



This cave is not unoccupied. Roll 1d6 and consult the adjacent table. Adjudicate the encounter based on the results. For example, if giant spiders are intelligent in your game, the monstrous arachnid, undoubtedly hungry, attempts to ambush explorers at the most opportune moment. A sleepy bear, on the hand, probably just wants to be left alone.

**Treasure:** Any treasure found in this cave largely depends on what creature or creatures are encountered. In the bottom right corner of the cave, behind the column, bandits have buried a small amount of loot, planning to return for it later. A leather pouch, concealed in a cavity in the wall behind some rubble, alert adventurers can find 6d8 silver pieces, 4d6 gold pieces, and a silver signet ring worth 10 gold pieces.

### Who or What's in Area 3?

d6	Occupant
1	A giant spider
2	1d4 orcs
3	A sleepy bear
4	A giant snake
5	1d6 bandits
6	A cowardly Magic-User and his monkey

### The Tombs

From here on is a reverse dungeon. The true entrance to the complex is area 15. When the whispering worms and their slaves build the tombs, they first constructed the winding stairs up toward the surface. Areas 9 through 15 are “public” places. Areas 4 through 8 are the tombs proper, and they are sealed off from the rest of the dungeon.

**4. Sealed from the Other Side.** *The cave floor has collapsed into a chamber below. Below the hole is a mound of rubble. Between the bottom of the hole the rubble below? About 20 feet of open air. (Once in the chamber) The chamber itself, circular and showing evidence of solid construction, appears to have once had two exits. One, a corridor, has collapsed. Unworked stone and masonry choke the passage. The other exit is a sturdy wooden door, reinforced with rusted iron bands. Rag-draped, skeletal remains of what were probably humans lie against the walls and near the door.*

The slaves who labored on the tombs were sealed in this chamber as offerings to the whispering worms obscene deities. Sure enough, their skeletal remains animate and attack intruders. The skeletons fight until destroyed or until the intruders die or flee. Closer inspection of the room reveals shackles, long disused, as well as gouges such as could be made by fingernails on the door. Observant heroes may note what appear to be gnaw marks on some of the bones. The door is sealed, the seam between it and the wall filled with concrete as well as being barred from the opposite side. There is nothing of value in this chamber.

**Skeletons (x4):** *HD 1; hp 2, 3, 5, 8; AC 8 [11]; Atk 1 strike (1d6); Move 12; Save 17; AL N; CL/XP 1/15; Special:* Immune to sleep and charm spells.

**5. Locked Door.** *Another study door, sealed by two heavy locks. The locks show little sign of rust. Mosaics showing humans in chains bearing heavy loads past worm-like creatures decorate the walls to the left and right of the door.*

*Nota Bene:* In areas 5-8, emphasize the nearly pristine condition. Little in the way of vermin has found its way into the tomb. No cobwebs. No rat droppings. Little damage from mold or moisture. Except for the collapsed ceiling in the previous chamber, the tombs remain sealed.

The door and its locks are nothing out of the ordinary. A character with appropriate education and background might recognize the “worm-like creatures” as whispering worms. Inside the room are various tools necessary to dig through and otherwise work stone. Once construction was complete, the tools were locked up here since whispering worm tradition forbids the re-use of tools used to construct of a tomb. The tools show obvious wear and tear, but are still in relatively good condition. None of them are all that valuable.

**6. The Descent to Hell.** *The doors into this chamber are sealed by two heavy locks each. Plaster covers the walls, and horrible murals cover the plaster. The scenes depict worm-like creatures cavorting with demons and oozes, worm-like creatures feasting on humans, worm-like creatures worshiping obscene deities atop stepped pyramids beneath lightless skies. In the middle of the chamber is a rectangular stone, about three feet high, the top hollowed out to form an oblong basin. Drains in the basin lead into the rock and apparently lead to holes near the floor, which remains stained black from long dried, horrid fluids.*

The basin was once used to prepare a deceased whispering worm for burial in preparation for its descent into hell in the next life. There is nothing of value in this room.

**7. The Three Terrors.** *The stairs descend to three interconnected chambers, each one hexagonal in shape. Pedestals atop which sit cast iron braziers stand near several of the walls, which are decorated with horrifying mural depicting three different abominations feasting on screaming masses of surface dwellers. Worm-like creatures and giant scorpions join in the slaughter. The braziers contain a fine, powdery substance.*

The three abominations are Mahluq, Qotillik, and Vahshiy, the three main demon lords worshiped by the whispering worms. The fine, powdery substance in the braziers is infernal incense made from crushed coals taken from magma pools so deep and fiery that they border the material and hellish realms. The incense has an acrid scent that good characters find unpleasant.

If an open flame is touched to the incense, it ignites violently. Anyone within 5 feet of the brazier must make a saving throw or suffer 1d6 points of damage and be blinded for 1d4 rounds. The next round, acrid vapors fill the chamber. Anyone who inhales these vapors must make a saving throw. Horrifying visions afflict those who fails this saving throw, and these poor souls flee in terror at maximum speed for 3d4 rounds.

**A. The Tombs of the Whispering Worms.** Southwest of the Three Terrors await the actual tombs. The depictions of mass murder continue in these chambers. Each sarcophagus is about three feet high, five feet long, and weighs more than 500 pounds. They are sealed with iron.

Each sarcophagus contains the mummified remains of a whispering worm, each of which was buried with treasure for use in the next life. Unfortunately, through the secret door near the southernmost sarcophagus, is a fourth burial chamber in which rests an undead guardian.

If any of the sarcophagi are broken into, the guardian whisperer wriggles from its resting place to attack. It opens with its psychic blast and then shifts location to attack the nearest paralyzed target.

**Treasure:** In the various sarcophagi can be found the following treasure: 600 gold pieces worth of coins, small gems, and bizarre figurines fashioned from silver and bone; a skeletal hand wired with silver and holding a 75 gp gem; a *Potion of Flying*; and a *Medallion of ESP*. The latter item is a mixed blessing since it automatically links the mind of its wearer with the hostile, alien minds of any whispering worms within 120 feet (no saving throw).

**8. Hall of Horrors.** *The walls of this corridor are decorated with murals even more horrible than those in the tombs below. Worm-like creatures ride litters carried by enslaved surface dwellers past pits from which leer obscene monsters. All manner of depraved actions occur in the background, and things that resemble unholy pairings of worm and humanoid seem to lead the worst of the outrages. At the far end of the hall, the corridor*



**Guardian Whisperer**

**Hit Dice:** 3+3

**Armor Class:** 6 [13]

**Attacks:** 1 bite (1d8)

**Saving Throw:** 14

**Special:** immune to non-magic weapons, other immunities, psychic blast, shift location

**Move:** 6

**Alignment:** Chaos

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

A guardian whisperer is a whispering worm transformed into an undead monster. Normal weapons cannot harm it. Like most undead, it is also immune to *charm* and *sleep* spells. Instead of biting, a guardian whisperer can unleash a powerful psychic blast that affects cone 30 feet long and roughly 10 feet wide at the base. All living creatures caught in this cone must make a saving throw or be paralyzed for 2d6 rounds. Once every 1d6 rounds, a guardian whisperer can shift location, teleporting up to 30 feet either before or after attacking with its bite.

narrows and arcs to the left and right, forming something like a half circle. Heavy double doors block further progress, but these doors are held fast by stout crossbars on the same side as the corridor.

Anyone who studies these murals for too long must make a saving throw. Failure means that character's dreams become haunted by activities depicted in the murals and in which the character actively, even happily participates. Each morning after these dreams roll 1d6: 1-2, lose 1 point of Intelligence; 3-4, lose 1 point of Wisdom; 5-6, suffer no adverse effect. The dreams persist for 1d4+1 nights. After this, lost ability scores points are restored gradually. Roll 1d6 again for each night's rest and apply the reverse of what is described previously.

Any of the three sets of double doors can be opened by the usual means. None of them are locked or barred.

## The Worship Chambers

**Bugbears** (x2): *HD* 3+1; *hp* 13, 14; *AC* 5 [14]; *Atk* 1 bite (2d4) or weapon (1d8+1); *Move* 9; *Save* 14; *AL* C; *CL/XP* 4/120; *Special*: Surprise opponents (50% chance).

**Goblins** (x8): *HD* 1d6 hp; *hp* 2, 2, 3, 3, 4, 5, 6, 6; *AC* 6 [13]; *Atk* 1 weapon (1d6); *Move* 9; *Save* 18; *AL* C; *CL/XP* B/10; *Special*: -1 to hit in sunlight.

**Zesstra**: *HD* 3; *hp* 18; *AC* 4 [15]; *Atk* +1 longsword (1d8+1) or hand crossbow (1d3 plus poison); *Move* 12; *Save* 12; *AL* C; *CL/XP* 6/400; *Special*: 50% magic resistance, -2 attacks in sunlight or magical light, 1-in-8 chance to be surprised, create lantern-like lights, limn a target (+1 to hit), darkness 15-ft. radius, sleep poison (-4 save), surprise opponents (75% chance).

**Gear**: +1 chain mail, +1 longsword, drow cloak and boots<sup>1</sup>, hand crossbow, 6 poisoned crossbow bolts.

**Treasure**: Zesstra has brought some treasure on her mission of exploration. She carries a Magic-User scroll in a leather case. The scroll has a single spell: *Stone to Flesh*. She also carries a *Frozen Concoction* in a belt pouch. In another pouch, Zesstra has 50 gold pieces, a smallish black opal (900 gp), a beautiful piece of azurite (30 gp), and a tiny citrine (5 gp). The bugbears each carry 1d8+8 gold pieces in assorted coins. The goblins each carry 1d4+1 gold pieces in assorted coins.

**9. Under Watchful Eyes.** *The portal opens into a circular chamber about 30 feet in diameter. A 10-foot-wide walkway encircles the area, and part of this walkway extends just over half way above the sunken floor. Stairs lead down from this projection. Within an alcove across the chamber from the entrances stands a horrific statue depicting some monstrous combination of insect, serpent, and ogre. The statue's prodigious, fang-filled maw gapes blackly.*

Characters may notice the arched exit from the floor of the chamber once they're close enough with appropriate light sources. The floor is 15 feet below the walkway, and the steps leading down are steep. Humanoid bones and dessicated husks of giant scorpions are scattered about on the floor below. A more recent kill - a solitary goblin - lies sprawled near the arched exit. The statue depicts an avatar of Mahluq, one of the whispering worms' horrid deities. Each humanoid creature that enters the floor below triggers the statue's magic, causing a half-sized giant scorpion to scramble from the statue's mouth and leap into the pit to attack. The scorpions vanish when killed, and they will not leave this chamber.

### Here Be Monsters!

Areas 9-15 are currently occupied by a gang of goblins and bugbears under the command of Zesstra, a dark elf. These monster entered the dungeon by ascending the stairs in area 15 from deeper caverns. Zesstra is fascinated by whispering worm artifacts and history, and she hopes to increase her knowledge and power by exploring the complex. Zesstra and her lackeys have not yet forced open the doors between areas 8 and 9.

When the characters enter area 9, roll to see where Zesstra is. She is always accompanied by two bugbear guards.

### Where Is Zesstra?

d10	Location
1	Area 10
2-3	Area 11
4-7	Area 12
8-9	Area 13
10	Area 14

<sup>1</sup> Zesstra's magic armor, magic sword, and special boots and cloak are all drow-made. All of this equipment will decay in sunlight, becoming useless after 2d6 days of normal exposure.

**Not-So-Giant Scorpion:** *HD* 3; *hp* 12; *AC* 5 [14]; *Atk* 2 pincers (1d6), sting (1d3 + poison); *Move* 12; *Save* 14; *AL* C; *CL/XP* 5/240; *Special:* Lethal poison sting (+2 saving throws).

**Treasure:** The dead goblin has 9 silver pieces and a half-eaten foot, probably from a gnome, in its pouch.

**10. Chamber of Defilement.** *Across the hall from a short flight of descending steps, the corridor is choked by rubble from an ancient cave in. The stairs lead down to a small room, slightly bigger than 10 feet by 10 feet. An oblong tub stretches the length of most of the eastern wall. Murals depict naked humans bathing in unclean substances while worm-like monsters watch.*

Victims sacrificed to Mahluq in area 9 were once ritually prepared in this chamber. There is a 10% that Zesstra is in this room when the characters enter area 9. If so, she is studying the murals, accompanied by two bugbear guards.

**Nota Bene:** There are eight goblins in area 11 to the north. If they hear suspicious noises, two will rush to alert Zesstra while the other six investigate, unless Zesstra is in area 10, in which case all eight investigate.

**11. Chapel of Chaos.** *Forty feet across and probably 100 feet long, this rectangular chamber with its vaulted ceiling is the largest room discovered so far. To the left on a dais sits a monstrous statue, a unwholesome riot of tentacles, claws, fanged grimaces, and lolling tongues. Across from the entrance is a closed door. To the right, nearly at the other end of the room is what appears to be a large basin, and behind the basin is a 20-foot wide archway. On the north and south walls, to the left and right of the basin as it is faced, are carved bas relief demonic visages. The murals in this room show worm-like creatures riding monstrous wasps while human slaves labor under inhumane conditions.*

Eight goblins lair here. It is 20% likely that Zesstra is here as well, along with her bugbear guards. The goblins are on guard duty, more or less. If Zesstra is in this chamber, she is reciting various wicked prayers before the statue, which depicts an avatar of Qotillik. Six of the goblins move to engage intruders while two others race to alert Zesstra. In addition to the threat posed by Zesstra and her lackeys, there are hidden magical threats in this chamber.

**Blood for Qotillik:** If human blood is spilled in this chamber, the ancient magic built in Qotillik's statue activates. For every three points of damage inflicted on a human or half-human in this chamber, a spectral emanation that somewhat resembles a wasp about the length of a man's forearm streaks from the statue. These emanations swoops and buzz around the chamber. Each round, there is a 5% chance per emanation that a randomly determined creature in the chamber will come into contact with an emanation (no attack roll required, but Lawful and Neutral get a saving throw to resist). The effect depends on the target's alignment. An emanation vanishes after it has struck a target or upon being hit in combat (treat the emanations as AC 6 [13]).

#### Effects of Spectral Emanations

Alignment	Effect on Target
L	Paralysis for 1d6+4 rounds
N	Slowed for 1d4+1 rounds
C	Hasted for 1d6+4 rounds

**The Infernal Basin:** When first blood is drawn from any non-Chaotic creature in the chamber, a hellish radiance begins to flicker in the basin. After this, the basin begins to fill with boiling blood with every subsequent wound inflicted on a non-Chaotic creature (which is hot enough to inflict 1d4 points of damage with a significant splash). It takes 18 points of damage total to completely fill the basin, at which time the demonic visages activate.

**The Demonic Visages:** If the infernal basin becomes completely full of boiling blood, it bubbles over and the demonic visages carved in bas relief open wide their maws, releasing two giant wasps. These monsters attack any creatures in the chamber except whispering worms.

**Giant Wasps (x2):** *HD* 4; *hp* 14, 25; *AC* 4 [15]; *Atk* 1 sting (1d4 + poison), 1 bite (1d8); *Move* 1 (Fly 20); *Save* 13; *AL* C; *CL/XP* 6/400; *Special:* Paralyzing poison, larvae.

**12. The Library.** *This room is about 20 feet wide and 25 or so feet deep, and its walls are covered with shelves laden with scrolls, books, and loose pages of parchment.*

There is a 40% chance Zesstra and her bugbear guards on in the library. Zesstra is studying ancient tomes full of horrifying events and infernal knowledge. The tomes are written in the decadent tongue of the whispering worms. What awful secrets these tomes might hold (and the consequences for learning them) are left to the Referee's imagination.

**13. The Torture Chamber.** *Instruments of torture adorn the walls. A terrifying contraption that resembles both the rack and a chair sits near the far wall. No murals decorate these walls.*

There is a 20% chance Zesstra is in this room with her bugbears. If so, she is testing the rack/chair on a disobedient goblin. Its screams echo for some distance. The chamber beneath the library was used to house sacrifices and prisoners. There is nothing of value there or in the torture chamber.

**14. Private Chapel.** *After the descending stairs and several yards of corridor, you arrive at a rectangular chamber some 10 feet deep and 15 feet wide. A terrible altar stone, carved to resemble a mass of intertwined worms and tortured humans of all ages, stands near the eastern wall. Murals depict blood-drenched ziggurats in sunless caverns surrounded by hordes of worm-like creatures.*

There is a 5% chance Zesstra is in this room with her bugbears. If so, she is deep in meditation while the bugbears stand watch. Anyone foolish enough to offer a blood sacrifice on the altar will activate an effect very much like the 5th-level Magic-User spell *Contact Other Plane* (no saving throw). Roll 1d6+1d4+2 to determine the plane of existence the sacrificer's soul is transported to. The sacrificer finds himself in the presence of one of the whispering worms' demon-gods.

If the sacrificer has fewer than 9 Hit Dice, his soul is captured by the demon-god and held prisoner. The sacrificer's body becomes comatose. It might be possible to rescue his soul from the demon-god's hellish, extraplanar dungeons before the demon-god consumes it, but would-be rescuers have only 1d6+6 weeks to execute the rescue. After that, the demon-god consumes the sacrificer's soul, destroying him irrevocably.

If the sacrificer has 9 or more Hit Dice and is not a whispering worm, he may interrogate the demon-god as if he were a Magic-User who cast *Contact Other Plane*. Increase the chance for temporary sanity by 15% if the sacrificer is not a Cleric or a Magic-User.

Behind the altar is a cleverly concealed secret door (1 in 12 chance to find, or 2 in 6 chance if the searcher is an elf or half-elf). The secret door cannot be found by casual observation. Beyond this door is treasure room, long unlooted by the denizens of the subterranean world.

**Treasure:** The treasure room contains three urns of decreasing size, each one containing 100 gold pieces worth of silver coins, gold coins, and platinum coins respectively; a lidless box holding 250 gold pieces worth of assorted gemstones; a *Treasure Finding* potion, a scroll of *Protection vs. Metal*; and a *Ring of Poison Resistance*.

**15. The Grand Staircase.** *In front of you is a massive double door that has been battered down from the other side, a task that doubtlessly required great effort. Beyond the portal is an enormous circular chamber, surely more than 100 feet in diameter, circumnavigated by a 20-foot wide walkway. Eight statues depicting monstrous, worm-like creatures stand against the curving wall. Directly opposite the entrance is another horrid statue, this one depicting an entity that combines the most unwholesome features of a crab, an ape, and an octopus. The center of the chamber is a vast pit, and you see the top of a descending staircase that winds its way down into utter darkness.*

This ends *The Tombs of the Whispering Worms*. What further adventures and deadly threats await at the bottom of the staircase is up to the Referee!

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