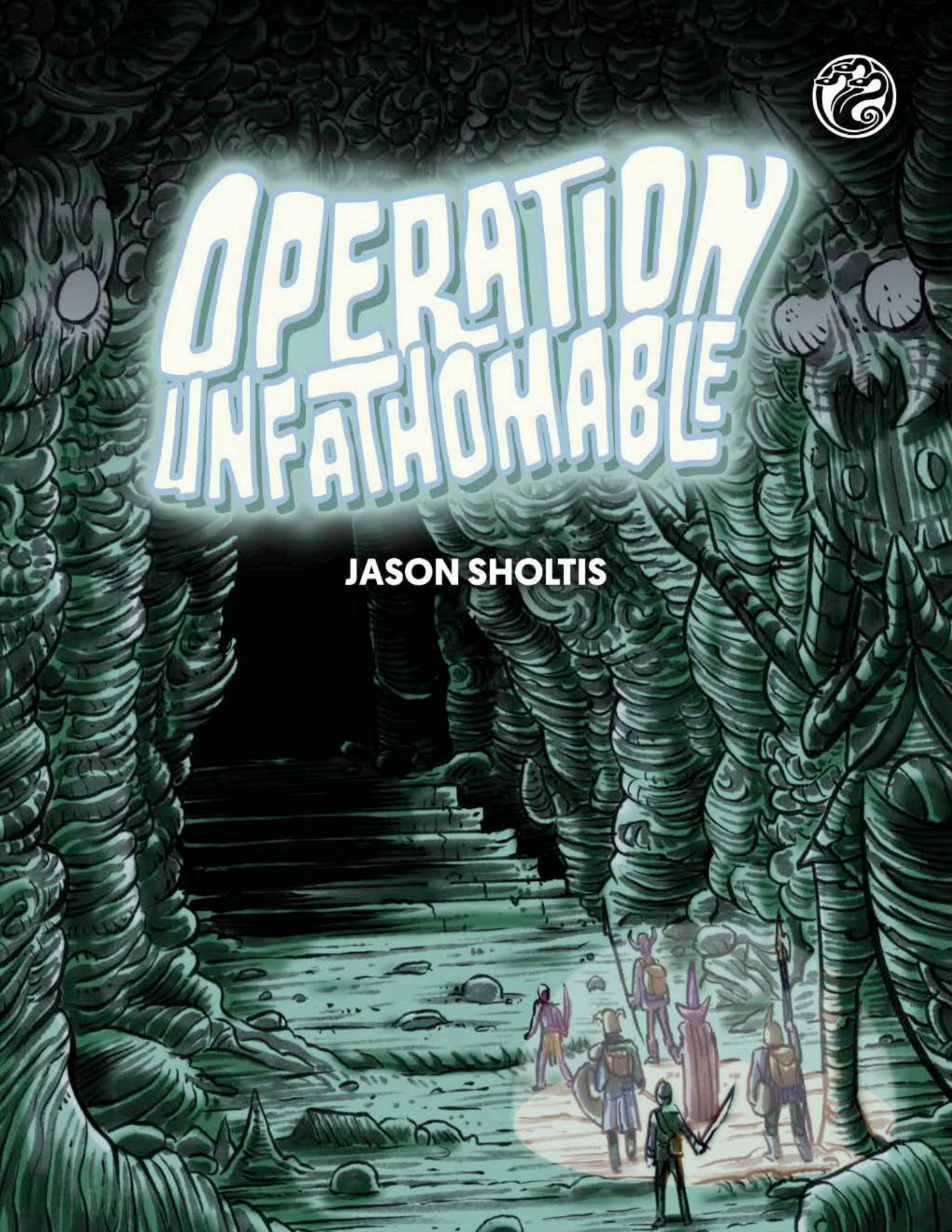




OPERATION UNFATHOMABLE

JASON SHOLTIS



BEHOLD!!!

**...the Underworld in all its bewildering majesty
as titanic Chaos godlings and their unsavory cults
make genocidal war upon one another!**

EXPLOIT!!!

**...a trail of dead horrors
supplied by the recent, doomed expedition
of powerful heroes!**

SEIZE!!!

**...eldritch artifacts and treasures
far above your lowly station!**

PONDER!!!

**...the mind-bending riddles
and inscrutable anomalies of reality itself
in an overwhelming cascade of cosmic secrets!**

THRILL!!!

**...as you throw the gauntlet of your life
into the smug face of the unknowable
and embark upon this...**

OPERATION UNFATHOMABLE!!!

**FOR USE WITH SWORDS & WIZARDRY
AND OTHER EXCELLENT ROLEPLAYING GAMES**

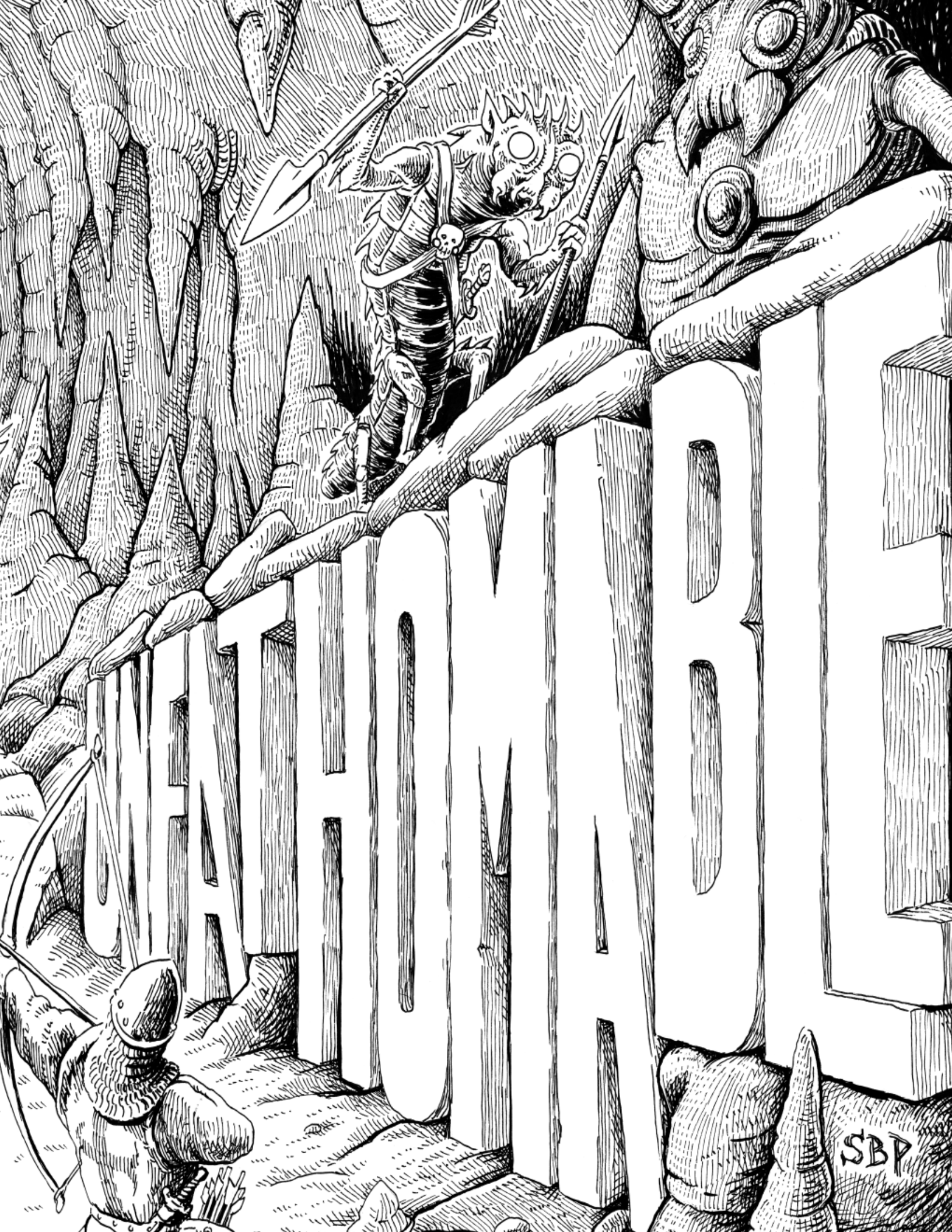
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THE HYDRA COOPERATIVE







SBP

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I HAVE A TERRIBLE MEMORY, SO IT'S LIKELY I STOLE IDEAS FROM:

Hunter S. Thompson, Robert E. Howard, Jack Vance, P. G. Wodehouse, Carl Sagan, D. Boon, Gilbert Shelton, Basil Wolverton, Herman Melville, Michael Moorcock, Martin Scorsese, George Lucas, Lou Reed, George Carlin, Philip K. Dick, the Rev. Ivan Stang, Wally Wood, Steve Ditko, Jack Kirby, Stan Lee, Larry Niven, Kurt Vonnegut, Homer, Mark Mothersbaugh, Gerard Casale, Akira Kurosawa, Gary Gygax, Greg Stafford, Dave Arneson, and many others.



BARDOLPH THE BEER HOUND

— UNDERWORLD RANGER

*Bardolph, mighty warrior and veteran of my **Operation Unfathomable** campaign (and only survivor of the original party), offers caustic commentary, semihelpful tips, and advice as suits his fancy throughout this document.*

SO IT'S THESE
BASTARDS' FAULT,
IS IT?

THERE I WAS,
A MINOR CHARACTER IN SHAKESPEARE'S EPIC
HENRY V BEING HANGED BY THE NECK BY THAT WELSH
GIT FLUELLEN OUTSIDE HARFLEUR TO DRAMATICALLY
EMPHASIZE SCAPEGRACE PRINCE HAL'S
TRANSFORMATION INTO WARRIOR-KING —

THEN SUDDENLY I'M YOINKED OFF
INTO A VERY DIFFERENT CALIBER OF LITERATURE.
STILL, GAVE ME A CHANCE AT MORE CHARACTER
DEVELOPMENT, EVEN IF ONLY THROUGH IMPROVISED
LOW COMEDY AND CHEESY METAFICTION.

I SHOULDN'T COMPLAIN.
BUT I WILL.

OPERATION UNFATHOMABLE

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INTRODUCTION

IN A NUTSHELL

This book introduces the setting of my long-running campaign, played using Swords & Wizardry as a shortcut to the vibe of Original Dungeons and Dragons. Though written for Swords & Wizardry Core Rules, the game stats are easily adaptable to games such as Labyrinth Lord, OD&D, B/X D&D, etc.

Operation Unfathomable details an environment suitable for adventuring for characters of level 1 and higher in the vast and mythic Underworld. A simple “retrieve the item” mission is provided to get the ball rolling with a minimum of muss and fuss, but the setting can function as a subterranean sandbox where players set their own agendas. Just by entering the Underworld the players may run afoul of factions that will hound them to the ends of the earth, or they might establish allegiances capable of pulling their asses out of a fire or two down the road.

Within this book you'll find characters, creatures, and deities in several factions and with distinct motivations. These beings occupy unusual physical spaces wherein you can stage set-piece battles or provide opportunities for PCs to cower when desperate to avoid detection. Beyond the initial hook, there is no plot except what emerges from play.

Should characters manage to escape the Underworld alive (in my campaign they remained below for over two years of real time) the campaign continues in book 2 in this series, **ODIOUS UPLANDS**, which provides adventures set in Stonespear Province, Upper Mastodonia, a recently unfrozen wilderness that occupies the surface above this section of the Underworld.

In these two books, I hope to provide just enough information to jumpstart other DMs' plotting of more adventures in Stonespear Province and the world below it.



USING THIS BOOK

You could use the contents of this book and its companion volume to begin a campaign of your own, centering around exploration of the Underworld. Fort Enterprise, the closest thing to civilization in Stonespear Province, provides a possible long-term base of operations and multiple avenues for further adventures in the Odious Uplands.

You could also use the book as an idea mine and plunder its contents ruthlessly for NPCs, monsters, treasures, situations, and scenarios.

You could read this book, get all fired up about your own ideas, put it up for sale on eBay, and then proceed to write the next great RPG setting.

Please pursue any of these paths (or any combination thereof) with my warmest endorsement.

A NOTE ON RANDOM TABLES

There are many such tables in this adventure. If you like to be surprised during play, go ahead and use them by rolling the die specified. But if you prefer a more planned approach, use them as mere lists of possibilities, and make selections (or don't) according to your whim.

A NOTE ON ALIGNMENT

In Operation Unfathomable, Chaos is an essential component of reality, not an attitude. I make no reference to the game concept of alignment in this work, a reflection of my own campaign practices. Spells such as *detect evil* are changed to *detect chaos*, etc.

In my campaign, clerics operate under the delusion that their deities actually exist (they do not!).

In truth, clerics are merely a distinct variety of magic-user, devoted to one or more of the ten thousand Gods of Order. Clerics manipulate chaos to achieve their results through the mental constructs of their religious practices, rather than rote memorization of arcane mummerly. The DM is, of course, under no obligation to take this approach.

THE OPERATION

SUMMARY

In **Operation Unfathomable**, 1st-level characters, the most fragile of adventurers, get a chance to explore and loot a partially pacified area of the Underworld that would, under most circumstances, be way beyond their ability to survive. In so doing, they may hope to gain an inordinate amount of treasure (and therefore experience points) and a good chance for speedy advancement.

THE HOOK

The Sorcerer-King's son stole a powerful relic and entered the Underworld through a newly discovered entrance in Stonespear Province. The wilderness outpost where the adventurers hope to begin their careers happens to be nearby. He's probably dead now, given the dire report from the expedition's sole survivor, but, either way, the Sorcerer-King needs his relic back.

A MANDATORY RACE AGAINST TIME AND DEATH

The PCs have arrived in the northernmost outpost of the (evil) Murian empire and are subject to involuntary conscription as described in the **Players' Introduction** section (see p. 10).

In the original scenario (as published in *Knockspell* magazine no. 5), designed for use as a four-hour convention game, the PCs were pressed into service by the pregame fluff (railroading of the most benign variety). In this fashion play begins swiftly, in an approximation of *in medias res*. After a brief period of prep, the adventurers plunge into the action and, if they emerge alive, may then proceed to adventures in the **ODIOUS UPLANDS** (book 2 of this series), return to the Underworld, or do whatever the hell else their hearts desire. While I recommend this approach, see the sidebar for another option.

MERELY A GOLDEN OPPORTUNITY

Another approach to getting started could entail initiating a campaign set in the Odious Uplands and allowing the PCs to get wind of the current Underworld situation via the **Rumors and Helpful Hints** below, perhaps after adventuring in the Uplands for a time and picking up a level or two. If the PCs establish amicable relations with any of the major NPCs of Fort Enterprise, they could learn most of the full background.

PCs with their ears to the ground hear tell of **2d4 Rumors and Helpful Hints** and should roll the indicated number of times on the table below, rerolling repeats.

A concerted intelligence-gathering effort should be rewarded with an 1d4 additional rumors imparted by the various scumbags, miscreants, and ne'er-do-wells hanging around Fort Enterprise.

d20 RUMORS AND HELPFUL HINTS

- 1 The Sorcerer-King's son lost a priceless relic in the Underworld just below this area; the reward for its recovery must be astronomical.
- 2 If you enter the Underworld, beware first the mind-bats (waves hands around, makes ghostly "wooooo" sound).
- 3 You got 10 gold? I got a copy of the Prince's Underworld map (**Players' Map**, p. 10). You see where this is going?
- 4 They say the Oracle of the Bottomless Pit knows everything.
- 5 Governor Krofax has already sent a party off to the Underworld, but he's still recruiting.
- 6 If you go below, follow the trail of dead monsters—the prince didn't sell his life cheap.
- 7 The authorities have several juicy magic items on hand to bribe adventurers into service.
- 8 If you get caught by beetle ghosts, they'll steal your mind and put it in an insect. [F]
- 9 Shagath-Ka the Worm Sultan lives down there! Are you insane? Godlings of the Underworld can kill with a thought, enslave with a gesture, destroy minds with a word!
- 10 There are lots of freshly dead heroes down below. Forget exploration and "fighting Chaos," just find them and loot their bodies.
- 11 Accept the blessings of Mindlessness when you hear the call! I will say no more!
- 12 Don't be fools! If you get involved in this matter, succeed or fail, you can be sure the Sorcerer-King will have you killed.
- 13 You should ignore your mission and instead seek out an old Beetle settlement full of treasure.
- 14 There are many entrances besides the state-recognized one. Try the great pit to the northwest [DM: see **ODIOUS UPLANDS**].
- 15 If you meet a slugman, see if he wants to trade. I hear they have all the best stuff.
- 16 If you see headless men, don't worry, they respond to simple verbal commands. [F]
- 17 If you get hungry, just eat some fungus. Delicious and nutritious. [F!]
- 18 The Underworld used to be the kingdom of the Beetles, but I don't know anything else.
- 19 If you get hungry, eat giant bugs. If you don't puke right away, it's probably alright.
- 20 If you hang around down there too long, you'll be forever changed.

DM ADVICE AND PROCEDURES

PREGAME

To begin the adventure with a minimum of muss and fuss (recommended):

- Familiarize yourself with the contents of this book, with an emphasis on the **Master Event Table** (beginning on p. 19), the **Encounter Areas** (see p. 49), and the monsters in **Appendix F: Monsters, Treasures, and Spells** (see p. 83). At this point you can decide if you want to choose encounters in advance, go full-random, or something in between.
- One aspect of Operation Unfathomable that may be jarring for DMs accustomed to traditional dungeon-crawling games and bears mentioning here is the almost complete absence of balance in encounters and in treasure. A great many of the NPCs and creatures (to say nothing of the Chaos Godlings on the scene) would very quickly mop the floor with a gaggle of 1st-level PCs if engaged in combat. Some things are simply not meant to be fought, so you might want to let the players know this up front. Likewise, many of the treasures up for grabs in the adventure are very powerful magic items that might seem improper for low-level characters to be carrying around. But this is the Underworld!
- Have the players generate at least 2 1st-level PCs each. It's always good to have a spare ready to go in the not-unlikely event of PC death (see **Appendix D: My Character Died!**, p. 79).
- Depending on the number of players, consider adding NPCs from Fort Enterprise (see **Appendix C: Complementary Hirelings**, p. 78) or allowing players to operate both of the PCs they roll up.
- Several Underworld areas provide opportunities to introduce new PCs without disrupting the flow of play.

IN GAME

- The **Master Event Table** (see p. 19) is *central* to the scenario; it is the primary tool for generating fun and interesting play, perhaps even more so than the **Encounter Areas** (see p. 49), because of the many turns of game time spent traveling along the vast Underworld thoroughfares.
- Encounters, especially with members of the main factions, have consequences. It is very likely that PCs will run afoul of at least one faction that will warn their fellows to keep an eye out for troublemaking adventurers. The Nul cult is especially dangerous, and can readily call for reinforcements with their long-range communication abilities.

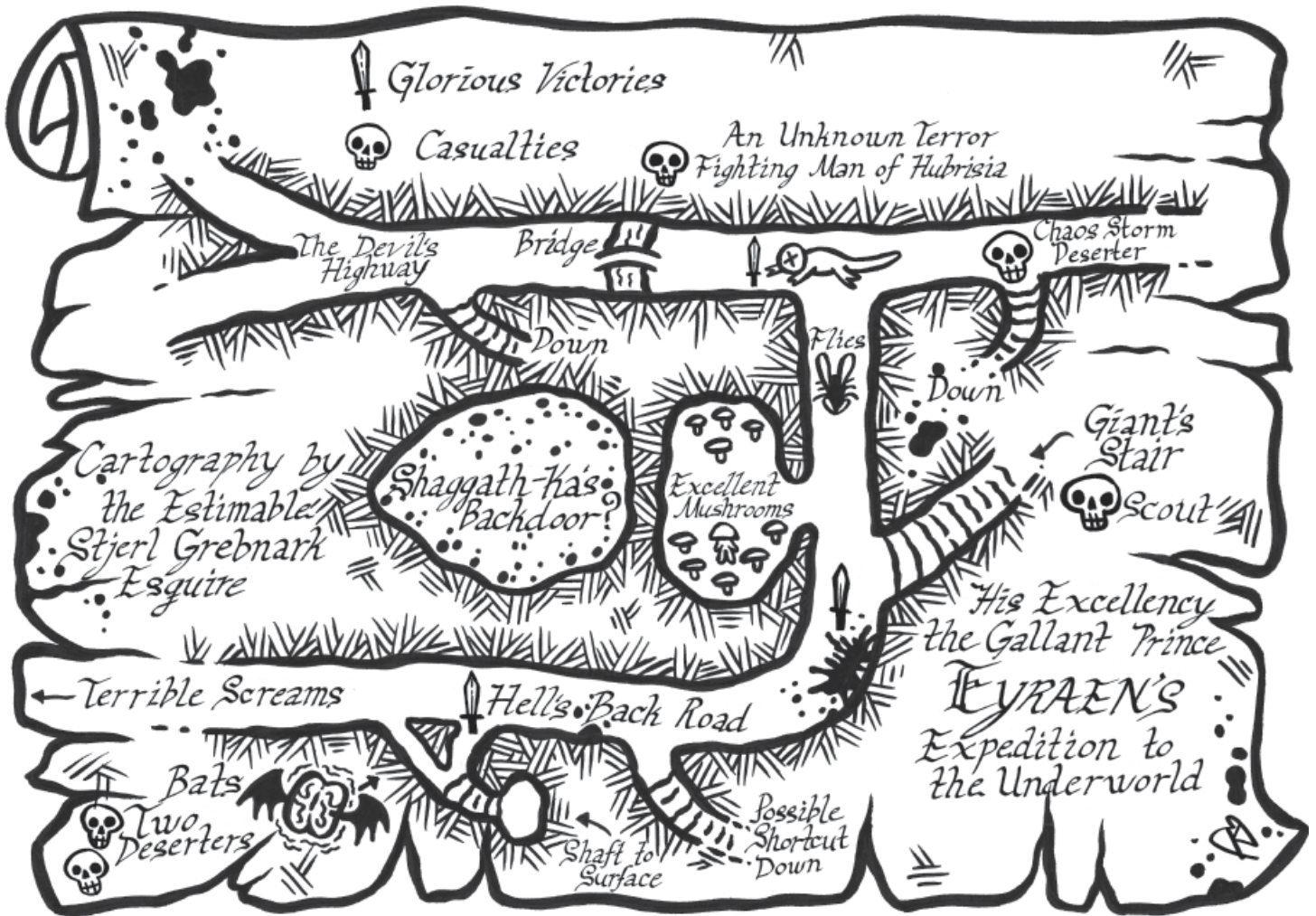
- If the opportunity arises, I allow PCs to level up while still in the Underworld, so long as they have established a safe place to stow treasures (such as the secret chamber in **Encounter Area 1**, p. 49).

ENDGAME

- The PCs initially know of only one exit from the Underworld (though there are others), a 1000' ladder which leads to the surface. If they are pursued, it could be big trouble.
- Once back on the surface, they will likely wish to return to Fort Enterprise. Their path may be barred by soldiers of the Sorcerer-King's Expeditionary Force, whose first priority is to secure the Nul Rod. Their orders are to apprehend the PCs and deliver them to an agent in Fort Enterprise and subject them to intrusive psychic probing for valuable Underworld intelligence. The convention-game version of this adventure ended with summary execution of the party for the purposes of state security.
- If the players go off-map, play may continue with a judicious harvest of NPCs and monsters from the **Master Event Table** (see p. 19) and improvised maps. DMs may freely invent additional Underworld areas for their players to explore or hammer them with hostile encounters until they see their error and return to known areas. For assistance in this, I strongly recommend consulting The Dungeon Dozen blog (www.roll1d12.blogspot.com; click on Jeff Russell's fan index) and grabbing some suitable Underworld-style maps from Dyson Logos' excellent collections (<https://rpgcharacters.wordpress.com>). Another option would be to wait around patiently for possible sequels to this volume, which may or may not be forthcoming depending upon market forces and the lassitude of the author.
- Remember that while many of the encounters and areas detailed in this book present challenges well beyond the ability of low-level characters to conquer, they may choose to return at a later time, perhaps after gaining a few levels exploring the Odious Uplands. Underworld circumstances will continue to change over time, though certain areas will remain relatively static. DMs worth their salt should certainly have no trouble improvising new scenarios based on the Underworld region covered herein. One of the many pleasures of the RPG experience is the look of shocked recognition on the faces of NPCs who never expected the PCs to return: "YOU!"

Note: In my campaign, the PCs never completed their initial mission (never got close really), incurred the wrath of the Nul cult, and ended up fleeing to the Black Ooze River Valley, an Underworld sandbox to be presented in a future publication. They remained in the Underworld for around two years of real time and didn't emerge again until they were mid-level.

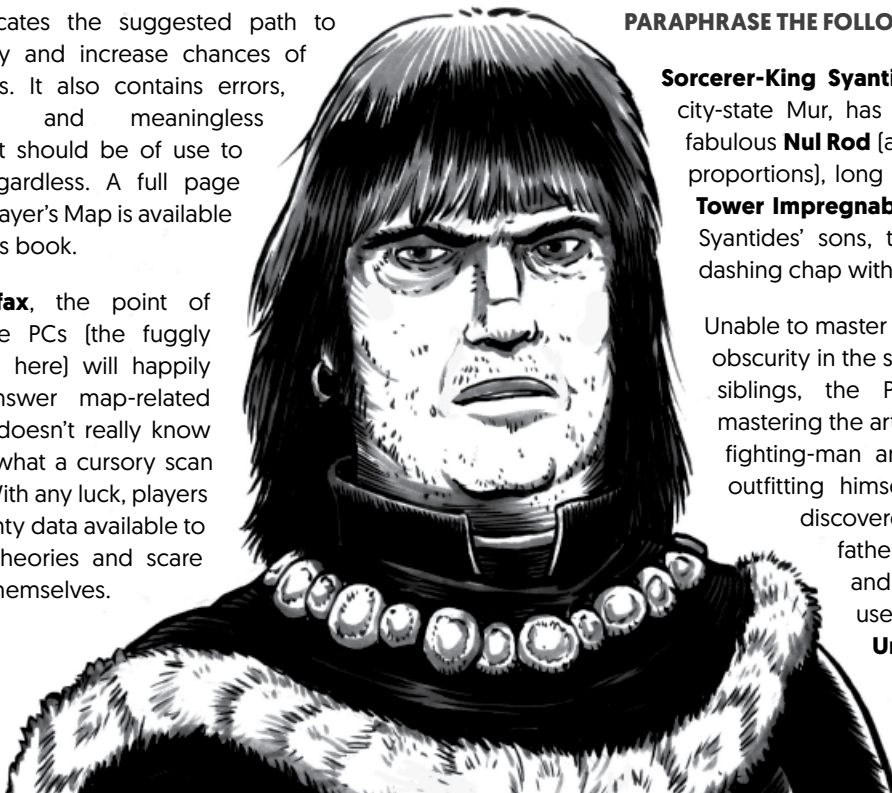
INTRODUCTION



PLAYERS' MAP

This map indicates the suggested path to maximize safety and increase chances of mission success. It also contains errors, inconsistencies, and meaningless information, but should be of use to the players regardless. A full page version of the Player's Map is available at the end of this book.

Governor Krofax, the point of contact for the PCs (the fuggly fellow pictured here) will happily attempt to answer map-related questions, but doesn't really know much beyond what a cursory scan would reveal. With any luck, players will use the scanty data available to develop wild theories and scare the hell out of themselves.



PLAYERS' INTRODUCTION

PARAPHRASE THE FOLLOWING:

Sorcerer-King Syantides, autocrat of the ancient city-state Mur, has made a terrible blunder. The fabulous **Nul Rod** (an antimagical artifact of mythic proportions), long kept safely locked away in his **Tower Impregnable**, has been taken by one of Syantides' sons, the gallant **Prince Eyraen** (the dashing chap with the pointy sword opposite).

Unable to master the mystic arts and doomed to obscurity in the shadows of his nine (confirmed) siblings, the Prince dedicated himself to mastering the arts of war and became a mighty fighting-man and prominent explorer. While outfitting himself for an expedition, Eyraen discovered the Nul Rod among his father's substantial treasure hoard and appropriated the relic for use on a suicidal errand into the **Unfathomable Underworld**.

OPERATION UNFATHOMABLE

At some point in their delve, **the Prince's party met with a terrible fate** from which only a single porter escaped. This young man, his hair prematurely white from terror, was able to offer very little in the way of coherent testimony before breaking free of his restraints and throwing himself into Stonespear River. The authorities found a **rough map from the expedition** in the youth's tattered sack, along with a **small golden idol** depicting a little-known godling, **Shaggath-Ka the Worm Sultan**. Former associates of the Prince confirmed that Eyraen had long a terrible vengeance upon the Worm Sultan, to whom one of the Prince's most ardent lovers was sacrificed in an unspeakable rite.

According to the map, **Shaggath-Ka's realm lies somewhere beneath the frontier territories** to which your group has travelled in search of adventure. Just yesterday, **the local captain attempted to plumb these depths with a sizable force of soldiers**. A half-insane survivor, before renouncing his citizenship and disappearing into the night, reported that the war band attracted so much attention they were drawn into a series of nonstop battles. The captain and his remaining stalwarts fell in an encounter with a singular horror that the surviving man-at-arms was either unable or unwilling to describe.

The agents of the Sorcerer-King hope that a smaller expedition, proceeding stealthily and choosing their battles wisely (this cannot be overemphasized), **might have a better chance of success**. The section of the Underworld visited by the Prince's party was at least partially pacified, and many horrors were destroyed. Certainly, whatever wiped out the party remains at large, but with care, planning, and stealth, the Nul Rod may still be recoverable. The further opportunity to reclaim any treasures procured by the Prince before fate overtook him should not be ignored.

The entrance to the Underworld used by the Prince lies but a few hours' travel into the nearby wilderness. But, with perpetual internecine wars raging on all fronts, most of the greatest heroes in the Sorcerer-King's service are dead, occupied, or very far away.

And so in **Fort Enterprise**, the modest wilderness outpost you have chosen as your base of operations, the Sorcerer-King's regent has determined to press into service whomever he can find who might pass for bold adventurers. Your newly formed company, already planning a career in exploration, treasure hunting, and dungeon delving, will simply have to suffice.

As nominal subjects of the Sorcerer-King, you are officially compelled into service. However, the regent says, there shall no doubt be a princely reward for your efforts, to be determined in a face-to-face meeting with Syantides (a rare privilege indeed), should you succeed.

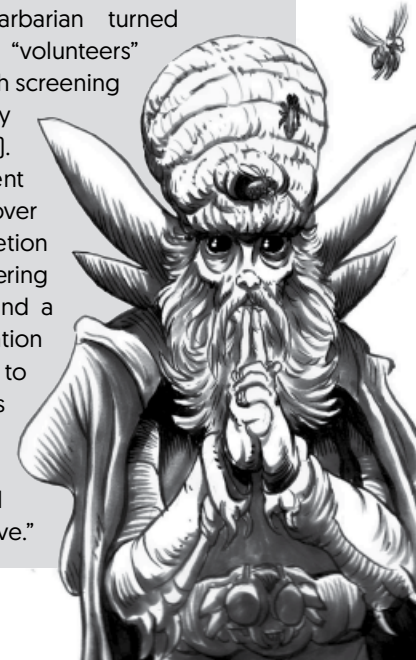
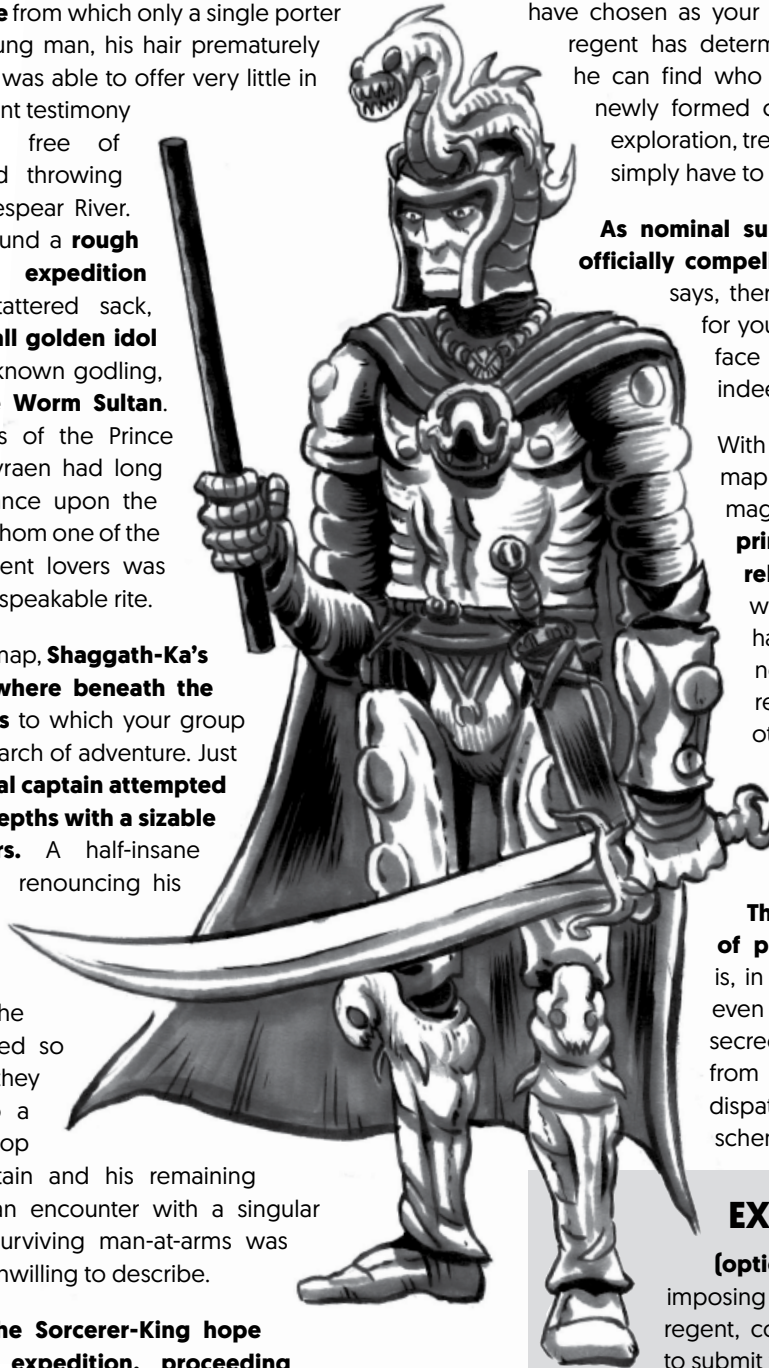
With only scant clues to follow, an incomplete map of Eyraen's expedition, and a few loaner magic items, **your group must find the prince, dead or alive, and return with the relic**. To further complicate matters, spies within the Sorcerer-King's government have probably already reported to their nefarious masters the true nature of the relic and the prince's folly. Even now, other parties may be setting out on the same subterranean path. **Time is of the essence!**

THE REWARD

The government of Mur has no intention of paying out any reward whatever and is, in fact, planning the speedy execution of even highly successful parties as a matter of secrecy and state security. Indeed, a war party from Mur High Command has already been dispatched to Stonespear Province to fulfil this scheme (see **ODIOUS UPLANDS**).

EXTREME VETTING

(optional scene) Governor Krofax, an imposing former barbarian turned regent, commands all "volunteers" to submit to a thorough screening process provided by **Galandigrius**, his vizier (right). This process includes placement of a sigil-covered handkerchief over each subject's head, the completion of a short ritual dance, a spattering of reptile blood in the face, and a complete physical examination with special attention paid to phrenology. After using callipers to check skull proportions, the vizier completes a bit of paperwork and declares all volunteers "adequately fit to serve."



EQUIPPING THE PARTY

Author's Note: The freebies outlined below may feel excessive to the DM—and would be under standard dungeon circumstances, but this scenario throws the notion of “balanced encounters” right out the window. This is about giving inexperienced PCs a fighting chance in an environment better suited for high-level characters.

Mundane dungeon gear will be provided gratis, subject to DM approval. Beasts of burden are unavailable in this region.

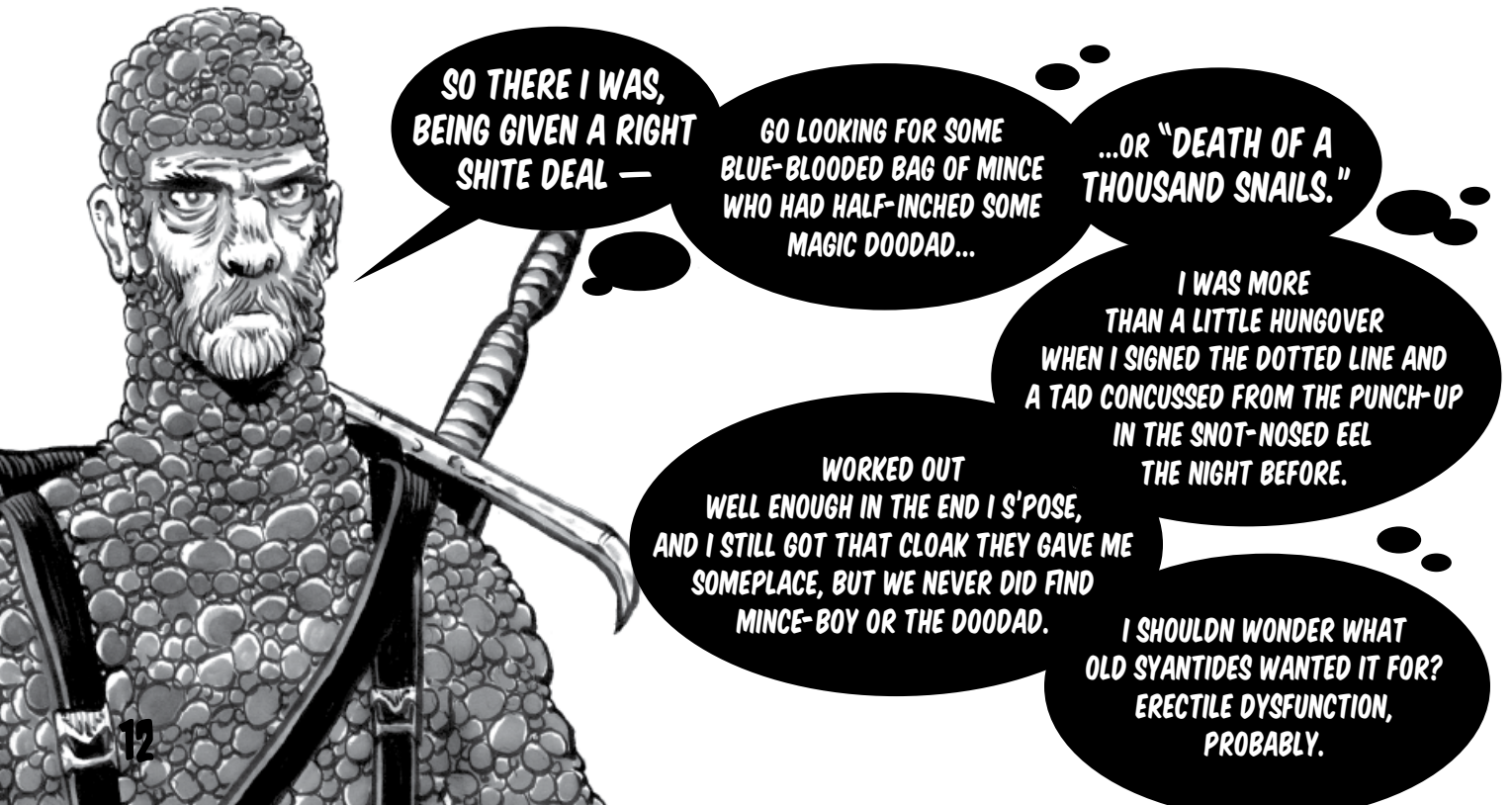
Governor Krofax offers the party several enchanted items for their use and as a down payment on their eventual reward, to be divided among the party as they see fit. Krofax's men confiscated these from nearby noblesse and a few well-off retired adventurers in exchange for their being excused from service in the current matter.

[For new items, see **Appendix F: Monsters, Treasures, and Spells**, p. 83.]

- **Sword of Demolition +1:** can be set to self-destruct upon command, begins to count backward from 30 in a calm female voice, explodes at zero for 6d6 damage to all within 60' [see p. 95]
- **20 arrows +1**
- **One arrow +2:** prismatic effect [as per *faerie fire*] on any creature struck
- **6 healing salves:** restore 1d4+1 HP per application

- **1 potion of invisibility**
- **Ancient charms vs. Chaos:** functions as *protection from evil*, magic depleted after 1d4 days; provided for each PC
- **Stone Cloaks:** provides camouflage (+1 to any checks); provided for each PC [see p. 95]
- **Wand of magic missiles:** fires 2 *magic missiles* per charge, 5 charges
- **Battle Axe of Spell Cleaving +1:** chop an emergent spell from the air; renders effects null and void [but destroys the weapon] [see p. 93]
- **Scroll** with *fireball*, *charm monster*, *membranous inconvenience* [see p. 97]
- **One dozen each red and blue anti-Chaos pills**, to be consumed when directly exposed to raw Chaos or Chaos-derived phenomena [see p. 93]

A non-negotiable string attached to accepting any or all of the offered items: all must submit to application of an eldritch invisible tattoo of an “X” on their foreheads, swiftly applied by Krofax's vizier, Galandigrius, using his invisible stylus. Galandigrius assures all so-marked that in the event they should be in any way derelict in their duties, the invisible mark will glow a bright red, acting as a beacon to every trooper, bounty hunter, and assassin in the service of the Sorcerer-King. This is all 100% mummery with no actual effects, designed to decrease the chances of adventurers scampering off with valuable items instead of dying like dogs on mission in the Underworld.



YOUR GUIDE

At some point before their departure, Krofax introduces the party to **Oothu**, a sullen but brave and loyal expatriate warrior of the Zao people, a tribe of hill barbarians, and a trusted sergeant of the guard.

Oothu, Fighter Lvl 1: HP 6; AC 6 [13]; Move 12; Save 14.
Chainmail, spear, short sword, soldier's kit [backpack, bedroll, full waterskin, 5 days rations, flint and steel]

Krofax has commanded Oothu to guide the group to the Underworld entrance, do everything in his power to assure their entry, and accompany them into the Underworld (he has already made funeral arrangements). Solemn oaths sworn, he will not be swayed, no matter what objections the party might raise. He performs his duty with the bare minimum of personal interaction required, except as noted below.

Depending on the party's size and the desires of the players, the DM may wish to outfit the group with a fuller complement of hirelings (see **Appendix C: Complementary Hirelings**, p. 78).



MEANWHILE IN THE UNDERWORLD...

START

EN ROUTE

This region is only a few decades removed from the most recent Great Catastrophe, which caused the abrupt and speedy retreat of the glaciers that once enveloped these lands in a mile-thick blanket of ancient ice. Now, the terrain is very rugged; jagged with rocky hills and mountains; heavy with thick, often thorny brush; and punctuated by stands of young pine and glacial detritus of all shapes and sizes. Forests and plains occupy the gaps, populated with saber-toothed apes, woolly Neanderthals, mastodons, and ferocious titanoswine.

Only a few relatively fresh trails aid travelers, and most of them run southward. Off-trail movement is at one-third normal speed.

For additional details and encounters, see the [upcoming] **ODIOUS UPLANDS**.

To expedite matters, I prefer a brief description of the terrain, building tension by having the NPC guide Oothu describe some of his past encounters in the wilderness [see **Interlude with Oothu**, below], before fast-forwarding the action directly to the cave entrance. To hint at wilderness adventures to come, describe a fleeting glimpse of a group of saber-toothed apes as they disappear into the trees and, later, the mournful grunts of a distant titanoswine. If the DM wishes to play out travel, see the **ODIOUS UPLANDS** for conditions and encounters.

INTERLUDE WITH OOTHU

Oothu has twice reconnoitered the cave entrance [detailed below] in the recent past and knows that the surrounding lands are often plagued by strange terrors from below that have wandered out onto the surface. If asked about his experiences, he recounts the following, mirthlessly:

“Once, an invisible giant routed an entire patrol and devoured the soldiers one by one as they fled. The half-digested dead men returned to the fort the next morning. They nearly overran it.

“Did they tell you about the patrol sent to survey the cave we’re going to? Found itself face to face with a huge, floating, writhing ball of snakes. That’s a newly born Chaos godling. After scaring them all to death or something,

the thing dissected each soldier and then carefully pieced together all the parts and brought it to life as a loyal twenty-headed servant. True, that.”

These anecdotes are second-hand; Oothu remains untested against such nightmare creatures.

ENTRANCE

The only charted entrance to the Underworld in this region, this yawning opening at the base of a lofty cliff face is fully 50 feet across and 30 feet tall. The area around the mouth is partially clogged with wickedly spiked briars that seem to thrive in the cool, damp, and peculiar-smelling breeze that comes from the cave. The briars are parted in two areas, obviously stomped down by the passage of at least one sizable group into the cave. Booted footprints can be found here, along with three-toed claw prints in various sizes.

Beyond the cavernous entryway the cave gently descends, narrowing into a single cramped tunnel which terminates in a round chamber approximately 20’ in diameter. In the center of the floor a 6’ shaft opens straight down into the depths, iron ladder rungs embedded into the roughly hewn wall [perceptive characters might speculate that the shaft appears to have been chewed into the bedrock]. Adventurers peering down the shaft will notice a pale, bluish luminescence far below.

To reach the Underworld, the party must go down the ladder in single file, a task that will take considerable time and effort as they clamber down 1,000’ to the landing below. While I recommend that this descent, surely physically challenging to attempt, go without incident, the DM can ratchet up the tension by describing how those characters of weak constitution [9 or below], especially spellcasters who constantly slave over their mystic tomes, eschewing exercise in favor of more cerebral pursuits, may have to take occasional breaks, hanging by their elbows and trying to shake life back into weakening hands.

Once at bottom, the PCs have arrived at **Encounter Area 1** [see p. 49] on the **Map of the Underworld** [see p. 42], located at the bottom edge of the left hand page marked START HERE!

CONDITIONS IN THE UNDERWORLD

AMBIENT LIGHTING

The Underworld is dimly illuminated by an ambient blue-green light that emanates from the walls, floors, and ceilings of the vaults, chambers, caverns, and passageways, large and small. This light provides decent visibility for 60' before fading into miasmal obscurity. Large shapes can still be made out at 120', but beyond that, nothing. Torches, lanterns, and *light* spells will serve the dual purposes of highlighting the user's position and limiting vision to 30'.

This lighting does not occur in certain areas (such as worm-carved tunnels or dwellings hewn into the Underworld walls), as indicated in the descriptions of individual encounter areas.

AMBIENT CHAOS

The closer one gets to the center of the earth, where Primal Chaos slowly decays in its twice-eternal half-life, the greater the intensity of ambient Chaos. This radiation is capable of destroying life or altering its form in surprising ways.

A party equipped with red and blue anti-Chaos pills need not worry about temporary exposure to the Underworld's enhanced Chaos levels, but prolonged unprotected time (a week without pills and each week thereafter) requires a saving throw. If failed, the character must roll on the table below.



EFFECTS OF LONG-TERM EXPOSURE TO THE UNDERWORLD

d12	EFFECT
1	Paranoiachyper-vigilance: reduced sleep requirement/ accelerated aging process, shifty eyes, constant perspiration [+1 to initiative rolls]
2	Rapid onset full-body hair loss
3	Total color blindness: everything appears as shades of green, visual acuity increased by several megapixels, doubles chances of detecting hidden doors/objects
4	Sallow, sickly appearance, unhealthy anti-glow: -1d3 CHA
5	Absorption of trace airborne elements: triggers coarsening of skin, AC 7 as leather armor, temporarily stiff and painful: -1d3 DEX for 2d6 days
6	Olfactory enhancement: picking up the subtleties once ignored, chance of surprise reduced by 1, condition permanent until reversed by exposure to fresh surface air
7	Cave depression: emotional responses muted, adrenaline tolerance through the roof, immune to fear effects
8	Ration starvation: vitamins/minerals missing from feed; weight loss, bad breath, immune system compromised [-2 to savings throws]
9	Low-light vision enhanced: as infravision, negated by reacclimation to full daylight
10	Dungeon pragmatism: atrophy permanently erodes empathy, compassion, regard for sanctity of life; role-play for the amusement of the table
11	Systemic fungal infection: increases STR [+1] and CON [+3], occludes thought process [-1d4 INT]
12	Total acclimation: Underworld environment seems like home, surface life just an increasingly vague memory, surface folk instantly regard you as a weirdo, -1d4 CHA

MAJOR REGIONAL UNDERWORLD FACTIONS & THEIR RELATIONSHIPS

For statistics, see **Appendix F: Monsters, Treasures, and Spells** (p.83) and individual encounter areas.

1. SHAGGATH-KA THE WORM SULTAN AND HIS CULT

Shaggath-Ka remains obscure to surface folk, but in this region of the Underworld his name is a byword for terror. This fully mature Chaos godling takes the form of a colossal, vaguely anthropomorphic worm with a taste for depravity and hungry for the blood sacrifice of sentient beings.

In his breeding pits, Shaggath-Ka's unspeakable wives produce inexhaustible numbers of worm soldiers (and other servitor creatures) with which he has secured considerable Underworld territories. According to cult dogma, before he can focus on spreading his influence to the surface world, he must first destroy and consume his brother worm godling, Kwanju, believed to have manifested somewhere along the Black Ooze River.

Shaggath-Ka is primarily concerned with his more highly populated territories to the west but is still the preeminent Chaos godling and major power in this section of the Underworld. This outlying area, the crossroads for two important Underworld thoroughfares, the Devil's Highway and Hell's Back Road, provides income via roadside **Graven Images** (see p. 46), but little else of interest for the ambitious godling. Now, following a barely thwarted assassination attempt by heroes from the surface world, the Worm Sultan's minions seek to capture or destroy any remaining survivors.

Shaggath-Ka has granted the Cult of Nul license to operate its chain of temples along the Devil's Highway and has no official position on the science fungoids.

2. CULT OF NUL

Nul cultists fall into two basic categories; the fanatics who voluntarily snip off their own heads and install in their place aerial receivers and the cabal of sorcerers who exploit their credulity for material gain.

An up-and-coming Underworld cult, but one lacking a deity willing (or able) to manifest on the physical plane, the Nullites seek to cultivate alliances wherever possible. They pay princely tribute to Shaggath-Ka to exploit the tourist trade along the Devil's Highway. To curry favor with the Worm Sultan, the Nullites are assisting efforts to apprehend his assailants following the recent assassination attempt, and will come to his aid if threatened.

Their attempts at diplomatic outreach to the science fungoids have lead to a tentative secret alliance. All Underworld contact between these parties remains completely clandestine, but on the surface the two powers are conducting their first joint maneuvers (see **ODIOUS UPLANDS**).

3. SCIENCE FUNGOIDS

Science fungoids, cheerful mushroom-shaped beings for whom the act of inquiry is an end in itself, are numerous, wily, and difficult to destroy. They pursue knowledge unfettered by any sense of moral decency and consider other sentient beings as lab rats, to whom they are unfailingly polite and pleasant.

Their main seat of power lies to the northeast of this region and deeper below the surface, on the shores of the Black Ooze River. Here, the fungoids propagate experimental fungal gardens and remain aloof from the clashes of Chaos godlings. They play the long game and have secret plans for everyone (including their new Cult of Nul allies).

4. THE GRAY DWARF INSURGENCY

The gray dwarves (like their cousins the blue dwarves and bat-winged dwarves) are in most respects similar to the familiar dwarves of fantasy fiction. These Underworld natives, once wealthy providers of contracted services, now losers of a series of devastating trade wars, take slow revenge upon the Chaos godlings and other parties that ruined their economy. Their secret plans include attempts to sow the seeds of war among their enemies through subterfuge and cunning acts of terrorism. Universally despised, they have no problem collaborating with surface folk so long as it serves their ends.

5. THRANTRIX THE INEFFABLE

Thrantrix, a freshly born Chaos godling in the form of a whirling, levitating ball of snakes, really hasn't had the time or wherewithal to establish relationships yet and still considers most anything she comes across as a potential worshiper. She does, however, sense that Shaggath-Ka is badly wounded and would like nothing more than to finish him off and steal his flock and influence.

6. AND THE REST

Many of the other beings in the various encounter tables and areas have some prominence in the Underworld generally but are out of their element here and well beyond their spheres of influence. They may choose to ignore, aid, or oppose PCs, depending on the circumstances.

LANGUAGES AND COMMUNICATION

Underworld Common is spoken by most sentients and is almost identical to the common tongue of the surface world, though pronunciation is skewed by the outrageous accents characteristic of each sentient type (I usually attempt my Toshiro Mifune impersonation for the voices of grey humanoids).

High Beetlese, the ancient tongue from which all modern languages descended, is also the language of magic, which allows Magic-Users to read and understand it in most instances.

THE DEVIL'S HIGHWAY

This major Underworld thoroughfare was once the main artery connecting several important centers of the extinct Beetle civilization and remains in heavy use for trade among Underworld sentients. Routine maintenance continues via the strange segmented giants [see **Appendix F: Monsters, Treasures, and Spells**, p. 83], though their population has now dwindled and those remaining can no longer keep up the Highway to their innate aesthetic standards.

Behavior on the Highway varies from species to species, but most give one another wide berths, avoid open conflict, and respect fellow travelers despite otherwise unpleasant relations. Banditry occurs, but is relatively rare in areas controlled by godlings and their cults or Underworld civilizations, who tend to provide at least nominal security within their spheres of influence. In emergencies, human-sized creatures flee to the shelter of concealed foxholes along the cave walls, created by the Beetles long ago as roadside protection from the Underworld's more colossal elements.

The section of Highway this adventure centers around is a kind of no-man's-land between the influence of the grey humanoids' Castle Ziro to the west, Shaggath-Ka's territories to the southwest, and pockets of various weirdness to the east.



HELL'S BACK ROAD

Like the Devil's Highway, this miles-long cavern once served as an important trade route for the Beetles but now sees much less frequent travel as the Underworld areas it connects have reverted to Chaos in the eon since the Genocide Period. Serviced by the segmented giants only infrequently, the floors are often obstructed by fallen debris, and accreting elements have rendered its walls baroque with weird shapes and drooping stalactites.

Movement here is at half the normal rate.

SMALLER PASSAGES & CAVES

Conditions in these areas, with the exception of ambient lighting, are functionally similar to those of traditional "dungeons".



YEAH, IT GETS TO YOU AFTER A WHILE.

THE LIGHT WAS THE COLOR OF PHLEGM, FORGOT WHAT THE SUN LOOKED LIKE, I CAN'T RECALL THE NAMES OF ANY OF THE POOR BASTARDS WE LEFT UNDER PILES OF GRAVEL BY THE ROADSIDE, AND IT STANK.

I STANK, THEY STANK, WE ALL STANK, SPECIALLY THE POOR BASTARDS BY THE ROADSIDE, BUT AT LEAST THEY HAD THE EXCUSE OF DECOMPOSITION.

BRING A GAS MASK, THEN AT LEAST YOU ONLY HAVE TO SUFFER YOUR OWN BAD BREATH.



SBP

ENCOUNTERS & OTHER RANDOM WEIRDNESS

Because of the highly dangerous and unpredictable conditions in the Underworld and the presence of several factions all looking for the same object, DMs should check for random weirdness at the beginning of each turn spent on the Devil's Highway and Hell's Back Road, and every other turn in other areas. Weirdness occurs on a roll of 1–2 on a d6. In secluded caves and chambers the chances drop to 1 in 6. If the roll indicates events or encounters, roll on the Master Event Table.

The use of these tables is intended to supply surprises for the DM as well as the players. Results should be altered (or ignored) as required by the circumstances of the game as it unfolds.

If a less random approach is preferred, the DM should freely pick and choose from the entries to create maximum drama, engineer a satisfactory conclusion for the session, or ensure that whatever happens is cool. If desired, these encounters and events could be preselected to provide a more “programmed,” and therefore more easily manageable, scenario.

MASTER EVENT TABLE

d12	MASTER EVENT
1-4	Underworld Phenomena
5-8	Competing Parties/NPCs/Wandering Godling
9-11	Wandering Horrors
12	Roll twice and combine results (rerolling additional 12s)

Each entry in the tables below is fully described on the page noted.

UNDERWORLD PHENOMENA, P. 20

Roll on the table below, using 1d6 in smaller passages, 1d8 on Hell's Back Road, and 1d12 on the Devil's Highway

dX	UNDERWORLD PHENOMENA
1	Blackout, p. 20
2	Whirlwind of unbidden transportation, p. 20
3	Seismic gas activity, p. 20
4	Sounds without cause, p. 20
5	Cave lightning, p. 20
6	Procession of skulls, p. 21
7	Spectral spectators, p. 21
8	The Cold Fires, p. 21
9	Worm tremor, p. 21
10	Mutagenic cloud, p. 21
11	Stench of unknown origin, p. 22
12	Blinding illumination, p. 22

COMPETING PARTIES & UNDERWORLD TRAVELERS, P. 22

Roll on the table below, using 1d8 in smaller passages, 1d12 on Hell's Back Road, and 1d20 on the Devil's Highway

dX	COMPETING PARTIES & UNDERWORLD TRAVELERS
1	Professor Zabon Gormontine, the Robot Master, p. 22
2	Doctor Ephraim Thontorios, p. 22
3	Sorcerer's expedition, p. 23
4	Grey humanoid wedding party, p. 24
5	Nul priest with two-headed ape mummy bodyguard, p. 24
6	Terrified woolly Neanderthal spirit-questers, p. 25
7	Nul priests and decapitate war party, p. 25
8	Worm constabulary of Shaggath-Ka on authorized revenge rampage, p. 26
9	Doomed Templars, p. 26
10	Slugman business trip, p. 26
11	Science Fungoid shipping crew, p. 27
12	Merchant riding glutton-newt and Guild Warden, p. 29
13	Blue dwarf work gang, p. 30
14	Mutineers, p. 30
15	Ilgoriath and Yeen-su, p. 30
16	Ootherion, ape myrmidon, p. 31
17	Underworld Ranger patrol, p. 33
18	Blind antler men, p. 33
19	Segmented giant, p. 35
20	Worm priest and entourage, p. 35

WANDERING HORRORS, P. 35

Roll on the table below, using 1d6 in smaller passages, d8 on Hell's Back Road, and d12 on the Devil's Highway

dX	WANDERING HORRORS
1	Mind-bats (1d4), p. 35
2	Giant pill bugs (1d4), p. 36
3	Firebomb beetle, p. 36
4	Flaming hounds (12), p. 36
5	Bewildered Martian ape, p. 36
6	Hrrk and Krrgh, Twin Princes of the Magmen, p. 36
7	Chaos flies (8) with carrion cargo, p. 37
8	Psychotic cyclops, p. 37
9	Uurx the Impervious, p. 38
10	Cave swallows (6), p. 39
11	The Egg Carrier, p. 39
12	Thratrix the Ineffable, p. 40

UNDERWORLD PHENOMENA

1 | BLACKOUT

Without warning, the ambient lighting of the Underworld crackles and goes out, leaving characters in a totally lightless environment. After 2d4 turns the blue-green illumination just as suddenly returns. Any artificial light produced by the adventurers during the blackout will, of course, make them stick out like the proverbial sore and glowing thumb.

2 | WHIRLWIND OF UNBIDDEN TRANSPORTATION

A miniature twister careers wildly about the area, moving generally in the direction opposite to that of the adventurers. Any character in its 10' wide area of influence must save or be swept up in the funnel. The funnel cloud will eventually collide with a wall, stalagmite, or some similarly immovable object and dissipate, depositing its contents on the spot. Exactly how this unfolds is left for the DM to determine, as suggested by the surrounding environment. Unless somehow rescued first adventurers caught by the whirlwind will be dropped and dazed and unable to act for 1 turn. Roll 2d4-1 for the number of objects, other than helpless adventurers, dropped by the whirlwind, and consult the table below.

d12 WHIRLWIND CONTENTS

- | | |
|---|--|
| 1 | Pack of cigarettes from the future, vitamin rich, quite good for you; smoking the entire pack imparts 1 permanent extra hit point |
| 2 | Unidentifiable alien skull, notable for three eye sockets, three-way mandibles lined with razor-sharp teeth, and distended braincase |
| 3 | Science fungoids: 1d4, immune to whirlwind daze effect; immediately attempt to get any humanoid present to agree to brief measure of intellectual capacity using callipers, pay one ancient gold coin per participant, note results on clipboard, toddle off laughing like tiny hyenas |
| 4 | Foppish floppy hat, sized for giant; bejeweled hat pin worth 250 gp |
| 5 | Dead Nanuits, innumerable [see Encounter Area 21: Ice City of the Nanuits , p. 72] |
| 6 | Giant pill bug, dazed; lashes out in anger anyway [-2 to hit] then rolls off |
| 7 | Tunnel prawn, dazed, delicious, and nutritious; 12 servings. |
| 8 | Wax-sealed vial containing a Potion of Advantageous Auto-Decapitation [p.94] |

d12 WHIRLWIND CONTENTS

- | | |
|----|---|
| 9 | Human hand wearing cursed Ring of Lassitude [see p. 95] |
| 10 | 2d20 purple, polished semiprecious stones; legal tender in Slugtown on the Black Ooze River, each worth 1 gp in the Underworld, 1 sp on the surface |
| 11 | Smashed fragments of potion bottle with dried residue; if licked, gets subject high for one turn of hilarity |
| 12 | Leather belt with golden, bejeweled Black Ooze River Town Wrestling Championship buckle; 300 gp value, 1,000 gp in Black Ooze River Town |

3 | SEISMIC GAS ACTIVITY

A violent but momentary tremor shakes loose stalactites, topples columns, and creates a number of narrow cracks in the floor. In the ensuing chaos, characters must make a saving throw at +4 [adding any DEX bonuses] to avoid 1d6 damage from falling debris. Simultaneously, the fissures in the floor flood the area [20' cube] with a scintillating gas that heals 1d6 HP and adds 1d6 to STR for 1d4 turns upon vigorous inhalation.

4 | SOUNDS WITHOUT CAUSE

A terrible resonant gurgling followed by a series of dinosaur-sized bleats and warbles emanates from the passage ahead. The noise is loud enough to make shouting necessary for communication and, if traced to its source, seems to be coming from empty air. Touching or otherwise disturbing the air around this obnoxious chaotic effect causes it to immediately cease. Otherwise, the sounds continue for a full turn.

Mysterious disturbances, though frequent in the Underworld, often attract attention: roll once on the Wandering Horrors table.

5 | CAVE LIGHTNING

Following a momentary smell of ozone, a deafening thunderclap accompanies the outbreak of horizontal cave lightning, ricocheting around the area in a blinding flash. Each character in the entire passage or chamber, regardless of size, must roll a saving throw but needs only to score higher than a 1 to avoid being struck. If any characters or creatures fail this save, they take 5d6 damage [save again at the normal score for half damage].



6 | PROCESSION OF SKULLS

Innumerable skulls of every conceivable origin silently float toward the adventurers, eye sockets illuminated by green radiance. The skulls seek out the dead, which they surround and bathe in green light until the flesh is completely stripped from the bones, at which point the skull detaches from the rest of the body and rises up to join the procession, wandering on toward its unknowable purpose. The skulls take no notice of the adventurers (unless dead).

7 | SPECTRAL SPECTATORS

These beetle-shaped phantasms seem to wander aimlessly but loiter near the lairs of lethal monsters and locations of Underworld terrors in the hopes that adventurers or other passersby might stir up a lovely scrap. The otherwise mopey shades register delight upon seeing approaching adventurers and begin following from a distance of 50'.

They give ground if approached, prove to be quite incorporeal if physically attacked, and stick with the party regardless, desperate for entertainment. They will dissolve if successfully turned by a cleric of Law but reconstitute in 1–4 turns and endeavor to find the adventurers again. The spectators can be heard to murmur among themselves, destroying the party's ability to surprise foes, until a melee occurs, when they unleash rousing applause, always supporting the monsters but admiring any particularly fierce combatant. In event of TPK they return uneaten portions of bodies to surface as a token of respect.

8 | THE COLD FIRES

Levitating, telepathic balls of blue flame with humorless and robotic psychic voices roam the Underworld collecting information, looking to trade rumors, which they dispense with dispassionate objectivity. If the proffered rumor lacks the elements they most desire—lewdness, prediction of calamity, or anything to do with Underworld celebrities—off they go on their way. If juicy (DM's judgment call here, but they seem to delight in the lascivious behaviors of lesser sentients), the fires will continue to inquire until disappointed. As long as they remain entertained and (to their peculiar minds) enlightened, they attempt to prolong conversation, even with fleeing parties. The fires know of the various factions currently hunting down surface dwellers and have also heard tell of the agents of the Sorcerer-King stalking the Underworld.

If attacked, the Cold Fires, completely immune to physical and magical violence, withdraw while promising to spread derogatory rumors about their assailants.

9 | WORM TREMOR

Shagath-Ka's carrier worms burrow through the bedrock in this area on various missions for their deity. Their movements are noticeable as mild tremors that slowly build in intensity then gradually diminish. At the moment of peak intensity, PCs (and any other creatures in the immediate area) must make a saving throw or helplessly stagger about as if on the bridge of the starship Enterprise during a heavy proton torpedo attack, shields failing.

10 | MUTAGENIC CLOUD

Like a thing alive, this self-luminescent, red mutagenic cloud seethes and sputters as it surges forward toward life-forms, twisted faces forming and dissolving in its semi-opaque mass. The cloud may be avoided by dodging (DEX check) and fleeing. The cloud gives chase for no more than 100' feet (Move 6) before giving up and seeking less elusive targets. Those embraced must make a saving throw or consult the table below for the resultant mutation.

d12 CLOUD-BASED MUTATIONS

- | | |
|----|---|
| 1 | Tentacled lips: -1d6 CHA |
| 2 | 1d10 extra digits per hand: +1d3 DEX |
| 3 | Mustache of Chaos: several feet long on both sides, completely prehensile, form hand-shapes on ends; may hold light weapons such as daggers, grants additional attack/round |
| 4 | Blood bursts into flame upon contact with air: as per flask of oil if PC is willing to sacrifice 1d6 HP, if wounded in combat by a piercing or slashing weapon, all within 5' must save or suffer 1d4 point of fire damage |
| 5 | Poisonous body odor: merely offensive to all within 10', quite lethal at point blank range; save or die for any human hoping to enjoy intimacy with victim |
| 6 | Absurdly overdeveloped musculature: exceedingly veiny and slick with perspiration; +1d6 STR |
| 7 | Body covered with innumerable sets of dragonfly wings: hovers at will as per the agonizingly slow <i>levitation</i> spell |
| 8 | Three new eyes: one each perceiving past, present, and future; two eye patches required for active duty in the present, insights colorful but irrelevant to adventuring |
| 9 | Long-toed prehensile feet: able to climb trees (and equivalents) effortlessly at normal movement rate |
| 10 | No neck: head levitates above body as per <i>levitation</i> spell; capable of independent movement up to 60' away from body, the head is AC 9 [10], HP 1/3 of whole |
| 11 | Tapering cone of mist where legs should be: move normally but immune to falling damage |
| 12 | Half of body occupies alternate dimension at any given moment: only able to attack or be damaged in melee 50% of the time, may pass through walls etc. but must make save to avoid rematerializing in solid object (instant death) |

Note: If desired, these mutations can be reversed by the application of a standard-issue *remove curse* spell or by atypical means that meet with the DM's approval.

Following direct contact with all available life-forms, the cloud emits terrible high-pitched laughter and moves on. It can be damaged only by magic and will flee from a single *magic missile* or similar low-level enchantment.

Mutagenic Cloud: HD 6 [29 hp]; AC 2 [17] (immaterial); Atk mutagenic embrace; Save 8; Move 30; CL/XP 8/800; Special: Immune to physical attacks

CONDITIONS IN THE UNDERWORLD: COMPETING PARTIES & UNDERWORLD TRAVELERS

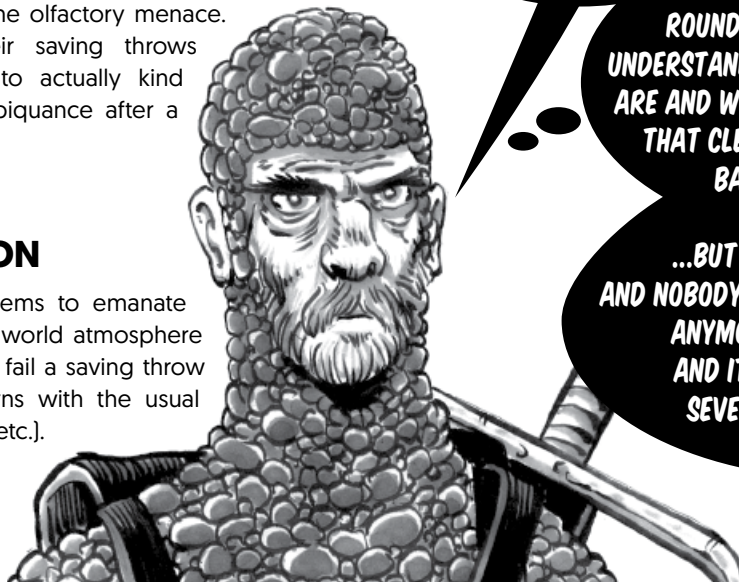
11 | STENCH OF UNKNOWN ORIGIN

Without warning, an abominable stench rises to fill all available nostrils, affecting those who fail a saving throw for 1 round of helpless groaning and flailing about in the vain hope of fanning away the olfactory menace.

Those who make their saving throws may reluctantly admit to actually kind of enjoying its unique piquance after a moment of acclimation.

12 | BLINDING ILLUMINATION

A strobing light that seems to emanate from the miasmatic Underworld atmosphere instantly blinds any who fail a saving throw for a period of 1d4 turns with the usual consequences [-4 to hit, etc.].



YEAH, LIKE I SAID,
IT GETS TO YOU.

AFTER A FEW MONTHS TROGGING
ROUND THE UNDERWORLD IT'S KIND OF
UNDERSTANDABLE THAT YOU FORGET WHERE YOU
ARE AND WHY YOU ARE HERE (AND I WAS NEVER
THAT CLEAR ABOUT THOSE KIND OF POINTS
BACK IN MY HENRY V DAYS)...

...BUT WHEN YOU LOOK AROUND
AND NOBODY YOU KNOW IS ACTUALLY HUMAN
ANYMORE, THAT'S REAL HARSH,
AND IT'S TIME FOR A DRAM OR
SEVENTEEN OF UNDERSPIRIT.

NEVER FORGOT
THE WORDS TO "NELLIE
DEAN" THOUGH.

COMPETING PARTIES & UNDERWORLD TRAVELERS

1 | PROFESSOR ZABON GORMONTINE, THE ROBOT MASTER

Secretly a robot himself (from a factory-recalled line of AI robots), Gormontine will do anything to see to it that the Nul Rod returns to the safe-keeping of the Sorcerer-King, which will set in motion a highly complex series of events that ultimately result in the elimination of magical forces from the universe and the establishment of immutable physical laws, which in turn will ensure the rise of science and Gormontine's objective: the eventual triumph of the robots after a generations-long struggle, ending in the total extermination of all organic life. Gormontine will feign lawful goodness, explaining himself as a scientist from the future desperate to undo the damage caused by Syantides' loss of the relic. He will attempt to fall in with the party, doing anything he can to further their mission. The Robot Master entered the Underworld via a homemade time door [see **Encounter Area 5**, p. 51].

Gormontine: HD 3 [24 hp]; AC 5 [14] [can only be hit by +1 or better, energy weapons]; Atk death ray [30' cone, 1d8, save for half damage], claws [1d6]; Save 10; Move 12; CL/XP 5/240; Special: Force-field generator absorbs first 10 points of damage before it is destroyed; after first hit flesh begins to fall away, revealing true robot identity

Sample dialogue:

"Colleagues! Another chance to make the world better!"

"The action of an honest mind can do anything!"

"The future needs us to do our job—service is a pleasure!"

"Come, colleagues! Dark times are no excuse for dark thoughts."

Guard-bots (2): HD 2 [14, 9 hp]; AC 7 [12] [can only be hit by +1 or better]; Atk claws [1d6], hardening foam [range 30', 10' area, save or be immobilized], stun beam [range 60', save or unconscious 2d4 rounds]; Move 9; Save 10; CL/XP 4/120; Special: riot foam, stun beam

Sample dialogue:

"Beep. Boop. Beep."

"Cease. DESIST!"

2 | DR. EPHRAIM THONTORIUS

This giant bear-man from the future, though ferocious in appearance, is actually a noted scholar and academic (decidedly not a professional adventurer). Thontorius discovered Gormontine's scheme after snooping through the Robot Master's personal e-mails in their shared office in the Omni-Cosmic University's Department of Cosmology. Convinced by Gormontine's dire but seemingly irrefutable arguments, he is willing to sacrifice the science-fantasy future he now knows to prevent the robot apocalypse by destroying the Nul Rod. Should he succeed, the future shall remain firmly within the Swords & Sorcery subgenre.

3 | SORCERER'S EXPEDITION

Thrown into a panic when Gormontine came up missing, Thontorius failed to look in the office closet, where he could have conveniently followed his rival through the time door to the ancient Underworld; instead, he wasted valuable time illegally souping up his personal flying saucer to break through the time barrier [see **Encounter Area 8**, p. 54]. Having narrowly escaped an encounter with a huge black pudding (**Encounter Area 3b**, p. 49) he is more than willing to enter into an alliance with the adventurers should the situation present itself.

The bear-man's flying saucer [see **Encounter Area 12**, p. 60] remains capable of traveling through space and time but, because of inconsistencies in his rushed calculations, ended up in a cavern with exits too small to accommodate the ship. He will only use it to return to the future upon completion of his mission. Any other use of the ship is left to the DM's discretion.

The gamma gun, a common sidearm in Thontorius's world, projects a visible wave of emerald energy that erupts into a spectacular green mushroom cloud upon impact with any solid material.

Should Thontorius come face to face with Gormontine, the Robot Master will short circuit, buzzing and sputtering in a shower of sparks for one round before coming to his senses and leaping to attack. Thontorius, overwhelmed with emotion, also hesitates for a full round, tears welling up, leaving the ball momentarily in the PC's court.

Solgum the Resplendent, an on-the-rise mage who takes a great deal of pride in his personal appearance, seeks the Nul Rod for his arcane collection. Like the adventurers, he got wind of Eyraen's folly and has come to loot while the looting's good. Solgum and his amphibious crew entered the Underworld an hour or so ahead of the adventurers through the same entrance. He seeks to avoid confrontation whenever possible (lest he unnecessarily soil his fabulous garments), using his scroll of hallucinatory terrain to obscure his party from view if forewarned of danger. While as evil as can be, Solgum is not unreasonable and could enter into a very temporary alliance with the adventurers.

Under friendly circumstances, Solgum is eager to engage in shop talk with other magic-users. He wants to share his recent good fortune: the acquisition of the spell *create newt-man* and the great opportunities the spell provides for the low-level magic user with big plans [see **Appendix F: Monsters, Treasures, and Spells**, p. 83]. While he is unwilling to sell his scroll, he can't help but bring it up, such is his irrepressible glee.

Thontorius: HD 2 [16 hp]; AC 6 [13]; Atk gamma gun [range 300', 36 charges, 2d6], fists [1d6+1]; Save 15; Move 12; CL/XP 2/30

Sample dialogue:

"My! No wonder my ancestors left the caves! So uncivilized."

"This goes beyond departmental squabbles, of course—I fear Gormontine's tenure was a dreadful mistake."

"There's something cold about that man—robotic, even. The nymph-bot coeds never turned his head in the spring. Ah, college—golden days!"

"I pray we are not too late—the future of life itself may be at stake."

Solgum: Magic-User Lvl 6; HP 14; AC 2 [17] [bracers of defense]; Atk dagger +3 [1d4]; Save 10; Move 12; Special: Spells [1: *charm person*, *detect magic*, *shield*, *sleep*; 2: *ESP*, *mirror image*; 3: *haste*, *lightning bolt*]

Equipment: bracers of defense AC 2 [17], potion of flying, dagger +3, scroll: *create newt-men* x 3

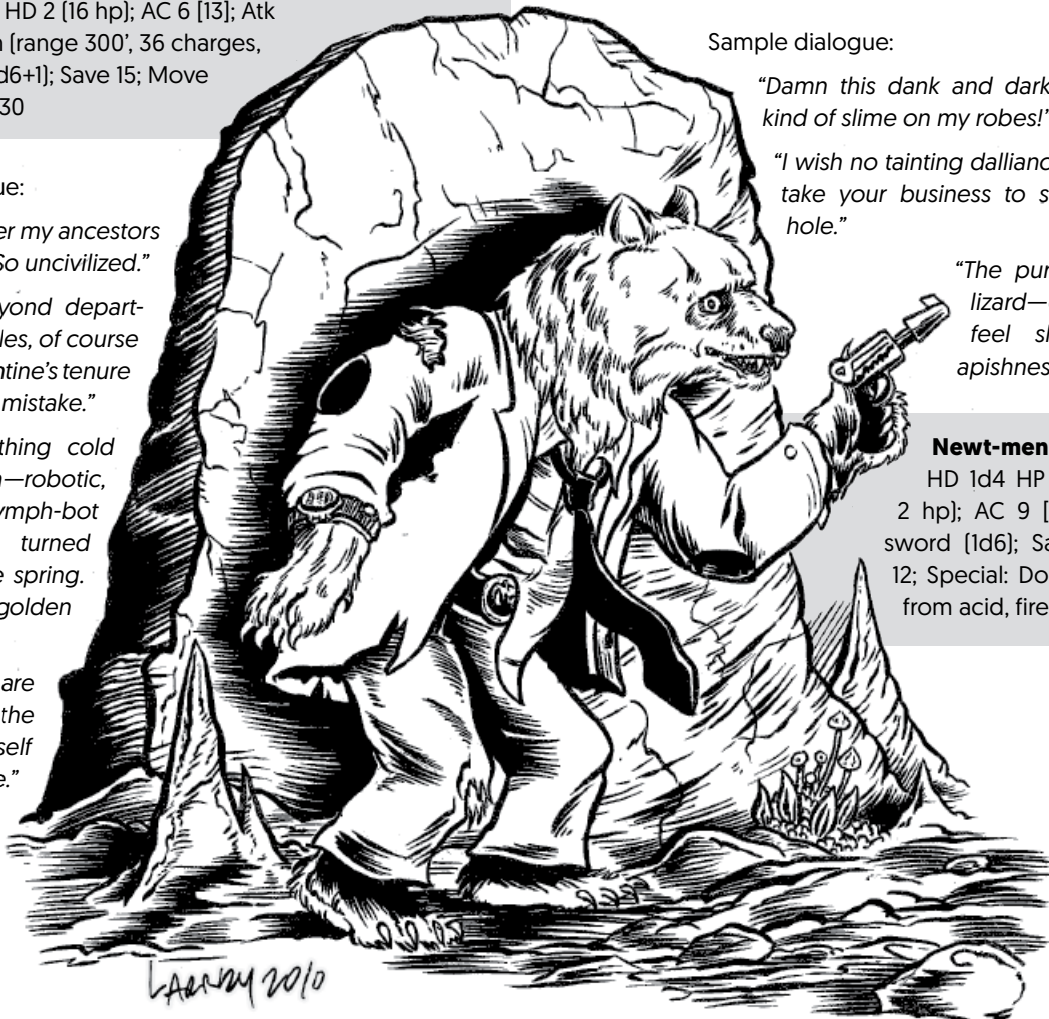
Sample dialogue:

"Damn this dank and dark—and I've some kind of slime on my robes!"

"I wish no tainting dalliance with submen—take your business to some other filthy hole."

"The purity of newt and lizard—do you not feel shame for your apishness, submen?"

Newt-men [6, see p. 87]: HD 1d4 HP [4, 4, 3, 3, 3, 2 hp]; AC 9 [10]; Atk short sword [1d6]; Save 16; Move 12; Special: Double damage from acid, fire, heat



CONDITIONS IN THE UNDERWORLD: COMPETING PARTIES & UNDERWORLD TRAVELERS

4 | GREY HUMANOID WEDDING PARTY



This sizable group from Castle Ziro travels to Black Ooze River Town for a nontraditional wedding ceremony and brief honeymoon by the falls. Representatives of both families accompany the betrothed, from an ancient matriarch to small children. All are also thoroughly armed, armored, and badass warriors more than ready to lay down their lives for family, honor, and nation. They are very excited about visiting the natural wonders of the Black Ooze River and would rather talk about that with passersby than engage in meaningless combat.

Yoothrandra, Fighter Lvl 4:

HP 34; AC 2 [17]; Atk sword+1 [1d8+1]; Save 11; Move 9; CL/XP 4/120; wise and regal in bearing, reasonable, strong influence over Fuloso, sounds like Celia Lovesky as T'pau of Vulcan from "Amok Time" [ST:TOS]

Fuloso, Fighter Lvl 4:

HP 26; AC 2 [17]; Atk spear +1 [1d6+1]; Save 11; Move 9; CL/XP 4/120; a firebrand of xenophobia, speaks like a furious Otto Preminger

Fighter Lvl 2 (4): HP 12, 10, 9, 9; AC 2 [17]; Atk sword [1d8]; Save 13; Move 9; CL/XP 2/30

Fighter Lvl 1 (12): HP 8, 7, 7, 6, 6, 6, 5, 4, 4, 3; AC 3 [16]; Atk sword [1d8]; Save 14; Move 9; CL/XP 1/15

Two of the strongest warriors haul a cart laden with spartan provisions, neatly folded ceremonial togas packed in a chest, a lockbox containing 2,000 gp, a half-cask of half-excellent Underspirits (230 gp value), and a fine ceremonial booze-service set (100 gp value).

5 | NUL PRIEST WITH TWO-HEADED APE MUMMY BODYGUARD

Nul's master of intergod diplomacy, the surface-born sorcerer Yulzirin, and his bodyguard, a giant two-headed ape mummy, attempt to deliver a gift of sympathy directly to the ailing Shaggath-Ka. Yulzirin will boldly accost any who cross his path and inquire pointedly as to any sightings of worm god clergy, officials, or soldiery and their exact locations.

Yulzirin, a supremely self-confident jackass, fears neither man nor beast, is prone to naked braggadocio, and prides himself on issuing a constant stream of subtle and not-so-subtle put-downs to any he considers to be of lesser station.

The ape mummy hauls a fabulous treasure in a basket affixed to its back: six soccer-ball-size Golden Apples of the Gods. If ingested by beings of godlike constitution, the gleaming fruit provides a stimulating effect and mild euphoria. Humanlike beings who dare to consume even the tiniest morsel of the fruit's flesh, seeds, juice, or essence must make a saving throw to avoid an instantly lethal brain haemorrhage. If the character survives first contact, they must then roll on the table below.

d6 SO YOU TASTED THE GOLDEN APPLE OF THE GODS

- | | |
|---|---|
| 1 | Total body numbness lasting 1d6 hours: -2 to all actions abetted by sense of touch |
| 2 | Levitates 6 inches off the ground for 1d6 hours: can walk across liquid surfaces with equal ease. |
| 3 | Radiates white aura of seeming holiness for 1d6 hours |
| 4 | Mind blown for 1d6 hours: unable to do more than string together word salad primarily of adverbs and adjectives, unable to cast spells or communicate clearly |
| 5 | Intelligence permanently increased by 1 point following 1d6 minutes of painful convulsions (1d4 damage) |
| 6 | Intelligence permanently increased by 1d6 points, effects of possible godlike intellect to be adjudicated by the DM. |

NOW I REMEMBER THESE BASTARDS!

THE GRAND PUKE OF NUL (OR WHATEVER HE CALLED HIMSELF) HAD THE MOST PUNCHABLE FACE I EVER DID SEE, BUT I DIDN'T RECKON THE POORLY APE WOULD BE QUITE SUCH A PAIN IN THE ARSE.

PRETTY FLAMMABLE, THOUGH I HAD SOME DICEY MOMENTS DUCKING AND DIVING ROUND GREAT FLAMING FISTS TRYING TO GET A SHOT AT LOPPING ITS HEAD OFF.

OUR WOOLY NEANDERTHAL ATE AN APPLE AND TURNED INTO AN INSTANT SMARTARSE, REALIZED WHAT A DIABOLICAL LIBERTY WE WERE TAKING SENDING HIM INTO ALL THE FIGHTS FIRST AND BECAME A SNIVELING COWARD.



Yulzirin, Magic-User Lvl 8: HP 19, AC 7 [12] (DEX); Atk dagger [1d4]; Save 8; Move 12; CL/XP 9/1,100 Special: Spells [1: *charm person* x2, *magic missile*, *shield*, *sleep*; 2: *ESP*, *mirror image*, *web*; 3: *clairvoyance*, *hold person*, *lightning bolt*; 4: *fear*, *wizard eye*]

Two-Headed Giant Ape Mummy: HD 8 [51 hp]; AC 4 [15]; Atk 2 fists [1d10/1d10]; Save 12; Move 9; CL/XP 9/1,100; Special: Half damage from bludgeoning weapons, immune to arrows, double damage from fire

Yulzirin hides a large black suicide tablet in a secret pocket in his shirtsleeve, though he can't imagine a scenario in which he'd be so inclined. Any human or humanoid who swallows the pill must save or die; a successful save indicates 2d10 damage.

6 | TERRIFIED WOOLLY NEANDERTHAL ON SOLO SPIRIT QUEST

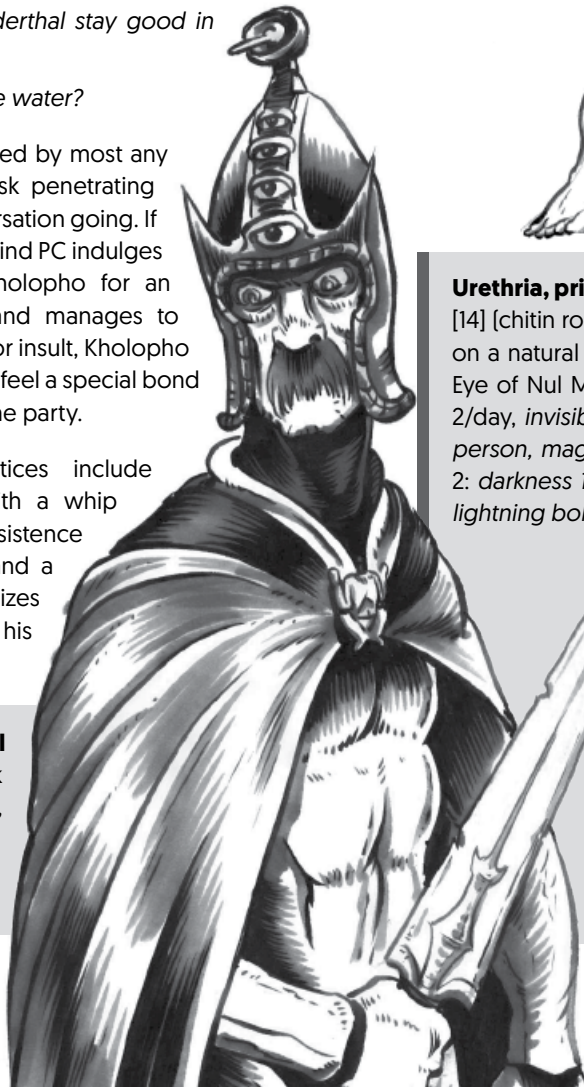
Kholopho's formerly-indomitable will slowly burns away after long months of meandering through the Underworld while awaiting a definitive spiritual breakthrough. At last truly desperate, he has abandoned any semblance of stealth and will hail any travelers to ask his three fundamental metaphysical questions in halting, caveman-style Undercommon:

1. *What is good woolly Neanderthal?*
2. *Can good woolly Neanderthal stay good in hideous Underworld?*
3. *Can Kholopho have some water?*

Kholopho will be very pleased by most any response and attempt to ask penetrating questions to keep the conversation going. If a particularly generous and kind PC indulges poor, profoundly stupid Kholopho for an extended period (1 turn) and manages to avoid open condescension or insult, Kholopho must make a saving throw or feel a special bond with this PC and ask to join the party.

His current ascetic practices include periodic self-flagellation with a whip of mammoth-leather, a subsistence diet of lichen-meal gruel, and a tight mail byrnie several sizes too small that really digs into his sides.

Kholopho, Fighter Lvl 4: HP 30; AC 4 [15]; Atk stone polearm [1d10+1], obsidian axe [1d8+1]; Save 11; Move 12; CL/XP 4/120; Special: Inquisitive



7 | NUL PRIESTS AND DECAPITANTE WAR PARTY

Alerted by eldritch detection equipment and various Underworld informants, the inner circle of Nul have initiated a search for the long-missing Nul Rod and comb the area questioning any sentient beings they meet, forcefully halting those within their power to retain.



Urethria, priestess of Nul, Magic-User Lvl 6: HP 38; AC 5 [14] [chitin robe]; Atk long black stiletto [1d4, lobotomizes on a natural 20]; Save 10; Move 12; CL/XP 7/600; Special: Eye of Nul Mind Control Helmet [*mass charm* 1/day, *ESP* 2/day, *invisibility* 1/day, *telepathy* at will]; spells [1: *charm person*, *magic missile* [q.v.], *reveal location* [q.v.], *sleep*; 2: *darkness* 15' radius, *phantasmal force*; 3: *clairvoyance*, *lightning bolt*]

Yithbara, Inquisitor of Nul, Fighter Lvl 5: HP 19; AC 2 [17] [chitin plate]; Atk scimitar [1d8]; Save 10; Move 9; CL/XP 5/240; Special: Helm of Inquiry [*ESP* 2/day, *clairvoyance* 1/day, *telepathy* at will]

Decapitantes [12]: HD 1 (4 hp each); AC 6 [13]; Atk scimitar [1d8], javelin [1d6]; Save 14; Move 12; CL/XP 1/15, Special: Immune to mind control, under remote control



HAVE TO ADMIT, I WAS KIND OF TEMPTED BY THE CULT OF NUL WHEN I FIRST CAME ACROSS THEM.

I KIND OF BLUNDER THROUGH LIFE WITHOUT MUCH THOUGHT FOR THE MORROW ANYWAY (THANKS SHAKESPEARE!), AND NOT ACTUALLY HAVING A HEAD WOULD CERTAINLY REDUCE THE EFFECTS OF HANGOVERS. BUT THEN I THOUGHT, WHERE WOULD I POUR MY BEER IF MY BONCE WAS REPLACED BY AN AERIAL?

ANYWAY, LONG STORY SHORT, WE DECIDED TO WIPE THE FUCKERS OUT IN A KIND OF CRUSADE.

WE DIDN'T KNOW WHAT WE WERE FIGHTING FOR, BUT WE SURE AS HELL KNEW WHAT WE WERE AGAINST.

I THINK.

8 | WORM CONSTABULARY OF SHAGGATH-KA ON AUTHORIZED REVENGE RAMPAGE

Eight grotesque, monocular winged worms, known as the Eyes of Shaggath-Ka, scout 120' ahead of a pack of 13 worm soldiers. The inquisitorial Eyes assess any they meet in the Underworld while the worm soldiers await the order to attack, barely able to contain their mounting battle frenzy. If the Eyes positively ID surface natives (which they profile ruthlessly), they zoom back to the soldiers and flash from their single eyes the strobing red signal to kill. The worm soldiers give a wet, wormish cheer and charge.

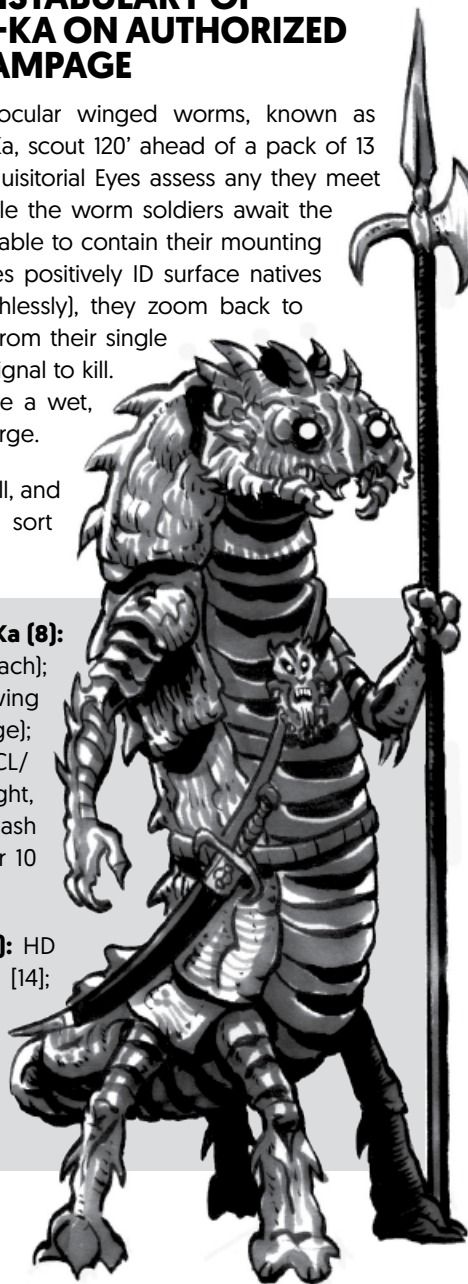
Their orders: kill them all, and let the necromancers sort them out.

Eyes of Shaggath-Ka (8):

HD 1d4 HP [2 hp each]; AC 5 [14]; Atk wing buffet [1 damage]; Save 17; Move 18; CL/XP 1/15; Special: Flight, blinding ocular flash [save or blinded for 10 minutes]

Worm soldiers (13):

HD 1 [5 hp each]; AC 5 [14]; Atk spear [1d6], scimitar [1d8]; Save 14; Move 12; CL/XP 1/15; Special: Unshakable morale



9 | DOOMED TEMPLARS

Dispatched by the high priest of the Temple of the Golden Lintel, these poor avatars of Law, approaching retirement age, dedicate their final breaths to shaking impotent fists in the face of Chaos. They aren't idiots, though, and have pulled off some successful ambushes on the helpless laity of several Chaos cults, choosing their battles carefully and making an effort to remain an unseen scourge. The Templars reek offensively, their once-shining mail now besmirched with old gore and filth, having just narrowly avoided an encounter with the Worm Constabulary of Shaggath-Ka (as 8 above) by hiding beneath heaps of debris. If the adventurers number more than five, Culunor, the ranking Templar, announces that if only fellow surface folk could join forces, they could together strike a final, defiant, suicidal blow for order!

The Templars are penniless and on the verge of starvation.

Culunor, ranking Templar, Fighter Lvl 8: HP 14 [constitution eroded by Underworld exposure, sallow, sunken features, hacking cough]; AC 2 [17] [plate & shield]; Atk Sword +2 vs. Chaos [1d8+2]; Save 7; Move 9; CL/XP 8/800

Doomed Templars, Fighters Lvl 4 (7): HP 20 each [merely terrified and desperate]; AC 2 [17]; Atk sword [1d8]; Save 14; Move 9; CL/XP 4/120

10 | SLUGMAN BUSINESS TRIP

Slugmen rarely venture forth from the Black Ooze River Valley, preferring to do business via a network of trusted proxies. Occasionally, however, the customer must be serviced face to face. At such unpleasant times one must board one's palanquin and rough it in the Underworld wilderness, however distasteful.

This little expedition consists of a single palanquin hauled by 4 dim [see p. 85], wherein Shoo-lah-ah, the regional representative for Slugtown Foods, lies in a self-induced torpor. An additional 6 dim draw a wagon laden with goods.

OPERATION UNFATHOMABLE



Shoo-lah-ah, Slugman: HD 1 [2 hp]; AC 6 [13]; Atk curved dagger (1d4); Save 3; Move 12; CL/XP 1/15; Special: Killed by salt

Dim (10): HD 6 (30 hp each); AC 4 [15]; Atk scimitar (1d8+3); Save 10; Move 12; CL/XP 5/240; Special: Immense strength, tireless, gentle

11 | SCIENCE FUNGOID SHIPPING CREW

A small team of science fungoids travels to a new garden site far to the west. They move along with seeming abandon, puffing away on their long bubble pipes and chirping to one another in their musical tongue while guiding along three floating rectangular platforms [6 x 10'] upon which a bewildering variety of fungal growths bloom. A just-perceptible and entirely harmless cloud of spores cascades from the platforms, leaving in their wake a trail of tiny sprouting mushrooms.

The fungoids will stop and converse freely with adventurers (if one or more PCs volunteer to inhale a small cloud of spores produced by the fungoids, which modify mammalian brains and allow human-fungoid communication) and are completely forthcoming about anything they may have seen (DM's discretion). They politely listen to whatever the PCs may have to say but ultimately show little interest.

In the event of unpleasantness occurring in their midst, the fungoids act only as observers while carefully recording data during whatever ensues.

From a censer affixed to the front of the wagon, thick plumes of green vapor issue forth, a powerful monster repellent designed to discourage attack by mindless predators.

Wagon contents:

- 6 barrels of jolly, flavorless lichen ale (25 gp each)
- 25 sacks of bleached lichen flour (1 gp each)
- 12 cases of extra-virgin lichen oil (10 gp each)
- ½ cake monster repellent (enough to burn constantly for 12 hours; see p. 94) [200 gp]

If friendly contact is established, adventurers will find Shoo-lah-ah respectful, communicative, and cooperative, if wincing a bit from a well-earned hangover. The slug-man, by his very nature, loves to dicker and will be happy to trade. He opens negotiations at 200% of the above listed values and will go down to those prices if only to enjoy the haggling process.

He encourages all surface worlders to visit the Black Ooze River Valley, emphasizing the civilized pleasures and relative safety of Black Ooze River Town, and provides complete directions. He also recently got wind of an underexplored ancient Beetle settlement nearby that may offer rich rewards and minimal risk for neophyte adventurers (see **Encounter Area 6**, p. 51).

In addition to the listed goods, Shoo-loo-ah carries a 250 gp emerald in a locket around his neck.

Science Fungoids (4): HD 3 [12 hp each]; AC 6 [15]; Atk tiny death-ray revolver (save or die, 4 shots before reloading, each carries 2 spare crystal cartridges) or short sword (1d6); Save 5; Move 9; CL/XP 4/120 Special: Slow regeneration (1 HP/turn), magic resistance (30%)





12 | MERCHANT RIDING GLUTTON-NEWT AND GUILD WARDEN

Guruki, a grey humanoid traveling purveyor of potions and third-level Mercantile Guild member, pilots her huge servitor beast with impunity, accosting all passersby with her standard pitch in clear Underworld Common:

"Hail traveler! Stow your armaments and approach slowly! I offer the best in hand-crafted artisanal potions of every stripe! Libations fit for a godling! Balms, unguents, ointments, and salves for every external irritation! Purgatives to restore purity and sanity!"

If interested parties approach, she pulls a control rod on the glutton-newt's shoulder and up springs a telescoping apparatus of hollow tubes, from which her banner-like price list unfurls (rates are non-negotiable).

Her associate, a huge, guild-conditioned warrior, stands silently nearby, wicked shamshir locked in ready position. She will automatically strike down any who make untoward (especially armed) movements toward her master, (as any seasoned Underworld sojourner already knows), and goes into full battle frenzy upon word from Guruki.

Guruki adheres to strict Mercantile Guild rules of engagement, one of which could possibly aid PCs pursued by hostile forces: interruption of transactions in progress is considered an act of war, one which Guruki's merchant honor will not tolerate. In such an event she will direct her warden to kill transgressors and even join the battle herself.

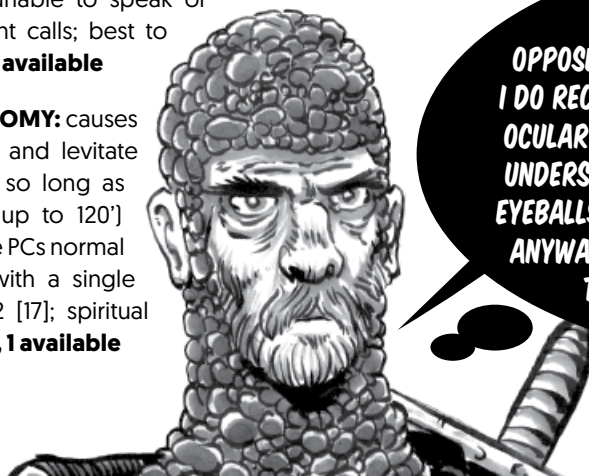
Guruki, Fighter Lvl 4: HP 18; AC 2 [17] [chitin plate]; Atk scimitar [1d8], short bow [1d6]; Save 10; Move 9; CL/XP 4/120; Special: Arrows of Paralysis +1 [6]

Guild Warden Fighter Lvl 9: HP 45; AC 2 [17] [chitin plate]; Atk two-handed sword [1d10+1]; Save 6; Move 9; CL/XP 9/1,100

In addition to a wide variety of health and beauty aids of every stripe (DM's discretion if PCs ask for specific mundane items), Guruki keeps a stock of potions for sale:

- 1. POTION OF MINDLESS FRENZY:** imparts the strength and ferocity of a raging giant [STR 20] while rendering subject intellectually negligible [INT 3], unable to speak or make even the simplest judgment calls; best to have a plan beforehand; **300 gp, 1 available**
- 2. FIZZY DRINK OF OCULAR AUTONOMY:** causes eyeballs to leave their moorings and levitate freely about at user's command so long as spiritual optic nerve [extensible up to 120'] remains intact; eyeballs travel at the PCs normal movement rate, are destroyed with a single point of damage, effective AC 2 [17]; spiritual optic nerve: 1 hp, AC 9 [10] **300 gp, 1 available**

- 3. NOSTRUM OF SPEEDY RECOVERY:** accelerates natural healing tenfold for 1d12 days; caloric requirements, hair and nail growth similarly affected; **500 gp, 2 available**
- 4. DRAUGHT OF THE GIRAFFE:** causes the neck of the imbiber to extend to 10 feet in length for 1d12 minutes; **250 gp, 1 available**
- 5. TINCTURE OF UNENDURABLE HIDEOUSNESS:** for a single combat round, transmutes the user's head into that of catoblepas with full death gaze powers; **300 gp, 2 available**
- 6. ELIXIR OF INSTANT ELEGANCE:** creates the illusion of savoir-faire in even the most vulgar individuals; great for getting barbarians invited for dinner parties, art openings, and the like; lasts 1d6 hours; **25 gp, 4 available**
- 7. BEVERAGE OF THE GODLINGS:** grants indomitable strength, genius intellect, divine speed, sagelike wisdom, superhuman robustness, and preternatural personal allure for a period of 1d12 minutes [18 in all attribute categories, for whatever that's worth]; **500 gp, 3 available**
- 8. POTION OF THE MIGHTY BLOW:** swells fist to Popeye-like proportions for a single crushing, knock-out punch; target must make a saving throw or be rendered unconscious; only works on creatures with brains vulnerable to jostling; alternatively, the blow may be used to destroy a single inanimate object such as a door, supporting beam, chest, etc. at the DM's discretion; **250 gp, 2 available**
- 9. POTION OF EXTRA LIMBS:** allows user to spontaneously generate up to two fully functional extra arms, legs, tentacles, claws, whatever the user envisions, for a period of 10 minutes; extra limbs may be used to attack [by weapon or 1d6 damage for claws, hooves, tentacle slap, etc]; **200 gp, 3 available**
- 10. POTION OF SPECTRAL FOETOR:** user emits repulsive stench that causes flesh-eating creatures to flee [saving throw allowed]; **50 gp, 3 available**
- 11. THE DESPERATE MEASURE:** drinker able to act at thrice normal speed for one hour then dies; **SPECIAL PRICE! 25 gp, 4 available**
- 12. BORING OLD HEALING POTIONS; 100 gp, 10 available**



WHILE IDEOLOGICALLY OPPOSED TO THE VERY CONCEPT OF SOFT DRINKS, I DO RECOMMEND GETTING A CAN OF FIZZY DRINK OF OCULAR AUTONOMY AND USING IT AS A MIXER WITH UNDERSPIRIT. KIND OF FUN WHEN YOUR BLOODSHOT EYEBALLS LOOK INTO EACH OTHER. WELL, AMUSED ME ANYWAY. ODDLY ENOUGH, I SEEMED TO BE IMMUNE TO THE ELIXIR OF INSTANT ELEGANCE.

CONDITIONS IN THE UNDERWORLD: COMPETING PARTIES & UNDERWORLD TRAVELERS

13 | BLUE DWARF WORK GANG

The blue dwarves of the Underworld dress in drab jumpsuits loaded with pockets, drape themselves with bandoliers of tools, and keep their prodigious beards carefully trimmed so as to avoid getting them snagged in one of their strange mechanical contraptions. Contraptioneers carry great metal chests in backpack fashion, laden with replacement parts and specialized implements. Of course, no blue dwarf party ventures forth without a certified booze-master and a prodigious load of potables strapped to the back of the booze-neophytes in cask, bottle, and keg form.

All Underworld natives other than mindless predators avoid disturbing the blue dwarves. If harassed by the adventurers, the foreman will send a runner to contact the closest cult authority while explaining the dire ramifications of taking action against union workers. They've got Chaos godlings in their pockets.

d12 BLUE DWARF ACTIVITY

- 1 Travel halted for union mandated fifty-minute binge-drinking break; they will not take any action during this period other than throwing back drink after drink to minimal noticeable effect
- 2 Completing survey of cavern wall in preparation for creating a new Underworld chamber, setting up work perimeter with brightly colored string
- 3 Giant monster BBQ in progress in out-of-the-way corner or area; smells abominable, but they're not offering anyway
- 4 Assembling giant clockwork drill; won't be done for another day or so, but it's none of your business anyway
- 5 Moving along briskly while reciting mathematical formulae in unison and taking turns shouting out example problems and solutions; if scholarly PCs make a successful roll against their INT -4, they intuit the answer and may shout it out, earning the momentary approbation of the dwarves, who nod slightly and half-doff their work caps while stomping by
- 6 In a big damn hurry; any attempt at contact met with obscene gestures

The Joyless Foreman, Fighter Lvl 3: HP 13; AC 5 [14] [huge puffy gambeson]; Atk 2-handed bludgeon [1d10]; Save 12; Move 6; CL/XP 4/120 Special: Immune to Chaos, magic resistance [25%]

Blue dwarves (6 laborers, 4 contraptioneers, 2 duct specialists, 2 booze-neophytes, 1 booze-master): HD 1+1 [6 hp each]; AC 7 [12]; Atk hammers, wrenches, tin snips, etc. [1d6]; Save 6; Move 6; CL/XP 2/30 Special: Immune to Chaos, magic resistance [25%]

14 | MUTINEERS

Note: replacements for fallen PCs could easily be inserted into this gang of jerks.

Their leader wears a blood-spattered conical wizard's hat, but otherwise this crew of former torchbearers and mercenaries skulks along, trying to be as inconspicuous as possible. They know of a way out of the Underworld (**Encounter Area 15N**, p. 67) and are attempting to wind their way back in that direction. Just before contact with the PCs, this gang fled from an encounter with an invisible horror that BBQed several of their original number with some kind of heat ray.

Thang, Fighter Lvl 1: HP 6; AC 7 [12] [leather cuirass]; Atk sword [1d8]; Save 14; Move 12; CL/XP 1/15; Special: Hates magic-users with abiding passion, semirational

Gung, Fighter Lvl 1: HP 5; AC 6 [13] [shabby chain]; Atk battle axe [1d8]; Save 15; Move 9; CL/XP 1/15; Special: Deserted from the Fort Enterprise guard sent previously, cynical, incredulous

Rabble of 0-level ex-hirelings (12): HD 1d4 HP [2 hp each]; AC 9 [10]; Atk clubs and daggers [1d4]; Save 15; Move 12; CL/XP B/10

If PCs explain their current situation, especially in an attempt to rally the mob into joining the party, the mutineers will openly mock and laugh at the "dutiful," demean the intellects of "faithful servants," and assure the PCs that they will surely face summary execution upon return to the surface, succeed or fail.

Items of interest in the group's possession: 3 coils of 50' rope, 4 flasks of oil, 2 remaining blue anti-Chaos pills (they took the rest), 275 gp, 350 sp.

15 | ILGORIATH AND YEEN-SU

Ilgoriath, a lesser lich* from the distant city-state of Mur, where he holds high office, and his towering manservant/bodyguard Yeen-Su have just purchased a map of Zsanz (the ruined Beetle city in the Black Ooze River Valley) and are now formulating plans for its exploration and exploitation. They are quite jolly and unlikely to engage in senseless destruction while on the road back to their temporary accommodations in Black Ooze River Town. Should the PCs impress the pair with their appearance or evident dungeoneering skills, the lich will accost the party and engage them in conversation to further determine their suitability for employment. If Ilgoriath's [admittedly somewhat loose standards] seem met by the adventurers, he issues a standing invitation to join him at their earliest convenience at his rented bungalow in Black Ooze River Town [using his fancy enchanted stylus to amend their map] to discuss temporary employment, promising lavish reward for only moderate danger.

* Lesser lich: as per standard S&W lich in most respects but lacks the automatic fear effect, the better to interact with the mortals. In lich-haunted Mur, the imperial capital far to the south, liches are not exactly common, but most of the Great Houses that constitute the ruling class have at least one or two in the family.



Ilgoriath: HD 10 (29 hp); AC 2 [17]; Atk dagger (1d4, see below); Save 3; Move 6; CL/XP 15/2,900; Special: Paralysis touch; spells [1: *detect magic*, *hold portal*, *magic missile* [q.v.], *protection from chaos*, *sleep*; 2: *darkness* 15' radius, *ESP*, *invisibility*, *knock*; 3: *clairaudience*, *clairvoyance*, *fireball*; 4: *wall of fire*, *wizard eye*; 5: *hold monster*, *teleport*]

Yeen-Su, Fighter Lvl 10: HP 65; AC 2 [17]; Atk vorpal cleaver (1d10+3, beheads on 19–20); Save 8; Move 9; CL/XP 11/1,700

Ilgoriath carries several valuable items of treasure:

- A steel container filled with several ounces of **smart putty** (when applied to face molds itself into first likeness that pops into the user's mind)
- A shrunken head that exhales *cloudkill* upon verbal command
- An *amulet of aloofness* that renders the mind of the wearer immune to fear and insanity
- A small purse loaded with three 500 gp gems
- A curved dagger ensorcelled to parry incoming blows (negates one successful attack per round)
- Scroll: *charm monster*, *teleport*
- Scroll: *membranous inconvenience* [q.v.]

Yeen-Su travels light: provisions, waterskin, gigantic vorpal cleaver (beheads on natural 19-20, 18 STR required for use).

16 | OOTHERION, APE MYRMIDON

Ootherion, a huge carnivorous ape, set sail from Simos, a prominent city-state in his native dimension (one in which intelligent carnivorous ape society has developed many parallels to Earth's ancient Greece), and blundered into an interdimensional maelstrom. After piercing the dimensional veil, Ootherion was washed ashore, along with the bodies of his cohorts and the remains of his ship, on the beach of an Underworld sea.

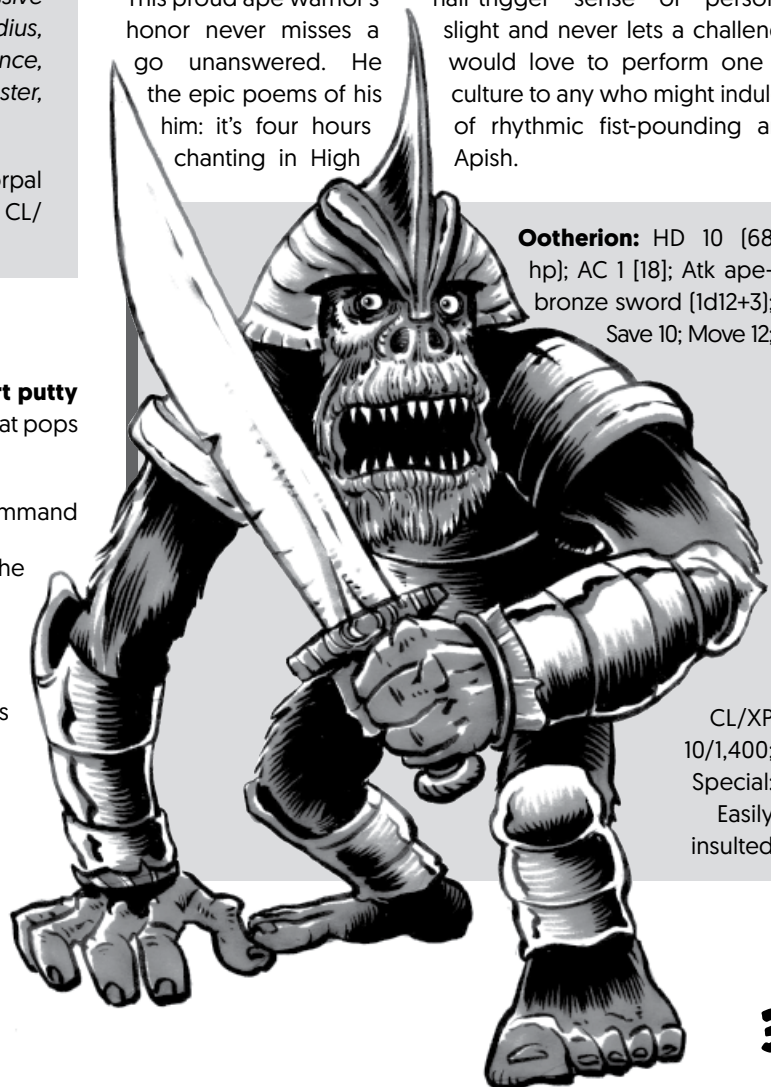
Following a brief period of insane bewilderment and grief-stricken rampaging (during which his reputation as an unbelievable badass was cemented), the ape myrmidon settled into his new career as hired tough guy for a series of Underworld potentates and Chaos godlings. He recently left employment with the Warlords of the Steam Vents during their dispute with the Church of the Fire Fluke and carries a sizable severance package in gems (fist size rubies valued at 7500 gp, secreted in cod-piece purse).

In his travels, Ootherion acquired an only moderately inaccurate map of the Underworld, marked with a route plotted for the possible location of the Grand Pleasure Dome of the slugmen, his final destination.

He has no idea that the "overworld" exists as it just hasn't yet come up in his dealings with Underworlders.

This proud ape warrior's honor never misses a go unanswered. He the epic poems of his him: it's four hours chanting in High

hair-trigger sense of personal slight and never lets a challenge would love to perform one of culture to any who might indulge of rhythmic fist-pounding and Apish.



Ootherion: HD 10 (68 hp); AC 1 [18]; Atk ape-bronze sword (1d12+3); Save 10; Move 12;

CL/XP
10/1,400;
Special:
Easily
insulted



17 | UNDERWORLD RANGER PATROL

They move almost invisibly along cavern walls, slipping behind stalagmites and great fragments of stone whenever available, covering one another's advances with their side arms, rote movements that are the result of impeccable training. If they spot the adventurers, they will signal for parley and inquire as to their business in the Underworld before disappearing, Batman-like, into the miasma.

Captain Kyrn, Underworld Ranger Lvl 4: HP 20; AC 3 [16]; Atk sword (1d8), bug zapper (1d6, set to kill); Save 12; Move 12; CL/XP 4/120; Special: A stalwart defender of Law, strong, noble, a bit boring

Underworld Rangers Lvl 2 (5): HP 10 each; AC 4 [15]; Atk sword (1d8), bug zapper (1d6, set to kill); Save 14; Move 12; CL/XP 2/30 Special: Respected by sentients

Kyrn could be persuaded to form a temporary alliance with adventurers if presented with a convincing case. Dedicated to combating Chaotic threats to the surface world, he would be intrigued to learn of Shagghath-Ka's weakened condition and, after completing a preliminary investigation, would immediately return to human civilization in the south to make a report.

18 | BLIND ANTLER MEN

Strange beings native to a neighboring reality, the blind antler men pursue their semi-inscrutable aims without explanation. This particular party is returning to their citadel in the Great Lichen Plain (accessible via the Black Ooze River) after a lengthy Underworld sojourn and bear with them several strange objects of unknown purpose.

d6 BLIND ANTLER MEN ACTIVITY

- 1-2 March along at a leisurely pace, talk among themselves incomprehensibly in overloud staccato, sea-lion-like barks
- 3 Stand transfixed by sensory input only they can detect, antlers transforming and waving about
- 4 Enjoy picnic lunch in out-of-the-way section of cave/corridor, emit cacophony of Cookie Monster yum-yum sounds
- 5 Fresh from victorious struggle with Underworld terror a ways back, spattered with monster gore, one of their number stricken with terrible necrotic wound
- 6 War frenzy after repeated unpleasant encounters with human types, instantly hostile but will not pursue fleeing parties

Blind Antler Men (8): HD 6 (38 hp each); AC 2 [17]; Atk self-heating sword (1d8+1d4), exploding bolos (1d4+1d6), death-ray guns (1d8+2, 4 charges); Save 8; Move 12; CL/XP 8/800; Special: Regenerates 1 HP/round

UNUSUAL GEAR:

Death-ray guns: project a black wave of antienergy that burns away the life force of the target. Each holds a charge of four shots, and can be recharged by an incantation known only to the antler men. In a moment of reckless good humor, it is conceivable a blind antler man might agree to sell his side arm, demanding no less than 1000 gp or the equivalent in treasure.

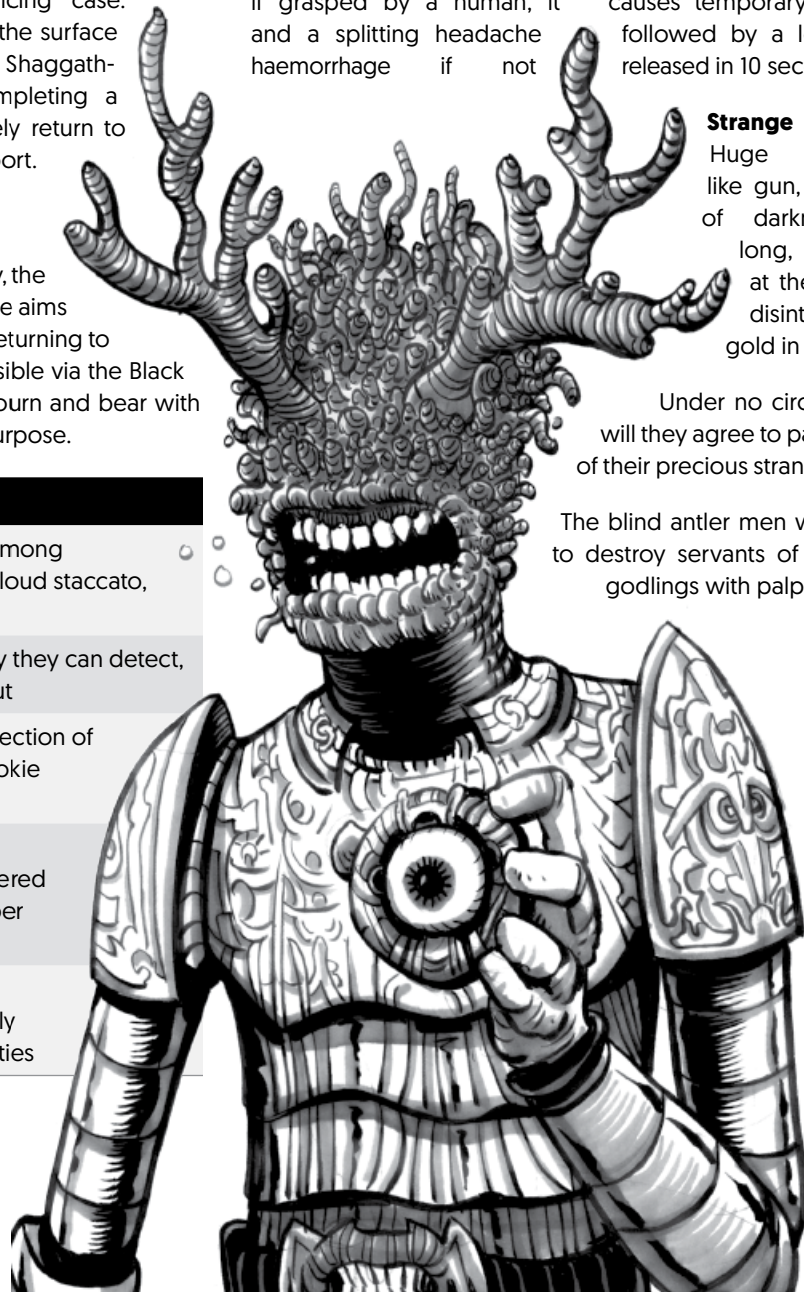
Strange object A: A humming orb of polished stone; when activated by touch continuously emits the only form of blind antler man musical expression, a single unchanging note (the blind antler men hum along).

Strange object B: Boomerang-shaped sensory enhancer; if grasped by a human, it causes temporary blindness and a splitting headache followed by a lethal brain haemorrhage if not released in 10 seconds.

Strange object C: Huge hair-dryer-like gun, fires cone of darkness (120' long, 60' wide at the end) that disintegrates all gold in its path.

Under no circumstances will they agree to part with any of their precious strange objects.

The blind antler men will attempt to destroy servants of the Chaos godlings with palpable gusto.







19 | SEGMENTED GIANT

When encountered, the segmented giant [see **Appendix F: Monsters, Treasures, and Spells**, p. 83]. will be involved in some kind of minor highway maintenance such as clearing away fallen stalactites, patching a sagging archway with a kind of two-part epoxy [huge squeeze tubes, mixed on flat stone], dragging a sack full of dead giant insects for disposal in a bottomless pit, etc.

If the adventurers have any enchanted edged weapons, the giant automatically detects them after sniffing the air for a moment and buzzes out a brief legal statement in High Beetlese [obscured by a nearly-incomprehensible insectine accent]:

“Must commandeer magic blade for work purposes. Surrender one magic blade immediately. See Quartermaster in Zsansz for tax credit.”

This will be repeated several times before the giant simply reaches down and seizes a single weapon from its owner. As soon as the giant has the weapon in its possession, it proceeds to hew decorative flourishes into the nearby Underworld walls and floors.

Segmented Giant: HD 12 (68 hp); AC 3 [16]; Atk whiplash punch [2d8]; Save 6; Move 18; CL/XP 14/2600; Special: Magic resistance 75%

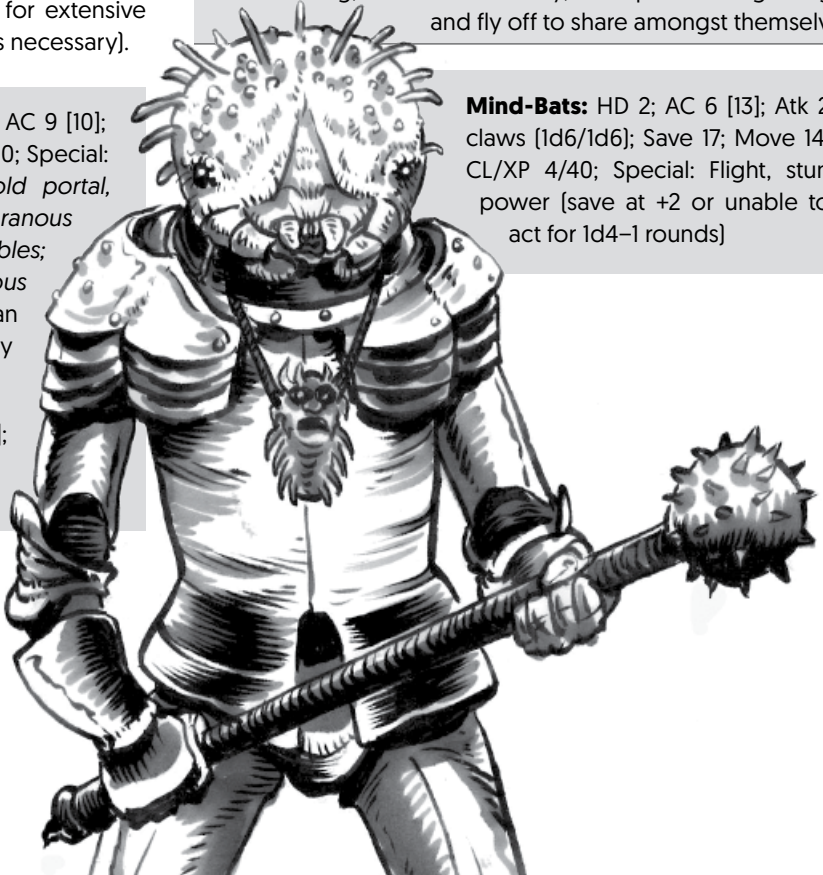
20 | WORM PRIEST AND ENTOURAGE

Dispatched following the Prince's attack on Shaggath-Ka, Wormfather Ymoro scours the Underworld in search of surface humans, firing off every detect spell in his repertoire as necessary. His orders are to detain or destroy any such interlopers and to return to the cult military HQ with any captives for extensive torture and questioning [using *Speak with Dead* as necessary].

Wormfather Ymoro, Magic-User Lvl 7: HP 21; AC 9 [10]; Atk dagger [1d4]; Save 9; Move 12; CL/XP 8/800; Special: Spells [1: *charm person*, *detect magic*, *hold portal*, *read languages*; 2: *ESP*, *locate object*, *membranous inconvenience*; 3: *clairvoyance*, *hell's mandibles*; 4: *worm's breath*]; scroll: *membranous inconvenience* x 2; more terrified of failure than actually enthusiastic about his mission, easily angered, a grudge holder

Worm Soldiers (12): HD 1 [5 hp each]; AC 5 [14]; Atk spear [1d6]; Save 14; Move 12; CL/XP 1/15; Special: Unshakable morale

Ymoro will pursue fleeing PCs relentlessly after dispatching a *magic missile* (q.v.) to inform HQ of current and projected whereabouts and request reinforcements. Twenty-four additional worm soldiers will arrive via carrier worm in 2d4 turns.



Mind-Bats: HD 2; AC 6 [13]; Atk 2 claws [1d6/1d6]; Save 17; Move 14; CL/XP 4/40; Special: Flight, stun power (save at +2 or unable to act for 1d4–1 rounds)

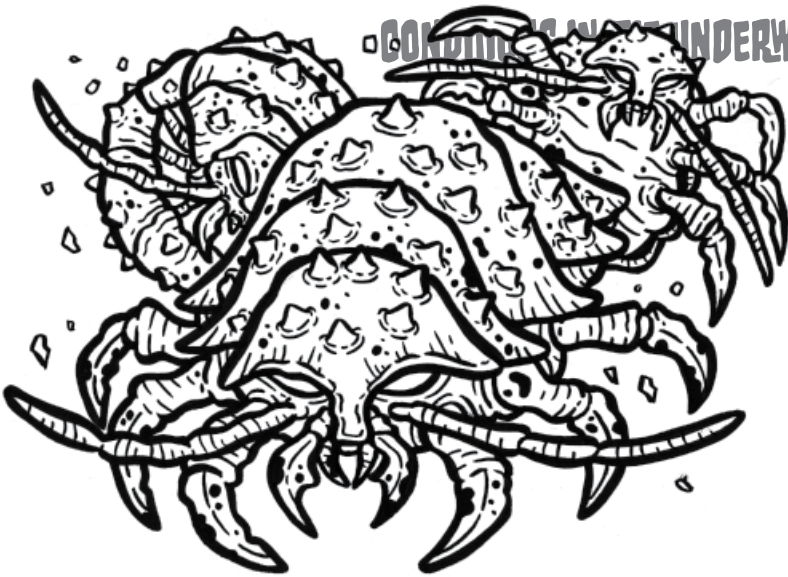
WANDERING HORRORS

1 | MIND-BATS (1D4)

[See **Appendix F: Monsters, Treasures, and Spells**, p. 83]

d6 MIND-BAT ACTIVITY

- 1 Pill bug hunt: detect, investigate pill bug juice on adventurers' weapons, garments
- 2 Cling to ceiling, ready to drop down on juicy prey [surprising parties not actively scanning above]
- 3 Weird group grooming underway [via extensible tongues] in out-of-the-way corner
- 4 Premating rituals: spectacular stunt flying, no interest in hunting
- 5 Jointly dragging sizable kill [12' long worm with humanlike eyes, lush eyelashes]
- 6 Starving, attack immediately; attempt to kill single target and fly off to share amongst themselves



2 | GIANT PILL BUGS (3-18)

[See **Appendix G: Monsters, Treasures, and Spells**, p. 83]

d4 GIANT PILL BUG ACTIVITY

- 1 Flipped over helplessly on back! Any others present contemplate aid vs. euthanasia and immediate consumption
- 2 Rolling through at top speed; will bowl over anything human size or smaller
- 3 Scuttling across ceiling erratically but with no ill intent
- 4 Hidden from view behind detritus but watching for stragglers

Giant Pill Bugs: HD 1-1 [3 hp each]; AC 5 [14] [3 [16] when in ball]; Atk bite [1d4] or rolling slam [1d6]; Save 15; Move 12/18 [roll]; CL/XP 1/15; Special: High-speed roll

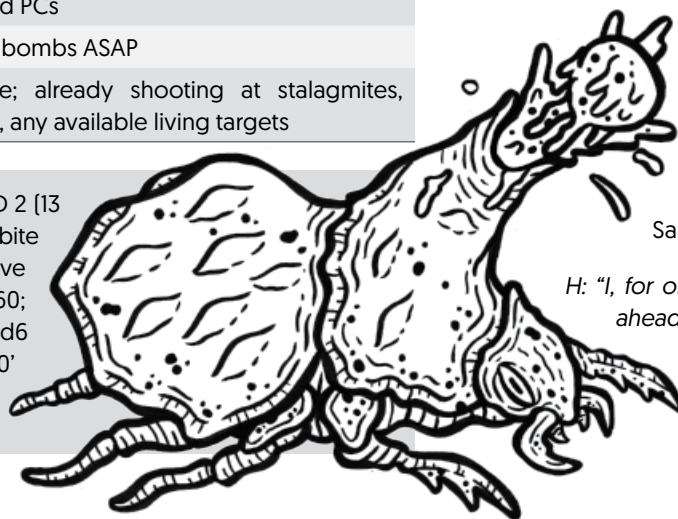
3 | FIREBOMB BEETLE

[See **Appendix G: Monsters, Treasures, and Spells**, p. 83]

d4 FIREBOMB BEETLE IRRITATION LEVEL

- 1 Irked, but not looking for trouble
- 2 Fuming about something; would happily channel aggression toward PCs
- 3 Furious; launches bombs ASAP
- 4 Insane with rage; already shooting at stalagmites, columns, statuary, any available living targets

Firebomb Beetle: HD 2 [13 hp]; AC 5 [14]; Atk bite [1d4] or firebomb; Save 17; Move 12; CL/XP 3/60; Special: Firebomb [1d6 damage, range 30', 10' radius burst, save to avoid]



4 | FLAMING HOUNDS

Only the insanity of unchecked chaotic influence over living matter could produce such a senseless mockery of natural processes. A pack of twelve wild dogs following a blood trail into the Underworld have undergone a shocking metamorphosis: where once lush fur sprouted from their skin, tongues of flame now blaze, fanned by their panicked stampede. The pitiable creatures have no plan or purpose, only blind flight from an uncanny fate they can never outrun.

Unless engaged by the adventurers, the pack will pay them no notice. Should they be attacked, the creatures seek to vent their rage and terror upon their perceived enemy. Characters motivated by some kind of ethical code, should they ascertain the hounds' plight, may offer the only kindness available: immediate euthanasia.

Flaming Hounds (12): HD 1 [4 hp each]; AC 6 [13]; Atk bite [1d6+1d4 fire damage]; Save 15; Move 14; CL/XP 2/30; Special: Flaming

5 | BEWILDERED MARTIAN APE

This huge, white four-armed simian, somehow transported from his native dimension, charges along the main passages in a desperate panic to find some means of escape, checking side caverns as he goes. If encountered in close quarters, the creature will violently lash out at anything between it and an exit.

Martian Ape: HD 10 [45 hp]; AC 6 [13]; Atk 4 arms [1d6 each], bite [1d10]; Save 8; Move 12; CL/XP 10/1,400

6 | HRRK AND KRRGH, TWIN PRINCES OF THE MAGMEN

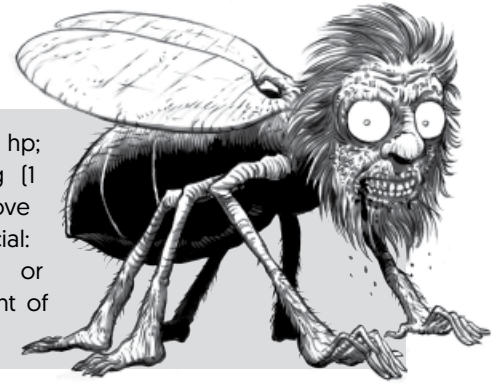
Traveling on diplomatic business further north, these 18' tall siblings have no time for amusing diversions such as slaughtering parties of 1st-level characters. However, their very proximity is a danger with radiating body heat inflicting 1d6 damage to the lungs and exposed skin of anything passing within 10' of the creatures.

They can be heard approaching (unless the adventurers are occupied by something like a noisy battle) because of their thunderous footfalls and buoyant conversation regarding social affairs at the molten center of the world.

Sample Dialogue:

H: "I, for one, wish the Worm Brothers would just go ahead and devour one another and get it over with. I find all the jockeying for position and status distasteful in the extreme. Did you see that last graven image? Appalling."

OPERATION UNFATHOMABLE



Chaos Flies: HD 1 hp; AC 5 [14]; Atk sting [1 damage]; Save 16; Move 14; CL/XP B/10; Special: Flight, poison [save or take 1 additional point of damage]

8 | PSYCHOTIC CYCLOPS

Even with only one eye, he has seen too much and now wanders the Underworld without purpose other than to occasionally sate his hunger for flesh. This deranged member of an already chaotic race will be encountered in one of several possible mental states.

d4 CYCLOPS MENTAL STATE

- 1 Ebullient:** still quite irrational and paranoid, but cheerful and open to negotiating.
- 2 Bewildered:** lost and childlike, pliable
- 3 Despondent:** when encountered, will be weeping and muttering, likely to collapse against any available wall to sob inconsolably
- 4 Homicidal:** frothing with hostility toward the entire universe and shrieking curses; attacks immediately

If, by some chance, players can entice the cyclops to consume any amount of alcohol [or other inebriant], roll again.

Cyclops: HD 8+2 [48 hp]; AC 4 [15]; Atk club [2d8]; Save 8; Move 12; CL/XP 9/1,100; Special: Throw boulders for 2d8 damage, 100' range

K: "Of course I concur, and would only add that once they have fulfilled their fratricide, it would give me great pleasure to watch the victor consumed by Mother's chaos fires."

H: [makes sizzling sound, peals of laughter] "Indeed, yes, it will be glorious. Say, brother, have you noticed the proliferation of tiny, insignificant life forms around these parts? Gives me the creeps."

K: "Nauseating. Just the thought of one of them crawling around on those tiny legs fills me with a nameless dread."

Hrrk: HD 12 [60 hp]; AC 2 [18]; Atk 2 fists [2d10+1d6 fire damage each]; Save 5; Move 10; CL/XP 12/2,000; Special: 1d6 damage to any within 10', save to avoid

Krrgh: HD 11 [38 hp]; AC 2 [18]; Atk 2 fists [2d10+1d6 fire damage each]; Save 5; Move 10; CL/XP 12/2,000; Special: 1d6 damage to any within 10', save to avoid

7 | CHAOS FLIES WITH CARRION CARGO

Eight of these creatures fly toward the adventurers, carrying the body of one the men-at-arms from the local captain's expedition. The soldier appears to have a very large bite taken out of his midsection. The flies will defend their prize aggressively if assailed. Otherwise, they will make their way to **Encounter Area 22**, p. 73.



CONDITIONS IN THE UNDERWORLD: WANDERING HORRORS



9 | UURX THE IMPERVIOUS

An immortal giant with a thick, lustrous coat of crimson fur (the softest, coziest, cuddliest imaginable), Uurx cannot be harmed by normal weapons and resists most spell effects.

This totally nonviolent being roams the Underworld in a vain search for its long-missing mate, actually destroyed by a platoon of overzealous Underworld Rangers years ago.

Roll 1d6 on the table below if Uurx becomes cognizant of the adventurers.

d6 UURX'S ACTIONS

- 1 Becomes fascinated with the party member with the sparkliest gear, attempts to gently seize PC and raise to eye level for a closer look
- 2 Delivers miserable lament, detailing various wrongs suffered over the centuries in an unknown language
- 3 Squats down, attempts to draw the party in for a cuddle with gentle coos and welcoming hand movements, like trying to befriend a leery dog
- 4 Addresses party (incomprehensibly) in booming alien voice [2 in 6 chance of attracting Wandering Horror], makes emphatic gestures, registers exasperation, storms off
- 5 Following a hot lead on possible location of mate, marches right on by without giving the PCs a second look
- 6 Momentarily consumed by frustration, takes a moment to roar ferociously at party while flexing all muscles, its fur standing erect along its shoulders, head, and back.

Under no circumstances whatever will Uurx attempt to harm any creature it encounters, no matter how hostile, and it will actively attempt to convince attackers of their folly (incomprehensibly). If repeatedly attacked, Uurx will sprint away with giant steps.

If Uurx gets within 20' of the Nul Rod, it falls asleep for 1d12 years.

Uurx: HD 30 [240 hp]; AC -4 [23]; Atk will not attack, accidental swipe or crushing misstep [2d8+2]; Save 1; Move 18; CL/XP 30+/7,400+; Special: +2 or better weapon to hit



OPERATION UNFATHOMABLE

10 | CAVE SWALLOWS

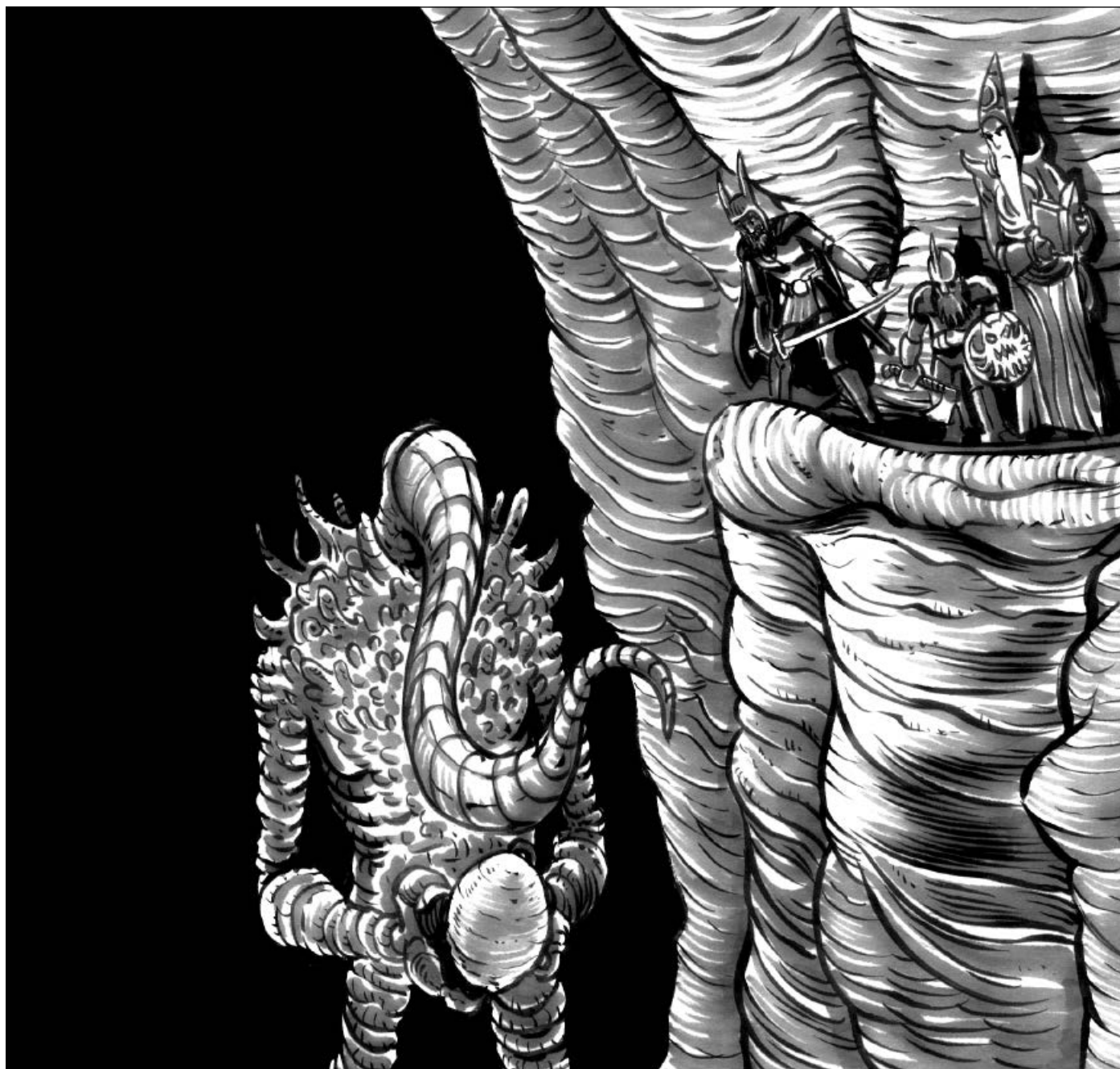
Giant black cave swallows with feathers like plate armor swoop in, issue stunning wing buffets, and attempt to pin down adventurers with preternaturally mighty feet. Compelled by their peculiar instincts, the birds seek out and seize all coils of rope (preferably 50' lengths) in the party's possession. Ruthless rope thieves, the swallows do not indulge in wanton violence; once they have relieved the party of any rope in their possession they gently release their captives and dart off to improve their nest (see p. 45).

Cave Swallows (6): HD 1 [5 hp each]; AC 7 [12]; Atk beak [1d6] or talons [1d6]; Save 15; Move 18; CL/XP 2/30; Special: overbear on successful hit and search for rope

11 | THE EGG CARRIER

This giant human-shaped creature with a single tentacle for a head carries an egg stolen from **Encounter Area 7** (see p. 54) for an unknown purpose (but feels terrible about it), and is likely to lash out at any who cross its path. It is uninterested in pursuing retreating parties nor is it inclined to repeatedly pound wounded adventurers into oblivion, rather it just seeks the release of a little pent-up aggression with a slap or two before continuing on its way.

The Egg Carrier: HD 10 [55 hp]; AC 6 [13]; Atk tentacle slap [1d10+3]; Save 6; Move 12; CL/XP 11/1,700; Special: x2 damage from fire



CONDITIONS IN THE UNDERWORLD: WANDERING HORRORS

12 | THRANTRIX THE INEFFABLE

A godling freshly born of Primal Chaos, Thrantrix still experiments with the universe around her, seeking to understand her own power and her place in the Underworld. Like most of her kind, her colossal ego cries out for approbation and the worshipful acknowledgement of her innate superiority by lesser beings.

Her ranging consciousness has detected the recent distress of fellow godling Shaggath-Ka. Sensing weakness, Thrantrix makes her way toward the Worm Sultan's lair, where she hopes to destroy her rival and lay claim to his flock. In so doing, Thrantrix has found herself frequently distracted by the plentiful wonders of the depths.

If encountered, Thrantrix appears as a writhing ball of snakes suspended six feet in the air, exuding an eerie yellow luminescence and addressing all that moves with a booming basso voice. She demands praise, worship, and unquestioning obedience from all she encounters and will settle for nothing less.

Only by speedy retreat can characters hope to avoid either her service or her wrath.

Her personality still a work in progress, the Ineffable one remains a bit unintelligible in conversation, as she is inexperienced in the subtleties of communicating with beings of lesser cosmic enlightenment. Indeed, Thrantrix still attempts to command praise from unintelligent creatures like giant pill bugs, blasting them to smithereens when they fail to fall to their (many) knees.

If the adventurers find themselves in her service, whether wilfully or by means of her geas power, she will command them to locate the realm of Shaggath-Ka while she attends to other business and to return to their place of meeting with precise directions (Thrantrix claims any space she occupies as sovereign territory, regardless of where she is encountered).

Should the adventurers accomplish this and manage to report back to her, Thrantrix will order them to herald her arrival in the realm of Shaggath-Ka and bear witness to her attempt to assassinate the Worm Sultan in his current weakened state. The ensuing chaos should provide plenty of opportunities for player-driven improvisation.

Thrantrix has no knowledge of the Nul Rod but will shrink instinctively from the relic if it is brandished, like a vampire from a cross.

Sample dialogue:

"I am all that I comprehend! Whatever enters my perception is a part of my realm!"

"Your lives are inert matter meant only to extend my will!"

"Even the movement of your blood will be an expression of my will!"

"The Worm's presence is an insult to my will! I will be all!"

It is possible that clever PCs will find some ruse by which they might engage Thrantrix in conversation (by impersonating a godling, for instance); she will spew forth semicoherent prophesy of mixed relevance to current Underworld affairs.

d12 THRANTRIX'S INCOMPREHENSIBLE ORACLES (roll as often as the conversation merits)

- 1 "Lo, a metal man with lightning coursing through its veins once trod the Devil's Highway. Or will have trod those lanes ere an ursine sign? Be this reminiscence or prescience, I cannot say, but mark the imposter an enemy at any time!"
- 2 "Unbeknownst to the Towering Fuzzball, he was widowed years ago. Mock his vain search."
- 3 "You are a sight for his sore eye; lead him unto me."
- 4 "An omelet cannot be made without breaking the worm-face's egg."
- 5 "In this place, there is a greater one of countless, implacable parts. Seek him."
- 6 "Partake of the giggling mushroom's flesh. A hidden, velutinous world shall be revealed under the light of a black sun."
- 7 "Should you lose your head, then you forfeit your body to me."
- 8 "The horned ones see more than you believe; hide your faith in me from them."
- 9 "With the light you once knew in the womb, so too glows this vermilion nebula. Enter it. Breathe deep of it, then be reborn!"
- 10 "Flaming blue balls withhold more than they give. Twist and squeeze them with ferocity until they release their secrets."
- 11 "With the blinking of a radiant, ruddy eye, you are betrayed. Ready your salt."
- 12 "Missives scriven by a steel quill always find their addressee."

Thrantrix the Ineffable: HD 20 [99 hp]; AC 0 [19]; Atk 2d6 bites [1d10+poison: save or be instantly liquefied]; Save 6; Move 12; CL/XP 25+/5,300+; Special: +1 or better magic weapon to hit; regenerates 3 HP/round; immune to poison and mind-control spells; spell-like abilities (each usable 1/day): *charm person*, *all detect spells*, *ESP*, *fireball* [x3], *polymorph self*, *geas*





LOCAL FRANCHISE

TEMPLE OF HILL

15

PILL BUG NEST SITE

BOTTOMLESS PIT

GRAVEN IMAGE

14

DETRITUS

DETRITUS

DETRITUS

ANCIENT SHELTER

GRAVEN IMAGE

16a

SEALED DOOR

FUNGAL BLOOM

GRAVEN IMAGE

30

THE WORM SULTAN AWAITS

16

SHAGGATH-KA'S AMPHITHEATER

16b

WORM TUNNEL

ICE CITY OF THE NANJITS

21

DRACLE OF THE BOTTOMLESS PIT

SNOW CAVE

20

EYES OF THE PIT

18

19

VAULT OF SHAGGATH-KA

17

WORM TUNNEL

WORM TUNNEL

FUNGAL BLOOM

CAVE SWALLOW NEST

ANCIENT SHELTER

3a

DEAD MONSTERS

DETRITUS

DETRITUS

2

WIND BAIT TERRITORY

THE CORRAL PEN

PILL BUG NEST SITE

FRONT LANDING

1

SECRET CROWDING

START HERE!!!

FUNGAL BLOOM



MAP OF THE UNDERWORLD

1 SQUARE = 20 FEET

3c

13

12

11a

11c

11b

10

22

3b

9

BEETLE SCIENCE CENTER

8

BEETLE GHOST

8

SHAFT TO THE ODIOUS UPLANDS

7

EGG CHAMBER

5

DOORWAY TO THE FUTURE

4

6

BEETLETOWN WEGLOME CENTER AND DWELLINGS

ANCIENT SHELTER

FUNGAL BLOOM

DETRITUS

FUNGAL BLOOM

DETRITUS

DETRITUS

GRAVEN IMAGE

FUNGAL BLOOM

DETRITUS

CAVE SWALLOW NEST

DETRITUS

SCIENCE FOUNDRY EXPERIMENTAL FARM

SOMEONE LEFT THEIR FLYING SAUCER RUNNING

ANCIENT SHELTER

RESIDENCE OF THE COLOSSAL SAGESEER

CHAOS HIVE

PILL BUG NEST SITE

BOTTOMLESS PIT

BEETLE GHOST

DETRITUS

FUNGAL BLOOM

WORM TUNNEL

DETRITUS

THE GOOCHLEPE

DETRITUS

FUNGAL BLOOM

WORM TUNNEL

FUNGAL BLOOM

BEETLE GHOST

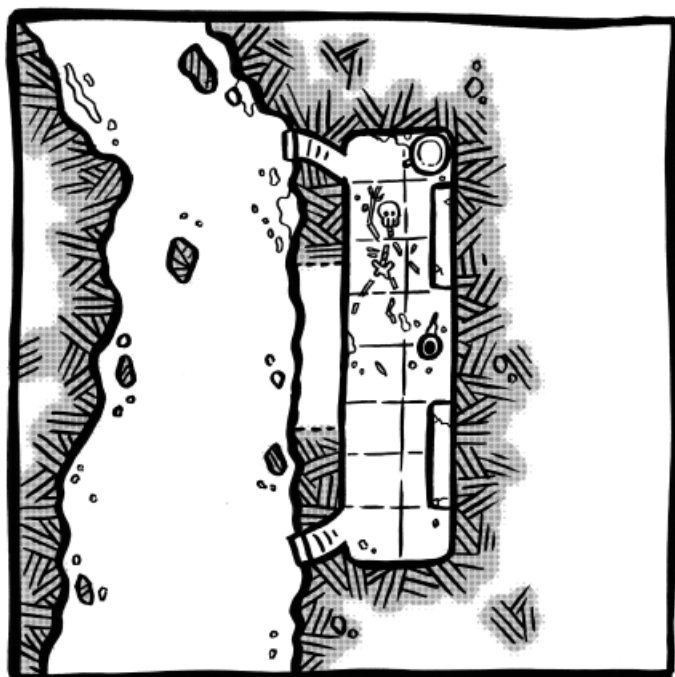
THE DM'S MAP

MAP KEY

Each of the features shown on the DM's Map is described below.

ANCIENT SHELTERS

A pair of 6' long, 4' diameter cylindrical shafts with camouflaged porthole covers (lock mechanism on the inside) lead to a shallow bunker (see diagram) with a single narrow viewing port. These shelters, installed by the Beetle civilization for the security of sentient travelers from Underworld beings of imposing size and ferocity, hold up to 16 human-sized creatures. Cisterns and emergency food stores are no longer refreshed.



BETLE GHOSTS

Incorporeal remnants of the Beetle civilization congregate in these areas, engaged in meaningless, incomprehensible activities and are generally uninterested in the goings-on around them. The ghosts consider attempts to communicate with them as unpleasant interruptions and will at first ignore such efforts then shush and make rude gestures at offenders. If attempts persist, the ghosts fade into total invisibility, cursing and swearing.

d10 MEANINGLESS, INCOMPREHENSIBLE ACTIVITIES OF BEETLE GHOSTS

- 1 Ghost couples sway back and forth in ritual slow dance accompanied by ethereal power ballads
- 2 Tour guide blathers on endlessly, indicating areas of interest indistinguishable from run-of-the-mill Underworld features; audience oohs and ahs
- 3 Funeral procession departs from area bearing countless tiny coffins, disappears into the distance
- 4 Ghost crowd sits around poking and staring at claw-held slate rectangles
- 5 Raucous ghost banquet in full effect; table, victuals invisible to onlookers
- 6 Beetle cowboys astride [phantasmal] saddle-sailed dimetrodons coax pack of naked cavemen down the passage
- 7 Beetle warriors struggle mightily against invisible giant monster, look embarrassed if interrupted, then disappear
- 8 Ghost crowd watches reenactment of execution using decapitation scissors, a clear precursor of modern Nul practices
- 9 Beetle politician gives some kind of rousing stump speech; met with light applause, seeming disinterest
- 10 Beetle ghosts remain silent and invisible until party draws near then suddenly appear claws raised, screeching out ferociously; they watch reactions for a moment then emit peals of terrible laughter like amphetamine Elmer Fudds sucking helium

BOTTOMLESS PITS

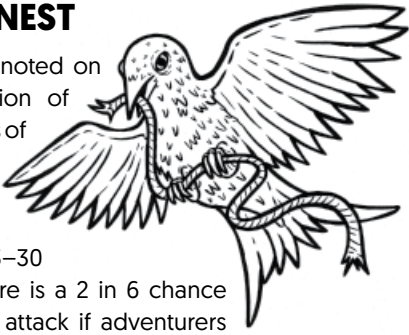
The two bottomless pits in this area are clearly marked by ancient Beetle signage, repainted every couple of hundred years by dutiful segmented giants. Underworld custom holds that to keep the capricious Chaos of the pit manageable, one should make a small monetary sacrifice into each pit in one's path. Any sensible sentient being of sub-godling status passing by will pause to toss in a few coins, a small portion of food, a splash of Underspirits, etc., while impecunious populations or inherently disrespectful beings use these pits to dispose of trash.

Anything or anyone that falls into the pit may be considered lost forever (or something weirder could happen; DM's choice).

OPERATION UNFATHOMABLE

CAVE SWALLOW NEST

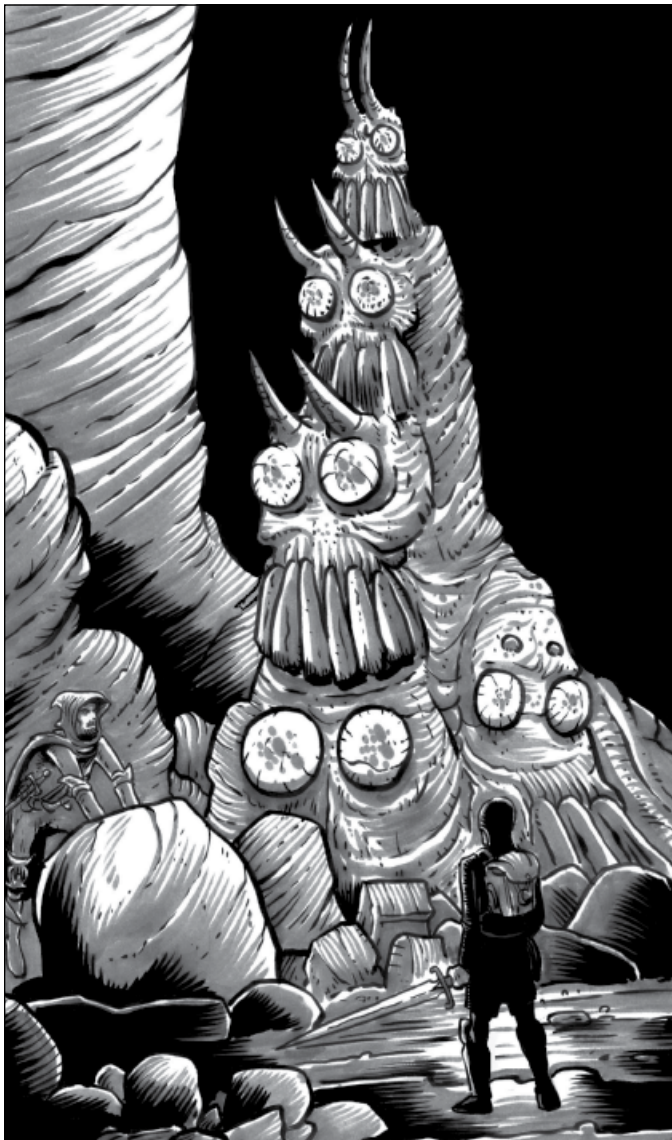
There are two such areas noted on the map, each a collection of spherical, glistening masses of stolen rope and giant bird saliva affixed to the cavern wall some 25' above the surface. A population of 3–30 swallows live in each. There is a 2 in 6 chance of rousing a rope-stealing attack if adventurers approach without stealth [see p. 39].



PCs can harvest at total 3d6x10 feet of saliva-saturated but still usable rope from these structures if they dedicate 1d4 turns to the task.

COLUMNS

These connect floor to ceiling, provide cover, and most are relatively easy to climb up to the tapering point (10–20' feet up in most cases).



FUNGAL BLOOMS

A source of color in an otherwise monochrome Underworld, these areas catch the eye with their prismatic, often self-luminous, panoply of growths. Purple, bamboo-like stalks extend toward the ceiling, convoluted masses throb and shudder, tendrils wave, and glowing puffs of scintillant spores gently erupt from thousands of rubbery spheres. Pausing for a turn to search through the bloom yields a variety of results.

d12 WE SEARCH THE FUNGAL BLOOM

- 1-7** Nothing but fungus (and now your hands smell funky)
- 8** 1d3 fungi of healing: apple-like red spheres restore 1d6+1 HP, require full turn of laborious chewing to ingest
- 9** 1d4 smoking fungi: blue puffballs release a constant cloud of thick white spores, obscures vision as smoke for 1d4 rounds if squeezed
- 10** Decomposing monster (unidentifiable) with ancient silver dagger (50 gp value) embedded in ribcage
- 11** Infestation of puffball grenades [see Puffball Fungi, Antipersonnel p. 95]: 1d4 mature puffballs, successful Dex –4 check required for safe harvest, failure indicates detonation
- 12** Temporarily inert Science Fungoid gardener: wakes if jostled, suddenly realizes it's behind on paperwork and must toddle off



GRAVEN IMAGES

The cult of Shaggath-Ka maintains these impressive pieces of statuary in several convenient locations. Each features a built-in catch basket for receiving monetary offerings, a practice considered wise and prudent by most sentient Underworld travelers—even those opposed to Shaggath-Ka in particular—when passing through a Chaos godling's sphere of influence. Any traveler encountered in proximity to a depository will take a moment to make a donation and likely look askance at those who do not.

The deposit slot is too narrow for a human to reach into. Any attempt to seize monies within (3d6x10 gp value in mixed Underworld coinage at any given time) requires at least a turn's worth of noisy wrenching and prying. Of course, the penalties for such a blasphemous act by the forces of Shaggath-Ka run the gamut from summary execution to a fortnight's extensive and ostentatious torture followed by extended, ritual, and quite public execution.

PILL BUG NESTING SITES

These areas, subject to periodic extermination by segmented giants, represent a network of 3' diameter tunnels and chambers inhabited by 2–12 adult giant pill bugs and thousands of eggs and pupae in various stages of development. Adult giant pill bugs viciously defend their nesting sites against all comers, but do not pursue fleeing adversaries.

Giant Pill Bugs: HD 1–1; AC 5 [14] (3 when in ball); Atk bite [1d4] or rolling slam [1d6]; Save 15; Move 12/18 (roll); CL/XP 1/15; Special: High-speed roll

STALAGMITES

Like columns, these are handy for cover and climbing.

UNDERWORLD DETRITUS

Segmented giants and local agencies maintain the main thoroughfares, piling up heaps of fallen stone, mineral accretions, and other garbage along the sides of corridors. In a pinch, Underworld travelers sometimes bury themselves in this loose debris to avoid unwanted encounters. If adventurers spend a turn searching, they stand a 2 in 6 chance of finding something.

d10 WE SEARCH THE HEAP OF DETRITUS

- 1 Giant-size engagement ring with polychrome gem (1,200 gp value), dropped recently by Uurx (see p. 38), who will promptly repossess it if given half a chance
- 2 Desiccated slugman wearing fancy business harness with silver embroidery (130 gp value in Black Ooze River Town), purse contains 55 gp, silver Whistle of Dim Control (see p. 95)
- 3 Tunnel leads to fledgling pill bug colony: 2d4 pill bugs rush to defend territory
- 4 Skeleton of dead hero: bronze armband of protection +1, +3 vs. Chaos godlings
- 5 1d6 micropuddings (see p. 87)
- 6 Fist-sized crumb of Hard Rations of the Gods: a single bite sates human types for a week; two bites: save or die; more bites: just die
- 7 Dead firebomb beetle: 1d6 fire bombs for harvest (see p. 83)
- 8 Chunks of petrified adventurer from premodern era, shattered
- 9 Depleted Chaosometer (see p. 93) under large stone: recharges to full capacity upon 60 minutes exposure to standard ambient Chaos
- 10 Keys to safety deposit box in SlugBank in Black Ooze River Town

Giant Pill Bugs: HD 1-1; AC 5 [14] [3 [16] when in ball]; Atk bite (1d4) or rolling slam (1d6); Save 15; Move 12/18 (roll); CL/XP 1/15; Special: High-speed roll

Micropuddings: HD 1; AC 5 [14]; Atk enzyme spray (1d4-1); Move 6; Save 10; CL/XP A/5; Special: Hateful yet mindless

WORM TUNNEL

As the carrier worms of Shagath-Ka travel around the Underworld, they leave these 12' diameter circular shafts behind. Worm tunnels are distinct from standard Underworld passageways because of their lightless condition and recently chewed appearance.





ENCOUNTER AREAS

That a very powerful party of adventurers recently passed through this region of the Underworld is evident from the remains of several terrors fallen before their swords and spells. Following this trail is vital, representing the only real chance that fledgling adventurers have to achieve their aims and return alive. Players who choose to move off of this relatively obvious path or proceed down passages leading off the map will hopefully realize their mistake before it is too late.

Major thoroughfares have ceilings between 20' and 40' in height; larger caverns vary between 20' and 60'; small passageways, 10' and 20'.

1 | FRONT LANDING

The pale blue-green luminescence seen from above is revealed here to emanate from the walls, floors, and ceiling, as it does everywhere in the Underworld, creating an atmosphere of dreamlike strangeness. [As a reminder, this dim illumination allows for clear vision for up to 60' before details are obscured by the Underworld's musty, miasmal atmosphere.] Careful investigation of the floor will reveal scuff marks, disturbed dust, and debris from recent passage.

A successful search for secret doors reveals a concealed crawl space containing an open, empty chest of great antiquity. The space is ideal for treasure storage and up to 12 humans can jam themselves within to hide at need.

2 | MIND-BAT TERRITORY

This cave's floor is covered with heaps of discarded carapaces from several dozen giant pill bugs. Adventurers carelessly entering the chamber will find themselves noisily crunching these husks under their feet.

Two mind-bats, for whom pill bug is the chief form of nourishment, detect the activity of the adventurers' nervous systems immediately upon entry and swoop down to attack in defense of their territory.

Mind-Bats (2): HD 2 [14, 9 hp]; AC 6 [13]; Atk 2 claws [1d6/1d6]; Save 17; Move 14; CL/XP 4/40; Special: Flight, stun power [save at +2 or unable to act for 1d4–1 rounds]

Investigating the chamber reveals bodies among the bug carrion on the cavern floor. The shriveled body of one of the keep's men-at-arms, obviously sucked dry by the mind-bats, lies near the entrance. He carries a diadem charm on a golden chain (75 gp value), given to him by his betrothed as a good-luck charm.

A bit further into the room lie the bodies of 2 more mind-bats, their forms distorted by strangely shriveled bruised areas where the flesh seems dry and crumbly like loose-packed soil. The prince struck down both of these creatures with the Nul Rod.

3 | DEAD MONSTERS

Each of the following creatures succumbed to attacks from Eyraen's party. Wounds that could only be caused by the Nul Rod (as noted in **Encounter Area 2**) are readily noticeable on the giant skeleton and the Tyrannoclops body.

a. Giant skeleton:

This early victim of the Prince's expedition is currently being stripped of flesh by a swarm of dragonfly-winged prawns, one of the agents of decomposition in the Underworld. These carrion feeders have no interest in living creatures and take to wing if approached, dodging deftly around investigating adventurers before returning to feed on a nearby spot. If attacked, the swarm rises high into the air, waiting for threats to move on. They will not abandon the giant's body until it is completely consumed. The body is that of a frost giant hermit, driven mad by isolation in the Underworld. His broken axe lies several feet away. The giant's threadbare sack, recently rooted through and discarded by Eyraen's crew, is empty, but approximately 200 gp worth of mixed coinage lies scattered around its immediate area [requires a turn to collect].

b. Black pudding bits:

This area is defaced by multiple scorch marks on the walls and floor and a large [20' diameter], roughly circular stain that used to be a huge black pudding. The unique stench of incinerated pudding hangs heavy in the air, like burnt rubber and strong, runny cheese. Small sticky blotches of black goo still retain the acidic properties of the late monster, as investigating characters may learn by touching [1d4 damage] or probing with objects [wood begins to dissolve immediately, metal smokes on contact and must be scraped clean before damaged irrevocably]. Investigating the scorch marks will in no way reveal their origin: gamma blasts delivered by **Dr. Ephraim Thontorius** [see p. 22], sometime recently.

ENCOUNTER AREAS

c. The Tyrannoclops:

Here lies the broken body of the Tyrannoclops, a unique horror of the Underworld. This strange being once stood 15' tall, an albino bipedal sauropod so named for its head, which is taken up entirely by a single colossal red eye, still dimly luminous in death. Nul Rod wounds are obvious and multiple. Careful observation yields a disturbing revelation: fist-sized shapes move subtly beneath the creature's lumpy flesh. If the flesh is in some way damaged or perforated, dozens of 6-inch-long Tyrannoclops larvae will

begin to slither forth, their crimson eye beams crackling into life, illuminating their paths as they stumble away for cover among rocks and grottoes. This event, almost unbelievably smelly, attracts 2d4 giant pill bugs, arriving in 1d4-1 turns. The pill bugs will ignore nonhostile adventurers and set about snapping up the larvae.

d. Defeated soldiers:

Here fell the local captain's expedition, just hours ago. Some 24 corpses (armed and armored as hirelings) litter this area, their



OPERATION UNFATHOMABLE

bodies almost entirely intact but for mournful facial contortions, streamed with dried tears of blood. Four giant pill bugs, in the midst of feasting on the bodies, defensively attack anything entering the area but will not pursue foes in retreat. The Captain's half-naked body lies here, stripped of his magic hauberk and battle axe by opportunistic travelers.

Giant Pill Bugs (4): HD 1-1 [6, 4, 3, 3 hp]; AC 5 [14] [3 [16] when in ball]; Atk bite [1d4] or rolling slam [1d6]; Save 15; Move 12/18 [roll]; CL/XP 1/15; Special: High-speed roll

4 | THE GOOGOLPEDE

This passage is being crossed from north to south by the seemingly unending body of an incalculably long googolpede, entering and exiting through small round side passages just large enough to accommodate the creature's body and legs.

The googolpede's body surges at break-neck speed, about 3' feet in height. Athletic characters could vault over the creature's constantly moving form with only moderate difficulty. Characters of short stature will require assistance. Landing atop the racing body will send the character sprawling on the other side or slamming into the opposite wall.

Adventurers interested in waiting around for the tail end to come into view should check their water supply and rations, for their vigil, if seen through to completion, may take weeks. Attacking (a fruitless endeavor) or otherwise molesting the arthropod's segments or legs invites danger: the googolpede will reflexively attempt to throw a coil of its body around its assailant, dragging those unable to escape in time along with it. If the googolpede makes a successful attack roll (as a 20 HD creature) on an adventurer, the character must make a strength check at -3 to escape. Failing this, unless somehow rescued, in one round the adventurer will disappear into the exit hole, never to be seen again.

5 | DOORWAY TO THE FUTURE

On the south wall adventurers will notice the illuminated outline of an arched doorway, the stone beneath the arch hazy and subtly moving in rhythmic waves. Attempting to touch this section of the wall causes a rippling effect, like disturbing a vertical pool of water. Objects or body parts will move freely through the stone wall, which causes in living flesh a momentary chill that has no ill effects. Objects thrown through the doorway disappear into the space beyond.

The door opens into a broom closet in the office Professor Zabon Gormontine shared with the rest of the Department of Cosmology at the Omni-Cosmic University more than 3,000 years in the future. This area and the adjoining office space has been taped off as a restricted time-door zone.

Should an adventurer pass through, he will find himself in a crowded room, assailed by bright flashes of light from gathered space-paparazzi and the stunned faces of a gaggle of research scientists, generals, and government officials, some human but most aliens of every conceivable stripe.

If the group attempts to further explore the university's planet-sized space station, they find the way barred by an elite university security force under orders to repel any such incursion from the past. As her troopers charge into firing positions, the security captain issues emphatic commands, translated and amplified by advanced comm. equipment built into her riot helmet.

"Halt, intruders! Return to the past at once! You are not permitted to enter the present. I repeat, return to the past!"

Rent-a-Cops from the Future (10), Fighter Lvl 1 (7 hp each); AC 0 [19] (powered riot armor); Atk stun ray (renders target unconscious on successful hit, no save), hand agonizer (paralyzes with pain for 1d6 turns, save allowed); Save 14; Move 9; CL/XP 2/30; Special: shoot to stun

The future cops make every effort to neutralize the party and will chuck unconscious PCs back through the time-door. If adventurers somehow overcome this group, an additional 20 future cops arrive in 2 minutes. In that time PCs might scamper madly around the Cosmology Department offices but find only terrified aliens doing spit-takes with their morning coffee and rooms full of valueless, incomprehensible future trinkets before they are overwhelmed and ejected from the future.

DMs who wish to allow further exploration of the university have my admiration, but all their work still ahead of them.

Treasure: Buried in a pile of stones along the wall opposite the door, the dust of an ancient hero still occupies a suit of opalescent scale mail, fashioned of some unearthly material [ancient magic scale, AC: 1 [18], +1 to saving throws against damage, wt: 10].

6 | BEETLETOWN WELCOME CENTER AND DWELLINGS

A 20' wide stone catwalk winds away from the entry chamber, roughly elliptical, surrounded by yawning gulfs above and below (100' to ceiling, 200' to floor).

The towering animatronic Beetle statue here, despite several attempts at repair by segmented giants over the years, no longer issues the friendly, informative greeting it was designed to deliver. Instead, whenever any creature approaches within 60', the statue gestures spasmodically, waves its limbs about in a frightful, out-of-control manner, and emits a series of nonsense syllables, bellows, hisses, and screeches at giant-monster volume. A series of hollows on the statue's baroque exterior indicate that all of the precious metal filigree and inlays have long ago been extracted by looters.

ENCOUNTER AREAS



Moving 60' away from the statue causes it to cease its gesticulations and return to silent dignity.

Residential District

Once a hub of Beetle domesticity, this area housed the scientists and technicians that once worked at the nearby Science Center (**Encounter Area 8**, p. 54) and comprises 18 apartments and the public spaces between.

Great baroque fountains (now dry) and typical self-venerating statuary depicting various historic triumphs of Beetle civilization clog the public areas, many of which have been subsequently smashed and desecrated. No wealth can be harvested from these areas.

The apartments are of two basic types: modest and posh. There remain 6 apartments (2 posh and 4 modest) that are still sealed by locked doors. The rest have been looted, occupied, and abandoned by various types of squatters over the years.

All apartments contain the same basic furnishings (concave stone beds, curved work tables, shelving units, clear plastic tubing running from room to room connecting housing units for Beetle's best friend: large hamsterlike rodents) able to survive millennia. Most everything else within has long since turned to dust. Searching apartments can be a time-consuming and risky affair, but each has a 2 in 6 chance of producing an interesting result. Roll an additional d6 for previously despoiled apartments, with a result of 1 indicating an unexpected squatter.

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d10 WE SEARCHED THE BEETLE APARTMENT AND FOUND SOMETHING BESIDES GIANT HAMSTER SKELETONS

- 1 Extremely rare mint condition Beetle Action Senators and Forum Playset (2,000 gp value)
- 2 Bronze Beetle-shaped cigarette lighter (no fuel, 250 gp)
- 3 Silver carapace cracker for fancy dining occasions (50 gp)
- 4 Jade figurine of hamster with amethyst eyes (100 gp)
- 5 Copper fittings for giant hamster habitrail (50 gp)
- 6 Platinum ritual bug juicer and set of 6 crystal tumblers (175 gp)
- 7 Various carapace-piercing ornaments, including one diamond stud (200 gp total)
- 8 Ornate kaleidoscope, designed for insectine eyes, mildly mind-bending to humans (120 gp)
- 9 12 fine chitin mail dining bibs (40 gp)
- 10 Painting with gilded frame, reminiscent of Munch's *The Scream* except with terror-stricken beetle faces swirling toward some kind of cosmic vortex of inevitable doom and misery (2,500 gp)



d6 UNEXPECTED SQUATTERS

- 1 **Mr. Ghacula**, grey humanoid hermit: brilliant if semideranged; looks like filth-encrusted, emaciated Albert Einstein; working on sweeping multigenerational novel set during the First Gray/White Humanoid War of 200 years past; willing to join party if they have anything tasty or alcoholic; hates Chaos godlings and has a lecture prepared that ties together godling mythos into single unified conspiracy theory.

Mr. Ghacula, Fighter Lvl 2: HP 10; AC 4 [15] [aggregate armor bits stripped from the dead]; Atk scimitar [1d8]; Save 13; Move 9; CL/XP 2/30; Special: Long-winded conspiracy theorist

- 2 **Yulith**, excommunicated priestess of Shaggath-Ka in hiding, stripped of station for heresy: anticipates assassination, ambulates upon four short caterpillar legs under tattered skirt, willing to join party for protection.

Yulith, Magic-User Lvl 3: HP 6; AC 9 [10]; Atk dagger [1d4]; Save 13; Move 9; CL/XP 4/120; Special: Spells [1: *charm person*, *detect magic*; 2: *membranous inconvenience*]

- 3 Hungry **giant pill bugs** (2d6, p. 87), numerical superiority will determine whether they attack or flee

Giant Pill Bugs: HD 1-1; AC 5 [14] [3 when in ball]; Atk bite [1d4] or rolling slam [1d6]; Save 15; Move 12/18 [roll]; CL/XP 1/15; Special: High-speed roll

- 4 **Swarm of ghost giant hamsters:** charming, harmless, scamper about incorporeally

- 5 **Dr. Ukrumus Flaughf**, College of Godling Studies, Fungoid Institute of Science: Science Fungoid suicidally depressed after dissertation rejected at university, like Wilford Brimley in *The Thing*; contemplates blowing brains out with death-ray revolver but will brandish and tearfully threaten any who approach

Dr. Ukrumus Flaughf, Science Fungoid: HD 3 (9 hp); AC 6 [15]; Atk short sword [1d6], death-ray revolver [save or die/2d10+2, p. 93]; Save 5; Move 9; CL/XP 4/120; Special: slow regeneration [1 HP/turn], magic resistance 30%

- 6 **Mind-bats** (1d4, p. 87)

Mind-Bats: HD 2 (14, 9 hp); AC 6 [13]; Atk 2 claws [1d6/1d6]; Save 17; Move 14; CL/XP 4/40; Special: Flight, stun power [save at +2 or unable to act for 1d4-1 rounds]

7 | EGG CHAMBER

This floor of this vast chamber is filled with hundreds of elongated spheres composed of an unknown mineral, their surfaces craggy with the accretions of Underworld centuries. Great metal tracks crisscross the ceiling where a huge cranelike mechanism once moved to an fro depositing and repositioning the spheres, before it fell from its moorings and smashed into the floor below. In the center of the ceiling a great steel ovipositor hangs impotently, no longer able to extend downward or contract into the sealed chamber above. Whatever was up there is long gone. The egglike spheres contain fossilized Beetle embryos in various stages of development.

The crashed crane is completely useless, ravaged by time as well as its ancient plummet, but the wreck's variously scattered parts would be worth thousands of gold pieces for the raw materials alone if there was some way to transport them. PCs can abscond with 100 feet of sturdy beetle-steel cable (1" gage, 200 gp value) and a bunch of potentially useful gears, pulleys, etc. (worth 500 gp all told) if they choose to invest a few turns to this salvage operation.

8 | BEETLE SCIENCE CENTER

Once a center of learning (and wicked dabbling), this cavern houses a number of now-crumbled facilities. Only two structures remain intact.

A. Dimensional Viewer

Beyond its riven steel door, the interior of this dome-shaped structure is dominated by a 6' diameter translucent sphere set upon a black base of unidentifiable metal. Cascading prismatic gasses simmer within and 6 giant-sized eyeballs float gently in the center, tethered by shimmering "optic nerves" to the base in the globe's interior. A control panel extends from the base with numerous illuminated buttons, a silver joystick, and a set of opaque goggles (designed to accommodate Beetle heads) connected to the panel by flexible tubing. Proper use of this device allows the user to magically transport one of the demi-material eyes to a foreign dimension where it transmits its observations of events and conditions through the goggles.



d8 VIEWABLE DIMENSIONS

- 1 Earth during the Cambrian explosion: exploited by Beetle scientists for primordial soup recipes
- 2 A two-dimensional universe (as Flatland) wherein the Beetles discovered subtle geometries
- 3 A mind-bending transdimension incomprehensible to the (normal) human mind and therefore utterly indescribable. Anyone viewing this plane must contend with crippling sensory overload resulting in a babbling stupor for 1d4 turns of utter uselessness (a saving throw reduces these effects to 1d4 minutes).
- 4 Limbo from Dante's Inferno complete with Plato, Socrates, and the whole gang, whose shades appear to be engaging in nonstop dialogue; trouble is, no audio
- 5 Fever-dreaming Marlinko: city in the Hill Cantons (see the city supplement of the same name, from Hydra Cooperative)
- 6 The gas giant homeworld of intelligent plasmoid beings currently conducting a genocidal war against a species of gigantic, ram-jet-propelled crustaceans
- 7 A shimmering, seemingly angelic world of absolute evil, despite streets being paved with gold, spirits of the meek, etc.
- 8 DM's most embarrassing homebrew campaign world harvested from an old notebook

B. Menagerie

This one-story structure's steel doors remain intact, locked, and rusted shut, but a single large window in the north wall has been breached from within. The building contains a variety of cages, habitariums, and tanks that once housed the collection of the Beetle Interdimensional Biology Society. Of the original twenty-five displays, four remain undamaged and occupied.

Tank 1: Filled with scintillating vapors, this spherical tank also houses a sentient gas being native to the surface of a dying star in the distant future. A permanent magical effect allows for communication, and the creature is more than happy to chat with visitors. This being holds a great deal of knowledge regarding the far future of this universe and is grateful to have been snatched away from the ultimate dissolution of entropic breakdown but, sadly, cannot live outside of the artificial environment of the sphere. Magical mechanisms maintain life support in the sphere and will not function if it is removed from its base.

Tank 2: This large cylindrical tank contains a colony of termitelike insects from another dimension. These creatures have created a bizarre miniature city of twisting, towering nests and maintained it in perfect harmony for countless years. Designed according to incomprehensibly alien principles, featuring non-Euclidian geometries and Escher-like seeming impossibilities, extended viewing causes the eyes to swim and can induce headaches as the human mind fails to cope with this extradimensional stimuli.

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Tank 3: A 1' diameter globe on a 4' tall steel pedestal holds a mass of voracious gem-eating bacteria. Once every ten years a mechanism in the pedestal delivers a 25 gp gemstone into the globe, which the bacteria promptly devour. A total of 23 of these stones remain in a giant hopper above the pedestal, but penetrating the housing releases an invisible puff of odorless gas from the globe, requiring all within 5' to make a saving throw or receive 3–18 points of damage to their lungs.

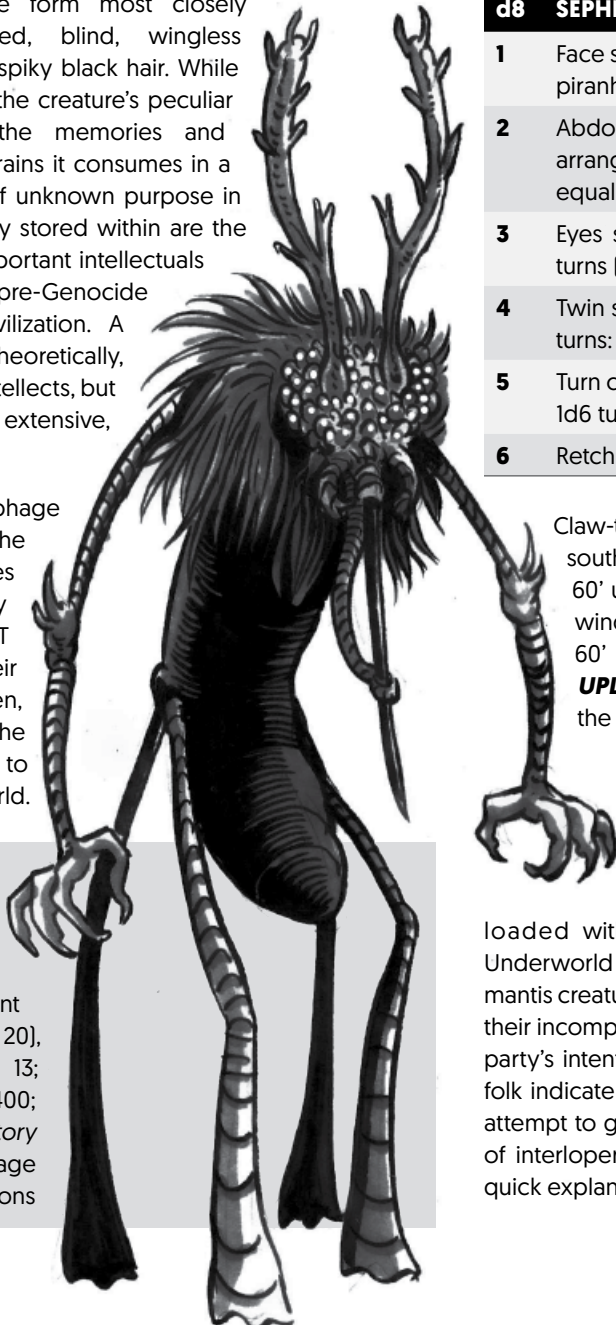
Tank 4: Adventurers approaching this 4' diameter transparent cylinder see an illusory image of an extinct beetle scientist projected by the strange creature within. To all appearances the beetle sags into the cylinder wall in a despondent state, head hanging in resignation. Upon noticing the adventurers, it rises and attempts to wave them over with one set of arms, desperately pantomiming instructions to unlock the tank at its base with the other.

The creature hiding itself with this illusion is actually a psychephage, a semi-immortal brain-eating Underworld predator whose true form most closely resembles a bloated, blind, wingless mosquito covered in spiky black hair. While only semi-intelligent, the creature's peculiar metabolism stores the memories and personalities of the brains it consumes in a multi-layered organ of unknown purpose in its abdomen. Currently stored within are the minds of a several important intellectuals from around the pre-Genocide epoch of Beetle Civilization. A magic-user could, theoretically, access these stored intellects, but only over a period of extensive, costly research.

If freed, the psychephage (see p. 88), bereft of the usual senses, focuses attacks on the party member of highest INT first, consuming their brain with relish. Then, temporarily sated, the creature will attempt to flee into the Underworld.

Psychephage:

HD 4 [20 hp]; AC 9 [10]; Atk proboscis [aims for brain, instant death on natural 20], claws [1d4]; Save 13; Move 9; CL/XP 6/400; Special: *hallucinatory terrain*, half damage from normal weapons



9 | SEPHILAX'S CRADLE/ SHAFT TO THE ODIUS UPLANDS

This huge cavern is littered with an uncanny variety of discarded and hardened carapaces, ranging in size from the insectile to the cyclopean. The semitransparent shapes trace the bewildering development of the infant Chaos godling Sephilax (see **ODIOUS UPLANDS**) and its long, complex history. Some of the molted skins vaguely resemble human form, and others give the impression of hideous birds, oversize insects, and a cephalopod or two.

Magic-user and cleric PCs must make an INT or WIS check, respectively. Success indicates the PC can taste, smell, feel, or otherwise detect an anomalous amount of Chaos lingering in this area, despite the influx of fresh surface air from a tunnel high on the south wall. If the PCs fail to take a red anti-Chaos pill at once, they must make a saving throw (including the bonus provided by any blue anti-Chaos pills previously taken) or roll on the table below.

d8 SEPHILAX'S REVENGE

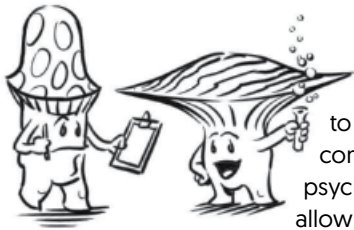
- 1 Face swells and twists into visage of a vicious infant with piranha teeth leaking black drool for 1 day
- 2 Abdomen extends into segmented worm-like arrangement: armor useless, lasts 1d6 turns before equally painful reversal
- 3 Eyes shrink down to vestigial spots: half-blind for 1d6 turns (-2 to attacks etc.)
- 4 Twin sets of stubby caterpillar legs replace arms for 1d6 turns: cannot wield weapons
- 5 Turn chalk white, shrivel slightly: weakened, -1d6 STR for 1d6 turns
- 6 Retching, debilitating full body cramps lasting a full turn

Claw-torn hand and footholds, barely noticeable on the south wall, provide relatively easy access to the tunnel 60' up this wall. This worm-chewed passage gradually winds its way to the surface after intersecting with a 60' wide, near-vertical **bottomless pit** (see **ODIOUS UPLANDS**), requiring heavy mountaineering to reach the plain 120' above.

10 | SCIENCE FUNGOID EXPERIMENTAL FARM

Here a pair of jolly toadstool-shaped science fungoids (see p. 88), one carrying a clipboard loaded with papers and an enchanted stylus, hash over the Underworld news of the day with a large demonic-looking mantis creature. When they notice the adventurers they pause in their incomprehensible utterances long enough to ascertain the party's intent. If the party makes no hostile moves, the fungus folk indicate excitement and wave their wee arms about in an attempt to get the PCs attention. The devil-mantis, less trusting of interlopers and nervous in general, teleports away after a quick explanation to its friends.

ENCOUNTER AREAS



Adventurers wishing to talk to the fungus folk must first consent to be exposed to a puff of psychoactive spores that magically allow communication, a process the fungus men will attempt to convey via hand gestures.

The fungoids explain their work in the Human Studies division of Fungoid Science Command (headquartered in a magnificent facility down the Black Ooze River) and their current work studying the effects of spore exposure on humans. They will do all they can to cajole the party into taking part in experimental exposure and will offer, in exchange, to let the party conduct their own experiments with a box of **6 antipersonnel puffball fungi** [see **Equipment and Treasures**, p. 93], so long as the party leader signs a nondisclosure agreement and documents promising to return with a full report of the results. The fungoids claim to have no knowledge of the puffballs' effects but repeatedly assure the party that the weapons are "extremely dangerous" and recommend their use only on distant enemies.

If the adventurers wish to experiment with other spore effects, they must first sign a waiver and a nondisclosure agreement. If asked what to expect from spore exposure, the science fungoids obfuscate and avoid specifics but aver, "Sometimes good results, sometimes great," and explain that in their experience, no two results are the same. The fungus folk excitedly monitor events, issue peals of delighted high-pitched laughter, make careful study of the various outcomes, and record data on its clipboard.

Note: Under no circumstances will Oothu or any of his cohort participate in science fungoid experiments, and they will mutiny if pressed on the issue.

If things go well the party may also learn the following information:

- The Prince passed through this area several days ago with a party of heavily equipped men and at least one powerful sorcerer. Several of the party members sampled the spore effects (detailed below). They had excellent luck.
- The science fungoids can advise the characters on relatively safe routes through their garden. If the adventurers can avoid stimulating the fungi (causing them to release clouds of spores), and no other creatures disturb the growths, it should be safe to pass, using the patches of green lichens as a path.
- They have seen several [1d6] strange interlopers passing through, determined by rolling 1d8 on the **Competing Parties and Underworld Travelers** table (see p. 19) for each, or handpicking as desired. The fungoids can give basic descriptions and possibly more as they love to chit-chat with the passersby.

Science Fungoids: HD 3 [19, 16 hp]; AC 6 [13]; Atk short sword [1d6], death-ray revolver [save or die/2d10+2, p. 93]; Save 5; Move 9; CL/XP 4/120; Special: Slow regeneration (1 HP/turn), magic resistance 30%

Kilifrix the Devil-Mantis: HD 8 [39 hp]; AC 2 [17]; Atk 2 claws [1d6/1d6], bite [1d4]; Save 6; Move 12; CL/XP 10/1,400; Special: *Teleport* as spell, strobe effect from eyes as *sleep* spell 3/day

The fungal garden is a truly astonishing assault on the senses, thick with an amazing array of molds, lichens, and fungi of every size and description and arranged according to the alien aesthetics and experimental purposes of the science fungoids.

Any creature moving through this cavern may trigger a spore eruption (2 in 6 chance). If the party rushes through the area for some reason or a monster has blundered into the garden area, chances increase to 4 in 6.

Adventurers tempted to try out spore effects must jostle a fungal growth, causing a small cloud of spores to fill the air in 10' cube. Have the player roll a d6, adding any bonus for constitution. Results of 1–3 roll again on the **Spore Effects, Boon** table, 4–6 on the **Spore Effects, Bane** table. Each growth will only produce a single puff of spores, and no two fungi will have the same effects, so repeat results should be rerolled.

d8 SPORE EFFECTS, BOON

- 1 Burst (permanently) into blue flames:** burns off clothes; allows subject to intensify flames at will: all in 10' radius take 2d6 fire damage [save for half]
- 2 Grow beetle wings/carapace:** on back, *fly* [as spell] at will, grants AC 5 [14] but can no longer wear armor
- 3 Develop fungal third eye:** *charm* [as spell], once per day
- 4 Eyes turn red:** heat vision, once per day [1d6 damage, start fires, heat objects]
- 5 Eyes turn white:** cold vision, once per day [1d6 damage, freeze waters, cool objects]
- 6 Eyes turn golden:** *detect magic, evil* as per spells, at will
- 7 Random attribute increases:** by 1d6
- 8 Grow thick fur (random color):** +1 to AC



d8 SPORE EFFECTS, BANE

- 1 **Surface infestation:** Grey lumps break out all over the body of the exposed characters, who becomes extremely unpleasant to view [-1d6 to CHA], but no other effects.
- 2 **The speed of mildew:** The character suffers a loss of 1d6 DEX and a personality shift toward intense lassitude
- 3 **Fungal vision:** After a brief period of blindness (1 turn) the character's vision is restored but altered. The world is now perceived entirely in shades of green, and an alien sense of aesthetics renders the formerly hideous beautiful, and vice versa
- 4 **Mushroom-mind:** Viruslike fungal tissues rapidly replicate and replace the nervous system of the affected character, who must reroll INT. Regardless of this result, which may affect class-related abilities, the character suffers a complete personality overhaul: speech takes on a flat, atonal quality; decision making is agonizingly slowed by confusion; and whatever other role-playing effects seem entertaining to the player, who should make the most of this opportunity to amuse
- 5 **The slow change:** Over the course of 2d4+1 turns, the adventurer undergoes a slow metamorphosis in the following order: skin turns grey and begins to stiffen; head begins to broaden into a mushroom-cap shape; intelligence drops by 1d4 points per turn; tendrils burst through footwear, rooting the adventurer to the floor; and legs fuse into a single stalk. Adventuring career: over
- 6 **Funganthropy:** Undergoing an immediate metamorphosis, the victim becomes a were-fungus with a ravenous hunger for human flesh. All stats remain the same save hit points, which are doubled by the damage-resistant nature of the fungal form. The character must make a saving throw each turn to resist homicidal urges. Once this roll is failed, the character attacks the rest of the party, their actions becoming the province of the DM
- 7 **Explosive growth from within:** The victim perishes while fungal stalks burst forth from mouth, ears, eyes, etc.
- 8 **Spontaneous puffball:** Before the rest of the party's horrified eyes (and over the course of 30 seconds), the victim rapidly swells to gross immensity, skin growing lumpy and purple, until exploding forcefully in a thick cloud of spores. Any character within 10 feet of the explosion must save or suffer the same fate



11 | RESIDENCE OF THE COLOSSAL SORCERER

Zaracanth (a sorcerer of legendary power now practically a deity in the Black Ooze River Valley) got into the cloning thing early in his Underworld residency, learned what he considered to be everything of value from prolonged research, and abandoned further study years ago. Unwilling to bring himself to destroy the results, he opted to permanently imprison the more-viable subjects of his experiments. Inevitably, many escaped. Here the Colossal Sorcerer, a towering, semi-idiotic clone of Zaracanth, occupies the subchambers of this mammoth cave as his permanent shelter.

The Colossal Sorcerer looks as one might expect of a giant-size clone of a supragenius Underworld wizard gone feral: robes stretched, soiled, torn, and stitched back together crudely; grey wiry beard and eyebrows in dire need of grooming; eyes bulging with crazed energy; and a magic carpet rolled up into the semblance of a conical wizard's hat.

Colossal Sorcerer: HD 6 [36 hp]; AC 7 [12]; Atk fist [1d6+3], giant spear [1d10+3], grenade [2d6 fire damage, save for half]; Save 11; Move 18; CL/XP 9/1,100; Special: magic carpet hat [can be unfurled and used as hoverboard by the Colossal Sorcerer at will]; spell: *sleep*

d6 COLOSSAL SORCERER ACTIVITY

- 1 Hypervigilant pacing, fondling of weapons in **11a**
- 2 Just screwed up another easy formula in **11b**: full tantrum with subverbal screams, throwing about of items
- 3 Getting things off his chest in **11c** in one-sided conversation with cloning cell, an excellent listener
- 4 Seriously considering cannibalizing corpse of colossal pal in **11d**: clutching pages from an anthropophagic cookbook of ghoulish provenance
- 5 Sleeping fitfully, muttering to self, wracked with nightmares in **11b**
- 6 Consultation with blue dwarf engineer re: plans for stone defensive wall in **11a**. Urodo, blue dwarf engineer, a true professional, will not leave until she has her down payment [250 gp]. She carries a stylus, ink, a drawing book filled with architectural sketches, and 50 gp in a belt purse.

Urodo, Blue Dwarf: HD 1 [4 hp]; AC 4 [15]; Atk short sword [1d6]; Save 6; Move 6; CL/XP 2/30; Special: Immunity to chaos, magic resistance 25%



11a. Fortified Defense Zone

Skulls and bones of unidentifiable large monsters decorate the cured fungal-stalk palisade that seals the opening to this area, placed to serve as a warning to any who would disturb the Colossal Sorcerer's peace. Just inside, heaps of Undervegetation [harvested from **Encounter Area 14**, see p. 61], piles of moldering fungi, and carefully sorted collections of skulls, skins, bones, and feathers obscure the floor. Up against the palisade lean two bundles, each of 24 huge stone-tipped spears. There are 12 hollow ceramic spheres, each with a single hole stoppered with hardened pitch, piled into arrangements like cannonballs; these contain a custom accelerant and will explode into flame upon contact with air, causing 2d6 damage to any within a 20' radius [save for half].

11b. Sanctum

Evidence of incorrectly remembered magic circles and fatally flawed pentagrams mar the few open spaces on the cave floor with charcoal markings and debris. On the north wall another scrawled magical formula betrays the half-coherent condition of the Colossal Sorcerer. The sleeping area is little more than a heap of furs of dubious provenance and ghastly aroma, alive with fleas.

The Colossal Sorcerer keeps his treasure in a chest beneath the urine-soaked tangle of Uurx hair he uses for a pillow. The chest is "locked" by a lashed binding of sticky rope liberated from a cave swallow nest and requires a full turn of hacking and slashing to remove. Inside: 12 bags of black bat-leather, one containing 14 prism shaped emeralds worth 250 gp each, 10 hold 100 gp each of mixed prominence, and 2 hold 100 polished purple stones [the currency of Slugtown in the Black Ooze River Valley].

A deep pit used for a privy proves not deep enough for any who approach. A small collection of books stolen from the Colossal Sorcerer's creator lie in a nearby pile, bindings destroyed and pages scattered by colossal fingers made clumsy by intellectual frustration. The pages have been in this moist, disgusting chamber too long and are unreadable.

11c. Cloning chamber

The Colossal Sorcerer misremembers most things about his days in captivity, with the single exception of his own spawning ground, Zaracanth's cloning laboratory. As if born to it, the clone recalls perfectly every formula, concept, theorem, and component ever employed there and has constructed a nearly identical set-up in this cavern.

Upon entering, adventurers find this semicircular area divided by a 5' deep pool sloshing with a slurry of water and an eldritch cocktail that is delivered via an automatic drip device suspended from the ceiling. A tangle of flexible tubing of various widths runs from the pool to a fixture in the wall, constantly circulating the fluid. The pool is the home to a living cloning device, a colossal single celled creature some 6' feet in diameter and weighing more than 1,000 lbs.

Cloning Cell: HD 7 [32 hp]; AC 9 [10]; Atk none; Save 12; Move 0; CL/XP 7/600; Special: Produces clones

Given to quivering pathetically and emitting disturbing high-pitched ululations from organelles of unknown function, the cell is basically immobile and can in no way harass the adventurers. Should they seek to destroy it for whatever reason, they risk the strange side effects of any exposure to the cell's fluid bath. If an exposed character fails a saving throw, roll 1d6 and consult the following chart:

d6 CLONING FLUID EXPOSURE

- 1 Intense lassitude:** For 1d6 turns those affected yawn uncontrollably, becoming disinterested in adventure and extremely drowsy. The character really wants to take a nap and will make this desire clear to compatriots. All rolls during this period receive a -2 penalty.
- 2 Intoxication:** For a period lasting 1d6 turns the character enters a state of giddy euphoria characterized by poor judgment, inappropriate laughter, suddenly blossoming affections, and whatever else the player wishes to improvise for the entertainment (or irritation) of the other players. Rolls during this period receive a -3 penalty.
- 3 Personality intrusion:** Because of the psychotropic properties of the fluid's complex (and magical) chemistry, the adventurer undergoes a harrowing psychedelic experience lasting 1d4 hours, during which all attacks, saves, and attribute checks receive a -4 penalty and from which the character emerges forever changed. The player must reinvent the character's personality from the ground up, consigning all prior experience to hazy memory.
- 4 Wild cellular growth:** 3d4 strange protuberances begin to sprout from the body parts exposed to the eldritch slurry. Depending on the locations of these unpleasant growths, this effect could make armor impossible to wear, reduce DEX by 1-2 points, or reduce CHA by 1-3 points, requiring a magical cure to reverse.
- 5 Anaphylactic shock:** Spontaneous swelling of soft tissues results in death by suffocation unless a saving throw succeeds, in which case the character is merely stricken with uncontrollable itching and sneezing, blinded by tears and swollen eyelids, and immobilized for 1d4 days unless appropriate healing magic is applied.
- 6 A strange meiosis:** The character slowly divides into two identical beings over the course of 2d4 hours unless some magical intervention can be effected. This twin, an NPC, will be of the utmost evil, consumed with contempt for all that lives, starting with its twin and progressing from there.



The cloning cell replicates genetic specimens introduced into its nucleus. After a period of intense intracellular labor lasting several weeks, in most cases the cell extrudes a fully formed duplicate of the genetic donor. The other 49% of the time, the results are unpredictable, strange, and terrible.

Shelves and work tables lining the wall are cluttered with various papers: some contain inscrutable formulae; others are tracking sheets measuring clone growth and progress. A leather case contains 20 glass vials, 7 of which contain tissue samples Zaracanth extracted from his own body. A 4' long syringe topped with a harpoon shaped needle almost 3' long lies along the opposite wall, as if carelessly abandoned or dropped.

11d. Dead, Failed Colossal Pal

Here the corpse of a recent cloning attempt sprawls lifelessly, grievous spear wound in the chest covered in a respectful heap of colorful molds and fungi. Sadly, this clone immediately attacked its creator upon maturity, and the Colossal Sorcerer had to put it down.

12 | SOMEONE LEFT THEIR FLYING SAUCER RUNNING

Doctor Ephraim Thontorius [see **Competing Parties and Underworld Travelers**, p. 22], currently in the middle of an extensive Underworld-crawl, left his ship hovering 10' above the ground in this chamber, tethered by automatic anchor beams [just visible as thin distortions in the air] and protected by a powerful electric force beam.

Any creature or character approaching within 20' of the ship will be targeted by the ship's computer. Waves of crackling electric force harmlessly push anything with less than giant strength back to the 20' perimeter. The onboard computer can target up to three characters or creatures per round. Any character who manages to get past this defense finds the ship proof against entry, hatches sealed and impervious to anything short of ray-gun fire or a *disintegrate* spell.

If the adventurers have formed an alliance with Thontorius and enter this chamber, he will explain the impossibility of Underworld navigation and that the only travel option is a return to the future [at which point the DM is on his/her own]. The flying saucer can provide a bastion of relative safety for up to 6 cowardly characters, but, in his haste, Thontorius only packed enough bear rations for himself for a week and 6 large bottles of water.

13 | TOLL BRIDGE OF THE BAT-WINGED DWARVES

Roll 1d20 on the **Competing Parties and Underworld Travelers** table when approaching this area.

Here fortified walls and towers from time immemorial obscure the view of a huge chasm that cuts the Devil's Highway in two.

The chasm is 75' from side to side at its widest point, tapering to 50' where it cuts into the Highway's walls.

If the party has a chaosometer in its possession and gets to within 120' off the chasm, the device pings and vibrates, the needle jumping a full order of magnitude. Whisps of luminous red mist issue forth from the depths at irregular intervals.

The actual depth of the chasm is unknown and difficult to ascertain by any means. The Underworld sorcerer Zaracanth uses the chasm to vent the Chaos engine powering his living factory far below in the Black Ooze River Valley. This is the cause of the Chaos storms that occur here, though PCs have no convenient way to discover this fact.

Great columns on either side of the chasm are enchanted with huge and boisterous magic mouths that activate when anything approaches within 30' of them. Roll 1d6 for magic mouth's message [repeated every 30 seconds until the area is clear], current status:

d6	MAGIC MOUTH MESSAGE
1-3	"Chaos storm predicted within the hour, please prepare the toll of 6 golden coins or equivalent Underworld currency and proceed to the gate."
4	"Chaos storm imminent, I repeat, Chaos storm imminent. Please take your red pills now and proceed to the gate without delay."
5	"Chaos storm to commence in ten minutes, take your red pills now and make for the gate with all due speed. The gate will close in five minutes."
6	"Chaos storm in progress! Chaos storm in progress! Take shelter! Gate closed! Pray to your deities for salvation!"

A 25' tall wall spans the Devil's Highway here, with two guard towers on either side of a double gate. Bat-winged dwarves man the walls, clad in custom ironmongery and heavily armed at all times. Outside the first gate a surly dwarf voice from an arrow slit demands 6 gp from each party member [and any NPCs who might be passing through], to be deposited in a pedestal with a single slot. The gate opens to let each paying person through to the second gate one at a time, then closes again. When all currently seeking to cross have paid, the second gate opens and a great cast iron drawbridge painstakingly grinds into position.

During an active Chaos Storm, the dwarves retreat to a hermetically sealed bunker beneath the main gate, where they are magically protected from the effects of the phenomena.

Bat-Winged Dwarves (30): HD 1; AC 4 [15]; Atk axe [1d8], bow [1d6]; Save 6; Move 6; CL/XP 2/30; Special: Flight
Gatemaster Shamblebeard, Fighter Lvl 6: [29 hp] ; AC 2 [18]; Atk axe [1d8]; Save 6; Move 6 [12 flight]; CL/XP 7/600; Special: Flight; grumpy, intolerant of delay/nonsense of any kind, unmoved by pleas



14 | INTERMITTENT RIVER

A stone bridge in the center of the passage arcs over what appears to be a dry river bed running from a 3' high by 10' wide opening in the north wall to a similar opening in the south wall, as indicated by the pattern of erosion in the sunken bed.

The bridge appears ancient and composed of large slabs of stone held together only by their own weight. A thorough search under the bridge reveals the calcified corpse of an ancient hero, wearing her still-intact cloak of defense (grants +2 AC).

Roll 1d20 on the **Competing Parties and Underworld Travelers** table (see p. 19) when PCs approach this area, ignoring repeat results.

A lush blossoming of Undervegetation chokes the floodplain area around the river bed, obscuring the view beyond.

Undervegetables of possible interest, 1d4 turns required for full harvest of each:

- **Tree-trunk-thick vines produce 1d4 colossal black pumpkins:** one human could hide inside with slight hollowing; flesh has moisture, calories but meager nutritive value
- **Patch of spectacular iridescent flowers exude powerful fragrance:** attractive at a distance, produces euphoric stupor in 10' radius, lethal to humans at point blank range; if they could be harvested could be used as poison
- **2d6 giant midnight-blue strawberries of healing:** takes 1 turn to chew through one but doing so heals 1d6+1 HP
- **White glue-pot lilies:** produce clear resin in bulbous sacks (1d2 doses) that creates a permanent molecular bond with whatever it touches, including human flesh

Iron nettles: like living barbed wire; Underworld natives sometimes use it for adding punishing barbs to armor; does 1 point of damage to attacker using unprotected flesh; enough in this area for 10'x10' section of anti-monster fencing

When adventurers near this area the DM should roll 1d4+1 to determine how many minutes will pass before the intermittent river erupts back into life, sending a deluge back through the bed with enormous force. This event is preceded by a low rumble, slowly building into a watery cacophony. Any character caught in the bed when this occurs must make a saving throw, adjusted by any DEX bonus, to scramble out of the way or be tossed helplessly in the surging waters and out the southern wall opening. From this point the river passes underground until it reaches **Encounter Area 18** (see p. 71). Here, allow the character another saving throw plus STR bonus to allow a chance for the unfortunate adventurer to seize a rocky outcropping or leap free from peril before the waters flow over the edge of the bottomless pit. What becomes of such characters is left to the DM.

d6 CHAOS STORM MANIFESTATION

- 1 **Blizzard:** 2d4 feet of snow explodes forth from the fissure and accumulates on every surface within 360'; temperature drops to 0°F; gusts of wind send PCs who fail a DEX check flying about for 1d2 HP damage.
- 2 **Cyclone:** Heavy rain comes down, up, and sideways, propelled by gale force winds (as above); all surfaces become slick; depressions fill with water, creating a swamp-like environment.
- 3 **Mutagenic cloud:** as **Underworld Phenomena: Mutagenic Cloud** table, p. 21.
- 4 **Poison cloud:** Erupts from the chasm like a miniature glowing green hurricane and swirls about in a 360' radius. Any mortal being within the cloud suffers 1d6 points of damage per round of exposure.
- 5 **Heat wave:** Gusts of hot wind emerge from the chasm and raise the temperature in the immediate vicinity (360') to lethal levels. Remaining within this radius causes 1d6 HP of damage per minute of exposure.
- 6 **Black rain:** An opaque cloud emerges from the chasm and moves off in an easterly (50%) or westerly direction (50%). Any creature caught in its path is covered in a thick, sticky black fluid that hampers movement (half normal rate) and reeks offensively. Only a full turn of laborious scrubbing and scraping can remove the malignant gunk to the point where movement returns to normal, but those exposed will never, ever feel completely clean again.

Note: these phenomena last for 1d6 turns before suddenly abating.

15 | MINI-DUNGEON: LOCAL FRANCHISE TEMPLE OF NUL

[For more on the Cult of Nul see **Appendix B: On the Cult of the Mindless God**, p. 76]

Should any or all of the PCs be captured by the forces of Nul, they will be taken here for indefinite detention, questioning, intrusive magic, torture, and inevitable decapitation. New captives are taken to the priests' offices on level 1 (area **15D**), tied to chairs, beaten lightly, and subjected to arcane mental probing.

EXTERIOR

- Appears as a colossal ceramic statue in the image of Nul approximately 25' tall, a seated human figure with an extensible antenna in place of a head.
- A hollow body cavity houses a transmitter apparatus connected to cerebromorph control hub [see **level 2**] by heavy cables. Severing this connection or destroying the apparatus disables communications with other Nul temples. Note: the original players made a point of hacking down the antenna and using chalk to draw obscene images all over the temple exterior after running afoul of the Nullites, but they were too late. Word to Nul HQ was already sent and troops dispatched to intercept the adventurers.
- Two decapitantes and one acolyte guard the entrance, clad in half-plate and armed with glaives. Each wears a belt with a distress switch built into the buckle. If activated, this device alerts the control hub of trouble and automatically brings the 8 additional decapitantes from **Encounter Area 15A** to the entrance [half-plate and scimitar]. **If forewarned of danger by any of their agents in the field, this force will already be activated and in place.**

Decapitantes (2): HD 1 [3 hp each], 5; AC 4 [15]; Atk glaive [1d10]; Save 14; Move 12; CL/XP 1/15; Special: Distress signal

Acolyte: HD 1 [6 hp]; AC 5 [14]; Atk scimitar [1d8]; Save 14; Move 12; CL/XP 1/15; Special: Control box

- Free pabulum kiosk: A small unmanned stand with a sign reading "Nul's Gift of Sustenance"; large pitcher of water, mugs, covered pot with long serving spoon, pile of bowls and spoons. The pot contains boiled lichen meal [a flavorless, nominally nutritive oatmeal-like substance], periodically refreshed by kitchen staff.
- There may be celebrants making entry, helping themselves to pabulum, or otherwise involved in worship:

d6 VISITING CELEBRANTS

1-2 None

3 Retired grey humanoid travelers [4], delighted to be away from their spouses, stopping en route to Castle Ziro for quick spiritual refreshment as a lark

Grey Humanoids, Fighter Lvl 2 (4): HP 10 each; AC 3 [16] [chitin plate]; Atk sword [1d8]; Save 13; Move 9; CL/XP 2/30; 2d8 gp each

4 Chlochoo, a slugman with overactive slime glands, constantly mopping brow with handkerchief, and jumpy as hell, with giant snake of burden [palanquin affixed just behind head], chows down on free pabulum; 3 barrels of lichen ale tied to snake's back, processed snake-chow in box; coffer contains 125 gp

Chlochoo, Slugman: HD 2 [12 hp]; AC 8 [11]; Atk dagger [1d4]; Save 3; Move 12; CL/XP 1/15; Special: Killed by salt

Giant Snake of Burden: HD 4 [19 hp]; AC 6 [13]; Atk bite [1d8]; Save 10; Move 12; CL/XP 5/240; Special: Obeys simple commands

5 White humanoids [8] from the Ivory Citadel en route to Black Ooze River Town for R&R; excited for extended leave in resort town; happy to spread the word about the pleasures available there

Solaro, White Humanoid, Fighter Lvl 3: HP 11; AC 3 [16] [plate]; Atk scimitar [1d8]; Save 14; Move 9; CL/XP 3/60; bejeweled necklace with beetle face under armor [250 gp], mentally unstable: leaves one arm naked for good luck among other quirks, hates Shaggath-Ka enough to aid or possibly join surface worlders

White Humanoids (7) Fighters Lvl 1: HP 5 each; AC 7 [13] [leather travel suits]; Atk spear [1d6]; Save 14; Move 12; CL/XP 1/15; 6d6 gp each

6 Roll once on **Competing Parties/NPCs/Wandering Godling** table [see p. 19] ignoring any result previously encountered.

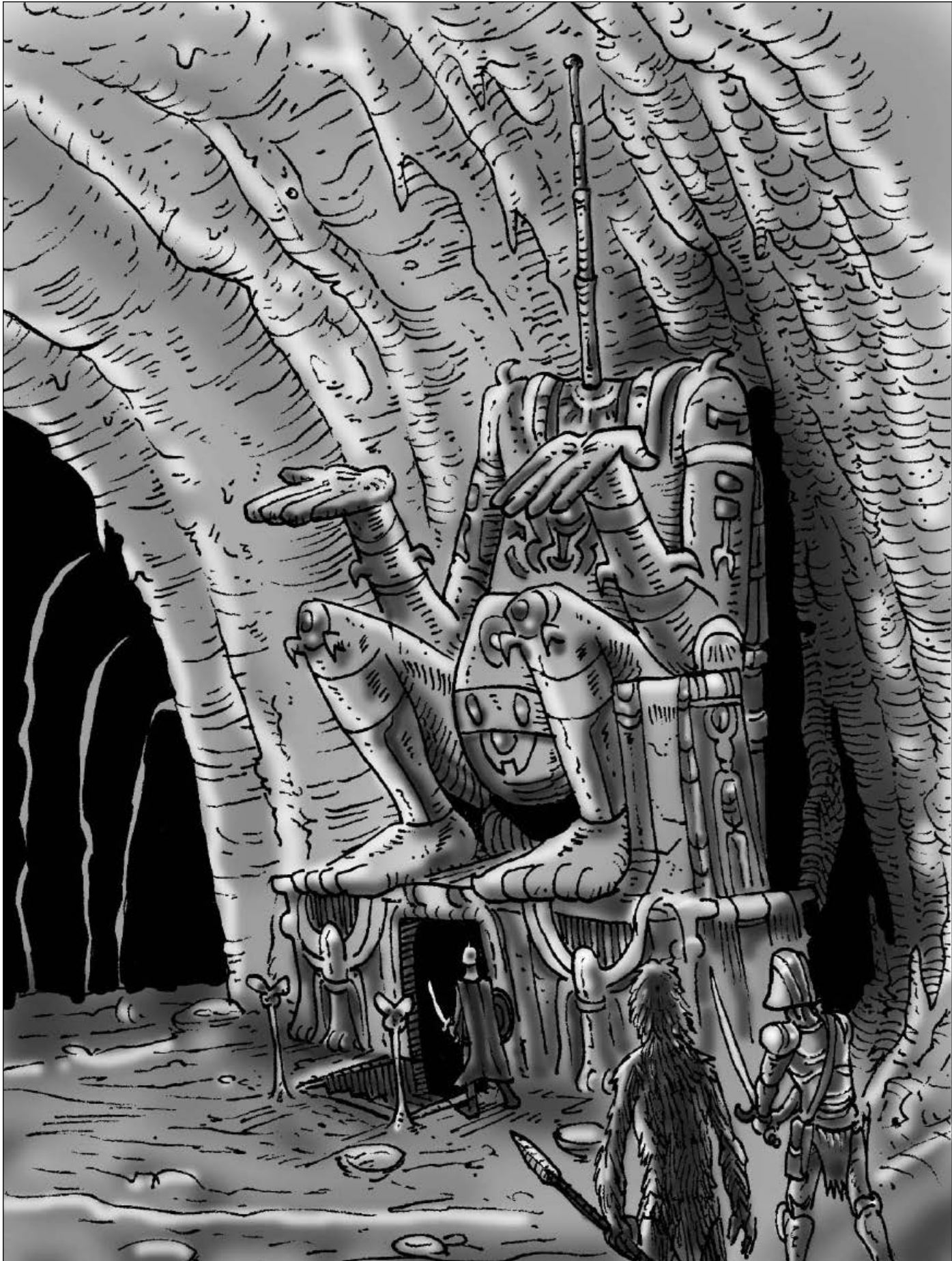
ENTRY

- Stairs lead to double doors, generally unlocked unless the temple is alerted to danger, in which case it will be sealed with *hold portal*.

INTERIOR

- Smooth, polished stone floors, light provided by oil lamps, ceilings 10' high

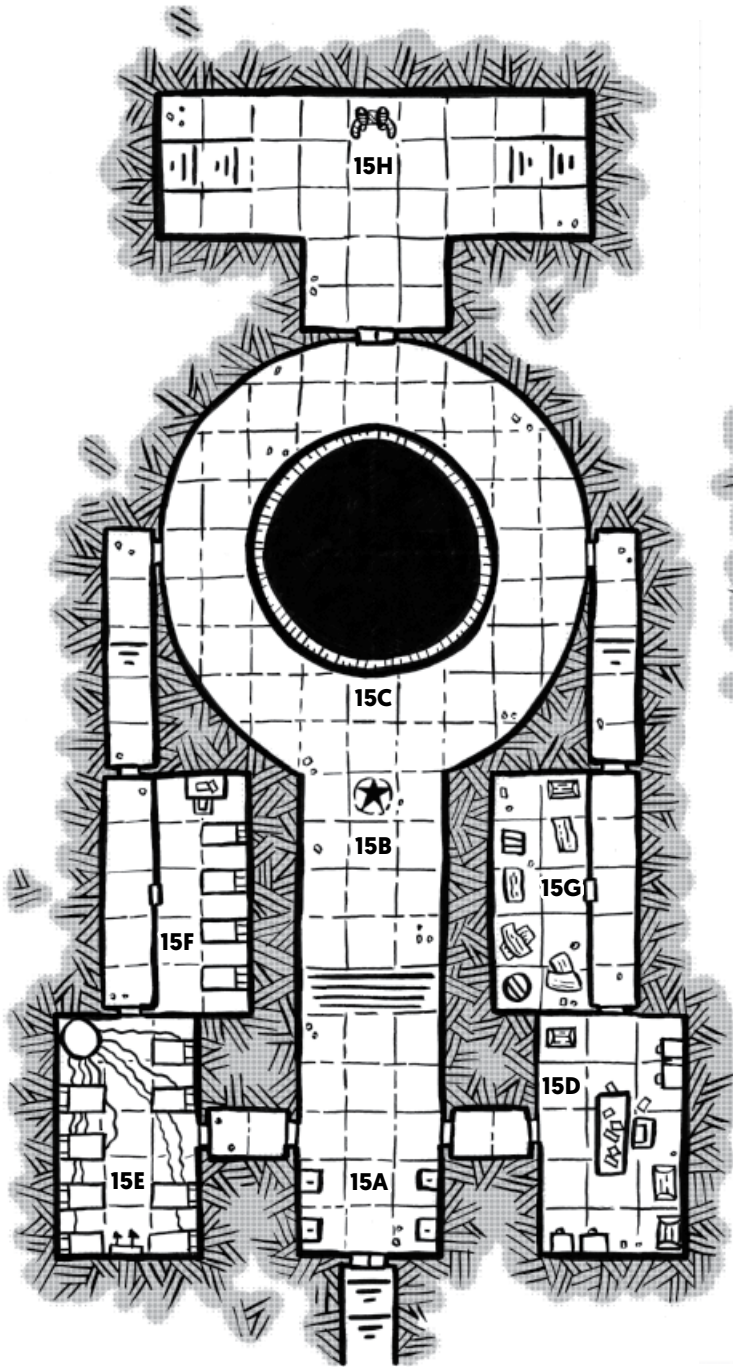
OPERATION UNFATHOMABLE



ENCOUNTER AREAS

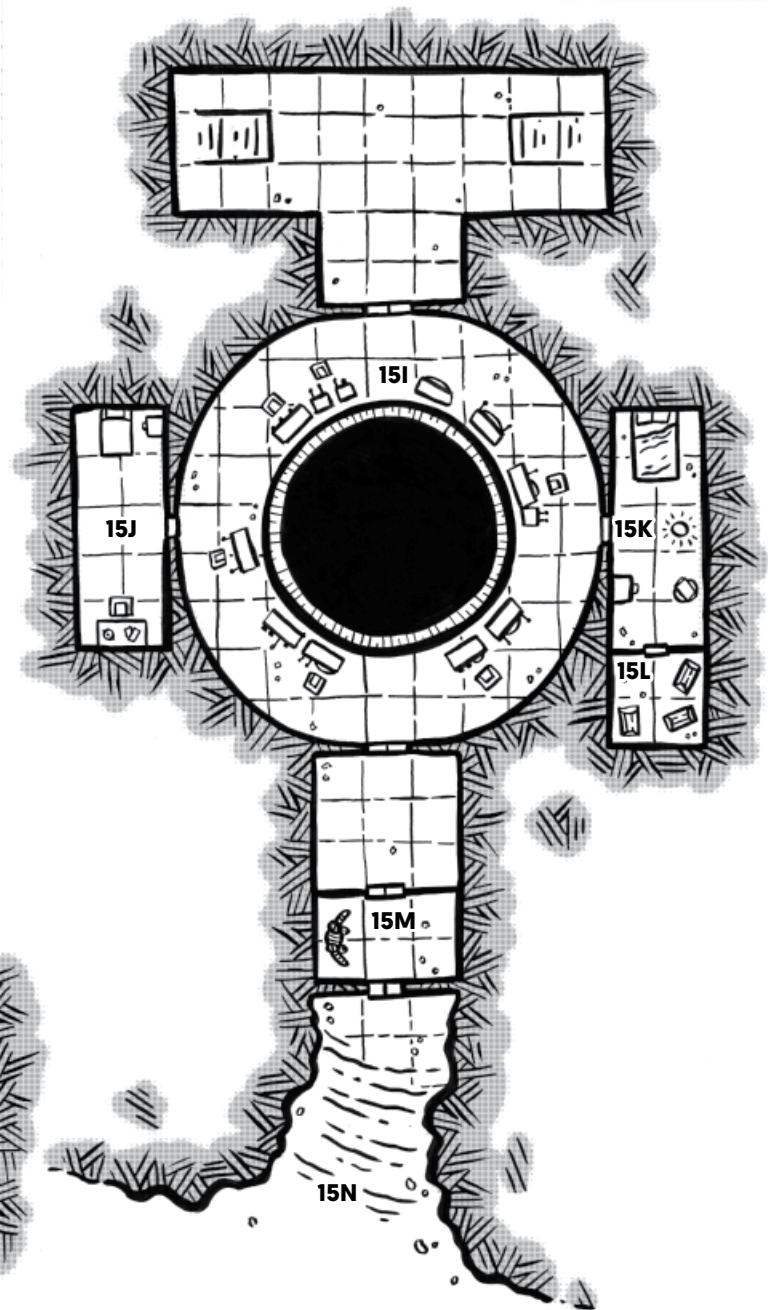
MAP OF THE LOCAL FRANCHISE TEMPLE OF NUL

LEVEL 1



ENTRY

LEVEL 2



OPERATION UNFATHOMABLE

LEVEL 1

15A. Reception

- 8 decapitante guards [half-plate, scimitar] stand rigidly in lines of 4 on each side of the stair, inert until activated by distress signal or obvious trouble.

Decapitantes [8]: HD 1; [5, 5, 4, 4, 3, 3, 3, 2, 2 hp]; AC 4 [15]; Atk glaive [1d10]; Save 14; Move 12; CL/XP 1/15; Special: Distress signal

- 4 tall stone receptacles with payment slot, each containing 6d6 gp; placard hung from front reads “Deposit 6 gp” in Underworld Common.

15B. Statue of Nul

- Bathes all within 20’ with mild psychotronic waves; takes readings to prepare treatment provided by Nul’s Abyss [15C]; automatically detects ill-intent: activates guards, alerts priesthood and templars.
- Decorative golden inlays on statue worth 500 gp if removed.

15C. Nul’s Abyss

- 40’ deep pit, true depth obscured by permanent magical darkness.
- Gazing within provides immediate relief from psychological troubles, elevates mood for 1d12 days, bestows goofy grin.

15D. High Priests’ Office

- Door locked, Bishop Emptiness’s passkey needed for entry [area 15K].
- Decapitante and acolyte guards outside door.

Decapitantes [2]: HD 1 [3, 5 hp]; AC 4 [15]; Atk glaive [1d10]; Save 14; Move 12; CL/XP 1/15; Special: Distress signal

Acolyte: HD 1 [6 hp]; AC 5 [14]; Atk scimitar [1d8]; Save 14; Move 12; CL/XP 1/15; Special: Control box

- Papers, communiqués: magically encrypted but 99% uninteresting information [requisitions, receipts, non-juicy interpersonal transmissions].
- Coffers with cash ready to ship back to cult HQ [1,200 gp, 400 sp].

15E. Decapitante Quarters

- 8 hospital-type beds, each occupied by inert decapitantes taking liquid nutrition intravenously; may be activated in one turn, executive override from any priest required.

- Large tank of decapitante feeding formula in NW corner; tubes connect to IV rigs.
- Weapons rack: 12 glaives, 8 scimitars, 6 short bows, 100 arrows.

15F. Operating Suite

- 4 hospital-type beds, up to 4 replacements for dead party members sedated and awaiting decapitation, installation of antenna/control device.
- Chief Surgeon Dr. Nul’s-Steady-Hand, grey humanoid MU, and 4 acolyte assistants.

Chief Surgeon Dr. Nul’s-Steady-Hand, Magic-User Lvl 5: HP 14; AC 9 [10]; Atk scalpel [1d4]; Save 11; Move 12; CL/XP 2/30; Special: Spells [1: *charm person*, *sleep*; 2: *decapitate* [q.v.], *install antenna* [q.v.]; 3: *haste*]

Acolytes [4]: HD 1 [2 hp each]; AC 9 [10]; Atk surgical implements [1d4]; Save 15; Move 12; CL/XP 1/15

- 2 identical scrolls, each containing *decapitate* and *install antenna*.

15G. Storage Space

- 450 lbs. of lichen meal in 25 lb. sacks, half-barrel of decapitante feeding formula, crate of fancy Underwine [350 GP value], preserved comestibles in locked chest.

15H. Ape Storage

- Inert two-headed giant ape mummy stands at attention, activated at need by priests.

Two-Headed Giant Ape Mummy: HD 8 (40 hp); AC 5 [14]; Atk 2 fists [1d10/1d10]; Save 12; Move 9; CL/XP 9/1,100; Special: Flammable

LEVEL 2

15I. Cerebromorph Control Room

- Here a squad of cerebromorphs, some manually, others via telepathy, man a complex series of control panels that perform the religious functions of the temple (primarily Nul’s Abyss) and intertemple communications.
- Overseeing cult specialists remotely control decapitante activity both inside the temple and on missions in the Underworld proper.

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Cerebromorphs (6): HD 2+1 (10 hp each); AC 9 [10]; Atk Electric shock [2d6 to all opponents within 10'], save for half; Save 14; Move 12; Special: Immune to electricity

- Appear almost human, with one major exception: in place of a head, a huge mass of convoluted tissues shaped like a brain glistens with moisture and crackles with electricity.
- Attack by lashing out with a lightning-like blast of voltage in a 10' radius (followed instantly by a peal of miniature thunder).

15J. Priest Quarters: Mother Futility

- Spartan bedroom, uncomfortably furnished as evidence of priestly ascetic vows; 12' tall silver statuette of Nul in lotus position with Undercommon inscription on base: "For Ten Years of Service" (100 gp value).
- Candle set and stack of reading material including a transcription of the **Cult of Nul** section from **Underworld Godlings and Their Pitiable Flocks** (see p. 76) and a copy of the latest Nul Times newsletter (full listing of promotions, demotions, and executions among the priesthood).
- Spellbook in lockbox with poison-needle trap (save or die); contains these spells: 1: *charm person*, *hold person*, *magic missile* [q.v.], *sleep*; 2: *ESP*, *reveal location* [q.v.], *strength*; 3: *decapitate* [q.v.], *fly*, *haste*, *install antenna* [q.v.], *suggestion*; 4: *confusion*.
- Mother Futility (remarkable lack of empathy, doesn't give a shit what you think, hates Bishop Emptiness), human MU, is usually here unless alerted to trouble.
- She is on the verge of mutiny and might be swayed to join a party dedicated convincingly to bringing down the Cult.

Mother Futility, Magic-User Lvl 7:

HP 12; AC 9 [10]; Atk long stiletto [1d4]; Save 9; Move 12; CL/XP 8/800; Special: Spells [1: *charm person*, *hold person*, *magic missile*, *sleep*; 2: *ESP*, *reveal location* [q.v.], *strength*; 3: *fly*, *haste*; 4: *confusion*]



15K. High Priest's Chamber: Bishop Emptiness

- Not spartan at all: fancy bed, the finest worm-silk sheets, embroidered pillows (featuring image of Nul, total value for bedding 150 gp), Beetle-tech lamp (as per lantern but requires no fuel, ignites and extinguishes upon command word).

- Steel box containing variety of stinky cheeses of unknown provenance.
- Spellbook upon elaborate scrimshawed worm-ivory pedestal (value 250 gp, weighs 100 lbs), spells: 1: *charm person*, *magic missile*, *magic missile* [q.v.], *reveal location* [q.v.], *shield*, *sleep*; 2: *mirror image*, *strength*, *wizard lock*; 3: *clairvoyance*, *decapitate* [q.v.], *fireball*, *hold person*, *install antenna* [q.v.], *lightning bolt*; 4: *Issha's carapace of corpulence* [q.v.], *wizard eye*.
- Unless alerted to trouble, Bishop Emptiness (obsessed with Nul's philosophy, loves sound of own voice, sees every interaction as debate), human MU, lies upon his bed "resting his eyes".



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- Wears Priest's Passkey (opens doors to 15D and 15L) around neck on fancy silver chain (25 gp).

Bishop Emptiness, Magic-User Lvl 8: HP 29; AC 9 [10]; Atk dagger shaped like a snake fang (1d4); Save 8; Move 12; CL/XP 9/1,100; Special: Spells (1: *charm person*, *magic missile* [q.v.], *shield*, *sleep*; 2: *mirror image*, *reveal location* [q.v.], *strength*, *wizard lock*; 3: *clairvoyance*, *hold person*, *lightning bolt*; 4: *Issha's carapace of corpulence* [q.v.]

15L. Treasury

- This chamber holds the collective profits of the franchise, organized by currency, loaded into locked coffers, and divided by stockholders (Chief Surgeon Dr. Nul's-Steady-Hand, Mother Futility, Bishop Emptiness). The door is magically sealed, and can only be opened by counter magic or using the secret command word each priest has sworn to take with them to the grave.
- Total cash on hand: 22,500 gp in value, composed of various coinages from throughout the Underworld and from many eras of its history. The total number of coins exceeds 100,000 — a logistical pain in the ass.

15M. Additional Ape Storage

- In a surprise end-of-the-fiscal-year expenditure, Nul Cult headquarters shocked the staff by distributing extra security-ape mummies to even the remotest franchises. This gesture was not particularly well received, and the extra ape remains stashed in this otherwise mundane storage closet but will be activated if the temple comes under assault.

Two-Headed Giant Ape Mummy: HD 8 (40 hp); AC 5 [14]; Atk 2 fists (1d10/1d10); Save 12; Move 9; CL/XP 9/1,100; Special: Flammable

15N. Escape Route and Back Door to Danger

- This passage leads to another major Underworld thoroughfare, the Boulevard of Regret. If for some reason the party persists in exploring this area, the DM may wish to insert some terrible horror to drive them back the way they came. Alternately, this is where the DM begins designing their own Underworld areas.



WE DID HAVE VAGUE PLANS TO FIND A TRANSMISSION STATION, TAKE OVER THE NULLITE ARMY, AND TURN THEM ON SHAGGATH-KA'S MINIONS, BUT IN THE EVENT WE JUST KIND OF GOT CARRIED AWAY, BURNT EVERYTHING, DRANK ALL THE BOOZE, AND SLUNG OUR HOOKS ALONG THE BOULEVARD OF REGRETS PICKLED AS GIBBONS BUT WITH POCKETS FULL OF LOOT.

I HUNG OUT WITH TOO MANY ROUTIERS I GUESS, PICKED UP SOME BAD HABITS, THOUGH THAT SMARTARSE THRALL THE GENIUS NEANDERTHAL BLAMES THE INEFFABLE TROPES LAID DOWN IN DAYS OF YORE BY SOME GIT CALLED CONAN.



16 | THE WORM SULTAN AWAITS

16A. Sealed Door to Shaggath-Ka's Antechambers

This door once provided convenient Devil's Highway access to Shaggath-Ka's minions, but since the assassination attempt it has been magically fused into the corridor wall. Now a small band of gray dwarf insurgents labor furiously to breach it. Using a molecular acid [harvested from rare Underbulbs], they have thus far created a 2' hole at the door's base and will momentarily send one of their number down the passageway to deposit an extremely powerful explosive device near **Encounter Area 16A**.

The dwarves, ninja clad, filthy white beards protruding from beneath their masks, maintain lookouts 60' on either side of the door and will scramble to concealment among the nearby debris heaps if they see any parties approaching. They will defend the secrecy of their mission with their lives if need be but may parley with a seemingly powerful party who might be friendly to their aims.

Comrade Ghrengan, Gray Dwarf Leader: HD 4 [28 hp]; AC 2 [17]; Atk 2-handed sword +1 [1d10+1]; Save 12; Move 6; CL/XP 5/240; Special: Immune to Chaos, magic resistance [25%]; beard shorn as symbol of futillitarian death-promise

Sample Dialogue:

"I expect nothing but death, yet hope to live long enough to see the gods burn!"

"What manner of deity do you worship? Answer swiftly, your fate hangs in the balance!"

"Silence, gibberers. Hell is other people."

"Stretch properly, comrades, when this fuse is lit there will be no time to help the fallen!"

Gray Dwarf Insurgents [6]: HD 1 [5 hp each]; AC 7 [12]; Atk war hammer [1d8]; Save 17; Move 6; CL/XP 2/30; Special: Immune to Chaos, magic resistance [25%]

Treasure: The explosive device consists of an iron ball packed with an alchemically altered load of giant spider dung and a spool containing 150' of fast-burning fuse [5'/second]. Detonation unleashes a blinding flash, powerful shockwave, and intense heat that utterly destroys anything within 60', causes 12d6 damage to anything within 120', 6d6 at 180', 3d6 at 240', 1d6 at 300'.

Two full flasks of acid [1d6 damage] remain, and four empty flasks and stoppers.

The dwarves operate out of two backpack toolboxes containing 400 gp value in finely crafted tools and carry no treasure.

16B. Shaggath-Ka's Amphitheater

A gathering of Underworld celebrities and a contingent of Shaggath-Ka's chief underlings crowd this cavern for a marathon fund-raising drive both to celebrate Shaggath-Ka's undefeated record against assassination and raise awareness of the dangerous menace of the surface humans.

Celebs, semi-important guests, and their entourages deliver monies [in what amounts to extortion against future trouble from the Worm Sultan] to the receiving officer, a corpulent man-worm some 20' long, coiled behind a banquet table. They then take a beverage from the trays of robed cult stewards and attempt to mingle until a such time as they feel comfortable excusing themselves and slithering back to their realms.

The chamber is packed with imposing guests, bodyguards, hangers-on, priests, soldiery, and a few terrifying monsters, more than enough to convince even the most bellicose fighters of the futility of combat here. Only the subtlest of tactics [or perhaps a well-placed bomb] could bring about anything but calamity. In light of this, game stats are provided only for those NPCs/monsters who might conceivably pursue PCs beyond this chamber or in some way aid them.

Underworld celebs include but not limited to:

- **Kelilu, Sub-Matriarch of the Ivory Citadel**, clad in white feathers, war harness bristling with weapons, and a spectacular 1970s Cher-like headdress; under rare circumstances, might be convinced to render aid to the adventurers—unlikely in the extreme, but clever players could make it happen

Kelilu, Fighter Lvl 7: HP 38; AC 7 [14]; Atk sword [1d8+2] or mace [1d8+1], Save 8; Move 12; CL/XP 8/800; war harness, mostly decorative sword of calamity +2 [1d8+2, glows prior to something terrible happening], daggers [1d4]

- An extremely uncomfortable **Chief Financial Officer Oo'tho-ah-ah** of Slugtown, a slugman of unusual rotundity, and his giant dim servitor
- **A huge blind antler man** standing motionless with six retainers in a semicircle, their antlers growing towards the ceiling in an unprecedented display; no one knows what the hell they are doing.
- **Shaggankh, Son of Shaggath-Ka**, a 15' long centipede with a humanlike, many-tentacled torso; stands atop a low dais as a long receiving line of well-wishers pay their respects; nods slightly then waves them along

Shaggankh: HD 14 [100 hp]; AC 0 [19]; Atk 2 tentacle slaps [1d10+1/1d10+1] or corrosive breath [25' long cone, 10' wide at end, 2d8 damage, save for half]; Save 5; Move 9; CL/XP 17/3,200; Special: +1 or better magic weapons to hit

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SHAGGANKH
SON OF SHAGGATH-KA





SHAGGATH-KA
THE WORM SULTAN

OPERATION UNFATHOMABLE

Gas Cloud Eleven, representative of the sentient gas beings from the Coreward Expanse, a giant yellow cloud of living vapor; presenting Shaggankh with a titanic demi-material pearl coalesced within its cloud form [of immeasurable value if it could somehow be transported, but it seems to pass right through any normal materials, including greedy PC hands].

17 | VAULT OF SHAGGATH-KA

This chamber serves as a secret parlor for the Worm Sultan to meditate, rest, and recuperate within, his realm and unsavory worshippers located on the other side of the underground lake that divides this gargantuan cave.

The entrance available to the adventurers had been almost forgotten, sealed off long ago by magic. The Prince, having tortured the door's location out of a captured high priest, blasted through the stone barrier, hoping to assassinate the Worm Sultan by surprise. The rubble choking the passageway is all that remains of the barrier.

His plan failed utterly, resulting in the deaths of the rest of Eyraen's party and his own suicidal final meanderings around the Underworld. The Prince's crew got in significant licks before succumbing one by one, however, and even now the Worm Sultan continues to enjoy a recuperative coma, attended by faithful servitors.

Shaggath-Ka lies in the sand that composes the floor of the cave, half of his 50' length submerged in the lake. The visible portion of the godling looks like a bloated caterpillar, semitranslucent skin covered with long spiky protuberances, barely containing the visibly churning guts within, the bulbous head adorned with a vaguely human face, equally regal and repellent in peaceful repose. Atop and around him, several worm surgeons attend to their deity's many wounds with enchanted unguents.

The sandy beach glitters with gold and jewels, hastily collected offerings from the strange city beneath Shaggath-Ka's lake still being deposited by numerous worm soldiers, who disembark from what seems to be a pair of subaquatic vehicles shaped vaguely like giant black pupae.

Because of the mind-bending terror and obviously overwhelming danger of this situation, any hirelings still with the adventurers at this point will be on the brink of mutiny. Should the worm soldiers discover the party, they will begin missile attacks immediately and attempt to rouse their deity from his slumber. This can be accomplished in 1d6 rounds. Once awoken, the Worm Sultan will promptly destroy any who dare remain in his territory.

Should the PCs decide to make a [likely invisible] raid on the scattered gold and jewels, they can scoop up 3d6x100 gp in value each round. The worm soldiers have a 2 in 6 chance to detect this activity, invisible or not, each round.

Shaggath-Ka, the Worm Sultan: HD 21 [81 hp (down from 118)]; AC 0 [19]; Atk smash [3d8], bite [2d6]; Save 2; Move 9; CL/XP 25+/5,300+; Special: +2 or better magic weapon to hit; regenerate 3 HP/round, lethal gaze [saving throw applies]; spell-like abilities, each usable 1/day: all *detect spells*, *charm person*, *darkness*, *ESP*, *stinking cloud*, *web*, *lightning bolt*

Worm Soldiers (35): HD 1 [5 hp each]; AC 5 [14] [4 [15] with shield]; Atk spear [1d6] or short bow [1d6]; Save 14; Move 12; CL/XP 2/30; Special: Unshakable morale

Worm Surgeons (6): HD 1 [4 hp each]; AC 9 [10]; Atk scalpel protuberance [1d6]; Save 14; Move 12; CL/XP 4/120; Special: *Cure serious wounds* 3/day, diagnostic power

Subaqueous Transport Pupae (2, as Carrier Worm but replace tunnel ability with equivalent underwater movement): HD 21 [130, 128 hp]; AC 3 [16]; Atk swallow 1d4 human sized creatures w/attack roll of 19–20, smash [3d6]; Save 10; Move 9; CL/XP 21/4,700; Special: Berserk [1 in 6 chance/encounter]

18 | ORACLE OF THE BOTTOMLESS PIT

This chamber is dominated by a large, uneven opening in the floor some 20' in diameter and of indeterminate depth. An opening in the north wall, roughly 3' high by 15' wide, shows signs of erosion, with a deep groove worn into the floor leading directly to the pit. The opening is an outflow of the intermittent river (**Encounter Area 14**, p. 61) and will spew forth a high-pressure blast of water for 10 minutes at a time every 2d4 turns. This eruption is preceded by the slowly building sounds of rushing water from the opening. Any character remaining in the eroded area must make a saving throw or be swept into the pit [the result of which is left to the DM]. Characters entering the room during one of the lulls between deluges who speak [even whisper] to one another immediately attract the attention of the Oracle of the Pit.

This being, something of a godling itself, comprises many disparate parts, each composed of the living stone of the Underworld. The pit in this room is its mouth. Its ears are near, somewhere deep within the stone surrounding this chamber. Its eyes, as noted in **Encounter Area 19** [see p. 72], remain strangely confined in a nearby cavern. Unable to physically move or significantly interact with the world around it, the Oracle, as it calls itself, projects its mind far and wide throughout the multiverse, continuously expanding its consciousness in pursuit of ultimate enlightenment. However, when visited by living beings in this area, the Oracle will make every effort to engage them in conversation.

This strange being will greet adventurers with a booming salutation, especially warm if the Oracle has laid eyes upon them before [unless wrathful, in which case the Oracle roars out insults and curses, see **Encounter Area 19**]. The Oracle

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speaks and answers questions in a customarily (for the oracular) obscure and ambiguous manner, always with an air of complete superiority.

If asked for the location of the Nul Rod, the Oracle answers:

"Of the Nul Rod I will say only this: follow the flies."

In the event any of the adventurers have been swept into the pit, the Oracle explains

"Do not weep, for he [or she] is Me now."

19 | EYES OF THE PIT

This otherwise featureless cavern contains, to all appearances, a pair of gigantic human eyeballs some 3' in diameter. These regard anything entering the chamber continuously, monitor events, and scrutinize characters closely. Able to freely fly around the chamber, the eyes never leave the immediate area.

Should adventurers choose to attack these passive observers, they will be able to hit but not damage the eyes, which regenerate instantly. They will, however, succeed in provoking the wrath of the Oracle of the Pit (**Encounter Area 18**, p. 71).

20 | SNOW CAVE

Adventurers within 30' of the entrance to this cave can feel the temperature dropping rapidly, intense cold emanating from the chamber ahead. A column in the center of this snow- and ice-filled chamber, obscured by a cloudy mist, radiates a faint white light. The wintry weather conditions in this and the adjoining room (**Encounter Area 21**) seem to emitting from this column. Closer viewing reveals the form of a motionless woman, draped in regal finery from a bygone age, encased within several feet of semitransparent ice. In a heap at the pillar's base lies the frozen body of Prince Eyraen. Any character gazing into the woman's luminous green eyes must immediately make a saving throw or become magically *enthralled*, transfixed by her melancholy countenance. Unaffected characters may free *enthralled* comrades from this spell-like effect by dragging them from the area and slapping them back to reason. Otherwise they will remain gazing upon the woman, contemplating her strange fate until they collapse from exhaustion and die of exposure in the frigid conditions.

The Prince, despondent after the deaths of his comrades [see **Encounter Area 17**, p. 71] wandered into this chamber and met his end. A careful examination of the area around the pillar reveals a series of very tiny footprints and indentations in the snow and indicate that a heavy cylindrical object was dragged from the Prince's body and away to the opposite wall, disappearing into a 1' diameter round tunnel. The tunnel leads to **Encounter Area 21**. Investigations of any sort within the chamber will also reveal the wriggling presence of several dozen snow maggots, the

larvae of the chaos flies. At any given time, 1d6 adult flies will be in the chamber depositing eggs. They will not attack until they have done so, completing their life cycle, at which point they become very aggressive.

"We Loot the Prince's Body"

Note: someone already took most of the good stuff.

- Lump under skin on ribcage: huge diamond emergency fund, surgical kit hidden in belt
- Fake beard, moustache hidden in reversible undergarment
- Rusty steel skull ring with button-triggered barb: administers single dose of condensed potion of seduction (save or fall deeply in love for 1 hour)
- Black steel skull cap with bat ears: grants wearer echolocation sense 1/day for 2 hours, able to operate in complete darkness as if by lantern light

Chaos Flies (1d6): HD 1; AC 5 [14]; Atk sting (1 damage); Save 16; Move 14; CL/XP B/10; Special: Flight, poison (save or take 1 additional point of damage)



21 | ICE CITY OF THE NANUITS

This out-of-the-way grotto houses an entire civilization in miniature.

The Nanuits, descendents of a whale-hunting expedition marooned in this universe by a freak maelstrom, each stand less than half an inch in height. They have managed to construct a city of ice domes, some the size of earthly igloos but composed of many floors, rooms, and chambers within. The tiny streets bustle with anorak-clad Nanuits going about their affairs, several piloting beetle-driven sledges laden with freshly harpooned snow maggots.

22 | CHAOS HIVE

In the center of this micro-metropolis these people have recently erected the Nul Rod like an obelisk, still strung with tiny ropes and pulleys. Only adventurers resourceful enough to entice a Nanuit into their ear canal could hope to ascertain the full story.

The Utterances of the Flies, the sacred texts of the Nanuits, prophesied the coming of the Prince and his relic. The scripture indicates that by bathing in the antimagical rays of the Rod the Nanuits shall be restored to normal size and freed from their state of degradation. The Nanuit soothsayers cannot say for certain when this occur, and are hypervigilant for signs and portents (their restoration is only a week off, if only they could retain the Rod for that long, at which they will resume human-size en masse).

No more shall they cower from the terrible giants that stalk the Underworld. No longer will they be forced to hunt the unpalatable snow maggots, their only source of sustenance. Never again will their children weep piteously at the chiming of the dinner bell.

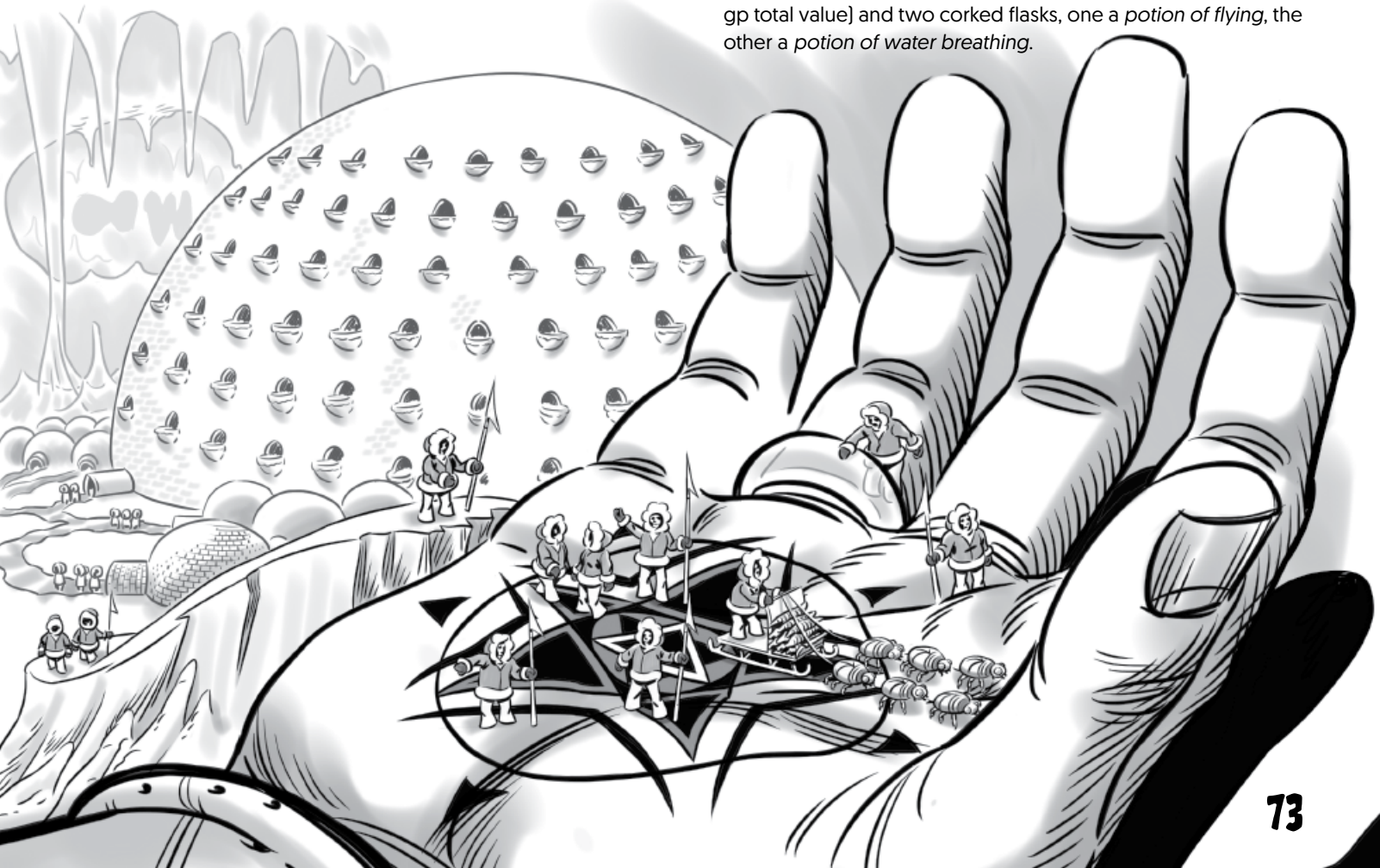
On and on the tiny reporter will thus ramble, wasting precious time for overpolite adventurers. The Nanuits will do everything in their power to retain the relic, though this doesn't amount to much more than occasional shots from a few micro-ballistae harpoon launchers used for maggot hunting (as shot by 1 HD monster, 1d2-1 damage). Their chief defense and sole reason for continued existence is their relative isolation and a general lack of interest from Underworld predators.

Adventurers approaching this area immediately detect the stomach-wrenching stench of decay. Within this chamber, the chaos flies store their current collection of carrion, harvested from around this vicinity of the Underworld. The 15' high ceiling is obscured by a swarm of chaos flies buzzing around in a semiorderly fashion. One by one they descend to feed from the heaps of rotting carcasses on the chamber floor. When they are satiated, the flies gather at the western exit until they form a group of about six. So gathered, they proceed to **Encounter Area 20** [see p. 72], to deposit their eggs. This goes on continuously, with new flies arriving (often burdened by fresh carrion) and egg-laden flies departing every few minutes.

At any given time there will be 3d8 chaos flies buzzing about the ceiling. They attack only if their carrion is disturbed (by burning oil, say), avoiding danger whenever possible to improve their chances of reproduction. Among the carcasses lie several of the local captain's men-at-arms, as well as less identifiable bodies.

Chaos Flies (3d8): HD 1; AC 5 [14]; Atk. sting [1 damage]; Save 16; Move 14; CL/XP B/10; Special: Flight, poison (save or take 1 additional point of damage)

If searched, the rotting heap yields the following treasure (in addition to whatever diseases the DM deems reasonable): a decomposing backpack containing a small bag of gems (1,000 gp total value) and two corked flasks, one a *potion of flying*, the other a *potion of water breathing*.





APPENDIXES

APPENDIX A

A BRIEF HISTORY OF CHAOS, THE UNDERWORLD, & THE GENOCIDE BEETLES

Chaos, the inchoate ur-substance pregnant with potency that constituted all of existence before the beginning of time, slowly decays in its twice-eternal half-life at the core of the world, diminishing and falling into matrices of increasing order, as it has since the birth of the multiverse. From this single source all of creation bloomed, consuming its energies in the long transition from entropy toward a more a coherent reality.

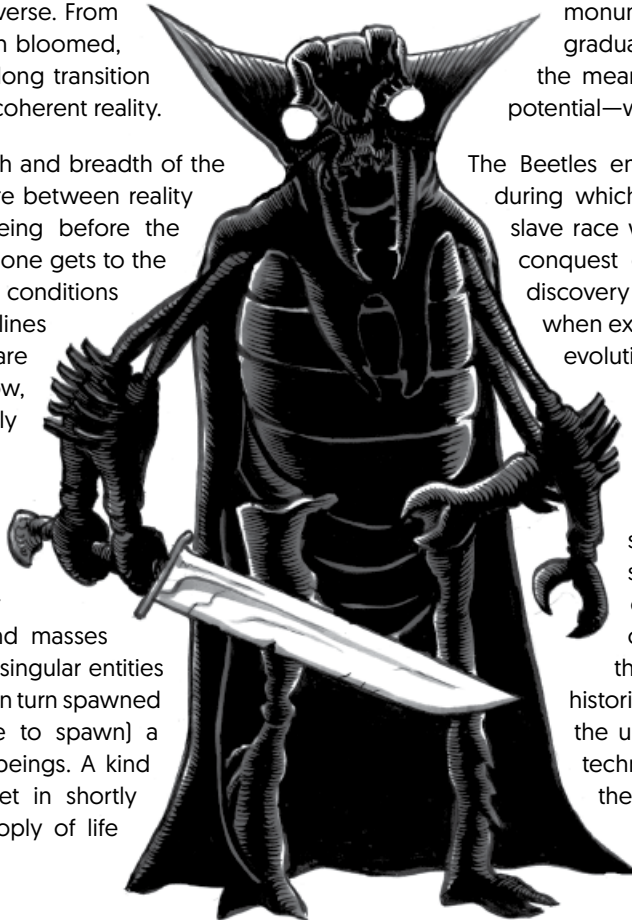
The Underworld runs the length and breadth of the surface world, lying somewhere between reality and myth, and came into being before the surface took shape. The closer one gets to the core of the world, the stranger conditions become until those loose guidelines referred to as the laws of nature are suspended entirely. Down below, anything can, and frequently does, happen.

All life originated in the depths, a by-product of decaying Chaos, and slowly made its way upward to the ocean floor and eventually the shifting land masses of Planet Uluros. First came the singular entities known as Chaos godlings, who in turn spawned (and, in many cases, continue to spawn) a strange variety of subcreated beings. A kind of eldritch natural selection set in shortly thereafter and led to the panoply of life now known.

In the earliest times, the now-extinct Beetle civilization arose and spread across the Underworld, the Beetles and their works immune to the influence of Chaos. The Beetles carved great cities from the living stone of the Underworld, created monuments to their mastery over Chaos and to gradually waxing natural law, and discovered the means of asserting living will over Chaotic potential—what is now called magic.

The Beetles enjoyed untold millennia of supremacy, during which time they subcreated humanity as a slave race whose ultimate purpose was to be the conquest of interplanetary space (following the discovery that Beetles go completely insane when exposed to the void), and they guided the evolution of many other life forms.

Sadly, as their wisdom increased, they came to a grim realization about their place in the universe and embarked on a completely successful campaign of self-termination, starting with the many servitor races their science had spawned over the years. This final, terrible epoch of their Underworld hegemony earned them the name Genocide Beetles among historians and esoteric authorities. Despite the ubiquity of the Beetle civilization's ruins, technologies, and other cultural remnants in the Underworld, of the living apotheosis of Order, only impotent ghosts (and the occasional revenant) endure.



APPENDIX B

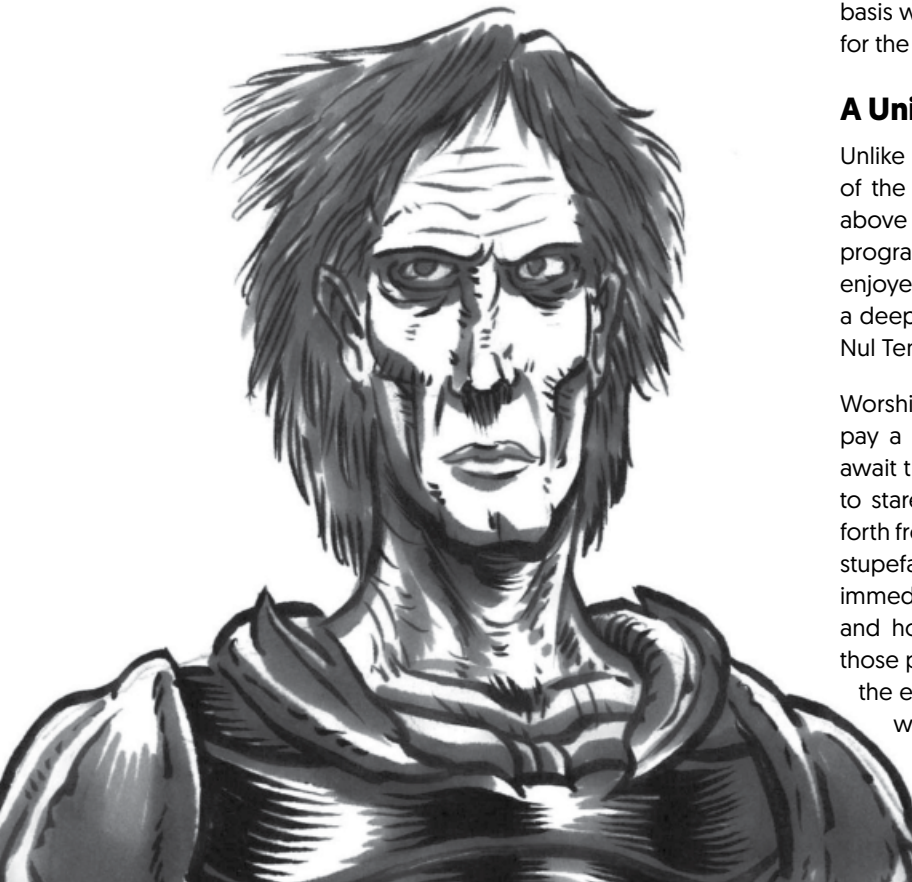
ON THE CULT OF THE MINDLESS GOD

[Excerpted from Underworld Godlings and Their Pitiable Flocks by the noted Underworld scholar and known vampire Vancirian of the Black Ooze River Valley, pictured below].

Of all the peculiar Underworld cults I have surveyed, my personal favorite remains the up-and-coming Temple of Nul. For sheer entertainment value none has amused me more than the Mindless God, his ruthless clergy, their auto-decapitated enforcers, and the self-nullifying antics of his laity.

The Myth of Nul

In the Uncounted Years before the Golden Age of the Underworld, Nul coalesced himself from Primal Chaos at the center of the world. Nul strode forth in titanic conquest and speedily amassed a sizable Underworld fief. Nul lorded over his domain for a seeming eternity in constant struggle with his fellow godlings, never knowing peace.



After a particularly destructive and indecisive war with an unnamed rival, Nul collapsed into incapacitating melancholy. An extended period of ascetic inertia followed, after which Nul ascertained the source of his anguish, suddenly arose, seized his colossal war axe, and in a single sweeping motion, sheared his head from his mighty shoulders. His mind offended him, and so he removed it.

Nul's body disposed of his head in a bottomless pit and returned to his throne. As his physical form decayed over the course of centuries, returning to the Chaos from which it had emerged, the children of Nul recovered from an eon of abuse and prospered until the dawn of the Golden Age. The disembodied head and brain of Nul, however, continue to seethe with unattainable ambitions and unsavory aims, impotent in their infinite, transdimensional fall.

The drivel above is my own abridgement, as the original tale is both long and boring. The events described have no historical basis whatever and seem to have been concocted whole cloth for the benefit of the credulous.

A Unique Appeal

Unlike almost any other religion I could name, active worship of the Mindless God yields a measurable, immediate benefit above and beyond the highly successful pabulum-distribution program maintained by the church. This curious boon can be enjoyed by any who gaze into what the church calls Nul's Abyss, a deep, dark pit installed in each of the increasingly numerous Nul Temples throughout the Underworld.

Worshippers queue up outside one of the many small temples, pay a modest fee [all Underworld currencies accepted], and await their turn to stare into Nul's Abyss, said abyss guaranteed to stare back into them. Unknown eldritch energies emanate forth from the black pit and—following a brief period of helpless stupefaction—the celebrant emerges from the temple with an immediately noticeable relief from ennui, anxiety, avarice, envy, and hostility. Worshippers often exhibit slovenly grins, akin to those provided by various popular Underworld intoxicants, but the euphoric effects of a visit to Nul's abyss persist for several weeks and appear to be nonimpairing.

Toward Mindlessness

Those particularly troubled souls who tend to visit Nul's Abysses more frequently gradually begin to show other interesting mental changes. The sense of well-being remains, but personal ambition becomes increasingly muted, relationships lose their importance, and, ultimately, the individual's sense of self erodes entirely. At this point, the priesthood intervenes, divining the subject's ultimate fate within the cult and making an assignment. A select few are deemed worthy of joining the priesthood and are whisked off to begin training. The vast majority are inducted into the Mindless God's military service. These wretches then voluntarily commit ritual self-decapitation using cult relics not unlike giant pruning shears, endure surgical implantation of receiver units (a single steel antenna extends from the neck with a small Chaos-powered device installed behind the breastbone), and immediately snap to attention as decapitate warriors, charged with providing security for the various temples and the shipments of treasure they send back to cult headquarters near Castle Ziro on the Devil's Highway.

While the cult pursues no policy of armed aggression as of this writing, one can safely assume that they build up their forces towards some sinister, as-yet-unrevealed purpose.

The God Who Never Shows Up

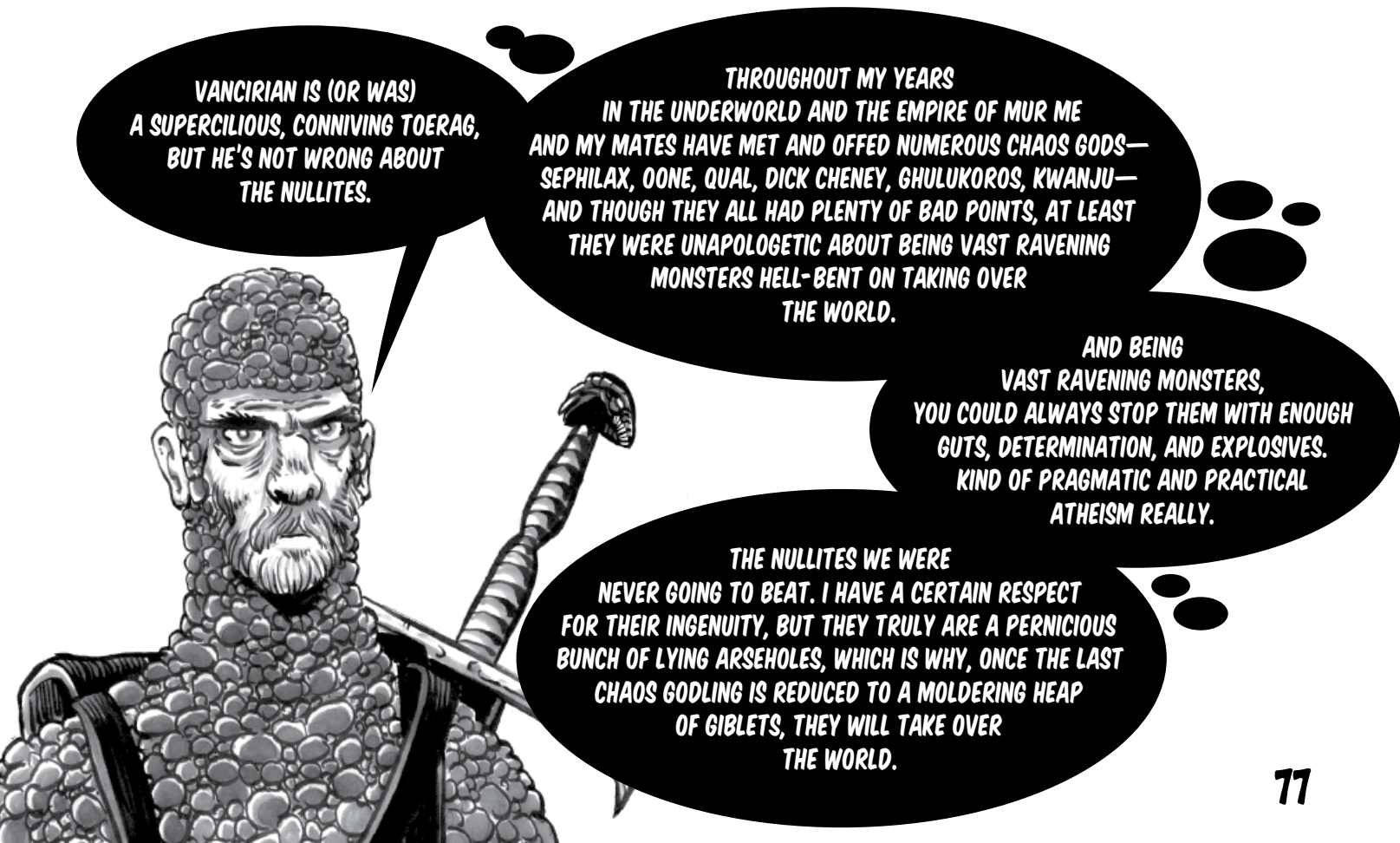
Unlike the venerated object of every other Underworld cult described in this volume, Nul has never presented as a subject, as a physical manifestation, which poses special security problems in an Underworld replete with rival superbeings fighting for supremacy (sometimes in spectacular physical

fashion) and not above blasting rival temples to smithereens. Nul's notable absence is explained away by official lore, wherein the principles of mindlessness were preserved and passed down by the Children of Nul, the aloof deity abiding in perfect and eternal incorporeal form.

To compensate for this lack of a divine deterrent, Nul operatives distribute generous bribes and pursue treaties with most of the known regional godlings. Successful, if tenuous, alliances and nonaggression pacts remain in place with Shagga-Ka the Worm Sultan and his newly spawned sibling Kwanju. Both godlings allow Nul temples in their territories, evidently willing to lose a few potential converts here and there for a taste of Nul's extremely profitable enterprise.

The Future of Mindlessness

Once when bored and drunk after an orgy of fresh virgin blood, I subjected a high priest of Nul to an extended bit of torture, and the resultant conversation (while of course of dubious veracity at best) provided a number of juicy hints as to the ultimate objectives of modern Nulism. Chief among these (the poor fellow explained between sickly gasps) is that the long-range goals of the church were almost entirely oriented toward a surface-world incursion. They estimate the appeal of Mindlessness, especially the tenet of Eternal Oblivion following earthly death as opposed to the many and sundry weird afterlife experiences espoused by the churches of Law, to be a highly exploitable commodity among the surface humans. Time will tell. As for me, a consummate spectator with a special interest in mayhem and calamity, I wish them nothing but enduring success!



VANCIRIAN IS (OR WAS) A SUPERCILIOUS, CONNIVING TOERAG, BUT HE'S NOT WRONG ABOUT THE NULLITES.

THROUGHOUT MY YEARS IN THE UNDERWORLD AND THE EMPIRE OF MUR ME AND MY MATES HAVE MET AND OFFED NUMEROUS CHAOS GODS—SEPHILAX, OONE, QUAL, DICK CHENEY, GHULUKOROS, KWANJU—AND THOUGH THEY ALL HAD PLENTY OF BAD POINTS, AT LEAST THEY WERE UNAPOLOGETIC ABOUT BEING VAST RAVENING MONSTERS HELL-BENT ON TAKING OVER THE WORLD.

AND BEING VAST RAVENING MONSTERS, YOU COULD ALWAYS STOP THEM WITH ENOUGH GUTS, DETERMINATION, AND EXPLOSIVES. KIND OF PRAGMATIC AND PRACTICAL ATHEISM REALLY.

THE NULLITES WE WERE NEVER GOING TO BEAT. I HAVE A CERTAIN RESPECT FOR THEIR INGENUITY, BUT THEY TRULY ARE A PERNICIOUS BUNCH OF LYING ARSEHOLES, WHICH IS WHY, ONCE THE LAST CHAOS GODLING IS REDUCED TO A MOLDERING HEAP OF GIBLETS, THEY WILL TAKE OVER THE WORLD.

APPENDIX G

COMPLEMENTARY HIRELINGS

With the local garrison heavily depleted by the captain's ill-advised expedition, and recently dispatched reinforcements from the south yet to arrive, the regent can offer but four men-at-arms to aid the party in their endeavor, including Oothu, a sullen but brave and loyal expatriate warrior of the Zao people, a tribe of hill barbarians, and a trusted sergeant of the guard [see **Your Guide**, p. 13].

Spearmen (2):

Oothu, Fighter Lvl 1: HP 6; AC 6 [13]; Save 14; Move 12; chain armor, spear, short sword, soldier's kit (backpack, bedroll, full waterskin, 5 days rations, flint and steel)

Chuthok, Fighter Lvl 1: HP 4; AC 6 [14]; Save 14; Move 12; spear, short sword, chain, soldier's kit (backpack, bedroll, full waterskin, 5 days rations, flint and steel); another ex-Zao warrior, mystified by much in the world outside of the scope of his tribal culture

Archers (2):

Phlonx, Fighter Lvl 1: HP 5; AC 6 [14]; Save 14; Move 12; short bow, 20 arrows, short sword, chain, soldier's kit (backpack, bedroll, full waterskin, 5 days rations, flint and steel); son of a local settler, nervous and likely to bolt under duress

Q'tang, Fighter Lvl 1: HP 5; AC 6 [14]; Save 14; Move 12; short bow, 20 arrows, short sword, chain, soldier's kit (backpack, bedroll, full waterskin, 5 days rations, flint and steel); a steady Bowman currently dedicated to staying drunk when off duty



APPENDIX D

MY CHARACTER DIED!

That's okay! It was probably hilarious, and maybe it wasn't even your fault. It's really dangerous around here. Fortunately, you took the time to prepare a spare. If convenient, the DM may have your new PC imprisoned or awaiting surgery in **Encounter Area 15** (see p. 62). Otherwise, consult the table below.

d8 HOW DOES MY NEW PC SHOW UP?

- 1 Swallowed by a colossal transplanar worm back in home dimension, proved to be indigestible, deposited in the Underworld
- 2 Formerly held under mind control by Chaos godling, now broken free and slowly recovering original personality
- 3 Employee of sorcerer from Fort Enterprise exploring a cave for spell components, fell down a fissure and woke up lost in the Underworld
- 4 Member of rival party sent by Krofax just hours before, comrades destroyed by sudden cloud of poisonous gas while off relieving self in alcove
- 5 Knocked on the head by wind-swept debris, picked up by an eldritch tornado, and dropped into the Underworld following a spectacular and uselessly prophetic dream sequence
- 6 A doomed fling with a vampire ended abruptly at the outset of what was supposed to be a romantic holiday in the Underworld; now free of spell and disgusted with self
- 7 Got really drunk and fell asleep in the street, woke up tied in a sack on the back of a lizard-driven cart trundling down the Devil's Highway
- 8 The wizard said he was teleporting me to the Big City; boy, did he screw up



APPENDIX E

UNDERWORLD RANGER CLASS

Prime Attribute: Constitution 13+ [5% XP bonus]

Hit Dice: d6

Fights: As Cleric

Saves: As Cleric [+2 bonus to roll against Chaos exposure]

Armor/Shield permitted: any

Weapons permitted: any

Race: Humans only

Minimum stats required: Str 12+, Con 12+

Underworld Rangers begin their training in early childhood after selection by secret agents who carefully monitor institutions of learning, comb poor neighborhoods, and lurk around the playgrounds of the rich. Subjects who score in the exceptional range in a battery of blood tests and Chaosometer readings (to ensure resistance to Underworld corruption) are whisked away from their homes to the nearest training facility.

These secret protectors of humanity wage a perpetual, mostly unseen war against Chaos in the Underworld below the civilized southlands. The Underworld Ranger Service operates independently of any government, keeps watch on known Underworld entrances from subterranean fortifications, maintains demilitarized zones deep into the Underworld, and engages in various operations in response to known and emergent threats.

While Ranger stations dot the semipacified southern reaches of the Underworld, there are none known in the area of the Underworld described in this volume, though there may well be a secret base or two, at the DM's discretion.

UNDERWORLD RANGER CLASS ABILITIES

Underworld Survival

In the Underworld wilderness, Rangers may forage for food and water sources with a 4-in-6 chance of success per day (over the course of an adventuring day, or for a two-hour period of uninterrupted foraging). Successful foraging results are determined by a roll on the table below (provided for color, DMs should adjudicate results based upon local environment):

d12	UNDERWORLD FORAGING SUCCESS
1	2d4 plump and juicy rats (single meal for up to 8 humans)
2	2d6 delicious bats (single meal for up to 12)
3	1d6 blind cave fish (single meal for up to 12)
4	Several handfuls of glutinous fungi (single meal for party)
5	Small sack full of edible lizards (party eats for 1 day)
6	Huge blob of life-sustaining pool algae (party eats for 1d2 days)
7	1d3 giant rock snails (party eats for 1d3 days)
8	A dozen giant lizard eggs (party eats for 1d4 days)
9	2d20 giant spider hatchlings (party eats for 1d4 days)
10	Large sack full of giant insect larvae (party eats for 1d4 days)
11	Bushel of nutritious lichen (party eats for 2d4 days)
12	2d4 cave cephalopods (party eats for 2d4 days)

A successful check also indicates a source of potable moisture capable of sustaining the party indefinitely in that location.

Underworld Tracking

In the Underworld (and nowhere else), the basic chance for successful tracking (on a day-to-day basis) is 90%, modified by -10% for each day since the tracks were made and modified by -10% (for the entire effort thereafter) for circumstances such as Underworld weather or any other phenomena that could obscure the trail.



OPERATION UNFATHOMABLE

Special Equipment

Upon completion of basic training, the Underworld Ranger is entrusted with the following special items of equipment:

- **Badge of Service:** Most Underworld sentients (science fungoids, white and gray humanoids, et al.) recognize the Underworld Ranger Service and will avoid hostilities whenever possible. Exceptions abound, specifically the cults and other forces of most known godlings, and these may be provoked into the use of lethal force against the URS where others might be treated with clemency. Alien beings such as the blind antler men do not recognize any human/humanoid authority.
- **Light-intensifying goggles:** grant the user low-light vision as per infravision

Issued at 2nd level:

- **Service Blade:** a short sword enchanted with a permanent anti-Chaos ward that provides a damage bonus equal to +1 against creatures of Chaos (magical beasts, constructs, “demons,” etc. at the DM’s discretion) and may hit creatures that otherwise require an enchanted weapon of up to +2.

Issued at 3rd level:

- **ZR-1 sidearm** (see p. 96)

Items lost or destroyed may only be replaced by visiting a ranger station and filling out the requisite paperwork.

Standard Items

Underworld Rangers begin play with any number of mundane dungeoneering items approved by the DM.

Monetary Policies

While members of the URS enjoy any XP earned through the acquisition of treasure, Rangers are obliged to attempt to return acquired wealth to the Ranger Service, keeping only what they may need in the performance of their duties. Paperwork must be filed for such allocations at the nearest URS station.

Saving Throw Bonus

Underworld Rangers receive a +2 bonus to saving throws against magic spells and other effects directly related to Chaos (such as long-term Underworld exposure, proximity to Primal Chaos, etc.)

Requisition Item

Starting at level 4 (Ranger), Underworld Rangers receive authority to requisition a number of items equal to their level from the nearest ranger station. The UR must complete a pain-in-the-ass bit of paperwork specifying the items and describing the need for each then wait for approval for 2–8 days of idleness. Lost or damaged items provoke a formal investigation, additional pain-in-the-ass paperwork, and possible disciplinary action up to and including dismissal from the URS.

Items available:

- Healing balms (restores 1d6+1 HP when applied topically)
- Light-intensifier goggles (see in the dark up to 60’)
- ZR-1 “Dissuader” Sidearm
- ZR-2 Lightning Gun (plan for use must be submitted for approval, adds 1d4 days to approval process)
- Chaosometer
- Chaos-dampener, man-portable
- Standard-issue potions, DM adjudicates availability which is limited in all cases

For complete item descriptions, see **Appendix G: Monsters, Treasures, and Spells**, p. 83.

Retirement Options

Unlike most classes, members of the URS do not attract retainers or establish strongholds of any kind. While it is possible for high-ranking Rangers to apply for positions with High Command (handled at the DM’s discretion), more commonly Rangers facing retirement will instead outfit themselves for a final descent into the Underworld to smash Chaos in its stinking nest until strength and life fail at last.

XP	LEVEL	RANK	HD (D6)	SPECIAL EQUIPMENT
0	1	Greenhorn	1	Badge of Service, Light-Intensifying goggles
4,000	2	Guard	2	Service blade
8,000	3	Guard First Class	3	ZR-1 sidearm
16,000	4	Ranger	4	Requisition Item
32,000	5	Ranger II	5	—
64,000	6	Ranger III	6	—
120,000	7	Ranger IV	7	—
240,000	8	Subcommander	8	—
360,000	9	Commander	9	—
480,000	10	Underwarden	9+2	—



APPENDIX F

MONSTERS, TREASURES, & SPELLS

MONSTERS

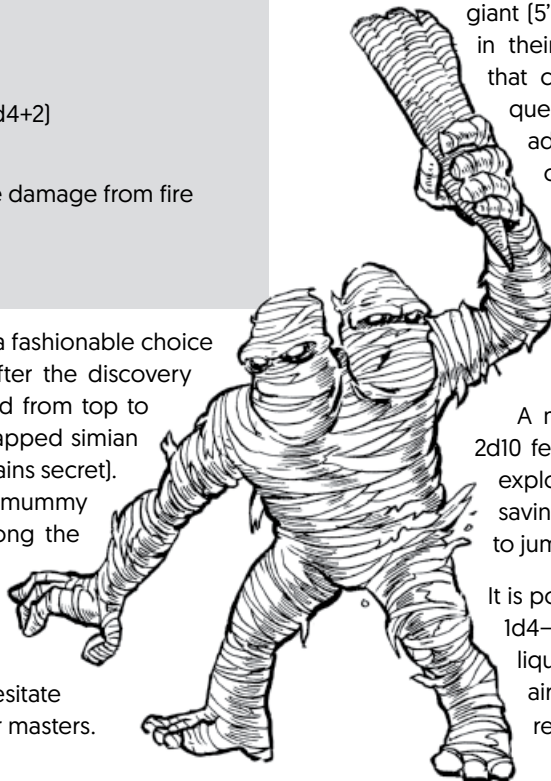
APE MUMMY, TWO-HEADED (MEDIUM)

Hit Dice: 4+1
Armor Class: 5 [14]
Attacks: Weapon [1d10+2] or fist [1d6+2]
Saving Throw: 12
Special: Immune to charm, double damage from fire
Move: 9
Challenge level/XP: 5/240

APE MUMMY, TWO-HEADED (GIANT)

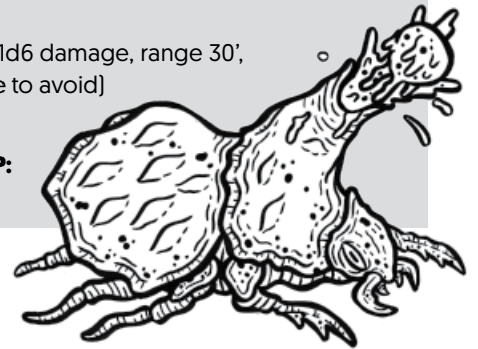
Hit Dice: 8+1
Armor Class: 5 [14]
Attacks: Weapon [2d8+2] or fist [2d4+2]
Saving Throw: 12
Special: Immune to charm, double damage from fire
Move: 9
Challenge Level/XP: 9/1100

Two-headed ape mummies became a fashionable choice of bodyguard by Nul cult officials after the discovery of a massive inverted pyramid loaded from top to bottom with ancient but carefully wrapped simian corpses (the location of this trove remains secret). To reanimate and enthrall an ape mummy remains a mark of true mastery among the Nullites. The reanimation process activates a dim consciousness in the eon-old apes, allowing them a modicum of silent personality. They take their task seriously and will not hesitate to sacrifice themselves to protect their masters.



BEEBLE, FIREBOMB

Armor Class: 5 [14]
Hit Dice: 2
Attacks: 1 bite [1d4] or firebomb
Saving Throw: 17
Special: Firebomb [1d6 damage, range 30', 10' radius burst, save to avoid]
Move: 12
Challenge Level/XP: 3/60



Another component of the Underworld's carrion-clean-up crew, these solitary

giant [5' long] insects are also ferocious, thriving in their environment by a defensive strategy that can be summed up as "shoot first, ask questions later". The rhinoceros-like horn adorning the head of the firebomb beetle contains a natural weapon similar to a WW2-era mortar.

Projectiles lobbed from this organ explode on impact, doing damage to anything within 10 feet. On a successful attack roll, the projectile strikes the intended target.

A miss indicates the projectile has landed 2d10 feet away in a random direction, possibly exploding on unintended targets. A successful saving throw indicates that the target managed to jump clear.

It is possible to harvest from deceased beetles 1d4-1 bombs, gelatinous cysts filled with a liquid that immolates upon contact with the air. These may be carried in relative safety, requiring significant force to rupture.

APPENDIX F: MONSTERS, TREASURES & SPELLS



BLIND ANTLER MAN

Hit Dice: 6

Armor Class: 2 [17]

Attacks: Self-heating sword [1d8+1d4] or death ray pistol [1d8+1]

Saving Throw: 8

Special: Regenerates 1 HP per round

Move: 12

Challenge Level/XP: 8/800

These mysterious actors, animal-fungus hybrids alien to this dimension, fell down upon Planet Uluros as hibernating spores on a great meteorite that crashed through the surface into the Underworld's Great Lichen Plain. After centuries of labor, a bewildering metropolis now occupies the northeast corner of their great cavern, featuring vast group-meditation spaces full of motionless blind antler men standing around perceiving things.

- Slip into inert state of deep observation, sometimes in midsentence, when alerted to wide variety of stimuli by sensory array

- Able to cast limited selection of spells by direct mental manipulation of ambient Chaos in the Underworld with none of the hassle of verbal, gestural, or material components
- Cosmic awareness enhanced by senses known and unknown; consider themselves equal to Chaos godlings in wisdom and stature but require no unseemly worship as do the emotionally starved and stunted godlings
- Biotechnological devices further enhance capacity to probe the unknown
- Field armies only occasionally but have never lost a battle
- View surface people as menaces thanks to ability to "taste" greed, hate, irrational fear, and other universal human characteristics, all of which make them want to vomit.

CAVE SWALLOW



Armor Class: 7 [12]

Hit Dice: 1

Attacks: beak [1d6] or talons [1d6]

Saving Throw: 15

Special: overbear on successful hit and search for rope

Move: 18

Challenge Level/XP: 1/15

These giant birds, blue-green plumage evolved to provide camouflage in the Underworld glow, seek rope [50' increments preferred] to build their colonies in high-roofed chambers and passages. The swallows do not indulge in wanton violence; once they have relieved the party of any rope in their possession they gently release their captives and dart off to improve their nest.

CEREBROMORPH



Hit Dice: 2+1

Armor Class: 9 [10]

Attacks: Electric shock [2d6 to all opponents within 10', save for half]

Saving Throw: 14

Special: Immune to electricity

Move: 12

Challenge Level/XP: 3/60

These pitiable beings appear entirely human, with one major exception: in place of a head, a huge mass of convoluted tissues shaped like a brain glistens with moisture and crackles with electricity. When threatened, cerebromorphs lash out with a lightning-like blast of voltage in a 10' radius (followed instantly by a peal of miniature thunder).

OPERATION UNFATHOMABLE

Cerebromorphs are most often encountered as the thralls of evil wizards, who use the creatures as adjuncts to their own intellects, enhancing spell-casting abilities (1 extra 1st- to 4th-level spell stored in each thrall). With the proper arcane techniques, cerebromorphs can also be used en masse for more complex magical effects.

CHAOS FLY

Armor Class: 5 [14]

Hit Dice: 1 hit point

Attacks: Sting (1 point of damage)

Saving Throw: 16

Special: Flight, poison (save or take 1 additional point of damage)

Move: 14 (flying)

Challenge Level/XP: B/10



Chaos flies appear as fist-sized house flies with twisted, agonized, overly hirsute humanlike faces. They sting with extendible barbed tongues. Their peculiar life cycle requires the presence of snow, within which their larval spawn, the snow maggots, somehow thrive. Swarms of chaos flies compete with other Underworld vermin for carrion, which they carry back to their breeding grounds.

DECAPITANTE

Armor Class: 4 [15] (varies by armor type)

Hit Dice: 1

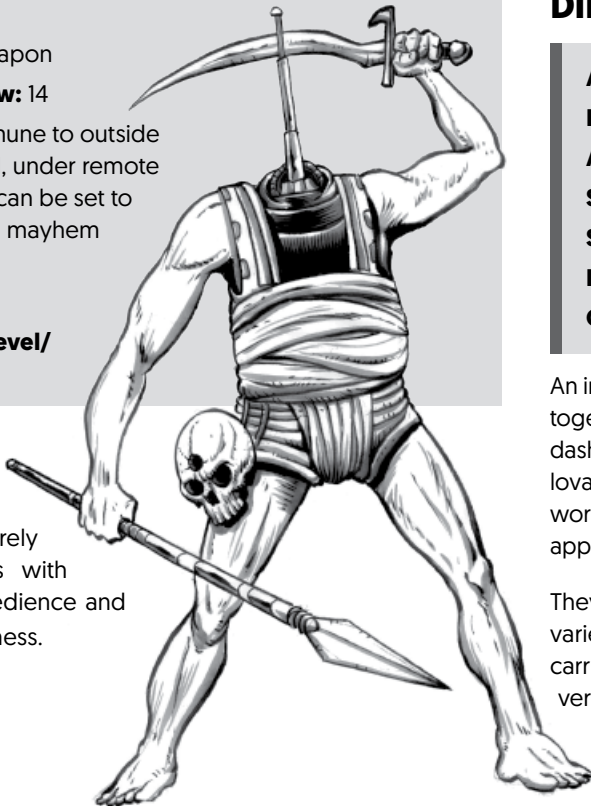
Attacks: Weapon

Saving Throw: 14

Special: Immune to outside mind control, under remote control (but can be set to autonomous mayhem mode)

Move: 12

Challenge Level/XP: 1/15



The headless soldiery of Nul, decapitantes serve their entirely cynical masters with unmatched obedience and perfect selflessness.



DIM

Armor Class: 6 [13] (tough hide)

Hit Dice: 4

Attacks: Fist (1d4+3), by weapon (+3)

Saving Throw: 10

Special: Immense strength, tireless, gentle

Move: 12

Challenge Level/XP: 5/240

An infamous Underworld sorcerer in need of heavy lifting spliced together the DNA of a variety of mammalian species (with a dash of mighty cephalopod muscle) to create these simple, lovable, incredibly strong (STR 19) creatures. To ensure a proper working relationship, each dim must be bonded to its master by application of the costly specialty spell *enthral dim* (q.v.).

They understand most human dialects and respond to a wide variety of manual-labor-related commands ("pick this up and carry it over there" being the most common) but can only verbalize the single syllable "HOO".

While fully capable of dealing out lethal punishment, dim behave aggressively only upon command from their masters.

APPENDIX F: MONSTERS, TREASURES & SPELLS

DWARVES OF THE UNDERWORLD

Certainly the work of the Beetle civilization's industrious genetic manipulation program, the dwarves of the Underworld, subsequently divided into three distinct cultures and types by years of isolation, continue to thrive despite a rigorous attempt at genocide by the Beetles an eon ago.

Dwarf, Bat-Winged

Armor Class: 4 [15]
Hit Dice: 1
Attacks: Weapon [1d8]
Saving Throw: 6
Special: Flight, immune to Chaos, magic resistance 25%
Move: 6/18
Challenge Level/XP: 2/30



Unpleasant and grumpy despite the gift of flight, bat-winged dwarves are the rarest of the dwarf breeds and unknown outside of the Underworld. Though their origins remain shrouded in mystery, they believe themselves to be the Ur-dwarves, the original stock from which their cousins devolved.

They are not makers, but opportunistic and enthusiastic entrepreneurs, known to seize and occupy abandoned Beetle structures for use as gold-generating ventures. They also occasionally hire themselves out as mercenaries if the purse is substantial enough.

Dwarf, Blue

Armor Class: 4 [15]
Hit Dice: 1
Attacks: Weapon [1d8]
Saving Throw: 6
Special: Immune to Chaos, magic resistance [25%]
Move: 6
Challenge Level/XP: 1/15

The dour blue dwarves apply highly developed technical skills to a bewildering variety of engineering and mechanical projects, none of which serves any purpose discernible to outside observers [who are frequently rubbed out by the secretive blues]. The great works of the blue dwarves remain mysterious to [or completely unnoticed by] most of the powers and principalities of the Underworld. Blue dwarves often recite mathematical formulae to one another on their pilgrimages from worksite to worksite, pausing at regular intervals for mandated binge-drinking breaks [if hard liquor affects them, it is awfully hard to tell].

Dwarf, Gray

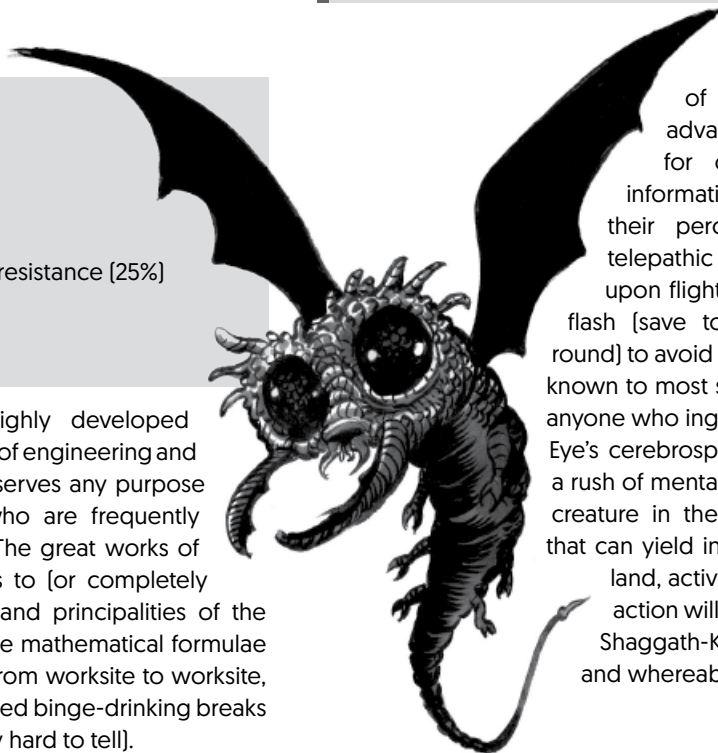
Armor Class: 4 [15]
Hit Dice: 1
Attacks: Weapon [1d8]
Saving Throw: 6
Special: Immunity to Chaos, magic resistance [25%]
Move: 6
Challenge Level/XP: 1/15



The taciturn gray dwarves apply themselves to the arts of demolition and carry on a continuous insurgency with any Underworld powers that have offended them at any time in their long history [including most, if not all, known Underworld cults and their godlings]. Occasionally, gray dwarves will accept the aid of outsiders if it furthers their current goals.

EYE OF SHAGGATH-KA

Armor Class: 5 [14]
Hit Dice: 1d4 HP
Attacks: Wing buffet [1 damage]
Saving Throw: 17
Special: Telepathy, flight, blinding ocular flash [save to avoid 1 round of blindness]
Move: 18
Challenge Level/XP: 1/15



Constructs of the Worm Sultan, the Eyes of Shaggath-Ka act as advance reconnaissance for cult military units and information gatherers, reporting their perceptions via an innate telepathic ability. They depend upon flight, speed, and their ocular flash [save to avoid blindness for 1 round] to avoid enemy aggression. A fact known to most subterranean humanoids: anyone who ingests a small amount of an Eye's cerebrospinal fluid will experience a rush of mental images gathered by the creature in the past twenty-four hours that can yield insights into the lay of the land, activities of denizens, etc. This action will also telepathically inform Shaggath-Ka of the drinker's mind and whereabouts.

MICROPUDDING

Armor Class: 5 [14]
Hit Dice: 1 HP
Attacks: Digestive-enzyme spray (1d4-1), 5' range
Saving Throw: 10
Special: Hateful yet mindless
Move: 6
Challenge Level/XP: A/5

At the dawn of time, forgotten godlings banded together to destroy the vile Megapudding. In so doing, they released into the Underworld countless micropuddings, each once a constituent part of the immortal Megapudding now rendered tiny, nearly mindless, and perpetually hostile toward all that lives. Fist-sized and translucent, micropuddings tend to cluster uselessly in heaps of detritus, whiling away the millennia until opportunity presents to commit microaggression against any creature unlucky enough to discover them.

Their digestive-enzyme spray dissolves flesh, easily seeping through armor, but does not harm inanimate materials.

MIND-BAT

Armor Class: 6 [13]
Hit Dice: 2
Attacks: 2 claws (1d6 each)
Saving Throw: 17
Special: Flight, stun power (save at +2 or be unable to act for 1d4-1 rounds), psycholocation (detect nervous systems, 100' range)
Move: 3/14 (flying)
Challenge Level/XP: 4/40



Winged, hairless subterranean predators of roughly human size and weight, mind-bats get their name from the brain-like shape of their otherwise featureless heads and their singular ability to stun prey with a focused beam of mental energy. This special attack causes both the creature's brain and that of the intended victim to momentarily glow a bright green, and those targets who fail their saving throw (at +2) collapse to the ground, unable to move for 1d4-1 rounds. Mind-Bats also use this ability as a psychic analogue to echolocation and can detect active nervous systems from a distance of 100 feet. Wicked serrated claws the size of broadswords serve as defensive weapons and to scoop up fallen prey for leisurely consumption back at their lairs in lofty underworld grottoes.

NEWT-MEN

Armor Class: 9 [10]
Hit Dice: 1d4 HP
Attacks: Weapon (1d6)
Saving Throw: 16
Special: Double damage from acid, fire, and heat
Move: 12
Challenge Level/XP: A/5

Created from living salamanders and newts, newt-men exist only to serve the whims of their master (typically the heartless sorcerer who created them). They do not speak but always understand their master's commands, which they obey 80% of the time.

Newt-men are fearless combatants, if relatively puny (4½' tall), eager to escape their debased condition through the sweet release of death in battle. Because of their sensitive skin, newt-men never wear armor and take double normal damage from acid, fire, and heat-based attacks.

PILL BUG, GIANT

Armor Class: 5 [14] [3 [16] when in ball]
Hit Dice: 1-1
Attacks: Bite (1d4) or rolling slam (1d6)
Saving Throw: 15
Special: High-speed roll
Move: 12/18 (roll)
Challenge Level/XP: 1/15

For the most part, giant (4' diameter in pill form) pill bugs content themselves with scavenging, but they certainly get excited on the rare occasions they encounter relatively small and weak prey like a juicy human wandering alone in their Underworld environment. While not capable of truly cooperative action, they can and do weigh the numbers in any given encounter and attack or flee accordingly.

- Appear in groups of 3-18
- Roll up into armored balls when distressed, roll through danger to safety, though not above slamming into anyone in the way



PSYCHEPHAGE

Armor Class: 9 [10]

Hit Dice: 4

Attacks: Proboscis (aims for brain, instant death on natural 20) and claws (1d4)

Saving Throw: 13

Special: Half-damage from normal weapons, *hallucinatory terrain* at will, intellect sniffing, limited spell casting during cranial consumption

Move: 9

Challenge Level/XP: 6/400



A devolved strain of blind antler men that was never able to adapt to digesting earthly materials, the psychephages developed over time into super-specialized soul eaters, intellects frittered away with disuse until they became at last semi-immortal, single-minded engines of destruction.

- Following consumption of living sentience, forever able to conjure up the personality and project a convincing illusion of victim, but speech is always a hash of non sequiturs and meaningless soundbites
- Smells intellect up to 80' in any direction and always stalks/attacks the brainiest people first; if it consumes a brain containing memorized spells, these are instantly and simultaneously cast, targeting anything nearby at random
- Projects illusion of surrounding terrain to conceal self from prey until ambush opportunity presents itself
- Sucks out the brains, extracts that certain special something [soul, psyche, whatever], sneezes the remaining tissues out in a non-damaging but gratuitous, revolting blast
- Do not reproduce, only a handful remain



SCIENCE FUNGOID

Armor Class: 6 [15]

Hit Dice: 3

Attacks: Weapon

Saving Throw: 5

Special: Slow regeneration (1 HP/turn), magic resistance (30%)

Move: 9

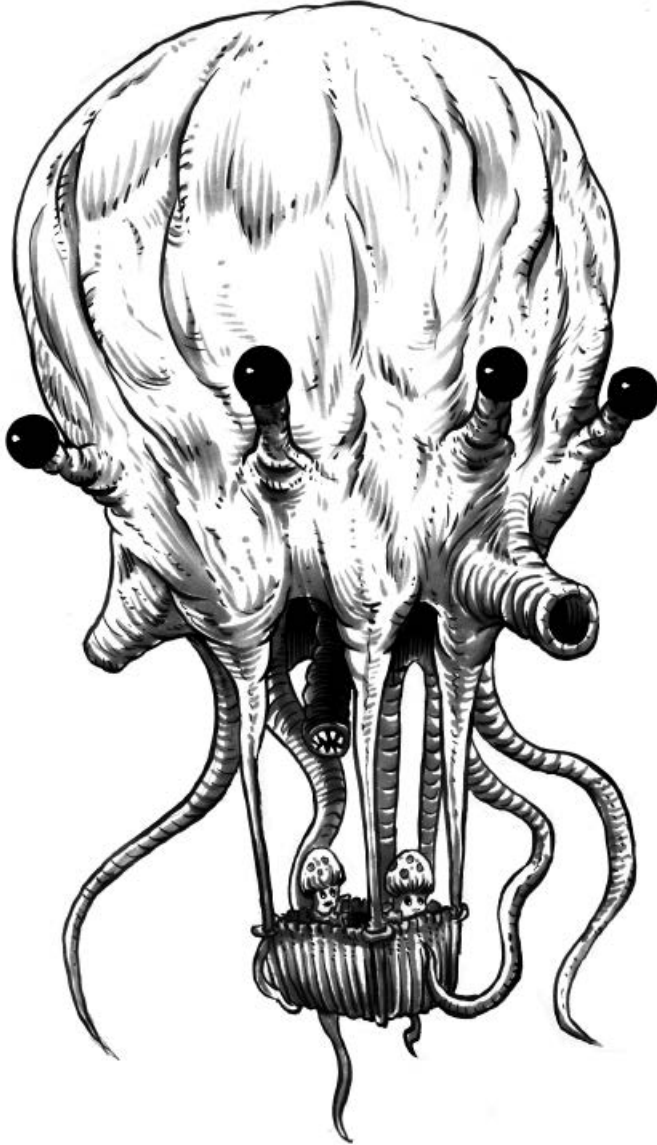
Challenge Level/XP: 4/120

These cute little mushroom men eagerly engage any they meet with voices like bursting bubbles, and release clouds of interpreter spores that, if inhaled, allow for permanent comprehension. Dedicated to the accumulation of learning for its own sake, they face intellectual challenges with inhuman determination, unhampered by ethical considerations of any kind.

- **Disposition:** Charming, friendly, generous, overflowing with manic joy; emit near-constant peals of high-pitched tittering
- **Violence:** Generally left to humanoid bodyguards, otherwise by weapon
- **Enemies:** Official policy of neutrality, big secret plans for everyone
- **Aims:** Current overriding concern: learning everything there is to know about human(oid) physiology/psychology with a special emphasis on surface beings
- **Treasure:** Generally carry enough ready cash in a wide variety of Underworld currencies to grease the wheels of diplomacy; sacks of experimental fungi
- Formerly referred to themselves as wise gardening fungoids, spent all energies on creating new and interesting fungal topiary until contact with the blind antler men and their space-born learning triggered a cultural revolution; unlike the indifferent antler men, the fungoids set themselves to mastery of the cosmos
- Specialize in the development and propagation of a wide variety of medicinal, psychoactive, mutagenic, and frequently lethal fungal strains and eagerly test these innovations on human subjects willing to sign a waiver; additional tests conducted on captive clone populations well out of public view
- Often freely distribute to adventurers antipersonnel puffball fungi [see p. 95] and spore-laden caps that are known to produce currently unpredictable mutations for further field testing, if recipient agrees to record effects and return with data
- Underworld ecology now considered well understood; interest has moved on to the surface world, specifically humanity, marked by the recent opening of the Fungoid Institute of Human Sciences, a magnificent facility on the shores of the Black Ooze River

OPERATION UNFATHOMABLE

- Unimpressed with Chaos godlings as a rule but deal prudently with these beings and their minions
- Boast the Underworld's only true air force (usable in chambers of sufficient size), composed of living dirigibles, gas-bag organisms manipulated and permanently enslaved by allied sorcerers



Science Fungoid Living Dirigible

Armor Class: 6 [14]
Hit Dice: 12
Attacks: Bite: extensible jaw [1d12], range 25'
Saving Throw: 12
Special: Flight, can carry up to 2,000 lb. payload
Move: 12
Challenge Level/XP: 7/600

Living dirigibles self-inflate with a lighter-than-air gas produced by an array of subdermal glands. This gas is highly flammable, but only critical hits (natural 20) with burning missiles will penetrate their thick rubbery flesh enough to ignite the gas. Despite their expressive googly eyes and active appetite, living dirigibles operate with typical fungal intelligence (which is to say none, really). They follow verbal commands from science fungoids only, though they could possibly be fooled by a magically assisted ruse.

SEGMENTED GIANT

Armor Class: 3 [16]
Hit Dice: 12
Attacks: Whiplash punch [2d8]
Saving Throw: 6
Special: Magic resistance 75%, immune to heat, cold, and vacuum
Move: 18
Challenge Level/XP: 14/2600

Segmented giants were created by the Beetles as a prototype for construction slaves in their aborted deep-space exploration/colonization project, which was discontinued because of budgetary constraints incurred by perpetual Genocide Wars, and the giants were set to work in the Underworld.

- Able to survive indefinitely thanks to self-renewing depleted Chaos metabolism; immune to poisonous gases; highly resistant to magic and environmental factors such as heat, cold, vacuum
- Stupendous physical strength; able to retract limbs accordion-fashion as convenient; powerful hands and feet act as multitools able to cut stone, act as clamps, drive spikes, etc.
- Crafts additional tools when engaged in project, liberating raw materials from Underworld denizens as needed
- Luminous eyes project light of variable intensity up to a distance of 240'
- In addition to keeping paleogean Beetle architecture in tip-top condition, Segmented Giants are occasionally seized by wistful yearnings for new projects and can be highly suggestible during these vulnerable periods
- Able to perceive and communicate with even the most intangible beetle ghosts still stalking the Underworld (typically haunting ancient dwellings, temples, and laboratories); always obeys their commands
- Fears and loathes most humanoids because of centuries of accumulated evidence of their inherent treachery and unpredictable irrationality; will attempt to avoid most contact unless in dire need of work material
- If somehow engaged in communication, refers to self as the Custodian; able to provide vague hints about Underworld history but exclusively through the lens of a deep and abiding interest in architecture and little else

SLUGMAN

Armor Class: 6 [13]
[slimy hide]

Hit Dice: 1

Attacks: Weapon

Saving Throw: 3

Special: Destroyed by salt

Move: 12

Challenge Level/XP: 1/15



Slugmen hail from the Black Ooze River, where they have developed a thriving commercial empire centered in Slugtown, their primary colony and really the only place truly suited for comfortable habitation. Encountered elsewhere, a slugman (a moniker they endure for the sake of interspecies trade; really, they are hermaphroditic) will be uncomfortable but generally affable and set to accomplish its given task, most often alone but for the company of their servitor dim (see p. 85). Whenever possible, the gentle beings conduct Underworld business by proxy, but occasionally they must venture forth, their palanquins loaded with subtle bogwaters and sloughs to sustain slugmen as they build their personal fortunes and scheme to improve their stations.

Salt is poisonous to slugmen if consumed or applied topically in large doses. They might recoil from a brandished salt shaker instinctively, but to pose a lethal threat the slugman would have to be covered in the substance.

SUBTERRANEAN HUMANOID (WHITE AND GRAY)

White subterraneans are identical to surface men in most respects, distinguished by their semi-translucent chalk-white skin and sharklike black eyes. Created by the Beetle Civilization as intelligent proxies to pilot their planned missions to the stars, a percentage of the population escaped genocide during the Beetles' darkest period and eventually became the humans of the surface.

Some escaped into the Underworld and began a civilization of their own, in many ways modeled upon their extinct creators.

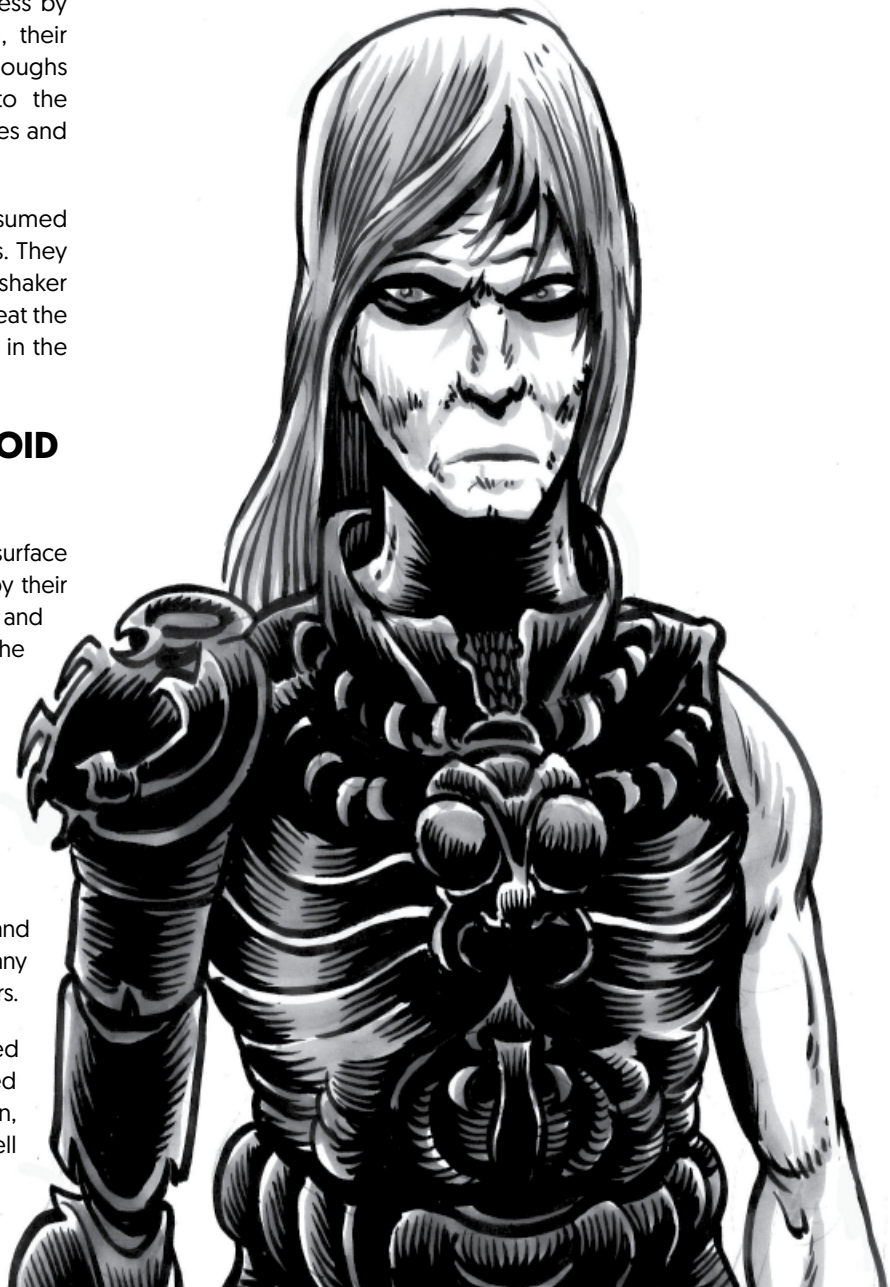
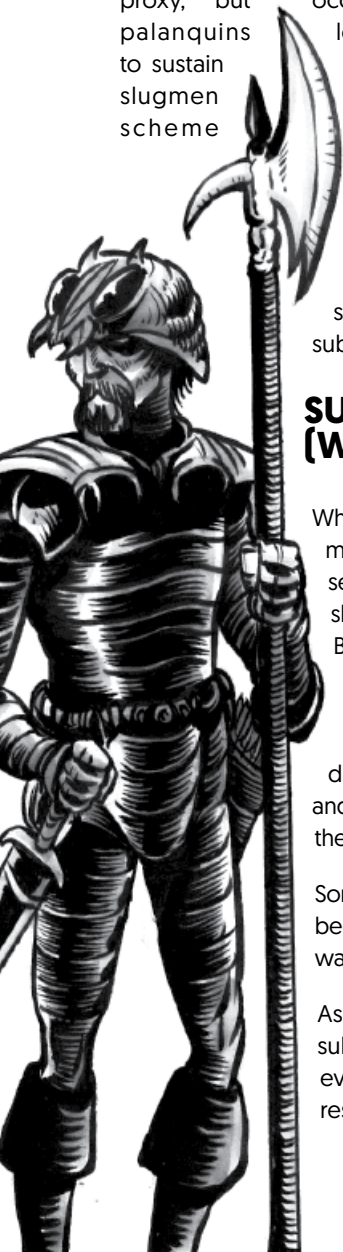
As the centuries ticked by, the tainted subterranean environment accelerated evolutionary changes in the population, resulting in the loss of pigment, as well

as the generation of the slightly more chaos-resistant gray subterranean subrace. The grays hew more closely to their cultural origins than the whites and pursue Beetle-mindedness above all else. As a result, their material culture also closely reflects grim, warlike Beetle aesthetics.

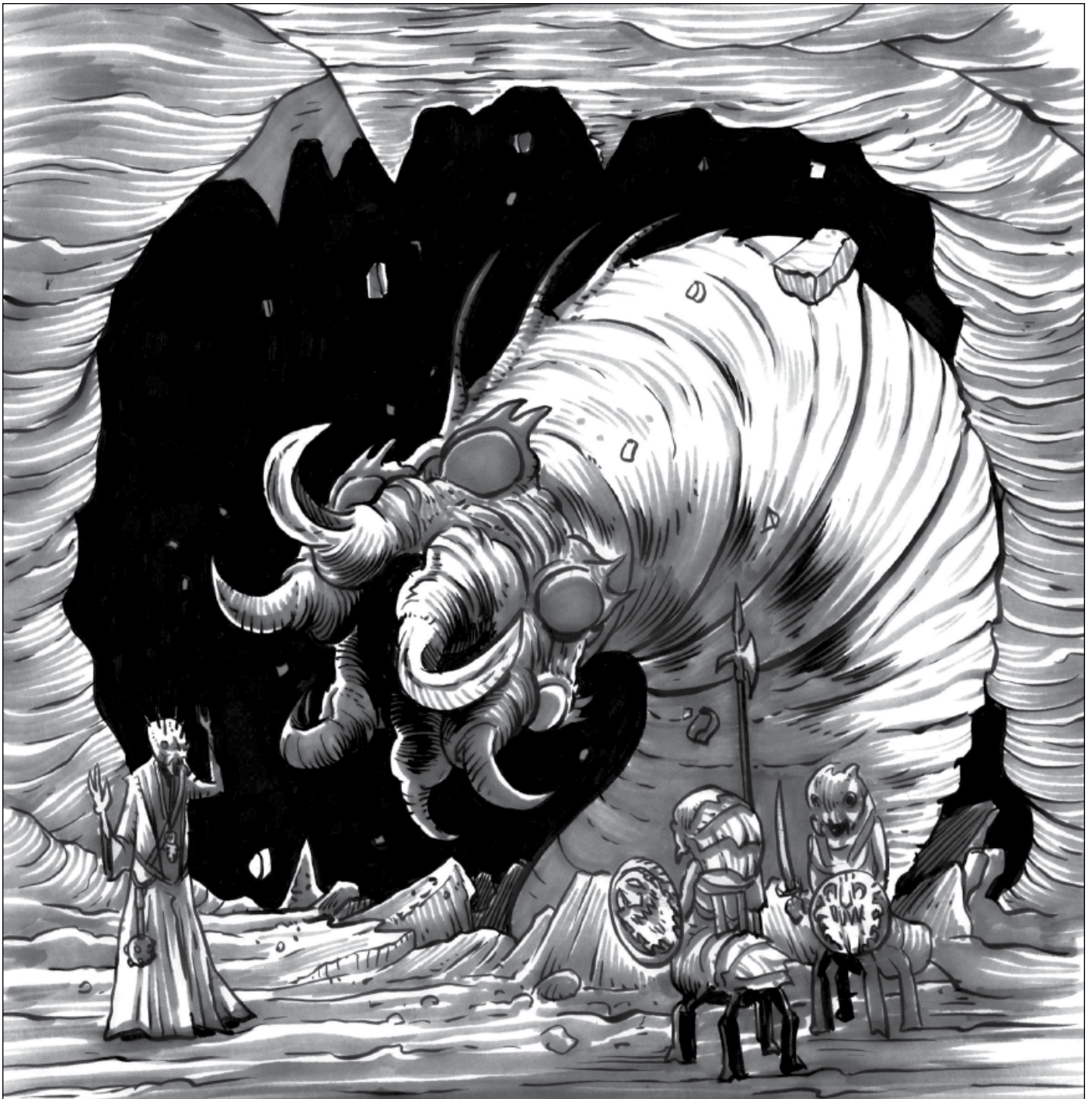
The white subterraneans, by contrast, abandoned most of the vestiges of Beetle culture long ago and instead pursue a no-less-grim but distinct culture of their own. White humanoids seek to cultivate quiet inner peace through meditation, a variety of martial arts, and the heavy use of mind-altering substances.

Over the course of time, inevitable intraspecies warfare erupted, all traces of gray genetics were forcibly removed from the white population, and the two peoples parted company, reuniting every so often for renewed hostilities.

For game purposes, these beings are identical in all respects to surface humans, may pursue any class, and may breed successfully with surface humans.



OPERATION UNFATHOMABLE



WORM, CARRIER

Armor Class: 3 [16] (immune to arrows)

Hit Dice: 21

Attacks: Smash (3d6); swallow 1d4 human-sized creatures whole with attack roll of 19–20

Saving Throw: 10

Special: Tunnel, berserk [1 in 6 chance per encounter]

Move: 18

Challenge Level/XP: 21/4700

Carrier worms, created at the behest of Shaggath-Ka by his enslaved drone-brides, are 40' long segmented worms with a ring of powerful tentacles surrounding their huge mouths [capable of dilating to 12' diameter]. They serve as semi-intelligent troop transports, capable of tunneling through even the sturdiest Underworld stone to deliver their payload to most any location.

- Can store up to 36 encysted worm troopers or other roughly human-size forces in massive transport gizzard
- Supplemental gizzards used to haul heavy siege equipment or other military cargoes

APPENDIX F: MONSTERS, TREASURES & SPELLS

- Tunnel through earth and rock at full movement rate
- Flawless Underworld navigation via psio-location: send out constant waves of psionic impulses, perceive 3D image of surroundings to a distance of several miles
- Spell-casting disrupted within 60' of carrier worm as side effect of psionic emissions
- Explode into caverns and chambers, regurgitate troops, resume tunneling as per orders, stand by to extract troops
- Will only wholly emerge from tunnels at direst emergency or if berserk (see below)
- Occasionally carrier worms succumb to their mostly suppressed battle urges and go on rampages of violent mayhem, always directed at known enemies but sometimes inadvertently screwing up carefully planned operations, an offense for which they face eternal damnation and exile
- Embittered exile worms sometimes attach themselves to Underworld mercenary forces
- When not on active duty, spend every available moment in active praise and worship of their deity, lurking outside of his unholy Dome of Contemplation like faithful but slightly irritating attention-seeking hounds; they just want to get as close as possible to their cherished Worm Sultan

WORM SOLDIER

Armor Class: 5 [14]
Hit Dice: 1
Attacks: Weapon
Saving Throw: 14
Special: Unshakable morale
Move: 12
Challenge Level/XP: 2/30

The inexhaustible soldiery of Shaggath-Ka, these worm men stand 6' tall, and their mandibles gnash and froth menacingly with barely contained battle lust.

- Continuous waves of reinforcements provided by the hideous, blood-guzzling, self-fertilizing drone-wives of Shaggath-Ka, who produce millions of eggs at a go and deposit them in the Worm Pits, where a terrible cannibalistic struggle ensues; only 1d6x100 adult worm troopers emerge per batch

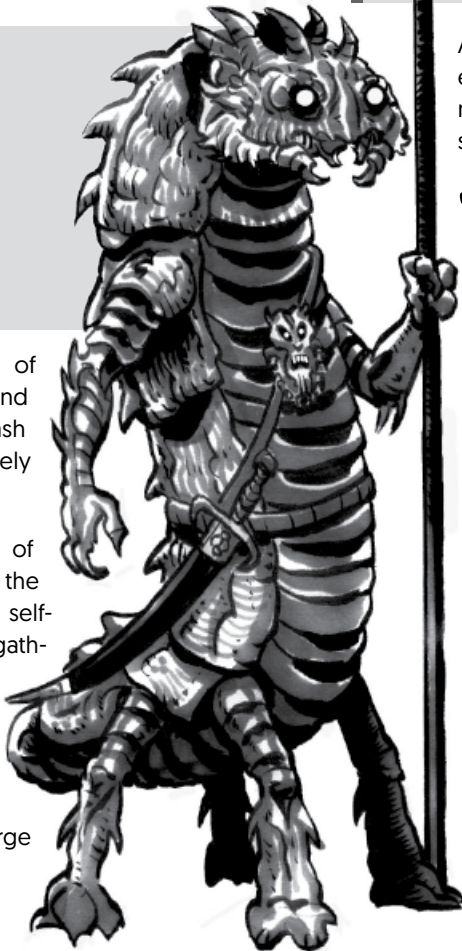
- Unshakable morale: once set to a task by their master or his high priests, worm soldiers sacrifice their lives toward these ends without the slightest hesitation and may, in fact, look forward to the opportunity
- Subjected to thorough training in battle tactics under tutelage of the priesthood but must struggle against powerful innate urge to commit all available forces in single all-out frontal assault
- Encysted in stasis-goo then shipped to secret storage chambers in numerous strategic locations around the Underworld, magically activated as needed by Shaggath-Ka or his priesthood
- Often deployed via colossal, fast-tunneling carrier worms; stored in transport gizzard until disgorged at desired location

WORM SURGEON

Armor Class: 9 [10]
Hit Dice: 2
Attacks: 1d6 [scalpel protuberance]
Saving Throw: 14
Special: Cure serious wounds (3/day), diagnostic power
Move: 12
Challenge Level/XP: 4/120

Another of Shaggath-Ka's creations, worm surgeons exist to heal the godling (and, more rarely, damaged minions deemed important enough to save). They shy from combat but will defend themselves.

- Diagnostic organ: spiny protuberance that emerges involuntarily from an orifice atop their heads; senses health data from any creature within 10', from which the worm surgeon's finely tuned medical instincts extrapolate diagnoses (5 in 6 chance of accuracy)
- Doctor-patient confidentiality: not recognized; spout off their diagnoses and health recommendations compulsively, even if engaged in combat with their subject.



EQUIPMENT & TREASURES

ANTI-CHAOS PILLS

[See **Conditions in the Underworld**, p. 15]

These large tablets were formulated by the great sorcerer Zaracanth (now an Underworld celebrity) to mitigate the effects of exposure to raw Chaos. They come in blue and red varieties: blue for minor exposures such as the ambient chaos of the Underworld, red for acute exposures, situations of life and death/mutation (such as a Chaos storm, p. 61). Blue pills are without side effects and provide +3 bonus to saving throws against ambient Chaos exposure for a duration of 3 days per pill. Red pills provide complete protection against Chaotic influence for 1 turn. The first time a character takes a red anti-Chaos pill, he/she must succeed in a saving throw or roll again on the side effects table below:

d6 Red Anti-Chaos Pills Side Effects	
1	Agonizing headache: 1d4 turns, prevents spellcasting, attacks, saves, and attribute checks at -1
2	Paralysis: 1 turn; remains fully aware
3	Painful skin reaction: full body rash, urge to strip naked; 1 turn
4	Pass out with terrifying dreams: 2 turns
5	Anxiety attack: 1 turn freak-out (player's choice as to characterization); -2 to all rolls
6	Damaged health: -1 CON (permanent until cured by healing magic)

BATTLE AXE OF SPELL CLEAVING, +1

This huge, broad-headed axe glows slightly and is enchanted with the ability to chop the physical manifestation of an emergent spell from the air, which renders said effects null and void but destroys the weapon in the process. Spells must have some kind of visual component to be chopped, as the weapon was designed for battlefield use; it works best for *lightning bolts*, *fireballs*, *magic missiles*, and the like but may work for other spells at the DM's discretion.

CHAOS DAMPENER, MAN-PORTABLE

These miniature obelisks of an unknown black stone stand 2½ feet high and weigh 50 pounds. When placed and activated by a secret command word, Chaos dampeners reduce the level of Chaos within 120' by a single rank [see Chaosometer] for one hour before requiring a recharge (available only at Underworld Ranger stations).

CHAOSOMETER

Chaosometers measure the amount of Chaos in a 120' radius and indicate this using a needle meter with four basic readings:

- 1: Typical ambient Chaos
- 2: Above average but still essentially harmless: could indicate the approach of a Chaos Godling or the proximity of a Chaotic feature of the Underworld (such as a Chaos storm)
- 3: Dangerous levels: prolonged exposure (more than a turn) provokes a roll on the **Effects of Long-Term Exposure to the Underworld** table [see p. 15]

Skull: Lethal levels: evacuate immediately; save vs. death every turn

Note: Chaos-exposure hazards are beyond the scope of this adventure. PCs who come to possess a chaosometer have essentially granted the DM license to mess with their minds. DMs are encouraged to do so at every opportunity.

DEATH-RAY REVOLVER

A sidearm sometimes carried by science fungoids, the death-ray revolver is a little small for human hands. It holds up to 4 magic crystal cartridges that, when fired, emit a black ray of death energy in a 60' long cone (5' wide at the end). Creatures of less than 4 HD struck must make a saving throw or perish instantly, leaving behind only a smoking pile of bones. Those that successfully save (and creatures with 5+ HD) take 2d10+2 points of damage.

DECAPITANTE CONTROL BOX

When used by a fully trained and qualified initiate of Nul, this device allows for remote control of up to 6 decapitantes at a range of 180', beyond which the decapitantes function with limited autonomy. Adventurers who capture a control box face the challenge of learning how to operate the thing (in my campaign, I required some degree of costly magical research/mechanical tinkering to access its "alien magics"). At the DM's whim, this requirement could be dispensed with, allowing for PC-controlled decapitante meatshields. Only a magic-user or cleric could hope to operate one, as it interacts directly with the user's psyche and requires advanced mental disciplines to avoid permanent intellectual injury (unqualified characters must save or suffer -1d4 INT).

EYE OF NUL MIND-CONTROL HELMET

All priests of Nul craft their own Mind Control Helmet at the conclusion of their training. Wearing the device grants the following spell-like abilities: *mass charm* 1/day, *ESP* 2/day, *invisibility* 1/day, *telepathy* at will.

Anyone else donning the helmet must first make a saving throw to avoid instant brain death. Survivors experience a disabling psychic feedback that induces a comatose state lasting for 1d12 hours (save to reduce this by half), after which they may use the helmet's powers.

APPENDIX F: MONSTERS, TREASURES & SPELLS

MONSTER REPELLENT

Essentially a potion in solid form, this black cake burns for up to 24 hours, during which it releases a steady stream of red smoke that gives off a sickly sweet, faux-floral aroma. Unintelligent monsters must make a saving throw or move on to less repulsive targets. Intelligent monsters tend to develop unpleasant opinions about the user.

NUL ROD

According to Nul cult lore, this 4' long black cylinder of mystically wrought meteoric iron was a component of Nul's titanic sidearm (the rest of which remains undiscovered somewhere in the Underworld), empowered by its creator with a viruslike matrix of Primal Order, dampening and remaking chaos in its own image.

This relic figures heavily in the modern Nul cult's scriptures and is prophesied to have a great influence over world events. Acting on faulty intelligence, cult agents continue to search for the item. If they become aware of its proximity in the Underworld, they will stop at nothing to acquire it.

- When struck by the rod, any Chaos-tainted creature's tissues will begin to ossify, shrivel, and slough off (when used as a hand weapon, treat as a +3 war hammer, +2d6 damage against Underworld horrors and other Chaos creatures).
- Because of the dimly understood relationship between magic and Chaos, the rod also dampens or dispels enchantments as *dispel magic*. Any magic item touched by the rod is permanently rendered nonmagical. Spells cast within 20' of the rod automatically fail; at distances of 20–50', spells fail 50% of the time.
- The Nul Rod also possesses a simple intelligence (allowing limited telepathic communication with whoever holds the relic) and a powerful ego. Prince Eyraen found himself unable to resist the single impulse of the Nul Rod: smash Chaos.

POTION: ADVANTAGEOUS AUTO-DECAPITATION

Allows the head of the user to leave its moorings and float around freely (as per *levitate* spell in terms of movement rate, duration) while retaining complete control of the body for the potion's duration, after which time the head gently settles back into its original position. If the body and head are somehow prevented from reuniting, both die at the end of the potion's duration.

POTION: BEVERAGE OF THE GODLINGS

Grants indomitable strength, genius intellect, divine speed, sage-like wisdom, superhuman robustness, and preternatural personal allure for a period of 1d12 minutes [18 in all attribute scores, for whatever that's worth].

POTION: DRAUGHT OF THE GIRAFFE

Causes the neck of the imbiber to extend to 10' in length for 1d12 minutes.

POTION: ELIXIR OF INSTANT ELEGANCE

Creates the illusion of savoir-faire in even the most vulgar individuals; great for getting barbarians invited to dinner parties, art openings, and the like.

POTION: FIZZY DRINK OF OCULAR AUTONOMY

Causes eyeballs to leave their moorings and levitate freely about (as per *levitate* spell in terms of movement rate, duration) at the imbiber's command, so long as spiritual optic nerve remains intact. The shimmering nervous material may only be severed by a magic weapon doing a single hit point of damage [AC 9 [10]]. The eyes, while traveling independently, are small and elusive [AC 2 [17]], but are easily destroyed [1 hp] by any mundane or natural weapon.

POTION: NOSTRUM OF SPEEDY RECOVERY

Accelerates natural healing tenfold for 1d12 days (caloric requirements and hair and nail growth similarly affected).



POTION: THE DESPERATE MEASURE

Causes the drinker to act at thrice normal speed for one hour, then die (no saving throw). A warning label affixed to the bottle makes this clear to the literate.

POTION: TINCTURE OF UNENDURABLE HIDEOUSNESS

Transmutes the user's head into that of catoblepas for a single round. All that gaze upon the imbibers must save or die.

POTION OF EXTRA LIMBS

Allows user to spontaneously generate up to two fully functional extra arms, legs, tentacles, claws, whatever the user envisions, for a period of 10 minutes. Extra limbs may be used to attack (by weapon or 1d6 damage for claws, hooves, tentacle slap, etc).

POTION OF MINDLESS FRENZY

Imparts the strength and ferocity of a raging giant [STR 20] while rendering subject intellectually negligible [INT 3], unable to speak or make even the simplest judgment calls; best to have a plan beforehand.

POTION OF SPECTRAL FOETOR

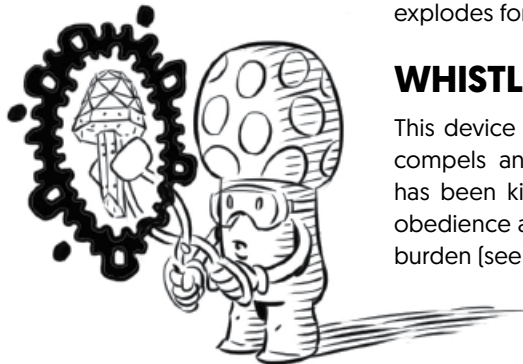
Causes the user to emit a repulsive stench that drives flesh-eating creatures to avoid the drinker [saving throw allowed] for a period of one hour.

POTION OF THE MIGHTY BLOW

Swells one fist of the user to Popeye-like proportions for a single crushing, knock-out punch. The target must make a saving throw or be rendered unconscious. Works only on creatures with brains vulnerable to jostling. Alternatively, the blow may be used to destroy a single inanimate object such as a door, supporting beam, chest, etc. at the DM's discretion.

PUFFBALL FUNGI, ANTIPERSONNEL

These roughly fist sized fungal spheroids [developed by the science fungoids for an unknown purpose] burst when struck by sufficient force and project a cloud of spores in a 10' radius. Human or humanlike creatures exposed to this cloud must make a saving throw or roll 1d6 on the Puffball Fungi Exposure table below.



d6 Puffball Fungi Exposure

- 1 Sudden fungal bloom from within body:** perish with maximum unpleasantness in 2 rounds unless cured
- 2 Funganthropy:** victim's form copied (very imperfectly) and replaced by fungal tissue; transformation complete in 1 turn; insane rampage of random violence commences shortly thereafter; hit points doubled due to fungoid resilience
- 3 Victim rooted to the spot by fungal tendrils from legs:** fuse completely into immobile stalk in 1 turn
- 4 Puffball fungi begin to grow at alarming rate from every inch of victim's skin:** dexterity compromised by -1d6, charisma rendered null and void; can be carefully shaved off to relatively decent effect, but process must be performed at least thrice daily to mitigate otherwise appalling hideousness and clear and present danger to companions.
- 5-6 Victim swells into a giant puffball** and explodes the next round, throwing off a 20' cloud of spores. Any within this radius must roll for their lives as above.

RING OF LASSITUDE

Placing this cursed ring upon one's finger caused the wearer becomes listless, shagged out, and exhausted and incur a -1 penalty to attack and saving throw rolls until the ring is removed. The wearer also suffers the urge to nap frequently, though this may be resisted, and friends find the wearer boring. Only a *remove curse* spell cast by a cleric of Law will free the wearer from his languor.

STONE CLOAKS

These plain gray garments include a spacious hood and provide camouflage (+1 to any checks) when in the Underworld. Further, stone cloaks provide a minor anti-Chaos enchantment that yields a +1 to AC against monsters and terrors of the Underworld.

SWORD OF DEMOLITION +1

This weapon, a normal +1 blade in most respects, responds to a secret word [embossed upon the base of the hilt] to initiate a self-destruct sequence. Once activated, a tiny magic mouth appears on the pommel and begins to count backward from 30 in calm female voice. When it reaches zero, the weapon explodes for 6d6 damage to all within 60'.

WHISTLE OF DIM CONTROL

This device resembles a toy slide whistle and when sounded compels any masterless dim [such as a dim whose master has been killed by murderhobos] to serve the user with the obedience and loyalty characteristic of the mighty creatures of burden [see p. 85].

APPENDIX F: MONSTERS, TREASURES & SPELLS

ZARACANTH INDUSTRIES ZR-1 “DISSUADER” SIDEARM

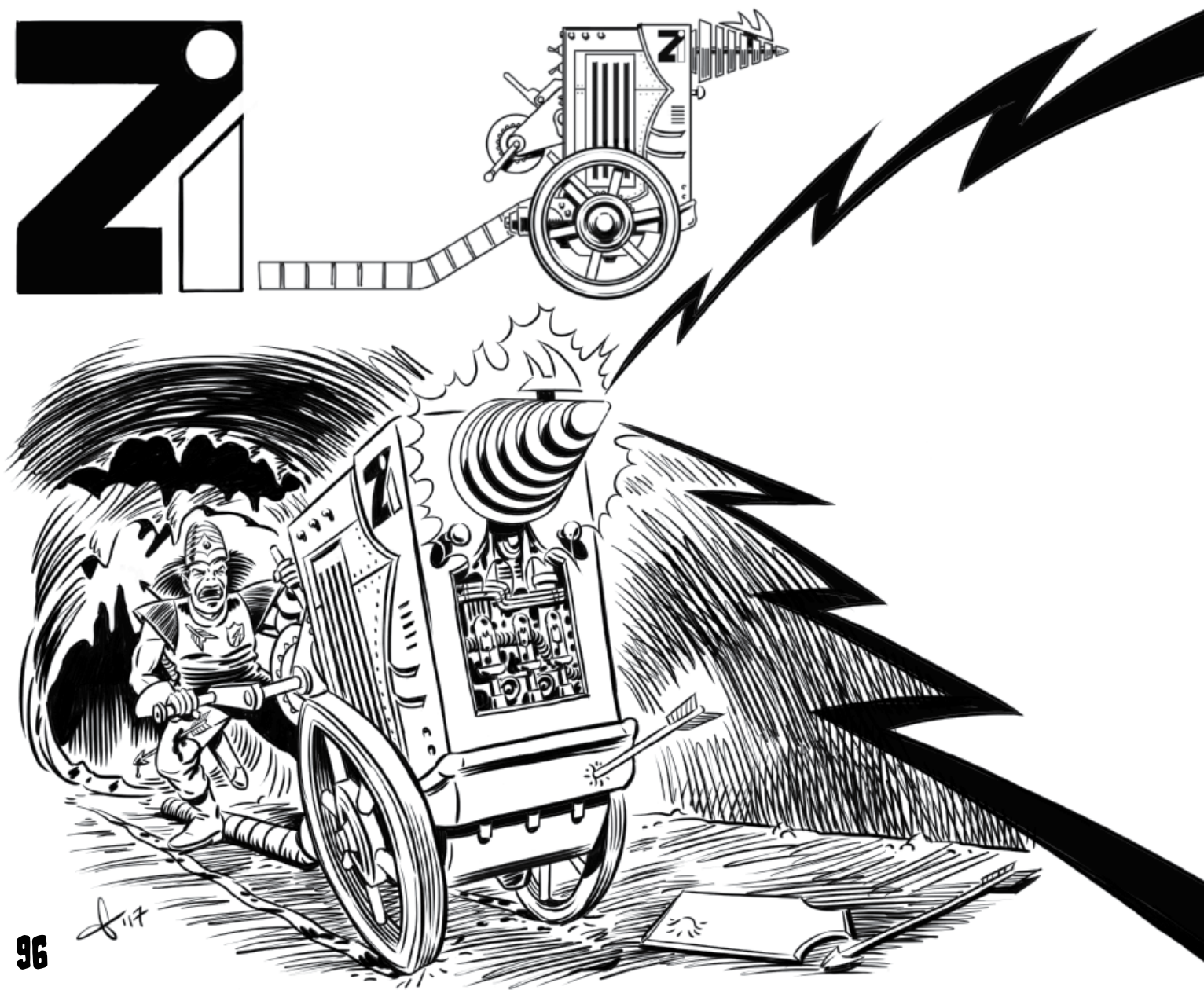
The standard field sidearm (sometimes called a “bug zapper”) for Underworld Rangers delivers a ball of electricity effective up to 60’ [3 settings: 1, 1d3, or 1d6 damage, to-hit roll required]. The weapon recharges every other round with vigorous winding of key mechanism. Discharging more than twice before a ten-minute cooling period is highly discouraged and can result in damage to the weapon and operator; subsequent uses provoke a 1-in-6 chance per use of an electrical eruption that destroys the gun and does 1d6 damage to the user.

ZARACANTH INDUSTRIES ZR-2 LIGHTNING GUN

A bulky, heavy siege weapon on two wheels with a large double-crank apparatus for charging, the lightning gun requires at least 2 human types to move at half their normal movement rate [worse over rough terrain]. This field piece, designed for ooze control on the Black Ooze River, discharges a 60’ lightning bolt [3d6 damage] once every three rounds if two crewmen are cranking, once every six if only one.

The manufacturer strongly recommends one-hour cooling period following any discharge; attempting to discharge more than twice without cool down voids the warranty and provokes a 1-in-6 chance of destroying the gun in a violent electrical eruption [2d6 damage to all within 30’] with each subsequent use.

Anyone attempting to examine the weapon’s inner workings by opening the crankcase must make a saving throw or sustain a substantial electric shock [2d6 damage]. Only costly research could possibly shed any meaningful light on the mechanisms at play within.



SPELLS

1ST LEVEL MAGIC-USER SPELLS:

Magic Missive

Range: Unlimited

Duration: Instantaneous

Designed for communication between wizards' towers, this spell enables the caster to unerringly transmit a letter or other document across any distance, so long as the location of the recipient is known (also see *reveal location*). The letter materializes on the person of the designated recipient in a relatively secure area (under the hat, inside the underpants, etc.). Missives sent to those whose location is no longer correctly known end up in the cosmic dead-letter office and are subject to reading by outer beings.

2ND LEVEL MAGIC-USER SPELLS:

Create Newt-Man

[Paolo Greco]

Range: Touch

Duration: Instantaneous

This spell quickens spontaneous generation in assorted moist filth and creates 1d4 wimpy-ass newt-men bound to obey their creator.

Newt-men are kind of shitty servitors and can live indefinitely boring lives as lab workers, torchbearers, etc. They will comply with any order from their creator (save to resist). When called upon for use in battle, they obey as reliably as ever, but the emotion of even one battle is too much for their frail constitutions. Afterward, they immediately seek new adrenaline rides. They might attack one another, fling themselves from the nearest cliff, or engage in any self-destructive, counterproductive behavior the DM can concoct.

Newt-Men are treated as "Special Hirelings", and if there are more than the maximum number allowed in the charisma rules, the extra Newt-Men must save each day (at sunset) or will pursue death-defying thrills like they're going out of style.

Enthrall Dim

Range: Touch

Duration: Lifetime of dim

Available only from magic-users in the employ of dim dealers in Slugetown on the Black Ooze River, this enchantment creates a bond of servitude between a dim (see p. 85) and its master. Once enthralled, the dim will endeavor to obey its master's every command as best it can (given its limited intelligence).

Membranous Inconvenience

Range: 30 feet

Duration: 1 turn/level

The target (medium size or smaller) of this spell finds itself temporarily encysted in a slimy globule of dense protoplasm and in danger of suffocation (a successful saving throw allows the victim to sense the nascent reality breach and leap clear). The inconvenienced party can be freed by comrades or from within, provided the victim has a minimum STR of 14 or has a one-handed edged weapon. Either way, escape requires 2d6 rounds; saves vs. suffocation begin after a number of rounds equal to the victims CON.

Reveal Location

Range: Unlimited

Duration: Instantaneous

Magic-users (and others) use this enchantment primarily to transmit their current location to other magic-users in order to facilitate exchange of magic missives (q.v.). The spell may also be used to notify a single recipient of the caster's location in the form of an intrusive psychic vision that encompasses the caster and anything visible within 20 feet. If the location is unfamiliar to the recipient, they must infer what they can from the vision if they hope to ascertain the caster's whereabouts.

3RD LEVEL MAGIC-USER SPELLS:

Decapitate

Range: Touch

Duration: Permanent

A surgical spell of the Nul cult, when cast upon a sleeping (or otherwise unconscious) subject decapitate painlessly removes the head, which dies while the body remains alive. Generally followed by an *install antenna* spell (q.v.).

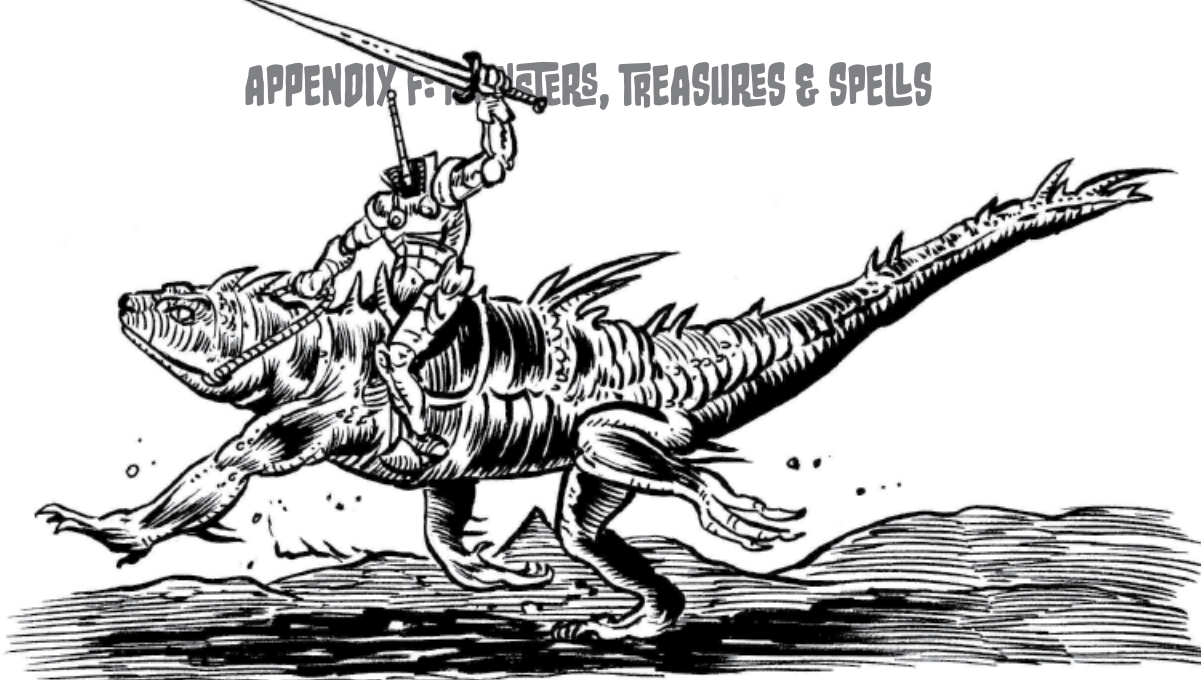
Intervention in the form of a *cure light wounds* spell can reattach the head if applied within 10 minutes.

Diet of the Worm

Range: 120 feet

Duration: 1 turn/level

This spell continuously fills the belly of the target with rocks and soil, rendering the wretch a writhing, miserable heap capable only of vomiting up (or otherwise expelling) unbelievable volumes of earthy debris for the duration of the spell. Once the spell ends, the victim lies exhausted and likely weeping, able only to tremble and sweat for an additional 1d4 turns. A successful savings throw negates the major effects but leaves the target with a mouthful of mud and pebbles.



Hell's Mandibles

Range: 60 feet

Duration: 2 rounds/level

This spell conjures a set of fearsome spectral insect jaws and projects them toward an adversary of the caster's choice, whom they commence to bite like hell, attacking as a 4th-level fighter for 1d8+1 damage. Attacks continue automatically, allowing the magic-user liberty to pursue other interests. The caster can change the target of the mandibles by concentrating for one round, but can take no other action while doing so.

Install Antenna

Range: Touch

Duration: Permanent

Usually cast by a Nul surgeon-priest just after the application of a *decapitate* spell or ritual beheading, install antenna grafts a small processor box behind the breastbone of the subject, from which extends an aerial rod, thus creating a decapitante. The control box sends and receives telepathic messages and effects a complete metabolic restructuring, obviating the need for respiration and digestion [all nutrition and oxygenation of the blood provided by daily intravenous procedures].

4TH LEVEL MAGIC-USER SPELLS:

Issha's Carapace of Corpulence

(Bobby Martin)

Range: Self

Duration: 2d12 hours or until discharged

Issha's Carapace of Corpulence creates a magical, subdermal barrier beneath the skin of the caster which, to a casual observer, will appear as a thick layer of human fat. For the duration of the spell (or if discharged; see below), any physical blow that deals a single point of damage is ignored, having failed to penetrate the sorcerous blubber.

Any blow that deals more than 1 damage causes the blubber to harden into an unbreakable shell, leaving the caster unable to move for 1 round while also rendering her invulnerable for the remainder of the round. At the beginning of the following round, the layer turns into a disgusting yellowish slime and sloughs to the ground, the spell discharged.

Worm's Breath

Range: 60' cone, 30' at end; forms 30' stationary cloud

Duration: 1 hour

This spell causes the caster to exhale a cone of fetid putrescent gas, like the unholy stench of 1,000 freshly opened graves on a hot summer day, except blasted straight up the nostrils with gale force. This cone lingers as a surging and heaving gray-green cloud. Characters and creatures caught in the area of effect must make a saving throw at -2 to avoid being immobilized by writhing and retching for the spell's duration or until physically removed from the area by unaffected associates. Nothing short of a strong wind will disperse the cloud before this time.

An unintended side effect of the spell is that it grants the caster immunity to gas effects, drowning, or anything that might compromise respiration as the spell renders the lungs metabolically inert for the duration (with none of the seemingly dire implications of this circumstance).

The spell has no effect on undead, shoggoths, otyughs, demons, or any creature already accustomed to living in shit, death, decay, and similarly horrible conditions.

Casters may wish to have a breath mint at hand once the spell concludes.

APPENDIX G

PREGENERATED CHARACTERS

The following characters are provided for the DM who wishes to launch directly into a game session (such as a convention game) without the muss and fuss of generating characters at the table. They could also serve as a character pool to draw upon in the event of PC death, allowing the player to continue once the DM has settled upon some satisfactory means of explaining the new character's sudden arrival [see **Appendix D My Character Died!** p. 79].

Alternately, A Rival Party

If so desired, these characters could be used as an NPC party to further confound the players' adventurers.

This band of fighters and magic users was recently engaged in black ops for the Imperial Expeditionary Force in their campaign against the ice barbarians in western Mastodonia. Pulled abruptly from their previous assignment, team commander Auruna received orders similar to those given to the PC party, of whom she is unaware.

The DM could choose to replace an entry on the Competing Parties and Underworld Travelers table with this party, place them in an Encounter Area, or create an encounter in the wilderness before or after Underworld entry. If encountered in the Underworld, they have entered via **Encounter Area 9: Sephilax's Cradle** (see p. 55) and now wander without even a partial map and only vague hints to guide them. The DM should consider equipping them with information and additional items found, stolen, or seized prior to contact with the PC party.

These characters should be considered no more or less self-serving, avaricious, and venal than the PCs, and as likely to seek a temporary alliance of convenience as engage in acts of treachery.



APPENDIX G: PREGENERATED CHARACTERS



AURUNA OF HOUSE APIS

Level 1 Fighter

- Expedition leader barely able to contain suspicions of burgeoning mutiny
- A minor aristocrat born to a prominent sorcerous family in Mur
- Grandfather lich abides beneath their towering manor, still provides counsel and sorcerous assistance to the living matriarch and her ambitious offspring
- Seeks eldritch items to make up for lack of arcane ability

STR: 15 (+1 to hit)

Age: 24

INT: 11

HP: 4

WIS: 9

AC: 2 [17]

CON: 8 (-1 hp)

SAV: 14

DEX: 15 (+1 to missiles, 1 pt. bonus to AC)

Move: 12

CHA: 10 (max: 4 loyalty: +0)

XP Bonus: 10%

Armor: Demonskin leather under robes (AC 3, +3 to saves against heat/fire), borrowed from family hoard

Weapons: longsword [1d8], heavy crossbow [1d8], 30 bolts

Equipment: backpack, bedroll, waterskin, 1 week iron rations, bejewelled comb/headgear (value 250 gp), travel case of balms, lotions, and perfumes, bear-shaped honey jar, one application royal jelly of healing (restores 1d4 hp), 7 gems (50 gp each)



SERGEANT GAMNON

Level 1 Fighter

- Auruna's second-in-command, Gamnon undermines her at every turn, subtly for now, but he bides his time, gathering the support and confidence of the others until the time is right for mutiny
- Speaks like Werner Herzog struggling to conceal the naked contempt in his voice
- Avoids front-line combat whenever he can plausibly get away with it

STR: 13 (+1 to hit)

Age: 33

INT: 9

HP: 2

WIS: 10

AC: 4 [15]

CON: 11

SAV: 14

DEX: 8 (-1 to missiles, 1 pt. penalty to AC)

Move: 9

CHA: 14

XP Bonus: None

Armor: Plate

Weapons: long sword [1d8], Light bow [1d6]

Equipment: 6 torches, backpack, bedroll, waterskin, 1 week iron rations, 10' pole, 12 iron spikes, mallet, 2 GP, Quiver & 30 arrows



GHANULOR OF IXMER

Level 1 Fighter

- Disenchanted with lot in life as seventh son of a famous sea-serpent hunter on the tiny island city-state Ixmer
- Seeks both thrills and enlightenment, practices transcendental meditation thrice daily
- Speaks in a slow, measured basso profundo
- Hums the occasional sea shanty when jolly

STR: 16 (+1/+1)

INT: 9

WIS: 10

CON: 7 [-1 hp]

DEX: 10

CHA: 13

Age: 33

HP: 5

AC: 2 [17]

SAV: 14

Move: 9

XP Bonus: 5%

Armor: Plate

Weapons: 2H sword [1d10] Dagger [1d4] short bow [1d6] 20 arrows

Equipment: 6 torches, backpack, bedroll waterskin, 1 week iron rations, 3 packets powdered sea serpent mousse (just add hot water, reeks like hell), 50' rope, 2 flasks oil, 12 iron spikes, mallet 9 GP



GOOTH OF HOUSE YGAR

Level 1 Fighter

- Anxious and skittish in general though solid in battle
- Will not be the first to try anything remotely dangerous
- Noble lineage completely wiped out by epic flood, entirety of inheritance washed into the Sea of Calamities
- Posh accent a mismatch with almost total lack of education

STR: 11

INT: 11

WIS: 10

CON: 10

DEX: 12

CHA: 12

Age: 23

HP: 3

AC: 2 [17]

SAV: 14

Move: 9

XP Bonus: None

Armor: Plate & shield

Weapons: Polearm [1d10+1] Short sword [1d6]

Equipment: backpack, bedroll, waterskin, lantern, 4 flasks oil, 1 week iron rations, 12 iron spikes, mallet, 5 gp

APPENDIX G: PREGENERATED CHARACTERS



JORASK ZORUNAM

Level 1 Magic-User

- Intense scientific interest in all things Underworld coupled with below-average wisdom a possible liability
- Speaks like David Attenborough and given to descriptive monologues with evangelical fervor

STR: 6 [-1]

INT: 17

WIS: 8

CON: 13 [+1 to hp]

DEX: 13 [+1 to missiles, 1 pt. bonus to AC]

CHA: 12

Age: 45

HP: 4

AC: 9 [10]

SAV: 15

Move: 12

XP Bonus: None

Spells: 1 first level/day

Armor: None

Weapons: Dagger [1d4]

Equipment: backpack, bedroll, waterskin, lantern. 4 flasks oil, 8 specimen jars in leather case, 2 contain fungal spore samples, 1 contains a dozen live microsnales, 1 week iron rations, 10' pole, vial of holy water, portable spellbook containing *sleep*, *detect magic*, *magic missile*, *reveal location*, scroll containing *fireball*, 16 GP



KRODOK OF THE STANDING STONES

Level 1 Fighting-Neanderthal

- Chews mildly intoxicating pine-tar gum, a bit loopy but ferocious as needed
- Finds humans endlessly charming and hilarious
- Bonded to Shantora Lax, who made the mistake of feigning kindness when they first met
- Speaks like Phil Hartman as Frankenstein but understands the common tongue with surprising proficiency

STR: 18 [+2, +3]

INT: 8

WIS: 11

CON: 15 [+1 hp]

DEX: 10

CHA: 16 [max: 6 loyalty: +2]

Age: 52

HP: 12

AC: 6 [13]

SAV: 14

Move: 12

XP Bonus: 5%

Armor: shaggy hide

Weapons: Big stone-tipped spear [1d8], stone hand axe [1d6]

Equipment: Water bladder, stone knife, 2 weeks mammoth jerky, 0 GP

OPERATION UNFATHOMABLE



BROTHER KRAGAR, TEMPLAR OF THE GOLDEN LINTEL

Level 1 Fighter

- A warrior-fanatic of the Golden Lintel (an obscure cult of Law) on a mission of self-purification
- Will attempt to steer group toward conflicts, rally party members to action against chaotic foes with rousing speeches ending in “follow meeeeeee....!”

STR: 13 (+1 to hit)

INT: 7

WIS: 15

CON: 11

DEX: 9

CHA: 7

Age: 40

HP: 5

AC: 4 [15]

SAV: 15

Move: 9

XP Bonus: None

Armor: Plate

Weapons: Ancient sword with anti-chaos enchantment on loan from temple [+1 to hit creatures of chaos] [1d8] Sling [1d4]

Equipment: 6 torches, flint & steel, tinderbox, backpack, bedroll, waterskin, 1 week iron rations, holy symbol, portable shrine-in-a-box, 2 small sacks, 3 stakes & mallet, steel mirror 10 GP Pouch & 20 stones



KUWAIN TRYLOS

Level 1 Magic-User

- From ancient civilization far away across the Sea of Calamites, feels sorry for the shattered culture of the northerners and its pathetic remnants
- Speaks the common tongue with nearly incomprehensible southern accent
- Hopes to gain fuller appreciation of the arcane arts through immersion in extinct beetle culture, which she admires passionately.

STR: 9

INT: 17

WIS: 9

CON: 12

DEX: 13 (+1 to missiles, 1 pt. bonus to AC)

CHA: 10

Age: 24

HP: 3

AC: 8 [11]

SAV: 15

Move: 12

XP Bonus: None

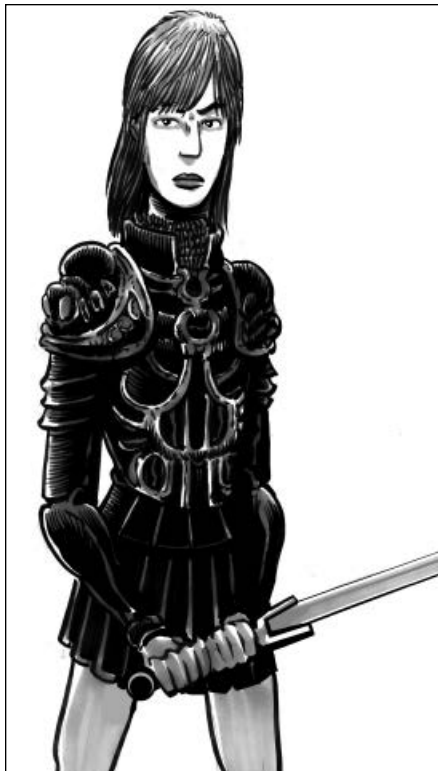
Spells: 1 first level/day

Armor: None

Weapons: Dagger [1d4]

Equipment: 6 torches, box containing 3 enchanted matches [6" jet of flame bursts forth for 30 seconds, 1d4 damage on a successful hit], backpack, bedroll, waterskin, 1 week iron rations, 50' rope, spellbook containing: *charm person*, *detect magic*, *sleep*, *magic missile*, 24 GP

APPENDIX G: PREGENERATED CHARACTERS



SHANTORA LAX

Level 1 Fighter

- Comes from a long line of Chaos-fighters
- Thirsty for victory, glory, mastery
- Serious-minded student of ancient martial art that forbids the use of missile weapons, hopes [against hope] to improve constitution
- Finds the purely platonic love and hound-like devotion of Krodok the woolly Neanderthal useful if unseemly

STR: 10

INT: 12

WIS: 10

CON: 6 (-1 to hp)

DEX: 11

CHA: 9

Age: 19

HP: 5

AC: 3 [16]

SAV: 15

Move: 9

XP Bonus: None

Armor: Plate

Weapons: 2H sword [1d10]

Equipment: backpack, bedroll, waterskin, 1 week iron rations, 2 flasks oil, 29 GP



"SMASH" HANNIGAN

Level 1 Fighter

- Somewhat disoriented by involuntary dimensional shift caused by mad scientist in his pulp fiction home dimension
- Remains heroic to the core, embodiment of dashing suavity
- Speaks with mid-Atlantic accent like Cary Grant

STR: 17 (+2/+2)

INT: 9

WIS: 7

CON: 9

DEX: 12

CHA: 17

Age: 34

HP: 3

AC: 7 [12]

SAV: 14

Move: 12

XP Bonus: 10%

Armor: Leather flight suit

Weapons: Twin 45s (8 shots each) d8 damage, rate of fire 2 [as per bows]

Equipment: Flask of cheap scotch, Jet pack (2 charges, as *Fly* spell), roll-under DEX checks (d20) required for challenging maneuvers, DM determines bonuses or penalties

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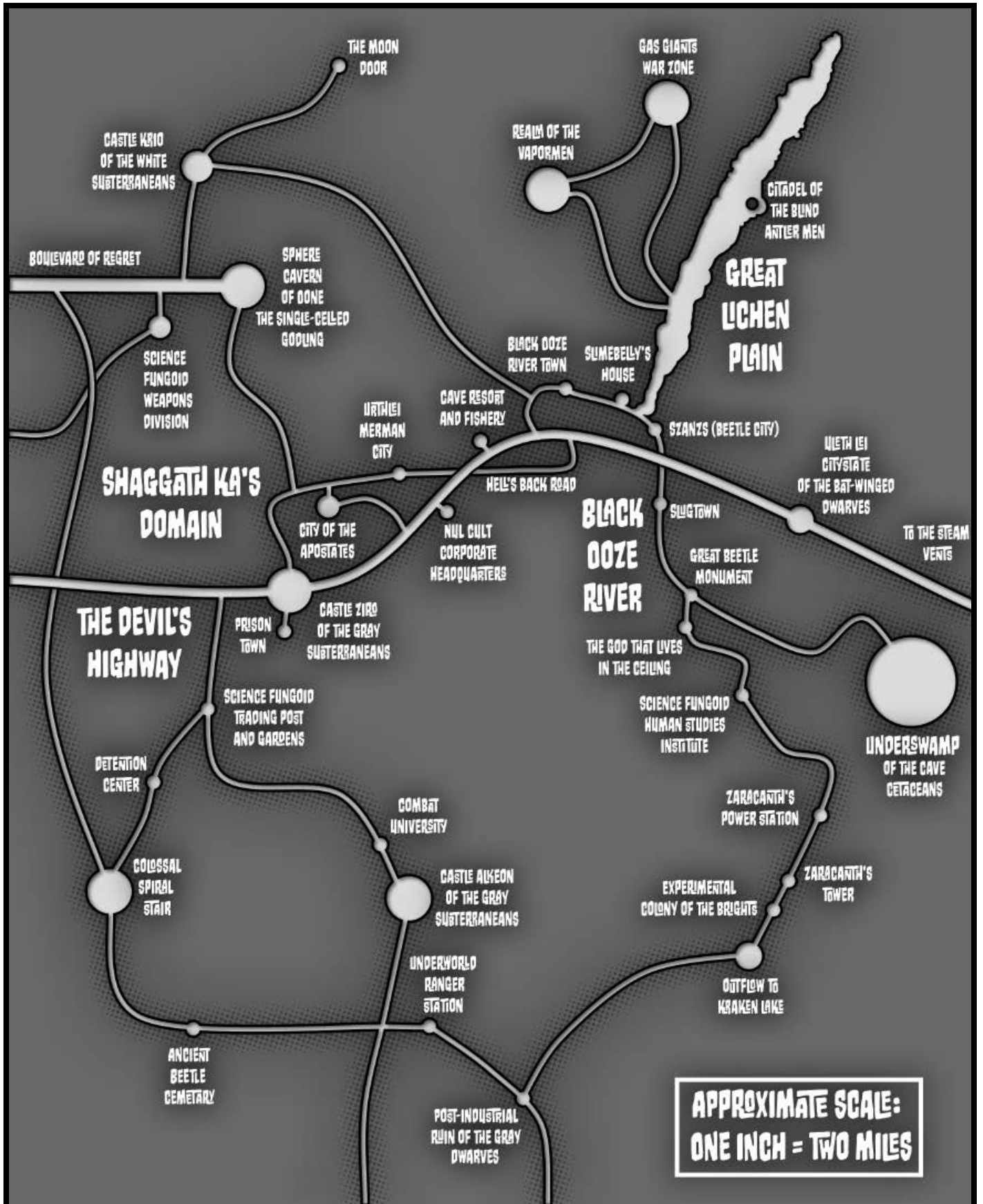
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A PORTION OF THE UNDERWORLD



Glorious Victories

Casualties

An Unknown Terror
Fighting Man of Hubrisia

The Devil's
Highway

Bridge

Chaos Storm
Deserter

Down

Flies

Cartography by
the Estimable
Stjerl Grebnark
Esquire

Shagath-has
Backdoor!

Excellent
Mushrooms

Giant's
Stair



Scout

Terrible Screams

Hell's Back Road

His Excellency
the Gallant Prince

TYRAEN'S

Expedition to
the Underworld

Bats

Two
Deserters

Possible
Shortcut
Down

Shaft to
Surface

