AGE 12+

LORDS OF WATERDEEP

BOARD GAME

™



DUNGEONS & DRAGONS®

RULEBOOK

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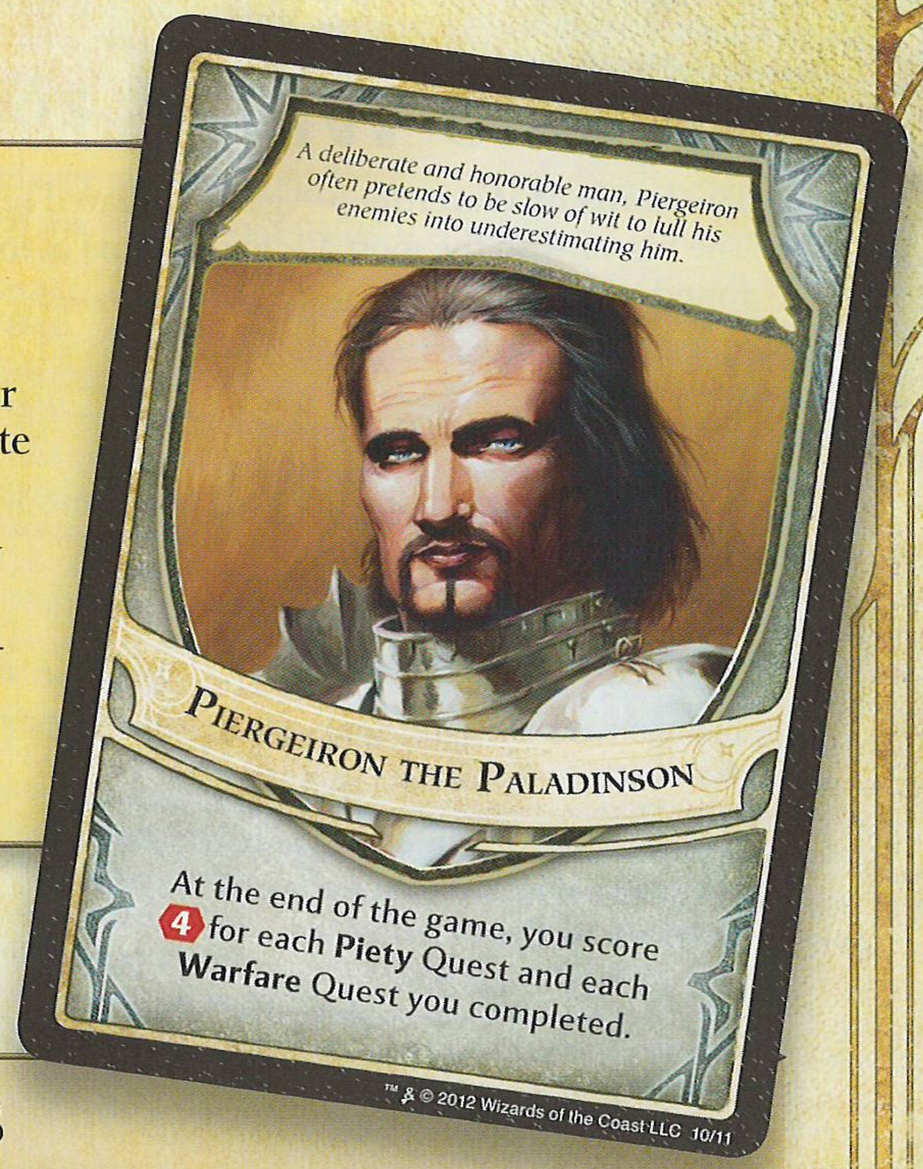
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Introduction

Welcome to Waterdeep, the City of Splendors! You are a Lord of Waterdeep, one of the secret rulers of this great city. Through your Agents, you recruit Adventurers to complete Quests and advance your agendas.

The Lords of Waterdeep all have the safety of their city at heart, but each one is also laying his or her own plans! Through back-door dealings, mercenaries, and plain old bribery, can you guide the city to become the greatest Lord of Waterdeep?



Game Components

- **Game board**
- **Rulebook**
- **Storage tray**
- **5 player mats**
- **100 Adventurer cubes:**
  - 25 Clerics (white)
  - 25 Fighters (orange)
  - 25 Rogues (black)
  - 25 Wizards (purple)
- **33 wooden pieces:**
  - 5 score markers
  - 25 Agents (5 of each color)
  - 1 Ambassador
  - 1 Lieutenant
  - 1 First Player marker
- **121 cards:**
  - 11 Lord of Waterdeep cards
  - 50 Intrigue cards
  - 60 Quest cards
- **170 die-cut pieces:**
  - 24 Building tiles
  - 45 Building control markers (9 of each color)
  - 60 Gold tokens
    - *50 1-Gold tokens*
    - *10 5-Gold tokens*
  - 36 Victory Point tokens
  - 5 100 VP tokens



How to Win

The **Lords of Waterdeep**™ game is played in eight **rounds**. The player with the most **Victory Points** at the end of the final round is the winner.

Setup

Before you can start playing, you'll need to spend a bit of time setting up the game.

Game Board

The game board represents the various Wards of the city of Waterdeep.

A track near the bottom edge of the board marks the passage of rounds, while another along the outside edge is used to track players' scores.

Unfold and place the game board in the center of the play area within easy reach of all players.



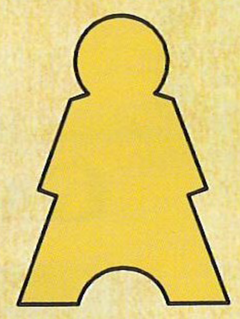
Agents

As a Lord of Waterdeep, you assign your **Agents** to further your interests in the city. There are 5 different colors of these wooden pieces, which represent various secret societies.

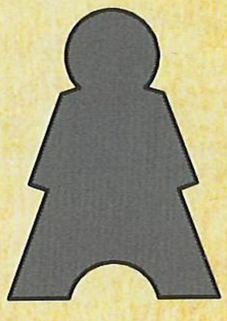
Each player chooses a color and takes Agents of that color. These form your **pool** of Agents. Place them on the "Agent Pool" area of your player mat.

The number of Agents in your pool depends on the number of players, as shown in the table below.

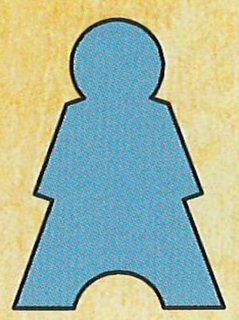
Number Of Players	Agents per Player
2	4
3	3
4	2
5	2



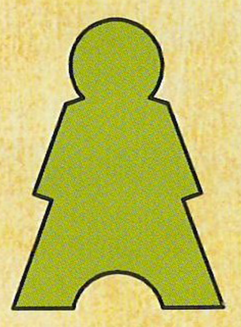
Knights of the Shield



City Guard



Silverstars

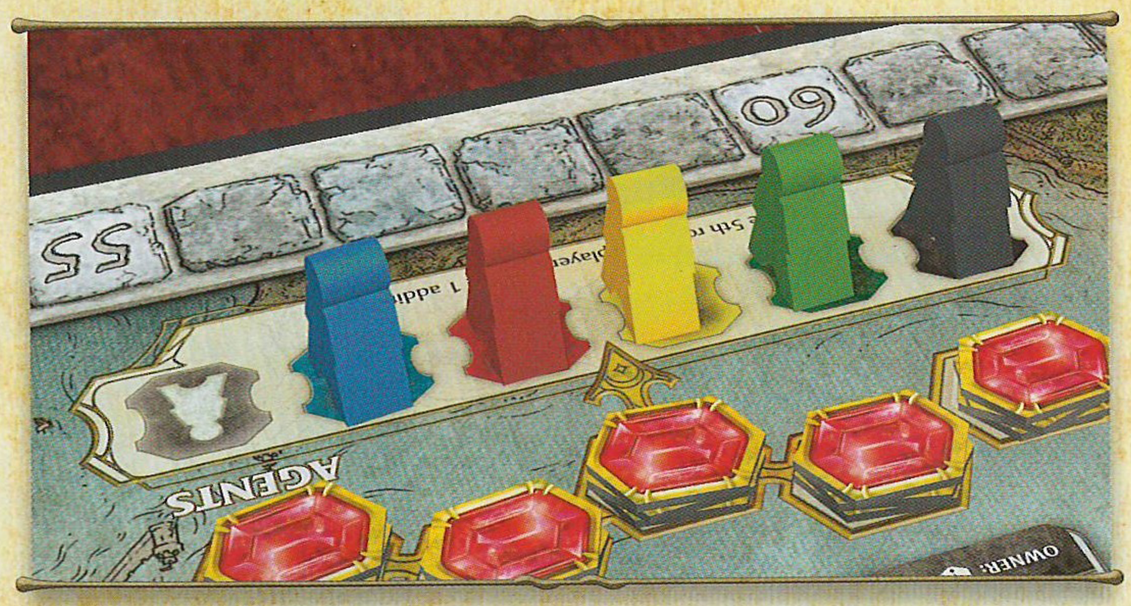


Harpers

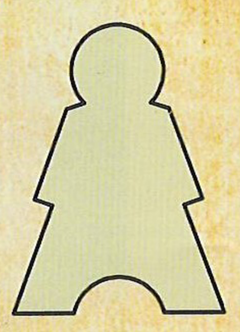


Red Sashes

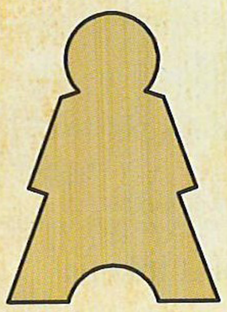
Each player also places 1 more Agent of his or her color near the Round 5 space of the rounds track. That Agent will be available for use on that round. A sixth (gray) space is included for use in future expansions.



In addition, the game contains 2 neutral Agent pieces: the **Ambassador** and the **Lieutenant**. These Agents do not begin play under anyone's control but can be added to a player's pool through game effects.



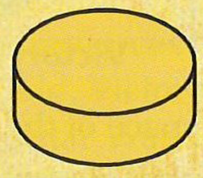
Ambassador



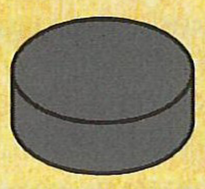
Lieutenant

Score Markers

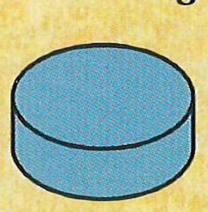
Each player has a circular wooden piece that matches the color of his or her Agents. Place these score markers on the scoring track in the space labeled "0."



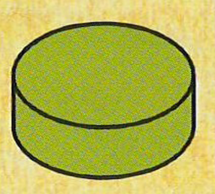
Knights of the Shield



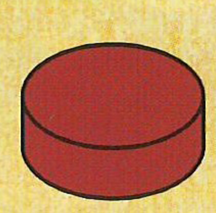
City Guard



Silverstars



Harpers

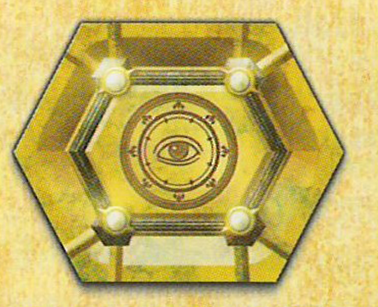


Red Sashes

Counters representing 100 Victory Points (VP) are provided to mark when a score marker passes the "0" space in play.



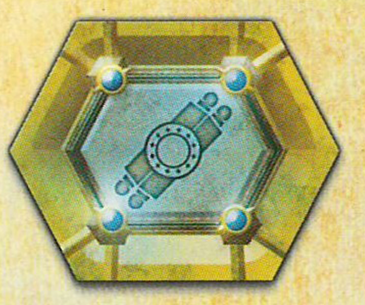
100 Victory Points



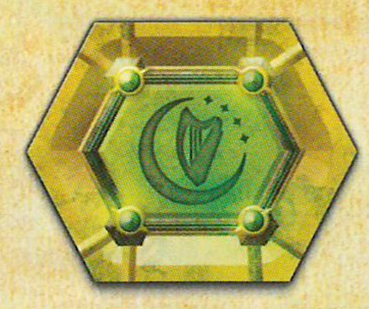
Victory Points Back
Knights of the Shield



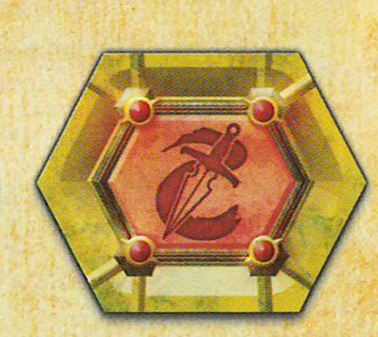
Victory Points Back
City Guard



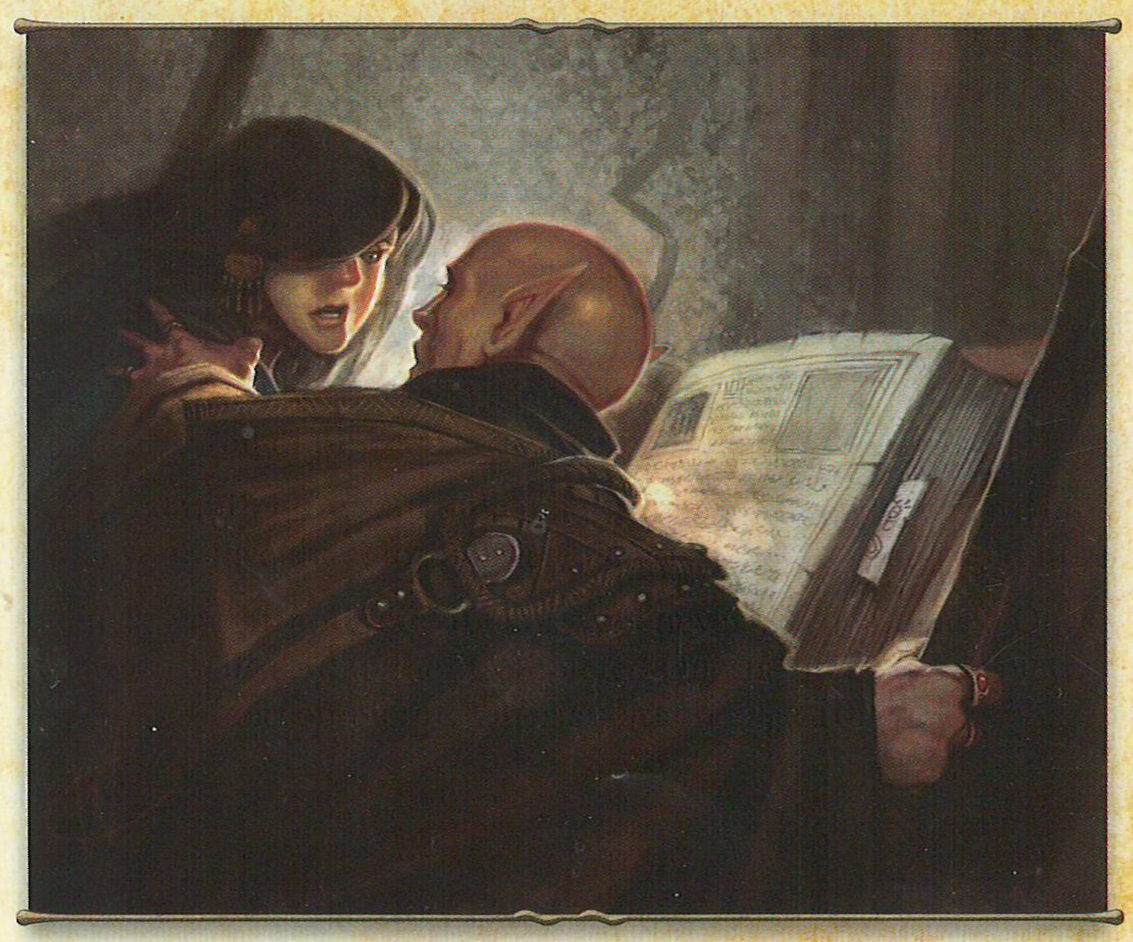
Victory Points Back
Silverstars



Victory Points Back
Harpers



Victory Points Back
Red Sashes



Player Mats

Each player takes a player mat that matches his or her Agents' color. This helps keep track of various game resources.



Agent Pool: Here is where you keep Agents that you have not yet assigned (see "Assign Agent" on page 8). At the end of the round, all of your assigned Agents return to your pool.

Tavern: This area holds the Adventurers you have hired until you use them to complete Quests. You also store Gold in your Tavern.

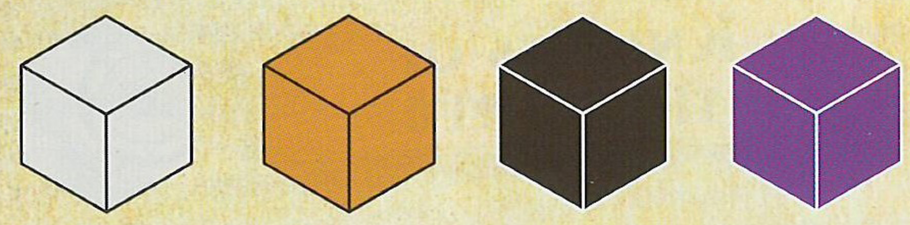
Completed Quests: Whenever you complete a Quest, you place its card in the "Completed Quests" area of your player mat. Rules for completing Quests start on page 10.

Adventurers

Your Agents hire various **Adventurers**, whether noble heroes or mere mercenaries, to accomplish various tasks.

There are four kinds of Adventurers, represented by wooden cubes: **Clerics** (white), **Fighters** (orange), **Rogues** (black), and **Wizards** (purple). Different Quests require different kinds of Adventurers to complete.

Along with Gold (see below), these cubes form the **supply**. Place them to the side of the game board, within easy reach of all players.



Cleric Fighter Rogue Wizard

If there aren't enough of a particular Adventurer type in the supply to hire, you can hire only as many as are available.

Other Pieces

The **Lords of Waterdeep** game includes several kinds of pieces, described below.

Building Control Markers

Each player has a number of die-cut tokens to indicate ownership of Buildings he or she has purchased. These tokens match the color of the player's Agents.



Knights of the Shield City Guard Silverstars



Harpers Red Sashes

Gold

Nothing comes cheaply in Waterdeep. Your Agents need plenty of cash to grease the wheels. **Gold** is used to buy Buildings, to complete many Quests, and to pay for other game effects.

Gold is represented by die-cut tokens, in denominations of 1 and 5 Gold. These also form part of the supply, which should be within easy reach of all players.



1 Gold (Heads) 5 Gold (Tails)

Victory Points

As you complete Quests, you score **Victory Points** (VP). Unpurchased Buildings accumulate VP over time, represented by die-cut tokens. As well, some Buildings and other game effects provide VP.



Victory Point (VP) token

Place 3 Victory Point tokens on each space of the rounds track.



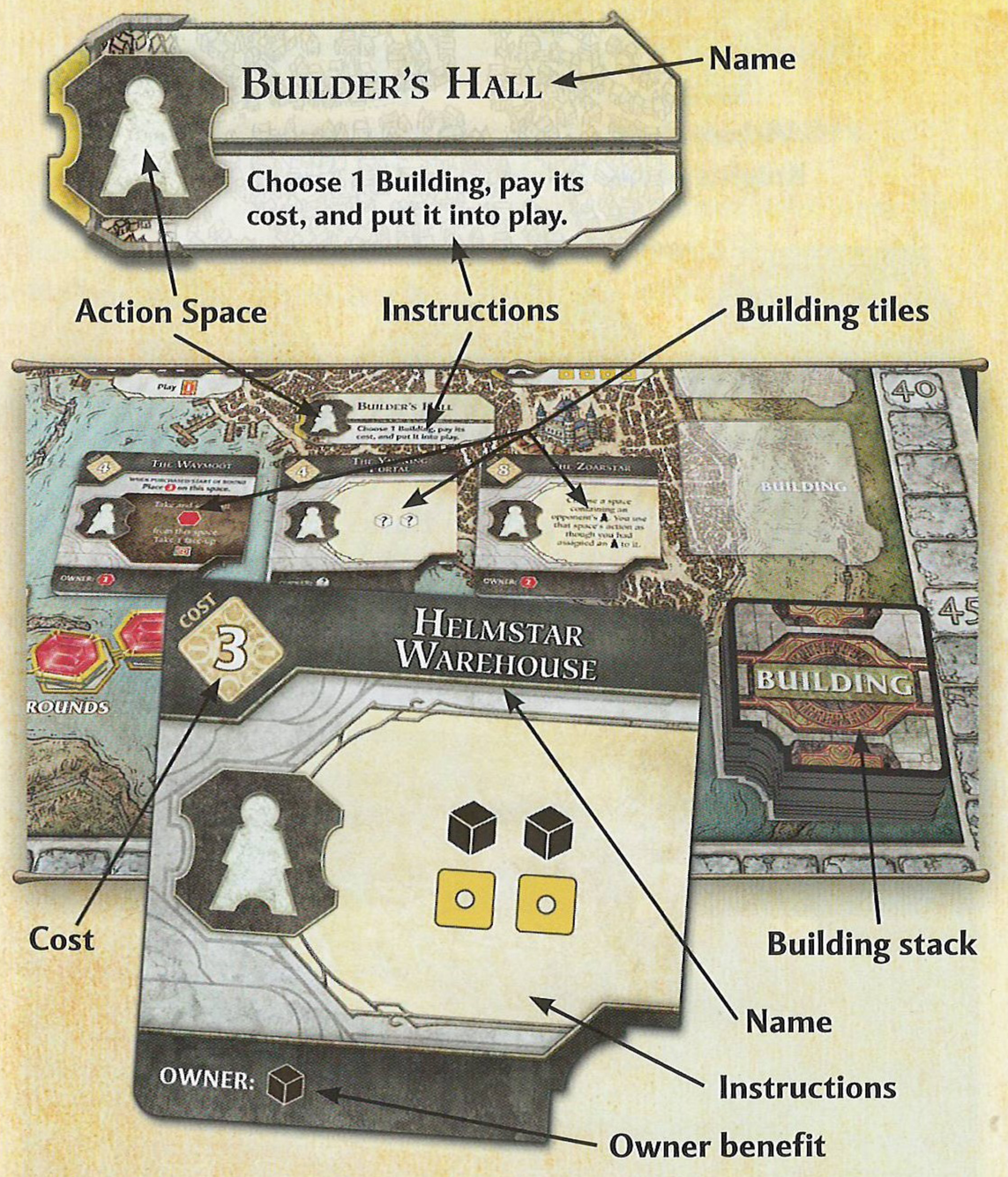
Buildings

The game board contains 9 basic **Buildings**, each of which has one or more **action spaces** to which Agents can be assigned. See "Assign Agent" on page 8 for more information.

There are also spaces for **Building tiles**, which players can purchase and put into play.

To start the game, draw 3 Building tiles and place them face up in each of the 3 spaces in Builder's Hall.

The remaining face-down Building tiles form a stack, placed in the labeled space on the game board near Builder's Hall.



Reading a Building

Each Building, whether printed on the game board or a tile in Builder's Hall, contains the same kinds of information. See "Assign Agent" on page 8 for more information.

Name: You can look up more detailed information about the Building by finding its name in Appendix 1: Buildings beginning on page 12.

Cost: The amount of Gold needed to purchase the Building. For example, Helmstar Warehouse costs 3 Gold.

Instructions: The resources that Building provides, which might be Adventurers, Gold, Victory Points, card draws, or other things. For example, Helmstar Warehouse provides 2 Rogues and 2 Gold.

Owner: The player who purchased the Building gains the stated benefit when any other player assigns an Agent to that Building (1 Rogue, in the case of Helmstar Warehouse).

Cards

Cards represent the tasks that Adventurers perform in your service, your sneaky manipulations, and secret victory conditions.

Lord Cards

The city of Waterdeep is secretly administered by powerful individuals known as the Lords of Waterdeep. Eleven Lord of Waterdeep cards ("Lord cards" for short) represent these hidden personalities.

Shuffle the Lord cards and deal 1 card face down to each player. Keep this card face down—your identity is a secret to your opponents.

Return the remaining Lord cards to the box, face down. They won't be used for the rest of the game.

Whenever a player must draw a card from an empty deck, shuffle all the cards in the respective discard pile to form a new deck and place them face down in the appropriate space of the game board. Do not shuffle any completed Quest cards back into the Quest deck.



Each Lord card grants bonus VP for meeting certain conditions, as described in its rules text. For example, Khelben Arunsun grants bonus VP for completing Arcana Quests and Warfare Quests.

Appendix 3: Lords of Waterdeep on page 20 summarizes the various Lords' abilities.

Quest Cards

As a Lord of Waterdeep, you advance your interests by completing **Quests**, represented by Quest cards. See "Complete Quest" on page 10 for more about acquiring and completing Quests.

Shuffle the Quest cards and deal 2 cards face up to each player. These cards form each player's **active** Quests.

Next, place 1 face-up Quest card in each of the 4 spaces of Cliffwatch Inn. The rest of the face-down Quest cards form the Quest deck. Place the deck in the labeled space on the game board near Cliffwatch Inn.



Intrigue Cards

Intrigue cards let you secretly manipulate others to advance your ends. But be careful—your fellow Lords of Waterdeep are also skilled in intrigue!

Shuffle the Intrigue cards and deal 2 cards face down to each player. Keep these cards hidden from your opponents. See "Play Intrigue Card" on page 9 for more information.

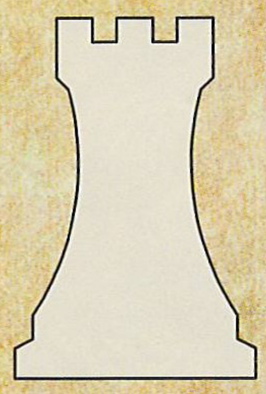
The rest of the face-down Intrigue cards form the Intrigue deck. Place the deck in the labeled space on the game board near Waterdeep Harbor.



Start Play

The player who has most recently been to another city goes first. Give that player the First Player marker.

The starting player gets 4 Gold. The player to his or her left gets 5 Gold, and so on. Each player receives 1 more Gold than the player to his or her right until all players have received starting Gold.



First Player marker

Sequence of Play

The **Lords of Waterdeep** game is played in **rounds**. During each round, players take **turns** in which they assign their Agents to various tasks.

The game ends after 8 rounds have passed. The player with the most VP at the end of the eighth round is the winner.

Start of Round

The rounds track on the game board starts out with 3 VP tokens on each round space, as shown in the setup instructions. The VP tokens also serve to mark which round it is.

At the start of each round, remove the 3 VP tokens from that round's space and place 1 VP token on each face-up Building in Builder's Hall.

When Purchased/Start of Round: Some Building tiles have special instructions to be followed when the Building is purchased and at the start of each round. If any of those Buildings are in play, follow the start-of-round instructions for each. (See Appendix 1: Buildings on page 12 for descriptions of these effects.)

Once all start-of-round effects are complete, players take turns in order.

Start of Round 5: Each player takes the extra Agent piece of his or her color from the space near the rounds track and adds it to his or her pool. The extra Agent is available for the rest of the game.

Actions in a Turn

Each player takes turns, one at a time, starting with the player who has the First Player marker and proceeding to that player's left.

During your turn, if you have Agents available to assign, you take one or both of the following actions.

1. **Assign Agent**
2. **Complete Quest**



Assign Agent

If you have any Agents in your pool, you **assign** 1 of them. To assign an Agent, place it on any **unoccupied** action space of a Building, whether a basic Building or one that has been put into play. You cannot place an Agent on an action space that contains another Agent (yours or another player's) or on Buildings that are not yet in play.

When you assign an Agent, follow the instructions for that action space. **You take that action just once.**

You cannot choose to pass your turn. If you have Agents available, you must assign 1 of them. (In the unlikely event that you cannot take an action on your turn, you must pass.)

If you have no more Agents available to assign, you can no longer take turns that round. For the rest of the round, play skips to the next player in order who still has available Agents.

Several basic Buildings have special rules, as described here. For detailed descriptions of all Buildings' effects, see Appendix 1: Buildings on page 12.

Basic Building



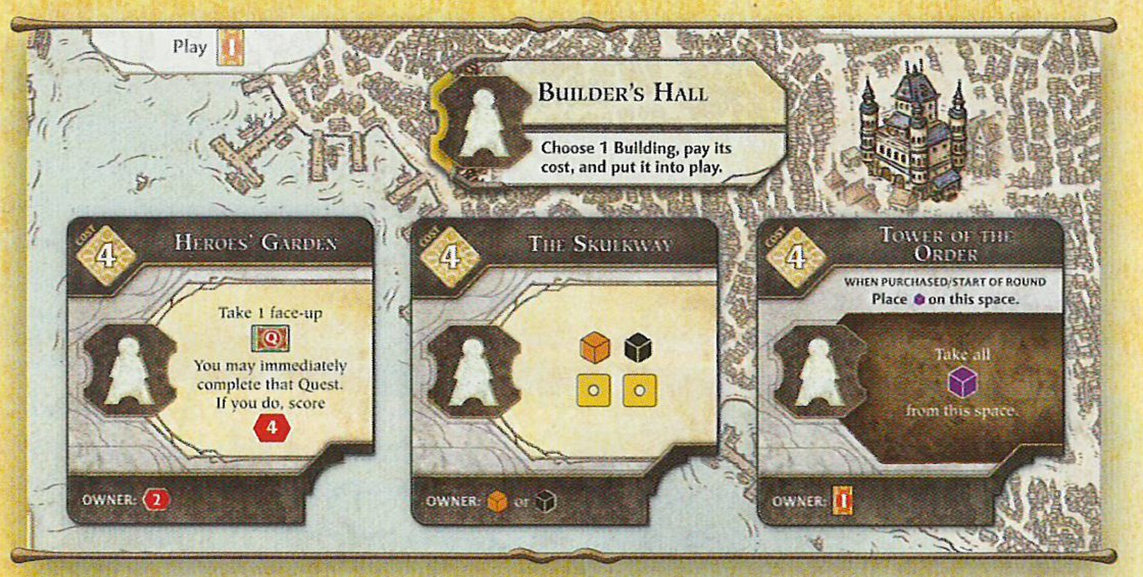
Advanced Building

Builder's Hall

Builder's Hall allows you to purchase Building tiles, which add new potential actions to the game.

Whenever you assign an Agent to Builder's Hall, choose one of the face-up Buildings available for purchase and pay its Gold cost. You immediately score any VP for that Building and place its tile in one of the open spots on the board. Place one of your control markers on that tile to show you are the owner.

After you purchase a Building, immediately draw the top tile of the Building stack and place it face-up on the vacated space.



Owner Benefit: Once a new Building is in play, it is available for anyone to assign an Agent to, just like any other Building on the game board. However, when someone **other than the owner** assigns an Agent to that Building's action space, the owner gains the benefit described in the tile's "Owner" line.

Cliffwatch Inn

Cliffwatch Inn has three action spaces instead of the usual one. You can assign more than 1 of your Agents to Cliffwatch Inn if it still has an open action space (but you still can't assign more than 1 Agent per turn).

Acquiring Quests: At the start of the game, this Building contains 4 face-up Quest cards. Assigning an Agent to Cliffwatch Inn is the usual way to get new Quests. However, each action space has a different effect.

You can choose any of the available action spaces when you assign an Agent to Cliffwatch Inn.

Whenever you take a face-up Quest card, immediately replace it with a new card from the Quest deck.



Action Space: Take 1 face-up Quest card from the available Quests, and take 2 Gold from the supply and place it in your Tavern.

Action Space: Take 1 face-up Quest card and draw 1 Intrigue card.

Action Space: Discard the face-up Quest cards from the available Quests. Draw and place 4 new Quest cards from the Quest deck, and then take 1 of the new face-up Quest cards.

Waterdeep Harbor

Waterdeep Harbor has three action spaces instead of the usual one. You can assign more than 1 of your Agents to Waterdeep Harbor if it still has an open action space (but you still can't assign more than 1 Agent per turn).

Assigning an Agent to one of those spaces has two effects.



1. Play Intrigue Card: By assigning an Agent to one of the action spaces on Waterdeep Harbor, you play a single Intrigue card from your hand. If you have no Intrigue cards, you cannot assign an Agent to Waterdeep Harbor.

When you play an Intrigue card, you follow its instructions immediately. **Its effect takes place just once.** For example, Lack of Faith forces each opponent to remove 1 Cleric ( ) from his or her Tavern if possible. If an opponent has more than 1 Cleric, you cannot force that player to remove additional Clerics with this card.

An Intrigue card can be an **attack**, a **utility**, or a **Mandatory Quest**.





Attack: Attack cards hinder or penalize opponents, often helping you in the process. For example, Lack of Faith is an attack that removes another player's Cleric.

Utility: These cards do something beneficial. For example, Call in a Favor lets you take resources of your choice from the supply.

Mandatory Quest: You can force an opponent to undertake a minor but pressing task before finishing other Quests. See "Mandatory Quests" on page 11 for more information.

2. Reassign Agent: After all Agents have been assigned in the round, each player with an Agent in Waterdeep Harbor **reassigns** that Agent to another action space. In effect, that player takes an additional turn with that Agent.

Players reassign Agents in order, starting with the action space numbered "1." **You cannot reassign an Agent to Waterdeep Harbor.**

Some game effects also allow players to reassign Agents during play.

Complete Quest

After assigning an Agent, you may complete one Quest. Each Quest card specifies how many and what kind of Adventurers are needed to complete it. Often you need to spend Gold as well.

You don't have to complete a Quest if you don't want to. You cannot complete more than one Quest on your turn.

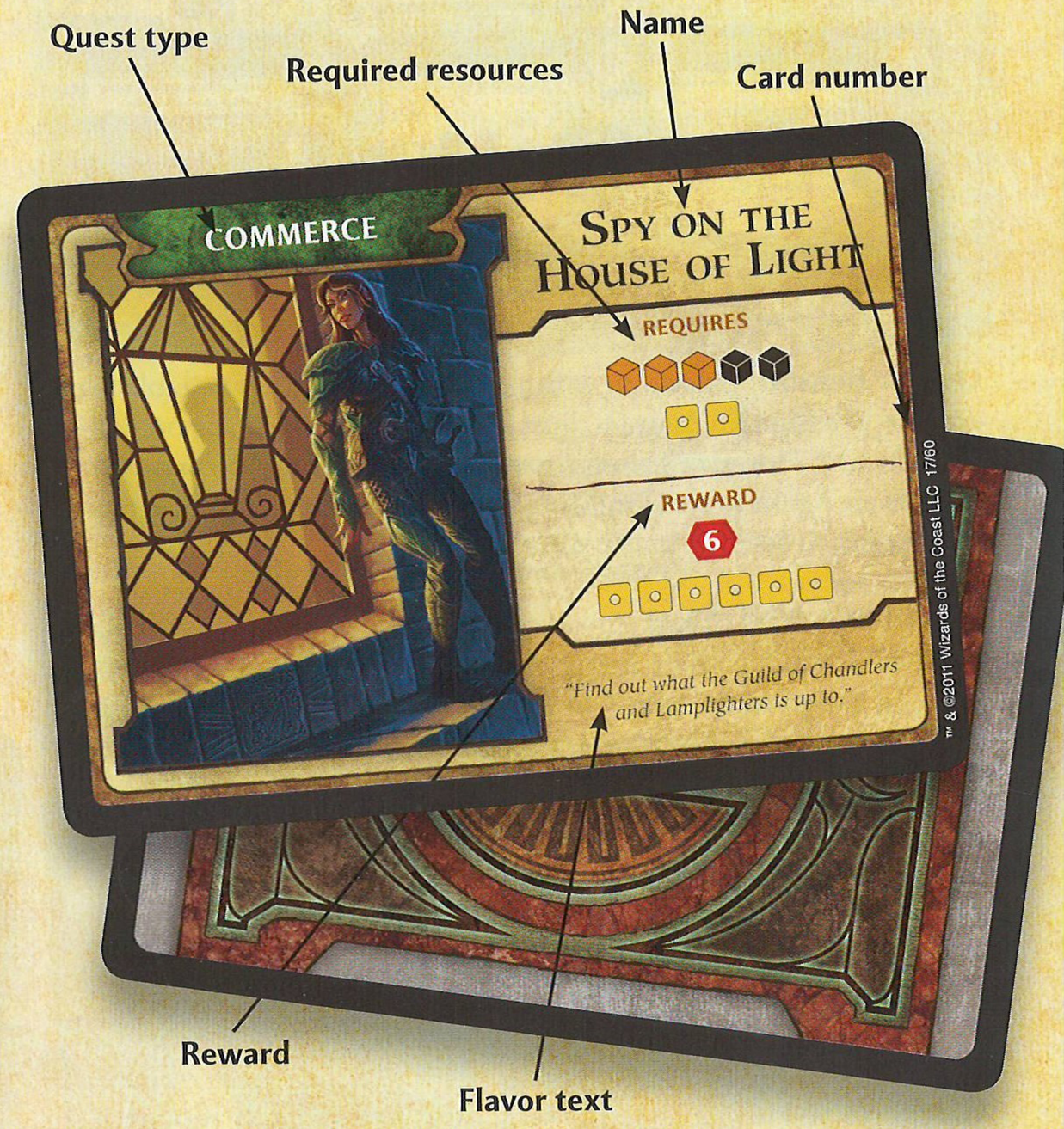
To complete a Quest, remove the required Adventurers and Gold from your Tavern. Return those tokens to the supply. Then collect the specified reward.

Regardless of how many Agents you assign or reassign on your turn, you can complete only one Quest that turn.

Reading a Quest Card

Quest Type: There are five different types of Quests: Arcana, Commerce, Piety, Skullduggery, and Warfare. A Quest's type provides an idea of what sort of Adventurers are most important to completing it.

Quest Type	Adventurer
Arcana	Wizard
Piety	Cleric
Skullduggery	Rogue
Warfare	Fighter
Commerce	Any + Gold



Different Lords of Waterdeep score bonus VP for completing Quests of particular types. For example, Khelben Arunsun scores 4 bonus VP for each Arcana Quest and each Warfare Quest that player completes.

Requires: Each Quest card requires certain resources (Adventurers and Gold) to complete, shown on the "Requires" line by symbols.

	Cleric
	Fighter
	Rogue
	Wizard
	Gold

For example, Spy on the House of Light requires 3 Fighters ( ), 2 Rogues ( ), and 2 Gold ( ) to complete.



Reward: A completed Quest provides a reward to the player who completes it, shown on the "Reward" line. Rewards usually include VP and might include other things, such as Adventurers, Gold, or cards. If a reward includes Adventurers or Gold, take the appropriate pieces from the supply and place them in your Tavern.

For example, Spy on the House of Light grants a reward of 6 VP and 6 Gold. You immediately collect the Gold and advance your score marker 6 spaces along the scoring track as soon as you complete the Quest.

Quests provide a reward just once, when you complete them. After you collect the reward, turn the Quest card face down and place it on the "Completed Quests" area of your player mat.

Mandatory Quests

Some Intrigue cards are Mandatory Quests, which you play on opponents to hinder their plans.

When you play an Intrigue card with a Mandatory Quest, choose an opponent and place the card face up in front of that player. That player cannot complete any other Quests until he or she has completed the Mandatory Quest.



For example, Stamp Out Cultists requires 1 Cleric, 1 Fighter, and 1 Rogue to complete and provides a reward of 2 VP.

When a Mandatory Quest is completed, place the card in the Intrigue discard pile.

Plot Quests

A few Quests have the notation "Plot Quest," which indicates that they are especially important to successfully managing Waterdeep.



Plot Quests have ongoing effects in addition to providing rewards. For example, Recover the Magister's Orb has a one-time reward of 6 VP. However, it also grants an ongoing effect: Once per round, you can assign 1 Agent to a space containing an opponent's Agent.

You can quickly identify a Plot Quest by looking at the name on its card. The name of a Plot Quest is a different color from those of ordinary Quest cards.

When you complete a Plot Quest, place its card **face up** near your player mat to remind you of the ongoing effect.

End of Round

When all Agents at Waterdeep Harbor have been reassigned, the round ends.

At the end of the round, all players return all their Agents to their pools. The player with the First Player marker begins the next round.

Ending the Game

The game ends after 8 rounds of play. At the end of the eighth round, perform final scoring for each player.

Final Scoring

Each player counts up VP and advances his or her scoring marker accordingly.

Each Adventurer in your Tavern	**1 VP**
Every 2 Gold in your Tavern (rounding down)	**1 VP**
Lord card	**As specified by the card**

The player with the most VP after final scoring is the winner. In the event of a tie, the player with the most Gold wins.

Appendix 1: Buildings

This section lists the various Buildings that players can assign their Agents to. The game board has nine basic Buildings, and ten additional spaces are provided for Buildings that players purchase during the game.

Basic Buildings

These Buildings are always available to assign Agents to (as long as they have unoccupied action spaces).

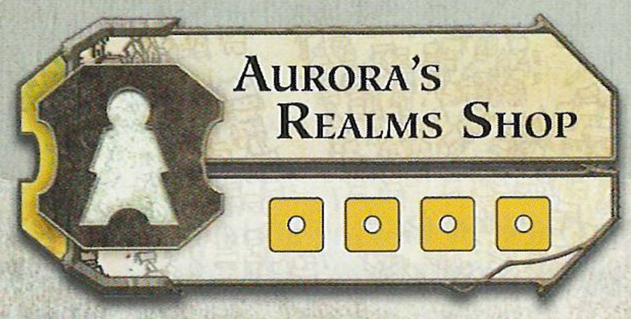
Aurora's Realms Shop

Aurora's Realms Shops acquire goods from every corner of Faerûn. This branch is just one of six in the city.

Location: Trades Ward

Action: Take 4 Gold ( ) from the supply and place it in your Tavern.





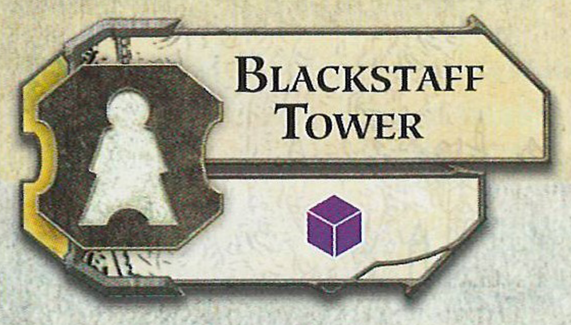
Blackstaff Tower

Blackstaff Tower is home to the archmage Khelben Blackstaff and his apprentices.

Location: Castle Ward

Action: Take 1 Wizard ( ) from the supply and place it in your Tavern.





Cliffwatch Inn

The proprietor of this rambling tavern knows a wealth of tales. The inn's cellars are rumored to connect to the city sewers and Undermountain.

Location: North Ward

Action: Take 1 face-up Quest card from Cliffwatch Inn. As well, take 2 Gold ( ) from the supply and place it in your Tavern.

Action: Take 1 face-up Quest card from Cliffwatch Inn, and draw 1 Intrigue card.

Action: Discard all the face-up Quest cards from Cliffwatch Inn. Draw new Quests from the Quest deck, and place them face up in the open spaces. Then take 1 face-up Quest card from Cliffwatch Inn.





Builder's Hall

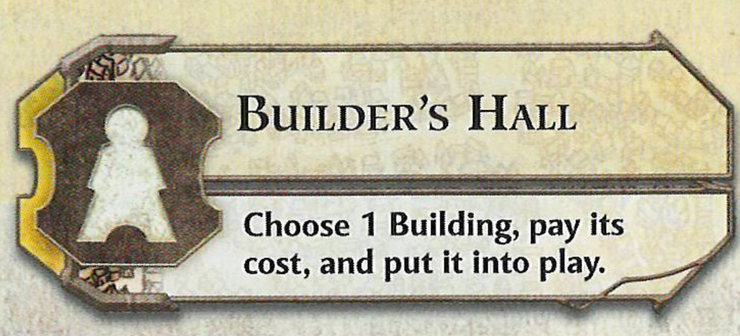
The headquarters for the Guild of Stonecutters, Masons, Potters, & Tile-makers is the first stop for anyone wishing to add to the great city of Waterdeep.

Location: South Ward

Start of Round: Place 1 VP token from the rounds track on each Building tile available for purchase.

Action: Choose 1 Building, pay its cost in Gold, and put it into play under your control. (Place one of your control markers on the Building tile to identify the owner.) Score any VP for the newly purchased Building. Then draw a new Building tile and place it face up in the vacated space.



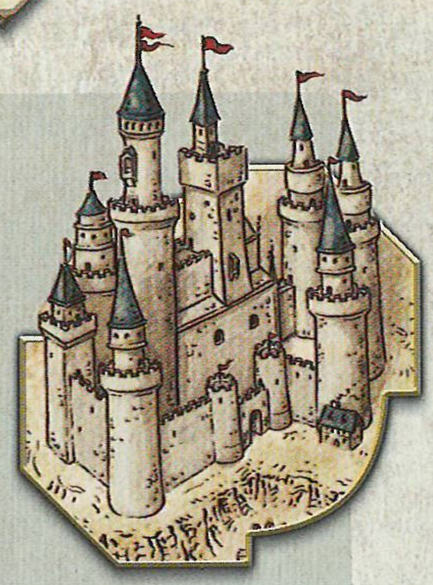


Castle Waterdeep

This mighty stronghold on top of Mount Waterdeep can be seen from nearly every corner of the city.

Location: Castle Ward

Action: Take the First Player marker, and draw 1 Intrigue card.



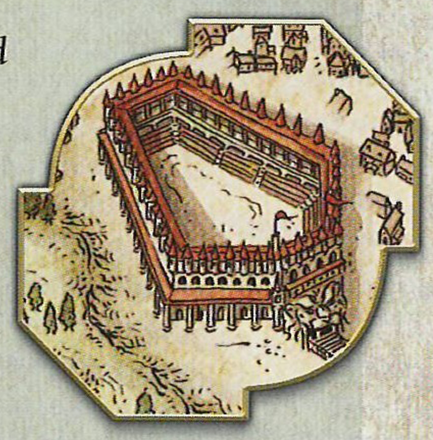


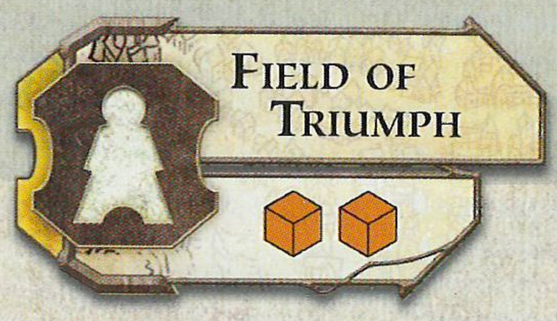
Field of Triumph

Exciting spectacles of martial skill are staged in this enormous open-air stadium.

Location: Sea Ward

Action: Take 2 Fighters ( ) from the supply and place them in your Tavern.





The Grinning Lion Tavern

This tavern is adorned with battle trophies from all ends of Faerûn, but every one is a fake.

Location: North Ward

Action: Take 2 Rogues ( ) from the supply and place them in your Tavern.





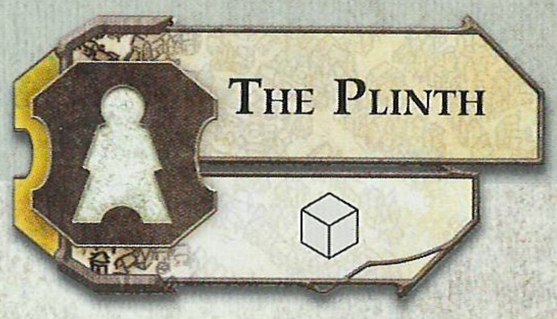
The Plinth

This needle-like tower is home to those faiths without the congregation to support an independent temple.

Location: Trades Ward

Action: Take 1 Cleric ( ) from the supply and place it in your Tavern.





Waterdeep Harbor

Waterdeep gets both its name and its wealth from this deep-water basin.

Location: Dock Ward

Action: Play 1 Intrigue card from your hand.

Reassign Agent: After all Agents have been assigned in the round, each player with an Agent in Waterdeep Harbor reassigns that Agent to another action space. Start with the Agent in the action space numbered "1," and proceed in numerical order.





Advanced Buildings

The 24 Building tiles represent advanced Buildings that players can purchase. Up to 3 Building tiles are face-up and available for purchase at Builder's Hall at any time.

Each Building description includes some background information, including the city Ward in which it is traditionally located. This location does not restrict where you can place the Building tile on the game board.

Owner: When a player other than the owner assigns an Agent to this Building, the owner immediately gains the benefit stated on the "Owner" line. Place any Adventurers or Gold gained in this way in the owner's Tavern.



Caravan Court

Caravans arrive frequently at this open-air plaza, and with them able-bodied warriors looking for work.

Location: South Ward

Cost: 4 Gold

When Purchased and at Start of Round: Place 2 Fighters ( ) on this space.

Action: Take all Fighters ( ) from this space and place them in your Tavern.

Owner: Take 1 Fighter ( ) from the supply and place it in your Tavern.

Dragon Tower

The secretive wizard Maaril lives in this sinister tower.

Location: Sea Ward

Cost: 3 Gold

Action: Take 1 Wizard ( ) from the supply and place it in your Tavern, and draw 1 Intrigue card.

Owner: Draw 1 Intrigue card.



Fetlock Court

Just north of Castle Waterdeep, this courtyard is a staging area for the City Guard's mounted patrols as well as an impromptu concert hall for practicing bards.

Location: Castle Ward

Cost: 8 Gold

Action: Take 2 Fighters ( ) and 1 Wizard ( ) from the supply and place them in your Tavern.

Owner: Take 1 Fighter ( ) **or** 1 Wizard ( ) from the supply and place it in your Tavern.



The Golden Horn

In this gambling hall, the grand prize is a golden horn filled with mysterious riches.

Location: Trades Ward

Cost: 4 Gold

When Purchased and at Start of Round: Take 4 Gold ( ) from the supply and place it on this space.

Action: Take all Gold ( ) from this space and place it in your Tavern.

Owner: Take 2 Gold ( ) from the supply and place it in your Tavern.



Helmstar Warehouse

This seemingly legitimate business is home to one of the most successful fences in Waterdeep, Chuldan Helmstar.

Location: Dock Ward

Cost: 3 Gold

Action: Take 2 Rogues ( ) and 2 Gold ( ) from the supply and place them in your Tavern.

Owner: Take 1 Rogue ( ) from the supply and place it in your Tavern.



Heroes' Garden

You can always find adventurers in this public park, retelling the stories of their exploits.

Location: Sea Ward

Cost: 4 Gold

Action: Take 1 face-up Quest card from Cliffwatch Inn. You may immediately complete that Quest. If you do, you score 4 bonus VP in addition to the Quest reward. (You do not score the bonus VP if you complete the Quest later on.)

Owner: Score 2 VP.

House of Good Spirits

The rumors of a hidden dragon's hoard draws adventurers to this inn, but they stay for the drinks.

Location: South Ward

Cost: 3 Gold

Action: Take 1 Fighter ( ) and one Adventurer of any type ( ) from the supply and place them in your Tavern.

Owner: Take 1 Fighter ( ) from the supply and place it in your Tavern.

House of Heroes

The largest shrine in Waterdeep is dedicated to Tempus, the Lord of Battle.

Location: Sea Ward

Cost: 8 Gold

Action: Take 1 Cleric ( ) and 2 Fighters ( ) from the supply and place them in your Tavern.

Owner: Take 1 Cleric ( ) or 1 Fighter ( ) from the supply and place it in your Tavern.

House of the Moon

This gilded temple attracts pilgrims in search of Selûne's grace and power.

Location: Sea Ward

Cost: 3 Gold

Action: Take 1 Cleric ( ) from the supply and place it in your Tavern, and take 1 face-up Quest card from Cliffwatch Inn.

Owner: Take 2 Gold ( ) from the supply and place it in your Tavern.



House of Wonder

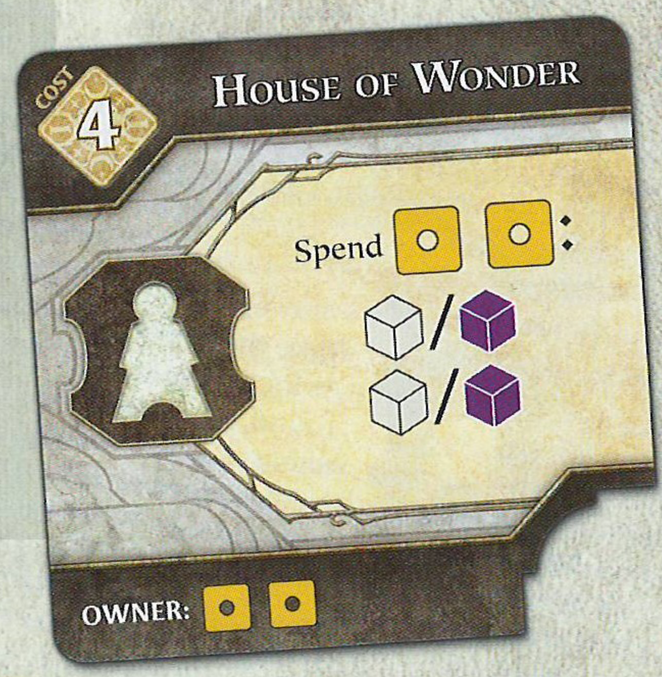
This ornate tower is dedicated to Mystra, the goddess of magic.

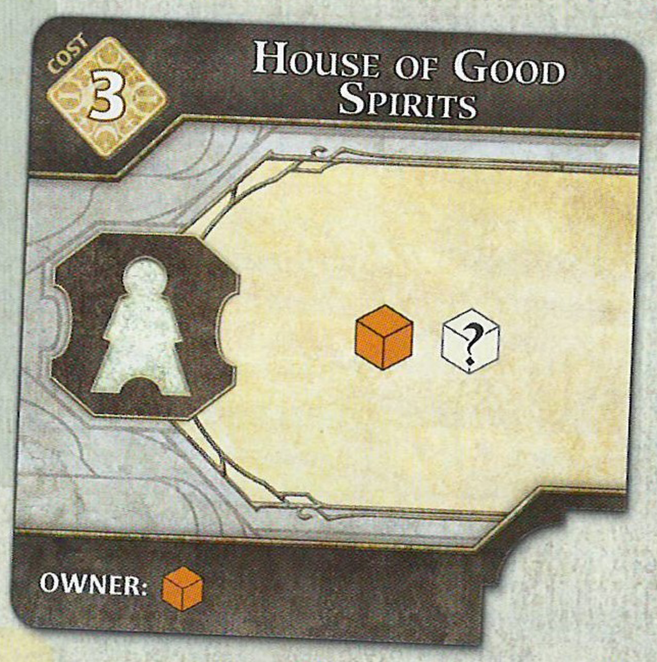
Location: Sea Ward

Cost: 4 Gold

Action: Spend 2 Gold ( ), and then take 2 Adventurers from the supply and place them in your Tavern. These Adventurers can be only Clerics ( ) or Wizards ( ).

Owner: Take 2 Gold ( ) from the supply and place it in your Tavern.





Jesters' Court

Once a place where jugglers and comics performed, this alley between the Street of Silks and the Street of Silver has taken a more dangerous turn.

Location: Castle Ward

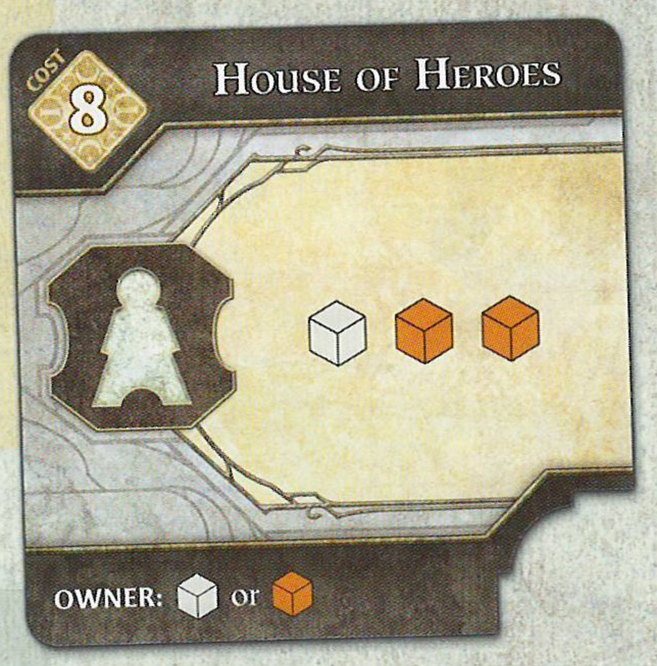
Cost: 4 Gold

When Purchased and at Start of Round: Place 2 Rogues ( ) on this space.

Action: Take all Rogues ( ) from this space and place them in your Tavern.

Owner: Take 1 Rogue ( ) from the supply and place it in your Tavern.





New Olamn

This college is one of the best places to learn the bardic arts and is famous throughout the Sword Coast.

Location: Castle Ward

Cost: 8 Gold

Action: Take 2 Rogues ( ) and 1 Wizard ( ) from the supply and place them in your Tavern.

Owner: Take 1 Rogue ( ) **or** 1 Wizard ( ) from the supply and place it in your Tavern.





Northgate

All trade between Waterdeep and the mining town of Mirabar inevitably flows through the Northgate.

Location: North Ward

Cost: 3 Gold

Action: Take 1 Adventurer of any type ( ) and 2 Gold ( ) from the supply and place them in your Tavern.

Owner: Score 2 VP.





The Palace of Waterdeep

This white marble palace stands as a shining symbol of the Lords' Rule and is home to many embassies.

Location: Castle Ward

Cost: 4 Gold

Action: Take the Ambassador piece and place it with your unused Agents. At the start of the next round, before any other player takes a turn, assign the Ambassador. See "Advanced Buildings" on page 22 for further clarifications.

Owner: Score 2 VP.



The Skulkway

Smugglers used this short alleyway to move goods under the noses of the City Guard.

Location: Sea Ward

Cost: 4 Gold

Action: Take 1 Fighter ( ), 1 Rogue ( ), and 2 Gold ( ) from the supply and place them in your Tavern.

Owner: Take 1 Fighter ( ) **or** 1 Rogue ( ) from the supply and place it in your Tavern.



Smuggler's Dock

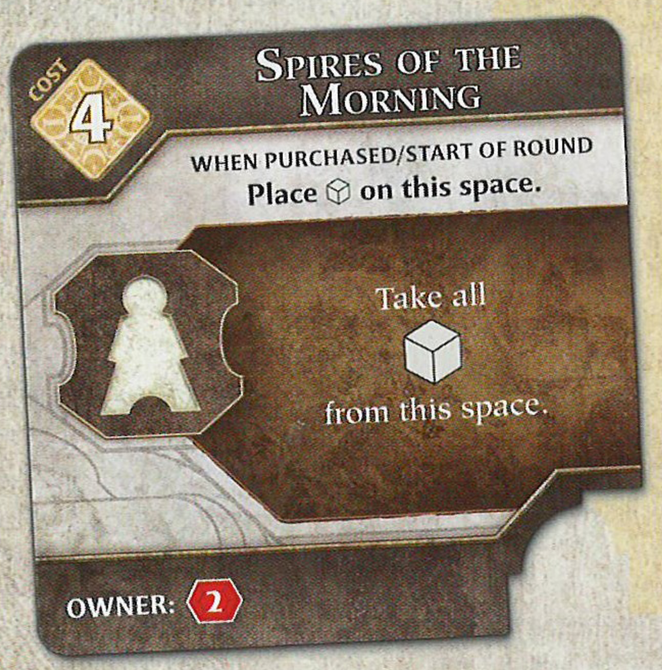
This is the private dock of the suspected Lord of Waterdeep, Mirt the Moneylender.

Location: Castle Ward

Cost: 4 Gold

Action: Spend 2 Gold ( ), and then take 4 Adventurers from the supply and place them in your Tavern. These Adventurers can be only Fighters ( ) or Rogues ( ).

Owner: Take 2 Gold ( ) from the supply and place it in your Tavern.



Spires of the Morning

Eight golden spires adorn this walled garden temple dedicated to the god of the dawn.

Location: Castle Ward

Cost: 4 Gold

When Purchased and at Start of Round: Place 1 Cleric ( ) on this space.

Action: Take all Clerics ( ) from this space and place them in your Tavern.

Owner: Score 2 VP.









The Stone House

The home of the Carpenters', Roofers', and Plasterers' Guild, which has grown extremely rich from nobles' efforts to upstage their neighbors' villas.

Location: South Ward

Cost: 4 Gold

Action: Take 1 Gold ( ) from the supply for each Building tile in play.

Owner: Take 2 Gold ( ) from the supply and place it in your Tavern.

The Three Pearls

This expensive nightclub is named for its original purchase price: three black pearls torn from a dancer's outfit.

Location: Dock Ward

Cost: 4 Gold

Action: Return 2 of your Adventurers of any type ( ) to the supply. Then take 3 Adventurers of any type ( ) from the supply and place them in your Tavern.

Owner: Take 2 Gold ( ) from the supply and place it in your Tavern.

The Tower of Luck

Donations to Tymora from those who survived the depths of Undermountain quickly paid for the construction of this temple.

Location: Sea Ward

Cost: 8 Gold

Action: Take 1 Cleric ( ) and 2 Rogues ( ) from the supply and place them in your Tavern.

Owner: Take 1 Cleric ( ) **or** 1 Rogue ( ) from the supply and place it in your Tavern.

Tower of the Order

This impressive structure is the headquarters of the Watchful Order of Magists & Protectors.

Location: Castle Ward

Cost: 4 Gold

When Purchased and at Start of Round: Place 1 Wizard ( ) on this space.

Action: Take all Wizards ( ) from this space and place them in your Tavern.

Owner: Draw 1 Intrigue card.



The Waymoot

Simply speak your destination to this sign and the way will be shown to you.

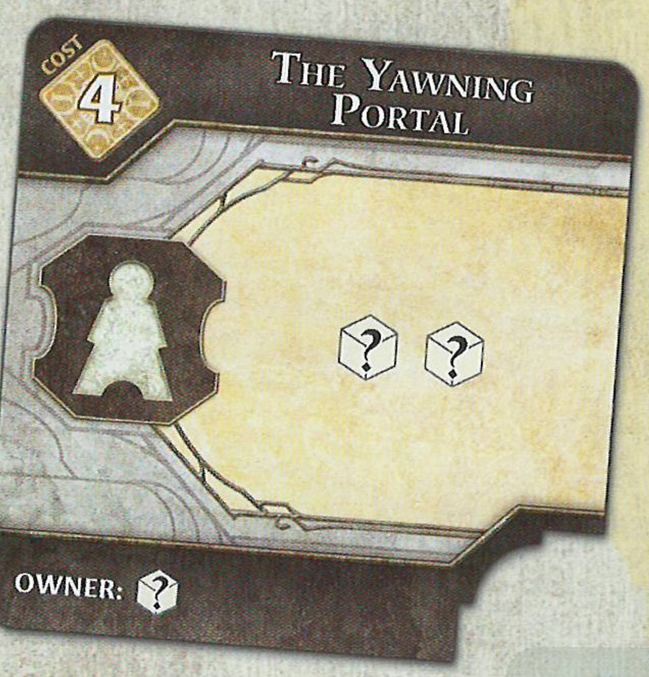
Location: South Ward

Cost: 4 Gold

When Purchased and at Start of Round: Place 3 VP tokens on this space.

Action: Remove all VP tokens from this space and score that many VP, and take 1 face-up Quest card from Cliffwatch Inn.

Owner: Score 2 VP.



The Yawning Portal

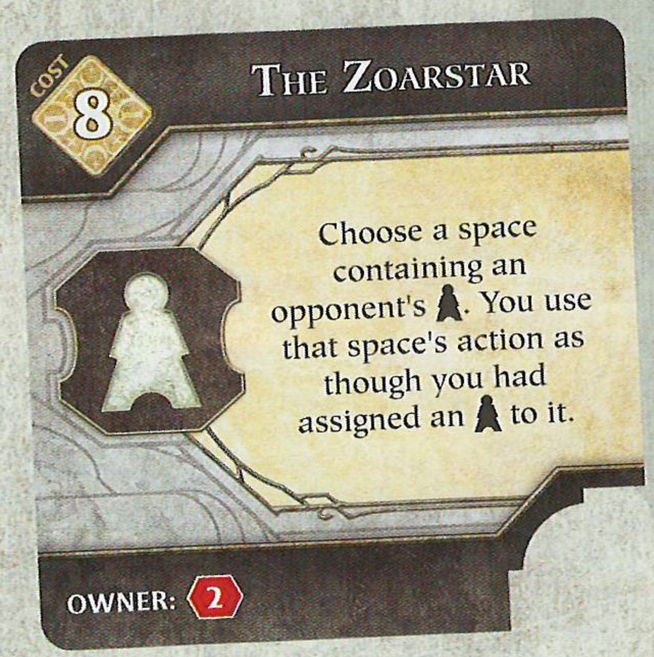
This famous inn, featuring the only known public entry to Undermountain, attracts adventurers of every sort.

Location: Castle Ward

Cost: 4 Gold

Action: Take 2 Adventurers of any type ( ) from the supply and place them in your Tavern.

Owner: Take 1 Adventurer of any type ( ) from the supply and place it in your Tavern.



The Zoarstar

The Zoarstar houses the Scriveners', Scribes', and Clerks' Guild, and is a destination for anyone needing contracts or other documents.

Location: Trades Ward

Cost: 8 Gold

Action: Choose a space containing an opponent's Agent. You use that space's action as though you had assigned an Agent to it.

Owner: Score 2 VP.

Appendix 2: Agents

The Lords of Waterdeep employ Agents of various organizations to accomplish their ends. These Agents correspond to player colors in the game.

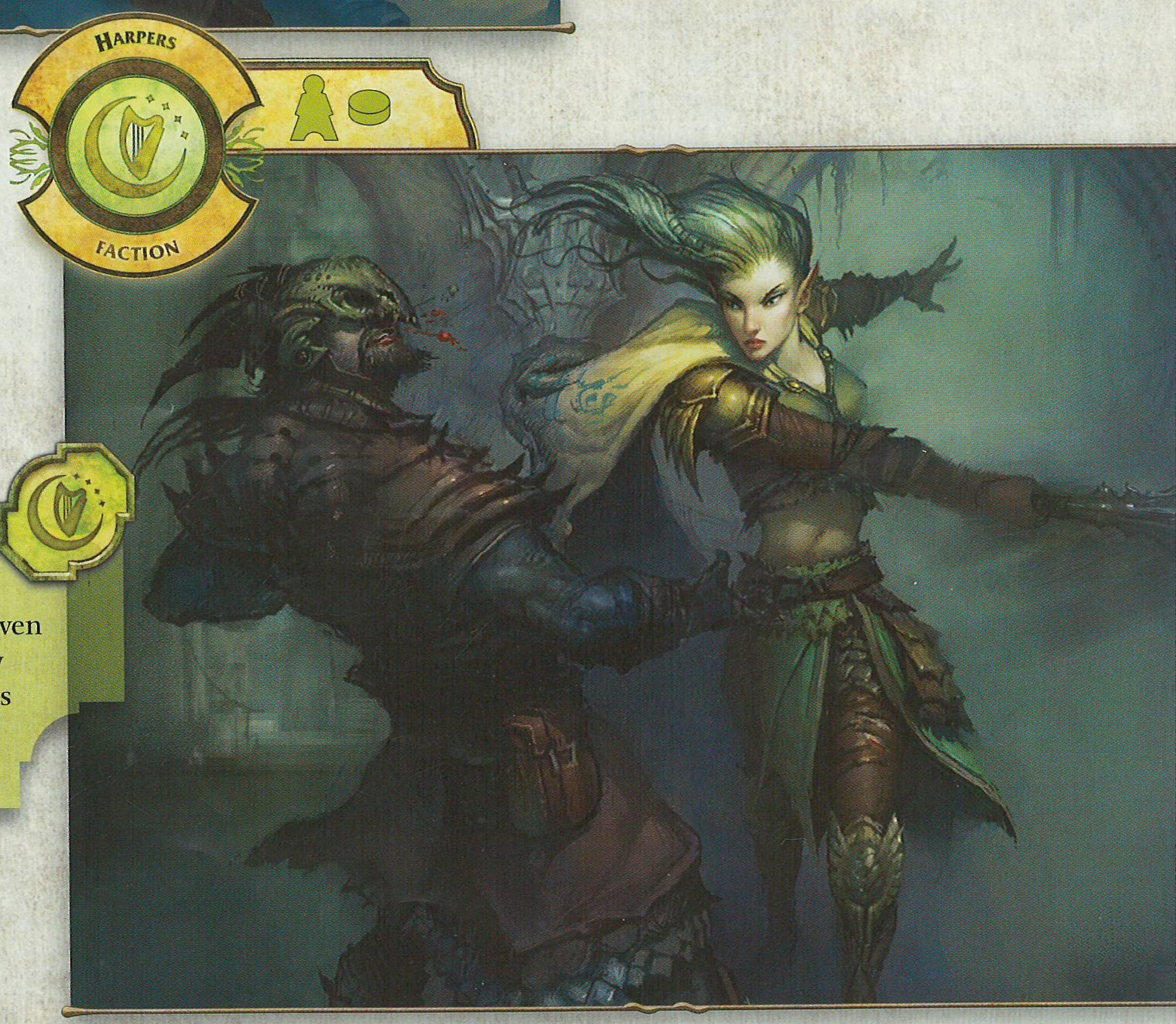


City Guard

Waterdeep is defended by its own army of soldiers, who patrol the city and the surrounding countryside. The City Guard also provides bodyguards for Piergeiron the Paladinson and for visiting dignitaries.

Knights of the Shield

Posing as a consortium of merchants and nobles, the Knights of the Shield in fact deal in information. The organization's influence stretches along the Sword Coast and far inland.



Harpers

The Harpers were founded ages ago by elven leaders, with the counsel of the legendary wizard Elminster. This secret society fights for individual freedom while balancing the needs of civilization and nature.





Red Sashes

Vigilantes who protect the poorest parts of Waterdeep, the Red Sashes are masters of intrigue. They hide those who need to escape and find those who wish to stay hidden.



Silverstars

These devoted champions of the moon goddess, Selûne, tirelessly work for freedom and peace, even between longstanding enemies. They despise slavery and abhor the undead.

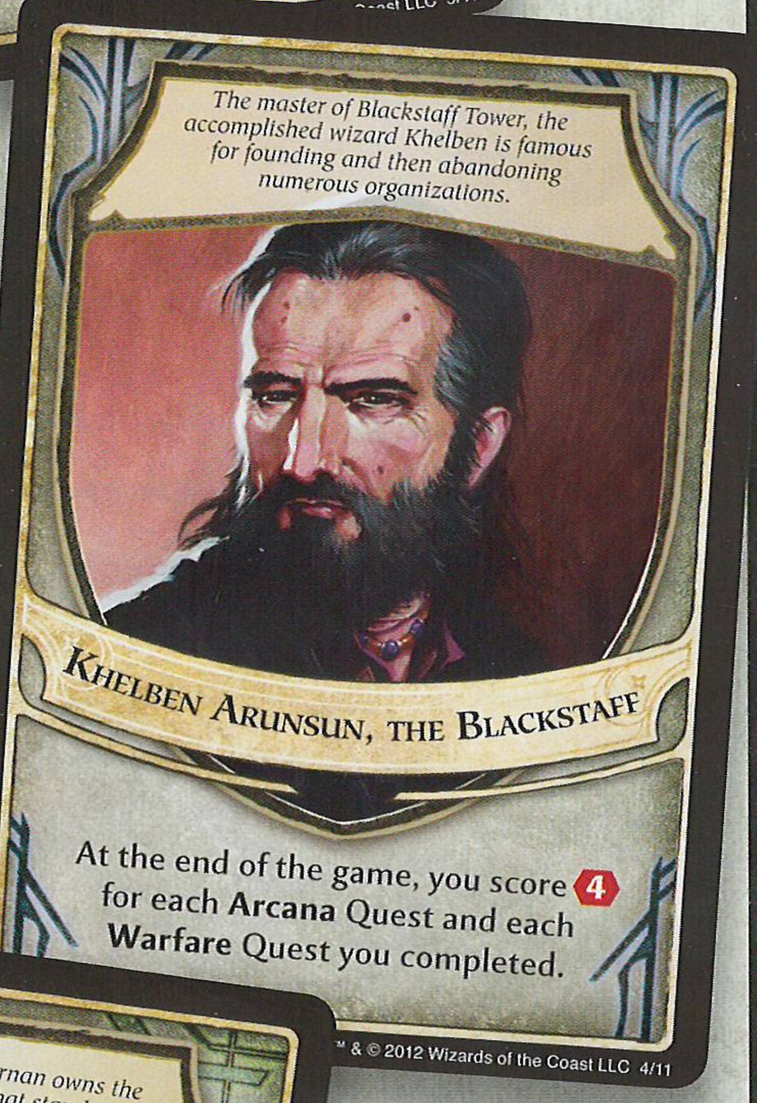
Appendix 3: Lords of Waterdeep

The Lords of Waterdeep form a secret council that has ruled the city of Waterdeep for centuries. In public, they are always masked and cloaked to disguise any details that could identify them. They are drawn from all elements of society: merchants, nobles, wizards, and common laborers.

In the Lords of Waterdeep game, these secret masters are represented by cards. The Lords' identities are kept hidden until the end of the game, when final scoring occurs. Each Lord of Waterdeep has a personal agenda, represented by bonus VP awarded for completing specific objectives.











Known for her extravagant court parties and her ability to blend in anywhere, Larisssa uses a courtesan façade to hide her skill at information gathering.



Larissa Neathal

At the end of the game, you score 6 for each **Building** you control.

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Known as Sammer to his friends, Sammereza is a master trade lord whose sharp eyes never miss a detail.

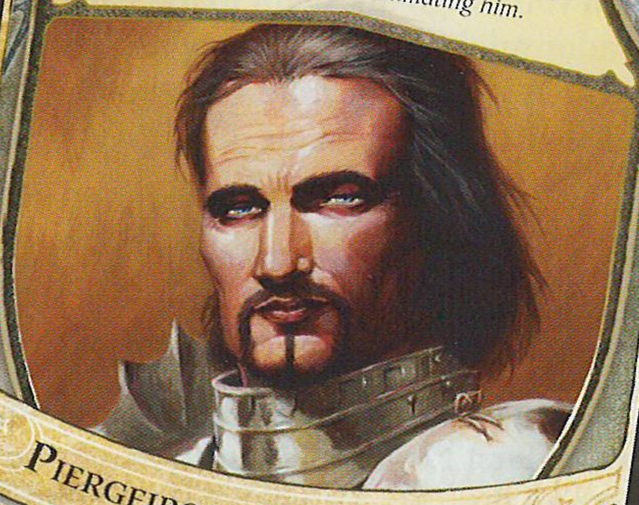


Sammereza Sulphontis

At the end of the game, you score 4 for each **Arcana** Quest and each **Commerce** Quest you completed.

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A deliberate and honorable man, Piergeiron often pretends to be slow of wit to lull his enemies into underestimating him.



Piergeiron the Paladinson

At the end of the game, you score 4 for each **Piety** Quest and each **Warfare** Quest you completed.

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To outsiders, Mirt appears to be little more than a drunk and a braggart. This disguise hides his true cunning and wit.



Mirt the Moneylender

At the end of the game, you score 4 for each **Commerce** Quest and each **Piety** Quest you completed.

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The real Nindil was a good-natured halfling and man of the people, who has since been replaced by a doppelganger named Hlaavin.



Nindil Jalbuck

At the end of the game, you score 4 for each **Piety** Quest and each **Skullduggery** Quest you completed.

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Aggressive and fearless, the one-time thief known as "Kitten" brings pragmatism and a knowledge of the common citizen to the Lords of Waterdeep.



Nymara Scheiron

At the end of the game, you score 4 for each **Commerce** Quest and each **Skullduggery** Quest you completed.

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Appendix 4: Clarifications

The following clarifications address certain unusual cases that may come up in a game.

Advanced Buildings

Heroes' Garden: You cannot complete the Quest drawn at this Building if you have an uncompleted Mandatory Quest.

The Palace of Waterdeep: If you assign the Ambassador to Waterdeep Harbor, you cannot reassign it at the end of the round. (This restriction avoids memory issues.)

When you assign an Agent to the Palace of Waterdeep, the Ambassador might already be assigned to an action space. If so, you take the Ambassador from the assigned action space. This makes the action space originally occupied by the Ambassador available for assigning an Agent.

If another player assigns an Agent to the Palace of Waterdeep after you have taken the Ambassador but before you have had a chance to assign it, he or she gains no benefit from that action.

You assign the Ambassador before any other player, even if you have the First Player marker. In that event, you assign the Ambassador and then immediately assign another Agent.

If the Palace of Waterdeep leaves play, the Ambassador also leaves play. (This can make an action space available for assigning an Agent.)

Once placed, the Ambassador counts as an opponent's Agent for all players. You do not gain the owner benefit for assigning the Ambassador to a Building you control.

The Zoarstar: When you assign an Agent to an occupied action space in Waterdeep Harbor, you reassign your Agent immediately after the opponent's Agent in the shared space is reassigned.

Quests

Recover the Magister's Orb: When you assign an Agent to an occupied action space in Waterdeep Harbor, you reassign your Agent immediately after the opponent's Agent in the shared space is reassigned.

Recruit Lieutenant: The Lieutenant counts as one of your Agents.

Research Chronomancy: If you complete this Quest after reassigning an Agent from Waterdeep Harbor, you immediately assign the returned Agent. You cannot assign that Agent to Waterdeep Harbor.

Intrigue Cards

Change of Plans: You must discard one of your own uncompleted Quests. Other players who choose to discard uncompleted Quests for VP must choose one of their own.

Sample Wares: If a second Sample Wares card is played in the same turn, the second Agent cannot be assigned to a Building in Builder's Hall that already has an Agent on it.

If someone purchases a Building that has an Agent assigned to it by this card, the purchased Building's action space remains occupied until that Agent is removed.

Glossary

Here's a short list of words and phrases that have special meanings in the **Lords of Waterdeep** game.

action space: Each Building has one or more action spaces to which players assign their Agents. When you assign an Agent to an action space, you immediately take the specified action.

Adventurer: You complete Quests by taking the required Adventurers from your Tavern. There are four kinds of Adventurers, represented by wooden cubes: Clerics, Fighters, Rogues, and Wizards.

Agent: You assign your Agents to action spaces of Buildings to use their effects. See "Assign Agent" on page 8.

Ambassador: A special Agent that you can use by assigning an Agent to the Palace of Waterdeep.

assign: You assign an Agent by placing it on an Building's action space. See "Assign Agent" on page 8.

attack: A kind of Intrigue card that harms other players. See "Play Intrigue Card" on page 9.

Building/Building tile: The game board contains nine basic Buildings, and players can purchase other Building tiles and put them into play. Buildings contain action spaces to which Agents are assigned. See "Buildings" on page 6.

card: The Lords of Waterdeep game includes three different types of cards: Intrigue, Lord, and Quest. See "Cards" on page 7.

> ***Intrigue card:*** You draw an Intrigue card by assigning an Agent to Castle Waterdeep. (Other game effects also allow you to draw Intrigue cards.) You play an Intrigue card by assigning an Agent to Waterdeep Harbor.
>
> ***Lord card:*** Each player takes the role of a Lord of Waterdeep, represented by a Lord card. The Lord's identity remains secret until the end of the game. Each Lord card grants bonus VP for accomplishing certain tasks.
>
> ***Quest card:*** These cards represent Quests that players complete to score VP and earn other rewards. At the start of the game, there are 4 face-up Quest cards in Cliffwatch Inn, which players can take by assigning Agents to that Building. More Quests enter play as the game progresses.

Gold: You spend Gold to purchase Buildings, complete certain Quests, and pay for other game effects.

Lieutenant: A special Agent that you add to your pool by completing the Recruit Lieutenant Quest.

occupied/unoccupied: A space that has an Agent assigned to it is occupied. You cannot normally assign another Agent to an occupied space. You must choose an unoccupied space (one that contains no other Agents).

pool: The area where you keep your unassigned Agents. At the end of the round, all your Agents return to your pool.

Quest: You complete Quests to score Victory Points and to earn other rewards during the game. See "Complete Quest" on page 10.

> ***active Quest:*** All face-up Quests in front of a player that the player has not yet completed are active Quests.
>
> ***Mandatory Quest:*** A kind of Intrigue card that forces another player to complete a minor but pressing Quest before any others.

Plot Quest: A kind of Quest that provides an ongoing benefit as well as a reward.

reassign: After all Agents have been assigned in a round, any Agents that were assigned to Waterdeep Harbor are removed and assigned to any unoccupied action spaces. See "Waterdeep Harbor" on page 9.

reward: Upon completing a Quest, you earn the reward specified on the card. Quest rewards usually include VP and can also include other benefits. You earn the reward immediately and only once.

round: The game is played over eight rounds. During each round, players take turns assigning their Agents to action spaces on the game board and completing Quests.

supply: The supply contains Adventurers, Gold, and VP tokens available to players.

Tavern: This area holds the Adventurers you have hired until you use them to complete Quests. You also store Gold in your Tavern.

turn: During each round, players take turns. Whoever has the First Player marker goes first, then the player to his or her left, and so on. During your turn, you assign an Agent to an action space and may complete a Quest. See "Actions in a Turn" on page 8.

utility: A kind of Intrigue card that helps you. See "Play Intrigue Card" on page 9.

Victory Points (VP): You score Victory Points primarily by completing Quests. Other game effects can also provide VP.

Questions?

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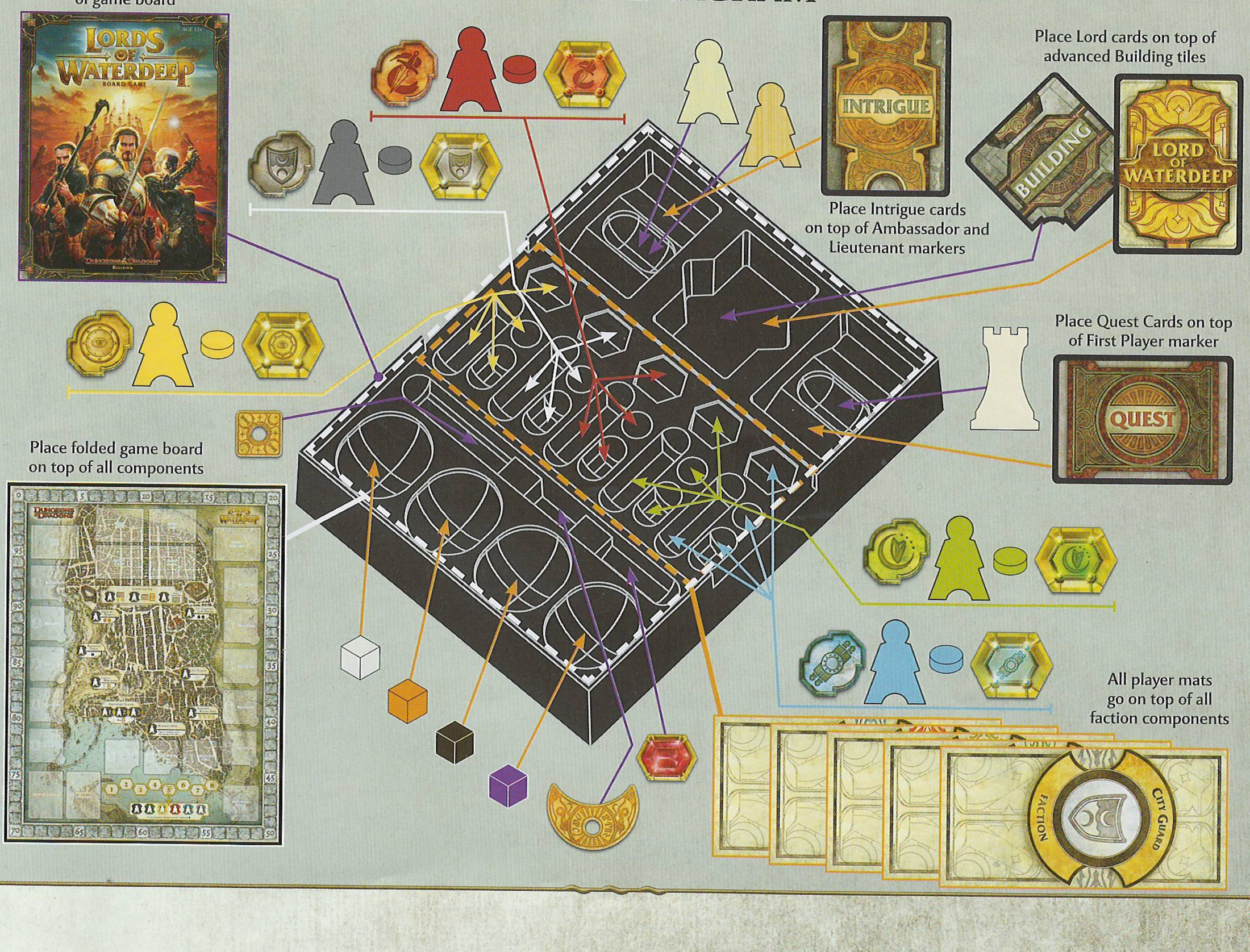
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Storage Diagram



Rules Reference

These instructions summarize the game setup and the sequence of play.

Setup

Lay out the game board.

Each player chooses a color and takes a number of that color's Agents that depends on the number of players.

Number of Players	Agents per Player
2	4
3	3
4	2
5	2

Each player also places 1 more Agent of his or her color near the Round 5 space of the rounds track.

Each player places his or her score marker on the scoring track at the position labeled "0."

Place the Adventurer cubes and Gold within easy reach of all players.

Place the Building stack, Quest deck, and Intrigue deck in the appropriate spaces of the gameboard.

Draw 3 Building tiles and place them face up in each of the 3 spaces in Builder's Hall.

Each player takes a player mat.

Deal 1 Lord card face down to each player.

Deal 2 Quest cards face up to each player. Then place 1 face-up Quest card in each of the 4 spaces of Cliffwatch Inn.

Deal 2 Intrigue cards face down to each player.

Place 3 VP tokens on each space of the rounds track.

The player who has most recently been to another city goes first. Give that player the First Player marker.

The starting player gets 4 Gold. Each player receives 1 more Gold than the player to his or her right until all players have received starting Gold.

Sequence of Play

At the start of each round, remove the VP tokens from that space of the rounds track and add 1 VP token to each face-up Building in Builders' Hall. Then resolve any start-of-round effects on Buildings in play.

(If this is the fifth round of play, each player gains one additional Agent, located near the Round 5 space.)

Each player takes turns, one at a time, starting with the player who has the First Player marker and proceeding to that player's left.

When all the Agents have been assigned (and possibly reassigned from Waterdeep Harbor; see below), the round ends. All players' Agents return to their pools.

The game ends after 8 rounds of play. At the end of the eighth round, perform final scoring for each player.

Actions in a Turn

During your turn, if you have Agents available to assign, you take one or both of the following actions.

1. **Assign Agent**
2. **Complete Quest**

Assign Agent: Place 1 Agent from your pool on an unoccupied action space of a Building. You cannot skip your turn if you have Agents available to assign.

If you have no Agents left to assign, you cannot take a turn. Play proceeds to the next player until all Agents have been assigned.

Reassign Agent: After all Agents have been assigned in the round, each player with an Agent in Waterdeep Harbor reassigns that Agent to another action space.

Players reassign Agents in order, starting with the action space numbered "1."

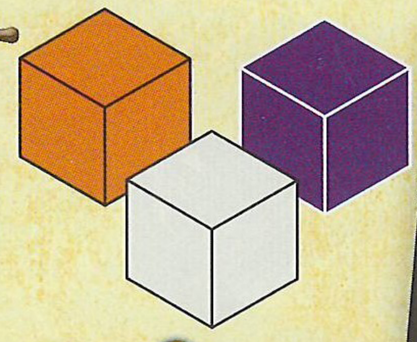
Complete Quest: After assigning or reassigning an Agent, you may complete one Quest by paying specified numbers and types of Adventurers and Gold.

Final Scoring

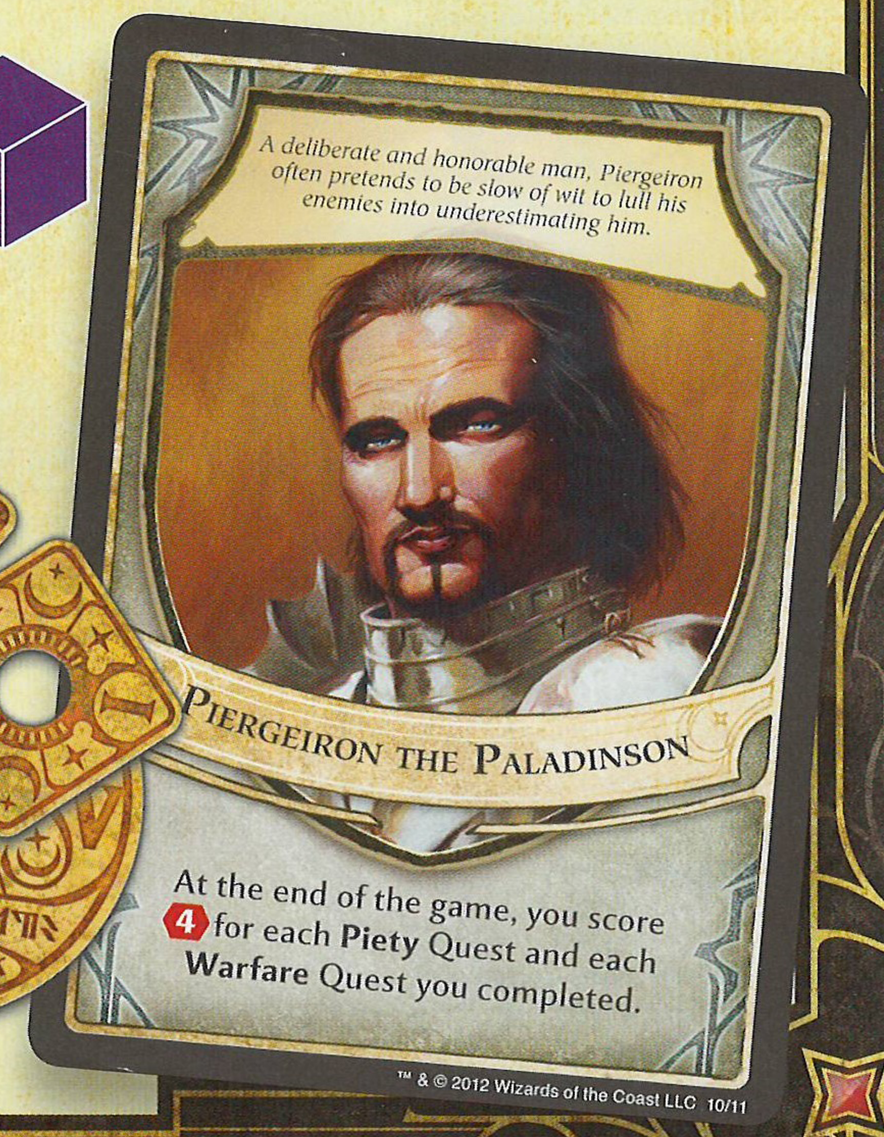
At the end of the game, each player counts up VP and advances his or her scoring marker accordingly.

Each Adventurer in your Tavern	**1 VP**
Every 2 Gold in your Tavern (rounding down)	**1 VP**
Lord card	**As specified by the card**

The player with the most VP after final scoring is the winner. In the event of a tie, the player with the most Gold wins.





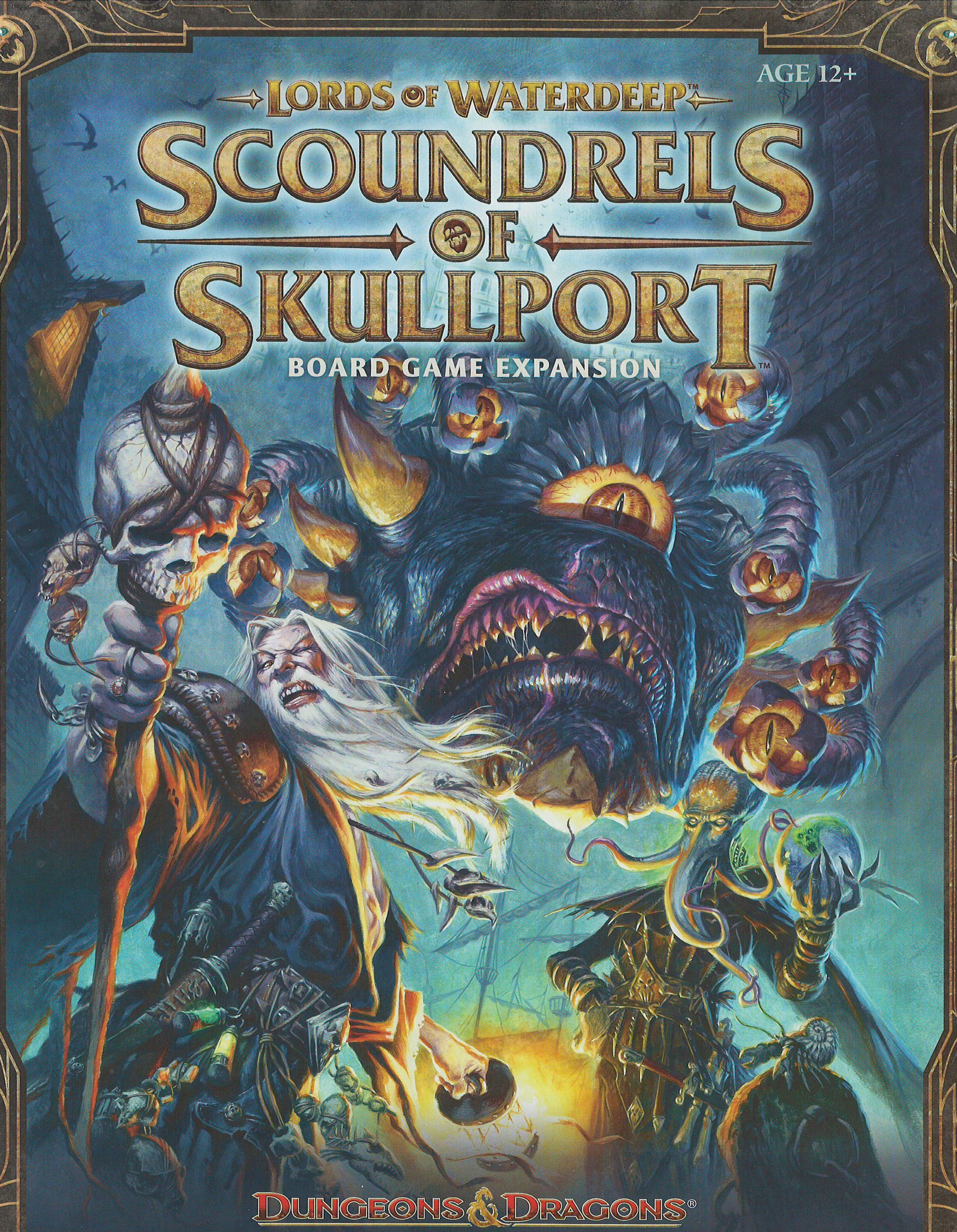


AGE 12+

LORDS OF WATERDEEP™

SCOUNDRELS OF SKULLPORT™

BOARD GAME EXPANSION



DUNGEONS & DRAGONS®

RULEBOOK

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Introduction

Welcome back to Waterdeep, the City of Splendors!

Scoundrels of Skullport™ is the first expansion set for the **Lords of Waterdeep**™ board game. This expansion contains two new game modules, *Undermountain* and *Skullport*, each of which can be added to the base game to expand and alter the experience.

Each module includes new Lord, Quest, and Intrigue cards, as well as new Buildings, related to the location represented by the module. Additionally, when using at least one module, you can play with up to six players at a time!

Undermountain

Undermountain is a vast and multileveled dungeon beneath Mount Waterdeep that once served the crazed wizard Halaster as a site for magical experiments. Now it is a labyrinthine maze with few refuges for weary adventurers.

The *Undermountain* module focuses on new quests with great demands and greater rewards.

Skullport

Skullport—also known as the Port of Shadow—is nestled in the heart of Undermountain, deep below the streets of Waterdeep. It is a haven for nefarious crimes, underhanded deals, and back-alley murders. Those who visit Skullport do so at their own peril, for around every corner are new ways to make people disappear.

The *Skullport* module focuses on a new resource, Corruption, and the risks associated with being corrupt.

Game Components

3 game boards

Rulebook

Storage tray

1 player mat (Gray Hands)

37 wooden pieces:

- 1 score marker (gray)
- 11 Agents (6 gray, 1 of each other player color)
- 25 Corruption tokens

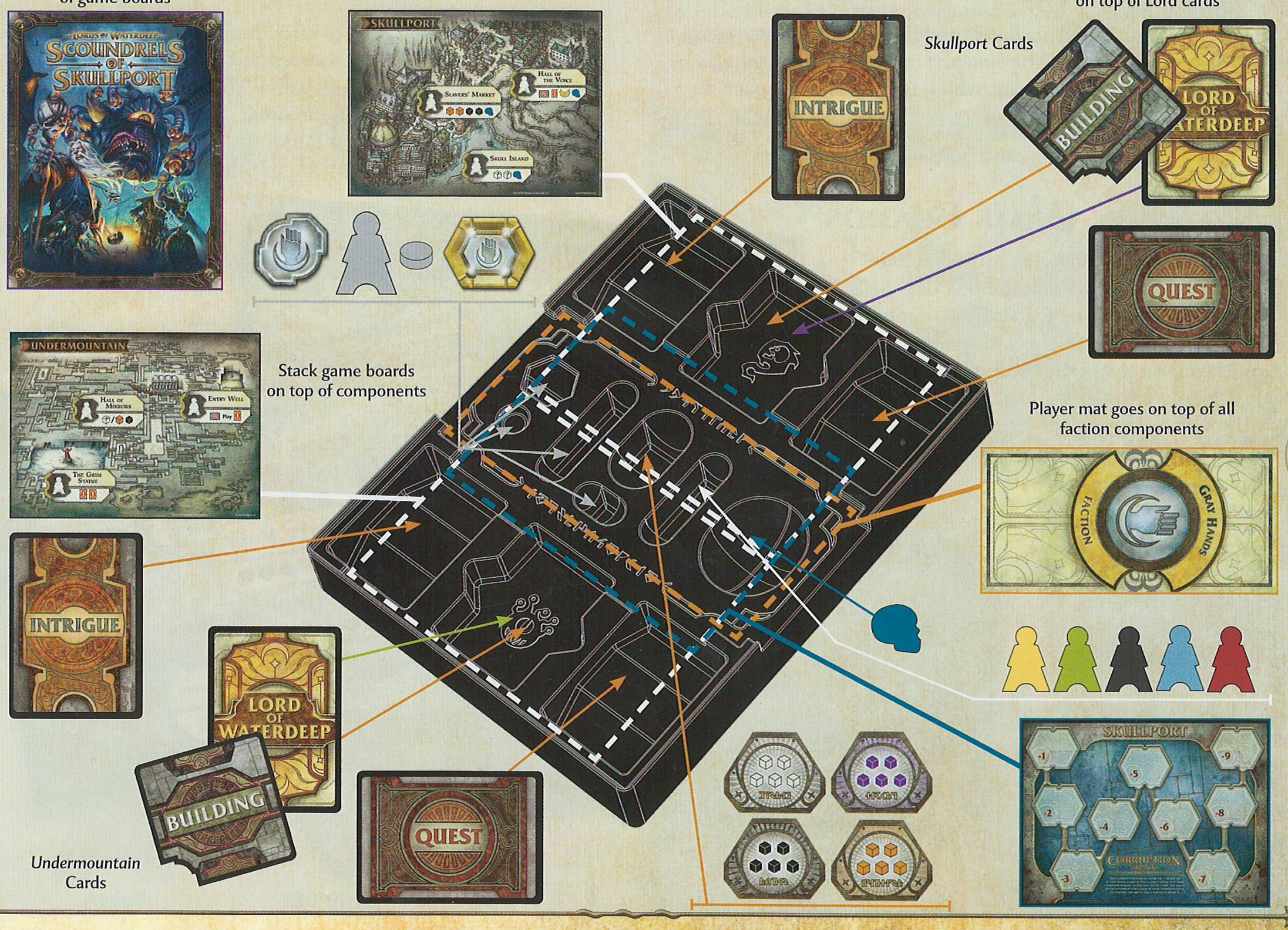
116 cards:

- 6 Lord of Waterdeep cards
- 50 Intrigue cards
- 60 Quest cards

50 die-cut pieces:

- 24 Building tiles
- 9 Building control markers (gray)
- 16 Adventurer Caravan tokens
- 1 100 VP Token (gray)

Storage Diagram



Using this Expansion

Scoundrels of Skullport includes two game modules (*Undermountain* and *Skullport*) that you can add to **Lords of Waterdeep** for a new experience. These modules represent additional locations for your struggles to become the greatest Lord of Waterdeep.

Each of the Lord cards, Quest cards, Intrigue cards, and Building tiles related to a module has that module's icon printed on its face.



The *Undermountain* module takes Agents of the Lords into the dangerous caverns below Mount Waterdeep. The rumored wealth of Undermountain entices adventurers to brave the mysteries and monsters beneath the City of Splendors. Both the risks and the returns are greater for undertaking Quests that require more Gold and Adventurers.



The *Skullport* module includes a new resource: Corruption. Unlike Adventurers and Gold, having Corruption in your Tavern penalizes you at the end of the game. However, the Buildings, Quests, and Intrigue cards that produce Corruption also offer more plentiful rewards. Thus you must strike a balance between your greed and the potential harm of Corruption at the end of the game.

New Rules

The *Undermountain* and *Skullport* modules both introduce new rules, as explained here. The *Skullport* module also introduces the new Corruption mechanic, which is described on page 7.

Except where otherwise noted, playing **Lords of Waterdeep** with either module follows the same rules as playing the base game.

Placing Resources on Action Spaces

Some cards and Buildings instruct players to place resources, such as Adventurers or Gold, on action spaces.

You can place resources on action spaces that already have Agents assigned to them. You cannot place them on buildings in Builder's Hall.



Mari places 1 Wizard next to the action space numbered "3" on Waterdeep Harbor.

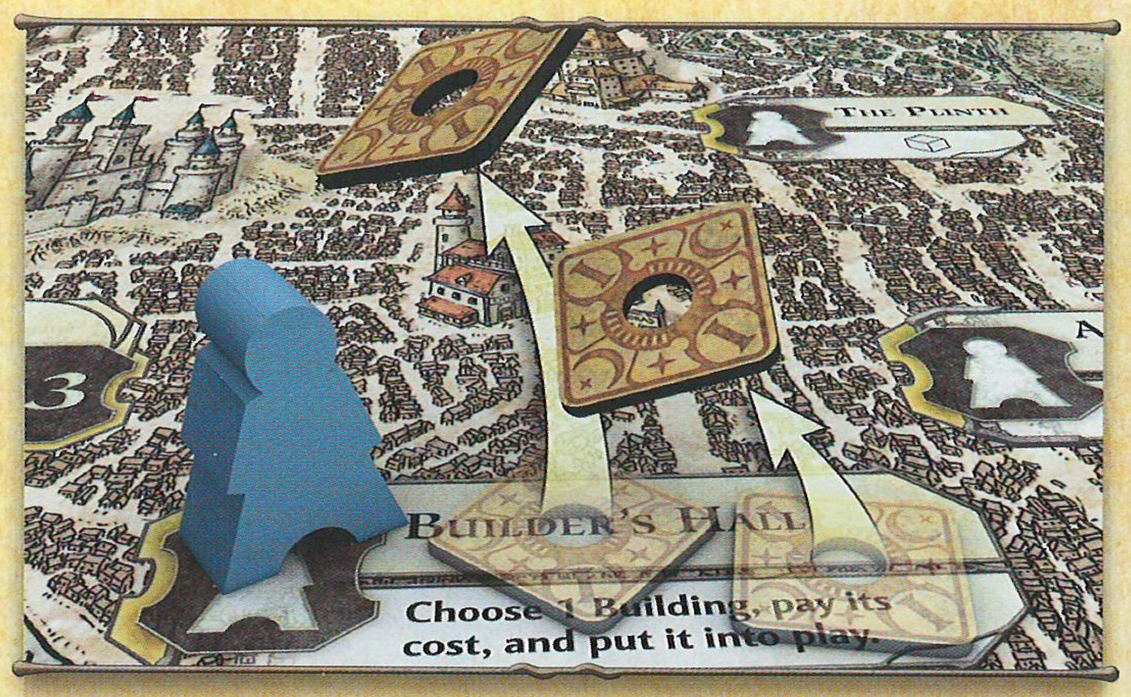
When you assign an Agent to an action space containing placed resources, you take those resources and place them in your Tavern as the first part of that action. Thus, you can use the newly collected resources in the same action (for example, using collected Gold to purchase a Building).

Expansion Game Boards

Both *Scoundrels of Skullport* modules include new game boards. Two of these boards (one for *Undermountain* and one for *Skullport*) contain new action spaces. These boards work just like those found on the main **Lords of Waterdeep** game board; on your turn, you can assign an Agent to the action space of a Building on a module's game board and gain the benefits of that action.

The *Skullport* module also includes a second game board, the Corruption track. This board is explained in more detail in "The Corruption Track," on page 7.





Jennifer assigns an Agent to Builder's Hall, which has 2 Gold on its action space. She first collects the 2 Gold, then continues the Builder's Hall action.

Adventurer Caravans

This set includes sixteen Adventurer Caravan tokens, four of each kind, which can be used with either module. Each token represents 5 Adventurers of the same type. If the supply runs low, you can exchange these tokens for excess Adventurers in players' Taverns.



5 Wizards

5 Rogues

5 Fighters

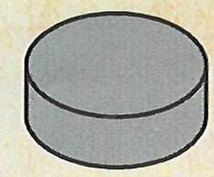
5 Clerics

Adventurer Caravan tokens

Six-Player Games

This expansion includes a new faction, the Gray Hands, increasing the maximum number of players to six. However, to play with six players, you must include at least one expansion module.

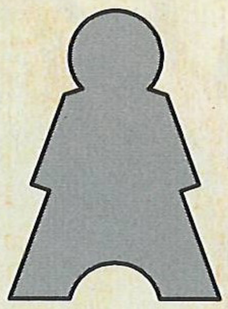
In a six-player game, each player starts with 2 Agents.



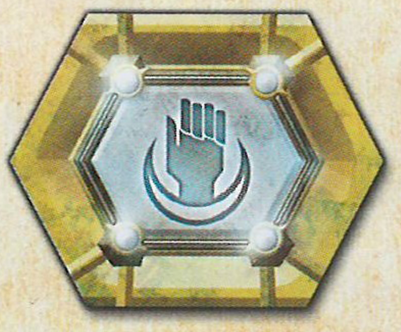
Score Marker



Building Control Marker



Agent



100 Victory Points Back

Optional Rule: Long Game

This optional rule for games with five or fewer players allows for more actions on each turn by adding extra Agents. You must include at least one expansion module to play a long game.

A six-player game always counts as a long game.

LONG GAME

Number Of Players	Agents per Player
2	5
3	4
4	3
5	3
6	2

This set includes an additional Agent for each faction, for use in the two-player long game.

Optional Rule: Using Two Modules

It's possible to play with two expansion modules in a game. If you choose to do so, you must use the long game optional rule described above.

Additionally, before setting up the game, randomly remove 25 Intrigue cards, 30 Quest cards, and 12 Building tiles from those included with the **Lords of Waterdeep** base game. Then shuffle the remaining cards with the corresponding types from both modules, and shuffle the remaining Buildings with those from both modules.

Place all the game boards associated with those modules near the board within easy reach of all players. Then proceed with setup as normal.



UNDERMOUNTAIN

The rumored wealth of Undermountain entices adventurers to brave the mysteries and monsters beneath the City of Splendors. The risks and the rewards are greater for undertaking Quests that require more Gold and Adventurers.

Setup

Shuffle each type of card from the *Undermountain* module with those from the base **Lords of Waterdeep** game, and shuffle the Buildings from the *Undermountain* module with those from the base game.

Place the *Undermountain* game board near the main **Lords of Waterdeep** game board, within easy reach of all players. Then proceed with setup as normal.



Undermountain Game Setup Example (6 players)



SKULLPORT

The *Skullport* module includes a new resource: Corruption. Unlike Adventurers and Gold, having Corruption in your tavern penalizes you at the end of the game.

Corruption Symbol

Corruption is represented by the icon on cards and Buildings, and by skull-shaped wooden tokens on the Corruption track.

Each Corruption token in your Tavern at the end of the game is worth **negative** Victory Points. The exact negative value depends on how much Corruption has been collected throughout the game; the more corrupt you and your fellow Lords are, the more Corruption hurts your score.

Setup

Shuffle each type of card from the *Skullport* module with those from the base **Lords of Waterdeep** game, and shuffle the Buildings from the *Skullport* module with those from the base game.

Place the two *Skullport* game boards near the main **Lords of Waterdeep** game board, within easy reach of all players. Prepare the Corruption track as described below, the proceed with setup as normal.

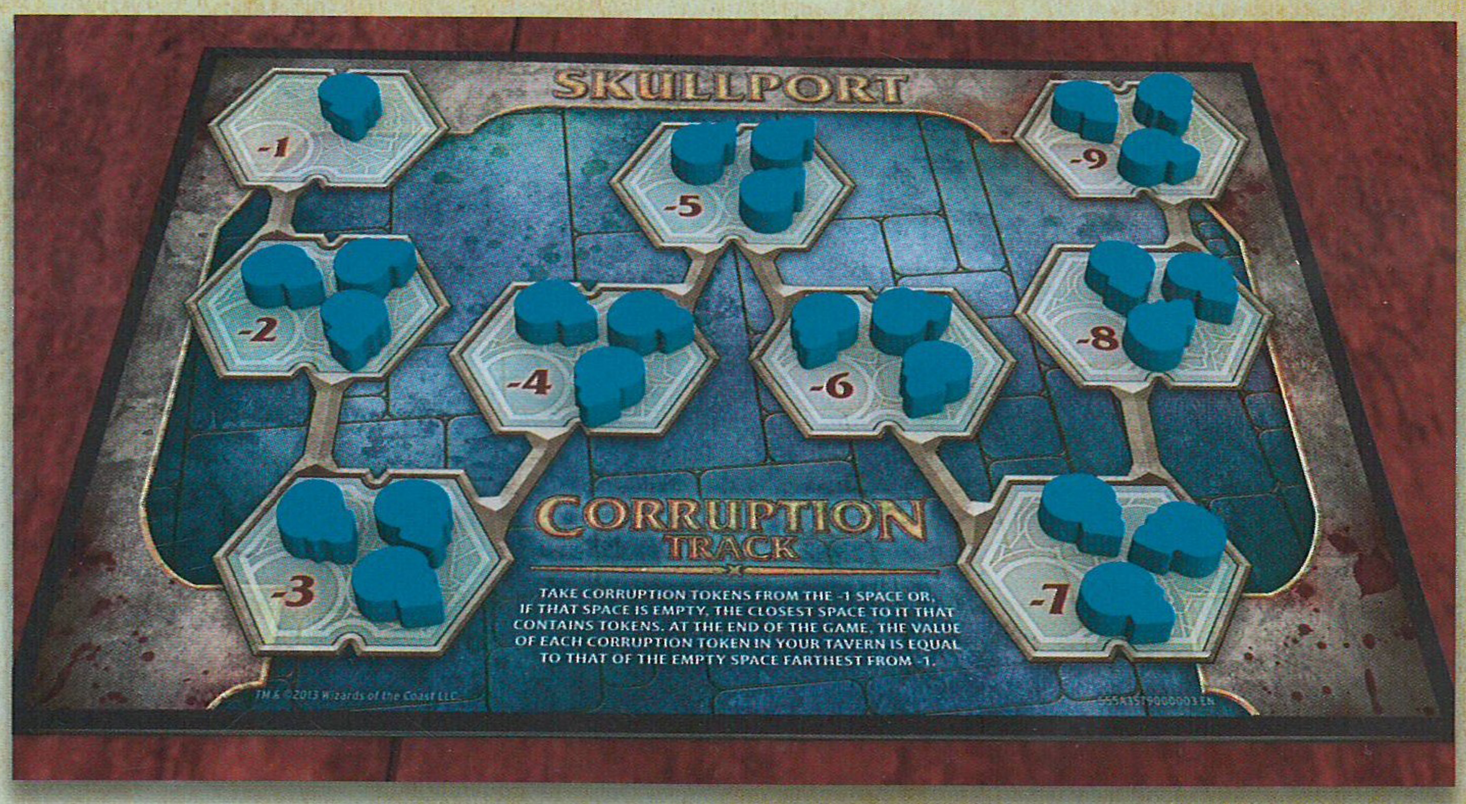
The Corruption Track

In addition to the expansion game board representing the city of Skullport, this module also includes a second game board: the Corruption track.

Before you can begin play with this module, you need to prepare the Corruption track. Place 3 Corruption tokens on each of the spaces labeled "-2" through "-9," and place a single Corruption token on the space labeled "-1."



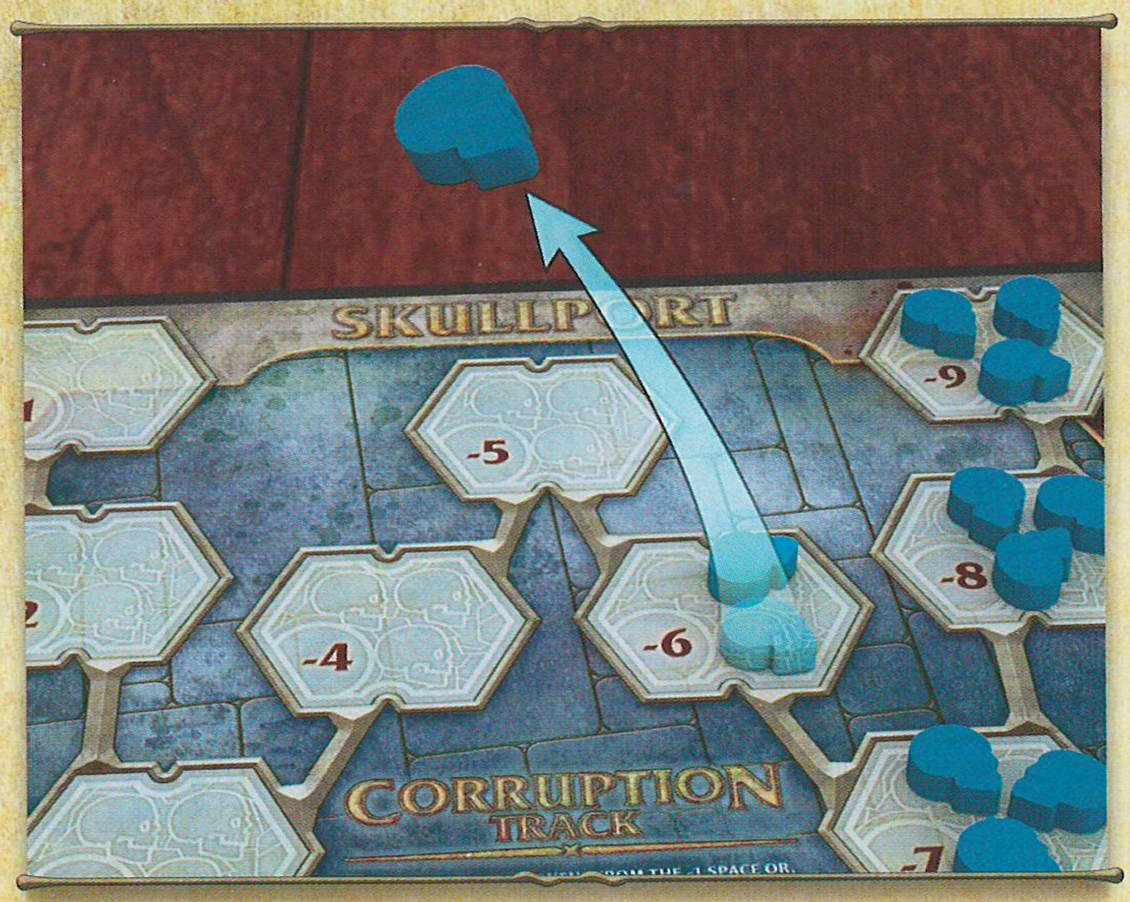
Skullport Game Setup Example (6 players)



Corruption Track Setup Example

Taking Corruption Tokens

Whenever an effect requires you to **gain** or **take** Corruption, take a Corruption token from the space **closest to "-1"** on the Corruption Track that still has tokens on it.



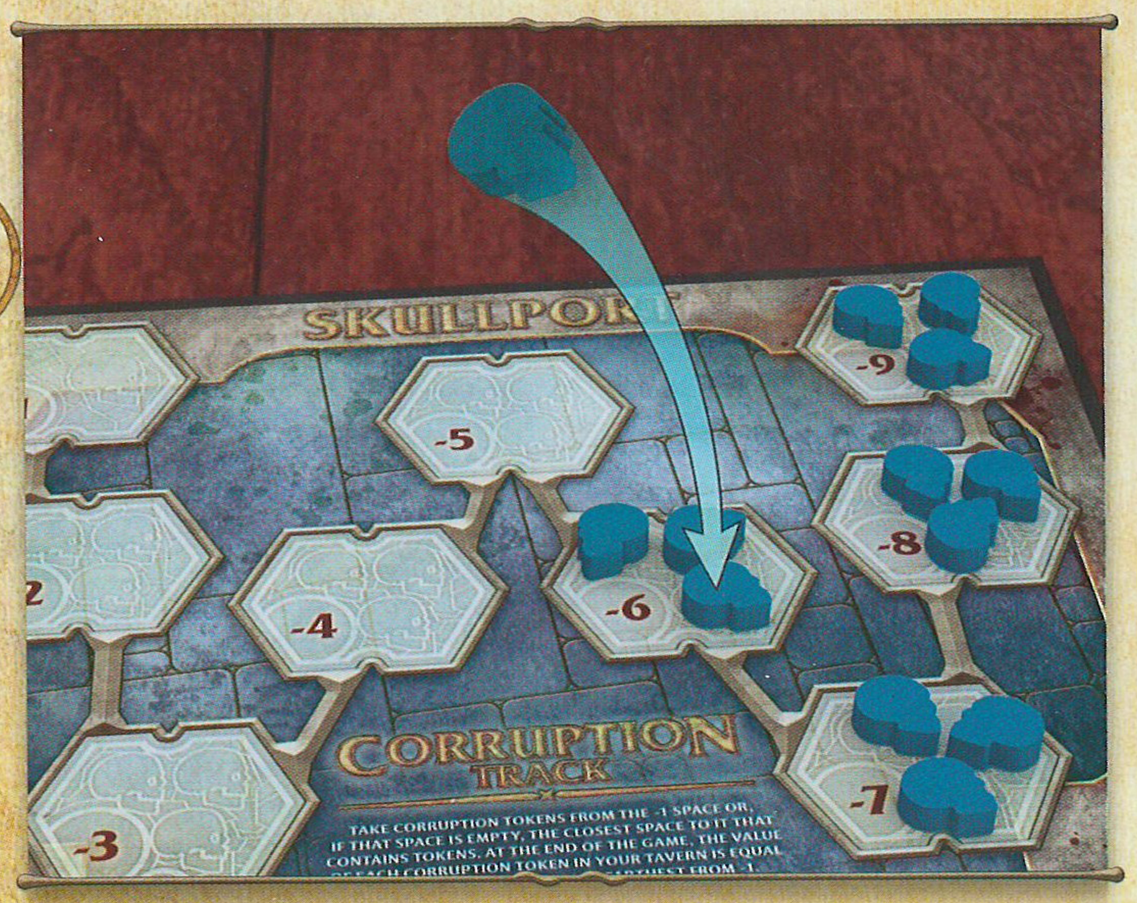
Peter gains 1 Corruption. The "-6" space is the closest to "-1" that still contains Corruption tokens, so Peter takes 1 token from that space and places it in his Tavern.

If you are ever required to take a Corruption token and place it in your Tavern when there are no tokens left on the Corruption track, you immediately lose 10 VP for each token you could not take from the track.

Returning Corruption Tokens

Whenever an effect instructs you to **return** Corruption to the Corruption track, you take the required number of Corruption tokens from your Tavern and place them on the track, starting with the space **farthest from "-1"** that does not contain 3 Corruption tokens. No space on the Corruption track can ever have more than 3 Corruption tokens on it.

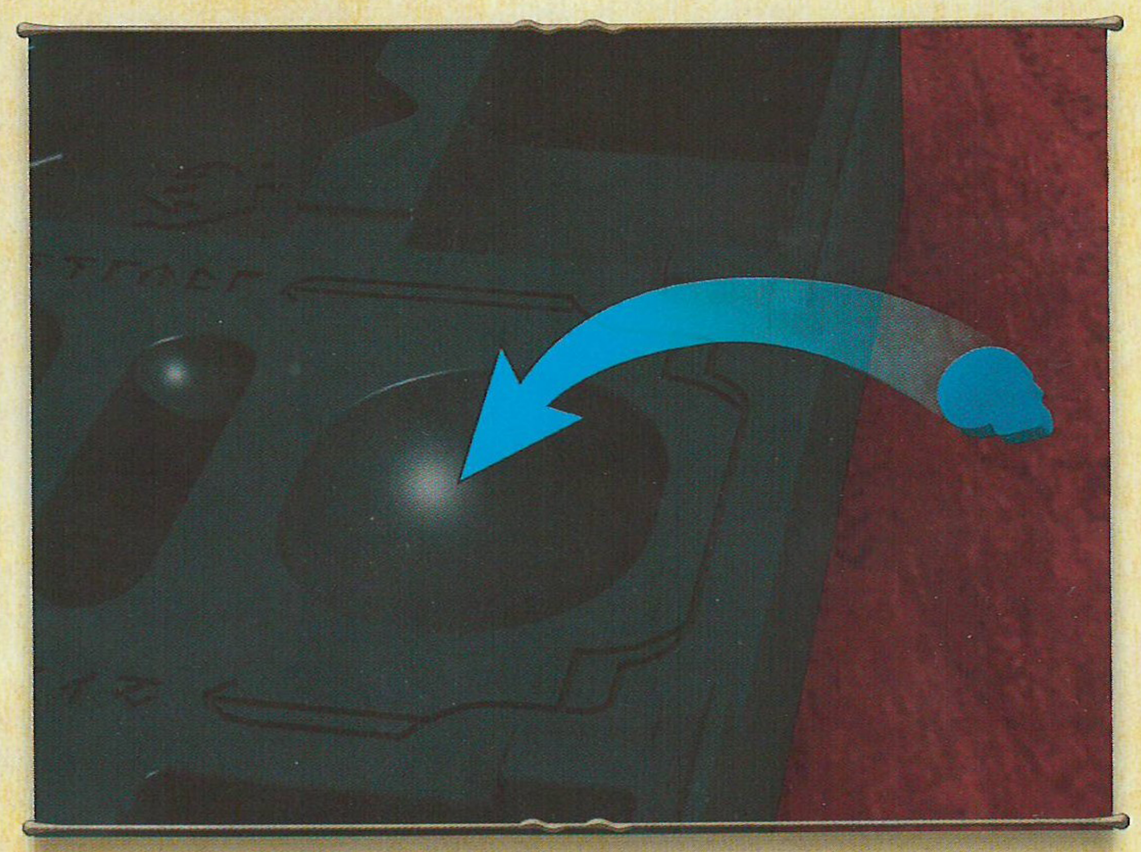
In other words, Corruption is returned to the track in the reverse order that it is taken from the track.



Rodney returns 1 Corruption token from his Tavern to the Corruption track, placing it on the "-6" space since it is the space farthest from "-1" that has room for tokens.

Removing Corruption Tokens

When a card or Building instructs you to **remove** Corruption from the game, you do not return it to the Corruption track. Instead, you place the Corruption token back in the game box; it is out of play for the rest of the game.

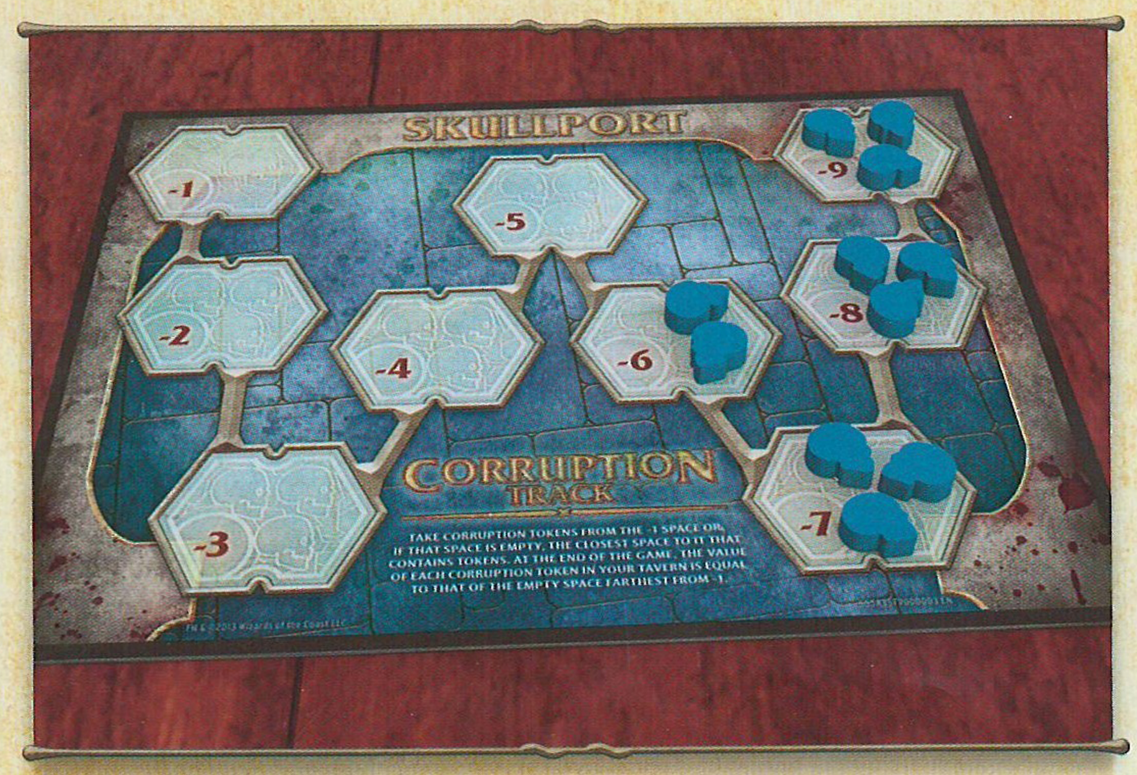


Chris removes 1 Corruption token from the game, returning it to the box.

Ending the Game

As part of final scoring, all players must account for Corruption. Each player reduces his or her Victory Point total by an amount determined by the total Corruption in his or her Tavern.

The value of each Corruption token is equal to the number on the empty space of the Corruption track that is farthest from "-1." Each Corruption token in a player's Tavern reduces his or her Victory Points by that value.



At the end of the game, the empty space farthest from the "-1" space has a value of -5. Each player reduces his or her VP total by 5 for each Corruption in his or her Tavern.

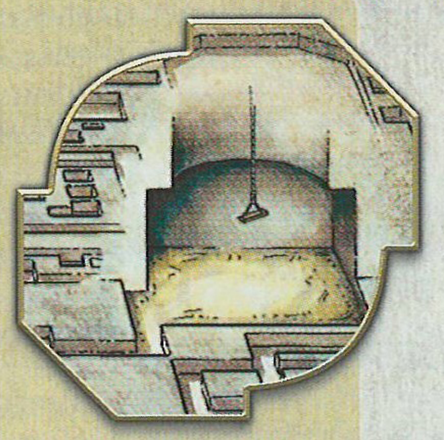
Appendix 1: New Buildings

This section lists the various Buildings that players can assign their Agents to. Each module's game board has three basic Buildings. The set symbol listed beside the name of each Building below indicates to which module the Building belongs.

Basic Buildings

These buildings are always available to assign Agents to (as long as they have unoccupied action spaces).

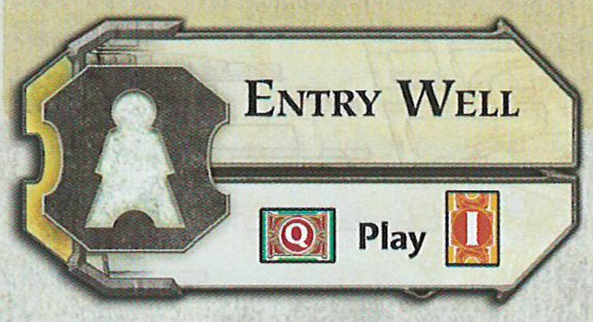
Entry Well



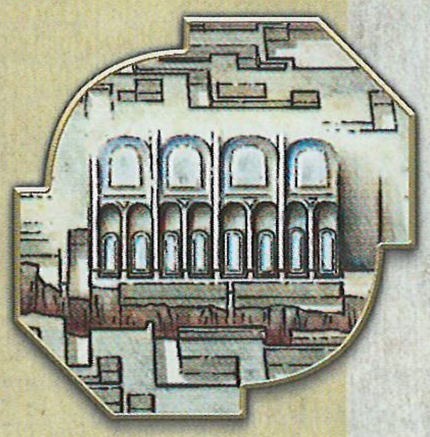
Located in the common room of the Yawning Portal, this is the most-used physical link to Undermountain.

Location: Yawning Portal

Action: Take 1 face-up Quest card from Cliffwatch Inn, and then play 1 Intrigue card from your hand.



Hall of Mirrors



This corridor is flanked by large, heavy oval glass mirrors, eight on each side. Sometimes reflections are not what they seem.

Location: Dungeon Level

Action: Take 1 Adventurer of any type (?) OR 1 Fighter and 1 Rogue ( ) from the supply, and place them in your Tavern.



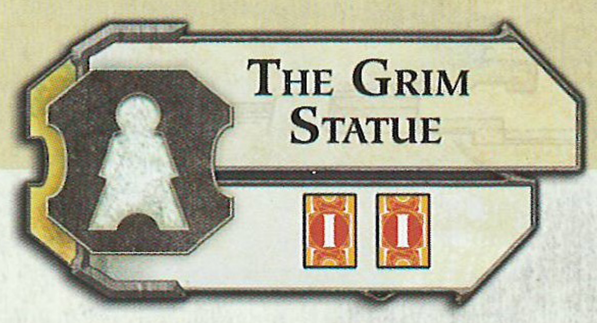
The Grim Statue



This high-ceilinged room houses a huge, dark stone statue. Many of the fingers and the statue's head have been broken off.

Location: Dungeon Level

Action: Draw 2 Intrigue cards.



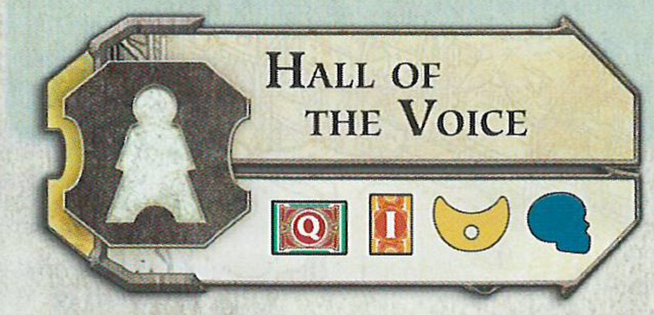
Hall of the Voice



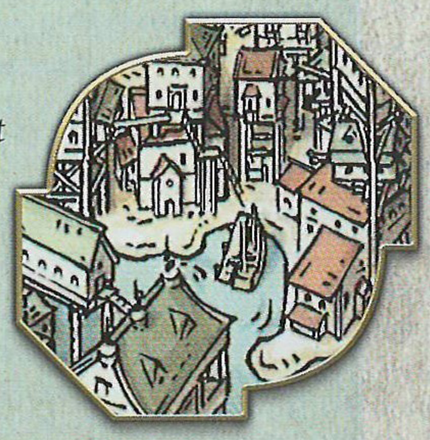
Skullport's "law" is swift and brutal. The only hope of escaping punishment comes from the orators of the Hall, and hope doesn't come cheap.

Location: Lower Trade Lanes

Action: Draw 1 Intrigue card, and take 1 face-up Quest card from Cliffwatch Inn. Also take 5 Gold ( ) from the supply and 1 Corruption ( ) from the Corruption track, and place them in your Tavern.



Slavers' Market



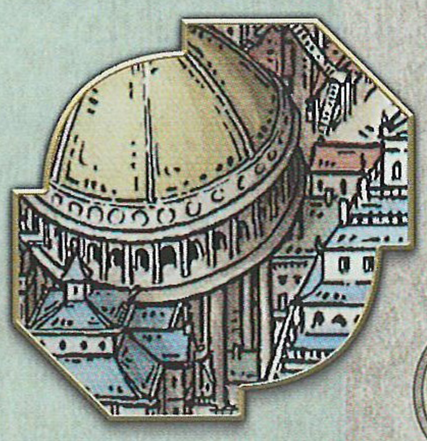
Here one can purchase stout dwarves to protect one's home, handsome slaves for pleasure, or even oddities such as svirfneblin gemcutters.

Location: Lower Port

Action: Take 2 Fighters ( ) and 2 Rogues ( ) from the supply and 1 Corruption ( ) from the Corruption track, and place them in your Tavern.



Skull Island



This menacing island on the River Sargauth is Skullport's first line of defense as well as a prison for slaves before they head to the Slavers' Market to be sold.

Location: Sargauth Level

Action: Take 2 Adventurers of any type (? ?) from the supply and 1 Corruption ( ) from the Corruption track, and place them in your Tavern.



Advanced Buildings

These 24 tiles represent additional advanced Buildings that players can purchase. Up to 3 Building tiles are face up and available for purchase at Builder's Hall at any time.

Belkram's Tomb

The tomb of the Melairkyn dwarf king is not a place to tread lightly.

Location: Sargauth Level

Cost: 5 Gold

Action: Take 5 Gold ( ) from the supply and place it in your Tavern, then play 1 Intrigue card from your hand.

Owner: Take 2 Gold ( ) from the supply and place it in your Tavern.



Citadel of the Bloody Hand

This defensive stronghold is full of traps that can be set as you fall back within.

Location: Upper Dungeon Level

Cost: 7 Gold

Action: Take 4 Fighters ( ) from the supply and place them in your Tavern. Then place 1 Fighter ( ) from the supply on each of two different action spaces.

Owner: Take 2 Fighters ( ) from the supply and place them in your Tavern.



Cryptkey Facilitations

They stock the finest bodies available for reanimation by robbing crypts and graves from the City of the Dead in Waterdeep.

Location: Lower Trade Lanes

Cost: 7 Gold

Action: Take 3 Rogues ( ) and 5 Gold ( ) from the supply, and 1 Corruption ( ) from the Corruption track, and place them in your Tavern.

Owner: Take 3 Gold ( ) from the supply and place it in your Tavern.



The Deepfires

Quiet and safety come at a high price at this inn, as do any number of deadly poisons.

Location: Lower Heart

Cost: 6 Gold

Action: Take 5 Gold ( ) and 1 Adventurer of any type ( ) from the supply, and 1 Corruption ( ) from the Corruption track, and place them in your Tavern. Then take 1 face-up Quest card from Cliffwatch Inn.

Owner: Score 3VP.



Delver's Folly

Concealed pits, flaming oil jets, and self-arming spring-loaded blades are examples of merchandise at this business.

Location: Central Trade Lanes

Cost: 6 Gold

Action: Take 1 Corruption ( ) from your Tavern and place that Corruption ( ) on any action space.

Owner: Score 2 VP.

The Eye's Lair

One of two fortified bases maintained by the beholder crime lord known as the Xanathar.

Location: Sargauth Level

Cost: 3 Gold

Action: Take 1 Adventurer of any type ( ) from the supply and place it in your Tavern, then play 1 Intrigue card from your hand.

Owner: Score 2 VP.

The Frontal Lobe

Uninvited guests not escorted by an illithid are telepathically and politely encouraged to leave, as the management cannot guarantee their safety.

Location: Upper Heart

Cost: 4 Gold

Action: Return 1 Adventurer of any type ( ) from your Tavern to the supply. Then take 3 Wizards ( ) from the supply and 1 Corruption ( ) from the Corruption track, and place them in your Tavern.

Owner: Take the Adventurer ( ) returned by the player who took the Building's action and place it in your Tavern.

Hall of Many Pillars

This lair of a vampire is filled with stone columns stretching from floor to ceiling. The floor is covered with a swirling, cloaking mist.

Location: Dungeon Level

Cost: 5 Gold

Action: Play 3 Intrigue cards, 1 at a time, from your hand.

Owner: Draw 1 Intrigue card.



Hall of Sleeping Kings

This purple-glowing chamber has two rows of twenty-six tall stone thrones facing each other. A skeleton sits on each glowing golden throne.

Location: Dungeon Level

Cost: 4 Gold

Action: Take 1 Fighter ( ) and 1 Rogue ( ) from the supply, and place them in your Tavern. Then play 1 Intrigue card from your hand.

Owner: Take 1 Fighter ( ) or 1 Rogue ( ) from the supply and place it in your Tavern.





Hall of Three Lords

On east-facing plinths, each with a sixteen-foot-tall stone statue, the names "Elyndraun," "Ruathyndar," and "Onthalass" are carved.

Location: Dungeon Level

Cost: 6 Gold

Action: Remove 3 Adventurers of any type ( ) from your Tavern and place 1 of those on each of 3 different action spaces. Then score 10 VP.

Owner: Score 2 VP.





The Hell Hound's Muzzle

This squalid shack has little to offer visitors besides extremely potent drink and a variety of black-hearted assassins looking for a reason to draw blood.

Location: Lower Heart

Cost: 8 Gold

Action: Take 1 Cleric ( ), 1 Fighter ( ), 1 Rogue ( ), and 1 Wizard ( ) from the supply, and 1 Corruption ( ) from the Corruption track, and place them in your Tavern.

Owner: Take 1 Adventurer of any type ( ) from the supply and place it in your Tavern.





High Duke's Tomb

The inscription on the footstone reads: "Here Lies High King Arthangh/Son of Meirra/Lord of Emberden/He Should Not Have Fallen."

Location: Dungeon Level

Cost: 7 Gold

Action: Take 8 Gold ( ) from the supply and place it in your Tavern. Then place 2 Gold ( ) from the supply on each of 2 different action spaces.

Owner: Take 4 Gold ( ) from the supply and place it in your Tavern.



The Librarium

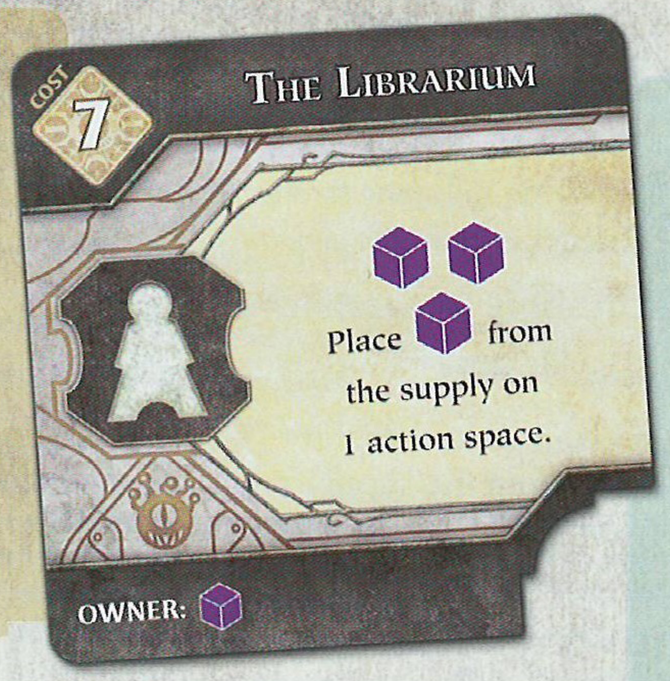
Halaster's legendary Librarium is a warded deathtrap. For those foolish enough to enter, the bookshelves hide more dangers than the deadly secrets written in their books.

Location: Dungeon Level

Cost: 7 Gold

Action: Take 2 Wizards ( ) from the supply and place them in your Tavern. Then place 1 Wizard ( ) from the supply on any action space.

Owner: Take 1 Wizard ( ) from the supply and place it in your Tavern.



The Lost Cavern

This magical room has a continual darkness *spell cast within it. Many unwary adventurers have become lost here while looking for the one-way gate out of Undermountain.*

Location: Sargauth Level

Cost: 6 Gold

Action: Discard 1 uncompleted non-Mandatory Quest. Then take 1 Fighter ( ), 1 Rogue ( ), and 1 Adventurer of any type ( ) from the supply and place them in your Tavern.

Owner: Take 1 Adventurer of any type ( ) and place it in your Tavern.



Monsters Made to Order

Creating hybridized monsters and creatures of all sizes, Monsters Made to Order is best known for the russet owlmonster, a hybrid of the dreaded owlbear and the rust monster.

Location: Central Heart

Cost: 3 Gold

When Purchased and at Start of Round: Take 1 Corruption ( ) from the Corruption track and place it on this space.

Action: Take all Corruption ( ) from this space and place them in your Tavern. For each ( ) you took with this action, you can return 1 of your assigned Agents to your pool.

Owner: Score 2 VP.



The Poisoned Quill

With an impressive array of wax pressings of government seals from throughout Faerûn, some of the best forgeries in Skullport are created here.

Location: Central Trade Lanes

Cost: 5 Gold

Action: Return 1 Corruption ( ) from your Tavern to the Corruption track. Then play 1 Intrigue card from your hand.

Owner: Draw 1 Intrigue card.



Promenade of the Dark Maiden

Separated from Skullport centuries ago, this secluded temple complex was constructed by the chosen of Eilistraee. It encompasses an isolated quarter of the original Sargauth Enclave.

Location: Northeast of Skullport

Cost: 9 Gold

Action: Take up to 2 Corruption ( ) from your Tavern and remove them from the game.

Owner: Score 3 VP.

Room of Wisdom

The Wyllowwood grows in the depths of Undermountain, and in that strange forest initiates to the faith of Malar study beasts in the Room of Wisdom.

Location: Farm Level

Cost: 7 Gold

Action: Take 2 Clerics ( ) from the supply and place them in your Tavern. Then place 1 Cleric ( ) from the supply on any action space.

Owner: Take 1 Cleric ( ) from the supply and place it in your Tavern.

Secret Shrine

There are few places where the faithful can safely gather in Skullport. When a shrine is established, its entrance is protected with powerful magic, alerting leaders if its gates are breached.

Location: It's a secret—we're not telling!

Cost: 8 Gold

Action: Return 1 Corruption ( ) from your Tavern to the Corruption track. Then take 1 Cleric ( ) from the supply and place it in your Tavern.

Owner: Take 1 Cleric ( ) from the supply and place it in your Tavern.

Shadowdusk Hold

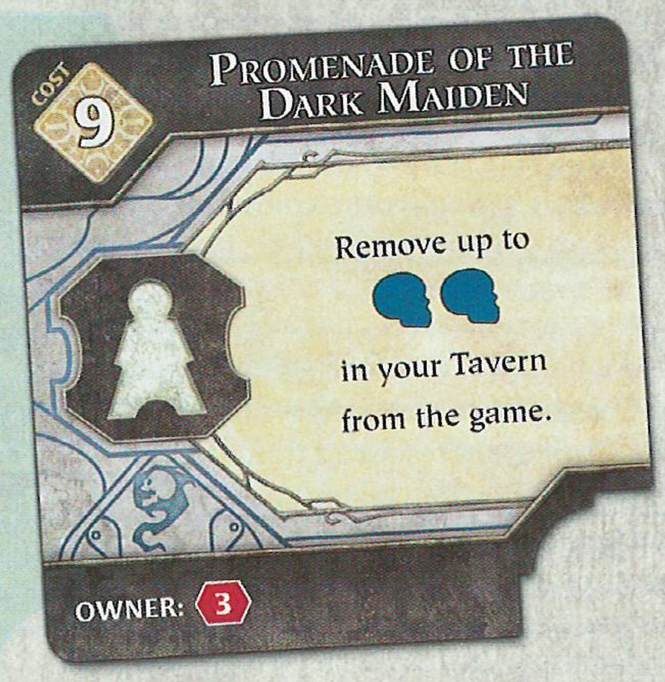
When the Shadow Thieves fled the city, part of their organization carved out a home in Undermountain. There they remain, though few of them are human any longer.

Location: Terminus Level

Cost: 7 Gold

Action: Take 4 Rogues ( ) from the supply and place them in your Tavern. Then place 1 Rogue ( ) from the supply on each of two different action spaces.

Owner: Take 2 Rogues ( ) from the supply and place them in your Tavern.



Shradin's Excellent Zombies

Renting a claw of zombies was an easy thing for a time. Now this business is quiet, unless you know who to ask.

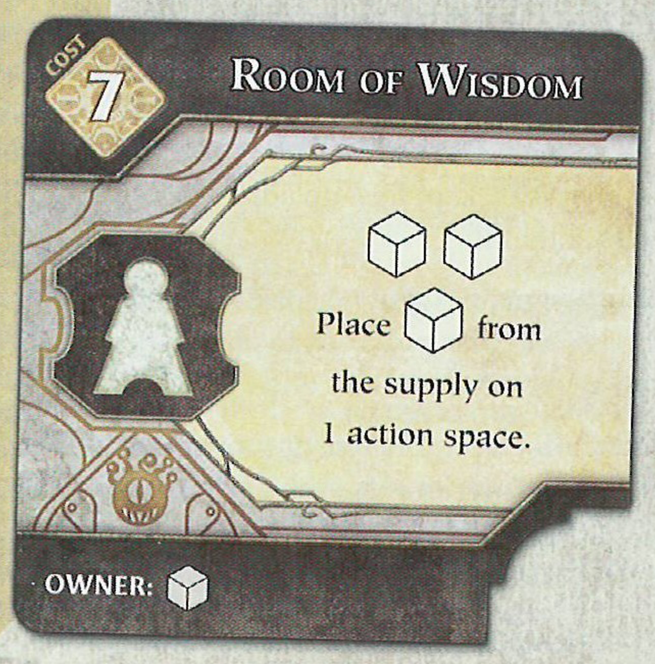
Location: Lower Heart

Cost: 6 Gold

Action: Take 3 Fighters ( ) and 1 Cleric ( ) from the supply, and 1 Corruption ( ) from the Corruption track, and place them in your Tavern.

Owner: Take 3 Gold ( ) from the supply and place them in your Tavern.





Thimblewine's Pawnshop

Anything lost in Skullport eventually makes its way into this cluttered shop. Patrons arriving with their most prized artifacts often leave with just a pittance to show for them, though they are none the wiser.

Location: Lower Port

Cost: 4 Gold

Action: Return 1 Corruption ( ) from your Tavern to the Corruption track. Then take 1 Gold ( ) from the supply and place it in your Tavern.

Owner: Take 2 Gold ( ) from the supply and place it in your Tavern.





The Thrown Gauntlet

Famed as the dirtiest and most despicable of Skullport's pit-fighting establishments, the Thrown Gauntlet offers shockingly violent spectacles of combat at least once a tenday.

Location: Lower Heart

Cost: 8 Gold

Action: Take 3 Fighters ( ) and 3 Rogues ( ) from the supply, and 1 Corruption ( ) from the Corruption track, and place them in your Tavern.

Owner: Take 1 Fighter ( ) and 1 Rogue ( ) from the supply, and place them in your Tavern.





Trobriand's Graveyard

What was once a Melairkyn mithral mine became a testing ground for Trobriand's constructs. They battle each other and any unwary traveler attempting to pilfer the remains of the mine.

Location: Farm Level

Cost: 3 Gold

Action: Take 4 Gold ( ) from the supply and place it in your Tavern. Draw 2 Intrigue cards, then discard 2 Intrigue cards.

Owner: Draw 1 Intrigue card.



Appendix 2: New Faction (Gray Hands)

Scoundrels of Skullport introduces a new faction: the Gray Hands, represented by gray Agent tokens. This allows up to six players to play the **Lords of Waterdeep** game.



The Gray Hands

Although Waterdeep is ably defended by the City Guard and City Watch, some threats require more extreme solutions. The Gray Hands are an elite force of high-powered adventurers who answer directly to the Lords of Waterdeep.

Appendix 3: Clarifications

This following clarifications address frequently asked questions and unusual cases that come up in a game. They include additional clarifications for the **Lords of Waterdeep** base game, as well as those that apply only to the *Scoundrels of Skullport* expansion.

General Rules

Actions that Provide Resources: Certain Plot Quests trigger benefits when the player who completed the Quest gains resources from taking an action. You are considered to gain resources from taking an action only when you assign an Agent to and carry out the instructions of an action space that gives you a particular resource (such as Adventurers or Gold). For example, when you play an Intrigue card for assigning an Agent to Waterdeep Harbor and gain resources from that card, you are considered to gain resources from that action.

Gaining resources as a result of another player playing an Intrigue card does not trigger Plot Quest benefits that that require taking an action. Likewise, gaining resources from completing a Quest, or from the benefits of a Plot Quest, never count as gaining resources from an action.

Active Quests: Active Quests must always be kept face-up adjacent to your player mat, so that other players can see them.

Assigning Agents: If a player cannot assign an Agent because no action space is available, that player must pass, and play proceeds to the next player. If no player can legally assign an Agent, the round ends.

Choice Order: Some actions and card effects require one or more players to make choices. Because the value of Corruption can vary with each player's choice in such cases, each player should choose in turn. Start with the player who is taking the action or causing the choice effect, or the first player.

Completing Actions: You must be able to follow all of the instructions on an action space in order to take that action. This includes paying the cost of buying a Building, returning 2 Adventurers at the Three Pearls, playing an Intrigue card at Waterdeep Harbor, and so forth.

Corruption: Corruption is a unique resource; it never counts as an Adventurer or Gold, and it cannot be chosen as ( ).

Discarding Buildings: If a Building with resources on it is removed from play, any Adventurer and Gold tokens return to the supply, and any Corruption tokens return to the Corruption track.

Gaining Agents: In certain situations, you might add an Agent to your pool during reassignment from Waterdeep Harbor (for example, on reassigning an Agent, you complete the Recruit the Lieutenant or Research Chronomancy Quest). In that event, you assign that Agent immediately, before the next Agent is reassigned from Waterdeep Harbor.

Limit on Buildings Controlled: You can never control more Buildings than you have Building control markers (9).

Moving Resources: If not otherwise specified, effects always transfer Adventurers, Gold, and Corruption tokens between your Tavern and either the supply or the Corruption track, as applicable. Resources on the board are never affected unless otherwise specified.

Number of Buildings in Play: You are not limited to the ten empty spaces on the game board for Building tiles when putting Buildings into play. Simply place any additional Buildings in a convenient place on or near the board.

Playing Intrigue Cards: All Intrigue cards include the text "Play at Waterdeep Harbor" as a reminder for newer players. You can also play Intrigue cards when directed to by a Building's instructions or as part of a Quest reward.

Purchasing Buildings: To purchase a building, you must assign an Agent to Builder's Hall and pay the Gold cost of the Building. Putting a Building into play by any other means (such as by completing a Quest) does not count as purchasing the Building. (However, see the Architectural Innovation Intrigue card clarification.)

Putting Buildings into Play: If you put a Building from Builder's Hall into play under your control and that Building has any Victory Point tokens on it, you gain those Victory Points regardless of how the Building entered play.

Unused Agents: Any time an effect refers to your unassigned Agents (such as the Sample Wares Intrigue card), it refers to Agents still in your pool.

Basic Buildings

Waterdeep Harbor: When you use a Waterdeep Harbor action space without assigning an Agent to that space (for example, by assigning an Agent to the Zoarstar and then choosing an opponent's Agent in Waterdeep Harbor), you carry out the instructions for Waterdeep Harbor, but you do not reassign your Agent at the end of the round. **The clarification for the Zoarstar in the Lords of Waterdeep rulebook is in error.**

Advanced Buildings

Accumulating Buildings: Buildings that accumulate resources when purchased and at the start of each round (such as Caravan Court) do not start accumulating until they are put into play.

Heroes' Garden: Assigning an Agent to Heroes' Garden gives you the opportunity to complete the chosen Quest immediately, provided you have the resources to do so. You complete the Quest and return resources to the supply as normal. Completing this Quest does not count toward the limit of completing a single Quest after each assignment; thus, you could complete a second Quest after assigning the Agent to Heroes' Garden, provided you have the necessary resources.

Monsters Made to Order: If any additional Corruption is placed on this Building (for example, with the Corrupting Influence Intrigue card), it is treated like Corruption that accrued normally. Thus, a player assigning an Agent to this space takes all the Corruption on it and can return up to that many Agents to his or her pool.

If there are no Corruption tokens on the Corruption track at the start of the round, no token is placed on this Building.

Palace of Waterdeep: When you assign the Ambassador to an action space, you gain the full benefits of that action space. The Agent counts as an opponent's Agent only after it has been assigned and the action space's instructions have been completed.

At the end of the round, if no player has assigned an Agent to the Palace of Waterdeep and claimed the Ambassador, the Ambassador is removed from the board and set aside at the same time that players reclaim their Agents.

The Waymoot: If you assign an Agent to the Waymoot while it is still in Builder's Hall (for example, with the Sample Wares Intrigue card), you take any VP tokens on the Waymoot from the passage of rounds and score those Victory Points immediately.

Lord Cards

The Xanathar: Although this Lord awards Victory Points for Corruption tokens, you still lose points as usual for Corruption in your Tavern at the end of the game. For example, if each Corruption token is worth -5 VP at the end of the game, it costs the Xanathar player a net -1 VP per token after taking into account the Xanathar's final scoring benefit.

Quest Cards

Assassinate Rivals: Each opponent chooses which Adventurer to return to the supply.

Diplomatic Mission to Suzail: Whenever you complete a Quest at Cliffwatch Inn, you immediately take it and place it with your other completed Quests or Plot Quests.

Perform a Miracle for the Masses: When you have completed this Plot Quest, once per round when you take an action that provides you with any number of Clerics, you can return just 1 Adventurer from your Tavern (1 Fighter, 1 Rogue, or 1 Wizard) and take 1 Cleric.

Seize Citadel of the Bloody Hand: You always return just 1 Adventurer used to complete a Quest to your Tavern.

Study in the Librarium: You complete the action that instructed you to play an Intrigue card fully before drawing (and potentially playing) an Intrigue card as a result of this Plot Quest.

Swindle the Builders' Guilds: Refill the vacant position in Builder's Hall before choosing your second Building.

Train Castle Guards: If you have completed this Plot Quest, you take a total of 2 Fighters ( ) when you take the First Player marker. Also, if the player that would take the First Player marker already has it (for example, by assigning an Agent to Castle Waterdeep), this Plot Quest still takes effect.

Intrigue Cards

Architectural Innovation: Since this card's effect says "purchase a Building," it counts for effects that trigger on buying or purchasing a Building.

Demolish: You still put a Building in play, even if you destroyed your own Building.

Manipulate: If you move the Ambassador, it is still considered an opponent's Agent for all players, so no one can take the action on the space where it is placed.

Open Lord: Your Agents and Buildings are also protected from Attack Intrigue cards played by opponents. For example, your Building cannot be discarded with the Demolish card, and your Agent cannot be targeted by the Doppelganger! card.

Sample Wares: When you use Sample Wares to assign an Agent to a Building in Builder's Hall, that Agent is in play and can be chosen as a target for anything that would require a player to choose an Agent. Thus, the Bribe an Agent Intrigue card and the Zoarstar's action space can be used to gain the benefits of a Building in Builder's Hall, provided someone has used Sample Wares to put their Agent on that Building first.

Questions?

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Rules Reference

These instructions summarize the rules for the *Undermountain* and *Skullport* modules.

Each player chooses a color and takes a number of that color's Agents according to the number of players. If you decide to play the long game, take the number of Agents shown in that column.

Number of Players	Normal Game Agents per Player	Long Game Agents per Player
2	4	5
3	3	4
4	2	3
5	2	3
6	-	2

Undermountain Module

Setup

Shuffle the *Undermountain* module's components with the corresponding components of the **Lords of Waterdeep** base game.

Set the *Undermountain* game board near the main **Lords of Waterdeep** game board, within easy reach of all players.

Proceed with setup as normal.

Skullport Module

Setup

Shuffle the *Skullport* module's components with the corresponding components of the **Lords of Waterdeep** base game.

Set the two *Skullport* game boards near the main **Lords of Waterdeep** game board, within easy reach of all players.

Place 1 Corruption token on the "-1" space of the Corruption track, and 3 tokens on all others.

Proceed with setup as normal, following the Corruption and final scoring rules below.

Corruption

Taking: Take each Corruption token from the space closest to the "-1" space that still has tokens on it.

Returning: Return each Corruption token to the space farthest from the "-1" space that does not yet have 3 tokens on it.

Removing: When you remove a Corruption token from the game, place it in the game box instead of returning it to the Corruption track.

Final Scoring

The empty space closest to the "-1" space indicates the number of VP lost for each Corruption token in a player's Tavern.

Optional Rule: Using Two Modules

You must play with the number of Agents for the long game.

Remove 25 Intrigue cards, 30 Quest cards, and 12 Building tiles from the **Lords of Waterdeep** base game.

Shuffle together the remaining components with the corresponding components from each of the two modules.

Set all of the game boards associated with those modules beside the board within easy reach of all players.