

Table of Contents

FOREWORD	3	Druid	65	Sentinel	95	Geography	151
PREFACE	4	Fighter	66	Shapeshifter	95	Nations Of Rûl	153
INTRODUCTION	5	Oracle	67	Sharpshooter	95	Other Lands	161
CHAPTER 1:		Paladin	68	Stormbringer	95	Northern Reach	163
CHARACTER CREATION		Ranger	69	Technomancer	96	History	163
Ancestries	9	Scout	70	Templar	96	Geography and Climate	165
Human	11	Sorcerer	71	Tenebrist	96	Major Settlements	168
Changeling	13	Spellbinder	72	Thaumaturge	97	People and Cultures	169
Clockwork	15	Thief	73	Theurge	97	Religion and Belief	171
Dwarf	17	Warlock	74	Transmuter	97	The Old Faith	171
Goblin	19	Witch	75	Traveler	97	The New God	172
Orc	21	Wizard	76	Weapon Master	98	Witchcraft	172
Professions	23			Woodwoose	98	The Faerie Queen	173
Using Professions	23	CHAPTER 5:		Zealot	98	Small Gods	173
Creating Professions	25	MASTER PATHS	77			Cosmology	173
Starting Professions	25	Master Benefits	77	CHAPTER 6: EQUIPMENT	99	Dimensional Pockets	173
Starting Equipment	25	Master Story Development	77	Prices	99	Hidden Kingdoms	173
Interesting Things	26	Master Paths	79	Availability	99	The Underworld	173
Roleplaying	27	Abjurer	79	Carrying Limits	99	Hell	173
Roleplaying Questions	27	Acrobat	79	Living Expenses	100	The Void	174
Your First Adventure	28	Aeromancer	79	Armor & Clothing	100	The Demon Lord	174
Building a Group	29	Apocalypticist	80	Weapons	102		
Level Advancement	29	Arcanist	80	Adventuring Gear	104	CHAPTER 9:	
CHAPTER 2:		Astromancer	80	CHAPTER 7: MAGIC	110	RUNNING THE GAME	175
PLAYING THE GAME	30	Avenger	80	Traditions of Magic	111	The Game Master's Job	175
Making Decisions	30	Bard	81	Associated Attributes	111	Game Mastery Basics	176
Time	30	Beastmaster	81	Discovering Traditions	111	Deciding	
Rolling Dice	31	Blade	82	Spells	111	What Happens	177
Attributes	32	Brute	82	Learning Spells	111	Styles of Horror	179
Characteristics	34	Cavalier	82	Casting a Spell	111	Running Adventures	181
Damage	39	Champion	82	Spell Description	112	Creating Adventures	182
Taking Damage	39	Chaplain	82	Traditions	115	Objective	182
Effects of Damage	39	Chronomancer	83	Air	115	Starting Point	182
Healing Damage	40	Conjurer	83	Alteration	116	Scenes	182
Death	40	Conqueror	83	Arcana	117	Conclusion	184
Afflictions	41	Death Dealer	84	Battle	118	Plot Structure	184
The Environment	42	Defender	84	Celestial	119	Adventures by Level	185
Objects	42	Dervish	84	Chaos	120	Between Adventures	186
Range and Distance	43	Destroyer	84	Conjuration	121	Campaigns	186
Obscurement	43	Diplomat	85	Curse	122	Campaign Objective	186
Roleplaying	43	Diviner	85	Destruction	123	Three-Act Structure	186
Making Decisions	43	Dreadnaught	85	Divination	124	Exploration & Travel	187
Fortune	45	Duelist	86	Earth	125	Using Perception	187
Social Interaction	45	Enchanter	86	Enchantment	126	Travel	187
Combat	46	Engineer	86	Fire	127	Combat	189
The Battlefield	46	Executioner	87	Forbidden	128	Combat Difficulty	189
Awareness & Surprise	46	Exorcist	87	Illusion	130	Battlefields	190
Anatomy of a Round	46	Explorer	87	Life	132	Rounds, Turns,	
Move	47	Geomancer	88	Nature	134	and Actions	191
Action	48	Gladiator	88	Necromancy	135	Improvised Activities	191
Making Attacks	50	Gunslinger	89	Primal	136	Ending the Combat	192
CHAPTER 3:		Healer	89	Protection	137	Player Characters	193
NOVICE PATHS	53	Hexer	89	Rune	138	Character Creation	193
Novice Training	53	Hydromancer	89	Shadow	139	Character Exits	193
Magician	55	Illusionist	90	Song	140	Character Death	193
Priest	56	Infiltrator	90	Storm	141	Secondary Characters	194
Rogue	57	Inquisitor	91	Technomancy	142	Shadow of the Demon Lord	195
Warrior	58	Jack-of-All-Trades	91	Teleportation	143	Game Master's Toolbox	200
CHAPTER 4:		Mage Knight	91	Theurgy	144	Corruption	200
EXPERT PATHS	59	Magus	92	Time	145	Deprivation	200
Expert Path Descriptions	61	Marauder	92	Transformation	146	Disease	200
Artificer	61	Miracle Worker	92	Water	147	Exposure	201
Assassin	62	Myrmidon	93	CHAPTER 8:		Fire	201
Berserker	63	Necromancer	93	A LAND IN SHADOW	149	Insanity	201
Cleric	64	Poisoner	93	Overview	149	Suffocation	202
		Pyromancer	94	The Basics	149	Traps	202
		Runesmith	94	The Lands of Rûl	151	Rewards	205
		Savant	94				

TABLE OF CONTENTS/FOREWORD

Level Increase.....	205	Cockatrice	225	Harpy.....	240	Redcap.....	252
Treasure.....	206	Construct.....	225	Harvester.....	240	Reen.....	252
Connections	207	Demon	226	Hell Swine.....	241	Rot Maiden.....	253
Enchanted Objects	207	Dire Wolf.....	229	Hobgoblin	241	Shadow	253
Relics	211	Dragon	229	Hood	242	Shadow Weaver.....	254
CHAPTER 10: BESTIARY	213	Drake	230	Horse	242	Shrieking Eel.....	254
Creature Descriptions	216	Dread Mother	230	Jack-o'-Lantern.....	242	Skinchanger.....	254
Amphisbaena.....	216	Dryad.....	231	Killing Mist	243	Spriggan.....	255
Animal	217	Dwarf.....	231	Large Spider	243	Stone Worm.....	255
Animated Corpse.....	218	Elf	231	Lash Crawler	244	Stranglevine.....	256
Barghest.....	218	Emerald Darter.....	232	Leshy.....	244	Tomb Scarab Swarm.....	256
Barrow Wight.....	219	Fungal Hulk.....	232	Living Tar	244	Troglodyte.....	256
Basilisk.....	219	Fury	232	Lizardman.....	245	Troll.....	257
Bear.....	219	Genie	233	Lurk.....	245	Vampire.....	257
Beastman.....	220	Ghastly Chorus.....	235	Manes.....	246	Vampire Bat	258
Bloody Bones.....	221	Ghoul.....	235	Manticore	246	Void Larva	258
Boggart.....	221	Giant	236	Monster.....	246	Warhorse.....	258
Bone Machine.....	222	Goblin.....	236	Muttering Maw.....	247	Wraith.....	258
Boneguard.....	222	Golem.....	236	Nisse.....	248	Zombie.....	259
Broodling.....	222	Gorgon	237	Oculus	248	Characters	259
Burrowing Centipede	223	Grave Thrall.....	237	Ogre	249	Customizing Creatures.....	262
Catoblepas	223	Great Cat.....	238	Ooze.....	249	Character Templates.....	265
Chainbound	224	Gremlin.....	238	Orc.....	250	Creatures by Difficulty	267
Changeling.....	224	Griffon.....	238	Phantom	250	INDEX.....	268
Clockwork.....	225	Hag	238	Poltergeist.....	250	CHARACTER SHEET.....	272
		Halfling.....	239	Promethean.....	251		

FOREWORD

You had to know it was coming. Look back at *Exemplars of Evil*® ('08). Revealed early is the dark side.

Rob did a bunch of stuff with Green Ronin Publishing(2003-08), and then hooked up with Wizards of the Coast for 4e & 5e, and with Monte Cook for two top hits. So after all that coolness, what does he do? Goes off and starts his own company... with this book in mind. Sometimes that results in a day job. And then there are people like Monte and Rob.

I designed an edition once (now generically called "Classic"), but that was 30 years ago. Things have changed a bit. We've learned a lot about designing games, and even more about explaining them. Yet despite the difference in eras, this book and mine (the RC, a compilation my 4 boxed sets) have a lot in common. The mutual checklist:

**Complete in one book • easy to learn • with classic fantasy tropes • character depth with lots of options and futures
a quick start adventure • the local World • customization: How to make this Yours.**

But there we went our separate ways. I had a specific task, but Rob is unrestrained. ::shudder:: So first add a wrenching Horror/Weird component and some Steampunk. Expand with a huge variety of light and dark character options, paths, consequences... firm guidelines for story and pacing... but none of it taken too far. Quickly digestible, not exhaustive subsystems for everything.

For me, one of the best features is that the story takes 11 adventures to complete. I have to be pragmatic; time is limited for my gaming group—and yours. This we can handle.

And we'll have a blast along the way. Probably do it again if we can, using different characters and events. In this dark apocalyptic world, maybe we can overcome the odds and delay or prevent catastrophe. But we won't be coddled. Characters are going to die horribly, because the Demon Lord is coming.

I finish with something personal to me, and it was a delight to see it echoed by Rob. For decades, at hundreds of convention games with newfound friends, I've encouraged this style: You are on the players' side. You're part of the gaming group. Communicate, participate, don't dictate. The dice and plot may bring horror and death, but together as a group we can all enjoy the journey.

- Frank

Frank Mentzer wrote the D&D® game Classic edition of 1983-86, the first to be globally distributed and the best-seller of them all.

preface

About a billion years ago, I got my hands on a copy of *Warhammer Fantasy Roleplay*®. D&D® had been my game—at least until it was decided there was too much Satan in its pages for me to play and keep my soul intact, and so I was forced to find other games to scratch my roleplaying itch. The Old World of *Warhammer* proved a far darker and scarier place than anything D&D had to offer, and thus it had me entranced. It was a world of grim and perilous adventure, mud, madness, and blood oozing from its pages. The game held many frightening secrets, revealed hordes of daemons clamoring to tear the world apart, and presented an assortment of monsters both familiar and strange. *Warhammer* taught me many lessons about fantasy, lessons that cultivated an enduring appetite for dark, grim, and nasty adventure.

For the first game from my fledgling roleplaying game company, I could have done anything: a dark future of fast cars and the psychopaths who drive them, colonists stranded on a distant planet, self-aware microbes living inside an unhealthy human body. Fantasy has always been my first, true love and it's the well I go to first when playing and writing for tabletop roleplaying games. You'd think the itch for designing fantasy fun would have been properly scratched after spending the better part of three years on the fifth edition D&D design team, but it wasn't, as this book proves.

You see, D&D was never mine, nor was it owned by anyone else on the team. D&D is a game far bigger than the folks who have had the privilege to work on it. We labored in the shadows of giants, those gods of game design who had come before and provided us all with endless hours of adventure. As custodians of this game, our task was to produce something worthy of being included in the pantheon of editions and that would capture the best and brightest moments of all. To further complicate matters, we worked in the open, soliciting feedback from the keen-eyed and enthusiastic playtesters who would curb some of our more radical ambitions while embracing others. The result, as I'm sure you've seen, was a resounding success and people have come back to D&D in droves.

I discovered, after my time on D&D came to a close, I wanted something to call my own, a tabletop roleplaying game freed from canon and born from my imagination, shaped by my tastes and interests, all to produce a tabletop experience that matches those I have witnessed at game stores, at conventions, and at my gaming table and the tables of my friends. To feed this hunger, I began design on what would become *Shadow of the Demon Lord*, subjected the design to rigorous testing, designed and redesigned, clarified, scrubbed, cleaned, and more to arrive at this product that you now see before you.

Shadow of the Demon Lord is a distillation of everything I crave from fantasy games, presented in a tight and tidy package. It gives you the tools to tell horror stories set in fantasy worlds teetering on the edge of annihilation. It reveals horrible, terrifying things creeping under the cover of night. It presents magic that is both weird and powerful. And it gives you the tools to create flawed protagonists who might just have a chance to make a difference in the world before it's too late.

It has been a long and winding road to reach this point. There have been wonderful surprises and terrifying setbacks. I've put this game in its various incarnations in front of gaming tables from Seattle, Washington to Lake Geneva, Wisconsin, from Nashville, Tennessee to Indianapolis, Indiana. Along the way, I've met so many wonderful people, bright, funny, imaginative, and just as weird as me. These were the friends, new and old, who made the Kickstarter campaign a success and turned these words into a finished product. So before I go, thank you all. Thank you for your support in the campaign, your encouragement by email or by post, and for giving your time and imagination to playing this little game of mine.



—Robert J. Schwalb
July 2015



INTRODUCTION

The Demon Lord wears many masks. It is the One Foretold, the Destroyer of Worlds, the Hunger, the Shuddering One, the One Who Whispers, the Shadow in the Void, the Dark Between the Stars, and the Unspeakable One. Its will alone snuffs out the stars and its shadow ends realities.

Shadow of the Demon Lord is a roleplaying game set in a fantasy world's last days. Reality frays as time and space unravel, weakening the laws governing what's possible and what isn't. As a result of this deterioration, threats from beyond the universe intrude, vile demons spawned in the endless Void, hungering for the utter destruction of all things. Where they tumble free into the mortal lands, they bring death and doom to all.

These are dark times foretold by the oracles and prophets, shouted by preachers on their pulpits, and whispered on the hot winds swirling out from the gates of Hell. All the unrest, suffering, doom, and decline spread from the Demon Lord's shadow that creeps across the mortal world. It corrupts whatever it touches, twisting it to evil ends, fomenting madness, and quickening the doom this being demands. The resulting chaos has seen horrors long forgotten to rise up from their tombs to roam the lands as they once did. Armies muster over the most minor slights, bringing war, famine, plague, and death across the civilized lands.

As bad as things are, all is not yet lost. Exceptional men and women have a chance to delay or possibly avert the looming disaster. They come from all backgrounds. They are hard-bitten mercenaries, power-hungry sorcerers, and priests of inscrutable gods. They are the people living in the bowels of the earth and the cities' slums. They rise from the fighting pits, emerge from the academies, and venture from the farms and fields that sustain the great cities. These peoples, from all across the lands, come together in the world's hour of need to be its champions, its defenders, and, perhaps, its saviors.

PLAYING THE GAME

Shadow of the Demon Lord is a game of cooperative storytelling. You need a few friends to play, as many as you want, but you'll need at least two others to form the group. One of you becomes the Game Master and the rest act as players. Together, you and your friends tell a story of your creation focusing on the characters you create and play.

THE GAME MASTER

The Game Master (GM) acts as narrator and rules arbiter. The GM decides what obstacles must be overcome, creates the plots, keeps the story moving forward, and, above

all, decides what happens, what doesn't, and what might happen with a bit of luck.

The GM decides what the player characters (PCs) face, fight, and must overcome to reach their objectives. The Game Master controls the monsters the PCs battle, decides what traps lie in wait, concocts the villains' diabolical schemes, and decides all the other challenges the characters face. All this might suggest that the GM is opposed to the characters, but this is not the case. The GM is not an adversary to be overcome but a partner in the telling of good stories, and acts as the players' advocate within the parameters set by the game rules.

THE PLAYERS

Everyone else in the group is a player. As a player, you interact with the game using a character. Your GM can provide you with a character or ask you to make a character using the rules in this book. In either case, you control your character and make all decisions about how your character acts, reacts, and behaves in the game. You assume the character's persona during gameplay and make decisions based on your character's personality.

THE GAME

You play the game by talking to each other. The GM presents situations and players describe how their characters react to those situations. The players tell the GM where their characters go and what they attempt to do, and the GM tells them what happens next. The GM interprets described activities using common sense, considering the implications of how those actions affect the story, or, when all else fails, by turning to the rules.

THE STORY

The game focuses on a group of characters who come together to achieve common objectives. They assemble by accident or by intent. One group might have begun as a band of pilgrims determined to lay eyes on the site of the New God's ascension. Another might come from the ranks of an acting troupe, the various characters coming together to survive an attack by wild beastmen. Another still might be made of childhood friends, soldiers serving in the same military unit, or thralls in service to a common master.

What the group does once it forms depends on the reasons for staying together. A band of adventurers could seek fame and fortune, venturing into dangerous places to wrest treasures from monsters. A mercenary company can safeguard a land, investigate threats, go on combat missions, and root out traitors and spies embedded in their

ranks. Groups working for a patron undertake missions on their master's behalf, such as traveling to distant lands to recover a vital relic or an ancient tome containing the only copy of a powerful incantation, or to sabotage cultists using magic for unspeakable ends.

MORAL AMBIGUITY

Neither the player characters nor the people they meet in the game neatly fit into the categories of good or evil. Most are somewhere between the two. One person might be kind and generous despite having murdered several people. A cruel and vicious tyrant could be nice to animals. Characters are complex. The "good guys" have fatal flaws and the "bad guys" have redeeming qualities or, at least, a reason for their villainous behavior.

THE END IS NEAR

In *Shadow of the Demon Lord*, the characters live in the land's last days, on the frontiers of a civilization tumbling into ruin, all brought about by vile cultists in service to an insane and monstrous being eager to claw its way from the Void and plunder the world and all of creation for souls. Here, death stalks the land. One can hear the gibbering and hooting cries of the insane as an unholy chorus in the darkest hours of the night. Rapacious dragons wing overhead, soaring through the skies, while devils, twisted faerie, scuttle out from the depths of Hell to tempt mortals to darkness. All these threats and more lie in wait for the unwary and incautious.

DANGER EVERYWHERE

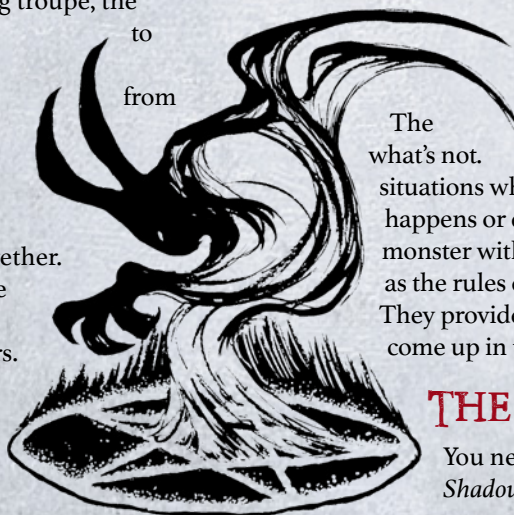
The world is dangerous. The game has no expectations about player character survival. The overly bold and the reckless meet swift and sudden ends. The characters might not win every fight, and not every battle is winnable. Sometimes the best solution is to run away. *Shadow of the Demon Lord* can be a harsh and unforgiving game, one in which death can come at any time for the characters.

THE RULES

Shadow of the Demon Lord uses rules to supplement the storytelling. The rules describe what's possible and what's not. They also tell you how to resolve situations when you're not sure if the activity happens or doesn't, such as when you attack a monster with a weapon or a spell. But, as helpful as the rules can be, they exist to supplement play. They provide you with solutions to challenges that come up in the story.

THE DICE

You need at least one set of dice to play *Shadow of the Demon Lord*. A set includes at



least one die with 20 sides (d20) and at least three dice with 6 sides (d6). Physical dice are best and are available at most hobby and game shops. You can also use one of the many dice-rolling apps available for phones and tablets.

DICE EXPRESSIONS

The rules use a shorthand expression for all other dice rolls. The shorthand is “xdy.” The “x” is a number that tells you how many dice to roll. The “d” stands for die or dice. The “y” is a number that tells you what kind of dice to roll. This number is 6 or 20.

So if you see “2d6,” roll two 6-sided dice and add them together. If you see “1d6 + 2,” you roll a d6 and add 2 to the number.

1D3

When the rules instruct you to roll a d3, you roll a d6 and treat rolls of 1 or 2 as if you had rolled a 1, rolls of 3 or 4 as if you had rolled a 2, and rolls of 5 or 6 as if you had rolled a 3.

ROUND DOWN

Whenever you end up with a fraction, such as from halving damage, always round down to the next lowest whole number.

OTHER STUFF YOU’LL NEED

In addition to this book and dice, you need something to write with, something to write on, and a copy of the character sheet. You can copy the one in the back of the book or download one from schwalbentertainment.com.

EXAMPLE OF PLAY

The characters played by Heather, Jay, Larry, Leslie, and Troy together form a group working for a powerful wizard named Astronicus. The wizard sent them to investigate the troubles plaguing the tiny town of Thorpe. There, a demon named the Quivering Prince has slipped into the world and has been corrupting the locals, compelling them to turn against one another in an orgy of violence. Last session, the group discovered the existence of a powerful incantation capable of forcing this demon back into the Void. Only one copy of the incantation remains—and it is in the *Tome of the Nailed Tongue*, which they believe is interred inside the Tomb of the Deceiver. The group has just found the tomb and Troy’s character, Garrison, have pushed open the door to the tomb’s antechamber.

Dan (as GM): The door makes a terrible racket as you open it into the antechamber’s darkness. Light from outside reveals a broken and cracked stone floor littered with



pottery shards and broken bones. It’s too dark to see any farther into the room. What do you do?

Jay (as Gunter, a dwarf warrior): I have darksight. Do I see anything else?

Dan: You see the room is about 8 yards square. Fat pillars line the walls to either side, each carved to look like there’s a serpent coiled around it. Two high-backed chairs flank a set of double doors directly across from you. Heaped in each chair is a pile of entrails, glistening and fresh.

Leslie (as Mara, a human rogue): Well, I can’t see anything. I light my lantern.

Dan: OK. Sounds like a good idea. What about the rest of you?

Larry (as Cecil, a goblin priest): Hmm. I’d like to inspect the floor to see if there are any traps, tracks, or anything, really.

Heather (as Rene, a clockwork magician): And I will cast *arcane sight* to see if there’s any magic here.

Dan: Gotcha. What about you two?

Jay: I draw my warhammer and ready my shield. I don’t like the look of those entrails.

Dan: Troy?

Troy (as Garrison, a human warrior): I draw my longbow and nock an arrow.

Dan: Great. OK. Leslie, you light your lantern and light fills the chamber. You can see that painted on the walls between the pillars are images of demons eating people. It’s nasty stuff.

Larry, give me a Perception challenge roll.

Larry: Will do. (Rolls a d20.) I got a 12. My Perception modifier is a +2, so that’s 14.

Dan: Fantastic. You examine the floor and you see a thin wire stretched across the entrance at about ankle height. You might have missed it if it hadn’t been for all the dust.

Heather, your eyes roll back in your head as the spell takes effect. You perceive a flickering aura around the chairs, specifically on the guts.

Heather: Hmm. I know stuff about magic since I have the academic (magic) profession. Do I know anything about that aura?

Dan: You’re pretty sure it’s Forbidden magic. The dark and nasty stuff.

Heather: Probably demonic. Be careful, guys.

Larry: So, Mara, can you do anything about this trap?

Leslie: Sorry. I'm not that kind of rogue. We can step over the tripwire, though, right?

Dan: Yep.

Jay: Enough talk. I enter the room. Oh, and I step over the tripwire.

Dan: OK. What about the rest of you?

Troy: I'll cover the dwarf.

Heather: I'll go in.

Leslie: I'll stay with Garrison.

Larry: I'm going to move alongside the tripwire to one of those columns.

Dan: Got it. Gunter, you step into the room, over the tripwire, but when you do, the entrails begin to quiver and gather themselves up until they take humanoid forms. Ghostly green light flickers around the greasy organs and you see dung sliding through the meat. They lurch toward you! They're horrifying, so I need everyone to make Will challenge rolls.

(Each player rolls a d20.)

Jay: 12

Leslie: 8

Heather: 10

Larry: 15

Troy: I got a 20!

Dan: You all succeeded except Leslie. Sad face. Seeing this is too much for you. Gain 1 Insanity, and you become frightened for a number of rounds equal to your Insanity total.

Leslie: I'm already crazy. That's 4 points. Crap! Who wants to run?

Heather: Suck it up, you.

Dan: Who wants to take a fast turn?

Jay: I do. Am I close enough to attack?

Dan: Sure. Make an attack roll against the target's Defense.

Jay: OK. (He rolls a d20.) I got a 14 on d20 plus my Strength modifier of +3 puts me at 17. Take that, chum monster!

Dan: That's more than enough to succeed. How much damage?

Jay: Let me roll. (He rolls 2d6.) I did 8 damage.

Dan: A solid hit! Anyone else? No? OK. The walking

entrails are going to take their turns. Jay, they both throw ropes of their bodies at you. One gets a 17 and the other a 13. Succeed?

Jay: Damn! Yeah, the first one got me.

Dan: Take 5 damage as the slippery entrails wrap around your body and tighten with an iron grip. That's it for me. Anyone else want to take a turn?

Heather: I'll take a slow turn. I'm going to move into position and cast *unerring darts*. I'm sending all seven at the last bag of guts. Each one deals 1 damage so that's 7 damage total.

Dan: The darts rip through the soft tissue, causing blood and feces to go everywhere. It's still up though. Anyone else?

Leslie: Screw this. I pull my pistol and shoot the guts in the face.

Dan: Make an attack roll . . .

. . . And the game continues.

USING THIS BOOK

How you use this book depends on whether you are a player or the GM.

PLAYERS

Unless the Game Master provides you with characters, you need a character to play the game. Start with **Chapter 1** and follow the instructions to make your character.

When you have finished your character, familiarize yourself with **Chapter 2**. That chapter contains all the game's rules. You might keep this chapter handy while you play so you can refer to the rules when you need them.

As your group's level increases, you will use other parts of the book.

GAME MASTER

If you intend to be the Game Master, start by making a character, using the rules in **Chapter 1**. Being familiar with the process makes it easier for you to help others make their characters. When you have a handle on creating characters, move on to **Chapter 2** for a look at the rules and **Chapter 9** for guidance on how to be a Game Master and to create adventures. You don't have to have perfect knowledge of how the game works, but familiarity helps you when it comes time to run the game. You can find predesigned adventures on schwalbentertainment.com.





character creation

You need a character to play *Shadow of the Demon Lord*. A character is the persona you adopt when you play the game, the individual you pretend to be in the troubled world of the Demon Lord. The Game Master can provide you with a character or you can create one using the rules in this chapter.

When you create a character, you make all the decisions about what your character looks like, how your character thinks and behaves, and how your character fits into the game's setting. These decisions set the stage for the story to come and help you portray the character in a consistent manner.

ANCESTRIES

The first thing you do to create your character is to pick your ancestry. Ancestries tell you something about your homeland, culture, religious inclination, and appearance. As well, they indicate areas in which your character excels and where your character might be wanting.

The following ancestries are among the most common to the lands of the Northern Reach. Other ancestries might be available at your GM's discretion.

- **Humans** are a diverse people encompassing numerous civilizations, cultures, and ethnicities. They are the dominant people in the world. Humans excel in any path they choose.
- **Changelings** conceal their hideous forms behind identities stolen from other creatures so they can move more freely through the lands. Changelings make exceptional magicians and rogues.
- **Clockworks** are people created by binding souls stolen from the Underworld to mechanical bodies. Clockworks have many different forms, and their origins determine the paths they will walk.
- **Dwarfs** are an elder race cursed by the gods for their vanity and doomed to toil and dig in the earth for the treasures they covet. Dwarfs make powerful warriors and priests.
- **Goblins** are exiles from the realms of faerie, forced to live among humanity or on the edges of human lands. They are a filthy, grubby people of low character and malicious disposition. Goblins do well as rogues and magicians.
- **Orcs** were made from dark magic to be the ultimate slave soldiers in the Empire's armies. Brutish, strong, and violent, they exceeded expectations and helped their masters conquer the continent. They have recently thrown off their shackles and taken their destiny into their own hands. Bred for battle, orcs make strong warriors and deadly rogues.

1 character creation

ANCESTRY BENEFITS

Ancestries provide you with story cues that guide how you might play your character and tell you your character's starting traits.

ANCESTRY STORY

In each ancestry, you will find suggestions about how those people fit into the game, their behavioral tendencies, and how they interact with others. These story elements offer generalizations to help you understand the ancestry and to give you ideas about how to play the character, but they are only suggestions. Just because most orcs are violent

LANGUAGES OF THE NORTHERN REACH

The following languages are used throughout the lands of the Northern Reach.

- **Common Tongue:** The dominant language in the ruined lands of the Empire, merchants cobbled the Common Tongue (or just Common) from local languages to facilitate trade. It uses its own alphabet.
- **Dark Speech:** A guttural language filled with hard consonants, Dark Speech originated centuries ago in Gog, the accursed kingdom that spread across the lands of Rûl and was cast down and destroyed by the Empire's founders. Beastmen, cultists, and others seeking forbidden knowledge learn and use this language.
- **Dwarfish:** The language of the dwarfs has a harsh sound, a precise lexicon, and long, compound words. It uses a runic alphabet.
- **Elvish:** The language used by the elves and other faerie has a soft and musical sound, perfectly suited for singing and reciting poetry. Elvish uses its own script, its characters flowing into one another.
- **High Archaic:** The language of scholarship and magic, few people use High Archaic in conversation. It uses the same alphabet as the Common Tongue.
- **Trollish:** The language of the trolls is as ugly as Elvish is beautiful. It belongs almost exclusively to trolls and giants, and it sounds like a mixture of grunts and barks. It uses a runic alphabet similar to Dwarfish.
- **Secret Language:** Many organizations use secret languages to communicate. Druids, assassins, thieves, and even rangers use such languages.
- **Dead Languages:** Many languages fall out of common usage. The GM can introduce languages from lost peoples and languages that have largely fallen out of favor. Such languages may be important for deciphering ancient scrolls and tomes.

and temperamental doesn't mean you can't play an orc who is compassionate, kind, and noble. Similarly, your goblin might reject the filth and squalor in which these exiles seem so comfortable. Instead, your goblin could be quite fastidious about personal hygiene. So while the story suggestions provide you with a ready-to-play character concept, feel free to expand, alter, or abandon them to play the character *you* want to play.

ANCESTRY TRAITS

Statistics are the numbers that describe your character's capabilities. Just record the information in the spaces provided on your character sheet. The mechanics include all of the following.

ATTRIBUTES

Four attributes describe your character's fundamental capabilities. They are Strength, Agility, Intellect, and Will. For each attribute, you have a **score** and a **modifier**. For information on what attributes mean and how you use scores and modifiers, see Chapter 2.

SCORES

A score is a number ranging from 1 to 20. Average people have a score of 10. Record the starting scores from your ancestry in the spaces provided on your character sheet.

- **Adjusting Scores:** You can increase one score by 1 by decreasing another score by 1. You can make this adjustment only once.
- **Increasing Scores:** Your scores increase as your group's level increases.

MODIFIER

Your score determines your modifier. It is equal to the score minus 10. So if you have a 12 Strength, your Strength modifier is +2. Note the modifiers for each attribute in the spaces provided.

CHARACTERISTICS

In addition to attributes, your character has several characteristics that include Defense, Health, healing rate, Perception, Size, Speed, Power, Damage, Insanity, and Corruption. Your ancestry tells you the numbers you assign to each. Information about using characteristics is in Chapter 2.

CHARACTER SHEET

A character sheet, such as the one found at the end of this book, has places for you to record all the important mechanics for your character. You can use a copy of the provided sheet or note important information about your character on scratch paper. In either case, you reference this information during play.



LANGUAGES AND PROFESSIONS

Your ancestry tells you the languages you can speak as well as any you know how to read and write. See the **Languages of the Northern Reach** sidebar for descriptions. In addition, your ancestry might grant you an additional profession. Professions are described after ancestries in this chapter.

TALENTS

Record any talents gained from your ancestry on your character sheet, noting what they do.

LEVEL 4 BENEFITS

You gain the level 4 benefits when your group reaches level 4.

ANCESTRY TABLES

Your ancestry presents several tables you can use to determine your character's background, appearance, personality, and other story elements. You can roll dice to randomly determine these elements, choose them, or come up with something else instead. When looking at each entry on the tables, bear in mind that the descriptions are relative to your ancestry, so your character could be short for a goblin or might be an orc who repels other orcs in terms of appearance.

HUMAN

Determination, resourcefulness, and sheer numbers helped humanity rise from its humble, primitive origins to become the most widespread and numerous people in the world. Few places have escaped human expansion, and settlements exist in mountains and swamps, desolate wastes and verdant plains. Human civilization has defined the last thousand years of history and continues even as the shadow falls.

- **Many Variations:** Humans comprise many different ethnic groups. Skin tones can range from almost black to albino white, or green, blue, orange, pink, or something else. Some humans have patterned skin, stripes, thick body hair, or no hair at all. Humans also have many different shapes and sizes. They range from 3 to 7 feet tall and weigh from 50 to 500 pounds or more. Most humans live about seventy years.
- **Strength in Numbers:** Community plays a strong role in human civilization. People are stronger when they work together than when they work alone. The resulting tribalism has been a source of strength and a great asset in human expansion, but it has also been a source of conflict that erupts into violence between rival groups.
- **Diverse Natures:** Noble or crude, virtuous or wicked, courageous or craven, greedy or selfless—most humans fall somewhere between these extremes and behave in a way that looks after their interests and those of their loved ones.

1 character creation

- **Religious Inclinations:** Few humans question the gods' existence, and many find their life's meaning in worshipping one or more gods. In the Northern Reach, humans might belong to the Cult of the New God, follow the tenets of the Old Faith, or practice witchcraft. See Chapter 8 for details on religions.
- **Common Names:** Aengus, Agnes, Aine, Alice, Anselm, Beatrice, Brendan, Caitlin, Cormac, Ella, Fiona, Geoffrey, Giselle, Henry, Joan, John, Kane, Kiera, Margery, Richard, Roisin, Rordan, , Saraid, Seamus, Walter, and Yvonne.

CREATING A HUMAN

Starting Attribute Scores Strength 10, Agility 10, Intellect 10, Will 10. Choose one attribute and increase it by 1.

Perception equals your Intellect score

Defense equals your Agility score

Health equals your Strength score

Healing Rate equals one-quarter your Health, round down Size 1/2 or 1, **Speed** 10, **Power** 0

Damage 0, **Insanity** 0, **Corruption** 0

Languages and Professions You speak the Common Tongue, and you can either speak one additional language or add a random profession.

LEVEL 4 EXPERT HUMAN

Characteristics Health +5

You either learn one spell or gain Determined.

Determined When you roll a 1 on the die from a boon, you can reroll the die and choose to use the new number.

HUMAN BACKGROUND

d20	Background
1	You died and returned to life. You start the game with 1d6 Insanity.
2	You were briefly possessed by a demon. You start the game with 1 Corruption.
3	You spent 1d6 years as a prisoner in a dungeon.
4	You murdered someone in cold blood. You start the game with 1 Corruption.
5	You caught and recovered from a terrible disease.
6	You belonged to a strange cult and saw many strange things. You start the game with 1 Insanity.
7	The faerie held you prisoner for 1d20 years.
8	You lost a loved one and their loss haunts you still.
9	You lost a finger, a few teeth, or an ear, or you gained a scar.
10	You earned a living working in your profession.
11	You fell in love and the relationship ended well or is ongoing.
12	You have a spouse and 1d6 -2 children (minimum 0).
13	You traveled extensively. You speak one additional language.
14	You received an education. You know how to read the Common Tongue.
15	You saved your town from terrible monsters.
16	You foiled a plot to kill someone important or you brought a killer to justice.
17	You performed a great deed and are a hero to the people in your hometown.

d20 Background

18	You found an old treasure map.
19	Someone important and powerful owes you a favor.
20	You came into money and start the game with 2d6 cp.

HUMAN PERSONALITY

3d6 Personality

3	You are cruel, wicked, and self-serving. You enjoy making others suffer.
4	You are erratic and unpredictable. You have a hard time keeping your word and tend toward capricious behavior.
5-6	Might makes right. Obedience to authority is the highest ideal.
7-8	You look after yourself first and foremost. You're not above double-crossing friends.
9-12	You put your interests and those of your friends above all else.
13-14	You help others because it's the right thing to do.
15-16	You try to do what you think is right, even if it breaks laws and social conventions.
17	Your honor and duty guide everything you do.
18	You are committed to good and noble causes, and you never stray from your beliefs even if your insistence would cost you your life.

HUMAN RELIGION

3d6 Religion

3	You belong to a cult dedicated to a dark power.
4	You belong to a heretical sect.
5-6	You were raised in the teachings of witchcraft.
7-10	You follow the tenets of the Old Faith.
11-15	You belong to the Cult of the New God.
16-18	You have no religion.

HUMAN AGE

3d6 Age

3	You are a child, 11 years old or younger.
4-7	You are an adolescent, 12 to 17 years old.
8-12	You are a young adult, 18 to 35 years old.
13-15	You are a middle-aged adult, 36 to 55 years old.
16-17	You are an older adult, 56 to 75 years old.
18	You are a venerable adult, 76 years old or older.

HUMAN BUILD

3d6 Build

3	You are short and thin.
4	You are short and heavy.
5-6	You are short.
7-8	You are slender.
9-12	You are average in height and weight.
13-14	You are a bit overweight.
15-16	You are tall.
17	You are tall and thin.
18	You are very tall and heavy.

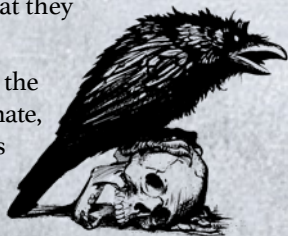
HUMAN APPEARANCE

3d6	Appearance
3	You are hideous. You look like a monster. Children cry when they encounter you, the weak of heart faint when they see you, and one person vomited after getting a good look at your face.
4	You are ugly, and people find your visage unpleasant thanks to a scar, wen, beetling brows, boils, piles, a wandering or weeping eye, or something else of a similar magnitude.
5-6	Most consider you homely: not quite ugly, but a bit worse than plain.
7-8	You are plain and uninteresting to look upon. People notice you, but your appearance fails to make an impression.
9-12	You are perfectly average in appearance. You look like everyone else.
13-14	You have a physical quality that makes you attractive to others. You might have pretty eyes, lips, hair, shape, or something else.
15-16	You have several attractive physical qualities that make you quite comely.
17	You are one of the great beauties in the land, an individual of almost unsurpassed form and appearance. People notice you.
18	You put beautiful people to shame. You are so striking, heads turn to follow you wherever you go. People become infatuated with you, stumbling over their words and feeling flustered when you show them attention. There's a fine line between love and hate. Should you spurn the attentions of people you enamor, their affection might sour to resentment and even hatred.

CHANGELING

Faerie create changelings to conceal the absence of children they steal. They construct a changeling from natural materials and use magic to give it the appearance of the missing child. The magic often fades after a few weeks, but sometimes it lingers and lets the changeling grow up to become a real person.

- **Many Masks:** Changelings can use their magical nature to adopt the forms of anyone they see. They assume different forms to conceal their true nature, forms that most deem hideous and unsettling. When stripped of their disguises, changelings look like humanoids formed from dirt, sticks, and rocks, with glowing green eyes set in otherwise featureless faces. Changelings in their natural form stand 5 feet tall and weigh 90 pounds.
- **Changeable Identities:** Constantly changing identities has a deleterious effect on changeling personalities. Most mimic the attitudes and outlooks of the people around them, having no particular views themselves or, if they have them, burying them so deep they cannot remember who they started out being or what they hope to become.
- **Common Names:** When not using the names of the people they impersonate, changelings use nicknames such as Coy, Jester, Mirth, Rook, Shadow, Slick, or Sly.



CREATING A CHANGELING

Starting Attribute Scores Strength 9, Agility 10, Intellect 10, Will 10
Perception equals your Intellect score + 1
Defense equals your Agility score
Health equals your Strength score
Healing Rate equals one-quarter your Health, round down
Size 1, Speed 10, Power 0
Damage 0, Insanity 0, Corruption 0
Languages and Professions You speak the Common Tongue.
Immune damage from disease; **charmed**, **diseased**
Iron Vulnerability You are impaired while in contact with iron.
Shadowsight You see into areas obscured by shadows as if those areas were lit.
Steal Identity You can use an action to alter your appearance to match that of a target living creature you can see within short range. The target must be Size 1 or 1/2 and have a humanoid shape of flesh and blood. Your body changes so you look like the target, though your clothing and possessions remain unchanged. The effect lasts until you use this talent again. If you become incapacitated or touch an object made from iron, you immediately revert to your normal appearance.

LEVEL 4 EXPERT CHANGELING

Characteristics Health +4
 You either learn one spell or gain Doppelganger's Advantage.
Doppelganger's Advantage You can use a triggered action on your turn to use Steal Identity. As well, when you steal a creature's identity, your attack rolls against that creature are made with 1 boon while you have that creature's appearance.

CHANGELING TRUE AGE

3d6	Age
3	You are a child, 8 years old or younger.
4-7	You are an adolescent, 9 to 14 years old.
8-12	You are a young adult, 15 to 25 years old.
13-15	You are a middle-aged adult, 26 to 40 years old.
16-17	You are an older adult, 41 to 60 years old.
18	You are a venerable adult, 61 years old or older.

CHANGELING APPARENT GENDER

d6	Starting Form
1-3	You appear to be male.
4-6	You appear to be female.

CHANGELING APPARENT ANCESTRY

3d6	Starting Form
3-4	You appear to be a goblin. Go to the Goblin ancestry entry to determine your age, build, and appearance.
5-7	You appear to be a dwarf. Go to the Dwarf ancestry entry to determine your age, build, and appearance.
8-15	You appear to be a human. Go to the Human ancestry entry to determine your age, build, and appearance.
16-17	You appear to be an orc. Go to the Orc ancestry entry to determine your age, build, and appearance.
18	The GM determines your ancestry, age, build, and appearance.



CHANGELING BACKGROUND

d20 Background

- 1 You only recently discovered your true nature, and you are having a difficult time adjusting to your new reality. You start the game with 1 Insanity.
- 2 You have no idea that you're a changeling. You think you are a member of the ancestry whose form you adopted. Add an extra random profession. Until you become incapacitated or touch iron for the first time, you cannot use Steal Identity.
- 3 You were enslaved by a hag and forced to perform unspeakable acts as she commanded you. You start the game with 1 Corruption.
- 4 You murdered the person whose identity you stole so you could take over that person's life. You start the game with 1 Corruption.
- 5 When your "parents" learned what you were, they cast you out from your home and you were forced to make your own way in the world.
- 6 You ran away from home when you learned what you were and lived among the faerie for many years.
- 7 You have earned the enmity of a witch hunter. This foe hunts you and will try to kill you if your paths ever cross.
- 8 Fearful townsfolk drove you out of your hometown. You have grown to hate them and plot revenge.
- 9 The first time you stole someone's identity, you also stole a few of that person's memories.
- 10 You earned a living working in your profession.
- 11 You fell in love, and your lover is not aware of your true identity.
- 12 After you were exiled from your hometown, a druid or witch took you in and cared for you. You always have a home with this character.
- 13 You worked as an informant for the Inquisition.
- 14 You received an education. You know how to read the Common Tongue.
- 15 You learned a terrible secret while masquerading as someone else. Work out the nature of that secret with your Game Master.
- 16 Your parents raised you even though they knew what you were. Their love and encouragement gave you the stability you needed to grow into a mature personality.
- 17 The elf who made you recently found you and befriended you. You can call in one favor from that elf by speaking into a shell he or she gave you. The extent of the favor's power is subject to the GM's discretion.
- 18 You adopted the form of someone famous, powerful, and important.
- 19 You have ties to a criminal organization after being recruited into it for your magical gifts.
- 20 You came into a quantity of money and start the game with 2d6 cp.

CHANGELING QUIRK

d20 Quirk

- 1 You always speak in the third person.
- 2 Your eyes glow green in the dark.
- 3 Animals become nervous around you.
- 4 You can adopt only male forms or only female forms.