

# Call of Cthulhu



A High Level OSR Adventure

**Cacoshox**



**A High Level OSR Adventure  
By  
Unbalanced Dice Games**

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## **Cacoshox**

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## **Introduction**

The Face Stealer was never defeated with the assault on the Perfeclorium. It watched what happened from afar. Now the party must go to the Cacashox and finish the Face Stealer off before it begins the next stage of its terrible plans.

## **This Adventure Uses Labyrinth Lord**

The adventure uses Labyrinth Lord and Advanced Edition Companion. Both are freely available on the internet and can be purchased in book form. AC is descending.

## **If The Party Doesn't Have The Map**

A man who was a Perfeclor in the Perfeclorium Of The Golden Tentacle adventure seeks out the party. He tells them he has stolen something from the Perfeclorium that will be of great interest to them. From around his chest he lifts a square piece of silver. "This is the map to the Cacashox. The lair of the Face Stealer." he says as he places it before the party. "This is yours now. What lurks there is terror and death. Take your sword and stick it into the beast's heart!" the man says. He

looks at the map one last time, turns and leaves.

## **The Map Leads To The Cacashox**

The map the party has leads them to some mountains. It takes some time and maybe some scholarly help to decipher it. There are two parts to it. One that pinpoints the mountain the party should head to . The other a particular path they must follow to get inside the Cacashox.

## **The Way To The Cacashox**

The map leads the party to a peculiar mountain. The mountain appears like any of the other mountains in the area. Its distinguishing mark is the black snow that covers the top and the black water that pours down it when there is melting. It is completely uninhabited. No vegetation, no animals. The Labyrinth Lord should stick the mountain in mountain range in the fantasy world he is using. A mountain that no one has ever noticed before it is.

The map has a very good picture of the mountain on it. If the party journeys around the mountain they will notice that at some point that it matches the look on the map. At its base is marker. If the party goes to

this spot on the mountain they will find the entrance.

Before the party is a solid wall but as they get take the map closer a 50'x50' entrance begins to appear. A chunk of the mountain face begins to fade. The party will not be able to enter until they touch the fading section with the map. Until then there is no way to pass. When it is touched the wall opens up for an hour. Then it closes up. The map is needed both ways to open it up.

The party finds themselves in a white metal triangular tunnel with the a point end being the ground upon which they walk. Unless they can walk on surfaces their movement is cut by 25%. The tunnel goes upward at a 45 degree angle. It is a mile long.

At the end of the tunnel it opens up into spherical cavern, a couple miles in diameter. The walls everywhere are smooth and the same color as the tunnel that led them here. In the center of the area a thing floats.

At its center is a large white egg shaped thing. It has these giant strange black symbols all over its surface. Around the egg are these large blades that are rotating clockwise. These are not attached to the egg but are in some unseen manner. Around the blades and the egg a black energy that seems smoke like emanates. It should obscure the party's view of the egg and blades but these are always visible. The egg, blades and dark energy fill over a miles worth of the inner sphere. The

egg is roughly 1/4 mile in diameter and the blades are 1/2 mile long easily. The party will be dwarfed by the thing.

Noise is constantly emanating from the thing. Intervals of white noise and masses of people chanting. What the chanting says seems to be a mixture of "bow down to the face stealer" and "I am damned!".

The party if they investigate will find that they are weightless in the area. They can move all around at the rate at which they can swim. As they move around the area they find that the black energy smoke does not affect them. It seems to increase their happiness. They will feel like they should relax and just lay their floating, letting the energy caress them. The blades are not sharp and move slow enough that all they do is push a character that gets in their way. The egg is cold to the touch and it is hard to tell what the symbols are made of. They do not seem etched into the thing or painted on.

After floating around the egg for 10 minutes they will find an entrance that wasn't there before. It is hard to tell where it leads but there seem to be a room not that far ahead, maybe 20'. If the party walks through the entrance they will be in the Start area of Level 1. Anytime they return to the Cacoshox they have to do the same thing over again to summon an entrance through which they can enter. The entrance will never be in the same place twice and it will always be large enough to

accommodate the largest character of the party. The entrance though will not expand to let giants, titans and other behemoths in. They will have to be shrunk.

## **Inside Is The Face Stealer**

The Face Stealer has been here since he left the Perfectorium. It has been building the Cacoshox for centuries and it is the reason he abandoned the Perfectorium. The Cacoshox is more than a place but a thing that has become an extension of the Face Stealer.

The resurrection of the Perfectorium was just a small part of its master plan. The Face Stealer left the Perfectorium when he discovered the Vibrant Mass. Peering across all that exists he felt a very slow pulse, a giant heartbeat. His many eyes focused on this almost imperceptible mass. In the void a shapeless bloody fleshy thing floated. It was larger than anything he had ever seen and it was isolated. No suns, stars, moons, planets, etc... were close to it. Shrouded in complete darkness, stranded for all eternity in its part of space.

The Vibrant Mass was once a normal planet not unlike the world the adventurers know as home. One people became supreme on it and devoured everything that lived. When that was gone it devoured what did

not live, including its world. Its solar system was taken into it. The people lost all that distinguished them from one another. One large living mass that just floated there they became.

The Face Stealer connected with the Vibrant Mass. His mind found that there was a mind(s) in it. Devour all until there's nothing left, that's all he could hear. All he could think about is devouring all the faces in existence. As he thought this he saw the the Vibrant Mass forming faces. All across it faces popped into being and then disappeared. Was it luring him into it, this mindful mass? Or was it responding to his desires?

It dawned on the Face Stealer that he needed a stronger connection with it. When he connected with greater strength the Vibrant Mass created faces upon which he could feed. Every face he desired could be his whenever he wanted it. But for now he could only get a couple and needed to rest for a long time afterwards. The connection drained him. The Perfectorium would not serve him well enough for what he wanted to do. He would need something that would amplify his power, to make the Vibrant Mass give more than it took from him. A permanent connection between the Cacoshox and the Vibrant Mass is what he needed.

Away he went and burrowed into the mountain. From a small black seed he had taken from the great black rock of mystery under the



Perfection he began to build the Cacoshox. Centuries have passed and he has almost achieved what he has set out to do.

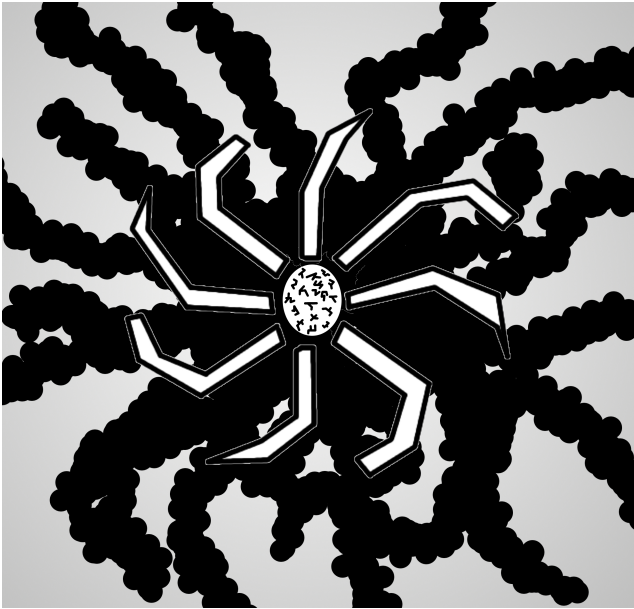
To activate the Cacoshox the Face Stealer must build more Perfectioniums. He only needs three and he will be ready within a year. The old one he has is in disarray from the party's attack. Now he needs to repair it and build 2 more. The other 2 he has secretly began construction on and they will be ready in months. When they are finished the old one will resume its operations. All will go as planned and the Vibrant Mass will be his to control! With the increase in faces the Perfectioniums will provide the connection will be finished.

When things are perfect the Face Stealer will feed and feed like never before. He will change the Perfectioniums from places of face gathering to army building. From the Vibrant Mass he will form warriors that will eventually walk the land and bring his foes to their knees. Even his damned mother Shenozel will submit to his mad will. The Vibrant Mass, what a gift!

The Cacoshox will be able to move anywhere in the world. Above his new serfs he will float in it. An hour of concentration for the Face Stealer and it will teleport to where he wills it. He may even position it above the world, in space. With the Deliverance Gun he can send his armies anywhere. All he has to do is watch as the world falls to his endless

Proto-Warriors. His first army has its metal, now it just needs to flesh of the Vibrant Mass.

## Cacoshox



Inside it is very hot and humid. Characters will start to sweat profusely when they are here. Metal armor will feel uncomfortable. The interior is similar to the exterior. The walls have strange symbols etched on them that at times match the ones on the exterior. Gravity is different than the exterior. The party isn't weightless but they can walk on any surface without difficulty(walls and ceilings for example). Ceilings are generally 30' above the floor unless otherwise noted.

The party will need lighting. Denizens of this place are granted the ability to see here without light. It is not ultravision or infravision but some sight that the inner structure transmits to them. The party will never receive this transmission unless they gain it.

## Destroying The Cacoshox And Face Stealer

The Cacoshox is two things: a place and the house of the Face Stealer's soul. To ultimately win they must deactivate the Stabilizer which will result in the Cacoshox exploding. If the Cacoshox is not destroyed the Face Stealer will regenerate in 100 years and begin everything anew. Defeating the Face Stealer's physical form is not enough. Award the party 10,000 XP if they succeed in destroying the Cacoshox. The Face Stealer is gone forever, his soul obliterated as the Cacoshox and he are one and the same.

If the Face Stealer's body was destroyed the Perfectoriums he had been building be abandoned. Ruins they will seem to those that find them. In the original Perfectorium the Perfectors will be assisting in the resurrection of the Face Stealer, quietly working over the next century.

If the Cacoshox is destroyed as well the following occurs. The existing Perfectorium will be abandoned as well. The Perfectors not knowing what has happened to their power will suffer. Many of them will die. The Receivers walking the land will return to normal. Even those that have been transformed into some terrible monster. The Faceless Ones die at the same time the Cacoshox is destroyed.

## Frequent Encounters

### Demons Of The Cacoshox Powers

New demons listed here have the abilities listed in the Advanced Edition Companion. The Cacoshoxer and Tusk Demon are considered Lower Order Demons. Xxxintha and Shox are Higher Order Demons.

#### Noface



Odd beings that have taken up residence in the Cacoshox. If measured from head to foot they'd be 6 feet tall. At their hips they bend backwards so their torsos are parallel with the ground. Their arms instead

of being where they normally are extend from the hip area. Where their would be a head are 6 flexible stalks that have the eyes, nose, ears and lips of a person on the end. Their arms are flexible enough that they turn in every direction.

The Nofaces intrigue the Face Stealer. They have no faces for him to steal from. This could cause him problems in the future. What if they become the dominant being in existence? How will he feed and become more powerful. Best to keep some of them close so he can study and contemplate what to do. Cordial relations he maintains with them and a great amount of gold is paid to them to be guards in the Cacoshox.

The Noface delivers two damage types. To those not wearing armor or leather armor they do 1d10 HP of damage. To those wearing anything else they do 1d5 HP of damage. To compensate for this weakness they have learned how to destroy armor. If they target an opponents armor they can destroy it by first scoring a hit against an opponent. At this point they have grabbed hold of the armor. The next round they grab it with their other arm. On the third round they begin to damage the armor as they pull it apart. The armor's AC is decreased by 1d5 per round that they have hold of it. When the AC is raised above 9 it is ripped apart, magical armor as well. To stop this from happening a character must break free. To do this

they must deal 5 HP of damage with one hit to an arm. When this is done the Noface lets go of the armor. The armor mends 1 point per round if it is not held by a Noface as its damage is magical by nature.

The Noface can also attack 2 characters at once. It must be positioned between them or in front/behind 2 that are next to each other. It then gets 2 attacks and does the appropriate damage.

The Nofaces are well paid by the Face Stealer. But an attack by them will stop if the party offers 1000 GP to each attacking Noface. When the gold is given to them they will take it and leave the Cacoshox. They return to their secret home that maybe only the Face Stealer knows about. 50% of the time they will attempt to parley with the party before fighting. "Some gold for us and we go in peace. 1000 GP each to be exact." they will say. If the party does not seem to responding as they expect the fight begins.

Alignment: Chaotic Neutral

Movement: 120'(40')

Armor Class: 4

Hit Dice: 5

Attacks: See Above

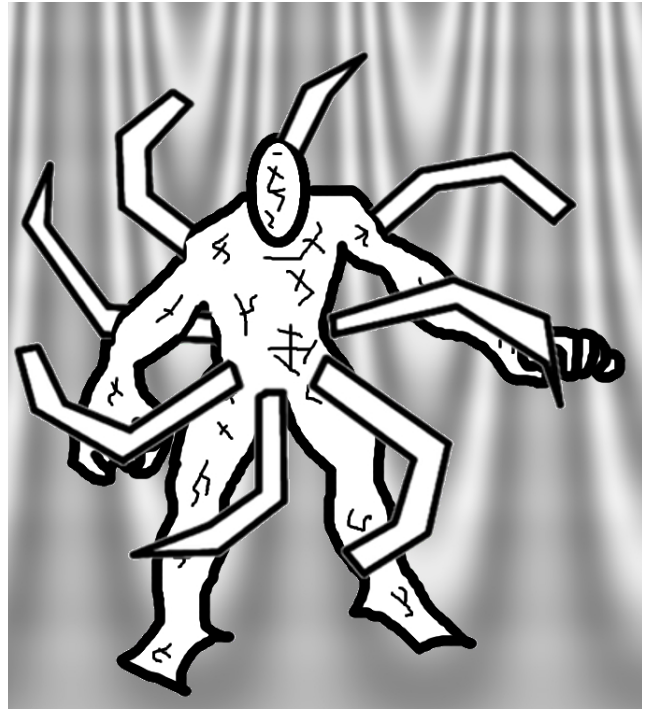
Damage: See Above

Save: F5

Morale: 8

XP: 800

## Cacoshoxer



Demons that have been birthed in the Cacoshox take the form of these creatures. They appear as pure white humanoids devoid of facial features and any sexual characteristics. All over their body the symbols that appear on the outside of the Cacoshox appear, disappear and reappear. It is a constant churn of symbols. Around its chest blades that are similar in appearance to the ones on the outside of the Cacoshox rotate slowly. These are not physically connected to the Cacoshoxer but maintain a bond.

The Cacoshoxer attacks by spinning the blades at a very fast rate and attempting to get a character in their path. To do so a Cacoshoxer

must make a hit on the character. When it does so the character takes 1d6 HP of damage. If 5-6 points of damage are done the character feels such intense pain that they drop what they are holding (weapons, shields, etc...) and cannot do anything for 2 rounds, even move. The pain can start on the round that the damage was delivered or on the next round.

Cacoshoxers in addition to the above are Lower Order Demons. See the Advanced Edition Companion book for details of their other abilities.

Alignment: Chaotic Evil

Movement: 120'(40')

Armor Class: 0

Hit Dice: 8

Attacks: See Above

Damage: See Above

Save: F8

Morale: 10

XP: 1060

## Grave Egg

A terrible creation of the Face Stealer. They appear as floating translucent eggs of various sizes. Inside are the chopped up remains of people, packed tightly together. The remains seem alive, they move. Eyes blink, mouths open and close, fists clench, etc... . Green rotting flesh that moves. Large bubbles appear on the surface and the flesh tries to break out through them but the bubbles collapse to be replaced by another group of bubbles. An irregularly shaped green energy surrounds the egg and a green mist floats on the ground hundreds of feet before they arrive.

The eggs themselves do not attack. What they do is create a Grave Egg Ghosts from the bodies inside of it. These are not your typical ghost, they are weaker in every way. A green energy ray shoots out to within 30' of it and a ghost appears.

Each round the Grave Egg creates a new Grave Egg Ghost that attacks the party. The ghost can attack the same round that it is created. It can create up to 5 at a time. When 5 is reached it must wait for one to be destroyed before it can create another. After a fight the ghosts return to the egg and are

reabsorbed by the corpses. See the Grave Egg Ghost description for their abilities. The ghosts must remain within 50' of the Grave Egg or they are destroyed.

When the Grave Egg is destroyed the ghosts it has created fall apart and become flesh. The Grave Egg itself falls to the ground and shatters. The parts inside keep on moving but pose no threat. Eventually they all wiggle away.

Alignment: Chaotic Evil

Movement: Fly 150'(50')

Armor Class: 0

Hit Dice: 9

Attacks: None

Damage: N/A

Save: F9

Morale: 9

XP: 1700

## Grave Egg Ghost

A pieced together undead created by the Grave Egg. They look like green translucent beings that have been assembled out of different people. A head will have 2 facial structures, a hand won't match an arm, a male lower body will have breasts, etc... . These things are like

your typical undead in that they aren't affected by mind or sleep spells.

The Grave Egg Ghost attacks by breaking up and flinging its pieces at its foe. After the attack they reform. Anyone hit by the Grave Egg Ghost takes damage but also has a 1 in 6 chance of becoming trapped inside of a fresh Grave Egg. The character gets a saving throw and if they fail they are trapped inside of a new empty Grave Egg. The new Grave Egg has HP but it can't generate new Grave Egg Ghosts or even fly. The character will be stuck inside of it until someone frees him or he starves to death. When dead his body is broken apart and the Grave Egg becomes active. His body provides the fuel for it to make new Grave Egg Ghosts.

Alignment: Chaotic Evil

Movement: 90'(30')

Armor Class: 0

Hit Dice: 2

Attacks: 1

Damage: 1d8(See Above)

Save: F2

Morale: 12

XP: 29

## Tusk Demons

Demons that have sworn to serve the Face Stealer. They appear as 10' long white and red tusks that have pink flesh wrapped around most of it. From the bottom flesh hangs like a slime that is about to drop. Embedded in the slime are eyes of different shapes, all blood red. They float on the floor and attack by pulling themselves 90 degrees in the air and comes crashing down on their target. As they come crashing down a loud noise that sounds like a buzz can be heard.

Tusk Demons in addition to the above are Lower Order Demons. See the Advanced Edition Companion book for details of their other abilities.

Alignment: Chaotic Evil

Movement: 90'(30')

Armor Class: 0

Hit Dice: 6

Attacks: 1

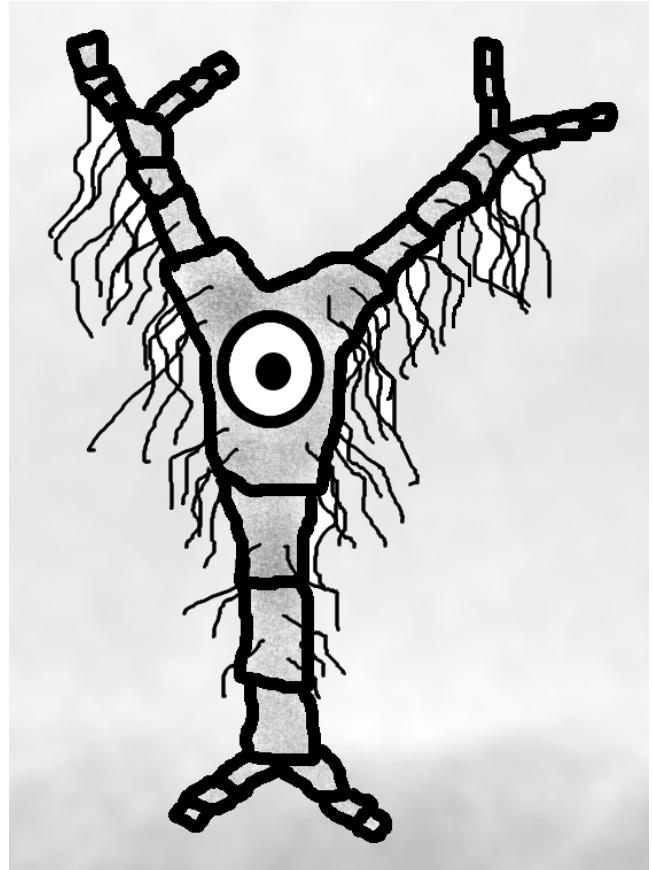
Damage: 1d10

Save: F6

Morale: 12

XP: 320

## Yalas



Odd looking beings that appear as 6' tall Y's with a L on the limb touching the ground. Where the three limbs meet there is a symbol that looks almost like and is an eye. They walk like normal beings do but with their one leg. The leg ends in a Y shape. What holds them in the air as their one legs moves is unknown. Their arms terminate in Ys as well, they function as fingers. The creatures are made up of dark armor segments. Long hair hangs on the



segments.

In each of their arms they hold these Y shaped things that function as both shield and weapon. Anytime it hits an opponent the Y closes around them and begins to cut. The Yala lets go of it and it attacks the opponent. The Y's have an AC of 5 and 5 HP. Every round that one is attached it does 1d4 HP of damage. The damage begins the round after the hit. The Yala instantly produces another Y weapon to take its place.

As a defensive weapon the Y's give the Yala a special advantage. Anyone who attacks and misses will have a 50% chance that their weapon will be caught in the Y. The Y must be destroyed to free the weapon. Only one weapon can be caught at a time.

Alignment: Chaotic Evil

Movement: 120'(40')

Armor Class: 4

Hit Dice: 9

Attacks: 1

Damage: See Above

Save: F9

Morale: 9

XP: 1700

## Receiver Of Theft



When the Face Stealer becomes aware of a Receiver that seems as though it has devoured the face before they are brought to the Cacoshox. The Face Stealer believes they have stolen their face back and deserve a special reward or punishment.

Here a terrible alteration is rendered on them. The top of their heads are cut away and the brain removed. Where the brain was a pink creature with one eye is placed. The bodies are put in plate and one arm is removed and fused to the other. They attack by swinging both arms at two different parts of their foe. If one hits



so does the other. Damage is done and if the hit succeeds by 4 or more the character is knocked to the ground and stunned for a round.

When destroyed the arm falls off and the pink thing melts in the person's head. The body will spasm for an hour and it will be impossible to tell if they are destroyed or not.

Alignment: Lawful Evil

Movement: 120'(40')

Armor Class: 3

Hit Dice: 6

Attacks: 1

Damage: 1d8(See Above)

Save: F6

Morale: 12(Fights almost  
zombie like)

XP: 570

## Receiver Of Beauty

When the Face Stealer decides a face is too beautiful to devour it brings the woman to the Cacoshox. Here it dresses her in gold and jewels and has her sit close to it so that its many faces can experience delight. In time the Face Stealer grows bored and decides to make some use of her. Her face he spares but the rest of her body is turned into a mound of melting

flesh. Away from him he sends her, into the Cacoshox to wander. He tells her she can come back if she brings him enough faces that his love for her will be reignited.

To the party a pink thing with the vague outlines of a human female appears. Pink flesh drips from it and leaves little puddles on the ground as it moves. A face of the truest beauty they will see when she is within 30' of them. She never seems angry, expresses pain, etc... . Only a smile on her face they will see.

The Receiver Of Beauty does not attack but charms an opponent. She smiles, winks her eye, tongues her lips, etc.. at an opponent. The opponent must make a saving throw or be charmed/filled with love for her. Every consecutive round that she uses this ability on a target a penalty is applied to his saving throw. This can build to -4. After -4 is reached she must take a round off from that target or choose a new one.

When an opponent has been charmed he may do different things:

1. Run off in search of the Face Stealer.
2. Fight the other party members
3. Guard the Receiver Of Beauty
4. Stop doing everything and just look at the Receiver Of Beauty in delight.

To end the charm the Receiver Of Beauty must be destroyed. That or a spell that can remove magic must be used on him. Then the charmed character can remake their saving throw every hour. Until then they are charmed. If the character was doing something else besides looking for the Face Stealer and the Receiver Of Beauty is destroyed the character will run off in search of the Face Stealer. While looking for the Face Stealer the other denizens of the Cacoshox will ignore him and give him free passage.

Alignment: Lawful Evil

Movement: 90'(30')

Armor Class: 5

Hit Dice: 4

Attacks: 1

Damage: See Above

Save: F4

Morale: 9

XP: 200

## Receiver Of Covetousness

There are times when a Receiver To Be does not end up at the Perfeatorium but in the Cacoshox. The Face Stealer is mystified as to how they end up here. His probes into them has revealed a desire not to become Receivers but to become the Golden Tentacle. It's a madness that he cannot understand. The Face Stealer has made use of them and given them special gifts. He has twisted their desires into an ability to create duplicates of what others possess.

The Receiver Of Covetousness appears as a golden blur that has the vague outline of a man or woman. Eyes, mouth, fingers, etc... anything that gives the character definition is not visible. It will run up to a character and try to touch them. If it succeeds then something that is on the character is duplicated and possessed by the Receiver Of Covetousness. The duplicate will last 10-60 minutes(1-6 turns), until the Receiver Of Covetousness is destroyed or it losses possession of the duplicate. If it is something of an offensive nature that has been duplicated the Receiver Of Covetousness will start using it and at the same skill level as the owner of the item. If it is a defensive item such as armor the Receiver Of Covetousness will gain any benefits it has to offer, never will it suffer a

penalty. It will continue to use its duplicate ability until it has an offensive weapon it can use. If there are no offensive weapons to duplicate it will become irritated and temporarily turn into a Tusk Demon.

Alignment: Lawful Evil

Movement: 120'(40')

Armor Class: 9

Hit Dice: 3

Attacks: 1

Damage: See Above

Save: F3

Morale: 8

XP: 80

## **Tentacled Deceivers**

These creatures do the labor of the Face Stealer in its interactions with the Perfectoriums. Those at the Perfectorium may think it is the Face Stealer they are dealing with but it is one of these things. They lack the ability to take faces, give special powers, etc... . It is only through using one of the Cacoshox's Orbs Of The Golden Manifestation are they able to do these things that were attributed to the Face Stealer. The Face Stealer lets them draw on his power and that is how they mimic what he can do. Or to be more exact

they do his work with his power.

They lack any definite shape but have 10-20 black tentacles sticking out of it at one time. This can change but will be constant for an encounter. Every month the number changes. A golden mass that makes sucking noises as it rests. Animal in intelligence they are not truly violent. Only if attacked will they retaliate with their tentacles. Anyone within 20' of one can be attacked. Depending on the number of tentacles one has determines the number of foes it can target. 1 tentacle per opponent. A hit by a tentacle does 1d6 HP of damage. It can focus all of its tentacles on one opponent and do 1d10 HP of damage if it hits.

Alignment: Lawful Evil

Movement: 30'(10')

Armor Class: 0

Hit Dice: 6

Attacks: See Above

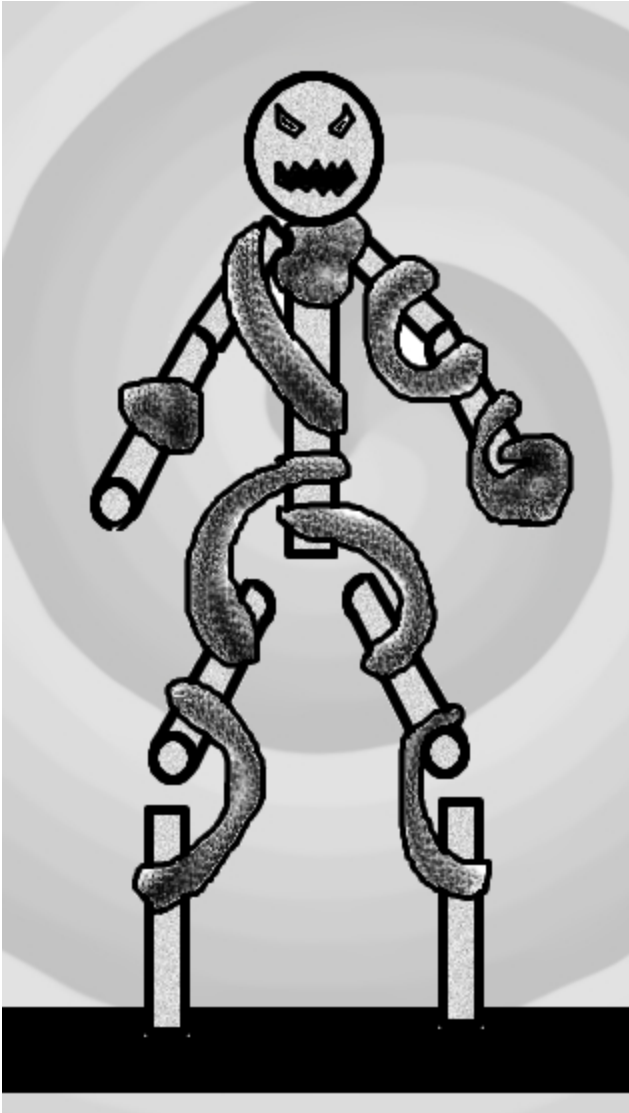
Damage:

Save: F6

Morale: 12

XP: 820

## Proto-Warrior



The conquest to come needs warriors, basic fighters. These appear as something akin to a gray metal skeleton with strands of muscle, diced meat and an occasional internal organ attached to it. The skeleton is made up of metal cylinders that are held together by the organic flesh. They have simple hands and feet that are invisible and created by the flesh of the Vibrant Mass. A metal ball

attached to the central cylinder might be its “head” but it serves no purpose beyond confusing an opponent. It has been carved into to give the impression of a sharp toothed jack o lantern. Inside of it is empty, hollow like their soulless beings. The head can turn and “look” at things but this again is just an empty gesture.

The Face Stealer has the skeletons constructed and takes the matter from the Vibrant Mass and wraps it around the skeletons. They have a very basic loyalty to the Face Stealer and cannot conceive of much beyond serving him as warriors. Mind spells cannot change their basic thinking. Most of the time they receive their commands from a Proto-Commander and no one else. They communicate nothing if talked to. The Proto-Commanders will be able to read their minds. They attack in darkness just as well as light. Vibrations in the area provide the information they need to fight and move around. They attack by swinging one of their arms at an opponent.

These things are not golems or undead. The flesh is what lives, it powers the metal skeleton. To destroy one the flesh must be attacked. When attacked the character must specify that they are targeting the flesh and not the metal part. If they hit and hit the skeleton they will hear a clang but no damage will be done. Not specifying anything

means there is a 75% chance they will hit the skeleton and a 25% chance of hitting the flesh. There will be a difference in how the thing responds. If the flesh is hit it will stagger a bit while if the metal is hit it won't do anything. The Labyrinth Lord should tell them what they hit. If they specify they want to hit the flesh they don't suffer any penalty to hit.

When destroyed the Proto-Warrior falls the ground as big pile of junk. The flesh unwraps from it and begins to slither away. It is harmless matter that will die and decompose in a couple of days.

Alignment: Lawful Evil

Movement: 120'(40')

Armor Class: 3

Hit Dice: 5

Attacks: 1

Damage: 1d8

Save: F5

Morale: 12

XP: 350

## Proto-Commanders

These appear similar to the Proto-Warriors but do not attack things physically. On its body hangs a variety of musical instruments that it uses to communicate and fight with: cymbals, drums, horns and whistles. They use these to communicate orders to the Proto-Warriors. When the instruments that require air are used they raise them to their metal heads which somehow produce the air that is blown through them.

Proto-Warriors are subordinate to the Proto-Commanders. The Proto-Commanders are more adept at picking out targets for them to fight. If they have Proto-Warriors to command they will give the Proto-Warriors (and Proto-Commanders) a +1 to their initiative rolls. Once per fight they can automatically win an initiative they have lost. Proto-Commanders without Proto-Warriors do not get these bonuses. Destroyed Proto-Warriors can be raised by them. One per round can be raised but these will only have 1 HD restored. If destroyed again they cannot be raised. When in the presence (300' away) of a Proto-Commander Proto-Warriors gain an additional 10' to their round movement rates. Proto-Commanders keep their normal movement rate.

They can attack just like a Proto-Warrior or use their instruments. When in combat they can use the

instruments once a round to do the following:

1. Its whistle can disrupt all spell casting within 30'. This must be blown before the spells are cast and its effect lasts for the rest of the round.
2. Hit the drum hard enough that everyone within 30' must make a saving throw or go deaf for an hour.
3. Make a honk so loud that a sound wave hits everyone around it within 30'. A saving throw can be made and if failed 1d6 HP of damage is taken. The Proto-Commander can control who is hurt by this, hence something like a Proto-Warrior is not hurt.
4. Clang the cymbals together so that a sonic wave shoots out from it that can hit someone 30' away. The target is hit automatically and takes 3d18 HP of damage. This it can do every 3 rounds.

Alignment: Lawful Evil

Movement: 120'(40')

Armor Class: 1

Hit Dice: 7

Attacks: 1 or use Instruments

Damage: 1d10

Save: F7

Morale: 12

XP: 1880

## Shox



Shox is a demon that provided Shenozel with the original pieces of information that lead to the Face Stealer's creation. The Face Stealer sought him out and brought him to the Cacoshox. He assists it in furthering the development of the Cacoshox. Much of his time is spent using its foresight to see how changes to the Cacoshox will affect it.

Shox appears as a 4' tall pure white man who wears a yellow robe with blue swirls on it. Atop of his head is a mass of small 1-3 inch black tentacles. These take the place of a person's hair. His eyes stick out of their sockets on the same type of tentacle. His mouth is a small square from which a tongue shoots out and wraps around food items and pulls it in his mouth. The tongue can reach 5'

away. When he talks light flashes in the square but no movement is seen in the jaw.

Shox assists the Face Stealer in the vain hope that it will unite him with Shenozel. If he can change her mind about their creation then maybe they can make something worse and eviler. He never stops trying to repair the breach.

Shox fights by shooting tentacle bolts. Out of his fingertips wiggling spears that are tentacles in appearance shoot. Each hand can cast 1d4 at a different target, each tentacle bolt does 1d8 HP of damage. The first bolt fired from the hand always hits. This means every round he gets two automatic hits. The other bolts he must roll to hit with penalties. 2<sup>nd</sup>: -1, 3<sup>rd</sup>: -2 and the 4<sup>th</sup>: at -4.

In addition to tentacle bolts Shox can teleport anywhere in the Cacoshox without error 3 times a day. He regenerates 2 HP a round. Once a day he can fire a 10d6 HP lightning bolt (casts as the Lightning Bolt spell from a 20<sup>th</sup> level magic user but use the damage listed here).

Shox in addition to the above is a Higher Order Demon. See the Advanced Edition Companion book for details of his other abilities.

Alignment: Chaotic Evil  
Movement: 120'(40')  
Armor Class: 0  
Hit Dice: 20(75 HP)  
Attacks: See Above  
Damage: See Above  
Save: MU20  
Morale: 8  
XP: 4,250

## The Face Stealer

A mound of different faces with tentacles extending out from beneath it. It is 10' tall and 20' wide. When it talks different faces take turns speaking, even changing mid sentence. The faces cover its surfaces completely, even underneath. Tentacles come out of the mouths of the faces that are on his underside. The Face Stealer is insane but capable of making coherent plans.

It has very little interest in people beyond taking their faces. "All that you are will become one with me, the Face Stealie" it likes to say.

The Face Stealer physically attacks with its tentacles. Every 5 rounds the number of them changes, from 4-10. If the number goes down a tentacle falls off. If up a new one

sprouts from underneath the mound. If it is focusing on physical attacks it can use all of its tentacles to attack. If it is using a power only one can attack. Each hit from a tentacle does 2d16 HP of damage. Tentacles can reach out 50' from the mound. The tentacles can be attacked. They have an AC of 5 and 10 HP each. When a tentacle is destroyed it falls off and the number of tentacles appearing each round is reduced by 1. It takes 10 rounds for the penalty to be lifted. Destroyed tentacles are cumulative, its possible that it may not have any tentacles at all.

The Face Stealer can mumble chant, a power, where all its faces start to make noises. This makes it very hard for spell casters to cast spells within 100' of it. The casters must make a saving throw or they begin to mumble along with the other faces. This is for every round that mumbling is going on. Mumbling begins before anything else in the round.

The Face Stealer can sprout a face eating tentacle. This is one of his powers. Out of one of its face's mouths a tentacles reaches out and trys to grab a characters face. The tentacle starts out being able to reach 10' from it. Every round it can extend it a further 10'. It can grow 500' away from the Face Stealer. This tentacle can be attacked like the others and if it is damaged the damage is transferred to the main body. Only if it



retracts the tentacle does the thing cease. If it hits a character it has attached to their face. They have 3 rounds to break free. If in that time they do not do so their face is taken from them and they no longer function. To break free requires doing 10-30 HP of damage to the tentacle(roll for each attachment to determine how much). The character can attack the tentacle during this time but he is blind at this point. For every face devoured the Face Stealer heals 25%. A character that has his face devoured becomes a Faceless One(see below).

The Face Stealer can teleport anywhere in the Cacoshox 5 times a day. Outside of it it can do so 3 times a day. It regenerates 5 HP every round if not damaged the prior round. If damaged the prior round it regenerates 3 HP. He is immune to all mind control spells except those cast by his mother/creator Shenozel. Fire, cold and electrical attacks only do 50% of their normal damage. Only magical weapons can damage him. +1 weapons do 50% while +2 and beyond do 100% damage.

The Face Stealer is able to alter its dimensions. It can hold its form or turn into a shapeless slime. This allows it to move through areas that would block him because of his size. While shapeless he is still able to move at his full rate and attack with his tentacles. The Face Stealer prefers to keep his true form. When

completely turned into a slime it counts the same as if he was using one of his powers.

The Face Stealer is immune to all magical attacks from his followers(including Shox). Physical damage done by them is cut by 75%. When 100' away from him he can take mental control of them. Magical abilities he can take from them with a touch of his tentacle. This can be restored when he wills it.

The Face Stealer is able to give gifts to those who are willing. One thing he can do is turn someone into a Receiver. With a face from his body that he no longer desires he can feed his followers. See the adventure Perfection Of The Golden Tentacle for more details of these abilities. He may have other abilities that are unknown...

Alignment: Lawful Evil

Movement: 120'(40')

Armor Class: -2

Hit Dice: 20(120 HP)

Attacks: See Above

Damage: See Above

Save: F20

Morale: 10

XP: 10,000

## The Faceless Ones

When the Face Stealer devours a person's face completely they become a Faceless One. The Face Stealer takes their faces and gains power from doing so. What is left behind is a person with a blank where there were eyes, hair, mouth, nose, etc... . Their ears and hair remain. They can't talk, see or breathe like they used to. Their existence is sustained by their new connection to the Face Stealer. While it lives they continue on.

The Faceless Ones know what is happening around them. It is as if a camera was floating around them. They can see from the face, behind their head, their feet, at themselves 30' away, etc... . They can perceive with regular sight from any angle 30' away from them. From behind another's head they can see themselves if the person is close enough. The "camera" is mobile. They communicate by warping the surface of their face area like a speaker. Sound comes out of the complete face area not the place where their mouth used to be. Any voice or sound can be created. From a small whisper to a very loud shout.

The transformation by the Face Stealer is traumatic. Anyone that goes through it must make a saving throw or go completely insane. The

stealing tentacle attaches to the face. First it sucks the face completely off. Then it covers the face with a layer of skin created from the victim's own. The bone structure beneath changes as well. A smooth flexible bone takes the place of every supporting face structure. The new Faceless One learns to use its new sight and sound apparatus in 1-2 weeks. Food and drink are longer important.

The Cacoshox Faceless Ones are generally mindless and nonviolent. If attacked they hit back. Every Faceless One within 100' of the attacked one is alerted to the attack and rushes to join the fight. They attack not with fist or foot but by slamming their body into their foe. Their minds are always under the domination of the Face Stealer and cannot be controlled by any other being.

### Cacoshox's Faceless Ones

Alignment: Lawful Evil

Movement: 120'(40')

Armor Class: 9

Hit Dice: 1(4 HP)

Attacks: 1

Damage: 1-4

Save: F1

Morale: 12

XP: 10

## **Magical Items**

### **Cacoshox's Orbs Of The Golden Tentacles**

These 3' diameter metal orbs allow the Face Stealer and his minions to extend its tentacles into the Perfectorium. Through the Orbs physical contact is possible. The Orbs are keyed to specific tentacles and areas in the Perfectorium. One type of Orb creates the Receivers Of The Golden Manifestation. Another to give the Guards, Lesser Perfectors and anyone else that serves the Face Stealer in the Perfectorium their special powers. The Orbs are constantly shifting from black to gold and back again. When the change happens tentacles of the other color begin appearing. As more manifest they blot out the other color. Only the Face Stealer or his minions may use the orbs.

As these are the Orbs on the Cacoshox side of the interaction the users typically wait for a signal from them before they begin to use them. The Orb when it signals will let out a scream, like a grown mans initially but changes to that of a baby's cry at the end of it. When used the orbs lose their shape and forms an indistinct gate. The gate only allows tentacles to enter it. Out another Orb Of The

Golden Tentacles they appear. When the tentacles are withdrawn the Orbs return to normal.

### **Level 1**

The Face Stealer's presence causes strange energies to be released in the beings the occupy this level. The party will not be used to this. When they rest/sleep they will have terrible nightmares. There is a 1 in 4 chance that a sleeping character when he awakens will be possessed by the Face Stealer. The Face Stealer will not really be inside of the character but his mind controls the character. The character will act strange and attack the party when they have their guard down. To break the insanity/possession the character must have a Remove Curse spell cast on him or something that can exorcise the Face Stealer.

## Random Encounters

Check every 30 minutes(3 turns). A roll of a 3 on a d10 indicates a random encounter has occurred:

1. 2-4 Cacoshoxers attack.

(AL CE, MV 120'(40'),

AC 0, HD 8, AT 1,

DG 1d6

Pain on 5-6 damage

Drops all that is held

Can't do anything for 2 rounds

SV F8, ML 10, XP 1060)

HP: 32 each

2. 10 Yalas walking around notice the party. They will be interested in their gold in exchange for not fighting. They leave the Cacoshox if given 1000 GP each.

(AL CE, MV 120'(40'),

AC 4(attacks that miss have a

50% of being caught by a

Y weapon, See Description),

HD 9, AT 1,

DG Y weapons attach on hit

Do 1d4 HP of damage

until destroyed

SV F9, ML 9, XP 1700)

HP: 50, 46, 52, 30, 25,

22, 31, 35, 49, 47

3. Shox attacks with a group of 5 Proto-Warriors. If Shox gets below 50% of his HP he teleports away.

Shox  
(AL CE, MV 120'(40'),  
AC 0, HD 20,  
AT See Description,  
DG See Description,  
SV MU20, ML 8, XP 4250)

HP: 75

Proto-Warrior  
(AL LE, MV 120'(40'),  
AC 3, HD 5, AT 1,  
DG 1d8,  
SV F5, ML 12, XP 350)

HP: 22, 30, 19, 33, 15

4. A Receiver Of Beauty with 2 Receivers of Theft attack.

Receiver Of Beauty  
(AL LE, MV 90'(30'),  
AC 5, HD 4, AT 1,  
DG Magical Charm 30' away,  
SV F4, ML 9, XP 200)

HP: 22

Receiver Of Theft  
(AL LE, MV 120'(40'),  
AC 3, HD 6, AT 1,  
DG 1d8  
On a successful hit by 4  
or more opponent is  
knocked to the ground  
and stunned for a round,  
SV F6, ML 12, XP 570)

HP: 15, 16

5. 2 Receiver Of Covetousness attack for 2 rounds and disengage. They try to lead the party into a bigger fight 200' away from them. If the party follows them they will be attacked by the original 2 and a group of 4 Cacoshoxers.

Receiver Of Covetousness

(AL LE, MV 120'(40'),  
AC 9, HD 3, AT 1,  
DG Duplicates Items  
See Description,  
SV F3, ML 12, XP 80)

HP: 24, 18

Cacoshoxer

(AL CE, MV 120'(40'),  
AC 0, HD 8, AT 1,  
DG 1d6

Pain on 5-6 damage

Drops all that is held

Can't do anything for 2 rounds

SV F8, ML 10, XP 1060)

HP: 32, 41, 35, 43

6. 5 Proto-Warriors and a 1 Proto-Commander attack.

Proto-Warrior

(AL LE, MV 120'(40'),  
AC 3, HD 5, AT 1,  
DG 1d8,  
SV F5, ML 12, XP 350)

HP: 30, 22, 23, 15, 27

Proto-Commander

(AL LE, MV 120'(40'),  
AC 1, HD 7, AT 1 or  
use instruments,  
DG 1d10 or instruments

See Description,  
SV F7, ML 12, XP 1880)

HP: 40

7. 2-4 Yalas attack. They are uninterested in the party's gold. (AL CE, MV 120'(40'), AC 4(attacks that miss have a 50% of being caught by a Y weapon, See Description), HD 9, AT 1, DG Y weapons attach on hit Do 1d4 HP of damage until destroyed SV F9, ML 9, XP 1700)

HP: 36 each

8. Shox attacks with a Grave Egg and 2 Tusk Demons. If Shox is reduced to 25% of his HP he teleports away.

Shox  
(AL CE, MV 120'(40'),  
AC 0, HD 20,  
AT See Description,  
DG See Description,  
SV MU20, ML 8, XP 4250)

HP: 75

Grave Egg  
(AL CE, MV Fly 150'(50'),  
AC 0, HD 9, AT Creates Grave  
Egg Ghosts,  
DG N/A,  
SV F9, ML 9, XP 1700)

HP: 44

Grave Egg Ghosts  
(AL CE, MV 90'(30'),  
AC 0, HD 2, AT 1,  
DG 1d8  
1 in 6 chance the opponent  
will be trapped inside a  
new Grave Egg,  
SV F2, ML 12, XP 29)

HP: 8 each

Tusk Demons  
(AL CE, MV 90'(30'),  
AC 0, HD 6, AT 1,  
DG 1d10,  
SV F6, ML 12, XP 320)

HP: 30, 28

9. A group of 6-12 Faceless Ones comes stumbling into the party. They are all insane but nonviolent. 2 rounds later the Face Stealer appears. "Here they are with friends it seems" a chorus of voices coming from the Face Stealer says. He toys with the party for 3-6 rounds then loses interest and teleports to his hall on level 2.

Faceless One  
(AL LE, MV 120'(40'),  
AC 0, HD 1, AT 1,  
DG 1d4,  
SV F1, ML 12, XP 10)

HP: 4 each

Face Stealer  
(AL LE, MV 120'(40'),  
AC -2, HD 20,  
AT See Description,  
DG See Description,  
SV F20, ML 10, XP 10,000)

HP: 120

10. A group of 20 Proto-Warriors and 2 Proto-Commanders come marching down towards the party. The party has 3 rounds to escape. They will not notice the party for 2 rounds but on the 3<sup>rd</sup> they will ready themselves for combat and attack.

Proto-Warrior  
(AL LE, MV 120'(40'),  
AC 3, HD 5, AT 1,  
DG 1d8,  
SV F5, ML 12, XP 350)

HP: 30, 20, 19, 24, 18,  
22, 27, 30, 17, 21,  
17, 19, 23, 25, 32,  
19, 25, 31, 27, 15

Proto-Commander  
(AL LE, MV 120'(40'),  
AC 1, HD 7, AT 1 or  
use instruments,  
DG 1d10 or instruments  
See Description,  
SV F7, ML 12, XP 1880)

HP: 32, 39



## 1 Start

The party will find themselves here after they enter. The area is like being inside of a globe. Floating on its surfaces are 20 soft and cool chairs. These are not attached to the surfaces and can be moved around.

If the party wants to leave the Cacoshox a portal will open somewhere on the surfaces through which they can exit. The first time they are here tell one of the characters that they had a thought about leaving. Then a portal opens up letting them exit. All they have to do is think about leaving and a portal will open up.

The party will have minimal time to wait around in this room. Every 10-30 minutes(1-3 turns) a group of 6 Nofaces or 3 Yalas(50% chance of each) shows up to inspect the area. The clock starts whenever a character enters the area.

Noface

(AL CN, MV 120'(40'),  
AC 4, HD 5,

AT Can attack 2 characters  
at once if positioned right  
armor attack,  
DG 1d10 vs Leather and  
no armor  
1d5 vs other armor types  
armor attack, see description  
SV F5, ML 8, XP 800)

HP: 22, 24, 19, 30, 31, 29

Cacoshoxer

(AL CE, MV 120'(40'),  
AC 0, HD 8, AT 1,  
DG 1d6

Pain on 5-6 damage  
Drops all that is held  
Can't do anything for 2 rounds  
SV F8, ML 10, XP 1060)

HP: 44, 39, 48

## 2 Noface Guards

6 Nofaces are sitting around talking about if they should stay in the Cacoshox or move on. They seem confused that the party has entered the room. "What!?!? Are you making a delivery of fresh faces? Storage is full and the face mound hasn't asked for any more. What are we going to do? Give us your faces and we will figure it out." one will say to them. Another growing impatient will say

“Hand the faces over!”. If the party doesn't give them a bag of faces they decide to take them from them. “We don't need you anymore. More gold for us when we give the ol face mound some fresh faces!” a Noface will say and they will begin attacking the party.

Noface  
(AL CN, MV 120'(40'),  
AC 4, HD 5,  
AT Can attack 2 characters  
at once if positioned right  
armor attack,  
DG 1d10 vs Leather and  
no armor  
1d5 vs other armor types  
armor attack, see description  
SV F5, ML 8, XP 800)

HP: 32, 15

### 3 Shox And Nofaces

Shox is arguing with a group of 10 Nofaces. He wants them to work for the Face Stealer for less gold. He explains that the new army is coming along fine and their services are not needed like before. The Nofaces are not agreeing with him. When they notice the party they say they will show Shox that they are needed and attack.

The Nofaces will attack in a great frenzy. Every round they win initiative. Shox will stay out of the way

of the fight and seem to be observing. If things get too violent for him, if he is directly attacked, he will attack with his tentacle missiles. Then he will escape down a passage or teleport away.

Shox  
(AL CE, MV 120'(40'),  
AC 0, HD 20,  
AT See Description,  
DG See Description),  
SV MU20, ML 8, XP 4250)

HP: 75

Noface  
(AL CN, MV 120'(40'),  
AC 4, HD 5,  
AT Can attack 2 characters  
at once if positioned right  
armor attack,  
DG 1d10 vs Leather and  
no armor  
1d5 vs other armor types  
armor attack, see description  
SV F5, ML 8, XP 800)

HP: 18, 15, 20, 24, 19  
16, 21, 23, 28, 14

### 4 Noface Guards 2

Another group of 6 Nofaces are stationed here. They will know of the party's arrival and tell them “You are outmatched. If you defeat us there will be more of us and things that you

could never dream of waiting for you. The stealer we know only too well". They will give the party a chance to leave the Cacoshox but if the party takes advantage of this they will win initiative automatically for the first 3 rounds. The Nofaces will seem confused that they did not listen to them.

Noface  
(AL CN, MV 120'(40'),  
AC 4, HD 5,  
AT Can attack 2 characters  
at once if positioned right  
armor attack,  
DG 1d10 vs Leather and  
no armor  
1d5 vs other armor types  
armor attack, see description  
SV F5, ML 8, XP 800)  
  
HP: 22, 28, 16, 23, 15, 12

## 5 Circle Movement Of The Nofaces

This area is where the Nofaces gather, rest and perform their ritual dance. The party will see a group of 20 Nofaces forming a circle. They are facing in random directions and moving in a clockwise direction. In the center of the circle a single Noface is chanting and waving its appendages at the ceiling. "Uga Muga Dooo Ma Ga!" he chants over and over.

It seems as though spirit Nofaces are floating in the area. They can't be seen but the party will feel them. The Nofaces are connecting with other Nofaces back home. The party can almost see a great city in their eyes. If the party leaves they will not notice the party. If they enter further(20' in) into the area they will find themselves joining the circle movements like the other Nofaces. They won't be able to control themselves. This goes on for hours and hours(no random encounter checks). At the end the party will be exhausted but the Nofaces will be refreshed. The movement is over and now it is time to for the Nofaces to notice the party.

The Nofaces will be very angry with the party. "Intruders!" they will point and shout. The attack begins immediately. The party attacks at -1 to hit and damage due to their exhaustion. The penalty ends after an

hour of rest.

Noface  
(AL CN, MV 120'(40'),  
AC 4, HD 5,  
AT Can attack 2 characters  
at once if positioned right  
armor attack,  
DG 1d10 vs Leather and  
no armor  
1d5 vs other armor types  
armor attack, see description  
SV F5, ML 8, XP 800)

HP: 15, 21, 23, 19, 22  
31, 14, 17, 40, 13,  
22, 21, 18, 12, 29,  
19, 23, 20, 11, 10,  
40

## 6 The Horn Sounds The Attack 1

As they enter the area the party will hear a horn sound. It echoes throughout the Cacoshox. When it has finished echoing a green mist floats over the floor. Out of another entrance a Grave Egg enters and begins attacking. When the Grave Egg is destroyed a group of 4 Cacoshoxers rise out of the mist behind 1 character each and take its place in the fight. When 2 are destroyed another Grave Egg floats down from the ceiling. After all these are destroyed the horn is heard again and the green mist dissipates.

Grave Egg  
(AL CE, MV Fly 150'(50'),  
AC 0, HD 9, AT Creates Grave  
Egg Ghosts,  
DG N/A,  
SV F9, ML 9, XP 1700)

HP: 60, 52

Grave Egg Ghosts  
(AL CE, MV 90'(30'),  
AC 0, HD 2, AT 1,  
DG 1d8  
1 in 6 chance the opponent  
will be trapped inside a  
new Grave Egg,  
SV F2, ML 12, XP 29)

HP: 10 each

Cacoshoxer  
(AL CE, MV 120'(40'),  
AC 0, HD 8, AT 1,  
DG 1d6  
Pain on 5-6 damage  
Drops all that is held  
Can't do anything for 2 rounds  
SV F8, ML 10, XP 1060)

HP: 32, 40, 36, 50

## 7 The Horn Sounds The Attack 2

This area follows the general scenario of the The Horn Sounds The Attack 1 area but the foes are different. The party will hear noises but not see anything unless they are paying close attention to the mist. 2 Tusk Demons are sneaking through the mist and will surprise the party with their attack. The mist will bulge as they approach, which is at  $\frac{1}{4}$  their normal rate. Anyone who is looking at the mist closely will notice this. The 2 Tusk Demons are the only thing that attacks them in this area. A Grave Egg shows up in round 3 but hovers near an entrance and does not attack. When 1 Tusk Demon is destroyed it retreats. The Grave Egg will be waiting for the party the next time they enter the Start area.

Grave Egg  
(AL CE, MV Fly 150'(50'),  
AC 0, HD 9, AT Creates Grave  
Egg Ghosts,  
DG N/A,  
SV F9, ML 9, XP 1700)

HP: 49

Grave Egg Ghosts  
(AL CE, MV 90'(30'),  
AC 0, HD 2, AT 1,  
DG 1d8

1 in 6 chance the opponent  
will be trapped inside a  
new Grave Egg,  
SV F2, ML 12, XP 29)

HP: 10 each

Tusk Demons  
(AL CE, MV 90'(30'),  
AC 0, HD 6, AT 1,  
DG 1d10,  
SV F6, ML 12, XP 320)

HP: 24, 36

## 8 Shox Warns

Shox will confront the party in this area. The area will allow him to create 10 mirror images(see spell Mirror Image) of himself and the party will not know which is he. In fact he isn't in this area at all but elsewhere. The images will tell the party over and over that they are intruding upon something that will change the history of mankind forever. What they experienced in the Perfectorium was the consequences of their own misunderstanding. The Face Stealer does not want their faces. What he wants is their death! Die die die Shox says until the images are destroyed. If the party leaves the area without

destroying the images they will suffer a minor curse: -1 to AC and -1 to their rolls to hit and damage. The Labyrinth Lord should tell them its the images that are causing the penalties to be applied. The party will feel the effects immediately if they leave. They must be destroyed! The images will still be here when they return saying the same thing. When done the curse lifts. Nothing else will lift it, not even magical wishes.

## 9 Gift Of Sight

Floating in the air is a large eyeball that has horseshoe like prongs sticking out of its sides. They eye will see the party and begin moving towards them. "See see see.." the party will hear come from it. It can move 10' a round and when it is within 1' of a character he will be compelled to put his head between the horseshoe. His eyes will flutter and his lips do spasms. But after 2 rounds of being in it he will be released. From this point on the Cacoshox will transmit the same vision information that the other beings here receive from it. The eye horseshoe device will begin chasing another character. When all have been given its gift it deactivates, the eye goes dead and a lid closes over it.

The eye horseshoe can be attacked. It has an AC of 9 and can take 20 HP of damage. Destroying it

causes it to fall from the air in a pile of junk. The Cacoshox will manufacture a new one within an hour.

## 10 A Face Stealer

On 3 large metal tables(10' x 10', 5' high) rest the pieces of one large carcass. Tentacles hang over the sides and across the floor. Each piece seems like pile of faces. The only thing that indicates that they are one is that they have huge wounds in them where the main mass has been chopped up. The insides look like a red jelly with peoples faces moving around in it. Is this the Face Stealer? The party will feel confusion, if the Face Stealer is dead what is happening here?

The thing was an earlier version of the Face Stealer. Shox has lived much longer than the current Face Stealer. He and Shenozel improved upon something he had done before. Shox has kept at least one corpse around to further his investigations. The Face Stealer is intrigued by this work and wants Shox to continue doing this. What if he learns to unlock more of the his hidden power? Shox must cut away!

## 11 Prox Shox

In the middle of the area is a naked human torso and head. All that would be below the belly is gone as are the arms. A metal spike sticks out of the floor and impales the torso and shoots out the back right where the neck starts. The torso has tubes sticking out and into it. Blood can be seen flowing through the tubes. The bald head is bent and resting on one of its shoulders.

On the walls that are perpendicular with the his shoulders are a metal arm and metal leg. Each wall has a pair. They are not attached to the wall but some force holds them in place. The arms are 10' long as are the legs. The arms end in 3 claws and so do the legs. They look similar to the arms and legs the Protos use.

If the party disturbs the torso the head lifts and begins to speak "Killlll meee.... they are using me... to kill the world... ". The thing groans and slurs as it speaks. It tells the party that he doesn't know who he is. He tells them he is called Proto Shox. He is supposed to be the great general that the Face Stealer needs to conquer the world. All he thinks about is leading a great force. He dreams of battles, destroying mankind and fighting on different worlds. It seems like he will fight forever. He does not want to do this. Proto Shox tells the party they must destroy him.

If the party does this all they

have to do is deal the torso 20 HP of damage against AC 9. With the last blow he can be heard to mutter "The Face Stealer.... is above.... I have been there.... go to the tentacle lifter...". If the party does not kill Proto Shox he begins screaming madly as they leave. The party will be attacked by a group of 5 Proto-Warriors and 1 Proto-Commander within 10 minutes(1 turn).

Proto-Warrior  
(AL LE, MV 120'(40'),  
AC 3, HD 5, AT 1,  
DG 1d8,  
SV F5, ML 12, XP 350)

HP: 22, 30, 18, 15, 23

Proto-Commander  
(AL LE, MV 120'(40'),  
AC 1, HD 7, AT 1 or  
use instruments,  
DG 1d10 or instruments  
See Description,  
SV F7, ML 12, XP 1880)

HP: 30

## 12 Restraining X Devices

Around the area's walls are black metal X shaped devices. They are 10' tall and 7' wide. 19 of them are empty but 2 of them have human bodies attached. The bodies are dressed in chain and plate. The one

that wears plate is a female that has had her head shaved bald. The other is a male who seems to be wearing a wig that might be made of the woman's hair. Their arms and legs are stretched out and connected to the one of the metal bars of the X devices. The connection is hard to see but it's a faint green energy.

If any character pushes his back against an X device they will find their limbs stretched out like the bodies and an energy bond restrains them. Restrained characters will find it impossible to get out of the energy bonds. To deactivate the bonds the X must be searched. After a few minutes of searching a little button will be found on the X. When pressed the bonds are deactivated and the character will be free. Each X has a button but on a different place.

This room the Face Stealer uses to keep important prisoners. He keeps them alive as long as they are needed. The 2 in here have recently died against his wishes. Shox has not gotten around to bringing them back to life yet but they will eventually. They are a King and Queen from another world that he captured. He thinks that they know how to destroy the Vibrant Mass and wants this knowledge. The Vibrant Mass has told the Face Stealer that it fears them. Sadly all they know is that in the past their people fought off the people that became the Vibrant Mass. They did not get to eat everyone.

### **13 Vibrant Mass Connection 1**

The area feels strange. As the party walks around they feel pockets of ice cold air then the opposite. 20(3' diameter) crystal tubes stick out of the area's surfaces and point in different directions. Some point upwards, downwards, right, left and backwards. There are pink stains in the crystal tubes.

If the party waits in the room long enough they will begin to see glitters in the air. The room darkens and it seems like there are stars they are seeing. Something looks like it is approaching from a distance, some fleshy mass. It keeps on getting larger or is it closer? Eventually it fills the area up completely. The party will be trapped inside of it for 30-60 minutes(no random encounters). They are kept alive by it. If anyone is close to the tubes they will see the mass flow into the tube. As time passes the process reverses itself. The fleshy mass moves on, the night sky disappears and things return to how they were. The party will have to wait a day for this to reoccur.

If they somehow get inside of one of the tubes and travel it they will go throughout the interior of the Cacoshox and eventually be deposited in one of the Vibrant Mass Collectors area. This area is a nexus between the space where the Vibrant Mass floats and the Cacoshox. When the Vibrant Mass is close to the nexus



the Cacoshox channels the Face Stealer's energy here and siphons its substance from it.

If the party has been engulfed by the Vibrant Mass in this area once before, the next time they go through it a group of 5 Yalas will be deposited by it here. The Yalas will have full knowledge that the party is here and they each will be positioned behind a character. The Vibrant Mass does not like the party.

Yala  
(AL CE, MV 120'(40'),  
AC 4(attacks that miss have a  
50% of being caught by a  
Y weapon, See Description),  
HD 9, AT 1,  
DG Y weapons attach on hit  
Do 1d4 HP of damage until  
destroyed,  
SV F9, ML 9, XP 1700)

HP: 36, 40, 51, 49, 65

## 14 Vibrant Mass Connection 2

A 5' tall 10' diameter energy pillar sits in the center of the room. It has a shape that can be seen but it also seems to be in flux. It is concave on top and there is a mass of flesh in it. The pillar has physical form and anyone touching it will feel a pleasant electricity flowing through their body.

Every 30 minutes one of the surfaces in the area opens up and a

crystal tube just like the ones in the Vibrant Mass Connection 1 area comes out. It reaches into the flesh mass and its substance appears to be sucked into it. This goes on for 5 minutes and then the tube retracts and the surface closes behind it. The mass does not diminish with the tube's sucking.

This is a different type of connection to the Vibrant Mass. If a character gets inside of it he must be careful to stay on top. It is like swimming in clay. If he descends into it he will not be able to find his way back and will be trapped. The Vibrant Mass will keep him alive but eventually devour his form. His mind will be extinguished by the other minds in it, a foreign entity does not belong here.

## 15 Vibrant Mass Connection 3

Against the wall opposite the entry is a large golden circle. It is connected to the wall and cannot be moved. The circle is 20' in diameter and extends out of the wall 1'. Anyone who looks at it will see that it is not gold but some different material. Its hollow center does not open to the wall behind it. All that can be seen in it is the darkness of space and a faint pinkness. If the circle is touched the faint pinkness becomes very strong. A fleshy mass appears but does not come through the portal. This is

another connection to the Vibrant Mass. Its purpose is to allow the Face Stealer to connect with it. He extends all of his tentacles into it and has a direct mental connection with the Vibrant Mass. They have made plans for centuries through this portal. Characters that go through the portal will be lost and suffer the fate that is described in the Vibrant Mass Connection 2 area. To enter the Vibrant Mass is to be consumed by it.

## 16 Vibrant Mass Connection 4

The floor of the area has a golden circle like the one in the Vibrant Mass Connection 3 area. The Vibrant Mass is here. Growing out of it and around steel skeletons are the beginnings of the Proto-Warriors and Proto-Commanders. The skeletons(20 of them) are standing next to the circle. These are not functional yet and fall apart if dealt any damage. The party should not walk on the Vibrant Mass flesh or they will sink into it. If they let themselves sink totally they will suffer the fate that is described in the Vibrant Mass Connection 2 area. To enter the Vibrant Mass is to be consumed by it.

## 17 Vibrant Mass Collectors

Crystal tubes from the Vibrant Mass Connection areas end here. In the air floats globs of the Vibrant Mass. These vary in size, 1' to 3' diameter. It seems though that its substance is in the Cacoshox it is still acting as if it is floating in space. If the party touches any of the globs the flesh becomes alarmed. Out of the larger globs 2-4 Yalas jump out. This will go on for 1-4 rounds. Every time a glob is touched the Yalas begin to appear. Are the Yalas creatures produced by the Vibrant Mass or have they taken up residence there?

Yala  
(AL CE, MV 120'(40'),  
AC 4(attacks that miss have a  
50% of being caught by a  
Y weapon, See Description),  
HD 9, AT 1,  
DG Y weapons attach on hit  
Do 1d4 HP of damage until  
destroyed  
SV F9, ML 9, XP 1700)

HP: 36 each

## 18 Proto Skeletons

The area is odd. It goes beyond the boundaries of what it is drawn on the map and extends for miles and miles. The metal skeletons of the Proto-Warriors and Proto-Commanders litter the floor as far as the eye can see. Every piece that is created in the Proto Pieces area is deposited by one of the factory machines.

Then they wait until they are brought together with Vibrant Mass material. As the skeletons continue to be produced so does the boundaries of the area expand. The army awaits its flesh.

Every hour a Proto-Commander appears carrying a barrel filled with the Vibrant Mass flesh. He uses it to create 4 fresh Proto-Warriors. There is a 50% chance when the party enters the area that he has just created the new Proto-Warriors somewhere in the large area. They will be aware of the party's entrance and will crawl on the floor quietly until they reach them. Then they will spring up as if the parts have come to life and attack.

Proto-Warrior  
(AL LE, MV 120'(40'),  
AC 3, HD 5, AT 1,  
DG 1d8,  
SV F5, ML 12, XP 350)

HP: 30, 25, 19, 33

Proto-Commander  
(AL LE, MV 120'(40'),  
AC 1, HD 7, AT 1 or  
use instruments,  
DG 1d10 or instruments  
See Description,  
SV F7, ML 12, XP 1880)

HP: 42

## 19 Proto Pieces

5 10'x10'x10' machines are at work. The machines are constantly changing their shape from a cube to a sphere and back again. They are a mass of wires and gears. The gears do not turn but the wires undulate. It is easy to stick one's arm inside of one of the machines but they will just feel wire. If damaged by a weapon or spell the wires repair themselves and the machine keeps on working.

Arms extend out of them and grab from a central pile of metal scrap. The arms are large wires that wrap around their scrap. The scrap is 20' in diameter and reaches to the ceiling. The machines never stop working and the scrap pile is

replenished from the substance of the Cacoshox. The army must be built!

As the machines create the pieces they change shape and expand. They start out as cubes but for every piece they make they lose their shape. When they have doubled in size they appear as large balloons. At that point the space around them seems to get wavy and half of them disappear for a minute or two. During that time they shrink and resume their original proportions. Their missing halves reappears and they continue their work. What has happened is they have shifted part of their being into the space of the Proto Skeletons area. There they gently release all they have created and leave.

## **20 Deliverance Spikes**

Attached to the ceiling are these 30' long spikes(Deliverance Spikes). They are 20' in diameter at the blunt end and 3' at the sharp point. Golden spikes with black flames painted on them. There are 10 of them. 15' round silver disks are floating on the ground under each. There is one spike resting on the ground. Standing next to it are 2 Proto-Warriors. The one on the ground has an 7' tall 7' wide opening in its middle.

This area houses the Deliverance Spikes. These will be used in the coming war to transport Proto-Warriors to places in the world

the Face Stealer wants them to attack. The insides are hollow and are designed to safely carry Proto-Warriors and Proto-Commanders. 100 Protos can be loaded per spike. Other beings, like humans, will not be safely transported by a Deliverance Spike. They will most likely die as they are dropped from the sky or when they hit the ground. A Deliverance Spike will hit the earth and keep on traveling into it. The Protos it carries will be safely deposited on the surface as it keeps on moving. The Deliverance Spikes teleport after delivery and return to the Cacoshox.

The disks that are floating underneath the spikes transport Protos to a spike. 10 at a time can be moved inside of one on the disk. If the party could figure out how to activate one they could ride up and get in a spike. That's if they could figure out how to open one.

Up on the ceiling is a concealed door that opens up a passage to the Deliverance Gun area. When the Protos are loaded in the spike it opens up and the spike begins to move through the tunnel. The Deliverance Gun will load them when they arrive.

The 2 Proto-Warriors will bang on the Deliverance Spike and then approach the party for the fight. 2 rounds after that 4 more Proto-Warriors exit the spike with a Proto-Commander. They will join the fight immediately.

Proto-Warrior  
(AL LE, MV 120'(40'),  
AC 3, HD 5, AT 1,  
DG 1d8,  
SV F5, ML 12, XP 350)

HP: 30, 25, 31, 22, 19, 39

Proto-Commander  
(AL LE, MV 120'(40'),  
AC 1, HD 7, AT 1 or  
use instruments,  
DG 1d10 or instruments  
See Description,  
SV F7, ML 12, XP 1880)

HP: 68

## 21 Deliverance Gun

Up on the ceiling a large gold gun with red flames painted on it hangs that is a little bigger than a Deliverance Spike. Deliverance Spikes are transported from the Deliverance Spike area and loaded into the gun. The spikes merge with the gun and become its core. It fires the spikes into a different dimension that lasts briefly and then merges with this one. The merging happens over an area that is input into the gun.

At the back of the gun is a small room(10'x10'x10') with several buttons on it. A door opens on the back surface of the wall into it. If the party could figure it out they could shoot their own spikes. The buttons

can be used to take control of spikes and bring them through the passage that was mentioned in the Deliverance Spike area and to input coordinates of where the spikes should be shot. One button is larger than the others and it is the trigger. The buttons have a bunch of different colors and symbols on them.

## 22 Deliverance Spikes Forming

In the air of the room are 30 very long metal poles the same dimensions as a Deliverance Spike. Each is changing into a Deliverance Spike and is at a different stage of change. A golden tentacles descends down from the ceiling out of a golden flesh mass(10' diameter). It points at each spike and a dark energy comes shooting out of its club. The spikes twists and changes a little in response to the energy. Then the tentacle focuses on another spike to be and does the same. The tentacle and its mass wander around the room, going from spike to spike as it changes them. It has a simple mind that guides it in making spikes but not much beyond that it can do.

Eventually the spikes will be ready and the tentacle will move it into the Deliverance Spike area. The tentacle can be attacked and destroyed. It is AC 9 and has 20 HP. When it is destroyed the spikes stop floating and fall to the ground. Each

character must make a saving throw or take 1d10 HP of damage from a falling spike.

## 23 Failure Faces

23 Faceless Ones march from one wall to the next. The Faceless Ones are dressed in golden robes with a black tentacle drawn on it. In their hands they hold a face. The faces are functional but talk gibberish. These are the faces of those who were close to the Face Stealer but failed him.

The faces of Hib and the Head Perfector are here. If the party went to the Perfectorium and caused destruction or even killed them they will react in great anger towards them. Dirty names they will call them and curse their existence.

Each face has an AC of 9 and can take 5 HP of damage before it is destroyed forever. When a face is destroyed the Faceless One that holds it dies as well. If the Faceless One that holds the face is destroyed the face still functions. A new Faceless One will hold it eventually.

Faceless One  
(AL LE, MV 120'(40'),  
AC 0, HD 1, AT 1,  
DG 1d4,  
SV F1, ML 12, XP 10)

HP: 4 each

## 24 Face Overfeeder

Standing in the area and apparently meditating is a man wearing a robe that has people's faces sown into it. He himself is faceless. When he speaks the faces on the robes do the talking. The voice is always one that matches the face. He sees through the faces and cannot be sneaked up on. "My name is the Overfeeder that is all" he says to the party. Then the fighting starts. One of faces on the robe falls off and becomes:

- 1: A Receiver Of Theft
- 2: A Receiver Of Beauty
- 3: A Receiver Of Covetousness

The lost face is replaced by another face. Every round there is a 1 in 4 chance that the Overfeeder can summon another Receiver just like the 1st round. When they have beaten the Overfeeder any summoned Receivers return to faces and become part of the robe again. Summoning can be done in addition to his normal attack which consists of punches, kicks and headbutts.

The robe can be worn but it should not be. When donned the character gains +2 to their AC and +1 to their saving throw rolls. But every time they sleep and have worn the robe they have a 1 in 6 chance of changing. They become like a Faceless One but must wear the robe

to speak or even see. The character will not be able to summon Receivers.

Face Overfeeder  
(AL LE, MV 150'(50'),  
AC 0, HD 8, AT 1,  
DG 1d10,  
SV F8, ML 12, XP 1060)

HP: 50

Receiver Of Theft  
(AL LE, MV 120'(40'),  
AC 3, HD 6, AT 1,  
DG 1d8  
On a successful hit by 4  
or more opponent is  
knocked to the ground  
and stunned for a round,  
SV F6, ML 12, XP 570)

HP: 24 each

Receiver Of Beauty  
(AL LE, MV 90'(30'),  
AC 5, HD 4, AT 1,  
DG Magical Charm 30' away,  
SV F4, ML 9, XP 200)

HP: 16 each

Receiver Of Covetousness  
(AL LE, MV 120'(40'),  
AC 9, HD 3, AT 1,  
DG Duplicates Items  
See Description,  
SV F3, ML 12, XP 80)

HP: 12 each

## 25 Face Deliverers

4 Yalas are peering into a large 10' diameter 5' gray bone bowl that is floating over the ground. They are looking at faces and trying to decide if they are of the quality the Face Stealer will accept. The floor is littered with very ugly faces.

The bowl they take to the Room Of Faces area every day and push it in the pool. Then they pull it out full of fresh faces. Many they discard and throw on the floor. Occasionally the faces are taken to the Room Of Discarded Faces and put in the pool there.

When it is time for the Face Stealer to be fed they guide the bowl through the Cacoshox to the Face Stealer. The Overfeeder from the Face Overfeeder area comes to the room and has the Yalas follow him. He is one of the few the Face Stealer will open his Doors Of Denial for.

Yala  
(AL CE, MV 120'(40'),  
AC 4(attacks that miss have a  
50% of being caught by a  
Y weapon, See Description),  
HD 9, AT 1,  
DG Y weapons attach on hit  
Do 1d4 HP of damage until  
destroyed  
SV F9, ML 9, XP 1700)

HP: 36, 60, 47, 39

## 26 Room Of Faces

The complete room is a large pool filled with some kind of honey like substance. Its color is red. In the pool floats a multitude of faces. The face density is high and it is impossible to see the bottom which is 50' down.

Characters that touch the pool or get in it will feel as though they are the most beautiful being in existence. Maybe they should just relax in the pool and float among the faces? Anytime they look in a mirror or see their reflection they must make a saving throw. If they fail they will not be able to stop looking at themselves. They must be forcefully stopped from looking at themselves or they will not be able to do anything else. This condition lasts for 1-4 weeks after they stop touching the liquid.

## 27 Room Of Discarded Faces

The complete room is a large pool filled with some kind of honey like substance. Its color is green and it smells like sewage. In the pool floats a multitude of faces. The face density is high and it is impossible to see the bottom which is 50' down. The faces in the pool are ugly, disfigured. These are the faces the Face Stealer is done with, rejected or never even seen.

Characters that touch the pool or get in it will become violently ill. They won't be able to move and may sink to the bottom of it. After they get out of it they will recover in 30-60 minutes(3-6 turns). After this the sickness will return whenever they look in a mirror or see their reflection. This lasts for 1-4 weeks.

## 28 Tentacled Face Taker

A Tentacled Deceiver rests in the middle of the room. A Cacoshox Orb Of The Golden Manifestation rests on a pedestal before it. The thing when called for will send its tentacles through the orb and to a Perfectorium. Any face it has acquired will be placed in the Room Of Faces area. A tentacle reaches into that room and deposits it there. This beast has 13 tentacles protruding from its mass when the party enters.



Tentacled Deceiver  
(AL LE, MV 120'(40'),  
AC 0, HD 6,  
AT Can attack 10-20  
seperate opponents  
or 1 opponent  
See Description,  
DG 1d6 per opponent  
1d10 for focussed attack,  
SV F6, ML 12, XP 820)

HP: 42

## 29 Tentacled Giver

A Tentacled Deceiver rests in the middle of the room. A Cacoshox Orb Of The Golden Manifestation rests on a pedestal before it. The thing when called for will send its tentacles through the orb and to a Perfectorium. It imparts the gifts of the Face Stealer to his disciples. This beast has 11 tentacles extending from its mass when the party enters.

Tentacled Deceiver  
(AL LE, MV 120'(40'),  
AC 0, HD 6,  
AT Can attack 10-20  
seperate opponents  
or 1 opponent  
See Description,  
DG 1d6 per opponent  
1d10 for focussed attack,  
SV F6, ML 12, XP 820)

HP: 30

## 30 Tentacled Feeder

A Tentacled Deceiver rests in the middle of the room. A Cacoshox Orb Of The Golden Manifestation rests on a pedestal before it. The thing when called for reaches into the Room Of Discarded Faces and begins grabbing faces. Into the orb it will send a tentacle holding a face. The servants of the Perfectorium are well fed by it. This beast has 17 tentacles extending from its mass when the party enters.

Tentacled Deceiver  
(AL LE, MV 120'(40'),  
AC 0, HD 6,  
AT Can attack 10-20  
seperate opponents  
or 1 opponent  
See Description,  
DG 1d6 per opponent  
1d10 for focussed attack,  
SV F6, ML 12, XP 820)

HP: 39

## 31 Sleeping Nofaces

Lying about the room are 5 Nofaces. One is fatter than the others and it appears that the other 4 are using it as a pillow. It is the only one awake and it arouses the others when the party enters. The party gets a free round of attacking them as they awaken. After that round they will attack at -1 for 3 rounds. Their sleep was deep.

Noface  
(AL CN, MV 120'(40'),  
AC 4, HD 5,  
AT Can attack 2 characters  
at once if positioned right  
armor attack,  
DG 1d10 vs Leather and  
no armor  
1d5 vs other armor types  
armor attack, see description  
SV F5, ML 8, XP 800)

HP: 40(fat one),  
24, 16, 23, 19

## 32 Stabilizer

A giant black rock like the one in Perfectorium Of The Golden Tentacle is situated in the center of the area. Its top is penetrated by a metal cylinder that comes out of the ceiling. The energy that it would normally output is sent through the cylinder. On the walls are 6 levers that can be

set to 0-6 each. A female voice is heard saying the new number whenever it is set. Manipulating the levers causes the cylinder to move but for almost all the combinations it does not leave the rock.

If they are set the sequence to 0-3-0-2-0-1 the cylinder retracts into the ceiling and the whole of the Cacoshox begins to shake. If it is not lowered into the rock within an hour the Cacoshox will explode.

Everything and everyone inside will be destroyed. Those that are in the mountain cavity that the Cacoshox floats in will take 50-100 HP of damage. If they are in the triangular tunnel that leads to the Cacoshox they will take no damage but the force of the explosion will push them down the tunnel and out of the mountain. The mountain will shake, smoke will rise from it and a few small streams of lava will flow from cracks in its sides. As the Cacoshox starts the countdown to self destruct the whole of it begins to let out a high pitched screech. It gets louder and louder as the minutes pass by and becomes deafening a few minutes before it blows up.

10 minutes after the cylinder is raised the Face Stealer, if his physical form has not been destroyed, and 10 Proto-Warriors will appear to set things straight. The rock at this time will have returned to its original form and becomes like the Big Rock Of Mystery area in the Perfectorium Of The Golden Tentacle adventure:

Spells do not work in this room. They fizzle out when cast. Spells that were in effect also fizzle out as the party enters the room. They function again once past the door point.

Something is emanating from the rock. The party will never have felt anything like it before. As they get closer to the rock it seems like it is pushing them away. Each step gets harder than the one before.

Touching the rock is dangerous. A character must make a saving throw or be turned to stone. Their complete being disappears inside of a rock coating. It is impossible to make out that there was a character there before they became rock. The character/rock can be moved. It weighs twice as much as the character did. The character can be turned back to normal with a flesh to stone spell but it must be cast within one week. After that the character is permanently changed.

Face Stealer  
(AL LE, MV 120'(40'),  
AC -2, HD 20,  
AT See Description,  
DG See Description,  
SV F20, ML 10, XP 10,000)

HP: 120

Proto-Warrior  
(AL LE, MV 120'(40'),  
AC 3, HD 5, AT 1,  
DG 1d8,  
SV F5, ML 12, XP 350)

HP: 35 each

### 33 Soul Power

A great 30' white energy storm fluxes in the center of the area. Large 5' diameter metal prongs extend out of the surfaces and into the storm. Faces can be seen in the storm. It's filled with faces but the faces keep on changing. Endless faces appear and disappear. They appear as black outlines in the storm.

This is the Face Stealer's soul. Through his might he powers the Cacoshox. As he grows in power so does the Cacoshox. If the party has encountered the Face Stealer before then it feels like it is here in this room. But where is it?

The party must stay away from the storm. If anyone touches it they will be pulled into it. Once inside a character will not be able to escape. The rest of the party will watch as his body is destroyed. When it is gone the character's face will float around the surface of the storm for a few minutes. Then it will submerge into it, never to be seen again. Forever absorbed by the Face Stealer's soul. No power can return the character to

the world of the living for he is no more.

### **34 Broken Room**

This area has something wrong with it. The Face Stealer and Shox have no idea what the problem is. The normal coloring of the Cacoshox is inverted in here and the symbols on the walls are blurry and distorted.

The party will sense that they are changing before they enter it. Slight alterations to their fingers, nose, etc... small features happen within 3' of the door. The effects on them are random at this point and reverse instantly if they pull out of the range. Characters that enter it will find their skin color changing, their voices sound very deep and their features and body distorting. Movement for each character is either cut in half or doubled. Spell casters have a 50% chance of losing their ability to cast spells while they are affected. When they exit the effects of the room persist for each character 1-24 hours.

### **35 Magic Of The Future**

On the walls of the area are hanging what appears to be magical scrolls(72 of them). The scrolls are rough around the edges as if they have been torn from something bigger. Some kind of glue keeps them

attached to the wall but they can easily be pulled off of it. On the floor is a 13' x 17' piece of parchment. It too has rough edges like the smaller ones. There is writing on the left corner of the big piece but it does not appear to be finished.

These scrolls are magic that Shox is working on for the future world where the Face Stealer will rule. It will replace the old magic, wizards will be forced to learn these spells. At this point the spells do nothing. Only when the Face Stealer rules will they become powerful. A caster who tries to use one of the scrolls will experience a shock, his ability to use magic will be taken from him for 1-4 hours. The spell in the scroll will fill his mind and he will not be able to think of any other magic during this time.

### **36 Demon Conspirator**

The dark outline of some horned creature rises up before the party. It is insubstantial and the party will not be able to attack it. The thing will follow them around until it delivers its message. A little girl's voice issues from it "We have need of you. The world of the demons is in jeopardy. The powerful quake with fear, the thing that rules here will destroy them. We offer you a gift to use against the Face Stealer and ask nothing in turn.". The thing stretches out its hand and

hands them what appears to be a piece of black stinky goop. "This is from a great demon lord that has given it to you as a gift. Throw it before the Face Stealer and it will help you.". The thing disappears after this.

If the party takes the goop and throws it in front of the Face Stealer a couple of demons will be summoned. They will join the party in the fight and not rest until the Face Stealer is destroyed or they are. After he is destroyed they will return to the demon world. The demons look like 10' tall versions of the demon women in the Spawn Disaster area on level 2.

The demon women are in reality Vrocks, not tall Succubi. They have been taught by the succubus that stole from the Face Stealer about some of its weaknesses. They attack at +2 to hit the Face Stealer and the Face Stealer may go mad at the sight of them. When he first sees them there is a 50% chance that he will attack them instead of any other character.

Over the next year these demons, if not destroyed, will come to one of the party's spell casters and offer him further gifts(of the Labyrinth Lord's choosing). If the character takes them he will find that his being has been altered. He will have become partially a demon. His alignment will shift to evil and he will only be hurt by magical weapons. Every round he regenerates +1 a round and he no longer ages. The other members of the party will sense

that he is evil. Every year he changes more and more into a demon. The first year is 10%, the second 20%, the third 30%, etc... . Every year 10% more. As the changes occur he begins to look more and more demon like with each 10%. When he reaches 50% and every year after that there is a 1 in 4 chance the character will disappear and join his demon brethren. The character is gone forever and may become a foe of the party.

Vrock  
(AL CE, MV 120'(40')  
Fly 180'(60'),  
AC 0, HD 8,  
AT 5(2 claws,  
2 rear claws, beak)  
DG 1d4/1d4/1d8/1d8/1d6,  
SV F8, ML 11, XP 2060)

Can use the following at will:  
darkness 10' radius, detect invisibility,  
and telekinesis (200lbs.). In addition,  
a vrock may gate (10% probability of  
success) a vrock demon. Attacks with  
all 5 attacks if airborne. On the  
ground only attacks with claws and  
bite.

HP: 22, 24

### **37 Fountain Of Fluid Taking**

There is a red fountain in the center of the room that is not letting any water out of it. It has a 20' diameter basin that would hold any fluid. In the center is a 10' diameter, 10' tall stone rose out of which water would presumably flow. There is something at the bottom of the rose but it is hard to see what it is unless someone gets close to it. Very small and golden, it could be a ring.

Crawling into the rose is deadly. The character will have all their liquids drained from them. Every round that they are in the rose they lose 1 HD worth of their HP. A HD worth of damage that is based off of the maximum amount they could get from 1 HD roll when they level up. The fluids start to flow out of their orifices and holes that open up in their skin. Their flesh begins to shrink and bones become very easy to see. As the fluid is lost the water shoots out of the fountain and into the basin, more than what is taken from the character.

Characters that are in the rose will have a very hard time getting out as their strength is being drained from them. It will take at least a combined strength of 30 or more to pull the character out of it. When the character dies his bones fall to the bottom of the rose and begin to slowly turn into dust. His equipment shoots out on a water stream and all over the room.

The thing at the bottom of the rose is a ring. If put on the character will find that they can shoot a water spout from the ring 3 times a day. The spout can hit targets 20' away. If hit the target must make a saving throw or find themselves not able to do anything but drink liquids for 10 rounds. The character must hit the target as if he is shooting a missile weapon in close range. The afflicted can't fight and the only movement they can make is to move towards something they can drink. They still have normal AC.

### **38 Stairway Of Roses**

Before the party is a very large stairway that spirals upwards. It has a 20' wide diameter and it is hard to see where it leads too. It seems to ascend into the stars. The stairway is made of beautiful roses that are lacking any thorns.

If the party walks on the stairway they will be in for an unpleasant surprise. When the first character reaches 20' up the stairway falls apart, the roses fall to the ground and so does any character. Anyone on the bottom is showered with roses while those who were walking on it have a damaging landing. The stars above disappear and an ordinary ceiling for Cacoshox appears. Characters take damage dependent on how high up they were. An

outraged chorus of voices echoes in the room "My beautiful creation ruined by barbarians. I will make your faceless bodies rebuild it for me. Come see me up above."

### 39 Shox And Guards

As the party enters the area they see Shox exiting and heading towards the Lifting Tentacles area. The round after that 3 Yalas, 3 Nofaces and a Tusk Demon enter where he exited. Shox can be heard shouting "Delay them here! I have defensive preparations to make!".

Shox  
(AL CE, MV 120'(40'),  
AC 0, HD 20,  
AT See Description,  
DG See Description),  
SV MU20, ML 8, XP 4250)

HP: 75

Yala  
(AL CE, MV 120'(40'),  
AC 4(attacks that miss have a  
50% of being caught by a  
Y weapon, See Description),  
HD 9, AT 1,  
DG Y weapons attach on hit  
Do 1d4 HP of damage until  
destroyed  
SV F9, ML 9, XP 1700)

HP: 50, 40, 43

Noface  
(AL CN, MV 120'(40'),  
AC 4, HD 5,  
AT Can attack 2 characters  
at once if positioned right  
armor attack,  
DG 1d10 vs Leather and  
no armor  
1d5 vs other armor types  
armor attack, see description  
SV F5, ML 8, XP 800)

HP: 29, 25, 19

Tusk Demon  
(AL CE, MV 90'(30'),  
AC 0, HD 6, AT 1,  
DG 1d10,  
SV F6, ML 12, XP 320)

HP: 28

### 40 Lifting Tentacles

The ceiling here is impossible to see, a golden mist obscures one's ability to see it. If probed the ceiling is there, the mist is only 1' thick.

If a character walks to the center of the area giant golden tentacles reach down and grab what is there. They lift the character upwards and deposit them in the Start area of level 2. If deposited from level 2 here they must walk out of the center and back into it to reactivate the tentacles.

## Level 2

Bizarre energies flow through the upper level, the presence of the Face Stealer unleashes them. As a consequence the character's will not be able to rest, heal or memorize spells on this level. Healing spells, potions, etc... always function in flux. Roll a d6:

1-2: Heal does damage instead

3-4: Heal functions at 50%.

5-6: Heal functions as normal.

There are also no random encounters on this level.

## 1 Start

The party finds themselves in an area that is exactly like the Lifting Tentacles area on Level 1. If they leave the center and return to it the tentacles reach down and pick them up and deposit them in the Lifting Tentacles area on Level 1. This is the primary means of moving between the two levels.

## 2 Attack!

The party as they enter finds themselves being attacked by this group: 4 Receivers Of Covetousness, a Receiver Of Beauty and a 4 Receivers Of Theft. The party's weapons are mysteriously in their scabbards and the creatures have each had a free round of attacking them. The party is surprised by this and they immediately lose initiative for the round. The Receivers Of Covetousness and the Receivers Of Theft are toe to toe with them while the Receiver Of Beauty is keeping her distance but using her powers.

If they defeat these foes they will remember what happened. The Receiver Of Beauty tricked them into putting their weapons away and letting the other two get close. Then they started to attack.

Receiver Of Theft  
(AL LE, MV 120'(40'),  
AC 3, HD 6, AT 1,  
DG 1d8

On a successful hit by 4  
or more opponent is  
knocked to the ground  
and stunned for a round,  
(SV F6, ML 12, XP 570)

HP: 30, 32, 40, 22



Receiver Of Beauty  
(AL LE, MV 90'(30'),  
AC 5, HD 4, AT 1,  
DG Magical Charm 30' away,  
SV F4, ML 9, XP 200)

HP: 26

Receiver Of Covetousness  
(AL LE, MV 120'(40'),  
AC 9, HD 3, AT 1,  
DG Duplicates Items  
See Description,  
SV F3, ML 12, XP 80)

HP: 15, 16, 10, 13

### **3 Approach To The Face Stealer**

This large hall leads to the Face Stealer's hall. Around it roam 20 Faceless Ones. Each is a woman with a large golden tentacle wrapped around her. They are non-violent and are feeling the surfaces for something.

If a character gets too close(5' away) and is a female they will try to grab her face. They will pull and pull at her face as if they are trying to steal it. All a character needs to do is run away and the grabbing stops. No damage is done when they grab and pull.

Faceless One  
(AL LE, MV 120'(40'),  
AC 0, HD 1, AT 1,  
DG 1d4,  
SV F1, ML 12, XP 10)

HP: 4 each

### **4 Into The Inner Twister**

The party if they enter this area will notice that it is unlike the other areas in the Cacoshox. Metal spirals stick out of the walls like twisted 10' spears. Cobwebs hang off of them and from the ceiling. Dust is everywhere, its like no one has been here for ages. The area has a strange shape to it, its like the walls form sharp blades.

When everyone is in the room after 3-6 rounds the spirals begin to spin. The cobwebs fall off and the dust starts to fill the air. Every character will feel their insides begin to twist as well. They fall to ground and their souls start to crawl out of their mouths. The characters can see a hand sticking out of their mouths trying to worm its way out. Each character has 5 rounds to get out of the room. They can only crawl at 1/4<sup>th</sup> their normal rate. If they fail to do so their souls twist out of their bodies and the character dies. If a character gets out in time the character's soul returns to its place. When everyone is dead or they have left the area the spiral

spears stop spinning.

This area was a magical torture device the Face Stealer used. In time he grew bored with it and decided to just devour his enemies faces. It has lain dormant for hundreds of years.

## 5 Rose Growers

The area's floor has inches of rotting flesh covering it. Out of it and on it are corpses everywhere. They rot as well. Where the rot is the strongest thornless roses grow. Pulling on a rose easily removes it from the corpse. If a character is wounded the rose will try to attach its stem to the wounds. One rose can be attached for each wound(1 damaging hit from a spell or a weapon).

Once attached it is easy to pull out as well. This won't be to the character's benefit though. The next time he takes physical damage the rose takes the damage instead. The damage destroys it. Roses will stay attached until the wound is healed. If they are not attached they last a week before dying and become powerless.

## 6 Faces In The Floor

A 20' circle composed of transparent colored bubbles is in the center of the area. Each bubble is 1' in diameter and of a random color of the rainbow. Characters can walk on

it and not notice any difference between it and the floor.

After a minute of standing on one a character will notice that there are faces in the bubbles looking at him. He will begin to sink into the bubbles at a rate of 1' a round. He can hear the bubbles talking to him. "Come join us, we have a bubble for you." they say to him. The character must make a saving throw or he will not leave the bubble area. When completely submerged the bubbles take his face and he becomes a Faceless One. His body rises out of the bubbles and he must make the usual saving throws a new Faceless One must go through. Each character that is standing on the bubbles will experience the same thing. If they are not enchanted by the bubble faces they can move at a normal rate and try to get the enchanted characters out of the bubbles. Any lost faces will be seen on the Face Stealer the next time the party encounters it.

## 7 Gloat Trophy

Laying on the floor are the remains of a 20' tall demon. It is very hard to make out its features as much of it has turned into a rotting mess. It had some kind of arms, 2 heads and at least on leg. Black fumes rise out of it and disappear into the ceiling. The party can feel its evil even though it is dead. Green and black rot is the

best way of describing its flesh. It moves at times, it looks like a snake is moving inside of it but then goes still. If any character touches it they will be afflicted with its rot, no saving throw. A day after and every day until the character is dead he loses a point of strength and constitution. Only a powerful healer of at least 15<sup>th</sup> level of ability can cure the character. It must be Cure Disease or something more powerful.

This is the corpse of a Demon Lord that the Face Stealer has slain. In hand to hand combat he killed this god like being. It was with this battle that he knew he could triumph over the demons. The Face Stealer comes here from time to time to meditate while looking and probing the corpse. Then he brings Shox here to tell him that he will have a prominent place in the new demon nobility. Xxxintha will rule but he will be the one to tell her what to do!

## **8 Dead Demon Lord's Weapon**

A 20' long gold whip with a 10' long red sword extending out of its handle. Around it a translucent golden cage covers it, its shape is that of half a sphere. It is 35' in diameter and touches the ceiling at its highest point. The party will sense that something terrible is before them. If they disturb the sphere the weapon moves but the sphere restores itself

and the weapon stops. A character that goes inside of the sphere cannot get out of it. The weapon will be impossible for the character to lift. Magic, brute force, etc... nothing can get out of the sphere.

The weapon if touched will at first shock whoever touches it. He will fall to the ground and smoke comes out of his body. The character will see in his mind the body in the Gloat Trophy area. He will see it holding the weapon. "Bring Me My Master" he will hear it say. When the character looks at his body it is the same color as the decomposing demon lord's body. The next time, and every time after, he touches the weapon it does not shock but the idea/feeling that he must become the demon lord gets stronger.

To get out of the sphere the trapped characters must cover themselves with the substance of the dead demon lord in the Gloat Trophy area. When this is done the character will be powerful enough to walk out of the sphere and also carry the weapon. The disease still persists but he has the power of the weapon to use. While using the weapon the character does not suffer any penalties to his strength. This does not mean that he has gained strength, just that it gives him strength to swing it. Anything else affected by the disease's strength lowering still is in effect.

Every day he must cover himself with a fresh dose of the demon lord's remains to use the weapon. There is enough of the demon lord's body left

to gather 100 does worth of his substance. As the day goes along the substance on the character's body rots at an accelerated rate and falls from his body as dirt that nothing can be grown in. It is no longer a disease giver after it becomes dirt.

The weapon, nameless, responds only to his master's touch. Only the master is allowed to use it. His remains are good enough for it though. The weapon does terrible damage. A hit from the whip does 2-20 HP of damage. It can reach 20' away. If the sword is used it does 1d12 HP of damage and stuns an opponent for 1d4 rounds(no save). The sword can reach 10' away. The stunned foe fights at -4 and cannot cast spells. His movement is cut in half.

## **9 Cut Away Shenozel**

The area is painted black and a darkness permeates the air. Light works but seems to want to go out. Every other round one light source stops working for that round. A 10' black statue of a woman in robes stands against the wall opposite the doors. Before it is an altar with a yellow long sword on it.

In this area the Face Stealer and Shox try to break the connection between him and his mother Shenozel(See Perfectorium Of The Golden Tentacle adventure). While she exists there is a chance she can regain control of the Face Stealer. The connection must be severed. They are almost ready to use the sword to cut the connection but first the Vibrant Mass must help. Soon one of the things he fears will be gone.

The yellow long sword is called Jabram-loss. It has been imbued with enough magic to make it +3. Against the Face Stealer and Shox it is +5 and the wielder is immune to the Face Stealer's face stealing power.

## **10 Faceless Ones Crawling**

The area holds 500 Faceless Ones. It is very cramped and they seem intent on crawling on the area's surfaces. The surfaces are different almost fleshy. If the party has

encountered the Vibrant Mass they will recognize that it is very similar to that thing's substance.

When the Vibrant Mass has permanently connected to the Cacoshox these Faceless Ones will be submerged into it as a gift from the Face Stealer. He has been collecting prize specimens for a long time. These Faceless Ones, the Vibrant Mass will cherish forever he thinks.

Faceless One  
(AL LE, MV 120'(40'),  
AC 0, HD 1, AT 1,  
DG 1d4,  
SV F1, ML 12, XP 10)

HP: 4 each

## 11 Spawn Disaster

Throughout time the Face Stealer has impregnated female demons to bring to term his children. The last one was the last he could have. A demoness(Succubi) took his reproductive ability away from him and vanished.

Around the room float 8 women with long strands of their flesh attached to the area's surfaces as if ropes bind them. The flesh ropes reach out of lumps of golden flesh that are in the floor. The woman appear almost the same. Their faces bear scars, it's as if they have been surgically altered to look the same.

Large bat wings barely hang from their backs. They have been cut where they meet the back and only a small bit keeps them attached. Useless they are to them. 2 shattered horns stick out of their heads. Hammers must have broken them. A tail with daggers stuck into it sticks out of their buttocks. Their flesh is a sickly green. Each has had their heads shaved and scars cover the spots their scalps. "Free us of this torture..." they moan to the party. Each begs the party to kill them. All it takes is one blow from a character and the demon woman will be dead. There is no way to free them from the tentacles. Attacking a flesh rope has the same effect as attacking the woman, the two are one.

The Face Stealer hunts for the demoness constantly and he takes Succubi he has tricked and brings them here. He changes them to look like her and eases his frustration by torturing them. When he finds her the torture she will receive will never end, every spawn he has lost will cost her a century. His spawning will resume when the Vibrant Mass is his!

## 12 Xxxintha



Against one wall rests a cone shaped dirty pink flesh colored mass on a what looks like a large golden couch(3' high). The mass is 15' tall and 10' wide at its base. Near the top is a beautiful woman's face. Below that are 3' wide mouths that open and close revealing an interior covered with sharp teeth. Faceless Ones materialize near the mass and carry plates of roses to it. They dump the roses in one of the mouths which chew up the roses and spit them on the Faceless One. Then the Faceless One crawls inside of the mouth and appear to be devoured by the mass. The woman's face eyes the party and says "You have no roses for me. I cannot stand the taste of flesh without roses. Come back with roses and I will eat you... you seem like a good meal to me."

The cone shaped mass is Xxxintha, a being that amuses the Face Stealer. Xxxintha is a demon lady that has found a place where her needs are met by the Face Stealer. Before he found her she fed on the garbage that other demons left behind. To the Cacoshox he brought her and has treated her as a queen. When humanity is totally enslaved to him he will turn his might on the demons. A queen she will become, to rule the demons. They will live off of her garbage just as she once had to live off of theirs.

Xxxintha will not tolerate the party's presence for long. She will stay on her couch and they will notice that her being begins to quiver and the mouths begin to chew. Out of one of her mouths she will spew forth a regurgitated Faceless One. She can shoot this garbage up to 20' away and anyone in a 10' square will be covered by it. Everyone in the square will take 1d10 HP of damage from the acid and the bluntness of the attack.

In addition to this anyone that gets close enough to physically attack her can also be bitten by one of her mouths. A mouth bite is an additional attack that she can do. If she hits her foe takes 2d10 HP of damage. A character that has been reduced to 0 HP is sucked inside of the mouth and chewed to pieces. Xxxintha will stay on her couch spewing forth Faceless Ones unless the party gets out of her range or she is reduced to 50% of her HP. At that point she will enter a rage

and rush the character that has done her the most damage. She must eat the offender!

Xxxintha also regenerates 2 HP a round. She is immune to mind, charm and sleep spells. Against missile attacks(magical and normal) she gets a saving throw. If made she devours the missile and takes no damage from it. She has the same powers as a Higher Order Demon would. See the Advanced Edition Companion book for details.

If slain she will have some parting words for the party. "Yooouu willl never seee the Face Stealer.. only he can open the doors. If.. youuu looked like Shox... yesss Shox's face.... take it to the door. The Face Stealer will... let Shox's face in... ." she says as she loses her cone shape and becomes a flat mass.

(AL CE, MV 90'(30'),  
AC -2, HD 15,  
AT See Above,  
DG See Above,  
SV F15, ML 12, XP 2500)

HP: 80

### **13 The Vibrant Mass Will Be Here**

The room is mostly empty. Moving around on the surfaces is a 1' diameter piece of the Vibrant Mass. It does not sit still but moves 10' a round on a path that the Labyrinth Lord must decide. This is still attached to the Vibrant Mass and cannot be removed from the surfaces of the area. Attacking it does nothing as it regrows from the main mass which regenerates its loss mass.

This area will be where a permanent connection to the Vibrant Mass will be grown. The little piece now will expand to fill the area and the Face Stealer will use this as his new source. It is one of the last things he and Shox have created with their magic.

## 14 Shox's Guards

A group of 5 Cacoshoxers and 10 Yalas stand at attention. They yell at each other "For Shox!" and attack the party in a frenzy.

### Cacoshoxer

(AL CE, MV 120'(40'),  
AC 0, HD 8, AT 1,  
DG 1d6

Pain on 5-6 damage

Drops all that is held

Can't do anything for 2 rounds

SV F8, ML 10, XP 1060)

HP: 34, 40, 29, 39, 25

### Yala

(AL CE, MV 120'(40'),  
AC 4(attacks that miss have a  
50% of being caught by a  
Y weapon, See Description),

HD 9, AT 1,

DG Y weapons attach on hit

Do 1d4 HP of damage  
until destroyed

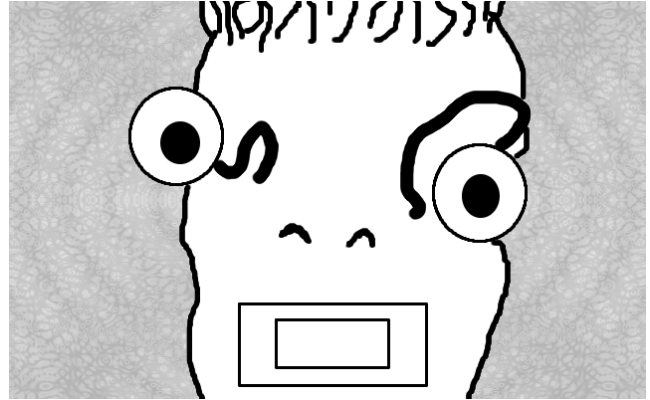
SV F9, ML 9, XP 1700)

HP:

50, 49, 35, 42, 28,

44, 34, 38, 45, 68

## 15 Shox's Last Stand



Shox has been monitoring the party as they move around the Cacoshox. He will be fully aware that they are going to enter the room. If he still has his lightning bolt he automatically gets a free round to unleash it on the party. Shox dare not retreat from this point since this would give the party access to his secret face and the Face Stealer. He must fight to the end here.

When he is at 50% of his HP a group of 4 Proto-Warriors enter from The Embryo area and joint the fight. When he is down to 25% of his HP 4 more again join. When he is destroyed 4 more enter and a Proto-Commander.

The secret door is hard to locate. On it is painted a picture of Shox that is missing the eyes. The only way to open it is to touch both of the eyes to the places on the door where the eyes should have been. When this is done the two empty sockets open up and reveal a passage behind the door. Then the sockets get large enough to let the



party through. The door will not shut again.

Shox  
(AL CE, MV 120'(40'),  
AC 0, HD 20,  
AT See Description,  
DG See Description,  
SV MU20, ML 8, XP 4250)

HP: 75

Proto-Warrior  
(AL LE, MV 120'(40'),  
AC 3, HD 5, AT 1,  
DG 1d8,  
SV F5, ML 12, XP 350)

HP: 25 each

Proto-Commander  
(AL LE, MV 120'(40'),  
AC 1, HD 7, AT 1 or  
use instruments,  
DG 1d10 or instruments  
See Description,  
SV F7, ML 12, XP 1880)

HP: 35

## 16 Shox's Secret Face

On a pedestal and under a glass lid is a face of an odd and ugly man. Its eyes are attached to worms and its mouth is square. It is alive and appears to breathe. This is the face of Shox. The party will recognize that it looks just like his face. He keeps it here and away from the Face Stealer. Though they are allies it is hard for Shox to know if he is really sane and trustworthy or not. The face he wears is a false one that the Face Stealer will never feel hunger for. Someday he may wear this face again.

If the party takes the face it begins to speak to the party. "You have killed me... I can talk briefly through my face. To truly defeat the Face Stealer you must destroy his body. BUUTTTT yooou must deactivate the stabilizer. The black rock... without it the Cacoshox will explode. Set the levers to 0.. 3.. 0.. 2.. 0... 1. RUN FOR YOUR LIVES!" the face says and then it goes quiet. Every couple of hours for a day the party can hear the face mummer again "0... 3.. 0... 2... 0... 1". These numbers correspond to the deactivation code for the Stabilizer area on Level 1.

## 17 The Embryo

A 10' tall, 3' diameter ivory pedestal with a glass jar on top sits against a wall. It looks like a bunch of tentacles wrapped around each other. The jar is 3' in diameter and is filled with a green dark liquid. It is impossible to see inside of it. If the lid is opened someone can feel around in it. There is something alive in it. It has a heartbeat and responds to their touch. When lifted out of the liquid it will seem like they are holding a human brain with all these green veins covering it. The thing can exist without the liquid and can be taken with the party. It will communicate emotionally with the party. Everyone will feel like they have a child and should protect it.

The embryo can be destroyed easily by dealing it 10 HP of damage against an AC of 9. If they take it with them they will be in for a pleasant surprise. It will occasionally signal to the party that it wants food. They will know that they must cook any form of vegetation and make a broth out of it. Then they will want to put the brain/embryo into it. It sucks up all the broth and will be satisfied for a week.

If they keep the embryo with them and feed it one month later the party will wake to a startling surprise. The thing will have changed and become the physical and mental clone of the character that has given it the

most love and attention. This being can be used as an extra character from now on. It is now a clone of the character. It has all the character's memories and abilities. There is no difference between the two.

This thing was something that Shox has taken from another dimension. He knows what it can do and has kept it starved for centuries. He has never decided if he will make a clone of himself or the Face Stealer. Events have not transpired to help him make his decision. It would be so simple to make another Face Stealer he frequently thinks... why not make a clone of myself?

## 18 Doors Of Denial

Two very large smooth black iron doors are here. They are 15' wide and reach to the ceiling(30' up) They lack handles and cannot be opened normally by the party. Magical means will not allow passage through them. Only the Face Stealer's command can open them. If the party has Shox's face on them the doors will open automatically. The Face Stealer will think that Shox is visiting him and will open them for the party.

## 19 Twisting Great Hall Of The Face Stealer

The surfaces of the area are made of a different substance than the rest of the Cacoshox. Black snake like things undulate and slither where a surface would be. Touching it is like touching something alive, it is constantly moving. Though it seems like it is a bunch of snakes it is impossible to put something inside of it. It acts like the rest of the surfaces of the Cacoshox.

At the end of the hall on a large 50' diameter dais made of the same stuff rests the Face Stealer. He will think that Shox is with them. "Shox! You aren't Shox are you? Where are you Shox I can feel you here!?!!" he will yell at the party in a chorus of voices. "Give me Shox." he begins to say over and over again. From the dais he will continue to say this and await the party's attack. If a character has Shox's face on him he will need to make a saving throw or be compelled to give the Face Stealer Shox's face. The Face Stealer will take it in one tentacle and look shocked. "You've killed Shox!" he will scream in terror. The Face Stealer will not eat the face but put it before him.

The party must be on the dais(50' away from the Face Stealer's center) to attack the Face Stealer. A strange field in the air around the dais absorbs missile weapons and spells

before they can hit him. He laughs at these types of attacks. "Maybe if you come closer to me your attacks will work?" a chorus of voices mocks the first time a distance attack is used on him. The Face Stealer will not leave the dais as he is protected by the field. If the party retreats he will send a group of 5 Proto-Warriors after them every 10-20(1-2 turns) minutes. They will be teleported 120' away from the party and run after them. The 10-20 minute(t-2 turns) count starts after every fight with the Proto-Warriors. The Face Stealer will stop their escape!

When physically killed the Face Stealer's faces all go dead. The tentacles retract into the mass. Blood starts to pour out of the mouths and noses. A woman's laugh can be heard and the Face Stealer's mass lets out a whimper. The body slides off the dais and begins to move randomly around the room. Every round a face falls off and it gets smaller. The faces are absorbed by the Cacoshox. When all its faces(at least 100) have fallen off it is no more. As noted earlier, in 100 years the Face Stealer will be reborn from the Cacoshox if it is not destroyed. He will resume his master plan of using the Vibrant Mass to conquer the world. Will the party be alive to return again?

Beneath the Face Stealer/the dais is a 1' black symbol of a tentacle that forms a circle. If touched the circle begins to turn and gets larger,

10' a round. When it is 50' in diameter(the whole dais) it opens up and reveals a large pile of gold: 300,000 GP. The party will have no idea how much gold is here.

Face Stealer  
(AL LE, MV 120'(40'),  
AC -2, HD 20,  
AT See Description,  
DG See Description,  
SV F20, ML 10, XP 10,000)

HP: 120

## 20 The Stealer's Things

This room has the same type of surfaces as the Twisting Great Hall Of The Face Stealer area. On a 10' black tentacle pedestal in the center of the area sits an Orb Of The Golden Tentacle. This the Face Stealer uses to communicate personally with the Perfectoriums. If the Face Stealer has been physically destroyed it is acting odd. As the characters get near it the thing begins to move. When they are within 5' of it the thing falls to the floor and explodes. Anyone within 10' of it takes 2d10 HP of damage.

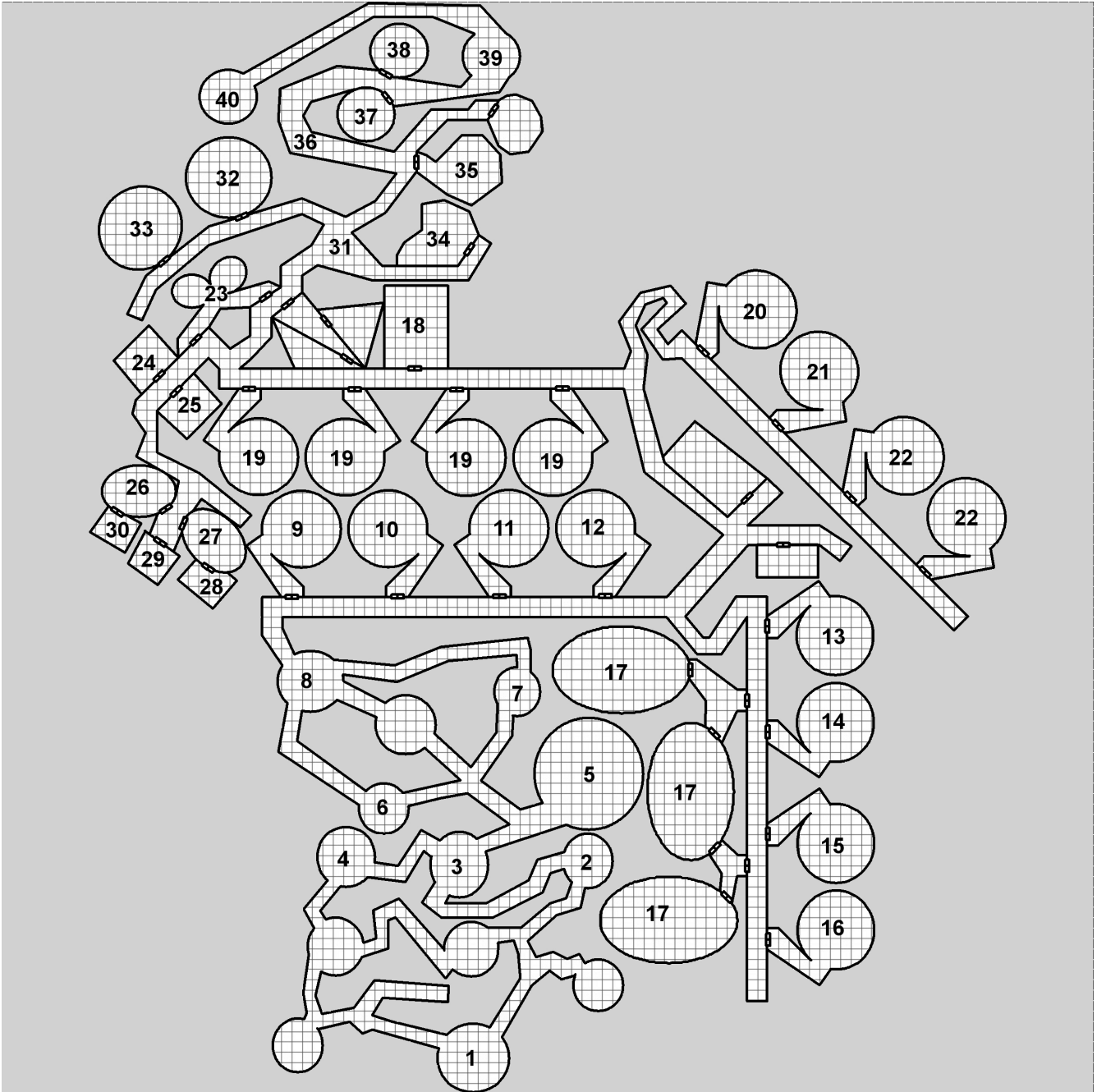
Above the orb, in the ceiling(30' above), is a hidden compartment that holds a table. On the bottom of it is a 1' black symbol of a tentacle that forms a circle. If touched the circle begins to turn and the compartment

opens. When the compartment is opened a table floats to the ground. The brown wooden table is 10' x 5' and 3' tall. There are 3 things on the table. A black orb that is a Sphere Of Annihilation, a rod that is a Rod Of Rulership and a cube that is a Cubic Gate. See the Advanced Labyrinth Lord book for a description of each.

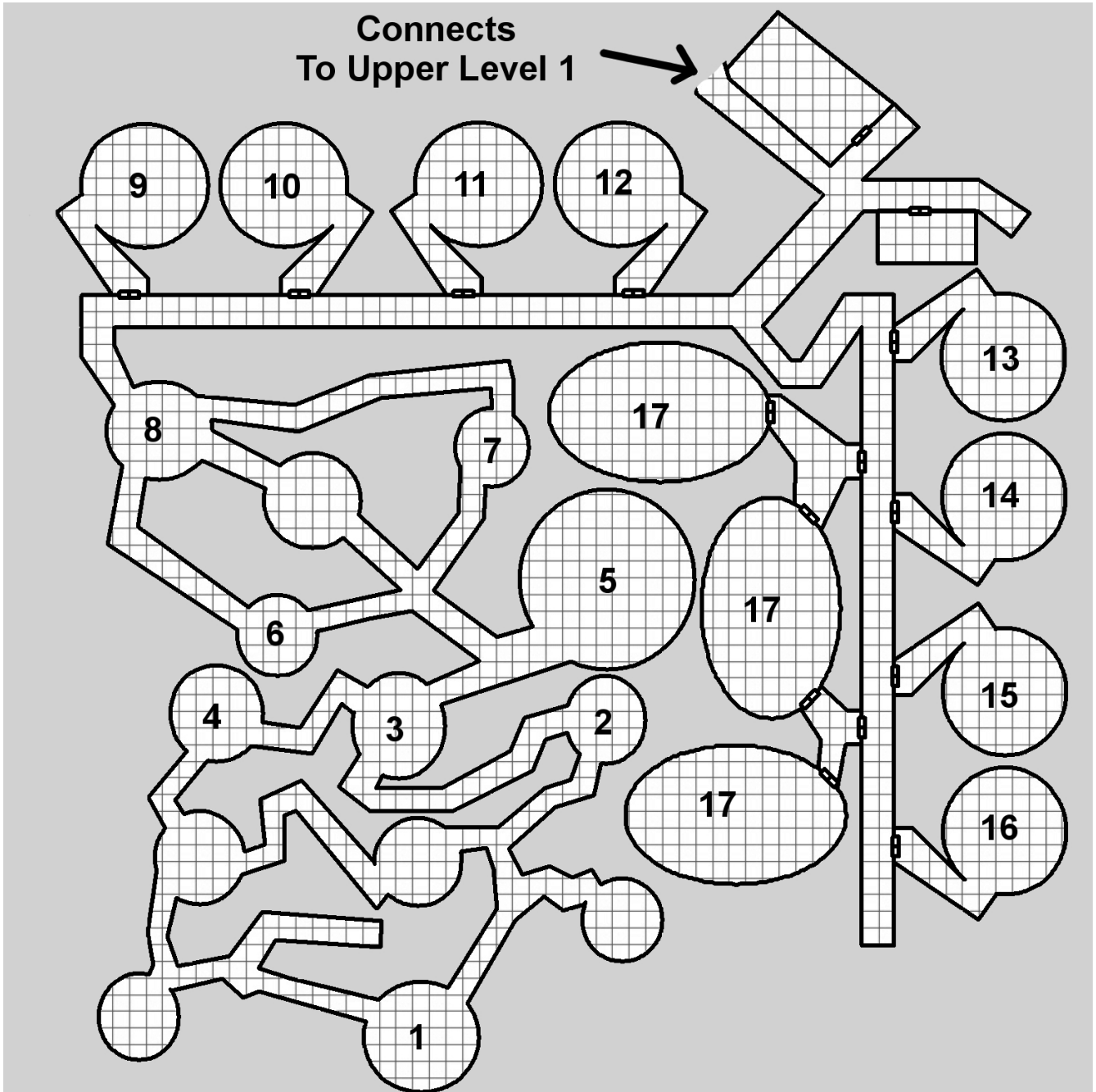
# Maps

1 square = 10'

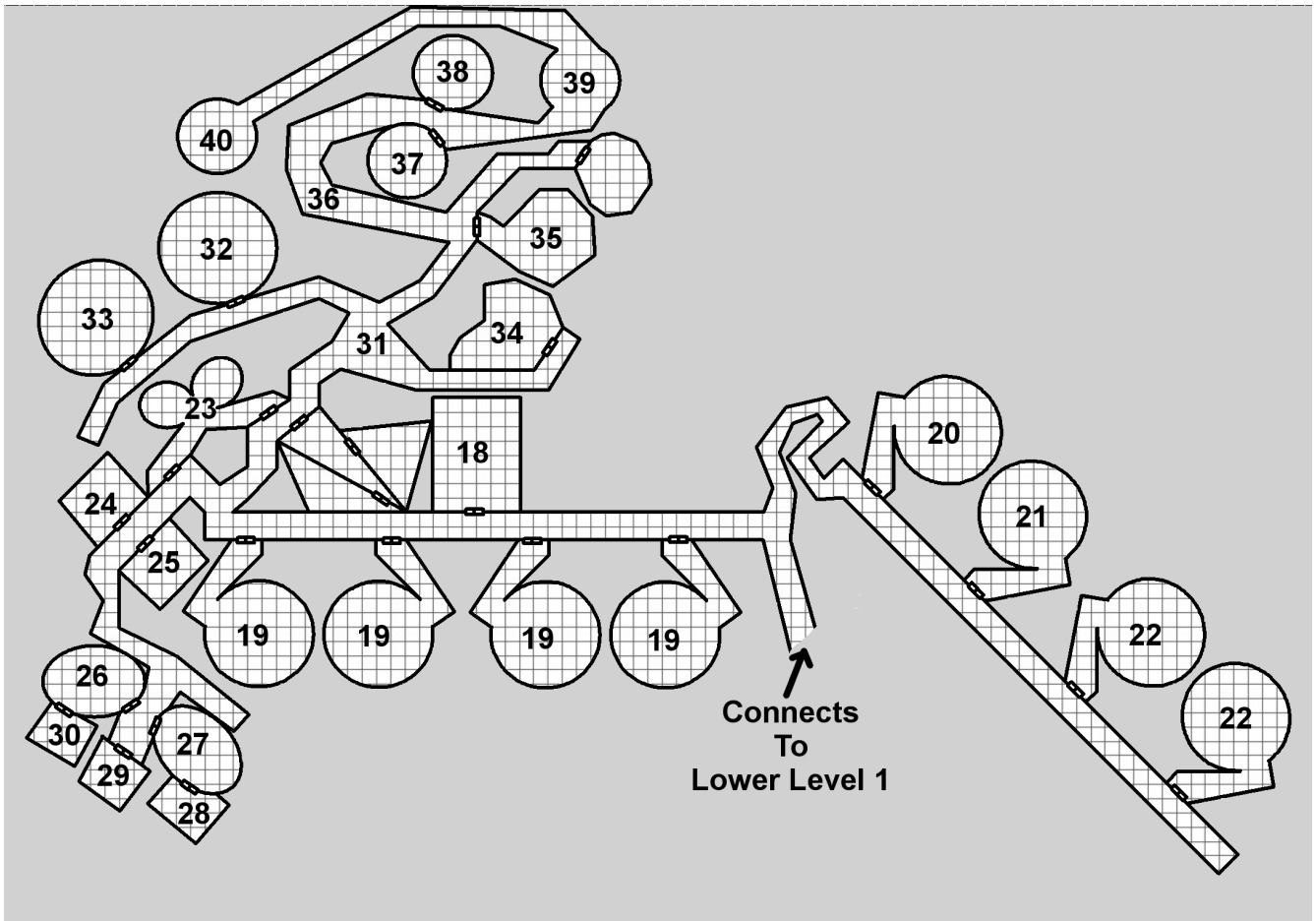
## Level 1 Whole



# Level 1 Lower



# Level 1 Upper



# Level 2

