

# THE CHAOS GODS COME TO MEATLANDIA

2ND EDITION!



WIND LOTHAMER & AHIMSA KERP

THE CHAOS GODS COME TO  
**MEATLANDIA**



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Special thanks to Edgar Rice Burroughs, Frank Herbert, Edgar Allen Poe, and Fritz Leiber for inspiring this content. Thanks also to Thomas de Quincey for being so messed up and crazy. Thanks to James O'Barr and Alex Proyas for making *The Crow*.



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Second Edition, Second Printing 2021  
Published by Knight Owl Publishing  
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Hardcover ISBN: 978-1-954856-04-2

PDF ISBN: 978-1-954856-05-9

Printed in Lithuania by Standartu

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## Old School Essentials Meatlandia

### *What's different?*

This Old-School edition is ironically the newest version of this book. It's largely the same as previous versions: the setting is the same, the characters are the same, and the full-tilt gonzo is the same. We've added a few things—Rust Knights and Death's Hand Assassins are now playable, for instance. And we've removed a few things—some art, a song, redundancies found hither and thither. We've edited the prose and condensed where we needed to. The magic has been rewritten from the ground up, the bestiary has been updated, and there's new art too.

The main difference, however, is one of layout. Now all the player relevant information is at the beginning. The referee information is now located at the back. We have also made stats and statblocks more universal. Gone are the bits of AD&D and other elements that leaked in. All in all, there's probably not a single page that wasn't changed in some way.

Taken altogether, we feel these changes much improve the book. The old versions of Meatlandia are largely the same in content, aye, but this is the definitive version.

We hope you enjoy it.

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Lo! 't is a gala night  
Within the lonesome latter years!  
An angel throng, bewinged, bedight  
In veils, and drowned in tears,  
Sit in a theatre, to see  
A play of hopes and fears,  
While the orchestra breathes fitfully  
The music of the spheres.

Mimes, in the form of God on high,  
Mutter and mumble low,  
And hither and thither fly—  
Mere puppets they, who come and go  
At bidding of vast formless things  
That shift the scenery to and fro,  
Flapping from out their Condor wings  
Invisible Wo!

That motley drama—oh, be sure  
It shall not be forgot!  
With its Phantom chased for evermore  
By a crowd that seize it not,  
Through a circle that ever returneth in  
To the self-same spot,  
And much of Madness, and more of Sin,  
And Horror the soul of the plot.

But see, amid the mimic rout,  
A crawling shape intrude!  
A blood-red thing that writhes from out  
The scenic solitude!  
It writhes!—it writhes!—with mortal pangs  
The mimes become its food,  
And seraphs sob at vermin fangs  
In human gore imbued.

Out—out are the lights—out all!  
And, over each quivering form,  
The curtain, a funeral pall,  
Comes down with the rush of a storm,  
While the angels, all pallid and wan,  
Uprising, unveiling, affirm  
That the play is the tragedy, "Man,"  
And its hero, the Conqueror Worm.

# Chaos Has Returned

The term "Meatlandia" serves as shorthand for both the entire land and its biggest city.

## *Meatlandia the Land*

**D**eep underground, Great Worms bore their way to the surface, close enough to affect geological change. Earthquakes, volcanic eruptions, tsunamis, and, worst of all, Chaos Storms, devastate much of the world. Countless throngs are displaced, either wandering the wilderness or relocating to the remaining metropolises.

Large cities are still dedicated to Law and have ornate shrines devoted to its power. In many of the smaller towns on the edge of civilization, however, there are ad hoc Chaos Churches. These are often nothing more elaborate than a goatskin tent hidden in a spindly grove of trees, but they grow in eminence along with the Chaos Storms.

Notable cities include Fleshtown just north of the Chaos lands, Scortown on the edge of the Bone Mountains, and Bloodville, capital of the Bloodlands. To the west are the isles of Annalida, the abode of Worm Witches.

## *Meatlandia the City*

**T**he city of Meatlandia is a place like none other: a teeming cesspool that thrives as much upon death as it does upon life. The laboratories of the Meat Mages churn out disturbing mutations and diabolical experiments: vats of writhing flesh and hellish creatures. In the flesh factories, human bodies provide the raw materials for Meat Men, Flesh Golems, and the horribly destructive Meat Mechs.

The city is ruled by the Meat Lord, an iron fisted tyrant and villain. He is utterly corrupt and without mercy.

The Western and Southern ends of the city are under the Meat Lord's control and visitors can expect a relative sense of order to be maintained. The Meat Lord's minions are known for their brutality and will do whatever they deem necessary to pacify the public. They are also wary of agents from opposing factions and prefer to kill first and ask questions later. However, law-abiding people will generally find this portion of town to be pleasant and safe. In fact, this is the primary banking and trading center of the city and is where the city's largest Meat Market can be found.

To the East is the upstart Rust Lord's domain. The Rust Lord is the head of an ancient family and the leader of an order devoted to a different brand of Law than that of the sinister and merciless Meat Lord. Though this area is newer and the buildings more rudimentary, absent are the sullen bullies and petty thugs that make the West and the North so unpleasant.

In the North are the main gates to the outer realms. This is the most dangerous section of Meatlandia, as neither the Rust Lord nor the Meat Lord have much influence here. Adventurers, thieves, and refugees come and go in an ever shifting flow of humanity. Those who wish to remain anonymous or to carry out illicit activities congregate in the North, but they should beware: the Death's Hand, a vicious organization of assassins and thieves, runs the underworld from the slums and they expect a cut of all business conducted here.

Above ground, terrible Chaos Storms have begun to wreak havoc upon the city and upset the accepted order. The most notable effect of this has been the emergence of Our Lady of Sorrows—the spirit of Meatlandia herself!

# *Classes of Meatlandia*





## Bard—Chaos DJ

*Requirements:* Minimum WIS of 9, CHA of 12

*Prime Requisite:* CHA

*Hit Dice:* 1d6

*Maximum Level:* 14

*Armor Allowed:* Leather only

*Weapons Allowed:* Special

*Languages:* In addition to their alignment language and the Common tongue, Chaos DJs also speak the secret Bardic Tongue.

Chaos DJs have a vague sense of the world where their players reside. At first, they welcome the guidance and control of the player as a respite from the formless noise in their head, but this doesn't last. As they gain in power, so too does their bitterness grow, until they resent the player who has turned them into a puppet on a string for their pleasure.

Chaos DJs are capable of just about anything and are typically irreverent and impulsive. It is hard for them to stay on task. When they do focus, however, they make for an implacable foe or invaluable ally.

As a representative of Chaos, many DJs become revolutionaries and leaders in the fight against the Meatlord's tyranny.

### BARDIC SUPER ABILITY: PLAYLIST

Before each adventure, the player gives a list of three songs to the referee. At any given time, the Chaos DJ can play the song and do anything the song says. The song must be played in full and the nature of the effect is up to the player. For instance, a DJ that plays *Brass Monkey* can create a brass monkey artifact, an actual clockwork monkey or, if they so desire, a refreshing cocktail of malt liquor and orange juice. Any part of the lyrics are fair game. Sentient beings get a **save vs. spell** when affected by *Playlist*. Items, weather, etc. do not.

Once the song has been played, its magic is lost and it becomes merely a standard tune of the Meatlandian music scene. The Chaos DJ may sell the song for money and prestige, but



it will never again have any magical effect. Any song queued into a *Playlist* and not used during that game session is lost and cannot be used again.

When selling songs, consult the following table for the value of the music.

#### Selling Songs:

##### Roll d12 + experience level

Roll	Result
1-5	Worthless
6-10	d4x100 gp
11-15	d6x100 gp
16-20	2d4x100 gp
21+	2d6x100 gp

## COMBAT

Chaos DJs specialize in unlikely weapons (a broken off cactus, bottles of acid, a board with a nail, etc), which will typically inflict 1d4 points of damage. When fighting with standard weapons, they attack at -1. They only wear leather armor and shun helmets of all kinds.

## IRREVERENT

At each level, there is a 5 percent chance the Chaos DJ will outright refuse to do what the player dictates when using their Bardic Super Abilities. (At Level 3, they have a 15 percent chance, at level 10 they have a 50 percent chance!) They will do the opposite of what was told, even up to the point of suicidal and murderous acts in a display of existential freedom.

## MUSICAL SKILLS

The Chaos DJ is highly skilled in the musical arts and can play almost any musical instrument (5 in 6 each time they encounter a new instrument).

## UNLIKELY HERO

Upon reaching **3<sup>rd</sup> level**, all Chaos DJs gain the ability Unlikely Hero. When encountering a creature of 5 HD or more, they may roll a 4-sided dice 4 times. If they roll it sequentially, either 1-4 or 4-1, they have a chance to instantly destroy the menace. To do so, they must tell a suitably heroic tale of how they kill their opponent.

## REACHING 9TH LEVEL

Once a Chaos DJ attains **9<sup>th</sup> level**, they may build a stronghold, at which time they will attract 3d6 level 1-2 Chaos DJs as apprentices.

### Chaos DJ Level Progression

Level	XP	Title	Hit Dice	THAC0	Saving Throws					Irreverant
					D	W	P	B	S	
1	0	Playlister	1d6	19[0]	11	12	14	16	14	5%
2	1,200	Skrillexer	2d6	19[0]	11	12	14	16	14	10%
3	2,400	Buurenian	3d6	19[0]	11	12	14	16	14	15%
4	5,000	Diplonian	4d6	19[0]	11	12	14	16	14	20%
5	10,000	Hardweller	5d6	17[+2]	9	10	12	14	11	25%
6	20,000	Garrixan	6d6	17[+2]	9	10	12	14	11	30%
7	40,000	Tiëston	7d6	17[+2]	9	10	12	14	11	35%
8	80,000	Ibizan	8d6	17[+2]	9	10	12	14	11	40%
9	160,000	Chaos DJ	9d6	14[+5]	6	7	9	11	8	45%
10	280,000	Chaos DJ 10th	9d6+1*	14[+5]	6	7	9	11	8	50%
11	400,000	Chaos DJ 11th	9d6+2*	14[+5]	6	7	9	11	8	55%
12	520,000	Chaos DJ 12th	9d6+3*	14[+5]	6	7	9	11	8	60%
13	640,000	Chaos DJ 13th	9d6+4*	12[+7]	3	5	7	8	7	65%
14	760,000	Grand Master of Ceremonies	9d6+5*	12[+7]	3	5	7	8	7	70%

\*Modifiers from CON no longer apply

Saving Throws: D=death/poison; W=wand; P=paralysis/petrify; B=dragon breath; S=rod/staff/spell

## Bard—Nexus Bard

*Requirements:* Minimum CON of 9, Minimum CHA of 12

*Prime Requisite:* CHA

*Hit Dice:* 1d6

*Maximum Level:* 14

*Armor Allowed:* Leather only

*Weapons Allowed:* Any

*Languages:* In addition to their alignment language and the Common tongue, Nexus Bards also speak the secret Bardic Tongue.

**W**eird things, without fail, happen to Nexus Bards. These characters usually clamp down on the Chaos around them but in battle they let the swirling powers fly free. Because they are conduits of Chaos, they are hated by almost everyone. It's not fun to travel with someone who can randomly turn you into a puppy or your sword into a noodle. At the same time, most adventurers value their powers: having one on your side can equalize even the greatest odds.

As a representative of Chaos, many Nexus Bards become revolutionaries in the fight against the Meat Lord's tyranny. However, they may never establish strongholds or attract followers.

### BARDIC SUPER ABILITY: SUMMON CHAOS STORM

1. Can store a number of Chaos Charges equal to their level and use them at any time.
2. Has a 10% chance per level + their CON to summon a Chaos Storm at any given time. Chaos Bards gain one charge per storm. When they unleash the charge, roll on the *Chaos Storm Effects Table* (p. 50).
3. A Nexus Bard begins with 1 Chaos Charge. To gain more they must summon or find the glorious Chaos Storms. Once within the eye of the storm, they must gather the energy, which takes 1d4 hours.

### CHAOS DISCIPLE

Their minor Chaos Magic allows the Nexus Bard to adjust any die roll (theirs or someone else's) by a number equal to their level once per day. This can negate but not create a natural 20.

## COMBAT

Due to their association with Chaos, Nexus Bards modify their attack and damage rolls by 1d4-2. They will only wear leather armor and have a fondness for ornate shields.

## HUNNIC TAX

At **5<sup>th</sup> level**, Nexus Bards can earn money from towns by agreeing not to stay there. They get 1d4 x 10 gold per resident.

## TREASURE HUNTER

Chaos has its benefits for sure! Whenever the referee rolls on the random treasure tables, they must add the Nexus Bard's level and CHA modifier to the percentile chance of success for each treasure type listed.

## UNLIKELY HERO

Upon reaching **3<sup>rd</sup> level**, all Nexus Bards gain the ability Unlikely Hero. When encountering a creature of 5 HD or more, they may roll a 4-sided dice 4 times. If they roll it sequentially, either 1-4 or 4-1, they have a chance to instantly destroy the menace. To do so, they must tell a suitably heroic tale of how they kill their opponent.



## Nexus Bard Level Progression

Level	XP	Title	Hit Dice	THAC0	Saving Throws					Chaos Charges	Summon Chaos Storm	Adj. Roll
					D	W	P	B	S			
1	0	Entropian	1d6	19[0]	13	14	12	16	17	1	10%	1
2	1,500	Muddler	2d6	19[0]	13	14	12	16	17	2	20%	2
3	3,000	Discorder	3d6	19[0]	13	14	12	16	17	3	30%	3
4	6,000	Tumultiar	4d6	19[0]	13	14	12	16	17	4	40%	4
5	12,000	Anarchian	5d6	17[+2]	12	13	10	14	15	5	50%	5
6	25,000	Ataxian	6d6	17[+2]	12	13	10	14	15	6	60%	6
7	50,000	Bedlamer	7d6	17[+2]	12	13	10	14	15	7	70%	7
8	100,000	Rukus Master	8d6	17[+2]	12	13	10	14	15	8	80%	8
9	200,000	Nexus Bard	9d6	14[+5]	10	11	8	12	12	9	90%	9
10	300,000	Nexus Bard 10th	9d6+1*	14[+5]	10	11	8	12	12	10	Auto	10
11	400,000	Nexus Bard 11th	9d6+2*	14[+5]	10	11	8	12	12	11	Auto	11
12	500,000	Nexus Bard 12th	9d6+3*	14[+5]	10	11	8	12	12	12	Auto	12
13	600,000	Nexus Bard 13th	9d6+4*	12[+7]	8	9	6	10	10	13	Auto	13
14	700,000	Master of Disorder	9d6+5*	12[+7]	8	9	6	10	10	14	Auto	14

\*Modifiers from CON no longer apply

Saving Throws: D=death/poison; W=wand; P=paralysis/petrify; B=dragon breath; S=rod/staff/spell

# Bard—Raconteur

*Requirements:* Minimum DEX of 9, Minimum CHA of 12

*Prime Requisite:* CHA

*Hit Dice:* 1d6

*Maximum Level:* 14

*Armor Allowed:* Leather only

*Weapons Allowed:* Any

*Languages:* In addition to their alignment language and the Common tongue, Raconteurs also speak the secret Bardic Tongue.

Unlike many adventurers, the Raconteur is not surly, misanthropic, or a loner. Indeed in any town or roadside inn, they can make fast friends. These characters count success in the number of friends that they can call upon. This class is at its best when the party is at a low player count.

As a representative of Chaos, many Raconteurs become revolutionaries and leaders in the fight against the Meatlord's tyranny. In fact, more Raconteurs have joined the war in Annalida than any other class.

## BARDIC SUPER ABILITY: POSSE

After one night of singing/carousing/inspiring/seducing, the Raconteur may leave with an NPC posse. They will accompany the Raconteur for 2d6 days unless stated otherwise.

The Raconteur will make friends with some pretty awesome people. The referee should look in the back of the book and roll on the *Raconteur Posse Table* (p. 82-83) to find the relevant information. Many of the entries have secret information associated with them and it is essential that the referee keep all of this from the players until it is time to be revealed.

Beginning at **level 5**, the player can choose to describe one NPC that the Raconteur attracts instead of rolling. The description cannot be about specific spells, equipment, etc, but should be able to encompass important information about the NPC's abilities. For example, Dylan could say "Sir Jarmol finds a Priest of Chaos who

specializes in healing magic," but he could not say "Sir Jarmol finds a Priest with a +2 magic axe and full-plate armor on a seasoned war horse."

If all of a Raconteur's posse are killed, wait 1d4 days before rounding up a new one.

## COMBAT

Raconteurs specialize in clubs and bludgeons. They are +2 to **save vs. enchantment spells**, which includes the spells *Cause Fear*, *Hold Person*, *Curse*, *Charm Person*, *Confusion*, and *Geas*. Raconteurs gain an automatic **save vs. illusions**, which include the spells *Mirror Image*, *Phantasmal Force*, *Hallucinatory Terrain*, *Massmorph*, and *Projected Image*. They are +1 to all checks involving Charisma (including reactions and morale checks) and any other characters or NPCs attempting to influence the Raconteur is -1 per experience level of the Raconteur to their checks.

## FRIENDLY

The friendly nature of the Raconteur means that, in addition to their CHA modifier, they may add half their level, rounded up, to all reaction checks.

## UNLIKELY HERO

Upon reaching **3<sup>rd</sup> level**, all Raconteurs gain the ability Unlikely Hero. When encountering a creature of 5 HD or more, they may roll a 4-sided dice 4 times. If they roll it sequentially, either 1-4 or 4-1, they have a chance to instantly destroy the menace. To do so, they must tell a suitably heroic tale of how they kill their opponent.

## REACHING 9TH LEVEL

Upon attaining **9<sup>th</sup> level**, the Raconteur may build a tavern or inn and will attract followers (3d6 x 10 fighters of 1st or 2nd level and 2d6 followers from the *Raconteur Posse Table*).

## Raconteur Level Progression

Level	XP	Title	Hit Dice	THAC0	Saving Throws					Posse Size
					D	W	P	B	S	
1	0	Roadie	1d6	19[0]	10	12	13	16	14	1
2	1,200	Indie	2d6	19[0]	10	12	13	16	14	1
3	2,400	Greenhorne	3d6	19[0]	10	12	13	16	14	1
4	5,000	Narrator	4d6	19[0]	10	12	13	16	14	1d4
5	10,000	Virtuoso	5d6	17[+2]	8	10	11	14	11	1d4
6	20,000	Wit	6d6	17[+2]	8	10	11	14	11	1d4
7	40,000	Artiste	7d6	17[+2]	8	10	11	14	11	1d4+1
8	80,000	Storyteller	8d6	17[+2]	8	10	11	14	11	1d4+1
9	160,000	Racontuer	9d6	14[+5]	5	7	8	11	8	1d4+1
10	280,000	Raconteur 10th	9d6+1*	14[+5]	5	7	8	11	8	1d4+1
11	400,000	Raconteur 11th	9d6+2*	14[+5]	5	7	8	11	8	2d4
12	520,000	Raconteur 12th	9d6+3*	14[+5]	5	7	8	11	8	2d4
13	640,000	Raconteur 13th	9d6+4*	12[+7]	2	5	6	8	7	2d4
14	760,000	Diva	9d6+5*	12[+7]	2	5	6	8	7	2d4

\*Modifiers from CON no longer apply

Saving Throws: D=death/poison; W=wand; P=paralysis/petrify; B=dragon breath; S=rod/staff/spell



# Death's Hand Assassin

*Requirements:* Minimum DEX of 14

*Prime Requisite:* DEX

*Hit Dice:* 1d6

*Maximum Level:* 14

*Armor Allowed:* None, shields not permitted

*Weapons Allowed:* Any

*Languages:* In addition to their alignment language and the Common tongue, all members of the Death's Hand also speak their own secret language.

The Death's Hand is a shadow organization of trained assassins and spies. The most dangerous of all its operatives are the Death's Hand Assassins—stealthy masters of the martial arts.

## COMBAT

The Death's Hand Assassin is a master of both armed and unarmed combat. They prefer weapons that can be easily hidden—daggers, shuriken, and the like—but are comfortable using any martial or ranged weapons. However, they are at their most formidable when fighting unarmed—in this case, they use their martial arts techniques and lightning speed to overwhelm and overpower even the most well-armed opponent. Consult the *Death's Hand Assassin Level Progression Table* to see how much damage they inflict with unarmed attacks at each experience level.

The Death's Hand Assassin adds their DEX bonus to all attack rolls, in addition to any STR bonus or other modifiers.

Preferring stealth and speed above all else, the Death's Hand Assassin will never wear armor, nor use shields. However, due to their rigorous martial arts training, the Death's Hand Assassin's Armor Class increases as they advance in level. Consult the *Death's Hand Assassin Level Progression Table* for details.

Likewise, as the Death's Hand Assassin progresses in levels, their number of attacks per round increases. Consult the *Death's Hand Assassin Level Progression Table* to see how many attacks per round the character gets at each experience level.

## LEVELING UP

At **1<sup>st</sup> level** and **upon leveling up**, roll on the following table to see what new skills the Death's Hand Assassin has learned. If a duplicate is rolled, choose to add either +1 to AC or +1 to unarmed attack damage.

- 1. All-Around Sight.** The Assassin has complete awareness of their surroundings and cannot be snuck up on, save by invisible opponents. Attacks from behind gain no advantage and they are immune to the Thief's Backstabbing ability (unless the Thief is invisible). In addition, all surprise rolls against the Assassin are made at -1.
- 2. Awareness.** The Assassin is only surprised on a roll of 1 in 6.
- 3. Blind Fighting.** The Assassin is a master of Blind Fighting. They take no penalties for fighting when their vision is obscured.
- 4. Circle Kick.** The Circle Kick maneuver allows the Assassin to spin in a complete circle while delivering a dizzying array of kicks at any opponents who happens to be nearby. This maneuver uses only one attack, but the roll will be used against each and every opponent immediately surrounding the Assassin.
- 5. Climb Walls.** The Assassin may climb even the sheerest of surfaces with a 5 in 6 chance of success.
- 6. Disguise.** The Assassin is a master of the art of disguise. They have a 5 in 6 chance of achieving a general disguise, or a 2 in 6 chance of disguising themselves as a specific person.
- 7. Escape.** The Assassin can slip free of any ropes, chains, or other bindings with a 2 in 6 chance of success.
- 8. Fall.** The Assassin can fall up to 20 feet without sustaining damage. The distance is doubled if they are within four feet of a wall. The Assassin will suffer half damage for any distance beyond the first 20 (or 40) feet.

**9. Feint.** The Assassin can spend an action faking as if they are attacking in a certain direction to throw an opponent off balance. A feint requires one melee action to execute and rewards the Assassin with a bonus of +4 on their next attack roll.

**10. Flying Kick.** The frightening Flying Kick maneuver can only be done at the beginning of combat or if opponents are at least ten feet away. On a successful attack, the Flying Kick deals double damage and the opponent must make a **save vs. paralysis** or be knocked to the ground.

**11. Fury of Blows.** Once per day, the Assassin may launch into a Fury of Blows, attacking a number of times equal to their level. These attacks may be made against the same opponent or separate opponents but, if used on a single opponent, each sequential blow gains a cumulative +1 to hit.

**12. Hide in Shadows.** The Assassin can hide in shadows with a 5 in 6 chance of success.

**13. Leap.** The Assassin can leap great distances: either eight feet straight up or sixteen feet forward. The Assassin can also change direction in mid-air while leaping.

**14. Maintain Balance.** If the Assassin is struck by a blow that would normally knock them to the ground, or lift them off of their feet, it will not succeed.

**15. Mind Block.** The Assassin is immune to mind-control and can completely shut out all forms of ESP, hold, slow, charm, quest, or geas spells. Sleep charms will still work normally upon them.

**16. Missile Deflection.** The Assassin is so quick and nimble that they can knock normal missiles out of the air. Any time that an arrow, bolt, or other non-magical missile hits the Assassin, they may make a **save vs. paralysis** to knock it away and avoid taking damage.

**17. Move Silently.** The Assassin can move silently with a 5 in 6 chance of success.

**18. Prone Fighting.** The Assassin is able to fight equally well on the ground as on their feet. If the Assassin is knocked to the ground, they suffer no penalties.

**19. Resistance.** The Assassin takes only half damage (rounded down) from all spells that inflict damage, or one-quarter damage if their saving throw is successful. Any attack that does damage will do a minimum of 1 point of damage.

**20. Throw.** The Throw maneuver allows the Assassin to grapple and throw a normal M-sized or smaller opponent to the ground. On a successful attack roll, the Assassin will throw their opponent 1d6 feet, knocking them prone. In addition, the opponent must make a **save vs. paralysis** or be stunned for the next round.

## MOVE

One of the most impressive things about the Death's Hand Assassin is that they are incredibly quick. At first level they move as fast as normal characters, but they increase in speed as they progress in levels. Consult the *Death's Hand Assassin Level Progression Table* for details.

## USING MAGICAL ITEMS

The Death's Hand Assassin may only use those magic items usable by Thieves and Fighters.

## REACHING 9TH LEVEL

Once attaining **9<sup>th</sup> level**, the Death's Hand Assassin may attract 3d6 disciples who wish to learn the secret ways of the Death's Hand. They will be loyal to the Death's Hand, but will follow their master first and foremost.



## Death's Hand Assassin Level Progression:

Level	XP	Title	Hit Dice	THACO	Saving Throws					Mv.	No. Att.	HtH Dam.	AC
					D	W	P	B	S				
1	0	Novice	1d6	19[+0]	12	13	14	15	16	120'	1	1d4	9
2	2,000	Initiate	2d6	19[+0]	12	13	14	15	16	130'	1	1d4+1	8
3	4,000	Shadow	3d6	19[+0]	12	13	14	15	16	140'	1	1d6	7
4	8,000	Spy	4d6	19[+0]	10	11	12	13	14	150'	1	1d6+1	6
5	16,000	Killer	5d6	17[+2]	10	11	12	13	14	160'	2	1d8	6
6	32,000	Master Killer	6d6	17[+2]	10	11	12	13	14	170'	2	1d8+1	5
7	64,000	Walker of Shadows	7d6	17[+2]	8	9	10	11	12	180'	2	1d10	4
8	120,000	Assassin	8d6	17[+2]	8	9	10	11	12	190'	2	1d12	3
9	240,000	Death's Hand	9d6	14[+5]	8	9	10	11	12	200'	3	2d8	2
10	360,000	Death's Hand 10th	9d6+1*	14[+5]	6	7	8	9	10	210'	3	2d10	2
11	480,000	Death's Hand 11th	9d6+2*	14[+5]	6	7	8	9	10	220'	3	2d12	1
12	600,000	Death's Hand 12th	9d6+3*	14[+5]	6	7	8	9	10	240'	3	3d8+1	0
13	720,000	Death's Hand 13th	9d6+4*	13[+6]	6	6	7	8	9	260'	4	4d6+2	-1
14	840,000	Grand Master of Death	9d6+5*	12[+7]	6	6	7	8	9	280'	4	5d6	-2

\*Modifiers from CON no longer apply

Saving Throws: D=death/poison; W=wand; P=paralysis/petrify; B=dragon breath; S=rod/staff/spell



# Kaldane

*Requirements:* Minimum INT of 12

*Prime Requisite:* INT

*Hit Dice:* 1d3

*Maximum Level:* 12

*Armor Allowed:* Helm only

*Weapons Allowed:* Daggers, Blowguns

*Languages:* In addition to their alignment language and the Common tongue, Kaldane also communicate via their own telepathic language.

The Kaldane are a race of large, sexless, humanoid heads that crawl around in tunnels via their six long insect-like appendages. Considerably weak on their own, the Kaldane have adapted a strange symbiotic relationship with the headless Rykor, which they purchase in human Meat Markets and ride as mounts.

Through the millennia, the Kaldane have developed their minds above all else, eschewing the pleasures and accomplishments of the physical realm for those of the mental. Therefore, the Kaldane see themselves as the most advanced and superior race in existence. And for good reason! They are indeed highly intelligent, even to the point that their great minds have developed the power of Mind Control!

## ABILITY SCORE ADJUSTMENTS:

STR: -4 (Minimum 3)

CHA: -2 (Minimum 3)

INT: +2 (Maximum 18)

DEX +2 (Maximum 18)

## CLIMB

All Kaldane are excellent climbers and can scale a rock wall or crawl across the ceiling as easily as if walking on the flat ground. There is no need for a skill check, unless someone is actively attempting to knock the Kaldane off the wall, in which case, they climb with a 5 in 6 chance of success.

## COMBAT

Because Kaldane are essentially just heads, the following special armor rules apply to them:

- **Unarmored:** Due to their small size, Kaldane have a natural AC of 7[12].
- **Leather Helm:** AC of 6[13]
- **Partial Steel Helm:** AC of 5[14]
- **Full Steel Helm with Face Guard:** AC of 4[15]

Kaldane may only wield small daggers in combat and are incapable of using any ranged weapons except for blowguns. When mounted on the Rykor, the Kaldane makes all attacks using the STR bonus of the Rykor. When not mounted, the Kaldane must use its own STR modifier.

## HIDE

Small and sneaky, Kaldane are excellent at hiding. Consult the *Kaldane Level Progression Table* to see their chance of success at each level.

## MIND CONTROL POWER

Beginning at **2<sup>nd</sup> level**, a Kaldane may attempt to control the mind of any sentient creature once per day. The Kaldane must make eye contact with the creature and they must be within 30 feet of one-another. The act of mind control takes full concentration and the control will be lost if the Kaldane is attacked during the process.

The victim always gets a **save vs. paralysis** to resist the effects, though the Kaldane's Wisdom modifier can be applied against the save and the save is at -1 per every 3 levels beyond third!

In all other ways, mind control works the same as the spell *Charm Person*.

## RYKOR

All Kaldane choose to either begin play with a Rykor or to take an additional 100 gp in starting wealth. The Rykor have the following ability scores: INT 1, WIS 1, STR 3d6, DEX 3d4, CON 3d4, CHA 1. Rykor always have 1d8 hp, which does not increase. Replacement Rykors must be bought in Meat Markets.

## SPELL CASTING

Due to their incredible intelligence, the Kaldane are able to develop innate spell-casting ability. Starting at **3<sup>rd</sup> level**, and each level thereafter, the Kaldane inherently know new Cleric Spells. They learn one new spell automatically upon reaching the level. Kaldane cannot read magic and do not keep spell books. And, as such, are not capable of learning additional spells beyond their initial spell knowledge.

## REACHING 9TH LEVEL

Once a Kaldane reaches **9<sup>th</sup> level**, it may establish its own warren by digging out a series of tunnels beneath the earth. Once the warren is established, the Kaldane will attract 5d6 level 1-2 Kaldane followers and may establish a herd of 1d10 x 10 Rykor.

The Kaldane may rule this warren until reaching 12th level, at which time it must challenge the current King Kaldane of the region to single combat. The winner of the battle will become the new King Kaldane, while the loser will be fed to the Rykors.

### Kaldane Level Progression

Level	XP	Title	Hit Dice	THACO	Saving Throws					Hide	Mind Ctrl	Add'l Cleric Spells
					D	W	P	B	S			
1	0	Hatchling	1d3	19[0]	11	12	14	16	15	5:12	0	-
2	1,500	Scuttler	2d3	19[0]	11	12	14	16	15	5:12	0	-
3	3,000	Crawler	3d3	19[0]	11	12	14	16	15	6:12	0	1 1st
4	6,000	Thinker	4d3	19[0]	11	12	14	16	15	6:12	-1	1 1st
5	12,000	Intellect	5d3	17[+2]	9	10	12	14	12	7:12	-1	1 2nd
6	24,000	Genius	6d3	17[+2]	9	10	12	14	12	7:12	-1	1 2nd
7	48,000	Encephalon	7d3	17[+2]	9	10	12	14	12	8:12	-2	1 3rd
8	96,000	Mastermind	8d3	17[+2]	9	10	12	14	12	8:12	-2	1 3rd
9	192,000	Kaldane	9d3	14[+5]	6	7	9	11	9	9:12	-2	1 4th
10	288,000	Kaldane 10th	9d3+1*	14[+5]	6	7	9	11	9	9:12	-3	1 4th
11	384,000	Kaldane 11th	9d3+1*	14[+5]	6	7	9	11	9	10:12	-3	1 5th
12	480,000	King Kaldane	9d3+1*	14[+5]	6	7	9	11	9	10:12	-3	1 5th

\*Modifiers from CON no longer apply

Saving Throws: D=death/poison; W=wand; P=paralysis/petrify; B=dragon breath; S=rod/staff/spell



# Meat Mage

*Requirements:* None

*Prime Requisite:* INT

*Hit Dice:* 1d4

*Maximum Level:* 14

*Armor Allowed:* None

*Weapons Allowed:* Dagger, Slings, and Staves

*Languages:* Alignment Language, Common

**M**agic Users in Meatlandia are quite different from those in any other setting, for a variety of reasons. Most notably, all Magic Users in Meatlandia derive their power from the use of the Worm Honeydew, which means that they have all taken the Honeydew at least once. If they survive long enough, this invariably leads to a crippling addiction.

## MEAT MAGIC SPECIALISTS

All Magic Users in the city of Meatlandia are specialists in Meat Magic and must choose their spells from the list of spells within this book.

## MEAT MAGIC CANTRIPS

All Meat Mages begin play with the three new 0-level Meat Magic spells as cantrips, which they may cast at will as often as they like.

## COMBAT

Meat Mages may use only daggers, slings, or staves and are unable to use shields or wear any kind of armor.

## MAGICAL RESEARCH

Upon reaching **9<sup>th</sup> level**, the Meat Mage may create magical items and research other magical effects.

## SPELL CASTING:

Meat Mages may cast any 0-level spell (cantrip) at will. Other spells must be memorized from the Meat Mage's spell book each day, using the spell slots defined in the Level Progression Table.

## RITUAL SPELL CASTING

All Meat Mages are masters of ritual spell casting, which has slightly different rules and effects than standard spell magic (which they can also use). Meatlandia rituals are distastefully gory and involve buckets of warm blood and chunks of flesh and meat.

To cast a spell as a ritual, the Meat Mage must devote a number of minutes equal to five times the spell's level to the ritual. Multiple spells may be chained in a single ritual, in which case the number of minutes is equal to five times the highest spell level plus 1/2 of the total of the combined remaining spell levels.

The target of the ritual is **-2 to save vs. spell** with a cumulative **-1** to save for every additional person performing the ritual with the Meat Mage. Participants do not have to be Magic Users themselves, but must enter into a trance and focus entirely on the magic process. If any participants are distracted during the ritual, the save is made at **+10**.

The inclusion of ritualistic elements, such as blood, animal corpses, human organs, etc. improves the chances of success. For each additional ritualistic element used during the ritual, consider saves to be made at **-1**. Drawing strange pentagrams will not aid in the process at all, however.

Of course, if the subject of the ritual is a willing participant, there is no need for a save at all and the process will be considered a complete success regardless of how many other people participate.

## REACHING 11TH LEVEL

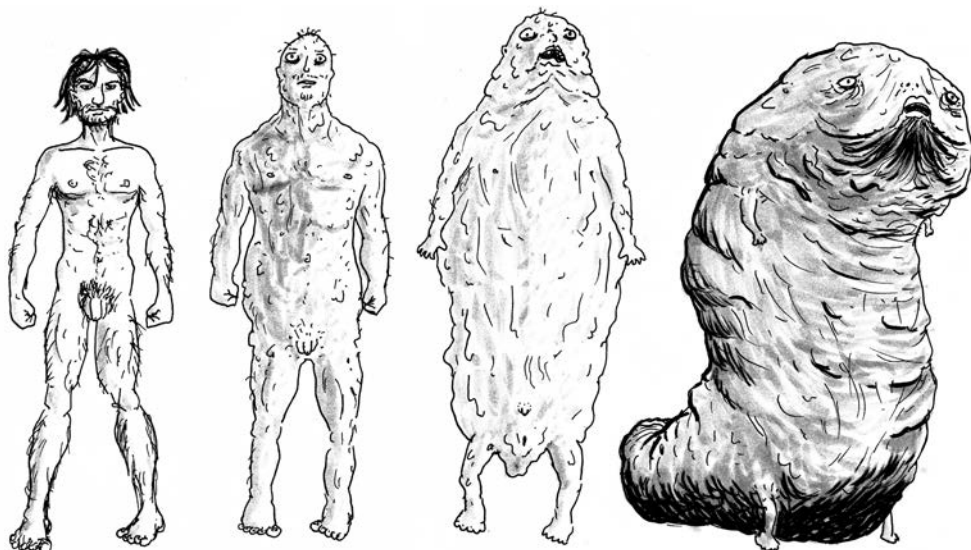
Upon attaining **11<sup>th</sup> level**, the Meat Mage may build a stronghold. When the stronghold is completed, 1d6 apprentices of levels 1-3 and 2d6 Meat Men fighters of levels 1-4 to arrive to serve the master Meat Mage.

## Meat Mage Level Progression

Level	XP	Title	Hit Dice	THACO	Saving Throws					Spells per Day							
					D	W	P	B	S	0	1	2	3	4	5	6	
1	0	Blood Initiate	1d4	19[0]	13	14	13	16	15	3	1	-	-	-	-	-	-
2	2,500	Degenerate	2d4	19[0]	13	14	13	16	15	3	2	-	-	-	-	-	-
3	5,000	Bone Bender	3d4	19[0]	13	14	13	16	15	3	2	1	-	-	-	-	-
4	10,000	Vivisectionist	4d4	19[0]	13	14	13	16	15	3	2	2	-	-	-	-	-
5	20,000	Osteomancer	5d4	19[0]	13	14	13	16	15	3	2	2	1	-	-	-	-
6	40,000	Flesh Warper	6d4	17[+2]	11	12	11	14	12	3	3	2	2	-	-	-	-
7	80,000	Skin Sorcerer	7d4	17[+2]	11	12	11	14	12	3	3	2	2	1	-	-	-
8	150,000	Carnomancer	8d4	17[+2]	11	12	11	14	12	3	3	3	2	2	-	-	-
9	300,000	Meat Mage	9d4	17[+2]	11	12	11	14	12	3	3	3	2	2	1	-	-
10	450,000	Meat Mage 10th	9d4+1*	17[+2]	11	12	11	14	12	3	4	3	3	2	2	-	-
11	600,000	Meat Mage 11th	9d4+1*	14[+5]	8	9	8	11	8	3	4	4	4	3	2	-	-
12	750,000	Meat Mage 12th	9d4+2*	14[+5]	8	9	8	11	8	3	4	4	4	3	2	1	-
13	900,000	Meat Mage 13th	9d4+3*	14[+5]	8	9	8	11	8	3	5	4	4	3	2	2	-
14	1,050,000	Meat Master	9d4+4*	14[+5]	8	9	8	11	8	3	5	4	4	4	3	2	-

\*Modifiers from CON no longer apply

Saving Throws: D=death/poison; W=wand; P=paralysis/petrify; B=dragon breath; S=rod/staff/spell



In *Meatlandia*, to become a mage, to unlock the ability of magic at all, you must drink once from the ...

## WORM HONEYDEW

The White Worms excrete a sweet honeydew from their abdomens which, when ingested, unlocks the ability of magic. Every time after the first drink, roll on the following table.

### Honeydew Effects Table (Roll 1d20)

Roll	Result
1-3	+1d4 to spell strength (affects opponent's saves negatively)
4-6	+1d4 to <b>saves vs. spell</b>
7-9	+1 spell slot / spell level
10-11	Any one 1st level spell as a cantrip (cast at will)
12	Any one 2nd level spell as a cantrip (cast at will)
13	Any one 3rd level spell as a cantrip (cast at will)
14	+1d4 spell slots / spell level
15	Roll once on the Meat Man Transmutation Table (p. 74)
16	+1 new spell in spell book (permanent)
17	All spells will have maximum effect every time
18	+1 Hit Die and heal all disease or injury, including blindness and the effects of the <i>Feeblemind</i> spell
19	Immune to all magic (even helpful magic)
20	Roll again twice

*Unless otherwise noted, effects are not permanent and will wear off in 72 hours.*

Taking the honeydew more than once in a 72 hour period will reveal no more positive effects, but will instead cause the creature to fall terribly ill. On a failed **save vs. poison**, the character will be bedridden for 72 hours and will not be able to fight or use magic. On a successful save, the creature will still be sick, but can walk/ride and all combat and magic are at -4. Likewise, STR, DEX, and CON are treated as if they are 4 points lower than normal.

Anyone who takes the honeydew more than three times in 72 hours must **save vs. death** or die. A successful save will result in illness as described above.

## HARVESTING THE WORMS' ORGANS

Though drinking the honeydew is the easiest way to realize the benefits of the White Worms, there is a second, more powerful, way to increase one's magicality. If any of the Worm's organs (heart, stomach, ovaries, seminal vesicles, brain) are harvested and consumed raw (cooking destroys the magic effect), the creature will permanently gain the effects of their roll on the table above. This can only happen once and subsequent attempts to consume the worms' organs will result in sickness as described above.

## SIDE EFFECTS

Each time that someone consumes the honeydew, they must roll a **Worm Metamorphosis Check**. A failed check will result in an increased metamorphosis toward becoming a White Worm (Stage 5). When a character becomes a White Worm, they must be turned over to the referee and is now a non-playable NPC.

The Worm Metamorphosis Check is made by rolling a 1d20. A result of 1 means that the character has been affected by the honeydew and will graduate to the next stage on the *Worm Metamorphosis Table*.

# WORM METAMORPHOSIS TABLE

Roll 1d6	Stage One
1	Fat, pudgy fingers with sharp claws (-1 to DEX, +2 to damage in unarmed combat)
2	Worm's eyes (Can see in darkness, -1 to CHA)
3	Voice becomes hoarse whisper, but character can use ventriloquism once per day (-1 CHA)
4	Skin becomes cracked and hard (-1 CHA, +2 AC)
5	Ears are ½ size, but very keen (-1 CHA, +4 to hear-noise checks)
6	Increased body mass (+1 STR, -1 DEX)

Roll 1d6	Stage Two
1	Grows fangs instead of teeth and breath is visible, reeking cloud (-2 CHA, +4 to damage from bite)
2	Arms shrink to 2/3 normal length (-2 DEX but +2 to hit in melee combat)
3	Face becomes twisted and ugly—all who encounter must make a fear check (12+ on d20)
4	Skin is cold and clammy to the touch (1/2 damage from all cold-based attacks)
5	Legs shrink to 2/3 normal length (-2 DEX but can jump 30' twice per day)
6	Eyes and ears are completely gone, but can use echolocation and infravision (-3 CHA)

Roll 1d6	Stage Three
1	Tongue becomes very long and injects poison (-3 CHA)
2	Foul stench surrounds character at all times (all within 10' <b>save vs. poison</b> or vomit)
3	Gills develop on throat (-4 CHA, can breathe water, air and in dirt)
4	Must eat one gallon of dirt each day, but needs no other food or drink
5	Skin is hard and scaly (-4 CHA, +4 AC)
6	Body mass doubles (+2 STR, -1 CON, -1 DEX)

Roll 1d6	Stage Four (All effects bestow a base CHA of 3)
1	Arm and Legs are vestigial, can crawl as worm at 3x normal movement
2	Mouth is filled with sharp teeth, can burrow through ground at ½ movement
3	Magic Resistance: +4 to <b>saves vs. spell</b> and magic bonuses for weapons do not apply
4	Can no longer talk at all, but communicates via telepathy at 200 foot range
5	Proboscis mouth shoots out of normal mouth: range of 10 feet, +4 to hit, 1d6 damage + 1d4 acid damage/round for 4 rounds
6	Body mass is at 400% of original size (+2 STR, -2 DEX, -1 CON, +2 Hit Die)

## Stage Five

At this point, the victim is transformed into a White Worm and becomes an NPC under the control of the referee.



# Rust Knight

*Requirements:* Minimum STR of 9, Minimum CHA of 11

*Prime Requisite:* STR

*Hit Dice:* 1d8

*Maximum Level:* 14

*Armor Allowed:* Any

*Weapons Allowed:* Any

*Languages:* Common, Alignment Language.

**R**ust Knights are brave and honorable warriors who serve the Rust Lord. All Rust Knights are of Lawful alignment.

Rust Knights must always follow the Rust Knight's Code. If, at any time, they break the code, the Rust Knight will become a standard Fighter of the same level, forfeiting all of the powers and abilities granted by the Rust Knight class:

- The Rust Knight is obedient to the Rust Lord.
- All debts, both of vengeance and of gratitude, must be repaid.
- The Rust Knight must assist anyone who asks for help, as long as their aims are not in the service of evil.
- The Rust Knight must pay a tithe of 10% of all income to the Rust Lord.
- The Rust Knight will not knowingly commit an evil or dishonorable act.
- The Rust Knight will never attack an unarmed opponent with a weapon.
- The Rust Knight will always grant mercy if it is requested.

## AURA OF PROTECTION

Rust Knights emit an aura of protection in a 10' radius around themselves. All evil, summoned, or creatures created from magic (including Meat Men, Meat Monsters and the like) suffer a -1 to all rolls and checks within the circle.

## COMBAT

Rust Knights may use all types of weapons and armor, but their preference is always to fight with their iconic Rust Maces.



## DETECT CHAOS MAGIC

Upon reaching **5<sup>th</sup> level**, the Rust Knight is constantly aware of any Chaos Magic within 120 feet in any direction.

## DETECT EVIL

The Rust Knight can detect the presence of evil, as per the first level Cleric spell, a number of times per day equal to their level.

## FEARLESS

The Rust Knight is immune to all forms of supernatural or magical fear.

## PROTECTION FROM CHAOS

Upon reaching **3<sup>rd</sup> level**, the Rust Knight gains a bonus of +2 to all **saves vs. Chaos Magic** (even when saves are not normally allowed). This bonus increases again by 2 at both **5<sup>th</sup> level** and at **7<sup>th</sup> level**. At **9<sup>th</sup> level**, the effect is applied to all those within a 10' radius of the Rust Knight. At **12<sup>th</sup> level**, the Rust Knight is completely immune to all effects of Chaos Magic.

## RUST MACE

The Rust Mace is a +1 mace that will destroy any metallic items that it strikes. Enchanted or otherwise magical items may make a **save vs. disintegration** (14+any magical modifiers) but all other items will rust away immediately. The Rust Mace inflicts 1d8+1 damage.

As the Rust Knight increases in levels, so to does the potency of their attacks (both to hit and to damage) with the Rust Mace. Consult the Rust Knight Level Progression Table for details.

If the Rust Mace is lost or destroyed, the Rust Knight must forfeit all XP earned since attaining their current level.

### Rust Knight Level Progression

Level	XP	Title	Hit Dice	THAC0	Saving Throws					Rust Mace Bonus
					D	W	P	B	S	
1	0	Page	1d8	19[0]	12	13	14	15	16	0
2	2,500	Squire	2d8	19[0]	12	13	14	15	16	0
3	5,000	Gallant	3d8	19[0]	12	13	14	15	16	+1
4	10,000	Hero	4d8	19[0]	10	11	12	13	14	+1
5	18,500	Protector	5d8	17[+2]	10	11	12	13	14	+2
6	37,000	Defender	6d8	17[+2]	10	11	12	13	14	+2
7	85,000	Champion	7d8	17[+2]	8	9	10	10	12	+3
8	140,000	Guardian	8d8	17[+2]	8	9	10	10	12	+3
9	270,000	Rust Knight	9d8	14[+5]	8	9	10	10	12	+4
10	400,000	Rust Knight (10th)	9d8+2*	14[+5]	6	7	8	8	10	+4
11	530,000	Rust Knight (11th)	9d8+4*	14[+5]	6	7	8	8	10	+5
12	660,000	Rust Knight (12th)	9d8+6*	14[+5]	6	7	8	8	10	+5
13	790,000	Rust Knight (13th)	9d8+8*	12[+7]	4	5	6	5	8	+6
14	920,000	Rust Lord	9d8+10*	12[+7]	4	5	6	5	8	+7

\*Modifiers from CON no longer apply

Saving Throws: D=death/poison; W=wand; P=paralysis/petrify; B=dragon breath; S=rod/staff/spell

## USING MAGICAL ITEMS

The Rust Knight may only use those magic items usable by Fighters.

## REACHING 9TH LEVEL

Once attaining **9<sup>th</sup> level**, the Rust Knight is granted stewardship over one of the Rust Lord's properties. In return for overseeing the property, the Rust Knight is awarded one-quarter of all taxes the property brings in. In addition, the Rust Lord will provide the Rust Knight with 4d10 Fighters and 3d4 Rust Knights of levels 1-3. These warriors are utterly faithful to the Rust Lord, but will serve the Rust Knight faithfully.

# Magic in Meatlandia

The people within Meatlandia are quite accustomed to and dependent upon the ubiquitous magic they see in their everyday lives.

It is standard for citizens of means to have one or more Flesh Golems or Meatimals in the household to do the usual domestic service jobs. Meatimal messengers and guards are common, to the point that several merchants in the Meat Markets will keep lesser Meatimals (dogs, monkeys, birds, and the like) to protect their wares. Larger Meatimals and Meat Monsters guard institutions and wealthy estates.

## ARCANE MAGIC

Traditional Arcane spellcasters are ultra-rare throughout Meatlandia and most of the citizenry will have never encountered this kind of magic. Any wizards practicing Arcane magic will have come to Meatlandia through a portal generated by a Chaos Storm or some other magical means.

Dragons and other monsters with innate Arcane spells retain the ability.

## CHAOS MAGIC

No one can predict when or where they might show up, so people have gotten used to having to deal with them from time to time. Most Chaos Storms are not too intense and will pass quickly. Some Chaos Storms are devastating and will last forever. You really never know.

Only an utter fool would create or utilize magical items infused with Chaos Magic.

## CHURCHES

There will always be at least one church of Law in every town, no matter how small, and Meatlandia itself is home to several dozen. Chaos churches are illegal, but it is not difficult to find one of those as well.

## FLESH FACTORIES

Meatlandia contains several large Flesh Factories, where the Meat Lord melts down thousands on a regular schedule to create Meat Mechs, Flesh Golems, Meat Monsters, and Meat Men. A strong black market economy has sprung up around supplying independent Meat Mages with the materials necessary to produce similar creations. Dead bodies are treated like treasure and are quickly carted off within moments of discovery by body recyclers. A (mostly) intact body can fetch up to 100 gp. Loose body parts are paid as below. Prices for living people and parts are 50-100% more.

Part	Payment
Bag of blood	5 gp/liter
Brambelisk	500 gp
Eyeball	5 gp
Head, Bard	25 gp
Head, Kaldane	50 gp
Head, Human	d4x10 gp
Head, Meat Mage	d4x100 gp
Limb, Human	10 gp
Torso, Rykor	10 gp
Torso, Human	20 gp
Unidentifiable Meat	1 gp/pound

## ELVES

Though rare, Elves are known to exist in Meatlandia. They retain their innate Arcane spellcasting abilities. Elves will never practice Meat Magic.

## FLESH GOLEMS

Only the super rich and the military own Flesh Golems, though there are enough of these people in Meatlandia to make for lucrative business at the Flesh Factories. Flesh Golems range from human size up to twelve feet tall. They are mindless and will follow their masters without question. Most Flesh Golems are humanoid in appearance.

## MAGIC ITEMS

It is not difficult to purchase magic items in the Meat Markets. Plenty of merchants and lesser Meat Mages sell Meat Magic-based wares like Medicinal Meat, Extra Eyes, and Blessed Blood. Other magic items (magic swords, armor, and the like) are much more difficult to obtain.

## MEAT MAGIC

Meat Magic is the engine that powers the economy of Meatlandia and evidence of its power can be found just about anywhere. Adventurers looking for a Meat Mage should have no trouble finding what they need, provided they have sufficient funds.

## MEATIMALS

The typical Meatimal is a standard household animal that has been modified with Meat Magic, usually in order to carry out specific tasks. Meatimals may have the power of speech, especially if used as messengers or butlers. They are usually semi-intelligent (2-8 INT, depending on their roles) but are completely loyal to their master. Meatimals are always complacent and resigned to their role of servitude within society. Meatimals are very common in the city but much less so outside its walls.

## MEAT MECHS

Meat Mechs are super rare, even in the city of Meatlandia. Only the Meat Lord is known to own them.

## MEAT MEN

Meat Men are prevalent in the city, but are much less common in the countryside. Most Meat Men are either aristocrats who have undergone cosmetic transmutation or soldiers from the Meat Lord's army. Most of the average citizenry cannot afford transmutation, however, so it is unlikely to encounter a Meat Man unless one is spending time in high society circles.

## MEAT MONSTERS

Your basic Meat Monster is more akin to a Meatimal than a Meat Man in that it is derived from a monster or animal and it has a much lower Intelligence than the average Meat Man (3-9 INT). Meat Monsters may have innate magical powers, if they are derived from beasts with such and are much more likely than Meatimals to be endowed with combat-oriented Meat Magic upgrades. Meat Monsters are fairly uncommon and are usually only employed by the wealthy of the city.

## RYKORS

Kaldane are not too common in the city, as they prefer their subterranean burrows, but there are enough that markets exist to service their unique needs. In the city of Meatlandia a Kaldane can easily find a Rykor market. Rykor farms are found in various parts of the countryside, especially around Fleshtown, which is a major producer of the headless brutes.

## WORM HONEYDEW

Meat Mages looking for Worm Honeydew can find it fairly easily, provided they are willing to pay for it. The locations of worm burrows beneath the city are well documented and willing adventurers can find employment harvesting the Honeydew or the worms' organs. This is a job with a low success rate but the desperate use it as a kind of lottery ticket. If they are somehow successful, great riches await.

# Meat Magic

## Cantrips (Level 0 Spells)

1. Bony Fist
2. Meat Surge
3. Minor Mutation

Level 1 Spells	Level 2 Spells	Level 3 Spells
1. Alter Vital Organs	1. Acid Breath	1. Alter Environmental Structure
2. Blood Bath	2. Additional Appendage	2. Anthropomorphism
3. Bony Body Armor	3. Bony Weapon	3. Arterial Spray
4. Chameleon	4. Blubber Bomb	4. Blindness
5. Charm Person	5. ESP	5. Dispel Magic
6. Detect Magic	6. Desecrate Flesh	6. Fleshplate
7. Genetic Growth	7. Fleshmeld	7. Fuse Bone (Debone)
8. Mutate Others	8. Flesh of my Flesh	8. Haste
9. Mutate Self	9. Inflict Pain	9. Hold Person (Free Person)
10. Read Magic	10. Invisibility	10. Incorporation
11. Sensory Metamorphosis	11. Laceration	11. Melting Flesh
12. Sleep	12. Random Transmutation	12. Winged Growth

Level 4 Spells	Level 5 Spells	Level 6 Spells
1. Charm Monster	1. Alter Molecular Structure	1. Absorb Other
2. Desiccation (Rehydrate)	2. Animate Dead	2. Contingency
3. Disarm	3. Clone	3. Death Spell
4. Fleshsculpting	4. Cloudkill	4. Disintegrate
5. Genetic Regeneration	5. Create Monster	5. Pandemic
6. Leech	6. Energy Drain	6. Permanence
7. Mental Metamorphosis	7. Expand the Mind	7. Regenerate Life
8. Polymorph Other	8. Explosive Death	8. Shapechange
9. Polymorph Self	9. Feeblemind	9. Stone to Flesh (Flesh to Stone)
10. Recombine DNA	10. Giant Size (Tiny Size)	10. Trap the Soul
11. Spiritual Devolution	11. Hold Monster	11. Supernatural Fleshmeld
12. Vivify	12. Wall of Death	12. Supernatural Structure

## BONY FIST

**Duration:** 4 rounds per level

**Range:** The caster or touch

Bones grow out of knuckles, punches inflict +1 damage/ 2 levels of caster. Can also be cast on feet, knees, elbows, or forehead.



## MEAT SURGE

**Duration:** 4 rounds per level

**Range:** The caster or touch

This spell will increase the target's overall body mass by up to five pounds and 1 inch of height per level of the spell caster. Add 1 hp per 10 pounds gained.

## MINOR MUTATION

**Duration:** 4 rounds per level

**Range:** The caster or touch

A minor mutation may include a change in the target's hair, eye, or skin color, presence of a chin dimple, eye folds, pointy or round ears, or baldness.

## ALTER VITAL ORGANS

**Duration:** 1 hour per level of the caster

**Range:** The caster or by touch

Vital organs can be mutated to behave differently—lungs can change what they process, stomach can change what it digests, heart can become stronger, etc. The uses of this spell are quite extensive, but some examples include: water breathing, breathing toxic gasses, processing poison through the liver, or digesting rancid food.

## BLOOD BATH

**Duration:** Instant

**Range:** The caster

The Meat Mage may sacrifice hit points to send out a deadly spray of boiling hot blood. The blood will spray from the Meat Mage's forearms in an arc that is 12' long and 12' across at the end. For every hit point sacrificed, the Blood Bath will inflict 1d4 points of damage to all within the area of effect.

## BONY BODY ARMOR

**Duration:** 4 rounds + 1 round per level of the caster

**Range:** The caster or by ritual

Thick, bony plates grow out of the subject's flesh, protecting them from harm. The Bony Body Armor has the following properties:

- It grants the subject an Armor Class of  $6[13] + 1$  for every 4 levels of the caster.
- It grants the subject +1 to all saves against attacks.
- It is bulky such that other armor cannot be worn.

## CHAMELEON

**Duration:** 6 turns

**Range:** The caster or by ritual

The subject's skin can change colors to match its surroundings.

- If the subject is unclothed and motionless, they will have a 5 in 6 chance of remaining unnoticed.
- If the subject is moving, the chance of success drops to 3 in 6.
- If the target is clothed, the chance of success is reduced by 2.

## CHARM PERSON

**Duration:** One or more days

**Range:** 120'

A single, humanoid subject must **save vs. spell** or be charmed, as follows:

- The subject regards the caster as its trusted friend and ally and will come to the caster's defense.
- If they share a language, the caster may give the charmed subject commands, which it will obey.
- Actions that the charmed subject would not ordinarily do, based on its nature or alignment, may be abstained from.
- An affected subject never obeys suicidal or obviously harmful orders.

Humanoids of greater than 4+1 Hit Die and the undead are not affected.

The charm lasts indefinitely, but the subject is allowed to make a further **save vs. spell** at intervals. If one of these saves succeeds, the spell ends.

- A subject with an INT score of 3-8 gains a new save once every month.
- A subject with an INT score of 9-12 gains a new save each week.
- A subject with an INT score of 13+ gains a new save once every day.

## DETECT MAGIC

**Duration:** 2 turns

**Range:** 60'

Enchanted objects, area, or creatures are caused to glow. Both permanent and temporary enchantments are revealed.

## GENETIC GROWTH

**Duration:** 1 turn per level of the caster

**Range:** The caster or by ritual

The target produces a grotesque fleshy or bony growth at a random spot on their body. The growth is between 6 and 12 inches long and adds 1d6 hit points while in effect.

## MUTATE OTHERS

**Duration:** 4 turns per level of the caster

**Range:** 60'

The mutations may include a change in height or weight of up to 1 foot and 20 lbs. plus an additional 1 foot and 20 lbs. for every 3 levels of the Meat Mage.

- Increases in size will grant +1 to STR (max 18) for every 1 foot/20 lbs.
- Decreases in size will grant +1 to DEX (max 18) for every 1 foot/20 lbs.
- This spell may also be used to change the size or length of appendages or facial features.

## MUTATE SELF

**Duration:** 4 turns per level of the caster

**Range:** The caster

The mutations may include a change in height or weight of up to 1 foot and 20 lbs. plus an additional 1 foot and 20 lbs. for every 3 levels of the Meat Mage.

- Increases in size will grant +1 to STR (max 18) for every 1 foot/20 lbs.
- Decreases in size will grant +1 to DEX (max 18) for every 1 foot/20 lbs.
- This spell may also be used to change the size or length of appendages or facial features.

## READ MAGIC

**Duration:** 1 turn

**Range:** The caster

By means of this spell, the caster can decipher magical inscriptions or runes, as follows:

- The magical script of a scroll of arcane spells can be understood. The caster is then able to activate the scroll at any time in the future.
- A spell book written by another arcane spell caster can be deciphered.
- Runes or magical words inscribed on an object or surface can be understood.

Once the caster has read a magical inscription using this spell, they are thereafter able to read that particular writing without recourse to the use of this spell.

## SENSORY METAMORPHOSIS

**Duration:** 4 turns per level of the caster

**Range:** The caster or by ritual

Transforms sensory organs into more powerful, animal-like senses. Can be performed multiple times for different senses. Affected senses are +4 to all associated checks and rolls

## SLEEP

**Duration:** 4d4 turns

**Range:** 240'

This spell causes a magical slumber to come upon creatures, excluding the undead. The spell may target either:

1. A single creature with 4+1 Hit Dice or lower.
2. A total of 2d8 Hit Dice of creatures of 4 Hit Dice or lower each.

When targeting creatures of 4 Hit Dice or less, the following rules apply:

- Targets with the least Hit Dice are affected first.
- Calculate monsters with less than 1 Hit Die as having 1 Hit Die and monsters with a bonus to Hit Die as having the flat amount. For example, a 3+2 Hit Dice monster would be calculated as having 3 Hit Dice.

## 2<sup>nd</sup> Level Meat Magic Spells

### ACID BREATH

**Duration:** 4 rounds

**Range:** The caster or by ritual

Target can breathe acid! Range is 10 feet, +2 to hit, damage is 1d6 for every 2 levels of the caster.

### ADDITIONAL APPENDAGE

**Duration:** 5 turns per level of the caster

**Range:** The caster or by ritual

The subject of the spell will grow an additional appendage—either an arm/tentacle, a leg, or a tail. Each additional appendage grants one of the following effects:

- Arms or tentacles will provide 1 additional attack/round.
- Legs will increase movement by 50%.
- Tails provide balance, increase swimming speed by 50%, and increase DEX by 1.

### BONY WEAPON

**Duration:** 2 rounds per level of the caster

**Range:** The caster or by ritual

The target grows a nasty looking bony weapon at the end of their arm. The weapon may be semi-retractable, but can never be fully hidden. Damage is 2d6 + STR bonus and it is +2 to hit.

### BLUBBER BOMB

**Duration:** Instant

**Range:** 60'

The caster can hurl a ball of their own flesh, which will explode on impact. The explosion has a range of 3'+1'/level of the caster and will inflict 1d4 points of damage for every hit point expended in making the Blubber Bomb. A successful **save vs. spell** indicates half damage.



## ESP

**Duration:** 12 turns

**Range:** 60'

This spell grants the caster the ability to perceive and understand the thoughts of other living creatures.

- To pick up thoughts, the caster must focus their concentration in one particular direction for one turn.
- After this turn, the thoughts of all creatures within range in that direction can be perceived.
- If multiple creatures are within the range in the direction being focused on, their thoughts mingle into a confusing jumble. The caster must spend an additional turn to sort out one creature's thoughts.
- The caster understands the meaning of all thoughts even if they do not share the creature's language.
- The ability to perceive thoughts is obstructed by a thin layer of lead or by rock of 2' or greater thickness.

## DESECRATE FLESH

**Duration:** Permanent

**Range:** 60'

If the subject of this spell fails a **save vs. spell**, the sanctity of its flesh is violated such that most Divine magic will no longer affect it.

- Divine spells that are useless on a desecrated subject include: *Cure Light Wounds, Remove Fear, Resist Cold, Hold Person, Know Alignment, Resist Fire, Cure Disease, Growth of Animal, Cure Serious Wounds, Neutralize Poison, Quest, and Raise Dead.*
- Worm Witch spells (if you use that class) that are useless on a desecrated subject include: *Animal Friendship, Infect with Worms, Locate Animals, Charm Animal, Chitin, Deworm, Face of Worms, Mass of Maggots, Growth of Animal, Hold Animal, Neutralize Poison, Water Breathing, Mass Deworming, Host of Horrors, and Worm Regeneration.*
- Both the *Bless* and *Remove Curse* spells will work on a desecrated creature, effectively ending the spell.

## FLESHMELD

**Duration:** Permanent

**Range:** The caster or by ritual

Combine normal, non-magical organic material into the target's body—can include body parts, plants, or entire bodies of animals/creatures, but cannot include living creatures. The combination grants the following:

- The subject may subsume ½ of the original hit points of the organic material.
- Arms give +1 attack each, legs give + ½ movement each, heads give +1 INT each.
- Each additional set of eyes or ears gives +1 to all perception based checks

## FLESH OF MY FLESH

**Duration:** Instant

**Range:** The caster

To cast this spell, Meat Mages cut themselves with a blade, taking one hit point of damage. The blood that escapes the wound congeals to form a tiny, 6-inch tall homunculus with 1 hit point that will serve as the caster's faithful companion. The following rules apply:

- The homunculus has the following statistics: **AC** 6[13], **HD** 1 or more hp, **Att** 1 x bite (1d3), **THACO** 19[0], **SV** F1, **MV** 60(20)
- The homunculus and the Meat Mage may communicate telepathically at any distance and the Meat Mage, if concentrating, may see through the homunculus's eyes and hear through its ears.
- The Meat Mage may "feed" the homunculus their own blood, effectively transferring hit points to the homunculus. Each hit point thus transferred will also increase the size of the homunculus by 1". This transference may never reduce the Meat Mage below 1 hit point, nor provide the homunculus with more hit points than the Meat Mage's maximum amount.
- The Meat Mage may not regain the hit points given to the homunculus (including the first hit point used in its initial creation) until it is either reabsorbed or killed.
- The Meat Mage may absorb the homunculus back into their body at any time, but if it is killed the Meat Mage will instantly take 2d4 points of damage.

## INFLICT PAIN

**Duration:** 3 rounds + 1 round per level of the caster

**Range:** Touch

The touched creature will immediately suffer 1d4 points of damage and will be wracked with pain, losing 2 points of STR for the duration of the spell. Furthermore, if a **save vs. spell** is unsuccessful, the pain will be so unbearable that the target is unable to move or speak until the spell ends.

This spell has no effect on the undead.

## INVISIBILITY

**Duration:** Permanent

**Range:** 240'

The caster or another creature or object within range becomes invisible:

- If cast on a creature, any gear the subject is carrying is also rendered invisible (this includes clothing and armor). Items dropped or put down by the invisible creature become visible. If the subject attacks or casts a spell, the invisibility is broken, ending the spell.
- If cast on an object, the invisibility is permanent.

Note that if a light source is made invisible (either as part of a creature's gear or as an individual object), the light it casts is unaffected.

## LACERATION

**Duration:** Instant

**Range:** 60'

The Meat Mage can cause a series of deep cuts and gouges to instantly appear upon the flesh of those within range of the spell. The Meat Mage can cause one laceration per level of experience and each laceration deals 1d6 points of damage. The lacerations can be divided up among the targets as the Meat Mage sees fit. Each individual target may make a **save vs. spell** for half damage.

## RANDOM TRANSMUTATION

**Duration:** 1 turn per level of the caster

**Range:** The caster or by ritual

The subject will randomly transmute into another basic class of life form: mammals may become reptiles or fish, for example. While the subject maintains the same size and general appearance of their original form, the new form will manifest characteristics such as warm/cold blood, skin type, hair/feathers/scales, breathe water/air, number of eyes, etc. If the result of the roll indicates the same class, roll again until a new class is selected.

Roll 1d6:

1. Amphibian class grants: Amphibious (can breathe in both air and water), Cold-blooded (can survive off only 10% normal amount of food), Poison Skin (excrete toxins—victims make a **save vs. poison** or become comatose for 1d4 turns).
2. Arthropod class grants the following changes: Exoskeleton (+2 to Armor Class), Arthropod Strength (+2 to STR), Speed of the Arthropod (+50% of normal movement).
3. Bird class grants the following changes: Bird Bones (-50% of normal weight), Eagle Eyes (triple normal range of sight, can see ultra-violet), Heightened Reflexes (+2 to DEX), Warm-blooded (+2 to saves in cold climates).
4. Fish class grants: Water Breathing, Cold-blooded (can survive off only 10% normal amount of food), Swim as a Fish (can swim at double normal movement and with +2 to DEX while in the water).
5. Mammal class grants: Warm-blooded (+2 to saves in cold climates), Camouflage (2 in 6 chance to hide), Mammalian Brain (+2 to INT), Social Behavior (+2 to reaction checks).
6. Reptile class grants: Cold-blooded (can survive off only 10% normal amount of food), Reptilian Brain (+2 to all saves vs. mind-control or possession), Camouflage (2 in 6 chance to hide).

## 3rd Level Meat Magic Spells

### ALTER ENVIRONMENTAL STRUCTURE

**Duration:** 1 day

**Range:** 30'

Subject will change so that they can survive within a different environment—including underwater, in deep space, or within a toxic gas cloud. The Meat Mage may continue to *Alter the Environmental Structure* to match different environments as long as the spell is in effect.

### ANTHROPOMORPHISM

**Duration:** 5 rounds per level of the caster

**Range:** 120'

An animal can be imbued with human characteristics—hands, feet, speech, upright posture, etc. Animals with an Intelligence above 7 are allowed a **save vs. spell** to resist the spell. At the end of this spell, the animal will revert to its original state.

### ARTERIAL SPRAY

**Duration:** Instant

**Range:** 120'

Targets one individual within range, causing one of the victim's major arteries to burst and begin spraying blood at an alarming rate. The victim loses 1d4 hit points and 1 point of CON per round until the wound is dealt with either through the use of healing magic or the application of a tourniquet—no other measures will suffice to staunch the flow of blood. If a tourniquet is used and it is removed before a healing spell can be used upon the victim, the bleeding will resume as before. Any lost CON will be made up at a rate of 1 point per hour.

### BLINDNESS

**Duration:** Permanent

**Range:** 120'

This spell targets one individual within range. If the victim fails a **save vs. spell**, its eyes will be destroyed and it will be blinded forever. A blinded victim suffers penalties of -4 to all saving throws, attack rolls, and Armor Class. Creatures without eyes are unaffected.

Blindness may only be cured through use of the spell *Recombine DNA* or by replacing the affected eyes.

## DISPEL MAGIC

**Duration:** Instant

**Range:** 120'

This spell ends ongoing spells (i.e. those with a non-instantaneous duration) within a 20' cube area.

- If the level of the caster of the spell to be dispelled is higher than the level of the caster of *Dispel Magic*, there is a 5% chance per level difference that the attempt to dispel will fail.
- Magic items are unaffected.

## FLESHPLATE

**Duration:** 1 turn per level of the caster

**Range:** The caster or by ritual

A thick layer of callous, warty flesh covers the subject's body like a suit of fleshy armor. The Fleshplate does not increase the subject's Armor Class, but does reduce the amount of damage sustained from attacks, absorbing the first 2 hp inflicted by any attack while in effect.

## FUSE BONE (REVERSIBLE)

**Duration:** Instant

**Range:** 60'

This spell can be used to do one of the following:

1. Permanently fuse together broken bones.
2. Permanently fuse a joint. Each fused joint brings a cumulative -1 penalty to DEX scores and can be used strategically to immobilize or otherwise hinder opponents.
3. Reverse the effects of the *Debone* spell.

Two bones or joints can be fused per casting. Unwilling subjects are allowed a **save vs. spell**.

**Reversed:** *Debone*

*Debone* is used to cause bones to become soft and useless, unless the target makes a **save vs. spell**.

- Deboned legs force the victim to fall prone and make it impossible for them to move more than 5 feet per round.
- Deboned arms make it impossible for a victim to hold or use objects or cast spells.

## HASTE

**Duration:** 3 turns

**Range:** 240'

Up to 24 creatures in a 60' diameter area are enchanted to be able to move and act twice as quickly as normal:

- Subjects' maximum movement rates are doubled.
- Subjects may take double the normal number of attacks per round.
- The number of spells a subject may cast per round is not doubled.
- The use of magical devices such as wands is also not doubled.

## HOLD PERSON (REVERSIBLE)

**Duration:** 1 turn per level

**Range:** 120'

This spell causes one or more humans, demihumans, or humanoid monsters to be paralyzed if they fail a **save vs. spell**. It may be cast in two ways:

- Against an individual. The target's saving throw is penalized by -2.
- Against a group. 1d4 individuals in the group are targeted.

Humanoids of greater than 4+1 Hit Dice and undead are not affected.

**Reversed:** Free Person

The reverse of this spell will remove the paralysis of up to four victims of the normal form of the spell (including the form cast by a cleric).

## INCORPORATION

**Duration:** 1 day per level of the caster

**Range:** The caster or by ritual

The body can incorporate non-organic elements into itself: weapons, armor, treasures, etc.

- The items become part of the body and may be used at will.
- Weapons will be at +2 to hit and armor will impact DEX checks and movement by one value less than normal.
- This spell may also be used to hide objects within the body.



## MELTING FLESH

**Duration:** 1 round per level of the caster

**Range:** 120'

The subject's flesh melts off of their bones, continuing throughout the duration of the spell. The subject suffers 2d6 points of damage per round until the spell ends. A successful **save vs. spell** means that the spell will only last for one round.

## WINGED GROWTH

**Duration:** 6 turns per level of the caster

**Range:** The caster or by ritual

Target grows functional wings. Flight is with movement of 150'(50') + 10'(3') x the level of caster.

## 4<sup>th</sup> Level Meat Magic Spells

### CHARM MONSTER:

**Duration:** One or more days

**Range:** 120'

This spell places a charm upon either 3d6 creatures of 3 Hit Dice or less or a single creature of more than 3 Hit Dice. Undead are not affected. Each subject must make a **save vs. spell** or be charmed as follows:

- The subject regards the caster as its trusted friend and ally and will come to the caster's defense.
- If they share a language, the caster may give the charmed creature commands, which it will obey.
- Actions that the charmed creature would not ordinarily do, based on its nature or alignment, may be abstained from.
- An affected creature never obeys suicidal or obviously harmful orders.

The charm lasts indefinitely, but the subject is allowed to make further **saves vs. spell** at intervals. If one of these saves succeeds, the spell ends.

- A creature with an INT score of 3-8 gains a new save once every month.
- A creature with an INT score of 9-12 gains a new save each week.
- A creature with an INT score of 13+ gains a new save once every day.



### DESICCATION (REVERSIBLE)

**Duration:** 10 rounds

**Range:** 120'

This spell may be used in two ways:

- It may be used to affect up to 8 hit dice of creatures within range. Each creature thus affected must make a **save vs. spell** or immediately begin to wither as its bodily fluids literally begin to evaporate. The desiccation inflicts 1d4 hit points of damage per round for the next 10 rounds.
- The Meat Mage may use this spell to preserve corpses—essentially mummifying corporeal remains until such time as they wish to rehydrate them.

This spell may be reversed with the *Dispel Magic*, *Rehydrate*, *Cure Disease*, or *Remove Curse* spells or by immersing the victim in water for the duration of the spell.

#### Reversed: Rehydrate

The reverse of this spell may be used in three ways:

1. To counter the effects of the Desiccation spell on living subjects. All creatures within range will be cured.
2. To rehydrate mummified remains.
3. Destroy undead mummies. All mummies within range must make a **save vs. spell** or take 1d4 hit points of damage per round for the next 10 rounds as their bodies rehydrate.

### DISARM

**Duration:** Instant

**Range:** 120'

If the subject of this spell fails a **save vs. spell**, one of its arms, specified by the Meat Mage, will instantly detach from its body. Losing the arm will cause 1d6 points of damage and the wound created will bleed out for 1 point of damage per round until healed.

This spell may be reversed through the use of either the *Genetic Regeneration* or *Fleshmeld* spells.

## FLESHSCULPTING

**Duration:** Permanent

**Range:** The caster or touch

The Meat Mage may sculpt and shape the flesh of the subject of this spell as if it were soft clay. Facial features may be changed, limbs lengthened, arms turned to wings or fins, or whatever else the Meat Mage may think up. There are but five limitations to the spell:

- The subject's total body mass may not be changed.
- The subject must remain whole—it cannot be split into multiple creatures.
- The spell will not kill or harm to the subject.
- Each major body part (i.e. face, arms, torso, etc.) takes approximately 10 minutes to sculpt.
- If attempting to sculpt the subject's features so that they match those of another, the Meat Mage has a chance of success equal to their level in 12.

## GENETIC REGENERATION

**Duration:** Permanent

**Range:** The caster or by ritual

Regenerate lost limbs, body parts, or organs. The regeneration will cause the body to reject all foreign bodies in the affected areas. Regeneration will also heal 2d6 hit points.

## LEECH

**Duration:** 1 turn or upon touch

**Range:** Touch

The spell is expended when a successful touch is made or after one turn, whichever occurs first.

- The Meat Mage must make a successful attack roll to touch an opponent, at which time the victim will lose 1d6 hit points for every two levels of the Meat Mage, to a maximum of 6d6 hp at level 12.
- The hit points thus drained are added to the Meat Mage's total, with any additional hit points above the Meat Mage's normal maximum treated as temporary additional hit points.
- The temporary hit points will last for 6 turns before they are lost.
- Undead creatures are unaffected by this spell.

## MENTAL METAMORPHOSIS

**Duration:** Permanent

**Range:** 120'

The caster can transform the intelligence of dumb animals, making them think and act like humans. The animal will possess an INT of 1d6 + 1/level of the caster, and a WIS and CHA of 1/level of the caster.

## POLYMORPH OTHER

**Duration:** Permanent

**Range:** 60'

A living subject is transformed into another type of creature, as chosen by the caster:

- The spell fails if the new creature's Hit Dice is more than twice that of the original creature.
- The subject retains the same number of hit points.
- The subject truly becomes the new form: all special abilities are acquired, along with behavior, tendencies, and intelligence.
- The spell cannot be used to duplicate the appearance of a specific individual.
- If the subject dies, it returns to its original form.

An unwilling subject may make a **save vs. spell** to negate the effect.

## POLYMORPH SELF

**Duration:** 6 turns + 1 per level of the caster

**Range:** The caster

The caster transforms themselves into another being:

- The new form may not have higher Hit Dice than the caster's level.
- The caster retains their own intelligence, hit points, saving throws, and attack probabilities.
- Physical capabilities of the new form (e.g. strength, physical attack forms, modes of movement) are acquired.
- Non-physical special abilities (e.g. immunities, breath weapons, spell casting) are not acquired.
- While polymorphed, the caster is unable to cast spells.
- The spell cannot be used to duplicate the appearance of a specific individual.
- If the caster dies while polymorphed, they return to their original form.

## RECOMBINE DNA

**Duration:** 1 turn per level of the caster

**Range:** The caster or by ritual

Can change the actual DNA of the subject, which can result in any one of the following changes:

- Blindness/sight
- Mute/speech
- Gender
- Race of demihumans (Dwarven, Elven, Halfling, or Human).
- +2/-2 to any ability score (min 3, max 18)
- Cure disease/virus

## SPIRITUAL DEVOLUTION

**Duration:** Permanent

**Range:** Touch

The subject's soul takes a step down the evolutionary ladder. Each devolution cast results in a loss of -2 to both WIS and CHA. Once either of these ability scores reaches 0, the soul is lost forever and the subject will become a zombie.

## VIVIFY

**Duration:** 7 days + 1 day per level of the caster

**Range:** 120'

The Meat Mage may use this spell in one of three ways:

1. To give life to any inanimate flesh—including heads, hands, or even bodies. The affected flesh can understand the Meat Mage and will follow simple commands but is weak and will not fight. Flesh animated in this manner will have an INT of 1, a maximum STR of 6, and only 1d4 hit points. This method cannot be used to create undead or constructs, such as Flesh Golems or Meat Mechs.
2. To keep flesh, organs, or bodies alive while waiting for use.
3. To pilot a Meat Mech. The Meat Mage must be in contact with the Meat Mech to control it, using this spell to create a symbiotic relationship with the vehicle—much like the relationship between the Kaldane and its Rykor.

## 5<sup>th</sup> Level Meat Magic Spells

### ALTER MOLECULAR STRUCTURE

**Duration:** 1 day

**Range:** 60'

Subject's body changes to another molecular structure: gas, metal, liquid, etc.

### ANIMATE DEAD

**Duration:** Permanent

**Range:** 60'

This spell turns the bones or bodies of dead creatures into undead skeletons or zombies:

- They obey the caster's commands.
- They are unable to use any special abilities (including spell casting) that they possessed in life.
- They remain animated until they are destroyed or until a *Dispel Magic* spell is cast upon them.
- The spell animates a number of Hit Dice of zombies or skeletons equal to the caster's level:
- A skeleton has AC 7 and Hit Dice equal to those the creature had in life.
- A zombie has AC 8 and Hit Dice one greater than it had in life.
- If a PC or NPC with levels and class is reanimated by this spell, the levels are not counted as Hit Dice. For example, the reanimated corpse of a 5<sup>th</sup> level fighter would have 2 Hit Dice (1 Hit Die as a normal human, +1 for being a zombie).



## CLONE

**Duration: Permanent**

**Range: The caster or by ritual**

The Meat Mage may use this spell in one of two ways:

1. To create a clone of a human or demihuman
  - If the original is not alive at the time of creation, the clone has all of the memories, stats, and features of the original.
  - If the original is still living, each form is aware of the other and the clone will be obsessed with killing the original. It will have one day per level of its creator to achieve this goal before going completely insane.
  - If either the original or the clone takes damage, the other will also take the same amount of damage, regardless of proximity. A **save vs. spell** results in ½ damage.
  - Clones are not magical and cannot be dispelled.
2. To create a simulacrum of any other type of living creature.
  - The simulacrum will always obey its creator and will understand commands spoken to it.
  - The Meat Mage may communicate with a simulacrum telepathically within 10 per level.
  - The simulacrum has ½ the original's Hit Dice, hit points, and damage per attack. Its Armor Class, number of attacks, and movement are the same as the originals.
  - Simulacrum are magical creatures and can be dispelled by magic.

In either instance, the Meat Mage must have a pound of the subject's flesh, materials equaling 1,000 gp per level or Hit Die of the subject, and a laboratory with at least 5,000 gp worth of equipment to create the duplicate. The undead are not living and cannot be cloned.

## CLOUDKILL

**Duration: 6 turns**

**Range: 0'**

A poisonous fog streams from the caster's fingertips, filling a 30' diameter area.

- The fog moves at 60' per turn (20' per round), driven by the wind (or away from the caster, in still conditions).
- Because the fog is heavier than air, it sinks to the lowest level of the land, even pouring down den or sinkhole openings.
- All creatures in contact with the vapors suffer 1 hit point of damage per round of contact. Creatures with fewer than 5 Hit Dice must also **save vs. death** (also once per round of contact) or die

## CREATE MONSTER

**Duration: 2 turns or permanent**

**Range: 60'**

This spell can be used in one of two ways:

1. The Meat Mage may create one or more normal monsters. Their Hit Dice must be equal to or less than the caster's level. The spell does not create humans or demihumans, but can create undead. The creatures will vanish at the end of the spell's duration.
2. The Meat Mage may create a construct, such as a Flesh Golem or Meat Mech if they have the materials normally required for the construct's creation. The creation of the construct is permanent and it will not vanish at the end of the spell's duration. To create a Flesh Golem or Meat Mech, the Meat Mage must have at least 2,000 gp worth of usable flesh and a laboratory with at least 5,000 gp worth of equipment. The process will take 1 week, though the Meat Mage must only be present for the initial construction of the Flesh Golem or Meat Mech.



## ENERGY DRAIN

**Duration:** Permanent

**Range:** Touch

The victim of this spell will permanently lose one experience level or Hit Die, including associated hit points, casting ability, and attack ability. If the Meat Mage casting this spell fails a **save vs. paralysis**, they will also be affected, permanently losing one point of CON. If the Meat Mage's CON is reduced to 0, they die and become a *Spectre*.

## EXPAND THE MIND

**Duration:** 1 hour per level of the caster

**Range:** The caster or by ritual

The subject of this spell ascends to a higher level of thought, with the following advantages:

- Increase INT, WIS, and CHA scores by 1 per every 2 levels of the Meat Mage (max. 18)
- The subject gains a +4 to all saves vs. mind control or illusion.
- If the subject is a spell caster, they gain one spell slot per spell level for the duration of the spell. If the particular spells gained when this spell is cast are not used before the end of this spell, they are lost to the caster.

Unwilling subjects may make a **save vs. spell** to resist the effects of this spell.

## EXPLOSIVE DEATH

**Duration:** Instant

**Range:** 120'

If the subject fails to **save vs. death**, they will explode, instantly dying and inflicting 5d6 damage to everyone within 10'. A passed save will mean that the subject takes 5d6 damage, but will (possibly) not die or explode.

## FEEBLEMIND

**Duration:** Permanent

**Range:** 240'

An arcane spell caster (e.g. a magic-user, Meat Mage, or elf) within range must **save vs. spell at -4 penalty** or become an imbecile, unable to think clearly or cast spells (INT 1).

## GIANT SIZE (REVERSIBLE)

**Duration:** 2d4 rounds

**Range:** The caster or by ritual

The subject of this spell may grow to the size of a giant—over 20 feet in height—gaining the following stats: AC 4[15], double hit points, **Att** 1 × weapon (5d6) or 1 × boulder (3d6), **MV** 120'(40').

**Reversed:** Tiny Size

The subject can grow as small as 1 inch tall. At this size, the subject will have only 1d3 hit points, deal no damage on attacks, and will move at ½ their normal rate. However, they will be able to hide with a 5 in 6 chance of success when moving and without fail when motionless.

## HOLD MONSTER

**Duration:** 6 turns, +1 turn per level of the caster

**Range:** 120'

This spell causes one or more creatures (except undead) to be paralyzed if they fail a **save vs. spell**. It may be cast in two ways:

1. Against an individual. The target's saving throw is penalized by -2.
2. Against a group. 1d4 individuals in the group are targeted.

**Reversed:** Free Monster

The reverse of this spell will remove the paralysis of up to four victims of either the *Hold Person* or *Hold Monster* spells.

## WALL OF DEATH

**Duration:** Permanent

**Range:** 60'

A wall of stacked and intertwined corpses suddenly appears.

- The wall may be any shape the Meat Mage desires and is 2,000 cubic feet in volume. (For example, a 4' thick wall, 50' long, and 10' high.)
- The wall must at least partially rest upon a solid surface, but does not have to be completely supported (for instance, the Wall of Death could be used to span a chasm if both ends are on solid ground).
- The wall may not be invoked so that it appears on top of creatures, but it may be pushed and toppled onto nearby creatures.

### ABSORB OTHER

**Duration:** Permanent

**Range:** Touch

The Meat Mage may absorb other life forms completely into their body, killing the victim and healing the Meat Mage. If the victim fails to dodge the initial contact (**save vs. death**), they will be absorbed in one round. Once the victim is absorbed, the Meat Mage will heal an amount equal to half of the victim's hit points.

### CONTINGENCY

**Duration:** Permanent

**Range:** The caster or by ritual

The Meat Mage can place another spell upon their person so that it will come into effect under the conditions established during the casting of this spell (i.e. *Winged Growth* will come into effect when the Meat Mage falls from a great height). Both spells must be cast at the same time and only one *Contingency* spell may be in effect upon any subject at a time.

At the time that the contingency is met, the second spell immediately comes into effect.

### DEATH SPELL

**Duration:** Instant

**Range:** 240'

Up to 4d8 Hit Dice of creatures within a 60' cube area must **save vs. death** or die, instantly. Undead and creatures with greater than 7 Hit Dice are unaffected.

### DISINTEGRATE

**Duration:** Instant

**Range:** 60'

The material form of a single, non-magical creature or object is unwoven, causing it to instantly and permanently cease to exist.

- If a creature is targeted, it may **save vs. death** to resist disintegration.
- Examples of objects that might be targeted: a tree, a ship, a 10' section of wall

### PANDEMIC

**Duration:** Permanent

**Range:** 120'

If the subject fails a **save vs. spell**, they will immediately be stricken with a deadly genetic virus that mutates at such a rate as to be incurable. The subject will begin showing symptoms immediately and will die within 1d6 days. Any life forms that come within 10 feet of the victim, before or after death, will likewise be infected.

### PERMANENCE

**Duration:** Permanent

**Range:** 10'

By means of this spell, the Meat Mage can cause one other Meat Magic spell effect to become permanent. The spell will not make permanent any spell which has an "instant" or "permanent" duration (such as *Invisibility* or *Dispel Magic*).

A Permanence spell lasts until dispelled by a *Dispel Magic* spell cast by the caster or a higher level magic user.

### REGENERATE LIFE

**Duration:** Permanent

**Range:** 20'

This spell can be used to achieve any one of the following:

1. Restore life to a creature that has died. The creature can have been dead for up to 10 years per level of the Meat Mage. Creatures thus revived will be at full strength and will have their maximum amount of hit points.
2. Reverse the effects of aging. The Meat Mage may decrease the physical age of the subject by up to 10 years per level of the Meat Mage, but not beyond infancy. Unwilling subjects may make a **save vs. spell** to resist the effect.
3. Destroy up to 10d6 Hit Dice of the undead, turning them instantly to dust.

## SHAPECHANGE

**Duration:** 1 turn per level of the caster

**Range:** The caster or by ritual

This spell is similar to the 4<sup>th</sup> level spells *Polymorph Other* and *Polymorph Self*, but is far more powerful. The subject of the spell will actually become another creature or object in all respects except the mind, hit points, and saving throws. The following rules apply:

- Physical capabilities of the new form (e.g. strength, physical attack forms, modes of movement) are acquired.
- The subject will take on the Armor Class, THAC0, special attack forms, immunities, and all other details from the form taken.
- The subject cannot turn into imaginary or unfamiliar creatures.
- The subject may shape change at will during the spell's duration.
- A magic-user can only cast spells in a bipedal humanoid form.
- A magic-user does not gain new spells, but must cast spells from their own memory.
- Inanimate forms may only be a maximum of 1-foot-tall and 100 gp in weight per level of the caster.
- The spell may be used to duplicate the appearance of a specific individual.
- If the subject dies while polymorphed, they return to their original form.

## STONE TO FLESH (REVERSIBLE)

**Duration:** Permanent

**Range:** 120'

This spell transforms stone into living flesh. It is especially useful for restoring life to a petrified creature and its equipment to its normal state.

**Reversed:** Flesh to Stone

Turns one creature into a statue, including all gear and any items currently held. A **save vs. paralysis** is permitted to resist the transformation.

## TRAP THE SOUL

**Duration:** Permanent

**Range:** Sight

This spell forces a creature's life force and material body into a special prison gem enchanted by the spell caster. The creature must be seen by the caster when the final word is uttered. The caster may trap a creature in one of two ways:

1. If the caster speaks the final word of the spell when the creature is within sight, the creature must make a **save vs. spell** or be forever trapped within the prison gem. If the creature's true name is spoken at the time of the spell, the save is made at -2.
2. If the caster tricks the creature into accepting the prison gem inscribed with the final word of the spell, the creature's life force and material body will be automatically transferred to the gem, without benefit of a save.

The caster must prepare the prison from a gem of at least 1,000 gp value for every Hit Die or level of the creature to be trapped. If the gem is not valuable enough, or if the creature succeeds on its **save vs. spell** under the first condition described above, the gem will shatter when the final word of the spell is uttered.

## SUPERNATURAL FLESHMELD

**Duration:** 1 hour per level of the caster

**Range:** The caster or by ritual

Similar to the *Fleshmeld* spell, but allows subject to absorb supernatural genetic elements into their body. This can include material from demons, vampires, ghosts, zombies, etc. The subject will retain all the abilities and attributes of the supernatural body part.

## SUPERNATURAL STRUCTURE

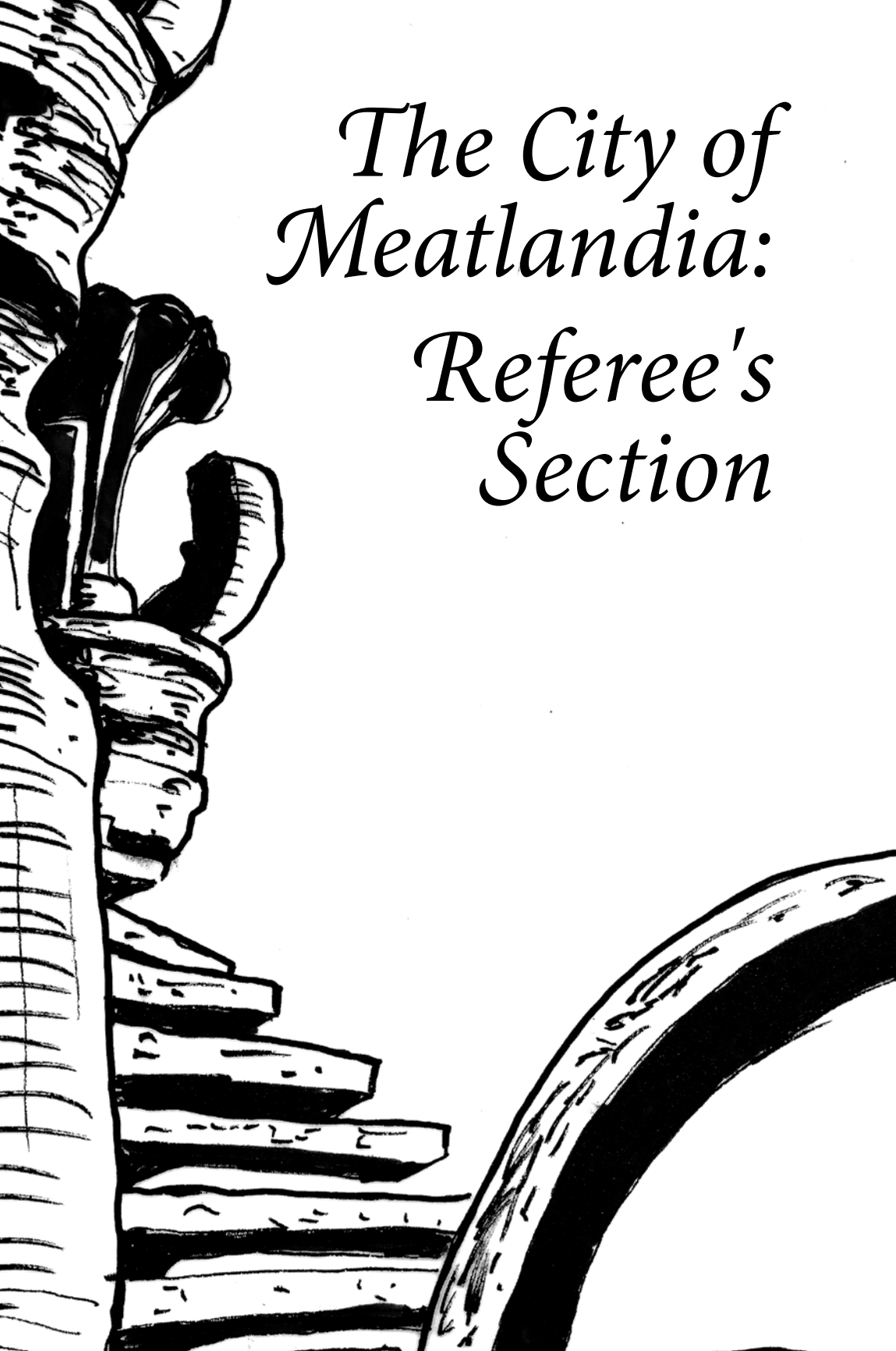
**Duration:** 1 day

**Range:** 120'

Subject becomes a supernatural creature: +4 to all saves, +2 hit points/level of the caster, and can only be harmed by magic or magical weapons for the duration of the spell.



*The City of  
Meatlandia:  
Referee's  
Section*



# MEATLANDIA RUMORS

## ROLL 1d20

1. The Rust Lord is preparing a major attack on the Meat Lord.
2. The Meat Lord isn't going anywhere. He built this city after all.
3. When the Meat Lord arrived 10 years ago, this city was just a small village on the river.
4. Our Lady of Sorrow is just a myth made by crazy cultists.
5. The secret to defeating earthworms is hidden in their names.
6. The more worms that appear on our world will cause the true enemy to appear: the cosmic fish.
7. There is a witch in the Bone Mountains said to drink the color from people.
8. A five-year-old boy with hair the color of the sun has the power to stop Our Lady of Sorrows, but she is the only one who knows who he is.
9. One of the Meat Lord's seven virgin daughters is not as pure as he thinks.
10. In this city, there are two identical twins who do not know one another. They each have a magic number tattooed on their chests. These numbers have unimaginable power.
11. White worms will die when completely immersed in water.
12. Dancing with a white worm can grant greater power than taking the honeydew itself.
13. Sir Jonson claims he doesn't remember where he came from. But he's actually a vampire from a distant world.
14. Sir Bragoln has a secret family he keeps hidden away from prying eyes. He's been spotted out with his children many a time.
15. My sister died last week. She just ran away and buried her head in the mud. Pretty weird, right?
16. The biggest Church of Law is in Fleshtown. It's the only reason the Chaos Lands haven't grown more.
17. Need someone killed? Motar the Shadow can walk through walls and turn invisible at will.
18. Everyone is buying Lizard Limbs these days. I don't see what the big deal is. But I wouldn't mind one of those Extra Eyes.
19. Flesh factories pay good money for bodies. Remember that when one of your friends dies.
20. The biggest spiders live under the city. They have their own city down there.

# DISEASE TABLE

## Roll 1d50

*Each day, there is 5 percent chance of rolling on the disease chart.*

1-20. Dysentery (-3 CON, -1 to all rolls)

21-25. Pox (-2 CHA)

25-30. Whooping Cough (Cannot sneak)

31. Allergic to all metals for 1d6 days

32. Fungus grows out of your belly button and covers your entire body in 1d20 hours.

33. Your eyes grow 2 times as big for 1d8 days.

34. Infested with tiny wriggling parasitic worms. Gain ravenous appetite (spend double on daily food + lose 1 CON point until cured.)

35. Your genitals are covered in thick red fur.

36. Ghost Flu. Spiritual remnants of a dead person infect you. -2 to all rolls for d4 days. (But it's +2 if in a graveyard or cemetery.)

37. Ursine Hallucinations. You see sinister bears hiding in the shadows. Waiting. Watching.

38. Wracked by convulsions for d20 hours.

39. Gangrene in the extremity of your choice.

40. Painful Vomiting for the next 1d4 days.

41. Can't stop laughing for the next 1d8 days.

42. Coughing blood for the next 1d10 weeks

43. Delicious. You are yummy. Enemies munch on you even while you and your party still fight.

44. Nose Rot. Your nose is affected by an errant rust fungus and falls off. Long fuzzy green hairs fill the hole left by your missing schnozz.

45. Consumerism: You must buy something new every day, something you don't need.

46. They seem like such big strong hands. A stone plague turned your peoples' hands into rocks. Now yours are stone too.

47. Black Marsh Vile turns your insides black; you will vomit 1d6 times a day, huge chunks of blackened spleen and stomach lining.

48. Fever. Just a normal fever. Relax for a day and you'll be fine. Until then, you are at -2 to all checks.

49. Worm addled: Your brain is chewed up by worms into swiss cheese. -1d12 INT, -1d8 WIS

50. Head full of worms; Make a **save vs. spell** or your thoughts shift into worms as they leave your head. The higher your INT (-1 to save for every 3 pts) the more you think. The only way to stop this is to fully meditate for one hour.

# RANDOM CITY ENCOUNTERS

## Roll 1d50

*The streets and alleys of Meatlandia are rife with danger. The referee should roll daily on this encounter table to show that even going about their business there is a hostile city all around the PCs.*

1. Stopped by 1d4 surly Rust Knights. If the PCs are deferential they will brag and preen but allow them to pass without incident. But bravado or defiance will quickly be met with violence. They won't kill the characters, but they will club them unconscious, melting their weapons, rob and leave them insensate in the streets.

2. A Level 0, half-naked honeydew junkie armed only with a meter long soggy disintegrating worm tries to mug you. If she hits you with the worm, roll on the disease table.

3. Followers of Our Lady of Darkness, in their cult like cheerfulness, invite you over for tea.

4. You see a man fall dead in the street. Worse, you just catch a dark shadow slipping away. Don't make a sound or bat an eye—the Death's Hand kills all witnesses.

5. A hardy group of worm hunters invite you into a pub to have a drink. Do they want to rob you or befriend you? Only one way to find out!

6. Sale at the market. There is a 25 percent chance that the item you name is half-off today only.

7. A worm-faced Bone Bender runs amok, blasting terrible transformative magic.

8. It rains slimy worms. Every worm that touches bare skin has a 1 percent chance of permanently attaching itself.

9. A Meat Mage/Rust Knight brawl erupts on the streets and you are in the middle of it.

10. A honeydew merchant accuses you of taking his worm honeydew. Worse, if your pack is checked there is a bottle there.

11. You step in a gutter of gently flowing bodily waste. Your foot is stuck and you lose your shoe. 30 percent chance of having to roll on the disease table.

12. A caravan of traders is looking for guards for their next visit to the Bone Fortress.

13. A larger than usual group of lawful refugees arrive in the city. They are lawful, old-fashioned, and will serve none of the city's masters.

14. All the water in the city today is red, though it tastes the same as regular water.

15. There are three suns in the sky today.

16. Someone stole something from your room last night. Roll 1d6: 1. pants 2. undies 3. weapon/spell book/instrument 4. provisions 5. shoes 6. your actual backpack.

17. The house next to you catches on fire. In 1d6 minutes it will spread to the entire block.

18. Chaos magic from another party of adventurers overwhelms this part of the city. Everyone who doesn't make a **save vs. spell** will spend the next 1d6 hours as a cactus.

19. A river that didn't exist yesterday suddenly flows through your location.

20. You won at the snail races. Gain 35 gold.

21. The city is covered with fuzzy caterpillars for the next 1d100 minutes.

22. You see an antman fighting a slugman.

23. An earthquake shakes the city and people tremble fearing the return of the Chaos Gods.

24. A displaced farmer tells you his sad story: the loss of his farm and the transmutation of his children into wombats.

25. Your purse is lifted by an invisible person.

26. Every 10th person in Meatlandia is randomly shiny today.

27. A bloody man hands you a bottle of worm honeydew and falls over dead.

28. You receive a note from a famed courtesan to come see her.

29. A group of adventurers with meat magic implants quite jovially confront you and try to tell you how great their lives are now.

30. A group of worm witches fly by overhead.

31. After a small earthquake, you find a hitherto undiscovered entrance in the caves below the city.

32. Meet an inventor with an incredible new weapon.

33. A group of 1d12+3 Witchsmeller pursuivants, wearing Medico Della Peste and Conquistador breastplates, both forged of metal with anti-magical properties, appear. They are utterly, terrible Lawful and will erect a gibbet and instantly hang anyone performing anything that looks even vaguely like magic.

34. Meat STORM. Big slabs of big meaty meat fall from the red sky. Some are small, like meatballs, but a fair bit go up to whale sized and will crush houses, people, and pets. All of the meat looks the same but 50% is poisonous and 50% is edible. The truly poor can often get work sampling meat for the rich after meat storms.

35. A Kaldane approaches you with an offer to rob a rich merchant.

36. A Raconteur offers you a spot in her entourage as she goes out to raid Chaos zones.

37. A Nexus Bard checks into the room next to yours.

38. The town smells especially nice today.

39. You find a bag of coins—roll 1d10 x 20 gold.

40. A dog follows you everywhere you go. It will not come closer than 10 feet, but will not let you out of its sight either. If you approach or try to chase the dog, it backs away and attempts to lead you somewhere.

41. The last thing that you bought was a fake—an illusion created by a crafty swindler. As the spell wears off, it disappears. Erase it from your inventory.

42. An out-of-control carriage is barreling towards an old woman and a small child. You are the only one close enough to help. You have time to save one of them, but not both.

43. You awaken to find that the mold on the wall of your room is shaped exactly like your mother's face.

44. As you wander through the market, you get the uncanny feeling that someone is watching you. Quickening your pace, you duck into an alley, away from the throng of shoppers, but the feeling intensifies. You break out into a sprint, fleeing in terror, but slip on the wet stones. Make a DEX check or suffer a broken ankle, you wimp!

45. Someone shows you a dirty book they bought. It has pictures of you with a goat.

46. It's the birthday of someone special. All drinks in the city are on the house!

47. There's a madwoman in the street shouting "One is Three is Five is Four is Four!" If you can understand what that means, gain +1 INT. Otherwise, lose -1 WIS trying to make sense of it.

\* One (3 letters) is Three (5 letters) is Five (4 letters) is Four (4 letters) is Four

48. Three little birds pitch by your doorstep and sing a sweet song as you awaken. +4 to all checks today.

49. The next person that you meet will be blessed by the Law God, Korum. If you befriend them, they will bestow the blessing upon you, granting you a +2 on all checks against Chaos. If you anger them, they will curse you with a -2 on all checks against Law.

50. A Chaos Storm descends upon your area of Meatlandia.





# RANDOM REFUGEE TABLE

## Roll 1d20

1. 1d6+1 Orphaned children. They escaped with nothing but the clothes on their backs. They have learned to do whatever it takes to survive.

2. Mother with 1d4 children. She lost her husband in the destruction of her town and now is desperate to ensure that her children are taken care of. She is 16 + 1d4/child years old. Has one of the following:

1. 6d10 gp hidden in her bag
2. Her husband's sword: A weapon of great quality (+1 to hit), 1d8+1 damage and worth 100+10d10 gp
3. A treasure map hidden in her dress
4. A scroll with a spell from level 1-4
5. 2d6 gems hidden in her children's clothing
6. A fine horse

3. Retired soldier. 50+5d4 years old. Has not fought in over a dozen years, but will do what he needs to survive and to protect other refugees from his town.

**Level 5, AC 7[12], HP 33, Att 1 x sword (1d8+1) THACO 16[+3], SV F5, STR 13, INT 8, WIS 13, DEX 8, CON 10, CHA 12**

4. Former scribe. Held a position with the local magistrate and is privy to some decent political inside information. 20% chance to know the location of valuable goods in the destruction zone. 10% chance to have connections in other cities. Carries 2d10 gp and no weapons.

5. Brick mason. Strong but unskilled in combat, the mason will likely dominate any group that he has come to be a part of through his boisterous personality and physical strength. Will try to protect others and should not take advantage of weaker refugees. **Level 1 Fighter, AC 9[10], HP 9, Att 1 x hammer (1d8+2), THACO 17[+2], SV F1, STR 17, INT 8, WIS 8, DEX 10, CON 14, CHA 11**

6. Apothecary. Carries 1d6 potions that cure disease, treat infection, and heal light wounds (1d4 hp)

7. Gang (2d4+1 members). Typical first level fighters, led by a third level fighter. They will bully and rob the other refugees and extort protection money from them. They fight as a group and will typically gang up on the stronger enemies first. The gang has 6d10 gp. **Level 1, AC 9[10], HP 6, Att 1 x club (1d4), THACO 19[0], SV F1, STR 11, INT 8, WIS 6, DEX 10 CON 10, CHA 7; Boss: Level: 3, AC 5[14] (chain), HP 17, Att 1 x sword (1d8+1), THACO 18[+1], SV F3, STR 13, INT 12, WIS 9 DEX 11, CON 11, CHA 13**

8. Wounded civilian. 1-3 light wounds—20 percent chance of becoming infected and moving up to severe status , 4-5 severe wounds—40 percent chance of sepsis and advancing to critical status of not treated , 6 critical- Will definitely die within 1d4 days if not treated.

9. Congregational choir. 1d6+1 members survived the event. They are very devout and musically inclined. They have nothing of value.

10. Street performer. Has no money, but is great at capturing attention and making people laugh.

11. Escaped slave. 80% chance that his owners are dead. The slave will be skilled in one of the following areas: 1. Laborer, 2. Artist/Musician, 3. Chef, 4. Housekeeper, 5. Concubine, 6. Accountant.

12. Stunned survivor: watched his entire family burn in the chaos and fled for his life. Resents himself for his cowardice and will break down in pathetic sobs given the chance. Roll on the following table to see how he reacts to provocation/continued interest  
1 Berserk! 2 Will not engage whatsoever, even to the point of standing still to take a sword to the heart. 3 Madness. 4 Sullen Anger.

13. Thief. She will try to befriend anyone who seems to offer protection, power, or has money. Given the first opportunity, she will steal their most valuable possessions. After that, she will slip away as quickly as possible. **Level 3 Thief, AC 7[12], HP 9, Att 1 x dagger (1d4), THACO 18[+1], SV T3, STR 8, INT 13, WIS 10, DEX 16, CON 9, CHA 15**

14. Merchant. Escaped with a chest with 3d10x10 gp, 2d6 gems, and 1d12 pieces of fine jewelry. 25% chance to also have brought 4d6 items from his shop. Likely to be fine cloth, tapestries, artwork, silver work, or the like.

15. Slaver. Used to sell slaves in the market. Has lost all of their stock, but will be identified by former slaves at 30% chance rate. If identified, things could get ugly.

16. Farmer. Escaped with 1d4 of the following:

1. Chickens, 2. Goats, 3. Pigs,
4. Sheep, 5. Cows, 6. Geese.

17. 1d10 students from a religious institution. Each are under the age of 17 and have been training for years to learn the specifics of representing Law in the world. They are shaken, but attempt to promote their sense of Law with the others.

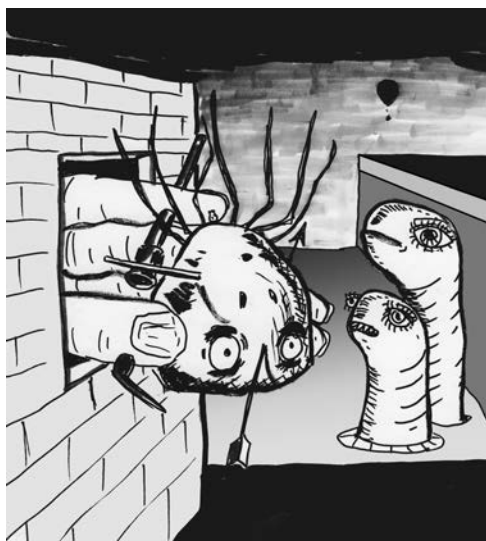
18. Family Man. His wife and children were lost in an accident. He is 2d6+18 years old and has a CHA of 12+1d6. He is scared, but will do whatever he can to feel safe again.

19. 1d8 Street urchins. 1d6+6 years old and have lived on the streets for most of their lives. Skilled at picking pockets (7 in 12) and gathering information (8 in 12).

20. Drunk. Has no money or possessions, save for a half empty bottle of booze. Will probably not have anything useful to say, but, if sobered up, will recall the whereabouts of a treasure.

# Chaos Storms

**N**o matter where you are when a storm hits, you will know instantly. In a forest, bird calls change into tortured screaming one minute, children happily singing or the howling of coyotes the next. In a desert, cacti start dancing and the wind takes on the sound of boiling water or bees swarming. In a city, buildings shift from right in front of you to miles away, then all come back and shift sideways. Near the sea, ocean creatures swim through the air or fly through the sand. The ground changes into air, into water, into snow. The light changes from darkest midnight to bright summer day and everything in between in the quickest of instants. It can take 10 minutes to walk ten feet or ten miles. The human perspective is utterly variable in a Chaos Storm.



Some Nexus Bards lead teams of adventurers into Chaos Storms and loot abandoned towns and cities. Few survive this dangerous occupation but those that do can escape with great wealth.

## CHAOS STORMS AND MAGIC

All magic users are affected by even being close (600 feet) to a storm. To give an idea of the randomness, roll d10. If specific effects are rolled again choose another object.

## CHAOS STORM MAGIC EFFECTS

### Roll 1d10

1. The intended spell is 2 times stronger.
2. It appears as the spell was cast but the effects are entirely illusionary.
3. The effects of the intended spell are halved.
4. The spell turns the closest living thing to the caster into a narwhal for the next hour.
5. The spell works as intended but everyone within the caster's sight is covered with (mundane) wriggling worms.
6. An entirely different spell is cast.
7. The spell doesn't work and a 4 meter wave of seawater covers everyone.
8. The spell doesn't work and the nearest d100 animals turn into vegetables.
9. The spell works and another spell at 1d4 level is immediately learned as a cantrip.
10. The spell fails and all magic ceases to exist within a 30 foot radius for the next 1d10 months.

# The Myriad Effects of Chaos

Immediately upon entering a Chaos Storm, and for every ten minutes thereafter, the referee should roll on the following table to determine the immediate results of the Chaos Storm. Unless otherwise noted, a **successful save vs. spell** will negate the effects.

## CHAOS STORM EFFECTS

### Roll 1d100

1. The two characters (including NPCs) with highest and lowest levels exchange THAC0 for the next fight.

2. All combatants and nearby bystanders change into random mammals for the next d8 rounds. No human powers or abilities are retained, including speech. But they do recognize allies and enemies.

3. Roll 1 of every die type you have. Whichever one is highest will be the initiative dice for everyone in the party until noon the next day.

4. The constraints of reality are lifted and players can glimpse raw multiverse. The walls or trees or rocks or whatever nearby inanimate objects begin to sing in an indistinct and vaguely harmonic way. Chaos-aligned characters get +2 and Lawful characters get -3 to attack.

5. Babies. For the next d4 hours, everyone is 1d6 years old. No one has any memories whatsoever of adult life or the current situation.

6. The entire party is incredibly staunch and makes saving throws at +4 for the next 2d12 hours.

7. Shrink. Everyone in a 10 meter radius is affected. 50 percent chance of each character shrinking to d12 inches for 1d10 rounds. A **save vs spell** will negate shrinkage.

8. Grow. Everyone in a 10 meter radius is affected. 50 percent chance of each character growing d12 feet for 1d10 rounds. A **save vs spell** will negate growth.

9. Darkness Falls. It is utterly black for the duration of the fight. Not even elves can see. Everyone has -6 to all attack rolls.

10. Everyone in the world who knows the PCs name instantly has a mastodon tattooed somewhere on a randomly determined body part.

11. Everyone in a 30 meter radius has their gender changed for 1d6 days. There is a 20 percent chance the change is permanent.

12. Roll d20. This is your AC for the next 24 hours.

13. Everyone in a 10 meter radius randomly changes alignments. 70 percent chance this is permanent, otherwise revert back 24 hours later.

14. A fray! An NPC from the Raconteur table joins the fight. Roll d6. 1-3= they join the PC's team, 4-5 they join the PC's enemies, and 6 they are on their own team. A weak NPC who would normally avoid battle is filled with battle lust and will not run or surrender. They still may easily die but will do so with rage in their heart and defiance in their eyes.

15. All weapons turn into flowers with the same attack bonuses and damage rolls. The effect is permanent.

16. It begins to rain tropical fruit. Roll 1d6. 1= pineapples, 2=lemons, 3=rambutans, 4=mangosteens 5=jackfruit 6=coconuts. Duration is 1d20 game minutes.

17. For the next 1d20 actual minutes, any player who tries to speak can only neigh like a horse. The players have to figure out a way to communicate without language.

18. You may swap any 1 stat with any (and each) character you kill. But only a general sense is given (he looks smart, she seems strong) before choosing, not a look at the actual character sheet.

19. Local Power. The Meat Lord. The Rust Lord. You have gained the attention of a local great power. They may watch and recruit the winner or could possibly be induced to intervene.

20. Dimensional Wanderer. Someone or something from another world that the characters don't know (but the players probably do) appears. Whether they are immediately hostile or not is up to circumstance.

21. Puppies! Everyone must make a **save vs. spell** or be temporarily turned into a puppy. The puppy transformation will last for 1d6 of the cutest hours.

22. Severe weather anomaly. Roll 1d6: 1. Tornado, 2. Snow flurries, 3. Sudden Downpour, 4. Hail, 5. Blistering heat, 6. Fog.

23. Plants will uproot and flee the area. Plants may be attacked at **AC 9[10], HP 2**. Killing a plant will release a vengeful forest Djinn that will do whatever it can to destroy the killer.

24. Swarm of birds. They will not attack, but they are noisy and stinky. They poo everywhere.

25. All water in the area permanently turns into alcohol.

26. Kittens! Any non-human animals must **save vs. spell** or become kittens. The transformation will last for 1d6 hours.

27. All rocks in the area become radioactive. Make a **save vs. breath weapon** or suffer radiation poisoning: -1 CON/day. 0 CON = death!

28. Ravenous! Characters all become insanely hungry. If they have any rations/food/etc, they will devour them immediately. If they do not have any food, they will do **WHATEVER IT TAKES** to get food. Effect wears off in 2d6 rounds.

29. Shit storm. Literally. Shit falls from the sky in a heavy downpour. 60' area of effect and it lasts for 2d6 minutes. Shit will accumulate on the ground at a rate of 1 inch per minute.

30. **Save vs. spell** or become a troll. Each person who fails the save will grow 2d4 feet. Add +1 STR, +1d6 h, -4 CHA and -1 DEX per foot grown. Trolls heal damage at a rate of 1d4 hp/round. Trollism in non-reversible.

31. Magic missiles storm. 1d20 Magic missiles spawn at the center of the area, randomly attacking anyone in the area. Missiles automatically hit and do 1d4+1 damage—**save vs. spell** for ½ damage.

32. Magic weapons. All weapons in the area become enchanted: they will each have a bonus of +1d4 and are able to talk. 20% chance that weapons will sing as well.

33. Everyone in the area is lost. They have no idea where they are, where they came from, or where they are going. They will remember basically everything else. Ends in 1d20 days.

34. Everyone **save vs. spell** or: Super Cool. Super Cool bestows a +5 reaction bonus, +3 to CHA, and really nice hair. Super cool has 20% chance of becoming permanent, otherwise it lasts 2d6 days.

35. The tallest and the shortest people in the area will change heights permanently.

36. A lonely panda bounds into the center of the group. It will randomly select a friend from among the people present.

37. Everyone **save vs. spell** or: Super Strong. Can carry double the normal amount and all attacks are made at +4 and inflict double damage. Will last for 1d4 days, 20% chance of becoming permanent.

38. Everyone **save vs. spell** or: Cold Steel. From now on, if you look at someone for a complete round and don't say anything, they must **save vs. paralysis** or run in fear. If you say anything, no matter what, it will not work.

39. Everyone **save vs. spell** or: Little sibling. A smaller, more annoying version of yourself will grow out of the ground. They will have ½ the level and hp as you. They will fight on your side and will be your friend, but everyone else will like them more than you. Little sibling is permanent.

40. Magic realignment. All magic users must trade spells with the magic user directly to the right of them. If there are no other magic users, they must randomly roll for 1d4 spells. If no one is a magic user, everyone randomly rolls for 1d4 spells. Priests and non-humans count as magic users for the purposes of this effect. Effects last until all spells are cast.

41. Roll 1d6. Reroll the corresponding Ability Score: 1. INT, 2. WIS, 3. STR, 4. DEX, 5. CON, 6. CHA

42. All liquids in the area turn into llama milk. The milk will spoil in 1d4 hours.

43. Roll 1d6. Swap the corresponding Ability Score with the character of the player directly across from you. 1. INT, 2. WIS, 3. STR, 4. DEX, 5. CON, 6. CHA

44. All players must swap names with their characters for the remainder of the game session.

45. Lost in translation. No matter what anyone says, it will be construed to have the opposite meaning.

46. These hands! Roll 1d10, the result is the number of fingers on each hand.

47. Any head wear in use becomes permanently attached to characters' heads, but will also add+2 to AC. Dispel magic spell will negate the effect.

48. All magic has the opposite effect for the next 1d10 rounds.

49. We all go a little mad sometimes. Everyone roll 1d6: 1. Multiple Personalities, 2. Severe Depression, 3. Delusions, 4. Paranoia, 5. Hallucinations, 6. Amnesia.

50. All stones in the area smaller than 3 inches in diameter turn into precious gems. Gems are worth 1d4 x 100 gp each.

51. Your clothes are fire-proof.

52. The next person to hear your voice will fall in love with you.

53. All metal blades change into cooked rigatoni noodles of the same size.

54. Roll twice for all your attacks. Choose the best result.

55. Someone somewhere has sworn to kill you. Each time you meet someone, roll 1d100. On a result of 100, you have just met your killer. Sorry.

56. Highly skilled! Earn double XP for the next 24 hours.

57. Life is beautiful. No one in the area will be able to harm another for 24 hours.

58. Choose any result for your next die roll, then roll a die. If you roll a 1, you keep the power. If not, it is lost.

59. Players must speak in pig Latin for the entire encounter. Every round that they fail to speak in pig Latin, their character takes 1d6 damage.

60. All gold in the area turns to dust.

61. All animals in the area turn into people. Roll for alignment: 1: Lawful; 2: Neutral; 3-6 Chaotic

62. One random living thing in the area immediately dies. The referee should assign numbers to all characters (PCs, NPCs, monsters) and roll to determine who dies.

63. Is it getting gold in here? Everything turns to gold—including people! Make **save vs. spell** or become gold (oh yeah, turning into gold makes you dead).

64. Flight! Everyone can fly. (Anyone who could already fly now cannot.) Effect lasts for 1d4 hours.

65. Spiritual Dissonance. Every player at the table must pass their character to the person to their left. Players will control the newly acquired character for the remainder of the encounter.

66. Flatulence. Everyone in the area has severe gas. Farts smell bad, but there are no other effects. Lasts for 2d12 hours.

67. When your opponent is injured, you take damage. When you are injured, your opponent takes damage.

68. Face Off! Each player swaps faces with the enemy. If there are fewer enemies than PCs, the PCs may share a face. If there are no enemies, PCs swap with each other. Face Off is permanent.

69. Time Warp! Whenever anyone makes a successful roll to hit, time will go backward by 1 round. This effect ends 10 rounds after it begins (adjusted, of course, for time warps).

70. Nowhere Man mode! All combat restrictions are lifted. Characters may use any weapons, armor, whatever without penalty. They can fight with two weapons at once, use two-handed weapons with one hand, use a shield while firing a bow, etc. Ends when the storm does.

71. Everyone becomes invisible for 1d10 rounds. Anyone who is already invisible becomes visible.

72. Did you see that? 3d4 Ninjas sneak into the area and pick everyone's pocket. Ninjas are successful on a roll of 1-18 on 1d20. If successful, they steal whatever is most valuable to each character. If they are seen, you may fight them. Ninja: AC 3[16], HP 20, Att 1 x short sword(1d6+1), THACO 16[+3], SV T5, STR 11, INT 10, WIS 13, DEX 15, CON 6, CHA 12

73. Split personality. Roll up a new character and keep it with this character. Any time that your character is severely injured (less than ½ hp), they will switch personalities. Character will stay the other personality until severely injured again. This condition can be cured if one of the personalities is killed (at which point the character will forever live as the surviving personality).

74. Exasperated. The next time the character fails at anything, they will break down in tears and will be unable to do anything else but cry in utter frustration for the next 1d10 minutes.

75. This sucks! All clothing and wearable items become sucking leeches, draining blood from those who are wearing them. Leech items can be shed at a rate of 1 item per round and will inflict 1 point of damage per round until they are shed.

76. Do you even lift? Add 1d6 to STR for the next 24 hours.

77. Sword of Destiny. Your sword is the Sword of Destiny—it will never miss. If you don't have a sword, too bad for you.

78. I'm Batman! Not really, but you do have to say your name before everything you do for the rest of the day.

79. Anyone who dies in the next fight will come back as a vampire. If a PC comes back as a vampire, use the following stats: STR +6, INT +2, WIS +2, DEX +4, CON +4, CHA +4, AC +6.

80. Every full drink of alcohol will heal you as a potion (1d6+1 hp) for the next 2d6 days. After that, you will probably have a very serious hangover.

81. You mad, bro? You are sent into a major rage fury. You are +4 to hit, +2 to damage, +1 hit die, and -2 to AC during the rage.

82. Stretchy arms. Your arms can stretch up to 20 feet.

83. Religious experience. Everyone present will believe that they have shared a life-altering religious experience. They will form a cult and attempt to convert everyone that they meet.

84. Mexican standoff. The referee will roll 10d6 before initiative is rolled. The first person to act will automatically succeed (swords will hit, spells will succeed, thieves will hide, etc.) but will also take the 10d6 in damage. Each round, the referee will roll one less die.

85. For the rest of the day, you get a +1 to all die rolls if you declare your actions with a couplet.

86. Roll 1d6. You may speak this many new languages.

87. Magnetic personality. Metal objects hurl themselves at you. Make a successful DEX check to avoid them.

88. Everyone you have ever met believe that you are an imposter the next time that they meet you.

89. Anything that you eat in the next 24 hours will taste delicious and fill you completely.

90. Dangerous words. Your voice will cause 2d6 points of damage to anyone who hears it for the next 24 hours.

91. Gravity shift: everyone in the area shifts their gravitational center 90 degrees. If you used to fall toward the ground, you now fall to the equator. If you used to fall to the equator, you now fall up.

92. Powerful friends. Nothing happens to you, but all of your friends are +4 to hit.

93. Cats love you! They will swarm after you and follow you anywhere you go. Every hour for the next 4d6 hours, you will be joined by 1d6 cats. They will never abandon you.

94. Socialism. All players roll for attack simultaneously and use the average of all the rolls. Enemies do the same.

95. Everyone has an overwhelming urge to use the bathroom. They will not be able to do anything else until they have finished. It will take 1d6 rounds to finish your business.

96. Reverse Time! The entire PC party is returned to the last time and place that they rested. They remember everything that has happened and may choose whether or not they want to repeat their past decisions.

97. Slow-mo. Everyone **save vs. paralysis** or move in slow motion for the next 10 minutes. Slow-mo means movement is ½ normal, number of attacks is halved (so that most characters will attack once every two rounds), To Hit is -4, and AC is -4.

98. They're all gonna laugh at you! No matter what you do, everyone else will laugh at you.

99. Anyone who dies within 20 feet of you for the next day will turn to solid gold. If you can move them, they will be highly valuable.

100. Deez nuts! All wealth (gold, gems, etc.) turns to nuts. They are delicious but without value. All nuts, however, turn to diamonds worth 3d4 x 100 gp each.

# Meat Markets

Within the city of Meatlandia, most business is conducted in regional Meat Markets—chaotic collections of stalls and vendors buying and selling all types of goods. Some Meat Markets, particularly those on the outskirts of town, can span several blocks, while others may occupy a single alley. Regardless of how big or small the Meat Market, the discerning PC can pick up most standard goods, as well as the following items without much difficulty.

The intrepid adventurer can also find buyers for most of the items listed below at the Meatlandian Meat Market. Merchants will typically pay one-quarter to one-half the listed amount for any given item.

Item	Cost	Item	Cost
Blessed Blood	2,000 gp	Meat Mech	200,000 gp base*
Blood (regular)	10 gp/gallon	Meat Monster	50,000 gp base*
Body, Human/ Demihuman	600 gp	Meat Murder	7,500 gp
Body, Kaldane	800 gp	Meat Shield	1,200 gp
Bone Helm	6,000 gp	Meatimal	5,000 gp base*
Bucket of Worms	40 gp	Medicinal Meat	400 gp
Enchanted Entrails	4,000 gp	Mundane limbs	80 gp
Enhanced limbs	80gp + 100 gp/spell level	Mundane organs	220 gp
Enhanced organs	220 gp + 100 gp/spell level	Pound of Flesh	5gp
Extra Eyes	800 gp	Rykor (9 STR, 9 DEX)	100 gp, + 60 gp per add'l point up to 18
Flesh Golem	50,000 gp base*	Rumor/Tip (Roll on Meatlandia Rumors Table)	5 gp
Healing	100 gp/1d6 hp	Shrunken Head	2,000 gp
Lizard Limbs	2,000 gp	Worm Honeydew	400 gp
	200 gp	Worm Organs	2,000 gp
Magician's Head	10,000 gp + 200 gp/spell level	Zombie	1,250 gp
Meat Man Transmutation	500 gp + 100 gp per spell level. Permanent transmutations must include an additional 600 gp for the 6th level <i>Permanence</i> spell.		

\* Add 100gp per spell level for each Meat Magic enchantment added.

# Factions of Meatlandia

## *The Meat Lord*

Rumors around Meatlandia claim that the Meat Lord has lost a significant amount of his power with the coming of the Chaos Storms and that this is why the other houses have been able to gain some traction, no matter how small, against him. Other rumors suggest that he has simply grown bored with the human population and his greater designs on harnessing the power of the Chaos Gods once they reach the surface. Either way, all agree that he is harsh, vengeful, and completely unconcerned with human life.

The Meat Lord takes himself very seriously and expects that everyone else should do the same. He is not one to engage in arguments, or discussions at all for that matter, and will usually prefer to have people vivisected for use in his Meat Mechs or Meat Men than find out what they want or why they are bothering him. If he is encountered in a particularly welcoming or forgiving mood, he may offer capable adventurers an opportunity to serve him, otherwise he will probably just melt them down into quivering piles of flesh.

The Meat Lord's minions are typically Meat Mages or warriors with significant Meat Man enhancements. They are always Lawful.

His followers will usually travel in groups of 4-24, with larger contingents available to quell protests, subdue rivals, and manage large crowds. In all the areas of Meatlandia under the Meat Lord's direct control, it can be assumed that a force of his men is always within 10 minutes away.

The Meat Lord is accompanied at all times by two Flesh Golems of his own creation. If encountered in public, the Meat Lord will also be accompanied by 4d4 men at arms—level 10 fighters—and 2d4 level 8 Meat Mages.

Most of the time, the Meat Lord remains within his opulent palace at the heart of the city. The Flesh Palace, as it is known, is the largest building (though not the tallest—that would be the Death Hand's Tower) in Meatlandia and is surrounded by 20 Meat Monster Guards and 4 Meat Mechs. Within its ornate walls, there are always a dozen Meat Men, 3 dozen men at arms—level 10 fighters—and a dozen level 8 Meat Mages. In addition, 3d4 greater and lesser nobles of Meatlandia can be found there at any time, each of which will be a level 6 or higher fighter with Meat Man transmutations.

The Meat Lord prefers to attack using his magic. His primary attack move will be to cast one of each of the following spells: *Death Spell*, *Blubber Bomb*, *Desiccation*

The Meat Lord is a **14th Level Lawful Meat Mage** with considerable Meat Magic upgrades and in Stage 2 of Worm Metamorphosis. Anyone foolish enough to confront him personally will find that he has the following stats:

AC 3[16] (can only be hit by magic weapons), HP 66, Att 1 x fetid meat staff (1d6+4, causes flesh to decompose on a roll of 19-20: 1d6+1 damage/round until death—may be reversed with a cure disease spell) or 1 x acid breath (3d6) or 1 x bite (5) or by spell, THAC0 12[+7], SV D8 W9 P8 B11 S8, STR 17 (+2), INT 18 (+3), WIS 18 (+3), DEX 13 (+1), CON 18 (+3), CHA 15 (+2), Items ring of protection +1, fetid meat staff

If the Meat Lord is reduced to below 10 hp, his Alter Molecular Structure: gas Contingency will trigger—he will become a cloud of gas and flee.

**Spells:** *Alter Vital Organs(1), Bony Body Armor(1), Genetic Growth(1), Mutate Self(1), Acid Breath(2), Additional Appendage(2), Blubber Bomb(2), Fleshmeld(2), Anthropomorphism(3), Fleshplate(3), Fuse Bone(3), Incorporation(3), Desiccation(4), Fleshsculpting(4), Polymorph Other(4), Vivify(4), Animate Dead(5), Clone(5), Create Monster(5), Death Spell(6), Permanence(6), Pandemic(6)*

**Meat Man Transmutations:** Acid Breath (3d6), Bony Body Armor (AC 3[16]) Recombine DNA (+2 STR, +2 CON, +2 INT, +2 WIS), Contingency (*Alter Molecular Structure*: gas when hp is below 10), Supernatural Structure.

**Worm Metamorphoses:** Voice becomes hoarse whisper, but character can use ventriloquism once per day; Has fangs instead of teeth and breath is visible, reeking cloud.





## Sir Bragoln, Chief Magistrate of Meatlandia

Just as the Meat Lord is the ultimate ruler of the city, Sir Bragoln is Meatlandia's greatest terror and the curator of all its laws. As the Chief of the Meat Lord's police, Sir Bragoln enforces the Meat Lord's will with a ruthless precision. He will gladly execute any who are in direct opposition to his master and will imprison or torture those who refuse to swear their fealty. Sir Bragoln is incorruptible and cannot be dissuaded from his duties, even at the risk of death.

Though he is universally feared throughout Meatlandia, Sir Bragoln wishes more than anything else to find unconditional love. He is especially fond of Halflings and will try to seduce any Halfling with a CHA of 11 or more (male or female). If he succeeds in his courtship, he will do anything within his power, outside of directly opposing his master, to maintain the relationship. If he is ever rebuffed, he will be single-minded in his pursuit of revenge.

There is a rumor among the Rust Knights that Sir Bragoln has a secret cache of super high-caliber brains taken from his most intelligent and capable victims over the last dozen or so years. It is not clear whether he ever intends to use them.

Sir Bragoln will fight with almost any weapon but prefers to use his weaponized snake. It is a four foot long black asp with enhanced venom. One bite from its savage fangs is always fatal.

Sir Bragoln is typically accompanied by 5-10 of the Meat Lord's elite infantry and will often (50% of the time) also be joined by two seventh level Meat Mages piloting Meat Mechs.



Sir Bragoln is a **14th level Lawful Fighter with considerable Meat Magic upgrades.** He has the following stats:

**AC** -1[20] (plate, can only be hit by magic weapons), **HP** 80, **Att** 3 x weaponized snake (1d6+3 Considered a bite on a roll of 18, 19, or 20, which is fatal) or 3 x incorporated flail (1d6+5), **THACO** 7[+12], **SV** D4, W5, P6, B5, S8, **STR** 18 (+3), **INT** 17 (+2), **WIS** 13 (+1), **DEX** 18 (+3), **CON** 18 (+3), **CHA** 11, **Items** weaponized snake

**Meat Man Transmutations:** Sensory Metamorphosis (sight, hearing), Desecrate Flesh, Incorporation (flail), Haste, Recombine DNA (+2 STR, +2 DEX, +2 CON), Supernatural Structure.



## Z the Redeemer

**R**umors abound of the terrifying creature that the Meat Lord sends against his most hated enemies—tales of a half-human beast of unimaginable strength that will stop at nothing to reach its murderous goals. Though very few in the city have ever seen The Redeemer and lived, the tales are not untrue: the Meat Lord long ago used his dark magics to create this ultimate beast of destruction and, whether it was human or creature first, it now possesses the most terrible aspects of both.

Z is a towering behemoth, over a dozen feet tall when standing at full height, and his horrific visage is enough to strike fear into the most stalwart warrior. His grotesque, mangled face is a mass of eyes and gnarled teeth; his torso a seething collection of misshapen limbs, arms, and tentacles,

The Redeemer is motivated purely by a desire to cause pain and suffering and will not hesitate to destroy all living things that it comes across. The only people in the whole of Meatlandia that it will refuse to attack are the Meat Lord himself and his family. Even Sir Bragoln is not safe from its thirst for blood. However, he does know of the

The Redeemer is a **Level 12 Chaotic Meat Man** with the following stats:

AC 5[14], HP 171, Att 1 x bony weapon (3d6+3), 2 x tentacle (1d4+3, entangle on 19+), 1 x claw (2d6+3), and 1 x bite (2d4), THACO 9[+11], SV D6, W7, P8, B8, S10, STR 18 (+3), INT 9, WIS 8, DEX 11, CON 18 (+3), CHA 1 (-3)

If the Redeemer is killed, its Explosive Death Contingency will be triggered, inflicting 5d6 damage to all within 10'.

**Meat Man Transmutations:** Bony Body Armor, Chameleon, Genetic Growth, Mutate Others (6', +6 STR), Sensory Metamorphosis (Sight, Hearing, Smell), Additional Appendage (Tentacles), Fleshmeld (Crab Claws), Fleshsulpting, Recombine DNA (+2 CON), Contingency (*Explosive Death* upon death), Supernatural Fleshmeld (Demonic Eyes: **save vs. spell** or confused for 3d4 rounds).

Redeemer's one weakness—an irrational fear of water—and will employ it to stop the creature if he must. If Z is ever covered entirely in water, he will be stunned for one round and then will make all checks and rolls at - 5 for the next 10 rounds. He will never pursue victims through a body of water.

## Andrejia Vetch

**T**wo hundred years ago, when she was just a child, Andrejia Vetch lost both of her parents to a fire that also consumed their meager house and left her a homeless orphan in the street. However, she showed a remarkable talent for Meat Magic and, after a brief stint of hunting the White Worms beneath the city and consuming copious amounts of their honeydew, Andrejia Vetch became known as one of the great Meat Mages of Meatlandia.

Through her outrageous experiments and complete disdain for human dignity, Andrejia Vetch soon attracted the notice of the Meat Lord, who wished to find out more about this renegade Meat Mage whose powers dwarfed all but his own. For a brief time, Andrejia Vetch and the Meat Lord were friends and, some say, perhaps more than that. However, her desire for power and disdain for even the Meat Lord's meager sympathies toward others drove a wedge between them and they eventually parted under inauspicious circumstances.

None can say exactly why the Meat Lord chose to let Andrejia Vetch live, for it has always been his tendency to dispose of estranged friends and potential rivals alike—both of which she became upon their parting. Perhaps it was out of some deep-seeded sense of respect for her work—the magical experiments that even he was afraid to attempt, perhaps it was out of fear for that which she was truly capable, or perhaps it was something more personal.

Andrejia Vetch has been operating within Meatlandia with the Meat Lord's implicit blessing for half a century. Though she has not yet thrown her hat into the ring, it can only be a matter of time before she, like the Rust Lord and the Death's Hand, makes a play of her own for the Meat Lord's throne.



Andrejia Vetch is a **12th Level Chaotic Meat Mage in Stage 4 of Worm Metamorphosis**. She has the following stats:

**AC** 4[15], **HP** 36, **Att** 1 x dagger (1d4) or 1 x poison tongue (1 + **save vs. poison** or -4 to all rolls) or spell, **THAC0** 14[+5], **SV** D8 W9 P8 B11 S4, **STR** 10, **INT** 18 (+3), **WIS** 15 (+1), **DEX** 15 (+1), **CON** 11, **CHA** 3 (-3), **Items** ring of protection +4

**Spells:** *Blood Bath*(1), *Chameleon*(1), *Charm Person*(1), *Read Magic*(1), *Acid Breath*(2), *ESP*(2), *Flesh of my Flesh*(2), *Laceration*(2), *Blindness*(3), *Fleshplate*(3), *Melting Flesh*(3), *Disarm*(4), *Fleshsculpting*(4), *Leech*(4), *Cloudkill*(5), *Create Monster*(5), *Wall of Death*(5), *Absorb Other*(6), *Stone to Flesh*(6)

**Meat Man Transmutations:** None.

Andrejia Vetch despises the idea of using Meat Magic on herself.

**Worm Metamorphoses:** Worm's eyes (See in the dark); Skin is cold and clammy to the touch (1/2 damage from all cold-based attacks); Tongue becomes very long and injects poison; Magic Resistance: +4 to **saves vs. spell** and magic bonuses for weapons do not apply.

# The Rust Lord

**T**he Rust Lord is the primary challenger for the Meat Lord's position and his followers, the Rust Knights, are engaged in a shadow war with the followers of the Meat Lord. The Rust Lord himself is a powerful follower of Law, dedicated to the realm of decay and rebirth. These tenets, which are tied closely to the natural cycle of life, stand in direct opposition to Meat Magic and he has sworn to combat the dark arts until his dying breath.

Together with his dedicated followers, the Rust Lord has secured the Eastern portion of the city. His doctrine of fairness and justice has been well-received by the oppressed people of Meatlandia and, though few Meatlandians would dare say so openly, his influence and popularity are spreading.

Tales are told that the Rust Lord's one true love, a lovely maiden named Cecelia from the village of Glenorchy, became terribly ill not too long ago. In a moment of weakness, he offered the Meat Lord an armistice if he would help her. The Meat Lord assented and the Rust Lord brought his love to the Flesh Palace, where he left her with his greatest enemy. Whether the Meat Lord healed her or not, none can say for sure, but it is certain that the Rust Lord never saw Cecelia again, the armistice was broken, and the two parts of the city have been at war ever since. However, Rust Knights will dispute the truth of this rumor and will reject with great indignity the very idea that the Rust Lord would ever compromise his beliefs in such a way.

The Rust Lord is always recruiting new members for his army and welcomes adventurers who are Lawful and noble.

All followers of the Rust Lord receive an enchanted Rust Mace, which will cause any metal it strikes to rust.



The Rust Lord is a **14th Level Lawful Rust Knight** and is always accompanied by 2d4 Fighters of level 5-10 (4+1d6) equipped with Rust Maces and Plate Mail armor. The Rust Lord has the following stats:

AC 1[18] (plate), HP 50, Att 1 x rust mace (1d8+8), THAC0 2[+17], SV D4 W5 P6 B5 S8, STR 14 (+1), INT 15 (+2), WIS 17 (+3), DEX 12 (+1), CON 11, CHA 14 (+1), Items rust mace +7

**Abilities:**

**Aura of Protection 10'**; **Protection from Chaos:** immune to all Chaos Magic; **Detect Chaos Magic 120'**; **Detect Evil 14 x** per day; **Fearless:** immune to all forms of fear.



## Sir Vileam Jonson

**T**he most dedicated and celebrated of all the Rust Knights, Sir Jonson is truly the Lancelot to the Rust Lord's Arthur. Though he has followed the Rust Lord for but a short time (Sir Jonson appeared suddenly in Meatlandia three years ago and does not remember from whence he came), he has taken to the teaching of the Rust Lord with an eager delight that has allowed him to climb quickly in the organization's ranks. This young Rust Knight is completely incorruptible and will always do that which is right, following his strict moral code, even it would mean his own death.

Though there are none in Meatlandia who know his past, tales abound of Sir Jonson's good deeds and he has become something of a folk hero and great celebrity—especially in the Eastern portion of the city. The citizenry can reel off dozens of accounts of how Sir Jonson saved whole families from deadly Chaos Storms, how he protected various Meatlandians from the unjust whims of Sir Bragoln and his men, how he scared off assassins from the Death's Hand, and other such feats of heroism.

Sir Jonson is a **5th level Lawful Rust Knight** with the following stats:

**AC** 1[18] (plate and shield), **HP** 41, **Att** 1 x rust mace (1d8+4), **THACO** 13[+6], **SV** D12, **W**13, **P**14, **B**15, **S**16, **STR** 17 (+2), **INT** 10, **WIS** 13 (+1), **DEX** 12, **CON** 15 (+1), **CHA** 17 (+2), **Items** rust mace +2

### Abilities:

**Aura of Protection** 10'; **Protection from Chaos**: +4 to all saves vs. Chaos Magic; **Detect Chaos Magic** 120'; **Detect Evil** 5 x per day; **Fearless**: immune to all forms of fear

Sir Jonson seems to be content in his role as local hero and champion of the people, though he wishes that he could remember anything at all from his missing past. He is haunted by questions as to his real identity, which may in part explain the fervor with which he throws himself into his duties. A man of honor and of dignity, Sir Jonson would never admit to his doubts and his sorrow, but they remain nonetheless.

## The Death's Hand

**N**o one knows the identity of the actual leader (or leaders) of the Death's Hand. Their agenda is also not entirely known, but it is apparent that they oppose both the Meat Lord and the Rust Lord and may be maneuvering for ultimate control of Meatlandia. The Death's Hand is located in a sinister tower in the northern part of the city, but few from outside the organization have ever entered the tower and lived.

Over the last six months, the Death's Hand has waged an aggressive campaign of death, assassinating dozens of high-level officials, magistrates, and officers within the Meat Lord's organization. The Rust Lord has been more fortunate, but he too has lost men in mysterious manners during this period. Those few aristocrats who remain unaffiliated appear to be safe, for now, but a growing sense of fear and dread has spread throughout Meatlandia's upper class.

If they even know about the Death's Hand at all, the general population of Meatlandia are more or less ambivalent about the organization. It has never targeted normal civilians. For his part, the Meat Lord has tried to cover up and hide most of the murders, so that few even know about the impact that the Death's Hand has made. If they were to find out about these assassinations, most people would probably be ecstatic and would greet the Death's Hand as a Robin-Hood type of savior.

## Motar The Shadow

**T**hough little is known about the Death's Hand, some of its operatives have gained a measure of notoriety within certain criminal circles. Rare indeed is the Meatlandian assassin who has never heard of Motar the Shadow, the most notorious and productive of all the Death's Hand operatives. Rarer still are those who could accurately describe Motar or claim to have met the Shadow and lived. Rather, Motar the Shadow is a legend, a bogey-man or sorts, whose name strikes abject fear into all who hear it.



Motar the Shadow is a **9th level Chaotic Kaldane** with the following stats:

**AC** 2[17], **HP** 21, **Att** 1 x dagger (1d4 + save vs. **poison** or die) or spell, **THACO** 15[+4], **SV** D12, W13, P14, B15, S16, **STR** 9, **INT** 14 (+1), **WIS** 12, **DEX** 18 (+3), **CON** 11, **CHA** 7 (-1), **Items** circlet of protection +2

### Spells/Abilities:

**Climb as a spider**; **Hide** 9 in 12; **Mind Control** once per day (-2 to save), *Cause Fear* (1), *Command* (1), *Heat Metal* (2), *Silence 15' Radius* (2), *Cause Disease* (3), *Dispel Magic* (3), *Infect Poison* (4)

It is said that Motar the Shadow can walk through walls and can turn invisible at will. Some will tell you that he possesses powerful Meat Magic that allows him to change his face and body to resemble anyone he likes. Still others believe that he is not even of this world—that he is, as his name suggests, in fact a shadow. The truth, however, is much more mundane: Motar is a Kaldane from the warrens beneath Meatlandia. It finds great sport in the act of murder and has made a life among the humans mostly because it so thoroughly enjoys killing them. And if it can get paid handsomely by the Death's Hand to boot, all the better!

Although it owns several Rykors (both male and female), which it uses periodically to go out into public, Motar's preference is always to do its work unmounted. It is always armed with a silver dagger coated in poison and wears a circlet of protection. Other than these items, Motar is completely naked at all times, except when in disguise upon one of its Rykors.

# The Bardic Brotherhood

**T**he Bardic Brotherhood is a loose-knit organization of Bards, who are actively engaged in resisting the Meat Lord and his allies. Outlaws, they are hunted by the Meat Lord's army and will be killed if identified. They have been known to ally themselves with the Rust Lord, but he too is suspicious of them. The Death's Hand, which has no allies, is not openly hostile to the Bards, but several bards have been found dead under suspicious circumstances in recent months.

The Bards are heroes of the people and can generally rely upon the common man to aide them when in need. Likewise, they have made it their mission to protect the people from the Meat Lord and the debilitating effects of the worm honeydew and of Meat Man transmutations.

## Sugar Sam & Honey Ham

**L**ifelong friends, these two Bards are some of the more open and flamboyant recruiters for the Bardic Brotherhood. They operate out of the Northern part of the town, outside of

Sugar Sam is a **5th level Chaotic Raconteur Bard** with the following stats:

**AC** 4[15] (leather), **HP** 27, **Att** 1 x cat-o'-nine-tails (1d3) or 1 x magic shillelagh +3 (1d4+3) or 2 x throwing knives x 4 (1d4), **THAC0** 17[+2], **SV** D12, W13, P14, B15, S16, **STR** 9, **INT** 15 (+1), **WIS** 14 (+1) **DEX** 16 (+2), **CON** 13 (+1), **CHA** 16 (+2)

### Abilities:

**Unlikely Hero:** destroy enemies on sequential (1-4 or 4-1) result on 4d4;  
**Followers:** at any given time, Sugar Sam can call upon one or more of her many followers to help her. These people are exceedingly loyal and will do anything she asks of them. Roll 1d4+1 to see how many followers she can draw on at once;  
**Friendly:** +5 to all reaction rolls.

the Meat Lord's direct control, but often lead smaller raids into the Meat Lord's domain and will often travel there through the Kaldane Warrens beneath the city.

Sugar Sam is a year older than her friend and has always been the leader of the pair. She is more brazen, more outspoken, and much crazier than Honey Ham. She has never been in love but has many lovers in different parts of the city. Her greatest fear is that one day she will forget that she does not fall in love.

If a Bard can be considered demure, Honey Ham might fit that description. She prefers to leave audacity to her partner and would much rather rely on her natural charm and remarkable wit to achieve her goals. Honey Ham used to have a parrot, whom she loved more than anything else in the world, but he was killed by Sir Bragoln during a daring rooftop chase seven years ago. It goes without saying that she has sworn revenge upon the Magistrate and his lord.

Neither woman will use anything that has been touched by Meat Magic and will be openly hostile to Meat Mages. Although they will work with Meat Men, they will attempt (Sugar Sam much more belligerently than Honey Ham) to convince them to undergo rehabilitation.

Honey Ham is a **5th level Chaotic Nexus Bard** with the following stats:

**AC** 4[15] (leather), **HP** 21, **Att** 1 x longsword (1d8) or by spell, **THAC0** 17[+2], **SV** D12, W13, P14, B15, S16, **STR** 8, **INT** 16 (+2), **WIS** 13 (+1), **DEX** 14 (+1), **CON** 11, **CHA** 18 (+3)

### Spells/Abilities:

**Unlikely Hero:** destroy enemies on sequential (1-4 or 4-1) result on 4d4;  
**Treasure Hunter:** + 8 to all referee treasure rolls; **Summon Chaos Storm** 61%; **Adjust any roll by 1 once per day;** **Hunnic tax;** **Stored Chaos Magic:** Roll 1d20 for AC, Magic has opposite effect for 1d10 rounds, Everyone within 10' becomes invisible for 1d10 rounds, **Staunch:** +4 to saves for 2d12 hours, **Magic Missile Storm:** 1d20 magic missiles attack at random (1d4+1 damage)





## Our Lady of Sorrows

The city of Meatlandia, like all megacities, has developed an awareness of itself. Through the countless layers of magical detritus, psychic energy of millions of souls, and the billions of tons of wood, metal and stone in such close and unnatural proximity, Meatlandia has slowly learned not only about itself, but about those humans and institutions that inhabit it. In this way, the city has come to draw conclusions about its own interests and will do what it must to preserve and even grow itself.

Our Lady of Sorrows is the physical manifestation of the city. Though she often

looks human, she can take any form that she wishes and will often be seen as a dog, a rat, or a raven. Our Lady of Sorrows is without conscience or remorse and will do whatever she can to protect the city or the city's interests—which sometimes means protecting particular people or institutions.

Though none know of her true nature, there have been reports and sightings of her around the city and the common people know of her as a local bogeyman. Several of the more sinister type have taken to worshipping her as a goddess and have banded together into a loose cult. Though she never directly addresses them, Our Lady of Sorrows will manipulate them into helping her.



## Beneath the City

**M**any unsavory people have set up traps in the tunnels, and there are armed leaders and renegade meat men with small armies preying upon unwary adventurers. Many of the refugees of Meatlandia also end up in grueling work camps down here.

Due to the rampant Chaos Storms, these tunnels are always changing.

Though they move around, shifted by Chaos Magic and new tunnels carved out by huge worms, these are some of the chambers that will often be found.

### THE FETID AUGURY

In a deep chamber in a dark cave far beneath the earth's mantle is a room that glows with quartz rocks. Should a PC put touch their tongue to any part of the rock, they may ask it a True Question. One question will be answered with supernatural accuracy but at a price.

They now have a *geas*: A worm crawls through the stone into their mouth and up into their head. It is slow and heavy and will take 3d4 days (each die is rolled when the previous one expires) to reach their brain.

If they perform one great act in service of the Chaos Gods before the worm reaches their brain it will dissolve, doing no further harm.

If they fail to achieve the quest, their extremities turn into worms, stretching until they fall off. Arms and legs stretch into bigger worms, pulling themselves from the sockets and crawling off into the darkness. Their torso molts and the biggest worm of all crawls out and away toward shadows. Finally their head splits open and a thousand tiny maggots fall out. Most will die within an hour but 1d100 survive. They will grow and seek out the mouths and brains of lawful characters.

### THE EARTH FOUNTAIN

A mini geyser of loamy rich soil flows from a hole in the center of the room. The first person, if anyone, to taste the earth will gain the power to commune with mundane worms for the next year. (Worms can't communicate very well, but they can indicate where food, water, and threats are) This effect will be noticed immediately.

The second person will cause *Melting Flesh* as per the spell on the next person they lay their hands on. This effect will be learned upon touch.

Anyone else who tastes the fountain will have dirt in their mouth and nothing else.

### THE BLACK & WHITE ROOM

Deep in the earth is a room that is small and round, almost completely empty. A successful search will reveal sparkling silver in the corner. The silver is real but the room is a trick. Stepping into the room will set off a trap. A successful **save vs. spell** means nothing happens and the 1d20 silver bars can be dug from the earth.

A fail and instantly all color in the PC's body, clothes, and equipment will be sucked away. Sunlight will return color, but while black and white the PC loses 1 hp per hour.

The entity that drains the color and restores the silver is currently unknown.

### ALCOVE OF SUSURRATION

A small alcove with a dingy, hard to see mural of a woman reading a book at the back. It is dusty and must be wiped clear to be revealed.

If a book is read (at least one page) the character's INT score goes up by 1, permanently. This only works for the first reader.

All spoken communication **MUST** be in whispers. Speaking in a normal voice causes 1 hp of damage per syllable.

### BUBBLES ROOM

There is nothing in this room, but for the first 5 seconds of peering in, each character will think they see scared kittens floating in bubbles, rising from the ground and disappearing into the ceiling.

### SNOW GLOBE

This circular room deep beneath the earth is always snowing and there is always a fresh foot of snow on the ground. Some of the few who have been to this room say it is a portal to a world of ice and snow, but that is still unproven.

# Magic Items

**A**s stated elsewhere, magic is very common in Meatlandia. Some of the more common magic items that you may encounter, and those which you may even be able to purchase in the Meat Markets or from wandering Meat Mages are given below.

## BLESSED BLOOD

Usually taken in liquid form, the Blessed Blood will temporarily boost the physical abilities of those who ingest it. Upon drinking the Blessed Blood, characters may add 1d6 to their STR, DEX, and CON scores for the next 24 hours. Once the Blessed Blood wears off, the person who consumed it must **make a CON Check at -1** or be infected with a blood-borne pathogen: -1d4 to STR, DEX, and CON for the next 72 hours. Blessed Blood is always derived from humans.

Value: 1,250 gp

## BONE HELM

This awesome looking helmet is crafted from the skull of some sad but really mean looking animal. Common Bone Helms include rams, boars, bears, and lions. The owner of the Bone Helm can instantly turn into the creature that the skull originally belonged to. So, if you had the ram's Bone Helm, you could turn into a ram at will.

In addition, Bone Helms are impressive and will make your enemies respect you for being so awesome. Bone Helm grants a +1 to all reaction rolls.

Value: 3,000 gp



## ENCHANTED ENTRAILS

The Enchanted Entrails will allow the user to foresee the future. Once per day, the owner of the Enchanted Entrails will be able to ask them a question before spreading the entrails upon the ground before themselves. The Entrails will always answer truthfully, but may be somewhat cryptic.

Value: 2,500 gp



## EXTRA EYES

These are disembodied eyes—usually human—that are imbued with a particularly awesome power: their owner can place them anywhere and then see out of them, even if they are miles away! To attenuate the eyes to oneself, all the owner must do is stick them in their mouth for at least one minute. After that, they will be able to see out of the eyes just as if they were their own.

Value: 500 gp

## LIZARD LIMBS

Lizard Limbs have become quite popular with the adventuring classes and Meat Men alike. They come in especially handy when one wakes up after a night of drinking to discover that his modified arm or leg has been hacked off and taken to the Meat Markets. They are also useful for replacing limbs that have been bitten off by Chaos Worms and the like.

The Lizard Limb is small, usually the size of a regular lizard's leg. Once attached to a bloody stump, however, the limb will grow at a rate of about one inch per day until it is full-sized. The limb will be similar to the original limb, but will have a STR and DEX at 2 less than the character's other limbs.

Value: 1,200 gp

## MEAT MURDER

In Meatlandia, sometimes eating meat really is murder! If you possess the Meat Murder, all you need to do is get a drop of your victim/enemy/target's blood on your chunk of the Meat Murder. Then, after you pop it in your mouth and eat the whole thing, your victim/enemy/target must **save vs. death** or die! If they succeed, they will take 3d6 damage.

Value: 5,000 gp

## MEAT SHIELD

Literally a shield made out of meat. It is magically enchanted to always block attacks against its owner. The shield will have 3d6 hp and will always absorb hp damage until destroyed.

Value: 700 gp



## MEDICINAL MEAT

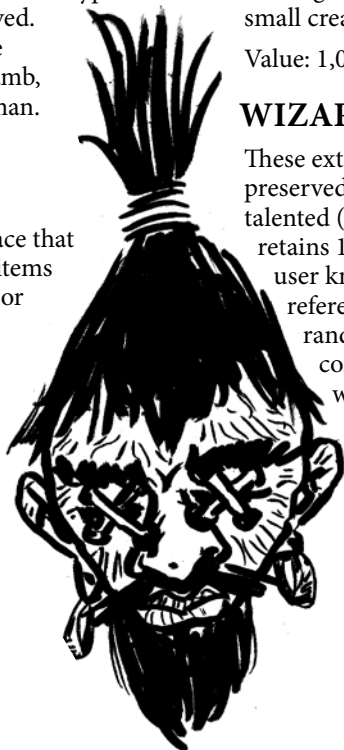
Small chunks of raw flesh that have been imbued with magical curative powers. Once consumed, the meat will heal 2d6 hp and cure any illness. However, the person who consumes the meat **must make a CON check at -1** or be consumed with the urge to eat raw (and preferably live) flesh. The urge is permanent and there will always be a preference for meat of the same type as the Medicinal Meat was derived. Roll 1d6 to determine the type: 1. Rat, 2. Pork, 3. Lamb, 4. Horses, 5. Dogs, 6. Human.

Value: 200 gp

## RUST MACE

The Rust Mace is a +1 Mace that will destroy any metallic items that it strikes. Enchanted or otherwise magical items may **make a save vs. disintegration** (14+ any magical modifiers) but all other items will rust away immediately. The Rust Mace inflicts 1d8+1 damage.

Value: 1,500 gp



## TONGUE OF TONGUES

When the owner of the Tongue of Tongues places it in their mouth, they may instantly speak and be understood in any language. However, the tongue will naturally make it sound like they are speaking with a mouth full of food, so it can be a little distracting (and can sometimes be considered rude). For this reason, the most valuable Tongues of Tongues come from Halflings or other small creatures.

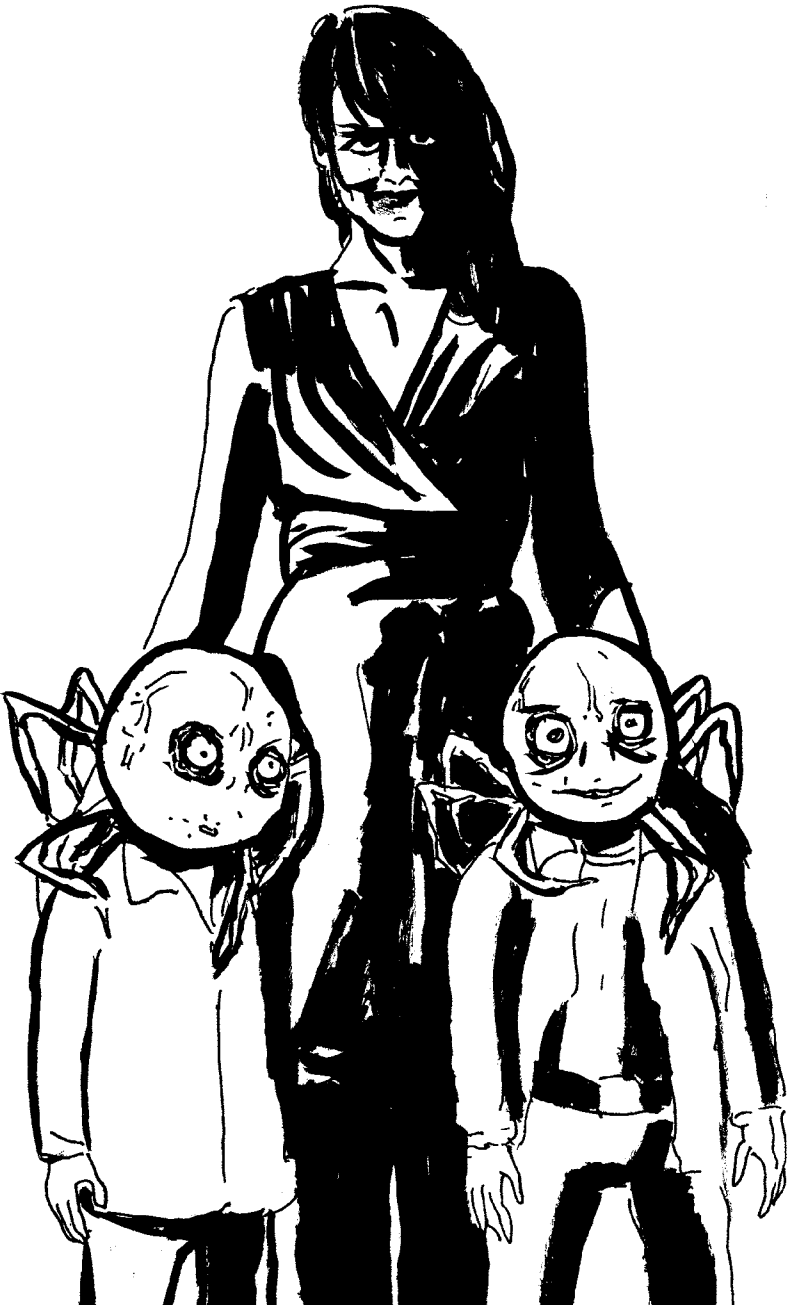
Value: 1,000 gp

## WIZARD'S HEAD

These extremely rare items are the shrunken preserved and magically animated heads of talented (deceased) magic users. Each head retains 1d6 spells that the former magic user knew when they were alive. The referee may choose the spells, or roll randomly. The owner of the head can compel the head to utter the magic words to cast each spell once.

Value: 5,000+ gp

# *Bestiary*



# CHAOS WORM

No one knows how many of these great worms exist, nor from whence they come, but it is known that they burrow slowly from the center of the earth on their way to the surface, where they will wreak havoc and destruction.

At this point, some Chaos Worms have begun to emerge, demolishing whole cities, levelling mountains, draining seas, etc. Before they come and for a long while after they have left, Chaos Storms will circle around the area, disrupting all life in the area. Some who are insane or suicidal may even seek out these storms before the worms themselves emerge.

The size of the Chaos Worms varies from relatively small (20 feet across and 100 feet or so long) to the truly gargantuan (up to a mile across and 3-4 leagues in length). *Stats are given for the smaller worms, scale accordingly for the bigger types.*

**Armor Class** 6 [13]

**Hit Dice** 16 (77 hp)

**Attacks** 1 x bite (2d8+special)

**THAC0** 4 [+15]

**Movement Rate** 60' (20')

**Saves** D4 W5 P6 B5 S8

**Morale** 10

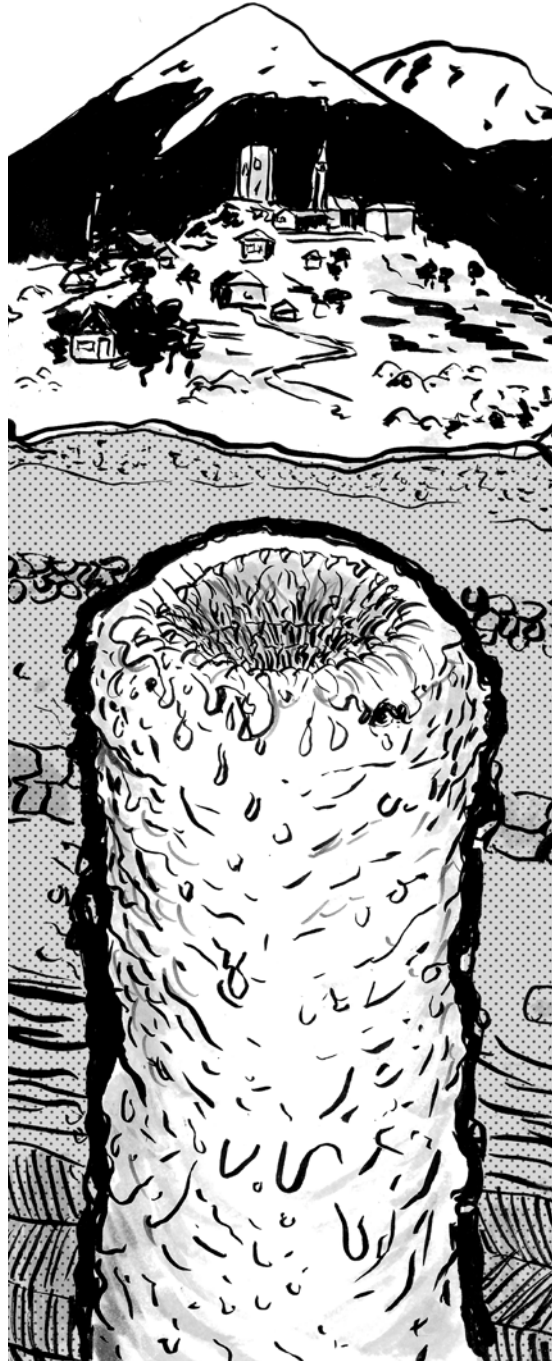
**Alignment** Chaotic

**XP Value** 2,300

**No. Appearing** 1

**Treasure Type** G

- **Swallow whole.** A bite attack roll of 20, or 4 or more than the target number required, indicates that a human-sized (or smaller) victim is swallowed. Inside the worm's belly: suffer 3d6 damage per round; may attack with sharp weapons at -4 to hit; body digested in 6 turns after death.
- **Chaos Storm.** 1d6 rounds after first appearing, the Chaos Worm's Chaos field will cause a Chaos Storm to appear around it, so roll for that too.



## DEATH'S HAND ASSASSIN

Becoming the most feared entity in Meatlandia is no mean feat, but the Death's Hand have earned their fearsome reputation. With nothing more than their bare hands and feet, Assassins can murder entire populations.

**Armor Class** 0 [19]

**Hit Dice** 5 (25 hp)

**Attacks** 2 x hands (1d8+3)

**THACO** 17 [+2]

**Movement Rate** 160' (53')

**Saves** D10, W11, P12, B13, S14

**Morale** 10

**Alignment** Chaotic

**XP Value** 250

**Number Appearing** 1d3

**Treasure Type** U

The Death's Hand Assassins have the following abilities.

- **Flying Kick.** Double damage, opponent saves vs. Paralysis or knocked to the ground.
- **Climb Walls.** The Assassin climbs any surface at 5 in 6 chance of success.
- **Mind Block.** Immune to mind-control and can completely shut out all forms of ESP, hold, slow, charm, quest, or geas spells. Sleep spells work normally upon them.
- **Missile Deflection.** The Assassin makes a **save vs. paralysis** to knock mundane bolts and arrows away it away.
- **Resistance.** Take only half damage (rounded down) from all spells, or one-quarter damage if their saving throw is successful.



## DEATHNAME WORM

There is one in every room in Meatlandia. They are invisible, intangible and mostly harmless. However, if a character ever mentions another character name in the exact same sentence as the word "worm" there is a 20% chance that 1d12 worms will materialize and attack both the sayer and the sayee.

**Armor Class** 9 [10]

**Hit Dice** 1hp

**Attacks** 1 x electrocution (1d6)

**THACO** 17 [+2]

**Movement Rate** 90' (30')

**Saves** D12, W13, P14, B15, S16

**Morale** 8

**Alignment** Chaotic

**Number Appearing** 1d12

**Treasure Type** Nil



## FLESH GOLEM

Flesh Golems serve as house servants, bodyguards, soldiers, and even laborers. They can be created by almost any capable high-level Meat Mage through the use of the spell *Create Monster* and can be found at almost any Meat Market. While quality and prices vary significantly, availability is never a problem.

A thriving black market has sprung up around the business of supplying pieces for Flesh Golem creation and unsavory entrepreneurs and adventurers can make a lucrative living out of supplying Meat Mages with fresh body parts for their creations. Typical prices range from 10-30 gp for a single limb and 100-200 gp for a whole intact body. Most Meat Mages in the business do not ask questions.

**Armor Class** 9 [10]

**Hit Dice** 10 (40hp)

**Attacks** 2 x punch (2d8)

**THACO** 10 [+9]

**Movement Rate** 90' (30')

**Saves** D6, W7, P8, B8, S10

**Morale** NA

**Alignment** Neutral

**XP Value** 550

**Number Appearing** 1 or more

**Treasure Type** Nil

- **Mindless Automaton.** The creator or owner of the Flesh Golem has complete control over it. Flesh Golems never need check for morale.
- **Immune to Normal Weapons.** Normal weapons will not harm the Flesh Golem, but magical weapons will. Most spells have no effect on them, but fire or cold-based spells will slow the golem by 50% for 2d6 rounds. Electrical attacks restore hp instead of dealing damage.



## KALDANE

Though rare in the city, Kaldane can be found throughout Meatlandia. Several work for the Death's Hand as thieves and assassins, while others form freelance gangs. Below the city, thousands of Kaldane can be found crawling through the warrens that crisscross the network of tunnels.

When above ground, Kaldane will typically ride upon Rykors and, when properly disguised, can only be identified on a 2 in 6. Below ground, they will almost certainly not be riding Rykors.

Collective in nature, Kaldane typically stick to large groups—especially in their subterranean warrens. Any group above 100 in number will feature a King Kaldane.

**Armor Class** 5[14]

**Hit Dice** 2 (3 hp)

**Attacks** 1 x dagger (1d4-2) or by spell

**THAC0** 19 [0]

**Movement Rate** 120(40')

**Saves** D11, W12, P14, B16, S15

**Morale** 6

**Alignment** Neutral

**XP Value** 30

**Number Appearing** 6d20

**Treasure Type** E (U)

- **Hide.** Kaldane not seated upon a Rykor can hide at a 6 in 12 chance of success.
- **Climb.** Kaldane not seated upon a Rykor can climb almost any surface without fail.
- **Mind Control.** Kaldane can Mind Control any sentient creature once per day. The Kaldane must make eye contact with the creature and they must be within 30 feet of each other. The act of mind control will be lost if the Kaldane is attacked during the process. The victim may **save vs. paralysis** to resist the effects.
- **King Kaldane.** Any warren of Kaldane with over 100 members will be led by a 12th level King Kaldane with 20 hp, -4 to saves vs. Mind Control power, and the following cleric spells:

*Darkness (1), Cause Fear (1), Hold Person (2), Silence 15' Radius (2), Cause Disease (3), Curse (3), Cause Serious Wounds (4), Speak With Plants (4), Insect Plague (5), Finger of Death (5)*



## MEAT MAN

Meat Man warriors are among the most terrifying of all Meatlandia's foes and make up the bulk of the Meat Lord's horrific armies. Meat Men are not an actual class; anyone hard-core enough can become a Meat Man. In fact, many of the greatest warriors and dignitaries in Meatlandia are Meat Men. Sir Club Hands, the Slayer of a Dozen Dragons? Meat Man. Lady Elsinore of the Many Ears? You get the picture.

Many adventurers save up fortunes to augment their bodies with Meat Magic. Some choose to get the augmentation temporarily, to help them through a particular challenge; others become permanently changed. Permanent transmutations require the use of the **Permanence** spell and are quite costly.

**Armor Class** 4 [15]

**Hit Dice** 3 (15 hp)

**Attacks** 1-4 x varies

**THACO** 15 [+4]

**Movement Rate** 120' (40')

**Saves** D10 W11 P12 B13 S14

**Morale** 7

**Alignment** Chaotic

**XP Value** 200

**No. Appearing** 1d6

**Treasure Type** R

- **Meat Man Transmutation Table** To quickly roll up an NPC Meat Man, roll 2d4 times on the following table. The list below is incomplete, however, and Meat Men are limited only by your imagination.

Result	Spell	Effects
1	Bony Fist (0)	+1d8 to punching damage
2	Alter Vital Organs (1)	1. Water breathing, 2. Breathe toxic gas, 3. Process poison, 4. Digest rancid food
3	Blood Bath (1)	Hot blood spray inflicts 1d4 damage/hp sacrificed
4	Bony Body Armor (1)	AC 4[15], +1 to all saves against attacks
5	Chameleon (1)	Hide: 5 in 6
6	Mutate Others (1)	+1d4 feet to height, +1 STR per foot (max 18)
7	Sensory Metamorphosis (1)	+4 to checks with 1. sight 2. hearing 3. smell 4. taste
8	Acid Breath (2)	Range: 10', +2 to hit, 3d6 damage
9	Additional Appendage (2)	1. arms (+1 attack) 2. legs (+50% movement) 3. tail (+1 DEX, +50% movement in water) 4. tentacles (+1 attack)
10	Bony Weapon (2)	+2 to hit, 2d6 damage
11	ESP (2)	Perceive and understand thoughts
12	Invisibility (2)	Turn invisible at will
13	Random Transmutation (2)	1. Mammal, 2. Fish, 3. Amphibian, 4. Reptile, 5. Bird, 6. Arthropod
14	Fleshplate (3)	2 hp damage resistance against all attacks
15	Haste (3)	Doubles movement, doubles attacks
16	Incorporation (3)	Absorb items into the body
17	Winged Growth	Fly with movement 360'
18	Recombine DNA (4)	+2 to 1. STR, 2. DEX, 3. CON, 4. INT, 5. WIS, 6. CHA
19	Contingency (6)	1. <i>Genetic Regeneration</i> upon losing a limb, 2. <i>Alter Environmental Structure</i> upon entering water, 3. <i>Animate Dead</i> upon death, 4. <i>Explosive Death</i> upon death
20	Supernatural Structure (6)	+4 to saves, +20 hp, can only be harmed by magic or magical weapons



## MEATIMAL

Meatlandia's most fashionable families always own at least one Meatimal—genetically augmented pets that double as servants and guardians. The typical Meatimal has the power of speech, as well as raised intelligence to enable it to interact with its masters, deliver messages, and introduce callers.

Meatimals are designed to be loyal to their masters and will never willfully betray them. However, Meatimals with an intelligence above 5 are capable of allying themselves with those who have defeated their masters.

The most likely animals to become meatimals are dogs, cats, and large birds, but any animal can be found among Meatlandia's elite. Meatimals are commonly created with breeding in mind and may be crossbred for generations to create completely new versions.

Meatimals are always created through a base combination of the spells *Anthropomorphism* and *Mental Metamorphosis* and will most likely have one or more of the transmutations on the *Meat Man Transmutation Table* (p. 74).

**Armor Class** 7 [12]

**Hit Dice** 1(5 hp)

**Attacks** 1-4 x varies

**THAC0** 19 [0]

**Movement Rate** 150' (50')

**Saves** D12, W13, P14, B15, S16

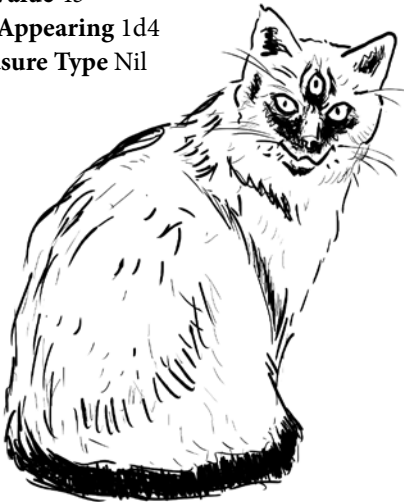
**Morale** 5

**Alignment** Neutral

**XP Value** 45

**No. Appearing** 1d4

**Treasure Type** Nil



## MEAT MECH

One of the Meat Lord's most powerful and dangerous weapons is his unique ability to shape Meat Mechs—great flesh vehicles crafted from the remains of his enemies. The greatest of these is the Meat Lord's personal mech: a twenty foot behemoth made from over one hundred vivified human bodies. While it is stronger and deadlier than any of his other mechs, the Meat Lord has at least twenty other Meat Mechs and deploys them without hesitation.

Meat Mechs are created through a combination of the spells *Fleshmeld* and *Create Monster* and will most likely have one or more of the transmutations on the *Meat Man Transmutation Table* (p. 74).

**Armor Class** 6 [13]

**Hit Dice** 14 (78 hp)

**Attacks** 2 x punch (3d8) or 1 x trample (5d6)

**THAC0** 10 [+9]

**Movement Rate** 90' (30')

**Saves** D11 W12 P11 B14 S12

**Morale** NA

**Alignment** NA

**XP Value** 2,300

**No. Appearing** 1

**Treasure Type** Nil

- **Flesh Vehicle.** The Meat Mech is magically animated, but is an unthinking object and must be controlled by a Meat Mage pilot using the fourth level spell **Vivify**.
- **Immune to Normal Weapons.** Normal weapons will not harm the Meat Mech, but magical weapons will. Most spells have no effect on them, but fire or cold-based spells will slow the Meat Mech by 50% for 2d6 rounds. Electrical attacks restore hp instead of dealing damage.

## MEAT MONSTER

Much less common than the Meat Men or Meatimals, Meat Monsters are magical creatures that have been modified by the Meat Mages of Meatlandia. These dangerous beasts serve the most wealthy and reckless of Meatlandia's elite and are feared by all who meet them. In almost every case, Meat Monsters are used primarily as bodyguards, enforcers, and killers.

Meat monsters vary greatly from one to the next—some are the more standard types of magical creatures that might be encountered in the wilderness: griffins, unicorns, trolls, and the like. Others are derived from rarer, and more dangerous, specimens like medusae or even dragons! Some Meat Monsters will look exactly like they did before the transmutation, while others will be greatly changed, therefore it is sometimes very difficult to distinguish between a Meat Monster and the more mundane type of magical beasts.

Most Meat Monsters are bound to their owners or creators through *Charm Monster* and cannot be turned against them.

Meat Monsters are highly dangerous and extremely rare, even within the city of Meatlandia. The costs for these creatures are extravagant, starting at 50,000 gp for even the most common kind of monster and upwards of 1,000,000 gp or more for ancient dragons.

To construct a meat monster, begin with the standard monster entry from your monster manual and roll or choose 2d4 transmutations from the *Meat Man Transmutation Table* (p. 74). Many Meat Monsters also feature the spells *Anthropomorphism* and *Mental Metamorphosis*.

**Armor Class** Varies

**Hit Dice** Varies

**Attacks** Varies

**THAC0** Varies

**Movement Rate** Varies

**Saves** Varies

**Morale** Varies

**Alignment** Varies

**XP Value** 400 greater than original monster

**No. Appearing** 1

**Treasure Type** Nil



## RYKOR

Rykor are mindless beasts that, either through breeding or magic, have become the body-like mounts of the Kaldane. Rykor resemble magnificent human bodies of either gender—but, where their heads should be, they have only a small feeding hole in the top of their stumpy necks. Kaldane mount the Rykor and extend small ganglia into the mouths, establishing a psychic connection and controlling the beasts as if they were their own bodies.

When not mount by a Kaldane, Rykors are completely docile and typically crawl about on all fours, blindly grazing for food.

**Armor Class** 9 [10]

**Hit Dice** 1 (4 hp)

**Attacks** None or by weapon if controlled by a Kaldane

**THAC0** NA

**Movement Rate** 120' (40')

**Saves** D13, W14, P15, B16, S17

**Morale** 6

**Alignment** Neutral

**XP Value** 10

**No. Appearing** 6d6

**Treasure Type** Nil

- **Ability Scores.** The Rykor have the following ability scores: INT 1, WIS 1, STR 3d6, DEX 3d4, CON 3d4, CHA 1

## WHITE WORM

The final stage of Meat Mage Metamorphosis: White Worms are eight to ten feet long and weigh over 500 pounds. These ungainly worms crawl mindlessly through the vast network of tunnels beneath the surface of the planet. They are omnivorous and cowardly and will flee in lieu of combat, though will fight vigorously to defend themselves if need be.

White Worms excrete a sweet honeydew from their abdomens which, when ingested, has the ability to create the magicality of the Meat Mage, enabling them to unlock the ability of magic. Their organs likewise are even more valuable.

**Armor Class** 9 [10]

**Hit Dice** 3+10 (24 hp)

**Attacks** 1 x bite (1d6 + 2)

**THAC0** 13 [+6]

**Movement Rate** 30' (10')

**Morale** 6

**Alignment** Neutral

**XP Value** 75

**No. Appearing** 1-4

**Treasure Type** L, S

- **Senses.** Detect Magic
- **Magic Resistance.** The Worms are +4 to saves vs. spell and magic bonuses to weapons do not apply.



# Legendary Encounters

**T**hese creatures are mythical and may not exist. If they are encountered, it will most likely coincide with the end of the world.

## COSMIC FISH

The people of Bloodville believe that planets infested with the conqueror worms are subsequently eaten by the cosmic fish. It flies through space and in some ages has been misidentified as a black hole. In its belly is perhaps oblivion or perhaps another universe entirely.

## GRAND WORLD WORM

Wise scholars have learned there is one worm who has always existed, will always exist. All other worms in the world spawn from this worm at the center of the world, at the center of all worlds. One day, it will wake from its slumber and consume the world from the inside.

## SIDEWAYS EMILY

Few tales are told of the shadowy, nebulous long-snouted badger-creature that rules the deep caverns of the earth, and the disembodied head she carries—a godling, a denizen of the deep, another Emily, or maybe just part of the strange creature. Worshipped by blind molemen, Emily lives in the shallow caves and tunnels pursuing her own nebulous agenda.

She has keen senses but poor eyesight. However, if she sees you she will track you down and kill you.

The way it works is this. When Sideways Emily sees you, roll 1d100. If you roll 1-90, she captures you and slays you. Should you survive, roll d100 again the next day. Now roll 91 or higher to stay alive. And so on. Remember: no known power can stop Sideways Emily, but Meatlandia is brimming with unknown powers too.

In deep dungeons, there is a 1% chance of encountering her per room visited. (By the 5th room, there is a 5 percent chance she will be in there.)





# Game Seeds

## THE SOCIETY FOR THE APPRECIATION OF MURDER

This secret society is made up of some of the most powerful elites from around Meatlandia. Priests, ministers, judges, bankers, and wealthy merchants all can be found within its ranks, as well as members of some of the most prestigious families in all the city. Though there are hundreds of members of this society, they operate in complete secrecy and there is no official record of their existence. The average Meatlander would only have a 5% chance to have even heard of the Society.

The Society for the Appreciation of Murder does not commit murders themselves. Rather they consider themselves to be aesthetes and patrons of the great artists of the field. Any murderer whose work is significantly artistic or creative will pique their interest and may find themselves approached by a member who wishes to sponsor their work. Likewise, some killers of less creative means, but with a significant enough body of work, may also arouse interest. However, the basic murders and killings of the city go unnoticed and actually serve as foundational evidence in the case for murder as an art form.

Adventures involving the Society for the Appreciation of Murder could either center around a hunt for one of their more notorious protégés or, if the party is sufficiently violent, an offer of patronage from one of the members of the Society.



## FLESH FACTORY FIASCO

Waking up after a night on the town, our heroes find themselves locked in the holding pen of a flesh factory. The other riffraff in there will quickly make it known where they are and what fate awaits them.

If the characters attempt to escape, they should find the Flesh Factory to be pretty well-stocked with soldiers and/or Flesh Golems. If they try to buy their way out, it might go a little easier. If they stay and accept their fate, they will be melted down to make Flesh Golems.

Conversely, PCs may be hired to “recruit” new meat for the flesh factories. This is only acceptable for chaotic characters.

If the idea of the flesh factory is too disturbing, you may want to have one of the PCs simply wake up missing an arm or a leg. This could motivate them to find it again, find a replacement, or just live as an amputee.

No matter what happens with the Flesh Factories, you should roll up a few Flesh Golems just for fun and probably a couple of Meat Men as well.

## THE HONEYDEW MARKET

Of all (above ground) places in the city of Meatlandia, perhaps the most dangerous is the market. Not only can the most valuable of all Meatlandian treasures, the honeydew of the white worm, be purchased, but the discriminating buyer should be able to find just about any illicit item they are looking for in this market—from simple contraband to items of dark power. With the wealth and sheer volume of business that happens here, there is also significant risk: cutpurses, murderers, and all manner of criminals can be found in the market, as well as creatures of an even worse kind.

The common consumer, one that wishes to buy mundane goods, is probably best served looking for a smaller market in a safer part of town. Braver souls may be approached to descend beneath the city to acquire more honeydew. It's a risky but lucrative proposition.

## A BRIDE FOR A KNIGHT

Beneath the city is a massive tunnel complex, a jumble of refugee camps, Kaldane warrens, and White Worm burrows. These tunnels, older by far than the city itself, are remnants of the last time the Chaos Gods came to the surface and are so massive and convoluted that none know their full extent.

Many adventurers make their fortune braving these dark warrens—for here is the priceless Worm Honeydew. But the dangers are manifold, and many who descend into the dreary depths are never seen again.

A lawful Rust Knight named Sir Jomson has just learned about how bad things really are for the refugees under the city. He will pay 1000 gp each for the adventurers to liberate some of them. He does this partly because his social conscience is well developed, and partly because he wants to marry a beautiful and young refugee to impress his peers.

Sir Jomson will accept up to 20 refugees into his service. There are indeed a pair of lovely young women hidden in the depths, but Marilla is currently owned by the brutal Gilbert (who is a level 6 Fighter) and Zespa is in an enclave owned by the Meat Lord himself.

## COMMUNE WITH THE WITCHES

A soft-spoken young woman enters Meatlandia. She subtly questions everyone about their ethics and loyalties. If they seem to not be evil, she admits that she needs aid protecting her small community, which is located on an island she calls Annalida. The island itself is a picture of harmony, except that it is beset by the former owners, Brambleisks, and people keep getting changed into shrubbery.

The Worm Witches of Annalida have been working to create experimental new societies. Many are in the anarcho-syndicalist tradition and the refugees that reach them are far happier and healthier than they've ever been. The refugees are not ruled by the witches and are encouraged to take direct action in their new communities. In theory it is perfect equality, and even in practice it is not far from it.

If the PCs accept the mission and are successful in protecting the witches, they will be offered permanent residency on the peaceful, beautiful Isle.



# Raconteur Posse

Roll 1d20

**1. Tomaz the Wanna-Be.** Level 1 Fighter: AC 7[12], HP 6, Att 1 x rusty sword (1d4), THACO 19[0], SV D12 W13 P14 B15 S16, STR 10, INT 5(-2), WIS 7(-1), DEX 9, CON 12, CHA 7(-1), ML 8

A young farmer who heard a prophecy and decided it was about him. (It wasn't.) He has a rusty sword he believes to be an Elder Blade. (It isn't.) But his delusions are so compelling that it is easy to believe he is a weapon of destiny.

**2. Gregor the Bear.** AC 4[15], HP 12, Att 1 x bite (1d8), 2 x claws (1d6), THACO 16[+3], SV D11 W12 P12 B13 S14, STR 16(+2), INT 5(-2), WIS 5(-2), DEX 15(+1), CON 14(+1), CHA 7(-1), ML 10

A startlingly polite polar bear. Was born in captivity and trained in circus acts but the troop was wiped out by a savage brambelisk. He understands basic common and will obey those it respects as Alpha.

**3. Luna the Fighter.** Level 4 Fighter: AC 3[16], HP 20, Att 1 x scimitar (1d8+1), THACO 18[+1], SV D10 W11 P12 B13 S14, STR 13(+1), INT 12, WIS 10, DEX 15(+1), CON 15(+1), CHA 8(-1), ML 11

A sardonic woman in elaborate silks. Former priestess of Chaos who renounced it all and made powerful enemies, she is a strong fighter, and a companion to capable enemies of Chaos.

**4. Frank The Ne'er Do Well.** Level 1d4 Thief: AC 5[14], HP 3d4+3, Att 1 x short sword (1d6+1), THACO 18[+1], SV D13 W14 P13 B16 S15, STR 13(+1), INT 9, WIS 13(+1), DEX 12, CON 13(+1), CHA 8(-1), ML 3

A strong warrior in heavy armor. Willing to accompany the PC as long as the pay is good and danger is minimal. But he doesn't like actual fighting (it's stolen armor and he doesn't know how to fight) and will flee instead of fighting.

**5. Beatrix the Visitor from Distant Lands.** Level 0 Normal Human: AC 9[10], HP 3, Att 1 x laser gun (2d6), THACO 19[0], SV D12 W13 P14 B15 S16, STR 15(+1), INT 11, WIS 9, DEX 12, CON 12, CHA 11, ML 8

An entirely average local, but something is a little odd: they use the wrong expressions, or don't have basic knowledge that everyone else does.

How distant? Roll 1d4: 1. Another country; 2. Another continent; 3. Another Dimension; 4. Another Planet

Regardless of where they are from, Beatrix will keep it secret and try their very hardest to fit in as a common adventurer.

**6. Jasper the Old Man.** Level 0 Magic User: AC 9[10], HP 4, Att 1 x Quarterstaff (1d4), THACO 19[0], SV D12 W13 P14 B15 S16, STR 9, INT 9, WIS 9, DEX 6(-1), CON 10, CHA 12, ML 10

A wise and mysterious wizard, chews betel nut and spits red patches everywhere. Tends to speak in aphorisms. As a young man and through middle age he never followed any of his dreams. Now his children are grown and his wife is dead. He is so eager to fit in with the "younger crowd" that he has invented the wizard persona to impress.

**7. Arashk the Parthian.** Level 5 Fighter: AC 1[18], HP 26, Att 1 x bow (1d6) or sword (1d8), THACO 17[+2], SV D10 W11 P12 B13 S14, STR 12, INT 15(+1), WIS 6(-1), DEX 9, CON 7(-1), CHA 11, ML 12

A horseman in baggy trousers who has a quiver at his waist and a long mustache on his face. One minute he was fighting the Romans, the next he was in a strange realm of magic. Has been in Meatlandia for 1d10 years.

**8. Asimaac the Mutant:** Level 1 Cleric: AC 9[10], HP 5, Att 1 x staff (1d4), THACO 19[0], SV D11 W12 P14 B16 S15, STR 15(+1), INT 12, WIS 10, DEX 11, CON 9, CHA 7(-1), ML 9

Shadow: AC 2[17], HD 5 (32hp), Att 1 (1d10), THACO 15[+4], SV D10 W11 P12 B13 S14

Corpulent and flutulent, he speaks with an acuity and confidence that belies his outward appearance. He blithely refers to being on a Quest of his own but will not elaborate. How he was mutated or if he was ever even human, he will not say. But Asimaac can animate his shadow to fight and all plants die within a meter radius of him.

**9. Fei Hung the Drunken Master.** Level 0 (sober) or level 4 (drunk) Fighter: AC 0[19]/9[10], HP 6/27, Att 1 x fist (1d4)/2 x fist (1d4), THACO 19[0]/17[+2], SV D13/10 W14/11 P15/12 B16/13 S17/14, STR 10, INT 11, WIS 7(-1), DEX 10, CON 16(+2), CHA 12, ML 4/10

A useless coward who will flee from the slightest sign of danger. He is funny though and has lots of good stories and useful tips for the area. If he gets drunk, though he prefers not to drink, he becomes unstoppable, a whirlwind of obliteration.

**10. War Golem.** AC -3[22], HD 8 (43hp), Att 1 x spear (1d12+3), THACO 12[+7], SV D10 W11 P12 B13 S14, STR 18(+3), INT 5(-2), WIS 3(-3), DEX 9, CON 17(+2), CHA 8, ML 12

Created from the very spirit of battle. Can look like any warrior and glows with a green nimbus. The War Golem will serve as long as it can fight/ kill. If more than 24 hours go by without it killing something, it will dissipate to nothingness.

**11. Greta the Witch.** Level 2 Magic User: AC 9[10], HP 4, Att 1 x dagger (1d4), THACO 19[0], SV D13 W14 P13 B16 S15, STR 12, INT 13(+1), WIS 11, DEX 9, CON 4(-2), CHA 14(+1), ML 7, Spells Charm Person, Sleep, Read Magic

She is beautiful and young utterly amoral. Will do anything for more worm honeydew. Anything.

Carries 1d4 Hallucinogen potions.

**12. Ajax and Craygax, the Twins.** Level 1 Fighters: AC 5[14], HP 8, Att 1 x claymore (1d10) THAC0 18[+1], SV D12 W13 P14 B15 S16, STR 14(+1), INT 11, WIS 14(+1), DEX 3(-3), CON 10, CHA 11, ML 10

These twin brothers are able warriors of Law. Each have the same skills as each other. They are a bit naïve but determined and capable warriors. They will follow anyone lawful who demonstrates even a modicum of leadership.

**13. The Doppelganger.** AC 5[14], HD 4 (22hp) Att 1 x weapon, THAC0 14[+3], SV D10 W11 P12 B13 S14, STR 10, INT 10, WIS 10, DEX 17(+2), CON 13(+1), CHA 14(+1), ML 8

It looks just like one of the others (roll d20 again) but it is a diabolical creature of Evil. The only hint as to the true nature of the doppelganger is in the mirror where its reflection is an obscure fuzzy shadow.

**14. Kelvin the Pie Man.** Level 1 Halfling: AC 8[11], HP 7, Att 1 x dagger (1d4-1), THAC0 18[+1], SV D8 W9 P10 B13 S12, STR 6(-1), INT 11, WIS 11, DEX 13(+1), CON 14(+1), CHA 6(-1), ML 6

He is a master chef who dreams of opening his own savory pie shop. His pies are so delicious that eating one gives +1 to morale and saves for 24 hours. If he gets enough money, he will leave to open his restaurant in the nearest town.

**15. Henchette the Henchwoman.** Level 0 Normal Human: AC 9[10], HP 3, Att 1 x club (1d4) THAC0 19[0], SV D12 W13 P14 B15 S16, STR 9, INT 8(-1), WIS 5(-2), DEX 15(+1), CON 14(+1), CHA 8(-1), ML 8

Will follow and serve in her weak way in exchange for a kind word and at least 1 meal per day. She is who she says she is.

**16. Patrel Danner the Necrowarrior.** Level 4 Fighter: AC 4[15], HP 32, Att 1 x bow (1d6+1), THAC0 16[+3] SV D10 W11 P12 B13 S14, STR 15(+1), INT 15(+1), WIS 12, DEX 9, CON 9, CHA 17(+2), ML 10

He uses Chaos to oppose Chaos, which no doubt will lead to difficult times ahead. If he kills an enemy with his bow, its body will rise up and serve him. His zombies fight as level 1 Fighters with d10 hp and do 1d6 damage.

**17. Slyth the Undercover God.** AC 1[18], HD 8 (43hp), Att 2 x hammer (1d8+3), THAC0 11[+8], SV D8 W9 P10 B11 S12, STR 18(+3), INT 18(+3), WIS 16(+2), DEX 7(-1), CON 18(+3), CHA 16(+2), ML 12

A bit over-eager, and a bit of an oversharer, Slyth comes across initially as an utter boor. There is something mysterious about him though and clever characters may guess he is a great wizard.

Slyth is a minor god of lizards, cutlery, and skulking. He has taken an avatar to better know the land and increase his influence. He will subtly suggest to the PC going to places with many of lizards or spoons. He will only stay for 1d20 days but when he leaves (if on good terms) there is a 20 percent chance of Divine Blessing for each party member:

Roll 1d6 (effect is permanent)

1. Commune with lizards. Only the power to communicate, no control is bestowed.
2. Can charm cutlery to make all food eaten with it especially delicious.
3. Gain 1 in 6 chance to move silently (or add 1 in 6 if you already have it).
4. Gain lizard tongue and a matching desire for insects. Rations are no longer strictly necessary.
5. Magic Chopsticks. Food eaten with these are cleansed of all disease and poison.
6. Roll again. If 1-5, take that result. If another 6 is improbably rolled, the PC becomes a ...

Were-Shadow Lizard. Once per month the PC can change into a terrible shadow lizard. Must be in full daylight, 85 degrees or hotter. (If direct sunlight is somehow impeded, the PC changes back to regular self and is stunned for 1d4 rounds.)

Shadow Lizard: AC -1(20), HP same as normal, Att 2 x bite (3d6), THAC0 normal -5 [normal +5], SV same as normal

**18. Zuste the Alchemist.** Level 2 Magic User: AC 9[10], HP 8, Att 1 x dagger (1d4), THAC0 19[0], SV D13 W14 P13 B16 S15, STR 11, INT 12, WIS 12, DEX 9, CON 13(+1), CHA 7(-1), ML 3, Spells Detect Magic, Protection from Evil

Bearded and big-bellied, Zuste can brew powerful potions including poisons, soporifics, and necromantic. Because of his obsession with collection, he travels very slowly, cutting the PC's travel time in half. If he takes even 1 hp of damage in battle, he will flee to the nearest settlement and never rejoin the adventurer again. He gives 1d6 potions of the player's choice per day.

**19. The Judge.** AC -1[20], HD 14 (82hp), Att 2 x iron staff (1d10+3), THAC0 6[+13], SV D6 W6 P7 B8 S9, STR 18(+3), INT 18(+3), WIS 12, DEX 14(+1), CON 18(+3), CHA 15(+1)

He is seven feet tall and completely bereft of body hair. Massive in frame, and enormously strong, his skin is so pale as to have almost no pigment.

He displays a preternatural breadth of knowledge and skills—paleontology, archaeology, linguistics, law, technical drawing, geology, chemistry, prestidigitation, and philosophy, to name a few. As long as the PC serves Chaos, and, equally importantly, murder, they will not die in the Judge's presence. If they are Lawful, he will do his utmost to corrupt them.

## 20. Various Parties

MOUNTAIN: Yeti Researchers; TOWN: Money Lenders; FOREST: Mushroom Pickers; SWAMP: Hydra Breeders; DESERT: Bounty Hunters; SEA: Avanc Worshipers; TUNDRA: Fox Rangers; PLAINS: Buffalo Shaman; JUNGLE: Hornbill Healers; VALLEY: War Refugees; DELTA: Rice Farmers

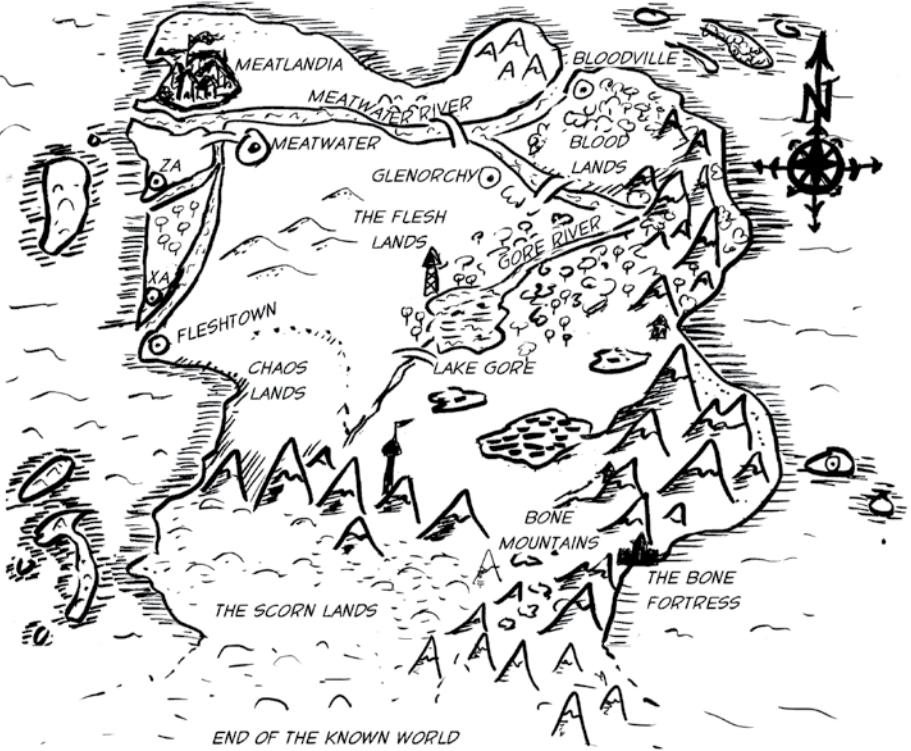
Depending on where the PC is, they now have a d12 strong group of level 0, obsessed academics to travel with.

They are who they say they are.



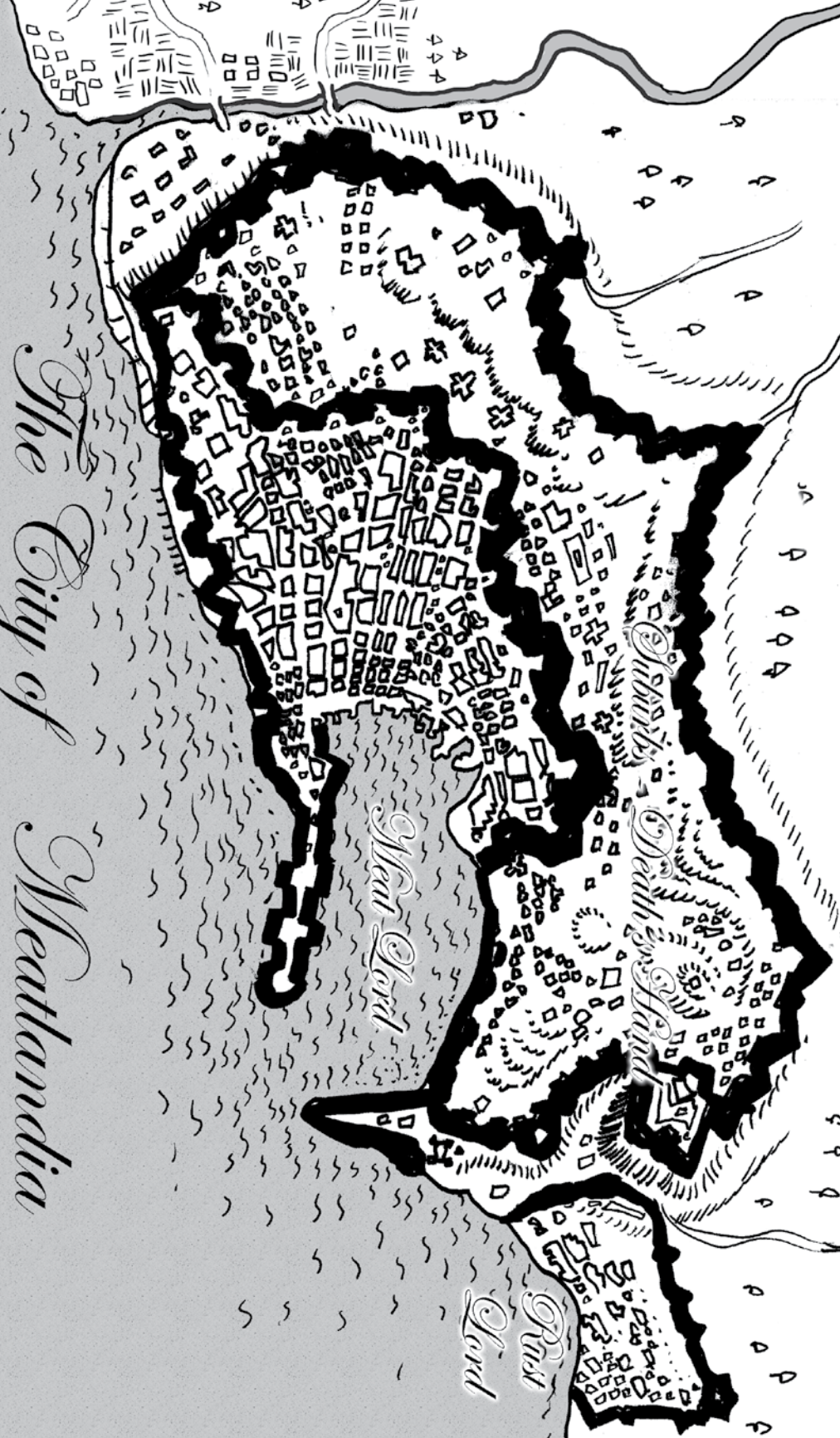
ANNALIDA

# The Kingdom of Meatlandia



CROSS SECTION OF THE EARTH SHOWING THE NETWORK OF TUNNELS FROM THE LAST COMING OF THE CHAOS GODS

*The City of Meatlantia*



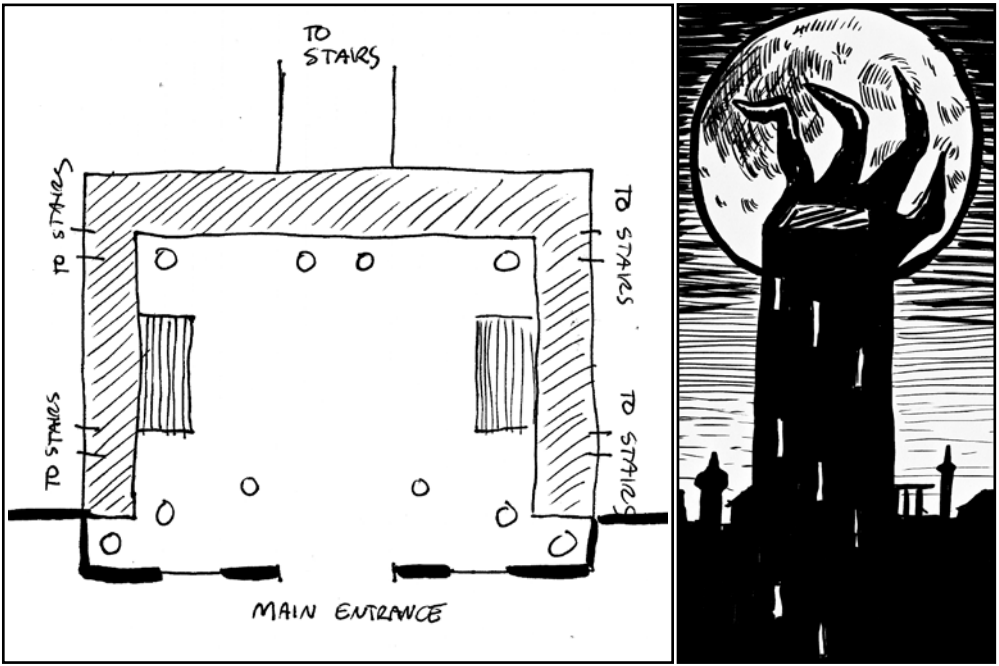
*West Port*

*River of Meatlantia*

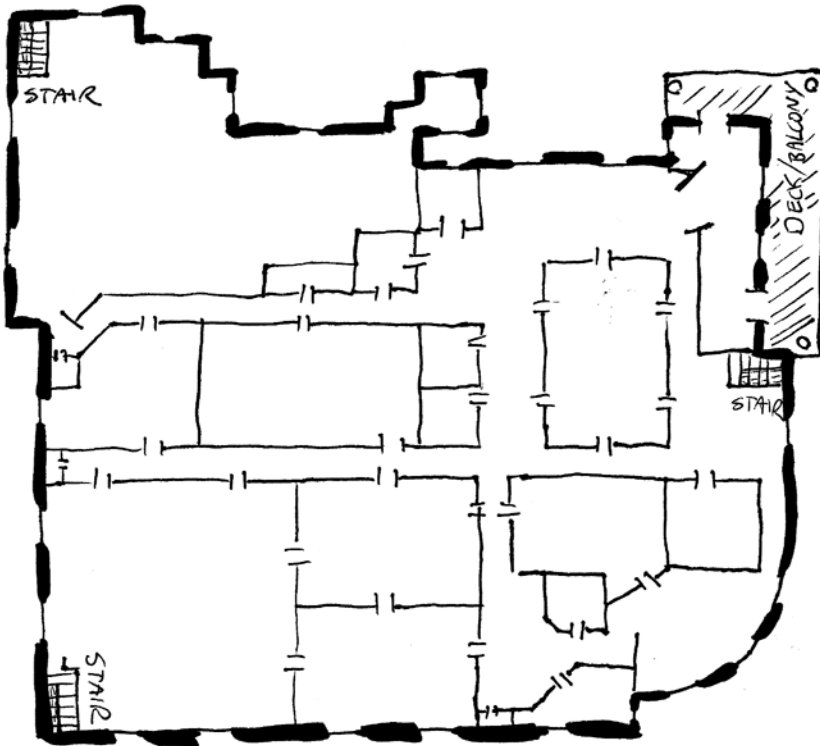
*North Port*

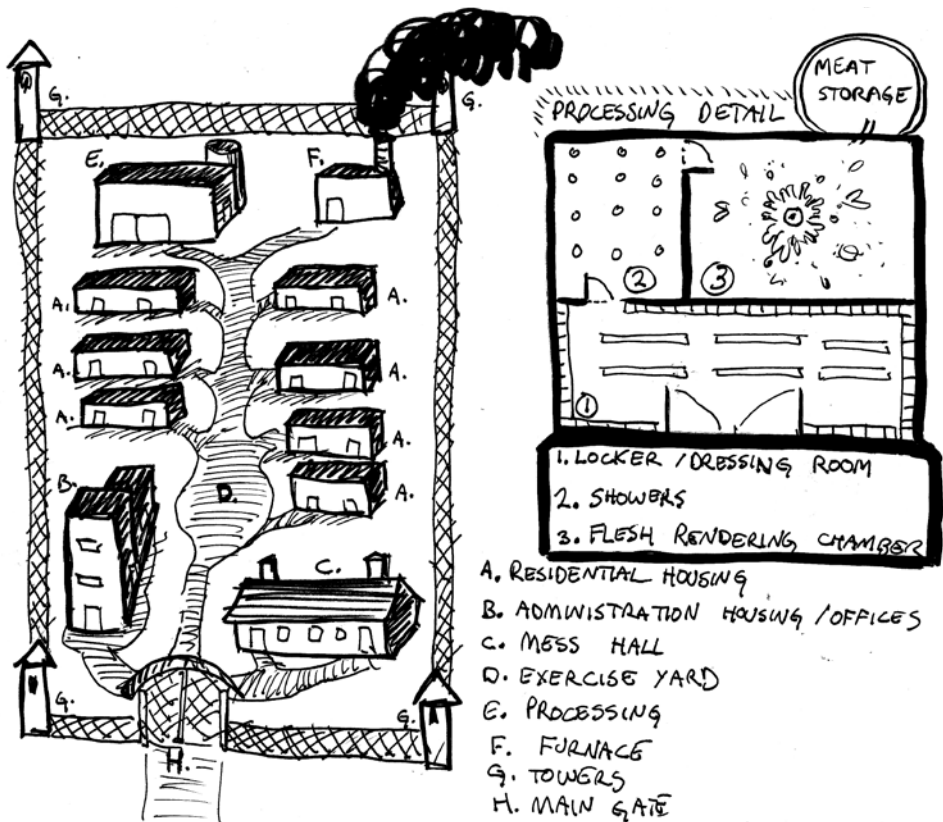
*South Port*

*East Port*

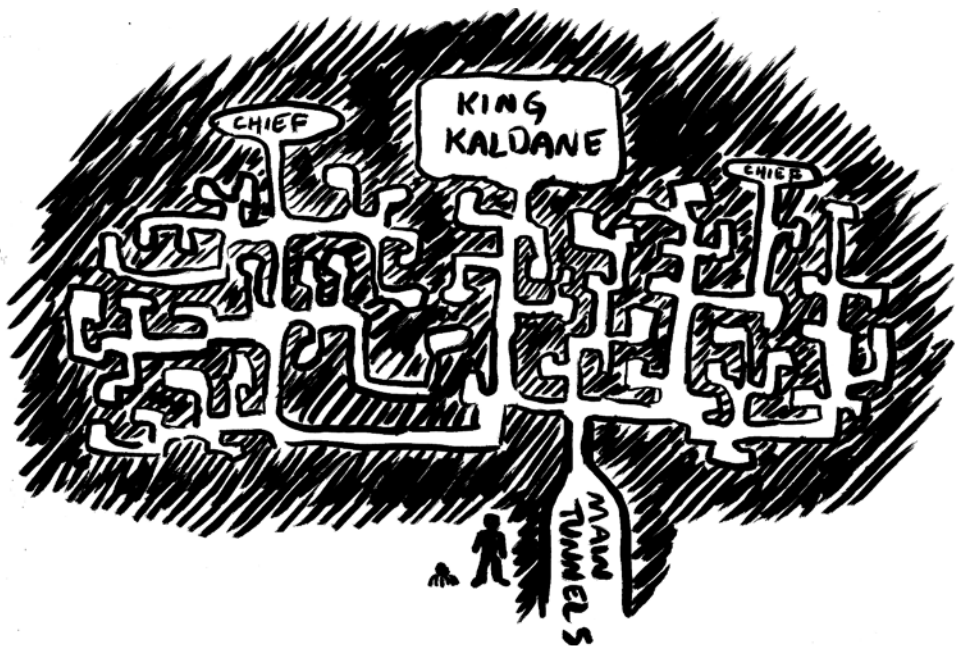


Death's Hand Tower Main Entrance floor plan and generic floor plan for the other 21 floors.





Typical Flesh Factory Layout  
Typical Kaldane Warren





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