

# MODRON

## CITY OF THE RIVER GODDESS

### BACKGROUND

Modron (MAW-drun) is a small, walled city set along the banks of the River Modron, where it meets the salty, open water of the Estuary of Roglaroon. It neighbors the undersea merfolk village of Crespar.

Ancient tales tell of a band of Tharbrians who discovered the goddess Modron imprisoned by the ancient Orichalan Dragon Lords. They freed the goddess and in her honor built a village on the spot where she was once imprisoned and began worshiping her. She blessed the inhabitants and the city prospered. It drew the attention of Proteus, the Shepherd of Neptune, who came to be worshiped in the city as well.

The city grew into a thriving port city with tell of merchant ships arriving from Tarantis and even far off Karak. The men of the city traded with the merfolk of the underwater city of Crespar located near Modron and made great profit in selling the fabulous corals and pearls to the outside world. But the disastrous orc migrations from Dearthwood drove travelers and merchants away and cut off the city from trade. The ships from Karak and Tarantis no longer braved its ports. In less than 50 years, the once flourishing city had lost most of its inhabitants. The remaining followers of the god and goddess blamed each other's deity for the loss.

Civil strife erupted and the floating temple of Proteus was submerged in the holocaust when

the god Proteus withdrew his protection from the city. The city was finally sacked and burned by orcs. Raiders in longships carried away most of the remaining men and women. The survivors fled when orc scavengers moved into the ruins for a final pillage, hefting tons of marble into the river or carrying it away for their own purposes. The Temple of Modron, being underground and underwater unlike the once-floating Temple of Proteus, was left unscathed and worship of the goddess Modron continued by the mermen and sea-folk from the underwater city of Crespar, though Crespar itself came under the rule of the triton Coral Kingdom.

Recently, with funds from the City State, a

### About this Download

This download is an overview of the city of Modron and the undersea area beneath the nearby waves. While this download does expand on some material in the original product, it does not approach in detail the original Judges Guild product *Modron*, by Bob Bledsaw and Gary Adams. For more detailed information about Modron, see that original product or look for the upcoming *Modron Revised* download from Necromancer Games and Judges Guild which expands upon the original product, provides full stat blocks and expanded adventure opportunities and which will be available as a for-sale downloadable PDF.

new town was founded by followers of Mitra (MY-tra, for more on the god Mitra, see the Gods chapter of the *Player's Guide to the Wilderlands*) on the ruins of the old city to protect the Overlord's merchant ships from river pirates. Maelstron, a giant sea monster, with an allegiance to the City State, protected the builders and patrols the Estuary of Roglaroon doing the will of the Overlord, though by what means his aid was achieved is a mystery. The original name of the city was retained because of its evocative history of magnificent warships and high-wizards in songs of the bards.

The past fifty years has seen the new port again filled with sailors, merchants and buccaneers. Anoethin is the current patriarch-king of Modron. Few of the current inhabitants guess the secrets far beneath the deceptively placid waters surrounding their new home and most have abandoned any worship of the goddess for whom the city was originally named.

**MODRON (Large Town):** Conventional; AL LN; Tech Level: 9; 3,000 gp limit; Assets 461,250 gp; Population 4,920 (Able bodied men: 1,230); Mixed (human 79% [mostly Alryan, Tharbrian and Skandik], halfling 9%, elf 5%, dwarf 3%, others 4%); Resources: Market. *Authority Figure(s):* King Anoethin, male human LN Clr10. *Important Characters:* Shalot, female human LG Clr10 (High Priest of the Temple of Mitra); Sonniboot, male human Ftr8 (noted local pirate, leader of a sloop and 31 men, kills gnomes on sight); General Modronel, male human N Ftr9 (Head of the Interior Guard); Duke Kralanor, male human LG Pal5 (King's cousin and in charge of the king's warehouse).

**Racial Note:** Due to the repopulation of the city by the City State, most of the humans in positions of authority are Alryan unless otherwise noted. Some Tharbrians resent this Alryan repopulation and there is some racial tension. Most Tharbrians, however, have come to accept Anoethin as King.

**Maps:** Included along with this download are two maps, each in two pieces. The City of Modron Map (in two parts: left and right) is in full color and shows the city and the rivers surrounding it. The Underwater Map (also in two parts: left and right) is in black and white and shows the river bed to the north and west of the area depicted in the City map.

## The Goddess Modron

Though her worship has waned, the goddess is still protective of this location and its inhabitants, being eternally indebted to the humans who freed her from her ancient arcane captivity.

Modron appears as a light hearted blonde-haired beautiful female human with a few merfolk attributes, such as a spiny fin-like ridge that runs down the back of her head to the base of her spine. She wears a flowing light blue gauzy gown and her appearance is often preceded by the sound of a trickling brook and a moist mist. She enjoys appearing to her followers but seldom speaks and rarely grants prayers for help. Rivermen and other people who make their living off of rivers pay homage to her. Her favored weapon is the net. Her avatar is known to dwell in the Estuary of the Roglaroon and the merfolk and triton that dwell there worship her. The city of Modron is named after her.

Possessed of great power in the water, Modron's powers begin to wane if she is out of the water for more than an hour. In water, she is invisible if she desires and able to cause great turbulence in the water and even and reverse the current of the Estuary of the Roglaroon, though her dominion does not extend to other rivers. She can stop a ship dead in the water. She can grant fertility to any region adjoining the Estuary. While able to grant fertility to a region, those in her disfavor suffer an aging of 1-20 years when she touches them, in addition to any other damage.

Few people worship her today and she is actively seeking new followers. She is in conflict with the god Mitra because his followers have invaded her favored area, though she is not a warlike goddess. She is worshiped equally by undersea creatures as well as humans. She favors Tharbrians as a result of their role in releasing her from her ancient captivity.

Modron, the Goddess of Rivers, is a demi-goddess. She is Neutral. Her symbol is the trident on a field of light blue. Her domains are Water, Protection and Healing. Her favored weapon is the net, though her priests may also wield a trident. She is bound to the material plane and frequently manifests herself to her worshipers, though she rarely speaks. For more information on the goddess Modron, see the Gods chapter of the *Player's Guide to the Wilderlands*.

## The God Proteus

Proteus, the Shepherd of Neptune, has all but abandoned the city of Modron. Priests of Proteus may be interested in exploring or re-establishing the sunken temple. Proteus, in this incarnation, is Chaotic Evil (he allows Chaotic Neutral priests). His symbol is a curled sea shell horn. His favored weapon is the trident. His domains are Water, Chaos, Earth and Travel. He is a jealous god. If proper monthly sacrifices are not made to him he—like the god Neptune—may demand the sacrifice of 100 young men, he may level the city in an earthquake or he

may flood the region. In the case of Modron, Proteus abandoned his worshipers and sunk his own temple in anger.

## UNDERWATER ADVENTURES

The merge of the waters of the River Modron and the sea at the Estuary of the Roglaroon is full of secrets and dangers. Besides fierce water predators and poisonous coral formations, the water churns with mysterious suspensions that resemble underwater mists, particularly near sunken treasures and traps.

The underwater area near Modron is full of possibilities for adventure. Soggy, bound chest still nestled in the holds of scuttled warships dot the bottom. A legendary fortune is said to lie within the sunken temple's ruins. Columns laying in the sand, arches dislocated and slime-misted statues are visited by the many creatures of the deep. No hero has returned from the foamy labyrinth river-bed. Sulphurous smoke still bubbles from boiling water in one area of the sound. Sages tell of a river of incandescent lava beneath the wavelets, sea-bats, a Triton Treasure House, sea-frogs and deadly clouded water.

Because the River Modron is at this point a mix of both fresh water and sea water, encounters can be had with creatures native to either environment. Judges should refer to the *DMG*, chapter 3, for more information on Aquatic Terrain, Underwater Combat and Underwater Encounters.

The following locations can be found on the accompanying Underwater Map.

**Village of Crespar:** This village is the home of about 50 merfolk as well as 12 triton and several nixies who live among them. A few generations ago, the village became part of the Triton Coral Kingdom. The village is now ruled by Governor Gaval, a triton governor who rules on behalf of the Triton Coral Kingdom. Gaval is protective of both merfolk and tritons and is mistrustful of "surfacers," particularly humans. His predecessor was responsible for cutting off the trade of pearls with the old city, and also forbade the merfolk to worship Modron because the temple mingled merfolk with surfacers. Gaval is suspicious that the merfolk of the village may have secretly begun their worship of Modron again, and may even be associating with humans. In fact, some of the merfolk continue their worship of Modron, though it is now against the will of their triton masters.

**CRESPAR (Thorp):** Conventional; AL NG; 40 gp limit; Assets 5,000 gp; Population 59; Mixed (merfolk 75%, triton 23%, other 2% [nixies and mer-elves]).  
*Authority Figures:* Governor Gaval, NE male triton Sor7 (Governor from the Triton Coral Kingdom); Elaethe, NG

male merfolk Clr11 (Patriarch of Modron).

**Temple of Modron:** The Temple of Modron is a unique structure. It is a subterranean amphitheatre built into an underwater hill and completely submerged. The temple itself consists of a large domed room of three interlocking circles with concentric tiers of steps descending towards the center until the flat floor of the temple is reached. Though the Underwater Map only depicts two such rings, there are in fact a total of six steps. Air exists inside the dome, due to the will of Modron, covering the top two sets of concentric steps. The remaining four steps then descend into the water of the river which bubbles into the room from the Underwater Entrance (see the Underwater Map) which opens in the flat floor of the temple. Each above-water step is 3 feet high while each below-water step is 10 feet high. The flat bottom of the room is fully submerged to a depth of 40 feet. The air filled upper portion of the chamber rises 30 feet above the level of the water within the temple, making the height of the temple from the floor, up its concentric rings to its domed ceiling a total of 70 feet.

The Secret Passage to Above-ground Entrance (see the Underwater Map) enters the temple on the top-most of the concentric steps in the air-filled portion of the temple so that human worshipers may enter. The secret entrance once led to a grand aboveground covered shrine which was destroyed in the civil strife. The sage Sidslone Berae (see "Prominent NPCs of Modron," below) learned of the secret entrance and, as a follower of Modron, when the town was rebuilt he built his tavern above the secret entrance so that he could continue to visit the ancient temple. The secret entrance runs from below his tavern over 1000 feet, descending over 80 feet, to the temple. **Elaethe** (NG male merfolk Clr11), the patriarch of Modron and three nixie handmaidens of Modron preside over the worship of the goddess in the submerged temple. Though once there were many human worshipers who gathered during these ceremonies on the upper rings of the air-filled portion of the temple, there are very few human worshipers today. The human faithful are led by the sage Sidslone Berae.

**Temple Ruins:** These are the ruins of the submerged Temple of Proteus. Before the fall of the city, this great temple once floated on the surface of the river by the will of the god Proteus. Worshipers took barges from the city to the floating temple to hold their ceremonies. In the strife that arose between the worshipers of Modron and Proteus, Proteus withdrew his support and protection from the city, abandoning it and his worshipers who he felt had betrayed him. When he did so, the divine power that kept his temple afloat above the waves was withdrawn and the temple sank into the depths, crumbling to

ruin when it struck the river bottom only a matter of feet from the underwater temple of Modron. Several artifacts and valuable items, along with the vast stored treasure of the temple, can be found in the temple ruins if they are excavated. The merfolk of Crespar do not disturb the ruins out of respect for the god, though he has departed.

**Sunken Ship:** This particular ship wreckage is unusual, as the ship ran against the coral and was destroyed long before the old city of Modron was abandoned. It is also not so thoroughly scuttled as many other wreckages at rest below the old harbor. It contains a payroll chest for the seamen, which contains a large number of silver coins. It also has a secret compartment that contains gems and perhaps an important magic item. The ship is also the lair of two large hammerhead sharks.

**Giant Clam:** Giant clams are nothing unusual in these waters. This clam, however, is a giant among giants. A diligent and dangerous search through the sandy muck of the immediate area will turn up several valuable items of jewelry and a few minor magic items. The clam is also, strangely, a source of unique pearls.

**Sea Monster Cave:** This cave is one of the lairs of the sea monster Maelstron which patrols the Estuary of the Roglaroon. It contains treasure and several secrets including a magical iron cube that is part of the creature's enchantment by wizards of the Overlord to make the sea monster do the Overlord's will.

**Statue:** Floating free from the submerging temple, this statue of Proteus landed upright and intact on the river bottom as a reminder by the god Proteus. It may contain some magic or secret, or may allow persons to *commune* with the god.

## PROMINENT NPCs

**Anoethin, Patriarch-King of the City of Modron** (N male human [Alryan] Clr10/Ari3 [Mitra]; SL 19; Str 18, Dex 13, Con 16, Int 16, Wis 14, Cha 17; *mace of disruption, bracers of natural armor +4, robe of blending*), came to power after the death of his father two years ago. Anoethin tends to mingle with the inhabitants of Modron at every opportunity and can be seen almost every day walking the streets of the city.

**Shalot the High Priest of Mitra** (NG male human [Alryan] Clr10 [Mitra]; SL 10; +2 *flail*) is rumored to be able to speak directly with Mitra. While autonomous from the King in that he is the high priest of Mitra, he supports Anoethin in all he does. Shalot does harbor a secret belief that a priest-king, such as himself, would be a better ruler for the city though he would not act against the king.

**Serile the Sans, Royal Minister of Modron** (N male human [Alryan] Ari2; SL 16; poisoned flail), is the first cousin of Anoethin. His title was obtained mainly out of deference to family ties rather than ability. Serile is very wishy-washy, seeking rather to enjoy the benefits of his office rather than serve as a real minister. Serile can be recognized easily: he's the one in the gaudy clothes and jewels surrounded by members of the Defenders (5d6, see "Towers and Walls," below). Serile is a priest of Mitra, though he lacks powers of a cleric since his alignment is not compatible with his god.

**Duchess Tara Tettle** (NG female human [Alryan] Clr1/Ari2 [Mitra]; SL 13; Wis 14, Dex 16; +3 *dagger*) handles all of the books and ledgers of the kingdom. And with her great dexterity, the numbers always seem to jive at accounting time. Greatly in love with jewelry of all sorts she has been known to take bribes in exchange for special items of jewelry. She is the immediate head of the Port Authority and Customs officials.

**Thwarton the Minstrel** (LG male human [Tharbrian] Brd3; SL 3; dagger and *harp of charming*), doubles as the groundskeeper and court minstrel for the royal family. He lives in the southwest wing of the Palace.

**General Modronel** (N male human [Alryan] Ftr9; SL 14; +2 *greatsword*) leads the military and the Defenders of Modron and is loyal to the King.

**Sergeant Korlin of Cairn** (LG male human [Alryan] Ftr5; SL 8; longsword) heads the Interior Guard, the police force of the city.

**Sidslone Birae** (N male human [Tharbrian] Sage 4; SL 3; dagger) sage and proprietor of the Kellarbari Tavern leads the small group of humans who worship Modron, using the secret passage from his Tavern that leads to the undersea temple of the goddess. Sidslone knew of the ancient passage to the underwater temple and when the city was being rebuilt, he built his tavern over the ancient entrance—both wanting to prevent others from accessing and defiling the temple and to continue his worship of the goddess. Though he is not a cleric, he often leads services to Modron in the temple.

**Loreali the Good Witch** (LG female human [Tharbrian] Witch 6; SL 8; dagger) remains as unobtrusive as possible, using disguise to hide her true identity. She lives in one of the residences in the city.

**Seke, Lookee and Heree Twofoot** (each N male halflings Rog2; SL 2; club), a family of triplets, each an exact copy of the other, can be found in the open market on market days, or in the largest crowd in the city on non-market days. They live in building 20.

**Esdelia the Sea Hag** (CE sea hag/Sor3, see the *MM*) lives outside the city walls in a crude hovel. She wears heavy clothing with a concealing hood, only exposing her face to her enemies. Due to her great ugliness, the DC for the save from her horrific appearance ability is DC 18 rather than DC 13 and causes 3d6 temporary Strength damage (see the *MM*). Most of her customers do not know her true nature, supposing her to simply be an old crone of failing health abused by the passage of time. Esdelia serves a bizarre (to land-loving tastes) delicacy containing red seaweed and fresh octopus eyes. One side effect known only to a few sailors is that the dish grants the effect of *water breathing* for 1d12 + 16 hours after consumption. This delicacy is expensive (10 gp per sample), and only Esdelia herself knows the recipe.

**Sonniboot the Pirate** (CG male human Ftr6/Duelist2; SL 1; +1 *keen scimitar*) leads a band of 30 privateers (War, Exp, Ftr or Rog 1-4s). He is constantly trying to get the best out of the "cold war" between the Temple and the Waterfront Storage Company. He changes sides frequently, always looking for the angle that will pay off best. He is friendly with the halflings at the Crosswater Ferry, but has a tendency to kill gnomes on sight.

## THE CITY OF MODRON

This download is only an overview and does not detail all of the shops and locations in the city. For details on all of the shops, see the classic Judges Guild product *Modron*, or the upcoming *Modron Revised* by Necromancer Games.

*Special God Factor:* There is a 3% cumulative chance that the god Mitra will appear each time the name is used! WARNING: there had better be a good reason to use the name! Similarly, Modron herself will appear if summoned by one of her followers within the city or the waters nearby.

## Locations

**Palace:** The walls are 15 feet high, and each tower is 25 feet, except tower "v" which is 35 feet high. Tower "v" has an excellent outlook over the rivers and is equipped with a heliograph to signal the watchtower. Rooms "b" through "i" are the servants' quarters and storage rooms. Room "k" is the king's office and "m" the throne/banquet room. **Drawlin, the Palace Chamberlain** (N male human Clr4; SL 8; flail), is head of household, in age, wisdom, and duties. He tries to take up all the slack in the affairs of State left over by the royal household in addition to his required duties of running the household and all of its servants. As with the rest of the family, he tries to look out for old number one first, and has been known to escort "favorites" into the Kings presence.

**Towers and Walls:** The walls of Modron are 20 feet high and range in thickness from 15 to 25 feet. Within the walls are passages that connect each of the Artillery Emplacements via stairs. Main Headquarters for guards on duty is located within "T". Docks are closed by sliding gates of iron (20 inches thick) that reach to the floor of the docks and up to the wall. Catapults, arrow slits, and other engines line the wall.

The walls are manned by troops known as the the **Defenders of the Walls** (male human War1-3s or Ftr 1-2s) who are all loyal to the King regardless of alignments. Each tower is assigned to a particular sergeant: **Torga the Teeth** (CG male human [Tharbrian] Ftr3; SL 6; greatsword) controls tower "w", **Ledread Abul** (CE male human [Gishmesh] Ftr4; SL 6; Str 16; greatsword) controls tower "r", **Surrey Berrle** (LE male human [Tharbrian] Ftr2; SL 6; greatsword) controls tower "u", **Trawailer** (LG male human Ftr3; SL 6; greatsword) controls tower "v", and **Khorbane of Corm** (N male human [Altanian] Ftr5; SL 7; Str 15, Con 14, Int 15; greatsword) controls towers "s" and "t".

Brawls have been known to take place between each of the Tower Sergeants, usually with Khorbane stepping in to break up any fights. Each tower is complete with 10 Defenders under the sergeant's control and of the same alignment. There are always at least two on duty in the tower at any time. Khorbane, in addition to being captain of the towers, is also in charge of the drawbridge. His force consists of 20 N Ftr2s who live in the tower when off duty.

**Watchtower:** Sirdole (NG male human Clr5 [Mitra]; SL 4; +2 mace), along with his two Sargeants, Teril Toth (LE male human Ftr4; SL 2; longsword) and Benee De-footh (LG male human Ftr4; SL 2; +1 *longsword*), and their troop of twenty soldiers (Ftr1s; longspears, longswords), man the Watchtower on the opposite shore of Modron. The Watchtower, built on a small bluff overlooking the channel, is an impressive sight, being 40 feet above the water level. Via mirrors, the watchtower can signal the main spire of the Palace to warn of approaching ships, bandits, etc. The Watchtower door is always barred and bolted to prevent bandits from taking over the tower. Atop the tower is one of the largest trebuchets of the day and plenty of ammunition. The guards live in the Watchtower when not on duty above. Shifts in the Tower Guard are for a period of one month. There is a 2-man dinghy tethered to the dock.

**Barracks (Buildings 59-63) and Gates:** The military is handpicked by the King and is loyal to him. One Mercenary, Corum, is employed on the wall. All troopers are battle-hardened. They are led by **General Modronel** (see "Prominent NPCs of Modron," above).

Each artillery site is manned by 8 soldiers (Ftr1-2s). Gates are equipped with oil, a platoon of archers (25 Ftr1-2s) and a force of 15 footmen (War2-3s). Corners are also equipped with oil, and have rockets (10), archers (25 Ftr1-2s), and footmen (40 War2-3s). **Marke Demark** (N male human Exp6 [Engineer]; SL 10; shortsword) heads the artillery units.

The Gate and Corner Captains include **Toloose Arty** (N male human [Tharbrian] Ftr4; SL 9; longsword), the Captain of Gate Y; **Sachel Scruggs** (LG male human Ftr4; SL 9; longsword), the Captain of Gate Z; **Serripin** (LG male human Ftr 4; SL 9; Dex 16; rapier), Captain of Corner T; **Rawel** (CG male human Ftr4; SL 9; longsword), Captain of Corner U; Vestigee (N male human Ftr4; SL 9; longsword), Captain of Corner V; and Corum (N male human [Karakhan] Ftr5; SL 8; Str 16; greatsword)

The Artillery sites are headed by the following Sergeants (except where noted, all are Exp3/Ftr1s; SL 9; rapier): **Sgt. Burrose** (N male human [Alryan]) at site "R", **Sgt. Telekes** (LG male human [Tharbrian]) at site "S", **Sgt. Merrille** (N male human [Tharbrian] Ftr3/Exp1) at site "P", **Sgt. Shome** (CG male human) at site "Q", **Sgt. Poker** (CG male human) at site "N", **Sgt. Relge** (LG male human) at site "AA", **Sgt. Fox Delote** (N male human [Tharbrian]) at site "AA" and **Sgt. Gunther** (N male human) at site "AC". Also in the artillery barracks is Sgt. Shembley (N male dwarf [city dwarf] Ftr2/Exp5; SL 7; shortsword), the highest ranking enlisted person in the service of Modron. He has turned down all offers of being made an officer. He keeps the artillery barracks free of riff raff.

**Main Gate:** The Main Gate is manned by 20 monks (Mnk3s) all armed with axes, that wandered into the gates about three years ago and have agreed to fight for the city. The monks are led by **Boner the Bold** (LG male human [Tharbrian] Mnk5; SL 10; battleaxe).

**Interior Guard:** The Interior Guard, the police force of the city, is run by Sergeant Korlin of Cairn (see "Prominent NPCs of Modron," above) and usually consists of 6 patrols varying from 4 to 10 guardsmen (Ftr1-2s; longswords and maces).

**The Temple of Mitra:** The city of Modron was rebuilt bearing the name of the ancient goddess, but not her religion. The city has built a large amphitheater for the worship of Mitra, where priests lead services from a round, raised dais that forms a podium. The temple proper is only accessible by priests, scribes, and the occasional dignitary. Priests are housed in the two west wings. In addition to **Shalot** (details above under "Prominent NPCs of Modron"), **Ceralator** (LG male hu-

man Clr8; SL 8; flail) is the administrative scribe and temple coordinator. **Diritum** (NG male human Clr6; SL 6; flail) is the acting high priest for visiting dignitaries. **Waxriatl** (LN female human [Ghinoran] Clr5; SL 5; flail) leads the masses in their worship at the amphitheater. Finally, **Chansler** (LG male human Clr3; SL 3; flail) is the protector of the temple.

**The Open Market:** On the first and third weekend of each month, an open market is held in the town square. Vendors from all over the city as well as some merchants from ships ported at the docks bring their wares to hawk amongst the wealthy and the poor of Modron. On any given market day there is usually quite a crowd of buyers, thieves, beggars and recruiters in addition to the merchants. Also present in the market is **Degradable Deri** [N male human [Tharbrian] Beggar 3; SL 1; dagger; see Necromancer Game's version of the *City State of the Invincible Overlord* for more on the Beggar NPC class), a one-time Cleric who has bowed to poverty after a bout with Count Kaledric over a misinterpretation of the Overlord's laws. Deri still curses the Count and while openly talks of things he would like to do, just doesn't have the courage to try. Deri knows the location of his old Staff of Healing, but is afraid to retrieve it for fear of the Count.

**Waterfront Storage Company: Snaketooth Tode** (CE male human [Tharbrian] Ftr4; SL 9; +1 longsword) runs and owns the Waterfront Storage Co. along with his three sons **Farle** (CE male human [Tharbrian] Ftr3; SL 7; shortsword), **Desiradel** (LE male human [Tharbrian] Ftr 3; SL 7; shortsword), and **Toudel** (LE male human [Tharbrian] Wiz4; SL 7; +2 dagger). Among the greediest in town, they hate to see the levy applied to all of their goods which are bought, sold, and stored within their warehouses. Additionally, they can't stand the doctrines of the Temple of Mitra and its personages. Toudel, a mage of some repute, has trouble remembering all of the spells that he is supposed to know. He is kept around and tolerated by the other members of the family simply because of the blood relation and that use of his name tends to ward off would-be thieves.

The Waterfront Storage Co. also employs the use of one very old (865 years) sage, **Roatle the Raw** (N male human [Tharbrian] Sage 5; 9; dagger) who is supposed to be knowledgeable in the physical affairs of man as well as materials that could have been constructed by man over the past century. Roatle is given to fits of amnesia and feeble-mindedness, which usually results in him wandering the streets stark raving naked, hence the title "the Raw." The WSC's wealth is second only to the Temple and is stored three levels down below the main office and guarded by Giant Water Beetles, charmed by Toudel.

Toudel can be found in building 36, Snaketooth in build-

ing 37, Desiradel in building 38, Raotle building 41 and Farle in building 47.

The Waterfront Storage Company has a number of warehouses (A-H) that contain various merchandise from gems and furs to carved items, ship parts and equipment, books, silks, edibles and perishables, clothing and magical items. The warehouses are reportedly guarded by mercenaries and wolves.

The WSC also has a large stable, run by stablemaster **Bilbo Borabulus** (NE male human [Tharbrian] Rog6/Assassin 5; SL 6; Cha 17; +3 *dagger*). His true talents are unknown to anyone as he has not worked this area before. His job is not demanding and gives him plenty of time to practice his skills out of the city after darkness. His set price is 2500 gp times the level of the intended victim. Bilbo rarely takes a bath, so his ultimate detection is frequent, but to aid him he has an *elven cloak* given him by an intended victim who talked him out of the job. Another victim talked Bilbo out of a job by giving him the special ability to *speak with animals*, as per the spell, at will.

**The Docks:** Located within the channel, these docks are deep water and can handle any boat capable of traveling up and down the coast. Located at N and P are catapults to discourage any would be invaders, and double-locked gates that seal the city off when necessary. Boats are unloaded and loaded at the ship-shaped dock of each port. Material goods are stored in the Waterfront Storage Company warehouses (A thru H). All goods entering port are inspected by customs officials and a tax levied on them before entrance is secured. Those not wishing to pay the tax are thrown into jail and their belongings simply confiscated by the realm. A trebuchet is located at Q, and the Custom's Building is building 44.

**Port Authority:** As a thief, **Shining Eyes the Shifty** (N male human Rog4; SL 9; shortsword, *robe of eyes*) couldn't have it any better. As Port Authority he oversees both ports and the Customs Office. Almost any little pretty will catch his eyes, and in the past, plenty have. Shifty lives in a small room in the back of his office.

**Port P:** Chief Stevadore of Port "P", **Fingers Flatthumb** (N male human Rog2; SL 5; shortsword) is always trying to outdo Teweil the Filcher (see below) in order to gain the attention of the Port Authority. Since Shining Eyes is due for retirement soon, Fingers thinks that the job should be his. Not normally taken to bribes, much more loot reaches the customs house from his port than others. Fingers' thumb was flattened after he tried to filch a few GPs from a wandering Paladin, who had his horse stand on Fingers' thumb. Fingers has sworn revenge.

**Port N:** **Teweil the Filcher** (N male human Rog2; SL 4,

+2 **dagger, bag of holding**), the Chief Stevadore of Port "N," is a crafty old fox. With his *bag of holding*, Teweil has been able to remove large quantities of items from the docks even under the sneaky eyes of the Port Authority.

## Numbered Locations

**1-4. Stadium Area:** On the third Saturday of each month, the prisoners of the city jail are made gladiators for the entertainment of the city. Winning gladiators are set free.

**5. Streetlighter. Bignose Baety** (LE male elf [high elf] Wiz3; SL 9; dagger) lights the streetlamps each night using a cantrip of his own designing. He can be seen at dark walking down each road snapping his fingers and having each light blink into existence, and then again each morning snapping them out.

**6. Innkeeper. Phaerter Fox** (CG male human [Altanian] Ftr1/Exp2; SL 3; mace), owns buildings 55 through 58 and rents them out for the small fee of 2 gp per week. There are no accommodations included, just the roof and walls. Most customers complain about missing items, but the Fox just shrugs them off.

**10. Lights. Taferty Taumbul** (N male elf [gray elf] Wiz3/Exp2; SL 2; +1 dagger) sells candles, torches, oil, lanterns and almost any light-giving source in his shop. Of special interest are two crystal balls that when held up emits a black light, enabling the wielder to see into total darkness as if possessing darkvision, including darkness spells, without the light being detected. Taferty charges 7600 gp for each and cannot make replacements.

**11. Tours, Inc.** This strange unmarked residence is the home of **Youse the Yellow** (CG male halfling Ftr5; SL 3; shortsword, *ioun stone, helm of brilliance* disguised as a simple circlet). Youse schedules tours to anywhere in the world for a price. If by chance it is to somewhere he has not been, he will generally accompany the tour. His specialty is tours of the Netherworld. Although not willing to tell how he knows where all of these places are or how he takes people there, he will relate stories of previous tours over a brew in the local tavern.

**12. Fortune Teller.** Sota the Seer (N female human Clr3 [Morg]; SL 5; mace, *crystal ball of esp*) has the special ability to forecast the future of a person consulting her as per an *augury* spell, though she can see into the future up to one week in advance (unlike the 15 minute normal limit on an *augury*). The chance that her prediction is accurate is equal to 1% for every 10 gp paid to her. She cannot see a person's death.

**13. Stadium Stand.** After a good fight at the stadium,

stop in at **Horace Shortboot's** (LE male dwarf [city dwarf] Ftr3; SL 3; battleaxe) for supper. Entrees consist of: ore roast (5 cp), mead (2 cp), lycanthrope liver (1 sp), and ground horse on a bun (3 cp). Horace also sells little red and blue flags to cheer on your gladiator team with. Though illegal, bets can be placed on the outcome of the fights in a confidential back room. Horace has **4 gnoll guards**, who mostly remain in the back room.

**14. Mist of the Morn.** This shop, run by **Shertup Sol** (N male human [Common Viridian] Alchemist 5; SL 5; axe) sells a wide selection of every type of wine made in the area and many ales, meads, and whiskeys from other lands. He has a supplier who provides him with wine from the famed wineries of Viridistan. Beverages vary in price from 1 gp up to 1000 gp. Being an alchemist, and always experimenting, Sol has been known to use unsuspecting customers to try out one of his new formulas by pouring it into the customer's ordered bottle. There is a 10% chance that this will happen on any purchase. If so, roll to see what type of potion is tested: 1-30 minor, 31-50 medium, 51-60 major, 61-90 failure (the formula is a failure, roll on the Drawback table under the "Cursed Items" section of the *DMG*), 91-96 alchemical fluid (acid or antitoxin, etc.), 97-00 poison (random ingested poison type). If a minor, medium or major result, roll on Table 7-16 in the *DMG* on the appropriate column to determine the specific potion type. Shertup will not take apprentices or teach potion formulas.

**15. The "Grin Reaper".** This dwarven hold, lovingly known as the "Grin Reaper," is run by **Sam Widebrow** (N male halfling Ftr4; SL 3; small scythe). The bar is the local hangout for the towns dwarven and halfling population. Entertainment varies, ranging from dog fights to striptease. Dwarven Brew, a potent ale (double normal liquor) is served in double mugs for 2 sp.

**16. Alchemist School.** Run by **Archimedes Aragon** (LG male human [Tharbrian] Alchemist 7; SL 5; dagger plus a vast array of potions), this school teaches promising students to become alchemists. It costs 500 gp for tuition and room & board per quarter of study. Each game year (4 quarters) spent at the school raises the student by one level as an alchemist, though no higher than 6th level. PCs may also increase in level in this fashion. Archimedes also offers short one-potion courses at a varying price. Price is usually 400 gp per level of potion formula. The course takes 2 weeks for each level of the potion formula.

**21. The Philosopher's Stone.** An alchemist shop of some repute, and the only one in the area, is owned by **DuBoius DeLetter** (LG male human Alchemist 5; SL 3; +2 dagger). Although not able to make all potions, he can obtain them given time through various connections

that he has built up over the years. There is a 20% chance cumulative per week that DuBoius can obtain any potion, though he must be paid in full ahead of time.

**22. Inn of the Drawn Sword. Rockaree Redletter** (CG male dwarf [mountain dwarf] Ftr4; SL 3; longsword) is reputed to be the only person in the city to slay a green dragon, although the rest of the entire party of 23 disappeared and no trace of bodies was ever discovered. His inn is a quiet place as inns go. Rockaree is a good listener and many of his clientele go there to cry in their beer and lighten themselves of their emotional burdens. This, of course, provides Rockaree with an excellent source of local information. Consulting Rockaree gives a +4 bonus to Gather Information checks about local events. Rockaree has **2 halfling servants** (War1s).

**24. Expeditions Unlimited. DeeEm Derailor** (N male human [Tharbrian] Ftr4; SL 4; longsword) runs the local outfitting shop for all expeditions above, on and under the ground. Supplies or replacements for supplies may be obtained in his shop. There is a 30% chance that he may have unusual weapons/armor, as he usually buys returning expeditions treasures.

**26. Dealer's Delight. Shifty Six Fingers** (CE male human [Alryan] Ftr4; SL 2; shortsword) runs the only true gambling house in the town, and as such it's normally packed to the limit. Games include Knucklebones (HO 12%), Pasteboards (HO 23%), Roulette (HO 21%), Craps (HO 15%), Darts (HO 09%), Over/Under (HO 34%), and "Numbers Game" on days that the Stadium is in operation (HO 24%). With his establishment housed in two buildings, Shifty can't be at both places, so he has 8

## Gambling

For any game of chance, the odds favor the house. If a bet is made, first roll the house odds for the game (expressed as a percentage range). If this roll falls within the house odds range, the house wins and the player loses the bet. If the roll falls outside of the house odds, then the player and the dealer or house representative make opposed Gambling skill checks. See Necromancer Games' version of the *City State of the Invincible Overlord* for more on the Gambling skill. The winner of the opposed check wins the game and keeps the bet. A tie is a "push," with neither the house nor the player winning or losing. The same bet is used again in a new game or it may be withdrawn if the player desires. Generally, if a player wins more than a set amount—depending on the feeling of the proprietors of the gambling institutions—that player is asked (or forced) to leave.

gnolls who run building 26A and 4 dwarves (CG Ftr3s) who run building 26. Shifty normally, can be found in the Main Room (building 26) dealing a round of Pasteboards for "heavy wallets" or out back counting money in his apartment.

**27. Inn and Out.** As proprietor of the Inn & Out, **Hornrik Stepto** (N male halfling Rog3; SL 1; shortsword) specializes in takeout service. Delicacies include owl-bears' feet (3 cp), wererat's tails (2 sp), snakes in a bun (sort of like a hotdog that hisses at you, 1 cp), orc tongues (2 for 1 cp). Surprisingly, business is always booming. Most of the military eat there during duty, or grab something on the way to a post.

**30. Weapons Shop.** From the dwarven mountains, and with a posse in hot pursuit, **Thumbold** (N male dwarf [mountain dwarf] Exp5; SL 3; mace) came through Dearthwood unarmed to seek shelter in Modron and opened a shop to sell weapons. Given materials, Thumbold can produce up to +1 weapons of any sort, and has built a reputation as one of the finest axe makers around the countryside.

**31. Conventric Casings. Shambley** (N male dwarf [city dwarf] Exp3; SL 3; mace) builds armor and shields, including shields with cutting edges that are extremely nifty when in close confrontation with your opponent. He also has developed a proprietary secret coating for chainmail armor that prevents rust. Such suits of chainmail are sold for 120 gp above the normal price in the *PHB*. All other types of armor can be purchased for 90% of the price listed in the *PHB*.

**32. The Kellarbari.** This tavern is devoted to the more quiet clientele, and Sidslone (see "Prominent NPCs of Modron," above) keeps a couple of bouncers (Ftr5; greatswords) handy to clear out the rowdy troublemakers. Specializing in the humanities, Sidslone listens to almost anything anyone wants to talk about. There is little happening within the walls of Modron that he hasn't heard before. A secret door near the entrance to the tavern hides stairs that lead down to an ancient tunnel that travels hundreds of feet under the river to the ancient and forgotten Temple of Modron (see the "Underwater Adventures" section, above).

**39. City Jail. Scumel Saft** (CE male human [Tharbrian] Ftr5; SL 2; +2 battleaxe) has the most despicable job in town. Persons convicted of severe crimes or those of a political nature that aren't sent to the Stadium are disposed of in the Jail. After booking and being stripped of all items (Everything!), condemned prisoners are shoved down a staircase behind a steel door. The door only opens from the outside and is immune to all spells and force from within. Until recently, no one has ever come

back.

**40. School of the Samurai.** Mataguchi **Ton Lai** (LG male human [Karakhan] Ftr7; SL 2; Dex 17; samurai sword) teaches would be students the art of self-defense with a samurai sword, a slightly curved hand-and-a-half sword, similar to a bastard sword (and identical to it for statistical purposes). Such swords may be purchased by students only (cost of 45 gp). Ton Lai charges students 120 gp per month and billets students in building 42. Novice training lasts for 1 month and enables the student to use the sword effectively, granting the Exotic Weapon Proficiency: Samurai Sword. For an additional 6 months the student gains Weapon Focus: Samurai Sword, though he may not gain this feat more than once in this way.

**44. Customs.** As Customs Regeant, Cureada Col (NG female human [Tharbrian] Clr3 [Mitra]; SL 6; flail) collects the levy from goods entering the city. Monies are never kept more than overnight in the building, and only then on rare occasions. The King usually sends a large, heavy armored wagon over to pick up the day's take just before nightfall, which is then transferred to the castle's hold. Cureada, seeking the King's favor, never has taken a bribe and she is satisfied in knowing only that her position is secure and that Anoethin has noticed her. Her income of 30 gps per month is saved almost to the penny. She is a spinster and does not venture out very often. She lives in building 46 wither her pet dog, Sabre, who is actually a *polymorphed* hell hound.

**49. The King's Warehouse.** A long distant cousin of the King, the **Duke of Kralinor** (LG male human Pal5; SL 12; +3 *holy sword*) watches over the material values of the kingdom that are stored in the warehouse. Mostly, materials consist of valuable sculptures and paintings, woven rugs, some jewels and gems and the Kings Chariot. The Duke is constantly on the lookout for Evil, which he tends to "snuff out" on sight. This, of course, has gotten him into a lot of trouble with the King. The Duke's Residence is building 54 and is as lavishly furnished.

**52. The Waterdown Tavern.** A favorite hangout of the incoming and outgoing sailors, it is possible to hear many tales of travel up and down the river as well as the sea-coast in **Simple Slakeon's** (CG male human [Tharbrian] Ftr2; SL 3; longsword, *necklace of waterbreathing*) tavern. He serves giant shark steaks (3 sp), Octopus soup (1 cp), sahuagin ribs (2 gp), salt water beer (1 cp).

**53. Information. Sir Shamblin Gait** (N male human [Tharbrian] Ftr3; SL 2; longsword) sells whatever common knowledge about the city that may be known. Of course, for a little more, certain highlights can be purchased, such as secret doors into the palace, a way under the walls of the city and even what doors are commonly

unlocked at night. Additionally, Sir Shamblin buys information if it is worthwhile (determined after hearing it). Sir Shamblin is into all sorts of deals. He even makes false papers for non-citizens and phony bills of lading for ship-owners.

**64. Crosswater Ferry System:** The Crosswater Ferry relays people across the river/bay to the main road leading through Modron. The ferry is run by the four halfling Endz brothers, **Tome, Book, Dead** and **The** (each is a LG male halfling Rog4; SL 6; throwing daggers). Although not the best crossing, it was the only one possible since the Waterfront Storage Company tried to prevent the Ferry from being built at all. This led to much animosity between the brothers and the WSC. Crossing cost 2 GP per head and 2 SP per bag. Animals are extra. The brothers are in good standing with Loreali the witch.

## CREDITS

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This *Modron* download contains the description of Modron as found in the original *Modron* product by Judges Guild. Very little expansion has been done, other than detailing the NPCs in v3.5 terms and adding Wilderlands-specific race notes. For more information, see the original Judges Guild product, *Modron*. For a truly updated and expanded version of Modron, see *Modron Revised*, below.

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Coming soon from Necromancer Games and Judges Guild is *Modron Revised*, a full expansion and revision of Modron, complete with expanded area descriptions and full stat blocks and backgrounds for all the NPCs. Also includes expanded story and adventure ideas, full details on the alchemical items available for sale as well as expanded information on the several schools in the city as well as greater detail on the various power groups in the city. It also includes expanded history and background notes as well as greatly expanded details on the various underwater adventures that can be had. *Modron Revised* will be available soon as a for sale PDF available for download.

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