

DUNGEON CRAWL CLASSICS

THE PEOPLE PIT OF THE

#68: A LEVEL 1 ADVENTURE
BY JOSEPH GOODMAN





HAND OUT: AREA 4-9

A LEVEL 1 ADVENTURE

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THE PEOPLE PIT OF THE



LIMPEY

INTRODUCTION

Remember the good old days, when adventures were underground, NPCs were there to be killed, and the finale of every dungeon was the dragon on the 20th level? Those days are back. Dungeon Crawl Classics adventures don't waste your time with long-winded speeches, weird campaign settings, or NPCs who aren't meant to be killed. Each adventure is 100% good, solid dungeon crawl, with the monsters you know, the traps you remember, and the secret doors you know are there somewhere.

This adventure is designed for 8-10 level 1 characters. It sends the characters into a deep ravine where the opponents are sometimes conquerable and other times out of the heroes' league. Smart players will know when to fight and when to run. All character classes are required for success: there are many magical challenges requiring the arcane knowledge (and spell checks) of elves and wizards, many of the enemies are unholy and can be turned by clerics, a thief's climbing and trap skills are essential early in the adventure, and there are narrow stairways where a powerful warrior must hold the line against groups of enemies.

This adventure can be deadly. Players who don't know when to run will likely see their characters die. The final scene, in particular, involves a massive pit-beast with sufficient power to destroy a city – which is also perfectly capable of destroying incautious parties. On the other hand, the adventure contains shortcuts, such as the “tentacle elevator” at area 1-14, which can bypass three full levels of combat and take the PCs directly to the final scene. Parties that discover and make use of the shortcuts, or who rest regularly and proceed cautiously, can survive to the end of the adventure with only minor casualties. Reckless parties will not do as well. In the author's play-testing experience, the adventure has resulted in one complete TPK and one “walk in the park,” with several other sessions falling somewhere between the two.

BACKGROUND

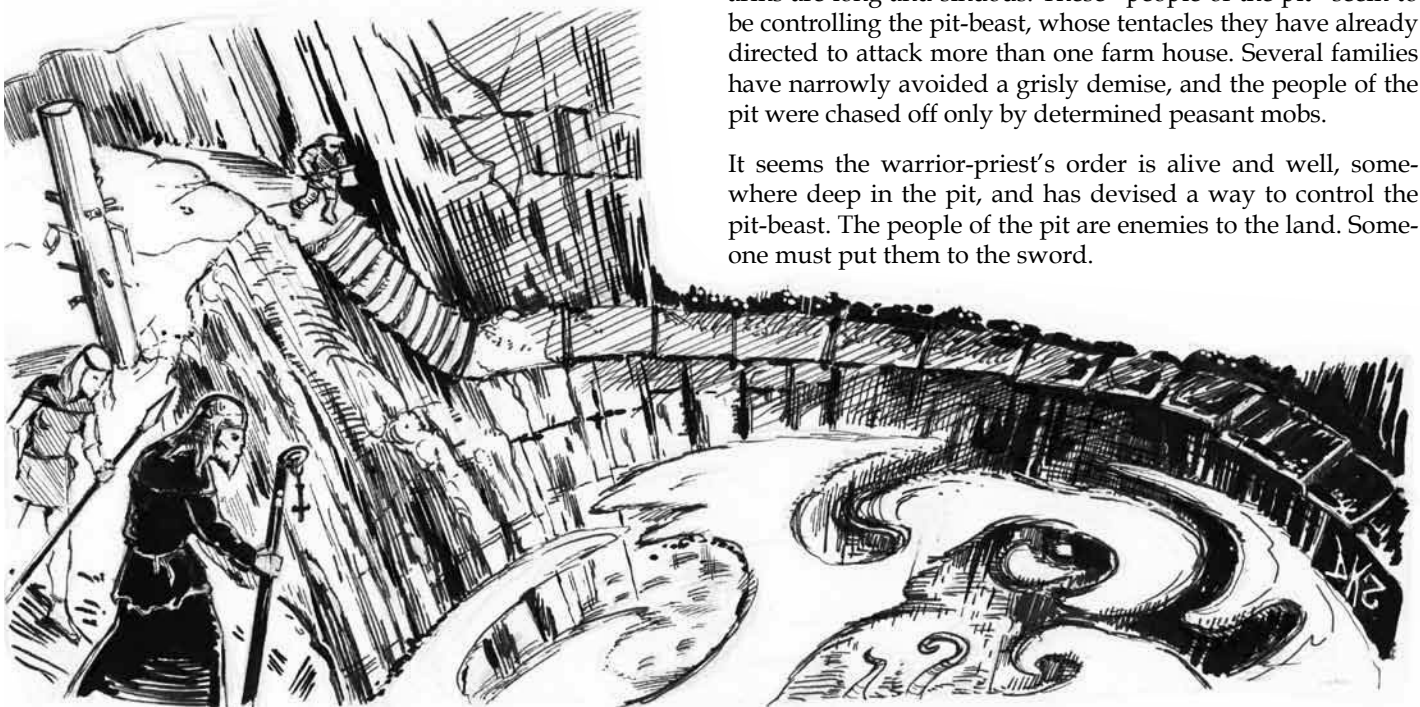
A great ravine passes through the southern lands, dividing an endless tract of uninhabited wasteland from the fertile forests to the north. The great ravine is home to a titanic tentacled monster that awakens once every generation. This towering blubbery mass rises from the bottom of the ravine, shambles forth on undulating tentacles, and ravages the nearby lands, returning to its slumber only after it has slaked its thirst for mortal flesh.

For eons the beast terrorized the region, until a perspicacious warrior-priest devised a compromise viewed as wise by some and evil by others. Centuries ago, this warrior-priest implemented a sacrificial offering to placate the pit-beast. Once every decade, a virgin is selected by lot from each and every neighboring village, and the dozen sacrifices are chained to an offering post atop a great bluff. The pit-beast sends forth a host of slithering appendages to rip the virgins from the bluff and drag them screaming into the pit.

Although successful in holding the pit-beast's rampages at bay, the sacrificial rite dishonored the warrior-priest and his order, which were forced by mob rule to leave the frontier civilizations they called home. They retreated to safety within the ravine itself, and soon they were but a memory. Over time, the neighboring villages discontinued the sacrifices. All remembered the threat of the pit-beast, but none wished to offer their own daughters to sway its behaviors.

Now it is a decade since the last sacrifices, and the pit-beast awakens. Its vermiform appendages have been observed slithering about the edges of the ravine, and the rumbles of its movements can be heard at night. It is but a matter of time before it emerges to slay and devour once more. However, this time there is another factor at play. Bands of strange gray-robed men have been seen emerging from the ravine at night, often accompanied by the pit-beast's roaming tentacles, which they seem to guide and direct as the shepherd does with his flock. These men have no faces beneath their cowls, and their arms are long and sinuous. These “people of the pit” seem to be controlling the pit-beast, whose tentacles they have already directed to attack more than one farm house. Several families have narrowly avoided a grisly demise, and the people of the pit were chased off only by determined peasant mobs.

It seems the warrior-priest's order is alive and well, somewhere deep in the pit, and has devised a way to control the pit-beast. The people of the pit are enemies to the land. Someone must put them to the sword.



ENCOUNTER TABLE

Area	Type	Encounter
1-2A	C	5 gray-robed cultists
1-7	C	1 gray-robed cultist
1-8	C/T	1 gray-robed cultist Razor blade trap
1-9	T	Spider bites
1-10	T	Razor blade trap
1-15	C	2 mineral-horned mountain basilisks
1-16	T	Green moss spores
1-17A	C	1 gray-robed cultist
1-17B	C	Aspiring cultist
1-17C	C	Octo-mass
1-18	T	Attacking tentacles
1-21	C	Devil toad of Bobugbubilz
1-23	C	Curse of Palimdybis 3 crimson-robed cultists Toan
1-25	C	7 mindless ghosts
2-2	C	3 gray-robed cultists
2-5	C	1 gray-robed cultist
2-9	C	3 gray-robed cultists
2-15	C	6 gray-robed cultists 3 crimson-robed cultists 1 yellow-robed cultist
2-16	C	2 gray-robed cultists 4 aspiring cultists
2-17	C	Toan
3-3	C	1 yellow-robed cultist
3-4	C	1 yellow-robed cultist Toan
3-5	C	Toan
3-6	T	Blade trap
3-8	C	1 yellow-robed cultist
4-2	C	3 angry mineral-munchers
4-4	T	Elemental quicksand
4-9	C	Palimdybis, the beast of the pit 1 crimson-robed cultist 1 yellow-robed cultist 1 blue-robed cultist Toan 10 people of the pit

MAGICAL PORTALS



his adventure includes magical portals that require spell checks to activate. Spellcasters should make a normal spell check to activate these items. A failed check can be re-attempted on a following round. A roll of 1 on any such spell check ends the character's ability to use that item for the rest of the day. A cleric making this check *does* run the risk of disapproval based on his current disapproval range.

Remember that non-spellcasters can also make spell checks, as described in the DCC RPG. They typically roll 1d10, but thieves may have a higher die roll when reading scrolls.

THE CULT OF THE PIT



he primary antagonists in this adventure are the various cultists that now worship the great beast of the pit. These cultists are the leaders of the so-called people of the pit, a race of gray-skinned eyeless ape-men that live at the bottom of the pit. Through their degenerate practices, they have mutated into creatures that are no longer human. The pit-beast itself is actually a distorted earth elemental, which exists on both this plane and its home plane, a demi-elemenetal plane of earth. It is called Palimdybis in its own tongue, and is colossal in size. The cultists have spawned with the creature, forming humanoid cross-breeds known as toans. The cultists can direct the tentacles of the great pit-beast, as described below.

Cultists and toans count as unholy creatures for purposes of a cleric's turning ability. There are several ranks of cultists:

Gray robes: These are the lowest-ranking cultists, still primarily human. Their faces are a blank rubbery mass (like the flesh of a tentacle), and they have vestigial tentacles growing from their abdomens. When killed, their bodies burst asunder and a pulpy red tentacled mass emerges. This "octo-mass" then attacks independently. Gray robes contribute 1d6 to checks to control a pit-beast tentacle.

Crimson robes: These are the middle-ranking cultists. They appear as the gray-robed cultists except they wear crimson robes, and their arms are completely transformed into tentacles. Like gray-robes, when slain the crimson-robed cultists burst asunder and a pulpy red mass emerges. Crimson robes contribute 2d6 to checks to control a pit-beast tentacle. In addition, they can collectively join together in a full-round ritual to cast the spell *arms of Palimdybis* (see page 23), each contributing 2d6 to the spell check.

Yellow robes: These are the senior cultists, second only to the leader. There are only a few of them. They can also cast *arms of Palimdybis* and contribute 3d6 to the control check.

Blue robes: There is only one blue-robed cultist, and he leads the cult and its citizen members. He is unique, and is described in area 4-9.

Toans: The so-called toans are the truest cross-breeds of man and beast. Hatched from eggs laid by the great beast and infused with strange potions and the blood of man, the toans are like miniature pit-beasts. They stand 10 feet tall, and are round, blubbery masses with flat owl-like faces, squid-like

beaks, and many long tentacles that provide ambulation and allow the toan to manipulate objects. They are pseudo-elemental in nature and are thus partially immune to mundane weapons, though they can be turned by a cleric and harmed by spells. Magical weapons do them normal harm, but they take only half-damage from mundane weapons.

CONTROLLING THE TENTACLES OF THE PIT-BEAST



he cultists can control and direct the tentacles of the pit-beast. Summoning and controlling a tentacle requires a control check. Each cultist involved grants a die to the check, with the die type depending on the cultist's rank (as described above). For example, gray robes contribute 1d6 each, so if three gray robes spend a round directing a tentacle, they roll 3d6.

Obviously, the control attempt must happen when tentacles are already present or in and around the pit or ravine where the tentacles can be summoned. The result of the control check is as follows:

DC	Result
0-14	Failure. No tentacle is summoned, and if a tentacle is already present, it is uncontrolled this round. An uncontrolled tentacle simply sways about in the air. It will not drop a grasped target but will relax, making it easier for the victim to escape (DC 8 Strength check instead of DC 12). If a tentacle remains uncontrolled for 5 rounds, it withdraws.
15-24	The cultists may summon one tentacle to a point within 100'. A long, slender tentacle of the pit-beast emerges at a point chosen by the cultists. It is hundreds or thousands of feet long, stretching to the bottom of the ravine. Alternately, if a tentacle is already present or summoned, the cultists may issue a single command to the tentacle.
25-34	The cultists may summon two tentacles or issue commands to two already-summoned tentacles.
35+	The cultists may summon three tentacles or issue commands to three already-summoned tentacles.

Actions of a tentacle: The tentacle always acts immediately after the cultists make their check. It can perform one of the following actions when controlled:

- Move up to 90' in any direction (treat its "tip" as the focal point for counting movement).

- Move up to 30' and grasp one human-sized target (DC 12 Strength check or target is grabbed; target gets free attack against AC 16; 5 hp of damage in a single blow will cause the tentacle to recoil until the following round; note that the tentacle has hundreds of total hit points, so no amount of damage from level 1 characters will actually defeat it).
- Hurl or drop a target grasped on a previous round (1d6 damage if hurled against a wall or instant death if dropped into the pit).
- Crush a target grasped on a previous round (1d6+2 damage automatically).
- Slam/slash one target (melee attack at +4, 1d6+2 damage).

TRANSPORTATION BY TENTACLE



he cultists are able to command the tentacles to provide transportation about the pit. They can cross the broken stairs to area 1-5 using "tentacle locomotion," and likewise can cross the ravine at area 1-18. And, of course, the tentacles are the primary means of transportation through the caves, as shown at areas 1-14, 2-13, 3-9, and 4-1. The setting of this adventure is difficult to navigate by foot—but quite easy if you can command a tentacle!

PLAYER BEGINNING

A great ravine splits the earth here, dividing the fertile northlands from the wastes of the south. A great blubbery tentacled beast lives at the bottom of the ravine, and in eons past it would ravage the land once every generation, rising hundreds of feet above the ravine's edges before it shambled forth on slithering appendages to devour all living things in its path. When a powerful warrior-priest organized the neighboring villages to offer periodic sacrifices of a dozen virgins every decade, the pit-beast's attacks were controlled—but at a cost civilized man could not stomach. The warrior-priest was dishonored and his order chased away. The pit-beast retreated to safety within the ravine itself.

Now a decade has passed since the last sacrifice, and the rumbles of the pit-beast can once more be heard deep in the pit. This time, though, there is another factor. People have emerged from the pit, herding great slithering tentacles before them. These people of the pit wear gray robes and have no faces. The local peasants have chased the robed men away on numerous occasions, and now the humble folk around the ravine fear for their safety. It was enough to fear the beast of the pit, now must they fear the people of the pit as well? You have set out to explore the great ravine in search of mystery, adventure, riches, and fame—and perhaps to aid your neighbors along the way.



LEVEL 1: INTO THE PIT

General Properties: The ravine extends for hundreds of miles (imagine the Grand Canyon), but the pit-beast's rampages have always centered on one stretch. At this stretch is an enormous pit 100 feet across, which lies a quarter-mile from the lip of the ravine. A bluff atop this pit is where the sacrifices were made, and it is from this pit that the beast's tentacles would emerge to drag away its victims. Long ago, an unknown group built a staircase spiraling down around the edges of this pit, which the warrior-priest's order would later use to retreat into the ravine.

The pit itself is dark and filled with a foreboding gray mist. It smells of rot. The surrounding area is bare and rocky.

Area 1-1 – The Sacrificial Bluff: Start the characters atop this bluff, where the villages would direct them as the best vantage point:

You stand atop a rocky bluff rising high above a hundred-foot-wide pit. A stinking gray mist rises from the pit, which sinks into the earth about a quarter-mile from the great ravine. It is from this pit, the legends say, that the pit-beast would emerge to feast upon maidens chained to the bluff. Beside you is a stout iron pole, driven deep into the rock, with a dozen large rings welded to its length. The rock below is stained rusty red, and the ground is littered with broken links of chain. Hundreds of maidens have died here, and they may die again unless you face down the people of the pit.

Search: A search of the area reveals clear evidence that creatures were dragged to an unwilling death—there are hundreds of scrape marks leading from the iron chains to the edge of the bluff, some made by metal links dragging against the rock and some obviously made by fingernails. The many broken chain links look as if they were snapped by an enormous pulling force. Many short lengths of chain hang from the rings on the pole, clearly broken by something of prodigious size and strength.

The Pit: If the characters observe the pit, read or paraphrase the following:

The pit is about 100 feet wide. An ancient stone staircase is carved into its edge and spirals down around its rim, eventually disappearing into the stinking mist. Local legends say the staircase has existed for centuries, its original masons long forgotten, and the disgraced priestly order retreated down this staircase when forced out of civilization. There is a clear “vanishing point” where the stair disappears into the thickening mist, and at that place you can see dark shapes moving.

The dark shapes are the cultists that emerge at area 1-2.

The climb down to the pit's mouth at ground level takes about 30 minutes. Proceed to area 1-2.

Area 1-2 – The Pit's Edge: As the characters approach the pit, read or paraphrase the following:

The closer you get, the worse the pit smells. It stinks of rot and disease, and the very mist itself seems cloying and dangerous. At the pit's edge you see the wide stone steps carved into its side, their edges slippery and worn by time and the elements. About a quarter-turn around the pit's edge, the steps disappear into the dark mist where murky shapes move about.

Steps: The steps are very narrow, and the heroes must traverse them in single file. If one character attempts to pass another, both must make DC 12 Agility checks or fall into the pit. Characters must descend the slick steps at half speed or risk falling into the pit (DC 12 Agility check). A failed check results in a terrifying plunge and instant death on contact with the pit floor hundreds of feet below. Characters engaged in melee on the steps lose their Agility bonus to AC (or risk falling, as above).

Mist: When looking from the outside, the mist blocks visibility after about 50 feet, but as the characters advance into it, the “horizon line” of visibility continues to advance about 50 feet ahead of them.

Area 1-2A – Cultists in the Mist: If the characters advance rapidly, they can face the cultists on the steps. But if they dally, the cultists emerge. Read or paraphrase the following, adjusting for the circumstances of attack:

The mists swirl as motion appears within. Five gray-robed men emerge, holding wicked sickle-shaped blades in their hands. The heads beneath their hoods are blank flesh, with no faces, and the robes around their waists ripple strangely. They raise their hands and begin to make a strange ululating noise, swaying side-to-side.

The cultists were once human but are not any more, as described above. Remember that when a cultist is slain, a pulpy mass of flesh bursts from its abdomen. Called the octo-mass, it is attached to the vestigial tentacles, and carries on the fight until dispatched.

Tentacle summoning: The gray-robes are summoning a tentacle to attack. They start 40 feet from the heroes. For each round the cultists are allowed to summon, roll 1d6 per cultist for their control check. On a roll of 15 or higher, the cultists can control a tentacle, as described above. The tentacle emerges next to the characters and picks them off, one by one, dropping heroes screaming into the pit. (Anticipate some character deaths at this point!)

If the cultists are attacked, the foremost one will break off to battle, while the others continue to chant. They know that odds are slim with three cultists, and two cultists cannot summon a tentacle. If three cultists are killed, the remaining two will stop chanting and fight.

Gray-robed cultists (5): Init +0; Atk dagger +2 melee (1d4+1); AC 11; HD 1d4+1; hp 3 each; MV 30'; SP 1d6 control check, octo-mass (when killed, an octo-mass emerges; see stats below); Act 1d20; SV Fort +2, Ref +1, Will -2; AL C.

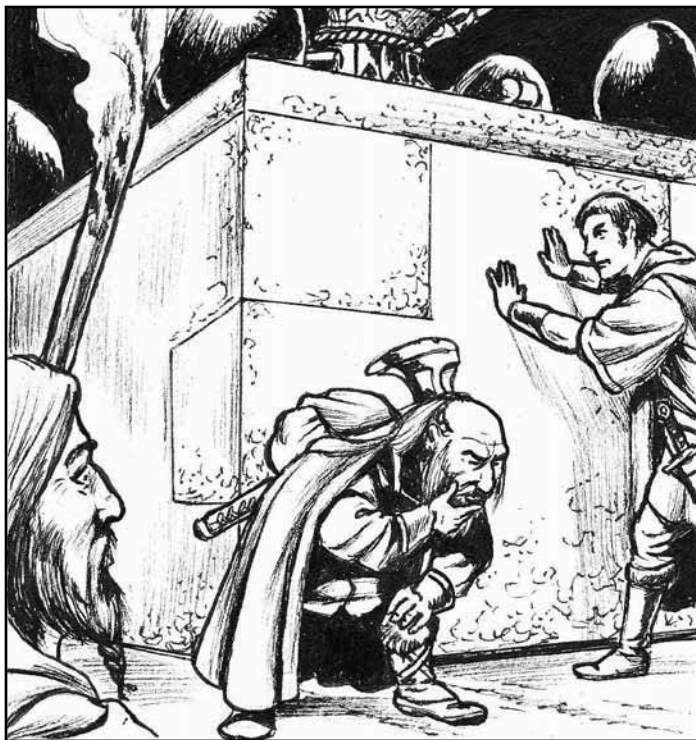
Octo-mass (up to 5, as cultists are slain): Init -2; Atk tentacle rake +0 melee (1d3); AC 6; HD 1d4; hp 1 each; MV 20'; Act 1d20; SV Fort -1, Ref -2, Will -2; AL C.

Tentacle: as described in introduction.

Area 1-3 – First Landing: Read or paraphrase the following:

The stairs level out at a crumbling stone landing about 8' square. A thick stone door, inscribed with odd shapes, leads into the natural rock.

Door: The stone door is heavy, and can be pushed open with



a DC 14 Strength check. The narrow landing allows only two characters to participate in shoving it open.

The odd shapes on the door are mostly geometric patterns with repeated circles and ovals. They predate recorded human history and no character can interpret them.

Looking down: Beginning about 10 feet before this landing, the mists are thin enough that a character who *leans over the edge of the staircase* and looks down will see the cave mouth opening to area 1-15, about 15 feet below. The cave mouth is only visible from the staircase between this point and area 1-4, and it is visible only to characters who deliberately lean over and look or characters who pass a Luck check and “just happen to notice.”

Area 1-4 – Second Landing: Read or paraphrase the following:

The stairs level out at a crumbling stone landing about 8 feet square. A thick stone door, inscribed with odd shapes, leads into the natural rock.

The door here is like the one in 1-3. Here, too, a character who is lucky (Luck check) or leans over the edge of the staircase can see the mouth to 1-15.

Area 1-5 – Third Landing: Read or paraphrase the following:

The stairs become progressively more worn as they approach the three-quarters point of the turn. Finally, they are only stubs and torn shards, leaving a 15-foot gap between the last stair and another landing. Like the two landings before it, this one has a solid door leading into the wall. Unlike the other two landings, it also has a pitted greenish-copper gong supported on a stout wooden stake at the edge of the landing.

Reaching the landing: The landing can be reached in a couple of ways.

The stubs of the old stairs jut out of the rough wall, and a thief can make a DC 10 climb check to navigate the distance.

A missile fire attack against AC 16 can anchor a grappling hook to the wooden stake (and also has a 50% chance of ringing the gong; see below). The stake can support up to 300 pounds of weight.

A very powerful running leap (DC 16 Strength check by an unarmored man) can also clear the distance.

Failure on the climb or leap has dire consequences: a thousand-foot fall and death.

Ring the gong: The gong is used by the cult to alert its members and to facilitate summonings. It rings in a deep, resounding *gong* that echoes for several minutes throughout the deep, deep pit. A character foolish enough to ring it triggers nothing immediately but effectively alerts the entire cult that something is amiss.

Door: This door is as the doors at 1-3 and 1-4.

The cave nearby: The cave mouth to area 1-16 is concealed in the mist. It can be detected with a deliberate visual search or a Luck check.

Area 1-6 – The Pit: The pit is described here in the event that a character somehow gains an aerial view or comes up with a brilliant idea to maneuver into its center. The pit is about 100 feet across and more than 1,000 feet deep. It is filled with a soupy gray mist that limits visibility to about 50 feet. At its bottom, and in many cave-like openings along its deep walls, the pit connects to the ravine nearby. It is not cone-shaped but rather a uniform columnar shape for its entire height. At its bottom is a rocky, irregular surface that causes instant death to any creature unfortunate to fall upon it from the staircase.

Area 1-7 – First Altar: A gray-robed cultist waits around the corner to attack the first creature through the short hallway here. Read or paraphrase the following when the characters first enter, but adjudicate the combat as soon as they pass from hallway to room:

You look upon a short passage leading to a small room with an altar. The altar is a huge stone block, inscribed with more of the round symbols you saw on the door. On its broad top are a few strange stones. The room smells of foul incense.

The cultist gets a surprise attack against the first character to come into the room. He then blocks the room entrance to fight one-on-one against that opponent.

Altar: Atop the altar are four glossy black stones carved into perfect egg shapes, as well as a brass censer (worth 10 gp). The censer is warm to the touch and is the source of the foul smell.

The altar appears to be solid stone but is in fact only carved slabs that have been cunningly joined together to appear solid. A stonemason or dwarf notices this on a DC 10 search (don't forget to apply the dwarf's inherent bonus); other characters notice on a DC 14 search.

Secret Door: A character that searches the altar may (DC 12) discover scrape marks on the floor, implying the altar slides aside. It is easier to move than it would appear (DC 10 Strength check), and moving it reveals a dark, 3-foot-square hole in the wall behind it.

Observation Holes: The north and east walls have tiny, pin-sized holes in them, at a height of about 2 feet from the ground. When uninitiated cultists are brought here to worship, cult leaders hide in the crawlspace and use these holes to observe and communicate sounds, smells, and sometimes spells.

Gray-robed cultist (1): Init +0; Atk dagger +2 melee (1d4+1); AC 11; HD 1d4+1; hp 3; MV 30'; SP 1d6 control check, octo-mass (when killed, an octo-mass emerges; see stats below); Act 1d20; SV Fort +2, Ref +1, Will -2; AL C.

Octo-mass (1, as cultist is slain): Init -2; Atk tentacle rake +0 melee (dmg 1d3); AC 6; HD 1d4; hp 1; MV 20'; Act 1d20; SV Fort -1, Ref -2, Will -2; AL C.

Area 1-8 – Second Altar: As with area 1-7, a gray-robed cultist waits around the corner to attack the first creature through the hallway. Of course, the characters will surely be more prepared this time around. Read or paraphrase the following when the characters first enter, adjusting for the appropriate circumstances:

You look upon a short passage leading to a small room with an altar. The altar is a huge stone block inscribed with more of the round symbols you saw on the door. On its broad top are a few strange stones. The room smells of foul incense.

This room is otherwise like area 1-7, *except* that the passage behind the altar here is trapped. Refer to that room description for details on the altar, secret door, and observation holes.

Trap: The secret passage here conceals a floor-level tripwire, coated in and concealed by cobwebs, which triggers a rusty blade to swing down from above. Entering the passage or clearing it of cobwebs is sufficient to trigger the trap. The trap requires a DC 10 check for a thief to find and disable; if not located, 1d3 damage to first character through the passage. The cultists know of this trap and use the entrance at 1-7.

Gray-robed cultist (1): Init +0; Atk dagger +2 melee (1d4+1); AC 11; HD 1d4+1; hp 3; MV 30'; SP 1d6 control check, octo-mass (when killed, an octo-mass emerges; see stats below); Act 1d20; SV Fort +2, Ref +1, Will -2; AL C.

Octo-mass (1, as cultist is slain): Init -2; Atk tentacle rake +0 melee (dmg 1d3); AC 6; HD 1d4; hp 1; MV 20'; Act 1d20; SV Fort -1, Ref -2, Will -2; AL C.

Area 1-9 – Crawlspace: Read or paraphrase the following:

This dark, cramped crawlspace is barely 3 feet tall. It is filled with quivering cobwebs covered with spiders. The crawlspace recedes off into the darkness.

One heretofore unmentioned aspect of the cultists is that their bone mass slowly becomes more cartilaginous, such that wriggling down a narrow crawlspace is easier for them than for normal humans.

Cramped space: Halflings and dwarves can easily navigate this space at normal speed; elves can crouch to move at half speed; but humans must move at one-quarter speed and must doff any kind of heavy armor (such as banded or plate mail), large weapons (such as longswords or bows), and shields.

Spider bites: As the characters progress through the crawl spaces, emphasize the cobwebs and scurrying spiders they

encounter. For every round spent in these crawlspaces, roll percentile dice. On a roll of 01-05, one randomly determined character is bitten by a small poisonous spider. (When determining the character bitten, start with those wearing the least armor, no helm, no gloves, etc.) This is a black widow, brown recluse, or similar arachnid—small, hard to see, and difficult to swat in cramped quarters. The character must make a DC 8 Fort save or be poisoned (lose 1d4 Stamina permanently). Once poisoned, a character cannot be affected a second time.

Area 1-10 – More Traps: The two marked spaces conceal floor-level tripwires like the trap in area 1-9. Coated in and concealed by cobwebs, each of the tripwires triggers a rusty blade to swing down from above. Moving through the passage or clearing it of cobwebs is sufficient to trigger the trap. The traps require a DC 10 check for a thief to find and disable; if not located, 1d3 damage to first character through the passage. The cultists know of these traps, although they usually enter and exit by way of area 1-5 (controlling tentacles to cross the various gaps). When they do need to pass through area 1-9 and 1-10, they typically use the eastern passage and simply reset the trap after their passage.

Area 1-11 – Chutes Down: Read or paraphrase the following:

There is a semi-circular hole in the dark passage, dropping into what appears to be a deep chute.

Each of these chutes is 20 feet deep. The descent is angled; a creature that “falls” down the chute takes no damage but arrives prone. Descending gracefully requires a rope, as does ascending.

Area 1-12 – Winding Descent: The tight corners here don't allow for long or bulky objects (e.g., 10' poles, spears, etc.). At this point, the corridor begins to gradually angle downward. With each right-angle turn, the elevation drops about 2 feet. By the time the corridor reaches area 1-13, the floor is 20 feet lower than it started.

Area 1-13 – Reverse Drip: Read or paraphrase the following:

This tiny chamber is barely 5 feet wide on all sides with a low ceiling. You observe something very strange: there is a puddle on the ceiling, and water slowly “drips” from the floor to the ceiling, filling the puddle drop by drop.

The gravity in this room is normal *except* for the water that “drips” from the floor to the ceiling. No other water, potion, or beverage will perform similarly. This trait is a bizarre property of the space, and the reason for the phenomenon is lost to time; the cultists simply found this space and appropriated it. The water has no other function and is not magical or even unusual if removed from this chamber.

Area 1-14 – The Tentacle Transport: Read or paraphrase the following:

This rocky cave is about 50 feet across. The floor is littered with debris, but what catches your attention immediately is the enormous tentacle on the floor, undulating and twitching periodically. Its base vanishes into the darkness of a wide hole in the center of the room. The tentacle has a rope ladder and rigging strapped to it. The tentacle arcs toward you as if it detects your presence, and slowly advances.

The pit-beast is enormous in scope and magnitude. Its endless tentacles extend throughout the honeycombed cave complexes of the ravine. The cult, with their ability to control the tentacles, uses them for transportation. This tentacle is an “elevator” that can be used to reach areas 1-25, 2-13, 3-9, and 4-1.

Tentacle actions: The tentacle is 5 feet across at its tip and 15 feet in diameter at the point where it vanishes into the pit. It will get quite close to the PCs and twitch in the air before them but does not attack unless provoked (see page 4 for stats if necessary).

Climbing the tentacle: Any character can reach out to grab the rigging, then hoist himself onto the tentacle. No checks are required to use the rope rigging and ladder. He can then crawl up to the tentacle’s tip or down to traverse its length. Note that the spell *control tentacle* (from area 1-17B) allows precise manipulation of the thing.

The slow descent into the rocky pit on the tentacle-rigging takes the characters through these areas, with times for passing as follows:

Area	Time to Reach, Climbing	Time to Reach, Tentacle Control
1-25	+10 minutes	+1 minute
2-13	+20 minutes	+2 minutes
3-9	+20 minutes	+2 minutes
4-1	+30 minutes	+3 minutes

Note that the pit has no natural light sources. Characters with torches need to be careful not to burn the tentacle, or it will spasm and potentially crush them against the wall.

Area 1-15 – Stone-Lizard’s Lair: This area can be reached from the main pit or the rear cave entrance. Adjust the following text appropriately, especially considering any light sources:

You are in a humid, low-ceilinged cave. Stalactites hang from the ceiling. In many places they meet the floor, creating a forest of pillars. Your torches cast long shadows that flicker amidst the pillars, making them seem almost human in the dim light. A constant dripping noise echoes all around.

A pair of four-legged, mineral-horned mountain basilisks lives here. Many of the pillars are in fact petrified humanoids, long since worn away by the wind, gnawed on by their creators, and covered with mineral deposits from the dripping ceiling.

These basilisks are different from normal basilisks in five important ways: they have four legs, not six; they can easily climb vertical surfaces; their continued gaze slowly turns a victim to stone; they consume their petrified prey; and their horns are made of solid gold (a side effect of living in this mineral-rich environment and eating stone).

Because the cultists have no eyes and their tentacles never see, they coexist peacefully with the basilisks. The basilisks climb out periodically to petrify prey, which they carry back here to devour.

Unless the characters are very cautious, the basilisks attack with surprise, emerging from behind one of the many pillars or dark shadows. Read or paraphrase the following:

Suddenly you hear a raucous hissing at your back. A huge four-legged lizard with a horn of brilliant gold lumbers from the shadows, tossing its head left and right as it comes. Another lizard emerges a dozen feet away. Hissing from half-opened mouths, they lunge forward and attack!

Fighting blind: There is practically no natural light past the first 10 feet into the cave, given the deep mist in the pit and the position of this cave underneath the overhanging circular staircase. Characters fearing petrification may extinguish their light sources. Fighting in the dark incurs a -4 penalty to attack rolls for everyone involved, unless the character has infravision or darkvision. Note that the pillars can also be used for cover from attacks.

Treasure: The basilisks’ golden horns are worth 100 gp each if melted into ingots.

Mineral-horned mountain basilisks (2): Init -1; Atk bite +5 melee (1d8) or claw +3 melee (1d4) or gaze (special); AC 16; HD 3d8; hp 13 each; MV 40’ or climb 20’; Act 2d20; SP gaze (DC 14 Will, paralysis immediately, turned to stone if gaze held for 4 continuous rounds); SV Fort +6, Ref +1, Will +1; AL C.

Area 1-16 – Abandoned Cave of the Red Acolyte: This cave mouth is concealed in the mist. It can be detected from area 1-5 with a deliberate visual search or a Luck check. It is not easy to reach. A DC 14 climb check is required to scale the pit’s wall, which has many handholds, footholds, and crumbling relics of the old staircase, but is nonetheless unsafe. Falling from the cliff wall means a fall of hundreds of feet and death upon landing. If this area is reached, read or paraphrase the following:

This rocky entrance in the cave opens into a small cave 10 feet in diameter. The walls, floor, and ceiling of the entire cave are tiled in small, jagged shards of red glass, which glitters strangely in the dim light. In the center of the cave lies a human skeleton covered in wispy growths of green moss.

Any magic-user in this place feels the strange occult power that fills the room. The cult of the pit-beast knows of this place and avoids it as cursed. The strange acolyte who lived and died here made weird magic with his red glass foci. His spirit still resides within them.

The deadly green moss: Disturbing the moss causes it to emit a cloud of spores. The spores fill the entire cave instantly. All within must make a DC 8 Fort save or go blind for 1d6 hours. The moss can be destroyed easily with fire (although it releases spores the moment it feels heat). The only way to control the release of the spores, short of magical containment, is by dousing the skeleton in a deluge of water, which severely restricts the spores’ aerial spread.

The skeleton: The skeleton’s hands clutch a mossy stick. The stick is actually a wand sheathed in moss. Rubbing off the moss reveals a translucent red glass wand with the properties described below. *However*, disturbing the skeleton elicits a curse, as described below.

The acolyte: Shortly after the characters disturb the skeleton, read or paraphrase the following:

The light of your torches sparkles on the red glass tiles of the wall. But now the sparkles dull, and a shadowy form flickers through the

glass. It circles the room, whirling around like a wraith trapped in the glass. Then it coalesces into four ominous shadows, forming the eyes, nose, and lips of an angry face. The lips move fiercely, but no sound issues forth, then the glass sparkles once more as the face vanishes as fast as it appeared.

Characters can make a Luck check (thieves at +4) to read the lips, which state: "Think not that my spirit lacks eyes. I have seen."

A few moments later, the characters feel a pang of deep-seated fear, and everyone in the room is cursed (-1 Luck). The curse is lifted only by appeasing the red acolyte (by giving his body a proper burial with the wand or by restoring the sanctity of the cave). The curse can also be lifted by a sufficiently powerful spellcaster or deity.

Divination focus: All spells cast in this place receive a +2 bonus to the spell check, but the red-glass walls flicker with disturbing shadows.

The Red Glass Wand: This wand is made of a translucent red glass and is thus easily shattered, just like normal glass. It provides great clarity when the wielder concentrates, and improves spells that affect divination or detection. Any character holding the wand can use it to cast the following spells 1/day: *detect evil*, *detect invisible*, *detect magic*, and *ESP*. The wand casts a reddish glow when used. The wand's spells are always cast rolling a fixed dice combination for the spell check, with no modifier for the wielder's caster level: roll 4d6 if the wielder is a wizard or elf or cleric and 3d6 if any other class. A spellcaster who uses those same spells from his own repertoire while holding the wand receives a +1 to his spell check.

Area 1-17 – Anchorite Causeway: Read or paraphrase the following:

This rocky passageway descends sharply downward, dropping at an angle of thirty or forty degrees. Along each side of the passage you see bricked-up cave mouths. A faint moan reaches your ears from somewhere ahead.

Occasionally, cultists will seek enlightenment through isolation. In some cases, this means confining themselves in small cubicles, bricking over the entrances, and then relying on their fellows to release them some weeks or months later. This form of "enlightenment" is not always voluntary.

The four bricked-over cave mouths all appear as follows:

This small, four-foot-tall cave mouth is completely blocked by irregular stone bricks that have been mortared together.

The loose mortar can be sufficiently loosened to break through with a DC 18 Str check or any form of shovel, spade, or pick. The caves' contents are as follows:

A: A gray-robed cultist, angry at the intrusion. However, he is also visibly weak from hunger and thirst and presents only a lackluster defense.

Gray-robed cultist (1): Init -2; Atk dagger +0 melee (1d4-1); AC 9; HD 1d4+1; hp 1; MV 20'; SP 1d6 control check, octo-mass (when killed, an octo-mass emerges; see stats below); Act 1d20; SV Fort +0, Ref -1, Will -4; AL C.

Octo-mass (1, as cultist is slain): Init -4; Atk tentacle rake -2

melee (1d3-2); AC 4; HD 1d4; hp 1; MV 20'; Act 1d20; SV Fort -3, Ref -4, Will -4; AL C.

B: An uninitiated cultist, still in human form, studying a long scroll made of taut gray leather. He wears the tattered frock of a peasant and is initially blinded by any bright light. He attacks savagely, fearing his initiation into the cult is now threatened by the interruption.

Peasant (aspiring cultist) (1): Init -2; Atk unarmed +0 melee (1d3 subdual); AC 9; HD 1d4; hp 1; MV 20'; Act 1d20; SV Fort +0, Ref -1, Will -2; AL N.

The scroll is a treatise on the tentacle-controlling magic. All aspiring cultists must study and memorize the occult chants and calls it contains. Characters with arcane spellcasting ability have greater magical power than the average cultist, and with an hour of study can translate this scroll into a crude spell to attempt to control the pit-beast's tentacles. This spell, *control tentacle*, is described on page 22.

C: A writhing mass of blood-red tentacles. This is one of the cultist octo-masses that survived an accident that killed its human "parent." It is being isolated until it can be rehabilitated into cultist form. It attacks immediately.

Octo-mass: Init -2; Atk tentacle rake +0 melee (1d3); AC 6; HD 1d4; hp 1; MV 20'; Act 1; SV Fort -1, Ref -2, Will -2; AL C.

D: Moaning emanates from this cell, which contains the only unwilling participant: a local priest who has rallied against the cultists in the past. He was captured and confined here while the cultists plan future uses for him. Treat him as a level 1 cleric who is happy to join the PCs' quest, either as an NPC or as a PC if a replacement for a character death is needed.

Area 1-18 – The Tentacled Drawbridge: Read or paraphrase the following:

The stone passage ends on a landing that overlooks a narrow 20-foot-wide ravine. Below you, the ravine writhes with a sense of motion. You see squirming tentacles rising and falling in the depths amidst a squirming mass of suckers, eyeballs, claws, and other tentacled appendages.

Across the ravine is a drawbridge, flush against the opposite cave wall and held tight by stout iron chains.

From below you hear a weird ululating sound, much like the one you heard on the stairs before.

Unlike the earlier tentacles encountered, which were single, large specimens, this is a vast sea of skinny writhing tentacles. The "sea level" lies about 20 feet below the characters.

Each round, there is a 1 in 6 chance that a long, vermiform tentacle stretches forth to slash at anyone standing on the platform: attack +4 melee, 1d4 damage. These tentacles are covered in suckers, eyes, and hooked claws. Any character that descends (or falls) too close to the "sea level" will be slashed mercilessly: 2d4 attacks per round, as above.

A character with the *control tentacle* spell can summon forth one of the tentacles to do his bidding, including pulling down the drawbridge and then ferrying characters across.

Without that spell, the drawbridge can be lowered with a stout chain or rope (AC 18 missile fire attack to anchor grappling



hook, DC 22 Strength check to lower) or perhaps via some other method.

Area 1-19 – The Looping Maze: The foyer of this area is stonework, with a great iron wheel that raises and lowers the drawbridge. Once the PCs have passed and are facing the octagonal room, read or paraphrase the following:

You stand looking into an octagonal room with walls and ceiling covered in a glistening black marble. The floor is also a black marble base but is inlaid with an intricate pattern of white marble. The white marble forms a circling, snaking maze-like pattern of loops and swirls. There are many dead-ends. A single narrow strip starts the maze before you, and only one ribbon of white marble emerges at the other side of the octagon, where it dead-ends into a blank wall.

This is a test of faith for the cultists. The initiates, their minds suffused with tentacular logic, easily find the way through the looping maze. For others, it is not so easy.

Give the players the handout for this area (see page 24). Have them trace their way through the room with a pen (not pencil). The following rules apply:

- Movement in this room is severely restricted. There is a psychic block; characters feel as if they must push through the space. All characters move at half normal speed and cannot run.
- Any character that steps on the black marble receives a painful entropic shock, which feels like a spasm of extremely bad cramps. This does 1d4 damage (DC 10 Fort save for half) and continues for each round the character is on the black marble.
- Any character who backtracks on the white marble experiences the same shock.

- Any character who simply charges across the space moves slowly (as indicated above) and takes damage for every round he is on the octagon.
- A character who walks the white marble remains undamaged as long as he does not backtrack.
- A character who successfully traces the maze of white marble sees the double doors appear as he emerges from the far side.

The double-doors are large but push open easily. Other characters cannot see the doors, and a character who moves through them seems to vanish into the wall for those PCs who have not walked the pattern.

A character who walks the pattern and opens the doors feels a flash of alien logic and strange affinity for the great tentacled creature that lives beneath the ravine. This can be deeply disconcerting for clerics and good-aligned characters. However, it grants clerics an additional +1 bonus to all future attempts to turn the toans, as the cleric has an even better understanding of their vile nature.

Area 1-20 – Hall of Urns: Read or paraphrase the following:

This 10-foot-wide hallway is lined with great clay urns. About 30 feet ahead, the hallway turns to the right.

The nine clay urns are filled with ash, the holy remains of past cultists. There is nothing in the ash.

The rotating panels: Each urn is a swivel point for a rotating section of wall. As noted on the map, as each urn is passed, part of the wall swings out and bars the return path. The flagstones conceal pressure plates in the floor which set off the trap (detect traps DC 10). There are nine pressure plates, one past each urn. Once triggered, the rotated wall stays in place indefinitely; the trap can only be reset from the opposite side. The walls are AC 22 with 100 hp each.

Area 1-21 – The Great Maw: Read or paraphrase the following:

The corridor widens as the floor descends and the ceiling rises, forming a roughly bell-shaped room in three dimensions. At the bottom of the declivity before you rests an enormous flabby toad-like creature, gurgling loudly. Its huge, beady eyes roll toward you, and its toothy jaws unhinge slightly with a soft sighing noise. Behind it is an enormous wooden door.

This batrachian beast is a devil toad, a servant of the demon lord Bobugbubilz that was summoned and sustained by dark rites of the cult. The devil toad is so fat it can barely move. It is highly intelligent and possessed of potent psionic abilities, which it will use against the group.

Assuming the characters don't charge immediately, the devil toad begins by engaging the characters in conversation. However, it speaks only mentally, so the characters "hear" its comments only in their minds. Read or paraphrase the following:

The toad-like monster forms words with its gaping mouth, but the only sounds you hear are in your mind. "What would you have of Bobugbubilz?" it asks.

Possible questions and answers of the toad are listed below. It

continues to “verbally” and mentally engage until provoked or a character tries to run past it, at which point it attacks.

Toad is asked... / Toad answers...

Are you a guardian / what are you guarding?

I serve my master Bobugbubilz and his minions in eternally faithful dedication to whatever task can best use my humble abilities. Today, this task is sitting in this room.

Who do you serve / who is your master?

The dark lord of water-dwellers and muck-singers, the king of the murky planes, the amphibious lord, the egg-layer, the toad-singer, the mightiest of all, Bobugbubilz.

Can we pass / will you attack?

My lord and master commands me to obey the dictates of the cloaked ones, who direct that no outsiders pass this way.

The toad’s mass: Note that the toad’s mass blocks access to the door, as well as the back corners of the room. However, when slain, it dissipates into an oily black stain that drains into the shape of a symbol of chaos, allowing access to the door.

Opening the door: The door is made of thick planks of wood bound in iron. An enormous ring sits at its center. It opens on well-oiled hinges but is still 20 feet wide and requires great strength to move. A DC 24 Str check is required to push open the door; up to 8 characters can participate (each contributing their Strength modifiers).

Devil toad of Bobugbubilz: Init +4; Atk bite +8 melee (1d10 + DC 16 Str check or pinned) or swallow (DC 16 Str check or creature pinned on previous bite is swallowed); AC 12; HD 4d10; hp 30; MV N/A; Act 1d20 attack + 1d20 psionic; SP swallow (once swallowed, target takes 1d4 damage each round until killed; can cut its way out only with dagger-size weapon (DC 14 Agility check to move inside stomach); attack vs. AC 10, 8 hp of damage cuts passage out), psionics (see below), death throes (when killed, body disappears and leaves behind an oily stain that drains into the shape of a symbol of chaos); SV Fort +7, Ref -4, Will +8; AL C.

Psionics: This devil toad has great powers of the mind. With but a simple glance and mild concentration, it can use any of the following psionic powers. In every case, the target feels a crushing mental weight upon it, like a deep sleep that can’t be resisted or a powerful exhaustion that makes concentration difficult.

- **Somnolence:** A target must make a DC 14 Will save or immediately fall asleep. Target must be shaken vigorously to wake up (requires ally to spend entire round shaking target awake).
- **Resignation:** A target must make a DC 12 Will save or stop trying to fight, feeling as if it’s all pointless – why try? The target retreats to a near corner and crouches disconsolately. It can attempt another save every 1d6 rounds.
- **Migraine:** A lance of psychic energy crashes into the target’s frontal lobe, causing intense pain. The target must make a DC 16 Will save or take 1d3+1 damage.

Area 1-22 – The Hidden Alcove: Read or paraphrase the following:

This 20-foot-square room is lit by an unseen source. There is a small alcove on the south wall. Another huge door faces you on the west wall.

The door on the west wall is identical to the last one, requiring a DC 24 Strength check to open, and is wide enough to allow up to 8 characters to participate in the check.

Light source: The light source is magical in nature. A *dispel magic* spell vs. DC 14 dispels it.

The south alcove: The southern alcove has a peg set in the wall 4 feet above ground. There is nothing else of interest.

The north alcove: This alcove is hidden when the door is opened. It can be discovered by a party that explicitly states they are closing the door and looking behind it. Like the southern alcove, it also has a peg set in the wall. On the peg is a beautiful golden talisman inlaid with jewels. It is worth 100 gp and can also be used to activate the altars on level 3.

Area 1-23 – The Doom of Palimdybis: Read or paraphrase the following:

You stand before a long room with a rounded end. All is quiet, but you can feel the prickly vibrations of static electricity on your scalp.

The floor at the room’s far end begins to glow. In what seems like only a second, a flash of light runs through the floor, mimicking the pattern you saw earlier. Now five creatures stand in the room before you: three crimson-robed men with no faces, a blubbery 10-foot tall monster with a giant beaked face and many long tentacles, and a stick-thin figure in a yellow robe.

The yellow-robed figure has a shadowed dark space where his face would be. In a croaking voice he pronounces: “The doom of Palimdybis is upon you!” Then his allies advance as he steps backward and vanishes.

First, all characters are cursed and immediately take a -1 penalty to Luck. Palimdybis is the abyssal name of the pit-beast, and this man is an important figure in the cult (he is the leader of level 2, later encountered at area 2-15). The characters have been cursed by a fell cleric of Palimdybis, whose strange appearance betokens the many acts of spellburn he has committed to bring doom on his enemies.

The penalty to Luck can be restored by killing the cleric (whose material form is in area 2-15), performing a great act of redemption in the eyes of Palimdybis (unlikely), or performing a great service of fealty to another deity who lifts the curse.

Second, the creatures attack! The three crimson-robed cultists join tentacles and cast *arms of Palimdybis*, while the toad charges into melee.

Escaping the room: When the characters finish fighting, they are left in a seemingly empty room. A spellcaster or thief who searches carefully (DC 10) detects eldritch lines of power on the floor. They can be activated with a DC 10 spell check and 1 point of spellburn. The result is that the same pattern from area 1-19 appears on the floor in glowing eldritch lines. Characters who start in the middle of the room are not affected by the pattern. Those who return to its start and walk this pattern



are subject to the same dangers as in area 1-19 (shocked if they leave, etc.). When they complete the pattern, they are transported to area 2-1.

Crimson-robed cultists (3): Init +1; Atk dagger +2 melee (1d4+1); AC 11; HD 2d4+2; hp 7 each; MV 20'; SP 2d6 control check, able to cast *arms of Palimdybis*, octo-mass (when killed, an octo-mass emerges; see stats below); Act 1d20; SV Fort +1, Ref +0, Will -2; AL C. Equipment: egg-shaped talisman of bronze tied on a leather thong (see level 3).

Octo-mass (up to 3, as cultists are slain): Init -4; Atk tentacle rake -2 melee (1d3-2); AC 4; HD 1d4; hp 1 each; MV 20'; Act 1d20; SV Fort -3, Ref -4, Will -4; AL C.

Toan: Init +0; Atk bite +3 melee (1d6); AC 13; HD 4d6; hp 13; MV 20'; SP pseudo-elemental traits (half damage from mundane weapons); Act 1d20; SV Fort +3, Ref +0, Will +0; AL C.

Area 1-24 – The Dark Tunnels: This area designation applies to any of the long, dark, round tunnels that honeycomb the rock. It is through these dark tunnels that the tentacles travel, as directed by the cultists or the strange mind of the pit-beast itself.

Characters may traverse these tunnels by riding the tentacles (using the *control tentacle* spell found in area 1-17B) or by climbing the rope rigging looped upon the tentacle's backs.

The tunnels are a maze, but are roughly linear. Even though they loop back in on themselves, turn corners, go upside down for periods, and are generally illogical, they are easy to follow as long as the characters stay on the tentacles.

The tunnels connect the places described in area 1-14. Traversing via rope netting takes about 15-20 minutes between each place; controlling a tentacle moves the characters from place to place in only a few minutes.

Area 1-25 – The Old Burial Ground: The great ravine has had multiple occupants over the years. This cave was once used to bury evil chaos warriors from a bygone age. Now their ghosts have been awakened by the evil energies of the cult, and they wait here to attack interlopers. Read or paraphrase the following as the characters advance into the cave:

This rough-hewn cave looks as if it was enlarged by man-made means. It is long and narrow, lined with wooden caskets resting on stone biers. The caskets are marked with the symbol of Chaos. You can see the white of bleached bones through the moldering, rotted holes of the caskets.

There are seven caskets for seven warriors of the lost order. The skeletons are not dangerous, but the ghosts of the warriors dwell in the walls near the cave's entrance. They attack the characters from behind. Note that these ghosts are mindless, angry things, not true spirits from beyond. They have been awakened by the cult's supernatural activities and are not inherently intelligent of their own accord. A lawful cleric can hold them at bay for a time with a turn check.

Ghosts: When the characters disturb the remains, or move to leave (whichever comes first), the seven ghosts emerge from the walls near the entrance. They appear as spectral warriors dressed in fine armor, wielding translucent swords. They are perfectly silent and float forward to attack without warning. Their attack is a suffocating grasp, unique in that it is only harmful after several rounds, at which point it can kill.

Searching the caskets: The caskets contain an assortment of rusted, pitted arms and armor, far too damaged to be of any use. However, three of the seven warriors were buried with valuable tokens, as follows:

- A necklace made of gold chain holding a star-shaped medallion (200 gp).
- A platinum ring inset with a band of astrological signs (50 gp).
- A matte-black short sword that radiates a faint darkness – even when placed under direct sunlight, it seems to lie in shadow. It is *Shadeslayer*, a +2 *short sword* with the following properties:
 - Int 3 (empathy)
 - AL: Chaotic
 - Banes: goblinoids (unerring throw to 60' range)
 - Special Purpose: Punish interlopers and those who interfere
 - Special Purpose Power: Crippler (always roll crits as warrior of one level higher)

Mindless Ghosts (7): Init +1 (always surprise); Atk suffocating touch (see below); AC 12; HD 2d8; hp 9 each; MV fly 30'; Act 1d20; SP suffocation (any creature touched loses 1d4 Stamina each round; when creature reaches 0 Stamina, it passes out; 2 rounds later, it dies; Stamina loss is temporary and returns at rate of 1d4 per round as soon as creature is out of ghost's reach), incorporeal, immune to nonmagical weapons, un-dead traits; SV Fort +2, Ref +2, Will +4; AL C.

LEVEL 2: THE CULT'S WORKSHOP

General Properties: The cult first converts the minds of normal human followers to its beliefs, then converts their bodies to its corrupt forms. This corruption is achieved by exposure to a filthy potion made from the discarded suckers of the pit-beast's tentacles, which are periodically sloughed off much as a snake sheds its skin. The cult farms these in caves that abut the ravine, then grinds them, mixes them with alchemical agents, and cooks them in a great furnace. The cult manufactures other arcane objects, too, all of an unclean nature.

As the players explore this level, they may experience a sense of, "Where is everybody?" Many of the early living spaces are empty while the cultists work in areas 2-14 through 2-17.

Area 2-1 – Chamber of the Looping Pattern: This weird chamber is a place where the acolytes and priests come to meditate. When the characters walk the pattern in area 1-23, they automatically appear at the center of this room. Its floor contains the same pattern seen in areas 1-19 and 1-23. When the characters appear, read or paraphrase the following:

You are in a circular room made of an odd olive-gray stone. Its floor is engraved with ivory tiles forming the same looping, circular pattern you observed previously. You are standing on a narrow band of plain stone floor that rings the pattern around the edge of the room. The room has seven exits, each a portal in the shape of an egg leading off to a curving passage.

The pattern: The characters appear outside the pattern, on a narrow rim of stone ringing the room. As with area 1-19, a character who walks the pattern is subject to harm if he does it incorrectly, and teleported to area 1-23 if he does it correctly.

The egg-shaped exits: Each of the exits is a 4-foot-thick wall in which is set a three-dimensional hollow egg shape. A normal-sized man can squeeze (uncomfortably) into the "egg hollow." The hollow has an entrance, facing this room, and an exiting side, which leans into the seven tentacle-shaped hallways.

The "egg hollows" are in fact simple teleportation devices. A character who rests in one and concentrates is transferred to a similar egg-shaped hollow 10 feet below, in a round circular passage. This passage below has an open hallway that leads to area 2-2.

Transportation within an egg hollow requires a DC 5 spell check. Remember that all characters can make spell checks, even untrained classes, with a d10 die. Making a spell check on the egg does not count toward a cleric's future checks. Failure means only that the character must spend another round concentrating. The egg hollows on the lower level also allow transportation back up to the room with the pattern.

The winding hallways: The seven winding hallways are carved in solid rock but magical in nature such that they can "swim" through the rock, swaying and moving as if alive. Cultists meditate in these halls, moving about as if carried on the arms of their great master, the pit-beast. However, nonbelievers are as likely to be crushed as carried.

Anyone stepping through the egg hollow to advance down a hall feels the walls start to sway and move. At each point marked T on the map, a cultist knows the correct rites to control the hall's movement. Another character does not. Past this

point, the halls begin to "flail about" (even though they are solid stone) and a character must make a DC 12 Fort save each round or be buffeted for 1d4 damage from the moving stone walls.

Area 2-2 – Meditation Chamber: Read or paraphrase the following:

This long, narrow room ends in a carved statue of a blubbery, owl-faced monster with long tentacled arms covered in glittering suckers. The walls are panels of a wooden veneer, and a door is to your left in the corner. There are several woven mats laid out upon the floor, all facing the statue. Three of the mats are occupied by recumbent forms prostrating themselves before the statue.

The prostrate forms: These three gray-robed cultists, preoccupied with their meditation, are automatically surprised and can be backstabbed by thieves. Once combat is initiated, they flee (rather than fight), running to area 2-14 for reinforcements.

The statue: This is a place of worship and meditation. The 12-foot-tall statue is carved of a strange olive-gray stone. It depicts a monster somewhere between a toan and Palimdybis itself. A casual search reveals that the suckers are embedded gems. They can be pried out for a take of 32 topaz stones worth 10 gp each. (The statue's eyes are simply carved—sorry, no more loot there!)

Concealed doors: The wooden panels can be pushed back in the two southern corners (as noted on the map). These concealed doors are easily found if the wooden panels are searched, but are not immediately obvious until examined.

Gray-robed cultists (3): Init +0; Atk dagger +2 melee (1d4+1); AC 11; HD 1d4+1; hp 3 each; MV 30'; SP 1d6 control check, octo-mass (when killed, an octo-mass emerges; see stats below); Act 1d20; SV Fort +2, Ref +1, Will -2; AL C.

Octo-mass (up to 3, as cultists are slain): Init -2; Atk tentacle rake +0 melee (1d3); AC 6; HD 1d4; hp 1 each; MV 20'; Act 1d20; SV Fort -1, Ref -2, Will -2; AL C.

Area 2-2A – Pulpit: The concealed door leads to a narrow, steep staircase rising to a platform set behind the statue. Anyone standing on the platform notices a perforated grill in the wall right behind the statue's head. The cult leaders use this position to give sermons, which have the acoustical illusion of emanating from the statue's head.

Area 2-3 – Sleeping area: Read or paraphrase the following:

This small room is lined with triple-level bunk beds, from which hang simple tabards and gray robes. It looks as if 15 or 20 people sleep here. The room is rank with body odor.

A search uncovers small footlockers below the bunk beds filled with trinkets and junk: three spare gray robes, sandals, leather cords, whittling knives, carved wooden images, a flask of whiskey, and so on. There is nothing of value.

Area 2-4 – Sleeping area: Read or paraphrase the following:

This small room is packed with triple-level bunk beds, from which hang simple tabards and gray robes. It looks as if 10 or 15 people sleep here. The room is rank with body odor.

This room is otherwise like area 2-3.

Area 2-5 – Workroom: Read or paraphrase the following:

The walls of this small room are lined with wooden tables and benches. The tables are strewn with hammers, nails, saws, awls, and other tools. At one bench sits a gray-robed cultist, whose eyeless face looks up as you enter.

The cultist charges with the hammer he is carrying.

This room is used to repair equipment, sew robes, and do other tasks. The materials here include bolts of cloth, nails, wooden blocks, leather strips, and such.

Gray-robed cultist (1): Init +0; Atk hammer +2 melee (1d4+1); AC 11; HD 1d4+1; hp 3; MV 30'; SP 1d6 control check, octo-mass (when killed, an octo-mass emerges; see stats below); Act 1d20; SV Fort +2, Ref +1, Will -2; AL C.

Octo-mass (1 as cultist is slain): Init -2; Atk tentacle rake +0 melee (1d3); AC 6; HD 1d4; hp 1; MV 20'; Act 1d20; SV Fort -1, Ref -2, Will -2; AL C.

Area 2-6 – Storage: Read or paraphrase the following:

This long, narrow room is lined with shelves, which seem to be crammed full of supplies.

This storage space has the following objects of interest: five daggers, a dozen yards of gray fabric, two yards of crimson fabric, four baskets filled with dried tentacle suckers (see area 2-16), a clay jug of flour, three clay jugs of water, a flask of wine, three woven mats (rolled up), five one-pound cubes of moist clay, a piece of chalk, 20' of chain, 100' of woven cord, a basket of ivory tiles (like those used on the floor in areas 1-19 and 2-1), and a stick of charcoal.

Area 2-7 – Dining room: Read or paraphrase the following:

This room contains rough wooden benches and tables. Clay dishes are stacked in one corner, next to a dirty pot.

There is nothing else of interest here.

Area 2-8 – Priest's chamber: Read or paraphrase the following:

This room contains a simple wooden bed with mattress, a writing desk and chair, and a large round-topped chest. Shelves on the wall hold small clay figurines, and a crude wooden frame holds an ink drawing.

The yellow-robed priest, ruler of this level, lives here (though he is currently busy in area 2-15). Everything here is mundane in nature. The clay figurines are humans (senior cult leaders; the cleric sculpts in his spare time), and the ink drawing shows a strange beast with many tentacled arms (the cleric's rendition of Palimdybis).

Secret door: Moving the writing desk reveals a round 2-foot-diameter hole in the south wall, leading to area 2-10. Both this secret door and the next one south are easily found from the "inside" of the secret room.

Area 2-9 – Furnaces: Read or paraphrase the following:

It is sweltering in this room. As you walk in, three gray-robed cultists turn in your direction, shovels in their hands. They stand before a pile of coal and two red-hot furnaces at the far end of the room.





The cultists immediately attack! Their opening move is to hurl three shovelfuls of red-hot cinders. They then draw their daggers and attack.

Furnaces: The furnaces are, in modern times, like large pizza ovens. Inside are trays of a mild-smelling gray powder. It is in fact the ground suckers from areas 2-15 through 2-17, which are ground, baked, and then mixed in area 2-10.

Any character can attempt to shove another into a furnace. Doing so incurs a free attack from the defender, then the attacker can make an opposed Strength check to shove the defender up to 10' back. (Treat the cultists as Strength 12 for these purposes.) Any creature shoved against a furnace takes 1d4 damage, and if shoved a second successive round *into* the furnace, it takes 2d4 damage per round.

Gray-robed cultists (3): Init +0; Atk hurled coals +2 missile fire (1d4 + Ref save DC 8 or blindness for one round) then dagger +2 melee (1d4+1); AC 11; HD 1d4+1; hp 3 each; MV 30'; SP 1d6 control check, octo-mass (when killed, an octo-mass emerges; see stats below); Act 1d20; SV Fort +2, Ref +1, Will -2; AL C.

Octo-mass (up to 3, as cultists are slain): Init -2; Atk tentacle rake +0 melee (1d3); AC 6; HD 1d4; hp 1 each; MV 20'; Act 1d20; SV Fort -1, Ref -2, Will -2; AL C.

Area 2-10 - Alchemical Lab: Read or paraphrase the following:

This cramped, hot room has a central table occupying most of its space. The table has several stations filled with beakers, tubes, and mortars. Small, measured piles of gray powder are in little clay casks beside stoppered vials of colored fluids.

After the harvested suckers are ground and baked, they are mixed with various chemicals here to create potions. As cultists advance in rank, they earn the right to drink different mixtures.

The gray powder: The ten piles of gray powder are alive, or at least animated. As the characters approach, the nearest powder-piles will assume a limbed shape—sometimes man-like, sometimes beast-like, other times amoeboid with pseudopods—and sift away to the other side of the table. The powder is attracted to the cultists but repelled by the PCs due to their anti-cult activities. The powder is not dangerous and can be “killed” by soaking it in any liquid; otherwise, the powder does no damage.

The potions: The stoppered vials are as follows. Note that the level 1 cleric spell *second sight* can be used to gain insight into the drinking of these potions.

Silvery (x10): Aspiring humans drink this potion to experience oneness with Palimdybis. The taste is extremely foul. Drinking the complete potion forces the drinker into a vision-trance; repeated consumption, combined with the pool at area 2-11, transforms the imbiber into a gray-robed cultist, and subsequent consumption is considered sacred. The cultists mix and consume great quantities of this potion.

Red (x6): A drinker of the red potion gains improved control over the tentacles. It tastes rank but not horrid—sort of like spoiled but well-spiced meat. The drinker feels an affinity with the tentacles and can utilize the *control tentacle* spell (spell check 1d20) for 1d6 hours without corruption or spellburn.

Area 2-11 – Pool of purity: Read or paraphrase the following:

This 25-foot-long room is filled with water. Three steps descend into the pool, which is a murky brown color. You can't see the bottom.

This pool of natural effluence, some runoff from the pit-beast's bodily processes, is deceptively deep—the floor descends at a steep angle to reach a 20-foot depth at its center. The nadir is natural rock with several narrow vents through which the pool is naturally replenished.

Cultists who have earned a gray robe, and thus undergone physical transformation, can “breathe” this brown muck, but it is poisonous to everyone who has not consumed the silvery potions from area 2-10. Aspiring human cultists consume the silvery potion, then bathe in this pool while experiencing visions.

Characters who attempt to swim the pool take 1 point of acid damage for every round they are submerged.

Area 2-12 – The Egg Chamber: Read or paraphrase the following:

This ovoid chamber contains seven large egg-shaped pieces of furniture. Each of the 4-foot-long shapes is made of a smooth silvery metal and supported on a small pedestal. They resemble eggs split lengthwise and hinged, with a padded interior and a handle on the top section. They are currently open.

Inspection reveals a line of eldritch symbols engraved on the surface of the egg shapes, which a wizard or elf clearly recognizes.

These eggs are magical transportation devices. They symbolize rebirth in the service of the great pit-beast. Gray robes who have earned their crimson-robed status are brought here to enter level 3, where they undergo further study.

To use one of the eggs, a character must lie down inside, close the top half, and concentrate. With a DC 5 spell check, the character can teleport himself to area 3-1.

Any character can teleport in this manner, even those without magical abilities (remember non-spellcasters roll 1d10 for spell checks). Making a spell check on the egg does not count toward a cleric's future checks. Failure means only that the character must spend another round concentrating.

Area 2-13 – Tentacle Elevator: Read or paraphrase the following:

This rocky cave is about 40 feet across. The eastern edge is a huge vertical chimney, filled by the mass of an enormous tentacle pulsating inside. The tentacle slowly undulates from side to side as it seems to wait for something.

Like the tentacle in area 1-14, this one has a rope ladder and rigging attached to it. Refer to area 1-14 for more information on how this tentacle can be used to traverse the caves.

Area 2-14 – The Wheel: Read or paraphrase the following:

A monotonous grinding noise comes from this irregular cave, which contains a contrivance designed to turn a massive millstone. Two pieces of lumber are crossed to form an X, set horizontally on a round platform. An exhausted-looking team of peasants is chained to each

of the four ends, and they push the crossed timbers in a counter-clockwise direction. Broad chains connect gears on the platform's base to a huge millstone nearby, which rotates laboriously, crushing some gray substance beneath it. As you enter, the peasants look up but do not stop pushing the wheel.

Here, slaves grind the suckers harvested from 2-16.

If there is any noise, or the grinding of the wheel ceases, the cultists in area 2-15 come to investigate. Their primary combat strategy is to control the tentacle in 2-13 and use it to attack (it has a very long reach when extended).

There are a total of 8 peasants, who can be used to replenish PC ranks if needed. These are slaves not aspiring cultists. They are chained to the timbers, and they both sleep and work at their posts. A PC can break a slave's chain in one round with blows from any edged weapon. If freed, the peasants gladly assist the characters in exploring, though they'll need to make morale checks as soon as they're tested in combat.

Area 2-15 – Cultist Recreation: Read or paraphrase the following:

The cave widens into a large space filled with activity. In one corner, several cultists practice mock combat maneuvers. In another corner they weave mats, and in another corner they read parchments.

As soon as the cultists are aware of the characters, they attack. A total of 6 gray-robes, 3 crimson-robes, and 1 yellow-robe are here. Additionally, the cultists, recruits, and toan in areas 2-16 and 2-17 arrive as reinforcements after 1d4 rounds.

The cultist combat strategy is simple: the gray-robes form a defensive melee wall while the crimson-robes chant, summoning the giant tentacle from area 2-13 to attack. Additional cultists join in to ensure control of the tentacle, as necessary, and the yellow-robed leader and excess crimson robes cast *arms of Palimdybis* as appropriate.

Gray-robed cultists (6): Init +0; Atk dagger +2 melee (1d4+1); AC 11; HD 1d4+1; hp 3 each; MV 30'; SP 1d6 control check, octo-mass (when killed, an octo-mass emerges; see stats below); Act 1d20; SV Fort +2, Ref +1, Will -2; AL C.

Crimson-robed cultists (3): Init +1; Atk dagger +2 melee (1d4+1); AC 11; HD 2d4+2; hp 7 each; MV 20'; SP 2d6 control check, able to cast *arms of Palimdybis*, octo-mass (when killed, an octo-mass emerges; see stats below); Act 1d20; SV Fort +1, Ref +0, Will -2; AL C. Equipment: egg-shaped talisman of bronze tied on a leather thong (see level 3).

Yellow-robed cultist (1): Init +4; Atk dagger +5 melee (1d4+3); AC 11; HD 5d4+5; hp 21; MV 20'; SP 3d6 control check, able to cast *arms of Palimdybis*, octo-mass (when killed, an octo-mass emerges; see stats below); Act 1d20; SV Fort +3, Ref +4, Will +0; AL C. Equipment: egg-shaped talisman of gold tied on a leather thong (worth 10 gp; see level 3).

Octo-mass (up to 10, as cultists are slain): Init -4; Atk tentacle rake -2 melee (1d3-2); AC 4; HD 1d4; hp 1 each; MV 20'; Act 1d20; SV Fort -3, Ref -4, Will -4; AL C.



Area 2-16 – Harvesting Area: Read or paraphrase the following:

This wide cave abuts the edge of the pit. A dank, clinging mist swirls in from the open edge at the far side. A scraping noise comes from beyond the mist. The cave's floor is littered with debris, including many round fragments of some fleshy-looking substance.

Characters who stay here and observe will notice, after a few minutes, an enormous tentacle move through the mist, followed by an immense scraping noise and a rain of rubble from above. The pit-beast scratches its tentacles against a rocky outcropping here, and in doing so it sheds its skin periodically. From its many tentacles drop the suckers (and claws, eyeballs, and other detritus) that are harvested by the cult.

This room contains two gray-robed cultists overseeing four aspiring peasants, harvesting and cleaning the suckers. They attack on sight (or, more likely, reinforce the battle in area 2-15).

Staring into the open pit reveals only frightening glimpses of enormous tentacles that sweep by periodically.

Gray-robed cultists (2): Init +0; Atk dagger +2 melee (1d4+1); AC 11; HD 1d4+1; hp 3 each; MV 30'; SP 1d6 control check, octo-mass (when killed, an octo-mass emerges; see stats below); Act 1d20; SV Fort +2, Ref +1, Will -2; AL C.

Octo-mass (up to 2, as cultists are slain): Init -4; Atk tentacle rake -2 melee (1d3-2); AC 4; HD 1d4; hp 1 each; MV 20'; Act 1d20; SV Fort -3, Ref -4, Will -4; AL C.

Peasants (aspiring cultist) (4): Init -2; Atk unarmed +0 melee (1d3 subdual); AC 9; HD 1d4; hp 1 each; MV 20'; Act 1d20; SV Fort +0, Ref -1, Will -2; AL N.

Area 2-17 – Another Harvesting Area: Read or paraphrase the following:

This long cave is like the last one: littered with debris, open to the edge of the pit, and swirling with mist from its open side.

This area is otherwise like 2-16, *except* that a toan guardian, which has been communing with the great pit-beast, climbs over the edge of the pit a few rounds after the characters enter. It immediately attacks or reinforces the battle at area 2-15 as the case may be.

Toan: Init +0; Atk bite +3 melee (1d6); AC 13; HD 4d6; hp 13; MV 20'; Act 1d20; SP pseudo-elemental traits (half damage from mundane weapons); SV Fort +3, Ref +0, Will +0; AL C.

LEVEL 3: THE HOLY SANCTUARY

General Properties: This is the holiest ground of the cult. Here, its yellow-robed senior clerics spend most of their days in worship, meditation, prayer, and communion. They tend to the sacred eggs of Palimdybis, which are spliced with the blood of cultists and tended through years of incubation to produce the abominations call toans.

Area 3-1 – The Other Egg Chamber: Read or paraphrase the following:

This ovoid chamber contains seven large egg-shaped pieces of furniture. Each of the 4-foot-long shapes is made of a smooth silvery metal and supported on a small pedestal. They resemble eggs split lengthwise and hinged, with a padded interior and a handle on the top section. There is a single oval-shaped exit on the west wall.

This room is nearly identical to area 2-12. These eggs function just like the ones in 2-12; lying inside and concentrating will (with the appropriate spell check) transport a character to area 2-12.

The winding corridor has smooth, rounded walls and an irregular floor that rises and falls.

Area 3-2 – Incubation Station: Read or paraphrase the following:

This round chamber has four exits, each of them shaped like an oval. In the center of the room is a cushioned stone pedestal on which rests a large, leathery gray egg. On the far wall is an ornately engraved altar, with an iron ring set into the wall beside it.

This is an egg of Palimdybis. By the fusion of human blood with the embryo, this egg is in its earliest stages of transformation into a toan.

The rounded passages out of here wind up and down, above and below each other.

The egg: The gray egg is about 4 feet long and weighs 100 pounds. It is translucent if a powerful light is shined against it, and a strange embryonic mass can be seen in relief. If pierced (AC 9, 5 hp to pierce), it drains to reveal white and a yolk like a normal egg.

The pedestal: The stone pedestal has red upholstery that cushions the egg. Sticking out of the upholstery are a series of copper tubes that pierce the egg. They pass through seams in the upholstery, down the side of the pedestal, and over to the altar.

The altar: The altar is made of black-veined greenish soapstone, engraved with profane scenes of primordial life: slimy beasts, fishy things, and octopoid sea-dwellers. The copper tubes pass into the altar's base then emerge at its top and are connected to three funnels. There are blood stains on the funnels.

A careful search of the altar reveals an egg-shaped impression directly in the center of the top panel. If one of the egg-shaped talismans from a cultist is placed into this impression, the character holding it is immediately transported to area 3-6.



Area 3-3 – Incubation Station: Read or paraphrase the following:

This round chamber has two exits. Another large egg rests on a cushioned stone pedestal, with an altar on the wall behind and an iron ring set in the wall nearby. A yellow-robed figure, standing before the altar, turns to face you, his long yellow sleeves stained red by blood running down his hands.

The yellow-robed cultist shouts “Death to the defilers!” before picking up a dagger from the altar and charging. He fights to the death. When his body is searched, it can be seen that his wrists were already slashed before combat began; he was, in fact, contributing blood to the developing toan in the egg.

The egg: This egg is like the one in area 3-2, but if viewed in relief with a bright light, the embryo inside is seen to be more developed, with a clear humanoid torso and long, rubbery limbs. If pierced (AC 9, 5 hp to pierce) the egg drains to reveal a strange undeveloped embryo inside.

The altar: This altar is like the one in 3-2 and also features an egg-shaped impression that teleports a talisman-user to area 3-6.

Yellow-robed cultist (1): Init +4; Atk dagger +5 melee (1d4+3); AC 11; HD 5d4+5; hp 21; MV 20'; SP 3d6 control check, able to cast *arms of Palimdybis*, octo-mass (when killed, an octo-mass emerges; see stats below); Act 1d20; SV Fort +3, Ref +4, Will +0; AL C. Equipment: egg-shaped talisman of gold tied on a leather thong (worth 10 gp; see level 3).

Octo-mass (1, as cultist is slain): Init -4; Atk tentacle rake -2 melee (1d3-2); AC 4; HD 1d4; hp 1; MV 20'; Act 1d20; SV Fort -3, Ref -4, Will -4; AL C.

Area 3-4 – Incubation Station: Read or paraphrase the following:

This round chamber has three exits. A large egg rests on a cushioned stone pedestal, with an altar on the wall behind and an iron ring set in the wall nearby. This egg seems close to hatching – you can see something inside pressing against the walls. A yellow-robed figure, sitting cross-legged before the altar, rises to face you, drawing a dagger from his sleeve.

This egg has a toan inside that is only days from hatching. As in area 3-3, the yellow-robed cultist shouts “Death to the defilers!” before charging, but his first act is to slash the egg open. The toan then stumbles out, reels about for its first round as it gains its bearings, then charges into combat.

The altar: This altar is like the one in 3-2, and also features an egg-shaped impression that teleports a talisman-user to area 3-6.

Yellow-robed cultist (1): Init +4; Atk dagger +5 melee (1d4+3); AC 11; HD 5d4+5; hp 21; MV 20'; SP 3d6 control check, able to cast *arms of Palimdybis*, octo-mass (when killed, an octo-mass emerges; see stats below); Act 1d20; SV Fort +3, Ref +4, Will +0; AL C. Equipment: egg-shaped talisman of gold tied on a leather thong (worth 10 gp; see level 3).

Octo-mass (1, as cultist is slain): Init -4; Atk tentacle rake -2 melee (1d3-2); AC 4; HD 1d4; hp 1; MV 20'; Act 1d20; SV Fort -3, Ref -4, Will -4; AL C.

Toan: Init +0; Atk bite +3 melee (1d6); AC 13; HD 4d6; hp 13; MV 20'; SP pseudo-elemental traits (half damage from mundane weapons); Act 1d20; SV Fort +3, Ref +0, Will +0; AL C.

Area 3-5 – Incubation Station: Read or paraphrase the following:

This round chamber has two exits. An empty eggshell rests on a cushioned stone pedestal, with an altar on the wall behind. Chained to a ring in the wall near the altar is a comely maiden in tattered rags. A strange tentacled beast squats before her. At the sound of your entry, it turns to face you.

This recently-hatched toan has been given a prisoner to feed on. When interrupted it turns to attack.

If the prisoner is rescued, she can be brought into the party as a 0-level character (roll stats as normal) or escorted to safety.

The altar: This altar is like the one in 3-2 and also features an egg-shaped impression that teleports a talisman-user to area 3-6.

Toan: Init +0; Atk bite +3 melee (1d6); AC 13; HD 4d6; hp 13; MV 20'; SP pseudo-elemental traits (half damage from mundane weapons); Act 1d20; SV Fort +3, Ref +0, Will +0; AL C.

Area 3-6 – The Living Altar: Read or paraphrase the following:

This square room has a gray-green altar on one end, and a massive black statue atop three stairs at the other end. The statue is horrific. It depicts a writhing mass of carved black tentacles, looping on and around each other, forming hollows and spaces between them. It appears to be made of a shiny black stone of some kind.

The altar: The altar is like those in areas 3-2 through 3-5, made of black-veined greenish soapstone and engraved with profane scenes of primordial life, though it lacks the funnels and copper tubes. The altar does have the same egg-shaped impression in its top panel. Pressing one of the cultists' egg-shaped talismans there transports the character to a randomly determined altar in areas 3-2 through 3-5 (roll 1d4+1).

The statue: When someone closely examines the statue, read or paraphrase the following:

This black onyx statue depicts the unholy tentacles of a great beast. There does not appear to be any central mouth but rather the tentacles curl about several different orifice-like passages that twist and turn into the shadows of the statue's interior.

The mass of looping pseudopods conceals a few hollow spaces that converge into a narrow tunnel that descends below the statue's base. Any character that squeezes through the passages finds the tunnel. As someone moves through, read or paraphrase the following:

The carved tentacles twist and turn, looping above and under each other, to form several hollows. As you crawl down these spaces, you arrive at a downward-sloping tunnel. It descends under the base of the statue and into a rounded passage beyond.

Trap: The point where the spaces converge on the tunnel is trapped. Several of the curling arms of the statue are affixed with pressure plates; if touched or leaned upon, they trigger a crescent-shaped blade to come crashing down from above. The trap can be located and disabled by a thief with a DC 14 check. If not disabled, the first character through takes 2d4 damage (Ref save DC 16 for half).

Area 3-7 – The Pattern Repeats: Read or paraphrase the following:

This round room appears empty, except for faint glowing lines that can be seen on the floor.

The pattern (as depicted in areas 1-19, 1-23, and 2-1) repeats on the floor here, though only as near-invisible lines of eldritch power. As with area 1-23, a spellcaster or thief who searches carefully (DC 10) detects the lines of power. They can be activated with a DC 10 spell check and 1 point of spellburn, which reveals the pattern. Walking the pattern transports a character to a point of his concentration or area 2-1 if he concentrates on no other place. (Advanced cultists can use this space to teleport much longer distances.)

Area 3-8 – Den of Yellow: Read or paraphrase the following:

This round room holds an iron chest and three simple bed rolls.

A yellow-robed cultist waits here to ambush the characters (assuming they've made noise prior to this, which is likely). If they've made no noise, he is meditating; otherwise, he leaps from beside the entrance to attack the first character to enter.

Iron chest: The iron chest holds fresh robes, some food, five vials of blood (worthless), several vials of various alchemical and material components (ash, powdered newt, flower petals, etc.), and, most importantly, a vial of glittering gold dust (worth 30 gp).

Yellow-robed cultist (1): Init +4; Atk dagger +5 melee (1d4+3); AC 11; HD 5d4+5; hp 21; MV 20'; SP 3d6 control check, able to cast *arms of Palimdybis*, octo-mass (when killed, an octo-mass emerges; see stats below); Act 1d20; SV Fort +3, Ref +4, Will +0; AL C. Equipment: egg-shaped talisman of gold tied on a leather thong (worth 10 gp; see level 3).

Octo-mass (1, as cultist is slain): Init -4; Atk tentacle rake -2 melee (1d3-2); AC 4; HD 1d4; hp 1; MV 20'; Act 1d20; SV Fort -3, Ref -4, Will -4; AL C.

Area 3-9 – Tentacle Elevator: Read or paraphrase the following:

This round room has a 10-foot-wide pit in the center, through which a long tentacle lolls about. It is encased in a woven netting of rope rigging.

This room is the ending point for some of the many caverns that the tentacles travel through. As described in area 1-14, this tentacle can be used to ride to areas 1-25, 2-13, and 4-1.

LEVEL 4: THE PEOPLE OF THE PIT

General Properties: The active clergy of the pit-society are encountered in the upper levels, but here, deep in the base of the ravine, live the mutant denizens of the pit. The people of the pit are gray-skinned and eyeless, stunted and bent like apes, their entire bodies covered in cilia-like growths of tiny pseudo-pods. They share a collective mental connection with Palimdybis, the great creature of the pit, and are pseudo-elemental in nature, as they flicker between this realm and that of the great earth creature that is the tentacled beast. The characters may note that there seems to be no food for the pit people (much less orifices in their anatomy through which to feed); the mystery's answer is that they consume minerals not always of this plane, but the characters may never learn this. Rather, they'll simply note the bizarre place at the bottom of the ravine where dwell the people of the pit...

Area 4-1 – Entryway: The only way to reach this level is via the tentacle elevator, so the following text assumes the characters arrived in that manner:

You clamber off the tentacle and look around you. You have emerged into the northern edge of a rocky cavern about 80 feet across and 20 feet high. To the south, the cavern opens into a wide corridor that continues on into the gloom. To the east is a narrow passage winding around into the rocky darkness.

In the distance you hear a deep rumbling sound and a strange, unearthly wailing.

The great tentacles of the pit-beast (at area 4-9) make constant rumbling noises as they shift about in the earth. The wailing is a natural noise of the pit-people.

Area 4-2 – Mineral Garden: Read the following:

This rocky cavern is pierced by shafts of unearthly minerals. Cut into straight lines and edged planes like geometric objects, the columns of sparkling gray, black, brown, and green minerals rise from floor to ceiling at a multitude of angles. Both the place and the minerals are like a rocky jungle from another world.

The strange minerals are deposits from the elemental plane of earth that have grown here due to the strange planar shifts of Palimdybis. Even a dwarf cannot identify these rare elements. They can be harvested in small quantities (weighing as much as the same amount of rock) but have no particular value except perhaps to a wizard interested in earth magic. If the columns are disturbed, roll 1d6 to determine the effect:

Roll	Effect
1	A subsonic noise grates teeth and fills heads with pain.
2	An edge of the column shatters into bits of powder.
3	When touched, the strange material turns into dirt and falls to the ground.
4	The substance cannot be breached by any mortal means.
5	The material is "sticky" in an alien manner – the characters' weapons and tools pierce the edge but are then stuck within and cannot be dislodged.
6	The material makes a resounding gong-like noise.

Angry mineral-munchers: Among the strange growths in this place are three cube-shaped shards of strange elemental growth. Resembling brown cubes of rock with an irregular pockmarked surface, they move patiently across the room to box in the characters and attack with a strange vacuum-cleaner-like maneuver: they suck in dirt from the ground below with a resounding “whoosh” then eject it from their front in a gravelly fusillade.

Mineral-muncher (3): Init (always last); Atk rocky fusillade +3 missile fire (cone 30' in length and width, dmg 1d4 to all within); AC 18; HD 1d8; hp 7 each; MV 5', climb 5'; Act 1d20; SP rock-hard (weapons automatically break on a fumble); SV Fort +3, Ref -4, Will -2; AL N.

Area 4-3 – Empty Cave: Read or paraphrase the following:

This rocky cave is littered with debris. There is a narrow passage leading north.

There is nothing else of interest here.

Area 4-4 – Quickcrete: Read or paraphrase the following:

This 20-foot-wide cavern has a floor of fine gray dust. A pile of debris lies across the far side of the dusty floor, including what appear to be bones, cloth, and metal fragments.

The floor here is like an intelligent elemental quicksand but of rocky dust instead of sand. The locals use this room as a garbage dump. The debris on the far side is what remains.

The elemental quicksand waits until a character reaches the midpoint of the room, then begins churning downward, sucking the character underneath (as well as anyone else who has entered). A character can make a DC 12 Strength or Agility check (player's choice) to stay afloat and move 5' per round. Failure on this check indicates 1 point of suffocation damage, and another check is required on the next round or further damage is suffered. Characters who make it back to hard ground recover suffocation damage after a rest.

There is a 2-foot-wide stone shelf on the far side. The debris, if searched, reveals the following items of interest:

- The remains of at least four skeletons; only one is human. The other skulls have odd-shaped eye sockets belonging to a three-eyed thing, a one-eyed thing, and something with enormous eyes.
- Three fine steel swords, polished bright by the quicksand.
- A magical +1 mace that the elemental quicksand could not digest.

Area 4-5 – Spring: Read or paraphrase the following:

The gurgling of water greets you as you enter this small cave where an active spring bubbles on the floor.

This small side cavern holds a tiny spring of clean, fresh water, deposited naturally on the floor by springs passing through the rock.

Area 4-6 – Town Square: Read or paraphrase the following:

The cave ceiling stops short as you emerge into an open-ceilinged plateau. A sheer cliff face rises behind you, vanishing into a swirling mist far above, dimly penetrated by the distant light of the sun. Before you stretches a flat shelf of rock, on which are built several crude huts. Past the huts, there is a steep drop-off into an enormous pit

stretching as far as you can see in either direction. There is a gathering at the cliff's edge, and the rumbling and wailing sounds seem to be coming from the pit beyond.

This is the bottom of the pit. The edge of the ravine is visible here where it connects to the pit. It vanishes off each edge of the map. At your discretion as a judge, you can have the ravine continue on for a great distance or let the wall block it after a short distance.

The rumbling comes from the beast at the base of the pit, and the wailing comes from the sacrifice at area 4-9.

Area 4-7 – Huts: If the characters investigate a hut, read or paraphrase the following:

This flat-topped hut is walled by wide strips of grayish leather sewn across a frame. A loose curtain hangs over one open side.

All the pit-people are gathered at area 4-9. Their huts contain woven bedding, sacks, clothes and robes, and clay jars filled with dirt and mud. In addition, they contain the following:

Area 4-7A: In this hut are four frightened villagers, bound with leather straps. They shout for help as soon as they realize the characters are human. The villagers are eager to escape but will help fight if necessary (and can be 0-level substitutions for the PCs party if needed).

They villagers describe to the characters how they were filched from their villages by the gray-robed cultists, who are alien creatures with no faces. The gray-robes brought them here, where they were handed to the gray-skinned, ape-like people of the pit. The pit-people have skin covered in many tiny pseudopods and have no eyes. They dig in the earth beside and within the canyon, and seem to subsist by dissolving minerals through their skin. They worship the tentacle god of the pit, and have sacrificed fellow villagers to its tentacles on multiple occasions.

Area 4-7B: The pit-people store “foodstuffs” here – which to them are minerals of possible value to humans. There are four clay jars filled with rocks of all shapes and descriptions. Careful searching of the rocks reveals 6 ingots of solid gold, worth 50 gp each, as well as an uncut diamond worth 300 gp.

Area 4-7C: In this hut are five clay jugs filled with dirt and a clay jug filled with rocks that includes another gold ingot worth 50 gp.

Area 4-7D: There is nothing special in this hut.

Area 4-8 – Big House: Read or paraphrase the following:

This large hut has room to hold many people. Its walls are grayish leather sewn across a frame. A large curtain hangs over one open side.

Inside the big house is where the people of the pit gather for common activities such as meals and ceremonies. When entered, read or paraphrase the following:

This longhouse contains crude seating made of large rocks placed next to each other and some mats on the floor. There are clay jars against the back wall and various small rocks scattered about.

There is nothing else of interest.

Area 4-9 – Consultation with Palimdybis: This final encounter can shape the local environment in massive ways. Adjust to fit your own campaign as needed. Show the handout on the inside cover, then read or paraphrasing the following:



This is the edge of the cliff, which drops off to either side of you. Hundreds of feet below are the coiled loops of a massive serpentine thing, oily and gray and enormous beyond comprehension. They pulsate ominously, and each pulse of their slowly moving mass sends bass rumbles through the earth. The other side of the cliff is lost in the distant darkness.

Not far away, a rocky promontory juts out 20 feet over the edge of the cliff. Massed at its base are a host of stunted, bent, gray-skinned, ape-like creatures with large jaws and eyeless skulls rimmed in pseudopods. They hold a beautiful young woman bound in fetters.

At the end of the promontory stands a stick-thin man in a blue cloak, his back to you, hands raised to the sky, making an unearthly wailing noise. Beside him are two cultists, one in crimson robes the other in yellow, as well as another of the blubbery, beaked creatures you encountered before.

As if timed to his wailing, a curtain of waving stalks rises from the depths before him. The stalks end in eyes, toothy mouths, and hooked claws. They undulate in a strange rhythm, swaying ever closer.

The blue-cloaked warlock leads the cult and the people of the pit. Now he intends to make a sacrifice to his god Palimdybis, the mighty pit-beast! This climactic battle sees the people of the pit dragging the sacrifice toward the lip of the cliff and the heroes trying to save her.

Combat tactics: The people of the pit split into two groups. One group of five charges into combat, while the other group of five manhandle the virgin sacrifice to the end of the promontory. The toan charges into combat, as do the yellow- and crimson-robed cultists, while the blue-robed cultist sends forth a screen of tentacles.

The blue-robed cultist has unparalleled powers over the pit-

beast and can automatically summon and control three tentacles. In addition, when he is active, the beast at the bottom of the great pit begins squirming noticeably, generating a massive rumbling noise as it rubs against itself and the walls of the canyon.

The cultists take three rounds to drag the kicking, screaming virgin to the edge, then they hurl her over on the fourth round. She is caught in mid-air by a squirming mass of tiny tentacles, and screams as she disappears in the darkness. *But* the heroes might save her! If they take free hits to charge past the defending cultists, strike down the two that carry the sacrifice, then defend her against cultist and pit-people, they can win her to freedom.

Deaths: Whenever a cultist or pit-person dies, a tentacle darts out rapidly, encircles its body, and retreats with it into the depths. No corpses remain.

Grand finale: When the blue-robed cultist is killed, the tentacles below begin to thrash about mindlessly. Read the following:

As you strike down the blue-robed cultist, there is a sudden rumbling from far below. The remaining tentacles swarm to his body, coil about it, and carry him rapidly into the depths below. There is a moment of tense silence, then the earth shakes! A massive coil of tentacle rises in the distance. This thing is at least 50 feet in diameter, far larger than anything you have seen so far. Then another massive tentacle unfolds beside it, then another. The edge of the cliff crumbles before you as one of the tentacles lashes out against it! Within moments there are dozens of house-sized tentacles rising into the shadowy distance, all lashing against the cavern walls! A rockslide begins, and rubble falls from the sky all around you. Suddenly, the entire cavern feels as if it is in the midst of an enormous earthquake as the mighty pit-beast bashes the cavern walls all around you!

Within moments, the shower of rock and debris causes 1d6 damage per round to anyone not in areas 4-1, 4-2, 4-3, 4-4, or 4-5. Palimdybis proceeds to demolish this entire cavern. After 10 minutes nothing is left past area 4-6 but a mass of rubble and an enormous cloud of dust. Then Palimdybis returns to the depths to slumber and dream. All of the tentacles that once made up tentacle elevators (such as at area 4-1) also return to the cavern bottom.

When the dust finally settles, there is faint daylight far above. Palimdybis smashed the ceiling, connecting this cave to the pit by walls that are now pitted and easy to navigate. Characters who climb *carefully* can safely scale the rubble and irregular, rocky walls, almost walking around the canyon's perimeter on several switchbacks, to eventually emerge on the edge of the canyon, about a mile from the pit that stretched straight down at area 1-1.

The sacrifice: The virgin sacrifice is from a local village. Her father rewards the heroes with two oxen when she is returned.

Crimson-robed cultist (1): Init +1; Atk dagger +2 melee (1d4+1); AC 11; HD 2d4+2; hp 7; MV 20'; SP 2d6 control check, able to cast *arms of Palimdybis*, octo-mass (the octo-mass does not have time to emerge, however, because the tentacles claim the body first); Act 1d20; SV Fort +1, Ref +0, Will -2; AL C.

Equipment: egg-shaped talisman of bronze tied on a leather thong (see level 3).

Yellow-robed cultist (1): Init +4; Atk dagger +5 melee (1d4+3); AC 11; HD 5d4+5; hp 21; MV 20'; SP 3d6 control check, able to cast *arms of Palimdybis*, octo-mass (the octo-mass does not have time to emerge, however, because the tentacles claim the body first); Act 1d20; SV Fort +3, Ref +4, Will +0; AL C. Equipment: egg-shaped talisman of gold tied on a leather thong (worth 10 gp; see level 3).

Blue-robed cultist (1): Init +6; Atk dagger +7 melee (1d4+5); AC 11; HD 7d4+7; hp 28; MV 20'; SP automatic control check, able to cast *arms of Palimdybis*, octo-mass (the octo-mass does not have time to emerge, however, because the tentacles claim the body first); Act 1d20; SV Fort +5, Ref +6, Will +2; AL C. Equipment: egg-shaped talisman of gold tied on a leather thong (worth 10 gp; see level 3).

Toan: Init +0; Atk bite +3 melee (1d6); AC 13; HD 4d6; hp 13; MV 20'; SP pseudo-elemental traits (half damage from mundane weapons); Act 1d20; SV Fort +3, Ref +0, Will +0; AL C.

People of the Pit (10): Init -2; Atk slam +2 melee (1d3+2); AC 9; HD 1d4; hp 2 each; MV 20'; Act 1d20; SV Fort +2, Ref -1, Will -2; AL C.

APPENDIX A: NEW SPELLS

Control Tentacle

The *control tentacle* spell can be cast by wizard or elf who studies and reads from the writings of the cult of the great pit-beast, or who gains powers by drinking select potions (see area 2-10). When cast as a spell, it can only be cast by reading from a scroll; it cannot be cast via memorization by any creature not corrupted by the great pit-beast. When cast as a spell, it requires a minimum of 1 point of spellburn per casting, and automatically causes corruption as described below (but the caster will not know this until he sees the results). Note that if multiple casters attempt to control the same tentacle (e.g., via *control tentacle* while also facing the cultists), the highest result wins. The spell functions as follows:

Level: 1	Range: 100'	Duration: Ongoing with concentration	Casting time: 1 round	Save: None
Manifestation	Summons a tentacle if one is within range and also allows control of a tentacle within range. This spell has little value outside of the presence of the great pit-beast. It always causes corruption; roll 1d6 to determine type: (1) caster's skin takes on a grayish pallor, (2) caster's fingers lengthen 1" and the joints loosen, taking on an eel-like appearance; (3) caster's hair thickens and becomes more elastic, and is painful to cut; (4) the whites of the caster's eyes turn a raincloud-gray color, and his pupils and irises vanish completely; (5) the caster grows a ring of small, wriggling tentacles around his belly; (6) one of the caster's limbs, randomly determined, turns into a tentacle, causing a -5' reduction in speed but increasing his reach by 12" or 36" if he extends it fully.			
1	Spell fails, but spellburn is still expended and minor corruption automatically happens. Spell can be attempted again.			
2-11	Spell fails, but spellburn is still expended. Spell can be attempted again.			
12-23	The caster may summon one tentacle to a point within 100'. A long, slender tentacle of the great pit-beast emerges at a directed point. It is hundreds or thousands of feet long, stretching to the bottom of the ravine. Alternately, if a tentacle is already present or summoned, the caster may give a single command to an already-summoned tentacle: move, grab, crush, drop, or carry.			
24-31	The caster may summon two tentacles or issue commands to two already-summoned tentacles.			
32+	The caster may summon three tentacles or issue commands to three already-summoned tentacles.			

Arms of Palimdybis

The *arms of Palimdybis* spell is cast by servants of the evil pit-beast, who hold tentacles and chant an obscene rite to summon forth phantasmal arms of the great beast. This spell can be cast by multiple cultists working together. Each cultist contributes a number of dice to the check, and the collective check result against the table below determines the result.

Level: 1 Range: 50' Duration: Ongoing with concentration Casting time: 1 round Save: None

Manifestation Creates a shadowy manifestation of an evil-looking tentacle coated in barbs, hooks, suckers, eyes, and toothy mouths. The shadow-tentacle appears at any point within 50'. If the concentration of the casters is interrupted, a new spell check is required. This spell has little value outside of the presence of the great pit-beast. It always causes corruption, already expressed in the faceless, mutated forms of the cultists.

1-11 Spell fails.

12-23 The caster(s) summon one shadow-tentacle to a point within 50'. A dark spot appears on the ground, and a stout tentacle made of a dark shadowy mass roils forth. It can extend up to 50' from that point, and immediately attacks one creature each round, as directed by the caster(s). The tentacle attacks at +6 and does 1 point of temporary Str damage with every hit.

24-31 As above, but the tentacle is more powerful, and does 2 points of Str damage per strike.

32+ As above, and the tentacle is even more powerful, doing 3 points of Str damage per strike.

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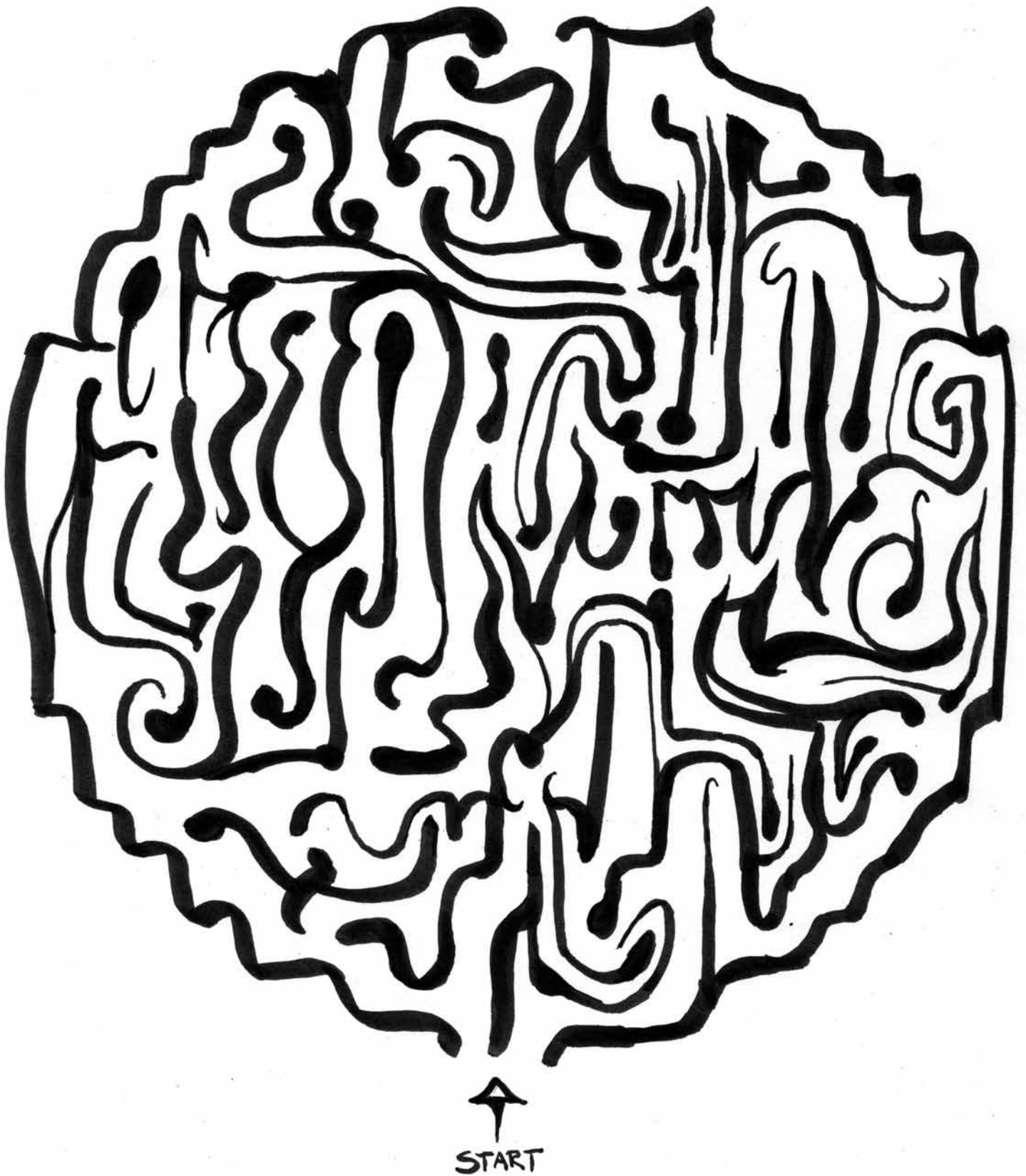
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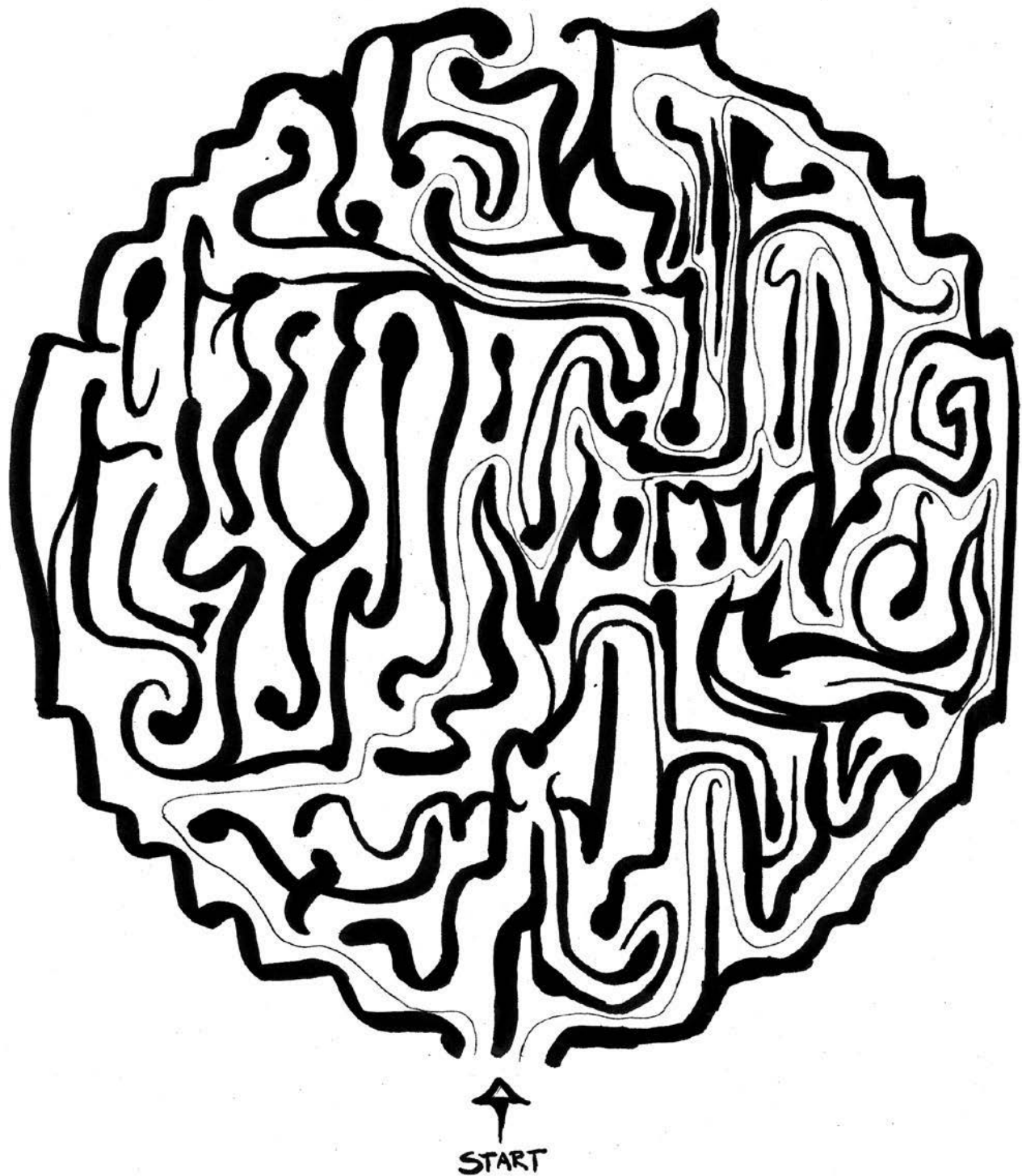
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HANDOUT FOR AREA 1-19



AREA 1-19 MAZE SOLUTION
(DO NOT SHOW PLAYERS!)





1-2

1-2A

1-1

1-6

1-3

1-7

1-16

1-5

1-4

1-15

1-8

1-11

1-18

1-20

1-14

LEVEL
1

□ = 5'

1-19

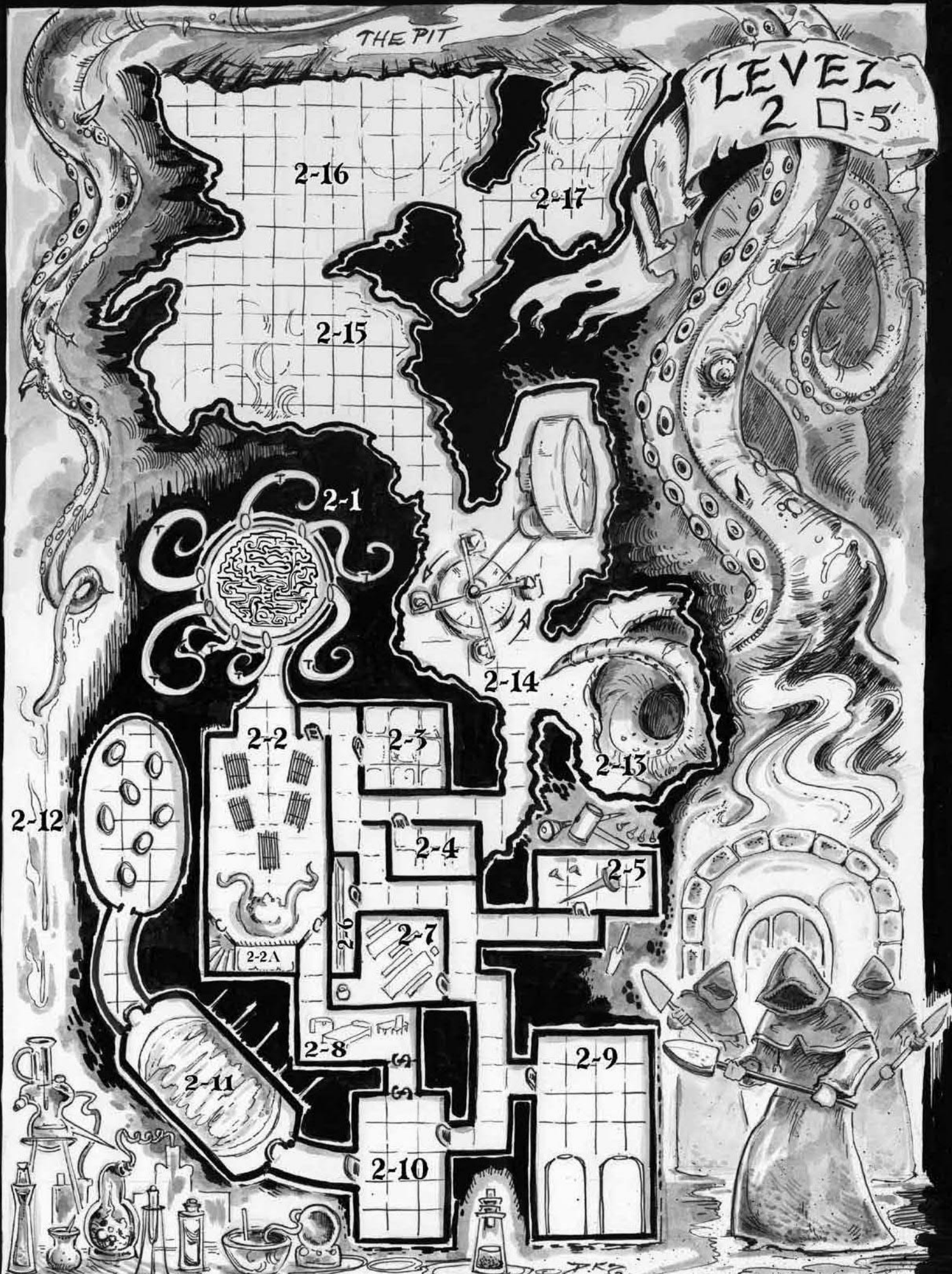
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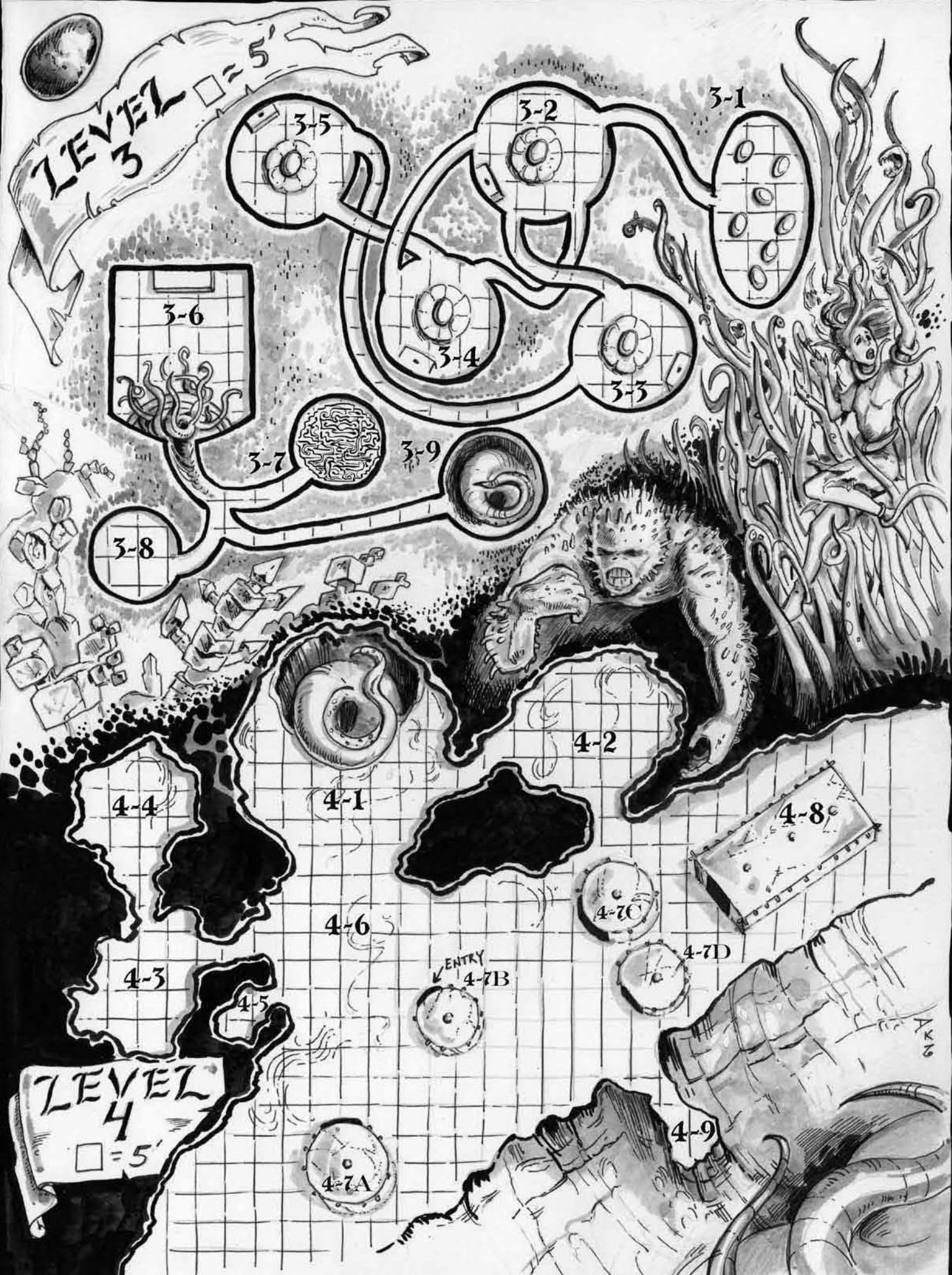
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1-21

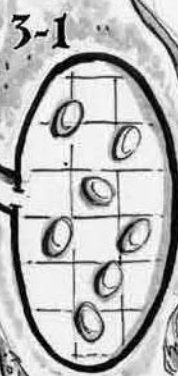
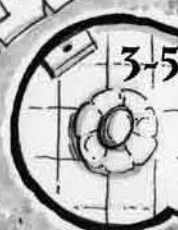
1-24

1-25





LEVEL 3
□ = 5'



4-6

4-3

4-5



LEVEL 4
□ = 5'

4-9

AK 6

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