

# DEMONSPORE

## The Secret of the Shrooms



A Swords & Wizardry Adventure Module for 4-8 characters level 3-6  
By Matthew J. Finch

# DEMONSPORE

Throne of the Toad King

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Stone Cyst of the Shroom Priests

## Credits

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## Introduction

Demon-Spore is a two part module beginning with *Throne of the Toad King* and followed by *Stone Cyst of the Shroom Priests*. The second module, *Stone Cyst of the Shroom Priests*, is a standalone adventure that can be used without playing *Throne of the Toad King* first. *Throne of the Toad King* is designed for 4-8 characters of level 3-5, and *Stone Cyst of the Shroom Priests* is recommended for 4-8 characters of level 4-6. Both are written for the Swords & Wizardry Core Rules, but they are compatible with most other old-school fantasy roleplaying games written from 1974-1999.

Both adventures may be set easily into any campaign world; *Throne of the Toad King*, as the first in the series, is even designed so that it can be located at the end of some corridor (or river) in an existing dungeon if the Referee desires.

## Death of a Demi-God

In the distant past, lost to all recorded histories of the present age, a powerful Chaos-being of rot and parasitism twisted forth from the earth, a poison against the natural ordering of life. Its physical manifestation rose to horrible maturity in the shape of a contorted, toadstool-like fungus dripping with mold and slime, towering more than a hundred feet into the prehistoric skies.

The existence and the eventual death of this demi-god have been lost to the memory of all races except one, but these events set into motion a chain of circumstances that the characters will now encounter thousands of years later, in deep and forgotten caverns. Some of the original worshippers of the Chaos-being have gathered from their scattered lairs, returning to reclaim their legacy ... and they have found it.

The location of this adventure is greatly affected by the way in which the ancient monstrosity perished – its death caused by the eruption of a volcano several miles away. The prehistoric eruption buried the mushroom-god's physical body in smothering ash, which hardened into rock as the god died over the course of centuries. When at long last its immortality failed and its body rotted away, the decomposition left behind a vast, empty space beneath the rock where it had long survived. This great cyst in the stone lay undiscovered for countless years. However, some hundred years ago, an expedition by cultist descendants of the mushroom-god's original followers returned to the unholy ground of their origins, where they discovered the cyst-cavern. These beings were Shrooms, a devious race of toadstool-creatures well versed in the arts of magic and alchemy. Within the cyst, the Shroomic exploration-party discovered a completely unexpected treasure – before it died, the demigod had created two spores to reproduce itself, and these were recovered by the Shroomic zealots. Establishing themselves in the cyst left by their dead god, this group of Shrooms, a race known for bizarre projects and subtle objectives, have now been working for decades on the strangest task in their strange history.

They are growing themselves a new god.

# Part One:

# Throne of the Toad King

## Introduction

In *Throne of the Toad King*, the characters encounter the vile, degenerated remnants of an ancient subterranean race. A skillfully-played adventure is likely to reveal evidence that a far subtler villainy has been at work behind the scenes. If the players choose to investigate further, the trail will lead them to the Stone Cyst of the Shroom Priests.

## Background

Deep beneath the ground, in those regions where the echoes of mankind's feet are seldom heard, where even firelight is a bizarre intruder from a long-forgotten place, the foes of mankind breed and multiply. It is a realm of dark chaos – for these creatures of the echoing deeps count each other as rivals and enemies. It is a place without peace, a place without virtues, a place where every countenance of evil is to be found in sluggish torpor, stirring restlessly in dreams of cruelty and hatred.

Perhaps a hundred years ago, there dwelled in these dark places a race of toad-men known as the Obor, inheritors of secret knowledge and lore. Introspective and aloof rather than innately cruel, the Obor followed strange philosophies and sought their own alien enlightenment, creating art and sculpture in accordance with their own nature. These beings thought little of mercy or kindness, but subscribed to strong beliefs in an ordered cosmos, where Chaos threatened their sought-after harmony. Few creatures of Chaos survived long in the territories of the monastic Obor, who killed such intruders without compunction.

However, the wisdom and fighting prowess of the Obor has eventually failed to protect them against a different type of threat, one posed by an evil race far more subtle and sinister than themselves. For in the wanderings of one of the members of the Obor race, the unfortunate traveler happened to encounter the subterranean beings known as the Shroom, a race of tall mushroom-creatures. The Shroom are powerful sorcerers and versed in many dark arts undreamed of in the nightmares of even the blackest-

hearted human necromancers, and it was this race into whose hands the wandering Obor fell. When he returned to the great cavern-halls of the toad-men, he was greatly changed.

The captured Obor was subjected to enchantments that made him an unknowing slave of the Shrooms, and with their gifts and assistance he managed to raise himself to the position of king over the other toad-men. From that point onward, the Shrooms have been free to wreak devastating changes upon the race of toad-men. Finding other toad-men who hungered for power rather than internal harmony, the Shrooms have created a new priesthood among the toad-men, making subtle changes not only to the philosophies, but even to the appearance of the patron deity the toad-men worship. This new priesthood, the Batrachi Priests, has been influenced to believe that the destiny of the toad-men lies in physical strength and ferocity rather than in harmony with the cosmos. In an even more sinister twist, the Shrooms provided the Batrachi Priests with alchemical elixirs and mixatives that have been used to make fundamental and permanent changes to the toad-men.

And so it is that the Shrooms have managed to wreak great changes upon the Obor by means of deception and lies. Strange, brutish spawn of the Obor now grow to a much larger size than before, and are no longer of their ancestors' contemplative disposition. The race of the Obor has degenerated into feral barbarism over the course of a mere two generations, and the intricately-built caverns of the Obor have become ... the Halls of the Toad-King.

## Referee Notes

### The Present Situation

**The Toad-King:** In his youth, a toad-man was enchanted by the Shrooms two full generations ago, and since then he has taken complete control of the subterranean halls where the toad-men dwell, establishing himself as their king with the subtle assistance of his insidious allies. To support his



claim to leadership by divine right, the toad-king established a false priesthood, the “Batrachi Priests” to replace the monastic leaders of the toad-men. To symbolize and reinforce his authority, he created a throne room in the Halls, where he placed a great throne from which to issue his commands and edicts. This throne is much more than it appears to be; a gift from the Shrooms, it is in fact a means for the Shrooms to influence and control the king. It is a deadly artifact, the growing spore of a quasi-god, although it has by no means matured to its full power and is still comparatively weak. This lesser spore is not the Demonspore itself – it is the second of two spores that the Shrooms discovered, and is much less powerful than the well-nurtured and cultivated spore that is in the possession of the Shrooms (see *Stone Cyst of the Shroom Priests*).

**The Batrachi Priests:** The Batrachi Priests oversee the “ceremonies” of the Toad God. This religion has been altered considerably since the Batrachi priests took control, now involving alchemical rituals that have changed the very nature of the toad-men. With the exception of Julgoor the high priest, who has been directly charmed by the Shrooms, the Batrachi priests are not aware that their rituals are a sham, or that their alchemy is altering the toad-men. In any case, at this point the knowledge would make no significant difference to the priests, who are convinced that the race of toad-men needs to become stronger and more feral.

**The Shrooms:** Although they are the authors of the corruption and decay of the race of toad-men, the Shrooms do not appear as physical foes in *Throne of the Toad King*, with the single exception of the Shroom ambassador, Fthormidor. Fthormidor can exert considerable control over the toad-men if necessary – this is what the toad-men are being bred for at this point – but he will be extremely unwilling to disclose the extent of his control.

The precise details of the Shroomic plot to enslave the toad-men, and the effects of their success, are revealed in various encounter areas where elements of the plan are described. The source of the corruption ultimately lies in the *Stone Cyst of the Shroom Priests*, the sequel to this adventure, but if the characters are successful in this module, the immediate threat will have been eliminated and it is not necessary to progress to the next adventure unless the Referee and players decide to do so. For an overview of the details, if you prefer to read the main points before reading from start to finish, you may wish to review the description of the **Spawning Pool (AREA 24)**,

the **Chambers of Julgoor the High Priest (AREA 30)** and the **Throne Room, (AREA 43)**. At the end of the two adventures, if they are skilled enough to discover the nature of the Shroomic threat, the players should have the sense that their characters have brushed against something very sinister and evil, a thing that is outside the realm of explanations.

## Reading and Playing the Module

The module is extremely flexible in terms of how to fit it into an ongoing campaign; there are four possible approaches to the Halls of the Toad-King, two of which are underground passages that can be linked to one of your own dungeons or might simply lead to the surface. There are also two river entrances, one of which is guarded, allowing a frontal assault or a negotiation type of adventure, and the other of which is more difficult to enter, but is not guarded. This second river entrance might be used if the adventure is to be more of an infiltration.

Most of the locations have italicized text at the beginning with a short description of the area’s physical characteristics. This is mainly as a quick reference for the Referee, but may be used as read-aloud text if the Referee prefers.

## General Features of the Halls

The main feature of the Halls of the Toad King is the pair of great caverns, one to the north and one to the south. These areas are large enough that the characters could take any number of paths through them, encountering threats and opportunities in different order depending upon the way they progress. If the adventure is treated entirely as a frontal assault, it is unlikely that the characters will survive. Intelligent players will use some mix of lies, stealth, and combat to make their way through the module.

### Cavern Ceiling

The ceilings of the great caverns are very high, as much as a hundred feet above the cave floor in many places. These heights are the roosts of innumerable stirges, for there are small fissures and tunnels leading through the ceiling to other caverns and eventually to the surface. The toad-men hunt the stirges with nets, so although a few stirges venture to the lower depths of their cavern to hunt toad-men, they are not a frequent threat; the bravest of the stirges have already been netted and eaten. However, the constant squeaking and chirruping of stirges might be quite disconcerting if the characters realize what they are, and how many of them there are in the cavern heights. Other

than in the two great caverns, the ceilings are no more than ten feet or so in height.

### The Hours of Mystery

Day and night are, of course, foreign concepts deep beneath the ground in a world of unceasing darkness. During each twenty-four hour period, the toad-men refer to eight of these hours as the "Hours of Mystery." During the hours of mystery, visitors are locked up (or are supposed to be), and most of the toad-men rest in a quiescent torpor. If the adventurers manage to remain at large during the Hours of Mystery, they will find that most of the toad-men are less alert. Any toad-men they meet will be extremely suspicious about seeing foreigners in the Halls during this time, but by the same token they are less mentally alert and less likely to spot the party in the first place (assuming that the adventurers are trying not to draw attention to themselves). Even the normal sentries will be sluggish and dulled during the Hours of Mystery, although not the King's guards or the Batrachi Priests.

When the adventurers arrive at the Halls, determine the "time." Roll 1d3 to divide the day into three 8-hour segments. If the roll is a 1, they have arrived during the Hours of Mystery. Then roll 1d8 to see how many hours are left in that particular 8-hour portion of the day. Thus, rolling a "2" on 1d3 (meaning that it is not in the Hours of Mystery), followed by a "1" on 1d8, would indicate that it is 9 hours until the beginning of the Hours of Mystery (1 hour left in segment 2 of the day, added to the 8 hours of segment 3).

The Bell of Mystery (which is actually a gong) is located in **AREA 25**.

Perhaps the most important aspect of the Hours of Mystery is that the only wandering monster encounters which will take place are those not involving toad-men. If a wandering monster is indicated, and the result is an encounter with toad-men, treat the result as "no encounter."

### Languages

The toad-men speak the common tongue in addition to their own language; they can communicate with the characters, but the characters will not be able to understand what the toad-men are saying to each other.

### Wandering Monsters in the Great Caverns

Unless the party has alerted the Halls by engaging in combat or otherwise showing their hostile intents, the Halls will contain a fair number of the Toad-Men wandering around on their daily business. The table below is for encounters when the toad-men still believe that the characters are simply passing through the Halls as a way station to some other destination. In general *there will not be any random encounters outside of the great caverns*, as the great caverns are the only common areas in the Halls.

Regular toad-men have the following statistics:

- Toad-man: HD 2+1; AC 6[13]; Atk 1 fishing spear (1d8); Move 9 (Swim 12); Save 16; AL C; CL/XP 2/30; Special: None.

There is a 50% chance per turn to encounter a wandering monster in the great caverns. Roll 1d10 on the table below to determine what the party encounters.

1. 1 Toad-man carrying a bucket of eels
2. The human magic-user Karamantis (**AREA 29**)\*
3. 1d4 Toad-Men who follow the party curiously for 1d3 turns.
4. The Toad-Hydra attempts to eat one of the Toad-Men in the South Hall. If the party is not present at the time, they will hear deep roaring and the screaming of Toad-Men. If they are present, they will see the hydra rise from the Black Lake, roaring, and trying to catch a Toad-Man who has ventured too close without a bucket of guts to feed the monster with. Since the Toad-Men are quite wary of the hydra, there is only a 5% chance that the hydra will actually make a kill; otherwise, the toad-man will escape.
5. 1d6 Toad-Man guards march past
6. 1d4+1 Toad-Men are engaged in reproductive activities in a sort of pile-up.
7. A toad-man is dying of the plague or curse. He is mildly contagious; anyone venturing within 10ft must make a saving throw or catch the disease.
8. A toad-man is somewhat deranged, and begins to follow the party talking to himself about how they look delicious. Eventually he will attack unless the party deals with the situation in some way. (this encounter will not be repeated)
9. A wave of particularly nasty stench drifts through the area, necessitating that all characters make a saving throw or suffer -1 to all attacks, damage, and saving throws for 1d6 turns (the effect is not

cumulative; a character that has previously been affected by stench will not suffer double effects).

10. 1d6+2 stirges attack the party. If this happens near any of the toad men, the Toad-Men will actually assist in the combat, but once a Toad-Man has killed a stirge it will depart to work on gulping the nasty thing down.

\*An encounter with Karamantis presumes, of course, that he is still alive. If this encounter takes place, and if he is approached in the right way, it is possible that Karamantis will voice his suspicions that something odd is going on in the Halls. Since his survival may depend upon knowing as much as he can, Karamantis might even offer the party some information if they can discover what is happening. If they agree, he will tell them that there is some sort of spawning cavern that can be entered from beneath the lake, and that he suspects this is the source of some of the strange events he has noticed (i.e., the changing and feral nature of the toad-men). He will warn them of the hydra in the water, and offer them the five potions of water breathing he has accumulated for his own use.

## MAP KEY

### 1. The Underground River

The river flows from the northeast to the south, though an underground tunnel with a ledge to either side. This is one of the ways by which an adventuring party might enter the Halls of the Toad King. The specifics of the river (e.g., whether there is a ledge to either side or not) are not important to running the adventure, so the details of the river can be altered at will to fit with whatever adventures have preceded this one in the campaign.

### 2. The Black Lake

This cavern is filled with a lake of black water, the cavern walls arching thirty feet or so over the still surface. Strange ripples and moving ribbons of light reflect on the stone above from your light sources. The waters of the lake extend all the way to the cavern walls: the cavern floor is entirely underwater, at some unknown depth.

**Monsters** (25% chance to contain toad-men fishing in the lake)

- Toad-Men Fishermen (up to 6): HD 2+1; HP 9, 11, 10, 13, 9, 8; AC 6[13]; Atk 1 fishing spear (1d8); Move 9 (Swim 12); Save 16; AL C; CL/XP 2/30; Special: None.

### Description

The Black Lake is of fairly recent construction. At one time the river ran through this cavern without widening, making its way from the northern to the southern ends of the cave in a normal channel. The toad-men have dammed up the river at the southern side (**AREA 4**), using the resulting lake as a fishing area.

Toad-men are not usually present in the lake cavern. There is a 25% chance that 1d6 toad-men will be encountered here, in which case they will be fishing the lake with large nets and spears. All of them will be carrying blowguns; the darts from the blowguns do not inflict measurable damage from the darts themselves, but they are coated with a very weak poison that inflicts 1d4 points of damage (no save) with no other effect. Thus, any character that is immune to poison actually takes no damage from the blowgun darts.

Toad-Men fishing in the lake will try not to draw attention to themselves. Rather, they will float with only their eyes protruding above the surface of the dark waters. They will remain outside the radius of a party's light sources, and paddle slowly and quietly along with the party, trying to find out if the adventurers are a threat by listening to their conversations. Once the party is at the spillway gate (**AREA 4**), the toad-men will either attack or drift back to their fishing depending upon the party's actions. If the characters seem to be attacking the Halls, the toad-men will attack from behind, gaining surprise on a d6 die roll of 1-5. This assumes that the party is only using light sources that would reflect the top of the water (the toad-men will approach by staying beneath the surface). If the party is holding a magical light under the water, the toad-men will only have a normal chance to gain surprise, since their shadows will be visible beneath the water as they swim toward the characters.

**Treasure:** Each toad-man carries 1d10gp in a belt pouch. One of them will be carrying a key to re-open the portcullis gate at **AREA 4**.

### 3. Entrance Halls and Portcullises

The walls of this broad passage are wet and slimy, decorated with faded paintings so old that they are almost invisible with age. However, certain details are still visible: a pagoda standing in a beautiful reed-filled lake, with fat men wearing samurai-style armor or orange robes standing nearby.

### Description

The wall carvings depict the **Pagoda of the Ancient Masters** (which the party will find further into the caverns

in **AREA 27**) during the days when the toad-men were Lawful in alignment, before their degeneration. The fat samurai and orange-garbed monks are not human at all, but are toad-men: however, the paintings are so faint that the webbed feet and large eyes of the painted creatures are no longer obvious. If the players specifically have the characters look minutely at the details of the eyes or feet (this is possible if they have already received some clue that toad-men might inhabit this area) they will be able to tell that the eyes are larger than those of humans and that the feet are broad and webbed. Significantly, the toad-men in the painting are not as large as the degenerated toad-men that now inhabit the Halls, not do they have the tusk-like teeth the party will observe once the characters enter the Halls.

As you move forward through the great tunnel, you see ahead of you the ominous shape of a huge and massive portcullis of iron, entirely closing off all access. Strange toad-like shapes move in the shadows.

#### Monsters

- Toad-Man Sentries (4): HD 2+1; HP 9, 11, 8, 10; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 16; AL C; CL/XP 2/30; Special: None.



#### Description

The two portcullises in the north and south are the main defenses of the Toad-King's Halls, closing them off from unwanted intruders. Small parties of travelers are permitted through the gates if they pay a toll (see below), and there are even some guest quarters in the Halls for those who might wish to rest before traveling further along the stygian halls of the subterranean realms.

The portcullis is strong enough to require two full turns of hacking, bending, levering, or other means of opening it from the outside. The bars are too thick for a human to bend them without tools.

Each portcullis is guarded by 4 toad-man sentries, who guard the gate and admit those who pay a toll. Their orders are to admit not more than ten individuals at a time. The toll to pass the gates is 25gp per person, and 5gp per pack animal. The toad-men will warn visitors that the same toll will be charged a second time to exit the Toad-King's realm. Anyone lacking the funds to pay for departure will be taken as a slave after one week of residence in the Halls.

The portcullises can be opened by means of a cranking-wheel set into the cavern wall twenty feet back from the gate itself. If the toad-man sentries are attacked, they will summon reinforcements from the nearby guardposts (**AREA 41** for the North Gate, and **AREA 16** for the South Gate), but they will not make any attempt to counterattack unless the party actually begins trying to force the gate.

#### 4. The Gate and Dam

A stone wall has been built here to dam up the river's flow. A stout wooden portcullis built of iron-banded wooden beams allows the lake to flow over the top of a spillway here. Most of the stones are hacked crudely into blocks, but four or five of them are of beautiful workmanship, not only well-shaped but incised with delicate carvings of goldfish and cattail reeds.

#### Description

A section of the portcullis, ten feet tall and five feet wide, can be opened without lifting the portcullis itself. The gate is kept locked at all times by means of a large iron lock. The hinges of the gate are on the Hall side of the spillway. This gate is not kept guarded, because the true defensive portcullis is beyond at **AREA 5**.

The rock shelves to either side of the river are about three feet above the water level. They are somewhat slippery, but not dangerously so except right at the drop-off to the river, where the smooth rock slopes down sharply. Otherwise, they are level enough to avoid any serious risk of falling. In combat, however, any character has a 1 in 20 chance to fall and drop all held items when attempting a melee attack.

If the adventurers have a light source and are gathered at the gate, the toad-men at the **Lake Portcullis (AREA 5)** will call out to them, telling them that there is no way through without paying the toll.

## 5. The Lake Portcullis

A massive portcullis of wooden beams, bolted together with iron, bars the way across the tunnel and river. The unpleasant smell of rotten fish is heavy in the air.

### Monsters

- Toad-Man Sentries (2): HD 2+1; HP 11, 5; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 16; AL C; CL/XP 2/30; Special: None.

### Description

Two toad-man sentries guard this portcullis. Because the dam beyond (**AREA 4**) is also protected by a locked gate and portcullis, guards at this portcullis are almost never particularly alert. If a party of adventurers calls out from the gate at the dam, or lingers very long there making noise or carrying a light, the guards will raise the portcullis and go to find out who seeks entrance into the Halls from the river. Obviously, this is a foolish way of manning the defenses since it leaves the portcullis open. However, it has been so long since the Halls faced any serious attack from the river entrance that the toad-men are not cautious at this entrance. Just inside the portcullis there are five reeking wooden buckets, half-filled with what appear to be fish guts. These are used to placate the toad-hydra beneath the bridge at **AREA 9**. If the party peacefully buys entrance into the Halls, the sentries will hand them a bucket of fish guts, and explain, "For crossing the bridge."

The central part of the portcullis, which descends into the river, has longer bars than the rest of the gate, descending into the river itself. However, the bars do not actually extend all the way down to the riverbed, and if the party is entering (or leaving) the Halls under the river, it would be easy to squeeze underneath.

**Treasure:** One toad-man carries a pouch containing 10gp and a small crystal worth 50gp. The second toad-man carries 22gp and a potion of healing.

## 6. Guard Room

This room reeks with a strange smell of rotting reeds and stagnant water. There are seven straw pallets on the stone floor, each with a wooden chest beside it. The room is of stone construction, cut from the natural rock by skillful hands. Worn bas-reliefs of graceful, curvilinear shapes are carved into the base of the walls.

### Monsters

- Toad-Man Sentries (5): HD 2+1; HP 10, 10, 9, 11, 8; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 16; AL C; CL/XP 2/30; Special: None.

### Description

The smell in this room is simply due to the constant presence of toad-men guards as they change shifts and sleep. Unless the party has caused some sort of alert that has called the sentries away to defend the gates or some other part of the Halls, there will be five toad-men present here. Two of them will be asleep, and the others will most likely be gambling or bragging to each other in a group, clustered near the northeast corner.

## 7. Captain Houmbal's Quarters

The walls of this room are the natural stone of the caverns, but they have been decorated with long illustrated scrolls that appear to be some kind of thin paper.

### Monsters

- Captain Houmbal: HD 5; HP 34; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 12; AL C; CL/XP 5/240; Special: 50% chance to deflect missiles.

### Description

There are six of the illustrated scrolls, which are drawn with colored inks on something similar to rice paper. Two of them are quite old and have been executed with considerable skill and talent, showing robed toad-men sitting cross-legged or standing in stylized poses. The other three are crudely drawn and depict an armored toad-man killing goblins. The two older scrolls are worth 200gp each; the three crudely drawn paintings are the work of Captain Houmbal, and are – at best – completely worthless.

Captain Houmbal considers himself to be a highly talented artist, and also to be the most attractive possible subject for a painting. If anyone enters his room, his immediate reaction will be violent, but if the adventurers immediately compliment the paintings on the wall, the big toad-man will desist from his attack to listen to such praise of his talent.

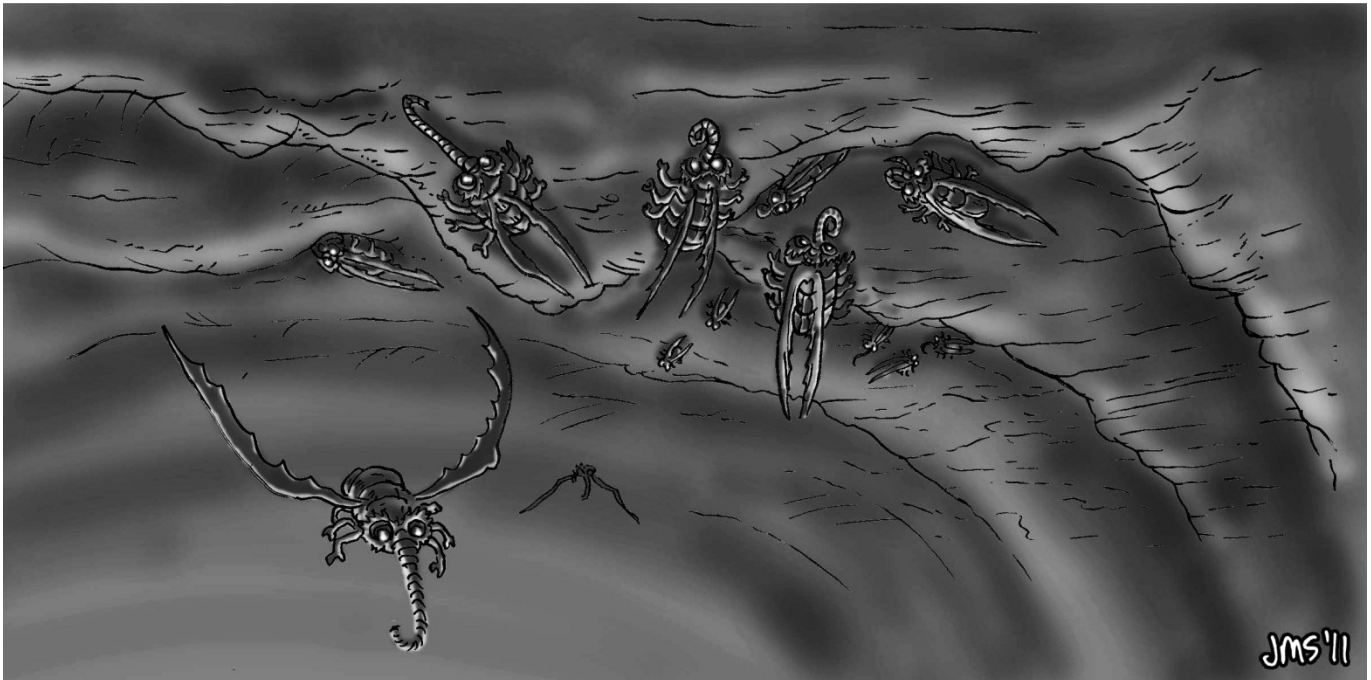
As with many of the better-trained toad-men in the Halls, Captain Houmbal has picked up a vestige of the battle skills once common to his more civilized forebears. He has a 50% chance to deflect any missile aimed at him.

## 8. South Cavern Entrance

The walls of this vast cavern rise high above the radius of your light, disappearing into darkness overhead. In the vast darkness of the upper cavern you can hear squeaking noises that sound a bit like bats, but unpleasantly different in some way.

### Description

The squeaking sounds overhead are, of course, stirges. Knowing that they are the natural prey of the toad-men, these nasty predators seldom fly down to the cavern's lower reaches. They roost in the ledges and crevices of the upper cavern, flying through small fissures and tunnels to hunt elsewhere in places that are not as dangerous to them as the floor of their own roosting-cavern.





## 9. Bridge of the Toad-Hydra

A long, low bridge arches over a thirty-foot span of water to cross the lake. The bridge is supported by graceful stone columns carved with fish and dragonflies, and it would be a pleasant sight if it were not for the unpleasant subterranean water that ripples against the columns.

### Monsters

- Guts-Seller (normal toad-man): HD 2+1; HP 10; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 16; AL C; CL/XP 2/30; Special: None.
- Four-Headed Toad Hydra: HD 6; HP 30; AC 7[12]; Atk up to 4 bites (1d6+3) and/or up to 4 tongues (grab); Move 6 (Swim 12); Save 11; AL N; CL/XP 8/800; Special: Tongues can grab to gulp opponents (see description).

### Description

A toad-man in a floppy leather hat sits at the northern end of the bridge, with a small barrel of fish guts, a ladle, and a bucket. He will sell the fish guts at a price of 1gp per bucket (one bucket is enough to placate the toad-hydra (see below). Obviously, the guts-merchant sells to toad-men at a much lower price (1cp), but he increases his prices for visitors. If the party inquires about the purpose of the bucket of fish guts, the vendor explains about the hydra; however, if the party does not ask, he will assume that they already know about the peril lurking under the water.

A four-headed toad-hydra lurks in the water beneath the bridge. It is capable of leaping to the bridge from the water, but after it pokes a head from beneath the surface it will wait for a few moments to see if it is going to be fed. If the party throws it a bucket of fish guts, it will subside back under the water to feed. If it is not fed, however, it will launch itself onto the bridge with a surge of its webbed feet and attack.

**Treasure:** If the party swims around in the water under the bridge (which is 30ft deep), they will eventually find the toad-hydra's lair, which contains 200gp, a +2 spear, a suit of plate mail (with skeleton inside), and three gems (50gp, 250gp, and 1,000gp). Obviously, the party is unlikely to have enough time to swim around under the lake, but they might think of recruiting a toad-man to retrieve the treasure for them once the hydra is obviously dead...



## 10. The Shelf of Bones

This rock shelf appears to be empty, but it is scattered with a fair number of bones, which do not appear to be human.

### Description

The rock shelf is often used by the Batrachi Priests to dispose of spawn or toad-men who have been too much affected by the priesthood's alchemical mixtures and have suffered crippling deformities. If the characters look at the bones they will soon realize that most of the skeletons from which they came were extremely malformed or twisted. As soon as they find a skull, it will be clear that the bones are probably those of toad-men.

## 11. Butcher's Hut

A two-story stone hut appears to have been carved directly from the stone of the cavern, like a statue. It has graceful curves and a pagoda-like roof. The ground floor of the hut is mostly open to the air, little more than four supporting pillars at the corners and a delicate staircase leading up to the top level. The pillars are carved with elegant designs, pleasing to the eye, but they are spattered all over with blood and gore, as is most of the ground floor, which is apparently in use as some kind of slaughterhouse. The carcasses of two pigs, several stirges, and some sort of long eel with many fins and a mouth full of teeth hang from hooks set in the ceiling. A very large toad-man stands in the middle of the hut's ground floor, carrying a massive meat-cleaver.

### Monsters

- Uobo the Butcher (4HD Toad-Man): HD 4; HP 18; AC 6[13]; Atk 1 cleaver (1d8); Move 9 (Swim 12); Save 13; AL C; CL/XP 4/120; Special: None.

### Description

Uobo the Butcher slaughters pigs and other animals (including, sometimes, captured humans) to sell to the toad-men of the hall, who much prefer a good meal of raw red meat to their standard diet of fish and stirges.

The upper floor of the hut is furnished with a bed and a chest, and the wall is decorated with three shields hanging from wooden pegs. One of the shields appears to be of human manufacture, and the other two are cruder, probably orcish. The chest contains 310gp, 700sp, and a gem worth 200gp.

## 12. Sentry Post

Two toad-men armed with spears stand here.

### Monsters

- Toad-Man Sentries (2): HD 2+1; HP 10, 11; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 16; AL C; CL/XP 2/30; Special: None.

### Description

Two toad-men will be standing sentry duty here unless they have already left to respond to a threat to the Halls. Note that the large corridor between the major caverns has a much lower ceiling than the caverns themselves. If a wandering monster encounter is indicated in this central area, it will not be stirges.

## 13. West River Exit and Bridge

A bridge crosses the water here, carved directly from the cavern wall and protruding five feet over the water's surface. Beneath the bridge, the river bubbles downward into a tunnel with a very low clearance over the water's surface, about two feet. The exit is blocked by wooden bars socketed into the bridge, and is apparently not guarded.

From the inside of the Halls, it will take only a short time for the characters to discover a lever that will open the gate: it is ten feet from the tunnel and is not concealed. The toad-men do not anticipate any assault from this direction, since attackers would have to swim upstream for quite a distance before arriving at the portcullis. As a result, the western river exit is not kept guarded.

## 14. Leaning Hut

A rude hut, made of river rocks mortared together. The hut is one story tall, and leans slightly to one side.

### Monsters

- Toad-Men (2): HD 2+1; HP 10, 8; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 16; AL C; CL/XP 2/30; Special: None.

### Description

The hut is inhabited by a mated pair of toad-men, who fish in the black lake beyond the dam, and participate in the occasional raiding party mounted by the Toad-King. The hut contains 4 nets (10x10ft), several short, pronged fishing spears (1d3 damage), and some baskets. Most of the baskets contain filthy loincloths and other scraps of

toad-man clothing, but at the bottom of one basket is a small leather bag containing four gems, each of which is worth 50gp.

## 15. Southern Gate

Four shadowed forms stand beside the gate, chatting with each other in deep, basso voices. They do not appear to be particularly alert.

### Monsters

- Toad-Man Sentries (4): HD 2+1; HP 15, 9, 7, 10; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 16; AL C; CL/XP 2/30; Special: None.

### Description

As described in **AREA 3**, four toad-man sentries guard this gate; one of them is seated in the shadows beside the portcullis and is not readily visible from the inside or the outside. If the characters approach in a non-hostile manner, the toad-men will assume that they are simply traveling through the underground tunnels, and will attempt to exact the normal toll for passage through the Halls. Just inside the portcullis there is a large brass gong that can be rung to alert the inhabitants of the Halls that an attack is under way.

**Treasure:** Each of the sentries carries 1d100gp in a belt pouch.

## 16. Sleeping Chamber

This small side-cave contains six straw pallets.

### Monsters

- Toad-Man Sentries (2): HD 2+1; HP 10, 10; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 16; AL C; CL/XP 2/30; Special: None.

### Description

This chamber is a sleeping area for the gate sentries and the two sentries that are off duty. It contains six straw pallets, but only the two off-duty guards will be present here.

**Treasure:** Each of the toad-men carries 1d100gp in a belt pouch. One of the belt pouches is beautifully embroidered (although somewhat stained) and is worth 25gp).

## 17. Hut of Moomnag the Misshapen

This is an unstable-looking hut made of dried mud and a few large, smooth river stones.

### Monsters

- Moomnag the Misshapen (Toad-Man): HD 5; HP 26; AC 6[13]; Atk 1 club (1d8); Move 9 (Swim 12); Save 12; AL C; CL/XP 6/400; Special: Disease spores.

### Description

This hut is the home of Moomnag the Misshapen, a toad-man who was over-exposed to the alchemy of the Batrachi Priests (see **AREA 22**) and changed in an unusual way, into a diseased abomination. Moomnag's skin is covered in very large warts which, if they are damaged, release diseased spores into the air. Moomnag is also much larger than a normal toad-man, a hulking and misshapen creature even by the standards of hulking, misshapen creatures like the toad-men.

When Moomnag is hit by an opponent, some of the spores on his skin will burst, throwing a cloud of damp spores into the air. Anyone within ten feet must make a saving throw or contract the disease carried by these spores. An infected person will make all saving throws at a penalty of -1 for the duration of the disease. At the end of 1d6 days, the infected person must make a second saving throw if not cured. Success at this saving throw means the character has fully recovered; failure means that the character succumbs to the disease and dies.

**Treasure:** Moomnag has only 20cp in treasure; he is not interested in metal. When the Toad-King's forces go out to raid, Moomnag is usually rewarded with meat from fallen enemies and allies.

## 18. Underwater Tunnel

Note: This tunnel is under water, and will not be found unless the characters are exploring beneath the waters of the lake.

An underwater tunnel has been carved into the cavern wall beneath the surface of the lake, disappearing into the murky darkness. The cave mouth is surrounded by harsh, ugly symbols that have been cut deeply into the stone.

### Description

The script-carvings around the tunnel mouth are in the language of the toad-men, and have enough magical power to keep the toad-hydra from entering the caverns behind

the tunnel. A *read languages* spell will reveal that the carvings indicate a protected place, and seem also to refer to a project or task being undertaken by or on behalf of a deity.

## 19. Shelf Cavern of the Land Lampreys

The floor of the underwater tunnel begins to slope sharply upward, and enters into an air-filled cavern. The river ends at the bottom of a ten-foot tall ledge of rock, which would need to be scaled in order to reach the cavern floor above the water.

**Monsters** (not immediately encountered)

- Land Lampreys (9): HD 1; HP 7, 6, 8, 4, 2, 3, 6, 5, 3; AC 3[16]; Atk 1 bite (1d3); Move 15; Save 17; AL N; CL/XP 2/30; Special: Attach and drain blood

### Description

The characters will discover as they climb the ledge up to the cavern that this area is the lair of 12 land lampreys. The land lampreys will begin sliding down from the top of the ledge almost immediately upon hearing the characters in the water below, and will most likely be able to begin their attack while the characters are still climbing. Note that the Granddaddy Land lamprey from AREA 20 will eventually emerge to join the combat, but not for 6 rounds.

**Treasure:** Among the various fish-bones scattered on the cavern floor, there is the intact skeleton of a toad-man. Its belt pouch has rotted away, but there are 37gp scattered around the skeleton. A 38th gold piece has fallen into a crack in the stone; it is visible but almost impossible to remove since it is about an inch deep into the crack. There is nothing unusual about the gold piece.

## 20. Lair of the Granddad Lamprey

A cavern opening leads into a cave-area beyond. Several large bones are scattered around the opening.

### Monster

- The Granddad Land Lamprey: HD 5; HP 38; AC 6[13]; Atk 1 bite (1d6); Move 12; Save 12; AL N; CL/XP 6/400; Special: Attach and drain blood, does not stop until opponent is dead.

### Description

This cave is the lair of an enormous (5HD) land lamprey, the parent of the ten smaller ones in AREA 19. The monster is almost ten feet long and is as thick as a barrel. It will not emerge immediately, even if it hears noise in

AREA 19, but it will investigate in 6 rounds after the sound of fighting begins. Note that this huge lamprey is slower than its smaller kin and, being slower, is also easier to hit. However, unlike the smaller ones it will drain its victims dry rather than letting go once it is sated.

**Treasure:** There are several skeletons in this side cavern, mainly of toad-men, for the granddaddy land lamprey eats larger prey than fish. Scattered in with the skeletons are 312gp, 2045sp, 4000cp, a *potion of water breathing*, a *potion of healing*, and a *potion of invisibility*.

## 21. Caretakers of the Spawn

You emerge from the underwater tunnel into the bottom of a cavern pool, in the northern part of a large natural cavern. The waterline is ten feet below the rest of the cavern floor, with a steep rock shelf leading up to the rest of the cavern. From the surface of the water, you cannot see over the ledge into the rest of the cavern.

If the party makes much noise while getting to the top of the ten-foot shelf, they may be opposed by the Caretakers of the Spawn (see below)

From the top of the rock shelf, the rest of the cavern is visible. It is a weird and macabre sight. Three large cages are the most immediately noticeable features of the cave chamber. One contains five humans, pale and obviously in very bad condition. A second cage is filled with chittering stirges, perhaps ten of them. The third cage is possibly the most disturbing of all, for it is your first sight of young toad-people. These things are somewhat smaller than a human being, but they have an utterly feral appearance. Their eyes gleam madly, and they begin to hurl themselves against the bars of the cage, snarling and yammering, gnashing their fangs in a wild frenzy. In addition to the cages, the cavern also contains a stone table with a cleaver and several long knives set upon it. The table and the knives are black with the stains of dried blood. A pile of bones lies beside the table, some of which are apparently the bones of humans.

### Monsters

- Batrachi Priests (2): HD 3; HP 12, 14; AC 6[13]; Atk 1 trident-spear (1d8); Move 9 (Swim 12); Save 14; AL C; CL/XP 4/120; Special: Spells.
- Priest 1: *cause light wounds*, *cure light wounds*, *hold person*
- Priest 2: *cause light wounds*, *cure light wounds*, *silence 15ft radius*

- Stirges (10): HD 1+1; HP 9, 8, 7, 6, 5, 5, 4, 3, 2; AC 7[12]; Atk 1 proboscis (1d3); Move 3 (Fly 18); Save 17; AL N; CL/XP 1/15; Special: blood drain (1d4), +2 to hit bonus.
- Toad-Spawn (8): HD 1; HP 8, 4, 6, 5, 4, 6, 4, 3, 1, 1; AC 6[13]; Atk 1 bite (1d6); Move 9 (Swim 12); Save 18; AL C; CL/XP 1/15; Special: None.

### Description

This is the cavern in which the Batrachi Priests feed and train the “purified” spawn of the toad-men, unknowingly following the sinister dictates of the evil Shrooms. This chamber essentially contains the food chain of the spawn: human blood is drained to feed captured stirges that have been netted in the great caverns, and the stirges, when fattened up, are fed in chunks to the toad-spawn. The eight spawn are utterly insane and vicious, not coming into any sort of measurable sapience until they are matured – and even then, they are irrevocably Chaotic and cruel.

There are two Batrachi Priests in the cavern, and they will immediately recognize the adventurers as a serious threat. Rather than fighting, they will first attempt to unleash some unpredictable allies: the stirges and the toad-spawn. The stirges will choose their opponents randomly, but the toad-spawn are somewhat frightened of the priests and are unlikely to attack them. When the toad-spawn are released, each one has a 5% chance (1 in 20) to attack one of the priests; if a toad-spawn is determined not to be attacking the priests it will attack the adventurers.

## 22. The Alchemical Temple

This chamber of the caverns is filled with several large pieces of alchemical equipment, and a strange statue of a four-armed toad carrying a trident in one hand and what appears to be a potion bottle in another hand. The most noticeable of the alchemical equipment is a line of four large glass vats, containing numerous white spheres about six inches in diameter. The vats are ten feet tall, and the spheres float in a greenish liquid, about ten spheres to each vat.

### Description

The spheres contained in the huge vats are toad-man eggs, for this is where the Batrachi Priests use alchemy to change and “purify” the essence of toad-men before they are even hatched into tadpoles. The Batrachi Priests believe that most of their alchemy is actually due to the religious influence and divine intervention of their toad-god, whose statue stands over the process as if the deity is

supervising. In point of fact, the Batrachi Priests do not understand the mechanics of what they are doing at all, though they approve of the results. The priests are simply following alchemical recipes given to them by the evil, subterranean race called the Shrooms. They are unaware that their own high priest is mentally dominated by the Shrooms, and that their concoctions are not only having the desired result of making the toad-men bigger and more vicious, but are enslaving the race of toad-men into the service of the Shrooms.

There is, of course, a variety of other interesting alchemical equipment in the chamber, since this is where all the concoctions are prepared, following the deceptive instructions given by the Shrooms. There are 27 bottles of various ingredients, all of which are unidentifiable substances pre-prepared by the Shroom priesthood of the Stone Cyst. Combining these various substances can have strange results. If the characters start mixing up their own potions, use the following table to determine what the resulting substance will do. A modifier is available on the die roll: see the description of the distilling apparatus, below. Assume that each combination uses half of a bottle, which means that a total of 27 experiments (maximum) will be possible.

- 1) Big Explosion (roll 1d10 to see how many d6 damage will be caused, and roll 1d6 x10ft to find the diameter of the blast). A saving throw allows half damage.
- 2) Sizzles into acid, eats away the container and cuts 1d3 feet deep into the stone floor
- 3) Sublimates explosively into a potion cloud with a diameter of 1d4 x10ft. Roll 1d4 for the effect: 1) make a saving throw or die, 2) heals all damage, 3) causes extreme hair growth, 4) turns characters in diameter automatically into a bilious blue *gaseous form* for 1d6+6 turns, and the character remains this color for 1d6 days afterwards
- 4) Explosion (roll 1d4 to see how many d6 damage will be caused, and roll 1d6 x10ft to find the diameter of the blast). A saving throw allows half damage.
- 5) Creates dazzling beams of light in all directions (radius 100ft)
- 6) The substances ignite and burn, but cause no particularly dramatic effects other than this.
- 7) Substances combine to form a potion of invisibility
- 8) Substances combine to form a potion that turns the imbiber into a lion for 24 hours

- 9) Explosion (roll 1d4 to see how many d6 damage will be caused, and roll 1d6 x10ft to find the diameter of the blast). A saving throw allows half damage.
- 10) Loud bang and a bit of smoke. The smoke is heavier than air, and does not disperse for 6 hours. It is, however harmless.
- 11) Mixture changes to a random color, but has no other effect.
- 12) A cloud 10ft in diameter forms; anyone breathing the gas will gain 1 point of Dexterity.
- 13) Mixture changes from liquid to gas, but without any increase in volume. It also becomes very heavy. This gas is poisonous, and will seep downward when it is poured out.
- 14) The drinker becomes able to read the thoughts of any nearby toad-man. This effect lasts for 1d6+6 turns.
- 15) The drinker grows fungus all over the body. It itches, causing a -1 penalty on all die rolls, and it will not go away unless the character is fully immersed in water. Anyone else in the water at the same time has a 25% chance of needing to make a saving throw; failure means that the other character contracts the fungus infection. Such a secondary infection cannot be removed by immersion in water, but it will go away of its own accord in 1d6+6 turns.
- 16) A pink cloud with a 20ft radius forms, reaching all the way to the ceiling of the cavern (30ft above); gravity is reversed within this cloud.
- 17) The mixture creates a powerful vacuum. The bottle will shoot toward the nearest large object and stick to it forever unless the bottle is broken. If the bottle is broken, however, there will be an explosive concussion similar to a 3HD *fireball*.
- 18) The drinker exudes a powerful pheromone that operates only on toad-men. Anyone drinking this potion, for a period of 1d6+6 turns, will be extremely attractive to any toad-man (the toad-men are hermaphrodites, so the effects of the potion are not specific to any gender). This will result in a very favorable reception to suggestions (or lies) from the character since the toad-man will be disposed to be as helpful as possible. On the downside, it could lead to a coterie of hangers-on when the party would prefer to be operating unobserved.
- 19) The drinker is polymorphed into a toad-man, for a duration of 1d6+6 turns
- 20) The imbiber suffers no visible effects, but when given an order in the High Shroomic language, even if the character does not understand High Shroomic, a saving throw is necessary to avoid following that command (other than commands that will obviously result in the character's death, which will be overridden by the character's survival instinct).
- 21) The imbiber grows an inch taller and gains 1 point of Strength, but when given an order in the High Shroomic language, even if the character does not understand High Shroomic, a saving throw is necessary to avoid following that command (other than commands that will obviously result in the character's death, which will be overridden by the character's survival instinct).
- 22) The imbiber is thereafter able to understand the High Shroomic language (this is not treated as an additional language in terms of the limits imposed by low intelligence).

In addition to the various reagents, the alchemical equipment includes a complicated apparatus for distillation. If a reagent is distilled before being mixed with another, the roll on the mixture table is made at +1. If both reagents are distilled, the roll is made at +2. It takes a full turn to distill a reagent.

The cavern is empty, but any sort of loud noise will cause the Batrachi Priests from **AREA 22** to investigate.

### 23. Cavern of the Batrachi Priests

The walls of this cavern are decorated with crude bas-relief carvings of a four-armed toad man carrying a trident and an ornate bottle. Seven stone beds are set against the walls here, and the floor is strewn with several luxuriously deep carpets.

#### Monsters

- Batrachi Acolyte (Taoboam): HD 3; HP 10; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 14; AL C; CL/XP 3/60; Special: 1 cure light wounds spell.
- Batrachi Priests (2) (Yulgol and Bolboa): HD 4; HP 13, 15; AC 6[13]; Atk 1 trident-spear (1d8); Move 9 (Swim 12); Save 14; AL C; CL/XP 5/240; Special: Spells.  
Yulgol: *cause light wounds, cure light wounds, hold person*  
Bolboa: *cause light wounds x2, hold person*



## Description

This cavern is the communal living area for the Batrachi Priests, with the exception of High Priest Julgoor (see **AREA 30**). If they have not previously responded to unusual noises (including explosions) coming from **AREA 22**, there will be three of the Batrachi Priests in this room.

**Treasure:** Each of the Batrachi, including the acolyte, carries a belt pouch with 2d10gp. In addition, there is a sack under each of the seven beds in the room containing the possessions of a Batrachi Priest.

- Bag #1: Seventeen small jade toads worth 25gp each
- Bag #2: A 100gp gem and six soiled loincloths
- Bag #3: A rotten egg (still unbroken), 231gp, a *potion of flying*, and a potion that allows one to see 120ft in the dark, including around corners, for 1d6+6 turns
- Bag #4: A potion that polymorphs the drinker into a toad-man for 1d6+6 turns and allows the drinker to read and speak High Shroomic (and no other language, including the common tongue)
- Bag #5: 600gp and 350cp
- Bag #6: A potion that allows the user to breathe fire (2d6 damage) once per turn for 1d6+6 turns. Breathing fire is painful and causes 1hp damage, but it is even worse to hold it in, which causes 2hp damage per turn that the drinker does not breathe fire.
- Bag #7: 700gp and a gem worth 1,000gp

## 24. The Spawning Pool

The main feature of this natural cavern is the great pool in its southern part. The water of the pool is strangely dark and seems to reflect very little light. Bubbles rise to the surface in several different parts of the pool. A Batrachi Priest stands to the south of the pool, its arms raised, chanting to the waters.

### Monsters (Tadpoles not immediately visible)

- Mulgoama the Priest: HD 4; HP 22; AC 6[13]; Atk 1 trident-spear (1d8); Move 9 (Swim 12); Save 13; AL C; CL/XP 5/240; Special: Spells.  
Spells: *cause light wounds* (1d6+1 damage, range 50ft, automatic hit) x2, *hold person*.
- Toad-Man Tadpoles (1d6+2): HD 1; AC 7[12]; Atk 1 bite (1d4); Move 6 (Swim 12); Save 18; AL N; CL/XP 1/15; Special: None.



### Description

The pool in this cavern is a spawning pool where toad-man eggs are hatched into tadpoles. When the tadpoles have formed into their bipedal shape, they are removed to the cage in **AREA 21** until they become less feral and more capable of intelligent thought. The feral nature of young toad-men is due to the alchemical concoctions infused into the eggs and also poured into this pool; after decades of this sort of breeding the entire toad-man race has been transformed from an essentially Lawful and Neutral species into one that is Chaotic to the very core of its nature. The original race of toad-men no longer exists in the world; it has been corrupted and changed by the influence of Shroomic alchemy. What remains is a species that is vicious to the bone and, more importantly to the Shrooms, innately susceptible to being controlled by the Shrooms themselves. In terms of altering the toad-men into a Chaotic and barbaric race, the breeding alchemy performed by the Batrachi Priests is no longer necessary, but it continues the transformation of the toad-men into larger and more subservient creatures as the generations pass.

Every few days, the Batrachi Priests brew alchemical formulas in accordance with the “mystic” instructions given to them by the Shrooms, and pour them into the waters where the newly hatched tadpoles are growing. Mulgoama the priest has just finished with making the latest infusion into the pool, and is now chanting the “mystical” words, a ceremony with no effect or meaning whatsoever that the Shrooms simply added on to make their deception seem more religious in nature. Mulgoama will be furious when foreign intruders enter these precincts and disturb his chanting, and he will attack immediately.

If Mulgoama summons them forth for reinforcements (as soon as he feels mildly threatened), 1d6+2 tadpoles will swarm from the pool and attack. The tadpoles are two feet long and have nasty, biting teeth.

**Treasure:** Mulgoama has seven bottles beside him. Three of these are empty. One is a leftover bottle of the infusion, which is poisonous. The other three are potions: one is a *potion of levitation*, one is a *potion of heroism*, and one is a *potion of invulnerability*.

## 25. Gate of Serenity and the Bell of Mysteries

A great stone archway has been cut into the cavern wall here, closed off by a strong wooden gate painted red, with white pictures of songbirds flying over a bed of reeds and cattails. The gate is quite large, almost ten feet tall and five feet across. Unlike the rest of the cave complex that you have seen, which has a disturbing aura of degeneration and rot, this gate almost seems to give forth a feeling of serenity and calmness. Beside the gate, there is a huge bronze gong, with a two-handed mallet leaning against it.

### Description

The Gate can be opened with no effort whatsoever, allowing access to **The Cavern of Enlightenment (AREA 26)**. Once a group of people have entered the Cavern of Enlightenment, the Gate of Serenity will slowly and silently close itself again. This is not a trap; it can be re-opened at will; however, the dweomer placed upon the door will cause it to radiate a peaceful sort of magic if the party is using a *detect magic* spell.

The massive bronze gong is the Bell of Mysteries. Ringing it will tell the Toad-Men of the Halls that an eight-hour rest period has begun, during which many of them will relax and sink into a torpor. Unless the gong is rung within an hour or two after the real Hours of Mystery ended, none of the Toad-Men will notice that it sounded at the wrong

time, and they will settle into their rest. Their sense of time is only approximate, and they are no longer as intelligent as their ancestors. If, however, the gong is sounded only an hour or two after the last time, it will create a great deal of confusion, and several guards will come to see what is happening. In other words, unless the gong is rung at absolutely the wrong time it will have the opposite effect of a warning alarm: it will assure the toad-men that all is well and that it is time to rest. Note, however, that if the gong is rung twice, that signifies the end of the Hours of Mystery.

The monks in **AREA 26** completely ignore the gong. It is not a doorbell for admittance through the gate, much as it might appear to be so. The Gates simply push open; the gong is for a different purpose entirely.

## 26. Cavern of Enlightenment

Beyond the red gate, you discover a large, startlingly unusual cavern. The cavern floor glitters with deposits of quartz, like a rippling field of diamonds. An ornate stone pagoda, twenty feet by thirty feet and one story high, stands majestically in the eastern part of the cavern, separated from the rest of the chamber by a moat of clear water. At the edges of the moat, some green reeds and rushes seem to be growing directly from the stone of the cavern floor.

### Description

As the race of toad-men rapidly degenerated under the influence of Shroomic lies and alchemy, the original monastic leaders of the toad-men held less and less influence, eventually choosing to simply wall themselves off from the barbaric descendants of the original race. This cavern is the last home of the original toad-men, all of whom have reached a high level of enlightenment even as their younger brethren beyond the gate have fallen into the grasp of deep Chaos.

There are three monks who live here in the pagoda; the Ancient Master, the Mystic Master, and the Wandering Master. The Ancient Master and the Mystic Master no longer leave the Pagoda. The Wandering Master, on the other hand, occasionally leaves this cavern to see what is happening in the Halls themselves, travels around the various tunnels and caverns beyond the Halls, and even makes the occasional journey to the surface world to see what is happening. Indeed, it is possible that something the Wandering Master has done in the outside world has led, directly or indirectly, to the party’s arrival in the Halls of the Toad King.

## 27. Pagoda of the Ancient Masters

The interior of the pagoda is virtually empty except for four small trees, one growing in each corner of the building. There is a low table in the center of the building, upon which there sits a delicate earthenware teapot and four small cups. At the northern side of the table floats an almost-translucent toad-man, an expression of perfect serenity upon his face. At the southern side of the table, facing the translucent floating toad-man, is a second, more substantial toad-man who wears white monk's robes embroidered with layered patterns of white thread, virtually indistinguishable from the cloth of the robe. The robed toad-man turns toward you – the floating one remains in his trancelike reverie. A third toad-man, this one slender and wearing a green robe, clearly notices you, but has no reaction to your arrival.

### Monsters

- The three Ancient Masters

### Description

The floating toad-man is the monk known as the “Venerable” Master, and the white-robed one is the “Mystic” Master. The third monk, the one in the green robes, is the “Wandering” Master.

The Venerable Master is a thousand-year-old being. His skin generates a faint glow, and he is slightly translucent without being entirely invisible. Despite his age and the fact that he has not eaten for the last hundred years or so, he is still comfortably fat by human standards, though he is a bit svelte by the standards of toad-men. The Venerable Master is so attuned to the harmonies of the universe that he no longer speaks. He drinks tea when it is served to him, but takes no other actions no matter what happens. If the party is generally Lawful in alignment and seems to be planning to destroy the Chaotic remnants of the toad-man race, they will find that being in the presence of the Venerable Master has imbued them with a *bless* spell that will persist for as long as they remain in the Halls of the Toad-King without departing.

The Mystic Master is five hundred years old. He also has no need of food or drink, but he is not as close to complete enlightenment as the Venerable Master, and still interacts with his surroundings. The Mystic Master is the monk whose presence intimidates the barbaric toad-men badly enough that they leave this area alone. If he is attacked by the party he will simply teleport them into the **Spawning Chamber (AREA 24)** and let them fight their way out,

essentially forcing them to attack the toad-men. He will not communicate with the party other than in typically cryptic monk-like answers to their questions. The Referee may determine these randomly, or pick whichever one seems best for the particular question. The Mystic Master has no qualms about repeating himself or making no sense.

- 1) “That which changes in the dark is doomed to be changed.”
- 2) “The essential mistake of the barbarian is the illusion that size matters.”
- 3) “That which goes around in the circle of being shall later come around.”
- 4) “Rot sets in where the search for enlightenment is abandoned.”

The Wandering Master is no more than two hundred years old, and still has a calm curiosity about events in the world. He is the only one out of the three with any interest in changing the world in any way, and he occasionally indulges himself by nudging events gently in directions that will assist the cause of Law and fight the threat of Chaos. Like the Mystic Master, he will only communicate in cryptic comments, although his comments are a bit more useful (especially the invitation to have some tea, which will act as a *potion of healing* and will also remove diseases).

- 1) “Have some tea.”
- 2) “Our people have listened without disbelief, and disbelieved when they should have listened. All ears are now closed.”
- 3) “A toad sits upon the cap of a mushroom. Does it sing to itself, or does it hear the song of the mushroom?”
- 4) “That which is spawned in poisons shall become poison. That which is spawned in Law shall become Lawful. That which is steeped in water shall become tea.”

The characters will receive no further help or information from the monks.

## 28. Antechamber Hall

This chamber is carpeted with rugs of decent quality, and the stone walls have been painted in an off-white sort of color.

### Monsters

- Toad-Man Sentry: HD 2+1; HP 14; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 16; AL C; CL/XP 2/30; Special: None.

### Description

This room is an antechamber to the quarters of three important residents of the Halls.

One toad-man stands guard here, and will not allow admittance to humans unless they bribe him well or appear to have business with Karamantis (AREA 29), Julgoor (AREA 30), or Fthormidor (AREA 31).

**Treasure:** The toad-man carries two gems worth 100gp each, hidden within its loincloth.

## 29. Karamantis the Mage

A luxurious room furnished with an ornate desk, a carved wooden bed, and a wardrobe.

### Monsters

- Karamantis (Human MU5): HD 5 (d4); HP 15; AC 9[11]; Atk 1 staff (1d6); Move 12; Save 10; AL N; CL/XP 7/600; Special: Spells.  
Spells (4/2/1):  
Level 1: *charm person x2, hold portal, shield*  
Level 2: *invisibility, phantasmal force*  
Level 3: *slow*

### Description

This room is the home of the only regular human resident of the Halls, the magic-user Karamantis, who serves as a mercenary wizard to the Toad-King. As the toad-men lost their monk-like powers in the process of degeneration, it soon became clear to the Toad-King and the Batrachi Priests that the brute force of their “improved” toad-men often failed to win battles against magic-using opponents. When Karamantis ventured into the subterranean realms a few years ago, seeking treasure and knowledge, he stumbled across the Toad-King’s Halls and was promptly recruited by the King as a mercenary to round out the King’s raiding forces.

Karamantis has realized that there is something mysterious going on behind the scenes in the Halls, but does not know what it is. This is a matter of some concern to him; he is a cunning individual and realizes that what he does not know could kill him. He is aware of the existence (but not the purpose) of the spawning caverns that can be accessed from beneath the lake (AREA 18), but knows that his life would be in great jeopardy if he began making inquiries or tried to explore the area himself. If the characters seem useful and reliable, he will offer them his 5 potions of water breathing if they plan to explore the spawning caverns, provided that they tell him what they discover there.

**Treasure:** The wardrobe itself contains five robes of good quality, and other such clothing. The wardrobe has a secret compartment underneath the bottom, containing 5 potions of water breathing, 600gp, spellbook containing all listed first level spells and all Karamantis’s memorized spells, plus *detect invisibility, mirror image, and dispel magic*. He also owns a *scroll of protection against drowning* and a pair of *boots of leaping*.



There is a half-written letter on Karamantis’s desk, which reads as follows:

Dear Yaradaq,

I hope that my last letter to you, about my odd exploration beyond the red door, found its way to the academy. These toad creatures are extremely strange, almost insane, but I am becoming increasing certain that there is something going on here in addition to the “normal” predatory but straightforward life of an underground marauder-tribe. Something sinister appears to be working behind the scenes, and I am not at all sure that the King who has hired me is actually the one in charge of this place.

(the letter is not finished or signed)

### 30. Chambers of Julgoor the High Priest

This luxuriously-appointed chamber is unevenly hewn from the rock, but tapestries on the walls somewhat disguise the shoddy workmanship. A stone bed with a large feather mattress and a table made of inlaid rare wood indicate that the room's inhabitant is an important member of the strange race of toad-men that inhabits these halls. On the northern wall there is a painting of the four-armed toad god, carrying a trident and a bottle. Unlike other representations you have seen in the Halls, however, the face of the toad-god in this painting seems to have an oddly ironic smirk on his face.

#### Monsters

- Julgoor the High Priest (Clr6): : HD 6 (d6); HP 22; AC 2[17]; Atk +1 toad-headed mace (1d6+1); Move 9; Save 10; AL C; CL/XP 7/600; Special: +2 save vs. paralysis or poison, spells.  
Spells (2/2/1/1):  
Level 1: *cure light wounds, cause light wounds*  
Level 2: *hold person, silence 15ft radius*  
Level 3: *remove curse*  
Level 4: *sticks to snakes*

#### Description

This is the residence chamber of High Priest Julgoor, the only one of the Batrachi Priests who knows that the religion is a sham designed and orchestrated by the Shrooms. Julgoor, however, is *not* aware that the alchemy of the Shrooms and the false rituals of the Batrachi Priests are actually turning the toad-men into unknowing slaves of the Shrooms; he simply believes that the Shrooms have given the Toad-King and the Batrachi Priests a tool for altering the course of the toad-man race into something darker and more formidable.

**Treasure:** There is a secret compartment in Julgoor's table that can be opened by removing one of the larger wood inlays at the center of the table; if any of the characters checks the height of the tabletop, it will be clear that there is enough room for a compartment inside, and from that point it is simply a matter of finding the right piece of inlay. The table is worth 1000gp, so smashing it open would be an unfortunate choice of methods for gaining access to the compartment.

The secret compartment contains some interesting things.

- 1) Several sheets of parchment containing sketches of the toad-god image seen in several places in the Halls. What is interesting about these sketches is that they are not the same. One shows a toad-

god with six arms rather than four. One shows the toad-god holding a mushroom and a whip rather than a trident and a bottle. One shows the toad-god with much longer horns than the traditional image. Finally, one shows the toad-god's traditional image, with four arms, holding the bottle and trident – written on this parchment are the words, "This one."

- 2) If the Referee plans to use the sequel to this adventure, Stone Cyst of the Shroom Priests, there will be a map from the Halls of the Toad King to the Stone Cyst.
- 3) A gem worth 2,000gp
- 4) A backpack containing a loincloth, a scouring pad, a week's worth of rations, and 400gp.

### 31. Residence of the Shroom Ambassador

This room is almost entirely barren of contents. A polished wooden bowl five feet across appears to be some kind of furniture, and there is a large wooden box beside it.

#### Monsters

- Fthormidor, Ambassador of the Shrooms: HD 6+1; HP 26; AC 6[13]; Atk 1 weapon (1d6); Move 9; Save 11; AL C; CL/XP 8/800; Special: Spells.  
Spells (3/2)  
Level 1: *charm person* x2  
Level 2: *phantasmal force*

#### Description

This is the residence of Ambassador Fthormidor, who is ostensibly here to provide advice and counsel to the Toad-King. In actuality, he is here to observe and, if necessary, manipulate the Shroomic program to subtly enslave the race of toad-men. Although the Toad-King does not know it, he is virtually incapable of denying Fthormidor's suggestions, and the Shroom has almost the same level of control over the High Priest Julgoor (**AREA 30**).

If Fthormidor has a chance to prepare before combat, assuming that the Referee allows the spell to be used in this way, he will use the *phantasmal force* spell to make the interior of his room appear as a small 5ftx5ft closet, the walls of which are coated in green slime. He will cast his *charm person* spells while the party is still looking into the "closet," doing so from behind the illusionary wall. If he deems it to be the right move, he may follow the party at a distance, waiting for a good opportunity to strike as effectively as possible.

He may, however, summon the Spore-Demon of Khostia from its decanter in **AREA 44**, in which case the demon will arrive in 1d4+1 rounds. He is unlikely to do this unless his life is clearly in danger, since doing so would reveal to the Toad-King that the Shrooms have kept control of at least one of the “gifts” they have given to the toad-men.

**Treasure:** The wooden box beside Fthormidor’s bed contains the few possessions brought by the ambassador on his visit to the Hall of the Toad-Men. These possessions include: a +2 bastard sword, +3 vs. batrachian creatures, 6 potions of water breathing, a scroll of excellent vitality (cures disease, removes curses, and heals the reader to full hit points – usable by members of any character class), 475gp, and a gem worth 50gp.

In addition to the wealth that Fthormidor carries with him, the box also contains some papers that might give the characters a clue as to what is going on behind the scenes in the Halls. The first of these is a letter from one of Fthormidor’s colleagues, a Shroom called Rmotham. It is written in High Shroomic, and it is likely that the characters would need a *read languages* spell to decipher it. The note reads as follows:

Fthormidor,  
Good luck upon your journey. In all friendliness, you are cautioned not to carry out any of your own innovations to the plan we have all agreed upon, and especially not to force any of the slaves-to-be into personal loyalties to yourself. If you try to create your own personal fiefdom among the slaves-to-be, it will be dealt with. Our other project matures well, and we all send our affection and gratitude to you for undertaking what will certainly be a tedious and irritating task.  
Rmotham

A second document might prove extremely useful if the players follow up the connection to the Shrooms (whether in an adventure designed by the Referee or by using the sequel to this adventure). It reads:

“The toad-man carrying this letter of free passage is my servant, and is not to be eaten or otherwise harmed.  
Fthormidor”

## 32. Northern Great Cavern

The tunnel widens into an enormous chamber of natural rock. The walls of the cavern rise high above the radius of your light, disappearing into darkness overhead. In the vast darkness of the upper cavern you can hear squeaking noises that sound a bit like bats, but unpleasantly different in some way.

### A. Entrance to Palace

At the edge of the cavern here, the natural rock walls suddenly give way to carved stone and masonry. A great triangular platform is reached by three tall steps, each about two feet high. At the platform, there is a great iron gate in the wall, leading out of the cavern. The gate is incised with the picture of a toad-man sitting upon a huge throne. In front of the gate stand two very large toad-men wearing full armor and carrying great halberds topped with a three-tined military fork.

### Monsters

- Toad-Man Sentries (2): HD 2+1; HP 14, 14; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 16; AL C; CL/XP 2/30; Special: Disarm with polearm

### Description

The training of the palace guards gives them a chance, when using their polearms, to disarm any opponent who misses an attack against them. If an opponent misses, the toad-man has a 25% chance to fork the attacker’s weapon away, throwing it a distance of 1d6 x10ft. This is simply the defensive part of their normal combat; the polearms are used to attack at the same time.

### B. Blacksmith’s Hut

This is a two-story stone building, poorly built of unevenly matched river stones mortared together. The ground floor is a blacksmith’s workshop, with a forge, bellows, and the other tools of the blacksmith’s trade.

### Monsters

- The Blacksmith (Toad-Man): HD 4; HP 19; AC 6[13]; Atk 1 hammer (1d8); Move 9 (Swim 12); Save 13; AL C; CL/XP 4/120; Special: Attacks at +2 due to immense strength.

**Treasure:** Under his anvil (which requires several people to lift), the blacksmith keeps 300gp in a leather sack.



### C. Hut of the Stirge-Fishers

You see a two-story stone hut built of mortared river stones. Huge piles of some sort of rough-woven cloth are stacked against the side of the building, and long poles, fifty feet or more, are set beside the hut. Two poles have been placed upright into sockets in the stone, so that they stand vertically about sixty feet from each other.

#### Monsters (Spiders not immediately apparent)

- Stirge-Fisher Toad-Men (4): HD 2+1; HP 9, 11, 9, 8; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 16; AL C; CL/XP 2/30; Special: None.
- Giant Spiders (2) (4ft diameter): HD 2+2; HP 14, 10; AC 6[13]; Atk 1 bite (1d6 + poison); Move 18; Save 16; CL/XP 5/240; Special: lethal poison, 5 in 6 chance to surprise prey.

#### Description

The four toad-men who live in this hut make their living by netting the stirges that fly in the upper reaches of the caverns, a hundred feet or more over the rest of the activity in the Halls. The nets they use are made of a very light substance, spider-silk that is not sticky, but which can tangle the wings of a stirge thoroughly enough to trap it in the net. Their giant spiders live with them in the ground floor of the hut; they are well trained not to attack toad-men, and during the day they instinctively repair damages to any nets that are placed in front of them.

**Treasure:** On the upper floor of the hut there are four straw-stuffed sleeping pallets. Each toad-man has rather uncreatively hidden his possessions in his sleeping pallet. The four pallets contain:

- 1) 40gp and a toad-man voodoo doll with pins in it
- 2) 1 gem (100gp), 6 worthless gem-like stones, 12gp, 200sp
- 3) Sack of strange blue feathers (these are from some strange underground bird and are worth 200gp).
- 4) 2000sp and a carved wooden stick (worthless)

### D. HUT

This is a crudely built hut, built of large, smooth river stones held together with some sort of mud or mortar.

#### Monsters

- Toad-Men (2): HD 2+1; HP 5, 11; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 16; AL C; CL/XP 2/30; Special: None.

#### Description

The hut is the residence of two toad-men.

### E. SUSHI POND

A toad-man sits at the edge of a large pool, about ten feet across. He holds a net with a wooden handle.

#### Monsters

- Toad-Man Fishmonger: HD 2+1; HP 14; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 16; AL C; CL/XP 2/30; Special: None.

#### Description

This toad-man sells fish from his pool, where they are stocked after being caught in the Black Lake (**AREA 2**). A nice fish costs 1gp, and the fishmonger can be bargained down to 1sp. If someone buys a fish, the fishmonger will use his net to get one out. He will be a bit puzzled if the purchaser does not eat the fish raw.

## 33. Guest Chambers

A side-tunnel disappears into the black darkness. There is a rusty metal portcullis over the cave mouth that can be lowered to block the entrance. A sign beside the portcullis has been crudely lettered: in the common tongue it reads, "Guest Quarters."

#### Description

Travelers are not unknown in the vast tunnel-networks of the subterranean dark, and since the Halls of the Toad-King sit at the crossroads of two naturally-formed subterranean thoroughfares, it is not particularly unusual for strange beings to emerge from the darkness seeking passage through. Many of these travelers wish to use the Halls as a waypoint, resting and re-provisioning before moving onward through these stygian realms. Since many of the journeyers carry gold or other valuable items of barter, the Toad-King has rescinded the monks' policy of barring such strangers of Chaotic alignment, and the Halls are now an open crossroad for evil to migrate through the depths of the earth. However, the toad-men are not foolish; they are quite aware that many such visitors are quite powerful indeed, especially in large numbers. It is for this reason that only a few outsiders are permitted into the Halls at one time, and those who wish to rest here are incarcerated in the Guest Chambers during certain hours.

If the party has been guided to the guest quarters by the toad-men, they will be told that they are expected to be in

the cavern shortly after the Bell of Mysteries tolls, and that they need to pay their guest fee now (5gp each).

The Bell of Mysteries, which is actually a huge bronze gong, is in **AREA 25**. It is sounded once for the beginning of the “night,” and twice to signify the arrival of “morning,” a period of eight hours. The “night” of the toad-men, here in the endless darkness, is referred to as the “Hours of Mystery” rather than “night.” The different terminology might confuse the characters, but they will likely figure out that this is the time when most of the toad-men are quiescent. They will even be told that the bell tolls once to begin the Hours of Mystery, and twice to signify that they have ended.

The cavern behind the portcullis is where the toad-men allow visitors to sleep if they pay 5gp per night. During the eight-hour period of time the toad-men call “the Hours of Mystery,” all guests are expected to be in this cavern so that they can be locked in for the night. Despite appearances, this cavern is not a prison: it really is the toad-men’s equivalent of an inn for travelers, although the prison is located on the far side of the guest quarters.

The straw pallets are for guests to sleep on; they are moldy but not uncomfortable or dangerous. The chests are provided for guests to store their possessions in, and the key on each chest corresponds to the lock. At the end of the eight hour long Hours of Mystery, the south portcullis is opened and visitors are allowed to enter and leave at will.

### 34. Prison

The cavern beyond the portcullis is starkly furnished with ten straw pallets, a chest beside each one. The chests have locks, and a key sits atop each of the chests. In the northern part of the cavern, a second portcullis – this one lowered – blocks off about half the cave.

#### Description

Behind the northern portcullis of the Guest Chambers cave (**AREA 34**) is the prison where the Toad-Men keep anyone too valuable to feed to the spawn in **AREA 21**. At present, the prison is occupied by three prisoners:

Prisoner #1 is a toad-man by the name of Six-Failed. In a truly bizarre reaction to the Shroomic alchemy which is used to modify the new breed of toad-men, Six-Failed turns to stone during the Hours of Mystery and remains so for 8 hours, after which he changes back into flesh. The Batrachi priests do not want to feed him to the spawn in

case the affliction might be passed on to them, but they keep Six-Failed to study him from time to time, wondering what went wrong.

Prisoner #2 is a human with amnesia; he cannot remember his name or much of his past. He does, however, recall that he was an adventurer who stumbled across a strange group of mushroom-people while he and his companions were searching for lost treasures underground; this is the last thing he remembers before awakening in this prison.

Prisoner #3 is a human thief named Aldrous, who was caught trying to rob the tower of an evil wizard. The wizard sold him to an ogre, who sold him to some orcs, who traded him to the toad-men in exchange for passage through the Halls. As soon as the Batrachi Priests decide that they need to feed more human flesh to the spawn, Aldrous is on the menu.

- Aldrous (Th4): HD 4(d4); HP 12; AC 9[10]; Atk by weapon (has none); Move 12; Save 11; CL/XP 4/120; Special: Thief abilities.  
Thief Abilities: Climb 88, Delicate 30, Hear 4 in 6, Hide 25, Move 35, Open 25.

### 35. Empty Room

This room is empty, although it appears that some furnishings have recently been removed.

#### Description

This room was the home of a guard captain (Soumbatha) who was recently sent to the Shrooms as a servitor.

### 36. Jailer and Mate

This noisome cavern is strewn with filth and refuse. There is a single large bed in the northernmost part of the cave, with a big wooden chest beside it.

#### Monsters

- Head Jailer (Toad-Man): HD 4; HP 18; AC 6[13]; Atk 1 trident-spear (1d8) and whip (1d2 + chance to entangle); Move 9 (Swim 12); Save 14; CL/XP 4/120; Special: Whip (20% chance to entangle opponent with hit)
- Second Jailer (Toad-Man): HD 2+1; HP 13; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 16; CL/XP 2/30; Special: None.

### Description

This chamber is the home of the two jailers of the Halls, a mated pair of toad-men. The head jailer, in addition to his club, wields a whip that can be used in combat to entangle an opponent. He is capable of using both weapons at one time.

**Treasure:** The big wooden chest contains the possessions of the two jailers, including goods that once belonged to their prisoners. The chest contains 300gp, 2306sp, a pearl worth 50gp, a set of lock-picks belonging to Aldrous the thief, a +1 hand axe that belonged to prisoner #2 (who does not remember that it was once his), a shoe that no one has bothered to throw away yet, a broken pair of scissors, and a corkscrew.

### 37. Palace Entrance

The walls of this room are hung with two tapestries. One of them is delicate and beautiful, depicting an underground pagoda in a large cavern, surrounded by a moat. The second tapestry is sloppily woven of rough yarns, and appears to show a toad-man in an underground field of large mushrooms, holding aloft a large egg.

### Description

This room will be empty whether or not the toad-men have been alerted to a threat; it is not usually occupied during the normal activities of the Halls, and if the toad-men are defending the complex they are more likely to establish their redoubt in **AREA 38**.

### 38. Palace Antechamber

The walls of this room are hung with 3 ugly tapestries, each depicting a large Toad-Man seated upon a throne.

### Monsters

- Toad-Men (1d8): HD 2+1; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 16; CL/XP 2/30; Special: None.

### Description

During the normal operations of the Toad-King's Halls, this room is used for discussions, negotiations, and conversation among those who are awaiting an audience with the Toad-King in his throne room (**AREA 43**).

Except during the Hours of Mystery, there will be 1d8 toad-men in this room.

**Treasure:** Each toad-man carries 1d10gp.

### 39. Bed-Chamber

There are three thick pallets on the floor here, apparently made of badly-cured leather stuffed with some sort of hair that sticks out in tufts here and there from rips in the leather sacks. The walls of the room have clearly been carved from the natural rock, but the workmanship is poor; the walls do not meet at precise right angles, and the ceiling slopes downward a bit to the east.

### Monsters

- Toad-Men (3): HD 2+1; HP 9, 11, 8; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 16; CL/XP 2/30; Special: None.

### Description

A trio of toad-men lives in this room, which has no function other than as a residence. It was carved out to accommodate the increasing number of toad-men being spawned since the decline of their higher culture.

**Treasure:** There is a sack hidden in each of the pallets, containing the toad-man's treasure. The first sack contains a human scalp, 25gp, 200sp, ten agates worth 5gp each, and a bronze spoon. The second sack contains a holy symbol (four-armed toad-god holding a potion bottle and a trident), 50gp, a dagger, and a chunk of salted meat. The third sack contains a silver mirror (50gp), 10gp, 15sp, and a bottle containing a clear liquid (water).

### 40. Ordinary Residence

This room has been roughly hacked out from the stone into a roughly square-shaped area. In the northern part of the room there is a crude statue of a four-armed toad-man, which wears a bejeweled necklace. There are also four straw mattresses on the floor, with a large wicker basket next to each.

### Monsters

- Toad-Men (4): HD 2+1; HP 12, 11, 8, 6; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 16; CL/XP 2/30; Special: None.

### Description

This room is the residence of 4 toad-men.

**Treasure:** The wicker baskets contain mostly clothing, although there is a total of 116gp and 300sp in them. The bejeweled necklace on the toad-god idol is worth 1,000gp.

## 41. Barracks

This chamber has been chopped out from the cavern stone by unskilled hands; the walls are jagged and uneven, although the shape of the room is essentially rectangular. There are 12 straw pallets jumbled around the room in no particular order or arrangement; each one has a large, covered wicker basket beside it.

### Monsters

- Toad-Men (8): HD 2+1; HP 17, 11, 11, 13, 9, 12, 6, 12; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 16; CL/XP 2/30; Special: None.

### Description

This chamber is a combination guard post and barracks for the toad-men charged with guarding the portcullis at **AREA 3**. 8 toad-man guards are present here unless the Halls have been alerted to the presence of hostile intruders – the room's other four occupants are at **AREA 3**.

**Treasure:** Each of the toad-men here carries 1d100gp in a belt pouch. The strongest one also wears a bracelet with three large garnets, worth 300gp.

## 42. Sunken Pagoda

Beneath the waters of the dammed-up lake, you discover the roof of a submerged building under the water. It has a sharply-peaked roof of tile shingles, but little more can be discerned about it without diving down to inspect it more closely.

### Monsters

- Giant Moray Eel: HD 4; AC 7[12]; Atk 1 bite (2d6); Move 0 (Swim 9); Save 13; CL/XP 4/120; Special: None.

### Description

The roof beam of the sunken pagoda is close to the surface of the water, no more than two feet down, although the edges of the peaked roof are ten feet below, well-covered by the shrouding dark water of the lake. A boat rowed over the pagoda will run into the peak of the roof. When the degenerated toad-men decided to dam up the river in this cavern, they simply allowed the water to cover the now-unused pagoda.

The pagoda has a one-room interior. The building was once surrounded with rock-bordered gardens, and any exploration of the lake-bottom around the sunken building will discover the remaining lines of these gardens, which

are now choked with lake-weeds and algae. Inside the pagoda itself there dwells a giant moray eel. Toad-men fishing the lake avoid the pagoda, and the giant eel does not bother to hunt beyond its lair, since fish unsuspecting fish often swim right in to be caught and eaten.

The pagoda contains a broken stone statue of a toad god. It has two arms and a benevolent expression on its face. It is quite different from the feral, four-armed images of the toad-god that the characters will encounter if they proceed further into the Halls.

**Treasure:** A few treasures are scattered around the interior of the submerged pagoda. Assuming that the party has a way of breathing underwater, they can recover 11gp, 30sp, and 200cp. Searching the pagoda will reveal the presence of a human skeleton wearing a suit of rotted leather armor, a belt, a backpack, and a longsword. None of the equipment is usable after long submersion, but the backpack contains one uncorked potion bottle and a second one with an airtight stopper and some pale green liquid inside. This is a *potion of water breathing* (so was the other one, but the adventurer drank it).

## 43. Throne Room

You are looking upon a vast hall, carved roughly from the cavern stone into a rectangular shape, with a tall, raised dais against the eastern wall. Pillars line the hall, four along the northern side and four along the southern side. These are crude blocks of stone hacked into cylinders, and they appear to be sagging slightly under the weight of the ceiling overhead. The room's most immediately apparent feature, however, is the great throne upon the eastern dais. The dais is irregularly shaped, almost like a natural rock formation that somehow formed in three tiers, and the throne rises from it without any apparent seams or joins, as if it were an outgrowth itself. A huge toad-man sits upon the throne, wearing ornate but barbaric armor. Four bodyguards stand upon the dais near the throne, carrying barbed tridents.

### Monsters

- The Toad-King: HD 6; HP 38; AC 3[16]; Atk 1 bastard sword (1d8); Move 9 (Swim 12); Save 9; AL C; CL/XP 8/800; Special: magic resistance 10%, +1 on saves (while on throne).
- Elite Bodyguards (4): HD 3; HP 12, 12, 14, 10; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 14; CL/XP 3/60; Special: None.

- The Weird of the Throne: HD 5; HP 30; AC 7[12]; Atk 1 bite (1d8); Move 0; Save 12; CL/XP 8/800; Special: Sleep spores, Re-forms, vulnerable to fire.

### Description

The huge toad-man sitting on the throne is, of course, the Toad-King. His four bodyguards are fanatically loyal and will throw themselves immediately into the fray if the Toad-King appears to be threatened in any way.

The throne of the Toad-King is a powerful and sentient artifact. It is carved from one of two sacred rhizomes of the dead mushroom god of the Shrooms, rhizomes that were left encased for centuries beneath volcanic ash after a volcanic eruption buried and smothered the god itself. Essentially, it is a god-seed that has begun to germinate into something inhuman, subtle, and terrifying. Shortly after the Toad-King (at that time not a king at all) was enchanted by the Shroom and co-opted into their service, the mushroom priests presented their agent with the rhizome as a tool to help him gain power over the rest of the toad-men. It was only later, once the Toad-King had attained control in the Halls with the help of the seed's influence, that the rhizome was carved into the shape of a throne, to serve as a symbol of the Toad-King's new authority.

The throne exerts a magical influence over the toad-men, making them more and more subject to its influence and the influence of the Shrooms. As with most gifts of Chaos, however, the gift of the throne has not performed its task exactly as the Shrooms planned. The throne itself is growing more and more sentient, for it is the developing seed of a demi-god of Chaos, although its powers have not yet fully awakened. It is not a mere instrument of corruption, but is now subtly guiding the Toad-Men in its own interests just as its sister-seed, which is being cultivated by the Shrooms in their own citadel.

While seated on his throne or standing on the dais (which is actually a part of the throne) the Toad-King has magic resistance of 10% and makes all saving throws at +1. He will not retreat from combat, not because he is particularly brave but because the Throne will exert control over him to keep him from abandoning it in combat. He may, however, summon the Spore-Demon of Khostia from its decanter in **AREA 44**, in which case the demon will arrive in 1d4+1 rounds.

**Treasure:** The Toad-King wears a bejeweled circlet worth 1,000gp and a jeweled belt worth 500gp. The guards carry 1d10gp each.

The Throne itself, in its present stage of development into a quasi-deity, has a limited ability to take physical action in the shape of a fungus weird (see "New Monsters").

## 44. King's Residence Main Room

This room contains a large map table in the center, and several chairs all built to the proportions of the toad-men. There is a barred gate in the room's western wall, and a very ornate door in the southern wall. On the map table stands an ornate decanter made of smoky-colored glass.

### Description

The decanter is a Decanter of Khostia; it is actually one of the room's defenses, although it does not function except at the command of the Toad-King (it will also function at the behest of Fthormidor the Shroom Ambassador, but the Toad-King is unaware of this). When the Toad-King commands, the decanter will release a Spore-Demon of Khostia that the Shrooms have imprisoned within it. The demon will follow the commands of the King unless the Ambassador gives it different orders. The demon is not bound to the service of anyone summoning it, just these two specific individuals – and either of them can summon the demon from anywhere within the Halls.

There are some maps on the map table, showing a few of the underground chambers near the Halls of the Toad-King. These are not necessarily large areas, and it is left to the Referee to create such areas as may be desired. If the Referee wishes to allow the party the choice of investigating the connection with the Shrooms, a map from the Halls to the Cyst should be included in the papers (see **CONCLUDING THE ADVENTURE**).

## 45. Torture Chamber

This room is apparently a private torture chamber. It is barred off with a padlocked iron gate, through which you can see a rack, thumbscrews, and manacles on the walls.

### Description

The room is empty of prisoners at the moment, but there is a large concealed flagstone underneath the rack which covers a 10ft x 10ft chamber containing six human skeletons. One of these wears a bracelet worth 250gp.

## 46. Royal Bedroom

This room is fabulously, and completely tastelessly, decorated with all kinds of treasure, wall hangings, and carpets. A big four-post bed made of wood, clearly something that has been brought here from the surface world, stands in the room, draped with what were once velvet curtains, now stained and ill-smelling. If there is anything on the bed, it is hidden by these curtains. Shelf-brackets, most of which are not perfectly level, have been hacked into the walls to display a bizarre mix of treasures that include a vase of pink glass, a mother-of-pearl trumpet, a stuffed fish with gems for eyes, and a large mirror.

### Description

The velvet curtains are worthless. The vase of pink glass is worth 25gp, the mother of pearl trumpet is worth 250gp, the gems in the stuffed fish are worth 250gp each, and the large mirror is worth 100gp.

## 47. Secret Treasure Room

This small room is obviously the Toad-King's treasure room, containing two large treasure chests, both padlocked. There are also three large bolts of cloth leaning against the wall, two rolled-up carpets beside the chests, and a large statue carved from what appears to be some kind of quartz.

### Description

The bolts of cloth are worth 250gp each, and the statue (which weighs 400 pounds) is worth 500gp.

Treasure Chest #1: Contains a number of papers (see below), 25gp, 1,000sp, 300cp, and a flawed diamond worth 300gp.

Treasure Chest #2: Contains 200gp, 3,000sp, a +1 dagger, 5 +1 arrows, a +1 crossbow bolt, and a *cloak of elvenkind*.

The papers in chest #1 include a scroll of *web* and *invisibility*. Some of them appear to be a division of spoils among several raiders, with an incredible number of mathematical errors and scratch-outs. A few of the papers are more interesting, being written communications between the Shrooms and the Toad-King. If you do not intend to carry this adventure forward toward an investigation of the Shrooms and their influence, these should be omitted from the treasure.

“To the Toad-King:

We desire that you send us ten of your warriors.”

“To the Toad-King:

We desire that you send us a chest of gold and seven human captives. If you do not have the captives, acquire them.”

“To the Toad-King:

Report on the excavation of the spawning chambers below the lake, by your next courier.”



# CONCLUDING THE ADVENTURE

This adventure contains many clues that will allow the players to discover that there is an outside influence at work in the Halls of the Toad-King, and they may wish to investigate further. The sequel to this adventure, *Stone Cyst of the Shroom Priests*, is designed to serve as the end result of such investigations. However, if the Referee has a different sort of sinister enemy in mind rather than toadstool-creatures, it is certainly not required to use *Stone Cyst of the Shroom Priests* as the sequel. Other than the fact that the insidious corruptors of the Toad-Men have some skills in alchemy, no actual facts about these deceivers are revealed by the materials in this module. The Referee may want to replace Ambassador Fthormidor in **AREA 31** with a member of the substitute villain race, since Fthormidor has papers indicating that he is of the same race as the deceivers.

The clue that links the *Stone Cyst of the Shroom Priests* and the *Throne of the Toad-King* is located in **AREA 44**, a map in the Toad-King's private chambers. The exact details of this map are left to the Referee, since the distance and the complexity of the actual journey are best tailored to the particular characters and campaign. The map might be virtually nothing more than a line between two points labeled "Halls of the Toad King" and "The Stone Cyst," with just enough side passages marked to allow the characters not to make a wrong turn, or it might be a complex map showing other areas that the Referee chooses to design as side-adventures for the journey.

Another possible lead that the party may follow up upon is Karamantis's letter to Yaradaq. It is left to the Referee whether it will be possible for the party to discover any information about Yaradaq's identity, and where it might lead. Is he another magic-user of Chaotic alignment, like Karamantis? Is he a more powerful wizard who has sent Karamantis to spy upon the toad-men for some unknown reason? Perhaps he is not even human, but is an intelligent monster of some kind. The details are left to the Referee, to develop in whatever way best fits the individual campaign.

# MONSTER ROSTER

## Toad-Men

15 Toad-Men that are not keyed (these sleep on the floor or with others due to overcrowding in the Halls). Casualties from wandering monster encounters should be deducted from these first.

4 Sentries (AREA 3)

2 Sentries (AREA 5)

5 Sentries (AREA 6)

Captain Houmbal (AREA 7)

Guts-Seller (AREA 9)

Uobo the Butcher (AREA 11)

2 Sentries (AREA 12)

2 Toad-Men (AREA 14)

4 Sentries (AREA 15)

2 Sentries (AREA 16)

Moomnag the Misshapen (AREA 17)

2 Batrachi Priests (AREA 21)

10 Spawn (AREA 21)

1 Batrachi Acolyte (AREA 23)

2 Batrachi Priests (AREA 23)

Mulgoama the Priest (AREA 24)

20 Tadpoles (AREA 24)\*\*

3 Ancient Masters (AREA 27)\*\*\*

1 Sentry (AREA 28)

Julgoor the High Priest (AREA 30)

2 Sentries (AREA 32A)

The Blacksmith (AREA 32B)

4 Stirge-Fishers (AREA 32C)

2 Toad-Men (AREA 32D)

Fishmonger (AREA 32E)

2 Jailors (AREA 36)

1d8 Toad-Men (AREA 38)

3 Toad-Men (AREA 39)

4 Toad-Men (AREA 40)

8 Toad-Men (AREA 41)

The Toad-King (AREA 43)

4 Elite Bodyguards (AREA 43)

## Humans

Karamantis the Mage (AREA 29)

3 Prisoners (AREA 34)\*\*\*

## Shrooms

Fthormidor the Ambassador (AREA 31)

## Other

10 Land Lampreys (AREA 19)\*\*\*

Granddad Lamprey (AREA 20)\*\*\*

2 Giant Spiders (AREA 32C)\*

Giant Moray Eel (AREA 42)\*\*\*

The Weird of the Throne (AREA 43)\*\*

Spore-Demon of Khostia (Anywhere)\*

\*These monsters can be brought to a combat by the Toad-Men if there is a prolonged pitched battle.

\*\*These creatures are allied with the Toad-Men, but cannot leave their keyed locations and thus will not factor into a pitched battle.

\*\*\*These beings are not allied with the Toad-Men, and will stay in their keyed locations in the case of a pitched battle.



# Part 2:

## Stone Cyst of the Shroom Priests

### Introduction

In *Stone Cyst of the Shroom Priests*, the characters encounter the heart of the Shroomic plot to cultivate the spore of their dead god into a fully-grown Chaos-being that will lead them to new heights of power and domination. The party might be following up on unresolved mysteries from the preceding module, *Throne of the Toad King*, they might be investigating the Stone Cyst as part of a defined mission, or they might simply have stumbled onto it in the course of exploring this region of the subterranean wilderness.

### Background

“In the distant past, lost to all recorded histories of the present age, a powerful Chaos-being of rot and parasitism twisted forth from the earth, a poison against the natural ordering of life. Its physical manifestation rose to horrible maturity in the shape of a contorted, toadstool-like fungus dripping with mold and slime, towering more than a hundred feet into the prehistoric skies.”

This being of Chaos grew from unspeakable fonts of evil near the site of a great volcano, whose smoke plumes created a constant shadow many miles in diameter. In the darkness of this twilight-shaded realm, the ancient ancestors of the present-day Shrooms worshipped the Chaos-being as a god, feeding it the rotting bodies of prehistoric beasts and sapient creatures that ventured into the nearby regions. Eventually, after many thousands of years, the volcano was to erupt, covering the surface with ash that rose to a depth of more than a hundred feet, completely covering the Chaos-god and choking out its immortal life over centuries of imprisonment as the ash hardened into rock. The Shrooms themselves were driven underground as unforgiving light returned to their once-shadowed surface domain, and they migrated slowly away from the area following the pathways of underground rivers and natural caverns. Eventually these scattered bands lost contact with each other, separating further and

further into isolated fiefdoms as members of the race turned more and more toward their own individual brands of villainy.

A century ago, a group of Shrooms returned to the site where their vast demigod had ruled, only to find that the monstrosity had rotted away beneath the earth, leaving a huge, mushroom-shaped empty space beneath the surface, where the ash around the rotting body had hardened into rock. The Shrooms occupied the empty space, digging caverns to create living-chambers and other structures required for their purposes. In the course of these excavations, the Shrooms discovered two spores that had been left by the demigod, and recognized the possibility of growing an heir to the creature that had once granted them vast powers of dominion over their enemies.

After this discovery, the various highly-individualistic Shrooms, whose relations with each other had always been unstable and mutually perilous, suddenly coalesced behind a new task. Formidable even as individuals, the Shrooms began to achieve considerable power and influence when working in cooperation with each other, even though their newly united community still remained little more than a loose confederation.

The cultivation of the growing demigod has been a project requiring immense quantities of energy: the Shrooms' ability to provide meat, souls, and alchemy has increasingly been taxed to its very limit by the growing hungers of the nascent god. The increasing demands of their project have required the Shrooms to reach far beyond their traditional isolation and to increase the reach of their malignant influence as far as possible. They have managed to transform and corrupt a nearby community of toad-men into subservient raiders, who deliver captives and foodstuffs into the furnace of consumption that the Cyst has become (see *Throne of the Toad King*). The Shrooms have even lowered themselves to engage in bartering with several pockets of underground creatures of sufficient intelligence, although they much prefer to enslave or co-opt outsiders as minions rather than to treat with them as partners.

The Shroomic race is little known even in the deep wild caverns of the vast realms beneath the earth, for they seldom work in concert with each other, much less other subterranean races. Unlike most denizens of the dark, they are not a scavenging species: Shrooms manipulate and change their surroundings with often-bizarre methods, employed toward goals that are frequently incomprehensible to non-shrooms. Nevertheless, their sinister ingenuity is inexplicably successful. Creatures in the areas around a Shroom's hidden lair are often subtly dominated by the Shroom's influence, and the lairs themselves are usually laden with dangerous traps and protections.

## Referee Notes

The entire hollow left by the dead god of the Shrooms is referred to as the Stone Cyst. It is divided into three major parts: the LOWER CAVERNS beneath the mushroom shape, the GREAT STEM, and the DOME OF THE DEMONSPORE at the top. The LOWER CAVERNS are the remnant of a rhizome structure (similar to roots), the GREAT STEM is the remnant of the god's stem, and the DOME is the remnant of the mushroom-like cap.

Encounter areas in the LOWER CAVERNS are numbered separately, but the areas of the rest of the complex are numbered sequentially from the bottom of the Stem upward to the Dome, lowering the risk of referencing the wrong encounter area during play.

The three areas are quite different from each other in terms of threats and opportunities presented to the characters, so each area is preceded by separate Referee Notes specific to that area. Because of the potentially complex tactical challenges involved in each area, it is extremely important for the Referee to be familiar with the material before running the adventure.

# LOWER CAVERNS

## Referee Notes

### General Description

The LOWER CAVERN is the party's first step into the open area left behind when the enormous mushroom-god

rotted away beneath its cover of volcanic ash. This lowest level is left from the decomposition of the wide rhizome complex under the god that extended beneath it in the same way that roots would extend beneath a tree. Although the floor of the cavern is slick with condensation, the presence of lichen growths and floor moss provide some traction. Normal walking and fighting offer no risk of falling; running, however, causes a character to have a 1 in 6 chance of slipping and falling.

This area is largely ignored by the Shrooms, who live above these caverns in the GREAT STEM and even higher up in the DOME OF THE DEMONSPORE.

Absent the use of teleportation or other magical travel, the Winding Stair (AREA 1) will be the place where the adventurers enter the Cyst.

### Wandering Monsters

For every three turns spent in the LOWER CAVERN, there is a 1 in 6 chance to encounter 1d4 giant centipedes. The inhabitants of the GREAT STEM do not ordinarily come down into this area.

- Giant Centipedes, 1d4 (small, lethal): HD 1d2hp; AC 9[10]; Atk 1 bite (0 + poison); Move 13; Save 18; AL N; CL/XP 2/30; Special: poison bite (+4 save or die).

### 1. The Winding Stair

The stairs leading downward are carved into a very wide tunnel ten feet across, with an arching roof that drips occasionally with water. There is no mortared stone here; apparently the entire tunnel including the stair is carved from the living rock. You note that this descent was apparently not carved for the comfort of humans; the steps are broad and shallow, about three feet across but only six inches tall, which makes for slow downward progress. The tunnel makes numerous switchbacks as it wends its way deeper into the stygian darkness. As you descend, you notice that the further you get, the more the damp humidity of the tunnel has spawned the growth of many lichens and other fungi on the walls, ceiling, and even the steps themselves, although the traffic of some sort of creature seems to have kept larger fungi from growing successfully in the middle of the stairs. As light shines across the fungus growth, you notice small bits of some glittering substance attached to the fleshy stems of some of the larger plants. Every once in a while, a gentle breeze blows upward from the depths below, unaccountably warm and humid, setting loose small drifts of spores from the fungi.

There are no monsters guarding the stairs. The signs of passage on the stairs are limited to the squashed remains of a few toadstools, which might be anywhere from a few hours to a few days old.

The breeze-borne spores may cause some consternation for the party, but these spore-drifts pose no danger to the characters other than possibly some mild sneezing fits.

Examining the glittering substance found in many of the fungus growths will reveal that these are extremely tiny bits of volcanic mineral. The characters will be able to recognize the minerals as being valuable, although these particular bits are too small to be worth anything. Nevertheless, their presence should suggest that there might be considerable riches further down. Indeed, the eruption of ash that buried the mushroom-god contained a significant quantity of semi-precious stone.

## 2. Lower Cavern Entry

After a long trek downward along the shallow, winding stair, you emerge into a natural cavern. The floor is extremely irregular, and both ceiling and walls have a weirdly fibrous appearance, although they are clearly formed of stone. For a cavern of this size, the ceiling is strangely low, no more than ten to fifteen feet from the cavern floor. Patches of mushrooms and other fungi grow from the walls and ceiling. The air is warm and wet, and there is a faint smell of rot.

## 3. Main Cavern Entry

As you reach the tunnel opening, you find that you have entered what must surely be one of the wonders of the subterranean world. The ceiling of an enormous cavern tapers outward and disappears into the great heights, forming what seems to be a roughly circular opening overhead. The vast regions over the top of the cavern are filled with globular, luminescent shapes that emit a faint, greenish light.

To put it in modern terms, it could be said that the cavern resembles the world's largest lava lamp, seen from the bottom. The open area above the cavern is the GREAT STEM, which is filled with these drifting light sources. The effect of the light-globules is described with the GREAT STEM; in the LOWER CAVERNS they are no more than a light source providing very faint, green illumination – in this Main Cavern area only. The side caverns of this level remain effectively dark.

Because of the floating globules, it is not possible to see any of the details of the GREAT STEM from the floor of the LOWER CAVERN. The adventurers will begin to see more as they climb the stairs (see AREA 6). If the party flies upward to reconnoiter, refer to the description of AREA 6 for what they can and cannot immediately see.

## 4. Lair of the Lithonnite

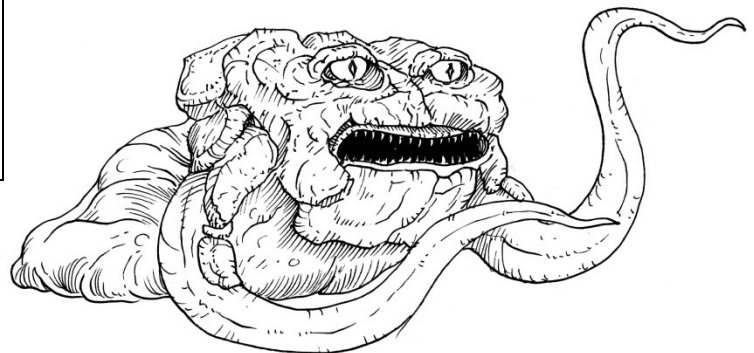
This is a natural cavern with smooth walls and a few relatively small stalactites and stalagmites that have formed on the cave ceiling and floor.

### Monsters

- Lithonnite: HD 8; HP 34; AC 2[17] (frontal shell), 6[13] (body); Atk 2 tentacles (2d6); Move 9; Save 9; CL/XP 9/1100; Special: Body immune to blunt weapons.

### Description

This cavern, as with the rest of the LOWER CAVERNS, is the hollow left by a rotted-out rhizome growth of the original quasi-god. If the characters proceed more than ten feet into it, they will note that there are many small holes in the walls, ceiling, and floor. The holes are irregularly spaced and of different sizes. These were rhizome-outgrowths branching off from the main root the party is walking through; some are narrower than a finger, some are large enough to stick an arm into. All of them are twisty, so it is not possible to reach all the way into any of them (some of them, indeed, were thirty or forty feet long when the mushroom-god finally died).



A lithonnite (see “New Monsters”) makes its lair at the furthest extent of the southern end of the cavern. It lies quiescent most of the time, and there is a 90% chance that it will be asleep when the party approaches it. Since it appears to be a boulder, the party is unlikely to notice at first glance that there is anything unusual here other than the ending of the tunnel. However, any closer inspection will reveal that this “boulder” is apparently made of a completely different type of rock than the tunnel itself. If the party remains for long here, or taps at its shell, the lithonnite will open its eyes and attack.

At the back of the rhizome-cave, where it becomes too narrow for passage, there is a pile of the lithonnite’s excretions, which includes several semi-precious minerals. There are 50 red stones, each weighing one tenth of a pound; these are worth 10gp each. There is also a blue stone veined with black (500gp)

### 5. Wall-Carving Cavern

The cavern wall, which has been relatively featureless everywhere else, is carved with a floor-to-ceiling bas-relief here. The carving depicts a large mushroom surrounded with many smaller mushrooms. To the side of the mushrooms, there is carved a triangle or pyramid larger than any of the other shapes in the carving. Many long, curving lines extend from the top of the pyramidal shape, curling to form a ceiling or sky over the top of the mushrooms.

This carving was made by the Shroom pilgrims when their expedition first reached the cyst left behind by their decomposing god. It depicts, obviously, the eruption of the volcano and the great ash cloud it released. If the characters examine the carving closely, they will perceive two details that are not immediately obvious. First, at the top of the “pyramid,” some tiny flames have been carved. Second, the small mushrooms surrounding the large one have tiny little arms; the arms actually give some scale to the carving, indicating that if the depiction is to scale, and the mushrooms are the size of humans, the large mushroom would be over a hundred feet tall.

### 6. Stairway to the GREAT STEM

A staircase is carved into the cavern wall here, leading upward into the vast upper reaches of the cavern. The stairs are washed with greenish light from the floating globules overhead.

The stairs themselves have no unusual features, but as the characters climb they will be able to perceive more details about the vast, cylindrical cavern overhead, the GREAT STEM. The same details, described below, will be visible if the characters are flying or levitating to scout the details of the cavern’s open ceiling:

As you ascend, you begin to see more details of the vast overhead cavern you are approaching. It appears to be roughly cylindrical, although the shape is not at all regular or exact. The circling wall itself is a formation of natural stone, with huge and irregular folds, ridges and indentations running vertically upward as far as you can see.

The whole interior of the enormous cylinder appears to be filled with floating globules that emit green light. The size of the globules varies from smaller ones about the size of a fist all the way up to massive shapes larger than a warhorse. The entire area is washed in their sickly green light, which is not as bright as daylight but is sufficient to let you see without the use of torches. However, you cannot see very far into the cylinder at all because the globules themselves block your vision. Even though they are not very closely spaced, the mass of them across the cylinder’s diameter, both near and far, obscures the view of the far side except for the occasional glimpse when the random movement of the globules creates a temporary gap between the drifting shapes.

The stairs ahead of you rise to what seems to be a natural ridge or balcony up above, and one of the momentary clearings in the mass of globules gives you a fleeting glimpse further up. More balconies are up above, connected by stairs in a slowly rising spiral around the wall of the cylinder. Before you can register any real details, the gap in the mass of globules drifts closed again, obscuring your ability to see far upward or across the distance of the bizarre cavern.

## 7. Empty Rhizome-Tunnel

A side tunnel cuts from the floor to the ceiling of the main cavern's wall here. The walls are smooth and damp.

There is nothing of particular interest in this passage, other than a few small puddles of stinking water pooled in small depressions in the floor, with growths of mushrooms clustered around the edges.

## 8. The Dreg-Pools

The pools of water in this area are dark, and have patches of strangely-colored oil glistening on the surface. Shards of glass and several broken potion bottles are scattered around the water's edge of each pool. Beside one pool there is a crushed and twisted piece of metal that is still vaguely identifiable as an alchemist's distillation cauldron.

### Description

Note that the rock walls (see map) rising around this area do not have a ceiling overhead; each one is roughly twenty feet tall. If the adventurers decide to scale one of these to look more closely into the GREAT STEM, they will be able to see roughly the same details that are described in AREA 6.

### A. The Salubrious Pool

A reeking pool of water seems to have collected in a larger-than-ordinary low spot in the cavern floor. The water stinks with a mineral smell, and is faintly grey in color. As you draw closer, you notice wisps of steam rising from the surface.

This water of this pool is tainted by alchemical ingredients and byproducts that are dumped off the balconies in the GREAT STEM up above. In consequence of various chemical reactions and fungal ingredients used in Shroomic and Myconidian alchemy, the pool is quite warm, about the temperature of a hot bath. It is much deeper than one would suppose, almost thirty feet at its deepest point, although the edges are no more than three feet deep. Bathing in the waters of this pool is quite good for the health, at least with its current mix of ingredients: a wounded character taking a bath of ten minutes or more will be restored by 1d10 hit points. A character can only be healed in this way once per 24 hours, however, since the minerals of the first bath must leech out of the system before another dose of them will offer any further effect. Although the current mix of contents in the pool is quite healthy for bathing, it is poisonous to drink it. Anyone

drinking from the pool must make a saving throw at +3 or die within 1d6 hours.

### B. The Insalubrious Pool

Mist drifts over the surface of this pool, which has an unpleasant, bluish-black color.

This pool is shallower than the Salubrious Pool, and its contents are definitely not healthy. Even sniffing *close* to the water requires a saving throw to avoid the poisonous vapor wafting across the water's surface (failure means the character takes 1d6 hit points of damage for 1d10 rounds and gets a special effect as shown below). The save is made at +2, but even if it succeeds the person who breathed the vapors will take one point of damage and have a random effect as follows (roll 1d6):

- 1) Warts develop around nose (permanent)
- 2) Nosebleed persists for 1d6 turns
- 3) Blinded for 1d6 turns
- 4) Lose sense of smell for 24 hours
- 5) Become invisible and visible at random intervals for 2d6+6 turns. At any given time, if it becomes necessary to check, the character has a 50% chance of being invisible. If it is necessary to know how long the character will stay invisible, it will be for 1d10 rounds.
- 6) Character sneezes loudly, although not constantly, for 1d6 turns

Actually touching or drinking the foul liquid in the Insalubrious Pool is most likely to be deadly, although there is a small chance that the particular alchemical reaction it causes will be beneficial. Anyone touching or drinking the liquid must make a saving throw or die. If the saving throw succeeds, roll 1d10 below:

- 1) Die anyway.
- 2) Inflate like a balloon and begin levitating upward, uncontrollably. Note that this will quickly (within three or four minutes) raise the character out of the Lower Caverns and up into the Stem of the Cyst.
- 3) Character has visions. These are a weird combination of his own life flashing before his eyes, visions of a volcano erupting to cover an enormous mushroom under a vast plain of ash, and a dark, malign intelligence that seems to be everywhere.
- 4) Character loses 1d2 points of Constitution permanently (unless they are magically restored).

- 5) Character gets an awe-inspiring nosebleed, with loss of blood causing 1 hit point of damage each round for 4d6 rounds.
- 6) Character enters a coma for 1d6+6 turns, then awakens.
- 7) Character is affected as if by a *fear* spell.
- 8) Character has stress-induced narcolepsy for 1d6+6 turns. In stressful situations (combat or a saving throw, as a rule of thumb) the character must make a saving throw or fall asleep for 1 turn.
- 9) Character's body suddenly blooms with fungus growths everywhere. The fungi will die off in 24 hours, but until this time the character is studded with small mushrooms, frilly lichens, and hair-like mosses.
- 10) Character has visions, living through an entire life in seconds. The character gains enough experience points to be 1xp short of gaining a level.

### C. The Diluted Pool

The water in this pool appears normal.

The water is indeed normal and safe to drink, but it tastes foul.

## 9. Squalgemorph Lair

The floor of this cavern is fouled with dung and scattered with bones.

### Monsters

- 5 Squalgemorphs: HD 3+3; HP 15, 16, 12, 13, 14; AC 7 [12]; Atk 2 tentacles (1d4) and bite (1d8); Move 9; Save 14; CL/XP 5/240; Special: Random alchemical changes.

This cavern is the lair of five squalgemorphs (see “New Monsters”). The alchemically fouled water in the dreg-pools of **AREA 8** has caused an unintended consequence: various denizens of nearby caverns such as spiders, rats, and other vermin used these pools as a watering hole before the Shrooms arrived, and continued to drink from the water after it was befouled with arcane fluids and powders. Several of these creatures have mutated into strange forms and developed odd characteristics. This cavern is the lair of five squalgemorphs.

Note: It will be useful in this encounter to track the squalgemorphs and their conditions with a table such as the one below.

**Treasure:** The squalgemorphs have eaten quite a few things over the years, and the post-digestion remains are to be found in piles in their lair. The treasure includes 510gp, 14,240sp, 1,105cp, 5 garnets (10gp), and an emerald (500gp).

### Squalgemorph Tracking Table

Round	#1 Status/HP	#2 Status/HP	#3 Status/HP	#4 Status/HP	#5 Status/HP
0	Invisible / 15hp	None / 16hp	Haste / 12hp	Slow / 13hp	Color / 14hp
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					



## 10. Spiders' Larder

Several man-sized cocoons are hanging from the ceiling of this cavern. The statue of a giant spider stands underneath one of the cocoons, as if poised to leap forward.

### Description

This cavern is the larder of the two giant spiders in AREA 11. If any of the cocoons is opened, the contents are rather grisly: desiccated husks of various creatures including two humans, three orcs, and what appear to be the remains of a cockatrice.

**Treasure:** There are 6 cocoons hanging in the cavern at each location marked with an "x." The one containing the cockatrice remains has no treasure in it, but the other 5 do.

Cocoon #1 (human): suit of chain mail, a longsword, and a belt pouch containing 50gp.

Cocoon #2 (human): scroll case containing a scroll of *shield, web*, and *fly*.

Cocoon #3 (orc): chain mail, scimitar, helmet with gem (100gp)

Cocoon #4 (orc): leather armor, broken scimitar, pouch with 20gp

Cocoon #5 (orc): leather armor, scimitar, potion of healing

## 11. Giant Spider Lair

This cavern appears to be empty. There is a stone statue of a giant spider at the northern end of the cave, and the ceiling above is completely obscured by vast sheets of spider webs.

### Monsters

- Giant Spiders (2) (6ft diameter): HD 4+2; HP 19, 22; AC 4[15]; Atk 1 bite (1d6+2 + poison); Move 4; Save 13; CL/XP 7/600; Special: lethal poison, webs.

### Description

This cavern is the lair of two giant spiders, the only survivors from an attack by a hungry cockatrice. The spiders are lurking out of sight in the deep curtain of webs across the cave ceiling; the webs are almost ten feet thick at the cavern heights.

## 12. Empty Cavern

This side cavern appears to be empty. The dust on the ground appears to have been moved or swept in some sort of pattern.

### Description

The patterns in the dust are tracks left by the squalgemorphs from AREA 9, for they occasionally move around this cave looking for food.

## 13. Storage Cavern

*Several large wooden boxes are stacked in this room. They are covered with dust and cobwebs.*

### Description

This cavern is used for storage by the Shrooms. Because entering this level of the lair requires some precautions against the creatures that live in this area, the Shrooms mainly store only seldom-used items or backup supplies here.

Box #1: contains ten bottles of acid (1d6 damage if thrown)

Box #2: contains dried, strange-smelling fruit of some unidentifiable kind. These are a subterranean fruit known as Atara: a dwarf might possibly recognize it, but others will not. Atara fruit is not actually poisonous, but for humans and their ilk it produces nausea and vomiting. Shrooms, on the other hand, find it tasty.

Box #3: Contains 100 small, empty glass vials packed in sawdust.

Box #4: Contains five blank books with vellum pages and leather binding

Box #5: Contains a bundle of 100 quill pens, a small box of sealing wax, and several vials of ink

Box #6: Contains four jars of powdered sulfur

# THE GREAT STEM

## Referee Notes

### General Information

The GREAT STEM presents a striking appearance. It is an irregularly shaped vertical cylinder, with a series of balconies and their connecting staircases spiraling upward around the inside wall.

Most of the balconies in the stem are the provinces of a single Shroom who is using his own methods for generating food and materials to feed the growing demonspore. These “factories” can be wildly different in terms of the individual Shroom’s particular skills and magic; there is a certain degree of competition, distrust and even hostility between some of the balconies. Although it would be extraordinarily unlikely that the characters could cause active opposition among the Shrooms, the isolation of each balcony makes it possible for the characters to hide and rest in a secured area without the other Shrooms realizing that one of their rivals’ balconies has been invaded and taken.

The Stem is filled with hundreds, possibly thousands, of weird liquid-like globules that float throughout the middle of the cylinder, giving it – as mentioned in the notes to AREA 6) – the appearance of the world’s biggest lava-lamp, lit with an eerie green light. Although the globules provide illumination, they obscure vision across the cylinder itself. From time to time it is possible to glimpse other parts of the Stem, but only briefly, for gaps in the drifting cloud of slow-moving globules do not last long.

In some places the pathway broadens into downward-sloping balconies, in some places it is narrow, and in some places a steep natural-looking stairway joins two balconies. It takes three turns of observation before these details can all be recognized, since parts of the cylinder are alternately revealed and hidden by the shifting movements of the many hundreds of globules. Sometimes the party will gain a glimpse of the upper architecture, and a moment later it will be obscured. As would be expected, the lower parts of the cylinder come visible at more frequent intervals, and the upper reaches are essentially invisible due to the larger number of globules intervening over the longer distances.

The stem has eight sloping “balconies” of varying length and width, separated by sharply climbing stairways. The party is assumed to watch from the stairs long enough to realize that there are several balconies, but cannot determine whether there are more than five. However, once the party is on the balconies, it is possible to catch glimpses of the other balconies if time is spent peering into the Stem, waiting for the screen of globules to part long enough to see through it for a few moments.

### Vision Distances in the GREAT STEM

From any given balcony, the party will be able to catch glimpses of the opposite balconies as shown below. For convenience, the beginning description of each balcony also contains this information, together with a short summary of what details might be seen.

It is also quite likely that the party will obtain a Flight Fungus and use it to move around in the stem. In this case vision is limited to a range of roughly 60ft, but the flying character will be able to see all normal details in that range. Monsters are also limited as to the distance they can see into the middle of the stem: it is perfectly possible for a flying character to “hide” in the cloud of globules to avoid detection simply by staying beyond the 60ft range of vision.

### Flying in the GREAT STEM

It is extremely important that the players are allowed to use the open middle of the Great Stem to the extent of their abilities, or this adventure is nothing but an upward slog through a series of rooms and encounters with few meaningful decisions about how to gain access to the heart of the adventure, the battle with the Shrooms. If the players want to use fly spells, levitation, climbing, ropes, or whatever creative thinking they can come up with – allow it! This doesn’t mean that the hollow area of the Stem ought to be a piece of cake: there are plenty of risks involved in trying to shortcut all or part of the upward-spiraling balconies. Just consider the hollow area of the Stem to be one of the integral ways in which the characters can maneuver their way through the adventure.

There are a few risks involved with flying in the GREAT STEM. The light-globules are somewhat dangerous (see below). If the characters are using *fly* spells or other easily-controlled methods of flight, there will be no accidental contact with the light-globules. If the characters are mounted on a flight-fungus, however, and are moving faster than a movement rate of 6 (when 60ft is the extent of vision range), they are moving quickly enough that if an

obstacle comes into sight, it may not be possible to steer the flight-fungus away in time. There is a 1 in 10 chance per point of movement rate over 6 that the flight-fungus will risk a collision with an unexpected light-globule. If this happens, the pilot of the flight-fungus is allowed a saving throw to steer it away safely. The saving throw is made at -2 if the pilot has no saddle, and at +2 if a saddle is being used.

### The Light-Globules

The light globules within the GREAT STEM are somewhat acidic, and also have properties that disrupt magic. There are two circumstances under which these properties might come into play. The first is a collision between a flying character and a light globule. This is extremely unlikely if the character is using a fly spell, because it is easy to avoid the slowly drifting globules, but it is a hazard for anyone riding one of the flight-fungi. The second possibility comes from the use of light-globules as missile weapons, thrown from one of the jai-alai scoops. In either case, light-glob, if it hits an opponent, causes 1d4 points of acid damage in the first round, followed by 1 point of damage in the second and third rounds. Moreover, anyone who has been even slightly coated in light-glob will be affected as if by *dispel magic* (all active spells are terminated) and will not be able to cast spells for 1 turn. Light-glob may be scraped off in 1d2 rounds.

### Wandering Monsters in the Stem

It is possible to encounter wandering monsters on the balconies of the Stem, in the corridors, and in the air (if the characters are flying). There is a 1 in 6 chance for an encounter every 3 turns. Roll on the applicable table below to determine the nature of the encounter (rolling a 1 in 6 may still result in “no encounter” on the table itself):

Wandering Monster Encounters on Balconies (1d8):

- 1) Vegepygmies (1d8)\* carrying buckets of strange organic slop
- 2) Vegepygmies (1d8)\* pouring a bucket of odd-smelling alchemical fluid off the edge of the balcony
- 3) Vegepygmies (1d6)\* scuttling up or down the wall of the Stem rather than using the stairs.
- 4) Shroom (1)\*\*
- 5) Green Brain (1)
- 6) Shroom (1)\*\* on flier
- 7) Floralants (1d6)
- 8) No encounter

Wandering Monster Encounters in the Internal Corridors (1d6):

- 1) Vegepygmies (1d8)\* carrying buckets of strange organic slop
- 2) Shroom (1)\*\* On Balcony 5, treat this as “no encounter”
- 3) No encounter
- 4) No encounter
- 5) Floralants (1d6)
- 6) Green Brain (1)

Aerial Encounters in the Stem (1d6):

- 1) Shroom (1)\* on flying fungus
- 2) Vegepygmies (2)\*\*\* on flying fungus
- 3) Sporeslaves (2) on flying fungus
- 4) No encounter
- 5) Green Brain (1)
- 6) Green Brains (1d2)

\* All of the vegepygmies encountered as a result of the wandering monsters table will leave the party alone if they are told the word “Gaaba” (see AREA 1)

\*\* Shroom encounters will be with one of two “wandering” Shrooms described below. Once these two Shrooms have been killed, any result on the table that indicates a Shroom encounter should be treated as “no encounter.”

\*\*\*Flying vegepygmies are messengers and will ignore the adventurers since their orders are to deliver a message, not to defend the area.

### Wandering Shrooms

These two Shrooms do not appear on the map key.

- Zmodo the Shroom: HD 6+1; HP 24; AC 6[13]; Atk 1 weapon (1d6); Move 9; Save 11; AL C; CL/XP 8/800; Special: Spells.  
Spells (3/2)  
Level 1: *charm person, sleep*  
Level 2: *phantasmal force*
- Ulpoana the Shroom: HD 6+1; HP 27; AC 6[13]; Atk 1 weapon (1d6); Move 9; Save 11; AL C; CL/XP 8/800; Special: Spells.  
Spells (3/2)  
Level 1: *charm person x2*  
Level 2: *web*

# Balcony 1:

## Nests of the Vegepygmies

*View of Balcony 3:* It is possible to see Balcony 3 from Balcony 1, although the visibility is poor and sporadic due to the floating globules of light filling the Great Stem across this distance. Each turn that the characters keep a dedicated lookout spying on Balcony 3, there is a 10% chance that they will see the Shroom Gmoldor walk out onto the balcony from the tunnels behind it. Gmoldor might take note of the characters, too, if this happens (25% chance), but he will not be concerned about the presence of strange beings on the lowest balcony; this happens very frequently as minions of the Shrooms bring tribute or trade goods into the Cyst. If the characters do observe Gmoldor on the balcony, there is also a 25% chance that he will be on his way to get the flying fungus and travel on an errand to another balcony. If the party waits for a turn after Gmoldor re-enters the tunnels, they will see him re-emerge riding the fungus.

No other balcony is visible from Balcony 1 other than the general sense that there are more balconies higher up.

### I. Stair-Keeper

A small figure, perhaps three feet tall, stands at the top of the stairway, looking down at you curiously. It is completely dwarfed by the large implement it holds upright, braced on the ground. The device is a ten-foot long pole with a hook at the top, with a large bell-shape hanging from the end of the hook. In the grotesque greenish light shining from the floating globules, you can make out a few details of the small creature, which is definitely not related to humans, and is possibly not even from the animal kingdom. It is probably green, as far as you can tell in the pervasive green light, stands on two feet and has two arms, like a person. However, it has leafy tendrils growing from it in several places, most significantly a plume of them growing from the top of its head. Large yellow eyes peer down at you, and it barks a single word at you:

“Gaaba?”

#### Monsters

- Vegepygmy Guard: HD 1; HP 7; AC 3[16]; Atk 1 short spear (1d6); Move 12; Save 18; CL/XP 2/30;

Special: Immunity to electricity, resistance to piercing weapons (50%).

#### Description

The stair-keeper is a vegepygmy, and thus does not speak the common tongue. Its only word is “Gaaba,” which means “permitted guest.” As soon as it sees the party approaching, it will shout its word as a question: “Gaaba?” If the players respond with the same word (agreeing that they are permitted guests), the vegepygmy will pick up its big “bell” on a stick, and lower it over the top of the shrieker, thus silencing the alarm system. If the characters do not respond immediately, this is not a matter of concern for the vegepygmy. It will wait as long as need be without any suspicion arising in its little vegetable brain. If the characters attempt to force their way past without telling the pygmy that they are Gaaba, or if they attack, the vegepygmy will become suspicious and fight back. It is not instructed to sound an alarm itself, since this is the shrieker’s task.

### 2. Winch Room

There is a large hole in the ceiling of this cut-stone room, leading upward into darkness. A heavy chain descends down the middle of the hole, attached to a large woven basket that sits on the floor. Three large piles of bones have been dumped here.

#### Monsters (only in shaft)

- Stirges: HD 1+1; HP 3, 7; AC 7[12]; Atk 1 proboscis (1d3); Move 3 (Fly 18); Save 17; AL N; CL/XP 1/15; Special: blood drain (1d4), +2 to hit bonus.

#### Description

This room is the bottom level of a winch system that allows bulky goods to be brought up to Balcony 5 (AREA 29) without having to be lugged up the narrow stairs connecting the lower balconies. The winch itself can only be worked from the upper level; there is no mechanism here, just the basket. Climbing up the chain is possible, but there is a 10% chance that anyone traveling up the shaft, whether in the basket or not, will be attacked by 1d2 stirges that nest in a crevice of the wall in the round shaft.

The bones piled in this chamber are a mix of human, orc, goblin, and smaller creatures such as stirges and giant rats. They have recently been delivered by the goblin teamsters located in AREA 5. The party of vegepygmies sent up to the higher balcony to winch the cargo upward were killed and eaten by the lichenthropes, and so far Captain Soumbatha (AREA 6) has not noticed that the cargo is still sitting here unattended.

### 3. Wagon Chamber

A pair of double doors blocks the end of the corridor. They are large enough to allow a wagon to pass through, and grooves worn into the soft rock floor of the corridor indicate that wagons do, in fact, enter and leave the room. There is a large padlock on the door.

#### Description

This large room contains three wagons and six small oxen. The oxen are hobbled to iron rings in the floor, near a large wooden water trough. Because the vegepygmies will eat oxen (and also the contents contained in many of the wagons that make their way to the Cyst), this room is kept locked when it is occupied.

### 4. Empty Storeroom

This room is lined with wooden shelves on all of the walls, but they are completely empty. The room smells of dust and disuse.

All of the stores once kept in this room have been depleted, taken up the stairs to be consumed by the hunger of the Shrooms' growing god.

### 5. Guest Quarters

This room contains three lines of wooden beds, twenty in all. There is a wooden chest beside each bed, and each chest has a key sitting on top of the lid.

#### Monsters

- Goblins (3): HD 1d6hp; HP 3, 5, 2; AC 6[13]; Atk 1 short sword (1d6); Move 9; Save 18; AL C; CL/XP B/10; Special: -1 to hit in sunlight.

#### Description

This room is used to house teamsters and other visitors to the Stem. If the adventurers have managed to avoid detection by anyone intelligent (such as Captain Soumbatha in AREA 6 or one of the Shrooms), no one will question it if the characters simply make camp here. Everyone will assume that someone else has authorized their presence, and that they have legitimate business in the area.

The goblins are teamsters, slaves of a nearby tribe of orcs. They are the drivers of the three wagons located in AREA 3, and have just finished making a delivery of bones to the Cyst. They have no interest in attacking the characters. The goblins plan to stay here until their rations are almost depleted; staying at the Cyst is tedious, and the insanity of the vegepygmies is nerve-wracking, but it is better than returning immediately into their slavery with the orcs.

If the goblins are questioned, they will have no objection to answering whatever questions the characters have, but

they will try to extort a bit of money for the information. They can answer questions about their masters in the orc tribe (whatever details the Referee chooses to invent), but they know very little about the Cyst, since they have never been above balcony 1. They can tell the characters that over the course of the last year, the orcs have been shipping all kinds of scavenged or looted goods here, and they can also tell the party that saying "gaaba" to the vegepygmies will (usually) keep the vegepygmies from attacking. If the party asks about leaders, they will mention that there is a toad-man on this level who seems to be in charge of the vegepygmies (this is Captain Soumbatha in AREA 6). They have also spotted a "large mushroom man," but only at a distance. They know that the flying fungus creatures sometimes appear in the Stem, but will not disclose this unless they have been well paid.

### 6. Guard-Captain Soumbatha

This irregularly-shaped cave chamber appears to have been hewn from the rock by creatures with no concept of a right angle; the walls are curved, the ceiling is not of a uniform height, and the shape of the room is apparently random. There is a wooden bed in the chamber, and the heads of two vegepygmies have been nailed to the side of it. A large leather bag lies at the foot of the bed.

#### Monsters

- Captain Soumbatha (toad-man): HD 3; HP 20; AC 6[13]; Atk 1 spear (1d8); Move 9 (Swim 12); Save 14; CL/XP 3/60; Special: None.

#### Description

The Shrooms are well aware that their vegepygmy sentries lack any kind of sane judgment, and that some kind of supervision of the guard post is necessary. The Captain of the Guards is a toad-man sent from the Halls of the Toad-King and placed in charge of making actual decisions when these are necessary. He has a magic item, a long stick that paralyzes vegepygmies, given to him as a way of keeping order among the cannibalistic little plant-men. After more than a year of trying to keep the vegepygmies in line, he has developed an intense, almost homicidal hatred of the things.

If Captain Soumbatha encounters the party, it is possible for them to persuade him that they have legitimate business of some kind with the Shrooms up above. If they have been fighting vegepygmies and are covered in plant-gore, this will naturally make the captain suspicious, but he will be predisposed to accept even a fairly thin explanation, since he considers it natural to want to slaughter vegepygmies. Indeed, he has to restrain himself from doing so. Nevertheless, if the party is involved in a battle with the vegepygmies and does not seem to have a good explanation, Captain Soumbatha will defend his post to the best of his abilities. Despite the captain's hatred of vegepygmies and slight gullibility, he has been conditioned from birth to be loyal to the Shrooms (see

*Throne of the Toad-King*), and will immediately become hostile if the characters announce that they intend to attack, loot, or damage the Cyst or its Shroomic masters. The captain is cunning enough to pretend to agree with such a plan, but as soon as possible he will assemble a force of 1d4+5 vegepygmies to attempt a counterattack. He is not intelligent enough to seek out and warn any of the Shrooms unless the party invites him to accompany them and encounters a Shroom – at that point, the idea of actually warning a Shroom will finally occur to him.

**Treasure:** Captain Soumbatha's pygmy-stick has a bonus of +5 to hit vegepygmies, and automatically paralyzes the creature for 1d6 full turns with a successful hit. It has no effect against any other type of creature whatsoever, having been specifically enchanted by the Shrooms for use against vegepygmies. Soumbatha also carries a large key on a ring at his belt – this is the key to the padlock at AREA 3. The leather bag at the foot of Soumbatha's bed contains 30gp, 400sp, 700cp, and a golden goblet worth 100gp.

## 7. Vegepygmy Nest

This room contains two big heaps of vegetation massed against the walls, and several short spears leaning up against the wall or stuck into the piles of plant matter.

### Monsters

- Vegepygmies (7): HD 1; HP 3, 7, 3, 6, 8, 5, 2; AC 3[16]; Atk 1 short spear (1d6); Move 12; Save 18; AL C; CL/XP 2/30; Special: Immunity to electricity, resistance to piercing weapons (50%).

### Description

The mounds of vegetation are actually sleeping vegepygmies, sleeping as they do piled up on one another and relaxed as rag dolls. If the party uses the "Gaaba" password, they will relax and return to their sleeping piles.

**Treasure:** The vegepygmies wear various adornments (necklaces or bracelets), a bizarre mix of items, some of which are utterly worthless and some of which are valuable. The adornments include: a feather, a human finger bone, a ruby necklace worth 100gp, a copper bracelet worth 10gp, a rock on a leather lacing, a string of emeralds worth 200gp, and the scalp of some unknown creature.



## 8. Vegepygmy Guards

There are five of the small vegetable-people standing in this cavern. Four of them carry short spears, and one of them carries a drum with two leather-covered drumsticks. As the party approaches them, the drummer raises his drumsticks and in a querying voice says, “Gaaba?”

### Monsters

- Vegepygmies (5): HD 1; HP 6, 4, 7, 4, 8; AC 3[16]; Atk 1 short spear (1d6); Move 12; Save 18; AL C; CL/XP 2/30; Special: Immunity to electricity, resistance to piercing weapons (50%).

### Description

This cavern is a guard post, designed to keep intruders from passing between Balcony 1 and Balcony 2 without using the outer stair that spirals around internal wall of the GREAT STEM. If the party announces that they are gaaba, however, the vegepygmies will let them past without opposition. The drum carried by one of the vegepygmies is not a weapon or a warning, simply a musical instrument. The vegepygmy will bang away happily at it during a combat until he is killed. Anyone overhearing it will ignore it, since the drumming is frequent, and it will actually obscure the sound of any combat.

## 9. Sloping Cavern

This cavern slopes dramatically upward from the south to the north. The cavern floor and walls are covered with tiny mushrooms and feathery lichens.

This cavern and the cavern beyond rise upward, linking the caves behind Balcony 1 with the higher tunnels behind Balcony 2; they are not as steep as the stairs connecting the two balconies themselves, but the slope is extremely pronounced and will be detected even by humans.

The mushrooms and lichens in this room are not inherently dangerous, but they do give off invisibly small spores that can cause dizziness and disorientation for human-like races (with the sole exception of dwarfs). Anyone trying to reach the higher northern side of the cavern has a 50% chance to fall and roll back downward to the south. This would not be a serious obstacle, but sounds in this cavern will attract the notice of the two toad-men in AREA 10.

## 10. Another Sloping Cavern

The floor of this cave chamber slopes upward fairly steeply from the south up toward its northern end.

### Monsters

- Toad-Man Sentries (2): HD 2+1; HP 9, 11; AC 6[13]; Atk 1 spear (1d8) or 1 javelin (1d6); Move 9 (Swim 12); Save 16; AL C; CL/XP 2/30; Special: None.

Each of the toad-men carries 3 javelins.

### Description

The two toad-man sentries have been recruited from the Halls of the Toad-King, and their conditioning as tadpoles has made them utterly loyal to the Shrooms. They will not allow the characters to pass without a fight, insisting that visitors are only authorized to travel upward by using the outer stair. If they hear suspicious noises from AREA 9, they will investigate; they are immune to the dizzying effect of the spores in that area. The toad-men are brutish, but they are not completely stupid – the characters would need a very convincing tale to get past these sentries without a fight.

**Treasure:** The two toad-men are carrying a total of 40gp and 203sp. The larger one also carries a potion of flying, for use in case he needs to fly upward and warn the upper balconies of a threat. He will not attempt this, however, unless he has already been wounded.

## 11. Light-Globulator

A tall, open-topped glass cylinder four feet wide and ten feet tall stands on this rocky outcropping. It is filled with a viscous green liquid similar to the globules of light that float in the wide empty space above and below the upward sloping balcony. The contents of the glass vat glows slightly but not nearly as brightly as the airborne globules.

### Description

This vat produces more of the photo-luminescent liquid that floats around in globules illuminating the Great Stem. Eventually, as the proper ingredients are added and mix in properly over time, some of the top liquid will break out and float up into the Stem, replacing globules that have gone bad with age. There is a 10% chance that this will happen if the contents of the vat are disturbed in any way, including such disturbances as pounding on the side of the vat or trying to tip it over. The liquid is not poisonous, and does not have any effect if it is consumed other than to make the drinker glow with a faint green light for 24 hours.

# Balcony 2:

## Hives of the Floralants

*View of Balcony 4:* Balcony 2 is in sight of Balcony 4, and if the characters spend time waiting for a gap in the floating globules they have a 10% chance per turn to see Balcony 4 come into sight for a minute or two. Balcony 4 is the mining balcony; the characters will see the flytrap shamblers in AREA 23, and will also be able to notice that there is a fair amount of vegepygmy activity on the balcony, mainly carrying baskets. They may also see a fight break out between two vegepygmies, ending quickly with one vegepygmy killing the other and apparently starting to eat the body.

*General Information:* This balcony is the production. There are several symbiotic ant-hills on this balcony. The anthills are plants, and the “ants” (floralants), are actually moving plants that enter and leave the hive-plant to deliver nutrients. Some of the materials scavenged by the floralants is delivered to the hive-plant, and the majority of it is delivered to AREA 15. The process is monitored and adjusted by Ula Bthon, the Shroom who developed and bred the floralant hive, and whose residence is in the tunnels behind this balcony (AREA 16).

The floralants are also used as food for the vegepygmies, as a way of keeping the vegepygmies from killing and eating each other too often.

### 12. Sandal Storage

The walls of this large cavern are unusually clean, and contain numerous small holes that have been dug into the stone, apparently by some sort of drilling. The cavern is otherwise empty with the exception of a small pile of wooden blocks about the size of bricks.

#### Monsters

- Floralants (1d10): HD 1d4hp; AC 5[14]; Atk 1 bite (1d3); Move 9; Save 18; AL N; CL/XP A/5; Special: Weak cumulative poison.

#### Description

On closer inspection, the wooden blocks all have a pair of leather straps that make two loops over one side of the block. These are actually sandals; if they are worn, the wearer is standing on ten-inch high wooden blocks. The benefit of these sandals is that floralants will not attack anyone wearing them. The downside is that the wearer makes all attacks with a -2 penalty. The Referee will assign any other relevant penalties as circumstances dictate. Note that the vegepygmies do not need to wear these shoes to avoid floralant bites.

### 13. Floralant Hive-Plant

A large, squat cylinder of some spongy material sits atop an outcropping of the balcony. Fat tendrils droop over the top of the cylinder, and there are several orifices at the bottom. Green ant-like creatures march in and out of these orifices, some of them scuttling directly down the side of the vertical rock wall, some upwards, and several cross the balcony itself into the tunnel entrance into the wall opposite the outcropping. One of the small plant-men sits atop the cylinder, facing out toward the glowing green globs suspended in the air and waving its arms to them in some sort of ritual gestures, waving its spear and making quiet hooting noises.

#### Monsters

- Floralants (10): HD 1d4hp; HP 2, 2, 3, 1, 4, 2, 4, 3, 2, 1; AC 5[14]; Atk 1 bite (1d3); Move 9; Save 18; AL N; CL/XP A/5; Special: Weak cumulative poison.

#### Description

This is one of the two floralant hive plants that are used for producing food on this balcony, the other being at AREA 14. The hive-plant itself is not dangerous, and neither is the vegepygmy sitting atop it, who will completely ignore the characters unless he is attacked. The green ants, however, are a different matter.

### 14. Floralant Nest

A large, squat cylinder of some spongy material sits atop an outcropping of the balcony. Fat tendrils droop over the top of the cylinder, and there are several orifices at the bottom. Green ant-like creatures march in and out of these orifices, some of them scuttling directly down the side of the vertical rock wall, some upwards, and several cross the balcony itself into the tunnel entrance into the wall opposite the outcropping.

#### Monsters

- Floralants (7): HD 1d4hp; HP 2, 3, 1, 4, 2, 3, 2; AC 5[14]; Atk 1 bite (1d3); Move 9; Save 18; AL N; CL/XP A/5; Special: Weak cumulative poison.

#### Description

This is a second floralant hive-plant, identical to the one in AREA 13.



## 15. Syrup Thing

A massive, organic-looking basin grows from the middle of the floor, with tentacles growing from its outer edges. The tentacles reach into the basin, where they squirm and stir the contents. The material in the basin is some sort of green, syrupy-looking liquid.

### Monsters

The syrup-thing does not attack or defend itself. It has an armor class of 5[14] and 45 hit points. If it is killed, the demonspore will send two green brains to investigate; if these are not killed quickly enough to prevent them from reporting to the Shrooms in the Dome of the Demonspore, the Shroom Priest Lthaado (AREA 14 of the Great Dome) will be sent to investigate this area.

### Description

This room is where the bits and pieces scavenged by the floralants are turned into food for the Heir of the Mushroom God. The basin and tentacles are an extrusion of the God Seed, which stirs and slowly digests the syrupy contents at the center of its concave body, nourishing the seed's growth.

## 16. Ula Bthon (Shroom)

This cave chamber has several bookshelves carved into the stone walls, a worktable with several alchemical devices upon it, two large, concave disks about 5ft in diameter sitting upon the floor, and a large number of earthenware pots containing plants of different varieties.

### Monsters

- Ula Bthon: HD 6+1; HP 28; AC 6[13]; Atk 1 scimitar (1d8); Move 9; Save 11; AL C; CL/XP 8/800; Special: Spells, control plants, plant growth.

Spells (3/2): *Charm person, detect magic, sleep, phantasmal force, web*

### Description

This is the chamber of the Shroom who oversees the production process of Balcony 2. The floralants, their hives, and the basin are all his creations. Of all the various individual projects being run by the Shrooms to create sustenance for the Heir, this one is perhaps the most efficient, relying as it does on small scale scavenging in the area of the Cyst. It has been assigned to the bottommost region of the Great Stem because the floralants are somewhat dangerous if left to journey across several balconies. The Shroom, whose name is Ula Bthon, is one of the least intelligent, but the most savage, of the Shrooms in who inhabit the Cyst. He is smaller than his brethren and misshapen, having two small head-caps sprouting from his stem rather than one.

In combat, Ula Bthon will cast plant growth upon himself, becoming large enough to inflict double damage when he hits. He attacks madly, without bothering to cast spells.

**Treasure:** There are 40 books on Ula Bthon's shelves, all on the topic of horticulture (although many of these make reference to the use of alchemy in breeding unusual plants). On average, the books are worth 50gp each. They would be useful for a magic-user who intended to embark on research about plant ingredients for potions, or magic that affects plants in some way. The alchemical equipment in the room is in poor repair, although it would likely be worth 250gp. All told, it weighs about 1,000 pounds. Ula Bthon wears a necklace of unknown semi-precious stones (200gp). Also on the shelves are a *potion of healing*, a *potion of flying*, and a *potion of levitation*.

## Balcony 3: Balcony of the Hallucinomancer

Balcony 3 is in view of Balconies 1 and 5, and if the characters spend time waiting for a gap in the floating globules they have a 10% chance per turn for one of these balconies come into sight for a minute or two. A temporary view of Balcony 1 will only reveal one or two vegepygmies moving about. If the characters gain a view of Balcony 5, they will see the lichentrophe guard (AREA 28) shambling around near the top of the stairs leading from Balcony 4.

## 17. Gap in Stairs

The upward-spiraling stairs that lead up and around the huge empty cylinder of this bizarre place suddenly end, five feet short of the next balcony. A small plant-man sits on the edge of the balcony, swinging his legs off the edge. Beside him, there is what appears to be a large, rolled-up carpet of some spongy, plant-looking material.

### Monsters

- Vegepygmy (1): HD 1; HP 8; AC 3[16]; Atk 1 short spear (1d6); Move 12; Save 18; AL C; CL/XP 2/30; Special: Immunity to electricity, resistance to piercing weapons (50%).

### Description

The fungus carpet can be thrown across the gap to become as rigid as a wooden plank. Using the "Gaaba" password will cause the vegepygmy to toss the carpet over the gap as a drawbridge, and allow the characters to pass.

## 18. Larder of the Shroomlings

This large cavern appears to be empty with the exception of several strange growths near the center. The growths bear a resemblance to large bird cages, but each of them is ripped open.

### Description

On closer inspection, these fungi (there are seven), marked on the map with an “x,” appear to be growing directly from the stone floor. Each is indeed ripped open, and the plants appear to be dying. These are cages that contain the occasional prisoner of the Shrooms; each cage is grown specifically for the prisoner until the Shrooms rip apart the fibrous “bars” of the cage. The seven prisoners that were housed here have already been fed to the Shroomlings in AREA 22). At the back of the cavern there is an eighth cage that is still alive and contains a prisoner, a female human fighter named Physis. The seven other prisoners were all part of an adventuring party that made the mistake of agreeing to be hired by the Shrooms as mercenary guards. Once Physis realizes that the adventurers are not Shrooms coming to fetch her away, she will begin shouting for help.

- Physis (human Ftr3): HD 3; HP 15; AC 9[10]; Atk unarmed; Move 12; Save 13; AL N; CL/XP 3/60; Special: None.

**Treasure:** There is no treasure in the room.

## 19. The Gaping Maw

The middle of this cavern’s floor seems to be a large, fleshy mouth half filled with slime. Green bits and pieces float on top of the unpleasant, viscous material. Against the wall there is a pile of several wooden buckets.

### Description

This rather disgusting thing is an extrusion of the Demospore into the stone of the cyst. The slime inside it is harmless, food for the Shroomlings in AREA 22. At the bottom of the mouth, if it is probed, there is a hole leading into the stone. From time to time, a few gallons of the foodstuff prepared in AREA 15 by the syrup-thing will be disgorged upward into this holding pool. The buckets are normal; they are simply used to bring the feeding-syrup from this cavern to the Shroomlings.

## 20. Empty Cavern

This cavern is empty and dusty. There are several opened crates inside, covered with cobwebs of normal size.

### Description

The cavern is indeed empty; as with some of the other caverns of the Cyst, it was once used to hold supplies, but has been emptied as the demands of the Demospore for food and magical power has increased.

## 21. Lair of Gmoldor the Shroom

This cavern is furnished with carpets on the floor, a large concave disk on the floor about six feet in diameter, a worktable, and several shelves of books. There is a ten-foot long trough in the room filled with soil, in which several large mushrooms are growing.

### Monsters

- Gmoldor: HD 6+1; HP 35; AC 6[13]; Atk 1 scimitar (1d8); Move 9; Save 11; AL C; CL/XP 8/800; Special: Spells, control plants, plant growth.

Spells (3/2): *Charm person*, *detect magic*, *sleep*, *phantasmal force* x2

### Description

This is the lair of Gmoldor, an expert in hallucinatory and illusionary magics. Gmoldor is perhaps the most fanatic of all the Shrooms in his pursuit of Shroomic world domination and the re-growth of the Demonseed. He has taken upon himself the task of growing and educating new Shrooms to increase the power of the Rhyzomarch and the priests.

The long trough contains a large number of very young Shrooms, which are not yet intelligent and most of which will wither before they are grown enough to be transplanted into the nursery (AREA 22).

The worktable is cluttered with various gardening implements: trowels, buckets, a watering can, and similar items.

The books are all written in High Shroomic, and can only be translated with the help of a spell. Most of them are about subterranean horticulture, but one of them is immediately recognizable as being quite different. It is a strange mix of mysticism, theology, and gardening, apparently the manual for some extremely complicated magical process that mixes ritualistic ceremonies, magical spells, alchemical nutrients requiring many bizarre ingredients, and a sequence of feeding and fertilization that would apparently take decades to complete. The quantity of materials required becomes huge toward the end of the process, measuring in tons per day. The Shroom has written notes in the margins of the book, which seem to indicate that he believes the quantity of required materials is larger and increases faster than the original writing would have suggested. These notes are written up to about the middle of the process, and then stop.

If Gmoldor is warned that intruders are nearby, he will retreat quickly into the dead-end corridor in the western wall of the chamber, and prepare for combat by casting his first *phantasmal force* spell. He will use the first *phantasmal force* to create an illusionary stone wall to block his corridor off from view. He will then use the second *phantasmal force* to create an image of a ballista

pointing a javelin-sized crossbow bolt directly at the tunnel entrance to the chamber. Watching through his illusionary wall, he will make the ballista turn toward whatever target he wants to threaten; obviously if anyone approaches the ballista and might touch it (thereby revealing that it is an illusion) Gmoldor will quickly make it “fire” the bolt. After firing the ballista once, Gmoldor will cause a second bolt to “form,” and the ballista to re-cock itself, but it is possible that the lack of sound will be strange enough to alert the party that something is amiss.

## 22. Nursery of the Shroomlings

This room smells of rot. The source of the stench is obvious: the floor surface is strewn with all kinds of noxious refuse and reeking soil that is obviously several inches deep. Five mushrooms are growing from this putrid mess, each of them about 2ft in height.

### Description

These are Shroomlings, immature Shrooms that are not yet capable of walking. They are sapient, but not yet particularly intelligent. The Shroomlings are not simply growing to size in this cave, they are also receiving an education of sorts from the Heir, in the form of mental communion with the Heir. Humans and their ilk, not being attuned to the mind of the Heir, will perceive these communications in the form of hallucinations.

The hallucinations will immediately be perceived by anyone entering the room. Some impressions will be immediate, and if a brave character stays in the room to eavesdrop, as it were, the extended exposure to the hallucinations will provide considerably more information that may be useful.

The immediate hallucination, the one that will be perceived by anyone entering the room, is an image of an impossibly huge mushroom at least two hundred feet in height, being buried in ash by the eruption of a volcano. If a character remains to see what other hallucinations might follow, the next series of images are strange and dreamlike; a fungus forest around the base of the huge mushroom, with mushroom-men making terrible sacrifices on an altar set before it. The image of several human sacrifices flash before the eyes of the hallucinating character, and these images are particularly strange, for the humans appear shaggy-haired and somewhat bestial, and they wear furs rather than normal clothing.

The third in the series of hallucinations is the image of several Shrooms entering a vast underground cavern that is clearly the one the characters have been exploring. As the Shrooms advance into the cavern, one of them reaches down and picks up something from the floor. He holds it up, and reveals it to be a seed or a spore of some kind before the image fades away.

## Balcony 4: The Mines

Balcony 4 is in view of Balconies 2 and 6, and if the characters spend time waiting for a gap in the floating globules they have a 10% chance per turn for one of these balconies come into sight for a minute or two. A temporary view of Balcony 2 will reveal the two floralant hive-plants on the balcony, assuming the party has not already encountered or destroyed these on the way up. A view of Balcony 6 will reveal a view of the light-globulator (AREA 43) and, unless the party has already disrupted the mining process in AREAS 45-47, vegepygmies carrying baskets of mystical ooze can be seen emerging from the tunnel and moving up toward Balcony 7.

## 23. Flytrap Shamblers

Two great masses of flowering vegetation are piled beside the top of the stairway here, each of them having a head similar to that of a venus flytrap protruding from the foliage. Each of the piles appears to be holding a pike.

### Monsters

- **Flytrap Shamblers (2):** HD 3; HP 15, 16; AC 4[15]; Atk 1 bite (2d6) and 1 polearm (1d8+1); Move 6; Save 14; AL N; CL/XP 4/120; Special: Immune to piercing weapons

### Description

These plant-creatures are flytrap shamblers (see “New Monsters”), cultivated to serve as more reliable defenders of the higher levels than the unpredictable vegepygmies.

The flytrap shamblers do not treat “Gaaba” as a password. The vegepygmies of the lower balconies are so unpredictable and alien that their trainers decided to avoid any subtleties in their training, settling on a simple password the vegepygmies could recognize and pronounce. By contrast, the flytrap shamblers are, despite their appearance, intelligent enough to listen to and evaluate the party’s explanation of their presence. Unfortunately, they cannot themselves talk.

## 24. Central Mining Area

Unlike the other rooms you have seen in this strange place, this room is cut to a regular, rectangular floor plan, although there are huge gaps in the northeast and southwest walls that appear to enter other chambers. Large baskets of rocks, or perhaps ore of some kind, stand along the walls, each of them about three feet in diameter. The chamber bustles with activity: in the southeast part of the chamber, about ten of the little vegetable-people are hacking apart what appears to be the body of an enormous worm made of plant material, loading the pieces into several bushel baskets.

## Description

This is the central area of the mines (AREAS 25 and 26). In addition to the volcanic ash which buried the mushroom god in the ancient past and then solidified into rock, the volcano also created several rich mineral veins where molten metal or other substances were thrown outward by the eruption. One such pocket of metals and minerals was located near the Cyst, and the Shrooms are mining it for supplies.

The giant plant-worm (which is a root-worm; see “New Monsters”) is indeed recently dead, and it is being recycled to serve as fertilizer for various of the other cultivation projects underway in the Cyst. Among the vegepygmies there is a chief, who can breathe out a cloud of spores. The vegepygmies (including the chief) are having fun chopping up the dead plant-worm, and will ignore the characters unless they are attacked.

## 25. South Mining Chamber

It is obvious that mining operations are being carried out in this large chamber, although they are mining operations such as you have never seen before. There are two large plant-worms in here, each of them ten feet long and about five feet in diameter, both of them facing the walls. Thick tendrils seem to be extended from the front of the worms, actually growing into the cracks of the wall itself to break the rock apart. Beside each of the worms stands an ogre with a big hammer and several bushel-baskets. There are scaffolds ten feet above the cavern floor, with several shaky-looking ladders leading up to the narrow wooden platforms. A dwarf is chained to one wall, occasionally shouting orders to these monsters, and in the air over the top of the activity floats a green brain about three feet in diameter, with a single eye at the front and a few vines or tendrils hanging from the bottom of its convoluted body.

### Monsters

- Root Worms (2): HD 8; HP 36, 32; AC 4[15]; Atk Roots (1d6) or bite (1d8) ; Move 6; Save 8; AL N; CL/XP 9/1100; Special: Body immune to blunt weapons.
- Green Brain (1): HD 5; HP 24; AC 3[16]; Atk None; Move 0/15 fly; Save 12; AL C; CL/XP 6/400; Special: Mental Attack (cone).
- Vegepygmies (15): HD 1; HP 6, 4, 4, 1, 7, 2, 4, 5, 4, 3, 8, 1, 7, 4, 4; AC 3[16]; Atk 1 claw (1d4) or weapon (1d6); Move 12; Save 18; AL C; CL/XP 2/30; Special: Immunity to electricity, resistance to piercing weapons (50%).
- Ogres (2): HD 4+1; HP 17, 19; AC 5[14]; Atk 1 weapon (1d10+1); Move 9; Save 13; AL C; CL/XP 4/120; Special: None.
- Glormen the Dwarf Prisoner (1): HD 1; HP 6; AC 9[10]; Atk unarmed; Move 12; Save 18; AL L; CL/XP 1/15; Special: None (normal dwarf abilities)



### Description

This cavern is, as it appears, a mining operation where the servants of the Shrooms are digging out strange minerals from the rock to fertilize the Demonspore or to trade for food that it can consume.

The root-worms (see “New Monsters”) break apart the rock with their tendrils, the ogre slaves then pick up the big rocks left after the root worms have broken part of the wall and break them into smaller chunks with hammers. The vegepygmies then load their baskets and carry the pieces of rock away. The dwarf (Glormen) is a prisoner who has been forced to lend his mining experience to the operation, and the green brain keeps an eye on the entire process.

Combat in this area is likely to be extremely chaotic.

When the floating green brain sees the characters, it will immediately send out a mental wave of power, effectively yelling the words “Zoot-gaaba!” loudly into everyone’s head, including the characters. After this, the vegepygmies will understand that the characters are “Zoot” (not “Gaaba” (authorized)). They will attack gleefully, with five of them leaping onto the back of a root worm and ten of them swarming up the ladders to the balcony.

The vegepygmies on board the root worm will direct it to attack the characters, and the dwarf will frantically be yelling for the characters to get on top of the other root

worm. If they do, and smack it in the direction of the attacking worm, the two root worms will lock into mortal combat with each other. The ogres will fight using their hammers, and the vegpeygmys on the scaffolding will throw javelins and then rocks at the party.

**Treasure:** The bushel baskets beside the ogres (there are 15) contain the most recently dug out rocks, along with bits of mineral and metal. Each basket contains 1d10 gold nuggets worth 1d100gp each, and one of them contains a diamond worth 1,500gp.

## 26. North Mining Chamber

This large cavern is clearly a mine, but it is currently unoccupied.

### Description

Dwarfs will note that the method of mining that has been used here is quite strange; huge and completely irregular gouges have been broken into the walls, and there are no marks of mining tools around these areas. The chamber is indeed empty, although searching it will reveal 1d6 gold nuggets worth 1d100gp each that have fallen here and there without being noticed.

## 27. Stairs up to Balcony 5

These stairs lead upward to AREA 28 in the GREAT STEM.

# Balcony 5: Kennels of the Lichenthropes

The lichenthropes are a creation of the Shroom priests, infected with spores to serve as minions of the Rhyzomarch. The caverns along this balcony serve as their living quarters.

Balcony 5 is in view of Balconies 3 and 7, and if the characters spend time waiting for a gap in the floating globules they have a 10% chance per turn for one of these balconies come into sight for a minute or two. A temporary view of Balcony 3 will reveal only the vegpeygmy guard at AREA 17 (assuming the party has not already killed him on the way up. A view of Balcony 7 will allow the characters to see the arrangement of the various tunnel entrances, and there is a 25% chance that a pair of the sporeslaves can be seen saddled up on a flight-fungus as they take off into the open area of the STEM.

## 28. Stairs down to Balcony 4

A human stands at the top of these stairs.

### Monsters

- Lichentrophe Guard (1): HD 3; HP 15; AC 6[13]; Atk 1 bite or weapon (1d6); Move 12; Save 14; AL C; CL/XP 5/240; Special: Shapechange, 25% magic resistance (in hound form only), contagion

### Description

As the adventurers approach the “human” closely, they will immediately notice that his skin is patchy and mottled with some sort of mold. The creature is a lichentrophe, capable of changing its material substance from flesh to fungus. It is not entirely sane, but it is possessed of a certain cunning; moreover, its loyalty is firmly with the Shroom Priests.

If it is attacked, it will turn into its flying shape and soar into the open center of the Great Stem, diving back and forth to attack the characters.

## 29. Winch Room

There is an open shaft in the middle of the floor of this cavern, and a large winch apparatus beside it. The chain of the winch apparatus leads down the shaft into the darkness below.

### Description

The shaft leads down to AREA 2 on Balcony 1. The winch is in good condition, and could easily be used by the party if desired. The basket is currently at the bottom in AREA 2 unless the party did something with it in the lower balcony. The winch apparatus can only be operated from this room.

## 30. Infection Chamber

There are three tables in this cavern chamber, each of which is equipped with what appears to be some strange alchemical equipment. A large glass jar is positioned on a tall stand above each table, with tubes leading down to the table itself, where the ends of the tubes have been inserted into the neck of the table’s occupant. An unconscious toadman is strapped down on each of the tables, as a nasty looking liquid bubbles and drips slowly down from the glass jar and into the creature’s bloodstream.

### Description

This is the chamber where Porapptil (see AREA 40) infuses various creatures with the alchemical concoctions that cause lichentrophy. The three toad-men currently being “treated” are not yet fully turned into lichenthropes, but they are still utterly loyal to their Shroom masters, and unless they are deceived into believing that the characters are friends or minions of the Shrooms, they will not provide any assistance (and might even sound an alarm). The toad men are not particularly intelligent, and they know that the Shrooms have minions from several

different races, so if the characters attempt this sort of misdirection it is fairly likely to succeed.

### 31. Empty Cavern

This cavern appears to be empty.

#### Description

This cavern is not currently in use, although Porapptil (see AREA 40) intends to use it for housing the increasing numbers of his lichentrophe packs.

### 32. Lichentrophe Kennel

This cavern chamber contains a table and four chairs, and four piles of slimy, strange-smelling vegetation.

#### Monsters

- Lichentropes (4): HD 3; HP 14, 18, 12, 22; AC 6[13]; Atk 1 bite or weapon (1d6); Move 12; Save 14; AL C; CL/XP 5/240; Special: Shapechange, 25% magic resistance (in hound form only), contagion

#### Description

Four lichentropes are kept in this kennel; the sleeping creatures are the piles of vegetation. When they awaken, if they are not under attack, they will wait for the most opportune moment to attack.

**Treasure:** There is a loose flagstone in the floor of the room where the lichentropes keep their treasure. If any sort of examination is made of the floor, the flagstone can be located easily. The space underneath it contains a total of 2,000gp, 7,000sp, a *potion of slipperiness*, a *potion of ethereality*, and a scroll inscribed with a *web* spell.

### 33. The Mouldy Remains

At the center of this cavern it appears that some sort of accident took place. Pieces of wooden tables are scattered in a circular pattern around the middle of the room, together with shards of broken glass, some pieces of leather, and three clusters of human bones. The cavern floor at the central area of the debris is stained with dark soot.

#### Monsters

**Black Mold:** Any creature coming within ten feet of the black mold must make a saving throw against the invisible spores that surround the main body of the mold. Failing the saving throw causes the victim to be infected with madness; the victim will attack anyone in the vicinity for 1d6 rounds before falling into a coma that lasts for 12 hours. The black mold may be killed by the application of fire, but it takes three weeks of daily burning to actually kill it.



### Description

As one might surmise, this is the remains of an alchemical disaster. A lichentrophe-producing lab similar to the one now located in AREA 29 exploded due to an improperly mixed compound of fungus and other strange ingredients. Before the area was cleaned away, the compounds, fungus ingredients, and dead flesh of the experimental subjects had turned into a black mold (see description above). Rather than deal with this vexing problem, Porapptil simply chose to abandon the cavern and build his replacement processing room in AREA 30.

### 34. Empty Kennel

This cavern is empty, but contains four rather nasty-looking piles of slimy molds and plants.

### Description

The group of lichentropes that lives in this cavern is currently out on an extended raid to capture slaves, or any other resources they can find, to feed the quasi-god being grown by the Shrooms. The piles of horrid plant matter are their beds. The lichentropes are not likely to return while the party is in the Cyst, unless the characters actually take up residence here for a month or more.

### 35. Empty Cavern

This cavern is empty, with the exception of a few patches of (harmless) molds and lichens.

### 36. Garbage Cave

There is a stinking pile of rotting plant matter in the center of this cavern.

The rotting vegetation is simply waiting to be processed; it is the remainder of several vegepygmies, and examination of it might find various eyeballs and fingers made of plant matter, but it is neither dangerous nor valuable in any way.

### 37. Mouth Cavern

This cavern chamber is devoid of interesting features, with the exception of a small pool of water near the northeastern wall, fed by drips from the ceiling. A fleshy vine grows from the cave wall and disappears into the pool.

### Description

If the characters enter the cavern, the horrid nature of the vine will become apparent. The part of it that is currently in the pool will rise up, revealing a mouth-like aperture at the end, and the snake-like thing will slowly weave blindly back and forth, sensing the characters but not able to find their exact location.

The fleshy vine is an extrusion of the quasi-god, with a sucking mouth at the end of it that laps water from this small pool. The extrusion is not independently intelligent –

it is merely a feeding tube. If the characters attack it, the quasi-deity might take notice, but if they simply pass it by, it will not create any sort of alarm.

If the extrusion is attacked, it has armor class 9 [10] and 10 hit points are required to sever it, in which case it will die, convulsing unpleasantly for a round or two before falling motionless. It will yowl and thrash around while it is being killed, but cannot actually attack.

### 38. Lichentrophe Guards

This cavern contains a rough wooden table with four chairs around it. Three of the chairs are occupied by unwell-looking humans.

### Monsters

- Lichentropes (3): HD 3; HP 18, 12, 15; AC 6[13]; Atk 1 bite or weapon (1d6); Move 12; Save 14; AL C; CL/XP 5/240; Special: Shapechange, 25% magic resistance (in hound form only), contagion

### Description

There are three lichentropes in this chamber, standing guard to protect Porapptil's Lair (AREA 41). It is possible that the characters might be able to persuade the lichentropes that they have legitimate business with Porapptil, but it is unlikely; Porapptil is solitary and seldom deals with anyone but his lichentropes. This might, of course, work to the advantage of the characters – no one in the Stone Cyst will find it unusual if all communications from this balcony were to cease.

**Treasure:** Each of the lichentropes carries a belt pouch with 2d10gp. One has a gem as well (250gp value).

### 39. Side Cavern

This cavern is fairly unremarkable, with the exception of the fact that the entire cavern floor is coated with a lush covering of emerald green moss.

### Description

The moss is simply a growth of food for the various occupants of the Stone Cyst, and is not dangerous. Indeed, it is actually highly nutritious.

### 40. Seymour's Bane

At the center of this cave chamber there is a dreadful sight, a huge fleshy mouth that seems to grow from the stone itself, ridged with great teeth and wet with slobber that runs from it in slimy rivulets.

### Monster

- Giant Mouth: HD 3; HP 24; AC 8[11]; Atk 1 bite (3d6 averaged across victims); Move 0; Save 14; AL N; CL/XP 4/120; Special: Mental command affects non-plant creatures

- Lichentropes (3): HD 3; HP 20, 16, 19; AC 6[13]; Atk 1 longsword (1d8); Move 12; Save 14; AL C; CL/XP 5/240; Special: Shapechange, 25% magic resistance (in hound form only), contagion

### Description

In addition to the great mouth in the floor, there are three lichentropes in the room, ready to defend it against intruders. The 20hp lichentrope carries the Sword of Seymour (see below) but does not know how to use the sword's special powers.

The mouth in the floor is an extrusion of the quasi-god, one of the places where food is emptied into it by its minions. When anyone enters the chamber, the mouth issues a powerful mental command: "Feed me!" Anyone in the vicinity must make a saving throw or attempt to jump into the mouth. The mouth inflicts 3d6 points of damage per round, chewing and belching happily; the damage is divided evenly among anyone who has jumped in to be devoured. A character may be pulled out by any two other characters. Other than its mental attack, which it can issue once per three rounds, the mouth has no way of reaching out to attack anyone.

The sound of combat in this chamber will eventually draw Porapptil into the area, but he is very wary, and will make any sensible preparations before investigating.

**Treasure:** The sword of Seymour is in this room, a +2 longsword with the letters "s-e-y-m-o-u-r" incised into the blade near the hilt. Note: for reasons described below, *spell the letters out* when you describe this to the characters! The sword's powers will become evident if anyone who can use the sword speaks the word "Seymour" while grasping the hilt. The sword has two possible powers, depending on how the word is pronounced. If the word is spoken as "see-more," the sword allows clairaudience as described below. If the word is spoken as "say-more," the sword permits clairaudience.

### 41. Porapptil's Lair

This cavern chamber is comfortably furnished with a crystal chandelier, a polished wooden table, a desk with drawers, a large, somewhat concave wooden disk seven feet in diameter, lying on the floor, a shelf of books, and four luxurious-looking carpets on the floor.

### Monster

- Porapptil the Shroom: HD 6+1; HP 37; AC 6[13]; Atk 1 scimitar (1d8); Move 9; Save 11; AL C; CL/XP 8/800; Special: Spells, control plants, plant growth.

Spells (3/2): *Charm person* x2, *detect magic*, *detect invisibility*, *web*

This is the lair and workplace of a Shroom named Porapptil, the alchemist who developed the lichentrophy formula. Porapptil will investigate strange noises from AREA 40, but he will prepare for combat first.

Porapptil is perhaps the most solitary and cautious of all the Shrooms in the Stone Cyst; he dislikes the company even of his own kind. He prefers to surround himself with his lichentropes, and uses them as messengers for communications with the other Shrooms.

**Treasure:** The drawers in Porapptil's desk contain several pages of parchment, made of a strange, fibrous material. Five of the pages contain what appear to be notes about alchemical infusions intended to cause some sort of transformation in animal flesh. The sixth and seventh pages appear to be letters (see below), and the remainder (4 pages) are blank. In addition to these pages, the desk drawers contain 4 potions of healing, 3 potions of levitation, and a gem set into a long (shroom-sized) golden necklace worth 2,500gp.

### Letter #1:

"Porapptil, we are finding it highly annoying that you refuse to attend the convocations in person, that you refuse to allow visitors to your balcony, and that you persist in communicating only in writing. If this behavior persists, your next messenger will be fed to the GREAT SEED."

Letter #2, in a different handwriting similar to the writing on the alchemical notes, does not appear to be complete yet:

"I hope the GREAT SEED enjoys the taste of this messenger. Stay off my balcony."

## Balcony 6: Thmoorn's Portal

Balcony 6 is in view of Balconies 4 and 8, and if the characters spend time waiting for a gap in the floating globules they have a 10% chance per turn for one of these balconies come into sight for a minute or two. A temporary view of Balcony 4 will reveal the flytrap shamblers in AREA 23, and a fair amount of vegepygmy activity on the balcony, mainly carrying baskets to and fro.

A view of Balcony 8 will allow the characters to see the bracelet of myconidians communing in AREA 63.

### 42. Stairs Between Balconies 5 and 6

The stairs are narrow and somewhat slippery, rising along the edge of the wall.

### Description

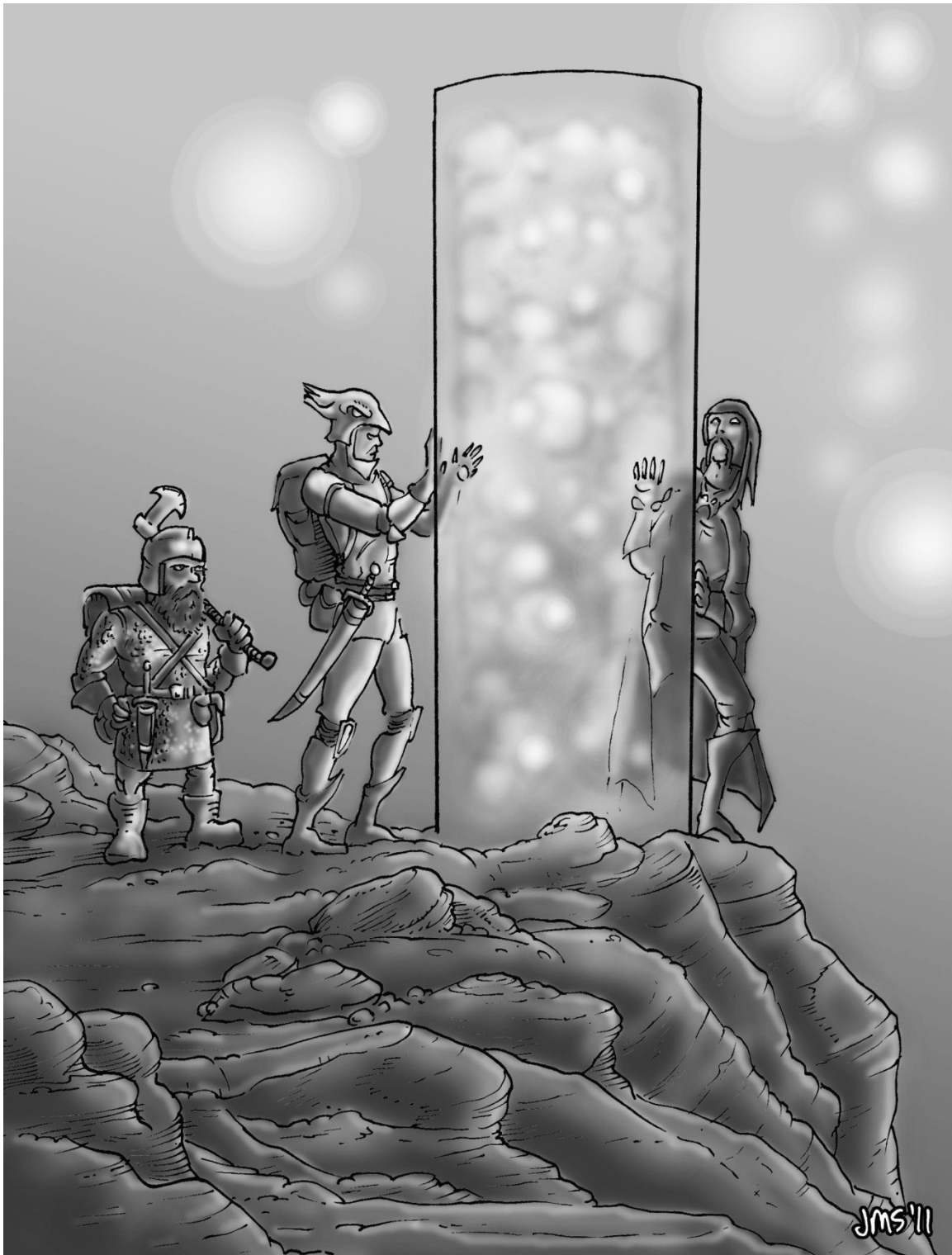
There is nothing unusual about the stairs



### 43. Light Globulator

A tall, open-topped glass cylinder four feet wide and ten feet tall stands on this rocky outcropping. It is filled with a viscous green liquid similar to the globules of light that float in the wide empty space above and below the upward sloping balcony. The contents of the glass vat glows slightly but not nearly as brightly as the airborne globules.

This vat is identical to the one in AREA 11: it produces more of the huge globules of green light that float around in the open center of the GREAT STEM.



## 44. Empty Storage Room

This room contains stacks of barrels, about fifty in total.

### Description

At one time, these barrels stored mystical ooze (see AREA 45), but the Demonspore's demands for food have recently increased so much that the stores have been depleted. All of the barrels are empty, but since mystical ooze has soaked into the wood they will all detect as magic.

## 45. Pulley System

A pulley system made of thick rope cable is apparently in use as a conveyor belt in this cavern. It emerges from the tunnel in the north wall, and runs along the ceiling, held in place by large iron brackets bolted into the rock overhead. Large wicker baskets are hung along the cable, spaced at about a ten-foot interval. The terminus of the conveyor belt is close to the cavern entrance, about ten feet away from where the cavern opens out to the balcony.

Four of the short plant-people are bustling about at the end of the conveyor, dumping the contents of the most recent wicker basket into a larger basket placed on the ground. To manage this, since the conveyor belt is high up near the ceiling, one of the plant people is standing on a precarious stepladder almost ten feet tall, trying to tip over the wicker basket accurately into the one below.

### Monsters

- Vegepygmies (4): HD 1; HP 6, 4, 7, 4; AC 3[16]; Atk 1 short spear (1d6); Move 12; Save 18; AL C; CL/XP 2/30; Special: Immunity to electricity, resistance to piercing weapons (50%).

### Description

The conveyor belt is used to carry mystical ooze from AREA 47 to the balcony entrance. When the characters first enter this area, the conveyor will be in use (see description above); if they return to the area later (possibly because they spy on it and retreat), there will only be a 25% chance on subsequent visits for this area to be active. If the area is inactive, this also means that there is no mining activity going on in AREAS 46 and 47.

Mystical ooze is a substance that is occasionally found growing in the empty gaps between different realities. It is magical (and can be detected as such), but it is a raw material rather than a usable "item." The Shrooms are using it as food for the Demonspore, although it could also be used as an ingredient in all sorts of alchemical recipes. The substance looks a bit like green slime.

## 46. Conveyor Belt

This cavern is empty. Aside from a few stalactites and stalagmites, the only interesting feature of the chamber is the pulley system running along the ceiling from the north to the south.

### Description

The conveyor belt (see AREA 45 for description) runs through this room, delivering wicker baskets filled with mystical ooze from AREA 47 where it is "harvested" to AREA 45 where it is loaded up to be taken to other areas in the Cyst.

## 47. Thmoorn's Portal

A strange dome of greyish light rises from the irregular stone floor of this room, casting shadows where shadows ought not be. Suspended in the air over the top of it, apparently levitating, seven different-colored stones revolve around each other in a complex, apparently ever-changing pattern.

This chamber is the other end of the conveyor belt that crosses through the southern caverns; it begins here, where the cable is run around a large, vertical iron wheel with a cranking apparatus for moving the rope along. Five of the short plant-people are standing idly by the crank, obviously waiting until it is time to move the next wicker basket along the track.

Note: A zombie is also near the portal on the inside of the demi-plane (see below). It will emerge within 1d4 rounds carrying an armful of mystical ooze, and if it is not disturbed by the characters it will dump the stuff into the nearest wicker basket, then return to walk through the portal back into the demi-plane.

### Monsters

- Vegepygmies (5): HD 1; HP 6, 4, 6, 7, 4; AC 3[16]; Atk 1 short spear (1d6); Move 12; Save 18; AL C; CL/XP 2/30; Special: Immunity to electricity, resistance to piercing weapons (50%).
- Quasit: HD 3; AC 2[17]; Atk 2 claws (1d2 + non-lethal poison), 1 bite (1d3); Move 14; Save 14; CL/XP 7/600; Special: Magic resistance (25%), non-lethal poison, regenerate (1hp/round), shape-change, magical abilities.

### Description

The dome of grey light is a portal that leads to a small, unnamed demi-plane of existence located somewhere in the vast gulfs of the cosmos. The Shroom Wizard-Priest Thmoorn set himself the task of finding the best source of food for the God Seed, and eventually discovered this insignificant corner of quasi-reality, lodged in the gap between several much more consequential alternate realities. The tiny gap would have been nothing more than an arcane curiosity, but for the one interesting

characteristic of the place – the inside of it oozes with a substance that is steeped in mystical power. Thmoorn tested the substance to ensure that it would act as a fertilizer for the Demospore, and then set about the task of retrieving large quantities of it from the demi-plane. This was not an easy task, for large quantities of the substance must be distilled to create the fertilizer, and the interior of the demi-plane contains no air.

Thmoorn's solution was to animate a number of dead bodies, creating zombies to enter the airless space of the demi-plane, find pockets of the mystical ooze, and bring it back out through the portal.

The vegepygmies in the room are present to load mystic ooze into the baskets of the conveyor belt and crank it southward to AREA 45. As with many of the vegepygmies in the Cyst, they will not attack if the party shouts the word "Gaaba" at them. A more dangerous opponent is Thmoorn's familiar, a quasit demon, which sits invisible at the top of the conveyor belt. Depending upon what the party does, the quasit is most likely to leap down from its post (remaining invisible) and warn Thmoorn in AREA 49 about the intrusion. It will then return with Thmoorn to deal with the situation.

**Treasure:** The seven stones orbiting the top of the planar portal (and maintaining its existence) are worth 1,000gp each, mainly because of the way Thmoorn has suffused them with magic. Any detection of magic cast near the stones will reveal them as extremely powerful. The stones are not magic items in the sense of doing anything specific; however, they can be used as a focal point to channel magical forces, which makes them very useful for creating magic items or for other sorcerous purposes such as maintaining Thmoorn's dimensional portal.

#### 48. Chamber of Meetings and Contemplations

This room contains five large wooden disks on the floor, each of them concave and about five feet in diameter. They are intricately carved with arcane symbols around the rim, and have a round cushion that almost fills the entire disk. Each disk sits upon a wooden ring, apparently to keep the disk from rocking. A low table stands roughly in the middle of the ring of disks.

##### Description

The disks are chairs for Shrooms, for this is the chamber in which Thmoorn (see AREA 49) meets and confers with the other members of his sinister priesthood. The room is normally empty, although if Thmoorn's quasit has warned him about intruders in AREA 47, the pair might be waiting here if it seems imprudent to attack the party immediately.

#### 49. Thmoorn's Workshop

The natural contours of this chamber have clearly been hewn into a more regular, rectangular shape than the chambers leading to it. It is clearly in use as a laboratory of some kind, for it contains a variety of strange devices, some of them as large as ten feet in height. In addition to these devices, there is a large concavity in the stone floor lined with cushions. The concavity has a diameter of ten feet. Two books sit beside it.

##### Monsters:

- Thmoorn, the Shroomic Sage of Dimensions: HD 6+1; HP 32; AC 6[13]; Atk 1 staff (1d6); Move 9; Save 11; AL C; CL/XP 8/800; Special: Spells, control plants, plant growth.

Spells (3/2): *Charm person* x2, *detect magic*, *detect invisibility*, *web*

##### Description

This is the workshop and living quarters of Thmoorn, the Sage of Dimensions. In combat, Thmoorn uses his staff of dimensional nuances, shifting into the ethereal plane and using the staff to attack opponents in an attempt to turn them into gaseous form. Once enough enemies have been rendered helpless in this fashion, he will then take whatever actions the circumstances seem to dictate.

**Treasure:** Thmoorn uses a *staff of dimensional nuances*, a magic item that allows him to phase out of the material plane and into the ethereal plane (and back) once per day without using any of the staff's charges. While ethereal, the holder of the staff is immune to any physical attacks from weapons that are not either silver or magical, and likewise cannot attack anything on the material plane without such a weapon. The holder of the staff is able to walk through material objects such as walls, and remains invisible while on the ethereal plane, regardless of whether he makes attacks or not. By expending one of the staff's charges, the holder of the staff can cast a *dimension door* spell or a strong *passwall* spell that extends up to 50ft in depth rather than the ordinary 10ft. A third use of the staff, which also uses a charge, is to turn an opponent into gaseous form for 1d3 turns. A successful hit is required, and the target is allowed a saving throw: however, the charge is not actually expended if the attempt is unsuccessful. The staff has 25 charges, and may only be used by a magic-user.

The first of the two books is Thmoorn's spellbook, containing the spells *charm person*, *detect magic*, *detect invisibility*, *web*, and *dispel magic*. The second book is entitled "Planys Strange across the great Voids of Time and Dimension." This second book contains information about dimensions and planar geometry, and is worth 2,000gp to the right buyer.

## 50. Empty Side Cavern

This is an empty cavern.

## 51. Stairs to Balcony 7

### Monsters

- **Flytrap Shamblers (2):** HD 3; HP 15, 16; AC 4[15]; Atk 1 bite (2d6) and 1 polearm (1d8+1); Move 6; Save 14; AL N; CL/XP 4/120; Special: Immune to piercing weapons

### Description

These stairs are guarded by a pair of alert and highly-suspicious flytrap shamblers, who will block the way with their pikes until they are satisfied that the party has some sort of legitimate business this high up in the Stem.

## Balcony 7: Fliers and Sporeslaves

Balcony 7 is in view of Balcony 5, and if the characters spend time waiting for a gap in the floating globules they have a 10% chance per turn for that balcony to come into sight for a minute or two. A temporary view of Balcony 5 will show one or two “humans” (actually lichentropes) on the balcony unless the party has already cleared out that area.

## 52. Torn Saddle

A strange-looking saddle lies on the balcony floor here, with a bad rip in the side, partially stitched up. The saddle is round, and has a girth strap much longer than would be used for a horse.

### Description

The saddle is designed for use on a flight-fungus, which accounts for the unusually long girth strap. The vegepygmy who was repairing the saddle has left the job and is climbing the wall high above the balcony, watching the characters. He is merely interested, and when they leave, he will return to finish repairing the saddle. By the time the characters return to this area, the saddle will probably be completely repaired.

## 53. Flight-Fungus Kennel

This large alcove in the cavern wall is about ten feet deep and ten feet wide. Snuffling around inside it is what appears to be a large, flat mushroom cap hovering an inch or so above the alcove floor. Its movements are like those of an animal rather than of a plant, but it does not seem hostile or distressed at your presence. It seems, in fact, to be sniffing the ground for food.

### Monster

- **Flight-Fungus (1):** HD 4; HP 20; AC 8[12]; Atk none; Move 1/ 12 fly; Save 13; AL N; CL/XP 3/60; Special: flies

### Description

This alcove contains one of the flight-fungi bred by the Shrooms (see “New Monsters”). The creatures can be ridden in the air as mounts.

## 54. Flight-Fungus Kennel

This alcove contains another of the large, hovering mushroom caps.

See AREA 51 for the description of the flight-fungus.

## 55. Empty Flight-Fungus Kennel

This is a large ten-foot by ten-foot alcove. It appears to be empty.

The alcove contains nothing of interest; it is a kennel for a flight-fungus similar to AREAS 53 and 54.

## 56. The Barn

This large open area is carved from the rock to create a roughly rectangular chamber. It contains several piles of leather saddles, and other equipment is lined up neatly along the walls: rakes, large brushes, shovels, leather straps, shallow earthenware dishes about five feet in diameter, and other such things. There are several of the short plant-men in the chamber, some of them gathered around a large mushroom-cap that sits in one of the broad earthenware dishes.

### Monsters

- **Flight-Fungus (1):** HD 4; HP normally 18 but currently at 11; AC 8[11]; Atk none; Move 1/ 12 fly; Save 13; AL N; CL/XP 3/60; Special: flies
- **Vegepygmies (5):** HD 1; HP 3, 8, 6, 4, 7; AC 3[16]; Atk 1 short spear (1d6); Move 12; Save 18; AL C; CL/XP 2/30; Special: Immunity to electricity, resistance to piercing weapons (50%).
- **Vegepygmy Chief (1):** HD 6; HP 38; AC 3[16]; Atk 1 short spear (1d6); Move 12; Save 11; AL C; CL/XP 7/600; Special: Immunity to electricity, resistance to piercing weapons (50%), spore attack.
- **Green Brain** HD 5; HP 28; AC 3[16]; Atk none; Move 0/ 15 fly; Save 12; AL C; CL/XP 6/400; Special: mental attacks (cone or beam)

### Description

This area serves several general purposes, including storage of the various items needed to care for the flight-fungi. The huge earthenware dishes are similar to feeding troughs: since the flight-fungi draw nutrients through their short stems, they are fed by setting them down into a food-filled dish. The flight-fungus with vegepygmies gathered

around it has been wounded and is currently being kept in this chamber until it recovers.

The vegepygmy chief in this area is closely controlled by the green brain. The tactic of yelling “Gaaba” at the vegepygmies will only keep them from attacking for one round before the green brain informs the vegepygmy chief that the intruders are to be killed. Once this happens, the vegepygmies will fight to the death.

**Treasure:** There are no valuable items in this room, but there are five saddles that can be used for flight-fungi, if the characters think of using them as flying mounts. A sixth saddle is damaged; the damage will not be noticed unless the saddles are specifically being checked for problems.

### 57. First Octagon

This octagonal chamber contains three round tables that have been pushed over to the northern wall. Each table is covered with a clutter of test tube racks, empty glass test tubes, some scalpels, and some rolls of twine. The equipment is dusty and covered in cobwebs.

#### Description

This room is occasionally in use when Fsajor is engaged in experiments or cross-breeding projects, but at present it is vacant.

### 58. Second Octagon

This room contains nine huge earthenware dishes, each one of them five feet across. The dishes are set out in a square arrangement of three lines of three dishes each. The dishes in the first line contain several short, broad-capped mushrooms in each dish. The second line of dishes has only two mushrooms in each, but the mushrooms are much larger, each being 1-2ft in diameter. The last three dishes contain one mushroom each, and these mushrooms are 4-5ft in diameter.

There are four long tables against the walls of the room, holding a variety of equipment that ranges from bizarre alchemical glassware to ordinary gardening implements.

Additionally, the room contains two large glass bottles large enough for a human being to stand inside. These are closed at the top, but a locking glass door is fitted into the side of each bottle. The two bottles are connected at the top by a number of tubes, some of which are metal and some of which seem to be organic.

#### Description

This large room is the primary work place of Fsajor the Flier, the Shroom whose breeding and alchemical skills created the flight-fungi and several other plant-organisms. The room is used to grow new flight fungi: the short-stemmed mushrooms in this room are all immature flight-fungi that Fsajor is in the process of raising to adult size.

The two massive glass jars in this room are used for hybridizing different creatures; when there is a living being in both of the two chambers, the doors of the chambers will lock, and the two creatures within are magically recombined with each other, each taking on certain attributes of the other.

Exactly how this happens should be determined as follows:

- 1) Heads are switched. There is a 50% chance that the brain goes with the head, a 49% chance that each character retains the original brain, a 1% chance that one of the brains is lost and both results have identical brains, and a 1% chance that neither creature ends up with a brain at all.
- 2) The two creatures are mixed up. If they are characters, simply re-roll all attribute scores
- 3) One creature remains the same, and the other becomes a plant version of its original form.
- 4) Both creatures must make a saving throw or be turned into a horrid mass of guts and skin.
- 5) One creature gains a level (or a hit die) and the other creature loses one.
- 6) Each creature must make a saving throw. If the saving throw fails, there is a random +/- 1d3 to a randomly determined attribute score.

### 59. Barracks of the Sporeslaves

This room contains 12 normal, human-sized wooden beds, along with a table, chairs, and several wicker baskets. There is a fire pit at the center of the room, with a spit mounted over the top of it and several dishes and cups arranged to one side. In addition to these comfortably normal furnishings, there is some bizarre equipment arranged along the room’s northern wall. These include a number of what appear to be large, artificial bat wings made of wood and leather, and several ten-foot long poles capped with a curving scoop.

#### Monsters

- Sporeslaves (10): HD 2; HP 8, 9, 16, 10, 7, 8, 7, 10, 12, 5; AC 6[13]; Atk spear (1d6), shortbow (1d6); Move 9; Save 14; AL C; CL/XP 2/30; Special: immune to charm spells other than those which influence plants

This is the barracks of the sporeslaves (see, “New Monsters”), who are used as pilots for the flight-fungi in the GREAT STEM. The flight-fungi were originally bred for use by the vegepygmies, but the plant-people were found to be far too erratic and insane to be trusted as pilots. After this initial setback, Fsajor (AREA 60) went back to work and eventually developed the means of creating sporeslaves to pilot his fungi. Although the sporeslaves were originally created for the specialized purpose of flying the aerial fungi, the Demonspore has dimly recognized that Fsajor’s sporeslave infection represents a tremendous opportunity for creating vast armies of slaves.

If the sporeslaves have not already been mobilized to attack the characters, they will immediately recognize that the party does not belong here, and will attack. Eight of them will engage with their spears, and two will attempt to use shortbows, if possible.

The “bat wings” along the northern wall are essentially poor quality hang-gliders. If a sporeslave pilot falls from his flight-fungus, he can pull on a ripcord to separate the wings, then (hopefully) glide to one of the balconies of the Stem.

The scoop-ended sticks are used to grab and throw bits of the light globules that float in the Stem, much like a jai-alai or a lacrosse stick. As described in the introductory material to the GREAT STEM, if light-glob hits an opponent, it causes 1d4 points of acid damage in the first round, followed by 1 point of damage in the second and third rounds. Moreover, anyone who has been even slightly coated in light-glob will be affected as if by *dispel magic* (all active spells are terminated) and will not be able to cast spells for 1 turn. Light-glob may be scraped off in 1d2 rounds.

**Treasure:** The sporeslaves do not own any personal treasure. However, the mismatched cups and plates, scavenged from raids and tossed into this chamber for them to use, include an exquisite silver platter (100gp) and a jeweled goblet (300gp) along with the other chipped earthenware and dented tin implements.



## 60. Fsajor the Flier (Shroom)

This room is luxuriously furnished with deep-pile carpets, a polished wood table, a treasure chest, and a concave silver disk five feet in diameter. Beside the treasure chest is a small potted plant.

### Monsters

- **Fsajor the Flier:** HD 6+1; HP 29; AC 6[13]; Atk 1 scimitar (1d8); Move 9; Save 11; AL C; CL/XP 8/800; Special: Spells, control plants, plant growth.

Spells (3/2): *Charm person* x2, *detect magic*, *invisibility*, *web*

- **Flytrap Shambler (if enlarged):** HD 3; HP 15, 16; AC 4[15]; Atk 1 bite (2d6); Move 6; Save 14; AL N; CL/XP 4/120; Special: Immune to piercing weapons

Fsajor is the Shroom whose magic and alchemy create and maintain the flight-fungi used by the Shrooms to shuttle upward and downward in the Great Stem; he is also the inventor of the infection that turns humans into shroomslaves. This room is his bedroom – his laboratory is in AREA 58.

The small potted plant is a very young flytrap shambler that Fsajor is raising. If he is attacked, and has the opportunity, he turn invisible, then will use his Shroomic powers to grow the shambler to normal size and control it.

**Treasure:** The silver disk (Fsajor’s bed) is an alloy, rather than being pure silver, but it is still worth 2000gp. Unfortunately, it also weighs 300 pounds. The table, likewise, is quite valuable, being worth 1500gp but weighing 200 pounds. The carpets (there are 4) weigh 50 pounds each, and are worth 400gp each. The treasure chest contains 3,000gp and three gems (250gp, 250gp, and 500gp).

## 61. Stairs to Balcony 8

These narrow stairs seem to grow from the wall of the STEM, leading up to AREA 62.

# Balcony 8:

## The Myconidian Slaves

Balcony 8 is in view of Balcony 6, and if the characters spend time waiting for a gap in the floating globules they have a 10% chance per turn for that balcony to come into sight for a minute or two. A temporary view of Balcony 6 will reveal a view of the light-globulator (AREA 43) and, unless the party has already disrupted the mining process in AREAS 45-47, vegepygmies carrying baskets of mystical ooze can be seen emerging from the tunnel and moving up toward Balcony 7.

The highest balcony of the GREAT STEM is the domain of a tribe of Myconidians (see “New Monsters”), a race of mushroom-people but quite different from the Shrooms. The Shrooms are holding the alchemists of this tribe as hostages in the cap, above, forcing the rest of the tribe into obedience. If the characters establish communications with the myconidians, they can gain a considerable advantage from the alliance (not least being a place to rest and recover).

### 62. Balcony of the Enslaved Myconidians

The top of the stairs is guarded by a six-foot tall mushroom man with a bluish tint to his flesh. He spits at you.

#### Monsters

- Myconidian (1): HD 3; HP 12; AC 9[10]; Atk 1 strike (1d4 x HD); Move 9; Save 14; CL/XP 3/60; Special: Spores (telepathic)

#### Description

The myconidian is much thinner than a Shroom, and if the party has already encountered Shrooms on their way up to this point, they will notice the thinness and the bluish tint as distinguishing this mushroom-man from the others previously encountered. The myconidian spits telepathic spores at the party in order to allow communication (unlike Shrooms, myconidians do not have any vocal apparatus). As the other inhabitants of the Great Stem are familiar with this greeting, the myconidian does not expect his action to be taken as hostility.

**Treasure:** None.

### 63. Flight-Fungus Alcove

This alcove contains a flight-fungus, and is essentially identical to the description of AREA 51.

### 64. Unused Flight-Fungus Hangar

This room contains a shallow and dust-filled earthenware dish about five feet in diameter. There is nothing else in the area.

#### Description

This room would ordinarily be the kennel for a flight-fungus, but it has not seen use in some time.

### 65. Circle of Communion

The balcony of natural stone widens significantly here. There are ten tall mushroom creatures arranged in a circle, swaying and moving, all making the same movements at the same time. You can perceive a faint humming in your mind that seems to correspond to the movements of the strange creatures. These beings are of similar appearance, all having two human-like arms, but they vary wildly in height, from about one foot tall, all the way up to two very large ones that are probably no shorter than ten feet.

#### Monsters

- Myconidians (2) (1HD): HD 1; HP 3, 5; AC 9[10]; Atk 1 strike (1d4); Move 9; Save 17; CL/XP 1/15; Special: None
- Myconidians (2) (2HD): HD 2; HP 8, 9; AC 9[10]; Atk 1 strike (2d4); Move 9; Save 16; CL/XP 2/30; Special: None
- Myconidians (2) (3HD): HD 3; HP 12,11; AC 9[10]; Atk 1 strike (3d4); Move 9; Save 14; CL/XP 3/60; Special: Spores (telepathic)
- Myconidians (2) (4HD): HD 4; HP 18, 16; AC 9[10]; Atk 1 strike (4d4); Move 9; Save 13; CL/XP 5/240; Special: Spores (telepathic), spores (paralysis)
- Myconidians (2) (5HD): HD 5; HP 20, 21; AC 9[10]; Atk 1 strike (5d4); Move 9; Save 12; CL/XP 6/400; Special: Spores (telepathic), spores (paralysis), spores (hallucination)

#### Description

A full bracelet of myconidians (see “New Monsters”) is communing with each other in this wide part of the balcony. There are only ten members of the bracelet present, because one of their number is being held hostage in the Cap. All of the myconidians are swaying back and forth, and there is a telepathic humming noise emanating from them that is “audible” in the minds even of non-myconidians.

**Treasure:** None

## 66. Home-Quarters of the First Bracelet

The walls of this cavern are a riot of colors – lichens and mosses of every hue grow on the stone surface in strange patterns and spiraling shapes. There are ten large patches of deep, soft moss, of varying sizes, growing in random locations on the cave floor.

### Description

This cavern is the sleeping area of the First Bracelet, a group of 10 myconidians who are all currently in AREA 63.

**Treasure:** The treasure of the 10 myconidians is hidden in the moss patches (there are no beds, since the myconidians sleep standing up). 1850 The total treasure to be found includes the following: 1,224gp, 3500sp, 3x50gp gems, 2x100gp gems, 1 500gp gem, a potion of *levitation*, a potion of healing, and a scroll of *fireball*.

## 67. Home-Quarters of the Myconidian Chief

This cavern is filled with fungus growths of all different kinds. The walls are lacy with mosses and lichens of all different colors, and the floor is a multicolored riot of mushrooms, toadstools, and tall, cylindrical growths of some fibrous substance.

### Monster

- Phydraa the Myconidian Chief (6HD): HD 6; HP 39; AC 9[10]; Atk 1 strike (6d4); Move 9; Save 11; CL/XP 7/600; Special: Spores (telepathic), spores (paralysis), spores (hallucination), spores (zombie)

### Description

This cavern is the home of the Chief of this Myconidian tribe. The Chief is the only one of the Myconidians with an individual name, which is Phydraa. Chief Phydraa is in a perpetual state of brooding melancholy, for his tribe is held hostage by the Shrooms and he can perceive no way to escape from the dilemma. Although he will be extremely pessimistic about any plan that the characters might suggest (assuming that the party manages to peacefully establish communications with the myconidians), he considers any attempt to be better than nothing as long as it does not endanger the hostages or present extreme risks to his tribe.

## 68. Garden Cavern of the Myconidians

This area contains a small, well-tended garden that extends over most of the cavern floor. Leafy green plants grow from a thick layer of rich soil, although there is also an unpleasant smell of rot in the air.

### Description

This is the cavern where the myconidians grow food for themselves; they are not partial to the same foods that nourish Shrooms, and consider many of those food sources to be immoral as well as disgusting. The majority of the

plants in the garden are poisonous to humans and their ilk, but out of the ten main types of plants in the area, one has the effect of a potion of healing. There are enough of these mushrooms to be used for 6 doses; if the party allies with the myconidians, Phydraa will point these mushrooms out to the party, and warn them away from the 9 poisonous varieties.

## 69. Home-Quarters of the Second Bracelet

The floor of this cavern is patchy with growths of small fungi. After a moment it becomes clear that these are arranged to create pathways, and that the colors of the fungi create harmonious blends of different colors quite pleasing to the eye.

### Monsters

- Myconidians (3) (1HD): HD 1; HP 8, 3, 5; AC 9[10]; Atk 1 strike (1d4); Move 9; Save 17; CL/XP 1/15; Special: None
- Myconidians (3) (2HD): HD 2; HP 8, 9, 2; AC 9[10]; Atk 1 strike (2d4); Move 9; Save 16; CL/XP 2/30; Special: None
- Myconidians (2) (3HD): HD 3; HP 12,11, 20; AC 9[10]; Atk 1 strike (3d4); Move 9; Save 14; CL/XP 3/60; Special: Spores (telepathic)
- Myconidians (2) (4HD): HD 4; HP 18, 16, 22; AC 9[10]; Atk 1 strike (4d4); Move 9; Save 13; CL/XP 5/240; Special: Spores (telepathic), spores (paralysis)
- Myconidians (2) (5HD): HD 5; HP 27, 20, 21; AC 9[10]; Atk 1 strike (5d4); Move 9; Save 12; CL/XP 6/400; Special: Spores (telepathic), spores (paralysis), spores (hallucination)

### Description

This cave chamber is the living and sleeping area for the second group, or “bracelet” of myconidians who live in the Cyst.

**Treasure:** The treasure of this bracelet is kept in a single treasure chest that is buried in the loam underneath one of the patches of fungus. Examination of the fungus patches will reveal that this one is unlike the rest: it is woven together at the base of the various plants so that it forms a carpet, which can be lifted up to reveal the earth underneath it. The treasure chest buried here is encrusted with a lichen growth; any disturbance of it will cause a cloud of choking spores to rise. Anyone within 10ft of the chest must make a saving throw or fall into a coma that lasts 3d6 turns, and will have a 5% chance of choking and dying during the course of the coma. The chest contains 2300gp, 5000sp, a *potion* of magic resistance (50%), and a *potion of heroism*.



## 70. Stair Cavern

This cave chamber is the top of the staircase from AREA 69 on Balcony 5.

## 71. Stairs up to Balcony 8 Caverns

A steep, winding staircase hacked from the natural stone.

### Monster

There are several patches of green slime on the ceiling of the stairs as they wend their way upward. Using torches to burn it away will allow the party to make the climb without danger, although they may have an unpleasant

surprise the first time they encounter the slime, if they are not wary.

### Description

These stairs wind upward from the caverns behind Balcony 5 all the way up to the caverns behind Balcony 8. For much of the distance the stairs spiral sharply upward, so the length of the stair is considerably longer than the map's top-down view makes it appear.

# DOME OF THE DEMONSPORE

## Referee Notes

It is extremely important for the Referee to get a sense of the different elements that operate within the DOME, for this is a complex encounter area. The Demonspore has a radius of perception around it, which does not extend to the balcony around the outer edge of the DOME. However, it has eye-rhizomes on the balcony that could alert it to the presence of the adventurers. It also has tentacle-rhizomes that might blindly attack the characters, and there are groups of flight-fungi and their spore-slave pilots ready to respond if they receive orders. If the Demonspore is directly attacked, there are Shrooms in the tunnels around the open area of the DOME who will emerge to defend it.

Because of its immature judgment, the Demonspore is unlikely to be on high alert even if the party has caused some mayhem on their way up the STEM, unless the conflict has become a pitched battle that has fully alerted the Shrooms. The Shrooms are much more likely to understand the danger earlier than the Demonspore if it becomes clear that defenders they are dispatching to "deal with the threat" are being slaughtered.

A cautious party will realize that the Demonspore is not responding to their presence, and will work to eliminate the other threats around the DOME before attacking and alerting the Demonspore itself. A pitched battle in which the Demonspore has the ability to call reinforcements is extremely likely to end in the party's defeat.

## 72. Dome of the Demonspore

This is an utterly vast cavern. The light-globules that fill the cylinder below it do not float in mid-air here; rather, they all seem to float directly to the top of the high chamber, providing enough illumination to reveal that it is an immense subterranean dome, over three hundred feet in diameter and rising to an apex of perhaps one hundred feet in height. The outer wall of the dome is ringed around with a single wide balcony of weirdly organic-looking stone, ranging in width from thirty feet to as broad as sixty or seventy feet. The center of this chamber is mostly open to the cylinder below it, dropping through a hundred feet of open air. However, unlike the cylinder beneath, the dome has several completely irregular stone paths spanning the open area above the chasm, meeting in the center where there is a huge chunk of stone at the hub, twenty-five or thirty feet in diameter. A horrific thing squats upon this platform at the center point of the dome.

### Monsters

See descriptions of lettered locations, below.

### Description

The Dome contains several important features, the most important of which is Location A, the Demonspore itself. These locations are indicated by letter, and described separately below:

## A. The Demospore

The Thing at the center of the vast dome is a disgusting growth of fibrous tendrils, slimy bulbs, and uncontrolled fungus-blooms. It is shaped vaguely like a mushroom, but a mushroom that reeks of evil and rot. Immediately upon seeing it, the characters are aware that this monstrosity is not only sapient but that it is possessed of a mind so powerful that the rhythm of its thoughts seem to ripple in the air like the beating of some dark, primordial heart.

## Monster

- The Demospore: HD 10; AC 2[17]; Atk 2 tentacles (2d6); Move 1; Save 5; AL C; CL/XP 14/2,600; Special: Control plants, create tentacle, hallucination cloud, immune to lightning

## Description

The “horrific thing” referred to in the description of the dome, above, is the Demospore, the growing seed of an evil demigod, whose influence is behind all the activity the characters have seen during the course of the adventure.



The Demospore is largely unaware of events beyond 120ft in radius, which means, roughly, that it cannot perceive what is happening on the balcony around the DOME. As soon as characters step onto the stone hubs that lead toward the central rock where the Demospore sits, it will become aware of them, realize that it may be threatened, and begin to act accordingly. It is possible for the party to alert the Demospore earlier than this, if they should attack one of the green brains or enter the perception radius around one of the eye-rhizomes.

## B. Stairs

These are the stairs leading up into the Dome from Balcony 8.

## C. Flying Fungi

Each location “C” is the station of 4 flight-fungi with their 8 sporeslave pilots. If an alarm is sounded, two sporeslaves will mount each of the flight-fungi (one piloting and one armed with a short bow and scoop-stick). It will take the sporeslaves a full turn to saddle their fungi mounts.

## Monsters

- Flight-Fungi (4): HD 4; AC 8[11]; Atk none; Move 1/12 fly; Save 13; AL N; CL/XP 3/60; Special: flies
- Sporeslaves (8): HD 2; AC 6[13]; Atk spear (1d6) or shortbow (1d6); Move 9; Save 14; AL C; CL/XP 2/30; Special: immune to charm spells other than those which influence plants

## D. Tentacle-Rhizomes

Each location “D” is a place where the Demospore has extruded a great tentacle through the rock as it grows. The tentacles have a reach of twenty feet; they are immune to normal weapons, but have normal vulnerability to spells. The tentacles do not have a strong sensory link to the Demospore’s mind, and do not have the ability to see; they react more on reflex than by direction. However, because they detect things by smell rather than by sight, they will attack invisible creatures that come into range, unlike the eye-rhizomes.

## Monster

- Rhizome-Tentacle: HD 6; AC 7[12]; Atk 1 strike (3d6 and hold); Move 0; Save 11; CL/XP 8/800; Special: On a successful hit, the tentacle holds and immobilizes the character, inflicting an automatic 1d10 points of damage each round. The character cannot be freed except by the death of the tentacle.

## E. Eye-Rhizomes

The Demospore is only aware of what it can see through the eyes of a green brain or through one of these eye-rhizomes (the tentacles, as described above, sense things by smell and do not transmit information to the Demospore as the eye-rhizomes and green brains do). The eye-rhizomes have a vision range of 15ft, for a 30ft diameter. The Demospore will immediately become aware of anything or anyone passing through this area; keep in mind for flying characters that it is possible to pass directly over one of these areas while remaining high enough to be outside the rhizome's range of vision.

The first couple of times that the party is "seen" by the Demospore may not lead to much of a response. It is curious, but does not quite realize that the party might be a true threat. Once combat has started, however, and the Demospore realizes that it might actually be in danger, it will pay very close attention to what it sees. It will respond intelligently but not brilliantly: the Shrooms have protected it in the past, and this is the first time it has ever been directly threatened. Although it is a genius, it is not a combat veteran.

## 73. The Great Manufactory

This large cavern contains five large, free-standing apparatuses made of glass tubing, iron ovens, bubbling cauldrons, and rust-stained gears. Each of these complex devices reaches ten or twenty feet in height, and they are at least five feet across. A number of humans are in the room, apparently working at the mechanisms, but they have a very abnormal appearance: their heads and arms are shrouded in a strange growth of fungus.

## Monsters

- Sporeslaves (12): HD 2; HP 15, 2, 8, 7, 11, 9, 10, 8, 6, 13, 5, 8; AC 6[13]; Atk 1 longsword (1d8); Move 9; Save 14; AL C; CL/XP 2/30; Special: immune to charm spells other than those which influence plants

## Description

This is the largest workroom in the Cyst, an area where most of the large-scale alchemy is performed. The "humans" in the area are sporeslave laborers.

## A. Mineral Processor

This apparatus is topped with a huge funnel that leads down through a series of tubes and cauldrons into a tub at the bottom for the finished product. It is used for refining

some of the stranger foodstuffs that come into the Cyst, including bones and mined minerals.

## B. Lightning Generator

This apparatus is made up of several tall metal coils, each five feet tall, mounted in a bewildering assembly of wires and gears. A hose, made of some fibrous vegetable substance, leads from the apparatus out to a length of 10 feet. The hose has a lever to open and close it. This machine is a power generator that works from a combination of mystical ooze (see AREAS 45 and 47) and normal plant matter. Three large bags of this mixture are stacked next to the apparatus. If a bag is emptied into the funnel at the top of the apparatus, the metal coils will glow, and sparks will fly from the gears as they operate. When the valve on the hose is opened, a 4d6 *lightning bolt* will erupt forth. Each bag of fuel will allow three lightning bolts. Unfortunately, the lightning bolts can only be used from this location.

## C. Freezing Apparatus

This apparatus is a glass dome large enough to accommodate a creature as large as a warhorse. It is hinged on one side, allowing it to be tilted upward, and is connected by organic-looking filaments to a bronze oven. If any sort of fuel is placed into the oven, the apparatus will begin to function, flash-freezing anything within the closed dome. This has the effect of turning anything inside to stone. If the oven is fueled but the dome is left open, chilling air will blast from the area, but with no detrimental effects.

## D. Roborative Invigorator

This apparatus resembles Apparatus C; it is a hinged glass dome connected to an oven. If the oven is fueled and a creature is standing beneath the closed dome, a healing gas will fill the glass container, restoring all lost hit points. An individual can only be affected once per day by this gas.

## E. Potion Mixer

This apparatus is a series of glass alembics, tubes, and a cauldron that appears to have a mixing blade inside. At the bottom of the mixing cauldron there is a faucet that allows liquids to be emptied from the cauldron into a container. At the top there are two funnels, and it is clear that the purpose of the apparatus is to mix and process the combination of two substances that are put into the funnel. Next to this apparatus is a rack of 10 bottles containing various different liquids, and at least thirty empty bottles.

This machine creates potions from the mixture of any two ingredients. The ingredient bottles are clearly marked at the halfway point; a half-bottle is used in each mixture, so any particular combination of two ingredients may only be made twice. If the characters have experimented with ingredients before, in the Halls of the Toad King, they will discover that these are all different ingredients from the ones that were given to the toad-men (these are less

dangerous and more effective than the cheap materials given by the Shrooms to their minions).

Roll 1d20 on the following table to determine the effect of mixing any two ingredients. There are 10 ingredient bottle (each good for two uses)

- 1) Big Explosion (roll 1d10 to see how many d6 damage will be caused, and roll 1d6 x10ft to find the diameter of the blast). A saving throw allows half damage.
- 2) Sizzles into acid, eats away the container and cuts 1d3 feet deep into the stone floor
- 3) Sublimates explosively into a potion cloud with a diameter of 1d4 x10ft. Roll 1d4 for the effect: 1) make a saving throw or die, 2) heals all damage, 3) causes extreme hair growth, 4) turns characters in diameter automatically into a bilious blue *gaseous form* for 1d6+6 turns, and the character remains this color for 1d6 days afterwards
- 4) Explosion (roll 1d4 to see how many d6 damage will be caused, and roll 1d6 x10ft to find the diameter of the blast). A saving throw allows half damage.
- 5) Creates dazzling beams of light in all directions (radius 100ft)
- 6) The substances ignite and burn, but cause no particularly dramatic effects other than this.
- 7) Substances combine to form a *potion of invisibility* (duration 1d6+6 turns)
- 8) Substances combine to form a *potion of plant control* (duration 1d6+6 turns)
- 9) Explosion (roll 1d4 to see how many d6 damage will be caused, and roll 1d6 x10ft to find the diameter of the blast). A saving throw allows half damage.
- 10) Loud bang and a bit of smoke. The smoke is heavier than air, and does not disperse for 6 hours. It is, however harmless.
- 11) Mixture changes to a random color, but has no other effect.
- 12) A cloud 10ft in diameter forms; anyone breathing the gas will permanently gain 1 point of Intelligence.
- 13) Substances combine to form a *potion of invisibility* (duration 1d6+6 turns)
- 14) Substances combine to form a *potion of diminution* (duration 1d6+6 turns)
- 15) The drinker grows fungus all over the body. It itches, causing a -1 penalty on all die rolls, and it will not go away unless the character is fully immersed in water. Anyone else in the water at the same time has a 25% chance of needing to make a saving throw; failure means that the other character contracts the fungus infection. Such a secondary infection cannot be

removed by immersion in water, but it will go away of its own accord in 1d6+6 turns.

- 16) A pink cloud with a 20ft radius forms, reaching all the way to the ceiling of the cavern (30ft above); gravity is reversed within this cloud.
- 17) The mixture creates a powerful vacuum. The bottle will shoot toward the nearest large object and stick to it forever unless the bottle is broken. If the bottle is broken, however, there will be an explosive concussion similar to a 3HD *fireball*.
- 18) The imbiber is thereafter able to understand the High Shroomic language (this is not treated as an additional language in terms of the limits imposed by low intelligence).
- 19) Substances combine to create a poisonous mixture; if a saving throw is successful, the drinker is affected as if by a *haste* spell, but without aging.
- 20) Substances combine to form a *potion of flying* (duration 1d6+6 turns)

## 74. Phrafna's Antechamber

This cave chamber is empty, with the exception of a small, low table with a concave disk five feet in diameter on the floor beside it. There is a single book on the table.

### Description

The book on the table is handwritten in Shroomic; it is Phrafna's summary of the progress that has been made thus far in the growth of the Demonspore (which the Shrooms refer to as the GREAT SEED). If the book is perused by a character who can read Shroomic, a cursory glance will reveal that it pertains to a huge plant that the Shrooms are cultivating. Reading it for an hour or so will reveal that the plant is the seed of a demigod that has died at some point in the distance past, as a result of being covered in volcanic ash. Reading the book for six hours or more will reveal the following facts: (1) the Demonspore can currently only "see" at a distance of 120ft, (2) it can control plants at a range of 60ft, (3) it can grow eye-rhizomes that allow it, by mental connection, to perceive things that the eye-rhizome sees (at the Demonspore's current level of maturity, this range is measured by the Shrooms to be a radius of 10ft). All of this is correct, with one exception: the book is several months old, and the vision range of the eye-rhizomes has increased to a 15ft radius since the last measurements were taken.

## 75. Phrafna's Chamber

This chamber is furnished with carpets and a concave disk seven feet in diameter, with a crystal chandelier hanging from the ceiling by a chain.

### Monster

- **Phrafna the Shroom:** HD 6+1; HP 40; AC 6[13]; Atk 1 whirling-blade staff (3d6); Move 9; Save 11; AL C; CL/XP 8/800; Special: Spells, control plants, plant growth.

Spells (3/1): *Charm person* x2, *detect magic*, *detect invisibility*

Phrafna's whirling-blade staff is a non-magical piece of weaponry that employs almost frictionless internal parts. It uses a pulled chain to get started, at which point all sorts of whirling blades click out from the staff in a blur of chainsaw-like motion. If anyone other than Phrafna uses the staff, it has a 1 in 10 chance to break permanently each time it is used in an attempt to hit.

### Description

The entire Shroomic race is characterized by an obsession with altering and customizing their surroundings to suit their plans, whether by means of engineering and building, by breeding slave creatures, or by alchemy – but Phrafna stands out, even among Shrooms, as a master craftsman of the bizarre. He is the designer and builder of the machines in the Manufactorium (AREA 73). Unlike the other Shrooms in the Cyst, Phrafna does not see the Demonseed as a venerated leader; he sees it as a potential minion. Without the knowledge of the other Shrooms, Phrafna has introduced certain alchemies into the Demonseed's diet that are intended, over time, to make it loyal to him as a powerful minion. These substances have actually somewhat slowed the intellectual development of the Demonseed; this is actually a benefit as far as Phrafna is concerned, since he wants his potions to take effect before the Demonseed attains the willpower of a full-fledged demigod.

**Treasure:** The ten carpets in the room are worth 250gp each, and the chandelier (which is very fragile) is worth 1,000gp. Phrafna also has a belt pouch containing 50gp. See description of Phrafna's whirling-blade staff above.

## 76. Myconidian Hostages

This cavern is locked by strong iron gates, each with a large padlock. Spirals and circles have been scratched into the rock walls, in a pattern that fills the entire available space.

### Monsters

- Normal Myconidians (2): HD 3; HP 11, 19; AC 9[10]; Atk 1 strike (3d4); Move 9; Save 14; CL/XP 3/60; Special: Spores (telepathic)
- Myconidian Alchemists (3): HD 5; HP 19, 28; AC 9[10]; Atk 1 strike (5d4); Move 9; Save 12; CL/XP 6/400; Special: Spores (telepathic), spores (paralysis), spores (hallucination)

### Description

This cavern is the prison where 5 myconidians are held hostage by the Shrooms, forcing the rest of their tribe (AREAS 62-69) into obedience as servants and laborers. Two of the myconidians are ordinary ones, one member from each of the tribe's two bracelets. The other three are the alchemists of the tribe, the experts whose skills are highly valued by the Shroom Priests. The alchemist myconidians are forced to work in the Manufactorium (AREA 73), and the normal ones are employed to fetch and carry items to the Demonspore. If befriended, the myconidians can be useful allies. The alchemists can describe the functioning of the various equipment in AREA 73, and the normal myconidians can approach the Demonseed in AREA 72 without alarming it.

**Treasure:** Because the myconidians are hostages rather than prisoners, they have their possessions with them in the barred cave chamber. Five sacks are arranged in a neat circle at the middle of the room, each containing smaller sacks of mushrooms (food) and with some treasure. The combined valuables in the bags comprise 500gp, 30 semiprecious stones (25gp each), 5 emeralds (100gp each) and a diamond (1,000gp). Although the myconidians originally carried potions, the Shrooms have taken these away in case they could be used in an escape attempt.

## 77. Xordal the Jailer

*The walls of this cave chamber are lined with pegs and shelves containing unfamiliar but unpleasant-looking things that appear to be implements of torture. The floor is covered in straw, and other than a concave wooden disk 8ft in diameter, there are no other furnishings.*

### Monster

- **Xordal the Jailer (Shroom):** HD 6+1; HP 28; AC 6[13]; Atk 1 torture-implement (1d8 + pain); Move 9; Save 11; AL C; CL/XP 8/800; Special: Spells, control plants, plant growth.

Spells (3): *Charm person* x2, *shield*

Xordal can grab any of the torture implements from the wall and use it in melee combat to great effect. Anyone he hits must make a saving throw or become paralyzed with pain for 1 full turn (10 combat rounds). The implements are not magical; Xordal simply knows how to inflict crippling pain with them.

### Description

Xordal is not particularly skilled at magic, nor is he gifted in any of the bizarre creative skills valued by the Shrooms. He serves as the jailor for prisoners taken by the Shrooms, although most of his wards are soon used to feed the Demonspore's voracious hungers.

**Treasure:** Xordal wears the keys to the padlocks in AREAS 76, 78, and 79 on a belt ring, along with a pouch containing 3 rubies (200gp each).

## 78. Prison

This cave chamber is closed off with a barred door. The inside of the locked area has a scattering of straw on the floor, but no other furnishings.

### Description

The prison is empty: all of the prisoners have been fed to the Demonspore.

## 79. Small Prison

There is an alcove in this otherwise-empty chamber, closed off by a barred and padlocked iron door. A human sits inside this small prison.

### Description

The prisoner is Yaldomir, a second level fighter who was captured by some of the minions of the Shrooms (orcs) on a raid to the surface. He was knocked unconscious in the battle and does not remember being brought here. Yaldomir has no equipment, but if the characters provide him with armor and weapons, he will fight the Shrooms alongside them.

- Yaldomir (Ftr2): HD 2; HP 14; AC 9[10]; Atk by weapon; Move 12; Save 13; AL L; CL/XP 2/30; Special: None

## 80. Guard Room

This chamber contains racks of weapons and armor. Most of the armor is human-sized, but most of the weapons are spears only four feet in length.

### Monsters

- Sporeslave Guards (10): HD 2; HP 10, 11, 8, 7, 9, 10, 3, 8, 6, 12; AC 2[17]; Atk 1 longsword (1d8); Move 6; Save 14; AL C; CL/XP 2/30; Special: immune to charm spells other than those which influence plants

### Description

This is a guard post to defend the Rhyzomarch's chambers. The sporeslaves here are outfitted with plate mail and shields. If the Demonspore is being attacked, it will leave these guards in place until the battle seems desperate, but it is capable of calling them if the need arises.

**Treasure:** 20 longbows, 400 arrows, 60 short spears, 20 sets of plate mail, 20 shields, 20 longswords. One of the quivers of arrows contains 5 +1 arrows. The sporeslaves themselves have no treasure.

## 81. Antechamber of the Rhyzomarch

This chamber contains five concave disks sitting on the floor, each with a diameter of five feet.

### Description

This is the antechamber for the Rhyzomarch's rooms, but it is seldom in use.

## 82. Throne Room of the Rhyzomarch

This chamber is dominated by a raised stone dais, upon which there sits a convex dish ten feet in diameter. A huge but ancient-looking mushroom-man sits in this dish, holding a large gold scepter studded with gemstones. The mushroom-man is paled almost to a pure white color, and his skin sags with great, wrinkled folds.

### Monsters

- The Rhyzomarch: HD 6+1; HP 40; AC 6[13]; Atk 1 scepter (1d6); Move 0; Save 11; AL C; CL/XP 8/800; Special: Spells, control plants, plant growth.

Spells (3/2): *Charm person* x2, *shield*, *phantasmal force*, *web*

The Rhyzomarch's scepter is a magic item, a *staff of beguiling* with 25 charges remaining. Anyone coming within 20ft of the staff must make a saving throw or regard the holder as a loyal friend for 4d4 melee rounds.

- Sporeslave Guards (2): HD 2; HP 10, 12; AC 2[17]; Atk 1 longsword (1d8); Move 6; Save 14; AL C; CL/XP 2/30; Special: immune to charm spells other than those which influence plants
- **Flytrap Shamblers (2):** HD 3; HP 14, 14; AC 4[15]; Atk 1 bite (2d6) and 1 polearm (1d8+1); Move 6; Save 14; AL N; CL/XP 4/120; Special: Immune to piercing weapons

### Description

The Rhyzomarch is the oldest of the Shrooms in the Cyst, and was the zealot who originally conceived of returning to the hollow left by the dead god of the Shrooms. When the expedition/pilgrimage found the two spores of the god,

he was the first to realize what they were. The body of the ancient Shroom is so decrepit that he cannot move under his own power, although when he needs to leave his throne/bed he is carried by the two flytrap shamblers that attend him.

**Treasure:** Other than the Rhyzomarch's staff (see above) there is no treasure in this room. If the scepter is not identified as being magical, it is worth 5,000gp due to the gems inlaid in it.



### 83. Unused Sleeping Chamber

This chamber is dusty and clearly has not been used recently. It contains a large concave disk on the floor, covered with cushions.

#### Description

This dusty room was once the sleeping chamber of the Rhyzomarch, but it has not been used since the Shroom lost the ability to move around and started sleeping on his throne. Even the cushions on the disk-bed, once valuable, are now ruined by dampness and dust.

**Treasure:** The Rhyzomarch keeps a chest (locked and trapped with a poison needle) containing 5,000gp, in a secret compartment under a loose stone in the floor.

### 84. Central Hall of the High Priests (Shrieker)

An incense burner stands on top of a large purple mushroom in the middle of this cave chamber exudes a wisp of fragrant green smoke. The chamber has no other furnishings.

#### Monster

**Shrieker:** HD 3; HP 14; AC 7[12]; Atk None; Move 1; Save 14; CL/XP 3/60; Special: Shriek.

#### Description

This incense burner is a normal incense burner, wafting pleasant scents into the chambers of the three high priests in AREAS 85, 86, and 87. If anyone enters the room, the shrieker will scream out its alarm.

**Treasure:** The incense burner is worth 10gp.

### 85. Chambers of High Priest Lthaado

This chamber is starkly furnished with a low table and a concave wooden disk of 6ft diameter on the floor. The walls are painted with repeated images of a huge mushroom surrounded by tiny mushroom worshippers.

#### Monster

- **High Priest Lthaado (Shroom):** HD 6+1; HP 25; AC 6[13]; Atk 1 staff (1d8); Move 9; Save 11; AL C; CL/XP 8/800; Special: Spells, control plants, plant growth.

Magic-User Spells (3/1): *Charm person*, *hold portal*, *invisibility*

Cleric Spells (2): *Cure light wounds* x2

#### Description

This is the chamber of High Priest Lthaado, one of the original leaders of the Shroom pilgrimage to the Cyst. Lthaado is not particularly brave, and if he is given the opportunity he will turn invisible, perhaps heal an ally or two if there is a combat, and then attempt to sneak away.

**Treasure:** Lthaado's bed (the concave disk) contains a hidden compartment at the center, which has a *potion of flying*, two *potions of healing*, and a scroll of 4 magic-user spells (*fireball*, *dispel magic*, and *dimension door*). If Lthaado is warned by the shrieker in AREA 84, he will grab these items before leaving his chamber, and will use them if necessary.

## 86. Chambers of High Priest Phthormo

This chamber is opulently furnished with wall hangings and cushions scattered on the floor. An intricate ivory carving of a mushroom, three feet in height, stands on a low wooden pedestal.

### Monster

- **High Priest Phthormo (Shroom):** HD 6+1; HP 30; AC 6[13]; Atk +1 staff (1d8+1); Move 9; Save 11; AL C; CL/XP 8/800; Special: Spells, control plants, plant growth.

Magic-User Spells (3/1): *Charm person*, *read magic*, *phantasmal force*

Cleric Spells (2): *Cure light wounds*, *light*

### Description

This is the bedchamber of High Priest Phthormo, one of the Shroom leaders. If he is warned by the shrieker in AREA 84 that intruders are near, he will cast his phantasmal force spell to create the illusion of a wraith-like ghost, sending it on ahead to distract enemies while he attempts to cast charm person. After that, he will simply wade into combat – for a Shroom, he is extremely unsubtle in his approach to things.

**Treasure:** The embroidered silk cushions on the floor (25 of them) are worth 100gp each. The wall hangings (4) are worth 100gp each. The ivory mushroom statue is worth 450gp. Phthormo's staff is a +1 magic weapon but has no other powers.

## 87. Chambers of High Priest Dvaooome

The walls and floor of this cave chamber have been painted a rich purple color, with a circle of abstract, curvilinear designs painted in yellow on the floor in the center of the room.

### Monster

- **High Priest Dvaooome (Shroom):** HD 6+1; HP 24; AC 6[13]; Atk +1 *mace of mirror images* (1d8); Move 9; Save 11; AL C; CL/XP 8/800; Special: Spells, control plants, plant growth.

Magic-User Spells (2): *Charm person* x2

Cleric Spells (2/1): *Cure light wounds* x2, *hold person*

Dvaooome's mace is a magic item; once per day the mace can be used to create 3 mirror images of Dvaooome that shift and surround him. Any attack against him has an equal chance to hit (and destroy) one of the mirror images rather than hitting Dvaooome himself.

### Description

This is the living-area of the Shroomic High Priest Dvaooome, who, like the other High Priests, was a leader of the initial expedition to the Cyst. If he learns of intruders, either from the sound of combat or from the shrieker's warning in AREA 84, he will wait one round before responding (assuming that the other High Priests will be preparing for combat), then begin his own attack with his *web* spell.

**Treasure:** Dvaooome keeps no material possessions other than the *mace of mirror images*.



# NEW MONSTERS

## The Demospore

**Hit Dice:** 10

**Armor Class:** 2 [17]

**Attack:** 2 tentacles (2d6)

**Saving Throw:** 5

**Special:** Control plants, create tentacle, hallucination cloud, immune to lightning

**Move:** 1

**Alignment:** Chaotic

**Challenge Level/XP:** 14/2600

The Demospore is a unique and terrifying being, the growing physical form of a demi-god of Chaos. As described in the encounter key, it is a disgusting growth of fibrous tendrils, slimy bulbs, and uncontrolled fungus-blooms. It is shaped vaguely like a mushroom, but a mushroom that reeks of evil and rot. If it is engaged in melee combat, the Demospore can extrude two fibrous tentacles from its body to lash at its enemies, but its mental and magical powers are considerably more dangerous, and it will only use its tentacles if it is sorely pressed in battle.

The Demospore has physically grown several feeding-rhizomes through the stone, which extend to a great distance from the central growth but still physically connected to it. These are described in AREAS 15, 19, 37, and 40. In addition, the Demospore is capable of growing “parts” of itself that are mentally, but not physically, connected with its central growth. With the exception of the green brains, these are found only in the DOME OF THE DEMONSPORE, the uppermost level of the Great Cyst, because the Demospore’s ability to physically create and mentally control things at a distance has not yet fully matured. The green brains are more autonomous and capable of acting mainly on their own initiative. The eye-rhizomes and tentacle-rhizomes described in AREA 1 of the DOME are also examples of “creatures” that are mentally controlled but unconnected parts of the Demospore. In the event that the characters can see into or at within the ethereal plane, they will discover that there is an ethereal connection between the Demospore and these physically-disconnected parts, but there is no connection on the material plane of existence.

The Demospore, not having matured yet into its full potential as a demi-god, cannot sense thoughts or perceive material objects very far from itself without using its rhizomes as sensory organs. The range of perception from the central growth of the Demospore is only 120ft. It can use green brains and eye-rhizomes as sensory organs;

tentacle-rhizomes do not provide any sensory information back to the Demospore.

The Demospore has a number of special abilities and defenses that it can bring into play if it is threatened. It can control plants at a range of 60ft (successful saving throw negates), it can bring a tentacle-rhizome into being once per day within 100ft, and it can create an invisible cloud of hallucinations with a radius of 30ft once per day. The cloud of hallucinations may be created anywhere within 100ft of the Demospore, will affect anyone entering it (saving throw negates) and has the effect of a *confusion* spell.

The Demospore is immune to damage from lightning, and is also unaffected by any mind-affecting magic, including magic that would normally affect plants. It is capable of mental communication with any intelligent being within 120ft; however, this ability is not (yet) powerful enough to give it any advantage in combat.

## Flight-Fungus

**Hit Dice:** 4

**Armor Class:** 8 [12]

**Attack:** None

**Saving Throw:** 13

**Special:**

**Move:** 1/12 fly

**Alignment:** Neutral

**Challenge Level/XP:** 3/60

Flight-fungi are grown by the Shrooms for short range flight in large subterranean areas like the Great Stem of the Stone Cyst. A flight-fungus is a large, broad mushroom cap five feet in diameter, with air sacs and a very short stem beneath the cap. The air sacs contain buoyant gases, and the plant also has a very minor magical lightness to it, although this lightness of weight is not sufficient to keep it aloft for more than a minute without the assistance of the air sac.

Flight-fungi do not have mouths or limbs, and cannot attack. They ingest food and water through the short stem beneath the broad mushroom cap.

The flight-fungi in the Cyst are usually ridden by the once-human sporeslaves, although occasionally a vegepygmy messenger is allowed to ride one. The sporeslaves use saddles that are specially designed for use on these round-topped mounts. Using a saddle is advisable (see “Flight in the GREAT STEM”).

## Floralant

**Hit Dice:** 1d4 hit points

**Armor Class:** 5 [14]

**Attack:** 1 bite (1d3)

**Saving Throw:** 18

**Special:** Cumulative weak poison

**Move:** 9

**Alignment:** Neutral

**Challenge Level/XP:** A/5

Floralants closely resemble giant ants, but they are actually mobile pieces of vegetation created by the Floralant Hive-Plant designed and grown by a Shroom named Ula Bthon. The hive-plant is a large, squat cylinder of a spongy material, with fat tendrils drooping over the top. There are several orifices at the base of the plant from which the floralants emerge. Because the hive-plant feeds upon material brought to it by the floralants, it does not form roots and in this case is found growing upon solid stone. The hive-plant contains several internal chambers, some of which grow new floralants, some of which house the living floralants that are not currently scavenging, and some of which receive and digest the material brought to them. Ula Bthon's hive plants are unique creatures, but his methods and research could certainly be duplicated to grow more of these creatures.

The floralants themselves resemble ants the size of a small cat. They are green and have tiny stalks of thin grass growing from the gaps in their outer chitin.

If a character is bitten by more than one floralant in a single melee round, a saving throw is required to avoid becoming slightly weakened, with the result that the character will suffer a penalty of -1 to hit for 1d3 turns. For each additional bites received in that same melee round (i.e., the third, fourth, etc.), the character must make an additional saving throw or suffer an additional -1 to hit. There is no limit to the accumulated penalties that a character may have as a result of floralant bites.

## Flytrap Shamblers

**Hit Dice:** 3

**Armor Class:** 4 [15]

**Attack:** 1 bite (2d6) and 1 polearm (1d8+1)

**Saving Throw:** 14

**Special:** Immune to piercing weapons

**Move:** 6

**Alignment:** Neutral

**Challenge Level/XP:** 4/120

Flytrap shamblers are mobile plants about the bulk of a horse, but they shuffle along the ground on thick, tentacle-like vines. The body is leafy and sometimes blooms with orchid-like flowers; the head rises on a fibrous stalk topped with the wide mouth of a venus flytrap, which can deliver

a powerful bite. It is common for them to carry a polearm or spear in their front vines, for they can use such weapons in tandem with the bite. Despite their appearance, flytrap shamblers are relatively intelligent and often posted as guards by villains with the ability to control plants. Their value in this sort of role is somewhat compromised by the fact that they cannot talk.

Flytrap shamblers are capable of seeding themselves, but are almost always found as a result of direct cultivation by powerful villains who possess the knowledge and skill to breed such vegetation. The creation of an flytrap shambler involves magic, alchemy, and the skillful cultivation of several different flowering plants, some of which are not commonly found. There are manuals and librams describing the process, but these are for the most part forgotten lore.

The leafy body of a flytrap shambler is immune to damage from piercing weapons, but cutting and bludgeoning weapons inflict normal damage.



## Green Brain

**Hit Dice:** 5

**Armor Class:** 3 [16]

**Attack:** None

**Saving Throw:** 12

**Special:** Mental attacks

**Move:** 0/15 fly

**Alignment:** Chaotic

**Challenge Level/XP:** 6/400

Green brains are plant-creatures grown by the Shrooms (and possibly by other malevolent races with aptitudes for magically altering and breeding plants). Green brains are relatively intelligent, and are generally used to supervise and oversee the activities of mindless or semi-intelligent creatures using their powers of mental communication. In general, the supervised species will be plant-creatures of some kind, but it is possible for a green brain to act somewhat less effectively as the overseer for brutish humanoids or other non-plant creatures.

Green brains are able to project mental commands and communications at a deep enough level that the brain's demands are clear even to mindless creatures such as oozes or monstrous plants. Indeed, the less intelligent the recipient of the orders, the stronger the green brain's hold over it.

In addition to telepathic communication, a green brain can use its mental powers as a weapon when necessary. A green brain is able to continuously project a cone of mental force 50ft long and widening to 30ft at the end, which has the following effects: (1) any spells being cast are disrupted, although they are not lost from the caster's memory, (2) anyone failing a saving throw within the cone becomes somewhat disoriented, making attacks at a penalty of -2 (duration 1d3 rounds) and having a 1 in 6 chance to drop any item held in the hands. The green brain may also narrow its mental focus to project a beam of concentrated, damaging thought, inflicting 2d6 points of damage to any single individual who fails a saving throw.

## Land Lamprey

**Hit Dice:** 1

**Armor Class:** 3 [16]

**Attack:** Bite (1d3)

**Saving Throw:** 17

**Special:** Attach, blood drain

**Move:** 15

**Alignment:** Neutrality

**Challenge Level/XP:** 2/30

Land lampreys are 3-foot long, blackish-green eels with large, downward facing mouths lined with sharpened teeth. They can be found in all but the hottest and the coldest environments and prefer the dark and dampness of the subterranean world and so are most often encountered there. If a land lamprey hits with a bite attack, it latches

onto the opponent's body and drains 1d4 hit points per round by draining the victim's blood. An application of fire causes the land lamprey to release its hold and move away from the source of the flame. The lamprey can also be pulled off with a successful open doors check, though doing so inflicts 1d4 points of damage. Once a land lamprey has dealt 8 points of damage, it detaches and slithers off to digest the meal. If its victim dies before the land lamprey's appetite has been sated, the land lamprey detaches and seeks a new target.



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## Lichentrope

**Hit Dice:** 3

**Armor Class:** 6 [13]

**Attack:** 1 bite or weapon (1d6)

**Saving Throw:** 14

**Special:** Shapechange, 25% magic resistance (in hound form only), contagion

**Move:** 12

**Alignment:** Chaotic

**Challenge Level/XP:** 5/240

Lichentropes are human (or similar) creatures that have been infected by a carefully prepared mixture of spores and alchemical ingredients. This infusion causes a condition with effects similar enough to lycanthropy that the infected victims are treated as were-creatures for all purposes except one. Because lichentrophy is an alchemical condition rather than a supernatural one, lichentropes are not immune to normal weapons, as true were-creatures are. They are, on the other hand, still affected by magic weapons that are especially enchanted against were-creatures.

At will, a lichentrope can take one of two non-human forms in addition to its human one. The first of these is a noisome agglomeration of fungus-material shaped somewhat like a dog. In this form, the lichentrope is resistant to magic (25%) and immune to any sort of mental control that would not ordinarily affect a plant. The second non-human form of a lichentrope is a formless mass of fungus with an air bladder that allows it to fly, provided that it has a full combat round to inhale air.

Lichentropes can commune with any form of intelligent plant, although they do not exert actual control over such plants.

Any character suffering 50% damage from the attacks of a lichentrope will begin transforming into a lichentrope. However, since the process of lichentrophy is alchemical and normally induced directly by a creator of lichentropes, the transformation does not always proceed in a predictable way. There is a 50% chance that an infected character will simply turn progressively into a mess of disgusting fungus over the course of 1d4 weeks. During this time, whether the transformation is proceeding normally or not, the process can be arrested and cured by the use of a *cure disease* spell.

## Lithonnite

**Hit Dice:** 8

**Armor Class:** 2[17] (frontal shell) or 6[13] (body)

**Attacks:** 2 tentacles (2d6)

**Saving Throw:** 8

**Special:** Body (not shell) immune to blunt weapons

**Move:** 9

**Alignment:** Neutral

**Challenge Level/XP:** 9/1100

Lithonnites are huge mollusc-like creatures, about one ton in weight, living in subterranean and surface environments. The front of a lithonnite's body is encased in a powerful shell, even to the rock-like eyelids. When the rest of the lithonnite's body is concealed in a grotto or under water, the shell appears like a boulder or other natural rock. It is not possible for the lithonnite to draw its soft body entirely into the shell. In combat, the lithonnite reaches around its shell with two slug-like tentacles to attack. The creature's frontal portion, protected by the shell, can be attacked by any sort of weapon; behind the shell, the soft body is AC 6[13], but cannot be affected by blunt weapons due to its boneless consistency.

## Myconidian

**Hit Dice:** 1-6

**Armor Class:** 9 [10]

**Attack:** 1 strike (1d4 x HD)

**Saving Throw:** Varies by HD (17, 16, 14, 13, 12, or 11)

**Special:** Spores

**Move:** 9

**Alignment:** Neutrality

**Challenge Level/XP:** Varies by HD

1HD: 1/15

2HD: 2/30

3HD: 3/60

4HD: 5/240

5HD: 6/400

6HD (Chief): 7/600

The myconidians are a fungus-race quite different from the individualistic and evil Shrooms, although their appearance is quite similar. Myconidians have a much wider range of size (from 2ft to the towering 12-foot height of the Chiefs) and are more communal than the Shrooms; they have no particular affinity for magic, and they do not seek to enslave other races (although they are known to invade new areas as their population expands).

These creatures have no vocal apparatus, but are capable of telepathic communication with their own kind. They can communicate with other species by means of telepathic

spores. Another creature breathing these spores gains the ability to mentally communicate with nearby myconidians (a saving throw is permitted against the effect of the spores unless the recipient deliberately inhales of the cloud). Myconidians with 3 or more hit dice can employ such spores.

Myconidians live in a naturally hierarchical society, in family groups known as “bracelets.” The membership of a brace of myconidian is 1d10+10; unless a bracelet has recently suffered losses to its membership, groups smaller than 11 myconidians will join with other depleted rings. The bracelets are not family groups, but can be mistaken for such due to the fact that they normally contain myconidians of different sizes. A bracelet usually comprises 2 myconidians of each hit die size from 1-5, with the additional ones being “filled out” from 1HD to 5HD in order. Thus, a bracelet of 16 myconidians would include two of each hit die number (the first ten), plus one 1HD myconid (number 11), one 2HD myconidian (number 12), etcetera, with the 15th member of the bracelet having 5HD and the 16th having 1HD (starting the count over again after the 5HD member). A bracelet of 20 would have four myconidians of 1HD, four of 2HD, four of 3HD, four of 4HD, and four of 5HD.

Each bracelet spends at least an hour of the day together in a state of telepathic communion among the members. A tribe of several myconidian bracelets is linked together by the occasional trading of a member from one bracelet to another.

Myconidian tribes are led by a chief, whose “Royal Bracelet” will usually include one or two potion-brewers and younger myconidians who are being trained for leadership or alchemy by communion with the chief and the tribe’s alchemists.

Myconidians do not use weapons, but they can strike with their fibrous hands and are capable of exhaling a variety of different spores. In addition to the telepathic spores described above, myconidians can also breathe spores that induce paralysis or hallucinations. Chief myconidians and myconidian alchemists are able to release “zombie spores” as well.

Myconidian spores are “spat,” exploding into a small puff on contact, so a myconidian may target one opponent at a time. A saving throw is required to avoid the effects (no to-hit roll is needed).

Paralysis spores (usable by Myconidians with 4 or more HD): If the target fails a saving throw, the spores induce paralysis that lasts for 1d4+1 rounds.

Hallucination spores (usable by myconidians with 5 or more HD): If the target fails a saving throw, roll 3d6 to determine the result on the table below.

3-5 Drop held items and flee (1d6 rounds)

6-8 Stare at hallucinations for 1d6+3 rounds

9-12 Stare at hallucinations for 1d6+1 rounds

13-15 Dance and play with hallucinations for 1d6+1 rounds

16-18 Attack closest creature for 1d6+2 rounds

Zombie Spores: these spores cause a rapid fungus growth throughout a dead body, causing it to rise as a zombie. It is a plant creature rather than undead, but it follows the mental commands of the Chief Myconidian that created it. The fungus growth becomes strong enough to “raise” the body within 1d4+1 rounds.

The height of a myconidian is determined by its hit dice: myconidians are roughly two feet in height per hit die.

## Root Worm

**Hit Dice:** 8

**Armor Class:** 4 [15]

**Attack:** Roots (1d6) or bite (1d8)

**Saving Throw:** 8

**Special:** Excavates people

**Move:** 6

**Alignment:** Neutrality

**Challenge Level/XP:** 9/1,100

Root worms are big plant-creatures roughly ten feet long and five feet wide, which can be cultivated for the purpose of digging. The front of the worm extrudes fast-growing roots that worm their way into solid rock as tiny tendrils, then expand rapidly to break the rock apart. The process is not instantaneous, but it is about twice as fast as normal mining. Once the rock has been broken apart, the worm can retract and shrink its roots back down into tendrils within one turn (10 rounds). The worms subsist on rock, but do not consume it nearly as fast as they can break it apart if they are forced to continue mining and do not stop when they have eaten their fill.

Root worms can attack in one of two ways, either biting with their rock-chewing mouths or using their tendrils against a living target. The root-tendrils have a relatively short range (melee), but if they hit then the root worm can do exactly what it does with rock; rip the target apart by gouging into it and growing the tendrils into roots. The initial damage inflicted by this root-attack is 1d6, but damage is automatically inflicted in subsequent rounds, with a cumulative +1 damage each round. A character who has been pierced by the tendrils can escape with a successful saving throw each round, but takes however much damage would have been inflicted in that round from tearing himself off the body-penetrating roots.

## Shroom

**Hit Dice:** 6+1

**Armor Class:** 6 [13]

**Attacks:** 1 weapon (1d8)

**Saving Throw:** 11

**Special:** Spells, control plants, plant growth

**Move:** 9

**Alignment:** Chaotic

**Challenge Level/XP:** 8/800

Shrooms are evil geniuses, toadstool creatures with considerable magical powers. They lurk in the deep places of the earth and in dank forests, plotting ruin against surface dwellers and scheming to gain power for themselves by any means possible. They are highly adept with magic that influences plants, and most of them are knowledgeable in various forms of arcane study of other kinds, such as alchemy. Many, too, will surround themselves with strange minions that they have created, grown, or bred.

Shrooms are highly individual, and the Referee should feel free to invent all kinds of these sinister malefactors. Most will have the spell-casting abilities of at least a fourth level magic user, and all have strange powers to create and shape the plants of their environments (growing and controlling them). Although these powers take time to employ and will not be relevant in combat, they can be used to create a considerably hazardous lair.

The flesh of a Shroom is delectable, but deadly. Any person eating Shroom-flesh must make a saving throw versus poison or be affected as if by a *feblemind* spell. The condition may be reversed by a *heal* or *restoration* spell. The effects of the toxin can actually turn out to be beneficial in the long run; there is a 5% chance that a feeble-minded character who has been healed or restored will permanently gain a point of intelligence from the effects of the Shroom-flesh.

## Spore-Demon of Khostia

**Hit Dice:** 6

**Armor Class:** 2 [17]

**Attacks:** 1 bite (2d6)

**Saving Throw:** 11

**Special:** 40% magic resistance, darkness, spore cloud

**Move:** 12

**Alignment:** Chaotic

**Challenge Level/XP:** 8/800

The City of Khostia is a phantom of history. There is no record of its location, and no record to indicate even when

it existed. Certainly, as far as anyone knows, the city is no more. References to it are dark-natured and full of mystery. All that is truly known of Khostia is the disturbing legacy of the Decanters of Khostia. These magical items have several forms: earthenware bowls, ornate pitchers, painted amphorae. What is common to all of them is the Spore-Demons they contain.

The Spore-Demons of Khostia are hulking masses of fiber and fungus, roughly man-shaped but with spreading bat-wings. They can cause *darkness* in a 15ft radius, and have a magic resistance of 40%. Their most dreaded attack, though, is the cloud of spores and stench that surrounds them. Anyone within 20ft of a Spore-Demon must make a saving throw each round or lose 1d3 hit points from the damage these spores cause to the lungs and skin. In lieu of biting an opponent, a Spore-Demon can gather up its entire horrid cloud of spores and hurl it to a distance of 100ft. When the thrown mass of spores makes impact, it explodes once again into a cloud, causing 3d6 points of damage in a 20ft radius (save for half damage).

## Sporeslave

**Hit Dice:** 3

**Armor Class:** by armor worn, usually 6[13]

**Attacks:** by weapon, usually 1d6

**Saving Throw:** 14

**Special:** Immune to non-plant charm

**Move:** 9

**Alignment:** Chaotic

**Challenge Level/XP:** 3/60

Sporeslaves are humans that have been infected with a mind-controlling fungus growth, which maintains a tenuous mental connection with the Demonspore. Indeed, these creatures represent a horrific foreshadowing of the Demonspore's eventual plans for the surface world. A sporeslave retains its human appearance, but its arms and head are covered with a scaly fungus growth with a scattering of small, mushroom-like buds. As a result, the head looks slightly as if the human were wearing a close-fitting hood. The eyes peering out from this fungus-hood are a bright, reflective green color that is quite inhuman.

Sporeslaves behave as humans in virtually every respect, retaining their original memories and skills to a certain degree, and are quite capable of independent thought and actions. However, their motivation for action is entirely dedicated to protecting and serving the Demonspore.

Most sporeslaves are 3HD monsters, representing the Demonspore's ability to improve the power and skills of a normal human by influencing the fungus infection. In the

case of a more powerful or skilled human (such as a magic-user or a character of higher than third level), the sporeslave will retain some of these abilities, but the infection erodes them somewhat from the original level. Clerics infected by the Demonseed will no longer have access to clerical magic, but magic-users retain the ability to cast some spells.

## Squalgemorph

**Hit Dice:** 3+3

**Armor Class:** 7 [12]

**Attacks:** 2 tentacles (1d4) and bite (1d8)

**Saving Throw:** 14

**Special:** Random alchemical changes

**Move:** 9

**Alignment:** Neutrality

**Challenge Level/XP:** 5/240

Animals that drink alchemically-tainted water may sometimes change form, having effectively consumed all kinds of mixed potions over time. One possible development is the creation of a squalgemorph. Squalgemorphs are big, rubbery sacks of plasm and internal organs, with two tentacles, several eyes, and a large, stretchy mouth. When they have not recently fed, they have about the same volume as a warhorse.

Squalgemorphs periodically show the effects of all the various alchemical substances that pulse through their internal liquids and plasms. Each combat round, one of the following things will *randomly* happen to a squalgemorph:

- 1) It turns invisible for one round
- 2) It heals 1d6 hit points
- 3) It moves at twice normal speed for one round
- 4) It changes color, with no other effect
- 5) It moves at half normal speed for one round (and is too slow to make an attack)
- 6) It belches out a miasmatic vapor, causing anyone in melee combat with it to make a saving throw at +2 or be *slowed* for 1d3 rounds.

If a squalgemorph hits with both of its tentacles, it will lift the opponent up and gobble him down into its stretchable mouth. The victim will begin dissolving into the squalgemorph's plasm. During this time the victim cannot attack, and suffers 1 hit point of damage per round with a successful saving throw, 2 hit points if the saving throw fails. However, if the squalgemorph heals itself, the captured character will also gain the benefit of the healing. As a result, it can take a very long time before the squalgemorph actually finishes digesting someone since

the swallowed person will likely be healing almost as fast as the digestion is proceeding. A squalgemorph can only digest one person at a time; they are stretchable, but not enough to hold two struggling meals at one time.

## Toad-Hydra

**Hit Dice:** 6

**Armor Class:** 7[12]

**Attacks:** 4-6 bites (1d6+3) and/or tongues (grab)

**Saving Throw:** 11

**Special:** Regeneration 2hp/round

**Move:** 6 (Swim 12)

**Alignment:** Neutrality

**Challenge Level/XP:** 8/800 + 1,300 per head over 4.

Toad-Hydrae resemble giant toads with multiple heads (usually 4-6), although the body is somewhat longer than that of a toad, and the mouths of a toad-hydra are filled with nasty, sharp teeth. These creatures have one attack per head. Each head can attack either by biting or by flicking out its long tongue in attempt to grab (and later swallow) prey. A toad-hydra will not usually attack with more than two of its tongues; if attacking with three tongues, *all* of the tongue attacks are made at -1, if with four tongues, all the attacks are at -2, etc. If, however, the toad-hydra hits with one of its tongues, the victim is immobilized and the hydra may begin trying to gulp it down in the next round. Gulping attempts are treated as attacks, but rather than dealing damage in hit points, success means the victim is swallowed whole and will die in 1d4+3 rounds. Immobilized opponents can attempt to break free (successful saving throw at -5).

## Toad-Men

**Hit Dice:** 2+1

**Armor Class:** 6[13]

**Attacks:** 1 weapon (1d8)

**Saving Throw:** 16

**Special:** None

**Move:** 9 (Swim 12)

**Alignment:** Chaotic (usually)

**Challenge Level/XP:** 2/30

Toad-men resemble bipedal toads, with warty skin and webbed feet. However, they have blunt horned ridges at the top of the head, and tusk-like teeth jutting upward from the lower jaw. The creatures stand almost seven feet tall, and they are bulkier than humans. The civilization of toad-

men can range from that of brutish cavemen all the way to highly cultivated societies with refined arts (the latter are more likely to be of Neutral or Lawful alignment, although this is not always the case).

In some cases, Toad-Men will be found as the ruling class or as war leaders for tribes of thugtoads. These Batrachian species do not appear to be related unless the connection lies at some point in the very distant past, but each of the two races can roughly understand the speech of the other.

For the most part, toad-men are a subterranean species, especially the more brutish varieties, but they incur no penalties for fighting in sunlight. They are hermaphrodites.

## Vegepygmy

**Hit Dice:** 1

**Armor Class:** 3 [16]

**Attack:** 1 strike (1d4) or weapon (1d6)

**Saving Throw:** 17

**Special:** Immunity to electricity, resistance to piercing weapons (50%)

**Move:** 12

**Alignment:** Neutrality

**Challenge Level/XP:** 2/30

A vegepygmy resembles a humanoid with green vegetable-like skin and razor-sharp claws. Its head sports two large yellow eyes, a wide mouth, inset nose, and a topknot of dark brown leaves. Leafy tendrils protrude from its shoulders, midsection, arms, and legs. When a living creature is slain by russet mold (see that entry), it rises as a 1 HD vegepygmy. Vegepygmies are plants possessed of a primitive intelligence. They make their home deep in the forests or underground away from most settled areas. They are hunters and scavengers, and carnivorous, preying on living creatures weaker than themselves. A 1 HD vegepygmy stands 2 feet tall, gaining 6" to its height with each additional HD. The largest vegepygmies, called chiefs, have 6 HD and stand 4-1/2 feet tall. Though they do not seem to have ears, it is well known that vegepygmies can hear.

Vegepygmies do not speak, but communicate with others of their kind by thumping their chest or rapping their spears on rocks, earth, or some other solid surface. It is not known if or how they communicate with other creatures. The chiefs are the only vegepygmies with a spore attack. A chief vegepygmy can release a cloud of spores in a 40-foot spread. A living creature caught within the cloud must succeed on a saving throw or be paralyzed for 2d6 rounds. After the paralysis wears off, the character must succeed on another saving throw or take 3d6 points of constitution damage. At constitution 0 a creature dies, and rises as a 4 HD vegepygmy in one day. If a *cure disease* spell is cast

on a paralyzed victim before the paralysis wears off, he does not have to attempt the second saving throw and takes no constitution damage. Vegepygmies often share their lairs with shriekers and russet molds.

## The Weird of the Throne

**Hit Dice:** 5

**Armor Class:** 7 [12]

**Attacks:** 1 bite (1d8)

**Saving Throw:** 12

**Special:** Sleep spores, Re-forms, vulnerable to fire

**Move:** 0

**Alignment:** Chaotic

**Challenge Level/XP:** 8/800

The Weird of the Throne is at this time the strongest material shape in which the god-spirit in the Throne of the Toad King can take form. The weird resembles a serpent ten feet long, made of fungus and dripping with disgusting liquids. It cannot break contact with the rest of the throne, but it can lengthen itself up to 50ft. If it does so, however, it attacks as a weaker monster, losing one hit die (for purposes of to-hit rolls *only*) for each ten feet it lengthens itself. Thus, at a length of 20ft it attacks as a 4HD monster, at 30ft it attacks as a 3HD monster, at 40ft a 2HD monster, and at 50ft as a 1HD monster. Damage inflicted, and the weird's total hit points, remain unchanged.

The weird is invisible until it forms, as it does not materially exist until that time; it takes shape from the throne's substance and has none of its own.

Each melee round, the weird has a 1 in 4 chance to be able to breathe out a cloud of spores in a cone shape 50ft long and 30ft wide at its farthest extent. The spores cause sleep; unlike a sleep spell, the spores can affect creatures of more than 4HD, although a saving throw is permitted to any creature with more than 1HD.

The greatest danger posed by the weird of the throne is that it cannot be truly killed by anything other than fire. When it is reduced to 0hp its material substance withers and dies, but the spirit itself is still alive within the throne and can re-form a new material body within 4 rounds, at full hit points minus any hit points that were inflicted by fire. Damage inflicted by fire is permanent damage (or, at least, damage that will take days for the weird to heal).

Even if the weird itself is killed by fire, the throne itself will survive unless it, too, is burned. Within a month, the throne would be able to manifest its weird again. If the throne is burned, the life of the growing demon-god inside it will be irrevocably snuffed out. To kill the actual throne, 100 points of fire damage would need to be inflicted against it; this is unlikely to happen during combat, but would be quite easy to accomplish, even with normal torches, if the party has defeated all opposition and has time to do a thorough job.



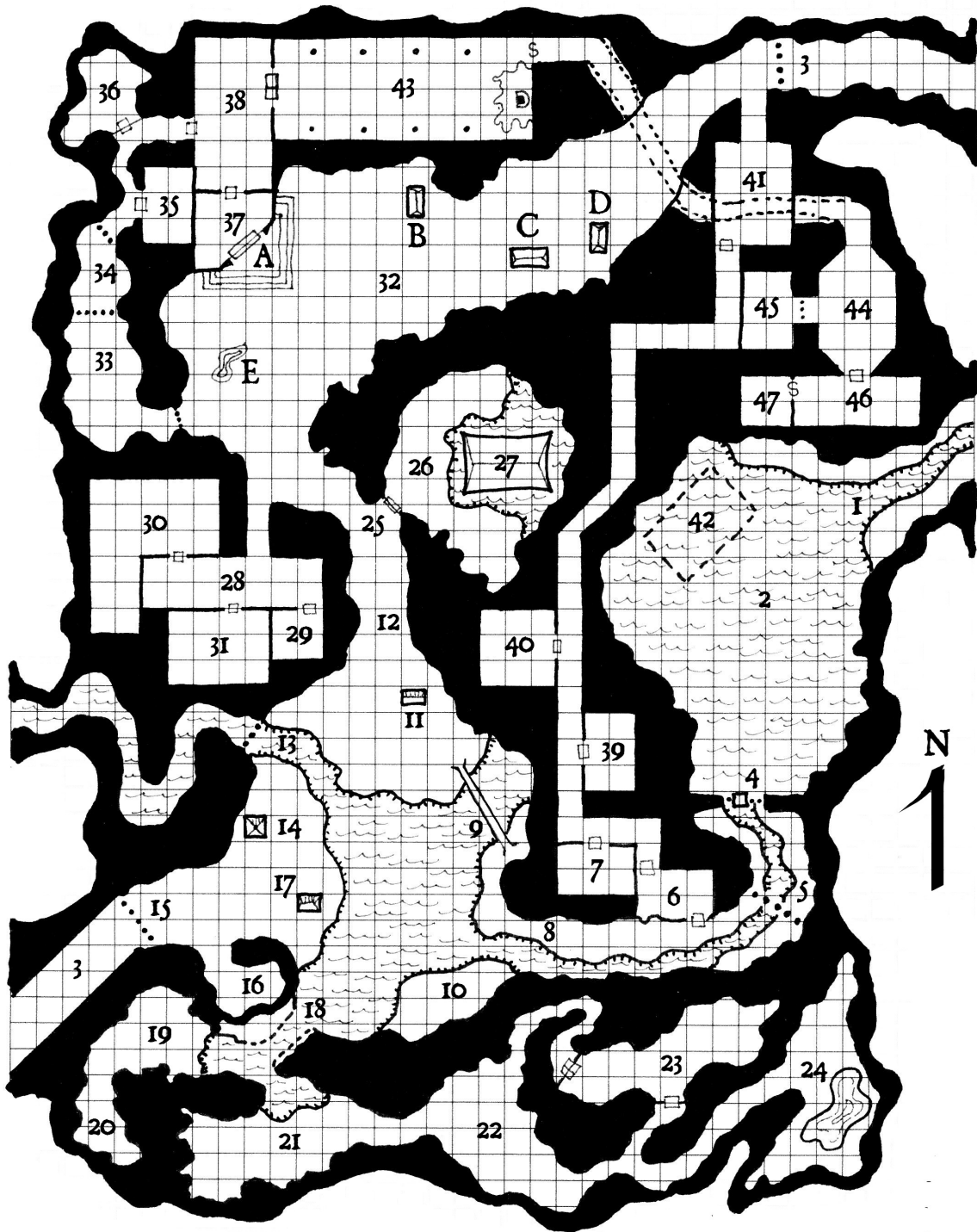
# MAPS

Throne of the Toad King

10ft Squares

North at Top of Page

# Halls of the Toad-King



# MAPS

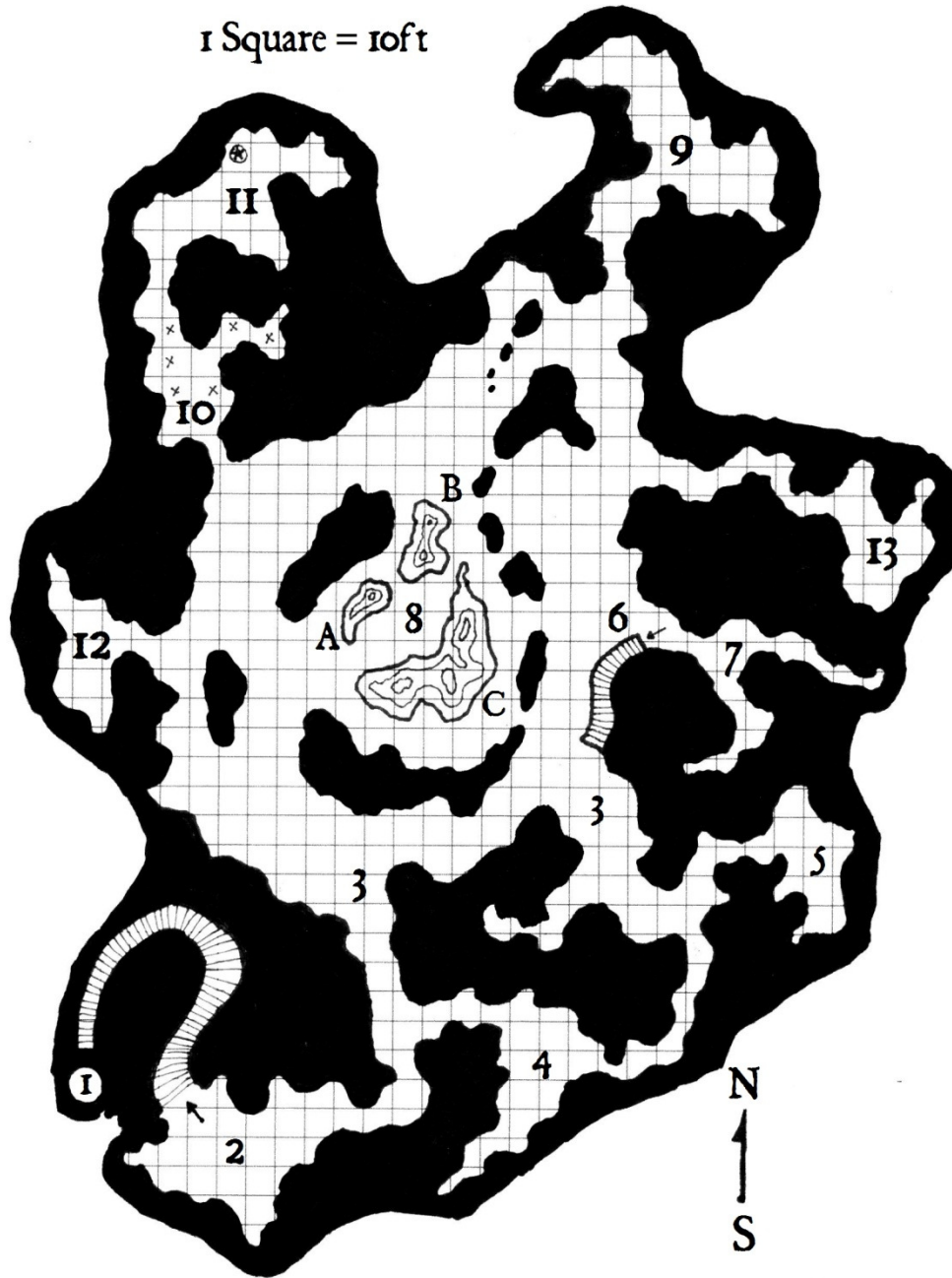
Stone Cyst of the Shroom Priests

10ft Squares

North at Top of Page

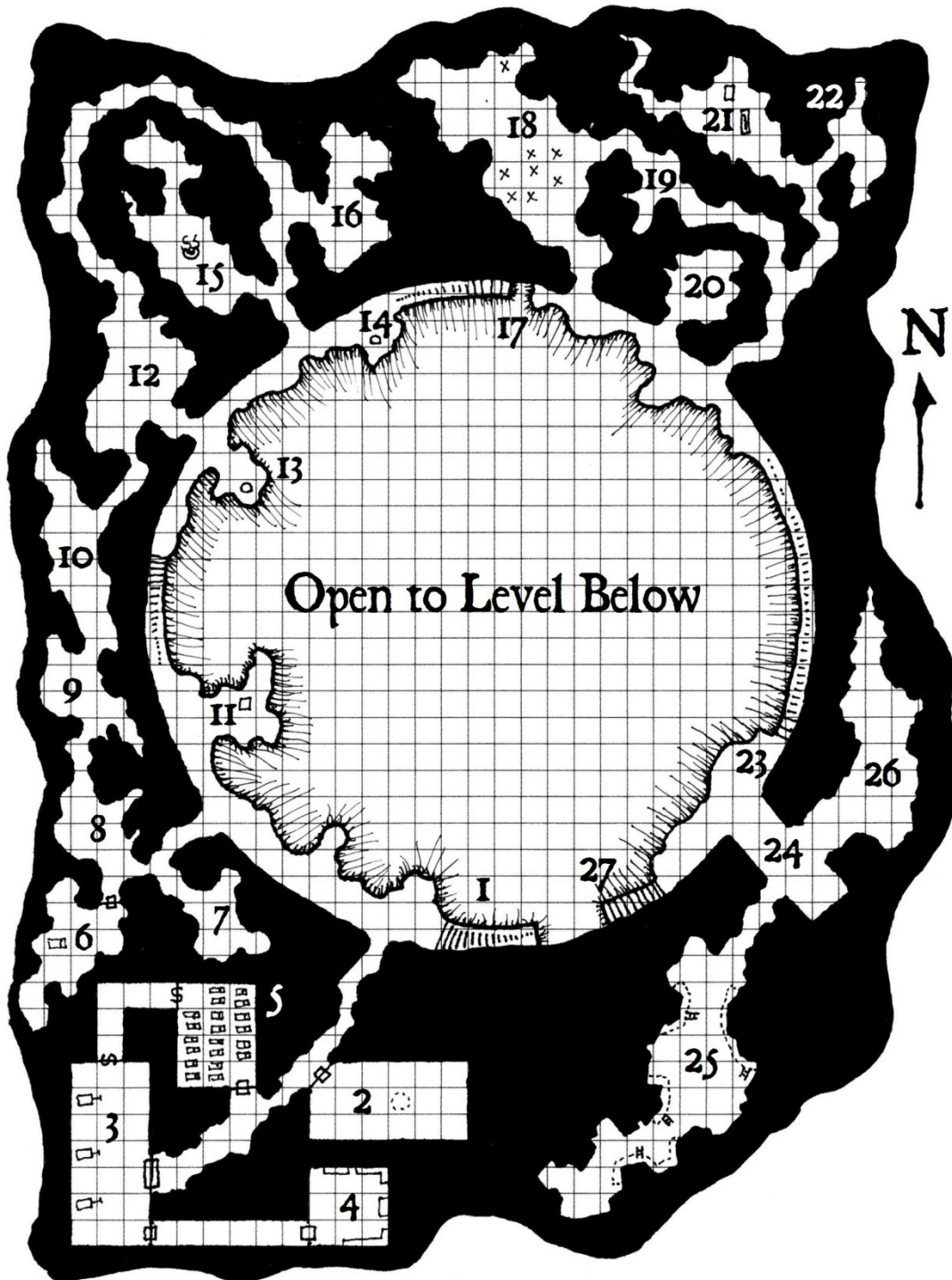
# The Lower Caverns

1 Square = 10ft



Cyst of the Shroom Priests

# The Lower Stem

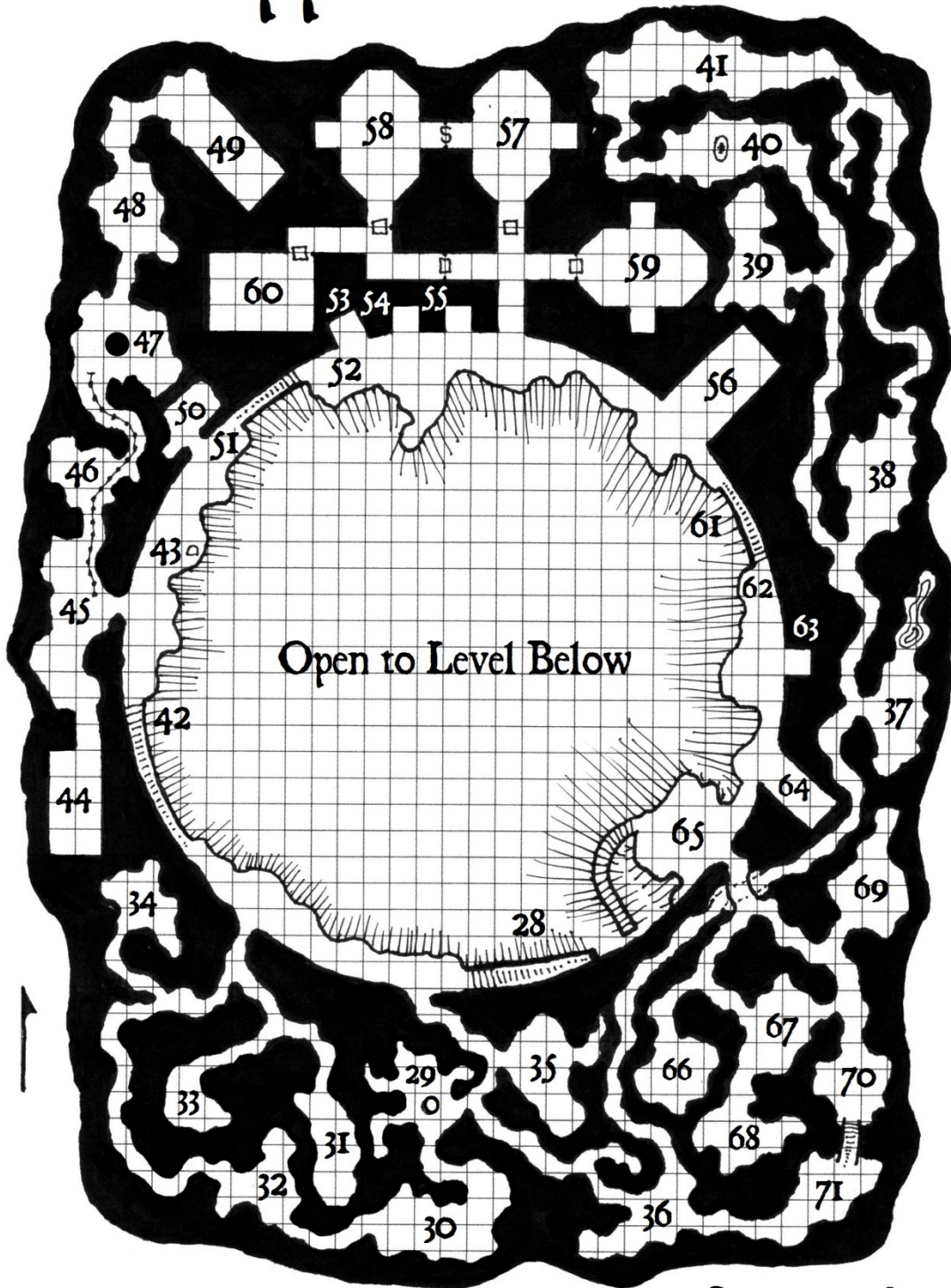


1 Square = 10ft

Cyst of the Shroom Priests



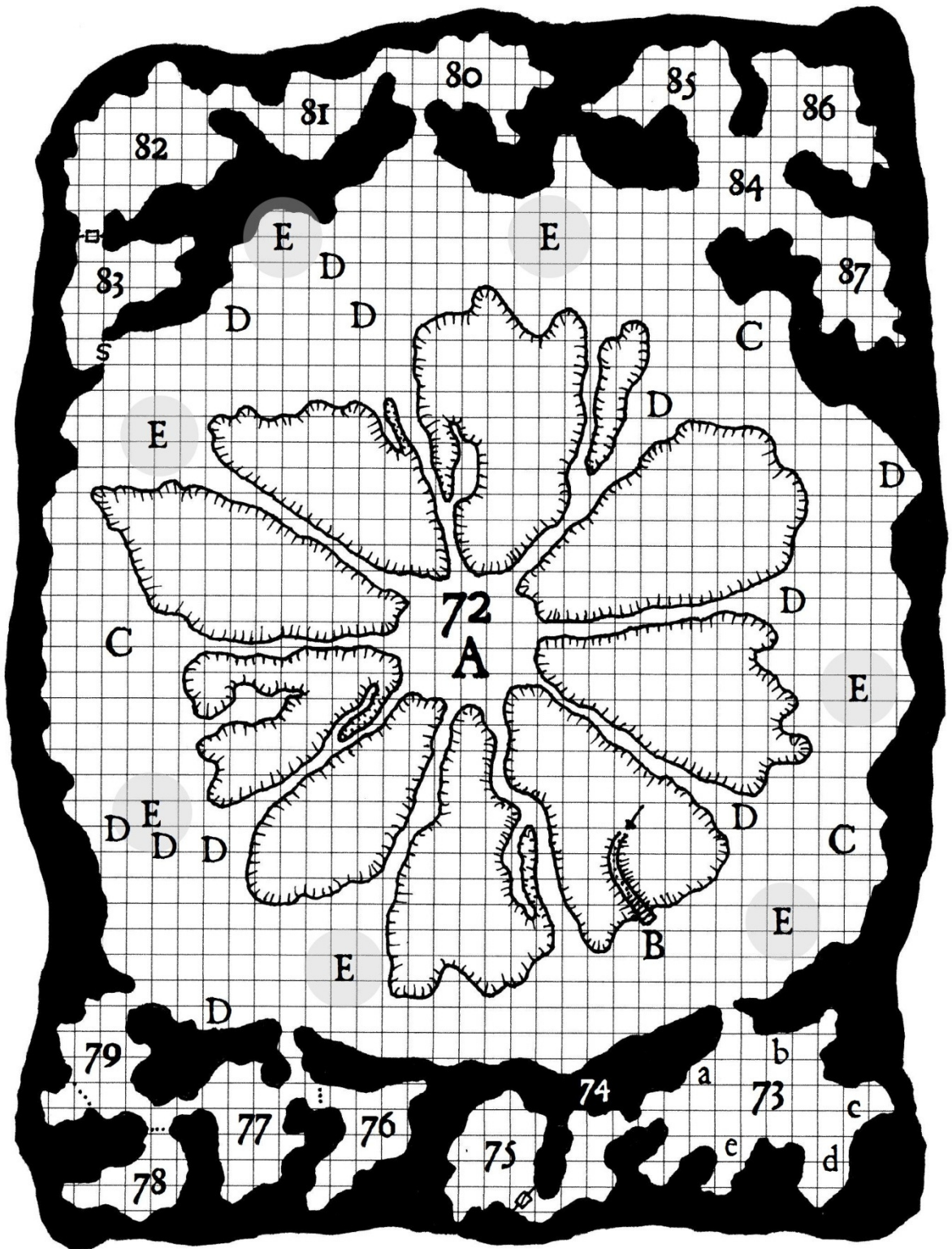
# Upper Stem



1 Square: 10ft

## Cyst of the Shroom Priests

# Dome of the Demonspore



Here Ends the Double Adventure  
of  
Throne of the Toad King and  
Stone Cyst of the Shroom Priests

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Establishing themselves in the cyst left by their dead god, a zealot band of Shrooms, a race known for bizarre projects and subtle objectives, has now been working for decades on the strangest task of their strange history.

They are growing themselves a new god.