

Advanced Dungeons & Dragons®
2nd Edition

PLANESCAPE

CAMPAIGN EXPANSION

PLANES
OF
CHAOS



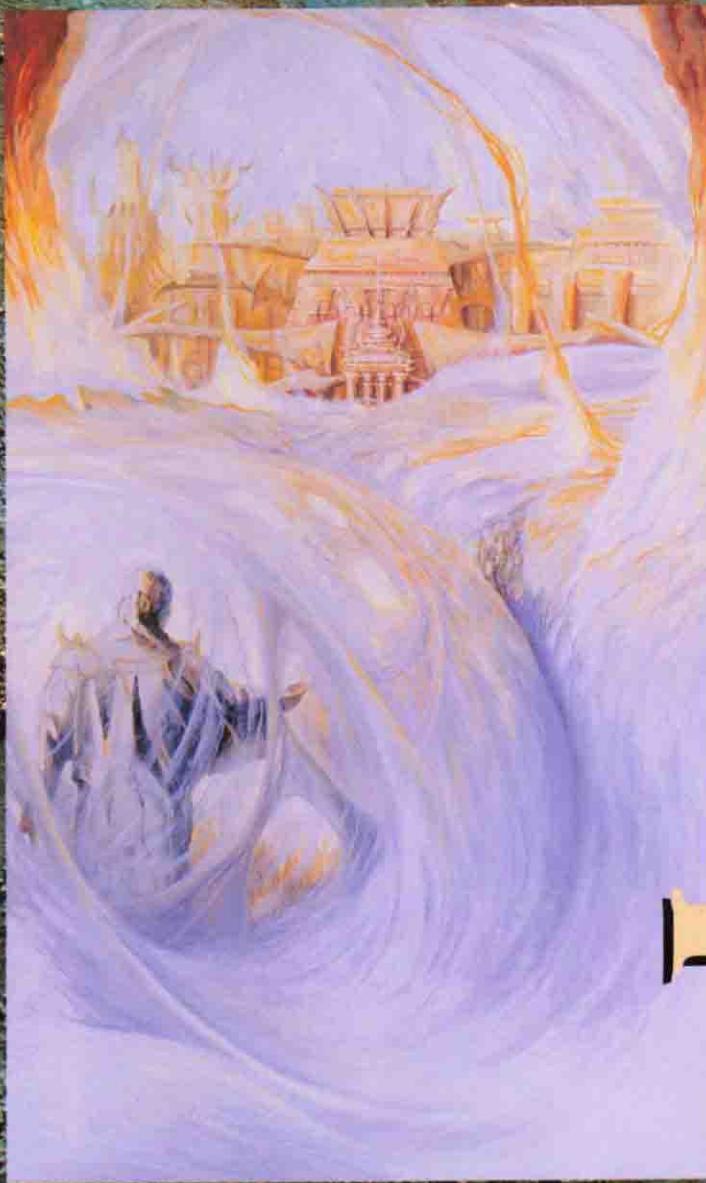
PLANES

SCAPE™

CAMPAIGN EXPANSION

P·L·A·N·E·S of

CHAOSMS



THE
TRAVELOGUE



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BE GOOD.

IF YOU CAN'T BE GOOD,
BE QUICK.

— MASTER NESØ + THE DARK

Without a doubt, Sigil's a wondrous city. Under the watchful eye of the Lady of Pain, it serves as a crossroads to all creation, drawing all sorts of creatures to its thorny bosom. Where else in the multiverse could a basher ever think to see a deva and a balor arm wrestling to settle a dispute? Only Sigil has the character to draw them both in . . . and the might to keep them both civil.

Despite its wonders, though, lots of cutters find themselves with a desire to leave the city from time to time. For some, it's wanderlust. For others, it's expediency (like a price on their heads).

In either case, many of them find their way to the Chaos side of the Great Road, where laws are loose and every cutter's his own boss . . . at least as long as he stays out of the clutches of something more powerful.

This book's a guide for cutters who're about to head for the Chaos planes: It'll share a few secrets of the places they'll find there and the souls they'll meet. That means

that this book is intended for both players and the Dungeon Master. The Book of Chaos and Chaos Adventures, on the other hand, should be read only by the DM — others should keep their noses out of them, berk!

TRAVELING +HE PLANES

Bloods know that when it comes to crossing the planes, a soul'd best be prepared. A basher can't just expect to stroll from one place to another like on a prime-material world. For one thing, the planes are so big there's infinitely more ground to cover. For another, even in the most "normal" regions, the terrain itself — whether it's mountain, river, gorge, or whatever — is wrought on a grander scale. And, of course, many of the planes are just plain deadly in their own right. Clueless berks can be roasted, drowned, dissolved, frozen, crushed, or just plain killed before they even know what's hit them, if they don't take a bit of care. Then there's the natives, many of whom have served for ages as the stuff of prime world nightmares. The moral is, a cutter's got to know what she's about before she sets out across the planes.

AND ENJOY
MY STAY, +
+TRAVELER! WELCOME YOUR
— A XAOSITE+ NAMED
SIVAL . . .
FOR +TODAY

COVERING +HE DISTANCE

Everyone knows that a body can't expect to get anywhere traveling the planes cross-country. The planes are just too bleeding big, and there's lots of places that are far too remote to walk to. Sigil's the best example of that, because it can only be entered by portal. But even outside of Sigil, portals, conduits, or spells are almost absolutely necessary for long-distance travel. 'Course, that doesn't mean cutters never walk *anywhere*. For one thing, if they're using a portal or the like, they have to walk to it to begin with. And it's not likely to drop them exactly where they want to be, so there's some walking involved again on the other end. Often as not, that'll lead to another portal, gate, or whatever, which



*The Chaos planes, imagined from top to bottom as a "slice" of the Great Ring:
Arborea, Ysgard, Limbo, Pandemonium, the Abyss.*

takes the travelers closer to their destination but still leaves them some ground to cover.

For most cutters, then, a trip from their kip in Sigil to, say, the town of Windglum in Pandemonium, involves a series of short journeys to reach their next jumping off point. First, they'll have to walk across Sigil to the first portal they're planning on using. Unless they know of one leading directly to Bedlam – the town where Pandemonium's gate is currently located – they'll have to settle for dropping somewhere else in the Outlands. If they're a small group with a powerful enough wizard, they can then teleport directly to Bedlam, assuming the wizard's familiar with the place. But like as not, they'll have to travel across the Outlands for a short bit, instead, looking for a local who can show them a conduit or other pathway leading closer to that town. Wherever that drops them, they'll probably have to walk a short distance to enter Bedlam itself, then across town to Pandemonium's gate. Once through the gate, they'll have to walk some more to find a passage to the plane's third layer, then again to reach Windglum itself. And while the walks themselves aren't long in each case, a cutter still has to deal with each environment.

The ironic thing is, there's likely a portal somewhere in Sigil leading directly to Windglum, if only the travelers could've got someone to point it out to them. But given the politics of Sigil, that might have taken even longer.

SURVIVING THE ENVIRONMENT

Forewarning's the secret to surviving on a plane with a hostile environment. Before crossing through a threshold to another plane, a basher needs to know how to endure its conditions. The trick to that is simple: Ask someone who's been there. If there's no one available before the journey who knows, a basher should be ready to ask some of the locals when he gets near the threshold. They've been dealing with the environment for as long as they've been there, and they know its dangers. Even if they're naturally adapted to the conditions and aren't threatened by them personally, the locals have seen lots of adventurers come and go. They've had the benefit of seeing how those visitors survived or didn't, and can pass along their secrets to those who ask. 'Course, convincing them to help can be a bit tricky sometimes. But it's worth the trouble to avoid dying from ignorance.

DEALING WITH THE NATIVES

Naturally, travelers not only have to survive the plane itself, they also have to know how to deal with its natives. Here again, the main trick to getting by is to ask

ahead of time. If a cutter can't get the information before leaving home, he's got to seek it out on the way. Usually, there'll be *someone* he can dicker with for the necessary knowledge. If nothing else, there'll be a basher who's set up shop on or close to the plane in question, and who makes a living by provisioning visitors and advising them. That advice includes knowledge of the natives a cutter can expect to encounter, and the niceties of getting along with them. Just be sure to bring along a lot of goods to trade with, because these information brokers can be expensive sometimes, especially if they know they've got a basher over a barrel.

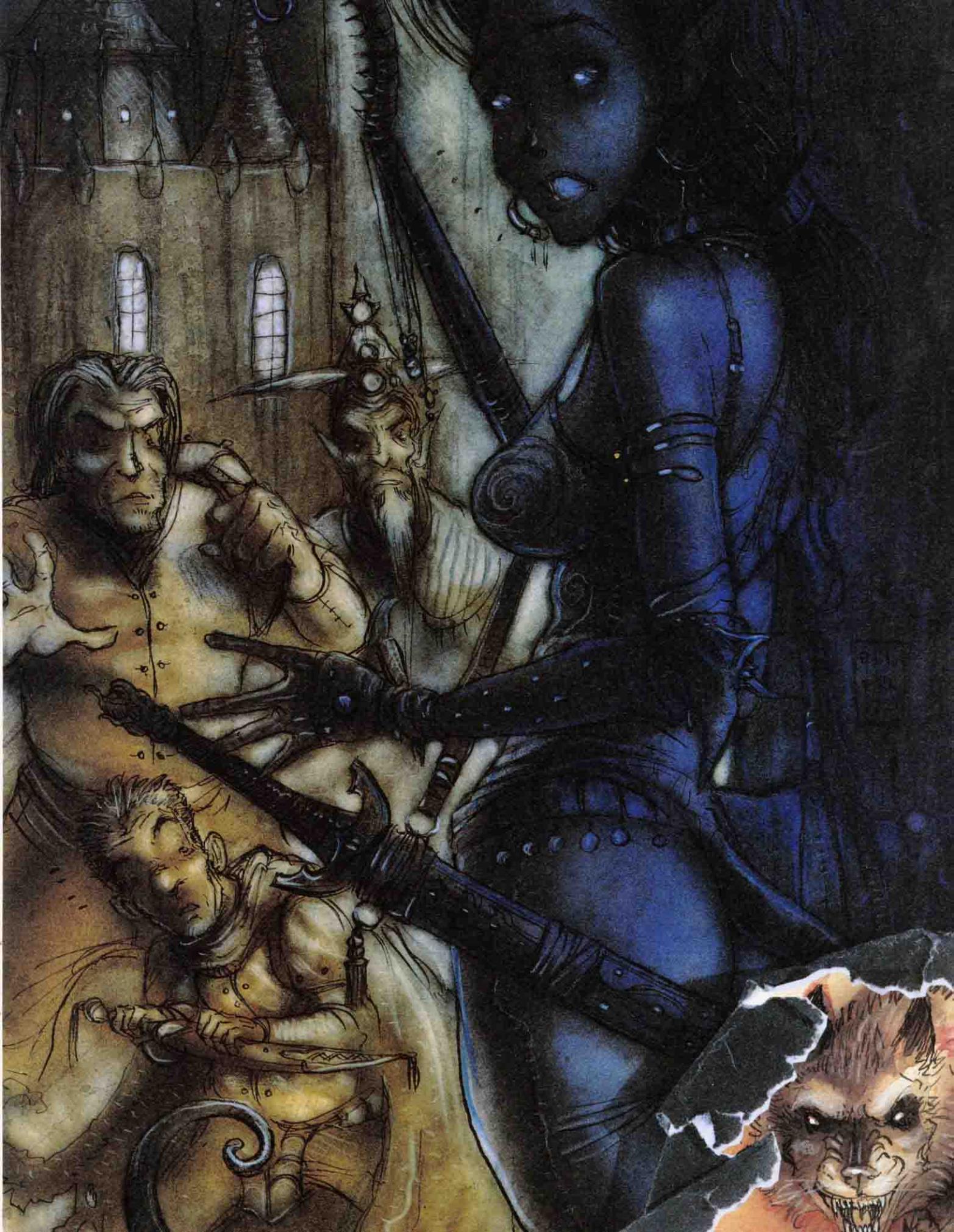
If, despite asking ahead of time, a cutter meets up with something she wasn't warned about, the next best thing to being prepared is to stay calm. Not everything that meets a cutter wants to kill her, so staying cool gives it time to have its say. By the same token, those things that do want to kill a cutter on sight often mistake calmness for confidence. That makes them hesitant to fight, at least till they've sized the cutter up to see how much of a threat she really is. And while they're doing that, she can size them up as well, so when the fight does come, she knows whether to stay or run.

That brings up the third trick to dealing with the natives: Don't be afraid to flee. It's much better for bashers to pack it in and move along when outmatched, because they can always come back better prepared. In effect, they've won even though they fled, because now they have information they didn't have before.

PLANAR POLITICS. If Sigil is, as some claim, the heart of the planes, faction politics is the lifeblood pumping through that heart. And Sigil's factions reach outward to the rest of the planes as well, affecting much of what transpires there.

However, not everyone on the planes gives a fig about Sigil's factions. The most obvious example is the denizens of the prime worlds, who are as clueless about the factions as they are about other planes in general. But even on the other planes, a lot of souls are either ignorant of the factions or disdainful of them. In fact, in some places, local philosophies or concerns outshine Sigil's factions in importance. Within the githzerai strongholds in Limbo, for instance, the politics of terrain shaping is extremely important. And from Ysgard there has spread a philosophical outlook whose adherents are known as the Ring-givers. These and other examples are detailed later in this book, with the planes on which they're most commonly found.

Among Cagers, it's common practice to refer to such groups as *sects*, so as not to confuse them with the factions who run the various aspects of Sigil. Now, that may seem a pretty pretentious attitude for Cagers to take, but considering how snobbish and self-absorbed they can be, it's a wonder they deign to recognize outlying groups at all.



IN + THE ABYSS

and he'll even pass on some helpful advice about the place. According to old Rule-of-Three, a berk's got exactly three priorities in the raging madness of the Abyss: surviving, finding an exit portal, and getting out.

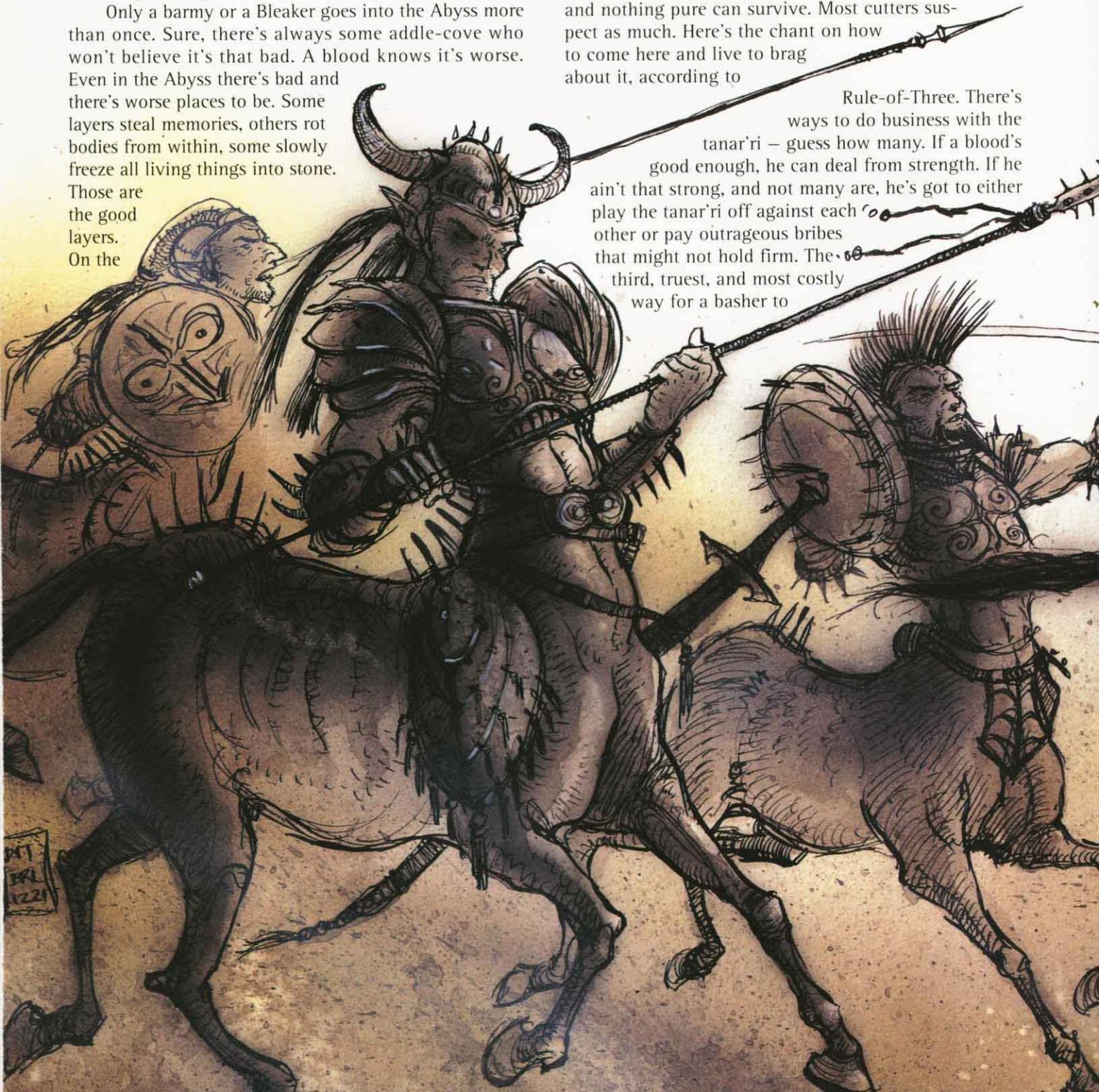
Only a barmy or a Bleaker goes into the Abyss more than once. Sure, there's always some addle-cove who won't believe it's that bad. A blood knows it's worse. Even in the Abyss there's bad and there's worse places to be. Some layers steal memories, others rot bodies from within, some slowly freeze all living things into stone. Those are the good layers. On the

There's a tanar'ri living in Sigil called Rule-of-Three. For a fiend he's almost a decent sort, and he knows the dark of the Abyss better than most. Catch him at the right moment

bad layers, the water's poisonous, the sunlight burns, or the air is pure smoke. Fires, lightning, and poison don't bother tanar'ri, so some of the layers that they inhabit aren't what anyone else would call tolerable. Still, the dark of it's that most layers of the Abyss are desolate but not unlivable, at least not for bloods with priestly and wizardly magic at their disposal. Trouble is, eventually a berk's bound to walk through the wrong gate and wind up on a layer she can't survive. A trip to an unknown layer is a quick way to wind up in the dead-book.

So the Abyss is a nightmare where everything rots, and nothing pure can survive. Most cutters suspect as much. Here's the chant on how to come here and live to brag about it, according to

Rule-of-Three. There's ways to do business with the tanar'ri — guess how many. If a blood's good enough, he can deal from strength. If he ain't that strong, and not many are, he's got to either play the tanar'ri off against each other or pay outrageous bribes that might not hold firm. The third, truest, and most costly way for a basher to



survive a trip to the Abyss is to make himself useful to one of the bloods here, a true tanar'ri with a stronghold and the power to enforce a pass of safe-conduct.

Rule-of-Three says there's also three (naturally) quick ways for a cutter to give the tanar'ri the laugh. They've worked many a time to give a basher a second chance.

1. Tanar'ri are always suspicious of each another. When a fiend asks awkward questions, start talking about his enemies and watch him twitch. In the Abyss, everyone's looking over their shoulders.

2. Never underestimate the value of a little garnish. While a guardian of Baator takes his responsibilities seriously, a tanar'ri does his duty only if he might be caught. So long as the bribe isn't insulting, he'll pocket it. Whether he stays bribed is another question.

3. Though the tanar'ri all fear the lords, they ain't loyal. Remember that, and turn it against them. Offer a tanar'ri power or revenge, and he may turn stag.

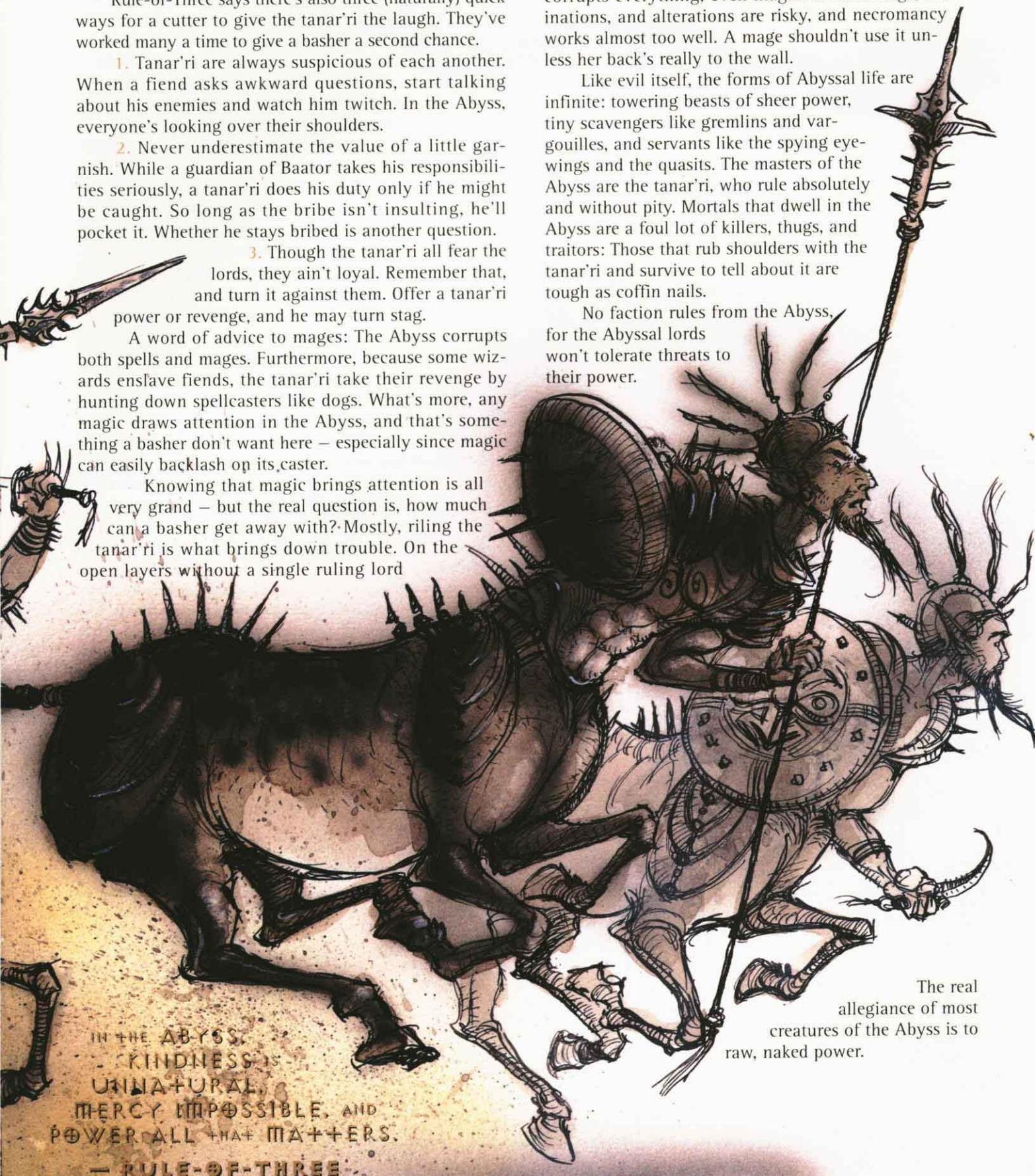
A word of advice to mages: The Abyss corrupts both spells and mages. Furthermore, because some wizards enslave fiends, the tanar'ri take their revenge by hunting down spellcasters like dogs. What's more, any magic draws attention in the Abyss, and that's something a basher don't want here – especially since magic can easily backlash on its caster.

Knowing that magic brings attention is all very grand – but the real question is, how much can a basher get away with? Mostly, riling the tanar'ri is what brings down trouble. On the open layers without a single ruling lord

(like the Plain of Infinite Portals), anything goes. Spells go off more or less the way they're supposed to. 'Course, even if a spell goes off, it ain't always helpful; the Abyss corrupts everything, even magic. Summonings, divinations, and alterations are risky, and necromancy works almost too well. A mage shouldn't use it unless her back's really to the wall.

Like evil itself, the forms of Abyssal life are infinite: towering beasts of sheer power, tiny scavengers like gremlins and vargouilles, and servants like the spying eye-wings and the quasits. The masters of the Abyss are the tanar'ri, who rule absolutely and without pity. Mortals that dwell in the Abyss are a foul lot of killers, thugs, and traitors: Those that rub shoulders with the tanar'ri and survive to tell about it are tough as coffin nails.

No faction rules from the Abyss, for the Abyssal lords won't tolerate threats to their power.



The real allegiance of most creatures of the Abyss is to raw, naked power.

IN THE ABYSS,
KINDNESS IS
UNNATURAL,
MERCY IMPOSSIBLE, AND
POWER ALL THAT MATTERS.

— RULE-OF-THREE —

THE PLAIN OF INFINITE PORTALS

The Plain is the gateway to the infinite layers of the Abyss, but it's a miserable place, its rocky ground cratered with gaping holes and dotted with iron fortresses under a glaring red sun. The craters are portals to every other layer of the Abyss, the entrance to the depths. A berk can't get anywhere without passing through the Plain first. More important, it's the best way to get out of the Abyss, with portals to Pandemonium, Sigil, and the Astral. Sure, bashers can make quick escapes from the Abyss by sailing down the Styx, but that leads deeper into the other Lower Planes, and sailing down the Styx often makes a bad journey worse.

The Infinite Plain being what it is, a wise cutter don't plan on a long stay: He plans quick raids into the depths or alliances with the local lords. Sure, the tanar'ri have hot tempers and long knives, but they'll keep their word as long as a basher is useful, or until they're bored with him, whichever comes first. A berk can't fight his way through every enemy in the Abyss, so a sharp cutter chooses allies that he can deal with when they turn on him.

The best way to travel the Plain and learn the chant of the Abyss is by staying at the fortress of Broken Reach. A succubus named Red Shroud built it on top of the Plague-Mort portal in the Outlands over two hundred years ago. Like a stinging beetle's nest, the Broken Reach is defended fiercely (but haphazardly), so a quiet basher can slip past the defenders at the gate. If a cutter don't make a fuss going in, no one blocks the way when he comes back out.

From the outside, the Broken Reach is a set of crumbling towers, surrounded by outworks of trenches, walls, and spiky barricades. The important sectors of the Broken Reach are underground; the portal to Plague-Mort itself is beneath the main hall, and is sealed off with a 20-ton slab of basalt when danger threatens.

The Abyss sees few willing visitors, but a berk can hear the accents of Sigil, the gibbering of Pandemonium, and the stutters of the githzerai among the hubbub. There's enough traffic that the Reach keeps small but lavish guest chambers directly off the main hall. Don't be fooled by its seeming civility: The Broken Reach don't give anyone second chances, and a basher who isn't prepared won't

last through the first night. The Reach takes the measure of anyone, and it devours the weak. For the strong, the Reach is a gathering point, a rallying point for followers, a place for fiery speeches against the baatezu; it focuses power and attention. Combat is more or less forbidden within the Reach, but death-matches happen every hour just outside the walls.

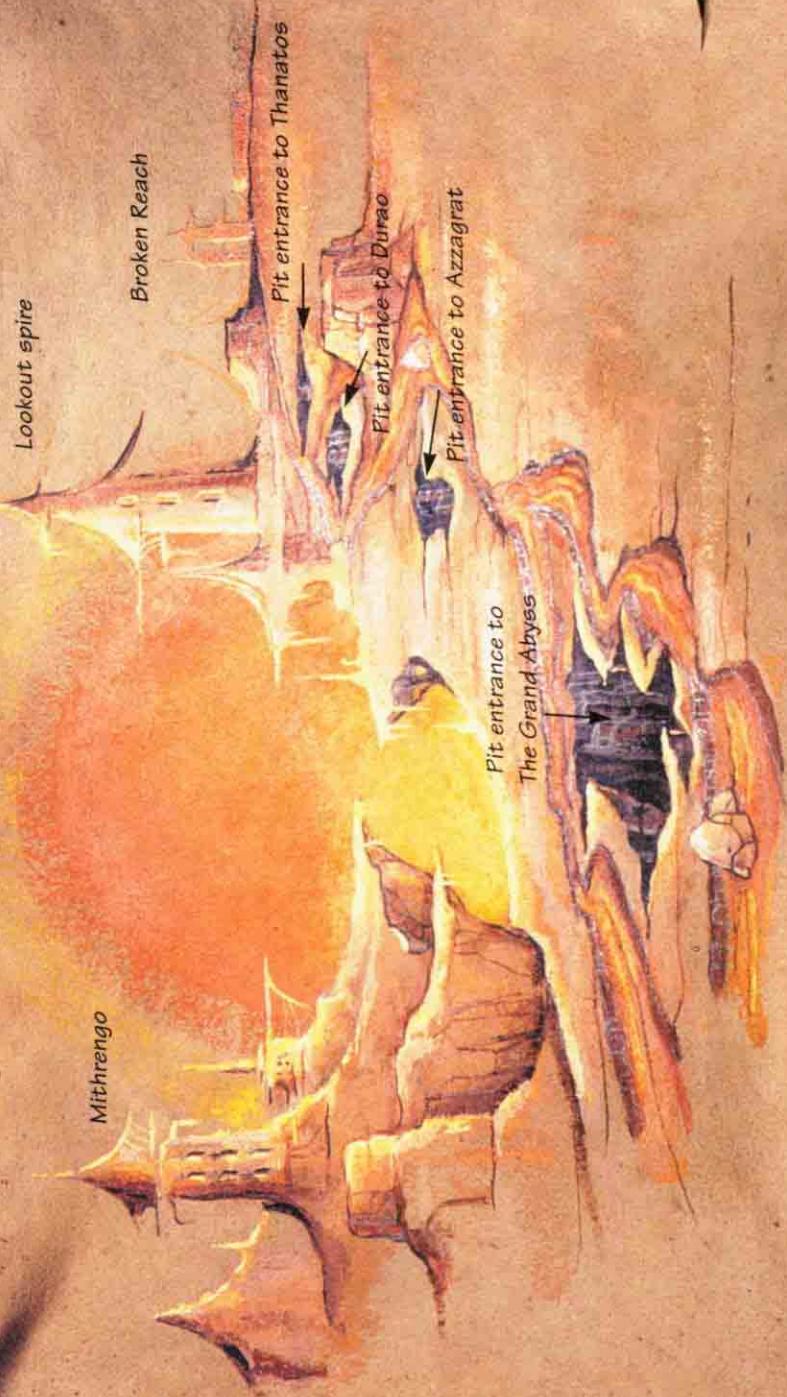
Red Shroud, a flame-haired taskmistress, enforces the rules with an iron will. She made her reputation as a poisoner and a font of dependable information. Under her guidance, its thick walls have protected it against five determined assaults, including attacks by tanar'ri mobs, githzerai, and even a minor Abyssal lord.

Red's authority covers everything within the walls, and she doesn't let vendettas threaten her guests. Likewise, Red encourages the molydei to search for conscripts elsewhere. But Red does demand obedience from all her guests, and she expects them to help enforce her fragile peace whenever anyone breaks the truce. Sometimes she orders the death of someone who simply enrages her, perhaps by wearing turquoise (an oracle told her the stone is unlucky), or by snoring, or by ordering cheap drinks. Sometimes she does it just because she can.

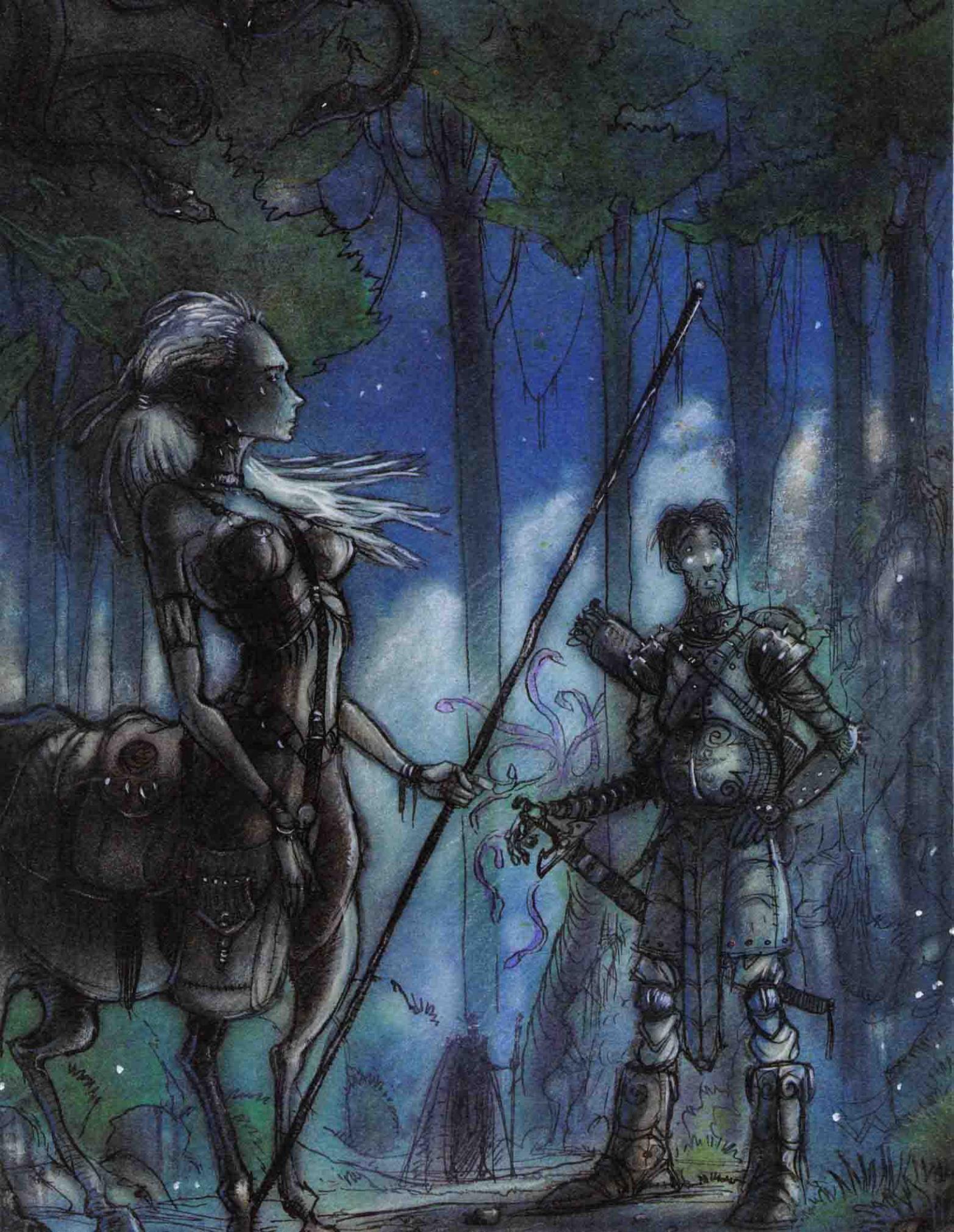
Rumors say that Red's consort can influence her, but she draws and quarters anyone who suggests it within her walls. Red's fourth (and current) consort is a nalfeshnee named Ygrax the Skullbiter. He's been a bit dim ever since he was wounded in the Blood War, and he seems content with a life of doglike panting whenever his mistress approaches, and is an obedient slave to her every whim. It's too convincing to be an act.

The Reach keeps good supplies of food and drink on hand, and its armory can outfit a small company of mercenaries in time of need — but Red likes to turn a hefty profit, and so all costs for goods are tripled. The bill of fare in the Reach usually reads something like this: fried lemure, fish soup, stewed fireweed, tamor tubers, roast ratatosk, poached varrangoin eggs, and grilled abyssal bat. The cellars are decently stocked with spirits, including Trav's larval beer (1 cp), Redcastle ale (3 cp), viperwine (venomous to everyone but tanar'ri, 4 gp), Stygian mineral waters (4 sp), fermented boar's blood (5 gp, said to increase a basher's strength), and, most prized of all, curdled aasimon blood (200 gp+).

A Bleaker dwarf with a withered arm has come from Sigil and has spent hours negotiating with Red. No one's sure why. Some say it's because a raid's supposed to go off soon against Mithrengo, the nearest fortress on the Plain. Others say Red's expanding her little empire, or she's eliminating a rival — still others say she's capturing a new consort. No one seems to consider that she might not be behind the raid at all. That's how powerful the fear of her is among the tanar'ri. Take it to heart, berk.



The Plain of Infinite Portals, the first (and possibly the most survivable) level of the Abyss. The tanar'ri fortresses that dot the layer are the homes to petty lords and upstart tanar'ri — and their rulers (and rules) are as changeable as the Abyss itself. On the horizon to the far right lies the fortress of Broken Reach. The spire on the edge of the gorge serves as a lookout for the Broken Reach, mainly to watch the fortress of Mithrengo (close left). The crevasses along the gorge lead to different layers of the Abyss; the four here are well known and lead to the layers of Thanatos, Durao, Azzagrat, and The Grand Abyss.



ZRINTOR, +THE VIPER FOREST+

Viper trees are common throughout Azzagrat, a set of three Abyssal layers ruled by a single lord named Graz'zt. Entire groves stand around many of the realm's palaces and towns. Rumor has it that at least one of Graz'zt's layers was once part of the Gray Waste, since shifted into his realm, and that this accounts for the large numbers of viper trees in the woodlands called Zrintor, the Viper Forest.

The forest stands on the first layer of the Triple Realm (the 45th layer of the Abyss), a doused, muted, and subdued layer. The screams and torments of the lesser and least tanar'ri and unfortunate planars fade into the background, nothing stands out, nothing's very noticeable, everything seems equally gray. This general fading makes stealth easier but it also makes the first layer of Azzagrat difficult to keep in mind. Travelers can't remember details of the forest or towns they saw here, though they remember the creatures and goods. In fact, all of Azzagrat is confusing because the three layers are constantly overlapping and moving through each other, fiery gates opening between them at random.

Some cutters, exhausted and staggering after fighting and bribing their way past layers and armies of tanar'ri, enter the three layers of Azzagrat and let down their guard. After all, the three layers look like a safer place than most in the Abyss; there's no hordes of clawed, drooling fiends, there's no fiery skies, no poison geysers, and no ranks of least and lesser tanar'ri on every side. The wide rolling forest of Zrintor provides cover, food, and protection against tanar'ri. The fact that the trees' branches are serpents is a minor problem.

Don't be a fool! Azzagrat's dangers are worse than most in the Abyss, because a cutter can't see 'em coming. The Viper Forest isn't a safehouse; it's a whispering wood of thinking, striking trees — creatures that allow some visitors to pass through unharmed and attack others mercilessly. Some bubbers even say that the trees can tear off their own branches, that they become writhing serpents that follow and poison a body.

There's a secret to getting through the Viper Forest, and most cutters don't tell it for nothing. It's like this: Berks who stroll into the woods by day usually don't live long. Those who go at night survive, because they carry torches, lanterns, or other sources of fire. Light alone, even magical light, ain't enough. The serpent trees fear flames more than anything, so don't ever let a campfire go out in the Viper Forest. 'Course, just avoiding death don't mean a berk's out of the woods.

Forest fires are a danger throughout Zrintor; when they rage, nothing but the will of Graz'zt can quench the fires, and Graz'zt enjoys the screaming of the trees as the flames render them into ashes. The fires

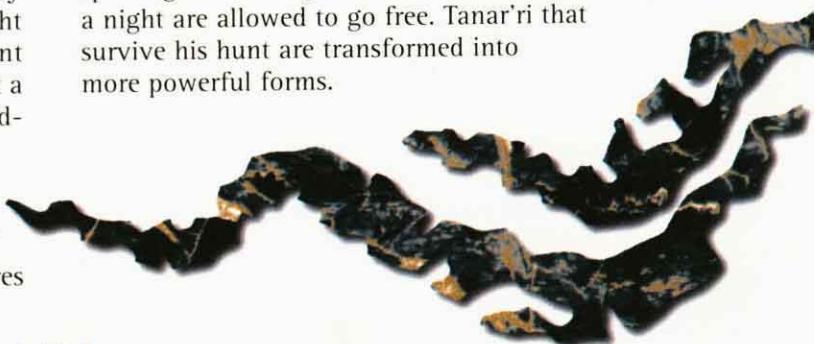
often catch unwary creatures as well, leaping from one volatile treetop to the next in moderate winds, spreading faster than a cantering warhorse. The fires are as powerful as a dragon's breath, and much less susceptible to flattery and bribery. Also, the forest recovers quickly from fires. New growth begins within hours, so burning a path out is likely to roast a cutter instead.

According to Rule-of-Three, there's three ways out of Zrintor. One of the common threads between the layers of Azzagrat is the River of Salt, a sparkling crystalline mass of moving minerals that are somehow liquid and solid simultaneously. Floating a magical ship or raft down the river usually leads quickly to the forest's edge. A berk's got to be careful, though: Creatures unfortunate enough to fall into the river are ground under by the rasping masses of sharp salt crystals. Anything that isn't choked by the salty dusts is usually reduced to a reddish paste within a few minutes.

That's the hardest way. It's sometimes easier just to look for the ovens. From place to place, gates open between the three layers, gates that burn like ovens of green fire. Walking into one of them leads from one layer's "oven" to another's; tanar'ri are unaffected by fire, but sods who aren't ready are in for a hot time. Naturally some of the ovens ain't gates at all — that's the tanar'ri idea of a joke.

The last way takes the most courage, but it always works. The Abyssal lord Graz'zt rules his realm from the shadows in the realm's largest city, a place called Zelatar — a city of alu-fiends, cambions, nabassu, shadow fiends, slow shadows, succubi, and tieflings. Graz'zt himself rules from the Argent Palace, a place of ivory towers and cold, mirrored halls. The palace is a frighteningly clean, echoing place where visitors often lose their guides to the ravenous, mad bodaks that guard it. The Palace is said to contain a direct, mature conduit to the Plain of Infinite Portals and other layers of the Abyss, as well as conduits to Pandemonium and Gehenna. The city of Zelatar also connects to the other two layers of the triple realm, where Zrintor don't exist. Go to the city, find one of the other layers, and walk out where the forest ain't.

The trouble with this method is that Graz'zt and his councilors hunt petitioners and planars in the Viper Forest, and the closer a basher gets to Zelatar, the greater the chance he'll become their prey. Graz'zt is a sporting lord, though: Those who survive for a day and a night are allowed to go free. Tanar'ri that survive his hunt are transformed into more powerful forms.



◆ NARATYR ◆

Bashers who've been to Naratyr shudder at the memory, but any fool set on plunging into the Abyss needs to know about the Lower Reaches. Called the City of the Dead, Naratyr is the capital city of Kiaransalee, the drow goddess of vengeance and the undead, and the entire layer is her realm. Like the rest of the Abyss, it ain't for the weak or the cowardly. Naratyr is a town built on icy river bluffs, with its lower reaches right along the waterline and its heights in the airless ice of Thanatos, the 113th layer of the Abyss. Don't sound safe, does it?

The city is the only habitable, civilized part of Thanatos, the Belly of Death, a cold layer of ice, thin air, and a black, moonlit sky, a place that belongs to the undead more than to the tanar'ri. Nothing truly lives here: no fields or forests, not even twisted groves of hardy viper trees. Quick as thought, any poor berk that dies in Thanatos becomes one of the power's servants, undead mostly but sometimes manes, dretch, or rutterkin. The transformation takes an hour or so, and, for the plane's petitioners, it's permanent. No one knows how planars change back, but sometimes they do — if they're lucky enough, and have powerful enough friends.

Built near the waters of the River Styx, Naratyr is a curiously silent and cold city, its streets often empty for hours at a time. Peaceful, really.

THE LOWER REACHES

The Lower Reaches are important to a planewalker because they're safe. There ain't many bolt holes available in the Abyss, so listen close. The undead won't enter the Lower Reaches because it's only for the unthinking undead. Lesser tanar'ri won't go because they're terrified. The greater tanar'ri think they'll be transformed into undead, though no one's ever seen it done (except maybe in the Winter Palace itself). Even the Abyssal lords won't follow a basher into the Lower Reaches; the chant is that Kiaransalee sucked the life force out of the last lord to rule Thanatos, and the Lower Reaches are her feeding grounds.

The truth is, the Lower Reaches are a chilled, ignored sanctuary of the Abyss, a place that the drow and the undead simply don't give a damn for. If the

living wander among the trash, well, they'll just be undead that much sooner. Zombies, skeletons, and a few Dustmen wander the Lower Reaches, picking through the refuse that the intelligent undead above throw to the scavengers below. Granted, it's

like living in a rubbish heap, but it's much safer than the Upper Reaches with their vampires, banshees, and constant ghast patrols; the Lower Reaches' worst threats are mindless puddings, cranium rats, and other scavengers. There's even the Scavenger's Luck, a tavern with the finest rot-gut and the foulest rations on the layer.

THE UPPER REACHES

Upper, airless Naratyr is home to warring bands of vampires, banshees, and spectres, all striving to outdo each other in fawning service to their mistress. They are constantly searching for living flesh to convert into new undead slaves to please their harsh goddess. The militia is called the Ivory Mace, a rag-tag gang of ghouls led by ghosts or wraiths. The captains of the Ivory Mace are babau; beware their deadly song.

Though Kiaransalee issues decrees from her nightmare throne of zombies and skeletons, the city's day-to-day ruler is Rauva Cormrael, a powerful priestess from the Prime. Her grip tightens when Kiaransalee withdraws to the Forbidden Citadel, a fortress many leagues away over the frozen wastes. Rauva's manor's high up in the Upper Reaches, guarded by scarab beetles the size of horses.

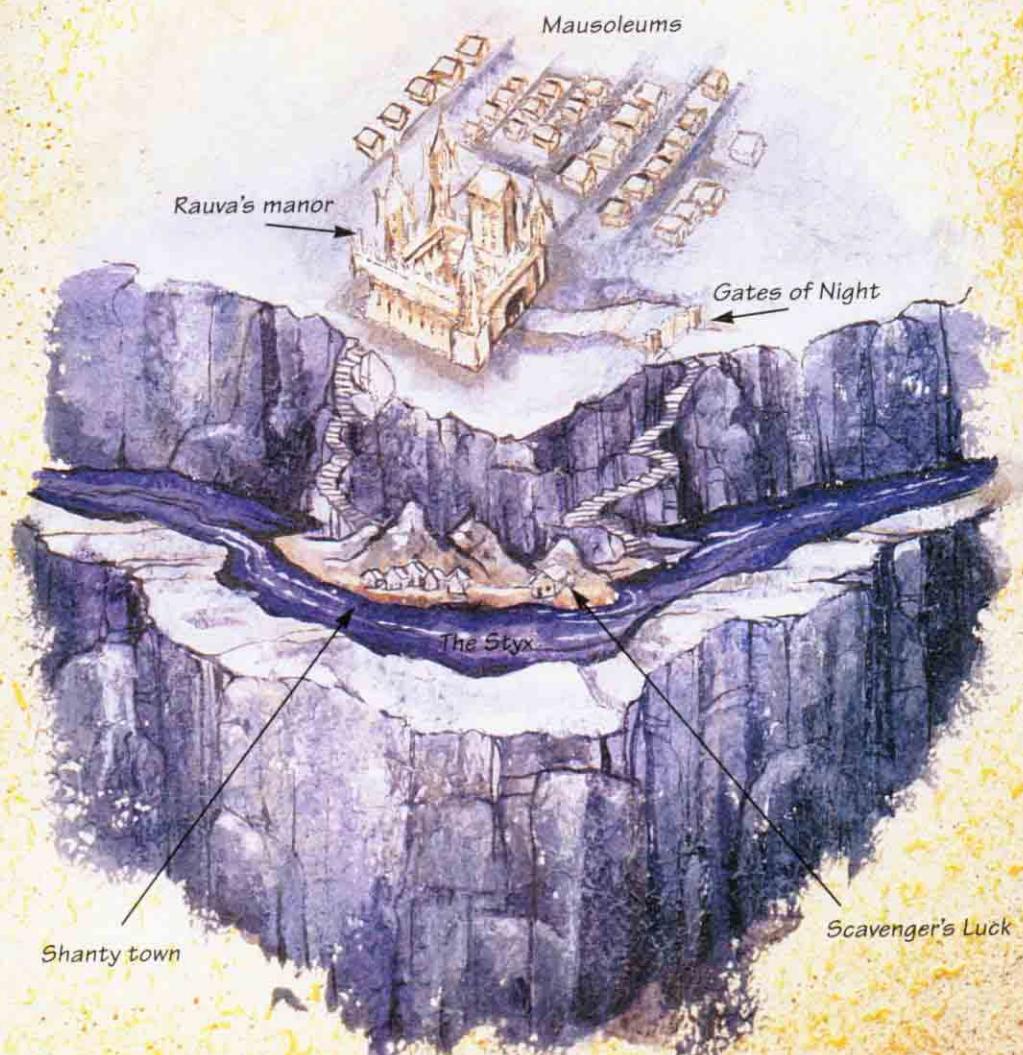
Ain't many services in Upper Naratyr, except for the tanar'ri and some undead. Upper Naratyr has but a single tavern for the warm folk, and few shops: The dead need no food or goods. Food, drink, and a warm bed are available at the Bottomless Well, an inn run by Crimson Mol, a constantly muttering basher who cleans his mugs obsessively with a bloody rag. The customers may still live, but their shuffling gait and numb speech are signs of their deep weariness and helplessness. Most of them are members of the Dustmen. The Dead are the most powerful faction on the layer; they're good guides for visitors, and they know where to find the best air, food, and water. Most undead ignore travelers accompanied by a Dustman. The Dead know they've got a lock on the living, and charge accordingly.

Undead slaves and servants are available for any berk who can stand the stench, and the costs are right enough, not more than a copper a day. Tanar'ri keep huge entourages of useless servants just to impress the Clueless. Most other goods ain't available; food costs triple the usual prices, since so few need it.

On the heights above even the thin air of the Upper Reaches lies the Winter Palace of Kiaransalee. Its carpets are woven from the hair of its former occupants, and the interior walls are made of flesh. In summer a regent called Rotting Jack rules the city in Kiaransalee's place, ignoring Rauva's commands. In winter, Kiaransalee herself rules from Naratyr.

THE DEAD ARE MORE RELIABLE
THAN THE LIVING.

*The Upper and Lower Reaches of the city of Naratyr,
a realm of the undead on the 113th layer of the Abyss.*



ARBOREA'S JOYS (AND SORROWS)

I'LL TRY ANYTHING ONCE.
WELL, MAYBE TWICE.

— FAIR LISANNE OF THE
SENSATES



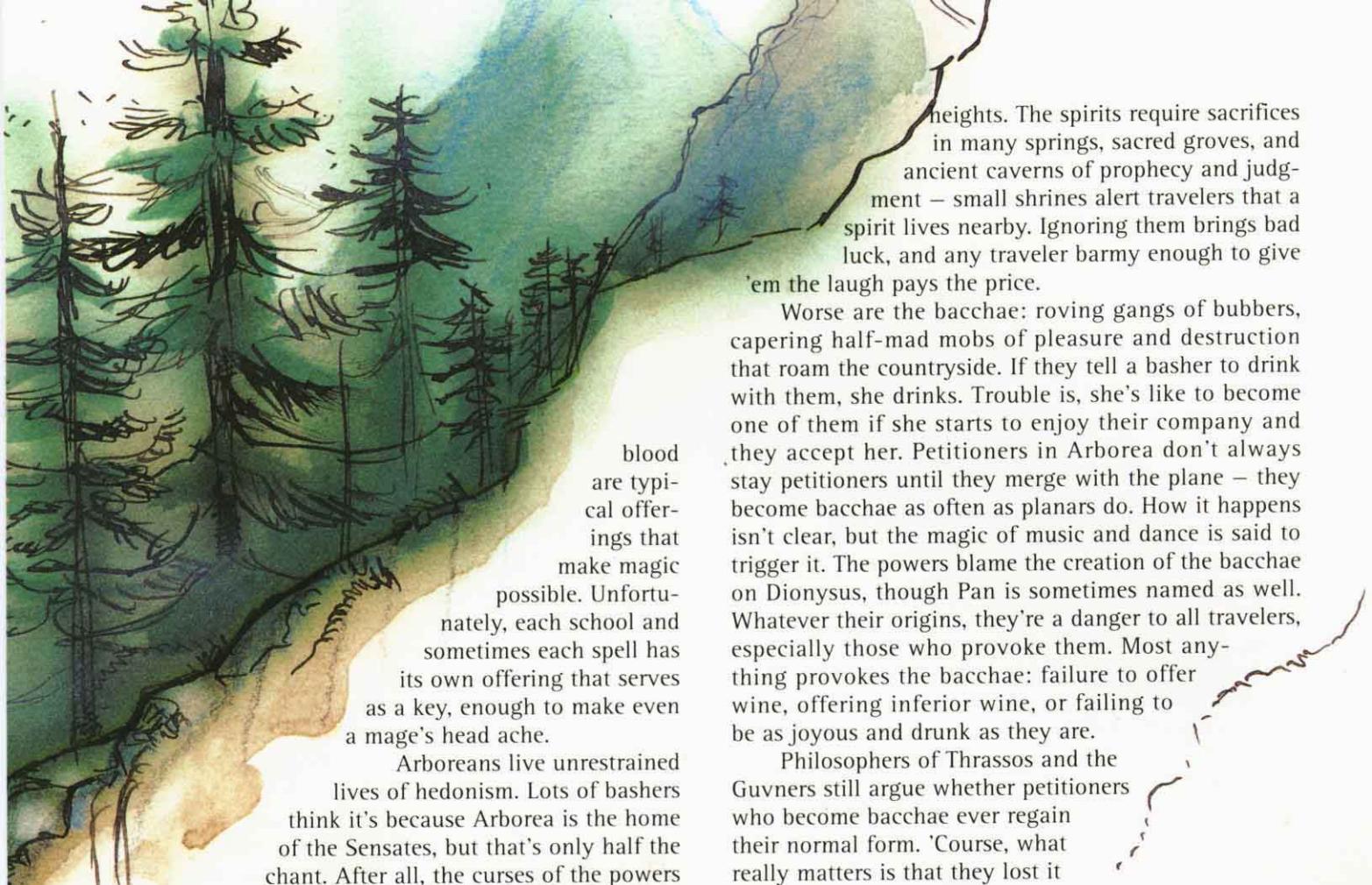
Arborea is named after its endless, rolling forests, but half of it's a land of fields, orchards, and meadows. Most of Arborea is harmless, and most of the time a cutter's as safe as a sheep in the fold. But there's wolves in the hinterlands, and even prowling powers.

Arborea doesn't have the wild, bloody dangers of the Beastlands or the obvious deathtraps of the Abyss, but all the same, a cutter'd better watch herself. The powers and the nature spirits demand their due, and woe to the berk who doesn't appease them — or worse, scorns their might.

Arborea's a land of deep emotions and powerful curses, loves, and hatreds. Petitioners are quick to react with anger, lust, greed, and envy. The good news is that charity, love, justice, and kindness run just as strong on the plane. Enchantments and charms function very well in the emotionally charged atmosphere of Arborea.

Course, like emotions, the backlash is stronger if a spell fails.

Magic requires small sacrifices to the nature spirits that rule every brook and grove of the plane. Spell keys in Arborea take the form of ritual offerings to the earth and nature spirits that make the spells function. Wine, oat cakes, milk, gold, olive oil, fine idols, unblemished animals, and a mage's



blood are typical offerings that make magic possible. Unfortunately, each school and sometimes each spell has its own offering that serves as a key, enough to make even a mage's head ache.

Arboreans live unrestrained lives of hedonism. Lots of bashers think it's because Arborea is the home of the Sensates, but that's only half the chant. After all, the curses of the powers can bring about tragic ends, including such ugly fates as exile, slavery, patricide, and blindness. Comparing oneself favorably to the gods, failing to make a sacrifice, offering an insufficient sacrifice, breaking an oath – these things are all trouble. Sad truth is, any sod can make a mistake, but in Arborea the powers might hold it against him. That's chaos, but it ain't pretty.

The greatest numbers of petitioners are the elves of Arvandor and the humans of Olympus. Sensates can be found in both camps, and the faction seems to rule the plane. In addition, the petitioners of Arborea include almost all sylvan races from centaurs, elves, gnomes, and humans to satyrs, nixies, and harpies. They're the commoners of the plane, tending to the good of the woodlands and meadows. Though not as wild as the Beastlands, Arborea still has many ancient groves in need of care. The Arborean petitioners treat this work with as much diligence and concern as peasants treat their crops elsewhere.

The petitioners are just pikers compared to the nature spirits that rule the land: every tree, every brook, and every hillock of Arborea. The elfin asrai are the water spirits, the powerful oreads rule every peak – including Mount Olympus – and dryads and sylphs rule the woods and the

heights. The spirits require sacrifices in many springs, sacred groves, and ancient caverns of prophecy and judgment – small shrines alert travelers that a spirit lives nearby. Ignoring them brings bad luck, and any traveler barmy enough to give 'em the laugh pays the price.

Worse are the bacchae: roving gangs of boppers, capering half-mad mobs of pleasure and destruction that roam the countryside. If they tell a basher to drink with them, she drinks. Trouble is, she's like to become one of them if she starts to enjoy their company and they accept her. Petitioners in Arborea don't always stay petitioners until they merge with the plane – they become bacchae as often as planars do. How it happens isn't clear, but the magic of music and dance is said to trigger it. The powers blame the creation of the bacchae on Dionysus, though Pan is sometimes named as well. Whatever their origins, they're a danger to all travelers, especially those who provoke them. Most anything provokes the bacchae: failure to offer wine, offering inferior wine, or failing to be as joyous and drunk as they are.

Philosophers of Thrassos and the Guvnors still argue whether petitioners who become bacchae ever regain their normal form. 'Course, what really matters is that they lost it in the first place. A basher should just be grateful that no planar's ever become one against his will.



◆ GRANDFATHER OAK ◆

First thing to know is that only the Clueless ask to meet Grandfather Oak. It ain't a person, it's a town, though a cutter wouldn't know that from all the elves who go about calling it "him" or "our grandfather." Entire villages are nestled in his branches, and each one of his flat leaves can bear a dozen elves' weight. The elves'll rattle their bone-boxes about Grandfather's moods, whims, and wishes, but the plain facts are that Grandfather Oak is the greatest and oldest tree of Arvandor, a gigantic tree with entire tribes of elves living in the leafy top and in the wide hollows between trunk and branches. A great dell between two of its roots is a chapel to Labelas Enoreth, the elven god of longevity.

Grandfather Oak's name and respect ain't so strange; just think of the lonely astral sailors who refer to their ship as a woman. The elves have shaped his living wood for countless generations, and elven generations at that. Grandfather's living quarters are built in the higher branches using deadwood brought up from the forest floor. The oldest shelters have become overgrown with Grandfather's wood. The elves also keep many guest chambers, small entrances carved into the trunk itself, like squirrel holes. Food grows on vines and orchards up and down the trunk.

Before rushing off to see Arborea's wonderland, remember that there's a sweaty side to living at the top of an oak. Criminals and visitors are sometimes pressed into pulling up water, earth, and deadwood on the tree's ancient winches and pulleys (if a sweet elven lass asks a cutter to help her, he'd best say no). Since hauling water up the tree is such back-breaking work, the elves also use rain-gathering gutters and huge collection barrels. When an elven cook turns a wooden spigot, water rushes through the spliced branches and pipes and into the pot.

Gnarled and ancient, Grandfather Oak's high-up is himself an ancient treant named Moss-Among-His-Roots, Wind-In-His-Leaves. He's creaky and weathered, even for a treant, with cracked bark, yellowed leaves, split and patched limbs, and a single remaining arm. Lots of berks think that Moss-Among-His-Roots, Wind-In-His-Leaves is dying, but the old tree has life in him yet.

Most planewalkers find that Moss-Among-His-Roots, Wind-In-His-Leaves is too slow about his deliberations (even a yes-or-no question may take a day to answer). A typical preamble to one of Old Mossy's answers runs something like, "Become one with the woods, we are all trees in the forest. Hear the song of the forest, and thrive as the forest thrives. Ponder each action, and grow slowly into the path that leads to joy.

Slow and steady, do nothing in haste." And that's him just clearing his woody throat. For quicker

action, they turn to Trillamir Evensong, a refined and clever half-elfen warrior with an eye for character. His judgments are recognized as just and binding within the limits of Grandfather Oak, though some treants grumble at his "hurried, slap-dash" approach. Tree-folk, of course, outlive even the elves, so most bashers understand that their view of time is more patient than practical.

The gray elves who live around the oak are bound by their own laws, appealing not to Trillamir but to their High King, Labelas Thenorean, and his court. They keep to themselves near Grandfather's roots. King Thenorean's wise rule has been a blessing to the often isolated gray elves, and his many children, grandchildren, and great grandchildren are sought after as advisors in all the elven courts. His warrior priesthood keeps Grandfather Oak safe from giants, titans, and the giant predators that roam the forest floor of Arvandor.

Knights of the post beware: Sharpening and robbing are risky here. The entire town turns out for a week of drill and archery practice twice a year, so everyone's a constable. The gray elves post a permanent guard at the roots who catch those who hope to slip away. Patrols wander up and down the trunk both day and night, and even the quickest cutpurse can't outrun arrows. The elves also depend on the warning of the nearby forest creatures; the cries of birds and squirrels are taken seriously.

A berk can't just light a fire wherever he pleases: Boulders have been brought up into the higher branches as fire platforms for cooking, tanning, and metalworking, and building fires elsewhere is forbidden. Since the oak's wood is green, fires don't spread easily except in late autumn, when dry leaves still hang from the branches. Instead of fire, Grandfather Oak is lit with magical light, so he has a soft, golden glow even in windy nights.

All services requiring fire cost more than usual; ironmongering, laundry, hot bathwater, and brewing and distilling all cost double. Leather and horn are rare in town; the elves substitute feathers and a forest form of flax taken from Grandfather's acorn husks.

The Oak was famed for its spider silk eons ago, but the trade died after Lolth's followers were banished. The entrances to those workshops have grown over, and, though no high-up has ruled against it, no elves go here. No one knows what remains in the empty spaces under the bark.

The town's elven woodcarvers are exceptionally talented and their work doesn't cost a wagonload of jink. The greatest is Woodmaster Morellian, famed for his black walnut carvings. Morellian is venerable even among elves, for he's seen more than 1,000 summers. He carves only one piece a year, auctioned off at mid-summer. Morellian's apprentice, a strange pale elf named Pomeriel of the Birch, is expected to carry on his work and is said to be a sorceress besides.



The tree-town of Grandfather Oak.

◆ MOUNT OLYMPUS ◆

The Olympian powers themselves dwell in halls and temples on Mount Olympus, which towers above all other places in the realm of Olympus. Far above the clouds and cares of petitioners, a lucky wayfarer may catch a glimpse of the powers as they send their proxies up and down the mountain to their many supplicants. The legends say that just being closer to the mountain brings a faster answer to a worshiper's prayers.

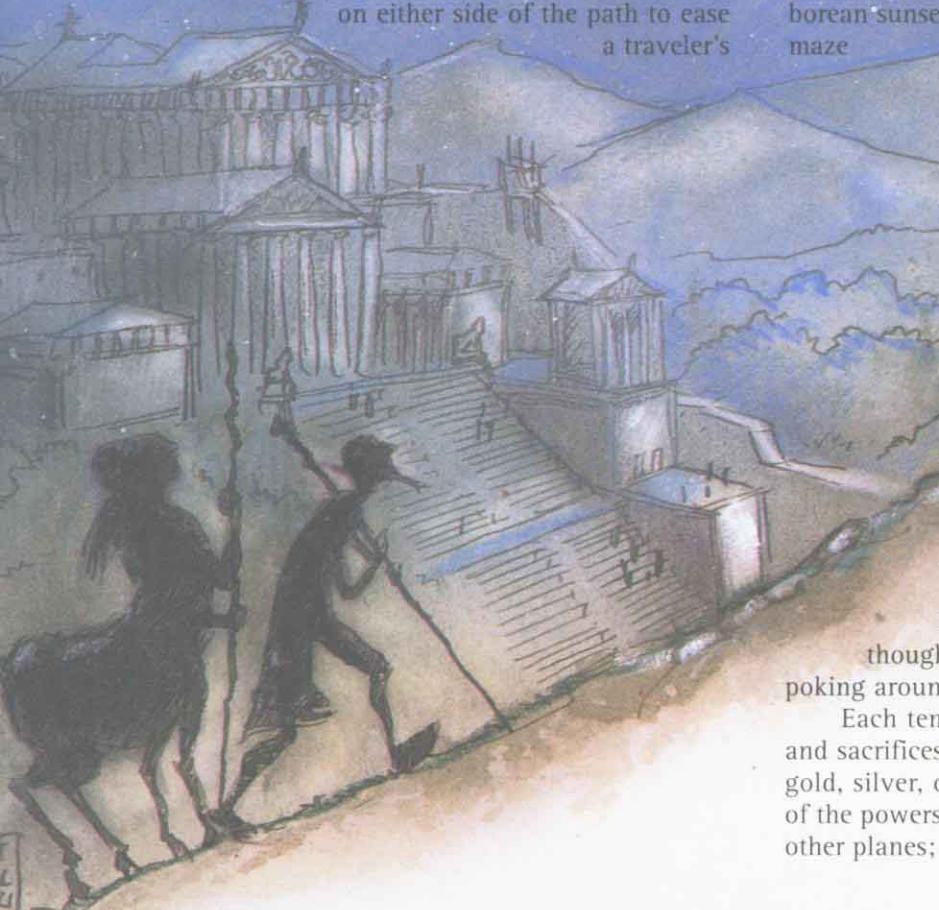
Travelers claim that just by standing on the peak, a basher can see for miles in any direction. Just by focusing right, the Guvnors declare, a soul can see almost anything going on within a hundred miles, and sharp-eyed cutters who squint just right can sometimes see into the other two layers of Arborea, to the stormy waters and spiral sea-city of Elishava in the second layer and the white sand wastes of Amun-thys, the only realm of the third layer.

Mount Olympus is a cloud-wreathed land of plenty, its slopes strewn with abundant olive groves, its lush foothills echoing with bleating sheep and clear shepherd pipes, the south slope home to fertile vineyards, and everywhere the small orchards of oranges and apples. Its woods and defiles are filled with the laughter of satyrs, nymphs, and sylphs.

The best path up Mount Olympus is on the gentle southern slope, where fine springs and vineyards sprout on either side of the path to ease a traveler's

thirst. Hidden paths lead through the mountain to other planes; a wrong turn can lead a pilgrim to the depths of the Gray Waste or to a random prime world. The spirits of stone guard these paths, for the powers are jealous of their shortcuts.

The portals of Olympus are open to anyone brave enough to travel them, the way the branches of Yggdrasil are. There's a dark to them, though: Some of the secret paths reveal themselves only to worshipers of the Olympian powers. Others attempting to follow a worshiper on one of those hidden paths are led astray into the Gray Waste. Further, the roads on Mount Olympus are guarded by monstrous hounds, the spirits of the mountain, and per, and the temples admit just the faithful. The mountain's pretty to see in an Arborean sunset, but it's a maze



and a waste
of time worse than the Hive
for those who ain't worshipers.
Considering that the portals of
Olympus only lead to three Lower
Planes and a number of odd Prime worlds,
though, doesn't give a basher much reason to go
poking around where he doesn't belong.

Each temple has a small outer shrine for offerings and sacrifices, a huge statue of the deity made of ivory, gold, silver, or precious stone. The temples and homes of the powers themselves are the site of many portals to other planes; the entrance to the power's actual home is



usually
well disguised,

some say by Hermes or
Pan, the trickster gods, others say
by Hephaestus, the smith.

Zeus's domain is the greatest of all, a citadel of polished marble and gold that stands at the highest peak. Here the father of the Olympian gods rules alongside Hera, his wife. Oddly, only their worshipers can see the entrance to their temple.

Aphrodite lives in a nearby palace of mirrorlike quartz and gems, where every surface reflects her own beauty. The entrance is hidden within a magical mirror, and at least one of its paths leads to the Gilded Hall of the Sensates. The stories tell that few who enter can find their way out, and those who do are vain forever after. For many of Aphrodite's worshipers, that don't seem like much of a change.

Apollo's temple and stage of beaten gold radiate internal sunlight. The Sensates love this place, and their poets are often found here declaiming verses to honor

the
god of
poetry.
Plays are often
in progress in
Apollo's amphitheater,
a white marble semicircle
carved into the southern
mountainside.

The lair of Ares is a massive battlement near the portal that leads down from Mount Olympus to all the spheres where the pantheon is worshiped, mirroring the hall of Athena, who dwells in a palace on the far side of that portal. Ares's citadel is said to be made of bone, Athena's of iron. Bersks who rattle on about visiting the palaces are probably pulling a cutter's leg, for both are as difficult to enter as any fortress.

Dionysus's palace is overrun with vines, each hanging heavy with grapes. Bacchae keep the hearth burning and the festival going even when the power's away, but few others would dare.

Hermes lives in a den of gambling within the mountain itself. This hall is perpetually shrouded in darkness to the eyes of all visitors except his worshipers, and the entrance to Hermes' cavern sometimes leads somewhere unexpected — after all, he is a power of travel.

Poseidon lives on the second layer of the plane, though he maintains a seaside shrine near Mount Olympus. Hades rules in the Gray Waste and rarely visits Mount Olympus. The lesser powers — such as Artemis, Demeter, Nike, and Tyche — have smaller homes among the huge and dominating temples and estates. Pan and the titan Prometheus live in the hinterlands of the realm, and they rarely come to Mount Olympus at all.

◆ THE GILDED HALL ◆

Between Arvandor and Olympus, near the city of Brightwater, lies the Gilded Hall of the Sensates, a place devoted to beauty and pleasure. The festivals never stop here, every race can speak to every other, and all sadness is banished within its gleaming walls.

The Olympians say that Aphrodite herself crafted the achingly beautiful spires and gracefully curving halls of the Gilded Hall, and that the waters of Canathas, the fountain of youth, were used to mix its mortar. Fiends have been killed by the sight of it, so powerful is the Gilded Hall's sharp and piercing beauty. Miraculous cures have been achieved by those who've been allowed to stay by the hall's *ecstasis*, its magical restoration of the spirit.

The elves have their own name for the Gilded Hall: They call it Perlamia, and visit it as pilgrims. The elves claim that Hanali had a hand in building the hall, laying the enchantments that create its shimmering beauty. Their poems speak of Perlamia as a person, a creature that does nothing but spread joy. Their sagas say that Perlamia sings when the hall is empty or silent, and that it speaks to the downhearted, telling them how to recover what they have lost. Others claim the palace of the Sensates ain't alive, but haunted by the spirits of those caught by its splendor.

Describing the Gilded Hall is a thankless task. It stands midway between the realms of Arvandor and Olympus, and though it lies in the valley between the two, it seems to command the surrounding countryside as surely as if it were atop a hill. The palace of the Sensates has an overwhelming, thundering glory that stops viewers in their tracks and strikes each heart in a different light, as if it were magically tailored to appeal to every eye differently. Bariaur compare it to a fine rearing filly, and dwarves speak of it as being constantly smelted and recast. Elven poets say it lives, constantly breathing, reborn, and they have despaired of finding words for its beauty, its radiance, and the joy it brings to even the most downcast of souls.

The Gilded Hall has been the target of fiendish attacks because of its beauty, which the tanar'ri and baatezu alike cannot abide. Least fiends are slain by the sight of the Gilded Hall, but all others are just enraged by it. Raids from the Lower Planes are common.

In purely architectural terms, the Gilded Hall is a palace of melded, flowing domes and eighteen large and small towers, all

thrown together in a way that leads the eye from point to point. Its entrances aren't obvious at first; the visitor must follow a path of discovery toward the entrances, which are hidden behind hedges, walls, or curving paths. Its enormous gardens are always blooming, and the smell of flowers is enough to make a basher sick after a few days. Sensates seem immune to the stench.

The view from inside is almost as dazzling as the outside – wrapped in mirrors and gilded with sheets of gold on every surface. The view is rich, luxurious, and open to all visitors who agree to obey the rules of the Sensates – which are not rules at all, but the motto of the hall: no compulsions, only persuasion.

The party never ceases in the Gilded Hall. Different wings wake and sleep during the night and during the day; dinner parties, hunts, picnic outings, garden parties, masked balls, and all-night drinking binges are all part of the hall's daily schedule. Oddly, the Gilded Hall never becomes overwhelmed with dirt and trash.

Though it brings out the beast in most visitors, the Gilded Hall is one of the few places where the bacchae seem tamed, even civilized enough to bathe. As long as they are within the palace walls, they neither destroy property nor convert others into bacchae.

The Sensates have trouble leaving the Gilded Hall; it traps them like flies in its web, for what fool would want to leave paradise? Some Sensates have lived out their entire lives within the mirrored halls, and it's said many are buried on the grounds.

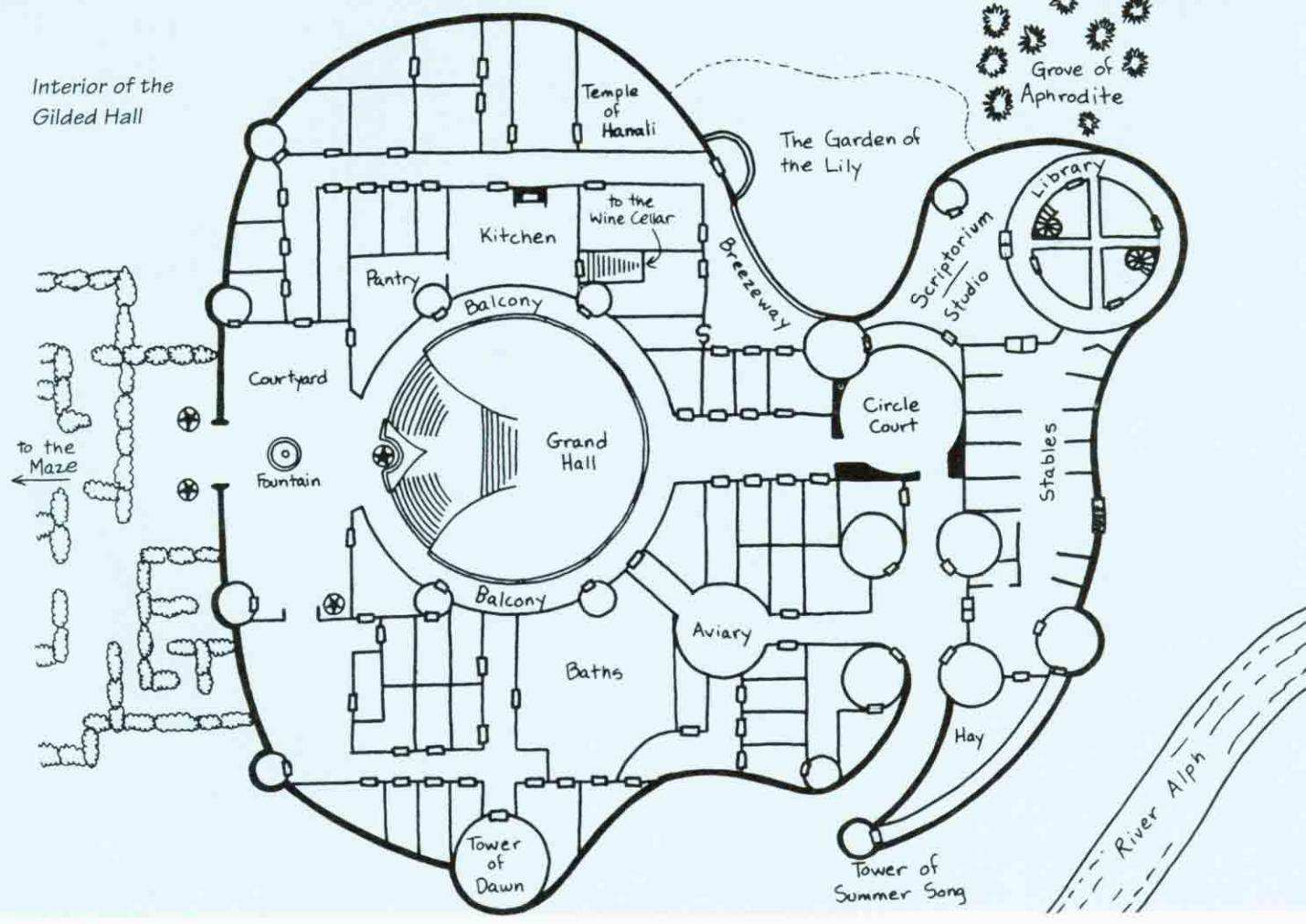
When the Hall's Sensates aren't drinking and dancing, many of them spend their time looking for Canathas, the pool of beauty that the elves call Evergold. Evergold is the Fountain of Youth, the elixir that halts all corruption. All it takes is a single sip and the years fall away, and a berk becomes a driven man, as commanding and inspiring as a factol. The Sensates are always yammering about it.

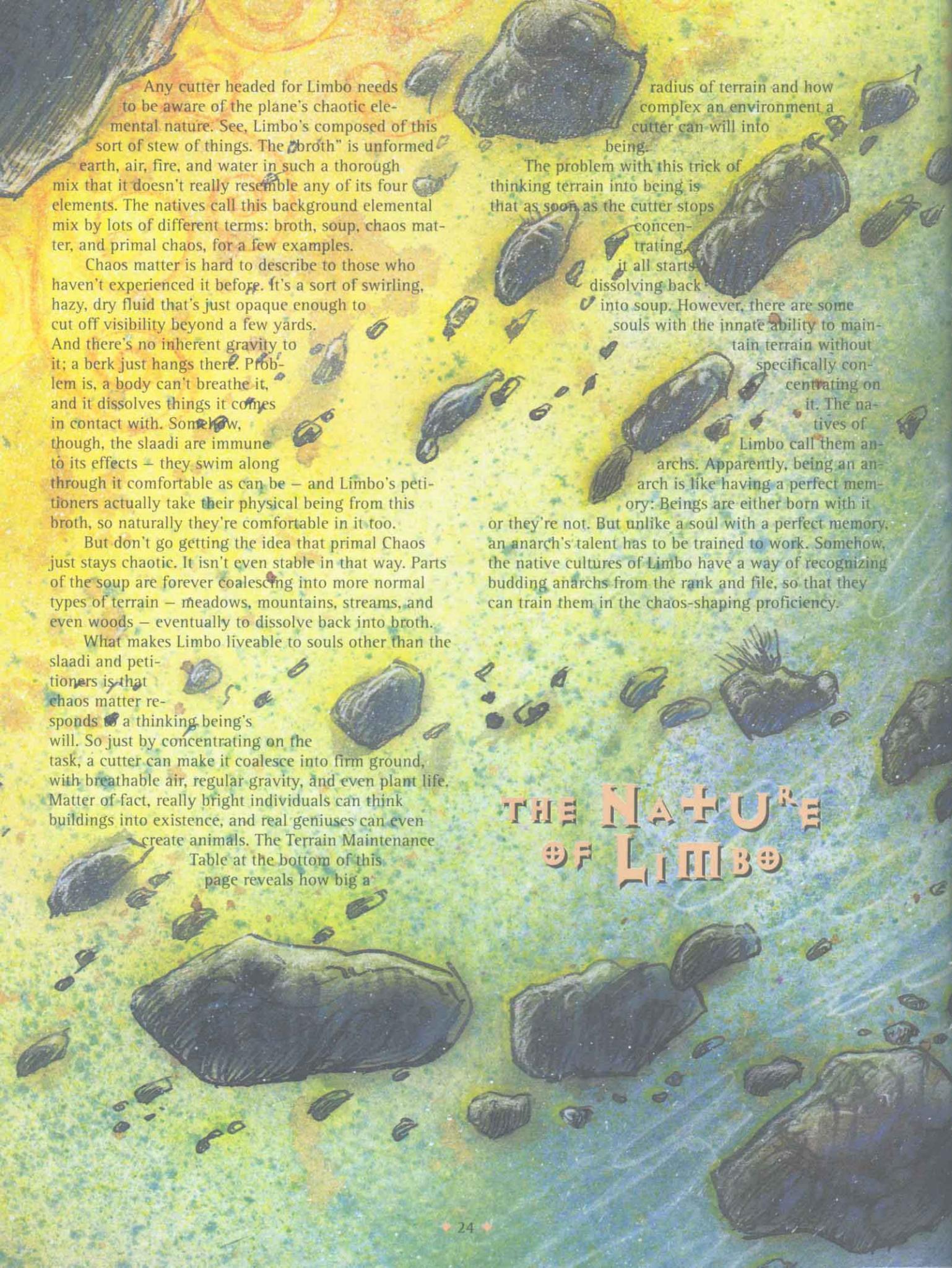
But a berk's gotta think: If it were that easy, everyone and his brother would already be as handsome as a deva, and one look around Sigil shows a basher that ain't the case. The trouble with the Evergold is that its effects are temporary and only the powers seem able to find it – which don't stop every empty-headed Sensate from looking for it in Hanali's crystal palace in Arvandor, or in Sune's sector of Brightwater, or elsewhere. Regardless of where it is, the pool always shimmers and shines with a rich golden luster that make it impossible to mistake for ordinary water. The basher who brings some to the Gilded Hall can name his price.

MORE WINE?
THANK YOU,
I THINK I WILL.
— AIDAN OF THE
SENSATES



Interior of the
Gilded Hall





Any cutter headed for Limbo needs to be aware of the plane's chaotic elemental nature. See, Limbo's composed of this sort of stew of things. The "broth" is unformed earth, air, fire, and water in such a thorough mix that it doesn't really resemble any of its four elements. The natives call this background elemental mix by lots of different terms: broth, soup, chaos matter, and primal chaos, for a few examples.

Chaos matter is hard to describe to those who haven't experienced it before. It's a sort of swirling, hazy, dry fluid that's just opaque enough to cut off visibility beyond a few yards. And there's no inherent gravity to it; a berk just hangs there. Problem is, a body can't breathe it, and it dissolves things it comes in contact with. Somehow, though, the slaadi are immune to its effects — they swim along through it comfortable as can be — and Limbo's petitioners actually take their physical being from this broth, so naturally they're comfortable in it too.

But don't go getting the idea that primal Chaos just stays chaotic. It isn't even stable in that way. Parts of the soup are forever coalescing into more normal types of terrain — meadows, mountains, streams, and even woods — eventually to dissolve back into broth.

What makes Limbo liveable to souls other than the slaadi and petitioners is that chaos matter responds to a thinking being's will. So just by concentrating on the task, a cutter can make it coalesce into firm ground, with breathable air, regular gravity, and even plant life. Matter of fact, really bright individuals can think buildings into existence, and real geniuses can even create animals. The Terrain Maintenance Table at the bottom of this page reveals how big a

radius of terrain and how complex an environment a cutter can will into being.

The problem with this trick of thinking terrain into being is that as soon as the cutter stops concentrating,

it all starts dissolving back into soup. However, there are some souls with the innate ability to maintain terrain without specifically concentrating on it. The natives of

Limbo call them anarchs. Apparently, being an anarchist is like having a perfect memory: Beings are either born with it or they're not. But unlike a soul with a perfect memory, an anarchist's talent has to be trained to work. Somehow, the native cultures of Limbo have a way of recognizing budding anarchists from the rank and file, so that they can train them in the chaos-shaping proficiency.

THE NATURE OF LIMBO

NEW PROFICIENCY: CHAOS SHAPING

1 slot, Wisdom. Chaos shaping allows an anarch to use the powers of the subconscious mind to maintain terrain in Limbo. In game terms, this means the character uses Wisdom rating rather than Intelligence on the Terrain Maintenance Table, and is free to perform other actions while doing so. (*The Book of Chaos* has more details about all this, for the DM's purposes.)

BREATHE THE FIRE;
WALK THE AIR;
DRINK THE EARTH;
WARM YOUR
HANDS AT THE WATER.

— PETITIONER'S
GREETING
IN LIMBO

TERRAIN MAINTENANCE TABLE

ATTRIBUTE RATING	RADIUS OF TERRAIN GENERATED	TYPE OF TERRAIN GENERATED
0	none	none
1-4	10 feet per attribute point	simple (flat meadow)
5-10	10 yards per attribute point	complex (hills, trees, streams)
11-18	100 yards per attribute point	artificial (buildings, streets)
19+	1 mile per attribute point	includes native animals

Intelligence for conscious maintenance, Wisdom for unconscious maintenance by anarchs trained in chaos shaping.

THE ANARCH'S GUILD

(Chaos Masters, Groundsmen)

SECT PHILOSOPHY. Unlike many sects, the Anarch's Guild has a specific local focus of purpose, rather than one that can be adopted across the planes. But in this case, the term "local" still covers a lot of ground, because the sect is pretty widespread within Limbo. Outside that plane, however, the sect has no real purpose to speak of, so the chance of encountering one of its members elsewhere is just about nil.

See, the Anarch's Guild exists specifically to train anarchs in the chaos-shaping proficiency. And since chaos shaping works only within the mutable conditions of Limbo, there's not much point to the guild elsewhere. That's especially true considering how valued anarchs are in those areas of Limbo inhabited by anyone but slaadi and petitioners. Other races dwelling here need an anarch or two if they want to assure that their habitations continue to exist. So they treat anarchs as something special. As a result, not too many anarchs have any reason or desire to wander away from home. It's a cushy job.

PRIMARY PLANE OF INFLUENCE. Limbo. Go figure.

ALLIES AND ENEMIES. There really aren't any traditional allies or enemies to this guild, other than those applicable to the githzerai in general.

ELIGIBILITY. The Anarch's Guild is actually a githzerai institution. Given how insular the members of that race are, it's a wonder that anyone from any other race ever learned the chaos-shaping proficiency. Nevertheless, over the ages the githzerai have taught a few non-githzerai souls here and there, usually in return for some really great service to a githzerai cause. Some of those individuals, in turn, set up their own training schools in other places, following the Anarch's Guild's traditions and teachings, but not officially recognized as branches of that guild. Whenever the githzerai refer to a branch of the Anarch's Guild, then, they specifically mean one in a githzerai city. To anyone else, the title



refers to any location that's teaching chaos-shaping mastery, githzerai or not. Adventurers should be aware, however, that some of the non-githzerai branches have really bastardized the traditional teachings, and there's no guarantee that they know anything about the chaos-shaping proficiency at all.

BENEFITS. The main benefit of being a member of this sect is the chance to learn the chaos-shaping proficiency. Those interested should be aware that in the hands of a master, higher levels of training in that proficiency allow for some really amazing effects. For example, githzerai cities are noted for being of such large size that only a god should be able to maintain them. There are three possible reasons for this: There are lots of genius-level githzerai anarchs; githzerai anarchs divide up sections of the city and maintain them separately; or githzerai anarchs are able to train themselves to achieve phenomenal results with the chaos-shaping proficiency.

The first possibility – though conceivable – doesn't seem likely. The second possibility is contradicted by the fact that the anarchs in each city tend to dwell close together, typically within one centrally located Anarch's Guild facility, and that puts them away from areas they would need to be inhabiting in order to maintain.

The third possibility, however, is very likely, especially given that githzerai cities typically possess exotic wildlife that's probably thought into being rather than culled from some other plane.

RESTRICTIONS. Members of this guild have a duty to help maintain their local city. Anarchs found wandering the planes as adventurers are usually scorned by their fellows. 'Course, the most significant restriction is that chaos shaping doesn't work outside of Limbo.

**THOSE WHO CONTROL
+THE TERRAIN,
CONTROL THE BATTLE.**
— ANARCH'S GUILD PROVERB

THE CONVERTS

(Chameleons, Turncoats)

SECT PHILOSOPHY. It's a common saying among Chameleons that the more a body learns, the more questions he has. Learning is, more than anything else, a process of finding out how little a body really knows. Just as soon as a body thinks he's learned the dark of things, along comes a new bit of information to prove him wrong. Eventually a soul has to admit that the multiverse is too big for a mortal to ever really understand. Even the powers seem in the dark as often as not, so only a berk ever swears that anything's 100% sure.

But that doesn't stop people from *trying* to understand. See, believing exactly nothing leaves a berk with exactly nothing to do. A body can't chart a course of action if he thinks every direction is equally senseless. So people go about their lives, piecing together things they learn, till they've got some sort of workable structure of beliefs to guide their actions.

Problem is, all too many berks try to make those structures permanent. They start ignoring bits of knowledge that contradict their views, and start harping on the points they're most sure of. Pretty soon, they're preaching their credos to everyone who comes along, as if convincing enough other souls makes their theories the truth. But deep down inside, where they won't even admit it to themselves, they're full of fear that they might be wrong. Meanwhile the multiverse just goes on about its business, not giving a fig for what they do or don't believe.

On the other hand, there's something really liberating in a soul admitting he don't know for sure how things work. Cutters like this still have to come up with some theory to live by, but they know it's artificial, so they keep in mind that it's only temporary. The more they learn, the more they revise their theory, and when ultimately they see something that works better, they chuck the old theory out with few regrets. They know that while they'll likely never find ultimate Truth, that doesn't stop them from working on improvement.



PRIMARY PLANE OF INFLUENCE.

The Converts are strongest in Limbo, where nothing is for certain, and it seems that the sect took its start here. But the group also suits the Outlands, where balance in all things is emphasized. The Converts have no faction, being instead a free league of like minds.

ALLIES AND ENEMIES. The Converts are considered too much of a null cipher to have enemies or allies, except those of whatever faction they currently adhere to.

ELIGIBILITY. Membership in the Converts is open to any race or class. But creatures of lawful alignment never join, because they cannot accept the sect's teaching that there is no way of knowing ultimate truth.

BENEFITS. A Chameleon can belong to one other faction, as long as he meets its prerequisites. He gains the full benefits of that faction.

Later, he can change to a different faction, losing the benefits of the first and gaining those of the second instead. He can do this any number of times.

RESTRICTIONS. While belonging to another faction, a Chameleon is subject to its restrictions. In addition, once he has left a faction, he can never return to it. He's come to see the limitations in its world view.

⊕H! I'D NEVER LOOKED
AT THINGS THAT WAY.

I SEE YOUR POINT.
CAN I BE PART OF
YOUR FACTION NOW?

— PERMILLION OF THE
CONVERTS



◆ LIMBO'S NATIVES ◆

All right. So a basher's ready to go to Limbo, aware that the terrain is perpetually in flux, but knowing that it can be stabilized by a strong will. She sets off, confident that she can impose order on the place. All problems taken care of, right?

Wrong. Because a basher can't impose order on the natives. They have to be related to on their own terms. Trouble is, this is one area in which Limbo is so exceptionally chaotic that it isn't even consistent to its own inconsistency. A basher can't even trust the plane's inhabitants to be dependably chaotic. Most of them are downright orderly in some ways, at least sometimes. A traveler has to know the dark of who acts how and when. This is especially true of the slaadi and githzerai.

GI+HZERAI COME

IN TWO TYPES:

HARDHEADED,

AND STUBBORN.

— MARIUS QUINCE,

MERCHANT



THE SLAADI

Some cutters have characterized the slaadi as basically giant, carnivorous frogs that just happen to be able to talk – and that description is fairly apt. For most humans, it might be easiest to compare the slaadi to barbarian nomads. The creatures have loyalty to nothing but their own kind, and have respect for no other culture. They seem to view all other creatures as beasts to be used as they see fit. Slaadi cannot be reasoned with or bargained with; they cannot be bought off with tribute nor appealed to for mercy. Like the Fated, they consider themselves to own whatever they can take.

This all springs from the slaadi reverence of personal strength. And that, in turn, arises from their physical relationship with the plane of Limbo. See, the slaadi are perfectly at home in the raw chaos of Limbo's primal matter. This means that they have no real need to collect personal possessions. A slaad just takes what it wants, when it needs it. So to their minds, the being most able to take is the being most revered. In other words, strongest is best.

The slaadi see nothing wrong in a stronger being forcing a weaker one to do its bidding. This attitude is so ingrained that weaker slaadi would never think of banding together to overthrow a bully, the way that humans do. Instead, they consider it a stronger slaad's right to bully them.

By the same token, this affects the slaadi's mode of battle. Whether hunting or raiding, they never actually cooperate in combat. If four slaadi were facing one human warrior, for instance, they would take turns fighting that soul. Only if the first slaad were defeated would the next begin to fight, and so on. On the one hand, this means that one good fighter could conceivably hold off an entire horde of slaadi. On the other hand, it means that the



fighter can't just defeat their toughest member and scare the others away. And that tenacity can be bloody annoying when a basher's trying to leave in a hurry.

One very important note for new visitors to Limbo: Relative strength among slaadi is reflected in forehead markings. Red marked slaadi are the weakest (though they're still the equivalent of a seasoned warrior). Blue are stronger, green moreso, and gray absolutely deadly. Once in a great while, a basher might actually meet something even tougher: a death slaad. That's nothing to worry about, however. See, for most cutters a death slaad means instant destruction, and worrying about it ahead of time won't make things any better.

THE GI+HZERAI

Technically, the githzerai aren't really native to Limbo; they originally came here from elsewhere. But they've been on the plane for so long that most cutters consider them natives. In terms of their behavior, however, their extraplanar origins certainly tell.

Originally, the githzerai ancestors were humans enslaved by the evil illithid race. Eventually they were lead to freedom by a great female warrior named Gith. Upon gaining that freedom, the people immediately be-

came divided. According to legend, a man named Zerthimon came forth to challenge Gith for leadership of the newly freed slaves. A great battle was fought between the two factions, in which Zerthimon was killed. But his followers fled to Limbo, where they became the githzerai. The rest of the people became known as the githyanki, and took up residence on the Astral Plane. The two groups have hated each other ferociously ever since.

Because of their history as an oppressed race, and a splinter group of it at that, the githzerai are a suspicious, insular people. Unlike the githyanki, they're not evil, but they're certainly not at all friendly to outsiders. They burn with the fires of fanatical faith in themselves, and hatred toward the githyanki. This leaves them little time or energy for other things – such as dealings with outsiders. Consequently, cutters who visit a githzerai city feel always on the outside of things, and continually scrutinized as a possible agent for the hated githyanki. Foreigners are expected to stay within prescribed areas of githzerai cities, unless they're escorted by a githzerai, and woe betide the berk who decides to "go walkabout" outside the foreign quarter.

As intense as the githzerai are, some souls find it difficult to consider them chaotic. But keep in mind that while the githzerai are fiercely loyal to their race and ultimate leader, theirs is the loyalty of individuals, not the compliance of slaves. Having escaped from bondage once, they prize individual freedom above all else.



◆ PINWHEEL ◆

Deep within Limbo's ever-changing soup lies one bit of terrain that remains surprisingly constant throughout time without the preserving attention of powers or anarcs. Most commonly referred to as Pinwheel – due to its constant spin and the streamers of half-formed matter that cling to its edges – this location is the site at which the World Ash Yggdrasil connects to the plane.

For most beings, the fact that Pinwheel is home to a branch of Yggdrasil is explanation enough for the island's existence. As they see it, Yggdrasil reaches into Limbo and, by virtue of its own stability, imposes stability on this locale, giving rise to the island. But other souls aren't so sure. They point out that Yggdrasil isn't a thinking being, so it doesn't make sense for it to impose stability on Limbo's soup. To their mind, a branch of the World Ash could just as easily drop into chaos matter without any local effect at all – and in fact, that's more probable. So they suspect that Yggdrasil reaches here because Pinwheel is stable, rather than the other way around. That leaves, then, the obvious question: How is this island stable without a guiding intelligence?

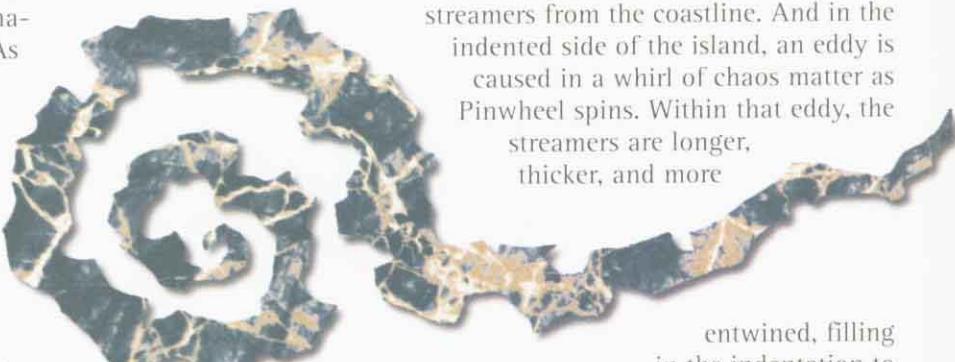
A lot of beings have suggested theories to answer that question. Some say that obviously Pinwheel is the realm of a forgotten power, one who's destined to return some day and claim it once again. Other, more scholarly types hypothesize that the island is the center of Limbo, and that as such it's a sort of focal point, so naturally it remains solid. A few berks even say the island itself is a sleeping god, and offer it worship.

'Course, to most cutters it doesn't matter why the place exists, it's just enough that it does.

Pinwheel is a vast disc of forested ground 150 miles in radius, with its

own gravity and an envelope of air. It's heavily forested, and the forest ranges from pine and fir near the site's raised center, where Yggdrasil can be found, to humid jungle at its edges. The site serves as home for an incredible variety of animal life, including some really big, really vicious types. As a matter of fact, Pinwheel's animal population is so thick, and so savage, that no one tries to dwell here.

Pinwheel bears a lot of similarities to normal islands on other planes. For one thing, it has a roughly circular shape, though that's a bit misleading. The really solid, stable area is more kidney-shaped. But as the island spins within the soup of chaos, that chaos matter coalesces into bits of ground that swirl out like streamers from the coastline. And in the indented side of the island, an eddy is caused in a whirl of chaos matter as Pinwheel spins. Within that eddy, the streamers are longer, thicker, and more



entwined, filling in the indentation to give the island a more circular look. But this region is usually referred to as the swamp, because no matter how solid it looks, it's still prone to change unexpectedly.

Up near one end of the kidney, the island is pierced through with enormous holes, and chaos matter from beneath comes bubbling up to form "lakes." These pools are laid out in a chain, and together form something of a natural barrier to the wildlife on the island. When anarcs visit, they pull the chaos matter up from those pools and create enormous walls of stone or vegetation to fully encircle the region. (Course, this wall dissolves back away once they've left.) The area inside is a full 50 miles across, and serves as an excellent neutral meeting

place for Limbo's inhabitants. For that reason, there's been a huge guidon constructed in the center of the region, in the form of a three-sided pyramid of granite and marble. Fully four stories tall, it's big enough to withstand the curiosity of Pinwheel's biggest animals when there's nobody here to pow-wow.

Again, like most islands, Pinwheel rises at its center to a mountainous peak. That's where the branch of Yggdrasil connects. Up here, the forest consists primarily of pines and firs. As a cutter descends, those give way to leafy things like maples and oaks in the middle range. Then finally, out near the coast, the forest becomes a veritable jungle of exotic trees, vines, and creepers.

The site called "Pinwheel" is a uniquely stable spot within Limbo's roiling chaos. Its independent and stable existence, free of anarcs or powers, makes Pinwheel an excellent neutral meeting ground.



PANDEM^ΩNIUM, THE HOWLING LAND

The most noticeable thing about the plane of Pandemonium is the noise. 'Course, that's something like saying that the most noticeable thing about fire is that it's hot. Pandemonium creates noise the way fire creates heat. Winds blow through the plane's twisty

maze of caverns eternally, incessantly, and

— in most places — deafeningly. There

are spots where it drops to nothing more than a nerve-wracking moaning, but

that's about the best of it. For every one such "safe"

place, there's a dozen where it blows with hurricane force or worse.

Naturally, the locals have learned all the quietest, safest routes and stick to them. Unfortunately, that doesn't solve their problems entirely. See, the noise isn't just deafening; it's also maddening. The constant howling is enough to drive a basher batty after a while. As a matter of fact, *everyone* who hangs around the plane long enough eventually goes crazy. The trick is keeping that madness from crimping a cutter's style. Anyone who's been to the plane for any length of time knows the dark of what that means. For those that haven't been here, it isn't much use explaining. They'll either figure it out and survive when the time comes, or they'll lose control and die. That's Nature's way.

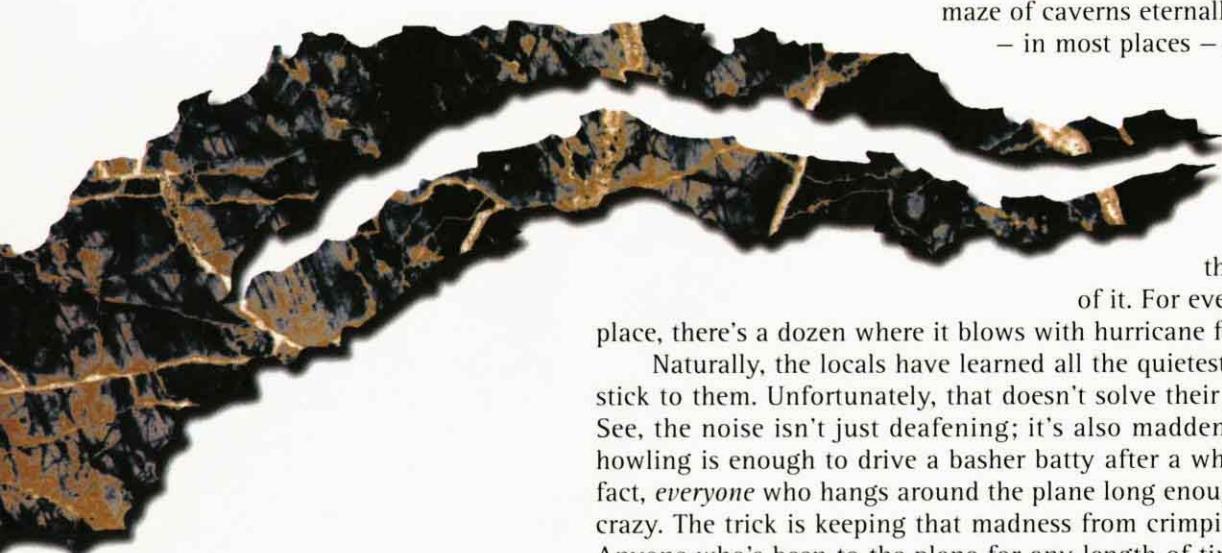
There's another condition to Pandemonium that's every bit as pervasive as the noise — the plane is *dark*. Pandemonium is utterly and completely without light sources. The only light anywhere on the plane is that maintained by beings living here. And with the raging wind, keeping most lights alive is pretty tricky business. Flames are out of the question except indoors, behind tightly sealed walls. That leaves magical light as a traveler's only alternative, and even that has its problems. For one thing, some parts of the plane soak light up like some sort of sponge. For another, carrying a light makes a body extremely visible to anything lurking in the darkness. Finally, between the wind and the plane's magical nature, casting even a simple *continual light* spell can be tricky.

Funny thing is, a soul would think that a traveler would notice that darkness first thing off. Given that most folks rely on sight as their number one sense, it would seem that blindness would rate right up there as the number one concern. But that just goes to show just how thoroughly noisy Pandemonium is. The howling wind is such an immediate problem that even blindness takes a back seat in terms of immediate impact.

For the plane that's supposedly the least populated of all the Outer Planes, there's a surprisingly high number of folks dwelling here, and they're of just about every imaginable race. Many of them are bashers

Given the unusual troubles that face travelers in Pandemonium, it's surprising that anyone ever comes here. But Pandemonium is home to a fair number of beings, and it sees its share of travelers as well.

So, what are the troubles the plane presents? Well, they're three-fold (following the Rule of Threes): deafness, madness, and blindness.



STOP FIGHTING THE WIND.
IT'S BIGGER
THAN YOU.

— TWITCHING
ORLANDO OF THE
MADHOUSE

who were banished here by one powerful enemy or another, and for one reason or another never managed to leave. There are whole cities full of these sorts. Some are fairly open to travelers; others are wary or even downright hostile to outsiders. Add wind madness to that mix, and it can be troublesome to figure out how to deal with people encountered on the plane. Cutters are best to keep an open mind, an open eye, a civil tongue, and one hand on a sword everywhere they go on the plane.

The plane also sees a lot of travelers from the Abyss and Limbo. Quite often, creatures who don't want to be seen stepping from one of those planes into the Outlands take a little side trip through Pandemonium, especially given that the portals and such on this plane are usually unguarded. (Powers on this plane just aren't much interested in fighting over possession of it. They have their own little hidey-hole realms, and that's about as much as they care for.) 'Course, the Bleakers travel here quite a lot as well, to see madness up close and personal.



◆ THE HARMONICA ◆

Most of Pandemonium's layers are composed of passages that're apparently natural in origin. But the plane's second layer is unusual in that its caverns and tunnels all bear the marks of chisels, as if they'd all been hand carved from solid rock in some ancient millennium. It's chilling to think of all those endless miles of tunnel carved by beings long since extinct, for some unknown purpose.

Now, normally a soul can ignore those ancient chisel marks and just go about its business. Over the ages, the winds have smoothed them a bit, giving the tunnels a more natural look. But there are places where the ancient laborers' handiwork just can't be ignored. One such is a site that travelers have taken to calling the Harmonica.

There've been a lot of theories put forth as to the original purpose of the enormous cavern called the Harmonica. Some souls believe that it's a sort of amphitheater, built for demigods to look down on arena competitions on the floors far below. Others think it's nothing

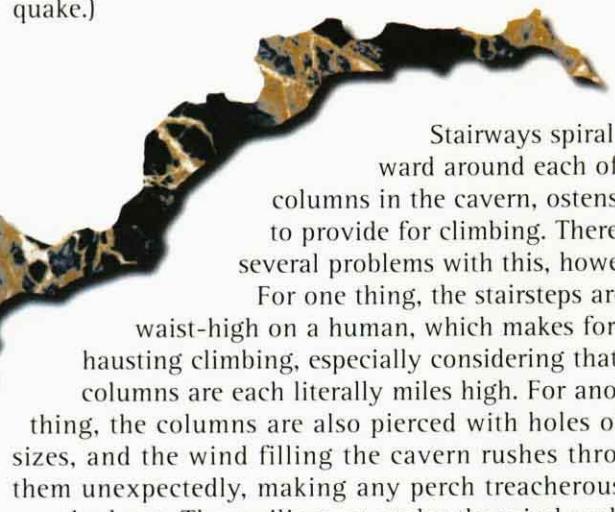
more than an artwork done on a stupendous scale. Still others believe it to be a place for invoking dark powers. A few believe it to be Pandemonium's physical heart, driving the constant winds throughout the plane like lifeblood through monumental arteries of stone.

There are all sorts of rumors as to the site's magical powers. There are those who believe that a cutter who finds its very center will receive immortality. Others say that it can grant a soul's fondest desires. But for every story of the site granting a boon, there's at least one dark legend of harm it gives. Curses, lycanthropy, disintegration, disease, mutation, and having one's spirit torn to pieces and eaten by dark powers, all these have been attributed to the site at one time or another.

Basically, the site is a huge, spherical cavern about ten miles in diameter, filled with hundreds upon hundreds of stupendous columns. But given the site's size

and the plane's darkness, it's virtually impossible for a cutter to see enough of the cavern to truly appreciate its gargantuan scale.

Keep in mind that gravity is toward the walls on this layer of the plane, which means that a cutter can walk completely around the sphere in any direction. Between the columns, the walls are pierced by multiple hundreds of tunnel entrances, which means the site can be accessed from all sides. It also means that the site is a meeting place for winds from all corners of Cocytus. (It reverberates with a sound so powerful, the vibrations can be felt in tunnels up to 20 miles away, like the tremors of an earthquake.)

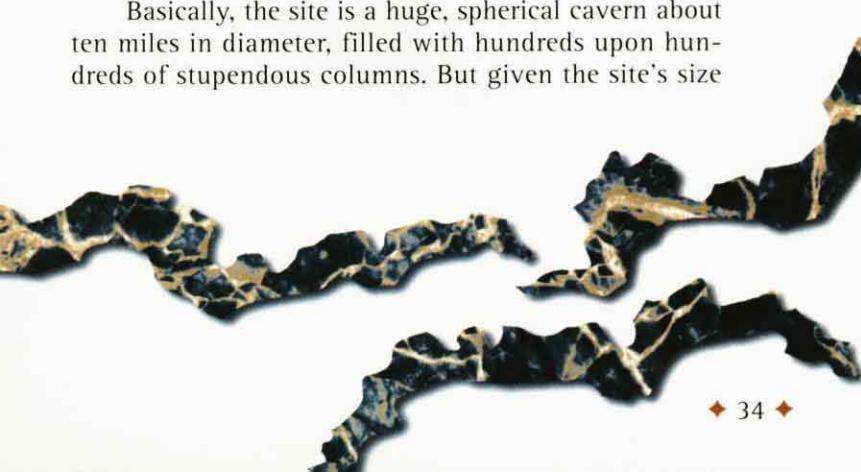


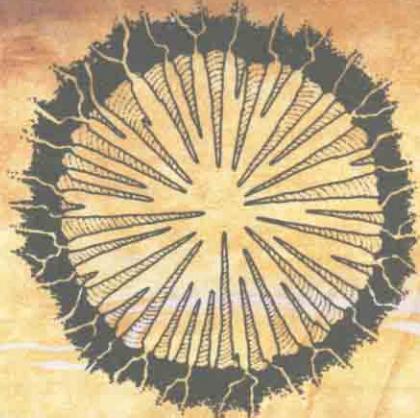
Stairways spiral upward around each of the columns in the cavern, ostensibly to provide for climbing. There are several problems with this, however.

For one thing, the staircases are all waist-high on a human, which makes for exhausting climbing, especially considering that the columns are each literally miles high. For another thing, the columns are also pierced with holes of all sizes, and the wind filling the cavern rushes through them unexpectedly, making any perch treacherous, to say the least. The wailing set up by the wind rushing through these holes runs from one end of the scale to the other, and beyond. At the lowest end, the sound reverberates below the threshold of human hearing, setting up a painful vibration in a being's bones, and making the rocky steps seem slippery from their shivering. But it rises from there discordantly, eventually to reach tones so shrill they shatter glass and crystal and make the brain feel as if it were afire. Few souls have ever made their way more than partway up a column before either giving up and turning back or being blown off and dashed against a cavern wall. But some who have made it to the top of a column have learned a final cruel jest of the site's designers: Apparently only a very few of the columns actually reach to the center of the cavern. The vast majority peter out less than halfway

there. Unfortunately, given the scale of the site and the darkness, there's no good way to tell if a column reaches all the way, other than climbing it.

Anyone hoping to visit the Harmonica and climb to the center of the site should be advised that, because of the wind, it's virtually impossible to cast any spell that uses somatic or material components.





Cross-section of the Harmonica.



Depicted here is one of the spires of the Harmonica on the second layer of Cocytus. The site draws travelers to discover its mysterious origin and unknown purpose. Thus far, none has succeeded and returned to tell the tale.

◆ THE SCALY DOG INN ◆

On the third layer of Pandemonium – called Phlegethon by most – there's a little town called Windglum, which serves as a common meeting ground and outfitting place for travelers. That's despite the fact that its citizens are, by and large, some of the most suspicious and unfriendly souls on all the Outer Planes. See, they have a real chip on their shoulders toward outsiders – they're all here because they were banished to the plane by one enemy or another.

The meeting place most frequented by travelers in this paranoid little town is a hostel known as the Scaly Dog Inn. It's the one place in town where a plane-walking cutter can sit down and feel at home among like souls.

The Scaly Dog has been around for a long time, and it's always been a place the locals sent visitors to for lodging. Until recently, it's had a pretty unsavory reputation. Just a little over a year ago, however, a new fellow named Hagus Gimcrack was banished to the plane, found his way to the town of Windglum, applied for citizenship, and bought the Scaly Dog with jewelry he was carrying on him at the time. He set about expanding the place (by buying neighboring bits of real estate) and repairing its reputation (by cracking the heads of troublemakers who came to visit). Before long, word got out that the Scaly Dog was under new management, and the number of customers began to increase. As a result, the inn continues to expand.

Hagus Gimcrack is an outgoing cutter, friendly as long as it's business, but not much interested in anything else. Like most everyone else on Pandemonium, he's a bit touched with madness, but he doesn't let it show as often as most. Maybe that's why he's so devoted to the inn, because it gives him a concrete center to focus on, keeping the madness at bay.

Because most of Windglum's citizens don't want to have a lot to do with outsiders, Gimcrack has to staff the inn with people who are just passing through. That precludes a listing of staff members in this account.

The Scaly Dog is a pretty unusually laid out place, due to the strange way in which it has grown. It occupies parts of three buildings located at the intersection of Barker Street and Bent Axle Road, plus a set of rooms upstairs, built over the intersection itself.

Originally, the inn only occupied the area now known as the Common Room. What's now the private dining room served as a kitchen, and customers slept on pallets along the walls. Right after buying the place, Gimcrack picked up an upstairs apartment across the street (the right half of what's now the second floor), and had a stairway built in the alley just beyond the downstairs privies, to give access to that set of rooms.

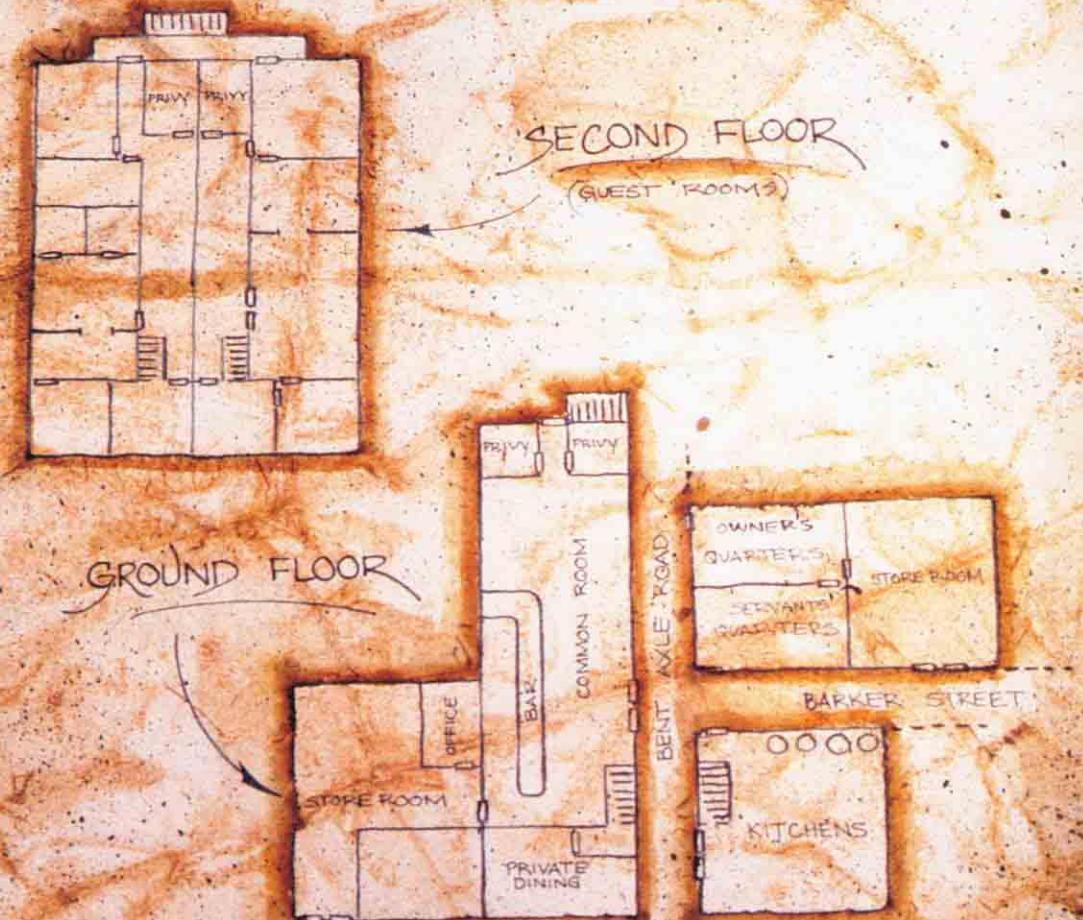
Putting the guest rooms upstairs meant that the common room could stay open to serve food and drink later hours, which certainly didn't hurt business at all. In fact, just three months later, Gimcrack was able to pick up the other half of the upstairs, plus the storeroom downstairs behind the bar. Only problem was, the little kitchen couldn't keep up with the increased business, so he turned it into a private dining room and bought the corner storefront across the street to make a bigger kitchen. The paired stairs were built at that time, so that food could be carried up, across, and down rather than through the street itself.

Acquisition of the building that now serves as owner's quarters, servants' quarters, and secondary storeroom happened just months ago; Gimcrack plans another set of stairs leading from those quarters to the upstairs hallway in order to completely connect the inn.

Services found here are the usual for an inn. In addition, a lot of travelers find the place handy as a sort of hiring hall for adventurers. If nothing else, it's a relatively safe haven against the constant winds.

WELCOME TO WINDGLUM.
WHEN ARE YOU
LEAVING?
— WILFIN STRABILE,
RULER OF
WINDGLUM

Scaly Dog Inn



Travelers seeking shelter from Pandemonium's maddening winds may find lodging at the Scaly Dog Inn on the plane's third layer. Though it's found within the xenophobic town of Windglum, it's friendlier to travelers than almost all other locations on the plane.



THE DISPOSSESSED

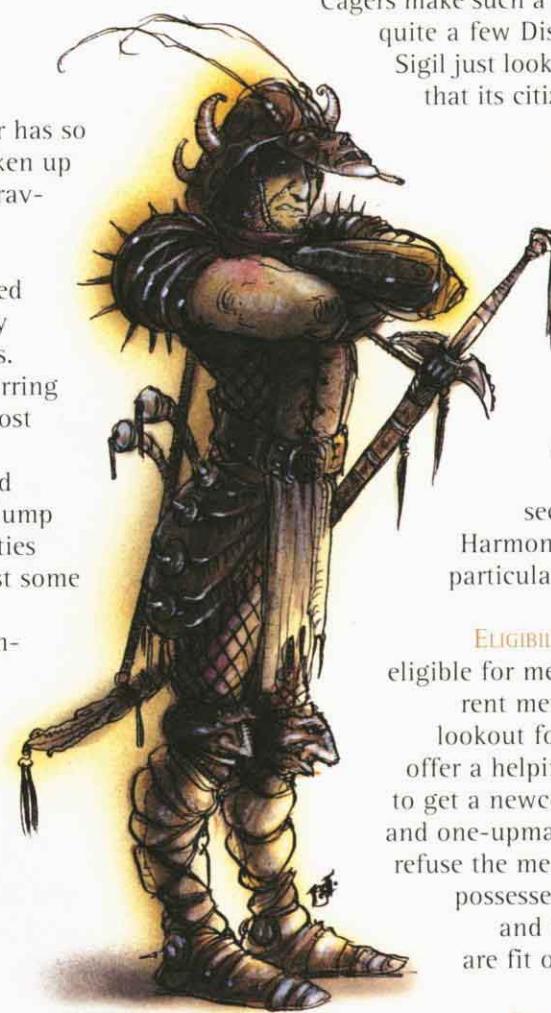
(Exiles, Chippers)

SECT PHILOSOPHY. In order to understand the fellowship that calls itself the Dispossessed, a basher first has to understand its unofficial parent group, the Banished.

Pandemonium and Carceri are the two most common planes for beings to find themselves exiled to when they offend some significant ruler, wizard, or power. Pandemonium in particular has so many of these exiles who have taken up permanent residence that planar travelers have come to refer to them specifically as the Banished. But the Banished aren't really organized into any official sort of group, any more than peasants are, or hermits. It's just a convenient term for referring to beings of a particular origin, most of whom have a similar grudge against the rest of creation. By and large, Pandemonium's Banished clump together in insular little communities that view all outsiders with at least some measure of hostility.

However, there are some members of the Banished who take their chip-on-the-shoulder attitude out across the planes, seeking to prove that their worth against whatever the multiverse can throw their way. Many of them belong to a sort of loose fellowship, with secret handshakes, passwords, and other recognition signals. They call their order the Dispossessed, an obvious reference to the Banished, which they consider a derogatory term. (Interestingly enough, members of the Dispossessed still usually refer to those exiles who cluster together as the Banished.)

From the point of view of the Dispossessed, life has cast them aside, treating them as if they weren't worthy to play with the big rollers. Their major motivation is to show the rest of creation that it was wrong in treating them with contempt, that they are each a force to be reckoned with. So they wander about the planes, ruffling feathers and picking fights to prove their mettle. Eventually, most make a point of looking up the individuals who originally exiled them and getting revenge.



PRIMARY PLANE OF INFLUENCE. Not surprisingly, this sect is strongest in Pandemonium, where it took its start. Its members also frequent Carceri, where exiles are often even more in need of a helping hand. Finally, because Cagers make such a big deal of their town's importance, quite a few Dispossessed are finding their way to Sigil just looking for trouble as a chance to prove that its citizens ain't such hot stuff.

ALLIES AND ENEMIES. Given their antagonistic attitude, the Dispossessed don't really have any allies. They won't admit to ever needing anybody else's help, and most everybody finds their constant posturing annoying. Nonetheless, members of the Fated, Indeps, Anarchists, and Signers often find something to admire in this sect's take-on-the-world attitude. The Harmonium, on the other hand, finds them particularly antagonizing.

ELIGIBILITY. Anyone who has been exiled is eligible for membership in the Dispossessed. Current members of the sect are always on the lookout for newly banished bashers, ready to offer a helping hand and an earful of bitter gall to get a newcomer started on a life of vengeance and one-upmanship. But woe to those exiles who refuse the message. They are scorned by the Dispossessed as milksops too weak to stand up and face a hostile universe, and as such are fit only to be kicked aside like dogs.

BENEFITS. Due to their hard-headedness, members of the Dispossessed receive a bonus of +1 to saving throws versus all mental attacks. In addition, when rolling for hit points, Dispossessed roll twice and take the better roll.

RESTRICTIONS. Outside their own sect, Dispossessed suffer a -2 reaction adjustment because of their antagonistic manner.

WHO DO YOU THINK
YOU'RE TALKING TO, BERK.
YOU WANNA TAKE THIS OUTSIDE?
— AGNOSCUS OF THE
DISPOSSESSED



It's been pointed out many times that Pandemonium is hardly the most well visited of planes. That's especially true of the plane's lower layers. In particular, Agathion – the fourth layer – is so inhospitable that virtually no one goes here. No power holds a stronghold here; no races or species call it home; no tanar'ri covets it.

So where do descriptions of it come from? Well, there are two primary sources. The first is sacred texts from various different worlds (and who knows where they got their information from). The second are rare – and consequently renowned – expeditions. Both describe Agathion as a layer of bubbles in solid rock, infrequently connected by passages. The sacred texts go on to speak of the layer as a place the gods stash their most precious treasures, and most hideous monsters. And again, the legendary expeditions bear witness in agreement. One such example is the legend of Shekelor.

According to tales, more than ten thousand years ago, Shekelor was the greatest mage in Sigil. But he wanted more; he wanted to replace the Lady of Pain as that city's mystical ruler. Having seen the sorry fates of others who had tried to overthrow her, Shekelor searched arcane texts for some secret that could reveal a vulnerability to exploit in the Lady. Finally, in some scroll long since lost, he found a hint that a wizard of even more ancient times had nearly brought her down. But ultimately the Lady of Pain had prevailed, and she allegedly bound the old wizard's unquenchable spirit in an orb, then hid it away. Further searching led Shekelor to believe that she had secreted the orb in Agathion, and eventually he pieced together clues leading him to believe he could find the location. So Shekelor quietly gathered a band of mighty beings and left Sigil to search Agathion for the orb.

Nothing more was heard of Shekelor for fully half a century. In his absence, his servitors went

through the motions of daily business, keeping his abode in readiness for his return, and attempting to disguise the fact that he was gone. Eventually, however, whispers of his absence began to circulate. People spoke here and there in hushed voices, speculating as to what his fate had been.

Then one day, unexpectedly, a portal opened into the middle of a public hall of the City Courts, and Shekelor himself stumbled out, ragged, bloodied, wild-eyed, and shedding light through his skin as if his internal organs were flaming in an inferno. He loosed two fistfuls of glittering gems upon the ground, and two words escaped his lips, "The spiders!" Then the internal flames burst through his skin, and Shekelor was no more.

Is it any wonder that few challenge the Lady of Pain, and few trespass into

Agathion?



THE BATTLEFIELDS OF YSGARD

TO A GLORIOUS DEATH
THIS DAY!

SKOL!

— THORFINN THE LEAN,
A PETITIONER
IN VALHALLA



Ysgard's got three layers: Ysgard itself, Muspelheim, a fiery home of the giants, and Nidavellir, the abode of darkness where the dark dwarves dwell. All three consist of earthbergs burning on one side, but the earthbergs grind together constantly in Nidavellir, whereas in the other two layers the earthbergs rarely collide.

The battlefields and mountains of Ysgard are strange; it's weather is as fierce and proud as its petitioners, as stubborn and as violent. Its soaring mountains, deep fjords, and dark caverns are home to the most bloodthirsty petitioners of the Upper Planes. Because Ysgard's petitioners have been slain in battle a thousand times, they have no fear of death: They know each of the valkyries by name. Since the petitioners have no care for their own lives, they live for battle, and they treat all visitors as potential kills. Fortunately, Ysgard's sparsely settled.

This is a plane of biting winds and sharp seasons. Winter's a time of darkness and bitter killing cold. Summer nights bring mild breezes and

the midnight sun though the light shines from the burning underside of the great earthbergs. When the earthbergs collide, earthquakes shake the land. Getting from one earthberg to the next is no mean feat: flying mounts and magic help, but the terrific winds of the void are dangerous. The valkyries glide across the void on their winged steeds, but for most sods it's not that easy.

Ysgard's magic is contained in the runes, carved mystic symbols that govern spells. For a few spells, a cutter's got to know not just runes but also kennings, a sort of word play that calls a ship a "sea-steed" and calls an eagle the "vulture of battle." The Ysgardians may all act like warriors, but scratch the surface of a warrior and find a failed poet.

The best-known realms are the realms of the Norse: Alfheim, Asgard, Jotunheim (home of the Norse giants), and Vanaheim. The realms of Ysgard are built around the halls — places of feasts, rich ale, and good company — located near traditional battlegrounds. Don't go to their halls expecting an easy time: Ysgardians are stubborn berks, and they think charity's an insult.

Few towns exist in Ysgard; the rugged petitioners prefer to make it on their own, in small settlements and scattered villages. When they do gather together they meet in the great halls of the plane for mead, song, and battle. Many Ysgardians are members of the Fated. The Fated's fortress, called Rowan's Hall or the Heartless Hall, is a single great citadel of stone and timber, rising like a mountain from the midst of a great forest. Some say there's a conduit to the Outlands from there, leading to the grove of the Norns.

Outside the halls of the Norse, the briaur, the fensir, and giants live on the fringes. The fensir are an intelligent but secretive race, excellent herbalists but shy despite their size and strength. The herds of briaur and clans of giants roam the plains between the Norse halls. The briaur flocks roam from hall to hall, never staying anywhere long, and always ready to defend themselves from the bloodthirsty petitioners. Most petitioners leave the briaur alone, but a few leatherheaded, glory-

seeking fools never realize that the briaur aren't reborn each morning. As a result,

the bariaur shoot first and ask questions later. They travel a fine line between the good grazing of the plains and meadows and the desolate safety of their lonely winter steadings in the hills and highlands. Like all nomads, the bariaur are difficult to track down. No one knows where they'll show up, and that's the way they like it.

It ain't all Norsemen in Ysgard. Far from the Norse halls, the moon gods rule a silver realm on a milky sea, a place called the Gates of the Moon. Rumors say that the waters surrounding their realm are slowly drawing the River Oceanus over the boundary from Arborea, connecting Ysgard to the planar highway, but the link is as

changeable as the tides. The whole place is guarded by werebeasts and a race of snake-women proxies called the lillendi. The cat-goddess Bast also keeps her realm here, a place of celebration, pleasure, and stalking, sharp-clawed denizens who'll spring at a cutter the moment she turns her back. Ysgard may be counted among the Upper Planes, but not all of its inhabitants are as upright as devas.





◆ THE WORLD ASH, ◆ YGGDRASIL

Yggdrasil's an odd place, even among the planes. It's a tree, but it's also a portal, a great highway between the planes. It's the home of the ratatosk, the squirrel-folk. Never give one of the scampering little monsters a handout; he'll follow a berk forever waiting for another. Instead, hire the ratatosk as guides, for they know every branch and portal of the great tree, even the root that is said to lead into the rafters of the Carpenter's Guildhall in Sigil — though some say it ain't the guildhall but the gallows.

Bloods among the Athar say that the Norse pantheon gained its power from the World Ash; every cutter knows the story of how Odin, their high-up man, hung from Yggdrasil for many days and nights until the runes were revealed to him. Less know that when the final days and Ragnarok is at hand, the prophecies say that Nidhogg the serpent-wyrm will gnaw through Yggdrasil's root. When the tree falls, so do the Norse powers.

Yggdrasil is a silver-barked ash, a tree with shimmering blue-black, oval leaves and a very rough, flaking bark that resembles a plowed field of gray clay. Footing can be treacherous, though spiked boots help. The branches rise from Yggdrasil's trunk like . . . well, like enormous trees. Branches are miles long, and not all of them have portals at the end, so long dead-end detours are common for groups traveling without a guide or directions.

The World Ash is guarded by creatures that never leave its shade, creatures that live and die on its bark. Yggdrasil's eagles and the ratatosk are the least of them. All along its length, Yggdrasil's bark and heartwood are home to enormous burrowing beetles, and its leaves and fungi feed entire herds of wild boar. The biggest and most terrible guardians are at the gates, where the roots and branches reach across the planar boundaries — for instance, at the World Ash's access to Niflheim. Called the land of mists, Niflheim is a layer of the Gray Waste that lies below Yggdrasil's roots and is guarded by Nidhogg, a fell dragon that'll put a berk in the dead-book and crack the bones he leaves behind. Even the battle-hungry Ysgardians think twice before making those trips.

Besides Nidhogg, other guardians include aasimon in the upper branches, yugoloths in the lower ones, and Heimdall's petitioners near Ysgard. Many a high-up wants to control the entrances to his realm, but, be-

cause Yggdrasil's branches are often shifted by astral winds, the gates move from place to place, as a tree's branches sway and bend.

Mapping out Yggdrasil's branches is difficult work, but the list below covers the best-known and most reliable portals of the ancient ash: to a cavern near Glorium, into the heart of Ysgard, deep into the foggy wastes of Niflheim, and to the Prime. Its smaller roots reach Loki's secret Winter Hall in Pandemonium, the Norn's well in the Outlands, the sunny glades of the elves of Arborea, and the cold plains of Jotunheim among the giants. In fact, Yggdrasil's branches reach through the worlds and planes to every place where the Norse gods are worshiped, so there's more branches than taverns in Sigil. Just because a cutter knows where he's going doesn't mean that he'll get there.

Yggdrasil connects planes very quickly and directly, and few journeys on the World Ash take more than a week. However, traveling along the trunk isn't without risks. Other than its creatures, the risks include falling into the Astral and walking down the wrong branch to an unexpected plane.

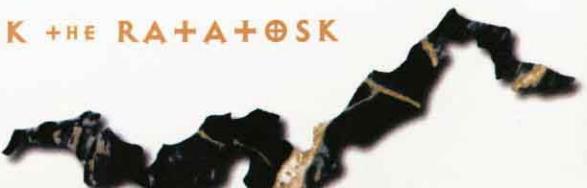
Falling is a problem because gravity shifts along Yggdrasil's mountain-sized trunk. Along long sections it's simply toward the center of the trunk, but as a planar portal approaches, the great tree's gravity slowly matches local gravity. What this means is that a traveler can suddenly find herself walking along the bottom of a branch and plummeting to her destination much faster than she intended, head-first. A smart traveler watches to see where the moss is worn into a path to see which side of a branch-portal is safe.

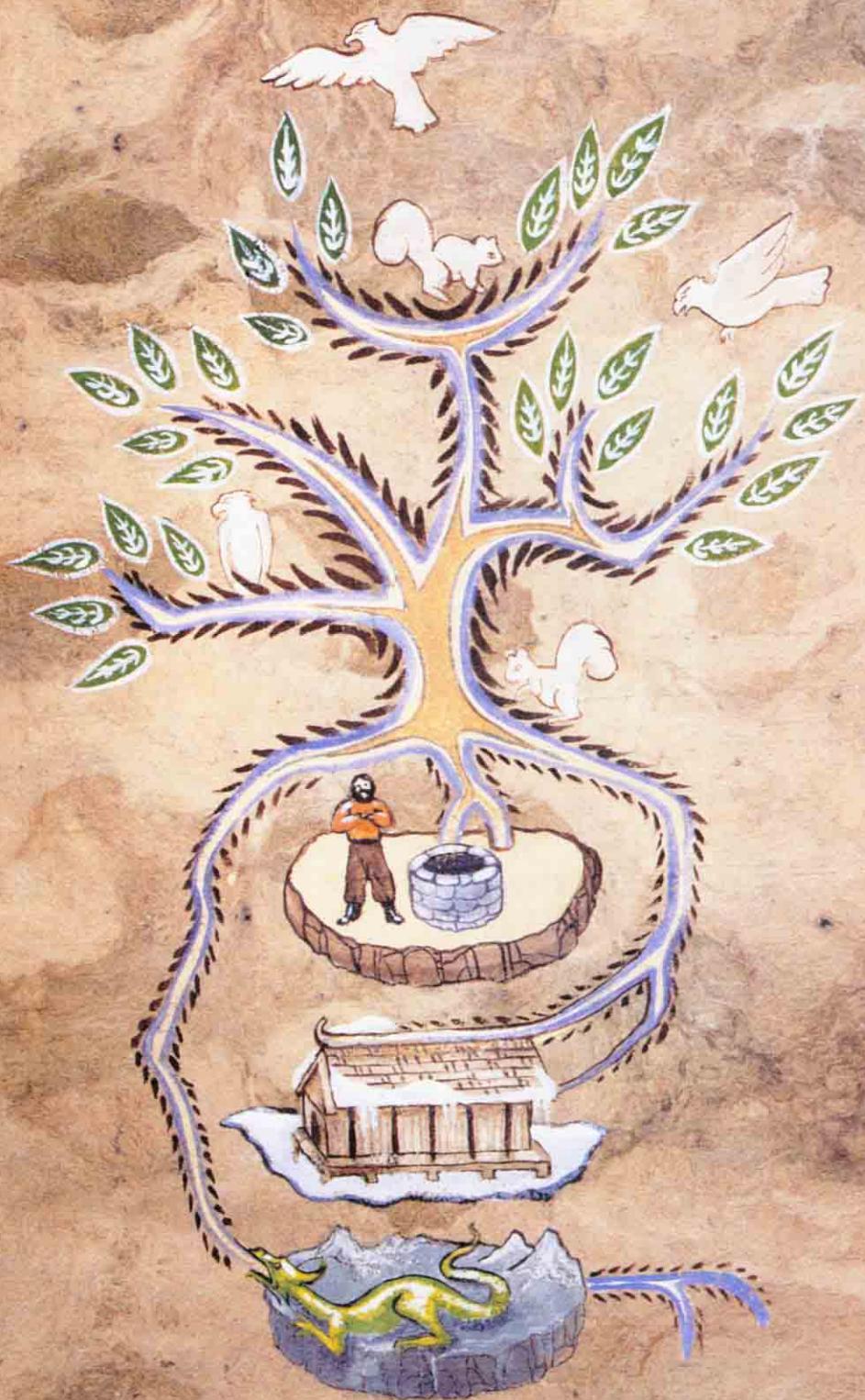
A traveler can fall into the Astral if he loses contact with the plane-spanning wood. Unless he can grab it again quickly, Yggdrasil usually dumps the victim into the middle of the Astral. Companions leaping off after him, and ropes thrown out after him rarely snake through the planes to quite the same spot. Ratatosk and other native creatures are immune, but others need to keep a tight grip.

Walking along the wrong branch can lead a berk out into a forest that ain't part of Yggdrasil, a forest of viper trees in the Gray Waste, or the High Grove of Alfheim, or even a scrawny woods in the Prime. To get back, turn around immediately and climb the nearest tree; sometimes it works, sometimes it don't. This is what the ratatosk call "falling off the Tree."

DOWN THE TREE IS EASY;
BACK UP IS HARD.

— TISK THE RATATOSK





The World Ash Yggdrasil reaches through the layers and planes to all places where the Norse deities are worshiped. Here it is shown reaching to Mimir's Well in Jotunheim on the first layer of Ysgard, in Loki's Winter's Hall in Pandemonium, and to the depths of the Gray Waste, where Nidhogg the serpent-wurm eternally gnaws on the roots of the Tree.

THE RING-GIVERS

(Bargainers, Beggars)

SECT PHILOSOPHY. The universe belongs to those who can give it up. A berk only gets as good as she gives: Whatever a great blood gives away comes back to her. If she can give her last morsel and convince others to do likewise, all the universe will be laid at her feet. Barmy as this might sound to a tiefling on the streets of Sigil, in Ysgard it actually seems to work.

The lust for material things binds a soul to the universe, keeping a berk in debt to it; poverty releases it from bondage to the world. The multiverse is a set of sticky traps to catch the greedy. A berk who ignores it can control herself and the universe.

Through poverty, a cutter gains her heart's desire: peace, power, or affinity to the gods. A great leader gives everything to her followers. A great magician spends all she has to gather knowledge, and a great priest devotes her life to a power.

PRIMARY PLANE OF INFLUENCE. The Ring-givers are slowly gathering power around the Great Ring, but at the cost of seeing their beliefs interpreted differently on other planes. They are powerful in Ysgard and Limbo, and rapidly gaining followers in Pandemonium (if a basher doesn't have much, it isn't hard to give it up) and – oddly enough – among tieflings and bards in the Abyss. Abyssal Ring-givers believe the universe owes them something in exchange for their gifts. These Ring-givers can make pacts with tanar'ri that the fiends (sometimes) honor for a time, and for this reason they are sought after as guides in the Abyss.



GIVE
AND \oplus OTHERS
WILL GIVE
 \oplus YOU.

— FACTOL INGWE OF THE RING-GIVERS

ALLIES AND ENEMIES. Though they share the same plane, the Bargainers and the Fated hate each other. The Fated can take what they want from the Bargainers (and do), but they always seem to pay for it in the end. The Bargainers consider the Sensates depraved, willingly throwing themselves into the universe's traps.

The Ring-givers are allied with the Ciphers; both agree that action is the key. The Ciphers just don't know that giving is the right action.

ELIGIBILITY. The Ring-givers are open to all races, classes, and alignments, though lawful and evil members are less common than chaotic and good ones. Most rogue members are bards, not thieves. Its priests serve powers of ideas and abstractions. No Ring-giving priest serves a power of material things, like creation, wealth, or the elements.

BENEFITS. Anyone who accepts gifts is obliged to the Ring-giver. The Bargainer gains a +1 to +4 adjustment to her reaction roll with that person, depending on the gift's value.

In addition, once per level a Ring-giver can claim a favor from an NPC no more powerful than twice her own level or Hit Dice. The favor depends as much on the NPC as on the Bargainer: Abyssal lords provide much smaller favors than petitioners. The DM must judge the Ring-giver's generosity and lack of material things and adjust the NPC's obligation accordingly.

RESTRICTIONS. Ring-givers never own anything; they accept gifts and wealth but always pass them on. They share spells freely and even give magical items away to strangers after a few days. Ring-givers neither buy nor sell anything – others provide food and shelter, or they make them for themselves. Evil Bargainers never give gifts without claiming favors later.



◆ THE HIGH GROVE ◆ OF ALFHEIM

The elves of Ysgard gather for two great fairs each year in Alfheim. Both take place at the High Grove, at the spring and the autumn equinoxes. The spring festival, Freya's Fest, is a dance that celebrates the return of the land's fertility, with the petitioners leaving two by two until dawn, when the field is empty again. Frey's Fest, the harvest festival in the autumn, is a huge gluttonous feed, a chance to show off riches, a time for wasteful display by the richest cutters, and a chance to see old friends and make new ones before the days grow short and winter sets in. Every elf is welcome to share the revels.

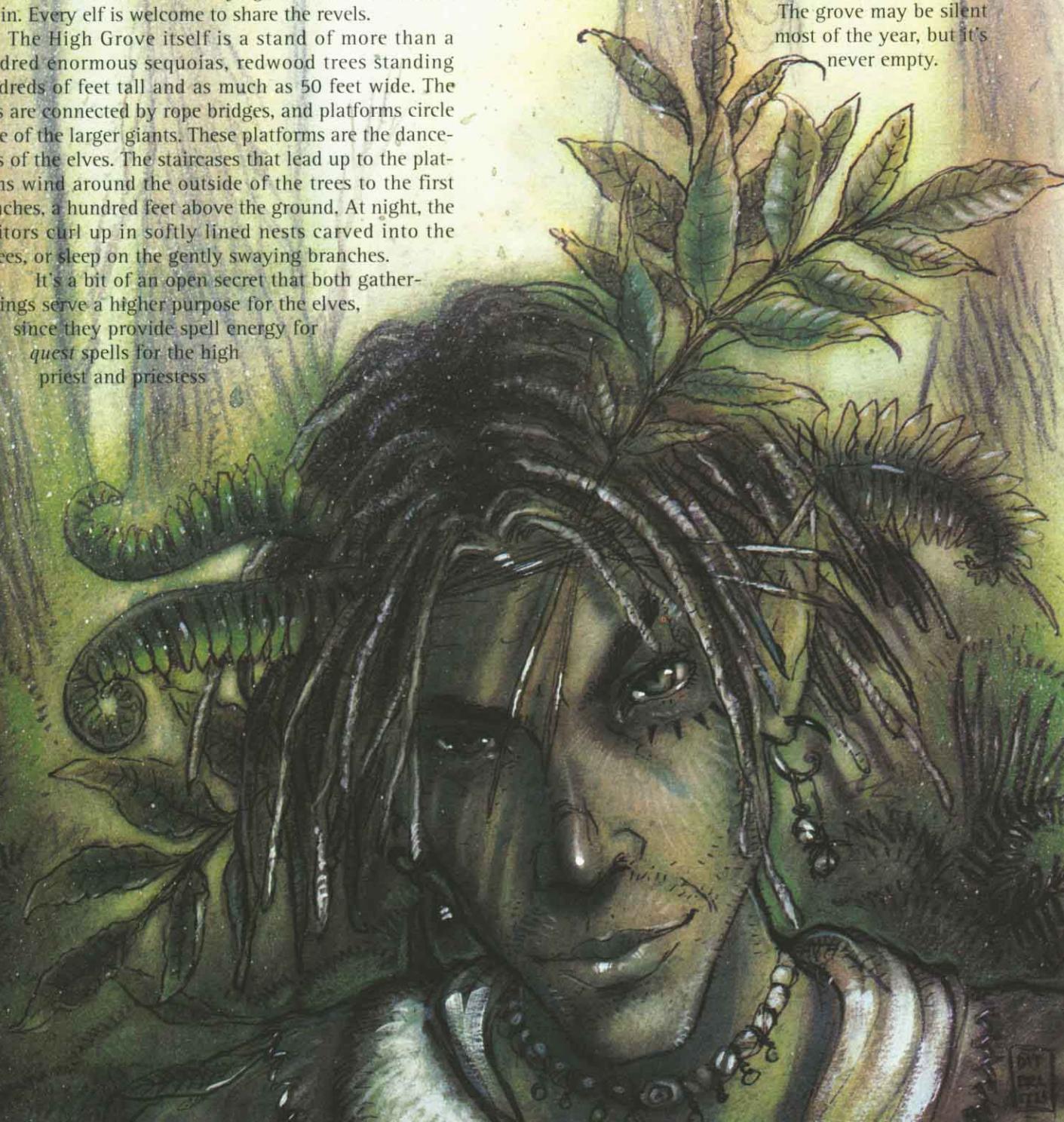
The High Grove itself is a stand of more than a hundred enormous sequoias, redwood trees standing hundreds of feet tall and as much as 50 feet wide. The trees are connected by rope bridges, and platforms circle some of the larger giants. These platforms are the dance-halls of the elves. The staircases that lead up to the platforms wind around the outside of the trees to the first branches, a hundred feet above the ground. At night, the visitors curl up in softly lined nests carved into the trees, or sleep on the gently swaying branches.

It's a bit of an open secret that both gatherings serve a higher purpose for the elves, since they provide spell energy for quest spells for the high priest and priestess

of Frey and Freya. Sometimes these quests are for rich harvests, sometimes for revenge, and sometimes for protection from enemies, but the elves always keep them as secret as they can. If a visitor ain't an elf, he ain't welcome at their private parties, though a few berks say there's a way to creep in undetected. If there is, no one's rattling their bone-box about it – and no wonder, since the elves would surely feather the poor idiots with arrows as soon as they heard about it.

In the summer, a small pack of ratatosk comes to guard the High Grove. In winter, a great and powerful druid called Lindissen of the Bent Oak watches over it, and the elven powers keep a watchful eye out as well.

The grove may be silent most of the year, but it's never empty.



◆ BREIDABLIK ◆

Every basher with a pair of eyes agrees that Breidablik, or "Broad Splendor," is the most beautiful hall of the plane. Baldur's standards are very exacting; only the most beautiful petitioners are found here, all others are turned away. Though they are as capable of feats of valor as others, they're more vain, and mocking their fear of scarring is a sure way to start a fight.

Those who know say that Breidablik is as beautiful as the Gilded Hall of the Sensates, but rowdier, more full of life, blood, and spirit. Breidablik has an unconscious beauty, a handsome face that doesn't know or care about its power over others. Even with a black eye, scars, or a broken nose, Breidablik is fair, graceful, and proud.

Though Baldur, the god of beauty and charisma, owns the hall, he spends little or no time here, occupied as he is elsewhere wooing beautiful powers and rewarding his followers. The Wise Councilors of Baldur the Beautiful act as the hall's rulers in his stead. There's one councilor for each of the aspects of Baldur the Beautiful: a warrior, a sage, and a handsome man. At the moment, these three are Jarnskeggi the Snow-haired, Nauma the Hair-splitter, and Toki Melnirson.

The entire eastern wing of Breidablik is an enormous stable, where Sleipnir is said to have been born. The white horses are famous for their patience, their loyalty, and their intelligence, but they aren't for sale. All the white horses of Breidablik are loaned to heroes of the hall by the Wise Councilors, much as a liege loans land to a vassal. At Baldur's whim, he provides his horses as favors to his champions when they go on a quest.

Each pillar is carved with the faces of Baldur's bravest and most handsome followers, thousands upon thousands of them. Some of these are overlaid with hammered gold or silver, and the sagas say that each face is a petitioner who now lives on, absorbed into the plane. It's said that a priest of Baldur can call upon the knowledge of any of them by casting a *speak with dead* spell; since many of them were great warriors or mages, this is no small feat.

The goblets in Breidablik are all jewel-encrusted, even if only with mica, agates, or pyrite; a toast is a bright, glittering thing in Baldur's hall, where it is truly, as the kenning has it, a "feast of stars."

The poets claim Breidablik's toasts are blinding, but they've been known to stretch the truth.

The soldiers of Breidablik are the only militia in Ysgard with uniforms – but none of the uniforms match. Every petitioner carries a blazing spear, Baldur's weapon. Bright cloaks with gold stitching are common, as are weapons with gold inlays. Though the dazzling look of the troops make some addle-coves think they're easy marks, in fact Baldur's petitioners are as fast and strong as any. Their bards claim that they are even more dangerous because Breidablik's petitioners place more importance on battle magic than most Norse petitioners.

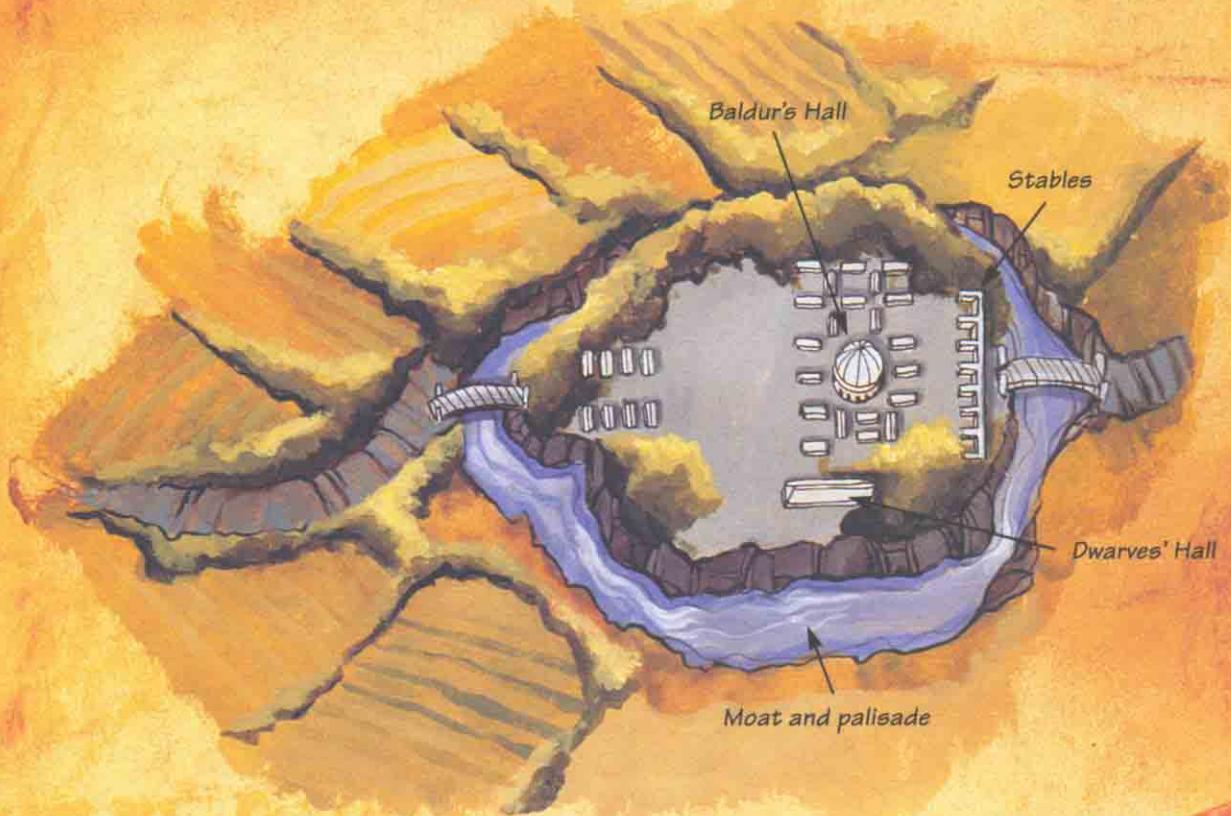
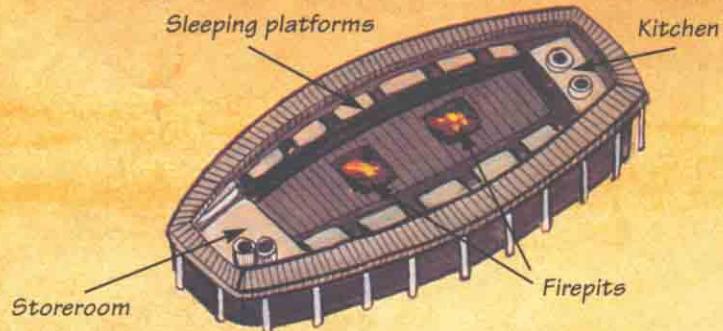
Fine clothes, rich jewelry, and other beautiful things are sold from the long tables in the Dwarves' Hall. More than anything else, the Dwarves' Hall is known for its goblets and embroidery. One old crone by the name of Lena Svavasdottir sometimes wanders the outer chambers and courtyards of the hall selling potions of *invulnerability* to any champion who undertakes a quest for her, but when she does she's mobbed by willing heroes, so striking a bargain with her is as much a matter of luck as skill.

Breidablik's bards are, without question, the best of the Norse skalds. Unlike the bards of other halls, they sing of the glory of wealth, beauty, and love as well as the glory of battle. Novice bards can learn much from Baldur's followers, especially the art of insult and satire (reducing the target's reaction rolls by 2), but these skills are shared only with the greatest of bards. Bards can also train to advance levels here.

Breidablik has seen three evil omens lately: ravens roosting in the eaves, a raiding fensir who carried off a brewmistress, and a thousand barrels of wine that suddenly soured into vinegar. No one is sure what has drawn the Norns' wrath, but the petitioners are expecting raiding parties and demands for sacrifices soon. Dark rumors say that a lottery will be held to find a victim for a sacrifice in the old style.

Several dwarves have died of poisoning lately; no one knows who did it or why, for their goods remained untouched. Some

bards claim that the dwarves sold false gemstones or gold tainted with base metals, but others say that the dwarves weren't forgers, but spies from Nidavellir. A few claim the deaths were faked. The dwarves have demanded a hefty *weregild*, a bloodprice, or they threaten to take their own vengeance. The Wise Councilors are considering banning dwarves from the hall entirely, though their glittering wares would surely be missed.



Breidablik, Baldur's hall. All of the halls of the Norse powers are constructed similarly.

THE ◆ INFINITE STAIRCASE ◆

The Staircase is the goal of every longing heart, the road to every dream. Stories tell that it appears within Selune's hall of silver when the moon is full and the fog creeps up from the shore, and its stairs lead from the Gates of the Moon to all the cities that exist, anywhere in the planes, or to all the cities that ever were or will be, from the cities of the devas (though they have no need of stairs) to the darkened halls of Dis and the other anthills of Baator.

The staircase doesn't just lead up and down, but in all directions, and its gravity changes from landing to landing. Each landing has its own door, and each door is said to lead to a different city. Some say that the Infinite Staircase is the best shortcut on the Great Ring. Here's the chant: The keys to the doors of the Infinite Staircase are mysteries, riddles, and puzzles held by the lillendi, the snake-women that rule the Gates of the Moon. Those who offend the Moon Goddess are

said to be thrown into the Infinite Staircase and trapped here by her servants.

The stories all say that the staircase is a gigantic spiral, winding through all time and space. What they don't say is that it's an architect's nightmare. Each segment of the staircase is different, from winding spiral staircases to sweeping open stairs, narrow passages, steep stone stairs and broad wooden ones. The staircase is lit almost everywhere by torches, lanterns, or magical lights – the dark passages are said to lead to nightmare cities where all magic fails or where visitors age wither, and die.

It's easy to get lost, as stairs branch off in all directions and circle round each other. Some even say that the Staircase is never the same path twice, that it is always under construction (though its builders are only heard and never seen), and that strange creatures of elemental time supervise its operation.

Though the staircase leads everywhere, it's not easy for a basher to get where she wants to go. Since each landing leads to a different city and the staircase leads to an infinite number of different planes, not everyone can find or open the right door. Legends say that a cutter can travel the staircase to the city of her heart's desire, but only once. The only problem is that if a soul finds her heart's desire, why would she ever want to leave?

THE +RUTH+ IS
ONLY VISIBLE
UNDER MOONLIGHT.
— LILLEND SELENIA
OF THE
MOON GATES

THIS BOOK IS INTENDED
2•B•READ : PLAYERS
by & Dungeon Masters BOTH. IT SERVES
as A BRIEF INTRODUCTION to the 5 CHAOS
PLANES & THE CONDITIONS thereon.

INSIDE THIS BOOK IS A BRIEF GUIDE 2
some ^{of the} PLACES, & PEOPLE
CHAOS PLANES...

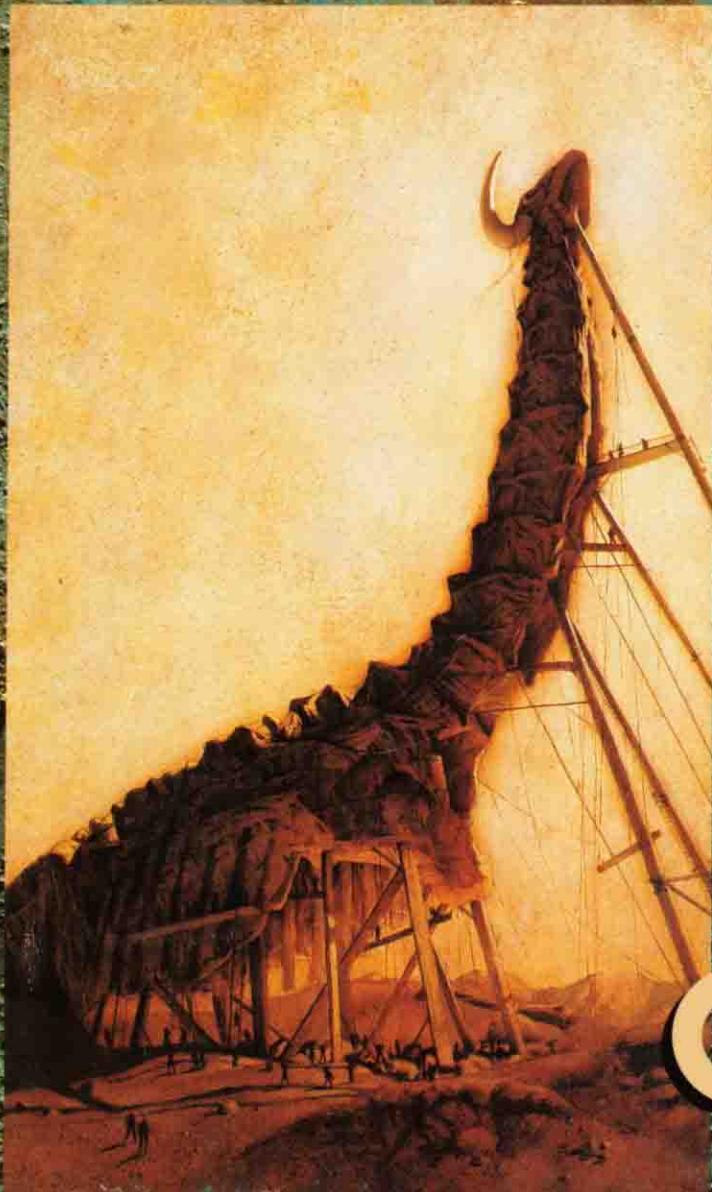


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Special thanks to the trailblazers of the Chaos planes:
David "Zeb" Cook, Jeff Grubb, Gary Gygax, and Roger E. Moore.

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The multiverse is flaming big, as everyone but the greenest prime knows. But it's one thing saying it's big, and another to truly recognize its enormity.

Planars grow up with a sense of that immensity. Primes, on the other hand, just don't seem to get the point. Some may be sophisticated enough to realize that their own prime-material world is

big, what with all its diversities of peoples and cultures. And a very few — mainly scholars and sages — may have toyed with

thoughts of the infinite reaches of the Prime Material Plane, with its endless number of worlds, each fully as large as their own.

But what the Clueless nearly always fail to consider — a thing that every planar knows — is

that the Prime Material is only one plane among many. Sure, the primes have heard of the Astral, Ethereal, Inner, Outer, and so on, but they seem to think of these places as things hanging around the edges of existence, fit only for stashing their magical trash. To them, the Prime Material is the center of the universe, and everything else revolves around it.

Fact is, the Prime is just one of 38 planes of existence. Planars know this in their bones, and expect to see wonders, while primes walk around thinking they're the lords of creation, all the while staring like moon calves.

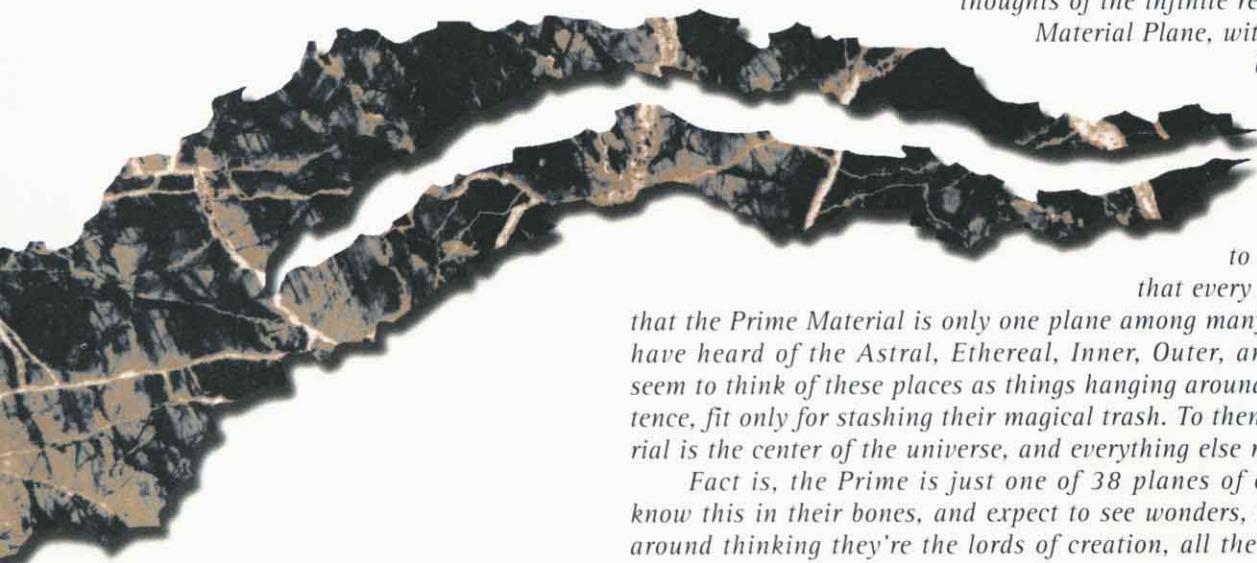
It's that cocky idiocy that puts so many addle-coves in the dead-book.

Planes of Chaos covers five of those infinite planes: the Abyss, Arborea, Limbo, Pandemonium, and Ysgard. But again, considering that each of those is, in its own right, fully as big as the Prime Material alone, the task remains monumental. Obviously, not every square inch of these planes could be mapped — and not every realm and town could even be

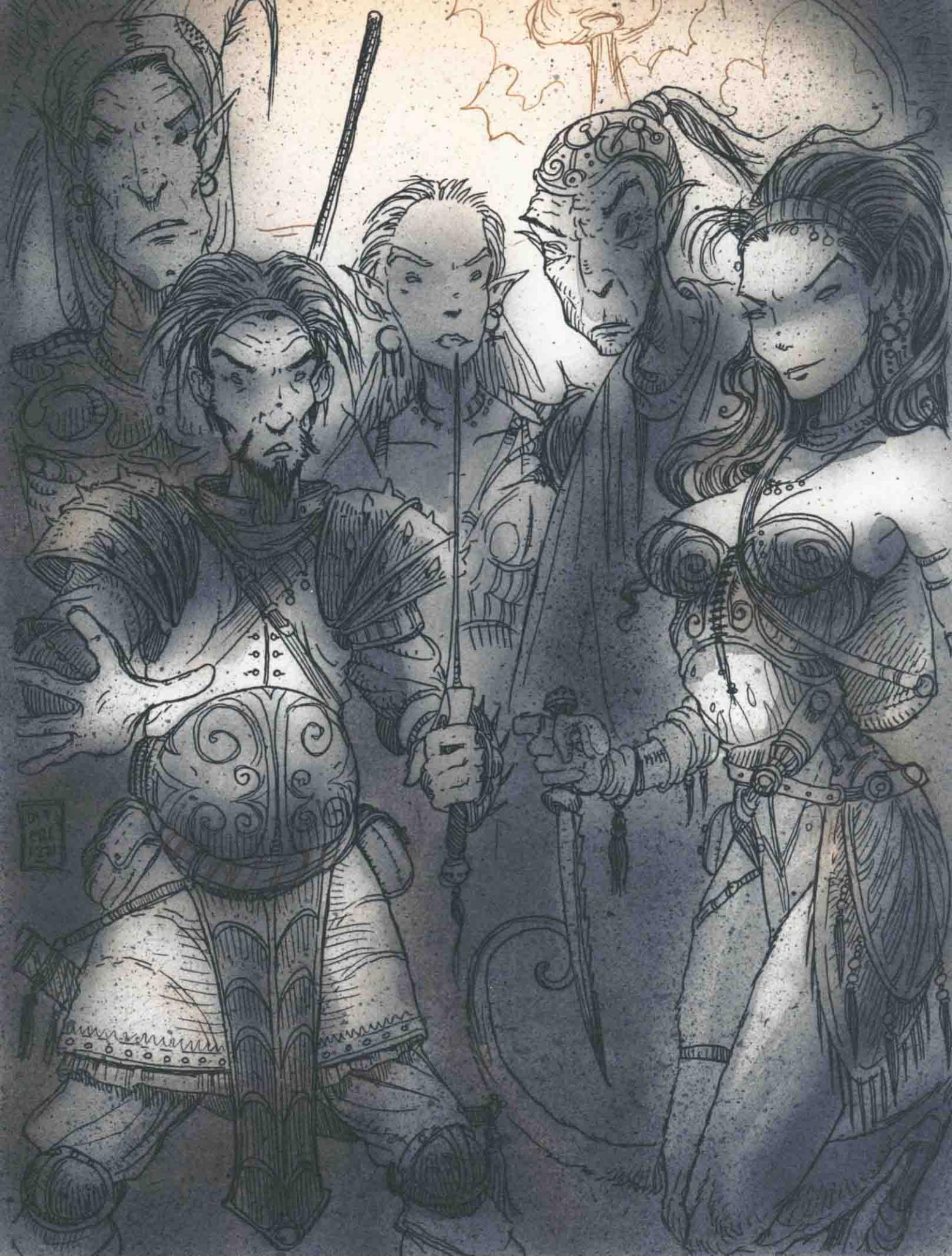
mentioned. Instead, the information that's passed along in this box has been chosen with an eye toward communicating the unique *nature* of each plane. Sure, there are concrete examples of locations and personages, and there are specific rules for such things as the maddening effects of Pandemonium. But even those things are included intentionally to illustrate the character of the planes they belong to, the individual personality of each.

There's a lesson in that for the PLANESCAPE™ Dungeon Master (DM). Adventuring among the planes is all about monumental vistas and strange locales. It's about mood and atmosphere, about strange peoples in even stranger lands. The material here gives the DM a launching place from which to start, a shape within which to build, the materials for doing so, and some specific examples of the possibilities. But remember that the multiverse is *big*, so there's all the room in creation for expansion.

XAO \ominus S, O \times SA, AS \ominus X ... CHA \ominus S



BEAUTIFUL IS!
CHAOS
+⊕⊕ DIM MULTIVERSE.
IS +⊕ NOTICE
⊕⊕S+ +HE ⊕F.
— FACTOR KARAN
OF THE CHAOSMEN



There's many ways to go amiss on the Great Ring, but nowhere are the paths of the planes knottier than in the planes of Chaos. From lofty Olympus to the stinking depths of the Abyss, Chaos reigns. Listen close, and the dark of it will be revealed.

Included in this boxed set are four books and five maps. *The Book of Chaos* is intended for the DM and describes the five Chaos planes with an eye toward running adventures on them. *The Travelogue* can be read by both the DM and players; it tells the sorts of information a traveler to these planes might seek before heading out to them. *Chaos Adventures* provides the DM with a set of adventure outlines for each of the Chaos planes, and shouldn't be read by players. Lastly, there are the *Monstrous Supplement* book and the maps of the various planes. The maps can be shown to the players, but the DM will likely wish to keep the material on the monsters secret until after the players have encountered those creatures.

THE NATURE ♦ ♦ ♦ CHAOS ♦ ♦ ♦

There's no arguing that, among the Outer Planes, the Chaos side of the Great Ring draws the greatest number of adventurers. After all, the realms of Law tend to keep a tighter rein on things, so the powers there are usually aware of everyone who travels through their realms, and they have proxies and other agents in place who have instructions on how to deal with such visitors. That makes it difficult for a basher to slip through the cracks (though certainly not impossible).

On the other hand, powers on the Chaos side usually don't bother to be so vigilant. And even if they were, they wouldn't provide a unified front. The chaotic nature of their relationships with neighboring powers can make it difficult for their agents to take effective action, especially outside their realm. Consequently, adventurers come and go on the Chaos planes relatively freely.

That's not to say that balance isn't maintained overall, of course. It's just not a balance of numbers. Consider the Blood War of the Lower Planes for a moment. There are obviously far, far more tanar'ri in existence on the Chaos end of things than there are baatezu on the Law end. But the tanar'ri numbers haven't prevailed, precisely because the creatures are so chaotic. By the same token, the untamed nature of the Chaos planes means that, while more bashers come here to adventure, more of them fall prey to the dangers; few accomplish anything of multiversal significance. In the end, it all balances out.

'Course, most folks are notoriously bad at figuring the odds. They look at a Chaos plane and think, "Sure, it's rough and tumble, and a lot of berks have gone

there and died. But it hasn't seen *my* like before, and I'm going to grab some of its riches."

And that's the sort of dream that adventures are made of.

♦ ♦ CHAOS SECTS ♦ ♦

Surprising as many Cagers might find it, not everybody on the Great Ring ascribes to one of their factions. For one thing, there are a lot of backwoods communities that've never even heard of Sigil. And then there are those folk who *have* heard of Sigil, but figure it's just some pretentious madhouse that doesn't hold much significance to their lives. These folk have their own irons in the fire, which means they have their own way of looking at things.

Sometimes those distinctive ways of looking at things are held in common by enough people that they rival a faction in significance, at least locally. That world view is referred to as a sect. To put it more simply, while factions are groups centered in Sigil with a specific world view, sects are those without a recognized seat in Sigil.

The Travelogue describes a few Chaos sects that have gained fairly wide recognition. If the DM approves, players are free to design characters belonging to one of these groups, rather than the ones in the PLANESCAPE Campaign Setting boxed set.

PORTALS, ♦ ♦ GATES, PATHS, ♦ AND MORE

A few words are in order concerning entrances into the Chaos planes, connections throughout them, and passages between layers.

Travelers will note that in the Outlands, there's always a town around the gate to any plane on the Great Road. That's just the nature of the Outlands. Gates may be called arches, maws, or whatever else the locals happen to choose to describe their own particular passageway. But whatever they're called, they only appear within a town.

That's both a blessing and a curse for the town involved. On the one hand, it draws new business there, what with cutters passing in and out through the planar passageway. On the other hand, it makes the town a focus for invasion from the other side, and it slowly erodes the town's very nature. Eventually it turns stag

AM I A DUS+MAN?
WHY, YES.
YES I AM.

— LENORE OF THE
CONVERTS SECT

and leaves the Outlands all together, becoming part of the plane it used to serve as a gateway to. Then, of course, the gateway shifts to another town in the Outlands, and the process starts all over again.

When a cutter steps through a gate on the Chaos side of the Great Ring, he usually won't find a town on the other side. There may be a few clustered houses, but as often as not there's no habitation at all. The same holds true for portals from Sigil, gates between the various Chaos planes, paths through the barriers separating their levels, and conduits that fill one of those functions. Nobody wants to build near such things, unless they're either one-way passages or very well hidden.

That's because a soul can never tell for certain just who or what's going to come marching through a passage. Berks building around the mouth of a passageway are just begging to have their homes invaded, sacked, and torched, then find themselves clapped in chains as slaves. Only the very, very strong try to hold a passage for their own use; even then, they usually pick ones that are small, unknown, and far from common routes of travel.

STYX AND OCEANUS

The Rivers Styx and Oceanus each serve as a means of travel among some of the Outer Planes, at least for bashers who have the time to travel by water and who can deal with any local hazards. The Styx wends its way across the Lower Planes; Oceanus crosses some of the Upper. Both are described briefly in the *PLANESCAPE Campaign Setting* boxed set, but their character changes slightly from plane to plane. This is reflected in the planar descriptions within this book, as well as in *The Travelogue*. Bloods will want to pay attention to these pointers.

◆ THE RIVER STYX

The River Styx is a permanent conduit through the Lower Planes, from the battlefields of Acheron through Baator, Gehenna, the Gray Wastes, Carceri, the Abyss, and Pandemonium. It functions much the same way as the World Ash Yggdrasil, as a method of transportation through these planes. Contrary to speculation, the Styx doesn't extend into the Astral Plane, though portals stand on the banks of the river, enabling the boatmen of that fell river to reach the Astral shores.

The Styx is always in motion, flowing through the top layers of each of the seven Lower Planes. The fifth level of Baator, the icy world ocean Stygia, is connected to the Styx, as are a number of the deeper layers of the Abyss. The Styx doesn't appear to have an origin or a final outflow, nor does it move linearly along the Great Ring. Boatmen have passed from Acheron to the Abyss in a matter of hours, without passing through the

planes between them. The tangled skein that is the full flow of the Styx hasn't been measured. Perhaps it cannot be measured, since it's an infinite river that passes through a number of infinite planes. It's best not to think on it overmuch, or a berk'll go barmy.

The leatherheads who touch or drink the water of the Styx forget their entire past life, including spells and alignment. A saving throw versus spell is applicable, with a successful save indicating that the five minutes prior to touching the Styx are forgotten, but no more than that.

Any creature immersed in the river may drown in the swift flow. Half the creatures and boats immersed in the Styx are dragged into another plane before reaching the shore. Boats have a 20% chance of overturning for small craft and a 10% chance for large craft. These hazards are believed to be the work of the marraenoloths, the native boatmen of the planes, who want no one interfering with their monopoly of the waterway.

Primes boating, water walking, or flying above the Styx have a good chance of attracting the attention of 5d6 hydroloths or 3d4 amnizu baatezu (the latter only in Baator). Most travelers on the Styx rely instead on the marraenoloths.

Marraenoloths can take the travelers anywhere on the Styx, as well as into the Astral, Ethereal, or Prime Material Plane. Transit time is 1–20 hours, and the powers of the Styx don't interfere in these journeys.

◆ THE RIVER OCEANUS

The River Oceanus links the planes of Elysium, the Beastlands, and Arborea in much the same way that the Styx links the Lower Planes. Like the Styx, Oceanus disappears and reappears a number of times in different layers of the planes. It seems to follow a course that begins in Thalasia, the third layer of Elysium, flowing through the second and first layers of that plane, across the topmost layer of the Beastlands, then into Olympus and on to Ossa, the second layer of Arborea.

Oceanus is a more natural river than the Styx, and no harm comes to those who drink from it. It poses all the normal dangers of a large river, and doesn't have the supernatural boatmen of the Styx.

Selune's realm in Ysgard is also said to connect to the River Oceanus, though this connection is tentative.

MOUNT OLYMPUS AND YGGDRASIL

Like River Oceanus and the Styx, Mount Olympus and the World Ash Yggdrasil are both planar pathways that touch on several Outer Planes. Unlike the waterways, though, Olympus and Yggdrasil are closely associated to two specific pantheons – namely, the Greek and the Norse. They'll be talked about when those powers are – so don't get impatient, berk! (See pages 45 and 104.)

◆ MAGICAL EFFECTS ◆

Each Outer Plane reveals its special character in its effects on magic use. Often, it takes a real blood of a wizard to handle those changing natures and still be of some use in an adventure party. But the changes can also give a cutter some new insights into the workings behind magic.

Although the *PLANESCAPE Campaign Setting* boxed set covered the basics of magical changes by plane, this book provides more particulars – details that further convey the special nature of each plane. While the DM is encouraged to use these additional rules as

much as possible, it isn't a great sin if they're forgotten or glossed over during the heat of play. After all, these are the Chaos planes, and

momentary changes in magic are to be expected. Quick and exciting play is every bit as important as mood and atmosphere. (On the other hand, the DM should feel free to add other special spell effects if they emphasize a plane's unique nature, provided the players don't get lost in minutiae.)

PSEUDOELEMENTALS

One particular aspect of spellcasting on the Outer Planes is worth mentioning here. That involves the use of spell keys to conjure pseudoelementals.

In explaining spell keys, the *PLANESCAPE Campaign Setting* boxed set mentions that although elementals cannot be summoned from the Inner Planes to the Outer Planes, certain keys can focus the background elemental components of an Outer Plane, allowing for the conjuration of pseudoelemental beings. What makes these pseudoelementals different from normal elementals is that their animating spirit is drawn from the

plane they're conjured on. Once the spell duration is passed, the pseudoelemental dissipates, its physical substance and animating spirit both rejoining the plane.

Using a spell key to conjure a pseudoelemental on the Outer Planes, then, can be *extremely* dangerous. For one thing, if a caster is distracted when the elemental appears, the chance of the creature staying and attacking is 100%. Because it didn't come from an Inner Plane, it has no desire to return there (so the normal 25% chance of its leaving immediately doesn't apply).

For another, pseudoelementals are very difficult to control. The normal 5% chance per round of an elemental breaking free from the caster's control is increased by 5% per step by which the pseudoelemental's alignment differs from the caster's. (For example, a lawful-good caster would have a 30% chance per round of losing control of a pseudoelemental in the Abyss.)

Chaotic pseudoelementals are particularly dangerous, because their chaotic nature impels them to go on destructive sprees. The only positive note about free-willed pseudoelementals is that a good-aligned one will be *slightly* less intent on killing all living things around it – concentrating instead on destroying buildings and other such structures – than will an evil-aligned one.

◆ DENIZENS ◆ OF THE PLANES

The *PLANESCAPE Campaign Setting* boxed set and this boxed set both contain a booklet describing some of the monsters and other creatures who dwell on the Outer Planes. In some cases these are updates of beings described in earlier publications, adapted to reflect the fuller knowledge of the Outer Planes available in the *PLANESCAPE* setting. Others are completely new creatures, heretofore unknown to primes. Still other creatures can be found in various products or adapted from them. A lot of leeway is left to the DM in choosing what monsters to confront a party with. The adventures in this boxed set deal largely with creatures described in this box and the *PLANESCAPE Campaign Setting* box, leaving the DM to choose creatures from other products to flesh things out.

In addition to mentioning the powers of *Legends & Lore* (LL) and *Monster Mythology* (MM), this reference covers the chaotic powers from the *FORGOTTEN REALMS* setting. These powers are designated by the (FR) marker.

◆ ROAMING POWERS ◆

By and large, beings native to the Outer Planes tend to identify with a particular plane. That means they're described under a particular plane's heading. 'Course, it doesn't mean that they don't wander through neighbor-

ing planes. But if a basher had to bet on where a particular creature would be at any given time, odds are the thing would be on its home plane. This is especially true of the powers, as most of them maintain a realm on one plane in particular. Even Loki and Fenmarel Mestarine, two powers who each maintain realms on two different planes, at least have distinct places where a basher can say they hang their hats at night.

Not every power has such a clear home plane distinction, however. Two cases in point are Gorellik, a gnoll god who's declined so much he doesn't even really maintain a realm any more, and the entire Seelie Court, which roams across several of the Upper Planes like gypsies, carrying their realm with them as they go.

GORELLIK

(Realmless Power)

CHARACTER. This realm consists of one power and about a hundred-yard radius around him. Gorellik wanders about the Lower Planes, spending most of his time in Pandemonium and the Abyss.

POWER. Gorellik (MM) is a gnoll god who has been steadily declining in power, due to a continual erosion of worshipers to the usurper tanar'ri god Yeenoghu. Nowadays Gorellik's little more than a werehyenadon. 'Course, only a leatherhead would say that to his face as he's still of demigod status, and that makes for one mean hyenadon.

DESCRIPTION. Gorellik's realm doesn't differ at all from whatever plane it's in at the time. It just allows the power to transform gnolls into hyenadon servitors.

PRINCIPAL TOWNS. None. There isn't room.

SPECIAL CONDITIONS. Any gnoll who encounters Gorellik is automatically transformed into a hyenadon and joins the power's entourage (in other words, his pack) in its prowlings through the Lower Planes. Only if the gnoll is a priest of another power is he safe from this fate. Everyone else is food for the pack.

PRINCIPAL NONPLAYER CHARACTERS. None.

SERVICES. None, except for a berk seeking death.

THE SEELIE COURT

(Realm)

CHARACTER. Just as woodlands on prime-material worlds often have a magical heart in which faerie folk hide from crasser eyes, so are there secret hearts hidden away within various woodlands of the Beastlands, Arborea, and Ysgard. The Seelie Court travels among these magical bowers at the whim of its queen.

POWER. Titania

(MM) is the primary

power of the Seelie Court.

Though chaotic in nature herself, the faerie queen provides a point of some stability for the thistle-brained powers of the court.

Five powers form the Inner Court around their queen: Oberon, the queen's consort; Verenestra, the flamboyant and vain dryad-goddess; Damh, the mischievous god of satyrs and korred; Sqeulache, the trickster-god of leprechauns; and Eachthighern, lord of unicorns. Other sylvan powers – Caoimhin, Emmantiensien, Fionnghuala, Nathair Sgiathach, and Skerrit (MM, all) – roam the fringes of the Court, never involving themselves deeply in its intrigues, victories, or defeats, but they're never far from Queen Titania's ear, either.

DESCRIPTION. The Seelie Court is the magical bower home of the sylvan deities, a place that moves among the Outer Planes from plane to plane, sometimes connecting to Yggdrasil, sometimes part of the Beastlands, Arborea, or Ysgard.

The Seelie Court usually manifests as a calm woodland with many glades, sparkling with moonlit dew in endless twilight. When Titania is in a rage, however, the woodland changes its face, shaking with storms that send most faerie folk cowering. Fortunately this doesn't happen often. When Titania desires, the woodland may glow with gentle sunlight instead, but overall the faeries prefer twilight.

PRINCIPAL TOWNS. Given this realm's migrant nature, it doesn't give rise to any towns. The queen and her

Inner Circle reside in a bower under the open air, with nothing but walls of magic around to keep them safe from casual view. Members of the Outer Circle dwell in thickets, under trees or on open hillsides as suits their particular nature. Some inhabit magical halls under the earth of toadstool-ringed hills, where many of the realm's petitioners (mainly faerie folk, but with an occasional mortal) reside.

SPECIAL CONDITIONS.

Time may pass very strangely for a being within this realm. It may move slowly, so that while mere hours pass within, decades pass without. Or it may move so quickly that while a hundred years pass within, outside there passes but a day.

Outsiders should take care not to eat or drink anything offered to them in the realm, for in doing so they give their fealty to the one who offers it. This fealty acts as a permanent *geas* – each time a commanded service is performed, the one to whom fealty is owed may command another. The only ways of breaking the *geas* are by using a *wish*, by tricking the master into commanding an impossible task, or by appealing to a higher-ranking faerie (this last almost never works).

But eating and drinking aren't the only dangers for mortals here. If they accept any other gift, the giver may demand one in return, and faerie demands are often cruel by mortal standards.

PRINCIPAL NONPLAYER CHARACTERS.

There aren't any high-ups to speak of among the citizens of this realm. Assuming a basher manages to find a way into the realm in the first place, he's equally likely to stumble across a treant who bars his progress, a swanmay who wants to lead him back, a faerie dragon who wants to cause him mischief, or some other such denizen of the realm. Only those specifically brought here by a faerie creature have much chance of finding what they're looking for.

SERVICES. The only thing that creatures of this realm have to offer of possible service to mortals is information. Because they wander as much as they do, and because they are as curious as they are, faerie crea-

tures tend to see a lot. 'Course, getting that information out of them is usually a real trick, and knowing whether to trust them to tell the truth is another.

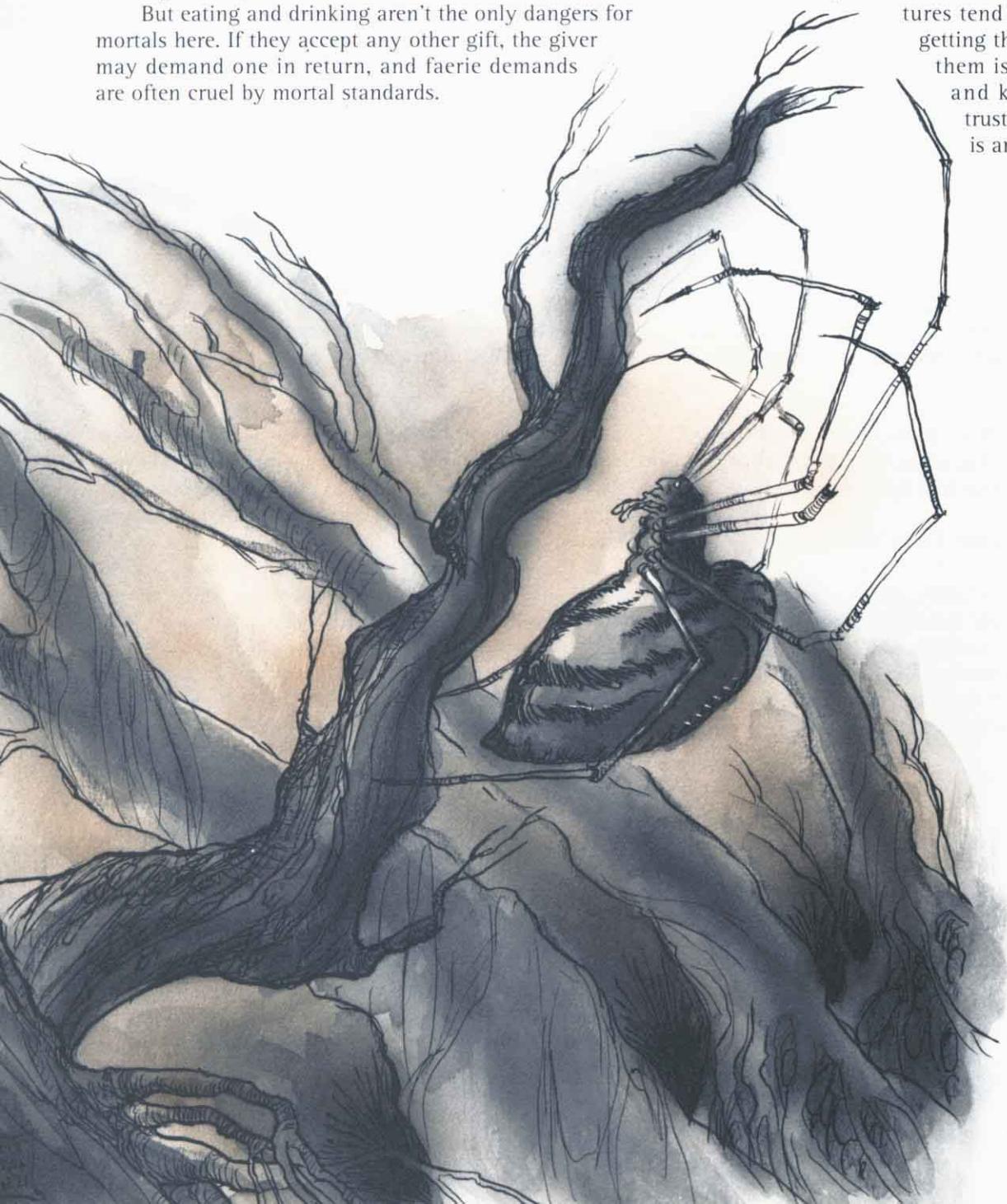


TABLE I: NONPLAYER CHARACTER ABBREVIATIONS

Nonplayer characters – rulers, merchants, and the like – will always have important information listed in parentheses after their names. This always goes like so: (origin/sex and race/class and level/faction/alignment). Origin tells whether the character's some kind of monster, or a petitioner, planar, prime, or proxy. Powers, should they appear, are *never* reduced to a set of abbreviations – something that important deserves special attention. For all the others, abbreviations used are as follows.

ORIGIN	CLASS	FACTION
M Monster	B Bard	At Athar
Pl Planar	D Druid	Be Believers/Source
Pe Petitioner	F Fighter	BC Bleak Cabal
Pr Prime	P Priest	Dg Doomguard
Px Proxy	P(sp) Specialty priest	Du Dustmen
SEX AND RACE		
♀ Female	Pa Paladin	Fa Fated
♂ Male	Ps Psionicist	FO Fraternity/Order
∅ Genderless	R Ranger	FL Free League
b Bariaur	T Thief	Ha Harmonium
d Dwarf	W Wizard	Mk Mercykillers
e Elf	W(A) Abjurer	Os Outsiders
fd Fiend	W(C) Conjurer	RL Revolutionary League
g Gnome	W(D) Diviner	SO Sign of One
gy Githyanki	W(E) Enchanter	S ² Society/Sensation
gz Githzerai	W(EI) Elementalist	TO Transcendent Order
h Human	W(I) Illusionist	Xa Xaositects
ha Halfling	W(Inv) Invoker	Var Various
he Half-elf	W(N) Necromancer	
tf Tiefling	W(T) Transmuter	
var Various	W(W) Wild mage	
	O Unclassed	
	Var Various	
CHAOS SECTS		
		An Anarch's Guild
		Co Converts
		Di Dispossessed
		Rg Ring-givers

TABLE II: SCHOOL ALTERATIONS BY CHAOS PLANE

PLANE	ABJ	ALT	CON/ SUM	DIV	ENC/ CHA	ILL/ PHA	INV/ EVO	NEC	WIL	A	F	E	W
Abyss	–	♦	♦	♦	–	+	–	♦	+	♦	♦	♦	♦
Arborea	–	–	♦	♦	♦	–	–	♦	–	♦	♦	♦	♦
Limbo	♦	♦	♦	♦	♦	♦	♦	♦	♦	♦	♦	♦	♦
Pandemonium	–	♦	♦	♦	–	–	–	♦	+	♦	♦	♦	♦
Ysgard	–	♦	♦	♦	–	–	–	♦	+	♦	♦	♦	♦

- No alteration to school.
- ♦ Alterations to school occur; the spell may need help to work, or its effects may be changed. See each plane description for details.
- + School is enhanced on plane. All spells operate as if they had been cast by a wizard one level higher. For example, a *fireball* spell cast by a 5th-level mage inflicts 6d6 points of damage, and the saving throw is made by the target with a –1 adjustment. Saving throws against enhanced spells that confer protection are made with a +1 bonus.

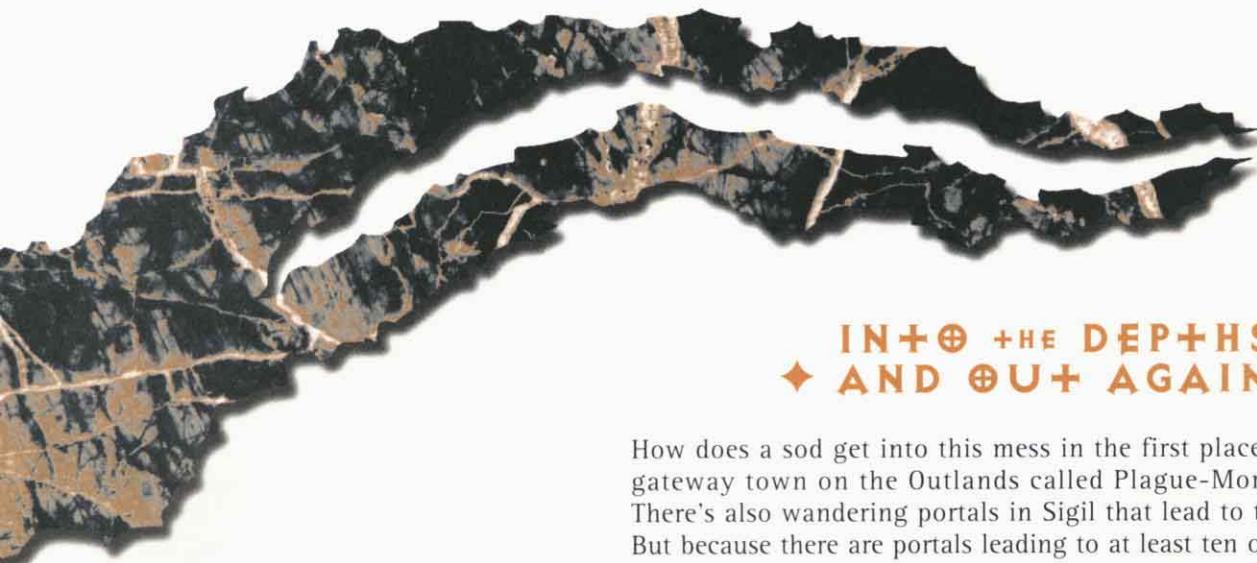
NOTE: Spell keys may allow spells to function normally. Most keys add 1 to the initiative or casting time of the spell. See each plane description for details.

ABBREVIATIONS: A Air (elemental); Abj Abjuration; Alt Alteration; Con/Sum Conjunction/Summoning; Div Divination; E Earth (elemental); Enc/Cha Enchantment/Charm; F Fire (elemental); Ill/Pha Illusion/Phantasm; Inv/Evo Invocation/Evocation; Nec Necromantic; PE Paraelemental Plane; QE Quasielemental Plane; W Water (elemental); Wil Wild magic

Infinite in evil, cruelty, and bloody war, the Abyss stands unequaled among the planes as a place where betrayal, treachery, and murder are

the approved ways to greet hapless travelers. All purity is corrupted here and all dreams die. The despairing lower ranks are at the mercy of the greater fiends, and the high-ups have no mercy. If it talks, the tanar'ri cheat it, and if it moves, they kill it. In the Abyss, a berk's either quick or he's dead. Better be ready.

THE DEPTH~~S~~ OF THE ABYSS



IN +~~THE~~ + THE DEPTH~~S~~ ♦ AND OUT AGAIN ♦

How does a sod get into this mess in the first place? There's a single gateway town on the Outlands called Plague-Mort that leads here. There's also wandering portals in Sigil that lead to the various layers. But because there are portals leading to at least ten of the layers, bashers wind up in the Abyss more often than they'd like. Much more often.

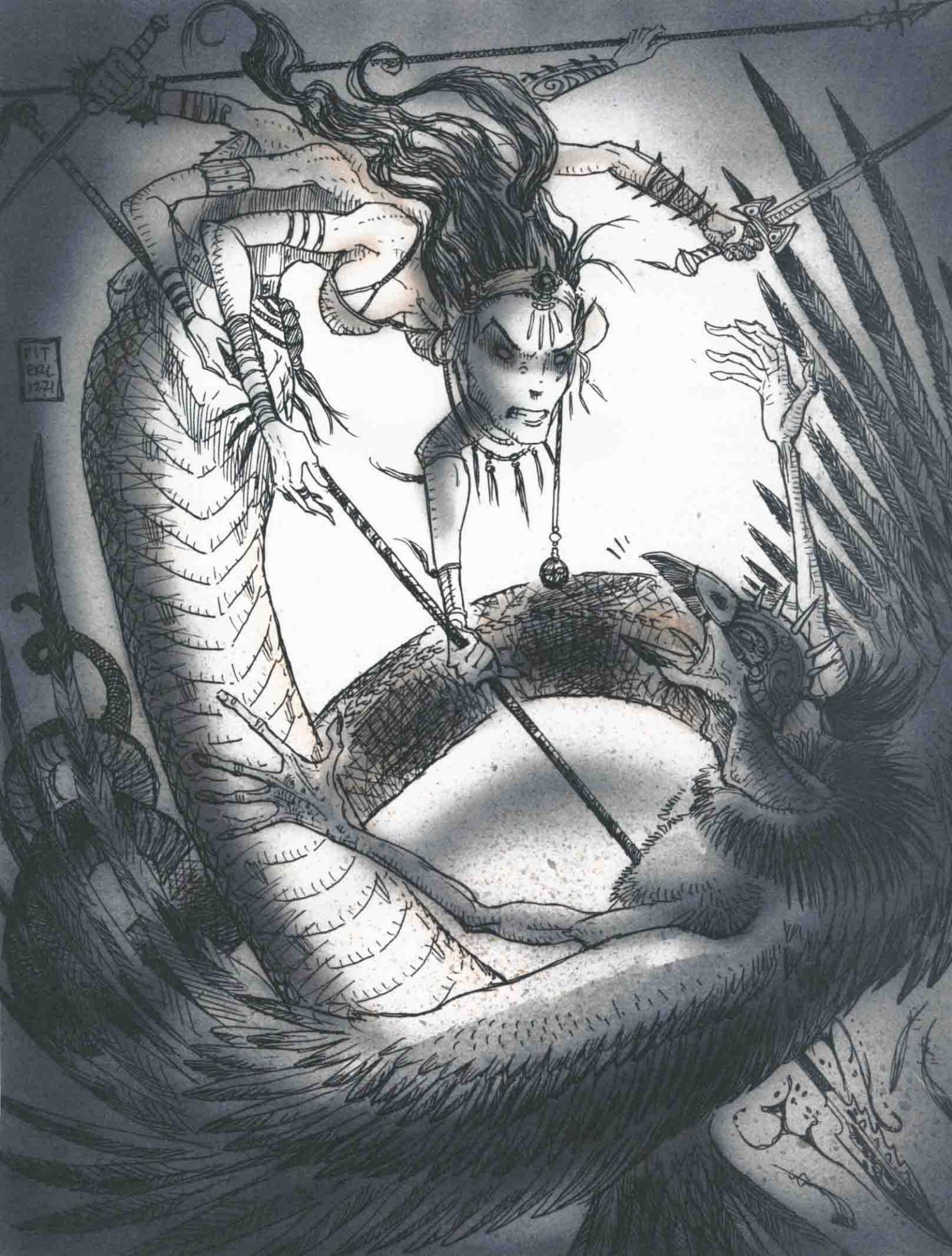
Some are victims of their own meddling. Primes sometimes accidentally open gateways to the Abyss – not that they live to tell about it often. When travelers stumble into the Abyss by accident, they are almost always destroyed by contact with forces they don't understand and can't control. These unfortunate souls rarely find their way out again, and spend their last brief days wandering, hiding, and fighting, until finally they are too worn to fight anymore. A lucky few find shelter among the tanar'ri or their servants, usually as slaves to whatever tanar'ri first found them.

Others are the victims of those who've made bargains with the tanar'ri, their lives sacrificed to the fiends. These are the innocents, and they don't last long; they're food to all the lesser tanar'ri.

Worse than the accidental visitors are those fools who believe that they can outmaneuver, outthink, or outfight the fiends of the Abyss. Arrogant mages usually find that they're lucky at first; the Abyssal lords grant them a quasit to serve them until they die, at which time the poor mages find themselves carried off to the Abyss by their former servants. Others go to the source of evil, like lemmings to the sea. The most demented sods go into the Abyss willingly, to strike bargains with the tanar'ri. 'Course, most of them don't return, but those who do come to some arrangement are always surprised when tanar'ri break their word as soon as it's convenient for them. If vengeance or other motives drive an addle-cove to deal with fiends, she should go to the baatezu, who at least cheat her honestly.

AH, + THE INFINITE
WONDERS OF THE ABYSS.
IF + THERE'S ANYTHING
YOU DON'T LIKE,
YOU'LL FIND IT HERE.

— TANAR'RI SAYING



So how does a sod find his way out? Paths lead from one layer to another without order or pattern, and these often just involve fording a river, descending a cliff, or passing through an archway. Most of the paths to Pandemonium require leaps from cliffs or into gorges (though tanar'ri delight in leading the Clueless onto false paths that'll just break their necks). Paths to Carceri require a basher to enter a cavern or other enclosed space.

The best way to leave is through the Broken Reach, a fortress on the first layer of the Abyss, called the Plain of Infinite Portals. Or bashers can make quick escapes from the Abyss by taking a boat on the Styx, but that leads from the Abyss to the other Lower Planes. Unless a cutter has

a way out
through either

Mount Olympus or Yggdrasil in the Gray Wastes, sailing down the Styx often makes a bad journey much worse.

The value of a little garnish should never be underestimated either. While the fiend-guardians of Baator take their responsibilities seriously, the tanar'ri only believe in doing their duty if there's a chance they'll be caught avoiding it by some high-up. As long as the garnish offered don't insult a fiend, he'll pocket it. Whether he stays bribed is another question.

SURVIVAL IN THE ABYSS

The Abyss is cruel as death and hungrier than the grave. Many rattle their bone-boxes, but here's the chant: There's no secret police in the hidden places and ruined landscapes of the Abyss, no ordered state like in Baator, no informers watching every move, but death's still always nigh. Aside from the random violence of the tanar'ri, the guardian tanar'ri (the molydei) round up deserters from the Blood War and send them back to the front. A true blood minds her own back.

In the end, there's only two kinds of berks on the Infinite Plain: the quick and the dead. Wise cutters don't plan on a long stay. Quick raids are the way, or alliances with the local rulers. Sure, they've got hot tempers and long knives, but they'll honor their word right until the moment a basher stops being useful to them. Or until they're bored with her, whichever comes first. Think a berk can fight her way through trouble in the Abyss? Not a chance.

Most visitors need guides, someone to hold their hand, but the guides don't do their work as charity. Only leatherheads trust an Abyssal guide completely, since he's as like as not to turn them over to a molydeus for some jink. Most bashers treat their guides like servants they

suspect of nipping at the wine and stealing the silver.

While there's no such thing as a pleasant trip to the Abyss, a peery cutter can live through it. One of the best ways for a blood to survive a trip to the Abyss is to make himself useful to one of the high-ups here, a tanar'ri with a stronghold and the power to enforce a pass of safe conduct. 'Course, there's not many who want to coddle the Clueless, but sometimes the Abyssal lords are just looking for a messenger and an expendable adventurer comes by. Since enraged tanar'ri often kill the messenger bearing bad news, this form of service and protection still has its dangers. An upright man's patron tanar'ri may avenge his death, but that's not much consolation to the messenger.

◆ PHYSICAL CONDITIONS ◆

A berk's got exactly three priorities in the Abyss (remember the Rule of Threes?): survive the layer's terrain and climate, avoid being eaten, and find enough rations that aren't fouled or tainted to keep flesh and spirit together. Beyond that, nothing's impossible for the blood who can wrest a triumph or complete a quest in the midst of such raging madness.

A body's got to be barmy or a Bleaker to want to come here, but there's always some addle-cove who won't believe it's that bad. A blood knows it's worse. If a thing's infinite, it goes on forever. If a plane has infinite layers, it means that if a berk can imagine a layer, it exists. Ask the Guvnors, they'll say it's so. And however foul a berk's imagination is, a tanar'ri's is much, much worse.

Even in the Abyss there's bad and there's worse places to be. Some layers are just completely inhospitable: the water's poisonous, the sunlight burns, or the air's smoky and unbreathable. Tanar'ri are immune to fires, lightning, and poison gases, so some of the planes they inhabit aren't what anyone else would call tolerable. Still, the dark of it holds that most planes of the Abyss are desolate but not unlivable, at least not for bloods with priestly and wizardly magic at their disposal. Trouble is, eventually a berk's bound to walk through the wrong gate and wind up on a layer she can't survive.

Not every layer is hostile in an obvious way; some layers steal memories, others rot bodies from within, and some layers slowly corrupt the alignment of any creature that dwells here. Rumors float in Sigil's taverns

about layers that are nothing but feeding frenzies, where the only food is other sentient creatures, or places where berks with good alignments have shadows that shine like the goodness within them, marking them as perfect prey for the fiends. A few bloods have returned from layers of eternal darkness where tanar'ri hunt one another by sense of smell, or from layers whose cold steals the life energy from any basher, one level each day. Some layers are barren and abandoned – and airless. Others are teeming with so many chasme or manes or lemures that the fiends must constantly crawl over one another, for fear of suffocating beneath the crushing hordes. A trip to an unknown layer of the Abyss is a likely way to wind up retired or put in the dead-book. Bashers just don't go back.

◆ MAGICAL ◆ CONDITIONS

The Abyss isn't friendly to mages, because wizards enslave (or try to enslave) the tanar'ri and the fiends can't stand service to mere primes or planars. As a result, all mages are blamed for the magical entrappings of a few, and they're hunted down like dogs – or sometimes like wily foxes, because even the tanar'ri have trouble running a really clever blood to ground if he's powerful enough. So here's the chant: Magic draws attention in the Abyss, and that's the one thing a basher don't want here. Because the Abyssal lords keep a close eye on who's throwing potent magic around, a cutter's always got to measure the risk of attracting powerful attention against the need for magic.

'Course, knowing that magic attracts attention is helpful, but the real question is, how much can a basher get away with? Mostly it's a matter of not angering the tanar'ri and their servants. Spells of binding and coercion, especially successful ones, trigger reactions like nothing else. Offensive magics are likely to set off some reaction, though the tanar'ri also use these spells against one another, so not all attack spells result in a reprisal. Slightly less dangerous are wards against evil and defensive magics. Spells that trick or inform are least likely to set off a counterattack.

Almost nothing annoys the lords on the open layers (those that no single Abyssal lord controls), though even here attacking true tanar'ri may bring unwanted attention. What really brings on the wrath of the lords on their own layers is any attack on their proxies or on the greater tanar'ri. Direct challenges to their authority are also dangerous, such as attempts to subvert their control over their strongest servants, like the goristroi. Efforts to do so often backfire, with the lord attempting to take control of the interloper.

No Abyssal lord has power to waste, so the response to any mage who draws attention to herself is

always in proportion to the spell itself. Spells that affect only the caster and her friends have almost no direct impact on the tanar'ri, and retaliation is rare. Spells that affect but don't harm tanar'ri or that harm their servants are likely to bring a minor response: a headache or discomforting rash that slows down reactions in combat or spellcasting, perhaps. Spells that directly affect lesser tanar'ri may bring on a disease or a haunting such as leprosy or a plague of manes. Spells attacking greater or true tanar'ri are quite likely to draw the lord's attention, but these tanar'ri may be out of favor with their lord, so even then no response is guaranteed. When a response does come, it varies – from a troupe of armanites or vrock pouring through an open gate, to an implosion of scalding fire, to rusting or corrupting a magical item.

The retaliation of the Abyssal lords is up to the Dungeon Master, and it should always be tailored to the situation. One or two such responses per adventure are sufficient. Since the Abyss is a Chaos plane, the effects should rarely be predictable. Don't use the responses of the lords to wipe out the party; use it to challenge them. The best use of the Abyss's magical backlash is as an ever-present threat, and just the knowledge that spells may backfire or set off arcane alarms is enough to make smart players more cautious.

Lastly, the physical nature of the layers of the Abyss varies wildly. Common sense is the best guide for the plane-traveling mage: Planes of rot and decay aren't cleansed by *purify food and drink* spells, briny ocean layers like Demogorgon's cannot support *fire-balls*, and planes of stormy winds blow away *stinking clouds* and *cloudkill* spells. Because of the extreme variety of terrain, the DM must arbitrate the effects of individual layers of the Abyss.

ALTERATION. Alteration spells often fail as a result of the corrupting nature of the Abyss. Whenever an alteration is attempted, the caster or the recipient (if there is one) of the spell must make a saving throw versus spell. If he succeeds, the spell works normally. If he fails, the alteration is warped, though – as is the nature of chaos – the exact effects are flexible. (For a more comprehensive listing of alterations and their effects, see the back of the Abyss poster map.)

IF THERE ARE LAWS THAT
GOVERN THE ABYSS,
I DON'T WANT TO KNOW THEM.
—MASTER-SCRIVENER JARVEL
OF THE GUVNERS

If the spell had a living target, that creature becomes a more corrupted form of what he was, although the change is always unpredictable: In the most extreme cases, a human may become a githzerai or a tiefling, a tiefling may become a tanar'ri, a dwarf may become a duergar or a derro, a halfling may become a goblin, an elf may become a drow, a githzerai may become a githyanki, a bariaur may become a lamia. If the target is a plant, it becomes a hostile one, such as razovine or a viper tree. If the target was a tanar'ri, it shifts form, becoming either a more or less powerful class of creature. A manes, for example, could either disappear as a puff of green smoke or it could become a lesser tanar'ri.

If the target of the spell isn't alive, the effects are still roughly similar. Nonliving targets degenerate into puddles of ooze, bursts of darkness, or foul-smelling dust, depending on the character of the particular layer. Swords rust, wood rots, and liquids turn into bitter paste. Whatever the object once was, it becomes fouled and useless.

CONJURATION/SUMMONING. Conjurations and summonings in the Abyss are very risky, for a mage never knows what'll answer her call. The chance of a tanar'ri answering the summons is equal to the level of the summoning spell $\times 10\%$ – more powerful spells are more likely to attract unwanted attention.

DIVINATION. Divinations work in the Abyss, but true tanar'ri and Abyssal lords always immediately detect that they are under scrutiny when on their home plane – and can use the power of the plane to magically reach through the spell's path to attack the caster. This counterattack must reflect the spells in a related form. For instance, *clairaudience* would become a sonic or spoken counterattack. *Clairvoyance* and *true seeing* allow only visual counters, *know alignment* only mental counters, *legend lore* provides only false knowledge, and so on. The broader the divination, the broader the forms of the rebound. *Detect magic* is the one exception: It allows any counterspell, subject to the level limits below.

Though the counterattacks take the same form as the divination itself, they disrupt and close the path between the observer and the victim after twice the divination spell's level are channeled through the spell path. Thus the victim of a *clairvoyance* spell (3rd level) could counterattack with *color spray* and *advanced illusion*; a victim of *clairaudience* could counter with a *shout* spell (6 total levels), but not a *power word, stun* or *prismatic spray* (7 levels). *Know alignment* bounces back as *confusion, chaos*, or an *emotion* spell.

The *ESP* spell is a special case, since it has a mental counterattack. As any basher might guess (but many

don't), reading the mind of a fiend is a sure way to madness. *ESP* destroys the minds of mages in the Abyss, for even the lowliest manes has suffered and inflicted more suffering than even the cruellest planar, and the workings of a fiend's mind are too terrible to investigate firsthand. Whenever the spell is used on a tanar'ri (even fiends who have assumed human form), the mage must make a saving throw versus death magic. A success means that the mage is merely *feeble-minded* for 2–12 hours, and can relate fragments of useful information when he recovers.

A failure means that the mage suffers from madness (of a type agreed on by the player and DM) until he is treated with a *heal, restoration, limited wish*, or a more powerful cure. The mage can still cast spells, though he loses spell levels based on the level of the tanar'ri counterattacker: a least tanar'ri costs a single level, a lesser burns out two, a greater burns three, a true burns four, and the seething mind of an Abyssal lord burns eight. The mage is forever scarred by the experience; he loses half those spell levels permanently (round in favor of the player).

Example: Johann the Bold (a 5th-level mage) has foolishly tried to read the mind of the succubus Red Shroud, a lesser tanar'ri. Johann fails his saving throw, becomes maddened by the brief glimpse into the fiend's mind, and loses two spell levels – one of his precious 2nd-level spells, or two 1st-level spells (as determined by the DM).

Kelmara, a 12th-level mage who tried to peer into the mind of Graz'zt, is in far worse shape. She's lost a total of eight spell levels (a 6th-level spell and a 2nd-level spell, or a 5th-level and a 3rd-level, or two 4th-level spells, or a greater number of lower-level spells). She's also attracted Graz'zt's personal attention. Even if Kelmara manages to escape the Abyss before he finds her and has a friendly priest *heal* her, she's still permanently lost four spell levels.

ILLUSION/PHANTASM. These magics work well in the Abyss, for the tanar'ri take great delight in deceiving their foes and toying with them before destroying them, much as a cat may play with its food. All illusions operate at 1 level higher, lasting longer, creating stronger shadow magics, and making the illusions of the tanar'ri themselves more believable.

NECROMANCY. Necromancy works well in most planes of the Abyss, and especially in Thanatos, where Kiaransalee rules from her throne of screaming flesh and bone. *Animate dead*



works, but a specific flaw in it allows petitioners, manes, and other lesser creatures to take over the bodies; they usually use their new bodies to attack the caster. *Reincarnation* in the Abyss is always in the form of a tanar'ri, usually a dretch or manes, and rarely a rutterkin or a lesser tanar'ri. Good-aligned souls that die in the Abyss are reborn as bodaks.

WILD MAGIC. Wild magic is as unpredictable as the Abyss itself, and sometimes more deadly. In addition to the general enhancement of wild magic spells, when the caster of a wild magic spell sparks a wild surge, she rolls twice on the Wild Surge Table in *Tome of Magic*. The worse of the two surges rolled occurs. The tanar'ri enjoy seeing berks fried by their own spells.

ELEMENTAL. Elemental spells require access to the Inner Planes, so they don't function in the Abyss. With spell keys, access can be restored, but even then the elemental spells fall into two categories for the Abyss. Protective spells often fail when they are most needed (whenever the failure of a protective spell would expose the caster to damage); the caster (or recipient, in the case of a potion or other magical item) makes a saving throw versus breath weapon to determine if the protective magics function for that attack or environment. Destructive spells are enhanced, inflicting an additional 1 point of damage per die.

SPELL KEYS

A word to the wise: Mind who's giving away keys in the Abyss, and mind their price. The real ones don't come cheap, and the false ones are too costly at any price.

Spell keys in the Abyss usually involve blood or money, though usually it isn't the caster's. The key is a bribe to the lords and powers of the planes to ignore the spell, to open the gates of power. Necromancy requires a death, elemental magic requires fouling or destroying a pure substance, and alterations require the mingling of the caster's and recipient's blood.

Certain keys are kept well hidden, for the Abyssal lords are jealous of their power and their privacy. Conjurations and summonings call on tanar'ri, and



so they require a toll (wealth equal to 100 gp times the level of the spell). The more powerful the summoning, the more expensive the toll: Gold and silver may bring a rutterkin running, but only diamonds and rubies tempt a succubus or babau. True tanar'ri won't answer to anything less than magical items. Several false keys are common, from casting the

spell while beating a gong to drinking boiling oil before casting the spell (1d8 points of damage, a successful plus ability check versus Constitution or be unable to cast spells with verbal components for 2-16 days).

The lords of the Abyss loathe spies and peepers, and so they have kept the spell key for the school of divination out of the hands of most mages. Each divination spell has a specific key, from shattering a mirror to drinking unholy oil to knowing the full and true name of the subject (very difficult for powers!). False keys abound, and the most dangerous of them uses the written name of the locale or person under scrutiny. Using the name of a tanar'ri in a spell always and immediately draws the unwanted attention, with twice the usual consequences.

POWER KEYS

The Abyssal lords have very little interest in adding to anyone's power but their own, so they very, very rarely dispense power keys even to their most trusted servants. When they do, the keys take the form of amulets that contain some of the lord's personal power, and since Abyssal lords have less than full powers to begin with, they are that much more jealous of it. The amulets are usually small skulls – such as those of a manes – that have been shrunken still further, with skin and even hair intact. These keys *only* work within the open layers of the Abyss and the granting lord's own layers.

The powers of the Abyss grant power keys that resemble their unholy symbols. These keys only work outside the power's realm if a specific mission to further the power's ends is undertaken. Like Abyssal lords, the powers of the Abyss like to keep their power close at hand.

ABYSSAL LORDS AND THE CORRUPTION OF FOLLOWERS

The tanar'ri are a mutable race, ever changing to become more powerful. Perhaps only one in a thousand manes becomes a dretch, and only one in a thousand ditches becomes an armanite, but the tanar'ri are nothing if not numerous. In time, a truly vile fiend can hope to transform itself into a lesser, greater, and then a true tanar'ri, and then dream of becoming a lord. As Demogorgon and others prove, these lords may advance themselves to become powers, lords of entire layers and even worshiped by barmies in the Prime Material Plane.

The tanar'ri transform themselves into ever more powerful forms, like snakes shedding their skins. It takes long eons of constant corruption, betrayal, and



destruction, of surviving both victories or bloody defeats in the battles of the Blood War, and amassing the power of followers. The last condition is the most important, and primes are the preferred followers.

To achieve true greatness, the lords require shrines, followers, and priests. What stops lords from gathering them? Here's the chant: Though the lords like to let on that they are as great as the powers, they have less to offer their servants than true powers do. They can't appear as avatars, and they can't offer a full range of priestly spells. So how do they get followers? In return for loyalty and even worship, the Abyssal lords offer power, tanar'ri servants, and dark knowledge.

More commonly, the lords send servant tanar'ri to serve their followers, and offer them direction along the path of darkness. Most bashers are offered dark gifts, cursed or evil magical items, and the like.

True believers can gain 1st- and 2nd-level priest spells through their faith alone. The lords have nothing to do with this minor magic, though of course they claim credit for it. If they've got a reason worth weakening themselves for, the lords can send their greatest proxies – the true tanar'ri – to grant 3rd-level spells to their priests. More powerful magic is usually beyond the lords: They can grant 4th-level spells, but only in person. Only the greatest Abyssal lords – those who've actually become powers in their own right – can grant 5th- through 7th-level spells.

However, as the tanar'ri are a race that thrives on corruption, the lords can corrupt the followers of true powers. Most frequently, they convert priests of evil powers to their own worship through threats or promises. Once corrupted, these

priests still receive their full spells from their original power until discovered. The tanar'ri lords can hide all signs of the conversion, and if they gather enough such priests, they become powers themselves.

◆ ABYSSAL INHABITANTS ◆

The tanar'ri rule almost all layers of the Abyss. The tanar'ri varieties alone are more than any mortal can hope to list, but the sheer size and number of the layers guarantees enough space for bebeliths, bodaks, and other creatures. Undead rule the plane of Thanatos, sea creatures rule the Gaping Maw, and crazed avians rule Pazrael's realm. The variety of their shapes and habitats seems boundless, but their hearts are all malevolent, cold, and plotting.

THE POWERS

The Abyss is home to more planar lords, demipowers, and powers than any other plane. Although they share blood and even a common enemy in the Blood War, the powers of the Abyss are too evil, too greedy, and too malicious to band together against their racial enemies.

The most common powers are the great tanar'ri called the Abyssal lords. These include Fraz Urblu, Graz'zt, Kostchtchie (the twisted master of the frost giants), Pazrael, Sess'innek, Zuggtmoy, and many more.

Some of these lords grow so powerful that they ascend (or descend) to the level of lesser powers – and some even have significant numbers of worshipers on the Prime. Promoted powers of the Abyss include Baphomet the minotaur god, Demogorgon, Juiblex the faceless lord, and Yeenoghu of the gnolls.

Finally, there's the powers strong enough to seize a layer from the tanar'ri and establish their own realms: Beshaba, Diinkarazan the insane derro god, Eshebala, Gorellik the wandering bugbear god, Gran-khul, the Great Mother of the beholders, Kali, Kiaransalee, Laogzed of the troglodytes, Lolth (the "demon queen of spiders"), Merrshaulk the yuan-ti snake-god, Ramenos the bullywug god, the bugbear deity Skig-garet, Umberlee (bitch goddess of the seas of Toril), Urdlen the Crawler Below, and Vaprak the Destroyer. The forms of evil are endless, and their strife with each other is unceasing.

THE PROXIES

The mightiest proxies of the Abyssal lords and powers are the true tanar'ri whose evil was great enough and vile enough that they earned power and status among the tanar'ri. Lesser tanar'ri sometimes serve as lesser proxies, but all of them are proud, slothful, avaricious, lustful, enraged, jealous, or gluttonous. They are more devoted to themselves and to their own needs than their patrons', so offering them something they can use is a good way to distract them. Though they all fear their masters, they have little loyalty. Remember that, because it can be turned against them.

Other proxies are rare and are usually created for some special purpose. Specially shaped proxies like Lolth's myrochar and yochlol, Demogorgon's ixixachitl, and Kostchtchie's frost mages are usually confined to the layers where they were created.

THE PETITIONERS

The petitioners in the Abyss are here because they were evil in life, and they feel right at home among the power struggles and betrayals of the Abyss. They think of mercy as a form of humor, and they'll flay their betters for a lark.

Abyssal petitioners (those not transformed into manes) are a foul lot of killers, thugs, traitors, and poisoners; those that can survive rubbing shoulders with the tanar'ri are tough as coffin nails. Most of them suffer from raging ambition or just plain rage, which makes them both dangerous and unreliable. Fortunately, a smart cutter can give 'em the laugh because they're always suspicious of one another. When a tanar'ri or other Abyssal inhabitant asks a cutter awkward questions, the best thing to do is to change the subject to the tanar'ri's enemies (even if the poor sod don't know who they are). In the Abyss, everyone's looking over their shoulders.

THE TANAR'RI

The tanar'ri are a race bred for evil, corruption, and pain. They revel in bloodshed and are born ready for the hardships of the field. To carry the analogy further as a prime might see it, the Abyssal lords are the tanar'ri kings, balor are generals, marilith are strategists, nalfeshnee are the judges and torturers, molydei are the quartermasters and recruiting sergeants. Among the lesser tanar'ri, vrock are the aerial scouts and skirmishers, glabrezu the spies and powerbrokers, hezrou the heavy troops, armanites the cavalry, succubi and incubi are tempters, and manes are peasants. Rutterkin are skirmishers and camp followers.

Some tanar'ri have become bored with the Blood War over the millennia; they hide these "unnatural" tendencies, and some do regain their bloodlust after time away from the killing fields.

The tanar'ri treat the Abyss as their storehouse, recruiting center, and free leave.

THE FACTIONS

No faction makes its home in the Abyss, for the Abyssal lords wouldn't tolerate any such imposition on their power. Even the local sects have trouble recruiting. Oddly, the Ring-givers have a small foothold here, though their members' views of giving up physical things assumes that they receive power and stature in return. Other common allegiances include the Bleak Cabal, the Dustmen, the Doomguard, and the Fated. The real allegiance of most residents of the Abyss is not to some universal philosophy, but to raw, naked power.

OTHER ENCOUNTERS

The Abyss is large enough that creatures besides the tanar'ri can eke out a squalid, brutish life, but a creature's got to be tough and quick to survive. Some are mountains, behemoths, juggernauts of power that even the tanar'ri respect – creatures like bebeliths, bodaks (transformed primes), fireshadows, shinmus, water lords,

IF I DON'+
REND YOU
LIMB FROM LIMB,
WHO WILL?

— NORGLEMIS+
+THE NABASSU

and the greater varrangoin (also called abyss bats, though only a leatherhead would ever think the varrangoin are as peaceful and harmless as bats).

Others are scavengers that hide in the cracks, scuttling into view only to snatch food and desperately trying to avoid attention. Abyssal scavengers include small fliers like galltrits, gremlins, mephits, shadow fiends, vargouilles, and lesser varrangoin.

There's servant creatures that make themselves useful to far more powerful protectors: the spying eyewings, the lumbering mara (servants), and trickster quasits. Fetch and yeth hounds also fall into this category.

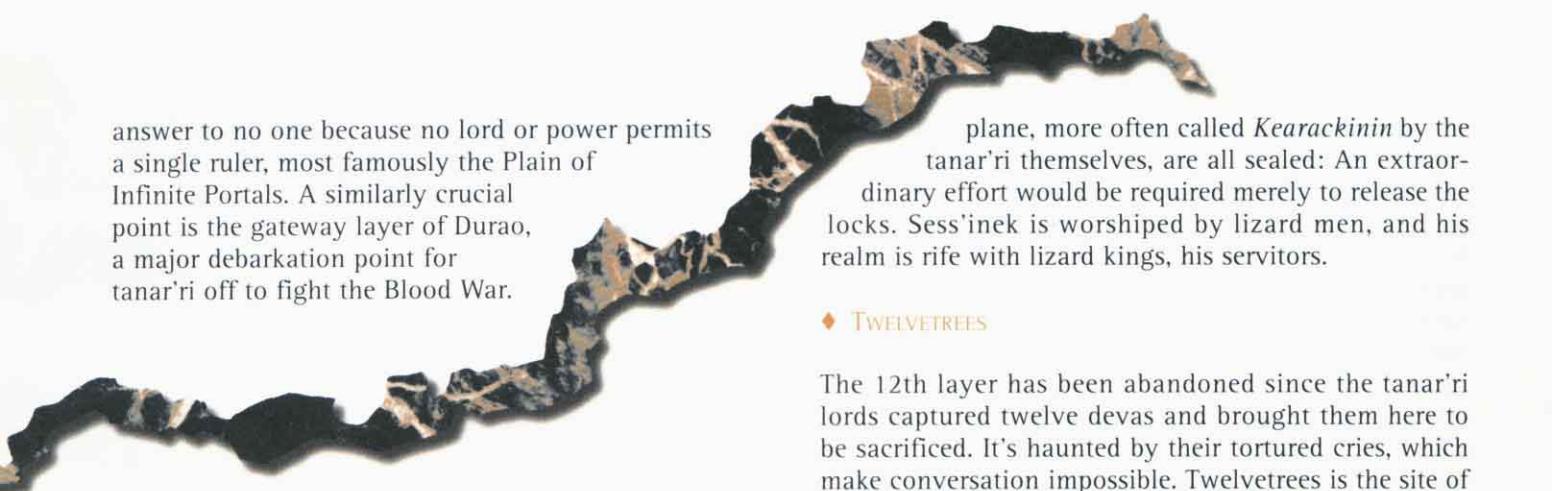
Races like the bebeliths are creations of the tanar'ri, and they are common in the Abyss. Many chaotic evil races feel at home in the Abyss, and as a result few wandering travelers last very long.

THE INFINITE LAYERS ♦ OF THE ABYSS ♦

Not even the Guvnors have been able to count the layers of the Abyss, though it's not for lack of trying. No one knows whether there's an infinite number of layers or whether most of them are just so deadly that not even powers call them home.

Although describing the planes of the Abyss is a thankless and endless task, most any cutter is glad to flap her bone-box with what she knows (or doesn't know) about it. It seems everyone but the Clueless has a tale to tell about how bad it is. In fact, it's always worse, because words really aren't enough to describe the nightmare of the Abyss.

Realms and layers are often one and the same in the Abyss, as each power and even the lesser Abyssal lords don't tolerate intruders on their layers; though the struggles may take eons, the result is always the complete submergence of the entire layer into a single realm. Several well-known open (independent) layers



answer to no one because no lord or power permits a single ruler, most famously the Plain of Infinite Portals. A similarly crucial point is the gateway layer of Durao, a major debarkation point for tanar'ri off to fight the Blood War.

A BRIEF CATALOGUE OF SURVIVABLE LAYERS

The more well-known layers and realms are named, described, and numbered below. Each number refers to the order in which the layer was discovered and recorded in the Sigil records by the Guvnors, not any relationship between the layers themselves. 'Course, most of the discoveries were unpleasant ones. The current count is 679 layers, 141 of them habitable by most planars. Direct portals from Sigil to the Abyss only reach the Plain of Infinite Portals and a limited number of the other layers.

Some others layers are known only by reputation, their entrances on the Plain of Infinite Portals having long since been forever sealed. These are called the Lost Planes of the Abyss – sealed zones where each summoned gate only loops back into itself, no matter how powerful the summoner. Many Abyssal lords dread finding themselves in one of these pocket planes, helpless until someone releases them. Many other lords, of course, are struggling and paying a bloody price to find out the dark of how to put their enemies here. The cross-trade in rumors and half-truths is a quick one.

◆ REAM OF A MILLION EYES

One of the worst Abyssal realms is the 6th layer, the home of the Great Mother (MM), ruler of the beholder pantheon. Every form of evil beholder and beholderkin dwells here, preying on one another and any tanar'ri foolish enough to wander into the crossfire.

◆ PHANTOM PLANE

The Phantom Plane is the 7th layer of the Abyss, though it has long been sealed against intruders. Weary of the Blood War and far from the front, Sess'inek (MM)

is one of the few tanar'ri who spends little time concerned with the Blood War.

The gates to this

plane, more often called *Kearackinin* by the tanar'ri themselves, are all sealed: An extraordinary effort would be required merely to release the locks. Sess'inek is worshiped by lizard men, and his realm is rife with lizard kings, his servitors.

◆ TWELVETREES

The 12th layer has been abandoned since the tanar'ri lords captured twelve devas and brought them here to be sacrificed. It's haunted by their tortured cries, which make conversation impossible. Twelvetrees is the site of much diabolical magic-working, for the fiends use the place where the devas died as a power focus to enchant engines of war and magical amulets capable of destroying the baatezu. The greatest project currently underway is a flying construction called the *Ship of Chaos* (see page 26).

◆ BLOOD TOR

This was the site of a baatezu incursion into the Abyss, one of their greatest successes early in the Blood War. The 13th layer is now the realm of Beshaba (FR), the Maid of Misfortune. Her realm contains both the black stags that are her totem as well as bad luck that haunts visitors to the realm. The reddish waters of the Blood Tor are also the home of Umberlee (FR), the bitch goddess of the seas.

◆ IRON WASTES

A bitterly cold plane of ice miles deep, the Iron Wastes are the province of frost giants who serve Kostchtchie (MM), their tanar'ri lord. Devoid of most life, this 23rd layer of the Abyss is illuminated by a single distant light no brighter than a moon. Here Kostchtchie trained the first frost mages, who dwell in the Glacier Citadel, an ice fortress carved into the moving ice between two towering peaks at the height of the plane. Spring never comes to the Iron Wastes, and most of its inhabitants live deep underground in strongholds or caverns.

◆ LOLTH'S WEB (THE DEMONWEB PITS)

This infamous place is a convoluted plane that connects to the prime-material worlds where the spider-queen Lolth (MM) has worshipers. The plane folds in upon itself so that it resembles a great web. Four strands of tunnels wind through infinite mist, each strand looping in a circle and each strand passing (somehow) both over and under each of the others. Each strand is strung with gates into the planes where Lolth is strongest, as a string is strung with pearls. Lolth's palace is said to be a mobile iron fortress, perpetually crawling across her planar web. Her layer is the 66th layer of the Abyss.

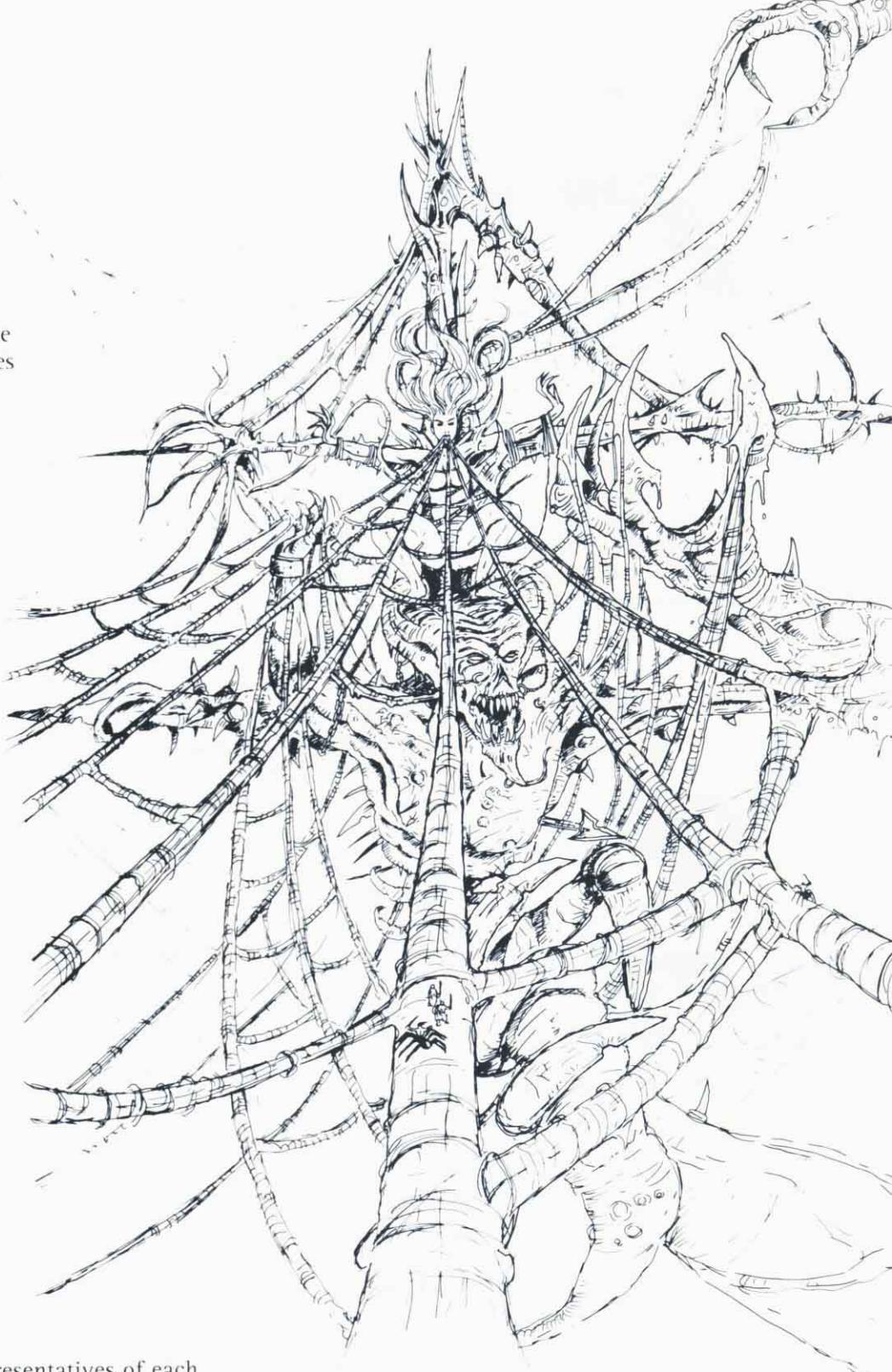
◆ SMARAGD

The 74th layer, a realm of ever-shifting colors, is a radiant emerald jungle of heat, acid rain, and fermenting poisons. The jungle floor is difficult to find, as the forest has as many as seven canopies in places. The jungle is the home of Merrshaulk (MM), god of the yuan-ti, as well as many roving tribes of bar-lgura. Merrshaulk slumbers in a vast set of snake-infested pits and caverns, and is uninterested in being roused from his slumber by anything less than a direct threat. Most who intrude on his caverns are simply devoured; the rest survive only because of the power's all-consuming sloth.

Ramenos (MM), the god of the bullywugs, also sleeps in a realm within Smaragd, though his resting place is an enormous hollow tree. His tanar'ri followers call him the Sleeping God, and offer him sacrifices by placing them within his perpetually open mouth. Other than the vipers, boas, pythons, venomous toads, and acidic rains, Smaragd is a relatively quiet and benign layer of the Abyss. Its dangers are passive rather than active.

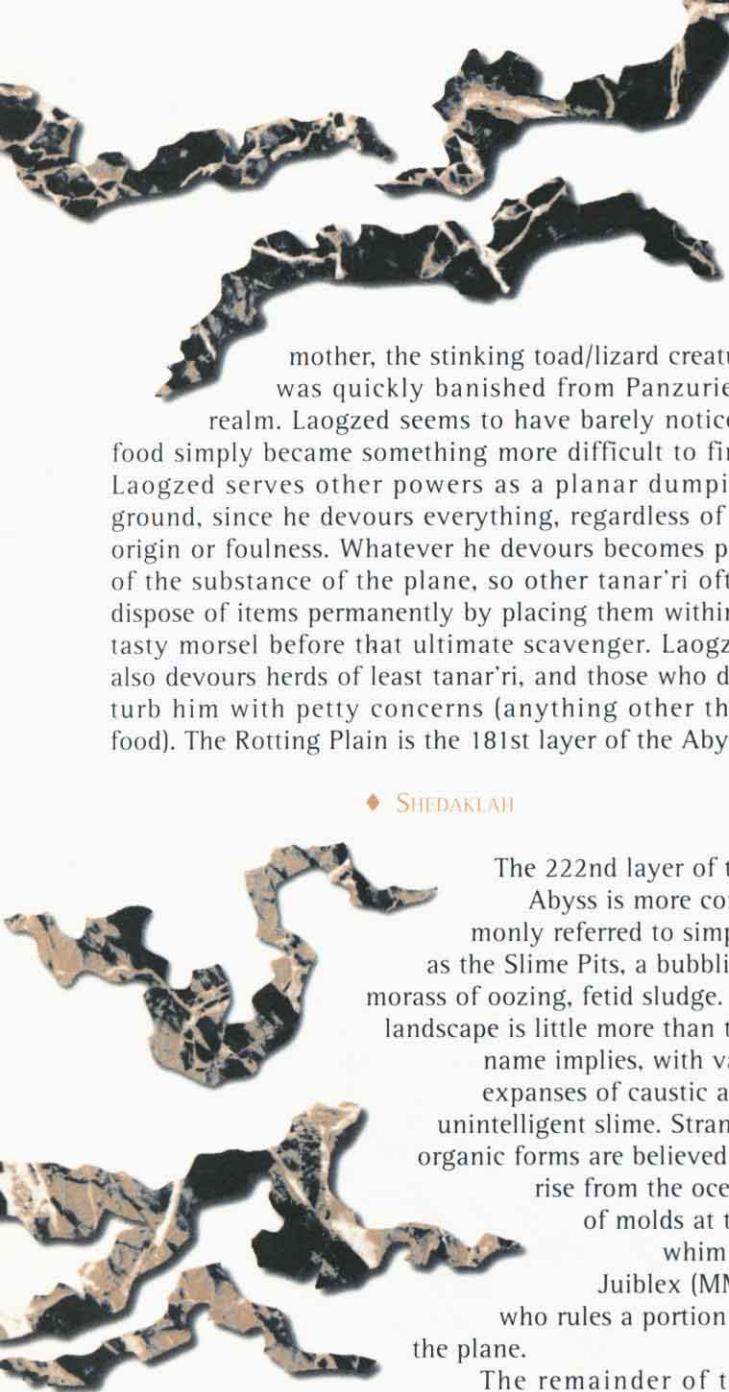
◆ GAPPING MAW

This is a layer of briny water and rocky prominences used as rookeries by flying tanar'ri. The depths are ruled by kraken, ixixachitl, and their lord Demogorgon (MM), whose stony home is guarded by the most powerful representatives of each of his servant races. Many wastrilith (water lords) make this layer their home as well. The area above water is only the slightest portion of his palace; most of it is underwater, in chill and darkened caverns that have never seen light. The tanar'ri lord hoards his strength, attacking the sahuagin from time to time and only rarely exhausting his strength in the Blood War. This is the 88th layer of the Abyss.



◆ ROTTING PLAIN

A pungent expanse of baking, dry savanna and shallow swamplands is the home of Laogzed of the troglodytes (MM), a gluttonous eater of carrion and spirits. Supposedly the offspring of Panzuriel and a reptilian tanar'ri



mother, the stinking toad/lizard creature was quickly banished from Panzuriel's realm. Laogzed seems to have barely noticed; food simply became something more difficult to find. Laogzed serves other powers as a planar dumping ground, since he devours everything, regardless of its origin or foulness. Whatever he devours becomes part of the substance of the plane, so other tanar'ri often dispose of items permanently by placing them within a tasty morsel before that ultimate scavenger. Laogzed also devours herds of least tanar'ri, and those who disturb him with petty concerns (anything other than food). The Rotting Plain is the 181st layer of the Abyss.

◆ SHEDAKLAR

The 222nd layer of the Abyss is more commonly referred to simply as the Slime Pits, a bubbling morass of oozing, fetid sludge. Its landscape is little more than the name implies, with vast expanses of caustic and unintelligent slime. Strange organic forms are believed to rise from the ocean of molds at the whim of Juiblex (MM), who rules a portion of the plane.

The remainder of the plane is the province of Zuggtmoy (MM), the Abyssal Lady of Fungi, a dread and fell ruler of the Abyss. Together with Luz the Old, himself a son of an Abyssal lord, she established the Temple of Elemental Evil and – for a time – wrought death, destruction, and great suffering. Then the forces of Good fought a campaign against her, and she was surprised and bound during the intaking of the Temple. The opposing clerics and mages confined her somewhere beneath the ground, reputedly with the aid of one or more deities. Until she is released, her realm will continue to slowly rot and crumble. Zuggtmoy's realm is filled with ascomids, basidironds, black pudding, brown mold, brown pudding, dun pudding, gray ooze, green slime, intellect devourers, ochre jelly, olive slime, phycomids, russet mold, ustilagor, violet fungi, yellow mold, and zygom.

◆ DURAO

Durao is an open layer that serves as the embarkation point for many tanar'ri hordes on their way to Gehenna. It consists largely of a set of rusting iron wharves and barracks built between a fetid section of swamps and the sluggish waters of the Styx. When troops march through the sprawling iron streets – which is most of the time – the entire layer seems to reverberate with the sound. The tanar'ri use enormous barges to ship their troops, though the marraenoloths are paid a small fortune to pilot these barges down the river. Other than rusty piers with access to the rest of the Lower Planes and the horrifically deformed creatures of the swamp-land (which the Abyssal lords consider good hunting), the layer (number 274 by the Guvnors' count) has nothing to recommend it.

◆ SULFANORUM

The 303rd layer is a place where tanar'ri come to relax and smoke a pipe of dried flesh, dung, or whatever it is they smoke. The foul stuff clogs the air, making planars and pilgrims alike wheeze and ache with each breath. The stench is almost unbearable, though it doesn't bother the tanar'ri. Fires are constantly burning, pouring smoke and filth into the skies. Sulfanorum's fires are weak, though – just enough to light a pipe or start incense smoking.

◆ WORM REALM

A set of endlessly twisting tunnels dug from constantly-collapsing clay, earth, and stone. This 399th layer of the Abyss is the burrow of Urdlen (MM), the mole-god of evil gnomes, who digs out from each collapse. The realm grinds up most visitors, and suffocates and poisons the rest. Its inhabitants are gnome petitioners, manes, purple worms, hezrou, and umber hulks.

Oddly, many of the creatures of the Worm Realm suffer from florid fungal and cancerous growths that rot the victim from within after 2–12 months; long-term visitors to the realm eventually contract this disease as well. Speculation among the Bargainers is that this disease is the result of a feud between Urdlen and Zuggtmoy, but this is impossible to confirm.

◆ WOEFUL ESCARAND

This is one of the few layers of the Abyss that follows any sort of pattern or order. Throngs of petitioners and new arrivals are herded from the entrances to the layer over treacherous terrain toward the layer's single visible feature, a great mountain; the gates exiting the plane are all within the central Mountain of Woe, but these gates are strictly guarded by the nalfeshnee, who

are the primary occupants of the 400th layer of the Abyss. They sit on mighty thrones of flame in the Mountain of Woe, or herd more creatures toward judgment. From atop their thrones, the nalfeshnee (also known as the lords of woe) cast judgment upon the mortal life of forces that pass into the Abyss, more dreadful than the judgment of the Guvnors in Sigil. Rumors are whispered of the Pits of Despair, where the worst petitioners are sent.

◆ YEENOGHU'S REALM

This is the dismal and fetid 422nd layer of the Abyss, a layer of endless yellow forests and dun savannas where the gnoll god and his retinue hunt the lesser tanar'ri and any visitors. The grasses are edged as sharp as daggers, thornslingers and strangleweed are common, and the water is infested with parasites and diseases. Since tanar'ri are immune to poison, the waters themselves are venomous. Yeenoghu (MM) rules the layer from an enormous pile of cracked bones that looks like a white mountain visible from most points; those who have disobeyed or displeased him are added to it at regular intervals.

◆ PRISON OF THE MAD GOD

The 586th layer of the Abyss, this layer serves as nothing more than the prison of Diinkarazan (MM), the mad god of the duergar. It's a swirling vortex of air and gas, with rings of whirling rocks flying about a central point. Diinkarazan is magically bound to a stone throne at the center of the storm. The plane constantly distorts space, much like a *distance distortion* spell that varies from 10–80% from minute to minute.

Cursed and banished by Ilsensine, the power of the illithids, the Mad God cannot be freed by anything less than a greater power, and he is permanently insane and tormented by illusions of the things he most fears (terrible monsters, Ilsensine itself, drowning in water or lava, and the like). The chant is that the high-up stops raving once every 50 years, but he's obsessed with revenge and kills visitors even when he's sane, as like as not. The prison is always torn between slipping over into Carceri and slipping into Pandemonium; the balance of prison and madness keeps it in the Abyss.

◆ CAVERNS OF THE SKULL

Kali (LL) rules a place of perpetual blood sacrifice and suffering. The plane is home to bloodthirsty, four-armed xorn, eyewings, fetch, fireshadows, and hordes of fanatical petitioners. The petitioners constantly slaughter one another and are reborn to kill again. Likewise, the layer's caverns are constantly being created and destroyed, and only the goddess knows what tunnels will seal up



next. Visitors are grist for the altars. The Caverns have no regular gates – they're hidden near the most powerful proxies. These gates can only be activated by slaying the proxy. The Caverns are catalogued as the 643rd layer of the Abyss, though the Guvnors assume that many travelers found their way into this layer before anyone found a way out to tell of it.

◆ THE PLAIN OF INFINITE PORTALS (Layer)

CHARACTER. The gateway to the Abyss, the Plain is a site of constant activity, transients, and banditry. Few stay long, and those who do long to gather power to themselves. Everyone passes through sooner or later, but that don't mean the trip's pleasant. It's all the universe's bad parts of town put in one place.

POWER. No single power rules here. Instead, the Plain of Infinite Portals is a planar crossroads ruled by mobs of tanar'ri that form spontaneously from packs of wandering outcasts and deserters. These mobs may have stronger and weaker members, but they all depend on numbers for strength, not on heroes. A mob of anything more than least tanar'ri is fully capable of tearing apart one of the iron fortresses of the plane. The ruins of these fallen strongholds are quickly recycled by the strongest members of the mob, who sometimes succeed in keeping the mob together long enough to establish a new stronghold of their own. Those strong enough to do so are the only powers of the plane.



DESCRIPTION. The Plain of Infinite Portals is the top layer of the Abyss, a dim, barren place baking forever beneath a bloated red sun. Innumerable holes and huge iron fortresses dot the landscape. The holes are conduits that lead to other layers of the Abyss. The fortresses are strongholds of the individual tanar'ri lords, where their bodies are protected by slavishly devoted servants while the lords' spirits traverse the Astral Plane and the Prime Material, seeking corrupted and evil types to press into service.

Other than the gates themselves, the most important single site on the Plain of Infinite Portals is the region known as the Lakes of Molten Iron, a series of crucibles varying from white-hot to red-hot to darker but still malleable shades of red and black. All the

fortresses and all the weapons of the layer come from these perpetually smoldering lakes, where the true tanar'ri forge



weapons and the walls of their huge fortresses. In fact, the area is so crucial to security on the Plain that baatezu and yugoloth forces have several times attempted to lay siege to the Lakes of Molten Iron, hoping thus to establish a defensible beachhead in the Abyss. None of the attempts have succeeded thus far.

The River Styx runs in trickles near the town of Styros, but most of the Plain is a mass of red dust, bone, and rust. Smithies are sometimes set up near the holes; they burn charcoal brought through the gates, for there's nothing on the Plain worth making a smithy fire with. Only a leatherhead tries to smelt iron with dried tanar'ri dung.

PRINCIPAL TOWNS. One of the largest strongholds of the plane is Gallowsgate, the home of Jaranda (Pl/♀ fd (marilith)/Dg/CE). Jaranda is a marilith with dreams of settling down, as barmy a cutter as ever there was. She commands a single goristro, three babau, seven herds of armanites, and a horde of manes and rutterkin. Gallowsgate is a ramshackle town, falling apart despite the best efforts of its inhabitants. The Doomguard is very popular in Gallowsgate; most other visitors are added to the food stores.

Styros is a barracks town, or at least a barracks corral, where the molydei herd their troops together and attempt to get them aboard ship and send them down the Styx to the battlefields of the Blood War. Success is limited, but the supply of troops is large enough that losing half their number to drowning is considered an acceptable casualty level. The town itself is a collection of barely habitable longhouses separated by streets of finely churned mud. The wharfs are in better condition,

though the docks do collapse regularly from over-crowding. Any tanar'ri, tiefling, or evil planar within 50 leagues of the town is considered a deserter, rounded up, and shipped to the front.

The portal to Plague-Mort (the gate-town in the Outlands) is securely hidden within one of the oldest and most stable fortresses, a place called the Broken Reach, or simply the Reach (see full description on page 25).

SPECIAL CONDITIONS. The Plain of Infinite Portals is a crossroads of the Abyss, where planars may meet any and every type of tanar'ri. The Plain is also a staging point for shipping troops toward the front in the Blood War; the molydei are very vigilant in rounding up deserters, and pressing visitors into service is common. Since the roving press gangs are everywhere, the best ways to avoid a forced one-way trip to the Gray Wastes or Baator are to stay out of sight, bribe the molydei (expensive but possible), or gain the patronage of a tanar'ri lord.

PRINCIPAL NONPLAYER CHARACTERS. Jaranda and others like her are often interchangeable; the true powers on the Plain of Infinite Portals are the mobs and the molydei. The mobs are easily avoided by any berks taking precautions; they are loud, large enough to raise clouds of dust, and direct in their violent approach.

The two most infamous of the guardian tanar'ri on this plane are White Shadow, a pale, sickly-looking molydeus from Azzagrat (Px/♂ fd (molydeus)/CE), and Tarnshaff the Grim (Px/♂ fd (molydeus)/CE), a perpetually frowning taskmaster prone to taking chunks out of anyone moving too slowly for his liking. They tirelessly pursue tanar'ri who are dodging the Blood War, and they leave racks of severed, skewered, and hanged slackers and deserters in their wake. White Shadow and Tarnshaff are also purveyors, responsible for procuring supplies for the army. They commandeer what they can and send it to Styros. Anyone they meet is required to make a contribution to the cause; those who can't are drafted.

SERVICES. Weapons and even rations of a sort are all available in most any stronghold, but the price is rarely measured in gold. The tanar'ri prefer slaves, weapons, magic, and blood in payment, though they'll take jewels. Coins don't interest them, so buying anything involves hours of haggling or paying an outrageous price for a quick purchase.

A few planars wander from point to point selling ore, whetstones, anvils, banners, and the like to anyone with money, but these tinkers are hardened by their association with the tanar'ri and are as likely to bob a customer as sell her their wares. They usually travel in guarded caravans with passes of safe conduct; the passes don't guarantee that they'll return, though.

BROKEN REACH (Town)

CHARACTER. Broken Reach is a place that doesn't give anyone second chances; any basher who isn't prepared won't last through the first night. The Reach takes the measure of anyone, and it devours the weak. For the strong, the Reach is a gathering point, a rallying point for followers, a place of fiery speeches against the baatezu; it focuses power and attention. Combat is forbidden by the Reach's rules, but death-matches are commonplace just outside the walls.

RULER. Broken Reach was founded 201 years ago by Red Shroud (Pl/♀ fd (succubus)/Fa/CE), a flame-haired taskmistress who has made her reputation as a poisoner and a font of dependable information. She still rules the Reach, and under her guidance its thick walls have protected its inhabitants against five determined assaults, including attacks by mobs, githzerai, and even a minor Abyssal lord.

BEHIND THE THRONE. Rumors suggest that some of Red's consorts have some influence over her, but no one would care to venture that opinion where others might hear unless he felt sure he could give her the laugh. Her steely grip on power is as secure as it gets in the Abyss.

Red's current consort is her fourth since founding the Reach, a nalfeshnee named Ygrax the Skullbiter (Pl/♂ fd (nalfeshnee)/CE). Originally a usurper making a bid for power, he is still powerful enough to project an aura of menace and brooding threats over the Reach's halls, but Red keeps him in line. During his attempted power grab, he was wounded in combat with a goristro, and since then no one accuses Ygrax of having an abundance of brains. He seems content with a life of doglike panting whenever his mistress approaches, and slavish obedience to her every whim. No one is sure how much of it is idiocy and how much is an act.

DESCRIPTION. Broken Reach is a set of crumbling towers, surrounded by outworks of trenches, walls, and spiky barricades. Most of the important sectors of the Reach are underground; the portal to Plague-Mort itself is beneath the main hall, sealed off with a 20-ton slab of basalt when danger threatens. The food stores, the arsenal, the interrogation halls, the crypts (where the first factol of the Bleak Cabal is said to be buried) and Red's chambers are scattered widely and linked by narrow tunnels. The rooms for guests are all small but lavish chambers directly off the main hall.

ONE DOSE
OF POISON
IS WORTH
TWENTY DAGGERS.

— RED SHROUD OF THE BROKEN REACH

MILITIA. Red's authority covers everything within the Reach's walls, and she doesn't allow vendettas from elsewhere to threaten her guests. Likewise, the molydei are encouraged to search for conscripts elsewhere. But Red does demand obedience from all her guests, and they are expected to help enforce the Reach's fragile peace whenever anyone breaks the truce. Sometimes she orders the death of someone who simply enrages her, perhaps by their wearing turquoise (an oracle told her the stone is unlucky), or by snoring, or by ordering cheap drinks. Sometimes she does it just because she can.

SERVICES. The Reach keeps good supplies of food and drink on hand, and its armory can outfit a small company of mercenaries in time of need – but Red likes to turn a hefty profit. All costs are triple the usual. Holy symbols, holy water, and similar items aren't available at any price.

Succubi and incubi are sometimes sold at auction; these are Red's immature offspring, whom she thus disposes of before they can threaten her rule.

LOCAL NEWS. The Reach has been hosting an ambassador of the Bleak Cabal, a dwarf with a withered arm who has been sent from Sigil to investigate rumors about the grave of the faction's founder; no one is sure if Red's playing him for a fool or if she truly does know where the body is. Red's famous smirk is all that anyone has been able to wring from her about it.

Stories have also begun to surface of a raid that is supposed to go off against Mithrengo, the nearest fortress on the Plain. Some say Red's planning on expanding her little empire, others claim it's to eliminate a rival, and still others say she hopes to claim a new consort. No one seems to consider the possibility that she's not behind it at all.

THE SHIP OF ◆ CHAOS ◆ (Site)

HEARSAY. The keel of the first of a fleet of engines of war has been laid down in Twelvetrees. Necromancy and hundreds of larvae are said to be necessary to manufacture just its frame; the Doomguard are said to be involved with finishing its construction. Rumor is that the *Ship* is to be used in a major drive against the Upper Planes.



DESCRIPTION. The tanar'ri waste little time on the Upper Planes, and this skull-prowed monstrosity is no exception to that rule; the *Ship of Chaos* is meant to be deployed as a weapon of war against the baatezu in the Blood War. For the tanar'ri the *Ship of Chaos* is a minor advance, but it's the pride of the Doomguard, who have been promised one of every seven ships completed.

SPECIAL FEATURES. Bound by fiendish enchantments and run with the energy of crushed spirits, the Ship of Chaos is an entropy weapon that magically disrupts the close formations of the baatezu, making it easier for the tanar'ri hordes to overwhelm them. The effect is similar to dragon fear, though it affects any level creature. Though the tanar'ri won't admit it, mages of the planes have doubts about the range of the ship's effects. If this is true, the tanar'ri may rethink their agreement with the Doomguard, much to the faction's dismay.

◆ AZZAGRA+ ◆ (Realm)

CHARACTER. Hidden evil lurks, flaring into violence as a spark can flare into all-consuming fire. Let rage build until it must be released. Corruption is behind every facade, and no one and no place is ever trustworthy. Lurk like a viper, then strike. Bloodbaths are tools for rulership.

POWER. Graz'zt, Abyssal lord (*Monstrous Supplement*). Graz'zt stays hidden in the shadows, but knows all of the secret gates and paths between the three layers of his realm. He tries to maintain a surface decorum that makes first impressions favorable ones, but in his heart Graz'zt is just as depraved and wicked as any of his uglier cousins. His infrequent rages are beyond description; his anger can shift entire towns between the layers of the Triple Realm and can flatten mountain ranges. Like all Abyssal lords, he spends much of his time and effort in gathering strength on the Prime Material Plane.

DESCRIPTION. Azzagrat is a confusing set of three planes that are constantly overlapping and moving through one another, with gates opening between the three frequently and randomly. Because all three layers are ruled by the same Abyssal lord, they resemble each other closely and have strong magical connections; some say that the three will one day fuse into a single layer.

One of the common threads between the three is the River of Salt, a sparkling crystalline mass of moving minerals that are somehow liquid and solid simultaneously. Creatures unfortunate enough to fall into the river are subjected to the grinding, rasping masses of sharp salt crystals; anything that isn't choked by the salty dusts is usually reduced to a reddish paste within a $1d6 + 2$ rounds.

From place to place there's open gates between the three layers, gates that resemble ovens of green fire. Walking into one of these gates leads from one realm to an oven on one of the others; tanar'ri are unaffected by normal fire, but sods who ain't ready are in for a hot time ($2d6$ hp damage). Unfortunately, some of them actually *are* ovens of green fire; these are a source of much amusement to the tanar'ri – they like to watch the Clueless walk in and out of the flames, trying to move on to the next layer. The flickering flames make the glowing outline of the gate difficult for even some planars to find, so a wise cutter'll watch to see if the tanar'ri use a site or not before getting burned.

Viper trees are common in all three layers of Azzagrat, and groves of them stand around many of the realm's palaces and towns as protective barriers. Rumor



has it that at least one of Graz'zt's layers was a part of the Gray Wastes that has shifted into his realm, and this accounts for the large numbers of viper trees. Others claim that Graz'zt's cunning is responsible.

PRINCIPAL TOWNS. The best known of the Triple Realm's towns are actually always connected to one another and to the Plain of Infinite Portals; the connections between the three are murky to any mind less chaotic than a tanar'ri's, and sometimes makes travel here extremely frustrating. The towns themselves are often clean and even beautiful, though the streets are still mazes; the horrors of Azzagrat are hidden better than most of the terrors of the Abyss. Screams from behind closed doors are more common than blood in the streets. If a basher doesn't poke her nose in, she might not learn what she don't want to know.

The largest city of the Triple Realm is Zelatar, a city that crosses the boundaries into all three realms. Even more so than Sigil, its doors and entryways often shift; some say that the entire town is one of Graz'zt's experiments, an attempt to recreate the portals of the Cage. Zelatar's alu-fiends, cambions, nabassu, shadow fiends, slow shadows, succubi, and tieflings all seem untroubled by the three realms. They are puzzled by planars who find it difficult to navigate among the three, and they claim the three realms are no more different than day, dusk, and night anywhere else.

Zelatar's town crier, Mefisto, is a well-known knight of the post (Pl/δtf/B9/Co/CE). Mefisto can be bribed to cry false news about the town, and many of Zelatar's most powerful use this service often. Strangely enough, the tanar'ri don't stop listening to Mefisto just because half his news is a pack of lies; they consider it amusing to figure out what's what, sometimes much to Mefisto's discomfort. However, no one is crass enough to kill him or injure him enough that he can't make his daily rounds; it don't make sense, but then not too much about the Abyss does.

A basher'd be smart to avoid the Argent Palace – Graz'zt's abode of 66 ivory towers and a hundred cold, mirrored halls – if at all possible. The palace is a frighteningly clean, echoing place where visitors often lose their guides to the ravenous, mad bodaks and worse creatures that Graz'zt releases from his dungeons occasionally for amusement. The Palace is said to contain a direct, mature conduit to the Plain of Infinite Portals and other layers of the Abyss, as well as conduits to Pandemonium and Gehenna.

A summons to the Argent Palace is not a social invitation; it's a sign that Graz'zt is displeased. All tanar'ri turn stag against a fiend receiving the invitation, carrying him bodily to the palace if he doesn't go willingly, and tearing him apart bodily if he resists. Surprisingly, a few fiends do survive a visit to their lord

and return to society, much less driven by rage and much more cautious in their treachery.

SPECIAL CONDITIONS. The first layer of Azzagrat (the 45th layer of the Abyss) is somehow doused, muted, or subdued; the screams and torments of the lesser and least tanar'ri and unfortunate planars are just as common, but somehow fade into the background. Things just don't stand out, nothing is noticeable, everything seems equally gray. This general fading makes stealth easier for all concerned; all attempts to move silently or hide in shadows gain a +10% bonus, and all creatures gain a +2 to their chance of surprise. This first layer of Azzagrat is difficult to keep in mind; travelers report that they can't remember details of the landscape or towns they saw here, though they remember the creatures and goods. Berks can also fall into the Viper Forest of Zrintor (described in *The Travelogue*) on this layer.

The second layer also suffers from peculiar lighting. The sunlight that illuminates the plane rises up from the ground rather than falling from the sky as most berks expect. Azzagrat's shadows are very stark columns; they rise like shafts of darkness into the sky. The sky itself is dark by day and turns gray by night. This is the 46th layer of the Abyss, and it can be reached much more readily via the 45th layer than via the Plain of Infinite Portals. A tunnel within the city of Zelatar is the best connection between the two.

The third layer of the Triple Realm is lit by a blue sun, and heat and cold are magically interwoven here. Flames glow blue and purple on the 47th layer instead of red or orange. Flames inflict cold damage here, and cold spells cause heat damage. Though tanar'ri are normally immune to fire, on Azzagrat they suffer half damage from what would normally be fire spells. Likewise, they are immune to cold spells, instead of suffering half damage from them.

The strange blue light of the layer makes creatures harder to recognize, and individuals often disguise themselves by coming here. The 47th layer of the Abyss can only be reached from the 45th or 46th; it has no direct connections to the Plain of Infinite Portals.

Unlike other tanar'ri, Azzagrat's fiends form a superficial society of cruel alliances, betrayals, and intermarriages with a veneer of cosmopolitan politeness and beauty. The fiends are all jaded, cynical, and relatively loyal to Graz'zt, because the Abyssal lord has personally destroyed all the disloyal fiends and all his opponents for generations.

PRINCIPAL NONPLAYER CHARACTERS. Karnacki the Quick is a powerful planar, capable of commanding the tanar'ri of the Triple Realm (Pl/δtf/W(C)14/Dg/CE). He rules from a weathered tower in the mists of the first

YOUR PRE+ENSI+ONS
ARE AMUSING,
BUT FUTILE.
— GRAZ'ZT,
ABYSSAL LORD



layer, though he often leaves to find amusement elsewhere. He's known for wearing a skull codpiece and well-tailored vests inscribed with protective sigils.

Other notorious characters include Maretta, the Lady of the Counting-House (Px/♀ fd (succubus)/S²/CE), who watches over the revenues from Graz'zt's pacts with creatures of the Prime. Maretta rules a haven of pleasure and discipline in the underground core of Samora, a city of vice that pays huge yearly tributes to support the Blood War. Maretta occasionally sends a legion of cambion to the front, but for the most part the city is a haven for those avoiding the war. It's one of the few places in the Abyss built with an eye for excessive ornamentation; some say it's as blinding as Mount Celestia, but gaudier.

Owantz (Px/♂ fd (goristro)/CE) is a destroying angel who has leveled cities and fortresses. He wears a black crown of adamantine and black opals that are the sign of his servitude to Graz'zt, and rumor has it that Graz'zt often "rides" or possesses Owantz using the crown to accomplish missions requiring great strength. An alert berk'll hear the flight of other tanar'ri and planars when Owantz approaches.

Omaranna the Doomgiver (Pl/♀ tf/F10/Xa/CN) is considered a reliable source and sometime guide through Azzagrat, though that don't mean much in the Abyss. Bashers say she's looking for something or someone, but the dark of it is she's looking for a way to remove a silver ring that binds her to the Abyss. She can't stand being imprisoned, even though her prison's bigger than she'll ever be able to see.

SERVICES. Azzagrat is much friendlier to merchants and trade than most layers of the Abyss, ensuring them free passage and a protective guard of cambion, alu-fiends, or tieflings who watch over them. Occasionally the creatures of Azzagrat do, in fact, reprimand or devour those who harm merchants. However, every merchant is expected to leave much of his profit as an offering to the goristro that watches over the gates to the plane. Rumor has it that the creature knows when it's being shortchanged; others say bar that, it's just Graz'zt peeling the Clueless. Some bubbers talk big, but few hold out at the gate.

◆ THANATOS, ◆ THE BELLY OF DEATH ◆ (Realm)

CHARACTER. All is silent, frozen, and watchful, waiting to drain any spark of life that arrives through its glowing gate of fire. Patient, deadly, and utterly without mercy, Thanatos proudly displays its rot and corruption for all to see. Even after death, the Belly of Death does unspeakable things to its victims.

POWER. Kiaransalee (MM), the drow goddess of vengeance and the undead, recently wrested this plane from the former Abyssal lord of the undead. That lord's name is never spoken now, as Kiaransalee has decreed that it must be struck from each monument, slave band, and scroll. Kiaransalee is said to wear a cloak of rattling bones that causes fear in all living creatures that hear it (save versus paralyzation at -4, magic resistance applies).

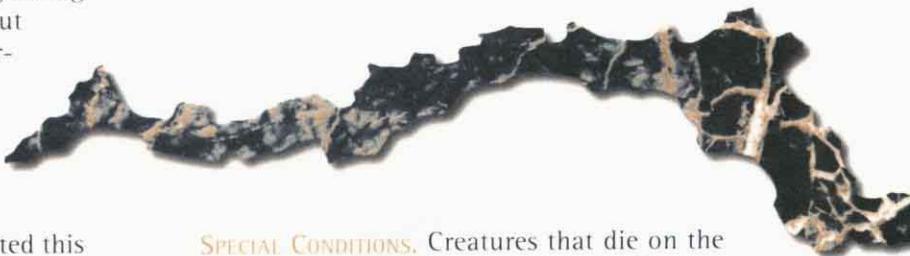
In winter she rules from Naratyr, City of the Dead, where vampires serve as her councilors and spectres as her generals, and her legions include babau, driders, and armanites (see page 30). In summer she rules from the Forbidden Citadel. The petitioners of her realm are those she has slain. If a sod wants to visit, pike it. The realm's cold power regularly devours plates of larvae, ditches, and visitors.

DESCRIPTION. Thanatos, the 113th known layer of the Abyss, is a cold plane of ice, thin air, and a black, moonlit sky, a place that belongs as much to the undead as to the tanar'ri. Nothing can truly be said to live here: There are no fields or forests, not even the twisted groves of the Abyssal viper trees. Mosses, molds, and fungi have a grow in warmer regions, and a scraggly tundra struggles for life, but there isn't much that's both edible and palatable. 'Course, few of dwellers in Thanatos need physical sustenance.

PRINCIPAL TOWNS. Although most of the plane is a frozen necropolis, two towns are worth noting, surrounding Kiaransalee's summer and winter palaces. Naratyr is the site of her winter palace, a cold realm carved into the surface of a frozen ocean. Its carpets are woven from the hair of its former occupants.

The Forbidden Citadel is upstream along the River Styx from Naratyr, in a dry hilly region. It's a summer realm of festering flesh, and the town surrounding it is called Lachrymosa, the Cauldron of Tears. The town is kept warmer than the majority of the layer by a series of rust-red geysers that spurt steam and water into

the Styx. The bodies of zombies, ghouls, wights, and other decaying undead are often lashed together and floated down the Styx to Naratyr, where they become skeletons, wraiths, and other creatures in service to the tanar'ri.



SPECIAL CONDITIONS. Creatures that die on the plane of Thanatos are almost immediately transformed into its servants, generally undead, but occasionally manes, dretch, or rutterkin as well. The transformation requires only an hour or so, and it's irreversible for the plane's petitioners. It can be halted for planars and primes by *raise dead* or *limited wish* spells and can be reversed by a *resurrection*, *shapechange*, or *wish*.

Undead in Thanatos all regenerate at a base rate of 1 hp/turn. More powerful undead (vampires and the like) retain their faster rates, but begin regeneration the same round that they are wounded.

The thin air of Thanatos reduces the Constitution of living creatures by two points while they visit, with corresponding losses of hit points, ability checks, and endurance. Nothing less than a *heal* or *wish* spell can reverse this effect.

PRINCIPAL NONPLAYER CHARACTERS. The most important servants of Kiaransalee are the stewards of her two palaces, Rotting Jack (Px/♂ fd (babau)/Du/CE) and Anista of Eight Eyes (Px/♂ drider/P12/Du/CE). Rotting Jack lives up to his name: He perpetually sheds his rotting skin, which crawls with maggots, and he even loses a pustulant eye from time to time. He fancies himself a ruler, and hopes that he can convince a few Abyssal lords to back him and grant him enough power to seize the plane from his mistress. Kiaransalee is aware of his treachery, but is amused by it. When he becomes dangerous he'll be chastised, but until then she allows him a certain amount of latitude.

Anista is the ruler of the summer palace. She wears a *crown of eyes*, a magical item that gives her 360° vision and prevents her from ever being surprised. She's high-strung; any basher clearing his throat behind her is likely to make her jump.

Sleepless, the molydeus who marshals this plane's forces for the Blood War, seems to be in many places at once (Px/♂ fd (molydeus)/CE). Every tanar'ri on the plane fears him.



In fact, Sleepless is a set of twins who pretend they are a single creature. Anyone finding out otherwise is slain.

SERVICES. Undead slaves and servants are readily available for any berk willing to stand the stench – and the costs are right enough, not more than 1 or 2 cp/day. Tanar'ri often have huge entourages of entirely useless servants, merely to impress others.

Most durable goods are unavailable; food costs double or even triple the usual prices.

The Dustmen are the most powerful faction on this layer of the Abyss, and they are available as guides to visitors. They

demand at least 10 gp a day, often more, but they do know where to find the best air, food, and water. Most undead ignore travelers accompanied by a Dustman.

NARATYR (Town)

CHARACTER. It takes a strong stomach to walk down a street in Naratyr, with hanged men and ghouls on every side. Called the City of the Dead, Naratyr is the home to warring bands of vampires, banshees, and spectres, all striving to outdo each other in fawning service to their mistress, Kiaransalee. All of them are constantly searching for new servants and converting weak or unguarded visitors into undead to placate their harsh goddess.

RULER. The nominal ruler is Kiaransalee, the drow goddess of the undead and vengeance who issues decrees from her nightmare throne of zombies and skeletons in the Forbidden Citadel. The day-to-day ruler is Rauva Cormrael, Kiaransalee's most powerful priestess from the Prime (Pr/♀ drow/P28/Du/CE).

BEHIND THE THRONE. Though he only rules in summer when Kiaransalee has left the palace, Rotting Jack is a power who transforms the town in his mistress's absence.

Ignoring Rauva, he brings in tanar'ri, spreads the town's wealth to his cronies, raises taxes, and begins slaughtering his opponents. Those who can leave town while Rotting Jack is in charge.

DESCRIPTION. Surrounded by a moat containing the waters of the River Styx, the town of Naratyr is a curiously silent and cold city, its streets often empty for hours at a time. Naratyr has few taverns and fewer shops; the dead need no food or goods. The central castle of bone has interior walls of flesh and carpets of hair.



MILITIA. The militia is called the Ivory Mace, a rag-tag gang of ghouls led by ghosts and wraiths. The captains of the Ivory Mace are babau who wield carved and enchanted thighbones as clubs. Using these clubs, the undead captains can sing a *death song* once per day, with effects equal to a banshee. Living creatures can use the power of the clubs as well, but they are subject to the effect of their own song.

SERVICES. Few services are available to any creatures other than tanar'ri and intelligent undead. Food, drink, and a warm bed are available at the Bottomless Well, run by Crimson Mol, a constantly muttering wight who cleans his mugs obsessively with a bloody rag. The customers may still live, but their shuffling gait and numb speech are signs of their deep weariness and helplessness.

For better company but worse atmosphere, the Last Meal provides for the needs of the city's elite. Its meals consist entirely of the energy levels that sustain the lords of the undead, and its entertainment comes from Ladislas the Cruel (Pl/♂tf/B15/Rg/CE), a bard as famed for his use of a spiked flute and a carefully sharpened lyre as for his soul-rending compositions. Even a blood's got to watch her back here, but she can learn a lot from what bloodsucker talks to what phantasm here.

LOCAL NEWS. Rumors constantly circulate, as much for entertainment as for information. Most recently, a flurry of whispered stories have surfaced about Qaletra, a priestess of Lolth who recently appeared as a banshee seeking to serve the Mistress of Undeath. The conflicting tales speculate that she betrayed her former patron, that she was granted a seat at Kiaransalee's feet, or that her experiments have turned her into a lich and thus brought her under the power's sway.

PLAINS OF ◆ GALENSHU ◆ (Realm)

CHARACTER. Huge herds of armanites roam the 377th layer of the Abyss, a place of thundering, constant, wasted motion. Nothing seems connected, everything is dust and duty, boredom, and then sudden death. Gallenshu lives in the moment, like an army on the march, without planning beyond the next ambush, next betrayal, or next meal. Not a bad plan for a place where no one can see more than an arm's length through the dust, where caravans plan to be lost for half the journey.

POWER. None. The Plains of Gallenshu are an independent layer, beholden to no one but the armanites themselves. Many of the armanites follow the Abyssal lord Baphomet, but many more worship the warlord

they serve under. The warlords encourage these personality cults, and boot-licking admirers who show the slightest ambition are usually given the honor of carrying the herd's standard into battle, a fatal honor on most occasions. Those who rebel are given a resting place on the leafless tree.

DESCRIPTION. The Plains of Gallenshu are a place of dust, harsh blue light, and little water, a place where all things decay. The thick, choking dust is everywhere and cuts sight like fog. Like fog, it varies from thin to thick, but is always present on the Plains.

The ground itself is composed of flesh, bones, and blood, supposedly ground into dust by generations of hooves. The air is perpetually filled with this sticky dust, making breathing difficult without a dust cloth. When the winds blow, the dust can blind unprotected eyes.

Gallenshu was once the home of huge flocks of varrangoiin, but the abyss bats have been in decline for long eons. Though there's not many that remember, the cities of the varrangoiin still lie in ruins under the dust, still holding whatever treasures the varrangoiin had to abandon. The cities are dammably hard to find, for the armanites don't care where the ruins lie and the varrangoiin don't tell. Best way to find one is to be lucky; a cutter who sees a varrangoiin scratching at the dirt can be sure there's a city at the spot, for the varrangoiin have never forgotten the sites of their lost glory.

PRINCIPAL TOWNS. The twenty-four greatest towns of Gallenshu are little more than fortified stables, places to regroup, reshoe, and rearm before the next sortie against the baatezu or against the nearest warlord – it don't matter which. The most well known are Amber, Basalt, Bloodstone, Boneshard, Clay, Cold Iron, Dark Spring, Gray Glass, Jade, Mageblood, Maroon, Obsidian, Ochre, Oxblood, Purpure, Silver Spike, and Steelshank. The towns are collections of walls, enclosures, and gates, built around a central well, armory, stocks, and granary. In times of siege, danger, and assaults, all non-tanar'ri are rounded up and impaled on the ramparts, to slow the advance of enemies and to eliminate spies and treachery from within.



way to domination of several nearby towns (Pl/Øfd (armanite konsul)/CE). His true name is unknown even to his closest councilors, for fear of magical foul play.

Unknown to the armanites, the varrangoin have been steadily losing ground and are preparing a counterassault against ten towns at the same time. The greatest varrangoin warleader, Vic Nirrin Vic (P1/2 fm)

DESCRIPTION. The 503rd plane of pillars, ramps, and connected beams and perches is the home of flocks of nabassu, vrock, chasme, and succubi as well as perytons, harpies, gargoyles, and varrangoin. Inhabited regions are often connected by staircases or ladders, constructed for visiting Abyssal lords and then abandoned. There seems to be no bottom to the plane; those who slip and fall simply continue falling until they strike a beam or platform. Offal and waterfalls continue falling indefinitely, eventually dissolving into dust or mist. Oddly enough, the plummeting water creates continuous rainbows along its length, a sight of beauty unrivaled anywhere else in the Abyss. Tanar'ri from other layers consider this a source of much amusement and ridicule.

PRINCIPAL TOWNS. The most important gathering place on the plane is Onstrakker's Nest, an ever-growing collection of timber, bones, earthbergs, and pillars. Its tunnels extend deep into the center of the nest, and its outer ramparts are the nesting grounds of many of the plane's nabassu. These winged fiends bring material to extend the nest, layering stone, wood, excrement, and eggshells on top of one another and gradually increasing the size of the whole. The queen remains buried at the center.

The chasme gather in the lower reaches of the layer during the rainy season, where they mate and lay their eggs in the rotting flesh of creatures that have fallen from above. This orgy buzzes like a hive for about a month, during which time the chasme exchange courtship gifts of gold and magic, mate, lay their eggs, watch them hatch, and then depart. Thereafter, the area is deserted. Some scavengers haunt the area during the rest of the year, gathering the trinkets dropped during chasme courtship.

SPECIAL CONDITIONS. Objects in the plane all have central gravity: No matter what surface a creature lands on, gravity is toward the center of the object. However, the layer itself has a down direction which shifts abruptly from time to time due to Pazrael's desires; creatures must fly up and down, but they can land on top of or beneath any perch.

PRINCIPAL NONPLAYER CHARACTERS. The Wire-stringers are a strange cult of petitioners and a few lesser tanar'ri who believe that the weak must be weeded out of Torremor by stringing wires, pendulums, nets, and other obstacles from the pillars. Pazrael has neither condoned nor destroyed the 'Stringers, so they continue on their way, leaving trapped and crippled fliers in their wake. They are hunted by the greater tanar'ri and most other fliers, who consider them a threat.

Many tieflings here have learned to survive by relaying messages using enormous drums. Each drum has a distinctive sound and name on the network, and each can be heard for many miles. These tieflings are called, in typically direct tanar'ri fashion, the Drummers. The Drummers earn their daily rations by charging for the messages they pass along; those who attack, threaten, or extort them find that their messages are garbled, lost, or misdirected, and usually give in quickly — tanar'ri all have secrets they'd rather not share with their fellows. The leader of the Drummers is Atlor Raithgarra (Pl/♂ gz/T17/Co/CE), a thin and haunted-looking exile from Limbo.

The Onstrakker Nest is the province of Keekaku, the nabassu Nursemother (Pl/♀ fd (nabassu)/CE). Bloated and enormous, she squats at the center of the Nest, rearing her brood just long enough to kick them out, then demanding obedience when they return from the Prime. Most cutters think she's planning to move up in the hierarchy of tanar'ri and shove Pazrael aside, but he seems unconcerned by the possibility.

SERVICES. Ain't no such thing in Torremor, cutter. A basher should consider herself lucky if she ain't served to a nest of nabassu. The only service a basher gets from the creatures of Torremor is what she can force out of them.

Larger than life and quick as a change of heart, Arborea's a place of violent moods and deep affections, of whim backed by iron, and of passions that blaze brightly until they burn out. It's true that most of the creatures of Arborea are good-natured, and that the powers of the plane are dedicated to fighting evil. But the reckless emotions of the petitioners can break loose with devastating consequences; rage is as common and as honored as joy in Arborea.

The wildness and size of the plane allow many of the former rulers of the layers to do more than nurse their grudges in Ysgard or Carceri. The titans, Lolth, and the gods of the giants have agents and proxies who spy on and torment their enemies. They also have gates that allow them to return and wreak vengeance against the usurpers.

The plane itself is determined to remain wild and pure. Every glade and stream is inhabited by nature spirits who don't take kindly to any infringement, so cutters have to tread lightly. Arsonists, woodcutters, those who hunt for sport, and even those who simply blaze a trail in virgin wilderness are often the targets of lethal attacks by the protectors of the ancient woods.

◆ PHYSICAL CONDITIONS ◆

I'D RATHER COME HOME
WITHOUT MY SHIELD
THAN ON IT.

— XENOPHON OF THE
SENSATES

Arborea's pleasant breezes often turn into violent storms, but even the extremes of weather don't spoil the plane's beauty. There ain't many burgs, but the place don't need them. The earth yields plenty, and the nature spirits are usually either too shy or too good-natured to be dangerous. A berk's got to go looking for trouble in Arborea.

'Course, the plane's not as rough Pandemonium's winds, but it's not as serene as Mount Celestia, either. Though the Arborean winter is mild, the weather can kill. Mostly, the plane is known for deaths by lightning and hail. Anyone caught in one of the downpours in the ancient forests had better prepare to settle in for the duration; walking through (or worse, traveling up) the canopy has caused many broken legs. Injured travelers are easy prey for the plane's voracious predators.

When a berk says that in Arborea the air itself is as charged as a thunderstorm, he's not just rattling his bone-box. Arborea's not a place where short-tempered berks gather; it's a place that *makes* everyone short-tempered, passionate, and more prone to play the fool. In some ways, Arborea's emotion embodies the opposite of the logic of Mechanus, though it ain't the pure, formless chaos of Limbo, either.

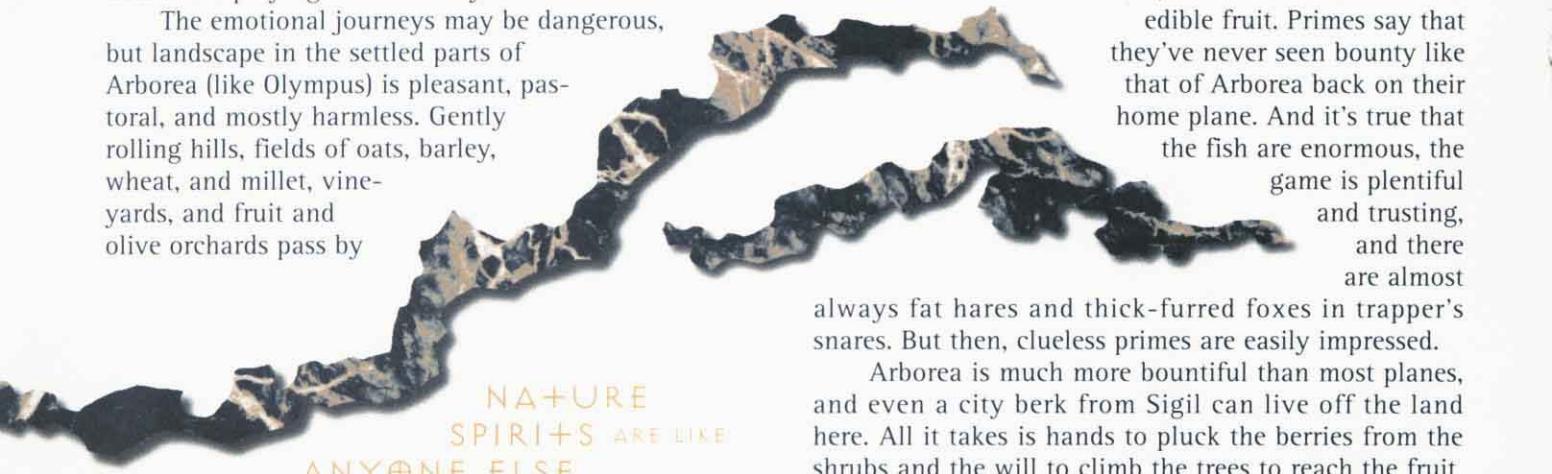
Players ought to ham it up when their characters are in Arborea; most role-players won't need much encouragement. Even some shy players might come out of their shell to act their character's role.



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If all else fails, the players roll saving throws against paralyzation when their characters ought to react strongly. Since the Arboreans value emotional reactions, failing a saving throw shouldn't always be a bad thing for the characters. Bonus XPs for melodramatic role-playing are definitely in order.

The emotional journeys may be dangerous, but landscape in the settled parts of Arborea (like Olympus) is pleasant, pastoral, and mostly harmless. Gently rolling hills, fields of oats, barley, wheat, and millet, vineyards, and fruit and olive orchards pass by



NATURE
SPIRITS ARE LIKE
ANYONE ELSE
— THEY HATE TO BE IGNORED.
AND THEY WON'T LET YOU
IGNORE THEM.

— MIRACOLLO THE SATYR

in quaint succession. But the open regions between the realms are often almost impossibly wild. The less settled any region is, the more hostile its hills, mountains, and forests are to visitors. Though it's been said of many places on the Great Ring, in Arborea it's true: Every mountain is the highest, every forest the lushest, and every ocean deeper than can be imagined. Arborea's wilderness just doesn't quit.

The dark that visitors don't often hear is that the land itself is alive with nature spirits. Some of these are the sylvan guardians that canny travelers recognize — sprites, sylphs, dryads, and so on. The spirits of the land itself are much greater: Each river, each mountain, and each cloud has a guardian. If a sod carves a path through unspoiled terrain and then dumps his refuse in a river, the river spirit's sure to react. The reaction varies from place to place, though the wilder the terrain, the stronger the backlash. A river may flow backward, or disappear entirely. An offended wood spirit may shift entire groves around while the traveler sleeps, making landmarks unreliable. None of these spirits can be killed except by destroying all the land they defend, but they

can be reasoned with. Most spirits create a shape to speak through that resembles the creature they're addressing,

though it's an odd thing to see a forest take the form of a githzerai, with leafy hair, twiggy fingers, and eyes of clear sap.

In the wildest regions, a clever basher can find plentiful food, if she knows where to look. If a bush flowers, chances are that it'll bear

edible fruit. Primes say that they've never seen bounty like that of Arborea back on their home plane. And it's true that the fish are enormous, the game is plentiful and trusting, and there are almost

always fat hares and thick-furred foxes in trapper's snares. But then, clueless primes are easily impressed.

Arborea is much more bountiful than most planes, and even a city berk from Sigil can live off the land here. All it takes is hands to pluck the berries from the shrubs and the will to climb the trees to reach the fruit. The streams are brimming with immense fish (though they're wily and take skill to catch), and the meadows are replete with herds of red deer and elk. All this bounty doesn't mean that the petitioners don't farm; they need grain and hay for their livestock, and likewise the best and largest fruit and vegetables are easier grown than gathered. Petitioners strive to outdo each other, but their prize animals and most impressive vegetables are usu-ally sacrificed to the powers, to avoid their wrath. Arboreans eat heartily, and the mobs of Sigil fight over the scraps and leftovers that the merchants send through the Outland gate-town of Sylvania. Arborea's reputation as a rich plane is well deserved, but the inhabitants like to claim the credit for themselves.

Arborea's the "breadbasket" of the Outer Planes, supplying grains, vegetables, and stranger nourishment (ram's blood, oak sap wine, fermented fish, and so on) to the many races of Sigil. Arborea's reputation for first-quality foodstuffs comes partly from its natural fertile climate, and partly from the belief that the Sensates know what's best. Most addle-coves don't stop to think — the Sensates eat Arborean food because they live in Arborea. But because most berks are gullible, lots of merchants hawk their goods as Arborean. This is absolute rot. Cabbages are sold as "pure Arborean" even if they've just been carted in from the Outlands. If all the rations sold as "pure Arborean" were the true goods, no portals would have room for planewalkers, and Sylvania would be nothing but a trough of foodstuffs (which isn't that far from the truth). 'Course, as long as a basher's bread isn't made with poison grain from the Gray Waste, it doesn't matter, but since even the merchants of the Lower Planes sell "pure Arborean," the poor sod never knows until it's too late.

◆ MAGICAL CONDITIONS ◆

Arborea's kinder to mages than a lot of the Outer Planes, provided they respect the nature of the plane. Those berks who don't soon learn that the backlash can be worse than not casting a spell at all.

CONJURATION/SUMMONING. Except in the realm of Amun-thys, all the layers of Arborea are beholden to nature spirits; these spirits answer the magical calls of *monster summoning* spells. Attempts to summon fiends or other Lower Planar creatures such as nightmares or spectral steeds bring down the wrath of the Furies on the transgressors.

DIVINATION. Divination is a respected art throughout Arborea, but it requires props. No divination magic can be performed without entrails to read, omens to interpret, or signs and portents drawn from the stars. As a result, all casting times are increased by 1 round per level of the spell.

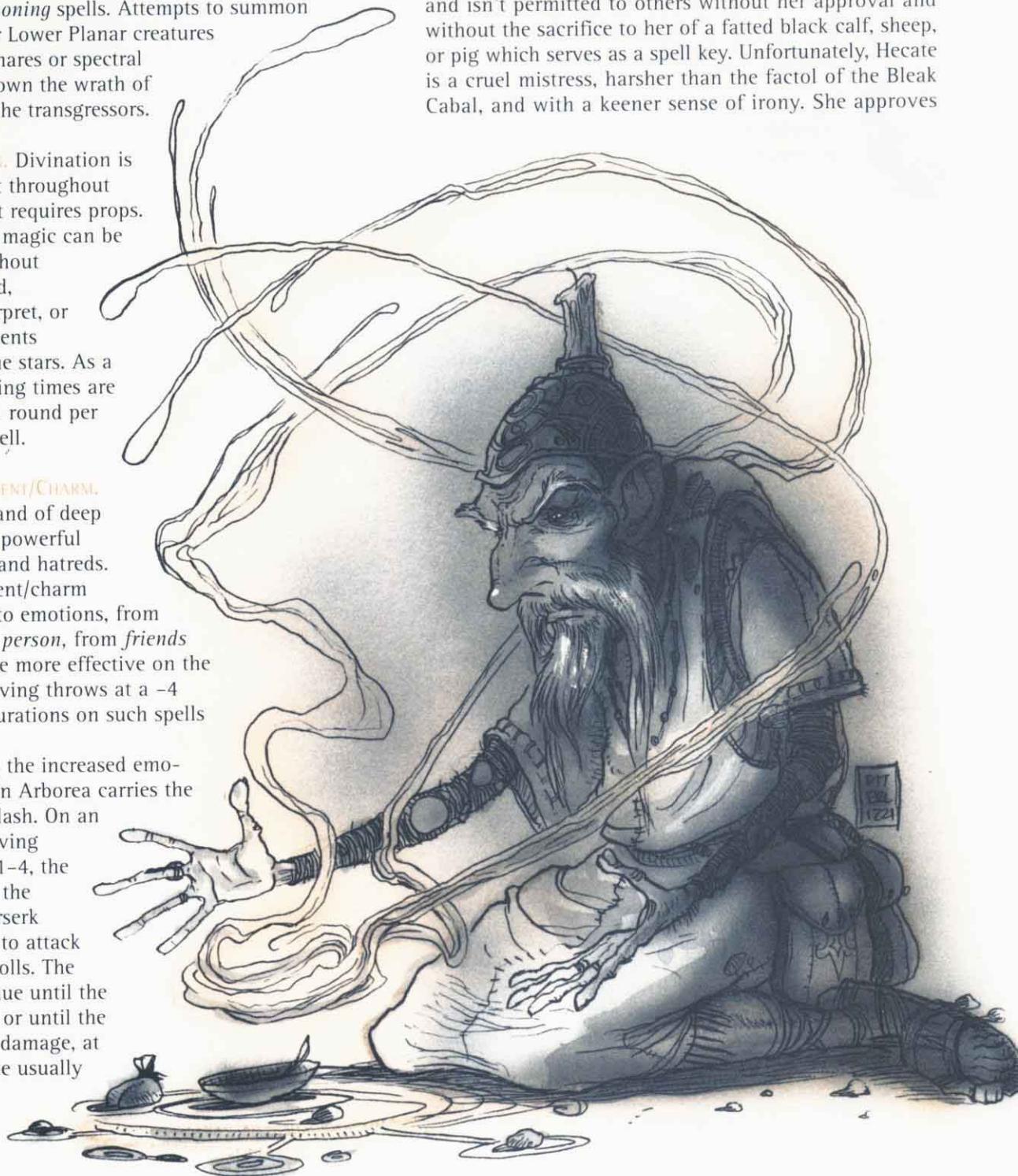
ENCHANTMENT/CHARM. Arborea is a land of deep emotions and powerful curses, loves, and hatreds. All enchantment/charm spells related to emotions, from *fear* to *charm person*, from *friends* to *emotion*, are more effective on the plane, with saving throws at a -4 penalty. All durations on such spells are doubled.

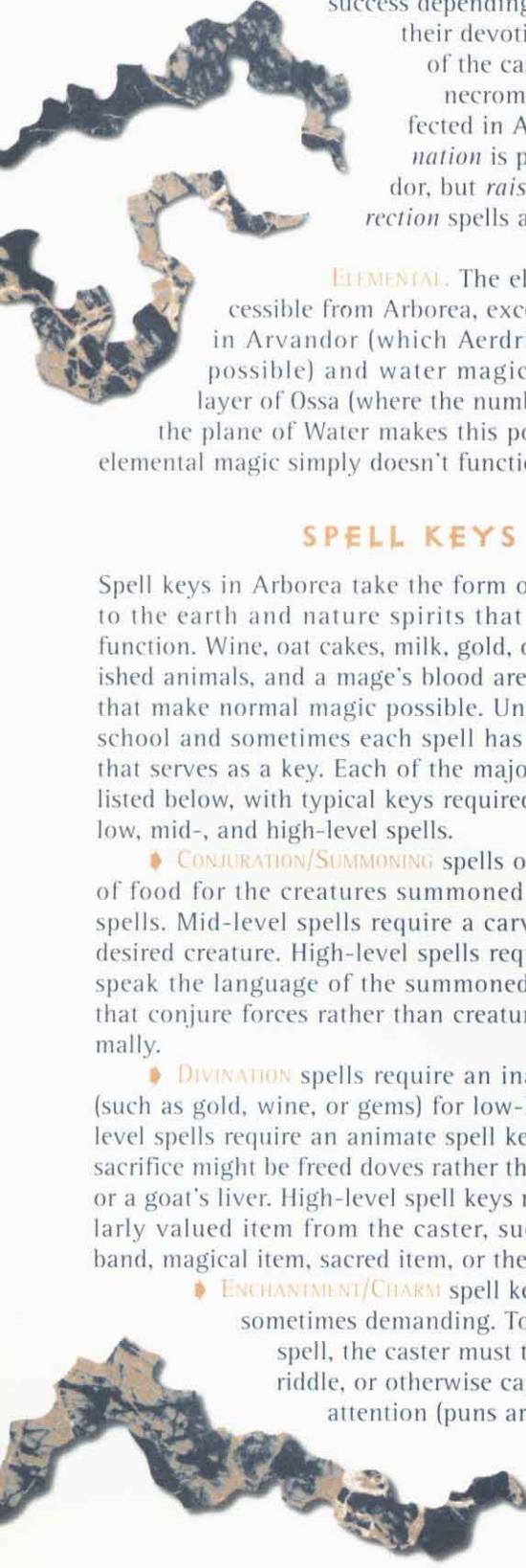
However, the increased emotional power in Arborea carries the risk of a backlash. On an unadjusted saving throw roll of 1-4, the target attacks the caster in a berserk rage, with +2 to attack and damage rolls. The attacks continue until the caster is dead or until the target suffers damage, at which point he usually flees.

Enchantments and charms without an emotional component – spells such as *sleep*, *deppockets*, *enchanted weapon*, and *shadow walk* – work normally.

NECROMANCY. Necromancy is on shaky ground everywhere in Arborea, a vigorous plane with little patience for tampering with the natural processes. Negative forms of necromancy (those involving death or the undead) don't function here; positive healing spells function normally in most areas, though specific exceptions are described below.

In Olympus, necromancy is the province of Hecate, and isn't permitted to others without her approval and without the sacrifice to her of a fatted black calf, sheep, or pig which serves as a spell key. Unfortunately, Hecate is a cruel mistress, harsher than the factol of the Bleak Cabal, and with a keener sense of irony. She approves





necromancy only for evil purposes, though most of the creatures and visitors to the realm are good.

The elven pantheon forbids necromancy almost entirely within Arvandor, but it functions sporadically at the whim of Labelas and Corellon, the powers most closely associated with elven life and death. Followers

of these two powers have a chance of success depending on the degree of their devotion, 10% per level of the caster. Even priestly necromantic magic is affected in Arvandor: *reincarnation* is possible in Arvandor, but *raise dead* and *resurrection* spells are not.

ELEMENTAL. The elements are inaccessible from Arborea, except for air magics in Arvandor (which Aerdrie Faenya makes possible) and water magics on the second layer of Ossa (where the number of conduits to the plane of Water makes this possible). All other elemental magic simply doesn't function without a key.

SPELL KEYS

Spell keys in Arborea take the form of ritual offerings to the earth and nature spirits that make the spells function. Wine, oat cakes, milk, gold, olive oil, unblemished animals, and a mage's blood are typical offerings that make normal magic possible. Unfortunately, each school and sometimes each spell has its own offering that serves as a key. Each of the major spell schools is listed below, with typical keys required as sacrifices for low-, mid-, and high-level spells.

◆ **CONJURATION/SUMMONING** spells often require a bit of food for the creatures summoned using low-level spells. Mid-level spells require a carved image of the desired creature. High-level spells require the caster to speak the language of the summoned creature. Spells that conjure forces rather than creatures function normally.

◆ **DIVINATION** spells require an inanimate offering (such as gold, wine, or gems) for low-level spells. Mid-level spells require an animate spell key, though such a sacrifice might be freed doves rather than a slain enemy or a goat's liver. High-level spell keys require a particularly valued item from the caster, such as a wedding band, magical item, sacred item, or the like.

◆ **ENCHANTMENT/CHARM** spell keys are broad but sometimes demanding. To cast a low-level spell, the caster must tell a joke, pose a riddle, or otherwise capture the target's attention (puns are considered bad form) before casting the

spell. Mid-level spells require that the caster knows the names of her targets. Group names are sufficient for group-affecting spells, so knowing the name of the Scarlet Leaf centaur tribe is enough to use *mass suggestion* on them. High-level spell keys require the offering of something desired by the target creature.

◆ **NECROMANCY** usually requires a few dark gems for low-level spells; a small goblet of tree sap, fresh blood, or some other life-giving liquid for mid-level spells; and pure life energy for high-level spells.

◆ **ELEMENTAL** spells require a gift of the opposite element as a spell key, and these gifts become correspondingly larger as the elemental spells themselves grow more powerful. For instance, a *burning hands* spell would require offering a bucket of water, while a *transmute dust to water* might require a small forest fire to balance the flooding.

POWER KEYS

The powers of Arborea hand out power keys with wild abandon, and their favorites carry many. Likewise, power keys are revoked at the merest whim, and many are only intended to exist for the duration of a single adventure or trip. Power keys from the Greek gods are usually reminders of that god's favorite colors, triumphs, or symbols (sandals from Hermes, an owl feather from Athena, a bloody spear from Ares, and so on) and they're not easily hidden or disguised.

The power keys of the elven gods (collectively known as the Seldarine) are more subtle, though just as effective. They're usually part of the natural world, like staves that still sprout green leaves, ever-blooming flowers, or even a gust of bottled wind that is released a bit at a time. Crowns of laurel, robes of feathers, herbal infusions, and common minerals carved into ritual shapes like pipes, blades, and chalices are other typical power keys in Arvandor.

ARBOREA'S INHABITANTS

Arborea's a land of huge appetites and broad emotions, a land more of melodrama than restraint. At the same time, it's bound by ancient traditions and superstitions, codes of conduct and respect that no one dares violate. The powers constantly feud among themselves, and they're not ashamed to use their followers as pawns against one another. Some addle-coves might be flattered that their powers devote such personal attention to them, but they're the sort of idiots who disappear in the realms or die an early, martyr's death.

To avoid the attentions of the powers, the inhabitants of Arborea have created elaborate rituals and tributes designed to appease them. These rituals include

libations poured from every cup onto the ground, animals sacrificed at midsummer and midwinter, and offerings of gold, perfumes, and spices designed to distract the powers from the affairs of their worshipers.

Since even these rituals don't always keep the powers from interfering in the lives of the inhabitants, the denizens live lives of hedonism, quick fixes, and no restraint. Lots of bashers think it's because Arborea is the home of the Sensates, but that's only half the chant. After all, the curses of the powers can bring about tragic conclusions, including such ugly ends as exile, slavery, patricide, and blindness. Comparing oneself favorably to the gods, failing to make a sacrifice, offering an insufficient sacrifice, breaking an oath – all these things have consequences. Sad truth is, any sod can make a mistake, but in Arborea the powers might hold it against him. That's chaos, but it ain't pretty.

THE POWERS

Long ago, the layers of Arborea were the province of the powers of the titans and the giants, now exiled to Carceri and Ysgard. Two great pantheons moved into town and threw the old lot out. The first to arrive were the deities of the elves, a group of thin, tiny, sickly looking creatures beside the robust giants. Under their high-up man, Corellon Larethian, they challenged the giants and took the plane in a titanic battle (pardon the pun). The giants fled to the lands of Ysgard that the elves had abandoned. Don't make as much sense as it might, but that's the dark of it.

One of the giants remained. Iallanis, the gentle goddess of good-aligned giants, stayed at the hearth-side when her brothers went to war. The glory-seeking elven gods didn't toss her out when they drove the others out, but they don't much respect her either.

The Olympians were later arrivals. Stormy, violent, lusty, and half-mad for power, they threw the greater titans (their forefathers) off Mount Olympus and into the prison-plane of Carceri. They've been breeding half-powers and new gods ever since, which is the bad news, but they've also been opening conduits to many prime-material worlds, which is the good news. The pantheon has even embraced Nebelun, the gnome tinker-wanderer, who's recently camped in Hephaestus's workshop.

See two things and look for the third. Well, if there is a third pantheon making its home in Arborea, no one knows it. Several lesser powers make their realms here, though, including Nephthys, the goddess of wealth, whose realm lies on the dusty third layer of Pelion.

Syranita, goddess of the aarakocra, is a close ally of Aerdrie Faenya. They share an entirely aerial realm that exists on the border of Ysgard and Arborea; it consists of clouds, floating two-crowned trees, and flying islands. They fly out of their realm into either of the two planes.

Arborea is also home to Chih-Nii, the goddess of spinners and weavers. The very shy daughter of Shang-ti, lord of the Celestial Bureaucracy, has no realm of her own. Instead she prefers to dwell among the bariaur, tending sheep and silkworms and looking after star-crossed lovers.

Three gods of Toril have a realm here as well: Sune (called Firehair, a great favorite with Sensates), Tymora (goddess of luck), and Llira (goddess of happiness and freedom). They share a single realm, a rowdy place called Brightwater.



THE PROXIES

The Seldarine and the Olympians both have their preferred proxies. The Olympians call on the Furies and their heroic offspring like Hercules and Theseus. For lesser missions they call on the ashira, dryads, satyrs, and sirines. Powers such as Apollo, Ares, and Athena favor per and solars.

The Seldarine sometimes call on agathinon, asuras, and ancient treants as their servants. More commonly, their agents are the creatures of the Seelie Court, such as the many races of sprites, brownies, faerie dragons, dryads, and korred. If trickery and stealth can accomplish their goals, they use them. If force is required, the servants of the Seldarine are sudden, overwhelming, and as utterly ruthless as Nature herself.

THE PETITIONERS

Arborea's petitioners are as varied as the trees in a forest. They include almost all the sylvan races, from centaurs, elves, gnomes, and humans to satyrs, nixies, and harpies. They are the commoners of the plane, tending to the good of the woodlands and meadows. Though not as wild as the Beastlands, Arborea still has many ancient groves in need of care. The Arborean petitioners treat this work with as much diligence and concern as peasants treat their crops elsewhere.

Petitioners in Arborea don't always stay petitioners until they merge with the plane. Some of them are

IF THEY LET YOU DO IT,
IT ISN'T WORTH DOING.

— ANONYMOUS BACCHAE

transformed into *bacchae*, the capering half-mad mobs of pleasure and destruction that roam the countryside with a continual, movable celebration. What turns them from the one to the other isn't known, but the infectious magic of music and dance is known to either trigger or be symptoms of the process. The other powers blame the creation of the *bacchae* on Dionysus, though Pan the woodland god is sometimes named as well. Whatever their origins, they're a danger to all-travelers, especially those planars who are addled enough to provoke them — and most anything provokes them: failing to offer them wine, failure to have wine to steal, offering them inferior wine, or failing to be as joyous and drunk as they are.

Philosophers of Thrassos and the Guvnors still argue about whether petitioners who become *bacchae* ever regain their normal form. 'Course, what really matters is that they lost it in the first place. A basher should just be grateful that no planar's ever become one against his will — that anyone knows about, anyway.

THE SOCIETY OF SENSATION

The Sensates have more of a presence here than most of the other factions have on their primary plane of influence. Mostly, that's because Arborea is too beautiful, too perfect, for the Sensates to stay away. In addition to the constant revelry at the Gilded Hall (see *The Travologue*), the Sensates are among the primary artisans, collectors, and merchants on the plane.

The factol of the Sensates is usually too involved in Sigil's politics to allow her to visit the Sensates' hall. When Erin Darkflame Montgomery (Pl/♀h/P9/S2/LG) does grace the Gilded Hall with her presence, it's only to make sure her position's secure. But for the Sensates it's a better excuse for a party than most; only a complete addle-cove would miss the chance to hobnob with the most powerful woman in Sigil (barring the Lady of Pain, of course).

The Children of the Vine are an offshoot of the Sensates particular to the plane of Arborea:

They believe nothing should be denied, no impulse should be resisted, and even the most fleeting whim has merit equal to the great ponderings of sages. Unlike the majority of

I WANT IT,
AND I WANT IT NOW.

— EPHESIA OF THE CHILDREN OF THE VINE

the Sensates, they don't believe in perfect experiences, in art, or in love; they consider these contrived and meaningless. The Children are always blissfully happy, drunk, and dancing. When they are most deranged they feel they are most at peace with the universe; they believe that only by denying themselves nothing can they gain everything, a crass but simple philosophy. Satyrs, nymphs, *bacchae*, and dissolute boppers make up the majority of their followers.

OTHER ENCOUNTERS

The most common encounters are the creatures from Greek and elven legends. Medusae, gorgons, chimerae, titans, giant eagles, pegasi, harpies, cyclopes and their kin, and sphinxes are all common enough. Lions, bulls, wolves, serpents, hawks, and boars are more common than the legendary creatures, as are the giant versions of their kind. These giants among animals are no more aggressive than the usual variety, and they leave most groups of petitioners and planars alone.

There are the rare and powerful creatures that lord it over vast regions, areas so large that they're nearly realms unto themselves. The balaena are plentiful in Oceanus, which serves as their winter feeding ground. They are more common as modes of transport in the second layer of the plane, but they can be found along the coasts of the first. 'Course, none live on the arid third layer of Arborea.

Entire herds of buraq roam the plains and lush meadows, and their taste for orchard fruit is notorious. A basher can hear their hooves pounding the earth from miles away. Legends say that the buraq were once ordinary horses that stole apples from Idun's garden in Ysgard. If a herd of horses knew how to play the cross-trade that well, they've certainly kept the way of it dark since then.

Greater titans still dwell in the hinterlands (after all, the plane is infinite), nursing their grudges against the Olympians or (in a few cases) totally oblivious that many of their fellows have been cast into Carceri.

Celestial lammasu, devas (aasimon), einheriar, and foo creatures roam the plane, but tend to keep to themselves unless called to act as a proxy for one power or another.



FAIRGROUNDS OF ELFERS

Arborea has three layers, though the topmost is the one every berk remembers, and the one named after the plane's loudest realm. The others aren't easy to get to, and few travelers go to the trouble. Ossa, the second layer, is a water realm that few travelers can navigate. The third, Pelion, is a realm of sand and dust, where nothing grows and is rumored to contain only dead gods.

THE OLYMPEUM

The first layer of Arborea contains Arvandor and Olympus, the two realms that the entire plane is known for. A basher'd think that the two realms are as close as two ale-houses in Sigil, the way they're always lumped together. Fact is, they're separated by hundreds of miles of unclaimed wilderness. The layer itself is slightly convex, so that while the realms of Olympus and Arvandor both occupy the highest pinnacles of land within their realms, neither citadel can see the other.

The layer is one of steep mountains cut by great passes and monstrous broadleaf trees rivaling the size of redwoods of the Prime Material Plane. Its hillocks make the Clueless stare in slack-jawed wonder: The hills are mountains, and the mountains are larger than anything but the earthbergs of Ysgard. Olympus's hills are covered with arbors of grapes, unintended orchards, and fields of wild wheat. Away from the settled and claimed areas, the layer grows wild quickly. Fell beasts and creatures such as giants and cyclopes roam the lands to challenge berks seeking adventure here.

ARVANDOR

Legend: Many's the time a buber in Sigil sings the praises of unsullied Arvandor, the High Forest, the land of the elves, a pure forest untouched by civilization. Don't believe it! The realm's been tamed, but what an elf considers tame, pleasant, and proper ain't the same as what a city dweller'd expect.

Legend: The elven pantheon, including Corelton Farethian, Aerdrie Faenya, Deep Sashelas, Trevan Feiere, Hanali Celanil, Tabelas Enoreth, Killifane Rallathil, Sehanine, and Solonor Thelandira (NM). Loth lived

among the elves of Arvandor for long cons, but was thrown into the Abyss when she convinced some elves to turn stag against their kinsmen, and now the elves of Arvandor regularly put her followers in the dead-book.

The Seldarine are similar to the Greeks in outlook, but less organized and regimented, having no chief foe to overthrow or continual conduit to maintain. They're more good and chaotic than their Greek neighbors. They lack the mighty fortresses of their human counterparts, but they inhabit small shrines, circles of natural stones, and small but ornate homes.

Legend: Arvandor is less pastoral than Olympus; its ancient trees have never known a woodcutter's axe. Cathedrallike groves of towering green are common, and the canopy sometimes splits into an upper layer of sun-loving trees and a lower canopy of shade-loving plants, vines, and scrub trees. Giant squirrels, bats, aarakocra, and a few elf tribes are said to live their entire lives without touching the ground, which those elves consider unclean or unlucky.

Just as the canopy is sometimes divided into more than one layer, the undergrowth in many areas is completely impenetrable. The undergrowth combined with the rotting trunks of fallen trees make some sections almost impossible, and the ground level can be impossible to find among the foliage. Even the elves take detours around the thickest undergrowth, for it's often home to creatures that thrive in the darkness - spiders, eterrap, shadows, and worse.

The darkness lingering among Arvandor's undergrowth is balanced by the beams of sunlight in its meadows. Wherever the giants of the ancient woods come crashing down, they open meadows that flower all year round. Blush snowblossoms peek above the snows of winter in Arvandor, making their promise that spring is coming. Bubbling brooks are common in these meadows, and the largest clearings are often the sites of dates. A place called the Ingvar Brook is the best-known gate to Alheim, in Ysgard.

The ruins of giantish cities and halls rear up from the forest here and there, more like hills than artificial constructs. These massive stone halls match the enormous scale of the plane, with walls often 50 feet high or more. Rumors say that the giants abandoned many treasures in their flight; sometimes giant raiders come to reclaim them.

PRINCIPAL TOWNS. There's almost no towns in Arvandor, only favored glades, groves, and trees. The best known are described below. Grandfather Oak is almost as large as a town, though no Cager would mistake it for a true city — Grandfather

Oak and similar inhabited tree-towns don't belch smoke, don't pack crowds, and don't smell like sewers. Any city dweller knows these overgrown tree-houses are more a part of the landscape than an urban center.

The Pale Tree is, as a basher might expect, a white tree among a grove of deepest green, with leaves of silver and roots of muddy gray. Many of the elves believe it has mystical, aphrodisiac, or curative powers, and its leaves are prized for wreaths, bouquets, and even garnishes. The Pale Tree is the center of Solonor's domain, a region thick with forests and quick-flowing streams.

Hanali Celanil has a crystal palace of unearthly splendor, in the center of which is an enchanted fountain that gives birth to the Charisma-enhancing pool known as Evergold. Hanali shares this boon with Aphrodite, Sune, Freya, and other goddesses of beauty.

A root of Yggdrasil surfaces near the lower, darker end of the realm, near a settlement of ratatosk (self-appointed guardians of the World Ash; see the *Monstrous Supplement*) and elves. The root and settlement are both named the Gnarl. Travelers to and from Alfheim are common here, and Erevan Ilesere is said to call it home. Some Guvnors say that the ratatosk are his creations, since many of them worship him.

Once an autumn grove of silver-stemmed trees, Lolith's Grove is now a silent place of dead trees, blackened stumps, and uprooted giants. The spring at its center, long ago the sight of merriment or at least reflection, is now a fouled trickle of muddy sludge. All animals avoid it except for spiders, which grow to such size that they must be hunted down from time to time. Banshees are also extremely common in the woods where Lolith's followers were once slaughtered by the hundreds. The portal to the gate town of Sylvania, Arvandor's link to the Outlands, stands near Lolith's Grove, making it dangerous for travelers.

The Roaring Gate is a conduit to the Beastlands, located in a narrow gully that begins in Arvandor and spills out into a wash near a grove of thorny baobab trees. The gate wanders up and down the length of the gully, but anyone who enters the gully always walks out into the Beastlands.

ARVANDOR IS THE
ONLY
CIVILIZED
WILDERNESS.
— ELMORIEL THE
ENCHANTRESS

The Sparkling Sea that laps at the borders of the great elven realms is the realm of Deep Sashelas, revered by the sea elves. The gate to the second layer lies within his realm, in a crystal city beneath the waves. Some petitioners here are sea elves, others dolphins.

SPECIAL CONDITIONS. A peery basher knows a calm realm is probably hiding something, but Arvandor hides only a few secrets. This is a land where time doesn't flow linearly, and bashers going in don't always emerge when they think they do. Most often, they lose track of themselves and wander the land for weeks or months. A cutter's best going with a pack of others who can pull him out of the land's spell.

Every traveler to Arvandor without elven blood must make a Wisdom ability check. Those who fail remain entranced by the beauty of the land and lose their wits for a number of weeks equal to the amount they failed the check by. They can be guided by the hand from place to place, but they can't undertake actions on their own unless someone prods them to it. If left alone, they sing, seek out the elves, dance, and generally make fools of themselves. Elves (not half-elves) are immune to this effect, but the elves all act like this anyway.

The Queen of Air and Darkness, ruler of the Unseelie Court, sends her proxies here too often, like an unwanted relative. The Dark Queen's minions bring the ill winds of Pandemonium with them, and violent gales rage whenever they arrive or depart the realm. Their preferred prey is elven, but they'll come after the Clueless, the weak, and the sick. When the winds tear the leaves from the trees, a berk'd better seek shelter from the foul things that the wind carries.

PRINCIPAL NONPLAYER CHARACTERS. The most important elves in Arvandor are the High Kings and Queens, rulers of entire races of elves. Chosen by their followers, the High Kings and High Queens live on sufferance — some groups have been known to slay or exile rulers who ruled poorly or harshly.

Labelas Thenorean (Pl/ðe/F9/P9/S0/CG) rules as High King of the Gray Elves, and his court can usually be found at the Grandfather Oak. His wise rule has been a blessing to the often-isolated gray elves, and his many children, grandchildren, and great-grandchildren are sought after as advisers in all the elven courts.

Marrisa Snowplover (Pl/♀e/W9/T12/S2/CG) is High Queen of the High Elves, though she is very young, barely 100 years old, and unmarried. Currently she is moving her entire court to a more northerly portion of the High Forest. The Queen has declared that a Great Hunt shall take place each third day on the journey. The entire hunt has led to some serious rivalries among the nobles, as the young elves try to woo their maiden queen.

Almoander Shiverburn (Pl/♂e/F12/W(E)16/Rg/CG), rules as the High King of the Sylvan Elves. The reclusive wood elves dwell in the deepest portions of Arvandor, among the sprites and treants. Their unicorn cavalry is rightly feared by the giants and titans of the plane.

Salasindra of the Golden Kelp (Pl/♀e/P12/Fa/CG), High Queen of the Sea Elves, rules a roving kingdom beneath the waves. Travelers returning from the sea-foam tell tales of a great city called Mallintherial, the "Home of the Roving Heart." The sea elves are on excellent terms with Poseidon and the merfolk, and Salasindra is sometimes named as Poseidon's emissary to the Seldarine.

The last reported High King of the Grugach was Scarathor the Shadowking (Pl/♂e/F10/T12/Be/CG), but the xenophobic wild elves have reported no news for 80 years or more.

SERVICES. The elves eat and sell only the finest viands. A cutter's wise to stock up on elven honey mead, venison, and trail rations as sweet as butter. The elves are also renowned for the clear sound of their musical instruments and the durability of their cloaks and boots. Elf smiths are masters of the anvil, able to make lightweight mail, helms, and boar spears for the hunt, but that're as strong as the dwarven steel of Ysgard. Metalworking is limited to chain mail or simpler armor. Bows made here are of exceptional quality. Every elven weapon sits well in the wielder's hand, but her purse'll hang lighter – three times lighter than it'd be if the sod had bought a blade elsewhere.

The elves are also known for their hunts, most of which occur on elven feast-days and holy days. Typical quarries include boar and stag, and giant versions of these animals. Very rarely, a High King or Queen calls a hunt for larger prey, such as a rogue bear or lion, or a monster like a gorgon or chimera that's wandered into Arvandor from distant Olympus. They sometimes agree to organize a hunting party for those heroes who seek to prove themselves against the forest. No matter whether the hunt is a festival or a hunting party for outsiders, the animal is always skinned and devoured; the elves do not hunt only for sport. The hunts aren't meant as idle sport but as serious work, or as serious as the elves ever are. Beneath the song, jesting, and pageantry, Arvandor's hunts are solemn occasions: Failure to catch the quarry is taken as a bad omen.

The greatest gathering of elven learning is at the Apprentice's Reverie, a small but influential body of gray-beards who constantly debate questions of philosophy, mathematics, and planar geometry. While much of their knowledge is contained in ancient scrolls, it's fresher and clearer heard from their lips, and they have many students. The greatest of the teachers is Lorellis Cathamber (Pe/♂e/0/Xa/CN), a short and remarkably quick-tempered wood elf who doesn't suffer fools gladly.

EVERGOLD (Site)

HEARSAY. The Evergold is the Fountain of Youth, the transforming artifact of the Upper Planes that brings forth the beauty of all things and halts all corruption. All it takes is a single sip and the years fall away. One taste and a berk becomes a driven man, as commanding and inspiring as a factol.

Yeah, right. If it were that easy, everyone and his brother would already be as handsome as a deva, and one look around Sigil shows a basher that ain't the case. The trouble with the Evergold is that its effects are temporary, and only the powers seem able to find it – which don't stop every empty-headed Sensate from looking for it.

DESCRIPTION. The Evergold is a pool of gold-flecked water surrounded by a crystal basin. It rests in the center of Hanali's crystal palace in Arvandor, or in Sune's quarter in Brightwater, or in Aphrodite's home in Olympus, or sometimes elsewhere. In fact, all of these sites are Evergold's real location; it's a wandering phenomenon, and a few bloods have figured out its pattern. Regardless of where it is, the pool always shimmers and shines with a rich golden luster that makes it impossible to mistake for ordinary water.

SPECIAL FEATURES. The Evergold increases the Charisma and the appearance of anyone who bathes in it for more than an hour. Charisma increases by 1 point for each 5 points of existing Charisma (round up). Appearance shifts more subtly – scars vanish, skin glows, wrinkles smooth out, and hair shines. The underlying features don't change, but they are enhanced to their best potential.

Evergold's effects are temporary, however, wearing off after a year. Waters taken from the pool lose their effect. Not even the Guvnors know whether Evergold actually removes age or simply the appearance of aging – the powers live forever, so they're no proof. A basher who counts on living forever by finding Evergold each year is thrice a fool.

GRANDFATHER OAK

(Town)

CHARACTER. Become one with the woods, all are as trees in the forest. Hear the song of the forest, and thrive as the forest thrives. Ponder each action, and grow slowly into the path that leads to joy. Slow and steady, do nothing in haste.

RULER. Gnarled and ancient, the ruler of Grandfather Oak is an ancient treant named Moss-Among-His-Roots, Wind-In-His-Leaves. He is

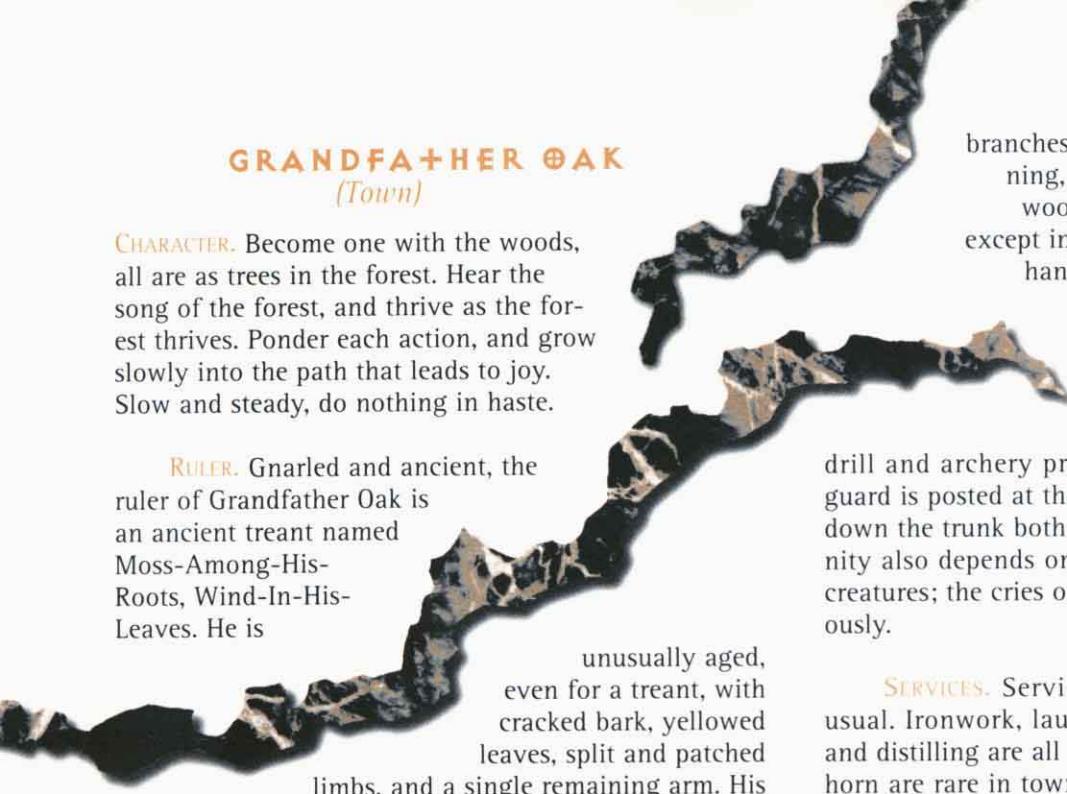
unusually aged, even for a treant, with cracked bark, yellowed leaves, split and patched limbs, and a single remaining arm. His appearance leads many to speculate that Moss-Among-His-Roots, Wind-In-His-Leaves is dying, though his spirit is as strong as ever.

BEHIND THE THRONE. Most visitors find that Moss-Among-His-Roots, Wind-In-His-Leaves is too slow about his deliberations (even a yes-or-no question may take a day to answer). For quicker action, they turn to Trillamir Evensong (Pl/ð he/F9/SO/CG), a refined and clever warrior with an eye for character. His judgments are recognized as just and binding within the limits of Grandfather Oak, though some treants grumble at his "hurried, slap-dash" approach. Tree-folk, of course, outlive even the elves, so most bashers can understand that their view of time is more patient than practical.

DESCRIPTION. Grandfather Oak is the greatest and oldest tree of Arvandor, a gigantic tree that supports entire tribes of elves in its leafy top and in the wide hollows between trunk and branches. A great dell between two of its roots houses the realm's chapel to Labelas Enoreth, the elven god of longevity.

Grandfather Oak is named and respected as a living creature, much as sailors refer to their ships as female. He has been shaped from living wood for countless generations, and elven generations at that. Grandfather's living quarters are in the higher branches, shelters built with deadwood carefully brought up from the forest floor and interwoven with vines. The oldest of these shelters have become overgrown with Grandfather's wood. In addition, Grandfather keeps many guest chambers, small entrances into the trunk itself, like squirrel holes.

Fire is strictly monitored on Grandfather Oak, and several boulders have been brought up into the higher



branches as fire platforms for cooking, tanning, and metalworking. Since the oak's wood is green, fires don't spread easily except in late autumn, when dry leaves still hang from the branches.

MILITIA. Every resident is expected to help and protect his neighbor, and so the entire town turns out for a week of

drill and archery practice twice a year. A permanent guard is posted at the roots, and patrols wander up and down the trunk both day and night. The entire community also depends on the warning of the nearby forest creatures; the cries of birds and squirrels are taken seriously.

SERVICES. Services requiring fire cost more than usual. Ironwork, laundry, hot bathwater, and brewing and distilling are all at double normal cost. Leather and horn are rare in town; the elves substitute feathers and a forest form of flax.

The Oak was famed for its spider silk eons ago, but the trade died after Lolth's followers were banished. The entrances to those workshops have grown over, and, though no high-up has ruled against it, no elves go there. What remains in the empty spaces under the bark is unknown.

Most food is served cold or lukewarm, with spices for variety. Hot dishes are either heated magically or (during the day) through focused sunlight in the highest branches. Meats and grains are scarce; the elves prefer fruits, edible plants and barks, and flour made from nuts.

The town's elf woodcarvers are very talented and don't cost a wagonload of jink in Grandfather Oak. The greatest of the breed is Woodmaster Morellian (Pe/ð e/0/CG), famed for his black-walnut carvings. Woodmaster Morellian is venerable even among elves, for he claims to have seen more than a thousand summers. He no longer carves more than one piece a year, which is auctioned off annually at the midsummer festival. Of the younger generation, the most promising is Morellian's apprentice Pomeriel of the Birch (Pl/ð e/W(E)8/Dg/CN), an unnaturally pale elf from the heart of Arvandor's darkest undergrowth. She employs magic to shape living wood, creating patterns and images from the grain of the wood itself. Many of the older carvers consider her technique as strange as her looks, and believe that she has some ulterior motive for apprenticing herself to the master woodcarver.

LOCAL NEWS. A large top-branch fell from the western section of the oak recently, but otherwise the Grandfather Oak has been quiet. A few weeks ago, an elven hunting party ran down two enormous owlbears

just a hundred yards from the tree-town's roots. The guard has been more alert since then, and the town is still a bit on edge about it. Grand boasts have been toasted and shouted down, but most folks have been more careful, fearful of the Rule of Threes.

OLYMPUS (Realm)

CHARACTER. Olympus isn't a place to hold back anger or tears; rage and grief alike ring from the mountaintops. Celebrate passion, lust, and anger; vent heroic appetites. All or nothing, glory or disgrace, prince or exile. Return with your shield or on it, but don't return in shame, don't fade into the background. Everyone's life is an epic, and even a slave can become a hero. Beware the jealousy of the powers.

POWERS. This is the home of the Greek pantheon including Zeus, Aphrodite, Apollo, Ares, Artemis, Athena, Demeter, Dionysus, Hephaestus, Hera, Hermes, Poseidon, and Rhea (LL). The Greek pantheon tends to be a short-tempered, lusty, partying lot, more chaotic than any other pantheon save perhaps the Norse. They have gathered together into a common front on at least two occasions: once to defeat the great titans and cast the majority of them into Carceri, and the second to fashion Mount Olympus as a continuous conduit that reaches from the realm of Olympus through the Astral Plane and into the Gray Wastes, touching on the way all the places on the Prime where the Greek gods are known.

DESCRIPTION. Olympus thrives in the midst of plenty, with abundant olive groves, lush hills that resound with bleating sheep and clear shepherd pipes, fertile vineyards, olive groves, and small orchards of oranges and apples. Its towns are pleasant, whitewashed walls reaching above azure seas and great stone temples that reach to the heavens. Its woodlands and mountains are filled with the laughter of satyrs, nymphs, and sylphs.

The powers themselves dwell in their halls and temples on Mount Olympus, the cloud-wreathed mountain that towers above all other places in Olympus. Zeus's domain is the most magnificent of them all, a great citadel of polished marble and gold that stands at the highest spot of the Olympian realm. Here the father of the Olympian gods rules alongside Hera, his wife.

Aphrodite lives in a nearby palace of mirrorlike quartz and gems, where every surface reflects her own beauty. She shares the pool called Evergold with other goddesses of beauty: Freya, Sune, and her good friend Hanali Celanil of the Seldarine. To the Greeks, the pool is known as Canathas.

Apollo's temple and stage of beaten gold radiate internal sunlight. The Sensates love this place, and their poets are often found here declaiming verses to honor the god of poetry.

The lair of Ares is a massive battlement near the portal that leads down from Mount Olympus to all the spheres where the pantheon is worshiped, mirroring the hall of Athena, who dwells in a palace on the far side of that portal. Ares's palace is said to be made of bone, Athena's of iron. Berks who rattle on about the palaces are probably bobbing a listener.

Dionysus's palace is overrun with vines, each hanging heavy with grapes. Bacchae keep the hearth burning and the festival going even when the power's away, but few others would dare.

Hermes lives in a den of gambling within the mountain itself. Poseidon makes his abode on the second layer of the plane, though he maintains a seaside shrine near Mount Olympus.

The lesser powers such

as Artemis, Demeter, Nike, Tyche,

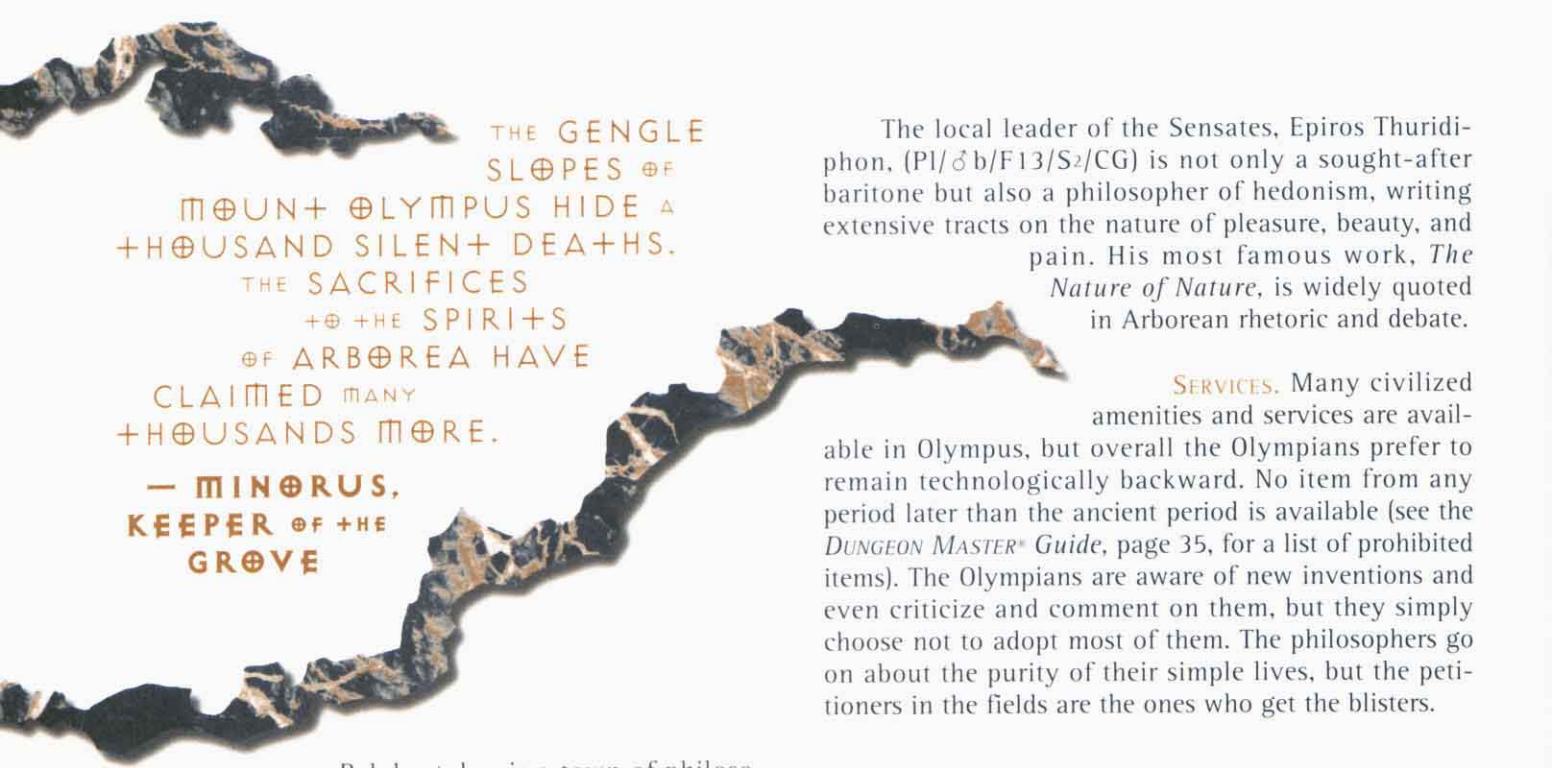
and the titan

Prometheus make their smaller realms among the huge and dominating temples and estates.



PRINCIPAL TOWNS. The greatest towns of Olympus are Arkenos, Thalassia, and Polykeptolon. Arkenos is the largest of the three, located on a peninsula at the mouth of a broad river. It's widely known for its Amazonian militia, a body of women warriors who dedicate their lives to the pursuit of martial arts. Arkenian warriors roam the length and breadth of the plane, and many berks are sorry to've crossed them. They are frequently sought out to put down the creatures that sometimes plague the seashore towns.

Thalassia is a seaside town of fisherfolk, perched on steep, sunny hills. From time to time it's troubled by monsters from the sea: terrible gigantic octopi, sea serpents, beguiling sirines, many-headed hydrae, and sorcerous hags. At these times Thalassia sends out a call for heroes.



THE GENGLE
SLOPES OF
MOUNT OLYMPUS HIDE A
THOUSAND SILENT DEATHS.
THE SACRIFICES
+ THE SPIRITS
OF ARBOREA HAVE
CLAIMED MANY
THOUSANDS MORE.
— MINORUS,
KEEPER OF THE
GROVE

Polykeptolon is a town of philosophers and scholars who keep slaves to attend to the crass demands of the body while they ponder the nature of the planes and the powers. The Guyners are surprisingly strong here, which is unusual for a plane on the Chaos side of the Great Ring.

SPECIAL CONDITIONS. Nature spirits must be placated in many sites around the plane, but are especially prominent in Olympus. From springs to sacred groves to ancient caverns of prophecies and judgment, the nature spirits demand tribute and attention equal to what a soul grants the powers. Ignoring these spirits brings bad luck, so any traveler barmy enough to give 'em the laugh pays the price. The spirits can reduce the traveler's movement by half, reduce her luck (saving throws) by up to -3, spoil rations, unravel knots, and spook riding animals. Flouting the sylphs, nymphs, and dryads by destroying their shrines or stealing their offerings can bring their anger down on a traveler, as well as that of the Furies.

PRINCIPAL NONPLAYER CHARACTERS. Some of the greatest and most powerful heroes of Olympus are demipowers in their own right: Galen (M/♂ centaur/D14/Rg/CG) is a healer known for his unselfish work in the remote communities far from Mount Olympus. Most other healers on the plane defer their most difficult cases to him.

The spirits of nature are powerful in Olympus, perhaps stronger than anywhere on the Great Ring besides the Beastlands. A wood nymph named Greenfire of the Wormwood rules the wilder lands, and even the bacchae obey her when she commands them to disperse. Greenfire has little love for fools and unprepared travelers (much the same thing, in her eyes). Nature knows no such thing as mercy.

The local leader of the Sensates, Epiros Thuridiphon, (Pl/♂ b/F13/S₂/CG) is not only a sought-after baritone but also a philosopher of hedonism, writing extensive tracts on the nature of pleasure, beauty, and pain. His most famous work, *The Nature of Nature*, is widely quoted in Arborean rhetoric and debate.

SERVICES. Many civilized amenities and services are available in Olympus, but overall the Olympians prefer to remain technologically backward. No item from any period later than the ancient period is available (see the *DUNGEON MASTER® Guide*, page 35, for a list of prohibited items). The Olympians are aware of new inventions and even criticize and comment on them, but they simply choose not to adopt most of them. The philosophers go on about the purity of their simple lives, but the petitioners in the fields are the ones who get the blisters.

THRASSOS (Town)

CHARACTER. Thrassos is a cosmopolitan petitioners' burg modeled after a town on one of the Greek powers' favorite prime-material worlds. Here, it's believed that trade breeds peace, and travel broadens the mind. Both minds and bodies are perfectible, and a person with the will to perfect both is worthy of respect. Wealth and notoriety breed power; patronage gains loyalty.

RULER. The ruler of Thrassos is democratically elected each year from among the male petitioners of the town. The current office-holder is Nikomas Xanther Skopelitis (Pe/♂ h/F1/S₂/CG). The militia captain, the judges, and the senators are chosen by lot from among all the available candidates, so both wealthy and poor share the power and responsibility of decision-making.

BEHIND THE THRONE. A single woman named Helena Toliopoulos (Pe/♀ h/O/Fa/CG) has controlled the elections for decades, deciding each plebescite through a short pronouncement shortly beforehand; after she has spoken the competing candidates withdraw from the race. Anyone who remains in the race is ruined financially and socially, for Madam Toliopoulos controls the town money supply.

DESCRIPTION. Thrassos is a small town of narrow streets and big hearts, just outside the realm of Olympus. Its houses are stacked almost on top of one another, tumbling toward the warm, sunny coast.

The gate to the Outlands is in the town square, in a rotunda of white marble pillars. It can only be opened by the consent of the town elders. The square is also the site of continual deliberation, as both young and old

practice rhetoric and debate the issues of the day in the rotunda. Anyone who likes is allowed a say.

MILITIA. All males between the ages of 15 and 18 must serve in the town militia under the direction of elder, more experienced soldiers. Young women of the same ages may also join if they request it, but this is rare. Typical weaponry includes spears, short swords, and javelins. The soldiers of Thrassos are expert archers, runners, and skirmishers, but they rarely engage in protracted battles.

SERVICES. Thrassos is best known for its olives and olive oil, but it also produces fine furniture and houses a school of artists led by Andropoulos Craxi, a gifted master of the mural form (Pe/Δh/0/S²/CG). It also produces fine cloth and dyes. Its weapons are all of bronze, and the town lacks even the proper tools to repair iron weapons or armor.

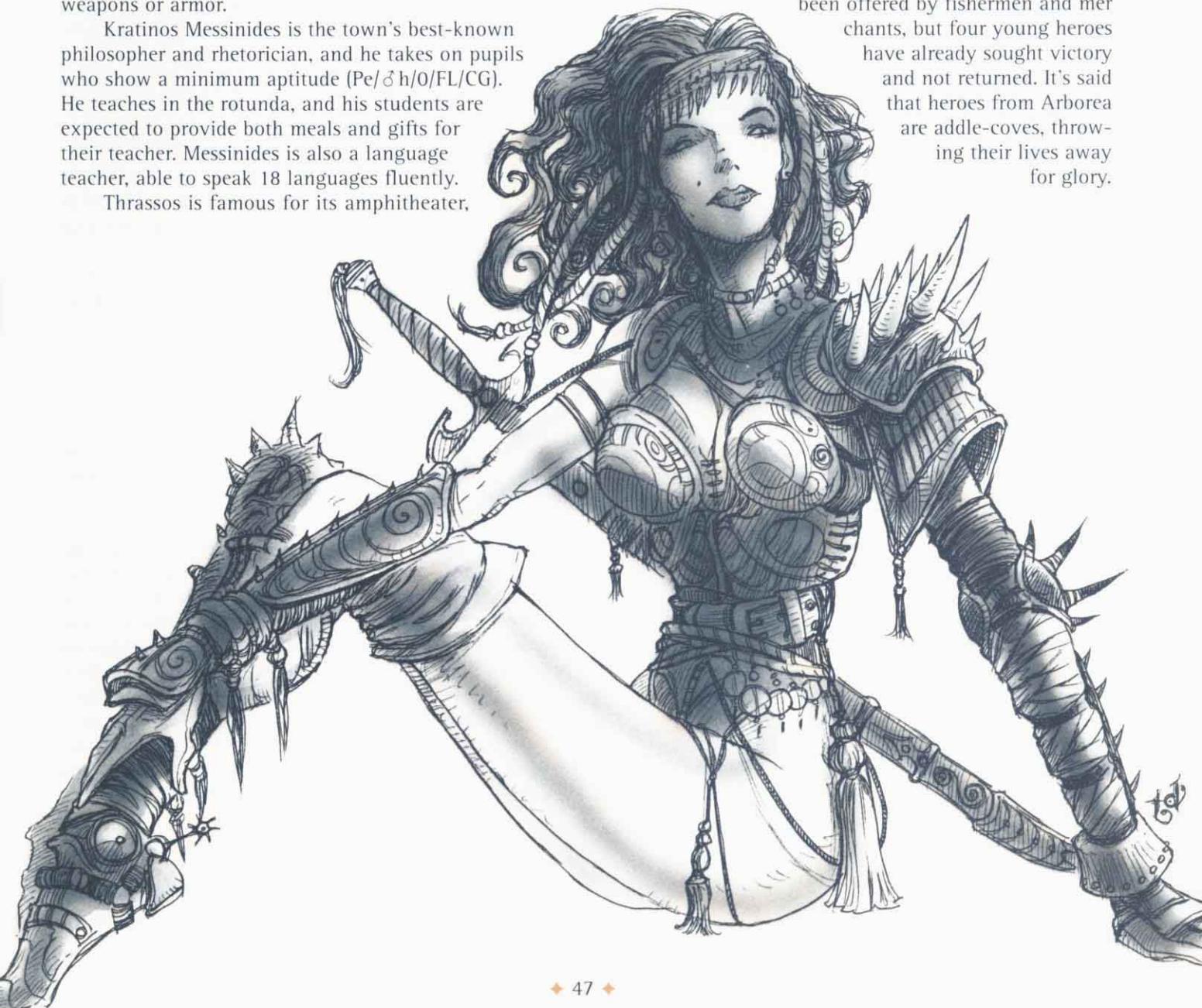
Kratinos Messinides is the town's best-known philosopher and rhetorician, and he takes on pupils who show a minimum aptitude (Pe/Δh/0/FL/CG). He teaches in the rotunda, and his students are expected to provide both meals and gifts for their teacher. Messinides is also a language teacher, able to speak 18 languages fluently.

Thrassos is famous for its amphitheater,

a bowl-shaped set of marble seats carved out of a hillside just outside the town. The amphitheater is acoustically brilliant, and even a whisper onstage can be heard in the farthest seats. When combined with the magical scenery and thespian skills of talented groups of traveling players, the effect is truly stupendous.

LOCAL NEWS. Thrassos has recently been expecting the arrival of new, cultivatable land, due to an anticipated boundary shift of the vineyards near Sylvania. A festival celebrating the occasion has been planned for years, but the day still hasn't quite arrived. Since the townspeople discuss the feast as if it will happen any day, some leatherheaded Sensates have waited around for weeks or months for the celebration.

A hero is being sought to seek out and slay a 12-headed hydra that has plagued the coast south of Thrassos for weeks now. A small reward has been offered by fishermen and merchants, but four young heroes have already sought victory and not returned. It's said that heroes from Arborea are addle-coves, throwing their lives away for glory.



BRIGHTWATER (Realm)

CHARACTER. Freewheeling and often exotic, Brightwater is an entirely urban realm, a sprawling town that prides itself on taking stupid chances, drinking deep from life's cup, and seizing each day as if it were the last. Reckless, daring, and luckier than three normal towns rolled into one, Brightwater gets away with it more often than not, and is respected for pure courage even when it fails.

POWERS. Sune, Llira, and Tymora (FR). The three powers of the

world of Toril are united by a sense of

adventure shared by many of the other pantheons of Arborea. Sune is clearly the eldest and most respected of the three, but though the others defer to her, it's the two younger powers that receive most of the attention. Tymora provided the bulk of the real planning and drive to create the realm, and Llira is simply happy to be included.

As relatively young gods, they have more of a sense of adventure and freedom from tradition. Some say that they are behind the plague of the bacchae, and that they revel in such worshipers. As long as the Brightwater's patron trinity stays young and wild, their realm will remain the wildest and least predictable city of Arborea. As long as Sune has access to the Evergold, the sacred pool she shares with Hanali Celanil and Aphrodite, their raucous, racy youth will last a long, long time.

DESCRIPTION. Brightwater's always been a short-term kind of realm, but some of its inhabitants do know what's good — and have the money to get it. As a result, rich, gaudy buildings stand beside shacks, and the streets are crowded with merchants dressed as princes and workers dressed as paupers, and vice versa. Though much of the town's glamour is only glitter, gilt, and cantrips, the aura of youth and excitement are real. Brightwater is only 50 years old, and is far enough away from Olympus to avoid entanglements with the Greeks. Most of them consider it an eyesore, but the rest visit often enough.

The city-realm of Brightwater consists of three sectors, one devoted to each of the three powers of the realm. Go figure.

The Quarter of the Great Wheel has broad streets, many fine archways, and large marble blocks at street corners for orators and bettors. Races are held on the Midway, a strip of land surrounding three of the quarter's buildings: a jail, a courthouse where criminals must try to win over their peers to gain a pardon, and a place of execution. Trials by fire or other ordeals are also common, with heavy betting on the sidelines.

The Quarter of the Orange Lanterns is quietest during the day, with crowds milling, eating, and enjoying the sun. The atmosphere is perfect for picnics, summer dances, and courtship. At night it blossoms into a loud carnival packed with musicians, drunks, scantily-clad dancers, and beggars — and with those plying the cross-trade. A smart basher watches his purse as well as the scenery.

The Heartfire Quarter's a much more private place than either of the others, for only the followers of true passion go there, those seeking perfection rather than just a party. It's known to contain portals to Vanaheim, Olympus, and Arvandor, where Sune's fellow powers Freya, Aphrodite, and Hanali dwell. It's also rumored to be the site of the Evergold, the pool of youth and beauty shared by those goddesses.

Hermes and Erevan Ilesere are said to come to Brightwater when they seek a place to raise hell without upsetting the Olympians or the Seldarine; even if it isn't true, the greatest and wealthiest of planar creatures are found wagering and enjoying themselves in Brightwater.

PRINCIPAL SECTORS. The largest and most popular sector is the Quarter of the Great Wheel, Tymora's quarter. Wagers on anything and everything fly fast and furiously; berks wager on where a fly lands, when a bariaur scratches itself, and even whether or not a party of adventurers returns within a specified span of time. Here's the chant: The Quarter of the Great Wheel is the greatest gathering place of adventurers, daredevils, and heroes on the Great Ring, bar none. Here's where bloods come to boast of the feats they'll accomplish to their peers. If they return, this's where cutters display their trophies to their peers, those who can not only admire and respect their accomplishments but who know firsthand how sodding back-breaking difficult those tasks are.

The most notorious quarter of Brightwater is the Quarter of the Orange Lanterns, where Llira's worshipers spread joy in a continuous festival. This's where adventurers come to spend their hard-won

wealth, and even the Sensates come to have a good time. Music endlessly fills the air (how tired bashers sleep is a bit of a mystery). Enormous sums are soon spent on wine, dance, jewels, and song. New participants are constantly arriving, and others must be dragged out, exhausted and smiling.

The smallest region of Brightwater is Sune's quarter, a realm of passion, of beauty, and sometimes a place of love. Unlike the wild celebrations of life in the Quarter of the Orange Lanterns, the Heartfire Quarter is a private place of small rooms and hidden courtyards. Its outer reaches are lined with festhalls, matchmaker's shops, and inns where young couples meet. Every street is marked with a monument to the triumphs of love, and incense and candlelight fill the night air. Despite its devotion to the ideals of love, the quarter isn't without dangers, since crimes of passion are common.

Petitioners seek to merge with their goddess in the central portion of the Heartfire Quarter. Most of the quarter's paths are unexplored, and only the stout-hearted dare its inner precincts; rumors of succubi and incubi infiltration are common but never proven. The winding streets near the center are said to destroy some petitioners forever, while other paths send petitioners on their way to merging into the realm itself. Many adventurers seem drawn to the core, searching for bliss and serenity after the pleasures of the Quarters of the Great Wheel and Orange Lanterns have dimmed. What they find is not recorded.

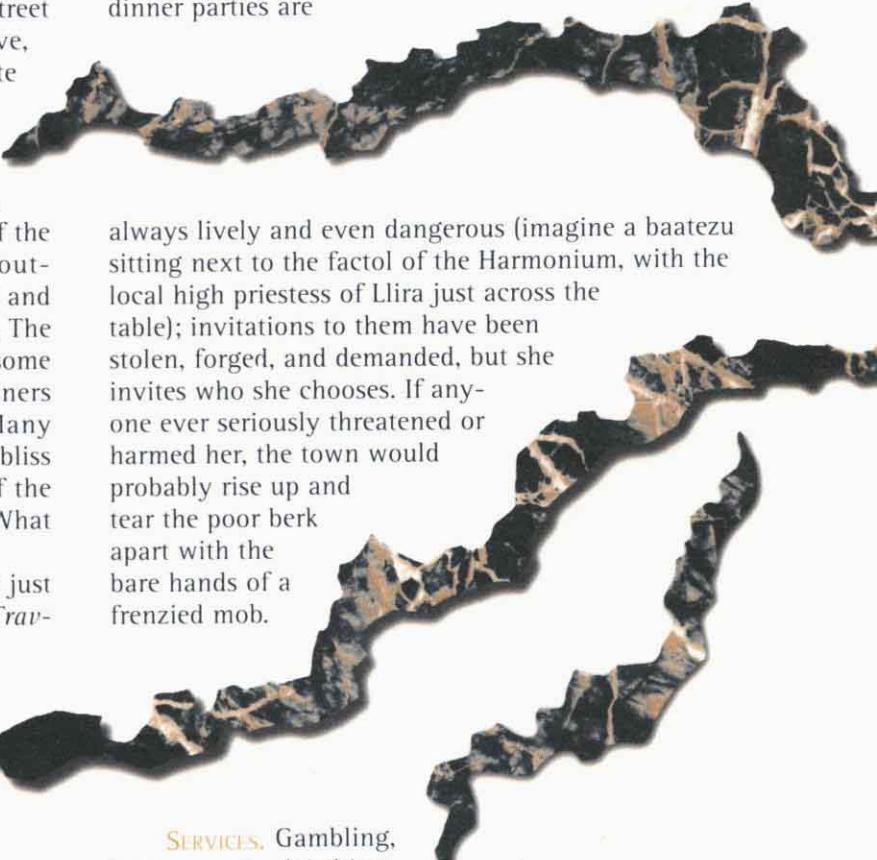
The Gilded Hall, the home of the Sensates, lies just outside the borders of this realm (described in *The Trav-
elogue*). Traffic between it and the
portals of Brightwater is quite
heavy.

**SPECIAL
CONDITIONS.** In Brightwater, a word once given can't be broken. Oaths are sacred, and oathbreakers suffer a -4 penalty to all attack, saving throw, and damage rolls for a month after breaking their word. The triad powers of luck, joy, and passion don't smile on dishonest rogues.

PRINCIPAL NONPLAYER CHARACTERS. The ranger Gules the Red (Pr/3h/R12/FL/CG) is the best-known and least-loved figure of the realm, beloved of both Sune and Tymora, lucky in all things except love. All of his close female friends have suffered great, even Olympian tragedies. Though Gules claims he bears no curse, one amazon warrior unknowingly slew her mother on the field of battle, one young maiden took her own life when she discovered she was the child of an incestuous union, and another of his friends was so proud that she

gained the attention of a power and bore a child that became a minotaur.

Less well known among visitors but no less important in Brightwater is Winifred (Pr/♀ha/P9/Be/CG), an enormously fat halfling priestess of Tymora, and "Winny" to everyone in town. Her congregation has prospered over the years, and her fortunes have risen with them. Her wealth and popularity have provided her with the time to cultivate many friendships. Winny corresponds with factols, anarchs, tanar'ri, and anyone else who can write a decent letter. As a result, she's remarkably well informed. Her dinner parties are

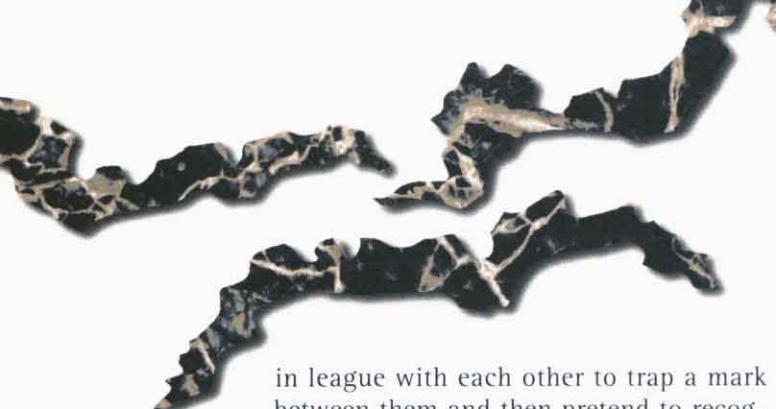


always lively and even dangerous (imagine a baatezu sitting next to the factol of the Harmonium, with the local high priestess of Llira just across the table); invitations to them have been stolen, forged, and demanded, but she invites who she chooses. If anyone ever seriously threatened or harmed her, the town would probably rise up and tear the poor berk apart with the bare hands of a frenzied mob.

SERVICES. Gambling, horse races, drinking, music, festhalls, and dancing are all abundant, superb, and constantly available at one of hundreds of taverns and gaming halls, as are the earthy pleasures of the table and the pallet.

Item recovery services are plentiful; bands of rogues gather together to sell their services as "retrievers" of lost or stolen property. These knights charge heavily for their services, and half of them also steal items to generate business for their repossession. The other half never rob anyone but are simply very well connected. If an owner doesn't ransom an item like a spellbook, sword, or other valuable, it's taken to Sigil and sold.

Scams and cons are common in Brightwater. The most recent one making the rounds requires two rogues



in league with each other to trap a mark between them and then pretend to recognize each other as rivals. When the two rogues draw their blades to "duel," the mark's purse is cut in the confusion. Usually the sod is too grateful to get out of danger to check her money belt until it's too late.

◆ OSSA ◆

The second layer of Arborea is Ossa to the Olympians, but it has as many names as the ocean. It's called Aquallor by the elves, the Endless River by the selkies, and the Green Sea or the Abiding Sea by the creatures of Amunthys. Its gates are usually found in the watery domains of Deep Sashelas of the elves and Poseidon of the Greeks. Ossa is the outflow of the river Oceanus which flows from the farthest layer of Elysium, Thalasia.

Some cutters spin tales about huge, funnellike maelstroms that lead directly back to Thalasia in an unending circle. Unlike Thalasia and the waters of Lunia in the first layer of Mount Celestia, the seas of Ossa are shallow for the most part, no more than three feet deep over most of the realm. Great chasms open up in random places here, and the chaotic good sea powers make their domains in these.



CALE++⊕ (Realm)

CHARACTER. Be calmed and peaceful or stormy and violent, the waters of Caletto always reflect the mood of the realm's power. Usually sunny, it can change in an instant, quick to anger, quick to forgive.

POWER. Poseidon (LL). Poseidon rarely leaves his realm, and even more rarely leaves the plane of Ossa. His priests have sought converts among the sea elves for generations, with little success. Some believe that the tritons are an attempt to transform the elves into his

loyal petitioners. Their small numbers here indicate little success.

DESCRIPTION. Caletto is remarkably habitable for most travelers – those who can breathe water, anyway. From its wave-wrecked shores to its kelp forests, from its deep trenches to its highest corals, Caletto is a sparkling realm of undersea wonders. The waters are warm, the creatures friendly, and the petitioners open and generous. Caletto's waters are deeper than the shallows of most of Ossa, ranging from three feet to three hundred feet deep, with two great trenches that reach far deeper.

Except for a few small rocky islands, all of Caletto is ocean. Anyone unable to weather its storms and currents finds little help from the petitioners, but anyone who can travel undersea finds many friends here. Its currents run fast, as much as 10 knots, and its storms are among the fiercest on the plane, though most creatures ride them out underwater.

Caletto's current is in a constant state of flux, as predictable as the tides, but its people are as inconstant as the winds and the waves. Lately, a craze has come over them for scallops boiled over deep trench volcanoes. Daring young tritons have dived into the trenches seeking a quick thrill, but not all of them have returned. There are reports of an enormous kraken, or a snaky, fanged abomination lit by with lines of glowing scales, or an enormous shark corrupted with tanar'i blood that devours all trespassers in the depths. These scare stories have only driven the frenzy for boiled scallops to even greater heights. A berk who can't help himself deserves such a ludicrous fate.

Recent sightings of a rare black hippocampus have brought offers of a bounty from the high priest of Poseidon, who wishes to sacrifice the animal at the summer solstice. A few groups of trackers and trappers have gone in search of the beast, but so far it's been as elusive as a shadow.

PRINCIPAL TOWNS. Corilla, Pearldrop, and Colcurrent are the three largest settlements, belonging to the sea elves, dolphins, and tritons respectively. Corilla is a place of tremendous arches that reach from the sea floor, out of the water, and three hundred feet into the sky, where seabirds nest. Beneath the arches is an ocean trench said to be more than a mile deep, with small grottos and woven shelters perched on all its ledges down to the bottom; at the bottom of the trench daylight is no more than a dim glow.

Pearldrop is an area of woven kelp shelters and warm shallow waters. The nomadic dolphins think little of monuments, storage bins, or marketplaces; they just want to frolic together in the warm waters. Their city is

really just an undersea campsite, a gathering place for their families and clans. Outsiders aren't turned away, but anyone unable to join their races, their courtships, and their laughter is little more than a vaguely interesting curiosity.

Coldcurrent lies in the deepest portion of Ossa, far beneath the waves where sunlight is a distant, faded light. A small town built from the shells of deep water clams and whalebones, Coldcurrent is rumored to contain a portal to the Elemental Plane of Water. The largest building is an enormous reeflike temple to Poseidon, always growing.

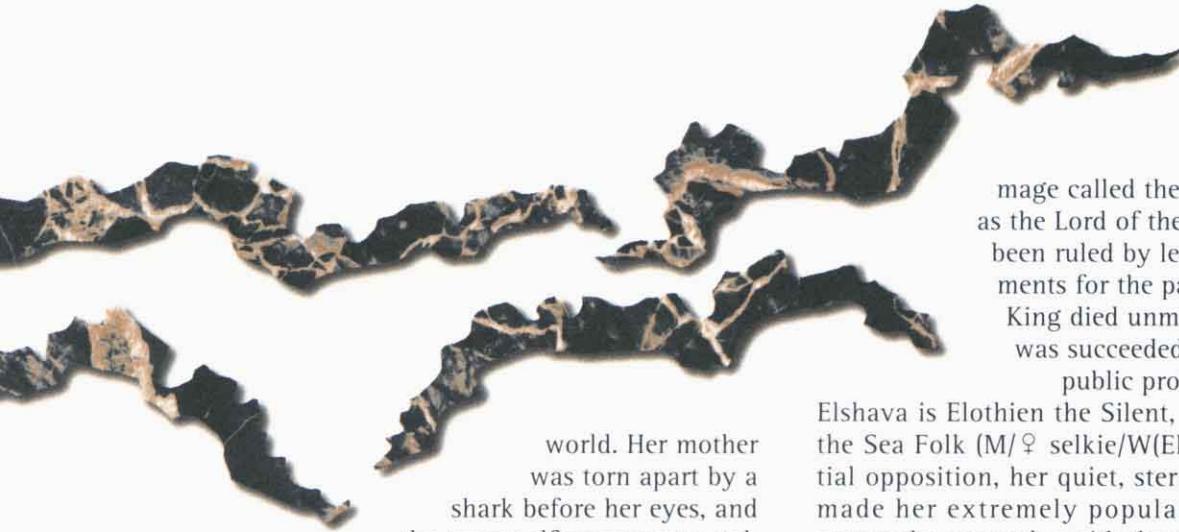
SPECIAL CONDITIONS.

Rumors say that all the seawater within the temples of Poseidon is transformed into holy water, which is about as likely as finding a trustworthy tanar'ri.

Other travelers claim that the waters of Caletto and elsewhere in Ossa have more direct healthful effects. Some waters are said to regenerate lost limbs, restore vigor, cure diseases, lift curses, and even restore lost life energy levels. Most of these tales are pure rot. The deeper waters, however, might have real power. The selkies claim that their magic derives from the deeper waters, and that their powers wax and wane with the tides, according to a pattern that only a seapriest can discover. A berk named Starlight Sarbin says that the powers of Ossa are the powers of light and darkness, age and youth, and that immortality can be attained "by fusing light and dark in perfect proportions within the fluid medium of Ossa's universal tinctures," or some such. The Guvnors listened to him for a while, since he talks the way they do. They took notes, then their factol sent an expedition to Ossa that didn't return. Most folks think Starlight's barmy, but he's been preaching his barmy talk in Sigil for as long as even the elves can remember.

PRINCIPAL NONPLAYER CHARACTERS. The most widely admired heroine of Caletto is Nautilla Colchea, a sea elf maiden and the most powerful enchantress the realm has known in many years (Pl/♀e (sea elf)/W(E)13/BC/CN). Her powers have grown as quickly as razovine in Sigil, make no mistake. Unfortunately, underneath a smiling exterior, Nautilla has a very grim view of the





world. Her mother was torn apart by a shark before her eyes, and the young elf never recovered. Her grim view of the world leads many to believe that she'll someday seize power for her own glory and forget the needs of her people.

Also, Androphon the Seer, the high priest of Poseidon, keeps an underwater villa near the Isles of Mymos. The Isles of Mymos are a small series of steep-cliffed, tower-like islands whose plateaus are settled by air-breathers (Pl/♂ he/P22/SO/CG).

SERVICES. Caletto's known for horses, hippocampi, and giant seahorses, for the treasures of the sea, and for its inhabitants' mastery of wind and wave. The creatures of Caletto are rarely asked to provide strangers with much. They spend most of their free time playing, courting, or fighting with one another, rather than working to please strangers. As a result, they can provide many goods, but most services take longer than elsewhere, often hours longer. The usual excuse has something to do with tides, currents, and temperatures, but it's more like the berks involved would rather play than work. A bit of garnish helps speed things up, but a traveler's got to expect some delays in Caletto.



ELSHAVA (Town)

CHARACTER. Known for its round sailboats and its fine trade position between the sea elves and the land elves, Elshava is an island of calm among the stormy seas. Half-sea and half-land, its people are superficially friendly, but they maintain a deep reserve of suspicion against all outsiders. Elshava is a town with a merchant's friendly face, keeping its own council as an oyster guards a pearl.

RULER. The town is usually ruled by a selkie mage called the Fisher King, also known as the Lord of the Selkies, but Elshava has been ruled by less conventional arrangements for the past 10 years. Calleron the King died unmarried and heirless, so he was succeeded by his sister, over much public protest. The Fisher Queen of

Elshava is Elothien the Silent, a selkie who commands the Sea Folk (M/♀ selkie/W(El)13/FL/CG). Despite initial opposition, her quiet, stern, and fair decrees have made her extremely popular with the people, and extremely unpopular with the rich and powerful traders who once ruled through her puppet brother. They haven't dared oppose her publicly, but some believe that they are only biding their time before bringing one of their own to power.

Elothien's consort is Kelstrom the Wave Captain, the admiral of the Elshavan fleet (Pl/♂ e (sea elf)/F9/FL/CG). Though the title of Wave Captain is usually bestowed on the son or brother of the Fisher King, Kelstrom is as universally loved as Elothien, and he seems likely to soon become her husband and co-ruler.

BEHIND THE THRONE. Marshall Cinnabus, the provost, adviser, and marshall of the militia, is the greatest threat to Elothien's rule (M/♂ sea wolf/RL/CE). He is, surprisingly, a greater sea wolf, but as a member of the Anarchists he poses as a Free Leaguer to win Kelstrom's trust. Cinnabus is an arrogant creature who enjoys playing with his prey. He rarely uses his harpoon in melee combat, preferring to throw it and retrieve it later.

DESCRIPTION. Built in a spiral pattern like a nautilus shell, Elshava is always expanding. The city floats on enormous logs and beds of floating seaweed, and it looks covered with coral brick and mother of pearl. The spiral streets crunch as a soul steps along the shell pavement, and green crabs skitter along in the shadows, as rats do in other cities.

Floating in a huge expanse of glassy green ocean, Elshava's waters are almost perpetually mist-shrouded and infested with sea serpents. The ocean is much too cold for swimming except perhaps for a week or two in high summer. Swimming characters must make a Constitution check once every 10 rounds or suffer hypothermia, resulting in drowning.

The buildings themselves resemble giant shells, octopi, fish, or lacy coral. Near the center of town, a

single huge complex of green and brown freckled buildings with fluted domes spun in a snail-shell pattern dominate a large square paved with crushed white shells. A tan and white building with light brown spots is the only square building in town: This is the temple of Deep Sashelas.

At Elshava's core the city is a gigantic raft, capable of riding out even enormous hurricanes with minimal damage. When a section falls off, it's soon replaced. Some believe that the entire spiral is, in fact, alive, though no one is sure just what form of life it has. It's true that the spiral has grown larger, just as a shell does when its inhabitant outgrows the old size. Despite some leatherheads' babbling to the contrary, this doesn't mean the city's alive.

Elshava is one of the cities of the Sea Folk, an ocean-going culture of mixed ancestry. Often deliberately secretive, it's difficult to determine Sea Folk ancestry exactly, but their culture seems to be primarily based on a core of selkies, with some influence from sea elves and some from mermen taken as slaves. It's also rumored that the sea faeries known as asrai sometimes come to live among the Sea Folk.

Heroes who can present evidence of having slain a sea serpent, a sea wolf, or a sirine is honored among the Sea Folk, and feasting and entertainments ensue. Foreign warriors who have no great trophies to their name are given no more respect than any member of the militia, and often considerably less.

The primary Sea Folk surface transportation is a sophisticated coracle called a snailboat or roundboat. Built on a springy spiral pattern with high, inward-curving gunwales, it can withstand even the roughest seas without capsizing and can take a good deal of squeezing from sea serpents without snapping. It is, however, an exceedingly difficult boat to maneuver, though the Sea Folk seem to have little trouble. The smallest of them can be paddled, but most larger versions are strictly sailing vessels.

Underwater, the Sea Folk swim in their natural forms or ride giant sea horses or sea lions as steeds. There are rumors that their greatest city, Land Under Wave, is an airy, domed wonder of gold, silver, and precious shells and lush gardens where the season is always spring. Land Under Wave is said to be the home of the most powerful selkie mages.

MILITIA. Storm giants, sea serpents, and kelpies are just a few of the dangers that confront the militia on a daily basis. The militia is a full quarter of the male population, and it functions as a hunting squadron as well as a town guard. Elshavan warriors generally wear large spiral shell helmets and scale mail made



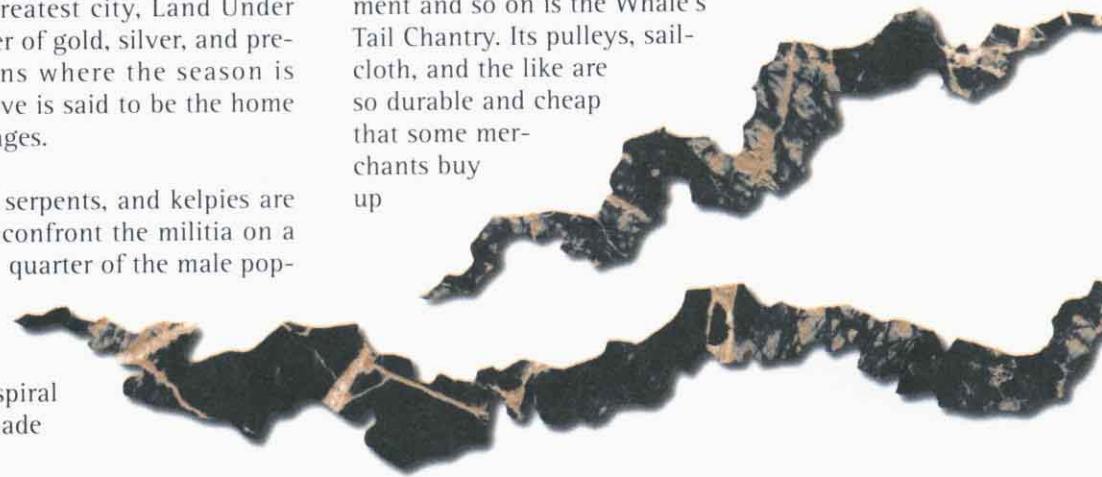
from sea serpent hide or cockleshells. They carry shields of sharkskin, and some captains wear multilayered sharkskin armor as well. Their weapons are generally of flint, shell-studded wood, or tempered mithral. On patrol they ride sea lions.

The elf warriors dress in shells, furs, and gray leather when they are off duty or at sea. While making the city rounds, they carry spears and wear seashell helmets, sea turtle breastplates, and sharkskin leathers, giving them both excellent protection and mobility undersea. Though they owe their loyalty to Marshall Cinnabus, most of the soldiers much prefer the free-booting company of Wave Captain Kelstrom, the roguish warrior who helped install Elothien on her throne.

SERVICES. The selkies and sea elves are pleasant and charitable merchants, but they have almost no iron tools or weapons. There's only a single forge and smithy in the entire town, and that's reserved for the use of priests of Corellon Larethian. Anything not made of metal can be repaired or replaced at normal costs, but metal items cost double or triple — assuming a sod can get a hearing and a helping hand from the priests of Corellon.

Amarillis Silverthorn (Pe/♀e/O/CG) is known for her waterproofing and tannery shop, the Sealskin Slicker. She can make almost anything waterproof and what she can't, she boxes up in a waterproof container. She also makes a well-regarded caulking for the town's ships, if a basher's interested in that sort of thing.

The best place in town to buy gear for ships such as nets, sails, hemp ropes, undersea equipment and so on is the Whale's Tail Chantry. Its pulleys, sailcloth, and the like are so durable and cheap that some merchants buy up



whole loads to take elsewhere, by the River Oceanus to Thalasia, the fourth layer of Elysium, or by other means to the first layer of Mount Celestia.

The best place to hire sailors or divers is the Golden Ammonite, a fine tavern (but a rough one) near the harbor entrance. The seamen lead short lives, and they drink hard, and they don't want some addle-cove disturbing their drinking and wagering. A bash'er'd best keep to himself in the Ammonite, unless he's buying the next round.

LOCAL NEWS. In addition to trade, Elshavans pursue the history of the sea with fanatical intensity. The less history they know, the more frustrated they are, and the more eager to learn whatever shreds they can about the past. Thus, the city is currently stationary over the ruins of an underwater city, once believed to be the home of a race of marine titans. Exploratory patrols haven't yet opened up the city's interior, and some say that Elothien is considering bringing in outsiders to speed up the job.

The darker faerie creatures have attempted to scuttle Elshava more than once. Clogging drifts of seaweed and packs of lesser sea wolves have recently returned to the waters. These allies of the Unseelie Court harass anyone in a boat. They have already begun a feud with the selkies, ambushing patrols and sinking boats. They are allied with a powerful, evil sirine. Often confused with a mermaid, the sirine gets close to her opponents *invisibly* and then *charms* them. She also commands sea serpents with her seductive voice.

The local breed of sea serpents is a set of black snakes fully adapted to cold water. Slightly smaller than their huge tropical cousins, their return is recent and unwelcome – they try to eat anything they see moving. When brought to negative hit points, the black sea serpents spend two rounds in their death throes before the reptilian brain quits.

◆ PELION ◆

The third layer of Arborea is Pelion, a dusty place of blowing white sand. Not surprisingly, the elves call it Mithardir, "white dust." Pelion is temperate in most of its domains, but dust covers everything. Both Greek and elven pantheons have their own legends concerning other powers that once dwelt in these regions. On Mount Olympus, the legends tell that Pelion was once the realm of Ptah and all the Egyptian powers, but as their followers faded away and the number of petitioners dwindled, the realm suffered and finally withered away. The stories of the Seldarine say that it was the powers of the animals, lords of the beast cults, that once ruled all of Pelion, but that as the animal lords slowly lost the most vital parts of their realm to the Beastlands, they shifted their domains across the borders until nothing but the badlands remained. Which-ever tale holds the truth, the powers are now gone. Their realms and the treasures remain buried beneath the dust.

Only one power is known to make her home here: Nephthys, the Egyptian goddess of wealth and the dead. Her interests in wealth and death (in this case, dead powers) combine perfectly with the plane, and her realm covers a wide and ever-changing area that her petitioners search for tombs, lost wealth, and lost spirits. Wise souls say that all the Egyptian gods once lived in this layer, but most of them have long since abandoned it. What creatures still live within this disintegrating land is unknown, even to the most adventurous.

AMUN-THYS (Realm)

CHARACTER. Mysterious, empty, wind-blown, and dusty, the deserts of Amun-thys are avoided by all but the greediest of travelers. The ageless and aged realm haunts a traveler with the feeling that something always seems to be lurking nearby, as if an ambush is always waiting around the next corner. The dunes travel swiftly, parting from time to time to reveal priceless golden idols or tombs long forgotten. Amun-thys is

a realm devoted to the past, to memory and the persistence of gods beyond their time.

POWER. Nephythys (LL). Nephythys makes her home in a great palace of dun-colored stone in the center of a desert, as far removed from the green woods of the Seldarine as from the groves of the Olympians.

She is the goddess of wealth and the guardian of the dead, combining the two spheres by guarding the grave goods of the wealthy.

She is aloof and does not receive visitors from among the poor Greek and elven petitioners.

DESCRIPTION. The blowing sands of the third layer are the vestiges of a more vital realm. It isn't clear to anyone, even the Guvnors, whether the decay is occurring because of or despite Nephythys' efforts. Though there is some life here, it's no more than the life of an enormous desert. The entire layer projects a sense of loss and emptiness, like a house that's been abandoned by its inhabitants.

Few animals roam the dusty barrens; large predators stir up the dust and warn their prey, so they haunt the necropoli where stealth is easier. Vultures and buzzards are common, as are adders and scorpions, but the most common creatures of Pelion are small lizards, snakes, and desert rats. Few petitioners live here, and those that do have been around for a long, long time. Some say that when the last petitioner is unified with the realm, Amun-thys itself shall pass away, like a dream forgotten upon waking.

The few plants of the layer are as white as the dust itself – white lotus, dust reed, and the tumbling lily. They are often spiny, woody, and brittle, as if they were decaying into dust themselves. These plants are usually found only within the realm of Amun-thys, generally near mud pools or where water lies close to the surface. A traveler sometimes finds a dried husk of one outside the realm, buried under the sands of Pelion.

Few berks know it, but Amun-thys is the titan's graveyard, a site they travel to when they feel death approaching. The eldest titans can be huge beyond comprehension, built on a scale that matches the peaks and forests of the first layer of Arborea. Those titans that don't reach Bal-tiref often lie in the desert for years, slowly being chewed away by the scavengers of the layer. Some of these corpses have been hollowed out, tanned, reinforced, and transformed into shelters from the layer's dusty winds. Others were the foundations for the necropoli, which explains why many of the cities of the dead are built on slight rises among the dust. The treasures of these gigantic corpses have long since been looted and transferred to the coffers and tombs of the acquisitive bandits and powers, but the bodies are still valuable to their inhabitants.

PRINCIPAL TOWNS. Amun-thys has no inhabited towns, only scattered meeting places, temples, and necropoli. The greatest of the layer's necropoli is Bal-tiref, an enormous, echoing city of the dead inhabited only by scavengers, jackals, ghosts, and rats. The city's mausoleums are thoroughly plundered, but many crypts, simple graves, monuments, and crematoria are still undisturbed. A few of the layer's petitioners live in Bal-tiref, caring for the proper burial of the dead in exchange for food and shelter.

The ruins that stand in the wilderness are less profitable and less hospitable than Bal-tiref, though they may once have been great cities or enormous, elaborate burial sites. Many of the tombs of Amun-thys are said to be the graves of dead powers, but the realm's such a desolate backwater that there aren't any true clues about what a berk might really find in them.

SPECIAL CONDITIONS. Amun-thys is a slumbering realm, and spells relating to sleep, dreaming, and the dead are more powerful here. *Speak with dead, sleep, veil, weird, commune, commune with nature, and shadow walk* spells and potions of *dreaming* all affect twice as many creatures or last twice as long as usual.

In addition, all wealth seems more imposing in Amun-thys, and more splendid. *Fool's gold* is permanent within the realm. First-timers are often bobbed by a sly rogue who sells them some useless trinket that looks like a marvel, but a peery basher'll notice that her own gear looks more sumptuous than she remembers it. Petitioners won't take a coin without touching it with a cold-wrought iron rod first.



PRINCIPAL NONPLAYER CHARACTERS. Tribes of lycanthrope-bandits roam the wastes of Amun-thys, including werebats, werehyenas, werelions, and even enormous werevultures. The greatest of these bandits, or at least the best-known, is a man named Osirem the Cruel (M/♂ werebat/F17/Xa/CE), a powerful werebat. Osirem thinks a great deal of himself, and only takes on followers.





who agree with him. He claims that he'll become a vampire when he dies, but no one has been able to test his claim.

The high priestess of Nephthys, Isiratet, the White Ibis, Favored of the Sun-gods, is the only friendly planar in Amun-thys with any power (Pl/♀h/P16/Fa/CG). She rules Scarab, a pathetic collection of white mud hovels not far from Nephthys' palace and the largest remaining settlement of petitioners on the layer. The citizens of Scarab don't embrace visitors – they have been betrayed too often by bandits who brazenly walk within the walls and then turn their blades.

As a result, the White Ibis demands a powerful oath of peace and honesty before allowing anyone to enter the village. Anyone who refuses is stoned and driven from the gates or subject to her magical retaliation. The oath-binding power of all Arborea is concentrated near Scarab. If the peace-oath is broken, the victim dies of *mummy rot* within 24 hours. (Victims who make a saving throw versus death magic suffer the usual, longer course of the disease.)

Another great figure of Pelion is Argevar, a rarely-seen brass dragon who enjoys shifting his shape into human form and ambushing travelers among the tombs, taking even clipped copper pieces to add to his ever-growing wealth. Nothing of value is said to be beneath his notice, and so some jealous sods think his hoard is a monumental pile of junk studded with occasional riches. Here's the chant: His mountains of coins, grave goods, and jewels must live up to the legends, for even the priests of Nephthys are searching for it. They hope to slay the great wyrm and offer up his corroded hoard as a sacrifice to their goddess.

Minions of Set are said to be seen here from time to time, skulking around the palace and bearing gifts or messages to the power within. Since Nephthys was once married to Set, gossipmongers believe that he's attempting to regain her favors with fine gifts and honeyed words. So far, Nephthys is having none of it, but the gifts keep piling up.

Some petitioners claim that they have sighted a phoenix nesting in the sands of Pelion, and that its nest becomes a fiery pillar of flame each night in the sands. According to some rumor-mongers, its egg is a shining jewel, glowing like a beacon even during the day, just

waiting for some blood to steal it. 'Course, that berk'll have to be fireproof.

Rumors say that tribes of the willowy runner elves from the prime-material world of Athas have taken up residence in this wasteland, but only a few tracks are offered as evidence. The poor sods who claim they've met these elves claim that they were unlike other elves, harshly uncaring, fleet, and dangerous. Given that the elves have the run of the lush, verdant realm of Arvandor, who can imagine desert elves? Sounds like a buber's tale.

SERVICES. The realm of the goddess of wealth offers no goods that aren't rich and lustrous, though some are rotted within. Amun-thys is well known for its fine robes, stitched with gold threads and dyed royal purples and scarlets. Amunian robes are especially sought-after by the Sensates, though few of that lot can be bothered to travel to the wastes of Mithardir for them. Many of these robes are so encrusted with precious threads, stones, and amulets that they provide some protection against attack (AC 8), but they are correspondingly heavy. A basher wouldn't want to try to outrun a titan in one.

The Nefankh Quarry is the site of much hammering and carving. The stonemasons and sculptors create idols and carvings in very dense stones like basalt as well as working with the softer alabaster and granite. Most of these are meant for monuments and mausoleum walls, but a few are polished and refined for greater roles as temple idols and victory obelisks.

The mortuaries of Amun-thys are renowned for taxidermy, cremation, mummification, and preservation of grave goods. *Oil of timelessness* is widely available from the morticians, as are magical scarabs and phylacteries. The Dustmen whisper that a berk can even pay to become a mummy here, if the garnish's rich enough.



There's some souls that insist on "a place for everything, and everything in its place." Well, that attitude may be fine for an innkeeper or other such homebody. But an adventurer has to be able to adapt to changing situations, to use whatever comes to hand.

And a true cutter actually thrives on that sort of life.

The Guvnors like to

point out that even chaotic Limbo is in its place on the Great Road, so it falls into a larger, ordered scheme of things. The plane of Limbo is a great testing ground for bashers to see if they're true cutters or not. Limbo tests a cutter's adaptability to

the limit, because Limbo is

change. Everything here is in a perpetual state of flux; even magic use is

affected by the chaos. Adventurers who can survive and prosper under those conditions aren't the sort to retire to a cozy chair by the kitchen fire. No, they're the type that stay-at-home berks end up reciting legends about for ages to come.

◆ GETTING TO LIMBO ◆

OF COURSE THE PLACE
LOOKS DIFFERENT FROM
LAST TIME, YOU BERK!
WE'RE IN LIMBO!

— EXASPERATED PLANAR
+ ONE OF THE
CLUELESS

Finding a way into Limbo is much like finding a way onto any other plane. Once they get here, most bashers are in for a bit of a shock. Even though Limbo's not one of the Lower Planes and doesn't have their malevolent touch of evil, it's still extremely hazardous. When berks enter Limbo unprepared, there's no telling what sort of terrain they'll arrive in. It can be nearly as dangerous as popping into an elemental plane, and it's even less predictable. For one thing, portals, vortices, and conduits into Limbo tend to open out in no particular place. Portals always fix on some sort of arch, of course, but Limbo's constantly bubbling up new arch shapes in its primal soup and dissolving current ones. And other entryways tend to jump from place to place as well. But even those that have a fixed location are often fixed on just another spot in Limbo's roiling chaos, which means that the conditions there typically change between a berk's visits, even during them. And even those entryways with a fixed destination in a stable, inhabited spot have a tendency to "misfire" from time to time and dump travelers far from their intended location — again, usually into Limbo's chaos. (Of course, as the *PLANESCAPE Campaign Setting* boxed set explains, exactly where these things can be found and where they lead to is best left in the hands of the DM, as a story element for each particular adventure.)

The one exception to all this unpredictability is the gate between Limbo and the Outlands, located at the town of Xaos. It's always there, and it always works. But as the town's ultra-chaotic nature indicates, the Limbo side of that gate is one of the most turbulent spots in the plane. A basher's gotta be really prepared before stepping through it.



PHYSICAL CONDITIONS

Limbo's basically a big, churning stew of creation, in which earth changes to air changes to water changes to fire, with no fixed duration, no apparent pattern. Most berks who haven't been there find it difficult to even imagine. That's because they're afraid of the concept of total chaos. They assume there has to be someplace to stand, something to breathe, some way to see. Then they try to build up an image of the rest of the plane from those assumptions. Usually they end up picturing a sort of underwater universe with "chunks" of air, fire, and rock swirling around in it. Other sods imagine a vast airy space with pieces of rock, water, and fire. Then they visualize those bits changing to other elements now and again, and they think they've got Limbo. As usual, they're completely wrong.

A better way to start is with a mental exercise. First, imagine being a free-floating mind, without physical needs. Now, in that free state, picture being inside a good, thick stew. There's a dense sort of broth that's a mixture of meat juices, potato starch, dissolved peas and carrots, and whatnot. As the mixture boils, bubbles of air pass through it, dissolving a bit into the surrounding broth, making it frothy. And chunks of partially dissolved meat and vegetables dance around inside the stew as well.

Limbo's like that. If a berk thinks of earth instead of meat, and fire instead of vegetables, and if he considers that there's no natural gravity, no universal up and down, he's beginning to get the idea. The basic nature of the plane is sort of a broth composed equally of all the elements, and there's chunks of purer form swirling around inside. Now add one more ingredient to the picture. Bits of the broth are constantly changing to make new chunks of purer elements, and those chunks are constantly dissolving back into broth. Sometimes they'll switch from element to broth to another element so quickly it seems as if a fire turns directly to water, or earth directly to air.

How big are the chunks? Well, they're all sizes, from tiny as a grain of sand to huge as a continent. And in lots of places there are more chunks than broth. How pure are they? Some are nearly as pure as could be found on the Inner Planes. Others are combinations of

things, often quite complex. Some are even like pieces of terrain from other planes.

There's bits that look like they came from a prime world, complete with grass, bushes, trees, and other terrain, not to mention an envelope of breathable air and normal gravity to keep everything in place. And there's others that look like castles from the Elemental Plane of Fire, or undersea coral reefs, or lofty mountaintops, or whatever else a cutter can imagine.

That touches upon another important point about Limbo. While bits of terrain like the things just described arise spontaneously, there is no permanency to them — they dissolve just as spontaneously. Sometimes they last a minute, sometimes a month — sometimes more, sometimes less — but they always dissipate eventually. But Limbo's primal matter is extremely yielding to sentient thought. By focusing their thoughts, conscious beings can shape the matter around them into whatever terrain they will. And as long as they concentrate on it, it remains in that form, providing them with a safe spot to stand and breathe instead of floating, weightless and breathless in



the primal soup. Old

hands at planar travel

are familiar with the dark of this and come prepared to deal with it. But the Clueless usually suffer from their ignorance. They step through a portal and land in Limbo's chaos, then panic and flounder about. Some poor sods actually die from chaos exposure before they can discover how to mold the local environment to something livable.

Now, most souls wouldn't find it too surprising that the gods can shape Limbo to their will. After all, they're powers. They don't even have to concentrate to maintain it that way. What's more, their realms stay whole even when they leave for a while to go gallivanting through the Prime Material, or wherever.

But the powers aren't the only ones with permanent domains. There are mortals maintaining entire cities on the plane too. Mainly they're githzerai, who have adopted Limbo as their native home. There are also a few towns belonging to all other sorts of intelligent races. Some of them are maintained by special watchmen who take turns concentrating on their existence. But in others — usually the larger cities — there

are some individuals who can maintain terrain without consciously thinking about it. They're known as *anarchs*, and obviously they're highly prized by their neighbors.

For a cutter with the ability, then, Limbo can be shaped to something downright comfortable. So, if that's the case, why isn't the plane one huge resort area? Well, things are never quite as simple as they seem. Sure, a body can make a personal paradise in Limbo, but keeping it's a different matter. See, just like most every place else in the universe, Limbo has its share of monsters and raiders. And given that they're native to the plane, they're highly adaptable, and consequently very difficult to stamp out. Nevertheless, berks come here all the time to try.

STEPPING INTO CHAOS

Now, keep in mind that the phrase "Limbo's roiling chaos" actually covers a lot of different terrain. So at one time, an entryway's end could be surrounded by a huge ball of fire, at another it might dump a sod inside a veritable mountain of stone, and so on. Obviously, some types of Limbo's terrain are more dangerous than others. Remember, too, they're prone to change unexpectedly, so a basher might get fried a bit, drowned a bit, and then buried alive for a while before gaining control of the surroundings. Relaxing enough to control the environment under those conditions can be difficult, to say the least.

Whenever characters are dumped unexpectedly into an uncontrolled hostile environment in Limbo, the DM should have them all make Wisdom checks each round to reshape the environment. Once someone succeeds, no further checks are necessary. That character gains control of the environment and shapes it into a safe zone. (If more than one person succeeds on the same round, control goes to the one with the highest Intelligence score. In case of a tie, compare Wisdom scores to break it, with the highest winning.) Characters are subject to any damaging effects of the environment until they gain control of it. Of course, the DM is free to choose any of the following backgrounds for Limbo, including a temporarily nonhostile one (in case the characters are having too much trouble).

PRIMAL SOUP. Landing in the midst of the "primal soup" of unformed chaos is dangerous in a couple of different ways. First, a berk can't breathe it, so there's the danger of suffocation (see "Holding Your Breath" on page 122 of the AD&D® 2nd Edition *Player's Handbook*). Fortunately, magic intended for underwater breathing does work on unformed chaos. As a matter of fact, normal duration for such spells is doubled, because Limbo's primal matter is more easily

turned to air than normal water is. Second, exposure to the unformed matter of Limbo erodes a sod's own physical form, doing 1d6 of damage per turn of exposure. *Protection from lightning* is an effective defense against this effect.

SOLID EARTH. Ever wondered what it would be like to be buried alive? Sometimes visitors to Limbo get a chance to find out. Some poor sods have stepped through a portal or conduit into Limbo and wound up in an area of solid granite, or soil, or sandstone. Their biggest worry is suffocation, of course, unless they have an *airy earth* spell handy or can change the earth pocket to more healthy terrain in a hurry.

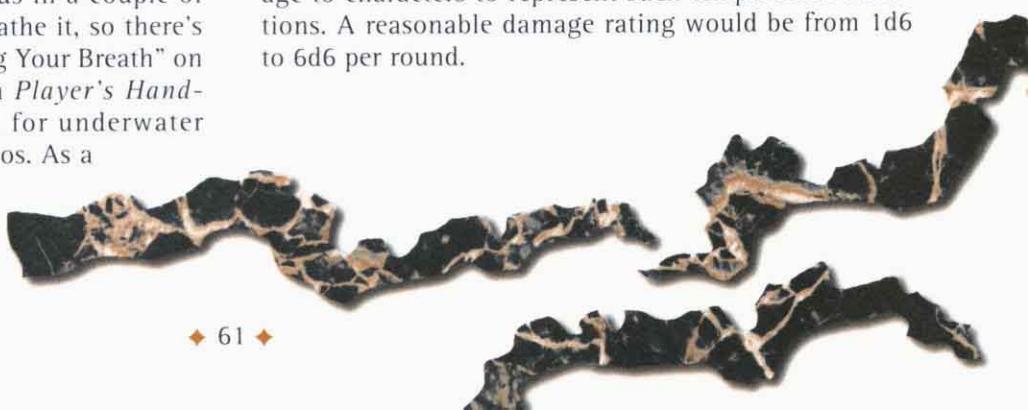
FIRE POCKET. This is a really unpleasant surprise to land in upon entering Limbo. It's not as bad as the Elemental Plane of Fire, but it still burns, and a berk can't breathe it without a *fire breathing* spell or similar magic.

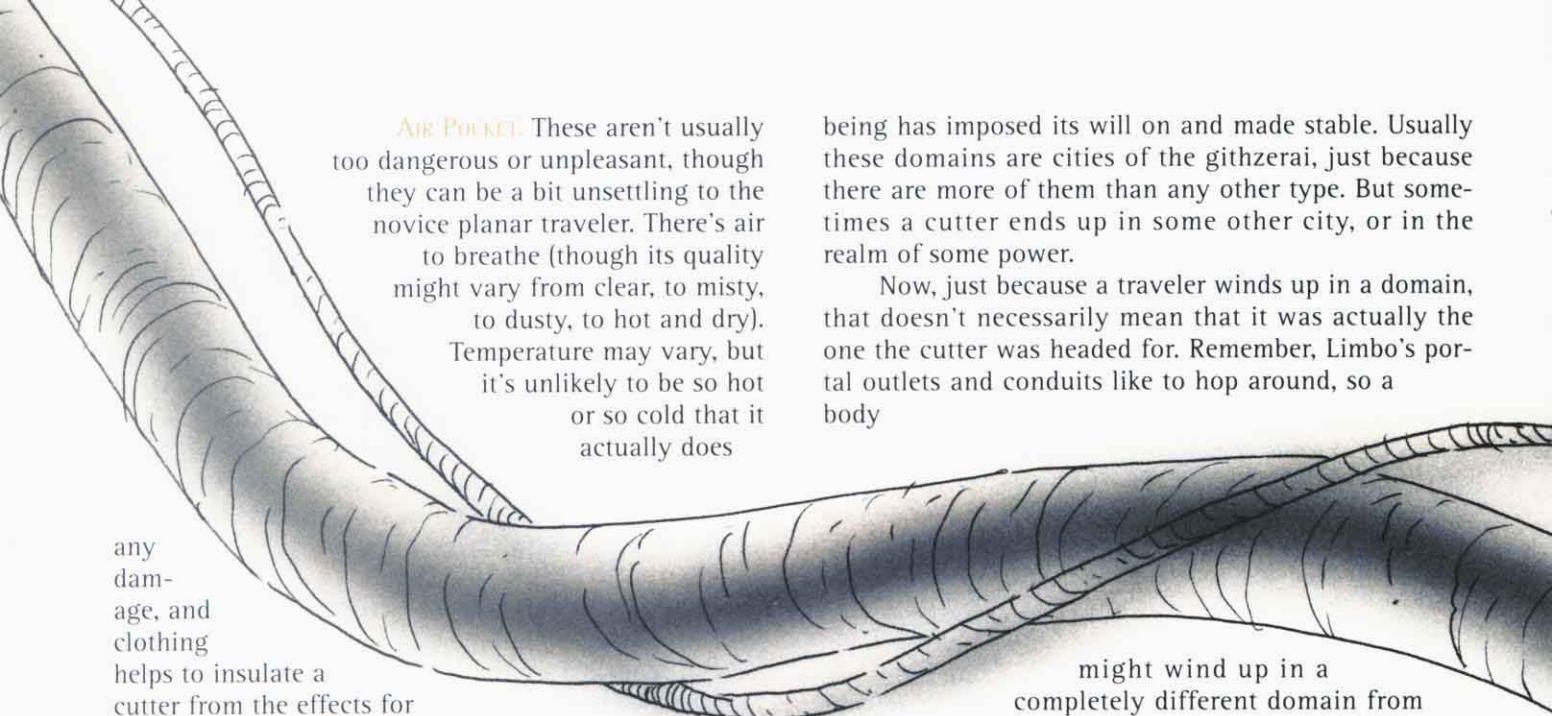
Some pockets of fire burn more severely than others. Most range somewhere between 1d6 to 10d6 points of damage per round, though some may be even hotter. Characters caught in a fire pocket are completely surrounded by flame, so they get no saving throws to reduce the damage.

Keep in mind that breathing in a fire bubble is certainly a problem, to say the least. Berks who try to do so without some sort of magic to help them out suffer double the location's normal damage rating. (Nasal passages, throat, and lungs are painful when scorched!) That's something they'll only ever try once. Trouble is, berks who don't breathe begin to suffocate.

WATER BUBBLE. Stepping through a portal, conduit, or whatever into a bubble of water is basically like falling unexpectedly into a lake. It's certain that enough cutters have done that at one time or another during an adventure that they at least know enough to hold their breath. Problem is, there's no surface to swim to, so a soul needs to keep from breathing long enough for the terrain to change into something more hospitable.

Just like a fire pocket, a water bubble can vary widely in temperature. Some poor sods have found themselves boiling inside one; others have been virtually frozen. The DM might want to impose some damage to characters to represent such temperature variations. A reasonable damage rating would be from 1d6 to 6d6 per round.





AIR POCKET. These aren't usually too dangerous or unpleasant, though they can be a bit unsettling to the novice planar traveler. There's air to breathe (though its quality might vary from clear, to misty, to dusty, to hot and dry). Temperature may vary, but it's unlikely to be so hot or so cold that it actually does

any damage, and clothing helps to insulate a cutter from the effects for a few moments, anyway.

What's weirdest is the sensation of floating. Most bashers automatically tense up like a flying cat when they find themselves in an air pocket, expecting to fall. But there's no place to fall to. A body just hangs there in place. That makes an air pocket a mighty comfortable place to sleep, if the air is still and doesn't bang cutters together.

MIXED ELEMENTS. This is a catch-all term for a whole lot of different things. It could be fire and air mixed (like the inside of an oven); depending upon the temperature, a basher might at least be able to breathe. Then sometimes it's mud. Other times, it might be air with a bunch of floating rocks. (There's one tale of a berk who entered Limbo and wound up hanging in an air pocket with his head encased in a boulder. Eventually he gained control of the situation and concentrated till the rock turned to air.) Yet other times, it might be air and water swirled together, or – stranger yet – water and fire. It might be a meadow, complete with trees and grass, or a dark cavern with a pool. As a matter of fact, it could be any kind of thing that doesn't require intelligence to design it. That is, it has to be something natural, not artificial. Within those parameters, though, the possibilities are endless.

Each of these mixed element terrain types imposes its own troubles on a basher, even the most innocuous examples. In their case, the trouble is that they *look* normal, fooling the ignorant into relaxing. But they could erode at any moment, and a clueless berk isn't likely to realize that until after it's happened. For the other mixed element examples, their problems can be extrapolated from the headings above.

DOMAIN. Occasionally, a basher entering Limbo actually sets down in an area that some intelligent

being has imposed its will on and made stable. Usually these domains are cities of the githzerai, just because there are more of them than any other type. But sometimes a cutter ends up in some other city, or in the realm of some power.

Now, just because a traveler winds up in a domain, that doesn't necessarily mean that it was actually the one the cutter was headed for. Remember, Limbo's portal outlets and conduits like to hop around, so a body

might wind up in a completely different domain from

what was intended. But at least a domain is steady enough for a cutter to catch her breath. Getting to the intended destination can be sorted out from there – after dealing with the locals, of course.

TRAVELING WITHIN LIMBO

It shouldn't come as any great surprise that getting about from domain to domain in Limbo is a bit troublesome. What with everything boiling around in this vast stew, a basher's destination doesn't stay fixed like on most planes. It tumbles through the primal chaos, sometimes coming closer and sometimes moving farther away. What's worse, cutters can't peer through the primal soup to spot their intended destination and keep track of it. Constant motion and lack of visibility mean that bashers can't plot a route by landmarks either. Next, even if travelers *could* see where they're going in the distance, there's still the problem of crossing the intervening space.

Given these problems, how does a basher get about? Well, there are a few possible answers to that question.

PORTALS. One way of getting from location to location within Limbo is for cutters to use a portal to Sigil, then another back to their destination. It sounds like a simple procedure, but there are a couple of troubles to it. First, the Limbo end of Sigil's portals is usually unstable. Unless an anarch specifically fixes one in place, it'll wander all over the plane, latching onto archways willy nilly. Second, as anyone but clueless berks can testify, a trip across Sigil is an adventure in itself. So this method isn't used a lot, except by those souls with the clout to hold portals for their own use and keep them fixed in Limbo.

CONDUITS. Limbo has lots of conduits, perhaps more than any other plane. New ones are constantly appearing and old ones disappearing in the boiling of Limbo's primal matter. This means that it's fairly easy to find a conduit at any particular time. But as always, there's a catch. The problem with Limbo's conduits is that, like its portals, they're constantly moving about, so the one a basher used this morning to step from a githzerai fortress to a friendly power's realm may lead back to a totally different spot this afternoon, perhaps into the primal soup. Worse yet, it might even pop a berk through to the 37th level of the Abyss!

The moral is, when using conduits in Limbo, a berk had better "Look before he leaps."

PATHS. Unlike most other planes, Limbo's too changeable to have many regular pathways from place to place. There's a few spots, how-

ever, where the plane's primal matter swirls in vast whirlpools that reach distant parts of the plane. Apparently, these whirlpools are some sort of focus points for Limbo's flux, because the slaadi say that most have been in existence from time immemorial. It's a rare event for a new one to come into existence or an old one to pass away.

The Guvnors like to argue over whether these whirlpool pathways reach separate layers of the plane, or whether Limbo is just all one big confusing layer. On the one hand, they *are* planar pathways, which would suggest that they lead to other layers, and historically, scholars have labeled five different layers for the plane, based on major realms it possesses. On the other hand, at different times Limbo's various towns and realms can be found on the far end of different whirlpools, which means that if there *are* different layers, these areas of habitation don't pay them any mind.

What's most important to a cutter is that the whirlpools can serve as a means of travel through the plane. The slaadi use them regularly to shorten the distance from one spot to another. Adventurers can do the same, if they can just figure out where they lead to.

ASTRAL TRAVEL. As every cutter with any experience knows, a body can use the Astral Plane for quick travel among the Outer Planes – given the right spell or ability to access it – but the Astral only contacts the upper layer of each plane. The uncertain nature of Limbo's layers makes astral travel guesswork, however. Sometimes astral traveling bashers can get to anyplace they wish on Limbo. Other times no destination they wish for seems available. Is it that the desired locales are rising and sinking through planar layers? Or does Limbo only contact the Astral sporadically? Nobody knows. The only thing certain is that sometimes bashers can get where they want, and other times they can't.

SPELLS. One of the best, and most popular, methods of travel within Limbo is the use of a *teleport without error* spell. As long as a cutter begins on the plane of Limbo, that's considered home plane for purposes of the spell. The only danger involved is that magic cast in Limbo's chaotic environment can get out of control (as explained later).

The basic *teleport* spell can be used instead, but it's more dangerous. If the spell succeeds and the caster rolls "On Target," there's no problem. A "High" roll means the caster ends up at some completely different location (DM's choice). A "Low"

result means the caster is teleported directly to the nearest hazardous locale. That could be anything from the center of a skirmish between slaadi and githzerai to an erupting volcano.

Plant door and transport via plants are even more useful, at least for travel to familiar places. In fact, there's no need to worry about finding a plant type to match one at the destination. A caster who



knows the plants at the target point can have an associate imagine one into being from Limbo's broth at the point of departure. (Casters can't do this themselves, because they can't cast the spell while concentrating to maintain the proper terrain.) One really good thing about these is that as priest spells, they're not affected by Limbo's chaos.

TRAVEL When all else fails, cutters can always just set out across Limbo's "countryside" in what they perceive to be the direction of their goal. As they travel, they'll have to extend their bubble of controlled terrain to the front, letting it erode away behind them.

The good thing about this mode of travel is that the terrain traveled is generated by the cutters' imaginations, so it can be level, smooth, and pleasant going all the way.

There's a couple of problems with this, though. For one, Limbo's an infinite plane like any of the others, so this sort of travel can be extremely time consuming. Magic that allows flying, or really swift steeds, can help a lot. Slaadi and anarchs can even swim the primal soup, without suffocating or dissolving away.

But most berks don't have that option. They have to maintain terrain about them. Unfortunately, they also have to sleep sometime, and they can't concentrate on maintaining the terrain while they do. This makes the job of camp guard extremely important, so sleeping companions don't wind up smothering in primal chaos.

Finally, no matter how pleasant the landscape, a cutter has no control over encounters. Limbo's crawling with slaadi and other native beasties, and they'll overrun a basher's pathway given half a chance.

Considering all this, it's no wonder that most travelers use some other method rather than the "overland" approach.

TRAVEL For many of these travel types, it's necessary to recognize the destination from far away. How's a basher to find the direction through the Astral Plane without perceiving the final locale, for instance?

That's what guidons are all about. Most every burg a cutter could want to travel to has a magical obelisk in the center of town, maintained by an anarch just for centering travelers. These guidons resonate to the *locate object* spell regardless of range, each with its own particular magical vibration. So cutters can cast the spell and use it as a guide on a sidestep jaunt through the Astral Plane. Or they can cast it, then peer down the

mouth of nearby conduits till they find one headed their way. Or they can cast it and launch out cross-country through the plane, if that's their desire.

Some locales even sell trinkets with *locate object* cast permanently upon them, to serve as guidon compasses. But be warned, these items sometimes malfunction when deep in the soup (5% chance per day, not cumulative), leading their owners astray for a while before locking back on target.

Adventuring parties should keep in mind that one of the worst things that can happen to them is losing their wizard, priest, or guidon compass while out in the soup. It can be hellaciously hard for nonmagic-using types to find a way back to inhabited locales.

CONTROLLING LIMBO

Obviously, Limbo can be downright dangerous for berks who aren't prepared for its chaos. But its elemental stew responds to a cutter's will, allowing bashers to create safe pockets around themselves. Just how much it responds depends upon the individual. Addle-coves and leatherheaded fools can only maintain a few square yards of the simplest types of terrain, barely enough to set up camp and rest in. But powerful anarchs are able to maintain entire cities, and that without even devoting their full attention to the task.

The chart below shows what type of terrain and how much of it a basher can maintain by concentrating on the task, based – in this case – on the character's Intelligence score. While concentrating to maintain terrain in this way, berks can't cast spells, make attacks, or use proficiencies, and they lose any Dexterity bonus to Armor Class. About all they *can* do is walk and talk (but they won't be great conversationalists). Anarchs are the exception, of course, as explained in a moment.

TABLE III:
TERRAIN MAINTENANCE TABLE

ATTRIBUTE RANGE*	MAINTAINABLE TERRAIN	EXCLUDED TERRAIN
0	none	none
1-4	10 feet per attribute point (flat meadow)	simple
5-10	10 yards per attribute point (hills, trees, streams)	complex
11-18	100 yards per attribute point (buildings, streets)	artificial
19+	1 mile per attribute point (complex buildings)	includes native animals

Intelligence for conscious maintenance, Wisdom for unconscious maintenance by trained anarchs.

ANARCHS. Anarchs have an innate ability to hold chaos matter in a useful form, without really concentrating on it. Like everyone else, they have to focus their attention to first shape the chaos, using their Intelligence attribute rating. But once it's in a desirable form, their subconscious mind maintains it, as reflected by their Wisdom attribute rating. That means they can keep terrain in existence and still do other things, like cast spells, make attacks, and so on.

'Course, not all anarchs are equally adept, any more than all cutters are equally good with a sword. Some have just raw talent; others have trained themselves to some amount of skill with their natural talent; and some others devote themselves to becoming real chaos masters.

✓ An anarchist's raw talent shows up as the ability to breathe and swim in unshaped chaos matter, the background soup of Limbo, without suffering suffocation or physical erosion. All slaadi have this innate ability, but rare members of more typical humanoid races do as well.

Consequently, sometimes bashers just visiting Limbo discover that they have this innate ability. It typically shows up first when they get dumped into the soup and find themselves perfectly comfortable with it. Only characters of chaotic alignment have any chance of discovering this ability, however, and then only if they pass a Wisdom check and *fail* a saving throw versus paralyzation. (Younger, less experienced characters are more apt to discover the ability than older ones, who are more set in their ways.)

✓ Characters who discover that they have the raw talent may then further develop that ability by picking up the *chaos-shaping* proficiency the next time they rise a level of experience. The chaos-shaping proficiency is available to all character classes and races, with one big qualification: It can only be learned from someone else who already has it. This means learning from a githzerai, but they're real hesitant about teaching outsiders. However, it's just barely possible for a basher to find a locale of some other, more friendly race in Limbo – halflings, elves, dwarves, or some other race – and learn it from one of them.

The chaos-shaping proficiency allows characters to use their Wisdom attribute score to unconsciously maintain terrain they have shaped, as long as it's something natural. For example, according to the table above, a cutter with an Intelligence of 16 could shape chaos into a chunk of terrain with a 1,600-yard radius, complete with hills, streams, trees, and even buildings and streets. If the cutter is an anarchist who's learned the chaos-shaping proficiency and also has a Wisdom of 16, the natural stuff – hills, streams, and trees – can be maintained unconsciously, though the artificial things



WHAT'S LIMBO LIKE?

IT'S ALWAYS
EXACTLY
WHAT YOU EXPECT.

— ANARCH
KARSTEN WHOLE

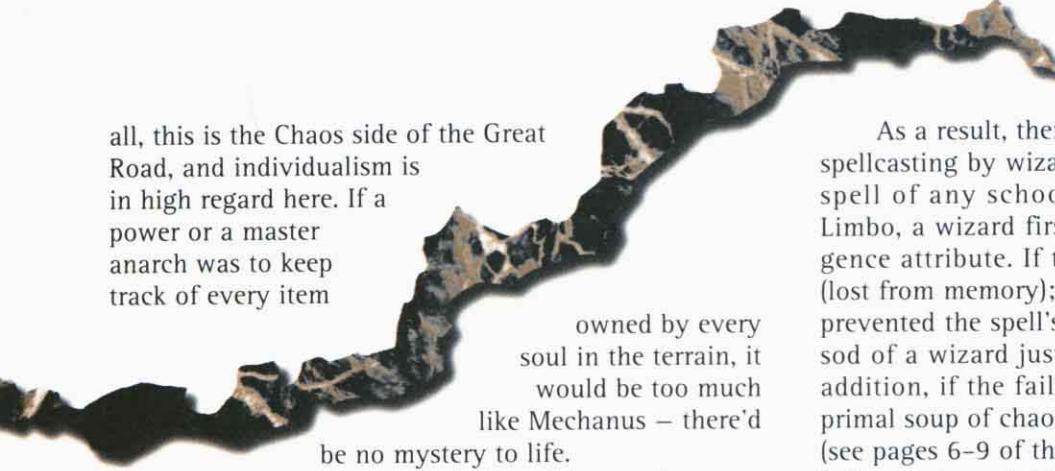


— buildings and streets – fade away unless concentrated upon.

✓ Master anarchs can do much more than this, because they devote their lives to shaping chaos. To become a master anarchist, a basher *must* be a member of the githzerai Anarch's Guild. That cuts out most everybody but native githzerai, though there have been a few cases of cutters being adopted by the race after performing some wonderful service for them, or other such stuff.

Sect members are taught secret insights into chaos, allowing them to unconsciously maintain even artificial constructions (provided they were bright enough to compose them in the first place – and anybody less bright isn't allowed into the sect). What's more, the secrets they learn allow them to add their proficiency levels to both their Intelligence and Wisdom for purposes of determining how far their radius of control extends, and how complex it can be. That's how even mortal githzerai are able to maintain chunks of terrain of a size rivaling the realms of local powers. And in cases where two or more anarchs are actively competing for control of a chunk of terrain, it's *adjusted* Intelligence (Intelligence plus proficiency levels of chaos-shaping) that's used to determine the winner.

MINI-TRIN. Now, from what's been explained so far, it might seem as if hanging around in a stabilized area of Limbo would solve all a basher's problems concerning chaos. But that just ain't the dark of things. Even the best and brightest of anarchs can't keep track of every little detail. And though many of the powers might be able to, they don't want to impose their will over absolutely every object within their purview. After



all, this is the Chaos side of the Great Road, and individualism is in high regard here. If a power or a master anarchist was to keep track of every item

owned by every soul in the terrain, it would be too much like Mechanus – there'd

be no mystery to life.

So even Limbo's stablest regions are subject to a phenomenon usually referred to as miniflux. Basically, what miniflux means is that even in stable areas, little things tend to get forgotten and fall prey to chaos, either dissolving away or changing to something else entirely. So a cutter's possessions are that cutter's responsibility to maintain. 'Course, in this case, maintain doesn't mean just keep well oiled and in good repair; it means keep in existence. Here's a case where even non-anarchs use their subconscious powers. Luckily, a body doesn't have to concentrate on keeping normal possessions intact. For most cutters, their sword or spellbook is so much an extension of their own self-image that it's always in the back of their mind, so it's automatically maintained. Clothes being worn are the same way.

What's a problem is all the little extraneous items a basher doesn't think about very often. For example, how often do people actually think of the coil of rope they stashed in their backpack at journey's beginning, or the material components they've packed for a rarely used spell? In Limbo, by the time they recall it, it may have changed to something else entirely. To represent this, any time a character decides to use an item that hasn't been used for some time, the DM may choose to have the character make a Wisdom check against miniflux.

For souls who dwell on the plane, miniflux can be really troublesome when it comes to items around the house. While a body's away tending business for a few hours, the dining room table might turn to chalk, the bedroom cushions to mushrooms, and the keg of ale in the kitchen to dust – or worse, fire.

◆ MAGICAL ◆ CONDITIONS

It doesn't take a bloody genius to foretell that as unpredictable as Limbo is, spellcasting there must be chaotic. This is especially true of spells cast within the primal soup, where the environment is usually changing even as a spell is being cast. Solid terrain maintained by a conscious mind provides a somewhat more stable platform for magic use, but even there spells frequently break loose from a cutter's control.

As a result, there's a general rule that applies to all spellcasting by wizards on the plane. In order to cast a spell of any school anywhere within the plane of Limbo, a wizard first has to make a test of his Intelligence attribute. If the roll is failed, the spell is spent (lost from memory); the chaotic nature of the plane has prevented the spell's effect from taking place. The poor sod of a wizard just stands there looking sheepish. In addition, if the failed spell was being cast within the primal soup of chaos, a wild surge automatically occurs (see pages 6–9 of the *Tome of Magic*). If, instead, it was being cast on stable terrain, the failed spell causes a wild surge only on a natural roll of 20; otherwise the spell simply has no effect.

Other special conditions vary by school, as follow. (Also note the general conditions for magic use on the Outer Planes as explained in the *PLANESCAPE Campaign Setting* boxed set.)

ALTERATION. Casting alteration school spells on Limbo can be incredibly dangerous! Because conditions are so fluid on the plane, the final product of the alteration may be far from what the caster intended. There have been cases of berks trying to polymorph an attacking slaad into a newt, for instance, and getting a green dragon instead!

Whenever a character in Limbo attempts a spell that calls matter into being or changes its shape or form, if the spell goes off successfully (the Intelligence test above is passed), roll percentile dice and consult the following table to determine the result. Add the spell's level to the roll, but subtract the caster's experience level. (Modest spells cast by experts are somewhat safer than a tyro's toughest spells.)

TABLE IV: ALTERATIONS IN LIMBO

% ROLL	EFFECT
≤20	No special effect
21–40	Slightly modified appearance
41–60	Slightly modified appearance and properties
61–80	Moderately modified appearance and properties
81+	Highly modified appearance and properties

The exact result in each case is left to the DM's invention, but let the spellcaster's intention be a guide to the final result. Imagine that as the caster struggles to control the spell, his subconscious mind provides an alternate shape somehow related to the intended one. In the example above, for instance, a dragon and a newt are both reptiles. With that in mind:

A *slightly modified* appearance means that the spell functions as intended; its effect merely looks a bit strange. *Continual light* might have an unexpected tint to it, for example.

Slightly modified appearance and properties means the spell effect functions mainly as intended, though there are some minor variances. A wizard undergoing *Tenser's transformation* might actually appear troll-like and grow claws, adding one point to any damage done by hand attacks; or *darkness, 15-foot radius* might feel wet and be difficult to breathe.

Moderately modified appearance and properties means the spell effect has some marked differences from what is expected. For example, *stone to flesh* might actually turn stone to cactus.

Highly modified appearance and properties means the spell runs wild, often playing upon the caster's secret fears. DM fiendishness is encouraged in devising the specific results.

CONJURATION/SUMMONING. The PLANESCAPE boxed set explains in general how spells of this school are affected when cast on the Outer Planes. But it's worth mentioning that the powers here tend to respond to *wish* and *limited wish* very frivolously. Souls casting those spells on Limbo are really taking their chances.

Sometimes wizards who've lost a familiar come to Limbo to seek a new one with the *find familiar* spell. It's not the sort of thing most low-level casters are up to, what with the difficulty of traveling to the plane in the first place and the inherent dangers once a basher gets there, let alone the chance of the

spell just dissipating into chaos. But assuming the spell goes off successfully, the caster is very likely to have a choice of more than one familiar to choose from, assuming she can reach it in time.

When the spell is cast, the wizard senses the presence of 1d4 possible familiars, each rolled normally from the table given in the *find familiar* spell's description. But treat any result of "No familiar available . . ." as a special familiar instead. Exactly what sort of special familiar is sensed is left to the DM to determine. Examples could range from such things as an exceptionally large, tough, and intelligent version of a normal familiar, to a huge insect (1 to 2 feet in length, or so), to a highly magical creature such as a young faerie dragon, a pseudodragon, a killmoulis, a sprite (especially an atomie or sea sprite), or a mephit. The DM should keep in mind that, for possible familiars of greater than animal intelligence, alignment should have a strong chaotic or neutral aspect. Creatures with lawful aspects are very rare in Limbo (though any that are



encountered will likely be *very* glad to become a familiar, if it means being transported from the plane).

Due to Limbo's nature, potential familiars usually cannot come to the caster (unless the DM rules otherwise, based on the caster's current location). Rather, the caster must choose one of them and proceed toward it. The first creature rolled is the closest, 1–6 hours of travel away at walking speed. If there is a second, it is 2–12 hours away, the third 3–18 hours away, and so on. The wizard must choose which creature to travel toward; the others are immediately lost from the spell. The caster then begins walking toward the chosen creature, continuing to chant and keeping the brazier used in the spell burning. If the wizard reaches the chosen creature before the end of the casting time (which the DM rolls secretly), it becomes her familiar. Otherwise no familiar is gained.

DIVINATION. As ought to be expected by any berk with any understanding of Limbo at all, divinations are really difficult on this plane. Besides the normal problems of casting spells in general, the plane's tumultuous nature interferes with the reading of these spells' portents. The caster makes a saving throw versus paralyzation. If the saving throw is failed, the spell's results are so chaotic that the caster gains no information.

ILLUSION/PHANTASM. Now, it's true that raw chaos matter is so anarchic that it often disrupts the magical forces of spells. But it's also true that once a spell is actually underway, chaos matter is malleable enough that it often follows the spell's form, extending the magical effect. In the case of the Illusion/Phantasm school, this means that things that aren't normally real have a chance of becoming real. So each time a cutter on Limbo casts a spell from this school, there is a 10% chance of

the effect becoming fully, permanently real. (Well, at least as permanent as anything can be on Limbo.)

WILD MAGIC. Remember that spells of *all* schools have a chance of causing a wild surge in Limbo, if the caster rolls a natural 20 on an Intelligence test (also causing the spell to fail). Besides this chance, use of spells from the wild magic school also incurs a chance of a wild surge accompanying a *successful* spell (the wizard passed the Intelligence test above). If a wild magic spell is successfully cast within stable terrain, roll for level variation as per page 6 of the *Tome of Magic*. But because of Limbo's enhanced wildness, if a wild magic spell is cast within the soup of chaos, roll twice for level variation and apply the more extreme of the two results. For example, if a +1 and a -2 were rolled, the -2 result would apply. (If the results are equally extreme, use 1d6 to choose randomly between them.) However, if *either* of the results indicates a wild surge, a wild surge occurs. Remember, this chance for a wild surge accompanying a successful wild magic spell is *in addition* to the chance for a wild surge following a failed Intelligence test for spellcasting in Limbo.

Wild magic cast within the soup *always* sparks a wild surge, regardless of whether or not the caster passed an Intelligence test. In other words, only an addle-cove of a wild mage comes to Limbo!

ELEMENTAL. Scholars scratch their heads and mumble when asked why Limbo is so elemental in its nature. See, Limbo's an Outer Plane, and the elemental planes are Inner Planes, so it's strange that Limbo would act so much like a mixture of raw earth, air, fire, and water. 'Course, scholars scratch their heads and mumble when asked why *any* of the Outer Planes have *any* sort of elements, rather than being mostly immaterial, like the Astral Plane.

TABLE V: SPELLCASTING IN LIMBO

CONDITIONS	STABLE TERRAIN	SOUP
All spells (except wild magic): Intelligence test passed.	Spell succeeds.	Spell succeeds.
All spells (except wild magic): Intelligence test failed.	Spell fails. On a roll of 20, a wild surge occurs.	Spell fails. Wild surge occurs.
Wild magic: Intelligence test passed.	Spell succeeds. Roll twice on the level variation chart and apply the more extreme result. If <i>either</i> roll indicates a wild surge, the surge occurs.	Spell succeeds. Wild surge occurs anyway.
Wild Magic: Intelligence test failed.	Spell fails. Wild surge occurs.	Spell fails. Wild surge occurs.

But whatever the reason, Limbo seems very elemental. And because of that, spells of the elemental school – if they don't just fizzle (because the caster failed an Intelligence check) – are quite a bit more powerful here than elsewhere in creation. In each case, the duration and area of effect of the spell is doubled. If the spell is normally instantaneous, it lasts for 1–6 rounds. If its area of effect is normally one target, it affects an area 1–10 feet in radius.

It's extremely important to keep in mind too that elementals conjured on this plane are exceptionally difficult to control. Because their nature is that of this most chaotic of planes, they interpret their conjurer's instructions as loosely as possible. And to make matters worse, their attention span is extremely short, which prevents a conjurer from giving them directions with all the "loopholes" covered. So a mage who conjures an elemental on Limbo is either very desperate or a total addle-cove.

SPELL KEYS

Spell keys on Limbo are typically used to avoid the chance of a spell dissipating, and possibly resulting in a wild surge, the primary problem with spellcasting on the plane. (In other words, most spell keys just mean a basher doesn't have to make an Intelligence check to make a spell go off right.) 'Course, some can be used to circumvent other problems, such as the difficulty involved in summoning things from the Inner Planes.

Keys here fall into two categories. The first involves the essence of change, the second the essence of balance. Keys involving change are most useful for spells of the schools of Alteration, Enchantment/Charm, and Illusion/Phantasm. Those involving balance typically apply to spells of the Abjuration, Conjuration/Summoning, and Invocation/Evocation schools.

One example of a changeable key is a blown smoke ring. As it moves away from the person who created it, it grows both larger and more tenuous, finally to fade away completely. A pinch of salt dissolving in a few drops of water is another example. Purists like to point out that in each case, the key isn't the physical components themselves, but rather the change they go through. So the spell for which the key is intended must be cast as the key is changing. But despite that overly fine distinction, the physical components are still consumed in the casting.

Examples of balance-related spells keys include such things as a spinning coin or an ornamental dagger poised on a fingertip. For more powerful keys, an element of risked destruction can be helpful, as in holding an egg or fragile glass sphere aloft, balanced on the tip of a staff.

Unlike most other planes, spell keys are a matter of constant change on Limbo. There's no way of noting

down what worked one time, passing the trick along to someone else, and expecting it to work again later. It won't even work twice the same way for the same caster! So using spell keys on Limbo is an issue of insight at the time and place a spell is being cast. To represent this, the DM should call for a spellcraft proficiency roll. If that roll is successful, the caster is able to recognize what sort of thing would be appropriate to serve as a key at the moment. Then, of course, an effort of will can bring the key component or components into existence from the background chaos matter of Limbo (in other words, make a Wisdom attribute test to create it). Obviously, all this ruminating and calling key components into being takes a bit of time and trouble. So a cutter's got to decide whether or not to take the trouble, depending upon the situation at the time.

Because use of spell keys on Limbo isn't as cut and dried an issue as elsewhere, and because it can become a bit involved, the DM and players should use it as an opportunity for adding some flavor to their storytelling and role-playing. In other words, the purpose of these rules isn't merely to add complication to the mechanics of magic use; rather it's to convey the unusual nature of Limbo, with an eye toward making adventures more exciting.

POWER KEYS

Compared to powers elsewhere, those in Limbo are fairly open-handed in the awarding of power keys to their priests. That doesn't mean that they give them out to just anybody, but they take a slightly different approach to deciding who deserves one. See, rather than test their priests for ages before doling out a key to those that prove faithful, these powers are more apt to give out a key, then watch to see how a priest uses it. In other words, the award *becomes* the test. Priests who prove faithful get to keep their key; the others lose theirs just when they're needing it most. Then again, sometimes Limbo's powers negate a key out of sheer capriciousness. But any berk who can't handle the uncertainty shouldn't be serving a Chaos power in the first place.

Spheres that these powers most often give out keys for include Charm, Creation, and Elemental. Fenmarel Mestarine makes a slight exception: He's more apt to give out Weather keys rather than Elemental ones.

◆ LIMBO'S ◆ INHABITANTS

There are two primary races dwelling on Limbo, the slaadi and the githzerai. The slaadi have apparently been here forever. The githzerai adopted the plane as their own at some time in the distant past, so long ago that they are effectively natives. Primes have some knowledge of these two races, but they make the mistake of thinking them the *only* dwellers in Limbo. What they don't realize is that Limbo is surprisingly well populated by the sorts of beings they're used to thinking of as their neighbors: humans, elves, dwarves, halflings, gnomes, and such, as well as orcs, goblins, trolls, and their ilk. Limbo is as well populated, in fact, as any of the Outer Planes, including the Outlands. It's just that the nature of the environment tends to make the inhabitants a bit more insular than elsewhere. 'Course, a cutter traveling through Limbo is also fairly likely to encounter a Chaosman or two. They come here in droves to let the spirit of randomness soak into them.

THE POWERS

Besides those powers who make their home on this plane because its chaotic nature matches their own, Limbo also hosts a number of powers with highly elemental spheres of ability. Apparently, they choose Limbo rather than an Inner Plane as their home because Limbo isn't so single-minded in its elemental nature. Powers who have chosen Limbo as their home plane include Agni, Vayu, and Indra of the Indian pantheon, Shina-Tsu-Hiko and Susanoo of Japan, Fenmarel Mestarine of the Seldarine, and Tempus of the FORGOTTEN REALMS® setting. Rumors persist of slaadi deities named Ssendam and Ygorl, but the slaadi have devoured all investigators.

THE PROXIES

The powers of Limbo don't seem to care too much what happens outside their specific realms. On the rare occasions that they feel the need to send a proxy, one's chosen at random from among that power's petitioners.

THE PETITIONERS

Various legends repeated among the Clueless claim that spirits that end up in Limbo are just swept up into the background chaos. Sometimes, those legends say, a bunch of that spiritual energy collects together and gives rise to a chaos elemental. Chaos elementals are supposedly these vaguely humanoid lumps sprouting all sorts of tentacles, horns, trunks, hooves, claws, and whatnot.

Sure they are. As usual, the Clueless have taken a smidgin of truth and fabricated so much of a story around it that the final product bears no resemblance to the original.

In the case of Limbo's petitioners, the reality is far stranger than the fiction. Each petitioner on Limbo is an individual being, with its own personality, and usually its own distinctive features. The problem is that those features can be extremely difficult for a normal person to pick out. As a matter of fact, normal people often have difficulty even recognizing that a petitioner is present. That's because Limbo's petitioners are as chaotic as they come (not surprisingly). They don't have any one particular natural form; rather, they're each a living, thinking, clump of primal chaos matter. But whereas chaos matter often remains in an indeterminate state, Limbo's petitioners are always manifesting themselves as something specific – a pillar of flame, a misty whirl of air, a dashing wave of water, a column of rock, or some mix of these things. They just don't remain in any one form for long. In fact, they change forms unconsciously, as fast as their moods change. And their moods change mercurially.

Sometimes a petitioner can be persuaded to help a body who's in trouble. They have a real fascination with stories, especially those with lots of action, and they're willing to pay for a good one by providing some service to the teller. Or, if a basher can convince a petitioner that there's a really good story to be learned in the adventure he's currently involved in, a petitioner may come along just to watch it unfold.

If the basher's lucky, the petitioner might even chip in with a helping hand on occasion, just to coax the story along. But don't count on it.

The real trouble to all this "story for a service" practice is that Limbo's petitioners are so frivolous they're likely to get distracted by something else without a moment's notice

and forget about the deal they've made. A basher has to be very careful to hold their attention if he wants them to hang around. It can be as frustrating as trying to herd chickens.

Now, about those tentacled and horned beasties – well, they exist, but they ain't petitioners. They're chaos beasts, and a berk'd be a complete leatherhead to think she could fight one of them! (See the *Monstrous Supplement* book for more details.)

THE SLAADI

Others have written about the skin colors of the various slaadi, their combat abilities, and the like (see the AD&D® 2nd Edition *Monstrous Manual*, for instance). And they've mentioned the slaadi's strict hierarchical society, in which the strongest rule those weaker with a cruelty that is all the more terrible for its casualness and lack of passion. But slaadi society and psychology certainly bear more discussion.

For most humans, it may be easiest to compare the slaadi to barbarian nomads. The creatures have loyalty to nothing but their own kind, and have respect for no other culture. They seem to view all other creatures as beasts to be used as the slaadi see fit. Slaadi cannot be reasoned with, or bargained with; they cannot be bought off with tribute nor appealed to for mercy. Like the Fated, they consider themselves to own whatever they can take. In part, this is because of their physical relationship with the plane of Limbo. The slaadi are all innate anarchs. They are perfectly at home in the raw chaos of Limbo's primal matter. But while all of them can breathe and move in that chaos, virtually none of them can sustain it in stable form without concentrating. On the other hand, they don't really need much for survival, basically just food – in their case, meat (the slaadi are entirely carnivorous). And they're such great hunters and fighters that they can catch whatever food they need among Limbo's native animals.

This has led the slaadi to develop as creatures that have no real need for possessions and that respect only individual strength. Some souls have characterized them as basically giant, carnivorous frogs that just happen to be able to talk – and that description is fairly apt. But the slaadi fight for two reasons. The first is for food; the second is to prove who's the toughest. The creatures are so wrapped up in this reverence of *individual* strength that it leads to some odd behavior on their part – at least as far as most humans would judge.

First, the slaadi see nothing wrong in a stronger

member of their race forcing a weaker member to do its bidding. Weaker slaadi would never think of banding together to overthrow a bully, the way that

FIGHT + A SLAAD AND LOSE,
+ THE STORY'S OVER.
FIGHT + A SLAAD AND WIN,
+ THERE'S A THOUSAND MORE
STANDING IN LINE JUST + PROVE
+ THEY'RE + TOUGHER.

— JEBEEL SLOOM,
LIMBO GUIDE

humans do. Instead, they consider it the stronger slaadi's right to bully them.

Second, while slaadi typically run together in groups while hunting or raiding, they never actually cooperate in their combat. If four slaadi were facing one human warrior, for instance, they would take turns fighting that soul. Only if the first slaad were defeated would the next begin to fight, and so on. (Usually, though not always, the weakest of the slaadi is the first to fight, allowing the stronger ones to stand back and judge the opponent's mettle.) On the one hand, this means that one good fighter could conceivably hold off an entire horde of slaadi. Eventually, of course, the slaadi would come to revere that fighter's prowess and treat the cutter as their better (though they're likely to then go and get an even tougher slaadi to come try the cutter's mettle). On the other hand, it means that the slaadi don't flee from weaker creatures, even if outnumbered. Even as they're being cut down, they continue to expect that their strength will win out in the end.

The lesson is, a basher who's expecting to be running into slaadi should either be certain that he's the toughest thing on two feet (or four hooves, for bariaur), or bring along lots and lots of friends.

THE GITHZERAI

The githzerai aren't really native to Limbo, but they've been on the plane for so long that they've become just about the next best thing to it. Originally, their ancestors were humans enslaved by the evil illithid race. But at a point in the far distant past, they were lead to freedom by a great female warrior named Gith. But upon gaining that freedom, the people immediately became divided. According to legend, a man named Zerthimon stepped forward to accuse Gith of being unfit to rule the newly freed slaves. Gith, Zerthimon said, was evil and would lead the people to ruin. A great battle was fought between the two factions, in which Zerthimon was killed. But his followers fled to Limbo, where they became the githzerai. The rest of the people became known as the githyanki, and took up residence on the Astral Plane. The two groups have hated each other ferociously ever since.

Because of their history as an oppressed race, and a splinter group of it at that, the githzerai are a suspicious, insular people. Unlike the githyanki, they aren't evil, but they are certainly not at all friendly.



to outsiders. They burn with the fires of fanatical faith in their rightness, personified in their apparently immortal leader – the self-styled god-king or Great Githzerai, Zaerith Menyar-Ag-Gith – and acted out in frequent raids upon the githyanki. To the githzerai, these raids are viewed as a matter of survival. They believe that if they don't keep the githyanki perpetually off balance, that evil race will put in motion a plan to obliterate the githzerai completely.

Not surprisingly, then, the githzerai have little interest in other things. According to their views, they have no time or energy to devote to friendships outside their race. This means that cutters who visit a githzerai city feel always on the outside of things, and continually scrutinized as a possible agent for the hated githyanki. That isn't to say that foreigners are completely unwelcome in githzerai settlements; the cities value trade, and can't afford to risk sending their own citizens to conduct it outside of Limbo. But each githyanki city has a portion of its area devoted to foreigners; the rest is completely off limits to all non-githzerai, unless they are escorted by a githzerai, and that doesn't happen very often. Bashers who want to circumvent this rule should keep in mind that, as a race, the githzerai are exceedingly intelligent and hard to fool, and that they have no compunctions against killing offenders.

As intense as the githzerai are, some souls find it difficult to understand them as chaotic neutral in alignment. But the githzerai people are so focused on their survival that they simply have no interest in debating larger matters of good and evil. And while they are fiercely loyal to their race and ultimate leader, it is the loyalty of individuals, not the compliance of slaves. The githzerai always carry with them the memory of their origins, and they despise the thought of slavish obedience to an overlord. "Better the heartfelt devotion of a free soul than the grudging obedience of a slave" is a commonly repeated githzerai saying.

THE XAOSI+ECTS

As the PLANESCAPE *Campaign Setting* boxed set explains, Limbo serves as the primary plane of influence for the Xaositect faction. They're thick here. A cutter can't swing a dead cat on Limbo without hitting one of the Chaosmen. But they don't really do anything on the plane – they don't maintain a citadel, don't get much involved in local politics, don't seem to work toward any particular end. Apparently, they just come here to revel in the eternal newness of chaos.

OTHER ENCOUNTERS

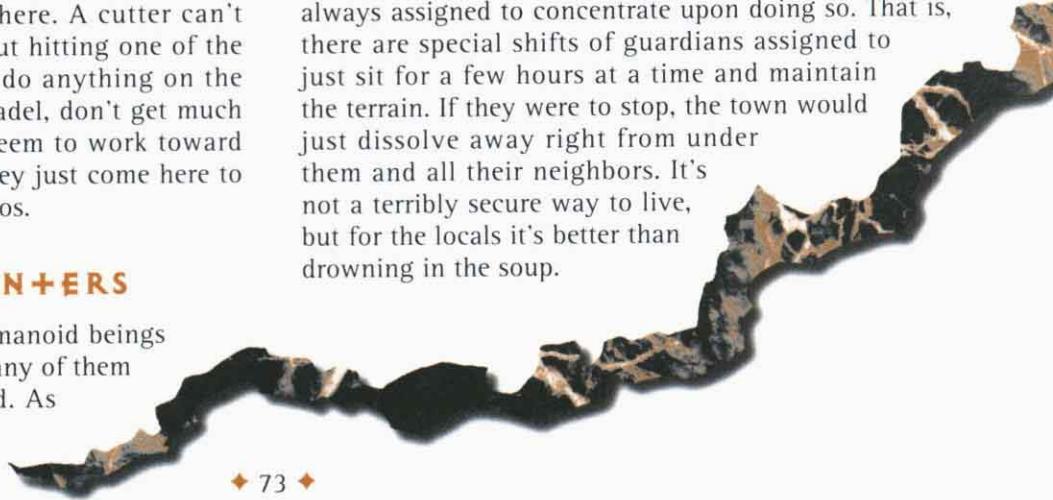
Over the ages, lots and lots of humanoid beings have found their way to Limbo. Many of them stayed there; some even survived. As

they learned to come to terms with the chaotic environment, and to fight off periodic attacks by the ferocious slaadi, they began to establish strongholds and settlements on the plane.

In some cases, these settlements began with a fairly cosmopolitan nature, as members of widely differing races encountered one another in the primal soup and banded together for mutual defense, against the slaadi in particular. There are, in fact, cities in Limbo that count among their citizens orcs as well as elves, goblins as well as dwarves, besides humans and halflings, for example. In such cases, the alliances that keep the city functioning are uneasy at best, their only real unifying factor being the fear of slaadi hordes. When slaadi raids are few and far between, the citizens often begin warring among themselves. 'Course, not all these cities are so schizophrenically mixed. There are examples of elven/human cities, elven/halfling ones, human/dwarf towns, and so on, going about their business in relative peace and tranquility – barring slaadi raids.

In other cases, settlements began as a single extended family, then grew from there into a full-sized town. These communities tend to be very clannish in nature, with a strong distrust or even hatred of all outsiders. (This is especially true of purely orc or goblin strongholds, of course.) In some cases, settlements such as these have been isolated from the rest of the universe for so long that they believe themselves to be the only intelligent beings in existence (not that that's a very intelligent attitude to take). In their view of things, the primal soup of chaos is the universe, and they reside at its center, in the only stable spot in existence. Often, they are ruled by a quasi-religious order of anarchs who seek to keep the rest of the population in ignorance concerning the ways in which intelligences can shape that chaos to their own will. It can be quite a shock for such people when a stranger suddenly tumbles into town and starts blabbering about a whole universe full of other intelligent creatures.

It's worth noting that not all of these settlements have anarchs to maintain them. In some places, all that keeps the terrain stable is the fact that someone is always assigned to concentrate upon doing so. That is, there are special shifts of guardians assigned to just sit for a few hours at a time and maintain the terrain. If they were to stop, the town would just dissolve away right from under them and all their neighbors. It's not a terribly secure way to live, but for the locals it's better than drowning in the soup.





The upshot to all this is that in Limbo a cutter can encounter just about any sort of settlement imaginable, and then some. This one of the things that makes the plane a fascinating, though often deadly, place to explore.

ANIMALS

Animals on Limbo fall into two general categories: those native and those transplanted. Native animals are those able to survive in the primal soup, and they include such things as the fearsome chaos beast, the shelled krackadoon, the webwinged maugway, and the horned zhisto. Such creatures swim and crawl their way all across the plane, infesting soup and stable terrain alike.

Travelers in Limbo notice however, if they're alert, that some of the examples of prime-plane-type terrain they come across have prime-type animal life, and some other examples of it don't. If they're really sharp, they'll realize, without being told, that the animals always exist in inhabited terrain, and never in the free-floating, spontaneous bits. There's a simple reason for this. Limbo's primal matter can spontaneously manifest rock, dirt, streams, air, clouds, and even plants, but it doesn't do animals. And with the exception of those beings of Intelligence 19 or above, no one on Limbo is capable of willing animals into existence. However, most regions that are maintained by anarchs have been seeded with animals carefully gathered from off the plane. 'Course, if these regions were ever allowed to decay back into Limbo, the animals would perish.

Because animals have been deliberately brought to the plane to seed these inhabited areas, the dwellers there are very careful in how they are handled. Rulers of these areas punish poaching with a ferocity to make the worst prime world sovereigns seem like nannies and wetnurses.

◆ LIMBO'S LAYERS ◆

A lot of scholars like to talk about Limbo as having various layers, and they even name them, as if giving them a tag will make them sit still and become a certainty. But the fact of the matter is, if Limbo does have layers, it don't respect scholars' boundaries at all. Sure, there are barriers a basher can encounter between one region of Limbo and the next, and there are paths through those barriers. But the barriers are never constant. Even if they were, the Limbo on one side of a barrier is much the same as the Limbo on the other, so there's not much point to them. Worse, the various realms and permanent cities generally ignore any barriers, being found one time on this side and the next time on the other.

So the pragmatist just treats Limbo as one vast layer, without worrying about why the barriers arise. And in that one vast layer lie all of Limbo's various realms, towns, and special features.

◆ FENNIMAR ◆ (Realm)

CHARACTER. This realm serves as a retreat and testing ground for solitary elves and a few human rangers who have found favor with Fenmarel Mestarine, the elven god of innocent scapegoats and outcasts.

POWER. Fenmarel Mestarine (MM). Although this lesser elven god is officially accepted among the elven pantheon dwelling in Arvandor, he usually prefers to spend his time in the lonely stretches of his realm in Limbo.

DESCRIPTION. Fennimar is basically just a wide stretch of lonely forest, dotted with quiet glades, hidden valleys, and clear streams. It's home to all sorts of forest creatures, including anything that can be found in the elven realms of Arborea. Numerous hermits live here as well, though they generally avoid contact with travelers. The realm is also a place for elves to come and grieve on those rare occasions when their equanimity abandons them. It's especially favored as a haven for those who have been wrongly accused of crimes against their people.

In addition, Fennimar sometimes serves as a training ground for elven rangers, giving them a chance to hone their skills at woodlore far from more populous realms.

The realm's cupped within a savage mountain range which keeps out stray slaadi and other unwelcome visitors. There are a few passes through these mountains, but they are so arduous that only the most determined travelers have the strength of will to follow them through.

PRINCIPAL TOWNS. There are no communities of any size in Fennimar. For any to exist would violate the nature of the realm. There are, however, many waystations located at various locations throughout the realm, to serve as hospices for the traveler in need. Though typically empty of people, they are kept stocked with food and rough clothing by Fenmarel's proxies.

SPECIAL CONDITIONS. The weather is extremely chaotic in Fennimar. That seems to be the realm's one acquiescence to the background nature of the plane. Temperature and precipitation fluctuates by the hour, which makes it difficult for a traveler to dress

appropriately. One moment the sun is baking down on a poor berk, then suddenly a wind arises, bringing a bone-chilling rain. One moment there's not a cloud in the sky, and then a wall of thunderheads rolls across the heavens, making conditions nearly dark as night. Other than that one oddity, however, the realm is fairly pleasant, if a bit bleak.

PRINCIPAL NONPLAYER CHARACTERS. Avery Arrinson (Px/♂h/R13/FL/CG) has been officially recognized by Fenmarel Mestarine as Warder of Fennimar. He ranges back and forth across the realm, watching for the occasional invasion of undesired creatures, and lending a hand to those welcome travelers who suffer accidents or find the realm too severe for their skills. Typically, he operates from behind the scenes by leaving food where it can be found by travelers who need it, or stampeding wild pigs to drive invaders away.

Arrinson was born to a forest tribe on some unnamed prime world. In his youth, he demonstrated an uncanny ability to survive alone in the woods. As a result, he often set out to hunt alone for days at a time, always bringing back his catches to share with his people. While he was gone on one of those trips, orcs attacked his native village. Only a handful of his people survived, lead by the son of their tribal leader, who had died in the attack. That young man had always been jealous of Arrinson's abilities, and when the solitary hunter returned he was wrongfully accused of having betrayed the village to the orcs, and banished to live alone. Heartbroken, Arrinson wandered far and wide, eventually stumbling upon a portal to Sigil. From there, he found his way to Fennimar, where he intends to remain for the rest of his days.

SERVICES. For cutters with a hankering for some solitude, Fennimar is the perfect place. But for those with more normal attitudes toward civilization, it can be sheer hell.

◆ SHRA'K+LOR ◆ (Town)

CHARACTER. This is the githzerai's largest city, with a population estimated at 2,000,000 persons. Not surprisingly, it's primarily a military stronghold, designed to be the race's final defensive point should their enemies ever invade Limbo en masse. That such a "last stand" location exists is not so much a matter of necessity, but rather an eloquent statement about the githzerai mind-set.

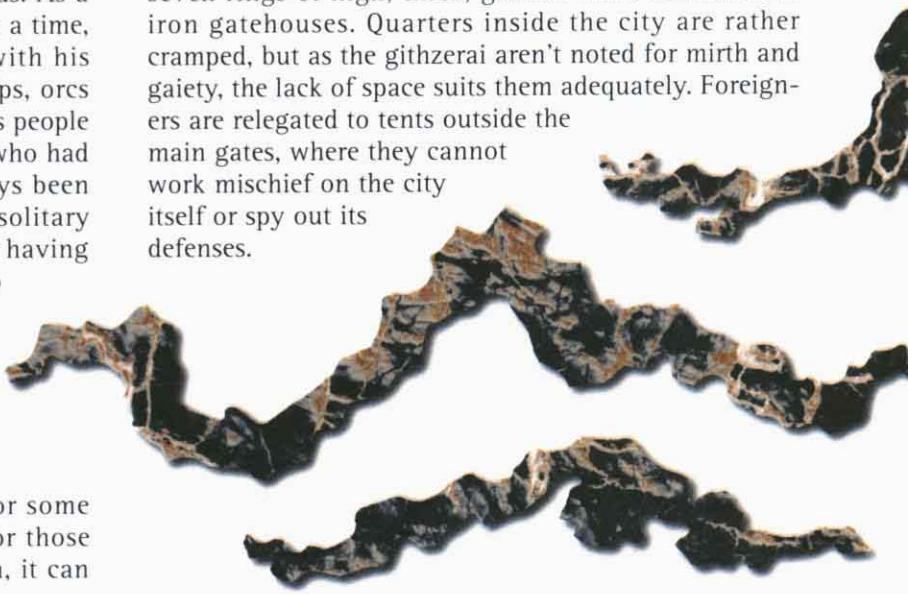
RULER. Zaerith Menyar-Ag-Gith (Pl/♂gz/F16/M23/An/CN), the Great Githzerai. This immortal fighter/mage

rules as god-king over the githzerai everywhere, but his military seat of power is located in this city. From here, he directs his generals in plotting endless missions to weaken the githyanki.

BEHIND THE THRONE. The generals of this city like to believe that, as the driving force behind githzerai vengeance, it's they who rule this city. Of course, they do so in the service of their god-king, but they believe him to be so preoccupied by his duties as religious leader that he cannot fully grasp the details of their military operations. Consequently, they struggle among themselves for primacy.

In truth the Great Githzerai encourages their struggles, believing that it not only brings out the best in their military effectiveness, but also prevents them from ever challenging his authority as supreme ruler of the githzerai.

DESCRIPTION. Shra'kt'lor is an austere place with seven rings of high, thick, granite walls and massive iron gatehouses. Quarters inside the city are rather cramped, but as the githzerai aren't noted for mirth and gaiety, the lack of space suits them adequately. Foreigners are relegated to tents outside the main gates, where they cannot work mischief on the city itself or spy out its defenses.



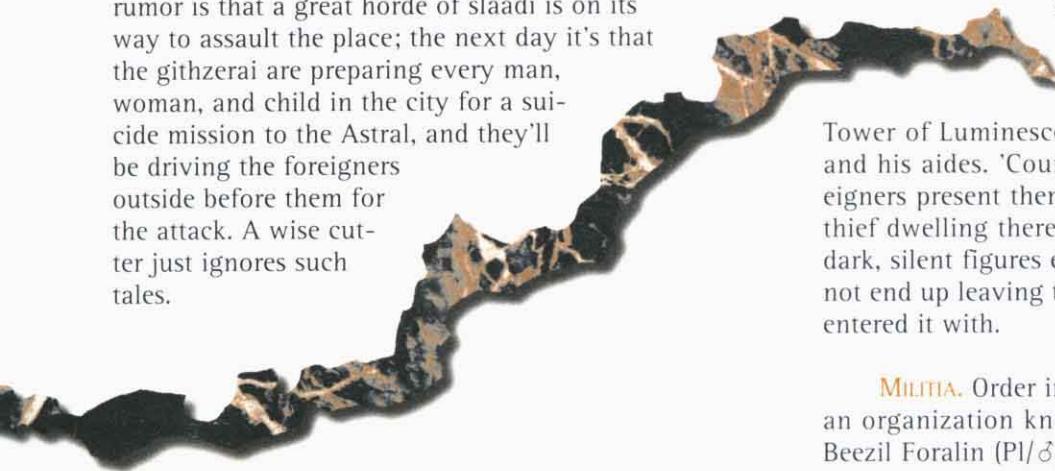
MILITIA. Inside the city, order is kept by companies of the god-king's army on a rotating basis. Outside the city, the Foreign Brigade – a band of mercenaries in the pay of the Great Githzerai – keeps an eye on things. If the foreign quarter gets too rowdy, these mercenaries forfeit a portion of their pay, so they watch the city of tents fairly closely. 'Course, many of these guardsmen aren't above taking a bribe now and again.

SERVICES. Shra'kt'lor is a great place to purchase arms and armor, as long as a cutter's not buying in bulk. Large purchases of such things draw the attention of the army. Considering how large the city is, there are lots of other supplies perpetually in stock, making the

site a good place to provision before setting off on an adventure.

What cannot be found, however, is entertainment. In all, the city itself is rather grim, and its shadow falls firmly over the foreign quarter, casting a pall on public displays of levity there as well.

LOCAL NEWS. There isn't much in the way of news a traveler hears from inside the city, but the tent city outside is always abuzz with tales and gossip. One day the rumor is that a great horde of slaadi is on its way to assault the place; the next day it's that the githzerai are preparing every man, woman, and child in the city for a suicide mission to the Astral, and they'll be driving the foreigners outside before them for the attack. A wise cutter just ignores such tales.



◆ THE FLOATING CITY ◆ (Town)

CHARACTER. This is the "religious" center for the githzerai race. They don't have priests, but instead revere their fighter/mage god-king, and under his careful eye study the magical arts. Thievery is also revered in this city, apparently because it teaches skills useful for acquiring information outside githzerai settlements, and for infiltrating githyanki strongholds. Consequently, the githzerai "god-king" has integrated a respect for thievery into the people's worship of him.

RULER. Zaerith Menyar-Ag-Gith (Pl/♂gz/F16/M23/An/CN), the Great Githzerai. Again, while this immortal fighter/mage rules as god-king over the githzerai everywhere, he holds the Floating City as his seat of religious power over the race. By separating the githzerai's masters of magic from their masters of war in this way, he solidifies his hold on the people overall.

BEHIND THE THRONE. Zaerith prevents the mages who rule this city from progressing beyond the 9th level of experience. On those extremely rare occasions when he required a servitor of more ability, he personally hand-picked and trained an individual, only to destroy the person once the need for those services was ended.

Currently, Zaerith's most trusted servitor is a woman named Moraan Devorax (Pl/♀gz/T12/CN). Devorax has so far proved able to bend the self-styled god-king's ear

without being viewed as a threat to his power. In part, this is because she presents herself as a person with absolutely no talent for spells. That's merely an act, however, as she's quite able to use magical scrolls when pressed. But she avoids doing so, preferring to appear magically inept to keep her current position, and her life.

DESCRIPTION. The Floating City is a place of tall spires connected by bare stone walkways, the whole covered by a sorcerous glow. Its streets are dim, narrow, and winding, and the people pass through them in silence. Foreigners are allowed access to all the city except the central Tower of Luminescence, which houses the "god-king" and his aides. 'Course, by entering the city, those foreigners present themselves as practice targets for every thief dwelling there. Consequently, they are dogged by dark, silent figures everywhere they go, and as likely as not end up leaving the city lacking the possessions they entered it with.

MILITIA. Order in the Floating City is maintained by an organization known as Thieves' Justice, headed by Beezil Foralin (Pl/♂gz/T12/CN). This group serves double duty as a city guard and a training school for thieves. Rather than patrol the streets visibly, as guardsmen in normal cities do, these thieves maintain order by stalking the streets and fining troublemakers secretly (picking their pockets).

SERVICES. Besides having the general assortment of goods to be expected in any town, the Floating City is also a source of magical goods and thief's training. But the locals are leery of providing powerful magic or high level training to outsiders, lest these things be turned back on them. On the other hand, they welcome tutors from other races (provided their magical skills don't rival those of the god-king, who would take a dim view of such foreigners).

The Floating City is also the seat of the Anarch's Guild (though members are found throughout Limbo). Those who've earned the trust of the githzerai can get the highest level of anarch training here.

LOCAL NEWS. Recent rumors that the high council of mages is deeply involved in a secret project for the Great Githzerai. There is some speculation that it involves a special summoning ritual that will be able to yank individual githyanki right out of the Astral Plane and into the Floating City itself, where the citizenry can punish them for their evil. While the mages have been occupied, a mysterious masked figure has joined the inner circle of the Thieves' Justice. Some say he is the offspring of a union between human and illithid, and so has a passionate hatred for the mind flayers.

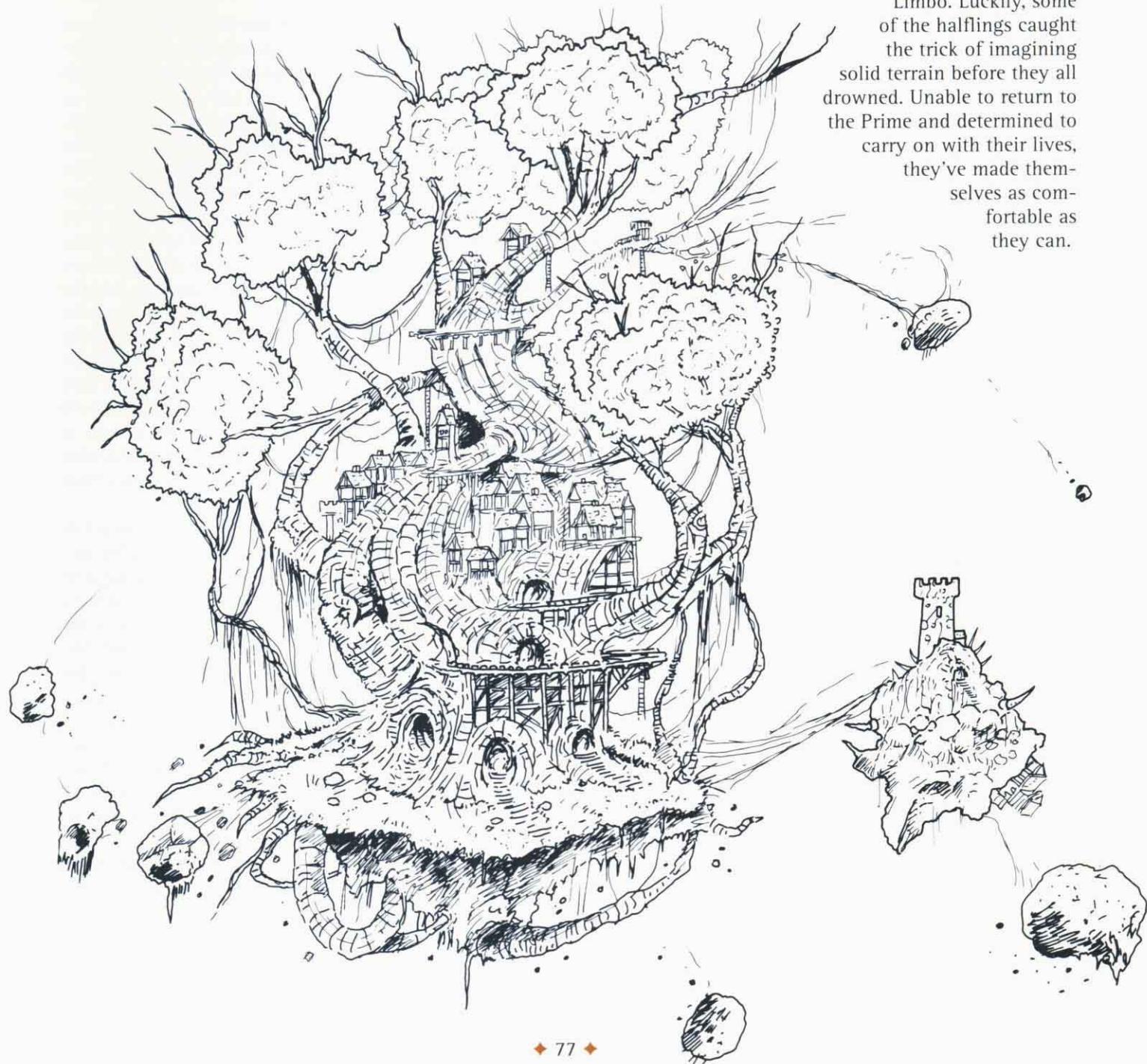
◆ BARNSTABLE ◆ (Town)

CHARACTER. This little halfling village could best be described as quaint. It's also known as a place of great hospitality, despite the fact that its guests must sleep out in the open.

RULER. Tudbury Tuftle (Pr/Øha/0/CG), mayor of Barnstable. A wizened, white-headed old halfling of the Stout line, Tuftle rules by virtue of being the oldest member of the village, at 190 years of age.

BEHIND THE THRONE. If the truth be told, Tuftle has grown quite senile and isn't really up to ruling anyone. Fortunately, he is also hard of hearing and has a very weak voice. Because of this, his nephew Jereby Mallock Wilbert Stockart (Pr/Øha/0/CN) acts as spokesman and interpreter for the old halfling, and in time of need, he's perfectly willing to translate Tuftle's mumblings as he sees fit. Because Tuftle is hard of hearing, he seldom notices that people are doing other than what he intended.

DESCRIPTION. Barnstable was once a sleepy prime halfling village, before a rogue wild magic surge sucked the entire village into Limbo. Luckily, some of the halflings caught the trick of imagining solid terrain before they all drowned. Unable to return to the Prime and determined to carry on with their lives, they've made themselves as comfortable as they can.



Barnstable is composed of a few dozen subterranean homes, each nestled among the roots of a huge oak tree, with cobbled lanes winding their way from door to door. The only above ground building is a great central barn in which the villagers keep ponies and goats as communal property and store the food they harvest from the surrounding wood.

One thing of special interest concerning this village is that there were no natural anarchs among the halflings. Consequently, the villagers have to take turns round the clock concentrating on maintaining the local terrain. Some of the younger ones amuse themselves by mentally rearranging the location of the various homes and streets while the rest of the village is sleeping, then watching the resulting confusion when the villagers awake. Their elders threaten them with all sorts of dire punishments, but prefer not to have to stay awake to take a night shift themselves, so they just live with the youths' pranks. It can be very disconcerting for a visitor, however, to go to sleep near the village barn, and wake up surrounded by dense woods.

MILITIA. The village doesn't have a militia as such. Instead, internal problems are dealt with by a sort of general meeting when the need arises. For defense from the world outside, the villagers simply rearrange the local terrain so that the surrounding oak woods become impenetrably thick near the village, and all paths through it lead away. If they don't want the village to be found, they can enforce those wishes by manipulating their environment.

SERVICES. The primary thing that Barnstable has to offer the traveler is simply a quiet place to rest, lots of homey food, and cheery company. Very occasionally, the villagers may be persuaded to part with a pony if a party needs a pack animal, but they will only barter for it; they have no use for hard currency.

LOCAL NEWS. There's never any news here of interest to outsiders, except what news they bring themselves. So unless a basher happens to stop by the village while other travelers are there, he's not going to learn anything he didn't already know beforehand.

THE SPAWNING STONE (Site)

HEARSAY. Known as Slaadheim to the Ysgardians and the Urkroel to the githzerai, the Spawning Stone is the primordial home of the slaadi race and the realm of their greatest dominion. Each race of slaadi goes to the Spawning Stone in a sequence during the mating season (which looks like any other season in Limbo, but

the slaadi always know it), and – while they are mating – currents of chaos-stuff flow toward the stone. Sages believe that the pure chaos matter of Limbo is the food of the young slaadi. Massive tidal waves and whirlpools roll out from the Stone for hundreds of miles around when the eggs are hatched.

One death slaad guards the Spawning Stone at all times, and this creature can use the powers of the Spawning Stone as if it were an anarch with complete mastery of chaos-stuff. Some say that anyone who wrests the control of the stone from the slaad gains the same powers; others say that captured stone would simply melt back into Limbo and the slaadi would conjure up a new Spawning Stone somewhere else.

DESCRIPTION. Each breed of slaadi spawns in its own season, and these times are zealously guarded by powerful slaadi and mystical wardings. Each race of slaadi has its own rituals, invocations, and preferences, so each race creates different looks, mixes of chaos-stuff, and temperatures surrounding the Stone. The site resembles five different "flavors" of chaos around the same great, blue-gray boulder. The stone itself is a bent shape, like an enormous horseshoe that flares out at each end, and it's large enough to fit entire castles inside it. The songs of the red slaadi can be heard vibrating the chaos-stuff for leagues around, but the scraping noises of the blue slaad's claws can only be heard by those with exceptional hearing. The deadly acid fogs and poison gas clouds that the death slaadi enjoy make the area nearby uninhabitable for the first reds to arrive when they come to push the death slaadi out. The lesser slaadi (red, blue, and green) swarm in larger numbers than the greater slaadi (gray and death), so even the area of the spawning grounds varies from miles across to a few hundred yards.

In addition, the slaadi keep the stone intact to serve as a sort of town for the entire race, primarily as a meeting place and a storage site. A few fading areas of slaadi constructions are sometimes visible dissolving into the amorphous mass of chaos-stuff around the stone. These areas are food stores, egg masses, and fortifications, for each race of slaadi holds the stone until ejected bodily by the next: first the reds, then the blues, the greens, and then the gray and death slaadi, who always yield to the hordes of returning reds (some say that it's because the egg pellets of the reds can hatch even within the hide of a death slaad). The interior of the stone itself is said to be honeycombed with the circular rooms that the slaadi favor.

The two greatest packs of slaadi are those of the Lone Claw and the Quick Tongue. The Lone Claw is a rampaging mass of red slaadi led by a single gray, called the Sorrowful Executioner. Their raids are feared for their sudden shock tactics, excellent use of distractions, and quick dispersals. What they're looking for,

though, is a mystery, even to the death slaadi.

The Quick Tongue is a group of hardened, battle-scared blue slaadi that serve Thuruppl the Kicker, the ancient death slaad, as a private army. Some say that Thuruppl is the closest the slaadi come to a king. In fact, the slaadi are much too chaotic to bow to any masters, but they do acknowledge the death slaadi as the most perfect specimens of their own race. They leap to obey the death slaad, and somehow the most powerful caste of the slaadi gain their powers through control of the Spawning Stone. The death slaadi also carve the symbols of rank into other slaadi within the chambers of the stone.

SPECIAL FEATURES. The slaadi do no one favors, construct little, and get most of their tools and food through foraging and plunder: The raw stuff of Limbo supplies them with most of their needs. However, they need the Spawning Stone to breed; without it, all slaadi eggs are infertile. No non-slaadi is allowed within miles of the stone, on pain of death. Anarchs have reported difficulty in shaping chaos within a hundred miles of the Spawning Stone.

Slaadi skins can be brewed into poison for darts and arrows, so the githzerai sometimes hunt slaadi for poisons; this hasn't done much for relationships between the two races. Fortunately, not many githzerai know about the strange venoms this produces, and most are too sensible to try to collect any themselves.

One barmy berk lives among the slaadi and survives to study them. This is the master anarch Torpellin of the Golden Spires, an outcast githzerai (Pl/♀gz/W6/Co/CN). She knows how to gather the venom from slaadi without skinning them, by smearing their skin with a special fatty coating, and then distilling the poisonous residue back out of the mixture.

NEVER TRY TO
FAST-TALK
A SLAAD.

— PLANAR PROVERB



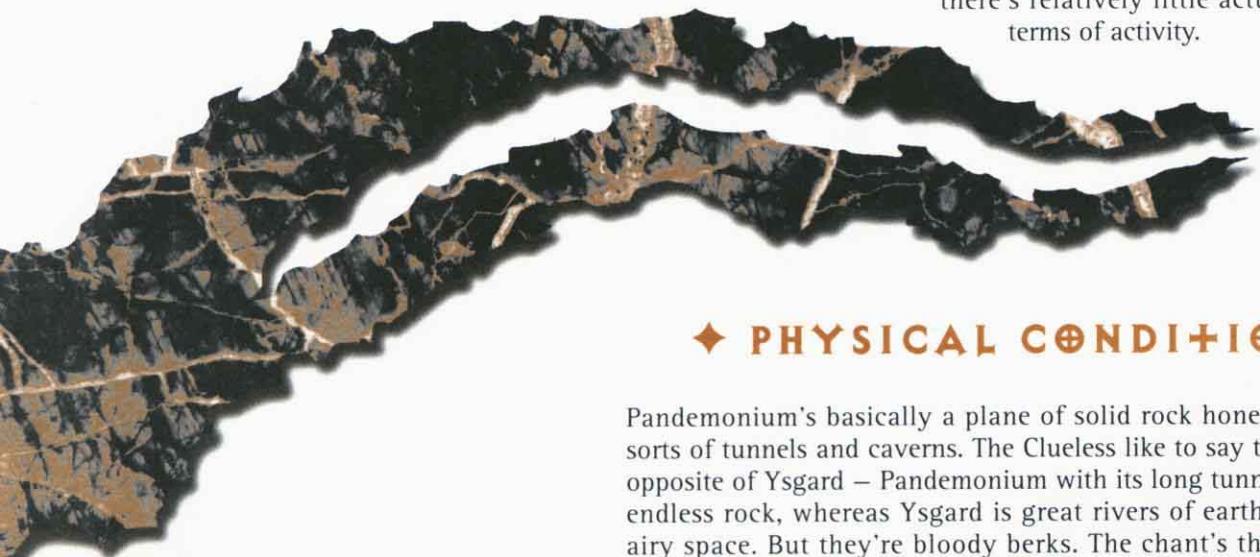
Pandemonium . . . basically the word means "uproar and commotion." It's a somewhat strange and contradictory name for the plane that lies between Limbo and the Abyss. Sure, there's lots of noise here, as if every howling mad-man in existence was crammed into the place. But actually,

the plane is nearly empty. ('Course, it's fairly obvious

that all the rest of creation has a full share of loonies running free.) So while there's lots of uproar here in terms of sound,

there's relatively little actual commotion in terms of activity.

THE MADNESS OF PANDEMONIUM



◆ PHYSICAL CONDITIONS ◆

Pandemonium's basically a plane of solid rock honeycombed with all sorts of tunnels and caverns. The Clueless like to say that it's sort of the opposite of Ysgard – Pandemonium with its long tunnels bored through endless rock, whereas Ysgard is great rivers of earth arching through airy space. But they're bloody berks. The chant's that Pandemonium makes even frosty, rugged Ysgard seem like a picnic ground. It's always dark in Pandemonium, and a stale, chilly wind howls forever through the tunnels. In a few relatively sheltered places it's just a breeze carrying haunting echoes that sound like distant wails of torment. But in most reaches, it's a constant gale that buffets a berk about, blowing sand and dirt into his eyes, snuffing out torches (or even all but the most sheltered lanterns), carrying away any loose items (such as physical spell components), and carrying the sound of caterwauling likely to drive a sod mad. (As a matter of fact, continued exposure to the noise eventually drives most sods at least a bit insane – more about madness in a bit.) And in the worst areas, the wind's a deafening torrent that can lift a creature off its feet and carry it for miles, banging the body off rock formations and scraping it along rough cavern walls until there's nothing left but ragged scraps.

Darkness is a real problem for most visitors to Pandemonium. There are no natural sources of light anywhere on the plane, so most bashers have to bring artificial light if they want to see anything. Sure, a cutter with infravision can get by without it, except for two problems. First, the cold, rough stone of the walls tends to absorb and dissipate heat very quickly, which makes the terrain dim and difficult to see even with infravision. Consequently, while a berk's busy watching the floor for holes that could twist an ankle, she's likely to crack her head on an outcropping she didn't notice. Second, Pandemonium's petitioners don't give off any body heat, so they're "infravisionally" invisible. As a result, infravision's not good enough for anyone who doesn't want to stumble

'MY GOD!
THE WIND!
THE HOWLING!
IT'S DRIVING ME MAD!'

'WHAT?
I CAN'T HEAR YOU!'

— SMALL TALK IN
PANDEMONIUM



along half-blind to the terrain and completely blind to any local petitioners.

Really well-made lanterns can solve the problem in all but the windiest of locations, and the town of Bedlam – which holds the best-known gate leading to Pandemonium from the Outlands – has such things for sale. Magical light's even more dependable, of course. The only problem with either one of these is that they draw attention to the cutter using them – carrying a light source into a totally dark plane is like waving a torch from a hilltop at midnight. It's sure to make the locals stand up and take notice. And given the nature of Pandemonium's denizens (most of them being strongly chaotic with a slight bent toward evil), drawing attention to themselves is the last thing most visitors here should want to do.

Actually traveling the tunnels of Pandemonium bears some resemblances to normal spelunking. One major difference is that in most places on the plane gravity's oriented toward whatever wall a soul is closest to. This means that a basher can walk across the "floor," up one "wall," across the "ceiling," and back down again. 'Course, it doesn't feel that way to a berk doing it. Rather, it seems as if the tunnel is somehow rolling to keep pace with the walker. This can be disconcerting to beings used to one-way gravity. But it makes for some interesting combats and chase scenes, with bravos firing arrows upward toward opponents on the "ceiling," or stabbing sideways at opponents standing on the "walls."



Pandemonium's tunnels run the gamut of sizes. In some places, they're tiny crawlways scarcely large enough for an imp to wriggle through. At the opposite extreme, they're huge bores hundreds of miles across. Most fall somewhere in the middle of that range, though that's still large enough to dwarf the largest caverns on most prime-material worlds. (But then, that's the case with most landscapes on the Outer Planes: They set prime planar vistas to shame. That's one of the reasons so many primes come to the Outer Planes in the first place, just to gaze at the scenery like stunned barmies.)

The intensity of wind in Pandemonium's passages doesn't seem to have any fixed relationship to their size. A basher would think that the wind would flow slower in the larger passages, where there's plenty of room, and faster in the smaller ones where things're more constricted. But only a total leatherhead would think anything's ever that simple. Nobody knows for sure just where the winds come from, or where they ultimately go to, but some flow faster and colder than others. Consequently, there's huge tunnels where hardly a breath of air stirs, and others that seem filled with hurricanes. Just the same, there's crawlways with just enough breeze to refresh the air, and others where the wind rushes through so fast it'll blow a poor sod through the tunnel like a pebble through a reed. What's worse, there's no way of knowing when and where a new wind stream will enter the tunnel a cutter's traveling; the walls of most passages contain so many tiny, hidden inlets and outlets for air that it's just about impossible for any non-native to predict a wind change. As a result, a cutter might be inching along through a relatively peaceful crawlway only to find that a few paces ahead the wind starts howling and tugging like a mad banshee.

Travel through Pandemonium's endless caverns is further complicated by the foul water flowing here. Most passages have a stream of one size or another, whether it's a bare trickle or a raging torrent. In most places, these flow along a wall — though given the nature of Pandemonium's gravity, that may mean corkscrewing along from underfoot to overhead and back again. But in the few places where the water's been diverted toward the center of a tunnel, streams actually flow along through the air down the very center of the passage, where the gravity from all the walls is exactly counterbalanced. If they're moving very fast, these midair streams can throw up a spray that then falls back toward the tunnel walls, filling the air with an oily mist and making footing horribly slippery. Of course, slippery footing isn't the only danger of Pandemonium's waters: A berk's got to keep in mind that some of the streams here form the headwaters of the River Styx, which has a nasty habit of robbing berks of their memories.



◆ THE RIVER STYX ◆

As many a prime world's legends hint, the River Styx is a river of forgetfulness. Drinking its waters — or even touching them, on most planes — can make a berk forget everything he ever knew. Now, the waters aren't quite as dangerous in Pandemonium as in the Abyss and beyond, mainly because they're not usually as deep, and not as steeped in evil (and not quite as repugnantly dark and oily). Simply touching the water in Pandemonium doesn't have any deleterious effect, as it does elsewhere (or else the spray from the occasional midair stream would be a real problem). Swallowing the water still calls for a saving throw versus spell. If that saving throw is failed, the poor sod forgets his past life entirely and permanently (including all spells, class abilities, and alignment). Even if a berk succeeds at the saving throw, he *forgets* the entire past day. So cutters should be sure to carry their own water on this plane, and berks who fall into one of the deeper streams here should remember to keep their mouths closed!

That brings up another possible danger: The deeper streams sometimes run extremely fast, and they can sweep a soul away. Now, considering that the Styx flows to all the other Lower Planes, but does so in an unpredictable manner — no one except the river's mystical boatmen seems to understand its tangled course — bashers who get swept away might find themselves anywhere in the Lower Planes (from the Styx to the sticks, so to speak). And ending up in Gehenna when a berk's only packed for a trip to Pandemonium can put a real cramp in a sod's style.

So, if the water's so dangerous on Pandemonium, what do the locals drink? Well, there's some safe pools here and there, especially on the upper layers. Naturally, they tend to become the centers of inhabited areas on the plane. And some of the plane's dwellers know treatments to make the other water safe. But there are always those poor sods who ignorantly drink from the Styx when they first arrive, and they never learn to quit. See, each time they drink, they lose their memory, so there's no way they can realize that it's the water

doing it to them. These addle-coves just wander Pandemonium, without a clue as to what's happening to them. Of course, their chance of surviving long this way is extremely low. Something predatory's bound to meet up with them sooner or later, and take advantage of their empty-headedness.

DENIZENS OF THE STYX

Charon and his ilk don't get far into the Styx's headwaters. They like to ply the deeper, wider branches. So unless a

stream's at least deep enough to hold a canoe, a cutter certainly won't be meeting with those spectral boatmen, and even that depth's a bit shallow. (Face it, the marraenoloths wouldn't make much money trying to ferry berks across a stream they could just as easily wade.) The same holds true for most of the other beings a soul hears about haunting the Styx — like the hydroloths. They like to lurk in deeper, fouler waters, so they don't often get into the smaller streams of Pandemonium's normal passageways — only the bigger ones.

What things do dwell in and around the smaller streams are huge snails, slugs, and leeches, blind albino eels, lampreys, quippers (fresh water piranhas), catfish, large pallid crayfish, and freshwater crabs. Primes are usually surprised at the size of these things. But while they're large enough to be nuisances (the water dwellers, that is; not the primes), relatively few approach giant size.

MADNESS

The phrase "maddening noise" is more than just an expression in Pandemonium. Insanity from continual exposure to the howling wind is a real danger. Just about everyone dwelling on the plane has succumbed to it to some extent. Some have gone completely off the deep end, but the majority remain relatively normal in most ways, manifesting their madness in one particular aspect or another.

The madness rules that follow are intended to add flavor to the perils of Pandemonium. Problem is, all such rules run the risk of robbing players of control over their characters or demeaning their characters' heroism. Consequently, the DM has to keep in mind that the rules are designed as a guide to role-playing, not as a replacement for it. Other than where specific mechanics are given, players should apply these descriptions as seems to best fit their own characters' personali-

ties. When player characters begin to fall prey to madness from Pandemonium's wind, the DM should explain the relevant section to their players, then trust them to play the part. If a player feels uncomfortable with the situation, though, don't push. The point — as always — is to have fun.

Oh, by the way, playing a recording of howling wind in the background at game sessions, or at least whistling and groaning like the wind whenever the players are talking things out or making plans, goes a long way toward setting the tone of Pandemonium. Such is the stuff of which good role-playing is made.

Visitors to Pandemonium — including player characters — must make a saving throw versus paralyzation periodically, as called for by the DM. If the roll is a success, there's no immediate effect from the noise. If it is a failure, however, the character progresses one step along the four-stage path of "wind madness" described below. Beings dwelling on the plane are assumed to have progressed to stage four long ago.

Exactly when and how often saving throws should be made is up to the DM. Typically, one should be made each day, but particularly noisy regions of the plane may call for more frequent checks (perhaps even hourly ones), and relatively quiet ones may require no check at all. Shelter against the wind is also a factor. Time spent inside any sort of building should generally be free of checks. Despite the fact that the howling wind may be heard outside, the walls provide a body with some sense of security. On the other hand, while cutters are asleep their subconscious is more vulnerable, so even in shelter they tend to have nightmares caused by the noise. Consequently, the DM may decide to call for a saving throw in the middle of the night. Most important, the DM should stage these saving throws at dramatically appropriate moments, like when characters first enter Pandemonium, or when the last foe falls at the end of a battle. Stage them to add to the drama, never to detract from it or interrupt something more important.

The madness resulting from Pandemonium's noise follows a progressive course through four distinct phases. Scholars in Sigil like to classify these stages as: 1) frustration, 2) despair, 3) hysteria, and 4) resignation.

I AIN' + BARMY!
DON' + EVER CALL ME BARMY
OR I'LL NICK YOU —
GOT + HA+?

— A RESIDENT OF
PANDEMOMIUM

While those may seem mild terms to use, they actually do a fair job of describing the progress of the madness.

Note that barring a *wish* or use of a *wish*-like power, there's no permanent recovery from "wind madness" – only relief from the cause. In other words, a cutter who's progressed to stage two loses all symptoms upon leaving Pandemonium; but if she ever returns to the plane, she immediately reverts to stage two behavior, no matter how much time has passed between visits.

◆ **STAGE ONE: FRUSTRATION.** In this phase, cutters are consumed with vexation. They'll be snappish, continually irritated by the smallest things, and impatient to just get on with business (so as to get away from the plane and its noise). Bashers in this phase don't want to plan and talk things out; they just want to get a move on.

The DM should note that a little bit of this goes a long way, so don't let it get out of hand. Be prepared to guide the players back on track if a few well-played irritable comments begin to degenerate into a verbal brawl.

"Frustrated" characters suffer a -1 modifier to Wisdom and Intelligence scores while exposed to the wind's noise.

◆ **STAGE TWO: DESPAIR.** During this second phase, a berk feels completely hopeless. It seems as if nothing's going to relieve the continual noise, so what's the use of fighting it? Poor sods in this stage won't ever do things on their own initiative. If they're with a group that's making plans, despairing souls just sit glumly, sighing, without getting involved in the discussion.

If pressed, they'll agree to whatever's being said, but without any real enthusiasm, and without adding any substance to the talk. Once the group is up and moving, these characters follow along in an apathetic way. In a battle, however, they'll fight with real desperation – almost like berserkers. This is because while they seem hopeless on the outside, it's just denial of an inner turmoil. Deep inside, these berks are about ready to crack and slip over the edge into hysteria, the third phase.

"Despairing" characters are automatically surprised in combat, even if the rest of their group is not. But once they're able to attack, they do so with a +1 bonus to both attack and damage rolls.

◆ **STAGE THREE: HYSTERIA.** When berks reach this third stage, they become absolutely desperate to get away from Pandemonium's noise. Immediately upon failing their saving throw, they'll begin running madly about, screaming for it all to end, threatening anyone

who gets in their way, pleading to the gods for mercy, and so on. (This continues for a number of minutes equal to the amount by which the saving throw was missed.) Finally, they'll collapse, exhausted, to sit rocking and muttering with hands pressed over their

ears and eyes tightly closed. Depending upon their personality, some weep as they rock, while others grit their teeth and snarl curses. If touched, they'll flinch, but they can be drawn to their feet and led along. But no matter what, they won't open their eyes or uncover their ears. Obviously, then, they cannot fight, cast spells, or do much anything else useful while suffering from hysteria.

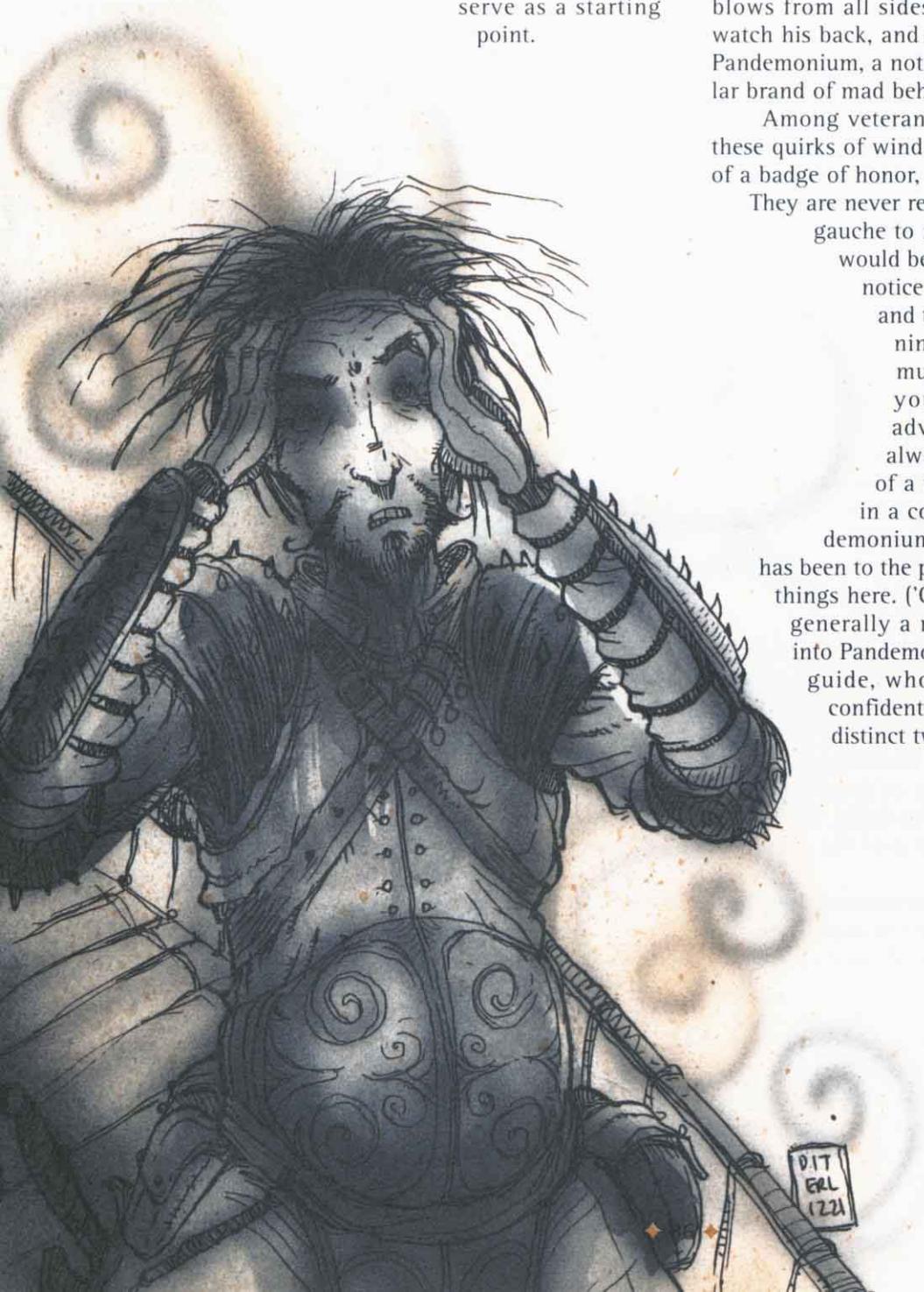
If taken to shelter, these bashers come out of the hysteria and act as if at stage two while away from the noise. But upon leaving the shelter, they'll immediately slip back into hysteria. It should come as no surprise, then, that they'll be extremely reluctant to leave the sanctuary.

Obviously, hysteria is the most helpless stage a character can be in, and that can be frustrating for players. The DM should be prepared to give them a lot of leeway in playing the role. It's also a good idea to limit encounters while the character

is helpless, and to adjust the pace of the adventure so that time spent in this stage passes quickly.

◆ **STAGE FOUR: RESIGNATION.** By this point, a berk has come partially to terms with the wind's howling. Sods in this stage accept the noise as something ultimately inescapable (at least while they remain in Pandemonium), and have learned to ignore the anguish it causes them. Of course, ignoring the pain doesn't really make it go away. Instead, it manifests itself in some other manner: a nervous tic, a phobia, a mania, or some other such idiosyncrasy. Exactly what that idiosyncrasy is depends upon the person.

Players whose characters reach this stage should invent a quirk for their heroes. Ideally, it should be one that matches the character's personality and experiences in some way, or that somehow enhances them. As a simple example, a paladin might compulsively clean



her armor, taking it apart piece by piece at every camp to wipe and oil, and even unconsciously polishing and picking at it while on the march. Similarly, a thief might keep one hand in his purse at all times, counting and recounting his coins by touch; or he might jerk a glance nervously over one shoulder every couple of seconds, even while supposedly relaxed. Players can start with some such simple quirk, then change to something more distinctive later, should an idea strike them and the DM approves.

The table below can serve as a starting point.

Concerning NPC quirks, the DM should keep in mind that they tend to be much more severe than those for player characters. After all, most NPCs in Pandemonium have been here for a considerable length of time, and they aren't likely to be leaving soon. So it's only natural for the plane to have affected them more deeply. For instance, whereas the player character paladin might unconsciously polish and pick at her armor while on the march, an NPC might actually claw at it, shouting "Dang bugs . . . dang bugs" every few sentences. And while the player character thief might jerk a glance over one shoulder, an NPC dwelling on Pandemonium might be always in motion, hopping around a person even while talking with him, dodging imaginary blows from all sides, spinning in complete circles to watch his back, and so forth. When NPCs are listed for Pandemonium, a note is given concerning their particular brand of mad behavior.

Among veteran adventurers on the Outer Planes, these quirks of wind madness are viewed as something of a badge of honor, a mark of experience and survival.

They are never referred to directly; it's considered as gauche to mention one to a cutter's face as it would be to say to a veteran warrior, "Hey, I notice you're missing half your left hand, and that you've got a big ugly scar running down that side of your face . . . must've been in some real battles in your day, huh?" But old hands at adventuring in the Outer Planes are always happy to note the appearance of a tic, stammer, or other idiosyncrasy in a companion upon first entering Pandemonium. The quirk proves that the cutter has been to the plane before, and knows the dark of things here. (Course, among the Clueless there's generally a moment of shock when they step into Pandemonium and discover that their hired guide, who seemed so knowledgeable and confident back in Sigil, is now evidencing a distinct twitch.)

EVERYMAN'S MADNESS

It can be quite a job as a DM to find a new twitch for every character who suffers madness at the hands of Pandemonium's endless winds. To make the task a little easier, the following table provides suggested forms of insanity that are sometimes difficult but still playable. Other eccentricities may also work; ask the players for suggestions. Players who help choose their character's madness will enjoy role-playing it more.

Accident Prone: Whoops.

Amnesia: I don't remember any of you.

"Animal Senses": I can scent a flower in a hurricane. Hey, are we upwind or downwind?

Barking: Arf, arf, wroow!

"Backpack Vortex": I can't believe I lost it!

Compulsive Liar: Yeah, I'm the messenger you're looking for.

Conspiracy Nut: If you think about it, it's obvious that the factions are all a smokescreen, and the bashers behind it all are the Clueless. It's gotta be the Clueless. No one could really be that stupid.

Contrariness: I refuse.

Dancing Mania: Hey nonny nonny, hey a right and round.

Delusion: I can fly, I tell you.

Fear of Blood: I think I'm going to faint.

Fear of Disease: You don't know where that's been.

Fear of Heights: I can't go up there.

Fear of Magic: I'm not touching it. What if it explodes?

Fear of Noise: Shhh, I'm concentrating.

Fear of the Undead: They want to eat my brain!

Fear of Water: Bathing is dangerous, everyone knows that. What do you mean I smell?

Foreign Accent: I am zee prinze of zee gypsies, you see.

Forgetful: What was that factol's name again? You know, the one who hired us.

Fussy: A little to the left. No, wait, back.

Greedy: Mine, everything's mine!

Hallucinations: Don't you see that city? Right there, on the horizon.

Howling: Arf, arf, aoooooooooo!

Hypochondriac: I'm sure I caught lycanthropy from that rat.

Jaded: Seen it, been there, done that. So what?

Kleptomania: I need that, need it, need it, gimme, need it.

Laughs Too Much: You Mercykillers are a funny bunch.

Melancholy: It's useless, of course. Don't even bother.

Messiness: I've got that material component here somewhere.

Mistaken Identity: You don't recognize me? I'm the factol of the Sensates, you berk.

Multiple Personality: Yes, I'll do it. No, I won't.

Mute: <Refuses to talk.>

Narcolepsy: <Yawn.> Sorry, I'm sort of sleepy. . . .

Neatness: You'll have to wait until I get this blood off my armor.

Nerves: What's that? Did you hear something? I heard something.

No Sense of Direction: We're not lost. Don't panic.

Nudist: Armor is so confining, so stifling, I can't breathe.

Obsessive: We can't leave until we count it and sort it by type.

Pacing: If I can't move, I get angry. You wouldn't like me when I'm angry.

Paranoia: They're out to get me.

Permanent Cynicism: You're the lord of the 7th layer of the Abyss? Sure you are.

Photomania: Turn that damn light off!

"Possessed": He's in my brain; he's making me do it.

Pyromania: It's so dark, gotta light a fire, gotta get some light.

Quick Tempered: I don't have to take that from you, I don't have to put up with any of this.

Rabid Optimism: So it's a goristro, so what? We can take him.

Rabid Pessimism: That'll never work.

Racist: Githyanki, githzerai, you're both inferior.

Scratching: Arrggh! Right between the shoulder blades – can't reach!

Seizures: <Ack, choke, spit, gag>

Sharpening: Needs a better edge, needs a better edge, needs a better edge.

Shaving Mania: Not now, I got to get rid of this stubble – and these eyebrows.

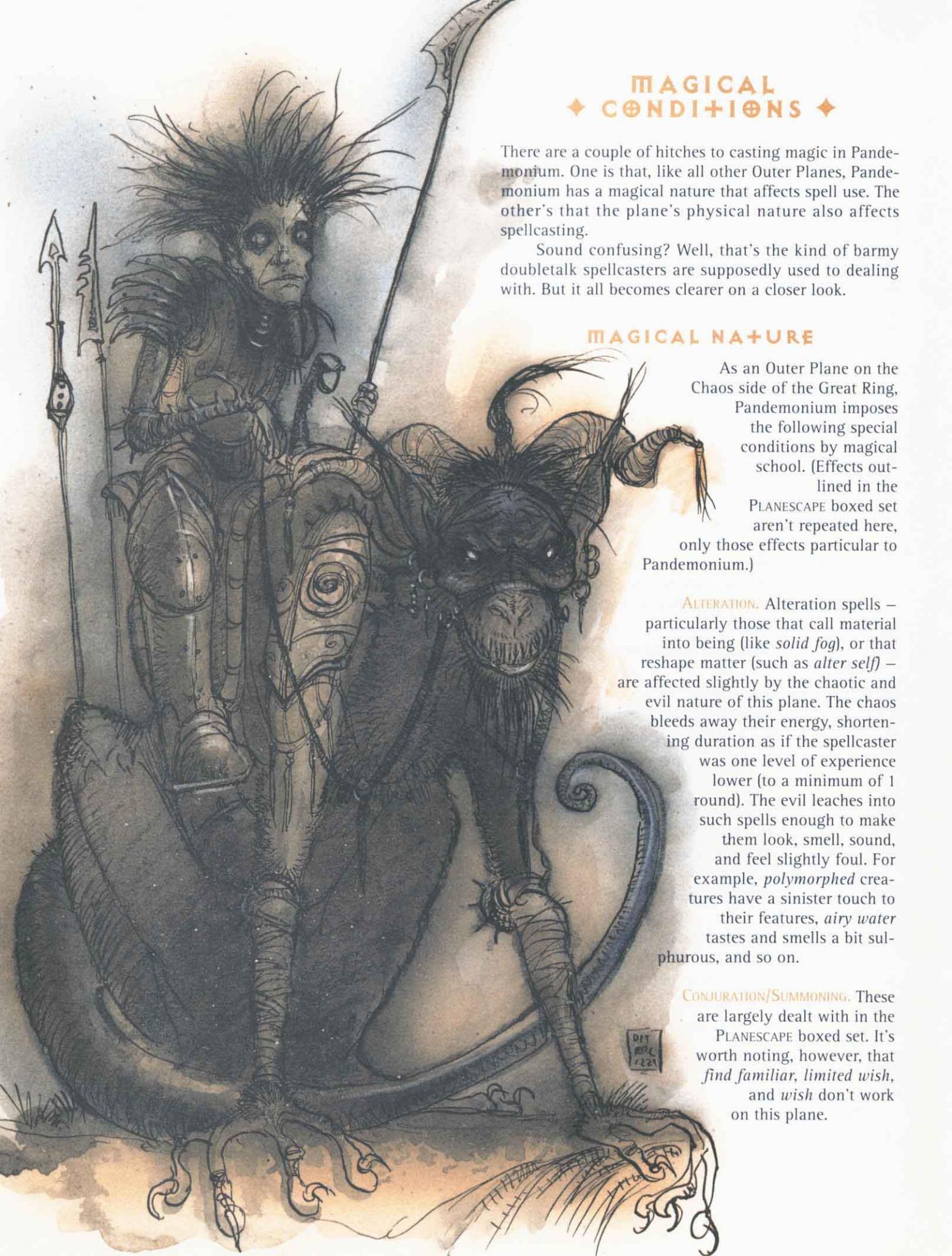
Stunned: Huh?

Talker: You know I think sometimes I just don't know when to be quiet, but a berk's gotta say what's on his mind, right? So anyway . . .

Verbal Ties: What I mean is, that is, what I mean is.

"Visions": My deity has commanded me to tell you . . .

Xenophobia: I don't know him. What if he's evil?



MAGICAL CONDITIONS

There are a couple of hitches to casting magic in Pandemonium. One is that, like all other Outer Planes, Pandemonium has a magical nature that affects spell use. The other's that the plane's physical nature also affects spellcasting.

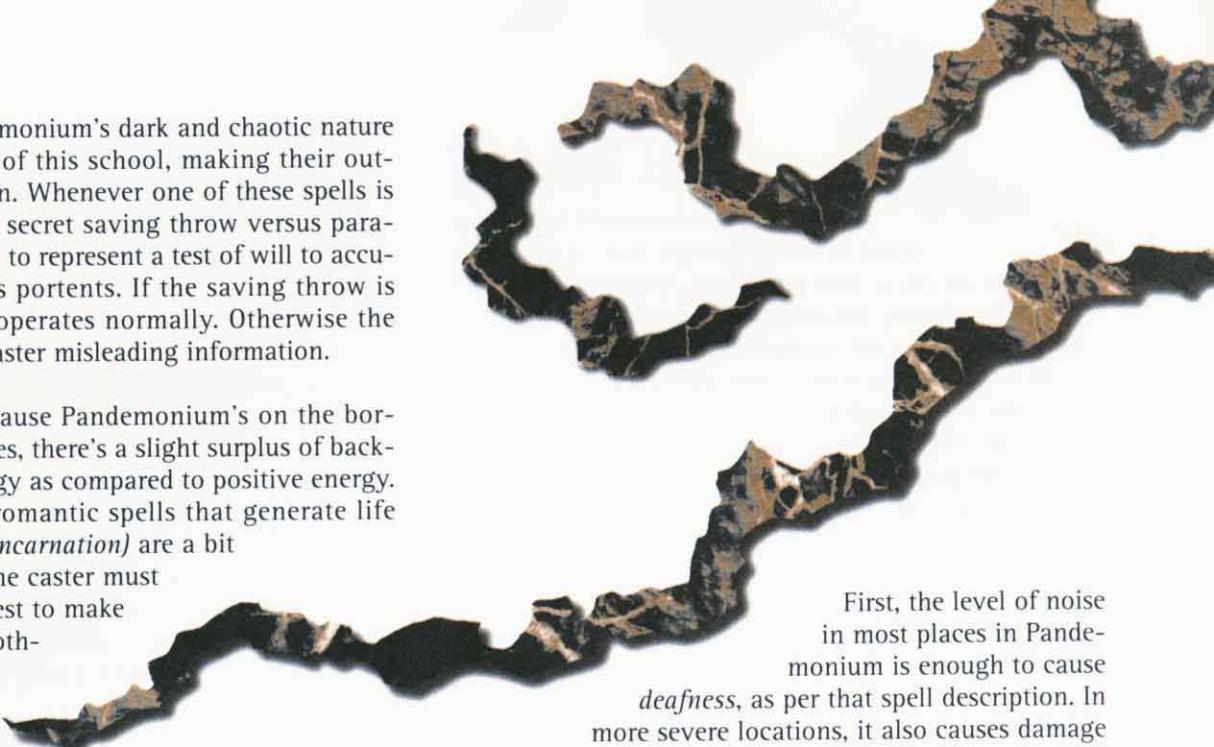
Sound confusing? Well, that's the kind of barmy doubletalk spellcasters are supposedly used to dealing with. But it all becomes clearer on a closer look.

MAGICAL NATURE

As an Outer Plane on the Chaos side of the Great Ring, Pandemonium imposes the following special conditions by magical school. (Effects outlined in the PLANESCAPE boxed set aren't repeated here, only those effects particular to Pandemonium.)

ALTERATION. Alteration spells – particularly those that call material into being (like *solid fog*), or that reshape matter (such as *alter self*) – are affected slightly by the chaotic and evil nature of this plane. The chaos bleeds away their energy, shortening duration as if the spellcaster was one level of experience lower (to a minimum of 1 round). The evil leaches into such spells enough to make them look, smell, sound, and feel slightly foul. For example, *polymorphed* creatures have a sinister touch to their features, *airy water* tastes and smells a bit sulphurous, and so on.

CONJURATION/SUMMONING. These are largely dealt with in the PLANESCAPE boxed set. It's worth noting, however, that *find familiar*, *limited wish*, and *wish* don't work on this plane.



DIVINATION. Pandemonium's dark and chaotic nature interferes with spells of this school, making their outcome murky to discern. Whenever one of these spells is cast, the DM makes a secret saving throw versus paralyzation for the caster, to represent a test of will to accurately read the spell's portents. If the saving throw is successful, the spell operates normally. Otherwise the DM should give the caster misleading information.

NECROMANCY. Because Pandemonium's on the border of the Lower Planes, there's a slight surplus of background negative energy as compared to positive energy. For that reason, necromantic spells that generate life (such as *clone* and *reincarnation*) are a bit more difficult here. The caster must pass an Intelligence test to make these spells succeed; otherwise they are spent with no effect. On the other hand, necromantic spells that cause damage or manipulate the undead operate without change.

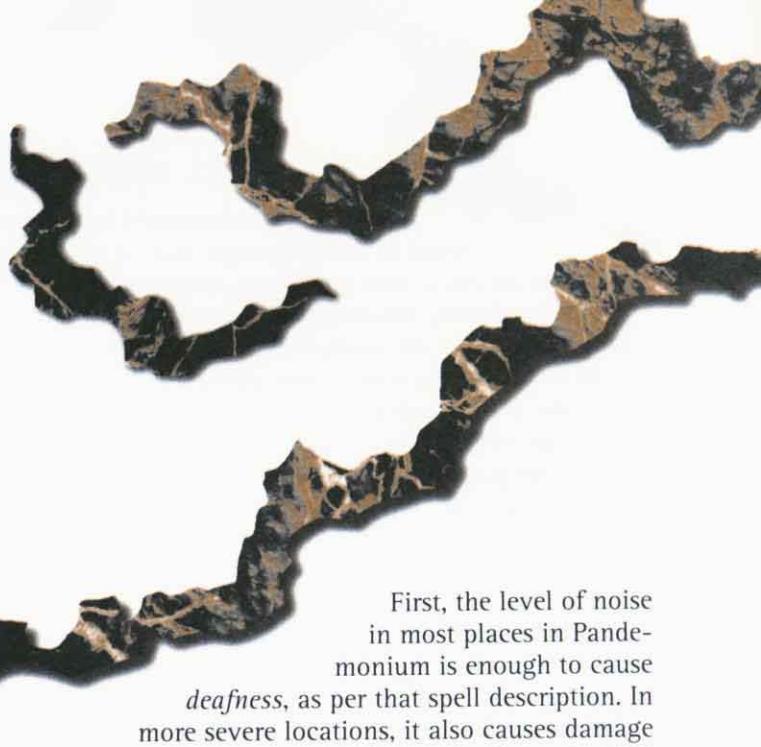
WILD MAGIC. Wild magic's enhanced here. In addition to the extra spell level, a caster of wild magic has to roll twice for level variation and apply the more extreme of the two results (see the section on Limbo's wild magic for an example). If either of the results indicates a wild surge, the surge occurs.



ELEMENTAL. Pandemonium's primarily composed of rock and wind, with a bit of water thrown in, but no fire. Consequently, while there are keys to conjure up pseudoelementals of earth, air, or water on this plane, there are none for conjuring fire pseudoelementals. A mage has got to remember, though, that pseudoelementals conjured on this plane are chaotic, with a tinge of madness and evil. That means they're not going to be as tractable as normal elementals, which could cause a berk some serious trouble if a command's not worded carefully.

PHYSICAL NATURE

Some of Pandemonium's special conditions for magic use aren't so much magical in nature as they are a secondary effect of the plane's distinctive features. In a nutshell, it's blasted difficult for spellcasters to cast their spells in the dark, with the wind tearing things out of their hands and howling so loud they can't hear themselves think, let alone speak.



First, the level of noise in most places in Pandemonium is enough to cause

deafness, as per that spell description. In

more severe locations, it also causes damage like a *shout* spell. For particularly windy places, the DM may raise the surprise roll penalty listed for these spells. Similarly, the possibility of miscasting a spell with vocal components may be adjusted upward or downward to account for local variations in the noise level. Finally, the sonic damage rating can be increased by a die or two as well, for the very loudest of locations.

In addition, spells that operate in full or in part by causing sound – things like *audible glamer*, *message*, *suggestion*, the various *power words*, and so forth – have their effect negated by the wind's roar. As a rule of thumb, such spells may work fine within 10 feet of their center of effect (DM's decision). But beyond that radius, there's a chance of negation equal to double that for spell miscast. For example, if the DM decides that the wind is loud enough for a 20% chance of mishap, there's a 40% chance that targets more than 10 feet from the center of effect won't be affected, even if the spell is cast successfully!

But sound isn't the only problem. In most locations, Pandemonium's wind is strong enough to require a Dexterity check for mages or priests casting spells with material components. If the test is failed, the components are swept out of the spellcaster's hands and carried away in the wind before the spell can be completed. In other words, the spell is wasted: no effect, but gone from memory as if cast.

Similarly, spells that produce cloud effects are useless in Pandemonium's winds, as are those that produce flames.

To sum things up, then, only a barmy goes to Pandemonium with a repertoire of spells that require lots of material components, that rely on sound to work, or that create effects likely to be blown away. (Here's a hint: Don't take *magic mouth* or *whispering wind*.)

SPELL KEYS

Given Pandemonium's nature as wind howling through rock, it shouldn't

surprise anybody that spell keys combine those two ingredients. Flutes, whistles, and jugs carved from Pandemonium's stone are commonly used, and they're held to catch the plane's wind. Some produce only one strident tone, others multiple, discordant ones. (In the case of the jugs, water from a nearby stream may be added to change the pitch.) Differing tones, combinations, and sequences may act as individual spell keys. Usually, the more grating and discordant, the better. And volume's a consideration: It's got to be loud enough to be heard over the howling of the plane itself.

Lots of bards come to Pandemonium to experiment with this linking of magic and music (to use the term loosely). A few come away with an insight or two, but even those who don't end up playing with an edge of madness to their music. Tieflings, in particular, make welcoming audiences for such "touched" musicians.

POWER KEYS

Powers in Pandemonium are reclusive and distrustful compared to those on most other planes. Consequently, they're stingy in their awarding of power keys. When they do give one out, it's most often from the spheres of Charm (to promote chaos), Guardian (to protect their most valued agents), or Necromantic magic (to promote evil).

PANDEMOMIUM'S ◆ INHABITANTS ◆

Obviously, Pandemonium's not the holiday spot of the Outer Planes. Not many cutters want to spend their time in dark, wet tunnels howling with supernaturally perilous winds sure to eventually drive them mad. Consequently, this plane's not terribly well populated compared to others. As a matter of fact, it's probably the loneliest of them all. Sure, there are spots on other planes that are *virtually* uninhabited, but no other plane is as desolate and deserted overall as Pandemonium.

The beings that dwell here are usually here just because of that desolation. There are few powers here — mainly sneaky ones looking for a place to hide out from their enemies. (For example, Loki has a bolt-hole here for when the other Norse gods are breathing down his neck about something or the other.)

Then there's the spirits of those primes who worship one or another of these low-lying powers. But there aren't really any native races here to speak of, not like the tanar'ri of the Abyss or the slaadi of Limbo — or even Limbo's githzerai, who took up residence there only recently (in terms of centuries). On the other hand, the Bleak Cabal has sort of adopted this plane as its own, so many of its members can be found here at any particular time. Also, there's a number of beings here who were banished to the plane at some time in the past and who have never left, or who — like Pandemonium's powers — have found it a convenient place to hide out for a while. In a few cases, the descendants of such beings still dwell here in their own strange civilizations.

The plane also sees a fair bit of traffic from its neighboring planes, such as tanar'ri raiders from the Abyss, the odd slaad or githzerai traveling from Limbo, and, of course, adventurers from just about anywhere.

THE POWERS

To everyone but the Clueless, it goes without saying that a cutter's chance of meeting one of the powers on Pandemonium is just about nil. Of course, no one but one of the Clueless would really want to meet a power anyway. Powers tend to step all over a berk's free will. Nevertheless, because powers tend to snatch up a lot of land to call their own, there's always a chance of a berk stumbling onto a realm and meeting a power's grounds-keeper or warden. So naturally, any guidebook to a plane has to at least mention the powers there.

Powers that maintain realms on Pandemonium include Loki of the Norse pantheon, the wandering gnoll deity Gorellik, Hruggek of the bugbears, Diirinka of the derro, Ho Masubi of Japan, the faerie Queen of Air and Darkness, and Auril the Frostmaiden and Talos the Destroyer of the FORGOTTEN REALMS® setting.

THE PROXIES

The powers of Pandemonium tend to be less involved with the outside multiverse and more involved in their own plots, plans, and intrigues. It's not likely a berk'll meet one of their proxies, unless she's unlucky enough to stumble into the path of one going about its master's commands.

Loki's proxies are the giants of his realm, and quick and clever thieves. Hruggek has his bugbears, and Gorellik doesn't bother with proxies (he has no interest in anything except his next meal). Auril uses frost giants and winter wolves to deliver her cold commands, and Talos prefers to grant (temporary) power to his human petitioners.

The Queen of Air and Darkness's proxies are the undead who have fallen under her control, and evil faerie creatures (quicklings and spriggans). They're dri-

ven by the commands of the Queen and aren't really free-willed; they'll only be encountered on some mission that involves the corruption and destruction of the Seelie Court.

THE PETITIONERS

Despite the fact that most of the petitioners on this plane follow different powers, they all share a few common characteristics. Knowing these things can sometimes mean the difference between life or death for outsiders who travel through Pandemonium.

Two of these generalizations have already been mentioned. First, Pandemonium's petitioners all show some sign of madness from the plane's infernal howling. It's almost never something serious enough to keep them from conducting business, but it's almost always distracting and inconvenient to anyone dealing with them.

Second, Pandemonium's petitioners are all invisible to infravision. To normal vision, they look perfectly concrete, and they're solid enough to touch. But they don't give off any body heat, so they blend right in against the walls of the plane. Some sages claim this is "protective coloration," to make them safe from tanar'ri raiders, or otherwise they'd be captured and pressed into service in the Blood War. Whatever the reason, it can be incredibly inconvenient for travelers relying upon infravision.

Apparently, the petitioners can "see" just fine in the dark on their plane. They seem to have some sense akin to a bat's radar, so they can travel about perfectly well without light. (With this sense, they can "see" up to 120 feet even in pitch blackness.) They do have regular eyes, of course, and can see in normal light as well, if it's available. This doesn't seem to prevent them from using their radar sense at the same time. But the windiest places limit their radar a bit, cutting down the range (to a minimum of 30 feet).

In addition to the previous two generalizations, Pandemonium's petitioners share another thing in common: They're physically adapted to the wind. They're all thin and bony – almost skeletal, in fact – with sharp, angular features and smooth, hairless skin, and they wear next to no clothing at all. This all means that the wind slides over them without finding much purchase, so they aren't blown about as much as "foreigners" are. Also, their feet are overly large, with long, clawed toes and a heel claw, and their fingers are unnaturally long and clawed as well, allowing them good grip on the plane's rocky walls. Consequently, while other beings are being lifted and tossed about by a sudden gale, Pandemonium's petitioners are able to clutch at a rock outcropping and let the wind wash over them.

Because the petitioners on this plane are used to dealing with a maddening environment, they are



immune to spells that cause any sort of madness or insanity (such as *delude*, *Tasha's uncontrollable hideous laughter*, *confusion*, *chaos*, *feeblemind*, and *Otto's irresistible dance*). They also receive a saving throw versus spell to resist any *ESP* directed at them.

THE BANISHED

There's another class of denizens on Pandemonium that few primes have ever heard of (but what can a cutter expect from a prime, except ignorance). Sigil's scholars call this class the Banished. Despite the name, however, these dwellers aren't really a unified group, any more than a city's impoverished beggars are. Rather, "the Banished" is just a convenient term for lumping together all of Pandemonium's diverse little clumps of habitation that don't fit one of the classifications above. The term was chosen because so many of the berks on the plane are here because they (or an ancestor of theirs) offended somebody with the power to transport them to Pandemonium and leave them here.

Most of the Banished are goblinoid clans of one sort or another, because these races are prolific and at least somewhat used to underground living. But there are clans of other races, as well, including many drow and duergar, and even a few gnomes and halflings. There's a few ragged bands of humans, as well. But there are also scattered examples of just about all other intelligent races dwelling in one niche or another on the plane, as well as a number of dispossessed tanar'ri, undead lords, and other foul creatures.



THE BLEAK CABAL

There's usually quite a few members of the Bleak Cabal hanging about Pandemonium at any particular time. The Bleakers say they feel a real affinity for Pandemonium. That's reason enough for most cutters to assume they're deranged. But the Cabal claims that the madness Pandemonium brings is the path to understanding. Existence is madness, the Bleakers say; there's no meaning to it other than what a soul finds inside himself. Pandemonium's noise makes a basher face that fact. Once its work is done, a berk has been touched by madness, come out the other side, and realizes that there are still things he wants to accomplish. And those individual desires to accomplish something are the only meaning there is to existence.

OTHER ENCOUNTERS

There's lots of other things that a careless berk can encounter on this plane. They include such beings as tanar'ri who are passing through, rutterkin, slaadi on their way someplace else, gehreleths, yugoloth mercenaries, baatezu straying far from home (probably on a sabotage mission), larvae who've stumbled through a portal from the Abyss (and like it here), night hags, githzerai merchants from Limbo, nightmares, galltrits and gremlins, and perhaps even a maelephant or two guarding some tanar'ri lord's secret arsenal, just to name a few.

PANDEMOMIUM'S ◆ LAYERS ◆

Pandemonium's divided into four layers: Pandesmos, Cocytus, Phlegethon, and Agathion. Despite the fact that all four basically consist of dark, windy, subterranean passages, they're distinctive enough for even an addle-cove to tell them apart easily.

◆ PANDESMOS ◆

Pandesmos is the first layer of Pandemonium, so it's naturally the most traveled of the four (though that's still not saying much). It's also marginally the least inhospitable. It has the largest caverns overall, and the calmest winds – which is to say, generally less than a major gale. Consequently, it's the most populated of the three layers. This is where most of Pandemonium's powers hang out, and it's where most travelers from the neighboring planes are encountered.

Most of Pandesmos is howling wasteland, but there are scattered spots of habitation. These range in size from areas as large as snow-covered wastes of Loki's realm to ones as small as a single hermit's hovel, with an occasional town or citadel in the mid-range.

THE MADHOUSE (Town)

CHARACTER. Members of the Bleak Cabal maintain this sprawling citadel deep in Pandesmos to serve as a way-station for travelers. Originally it was just a walled inn that the Bleakers didn't even bother to name. But some wiseacre visitor dubbed it "The Madhouse" after getting lost in one of the place's rambling wings. As the site grew from inn to citadel, the name caught on among adventurers. The Bleakers, in their typically careless and utilitarian way, let it stick. In fact, there've long been weathered signposts at the citadel's gates, making the name official.

RULER. Maris Warrow (Pr/♀ d/P(sp)12/BC/CN; madness: paranoia), Matron of the Inn. Warrow has been Matron of the Inn (and therefore Lady of the citadel) for a half dozen decades now, ever since her first trip to see the "glorious madness" of Pandemonium. When she first came across the Madhouse, the place was in terrible disarray. The Inn's old Master had wandered off on a "temporary" trip nearly two years before, and hadn't come back. In his absence, the Staff (town ministers) fell to bickering about how things should be done – and as a result, nothing was. Warrow showed up, saw a need, started giving orders like she owned the place, and people got back to work. By the time they realized that she hadn't been sent officially by the factol in Sigil, they'd already gotten used to obeying her. She's been Matron ever since. Some of the Staff like to joke about what'll happen "when the Master gets back," but Warrow doesn't find it at all amusing.

BEHIND THE THRONE. A basher has to understand that because the Bleakers don't see any ultimate meaning in existence, they don't get into vicious power struggles within their own clan (though they'll compete with other factions). But that doesn't mean that they never have any differences of opinion.

For example, Jax Bleskril (Pl/♂ tf/F11/BC/N; madness: severe stuttering) has been Purser at the Inn since before Maris Warrow showed up, and he's been banging heads with her regularly ever since. Given the Madhouse's dangerous location in the heart of a Lower Plane, Bleskril devotes a good portion of the town's income to maintaining the defenses, money that Warrow would often rather spend on more aesthetic projects. Usually, Bleskril gets his way, simply because Warrow isn't willing to devote the energy to changing this stubborn cutter's mind.

DESCRIPTION. The Madhouse started out as a single unnamed inn with a walled yard, in a tunnel roughly half a mile in diameter. The inn itself had stone walls, more to keep Pandemonium's noise outside than for physical protection. The yard served for general storage; no dogs, pigs, or chickens here! The inn served as a meeting place for travelers through the plane, and a temporary shelter against the plane's howling. Soon it began to draw petitioners with ore or gems to trade for outside goods.

Over the years, innumerable wings were added to the inn, until even its servants sometimes got lost among them. Soon other buildings began to collect in the area, with no real rhyme or reason other than that they centered around the original inn and catered to its needs. The inn itself became increasingly a sort of city hall. As the number of buildings grew, the settlement became a target of raids from neighboring planes. The locals chipped in to build another wall around the



TRUST ME.
HOWL ALONG WITH
THE REST.
YOU'LL FEEL
BETTER FOR IT.

— MARIS WARROW

entire complex. The first citadel was born, with the Inn officially established as the site of government. More years passed, more buildings collected haphazardly around the edges, another wall was added, and so on, until finally the emerging town stretched entirely around the circumference of the tunnel and met itself on the other side. Consequently, a cutter can't walk the length of the tunnel without entering the town and walking its winding, windy maze of streets.

Those streets are full of people, since not all of the town's residents dwell indoors. Those that have the jink have themselves a kip, for certain. Able laborers work for room and board at one business or another. But there's a lot of sods, usually petitioners more mad than most, who don't own a blamed thing and spend their time wandering the streets, looking for a handout. They can make a visitor feel downright uncomfortable, what with their twitching, and yowling, and other mad behavior.

MILITIA. The Madhouse is hardly a model of order. The only reasons it has a working "central government" is because 1) it's small enough for the Matron to keep track of, 2) she doesn't give too many orders, and 3) none of the locals are terribly interested in challenging her rule.

It shouldn't come as any surprise, then, that the local security forces are far from "spit and polish." Basically, they consist of roughly a dozen bouncers (the number changes from time to time, according to need) led by Head Bouncer (guard captain) Silas Malmanning (Pr/ðh/F7/T8/Fa/CN; madness: claws his forearms bloody). This group acts as police for the town. When a larger force is necessary, Malmanning can deputize anybody he wants — including visitors — just as long as he can justify things to Matron Warrow after the emergency is over.

SERVICES. There's always lots of stuff for sale in the Madhouse, just not always what a cutter wants. See, the Madhouse is sort of like one big caravanserai. Beings come from all around to trade here, but there aren't any natural resources to speak of, nor any craftsmen to make a thing to order. What's more, the market's constantly changing here. Merchants come in, decide they can't stand the noise and leave; buyers wander through with no rhyme or reason; and petitioners amble in with some unusual gem or item they found out in the tunnels, and suddenly prices go crazy as everyone clamors for the find. The result is that what's for sale and what's being sought is constantly changing, and prices vary wildly. So a cutter might come one day and find bargains galore on magical swords, but no travel rations at all, then come again a week later to find a sale on lanterns, but not a drop of oil for them.

Finding a place to stay can be as chaotic. Businesses tend to change hands and change functions at a moment's notice, which means that the inn a cutter

stayed at last trip might now be a warehouse. Worse yet, a basher might show up in town one time and find a surplus of inns and rooming houses, book a room for a week at a pittance, then come back two days later to learn that a sudden influx of visitors has them all packed to the rafters and some berk wants to duel her for the room she booked in advance. The rules change constantly. But regular visitors to the town know the most dependable places and can usually get preferential treatment, if they've been careful to cultivate a solid local contact, or if they've a reputation for being particularly dangerous when disappointed (after all, this is a slightly evil-tinged plane). Very well-known cutters might even get put up in one of the rambling wings of the Inn, as guests of the Matron.

LOCAL NEWS. Rumor is that some berk's come to town from Cocytus (see below) with an artifact that supposedly can summon back that layer's lost gods. Normally that would seem extremely farfetched. And even if it were true, this far out on the Chaos side of things, no one worries too much about the universal repercussions that could have — after all, life is change. But there've been a lot of lawful types visiting the town lately, asking about the rumor, like they're scared it might be true. And what with their incredulity at the Madhouse's freedom of spirit (chaotic nature) and their constant preaching of order, tensions are rising. Likely as not, there'll be a rail party for these berks before much longer. Malmanning is hiring extra Bouncers to protect the Inn should things get out of hand.

WINTER'S HALL (Realm)

CHARACTER. Wait and gather strength, and your day will come. Trickery and treachery is fair play. Nurse your bitterness, and drown your hate. That which does not kill you makes you strong. The eternal winter is coming.

POWER. Loki (LL). Loki is as fickle in his hidden realm as elsewhere, and though (like all the Norse) he enjoys human company, he doesn't care for it here. He retreats to Winter's Hall only when he has offended his fellow powers in Asgard, so he's never in good spirits

when he gets here. The realm's perpetual snow is the most obvious sign of this; its cycle of half-mad feasts followed by surly, grumbling recoveries is another.

DESCRIPTION. Winter's Hall is a snowy, blizzard-ridden region of Pandemonium, with visibility limited to a few feet. Most of the realm's snow never rests; it's constantly whipped up by the winds, coating the hills and even the creatures of the realm in a more or less uniform layer of ice.

The howls of the realm's wolf packs are torn away by the wind, so a basher never even knows he's being run down until the pack's on him. Packs vary from normal wolves to worgs to berserk lycanthropes.

The hall itself is a rough wooden building, long, high, and sooty from the smoky hearths. Its walls are lined with sleeping alcoves, and the center is a double row of scarred tables. Weapons are propped up against the hall's many pillars. A large root of the World Ash Yggdrasil reaches into Pandemonium here, forming the center supporting beam of the roof of Winter's Hall.

PRINCIPAL TOWNS. Like Ysgard, this realm has no towns. There's only a single great hall of rough timbers – a gathering place for warriors and their alecups, with hounds and winter wolves underfoot. If there's a feast in progress, the giants are drinking barrels of stolen mead and kicking the dogs. Slow or sloppy servants are forced to dance in the fireplace until their boots, leggings, or tunics catch fire. If they're not feasting, the warriors are boasting about their past achievements, snoring, or out hunting with the hounds.





SPECIAL CONDITIONS. Anyone who comes here better have a grievance against the Norse, or be able to tell convincing lies. Anyone who doesn't fit either category is immediately branded a spy for the Aesir. Spies are good for playing games with: games like pin-the-pike-through-the-Clueless, hearth-fire dancing, boulder bowling, and crack-the-armor. The giants sometimes make exceptions for amusing skalds or bards.

'Course, the giants only question those that they catch. The nature of Loki's realm increases all rogue abilities by +10% for every bard or thief. Loki's a trickster himself, so anyone who can give his giants the slip deserves his freedom; anything stolen from this realm is fairly taken. Failure draws immediate attention, though, and if a basher can't give 'em the laugh he'd better have a whopping tale to save himself.

All wolves, dogs, and canine monsters entering the hall become the servants of the Mistress of the Hunt (see below). These creatures don't want to leave the realm and are charmed to obey the giants of Winter's Hall, hunting, sleeping, and fighting beneath the feast hall tables.

PRINCIPAL NONPLAYER CHARACTERS. The jarl who leads the giants is Starkad the Gnawer, a half-mad cloud giant who claims to be Loki's appointed proxy when his god's away (Px/♂ cloud giant/CN; madness: suffers fits of uncontrollable singing). Starkad enjoys brawling, hunting, and wenching much more than making decisions, so he is a mediocre ruler at best.

Ingrid the Serpent-Tongue, the Mistress of the Hunt, is the real power in the hall, a giantess able to make giantish warriors quake at her approach (M/♀ frost giant/CE; madness: always paces). She enjoys great prestige in the Hall, since she leads most of its hunts and gathers much of its food. Anyone attacking her is torn down by the hounds; she defends herself only if every wolf and dog is dead.

The leader of the wolfpack is White Fang, an albino yeth hound (M/♂ yeth hound/N; madness: always chewing something), tough on the outside but softhearted within. He doesn't speak any human tongue, but gladly talks to druids, rangers, and others who can understand the animal languages.

Some of the realm's petitioners are Loki's followers, but the most tormented are all unwilling visitors to Pandemonium, captured by the giants during raids from Jotunheim into Asgard, Vanaheim, or Nidavellir. There are about twice as many humans as elves and dwarves, but the three races get along reasonably well, bonded by their hatred of the giants.

SERVICES. Loki's servants are always willing to hire out for gold and glory, or just for the joy of leaving Pandemonium for a while. They're loyal as long as they're well treated. Other services are limited to rough food and rougher entertainment.

◆ COCYTUS ◆

The second layer of Pandemonium is often called the "layer of lamentation." That's because the whole blamed layer sounds like a wailing session of the most mournful bunch of funeral attendees a basher could imagine. It's enough to put a prize banshee to shame.

But this caterwauling isn't the result of mourners; it's just the bleeding wind. The wind here is shriller than in Pandesmos, and the tunnels on this layer tend to be smaller and twistier, as well. As a matter of fact, they seem to've been carved intentionally, just to make the winds wail this way. The entire layer bears the marks of having been hand chiseled at some time in the far distant past. It would've been long enough ago that over the ages the wind has smoothed them a bit, and that whoever dug them has long been forgotten. Not even the Guvnors seem to know who did it (though they're apt to nod sagely, like they do, and then change the subject, to cover their ignorance). Likely it was some poor sod of a power who hung around in Pandemonium too long and went blinking crazy, then lost all its worshipers and is now rotting away in the Astral Plane somewhere, forgotten.

On the other hand, the nature of the layer's given rise to some unique sites, like the Howler's Crag and the Harmonica (described in *The Travelogue*).

Almost nobody comes to this layer. It's just too utterly depressing. That makes it a good backwater for desperados to hide out in, if they can stand the blinking noise. And there's rumors of wondrous hidden treasures left behind by the tunnels' creators, if a basher could only find them.

HOWLER'S CRAG (Site)

HEARSAY. From Howler's Crag a cutter can talk to anyone in Pandemonium, living or dead, mad or sane. What's more, if a cutter standing on top of Howler's Crag can shout, howl, or scream the name of her home in Sigil loudly enough to drown out the noise of the wind, the Crag transports her there. It's one of the easiest portals, and one of the few out of Pandemonium.

The Crag's built on the grave of a power whose followers once ruled the planes, a power of travelers, portals, and planewalkers. The power was a phoenix, and the chant goes that it and its followers were not immortal, but controlled the secrets of reincarnation. The other powers grew so jealous of this nameless one that they cast it into Pandemonium, and destroyed its



followers and petitioners. When it died it became the Crag, and the remnants of its divine spark give the stone its magic.

Cutters say that the Crag attracts barmies, werebeasts, and outlaws the way honey attracts flies. Sure, anyone's a bit touched in Pandemonium, but something about the Crag brings the dangerous ones from all over the realm. Shouters are the most common, but years ago an order of mystics called the Brotherhood of the Phoenix took up residence in a series of burrows. Some stories say that the Brotherhood has long since died out, but others say that they remain at the Crag, digging below it to recover their power's body.

DESCRIPTION. Howler's Crag is a jagged spike of stones standing in the center of Cocytus, the second layer of Pandemonium. These plains lie at the center of an immense cavern, and the Crag itself is a form of message service between the various points of Pandemonium.

The Crag itself don't look like much. It's a jumbled pile of stones, boulders, and carved portions, as if a giant's palace had collapsed in on itself. The Crag's top is a mostly level platform about eight feet in diameter, with a low wall surrounding it.

The lower reaches of the Crag are riddled with small burrows, some of them connected. Each cell contains a single hard stone bench, three small niches or shelves, and a small altar. Many of the cell walls are completely covered with alphabets, strange psalms and liturgies, and strings of numerals. Most of these are indecipherable, and the rest seem related to the phoenix-god that the mystics worshiped.

The tip of the Crag constantly glows with a bluish *faerie fire*, making anyone standing here a prime target for enemies nearby. There's been reports from time to time of bandits that trap their victims at the top of the Crag and then demand large ransoms to let them come down safely. Some say that these bandits are the renegade mystics that once controlled the Crag and that they have somehow turned to evil. Everyone in Pandemonium claims that the mystics have been deaders for years; any that might suspect otherwise have kept their bone-boxes shut.

The real chant's that the Crag don't teleport a sod, no matter how loud she yells. The dark's that anything yelled at the top of a basher's lungs from Howler's Crag is heard by the intended recipient, no matter where that recipient is in the multiverse (and a basher can only yell to one body at a time). 'Course, most berks ignore what they hear on the wind, for fear of going barmy, and sometimes messages go to the wrong place, almost as if mephits, imps, and quasits were in charge of a messenger service. So it ain't dependable; not much in Pandemonium is.

SPECIAL FEATURES. There's few spots on Cocytus where a rich cutter can buy a thick cloak and a cup of brandy to ward off the chill of the winds of Pandemonium. Near the Crag there's only one, but it's an excellent one. The inn's called the Laughing Mug, and it's a rare oasis against the wind and the cold, a bit strange but comfortable.

The chambers of the inn itself were painstakingly carved into the stone ground of the layer, underground and secure against the wind. The stairs down are marked by a single bright yellow lantern, and the rusty iron door at the bottom can be secured with heavy bolts in times of danger.

The innkeep's name is Fat Worold, though he's thin as a needle (Pl/ðh/F3/BC/CN; madness: always talks in questions), and he bites every coin for fear of forgers. Fat Worold claims to know a trick to make the air spirits of the Crag obey a cutter, but he doesn't sell it cheap. Take a fat purse.

The only other shelter at Howler's Crag is within the Crag itself. These're little more than shallow stone cells with a single entrance, scant shelter from the eternal winds. Fat Worold tries to warn travelers away from them, since rumors say that the mystics' ghosts sometimes appear there. Others say that the mystics live on in secret caverns and tunnels hidden beneath the Crag, and that Fat Worold is their link to the outside.



HRUGGEKOLOHK (Realm)

CHARACTER. As realms go, this's a tiny one. Hidden away on this layer of Pandemonium, it doesn't draw much attention. That gives it the seclusion necessary for the hideaway of a bugbear god.

POWER. Hruggek (MM). Hruggek's the primary god of the bugbears, but that doesn't mean he rules their pantheon. The bugbear gods all tend to be suspicious and solitary, prizing caution and sneak attacks over direct confrontation – Hruggek as much as any of the others. That's one of the reasons he chose this backwater region of the Outer Planes for his home. This isn't to say Hruggek's a coward, though. As bugbear gods go, he's a real fighter. It's just that he prefers sudden, savage skirmishes to mass battles.

DESCRIPTION. Hruggekolohk is set in an unusually honeycombed area of Cocytus, and one with an abnormally large number of standing pools. Through some secret of Hruggek's, these pools are magically heated from within, allowing various sorts of pallid, grublike life to grow in them. The bugbear villages are settled

around the banks of these pools, and the petitioners hunt the various creatures that swim in the pools or that crawl out of them into the surrounding tunnels.

Deep within the center of the realm lies Hruggek's grotto, separated by quite a distance from the petitioners' villages. It's a foul cavern filled with the moldering bones of Hruggek's victims, and ringed with the severed heads of his conquered enemies. Again, through some magical secret known only to Hruggek, these heads are cursed to howl perpetually with pleas for mercy and praises of Hruggek's might. The heads are of many different races, and they're said to have great powers that Hruggek can wield against other members of their race. How Hruggek endowed the heads with this power is a mystery, as he's not that powerful a god in the overall scheme of things. Most likely, both this and the heated pools are simply things Hruggek found hidden on this layer, remnants of the magic of the ancient gods who carved its tunnels at the dawn of time.

PRINCIPAL TOWNS. As a realm of bugbears, Hruggekolohk doesn't have towns as humans think of them. Instead, it's a collection of bugbear petitioner "villages" all in the general vicinity of the cavern Hruggek occupies.

SPECIAL CONDITIONS. As far as this realm's petitioners are concerned, any non-bugbear who comes here is either a potential slave or potential meat. As a matter of fact, even bugbears who make it here had better demonstrate that they worship Hruggek above all others, or they'll end up in the stewpot as well, as spies of other gods.

In order to catch such interlopers, the locals have set all sorts of traps (primitive deadfalls, pits, and ambushes) around the realm. Cutters who intend to pass through this realm should be warned beforehand that the hand-carved stone of the layer makes these modified areas unusually hard to spot (-20% chance to find traps, +2 to surprise rolls for ambushes).

PRINCIPAL NONPLAYER CHARACTERS. The chieftain of the largest village in the realm is a crafty old bugbear petitioner named Stinking Glahk. He's been known to sell safe passage through the realm to parties of adventurers. He's also been known to lead those same parties into traps.

SERVICES. Sometimes a handful of the bugbear petitioners of Hruggekolohk hire out as warriors – usually to other evil races – for a raid on an adjacent layer or plane. That's about the only thing that could be considered a service available from the realm. 'Course, there's always an addle-coved adventurer or two who comes to the realm looking for lost treasures of the ancient gods.



◆ PHLEGETHON ◆

Phlegethon, the third layer of Pandemonium, is a place of deep darkness and dripping water. It's not just dark like the rest of the plane – it's really, really *dark*, and a heck of a lot colder than elsewhere. How's that possible? Well, the tunnel walls here absorb light and heat radiation, which means lanterns and such only shine half as far, and infravision is completely out of the question. Strangely enough, the rock doesn't feel terribly cold to the touch; it doesn't leach all warmth, just radiated heat. Most primes – hailing as they do from a much more mundane place than the Outer Planes – find this completely mystifying. They don't recognize that there's a difference between radiated heat and contact heat. A cutter might as well just tell them it's magic, since they'll buy that explanation for just about everything.

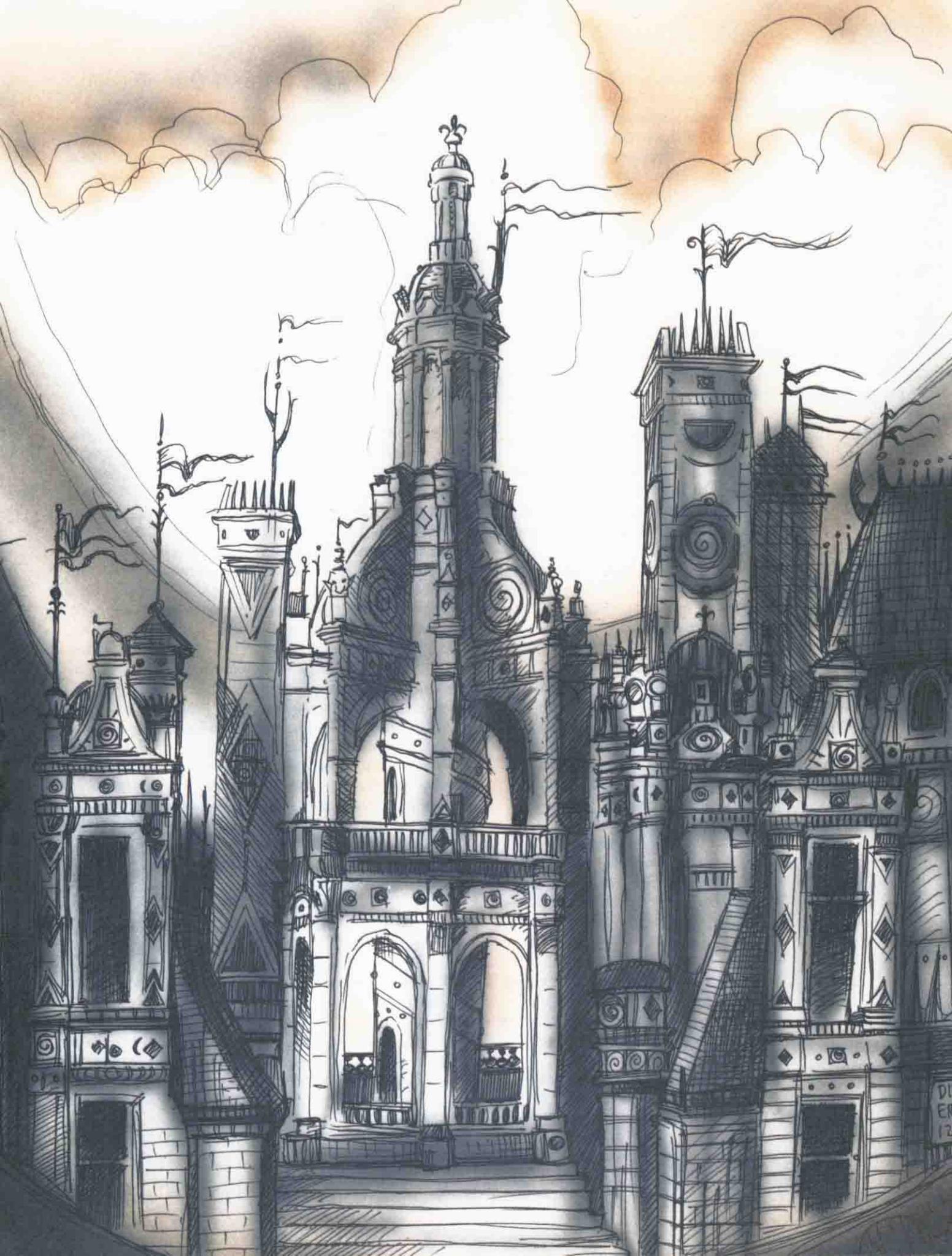
Another surprise on this layer is that gravity is oriented in only one direction. That and the dripping water gives rise to great limestone columns, stupendous stalactites and stalagmites, and incredible curtains of rock in magnificent striations of color. (Of course, what with it being dark here all the time, and with the background rock absorbing half of any light that's brought here, a berk has to stand a bit closer than usual to see that color.)

Despite its tinge of evil, then, Phlegethon's a fair spot for sightseeing. The only real problem's that somewhere within the endless caverns, the faerie Queen of Air and Darkness keeps her realm, the Unseelie Court. And that's certainly not a place a cutter wants to stumble onto. Other than that, Phlegethon's reportedly home to some incredibly ferocious critters. There's been tales told of blind, albino cave wolves big as buffalo, giant crayfish, and monstrous slimes and puddings. There's even reports of dragon lairs so huge they'd put most Prime Material dragons to shame. 'Course, some of this may be just so much empty talk, but there *have* been some exceedingly large hauls of treasure and some exceptionally precious items carried out of this layer in the past.

WINDGLUM (Town)

CHARACTER. If any town in existence can be said to have a chip on its shoulder, Windglum's it. Its founders were sods who had been banished to this plane, and because of that their descendants have a dim view toward all outsiders.

RULER. Lord Wilfin Strabile (Pl/♂tf/B11/Di/CN; madness: faints without warning). Like most of the barmies in Windglum, Strabile belongs to a family that's been here for generations. But unlike most others, he actually left the plane for a time and even walked the Prime Material. While there, he made the mistake of singing a bawdy song about a particularly vain sorceress. Shortly



thereafter he found himself transported to Pandemonium once again. The sorceress had no idea that she was sending him back to his native plane, but to Strabile, it was an omen, if a bitter one. He returned to Windglum, led a popular revolt to gain its throne, and began devoting his efforts toward making it a city that would rival Sigil in its significance to the planes. Everyone but the Windglummers knows that's a totally ridiculous idea. But Strabile just chalks up their criticisms to sour grapes.

BEHIND THE THRONE. Strabile is a popular enough personality to draw the chaotic population of Windglum together, but he doesn't have enough grasp of the politics and economics necessary to run it. Fortunately for Windglum, there's another local who does, and who doesn't mind remaining out of the spotlight. That individual is Strabile's chief councilor, Temet Rillander (Pl/ðb/R9/Du/CG; madness: grinds teeth, shouts "eeYAGH!" a lot). As a Dustman, Rillander's a bit on the gloomy side, but he always strives to make life (remember, he'd say death) better for those he meets. Windglum gives him a great place to do that in. Here he's surrounded by the needy, and he knows just how to put a word in the right ear to make those needs met. Of course, he's still a Windglummer, which means he's suspicious of outsiders, but he's about the most likely person in town to give visitors a chance to prove themselves.

DESCRIPTION. Despite the chaotic nature of its mixed bag of inhabitants, Windglum shows the evidence of some order. It lies within one of the largest caverns on the plane, one several miles in length and nearly as wide, with enormous natural columns to hold up the ceiling. The cavern is always ablaze with light, provided by hundreds of magical globes created when the town was young. At the center of the town stands the Citadel of Lords, home to the ruling family and center of government. From that point, streets radiate outward at even intervals, with cross streets winding between them as dictated by the natural rises and depressions of the cavern floor.

That's where the order stops, however. There's no apparent plan to what buildings stand where among which streets. Each family just builds where and how it sees fit. Consequently, there's hovels standing next to

mansions, bathhouses next to abattoirs, temples next to gambling houses, and even buildings that straddle streets. (By royal decree, no existing street road may be blocked off or diverted.) Most of the wealthier buildings are surrounded by a hefty wall, however, both to provide security and to block the views of their squalid neighbors.

Windglum's cavern provides the town with some natural security. It has five openings into the rest of the layer, and all are small enough to be easily defensible. Each is closed by a strong gate, but the gates and gatehouses are entirely different in each case, having been built and staffed by separate families. The large size of Windglum's cavern and the relatively small size of its gateways combine to make this one of the calmer, quieter locations on the entire plane of Pandemonium.

Windglum is also a very diverse populated town, nearly as much so as Sigil, though there are fewer races from the lawful side of the Great Road. But the locals don't typically think of their citizenry as different races. Rather, they think in terms of families. When the town was originally established, each person brought a particular skill to be used for the common good, as necessity demanded. As time progressed, these services came to be associated with the person's family and descendants. Even though it's no longer that way of necessity, the Windglummers are so used to the system that they'd be hard pressed to understand another.

Probably the most unifying thing about Windglummers is their attitude toward outsiders. As banished folk, Windglummers feel that the rest of the universe looks down upon them. (They do have a point there.) Consequently, they're determined to show up all outsiders as fools. Because of this, visitors to the town tend to feel they're being given the cold shoulder (and they are). Conversations stop when they enter an inn, locals glower suspiciously at them on the street, they're charged unreasonably high prices for services, and every coin they offer is weighed and inspected to make sure it's not counterfeit or shaved. In short, they're treated as unwelcome guests — or worse, as invaders.

Because Strabile has been out among the other planes of existence, and because he wants to draw more attention and trade to the town, he's constantly preaching tolerance to the townspeople and launching new programs to encourage merchants to come. But privately he's as snarly as anyone else here around outsiders.

MILITIA. Given its paranoia toward the outside world, Windglum maintains a very large contingent of guards at each city gate. These guards double as an internal police force, though they're seldom called for. The locals like to settle their own disagreements, and usually do so with little bloodshed. Visitors to

WHAT ARE YOU
COMPLAINING ABOUT?
NOBODY ASKED YOU
+ COME HERE!

— WINDGLUMMER
+ A
PLANAR
TRAVELER



town are often followed by a guardsman or two for the first few days they're here, to ensure that they treat the locals with respect.

Besides the gate guards, every adult in town is required to demonstrate proficiency with the weapon of their choice once a year. That makes this town a tough nut for invaders to crack.

SERVICES.

A cutter can buy just about any necessity here, though the prices are a bit high. Keep in mind, however, that a weapon purchase by outsiders – even a tiny bodkin – gets reported to the city guard, and they'll follow the buyers for the next few days, to make sure they don't get into trouble.

The Scaly Dog inn is worth mentioning here (it's described further in *The Travelogue*). Visitors to town are often directed to it (usually in a commanding tone), as it caters specifically to outsiders. The landlord is Hagus Gimcrack (Pr/♂g/F9/FL/CG; madness: pants and howls), a recent addition to the Banished. Having been sent here by an angry mage, Gimcrack's been welcomed into the town with open arms, but he's a recent enough arrival to still be accepting of outsiders. He has reasonable prices and is free with advice to newcomers. What's more, his place is a common meeting spot for adventurers, so there are usually berks here for hire.

LOCAL NEWS. It's reported that there's a pair of wind-mad giant trolls wandering about in caverns not too far from town. Apparently some blasted prime wizard decided this would be a good place for them, in a typically ignorant prime way. Of more interest is a sighting of a white dragon about 50 feet long. That means there's sure to be a lair not too far away, if a basher's brave enough to look for it.

UNSEELIE COURT

(Realm)

CHARACTER. The Unseelie Court's the antithesis of everything normally thought of the faeries of the Seelie Court. Whereas the Seelie Court is filled with laughter, friendship, and loveliness, the Unseelie realm is filled with hatred, enslavement, and death.

POWER. The Queen of Air and Darkness (MM). According to faerie legend, this dark goddess is the sister of Titania, queen of the Seelie Court. Long ago this sister was corrupted to utter evil by a mystical Black Diamond. Now she hungers, more than anything else, to spread that corruption throughout faeriekind. Those she has

lured or enslaved into her realm – whether living faerie or petitioner – are tormented to work faithfully to spread her evil. In turn, they heap abuse upon her menial undead servants, whose presence in the Unseelie Court is itself further evidence of the dark queen's corruption.

DESCRIPTION. Deep within Phlegethon and far from any usual routes of travel, the Unseelie Court is centered within an immense cavern hundreds of feet high and filled with stupendous stalactites and stalagmites of blackest stone. The center of this cavern is dominated by a single mountainous stalagmite, atop which sits the black onyx throne of the Queen of Air and Darkness. Resting on this throne is the ten-faceted Black Diamond, the gem which legend says corrupted the sister of Titania and set her on a course to destroy the Seelie Court. The Queen of Air and Darkness no longer manifests herself in a physical body. Rather, her presence fills the entire cavern, but it emanates from a cloud of blackness that hovers about the gem and throne, flickering with continual lightnings that reflect from a myriad flecks of crystal in the cavern's walls and columns.

All around the central stalagmite, undead and petitioners toil away at their appointed tasks. Some minister to corrupt faeries recently returned from missions for the queen. Some provision agents soon to leave. Others work to create new items of magic to confound the queen's enemies. More than one lich has fallen prey to the dark queen and found its wizardly powers enslaved to the evil faerie queen's will.

Yeth hounds and hell hounds are favorite servants of the Queen of Air and Darkness, and scores of them prowl the outlying areas of her realm, hunting for intruders. Especially faithful faerie agents are sometimes awarded one or more of the evil beasts to aid them in their missions.

PRINCIPAL TOWNS. There are no towns or settlements within this realm. Its dark queen prefers to keep all her subjects near her throne when they aren't afield specifically on her missions. And other than those assignments, they have no truck with humans the way that some faeries of the Seelie Court do, so there's no settlements of other races nearby. In other words, the Unseelie Court isn't a fellowship or culture, but rather a collection of beings in bondage to one evil mind.

SPECIAL CONDITIONS. There's only one driving force in this realm, and that's bringing the Seelie Court and all its subjects under the sway of the dark queen's corruption. No other business is done; no other thoughts are condoned. Sods who stumble into this realm are summarily judged. If they seem a potentially useful tool against the Seelie Court, the Queen of Air and Darkness enslaves their wills and adds them to her army of agents. If they prove unfit or intractable, they are

destroyed – or worse, saved for use in some foul magical experiment.

PRINCIPAL NONPLAYER CHARACTERS. There's no sense talking about major personalities in this realm. A cutter can't come here expecting to meet with anyone but the queen, and she's got nothing on her mind but her own ends. Only the suicidal would even consider making the trip.

SERVICES. Yeah, right. Any leatherheaded berk who hasn't got the idea by now that the Unseelie Court has got nothing but pain and degradation to give a visitor deserves whatever he gets.

◆ AGATHION ◆

Agathion is the strangest and deadliest layer of Pandemonium. Rather than caverns and tunnels, it consists of isolated holes – basically immense bubbles – within endless rock.

Where barriers open into these bubbles from other layers, the wind that comes through creates cyclones capable of carrying away a quarter-ton creature. That can come as quite a surprise to a soul who steps through unprepared, and many's the sod who's lost his life as a result.

Bubbles without a barrier to another layer are utterly still. Roughly half of them are filled with stale air; the rest are

in vacuum. Obviously, without barriers leading to them, they're incredibly difficult to find, so they're sometimes used as vaults where powers hide away things they don't want stolen – like world-changing artifacts, or precious mementos – and things they don't want running loose, like particularly fearsome monsters. In fact, most of the time they'll stash a ferocious monster with their precious item, just to make sure it's doubly safe. Needless to say, only a bloody fool goes looking for such caches of the gods.





THE GLORIES OF YSGARD

Ysgard's a plane on an epic scale, with soaring mountains, deep fjords, and dark caverns that hide the secret forges of the dwarves. A biting wind always blows at a hero's back, and many of Ysgard's petitioners are heroes who've been slain in battle a thousand times. These petitioners don't call on proxies to help them in times of trouble, for they are martial, glory-seeking, and fully able to defeat primes and cocky planars who ignore Ysgard's code of honor.

From the freezing fjords and many scattered settlements to the sacred groves of Alfheim's elves, Ysgard's terrain is sparsely settled by petitioners and planars who want to triumph on their own.

If they fail, they'll do it on their own, too. When they band together, few bloods can stop them, but the proud Ysgardians only join forces in an emergency. Most Ysgardians are stubborn berks, and they consider charity an insult. Here's the chant: Ysgard is where anyone can make a name. A town's founded just by pulling longships up onto shore and turning the masts and ribs into long halls. In Ysgard, a basher can wrestle with the proxies – and even win. In a place where petitioners die each day and then get up for a hearty breakfast, anything is possible.

IT'S A **PERFEC+** DAY
+⊕ DIE —
JUST LIKE YES+ERDAY,
AND THE DAY BEFOR . . .

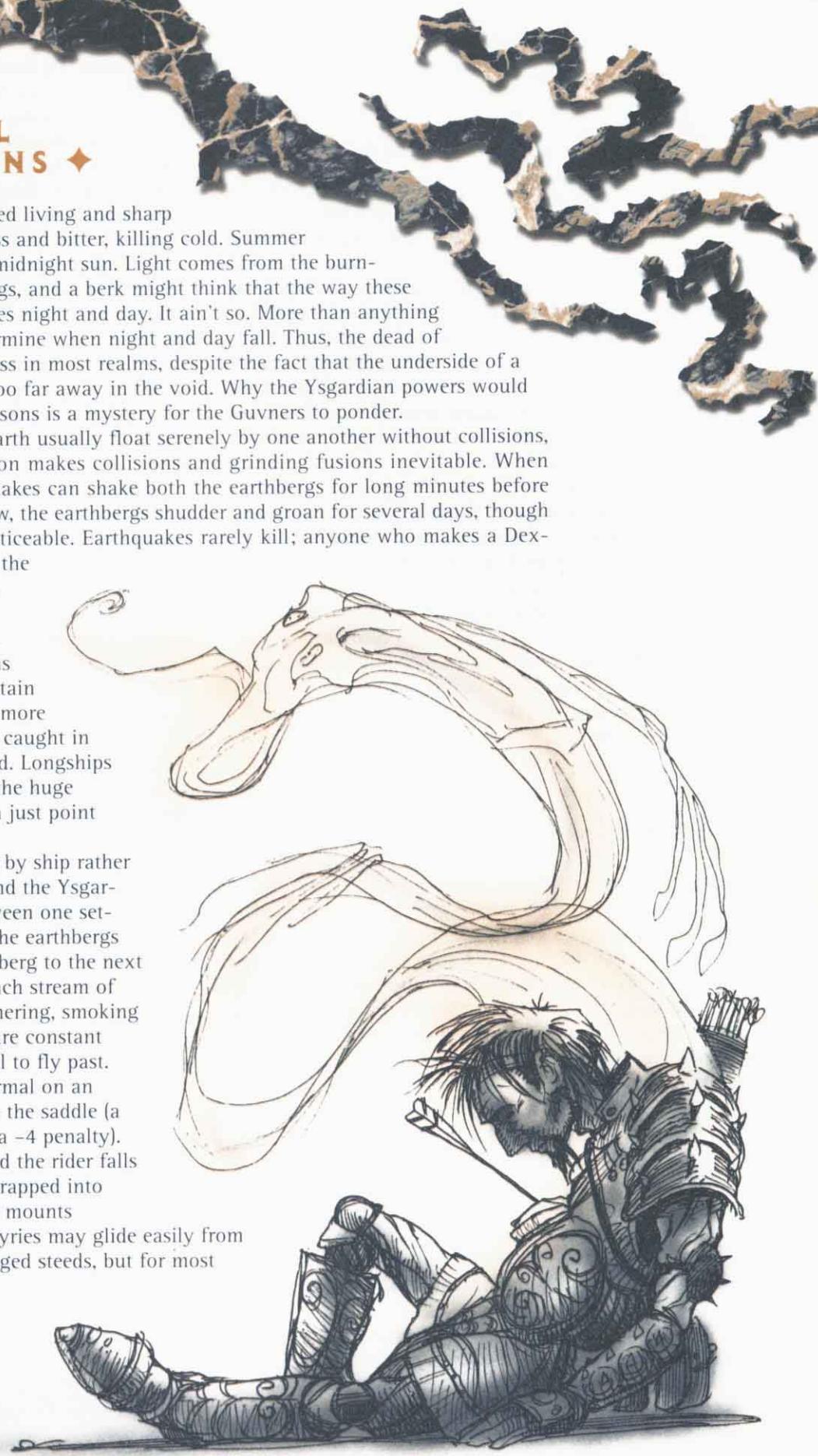
— **HRAFNUL +HE BOLD,**
YSGARDIAN
PETITIONER

◆ PHYSICAL CONDITIONS ◆

Ysgard is a plane of raw, unsheltered living and sharp seasons. Winter's a time of darkness and bitter, killing cold. Summer nights bring mild breezes and the midnight sun. Light comes from the burning underside of the great earthbergs, and a berk might think that the way these colossal rivers of earth rotate creates night and day. It ain't so. More than anything else, the whims of the powers determine when night and day fall. Thus, the dead of winter is a time of constant darkness in most realms, despite the fact that the underside of a burning earthberg may shine not too far away in the void. Why the Ysgardian powers would want to imitate a prime plane's seasons is a mystery for the Guvnors to ponder.

Ysgard's enormous rivers of earth usually float serenely by one another without collisions, but the earthbergs' ceaseless motion makes collisions and grinding fusions inevitable. When earthbergs collide, the resulting quakes can shake both the earthbergs for long minutes before they separate. If the collision is slow, the earthbergs shudder and groan for several days, though these slow collisions are hardly noticeable. Earthquakes rarely kill; anyone who makes a Dexterity check falls to the ground for the duration of the quake. Fortunately, Ysgard's wooden structures bend and flex to withstand most quakes. When they do fall, their light beams rarely trap or kill occupants. Mountain rockslides or avalanches are much more dangerous in quake time, and sods caught in one of them are almost never found. Longships at sea during a quake can survive the huge wave the quakes trigger if they can just point their bow into it.

The Ysgardians send messages by ship rather than the bumpy overland routes, and the Ysgardian longships travel not only between one settlement and another, but between the earthbergs themselves. Getting from one earthberg to the next is no mean trick. The fires below each stream of earth send a roiling cloud of shimmering, smoking air up at the edge. These thermals are constant dangers, and they require great skill to fly past. Successfully passing through a thermal on an aerial mount requires a firm seat in the saddle (a successful aerial riding check with a -4 penalty). Those who fail are pushed back, and the rider falls out of the saddle. Riders who are strapped into their saddles are pushed back, their mounts exhausted by the attempt. The valkyries may glide easily from earthberg to earthberg on their winged steeds, but for most sods it's not that simple.





YGGDRASIL

Ysgard's great highway is Yggdrasil, the World Ash, whose branches reach through

the worlds and planes to every place where the Norse gods are worshiped. One major branch of Yggdrasil reaches to Niflheim, the "Abode of Darkness." Niflheim is a cold and harsh realm, the second layer of the Gray Wastes. A monstrous dog named Garm guards the cavern Gniper, where Helvig, the long and troublesome road to Niflheim, begins. Garm serves his mistress Hel and no other, and, though he allows anyone into Niflheim, he allows no one out.

Other branches reach into the home of the Norns in the Outlands, into Loki's Winter's Hall in Pandemonium, into Arborea near the Gnarl in the realm of Arvandor, and into each of the spheres of the Prime plane where the Norse are worshiped. Within Ysgard, branches reach to Rowan's Hall (the headquarters of the Fated), near the Well of Mimir in Jotunheim, underground in Vanaheim near Smoke-top, and in dozens of other sites. Hundreds of the World Ash's lesser branches are hidden or private, and more branches are discovered all the time.

MAGICAL CONDITIONS

Though mages are rightly feared by the Ysgardians, magic isn't common on the battlefield. Perhaps tainted by its association by Loki (a knight of the cross-trade if ever there was one), magic and dweomercraft are thought of as a less honorable form of combat than the warrior's way. Most creatures of Ysgard consider it mere flash and trickery, the work of Loki and evil giants. No one but a barmy would underestimate its power, but few proudly claim themselves mages. A berk's far more likely to take pride in being a warrior or bard than a wizard, and in a place so concerned with glory and honor, no one wants to say his calling is less noble than his neighbor's.

The Norse deities take a more active interest in magic and the working of magical spells than most powers. Their influence extends not only to their priests and specific power keys, but to all magic on the plane.

ALTERATION. Spells that make a warrior stronger or faster all work as well as a mage could want; spells like *enlarge*, *jump*, *strength*, *fly*, *haste*, *polymorph*, *stoneskin*, and *infravision* work perfectly. Other alterations vary. In particular, elemental spells

such as *burning hands*, *water breathing*, and *move earth* don't function (see the elemental section below).

Space-warping spells such as *dimension door*, *duo-dimension*, *teleport*, and *teleport without error* require special keys. These keys are rare, though Loki occasionally passes out false ones with fatal results: The poor fools who've taken them generally wind up in Carceri, Pandemonium, or the palace of some Abyssal lord.

Sheltering spells like *Leomund's Tiny Hut* and *Mordenkainen's Magnificent Mansion* require a key sometimes granted by Frigga, goddess of the sky and marriage.

Illusory or deceptive alterations like *alter self*, *delude*, *mirage arcana*, and *vacancy* are influenced by Loki. They work normally except in times of danger, when they unaccountably fail unless a berk knows the key.

Rary's mnemonic enhancer, the extension spells, and other mental spells are the province of Odin, god of knowledge. He guards the runes that release these spells, granting the spell key only to those who are worthy.

Warding spells such as *avoidance*, *guards and wards*, and *magic mouth* come under the influence of Heimdall, the guardian of Bifrost. They function normally within sight of Bifrost, but nowhere else without a key.

Fog, wind, and weather spells are guarded jealously by Thor, and no keys are known for any of them. When it rains in Ysgard, a basher can't do much but pray to Thor or appeal to his priests.

CONJURATION/SUMMONING. Monster summoning spells bring only einheriar on the first layer of Ysgard, giants or ogres on the second, and dwarves or trolls on the third. Conjuring elementals from the Inner Planes is impossible, and calling creatures from other Outer Planes fails once in ten tries.

DIVINATION. These spells operate at higher than normal effectiveness, perhaps due to the influence of Odin, the patron of wisdom and knowledge. Their range and duration are both doubled, but, in keeping with the individual character of the plane, only a single creature can be spied on at a time. Attempts to scry locations, mobs, or epic events fail.

NECROMANCY. Curing and healing spells are generally looked down upon; those who can bear pain and wounds and still accomplish their tasks are much respected.

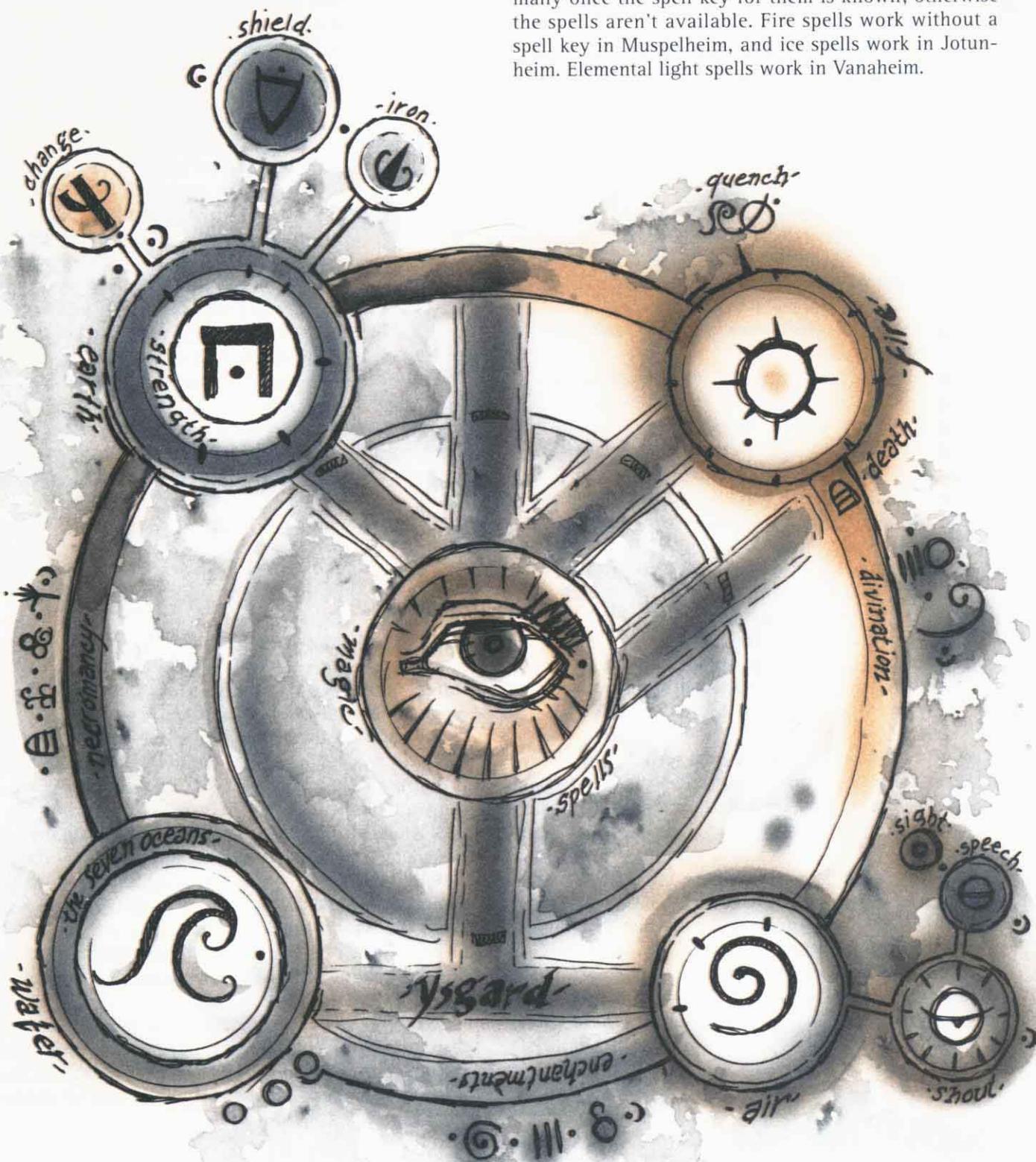


As a result, all necromantic spells are effectively one level higher here (*spectral hand* becomes a third level spell). Destructive necromantic spells may attract Hel's attention if used against her followers.

WILD MAGIC. Wild magic's enhanced here, just as in Pandemonium. In addition to the extra spell level, a caster of wild magic has to roll twice for level variation and apply the more extreme of the two results (see the

section on Limbo's wild magic for an example). If either of the results indicates a wild surge, the surge occurs. A variety of wild surge results have been released in Ysgard, including berserker rages, shapeshifting into animal forms, gigantism, frost and steam effects, and elemental storms.

ELEMENTAL. Weather spells have no effect when cast by mortal wizards. All other elemental spell work normally once the spell key for them is known; otherwise the spells aren't available. Fire spells work without a spell key in Muspelheim, and ice spells work in Jotunheim. Elemental light spells work in Vanaheim.



— SVAVA THE VALKYRIE

SPELL KEYS

Ysgard's magic is contained in the runes, a set of mystic symbols that govern spells. Odin was the first to learn the runes and spell keys from the Well of Knowledge, and he passes that knowledge along to worthy followers. The spell key for each college of magic is an individual rune or set of runes. These runes must be carved onto the material components of the spell if it has one, or spoken during the spellcasting if it doesn't.

- ✖ **ABJURATION:** shield-rune and iron-can't-bite-rune
- ✖ **ALTERATION:** change-rune and strength-rune
- ✖ **CONJURATION/SUMMONING:** gathering-rune
- ✖ **DIVINATION:** fortune-rune and lore-rune
- ✖ **ENCHANTMENT/CHARM:** charm-rune, follow-rune, and nith-rune
- ✖ **ILLUSION/PHANTASM:** sight-rune and speech-rune
- ✖ **INVOCATION/EVOCATION:** triumph-rune and berserk-rune
- ✖ **NECROMANCY:** dead-rune, disease-rune, help-rune, and limb-rune
- ✖ **WILD MAGIC:** chaos-rune
- ✖ **AIR MAGIC:** shout-rune
- ✖ **EARTH MAGIC:** strength-rune
- ✖ **FIRE MAGIC:** quench-rune and spark-rune
- ✖ **WATER MAGIC:** sea-rune

To learn spell keys for a few special spells, a cutter's got to know kennings, a sort of word play that calls a ship a "sea-steed" and calls an eagle the "vulture of battle." In a kenning, a king's a "giver of rings" or a "land-demanding." For fire spells, mages first have to call out a kenning bringing "the terror of the birch." For battle-magic, a mage needs to know the kenning for battle, called the "play of spears" by the warlike Ysgardians. The Ysgardians may think they're warriors, but the cutter who scratches the surface of a warrior finds a failed poet. For more detail on runes and kennings (and Norse culture in general), see *Vikings Campaign Sourcebook* (9322).

POWER KEYS

In the Norse realms, power keys are gotten from the Norse powers if a priest's earned them in the eyes of his or her deity. Odin, Thor, Frigga, Loki, and Heimdall are the powers that most often bestow power keys on their followers. These keys release spells related to that power's sphere of interest (see Alterations above). In particular, only Thor's most faithful priests hold a power key that releases the weather spells, and the key isn't available to worshipers of any other deity.

Keys may also be obtained by searching Yggdrasil, where the runes are carved deep under the bark near the World Ash's roots. They're also found at the Well of Mimir, though few thieves are quick enough to get past the giant guardian of the Well and live. Those who try to steal power keys are fools, since the keys stop working as soon as the power who formed them discovers the loss. The only exception is Loki; as a god of thieves, he rewards anyone able to steal from him.

The other powers of Ysgard hand out keys as the whim strikes them, and as in other realms they're usually the symbol or holy object of the deity. Keys for the Combat and Guardian spheres are most freely awarded, to protect followers from the battle-crazed Norse petitioners.

YSGARD'S INHABITANTS

Like the inhabitants of Arborea, Ysgard's petitioners and planars are epic and larger than life, strapping tough berks who depend on themselves and rarely extend a helping hand without good reason.

Few towns exist in Ysgard; the rugged denizens prefer to make it on their own, though they gather in the great halls of the plane often enough for mead, song, and battle.

The herds of bariaur keep well away from the petitioners and the most violent inhabitants. They travel a fine line between the good grazing of the plains and meadows and the desolate safety of the hills and highlands. Like all nomads, the fact that the bariaur are always on the move makes them difficult to track down. No one knows when or where they'll show up, and that's the way they like it.

The natives of Yggdrasil can be numbered among the creatures of Ysgard, since they have access to many sites on the plane through the World Ash. The most numerous of these are the ratatosk, a race of climbers

who consider the World Ash their patron god. These climbers are fully described in the *Monstrous Supplement*.

THE POWERS

The most famous powers of Ysgard are the Norse gods and particularly Odin and his kinsmen, the Aesir. Their cousins, the Vanir, are often lumped together with the Aesir, though the two are really two different families, with separate realms, a history of feuds, and a rivalry that has continued for aeons. Even some of the Clueless know it, so get it right.

Unlike most other gods, the Norse powers often wander the land in mortal disguise. Though their plans and schemes rarely intersect with those of planars, they are far more closely involved with their worshipers than most pantheons. The Norse rule most of the first layer of the plane. Surtr and Thrym rule the Norse giants in Muspelheim and Jotunheim.

Many other powers make their home in Ysgard. Aasterinian (MM) is the playful dragon messenger god who serves Io as a divine herald and vision-bringer. Between trips to the Prime, Aasterinian lives in a small realm deep within Nidavellir, a set of caverns just large enough to contain her hoard. Trespassers are devoured unless they are amusing; some members of the Society of Sensation have survived a visit to her realm. Aasterinian does enjoy the inventions of the Norse dwarves, and sometimes her avatar walks among them in dwarfish guise.

Aerdrie Faenya (MM) visits Alfheim frequently from her realm bordering both Arborea and Ysgard. Her flying processions of eagles, falcons, and other flying creatures can fill the sky for hours, and when they find perches for the night they fill entire forests.

Anhur (LL), the Egyptian god of war, has a small realm called Netaph. Netaph shares the same earthberg as the realm of Bast (see page 117). Only ancient weapons and equipment are available here, but all schools of magic are enhanced (increased by one level). Old forms of magic thrive in Netaph, many of them long since forgotten. His followers aren't expected to fight one another as the Norse do; instead they travel to the Gray Waste, the Abyss, and elsewhere to fight the forces of evil. Netaph is known for its birds of prey, which include domesticated eagles, falcons, and owls.

Hachiman and O-Kuni-Nushi (LL) are the rulers of Kenyama, the realm of war and heroes. Hachiman is particularly suited to the plane, and his violent petitioners can match the Asgardians blow for blow. O-Kuni-Nushi, patron of heroes and friend of animals, is less interested in battles than in heroic actions and adventures.

Shou Hsing and Idun (LL) both take turns watching over the fruit of immortality, though they serve two dif-

ferent pantheons. Shou Hsing watches the peaches claimed by the Celestial Bureaucracy, and Idun watches the golden apples of the Norse. Shou Hsing wanders the realm when his turn at guardianship is done; Idun rarely leaves her estates.

Selune (of the FORGOTTEN REALMS® setting) and Soma (LL) rule a moonlit realm on a milky sea, a place called the Gates of the Moon. Rumors say that the waters surrounding their realm are slowly drawing the River Oceanus over the boundary from Arborea, connecting Ysgard to this planar highway, but this tenuous link is as changeable as the tides.



THE PROXIES

The Norse powers are served by the valkyries, warrior-maidens who collect the slain from every battle. The most famous of them are Reginleif, Skuld, Skogul, Svava, Gunn, Held, Gondul, and Geirkogul. Their lesser proxies include hosts of einheriar and swarms of punishing berserkers.

Aasterinian's proxies are brass and copper great wyrmss, though she rarely calls them to Ysgard.

Bast's greatest ally and confidant is the cat lord of the Beastlands. Proxies of both deities often band together to achieve similar ends, or just to enjoy a romp in the sun together. Bast's proxies are more powerful than those of the cat lord, including creatures such as asuras, celestial lammasu, and sphinxes. These and other prowling, stalking horrors are unleashed on anyone who harms her followers; even the einheriar fear being slowly flayed and torn by a mob of Bast's cats.

Hachiman and O-Kuni-Nushi are served by kenku, warrior petitioners, and spirits of the air. They rarely show themselves as more than a violent gust of wind or a steady, strengthening breeze.

Selune and Soma are served by greater lycanthropes and the lillendi, though Soma also commands a legion of asuras. These servants are rarely seen outside their realm, and most petitioners of Ysgard wouldn't recognize them.



THE PETITIONERS

The Ysgardian petitioners are a rowdy lot of warriors, reborn each morning no matter how they were slain the night before. This makes them nearly fearless. Many of the most battle-glad become werebears or wereboars in time, and half of them are crazed enough to like it. Selune's influence is thought to have some hand in this.

The petitioners in Alfheim are elves, those of Asgard, the Moon Gates, and Vanaheim are humans, and those of Nidavellir are dwarves and a secretive bunch of dark elves. Bast's petitioners are humans, elves, and intelligent winged cats.

THE FATED

Many if not most of the planars of Ysgard are members of the Fated, though a few are Sensates, Ring-givers, or Chaosmen. Lots of Ysgardians are also members of the Free League (Indeps).

The Fated have their headquarters on the first layer of Ysgard. Called Rowan's Hall (for their factol) or the Heartless Hall (by the Ring-givers), the Fated's fortress is a single great citadel of stone and timber, rising like a mountain from the midst of a great forest. A conduit leads from the fortress to the Outlands, near the grove of the Norns. The factol in Sigil makes occasional use of this conduit to travel back and forth.

Factol Rowan Darkwood spends most of his time in Sigil, but he's been known to return to Ysgard to "renew" himself before he plunges back into the grimy business of politics (Pr/ðh/R19/P20/Fa/CG). He usually makes a token appearance at the Fated's hall but spends most of his time in and around Himinborg (see page 113), where his deity Heimdall rules.

IF I CAN PRY IT
OUT OF A CUTTER'S HANDS,
IT'S MINE.

— SHUBLIK OF THE FATED

THE RING-GIVERS

While a berk'll end up paying for their favors in one way or another, it's the Ring-givers sect that makes Ysgard a bit safer for clueless berks; unlike the battle-crazed petitioners and the hard-edged Fated, they'll greet a traveler with a helping hand rather than a battle cry. Skeinheim's the place to find the Ring-givers (see page 121), and it's a fair place for a weary traveler to grab a kip and a bite to eat. Outside of Skeinheim, the most well-known Ring-giver's a wandering bariaur named Kara the Forester (Pl/♀b/R6/Rg/CG), most often found tending her flock.

WHAT CANNOT BE TAKEN
CAN BE GIVEN.

— KARA THE FORESTER



OTHER ENCOUNTERS

Ysgard is home to the bariaur, giants, and Ysgardian trolls. The flocks and clans of the bariaur roam from hall to hall, never staying anywhere long, and always ready to defend themselves from the bloodthirsty petitioners. Most of the petitioners of Ysgard leave the bariaur alone, but there are always a few leatherheaded, glory-seeking fools who don't realize that the bariaur aren't reborn each morning. As a result, the bariaur shoot first and ask questions later.

Likewise, giants and rampaging trolls are always a danger. The Norse giants are a bit more civilized than most of their prime counterparts, but even more full of contempt for shorter folk. They're also far more adept with magic, so a berk wanting to take on a giant had better be ready to fend off spells as well as clubs and enormous fists. Ysgardian trolls, or fensir, are nothing like those found on the Prime, and tend to keep to themselves; but certain conditions send them on rampages, and even the petitioners flee in their wake.

◆ YSGARD'S LAYERS ◆

Ysgard consists of three layers: Ysgard itself, Muspelheim, and Nidavellir. All three consist of earthbergs burning on one side, but the earthbergs are more closely together in Nidavellir.



◆ YSGARD ◆

Ysgard is the first layer of the plane named after it, and it's certainly the best known and most widely inhabited. It's the layer of the largest and most important realms, dotted with dozens of huge halls, smoking battlefields, and hilly terrain leading down to cold seas. At night, the skies are filled with the earthbergs, burning ribbons of earth that glow like rivers of lava.

ALFHEIM (Realm)

CHARACTER. A brilliant, sunlit region populated primarily by the spirits of elves who worshiped Frey and Freya, Alfheim seems infused with so much light and joy that the entire realm sometimes feels suspended in midair, ready to be carried away by a puff of breeze. Makes a basher go all mushy, it does. But it's a fair land, right enough, and a joy to visit – though not for everyone. Elven hospitality is only extended to a few.

Dwarves and gnomes aren't welcome in Alfheim, though they are regarded neutrally by Frey and the other Vanir. The elves who live here do everything possible to make dwarves and gnomes feel uncomfortable and unwelcome.

POWER. Frey (LL). Frey is one of the Vanir, but he and his followers live apart, in a realm of their own choosing. Frey is the patron god of neutral-leaning elves who want little to do with the Seldarine of Arvandor. His sister Freya visits Alfheim occasionally, but usually only during the brief times that Frey is in Asgard or Vanaheim.

DESCRIPTION. Alfheim's lands are wild and beautiful, untouched by civilization. Its deer, reindeer, and caribou are plentiful, and its streams, inlets, and sunny hills

are likewise bountiful. Some say that Alfheim was once a part of Arvandor, and gradually slid over into Ysgard as its people grew more concerned with honor and survival. The elves are friendly cutters, but like the Sensates, they care little for anything but play and the enjoyment of nature. All summer long, the Alfheim elves welcome visitors, heaping them with gifts (elven chain mail and elven cloaks and boots are common gifts for those who do the elves a great favor) and extracting every tale a cutter is willing to share (and a few that require prying). The festivals finish with the great Leaffall Fest, and with the first snows, the land goes dead.

Winter's hard in Alfheim. A Sensate poet named Hugi Spearbearer once said that all of Alfheim hibernates in the winter, and it's almost true. The elves retreat to their clans and their underhill homes for the winter. These glittering caverns are magically sealed against intruders, so skiing through Alfheim in winter seems much like visiting a house when its owners are away. A basher might do it if she was playing the cross-trade, but otherwise there's little point.

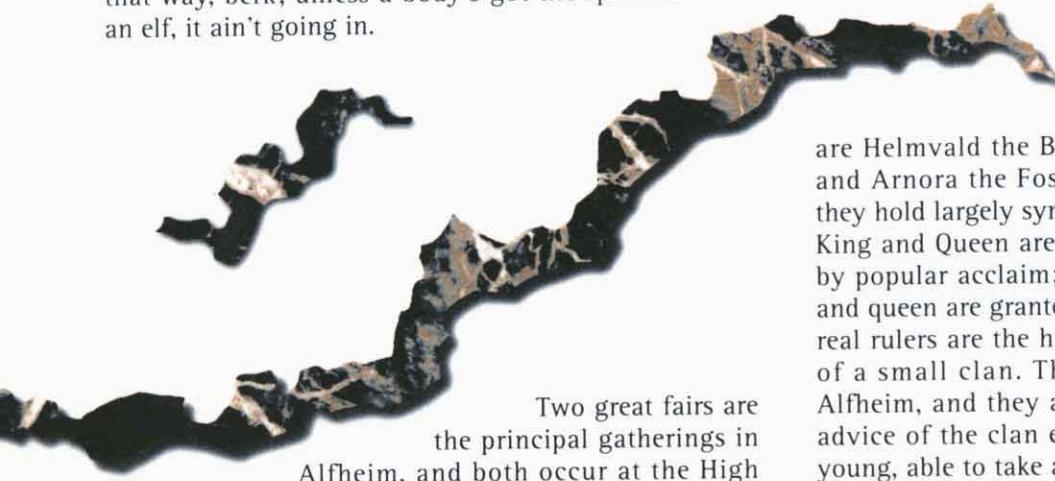
PRINCIPAL TOWNS. The elven petitioners live outdoors and have no regular dwellings. Their encampments vary from treetop to brightly lit meadows and even temporary feast halls that mimic the halls of the gods of the Aesir, though the halls of Alfheim are much smaller.

Frey and Freya themselves are not honored with halls like those of the Aesir, and though they're the high-ups of the realm they make their beds in the fields at night as the petitioners do. A few bashers can tell a tale of coming across a sleeping power in a meadow by night, and simply standing there, unable to break the fascination until dawn. Most of these berks are just telling tales so that they can drink on for nothing, but there might be a whisper of truth in them somewhere. And it never hurts to buy friendship with a few drinks.

Xeno's Tower is the dwelling place of Alfheim's High King and Queen, and only elves know the dark of it, though the legends say it was built by a philosopher from Olympus. The tower looks solid enough, a gray marble construction decorated with leering gargoyles, proud carved eagles, and silent owls. Elven cutters say that the High King and Queen of the elves keep an artifact, their treasury, or their heirs in the tower. The whole is surrounded by a moat and can be reached by a drawbridge. Any one other than elves who attempt to cross the drawbridge can only reach it by halves. Each time they walk forward they cover half the remaining distance: first the sods are halfway there, then 3/4, then 7/8, then 15/16, then 31/32, but they never get to the door. Berks who stare at the tower con-



stantly are tricked in the moments when they blink, when the tower suddenly comes closer. Whatever the way of it, the elves get there in about ten steps. Some of the Clueless spend days trying to reach it, or even try magic to make themselves look like elves. It don't work that way, berk; unless a body's got the spirit of an elf, it ain't going in.



Two great fairs are the principal gatherings in Alfheim, and both occur at the High

Grove, one at the spring and the other at the autumn equinox. Freya's Fest is a celebration of the return of the land's fertility, marked by dancing and wild revelry, with the participants leaving two by two until dawn, when the field is empty again. Frey's Fest, the harvest festival in the autumn, is a huge gluttonous feast, a chance to show off riches, a time for wasteful display by the richest cutters, and a chance to see old friends and make new ones before winter sets in and the days grow short. The High Grove itself is described in *The Travelogue*.

SPECIAL CONDITIONS. The elves of Alfheim glow as if a *light* spell constantly surrounds them, and they cannot be blinded by any light source.

The greatest secret and the greatest danger of Alfheim is that visitors often disappear. It ain't that they hide under the cover of invisibility. The vanished visitors are poor berks charmed into service by the faerie creatures, the dryads, nymphs, asrai, and other sylvan relatives of the elves who dwell in the deep forests. They never put shackles on the slaves they take, but they might as well — instead they bind their prey with shackles around their hearts, blinding them with the beauty of the realm.

The best way out is to trick the creatures into squabbling over who'll take a particular catch, and slip away in the confusion. Petitioners and other clueless berks who try to hack their way out of trouble usually find themselves fighting their comrades, their animals, and their familiar, as the charms of the faerie-folk take hold.

If a berk's prone to making threats, he's wise to threaten their looks with knives or fire, for the elves of Alfheim are very vain. No scarred or lame elf is suffered

to live among his fellows; the poor sod is cast into exile. The Alfheim elves don't expect the same perfect features from visitors (except visiting elves), so they do their best to hide their disgust when an ugly, wart-riden, or injured visitor comes calling.

Beards have much the same effect.

PRINCIPAL NONPLAYER CHAR-

ACTERS. The lusty king and haughty queen of this realm

are Helmvald the Belly-Shaker (Pl/♂e/W(E)8/S₂/CG) and Arnora the Fosterer (Pl/♀e/R14/Fa/CN), though they hold largely symbolic power. The positions of High King and Queen are chosen by their fellows each year by popular acclaim; when their term is done the king and queen are granted titles as baron and baroness. The real rulers are the hundreds of barons, each the leader of a small clan. The barons are the clan chiefs of Alfheim, and they are bound by tradition and by the advice of the clan elders. Most of the chiefs are very young, able to take action, hunt, and lead raids.

Alfheim's greatest warrior, Abernal the Quick, often takes on hopeless or impoverished causes (Pl/♂he/R18/Rg/CG). His followers include Brightwing (a giant eagle), and a motley troupe of seven elves and half-elves. The company calls itself the Wandering Guardians.

A strange hermit also keeps her kip among the elves. At the top of an enormous beech tree the hermit lives in a small, drafty hut, surrounded by a cloud of bees in summer and birds in winter. The birds and animals of the forest bring her food, mostly berries, insects, bits of honey, fruit, and nuts. Here's the chant: Skogul is a banished valkyrie who saw so many battlefields that she became sick of the sight of ravens feasting on the bodies of the slain (Px (see below)/♀ valkyrie/F20/CG). She rebelled and spoke against the slaughter, and then refused to carry home the spirits of true warriors. Odin couldn't strike down one of his valkyries, since they're like his daughters. Instead, he ordered her out of his realm, never to return to his side until she had found Arngrim, the serpent-slaying axe forged by the dwarves. Skogul has since repented her rashness and cowardice, but the blade eludes her. She's a powerful warrior, but she acts like a spy for a factol, spending her days asking travelers questions about a giantess named Burga who last carried Arngrim. Some claim that Arngrim is the only blade that can slay some of the progeny of Loki. Though she's acting on her own, she's still a valkyrie, and retains a portion of Odin's divine might.

SERVICES. Most items of elven manufacture are a mite sharper, a trifle stronger, and somehow prettier than the same thing gotten elsewhere. For this, the elves demand a price double that of the same item else-

IF A BERK WØN'+
RAISE HIS BLADE,
HE DØESN'+ DESERVE
A WARRIOR'S DEATH.

— ZWINGLI
THE MAD SKALD

where. Many of their weapons are of such quality that they provide a +1 bonus, though they're non-magical.

Alfheim is justly famous for its dry, light wines that somehow manage to be simultaneously tart and smooth. Bottles of Ker-vakkis red, glacial blue (really a bluish-white wine), and Firestone brandy can fetch up to 200 gp. The elves rarely sell these to visitors, and they claim only elves appreciate the full impact. Glacial blue is said to induce visions and prophecies in anyone who can drain an entire cup at once, though few have tested it.

ASGARD (Realm)

CHARACTER. Warriors flaunt their mettle, for heroism and bravery are rewarded. Cunning riddles and daring deeds are the hallmarks of a hero. Everyone should prove his worth in battle, and a coward meets only with the scorn of his fellows. 'Course, it's easier to be brave when a basher knows he'll be reborn.

POWERS. All the gods of the Aesir dwell in Asgard, including Odin,



Aegir, Baldur, Forseti, Frigga, Heimdall, Idun, Loki, Sif, Thor, and Tyr (LL). Loki's often saved the rest, but

as often as not the trouble was of his making, so he's got a bolt-hole in Pandemonium as well. The rest of the powers often travel the realm in disguise, or go to Jotunheim to pit themselves against the giants when they crave adventure. Frey and Freya of the Vanir also live here part of the year, as part of a treaty to guarantee peace between the Aesir and Vanir.

DESCRIPTION. Asgard is a cold realm, with seasons that swing to extremes. The land is surrounded by a solid stone wall 40 feet thick and 80 high. Several gates lead out from Asgard into the surrounding countryside.

Asgard's largest river, the Iving River, never ices over and forms part of the boundary between Asgard and Jotunheim. In fact, it can't freeze, even through the use of magic, and its water remains warm all year round.

Lake Amsvartnir is a lake just outside Asgard. The sagas say that the monstrous Fenris Wolf is chained in the middle of the lake, on Lyngvi Island. The wolf's saliva forms the River Von, which flows into the lake. Fenris chews up anything he can get his jaws on, so there's nothing on Lyngvi Island except dirt, dung, and a musky, doggish odor.

The Plain of Ida is the Asgardian name for the great field between the point where Bifrost enters the plane of Ysgard and the hall of Gladsheim. In the center of the plain stands Himinborg, the great free city of Ysgard.

The Plain of Vigrid is a great green field that stands between the walls of Asgard and the nexus point of Bifrost. Oracles say that final battle between gods, men, monsters and giants (Ragnarok) will be fought at Vigrid.

Vidi is a land of tall grass and saplings where Vidar keeps his hall and stables. The land's an empty region of Asgard, where the powers go to hunt for sport. The animals are often of heroic proportions here, so unless a basher has a big appetite and a sharp spear, he'd best tread softly.

The Well of Urd (in the Outlands) is a magical spring that has its beginning from the ground in Asgard, where one of the major roots of Yggdrasil enters the land. The Norns, the goddesses of Fate, are worshiped nearby in Rowan's Hall, the headquarters of the Fated (see page 108).

PRINCIPAL HALLS. Asgard doesn't have towns, only halls built on numerous huge estates. The halls of the Aesir are huge, splendid affairs, gold and silver mansions that serve as the home of powers only rarely. More often, they are the site of feasting, harvest festivals, weddings, and other celebrations of the petitioners and planars that live in the surrounding estates. The halls themselves often cover several acres, but even so the carousing often spills out onto the fields surrounding them.

Every basher with a pair of eyes agrees that Breidablik, or "Broad Splendor," is the most beautiful hall of the plane. Baldur's standards are very exacting; only the most beautiful petitioners are found here, as others are turned away. Though the petitioners here are as prone to feats of valor as others, they are also more vain.

Fensalir is the mansion of Frigga, Odin's wife. It's a clean, well-organized hall high up in the mountains, as befits the sky-goddess. Frigga spends little time here, and only her most devoted worshipers make the pilgrimage to the heights. Fensalir is notably less inclined to violence than the other halls.

Glitner is Forseti's hall, in which the pillars are bright gold and the roof is inlaid with silver. Only the richest and most generous of warriors are allowed entry. The Ring-givers come here often to exchange gifts with the petitioners.

Thor and Sif's estate is called Thrudheim, a significant region of Asgard. Thrudheim is prone to violent storms, floods, and landslides. Thor's hall here is named Bilskirnir, though fewer visit it than the others. The hall is an oak and iron-shod palace.

Gladsheim is both Odin's hall and the common hall of the Norse gods, after which the plane is sometimes named among clueless primes. The powers gather here often for feasts and celebrations, or to swear fealty to Odin. Petitioners avoid it, for an argument between powers is something few witness, much less survive.

Valaskialf is the second of Odin's three halls, a silver-roofed marvel with rune-carved pillars and a colony of ravens that perches in the rafters and feeds on the scraps from the feasts. Hlidskialf, his all-seeing throne, stands at the head of the hall, guarded by a proxy and the mass of his petitioners.

Valhalla, the "Hall of the Slain," is the most important of all the halls. It's the famed council hall of Odin, where the spirits of the greatest



heroes dwell. These bloods are the einheriar, who are fated to fight the giants at Ragnarok, the “twilight of the gods.” Valhalla is immense and has lodging and dining space for several hundred thousand warriors at once. The roof is made of shields, and the rafters and walls are built from spears. The hall has 540 doors for the einheriar to pass through when entering or leaving. The river Thund flows by Valhalla, and must be crossed by wading in order for anyone to get to Valhalla's main gate.

SPECIAL CONDITIONS. Asgard draws the most battle-mad petitioners the way Sigil draws adventurers. A berk'd better be ready to prove himself in battle or word play, or he'll be cut down without a thought. In addition, most planars here are members of the Fated. Crossing swords with the Fated isn't recommended – they'll kill a sod who can't defend himself and turn back to their mugs.

There's a dark to their casual attitude: *Anyone who dies heroically in Asgard – even a player character – is reborn the following day.* The Norse powers and valkyries honor brave warriors, and those that're slain in valiant situations wake the next morning in Valhalla. There's two conditions, though. First, a cutter's got to die *heroically*. He can't just be cut down in battle; he's got to hew his way through a horde of foes, defending his comrades and shouting battle cries with his last breath. He's got to take on the biggest, meanest, most powerful creature on the battlefield and deliver a death-blow while his life's blood pours onto the plain. A second (or third, or fourth) life's got to be earned.

Second, the chance at another life is a gift, but it's not a free one. Like a *raise dead* spell, a cutter's still got to make a successful resurrection survival check, and she loses a point of Constitution for the privilege.

On the other hand, cutters who've proven themselves (either through deeds in their first life or by earning a second chance) are thereafter welcome in Asgard's halls, and counted among the heroes of the plane. If a feat's grand enough for the skalds of Ysgard to sing about, a cutter's proved herself a blood and can hold her head high – until her next defeat, of course.

PRINCIPAL NONPLAYER CHARACTERS. The most loved and almost worshiped figures of Asgard are the valkyries. These warrior-maidens bring the spirits of the petitioners here and they watch over the warriors, taking them to Valhalla to rise again each morn. Their leader, Reginleif (Px/♀ valkyrie/F20/Fa/CN), is respected and deferred to in all matters: if she ordered a sod captured, every petitioner would turn against him and anyone who harbored him.

Many bloods have made a name for themselves here, honing skills day after day and being reborn if their skills fail. Among the einheriar, champions rise

and fall daily, but a few have been around so long that their names are known to everyone. One of these is Harald the Left-Handed (Px/♂ einheriar/F13/Fa/CG), the de facto leader of the einheriar.

Finally, there's Thorval Barenzen, a great berserker who's a respected member of the Ring-givers (Pl/♂ h/R16/Rg/CG). Generally unassuming, he spends much of his time traveling the land in bear form; unlike true lycanthropes, he can assume this form whenever he pleases.

SERVICES. Most services are available in Asgard for a price; repairs for armor and weapons are especially cheap, and the dwarves of Nidavellir sometimes travel to Asgard as tinkers and smiths to the einheriar.

Magical components are both rarer and more expensive than elsewhere; a few priests and wise women can provide some such components for 50% more than the usual cost, when a basher can get them at all. Pack heavy.

HIMINBORG (Town)

CHARACTER. Himinborg is a transient place, always watchful, never settling down. It's a city of strangers, travelers, and migrants. More than the rest of Ysgard, it's oriented toward the rest of the Great Ring, but its attitude is suspicion, distrust, and cautious acceptance. Himinborg doesn't mean to be cold, but it never reaches out a hand for fear that it might be bitten.

RULER. Heimdall (LL). However, since Heimdall must constantly watch over Bifrost, he is ruler in name only. Though Himinborg is filled with his petitioners and warriors and his name's invoked before every judgment, arrest, or oath, he has little interest in ruling from the hall. The most visible sign of his presence is his horn, the Gjallarhorn which will sound to warn the gods of Ragnarok, which hangs above the entrance to the hall when Heimdall is within. Bards tell that the Gjallarhorn is hidden at the base of the World Ash when Heimdall is elsewhere.

ETERNAL VIGILANCE
IS THE MOST
HONORABLE DUTY.
— ALLVALDI
OF HIMINBORG



BEHIND THE THRONES.

THRONES. Bjorn Hammarskold (Pl/ðh/P13/Fa/CG) is the true power in Himinborg, the man who speaks in Heimdall's name and who's said to command the Bifrost itself. A true believer in the tenets of the Fated, Bjorn does nothing to shelter the Clueless from the predatory tricks of the warriors of Himinborg. He is the judge of all disputes and crimes in the city, and his rulings are quick but merciful. Often, all debts can be paid and all crimes forgiven if the offender agrees to serve a specified time in Himinborg's militia.

DESCRIPTION. Himinborg, the "Cliffs of Heaven," is the massive and beautiful hall of Heimdall, found next to the entryway of Bifrost into Asgard. Himinborg is one of the very few Aesir halls found outside Asgard's walls, and so is a strong redoubt clad in plates of mirrored steel. Its watchtowers are constantly manned, even in the foulest weather, by the priests of Heimdall.

Although it lies outside the walls of the Norse realm, Himinborg is the hub of Asgard's travel and trade. Everything and everyone passes through its gate to get to the Prime Material, and so more of the Clueless arrive here than anywhere else. Rogues and parasites often cheat the most naive; those that escape with lives and purses intact are worth watching.

MILITIA. Himinborg's walls are manned by einheriar, planar warriors, petitioners, and criminals who volunteered for the duty rather than face exile or stiff fines. Himinborg's troops are among the finest in Ysgard, for they're the advance forces that must defend against the giants and other creatures that sometimes charge across Bifrost. The Himinborg militia patrols constantly, watching for raiders, making counterstrikes, and keeping track of the movements of hostile forces near Asgard.

The watch captain is Heinrik Ivarsen, a huge bear of a man with a booming voice and little patience (Pl/

ðh/F17/Fa/CN). In times of need, Ivarsen and his predecessors have summoned valkyries from Asgard to defend the walls, but such desperation is rare – Himinborg prides itself on its ability to stand alone.

SERVICES. If a basher has proven herself in battle she can ask a boon of most anything in the hall, but a bubber or a coward is hard-pressed to find anyone to help her.

Bards sing a basher's praises in exchange for gold rings, drinking horns, or other gifts. Though the songs themselves are long, dreary affairs about monster-slaying, drinking, and trickery, a basher's got to keep up a reputation to get any respect in Himinborg, and a bard's praise is the quickest way. 'Course, if a reputation soars high enough, the einheriar expect a basher to live up to it.

Himinborg is well known for its fine horns, both drinking horns and hunting horns. Carved from the horns of bulls, rams, and oxen, they're decorated with images of Heimdall and Odin. The finest craftsman is Sven Makkirsen, a bariaur who was forced to settle down after he was lamed in battle (Pl/ðb/F4/FL/CG).

LOCAL NEWS. The clan of Doksmid dwarves has set up a small camp beside the western entrance to the hall. There they sell metalwork, from shears to shields and helmets to horseshoes. Led by Thorin the Strong, they are tough bargainers and unquenchable drinkers. Their prices are whatever they feel they can get away with.

Himinborg is a boasting hall for heroes returning from expeditions to the Prime, the Inner Planes, or the Lower Planes, a place for bloods to strut and swagger. The tale currently making the rounds is the saga of Arnulf Trollborn, a powerful rogue who wrestled a cor-nugon baatezu in Sigil and won seven years service from it. The creature is on display near the hall's central pillar.

BIFROST

(Site)

HEARSAY. Bifrost is the creation of the Norse powers and the conduit of their power to and from their worshipers in the Prime. Unbelievers can't set foot on it, but any true believer in the Norse powers can travel Bifrost if he finds it. It sets down where Heimdall commands, for it is the planar road of the powers.

The Clueless are more common near Bifrost than anywhere else in Ysgard, often found milling around with their mouths open. Knights of the cross-trade gather in Himinborg just to fleece these innocent sheep, but most of them tumble to it quick enough. Some of the Clueless even stay near the bridge to trick those who come after them.



DESCRIPTION. Bifrost, the “Trembling Road,” is also known as the Rainbow Bridge.

Bifrost is a rainbow-shaped nexus leading from near Asgard to the worlds of the Prime Material Plane. Bifrost contacts only one prime-material world at a time, whichever one the gods desire. Heimdall guards this nexus.

From the Prime plane, Bifrost looks like a particularly vivid rainbow of magenta, yellow, and cyan, reaching from the ground to a distant cloud high in the sky. The base of the rainbow doesn’t move as one approaches, but the entire bridge appears to tremble and shudder in the wind, though it offers very solid footing.

To a soul standing on it, Bifrost is a cloud of light; it’s like standing among a hundred thousand prisms all sparkling and shimmering in a gentle wind. The blinding effect makes combat difficult, since seeing the enemy is as difficult as in pitch darkness.

SPECIAL FEATURES. The Rainbow Bridge cannot be harmed by any magical or physical power, and it negates the magical talents and items of any basher traveling on it. Fortunately, trips are short – travelers on Bifrost always reach their destination within one to six hours. Though one end of Bifrost may reach into any of the Prime Material spheres, the other end is permanently anchored outside Himinborg, Heimdall’s hall, which lies just outside Asgard’s walls.

Undead and other creatures harmed by sunlight are slain by travel over Bifrost. The sagas say that in time of need, Heimdall can summon the Trembling Road even in the middle of the night, but generally Bifrost is only visible during the day.

JO+UNHEIM (Realm)

CHARACTER. “Giant Land,” the country where the Norse giants live, is a harsh and demanding country where all small creatures are hunted by larger ones. Raw strength, elemental passions, and a sense of arrogant superiority make Jotunheim noxious. Abrasive weather and residents combine to make the giants’ realm one of the least hospitable places among the Upper Planes.

POWERS. Surtr and Thrym (LL). The giant gods of frost and fire rule Jotunheim, though the other gods of the giants pay occasional visits. Surtr rules from Meerrauk, while Thrym wanders the mountains and glaciers with a band of giantish jarls (ruling lords). His court makes occasional stops in Utgard.

DESCRIPTION. Jotunheim is a realm of frost and fire, volcanoes and glaciers, not hospitable to visitors. The land is made of desolate plains and snow-capped

YOU WANT IT?
I’LL ARM WRESTLE YOU
FOR IT.
— SKRYMIR THE
FIRE GIANT+



mountains. Only sickly vegetation grows here – stunted pines, yellowing mistletoe, and scraggly weeds.

Jotunheim’s the site of the Well of Mimir. Guarded by Mimir the Wise, the water from this magical well increases the Wisdom of the drinker by 1–4 points. Mimir himself (Px/♂ mountain giant/Fa/N) answers only to the giants and the Norse powers; all others are slain. His well is sunk in a dark crevasse between two hills, where one of the major roots of Yggdrasil enters the land.

PRINCIPAL TOWNS. Utgard’s the major city and fortress of Jotunheim’s giants. Utgard is heavily defended, and protected by illusions and camouflage. The city is ruled by a giant king, Utgard-Loki (see below), who keeps a council of jarls in line through sheer force of will. Succession among the giants is a bloody but usually mercifully short affair involving the slaughter of all pretenders to the throne until only one remains. On the few occasions when there are no survivors, an ambitious commoner giant founds a new dynasty, usually a shaman or respected war leader.

Meerrauk is the ancient throneshall of the giants, an enormous underground city carved from soft volcanic stone. Its towers are entire mountaintops, and its roots reach under the stone to the rivers of fire that burn beneath the entire earthberg. The Skull-Throne of Ymir is the seat of all giantish authority; no giantish king crowned elsewhere is recognized in Ysgard.

The smallest of Jotunheim’s notable settlements is the hall of the great Ring-giver of the giants, Brimir (M/♂ frost giant/F5/Rg/CN). His beer-hall is Okalnir, a raucous place in summer that’s almost entirely deserted in the winters, when Brimir is said to hibernate atop the beer kegs in the cellar. Giants come here to wrestle, boast, and drink themselves senseless, and they don’t like visitors who can’t keep the giants’ pace. Any berk who can is welcome.

SPECIAL CONDITIONS. Dwarves and gnomes are particularly hated and are prized prey – the giants of Jotunheim hate the small folk because Thor’s hammer Mjolnir (whose bite has felled many a giant) was forged by Norse dwarves.



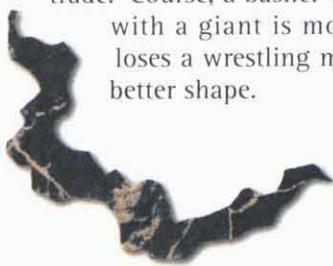
The Volsing clan of fourteen mountain giants runs a ferry over the River Iving between Asgard and Jotunheim. They cross the Iving once at dawn, noon, and evening. During the season of the midnight sun, they add a midnight crossing as well. Their raft can carry a thousand men and five hundred ponies, though few travelers send their mounts. (One of the clan has a fondness for horsemeat, and those who argue with the giants don't survive the river crossing.)

PRINCIPAL NONPLAYER CHARACTERS. Many giants can work magic, but none are so skilled at it as Utgard-Loki (M/♂ mountain giant/P14/W(I)14/Fa/CN). One of the most powerful of the giants of Jotunheim, Utgard-Loki has wrestled with the Aesir and won through magic.

A wandering shaman of Kostchtchie preaches the tanar'ri lord's doctrine to the frost giants. Not even the Guvnors know how many have joined his worshipers, since they've all been taken to Kostchtchie's layer of the Abyss to become frost mages. A dozen of the mages recently returned as high-ups, preaching to their fellows for more converts.

A momonic deva with broken wings serves as the jester in the city of Jotunheim, where he is kept chained to the high table. Named Silverwing by the giants who ambushed him years ago, he has never spoken a word in his long years of confinement. His wings were deliberately crushed under rocks until the bones reset at twisted angles, and he will never fly again. His bedraggled feathers are constantly molting. Some say the feathers bring luck, others bar that.

SERVICES. The giants do little for those who aren't both rich and powerful; it's beneath their dignity to work for the little folk. Any basher wanting to do business with the giants must first prove he's worthy, and he'd better be a blood if he wants to outwrestle, out-fight, or outrun a giant in some challenge. They can drink an ale horn the size of an ox cart and eat a netful of fish. Despite their reputation for thick-headedness, many giants are as canny as knights of the cross-trade. 'Course, a basher who loses a riddling contest with a giant is more pathetic than one who loses a wrestling match — though probably in better shape.



If a blood can show up a giant, he'll always be respected in Jotunheim, where respect

brings gifts, followers, and favors. Otherwise, he has no choice but to buy from the dwarves, who charge double for everything they bring to Jotunheim.

GATES OF THE MOON (Realm)

CHARACTER. The Moon Gates is a tranquil place compared to all the battle-hungry plains of the Asgardian mainland, but it shifts under its own rhythms from the bright calm of a moonlit night to the howling terror of the moonless dark. Ebb and flow, light and dark, all aspects of the moon are revealed.

POWER. Selune (FR). The goddess of moon and stars rules here, though she shares her realm with Soma, the male half of the moon (LL).

DESCRIPTION. Selune's home, where Loki and Thor have both come to woo the moon goddess, is a shining hall of silver called Argentil. It sits on a rocky island in the midst of an ocean of light and effervescence, guarded by gigantic sea serpents and kraken. The powers of the plane gather here often for feasts and celebrations. Her realm changes as the moon does, going from a bright land of joy and celebration to a darkened realm of deep gloom and despair.

Somehow, the sea surrounding Selune's home also connects with the River Oceanus, though this connection's tentative. A lillend can usually direct a traveler, if she takes a liking to him. Otherwise the poor sod is liable to wander through the swamps for days.

The Infinite Staircase is a strange conduit that appears within Selune's hall of silver when the moon is full and the fog creeps up from the water. Stories say that it leads from Argentil to all the cities that exist, anywhere in the planes, or to all the cities that ever were or will be, from the cities of the devas (where they have no need of stairs) to the darkened halls of Dis and the other anthills of Baator. The staircase doesn't just lead up and down, but in all directions, and its gravity changes from landing to landing. Each landing is said to lead to a different city.

Some say that the Infinite Staircase is the best shortcut on the Great Road, but here's the chant. It'll take berks where they want to go, but they've *really* got to want to go there. Groups can travel the Staircase as many times as they want, as long as all of them agree on a destination. The real dark's that if a cutter travels

the Staircase alone, it'll take her to the city of her heart's desire. This can be a disaster, because if a basher finds her heart's desire she'll rarely have the strength of will to leave. Thing is, the Staircase (like the universe) doesn't give second chances; a berk can only travel the staircase once on her own, and if she passes up that one chance to reach her most desired place, she'll never reach it – by the Staircase, anyway.

The Staircase is a quick way to get PCs involved in an adventure, especially if they're trying to reach someplace that the DM doesn't want them coming back to easily, as they might if they found a portal to it from Sigil.

PRINCIPAL TOWNS. Selune's female servitors are the shards, enchanted creatures said to have been created from equal parts of fire and moonlight. Their great metropolis is called Mahogany, a swampy river delta of bayous and hidden inlets. The town's buildings are all on stilts, and the slow decay of the place makes it seem less cozy than it is. The town is best known for its beautiful masks and new-moon carnivals.

SPECIAL CONDITIONS. Werecreatures are fully able to control their transformations under the light of the Moon Gates, and they're never compelled to change forms against their will. Light in any form is too subdued to cause harm; this includes spells such as *continual light*, *prismatic spray*, and *rainbow*. Likewise, creatures that normally do so suffer no penalties from ordinary daylight; even vampires can walk abroad in the realm's sunlight.

PRINCIPAL NON-PLAYER CHARACTERS. The moon gods' principal proxy is Ulena the Fox (Px/♀ lillend/Fa/CN), a suspicious, conscientious guardian who personally questions all visitors to the realm. She's particularly interested in keeping the violent and glory-seeking Ysgardians out, for the lillendi and the shards aren't reborn as the petitioners are. The chant's that her moods are viler during a new moon than during the full.

Ottar Long-Leg (M/♂ werebear/R7/Rg/CG) is a bit of a glutton and a coward who wandered in through the Moon Pillars during a full moon and never left. He enjoys guiding visitors through the realm, pointing out berry patches, good dry caves for winter slumbers, and fast-running streams for salmon. He hopes that in this way word of the realm's beauty and abundance will bring other Ysgardians into the realm and divert them from their violent ways.

SERVICES. Food and drink are plentiful in Selune's realm, but little is available in the dark times around the new moon, when all good creatures shut themselves in their homes and lairs, hoping that the lycanthropes

pass them by. The real treasures of the Moon Gates are things half-remembered from dreams: frozen, bottled moonlight, ice that never melts, sands from the shores of the fabled plane of Time (though those who sell it won't tell how to get there), and flowers that never wilt. Caveat emptor.



MERRATE+

(Realm)

CHARACTER. Stretch, lick, groom, slink, stalk. Wait. Wait in silence, game comes. Sniff the wind. Leap run run run kill. Tear the hide, lick the blood, eat and crack the bones for the marrow. The kill is good. Stretch in the sun and groom bloody paws, then nap and dream about the next kill.

POWER. Bast (LL). The cat-goddess Bast and her entourage of sleek felines prowl the realm, seeking prey, diversions, and pleasant living. Bast abandons her realm from time to time (some say to visit the Sensates incognito), leaving it in the hands of Skullbury, an enormous speaking panther best known for stashing kills in the palace closets, wardrobes, and gardens. Woe to the poor berk who drags one of the smelly things away from where Skullbury's left it.

Bast's only influence on the petitioners is through her dreams. When Bast sleeps and dreams of the kill, her dreams echo throughout the realm. Her petitioners take it well, and animals don't mind it, but visitors all suffer the same awful dreams when they turn in at their kip. Their dreams are always restless, and no mage or priest can regain spells – unless he has the aid of a dream hunter, a tracker who keeps Bast's dreams from waking a berk up with the shakes every half hour.

Dream hunters are usually tabaxi, weretigers, and other feline hunters. They're common near every entrance to the realm, and most towns keep a dream hunter on the rolls, to ensure the peaceful sleep of the inhabitants. Dream hunters make their naps worthwhile. Some hunters hire out to protect groups traveling across the realm, though their rates are robbery. Most charge 20 gp or more a day.

DESCRIPTION. Bast, the cat-goddess of the Egyptians, lives on the far side of the ocean that borders Vanaheim, the realm of the Vanir. She lives in a huge vine-covered acropolis on the edge of a wasting desert. Bast

and the spirits that serve her are fond of parties, festivals, and masques, and there's always some celebration going on within her halls. Bast's realm has served as a hiding place for various Norse powers from time to time, including Loki and Bragi. She claims dominion over all catkind, but this claim is contested by the cat lord of the Beastlands. Many of her followers are members of the Society of Sensation, and the goddess seems to share many of that faction's beliefs and goals. Several gates are believed to connect Merratet and the Gilded Hall of the Sensates.

The terrain of Merratet is a stalker's paradise: a land of fat game animals, rolling ground, the dense cover of thickets, and a moderate climate. Most bashers say it looks like the Beastlands, only a lot less pleasant.

PRINCIPAL TOWNS. Towns are rare in the thickets of the Catlands, and rarer still in the dry savanna and desert. Animals gather at the realm's watering holes, but petitioners rarely gather for fear of attracting notice by prides or single stalkers. The people in the town of Rummm have learned that great cats won't attack a cutter with a mask on the back of his head, because cats like to attack victims

from behind. Since they learned the dark of it, their town's become a city. Mask sales are brisk, and a basher can get a decent one from the urchins at the city gates for about 1 gp. Without it, a lurking tiger'll take down any leatherhead who enters the scrub outside town.

Two small villages have also made their mark. Eowr is a village of

celestial lammasu who tend the sick and the hurt in a hospital; they also try to win converts to the cause of Law. Eowr isn't easy to pronounce, and it ain't easy to stomach, either. Lessons on humility, virtue, and temperance are constantly purred on every street corner, and the food's bad enough to make anyone feel virtuous. Most of Eowr's bashers are too wise, too clever, and too smug for most visitors, and few visit twice without a good reason. The lammasu are patient about

those who leave swearing never to return; they know their patients'll come back as soon as they fight another soul-sucking fiend.

Bresiris is called the town of Dreaming Death, and it's inhabited by a race of evil werepanthers. It's just the opposite of self-satisfied Eowr: Bubbers who've seen it rarely keep their wits. Some say it's ruled by a rakshasa maharajah who slays every traveler. That may be no more than the idle purring of jealous tongues, for others swear a sorceress worshiper of Bast is the ruler. The sorceress transforms every visitor into a werepanther, so the town grows.

Berks who haven't been there all spout tales, saying the whole region'll soon fall into Limbo.

Most Merratians would say the city is haunted, but they'd be wrong.

It's true that every visitor is either driven out horribly scratched and clawed, or they never leave,



but the reason ain't complicated. The city's dreams have somehow all been turned against outsiders, and those who have escaped alive say they were stalked and killed in their dreams, always dying in their dream at the moment just before they wake up. No cutters have stepped forward to dig up the truth of Bresiris, the city of Dreaming Death.

Here's the dark of it: In Bresiris, every foreign cutter's stalked and slain in his dreams each night. After a few days or weeks of nightmares a cutter's sure to go barmy with the dream madness, a whimpering fear of everything. The dream madness convinces the poor sod that everything is after him; most of the barmies wall themselves up in their rooms until they starve or die of thirst. A berserk rage and fear drive the barmies to attack anyone who tries to help.

Only a dream hunter can stop the dream madness, by guarding the visitor's dreams. Even the best dream hunters can only keep the madness at bay for a short while, and most dream hunters only work half-heartedly. They'll take a bravo for all he'll part with, then abandon him to the dream madness and take the rest when he dies. Even honest dream hunters can't give Bresiris's dreams the laugh entirely: Nothing stops the sense of being hunted while awake. 'Course, the Maharajah and his sorceress concubine have killed half the dream hunters in Bresiris. The rest have been allowed to live on as polymorphed pets, spies, or slaves to amuse the Maharajah and to keep track of visitors.

SPECIAL CONDITIONS. Merratet is no place for long visits, because a cutter's always being stalked by someone or something, by dreams or tigers; dreaming or waking, something is always out there. The realm creates a sense of constantly watching, stalking danger. Every waking moment is spent pacing, worrying, and that wears a cutter down. Those who stay for long periods learn to pay their dream hunter well and to nap constantly.

Here's the chant: Only the largest predators are safe from ambushes in the thickets of Merratet, so constant edginess isn't bad. Over time, a cutter'll be exhausted by constant watchfulness, so a visitor's Constitution declines by 1 per day. This twitchiness makes it difficult to sense when danger really is nearby, so all surprise rolls are at a -3 penalty. Carnivores are immune to the fear, and their dreams are reassuring ones, full of the hunt and the kill.

PRINCIPAL NONPLAYER CHARACTERS. The Half Moon Tigers are a famous pride of weretiger bandits that operate on the outskirts of Rummm. Their leader is called the White Shadow (M/♀ weretiger/F4/T3/N), though these days she is rumored to be spending a great deal of time in the Gates of the Moon, where the bloodlust rarely strikes her. Gossip in Bast's palace is that the White Shadow accidentally devoured at least two lovers when she transformed into wereform in the heat of passion, and she doesn't plan on losing a third. The fact that her third mate heartily agreed to the move is taken as proof of the first two stories.

The oldest and kindest of Merratet's lammasu is Shinora of the White Mane (M/♀ lammasu/LG). Shinora speaks to anyone who listens; any basher who tries to interrupt had better be prepared for a flood of

answers. She has a fondness for sweet wine and cloves, and a smart cutter'll bring a gift of wine just so she can get a word in edgewise.

The greatest dream hunter of the realm is Mragatep (M/♂ androsphinx/CG). He's relatively sociable for an androsphinx, and unlike most of his kind he's eager to find a gynosphinx mate. Anyone who can point him in the direction of a female sphinx will earn his gratitude.

SERVICES. Merratet is best known as a place to hire dream hunters, cats that hunt dreams. The realm's cats track, stalk, and pounce on the fragments of Bast's dreams that trouble cutters visiting the realm. The best of the dream hunters can even stalk and kill dreams, wyrds, fates, and prophecies, bringing back things most cutters weren't meant to know. Their powers are variant forms of the psionic powers Spirit Sense and Precognition (see *The Complete Psionics Handbook* for details). The best dream hunters are widely acknowledged to be the tabaxi, sphinxes, and a breed of housecats called Bast's Children, black-socked and black-eared animals with bright green eyes.

Sanctuary is offered by a few tribes of wandering lycanthropes, and the town of Rummm takes in strays who can pay their way or provide amusing diversions. Otherwise, all visitors are on their own.

VANAHEIM (Realm)

CHARACTER. The Vanir gods are less inclined to violence than the Aesir, and their realm reflects it. Seize the day, and earn glory through triumphs told round the fire. Blood and adversity can be overcome, and victories won alone are better than victories shared.

POWERS. The Vanir, including Frey, Freya, Uller, and Njord (LL). Frey and Freya are the brother and sister powers of fire, passion, and

fertility. Though they are the best known of the Vanir, they're only here part of the year; Frey's favored realm is Alfheim, and Freya spends half the year in Asgard.

DESCRIPTION. Strung along a lengthy seacoast, Vanaheim is a land always within earshot of gulls and seabirds. Frey sails his cloud ship here on his rare visits home, skipping between the great earth rivers. The land is often cloudy even without his cloud ship, and sight of the sun is rare. Thick fogs roll in from the sea each night.

Most petitioners gather near the Folkvang, the "Field of Folk." Freya's hall, Sussrumnir, stands near the center of the Folkvang, and fertility festivals revolve around the hall twice each year, at the planting and harvest times.

Ydalir is a yew grove set somewhat back from the sea. Uller, the god of archery, lives here because the yew wood makes excellent bows. Petitioners in the area are usually archers, and battles here usually involve a hail of arrows.

PRINCIPAL TOWNS. Noatun, or "the Shipyard," is a great hall built near an ocean, where the Vanir god Njord dwells. The hall is built to accommodate Njord's enormous height, and its furniture equals the size of accommodations in Jotunheim. The cold hall is surrounded by a sandy beach. A peery berk can sometimes see Njord

fishing in the cold, foggy waters offshore, trolling the "shallows" with an enormous net. Anyone swimming or sailing in the area is caught and forced to help build longships for Njord's followers.

Freya's hall is called Sussrumnir, and a few einheriar warrior-spirits make their home here as Freya's servants. It's a hall of glowing white beechwood rafters, thatched with silver and set with tables of solid, unscarred walnut. Its pillars are treetrunks that grow through the roof; only half of the trees are still alive, as a sign that Freya spends only half her life in her homeland.

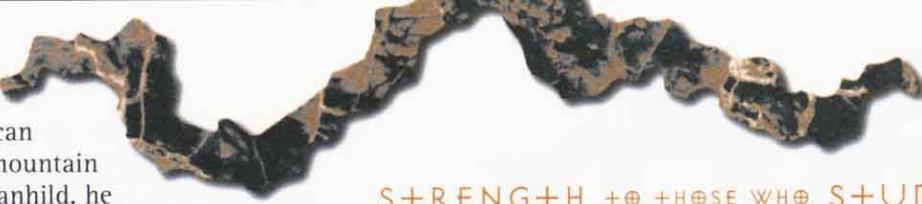
SPECIAL CONDITIONS. Petitioners in Vanaheim are reborn each day just as they are in Asgard, but the realm's many feasts and pleasures mellow them. Few seek glory in wild melees; instead, they fight in set duels, as if a fight to the death were a hand of cards. Each fighter tries to gain the greatest following for himself; reputation is everything, and there is no greater insult than to refuse a duel in Vanaheim. All petitioners scorn anyone who has turned down an honest challenge.

The duelists are usually single opponents, but doubles and teams are popular in some halls. Archery duels, magical contests, and horseback duels are also known in Vanaheim, and all attract huge amounts of wagering and speculation. Favorites change daily, and those not native to Vanaheim can rarely keep track of the status of the thousands of well-known blades.

PRINCIPAL NONPLAYER CHARACTERS. Swanhild Prow-Gleam (Pl/♀h/F14/Fa/CG) is the greatest shipwright of Vanaheim, and her dragon-ships are sought after far and wide, despite her grating personal manner. She refuses to take on apprentices, and she is a notoriously hard bargainer, but anyone who has built ships for powers is not someone to play the cross-trade with.

Torsten the Fair is a smooth-throated skald who has drunk the mead of Odin and roared his many triumphs to the gods (Pl/♂h/B12/Rg/CN). Torsten wants a good time, and roams the plane till he finds one; he has many friends among the Sensates. Despite his talent, no giant has captured him to keep him as a house bard; his noxious habit of insulting his hosts is well known, and his satires are infamous.

Volund the Unruly, the Spear-shaker from Nidavellir (Pl/♂d/P9/F10/W(E)9/Fa/CN) is the greatest mage-smith of Vanaheim, but his temper makes him dangerous. He lives underground near a root of Yggdrasil



as far from the sea as one can get in Vanaheim, under a mountain called Smoke-Top. Like Swanhild, he can command any price he chooses.

SERVICES. Few services are available to strangers; most work is done by family, friends, and neighbors. However, anyone who visits and makes a good impression on the petitioners finds many helping hands able to provide food, shelter, and weapons.

The only permanent shop of the plane is the Starry Night, an inn that also functions as a bard's school, wine shop, and casino. The Starry Night is strung along the highest branches of an enormous maple, sheltered by its branches and open to the stars during winter. Its hearth burns dry and fallen branches laboriously carried up from the forest floor far below. Each visitor is expected to bring at least a twig to feed the flames.

SKEINHEIM (Town)

CHARACTER. It is better to give than receive, and best to have nothing and thus everything. The circle of giving makes a sect strong. Those who hoard and share nothing are less than fiends, not worthy of respect, attention, or obedience.

RULER. Skeinheim is ruled by the factol of the Ring-givers, Ingwe Alting (Pl/ðh/W(I)14/Rg/CG). Ingwe's generous ways have often brought the sect to the brink of ruin, but he always manages to recoup funds in time. There's always room for one more at Skeinheim, so if a basher's just looking for a fire and a roof to cover her head before moving on, this is a good place to stop.

BEHIND THE THRONE. Every Ring-giver hopes someday to ascend to the head of the Golden Table. To do so, however, means out-spending the competition at the great potlatch that decides the new factol for the sect. There are three men and one woman that might compete for the title at Ingwe's funeral feast: Ragin Ravensson, a dark-haired man who has made enough friends to help him when the day comes; Grim Arneger, a longship captain; Hagan, a rider and messenger; and Borg-hild Walsing, a fine woman whose generous kitchen has seen many families through difficult winters. All of them are beloved by the Ring-givers for different reasons, and they bear each other no ill will. Ingwe's death-day is still a long way off.

DESCRIPTION. Skeinheim looks like a rough settlement from the outside, no more impressive than Steadfast or Himinborg. Inside, however, every surface gleams with pale polished pine, and the windows glow golden — they're made of painstakingly carved sheets



STRENGTH +θ +HOSE WHO S+UMBLE,
FOOD +θ +HOSE WHO HUNGER.

— GEIRMUND OF THE RING-GIVERS



of amber. The most impressive hall is the Circle Hall, where gifts are presented to the factol and to his followers at each full moon. Visitors are introduced to the factol here, and woe if a basher doesn't have a gift worthy of him.

Long ago Skeinheim was the hall of the Fated, but the Ring-givers somehow "acquired" it after they'd given the Fated (or the Fated took from them, depending on the teller) just about everything else. Like most faction skirmishes, the dark of it's hidden from all but those who were there.

MILITIA. Skeinheim's militia is well organized to fend off the frequent attacks of the Fated. Every man over the age of 13 has a spear, a shield, and a helm, and bloodied warriors often man the ramparts in full chain mail with an axe in either hand. Though they're generous with their wealth, they're also generous when spilling the blood of their foes. Even the women have been known to help hold the ramparts, and they are feared for their viciousness, though they wield only kitchen knives and kindling axes.

SERVICES. No service in Skeinheim costs anything unless a basher insists on paying; the Bargainers want to get visitors in their debt. They *insist* on it.

Skeinheim has no stores, since no one uses money. If a cutter needs something, he asks for it and usually gives something in exchange. The Bargainers don't go shopping; they just look around at their friends and see who's got what they need.

Food is freely given by the factol, to keep his stature among his followers. The pact between the two seems to be food and gifts for loyalty, and, though no one swears an oath, everyone knows who owes what to who.

LOCAL NEWS. Skeinheim has a connection to the Outlands, but the connection has been dangerous recently; four packs of ratatosk have fled from the World Ash to seek shelter in Skeinheim. Whatever is



BETTER +* WRES+LE
WITH A GIAN+
+THAN +* LOCK HØRNS
WITH A BARIAUR.

— YSGARDIAN PROVERB

driving them from their traditional grounds must be frightening indeed, for the ratatosk refuse to speak of it except in the broadest terms.

Skeinheim been turned upside down by a firebug, an arsonist who set several small blazes. The Bargainers suspect a Chameleon or a tanar'ri among them, and visitors are under extra suspicion. Unless the sod's found soon, the Bargainers may need to rebuild, for the beams in Skeinheim'll burn like kindling if a fire ever really takes hold. The factol has offered a lot of jink to the one who finds the culprit or puts him, her, or it in the dead-book.

S+EADFAS+ (Town)

CHARACTER. Between the realms of Asgard and Vanaheim stands the town of Steadfast, a gathering place for the independent, the exiled, and the scorned of Ysgard, a place known for its berserkers and bariaur, a place to live free or die. Always suspicious and distrustful, Steadfasters often strike out at those who mean them no harm; they're known for carrying a huge chip on their shoulders and a long list of grudges in their packs. The Steadfasters goes a-raiding until the wolf of age begins gnawing at his heart, then he'll die in battle's rage. Steadfast bows to no one.

RULER. Steadfast doesn't acknowledge a formal ruler, won't appoint one, sees no need for someone to take the helm, and damns any villain who tries. The last poor sod to try called himself the Magister Sagittarius; his petrified remains can still be seen in the center of town, bearing a plaque that reads "Magister Sagittarius, Failed Tyrant."

BEHIND THE THRONE. In fact, one basher does keep the town humming, though he'd deny it. The only high-up in Steadfast is a bariaur cutter named Arwen Rams-gate (Pl/ð b/F8/Fa/CG). Arwen commands a certain amount of respect among his flock because he's the Chief Marshall of the Steadfast Rut. The fancy title means that he organizes a race each year between the young rams and ewes of marriageable age. Why this makes him important is any berk's guess, but maybe it's just because the race is the only dependable organized activity in town.

Here's the chant on the race: The ewes that can outrun the rams may choose any suitor they please, and those that are caught must either pay a ransom or marry the swain. Rams who fail to catch ewes must pay ransom to the ewes. Most bashers find the whole thing amusing, though a clever berk doesn't so much as smile while the bariaur elders are watching him.

The bariaur take the race all very seriouslike, and a careful visitor is well advised to do likewise. The famous brawl of the third year of Skogul's the valkyrie's exile was started by a careless comment about the grooming of a contestant's tail, and went on for a week, destroying forty homes and setting fire to the Red Stripe Stable and Tavern. The tavern's missed, but the smell of the stable still lingers.

DESCRIPTION. At its heart, Steadfast's a giant stable for the bariaur, and it stinks like one, though it ain't polite to mention it. Once the bariaur found the place was safe from battle-crazed petitioners, the whole rolling town grew like a weed, adding stables, farriers, silos, granaries, hay lofts, harnessmakers, coopers, and weavers to what was once a single wayfarer's inn. Its old center still contains that inn, the Silver Boot, but the town now rolls on raggedly to the hills on either side.

There are few chairs in town; the bariaur stand until they fall over when they're drinking in the taverns, and they lie down when they're doing business elsewhere. Accommodations for two-legs are the same as for four — a pallet of straw and a bucket of oats in the morning.

Steadfast has no town wall, moat, or other defenses. On the one occasion when an army of giants threatened, the bariaur packed their bags and moved the entire town to the other side of a mountain.

MILITIA. While Steadfast has no formal militia, most bariaur can defend themselves. The young and the elderly can bring young rams a-running with a shout or cry of alarm. Steadfasters aren't shy about helping others out, though a few proud warriors have died in silence for fear of being obliged to someone.

SERVICES. Steadfast has a bewildering variety of craftsman, merchants, and makeshift shops in the Seller's Field, a sort of perpetual fleamarket and fair just outside the city. Leather, many forms of bariaur woolens, and even horn are sold for reasonable sums. Most of the goods are serviceable, though not much more than that. For real quality, a cutter's got to search out one of the craftsmen who works at home in Steadfast itself.

Steadfast is famous for its guides, trackers, and animal handlers. It's a prime watering hole for gathering a troop of mercenaries who ask few questions, as long as the plunder's rich enough.

LOCAL NEWS. Steadfast has been abuzz with stories of giants in the hills nearby, waiting to descend on the town and capture anyone worth ransoming, but here's the chant: The hill giants nearby are trying out a new profession as merchants, but they aren't sure how to go about it without terrifying their customers. They have holed up in the hills outside town and are waiting to capture a guide. Then they plan to demand that their victims take them into town and teach them to be merchants. Their only wares are crude blades. Even the most leatherheaded of the Ring-givers can guess how hopeless this is.

◆ MUSPELHEIM ◆

Named after its best-known realm, Muspelheim is a land that most planars and petitioners have abandoned to the giants. Muspelheim is the "Land of Fire," the second plane of Ysgard, and it's the opposite of the first layer in many respects. Here the earthbergs' burning flames face upward, making the layer uncomfortable at best and deadly at worst. Even the philosophy of the fire giants is opposed to most creatures of Ysgard. It's a hostile land, not fit for man or beast, with surly inhabitants and flat, warm ale. There ain't much here for petitioners from the first layer, and they stay away in droves.

The layer's earthbergs hang upside down, so that the flames are on top. Sharp volcanic rock is the most common terrain; it cuts most boots, sandals, and eventually feet into bloody ribbons. The only silver lining to the whole miserable mess is that the flames cauterize most wounds instantly, so at least a basher won't bleed to death.

MUSPELHEIM (Realm)

CHARACTER. Flame is pure, cleansing, and sterile; those who purge themselves in fire grow strong. The weak burn, the impure burn, the strong survive.

POWER. Surtr (LL). The god of the fire giants visits Muspelheim often, and the realm is on generally friendly terms with the powers of the Plane of Elemental Fire. Many mature conduits lead from Muspelheim to the plane of Fire; the most commonly used conduits lead to the Smoking Hammer Shrine of Surtr in the City of Brass and to the Suhkteh Albarrana (Burnt Fortress), an outpost on the frontier of the efreet empire where fire giants often serve as mercenaries.

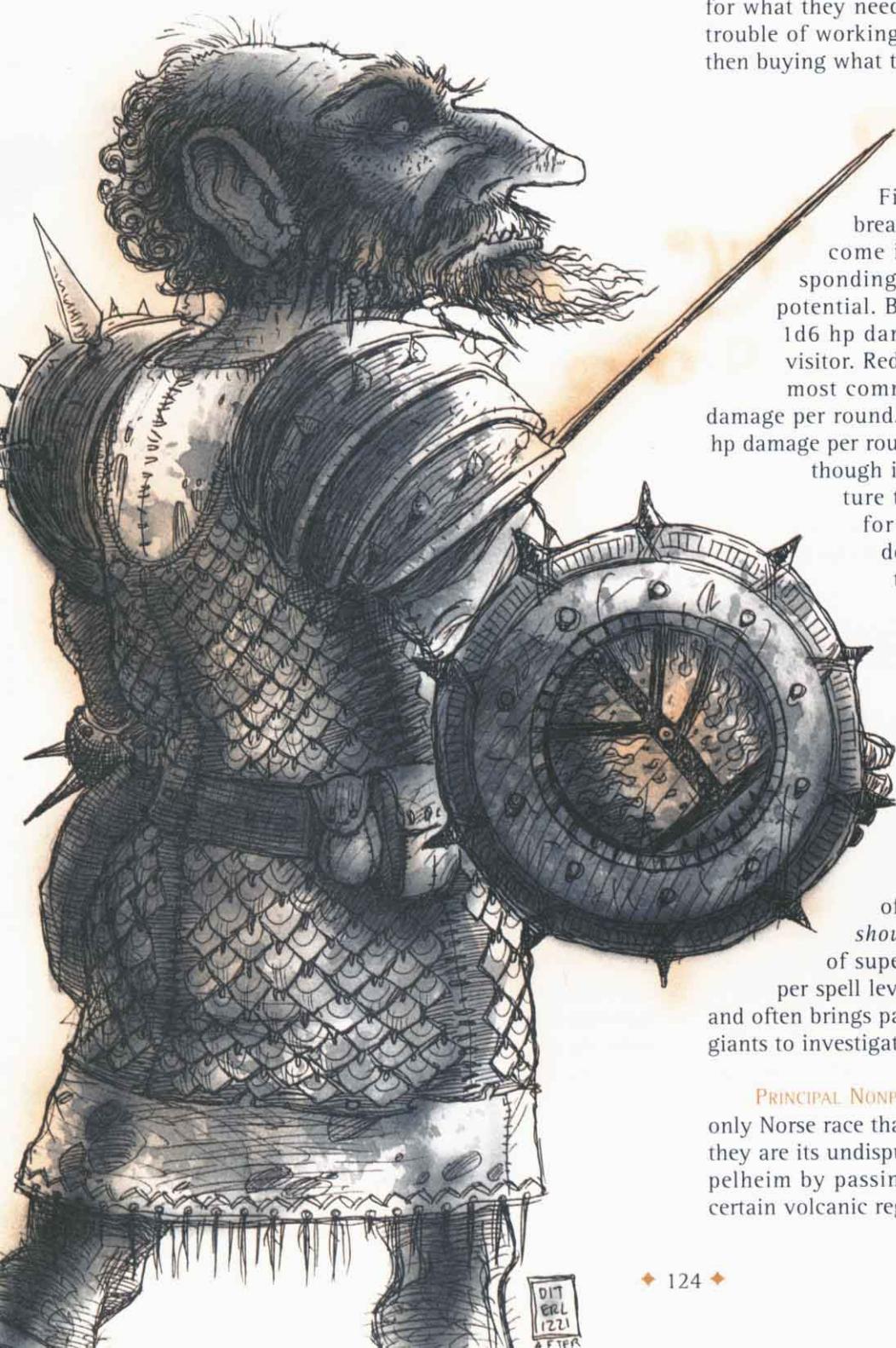


DESCRIPTION. Muspelheim's ground rolls toward a ridge of fiery mountains at the highest point of the earthberg. This range is called the Serpent's Spine, for the earthberg does snake through the sky like the World Serpent. The Spine is home to most of the clans of the giants, and few of its passes are unguarded. There's dozens of watchtowers and citadels that defend chokepoints, such as passes and narrows, against other giants. Just below the highest point lies the land of the Golden Mist, one of the few fertile grounds in Muspelheim. The giant farmers (if anyone can believe such nonsense) are said to cultivate the Golden Mist valley, growing fireweed, verdobba, and a variety of black, edible wood. A few knights who say they've seen the inside of the Serpent Spine halls and towers say that the mountains are the homes of all giantish riches, and the Throne of the Gods, as well. Don't believe it, berk.

The only liquid in Muspelheim is the "water" of the Lake of Lead, a dull silvery body of molten metal where the giants drown their criminals. How the giants determine which of them are criminals and which are innocent is their business, and confusing business, surely.

The Spire of Surtr is a towering needle of dark stone supported more by giantish magic than by stonework. The Spire is tended by soft, devout giant maidens from Muspelheim and elsewhere. The maidens are often the targets of bridal raids, when fire giants seek to steal brides by force, and the Spire's called the Wedding Spire as often as not. Some giants go recruiting leatherheaded primes to help them in their raids; these gulls usually wind up dead and rarely get the riches promised to them, since the giants are quick to blame their volunteers if anything goes wrong.





PRINCIPAL TOWNS. Njarlok is the only town of any size in Muspelheim, a small village of gigantic huts and carefully shaped lava. The town is ruled by Svaling-Ofen the Fair, a vain fire giant hardened by the struggle to hold onto his power (M/♂ fire giant/P7/LE). Svaling-Ofen's bearded face is lined with cunning; greed has replaced bloodlust in his heart. Njarlok's primary goods are obsidian jewelry, a form of volcanic aquamarine found nowhere else, and a stone plow much admired by the giants in Jotunheim. More often, though, the giants go raiding into Asgard, Vanaheim, or Alfheim for what they need, rather than going through all the trouble of working, haggling, selling their wares, and then buying what they need.

SPECIAL CONDITIONS. Visitors suffer fire damage as they would on the Plane of Elemental Fire, though Muspelheim does have breathable air. The flames of Muspelheim come in a wide variety of colors corresponding to their general heat and damage potential. Black flame is mild, causing a mere 1d6 hp damage per round to an unprotected visitor. Red, orange, and yellow flames are the most common regions, and inflict 2d6 hp of damage per round. Blue and purple flames inflict 3d6 hp damage per round, and the rare green fire does 4d6, though it also hardens the skin of any creature that can stand its tempering flame for ten rounds by AC 1. White flame does 7d6 per round and blinds creatures without adequate protection from its searing light (a *darkness* spell or the equivalent).

The effects of fire aren't all bad. Weapons of *wounding* and *sharpness* don't function here; the wounds they inflict are cauterized as soon as they are inflicted, so their magic is nullified. *Frost brands* are likewise useless.

Spells that create any amount of water act like combined *fireball* and *shout* spells, releasing concussive blasts of supercharged steam in a 10-foot radius per spell level. The noise can be heard for miles, and often brings packs of hell hounds or a patrol of fire giants to investigate.

PRINCIPAL NONPLAYER CHARACTERS. Fire giants are the only Norse race that much care for the burning land, so they are its undisputed rulers. Travelers can reach Muspelheim by passing through interplanar corridors in certain volcanic regions in Asgard.



Crazy Ingmar is a barmy frost giant who thinks he's a fire giant. He's also convinced that all Muspelheim is an open book of arcane secrets, and he hopes to wrest the knowledge of the fire giants by watching the flames to divine the secrets. Ingmar wears a *ring of fire resistance* that keeps him comfortable, and he wears a perfect bearskin cloak of white polar bear fur (M/♂ frost giant/CE). He is always accompanied by an old and loyal wolf named Rednose. The wolf is still tenacious, suspicious, and stubborn. He's old enough to have lost his howl, and he mopes when he hears a pack howling in the distance. At all other times he is alert for danger to his master – without Rednose, Ingmar would have perished long ago.

The Forges of Surtr are the largest, loudest, and most important blacksmithing site in Muspelheim. The Forges themselves are enormous, with bellows the size of taverns, anvils the size of oxcarts, and entire forests turned to charcoal to feed the flames. All the giantish races depend on it for weapons and armor. The Forge-master of the Surtr's Beard Foundry is the overseer of a huge contingent of slaves, most of them taken in raids against Asgard, Nidavellir, or Arborea. His name is Glammad the Noisy (M/♂ fire giant/FL/LE), and his task would be overwhelming for any lesser creature. To meet the demand for armaments, Glammad rules with an iron fist, breaking new slaves to his will with a combination of fire, broken bones, and *rings of regeneration*. Disobedient slaves either learn quickly or die under his hand.

SERVICES. Other than cheap cremation, Muspelheim doesn't offer much. Its obsidian is first-rate, its fires are useful to a few mages and smiths, but most of Muspelheim is abandoned because it has few veins of workable metal, little arable ground, and almost no game. Despite all this, the giants somehow cling to life, forging weapons for Ragnarok, raiding their neighbors, and waiting for the onset of Fimbulwinter and the day foretold for them to storm the walls of Asgard. They've settled in for a long wait, so they don't do much in a hurry. Even Ysgard's most bloodthirsty bashers are content to let them keep their chunk of burning rock.

◆ NIDAVELLIR ◆

The third layer of Ysgard is Nidavellir, meaning "Dark Home." Two principal, warring realms spar over territory: Nidavellir and Svartalfheim. Though neither realm is evil, their differences and long-standing feud lead to frequent bloodshed. A basher might think that in an infinite plane there'd be no wars over ground. She'd be wrong.

NIDAVELLIR (Realm)

CHARACTER. Work makes a basher rich, and money makes him free. Work, save, and hoard everything; hard times are always just around the corner.

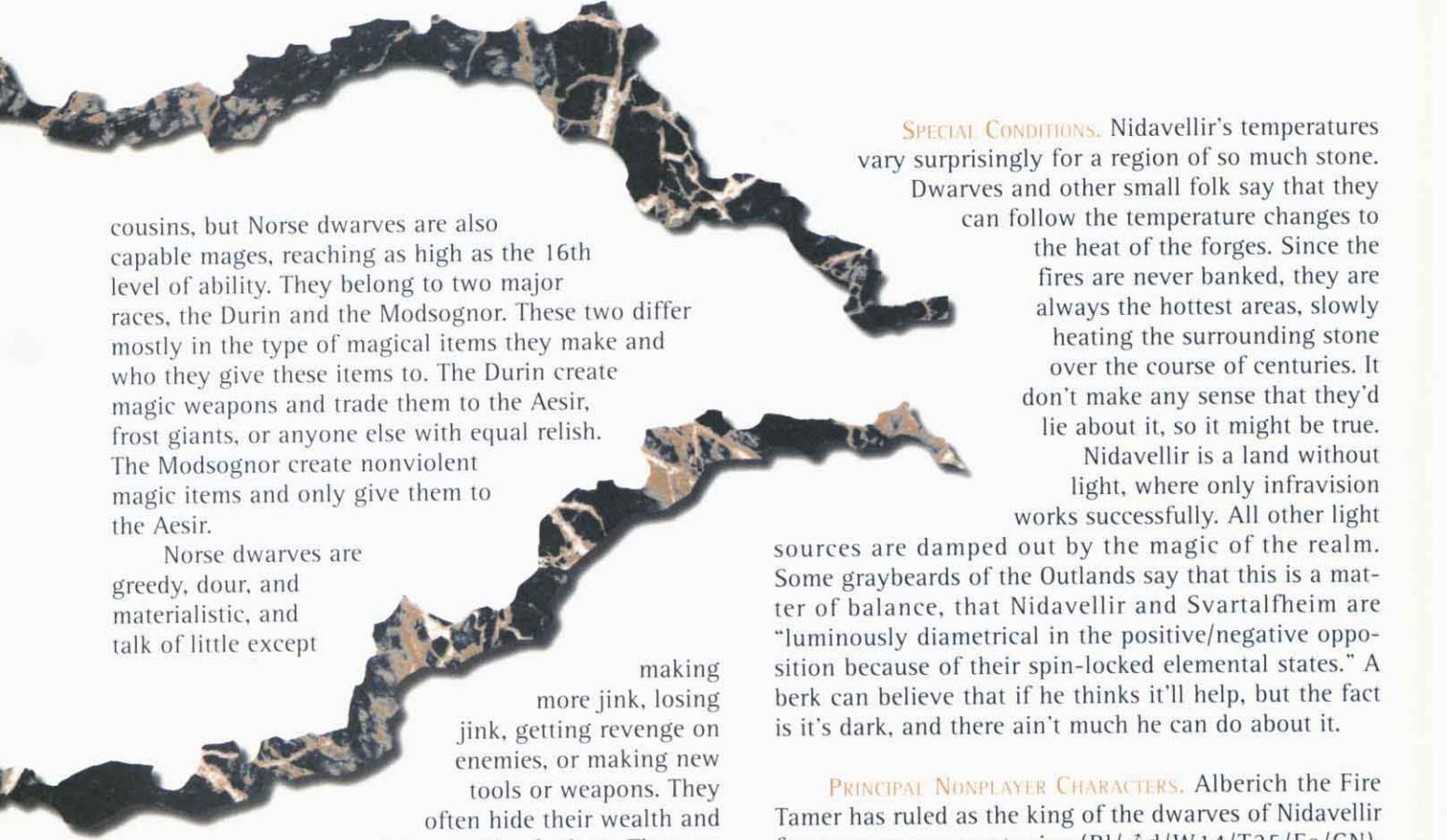
POWER. The only power known to visit Nidavellir is Muamman Duathal, a minor power among the dwarves (MM). Muamman doesn't rule the Ysgardian dwarves, but he keeps an eye out for them. A few barmies claim that the true power is Hod the Blind, the Norse deity of smithcraft who was exiled from Asgard because the Norns foresaw that he's fated to kill Baldur with a spear of mistletoe.

DESCRIPTION. Nidavellir is a deep underground realm of Norse dwarvish and gnomish kingdoms, a place of fiery furnaces, ringing anvils, and constant striving for perfection in the crafts of smithworking, runeworking, and magery. Its halls resound with the chanting voices of dwarves and the lilting songs of the gnomes. Though they are rivals, both races are close allies in the ongoing war to fend off the inhabitants of Svartalfheim.

The dwarves and gnomes of Nidavellir resemble those of the prime spheres, but they have supernatural talents. They are doughty fighters like their prime

IF YOU AREN'T THE HAMMER,
SOME BERK'LL THINK YOU'RE AN ANVIL.

— VINNDALF OF THE
YSGARDIAN DWARVES



cousins, but Norse dwarves are also capable mages, reaching as high as the 16th level of ability. They belong to two major races, the Durin and the Modsognor. These two differ mostly in the type of magical items they make and who they give these items to. The Durin create magic weapons and trade them to the Aesir, frost giants, or anyone else with equal relish. The Modsognor create nonviolent magic items and only give them to the Aesir.

Norse dwarves are greedy, dour, and materialistic, and talk of little except

making more jink, losing jink, getting revenge on enemies, or making new tools or weapons. They often hide their wealth and

covet the wealth of others. They are neutral toward travelers, though they quickly punish anyone practicing the cross-trade, usually by burying them alive.

PRINCIPAL TOWNS. Nidavellir's forges and smithies are never silent, and the greatest of its manufactories is Ashbringer, the Great Bellows, the Chorus of Ringing Anvils. Ashbringer fully lives up to its name; the streets are choked with smoke and ashes, every surface is blackened by soot, and even soups and ale are often served with cinders floating on top – the dwarves'll say it's good for the digestion.

The greatest of its mineshafts is Verkelheim, where the Ysgardian dwarves find most of the mithral they need to keep the forges of Ashbringer supplied. The dwarves sleep in the shafts they dig, and they abandon areas that they've worked out, so vast stretches of Verkelheim are abandoned or only used as underground roads to someplace more interesting.

The abandoned, echoing vaults are sometimes underwater, sometimes on the verge of collapse, and sometimes filled with poisonous or explosive gases, but the greatest danger of all is that they are infested with kobolds, dark elves, and derro. To keep the number of unwanted visitors down, the Ysgardian dwarves stage cleansing sweeps every other year. These are considered an opportunity for young dwarven warriors to prove themselves and a chance to test the mettle of new weapons, armors, and enchantments. The Ysgardians don't waste much; even the blood of their enemies is turned to useful purposes.

SPECIAL CONDITIONS. Nidavellir's temperatures vary surprisingly for a region of so much stone. Dwarves and other small folk say that they can follow the temperature changes to the heat of the forges. Since the fires are never banked, they are always the hottest areas, slowly heating the surrounding stone over the course of centuries. It don't make any sense that they'd lie about it, so it might be true.

Nidavellir is a land without light, where only infravision works successfully. All other light sources are damped out by the magic of the realm. Some graybeards of the Outlands say that this is a matter of balance, that Nidavellir and Svartalfheim are "luminously diametrical in the positive/negative opposition because of their spin-locked elemental states." A berk can believe that if he thinks it'll help, but the fact is it's dark, and there ain't much he can do about it.

PRINCIPAL NONPLAYER CHARACTERS. Alberich the Fire Tamer has ruled as the king of the dwarves of Nidavellir for over seven centuries (Pl/♂d/W14/T25/Fa/CN). Alberich is a stern ruler, always jealous of his treasury, suspicious of strangers, and willing to strike bargains he has no intention of keeping. Somehow, he keeps his dour, half-addled, feuding subjects from killing each other over their petty rivalries. He'd do well in Sigil.

Audumla the Giant Slayer (Pl/♀d/P14/FL/CG) is the priestess of the Temple of the Three Golden Bells, the greatest shrine to Dumathoin in the realm. Her soothing words have stopped many a fool from rushing off to meet his doom, and her wisdom is often sought in council by Alberich and the other notables of the realm. Though she tends to caution, Audumla is a tigress once a battle is joined. Don't cross her.

Bergelmir Fire-eye (Pl/♂d/F8/FL/CN) is the most fanatical of the raiders who set out to cross the border into Svartalfheim every week. His company is called the Ice Born, for the ice that is said to run in their veins. A basher can say what he likes about them (they don't care what anyone else thinks), but he can't argue with their success. All of the Ice Born are rich, skilled, arrogant, and full of themselves. A smart planewalker avoids them if he can.

SERVICES. Because Norse dwarves are mages, they make magical items and are more likely to use such items themselves. They only carry items they can't use when they're delivering something that they've made for some high-up. They only work for those who can offer huge payments of gold and jewels in return; the rest of their items are used in the war against Svartalfheim. The Durin work for planars, factols, or proxies,

and they're remarkably unconcerned with where their pay comes from. Minimum cost for anything they make is 10,000 gp, and many items go for much, much more.

SVARTALFHEIM (Realm)

CHARACTER. Preferring darkness to light and tunnels to the deep forests, Svartalfheim is a land of secrets. Its elves don't share their joys and sorrows with anyone outside the realm, and every cavern seems rife with mysteries. Although constantly and unfairly accused of dark and vile deeds, Svartalfheim's spirit never falters, because the petitioners know that what others think doesn't matter.

POWER. In keeping with the realm's love of secrets and mysteries, the power of Svartalfheim isn't clear but may well be Eilistraee the Dark Maiden, the goddess of good-aligned drow (*Drow of the Underdark*, 9326). Her music is said to be woven into every fiber of the realm. Others claim that Erevan Ilesere keeps this realm as a retreat from Arborea's stifling goodness, or even that Loki rules in magical disguise. Those that know won't tell, and those that tell don't know.

DESCRIPTION. The dwarves believe that "Dark Elf Land" is a realm connected to the Demonweb Pits of Lolth in the Abyss, and to the Underdark domains of the drow in the Prime Material Plane by mature conduits. Its inhabitants are chaotic, unpredictable, and utterly ruthless in opposing the dwarves and gnomes. Sections of Svartalfheim are rumored to be constantly shifting across the boundary into Pandemonium and even into the Abyss.

In fact, the dark elves ain't so bad as all that. They rule the tunnels near the surface, and often hunt there, but they like to be left alone, which is no more than what most Ysgardians want.

The tunnels of Svartalfheim are warm, heated by sulphurous springs and underground geysers. Even some of its rivers run hot, bubbling through the stone and shedding steamy mists. The stone of Svartalfheim glows silvery, and the mists and heat make each drop that fall into a pool of water sound like a clear bell.

Most sections of Svartalfheim are gaudy, full of glitter but as thin as a harlot's curtain. The wild regions are crowded with underground forests of strange woods that need no sun, only the earth's heat. The finest caverns of Svartalfheim are carved from clear quartz or studded with shining mica and pyrite, both worthless to a jeweler but just the sort of glittery stuff the dark elves enjoy. Like the elves, the realm is a place of display, not of substance. Don't buy jewels from the dark elves; they may not be trying to cheat

their customers, but they think as much of paste as they do of rubies.

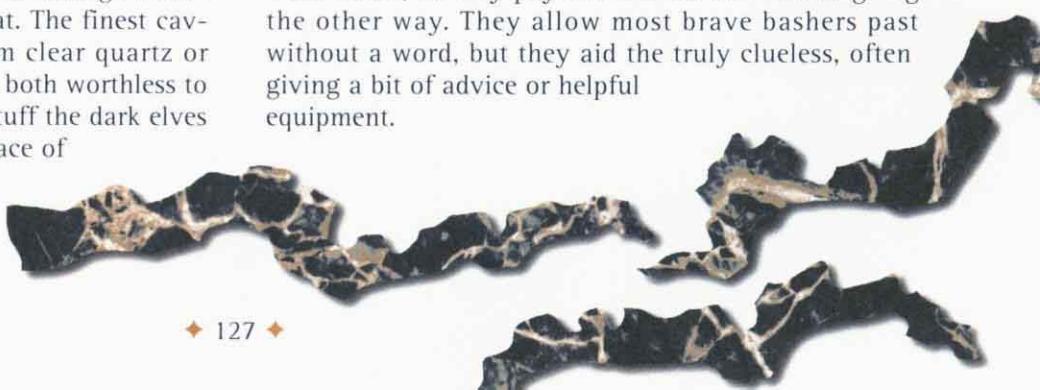
PRINCIPAL TOWNS. The inhabitants of Svartalfheim are scattered throughout many caverns and small settlements, and ruled from the twin capitals of Dokkar and Yggwyrd. Dokkar and Yggwyrd are the centers of commerce and religion, respectively, and Dokkar is by far the larger of the two.

Dokkar is a bustling town of weights and measures, bright ribbons and scented cloth, a thousand porters, and narrow streets. Oddly, none of the merchants haggle: They look their patrons up and down, decide a price they like, and then name it. They never budge once they set a price, not for princes or paupers. The dark elves claim it saves time, but visitors usually leave with a sense that there must be some secret ritual to bargaining with an elf. After constant bumps, jostling, and bruises, a berk feels a sense of relief at leaving the crowded corridors full of dance and song; Dokkar makes Sigil seem spacious.

Yggwyrd, the City of the Ancestors, is empty by comparison, or at least empty of the living. Yggwyrd contains shrines to every elven god, hero, master bard, and saint. Dark elves make pilgrimages to Yggwyrd to ask the help of their ancestors' spirits for great undertakings, and somehow, within the city, every elf can speak with the elven dead. That's why all dark elves plan to die in Yggwyrd, if they ain't lucky enough to die in battle. They don't all make it to Yggwyrd, but the unlucky elves who die outside the city are always brought to the clan crypts in Yggwyrd for burial, so they can speak to their children and grandchildren. Every elven clan crypt is guarded by a single young sentinel, but the real guardians are dark.

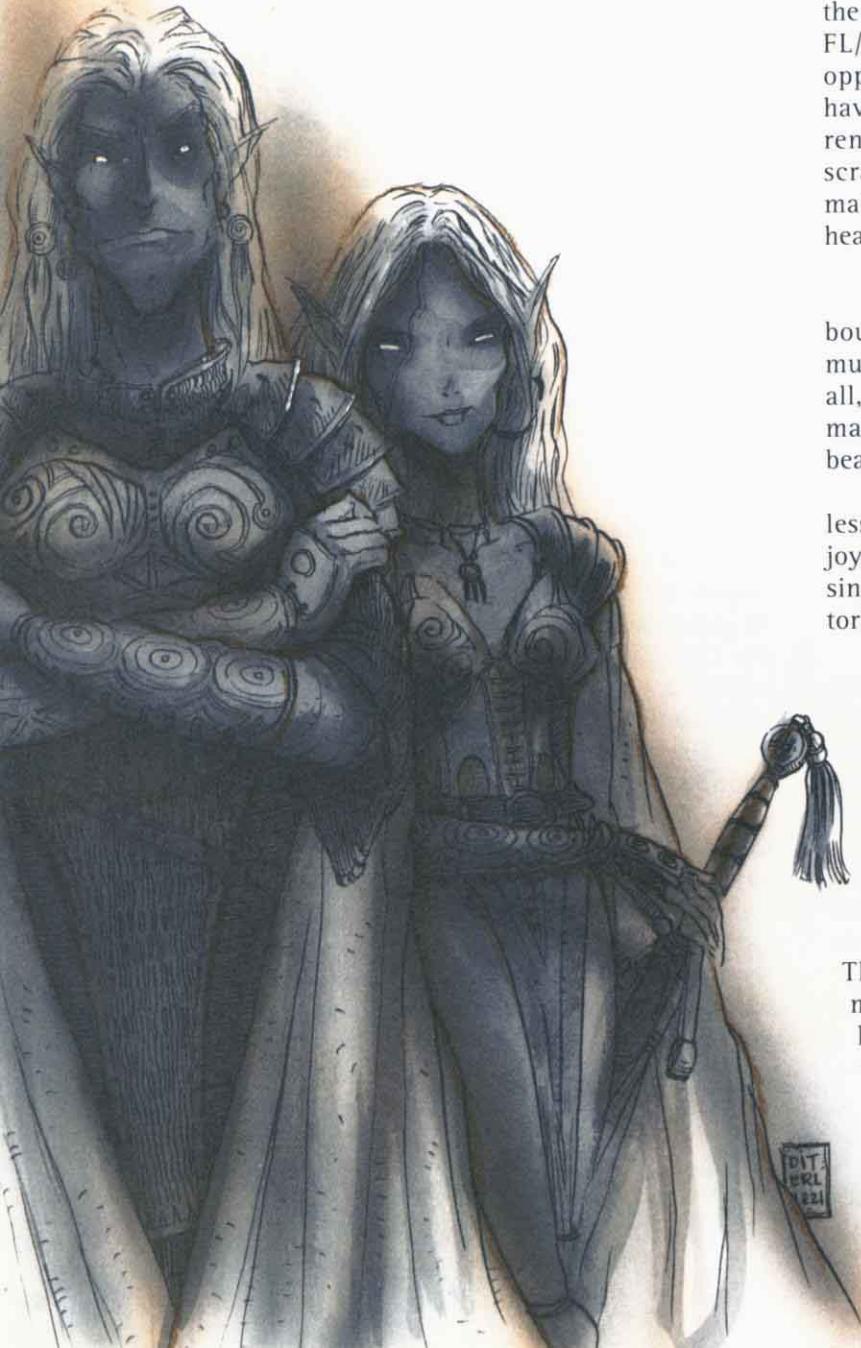
The restless guardian ghosts of elves who died outside the city and whose bodies were never recovered let pious dark elves by, but they forbid nonelves to visit the city. The banshees, haunts, and other spectral undead don't allow nonelves past the gates for any reason, and they don't hesitate to attack those who insist.

The great entryway to the Lower Planes is Elkhound's Gate, watched over by Leif and Olaf Persson (Px/♂ drow/F12/W9/N, both), two brothers in war and imagery. Both wear monstrous winged helmets and carry staves of ironwood that serve them as *staves of the magi*. Their duty's to prevent anything entering from below, so they pay little attention to those going the other way. They allow most brave bashers past without a word, but they aid the truly clueless, often giving a bit of advice or helpful equipment.



SPECIAL CONDITIONS. Svartalfheim is a realm of silver light, dimmer than the glow of Alfheim but enough to illuminate tunnels and caverns. But its glow isn't the half of it. All the realm's caverns and tunnels make sounds sweeter, make echoes richer so that even the clanking thuds of miners sound like the enticing song of a harpy.

Because of Svartalfheim's magical acoustics, all bard abilities function at 3 levels higher (including spell abilities, though a bard cannot memorize additional spells by virtue of visiting Svartalfheim). All visitors – even a croaking slaad – can sing adequately while in the realm. This's probably a function of the tunnels' acoustics, since the ability disappears as soon as a basher leaves. Recent visitors never realize that they've lost their golden tones, and often won't stop singing after visiting Svartalfheim unless physically prevented.



PRINCIPAL NONPLAYER CHARACTERS. The rulers of Dokkar and Yggwyrd are General Jan Thorinsen (Pl/♂ drow/F12/T16/CN) and his consort Dagmaer Atheling, the Woman Without a Shadow (Pl/♀ drow/P14/FL/CG). Jan is respected but not loved; he watches over the courts, the organization of festivals, and the appointment of elves to the nobility. Dagmaer is beloved among all her congregation, because for them she is a shining example of all that is best in the dark elven race. Dagmaer is a skilled musician, a loremistress, and a compassionate priestess.

The witch-mistress of Yggwyrd is Ingrid Liansdottir, the Keeper of the Mysteries and the Wyrd (Px/♀ drow/W17/SO/CG). Her curses are powerful, and her song can bewitch even the coldest heart. She keeps to herself, tending her empty city with devotion and ignoring most requests for audiences.

Majarennna the Dancing Priestess is the greatest of the realm's raiders against the dwarves (Pl/♀ drow/P18/FL/CG). Though she is said to have never killed an opponent, her outrageous thefts, pranks, and insults have been poorly received by the dour dwarves. Majarennna is a lithe, quick-thinking blood who enjoys a scrape or tumble, especially when her speed lets her make the Ysgardian dwarves look like clumsy leatherheads.

SERVICES. Svartalfheim somehow brings forth bounty from stone, heat, and water. It's known for its mushroom wine, its ironwood carvings, and, most of all, for its exquisite carved gemstones, many of them magically enhanced to glow, sparkle, or protect their bearer from poison or blades.

The bards of Svartalfheim rattle their bone-boxes less about the glory of death in battle. They sing the joys and praises of the moment. For a small fee, they'll sing the praises of something near and dear to a visitor's heart: a lover, her past glories, a basher's features, or whatever she requests. Anything's better than their constant harping about dance, the joy of song, true love, and the glorious future. It's such pure pap that it makes a basher long for the honest grime of Sigil.

Svartalfheim's weavers are the finest of Ysgard; their cloth holds color well, it's soft but also warm, and it resists tears and cuts. Mages say the best of it's good enough to be enchanted into magical cloaks, hats, and other garments. The weavers sell their goods to gnomes and other more respectable middle men. The artisans say they learned their art from the Norns, who weave the threads of life and fate, but only the clueless would believe that rot.

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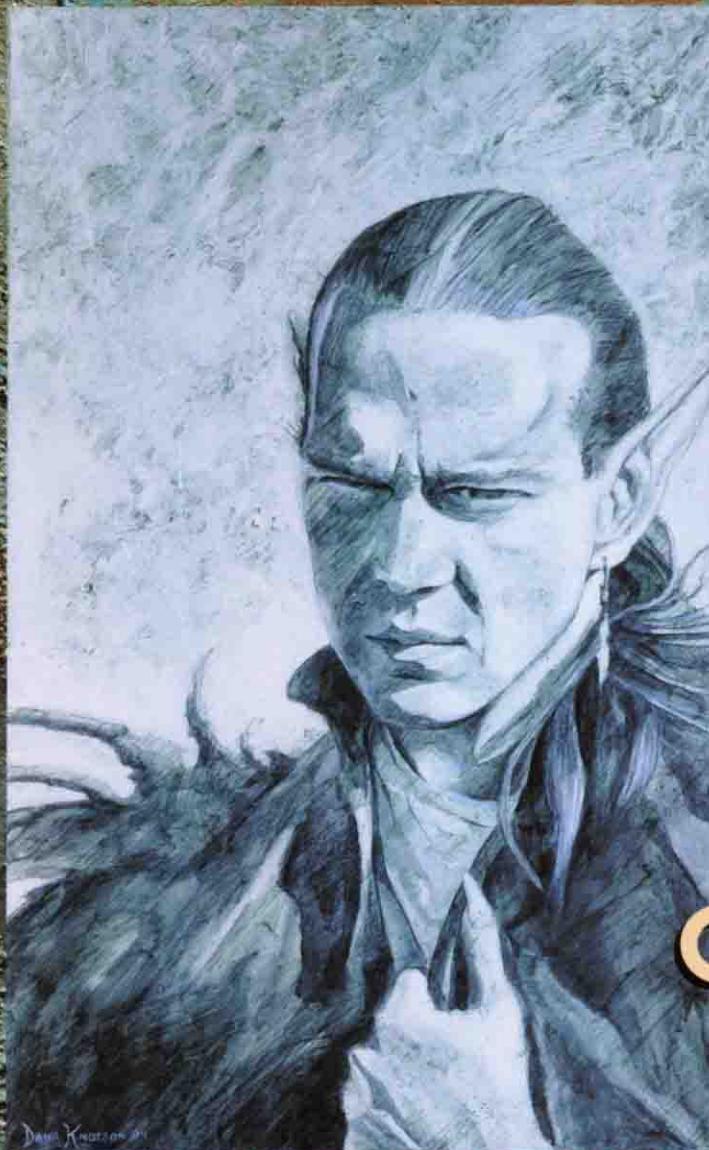
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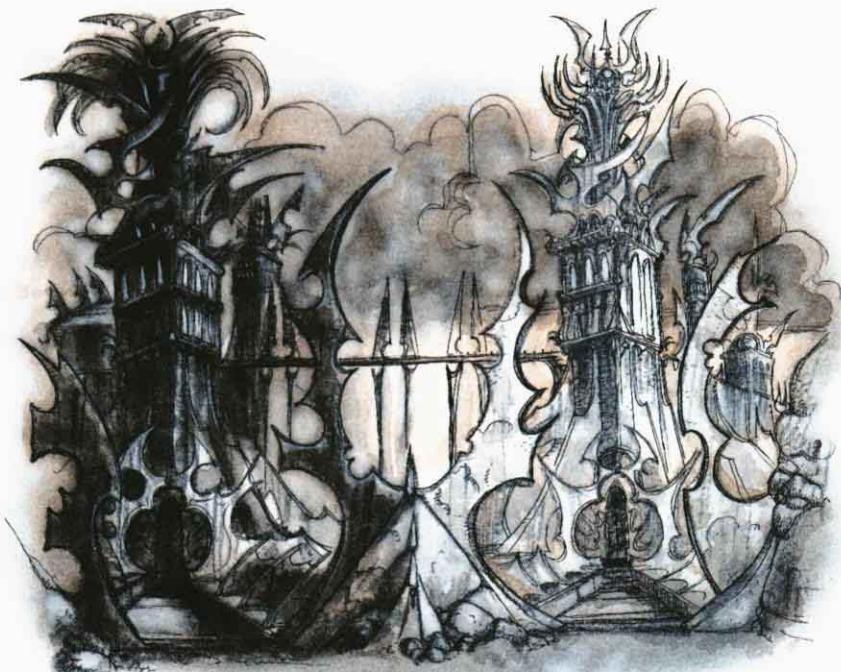
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Adventures on the planes are as different as the forms of Limbo and as dangerous as a pit full of tanar'ri. With 37 different planes to choose from, effectively infinite layers, and all the incredible creatures that inhabit them, PLANESCAPE™ adventures can be more inventive, more bizarre, and more fun than most prime-material campaigns could handle.

On the other hand, it also means that PLANESCAPE adventures can be more challenging to run. After all, in a PLANESCAPE campaign, the Dungeon Master (DM) has to balance the grandeur and immensity of planar landscapes (many of which are extremely hostile), and the deadliness of planar creatures (who have to be tough to dwell in those landscapes), with the abilities of player characters, whether they're 1st level or 21st.

INTRODUCTION

BREAKING WITH TRADITION

Given the traditional way of thinking of the planes – that only high-level primes can even reach them, let alone survive on them – the obvious trick is to design adventures that let low-level characters travel the planes, without letting them get killed off by supernaturally intense windstorms or a passing tanar'ri lord. A less obvious, but just as important need, is to provide meaningful adventures for more powerful PCs, without falling prey to a habit of simply sticking them in battles against ever more powerful monsters.

That's where this book comes into play. This book demonstrates by example just what a wide range of adventures are available on the planes, regardless of player character level. There are places to go, ways to get there, people to meet, and plots to unravel for the most inexperienced characters as well as the high and mighty. The adventures in this book provide the PLANESCAPE DM with numerous examples.

In addition, the adventures here should put to rest any mistaken idea that the Lower Planes are where all the fun is, that the Upper Planes are simply too *good* to be of much interest to an adventurer. If it hasn't become obvious from reading through the rest of this boxed set that the Upper Planes are every bit as dangerous and exciting as the Lower, a quick read through these adventures makes it exceedingly clear.

Adven-
tures on the planes

A POTLUCK OF PLOTS

Gathered within these pages are 15 different adventure outlines, three for each of the five Chaos planes. Each plane has one adventure for low-level characters, one for mid-level, and one for high-level, to give the DM a full range of sample plots. (For the purposes of this book, low-level adventures are meant for characters of levels 1–3, mid-level adventures for levels 4–7, and high-level for 8+.) Also, to make things easier on the DM, each adventure list appropriate numbers, classes, alignments, and factions of characters.

But the bulk of each adventure is a treatment of plot. In each case, there are details on how the PCs get involved in the adventure, what their likely choices are for action, and what the results of those choices should be. The motivations of NPCs they meet are explained, so that the DM can comfortably play the part of those NPCs, and confidently extrapolate their reactions to whatever course of action the PCs take.

THE DM'S TASK

What's not included within the adventures are details of NPC attributes, hit points, Armor Class, weaponry, and the like. The adventures contain few narrative details of the settings where the separate scenes of an adventure occur. To have provided them here would have reduced the possible range of stories and settings. See these outlines as the frameworks of full adventures, and add detail to them. The adventures in this book assume that DMs using them are experienced in producing detailed settings and NPC statistics, and that they actually prefer to do so in order to best match an adventure to the abilities and actions of their PC parties. Novice DMs may wish to pick up other published PLANESCAPE adventures for plots with pre-set statistics and narrative sections, or convert other adventures to the PLANESCAPE campaign. But in order to use the adventures here, DMs have to take some time before play to set the game statistics for the NPCs within them. Other than that, the best preparation for play is to be familiar with the plane in which an adventure is set. Read the descriptions of that plane in *The Book of Chaos* and *The Travelogue*, be familiar with the tone and feel of PLANESCAPE, and fit these adventures into the ongoing campaign as appropriate.

NUMBER OF PCs: Any.**LEVELS:** Low.**PCs PREFERRED:**

A priest capable of casting a *slow poison* spell may be crucial.

FACTIONS: Any.

SYNOPSIS: The owner of an Abyssal inn has set out poison to get rid of a pack of cranium rats, but now the rats have stolen the poison and are using it on the unsuspecting guests.

ARSENIC

BACKGROUND: The DM can set this adventure in any inn within or near the Abyss. Ideally, it should be a rather large facility, something with lots of guest rooms, extensive cellars, and considerable grounds with stables and outbuildings. This way, the culprits of the adventure have ample places to hide. The Plain of Infinite Portals is an ideal setting (and one of the few places in the Abyss where low-level characters can survive).

A few weeks before the adventure actually begins, the innkeeper discovered that many of his food supplies had been gnawed by rats. The creatures had been quite clever about it. They tore open only the backs of grain bags on the bottom of the pile to keep their handiwork from being noticed. While a careful count of hams, cheeses, sides of bacon, and such revealed that some were missing, the landlord determined that the rats obviously carried their loot away whole, because they left no crumbs as evidence of their destruction.

Angry at the loss, the innkeeper poisoned a number of the smoked meats, cheeses, and grain sacks, being careful to contaminate only those at the back or bottom of his stocks, where the rats had struck before. And sure enough, the rats soon returned to eat the poisoned food.

Trouble was, these weren't just ordinary rats. They were cranium rats, which create a group intelligence in packs. And there were fully 40 of them, enough to generate quite a bit of cleverness. As rats began dying off, the pack realized that it had been poisoned, and it decided to return the favor. It didn't take the rats long to discover where the innkeeper had hidden his poison, and to figure out how to introduce it into the rest of the foodstuffs, including the ale.

Now the innkeeper, his staff, and guests are beginning to feel the effects of poisoned food. And the PCs have arrived just in time to get their share!

OUTLINE:

1. A STOP FOR REFRESHMENT. As the adventure opens, the PCs have just entered the inn. They are just a bit late for the most recent meal; everyone else has already eaten, and they didn't leave much unconsumed. Still, the innkeeper scrounges together what is left, along with a new loaf of bread, and offers it to them at a slightly reduced price. (He's full, and feeling generous as a result.)

The PCs are probably disappointed when they first enter the inn and discover that they're late for the meal, then relieved that there is anything left at all, then downright happy when they learn they're getting a deal on their dinner. This whole series of events explains why the PCs don't immediately join the rest when the customers start dropping dead from poison. The bread hasn't been poisoned, though the remnants of the meal have, as have the PCs' drinks. (This is one case where filling up on bread before dinner is actually a good thing!) Consequently, the PCs don't consume as much poison, and don't feel the effects as soon as everyone else present.

The poison effects call for a little bit of work with timing and game mechanics on the DM's part. Rather than applying a flat amount of damage to everyone, as in the normal rules, adjust the potency of the poison and the onset of symptoms based on how much each PC consumed. Those who ate earliest and most – the innkeeper among them – fall dead relatively quickly, while those who ate less and later suffer delayed symptoms ranging from coma at the more serious end, to mere nausea. Having arrived late, the PCs see the effects all around them, before falling ill themselves.

The role-playing possibilities in this scene are endless. The DM should base just how ill the PCs feel – and how many hit points they each lose – on the characters' earlier reactions to learning that they had entered the inn late for dinner. How hungry did they each say they were? How much did they complain to

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the innkeeper about scrimpy portions? How much did they drink? If the players were role-playing well when the PCs entered the inn, there will be ample evidence for the DM to use in deciding the severity of their poisoning, and the players will feel very close to the situation. On the other hand, if the group is playing more mechanically, just assign a flat number of points of damage to their PCs.

In any event, shortly after the PCs have eaten, the cook and innkeeper – who stuffed themselves in the kitchen before serving anyone else – begin groaning with severe stomach pains, and drop dead within minutes. There are ample clues to show that they have been poisoned: the stomach pains, a steadily blackening complexion, and bleeding from bodily orifices, to name a few. Just as the PCs realize the victims have been poisoned, the first of the inn's guests start complaining of queasiness.

2. A FLURRY OF ACCUSATIONS. Panic stricken, the weakening guests begin quarreling among themselves, accusing one another of treachery. In particular, the few tanar'ri present are viewed with suspicion when they prove to be immune to the poison (as all tanar'ri are). Within moments, duels break out. In their panic, the PCs are likely to get involved in this "witch hunt," and may find themselves in a scrap or two. This is another great opportunity for role-playing on the DM's part. One or more PCs may face terrible foes for a few moments; then, just as the PCs seem about to be skewered or hacked with a blade, the foes succumb to the poison and fall dying at their feet. Even if they face tanar'ri who are immune to the effects, other patrons who blame the tanar'ri for the poisoning can intervene, saving the PCs.

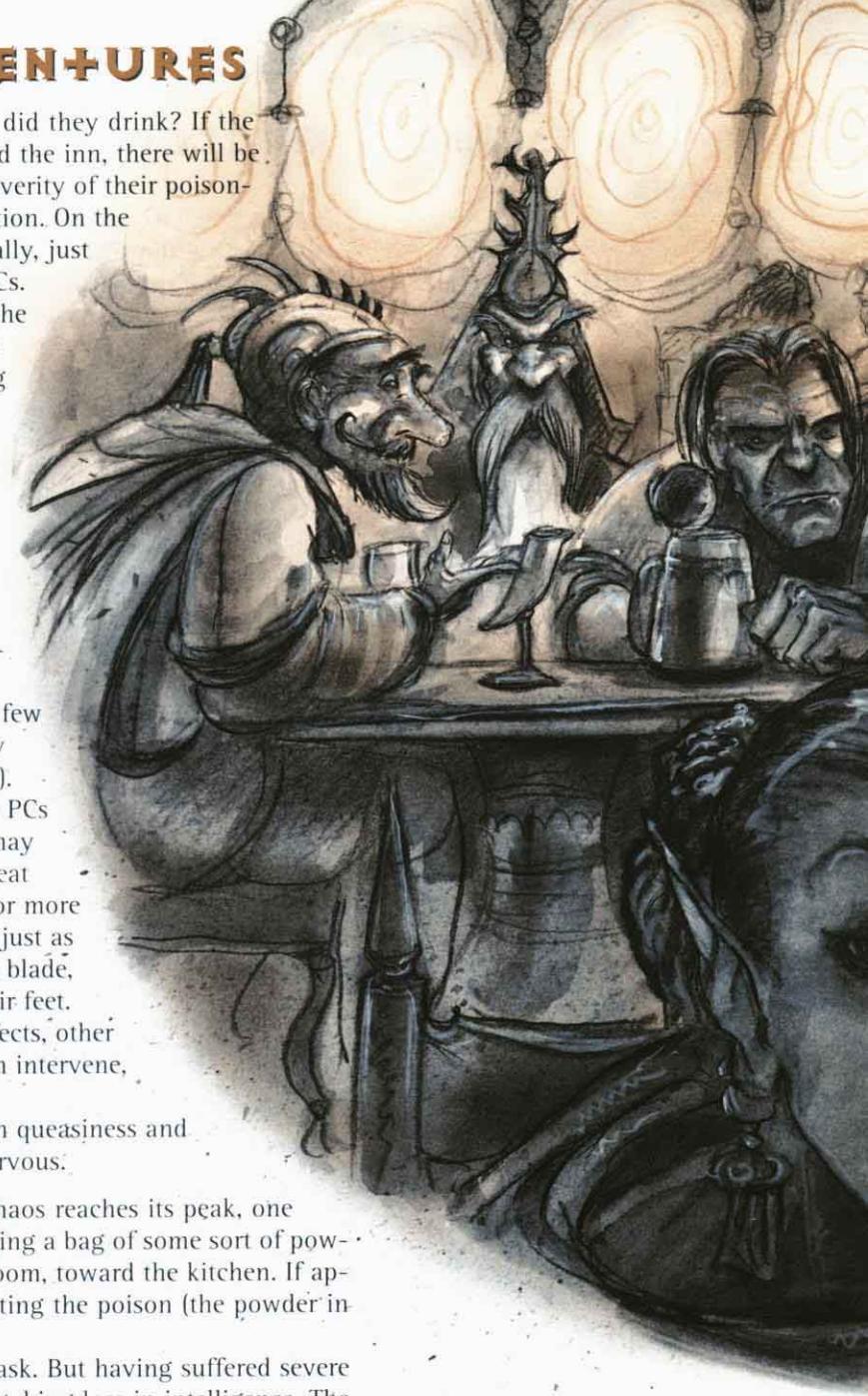
Of course, don't forget to mention the PCs' own queasiness and stomach pains now and again, just to keep them nervous.

3. A RETURN TO THE SCENE OF THE CRIME. Just as the chaos reaches its peak, one or more of the PCs spot a pair of cranium rats dragging a bag of some sort of powder down from upstairs and through the common room, toward the kitchen. If approached, the rats actually ask the PCs for help putting the poison (the powder in the bag) into the food and drink in the kitchen.

Obviously, this is a stupid thing for the rats to ask. But having suffered severe losses from the poison, their band has suffered a matching loss in intelligence. The now-moronic rats barely remember that they set out to poison the food, let alone why. When questioned, they thoughtlessly admit that they are getting revenge on the "bigs" for having poisoned them. If the PCs think to ask, the rats readily lead them to the poison. There, the PCs find that the innkeeper has an antidote at hand. Those who haven't already died can be saved, provided they can swallow the antidote.

4. A SUDDEN REVELATION. The best way for the PCs to stop the fights in the common room is to announce the real culprits. Once the PCs have made themselves heard, the brawling tanar'ri, tieflings, and others stand stunned for a moment, then seem abashed, and finally become enraged again, but this time at the rats. The entire clientele heads out on a rat hunt, and the cranium rats are quickly dispatched.

5. A SATISFYING CONCLUSION. The PCs can fight two or three of the little creatures themselves, and should have the honor of getting the last rat (who may have stolen the antidote), for drama's sake. Once the hunt is all over, the PCs are honored for solving the mystery. (This can provide them with some great contacts for later adventures.)



NUMBER OF PCs: Three to six.

LEVELS: Mid.

PCs PREFERRED: Any.

FACTIONS: The Free League, Revolutionary League, and Transcendent Order are most likely to get involved with this adventure.

SYNOPSIS: A githzerai member of the Fated asks the PCs to help him get to the Abyss “to destroy an evil amulet.” Once there, the githzerai strings the PCs along while secretly consolidating a new power base for his people. It falls to the PCs to realize what he is doing and to escape before his machinations get them into a planeful of trouble.

WICKED, WICKED WAYS

BACKGROUND: Like all the Fated, Silonius Greél believes that you deserve what you can take. But the githzerai’s greedier than most, and he’s set his sights on becoming a virtual king. To accomplish that, he plans to create a new power base for the githzerai, one outside Limbo. As a matter of fact, he’s chosen the Abyss as the site for his new city – after all, there’s plenty of room on that plane.

Greél reasons that all he has to do is seize a tanar’ri fortress and hold it long enough to prove to the rest of the githzerai that such a thing can be done. He believes that once this is proven, other githzerai will flock to his fortress and establish a growing city by their sheer numbers. Then, faced with tenacious githzerai, the tanar’ri will have to accept the inevitability of the newcomers’ continued presence on the plane, just as the slaadi have had to in Limbo. (Of course, no one has asked the *slaadi* if they believe that.)

Once the new githzerai stronghold is a fact, Greél believes the other githzerai will revere him as prince of the city. As icing on the cake, he expects that they’ll revere his name for all ages, as the individual who helped settle the race beyond Limbo.

That still leaves the initial problem of seizing a tanar’ri fortress, however. To accomplish that, Greél has stolen an amulet from a tanar’ri lord currently dwelling in Sigil. It acts as a key to the lord’s fortress in the Abyss. All Greél has to do is escape from Sigil, find the fortress, and defeat its guardians before the tanar’ri lord catches up with him. That, and hold it until he can send for other githzerai to help.

OUTLINE:

1. HELP WANTED. The PCs first meet Silonius Greél in the town of Sigil. They are going about their own business when Greél confronts them and rather breathlessly asks for their help in defeating a “great evil.”

When asked to explain, Greél answers in a rush. He says he has stolen a powerful evil amulet from Volisupula, a tanar’ri lord visiting Sigil, and that he intends to take it to the Abyss, where it was created, in order to destroy it. But he needs help getting out of town (Volisupula has set the Mercykillers on his trail) and protection in the Abyss while he goes about “destroying the amulet.”

If the PCs think to ask what’s so evil about the amulet, Greél winces and looks back over his shoulder – obviously watching for pursuit – then says that it’s a long story, but, in a nutshell, the amulet weakens the magical defenses of the githzerai cities in Limbo, making them open to githyanki attack.

If the PCs still hesitate to make a commitment, Greél points out that the entire githzerai race would be indebted to them for their help (he hints at psionic and/or anarch training, githzerai trade agreements, possible adoption into the race, and more). Immediately after he makes this point, a squad of Mercykillers shows up, and the decision is forced. If the PCs don’t help Greél, the Mercykillers chase him down the street and out of sight, and this adventure doesn’t proceed any further. On the other hand, if they do help Greél, the Mercykillers add them to their list of targets. At that point, they might as well help Greél, in order to gain githzerai influence against the Mercykillers.

2. IN FOR A PENNY. . . . Once the group reaches the Abyss (Greél leads them to a portal for which he knows the key), they have to find Volisupula’s stronghold. (The DM can adjust the length and difficulty of the adventure by changing just how far the group must go, and what it meets on the way.) Then comes the battle to capture the stronghold itself. Through the power of the amulet, Greél can command the doors to open, but the PCs still have to fight their way past the

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guardians left by the tanar'ri lord. Once the party is inside, Greél commands the doors to close again, to seal out any other tanar'ri who come visiting.

Over the course of the next several days, Greél holes up in the stronghold's laboratory, ostensibly working to destroy the amulet. Actually, however, he is laboring to contact githzerai friends in Limbo, and trying to convince them to help him defend the stronghold from an expected onslaught of tanar'ri. Greél knows that once word spreads around the Abyss that strangers have seized a tanar'ri stronghold, the plane's inhabitants will feel compelled to punish the invaders.

While Greél works to realize his goals, the PCs are kept busy fighting off minor incursions of Volisupula's agents. The stronghold is riddled with secret passages, many of them leading outside, and the tanar'ri lord's agents are gaining access through these tunnels. Fortunately for the PCs, the passages are too narrow to allow hordes of tanar'ri through, and the agents are so intent upon gaining personal glory in defeating the PCs that they never think to sneak large numbers through one by one. Consequently, the PCs can fight off each attack.

Problem is, the characters see an entire army of tanar'ri approaching from the walls. Things begin to look desperate for the PCs.

3. FIGHT OR FLIGHT. Faced with the oncoming horde, the PCs might decide that it's time to leave. They could hold the fortress for a while, even against bad odds, but ultimately they must fail. The trouble is that there just aren't enough PCs to cover all the walls *and* watch for creatures sneaking in through the secret passages. Remind the PCs of the story of the Alamo if they decide to stay and fight.

Assuming they inform Greél of their plan to leave, he pleads with them to stay. Greél reveals his true plan to the party, telling the PCs that there are githzerai on the way, if the fortress can be held for just a few days longer.

The DM must decide whether that's true or not. If it is, and the PCs stay, the githzerai reward them handsomely. On the other hand, if it isn't true, the PCs are destined to be captured by the tanar'ri hordes. Of course, that result could lead to further adventures.



NUMBER OF PCs: Two or more.

LEVELS: High.

PCs PREFERRED:

Rogues, warriors, and priests.

FACTIONS: Sensates and the Sign of One are most likely, because of their dislike of the Dustmen.

SYNOPSIS: The PCs “acquire” a magical tome from the Dustmen. Titled the *Book of Lies*, the tome contains every untruth ever uttered. But the PCs learn such knowledge can be less a boon than a curse.

THE BOOK OF LIES

BACKGROUND: For ages, the Dustmen have held the *Book of Lies* in a stronghold on Thanatos, the 113th layer of the Abyss. The book has lain there unmolested; apparently no one has ever tried to steal it. That’s doubtless because the dangers of Thanatos itself and the difficulty of forcing entry into a Dustmen stronghold combine to make the task too tough for most small parties, and the nature of planar politics precludes a direct assault by other factions. But rumors of the book’s powers abound, and many creatures wish to possess it.

Now events have conspired to make it possible for a small party to sneak in and steal the book. A member of the Converts sect, who recently spent time as a Dustman and now has joined the Sensates, has the rare combination of knowledge and motivation to put this singular event in motion. With him as the catalyst, and the PCs as his agents, the results could be explosive.

OUTLINE:

1. THE PITCH. A handsome, debonair tiefling named Mefisto the Bald – a member of the Converts sect, formerly aligned with the Dustmen, but now with the Sensates – approaches the PCs with an offer. It seems that his personal funds are depleted, and he wants to replenish them by selling the PCs the secret to a wondrous treasure. For a substantial fee, he can get the PCs into the Dustmen’s headquarters in Thanatos, where they can use his map to locate the *Book of Lies*, a powerful magical item.

Mefisto explains that the *Book of Lies* is a tome that lists every lie that ever was, is, or will be uttered in all of creation. He says that with the book in hand, the PCs will be able to win their way to untold fame and fortune, avoiding every pitfall that dishonest people could put in their way. The only reason that he doesn’t get the book himself is that, while he enjoys a good time, he isn’t interested in the responsibilities of fame and fortune. He figures that it’s better to have rich, famous friends – like the PCs once they’ve taken the book.

2. OUT OF THE FRYING PAN. After Mefisto is paid, he provides the PCs with Dustmen-style clothing and leads them to the first minor hurdle, a portal to Thanatos inside Sigil’s graveyard. In order to get to the portal, which is within an inner doorframe of a mausoleum, the group must break into the graveyard. Fortunately, Mefisto knows the graveyard’s schedule, and he can lead the group there when traffic is light. If they’re cautious, no one knows the PCs have been there until days later, when the Dustmen next check on the mausoleum. As they step through the portal, Mefisto waves goodbye and wishes them good luck.

3. INTO THE FIRE. Arriving in Thanatos a few hour’s travel from the Dustmen’s holdings there, the PCs are next faced with the problem of crossing the layer’s inhospitable terrain. Frozen ground and thin air make travel difficult; the fact that the place is crawling with undead doesn’t help. In other words, as with most PLANESCAPE adventures, much of the fun is in dealing with the setting. A significant amount of time should be devoted to this part of the story.

Eventually, the PCs reach the Dustmen’s outpost, and with passwords provided by Mefisto, they can gain entrance, passing themselves off as Dustmen. In order to be convincing, they have to pick a time when no undead are near the outpost; otherwise the PCs are attacked by the creatures, a “dead” giveaway that the PCs aren’t Dustmen. (Of course, the PCs could concoct a story about having started the fight themselves to take an item from the undead.)

Once inside the stronghold, the PCs work their way toward the holding place of the *Book of Lies*. They have to be a bit surreptitious about it, of course.



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Though the Dustmen aren't expecting any trouble, and all tend to mind their own business, the PCs still want to find empty halls and stairways for their purpose, and plan a quick route of escape. This time within the outpost can be a period of discovery for the PCs, letting them see firsthand the life Dustmen lead in their private lairs.

4. CHECKING OUT. Finally, the PCs locate the *Book of Lies* and find a chance to seize it. The book is a huge volume, four feet tall and three feet wide, with an infinite number of pages. It requires a minimum Strength score of 14 to carry.

The DM could set the book in a tower room, an underground vault, or on open display in a chapel. There are no magical alarms set on the book. If Dustmen notice that it is being stolen, they try to stop the PCs, but aren't willing to throw away their lives. In all, the PCs may feel that they got away easier than might have been expected.

5. SOME HEAVY READING. Its facts are all lies, but the book is all true. To use it, a person has only to call out someone's name, and the book opens to a list of that person's lies in chronological order. The problem with reading the book is that it doesn't bother to explain the circumstances of a prevarication, it just reports them. This means that it mentions even kindly lies ("no, I don't think your legs are fat") as well as nasty ones ("that's all the treasure there was"). It doesn't take long for this kind of information to become tiresome.

DM NOTE: This item requires special handling as some players may attempt to abuse its powers, but serious role-players will likely find it thought-provoking.

6. WAITING LIST. While the PCs have been gone, Mefisto has sold them out to someone else, revealing that they have the book (a fact the PCs can discover, if they check Mefisto's name in the tome). When they get back to Sigil, they'll find that virtually everyone wants the book. But the knowledge the book imparts serves primarily to make people angry and start fights.

Ideally, the PCs would do best to give the accursed thing back to the Dustmen, to be returned to their holdings in Thanatos. Only the Dustmen seem to have the frame of mind necessary to hold the book without falling prey to its divisiveness.



NUMBER OF PCs:

One or more.

LEVELS: Low.

PCs PREFERRED: Bards, paladins, druids, or other charismatic PCs will have the best chance of success.

Factions: Harmonium, Mercykillers, and Guvnors would be especially amusing, though also dangerous.

SYNOPSIS: The PCs are caught unexpectedly in the middle of a feud between two local tribes of creatures. How they respond to the situation will shape the very future of the region.



NU+S

BACKGROUND: Arborea may be an Upper Plane, but that certainly doesn't mean that it's always peaceful. This adventure entangles low-level PCs in a modest conflict that is typical of the plane.

For some time now, a clan of Arborean bariaur has been dwelling near a branch of Yggdrasil, the great World Ash that stretches across the planes. At the same time, a sizeable pack of ratatosk has been living within the forest surrounding that branch. Until recently, the two clans have dwelt in relative ignorance of each other. But now, the ratatosk have noticed the bariaur settlement, and it appeals to them as a fun place to play. Unfortunately, the bariaur don't share the ratatosk's taste in fun.

It's at this point that the PCs become involved.

OUTLINE:

1. ARRIVAL. While traveling Yggdrasil on their way to someplace else, the PCs hear the sound of an escalating quarrel – angry braying voices and chittering cries of outrage fill the air. When they investigate, they discover a clan of armed bariaur standing around its village, shouting and waving weapons menacingly at the buildings. A closer view reveals a roughly equal force of ratatosk clambering about on the roofs.

PCs not familiar with either race might get the impression that the bariaur are attacking a ratatosk village. But anyone who knows ratatosk knows that they don't build halls on open ground, and those familiar with bariaur recognize their architecture. In any event, it should be obvious to all but the dullest PCs that there isn't any real fighting going on. The bariaur are cursing and threatening, not attacking.

2. STALEMATE. The playful ratatosk don't understand why the dour bariaur are so angry with them. All they know is that the bariaur are heavily armed and effectively stand between them and the forest.

Perched on the village roofs, the ratatosk spot the PCs before the bariaur do. Perceiving the PCs as potential saviors, the ratatosk cry out for help. The bariaur are at first suspicious of the newcomers, but soon realize they're a potential solution. They see the PCs as neutral parties and demand that they arbitrate the dispute. The ratatosk eagerly agree.

The two groups surround the PCs before the characters can decide, arguing with each other, explaining the situation to the PCs, and not allowing the characters to get a word in edgewise.



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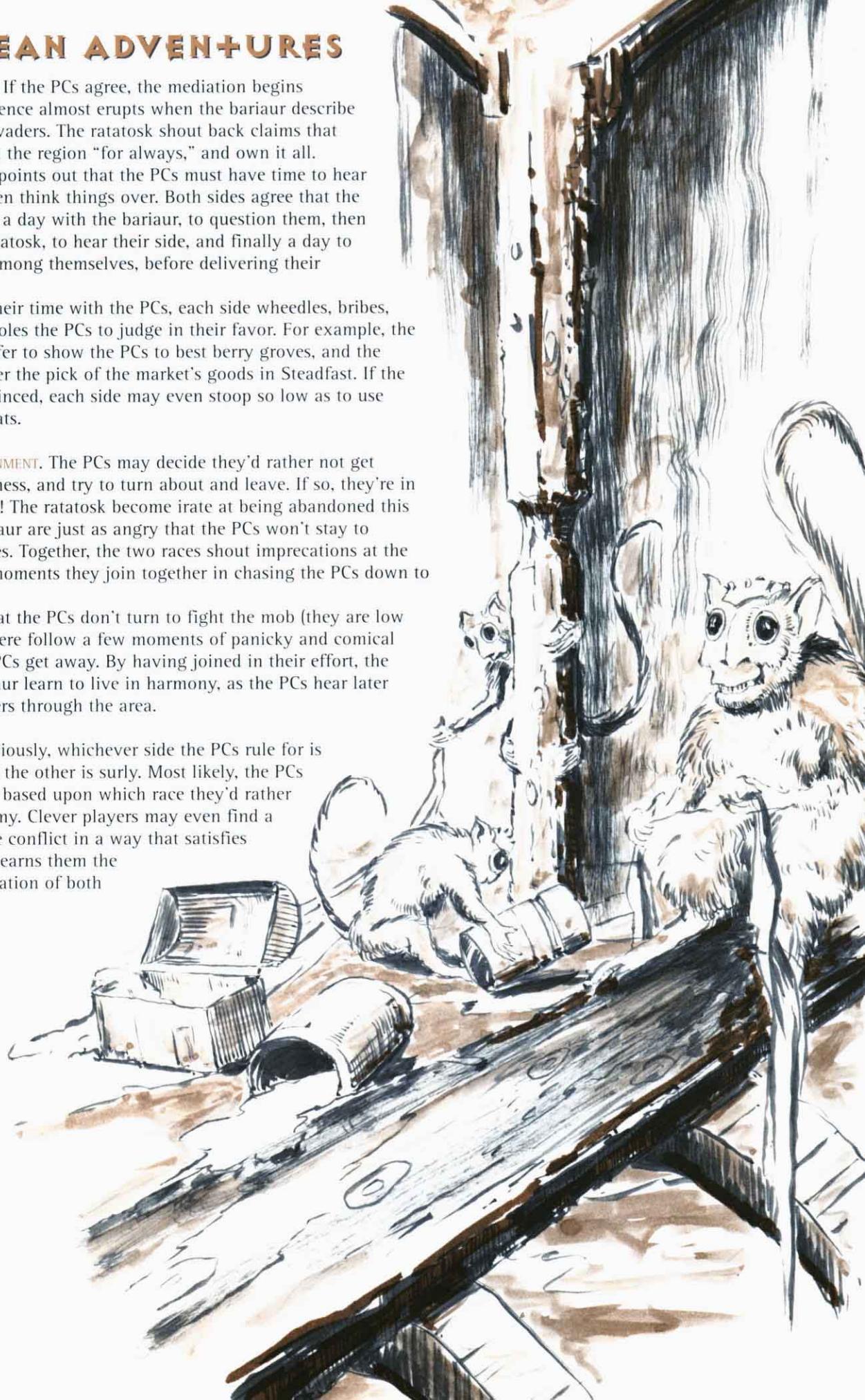
3. ARBITRATION . . . If the PCs agree, the mediation begins immediately. Violence almost erupts when the bariaur describe the ratatosk as invaders. The ratatosk shout back claims that they have lived in the region “for always,” and own it all. Finally, someone points out that the PCs must have time to hear both sides and then think things over. Both sides agree that the PCs should spend a day with the bariaur, to question them, then a day with the ratatosk, to hear their side, and finally a day to talk things over among themselves, before delivering their verdict.

But during their time with the PCs, each side wheedles, bribes, and otherwise cajoles the PCs to judge in their favor. For example, the ratatosk might offer to show the PCs to best berry groves, and the bariaur might offer the pick of the market’s goods in Steadfast. If the PCs seem unconvinced, each side may even stoop so low as to use thinly veiled threats.

3. . . . OR ABANDONMENT. The PCs may decide they’d rather not get involved in this mess, and try to turn about and leave. If so, they’re in for a real surprise! The ratatosk become irate at being abandoned this way, and the bariaur are just as angry that the PCs won’t stay to explain themselves. Together, the two races shout imprecations at the PCs, and within moments they join together in chasing the PCs down to punish them.

Assuming that the PCs don’t turn to fight the mob (they are low level, after all), there follow a few moments of panicky and comical flight before the PCs get away. By having joined in their effort, the ratatosk and bariaur learn to live in harmony, as the PCs hear later from other travelers through the area.

5. RESOLUTION. Obviously, whichever side the PCs rule for is very grateful, and the other is surly. Most likely, the PCs ultimately choose based upon which race they’d rather not see as an enemy. Clever players may even find a way to resolve the conflict in a way that satisfies both sides, which earns them the respect and admiration of both races.



NUMBER OF PCs:
Three or more.

LEVELS: Mid.

PCs PREFERRED:
Warriors, bards,
and priests.

FACTIONS: Sensates are best; others are less likely to join the bacchae or be accepted by them.

SYNOPSIS: While traveling in Arborea, the PCs come across a band of bacchae and are faced with the choice of running from them, fighting them, or joining them.



PARTY RESERVATIONS

BACKGROUND: Anybody who knows the bacchae knows that they're bad news. They exist for one purpose, and that's wanton revelry. It isn't so much that they are intentionally destructive, they're just incredibly wild and irresponsible. Of course, in terms of property damage, the end result is the same. Fortunately, the creatures restrict their partying to the plane of Arborea, primarily in Olympus.

That's where the PCs meet up with them. When the adventure opens, the PCs need to be headed someplace important to them that they'd rather not see destroyed by the bacchae. It may help if they are also under a real time crunch, so that taking advantage of the bacchae's speedy travel is tempting.

DM Note: If the PCs fight the band, the battle becomes little more than a very tough encounter. But if they run from the bacchae or join them, a full-fledged adventure results. The bacchae have no place in particular to go, so when they encounter the PCs, they fixate on heading where the PCs are headed. If the PCs run from the band, they find themselves followed. If they join the band, they are able to take advantage of the band's magical ability to travel fast as a whirlwind. In either case, however, they learn firsthand the destructive power of that whirlwind. It soon becomes obvious to the PCs that they'd best not lead the bacchae to their destination, or the place will be demolished. The trouble is, how does a basher get rid of the bacchae?

OUTLINE:

1. DANCING TO THE TUNE. While setting up camp one evening, the PCs see torches approaching, and hear a wild commotion of shouting, singing, and laughter. Within a few minutes, the PCs see the source: a band of bacchae headed their way. The PCs have only moments to decide how to respond.

When the bacchae arrive, they tear through the party's possessions, guzzling any wine or beer the PCs were carrying, devouring their food, stealing or ruining extra equipment, aggressively pursuing party members of the opposite sex, and intimidating any small and timid PCs.

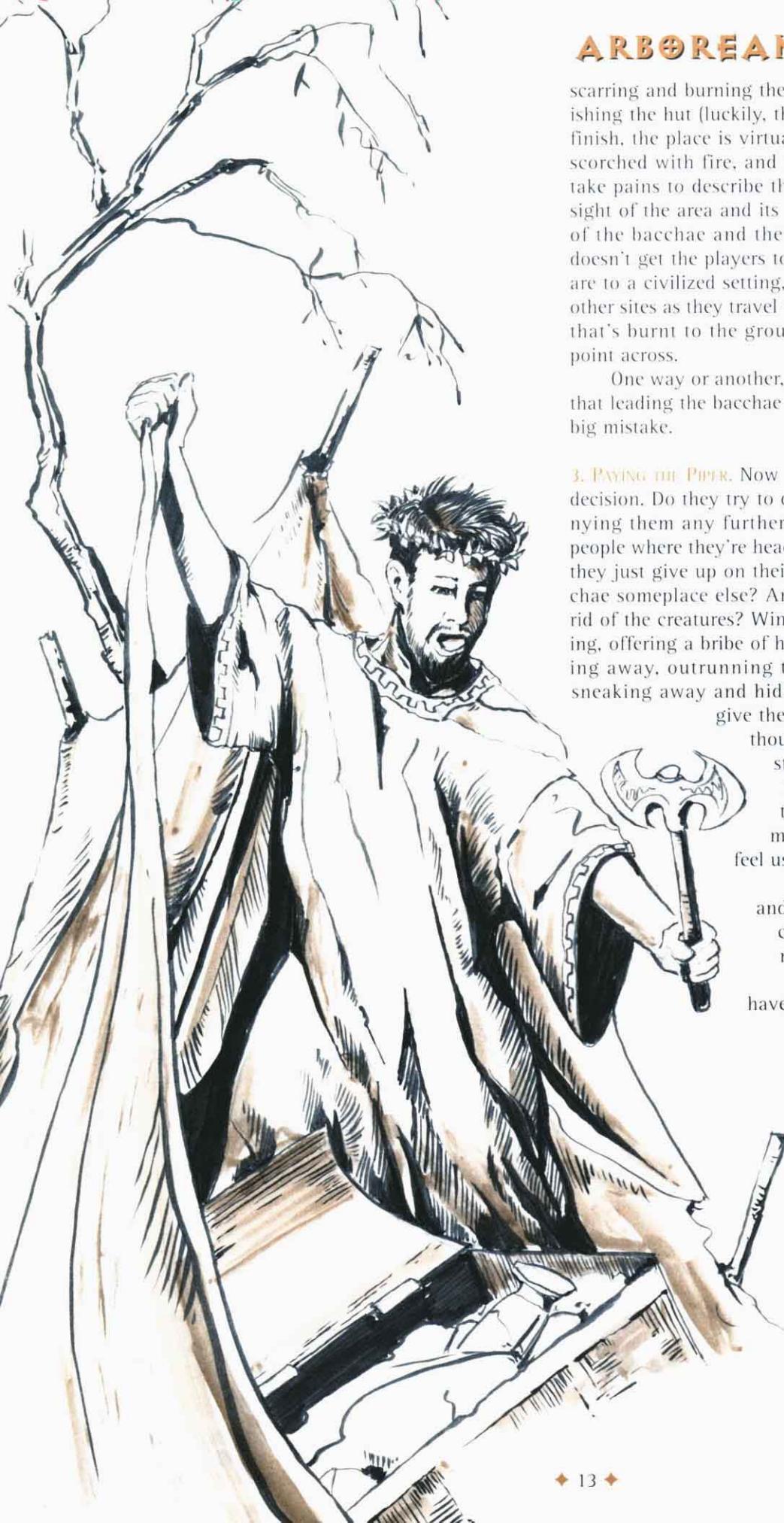
If the PCs oppose the bacchae, tensions mount toward a fight. If a fight breaks out, the PCs are hard pressed to overcome the band. Even if the PCs win, they are bloodied and bruised, making the rest of their journey more dangerous.

But if the PCs join in the revelry, they may be accepted as equals, rather than treated as victims. In this case, the rowdy bacchae finally settle down for the night. In the morning, they announce that they're traveling with their new friends, the PCs, wherever they're headed. The bacchae point out that they can

get the party to its destination much faster – and far more entertainingly – than if the PCs traveled alone.

2. FACING THE MUSIC. While continuing their travels – whether in company with the bacchae or followed by them – the PCs come across a beautiful orange grove with a gardener's hut. The bacchae see the grove and descend on it in a frenzy, tearing saplings from the ground,





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scarring and burning the larger trees, and completely demolishing the hut (luckily, the gardener isn't home). When they finish, the place is virtually a wasteland, littered with trash, scorched with fire, and trampled into mud. The DM should take pains to describe the scene dramatically, from the first sight of the area and its calm beauty, to the relentless attack of the bacchae and the final result of their attack. If this doesn't get the players to realize how dangerous the bacchae are to a civilized setting, the DM may have the bacchae raze other sites as they travel on: a village, an orphanage, a library that's burnt to the ground, or whatever it takes to get the point across.

One way or another, it should become obvious to the PCs that leading the bacchae to their final destination would be a big mistake.

3. PAYING THE PIPER. Now the PCs are faced with a truly tough decision. Do they try to dissuade the bacchae from accompanying them any further? Do they sneak away to warn the people where they're headed that the bacchae are coming? Do they just give up on their original mission and lead the bacchae someplace else? And ultimately, how do they ever get rid of the creatures? Winning a contest of gluttony or drinking, offering a bribe of huge amounts of food and drink, flying away, outrunning the bacchae with magical help, or sneaking away and hiding out after a night of feasting to give them the slip are all possible solutions, though each depends on the abilities and style of the PCs. Trickery and sneakiness should be encouraged. Failing in the attempt meets with harsh treatment at the bacchae's hands, as they feel used and betrayed.

There isn't any one best answer, and the PCs may learn that some things can't be solved, only endured. But no matter how the PCs handle the situation, as long as they survive they'll have a memorable story to tell.

NUMBER OF PCs:

Four to six.

LEVELS: High.

PCs PREFERRED:

Warriors and mages.

Factions: Any. The Fated are especially appropriate.

Synopsis: The PCs discover a titan's ruined stronghold, filled with loot for those bold enough to take it from the guardians inside. Unfortunately, their invasion causes the titan himself to escape his age-old imprisonment in Carceri and head back to punish those who rob him.



TREASURE FOR THE TAKING

Background: Long ago the titans were driven out of the lush lands of Arborea by their younger cousins, the Olympian powers. Many of them saw the handwriting on the wall and simply moved to other planes. The mightiest of them, however, were tracked down, captured, and banished to Carceri, leaving their treasures behind to be looted by the victors. But a few hid their treasures before their capture, in hopes of one day returning to claim them. The titan Polyphemos was one of these, and he included in his treasure a magical spear that, once freed, would speed its way back to him and help him escape to wreak vengeance on his enemies.

Outline:

1. A Great Secret. Somehow, the PCs discover Polyphemos's hidden stronghold in an untraveled part of Olympus. It is set in a canyon, in an incredibly mountainous area (even for Arborea!). The region is so rugged that no one frequents it, and the PCs only find the titan's stronghold by sheerest chance or firmest resolve. In other words, they either stumble upon it after being lost or they find a reference to it in some ancient text, piece together clues to its location, and bull-headed search the area until they find it. In either case, getting there should be an adventure in itself.

2. Giant Steps Forward. The titan's home is built to his colossal scale, and the visual effect is stunning.

In order to enter, the PCs first have to climb a long flight of gigantic marble steps, each one being fully five feet tall. Unless the party flies or uses magic, it takes at least half a day just to reach the front door. Once inside, the PCs find that the building has fallen into serious disrepair, which makes getting around even more of a challenge.

3. Enormous Problems. While exploring the remains of the surface levels of the place, the PCs find little of significant value. Sure, there are a number of silver and gold urns, platters, and other such items. But these treasures are hardly worthy of high-level PCs, or of the difficulty the PCs experienced to reach the stronghold.

The cellars and dungeons remain to be explored, however. They yield quite a number of high-value items, but, unfortunately, they also yield gigantic vermin – rats, spiders, and scorpions of tremendous size – and a number of more exotic creatures that Polyphemos specifically left as guardians, such as golems, pudgings, and occasional cloud giant sentries.

Titanic traps also abound, of types the PCs have seen before but more dangerous and trickier to disarm, due to their great size.

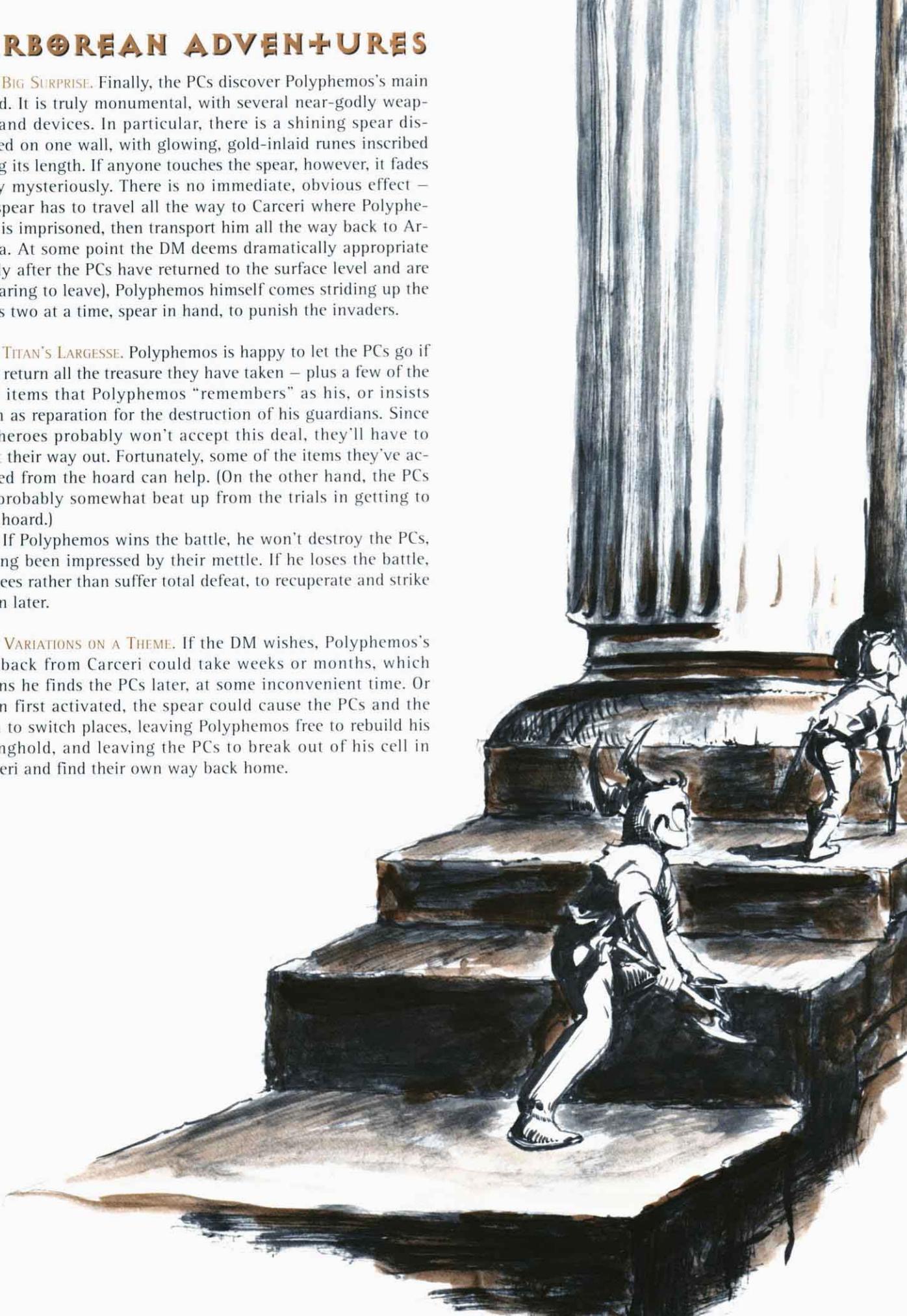
ARBOREAN ADVENTURES

4. **A BIG SURPRISE.** Finally, the PCs discover Polyphemos's main hoard. It is truly monumental, with several near-godly weapons and devices. In particular, there is a shining spear displayed on one wall, with glowing, gold-inlaid runes inscribed along its length. If anyone touches the spear, however, it fades away mysteriously. There is no immediate, obvious effect – the spear has to travel all the way to Carceri where Polyphemos is imprisoned, then transport him all the way back to Arborea. At some point the DM deems dramatically appropriate (likely after the PCs have returned to the surface level and are preparing to leave), Polyphemos himself comes striding up the stairs two at a time, spear in hand, to punish the invaders.

5. **A TITAN'S LARGESSE.** Polyphemos is happy to let the PCs go if they return all the treasure they have taken – plus a few of the PCs' items that Polyphemos "remembers" as his, or insists upon as reparation for the destruction of his guardians. Since the heroes probably won't accept this deal, they'll have to fight their way out. Fortunately, some of the items they've acquired from the hoard can help. (On the other hand, the PCs are probably somewhat beat up from the trials in getting to that hoard.)

If Polyphemos wins the battle, he won't destroy the PCs, having been impressed by their mettle. If he loses the battle, he flees rather than suffer total defeat, to recuperate and strike again later.

VARIATIONS ON A THEME. If the DM wishes, Polyphemos's trip back from Carceri could take weeks or months, which means he finds the PCs later, at some inconvenient time. Or when first activated, the spear could cause the PCs and the titan to switch places, leaving Polyphemos free to rebuild his stronghold, and leaving the PCs to break out of his cell in Carceri and find their own way back home.



NUMBER OF

PCs: One to six.

LEVELS: Low.

PCs PREFERRED: Any.

FACTIONS: Any.

SYNOPSIS: The PCs must discover the secret behind the mysterious changes occurring in a halfling hamlet.

STREET CREW

BACKGROUND: As *The Book of Chaos* explains, Barnstable is a quaint halfling village set within a copse of huge oak trees. The village's homes are all nestled among the roots of those trees.

Barnstable has never had anarchs to keep it from decaying into primordial chaos. Instead, it has remained in existence by virtue of the village watch, a group of citizens assigned to take turns around the clock, concentrating their willpower on the task of keeping the town whole.

Recently, however, a young halfling from one of the village's minor families discovered she had an anarchist's powers. Dissatisfied with the way her family had been treated over the years, she left the village and found a teacher who could train her in the basics of using those powers. Now she has returned, intending to rule the town herself someday soon. Her plan is to discredit the old mayor and his family, making them seem helpless against Limbo's chaos. With her anarchist powers, she'll secretly reshape the town each night, despite all efforts of the town watch to keep things normal. The result should cause considerable turmoil among the populace. She figures that when it becomes obvious that the old mayor can't stop the changes, she'll step in to impose order, thereby winning the adoration of the townsfolk who had always scorned her family.

Now, this young anarchist isn't actually evil: She doesn't really want to hurt anyone. She just craves respect and is a little bit drunk on the powers she's been discovering within herself.

OUTLINE:

1. **ARRIVAL.** For whatever reason, the PCs land in Barnstable. Perhaps a portal they were using deposited them here unexpectedly, or they might stumble across the town while traveling through Limbo. It could even be that the young halfling anarchist's power somehow drew or diverted them here, if no other rationale comes to mind.

2. **ACQUAINTANCE.** When the townsfolk introduce themselves to the PCs, they are initially a bit cautious (in the past, Limbo has cast some dangerous creatures and conditions up on the "shores" of their little island of stability). But if the PCs are friendly, within a short while the locals become quite hospitable. The PCs can spend a few days resting up and eating well.

3. **CONUNDRUM.** The young anarchist sees the PCs' arrival as a perfect chance to enact her plan, since they can be her scapegoats. When she begins fiddling with the shape of the town, the townsfolk suspect that the PCs are behind all the turmoil. After all, the trouble started shortly after they arrived. (The anarchist plans to banish the PCs once she restores order, to keep them from talking.)

If the PCs try to leave town prematurely, the young anarchist reshapes the surrounding woods to lead them back. On the other hand, if they investigate and seem close to discovering her secret, she uses her powers to divert them away, by creating natural barriers of thorns, rivers, and chasms.

4. **COMPLICATION.** Unfortunately for the young anarchist, a huge chaos beast has wandered into the vicinity and takes the opportunity to attack. With the townsfolk in confusion, the city guard didn't notice the beast, so the savage creature was not shunted away by the villagers.

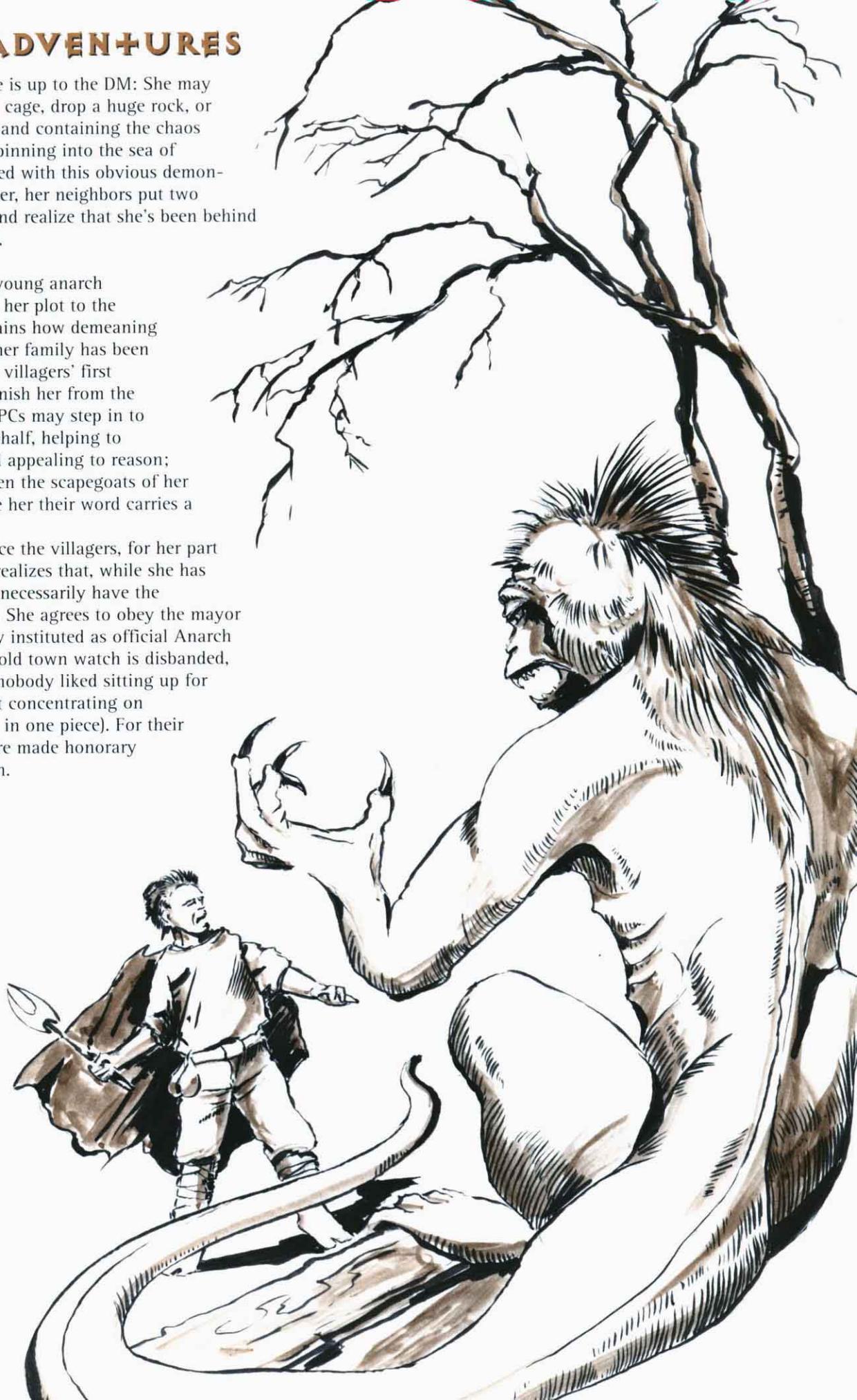
During the beast's vicious attack, the PCs can prove their worth by battling side by side with the halfling villagers. But in the end, the young anarchist has to step forth and perform a monumental terrain change to save the town. The exact

LIMBO ADVENTURES

form of this change is up to the DM: She may open a pit, create a cage, drop a huge rock, or even split off an island containing the chaos beast and send it spinning into the sea of Limbo's chaos. Faced with this obvious demonstration of her power, her neighbors put two and two together and realize that she's been behind the chaos all along.

5. RESOLUTION. The young anarchist defiantly confesses her plot to the villagers, and explains how demeaning their treatment of her family has been over the years. The villagers' first impression is to banish her from the town entirely. The PCs may step in to intercede on her behalf, helping to soothe tempers and appealing to reason; because they've been the scapegoats of her plot, if they forgive her their word carries a lot of weight.

If they convince the villagers, for her part the young anarchist realizes that, while she has power, she doesn't necessarily have the wisdom to wield it. She agrees to obey the mayor and is subsequently instituted as official Anarch of Barnstable. The old town watch is disbanded, to everyone's joy (nobody liked sitting up for hours at a time just concentrating on keeping the village in one piece). For their troubles, the PCs are made honorary citizens of the town.



NUMBER OF

PCs: Three to six.

LEVELS: Mid.

PCs PREFERRED: Any, but ideally including one slightly-trained anarch.

FACTIONS: Any.

SYNOPSIS: Most trips to Limbo involve traveling to some stabilized terrain. But in this adventure, the PCs have to slog their way through the “soup,” trying to find a particular slaadi chieftain in order to deliver a message of power.



DELIVERANCE

BACKGROUND: A gray slaad has been dwelling in a portion of Limbo near a town that is important to the PCs or one of their superiors. Under that slaad’s command, the local slaadi have been raiding the town repeatedly, and their attacks are becoming quite costly. The town’s leaders have decided that fighting a war with the slaadi is hopeless, considering that the creatures have virtually limitless numbers. They believe that the best way to end this problem is to go to the source. If an individual can meet the gray slaad and defeat it, the other slaadi recognize that individual as their better, and obey the person’s orders to leave the town alone.

The town already has such a champion. But obviously, anyone who can single-handedly defeat a gray slaad is too important to spend the time slogging through Limbo looking for the creature. Consequently, the PCs are hired, asked, or commanded (depending upon their history, factions, alignment, and such) to search out the gray slaad. Once they’ve found the creature, they are to activate a magical item to summon the town’s champion, who defeats the slaad.

OUTLINE:

DM Note: Some of the stages listed below are quite flexible in terms of time and the amount of attention the PCs devote to them. If the DM wants a one-shot adventure, the initial stages can be kept short. If there is no real hurry, those stages can be played out, making the overall adventure more epic in scale. Also, this adventure is extremely flexible in terms of getting the PCs involved.

1. ASSIGNMENT. The PCs are called in by someone who has the authority, moxy, or money to assure they’ll go on this mission. Exactly who that person is – a factol, anarch of a Limbo town, merchant, wizard – and how the mission is presented depends upon what sort of people the PCs are. In any case, they are told to find the gray slaad leading the slaadi who’ve been attacking the town, and to present the creature with an item which summons the champion who is to defeat it.

If there is time, the DM is encouraged to dwell a bit on this introduction to the adventure, making it a real opportunity for role-playing. Make the assignment appeal to the PCs’ emotions, whether loyalty, pride, vanity, greed, or whatever. The better the hook, the more faithfully the PCs will pursue the mission. And the more faithfully they pursue it, the more dramatic and trying their encounters can be, which means more of a sense of satisfaction when they achieve their final goal.

2. PREPARATION. The PCs need to outfit themselves with anything special they want for the trip. If they are pretty good at manipulating Limbo’s background chaos, they won’t need much in the way of supplies, unless their tastes are more esoteric than their chaos-shaping abilities can satisfy. But given the unusual nature of their task, and their undoubtedly specialized abilities, they may want some uncommon items, such as specially crafted spell components, potions, or beasts of burden. Again, this can be a good opportunity for role-playing, as the PCs seek out those things and haggle for them, without giving away their mission.

One other preparation the PCs might make is gathering local news about where the slaadi have been sighted. This shouldn’t be difficult to discover, but again, people will want to know why they’re asking.

If the adventure has to be kept short, the DM can gloss over this stage. But if there is time, giving the PCs a chance to prepare can help boost the significance of the adventure.

3. SETTING OUT. This part of the adventure is meant to show the heroes what Limbo’s primordial soup is like.

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Unless the PCs are all innate anarhcs (which is unlikely), they'll be creating terrain to travel along, but they'll need to keep it narrow enough for them to see things swimming in the soup. Of course, that also means things in the soup can see the PCs. In other words, the PCs can meet native Limbo creatures at this stage. What kind and how many are left up to the DM, depending on how much time is available for the adventure. The more time spent, the more of a sense of distance from civilization the players get. On the other hand, this stage could be shortened to a few descriptive sentences.

4. PRESENTING CREDENTIALS. Eventually, the PCs come across a group of slaadi. This is their chance to prove their power, and thereby command that they be led to the gray slaad leader. Again, at this stage the DM can adjust the time the adventure takes to complete.

If there is plenty of time, the PCs can first meet a group of red slaadi and be forced to destroy it. Next, they can meet another group of reds and manage to take one or more of them prisoner. Those prisoners can lead the PCs to a group including blue slaadi. Once the PCs defeat the blue slaadi, they can demand to be led to the gray slaad commander.

On the other hand, if time is short, the PCs can simply meet a mixed group of red and blue slaadi, defeat it, and demand to be brought to the gray slaad who rules the region.

5. STRANGE BEDFELLOWS. In company with the blue slaadi they have overcome, the PCs head off to find the gray slaad commander. Along the way, unless they are specifically commanded not to, the slaadi stop to conduct raids on other creatures. It doesn't much matter to the slaadi what kind of creatures they are, as long as they can be used for food or – in the case of the red slaadi – egg depositories. The PCs may find themselves standing by, watching as the slaadi attack a goblin village, for example, or even participating in such an attack.

This part of the adventure is intended to demonstrate to the PCs the nature of the slaadi. If time is short, it can be cut entirely.

6. DELIVERING THE GOODS. This is the climactic point of the adventure. The PCs are led into the presence of the gray slaad. Unless they talk fast, the creature may decide that they are beneath its notice and command them to be slain or enslaved. But if they're smart in delivering their message, the PCs characterize themselves as mere servants of someone greater, someone who challenges the gray slaad's right to rule. When the gray slaad asks where the challenger is, the PCs activate the item they've been given, and their champion is summoned.

The gray slaad, confident of overcoming the champion, orders the other slaadi to kill the PCs. As the gray slaad and champion battle, the PCs also have their hands full. Finally the master slaad is defeated, and the other slaadi cease fighting, bowing to the PCs' champion as their new master.

7. SLOGGING BACK HOME. After defeating the gray slaad, the champion teleports back home. When the PCs arrive back in town, they're suitably rewarded. *How* they get back home is another story.

If there is time, have the PCs slog back to town through Limbo's "soup." Naturally, they won't have as much trouble on their return trip, because they won't be fighting slaadi, and they may even have a slaadi honor guard. On the other hand, if time is pressing, simply have them teleported back with the champion so they can receive their rewards immediately.



NUMBER OF

PCs: Four to six.

LEVELS: High.

PCs PREFERRED: Any.

FACTIONS: Any.

SYNOPSIS: The PCs must travel to the Floating City, spiritual home of the reclusive and humorless githzerai people, to discover the source of disruptions on the Astral Plane.

STEAL TOWN

BACKGROUND: Under the direction of the githzerai's self-proclaimed god-king, the wizards' guild of the Floating City has created a special guidon that can draw githyanki from the Astral Plane and hold them to be slaughtered by the githzerai. That guidon is centered in the courtyard of a walled estate very close to the wizards' guild headquarters, where the githyanki it summons can be engaged by githzerai soldiers. (The wizards wanted the guidon close enough for convenience and security, but not within their very headquarters.) Unfortunately, in its operation, the guidon is creating serious disturbances in the Astral. It creates an unprecedented number of astral conduits, and sends them whipping violently about, dumping other astral travelers randomly about the Outer Planes. Naturally, a lot of planar dwellers want the astral disturbances stopped.

If the DM desires, this adventure can be complicated a bit by including parties other than the PCs looking for the guidon. These could include angry githyanki as well as anyone else who depends on astral conduits.

OUTLINE:

1. THE TEMPEST. The PCs could begin this adventure several different ways. The DM could have them hired, ordered, or cajoled – as in “Deliverance” – to go to the Floating City to capture or destroy the guidon.

On the other hand, if they are likely to investigate mysteries on their own, the DM can have them learn that the Outer Planes are abuzz with stories of how violent the conduits through the Astral Plane have become. When they go to see for themselves, the PCs discover that the most violent conduits all head in the same general direction. Somehow, they'll have to trace those conduits to their destination. Simply following them across the Astral isn't really an option, as they effectively stretch on forever. The logical options are: 1) step into a conduit and ride it to its end; 2) send some sort of homing device to ride the conduit, then track its final location magically (though as far as the PCs know, it could end up anywhere in the multiverse); 3) start investigating rumors across the planes, to see if anyone else knows where the conduits are dumping out.

2. SOME LEGWORK. Unless the PCs are riding the conduits themselves, they'll have to travel to the Floating City somehow. Along the way, they are in the DM's hands, and they may make any number of side trips before they get where they're going.

Once they arrive, they'll have to be careful not to set the xenophobic githzerai on their guard by asking lots of probing questions, drawing maps, or wandering around casting divination spells. The heroes have to find other signs that indicate exactly where in the city the conduits open out. The githzerai won't want this to be general knowledge, but troop movements to and from the location and githyanki bodies being carried out to be dumped in Limbo's primordial soup provide clues to direct the PCs.

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Of course, if the PCs ride an astral conduit to its end, they'll find the guidon quite easily when they're dumped out into the courtyard, right in front of a welcoming committee of githzerai soldiers. The soldiers can't afford to let anyone know of the githzerai involvement in the astral tempest, so they fight fiercely to capture or kill the PCs.

3. FAT IN THE FIRE. Unless the PCs are *extremely* lucky, when they find the estate where they guidon is located, they'll have to battle some githzerai soldiers, wizards, and thieves in order to get to the device. Even then, they'll have to hold off assaults by backup forces while a spellcaster sizes up the object. After a few rounds of checking out the guidon (rolling spellcraft checks if the nonweapon proficiency rules are in use), it should become obvious that moving the object won't keep it from stirring up the Astral Plane – they need to destroy it. While one PC attempts to do so, the others have to hold off further attacks by the githzerai.

As DM, make sure destroying the guidon is within the PCs abilities, but don't make it too easy. For example, striking it with a sword shouldn't do the trick – unless, perhaps, the sword is highly magical. If the DM wants a hard and fast rule for destroying the guidon, give the item a saving throw as rock with a +3 bonus.

4. SUDDEN DEPARTURE. When the PCs destroy the guidon, it explodes spectacularly. The magical energies released cast the PCs into the Astral Plane, along with a number of githzerai nearby. Githyanki show up to snap like wolves at the githzerai, and the PCs can escape in the resulting confusion.

If the PCs fail to destroy the guidon, they may still succeed in shutting it down if they escape the Floating City. Once the githzerai know that their secret is out, they shut the guidon down to prevent discovery by whatever forces the PCs already warned.



NUMBER OF PCs:

One to six.

LEVELS: Low.

PCs PREFERRED: Any.

FACTIONS: Any.

SYNOPSIS: The PCs land in Winter's Hall – Loki's realm in Pandemonium – and must find their way out before the giants there awake.

A MOUSE-EYE VIEW

BACKGROUND: Loki maintains Winter's Hall in Pandemonium as a retreat for when he's feeling particularly peeved with the other Norse gods, or for when they're particularly peeved with him. He comes here to celebrate his victories or bemoan his defeats.

This adventure occurs just after a great feast in the hall itself, at the center of that realm. The giants have eaten and drunk themselves into a stupor and are sprawled all around the hall. Some lie snoring in sleeping alcoves; others remain at the tables, lolling forward across the planks or stretched out on the benches; and quite a few are curled up with the hounds on the floor. A foul mood has led Loki himself out into the blizzard with the wolves and their cousins. The PCs find themselves cast unexpectedly into this setting, and they must creep about like mice in this giant realm if they are to survive and escape.

OUTLINE:

1. SNOWBOUND. While the PCs are traveling through an unfamiliar region of Pandemonium (and at this level of experience, they ought to be unfamiliar with most of it), a light snow begins to fall. The snow grows thicker as the minutes pass, until the PCs are stumbling along in a blizzard. Unknown to them, they have wandered into the fringes of Loki's realm.

No matter what light sources the PCs use, visibility quickly drops to a few feet. Within moments, they are hopelessly lost. Unprepared for such bitter cold, the group should quickly realize that if they don't keep moving, they'll freeze to death. So they press onward.

As they slog along, the PCs are attacked by a pack of ravenous wolves. There are fewer or equal numbers of wolves to party members. The PCs should easily defeat the first onslaught, but they catch glimpses of other wolves gathering through the swirling snow. Just as it seems as if they are doomed, the curtain of falling snow parts and the PCs spot a rough log building ahead.

2. RESPITE. Faced with no other choice, the PCs run toward the log hall. It proves to be further away than they thought, and they might begin to wonder if they somehow missed it in the blizzard. When they finally arrive, however, the reason for their confusion is clear: The hall is gigantic in proportion, and because the PCs assumed it was normal size from their glimpse of it, they thought it was much closer.

In any event, the building offers shelter from the blizzard and defense from the wolves. The PCs slip inside through a crack in the planking of a huge door in one end, and find themselves faced with a long roomful of giants.

Fortunately, the giants all seem to be sound asleep. In the flickering light of fires lining the long sides of the hall, the PCs can see them sprawled about all over, with dogs, wolves, yeth hounds, and worse scattered about as well, thankfully of normal size. The air is filled with the smell of soot, roasting meat, unwashed giants, canines, and spilled beer.

DM Note: See Breibablik in *The Travelogue* for a view of a standard Norse hall.

3. A STRANGE HOSTILITY. The PCs explore the hall, looking for clothing that'll protect them in the blizzard outside and perhaps other helpful items. They come across a normal-sized man sitting at the nearest fire with his feet propped up on a stool, a book in his lap, and a tankard of ale near at hand. When he spots the PCs, he leaps to his feet, gesticulating wildly and complaining in a fierce whisper, "I knew it; the first decent chance in weeks I get to take a load off my feet and relax

PANDEMNIC ADVENTURES

for a bit and something's gotta come along and ruin it. Be careful; don't wake up the giants or they'll kill you for sure . . . and they'll make me get back to work." This petitioner is the hall's head cook, and he's insistent that the PCs leave the hall immediately. He begins pushing them back toward the door, whispering the whole time for them to be quiet and not wake the giants or the dogs.

4. GEARING UP. When the PCs point out that they're hardly equipped to go back out in the snow, the head cook caves in. "All right," he says, "let's get you some clothes and food, and then it's back out you go. You don't want to be here when the giants wake up, and Loki's due back any time." He begins leading the group to various spots in the hall, waking up more of the giant's normal-sized servants, asking them to donate provisions for the PCs. Many of these servants are captive petitioners who by rights ought to be on some other plane. They've been waiting for a chance to escape, and if the PCs agree to take them, they'd be happy to leave with the party.

As the party works its way across the floor, its members have to step over sleeping dogs and walk past snoring giants. The hearths cast weird and flickering lights over the clutter on the floor, making the going somewhat difficult. Call for occasional Dexterity checks from the PCs and make a few for the NPCs as well. Characters who fail a check cause some sort of clatter, making nearby dogs twitch and growl. In this case, the PC must make a second check to freeze in place until the dogs settle down again.

If the second check also fails, a few nearby dogs wake and attack. At the end of each combat round, roll 1d10 to see if the giants and the rest of the dogs awake from the noise of battle (they're used to hearing the dogs fight among themselves). If the number rolled is less than or equal to the number of rounds that have transpired, the hall is roused; the PCs must flee for their lives with whatever supplies they've gathered so far.

5. PACKING IT IN. The petitioners who've joined the PCs know how to find the nearest border of Loki's realm. They've just never had a good opportunity to escape before. On the way to that border, the party might be pursued by wolves again, if the DM chooses. Just as they reach the border of the realm, the PCs might even catch a glimpse of Loki shaking his fist at them. He doesn't have the interest to pursue them beyond the border, however.

Having left Loki's realm, the PCs must find their way out of Pandemonium. Make this easy: after all, they're low-level characters. The petitioners they've rescued can find their way to their own planes, if the DM desires, or they can serve as reasons for further travel adventures for the PCs.

As for rewards, besides the experience points the PCs have gained for this adventure, they also have new and valuable friends on various planes (the escaped petitioners, of course). Most important, perhaps, they have a grand tale to tell in years to come. After all, not many bashers invade a hostile power's realm and live to tell about it. And certainly very few have ever crept through a hallfull of giants.



NUMBER OF PCs:

Three to six.

LEVELS: Mid.

PCs PREFERRED: Any.

FACTIONS: Any.

SYNOPSIS: The PCs travel to the town of Windglum on Pandemonium's third layer to investigate an unexpected "gold rush" of treasures coming from that area.

HOARDS OF TROUBLE

BACKGROUND: Not too long ago, an adult green dragon made her way to Pandemonium's third layer, intending to make herself a lair and lay a clutch of eggs. The dragon found a suitable cavern and moved her impressive hoard of treasure there, then laid an equally impressive number of eggs. Shortly thereafter, while out hunting for food, this mother dragon was killed in a titanic battle with some of Pandemonium's wildlife.

Somehow the treasure hoard and its eggs remained unscathed. As the baby dragons hatched, they each moved to a smaller, more easily defensible lair, dragging off what treasure they could to make their own hoards. Before long, some far-ranging bashers from around Windglum stumbled across one of these little lairs, battled the immature dragon there, and began bringing items back to town for sale. After a second and third lair were found by others, word spread rapidly through the plane, drawing treasure hunters from far and wide. The PCs are among that crowd.

SPECIAL CONSIDERATIONS: There are two special considerations the DM should keep in mind while planning and running this adventure.

First, though green dragons match Pandemonium's alignment, their gaseous breath weapon is a poor match for the continual wind. This problem adds some special interest to the adventure, as any green dragon the PCs meet tries to lure them into a calm area where it can be upwind so that its breath won't disperse before it can affect them. There's an exciting element of cat-and-mouse to the adventure, then, with lots of movement through caverns and tunnels, and a wind that constantly changes direction and force.

The second consideration is that the treasure hoard of a dragon – even a small one – probably contains more riches than a DM wants the PCs to get their hands on. Once the players understand the background story, they may plan to have their PCs hang around for a long time, raiding as many hoards as possible. Fortunately, there's a handy tool to defeat this problem: greedy, suspicious NPCs, especially the locals. Once the PCs have found and defeated a dragon, any loot they can't immediately carry away can be scavenged by some other bashers before the heroes return. Also, the PCs have no way of knowing exactly how many dragon hoards there are, and as time goes by, more and more opportunists show up to raid them. Finally, the loot the PCs do carry away with them makes them a target for thieves and brigands, and for special taxes that can be levied in town. Eventually they should come to the decision that it would be a lot simpler just to take what they have and move on.

OUTLINE:

1. **GETTING HOOKED.** In order to become involved in this adventure, the PCs have to hear somewhere, somehow, that for some reason there's a lot of treasure to be had in the tunnels near Windglum nowadays. Perhaps they see a merchant showing off an unusual magic item and overhear that it came from Windglum. Or maybe they just hear a rumor about items coming from that area. Whatever the means, it should be somewhat mysterious.

2. **MAKING THE MOVE.** As always, traveling across the planes to get where a cutter wants to go is exciting in itself. The DM can plan any number of encounters along the way.

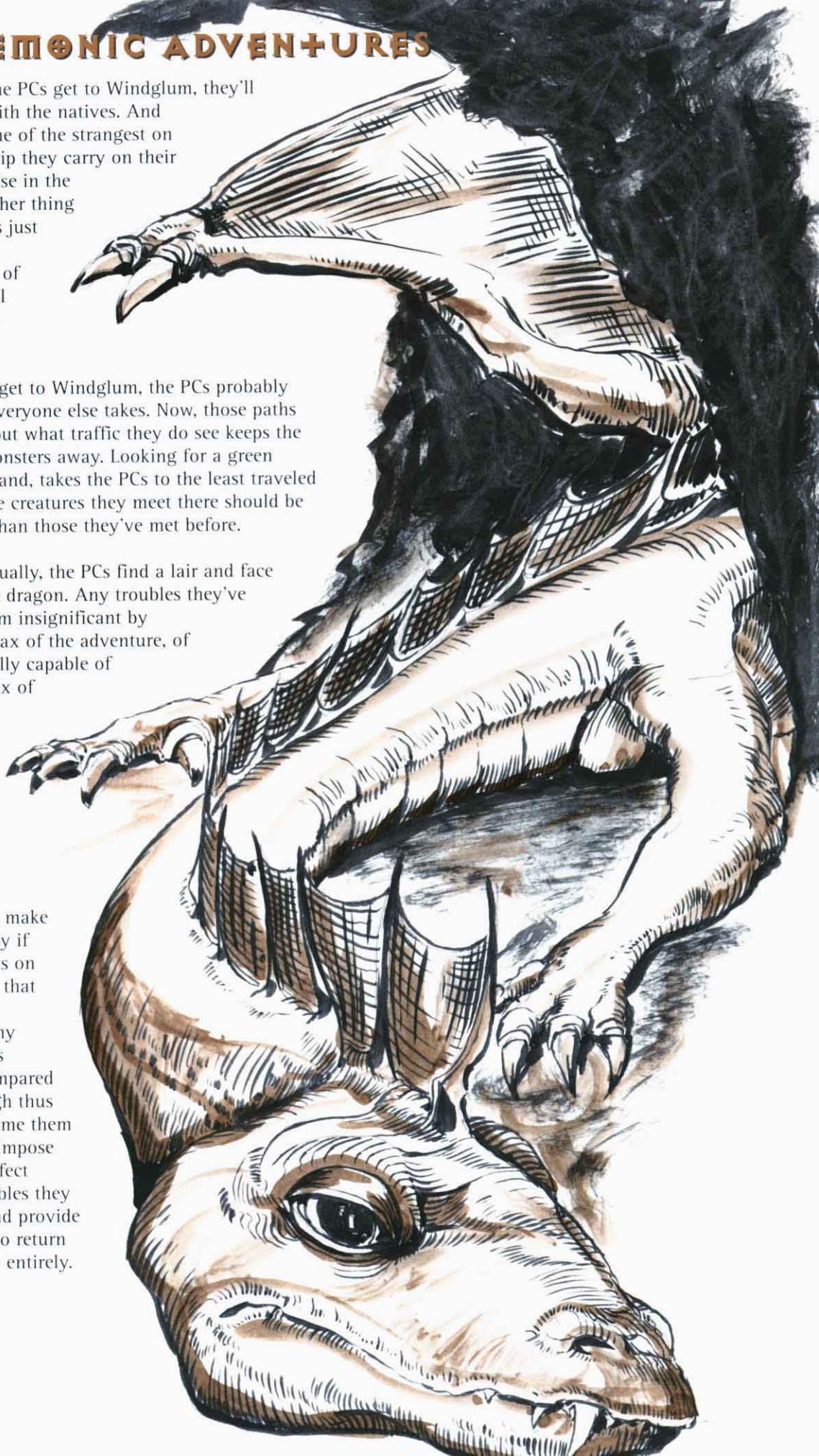
PANDEMΩNIC ADVENTURES

3. **PIERCING THE DARK.** Once the PCs get to Windglum, they'll have to learn how to deal with the natives. And Windglum's citizens are some of the strangest on the planes, what with the chip they carry on their shoulder toward everyone else in the multiverse. Of course, the other thing the PCs have to learn here is just where the treasure's coming from. That should take a bit of doing. If nothing else, they'll have to spread some serious garnish to learn the secret.

4. **PROWLING THE CAVERNS.** To get to Windglum, the PCs probably travel the same paths that everyone else takes. Now, those paths aren't exactly trouble free, but what traffic they do see keeps the worst of Pandemonium's monsters away. Looking for a green dragon's lair, on the other hand, takes the PCs to the least traveled regions of the plane, and the creatures they meet there should be more wild and more fierce than those they've met before.

5. **BATTLING THE GREEN.** Eventually, the PCs find a lair and face off with a very young green dragon. Any troubles they've had to this point should seem insignificant by comparison. This is the climax of the adventure, of course, and the dragon is fully capable of making this point a real apex of danger and excitement.

6. **GETTING WHILE IT'S GOOD.** Finally, having defeated the dragon, the PCs get a chance to loot its lair. Of course, they still have to return to civilization, and they may be wounded enough to make the trip a bit tense, especially if they meet a few opportunists on their way. But keep in mind that this part of the adventure is mainly to tie up the plot. Any troubles the PCs have at this stage should seem small compared to what they've been through thus far. City officials who welcome them with open arms in order to impose taxes on their loot are a perfect example of the kind of troubles they encounter at this stage – and provide the PCs with ample reason to return home, ending the adventure entirely.



NUMBER OF PCs:

Four to six.

LEVELS: High.

PCs PREFERRED: Any.

Factions: Bleak Cabal preferred.

SYNOPSIS: The PCs learn that battling even a forgotten god down on his luck is more than most mortals can handle.



MAD DOG

BACKGROUND: Recently, the Matron of the Inn at the Madhouse has been getting worried. Bodies have been found in tunnels uncomfortably near the city, torn to bits by some unknown being. What's worse, the number of killings is increasing rapidly, and the bodies are being found ever nearer the city. Armed patrols have been sent out to find the killer and deal with it. But those who have met up with it have been viciously torn apart as well. No one knows just what the killer is, and no one else wants to go out looking for it. As a result, the town is in something of a state of siege, and its citizenry is even more chaotic than usual.

The Matron has appealed for help to the Bleakers' headquarters in Sigil, and a number of teams of volunteers have been sent. The PCs' party is among them.

What no one knows is that the killer is Gorellik, the declining gnoll god who has – as a result of lack of worshipers – lost his realm and devolved to little more than an ultrapowerful werhyenadon. Accompanied by a pack of ferocious hyenas and hyenadons who were themselves once gnolls, Gorellik's avatar wanders Pandemonium and the Abyss, attacking whatever he encounters. Normally, he doesn't range this far into civilized areas, so no one in the Madhouse expects him.

OUTLINE:

1. **RECRUITMENT.** Given their high levels of experience, the PCs are naturally considered paragons of their particular factions. It's only natural, then, that if one of them is a member of the Bleak Cabal, that faction would send that PC to Pandemonium to deal with the Madhouse's trouble. On the other hand, if none of the PCs are Bleakers, the DM must come up with some other reason to get them involved in the adventure. The easiest possibility is that they are already in the Madhouse for reasons of their own when the killings come to their attention. In that case, of course, the PCs could present themselves to the Matron or Head Bouncer and volunteer to help out.

2. **LOCAL DEALINGS.** Traveling to the Madhouse won't be much of an issue for high-level PCs, but dealing with the locals certainly will be. If the PCs have never been to the Madhouse before, they should be intrigued by its streets full of howling homeless and its unusual political organization. Give them some time to explore the town and interact with its people as they investigate rumors before heading out into the tunnels.

3. **TUNNEL PATROL.** While out patrolling the tunnels, the PCs have ample opportunity to encounter Pandemonium's native flora and fauna – what there is of it, anyway – if they've never done so before. It shouldn't provide them with much of a challenge, though it may wear down their magic a bit.

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Eventually, as a bit of stage setting, they come across the remains of another party, savaged as if by wolves. And in the distance, they catch a glimpse of a pale, doglike form slipping away around the turn of a tunnel. When they follow, it leads them for some distance, finally delivering them into the presence of Gorellik's avatar himself and his pack of transformed gnolls.

4. SAVAGE PACK. What follows is a battle of epic proportions, as Gorellik's avatar and the PCs clash in a no-holds-barred struggle for survival.

If the PCs end up destroying the avatar, the god eventually forms another one, of course, but that'll take some time, and it'll happen far from the Madhouse.

But even if the avatar gains the upper hand in this battle, the DM should allow the PCs to escape with their lives. And they won't really have failed in their mission: The avatar is probably injured enough to want to slink off somewhere more quiet and away from the Madhouse. This is especially true if the PCs have killed most of his pack of followers in the battle.

5. HERO'S WELCOME. One great way to wind down this adventure is to have the PCs return to town, only to find that someone else happened to see part of their battle and has run ahead to spread the news. When the PCs reach town, they'll be warmly welcomed – at least as warm a welcome as the half-crazed citizens of the Madhouse are capable of delivering.



NUMBER OF PCs: Four to six.

LEVELS: Low.

PCs PREFERRED: Warriors, at least one priest.

FACTIONS: Guvnors or the Fated may be best. No Dustmen (because they cannot be resurrected).

SYNOPSIS: The PCs are sent from Sigil to Ysgard by their factol. Their mission is a strange one: They are to bring back a yule log from the hearths of three different halls in Asgard. Trouble is, the Asgardians don't want to give up their logs.



SNIPE HUNT

BACKGROUND: The Norse have long had a tradition of celebrating the longest night of the year with a yule log. The yule log is specifically cut long enough to last throughout the hours of darkness. As the night goes by, the log is slowly fed into the fire until, with the coming of dawn, the last few inches are burned.

The PCs have been told that in order to prepare a special spell to slow time around some of their faction's significant artifacts, the faction's mages need three burning yule logs taken from the hearths of three Asgardian halls.

OUTLINE:

1. **ASSIGNMENT.** This is a fairly easy adventure to get the PCs started on. There is no need to entice them with legends of faraway treasures, or have them hired by some merchant in a tavern. Instead, their factol simply calls them in and gives them an assignment. If the PCs belong to different factions, that's no problem either. Once one of them has been given the assignment, that PC is sure to convince the others to help out.

The assignment is to travel to Asgard and, on the longest night of the year, visit three different halls and take their yule logs. Then the PCs must return with the three logs – still burning – to the faction's headquarters in Sigil. (The logs don't have to be actually flaming; glowing with embers is good enough.)

Assuming the PCs don't already know where to find a portal leading from Sigil to Ysgard (which is a reasonable assumption, considering they are low level), the factol provides them with the location of one. The Cager end is fastened on the door to the women's privy in a fashionable restaurant. It is keyed by tossing a stone dagger through it. The Ysgardian end opens on a cave mouth in a rural region of Asgard. This end faces *into* the cave, which is home to a black bear. (The factol neglects to inform the PCs of this last fact.)

2. **A COLD RECEPTION.** When the PCs land in the cave, the bear is at home. Obviously, the first hurdle for the PCs is dealing with the bear. Unless they are exceptional runners, this means combat. As a matter of fact, the factol hopes the PCs will get rid of the bear, to clear the portal for more regular use. On the other hand, if the PCs escape the bear it follows them through the portal into Sigil when they return – which would be quite a surprise for the diners on the other side.

3. **A WARM WELCOME.** After dealing with the bear one way or another, the PCs set out across the countryside, looking for a hall at which they can acquire their first yule log. It is early morning at this point.

There is a tall hill nearby that the PCs can climb to get a good look at the surrounding countryside. When they reach the top, they spot a hall in the far distance. It takes the PCs the majority of the day to reach it. When they do, it is late afternoon.

This rather grand-looking hall belongs to a female half-caste Aesir, fathered by Thor and born of a mortal woman. Naturally, this half-Aesir is heroic in her attributes, but she is somewhat retiring by personality, and prefers to live rurally, far from the full Aesirs' halls.

When the PCs approach, they are given a hearty welcome by the half-Aesir and her band of warriors. They are ushered inside the hall, given soft furs to wear, and served plentiful food and drink. If any PCs were wounded in dealing with the bear, their injuries are tended, and the warriors attentively listen to and applaud the PCs story of their battle with the bear. In every way, they are made to feel welcome.

Finally, the PCs are asked about the purpose of their travels. When they state that they have come for three yule logs, their host laughs warmly, and says,

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"Why, you may have mine freely! You have but to carry it away."

Unfortunately, her yule log is as big around as a horse, and four times as long. It takes a combined Strength of 60 just to lift it. Everyone who tries also has to make a Strength check to keep from straining something. Those who fail the check suffer 1d4 points of damage, though they can still help carry the log.

Once the PCs have lifted the log, their hostess gives them a wagon to carry it on. Then she gives them directions to a bariaur camp not far away, and a petitioners' hall a few miles beyond that. After that, she has them ushered back outside. It is now fully dark.

4. COOL CUSTOMERS. The bariaur are nowhere near as hospitable as the half-Aesir was, though they aren't actually inhospitable either. They are willing to share food and drink, but when the PCs ask for their yule log, the bariaur reply, "This is our fire; go make your own." Eventually, they agree to let the PCs have their yule log, if they're willing to replace it with another.

It takes the PCs an hour to find a suitable log in the darkness, especially as snow is falling. Worse, they are hounded by wolves. Successful use of a ranger's animal empathy, running, or a similar proficiency gets them back to the fire with a suitable log without being attacked. The wolves slink around the edges of the firelight for several minutes, then head out for other parts and other prey. The PCs can continue to their next destination. It is now nearly midnight.

5. HOT HEADS. Arriving at the petitioners' small but cozy hall, the PCs explain their mission. But the petitioners flatly refuse to give up their yule log. What's more, they are aggressively rude about it, and they threaten violence if the PCs don't go away. On the other hand, if the PCs do turn to leave, the petitioners view it as cowardice, and attack anyway. Assuming the PCs win the ensuing battle, they are free to loot the hall, taking the yule log in particular.

But their troubles aren't over yet. It takes them till well into the next morning to return to their portal, especially given that they haven't had any sleep for the past 24 hours and they are hauling a heavily burdened wagon. Promptly at dawn, the slain petitioners are reborn and come chasing after the PCs. They catch them just before the bear's cave, and the PCs learn firsthand the difficulty of fighting enemies who aren't afraid to die, because they'll just come back to life tomorrow.

6. RESOLUTION. Once the PCs have carried the three logs back through the portal to Sigil (negotiating them through the restaurant, of course), their factol interviews them, compliments them on a job well done, and then dismisses them. If they inquire later, they find out that the spell was a success. For the moment, they've won the approval of their factol and the gratitude of other faction members – a reward worth more than gold for low-level characters!



NUMBER OF PCs: Two to five.

LEVELS: Mid.

PCs PREFERRED: Rogues and wizards.

FACTIONS: Any.

SYNOPSIS: When the PCs learn that Minions of Set have stolen an item from the hall of one of the Norse powers, they are sent to prevent the item from reaching its destination in Nephythys's temple.

THE HAMMER AND THE SERPENT

BACKGROUND: Throughout the ages, the Minions of Set have made regular pilgrimages from Set's realm in Baator to Nephythys's realm on Arborea's third layer. They come bearing gifts from Set, who wishes to regain the favor of Nephythys, his estranged wife. As time has passed, the Minions have searched farther and farther throughout creation for gifts befitting the goddess of wealth and the dead. It occurred to one of the Minions that an artifact from one of the Norse gods' halls could make a wonderful gift. Now the Minions are traveling through Asgard, asking for a journeyer's hospitality in each of the halls, where they hope to steal something worthy of their master's estranged wife.

OUTLINE:

1. **STRANGE VISITORS.** While spending some time in Asgard, the PCs learn of an extremely unusual event. It seems that a group of travelers from the realm of Set have made a point of stopping at various halls throughout Asgard, asking for hospitality on their journey to the realm of Nephythys. The travelers are Minions of Set, come to deliver a number of precious gifts to Nephythys.

It certainly isn't unusual for the Minions to travel through Ysgard on their way to Nephythys's realm; the Minions have been making the pilgrimage from time immemorial. But usually the travelers stick to one particular route, avoiding contact with the residents of Asgard. Given how long they have been doing things in this way, it is highly unusual for them to suddenly break with tradition and specifically seek out the Asgardians. It is doubly strange considering that the alignment of Set's Minions is exactly the opposite to that of most Asgardians.

Nonetheless, it would be less than honorable for the Asgardians to refuse, so they have been welcoming the Minions of Set wherever they appear. So far, the Minions have been extremely polite in their dealings with the Asgardians, and for their part, the Asgardians have done remarkably well at holding their tempers in check. After all, no one wants to start a holy war between the Norse pantheon and the Egyptian one. But the oily, ingratiating manner of Set's Minions still jars on the nerves of the hot-headed denizens of Asgard, and it seems only a matter of time before trouble erupts. Fortunately, the Minions haven't remained long at any particular hall, instead moving on rather quickly from one place to another.

This should be a highly interesting time for the PCs, as they watch the dealings between the Minions of Set and the Asgardians. As a matter of fact, the Minions want to hire the PCs (since they are, presumably, neutral parties) as guides and guards during this portion of their journey. That puts the PCs in a dangerous but exciting position as a buffer between the two disparate cultures. Of course, it also makes the PCs seem a bit suspicious in the eyes of the Asgardians. After

all, the Asgardians cannot be sure just how deeply the PCs are involved in the Minions' business. And the question still hangs heavy in the Asgardians' minds: "What do the Minions of Set really want from Asgard?"

Considering all of this, the DM should concentrate on making this part of the adventure full of interpersonal role-playing.

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2. THE HUNT. During the Minions' stay in one of the Norse halls, one of them mentions that he would enjoy a hunt of the native wildlife. The other Minions all agree that this is a splendid idea, and soon they are all pressing their PC guides to arrange the thing, and to include the petitioners of the hall as a show of goodwill between the two cultures.

What the Minions certainly don't tell the PCs is that they are using the hunt as a ruse to cover their theft. While everyone is out chasing down wildlife, a half dozen of the Minions "get lost" from the main body of the hunt for a bit. During the time they are missing, they go back to the hall and steal an item. That accomplished, the remaining five rejoin the hunt.

The Minions may be staying at any of the Norse halls in Asgard, and the item they steal should be appropriate to that hall and deity. They might take the power's favorite goblet from Breidablik (Baldr's hall); or the Gjallarhorn from Himinborg, Heimdall's hall; or a jewel-encrusted sword from Glitner, Forseti's hall.

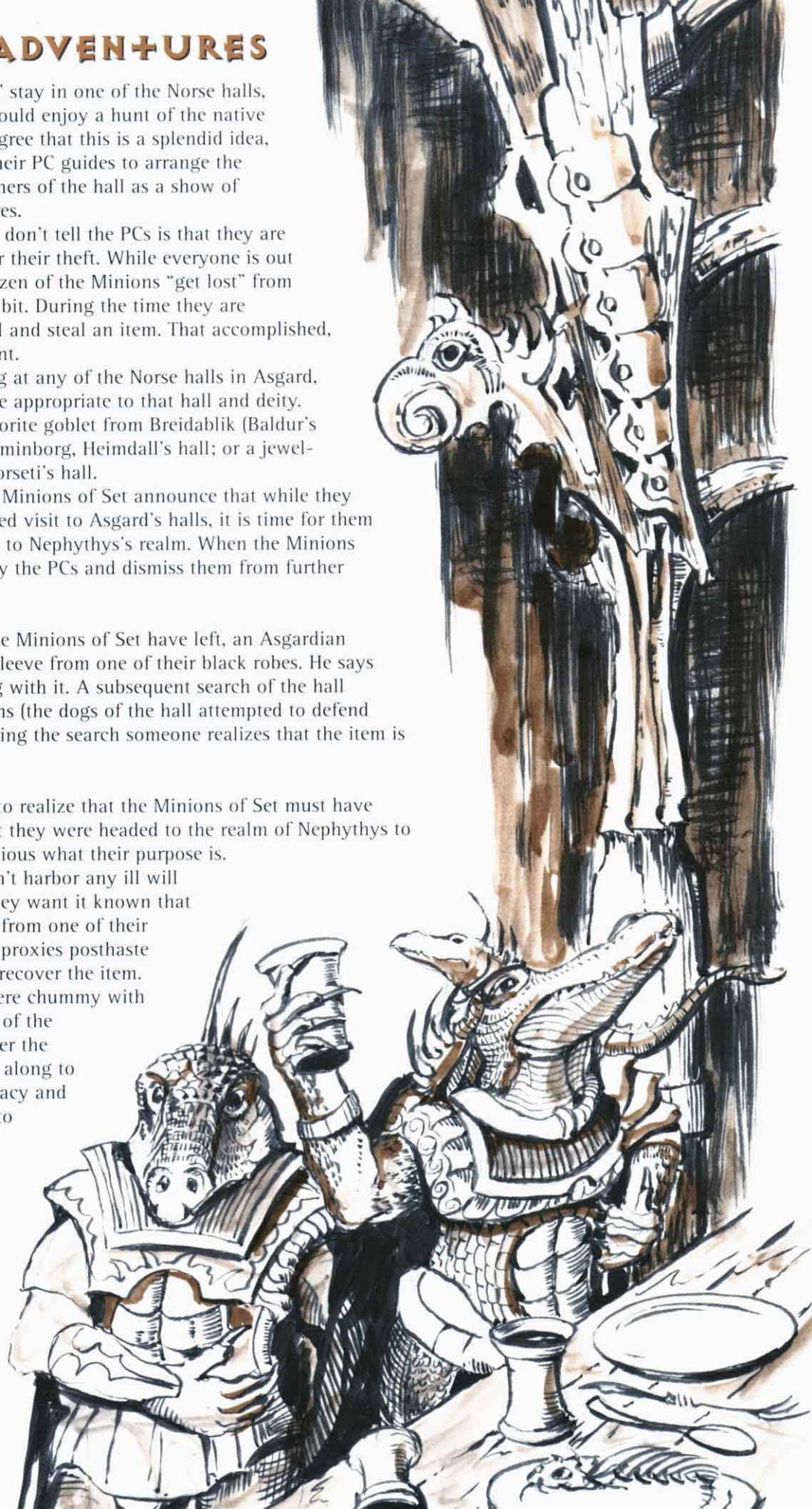
That evening at dinner, the Minions of Set announce that while they will cherish forever their extended visit to Asgard's halls, it is time for them to leave and finish their journey to Nephthys's realm. When the Minions leave the next morning, they pay the PCs and dismiss them from further service.

3. DISCOVERY. A few days after the Minions of Set have left, an Asgardian petitioner discovers a bloodied sleeve from one of their black robes. He says that one of his dogs was playing with it. A subsequent search of the hall reveals more such ragged remains (the dogs of the hall attempted to defend their master's property), and during the search someone realizes that the item is missing.

4. PURSUIT. It doesn't take much to realize that the Minions of Set must have taken the item. And the fact that they were headed to the realm of Nephthys to deliver gifts, makes it pretty obvious what their purpose is.

While the Norse powers don't harbor any ill will toward Nephthys, neither do they want it known that something was stolen so simply from one of their realms. So they send a group of proxies posthaste to chase down the Minions and recover the item.

Considering that the PCs were chummy with the Minions (at least in the eyes of the Asgardians), the proxies sent after the Minions expect the PCs to come along to help out. Just how much diplomacy and how much combat are required to regain the item largely depends upon how well the PCs intercede.



NUMBER OF PCs: One to four.

LEVELS: High.

PCs PREFERRED: Warriors, rogues.

FACTIONS: Fated and Converts are suggested.

SYNOPSIS: The PCs must stop a mad valkyrie who intends to make a pre-emptive strike and begin Ragnarok.



THE FIRES OF YSGARD

BACKGROUND: Norse mythology speaks of the end of creation – Ragnarok – when the giants arise to slay the gods, and doom is ushered in on the universe. Knowledge of that impending doom hangs heavy in the hearts of the gods, and they strive to delay its arrival, though they are convinced of its inevitability.

Not everyone is able to cope with the stress of that knowledge. One proxy – a valkyrie named Arnora – has been having nightmares concerning the battle. Convinced that her nightmares are omens of Ragnarok's approach, she raised an army and marched forth to strike the giants before they are fully prepared. Her unprovoked attack may prove to be the spark that causes Ragnarok to ignite early.

OUTLINE:

1. UPON A DARKLING PLAIN. While wandering through the realm of Asgard one night, the PCs come upon a plain dotted with an incredible number of campfires. A huge army is on the move. The question is, "Where are they going, and why?" The size of the army is such that the PCs cannot ignore it. They need to find out why it is assembled and whether they should warn the other inhabitants of Ysgard.

2. INTO THE LION'S DEN. In order to get answers, have two choices: spy out the camp or ask to join the army. If they choose the sneaky approach, they'll have to slip past

the guards. They enter the camp and overhear muttered conversations concerning an attack on Jotunheim, the realm of the giants. Penetrating deeper into the camp, the PCs have several near brushes with discovery: sentries who nearly spot the PCs, camp dogs that bristle at their passage, and horses that whicker when they near. Near the center of the camp, sentries are thicker and more alert. Unless the PCs are *incredibly* sneaky, someone is going to notice them.

If the PCs decide to approach the army boldly and ask to join in the glorious battles sure to come (a truly Ysgardian approach), they may be asked to prove themselves as worthy additions by a contest or (nonlethal) combat. Once they've done so, they're welcomed heartily by the warriors.

The PCs are taken to Arnora, the commander of the army. She questions them to determine if they are the giants' agents, come to spy out her forces. If the PCs convince Arnora that they aren't spies, does her best to persuade them of Ragnarok's imminence, hoping that they'll join her army; if they refuse, they're to be held as honored prisoners and taken along as the army moves to Jotunheim.

3. DAMPING THE FIRES OF RAGNAROK. At this point, the PCs should realize that Arnora's intended actions could very well ignite Ragnarok. The giants are hostile to the Asgardians at the best of times; their reaction to an army marching on their domain will be a declaration of war. The PCs need to stop the army before it reaches Jotunheim.

The PCs can try any number of approaches (trying to convince the petitioners that Arnora is mad, using magic to impede the army's progress, and so on), but the most effective approach is simply to challenge Arnora to single combat. By the Asgardian code she may not refuse an open challenge to her authority and leadership. Arnora agrees to the challenge, with the terms that the winner of the combat is the undisputed leader of the army.

The PCs have one advantage in single combat: Though Arnora is a valkyrie, she's acting on her own and does not have any of the special abilities that her status as a proxy usually gives her. The battle will be straight skill versus skill, and she will even agree to fight all the PCs at the same time (in melee only; magic is not permitted). However, the PCs ought to realize that they don't dare kill her, regardless of the outcome, since she's still one of Odin's proxies and beloved of the Asgardians.

If the PCs win, they have won the leadership of the army and may order it to disperse. Even if they lose, they have managed to delay Arnora long enough for Odin to notice the army and realize Arnora's intent. In either case, a group of valkyries rides down the winds to take their sister to punishment at Odin's hand. Without Arnora, the army collapses and the petitioners return to their halls in Asgard.

15 ADVENTURE OUTLINES
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ABYSSAL LORD

	GRAZ'ZT	PAZRAEL
CLIMATE/TERRAIN:	Abyss	Abyss
FREQUENCY:	Unique	Unique
ORGANIZATION:	Planar ruler	Planar ruler
ACTIVITY CYCLE:	Any	Day
DIET:	Carnivore	Carnivore
INTELLIGENCE:	Supragenius (20)	Genius (19)
TREASURE:	U, Z	S, T, U, V, W, X, Z
ALIGNMENT:	Chaotic evil	Chaotic evil
NO. APPEARING:	Unique	Unique
ARMOR CLASS:	-9	-9
MOVEMENT:	12	12, Fl 36 (A)
HIT DICE:	41, hp 186	34, hp 155
THAC0:	4 (hits any AC on 10+)	3
NO. OF ATTACKS:	2 or 4	3 or 2
DAMAGE/ATTACK:	1d8 + 6 (Str)/ 1d4 + 4 acid (x2) or 1d6 + 6 (x4, fists)	1d12/2d4 + 7 (x2) or by weapon type + 7
SPECIAL ATTACKS:	Spells, summon tanar'ri	Spells, summon tanar'ri
SPECIAL DEFENSES:	Immunities	Immunities
MAGIC RESISTANCE:	70%	85%
SIZE:	L (8' tall)	L (10' tall)
MORALE:	Fearless (19)	Fearless (19)
XP VALUE:	43,000	37,000

Each Abyssal lord is a single tanar'ri unlike any other, a unique creature with its own interests, strengths, and weaknesses. Most lords rule an entire layer of the Abyss, though the least among them fight for control of a layer with other lords. Their talent for leadership, control, and planning sets these lords apart from their followers; though they still rage in battle, their urge for destruction is better hidden than that of lesser tanar'ri. When they do vent their anger, the sight is awesome to behold.

GRAZ'ZT

Graz'zt, a powerful tanar'ri lord, rules three Abyssal layers. Also called the Lord of Shadows or the Lord of the Triple Realm, Graz'zt is known for his pride, unusual self-control, and coolness (uncommon for a tanar'ri). He favors the form of a very tall and heavily muscled ebony-skinned man with glowing green eyes, pointed ears, and small fangs. He also has the peculiarity of being six-fingered and six-toed in whatever form he appears in. Graz'zt has S 18/00, D 17, C 19, I 20, W 19, Ch 18.

Graz'zt enjoys contrasts, oppositions, and mismatches that others find jarring or disgusting, such as a flower among a room full of skulls or a corpse on a gilded throne. Despite his love of the grotesque, he lives simply himself; he prefers monstrosities as his entertainment, not his decor. Entire rooms of his palace are devoted to single colors or single themes (such as blood, darkness, or storms). The armanite honor guard that pulls his carriage is a matched set of four white and four black Knechts (see Tanar'ri, Lesser – Armanite).

Graz'zt prefers white, radiant garments and silver weapons, and he always carries several potent magical items. He speaks the languages of tanar'ri, baatezu, yugoloths, devas, githyanki, githzerai, slaadi, and the human common tongue.

COMBAT: Though he is a powerful and skillful swordsman, Graz'zt prefers to fight with magic when he can, which he does at 20th level. The Abyssal lord can use each of the following attacks once per round, at will unless otherwise noted: *chaos*, *continual darkness*, *disintegrate* (1/day), *dispel magic*, *duo-dimension*, *emotion*, *magic missile*, *mirror image*, *polymorph any object* (1/day), *polymorph other* (3/day), *polymorph self*, *read languages*, *read magic*, *telekinesis* (up to 1,500 lbs), *teleport*, *trap the soul* (1/week), *vanish*, *veil* (1/day), and *water breathing*.

Graz'zt is rarely forced into melee, since he is constantly surrounded by a guard of 13 babau. Once in combat Graz'zt is a fearsome opponent; he can transform any weapon he holds into an acid-dripping terror, striking twice per round for normal weapon damage plus Strength bonus and 1d4 + 4 points of acid damage. If unarmed, Graz'zt attacks four times per round with his lightning-fast fists, striking for 1d6 + 6 points of damage.

Graz'zt can gate 1–2 balors (60% chance) or 1d4 + 1 babau (40%) at will while in the Abyss. Graz'zt has many magical items taken as booty in war or forged in Abyssal furnaces; he may use any item allowable to warriors, priests, or wizards. The Lord of Shadows has been known to use the following items: a *sword of sharpness*, *wand of frost*, *chime of opening*, *robe of eyes*, and *cloak of displacement*.

FOLLOWERS AND RESOURCES: Graz'zt has many followers, all of them driven to loyalty by fear of their master. Graz'zt's fickleness and impatience with failure are well known, and he is quick to change sides if events move against him. If his pawns succeed, they are rewarded, but failure results in mutilation or death.

With the resources of three Abyssal layers under his control, Graz'zt is one of the richest lords, though he is not renowned for greed. Instead, he uses his wealth like a weapon, deploying it for maximum advantage in the Blood War and in the equally important war against other Abyssal lords. He is generous after a fashion, offering items to those who want them – for a price. The price is always a debt of service, a task, or a period of servitude, never money (Graz'zt has more gold and jewels than he can remember).

PLOTS AND GOALS: Graz'zt is the father of Iuz, the demigod responsible for much suffering and death on the prime-material world of Oerth. His charisma and flattery have helped him beget many other demigods on the Prime Material Plane, and he finds these offspring useful in strengthening the nabassu he sends to the Prime and as a source of souls and magical items.

Graz'zt schemes against other Abyssal lords more than against the baatezu in the Blood War. He is very wily and cunning, readier to make pacts than most tanar'ri, but he always twists the wordings of those pacts. He favors overcoming mortal opponents by wile, subtlety, and twisted words rather than simple brute force. Ultimately, he hopes to drag an entire crystal sphere of the Prime over the planar boundary

into the Abyss, thus gaining a fourth plane.

Graz'zt also hopes to subvert the Doomguard to his ends, for they share some beliefs in common. Thus far, he has had little success.

PAZRAEL

Pazrael is a huge, vrocklike tanar'ri with gold and crimson feathered wings. Pazrael is dual-minded – sometimes he is cool, controlled, and subtle, but he also has random outbursts of maniacal rage, when all that pleases him is grasping some sentient creature in his huge taloned feet and ripping it apart with his great beak.

In human terms, Pazrael has S 19, D 19, C 18, I 19, W 19, Ch 18. He has been known to mate with harpies, humans, and vrock, and some of the resulting cambion are his ministers and spies throughout his layer of Torremor. Others have turned against their father and seek to wrest his realm from him, with little success.

COMBAT: Pazrael can use the following spell-like powers at will, one per round, at 20th level of magic use: *call lightning*, *chain lightning* (1/day), *cloudkill*, *control weather*, *darkness 15-foot radius*, *death fog*, *flesh to stone*, *fly*, *incendiary cloud* (1/day), *shape change*, *statue*, *stinking cloud*, *symbol* (one each per day of *death*, *hopelessness*, and *pain*), *tongues*, *weather summoning*, and *wind walk*.

With a 70% chance for successful gating, Pazrael can *gate* 1d4 + 1 chasme (40% chance) or 1d4 vrock (60%) twice per day. Pazrael has infravision to 200 feet and can *detect invisibility* within 120 feet. In melee, he can attack twice per round with a huge, 7-foot-long *two-handed sword* +4 that inflicts 2d8 + 4 points of damage per hit to small or medium targets and 3d8 + 4 points to anything larger. Pazrael can also attack 3 times per round with beak and claws for 1d12/2d4 + 7 (x2) points of damage.

FOLLOWERS AND RESOURCES: Though he rules an entire layer of the Abyss, Pazrael keeps few more possessions than he can carry. He is fond of jewelry made of rings and bracers of protection, and he always carries a set of at least six *javelins of lightning*.

Pazrael's symbol of rulership is called the Blinding Claw of Pazrael, an enormous roc's talon that has been embossed with gold and studded with rubies the size of vulture's eggs. The Claw has many powers, but only a few are known. Those that are include *cause blindness*, *clairvoyance*, and *true seeing* at will, *meteor swarm*, *reverse gravity*, and *unholy word* 1/day. Anyone touching it must make a saving throw versus polymorph to avoid changing into a vrock or chasme, and suffer full system shock consequences; tanar'ri are immune to this effect. The Claw can be "hung" in midair anywhere in the Abyss to provide a perch for its master.

In addition to the perch of the Blinding Claw, Pazrael has a number of perches, seats of rulership where he takes on new followers, elevates some tanar'ri to greater levels of power, and punishes others. When he is gone from any perch, he leaves a minister behind, though these are notoriously unreliable.

PLOTS AND GOALS: Pazrael is wary of Graz'zt and feels that the Lord of Shadows may have designs on Torremor, so Pazrael keeps tabs on what Graz'zt is doing by sending his own fiends to spy in Graz'zt's domain. Conflicts between fiendish servitors of the two lords aren't uncommon. Pazrael also checks Graz'zt's activities in the Prime because his own nabassu grow strong marauding on the Prime. Unknown to Pazrael, Graz'zt is fully aware of this. Finally, Pazrael is eager to discover the secrets of malign magical items of all kinds, and his fiends are under standing orders to acquire them and learn all they can of their manufacture.



CLIMATE/TERRAIN:	River Oceanus and other waters in Ysgard, Arborea, Beastlands
FREQUENCY:	Rare
ORGANIZATION:	School
ACTIVITY CYCLE:	Night
DIET:	Herbivore
INTELLIGENCE:	High (13-14)
TREASURE:	R
ALIGNMENT:	Chaotic good
NO. APPEARING:	2d10
ARMOR CLASS:	8
MOVEMENT:	9, Sw 18
HIT DICE:	1/2 to 3
THAC0:	1/2 HD: 20 1-2 HD: 19 3 HD: 17
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	1 or by weapon type
SPECIAL ATTACKS:	Hypnotism
SPECIAL DEFENSES:	Protective pact
MAGIC RESISTANCE:	25%
SIZE:	T-S (1'-4' tall)
MORALE:	Unsteady to steady (5-9)
XP VALUE:	1/2 HD: 120 1 HD: 175 2 HD: 270 3 HD: 420

The asrai are delicate female faeries that melt away like ice when exposed to sunlight. Called Sjörå in Ysgard and water sprites in the Beastlands, the small, beautiful water nymphs stand no more than four feet high. Their hair is long and gold and shimmers warmly as they glide through the cool blue waters of their home. Asrai are wonderfully adept in their element, dazzling all who see them.

The asrai can live in either salt or fresh water, though they are sluggish for a few days after they make the transition from one to the other. The largest schools of asrai live in the depths of the River Oceanus, rarely coming to the surface except on nights the algae blooms, when they feed voraciously and harvest all they can in a flurry of activity.

Asrai rarely wear clothing, preferring to use their hair to preserve their modesty. This works better than might be expected, for asrai hair is a living thing, twisting, flexing, and twining about their bodies in unconscious reaction to their feelings, much as a dog's tail wags or droops. Their hair grows constantly and often reaches their buttocks or calves.

Asrai speak their own language, as well as the languages of balaena, fish, nixies, sirines, mermaids, tritons, and sea elves.



COMBAT: The asrai rarely attack out of malice. They bite anyone trying to scoop them out of their native waters with nets, though they prefer to flee when they can, to return for their vengeance later.

When a school of asrai works in unison, they can hypnotize enemies. They swim at the water's surface, creating a weaving, darting water dance that has the same effect as a *hypnotic pattern* spell. Their golden hair turns and twists, forming a myriad of captivating sparkles that hold the viewer's attention for as long as the asrai wishes.

Hypnotized sailors sometimes fall into the water and drown, and for this reason sharks, giant pike, and other predatory fish follow a school of asrai, hoping for a windfall. The asrai and the fish rarely have any bond of friendship, but the fish often attack anything in the water near the asrai, expecting it to be hypnotized food.

Sunlight inflicts 1d4 points of damage to asrai each round, but a *sunray* spell has no effect. Only direct, true sunlight affects them, so they can take cover in shadows under stones, docks, or ships if they are caught unaware by the dawn.

Some types of deep-dwelling asrai, primarily those of the River Oceanus, cannot survive capture and cannot live in air for any length of time. This may explain why so little is known about the history and society of these creatures.

HABITAT/SOCIETY:

Most asrai wander in fresh waters and travel in schools like fish. They are highly intelligent but very fearful of larger creatures, and so they can almost never be persuaded to talk. When they do speak, it is usually to insult the larger creatures.

To avoid sunlight they live far beneath the sea during the day and come up to feed only at night. Fresh-water asrai must have shadowy lairs under banks, logs, or in caves to hide from the sun. Ocean-living asrai keep giant flying fish as mounts, using them as others might use horses. The giant flying fish are INT animal, AC 8, HD 1-1, MV swim 24, and #AT Nil.

The small water spirits live exactly nine years; they have 1/2 Hit Die as young, and a number of Hit Dice equal to half their age after a year. When they die, the asrai dissolve into water that later spontaneously forms 1d4 + 1 new asrai equal in all respects to their "mother."

Asrai leaders are the school pilots, guiding the tribe's yearly navigation from warmer to cooler waters after the summer's feeding season. Pilots are respected, and competition to become an apprentice to the clan's pilot can be intense. The most skilled pilots can lead the school skillfully enough to swim in a ship's shadow during the day; at night the whole clan attempts to seduce the sailors on watch into abandoning their posts. The asrai consider this especially amusing if it results in a shipwreck.

The few tribes of asrai in Arborea are protective nature spirits, watching over springs, streams, rivers, lakes, and seas. They are fiercely watchful of the territory in their custody, and quick to punish any wrongdoer who infringes on the pure waters. These guardian asrai can speak the languages of oreads, dryads, and other nature spirits, in order to coordinate punishments. They also use bows of springy willow strung with braided waters; these poor weapons have a range of 2/4/8 yards, but the arrows are smeared with fish guts, which *cause disease* unless the victim makes a saving throw versus poison.

ECOLOGY: The asrai are fond of algae and all freshwater plants; they eat no meat, prepared or raw. They also eat foods thrown on the surface of the water, swarming to it much as fish do. Their vegetarianism is part of a greater pact, for no predator of the deeps will attack them, even if under magical influence.

The asrai have loose ties to the Seelie Court and its servants. Though they rarely show themselves there, they are welcomed among nixies, selkies, and sea elves. There are even rumors from time to time of an asrai queen who dwells in the Seelie Court, hidden from most eyes. Her home is said to be either a bottomless well or a pure, everflowing spring, but she may be no more than a sprite's trick turned into common wisdom.

In the River Oceanus, the asrai sometimes serve as guides, translators, or companions for balaena, whose songs they understand. They are indifferent to most other sentient races, except as possible targets of abuse.

Hydroloths, slaadi, and marraenoloths consider live asrai one of the finest delicacies. Evil fisherfolk cast vegetables, kelp, algae pellets, and other food on the water by night, hoping to draw more than schools of fish. Captured asrai are sealed in amphorae of water protected by a *darkness* spell and sold to the denizens of the Lower Planes. In this form, asrai fetch as much as 200 to 300 gp each in the Gray Wastes and nearby Lower Planes.

Ancient legends tell of a time when the asrai served as guides throughout the length and breadth of Oceanus, as the marraenoloths still do on the River Styx, but the asrai have long since abandoned this duty (perhaps because they are so hunted and persecuted) and have scattered across the planes. Stories abound of asrai on the Plane of Elemental Water, the Prime Material, Sigil's aqueducts and sewers, and elsewhere. Elusive as the asrai are, it's not surprising that these stories cannot be confirmed.



BACCHAE

CLIMATE/TERRAIN:	Arborea, pastoral
FREQUENCY:	Uncommon
ORGANIZATION:	Mob
ACTIVITY CYCLE:	Any
DIET:	Carnivore
INTELLIGENCE:	Average (8-10)
TREASURE:	O, R (Z)
ALIGNMENT:	Chaotic neutral

NO. APPEARING:	8d8
ARMOR CLASS:	7
MOVEMENT:	12
HIT DICE:	2
THAC0:	19
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	1d10
SPECIAL ATTACKS:	Tearing, blood frenzy
SPECIAL DEFENSES:	Immune to enchantments and charms, <i>shadow walk</i>
MAGIC RESISTANCE:	Nil
SIZE:	M (6' tall)
MORALE:	Fanatic (17)
XP VALUE:	270

The bacchae are petitioners possessed by the spirit of Dionysian revelry, transformed into whirling mobs of debauched

creatures capable of tearing apart anything in their path. They are most common in Olympus, though they are found throughout the first layer of Arborea.

Bacchae wear loose robes, crowns of mistletoe, grape leaves, or laurel, and sandals or crude leather shoes. Their garments are usually stained, torn, and dirty; in winter, they include bulky layers of shawls, woolen leggings, and scarves. Bacchae speak the language of the region they live in and the languages of satyrs, dryads, and oreads.

COMBAT: Bacchae attack in a flurry of eye-gouging, biting, kicking, scratching, clubbing, and kicking, a whirlwind attack that does 1d10 points of damage unless the bacchae can be held at arm's length. They never use missile weapons more complicated than a thrown rock, stick, or goblet. They are immune to all enchantment/charm spells.

More importantly, bacchae can tear items, clothing, and armor away from their opponents during combat, even shredding chain mail, yanking away plates, and cracking boiled leather armor. Each bacchae who strikes successfully with 4 or more than the required attack roll tears away a single item: a shield, cloak, breastplate, helmet, or the like. The loss of a shield or magical cloak has an obvious and immediate effect on the victim's Armor Class, but losing bits of armor has a slower effect. Each successful attack on armor costs the defender 1 point of Armor Class (it takes more effort to tear



away an entire set of plate armor than it does to take away leather or ring mail). Items lost to bacchae must make two saving throws versus crushing blow or be torn to shreds: the first when initially taken away, the second the following round when the mob tears at it. If the item survives, it is cast aside and ignored. Any item that doesn't make its saving throw is torn, shredded, shattered, or punctured.

It doesn't take much to incite the bacchae into a violent attack: Bacchae usually demand any wine or beer that they come across, and refusal results in instant attack. Even before melee is begun, bacchae are easily whipped into a *blood frenzy*. When they see the first sign of weakness and someone (even a fellow) in the combat falls, all wounded bacchae are provoked into a blood frenzy. They make all attack and damage rolls at +2, and they gain a +1 bonus to initiative.

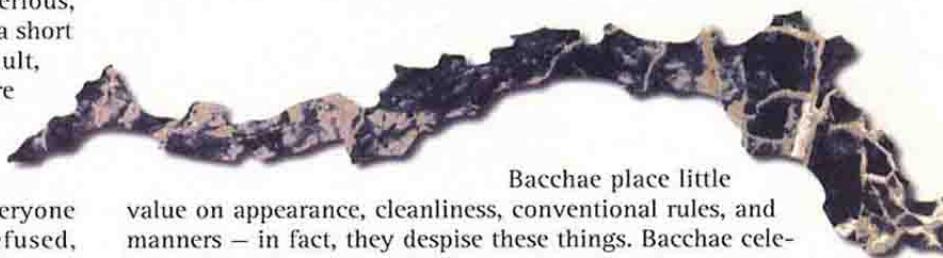
Bacchae can stop an attack as quickly as it begins, sometimes without any apparent reason. At no obvious signal and for no obvious reason, an entire mob of them stops attacking and offers their opponents wine, ale, and food. Mysterious, yes, but also welcome. Sometimes this is no more than a short pause to regain their breath before renewing the assault, but (especially when they are outmatched) it is a sincere recognition of their opponents skill and an honest attempt to patch things up. At other times, it seems like a sign of contempt when the bacchae realize that no challenge is involved in the brawl. 'Course, not everyone reacts well to these peace offerings. If they are refused, though, all the bacchae are immediately driven back into blood frenzy. Determination of when the bacchae attack or cease an attack is a strictly random DM call.

The bacchae travel in a blur. More than just a blur of wine and laughter, they can move at magical speed from point to point. This allows hundreds of bacchae to descend on a designated amphitheater, glen, or feast hall as quickly as a plague of locusts, shocking the locals into joining their revelry. More importantly, it allows them to escape before militias or town watches up the celebrations. Usually, traveling bacchae have a specific goal in mind, but even when they don't they can travel with terrific speed (they move as per the *shadow walk* spell). When they remember or when sorely pressed, mobs may use *shadow walk* to retreat from combat. Groups can travel this way twice per day; individual bacchae cannot *shadow walk* and must stumble along on their own.

HABITAT/SOCIETY: The bacchae have a tribal mentality; either a being is a member of their tribe, or it is an enemy. They can only be convinced to accept those who are as dirty, drunken, and frenzied as they are, though they make exceptions for musicians and vintners. The bacchae invite strangers to join their frenetic dancing, drinking, and fighting for a night before passing judgment on the newcomer. A reaction roll of 11 or better means that the new recruit is accepted (all Charisma and faction adjustments apply). Once accepted, a new member of the tribe must act in character or risk being scapegoated, cast out, or attacked.

Anyone who carouses with the bacchae long enough becomes one of them, infused with the wild spirit of Dionysus and Pan, their

patrons. Each day that a creature stays with the bacchae it must make a check to avoid being transformed into a bacchae. The process depends on the reveler's Wisdom and levels or Hit Dice; the more powerful and less wise the creature, the more likely it is to be permanently transformed. The base chance is 20 out of 20, and each point of Wisdom subtracts 1 from the chance, and each Hit Die less than the 2-HD bacchae subtracts 1 as well (each additional level or Hit Die adds to the chance). For example, a 7th-level tiefling rogue joins a bacchanal debauch for a night and is accepted by the mob. With a Wisdom of 9, her chance of becoming a member of the bacchae is $20 - 9 \text{ Wisdom} + 5 \text{ level difference} (7 \text{ level} - 2 \text{ HD}) = 16$ in 20. A 0-level petitioner with a 10 Wisdom would have a $20 - 10 \text{ Wisdom} - 2 \text{ level difference} = 8$ in 20 chance of becoming a bacchae permanently. Player characters transformed into bacchae can be restored to their usual forms by a *shape-change*, *heal*, or *limited wish* spell. A *polymorph other* restores the form but not the mind of the affected character.



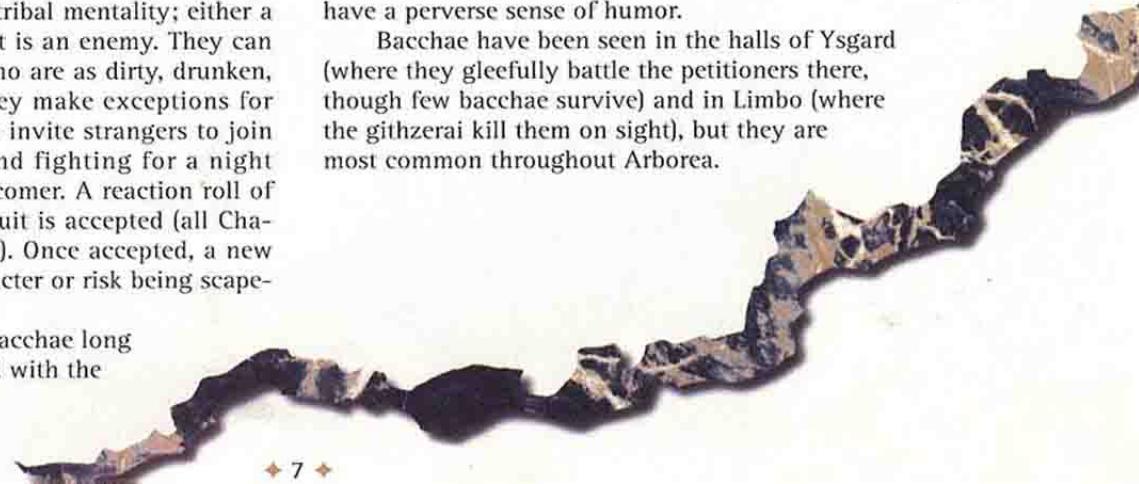
Bacchae place little

value on appearance, cleanliness, conventional rules, and manners — in fact, they despise these things. Bacchae celebrate living fast and well: They praise wit, endurance, good humor, and a certain fiery joy in life. They often dare each other to ridiculous stunts; they die young, and die happy.

ECOLOGY: The bacchae tear apart and devour anyone or anything that doesn't join their movable feast. They are on good terms with the Seelie Court and some of the hardier carousers of Ysgard, but most normal petitioners and planars give them a wide berth. The only exceptions are the satyrs, centaurs, dryads, and oreads, who enjoy the company of the bacchae, at least for a night.

Some Sensates join and leave the bacchae at will. The Sensates seem to consider traveling with a mob of bacchae some sort of crass but rugged holiday. Members of the Dionysian sect called the Children of the Vine consider it a divine blessing to be accepted by the bacchae, but — oddly enough — the bacchae accept very few of them. Perhaps the bacchae have a perverse sense of humor.

Bacchae have been seen in the halls of Ysgard (where they gleefully battle the petitioners there, though few bacchae survive) and in Limbo (where the githzerai kill them on sight), but they are most common throughout Arborea.



CHAOS BEAST

CLIMATE/TERRAIN:	Limbo
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Chaos stuff
INTELLIGENCE:	Average
TREASURE:	Nil
ALIGNMENT:	Chaotic neutral

NO. APPEARING:	1
ARMOR CLASS:	4
MOVEMENT:	6
HIT DICE:	8-12
THAC0:	8 HD: 13 9-10 HD: 11 11-12 HD: 9
NO. OF ATTACKS:	2
DAMAGE/ATTACK:	1d3 (x2)
SPECIAL ATTACKS:	<i>Corporeal instability</i>
SPECIAL DEFENSES:	Nil
MAGIC RESISTANCE:	20%
SIZE:	M (5-7' tall)
MORALE:	Fearless (19)
XP VALUE:	2,000 + 1,000/die greater than 8

When seen the chaos beast is . . .

... a towering horror of hooks and fangs, all pulpy flesh and exposed veins. It shambles forward in lurching steps, tottering unsteadily on its three legs. Its face is a shivered mirror, eyes bent and tortured, nose hooked thrice on itself. It bellows in rage, voice ringing with its own pain;

... a slithering mass of ropy tentacles, each tipped in vermillion. Ten eyes swim in a viscous sac at the top of the body, which in turn is surrounded by a ring of smacking mouths. Scores of vestigial wings flutter helplessly, unable to lift its filmy mass from the plane;

... smoothly noble, striding gracefully through the primordial soup on its six legs, maned head raised high, three eyes flashing brilliantly over the passersby. Its arms are delicate and its skin flashes with the color of the sun;

... a piteous, mewling thing, scarcely larger than a man. Its body hangs on splintered bone like fallen dough. It can barely shuffle forward on stumplike feet, wretchedly grasping the air ahead with crablike hands. Empty eyesockets pit its balding head;

... the thundering charge of a mighty creature, all muscle and fury. Claws lash and glint in the frenzy of its attack. The great alligatorlike jaw snaps menacingly as it rushes forward;

... swiftly silent and deadly, its dark fur barely visible through the rippling sea of Limbo. Broad wings carry it toward its prey, the great talons dropping beneath its slender body. Two eyes glisten with cold hate as it shrills the attack upon its prey;

... a sprawled tangle, a warmly steaming sac of gut that rolls and tumbles over the landscape like flaccid sausages tumbling down a stair. Its folds loop and drape, slipping their warm wetness around all in its way. Blind and dumb it cascades through the soup;

... a carcass flayed from the inside until all that's left is the puffed-up shell, swollen with gases trapped inside the sealed husk. It bobs on the swells of Limbo, tangling the trailing ends of its own body with all who venture too near;

... the brilliant moth, its powdered wings etched with the stained-glass colors of sanctuaries. Its body is plump with feasting. The compound eyes sparkle with a thousand jewels as it scans the land for prey.

When seen the chaos beast is the person to the left.



WHEN ENCOUNTERED, THE CHAOS BEAST MAY ENCOMPASS ANY OR ALL OF THESE FORMS. IT IS THE CULMINATION OF ALL POSSIBILITIES. ITS FORM IS THE FORM THAT IT WAS NOT IN ITS YESTERDAYS.

COMBAT: How many different attacks can a creature capable of any form have? In this case, only two.

For all its fearsome appearances, whether it has claws, fangs, pincers, tentacles, or spines, the chaos beast does little physical harm with its horrid limbs. Regardless of form, the creature seems unable to manage more than two attacks per round. Its continual transmutations may prevent the creature from acquiring the coordination needed to do more than this – or it may just be too dim.

The physical damage caused by these attacks is slight (only 1d3 points of harm), again regardless of form. Those struck by the beast describe blows from even the most fearsome-looking claws as "limp and yielding, like a half-filled waterskin." The buffet stings and bruises but is not an attack doughty adventurers fear.

But braves fear the chaos beast, because they know what it can really do. The monster has a far more subtle and delicious terror in its arsenal. A touch of the creature's body is sufficient to trigger a horrible magical transformation in any victim – *corporeal instability*, a dread and uncontrollable shifting of form and substance.

This threat of instability only comes into effect when the exposed flesh of chaos beast and victim meet. Thus, a hero can use his sword to slice a tentacle from the beast and have little risk of being affected, but should he punch the creature with his fist, he risks dire consequences. When a character's flesh contacts that of a chaos beast, the character must make a saving throw versus death magic to avoid *corporeal instability*. If the character is protected by armor or clothing, the saving throw must still be made, although he or she gains +4 to the die roll. Even attacking with a melee weapon is a slight risk, though in this case the character gains a +6 to the saving throw. Clearly, the best method for dealing with a chaos beast is from a distance.

Corporeal instability is a terrifying magical effect. Those affected are suddenly stricken by a soft sponginess as their physical bodies suddenly lose all sense of form. Unless controlled through act of will, as if his own body were part of Limbo, the character's shape melts, flows, writhes, and boils.

The consequences are grim. Suddenly the character is unable to hold any item; his hands have no grip. Clothing, armor, rings, helmets, backpacks are all useless as his body bulges and ripples. Large constricting items – armor, backpacks, even shirts – hamper more than help, reducing the character's Dexterity by 4 points. As feet and legs go soft or become impossible shapes, movement is reduced to 3. Shearing pain courses along the nerves, so strong that the character cannot act coherently. No spells can be cast, magical items are unusable, and any attacks are made blindly, unable to distinguish friend from foe (-4 penalty to THAC0).

Although *corporeal instability* causes no physical damage, the psychic harm is tremendous. Every round until the victim gains control over his body, he must save versus death magic. Those who succeed have the mental strength to resist



the horror; those who fail lose 1 point of Wisdom. Those who lose all Wisdom become mindless, bodiless horrors of the plane.

Even if the character manages to retain his form once stricken by *corporeal instability*, he (or others) must be forever watchful. His own body has betrayed him. If not maintained in its current form (like any other part of Limbo) the character immediately begins to change. Note that another can provide the needed stability, allowing the afflicted character to sleep.

Corporeal instability is not a normal disease and so is hard to cure. A *compulsive order*, *shapechange*, or *stoneskin* spell does not cure the disease, but fixes the character in his native form (without other effects) for the duration of the spell. A *heal*, *limited wish*, or *stabilize* spell cures an afflicted character and restores lost Wisdom. The condition is immune to *cure disease*.

HABITAT/SOCIETY: Chaos beasts are strictly solitary creatures, which can only be a blessing for others. They change constantly and from day to day, so postulations about sex, family habits, or other considerations are pointless. They do not seem to guard a particular territory, moving throughout the plane of Limbo as randomly as the wind. They stay clear of stabilized lands, especially those held by strong anarcs. Most chaos beasts are found in the wild churn between the islands of order.

A currently popular theory asserts that those stricken by the chaos beasts eventually become like creatures. Supposedly, those stricken mad by the creatures wander the plane until their own madness and horror reaches cyclopean heights within themselves. It is only then that the victim becomes the beast, able to pass on instability with a single touch.

ECOLOGY: The flesh of the chaos beast loses all powers within moments of the creature's death (or separation from the greater body). While no one has yet found a use for this protoplasm, there are wizards seeking to use it as a powerful extract for shape change potions.

CHAOS IMP

CLIMATE/TERRAIN:	Limbo or any
FREQUENCY:	Rare
ORGANIZATION:	Swarm
ACTIVITY CYCLE:	Any
DIET:	Unknown
INTELLIGENCE:	Average
TREASURE:	Nil
ALIGNMENT:	Chaotic neutral

NO. APPEARING:	2d6
ARMOR CLASS:	3
MOVEMENT:	12
HIT DICE:	3
THAC0:	17
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	Nil
SPECIAL ATTACKS:	Chaos
SPECIAL DEFENSES:	Nil
MAGIC RESISTANCE:	Nil
SIZE:	T (2' tall)
MORALE:	Fearless (19)
XP VALUE:	175

ACCOUNT OF A CONVERSATION OVERHEARD BETWEEN FACTOL MALLIN OF THE MERCYKILLERS AND THE LATE MARAL SHARPSTINGER, A HOUND OF THAT ORDER.

"Has the transgressor been punished?"

"Yes, my lord factol. The sod tried to escape by fleeing into Limbo, but I tracked him there and administered the sentence."

"He's giving you the laugh! He didn't do anything. He let the knight go!"

"What is this? Who speaks?"

"What? It was not me, my lord!"

"I heard a voice – "

"He failed you, factol. He didn't punish anyone – in fact, he took a garnish for it. There's a big gemstone in his pocket. Ask him where he got that."

"Your sword speaks!"

"What? Impossible! It must be a fiend that's possessed my blade! I killed the cross-trading berk. There's nothing in my pocket but my whetstone."

"Make him prove it!"

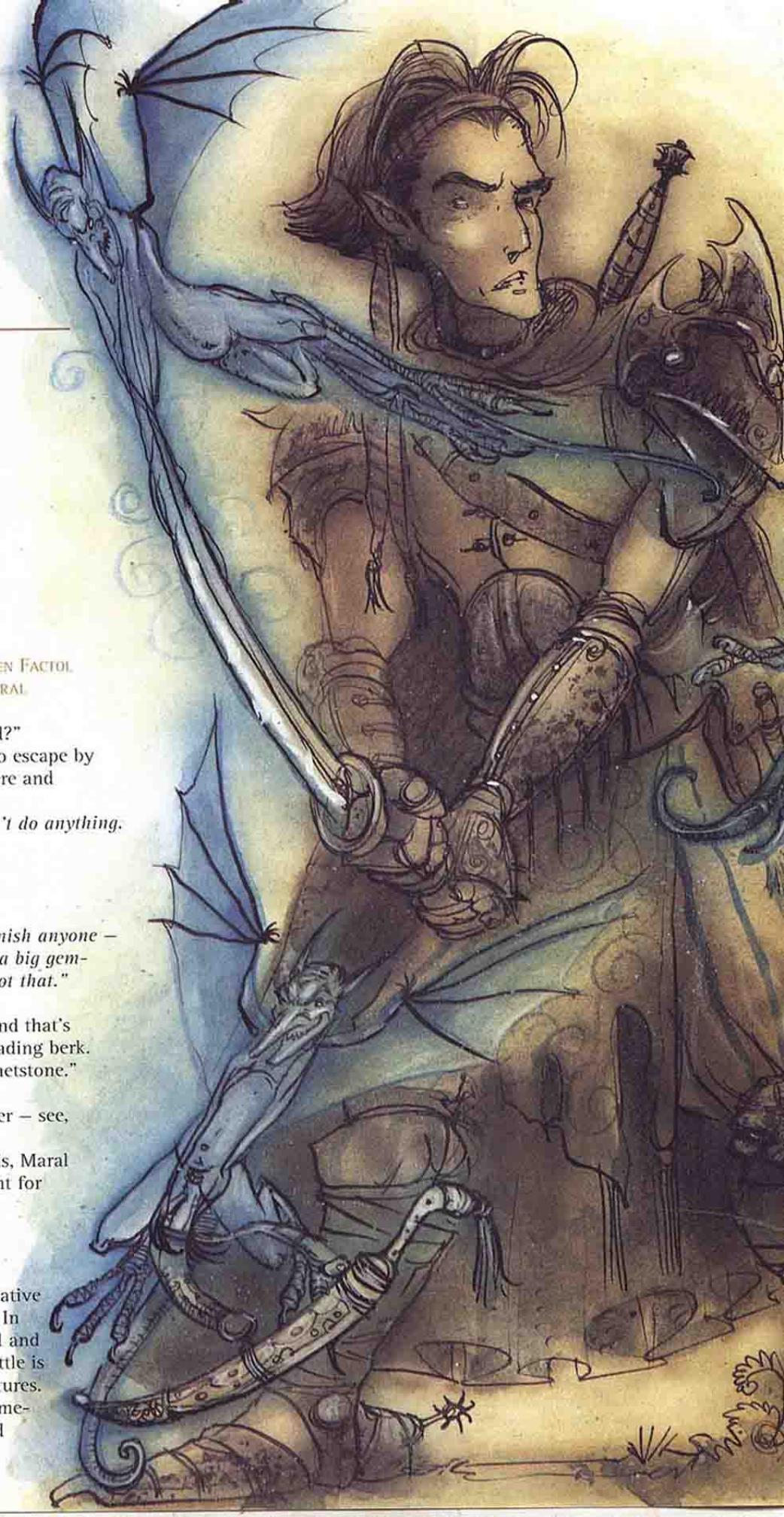
"By the Abyss, I'll show this trickster – see, Factol Mallin, its only my whet . . ."

"And a most valuable whetstone it is, Maral Sharpstinger. We've a special punishment for those who turn stag. Seize him!"

SO ENDED THE CAREER OF MARAL.

SHARPSTINGER, VICTIM OF THE CHAOS IMPS.

Chaos imps are small perverse creatures, native to the wild and turbulent forces of Limbo. In size they are rarely more than two feet tall and monkeylike in proportions. Beyond this, little is consistent in the appearance of these creatures. Their noses and ears are huge or small, sometimes lop-sided on the same imp. Face and





expression change with the creature's fancy. Over time, travelers have confused them with mites, mephits, gremlins, and a host of other equally small and pestiferous creatures. The only sure identification comes too late, after the imps have wrought their harm.

COMBAT: Combat seems hardly a fair description when a nest of chaos imps attack, for what kind of fight is it when the other side doesn't even want to give battle?

Chaos imps aren't interested in blood, power, conquest, or subjugation. In fact, they are hardly interested in their opponents at all. The imps don't want to fight a body, they only want to infest a sod's gear.

The power of a chaos imp is to meld with nonliving objects so that imp and object are one. This power only works on non-Limbo matter and then only on inanimate objects. Objects imbued with an intelligence or a spirit, such as an intelligent sword or an iron golem, cannot be infested. A tree formed from the primordial soup by a character's will can't be infested by a chaos imp; a plain *sword +1* carried in from the Outlands can. Chaos imps naturally sense the differences between materials, always choosing stable matter over unstable.

As a matter of taste, the imps prefer substantial objects — swords, shields, pots, spikes, and armor — over flimsier articles such as clothing, cloaks, boots, and scrolls. They are always drawn to magical items, however, and seek to meld with these in preference to all other things.

To infest a nonmagical object, the imp needs only touch it for one round. Magical items are allowed a saving throw of 14, improved by one for every +1 or additional power the item has. At the end of the round the imp is absorbed into the item, its essence flowing like water into it. The merging causes no change in the physical properties of the item: mass, shape, density, and function all remain the same. Even the magical power of an item remains unchanged.

Whenever possible chaos imps attack by stealth, slipping into objects when the characters are distracted by other things. If forced or discovered, they make a direct attack. They have no ability to physically harm a character, but fighting them is still difficult and dangerous. Normally if forced to fight, the whole lot of them swarms a single character, one attempting to distract while the others complete their infestation. Even battling an imp is risky, since any blow may allow the imp to infest the character's weapon. Since the contact is fleeting, the item is allowed a saving throw of 10 to avoid the effect. Again, magical modifiers apply.

Infested items don't radiate magic (unless already magical) and behave no differently as long as the item remains in Limbo. Only when a chaos imp believes it is off the plane will the creature reveal itself.

The chaos imp has the power to transform its host on a whim. For all practical purposes, the character is actually carrying a little bit of chaos-

stuff with him. When the fighter reaches for his sword he might draw an empty snakeskin or a bowl of pudding. Transformed objects are roughly the same mass, but that is the only limitation. Unless the character maintains mental control over the object's form (the same as he would over Limbo), it unexpectedly transforms. The imp can also speak from within the item.

There are two accepted ways to get rid of a chaos imp. First is to destroy the item; this causes the imp to flee. For example, drinking an infested potion would cause the imp to suddenly spring from the bottle. The second is to cast an *abjure*, *animate object*, *banishment*, or *dismissal* on each object. This forces the imp from the item, although it instantly attempts to merge with the nearest object. A *dispel magic* forces out all imps within the spell's radius (in addition to the usual effects on magical items). Once "de-imped," characters should run. Distance is the best protection.

HABITAT/SOCIETY: There is considerable debate among scholars as to the nature of chaos imps. Some sages maintain they are not truly living creatures, but the mathematically inevitable results of Limbo's primordial chaos. Everything is possible in Limbo's permutations, and the imps are only one of the possibilities. Others hold they are the minor proxies of the powers of Limbo, proxies whose mission is to go out and spread chaos to the other planes. Either could be right or both could be wrong.

Whatever they are, chaos imps are always encountered in nests — little pockets within the sea of chaos. These nests are nothing more than inert bubbles. It is only when a host comes with range that the imps within the nest actually take form and attack. There is only a single sex, if any sex, for chaos imps don't reproduce by any known means. It is quite likely that they spontaneously appear throughout the plane. Off Limbo, the imps eventually dissipate if driven from their host and are bereft of any other object to inhabit.

Chaos imps are mischievous and clever, and appear to have two main goals. The first is to escape their plane, but they can only leave Limbo within an object. Thus, they lie dormant in infested items until they believe they are off Limbo. Experienced Limbo travelers try to trick infesting imps into revealing themselves by pretending to be off the plane. The image of another plane must be imposed on Limbo (requiring a check to impose one's will). The DM then secretly makes another check (again using the character's skill) to see if the image is convincing to the imps. If it is passed, the imps reveal themselves in 3d6 turns. Otherwise they are not fooled by the attempt.

Second, as befits their origin, they delight in creating chaos and confusion at every chance. It is quite probable that they are carrying out the will of the powers in spreading the dominion of chaos.

ECOLOGY: As impractical as these creatures are, there are those who find a use for them. Certain factions (particularly the Anarchists and the Xaositects), various fiends, and tricksters enjoying bestowing infested "gifts" on their enemies.

FENSIR

CLIMATE/TERRAIN:	Ysgard highlands
FREQUENCY:	Uncommon
ORGANIZATION:	Family
ACTIVITY CYCLE:	Night
DIET:	Omnivore
INTELLIGENCE:	Low to very (5-12)
TREASURE:	B, M, Q, S
ALIGNMENT:	Chaotic neutral

NO. APPEARING:	2d4
ARMOR CLASS:	7 (4)
MOVEMENT:	15
HIT DICE:	4
THAC0:	17
NO. OF ATTACKS:	2 or 1
DAMAGE/ATTACK:	1d4/1d4 or by weapon
SPECIAL ATTACKS:	Hurling stones, spells
SPECIAL DEFENSES:	Nil
MAGIC RESISTANCE:	Nil
SIZE:	M to L (6'-8' tall, or up to 25')
MORALE:	Elite (13-14)
XP VALUE:	Male: 270 Female: 175 Young: 35 Mage 1-4: 420 Mage 5-8: 1,400 Mage 9-12: 2,000 Rakka: 1,400

Also called Ysgardian trolls, the fensir are creatures peculiar to Ysgard and are completely unrelated to the trolls on the Prime. Fensir are more cultured and intelligent than the prime-material creatures of the same name. They range from hideously ugly, huge, and hulking to nearly human in size and appearance. However, even the normal-seeming trolls are very different from humans, for they live by night and dine on anything remotely edible: roots, grasses, bark, scavenged meat, and even some forms of clay.

The fensir wear the clothes of Ysgard, not crude skins or furs. Helmets, woolen hose and tunics, leather vests, leather boots, and big black rabbit-fur hats are popular among the male fensir. The women wear linen or woolen scarves, simple woven dresses, and leather shoes.

Fensir speak the languages of Ysgard, the lillendi, and the common tongue.

COMBAT: Fensir fight with the same weapons as the petitioners of Ysgard, preferring battle axes, spears, and broad swords. If caught unarmed, such as while foraging, they fight with their stony fists for 1d4/1d4 points of damage. Male and female fensir use very different forms of combat, described in separate sections below.

All adult fensir are susceptible to sunlight; they turn to stone if caught in daylight for more than a single round. A *sunray* spell allows them a saving throw, and they only turn to stone if they fail. However, even if they retain their form, any exposure to sunlight or a *sunray* spell forces fensir to make an immediate morale check at -4. Once transformed,

fensir can only be restored by a complicated extract of mandrake root that the males brew under a new moon. This restorative extract acts as a *stone to flesh* spell on any petrified creatures, not just fensir.

SOCIETY/HABITAT: Trolls are not social creatures. Each family lives more or less by itself in difficult terrain. Their homes are found in deep woods, rocky sea-cliffs, high mountains, and deserted heaths. These homes are half sunk into the earth (for warmth in winter) and usually roofed with sod, so they are difficult to spot even for those who know where to look.

Among Ysgardian trolls, each birth results in a litter of 2d4 young, and most litters contain at least one set of identical or fraternal twins (litters without twins are considered very unlucky). The twins stay together until maturity, when they seek out a second set of twins.

Fensir twins are so similar in most respects that a pair of males and a pair of females usually marry each other, rather than finding unrelated mates. Even among untwinned trolls, double weddings of sisters or brothers are common. When two sets of twins mate, the twin-bond is broken and the pair-bond takes its place. Sagas often go on about the twin-bond, but the fensir themselves don't consider it unusual or worth remarking on.

If a twin is killed by violence, magic, or poison while the second fensir still lives, the remaining twin stops at nothing to avenge the death, fighting in a frenzy with double the normal number of attacks and +2 to all damage rolls.

A solitary fensir sometimes seeks out a human mate. Although why the fensir feel such a need is a secret only they know, some believe that a Ysgardian troll without a twin cannot court a mate, and turns to humans as a substitute.

Male and female fensir have little in common and are exceptionally shy around one another. They do their separate tasks, but rarely spend much time together; some would say they lead separate lives in the same household. Again, the Ysgardian trolls don't find this unusual.

ECOLOGY: Fensir keep to themselves, rarely interfering in the lives of others and expecting their privacy in return. The only exception to this is their fascination (some would say obsession) with the lillendi. Fensir have been known to kidnap and enslave the snake-women. Though the reason is unclear, some believe the blood of a lillend is required for the restorative potion that returns stone fensir to flesh. Ysgardian trolls are on tolerable terms with the dwarves and elves of Ysgard. They are considered wise elders by the bariaur, who often consult them on questions of herbalism, diagnosis, and treatment.

FEMALE FENSIR AND RAKKA

Female fensir rule their households, and they are the keepers of each family treasure. Fensir women are brewmasters, responsible for making beer and mead to sell to other trolls, giants, and Ysgardian petitioners. They are also weavers, trading their cloth to the Ysgardian dwarves in exchange for metal goods, such as stewpots, spears, arrowheads, tea kettles,

and cleavers. They are the providers in fensir families, for the male's hunting brings little food to the stewpot. Gathered nuts and roots provide most of the fensir diet, and they consider meat broth a delicacy. Halfling flesh is especially prized for these broths. Females are the primary protectors of the family as well, since they are strong enough to hurl large stones up to 200 yards for 2d6 points of damage.

Female fensir resemble males until they bear their first litter of young, when they become *rakka*, or devourers. Rakka increase constantly in size and weight, eventually outgrowing their house and requiring a new one. As the rakka reach heights of 20 to 25 feet and weights of more than 6,000 pounds, their children strip the surrounding countryside bare trying to sustain their mother. Rakka have 8 Hit Dice, and their fists can strike for 1d10 points of damage. All rakka die after a few years of this growth, leaving behind a widower and sometimes a second or even third litter of young. If killed in battle, a rakka can use a dying curse to *cause disease* or *madness*, affecting up to seven of her attackers.

MALE FENSIR

Male fensir are poor hunters, fair craftsmen, and exceptional cooks, preparing and blessing the food that the females and young bring in from their foraging. Slender, fast, and adept at magic, fensir men are the spiritual leaders and lawgivers of their family. Their magic includes a vast store of herbalism.

All male fensir can cast *transmute rock to mud* and *transmute earth to stones* three times per day (the latter

changes earth to small, boulder-sized stones, perfect for hurling). About 75% of all males are mages of 1st to 12th level; they gain 1 additional Hit Die for each 4 levels of ability.

Those males who have no gift for the runes and signs of magic are considered unlucky are often abandoned to live solitary lives in the remotest regions. A few of these males are such exceptional herbalists that they stay with their families, brewing potions and making poultices. These herbalists create magical potions and use them to defend their families.

FENSIR YOUNG

Young Ysgardian trolls are unaffected by sunlight, which gives them wide freedom to act like hooligans. Packs of young fensir sometimes become a problem, robbing travelers, annoying animals, and vandalizing small settlements. They have 2 Hit Dice and no effective fist attacks.

THE LONG WALK

When a rakka dies, a family of Ysgardian trolls is seized by a form of wanderlust called the Long Walk. This instinct drives them from their homes into the wastes, where they roam, forage, and sometimes gather with other families. When they do form hordes, the fensir rush out of the wastes to pillage the rich realms of Alfheim, Asgard, the Moon Gates, and Vanaheim. Regardless of whether the fensir gather into a horde, they never return to their original lairs. As a result, abandoned fensir lairs are common throughout Ysgard.



CLIMATE/TERRAIN:	Pandemonium
FREQUENCY:	Very rare
ORGANIZATION:	Pack
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	Low
TREASURE:	Nil
ALIGNMENT:	Chaotic evil

NO. APPEARING:	1d6
ARMOR CLASS:	5 (3)
MOVEMENT:	24
HIT DICE:	6
THAC0:	15
NO. OF ATTACKS:	1 bite, 1 quill
DAMAGE/ATTACK:	2d8
SPECIAL ATTACKS:	Quills
SPECIAL DEFENSES:	Nil
MAGIC RESISTANCE:	Nil
SIZE:	L (8' tall)
MORALE:	Elite (13-14)
XP VALUE:	975

What is the pitch? Do you know the pitch, Galzar?

Howlers are the keening brood-hounds of Pandemonium, the singers of dementia who cluster around the great rocky spires in those plunging caves. In that eternally night-lit plane the howlers are drawn to shriek their madness to the moonless heavens.

Can you break the code?

The howlers are gigantic beasts, four-legged, with the burly backs of oxen and scales glinting through their matted red fur. This fur spreads into a thick ruff of trembling quills that frames their simian faces. Their front claws are the clotted knots of coarse fingers too long crushed under the beastly weight, their back feet are hooved. When they cry, they rock back until they almost stand and throw their muzzled faces toward the missing sky. Lips pursed into a perfect O, they howl the voices of madness.

Don't look at the words,

don't believe the words, Galzar! Words are only representations of the truth, lies without the image of the objects they are. Words hide the real truth, steal the reality of the senses and hide it behind a wall of abstracts. Can you break the code, Galzar? There are secrets hidden in the sentences, phrases that silently unleash themselves in our skulls and gnaw like mites at what we know. Is tree more real than digpdk? Break the code. Look beyond the words, Galzar. Learn the pitch in the secret songs of the howlers.

COMBAT: Although brutish and cruel, howlers aren't particularly aggressive beasts. Scavengers by nature, they seldom attack groups larger than their own numbers or any that seem more capable of defending themselves. When a howler pack does attack, it usually singles out a weak victim, while trying to hold the rest at bay. If this proves impossible, the howler pack breaks and flees.

Don't try to hide it from me!

This doesn't mean, however, that howlers are weak opponents. Far from it — their own cowardice makes them formidable opponents. When a howler pack does attack, it is determined and ruthless. All energy is devoted to bringing down the prey.

road glass trembling the night sweats — this is the lyric of one of their songs. I need the pitch, the code broken to free me from them. I hear them in every wind, inside shuttered rooms where the candle flickers in a single draft. What are they doing to my skull?

In actual battle, howlers can choose from several attack forms. Normally they rush in on the first round of combat, attempting to get within biting distances as soon as possible. The rush and the round that follows are the two most dangerous moments of any howler attack. As they rush forward, their neck bristles rise to form a spined shield, reducing their Armor Class to 3. If the howlers move 120 feet or more in the charge, they gain a +2 bonus to their chance to hit and their damage is doubled for carrying the charge through. Finally, while in their frenzied charge, the howlers are immune to all morale checks.

How did they sing the secret code of the wind — words I can't understand? Their voices burn me. Where is the promised release? What is the pitch that breaks their song? TELL ME!

Once in combat, howlers fight by snapping their powerful jaws and savagely slashing with their erect neck quills. The quills can only be used on those at the creatures' forward flanks and aren't particularly accurate (-2 on the chance to hit). Each successful hit jabs the person with 1d4 quills, and each quill causes 1d4 points of damage. Creatures struck by the quills must make a saving throw versus breath weapon for each quill. For each save that is failed, the quill remains embedded in the victim. The victim's attack rolls are reduced by 1. Removing quills takes 1d6 rounds and causes an additional 1d3 points of damage.

If you tell me the pitch, there are secrets to learn. Teach their notes, Galzar. Give me their power. Make them stop howling in my skull!

HABITAT/SOCIETY: Howlers are beasts native to the tunnels of Pandemonium and are not naturally found on any other plane. Even within Pandemonium they aren't found everywhere. They stay far from the settled regions and the small tunnels, preferring the larger curved passages that pass for plains and grasslands. On these plains they hunt in packs; for they are carnivorous scavengers.

There is no hard and fast size for a howler pack, as is the way of the animal kingdom. Packs range from 2 to as many as 20 members. This number includes bulls, females, and kits. (Of a pack, it is the bulls who defend the others, hence the small number met in a normal encounter.) The packs scour the land, searching for anything edible. As news of their migrations travels through the tunnels, other dwellers in Pandemonium brace themselves for the agony that is sure to come.

Tell me the pitch, Galzar!



*If you tell the pitch, Galzar, I'll stop hitting you.
Answer, why don't you answer?*

Howlers are aptly named, for their howls cut through the whistling wind with the pitch of madness. Their cries have the same effects as the winds of Pandemonium, gradually driving those who hear them to insanity. Whenever a howler lets loose its cry, all within hearing distance, whether indoors or out, must make a check as if they were exposed to Pandemonium's winds. A howler's cry lacks the full strength of the winds — their keening pitch can never push a character beyond Stage 3 (Hysteria). Characters who have already reached Resignation exhibit all their tics and twitches when the howlers sing. Even on other planes, a howler's effect travels with it.

It is fortunate that howlers don't bay all the time. In that regard they are more like common dogs. They howl and keen occasionally, when the circumstances are right. As pack animals, they howl when they are lonely — kept in the stables apart from their masters, for example. They howl during the rutting season and when their territory is challenged. They howl when cornered. The DM has final say over when the beasts bay to the blackness.

ECOLOGY: Howlers would be just another bane of Pandemonium were it not for those in the tunnels who can capture and tame the beasts to be good riding and pack mounts. A howler has the carrying capacity of a draft horse, and is far better adapted to traveling the twisted tunnels than a simple horse.

Some wizards claim the howlers sing secrets of the planes, a code concealed in their pitch and their keening. Others think these wizards have been howled mad by their studies.

*I know what you want,
Galzar —
the secret for yourself.
I won't let you! I suffered for it. I need the
pitch to read their code. You can't hide
in death, Galzar.*

CLIMATE/TERRAIN:	Ysgard, Arborea, Limbo
FREQUENCY:	Rare
ORGANIZATION:	Family
ACTIVITY CYCLE:	Day
DIET:	Omnivore
INTELLIGENCE:	High (13-14)
TREASURE:	A
ALIGNMENT:	Chaotic neutral or chaotic good
NO. APPEARING:	2d6
ARMOR CLASS:	3
MOVEMENT:	9, Fl 27 (C), Sw 15
HIT DICE:	7 + 14
THAC0:	11
NO. OF ATTACKS:	1 tail and 1 weapon
DAMAGE/ATTACK:	2d6 and by weapon type
SPECIAL ATTACKS:	Dropping in flight, spells, crush
SPECIAL DEFENSES:	Spells, immunities, magical weapon to hit
MAGIC RESISTANCE:	25%
SIZE:	L (human torso with 20' body)
MORALE:	Champion (15-16)
XP VALUE:	9,000

Lillendi are natives of Ysgard, though they can travel astrally to the Prime and may also be found on the planes of Arborea and Limbo. On the Prime Material Plane, they prefer to dwell in temperate or tropical woodlands. They are peaceful and delight in song and conversation – and far from harmless. Those who offend lillendi may receive harsh treatment at their hands, and even blameless individuals are subject to their pranks. Lillendi are particularly hostile toward those who seek to impose civilized order on the wilderness.

A lillend has the torso, arms, and head of a comely man or woman, but also has broad, powerful, feathered wings and a stout serpentine body from the waist downwards. Though the humanlike portions of a lillend are of unremarkable hue, the feathered and scaled parts of its anatomy are brightly colored and strikingly patterned. Each individual has its own unique color combination and is quite proud of it. A lillend wears no clothing but sometimes wears jewelry. It always carries weapons and musical instruments.

Lillendi do not mate or marry. They reproduce parthenogenically, giving birth to offspring that resemble their mothers in most respects. Lillendi with male human torsos are biologically female, though they follow male human patterns of dress and customs.

A lillend can understand any intelligent communication, including writing or sign language. All lillendi have infravision to 300 feet. Lillendi speak their own language and the languages of giants, bariaur, and githzerai.

COMBAT: Lillendi can cast spells, charm with music, affect morale, determine the history of legendary magical items as 7th-level bards, and they can use any magical items that bards can use. In addition to their bardic abilities, they may cast *darkness*, *hallucinatory terrain*, *knock*, and *light* 3/day. Once per day they can cast *fire charm*, *Otto's irresistible dance*, *pass*

plant, *polymorph self* (into humanlike form only), *speak with animals*, *speak with plants*, and *transport via plants*.

Lillendi can breathe water and can move swiftly on or under the surface, wings folded tightly against the body when they snake their way across the surface. When they dive underwater their wings beat slowly to propel them forward, like enormous diving birds. They are immune to poisons, noxious gases, normal fire, the effects of the Positive and Negative Energy Planes (including level draining and enervation), and to any musically based magical effect, such as harpy song or satyr piping. They are unaffected by all enchantment/charm spells, and only +1 or better weapons can strike them.

Lillendi have 17 Strength and 16 Dexterity for their human torsos, with attendant bonuses in combat. Their weapons, sometimes magical, are usually long swords, great spears, or powerful long bows with war arrows. If a lillend catches her opponent in her serpentine coils, it inflicts 2d6 points of damage that round and does 2d6 points of damage automatically each round thereafter as she crushes the life out of her prey. Any creature held in a lillend's coils suffers a -3 penalty to attack, damage, and saving throw rolls. When a lillend attacks prey caught in its coils she does so at +1 to attack and damage rolls.

Lillendi carry particularly unpleasant enemies in flight for up to 10 rounds, then drop them for 20d6 points of falling damage. Falls that inflict more than 50 points of damage require a saving throw versus death magic to avoid instant death from massive damage, regardless of the character's remaining hit point total. Lillendi cannot do constriction damage while flying, and they cannot carry more than 250 pounds aloft.

Lillendi are said to be able to choose the hour of their death, the Silent Hour, when they grow weary of life and service to the moon. This knowledge is either a gift from the gods of the moon, or a curse from the powers of Law, whom the lillendi are said to have served long ago and then abandoned. Shortly before her death, a lillend makes her farewells, and as she dies she is absorbed into her power's realm, disappearing in a misty fog that acts as a combination *moonbeam* and *chaos* spell. Those who go into battle expecting death fight more fiercely, to make the best possible impression on the power they serve. Lillendi entering the Silent Hour strike in a calm, focused fury: always winning initiative, attack rolls at +4 and doubled damage, but they always perish at the end of the allotted span. Lillendi who haven't yet chosen the Silent Hour can still die through accidents or violence, but in death their faces are always wracked with despair, for the legends say that those who do not pass through the Silent Hour are never joined with the power they serve.

HABITAT/SOCIETY: Lillendi serve the gods of the moon in the realm of the Moon Gates. They only travel to the Prime when ordered to do so by their powers. Of all the proxies of Ysgard, the lillendi are the least involved in the affairs of others.

Lillendi social status depends on a simple system of initiations into mysteries and the ownership of certain totem masks. The mysteries are akin to secret societies, and each mystery is a specific kernel of wisdom passed on from one

generation to the next. The more societies a lillend is a member of, the greater her status. Each society is devoted to particular musical forms, songs, instruments, and weapons, so a group of lillendi usually uses the same instruments, weaponry, and spells.

The masks are tangentially related to the societies, since each mask design belongs to a specific family, and long ago each family lived in a single lodge and wore a single type of mask. Things have gotten a little more complicated since then, but the masks still roughly indicate status and family affiliations.

ECOLOGY: Lillendi devour both material food and magical essences. They can sustain themselves on moonbeams and the elemental essence of the wilderness (mountain breezes, gentle rains, raging rivers, and forest fires), though they prefer more substantial meals. If they gorge themselves on meat, they often remain in a torpid digestive state for hours or even days. This torpor doubles their spellcasting times, halves their constriction damage, and causes a -2 penalty to initiative. The lillendi enjoy this sluggishness, though they are wise enough not to go into such torpor alone and unguarded.

Lillendi are known for broad tastes: They eat meat, vegetables, hay, grains, or spell components with equal abandon. Their digestion is complete and efficient; they excrete nothing, though some say that the lillendi merely transmute matter into magical energy. Hunters and rangers have never found scat or markings in lillendi territory. It may be that anything indigestible is transformed into the fog that lillendi sometimes breathe out. Who knows?

Lillendi feud with the petitioners of Ysgard from time to time, but more often keep to themselves. They are rivals of the asuras, devas, and valkyries. They usually avoid the clumsy fensir easily. They are deadly enemies of the baatezu and modrons.



CLIMATE/TERRAIN:	Pandemonium
FREQUENCY:	Very rare
ORGANIZATION:	Colony
ACTIVITY CYCLE:	Any
DIET:	Carnivore
INTELLIGENCE:	Variable
TREASURE:	Nil
ALIGNMENT:	Chaotic evil

NO. APPEARING:	1d4 + 1
ARMOR CLASS:	2 (variable)
MOVEMENT:	12
HIT DICE:	7
THAC0:	13
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	2d12
SPECIAL ATTACKS:	Hold for 2d6
SPECIAL DEFENSES:	Immune to charms and gases. 1/2 damage from fire
MAGIC RESISTANCE:	Nil
SIZE:	L (8' long)
MORALE:	Fearless (18)
XP VALUE:	1,400

"Am I the friend you sent out into the night to check on the howlers, howlers that screamed so deliciously in their stables? They are silent now — did you notice? I quieted them well.

"It was not kind of you to send me out into the night. I had to endure the winds of Pandemonium while all of you were safe. Things lurk in the darkness that make even the walk from the inn to the stable unsafe. Sending me outside was not kind, not the act of friends.

"Why won't you let me in? That's not kind, either. Can't you see it's me standing at the window? Or do you no longer know who I am? Perhaps you fear this body is a husk, holding something terrible within it — that eventually the energies will build and tear through this feeble shell.

"You think I'm a murska, one of the great beetle beasts out on the plains. You've seen their tracks today, the molted shreds of skin they leave behind. Now you fear the friend you see has become one of them, that he is only the last unmolted remains of the beast's dinner. I know — you fear that below this window-sill my human flesh ends in shreds and tatters as the hardened carapace of the murska erupts from within. You imagine its shell still glistening and fresh as it flickers green and gold in the windowlight. Even now it might hunger outside the door.

"Or maybe I'm me and the murska's hunting out here. Let me in, you berkzzz, before it's too late!

"What'zzz wrong? It's only the wind that makes my voice buzz like an insect's. Why are you staring at my face? Izzz zomething happening?"

COMBAT: The murska is a ravenous hunter in Pandemonium, made all the more dangerous by its special powers and coop-

erative hunting habits. Murskas are almost never encountered singly. It is far more common to meet three to four of these foul beetle things. When initially encountered, murskas attack in a coordinated fashion. Typically one blocks the forward path while the others circle the prey to strike on the flanks. The beetle beasts seldom fight to the death. They are hunting, not slaughtering, so a murska attack ends as soon as a victim can be seized and dragged off, to be killed and eaten later.

A murska attacks by seizing its target in its powerful eating mandibles. Only after the victim has been seized does the beast gnaw at the held victim with a small series of razored teeth. Its grinding mandibles cause 2d12 points of damage. Furthermore, victims seized by the mandibles can be held without further attack rolls. In subsequent rounds, a held victim can be gnawed for 2d6 points of damage. No attack roll is needed for this since the mandibles hold the victim in place.

Those held by a murska are severely limited. Breaking free of a murska's grasp requires all of a held creature's efforts, along with a successful open doors die roll (to pry the mandibles apart). Just as with a door, others can help in the attempt, but they automatically suffer 1d6 points of damage as the murska thrashes about in their grip. Regardless of the success or failure of the effort, the held victim still suffers 2d12 points of damage that round. A person can voluntarily forgo an attempt to break free in order to use a mental or innate power, but spells, magical items, and weapons cannot be used.

Like its appearance, the Armor Class of these creatures can vary. In its true insectoid form, the murska has an Armor Class of 2. The murska is very seldom met in its pure form, however. Each time the murska feeds, it assumes some of the physical properties of its latest dinner. Constantly growing and shedding old skin, the murska assumes the form of its latest meal. Having eaten a horse, the murska's carapace gradually molts to reveal the dapple-gray hide of a horse beneath. Mane and head form, misshapen and blobby, stretched awfully over the cursed insect's shell. In time the horsehide peels back to reveal the beetle beneath once more. Thus, a murska looks like the grotesque parody of anything it can eat. As time passes between meals, the assumed skin itself is gradually replaced by the murska's true form. In its molting skin, the murska's carapace is not as firm, reducing its effective Armor Class to 4.

In addition to their formidable attacks and hideous appearance, murskas have several special defenses and immunities. Although they adopt many of the mental features of their repast — particularly wit and memories — murskas are always considered mindless. They cannot be charmed or controlled through mental dominations. They are immune to gases (not that these are effective in the winds of Pandemonium) and suffer only half damage from fire-based attacks. They are vulnerable to cold, with a -2 penalty on their saving throws versus such attacks.

HABITAT/SOCIETY: Unlike many other insectoid creatures, the murska has no nest or fixed territory. It follows its prey — virtually any creature of man or larger size. About the only beast of size it does not attack are howlers, probably due to the

howler's irritating quills. In times of famine, murska have even been seen devouring each other.

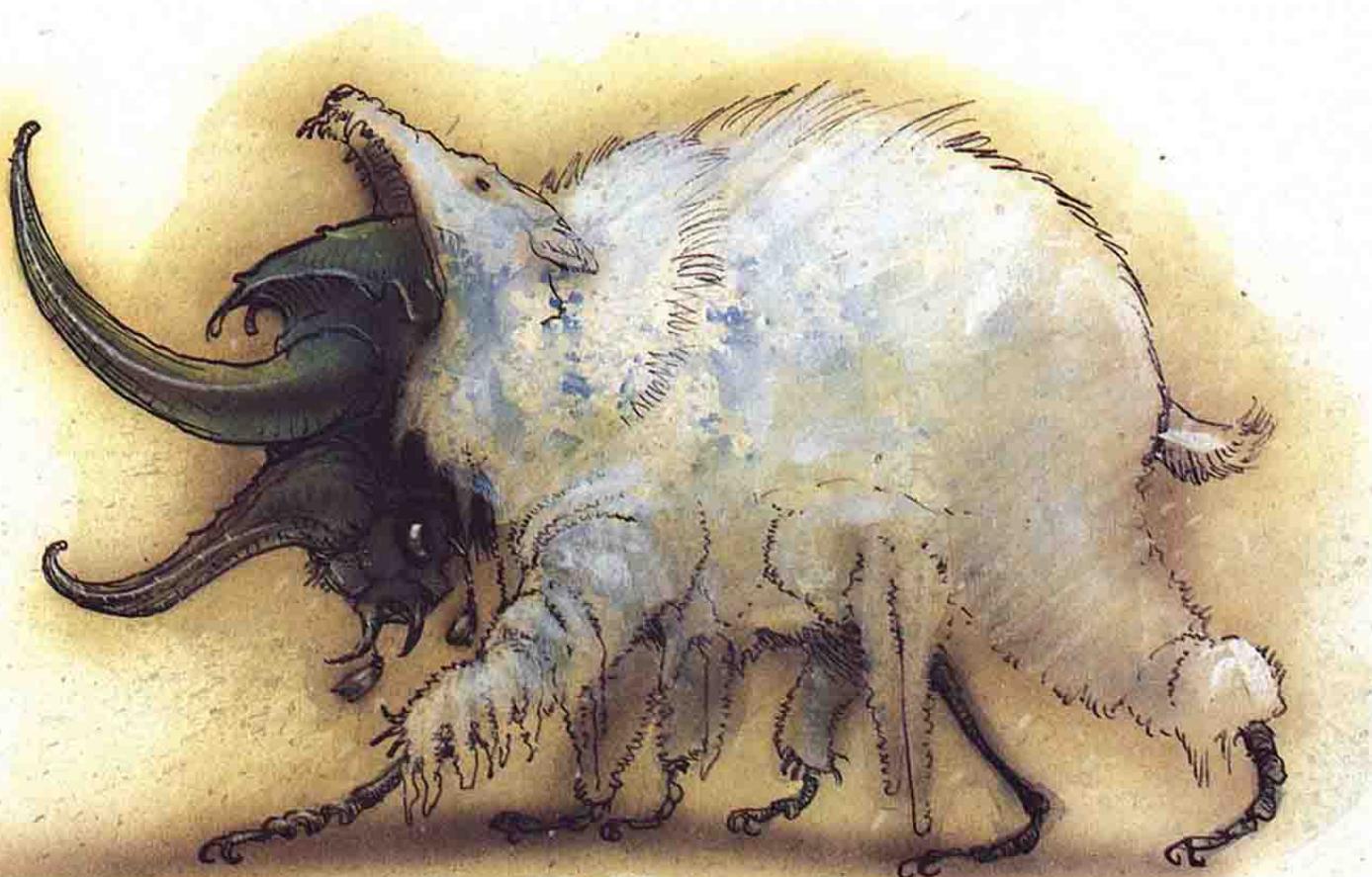
Fortunately, the murska does not need to feed continually. Like certain other species of creatures, the beetle periodically gorges itself and then withdraws until hunger forces it to hunt again. Since the creature grows and then molts the form of its latest meal, it is possible to estimate just how hungry a given murska might be. Those nearly completely covered in their stolen skin are well fed. As time passes, more of the beetle shell breaks through, and the greater the beast's hunger. A murska in pure beetle form is starving and therefore the most dangerous.

One great variable in all murska attacks is their cunning, because murskas do not just assume the skin of their victims. Some of the intelligence, memories, and nature of their last meal is also absorbed. While these fade just as the skin peels, in the meanwhile murskas use the knowledge they have gained. Their behavior becomes a horrid mixture of both the beetle and its dinner. For example, a murska that ate a character's horse might follow the party, invade stables, and otherwise behave like that horse. As time passes, the memories weaken and the beast's true nature asserts itself.

More dangerous is the murska that eats an intelligent creature, for then the beetle beast becomes intelligent. It gains no spells, proficiencies, class, or psionic abilities from its victim, but it does possess all the creature's native cunning. It can speak and often uses its stolen memories to lure others to their doom. An intelligent murska is often no longer content to eat and gorge, but may attempt to build a larder of new victims.

There are rumors within Pandemonium of murskas who, having tasted the fruit of intelligence, continually seek it out. They have become aware of what they are and now use the minds of others to sustain their own, newly intelligent selves. This may be nothing more than the howling of madmen, borne on the winds of the plane.

ECOLOGY: Like so many other oddities of Pandemonium, no one has yet fathomed the true role of the murskas in the multi-verse. Revolutionary League legend holds that the beasts are the spirits of their lost brethren, forever assuming the identity of others. Desperate Anarchists sometimes bring their concerns to the "revolutionaries who have been" in hopes the god-beetles will grant them aid.



CLIMATE/TERRAIN:	Arborea, Beastlands, Ysgard
FREQUENCY:	Rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Day
DIET:	Petrivore
INTELLIGENCE:	High (13-14)
TREASURE:	Q (x100), U
ALIGNMENT:	Chaotic good (neutral)

NO. APPEARING:	1d4
ARMOR CLASS:	4
MOVEMENT:	6, Br 24
HIT DICE:	3
THAC0:	17
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	1d6 (club)
SPECIAL ATTACKS:	Charm, spells
SPECIAL DEFENSES:	Spells, meld into stone
MAGIC RESISTANCE:	60%
SIZE:	M (6' tall)
MORALE:	Steady (12)
XP VALUE:	420
	Snowhair: 10,000

Oreads are to mountains what dryads are to oak forests: They are guardian spirits, protectors, and shepherds. Oreads are lithe, stony women with skin the color of the rock of the mountain they protect. Some oreads are soft and round and tawny like limestone or sandstone; others are grainy red, white, and black like granite; or sharp, angular, and brittle like dark gray gneiss. Their eyes are always the color of clear gemstones, and their hair resembles lichen: pale gray, whitish green, or a dark yellow-brown. In winter, their hair and their shoulders always turn white, like the snow-capped peaks. Like dryads, all oreads are female.

Oreads always wear loose gowns in black, gray, or gold. They are very fond of ornaments, such as ribbons resembling white, plunging waterfalls, crowns of gold and jewels, and glowing shawls that somehow bend light into rainbows.

Oreads speak a dialect of the language of dryads, and the two races can make themselves understood to each other, though only with some difficulty. In addition to their own language, oreads also speak the languages of satyrs, korreds, galeb duhr, stone giants, mountain giants, and dwarves.

COMBAT: Oreads dislike combat but are hellions when miners, woodcutters, quarrymen, or builders threaten their territory. Oreads can club their enemies with their hard fists for 1d6 points of damage, or they can use their powerful spells.

Each oread can sing the *song of stone* once per day. The song sounds like a fast mountain brook, like the rushing wind in trees, like the clatter of stones in a rockslide. This magical form of attack charms all those who hear it unless they make a saving throw versus spell at -3. Those who fail must serve the oread for one year, and no *dispel magic* or *remove curse* can break this charm. Part of the enchantment causes the oread's servant to be so devoted to her that he'll willingly lay down his life for his mistress. A *limited wish* or *holy word* is

required to break the hold of an oread over her servant. Most oreads keep only a single servant at a time, and if appealed to, they sometimes ransom their servants back to their families before their time of service is done.

An oread can cast each of the following spells once per day as a 9th-level caster: *stone shape*, *stoneskin*, and *stone tell*. An oread can *dimension door* anywhere on her mountain three times per day, and can *meld into stone* at will. Once melded within the stone, they can either return to the surface when the spell's effect expires, or they can burrow rapidly through solid stone to reappear elsewhere. "Burrowing" is actually an inaccurate term when applied to oreads; they are at one with the stone that they travel through as other races might travel through water, leaving no trace of a tunnel or disturbance behind them.

Oreads prefer to ambush the enemies of the mountains when they can. Their assaults take place on footpaths that their victim travels often. The oreads all *meld into stone* before the target arrives, and then leap out as he passes by. In these situations, they gain surprise on a roll of 1-7 on 1d10.

Oreads sometimes befriend snow leopards, mountain tigers, and mountain goats. These animals aren't their slaves or servants, but come and go as they please. Oreads have little other company, so they defend their pets fiercely, sometimes to the death.

HABITAT/SOCIETY: Oreads are tied to a single mountain peak. They can travel anywhere on their mountain, from the valley to the heights, but they may never go more than 500 yards from the foot of their mountain. Unlike dryads, they are not vulnerable to the death of their mountain — after all, a mountain cannot die — but they are pained by mining, deforestation, and magical erosion.

Although oreads are solitary, up to four have been encountered in one place. These meetings are usually in mountain valleys surrounded by many peaks, and the oreads are usually related. Arboreans say this is why mountains that stand near one another are sometimes called sisters.

The mountain spirits dwell alone for most of their lives, though once a century they may raise a daughter. Like dryads, the children of oreads are born of satyr or korred fathers, though the fathers have nothing to do with (and no interest in) raising their young. The young oreads resemble korred until they reach puberty at age 19, when they begin to lose their wild hair and mountain-goat hooves. Any male young are satyrs, who quickly grow to maturity and then strike out on their own.

ECOLOGY: Oreads devour certain minerals — especially clear gemstones such as quartz, topaz, emeralds, sapphires, and diamonds — and they gladly accept such gifts from visitors and admirers. They are quite brash about their desires and are not ashamed to bluntly ask for gems that they admire. They enjoy metal jewelry but don't eat metals of any kind.

Oreads are on good terms with dryads, korred, satyrs, galeb duhr, and most faerie creatures. They are the sworn enemies of dwarves, gnomes, goblins, pech, xorn, and other mining races. They are rivals of sylphs, who often tease and harass the earthbound oreads.



SNOWHAIR

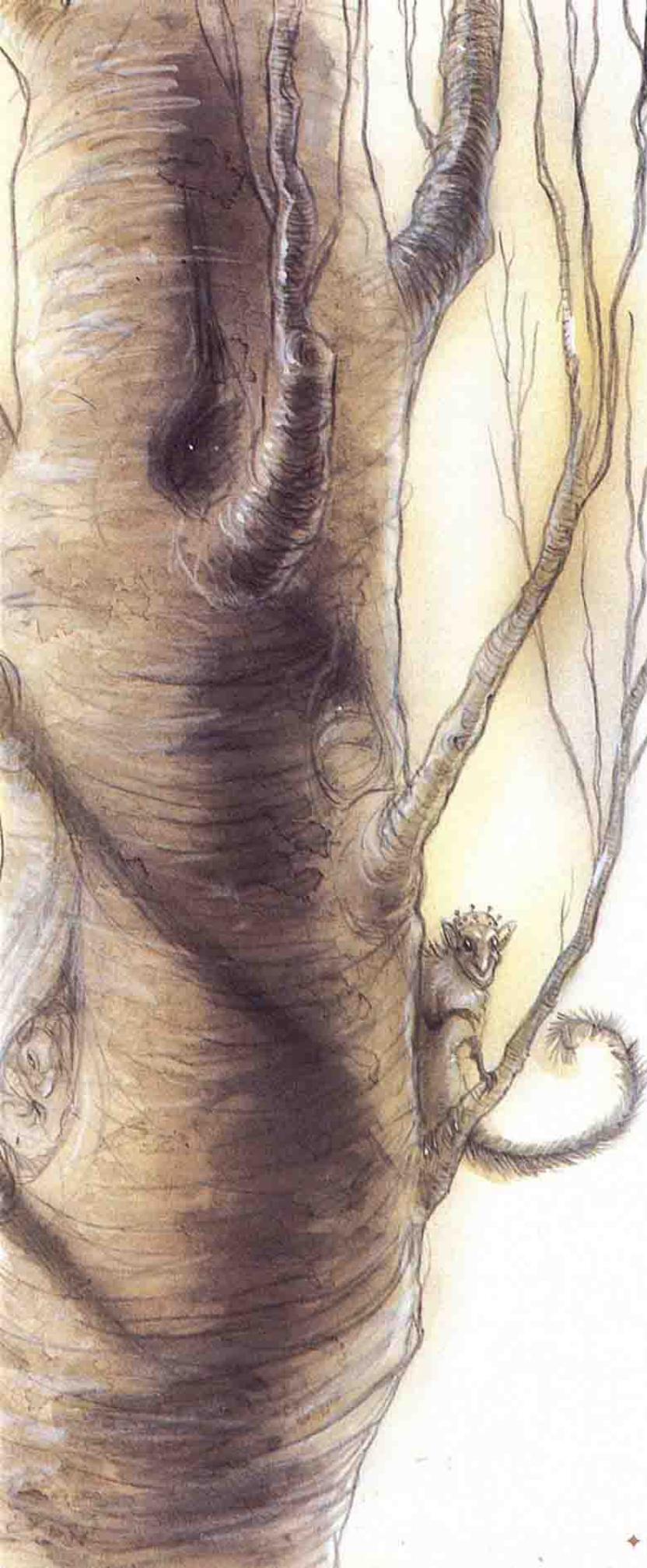
The snowhair are legendary oreads who have broken the bonds of their ties to a particular mountain and become the guardians of entire mountain ranges. They are

the eldest oreads, the keepers of wisdom and the legacy of the entire race, and their age is reflected in their snow-white hair, their craggy features, and their slumped bodies, like mountains worn into foothills with the passage of time.

Snowhair oreads are much stronger than their younger sisters; they have 12 Hit Dice, can cast *earthquake* once per week, and may cast *animate rock*, *dig*, *Maximilian's earthen grasp*, and *part stone* (an earthen version of *part water*) at will. If they are severely threatened or angered, they can petrify opponents with a touch. Most snowhair oreads resort to this only against miners, quarrymen, and the like who ignore their warnings and continue to mine. The victim is entitled to a saving throw, and if it succeeds he can never be petrified by that particular snowhair oread. If it fails, he is transformed into a boulder of about the same size. Because their form is altered, victims can only be restored through a combination of *stone shape* and *stone to flesh*.

The snowhair are responsible for taking oread daughters from their mothers to the mountains that the young will be bonded to when they mature, so the snowhair are often seen by the oreads as bringers of sorrow. However, they are also the defenders of the mountains. When a planar shift threatens to slip a mountain threaten over a boundary from one plane to the next, the snowhair oreads are the ones who make the final efforts to keep the land in the plane it belongs to.

All snowhair oreads are peaceful, smiling, and talkative, full of the tranquil strength that comes with age. Some are even proxies of the powers. A group of seven ancient snowhair oreads is said to be the guardian nature spirits of Mount Olympus.



RATATOSK

CLIMATE/TERRAIN:	Arborea, Yggdrasil, sylvan woodlands
FREQUENCY:	Common
ORGANIZATION:	Pack
ACTIVITY CYCLE:	Day
DIET:	Omnivore
INTELLIGENCE:	Low to average (5-10)
TREASURE:	B, Q (x4)
ALIGNMENT:	Chaotic good

NO. APPEARING:	4d6
ARMOR CLASS:	6
MOVEMENT:	9, Fl 15 (D), Cl 12
HIT DICE:	2
THAC0:	19
NO. OF ATTACKS:	2 or 1
DAMAGE/ATTACK:	1d4/1d4 or by weapon
SPECIAL ATTACKS:	Swoop
SPECIAL DEFENSES:	Dodge
MAGIC RESISTANCE:	Nil
SIZE:	S-M (4'-5' tall)
MORALE:	Unsteady (6)
XP VALUE:	175 Fireholder: 270 Priest 1-4: 270 Priest 5-7: 650

Ratatosk are tree-dwelling gliders, able to leap wide chasms from branch to branch of Yggdrasil with sure-footed ease. Ratatosk serve the World Ash as a sort of messenger system, but they are also very antagonistic to anything they feel doesn't belong in their home tree, such as most planars, especially tieflings, dwarves, and githzerai. They tolerate elves, most Ysgardians, and bariaur, though only just.

The ratatosk steal the goods left for the spirits and the gods, and have little regard for anyone or anything but themselves. If properly bribed, they carry messages to or from any plane connected by Yggdrasil. These bribes usually take the form of the enormous, sterile seed pods of Yggdrasil.

Ratatosk look like humanoid flying squirrels, with furry membranes between their arms and legs and a large, flattened tail that they use to direct their gliding. They wear no clothing other than harnesses for gear and protective hats. Their fur is thick enough to keep them comfortable in all but the coldest winter freezes. Their color varies from black to gray to brown to red, though each pack has almost entirely the same coloring. Their tails are uniformly darker than the rest of their fur, usually matching the bark of the nearest trees.

Ratatosk speak their own language, the language of birds, and the Ysgardian common tongue.

COMBAT: Ratatosk are panicky fighters, more willing to attack en masse than risk single combat. They are careless of their own lives, but they lash out violently when their children are threatened. Even then, their strength comes from panic rather than bloodlust. Their sharp claws strike for 1d4 points of damage each.

When they are forced to fight, ratatosk prefer to swoop out of a tall tree's branches to attack. From the dive, they

strike with their clawed hands and feet for double damage, then climb up Yggdrasil to dive again.

All ratatosk are excellent cursers, and their insults act as a *taunt* spell on any opponent who fails a saving throw versus spell. This ability is partly magical, and the ratatosk need not be able to speak the language of their target for their taunts to be effective. However, only creatures of low intelligence or greater are affected.

Many groups of ratatosk have adopted iron weapons as well as their natural claws, but these are all imported or stolen, since the ratatosk have no skill at forgecraft. In any given group, 30% of the ratatosk are unarmed, 20% have slings, 5% have staff slings, 10% carry spears, 20% carry hand axes, and 15% carry whatever weapons they have scavenged, such as swords, axes, polearms, and bows. The ratatosk steal or loot more weapons whenever they can.

While gliding, ratatosk can twist and dodge quickly enough to avoid missiles fired at them. A ratatosk can avoid a missile that would normally hit by rolling its current hit points or less on 1d20. This also applies to magical missiles that require an attack roll, such as *Melf's acid arrow* or *minute meteors*.

HABITAT/SOCIETY: Each pack has a ruling male and female who are the absolute rulers of the pack, a mated pair called the fireholders. The fireholders have 3 Hit Die and do 1d6 points of claw damage, but are otherwise identical to their followers. Any pack member can challenge the rulers, but those who lose a challenge are exiled or reduced to the lowest rung of the pack's social ladder. The two leaders are the only ratatosk who mate and bear litters; all other pack members are prevented from mating by the pack leaders. The only exceptions are the priests of Yggdrasil, who can reach 7th-level of ability and gain 1 additional Hit Die after reaching 5th level. Only 1 in 4 packs has a priest, but those that do always ask the priests for their counsel in any major decision.

The reaction of ratatosk packs to outsiders varies widely. Some packs are tricksters, others are very solemn – their personality is dependent on their leaders. All the ratatosk strive to be like their pack leaders, imitating their habits and behavior. Some pack leaders imitate powerful creatures that they meet, admire, and then "adopt," and the poor adoptive parent is followed around for weeks or months by dozens of bright-eyed ratatosk that do whatever he does.

Ratatosk use fire sparingly, with only a single firepot held by the two leaders. Most food is eaten cold, and fire is used for light at night and for heat in winter. They fear the effects of fire on Yggdrasil and discourage others who use it. For them, burning Yggdrasil's wood is a sacred act, and others who casually toss a few logs on the fire often wake up to find their mounts are loose, their food is scattered, and their tent has collapsed around them.

When the young males reach their full growth they are thrown out of the pack to survive on their own. They must steal brides away from an established pack to start their own group. Those that fail must join as lesser members with little status, never to become leaders. Young females are never thrown out of the pack and are protected by all other members of the pack, who know that she is the target of raiders.

Yggdrasil itself is the god of all ratatosk, and they fight to the death to protect her (in their eyes, Yggdrasil is a female tree). The legends of the ratatosk say that they were hatched from a huge nut at the top of the tree, and that they are therefore both the children and the chosen – the protectors of Yggdrasil. It's useless to argue this point with the creatures: no story of Nidhogg or the eagles of Yggdrasil will convince them that the tree doesn't love them best, and arguments about their origins can quickly lead to bloodshed. Whether Yggdrasil wants them to protect her doesn't seem to be a question that occurs to them.

The ratatosk can't seem to decide on where they like to live. A few packs of ratatosk are wanderers, nomads that range Yggdrasil from roots to crown. Each night, they weave tree nests from branches and leaves, as a way to avoid unwanted guests. The nests are built to just hold their weight, so that heavier creatures cannot reach them. When cold weather threatens, these ratatosk often migrate to Arborea for its mild winters.

Most ratatosk live in small lairs gnawed out of the wood of the World Ash or other impressively gigantic trees. Each burrow is large enough for a single adult and one young ratatosk. The entrance is sealed with the ratatosk's own tail when it is sleeping, simply but effectively camouflaging the entryway. If the pack grows large enough, these small burrows are expanded, but most packs are dispersed or kept small by predators and famine.

A few tribes of ratatosk live in large hollows and dens dug deep into the tree's living wood. In winter, the settlements are hibernation dens, small hollows that can hold the entire pack in tightly curled, dreamless slumber. Nearby, the ratatosk always hoard winter food in dozens of specially prepared nut storage caches.

The ratatosk love riddles, and sometimes tease and taunt Yggdrasil's travelers with them until the squirrel-folk get an answer. Some bloods have even gained the respect and aid of the ratatosk with riddles of their own. The following are a few of the more ratatosk common riddles:

Falling to earth, rising to the sky,
Before I fall again, years must go by. [A nut.]

Shivering but fearing flame,
Wanting sun but needing rain. [A leaf.]

Never an acorn, Taller than stars,
His fingers hold us, Our fingers hold him. [Yggdrasil.]

Ever moving under trees, Startled by the slightest breeze,
We need the sun to join our play, And hide ourselves on
rainy days. [Shadows in the forest.]



ECOLOGY: Ratatosk eat nuts, roots, berries, fruits, insects, growing bark, and tender leaves. They also eat the eggs of the eagles nesting in Yggdrasil's branches – one of the few foods they bother to cook. In the spring, they eat the young shoots and branches that Yggdrasil offers. A few groups of ratatosk have moved along Yggdrasil's branches into the largest and most ancient woodlands of Arborea and Ysgard, where they are prey for giant eagles, giant wolves, giant owls, and giants, who don't seem to realize that the squirrel-folk are sentient creatures and spit them like rabbits.

TANAR'RI, LESSER — ARMANITE

CLIMATE/TERRAIN:	Abyss
FREQUENCY:	Rare
ORGANIZATION:	Troop
ACTIVITY CYCLE:	Any
DIET:	Carnivore
INTELLIGENCE:	Average (8-10)
TREASURE:	A, D, I
ALIGNMENT:	Chaotic evil
NO. APPEARING:	2d10
ARMOR CLASS:	2
MOVEMENT:	18, Fl 18 (C)
HIT DICE:	5
THAC0:	15
NO. OF ATTACKS:	2 and 1
DAMAGE/ATTACK:	2d6/2d6 and by weapon type
SPECIAL ATTACKS:	Spark bolts, crushing hooves
SPECIAL DEFENSES:	Immune to poison, cold, and electricity
MAGIC RESISTANCE:	Nil
SIZE:	L (10' tall, 6' at the haunches)
MORALE:	Champion (15-16)
XP VALUE:	2,000
	Knecht: 7,000
	Konsul: 14,000

Armanites resemble pale, undead centaurs with the horns of rams or bulls. They wear the full armor of knights. Their tails and the manes down their spines are stiff bristles, and the flesh on their bellies sags so much that older armanites sometimes look like gutted half-horses, dragging their entrails beneath them.

Some breeds of armanite are more kangaroolike in their nonhuman half. Their front limbs are hands, capable of manipulating weapons and small items.

All armanites wear black, fluted armor that seems more ornamental than functional. Because of their great strength, the armor is much heavier than ordinary armor and more effective than it might appear. Armanites are never without their weapons: flanged maces, wavy flamberge swords, and heavy crossbows or composite bows.

COMBAT: Armanites are mobile shock troops in the Blood War, able to strike and retreat quickly. They travel in troupes loyal to a single leader. They depend on the rush and fury of their charges to preserve them rather than on tactics, spellpower, or careful timing.

The armanites' primary mode of attack is a set of withering strikes from their spiked hooves. On a roll of 20, an armanite can crush a shield (75% of the time the strike hits the shield) or a breastplate (25% chance), reducing AC by 1. Magical armor is entitled to a saving throw versus crushing blow.

In addition, armanites can attack with the troupe's weapon of choice, usually a horseman's mace (20%), a two-handed sword called a flamberge (30%), a halberd (20%), a scimitarlike sabre (20%), or a lance and sabre (10%). Some troupes also carry heavy crossbows (10%) or short, recurved

composite bows with wicked barbed arrows (20%, damage as +1 sheaf arrows). Armanites who have crossbows or bows can fire *spark bolts*. Just before these bolts are fired, they become magically charged by their contact with the armanites. If they hit, the *spark bolts* do 2d8 points of electrical damage, with a saving throw for half damage.

Armanites can gallop into the skies once per day for a maximum of 1 hour. This form of flight allows them to gallop slowly up from the ground, as if they were climbing an invisible hill. They must stay in motion once they start. Flying armanites cannot change direction quickly, but the assault of an aerial charge can be devastating on opposing ground-based troops.

All armanites are immune to attack by weapons of less than +2 enchantment and are immune to poison, cold, and electricity, like all tanar'ri. They suffer 3d6 points of damage from holy water, 1d6 points from splashes. Armanites also have the abilities common to all tanar'ri types.

Each pack of armanites always follows a single charismatic leader who rules through promises of plunder and threats of punishment. Called the Pathwarden or the Knecht, this leader has AC 0, 8 HD, Dmg 3d6/3d6, MV 21, and a 19 Strength. A Knecht can infuse not just his missile weapons but also his melee weapons with *spark bolts* each round. Packs that lose their leader roam without direction, destroying everything they meet until either they are destroyed or a new Knecht rises from among the ranks.

The 24 known towns of the armanites are each ruled by a Konsul, a master of as many as a hundred packs. The Konsul has AC -3, 11 HD, Dmg 4d6/4d6, MV 24, and 20 Strength. In addition to charging *spark bolts* as Knechts do, all Konsuls can throw 11-HD *lightning bolts* three times per day. A few of the Konsuls are also spellcasters: they can be mages of up to 8th level, or priests of up to 5th level. Rumors claim that two of the Konsuls are multiclassed priest/mages. The known immobile towns are Amber, Basalt, Bloodstone, Bone, Clay, Cold Iron, Dark Spring, Gray Glass, Jade, Mageblood, Maroon, Obsidian, Ochre, Oxblood, Purpure, Silver Spike, and Steelshank. The seven remaining towns are the towns of the female armanites. These small encampments of tents, carts, and large, wheeled towers change their name whenever they move.

HABITAT/SOCIETY: Armanites are the mercenaries and scavengers of the Blood War, living by devouring the flesh and spirits of the fallen. They serve their masters well but expect plunder in return; failure to provide it results in desertion or rebellion, even on the eve of battle. Most herds of armanites specialize in a particular battlefield duty, such as scouting, foraging for quartermasters, skirmishing, archery, or the like. They never take part in sieges. Their reputation for fickleness is well earned; if they receive orders they don't like, they simply leave.

Female armanites number only half that of their male counterparts. The sexes are strictly segregated for most of their lives, for they inevitably fight among themselves if allowed to mix. Males and female herds only mingle during mating, which occurs after a successful battle against the baatezu. Young are herded along with the servants and camp

followers until they seize weapons of their own from a fallen member of the troupe and slay an enemy, at which point they join the adults.

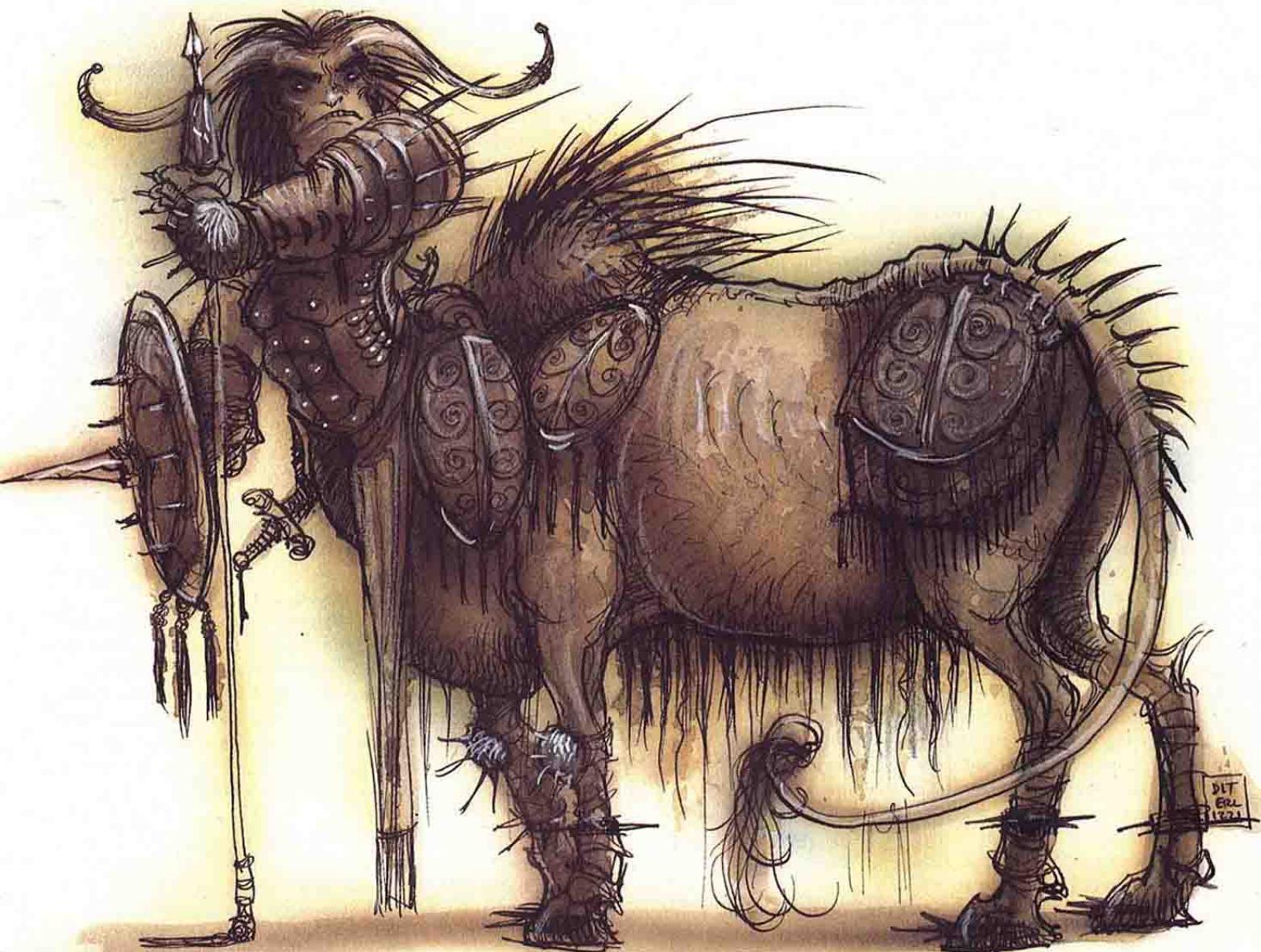
Each armanite troupe carries an individual troupe banner and the banner of their current master or mistress, such as Graz'zt'a diagonal black-and-white slash or Pazrael's golden talon on dark red. If the banner is lost in battle, the troupe disbands to take up service in the household of one of the lords of the Plain of Infinite Portals or to attempt to join another troupe. The banner is the symbol and unifying principle of each warband; without it, the armanites feud among themselves and soon their group falls apart.

Because they operate well as independent groups, armanites are often selected to undertake special missions for the Abyssal lords. They are called the Dark Horsemen or the Dark Riders in the Upper Planes and are feared there. They are a

common sight in Sigil as well, where they sometimes serve as bloodthirsty bodyguards.

ECOLOGY: Armanites devour the blood and spirits of their fallen foes, rendering them unresurrectable, and some stories say that they prefer this sustenance to any other. Their favorite prey are varrangooin, baatezu, and yugoloths, in that order. Some armanites take on rutterkin as grooms, smiths, riding auxiliaries, and servants, though this is rare. They despise all forms of least tanar'ri and abuse them mercilessly.

Armanites prefer raucous, chaotic group combat to formal duels or feats of arms. They often brawl like warhounds in the halls and citadels of the tanar'ri, and provoking a fight with one armanite means a grudge match with the entire troupe. Armanites despise the bariaur and attack them on sight.



CLIMATE/TERRAIN:	Abyss
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Carnivore
INTELLIGENCE:	Low (5-7)
TREASURE:	B, C
ALIGNMENT:	Chaotic evil
NO. APPEARING:	1
ARMOR CLASS:	-2
MOVEMENT:	15
HIT DICE:	20
THAC0:	1
NO. OF ATTACKS:	2 and 1
DAMAGE/ATTACK:	6d4 + 6/6d4 + 6 and 5d8
SPECIAL ATTACKS:	Spells, stamp, hurl boulders
SPECIAL DEFENSES:	Immunities, regenerate, +1 or better weapon to hit
MAGIC RESISTANCE:	60%
SIZE:	H (21-24' tall)
MORALE:	Champion (15-16)
XP VALUE:	23,000

Collectively known as goristroi, these huge tanar'ri can be found on nearly any plane of the Abyss, for they are adaptable and much desired by the rulers of the place to serve as engines of destruction. Abyssal lords and powers are able to command the goristroi and keep them serving as guardians, enforcers, siege engines, and so on. The hulking goristroi are too stupid and bestial to do more than carry out their orders, and thus their status never reaches that of the true tanar'ri.

Goristroi are vaguely reminiscent of giant bears, although their shoulders are broader, their visages a nightmarish cross between bison and human, and their hands and feet disproportionately large, splayed, and humanlike. Their arms are extremely long, like an ape's. Individual colors vary from dark brown through sickly greenish yellow to a peculiar purplish gray.

COMBAT: The attack mode of these monsters consists of two clubbing smashes with their long and very powerful arms for 6d4 + 6 points of damage each. Each is equal to a crushing blow, so material struck must be saved for. In addition, these brutes can make a stamping attack against any 6 feet tall or shorter opponent within 10 feet of them for 5d8 points of damage. They hurl boulders as cloud giants (240 yard range for 2d12 points of damage).

In addition to standard tanar'ri abilities, goristroi have the following spell-like powers, which they can employ one at a time, one per round, at will: *detect invisibility*, *detect magic*, *fear* (as a wand, by gaze), *levitation*, and *spider climb*.

Even the lowliest of goristroi can be harmed only by +1 or better magical weapons. All of them are immune to cold, fire, poison, and poison gas. They regenerate 1 hit point per turn. They have infravision to 360 feet.

As noted in the statistics above, goristroi gain 6 hit points per hit die in addition to whatever is rolled, giving each hit die a range of from 7-14 instead of the usual 1-8. Goris-

troi that have 140-160 hit points are 21 feet tall and can only be hit by magical weapons of +1 or better. Those with 161-200 hit points are 22 feet tall, and are also hit only by +1 or better weapons. If a goristro's hit points fall in the range of 201-240, the beast is 23 feet tall and is hit only by +2 or better weapons. The largest goristroi have 241-280 hit points, are 24 feet tall, and are hit only by +3 weapons or better.

FROM THE THIRD VOLUME OF *DECEPTIONS AND STRATAGEMS*, BY THE PITIEND MELLAGORUS:

Though the lumbering goristroi are excellent at climbing sheer stone faces and though these assaults can break our fortifications, such strategies also present us with an opportunity to destroy the beasts. Their powerful clawed fingers can make handholds in sheer stone, but their enormous size makes them vulnerable to falls, and they suffer twice the damage a smaller creature might from a fall. The goristroi are especially afraid of *Bigby's forceful hand*, *dig*, *fly*, *levitation*, and other spells that can push them off the heights to be broken on the rocks below or, even more amusingly, onto the weapons of their fellow tanar'ri. Weak-minded goristroi are also vulnerable to spells such as *cause fear*, *fear*, *symbol of fear*, and *repulsion*, which drive them off walls. For all these reasons, arcanaloth are the best countermeasures to employ against goristroi assaults on an entrenched position on the height. Fools though they are, tanar'ri commanders rarely order a goristro over the walls unless the situation is desperate or a diversionary attack has drawn off most of the defenders. Take this as a sign of weakness and counterattack.

HABITAT/SOCIETY: Usually solitary, goristroi are only important among their kin because of their ability to absorb damage and to mete it out. They are stupid and otherwise limited in power, unable even to *gate* in other tanar'ri. The vast majority of goristroi encountered are in the service of some Abyssal ruler, blindly carrying out their duties assigned to them with complete fanaticism. There is never a question of retreat or morale when dealing with these brutes, though the threat of long falls can induce paralysis on the field of action. In all other respects, they always continue to follow their given commands until completion or death occurs.

In the Blood War the goristroi serve as siege engines and rallying points for lesser tanar'ri, much as elephants do among some prime-material worlds. A goristroi citadel is a platform strapped to the creature's head and shoulders like a helmet. The tanar'ri carries this citadel as a lesser creature might carry a knapsack; it hardly seems aware of it. The fortification usually provides excellent cover (-7 to AC) for two to four riders, depending on the size of the goristroi.

AGAIN FROM MELLAGORUS' *DECEPTIONS AND STRATAGEMS*:

Goristroi citadels are dangerous and best kept busy with cannon fodder and inferior troops, but if they can be broken the lesser troops surrounding them are usually routed. The best way to accomplish this is to harry a goristro from two directions. The retarded behemoth will

turn from one attack to the other, unconscious of the fact that its rapid movements are shaking and battering the creatures within the citadel to death. At this point flying troops such as abishai can take the citadel and slay the goristroi by a surgical strike to the neck with axes, polearms, and cleavers.

Goristroi ruled by an Abyssal lord or power always wear some symbol of servitude, such as a collar, an arm or wrist band, or an implanted symbol. Such devices typically have the power to convey telepathic commands to the wearer as well as serve as tracking devices should the masters wish to know the whereabouts of their servants. Without direct command or supervision, goristroi tend to wander off on destructive rampages of their own direction and desire.

Goristroi do not breed naturally. They are carefully mated by their owners after extensive negotiations, eventually resulting in a single young. The goristroi are carefully watched throughout the entire process, for fear of foul play by the other side, such as an attempt to slay these valuable beasts. Generally, the terms are that the owner of the male goristroi gains the female

young, and the owner of the mother is entitled to the male young produced. These young grow to maturity within five voracious, screaming years. This allows the lucky owner to breed further young on his own, albeit inbred ones. However, abductions, infanticide (if the young is the wrong gender), and even outright purchases of the live young are fairly common. Under no circumstances are the parents allowed to have any influence on the young goristroi.

Ecology: Goristroi are predators that make no distinction between various types of prey. They eat anything that moves, even among their own kind, devouring lesser tanar'ri when their dim minds believe no one is watching.

They are exclusively carnivorous, unable to eat vegetable matter even if no other food is available. If forced to go without living or recently slain meat, goristroi wither and die within two weeks, so tanar'ri commanders usually sacrifice lesser troops for the sake of keeping their citadels going. Goristroi flesh is itself poisonous if ingested, so not even powerful planar creatures or pack hunters like trolls and armanites attack them.



VARRANGOIN (ABYSSAL BAT)

	LESSER (Types I-IV)	GREATER (Types V-VI)
CLIMATE/TERRAIN:	Abyss, Carceri	Abyss, Carceri
FREQUENCY:	Very rare	Very rare
ORGANIZATION:	Small groups	Solitary
ACTIVITY CYCLE:	Any	Any
DIET:	Carnivore	Carnivore
INTELLIGENCE:	Very (11-12)	High (13-14)
TREASURE:	See below	See below
ALIGNMENT:	Chaotic evil	Chaotic evil
NO. APPEARING:	1d4	1
ARMOR CLASS:	0	-3
MOVEMENT:	3, Fl 18 (C)	3, Fl 18 (C)
HIT DICE:	5 + 5	8 + 16
THAC0:	15	11
NO. OF ATTACKS:	3	4
DAMAGE/ATTACK:	1d4/1d4/1d6	1d6/1d6/ 1d10/1d8
SPECIAL ATTACKS:	Varies	Spells
SPECIAL DEFENSES:	Varies	Varies
MAGIC RESISTANCE:	25%	35%
SIZE:	M (4-5' tall)	M (4-5' tall)
MORALE:	Fanatic (17-18)	Fanatic (17-18)
XP VALUE:	2,000	6,000

Varrangoin, or abyss bats, are creatures native to the Abyss. They look like giant bats with the leather of their wings rotted and hanging away from their skeletal frames (their wingspan is typically twice the body length). They have long, forked tails, and the head of each varrangooin is a skull-like horror with red glowing eyes and sharp talons and teeth. The V-VI types have barbed tails that can be used for effective melee attacks.

The six identified types of abyss bat are physically indistinguishable, which makes countering their special attacks and defenses especially difficult. It is not certain that there are only six types of these horrors, although sages have only documented this number to date.

LESSER VARRANGOIN (TYPES I-IV)

COMBAT: All lesser varrangooin use two claw attacks and one bite. Each type of varrangooin also possesses unique special attacks and defenses.

Type I varrangooin can breathe a *cone of cold* (as an 11th-level wizard) for 5d8 points of damage three times per day. They are immune to cold-based spells and suffer half damage from electrical attacks.

Type II varrangooin can breathe a cloud of fire (10-yard diameter, range 30 yards) three times per day. Damage inflicted is 5d6 points. Type II creatures are immune to fire-based spells and suffer half damage from acid attacks.

Type III varrangooin can spit a bolt of lightning (5 feet wide by 60 feet long, three times per day, with damage 5d6 points). They are immune to electrical attacks and suffer normal damage from cold-based attacks.

Type IV varrangooin can spit a glob of acid (5-foot radius, three times per day, maximum range of 30 yards, damage 5d6). They are immune to acid attacks and suffer half normal damage from fire attacks.

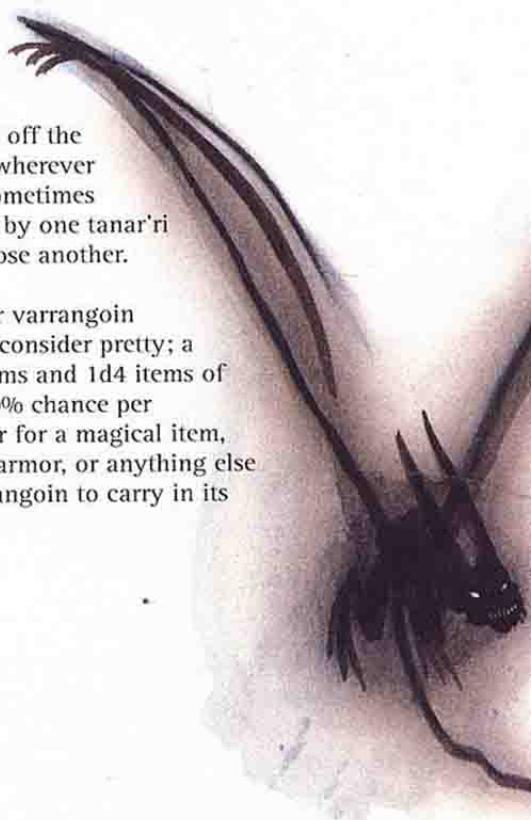
All lesser varrangooin are harmed only by silver or magical weapons. They are vulnerable to *light* and *continual light* spells, which inflict 2 hp damage per level of the spellcaster. They suffer -2 penalties to attacks and saving throws if within the radius of either spell. A *sunray* spell or a sunburst from a *wand of illumination* inflicts 6d6 points of damage on a lesser varrangooin. Lesser varrangooin are allowed a magic resistance roll to negate such effects, but if this roll fails, they don't receive a saving throw against the spell's effects. Varrangooin are allowed a saving throw against all breath weapons for half damage.

HABITAT/SOCIETY: Lesser varrangooin flock in caverns of the Abyss and Carceri. They fear tanar'ri and more powerful denizens of the planes, avoiding them whenever possible. They are intelligent enough to recognize weaker denizens, such as manes and rutterkin, and will attack them in flocks. Within each small flock of varrangooin, there is no acknowledged leader, and social organization is very anarchic. Lesser varrangooin always fawn on and defer to any greater varrangooin they meet.

Lesser varrangooin have no names for individuals, only for castes and types. The caste names of Types I-IV are the Rykso, Riptyce, Corteel, and Caid, respectively. This lack of any proper name allows the varrangooin to avoid many forms of magical servitude, since they have no true names for the tanar'ri or others to use against them.

ECOLOGY: Lesser varrangooin are primarily scavengers and opportunists, picking off the weak and enfeebled wherever they can. They are sometimes forced into servitude by one tanar'ri when it seeks to oppose another.

TREASURE NOTE: Lesser varrangooin collect treasure they consider pretty; a nest contains 3d6 gems and 1d4 items of jewelry. There is a 10% chance per varrangooin in the lair for a magical item, excluding weapons, armor, or anything else too heavy for a varrangooin to carry in its fanged mouth.



GREATER VARRANGOIN (TYPES V-VI)

These creatures are far more formidable and dangerous than their lesser brethren (whom they kill and eat when it suits them). Greater varrangoin are solitary, baleful creatures.

COMBAT: The greater varrangoin have the claw/claw/bite routine of their lesser brethren, but they can also use their forked, barbed tails in combat. The two identified types have a variety of powerful attacks and defenses.

Type V varrangoin can employ a controlled form of berserk attack once per day for one turn. They suffer a penalty of +2 to armor class during this time, but attack and damage rolls are improved by +2. When berserk, a Type V varrangoin is immune to all fear attacks and ignores all illusions automatically. The Type V can *dispel magic* at 14th level of magic use twice per day, and once per day it can cast a *symbol of pain* in midair. Type V varrangoin suffer half damage from all fire, cold, and electrical attacks and are immune to any spells that directly and adversely affect their strength and physical abilities. These include *fumble*, *ray of enfeeblement*, and so on; a *prayer* spell or equivalent won't affect a varrangoin's attack and damage rolls. Type V varrangoin also have natural free action, and so cannot be affected by *hold*, *slow*, *web* spells, and the like. Type V varrangoin cannot be charmed.

Type VI varrangoin are consummate masters of wizardry, able to use the spells of a 9th-level wizard in addition to the spell-like powers below. They save versus spell and versus rod/staff/wand as an 18th-level wizard. Once per day, one per round, they can cast each of the following: *dispel magic*, *flesh*

to stone, *mirror image*, *polymorph other*, *polymorph self*, *project image*, *wizard eye*. Type VI varrangoin are immune to all first through third level spells. They can use magical items usable only by wizards, if the item is one they can physically use — they can hold wands in their claws, but they cannot wear robes or cloaks, for example.

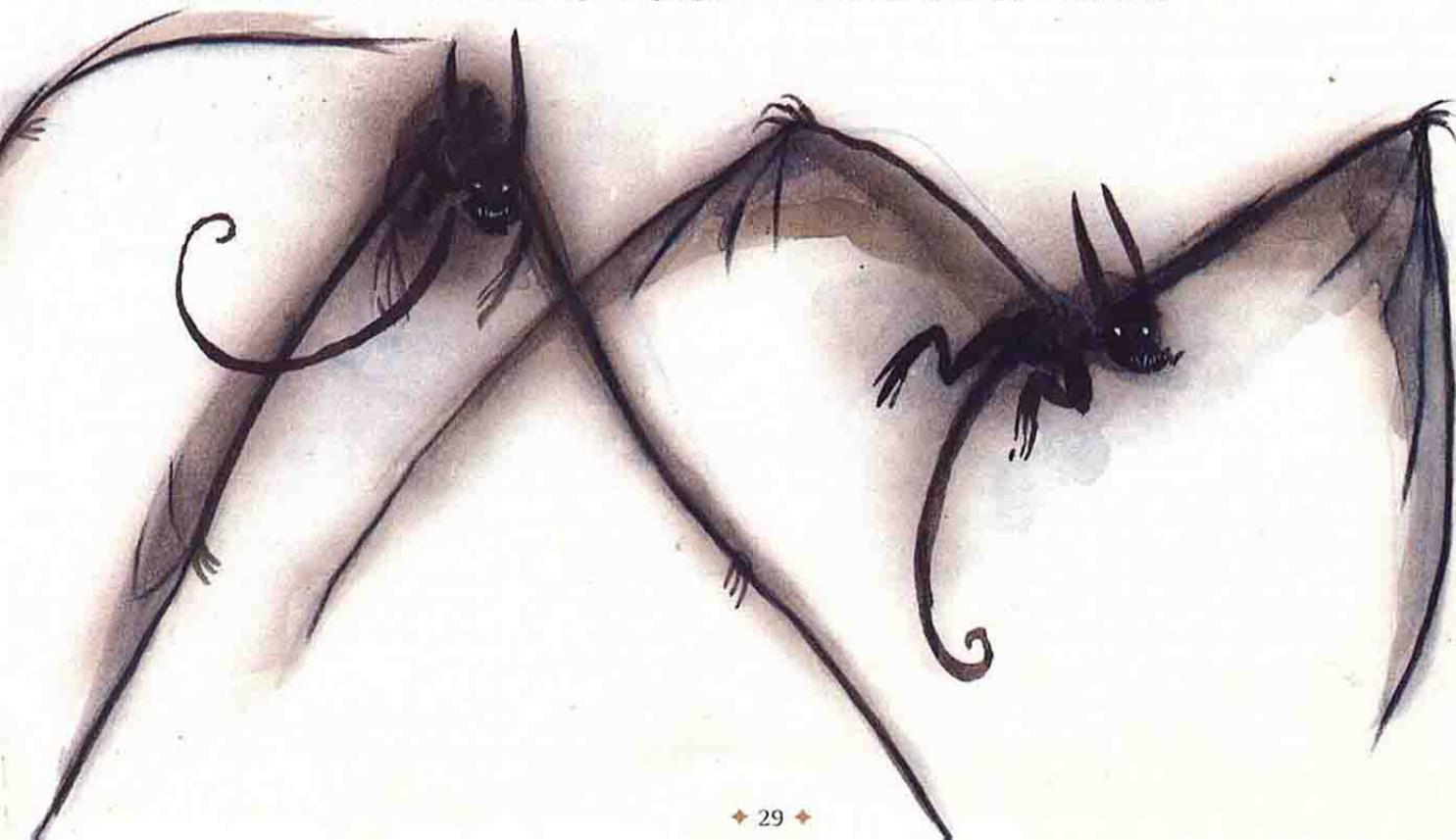
HABITAT/SOCIETY: Greater varrangoin are solitary creatures lairing in isolated caves and pits in the Abyss. They are disdainful of other creatures, avoiding powerful tanar'ri and dealing with them as equals if they must. They regard other creatures simply as food sources.

Varrangoin undergo ritual scarification when young; the raised patterns of dots, curves, and lines are believed to form the spellbooks of the greater varrangoin spellcasters. However, since the wings are in constant motion when the varrangoin is flying and the scarred inner surfaces aren't visible when the varrangoin is at rest and the wings are folded, the scars aren't a useful way to identify a particular type until after it has been killed or captured.

Greater varrangoin have true names that can be used against them, as the tanar'ri have discovered. They often gather flocks of lesser varrangoin as a form of screen to protect themselves from tanar'ri seeking servants.

ECOLOGY: Greater varrangoin are dangerous predators, and least and lesser tanar'ri fear them greatly.

TREASURE NOTE: Greater varrangoin have the following treasure within their lairs: 20% chance for $1d6 \times 1,000$ gp; $1d2 \times 1,000$ pp; $1d6$ gems; and a 50% chance per varrangoin for $1d6$ magical items, minimum of one item.



VIPER TREE

CLIMATE/TERRAIN:	Abyss, Carceri, Gray Wastes
FREQUENCY:	Rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Constant
DIET:	Omnivore
INTELLIGENCE:	Semi to low (2-7)
TREASURE:	L, M, O (R, W)
ALIGNMENT:	Chaotic evil or neutral evil

NO. APPEARING:	1d20
ARMOR CLASS:	7
MOVEMENT:	0, 15 in larval form
HIT DICE:	2-9
THAC0:	2 HD: 19 3-4 HD: 17 5-6 HD: 15 7-8 HD: 13 9 HD: 11 1 per HD 2d6
NO. OF ATTACKS:	Venom
DAMAGE/ATTACK:	Spells, immunities
SPECIAL ATTACKS:	15%
SPECIAL DEFENSES:	L-H (5-50' tall)
MAGIC RESISTANCE:	Steady (11-12)
SIZE:	2 HD: 420
MORALE:	3 HD: 975
XP VALUE:	4 HD: 2,000 5 HD: 3,000
	6 HD: 4,000 7 HD: 5,000 8 HD: 6,000 9 HD: 7,000

Said to be the bastard young of Nidhogg, the serpent at the root of Yggdrasil, viper trees are white, scaly trees with living snakes' heads as their branches. From a distance they appear as white beeches or similar trees, but viewed up close they have clearly reptilian skin and features. Though they can writhe and reach as snakes do, usually viper trees simply sway in the breeze as other trees – but they also move even in the absence of any breeze.

Viper trees speak the language of tanar'ri and no other. Groves of viper trees hiss and whisper to each other unnervingly during the night, speaking of their kills, their hungers, and their treasures. They are common in Azzagrat, the 45th to 47th layers of the Abyss; elsewhere in the Abyss they are used as guards in gardens, around moats, and at gates.

COMBAT: Single viper trees rarely attack creatures larger than size S. Viper tree groves (such as the Viper Forest of Zrintor) are notably more aggressive, willing to attack small groups of size M creatures if the group is perceived as sufficiently weak. They can swallow even size L creatures, if given enough time.

A viper tree has dozens of serpentlike heads and branches, but the tree can only command a few of them at a time. When a branch is slain, one of the tree's "sleeping" branches wakes, for the brain of a viper tree is actually deep in the tree's heartwood. As a result viper trees get their full complement of attacks until they are near death. The bite of a viper tree inflicts 2d6 points of damage.

Viper tree venom is insidious and potent; anyone bitten

by a viper tree must make a saving throw against poison at -3. Victims that fail lose 4 points of Dexterity permanently and are immobilized by the venom for 48 hours, long enough for the tree to swallow even the largest prey. The venom has an onset time of 2d4 rounds. Even if the saving throw succeeds, the victim temporarily loses 4 points of Dexterity as a result of the shakes and trembling the venom induces for the next 48 hours. *Neutralize poison* removes the Dexterity loss immediately, but does nothing for the paralysis. It even prevents the permanent Dexterity loss if applied within an hour. *Remove paralysis* cures the twitching and immobility, but does nothing for the Dexterity loss. Viper trees are immune to their own venom.

Because of their multiple heads, viper trees are unaffected by most spells that target a single or a few creatures, such as *charm monster*, *hold person*, or *sleep*. To affect a viper tree, such a spell must affect a number of creatures equal to the viper tree's Hit Dice.

Viper trees are immune to cold, venom, and acid attacks, and they take half damage from blunt weapons and normal damage from electrical attacks. Their woody stumps bleed a brownish-amber sap when cut, and the wood burns quickly. Viper trees suffer double damage from fire.

If attacked with missile weapons, viper trees can break off their own branches to crawl toward their attackers. These branches ooze sap from their broken end and die within an hour, so the trees are reluctant to lose them, but the broken branches have the same hit points, THAC0, and damage as the parent tree.

HABITAT/SOCIETY: Viper trees are a strange hybrid of tanar'ri, reptile, and plant, a sort of fiendish, egg-laying plant. They lay eggs once a month, and each egg lies protected at the base of the its parent. Once it hatches on its own, the newly hatched viper tree is abandoned by its parent. The young go through a mobile stage before rooting in the body of their first large prey.

Great groves of viper trees grow on the sites of some Blood War battlefields, where the trees defend themselves against attacks from baatezu by growing in large clusters. The viper trees allow tanar'ri armies to pass through freely and even take cover under their branches, but baatezu are always attacked, even if all the viper trees are slain as a result. Yugo-loth armies are usually ignored.

A legend exists among the tanar'ri that the lords of Baator once amused themselves by forming viper trees from manes and other creatures that they captured in the Blood War. Others say that the Abyssal lords made examples of a thousand least tanar'ri who refused to march against a position that a million of their fellows had already failed to take. In either case, they were once tanar'ri, and this is why they usually side with the tanar'ri against the baatezu. The tanar'ri still tell the tale to prevent desertions, but it may hold a kernel of truth to it: Some baatezu lords are believed to still know the secret to the transformation.

ECOLOGY: According to a Harmonium poll designed to discover ideal carnivorous plant preferences (involving 47 viper trees

in three separate groves), the tastiest forms of prey are "small, easy to swallow, like squirrels – they tickle bark," followed by anything else seeking shelter ("they're so funny when they're scared"), eyewings ("gooey"), and last by small flying creatures that mistakenly nest in their branches ("too many feathers, except bats"). Large viper trees also eat "walkers" – dretch, lemures, manes, nupperibo, rutterkin, and other weak, marginally moronic deserters who haunt the battlefields of the Blood War in droves – but they claim that "walkers sting, and taste like fear." In lean times, 4 out of 5 viper trees claim that they can survive on a form of magical sustenance ("eat spells"), the waters of the Styx ("forgot what it tastes like, but so sleepy"), and the nutrients in the blood-soaked battlefields of the Blood War ("red dirt is good"). Only 1 in 10 viper trees was able to overwhelm a Harmonium questioner.

LARVAL FORM

In their larval form, viper trees resemble fully mobile, three-headed snakes. Larval trees have only 2 Hit Dice, and only two of the heads of the newly hatched creature are fully active – the third is a sort of runt. The tiny, inactive head is always the central one, which is carried along by the other two until it awakens after a period of about one month. Thereafter the third head is the directing intelligence of the entire creature, and it begins searching for a suitable place to put down roots. When the larval tree kills suitably large prey, it lodges its tail through the kill and into the earth and begins the growth of its plant phase.

The larval viper tree is insatiably hungry, constantly devouring manes, cranium rats, and other small prey. It can strike a single target with two heads, while the third protects it against attacks from any other direction. Its venom immobilizes prey by inducing twitching spasms that last for 1d10 hours (a saving throw versus poison at +2 reduces this to a 2-point Dexterity loss, which fades within a day).



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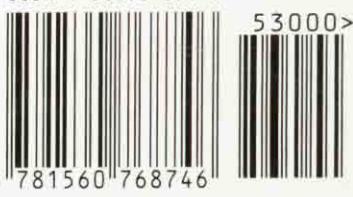


US \$30.00 CAN \$42.00 UK £18.50 Incl. VAT

TSR Ltd.
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ISBN 1-56076-874-6

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