

WIND LOTHAMER AND AHIMSA KERP

WORM WITCH

THE LIFE AND DEATH OF BELINDA BLOOD



KNIGHT OWL
PUBLISHING

WORM WITCH

THE LIFE AND DEATH OF BELINDA BLOOD





DESIGNED FOR USE WITH
**OLD-SCHOOL
ESSENTIALS**

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This book requires the *Old-School Essentials Core Rules* and is best if used with *The Chaos Gods Come to Meatlandia*.

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CONTENTS

The Worm Warden.....	7
The Worm Witch.....	11
Worm Witch Spells	14
Annalida	27
Allen's Harbor	29
Bartlett Bay.....	30
Blood Lake.....	31
The Blood Shore	32
The Broken Shore	34
Fleshtopia.....	37
Fort Abcess	40
Free Grognia	41
Isle of the Mangroves	42
Isle of Tremors	43
Isle of Worms	44
Lost Coast.....	45
Mt. Wyrn	46
New Fleshtown	49
Perron.....	50
The Valley of Vane.....	52
Wild Coast.....	54
The Witch's Woods	55
The Worm's Backbone.....	58
Wormwood.....	59
Worms of Annalida.....	63
Dreadnoughts	69
Belinda Blood.....	70
Use these Maps	71

This book is an expansion and elaboration upon *The Chaos Gods Come to Meatlandia*. Whereas *Meatlandia* was wild, deliberately written with an “anything goes” mind-set, *Worm Witch: The Life and Times of Belinda Blood* is more focused. It’s a deeper cut; still plenty weird, but more concentrated on one story and one setting: the island of Annalida.

Annalida geographically is something like Iberia, while perhaps politically somewhat akin to Roman-occupied Britannia. There are great dangers to be faced (or avoided), mighty treasures to be acquired, and a conflict to be skirted or confronted. Fight against the oppressive empire! Or join them and crush the pesky rebels. Or go with the classic murder hobo tactics: ignore the strife and simply profit from the war.

The book begins with the new classes. Worm Witches were mentioned in *The Chaos Gods Come to Meatlandia* but now they are fully playable with a sweet suite of wormy

spells to utilize. In addition, their companions and protectors, the Worm Wardens, are a brand new class developed for this book.

The island of Annalida itself is broken into twenty different areas. With locations like Mt. Wyrn, Blood Lake, Isle of Tremors, and Fort Abscess, there are a profusion of places that will satiate the wanderlust of the most intrepid of players. With classic monsters, new creations, and plenty of critters from *Meatlandia* proper wandering over, there is plenty to keep a party busy for months.

Finally we have a collection of creatures and characters. First are the worms: Brain worms and Chaos Worms and Revenant Worms and all kinds of tasty snacks. They are followed by the most powerful weapon of the Meat Lord: the devastating Dreadnoughts. And you better believe we have stats for Belinda Blood herself, the mysteriously missing Worm Witch leader. Whether she yet lives is up to you and your adventure.





THE WORM WARDEN

Requirements: Minimum STR of 13, minimum CHA of 9
Prime Requisite: STR and CHA
Hit Dice: 1d8
Maximum Level: 14
Armor Allowed: Any
Weapons Allowed: Any
Languages: In addition to their alignment language and the Common tongue, Worm Wardens also speak their own secret language.

While the Worm Witches are the protectors of Annalida, they are themselves served and protected by the renowned Worm Wardens: capable warrior-scouts whose abilities on the battlefield and unwavering bravery are matched by their skill in foraging the land. These stalwart protectors are as cunning as they are strong, with a mystical ability to inspire courage in others and rally even the most disgruntled troops. As such, Worm Wardens can often be seen leading groups of soldiers into battle and will typically command a high level of respect within Annalida.

Like the Worm Witches they have sworn to protect, Worm Wardens despise Meat Magic of any kind and will never willingly undergo Meat Man transmutation. They are wary of Chaos Magic, though they will not actively avoid those who practice or are affected by it. Charismatic and influential, they see Bards as kindred spirits, particularly the Raconteur.

COMBAT

The Worm Warden is comfortable using any weapon or armor. However, they prefer leather armor, as it is the most accommodating for their foraging and stealth, and like to attack with ranged weapons whenever possible.

MORALE BOOST

Paragons of bravery and influential leaders, Worm Wardens have the unique ability to inspire courage in others. Beginning at **2nd level**, whenever a Worm Warden is within eyesight of their allies, they bestow a bonus to all morale checks. This adjustment increases as the Worm Warden goes up in levels.



FORAGE

While in Annalida, there is always food for the Worm Warden. They know the hidden groves in the valleys or which clusters of poplars have herbs growing in their shadows. When they climb the plateaus they know which bushes to harvest from and which berries to avoid.

Outside of Annalida, a Worm Warden can try to find food but must only roll 1d8 on the Forage table. To forage takes 1d4 hours.

Once they have at least 3 different ingredients, the Worm Warden may make a comforting broth. This broth restores morale and heals 1 hp per Worm Warden level.

Worm Warden Forage Table: roll 1d12

Level 1-3	Level 4-8	Level 9-13	Level 14
1. Nothing	1. Nothing	1. Nothing	1. Agave
2. Nothing	2. Nothing	2. Blackberries	2. Olives
3. Nothing	3. Nothing	3. Strawberries	3. Pomegranates
4. Nothing	4. Mint	4. Acorns	4. Bishop's weed
5. Nothing	5. Wild salad	5. Sweet chestnuts	5. Cane
6. Anise	6. Watercress	6. Hazelnuts	6. Lilies
7. Thyme	7. Bladder campion	7. Wild apples	7. Mushrooms: heal 1d6 hp
8. Fennel	8. Oyster thistles	8. Rose hips	8. Wild beans
9. Cinnamon	9. Red pepper	9. Laurel oil: heal 1d3 hp	9. Roll twice
10. Cloves	10. Palm hearts: heal 1 hp	10. Roll twice	10. Roll twice
11. Garlic	11. Roll twice	11. Roll twice	11. Roll twice
12. Roll twice	12. Roll twice	12. Roll twice	12. Roll twice

WORM BLESSING

Due to their devout nature and close loyalty to the Worm Witches, Worm Wardens are bestowed with special abilities. Each Warden chooses one individual power at **1st level** and may use that power once per day.

Shed Skin

Range: The Worm Warden

Duration: 1 turn per level

The Worm Warden can shed their skin, figuratively, and blend into their surroundings. The character gains Hide in Shadows as per the thief at 50 percent (plus 5 percent per level starting at level two.)

Spit Worms

Range: 120 ft.

Duration: Instantaneous

The Worm Warden opens their mouth and 1d20 worms emerge. These are mundane earth worms, but they strike with preternatural accuracy (add CHA modifier to attack rolls) and force (1d4 points of damage+1 per level).

Wormwise

Range: The Worm Warden

Duration: Instantaneous

The Worm Warden's skin can sense the vibrations caused by their opponent during combat, which results in a prescient ability to anticipate the other's next move. The Worm Warden may choose to add a bonus of +4 to their attack rolls or make the opponent take a -4 to their attack roll. This can be taken after the dice have rolled.

REACHING 9TH LEVEL

The Worm Warden will never establish a stronghold, but may attract 2d6 followers upon reaching **9th level**. These followers may be human, but are often animals. Options include, but are not limited to: Bears, Red Stags, Dogs, Wolves, Falcons, Panthers, Badgers, Hippogriffs, Satyrs, Treants, Werebears, Griffins, and Unicorns. The referee should decide upon the exact types.



Worm Warden Level Progression

Level	XP	Title	Hit Dice	THAC0	Saving Throws					Morale Boost
					D	W	P	B	S	
1	0	Lookout	1d8	19[+0]	8	13	14	13	16	+0
2	2,200	Forager	2d8	19[+0]	8	13	14	13	12	+1
3	4,400	Scout	3d8	19[+0]	8	13	14	13	11	+1
4	8,800	Rover	4d8	19[+0]	6	11	12	11	10	+1
5	17,000	Explorer	5d8	17[+2]	6	11	12	11	9	+2
6	35,000	Rambler	6d8	17[+2]	6	11	12	11	8	+2
7	70,000	Worm Ranger	7d8	17[+2]	4	9	10	9	7	+3
8	140,000	Worm Strider	8d8	17[+2]	4	9	10	9	6	+3
9	270,000	Worm Warden	9d8	14[+5]	4	9	10	9	5	+4
10	400,000	Worm Warden (10th)	9d8+2*	14[+5]	2	7	8	6	4	+4
11	530,000	Worm Warden(11th)	9d8+4*	14[+5]	2	7	8	6	4	+5
12	660,000	Worm Warden (12th)	9d8+6*	14[+5]	2	7	8	6	4	+5
13	790,000	Worm Warden (13th)	9d8+8*	13[+6]	1	5	6	4	3	+6
14	920,000	Mighty Worm Warden	9d8+10*	12[+7]	1	5	6	4	3	+7

*Modifiers from CON no longer apply

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





THE WORM WITCH

Requirements: Minimum WIS of 9, minimum CHA of 12
Prime Requisite: WIS and CHA
Hit Dice: 1d6

Maximum Level: 14

Armor Allowed: Leather

Weapons Allowed: Clubs, staves, and other blunt instruments

Languages: In addition to their alignment language and the Common tongue, Worm Witches also speak their own secret language.

The Worm Witch is an indigenous priest of nature, most commonly found on the island of Annalida. They are always absolute neutral in alignment, viewing good and evil/Law and Chaos as balancing forces of nature. As such, the Worm Witch seeks to find the path of least resistance and maintain balance in all things. On Meatlandia proper, the Worm Witch is despised for these views and is considered an outlaw in any lands controlled by the Meat Lord.

Worm Witches dislike Meat Magic and avoid association with those who practice it. They never undergo Meat Man

modification. As protectors of nature and friends of worms, they never drink the milk of the White Worm and work to liberate White Worms in captivity. They are ambivalent toward Chaos Magic; however, as followers of the Path, they tend to be cautious around pockets of great Chaos.

Worm Witches can be found in other settings, though their power will be limited unless the worms that they are associated with are there as well.

COMBAT

The Worm Witch is inherently opposed to combat and avoids using weapons if at all possible. If forced to do battle, the Worm Witch attacks with clubs, staves, and other organic instruments. They may wear leather armor, but never carry shields or wear helms.

IDENTIFY WORMS

Starting at **1st level**, the Worm Witch can identify any worm by sight, smell, or sound.

PASS FREELY

At **4th level**, the Worm Witch can walk freely among worms without attracting attention.



SPELL CASTING

The Worm Witch may only cast spells from the Worm Witch spell list. The Worm Witch's magic abilities are granted by the land itself and, as such, are treated as Divine spells. The Worm Witch has access to all spells of the appropriate level, though the Worm Witch, like other spell casters, must choose and memorize spells each day.

Unlike standard clerics, the Worm Witch's personal connection with nature means that they do not need to carry a holy symbol.

USING MAGICAL ITEMS

The Worm Witch may use magic scrolls of spells on their spell list and any magic item listed for clerics other than books and scrolls.

WORM SUMMONING

Beginning at **3rd level**, the Worm Witch can summon worms once per day.

- The Worm Witch has a 4 + their level in 20 chance of attracting worms from the following table (thus a level 3 Worm Witch has a 7-in-20 chance). Failure indicates that they summon a swarm of common earthworms.
- The worms attracted will be random, until the Worm Witch reaches **7th level**, at which time they may choose which worms to summon.
- Common earthworms swarm any creature the Worm Witch points to. The swarmed creature will not suffer damage but can do nothing but attempt to fend off these worms during the time it is so attacked.

- Summoned earthworms can attack another opponent but there will be at least a 1 round delay while they leave the former and attack the new victim, and crawling worms can travel only about 12' per round (maximum speed over smooth ground).

WORM TRANSMUTATION

At **5th level**, the Worm Witch may change form into a worm of any kind, as long as the length is between 6 inches and 10 feet, once per day. This increases to twice per day at **6th level** and three times per day at **level 7**.

REACHING 9TH LEVEL

Once attaining **9th level**, the Worm Witch may establish a stronghold in a natural setting, such as a forest or glen. Rather than impose upon nature, the stronghold must blend seamlessly with it and will be small and unassuming. All animals within 5 miles of the stronghold will be kind and helpful to the Worm Witch, including the ability to warn of dangers and pass information or messages to those nearby.

Once the stronghold is established, the Worm Witch will attract 5d6 x 10 fighters and 1d4 Worm Wardens of 1st or 2nd level as followers. These troops are completely loyal to the Worm Witch and, as such, will serve without pay and never need to check morale.

Worm Summoning Table: roll d20

1. Blood Worm	5. Eye Worm	9. Hookworm	13. Pain Worm	17. Slime worm
2. Brain Worm	6. Fire Worm	10. Ice Worm	14. Pinworm	18. Zombie Worms
3. Broomstick Worm	7. Death Worm	11. Meal Worm	15. Ragworm/Snotworm	19. Revenant Worm
4. Ear Worm	8. Heart Worm	12. Nose Worm	16. Tongue Worm	20. White Worm



Worm Witch Level Progression

Level	XP	Title	Hit Dice	THACO	Saving Throws					Spells per Day				
					D	W	P	B	S	1	2	3	4	5
1	0	Larva	1d6	19[+0]	11	12	12	16	15	1	-	-	-	-
2	2,000	Squirmer	2d6	19[+0]	11	12	12	16	15	2	-	-	-	-
3	4,000	Wiggler	3d6	19[+0]	11	12	12	16	15	2	1	-	-	-
4	7,500	Crawler	4d6	19[+0]	11	12	12	16	15	3	2	-	-	-
5	12,500	Nightcrawler	5d6	17[+2]	9	10	10	14	12	3	3	1	-	-
6	20,000	Vermian	6d6	17[+2]	9	10	10	14	12	4	3	2	1	-
7	35,000	Worm Grunter	7d6	17[+2]	9	10	10	14	12	4	4	2	1	1
8	60,000	Worm Charmer	8d6	17[+2]	9	10	10	14	12	4	4	3	2	1
9	90,000	Worm Witch	9d6	14[+5]	6	7	7	11	9	5	4	3	2	2
10	125,000	Worm Witch (10 th)	9d6+1*	14[+5]	6	7	7	11	9	5	5	3	3	2
11	200,000	Worm Witch (11 th)	9d6+2*	14[+5]	6	7	7	11	9	5	5	4	3	3
12	300,000	Worm Witch (12 th)	9d6+3*	14[+5]	6	7	7	11	9	6	5	4	4	3
13	750,000	Worm Witch (13 th)	9d6+4*	13[+6]	3	5	5	8	7	6	5	5	5	4
14	1,500,000	Great Worm Witch	9d6+5*	12[+7]	3	5	5	8	7	6	6	6	6	5

*Modifiers from CON no longer apply

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



WORM WITCH SPELLS

FIRST LEVEL SPELLS:

1. Animal Friendship
2. Detect Magic
3. Divination
4. Infect with Worms
5. Invisibility to Animals
6. Locate Animals
7. Pass without Trace
8. Speak With Animals
9. Worm Courier
10. Worm Whip

SECOND LEVEL SPELLS:

1. Burrow
2. Charm Animal
3. Chitin (Reversible)
4. Deworm
5. Face of Worms
6. Helpful Host
7. Mass of Maggots
8. Obscurement
9. Produce Flame
10. Wormwrithe

THIRD LEVEL SPELLS:

1. Animal Summoning
2. Change Shape
3. Growth of Animal
4. Hold Animal
5. Neutralize Poison
6. Water Breathing (Reversible)
7. Wave of Worms
8. Worm Web

FOURTH LEVEL SPELLS:

1. Dispel Chaos Magic
2. Mass Deworming
3. Plague of Worms
4. Reanimate Worms
5. Sticks to Snakes
6. Split (Reversible)
7. Transmute Stone to Soil (Reversible)
8. Worms Ward

FIFTH LEVEL SPELLS:

1. Anti-Animal Shell
2. Conjure Chaos Worm
3. Creeping Doom
4. Host of Horrors
5. Worm Sense
6. Worm Regeneration (Reversible)



FIRST LEVEL SPELLS

ANIMAL FRIENDSHIP

Duration: Permanent

Range: 10'

- The Worm Witch may use this spell to attract up to 2 Hit Dice of animal(s) per level of experience they possess.
- Only neutral animals can be attracted, befriended, and trained.
- Befriended animals will follow the Worm Witch about, and they can learn 3 specific “tricks” or tasks for each point of intelligence they possess.
- Training for each such “trick” must be done over a period of 1 week, and all must be done within 3 months of acquiring the creature.

Worm Witches will commonly use this spell to tame their Broomstick Worms and other useful worm companions.

DETECT MAGIC

Duration: 2 turns

Range: 60'

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

DIVINATION

Duration: Instant

Range: The Caster

By studying their surroundings and “reading the signs,” the Worm Witch is able to gain some insight into the wisdom of a particular course of action. The player may ask the referee a single question, and the referee should provide a suitable answer (yes, no, or maybe).

INFECT WITH WORMS

Duration: Permanent

Range: 120'

If they **fail a save against spells**, the targets of this spell will be infected with a benign form of parasitic worm and will remain infected until treated. The Worm Witch can decide what kind of worm the targets are infected with, or can roll 1d6 and consult the following list: 1. Trichinosis; 2. Hookworms; 3. Flukes; 4. Tapeworms; 5. Pinworms; 6. Guinea Worm.

INVISIBILITY TO ANIMALS

Duration: 1 turn

Range: The caster or a creature touched

- The subject becomes completely undetectable with respect to normal animals with an INT below 6.
- Normal animals include giant-sized varieties, but exclude any with magical abilities or powers.
- The subject is able to walk amongst or pass through animals as if they did not exist.

LOCATE ANIMALS

Duration: 6 turns

Range: The caster

- The Worm Witch is able to determine the direction and distance of any desired animal within the area of effect (a swath 100 feet wide by 100 feet long/level of caster).
- The animal can be of any sort, but the Worm Witch must concentrate on the type desired. The Worm Witch faces in a direction, thinks of the animal desired, and then knows if any such animal is within the area of effect.

PASS WITHOUT TRACE

Duration: 1 turn/level

Range: The caster or a creature touched

When this spell is cast, the recipient can move through any type of terrain—mud, snow, dust, etc—and leave neither footprint nor scent, making tracking a person or other creature covered by this spell impossible.

SPEAK WITH ANIMALS

Duration: 6 turns

Range: 30'

By employing this spell, the Worm Witch is empowered to comprehend and communicate with any animal, observing the following:

- The Worm Witch is able to ask questions, receive answers, and generally be on amicable terms with the animal.
- The animal and any others of the same kind with it will not attack while the spell lasts.
- If the animal is neutral, there is a possibility that the animal, and its like associates, will do some favor or service for the Worm Witch (roll reaction check).

WORM COURIER

Duration: Permanent

Range: Infinite

The Worm Witch may send a single message via the worms of the earth.

- They simply whisper the message into the ground and the worms will carry it through to the intended recipient, where the worms will come out of the ground and spell out the message with their bodies.
- The range is infinite, provided that the path of the worms is not broken by water, desert, stone, or ice.
- It will take 1 day per 20 miles distance for the couriers to spread the message.

WORM WHIP

Duration: 1 round/level

Range: The caster

The Worm Witch temporarily grows a long wormy protrusion from one arm, which they may use as a whip in combat. The Worm Whip is +1 to hit and inflicts 2d4 points of damage.



SECOND LEVEL SPELLS

BURROW

Duration: 1 round/level
Range: The caster

The Worm Witch may burrow through the earth as easily as an earthworm.

- Burrowing speed is half the Worm Witch's normal movement.
- This works only for sand, loose soil, or gravel. Rocks, stone, and the like are still impenetrable.
- The Worm Witch can breathe normally while burrowing.

CHARM ANIMAL

Duration: 1 month
Range: 80'

This spell will affect any single person or non-magical animal it is cast upon. If it fails a **save vs. spell**, the creature then will regard the Worm Witch who cast the spell as a trusted friend and ally to be heeded and protected.

- The spell does not enable the Worm Witch to control the charmed creature as if it were an automaton, but any word or action of the Worm Witch will be viewed in its most favorable way.
- The spell does not empower the Worm Witch with linguistic capabilities beyond those they normally possess.
- If the Worm Witch harms, or attempts to harm, the charmed creature by some overt action, or if *Dispel Magic* is successfully cast upon the charmed creature, the charm will be broken automatically.

CHITIN (REVERSIBLE)

Duration: 4 rounds + 1 round/level
Range: The caster or a creature touched

This spell causes the skin of the affected individual to excrete a hard chitinous shell, much like certain tube worms, improving its armor class and saving throws by +1.

Reversed: Wormskin

Softens the target's skin, inflicting a penalty of -1 to armor class and saving throws.

DEWORM

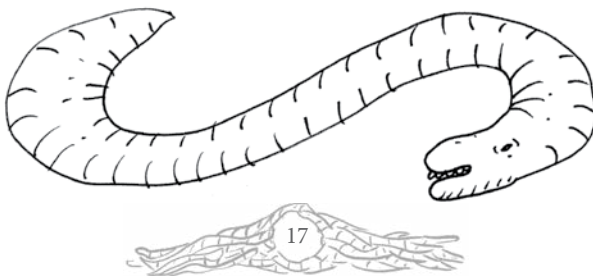
Duration: Permanent
Range: The caster or a creature touched

With the use of this spell, the Worm Witch can completely eradicate all parasitic (both mundane and magical) worms from a host.

FACE OF WORMS

Duration: 1 turn
Range: The caster or a creature touched

A multitude of squirming, writhing worms burst forth from the target's face. All those who gaze upon the sickening visage must **save vs. spell** or be overcome with fear for the duration of the spell: -2 to all die rolls. In addition, the Face of Worms grants a -3 to all reaction rolls while in effect.



HELPFUL HOST

Duration: Permanent

Range: Touch

The Worm Witch may offer up their body as a nurturing host environment for any worm of a size smaller than the Worm Witch. If the worm fails a **save vs. spell**, or is already charmed, the worm will enter the Worm Witch's body and hibernate—causing no ill effects to the Worm Witch—until such time that the Worm Witch chooses to draw the worm out. Entering and exiting the body take one round each.

Note: the worm will not automatically do the bidding of the Worm Witch when drawn out—this would require a *Charm Animal* or *Animal Friendship* spell. There are two main uses of this spell:

1. The Worm Witch can effectively carry worms with them and draw them out at any time—including harmful parasites.
2. It immediately removes a worm from the field during combat or other encounters.

MASS OF MAGGOTS

Duration: Permanent

Range: 80'

The Worm Witch can cause a great mass of maggots to infest any organic matter.

- Food, plants, corpses, and the like will be consumed in a matter of 3d4 turns by the writhing mass.
- Living creatures must **save vs. spell** or be infested by the maggots, suffering 1 hit point of damage per round until the maggots are either dispelled with a *Deworm* spell, or burned out with fire (holding a flame to the mass of maggots will destroy them, but also inflicts 1d6 points of damage to the infested individual.)
- Maggots, placed judiciously within necrotic flesh, can be used to clean a wound and potentially save affected limbs.

OBSCUREMENT

Duration: 4 rounds/level

Range: The caster

A misty vapor surrounds the Worm Witch, reducing visibility of any sort (including infravision) to 2d4 feet.

- The area of effect is a 10' cube per level of the Worm Witch.
- Underground, the height of the vapor is restricted to 10'.
- A strong wind will cut the duration by 75%.

PRODUCE FLAME

Duration: 2 turns

Range: The caster

A bright flame, equal in brightness to a torch, springs forth from the Worm Witch's palm.

- The flame does not harm the Worm Witch's person, but it is hot and it will cause combustion of inflammable materials (paper, cloth, dry wood, oil, etc.).
- The Worm Witch is capable of hurling the magical flame as a missile, with a range of 40'. The flame will flash on impact, igniting combustibles within a 3' diameter of its center of impact and then extinguish itself.
- The Worm Witch can cause it to go out any time they desire, but fire caused by the flame cannot be so extinguished.

WORMWRITHE

Duration: 1 round/level

Range: 80'

Writhing worms cover the target—no damage, but gross! The affected person will be unable to do anything—fight, cast magic, or even move—until the worms disperse. If a **save vs. spell** is successful, the worms still smother the victim, but the spell will only last a single round.



THIRD LEVEL SPELLS

ANIMAL SUMMONING

Duration: Special
Range: 40'/level

The Worm Witch calls up to eight animals of whatever sort the Worm Witch names when the summoning is made, provided that they are within the range of the spell, or a single animal if that type would not normally be present.

- The animals can have no more than four Hit Dice each.
- The animals will aid the Worm Witch by whatever means they possess, staying until the Worm Witch sends them away.
- Monsters cannot be summoned by this spell.

CHANGE SHAPE

Duration: Permanent
Range: The caster

The Worm Witch may take the shape of an animal, from as small as a bullfrog, to as large as a black bear.

- The transformation heals up to 50% of hp; otherwise, the animal shape has the same hp as the Worm Witch.
- The spell lasts until the Worm Witch chooses to regain their original form.

GROWTH OF ANIMAL

Duration: 12 turns
Range: 120'

One non-magical, normal animal is doubled in size when this spell is cast upon it.

- The animal's strength is doubled, along with the damage inflicted by its attacks and the amount of weight it can carry.
- This spell may be used on giant versions of normal animals, but intelligent animals and fantastic monsters are unaffected.

HOLD ANIMAL

Duration: 9 turns
Range: 180'

This spell causes one or more normal or giant-sized animals (but not monsters or humanoid creatures) 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.

NEUTRALIZE POISON

Duration: Instant
Range: The Worm Witch or a creature or object touched

This spell has two uses:

3. Neutralize the effects of poison on a character. A character who has died from poisoning can be revived, if cast within ten rounds.
4. Remove poison from an item.

WATER BREATHING (REVERSIBLE)

Duration: 1 day
Range: 30'

The recipient of a Water Breathing spell is able to freely breathe underwater for the duration of the spell.

Reversed: Air Breathing

Allows water-breathing creatures to comfortably survive in the atmosphere for an equal duration.



WAVE OF WORMS

Duration: 3 rounds + 1 round/level

Range: 20'

The Worm Witch summons a thriving mass of millions of tiny worms that, working together, will do one or more of the following:

- They have the strength to lift creatures or items, up to 1000 coin weight/level of the Worm Witch, and carry them at a speed of 180', surging forth like a massive wave of worms.
- They can be used to open or hold doors with a STR of 18.
- They can span chasms and gaps of up to 20' and provide a stable bridge.

The wave of worms is constantly moving and cannot be used to hold or hinder individuals.

WORM WEB

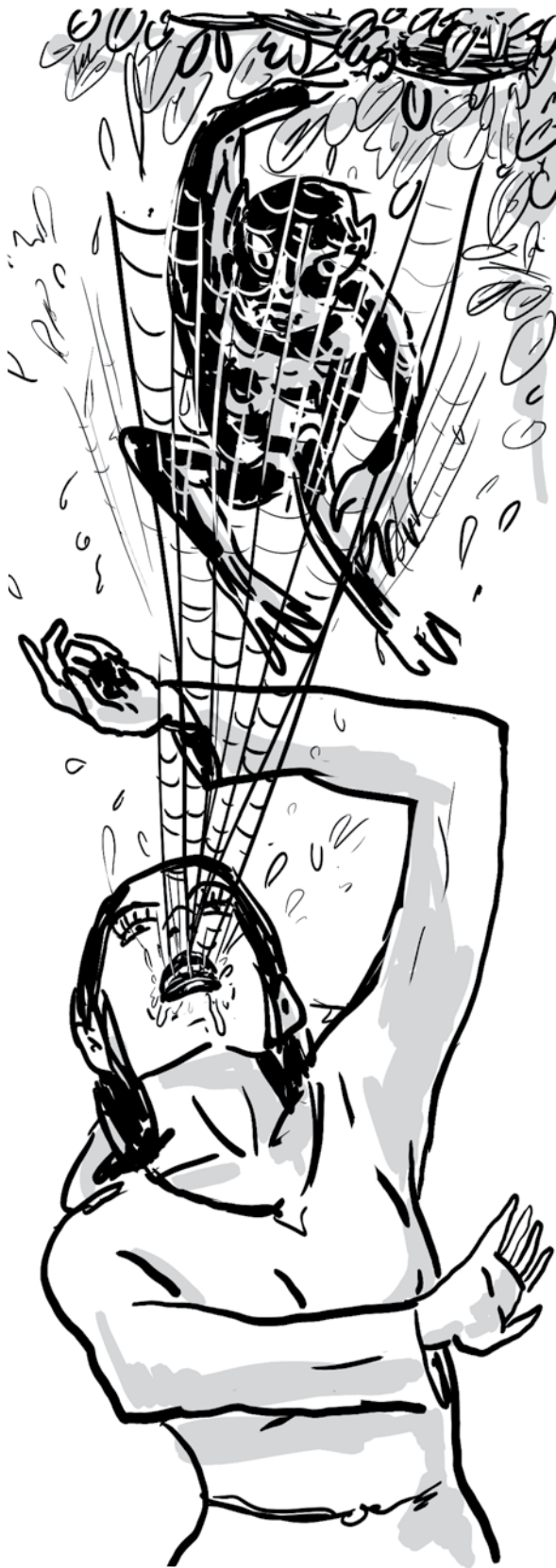
Duration: 48 turns

Range: 10'

The Worm Witch spits out a many-layered mass of strong, sticky threads from their mouth, blocking a 10' cube area. Creatures caught within a web become entangled among the gluey fibers. Entangled creatures cannot move, but can break free depending on their strength:

- A creature with strength in the normal human range can break free in 2d4 turns.
- A creature with magically augmented strength above 18 can break free in 4 rounds.
- A creature of giant strength can break free in two rounds.

The strands of the web are flammable and can be destroyed by fire in two rounds. All creatures caught within flaming webs suffer 1d6 points of damage per round from the flames.



FOURTH LEVEL SPELLS

DISPEL CHAOS MAGIC

Duration: Permanent
Range: 120' diameter

This spell dispels all Chaos Magic within the area of effect, including each of the following:

- Dispels Chaos Storms and creatures that are powered by or have been summoned with Chaos Magic.
- Instantly and permanently nullifies the Chaos effects of magical items.
- Banishes practitioners and creatures of Chaos Magic (such as Chaos Worms, Nexus Bards, and Chaos DJs) to immediately outside the 120' diameter area of effect.

MASS DEWORMING

Duration: Instant
Range: 120'

With the use of this spell, the Worm Witch can completely eradicate all parasitic (both mundane and magical) worms from all hosts within range.

PLAGUE OF WORMS

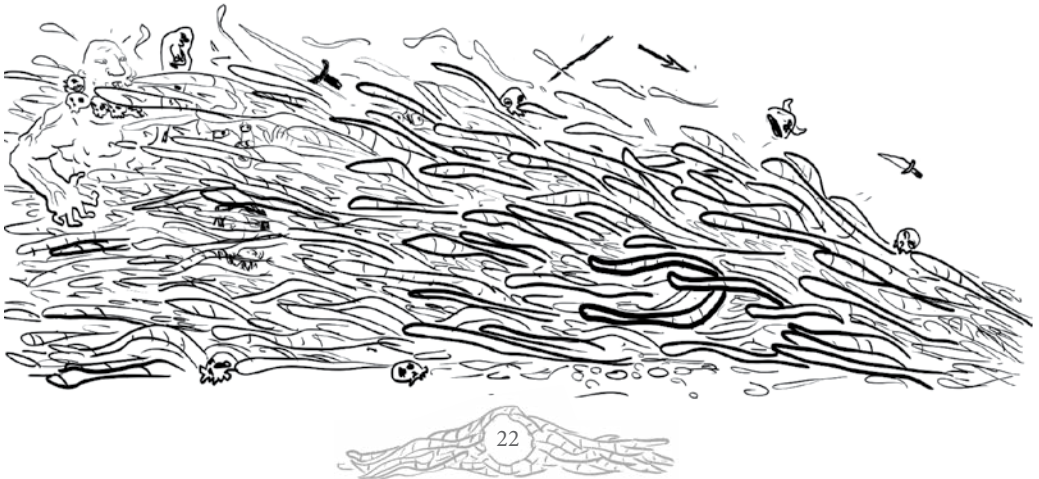
Duration: 1 turn/level
Range: 480'

This spell conjures a 60' diameter swarm of worms that, crawling and writhing upon one another, is also up to 8' in height. The swarm has the following properties:

- Moves at 20' per round. While the swarm is in range, the Worm Witch is able to direct its movements.
- Vision within the area of the swarm is obscured (-4 to all checks requiring sight).
- All creatures caught within the area of the swarm can move at a speed of 1' per round. Combat and spell casting are impossible.
- Creatures of 2 HD or less and creatures over 2 HD with less than 12 Strength are driven away if caught within the swarm.
- The worms, if the Worm Witch so wishes, will devour all plant life within the area of the swarm.

If the Worm Witch moves or loses concentration, the swarm dissipates and the spell ends.

If cast underground, it is likely that the swarm will completely fill a tunnel or cave, if the dimensions are less than the area of effect.



REANIMATE WORMS

Duration: Permanent

Range: 120'

The Worm Witch can raise deceased worms, at which time they will obey the Worm Witch completely.

- The Worm Witch may reanimate all deceased worms within the area of effect.
- Reanimated worms greater than 2 feet in length have a minimum of 2 HD and an AC of 8[11].
- They are immune to all forms of sleep, charm, and other forms of mind control.

STICKS TO SNAKES

Duration: 6 turns

Range: 120'

2d8 normal sticks are transformed into snakes (or, possibly, worms) that follow the Worm Witch's orders.

- Snakes' stats: AC 6[13], HD 1, Att 1 x bite (1d4), THACO 19[0], MV 90'(30'), SV F1.
- 50% chance of the snakes being poisonous.
- When killed or at the end of the spell's duration, they revert back into sticks.

SPLIT (REVERSIBLE)

Duration: Permanent

Range: The caster

The Worm Witch splits in two, much like a worm severed in the middle. Each half becomes a completely identical copy of one-another, and both act as if controlled by one mind.

- The Worm Witch must divide their level, hit points, and spells between the two (though it is up to the Worm Witch how this division will be made).
- If one half dies while this spell is active, the Worm Witch will be stuck at the current level and hit points as the surviving half.

Reversed: Join

This is the only way to bring the two halves back together.

TRANSMUTE STONE TO SOIL (REVERSIBLE)

Duration: Permanent

Range: 160'

This spell can affect an area of a 20' cube per level of the Worm Witch, causing one of the following:

1. Turns stone or rock of any kind into rich, arable soil, creating an ideal habitat for worms.
2. Turns stone or rock of any kind into an equal volume of mud. Creatures unable to fly or otherwise free themselves from the mud will sink and suffocate within 1d4 rounds.

Reversed: Transmute Soil to Stone

Turns an equal amount of soil or mud to hard stone.

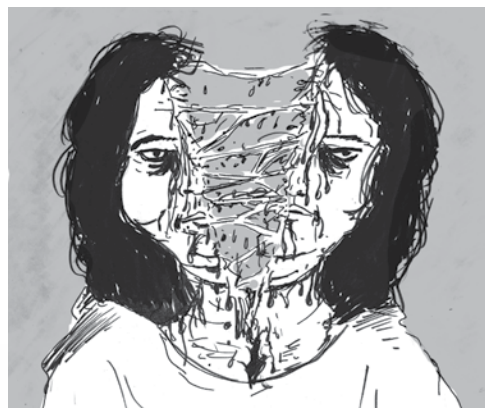
WORMS WARD

Duration: 1 turn + 1 turn/level

Range: 10' radius sphere

A mass of millions of worms immediately forms an impenetrable wall around the Worm Witch.

- Size is a 10' radius sphere (half of the sphere will typically be underground).
- The ward has 80 hit points +1d10 hit points per level of the Worm Witch and an armor class of 9[10].
- The ward takes double damage from fire attacks.



FIFTH LEVEL SPELLS

ANTI-ANIMAL SHELL

Duration: 1 turn/level

Range: 20' diameter hemisphere

The Worm Witch brings into being a 20' diameter hemispherical force field, which prevents the entrance of any sort of mundane animal matter. Thus, a dinosaur would be kept out, but undead could pass through the shell, as could such monsters as aerial servants, demons, devils, etc.

CONJURE CHAOS WORM

Duration: 1 turn/level

Range: 80'

Upon casting this spell, a great Chaos Worm rends its way through the earth and, 1d4 rounds after the casting, breaks through the ground. It consumes any who are directly above it and brings a devastating Chaos Storm with it.

Due to the relationship between the Worm Witch and worms, the Chaos Worm will not attack the Worm Witch but, as a being of purest Chaos, it cannot be controlled either.

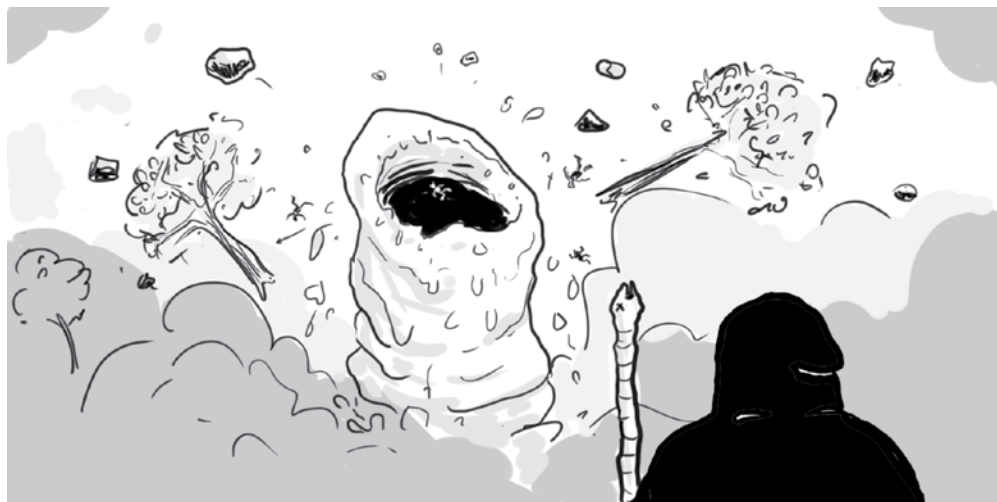
CREEPING DOOM

Duration: 4 rounds/level

Range: 80'

When the Worm Witch utters the spell of Creeping Doom, they call forth a mass of 1,000 venomous, biting and stinging arachnids, insects and myriapods.

- This carpet-like mass will swarm in an area of 20' square, and upon command from the Worm Witch, will creep forth at 10' per round towards any prey within range, moving in the direction in which the Worm Witch commands.
- The Creeping Doom will slay any creature subject to normal attacks, each of the small horrors inflicting 1 hit point of damage (each then dies after their attack), so that up to 1,000 hit points of damage can be inflicted on creatures within the path of the Creeping Doom.
- Beyond the 80' range, the Creeping Doom will lose 50 of its number for every 10' travelled.



HOST OF HORRORS

Duration: 1d6 rounds

Range: 120'

- The target of this spell is immediately infested with dozens of magically fast-growing parasite worms, which will reach full size and burrow their way out of their body in 1d6 rounds, unless dispelled by a Deworm spell. A successful **save vs. spell** means that the spell will take double the amount of time.
- The parasites will automatically kill the host upon emerging and will then attack all others in the area. They have the following stats: **AC 5[14], HD 4 (20 hp), Att 1 x bite (2d6), THACO 16[+3], MV 60'(30'), SV F4, NA 6d6.**

WORM SENSE

Duration: 2 turns/level

Range: 1-mile radius

The Worm Witch may link minds with the millions of earthworms that populate the ground in the area of a 1-mile radius all around the point where the spell is first cast. This spell grants two major abilities:

1. Through this neural network, the Worm Witch can sense all movement upon the ground, including the location and number of creatures moving, as well as the relative size and speed of each creature.
2. The Worm Witch can "see" below the earth in the area of effect, at a depth of up to 20 feet, effectively sensing the location and size of caves, dungeons, pits, gems and minerals, bodies of water, foundations of buildings, buried objects, subterranean creatures, etc.

WORM REGENERATION (REVERSIBLE)

Duration: Permanent

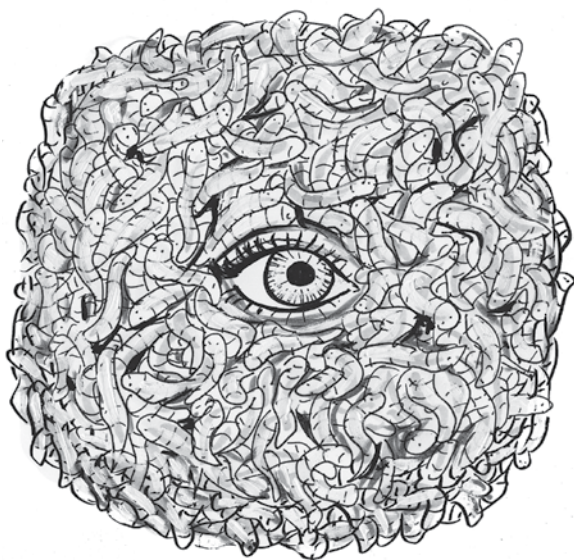
Range: The caster or a creature touched

Causes body parts, bones, or organs to grow back completely.

- The process of regeneration requires 1 round if the member severed is present and touching the creature,
- If the body part is missing, the process takes 2-8 turns and the nascent body part will begin as a mass of worms, coalescing through this time until it becomes completely whole.

Reversed: Worm Withering

Causes the member or organ touched to shrivel and cease functioning in 1 round, dropping off into dozens of tiny worms in 2-8 turns.



The invasion and conquest of Annalida has been long and bloody. Few thought that the woodland tribes and nature worshipers of this mystic isle would resist as ferociously or as tenaciously as they have. Though it looked at first as if Imperia Esmæ and her army of flesh-warped terrors would make quick work of the sparse defenders of the woodland villages and mountain towns, a powerful resistance emerged and has fought the invaders these ten long years.

And now, even though the heroes of this resistance lie buried beneath the earth, their bodies consumed by the worms they once controlled, and their followers have been broken and scattered, the conquest is not yet complete. Pockets of resistance yet remain and there are secret locations within the isle that the Meat Lord's armies have not yet discovered.

The Imperia and her followers have civilized some places: Fleshtopia, New Fleshtown, and the area around Fort Abcess. These enclaves are now as much a part of the Meat Lord's kingdom as the city of Meatlandia itself. They are ruled by law, defined by order, and have the ambitious airs of the great frontier.

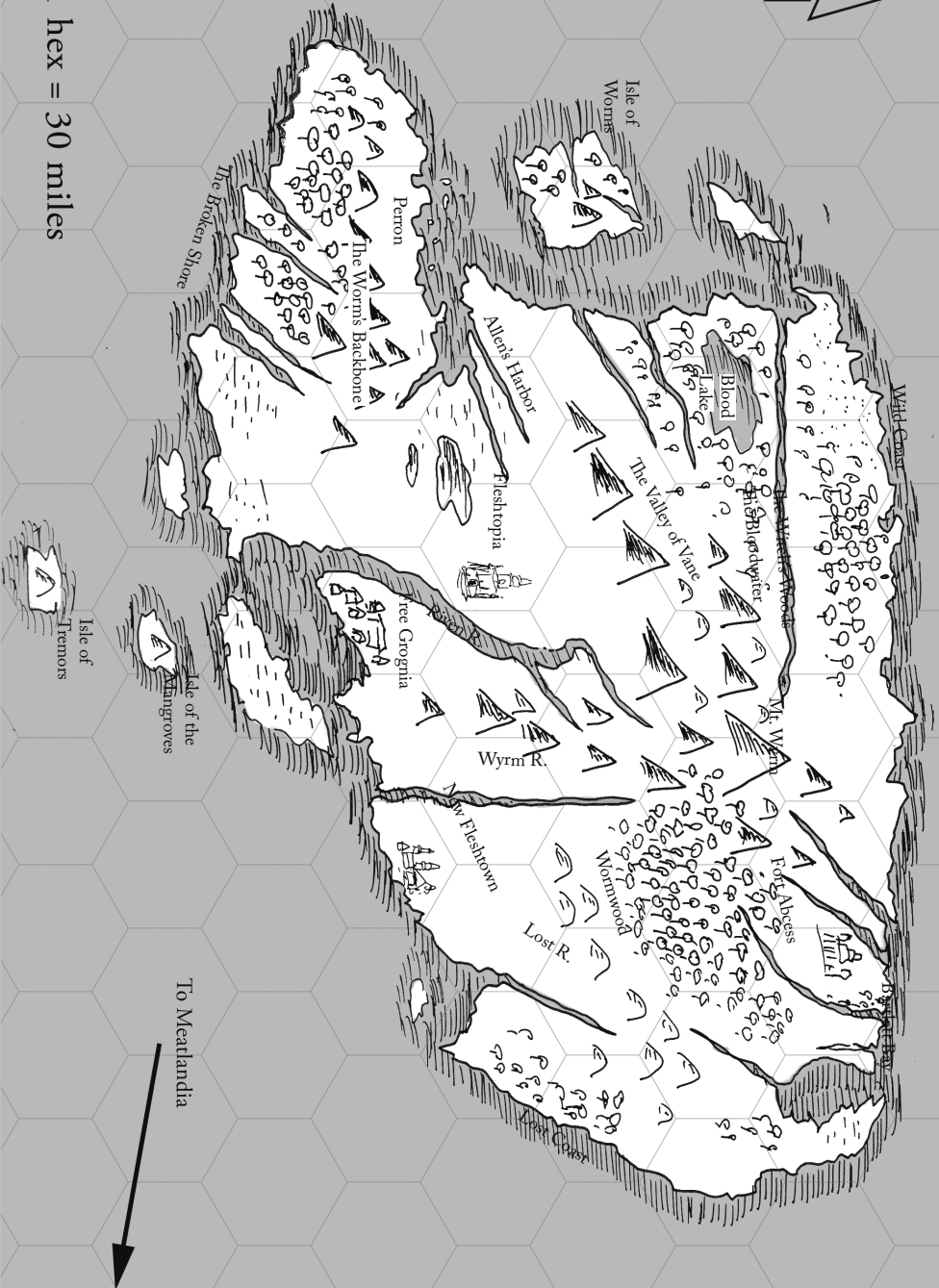
Outside of these areas life is brutal and capricious. Patrols of Meat Men and Meat Mechs are a regular sight and the hapless villagers and farmers of Annalida live and die by these creatures' whims. Chalcidian leads his army on a crusade through the western wilderness, searching for the last remnants of Belinda Blood's army. The Meat Lord's navy patrols the shore and guards the harbors and river mouths. And the fabled Dreadnoughts, those creations of pure nightmare, march tirelessly across the wilderness, leaving a path of death and destruction in their wakes.

More frightening even than these horrors, however, are the Chaos Storms that seem to have followed the invaders to Annalida. Where the forces of Chaos were relatively unknown ten years ago, they have now grown familiar. Pockets of Chaos litter the devastated landscape of the island and the great Chaos Worms, once thought to be merely things of legend, have become all-too-common.

ANNALIDA



1 hex = 30 miles



To Meantandia

Anno Meat Lord 233, 15 Jun.

I have reached the shores of Annalida. My first impressions are striking. We are so close to Meatlandia but it feels like another world. There are still trees here—I had forgotten the sounds and the smells of a pine forest—and animals run wild. I'm surrounded by chickens, goats, rams, pigs, cows and sheep. The nature here seems supernatural. I'm at one of the largest communes on the island, in a small valley called the Vane.

Quiet villages dot the vast landscape and, though they are all semiautonomous little chiefdoms, they are tied together by a

common religion. The people of Annalida worship the land and the creatures that have created it, both large and small. Their reverence for life and living things is remarkable, especially to one used to the brutality and wastefulness of the mainland. Though I have witnessed a few scattered Chaos Storms, the island is surprisingly free of the effects of Chaos. Thus a simple tranquility seems to permeate throughout Annalida and her people. I would not call it order, per se, as the folks of this island do largely as they will, but I might go so far as to name it "peace."

I wonder, now, how long that shall last.

Annalida is physically close to the city of Meatlandia but until a decade ago was a forgotten backwater full of goatherds, peaceful nature worshippers, and creatures hidden in dark forests.

Mostly free of the Chaos Storms that sweep Meatlandia proper, the Isle was a haven for those who wanted to live a quiet life. With watermelons growing freely across the land, plus spices like thyme and fennel and red peppers, it was a veritable paradise. And then the first troops from Meatlandia arrived.

The Meat Lord's motivation, apart from brute dominance, is scarcely guessable, though tales consistently tell of powerful treasures hidden upon the isle. Whatever his reasons, all agree that at first the Meat Lord made a rare mistake.

He underestimated the Worm Witches. He assumed that their nonviolent ways would equal compliance. But the witches collected their worms and assembled allies from across the natural world. Red elk and badgers march side-by-side with the Wardens.

And the hitherto peaceful Worm Witches achieved something no one else had. Not the Scornlords of the Bone Mountains. Not the Marquis of Fleshtown. Not even the Rust Lord. They won victory after victory against the Meat Lord.

Such resistance was costly.

Twenty years ago, there were 20,000 people scattered across the isle. At least a third of them were Worm Witches. At this point, ten years into the invasion, it is estimated that fewer than five hundred witches remain alive. Some believe that number is far too high.

A BRIEF TIMELINE OF THE OCCUPATION OF ANNALIDA

- Anno Meat Lord 233: Imperia Esmae arrives in Annalida.
- Anno Meat Lord 234: Fleshtopia is founded.
- Anno Meat Lord 235: Defarge organizes the resistance upon the island.
- Anno Meat Lord 236, Jan: Chalcidian arrives.
- Anno Meat Lord 236, Mar: Defarge is dead.
- Anno Meat Lord 237: Belinda Blood ascends.
- Anno Meat Lord 239: Belinda Blood defeats Chalcidian at the Valley of Vane.
- Anno Meat Lord 240: Belinda Blood is killed at the Battle of Bown.
- Anno Meat Lord 242: Now. The resistance has been shattered, the people are quickly losing the little hope they had, and winter is nigh.

ALLEN'S HARBOR

Allen's Harbor is cursed. It's uncertain whether due to some natural confluence of tides and whirlpools and storms, or whether it's the product of dark sorcery. Either way, the so-called harbor is a death trap for all who enter. Ships big and small are dashed against the rocks, leaving splintered remains and debris along the beach.

There are many long stretches of rugged, grass-covered beach along the skinny fjordlings of the bay. They are uninhabited, for strange creatures live beneath the sand and rogue waves wipe the beaches clear. Still, some brave and/or foolhardy souls dare plunder the bounty of beach. It takes an hour to comb the beach and for each hour spent there is a ten percent chance of rogue waves pulling everyone on the beach into the sea. There they lose half their hit points a round until Strength, Constitution, and Dexterity checks are made simultaneously, pulling them from the sea.

For those who enter the Bay, roll a d4 each round spent. A roll of 1 means the ship is dashed to pieces or sucked into a whirl pool. Should they survive the first round, roll again after the second round. This time, a roll of 2 or less means their ship is dashed against the rocks. If they survive that round, the next round a roll of 3 or less, followed by another round requiring a roll of 4 or less.

For each Worm Witch present, add one to the roll. (i.e. If two Worm Witches are on a boat with the PCs, a roll of 1 is really a roll of 3.)



Beachcombing Encounter Table: roll 1d12

1. Soggy rations.
2. Dead shark.
3. 1d6 arrows.
4. 1d4 spears.
5. Box of **wet tarragon** (worth 1d100 gp).
6. Box of **wet saffron** (worth 1d100 x d10 gp).
7. **Horn** made from rhino tusk (worth 50 gp).
8. Dead Nexus Bard. (Unless buried, body will summon a Chaos Storm with 1d4 hours.)
9. 1d6 wounded Kaldane, buried in the sand like crabs.
10. Large glass buoys and fishing net.
11. **Telescope**: functional but not valuable.
12. A monkey holding two coconuts. If menaced, the monkey will flee. If approached cautiously, it can befriend the party.

BARTLETT BAY

Anno Meat Lord 236, 1 May.

For the first time in several days, I have time to write. We have been on the run from Chalcidian since the fall of Defarge. This flight nearly proved fatal, for in our haste we fled to Bartlett Bay.

Never in my life have I seen a more beautiful place than this bay, with turquoise water softly lapping upon golden sands. Never in my life have I seen a more terrifying place either; for those enticing waters are full of Nixies. Before we knew it, our little flotilla of ships was surrounded. The flagship, with Lady Redhand herself, was splintered and the sailors willingly jumped into the seas. We lost two score of our best warriors, including Baztrix the chief of the Worm Wardens. They sank to the bottom, never to be seen again.

Those of us on other ships plugged our ears as best we could but an eerie crooning filled our ears. Fortunately we had one of the young Worm Witches on our ship. Somehow she was able to entreat with those terrible creatures.

We left the bay immediately. Two more ships, those without witches, were emptied of living creatures. None of us have spoken of it. The loss of Redhand and Baztrix, of the hundred friends and allies we lost, weighs heavily upon us all.

But the real reason we can't speak of it? We all hear the nixie song in our hearts. Each of us, I believe, is on some level disappointed that we were not chosen to join them in their underseas revelries.

The shelter provided by this bay would make for an ideal harbor, but the Imperia has not yet begun to plan any improvements or fortifications. One possible reason for this is the legend that a savage pack of Nixies inhabits these waters and has been said to attack those who linger through the night. The witches of the Worm Woods know how to subdue the Nixies, but it is a closely guarded secret.

It is a sure bet that Imperia Esmae and Commander Chalcidian will gain the bay, sooner rather than later. Any PCs foolish or unlucky enough to travel through the Bay will be treated as hostile by the Nixies, unless they are accompanied by a Worm Witch. (Even a Worm Warden is not safe here!) For each night spent in the Bay, roll on the following encounter table:

Encounter Table: roll 1d6

1. d6 Nixies.
2. d8 Nixies.
3. 2d6 Nixies.
4. 2d8 Nixies.
5. d20 Nixies.
6. d100 Nixies.

Nixies—AC 7[12], HD 1 (2 hp), Att 1 x dart (1d3) or by spell, THAC0 19[0], SV F1, Spells: *Charm Person, Water Breathing, Summon Giant Bass*

*If the Nixies succeed in charming their target, they will return to the bottom of the sea with their new slave and keep it captive for one year, after which time the spell will be broken. They may cast or dispel **Water Breathing** on one target once per day.*

Giant Bass—AC 4[15], HD 3 (12 hp), Att 1 x bite (2d4), THAC0 17[+2], SV F3

BLOOD LAKE

Blood Lake didn't have a name—didn't exist at all—until recently. A Chaos Storm out of control washed across three Worm Witches battling a Meat Mech. It surrounded them, ripped them to pieces, and then began multiplying them. The force of the storm carved a deep rent into the earth and the swirling, ever-expanding blood and viscera of the poor fools caught in the Storm filled the newly constructed basin.

To this day, it is warm and burbles as though a living thing in and of itself. In Meatlandia, rumors abound that bathing nude in Blood Lake will bestow great powers. Most scoff at these tales, but some believe with enough certainty that they pay for passage to Annalida, pay for guards to get them to the lake. It's no easy thing to travel across a war zone, but perhaps the risk is worth it.

Recently a woman known as Isabella the Red has emerged near the lake. The extent of her powers, and of her allegiances, if any, are unknown as yet but she seems to have legitimate power.

There is a 50 percent chance she will be at the Lake and will try everything, starting with flattery and lies, but ending in savage murder, to stop others from entering the lake. If she is not there, she leaves three Blood Golems (statistically same as Flesh Golems) to guard it for her.

Anno Meat Lord 238, 28 Jul.

A band of Raconteurs from the Desert of Dried Flesh arrived last week, with a strong force of followers. A lordling from Bloodville, riding upon his Nexus Mount, arrived soon after. He bore a tube that somehow summons lightning from the sky. I almost start to believe in the beleaguered. Under Belinda Blood, we have that rarest and most costly of commodities—hope. She acts instinctively, crushing the Meat Lord's plans before they can ripen. Leading lightning strikes of Witches and Wardens, the entire island seethes with resistance. Tonight, as I lie down to sleep on a cold cot in a cold tent in a cold forest, I find myself smiling. Hope has returned. We don't have to beat the Meat Lord. We don't have to defeat all his forces. We merely have to survive long enough that we become more trouble than we're worth.

Blood Lake Immersion Table: roll 1d10

Add one if alignment is chaotic. Add one if visibly transformed in any way. Add one if class is native to Meatlandia.

1. A Giant Bloody Hand emerges from the lake and drags the bather(s) down, never to be seen again.
2. Bloody Hell. Take 3d6 damage from molten hot blood.
3. Blood Piranha. 2d4 damage each round you stay in the lake.
4. Blood Fumes. Constitution check must be made or pass out and slip into the lake.
5. Nothing happens. Well, other than you're naked and covered in blood.
6. Blood Blessing. Add 1d10 temporary hp, saves are at +2 until you clean up.
7. Were-Blood. Once per month, change into a blood elemental upon a new moon.
8. There-Blood. Power over own blood is so strong you can ignore the first 1d4 hp of damage from any and every attack.
9. Blood Lord. Can command any natural animals that are bleeding.
10. Gain the title and powers of Blood Lich! (The exact nature of those powers is up to the referee.)

THE BLOOD SHORE

Anno Meat Lord 239, 17 Dec.

Disaster!

The Meat Lord has weaponized the very forces of Chaos and, using bound and captive Nexus Bards, he wreaked utter havoc upon our forces. A small mobile force of Meat Men and their prisoners landed on this barren plain. In our hubris, we believed we could remove them with little trouble.

No natural law remained constant as Chaos ripped through us as easily as light passes through a crystal. Despite the bravery of the Worm Warden PK Lloyd, who somehow survived long enough to kill the Nexus Bards (poor doomed fools), we had already lost the cream of our army.

Not just elder witches, not just the most experienced wardens. We've lost Belinda Blood herself. She has fallen and none can find her body. Wither can she have fled to? With the forces of Chaos so utterly ascendant, this looks as costly a victory as ever was won.

Though few mutter its original name these days, for many long years the Blood Shore was known merely as Rocky Beach. Early in the war, a surprise force of invaders from Meatlandia were rebuffed by Alan's Harbor. They turned their ships north to land at Rocky Beach. A young Worm Warden named Garland the Guardian saw them coming and organized an impromptu defense. The defenders dug pits, cut down trees, armed animals, and called upon the magics of the land. They were cut down like insects but their defense bought the Worm Witches enough time to arrive in support. So many of the Meat Lord's soldiers were lost that day that the sea ran red with blood and the name of Rocky Beach was changed forever.

Now it is a haunted place, for few are brave enough to return to the battle. Skeletons rot on the shore and in the forest while hastily dug pits grow larger, swallowing up swathes of forest and beach.

The loss of the soldiers hurt the Meat Lord, a little, but much greater was the hurt to every Worm Witch and every Worm Warden from the loss of land. The pain of the land is their pain and they dream of cleansing the open sore. The Blood Shore is far from the only such afflicted place, of course, but it might be the worst. For each day spent on the Shore, encounter a **Haunt** (There is no mechanical effect of encountering them, but lingering sadness results from each encounter).

After each encounter, roll on the following table to see what was earned. If a particular result makes more sense, choose that.

Lootables: roll 1d4

1. A bag of **Meal Worms** (p. 65).
2. A big pile of pineapples, beneath which is a **copper talisman**. It's worth nothing but, if caught in a Chaos Storm, will block the first hour of results for the wearer.
3. A dead Worm Warden clutching a **silver sword**.
4. **Shortspear of the Holy Worm** (a natural roll of 18+ injects 1d6 Parasitic Worms into the wound).



THE BROKEN SHORE

Anno Meat Lord 235, 11 Apr.

In the city, I fancy myself something of a capable outdoorsman. Was I not a survivor of the Meatwater Plague? I swam across the Blood Lake and am one of the few to have climbed the peaks of the Bone Mountains in search of the fabled Severed Septum.

But I've never seen anything like the Broken Shore. The land is so barren—harsh black rock and salt water alone. Move away from the sea and one will find only deadly swamps, crawling with beasts and plague. Or in the plains, ruined earth surrounding sweaty blast furnaces. Breakfast lunch and dinner is always the same: small toothy fish called sild that taste of nothing but old seawater. As soon as we find this outlaw lord, this Quiraing the Younger, we can leave this wretched hell. Since the massacre of his family, though, he has taken to the swamps and no one yet knows if he still lives.

Every place has a region for those who don't like other people. In Annalida, that place is the Broken Shore. Here crofters eke out harsh lives along the fjordlings that intersect the southern hills while fisherman clamber onto creaky, rotting boats to catch the saw-toothed sild that swim in the sea, and iron miners set up crude blast furnaces in the swampy plains. The temperate forests to the northwest are deep and ancient, but far from untouched. They are populated with small cabins filled with rugged families that don't much like outsiders.

The fjordlings are narrow but so deep that the bottom has never been found. Strange creatures occasionally emerge from those murky depths. Early in the war, a legion of Meat Men stormed in from the sea. They were defeated, repulsed back into the cold waters, but only after they had burnt many of the villages.

The leader of the resistance was a burly farmer named Quiraing the Younger. His men have no uniforms, no hierarchy, no discipline. Their weapons are home-made and prone to breaking. But they are the most elite guerilla fighters in all of Annalida. They repelled an army thrice their size with minimal losses. Quiraing the Younger took his men and joined Belinda Blood's forces. They served there with great distinction but it came at a terrible cost.

When a second force of Meat Men arrived on the Broken Shore in the cold of the pre-dawn, they caused great carnage. Without the protection of Quiraing Rangers, swatches of families were wiped away. The remaining survivors—old men and women and children—were able to surprise them and once again win a victory. But so many people died, so much land was burnt and now stands mostly empty and shattered. The creatures begin to climb from the deep fjordlings again and now there are few who can stop them. And all know that another force of Meat Men could arrive at any time.

For each day spent on the Shore, roll on the following encounter table:

Encounter Table: roll 1d10

1. Small cabin. It's: 1. Completely empty; 2. Empty but with rations; 3. Has two determined children; 4. Has a suspicious family.
2. A writhing mass of 1d100 **Meal Worms** (p. 65).
3. Barren fjordling with nothing but the cry of gulls and the smell of the sea.
4. Burnt village. The only living inhabitant is a **Brambelisk**—AC 7[12], HD 3 (12 hp), Att 1 x bite (1d6), THAC0 17[+2], SV F3. **Meeting its gaze and failing a save vs. spell transforms the viewer into a small bush over 1d6 turns.**
5. A small forest. Roll vs. Surprise or be attacked by 1d12 Slime Worms (p. 67) dropping from the trees.
6. A small uninhabited stand covered with fresh fruit and veggies. There is an empty box next to the fruit with the word “donations” written on it.
7. 1d4 wounded Worm Witches.

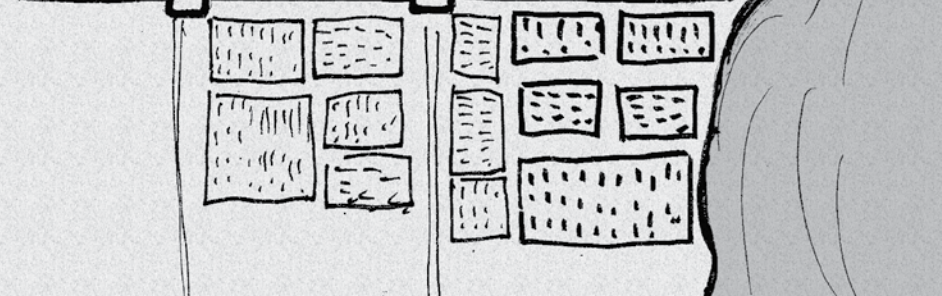
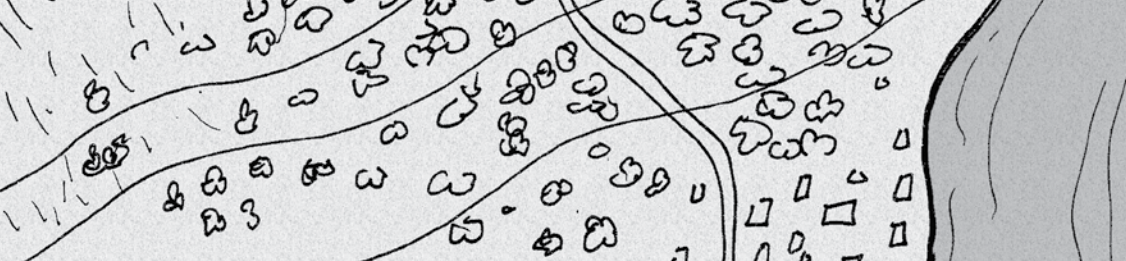
8. Swamps with knee-deep mud—50 percent chance of **Zombie Worms** (p. 68).
9. A small force of 2d4 taciturn **Quiraing Rangers**. They will help tend wounds or provide directions but are absorbed in their own struggles.
10. Encounter **Patrel Danner the NecroWarrior**—Level 4 **Chaotic Fighter**, AC 3[16] (plate), HP 24, Att 1 x necro-bow (1d6+1, become zombie when killed) or longsword (1d8+2), THAC0 18[+1], SV F4, **Items: necro-bow**. He is searching for The Book of the Wyrms but if the PCs impress or charm him, he might be willing to join.

After each encounter, roll on the following table to see what was earned.

Lootables: roll 1d4

1. Rare **fish scales** worth 1d100 gp.
2. **Healing Potion**—heals 1d12 hp to one person or 1d6 hp to two people.
3. A lost and muddy **puppy** looking for a friend.
4. The **Book of the Wyrms**.





FLESHTOPIA

Founded in the first year of the conquest, Fleshtopia has served ever since as the capitol of the Meat Lord's occupation. The city has grown considerably in the ten years since its founding and now boasts the largest and most diverse population on the island. Anything and everything can be found in Fleshtopia, provided you know where to look and who to pay.

Nestled on the western bank of the Riven River, Fleshtopia is both easily accessible by sea and centrally located within the island—a tactical consideration that has facilitated the rapid conquest of Annelida.

Hooks: roll d4

1. Lady Bonn, Governor of Annalida, will pay 1000 gp for the Book of Wyrms.
2. Jodee the Cooper will pay to find out any news from his missing brother, last seen in Free Grogna.
3. Mr. Goodrich, an obnoxiously eccentric Meat Mage, seeks to hire protectors for his excursion into the Wormwood.
4. A dead Kaldane lies in the road, no sign of its killer at all.

Rumors: roll d6

1. Belinda Blood isn't a real person, just a legend concocted to give hope to those lacking any.
2. That scribe from Meatlandia with the Worm Witches is a spy from The Bone Mountains.
3. Great treasures can be found on The Isle of Tremors.
4. The Worm Witches will give up soon; they do not have the forces to resist any longer.
5. The Kaldane of Mt. Worm guard a powerful Chaos artifact.
6. Without the aid of a Worm Witch, the nixies of Bartlett Bay are unstoppable.

Anno Meat Lord 235, 22 Feb.

Fleshtopia. The self-styled new capital is nothing impressive. A mere hut on a swamp a decade ago, it now features preening statues of the Meat Lord and his family. The markets of Meatlandia are absent here, as are the crowds. It feels like a city built for a forgotten purpose. Only in one aspect does it resemble Meatlandia—the seething tension that fills the air. You can see it in the furtive glances and hushed conversations, the darting eyes and dark shapes slipping through the shadows. Though this is currently perhaps the safest place on the island, it would not take much for this to change.

It is sobering to see the limitless number of soldiers that represent Meatlandia. Meat Men form the basic troops, but there are Meat Mechs and Meat Mages and Kaldane and even a force of conscripted Rust Knights too. The barracks here is as large as the rest of the city, and it is teeming with warriors.

That the Worm Witches have resisted for so long is indeed striking.

FLESHTOPIA MAP KEY

1. **Forum.** This large, open square is the social hub of the town and is home to Fleshtopia's market. The town's main gate, the River Gate stands at its East end, and it is always guarded by at least 10 soldiers. Along the Northern and Southern ends of the Forum, shops and businesses fill the storefronts, while the palace of the Governor, Lady Bonn, dominates the Western end. Players can find supplies or contacts within the throng that fills the Forum on a daily basis.

2. **Temple of Law.** Overseen by the **High Flamen, Darugus Septim**—*Level 8 Cleric of Law, AC 2[17] (plate+1), HP 33, Att 1 x enchanted scepter +3 (1d6+3), THAC0 17[+2], SV C8, Spells: Detect Magic, Purify Food and Water, Remove Fear, Bless, Hold Person, Silence 15' Radius, Cure Disease, Growth of Animal, Cure Serious Wounds (2), Quest, Items: plate +1, scepter +3.* This imposing temple is the largest outside of Meatlandia and a testament to the strength of Law in a land beset by Chaos. Darugus Septim keeps the temple in a spectacular state of grandeur, with the walls and pews carved from the finest wood of Annalida and all of the decorations and artifacts are made from pure gold. If one were to rob the Temple, they could bring away 1d6x100 gp worth of fine gold per turn of thievery. However, there is also a 4 in 6 chance per turn (at any time of day or night) of discovery. The temple is always manned by at least a dozen 2nd level Priests of Law and 1 **brown bear Meatimal with poisoned fangs and hardened skin**—AC 3[16], HD 4, (22 hp), Att 2 x claw (1d4) 1 x bite (1d6 + save vs. poison or die) THAC0 16[+3], SV F4.

The High Flamen seeks the famed **Melancholy Staff** and would pay 1,000 gp or more to any who were to find it and deliver it to him. Information leading to his own discovery of the Staff could fetch 100 gp. If encountering adventurers who seem particularly capable, The High Flamen may use his Quest spell to force them to seek the Staff.

3. **Storehouse.** Governor Bonn's administration keeps the loot from their conquest in this heavily guarded storehouse. Relics of Annalida's independent past, treasures looted from villages and temples, family heirlooms, and the like can be found within this massive complex. The Storehouse is guarded at all times by 20 soldiers on the outside, with two Flesh Golems stationed within under the supervision of **Aletius Bracht, the Meat Mage in charge of the facility**—*Level 5 Lawful Meat Mage, AC 5[14] (Bony Body Armor), HP 16, Att 1 x magic dagger +2 (1d4 +2), THAC0 19[0], SV D13 W14 P13 B16 S15, Spells: Genetic Growth, Mutate Others, Blubber Bomb, Fleshmeld, Fuse Bone, Items: Robes of Protection +1, Dagger+2.* Aletius Bracht will pay half value for any loot stolen from the people of Annalida. In addition, she will pay 40 gp for any intact Annalidan worms brought to her, as she is an amateur taxidermist, with a particular affinity for the slimy denizens of this enchanted isle.

4. **Stables.** Players entering Fleshtopia may stable their steeds here for 5 sp per day. The Stable Master, Vingellian Ses, is completely untrustworthy, however, and will attempt to sell horses to the garrison if they remain longer than 3 nights. He will succeed on a roll of 1-3 in 6.

5. **Palace of the Governor.** Though the Imperia Esmæ and General Chalcidian may be the vanguards of the conquest, Lady Bonn oversees the occupation of Annelida from her throne in this imposing mansion and, as such, serves as the Meat Lord's sole representative upon the island. Lady Bonn is surprisingly fair and shows much more compassion and mercy than would either her Lord or her generals. There are always at least two dozen soldiers within the palace, as well as **Lady Bonn's personal guard**—*Three level 4 Meat Men, AC 3[16] (chain, Bony Body Armor), HP 32/28/22, Att 1 x short bow (1d6) or spear (1d8+2), THAC0 17[+2], SV F4, and a dozen Flesh Golems.*

The Governor seeks information pertaining to the locations of hidden Annalidan villages, as well as positions and numbers of Annalidan war bands.

6. **Garrison.** 400 soldiers are stationed within the Fleshtopia garrison. They are loyal to Chalcidian, though he has been on campaign for the better part of a year and will not be found within the city. In addition to the common troops, the Garrison houses a dozen Flesh Golems, 4 Meat Mechs, and a pair of Dreadnoughts.

7. **Slums.** Generally decrepit and decayed, these filthy warrens are the home of the native Annalidans who occupy the city and serve as the menial laborers for the Meatlandian citizens in the more luxurious parts of town. Many of the hapless denizens of this blighted shantytown have accepted their lot and work as happily as can be expected for their Meatlandian overlords. Others, however, will never forget the conquest and wait patiently for the next Worm War to begin. Though banned under penalty of death, some clandestine Worm Witches and their Wardens can be encountered here by those who know how to find them.

8. **Gates.** Each gate to the city is guarded by a squad of 7 soldiers and a 3rd level Sergeant both day and night. The only gate in the East wall, the River Gate is guarded by 10 soldiers.

MOOKS OF FLESHTOPIA

Though the city is dangerous, it is also the best place to meet other adventurers. Should the players wish, they could hire, join, or otherwise link up with the following adventurers.

Raleigh

Level 2 Nexus Bard

Armor Class 7 [13] (leather)

Hit Points 9

Str 12, Dex 11, Con 16 (+2), Int 12, Wis 11, Cha 15 (+2)

Attacks 1 x longsword (1d8)

THAC0 19 [0]

Saves D13 W14 P12 B16 S17

Special 2 Chaos Charges

Raleigh is currently on the run from assassins affiliated with the Death's Hand in Meatlandia. She will join any group that she thinks can keep her safe.

Bickle

Level 2 Worm Warden

Armor Class 2 [18] (plate)

Hit Points 11

Str 14 (+1), Dex 9, Con 17 (+2), Int 13, Wis 10, Cha 17 (+2)

Attacks 1 x longbow (1d6) or battle axe (1d8)

THAC0 19 [0]

Saves D8 W13 P14 B13 S16

Bickle lost his Worm Witch in a battle with Imperia Esmae's troops and is currently facing an existential crisis. Though he now slips into bouts of depression and self-doubt, Bickle is a worthy companion and will strive to prove himself to those who can convince him to join them.

Burgess

Level 5 Chaos DJ

Armor Class 5 [14] (chainmail)

Hit Points 18

Str 11, Dex 12, Con 12, Int 13, Wis 15 (+1), Cha 15 (+1)

Attacks 1 x petrified worm (1d4)

THAC0 17 [+2]

Saves D9 W10 P12 B14 S11

Songs

George Michael: Faith

Killer Mike: Big Beast

Raspberries: Go All the Way

Burgess doesn't really know where he is or why he is here. He awoke nearly two weeks ago on a grain barge docked outside of Fleshtopia. Whatever he was doing before he found himself on the barge, he either truly does not remember, or is unwilling to share. He will work with anyone who doesn't ask too many questions.

FORT ABSCESS

Anno Meat Lord 233, 12 Jun.

The notoriety of Belinda Blood and the very course of her life would have been very different without three things. First came the Dire Plague. How it spread or selected its victims is still a mystery. Some communities were wiped out to the last rat. I've visited two of them myself and they're worse than I had ever imagined.

Then came the ascension of the Meat Lord. Though now he teaches his divine right and immortality, just two score years ago he was unknown, an outsider to all. It was he and no other that sent the raiding parties across the land. It was he that unleashed the ruthless general Chalcidian and his Dreadnoughts.

Even those two factors might not have assured her rise. It wasn't until the Three Year Winter that starvation came, forcing Belinda from her village to the tutelage of Defarge. It was after that terrible year, when rumors of the invasion from Meatlandia were beginning to substantialize, that I left to join the resistance. At that time I had never heard of Belinda Blood. No one had.

As the last of the Meat Lord's outposts to be created, Fort Abscess serves as a fetid example of the worst of the occupation. In the year since it was first built, the fort has served as the headquarters for the elite Dreadnought shock force and as Imperia Esmae's (*Level 10 Lawful Fighter*, HP 45, AC 1[18](plate+1 and shield), Att 1 x longsword +3 (1d8+5), THACO 7[+12], SV F10) personal base. The Imperia has led several campaigns into the Worm Woods from Fort Abscess, executing hundreds of prisoners, and continues to destroy indigenous villages whenever she finds them. Consider the fort to be extremely hostile to all Annalidans. For each day spent in the Fort, roll on the following encounter table:

Encounter Table: roll d8

1. Imperia Esmae in a good mood.
2. Recruiter for Meat Lord's forces.
3. Black market seller of Zombie Worms (p. 68).
4. Disgruntled **Rust Knight**—*Level 3 Lawful Rust Knight*, AC 5[14] (chain), HP 10, Att 1 x Rust Mace +1 (1d8+2, disintegrate metal on hit), THACO 17[+2], SV F3.
5. **Meat Mech**—AC 8[11], HP 60, Att 2 x fist (2d8), THACO 12[+7], SV F12, Immune to all spells but fire and cold-based.
6. Sneering **Meat Mage**—*Level 5 Chaotic Meat Mage*, AC 8[11], HP 13, Att 1 x staff (1d4) or by spell, THACO 19[0], SV MU5, Spells: *Genetic Growth, Mutate Others, Blubber Bomb, Fleshmeld, Fuse Bone*.
7. Robbed by a **Kaldane Thief!**—*Level 3 Neutral Kaldane*, AC 3[16] (partial steel helm), HP 8, Att 1 x dagger (1d4-1), THACO 19[0], SV C3, Hide: 7 in 12, Mind Control once per day at -2 to saves, Spells: *Cause Fear, Resist Cold, Hold Person*.
8. Imperia Esmae in a bad mood.
9. After each encounter, roll on the following table to see what was earned. If you don't have the *The Chaos Gods Come to Meatlandia*, choose the gp value.

Lootables: roll d4

1. **Extra Eyes** or 500 gp.
2. **Blessed Blood** or 1,250 gp.
3. **Rust Mace** or 1,500 gp.
4. **Lizard Limbs** or 1,200 gp.



FREE GROGNIA

The small port village of Free Grogna is the only settlement to have been built by mainlanders unaffiliated with the Meat Lord and has managed so far to stay neutral during the conquest. While not openly opposed to the Meat Lord's agenda, the Free Grognians are by-and-large sympathetic towards the indigenous population of the island and will typically help Worm Witches and their kind whenever possible.

Hooks: roll 1d4

1. It rains jellyfish at precisely noon 3 days in a row.
2. Lord Zongo, a twelve year old agent of Meatlandia, promises the PCs great wealth if they can infiltrate the Worm Witches and report back to him.
3. A wounded Worm Warden slips into the city. Following his blood leads to a hidden cellar beneath a baker's shop.
4. The respected, elderly scholar, Wythran Womack, is leading a force of Meat Men into the wild to search for the Wyvern Helm.

Rumors: roll 1d6

1. Belinda Blood was last seen in her hometown of Perron.
2. That scribe from Meatlandia with the Worm Witches may be a spy for the Rust Lord.
3. Dark forces plague the Wild Coast.
4. The army from Meatlandia is nearly broken and returning home soon.
5. The puissant Wyvern Helm can be found on the Isle of Tremors.
6. An ancient book made of worm skin was last seen in a small library on The Broken Shore.

Anno Meat Lord 235, 2 May.

There is a woman on this island who dominates the tales in every inn and pub. Lady Defarge is the de facto leader of the resistance, a matron who guides with wisdom and ruthless strategy. Without Defarge, the war would be over already; that's the feeling I get from talking to the residents of Annalida. That isn't true of course, but the fact that in this modern world people still believe in heroes it is remarkable. Her opposition is from a young cadre of witches. I've seen some of them, conducting business in town before mounting their worms and sailing back to the north. Most of them look to be scarcely out of their teens (though who knows with witches?) and they seem to resent the Matriarchy in all its forms. Defarge, for her part, belittles and demeans the young witches every chance she gets. The fools. Even united they cannot resist the might of Meatlandia. But fighting together, they could have some small chance. I am planning on traveling deeper into the island soon. Perhaps if I can meet with this Defarge I can convince her of the threat that the Meat Lord represents.

ISLE OF THE MANGROVES

Anno Meat Lord 236, 22 Jul.

Before I left Meatlandia, many of my friends and colleagues asked why I would dare journey to such a bloody and dangerous land. I answered the best I could, with jests and hints. I knew the reason why of course, but not in words—it was something I felt. Now, having seen the terrifying march of the Meat Lord's army, I have the words to fit my feelings. I can say it no better than this: The Worm Witches are in some sense fighting for all of us—a thin line of suffering and often ill-armed human beings standing between barbarism and at least comparative decency.

They are pacifists who abhor violence, who abhor power, and yet they must cling to them both if they are to survive.

Usually the first part of Annalida seen by those approaching by sea, this swamp-covered island is one of the most dangerous places in the area. It swarms with creatures indigenous to this small island and humans never made much purchase into the deadly mangroves. However, the island serves as a great buffer against the open sea and has made the Riven River Bay a still and safe harbor. For each day spent on the Island, roll on the following encounter table:

Encounter Table: roll 1d6

1. Slime Worms (p. 67).
2. **Crocodiles**—AC 5[14], HD 2 (11 hp), Att 1 x bite (1d8), THAC0 18[+1], SV F2.
3. **Naga**—AC 5[14], HD 7 (21 hp), Att 1 x bite (1d4) or by spell, THAC0 13[+6], SV F7, Spells: *Charm Person, Shield, Ventriloquism, Mirror Image, Phantasmal Force, Hold Person*.
4. **Black Slime**—AC 9[10], HD 2 (5 hp), Att 0, Attaches to and consumes all organic matter that touches it, delivering 1d6 damage/round until destroyed, SV F2.
5. Zombie Worms (p. 68).
6. Tidal Wave (Make Dexterity check or be dragged into the sea, suffering d6 drowning damage each round until a successful Constitution check is made.)

After each encounter, roll on the following table to see what was earned.

Lootables: roll 1d4

1. Small, perfectly round **stone**. It glows with purple energy when examined closely but has no other powers.
2. **Chest** buried in the mud—with 1d4x100 gp inside.
3. Bottle with a parchment inside. The parchment is a **map to the hidden Bone Fortress** on the Isle of Meatlandia.
4. Sunken in a tree is the **Axe of Jitterbug**. Whoever holds it must make a **save vs. spell** or begin to dance so uncontrollably they cannot perform any actions. They will do so for 1d10 rounds before regaining their mind.



ISLE OF TREMORS

The isle is mostly abandoned save for a few goatherds who come over in the summer to graze their flocks. Only the most desperate or adventurous make the trek, for although the land is covered in soft grass, it has an active volcano that constantly shakes the island. These titular tremors range from minor to earth-shaking, but occasionally leak noxious gasses. Bodies of fallen goatherds, droves of goats, and stray adventurers litter the small island and the choppy waters around.

The Isle of Tremors is as of yet unaffected by the invasion of Meatlandia, and is insignificant enough that it may well remain untouched. However rare herbs grow here, and a kind of floppy-eared rabbit found nowhere else in the land dwells in the soft soil near the sea. Some of a scientific mind-set come to catalogue the plant life, and, with a little luck, a merchant could grow rich.

For each day spent on the island roll 1d8 & 1d4.

Encounter Table: roll 1d8

1. Shepherd.
2. Gooseherd.
3. Goatherd.
4. Treasure Seeker.
5. Botanist.
6. Wealthy Merchant.
7. 1d4 Worm Wardens.
8. 2d6 Goats.

Disposition Table: roll 1d4

1. Friendly.
2. Hostile.
3. Sleeping.
4. Incomprehensible.

After each encounter, roll on the following table to see what was earned. If a particular result makes more sense, choose that.

Lootables: roll 1d4

1. A basket of brown eggs. Acts as 2 days of rations, if cooked.
2. Decomposing quiver containing 1d12 pristine **obsidian tipped arrows**. (A natural 20 with an obsidian arrow will instantly kill any humanoid opponent.)
3. Buried treasure—box of **1d8 gemstones** hidden beneath floorboards.
4. Rare **Galangalal Root**. In Meatlandia City, it's worth 1d4 x 1000 gp.



ISLE OF WORMS

Anno Meat Lord 240, 2 Oct.

Though few now live who can recall the events of that dark day only a fortnight ago, it becomes increasingly likely that the Battle of Bown was our last stand against Chalcidian and the Imperia. We've spent the last week in the rain, talking to survivors and using fell magic to divine the truth. It's clear now. There is no sign of her here and now we've reached the ends of the world. Depression has set in for all of us as we acknowledge the uncomfortable truth. Belinda Blood is dead. We will miss her, of course. For all her flaws, she made us feel alive. Made us feel special for knowing her. But that grief is little when held up against the grim truth. If Belinda Blood is dead, so too is Annalida. So too are we all. These long years of resistance have stretched reserves thin and morale yet thinner. Fewer than 70 of us remain. What chance have we?

The name of this island is something of a mystery, for few worms if any are located here. Indeed this land was its own independent duchy, under the d'Clar family, for as long as memory stretches back. It was only with the rise of Meatlandia that the Duchess d'Clar allied herself with the inhabitants of New Fleshtown and the Worm Witches. Like all wartime compromises, it left both sides unhappy but the squabbling between d'Clar and the Worm Witches ended as quickly as it began, with their utter defeat at the hands of Chalcidian at the Battle of Bown.

Now with the Duchess and the flower of her strength dead or on their way to the dungeons of Meatlandia, there is little left on this island. A few who were too old, weak, or young to join the war, of course, but that leaves acres of abandoned apricot orchards and fallen cottages, empty fields and barren bays.

Nature and magic alike abhor a vacuum and things may be soon changing. Recently, Meat Mechs landed on the western shore of the island. From their questions, it is clear they are looking for something in the hills to the east. Something important.

For each day spent on the isle, roll on the following encounter table:

Encounter Table: roll 1d6

1. Three small children, playing an incomprehensible game in the mud with flower petals.
2. Abandoned cottage, with lootable rations for d10 days (per person).
3. Four Meat Mechs, wary and trigger-happy.
4. Heavy monsoon-level rainstorm for 1d4 hours.
5. Marn and Tarn, a husband and wife team of disappointed slime worm hunters.
6. A scion of the d'Clar family, accompanied by 1d6 disheveled followers: Simon d'Clar plans on reclaiming his family's status and expelling the Meat Lord's forces. He is likely wrong in both regards.

LOST COAST

The Lost Coast was the first part of the Isle to be discovered and settled. It was so named because at the time Annalida was known as the Lost Isle and thus the coast was initially dubbed the Lost Coast. Other names changed, as did the land and its inhabitants, but the Lost Coast never changed its name, even as it developed into a series of cozy ocean hamlets.

None of those hamlets still stand—all were crushed beneath General Chalcidian and his Dreadnoughts. The bulk of the forces from Meatlandia landed here. Dreadnoughts and Meat Men and Meat Mechs and worse, and all that opposed them were a few Worm Witches and their Worm Wardens. Those defenders now lie dead, buried in the earth.

This was a bad start to the war, but what followed was disastrous. It was on the Lost Coast that Defarge fell; ambushed by Chalcidian and wiped from this earth. If not for a Chaos Storm summoned by a young Nexus Bard, the forces of Annalida may have fallen completely that day.

Now the Lost Coast is a smoking ruin of mud and bodies and ever more invaders from Meatlandia. The forests of birch and thorn wood are burnt to cinders, the once-fertile farms now filled with rotting bodies. A nightmarish landscape, indeed, but it is not empty.

Some few Worm Witches search for the body of Defarge, for they believe that she can return from the dead. They elude the patrols and marching troops of Meatlandia forces and dig through the fetid mud. They have found nothing thus far and hope is at a low point. For each day spent on the Lost Coast, roll the following encounter table:

Encounter Table: roll 1d6

1. 1d4 Meat Men patrol.
2. 1d8 Meat Men patrol.
3. 2d6 Meat Men patrol.
4. 1d4 Meat Mechs.
5. 1d3 Worm Witches and their Wardens.
6. Dreadnought (p. 69).

Anno Meat Lord 236, 4 Mar.

Alas. Defarge is dead. Most of her closest companions too. A small force of meat men, raiding and burning, caught her attention. Defarge and her cadre were alerted by the Worm Wardens, and ascended into the sky on their weird worm brooms almost immediately. The meat men fled almost immediately. Defarge was powerful and wise, but lacked knowledge of basic military tactics. She pursued those meat men straight into the jaws of a trap. Eight Dreadnoughts tore up the Worm Witches. Chalcidian and the Imperia have struck first and struck hard. Maybe it's better this way, to be spared the cruel talons of hope.

Who will lead them now? Lady Graymaw won't do it. Abroxis of the Zanians would do it, but no one will allow her to. She thinks too much and feels too little. Bakunin laughed off the suggestion of leadership. One of the young cadre, perhaps? Without hope and guidance from the top, how long can the Worm Witches survive?

MT. WYRM

The highest point in Annelida, Mount Wyrn towers above the island and serves as a powerful reminder of the savage wilderness that the Imperia would conquer. Storms roar through the higher elevations, even in summer. In the winter, the peaks of Mount Wyrn are completely inaccessible. Goats, cougars, and brown bears can be found in abundance here, as well as bands of monsters who inhabit the myriad caves of the lower elevations. A Kaldane warren had been reported by some explorers, but it has never been confirmed.

For each day spent on the mountain, roll on the following encounter table:

Encounter Table: roll 1d10

1. Sir Angularus Vantage, survivor of the Vane; he is powerful and he's here to hunt Kaldane **Sir Angularus Vantage—Level 5 Neutral Fighter**, AC 4[15] (chain and shield), HP 31, Att 1 x spear (1d8+2) or short bow (1d6), THACO 17[+2], SV F5.
2. d3 nimble **Mountain Goats**—AC 6[13], HD 2 (7 hp), Att 1 x butt (1d6) or 2 x hooves (1d4), THACO 18[+1], SV F2.
3. d2 silently stalking **Cougars**—AC 5[14], HD 3 (13 hp), Att 2 x claw (1d4) 1 x bite (1d6), THACO: 17[+2], SV F3.
4. **Brown Bear**—AC 3[16], HD 4 (28 hp), Att 2 x claw (1d6) 1 x bite (1d8), THACO: 16[+3], SV F4.
5. **Meat Mech, antagonistic**—AC 8[11], HP 60, Att 2 x fist (2d8), THACO 12[+7], SV F12, immune to all spells but fire and cold-based.
6. Family of refugees fleeing the war.
7. d4 **Runaway Rust Knights**—*Level 1 Lawful Rust Knightss*, AC 5[14] (chain), HP 6, Att 1 x Rust Mace +1 (1d8+1, disintegrate metal on hit), THACO 19[0], SV F1.
8. A disheveled old woman who claims to be Belinda Blood.
9. Yomps the Kaldane, here to visit the alpine warren—*Level 5 Lawful Kaldane*, AC 2[17] (full steel helm), HP 7, Att 1 x dagger (1d4-1), THACO 17[+2], SV C5, Hide: 7 in 12, **Mind Control once per day at -2 to saves**, **Spells: Cause Fear, Resist Cold, Hold Person**.
10. Kaldane Warren (d200)—*Level 1 Neutral Kaldanes*, AC 5[14], HP 1, Att 1 x dagger (1d4-2), THACO 19[0], SV C1, Hide: 6 in 12, **Mind Control once per day**.

After each encounter, roll on the following table to see what was earned.

Lootables: roll 1d4

1. **Cougar fur**, worth 30 gp.
2. Stuck between two rocks is a vial of **Worm Honeydew**.
3. **Very large eggs**. They throb with energy but cannot be opened by any means.
4. Fallen noble's body. Carries a **tube that acts as Lightning Bolt spell**. The Tube has 2d4 charges left.



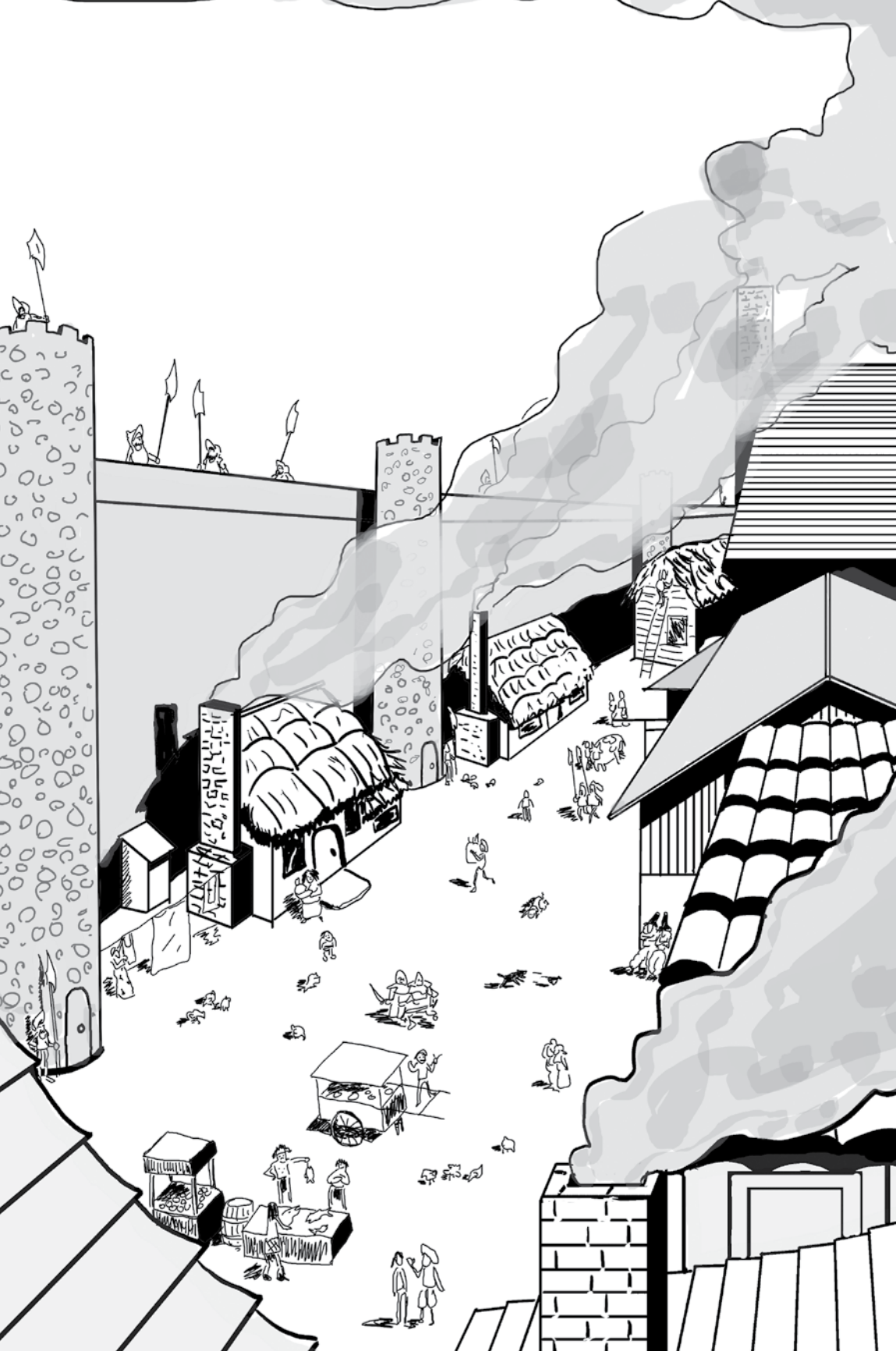
Hidden among the rocky crags of Mt. Wyrn, it may be possible for one who is determined and lucky enough to find the last vestiges of the Free Annalida that existed in Belinda Blood's time. Here the Meat Lord's minions rarely venture, for the mountains are inhospitable and the dangers are many.

Small clutches of Annalidans gather in the valleys and in cliff-side cave systems and work diligently at carving out lives for themselves in the old ways of their ancestors. None know precisely how many live in the mountains, but it is likely more than a few, and they do have ways of communicating with one another when the need arises.

If someone of high enough Charisma (16 or above), or someone who has proven themselves adequately in fighting against the

Meat Lord's occupation, can make contact with these disparate peoples. It may even prove possible to unite them together in a second uprising. However, the legend of Belinda Blood is fading, the wrath of the Meat Lord is extreme, and it would take quite a hero to unite these people once again against their common foe.

If an army could be raised, one would find that there are roughly 400 + 3d6 x 100 able-bodied men and women who could fight for their lands, with more than twice that number of children and the elderly back in the hovels, caves, and villages of the mountains. Of those troops, at least one in 100 will be a Worm Warden of 4th level and 1 in 200 will be a Worm Witch of 4th level.



NEW FLESHTOWN

Originally built as a military outpost on the southern end of the island, New Fleshtown has grown over the last ten years into a healthy and robust fishing and trading city. The garrison is still here, but most of the activity in this town is commercial in nature and Annalidans (sometimes even Worm Witches) are typically tolerated. Gear may be purchased here, though it is low quality and overpriced (+1d4x10% on regular prices).

Hooks: roll d4

1. The garrison captain died mysteriously in his sleep, and the hunt for his killers leads his successor right to the PCs.
2. **A Worm Witch—Level 2 Worm Witch, AC 7[12] (leather) HP 7, Att 1 x staff (1d4), THAC0 19[0], SV WW2, Spells: *Animal Friendship, Infect with Worms*** visits her shameful lover, a member of the Meatlandian guard. If she realizes the PCs have seen her, she will flee but may be assuaged by gentle talking.
3. Cam Bazpop, a wealthy spice merchant, will pay very well for plants from the Isle of Tremors.
4. A dead Kaldane lies in the middle of the road.

Rumors: roll d6

1. Belinda Blood was last seen on The Isle of Mangroves.
2. That scribe from Meatlandia with the Worm Witches hates the Meat Lord as much as we do.
3. Dangerous creatures have been seen on the beaches of The Broken Shore.
4. The army from Meatlandia is nearly broken and returning home soon.
5. The powerful Tigerwand is hidden in the crags of The Worm's Backbone.
6. Defarge isn't dead. This is all part of her plan to defeat the Meat Lord.

Anno Meat Lord 236, 16 Jan.

I've heard unsettling news today, from a reliable source. The Meat Lord has appointed a new general for his forces. There are no kind men that serve the Meat Lord, of course, and Lord Robertson was a vicious brute. But Chalcidian is the worst of the lot. He is ruthless and cruel, aye, just as Lord Robertson. But he is also a damned genius; the smartest man in the room at all times. Imperia Esmæ remains ensconced at Fort Abscess and with the two of them together, I fear for the island of Annalida itself.

There is some good news too, though it does not balance out the bad. Vaster and his men arrived in New Fleshtown today. It's on the quiet, but they're here to join the Resistance. I met Vaster long ago, fighting Kaldane in the Flesh Lands. He is hardy and an experienced leader. Maybe too experienced for when I looked into his eyes I saw the knowledge of his death writ large.

PERRON

Anno Meat Lord 239, 14 Oct.

Almost, I died today. Journeyed to the small town of Perron, where Belinda Blood was born and raised. I made the trip with a score of warriors including Drazen the Unsavory and Yomps the Kaldane. War makes strange bedfellows!

Instead of meeting with Belinda, as we had secretly planned, we were ambushed by the Death's Hand. There were only three of them but they killed fourteen of us, wounded the rest, and only the arrival of Belinda Blood saved our lives. The assassins fled as the ground erupted and air filled with worms. Belinda landed before us. The young woman of whom I had vague memories from *The Witch's Woods* was unrecognizable. This woman had visibly aged; her face was lined and her hair filled with grey. I anticipated time for a discussion, for I have many questions, but she had no time to parlay. No sooner had we exchanged greetings than she had mounted her worm and was off into the sky once again.

Long ago, Perron was an utterly average hamlet known only for the regional delicacy *tarnatilla*: rice bowls made with fresh fruit. A century ago, an earthquake left the town all but wrecked, abandoned by all save for the most desperate. So it sat, moldering and forgotten, until a young woman was born and raised in its humble environs. Now Perron is the heart of the island, for it is the birthplace of Belinda Blood herself.

Throughout the war, it has nominally remained in Annalidan hands. But the Meat Lord would love to capture the town and, recently, there have been rumors of some dark beast stalking through the night. People who live on the outskirts have disappeared, leaving nothing behind.

That the once obscure town still stands at all is due to geographical providence. Above the town is Allen's Harbour, the choppy seas of which have thus far resisted the Meat Lord's probes. Below the town is a range of mountains that prevent dreadnoughts and heavy infantry. Someday, perhaps, a force will come in from the east, but the ground there too is swampy and unsteady.

The town itself, beneath the faded and shabby exterior, serves as a hidden headquarters for a cadre of Resistance Worm Witches. At any time, there are 1d12 important advisers debating the tactics of survival. They do so in rooms hidden beneath the floors of the modest shops. Whether they would welcome assistance from adventurers or resist outsiders barging in is up to referee discretion.

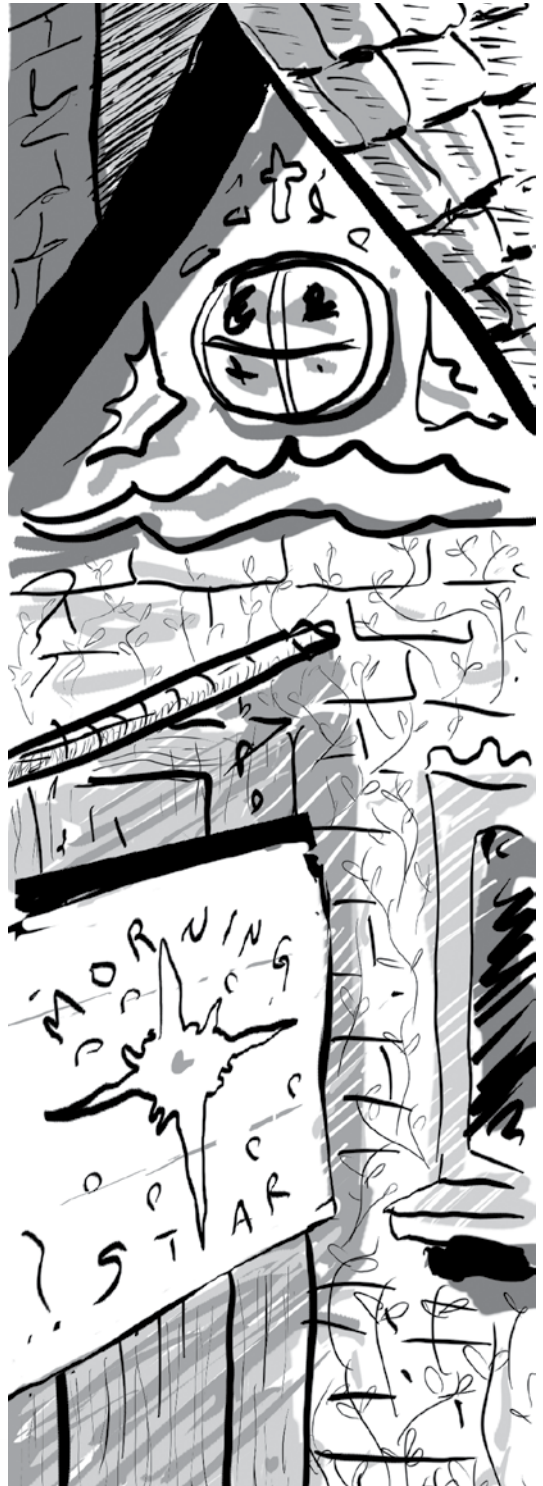
There are a handful of shops selling decent gear and the Morningstar Café, popular with adventurers across the island who are eager to try *tarnatilla*.

Hooks Table: roll d4

1. The Council of Librarians are seeking an artifact—a holy weapon of the Worm. They have no money or jewels but claim to possess a great secret they will part with in return for the weapon.
2. Marshall Tram suspects the Meat Lord is planning an attack through Alan's Harbor and will pay for information confirming or denying this.
3. The city is largely in ruins and many poor people would welcome help rebuilding it. Both houses and infrastructure are much needed.
4. Duke Nick, a regular at the Morningstar Café, will pay a bounty of 500 gp for each Meat Mech head claimed.

Rumors Table: roll 1d6

1. Belinda Blood was last seen in Allen's Harbor 1 year ago.
2. That scribe from Meatlandia with the Worm Witches is a spy for the Meat Lord.
3. Dangerous creatures have been seen crawling out of the sea at The Broken Shore.
4. There's a huge army from Meatlandia coming soon.
5. The almighty Staff of Ios is buried in the Witch's Wood.
6. Those that bathe in the Blood Lake gain immense powers—if they survive.



THE VALLEY OF VANE

*Belinda Blood at the Valley of Vane
As remembered by Sir Angularus Vantage
Anno Meat Lord 239, 7 Sep.*

Of course I remember that day, how could I ever forget it? It was the first time that the Dreadnoughts ever came into Vane and I thought that we were all going to die—Vaster's men, the Zanians, and even Lady Graymaw's special troops. Yeah, we had some decent weapons and just a little bit of Meat Magic, but those Dreadnoughts were something else! Twenty feet tall, made from the meanest bits of meat that you'll ever see, and bursting with Meat Magic. Well, we were guarding the Lady Graymaw's special shipment, but I'll be damned if I have any idea what the hell it was. Something more valuable than the lives of a couple hundred men, that's for sure! Whatever it was, these Dreadnoughts wanted it and we weren't nearly enough to stop them from getting it.

Vaster was the first to fall, and, in some ways, I think that might have been good luck for his men. The Dreadnoughts were as brutal as they were frightening and we saw them tear men limb from limb. Some of those guys got squashed and torn and left out there, mangled and dying for what seemed like eternity before the Great World Worm finally took them. But it wasn't long before most of the Zanians and Graymaw's men joined them in the blood and the muck down there beneath the Dreadnoughts' twisted and abominable feet.

Like I said, I thought for sure that we were all gonna get it. Those Dreadnoughts were tearing through men like scythes in the field and we had no answer whatsoever for

them. Then, suddenly, everything changed! A whole bunch of giant worms shot up out of the ground and started tearing into the foremost Dreadnoughts. Then, fast as fire, this lady comes zooming in on a flying worm and starts throwing things at the remaining Dreadnoughts. Every time one of the things she throws at them makes contact, the Dreadnought just does down—it's not until later, after the whole thing was over, that we figured out that they had all been eaten alive by a million tiny worms! So, just like that, this lady takes care of these Dreadnoughts that 200 men couldn't do a single thing about and I'm watching as the final two of them are trying to make off with the carriage that's carrying Lady Graymaw's treasure. They're cutting a path through these worms, maybe they have a chance to make it out, when this worm lady starts chanting something properly wicked. Next thing I know, a worm the size of a house shoots its head out of the ground and gobbles them and the carriage up in one bite! One. Bite. Then it dips back into the ground and, just like that, the whole thing is over.

The lady didn't really stick around much after that, guess she had other business to attend to. But she stayed just long enough so that we got to know her name—and, believe me, I'll never forget it for as long as I live. She said her name was Blood, Belinda Blood.

I heard she showed up a while later in Perron and, possibly, down somewhere on the Lost Coast, but, you know, that was the first and the last time I ever saw Belinda Blood.

The Valley of Vane will forever be known as before the Worm and after. For much of Annalidan history, it was unremarkable: a pastoral valley with small farms known locally for their tomato soup. After the battle of the Vane, the topography was forever changed.

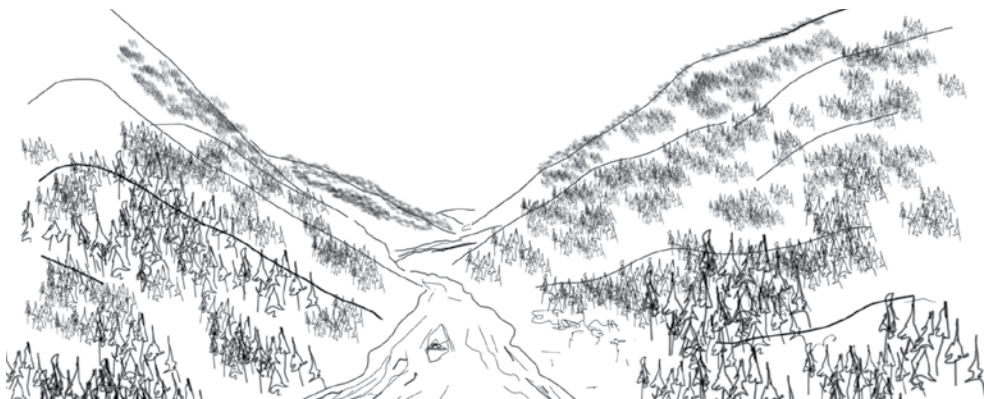
Belinda Blood summoned a Chaos Worm, a creature so powerful it rent and changed the very earth forever. A crater nearly half a kilometer in radius now splits the Valley. It is deep, reaching to the very center of the earth and it throbs with moist, warm undulations. The bodies of the fallen—on both sides—disappeared after the battle and local superstition thinks that creatures emerge from the hole in the dark of the night.

Whether that's true or not, travelers passing through report half-glimpsed visions, dark dreams, foul weather, and inexplicable happenings. Though the valley was long the preferred approach to Mt. Worm, it is quickly falling into obscurity.

The first day spent in the Valley, roll a 1d10 for the encounters. For each night spent therein, the die moves down a step: 1d8 for the second day, 1d6 for day three, and 1d4 for day four.

Encounter Table: roll d10

- 3 ragtag Meat Men bandits. **AC 10[9], HD 2 (7 hp), Att 1 x janky spear (1d6), THAC0 18[+1], SV F2.**
- The unstable earth slides down, knocking the PCs into a deep pit.
- Bedeveled red stag attacks. **Red Stag—AC 7[12], HD 4 (14 hp), Att 1 x butt (1d10) or 2 x hooves (1d4), THAC0 16[+3], SV F4.**
- The ground is covered with swarming Zombie Worms (p.68).
- Stalked by jaguar. It will surprise attack by jumping onto back of weakest party member. **Jaguar—AC 2[17], HD 2 (8 hp), Att 2 x claw (1d6) 1 x bite (1d6), THAC0 18[+1], SV F2.**
- Injured Naga, pierced by many lances. If treated fairly she may offer information. **AC 5[14], HD 7 (2 hp), Att 1 x bite (1d4) or by spell, THAC0 13[+6], SV F7, Spells: Charm Person, Shield, Ventriloquism, Mirror Image, Phantasmal Force, Hold Person.**
- Hollow in tree, filled with: 1. worms; 2. Worm Honeydew; 3. shrunken heads; 4. 1d100 gp.
- Lost goatherd, bleeding from wounds that can't be seen.
- A bag hanging in the trees that, if collected, has 1d20+10 gp and several packets of herbs. Roll 2d6 thrice on the Worm Warden Level 4 Forage Table.
- Abandoned crofter's home in good shape: 4 hours spent in the comfortable beds will equal a full night's sleep.



WILD COAST

Anno Meat Lord 240, 13 Mar.

Rumor was that Belinda had taken refuge here on the Wild Coast. Perhaps she was wounded or perhaps had some great strategy. It made tactical sense, as Fort Blood would make for a strong bastion. No fewer than three sources testified to seeing her here, recently.

Alas, they were wrong. Belinda is not here. A dozen Worm Wardens have combed the dense woods and announced it so. She was not ever here, and fools that we were, we allowed ourselves to blindly follow rumor. Hope dims for us all as we pack up for a trip to the Isle of Worms. If she is not there, it does not bear thinking about.

Strange things happen on the northwest coast of Annalida, where Chaos Storms bubble out of the clay beaches. This stretch of land is used by Worm Wardens in training, those who study the natural land, people who have wandered in from the nearby Witch's Woods and creatures not seen anywhere else. The sea here is a moiling, churning cauldron of ever changing colors and waves that obey no natural patterns.

It is as of yet untouched by the war, save for a new fort built along the broiling coastline. Meant to be an untouchable fortress, it is currently undefended and filled with refugees from the war. They live off the watermelons this region was famed for, though now they, like everything else in this region, have warped in strange ways. If eaten, they have a myriad of effects, all only good for the day the melon is consumed.

Melon Encounter Table: roll 1d8

1. **Full.** You are so stuffed with melon you don't need to eat for the next 3d12 hours.
2. **Seeds.** Spit seeds at will. They do no damage but really annoy the enemy.
3. **Weird.** You think everyone you see is badgers.
4. **Vitamins.** Gain 1d4 temporary hp for the rest of the day.
5. **Flee!** Successfully run away from one opponent.
6. **Gregarious.** Make one hostile foe your friend for 1 hour.
7. **Rebuff.** Make one opponent reroll.
8. **Lucky.** Reroll 1 die.

(There is a 20 percent chance per hour spent on the Wild Coast of finding these melons, doubled if the PCs are actively looking for them.)

Sleeping on the Wild Coast

The Chaos Storms have been increasing in power, scope and severity since the start of the War. Travelers in this land will see them daily. The power of Chaos is so fiercely raw that any who sleep on the Wild Coast will have to **save vs. spell** or lose their class and become a Nexus Bard (see *The Chaos Gods Come to Meatlandia*).

THE WITCH'S WOODS

The Witch's Woods was once the center of the resistance led by the Worm Witch Defarge. Now, many years since it was razed by Chalcidian, little evidence remains that it was ever crawling with Worm Witches, Worm Wardens, and proud resistance fighters. Charred skeletons of trees are all that remain of this once beautiful sylvan setting. Chalcidian's magical devastation ensured that even grasses and scrub-brush would not return to the scorched lands. Encounters are rare, as most living things within the woods were either destroyed or driven out those many years ago; although life, as always, has a way of eking back.

Encounter Table: roll 1d20

- 1-16. Nothing. The devastation is too extreme for life in this part of the woods.
17. **Red Deer**—AC 7[12], HD 2 (6 hp), Att 1 x butt (1d6) or 2 x hooves (1d4), THAC0 18[+1], SV F2
18. **Brown Bear**—AC 3[16], HD 4 (28 hp), Att 2 x claw (1d6) 1 x bite (1d8), THAC0 16[+3], SV F4.
19. 1d4 **Brain Worms**—AC 7[12], HD 3 (9 hp), Att 1 x bite (1d4+1 and Brain Bore on 18+), THAC0 17[+2] SV F3.
20. 2d6 **Earth Worms**—AC 7[12], HD 1 hp, Att 1 x head butt (1d4), THAC0 19[0], SV F1, cannot be hurt by physical weapons or magic while touching earth.

Defarge's Temple

Following the trail of devastation laid down by Chalcidian will bring the characters to the ruins of Defarge's Temple in the center of the Witch's Woods. The trees and brambles here are burned and broken, but their husks still stand and block out views of the ruins from all directions, save the east.

- A. **Entrance.** Stepping into the ruins of Defarge's Temple, one can see the devastation wrought by the battle with Chalcidian. Charred bones still litter the field and the wrecked stone that once formed the temple is scattered around in piles of

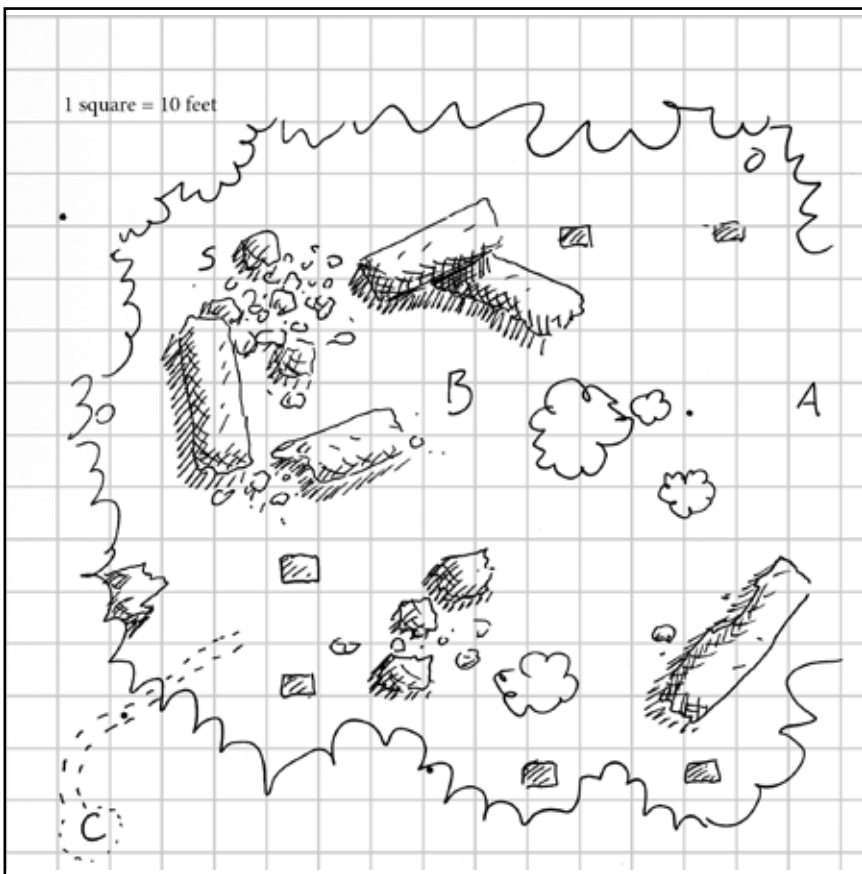
Anno Meat Lord 237, 5 Aug.

One of the young witches has the unlikely name of Belinda Blood, and is showing herself to be quite a leader. After today, I think she shall lead the remaining Annalidan forces. She lacks Defarge's wisdom, lacks her compassion, yes. But in place of those she has the sheer will to win.

There was an ambush near the Bloodwater today. I myself have only just returned from the hellish sight, though I was too late to join in the fighting. I interviewed some of the survivors at Defarge's Temple in the Witch's Woods and think I can piece together what happened. Vaster's troops were bringing in stolen worm honeydew. Proper stuff, from the worms beneath the city.

And Chalcidian himself lead a team of dreadnoughts. Ambushed our forces. Vaster is missing and I can only presume dead. Hundreds of others are gone now too. But the Worm Wardens managed to hold off oblivion long enough for Belinda Blood to arrive and summon one of the great worms. It was obviously immature and not close to full size, but it was large enough.

Chalcidian barely escaped and his forces have suffered their first real loss of the campaign. There is some small joy here in the Witch's Woods tonight, though the missing faces of family and friends loom large.

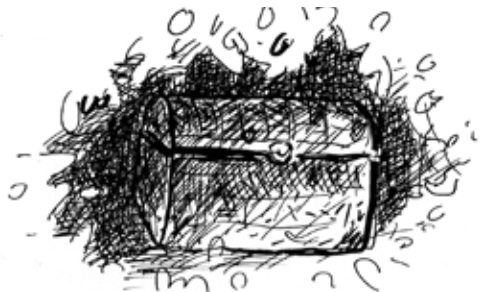


rubble. To the southwest, a barely visible trail leads off into the devastated forest to the treasure at location C. It can be spotted on a 1 in 6 by those who are not looking for it and on a 3 in 6 either by those who are actively searching for hidden trails, by Elves, or by Worm Wardens.

B. Temple Entrance. Crossing the courtyard, characters will find the rubble of what was once the entrance to Defarge's Temple. The stones are broken and strewn in great piles. Searching carefully will reveal the secret stairway leading into the cave below the temple buried under a pile of broken stones near the back of the temple.

C. Treasure Chest. Someone was trying to carry a chest of treasure away from the temple during or after the battle

with Chalcidian. A human skeleton clutching a beautifully wrought and almost glowing dagger (this is **Asgolith's Dagger**—a magical dagger that is +1 in melee, but attacks at +3 when thrown and will always magically return to its owner at the end of the round when it is thrown) lies beside the chest. Within the chest is a portion of **Defarge's Treasure**: 2d4 dried blood worms, 644 gp, two diamonds worth 350 gp a piece, and a bolt of wormsilk cloth worth 500 gp.



The Temple Cave

Beneath Defarge's Temple, a hidden stair (at B) leads to a secret cave system that was once the most holy portion of the site.

A. Entrance. Descending the stairs, one enters a cave that is roughly 40 by 40 feet with fifteen foot high ceilings. Dwarves will note that the cave is roughly 30 feet below the surface.

The walls and floor of the cave are damp and moldy, coated in an inch-thick yellow slimy substance. The yellow substance is actually a cluster of Yellow Molds that have taken up residence in the cave—**1d4+4 Yellow Molds**—AC can always be hit, HD 2 (11 hp), Att 0 (can only be killed by fire-1d4 damage/round, does not attack but, if touched, emits a 10'x10'x10' spore cloud—1d6 damage and save vs. death or choke to death within 6 rounds), SV F2.

B. Crossroads. This area is lit by hundreds of tiny glow worms. They are far more concentrated to the south than any other end.

C. Resting Room. About a dozen small bunks are carved into the stone walls of this 50' x 30' room. Anyone laying in the bunks will be fully rested and invigorated (including regaining spells, etc.) after 15 minutes.

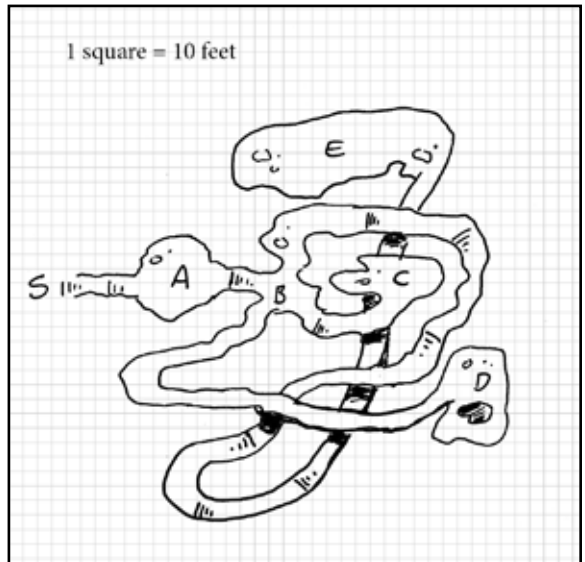
D. Well of Cleansing. A 20' x 20' natural pool, teeming with millions of tiny bioluminescent worms, glows in the center of this chamber. Immersing oneself within the waters of this pool will purify one of all sickness and disease, including that caused by the spore clouds of the yellow molds above. What appears to be a stick leaning against the wall behind the pool is actually **the Staff of Ios** which, when held, grants the bearer immunity to all Chaos Magic.

E. Deep Cave. Winding its way down into the depths of the earth, the tunnel finally terminates at a huge chamber—fully 30' x 100' and with a ceiling 50' above. Dwarves will know that this cave is well over 150 feet below the surface. Fine wooden chairs are arranged around a large oak table and a chest sits upon a stone dais in the back of the room. This is Defarge's Treasure!

The room is guarded by 6 White Worms that will attack any character not of Neutral alignment.

6 White Worms—AC 9[10], HD 3+10 (24 hp), Att 1 x bite (1d6+2), THAC0 16[+3], SV MU5, Magic Resistant (+4 to saves vs. spells and magic bonuses to weapons do not apply).

Inside the chest is the remainder of **Defarge's Treasure**: 6 emeralds worth 250 gp each, 4 diamonds worth 500 gp each, a **Wand of Negation** with 12 charges, and **Gauntlets of Burrowing** (can burrow as per the Worm Witch spell 3 times per day).



THE WORM'S BACKBONE

Anno Meat Lord 234, 28 Apr.

After traveling at great peril through the night, we have arrived in the small mountain town. It's simply called Witchtown and it wasn't here a year ago. It's rough and was thrown together carelessly. Already, though, I find myself liking it. There is something refreshing about this town. Waiters and shop-workers look you in the face and treat you as an equal. In all appearances, it is a town in which the wealthy classes had practically ceased to exist. There are no "well-dressed" people at all. Practically everyone wears some variant of the tan and green militia uniform. It is a land where humans behave as human beings and not as ingredients in a powerful Meat Mage's spell.

A series of minor karst mountains, the Worm's Backbone run parallel to the fjordlings of Alan's Harbor on the southwest of Annalida. Fleshtopia is just to the northeast and in happier times many rambblers and Wardens would sojourn to the Backbone to pick almonds and pomegranates.

These karst cliffs were always rife with worms, these days seemingly more so than ever. While the visible parts of the cliffs are currently empty, it's a different story on the inside. Here lurks a strong force of the Resistance: d100 Worm Witches and twice as many Worm Wardens.

Though encounters with animals and creatures more foul are commonplace, it is extremely likely that characters who spend more than 1d4 days among these cliffs will encounter the Worm Witches and their Wardens. If the mean of the party's Charisma scores is 11 or more and if the majority do not serve Law, they will encounter Zagivias the Worm Witch. Zagivias is kind, but cautious, and will take no chances with those that she does not trust. Those who win her trust will be given a **secret map showing the location of the treasure in the Witch's Woods**. Moreover, Zagivias can be persuaded to send 1d4 level 3 Worm Wardens to assist a properly revolutionary-minded force of adventurers.

Zagivias. *Level 7 Worm Witch, AC 3[16] (leather), HP 22, Att 1 x staff (1d4), THAC0 17 [+2], SV WW7, Spells: Divination, Locate Animals, Worm Whip, Face of Worms, Wormwrithe, Items: magic boots of protection +2.*

Zagivias keeps a small bag with a dozen diamonds of 100 gp value each buried deep in her robes.

WORMWOOD

One of the largest forests on the island, the Wormwood is home to several bands of indigenous Annalidans and has so far proven impenetrable for the Meat Lord's armies. There are many hazards in this area—not the least of which are the Worm Witches themselves—and journeying into these woods without prior knowledge of the area is inadvisable. For each day spent in the Wormwood, roll on the following encounter table:

Encounter Table: roll 1d6

1. **Red Deer.** AC 7[12], HD 2 (6 hp), Att 1 x butt (1d6) or 2 x hooves (1d4), THACO 18[+1], SV F2.
2. **Giant Badger.** AC 4[15], HD 3 (13 hp), Att 1 x bite (1d6), 2 x claw (1d3), THACO 14[+5], SV F3.
3. **Worm Witch Party.** *One Level 4 Worm Witch*, AC 5[14] (leather), HP 9, Att 1 x staff (1d4), THACO 19[0], SV WW4, *Spells: Divination, Locate Animals, Worm Whip, Face of Worms, Wormwrithe*; and *2d4 Level 2 Worm Witches*, AC 7[12] (leather), HP 7, Att 1 x staff(1d4), THACO 19[0], SV WW2, *Spells: Animal Friendship, Infect with Worms.*
4. **Bloated Ogre.** AC 5[14], HD 4+1 (23 hp), Att 1 x club (1d6+2), THACO 15[+4], SV F5.
5. **Zombie Worms** (p. 68).
6. **Howling Wolves.** AC 7[12], HD 2+2 (11 hp), Att 1 x bite (1d6), THACO 16[+3], SV F3.

After each encounter, roll on the following table to see what was earned. If a particular result makes more sense, choose that.

Lootables: roll 1d4

1. **1d100 Wormberries.** More appetizing than they sound, these mottled white berries taste of lemon and restore 1 hp per 10 eaten.
2. **Spruce Javelin.** Made entirely of wood, this javelin does 1d3 damage but is so in tune with nature that it never fumbles (reroll natural ones).
3. **Holy Fern.** These rare plants are priceless, literally, but if given to a Worm Witch or Worm Warden will earn great favor with them.
4. **Moss Mask.** Nestled in a small, ornate barrel is a pile of green oak moss. If worn as a beard, allows the user to appear as a bearded, wizened old man for 2d6 rounds.

Anno Meat Lord 238, 9 Feb.

I know not why they trusted me as much as they did, but the Resistance brought me today to a wonderful copse deep within the Wormwood. Here, even though it is the middle of winter, trees and flowers of all kinds were in bloom and the air was warm. For the first time in years, I felt the magic of this isle! And then, at the heart of the wood, I saw her! Among the rag-tag collection of Worm Witches and their ever-present defenders, Belinda Blood was leading a prayer of supplication to the grove itself. In the light of the glow-worms on the trees, I witnessed the last-best hope of Annalida and, at that moment, I understood why the hope of the island persists.



THE CRAWLING COPSE

Hidden deep within the Wormwood, at a location known only to the Worm Witches and their Wardens, is a place of profound spiritual power for all practitioners of worm magic. The ground and trees constantly writhe under the sheer number of worms that dwell here. Because of its significance, the Crawling Copse is guarded by ancient magic that, though it has long been forgotten, still manifests in these hallowed woods.

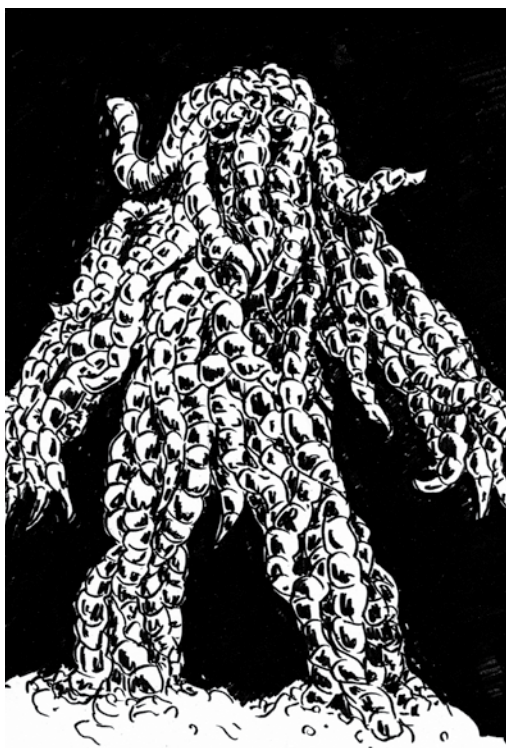
A. Entrance. The brambles surrounding the Crawling Copse are so dense, thick, and extensive, that it is impossible to enter or leave these woods, except through one of the two entrances/exits—either here at the southern end of the woods, or at the exit (E) in the north. The entrance is unguarded, but any creatures crossing the threshold into the copse will instantly feel the magic of the place.

B. Worm Barrier. Those journeying deeper into the woods will notice the thousands

of worms writhing upon the ground and in the trees around the path. Approaching the crossroads here, they will see the worms piling up into a huge mound, 10 feet high and wide enough to cover the entire path. Though the worms are benign and will not attack, they are impossible to walk across and can only be passed through by a Worm Witch of 4th level or above (with the *Pass Freely* ability), dispelled with an *Anti-Animal Shell* or through the creative use of a *Speak With Animals* spell.

C. Crossroads. An ancient Worm Golem guards the crossroads here—a creature summoned onto this plane long ago and which has protected this grove for the long millennia since. The Worm Golem will not attack automatically, but will also deny entry to area F at all costs.

Worm Golem—AC 2[17], HD 12 (64 hp), Att 2 x fist (3d4), THAC0 8[+11], SV F12, Immune to charm, sleep, or hold spells and can only be hit by magic or magical weapons, regenerates 1d6 hp per round as it absorbs more worms into itself.



D. Meditation Grove. Even those who cannot gain entry to the inner sanctum are capable of meditating here. A full hour of meditation will impart a +2 to spell strength (-2 to opponent's saves) and maximum effects for all spells for the next 24 hours.

E. Exit. Though the briars will not allow entry through this path, those who choose to leave are granted a clear path. The Worm Golem at location C will not pursue those who choose this route.

F. Wormfaced Tree. An ancient and magic-infused tree stands at the far end of this clearing, a face formed of writhing worms clearly visible upon its trunk. The tree can speak and will provide true answers to any three questions asked it by any Worm Witch. It will not speak to those who are not truly dedicated to nature.

G. Holy Grove. At the heart of the wood, the worms glow with a magic light and the feeling of magical energy is nearly overwhelming. Any who are not Worm Witches must **save vs. spell** or be stricken unconscious upon entering the grove. If the save is successful, the character will know one first level Worm Witch spell that, upon casting, will be forgotten once again. Worm Witches who enter the grove will feel the magic coursing through their bodies, strengthening them and soothing their souls, and will instantly know one more spell of the highest level that they are capable of casting (even if this provides them with an additional spell slot). If a **save vs. spell** is successful, the additional spell slot will be permanent.

These benefits may only be bestowed once per year upon any person.



WORMS OF ANNALIDA

BRAIN WORM

These purple, worms are 18 inches long and a half an inch thick. They have several rows of sharp teeth that they use to bore through the soft tissue in the head on the way to the brain. Though dangerous and frightening to most, Worm Witches have been known to use them intentionally to take advantage of their mind-protection abilities.

Armor Class 7 [12]

Hit Dice 3 (10 hp)

Attacks 1 x bite (1d4+special)

THAC0 17 [+2]

Movement Rate 30' (10')

Saves D12 W13 P14 B15 S16

Morale 8

Alignment Neutral

XP Value 150

No. Appearing 1-4

Treasure None

- **Brian Bore.** On an attack roll of 18, 19, or 20 against any opponent with an exposed face, the Brain Worm will find its way into the opponent's nose, boring its way to the brain within 1d2 rounds. Once the Brain Worm has implanted itself within the brain of its new host, it will slowly feed off of the psychic energy of the host, sapping a point of Wisdom every 2 weeks. Once the host's Wisdom drops below 3, they become a mindless vegetable. However, during this time, the Brain Worm also grants the host complete immunity to all forms of mind-control and illusion.

BROOMSTICK WORM

These blind, flying worms are found throughout the mountains of Annalida. Skittish and flighty, Broomstick Worms will usually flee quickly when they are alerted to the presence of humans and their kind. They will not fight.

Armor Class 6 [13]

Hit Dice 2 (7 hp)

Attacks None

THAC0 Nil

Movement Rate 20'/120' (7'/40')

Saves D12 W13 P14 B15 S16

Morale 4

Alignment Neutral

XP Value 50

No. Appearing 3-12

Treasure None

- **Flight.** These worms are slow and awkward on the ground, but fast and graceful in the air. They are flighty by nature and will take off for high altitude whenever they feel threatened. Worm Witches have a strong affinity for Broomstick Worms and their penchant for domesticating and riding the worms is the source of the latter's name.
- **Sonar.** Broomstick Worms are completely blind and find their way using a highly developed sense of sonar. Thus they can maneuver equally well in darkness, through smoke and fog, and in other areas where visibility is limited as they could in broad daylight.

CHAOS WORM

The closest thing Meatlandia has to gods, these massive worms have slept for millennia deep beneath the center of the earth. Now they have awakened and bore ceaselessly towards the surface, where they destroy towns, forests, and even whole mountains. As they near the surface, Chaos Worms bring with them the powerful effects of their Chaos fields—known to Meatlandians as Chaos Storms—heaping more havoc and madness upon their wanton destruction. The largest of these beasts are immeasurable—the size of mountains and islands, possibly miles in length, with mouths as big as a lake or sea—but those are rare and the vast majority are gigantic, slimy worms with bodies 100' long and 8-10' thick. 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)

THACO 4 [+15]

Movement Rate 60' (20')

Saves D4 W5 P6 B5 S8

Morale 10

Alignment Chaotic

XP Value 2,300

No. Appearing 1

Treasure 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 WORM

These despicable creatures live below the earth where they await their unsuspecting victims. They burst forth from the ground and will eat anybody and anything, including unprepared Worm Witches.

Armor Class 5 [14]

Hit Dice 7 (32 hp)

Attacks 1x tentacles (1d4 + save vs. paralysis or be held until a successful save can be made) or bite (2d6)

THACO 13 [+6]

Movement Rate 80' (27')

Saves D8 W9 P10 B10 S12

Morale 8

Alignment Neutral

XP Value 950

No. Appearing 1-6

Treasure E

- **Entangle.** Once a victim is held in the Death Worm's tentacles, they are pulled into the mouth and eaten. The Death Worm automatically hits held victims.
- **Unexpected.** Surprises on a 5 in 6 chance.



EARTHWORM

These worms are found primarily in deserts and dry areas. They are skinny, two meter tall worms that, when fighting, bob and weave like a boxer, striking with their heads. They are generally peaceful in nature and will not attack if unprovoked. Some have even been known to help travelers in need.

Armor Class 7 [12]

Hit Dice 1 hp, but cannot be hurt by physical weapons or magic while touching earth.

Attacks 1 x head-butt (1d4)

THACO 17 [+2]

Movement Rate 80' (27')

Saves D12 W13 P14 B15 S16

Morale 8

Alignment Neutral

XP Value 150

No. Appearing 2-12

Treasure E

- **Connection to Earth.** Earthworms have only 1 hp but cannot be hurt by physical weapons or magic while touching earth.

MEAL WORMS

These starchy, bite size worms can be found everywhere. There is a 50 percent chance that digging for a minute will turn 1d4 up. Each worm eaten restores 1 hp, and they don't taste bad, sort of like tangy almonds. But for every 10 meal worms consumed 1 point of Charisma is permanently lost.

Armor Class 9 [10]

Hit Dice 1 hp

Attacks None

THACO Nil

Movement Rate 30' (10')

Saves D15 W16 P17 B18 S19

Morale Nil

Alignment Neutral

XP Value 1

No. Appearing 4-24

Treasure None



PARASITIC WORMS

The various parasitic worms of *Annalida* are indistinguishable to mostly everyone. Worm Witches alone can identify and utilize these small creatures. Usually less than an inch in length, these tiny worms will typically embed themselves in the flesh or digestive tract of their host. Parasites will often cause one or more of the following conditions, but will also grant special statuses, which makes them very compelling and useful to the Worm Witch:

1. *Cramping*; 2. *Vomiting*; 3. *Headaches*; 4. *Diarrhea*; 5. *Blurred Vision*; 6. *Dizziness*; 7. *Bloody Stools*; 8. *Roll Twice*.

Armor Class 9 [10]

Hit Dice 1 hp

Attacks None

THACO Nil

Movement Rate 40' (13")

Saves D15 W16 P17 B18 S19

Morale Nil

Alignment Neutral

XP Value 1

No. Appearing 3-18

Treasure None

- **Blood Worm:** Clears all poisons/toxins from the blood.
- **Ear Worm:** Hear and understand languages.
- **Eye Worm:** See the invisible/through walls.
- **Fire Worm:** Heat resistance (+4 to saves).
- **Flesh worm:** Quickly eat necrotic flesh.
- **Heart Worm:** **Save vs. spell** or fall in love.
- **Hookworm:** **Save vs. paralysis** or root feet to the ground.
- **Ice Worm:** Cold resistance (+4 to saves).
- **Nose Worm:** Breathe without air/underwater.
- **Pain Worm:** Pain/damage over time (1 hp/day).
- **Pinworm:** Do damage with pins (**save vs. wand** or 1d4 hp/day).
- **Ragworm/Snotworm:** Spits sticky mucous web as *Worm Web* spell.
- **Tongue Worm:** Speak all languages.

REVENANT WORMS

Some of those who die while actively buzzing on worm honeydew do not rest. Their shades slither through the ether, growing ever more wormlike, disrupting the lives of the Lawful. Revenant Worms are insubstantial and invisible—most of their victims do not even know that they are there—and are usually about the size of a small cat.

Armor Class 5 [14] Can only be hit by magical weapons or spell magic

Hit Dice 4 (20 hp)

Attacks Special

THACO Automatic

Movement Rate 60' (20")

Saves D10 W11 P12 B13 S14

Morale 9

Alignment Chaotic

XP Value 100

No. Appearing 2-20

Treasure None

- **Alignment Change.** They are insubstantial, but each one that latches itself onto a Lawful character has a daily 1 percent chance (5 worms equal a 5 percent chance, etc.) of changing that character's alignment.
- **Disapparate.** If a Lawful character is converted to the side of Chaos, the worms dissipate or ascend or go wherever ghost worms go.
- **Chaotic Hosts.** Revenant worms may latch onto Chaotic characters but will have no effect whatsoever on them. In these instances, the Chaotic host serves as a carrier until they come in contact with creatures of Law. At this point, the revenant worms will immediately detach and descend upon the Lawful being to begin their feeding.



SLIME WORM

These nasty beings are 2-3 feet long. Some of the more unsavory types in the wilds of Meatlandia have been known to use Slime Worms as weapons, brandishing them much like clubs or whips. Slime Worms are carnivorous and, though cowardly, have been known to attack if desperate for food.

Armor Class 5 [14]

Hit Dice 1 (6 hp)

Attacks 1 x bite (1d4 + special)

THACO 19 [+0]

Movement Rate 40' (13')

Saves D12 W13 P14 B15 S16

Morale 6

Alignment Neutral

XP Value 75

No. Appearing 3-12

Treasure U

- **Sticky.** If a PC touches, or is touched by, a slime worm, they must make a **save vs. paralysis** or be stuck to the worm. A stuck PC must make a successful Strength check to separate from the worm. Failure to do so means that they are still stuck to the worm and makes all attack rolls at -4.
- **Accumlation.** They are so slimy that any physical weapon or object that hits them will stick to them until they die. Because of this, Slime Worm hunters can usually find some very interesting things on their bodies.

WHITE WORM

The White Worm is what a Meat Mage becomes after the final stage of Worm Metamorphosis. Eight to ten feet long and weighing over 500 pounds, these enormous and slow worms wander mindlessly through the vast network of tunnels beneath the surface of the planet. They are omnivorous and cowardly and will prefer flight to combat, though will fight vigorously to defend themselves.

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.

Armor Class 9 [10]

Hit Dice 3+10 (24 hp)

Attacks 1 x bite (1d6 + 2)

THACO 13 [+6]

Movement Rate 20' (7')

Morale 6

Alignment Neutral

XP Value 75

No. Appearing 1-4

Treasure L, S

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



ZOMBIE WORMS

These 2-3 foot long, pasty white worms are usually found in dark, swampy, areas where death and decay occurs. Carnivorous scavengers, they prefer to feed upon bodies that are already dead, but will attack living—especially wounded—creatures if no corpses can be found.

Armor Class 8 [11]

Hit Dice 1 (3 hp)

Attacks 1 x bite (1d3 + special)

THACO 19 [+0]

Movement Rate 20' (7')

Saves D12 W13 P14 B15 S16

Morale 4

Alignment Neutral

XP Value 50

No. Appearing 3-18

Treasure Q

- **Control Corpses.** Prefers dead flesh to living, but can attack live targets. Will attempt to bore into a body and consume its brain. While the brain is being consumed (the process typical takes 1-4 days), the worm will be able to control the corpse, essentially turning it into a zombie.
- **Brain Bore.** If the zombie worm makes three successful attacks in a row, it will have successfully found its way into the victim's mouth and immediately works its way towards the brain. Its next attack will be made at +4 and, if successful, will mean that the worm has bored into the victim's brain, killing them, and will animate the corpse as a zombie the following round.
- **Zombies.** Corpses animated and controlled by the zombie worm will have the precise stats and abilities as standard zombies with one major exception: they cannot be turned by Clerics, as they are not technically undead.



DREADNOUGHTS

No weapon in the Meat Lord's arsenal is so terrifying, so deadly, or so abhorrent as the Dreadnoughts. These colossal constructions are made from hundreds of pounds of human flesh, sourced from the vast swathes of poor and desperate people who dwell in Meatlandia. Dark magic is used to bind the flesh, and then the finishing touches (tentacles, tails, claws, teeth) are added.

Roll below to see what any given Dreadnought looks like.

Tentacles: Roll 2d6

Mouths: Roll 1d10 / **Mandibles:** Roll 2d20

Eyes: Roll 2d20

Dreadnoughts are as wide as six humans and over twenty feet tall (their tentacles can stretch an additional 20 feet.) Each Dreadnought is hand-created by a team of Meat Mages. The exact number of Dreadnoughts that exist is unknown. Some claim there are thousands. Others privately fear there are many more.

Armor Class 1 [18]

Hit Dice 20 (92 hp)

Attacks 2 x tentacle (1d3 + special), 1 x claw (2d6), 1 x bite (2d6)

THAC0 8 [+11]

Movement Rate 45' (15')

Saves D11 W12 P11 B14 S12

Morale 8

Alignment Lawful

XP Value 2,500

No. Appearing 1-6

Treasure Q

- **Grapple.** On a successful hit with its tentacles, the Dreadnought will grapple an opponent. The victim must make a successful STR check at -4 to escape.

- **Support Troops.** They are always accompanied by 1d20 x 1d4 Meat Men.
- **Mindless Automaton.** Dreadnoughts have no intelligence, no language and can't be reasoned with. Though slow, they are indomitable and over time will destroy towns, forests, and every living thing within them.
- **Rumors.** On Annalida, there are rumors of Dreadnoughts that have gone rogue or gained sentience. This is surely propaganda, but if these powerful weapons of the Meat Lord could be neutralized, or turned against him, it could be the salvation of the Isle.



BELINDA BLOOD

None know whether Belinda Blood is alive or dead. Though she was reported slain at the Battle of Bown on the Isle of Worms, her body was never recovered and rumors of sightings abound. But if she does live, why then has she not moved against Chalcidian and the Imperia? Why would she choose to hide away while her people and her land suffer at the hands of a ruthless invader?

Perhaps the rumors are true and she bides her time, awaiting the perfect moment. But, equally likely, she has lain beneath the earth these many years and can serve her people now only as a legend and a symbol.

Level 9 Neutral Worm Witch

Armor Class 4 [15] (robe +2, ring +1)

Hit Points 43

Str 11, Int 13, Wis 16 (+2), Dex 16 (+2),

Con 12, Cha 17 (+2)

Attacks 1 x Worm Staff (1d6 + save vs.

paralysis or become held by massive earth worm) or by spell

THAC0 14 [+5]

Saves D6 W7 P7 B11 S9

Spells

1st—*Animal Friendship, Detect Magic, Invisibility to Animals, Pass without Trace, Worm Courier*

2nd—*Burrow, Charm Animal, Deworm, Mass of Maggots*

3rd—*Growth of Animal, Wave of Worms, Worm Web*

4th—*Dispel Chaos Magic, Plague of Worms*

5th—*Conjure Chaos Worm*

Special Abilities

Summon Worms: 13 in 20

Pass Freely

Worm Transmutation 3 times per day



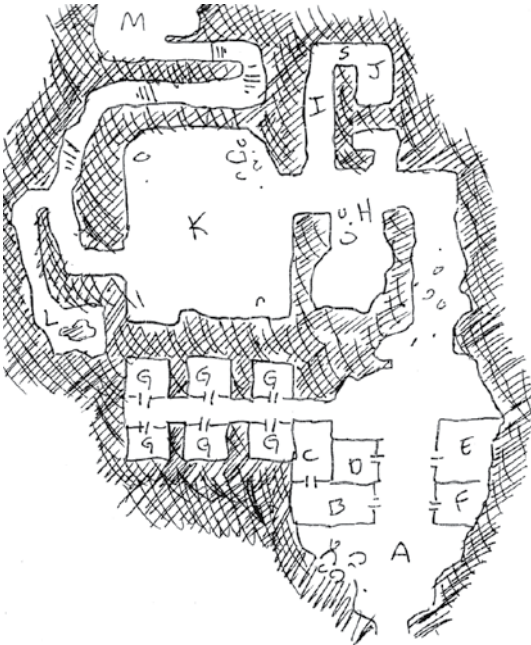
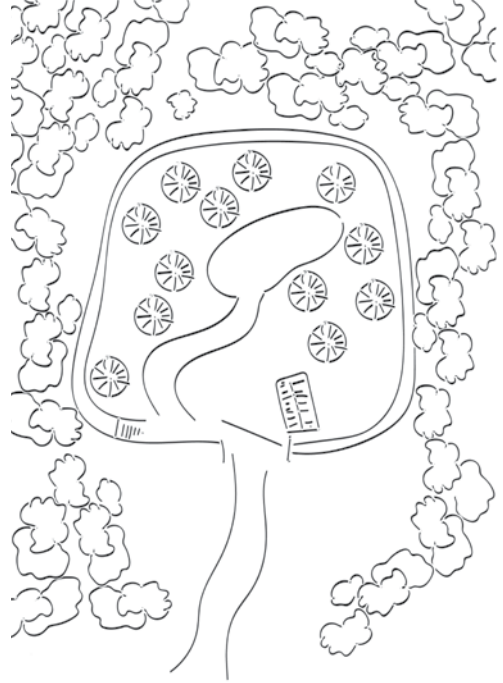
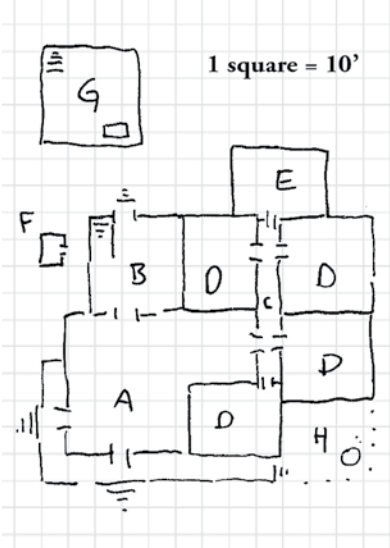
Items

Belinda Blood wears a magical robe that helps her to blend in to the forest (**hide at 4 in 6**) and grants **+2 to armor class**. She also wears a **magic ring of protection (+1)** and carries the **Worm Staff**, which will cause a large earth worm to entangle an opponent on a successful strike, unless a **save vs. paralysis** is made. She carries four 500 gp gems.

Animal Companions

If encountered in the wilderness, Belinda Blood will be accompanied by 1d6 wild animals and will be riding a Broomstick Worm.

USE THESE MAPS



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