

Penhaligon

Source Book

A Guide to Karamaikos'
Northern Frontier Town



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About this Guide

This guide is intended to flesh out the town of Penhaligon in the Grand Duchy of Karameikos in the Mystara campaign setting. It is divided into two sections: a general guide to Penhaligon's history, government, economy, physical layout, and inhabitants that is suitable for both players and DMs; and a DM's guide that contains additional useful information for running an adventure or campaign in Penhaligon, including rumors, plot hooks, and stat blocks for NPCs. It is designed to be used as part of a classic D&D campaign set in Mystara using Basic/Expert Rules or an Old School Renaissance ruleset of your choice, but elements could be used by enterprising DMs to flesh out any town in their game world, using any set of RPG rules. I hope someone out there finds this useful and would always be interested to hear how this material is used in your campaign. Please feel free to drop me a line with questions or comments at: baldragebob@gmail.com.

A disclaimer: I have tried to keep consistent with official published material and the few bits of fan-published information regarding Penhaligon that I could find on the web, but I make no claim as to this guide being "canon" – it's just one guy's take on what I thought was an interesting and underdeveloped part of Karameikos. This version of Penhaligon is set in game year 1000 AC and therefore does not incorporate any of the events of Wrath of the Immortals. Also note that I have not read the old Penhaligon Trilogy by D.J. Heinrich, and therefore have not incorporated any of the events of those books into this rendition of the Penhaligon setting (I have read plot summaries, and have included a few oblique references to some of the characters, but they are quite different from how I understand they are portrayed in the books).

Credit where credit is due: I have drawn from several fan-published works, including Brian Caraway's "Penhaligon" entry on the Vaults of Caraway (<http://pandius.com/penhalgn.html>) (used with his permission); Demetrios' "Mystara: The Journey" (<https://mystara-campaign-the-journey.obsidianportal.com/>), "Corliss' Guide to Northern Karameikos" by Damon Brown (<http://pandius.com/nrthkara.html>), and "Guilds, Orders, and Secret Societies in Karameikos" by Giampolo Agosta (<http://pandius.com/karagoss>). You will see the annotation "[hat tip: BLANK]" where I took information or inspiration from one of these sources. Any misinterpretation or mischaracterization of these authors' works is unintentional and completely my own fault.

The name "Hell's Half-Mile" and a good bit of the lore about lumberjacks behaving badly is taken from the history of my own home town, Bay City, Michigan. I have plagiarized liberally from several open sources of history, but I'll cite here "The Blazed Trail," by Stewart Edward White (published in 1907). I also took inspiration from some historical places and people identified in "Wicked Bay City Michigan" by Tim Younkman (2016).

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The Penhaligon maps were created by me using Inkarnate, www.inkarnate.com

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Player's Guide to Penhaligon

Introduction

Penhaligon is a place of contrasts. It is a new town, built on the bones of a village that has existed here for hundreds of years. It is a small town, compared to the cities of Specularum and Kelvin, yet it boasts a magnificent castle that would be the envy of a city 10 times its size. It is famous for its chivalrous knights, but also widely known as a den of drunken roughnecks. Its inhabitants are a surly, suspicious, stubborn lot, but they are also hardworking and don't think twice about going to extreme lengths to help a stranger because "that's just what one does." Penhaligon is both a place of rural values and time-honored tradition, and a dynamic, fast-changing town that is pushing the boundaries of Karamaikan social order.

Penhaligon at a Glance

The town of Penhaligon is a walled settlement of 4,000 residents on the banks of the Hillfollow River, roughly 50 miles north of the city of Kelvin. The town is the last large population center heading north on the Duke's Road, which actually bisects Penhaligon from north to south. Duke's Road also divides the town along socio-economic lines, with the well-to do living on the east side of the road, and the lower classes living on the west side, between the road and the river. Although Penhaligon has some rough neighborhoods and most of the population is what the modern world would consider "working poor," there are no desperate slums. Even in the less fortunate neighborhoods, most of the houses are well-constructed, albeit small.

Penhaligon is famous for two things: one, the magnificent Castle of the Three Suns; and two, the rowdy, raunchy strip of bars, bordellos, and flop-houses known as "Hell's Half-Mile." The Castle truly is a wonder, replete with a moat and towers. It looks down upon the rest of the town from a ridge in the northeast corner of Penhaligon, and is protected both by the massive outer stone wall of the town and a second, inner wall. "Hell's Half-Mile," or Water's Edge, as the locals know it, is a small neighborhood that runs along the Hillfollow river on Penhaligon's west side. It's here that a veritable army of lumberjacks, teamsters, fur-traders, and soldiers descend every spring to fritter away the pay earned during the long winter months.

Local History

The town that is now known as Penhaligon was originally established as a small Traladaran fishing and hunting village named Rezkova over 200 years ago. Rezkova itself was built on the ruins of the ancient Traladaran city of Vaion, which was razed in AC 725 during the later stages of the Vampire Wars that wracked eastern Karamaikos. Over time, Rezkova became the site of a small standing market where the residents of several villages in the northern region of Karamaikos could meet up to trade goods. The sleepy, backwoods village quickly grew into a bustling market town with the arrival of General Arturus Penhaligon in AC 972. Arturus was an old friend of Duke Stefan's from Thyatia whom Stefan assigned the task of overseeing the construction of Castellan Keep and the Duke's Road Keep. These massive construction projects required huge amounts of food, labor, building materials, and other supplies. Arturus chose the village of Rezkova as his base of operations and logistics hub for this effort, and workers quickly flocked here from all over the region to provide the manpower, lumber, boats, wagons, and other construction supplies that were needed. The construction of the Duke's Road accelerated

this population boom, as did the efforts of Arturus' personal band of warriors to seek out and destroy the most dangerous threats in the region. The influx of mostly single, mostly male, laborers led to a massive increase in the number of bars, taverns, ale houses, saloons, and pubs (as well other unsavory businesses), causing Rezkova to become known as "the watering hole of the north." The burgeoning town quickly gained a reputation for drunkenness and debauchery, and it was claimed that more bars existed in Rezkova than there were houses (not true, but Penhaligon today probably does have more drinking establishments per capita than any other city in Karameikos).

Many of the Traladaran elders who had lived in Rezkova their whole lives did not take kindly to the arrival of this "Thyatian mercenary and his gang of thugs." They organized strikes, work stoppages, and riots to protest the destruction of their way of life. Arturus responded in his usual brutal and efficient manner – by rounding up the ring-leaders and having them beheaded – and then proceeded on with his grand construction projects. This incident, dubbed "The Massacre" by the Traladaran community, sowed great hatred for Arturus among the long-term residents of Rezkova, but Arturus' men were so successful in snuffing out any further attempts at insurrection that the seeds of rebellion were washed away in the ongoing population boom and economic expansion of the burgeoning town.

After the completion of Duke's Road Keep in AC 978 and Castellan Keep in AC 979, General Arturus was given a lordship and formally awarded an estate by Duke Stefan in recognition of his achievements. However, Duke Stefan withheld the title of Baron, since Arturus was not of noble Thyatian birth and had not been in the first wave of followers that accompanied Duke Stefan from Thyatis. Lord Penhaligon chose Rezkova to be the seat of his estate, and immediately began the construction of the magnificent Castle of the Three Suns, which was completed in AC 988. His intentions for building this Castle were two-fold. First, the castle would be the linchpin to the defense of northern Karameikos, as it would be the primary source of reinforcement and supply to the garrisons at Castellan Keep and Duke's Road Keep. Second, Arturus wanted to reform his image as a brutal killer, and intended that the castle become a beacon to goodly knights that embodied the best aspects of courtly chivalry. He petitioned and received permission from Duke Stefan to establish the knightly Order of the Three Suns and formally renamed the once-backwoods village of Rezkova to Penhaligon to reflect this new identity and to burnish his legacy.

Lord Arturus

Arturus Penhaligon came from a middle-class Thyatian family, but he proved so competent and efficient at warfare that he rose through the ranks rather quickly, achieving the position of Legate, or General, in the Thyatian army at the age of 36. He oversaw several successful campaigns and earned a reputation as a wily and brutal commander. As a general, he welcomed warriors from all races, nations, and walks of life into his service, as long as they were good at their job. The Karameikos family was one of Arturus' early patrons, and after Stefan Karameikos departed Thyatis for his new territories, Arturus was drawn into Thyatian politics. Despite his skill at war, Arturus was ill-suited for politics and backed the wrong side in a political power struggle. Consequently, he was stripped of his rank, dispossessed from his estate, and exiled within two years of Stefan's departure – an ignoble fall from grace. Arriving in Karameikos with only his personal weapons and armor, a small band of his most loyal warriors, and his tail between his legs, Arturus was quickly put to work by his old patron Duke Stefan. However, Stefan resented that Arturus had initially chosen to remain in Thyatis rather than accompany him, and would subsequently award Arturus only an estate for his achievements in securing Karameikos' northern border, rather than the barony that Arturus (rightly) felt he deserved.

Most of Arturus' time as ruler was taken up building the Castle of the Three Suns and the massive walls surrounding the town, but two notable incidents stand out during this period. The first was an attack in AC983 by a large army of orcs led by their warboss Angok Goldtusk. Arturus commanded a masterful defense and Goldtusk was finally defeated in a cavalry charge led by Sir Pontius "Coldheart" Severingin. The other incident was an incursion of undead that nearly breached the town's defenses in 991. The undead horde was defeated only when a group of knights and clerics sacrificed themselves to destroy the necromancer Sutorus.

The estate of Penhaligon has continued to grow over the years, and several knights of the Three Suns have been awarded smaller estates of their own in the region. However, the town is still struggling to shed its image as a drunken, backwoods village that exists only to supply soldiers and lumberjacks with a place to squander their pay. The current ruler, Lady Arteris Penhaligon, has visions of growing Penhaligon into the urbane, sophisticated seat of a huge barony that stretches from the Hillfollow River in the west all the way to the Altan Tepes Mountains and the border with Thyatis in the east.

Population

Roughly 4,000 people make Penhaligon their home, but the population annually swells to 6,000–7,000 during the spring and summer trading seasons, when thousands of lumberjacks, traders, soldiers, and adventurers arrive. The lumberjacks that have been living in outlying lumber camps during the winter "felling season" come like clockwork every spring with several months of back pay in their pocket and a pent-up appetite for drink, women, and entertainment. Spring also marks the arrival of the first large trade caravans from Selenica, and the commencement of riverboat travel as the winter's ice on the Hillfollow River breaks up. Lastly, spring is also the time when the garrisons at Duke's Road Keep and Castellan Keep are relieved, and a several hundred soldiers transit through Penhaligon. This annual population boom is both a source of concern for the year-round residents, who know to look out for the invasion of thirsty, amorous woodsmen and soldiers, and an economic windfall for legitimate merchants and dens of iniquity alike.

The town's population is 90% human, with roughly two-thirds of that number consisting of lower-class Traladaran laborers and simple craftsmen. The other third is made up mostly of upper-class knights, warriors, and merchants of Thyatian ancestry, with a smattering of immigrants from Darokin. There is also a small demi-human community of dwarves, elves, gnomes and halflings. Dwarves and gnomes make up the largest portion of the non-human contingent, and are primarily merchants and/or trade representatives from Highforge. The small elvish population consists mainly of a delegation from Callarii that has been sent to lobby Lady Arteris to scale back the extent of the town's logging industry (completely unsuccessful, so far, but elves are nothing if not patient).

Entering the Town

There are three gates leading into and out of the town: the Duke's Gate, located on the southern side of town; the Ironwolf Gate (formerly known as Hillsgate), on the east side; and the North Gate, through which Duke's Road continues north to Duke's Road Keep and Castellan Keep. Each of the gates are manned by a squad of men-at-arms around the clock, with another squad on call nearby ready to come to their assistance in a matter of minutes, if necessary. The gates are open only during daylight hours and visitors arriving after sundown are required to wait outside the town until dawn, except for extraordinary circumstances. Penhaligon can also be

entered via the Hillfollow River. Travelers arriving on riverboat or via ferry from the other side of the river will be met at the docks by a squad of men-at-arms and a customs official.

Merchants and visitors must pay a toll to enter Penhaligon or travel past it on the Hillfollow River. Merchants are charged 1% of the assessed value of their goods, peasants and laborers 1 cp, yeoman/middle class visitors 2 cp, and warriors or adventurers 1 sp per person, with an additional 5 sp/person fee if they wish to bring weapons inside (otherwise, the gate guards will store them and issue a claim token). The same tolls/fees apply to merchants and visitors arriving via boat.

Defenses/fortifications

Penhaligon maintains a standing force of 500 men-at-arms (F1), outfitted in chainmail, with spears, short-swords, and/or crossbows, 10 knights (F7, full plate with shield, lance, long sword, battle axe, or war hammer) and 20 squires (F3-6, plate mail, shield, longsword, and lance). The commander of the garrison is Sir Lyle Graybow (HM, age 60), the Hospitaller of the Order of Three Suns who is known as "The Shovel Knight." In addition to manning the walls of the town, this force is responsible for patrolling up and down Duke's Road and the countryside immediately surrounding Penhaligon. [hat tip: Caraway]

The town is well-fortified, and has withstood several attacks by large bands of orcs and bugbears in the past. In keeping with Arturus' intent to make this town the backbone of Karamaikos' northern defenses, the outer wall is made of stone, thirty feet high and ten feet thick, topped with battlements, and studded with towers. All three gates have a massive portcullis, as well as an inner barbican that would form a secondary killing zone for any invaders that managed to breach the main gate. Sir Graybow has plans in place to quickly throw up additional ditches, earthworks, *abatis*, and *cheval-de-frise* to further reinforce the town's fortifications as necessary. Although there is no wall facing the river, most of the riverbank is a steep rocky bluff that forms a natural fortification against attack. In addition, the river side of Penhaligon is defended by Moldvay Keep at the northern end of town, two watchtowers overseeing the docks, and a small fort across the river that guards the ferry landing.

In times of crisis, the standing force of men-at-arms and knights will be augmented with 50 members of the town watch, who will be issued crossbows from the castle armory. Lady Penhaligon could also call on 20 knights, 40 squires, and 100 men-at-arms from outlying estates belonging to her most senior followers, 200 yeoman archers from the surrounding farms, 200 – 2,000 axemen (lumberjacks, number will vary depending upon the time of year, with more available during the summer months), and a bevy of wizards and clerics who reside in town. Lady Penhaligon herself is an able warrior with a penchant for bringing adventurers of exceptional ability into her employ, and her personal retinue of followers would be a formidable force in its own right.

Lastly, any invader who managed to breach the walls would face stiff resistance from the townsfolk themselves. Although not trained warriors, this is very much a frontier town, and the population is a tough and stubborn lot that would fight with whatever weapons they could find. Even the *babushkas* would wield their kitchen knives and knitting needles to attack any invaders!

Economy

Penhaligon's economy is dependent upon trade. Strategically located on Duke's Road and alongside the Hillfollow River, Penhaligon is a major stop on the Specularum-Kelvin-Selenica trade route and there is a constant stream of boats sailing up and down the river and wagon caravans traveling in both directions along Duke's Road. It exports huge amounts of lumber and fur taken from the great hardwood forests of northern Karamaikos, and imports goods that cannot be produced locally. Internal to the town, there is active trade in the basic necessities – produce and meat brought in by hunters from nearby farms, fish taken from the river, cloth, shoes, candles, and other dry goods – and Penhaligon is largely self-sufficient in these basic goods. Its position as the last major population center on Duke's Road leading north to Duke's Road Keep and Castellan Keep has allowed a number of businesses to flourish that cater to soldiers and adventurers, such as weapon and armor smiths. The town hosts a number of inns that provide lodging to weary travelers and merchants, and perhaps, most famously, an inordinate number of taverns, pubs, ale-houses, brothels and other establishments that satisfy the needs of the hundreds of thirsty lumberjacks, trappers, teamsters, soldiers, and adventurers that descend upon the town every spring.

Lord Arturus was known to be a canny logistician and businessman, in addition to being a cunning tactician and fierce warrior. His daughter, Lady Arteris, has demonstrated the same shrewd business sense. Taxes are levied on both incoming and outgoing goods, yet the rates are kept low enough to encourage commerce. Every visitor or resident of Penhaligon pays a fee to enter or a tax to live here, but the rates vary depending upon each person's status and wealth, and are not considered onerous by the standards of the day. Her Minister of Trade, Dalton Bodwyn, has begun to stake promising business ventures (often those owned by women) in exchange for a share of their future profits and with the condition that they use "Three Suns" as part of their name. In addition to turning a steady profit, this initiative is part of Arteris' vision to grow Penhaligon into a barony, change its image by exporting quality goods and services under a recognizable name (i.e., "branding" in today's parlance), and challenge perceived social norms for women (thus paving the way for her to be named Baroness).

Law and Order

Despite its reputation as a rough-and-tumble town, most of the crime in Penhaligon is of the petty variety, with simple thefts and drunken brawls the most common offences. The town watch consists of only 50 members, though this number can be quickly augmented by armored men-at-arms from Lady Penhaligon's army, if necessary. The head of the town watch is Captain Arielle Tanill (HF, age 32), a tough-as-nails, no-nonsense woman who leads by example and is well respected by the townsfolk and members of the watch. She prefers to hire watchmen who grew up in the town, and hires big, tough men (many former lumberjacks) who can not only take care of themselves in a fight, but can follow orders and use common sense and tact to de-escalate tense situations. Watchmen work in pairs and are typically outfitted only with padded armor and truncheons. The watch's headquarters and jail is located in the neighborhood known as the Hook, and most of the watch's patrols and arrests are carried out in the Hook and especially along Water's Edge, as the richer neighborhoods east of Duke's Road have their own private security guards. [hat tip: Caraway]

There is no formal Thieves' Guild in Penhaligon, but there are a number of criminals that are happy to lighten the purse of a visiting lumberjack or adventurer, either by theft or by providing some type of illicit service. There are a few street gangs in the poorer neighborhoods that engage in burglary, muggings, and protection schemes, but

these gangs are usually just groups of young toughs, and they come and go rapidly, since Captain Tanill is quick to come down hard on any gangs that draw too much attention to themselves. Any visitor to the infamous Hell's Half-Acre will certainly encounter a number of unsavory characters: drunk lumberjacks and soldiers spoiling for a fight; pick-pockets preying on the drunk and careless; prostitutes desperate to turn a trick and/or steal some coin; and perhaps worst of all, the greedy proprietors of these seedy dives!

Town Lay Out

Penhaligon is bisected on the north-south axis by Duke's Road and on the east-west axis by Suncrest Road. Socioeconomically, the town is divided into two halves: the blue-collar and lower-class Traladarans live on the west side of Duke's Road, and the upper-class merchants and other wealthy individuals (primarily Thyatians), along with most of the demi-human residents and visitors, live on the east side. The town is divided into six wards, plus the large Castle of the Three Suns compound, although Penhaligon is still small enough that most of the locals will refer to neighborhoods rather than wards.

The **Upriver Ward** consists of the original Rezkova market (now the neighborhood known as Old Town) and the old keep (Moldvay Keep) that was built to protect it over 100 years ago. Many of the inhabitants of Old Town are riverboat and fishing boat captains whose families have lived here for several generations. Their neighbors are Traladarans who prospered during the development of Penhaligon and could afford to buy into what was fast becoming an upper middle-class neighborhood. The string of buildings on the ridge near Moldvay Keep is known as Riverview, where several of the wealthiest Traladaran merchants now make their homes.

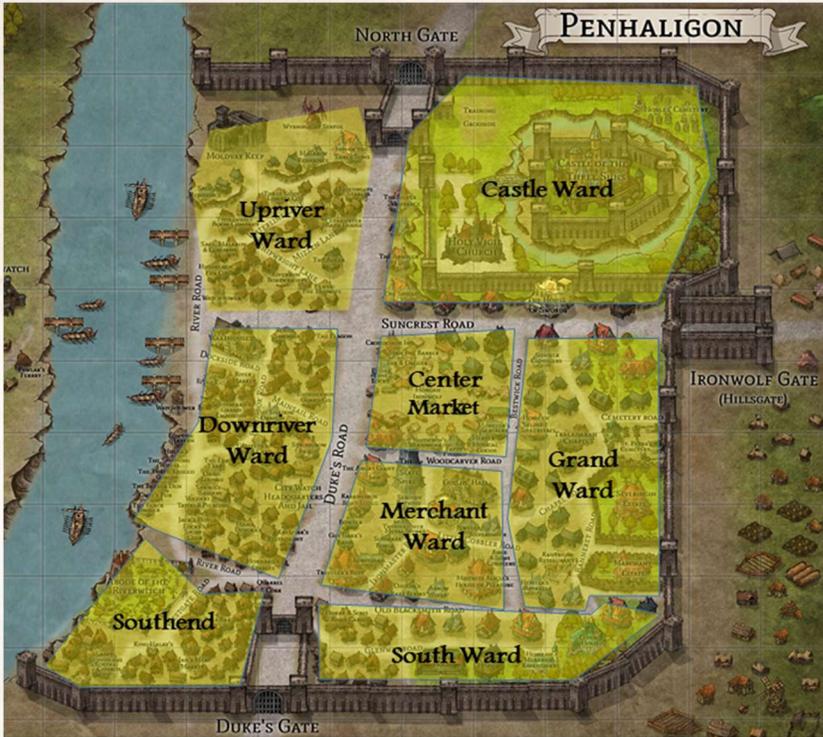


Figure 1 - Penhaligon's Wards

The **Downriver Ward** runs along the river and handles most of the commercial river traffic. This ward includes five neighborhoods: Dwindocks, Lowriver, the Hook, Southend, and the infamous "Hell's Half-Mile," known locally as Water's Edge. Dwindocks is a commercial area for handling cargo that is shipped up and down the river, and its inhabitants are primarily dockhands. Lowriver and the Hook are the two poorest neighborhoods in Penhaligon. Their residents are laborers, families of lumberjacks, mill workers, and other types of "working poor." Houses are

shabbier here, and crime more common than in other parts of Penhaligon, but they are still a far cry from the urban

slums of large cities like Kelvin and Specularum. Southend is an insular, solidly Traladaran ethnic neighborhood. Its residents are a mix of middle class craftsmen such as carpenters, wheelwrights, tinsmiths, butchers, bakers, cobblers, and chandlers, in addition to lumberjacks, drovers, caravan guards, and oarsmen. Water's Edge is a strip of seedy bars nestled between River Road and the steep bank of the Highfollow River. There are no houses here, but this street is a raucous hive of activity during spring and summer. The abode of the mysterious Riverwitch is located nearby and is rumored to pre-date even the original Rezkova settlement.

The **Southern Ward** is located near the Duke's Gate and consists of three very disparate neighborhoods: Cornergate, Stoneglen, and Foursouth. Cornergate is an eclectic mix of people from all over Karamaikos, Darokin, and other lands and the houses here vary widely in style and size. Many of its residents are involved in the caravan trade. Stoneglen is a somewhat awkward block built around a dwarven embassy (or "hold") right next door to an elven embassy and the mansion of the elven adventurer Maranen Ravensmane. They make for uneasy neighbors, and the dwarves are always quick to point out that they set up here first, then awoke one morning to find the elves had appeared in their backyard! Foursouth is simply shorthand for the four stately homes belonging to some of Penhaligon's more note-worthy citizens.



Figure 2 - Penhaligon's Neighborhoods

The **Merchant Ward** is where Penhaligon's skilled tradesmen and wealthiest merchants have their shops. They are primarily Thyatian ethnicity, but a few enterprising and talented Traladaran craftsmen have made the leap across Duke's Road to flourish here, alongside a few entrepreneurs hailing from outside of Penhaligon. It has three neighborhoods: Merchant's Court, Guild Circle, and Copper Court. The prime location along Duke's Road consisting of several inns, travel lodges, weapon- and armor-smiths is called Merchant's Court. Copper Court hosts several businesses that cater to travelers passing through on Duke's Road as well as upper-class residents of the town. Guild Circle is home to Penhaligon's Guild Hall, where the local trade and craftsmen guilds meet to conduct business, and the town's only bank, the Three Suns Coinhold.

The **Center Market**, also known as Tarsy Commons, is a bustling area of small shops and open-air stalls. It is one of the few neighborhoods in Penhaligon where residents from all walks of life mingle on a daily basis. Most common goods such as produce, meats, fish, baked goods, candles, rope, blankets and run-of-the-mill clothing can be found for sale here. A recent addition to the market is the large statue of the legendary adventurer and warrior Morgan Ironwolf.

The **Grand Ward** is Penhaligon's equivalent of a nobles' district, although most of the residents are actually well-to-do merchants and craftsmen. It has three neighborhoods (Gold Court, Fairview, Oak Park) and two large mansions. Gold Court used to consist only of high-end shops, but is slowly converting over to a residential neighborhood as the number of wealthy residents in the town increases. Only two businesses are left here: Kantrium Restaurant, Penhaligon's most exclusive eatery; and Nerilla's Apparel, a dressmaker and clothier whose clientele includes Lady Arteris herself. In addition to a bevy of stately homes, Fairview includes a few high-end shops and a beautiful, but seldom-used, Traladaran Chapel. Directly across the street is the old St. Petra cemetery, no longer in use except for the burial of very wealthy members of the Traladaran merchant class. Oak Park is an exclusive neighborhood for the very affluent near the Ironwolf Gate. Lastly, two members of the town's Ruling Council, Sir Pontius Severingin and Lord Trebor Marchant, maintain mansions in the Grand Ward, as they prefer not to lodge in the Castle of the Three Suns when in town to attend meetings of the Ruling Council.

Government and Politics

The Estates of Penhaligon are governed by a Ruling Council consisting of Lady Arteris and four senior knights nominated by their peers. [hat tip: Demetrios] By tradition, the Grand Master of the Order of the Three Suns has held one of these positions, and it is currently filled by Sir Lucan Decimos (HM, age 46). Sir Decimos became Grand Master during the last year of Lord Arturus' life and is the "swing vote" on the Council. The other three positions are held by Sir Pontius Severingin (HM, age 63), Sir Marin Rothswayne (HM, age 59), and Lord Trebor Marchant (HM, age 39). Lady Penhaligon's role as ruler is not questioned, but there is a bit of a power struggle currently playing out as she tries to transition the Ruling Council to a new generation of knights loyal to her, rather than to the memory of her father. Sir Severingin and Sir Rothswayne were both personal retainers of Lord Arturus and are emotionally and financially invested in the "old way" of doing things (i.e., the Thyatians rule over the Traladaran populace with an iron fist). They were both also granted knighthood directly by Duke Stefan and hold that title independent of their membership in the Order of the Three Suns, a rank which Sir Severingin is not shy about flaunting in Lady Arteris' face. Lord Marchant was a mercenary and adventurer recently knighted by Lady Arteris and is a new addition to the Ruling Council. Although none doubt his fighting prowess, his ascension to the Council over the heads of knight commanders who had come up through the ranks and served for many years has angered many of the Order. He is the strong, silent type and does not

seem interested in court politics, but has thus far sided with Lady Arteris on almost every issue that has come before the Council.

One of Lady Arteris' first actions as ruler was to begin convening meetings of the Ruling Council in both a closed session, consisting of just herself and the four senior knights, and an open session, in which the heads of important guilds and a representative from each ward join her and the knights. This initiative has been extremely popular with the town's craftsmen and merchant class, but less so with some of the knights, particularly Sir Severingin. Lady Arteris is viewed as a fair ruler by the town's population, and even the surly old Traladaran residents of Southend appreciate the gestures she has made to smooth over the hard feelings engendered during her father's reign. She makes it a point to attend the funerals of respected Traladaran townspeople, has periodic audiences with Father Radewicz from St. Stanislaus Kostka church, and sends a personal emissary bearing a note of congratulations and a small gift to local couples' weddings.

In addition to bridging the gap between Traladaran commoners and Thyation nobles, Lady Arteris encourages women to hold leadership positions in all walks of life. She views this as helping to set the stage for her plan to become a baroness and eventually make the title a matriarchal succession. To help popularize the notion of powerful women, Lady Arteris has been playing up the legend of Morgan Ironwolf, who briefly used the city as a base of operations while exploring the region early in her career. She commissioned the statute of Morgan Ironwolf in Tarsy Commons and used its unveiling as the occasion to rename Hillsgate as Ironwolf Gate. She also presided over the knighting of the first female member of the Order of the Three Suns, Laelin Aenelianos (HF, age 28) and is always recruiting experienced female adventurers to join her service.

Relations With Neighbors

Threshold – Excellent. Baron Sherlane is a mentor and confidant of Lady Arteris. They talk often and are of one mind on matters of defense and trade. Baron Sherlane's niece, Aleena, is often included in these meetings and has become personal friends with Arteris. Baron Sherlane sees great potential in Arteris and will definitely back her bid to become a baroness whenever the matter comes before Duke Stefan. Both rulers would like to establish more secure means of travel between their two towns to improve trade and make it easier to move troops to come to one another's defense.

Kelvin – Strained. Lord Kelvin thinks of Penhaligon as nothing more than a backwoods fort, useful only for providing a secure rest stop for caravans traveling to and from Selenica. He believes Lady Arteris is impinging on "his" territory north of Kelvin Moor, and never misses an opportunity at court to paint her as an overly ambitious grasper.

Specularum – Formal and a bit frosty. Duke Stefan is still resentful that Arturus did not initially join his foray to Karameikos, although he does not hold this against Arteris, and recognizes that she has ably filled Arturus' position and responsibilities for securing the northern border. For her part, Arteris bears a grudge against Duke Stefan for not naming her father a baron in exchange for his service and achievements. However, she is smart enough to not let this resentment interfere with her plans to achieve the title denied her father and has set her sights on winning the Duke's favor.

Selenica – Excellent. There is a robust flow of trade between Penhaligon and Selenica, and the Darokinian merchants recognize Penhaligon's importance in securing the lucrative Selenica-Kelvin-Specularum caravan route. Lady Arteris currently has representatives in Selenica to negotiate a trade agreement that will lower tariffs and plans to open a permanent office there to look after matters of commerce.

Walking Tour of Penhaligon

Entering Penhaligon through the North Gate, a traveler will see the Upriver Ward neighborhoods of **Old Town** and **Riverview** on their right. These two neighborhoods are middle class by local standards and include the following locations of interest:

- The House of the Three Suns is located near Moldvay Keep in Riverview. More of a guest house than a traditional inn, the House is owned by Sir Barton Midvale, a retired knight. Three rooms of this elegant manor are available for rent and each room is spacious and luxuriant, which is why the rooms here are some of the most expensive in Penhaligon. Breakfasts are included with accommodation, but no other meals are served. [hat tip: Demetrios]
- Moldvay Keep is small, motte-and-bailey style fort originally built decades ago, long before General Arturus arrived in Rezkova. It was commandeered for use as his headquarters and home until the Castle of the Three Suns was well underway. It still serves the function of overseeing river traffic and protecting against attacks from the western side of the river. The keep is typically manned by a dozen men-at-arms and sports two ballistae capable of ranging across the river.
- A large statue of a dragon facing a heroic knight is located outside Moldvay Keep. Legend has it that many years again Fain Flynn, a knight of the Order of the Three Suns, used his magic sword Wyrmblight to defeat the evil dragon Verdilith. The truth is far more prosaic: Flynn was one of General Arturus' retainers, a brutal killer who was posthumously

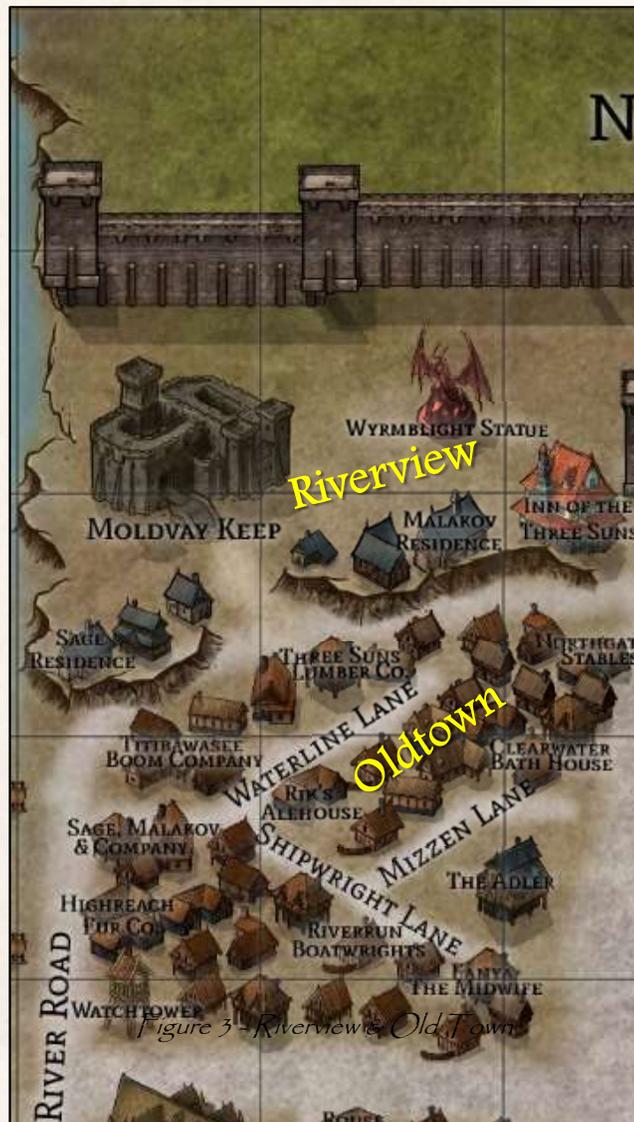


Figure 3 - Riverview & Old Town

knighted by Lord Arturus as the first member of the Order of the Three Suns in recognition of the bloody work he had done exterminating several humanoid tribes that were slowing up construction of Duke's Road.

- Sage and Malakov Residences. Two wealthy businessmen, Joshua Sage and Vyacheslav Malakov, have their homes in Riverview. The two men are managing partners for one of Penhaligon's largest and most profitable lumber and fur-trading companies, the aptly-named "Sage, Malakov, and Company," headquartered in Old Town along River Road. Sage and Malakov are stereotypical lumber/fur barons: they pay their employees a pittance, provide dangerous working conditions, and are systematically destroying the surrounding forests and wildlife. The elvish delegation from Callarii that resides in Stoneglen claim that Sage, Malakov, & Co. even trades with some of the local orc tribes for furs, an accusation the owners strenuously deny.
- Highreach Fur Company is one of Penhaligon's oldest companies, having been in operation for more than 50 years. A family-owned business, it currently has more than three dozen trappers operating year around throughout the region, and most of these trappers are second- or third-generation employees of the company. The unofficial family motto is "quality over quantity" and their primary business goal is simply providing a decent living for their employees. They specialize in wolf furs, and their products are highly sought after by customers as far away as Luln and Vorloi.
- Shutturga Boom Company is the largest rafting and log sorting business in Penhaligon. In addition to floating logs downriver, their employees operate throughout the Highreach region clearing streams and building trails to make transporting logs easier and more efficient. They pay higher wages than Sage, Malakov, & Co., earning them some degree of loyalty from their workforce.
- Three Suns Lumber Company is a new logging business, operating under the direction of Mrs. Martva Hayova. Mrs. Hayova's husband was one of the owners of the Shutturga Boom Company, but after his death, his partners took over his share of the company and Mrs. Hayova decided to go into business for herself. A mother of nine children, she has proven herself a shrewd businesswoman, and her company is experiencing rapid growth, despite repeated attempts by the other lumber companies to drive her out of business. Martva has stood resolute in the face of threats and dirty tricks, simply shaking her head with a rueful smile saying "After raising seven boys there's nothing those *dupas* can do that surprises or scares me!" In addition to growing and leading her company, Mrs. Hayova is an active philanthropist, and donates funds to local soup kitchens, widows, and Mama Devora's orphanage.
- The Adler is a boisterous establishment located in a prime location on Duke's Road. Run by Hans Kurtzweg, a Haldann immigrant, the Adler is a popular destination for adventurers and other travelers seeking a memorable experience. Private rooms are usually available, while there is always at least a bunk or two available in the common room. [hat tip: Demetrios]
- Rik's Ale House is a run-down bar on Shipwright Lane in the heart of Old Town. It is popular with boat crews, millworkers, and others looking for a cheap place to get drunk. The current proprietor is Aivar Kalnin, a retired river captain who runs the place with his sons. Rik's is one of the oldest establishments in Penhaligon and is something of an institution in the town, with a reputation for decent ale, bad food, and

excellent musical entertainment. Some of the most famous bards of the last 50 years have played here, and many up-and-comers will make the pilgrimage from other parts of Karamaikos to perform here, just so they can claim they've "stood the stage at Rik's."

- Clearwater Bath House is one of the first stops for many weary travelers entering the city through North Gate. Nothing fancy here, but the place is clean and 5 coppers will get you a bar of soap, a towel, and a tub of water.
- Riverrun Boatwrights is another family operation that has been in business for generations. There are cheaper places in town to buy a fishing boat or a raft that will get you downstream, but a Riverrun boat will sail faster, longer, and carry more cargo.
- Northgate Stables caters to the clientele of the luxurious inns just across Duke's Road. Most travelers coming into town through North Gate are happy to leave their horses with Ivan the Ostler, just outside the gate, but for wealthy travelers who want to keep their steeds nearby while staying at the Silver Vambraces, the Armiger, or the Shield, this is the place to do it.
- Fanya the Midwife provides child-birthing services and other forms of simple medical care to many of Penhaligon's residents, rich and poor. Some of the older townfolk will say that there has always been a Fanya the Midwife here as long as anyone can remember, and that it seems to be a job that is handed down from mother to daughter. Fanya herself is a pretty brunette in her early 20's, with no children of her own. She seems wise beyond her years when it comes to bringing babies into the world and doling out remedies to common ailments.

The **Downdocks** neighborhood earned its name from shorthand for "that location is down by the docks." Most of the residents are fisherman, oarsmen, or dockhands of Traladaran descent. Locations of Interest include:

- Kauskov's Warehouse. Most businesses in Penhaligon store inventory on their own premises, but this massive warehouse building is used for staging goods that have either just arrived, or will be shortly shipped downriver. The owner, Peteris Kauskov, lives on-site, and insures half the value of any goods stored here. He oversees a thriving business due to the boom in Penhaligon's economy, and is able to afford a well-trained team of Grindenkov guards, top-quality locks from Feliks' Fine Locks, and a variety of other security measures.
- The River Market is Penhaligon's fish market. Few folks wander over here from the east side of Duke's Road, preferring instead to purchase their fish at Tarsy Commons, but those that do will find the fish much fresher and less expensive.
- The River Rat [poor/cheap] is the closest bar to the docks, and that's about the only thing it has going for it. The place is a dive, the beer and ale are watered down, and only the truly courageous would attempt to eat any of the food available. Most of its clientele is merely stopping by for a last drink before climbing on a boat or to down a quick pint on their way to Water's Edge. The story goes that the place got its name from a particularly tough and aggressive rat that survived numerous attempts at extermination. The proprietor is Maris Barzin, a sour-faced, rail-thin man of indeterminate age.

- Scumbeard's Grand Emporium is a pawnshop and junk store. A massive collection of random stuff lays about in no discernible pattern and tall piles of junk threaten to topple over on to customers. In spite of the disorder, the owner and sole proprietor, an extremely fat, surly dwarf named Korgan "Scumbeard" Hardak, knows the exact contents of his store and the precise location of everything. PCs will be able to purchase virtually any non-magical item they can think of here, and Scumbeard is willing to buy almost any odd piece of junk that a customer brings through the door. There seems to be no set system or scale to his prices – he might part with a relatively nice sword for a few coppers one day, then offer 10 gold pieces for a dead goblin's sandal the next. He loves to haggle, but is abrupt and rude and will often decline a deal because he's decided "I don't like your face." His only employee is an ancient, one-legged kobold named either Itch or Scratch (Scumbeard uses both names interchangeably) that is responsible for retrieving goods for customers. Scumbeard treats Itch/Scratch horribly, and will become incensed if he sees anyone helping the poor creature carry a heavy item.

Lowriver is home to many blue-collar craftsmen who earn a living by building or repairing riverboats, or are some type of foreman in one of the local lumber companies. Interesting locations here include:

- The Flagon [fair, expensive] is an average inn with a good location right on Duke's Road. Its customers are usually traveling merchants who can't afford better accommodations across the street, or locals avoiding the bedlam of Water's Edge.
- Grindenkov Guard Co. is run by Poul Grindenkov (HM age 48), an ex-soldier who saw that the sudden economic expansion of Penhaligon had created a market for well-trained guards and developed his own training/security company to fill the need. He trains young men how to fight and safeguard people and goods, then hires them out to merchants that need guards for caravans, warehouses, stores, and residences. His training covers only the basics (most of his men are only first- or second-level fighters), but he is a good judge of character and his guards have a reputation for professionalism and honesty.
- The Rouse Saw Mill is a loud, hot, sweaty, and dangerous place to work. A variety of saws and tools are operated here from sun-up to sun-down, turning logs into planks of various sizes.

The Hook gets its name from Fishhook Road, which forms the western border of Penhaligon's most densely populated and poorest neighborhood. Typical residents are day laborers, elderly widows, and the unfortunate souls that work at one of the various Water's Edge establishments. Petty crime is fairly common, and not coincidentally, Penhaligon's Watch headquarters is located here as well. Locations of interest include:

- The Watch Headquarters and Jail, built here at Captain Tanill's insistence when she was hired for the job by Lady Arteris (previously, the town watch was housed in Moldvay Keep). She believed strongly that the watch had to be "where the action's at" and deliberately chose the Hook as the location for her headquarters. She also rents an apartment in the neighborhood and makes a point of strolling around on her few off-duty nights to demonstrate that it is safe to do so. The Watch Headquarters is built of stone, with reinforced solid oak doors and barred windows. There is a small dungeon underneath that serves as a jail, but Captain Tanill doesn't believe in keeping criminals locked up here for long. Petty criminals usually

have their sentence carried out on the spot (i.e., a thorough beating) and serious criminals (murderers, rapists, etc.) are kept here only pending their transfer to the Castle where Lady Arteris will pass sentence.



Figure 4 - Downdocks, Lowriver, The Hook, & Water's Edge

- Mama Devora runs the town's orphanage. She's a plump, elderly woman with a beatific smile who is widely considered a saint. She looks after two dozen or so orphans, ranging in age from infants to teenagers.
- Kryszkiak's Restaurant [good/cheap] is an eatery serving up traditional Traladaran fare for breakfast, lunch, and dinner. It is popular with both locals and visitors alike.
- Shadow Dragon [fair/moderate]. This establishment is very popular with adventurers, who gather here to eat, drink, rest, brawl, and meet employers. The owner is a retired adventurer, and doesn't mind the occasional bar fight and broken furniture, as he knows adventurers are big tippers, usually have the coin to pay for any damages, and that this sort of thing adds to the reputation of his establishment. [hat tip: Caraway]

- The Strongbow Inn [fair/cheap] is so-named for the actual longbow hanging over its front door. It is a good deal for those looking for an inexpensive place to stay while passing through town. Food and drinks are only adequate at best, but the 10 small rooms are clean and inexpensive. [hat tip: Caraway]
- Mornad's Stables is a cheaper alternative to Northgate Stables. Steeds will not be pampered, but they will be close-at-hand.

Water's Edge is Penhaligon's infamous red-light district, better known as "Hell's Half-Mile" due to the constant drunken debauchery and associated violence that carries on at almost all hours of the day and night. This strip of notorious dive bars, flop houses, and drug dens along the riverbank and saloons, brothels, and gambling clubs across River Road is swarmed each spring by a veritable army of lumberjacks and soldiers looking for a rip-roaring good time after a hard winter of felling trees or fighting frost giants with no one but other dirty, smelly men for company. They are joined by dozens of adventurers out for a big night on the town before setting off to explore some dark dungeon in search of gold or glory. Adding to the wicked reputation of this neighborhood is the fact that the abode of the mysterious Riverwitch is just down the street, and eerie lights and strange sounds emanate from the tower's windows at random hours, reinforcing the impression that Water's Edge truly is a piece of hell on earth.

During the first few weeks after winter's grip has broken, a non-stop orgy of drinking, carousing, and brawling goes on here. Pretty "waiter girls" beckon from the doors and windows of each establishment, welcoming the men in for "a drink or two." Disorganized mobs of drunken axemen and soldiers stumble from bar to bar, or take possession of certain sections of the street and challenge others for the right to pass. Massive brawls occur between rival lumber camps, between lumberjacks and soldiers, over minor slights (real or imagined), or just for the fun of it. Fortunately, most of these fights are settled with fists, as using weapons is considered cowardly, so fatalities are uncommon. Semi-comatose jacks and soldiers fall asleep on rooftops, in allies or basements, or even in the street for a few hours before climbing to their feet to go back at it again.

Several of these businesses are reputedly linked by underground tunnels used to smuggle and store illicit goods, or used as garbage pits, cheap flop houses, or for other even more unsavory activities. Rumor has it that more than one of these dive bars have trapdoors that are used to deposit bodies or especially unruly customers into the river.

Captain Tanill and the town watch are overcome by sheer numbers during the spring and summer and are powerless to stop the wild behavior, but they try to curb the worst excesses, keep the rowdiness from spilling over into the residential neighborhoods, and come down hard on anyone seen flashing a blade. The rest of the local residents simply bar their doors, lock up their daughters, and avoid this part of town until the jacks and soldiers have blown through their last coppers and staggered off to return to their camps and garrisons. Notable locations include:

- Lowtide Tavern [poor/cheap] is a dive bar poorly done up in a nautical theme (e.g., a few fishing nets hung on the walls). It offers cheap ale and watered-down spirits, but no food or rooms. Its claim to fame is a rickety deck over the river and more than one drunken customer has fallen or jumped into the waters below.
- Hulda's is a two-story bar [poor/cheap] owned by a fat, old, extremely ugly woman who is nasty to customers and staff alike. Indeed, her unpleasant personality has become a running joke among the locals. The ale is terrible and there is no food service. The only thing that keeps customers coming back is the fact that any and all vices are allowed here, the more normal ones are conducted in the handful of rooms

upstairs (available for rent on an hourly basis), and the more vile ones are conducted in the cellars (also available for rent on an hourly basis).

- The Spinning Wheel [fair/cheap] is one of the higher-quality bars in Water's Edge, relatively speaking. It has two stories and there is a wagon wheel hung up over the front door. In addition to cheap ale and spirits, there is also a small kitchen serving up basic pub fare. There is no lodging available, but there is a second bar available on the upper floor.
- The Three-Legged Goblin's [poor/cheap] vulgar sign is infamous throughout northern Karamaikos, as are the brawls that break out here on a routine basis. Entertainment is provided by a variety of burlesque acts, appearing nightly.
- The Beaver Den is a gloomy bar and brothel [poor/cheap]. It has no windows on the first floor, and the customers will yell and swear at everyone who opens the front door, as the deeds carried out here are best left unexposed to sunlight.
- Gwiz's Pub [fair/moderate] is one of the nicer bars in Water's Edge. There are no rooms available for lodging, but the ale and spirits here are not watered down. The owner, Gwiz, an elderly human woman of Traladaran descent, lives upstairs, and has turned over day-to-operations to her two daughters, Ignis and Agotha.
- The Black Dagger [poor/cheap] is the roughest bar on Water's Edge. Violence occurs here with alarming regularity, and the floor is covered in sawdust so the staff can clean up blood more easily. Despite (or perhaps because of) its sinister reputation, the Black Dagger is popular with soldiers and adventurers looking to blacken an eye or break an arm while they relax with a drink.
- Jack's Hotel [good/expensive] is a three-story bar and brothel that bills itself as "the finest establishment in Hell's Half-Mile." It is a three-story monument to hedonism and the hub from which lesser spokes in the wheel of wickedness radiate. There are four massive bars on the first floor, two bars and a stage featuring music on the second floor, and the third floor has a collection of private rooms along with a "theater" featuring performances that are best left to the imagination. Unlike most bars in Hell's Half-Mile, brawling is frowned upon here, and the Hotel always has 6-10 well-trained bouncers with clubs on duty to prevent any customers from smashing up the place. The owner, Valdis Petranskov (known as "Val") is a handsome young man always dressed in a rakish manner with several pretty girls on his arm. He fancies himself as the "Lord of Water's Edge" and is always seeking to push the envelope in new and shocking ways to increase his business.
- Lucky's Sport Club is a dice hall and gambling parlor run by Maxwell "Max" Longworth (male Halfling, age 35). The second floor is reserved for high-stakes card games, which Max runs twice a week, said to draw several of Penhaligon's more notable citizens.
- Voodoo Tattoo & Piercing is a dilapidated shack that provides cheap, poorly-done tattoos and piercings for drunken customers who stumble in and will certainly regret their choice when they sober up. They claim

that their work is inspired by “ancient orcish designs” and imply that they imbue some mystic properties, but that is bunk designed to impress rubes.

- Galiyeva's Palm & Card Readings is the name of Madame Dace Galiyeva's fortune-telling business. She tries to portray herself as the heir to ancient Traladaran fortune-tellers and claims to have the “second sight,” but she actually has no real ability other than a keen sense of observation and a knack for telling customers what they want to hear. Her nine-year old daughter, on the other hand, has begun to have unpredictable episodes in which she falls into a trance and recites visions of an individual's future in an unearthly voice. Many of these visions have indeed come to pass, and the girl is starting to develop a reputation as some kind of special mystic. Madame Galiyeva has been quick to capitalize on this phenomenon, but is actually quite worried about what is going on with her little girl.
- Legend has it that the Abode of the Riverwitch predated the establishment of the old village of Rezkova. No one has seen or spoken with the Riverwitch in many years, but she is reputed to be beautiful woman with stark white hair and barbaric dress. Old-timers recall the time when she appeared out of nowhere and summoned a water elemental to wipe out a large band of gnolls that were swimming across the river to conduct a surprise attack on Rezkova. The property is surrounded by a high fence and overgrown with trees and other vegetation. The locals warn that anyone who climbs over the fence and tries to enter the tower is never heard from again. Those neighboring the property swear they hear strange cries and see mysterious lights emanating from within on a frequent basis.

As the name implies, **Southend** is located in the south-west corner of Penhaligon, bordered by the river, the outer wall, and the Duke's Gate. It is both a ward and a neighborhood, and is almost a separate settlement unto itself. The neighborhood is solidly Traladaran in ethnicity — most of the residents here are blue-collar laborers and craftsmen, and make their living as teamsters, laborers, caravan guards, crofters, wheel-wrights, butchers, bakers, etc. Southend is largely self-sufficient, and the inhabitants are so insular that bragging about how much time has passed since you last left the neighborhood is a popular pastime. Most of the participants in the failed uprising against General Arturus 25 years ago came from this neighborhood, and many of its residents still harbor a great deal of hostility toward the “Thyatian invaders” who engineered Rezkova's transformation from a sleepy Traladaran village into a bustling town. Locations of interest include:

- Saint Stanislaus Kostka Church (“St. Stan's” to the locals) is more than 200 years old and is the center of life in this neighborhood. The pastor, Father Vyacheslav Radewiecz, (HM, age 55) is the unofficial “mayor” of this ward, and almost nothing happens here without his tacit approval.
- The Bell Bar [good/moderate] is a laid-back neighborhood tavern. The family that runs the bar lives upstairs, and their aged *babushka* can often be heard pounding on the floor upstairs and yelling to “keep it down” if the customers get too rambunctious. It is seldom patronized by visitors to Penhaligon, especially adventurers.

- King Halav's Pub [fair/moderate] is where the more hot-headed members of Southend tend to congregate, and non-Traladarans walking through the door are certain to be showered with verbal abuse, if not outright beaten and thrown into the street.



Figure 5 - Southend

- Jan's Meat Market is one of the few businesses in Southend that welcomes customers from all walks of life, and the quality of this butcher shop is so good that it does actually draw some of Penhaligon's wealthiest Thyatians. The owner, Jan Kamerov, is quite elderly and rarely works the butcher's block any more, but he is still found here every day chatting up his customers and ensuring his sons are following his recipes correctly.
- The Cork & Quarrel [good/moderate] is a small pub that caters to the men-at-arms coming off duty from guarding Duke's Gate. Although it is technically located in Southend, few of the locals frequent it.

Many residents of **Cornergate** make their living supporting the caravan trade that travels up and down Duke's Road. Wheelwrights, stable-hands, wagon drivers, and caravan guards make their homes here, and there are several stables where travelers can leave their mounts while attending to business in town. The only location of note is Horak & Sons Road Cargo, which runs weekly wagon caravans south to Kelvin and Highforge. The owner, Fredrik Poul Horak, is Cornergate's representative to open meetings of the Ruling Council and has become one of Lady Arteris' informal advisors on matters of commerce.

Stoneglen is Penhaligon's equivalent of a "Foreign District" and consists of four notable buildings:

- The Dwarven Hold is part embassy, part guild-hall, part vault, and part hostel for dwarvish visitors to Penhaligon. It was built by a dwarven engineer from Highforge who came to Penhaligon with a team of dwarven stone masons and miners hired by General Arturus to help build Castellan's Keep and Duke's Road Keep, and later, the Castle of the Three Suns and the wall surrounding Penhaligon. Some of

these dwarves decided to set up shop here and make their services available to the general public. There is an extensive underground complex here, including several highly-secure vaults, and the dwarves are willing to let outsiders store their valuables here (for a steep price). Lastly, the Hold contains a half-dozen guest rooms that are let free of charge to any dwarves that happen to be passing through town. The Hold is run by council of graybeards, who elect one of their number, known as the Holdwarden, to be the primary interface with the town's rulers. The current Holdwarden is Hanok Brockisson.

- The Restful Pipe [good/fair] is a large house that was turned into a hostel. It caters to halflings and gnomes. The owner is Iwona Unger, a widow and mother to a baby. [hat tip: Demetrios]
- The Elven Hold is the name given to the lodging built by the elvish delegation from Rifflian that was sent here to petition Lord Penhaligon to curb the unrestricted logging that began during his construction efforts. Other elves that came through town have added to the original dwelling, and it is now an eclectic, beautiful hodgepodge of rooms, chambers, and gardens. There are still representatives from Rifflian that dwell here who periodically call on the Castle of the Three Suns to ask Lady Arteris to reign in local logging companies but the Hold itself has become a meeting place and hang out for the town's small elven community.
- The mansion of Meranan Ravensmane, an elven adventurer and a recent arrival from Alfheim. He was passing through Penhaligon on his way to Specularum, but took a liking to the town and decided to live here for a couple of decades before moving on. Meranan has become a local celebrity, as his penchant for throwing gold around and conducting impromptu magic displays has made him very popular.



Figure 6 - Cornergate, Foursouth, and Stoneglen

Foursouth is more of an address than a neighborhood, as the name is simple local shorthand for the four stately homes that sit across the street from Stoneglen. Its residents include:

- Arian "Axe" Melek (HM, age 40), a retired adventurer whose band, The Blackblades, was wiped out by a dragon several years ago. Arian still bears some terrible scars from that disaster, but as one of the few residents of Penhaligon that has encountered a dragon and lived to tell the tale, he is held in awe by younger adventurers and knights, who seek him out for advice on fighting dragons and other monsters.

Axe doesn't get on well with Thoros Bloodbeard and therefore won't step foot in the House of Swords, but he does like to frequent the Shadow Dragon and Strongbow Inn to rub elbows with the new generation of adventurers.

- Alisia Andragon (HF, age 35) is a wealthy merchant that recently moved here from Luln. She runs a small import/export business for goods from western Karamikos. Alisia would like to prospect for gold in the hills west of Penhaligon, and is slowly putting together a crew of guards and purchasing the supplies necessary for such an expedition.

Located in the center of town on Duke's Road, **Merchant's Court** is a prime location for shops and lodging. It boasts several different inns, smithies, armorers, and weapon shops, in addition to an alchemist/apothecary. It is also the location of Penhaligon's tallest building, a tower belonging to the famous wizard Magnus Nelaine.

Locations of Interest include:



Figure 7- Tarsy Commons, Merchant Court, Guild Circle, and Copper Court

- Merchant's Rest [good/expensive] is an inn catering to merchants passing through town, but adventurers who can afford their prices are also welcome. [hat tip: Caraway]
- The Angry Giant (excellent/moderate) is by far the best bargain out of all of the inns in town, but its 12 rooms are almost always booked solid. [hat tip: Caraway]
- The Karameikos Road Lodge [good/moderate] is actually one in a "chain" of inns under the ownership of a young entrepreneur by the name of Nikolai Caledon. The Karameikan Road Lodge has developed a reputation for consistency at all of its five locations across Karameikos. Accommodations are as expected: satisfactory if unremarkable. There is no food or beverage served. Vacancies are most common during winter months. [hat tip: Brown, "Corliss' Guide to Northern Karameikos"]
- Guy Gakk's Arms offers a huge selection of non-magical weapons at average prices. Customers tend to be soldiers on their way to, or returning from, Duke's Road Keep and Castellan's Keep, but they do a fair bit of business with adventuring types looking to stock up or replace their armament before heading out into the wilderness. Of note, Guy Gakk's Arms is one of the few places in Penhaligon where adventurers can sell plundered arms and armor (in reasonable quantities, and at -20% of value, as the store operates on a tight margin and needs to be able to turn a profit on reselling such items).
- Hawkflight Archery is a bowyer specializing in custom-crafted bows and arrows (masterwork quality, +20% price). A wide selection of off-the-shelf bows and arrows are also available. The owner, Sergei "Bear" Baranski, (HM, age 62) is a grizzled veteran of many hunts, and the heads of several of his more noteworthy catches adorn the walls of his shop. His youngest son, Nicholai (HM, age 34), is also an experienced hunter and often hires himself out to adventuring bands as a guide.
- Sunmark Forge specializes in producing masterwork quality weapons, using a proprietary process that results in an extraordinarily strong and light steel alloy which seems to amplify sunlight and lends itself to enchantment (+200% prices). All of their weapons bear the sigil of a blazing sun. The owner and head smith, Otho Ranamark, (HM, age 45) is tight-lipped about his past and how his "Sunmark Steel" is made, but he may let slip that he is currently working on a new sword with the wizard Magnus Nelaine that is intended for Lady Arteris herself.
- Twinhammer Metal Works is run by the twin brothers Maxsim and Mikhail Stamkos (HM, age 29). They turn out solid, if unspectacular weapons, armor, and other metal goods, and are happy to make custom pieces to order. What they lack in talent, they make up for in efficiency, as all of their custom work is made in half the usual time. The Twinhammer sigil is a pair of crossed hammers.
- Lordsmail Armorers specialize in making exquisite suits of full plate and plate mail armor, but also carry off-the-rack sets of scale, banded, and chainmail armor (+50% prices).
- Serdiuv Potions & Remedies is the laboratory and shop of Hermann Serdiuv (HM age 34), an alchemist who offers potions for sale to adventurers and a wide selection of simple herbs and poultices to those with more mundane needs.

- The Slate Spire is a tower made of green stone that is home to Magnus Nelaine (HM, age 46), a newly-retired and quite famous adventurer who now makes a living tutoring young mages and enchanting items. There is a small shop on the first floor of the tower that buys and sells magical items, staffed by Nelaine's apprentices. [hat tip: Caraway]

Guild Circle takes its name from Penhaligon's Guildhall, where all of the local guilds maintain offices and meet to settle affairs. It also hosts several shops and Penhaligon's only bank. Given the value of their goods, all of the businesses here pitch in to pay for a roving security patrol (four guards and two hounds) and reinforcements (four additional men, based in the Guildhall), in addition to their own individual security measures.

- The Guildhall is a large building full of offices and meetings rooms for the various local guilds (lumber, caravan, ship-builders, carpenters, smiths, etc.).
- Three Suns Coinmark is one of the most important businesses that has been "staked" by Lady Arteris and her minister of commerce. The Coinmark offers to safeguard customer's valuables, exchange coins, make loans, and will issue a banknote that can be redeemed at correspondent money service businesses in Kelvin, Specularum, and Selenica (this service is highly-prized by merchants, as it is much easier and less risky to carry a piece of paper than hundreds of coins). Security is tight, involving both overt guards and less-obvious magical safeguards. The Coinmark does a brisk business, and has already generated a good return on investment for Lady Arteris. She hopes to expand its operations across Karameikos, and the Sunmark just opened its first branch location in Kelvin.
- Alamor Gems & Jewelry is owned by Garl and Ungrid Alamor, a gnomish couple hailing originally from Highforge. They sell some items to local merchants and nobility, but the majority of their business is assessing and buying gems and jewelry from adventurers. They are experts at assessing the value of precious stones and love to haggle.

The **Copper Court** was traditionally where Penhaligon's inexpensive shops were located, but as the local economy flourished, these shops were replaced by more high-end business establishments. Locations of note:

- Mistress Alicia's House of Pleasure. A bathing house, massage parlor, and feast hall, the House of Pleasure sports a reputation throughout Karameikos and points beyond. Mistress Alicia runs her establishment smoothly and efficiently, with indulgences for almost every taste. It is even rumored that Lady Arteris Penhaligon herself frequents the place, although it would be secretly done if she did. [hat tip: Caraway]
- Arrow Wines stocks a large selection of hard-to-come-by wines from far-off places. They do a brisk business with wealthy merchants, the local nobility, and adventurers with discerning palates.
- Ozolin's Rare Books is owned by Antonia Hullman, a rotund woman who is an arrogant intellectual snob. Many residents of Penhaligon suspect the only reason she opened her store was to create an opportunity for herself to talk down to her customers. She is willing to buy rare tomes from adventurers, but may try to cheat them (if the seller is not a wizard or cleric) and will definitely insult them during the process.

The **Center Market**, also known as **Tarsy Commons**, is a large open-air market with dozens of stalls, surrounded by a smattering of shops and houses. The market is open from sunup to sundown, and virtually any mundane item can be purchased here. Locations of Interest include:

- Standing tall in the middle of the market is a large statute of Morgan Ironwolf, a legendary adventurer who is said to have operated out of Penhaligon early in her career. Ironwolf went on to achieve great renown elsewhere, but the locals have always taken a bit of pride that she got her start here. Lady Arteris commissioned the statute, and attended its public unveiling, at which time she renamed the gate leading east out of Penhaligon from Hillsgate to Ironwolf Gate.
- The **Crossroads Inn** [fair/expensive] is a mediocre lodge that enjoys a steady business due to its location at the intersection of Duke's Road and Suncrest Road.
- **Stan the Barber** is a Penhaligon institution. He has been cutting hair, pulling teeth, sewing up wounds, and applying leeches for almost 60 years. He's a little blind now, and his hands tremor with palsy, so he's mostly turned the business over to his son, **Stan the Younger**. However, he loves to hob-nob with his customers and can still be found in his shop every day. On occasion, he will pick up a pair of scissors to treat a "lucky" customer to a quick trim.
- The **Ink & Dagger** is a tattoo shop run by "Nightshade," a thin, heavily-tattooed human woman in her late twenties. She is quite an artist, and has some experience working with magic-users to create tattoos with arcane properties. Nightshade is also an avid collector of small, edged weapons, and has an impressive display of unusual daggers, dirks, stilettos, and knives for sale.
- **Feliks' Fine Locks** provides an assortment of common padlocks and chains for sale, as well as chests, chastity belts, and other items for securing valuables. Feliks is willing to build more elaborate locks on order.
- **Alexsei Niederov's** woodworking shop is another one of those local institutions that has been around so long that people simply assume it has always been, and always will be, located here. Indeed, the street outside, **Woodcarver Lane**, takes its name from the presence of his shop.
- **Fatty's Pieshop** is a bakery that offers honeycakes and other pastries for sale. The owner, **Ari Winfrey**, is a morbidly obese man, who seems the epitome of a fat, jolly baker that samples too many of his own goods.
- **Mentzer's Scribery** offers copying of non-magical books and scrolls, book-binding and illumination, translation, and dictation services for the illiterate.
- **Herter's Musical Goods** carries a wide assortment of simple musical instruments. It is popular with professional musicians as well as lumberjacks and soldiers looking for something to help while away their lonely nights in garrison or in logging camps.

The **Oak Park** neighborhood boasts two large mansions and four luxurious homes, all surrounding a small park. One of the mansions belongs to **Aurelia Hallican** (HF, age 25), a scion of House Hallican, the powerful Darokinnian merchant family based in Selenica. Aurelia is spiteful that she was sent to "this backwoods village" to

oversee her family's commercial interests, while her brothers were posted in more cosmopolitan locales like Kelvin and Specularum.



Figure 8 - Oak Park, Fairview, and Gold Court

Further south along Bestwick Road is the **Gold Court** (although many would consider this neighborhood to be part of Fairview), which features four upscale homes, Nerilla's Apparel (a dress-maker) and Penhaligon's most exclusive eatery. The Kantrium Restaurant is owned by family of Thyatians, and bills itself as "a taste of Thyatis." The décor is modeled after a Thyatian villa, compete with fountains and many couches, and the serving staff is attired in white togas in the classic Thyatian fashion.

Across Banneret Road lies the large, walled mansions of two noble knights, Sir Severingin and Lord Marchant, both of whom employ a staff to manage their in-town affairs and who will occasionally stay here when visiting from their estates in the outlying region. Nearby is Penhaligon's oldest cemetery – Saint Petra's. Only the town's wealthiest Traladaran residents still use this cemetery as it is quite full. The middle and lower classes use a farmer's cemetery located outside the city walls.

Fairview is a bedroom neighborhood consisting of well-made, but not ostentatiously luxurious homes. Locations of interest include:

- The residence of Seline Silverstaff (HF, age 34), a powerful wizardess who hires herself out to adventuring bands that "need a little more firepower." Her fees are just on the shy side of exorbitant, but she boasts that she is worth every gold piece. [hat tip: Caraway]
- A beautiful Traladaran Chapel. It was built by Lord Arturus late in his life as an olive branch to the Traladaran community. However, the Traladaran elders viewed this as tantamount to a bribe, and refused to make use of it. Today, it is used by visitors or new arrivals who follow the Traladaran faith, but most of the locals prefer St. Stanislaus Kostka Church in Southend.
- Sunsilk Clothiers, a dress-maker and tailor for the affluent. Lady Arteris is known to frequent the shop, and it is rumored that Duke Stefan's wife has even worn their wares (not true, but the owners do not go out of their way to refute the rumor).

Castle Ward

By far the most important building within Penhaligon is the Castle of the Three Suns, so called because, for much of the year, the sun rises behind two peaks in the Black Hills to the east of the castle. These peaks are called the Craven Sisters, named after two witches whose spirits are said to inhabit them. The rising sun is split by the hills into three parts, or three suns, hence the name of the castle. [hat tip: Demetrios] Inside the castle grounds is a nobles' cemetery, where Lord Arturus is interred, as well as the Church of the Holy Vigil, a small, but exquisite cathedral dedicated to the Karamaikan faith. There is also a training ground for the men-at-arms and knights, complete with a full set of riding and jousting equipment. The castle itself is breath-taking, both inside and outside. It is also extremely well-fortified against physical and magical attacks.



Figure 9 - Castle District

Several high-end inns are located just inside the North Gate, and are often used by the retinues of noble visitors to the castle while their principals are given lodging inside the castle itself (although the presence of the boisterous Adler just across the street no doubt detracts from the quality of their stay). The Silver Vambrace, The Armiger, and the Shield all cater to this wealthy clientele [all excellent/expensive].

On the other side of the castle, on Suncrest Road near the Ironwolf Gate, lies the House of Swords, which is the town's unofficial "adventurer's guild." Here, mercenaries, sell-swords, bounty hunters, treasure-seekers, guides, itinerant wizards, bards, and explorers meet to drink, swap stories, find employment, hire trainers, barter goods, buy rations and equipment, and seek medical attention (a cleric is usually on-call here and can offer basic

healing spells in exchange for a hefty donation). The owner is Thoros Bloodbeard, a one-armed dwarven warrior who was forced to retire from adventuring after an encounter with a vicious mantichore (its head is mounted in the common room). The House of Swords turns no profit for Thoros, but he made a small fortune in his adventuring days and is happy to spend the coin for a chance to swap stories with a variety of adventurers. He'd never admit it, but it is obvious that he opened the House of Swords so that he could vicariously experience at least some of the camaraderie and zest of the adventuring life he once knew. It has become a tradition that every band passing through Penhaligon sign their names or leave some small memento on the walls of the common room, and the names of many famous adventurers can be found here. Some of the adventuring bands currently in town who frequent the House of Swords include: the Bloodbrothers, Swiftblade, Underhand, and the Sisters of Steel. Local heroes Sharrlaya Dancingblade and her partner Keio Ohara come by often, as do their more sinister counterparts, the bounty-hunting duo Mara Pike and Bryar Cobb.

Outside the City Walls

A few locations of interest are also located just outside the Duke's Gate. The Road Market is an open-air market where local farmers and craftsmen living outside of Penhaligon seek to trade with incoming or outgoing caravans and visitors. Prices here are substantially lower than inside the town, although there are far fewer goods available here than in Tarsy Commons. Just across the road is a stable, typically used by large caravans to house their horses and oxen while business is conducted inside the town walls. The Stone's Throw Inn [average/fair] offers a hot meal and a handful of simple, clean rooms for visitors who arrive after Penhaligon's gates have been closed for the night.

Across the Hillfollow River is small collection of houses and barns belonging to the Tarnow clan, a large family of farmers who have lived here for many generations. Nearby is **Kranik's Ferry**, run by Fyodor Kranik and his three sons, which takes people back and forth across the river in exchange for a few coppers. A wooden palisade surrounds the small **Riverwatch Fort** that keeps an eye on the nearby woods and helps secure the river. The Fort is typically garrisoned by a six-man squad of men-at-arms (F1) and a Three Suns squire (F3). West of Tarnow village is a narrow logging path that leads through the woods and provides a tenuous connection to the barony of Threshold.

The manor of Lord Kavorquian Penhaligon, a powerful wizard and Lady Arteris' uncle, lies a few miles northeast of town. Further north is **Pinecrest**, the fortified manor of Lord Pontius Severingin. Sir Severingin and his retainers are responsible for patrolling Duke's Road between the village of Stellanford (population 300) and Penhaligon. Numerous small lumber camps are spread through the woods around Stellanford and Sir Severingin's estate.

Lord Rothswayne's estate and the village of **Laurel Hill** are about a half-day's ride south of Penhaligon. Sir Rothswayne and his men are responsible for patrolling Duke's Road between Penhaligon and Kelvin, and protecting the small settlements in this area.

To the east of Penhaligon are the foreboding **Black Witch Hills** (Schvarhag Hills), a series of tall, rocky outcroppings and harsh terrain that dominates the region between the Hillfollow and Castellan Rivers. The Black Hills are dotted with caves, crypts, and ruins, and infested with undead and bugbears, a legacy of the time

when Queen Elenorath ruled the small kingdom of Vaion and recruited necromancers and humanoids to her banner during the Vampire Wars. Many adventurers come to Penhaligon seeking to explore the Black Hills and plunder the lost treasures of Queen Elenorath. Necromancers, evil clerics, and monsters with an affinity for the undead are also drawn here by the ruins of Vaion. An old trail known as the **Gallows Path** snakes through the hills and leads to the Castellan River, but is rarely traveled due to the danger. Lord Marchant has built a small keep (Blackhawk Keep) on the eastern edge of the Hills, and aims to make the Gallows Path safe for travelers, opening up a new trade route from Penhaligon east toward the Altan Tepes Mountains and Thyatis.



Figure 10 - Penhaligon Environs

To the west of Penhaligon, across the Highfollow River, are the Piara Gheor, or Stone Claw Mountains, so named for the resemblance of five craggy peaks to a clawed hand rending at the sky. These mountains are known to be populated by orcs, ogres, and several tribes of hill giants.

Farther north are Duke's Road Keep and Castellan's Keep. Duke's Road Keep guards the all-important trade route to Selenica. The garrison protects the pass through the Altan Tepes Mountains, collects tariffs, and provides a rest stop for merchant caravans. Castellan's Keep was built to defend against the frost giants that raid dawn from the mountains every winter. The Keep and its men form the first line of defense against the giants, and the fortifications provide a stout bulwark from which the troops can launch spoiling attacks and send patrols to track down giantish raiders that might bypass the Keep.

DM's Guide to Penhaligon

NOTE: The remainder of this source book is intended for DMs only. Players should not read this section in order to maintain an element of surprise. DMs are encouraged to change anything they desire in this section in order to suit their own campaign, but the rumors, plot hooks, and list of NPCs are provided to save you some time and hopefully stoke your imagination.

Religion

Based on what I read on-line, it seems like everyone runs religion differently in their Known World/Mystara campaigns. Some groups use Immortals as per the BECM rules, some use more traditional pantheons of gods, and some use a generic monotheistic "good" church and unnamed Chaos gods. Therefore, I have purposely used a light touch in discussing the role of religious institutions and clergy in this source book. The Holy Vigil Cathedral in the Castle Ward is intentionally left undeveloped and I threw in a few references to Taladaran "saints" here and there. These could be the names of Immortals, meaningless fluff/window-dressing, or changed at the DM's desire.

Rumor Table

Any traveler to Penhaligon is likely to hear several of the following rumors. DMs can pick randomly from the table below, or choose the rumors that best tie into a planned adventure or campaign.

1. Lady Arteris frequents Mistress Alicia's establishment (FALSE).
2. The Riverwitch is a lich, and is actually the long-dead Queen Elendorath of Vaion (FALSE).
3. Anyone who enters the Riverwitch's abode is never heard from again (TRUE).
4. The Riverwitch is a silver dragon in disguise (FALSE).
5. Captain Tanill will bed any man who can beat her in a fight (FALSE).
6. The Callarii elves are ambushing lumberjacks and Lady Arteris is about to declare war on them (FALSE).
7. Sage and Malakov are making trouble for Mrs. Hayova and the Three Suns Lumber Company (TRUE).
8. Madam Galiyeva's daughter is possessed by an evil spirit that allows her to see the future (PARTIALLY TRUE).
9. Meranan Ravensmane recently bought a round of drinks for everyone on Water's Edge (TRUE).

10. Meranan Ravensmane won 5,000 gold pieces on a single hand of cards at Lucky's Sport Club (PARTIALLY TRUE - it was 500 gp).
11. Voodoo Tattoo offers arcane inkworks. "Why just look at this here tattoo on my _____ (fill in the blank)." (FALSE)
12. Hulda the bartender once stabbed a customer in the eye because he pounded his mug on the bar and demanded a refill (TRUE).
13. Stosh Blaschki is part ogre and can't be defeated in a fistfight. He once ate a barstool on a bet. (PARTIALLY TRUE - he's 100% human, and only took a bite out of a bartop).
14. Sir Rothswayne murdered his wife so he could marry a younger woman (FALSE - she committed suicide).
15. Duke Stefan orders pies from Fatty's Pieshop (FALSE).
16. Sir Severingin and Lord Marchant hate each other and are going to duel (PARTIALLY TRUE - they don't like each other, but a duel is unlikely).
17. Lord Marchant used to be an evil adventurer. He once murdered his entire band in a fit of murderous rage (FALSE, or TRUE, depending upon the DM's desires).
18. The Southend Gang murdered a Karamaikan Priest (TRUE/FALSE depending upon DM's desire).
19. An army of orcs is getting ready to attack (FALSE).
20. An army of frost giants is getting ready to attack (PARTIALLY TRUE - raiding parties come south from the mountains every winter).
21. The knight Laelin Aenelianas has killed several giants in single combat (TRUE).
22. Lady Arteris is going to marry the wizard Magnus Nelaine (FALSE).
23. The hero Sharrlaya Dancingblade is Morgan Ironwolf's daughter (FALSE).
24. Lady Arteris is going to marry Sharrlaya Dancingblade (FALSE)
25. Magnus Nelaine is going to depose Lady Arteris and become the new lord of Penhaligon (FALSE).

26. Jack's Hotel has several succubi on the payroll (FALSE – but one of the girls working there does sometimes dress up as a succubus).
27. Sir Rothswayne was once thrown out of Hulda's bar because he tried to kiss the owner (PARTIALLY TRUE).
28. Axe Melek and Thoros Bloodbeard can't stand each other (TRUE).
29. Lady Arteris sneaks into Rik's and the Shadow Dragon to hear her favorite minstrels (TRUE).
30. A large werewolf is stalking lumberjacks (TRUE).

Crime

The closest thing Penhaligon has to a crime boss is Korgan "Scumbeard" Hardak [see NPCs, page 45], who secretly controls the town's traffick in drugs, stolen property, and other illicit substances. Scumbeard operates out of his pawnshop and junk store in the Hook, but his criminal underlings (both witting and unwitting) operate all over the city and throughout the Highreach region. Scumbeard has three lieutenants that oversee different aspects of his operation and act as cutouts. All of Scumbeard's crew are extremely loyal (they are terrified of him) and would be unwilling to reveal his role in Penhaligon's criminal trade unless in dire fear for their life.

Scumbeard's chief lieutenant is Cassius Appios (HM, F4, age 54, page 45), a tall, bald, grizzled man who manages internal operations. Cassius is a retired man-at-arms that has been working with Scumbeard for years, first as paid informant (when he was still in uniform) then as a part-time enforcer before taking over day-to-day management of Scumbeard's drug-dealing and smuggling operations. He still has a large network of friends in the town's garrison and watch, making it quite easy for him to slip a few coins into the right pocket in exchange for looking the wrong way when something illegal needs to happen. He likes to frequent Jack's Hotel, but will meet with contacts at various bars/pubs around town.

Like Scumbeard, Cassius prefers to use intermediaries whenever possible in order to keep his own hands clean. Ari Winfrey, the owner of Fatty's Pie Shop, is his primary distributor for the drug trade, and behind his jolly demeanor is the black heart of a hardened criminal. Ari has recruited a dozen or so people to sell drugs, and they report to him weekly to hand over their earnings and obtain a fresh supply of blissweed and joydust. Appios' lead for smuggling activity is Bruthar "Gimp" Gimpanov, a bartender at the Lowtide Tavern. People looking to smuggle goods into Penhaligon pass word to Bruthar, who will arrange for a small raft to meet them downriver and pick up the cargo. After dark, the cargo is slowly and quietly sailed upriver, right underneath the Lowtide's river view deck, where it is hoisted up and quickly spirited away.

Nicholai Baranski (HM, F2, age 34, page 46), the youngest son of Fredrik "Bear" Baranski (owner of Hawkflight Archery; has no idea his son is involved in criminal activity) manages external operations for Scumbeard. This involves trade with local bugbear and orc tribes, with whom he will exchange alcohol, clothing, and weapons for illicit herbs and mushrooms, valuables taken from dead lumberjacks and adventurers, and information about goings-on in the wild. Nicholai normally employs a couple of unsavory fur traders as his go-betweens, but also uses his frequent hunting trips outside Penhaligon's walls as cover for these activities.

The last member of Scumbeard's crew is his fence, Saul Zaranov (HM, T3, age 31, page 46). Saul was once a member of Specularum's Thieves' Guild, but crossed a more senior member and had to leave town in a hurry. He ended up in Penhaligon, met Scumbeard, and has been working for him ever since. Saul operates out of Hulda's Pub in Water's Edge, and always has three or four thugs lounging at the bar upstairs ready to come to his aid if needed.

There are two street gangs currently operating in Penhaligon worth mentioning: the "Southend Gang" and the "Lords of the Hook." As their name implies, the Southend Gang is based in the Southend Ward. It is led by Stefan Madaj (HM, F2, age 28), a former soldier and caravan guard, and counts Alaysiuz "Long Legs" Novak, Rowan "Ole" Oleniczak, Stephen "Koob" Kubiak, and Edvard "Stinky" Walkowiak as its members (all HM, T1, age 18-20, see page 46 for full stat blocks). They are a stupid, reckless bunch who run a couple of small protection rackets in Southend, mug drunks in Water's Edge, and conduct the occasional strong-arm robbery. Their rivals, the "Lords" as they call themselves, are based in the Hook neighborhood. Their leader is Vladimir Ustanov (HM, T3, age 26), a vicious cutpurse who actually grew up in Luln and fled that city one step ahead of the law. The other members of the gang are Valerina "Gag" Grigorczek (HF, T1, age 19), her boyfriend Karl "Dim" Dimitrov (HM, T1, age 22), "Ugly" Ernst Stembok (HM, T1, age 23), Boris "Blades" Brezkinski (HM, F1, age 20), and Katiana "Kat" Pavlova (HF, T2, age 21) [full stat blocks on page 47]. The "Lords" are a bit more ambitious in their crime – in addition to extorting businesses and mugging drunks, the Lords are unwitting employees of Scumbeard's criminal operation. They deal drugs for Ari Winfrey and provide labor for Bruthar the Gimp's smuggling activities. Valerina and Katiana also like to pose as prostitutes or tavern girls in order to roll their unsuspecting "dates." The two gangs are bitter enemies and have had several violent encounters already. It's only a matter of time before their feud turns deadly and one or more bodies end up in the river.

Outside the town walls, the only organized crime is the Iron Ring slaving operation run by Adganna Szczmorova [see NPCs, page 47]. She is careful to avoid arousing any suspicion by spacing out raids on lumber camps and caravans, and takes great pains to make these appear to be nothing more than a random attack by one of the humanoid tribes that infest the area. She has made deals with an orc tribe and a bugbear tribe to carry out these attacks and split the spoils with her. Her human agents will typically wear thick furs and hang at the back of the orc/bugbear raiders during these attacks in order to disguise their identity.

Published Adventures In and Around Penhaligon

Penhaligon is an ideal location for a Basic or Expert-level campaign set in Karamikos and lends itself particularly well to a sandbox-style approach. Lady Arteris and Penhaligon are closely tied into the plot of B11 "King's Festival" and B12 "Queen's Harvest," although neither of those modules have any encounters that actually take place in town. Penhaligon also makes an excellent base of operations for almost any of the B-series modules, including B1 "In Search of the Unknown," B2 "Keep on the Borderlands," B3 "Palace of the Silver Princess," B5 "Horror on the Hill," B8 "Journey to the Rock," B9 "Castle Caldwell and Beyond," and B10 "Night's Dark Terror." With just a little work, the B1-9 "In Search of Adventure" super module can be modified to center around Penhaligon as well. Even B4 "The Lost City" could be played with Penhaligon serving as the PC's starting point, since the desert of Ylarum is just over the Altan Tepes Mountains.

In addition to the B-series of modules, I have run the following old adventures from DUNGEON magazine in the vicinity of Penhaligon.

- "Falcon's Nest" (DUNGEON #3) – I placed the old fortress east of Penhaligon at the junction of the Hillfallow and Highreach Rivers, and the bandits are easily tied into the Iron Ring, if desired. Once cleared out, the abandoned fortress could eventually become a stronghold for expert-level characters, who might take on a more active role in helping Lady Arteris expand her borders.
- "Trouble at Grog's" (DUNGEON #4) – I put the village of Dagger Rock east of Penhaligon as a location to ford the Highreach River.
- "Hrothgar's Resting Place" (DUNGEON #25) is set less than a day's journey southeast of Penhaligon.
- "Necropolis" (DUNGEON #16), "The Moor-Tomb Map" (DUNGEON #13), "Guardians of the Tomb" (DUNGEON #61), and "Clarrsh's Sepulchre (DUNGEON #53) – could also be placed almost anywhere in northern Karameikos. In my campaign, I put several of these in the Kelvin Moor.

Adventure Seeds

For DMs that like to "roll their own," below is a list of ideas for adventures in and around Penhaligon:

Basic-level plot seeds:

- Caravan Guards: straight forward escort-the-caravan-and-protect-it-from-goblin/orc/bandit raiders. This would be a good initial adventure for first-level PCs, as it provides a feasible reason for a group of disparate adventurers to be traveling together to Penhaligon.
- Hungry Mouths to Feed: Mama Devora is a serial killer who's been offing travelers to feed her orphans.
- Fur Is Murder: Highreach Furs is hiring adventurers to hunt a beast (e.g., owlbear, direbear, winter wolf) that is beyond the capability of their own hunters.
- Desperately Seeking Fanya: who or what is Fanya the Midwife? In my campaign, she was a renegade drow of good alignment who used her magic to disguise her true identity and hide from her pursuers, but DMs can invent any background they desire.
- Undercutting the Competition: Mrs. Hayova is fed up and hires the PCs to find out who is sabotaging the Three Suns Lumber Company and perhaps, to engage in some payback.
- Penhaligon Vice: Captain Tanill seeks the party's help to investigate Scumbeard's crime network, explaining that "My men are basically glorified bouncers, not detectives. Besides, I bet whoever's running this ring has probably got half my men on his payroll."
- And In this Corner: the Black Dagger Tavern runs brawling matches in its basement. One or more of the PCs can earn some coin and gain a reputation for themselves by taking on Stosh Blaschki, the reigning bareknuckled brawling champion of Hell's Half-Mile (see NPCs, page 48).

- **Not-so-Lucky:** Someone has robbed the weekly high-stakes card game at Lucky's Sport Club, and the PCs are hired to track down the perpetrators (could be a ring of thieves from Kelvin or a rival band of adventurers).
- **A Copper for Your Thoughts:** Galiyeva's daughter could be used to plant a plot hook with the party, or simply to provide some ghastly prediction for an individual PC. This could be expanded into a complete adventure – perhaps she is possessed and PCs must free her from the grip of some evil wizard or demon; alternatively, she could somehow be linked to the Seer of the Lake of Lost Dreams.
- **Fox in the Henhouse:** A professional thief is casing Penhaligon, and plans to burgle the Coinmark, Alomar Jewelers, and/or a rich merchant's house. PCs could either be hired to help carry out the thief's caper or brought in to find the culprit.
- **Chasing the Blade:** Someone stole the sword that Sunmark Forge and Magnus Nelaine made for Lady Arteris and the PCs are hired to bring it back. This could be a simple chase around town, or the culprit could escape and lead the party to a nearby dungeon.
- **Ring of Dire:** An agent of undercover Iron Ring operative Adganna Szczemmorova leads the PCs into an ambush. This is an easy hook into a classic "PCs as prisoners/jail break" adventure and a good way to lead into adventures involving Black Eagle Barony.

Expert-level plot seeds:

- **Beast of the North:** An extremely large werewolf has been preying on lumberjacks. Sage and Malakov hire the PCs to track it down and kill it (they don't mention that the last two parties they hired never came back).
- **Bones of the Dragon:** Arian the "Axe" hires the PCs to recover the remains of his comrades for a proper burial. Axe has withheld the location of the lair of the dragon who killed his party because he did not want to feel responsible for sending anyone else to their death. However, he has been watching the PCs and believes they have what it takes to kill the dragon and provide him with closure.
- **Mystery of the Riverwitch:** Who is the Riverwitch, and what does she want? In my campaign, the Riverwitch is a vampire dating from the time of the Vampire Wars (she was a powerful wizardess (level 26) who helped to destroy Queen Elendorath ~250 years ago and was turned into a vampire in the process). She spends most of her time trying to find a cure for vampirism and fighting off her thirst for blood, but she occasionally succumbs to the pull and will feast upon an unlucky lumberjack from Hell's Half Mile. Lord Arturus permitted her to remain here unmolested because the Riverwitch pledged to defend Penhaligon if it were ever in danger of being destroyed. If DMs want to use this type of character, she could be played as a great evil that needs to be destroyed (perhaps she charms one of the PCs and the rest of the party needs to rescue him), a tragic figure that needs help in breaking the vampiric curse, or as a mysterious mentor that guides the

party and sends them on various quests. Alternatively, DMs could change her backstory to suit their own campaign – perhaps the Riverwitch is simply a reclusive magic-user, a polymorphed dragon, etc.

- Walking the Gallows Path: Lord Trebor Marchant hires the PCs to explore and clear the path leading through the Black Witch Hills, pitting them against banshees, mummified witches, vampires, werewolves, a lich or two, and swarms of zombies and bugbears!
- The Lich Bride: Meranan Ravensmane approaches the PCs to ask for their help in tracking down his sister, an evil wizardess and necromancer who has taken up with a lich.
- The old "Clear the Lost Dwarven Mine": Hanok Brockisson, Holdwarden of the dwarf enclave in Stoneglen, asks for the PCs' help in clearing/recovering an abandoned dwarven mine. Many modules have been written on this theme, so although it's not very original, this is something DMs could put together on short notice.
- Lifestyles of the Rich and Famous: the PCs get pulled into the world of Penhaligon politics. Lady Arteris hires them to find dirt on Sir Severingin or Sir Rothswayne, or to perform some quest that will gain her greater favor with Duke Stefan. Perhaps Sir Severingin or one of his knights try to disgrace Lady Arteris' newest favorites (the PCs) by challenging them to a duel or exposing some past misdeed.
- The Chaos Cult: one of Penhaligon's nobles is secretly the head of a cult of Chaos worshippers. DM could decide that Sir Severingin's animosity toward Lady Penhaligon led him down a dark road, that Sir Rothswayne's lustful ways grew into the most evil of appetites, or that Lord Marchant stumbled on something damning while leading an excursion into the Black Hills.
- Damsel in Distress: Lady Arteris is ambushed and kidnapped during one of her trips to inspect the defenses at Duke's Road Keep or Castellan Keep. Some powerful evil being intends to wed or sacrifice her, and it's up to the PCs to find their secret lair and bring her back safely.

NPCs – The Good, the Bad, and the Ugly

The Good – Lady Arteris, A Bunch of Knights, Some Wizards and Other Goodly Characters

Lady Arteris Cassandra Penhaligon (HF, F9, age 30, Str 12, Int 16, Wis 17, Dex 12, Con 13, Chr 16, Hp 57, AC -5, All Lawful) Lacking any sons, Lord Arturus groomed his daughter from birth to someday take over his title. Arteris was confirmed as ruler upon her father's death four years ago, and has ably overseen the town in that time. She is one of those rare individuals who inherited the best aspects of both of her parents, with few of their flaws. From her father Arturus, she learned to value efficiency and competence over position, title, and heritage. He saw to it that Arteris received the best possible training in skill-at-arms, and personally tutored her in military strategy, tactics, and logistics. She routinely visits Duke's Road Keep and Castellán Keep to ensure the defenses are being maintained and the garrison is well-supplied. From her mother Claudia, the young Arteris inherited an iron will, learned how to influence friends and outmaneuver rivals, and was given a top-notch education in history, mathematics, languages, philosophy, and art by the best tutors. She studied in Thyatis for three years and is as at-home in royal courts as she is on the battlefield. She is brave, decisive, strong-willed, and quite attractive, but has not displayed the brutal ruthlessness of her father or the stubbornness, vanity, and snobbishness of her mother.

Arteris is an extremely shrewd young woman, and uses every means at her disposal, short of murder and black magic, to achieve her goals. Her primary aim is to grow Penhaligon into a barony and eventually a duchy that encompasses the entire region north of the Kelvin Moor duchy (she assumes that Duke Stefan will break from Thyatis and declare himself king some day in the not-too-distant future). She has assessed that the best way to do this is by expanding Penhaligon's economy, population, and territory, while changing its reputation from an uncouth playground for drunken lumberjacks to a dynamic city that is the place for the best men and women from all over Karameikos to come and seek their fortune. Her efforts to win over the Traladaran population and place women in leadership positions are not informed by any modern sense of fairness or diversity. Rather, she views these initiatives simply as tactics to enhance her own political position, draw the best and brightest to her service, and demonstrate to Duke Stefan that Penhaligon is not a backwoods settlement, but a shining example of what Karameikos can become.

Lady Arteris is an imposing woman 5'11" in height with an athletic build. She has long brown hair and brown eyes. Arteris' analytical brain, practicality, and cautious nature often cause her to seem somewhat cold and aloof in her dealings with others. However, in a one-on-one situation with someone she trusts, she is a vivacious and engaging person. Lady Arteris is one of the most-capable rulers in all of Karameikos and would be an extremely valuable patron and ally for any party of adventurers.

Possessions: Everything about Arteris' style, dress, and weaponry is calculated to burnish her image as a no-nonsense, tough-but-fair, highly-capable ruler. She favors clothing that is plain in style, yet finely made, be it a dress, riding clothes, or armor. She always has in her possession a *ring of protection +3*, *dagger +2*, and an *amulet of protection from crystal balls and ESP*. She also usually has a *longsword +3* at her side, and when riding into battle, prefers her suit of *platemail +2* and *shield +3*.

Sir Pontius Severingín (HM F10, age 63, Str 13, Int 12, Wis 11, Dex 13, Con 14, Chr 12, Hp 64, AC -5, Al Lawful)

Pontius Severingín was one of General Arturus' original retainers from Thyatis and a founding member of the Order of the Three Suns. He performed many astounding feats of arms in service to Arturus in the years before and after Penhaligon was established. Prior to the creation of the Order of the Three Suns, he was knighted directly by Duke Stefan and holds the rank of Lord and Knight Bachelor separate and apart from his membership in the Three Suns. Sir Severingín is tall (6'3") and has the broad shoulders of a warrior, although he has developed a bit of a paunch in his old age. His thinning silver hair is combed straight back from his forehead, and his facial features are somewhat pinched. He has a habit of chewing his upper lip when thinking. Sir Severingín prefers to stay in his manor, Pinecrest, rather than visiting Penhaligon, and spends his time there breeding horses and hunting. Arrogant and condescending in his interactions with others, he is the epitome of a snobby, stuffy noble – he looks down upon anyone of non-noble descent, especially Traladarans, and demi-humans. Sir Severingín is extremely prideful and staunchly guards his rank and privileges. He delights in defeating knights that are decades younger than him, proving that he is still a warrior to be reckoned with. Sir Severingín is called "Coldheart," an allusion to his famous sword, *Frostedge*, and his cool demeanor.

Sir Severingín's coat of arms is a sword covered in ice. His retinue includes 10 knights, 20 squires, 50 men-at-arms and 50 yeoman archers. They are responsible for patrolling Duke's Road between the village of Stallanford and Penhaligon, and protecting the numerous small lumber camps spread through woods in this area.

Possessions: *Fullplate* +2, *Frostedge* (*longsword* +2, 1d6 cold damage for one turn 2X/day), and his shield *Flameward* (*shield* +2, resist fire 1/day).

Sir Marin Rothswayne (HM, F7, age 50, Str 16, Int 8, Wis 9, Dex 10, Con 16, Chr 13, Hp 55, AC -3, Al Lawful, or optionally Chaotic)

Another one of Arturus' original followers, Marin Rothswayne was Arturus' closest friend. Like Sir Severingín, Rothswayne played a key role in defeating several dire threats during the establishment of Penhaligon and was knighted by Duke Stefan. He was known as "Trollbreaker" during his heyday and was once a mountain of muscle, but years of good living have turned his once-mighty thews to fat. Sir Rothswayne is a boisterous, back-slapping man with a bawdy sense of humor, and his appetite for wine, women, and song is prodigious. He is the largest land-holding noble in the Penhaligon Estate, and he rules over the village of Laurel Hill from his well-appointed manor house nestled in the hills south of Penhaligon. Despondent over his endless womanizing, his wife committed suicide a few years ago. At DM's discretion, Rothswayne may have become a secret follower of Chaos and rules over a secret cabal from his estate in Laurel Hill.

Sir Rothswayne's retinue includes 5 knights, 10 squires, 30 men-at-arms, and 20 yeoman archers. His coat of arms is a flaming hammer.

Possessions: *Fullplate* +1, his famous hammer *Warscorch* (*warhammer of throwing* +2, can burst into flame and cause additional 1d6 of fire damage for one turn 2X/day), and his shield *Hardwall* (*medium shield* +1, can cast Invulnerability (+2 AC and saves) for one turn, 1/day).

Lord Trebor Marchant (HM, F 11, age 39, Str 15, Int 11, Wis 13, Dex 15, Con 1, Chr 11, Hp 67, AC -4, AI Neutral).

Trebor “Blackhawk” Marchant was a mercenary and successful adventurer for many years, and traveled extensively before settling down in Karameikos to build a stronghold. At Lady Arteris’ invitation, he built a small keep (Blackhawk Keep) on the far side of the Black Witch Hills and Arteris appointed him a knight commander of the Order of the Three Suns and member of her Ruling Council in return. Although he has been made a court lord, he has not yet been considered by Duke Stefan for a Knighthood, and is thus the only member of Penhaligon’s ruling council that cannot claim the title “Sir” (this matters little to Marchant, but Sir Severingin thinks it is scandalous that Arteris appointed him to the Council). He has a checkered reputation due to his career as a mercenary and adventurer (it’s rumored that he murdered several of his previous band-mates in a fit of rage). Having earned a fortune and a respected position, he is looking to find a wife of noble blood and father several sons to carry on his name. Marchant is the strong, silent type, and has a bit of a sinister air about him. A fierce and relentless warrior, he is blunt and to-the-point in his interactions with others, but is not thoughtlessly rude. He believes Arteris is destined for greatness and is a staunch supporter of her vision for expanding Penhaligon. He gets along well with Sir Rothswayne, but thinks Sir Severingin is an arrogant snob (although he respects his fighting prowess) and the two men are open in their disdain for each other. Due to his extensive travels, he is quite knowledgeable about politics and economics. “Blackhawk” has a passion for falconry and has personally trained an impressive coterie of hunting birds. Lord Marchant is a ruggedly handsome man, and sports a long scar running down the right side of his face onto his neck. He is almost always dressed in black, and favors simple styles rather than foppish fashions.

Lord Marchant has two knights, 4 squires, and 20 men-at-arms in his retinue, as well as a wizard. His coat of arms is a black hawk in flight.

Possessions: Platemail +3, gauntlets of giant strength, battle axe +2, and Redwrath, a cursed two-handed sword +3 (on a roll of 17-20, it acts as a sword of slicing, and causes the wielder to fly into a berserk rage for four rounds (additional +2 to hit and damage). Marchant will normally melee with his axe, and will only unsheathe Redwrath if a battle begins to turn against him.

Sir Lucian “Trueblade” Decimos (HM, F 9, age 46, Str 14, Int 11, Wis 12, Dex 13, Con 15, Chr 13, HP, 65, AC -3, AI Lawful)

Lucian is the Grand Master of the Order of the Three Suns, a position to which he was appointed during the last year of Lord Arturus’ life. He was a low-ranking soldier in the Thyatian army and came to Karameikos after his commission expired 15 years ago, joined the Order of the Three Suns as a squire, and worked his way up the ranks. As Grand Master, he has a seat on the Ruling Council of Penhaligon and is often the “swing vote” between Lady Arteris and Lord Marchant and the opposing bloc of Sir Severingin and Sir Rothswayne. Like Lady Arteris, Sir Decimos would like Penhaligon to grow into a barony and he has ambitions of getting Duke Stefan and the Karameikan Church to elevate the Order of the Three Suns into a greater order of chivalry on par with the Order of the Griffon. He realizes that expanding Penhaligon’s commerce and population will factor into this ambition as much (or more) than skill-at-arms and chivalry. However, he is less than enthusiastic about some of her other initiatives, such as putting more Traladarans in leadership positions in town and bringing more women into the Order of the Three Suns. Physically, the Grand Master is a tall, wiry man with short salt-and-pepper hair. Sir Decimos is polite, but can sometimes be brusque, as he is a busy man and does not suffer fools. His word is his bond, and he is widely known as one of the most trustworthy men in Karameikos.

His coat of arms is a golden sword crossed with a silver dagger,

Possessions: *Fullplate +1, Shield +2, Longsword +2, Dagger +2.*

Sir Lyle Graybow, the "Shovel Knight" (HM, F19, age 60, Str 11, Int 15, Wis 14, Dex 12, Con 12, Chr 11, HP 43, AC 0, AL Neutral) [hat tip: "Guilds, Orders and Secret Societies in Karamaikos"]

Sir Lyle is not an imposing figure. He is short, slight of build, and has thin, wispy gray hair. He has been the Hospitaller of the Order of Three Suns and commander of Penhaligon's garrison since the founding of the Order 25 years ago. He was a veteran Thyatian soldier who served with Lord Arturus through many campaigns before accompanying him to Karamaikos. He is an expert in logistics, defensive tactics, fortifications, and siege warfare, and designed Castellan's and Duke's Road Keeps, as well as the fortifications protecting Penhaligon. The moniker "Shovel Knight" comes from his reputation for building excellent fortifications and using entrenchments to defeat opposing armies. Although he has extensive experience, Sir Lyle is not stuck in his ways. He is constantly studying advances in warfare and consulting with wizards to keep Penhaligon's defenses up-to-date and as effective as possible. Sir Lyle always seems to be in a hurry, as he has an unending mental checklist of things that need to be done.

His coat of arms is a stylized shovel in a mailed fist.

Possessions: Fullplate armor, *spear +1*, masterwork longsword.

Laelin Aencelianas (HF, F7, age 28, Str 14, Int 10, Wis 12, Dex 16, Con 15, Chr 16, Hp 48, AC -4, Al Lawful)

Tall and fair, Laelin is like something out of a story. She is a paragon of knightly virtue, and is the first female member of the Order of Three Suns, recently knighted by Lady Arteris. She is an implacable foe of evil, and can often be found questing about northern Karamaikos. Laelin is impeccably courteous and kind to everyone she meets. She has a pure, sweet voice, and wears her blonde hair long, despite the difficulty this creates in wearing a helmet. Naïve to politics, her only goal in life is to become a knight of the realm. Nevertheless, she is a close ally of Lady Arteris, who recognizes the political value in Laelin potentially becoming a great hero and the spiritual heir to the legend of Morgan Ironwolf.

Laelin has no holdings or retinue of her own. When not on a quest, she resides in the castle as a guest of Lady Arteris, and can sometimes be found dining in the Kantrium Restaurant

Possessions: A masterwork-quality suit of fullplate, a *shield +2*, and *Penance*, a *longsword +1, +2 vs. chaos*, that can cast *protection from evil 10' radius 1/day*.

Alethra Beck (HF, T7, age 32, Str 13, Int 14, Wis 10, Dex 17, Con 13, Chr 13, HP 32, AC 0, AL Neutral).

Alethra appears to be Lady Arteris' chief handmaiden/body servant, but is secretly her bodyguard and spy. Alethra was caught attempting to steal from Lord Arturus' treasury nine years ago. Arturus sentenced her to hang, but Arteris saw potential in the young thief and interceded on her behalf in exchange for Alethra's pledge of loyalty. After being pardoned, Alethra was sent to Thyatis for several years to be trained in how to perform the

duties of a handmaiden and the intricacies of court etiquette. She is eminently forgettable at first glance – shy, soft-spoken, medium height, medium build, pretty, but not beautiful – and several of the castle’s inhabitants call her “Arteris’ Mouse.” Alethra plays up the quiet, mousey demeanor, but very keen observers may notice that her eyes are constantly moving and that she is always positioned to guard Arteris’ back. In addition to the handmaiden persona, she has a number of other guises she uses to move about the city and collect information. Although Alethra initially agreed to serve Arteris in exchange for commutation of her death sentence, she has since developed a deep respect and loyalty toward her, and would gladly lay down her own life to protect Arteris. Alethra is an avid painter – she began painting as part of her training to be a handmaiden, and discovered that she had a natural flair for it.

Possessions: She will always be wearing *Bracelets of Defense AC 5* (appear as normal jewelry) and have her two daggers *Tardus (+1 dagger of slowing)* and *Properus (+1 dagger of speeding)* hidden on her person. When expecting trouble or covertly operating around the city, she will also be wearing her *cloak of protection +3*.

Captain Arielle Tanill (HF, F7, age 32, Str 16, Int 10, Wis 10, Dex 14, Con 16, Chr 11, Hp 59, AC 6, Al Lawful) [hat tip: Caraway] Arielle Tanill is tougher than a piece of boiled leather. She had an extensive career as a soldier, mercenary, and briefly as an adventurer, before Lady Arteris hired her to become Penhaligon’s Captain of the Watch. Part of their deal is that Captain Tanill operates with complete autonomy and reports directly to Lady Arteris. She is tall, broad-shouldered, and well-muscled. She wears an eye patch and has a large nose that appears to have been broken more than once. Arielle has a deep, throaty voice and tends to clench and unclench her fists when speaking. Captain Tanill hates bullies and loves to put them in their place by providing a solid beating. She favors plain, well-worn clothes.

Possessions: Leather Armor, club, masterwork longsword, dagger

Town watch (average member)

HM, F0, age 25-40, Str 13, Int 8, Wis 11, Dex 11, Con 14, Chr 10, HP 5, AC 7; padded armor, club

Magnus Nelaine (HM, W13, age 46, Str 9, Int 18, Wis 14, Dex 11, Con 11, Chr 10, HP 29, AC 0, Al Lawful) [hat tip: Caraway] Magnus is a newly retired and quite famous adventurer who now spends his time enchanting items, tutoring young mages, and recruiting new members for his Secret Order of the Silver Chain. He is a tall, dark-haired man with a close cut goatee, just starting to show a few flecks of gray. Magnus is widely recognized as a genius, and known for his ability to predict adversaries’ actions and develop crafty countermeasures. He saw many great evils during his adventuring days and strives to create magical items and a new order of wizards (under his command) designed to vanquish such evils. . . He believes the new Karamaikos Magician’s Guild is of little value, and pays the barest lip service to abiding by its policies. Instead, he has been pouring his energy into training a new magical order, the Secret Order of the Silver Chain, dedicated to seeking out and destroying evil. Magnus is disinterested in political matters unless they have some bearing on marshaling a defense against nefarious threats. To that end, he understands the pivotal role Penhaligon plays in the defense of northern Karamaikos and believes that Lady Arteris is the ruler best-suited to overseeing the town and the two keeps to the north. Magnus is an expert in identifying and creating magical items. The wizard prides himself on being not just a great magic-user, but also a great intellect, and is well-versed in mathematics, astronomy, biology, economics, history, and the burgeoning field of science. Magnus’ quick mind often causes him to finish others’ sentences and

interrupt them. Although generally polite, he is impatient with those who can't keep up with or comprehend his genius. He tends to pace and stroke his goatee when thinking.

Possessions: *White Dragonbone Staff* (+4 quarterstaff, 25% cold resistance and +4 to saves vs. dragonbreath and all cold-based spells. It also acts as spell focus allowing the bearer to cast *Ice Storm/Wall of Ice*); *ring of protection +3*, *robes of defense AC 3*, *ring of mirror image* (2/day), *silver amulet of spell storing* (fireball X2, *shield, web*), *potions of invisibility*, *polymorph self*; *stone skin*, scrolls of *cloudkill*, *haste*.

First-level spells - magic missile, analyze/identify, detect magic, read languages

Second-level spells - detect invisible, ESP, phantasmal force, wizard lock

Third-level spells - dispel magic, clairvoyance, protection from normal missiles, fly

Fourth-level spells - dimension door, remove curse, wizard eye

Fifth-level spells - telekinesis, conjure elemental

Sixth-level spells - disintegrate, invisible stalker

Seline Silverstaff (HF, W 11, age 34, Str 6, Int 16, Wis 13, Dex 11, Con 10, Chr 12, Hp 26, AC 1, AL Neutral) [hat tip: Caraway] Seline is an adventuress from Darokin who followed the trade route down from Selenica several years ago and set up shop in Penhaligon to hire herself out to adventuring bands that "need a little more firepower." Her fees are just on the shy side of exorbitant, but she boasts that she is worth every gold piece. She is a short (5'4"), blonde woman of petite build, with large green eyes and a confident smirk playing perpetually on her lips. Contrary to the stereotype of wizards as reclusive, shy, and studious, Seline is brash, aggressive, and an adrenaline junky. She favors showy, destructive spells over divination or protective-type of magicks, and is a sound believer in the "best defense is a good offense" school of tactics. She has a zest for life, and a particular fondness for muscular warriors with "interesting scars." She is often brassy and a bit foul-mouthed in her interactions with others. Seline tends to dress flamboyantly, and is not above wearing clothes that are cut scandalously under her wizard's robes.

Possessions: *Bracers of Defense AC 4*, *Staff of Fire*, *Robe of Protection +3*

Spells:

First level - Magic Missile X3, Sleep

Second level - Invisibility, Web X2

Third level - Fireball X2, Lightning Bolt

Fourth Level - Ice Storm, Wall of Fire X2

Fifth Level - Cloudkill X2

Sixth Level - Deathspell

Meranan Ravensmane (Male, E 8, Str 14, Int 17, Wis 15, Dex 14, Con 13, Chr 17, Hp 39, AC -1, AL D) [hat tip: Caraway] Meranan recently moved to Penhaligon from Alfheim. He will say that he was on his way to Specularum and simply decided to tarry here for a few decades after taking a liking to the town, but in reality, he is in pursuit of his sister Salantha, an evil necromancer known as "the Lich Bride." Meranan abhors the misuse of magic for evil purposes, and has made it his life's mission to track down and destroy evil wizards.

Meranan is tall, with a slender build and long mane of black hair. He is outgoing and fun-loving when not on a mission. He is currently partaking in all of the pleasures that Penhaligon has to offer and can often be found at inns, restaurants, and bars buying drinks and socializing with people from all walks of life. He has a warm and engaging personality, and in one-on-one interactions, his attention is like a ray of sunshine. Meranan is a ladies' man, and has left a long trail of broken hearts behind him in his many years. He wears extremely fine clothes and is always impeccably attired.

Possessions: *Elven chain mail +3, Ring of Protection +2, Witchbane (longsword +1, +3 vs. spell casters)*

Spells:

First level - Protection from Evil, Charm Person, Analyze

Second level - Invisibility, Levitate, Phantasmal Force

Third level - Dispel Magic, Lightning Bolt

Fourth Level - Growth of Plants, Dimension Door

Erik Revenmar (HM, F7, age 29, Str 16, Int 11, Wis 10, Dex 14, Con 16, Chr 16, Hp 51, AC -1, ALD).

Revenmar is a Knight of the Three Suns and nephew of Sir Severingen. Blonde-haired, blue-eyed, and broad-shouldered, he looks every part the storybook picture of a dashing, heroic knight. He has apparently become a favorite of Lady Arteris and often accompanies her to feasts and performances. Court gossips say Sir Severingen sent Erik to romance Arteris, others claim it is Arteris who is seducing the young knight to win him over to her faction.

Possessions: Full plate armor, masterwork shield and longsword

Sharrlaya "Dancingblade" Balladae (HF, F6, age 26, Str 14, INT 12, Wis 11, Dex 17, Con 13, Chr 16, Hp 44, AC 1, ALN) [hat tip: Caraway]

This dark-haired, dark-eyed adventuress and local hero, when she is not on the road, can be found in any one of the local establishments playing music, performing, singing, or telling tales of her journeys and exploits.

Possessions: *longsword +1, shortsword +2 (defender), chain mail +2*

Keio Ohara (HM, F6, age 30, Str 15, Int 12, Wis 13, Dex 13, Con 16, Chr 11, HP 53, AC 2, ALN)

[hat tip: Caraway] This mysterious warrior hails originally from far off Niponeria. He is the partner and companion of Sharrlaya, and where she goes, he will be close by.

Possessions: *Katana +2, four silver throwing knives, leather armor +2, amulet of protection +2*

The Bad – Penhaligon's Cast of Villains

Korgan "Scumbeard" Korrigan (Dwarf 5, Str 15, Int 10, Wis 13, Dex 14, Con 16, Chr 7, HP 36 AC 4, AI Chaotic)

Scumbeard operates a small smuggling and drug dealing ring and is the closest thing Penhaligon has to a crime boss. He avoids engaging in any criminal activity himself, preferring instead to work through a series of cutouts orchestrated by his chief lieutenant. His ring trafficks in blissweed and joydust, and he has indirect control over the Lords of the Hook gang, which he employs to sell drugs and to quash any competition. Captain Tanill does not know the extent of his criminal activity, but has pieced together enough evidence and hearsay to suspect that he is an unsavory character.

Korgan was once a dwarven warrior, but realized he could make more gold by smuggling goods to humans than he could defending dwarven holds from goblins and orcs. Driven by unadulterated greed, Scumbeard is a truly nasty piece of work. He oversees his criminal network with extreme ruthlessness, and more than one underling who let him down has had their throat slit and body dumped in the river. Aside from ill-gotten gold, his only joy in life is eating. He is immensely fat and walks with a limp that he claims is from an old wound dealt by an orcish spear (in reality, it's just a bad knee caused by bearing too much weight). He wears sloppy clothes that threaten to burst at the seams. His hair and beard are unkempt, and crumbs from his last meal can often be seen scattered in his beard. His only ornamentation is the large copper bands he wears around each meaty bicep.

Scumbeard is crude, rude, and simply horrid in his dealings with others, including customers to his pawn and junk shop. Deep down, he is an insecure coward, and compensates for this by being a sadistic bully. He particularly delights in tormenting his elderly kobold employee Itch/Scratch.

Possessions: *copper arm bands of defense AC 5, Doubledirk (dagger +2, casts mirror image 1/day), ring of knock (1/day), light crossbow with poisoned bolt usually hidden under his desk and rigged to fire when a switch is thrown.*

Cassius Appios (HM, F4, age 54, Str 15, Int 10, Wis 10, Dex 12, Con 13, Chr 9, HP 27, AC 9/5, ALC)
Korgan's right-hand man, in charge of internal operations. Tall, bald, and grizzled, Cassius is a retired man-at-arms that has been working with Scumbeard for years, first as paid informant (when he was still in uniform), then as a part-time enforcer, before taking over day-to-day management of Scumbeard's drug-dealing and smuggling operations. He still has a large network of friends in the town's garrison and watch, making it quite easy for him to slip a few coins into the right pocket in exchange for looking the wrong way when something illegal needs to happen. He likes to frequent Jack's Hotel, but will meet with contacts at various bars/pubs around town. Like Scumbeard, Cassius prefers to use intermediaries whenever possible in order to keep his own hands clean, but he is not afraid to personally dish out a beating or slit a throat when necessary.

Possessions: chainmail (only worn when expecting trouble), shortsword, dagger, steel-shod cane that he uses as a club

Nicholai Baranski (HM, F2, age 32, Str 13, Int 9, Wis 9, Dex 14, Con 14, Chr 11, HP 14, AC 6, ALC)

Nicholai is the youngest son of Fredrik "Bear" Baranski, the owner of Hawkflight Archery, and Korgan's chief of external operations. His father has no idea his son is involved in criminal activity and regularly trades with local bugbear and orc tribes. Nicholai normally employs a couple of unsavory fur traders as his go-betweens, but also uses his frequent hunting trips outside Penhaligon's walls as cover for these activities.

Possessions: leather armor, long bow, hand axe, dagger

Saul Zaranov (HM, T3, age 31, Str 10, Int 10, W 9, Dex 13, Con 11, Chr 9, HP 10, AC 8, ALC)

Saul is Korgan's fence. He was once a member of Specularum's Thieves' Guild, but crossed a more senior member and had to leave town in a hurry. He ended up in Penhaligon, met Scumbeard, and has been working for him ever since. Saul operates out of the basement of Hulda's Pub, and always has three or four thugs lounging at the bar upstairs ready to come to his aid if needed.

Possessions: Dagger X2, potion of invisibility

The Southend Gang

All armed with knives and/or clubs.

Stefan Madaj – HM, F2, Age 28, Sr 16, Int 11, Wis 9, Dex 13, Con 14, Chr 12, HP 12, AC 8, ALC

Gang leader; former soldier and caravan guard; bully/vindictive; tall, broad-shouldered; black hair worn long.

Alaysiuz "Long Legs" Novak – HM, T1, age 22, Str 12, Int 9, Wis 8, Dex 15, Con 12, Chr 9, HP 5, AC 8, ALC

Quiet, follower; friends with Ole; tall, thin, abnormally long legs.

Rowan "Ole" Oleniczak – HM, T1, age 21, Str 11, Int 12, Wis 10, Dex 12, Con 12, Chr 11, HP 4, AC 9, ALC

Big mouth; always looking for a good time; blonde, blue-eyed; mixed Thyatian and Traladaran ethnicity.

Stephen "Koob" Kubiak – HM, T1, age 23; Str 15, Int 7, Wis 7, Dex 8, Con 11, Chr 7; HP 4, AC 9, ALC

Fat, dumb, and stupid; tries to intimidate through sheer size/bulk.

Edvard "Stinky" Walkowiak – HM, T1, Age 15, Str 13, Int 9, Wis 10, Dex 14, Con 13, Chr 6; HP 5, AC 8, ALC

Horrid body odor; sees himself as Madaj's second-in-command.

Lords of the Hook

All armed with knives and/or clubs

Vladimir Ustanov – HM, T 3, age 26, Str 13, Int 10, Wis 13, Dex 15, Con 13, Chr 10, HP 12, AC 8, ALC

Short, dark-haired; vicious, bit of a psychopath; other gang members afraid of him.

Valernia “Gag” Grigorczyk – HF, T 1, age 19, Str 7, Int 7, Wis 8, Dex 13, Con 11, Chr 14, HP 3, AC 8, ALC

Pretty and dumb; Karl’s girlfriend.

Karl “Dim” Dimitrov – HM, T 1, age 23, Str 12, Int 7, Wis 7, Dex 11, Con 12, Chr 12, HP 4, AC 9, ALC

Good-looking; dim-witted; Valerina’s boyfriend.

“Ugly” Ernst Stembok – HM, T 1, age 22, Str 15, Int 6, Wis 6, Dex 10, Con 13, Chr 6, HP 5, AC 9, ALC

Tall and well-muscled; shaved head; ugly; dumb; part of the gang’s muscle; enjoys hurting people.

Boris “Blades” Brezinski – HM, F 1, age 20, Str 15, Int 8, Wis 9, Dex 17, Con 15, Chr 9, HP 7, AC 7, ALC

Lean, athletic build; washed out of Grindenkov’s guard training program; carries a short sword and several knives.

Katiana “Kat” Pavlova – HF, T 2, age 21, Str 6, Int 7, Wis 13, Dex 15, Con 10, Chr 15, HP 4, AC 8, ALC

Pretty; manipulative; cunning.

Adganna Szczmorova (a.k.a. Alisia Andragon, HF, W 7, age 45, Str 7, Int 16, Wis 14, Dex 11, Con 10, Chr 12, HP 19, AC 7, AI Chaotic)

Adganna is an operative of the Iron Ring currently posing as a wealthy merchant/pro prospector. Her real purpose in Penhaligon is to kidnap lumberjacks and adventurers and sell them into slavery. She has several agents reporting to her, and has used them to work with some of the local orc and bugbear tribes to capture lumberjacks and the occasional small merchant caravan, being careful to plot these attacks so they seem random. Her newest gambit is using one of her henchmen to pose as an adventurer looking to join a band at the House of Swords. After joining up, her agent will lure the band into a trap, the adventurers will be whisked off to the Black Eagle Barony to become slaves, and none will be the wiser, as it will just be assumed the party met their demise in some dungeon.

Adganna is a plump, middle-aged woman whose matronly appearance disguises a truly black heart. She is a sadist, and joined the Iron Ring simply because it gave her an opportunity to hurt people. She will occasionally visit her bugbear partners so she can indulge herself in her favored pastime – torture. Despite her psychopathic tendencies, she is extremely clever, and will use her Iron Ring assets and, if necessary, her spells, carefully and for maximum effect. Adganna is a fierce rival of the Iron Ring agent Golthar, who is based in Threshold (featured in B10 “Night’s Dark Terror”). She is looking for a way to secretly expose Golthar to local authorities or to the

right band of adventurers, thus paving the way for her to take over as the senior Iron Ring operative in northern Karameikos.

In her Alisia Andragon guise, she is generally courteous, and consciously portrays herself as matronly and nonthreatening as possible. However, she hates having to repeat herself, and may let her mask slip if she has to do so in a conversation. Her true personality leads her to be obsequious to those more powerful than herself, and demeaning and cruel to those she views as inferior, especially young, attractive women. The only creatures she is kind to are her many cats, and in either guise, her clothes are usually covered in cat hair.

Possessions: *amulet of protection +2, ring of human control, Soulthorn (dagger +1, draining), potion of invisibility, potion of cure medium wounds, scroll of ESP.*

Spells:

First level – charm person, magic missile X2

Second level – invisibility, entangle, mirror

image Third level – hold person X2

Fourth level – polymorph self

The Ugly – Some “Colorful” NPCs that Call Penhaligon Home

Stosh Blaschki, HM, level 0 (attacks as F4 with fists), age 35, Str 17, Int 6, Wis 7, Dex 13, Con 17, Chr 5, HP 14, AC 8, ALN.

Lumberjack and the unofficial brawling champion of Hell’s Half-Mile, Stosh is a mountain of a man and a veteran of a hundred fist-fights. He has a craggy brow, cauliflower ears, and a nose that’s been broken so many times it looks like an eggplant has been squashed over his gap-toothed mouth. Stosh is well-known and greatly feared by other lumberjacks, but every spring when he comes to town, there is no shortage of challengers looking to claim his title as the “the toughest man in Water’s Edge.”

Lumberjack brawler: HM, level 0, age 18-40, Str 13, Int 7, Wis 9, Dex 10, Con 13, Chr 8, HP 4, AC 9, dmg 1-2+1 w/fists.

This is the stat block for a typical drunken lumberjack that PCs might encounter in Water’s Edge. If encountered outside the city, will typically be wearing heavy furs (treat as leather armor), and carrying hand-axes.

The Travelers

The Travelers are an adventuring group/band of wandering minstrels/gang of good-hearted thieves who make their home in Penhaligon. They routinely perform at the Adler, The Flagon, The Shadow Dragon, Rik’s Alehouse, the Strongbow Inn, and Jack’s Hotel. The Travelers may also be found anywhere in the region, performing at local festivals, weddings, and celebrations. DMs may use them as foils for low-level PCs, or as last-minute rescuers for a group of adventurers that get in over their heads. Their members are:

Jon Pauper - HM, F4, age 31, Str 13, Int 11, Wis 12, Dex 10, Con 13, Chr 13, HP 27, AC 7, ALN
Lead singer; virtuoso of pan pipes and mouth harp; carries a variety of short swords and daggers on a bandolier on his chest; leather armor; bit of a *prima donna*

Kinchalla - HM, F3, age 30, St 15, Int 11, Wis 11, Dex 13, Con 15, Chr 13, HP 21, AC 6, ALN
Big guy (6'5"); plays violin/fiddle; long sword, hand axe, and leather armor; go-along-get-along type

Brendan Underhill - HM, T4, age 32, Str 11, Int 11, Wis 12, Dex 15, Con 13, Chr 11, HP 17, AC 6, ALN
Drummer; medium build, unremarkable features; shortbow, dagger, and leather armor; soft-spoken

Sheehan - HM, T4, age 31, Str 12, Int 10, Wis 9, Dex 13, Con 13, Chr 10, HP 15, AC 6, ALN
Lute/mandolin; long hair; crossbow, club, and leather armor; bickers with Pauper

Blackburn - HM, W5, age 32, Str 12, Int 16, Wis 13, Dex 12, Con 11, Chr 10, HP 16, AC 9, ALN
Low-life, mage-for-hire. Used to be an adventurer, but spent too much time in Water's Edge and fell into some really bad habits. Makes a living performing magical services for the dive establishments on Water's Edge, and identifying magical items for Scumbeard's fence, Saul Zaranov. Has a huge gambling debt with proprietor of Lucky's Sport Club, and owes a lot of money to Scumbeard for drugs. Makes a big show of being an amoral, hedonistic slime, but secretly, he has a sense of honor and would like to turn his life around.

Possessions: nothing except for his spell-books, some loose change, and the robes on his back.

Spells known:

First level - Detect Magic, Analyze/Identify

Second level - Knock, Wizard Lock

Third level - Dispel Magic

Mara Pike - HF, T5, age 28, Str 13, Int 14, Wis 14, Dex 17, Con 13, Chr 14, HP 22, AC 5, ALN
Witty, sarcastic, ruthless. Mara is a charming rogue and a relentless and resourceful bounty hunter. Mara has short, spikey hair that frames a pretty face with a button nose and full lips that are constantly smirking. She prefers to wear leather armor and tall boots over her thin, athletic frame. Mara seems to be literally covered in knives, daggers, and stilettos - wearing them on her wrists, on her belt, sheathed to her thighs, in her boots, and over both shoulders. Those that know her say her tongue is sharper than her knives. She is quick with a joke, usually involving a cutting insult, but she is capable of turning on the charm when it suits her. Mara's partner in bounty hunting is Bryar Cobb. They are not lovers, but are fiercely loyal to each other nonetheless.

Possessions: Studded leather armor, knives/daggers/stilettoes (at least a dozen), short sword.

Bryar Cobb - HM, F5, age 34, Str 17, Int 8, Wis 11, Dex 13, Con 17, Chr 8, HP 35, AC 1, ALN
Bryar is to Mara as Chewbacca is to Han Solo. Dour, pessimistic, and cynical, Bryar doesn't say much and when he does speak, it's usually a curse or an insult. This brutish-looking man is tall, bald, broad-shouldered, and well-muscled. His crooked nose has obviously been broken more than once. He wears battered armor, carries a spear, and wears a round shield on his left arm. A well-used sword is scabbarded at his hip, and a battle axe peeks up over his left shoulder. Bryar gives off an air of imminent violence even when standing still.

Possessions: Plate mail, shield, spear, battle axe, long sword, hand axe, dagger.

