first man's humanoid levels give it skill points equal to 5 x (2 + Int modifier). Its class skills are Listen and Spot.
- Racial Feats: A first man's humanoid levels give it one feat.
- Automatic Languages: Common and Draconic. Bonus Languages: Elven, Goblin, Dwarven, Gnomish.
- +1 natural AC bonus.
- Level Adjustment +1.

HAWK-FOLK

| | |
|-----------------------------|--|
| Hit Dice: | Medium Monstrous Humanoid 2d8+2 (11 hp) |
| Initiative: | +2 |
| Speed: | 30 ft. (6 squares), fly 90 ft. (average) |
| Armor Class: | 15 (+2 Dex, +1 natural, +2 leather), touch 12, flat-footed 13 |
| Base Attack/Grapple: | +1/+0 |
| Attack: | Longsword +1 melee (1d8-1, 19-20/x2) or claw +0 melee (1d3-1) |
| Full Attack: | Longsword +1 melee (1d8-1, 19-20/x2) and bite -5 melee (1d4-1) or 2 claws +0 melee (1d3-1) and bite +0 melee (1d4-1) |
| Space/Reach: | 5 ft./5 ft. |
| Special Qualities: | Hawk-folk traits |
| Saves: | Fort +1, Ref +5, Will +3 |
| Abilities: | Str 9, Dex 15, Con 12, Int 11, Wis 10, Cha 11 |
| Skills: | Listen +5, Spot +5 |
| Feats: | Weapon Focus (longsword) |
| Environment: | Temperate plains |
| Organization: | Solitary or wing (2-5) |
| Challenge Rating: | 1 |
| Treasure: | Standard |
| Alignment: | Usually neutral |
| Advancement: | By character class |
| Level Adjustment: | +1 |

Hawk-folk are the most humanoid of the winged-folk, looking much like lean humans with hawk-like wings sprouting from their shoulders, with a bill instead of a nose and

mouth, large hawk-like eyes, and feathers instead of hair. Their bodies are otherwise very human, though their fingers possess retractable raptor claws. They are a territorial people, guarding their mountainous jungle and forestlands from the air, nesting in high aeries where they raise their young. Young males adventure and scout out new territories until they reach middle age, whereupon they return home, gather friends and family, and set off to start a new colony.

It is said that raven folk, owl folk and ibis folk also exist, but they are extraordinarily rare and reclusive and few can even report having ever seen such creatures.

Hawk-folk have tan skin, brown feathers, yellow bills, and amber eyes. They typically stand 5'10" and weigh 150 pounds. Typical lifespan is 100 + 5d20 years.

COMBAT

Hawk-folk rarely wear armor, save for light armor and bucklers. Men prefer to fight in close using swords, daggers, and darts, while the females support them from the air with composite short bows.

HAWK-FOLK AS CHARACTERS

Hawk-folk leaders are usually barbarians.

Hawk-folk have the following racial traits:

- -2 Strength, +4 Dexterity, +2 Constitution.
- Base speed 30 feet.
- Fly at 90 feet with average maneuverability.
- Racial Hit Dice: Hawk-folk begin with two levels of monstrous humanoid, which provide 2d8 HD, a base attack bonus of +1, and base save bonuses of Fort +0, Ref +3, Will +3.
- Racial Skills: Hawk-folk's monstrous humanoid levels give it skill points equal to 5 x (2 + Int modifier, minimum 1). Its class skills are Listen and Spot.
- Racial Feats: Hawk-folk's monstrous humanoid levels give it one feat.
- +1 natural AC bonus.
- Automatic Languages: Auran and Common. Bonus Languages: Dwarven, Elven, Gnome, Goblin.
- Bite attack 1d4.
- 2 claws 1d3.
- Favored Class: Cleric.
- Level Adjustment +1.

HOURLI

Though the phrase "hourli" has commonly come to mean "exotic dancing girl or courtesan," true houris are in fact much more. Houris are a sub-race of the Demonbrood, which were specially developed by the Markabs as a race of concubines. Since their release from bondage, they have made their way across the world, making the most of their powerfully exaggerated feminine wiles (which were needed to even touch what passed for lust among the Markabs.) Empires have been built and fallen at the whim of these beings. There are no male Houris; they were either all slain during the rebellion against the Markabs, or they never

existed, and true Houris were created through an unknown process. The natural form of a Houri is that of a beautiful, if obviously demonic, female, with vulture clawed hands and cloven hooves, golden fur covering the body below the waist, scales covering the body from waist to neck, and a perfect, inhumanly beautiful female Human face, with horrible fangs. Houris also have raven, bat, or vulture-like wings. However, few ever see that natural form, and those that do usually die a gruesome death shortly thereafter.

HOURI REPRODUCTION

Houris can reproduce only with human males, and even then, it is a rare occurrence. The offspring appears to be a perfectly normal human female, or, if male, is a horribly misshapen thing, that somehow survives regardless of its terrible deformities (if not slain out of hand).

The female child will transform into a true houri upon her fifteenth birthday, or she will remain a mostly-human being, a Half-Houri, slightly unearthly and often dangerous. Half-Houris inherit much of their mother's power, without the attendant weaknesses. However, most end up being a disappointment to their demonic parent, not merely in their lack of full Houri nature, but also in their tendency (however weak, and rare) to turn away from the ways of evil. There have been tales of Half-Houris who go on to become followers of the Celestial Gods, and earn a place in the High Heavens.

The deformed male, known as an Anak, if allowed to grow up, will become innately powerful, magically and psionically. Usually these creatures remain in the complete thrall of their mothers, and are turned against their own fathers, in vengeance for their birth. An Anak hates humans with a passion, and seeks to cause pain and suffering at every opportunity.

CREATING A HOURI

"Houri" is an inherited template that can be added to any living, corporeal creature with an Intelligence score of 4 or more (referred to hereafter as the base creature).

A houri uses all the base creature's statistics and special abilities except as noted here.

Size and Type: The creature's type changes to outsider. Do not recalculate Hit Dice, base attack bonus, or saves. Size is unchanged. Houris are normally native outsiders.

Speed: A houri has bat wings. Unless the base creature has a better fly speed, the creature can fly at the base creature's base land speed (average maneuverability).

Armor Class: Natural armor improves by +1 (this stacks with any natural armor bonus the base creature has).

Attack: A houri has two claw attacks and a bite attack, and the claws are the primary natural weapon. If the base creature can use weapons, the houri retains this ability. A houri fighting without weapons uses a claw when making an attack action. When it has a weapon, it usually uses the weapon instead.

Full Attack: A houri fighting without weapons uses both claws and its bite when making a full attack. If armed with a weapon, it usually uses the weapon as its primary

attack and its bite as a natural secondary attack. If it has a hand free, it uses a claw as an additional natural secondary attack.

Damage: Houris have bite and claw attacks. If the base creature does not have these attack forms, use the damage values in the table below. Otherwise, use the values below or the base creature's damage values, whichever are greater.

| Size | Bite Damage | Claw Damage |
|------------|-------------|-------------|
| Fine | 1 | — |
| Diminutive | 1d2 | 1 |
| Tiny | 1d3 | 1d2 |
| Small | 1d4 | 1d3 |
| Medium | 1d6 | 1d4 |
| Large | 1d8 | 1d6 |
| Huge | 2d6 | 1d8 |
| Gargantuan | 3d6 | 2d6 |
| Colossal | 4d6 | 3d6 |

Special Attacks: A houri retains all the special attacks of the base creature and gains the following special attack. When created, a houri chooses one of the following special attacks.

Spell-Like Abilities (Su): Houris can choose any four arcane cantrips. Each may be cast once per day as a standard action with a caster level equal to the houri's HD.

Psionics (Ex): If you are using the *Psionics Handbook*, Houris can choose three psionic talents (0-level psionic powers) they can use, each once per day with a power level equal to the houri's HD. They need no power points to activate or use these talents. If you are not using the *Psionics Handbook*, Houris gain the following 3 spells in addition to any chosen above under Spell Like Abilities they may use each once per day: *feather fall*, *charm person*, *hypnotism* all as a 1st-level sorcerer.

Special Qualities: A houri has all the special qualities of the base creature, plus the following special qualities.

- Darkvision out to 60 feet.
- Immunity to poison.
- Resistance to acid 10, cold 10, electricity 10, and fire 10.
- Damage reduction: 5/magic (if HD 11 or less) or 10/magic (if HD 12 or more).
- A houri's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.
- Spell resistance equal to creature's HD + 10 (maximum 35).
- **Alter Self (Sp):** Five times per day, a houri can alter its appearance. This ability functions as an *alter self* spell with a caster level equal to the houri's HD. The shape the houri assumes will always be female.

Abilities: Increase from the base creature as follows: Str +4, Dex +2, Con +2, Int +2, Cha +2.

Skills: A houri gains skill points as an outsider and has skill points equal to (8 + Int modifier) x (HD + 3). Do not include Hit Dice from class levels in this calculation—the houri gains outsider skill points only for its racial Hit Dice, and gains the normal amount of skill points for its class

MONSTERS OF THE WILDERLANDS

levels. Treat skills from the base creature's list as class skills, and other skills as cross-class.

Challenge Rating: HD 6 or less, as base creature +1; HD 7 to 12, as base creature +2; HD 13 or more, as base creature +3.

Alignment: Same as the base creature.

Level Adjustment: +3.

SAMPLE HOURI

This example uses a 4th-level expert as the base creature.

| | |
|-----------------------------|---|
| | Houri, 4th-level Expert Medium Outsider (Native) |
| Hit Dice: | 4d8+8 (26 hp) |
| Initiative: | +3 |
| Speed: | 30 ft. (6 squares), fly 30 ft. (average) |
| Armor Class: | 14 (+3 Dex, +1 natural), touch 13, flat-footed 11 |
| Base Attack/Grapple: | +4/+7 |
| Attack: | Claw +7 melee (1d4+3) |
| Full Attack: | 2 claws +7 melee (1d4+3) and bite +2 melee (1d6+1) |
| Space/Reach: | 5 ft./5 ft. |
| Special Attacks: | Spell-like abilities, psionics |
| Special Qualities: | Damage reduction 5/magic, darkvision 60 ft., immunity to poison, resistance to fire 10, acid 10, cold 10, electricity 10, SR 14, alter self |
| Saves: | Fort +3, Ref +4, Will +6 |
| Abilities: | Str 16, Dex 17, Con 14, Int 11, Wis 14, Cha 18 |
| Skills: | Bluff +13, Diplomacy +13, Gather Information +11, Listen +9, Perform (dance) +10, Search +7, Sense Motive +9, Spot +9 |
| Feats: | Alertness, Persuasive |
| Environment: | Any |
| Organization: | Solitary |
| Challenge Rating: | 4 |
| Treasure: | Standard |
| Alignment: | Always neutral evil |
| Advancement: | By character class |
| Level Adjustment: | +3 |

LIOWAN

| | |
|-----------------------------|---|
| | Medium Monstrous Humanoid |
| Hit Dice: | 2d8 (9 hp) |
| Initiative: | +1 |
| Speed: | 30 ft. (6 squares) |
| Armor Class: | 13 (+1 Dex, +2 natural), touch 11, flat-footed 12 |
| Base Attack/Grapple: | +2/+4 |
| Attack: | Claw +4 melee (1d3+2); or club +4 melee (1d6+2) |
| Full Attack: | 2 claws +4 melee (1d3+2), bite +2 melee (1d4+1); or club +4 melee (1d6+2) |
| Space/Reach: | 5 ft./5 ft. |

Special Attacks:

Improved grab, pounce, rake
1d3+1

Special Qualities:

Low-light vision

Saves:

Fort +0, Ref +4, Will +2

Abilities:

Str 14, Dex 12, Con 10, Int 8, Wis 8, Cha 8

Skills:

Balance +5, Hide +6*, Jump +14, Listen +1, Move Silently +5, Spot +1

Feats:

Multiattack

Environment:

Warm forest, plain, hills

Organization:

Solitary, pair, or pride (2-8)

Challenge Rating:

2

Treasure:

No coins; no goods; standard items

Alignment:

Usually lawful neutral

Advancement:

By character class

Level Adjustment:

+1

Liowans are extremely rare, and travel alone or with a mate; once the kits are born, the male wanders off again, leaving the female to raise the cubs alone. Liowans are great fighters, and make stout bodyguards. Liowan cat-folk are lion-like humanoids with human bodies, lion heads, and golden fur. Males have great furry manes. The average liowan stands 6 feet tall and weighs 180 pounds. Typical lifespan of a liowan is 40 + 2d20 years.

Liowan speak Felidae and Sylvan.

COMBAT

Liowan are aggressive foes and attack using their claws and bite. Occasionally they use clubs, but most prefer to just use their claws to rend an opponent.

Rake (Ex): Attack bonus +4 melee, damage 1d3+1.

Improved Grab (Ex): To use this ability, a liowan must hit with a bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can rake.

Pounce (Ex): If a liowan charges a foe, it can make a full attack, including two rake attacks.

Rake (Ex): On a round that a liowan has a hold on an opponent, it can make two rake attempts with its hind legs. It can also attempt to rake when it pounces on an opponent.

Skills: Liowans receive a +10 racial bonus to Jump checks and a +4 racial bonus to Balance, Hide, and Move Silently checks. *In areas of tall grass or heavy undergrowth, the Hide bonus improves to +8.

LIOWANS AS CHARACTERS

Liowan have the following racial traits:

- +4 Strength, +2 Dexterity, -2 Intelligence, -2 Wisdom, -2 Charisma.
- Size Medium
- Base speed is 30 feet.
- Racial Hit Dice: A liowan begins with 2 levels of monstrous humanoid, which provides 2d8 HD, a base attack of +2, and base saves of Fort +0, Ref +3, Will +3.

PLAYER'S GUIDE TO THE WILDERLANDS

- Racial Skills: A liowan's monstrous humanoid levels give it skill points equal to 5 x (2 + Int modifier). Its class skills are Hide, Jump, Listen, and Spot.
- Racial Feats: A liowan's monstrous humanoid levels give it one feat.
- +2 natural AC bonus.
- Automatic Languages: Felidae and Sylvan. Bonus Languages: Common, Elven, Gnome, Orc.
- Favored Class: Fighter.
- Level Adjustment: +1

MASTODON

| | |
|-----------------------------|---|
| Hit Dice: | Huge Animal 16d8+112 (184 hp) |
| Initiative: | +0 |
| Speed: | 40 ft. (8 squares) |
| Armor Class: | 22 (-2 size, +14 natural), touch 8, flat-footed 22 |
| Base Attack/Grapple: | +12/+32 |
| Attack: | Gore +23 melee (2d8+18) |
| Full Attack: | Slam +23 melee (2d6+12) and 2 stamps +21 melee (2d6+6) or gore +23 melee (2d8+18) |
| Space/Reach: | 15 ft./10 ft. |
| Special Attacks: | Trample 2d8+18 |
| Special Qualities: | Low-light vision, scent |
| Saves: | Fort +17, Ref +10, Will +8 |
| Abilities: | Str 34, Dex 10, Con 24, Int 2, Wis 12, Cha 6 |
| Skills: | Listen +11, Spot +10 |
| Feats: | Endurance, Iron Will, Multiattack, Weapon Focus (slam, stamp, gore) |
| Environment: | Cold forests and plains |
| Organization: | Solitary or herd (5-20 adults, plus 150% noncombatant young) |
| Challenge Rating: | 12 |
| Treasure: | None |
| Alignment: | Always neutral |
| Advancement: | 17-32 HD (Huge); 33-48 HD (Gargantuan) |
| Level Adjustment: | — |

The great mastodon is a distant relative of the common elephant and is linked to that creature through the woolly mammoth (see the Mammoth in this book). It is an herbivore and is found primarily in forested areas. Its teeth are rounded and pointed and make excellent "tools" for clipping leaves, branches, and twigs, though its diet also includes things such as grasses, fruits, berries, and nuts. A typical mastodon consumes 400 pounds of food and 50 gallons of water each day. Mastodons generally deplete an area of its food supply before moving on, traveling in large herds with the young in the center, surrounded by the adults of the herd.

The mastodon does not have any particular season for reproducing, though most births seem to occur in the winter. Young are born with short thick fur and weigh around 240 pounds. A young mastodon reaches maturity at about age 10.

The mastodon has three natural occurring predators; the dire wolf, the smilodon, and man. The latter often hunts the great mastodon for its meat, fur, and the ivory of its tusks. Young mastodons are often captured alive and taken into captivity and trained as mounts or beasts of burden.

The mastodon is a distant relative to the elephant though it is slightly longer and lower to the ground, with shorter and thicker legs than the common elephant. Its head is slightly longer and taller than an elephant's and the mastodon's entire body is covered in thick fur of brown, gray, reddish-brown, yellowish-brown, or black. Its long, upward curving tusks are formed of ivory and are white or yellowish-white in color. Its eyes range from gray to brown to green. An average mastodon stands 20 feet tall.

COMBAT

Mastodons are generally peaceful creatures and avoid combat. They have no natural fear of any creature, so do not flee. If threatened, or if their young are threatened, mastodons fight by goring with their tusks or trampling foes. Mastodons fight to the death to protect their young.

Trample (Ex): A mastodon can trample creatures one or more sizes smaller than itself. This attack deals 2d8+18 points of bludgeoning damage. Opponents who do not make attacks of opportunity against the mastodon can attempt a Reflex save (DC 30) to half the damage. The save DC is Strength-based.

TRAINING A MASTODON

A mastodon must be trained before it can bear a rider in combat. To be trained, a mastodon must have a friendly attitude toward the trainer (this can be achieved through a successful Diplomacy check). Training a friendly mastodon requires six weeks of work and a successful Handle Animal check (DC 25). Riding a mastodon requires an exotic saddle. A mastodon can fight while carrying a rider, but the rider cannot also attack unless he or she makes a successful Ride check.

Mastodon young are worth 16,000 gp each on the open market. Professional trainers charge up to 2,500 gp to rear or train a mastodon.

NEAMUA

| | |
|-----------------------------|---|
| | Medium Monstrous Humanoid |
| Hit Dice: | 2d8 (9 hp) |
| Initiative: | +2 |
| Speed: | 30 ft. (6 squares) |
| Armor Class: | 14 (+2 Dex, +2 natural), touch 12, flat-footed 12 |
| Base Attack/Grapple: | +2/+4 |
| Attack: | Claw +3 melee (1d3+1) or club +3 melee (1d6+1) |
| Full Attack: | 2 claws +3 melee (1d3+1) and bite +1 melee (1d4) or club +3 melee (1d6+1) |
| Space/Reach: | 5 ft./5 ft. |

MONSTERS OF THE WILDERLANDS

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|---------------------------|--|
| Special Attacks: | Improved grab, pounce, rake 1d3+1 |
| Special Qualities: | Low-light vision |
| Saves: | Fort +0, Ref +5, Will +2 |
| Abilities: | Str 12, Dex 14, Con 10, Int 8, Wis 8, Cha 8 |
| Skills: | Balance +6, Hide +7*, Jump +13, Listen +1, Move Silently +6, Spot +1 |
| Feats: | Multiattack |
| Environment: | Warm forests |
| Organization: | Solitary, pair, or pride (2-8) |
| Challenge Rating: | 2 |
| Treasure: | No coins; no goods; standard items |
| Alignment: | Usually lawful neutral |
| Advancement: | By character class |
| Level Adjustment: | +1 |

Neamuans resemble humanoid domestic cats; their bodies are like those of a cat, but bipedal. Unlike their lion- and tiger-like cousins, Neamuans will mingle with other races, usually travelling with Tharbrians and entertaining crowds as acrobats (while surreptitiously making a living as rogues as well.) Neamuans claim to be from a kingdom far across the sea.

Neamuas have gray skin, varying colors of fur (striped, spotted, and even albino), and varying color of eyes. The average neamua stands 5 feet tall and weighs 140 pounds. Typical lifespan is 60 + 2d20 years.

COMBAT

Though they sometimes wield weapons such as clubs in battle, neamuas prefer to fight with their natural weapons whenever possible.

Improved Grab (Ex): To use this ability, a neamua must hit an opponent with a claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can rake.

Pounce (Ex): If a neamua charges an opponent, it can make a full attack, including two rake attacks.

Rake (Ex): A neamua that gets a hold can make two rake attacks (+12 melee) with its hind legs for 1d6+3 points of damage each.

NEAMUAS AS CHARACTERS

Neamua have the following racial traits:

- -2 Strength, +4 Dexterity, -2 Intelligence, -2 Wisdom.
- Base speed is 30 feet.
- Racial Hit Dice: A neamua begins with 2 levels of monstrous humanoid, which provides 2d8 HD, a base attack of +2, and base saves of Fort +0, Ref +3, Will +3.
- Racial Skills: A neamua's monstrous humanoid levels give it skill points equal to 5 x (2 + Int modifier). Its class skills are Hide, Jump, Listen, and Spot.
- Racial Feats: A neamua's monstrous humanoid levels give it one feat.

- +2 natural AC bonus.
- Automatic Languages: Felidae and Sylvan. Bonus Languages: Common, Elven, Dwarven, Gnome.
- Favored Class: Barbarian.
- Level Adjustment: +1

NGUAK

| | |
|-----------------------------|--|
| | Small Monstrous Humanoid |
| Hit Dice: | 2d8+2 (11 hp) |
| Initiative: | +1 |
| Speed: | 20 ft. (4 squares) |
| Armor Class: | 14 (+1 size, +1 Dex, +2 leather), touch 12, flat-footed 13 |
| Base Attack/Grapple: | +1/-3 |
| Attack: | Short sword +2 melee (1d6, 19-20/x2) |
| Full Attack: | Short sword +2 melee (1d6, 19-20/x2) |
| Space/Reach: | 5 ft./5 ft. |
| Special Attacks: | — |
| Special Qualities: | Nguak traits |
| Saves: | Fort +1, Ref +4, Will +3 |
| Abilities: | Str 10, Dex 13, Con 12, Int 10, Wis 11, Cha 8 |
| Skills: | Knowledge (any one) +3, Listen +5, Spot +6, Swim +8 |
| Feats: | Alertness |
| Environment: | Any temperate and warm land |
| Organization: | Solitary or flight (2-5) |
| Challenge Rating: | 1 |
| Treasure: | Standard |
| Alignment: | Usually neutral |
| Advancement: | By character class |
| Level Adjustment: | +1 |

The Nguak are the most common breed of fowl-folk, gathering in small villages along rivers and lakes. They live a primitive lifestyle, fishing and hunting insects and frogs, gathering water plants, and growing rice and barley on small riverine plots. They are found from the western reaches of the Viridistan to Tarantis, south of Valon and north of Rallu. There is a large population of Nguak on the Council Lake, and in the city of Lakenheath.

Nguak have pale white skin, various feather coloration, green or brown eyes, yellow or brown bill, stand about 3 feet tall and weigh around 40 pounds. Typical lifespan is 30 + 2d20 years. Nguak speak the language common to all Fowl-Folk and Common.

COMBAT

Ngauks conduct combat with their short swords and often attack from ambush. If facing particularly powerful foes, ngauks attempt to lead their enemies into preset snares and pitfalls.

NGUAKAS CHARACTERS

Nguak have the following racial traits:

- +2 Dexterity, +2 Constitution, -2 Charisma.

- Base speed 20 feet.
- Small size (+1 bonus to AC, +1 bonus to attack rolls, +4 bonus to Hide checks, -4 penalty to grapple checks, lifting and carry limits are 3/4 those of Medium characters).
- Racial Hit Dice: Nguaks begin with 2 levels of monstrous humanoid, which give them 2d8 HD, a base attack bonus of +2, and base save bonuses of Fort +0, Ref +3, Will +3.
- Racial Skills: A nguak's monstrous humanoid levels give it skill points equal to 5 x (2 + Int modifier, minimum 1). Its class skills are Jump, Listen, Spot, and Swim.
- Racial Feats: A nguak's monstrous humanoid levels give it one feat.
- Low-light vision.
- +8 racial bonus to Swim checks.
- +4 racial bonus to Jump checks.
- Favored Class: Rogue.
- Level Adjustment +1.

OGRE, CYCLOPEAN

| | |
|-----------------------------|--|
| | Large Giant |
| Hit Dice: | 4d8+11 (29 hp) |
| Initiative: | -1 |
| Speed: | 30 ft. in hide armor (6 squares); base speed 40 ft. |
| Armor Class: | 16 (-1 size, -1 Dex, +5 natural, +3 hide armor), touch 8, flat-footed 16 |
| Base Attack/Grapple: | +3/+12 |
| Attack: | Greatclub +8 melee (2d8+7) or javelin +1 ranged (1d8+5, range 30 ft.) |
| Full Attack: | Greatclub +8 melee (2d8+7) or javelin +1 ranged (1d8+5, range 30 ft.) |
| Space/Reach: | 10 ft./10 ft. |
| Special Attacks: | — |
| Special Qualities: | Darkvision 60 ft., low-light vision |
| Saves: | Fort +6, Ref +0, Will +1 |
| Abilities: | Str 21, Dex 8, Con 15, Int 6, Wis 10, Cha 7 |
| Skills: | Climb +5, Listen +2, Spot +2 |
| Feats: | Toughness, Weapon Focus (greatclub) |
| Environment: | Temperate mountains |
| Organization: | Solitary, pair, gang (3-4), or band (5-8) |
| Challenge Rating: | 3 |
| Treasure: | Standard |
| Alignment: | Usually chaotic evil |
| Advancement: | By character class |
| Level Adjustment: | +2 |

Cyclopean ogres are a strange mutation, more common in the south than in the Roglaras. They have a single large eye in their head, nearly the size of their small, slope-fore headed skull, which has obviously impacted their intelligence, as they are even more

stupid than their two-eyed cousins. They are said to be the result of various insane and tasteless demigods breeding with ogre females. They live in the forests of Barbarian Altanis and on the Antillian Peninsula; they are rare elsewhere. They rarely wear clothing, though it is not needed, as they are heavily covered in long shaggy fur. They have powerful claws, which they need, as they have no native technology to make spears, and their depth perception is too poor to throw rocks. Cyclopean ogres cannot breed with other ogres, or any other race, only the rare female cyclopean ogres.

They have brown skin, brown fur, red eye, stand nearly 10 feet tall and weigh almost 600 pounds. Lifespan is typically 100 + 2d100 years.

Cyclopean ogres are usually chaotic neutral and speak Giant.

COMBAT

Cyclopean ogres prefer sneak attacks, ambushes, and any other tactic that nets them the advantage in battle. They hurl their javelins first before closing to melee range.

CYCLOPEAN OGRES AS CHARACTERS

Cyclopean ogre characters possess the following racial traits.

- +10 Strength, -2 Dexterity, +4 Constitution, -4 Intelligence, -4 Charisma.
- Large size. -1 penalty to Armor Class, -1 penalty on attack rolls, -4 penalty on Hide checks, +4 bonus on grapple checks, lifting and carrying limits double those of Medium characters.
- Space/Reach: 10 feet/10 feet.
- An ogre's base land speed is 40 feet.
- Darkvision out to 60 feet.
- Racial Hit Dice: An ogre begins with four levels of giant, which provide 4d8 Hit Dice, a base attack bonus of +3, and base saving throw bonuses of Fort +4, Ref +1, and Will +1.
- Racial Skills: An ogre's giant levels give it skill points equal to 7 x (2 + Int modifier, minimum 1). Its class skills are Climb, Listen, and Spot.
- Racial Feats: An ogre's giant levels give it two feats.
- Weapon and Armor Proficiency: An ogre is automatically proficient with simple weapons, martial weapons, light and medium armor, and shields.
- +5 natural armor bonus.
- Automatic Languages: Common, Giant. Bonus Languages: Dwarven, Orc, Goblin, Terran.
- Favored Class: Barbarian.
- Level adjustment +2.

OGRE, DRAGON-HEADED

| | |
|-----------------------------|--|
| Hit Dice: | Large Dragon 4d10+15 (33 hp) |
| Initiative: | -1 |
| Speed: | 30 ft. in hide armor (6 squares); base speed 40 ft., fly 60 ft. (average); base fly 80 ft. (average) |
| Armor Class: | 20 (-1 size, -1 Dex, +9 natural, +3 hide armor), touch 8, flat-footed 20 |
| Base Attack/Grapple: | +3/+16 |
| Attack: | Greatclub +12 melee (2d8+13) or javelin +1 ranged (1d8+7, range 30 ft.) or claw +11 melee (1d6+9) |
| Full Attack: | Greatclub +12 melee (2d8+13) or javelin +1 ranged (1d8+7, range 30 ft.) or 2 claws +11 melee (1d6+9) and bite +6 melee (1d8+4) |
| Space/Reach: | 10 ft./10 ft. |
| Special Attacks: | Breath weapon |
| Special Qualities: | Darkvision 60 ft., low-light vision, immunity to sleep and paralysis, immunity to acid |
| Saves: | Fort +7, Ref +0, Will +1 |
| Abilities: | Str 29, Dex 8, Con 17, Int 8, Wis 10, Cha 9 |
| Skills: | Climb +13, Jump +17, Listen +7, Spot +7, Swim +10 |
| Feats: | Toughness, Weapon Focus (greatclub) |
| Environment: | Temperate hills |
| Organization: | Solitary, pair, gang (3-4), or band (5-8) |
| Challenge Rating: | 5 |
| Treasure: | Standard |
| Alignment: | Usually chaotic evil |
| Advancement: | By character class |
| Level Adjustment: | +5 |

Dragon-headed ogres are the result of male chromatic dragons in ogre form breeding with ogre females. They are innately quite powerful, though not nearly so as the ogre mages (which are not herein described, as they are too powerful to be a player character race). The only thing that keeps the dragon-headed ogres in check is their inability to reproduce with either ogres or dragons, but only with other dragon-headed ogres (of any color). Thus, their numbers are very low. However, they do lead their clans, and such clans become major trouble for the nearby settlements for a long, long time, as the dragon-headed ogres inherit some of the longevity of their draconic parent. They are also more intelligent than their ogre brethren, and usually strive to raise the technology of their minions. They also try to bring orcs and goblinoids under their power, in their attempts to build their own little kingdoms of evil. Many dragon headed ogres live in the vicinity of the Valley of the Ancients.

Dragon-headed ogres are blue, red, or green skinned, with blue, red, or green fur, red eyes, and stand about 9 feet

tall. Average weight is 400 pounds. Lifespan is typically 300 + 3d100 years. They are usually neutral evil and speak Giant and Draconic.

COMBAT

Dragon-headed ogres open combat with their weapon or claws and bite. They usually reserve their breath weapon for when they really need it (against powerful foes or if the battle goes against them).

Breath Weapon (Su): Once per day, a dragon-headed ogre can release a jet of acid in a 60-foot line. This deals 6d8 points of acid damage. A successful Reflex save (DC 15) halves the damage.

DRAGON-HEADED OGRES

AS CHARACTERS

Dragon-headed ogre characters possess the following racial traits.

- +18 Strength, -2 Dexterity, +6 Constitution, -2 Intelligence, -2 Charisma.
- Large size. -1 penalty to Armor Class, -1 penalty on attack rolls, -4 penalty on Hide checks, +4 bonus on grapple checks, lifting and carrying limits double those of Medium characters.
- Space/Reach: 10 feet/10 feet.
- An ogre's base land speed is 40 feet.
- Darkvision out to 60 feet.
- Breath Weapon (Su): 60-ft. line, 6d8 points of acid damage.
- Racial Hit Dice: An ogre begins with four levels of giant, which provide 4d8 Hit Dice, a base attack bonus of +3, and base saving throw bonuses of Fort +4, Ref +1, and Will +1.
- Racial Skills: An ogre's giant levels give it skill points equal to 7 x (2 + Int modifier, minimum 1). Its class skills are Climb, Listen, and Spot.
- Racial Feats: An ogre's giant levels give it two feats.
- Weapon and Armor Proficiency: An ogre is automatically proficient with simple weapons, martial weapons, light and medium armor, and shields.
- +5 natural armor bonus.
- Automatic Languages: Common, Giant. Bonus Languages: Dwarven, Orc, Goblin, Terran.
- Favored Class: Barbarian.
- Level adjustment +5.

ORICHALAN DRAGON-LORD

| | |
|-----------------------------|---|
| | Medium Humanoid (Dragon-lord) |
| Hit Dice: | 2d8 (9 hp) |
| Initiative: | +0 |
| Speed: | 30 ft. (6 squares) |
| Armor Class: | 11 (+1 natural), touch 10, flat-footed 11 |
| Base Attack/Grapple: | +1/+3 |

PLAYER'S GUIDE TO THE WILDERLANDS

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| Attack: | Longsword +3 melee (1d8+2, 19-20/x2) |
| Full Attack: | Longsword +3 melee (1d8+2, 19-20/x2) |
| Space/Reach: | 5 ft./5 ft. |
| Special Attacks: | — |
| Special Qualities: | Dragon-lord traits |
| Saves: | Fort +0, Ref +3, Will -1 |
| Abilities: | Str 14, Dex 11, Con 11, Int 11, Wis 8, Cha 12 |
| Skills: | Intimidate +5, Listen +5, Spot +5 |
| Feats: | Alertness |
| Environment: | Any land and underground |
| Organization: | Solitary, gang (2-4), or patrol (5-9 plus one leader of 5th-7th level) |
| Challenge Rating: | 1 |
| Treasure: | Standard |
| Alignment: | Usually neutral |
| Advancement: | By character class |
| Level Adjustment: | +2 |

The Orichalan Dragon-Lords are the ancient noble race of Oricha and Rallu. The City State of the Invincible Overlord is built on the site of one of their ancient cities. They are dragon-blooded and descended from the most ancient human bloodlines of the WILDERLANDS; thus, they are extremely arrogant. Today they are quite rare, having been hunted nearly to extinction by the descendents of their ancient servants and slaves. They live in the most distant locations, in ancient cities and citadels hidden high in the mountains, deep in the jungles, and on distant isles, living in decadent splendor with their chromatic dragon allies and served by non-human slaves. They are the terrible enemies of the First Men and Great Men, for those races consider the Orichalans to be a mockery of their own races. However, most Orichalan Dragon-Lords are too wrapped in drug-induced reverie to care anymore. Some of the more active cities still raid the surrounding peoples, taking treasure and slaves. A few of these people recognize their people's evil ways, and readily escape from their home, seeking a better way of life. Some, however, are throwbacks to the ancient days, and seek power in the wide world, to return someday to their home, conquer it, and begin a new era of Dragon-Lord rule. The Dragon-Lords look mostly like other humans, though their skin is a deep, dark purple, almost black. They have patches of dragon-like scales here and there on their bodies, of the various chromatic colors. Their eyes are angular and draconic, with amber orb and black iris and cornea.

Dragon-lords have deep purple skin, purplish-black hair, and amber eyes. They stand about 6 feet tall and weigh about 200 pounds. Average lifespan is 100 + 5d20 years.

Dragon-lords speak Orichalan and Draconic.

COMBAT

Dragon-lords attack with their longswords and prefer to double up on their foes; meaning more than one dragon-lord will corner and attack a foe.

Dragon-Lord Traits (Ex): Dragon-lords possess the following racial traits:

- +4 Strength, -2 Wisdom, +2 Charisma.
- Base speed 30 feet.
- Racial Hit Dice: Dragon-lords begin with two levels of humanoid, which gives them 2d8 HD, a base attack bonus of +1, and base save bonuses of Fort +0, Ref +3, Will +0.
- Racial Skills: A dragon-lord's humanoid levels give it skill points equal to 5 x (2 + Int modifier, minimum 1). Its class skills are Listen and Spot.
- Racial Feats: A dragon-lord's humanoid levels give it one feat.
- Low-light vision.
- Immunity to sleep and paralysis effects.
- Resistance 5 to one of the following energy types: acid, electricity, fire, or cold.
- Level Adjustment +2.
- Favored Class: Sorcerer.

PERYTON

| | |
|-----------------------------|---|
| Hit Dice: | 5d10+5 (32 hp) |
| Initiative: | +3 |
| Speed: | 20 ft. (4 squares), fly 60 ft. (poor) |
| Armor Class: | 16 (+3 Dex, +3 natural), touch 13, flat-footed 13 |
| Base Attack/Grapple: | +5/+8 |
| Attack: | Claw +8 melee (1d4+3) |
| Full Attack: | 2 claws +8 melee (1d4+3) and slam +6 melee (1d3+1) and bite (1d6+1) |
| Space/Reach: | 5 ft./5 ft. |
| Special Attacks: | Heart rip |
| Special Qualities: | Darkvision 60 ft. damage reduction 5/magic, scent |
| Saves: | Fort +5, Ref +7, Will +2 |
| Abilities: | Str 17, Dex 16, Con 12, Int 10, Wis 13, Cha 10 |
| Skills: | Intimidate +2, Listen +5, Move Silently +5, Spot +9, Survival +9 |
| Feats: | Flyby Attack, Multiattack |
| Environment: | Temperate forests |
| Organization: | Solitary, pair, or nest (4) |
| Challenge Rating: | 5 |
| Treasure: | Standard |
| Alignment: | Always chaotic evil |
| Advancement: | 6-10 HD (Medium); 11-15 HD (Large) |
| Level Adjustment: | — |

Like hunters who kill animals to carve off one trophy piece, perytons hunt humans to tear out their hearts.

Perytons have the 7-foot long body of a giant eagle and the head of a demonic purple stag. Rather than soaring high like birds of prey, perytons prefer to fly nap-of-the-earth attack routes, swooping upon the unwary with their claws, their horns, and a vicious fanged bite.

As a consequence of their origin as the creation of a twisted deity, perytons are the most miserable creatures in existence. They hate life. Perytons believe that they can ascend to something better by consuming the perfect human or humanoid heart.

MONSTERS OF THE WILDERLANDS

Perytons live for the chance to find that perfect heart, tear it free, eat it fresh, and ascend to wherever they hope to go. Some perytons who believe that the perfect heart must be eaten under specific conditions herd captive humanoids, "preparing" them by starving them or even forcing them to breed. Whatever the ultimate efficacy of the peryton's methods, they do have one immediately obvious consequence: Perytons lack a true shadow of their own, and cast the shadow of the creature whose heart they last consumed.

Perytons understand Common and one other language per point of Intelligence bonus, but they cannot speak.

COMBAT

Perytons attempt to pop over the crest of a hill or from behind a bank of trees to use their flyby attack on the most vulnerable-looking foe. Against feeble or nonmagically proficient foes, they escape this initial contact in order to circle around for another flyby attack. Against magic-capable prey, or when they are certain they have lost surprise, perytons drop into melee and use their wings to hop and hover around head height, swinging their heavy antlers, scratching with their claws, and biting softer-looking targets.

Heart Rip (Ex): Perytons usually save their claw and bite attacks for last because of their overwhelming desire to consume their victim's heart. Perytons always take the opportunity to deliver a coup de grace on a helpless opponent. As a full-round action, the peryton delivers an automatic critical hit. If the defender survives the damage, he must still make a Fortitude save (DC 10 + damage dealt) or die. If the coup de grace kills the defender, the peryton has ripped open the victim's chest cavity and eaten the heart. A character who has had his heart ripped out in this fashion can still be returned to life with a *resurrection* spell, but not with *raise dead*.

Skills: Perytons have a +4 racial bonus on Spot and Survival checks.

SMILODON (SABER-TOOTHED CAT)

| | |
|-----------------------------|---|
| | Medium Animal |
| Hit Dice: | 6d8+24 (51 hp) |
| Initiative: | +6 |
| Speed: | 40 ft. (8 squares) |
| Armor Class: | 15 (+2 Dex, +3 natural), touch 12, flat-footed 13 |
| Base Attack/Grapple: | +4/+10 |
| Attack: | Bite +10 melee (1d8+6) |
| Full Attack: | Bite +10 melee (1d8+6) and 2 claws +5 melee (1d4+3) |
| Space/Reach: | 5 ft./5 ft. |

Special Attacks:

Improved grab, pounce, rake
1d4+3, wounding bite

Special Qualities:

Scent

Saves:

Fort +9, Ref +7, Will +3

Abilities:

Str 23, Dex 15, Con 19, Int 2, Wis 12, Cha 6

Skills:

Balance +7, Hide +8*, Jump +16, Listen +5, Move Silently +8, Spot +5, Swim +6

Feats:

Alertness, Power Attack, Run

Environment:

Warm forests and plains

Organization:

Solitary, pair, or den (6-10)

Challenge Rating:

5

Treasure:

None

Alignment:

Always neutral

Advancement:

7-15 HD (Medium); 16-21 HD (Large)

Level Adjustment:

—

The smilodon, also known as the saber-toothed cat, is a powerful feline predator that savors the flesh of large creatures such as mastodons, mammoths, elephants, bison, buffalo, deer, and other great cats (excluding other smilodons). Smilodons are noted scavengers and have no problem devouring another animal's kill. Animals that resist the smilodon usually become part of the meal as well. The great cats are often mistakenly referred to by adventurers (as well as sages) as saber-toothed tigers. They are not, in fact, related to tigers at all.

Breeding season for smilodons takes place year round (that is, they have no set mating period). A male smilodon mates with all females in the den. Gestation lasts about 80 days after which time 1d4+2 cubs are born. Cubs reach maturity around 2 years of age. Most leave the den and go on their own at this age.

Smilodons average about 5 feet long and weigh nearly 500 pounds, but can grow to a length of 8 feet and weigh up to 900 pounds. Their fur is golden or spotted (similar to a leopard). Their legs are short but powerful and their tail is short and bobbed. The smilodon has two 8-inch long, downward-curving canine teeth. These saber-like fangs are very sharp and are used for stabbing prey. This creature can open its jaws almost twice as far as other big cats. Other great cats, like lions and tigers, can only open their jaws to an angle of about 65°, but the smilodon can stretch its jaws to an angle of 120°.

COMBAT

These ferocious hunters prefer to attack from ambush, using their coloration to blend in with their surroundings so they can catch their opponents by surprise. When prey is spotted, the smilodon waits for it to come close, and then leaps to attack. When combating a foe, the saber-tooth bites and rakes with its claws. It uses its long canine teeth to stab its prey, aiming for the fleshier and softer parts of its victim's body (such as the stomach or neck) where it inflicts terrible wounds with its saber-like teeth.

Improved Grab (Ex): To use this ability, a smilodon must hit an opponent up to one size smaller than itself with a claw or bite attack. It can then attempt to start a grapple

as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can rake.

Pounce (Ex): If a smilodon charges an opponent, it can make a full attack, including two rake attacks.

Alternately, the smilodon can make a single bite attack if it charges. If the attack succeeds, it latches onto the opponent's neck and can make a grapple check as a free action. On the following round, it deals automatic bite damage and the foe must make a Constitution check each round (DC 10, +1 per previous check) or begin suffocating. When the opponent fails a Constitution check, it suffocates. In the first round, it falls unconscious (0 hp). In the next round, it drops to -1 hit points and is dying. In the third round, it dies.

Rake (Ex): A smilodon that gets a hold can make two rake attacks (+12 melee) with its hind legs for 1d4+3 points of damage each.

Wounding Bite (Ex): A smilodon that scores a critical hit with its bite deals 2 points of Constitution damage from blood loss to the victim.

Skills: Smilodons have a +6 racial bonus on Jump checks.

Smilodons have a +4 racial bonus on Balance, Hide, and Move Silently checks. *In areas of tall grass or heavy underbrush, the Hide bonus improves to +8.

SMILODON, DIRE

| | |
|-----------------------------|---|
| | Large Animal (Dire) |
| Hit Dice: | 16d8+112 (184 hp) |
| Initiative: | +2 |
| Speed: | 50 ft. (10 squares) |
| Armor Class: | 18 (-1 size, +2 Dex, +7 natural), touch 11, flat-footed 16 |
| Base Attack/Grapple: | +12/+28 |
| Attack: | Bite +23 melee (2d6+10) |
| Full Attack: | Bite +23 melee (1d8+10) and 2 claws +18 melee (1d4+5) |
| Space/Reach: | 5 ft./5 ft. |
| Special Attacks: | Improved grab, pounce, rake 1d4+3, wounding bite |
| Special Qualities: | Scent |
| Saves: | Fort +16, Ref +12, Will +6 |
| Abilities: | Str 35, Dex 15, Con 25, Int 2, Wis 12, Cha 6 |
| Skills: | Balance +10, Hide +5*, Jump +24, Listen +7, Move Silently +9, Spot +7, Swim +11 |
| Feats: | Alertness, Cleave, Diehard, Endurance, Power Attack, Run |
| Environment: | Warm forests and plains |
| Organization: | Solitary, pair, or den (6-10) |
| Challenge Rating: | 9 |
| Treasure: | None |
| Alignment: | Always neutral |
| Advancement: | 17-25 HD (Large); 26-48 HD (Huge) |
| Level Adjustment: | — |

The dire smilodon, is the larger, fiercer version of the normal smilodon—as if the normal smilodon was not vicious enough. Its hunting and mating patterns mimic those of its smaller relative, though it sustains itself on a diet of much larger animals and beasts.

Dire smilodons average about 12 feet long and weigh nearly 1200 pounds, but can grow to a length of 20 feet and weigh up to 2000 pounds. Their fur is golden or spotted (similar to a leopard). Their legs are short but powerful and their tail is short and bobbed. The dire smilodon has two 14-inch long, downward-curving canine teeth. These saber-like fangs are very sharp and are used for stabbing prey. This creature can open its jaws almost twice as far as other big cats. Other great cats, like lions and tigers, can only open their jaws to an angle of about 65°, but the dire smilodon can stretch its jaws to an angle of 120°.

COMBAT

These ferocious hunters prefer to attack from ambush, using their coloration to blend in with their surroundings so they can catch their opponents by surprise. When prey is spotted, the dire smilodon waits for it to come close, and then leaps to attack. When combating a foe, the saber-tooth bites and rakes with its claws. It uses its long canine teeth to stab its prey, aiming for the fleshier and softer parts of its victim's body (such as the stomach or neck) where it inflicts terrible wounds with its saber-like teeth.

Improved Grab (Ex): To use this ability, a smilodon must hit an opponent up to one size smaller than itself with a claw or bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can rake.

Pounce (Ex): If a smilodon charges an opponent, it can make a full attack, including two rake attacks.

Alternately, the dire smilodon can make a single bite attack if it charges. If the attack succeeds, it latches onto the opponent's neck and can make a grapple check as a free action. On the following round, it deals automatic bite damage and the foe must make a Constitution check each round (DC 10, +1 per previous check) or begin suffocating. When the opponent fails a Constitution check, it suffocates. In the first round, it falls unconscious (0 hp). In the next round, it drops to -1 hit points and is dying. In the third round, it dies.

Rake (Ex): A dire smilodon that gets a hold can make two rake attacks (+23 melee) with its hind legs for 1d4+3 points of damage each.

Wounding Bite (Ex): A dire smilodon that scores a critical hit with its bite deals 2 points of Constitution damage from blood loss to the victim.

Skills: Dire smilodons have a +6 racial bonus on Jump checks.

Dire smilodons have a +4 racial bonus on Balance, Hide, and Move Silently checks. *In areas of tall grass or heavy underbrush, the Hide bonus improves to +8.

VIRIDIAN (TRUE VIRIDIAN)

| | | |
|-----------------------------|---|--|
| | True Viridian, Medium Humanoid (True Viridian) 2d8+2 (11 hp) +0 30 ft. (6 squares) 13 (+3 studded leather), <i>touch 10, flat-footed 13</i> +1/+1 Longsword +1 melee (1d8, 19-20/x2) Longsword +1 melee (1d8, 19-20/x2) 5 ft./5 ft. — Darkvision 60 ft., spell-like abilities, amphibious Fort +4*, Ref +0*, Will +1* Str 10, Dex 10, Con 12, Int 15, Wis 13, Cha 11 Climb +2, Concentration +6, Knowledge (arcane) +9, Listen +3, Spellcraft +9, Spot +3, Swim +3 Alertness Any temperate land Company (2-4), squad (11-20 plus 1 3rd-level sergeant), or band (30-50 plus 1 3rd-level sergeant per 20 adults, 5 5th-level lieutenants, and 3 7th-level captains) 1 Standard Usually neutral good By character class +2 | True Viridian, Wizard 8/Cleric 5 Medium Humanoid (True Viridian) 2d8+2 plus 8d4+8 plus 5d8+5 (66 hp) +1 30 ft. (6 squares) 15 (+1 Dex, <i>bracers of armor +3, +1 ring of protection</i>), <i>touch 12, flat-footed 14</i> +8/+8 +1 <i>quarterstaff</i> +9 melee (1d6+1) +1 <i>quarterstaff</i> +9 melee (1d6+1) 5 ft./5 ft. Darkvision 60 ft., spell-like abilities, amphibious, summon familiar, turn undead Fort +10*, Ref +4*, Will +12* Str 10, Dex 12, Con 12, Int 16, Wis 15, Cha 11 Climb +2, Craft (any one) +11, Concentration +19, Decipher Script +10, Heal +8, Knowledge (arcane) +21, Knowledge (religion) +8, Listen +4, Spellcraft +22, Spot +4, Swim +3 Alertness, Craft Wondrous Item, Empower Spell, Maximize Spell, Quicken Spell, Scribe Scroll, Skill Focus (Knowledge [arcane]) Any temperate land Solitary 14 Standard Usually neutral good By character class +2 |
| Hit Dice: | | |
| Initiative: | | |
| Speed: | | |
| Armor Class: | | |
| Base Attack/Grapple: | | |
| Attack: | | |
| Full Attack: | | |
| Space/Reach: | | |
| Special Attacks: | | |
| Special Qualities: | | |
| Saves: | | |
| Abilities: | | |
| Skills: | | |
| Feats: | | |
| Environment: | | |
| Organization: | | |
| Challenge Rating: | | |
| Treasure: | | |
| Alignment: | | |
| Advancement: | | |
| Level Adjustment: | | |

The Viridians are an ancient race, said to be the children of the gods (specifically Armadad Bog) and the Merfolk of the Trident Gulf. Their ultimate ancestors, a great race of wizards and clerics, came from the far east after destroying their first empire in a terrible magical conflagration. Four thousand years ago they arrived at the shores of the Trident Gulf and conquered a new empire. Today there are only two known True Viridians, the God-Emperor of Viridistan and his wife, the Empress. Their distant cousins, the bastardized races of the Common Viridians, contain but a drop of the ancient imperial blood.

True viridians have jade green skin, blue-green hair, and blue or green eyes. The typical true viridian stands about 6 feet tall and weighs around 170 pounds. True viridians have a lifespan of up to 1,200 years.

COMBAT

True viridians are masterful tacticians and employ a variety of maneuvers in battle: flanking, misdirection, etc. Rather than kill their opponents, true viridians often attempt to subdue or knock their opponents unconscious.

TRUE VIRIDIANS AS CHARACTERS

Most true viridian leaders are wizards or wizard/clerics.

True viridians have the following racial traits:

- Constitution +2, Intelligence +4, Wisdom +2.
- Base speed is 30 feet.
- Medium size.
- True viridians have darkvision to 60 feet.
- Racial Hit Dice: A true viridian begins with two levels of humanoid, which provide 2d8 Hit Dice, a base attack bonus of +1, and base saving throw bonuses of Fort +3, Ref +0, and Will +0.
- Racial Skills: A true viridian's humanoid levels give it skill points equal to 5 x (2 + Int modifier). Its class skills are Climb, Concentration, Knowledge (arcane), Spellcraft, and Swim.
- Racial Feats: A true viridian's humanoid levels give it one feat.
- +2 racial bonus on all saving throws against spells. This is not included in the statistics block above.

- +2 racial bonus to Knowledge (arcana) and Spellcraft checks.
- Spell-like Abilities: 1/day—*alter self*, *ghost sound*, *read magic*. Caster level equal to the true viridian's character level.
- Amphibious (Ex): True Viridians possess the ability to breathe both water and air as merfolk.
- Favored Class: Sorcerer, Wizard, Fighter or Cleric.
- Automatic Languages: Ancient ("Auld") Viridian, Viridian (both High and Common), Infernal and Aquan. Bonus Languages: Common, Draconic.
- Level Adjustment +2.

TRUE VIRIDIAN SAMPLE WIZARD/ CLERIC

Below are listed the typical spells a true viridian wizard/cleric might prepare.

Typical Wizard Spells Prepared (4/5/4/4/2; save DC 13 + spell level): 0—acid splash, daze, dancing lights, ray of frost; 1st—enlarge person, ray of enfeeblement, shield, sleep, true strike; 2nd—bull's strength, Mel's acid arrow, resist energy, web; 3rd—daylight, fireball, haste, hold person; 4th—charm monster, wall of ice.

Typical Cleric Spells Prepared (5/4/3/1; save DC 12 + spell level): 0—create water, cure minor wounds, detect magic, read magic, virtue; 1st—bless, detect evil, magic weapon, protection from evil; 2nd—align weapon, cure moderate wounds (x2); 3rd—create food and water.

Domain Spells (Death, Water): 1st—obscuring mist; 2nd—fog cloud; 3rd—animate dead.

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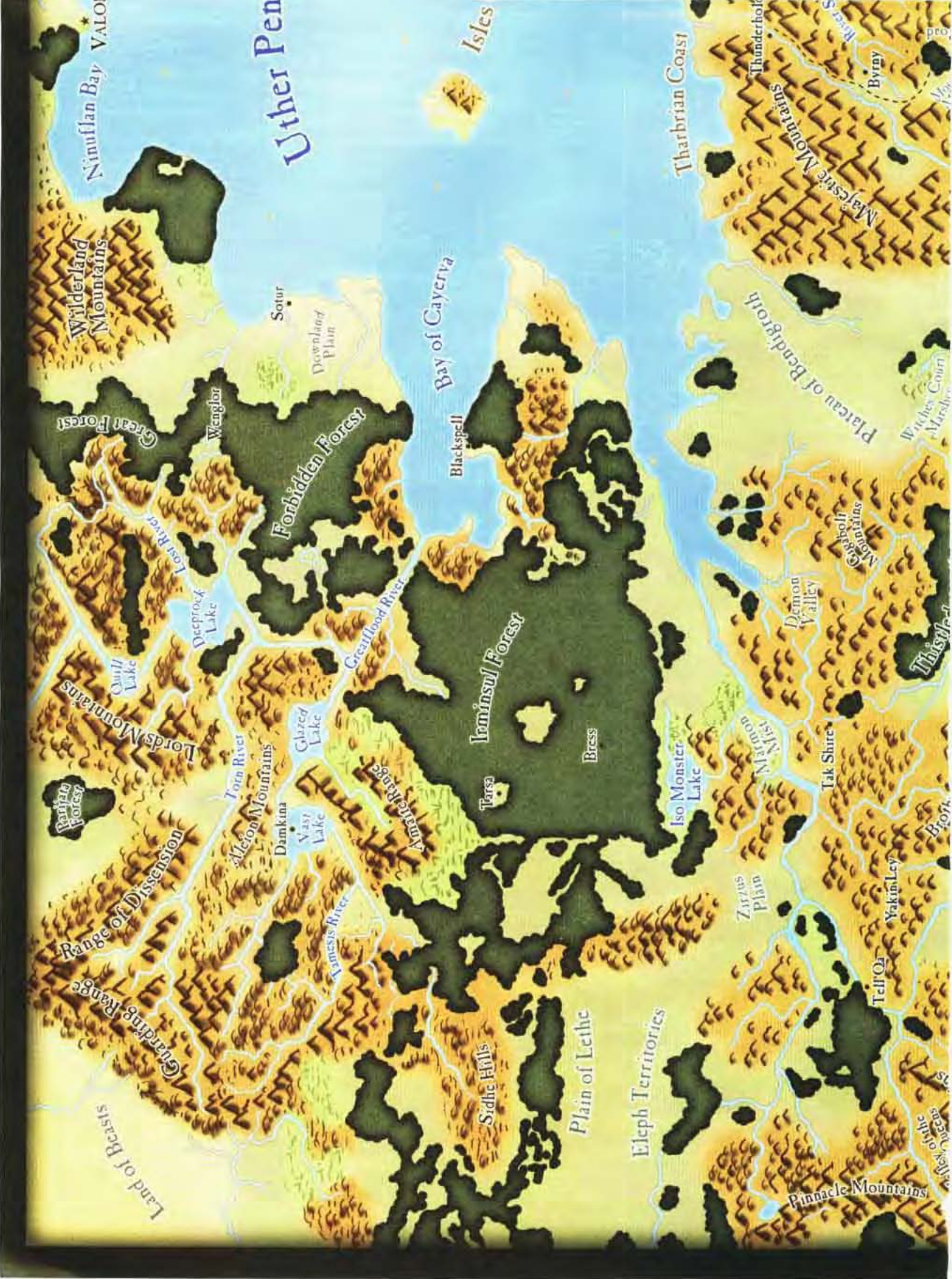
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Howling Hills

Cloudwall Mountains

Lagolduuma Jungle

Castellan Mount

Battleplain
Gwalion

Romillion Sea

Carleian
Plains

Bisgen

Mysk

Strait of
Mactrag

Renth

Anril

Actun

Gulf of Pinacles

River of the White Worm

Antillian

Hoary Mountains

Grimlon

Cheulost Island

Trident Gulf

Wortess

Plain of Eba Aba

VIRIDISTAN

Elsenwood

Car
Garden

Leander River

Millo Fortress

Haunting Range

Desert
of Blood

Hollowgate

Underwing Jungle

Grindwell

Leifhour River

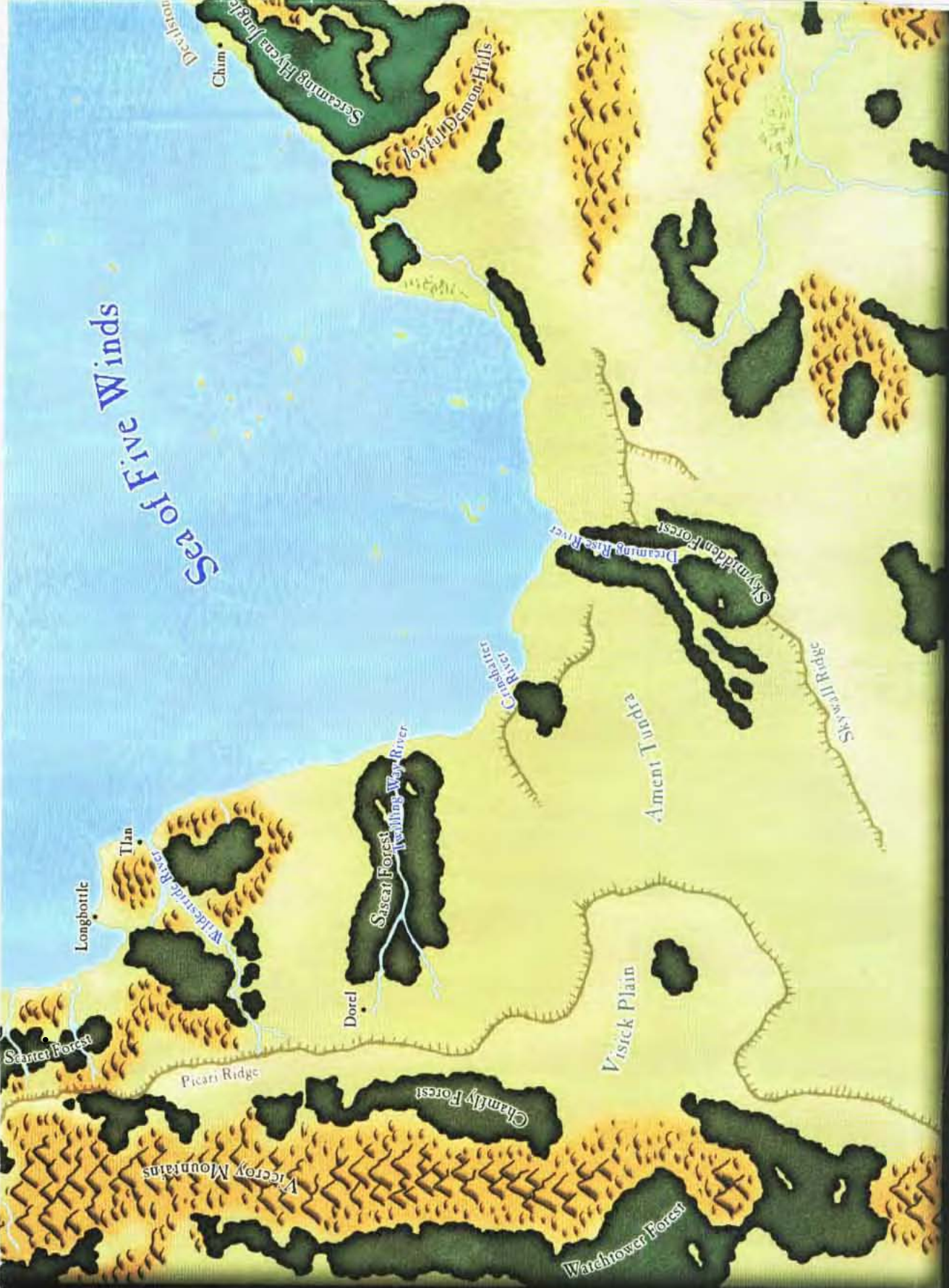
Ered Demivand

Patchwork Desert

The Holy Cities

Wasting Sands





Sea of Five Winds

Chim

Devilton

Screaming Hydra Jungle

Ironclad Hills

Skywarden Forest

Dreaming Rise River

Cinder River

Ament Tundra

Skywall Ridge

Sacred Forest

Dorel

Tlan

Wildstride River

Longbottle

Sacred Forest

Picari Ridge

Chamfly Forest

Viceroy Mountains

Visick Plain

Waretower Forest



Valley of the Ancients

River of the Ancients

Glow Worm Steppes

Lake of the Crown Bear

Wise Pillar Forest

Jarmeer Plain

Borsippa

River Eldhraun

Willow Wood

Olokun River

Dyrinwall Forest

Greenswabs

Odoharaun Mountains

Plain of Skulls

Ered Morghain

River Dor

Tarsh

Rufing River

Dark Woods

Breem

Winedark Sea

Shillelah Isle

Brezal Isle

Armagh

Croy

Mouth of Raglaroon

Warwick

Malikarr

Mouth of Pokranan

twegern Sea

Moxford

River Severn







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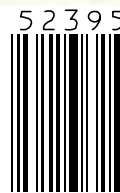


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