



**House Rules and Campaign Setting compatible with
Swords and Wizardry: White Box Edition**

By Doug Easterly

SWORDS & WIZARDRY, S&W, and Mythmere Games are the trademarks of Matthew J. Finch. This is an independent publication, and I am not affiliated with Matthew J. Finch or Mythmere Games™

Table of Contents

Table of Contents.....	2
Illustrations.....	2
Characters.....	3
Abilities (Additions and Changes).....	3
Character Classes.....	3
Races.....	3
Alignment.....	3
Skills.....	3
Magic (Additions and Changes).....	4
House Rules.....	6
Character Advancement.....	6
Defense.....	6
Combat Options.....	6
Hit Points, Damage & Healing.....	6
Reaction, Morale & Non-Player Characters.....	6
Campaign Setting.....	7
The World.....	7
History.....	7
The Five Kingdoms.....	8
Barbarians of Athanor.....	9
Religion.....	9
Languages.....	9
Food in Athanor.....	9
Zamora, Your Home.....	9
Bestiary.....	14
Magical and Technological Items.....	18
Athanor in a Nutshell.....	20
Open Game License 1.0.....	21

Illustrations

Other than maps, the illustrations in this publication are in the public domain:

Gustave Doré, Les Contes de Perrault, dessins par Gustave Doré, from http://www.surlalunefairytales.com/	3
J.A.S. Collin de Plancy. Dictionnaire Infernal from http://fantastic.library.cornell.edu	4
J.A.S. Collin de Plancy. Dictionnaire Infernal from http://fantastic.library.cornell.edu	5
Gio. Batista Piranesi, (castle interior), from http://fantastic.library.cornell.edu	6
Arthur Rackham, Ashenputtel, from http://www.surlalunefairytales.com/	7
Adolph von Menzel, Alfred der Große, from http://commons.wikimedia.org/	9
Gio. Batista Piranesi, (labyrinthine dungeon), from http://fantastic.library.cornell.edu	11
L.A. Corvinus sculps.. Tower of Babel, from http://fantastic.library.cornell.edu	12
Claude Paradin Chanoine de Beaujeu, Quò tendis?), from http://fantastic.library.cornell.edu	13
Charles R. Knight	14
E.T.A. Hoffmann. Meister Floh., from http://fantastic.library.cornell.edu	15
T.W. Rolleston. The Tale of Lohengrin, from http://fantastic.library.cornell.edu	16
Charles R. Knight	17
Stanislas de Guaita. Le Serpent de la Genèse: Le Temple de Satan, from http://fantastic.library.cornell.edu	18

Characters

Abilities (Additions and Changes)

- **Strength** modify a *fighter class* character's "to hit" and "damage" rolls with hand-held (melee) weapons.
- **Intelligence** modify a magic-user's number of first-level spells per day.
- **Wisdom** modify a character's saving throws versus magic.
- **Dexterity** modify a character's ranged "to hit" rolls and Defense trait.
- **Constitution** modify a character's hit die rolls per hit die.
- **Charisma** modify a character's rolls for NPC reactions and followers' morale.



Character Classes

There are three character classes in Athanor: Fighters, Magic-Users, and Rogues. Fighters and Magic-Users are essentially unchanged from the *Swords and Wizardry: White Box* rules.

Rogues, short for Rogue Magic-Users, are untrained practitioners of the magical arts. Mountebanks, rebels, or wild talents, rogues have found ways to teach themselves magic. They are jacks-of-all-trades, not as talented in combat as Fighters and not as talented in magic as Magic-Users, but very flexible and adaptable. Rogues advance as noted in Table 1.

Table 1: Rogue Advancement

Level	HD	BHB	ST
1	1	+0	14
2	2	+0	13
3	3	+1	12
4	3+1	+1	11
5	4	+2	10
6	5	+2	9
7	6	+3	8
8	6+1	+3	7
9	7	+4	6
10	8	+4	5

Rogues have a limited number of spells to learn and cast, as noted in Table 2. They use these just like Magic-Users but they do not begin with a spell book and must trade, steal or discover spells to learn magical spells.

Table 2: Rogue Spell Advancement

Level	1 st	2 nd	3 rd
1	0	0	0
2	1	0	0
3	2	1	0
4	2	1	0
5	2	1	1
6	2	2	1
7	3	2	1
8	3	2	2
9	3	3	2
10	3	3	2

Races

There are no Dwarves, Elves or Halflings on Athanor— the only playable race is *human*. Though there are different human ethnicities throughout Athanor, humans do not differ by race in terms of game mechanics.

Alignment

Alignment rules are not used in the Athanor campaign.

Skills

Each character has four skills. Intelligence modifies this number using the universal modifier. Skills may be chosen from the list below. Each skill has an ability that modifies it using the Universal Modifier.

To use a skill, roll 1d20 + ability modifier + character level. To succeed, you must roll the appropriate target number. For *easy skill rolls*, the target number is 12. For *difficult skill rolls*, the target number is 18. For *contested skill rolls*, the roll must *beat the opponent's* skill roll by 5 or more. Ties or

winning by 4 or less will result in a draw. Skills come from the following list:

- **Acrobatics** (DEX) represents balance, tumbling, or agility.
- **Appraise** (INT) represents the ability to identify the value of goods or treasure.
- **Arcana** (INT) Knowledge of magic and supernatural creatures. For magic-users, this also represents the ability to read arcane runes, detect magic, and use spells.
- **Athletics** (STR) represents climbing, jumping and similar acts of physical athleticism.
- **Craft** (INT) represents the ability to create something. You must specify the class of item you can craft.
- **Disguise** (CHA) represents the ability to alter your appearance to look like someone else or to act serruptitiously.
- **History** (INT) represents knowledge of ancient or recent history and the ability to decipher ancient writing.
- **Legerdemain** (DEX) represents tricks of manual dexterity such as sleight of hand, picking pockets, or concealing small items.
- **Mechanics** (DEX) represents the ability to identify, repair and disarm locks, mechanisms, machines and traps.
- **Perception** (WIS) represents the ability to sense or spot objects or stealthy opponents.
- **Pilot** (INT) represents the ability to navigate and control airships.
- **Profession** (WIS) represents an aptitude in a vocation. You must specify the profession in which you have trained.
- **Ride** (DEX) represents the ability to control a mount under duress.
- **Stealth** (DEX) represents the ability to avoid detection through concealment and silent movement.
- **Survival** (WIS) represents knowledge of the natural world, survival skills, and tracking.

This system was shamelessly stolen from a description posted by Gabor Lux of the skill system in his d20 role-playing game, *Kard és Mágia*. Of course, since since the actual game is written in in his native Hungarian, I'm not sure how close the rules *really* are to the original.



Magic (Additions and Changes)

Magic in Athanor works as described in the *Sword and Wizardry: White Box* rules for Magic-users. However, I have revised the spell list for Athanor. The following list is the list of spells available to Magic-Users and Rogues:

Level 1

Charm Person
Cure (Cause) Wounds I
Detect Magic
Hold Portal
Light (Dark) I
Purify (Putrefy) Food and Drink
Read Languages
Read Magic
Sleep

Level 2

Detect Invisibility
Detect Thoughts
Find Traps
Force of Forbiddment
Hold Person
Invisibility I
Knock
Levitate
Light (Dark) II
Locate Object
Phantasmal Force
Speak with Animals
Strangulations
Web
Wizard Lock

Level 3

Alter Time
Banish Undead (New Spell)
Crystal Ball
Cure (Cause) Disease
Dark Vision
Dispel Magic
Fly
Hold Person
Invisibility II
Locate Object
Protection from Normal Missiles
Rejectment
Tarantella
Water Breathing
Word of Ioun

Level 4

Charm Monster
Confusion
Cure (Cause) Wounds II
Deadly Bliss

Dimension Portal
Giant Growth
Hallucinatory Terrain
Hylogenesis
Imperfect Suspension
Insfusion
Neutralize Poison
Polymorph
Remove Curse
Speak with Plants
Wall of Defense I
Wizard Eye

Level 5

Animal Growth
Animate Dead
Beast of Chaos
Cloudkill
Conjure Elemental
Contact Other Plane
Crystallogenesis
Deadly Dissolutive
Feeblemind
Hold Monster
Insect Plague
Magic Jar
Most Horrible Absorption
Passwall

Six Mouths of Horror
Telekinesis
Teleport
Transform I
Wall of Defense II

Spells in italics are from Matthew Finch's *Eldritch Weirdness, Volume One*, available from lulu.com

New Spell:

Banish Undead

Spell Level: 3

Range: 50 feet

Duration: Special

This spell channels magical might to "Turn" the undead, making them flee from the magic-user's power (or, bringing them to heel as servants and minions). This works as per the standard "Banish Undead" ability listed under the Cleric class in the main rulebook.



House Rules

Character Advancement

Rather than tracking experience points, characters advance after completing a number of adventures equal to the level they are seeking to attain. Thus, a first level character must complete two adventures to advance to second level, with an eighth level character must complete nine. The DM may define an “adventure” based on a single session or on the completion of a particular task or story arc in the campaign at his or her discretion.

Defense

Armor is rare on Athanor, thus players do not calculate an Armor Class score. Instead, they calculate a Defense is equal to $10 + \text{BHB} + \text{Dex}$ bonus or penalty. Defense is treated the same as Ascending Armor Class in combat.

Combat Options

Two-weapon Fighting. Fighters and Rogues may fight with a weapon in each hand. This not only looks cool, but it grants the character +1 to “to-hit” rolls. Damage is determined normally for the main weapon.

Unarmed Combat. Unarmed combat works the same as armed combat, but unarmed strikes do $\frac{1}{2}d6$ (1-3 hit points) damage. Characters may also grapple, pin or tackle opponents. This still requires a standard “to hit” roll, but instead of damage, the two combatants make a contested roll on either Strength or Athletics.

Parrying: A player may choose to have his character parry rather than attack. This gives the PC a +2 AC bonus. If the attacker makes the exact roll needed to hit, the parrying weapon is broken, but the defender takes no damage. Drawing a new weapon takes 1 round.

Hit Points, Damage & Healing

Hit points are determined as described in the *Sword and Wizardry: White Box Edition* rules, with the following notes:

- Characters determine hit dice as if they had rolled maximum on their level 1 hit die.
- Characters may not be reduced below 0 hit points. A character at 0 hit points does not die. He or she is instead *unconscious*, and may either be killed at his enemies' leisure or may be rescued and revived after combat is done.
- Immediately after a combat, a character may spend a full turn (10 rounds) binding his own or another character's wounds. This heals 1d4 hit points and may be used once per combat if it is done immediately after combat. If a character is interrupted in the middle of binding wounds, this heals only 1 hit point..
- Every day of rest, a character heals $1d6 + \text{character level hit points}$.



Reaction and Morale

NPC Reactions. When the DM does not have a clear idea of how a non-player character may react, the DM may roll

against Table 3. Add the Charisma ability modifier to the reaction table result.

Table 3. Reaction Table

2d6 Roll	Result
2	Hostile, attacks
3-5	Unfriendly, may attack
6-8	Neutral, uncertain
9-11	Indifferent, uninterested
12	Friendly, helpful

Morale. Morale for NPCs is checked as either a simple or difficult skill roll. The roll is modified by the level of the PC, the Charisma modifier of the PC, and modified by circumstances as the DM rules. Failed morale rolls may cause the NPC follower to retreat, flee, or rout.

Campaign Setting

The World

The broad plains of Athanor are covered with a thick, spongy, ochre colored lichen. While this is hard to cut or burn, it is a common source of nutrition for the herbivores of Athanor.

Some areas of Athanor are covered with stands or even forests of huge fungi, some 20, 30 or more feet tall. These fungi are often orange, red, brown or violet, have hard silicate endostructures, and noxious or even toxic spores that kill most non-arthropod life forms. Few venture into the fungal forests as a result, and some consider them a blight to be purged or contained with fire.

A few areas are covered with tall, reddish trees, though most of these are cultivated orchards in civilized lands. These trees often have deep red, magenta or even violet leaves. Wild groves are often home to dangerous plants such as strangle-vine or great carnivorous plants.

Climate. Athanor's red sun hangs over an arid land where most of the world's oceans and seas have retreated or disappeared completely. Most of the land is covered in dry plains or deserts. Where great cities once stood explorers find the ruins of the world's faded glory.

Calendar. Two moons hang over the dusty land, the swift-moving Selune and her larger sister Miera, making most nights bright. The phases of Selune mark the seven days of the week: Sunday, Moonday, Stoneday, Waterday, Windyday, Fireday, and Godsdays. The fourteen-week cycles of Miera mark the three seasons of the year: Storm, Earth, and Fire seasons.

Technology. Technology in Athanor is somewhere between around the late Age of Sail, with printing presses, simple optics, muzzle-loading firearms, crude germ theory, and crude steam technology. In addition, rare advanced technological items exist, too.

The metal orichalcum is refined as a salt to use in firearms, used to make the gas provides fills the lift tanks of Athanor's

airships, expensive and rare lighter-than-air craft that provide some of the trade between the great cities.

Still stranger items exist in the Tombs of the Ancients, where artifacts survive that men can use to make themselves kings.

Travel. Overland travel usually involves riding on parasauralophus. These dinosaurs can carry two riders and gear or four riders without gear. Some travel may be done on howdahs atop triceratops. Rarely, brachiosaurus are tamed and used as beasts of burden or to bear great howdahs. But the fastest long-distance travel comes in the form of airships, held aloft by orichalcum gas and propelled through the use of sails or steam engines. Airships are the key to naval power, but are expensive enough that trade still depends on overland travel.

History

Long ago, Athanor was a watery world, dotted with small islands. The Ancients came to Athanor from a distant star, seeking a new home. The world they found was initially a great hope to them, and a source of precious water and life. But then they encountered something below, an ancient lurking malevolence, completely alien, that sought to usurp the invaders. Humanity struggled valiantly and won out, and the Blue Age that began in strife

ended in prosperity.

As the seas retreated and the great Atmosphere Plants of the ancients reshaped the planet, the continents and lands emerged from the sea. Forests were planted and the great domed cities were founded across the land. The Ancients were prosperous, and learned to harness the materials and energies of the land. The Four Great Nations ruled in those days: the Empire of Aquila, the Theocracy of Turan, the Saal'Kesh confederation and the Witch-Kings of Ylum. While they ruled at first in peace, the four nations began to war with each other increasingly. The Green Age began in peace, but ended in warfare.

Terrible lances of fire, flying chariots, and towering War Gods were engaged in a war that scorched the earth and the



seas, poisoned the air, and laid waste across all of Athanor. Some humans were reduced to barbarism, others called forth terrible magical powers, and pacts were made with things from the Great Beyond. All of civilization fell, and the voices of men from the stars beyond were never heard again.

It has been centuries, and what can survive has. The domed cities are abandoned or live as shadows of the past. Only five civilized nations survive, and most of the world is a wasteland. Most of the ways and history of the past are forgotten, and humanity survives as it must, on scraps of faded glory.

The Five Kingdoms

Alemania. The blue-skinned, hairless Alemanians have a very rigid and organized society. Their national ideology focuses on the superiority and homogeneity of the Alemanian people. They support a strong sense of collectivism, a strong central governmental authority in order to protect the stability of the Motherland. Their society is divided into several castes: scholarly, military, merchant-industrial, and agrarian. Each of these has a place in the parliamentary structure of Alemania, serving the High Chancellor. Alemanians are atheist, devoting themselves to their nation and their people instead.

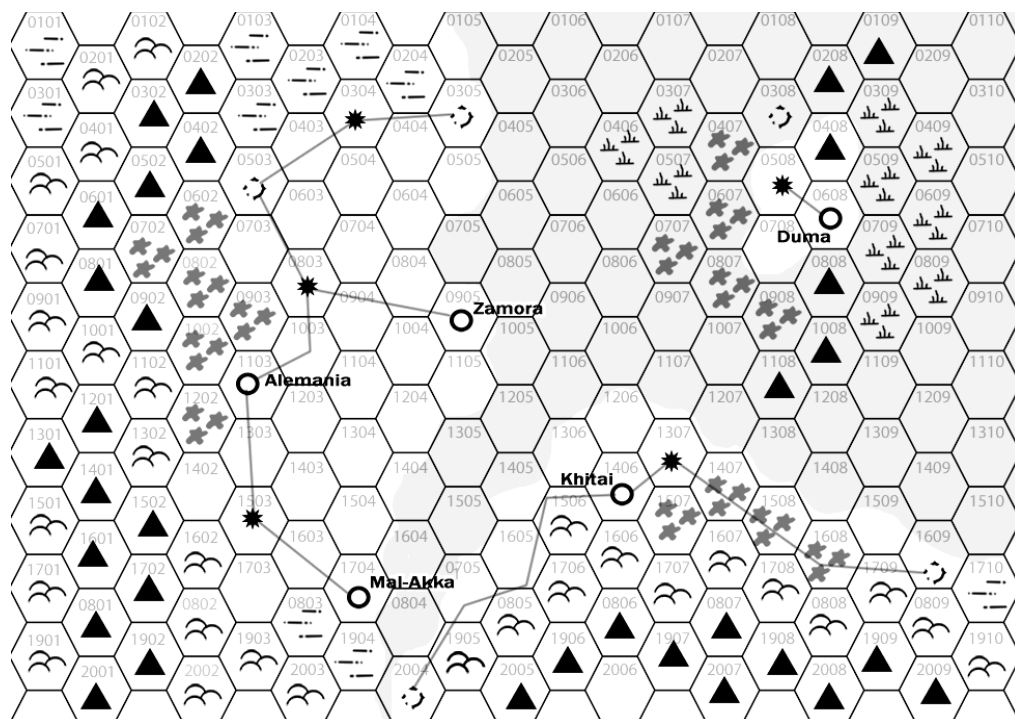
Duma. The tall, muscular, black-skinned, red-haired warriors of Duma are distrustful of Ancient Technology. They live in walled towns guarded by their warrior caste and depending on their agricultural caste to breed and control

their great dinosaur herds. They are renowned musicians, artists, historians, and metalworkers. They are matriarchal in times of peace and ruled by male warriors in times of war. They tend toward collectivism, distrust outsiders, and care little about outside nations.

Khitai. The short, stocky, yellow-skinned, black-haired, black-eyed people of Khitai are insular and distrustful of outsiders. Foreigners only tend to interact with Khitai as merchants or ambassadors. Males wear long tunics, loose pants, slippers or boots, and broad sashes. They tend to have heads shaved except for a long braid. Officials and military men tend to wear neatly-cropped beards. Females wear their hair long, but pin it up in coiffures that are more ornate the more important the woman is. They tend to wear silk robes with loose pants, slippers, and sashes.

Mal'Akka. The people of Mal'akka are brown-skinned with bright green eyes and dark green hair. Males tend to wear long beards, and all wear loose linen clothing, usually robes. They are tall and slim with pointed ears and an air of gracefulness. They are merchants and desert caravan masters known for their devotion to the desert god Shem.

Zamora. The red-skinned, black-haired people of Zamora are known for their hot-headed and passionate natures. They are known as duelists, political schemers, and romantic idealists.



Barbarians of Athanor

Two barbarian peoples can be found across Athanor: the Throon and the Ghul.

The Throon. The ochre-skinned savages known as the Throon actually consist of several tribes, each taking a different animal as its totem. The Throon tend to fight with each other as well as with the people of the Five Kingdoms. Some act as bandits, others raid civilized outposts regularly. Still others live at peace with the Five Kingdoms. They have their own martial code of honor, but are not beholden to the ways of the Five Kingdoms.

The Ghul. The Ghul are superstitious, cannibalistic savages known for their transparent flesh that exposes their bones. They are ruthless raiders who are known for not taking prisoners.

Religion

The people of Zamora worship the 6 Lords of Chaos and the 3 Lords of Law.

The Lords of Chaos are gods of change, magic and possibility. They include Bel the Liberator, Asheba the Creator, Checkah the Trickster, Vanya of the Silken Thighs, Kesh the Destroyer, and Tala the Corrupter.

The Lord of Law are gods of order and stability. The three Lords of Law are Fala the Lightbringer, Malkut the Scholar, and Serin of the Iron Fist. The Churches of Law have great institutional power and tend to work together to consolidate their power. The churches of Chaos are popular among the people, but tend to have less political clout and clear connections in the city.

Languages

There are ten contemporary languages used in Athanor:

- Tradetalk ("The Common Tongue")
- Alemanian
- Dromian ("spoken" language cannot be learned by humans)
- Duma
- Ghul (no written script)
- Hssu
- Khitai
- Mal'Akkan

- Throon (no written script)
- Zamoran

There are four ancient languages, remembered only as scripts and used primarily by scholars:

- Aquilan
- Saal'Keshi
- Turanian
- Ylumi

Food in Athanor

Fungus is a major staple in Athanoran agriculture. Fungi provide fibers for paper, cloth, and as a substitute for wood. Fungi provide dyes and pigments. Fungi are major food crops. Mushrooms, spores, and smut all form part of the regular diets of people across the planet. Fungus and smut peddlers are common on the streets of most cities.

Cacti are sometimes eaten, usually in a form similar to Mexican nopales. They are often juiced and occasionally fermented into beers, wines, or hard spirits.

Dinosaur eggs and meat are common food items, though meat is generally considered a luxury item.

Arthropods are a good source of food for most common folk. Giant centipedes are sweet and moist when roasted, and giant spider legs are considered both delicious and dangerous to obtain.

But the most common form of arthropod is the meal beetle. The meal beetle is edible as a large, gelatinous egg; as a potato-sized pink grub; or as a full-grown beetle with a fist-sized body and long legs. As an egg, they are bland and sweet, but nutritious. As a grub, they are roasted, turning red and having a flavor and consistency similar to yams, but with a nice, buttery texture. As a beetle, they are roasted. Their legs become meaty and savory and their bodies cook up to a custardy texture with a light, nutty flavor. Meal beetles are commonly served as street food and easily raised at home.

Zamora, Your Home

Zamora is built on the site of an ancient domed pre-disaster city. Made of huge stone slabs, the city's great dome is cracked, and much of the city now lies in ruins — an area now called the Barrens. The remaining elements of the city



are centered on The Plaza, where the Tower of the Overlord forms the center of government, and where the Great Market is open to all.

The populated parts of the city are divided into four quarters: the Merchant Quarter, which is the largest portion of the city, dominated by the Consortium of Guilds; the Gold Quarter, which is home to the wealthy and powerful members of the Five Families of powerful merchants, the Tower Quarter, which is dominated by the Tower of Wizards and their great University; and the Shadow Quarter, ruled by powerful criminal elements.

Sewers and ancient ruins riddle the ground beneath the city, and several powerful factions seek to control much of the city. The Overlord stays in control by pitting factions against each other, and by controlling a small, loyal, and dangerous secret police force.

The Great Houses. The Great Houses are the aristocratic families of Zamora. They control money, banking, various guilds, and military resources in Zamora.

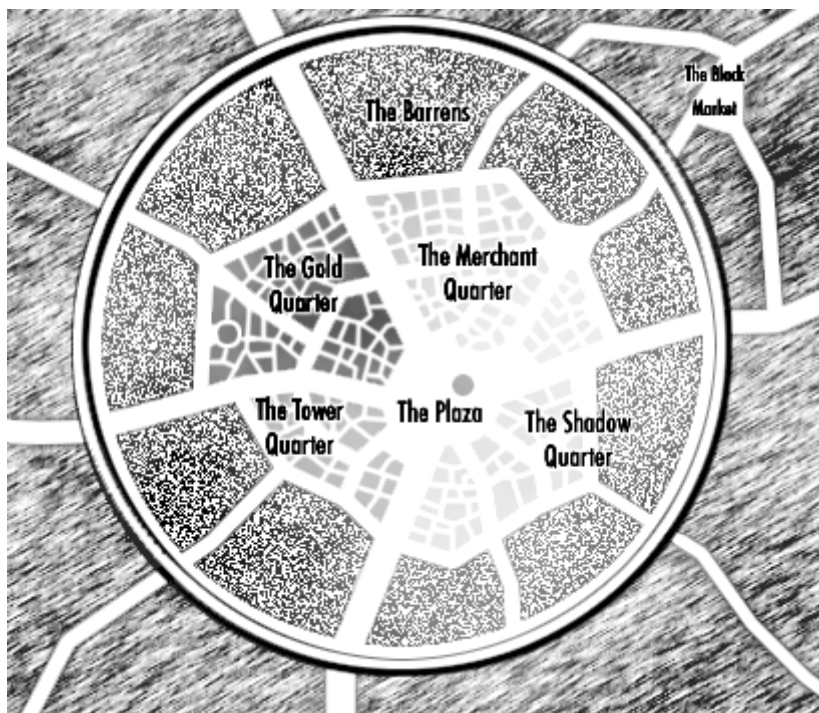
They are part Machiavellian nobles and part mob families, often busily scheming against each other.

- *House Amador:* known for fashion, dance, dueling and social gatherings.
- *House Buñuel:* known for its artists and musicians.
- *House Guzman:* known for banking and skill with money as well as ties to the Trade Guilds
- *House Lucero:* known for its connections to the Three Churches of Law.
- *House Nuñez:* known for skill in intrigue, assassination, and its connections to the Six Churches of Chaos.
- *House Soriano:* known for its connection to scholars.

The Trade Guilds. The trade guilds control the practice of most skilled professions in Zamora. They control training, pricing, distribution of goods, and training and hiring of apprentices. The Guilds are protected by city charters, and provide the backbone of trade in Zamora's cities.

The Red Hand Society. The Red Hand Society is a society of professional assassins. They are known for their strict adherence to contracts, and their skills at disguise, stealth, and poisoning. The Red Hands are illegal to hire, and illegal in their operations, but are much sought after to create final solutions to conflicts.

The Explorers' Club. This group is a widespread Zamoran gentlemen's club. Most members of the club are young, wealthy dilettantes, some of whom actually engage in adventures, including safaris, airship racing, and exploration of ruins.



The Lo Pan Society. This group of Khitai merchants is suspected of many illicit dealings. They are likely involved in illicit smuggling and drug trafficking, and rumor speaks of a single sinister mastermind that they all serve.

Masks. As a result of years of vendettas and assassinations, masks have become a fashion statement among the wealthy and powerful, particularly the Great Families. Each family has a specific

theme to their masks, though individuals have very personalized masks, usually decorated in a way to show their wealth, power and prestige. The themes, by House:

- *House Amador:* idealized representation of the wearer
- *House Buñuel:* abstract art pieces
- *House Guzman:* animals
- *House Lucero:* mechanical abstractions of human faces
- *House Nuñez:* insects
- *House Soriano:* minimalist masks covered with quotes from scholars of personal significance to the wearer.

Criminals and members of illegal cults also wear masks, but these are typically not individualized, serving instead to keep the wearer anonymous. These masks are worn in commission of crime, in cult rituals, or in field missions.

The Undercity. The Undercity is a warren of tunnels, rooms, ruined buildings, and ancient catacombs under the city of Zamora. Most of these date back centuries, even predating

the foundation of Zamora. Over time, it has become home to a number of unsavory elements, from vermin and pests to bandits, cultists, and undead horrors. Sections of the Undercity have become notorious. Vog-Mur the Necromancer, for instance, has claimed a portion of the Undercity for his vaults, Flesh Vats and Clone Tanks.

Portions of the undercity are filled with machinery that process waste and atmospheric moisture into drinkable water for the city and help maintain clean air under the cracked dome. These areas are maintained by an army of Dromeans and patrolled by elite troops of the emperor's Vat Men. Other portions are part of an underground culture of the poor and outcast. Still others are overrun by fungi and slimes.

Those unfamiliar with the Undercity will find it to be a maze. Certainly, its warrens are complex and filled with danger, and few but the desperate or foolish will merely wander through it.

Mother Grubb's. Mother Grubb's, just on the southeastern edge of the Plaza, is a popular eatery and tavern among the poor of Zamora. The place serves a wide variety of meal beetles and meal beetle grubs – roasted, stewed, fried, baked, boiled — all served by a staff of dromian workers for Mother Grubb, a chubby, brick-red matronly woman. Mother Grubb is loud, boisterous and friendly, and her establishment is a respectable place, even if it is filled with the poor and out-of-sorts.

Señor Esparza. Señor Esparza is Vog Mur's representative at the Grand Market. He provides sales and support for the Clone Pits. If you want someone brought back from the dead from even a small portion of themselves, if you want a duplicate, no questions asked, you just need 1000 gold and a pound of flesh (literally) and you, too, can have a clone. Certain restrictions apply.

Señor Esparza is bald, with exaggeratedly broad shoulders, beady eyes, an upturned nose, and a constant smile. Any familiar with the Vat Men will know that Esparza is one of these synthetic creatures. However, unlike the majority of the Vat Men, Esparza talks, and does so quite eloquently. This does not diminish the feeling of wrongness he gives off — rather, it seems to enhance it. As does his dress. He wears a crisp, white linen shirt, a narrow black tie, a brocade waistcoat and expensive black breeches and jacket. A black

top hat tops his bald head, and black lizard-skin shoes cover his feet, topped by white spats. He carries a silver-tipped cane at all times, and carries a pocket watch on a silver chain.

The Surgeon. In the Plaza, he's called The Surgeon, The Alemanian, and The Fixer. His actual name is Deidrich Todenkopf. He is tall, gaunt, and hairless, with ashen blue skin and pale eyes. He dresses an ill-fitting black suit with a red velvet waistcoat, a shiny gold pocket watch, and a stained and ancient lab coat. He wears a device riveted into his left temple that includes armatures with a variety of lenses he can move into a mix of combinations as he looks

at objects and surgeries. He moves with a strange, spidery grace and speaks with an almost alien dispassion. His hard, pinched face is almost impossible to read.

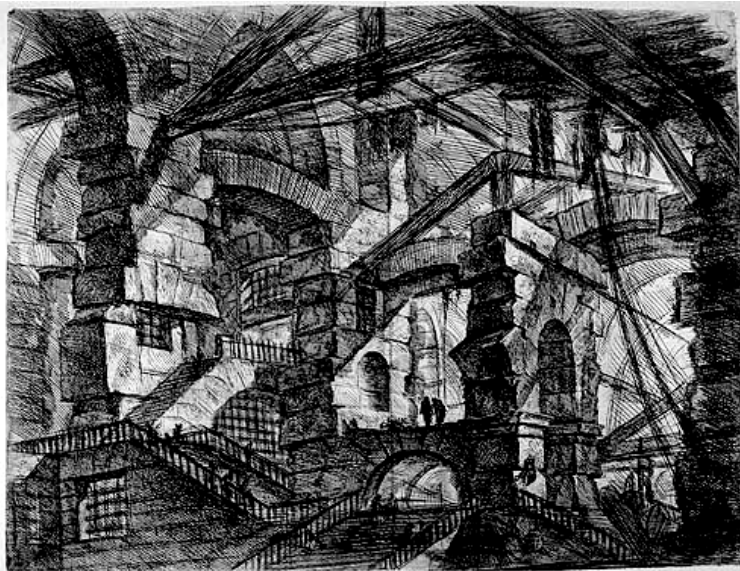
The Surgeon is a skilled physician, but his other services are the ones that make him notable and notorious. The rumor is that the Surgeon is skilled in advanced Alemanian medicine, and is able to perform certain enhancements

for customers, giving them strange, even superhuman abilities. If it is true, his clients seem to keep their changes covert, since such abilities don't seem to appear where others can see them.

The Surgeon is obsessed with talking about his theory of Transhumanism, that humans can transcend their humanity to a state of physical, mental, and moral transcendence in which they are no longer bound by primitive physical, mental, and moral boundaries. He often rants about such things in detail.

The Surgeon is served by a hunchbacked Alemanian dwarf named Einhardt. Einhardt speaks little, is immensely strong, and deeply loyal.

"Mad" Hakim Al'Azif's Mercantile Emporium. Hakim Al'Azif, the Mad Mal-Akkan, is known for his huge merchant tent in the plaza, where he sells a wide variety of goods for "prices so low, I must be mad!" Hakim dresses in a colorful kaftan and a great turban adorned with gems and plumes. His great waxed mustachios and wild eyebrows match his wide eyes, and provide a strong sense of frenetic energy. His prices are actually quite average, but his selection



is broad, and often includes rare and unusual items, sometimes of dubious origins. He drives a hard bargain, but can be bartered with and will negotiate prices if he sees something in it for himself. He is guarded by two burly, shirtless Mal-Akkans named Adbul and Hazrad.

The Pleasure-dome of Sshenssu Salessh. Sshenssu Salessh is a Hssu merchant whose focus is in providing services to humans. His Pleasure Dome provides a mix of services that serve the hedonistic desires of humans. His Pleasure Dome is a large building on the edge of the plaza, and it offers three kinds of services: gambling in the casino, a mix of alcohol and recreational drugs (such as ssharu and black lotus) in the bar, and a wide variety of erotic services in the brothel. Salessh is cold and alien, has trouble telling apart individual humans (or even understanding the difference between males and females), and has no concern for human morality or inhibitions, or their value as more than resources for profit. He isn't malicious—he just doesn't really see humans as really equal to Hssu.

The Overlord. The Overlord, whose name is lost in obscurity, has been ruler over Zamora for at least five decades. Legend says that he was an adventurer who returned to the city from the wastes dressed in magical golden armor which made him invulnerable and gave him mastery over lightning and fire. He brought order to the chaos of the ruined city, rebuilt its core, created alliances with powerful factions in and below the city, while promoting minor conflicts between others to create a city where powers were balanced against each other and the Overlord's might proved to be greatest.

The Overlord tends to delegate authority to a vast bureaucracy of petty officials, served by Dromian runners and workers, and guarded by his Vat Men who act as his personal guard and retinue. His spies are trained doppelgangers bred by Vog-Mur in his clone pits.

Many of the Overlord's actions seem mad, random, or inscrutable, though few would say that to him directly. His rule is one of fear and mostly benign dictatorship.

No one has seen the Overlord's face. His "children" appear to be cloned or engineered in the Flesh Vats of Vog-Mur, and tend to be strange aberrations engineered for decadence and degeneracy. Most of these children have set up palaces in the wastes of the city or in the underworld, and have little to do with the others, merely entertaining themselves in their palaces. The Overlord seems to have no concerns regarding them, and they have no influence with him, though many seek their favor as powerful entities.

Alaric the Dragon. Alaric is the eldest of the Overlord's children. His palace is in the north, where he has built a small cult. He has the head of a great lizard, scaled skin, and a long tail. He is swift-moving, brutal and a powerful wizard. He is said to delight in combat, has an arena where combatants fight for his entertainment. It is said that Alaric sometimes eats the most impressive competitors.

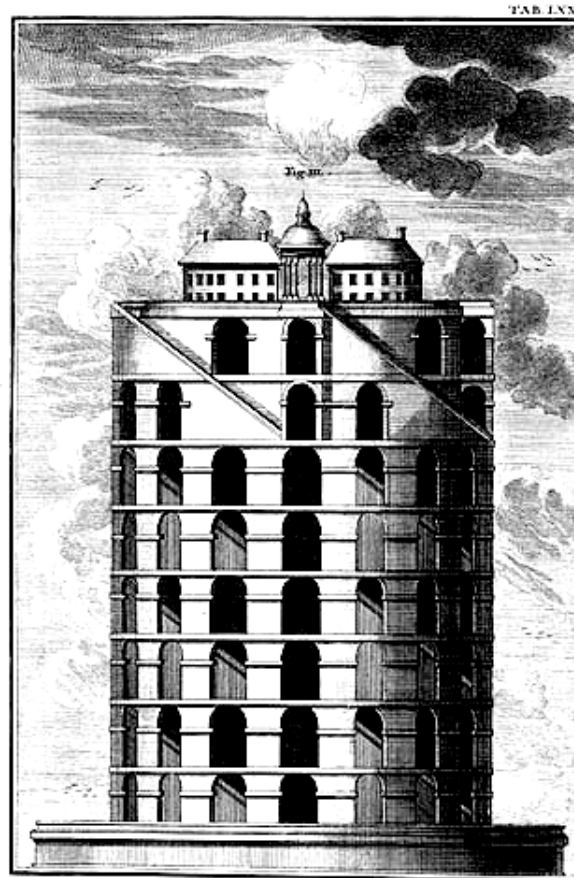
Basilia the Huntress. Basilia the Huntress is cruelly beautiful, with alabaster skin and black hair. Her hands end in long, steel-hard claws, and her long limbs are graceful, and her movement swift. She has a palace in the east, where she is served by her harpy servants, made for her by The Surgeon. It is rumored that she catches and hunts men with her harpies in the tunnels below her palace.

Celestina the Beautiful. Celestina is a sorceress with a beautiful face and an

incredible voice. Her head, however, is attached to a long, snake-like body. She is outgoing and known as a healer and seeress. Her palace is in the south, and guarded by machines loyal to her.

Desiderio the Libertine. Desiderio looks human, but has four arms. He is outgoing, fun, and lecherous. His pleasure palace is in the west, where he indulges many diverse tastes with many diverse partners. He is a scoundrel of the highest order, and is served by a number of chalk white mute pygmies made for him by Vog Mur.

Vog-Mur the Necromancer. Vog-mur is an ancient terror, a centuries-old necromancer served by armies of undead. His lair is a multi-layered labyrinth below the sewers of Zamora.



GENESIS Cap. XI v. 4
Orthographia Turris.

I Buch. Math. Cap. XI v. 4
Hülls des Thurns.

Vog-mur is a power unto himself, and he has made alliances with the Overlord of Zamora. He supplies the Overlord with Vat-men, and runs the Clone-vats of the Ancients, supplying the slave and prostitution trades of the city with an endless supply of goods. But he also experiments on the dead and dying poor, learning what he can through his foul experiments. It is said that the natural philosophers of Alemania are deeply interested in what Vog-mur has learned, though he looks in disgust at the technologies that they have lately begun to use in their land.

Vog-mur has a reputation for perversion and lust, manufacturing slaves for his own pleasure pits and hiring or capturing slaves to slake his twisted desires.

Vog-mur appears to be a bloated man, standing nearly seven feet tall, with pale, bluish waxy-looking skin and a small head with dead white eyes. His lips appear to be receding

past overly large, squarish yellow teeth in nearly-black gums, his lips pulled back in a slight grin. His upturned nose seems ragged and pink, and his ears seem too small and withered. His legs end in reptilian feet, turned oddly, and his hands end in black, carapaced claws. He dresses in little more than a ragged kilt, with a broad leather belt.

Despite his great size and girth, he moves quickly, and is incredibly strong, making him a terror both when he is using magic and when he fights hand-to-hand. He seems to feel no pain, but to delight in the suffering of others.

Vog-mur is clever, cunning, and generally willing to parley with anyone. But he tends to make deals with cunning and strong forethought, so parley with the necromancer may not be the blessing it seems to be at first.



Bestiary

Allosaurus

AC: 6 [13], HD: 5, Attacks: bite 1d6+1, Move: 18, HDE 5, XP 240

Large, swift and cunning pack predators, these theropods are fearsome pack hunters of the great wastes. They are about 30 feet long and known for their cunning and skill as hunters.

Amara

AC: 7 [12], HD 4, Attacks: Hair 1d6, Special: entangling hair, Move: 12, HDE 4, XP 120

Amara are undead creations of Vog-Mur. They look like beautiful yet feral wild-haired women with wild eyes and shark-like teeth with blue-white skin. They hunger for human flesh and blood.

Their hair is actually extremely strong, filled with metallic barbs, and reaches out to grab and entangle enemies up to 10 feet away. Targets struck by Amara must save or be entangled and unable to move or use any weapon longer than a dagger. Their hair takes 2d6 points of damage to cut.

Anhkheg

AC: 4 [15], HD: 3, Attacks: bite 2d6, Special: squirt acid, Move: 12/ burrow 6, HDE 4, XP 120. Special ability: squirt acid 30 feet once every 6 hours for 2dice damage.

The anhkheg is a burrowing insectoid creature which survives on a mix earth and meat. They have a brownish carapace with shining black eyes.

Ankylosaurus

AC: 5 [14], HD: 7+2, Attacks: tail swipe 1d6+1, Move: 12, HDE 8, XP 800

Stout, thirty-foot long dinosaurs, these herbivores roam the lichen-beds of the former seas of Athanor in small packs. They are ill-tempered, and notably for their knobby hides and large, mace-like tails.

Brachiosaurus

AC: 4 [15], HD: 12+3, Attacks: tail swipe 1d6, Move: 12, HDE 13, XP 2000

These huge dinosaurs with long, snake-like tails and heads are herbivores who both graze on lichen and feed on fungus of the great forests. They are about 80 feet long and their heads stand up to 40 feet above the ground. They are dangerous when stampeding, doing 4d6 to anyone underfoot.

Chonchon

AC: 6 [13], HD 3+3, Attacks: Bite 1d6-1, Special: spells, Move: 12 flying, HDE 4, XP 120

These creatures built in Vog-Mur's clone tanks look like bloated human heads with huge ears that resemble bat-like wings and allow the creatures to fly. Their eyes bug out of the head, and their mouths are filled with sharp teeth. They

cast spells as if they were 4th level magic-users.

Compognathus

AC: 8 [11], HD: 1-1, Attacks: bite 1d6-1, Move: 18, HDE less than 1, XP 10

Tiny, swift bipedal pack predators are common animals in the wilds of Athanor. They are about 3 feet long and are seen as pests by many, but



kept as pets by others.

Deinonychus

AC: 7 [12], HD: 2+2, Attacks: bite 1d6, Move: 18, HDE 3, XP 60

Brutal, bipedal pack predators, deinonychus are 10 feet long, with enlarged claws on their hind legs. They are swift runners, skilled leapers, and cunning hunters. They are covered with feathers, including a great crest on their heads and long feathers on their forelimbs and tails. They tend to raid livestock and are a real menace to small caravans.

Dragons

Dragons were manufactured in Ancient times as servitors of the Witch Kings of Ylum. Forged of magic and genetic technology, the dragons served as guardians of the Witch Kings, and either as land or aerial combat platforms.

Durable, armored, and deadly, each dragon was a unique being, capable of centuries of life and cunningly intelligent.

Most of the dragons have died in the centuries, but there are three dragons in Zamora. The first is the Tower Dragon, a 100-foot-long blue serpentine creature with long, lithe limbs, a huge crocodilian head with a mouth filled with foot-long teeth, and great cat-like eyes. The Tower Dragon sleeps most days coiled around the Tower of Wizardry, and is the pet and guardian of the Tower of Wizardry. The dragon cannot fly, but breathes lightning and is able to communicate empathically and to cause fear through telepathic broadcast. He seldom moves, but if moved to attack is an implacable foe.

The second is the Great Dragon, who arrived in Zamora with the Overlord. This great, winged dragon is 80 feet long, with three heads. One breathes fire, one breathes lightning, the third breathes frost. Its iridescent green scales are impervious to most weapons, and its wings seem to blot out the sky when the Overlord flies out over the city on its back. The Great Dragon sleeps for long periods of time, woken only to serve the whim of the Overlord.

The Shadow Dragon is a terror of the undercity. Only forty feet long, the Shadow Dragon is a master of darkness and a necromancer of no small ability. Ruthless and spiteful toward humans, the Shadow Dragon is an enemy of Vog Mur and maintains his own undead fortress below the city, from which he preys upon the living and amuses himself by the suffering he causes.

Dromians

AC: 9 [10], HD 1, Attacks: dagger 1d6-1, Move: 12, HDE 1, XP 15

Standing about three feet tall, these reed-like, insectoid creatures walk on four legs and have two "arms" ending in hands with three prehensile "fingers" evenly spaced around the ends of their arms. They are strong as a full-grown man, have leathery grey carapaces, and have expressionless heads with six multi-faceted heads, long antennae, and three tentacular probosci that they use to eat nectar and pulped

fruit. The Dromians seem to communicate through a series of clicks, chirps, and musky scents, though they also seem to understand human speech. They dress in conical hooded robes, and serve the Overlord of Zamora as quiet, cold and dedicated laborers who maintain the city and the tunnels under it.

Girallon

AC: 6 [13], HD: 4+1, Attacks: claws d6+2, Move: 12/ 6 climb, HDE 5, XP 240

Four-armed white apes, the Girallon is the Athanoran ape, a brutal and cunning predator, often found in both the fungus forests of the world and in the ruins of ancient cities.



Hssu

AC: 5 [14], HD 5+5, Attacks: tentacles 1d6, Special: chemical attacks, Move 9, HDE 6, XP 400. They Hssu exude several chemicals in a 10 foot radius that they are immune to. This can cause any one of three effects: charm person, cause fear, do 2d6 poison damage. Any chemical could be used at will.

The Hssu are desert traders who travel beyond the land of the Five Kingdoms. They trade in the drug Ssharru, an opiate-like substance known for both its addictiveness and its tendency to cause strange, vivid, and often prophetic dreams. The Hssu are alien creatures, with conical bodies ending in four thick tentacles. The top of their cone ends in four eye stalks and four trumpet-like ears. They have four prehensile tentacles midway through their bodies which end in mouths with two long "lips" that can be used to hold and manipulate items. The Hssu speak through

their tentacular mouths, and speak the common tongue as well as their own. They are not expressive, and are treated with some trepidation by humans, though they are welcome by anyone seeking Ssharru.

Iguanodon

AC: 6 [13], HD: 4, Attacks: "thumb" spikes bite 1d6-1, Move: 12, HDE 4, XP 120

Bulky 20 foot long herbivores with bill-like mouths, iguanodons generally move as quadrupeds, feeding on the great beds of lichen on the former sea-beds of Athanor, but can run as bipeds. They are notable for their thumb spikes, which they use as defensive weapons. While packs of these creatures live in the wild, they are also kept as domestic animals to serve as food and mounts.

Osquip

AC: 7 [12], HD: 4+1, Attacks: bite d6+1, Move: 12/1 burrow, HDE 2, XP 30

The six-legged Athanoran rat is a common pest. Its large, spade-like teeth inflict wicked injuries.

Pachycephalosaurus

AC: 6 [13], HD: 4, Attacks: head butt 1d6+1, Move: 12, HDE 4, XP 120

Bipedal herbivores with thick skulls that stand about 15 feet long, pachycephalosaurus are ill-tempered pack creatures who use their thick bony skulls to head butt their enemies. Pachycephalosaurus do double damage if they are charging. These creatures are sometimes domesticated as riding animals.

Parasaurolophus

AC: 7 [12], HD: 4+1, Attacks: slam 1d6, Move: 18, HDE 5, XP 240

30 foot long herbivores with bill-like mouths, parasaurolophus generally move as quadrupeds, feeding on the great beds of lichen on the former sea-beds of Athanor, but can run as bipeds. Their heads are topped by long, hollow crests that are used to make loud, sonorous noises to communicate over long distances. While packs of these creatures live in the wild, they are also kept as domestic animals to serve as food and mounts.

Pennanngalen

AC: 6 [13], HD 5, Attacks: bite 1d6, Special: blood drain, horrifying vision, spell-like abilities, undead. Move: 12 flying, HDE 6, XP 240. When a Pennanngalen strikes, it automatically attaches to a victim and does 1d6 damage

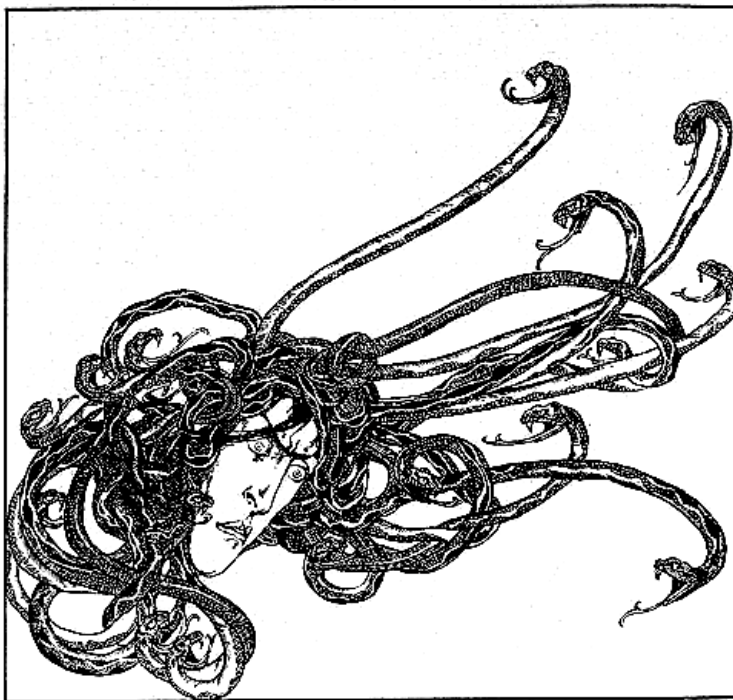
each round automatically, draining a victim of blood and life. When first seen, so horrifying that all who view it must save or be frozen in fear for 1d3 rounds. May cast charm person and hold person at will. Immune to charm and sleep spells.

An Athanoran vampire, the Pennanngalen are undead creations of Vog-Mur. They are free-willed undead who look like beautiful women. When they feed, their heads and internal organs detach, flying and leaving behind their bodies to feed.

Pteranodon

AC: 7 [12], HD: 3, Attacks: bite 1d6-1, Move: 6/fly 24, HDE 3, XP 60

These flying predators lair in high places and feed on small arthropods, dinosaurs, and osquips. They are sometimes used as mounts, but are notably difficult to domesticate and train.



Rathaga

AC: 4 [15], HD: 4, Attacks: claws 1d6, Special: decapitation, undead, Move: 9, HDE 5, XP 240. On a natural attack roll of 20, the Rathaga bites off his opponent's head: save or die from decapitation. A save allows the victim to take 2d6 damage instead.

Rathaga are 12 foot tall skeletal creatures made by Vog-Mur from the bones of several humans. They are silent, mindless brutes, but their coming is forsaged by the smell of spiced oil and a chill in the air.

Rhamphorynchus

AC: 8 [11], HD: 1-1, Attacks: bite 1d6-2, Move: 3/fly 18, HDE less than 1, XP 10

Small, colorful, feathered, bird-like reptiles, these creatures are sometimes kept as pets, and are common creatures throughout Athanor.

Shadim

AC: 6 [13], HD: 2, Attacks: claw 1d6, Special: Paralysis, Move 9, HDE 3, XP 60. Any hit from a Shadim will paralyze a target for 3d6 rounds.



The shadim are undead creations of Vog-Mur the Necromancer. They appear to be animated human corpses split in half from crown to crotch, with just one half of a body. They hop on one leg and strike with their one yellowed claw-like hand. They stink of raw meat and decay, and crave flesh to feed their severed bodies.

Stegosaurus

AC: 5 [14], HD: 7+3, Attacks: Tail swipe 1d6+1, Move: 12, HDE 8, XP 800

Cantankerous herbivores, these creatures are about 30 feet long, with a double row of huge, bony spikes along their backs and a great, spiked tail. They are not particularly bright, but are hardy fighters when threatened.

Stirge

AC: 8 [11], HD: 1+1, Attacks: bite 1/2d6, Move: 3/18 fly, HDE 2, XP 30

The Athanoran bat is an odd mix of bat, bird, and insect. They live in flocks and feed on blood. Stirges attack with a +2 on the attack roll and do 1/2d6 damage per round until they have drained 12 hit points of blood, then they fly away bloated with blood.

Triceratops

AC: 4 [15], HD: 8+2, Attacks: gore 2d6, Move: 12, HDE 9, XP 1100

These huge quadrupeds have frilled bony crests and three great horns on their heads. 30 feet long and bulky, and

standing about 10 feet tall, these creatures can build great momentum on a charge. These herbivores live in great packs on the plains. When charging, they do double damage.

Tyrannosaurus

AC: 6 [17], HD: 8+1, Attacks: bite 2d6, Move: 18, HDE 5, XP 240

The terrors of the wilds, tyrannosaurs are 40 feet long and 10-15 feet tall at the hip. Their huge heads are filled with sharp teeth. They travel in groups of one to three and are deadly hunters.

Vat Men

AC: 4 [15], HD 4, Attacks: sword 1d6+1, Special: regeneration, Move 9, HDE 5, XP 240. Vat Men will regenerate fully any round that they have not been reduced to 0 hit points or fewer.

The Vat Men are constructs of Vog-Mur the Necromancer, made in his laboratories deep below the city. The Vat Men regenerate at a frightful rate, are physically superior to ordinary men, and have great muscular frames. Their faces, however, have small, close-set eyes, a mouth frozen in a perpetual rictus, and upturned noses. They seem strange caricatures of humanity, and fight without fear or hesitation.

Magical and Technological Items

Firearms

Firearms are common in Athanor, working similar to single-shot percussion firearms of Earth:

- Pistol: 1d6+1 damage, 2 lbs weight, cost 40, rate of fire 1/2, range 60ft. 20 shots and powder cost 10 and weigh 2.
- Rifle: 1d6+2 damage, 5 lbs weight, cost 50, rate of fire 1/2, range 100ft. 20 shots and powder cost 10 and weigh 2.
- Cannons: 3d6 damage, not portable (50 lbs weight), cost 300, rate of fire 1/3, range 250ft. 1 shot and powder costs 5 and weighs 7.
- Grenades: 2d6 damage in 5' radius, 1lb weight, cost 5, takes 1 round to light, may be thrown up to 40 ft.

Pyroclastic Lance/Firelance

The Firelance is a three-foot long weapon that looks like a truncated lance with a flared handguard at one end and a hole at the other. A single button on the handle triggers the weapon.

The pyroclastic lance fires a cone of superheated plasma with a range of 30 feet spreading at the far end to a width of 30 feet. Any target in the cone takes 3 dice damage (save for half) and easily ignitable items will catch fire.

A pyroclastic lance has five charges. It can be recharged by placing a specially-crafted piece of orichalcum crystal in a sealed chamber in the handle. Such an item will cost 150 GP.

Personal Shield

The personal shield surrounds the wearer in a protective aura of shimmering light. The Shield is worn as a belt with a simple switch on the buckle. Once activated, the shield will absorb up to 30 hit points of damage, after which the item will deactivate itself to regenerate its circuits. This takes 12 hours. The shield will run out of power after a total of 1 hour of use. It can be recharged by placing a specially-crafted piece of orichalcum crystal in a sealed chamber on the belt. Such an item will cost 150 GP.

Alemanian Medical Technology

The people of Alemania are renowned for their medical technology, which reflects arcane secrets they have

reconstructed from the ancients. Alemanian surgeons are capable of strange and astounding feats, including transplants, body modifications, and strange types of hybridization.

Body modification is a mark of status among Alemanians, a sign that the recipient of modifications has transcended the boundaries of his humanity. For some, this is an art, achieving aesthetic changes to their faces and bodies. For others, this is practical, with some Alemanians fusing tools to their bodies or enhancements to their eyes, reach, or bodily functions. Still others enhance their bodies for combat, reinforcing their skeletons, attaching weapons to their limbs, or implanting armored plates under their skin.

The price of such enhancements is often the loss of humanity. The cold, distant, and aloof persona of many Alemanians is even more pronounced in those who have had extensive modifications, making them seem more machine-like, cold, amoral and dismissive of "lesser" races. The Alemanians invoke fear and distrust in others in the world, and do so with good reason.

Much of the technology incorporated in these changes seems to be organic, grown in great vats and drawing its nutrients from the host. Much of it seems either organic or like a strange mix of tentacular, pulsing, or jellyfish-like formlessness. Such technology can be strangely beautiful, but is often horrible to behold.

Magic Items

Much of the technology incorporated in these changes seems to be organic, grown in great vats and drawing its nutrients from the host. Much of it seems either organic or like a strange mix of tentacular, pulsing, or jellyfish-like formlessness. Such technology can be strangely beautiful, but is often horrible to behold.

Bound Spirits

Ancient tomes still preserve the secrets of binding extra-dimensional spirits to magic-users' service. This art is the true power of magic, and allows magic-users to gain access



to reliable power, though such power comes with risks and drawbacks.

Ancient books may have rituals for binding specific spirits, as determined by the GM. These spirits are named, have a personality, and grant the magic-users powers and potential side effects.

Intelligence: Roll 2d6 + 6

Languages: Spirits speak the language of their element and common. They know one additional language for every point of intelligence above 10.

Element: Spirits are composed on one of the basic elements of the world. Roll on the table below.

Table 4. Spirit Element

d%	Element
01-20	Air
21-40	Earth
41-60	Fire
61-70	Water
71-80	Metal
81-90	Plant/Fungus
91-95	Light
96-00	Darkness

Powers: Spirits may manifest a number of supernatural powers which the magic-user may manifest as if he or she were using the spell of the same name. Some spirits may also take physical form to act as combatants in service of the magic-user:

Table 5. Spirit Powers

d%	Powers
01-15	2 lesser
16-30	1 lesser, 1 greater
31-80	2 lesser, 1 greater
81-90	3 lesser
91-00	2 greater

Table 6. Lesser Powers

d%	Power
01-10	Charm Person 1/day
11-20	Crystal Ball 3/day
21-25	Cure Wounds I 3/day
26-35	Inflict Light Wounds 3/day
36-40	Knock 1/day
41-50	Light I or Dark I 1/day
51-60	Move Objects 3/day
61-70	Purify or Putrefy Food and Drink 1/day
71-80	Read Languages 3/day
81-85	Read Magic 3/day
86-90	Speak with Animals 3/day
91-00	Take physical form 1 hour/day; AC 7 [12], HD 2, Move 6

Table 7. Greater Powers

d%	Power
01-05	Animate Dead, 2d6 undead, 1/week
06-15	Contact Other Plane 1/week
16-20	Cure Wounds II 2/day
21-25	Dimensional Portal 1/day
26-30	Dispel Magic, 1/day
31-40	Fly at speed 12 for 1 hour/day
41-45	Hold monster 1/day
46-50	Invisibility 1/day
51-60	Levitate, 1 turn duration, 3/day
61-70	Phantasmal Force, 1/day
71-75	Protection from Normal Missiles 1/day
76-85	Remove Curse 1/day
86-95	Take physical form 1 hour/day; AC 5 [14], HD 5+2, Move 6
96-00	Telekinesis, 100 pounds, 1/day

Spirit-marked: A magic-user who has bound a spirit will be marked by the experience. Depending on the spirit's elemental nature and, the wizard may have distinctly colored eyes or hair, may find that the color or texture of their skin changes, or that the element may unnaturally change them. This is purely cosmetic, but will mark the magic-user as a master of a spirit.

Ego Conflicts: Each spirit will have an ego value equal to its intelligence plus one for every lesser power and plus five for every greater power. The Ego of a magic-user is equal to the magic-user's intelligence + charisma + level. If the magic-user's current hit points are at half or less of their usual maximum, the magic-user suffers a -5 penalty to his or her Ego score.

If the spirit's ego score is greater than the magic-user's, the spirit may dominate the magic-user, forcing the character to act in accordance to the spirit's wishes. This will last until the magic-user's ego increases or the spirit is banished or appeased.

Athanor in a Nutshell

Think Howard, Leiber, and Smith, not Tolkien.

This is pulp fantasy, with shady characters with gray morality rather than shining heroes of epic fantasy. Big influences include Robert E. Howard's *Almuric*, Edgar Rice Burroughs' "Barsoom" and "Pellucidar" novels, and Mike Grell's *Warlord* comic books from the 1970s.

Athanor is Strange and Alien

This is definitely a game of Weird Fantasy influenced by pulp conventions. Most animals in the world are dinosaurs, other reptiles, or arthropods — birds and mammals are rare at best. Where supernatural monsters appear, they will often be strange and either rare or unique, and often linked to specific places. Magic items will be rare, and are often powerful but limited in their use.

Athanor was Once Much More Advanced

Once upon a time, advanced technology was the norm. Something terrible happened ages ago, driving the world to the brink of oblivion. Some remnants of the past — technology, monsters, and architecture — still survive, but few remember the origins and meaning of these ancient items.

It's All Humans and Monsters Here

Humans are humans. Monsters are monsters. There are no near-human and demi-human creatures, so dwarves, elves, halflings, goblins and orcs do not appear in the campaign. Instead, there are many nationalities and ethnicities of humans.

Urban Adventure

The City is where you adventure, and the game is a very urban setting where you lurk through the streets and find adventure and danger in the midst of the alleys and political machinations of the urban setting. However, the City also dates back to before the Great Disaster that made the seas retreat and left Athanor dying. Under its broken dome, much of the city has turned to ruins and dangers fill the sewers below.

Power Corrupts

The government is corrupt. The churches are corrupt. The guilds are corrupt. Even the Tower of Wizards is corrupt. You can't trust The Man because The Man is part of a web of conspiracy and lies deeply ingrained at almost every level. It's every man for himself. Even more importantly, magical power corrupts and shapes those who use it, as does some Ancient Technology, exacting a price for its power too.

Ancient Evil Waits to Return

Once, strange and horrible things walked the world, unleashed by great disasters and terrorizing the land. For some reason or other, those ancient evils went to sleep. Now some of that evil may be waking up.

Inspirational Books

Burroughs, Edgar Rice: the Barsoom and Pellucidar novels
Herbert, Frank: the *Dune* trilogy
Howard, Robert E.: *Almuric*, the Solomon Kane stories
Leiber, Fritz: the Fafhrd and the Grey Mouser series
Lovecraft, H.P.: the Cthulhu mythos
Wolfe, Gene: *Book of the New Sun*

Inspirational Comics

Dahm, Evan: *Rice Boy* (<http://www.rice-boy.com>)
Foglio, Phil and Kaja: *Girl Genius*
Mignola, Mike: *Hellboy*

Inspirational TV & Movies

Thundarr the Barbarian
Pirates of Darkwater

Open Game License 1.0

The following text is the property of Wizards of the Coast, Inc. and is Copyright 2000 Wizards of the Coast, Inc ("Wizards"). All Rights Reserved.

1. Definitions: (a) "Contributors" means the copyright and/or trademark owners who have contributed Open Game Content; (b) "Derivative Material" means copyrighted material including derivative works and translations (including into other computer languages), potation, modification, correction, addition, extension, upgrade, improvement, compilation, abridgment or other form in which an existing work may be recast, transformed or adapted; (c) "Distribute" means to reproduce, license, rent, lease, sell, broadcast, publicly display, transmit or otherwise distribute; (d) "Open Game Content" means the game mechanic and includes the methods, procedures, processes and routines to the extent such content does not embody the Product Identity and is an enhancement over the prior art and any additional content clearly identified as Open Game Content by the Contributor, and means any work covered by this License, including translations and derivative works under copyright law, but specifically excludes Product Identity. (e) "Product Identity" means product and product line names, logos and identifying marks including trade dress; artifacts; creatures characters; stories, storylines, plots, thematic elements, dialogue, incidents, language, artwork, symbols, designs, depictions, likenesses, formats, poses, concepts, themes and graphic, photographic and other visual or audio representations; names and descriptions of characters, spells, enchantments, personalities, teams, personas, likenesses and special abilities; places, locations, environments, creatures, equipment, magical or supernatural abilities or effects, logos, symbols, or graphic designs; and any other trademark or registered trademark clearly identified as Product identity by the owner of the Product Identity, and which specifically excludes the Open Game Content; (f) "Trademark" means the logos, names, mark, sign, motto, designs that are used by a Contributor to identify itself or its products or the associated products contributed to the Open Game License by the Contributor (g) "Use", "Used" or "Using" means to use, Distribute, copy, edit, format, modify, translate and otherwise create Derivative Material of Open Game Content. (h) "You" or "Your" means the licensee in terms of this agreement.
2. The License: This License applies to any Open Game Content that contains a notice indicating that the Open Game Content may only be Used under and in terms of this License. You must affix such a notice to any Open Game Content that you Use. No terms may be added to or subtracted from this License except as described by the License itself. No other terms or conditions may be applied to any Open Game Content distributed using this License.
3. Offer and Acceptance: By Using the Open Game Content You indicate Your acceptance of the terms of this License.
4. Grant and Consideration: In consideration for agreeing to use this License, the Contributors grant You a perpetual, worldwide, royalty-free, non-exclusive license with the exact terms of this License to Use, the Open Game Content.
5. Representation of Authority to Contribute: If You are contributing original material as Open Game Content, You represent that Your Contributions are Your original creation and/or You have sufficient rights to grant the rights conveyed by this License.
6. Notice of License Copyright: You must update the COPYRIGHT NOTICE portion of this License to include the exact text of the COPYRIGHT NOTICE of any Open Game Content You are copying, modifying or distributing, and You must add the title, the copyright date, and the copyright holder's name to the COPYRIGHT NOTICE of any original Open Game Content you Distribute.
7. Use of Product Identity: You agree not to Use any Product Identity, including as an indication as to compatibility, except as expressly licensed in another, independent Agreement with the owner of each

element of that Product Identity. You agree not to indicate compatibility or co-adaptability with any Trademark or Registered Trademark in conjunction with a work containing Open Game Content except as expressly licensed in another, independent Agreement with the owner of such Trademark or Registered Trademark. The use of any Product Identity in Open Game Content does not constitute a challenge to the ownership of that Product Identity. The owner of any Product Identity used in Open Game Content shall retain all rights, title and interest in and to that Product Identity.

8. Identification: If you distribute Open Game Content You must clearly indicate which portions of the work that you are distributing are Open Game Content.
9. Updating the License: Magic-users or its designated Agents may publish updated versions of this License. You may use any authorized version of this License to copy, modify and distribute any Open Game Content originally distributed under any version of this License.
10. Copy of this License: You MUST include a copy of this License with every copy of the Open Game Content You Distribute.
11. Use of Contributor Credits: You may not market or advertise the Open Game Content using the name of any Contributor unless You have written permission from the Contributor to do so.
12. Inability to Comply: If it is impossible for You to comply with any of the terms of this License with respect to some or all of the Open Game Content due to statute, judicial order, or governmental regulation then You may not Use any Open Game Material so affected.
13. Termination: This License will terminate automatically if You fail to comply with all terms herein and fail to cure such breach within 30 days of becoming aware of the breach. All sublicenses shall survive the termination of this License.
14. Reformation: If any provision of this License is held to be unenforceable, such provision shall be reformed only to the extent necessary to make it enforceable.
15. COPYRIGHT NOTICE
Open Game License v 1.0a Copyright 2000, Magic-users of the Coast, Inc. System Reference Document Copyright 2000-2003, Magic-users of the Coast, Inc.; Authors Jonathan Tweet, Monte Cook, Skip Williams, Rich Baker, Andy Collins, David Noonan, Rich Redman, Bruce R. Cordell, John D. Rateliff, Thomas Reid, James Wyatt, based on original material by E. Gary Gygax and Dave Arneson. Swords & Wizardry, Copyright 2008, Matthew J. Finch. Labyrinth LordTM Copyright 2007, Daniel Proctor. Author Daniel Proctor.. SWORDS & WIZARDRY: WHITEBOX by Matt Finch and Marv Breig, Copyright 2008, Matthew J. Finch. Kard és Mágia, Copyright 2008, Gabor Lux. Savage Swords of Athanor, Copyright 2009, Douglas Easterly.

END OF LICENSE