



The Chthonian Womb

Adventure



Strange and terrible creatures have recently begun to emerge from a nearby cavern, seemingly birthed from the earth itself. Can the PCs discover the source of these beasts, and if they do, what other secrets might they uncover along the way?



A Dark Sun Adventure for all editions of Dungeons & Dragons.

Suitable for a party of four 7th level characters.



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Game rules based on the original DUNGEONS & DRAGONS rules created by E. Gary Gygax and Dave Arneson, and the later editions designed by: David "Zeb" Cook (2nd Edition); Jonathan Tweet, Monte Cook, Skip Williams, Richard Baker, and Peter Adkison (3rd Edition); Rob Heinsoo, Andy Collins, and James Wyatt (4th Edition); Mike Mearls and Jeremy Crawford (5th Edition).

Introduction

The Chthonian Womb is a short D&D adventure for four 7th-level player characters (PCs), though it can easily be adapted for more or fewer characters of higher or lower level. The adventure is designed to be edition-agnostic; for edition-specific rules, consult Appendix 1.

The PCs discover a cave that disgorges not only a small stream of water, but also strange and hostile beasts. Deep within the cave, a veritable jungle of bizarre lifeforms, alien horrors, and long-buried secrets await.

Adventure Background

Long ago (perhaps centuries, perhaps millennia ago), halfling life-shapers constructed a settlement, sheltered within a natural cave. Eventually, the settlement was abandoned and lost to the ages. Some of the halflings' life-shaped creatures remained, eventually evolving into unique, independent creatures. In time, a complex ecosystem of organisms descended from these life-shaped creatures developed in the cave system.

Several weeks ago, a psurlon (a worm-like creature, well-versed in psionics) calling itself the Aberrant Master, came to the abandoned halfling settlement in search of the secrets of life-shaping. Scouring the ruins, the Aberrant Master eventually found what it was looking for and began experimenting on the creatures of the cave system. The psurlon twisted many of these creatures into terrifying predatory beasts before releasing them back into the caves.

Several days ago, the number of dangerous beasts within the cave system reached a critical point. Now, the weaker ones are being forced out by their stronger kin and are seeking prey outside the cave system.

Overview

A nearby cave has recently begun disgorging strange and terrible beasts. The cave, which is also the source of a small but clean stream of water, extends deep into the earth. Within, the PCs discover an even more

extensive collection of similar beasts, all within a subterranean ecosystem based around the stream, which meanders throughout a series of caverns and chambers.

If followed to its source, the stream is found to originate at a life-shaped biomechanical fountain located within a ruined halfling city. Within the ruin can also be found the source of the strange beasts - a psurlon using what life-shaping materials and technology scavenged from the surroundings. The psurlon has been experimenting on the feral life-shaped creatures that still inhabit the ruined city, only to discard and drive out its vicious creations soon after.

Adventure Hooks

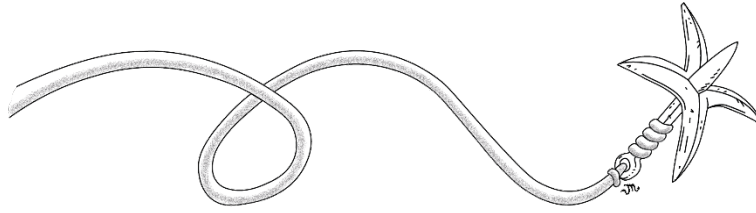
The adventure begins when the party discovers or is informed of the cave that seems to be disgorging dangerous beasts, but such a place might be located nearly anywhere. Possible locations and methods of discovery include:

- Regardless of where the cavern is placed, the PCs could stumble across it while lost, traveling, or exploring the wilderness.
- If the adventure takes place near the Jagged Cliffs, the PCs might be contracted by Rhul-Thaun officials who are willing to pay handsomely to have the source of the strange creatures identified, and any threat they pose neutralized.
- Elsewhere on Athas, the cave could be located nearly anywhere that a small stream would not be completely out of place. In this scenario, the local villagers or a merchant caravan might request the PCs locate and neutralize the source of the beasts, lest the creatures continue to prey upon their people.
- Beyond Athas, the cavern could be located on any number of worlds in the Crimson Sphere. In this scenario, the PCs might be crewmembers or hired guards on a spelljammer that has landed to resupply, but provisioning teams and scouts have encountered beasts from the cave, and the PCs are asked to resolve the situation.
- Wherever it takes place, the adventure could be further adapted to an individual DM's campaign by suggesting that an individual the PCs have a

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vested interest in finding (perhaps a friend, ally, or even enemy with vital information) is lost near or within the cavern. A DM might even consider

replacing the rogue Dikun with this sought-after NPC.



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Part 1: To the Womb

Wherever the PCs start this adventure, they will have to travel to the cave to begin their exploration of it.

- If the adventure is set in the Jagged Cliffs region, and Rhul-Thaun officials have already reached out to the PCs (see Adventure Hooks, above), proceed to Part 1A: In Service to the Rhul-Thaun.
- If the adventure is set in the Jagged Cliffs region, but the PCs have not been contacted by Rhul-Thaun officials, proceed to Part 1B: Eye in the Sky.

- If the adventure occurs elsewhere (whether on Athas or another world in the Crimson Sphere), proceed to Part 1C: Gateway to the Underworld.

During the journey to the Chthonian Womb, a DM might find it appropriate to check for random encounters along the way. Such encounters are beyond the scope of this adventure, but should of course be appropriate to the area in question.

A) In Service to the Rhul-Thaun

If the adventure takes place in the Jagged Cliffs region, the PCs will likely be working for Rhul-Thaun officials. If so, the PCs are contacted by the Rhul-Thaun and summoned to a settlement near the cave.

1) A Job Offer (EL -)

The PCs are summoned to meet with the Rhul-Thaun official Lahr-opav - a mid-level administrator in the vher-etuil (or law keepers) - to investigate and eliminate the threats coming from the cave. When they arrive, read or paraphrase the following to the players:

The building you're looking for has a squat dome as its first floor and a small tower rising atop that, all adhered to the cliffside. Passing through the structure's four-foot-tall valve-door, you enter into the spacious main floor. Once your eyes adjust to the interior light, you see a diminutive man who appears to be writing something on a cloth document. His gray-fringed black hair seems to be retreating from the top of his head, and a large mole breaks up the line of his extremely bushy eyebrows.

At first, he doesn't seem to notice you, but the longer you stand there, the more it seems he might just be ignoring you. Once he has finished writing, he rolls the cloth up into a scroll and looks up at you all with an unfazed expression.

"You've come. Good. Let us discuss the job offer."

What Lahr-opav knows

Lahr-opav can tell the PCs the following:

- **What's going on?** *"There have been a number of violent attacks recently, far more than to be expected for the area and time of year. The attacks have been by vicious creatures: strange and terrible beasts. Thanks to the diligence and skill of our scouts, we have found their point of origin – it appears they have sprung up from a fissure, a cave leading deep into the earth. Perhaps something even more horrible down below has forced them up into the sun."*
- **What more can you tell us about the beasts or the cave?** *"I myself am not privy to the precise nature of the beasts in question. However, the windrider Gohn-zohr was the one who tracked the beasts to their source and has been keeping watch there ever since. Tell him I sent you, and he will assist you as best he can; he should have more information about the natures of the beasts."*
- **Anything else we should know?** *"A few weeks ago, I contacted and deployed a team of itinerant mercenaries to scout and pacify the cave and its inhabitants. While windrider Gohn-zohr confirmed they entered the cave, I have not heard from them since then, and I fear they have failed."*
- **What's in it for us?** *"This is a precarious situation, and our people are in danger. I am prepared to pay a bounty for each beast slain, but a significantly larger commission is yours if you can permanently stop the attacks."*

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- If pressed on form of payment, Lahr-opav agrees to pay a bounty for each beast slain, or a flat sum if the PCs can permanently resolve the situation (see Appendix 1 - Edition-Specific Rules for the specific amounts). He would prefer to provide payment in the form of a promissory note, bearing his personal seal and backed by the authority of the law keepers, which would be exchangeable for goods and services up to the full sum listed. However, Lahr-opav can be convinced to pay the PCs in ghav-egoths (the shell-like hard currency of the Rhul-Thaun) or in pearls (which he explains as an

organically produced type of 'gem' that he knows outlanders prize) if he knows the PCs are outlanders or plan to travel beyond the Jagged Cliffs region.

Development: When the PCs are finished speaking with Lahr-opav, he gives them directions to the location of the cave and offers the following: *"Remember to seek out and speak with the windrider Gohn-zohr when you arrive at the cave. He has been closely monitoring the situation, and should be able to give you further information. Good luck."*

Proceed to Part 1B: Eye in the Sky.

B) Eye in the Sky

Before the PCs reach the cave, they will be intercepted by a Rhul-Thaun windrider who has been tasked with monitoring the situation at the cave. Whether or not the PCs are currently in the employ of the Rhul-Thaun, he can serve as a useful contact.

2) The Scout

When the PCs arrive in the area of the cavern, the Rhul-Thaun windrider Gohn-zohr will call out to them from his ber-ethern and approach them peacefully from the air. Assuming the PCs understand the Rhul-Thaun language, read:

As you approach the area where the cave is supposed to be located, you are approached from the air by a large dragonfly-like creature. As it draws near, you can see the insect carries a rider, who calls out to you and gestures in a friendly manner. When the creature lands nearby, you can see that the rider is a particularly small halfling, perhaps even a young adolescent. As he approaches you, the halfling waves energetically and calls out to you in an overenthusiastic and high-pitched voice: *"Hail mighty champions! You're the adventurers Lahr-opav was sending, right?"*

"You've arrived just in time! The number of creatures leaving the cave is increasing, and they're looking pretty nasty too!"

Gohn-zohr is a young Rhul-Thaun scout, and this is his first mission out of training. He has a great deal of enthusiasm for heroics and adventure, and he sees the PCs as an example of the kind of romanticized and exotic adventuring he dreams of doing. He wears a brand-new set of life-shaped shell armor and carries a flashlance, armbalades, and a spineshield, and even has a mask that allows him to breathe underwater and purify poisonous air from the environment should he need it.

If the PCs do not understand Rhul-Thaun and cannot employ magic or psionics to translate, Gohn-zohr will attempt to communicate as best he can with hand gestures and simple words (if any of the PCs speaks Common, there base 10% chance of the PCs and Gohn-zohr being able to understand any ideas expressed by the other, per *Windriders of the Jagged Cliffs*, pg. 48)

What Gohn-zohr knows

Gohn-zohr will jump at the chance to talk to the PCs, and will happily listen to any stories they have to share about their adventures. When addressed, Gohn-zohr will end every response with "sir", "mam", or "great ones", as appropriate:

- **Who are you?** *"I'm Gohn-zohr, a windrider! See?"* Gohn-zohr shows the party a blue tattoo-like patch on his arm, shaped like a flying bird.
- **Why are you here?** *"This is my first mission - I've been tasked to keep an eye on the cave and see where the beasts are going. If they go too close to any of the nearby villages, I've been told to warn them. And if anyone gets too close to the cave, I have to tell them to*

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go away. Not you, of course; you're going to go in and slay them all, right?"

- **How long have you been doing this?** "Three weeks; since the last exploration team was sent into the cave."
- **What kinds of beasts have you seen?** "They're very strange. Like nothing I've ever seen or the elders have ever described to us before. Many different kinds."
- **What happened to the previous exploration team?** "We...don't know. They went in and never came out."
- **How much will we get paid for doing this?** At this, Gohn-zohr looks a little disappointed: "I

thought you were mighty heroes going to slay the evil beasts and take away their treasures as prizes... I guess Lahr-opav will pay you whatever you arranged with him if you help us."

- **Is there anywhere we can rest?** Gohn-zohr gives a big guileless smile. "I have set up my own sheltered camp nearby! Come on, I'll show you where it is! You can rest there while I stand guard!"

Development: After Gohn-zohr finishes interacting with the PCs, he will tell them "I gotta go; I need to keep scouting the cave.", and flies off on his mount to continue monitoring the area. Proceed to Part 1C: Gateway to the Underworld.

C) Gateway to the Underworld

Whether or not the PCs are working for the Rhul-Thaun, and no matter where the cave is located, the PCs must eventually reach it for the adventure to truly begin.

3) The Cave Mouth

Cliffbeasts

As the PCs arrive at the cave, they spy several of the cavern's monsters swarming around its entrance.

After traveling for some time, you have finally come within sight of your destination - a cave in a cliff face. You can see that a small trickle of a stream flows out from the cave, but there is no telling how much more precious water, much less what terrors, hide in the depths of the cave.

Outside the cave, is a different story - here, several of the cave's monstrosities mill around the opening. They appear to be canines, but with overly large eyes, ears, and noses, and wickedly-clawed grasping paws.

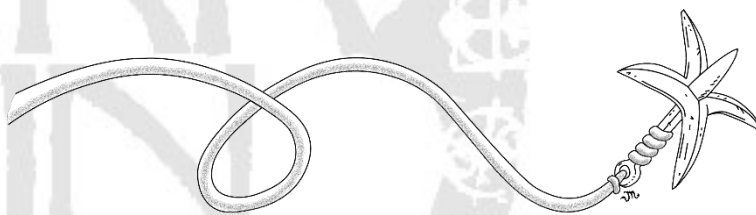
The cave opening is approximately ten feet across and ten feet tall, and lies in an exposed thirty-foot tall cliff face that extends as far as the eye can see to both the left and the right of the cave opening. A small stream trickles out of the cave - the water is cool, clean, and pure, and the stream bed is lined with gravel and small rocks.

When the PCs come within sixty feet of the cave opening, the cliffbeasts will attack.

Tactics: If the cavern is located along the Jagged Cliffs, the cliffbeasts will be clinging to the cliffs; if the cavern is located elsewhere, the cliffbeasts will be milling about on the flat ground in front of the cave.

If they can reach the PCs, the cliffbeasts will move to engage the party in melee as soon as possible. If they cannot (likely because the PCs are flying, possibly several feet away from the cliff face), then the cliffbeasts will retreat a short way into the cavern.

Development: Once the PCs deal with the cliffbeasts at the cave mouth, proceed to Part 2: A Journey Through the Underworld.



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Part 2: A Journey Through the Underworld

To follow the stream to its source and clear out the strange beasts, the PCs must travel through a cave system filled with hostile creatures and other bizarre lifeforms.

A) The Subterranean River

The section of the underground stream closest to the surface follows a snaking path through a series of caverns.

Entering the cave, you can see the stream wind its way into the darkness. The stream bed is rocky and largely barren here, but you can see bits of lichen, fungi, and other signs of life - including a few types of plants from outside the cave - growing along the water. The air is extremely cool and moist, smelling of damp earth and wet stone.

From here, the stream extends deep underground. Though there are multitudes of bioluminescent life forms within the cave system, the mouth of the case is the only place in the cave system well-lit enough for the PCs to operate without some kind of light source or ability to see in the dark; all further area descriptions assume the party can see their surroundings (whether with light from a torch or with darkvision).

Cave Beasts - The Subterranean River

In each of the numbered areas, there is a 50% chance that an encounter occurs. If a roll indicates an encounter should occur, as well as any time an encounter is called for in the adventure text, roll on the table below to determine which creatures the PCs encounter, then refer to the appropriate edition-specific rules in Appendix 1 to determine the number of monsters encountered.

Die Roll: d6

1	Chthonian Lamprey
2	Cliffbeasts
3	Dikun (reroll to see what beasts Dikun is fighting and see Encounter #3 - The Lone Survivor for more details; unique encounter - reroll if encountered a second time)
4	Kruthiks
5	Parasitic Shell Armor
6	Quill Scarabs

Chamber #1 - Entrance Cavern

Cave Watcher 1x

As the Entrance Cavern is a known high-traffic area in the cave system, a cave watcher hangs from the cavern roof here, hiding amongst some stalagmites. If the cave watcher detects the PCs, it will use its psionics to produce a strange trilling noise centered on the party to draw other predators to the scene, automatically triggering an encounter. Roll on the table above (Cave Beasts - The Subterranean River) to determine what other creatures are attracted to the cave watcher's alarm.

The stream's course is a sharp switch-back here, following the cave's general shape, before it continues deeper underground. Little of the light from the outside reaches here; you see that there are no surface plants growing in this area, but fungi,

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molds, and mats of slime are far more common along the water's edge than they were near the cave mouth.

Chamber #2 - West Grotto

The East Grotto is rather large, perhaps too large for the PCs to be able to see all of the chamber's edges at once. If so, paraphrase the following text to adjust for the party's circumstances.

The cave opens up into a large cavern here, with several openings leading off into the darkness in multiple directions. The darkness here is near-total, but flickering spots of light twinkle like stars above you. Thin streams flow across the cavern floor in several places here, but it is not immediately clear if it is still a single stream somehow doubling back through the chamber or several independent branches of the same stream.

Regardless, the waters here gently lap against their gravel shore. Life flourishes along the stream's banks, with strange plants and fungi crowding around the water's edge. Small blind creatures of various types move within the waters here, feeding upon both each other and the life growing along the stream.



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Chamber #3 - The Loop

This tunnel loops from and back to the West Grotto (area #2), linking the eastern and western flows of water in that chamber together.

The stream runs through a gently curving tunnel here, nourishing a small, sheltered garden spot. Fungi and mats of strangely-colored slime grow high along the outside edge of the streambed, likely nourished by the gentle waves that lap against the cavern wall.

Ghostly-pale insects and stranger creatures swarm all over the walls, occasionally darting down to nip at the vegetation along the stream.

Chamber #4 - East Grotto

Cave Watcher 1x

As the East Grotto is a known high-traffic area in the cave system, a cave watcher hangs from the cavern roof here (along the southern passage between the West and East grottos), hiding amongst some stalagmites. If the PCs go near or though this southern passage, the cave watcher detects them and uses its psionics to produce a strange trilling noise centered on the party. This draws other predators to the scene and automatically triggers an encounter. Roll on the table above (Cave Beasts - The Subterranean River) to determine what other creatures are attracted to the cave watcher's alarm.

Like the West Grotto, the East Grotto is rather large, perhaps too large for the PCs to be able to see all of the chamber's edges at once. If so, paraphrase the following text to adjust for the party's circumstances.

This chamber seems to be even larger than the last, with two massive pillars of rock supporting the high cavern ceiling. Here too the subterranean river flows through the area in multiple places, supporting life along all of its banks.

Chamber #5 - The Pool

Water Elemental 1x

The subterranean stream turns sharply as it flows past this alcove-like space, forming a swirling pool of water within the chamber.

The cave terminates in an alcove-like cavern here, just as spacious as other parts of the cave system, but relatively sheltered in a far corner of the cave. The underground stream flows quickly through this space, swirling as it turns sharply and creating a pool within the alcove.

Few creatures can be found in the water or along the shore here, perhaps for fear of being trapped with no escape route. Vegetative life grows in profusion here, however, with bioluminescent fungi, molds, and mats of slime covering all the available space between the stream's edge and the cavern walls. Such life fills the pool of water as well, coating the pool's bottom and training in colorful stringers out into the swirling water.

A water elemental can be found within the pool of water. The presence of so much pure water in the area and a surge of planar energies created a short-lived portal to the Elemental Plane of Water several years ago, and the elemental was drawn through it to Athas. Quite happy in its new home, the elemental will ignore anyone or anything that enters the cavern, but will rise up and attack should any being enter the pool itself, even if just to drink.

If the party includes a Water cleric, it may be possible to communicate with the elemental and forestall any assault. The elemental will not leave the pool, but does know the general outline of where the underground stream leads and can give the party some basic information about the subterranean river further upstream (see Part 2B - The Fungal Rainforest).

Note that any information the elemental provides should reflect its alien thought processes and perceptions.

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3) The Lone Survivor

Dikun 1x

The PCs stumble upon a disheveled-looking man battling several beasts.

Traveling through the cave, you come upon a lone individual attempting to fight off several beasts. It is a human male, dressed in ragged clothing and desperately clutching a bone short sword.

When he notices you, the man calls out: "Hey, you there! Help me chase off these things and I'll make it worth your while."

Once the battle is over, Dikun will introduce himself to the party and ask to accompany them. He can tell the PCs the following:

- **If asked if he is alone:** *"Me and the others - there were five of us - entered the cave days ago. The others died, slaughtered by these strange beasts. I've been sneaking around these caves ever since, attempting to escape."*
- **If asked about what's to be found deeper into the cave system:** *"No idea. I've been trying to escape or hide, not get stuck even deeper in this blasted cave!"*
- **If the PCs tell him that they have cleared out the caves behind them:** *"Oh, no - I'm sure you missed some of the beasts and I don't care for my odds at*

surviving alone. No, I'd rather just accompany you people until you leave."

- **If asked HOW he plans to 'make it worth their while' to save him:** *"My crew and I, we hid some loot nearby before we came into this cave - hid it good. You let me stick with you, keep me safe, and I'll show you where it is - split it with you. You'll never find it without me."*

If the adventure takes place near the Jagged Cliffs, Dikun was a member of a group of mercenary adventurers sent by the Rhul-Thaun to investigate and pacify the cave. If the adventure takes place elsewhere on Athas, he is one of several ex-slaves who escaped their caravan when it was attacked by raiders. If the adventure takes place on another world in the Crimson Sphere, Dikun and his companions were sailors marooned off a spelljammer.

Dikun is who he says he is, but his mind has been completely dominated by the Aberrant Master. Dikun has been instructed to await other explorers of the cave, lead them to his master, and betray them if the opportunity presents itself. Astute PCs might be suspicious of Dikun or even detect his lies or that he is under mind control (he made it into the ruins, was captured by the Aberrant Master, and is currently mentally dominated by the psurlon).

Development: If the PCs save Dikun from the cave's inhabitants, he offers to join the group, suggesting that because he is not capable of fighting his way out of the cave on his own, he might as well just accompany the PCs - safety in numbers and all.

B) The Fungal Rainforest

Deeper in the cave, the underground river is slow and broad, nearly covering the entirety of the cavern floor. The subterranean river supports a variety of strange life forms here.

Passing through the narrow tunnel, you see that the cave system here looks remarkably different from the caverns you have just passed through. Eerily beautiful lights play along all manner of surfaces here in a variety of colors - red, yellow, green, and blue lights flicker on and off constantly, sometimes slowly, sometimes quickly.

This cavern is more humid than the last, and seems to support a strange but diverse ecosystem. The cavern walls are crawling and dripping with life: strange slimes, lichens, and fungi grow all along the walls, and alien creatures swim, crawl, and squirm through the incredibly broad river and its scant banks. Many of the animals seem to defy simple classification or identification, but all of them are bizarre in both appearance and function. You can, however, see that the flickering lights are coming from the life forms all around you - usually as they are being injured.

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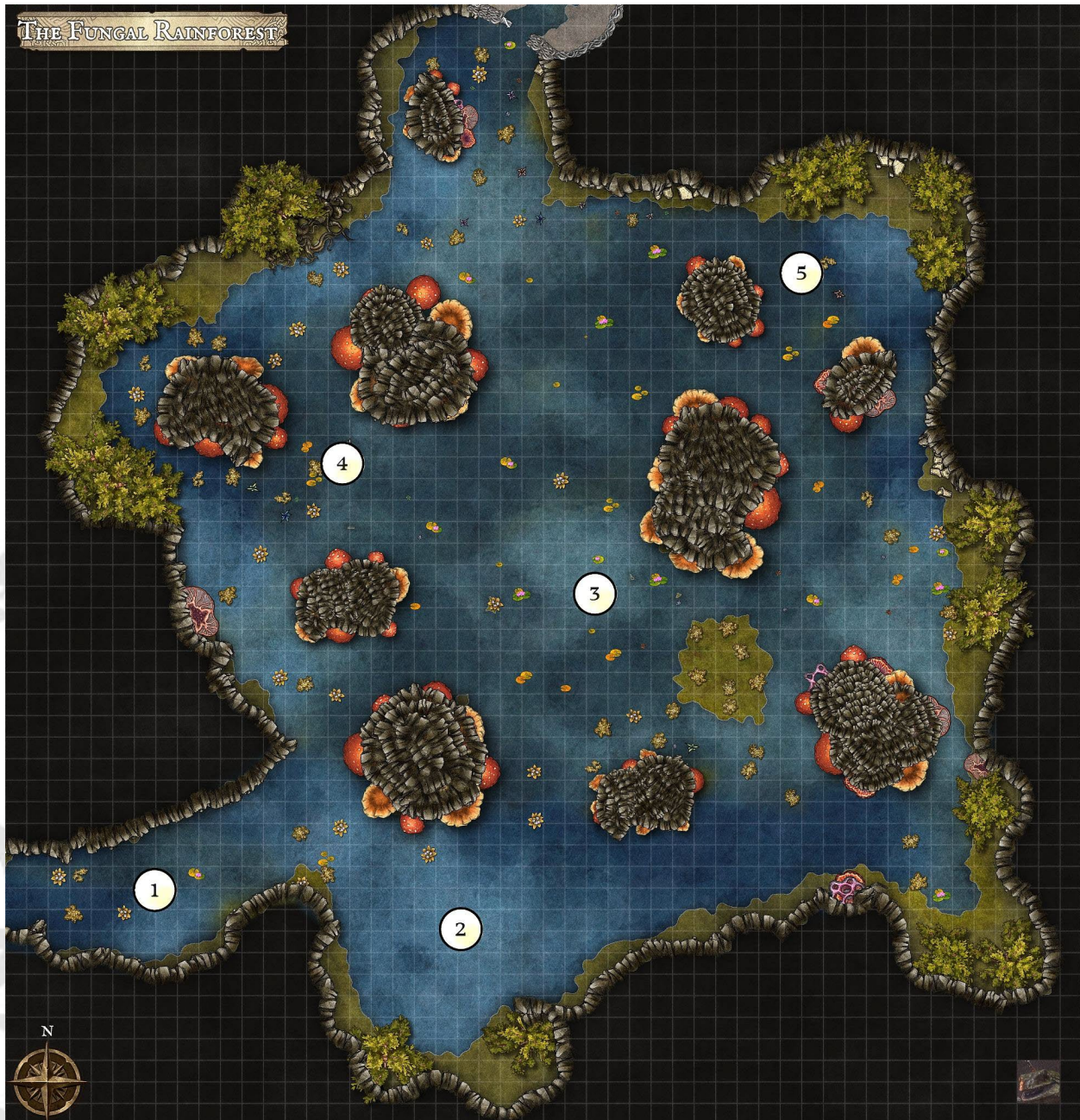
This deeper section of caves is in fact home to a stable and complex ecosystem - microscopic waterborne life forms, slime molds, and strange fungi consume the nutrients in the water (see Room #5 - Courtyard in Part 3: The Ruins for more details) and serve as the prey for larger creatures, which in turn serve as prey for even larger creatures, forming a complex food web that ultimately culminates with creatures large and vicious enough to threaten the PCs.

The beasts found in the previous section of caverns (The Subterranean River) are those too weak to win

themselves territory within this veritable underground jungle, but were lucky enough to survive and escape to the outer caves.

Cave Beasts - The Fungal Rainforest

In each of the numbered areas, there is a 50% chance that an encounter occurs. If a roll indicates an encounter should occur, as well as any time an encounter is called for in the adventure text, roll on



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the table below to determine which creatures the PCs encounter, then refer to the appropriate edition-specific rules in Appendix 1 to determine the number of monsters encountered.

Die Roll: d6

1	Brown Tide Ooze (unique encounter - reroll if encountered a second time)
2	Chthonian Coeurl
3	Feral Darkstrike
4	Fungal Gricks
5	Kruthiks
6	Parasitic Shell Armor

Chamber #1 - The Bottleneck

The passage beyond this chamber restricts the underground river, choking its flow out of this series of chambers and keeping them damp and lush.

The elevation of the cave system seems to shift slightly here, as the underground river is extremely broad in this chamber, covering the cavern floor nearly from wall to wall, apparently backed up by the passage behind you.

Chamber #2 - South Pool

This section of the cave system is divided into a series of passages by several large pillars of rock.

A large cavern opens before you, with the space dominated by several massive pillars of rock that seem to divide it off from the rest of the chamber. The underground river is wide and shallow here too, largely covering the entirety of the floor.

Hundreds of strangely green-glowing worms dangle from the cavern roof here on silken strands, seemingly unmolested by other creatures. On closer inspection, however, the glowing worms can be seen to be at the ends of sticky, tongue-like strands; when disturbed, the strands shoot up into the

mouths of small toothy creatures nestled in the cavern ceiling.

Chamber #3 - Spore Garden

Centrally located in the cavern system, this chamber is filled with spore-producing life forms.

This chamber is a fairly large space, and is far more open than other chambers within this section of the cave system. The underground stream is broad and slow here, just as in the other chambers, but this chamber is a riot of colors and smells. Fungi, subterranean plants, and even more bizarre life forms cover every available surface here, with strange glowing mosses even dangling down from the cavern ceiling and spongy-looking pillars rising up from out of the water.

The air in this chamber is thick, damp, and heavy with earthy scents. All around you, clouds of spores puff out from their parent lifeforms, drifting on the scant underground breeze to settle on every available surface - including you.

When inhaled, the spores in this chamber produce a variety of physical and hallucinogenic effects. See Appendix 1 for more details.

Chamber #4 - West Pillars:

Located in the northwestern corner of the Fungal Rainforest, three massive pillars of rock that cause the space to resemble several linked passageways more than a large, open chamber.

Massive columns of unworked rock - even larger than the ones in the previous chamber - rise up from the cavern floor here.

Strange animal-like plants grow in abundance here, spreading their glowing technicolor tendrils out in great wavering fans, only to snap them back up into

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their fleshy trunks when an insect or mote of dust drifts into their grasp.

skeletal bodies. The skeletons lie sprawled about in the water and are swarming with large, bright pink worms.

Chamber #5 - East Pillars

Located in the northeastern corner of the Fungal Rainforest, much like the West Pillars area - three massive pillars of rock cause the space to resemble several linked passageways more than a large, open chamber.

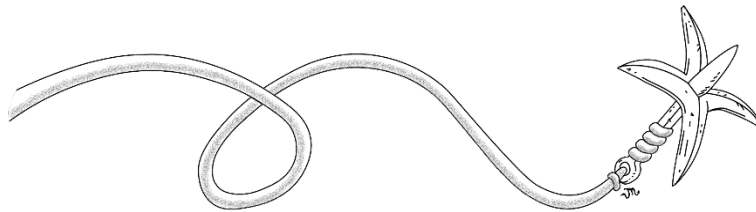
Massive columns of unworked rock - similar to those elsewhere in the cave system - rise up from the cavern floor here, creating a sheltered space.

The subterranean river here is nearly two feet deep here - deep enough to completely submerge several

There are four humanoid skeletons here. They are the inanimate (not undead) and nearly complete remains of Dikun's companions, hurled here after the Aberrant Master was done with them.

The worms are an unusual (but not dangerous) type of aquatic scavenger, and are far more interested in consuming the bones than threatening the PCs.

Upon seeing his companions' remains, Dikun is clearly disturbed, with sadness and rage quickly flickering across his face. If asked about his companions, Dikun calls them "*worthy companions*" and laments that they were "*killed by the horrible things that live here*". If prompted further, he simply says that he "*couldn't save them*" and that "*they knew the risks*".



The Chthonian Womb

Part 3: The Ruins

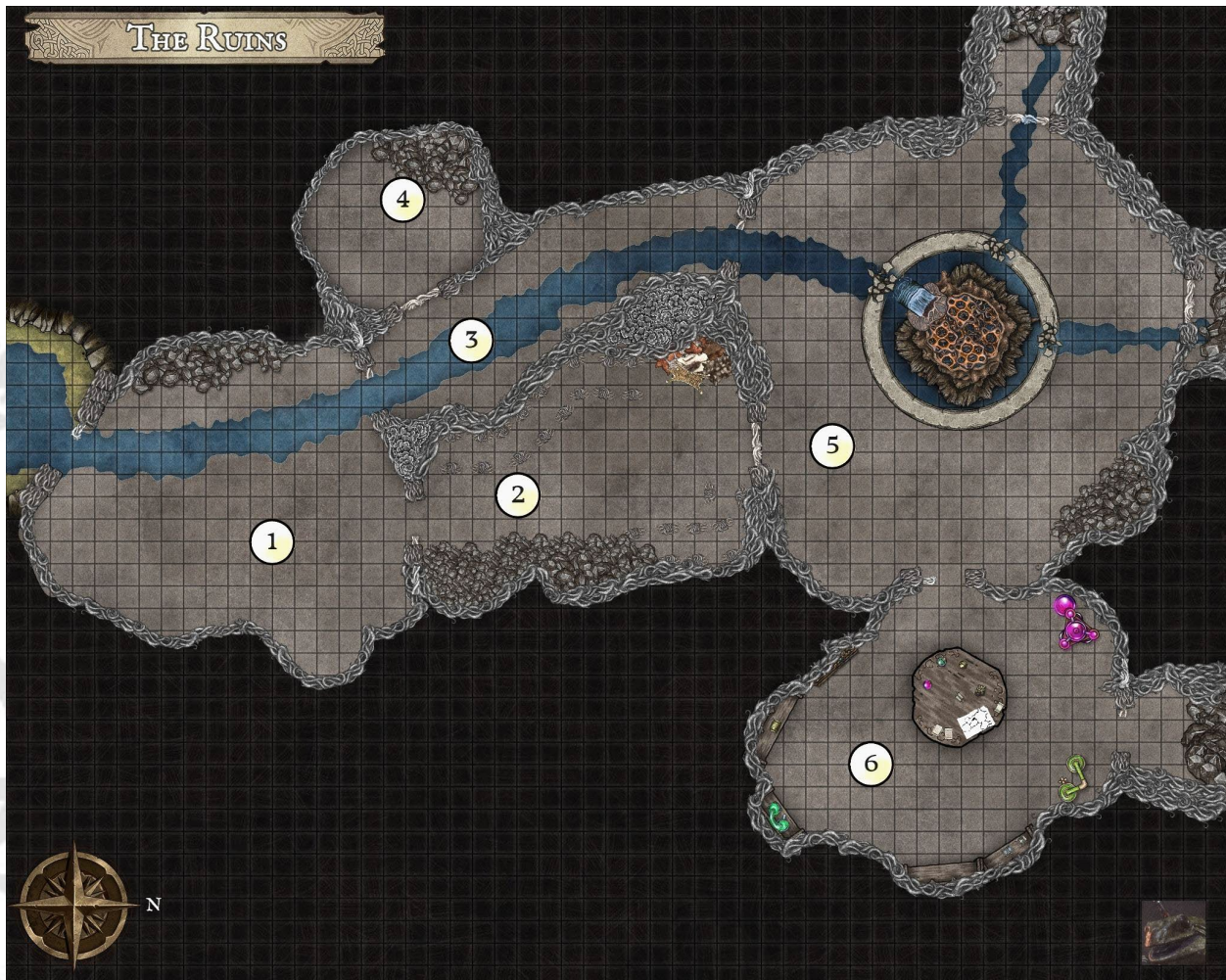
The source of the stream and the strange beasts lies beyond the cave system, in a ruined underground settlement.

The doors in the complex are all life-shaped valve-doors. Each is halfling-sized, four feet tall and two feet wide. These doors may be opened by any halfling or member of the Rebirth Races by inserting their hand into a small orifice next to the door: the door closes tightly around the inserted hand for a moment, then releases it and the portal opens. The valve-doors reclose in thirty seconds (three rounds), unless an individual's hand remains in the orifice to keep it open.

Room #1 - Security Office

Though little remains to show it, this room once served as an entrance and guard station for the halfling settlement.

Following the subterranean river, you step from a natural cavern into something entirely different - it is hard and unyielding like stone, but is laid out in gentle curves and rippling waves. The surface texture of the walls is rough in a way that is similar to that of unworked stone, but the color is much like that of bone, giving the walls an organic feeling.



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The chamber itself is unevenly shaped, but is about sixty feet across. Two other doorways stand on the other side of the chamber. Both are about four feet high and two feet wide, just like the entrance behind you. The subterranean river runs out of the northern doorway, across the chamber floor, and out into the cave system behind you.

This room currently serves as the transition point between the connecting cave system and the ruins beyond. All of the doors in this chamber have failed and are stuck open, with the underground stream flowing through the northern pair of doorways.

The beasts of the cave system fear these chambers as a reminder of their suffering at the hands of the ruin's new master (see Room #7 - Laboratory, for more details) and never venture into this room, much less further into the ruined settlement.

Room #2 - Guard Barracks

This room once served as the forward barracks for the settlement's guards, ensuring reinforcements were never too far from the security office.

Like the last room, this chamber's walls have an organic feel to them and the space is laid out in an uneven shape. There is quite a bit of debris in this chamber, but most of it has been piled into the corner nearest the door.

A strange series of frames runs along both of the room's long walls. While many appear to have been damaged, enough of the frames look the same that you can be reasonably sure what they all originally looked like. Some of the frames stand right up against the wall, while others stand about 4 feet away from the wall. All of them are branched, with an arm extending both to the right and to the left, and each seems to have had three tiers of arms. Whatever the original purpose of the frames, they seem to serve no function now.

In the chamber's deepest corner lies a pile of rags and furs - perhaps the nest or crude pallet of some creature.

A doorway stands at the far end of the chamber, but it seems to be filled with some type of fleshy obstruction.

The halfling guards once stationed here slept in organic hammocks that were hung from the branched frames, which were stacked like bunk beds, but now only the enigmatic support frames remain.

Dikun (see Encounter #3 - The Lone Survivor, above) rests here when he can, but not knowing what the support frames are for - and lacking a hammock anyway - he has just made a bed of pelts and clothing on the floor to sleep on. Dikun keeps a small stash of goods in his bedding; if the PCs search the pile and discover his stash, he will grow agitated, insisting they *"stop screwing around and move on already."* If asked what is bothering him, he will not answer, but he will not attack the PCs at this time (preferring to wait until he can betray them to his master; see Encounter #4 - The Aberrant Master, for more details).

The western door into this chamber has failed and is stuck open, but the eastern door is still functional and closed. Dikun, not understanding how the valve-doors function and fearful of sticking his hand into a trap, has not yet managed to open the eastern door.

Room #3 - Precarious Passageway

This simple passageway served to connect the entrance to the courtyard.

This chamber is a long corridor through which the subterranean river flows. At the far end of the chamber is an open doorway. There is another doorway nearby, but it seems to be filled with some type of fleshy obstruction.

The east and west doors of this chamber have both failed and are stuck open, with the underground stream flowing through them. The northern door, however, is still functional and closed.

The eastern half of the passageway's floor has not weathered the centuries well, and the water damage from the stream's passage has not helped. The floor here is weak and will collapse if more than 350 pounds of weight is placed on the indicated area of the floor. The water has eroded a natural thirty-foot-deep pit trap beneath the floor. PCs falling into the pit will suffer only twenty feet of falling damage due to the slight amount of water in the bottom of the pit, but the

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pit will quickly begin filling with water (five feet of water per round).

Room #4 - Storage Closet

The door to this chamber is still functional and closed.

This chamber is relatively small, but is still large enough to accommodate your whole group. Judging by the amount of undisturbed dust on the floor, it seems like it gets very little or no traffic at all.

Abandoned and decayed odds and ends lay about the chamber floor, but all of the items are too worn by the passage of time to discern their function or that of this chamber.

This chamber was originally used as a cloak room and storage closet, but nothing remains to indicate its usage. As none of the inhabitants of the cave system or ruin know how to operate the door (Dikun could, but will not; see Room #2 - Guard Barracks, for more details), this chamber would be a safe place for the PCs to rest.

Room #5 - Courtyard

This chamber once served as the central courtyard for the halfling settlement - a moderately sized complex of life-shaped underground chambers and passageways. Today, with most of the connected passageways having collapsed, the courtyard serves only as the headwaters of the cave system's stream.

Following the subterranean stream, you enter a large open chamber. In the center of the chamber is a huge and bulbous mass of flesh that continuously pulsates and quivers.

Aside from the one nearby, there are four other exits from the chamber.

If the PCs investigate the mass in the center of the room, read:

The huge mass seems to have several smaller masses on its sides, which look vaguely like internal organs, including stomachs, kidneys, and even a giant lung. The mass is continuously spraying a fountain of water into the air, which runs back down into a cracked circular basin below, out through the crack and onto the floor, and then ultimately out of the room.

The northwest, north, east, and south doors of this chamber have all failed and are stuck open, with the underground stream flowing out through the northwest doorway. The passageways beyond the north and east doors have collapsed, making exploration beyond them impossible for now. The west door, however, is still functional and closed.

The water running out of the basin forms the headwaters of the stream that runs throughout the cave system. On either side of the mass of flesh is a small organic basin, each receiving a drop or two of fluid with every pulse of the mass. The small basins are both overflowing with liquid - one a thickish, milky-white substance and the other an effervescent, amber-colored liquid. The overflow from the basins slowly dribbles down the sides of the mass and into the larger basin on the floor, trailing away as ribbons of color in the water before dissolving into the larger flow and exiting the chamber with the stream.

The milky-white substance is equivalent to cam-rahn - a vital nutrient that supports the health and growth of life-shaped creatures. The amber-colored liquid is equivalent to lor-rahn, an oxygenated liquid that sustains life-shaped tissues. These two fluids, in addition to the water being pumped from the fountain, are what have sustained the various life-shaped creatures that inhabit the caves. Each small basin contains the equivalent of 1d4+2 doses of cam-rahn or lor-rahn.

The quivering mass of flesh serves as sort of a cross between a cistern fiend and living water pump, filtering out the excess heat and chemicals from a volcanic vent/geyser beneath it, secreting fluids vital to the production and care of life-shaped creatures, and expelling pure, clean water. If the pump is killed or destroyed, it begins to sag to the side, revealing the edge of a deep, circular shaft atop which it had apparently been sitting. Soon, scalding and foul-

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smelling steam and hot water begin to leak and spurt out of the hole. The underground stream quickly dries up and the ecosystem of the cave system will begin to die.

Room #6 - Laboratory

The north and east doors of this chamber have failed and are stuck open, and the passageway beyond the east door has collapsed.

This chamber is oblong and is dominated by a large table in its center. Strange equipment is scattered about the chamber, lying and standing on the tables and shelves throughout the space.

Another doorway stands open on the other side of the chamber.

Whatever the original purpose of this room, it now serves as the lair and life-shaping laboratory of the ruin's master - a psurlon calling itself the Aberrant Master.

This chamber and its master are the ultimate source of the beasts plaguing the area, as it is here that the Aberrant Master has been creating, augmenting, or mutating the creatures of the cave system into far more deadly predators, only to release his playthings to gauge their new potential.

The east door out of this chamber is stuck open, but the passageway beyond has collapsed, making further exploration impossible at this time.

4) The Aberrant Master

Within the Laboratory (Room #6), the Aberrant Master waits for the party.

Standing opposite the central table from you is a horrifying worm-like creature. It has strange, segmented limbs, no eyes, and a huge, tooth-ringed mouth. The creature's fanged maw doesn't move, but you hear a voice within your mind anyway: "You dare to trespass in this place? You will die screaming, pathetic vertebrates!"

Tactics: Once combat begins, the Aberrant Master will use its psionics to attack the PCs, especially focusing



on enthralling one or more of the PCs and setting them against each other. The Aberrant Master fights to the death, unwilling to abandon its experiments and unable to imagine being defeated by "mere mammals". If the PCs attempt to parley with the creature, the Aberrant Master accepts nothing less than their complete surrender and acceptance of becoming its mentally dominated thralls.

If Dikun is with the PCs, he will hang back and attempt to gain a sneak attack. However, as he is the Aberrant Master's mind-slave, the attack will be directed against one of the PCs - preferably a manifester or spellcaster vital to the party's tactics.

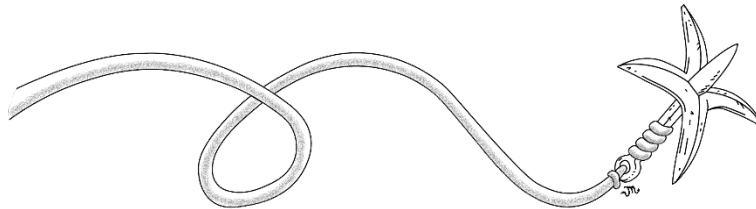
Development: Once the Aberrant Master has been defeated, the PCs are free to examine and loot the room's contents. Scattered throughout the laboratory are two doses of cam-rahn (from Room #5 - the Courtyard), two doses of lor-rahn (from Room #5 - the Courtyard), and enough equipment to assemble both a shaper's lab (from the *Life-Shaping Handbook*) and an alchemist's lab.

Also in this room is a translucent-purple crystal lying on the room's central table. If examined, the crystal is revealed to be a psionic message crystal - its contents accessible by any intelligent creature who grasps it.

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The crystal contains a recorded telepathic message, conveyed in a mental voice that sounds extremely similar to that of the Aberrant Master, but is clearly from another individual: *"Greetings brother. Your assessment regarding the village of Bav-rem in the Jagged Cliffs region was correct - an altered lore-scroll and a psionic suggestion were all it took for the foolish little vertebrates to utterly destroy themselves. The threat posed by the so-called 'life-shapers' of Bav-rem is no more. I look forward to our future projects together."*

Once the PCs are done examining or looting the laboratory, the adventure is effectively over; proceed to Concluding the Adventure.



Concluding the Adventure

Depending on the PCs' goals, the adventure might be essentially over for them at various points.

If they were sent to find supplies or simply stumbled upon the cavern, the party might reasonably decide to stop exploring the cave system after only a short while. In this case, the PCs will have found a clean and cool source of water and perhaps some shelter from the blazing sun - a valuable find for anyone on Athas.

However, if they were sent to clear out the caves and discover the source of the beasts, then the adventure is not truly complete until the PCs defeat the Aberrant Master. Once the PCs have destroyed many of the hostile life-shaped creatures in the cave system, as well as the psurlon who had been creating them, the ecosystem of the cave system will most likely reach a new equilibrium, and few beasts will venture forth from the cave system to seek prey elsewhere.

Further Adventures

Depending on where the adventure takes place and how deeply the PCs delved into the cave system, many further adventure opportunities could await.

If the PCs had only begun to explore the depths of the cave system before they moved on, then they might later hear rumors of dangerous creatures pouring out of the cave to attack those nearby. It is also possible that patrons (new or old) might contact the party - perhaps even the Rhul-Thaun officials, if the cave is located near the Jagged Cliffs - to investigate and clear out the cave, due to their previous experience with it.

Even if the PCs did defeat the Aberrant Master and clear out the cave system, it still holds a host of possibilities for further adventures. With the caverns and ruins cleared out, a constant source of fresh water, and a variety of both potential guardian creatures and foodstuffs, the cave system could make an excellent base of operations. Should the party decide to make use of it, it might only be a matter of time before a local tribe or powerful monster returns to find the PCs in what they consider their own personal watering hole and larder.

The collapsed passageways that extend from the courtyard and laboratory (rooms 5 and 6) also present ample opportunities for adventure, as the ruins likely extend beyond the passageways and may contain many other chambers. Such chambers might contain nearly anything, including undead, more life-shaped technology still held in stasis, lost life-shaping knowledge, or even ancient historical accounts detailing the deep past of Athas or the Crimson Sphere.

If the PCs cleared out the cave for the Rhul-Thaun (whether they were engaged to do so beforehand or were rewarded for doing so after the fact) and make the discovery of the cave's life-shaped creatures and technology known, the ghav-uraths (life-shapers) are largely overjoyed with the discovery, studying the ruins and their finds intensely to learn what they can of the past. Other patrons might react similarly, depending on their individual circumstances.

A small portion of the Rhul-Thaun population, however, will be quite troubled by the PCs' finds. Fearful of what might happen should proof of their loss of life-shaping knowledge get out, several members of the ghav-uraths (life-shapers) will seek control awareness of the so-called "chthonian womb" and its secrets, perhaps even going so far as to have all creatures and technology taken from it confiscated and order the PCs eliminated. Likewise, certain members of the har-etuil (the Conclave), outraged at the possible disruption to Rhul-Thaun society, will also take note of the PCs and keep careful watch on them. If the party continues to make waves and otherwise draw attention to themselves, these two groups might even join forces, forming a cabal for the express purpose of eliminating the PCs and other disruptive elements in Rhul-Thaun society. Should this happen, the cabal will quickly spread the word that the PCs are a group of rebels and terrorists - the vher-elus (lawkeepers) will be on the lookout for them, healers will be warned to turn them away, and assassins will be sent after them. If unresolved, such a situation could drive the party to seek shelter with rebels, criminal groups (such as the Ban-ghesh in Thamasku), or even Elemental priests.

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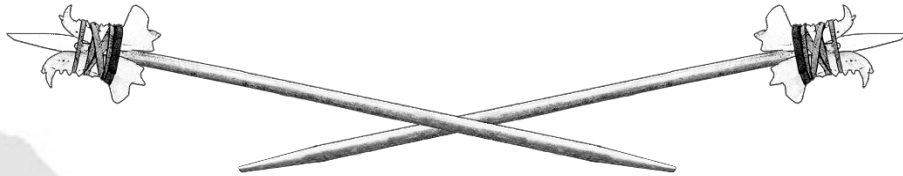
If the PCs defeat the Aberrant Master and Dikun still lives, the rogue quickly comes to his senses. While not necessarily a kindly fellow, if the PCs allowed him to accompany them through the caves and then defeated the Aberrant Master, Dikun is extremely grateful in his own way - stealing things to give to the PCs, smuggling goods for them, or murdering their enemies to show his appreciation. If however, the PCs refused Dikun's company while he was under the Aberrant Master's control, the rogue will instead bear a grudge against them once the psurlon is dead, convincing himself that the foul creature actually cared for him and that the PCs murdered his "only true friend". In this scenario, the PCs will have made an enemy for life, and Dikun will hunt them to the ends of Athas (or beyond) to get his revenge.

If the PCs defeated the Aberrant Master, the other psurlons of Athas and the Crimson Sphere take notice. Always quick to punish those who harm their fellows, the psurlons will begin to seek out and lay traps for the

PCs. These psurlons will never attack the PCs directly, however, preferring to act through several layers of intermediaries so as to conceal their involvement.

If the PCs discover the psionic message-crystal in the laboratory, several adventures could follow. If the PCs decide to investigate the ruins of Bav-rem, they might encounter the life-shaped creature that destroyed the village (see *Windriders of the Jagged Cliffs* for more details), possibly even running afoul of the ghav-uraths (life-shapers) if it seems possible that the PCs will learn of and reveal the creature's origin. If the PCs choose to follow up on the psurlon threat, such investigations might take them across Athas and beyond.

If the adventure takes place in the Jagged Cliffs region, or if the PCs travel there to investigate the psionic message-crystal and the destruction of Bav-rem, they may find many adventure opportunities in the Jagged Cliffs regions or surrounding areas - the Hinterlands, Forgotten North, and Crimson Savannah.



Appendix I: Edition-Specific Rules



A) 2e Rules

Part 1A, 1) A Job Offer

If pressed on form of payment, Lahr-opav agrees to a bounty equivalent to 100cp per beast slain, or a flat sum equivalent to 8000cp if the PCs can permanently resolve the situation.

Part 1C, 3) The Cave Mouth

Cliffbeast 4x

Part 2A, Cave Beasts - The Subterranean River

In each of the numbered areas, there is a 50% chance that an encounter occurs. If a roll indicates an encounter should occur, as well as any time an encounter is called for in the adventure text, roll on the table below to determine which creatures the PCs encounter.

Die Roll: d6

1	Chthonian Lamprey 2x
2	Cliff Beasts 4x
3	Dikun (reroll to see what beasts Dikun is fighting and see Encounter #3 - The Lone Survivor for more details; unique encounter - reroll if encountered a second time)
4	Kruthiks: (roll again below)
	1-3) Young Kruthiks 6x
	4-5) Adult Kruthiks 3x
	6) Mixed: Young Kruthiks 4x and Adult Kruthiks 1x
5	Parasitic Shell Armor 1x
6	Quill Scarabs 3x

Part 2A, Chamber #5 - The Pool

Water Elemental, Large 1x

Part 2B, Cave Beasts - The Fungal Rainforest

In each of the numbered areas, there is a 50% chance that an encounter occurs. If a roll indicates an encounter should occur, as well as any time an encounter is called for in the adventure text, roll on the table below to determine which creatures the PCs encounter.

Die Roll: d6

1	Brown Tide Ooze 1x (unique encounter - reroll if encountered a second time)
2	Chthonian Coeurl 1x
3	Feral Darkstrike 2x
4	Fungal Gricks 2x
5	Kruthiks: (roll again below)
	1-3) Adult Kruthik 3x
	4-6) Greater Kruthik 1x
6	Parasitic Shell Armor 1x

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Part 2B, Chamber #4 - Spore Garden

The spores in this chamber produce a variety of physical and hallucinogenic effects when inhaled.

At the beginning of every round they occupy this chamber, each character must roll 1d6 to determine the effect of the spores. All effects last for one round:

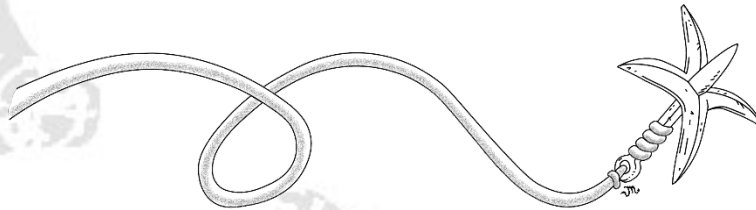
- 1) Fascination - the character experiences an extreme fascination with one of the plants or fungi, viewing it as a thing to be treasured, cared for, and perhaps even worshiped. Make a save vs. Spells or become dazed, able to take no actions but experiencing no penalty to AC.
- 2) Hallucinations - the character begins to see and hear things that are not real. Make a save vs. Spells or become distracted by these sounds and visions (whether pleasant or terrifying), taking a -2 penalty on attack rolls, saving throws, and ability checks.
- 3) Lethargy - the character's limbs begin to feel heavy and their movements slow. Make a save vs. Paralyzation or become limited to only moving or attacking each round, but not both.
- 4) Nausea - the character begins to experience extreme dizziness or stomach pains. Make a save

vs. Poison or fall to the ground wracked with nausea. Nauseated creatures are unable to attack, cast spells, concentrate on spells, or do anything else requiring attention; they may only move each round.

- 5) Numbness - the character experiences numbness and a general loss of sensation in their extremities. Make a save vs. Paralyzation or there is a 50% chance to drop all held items each round.
- 6) Voices - the character begins to hear threatening voices - perhaps from imaginary and unseen sources, perhaps the distorted and unreal voices of their companions. Make a save vs. Spells or experience confusion, per the spell:

Confused Behavior (roll 1d10):

- a) 1 - Wander away (unless prevented) for duration.
- b) 2-6 - Stand confused one round (then roll again).
- c) 7-9 - Attack nearest creature for one round (then roll again).
- d) 10 - Act normally for one round (then roll again).



Scaling the Adventure

The Chthonian Womb is designed for a party of four 7th-level PCs, but it can be easily modified to present an appropriate challenge for parties of different sizes or levels.

Consider adapting the adventure for PCs of average levels 5 to 9 by adding effective positive or negative levels to the creatures in each encounter to change their effective Challenge Rating. A creature takes the following penalties/bonuses for each positive/negative level it has gained:

- +/-1 on all skill checks and ability checks.
- +/-1 on attack rolls and saving throws.
- +/-5 hit points.
- +/-1 effective level (whenever the creature's level is used in a die roll or calculation, reduce it by one for each negative level).
- If the creature casts spells, she gains/loses one spell slot of her highest-level spells. (If she has more than one spell at her highest level, she chooses which she gains/loses.) In addition, when she next prepares spells or regains spell slots, she gets one more/less spell slot at her highest spell level. If the creature is a manifester, she gains/loses enough power points to manifest her highest-level power once.

Part 1A, 1) A Job Offer (EL -)

If pressed on form of payment, Lahr-opav agrees to a bounty equivalent to 100cp per beast slain, or a flat sum equivalent to 8000cp if the PCs can permanently resolve the situation.

Part 1C, 3) The Cave Mouth (EL 6)

Cliffbeast (CR 2) 4x

Part 2A, Cave Beasts - The Subterranean River (EL 5 or 6)

In each of the numbered areas, there is a 50% chance that an encounter occurs. If a roll indicates an encounter should occur, as well as any time an encounter is called for in the adventure text, roll on the table below to determine which creatures the PCs encounter.

Die Roll: d6

1	EL 5 - Chthonian Lamprey (CR 5) 1x
2	EL 5 - Cliff Beasts (CR 2) 3x
3	EL 5 - Dikun (CR 5) (reroll to see what beasts Dikun is fighting and see Encounter #3 - The Lone Survivor for more details; unique encounter - reroll if encountered a second time)
4	EL 6 - Kruthiks: (roll again below)
	1-3) Young Kruthiks (CR 2) 3x
	4-5) Adult Kruthiks (CR 4) 2x
	6) Mixed: Young Kruthiks (CR 2) 2x and Adult Kruthiks (CR 4) 1x
5	EL 5 - Parasitic Shell Armor (CR 5) 1x
6	EL 5 - Quill Scarabs (CR 2) 3x

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Part 2A, Chamber #5 - The Pool

Water Elemental, Large (CR 5) 1x

Part 2B, Cave Beasts - The Fungal Rainforest (EL 5 or 6)

In each of the numbered areas, there is a 50% chance that an encounter occurs. If a roll indicates an encounter should occur, as well as any time an encounter is called for in the adventure text, roll on the table below to determine which creatures the PCs encounter.

Die Roll: d6

1	EL 5 - Brown Tide Ooze (CR 5) 1x (unique encounter - reroll if encountered a second time)
2	EL 5 - Chthonian Coeurl (CR 5) 1x
3	EL 5 - Feral Darkstrike (CR 5) 1x
4	EL 5 - Fungal Gricks (CR 3) 2x
5	EL 6 - Kruthiks: (roll again below)
	1-3) Adult Kruthik (CR 4) 2x
	4-6) Greater Kruthik (CR 6) 1x
6	EL 5 - Parasitic Shell Armor (CR 5) 1x

Part 2B, Chamber #4 - Spore Garden

The spores in this chamber produce a variety of physical and hallucinogenic effects when inhaled.

At the beginning of every round they occupy this chamber, each character must roll 1d6 to determine the effect of the spores. All effects last for one round:

7) Fascination - the character experiences an extreme fascination with one of the plants or

fungi, viewing it as a thing to be treasured, cared for, and perhaps even worshipped. Make a DC 15 Will save or become dazed, able to take no actions but experiencing no penalty to AC.

- 8) Hallucinations - the character begins to see and hear things that are not real. Make a DC 15 Will save or become distracted by these sounds and visions (whether pleasant or terrifying), behaving as if shaken (taking a -2 penalty on attack rolls, saving throws, skill checks, and ability checks).
- 9) Lethargy - the character's limbs begin to feel heavy and their movements slow. Make a DC 15 Reflex save or become limited to only a single move action or standard action each turn, but not both (nor may the character take a full-round action).
- 10) Nausea - the character begins to experience extreme dizziness or stomach pains. Make a DC 15 Fort save or fall to the ground wracked with nausea. Nauseated creatures are unable to attack, cast spells, concentrate on spells, or do anything else requiring attention; they may only take a single move action each turn.
- 11) Numbness - the character experiences numbness and a general loss of sensation in their extremities. Make a DC 15 Reflex save or there is a 50% chance to drop all held items each round.
- 12) Voices - the character begins to hear threatening voices - perhaps from imaginary and unseen sources, perhaps the distorted and unreal voices of their companions. Make a DC 15 Will save or experience *confusion*, per the spell:

Confused Behavior (roll 1d6): (Wisdom save but same effects)

- a) 1-2 - Do nothing but babble incoherently.
- b) 3-4 - Flee at top possible speed.
- c) 5-6 - Attack the nearest creature (for this purpose, a familiar counts as part of the subject's self).

C) 5e Rules

Part 1A, 1) A Job Offer (EL -)

If pressed on form of payment, Lahr-opav agrees to a bounty equivalent to 100cp per beast slain, or a flat sum equivalent to 8000cp if the PCs can permanently resolve the situation.

Part 1C, 3) The Cave Mouth

Cliffbeast (CR ½) 6x

Part 2A, Cave Beasts - The Subterranean River (EL 5 or 6)

In each of the numbered areas, there is a 50% chance that an encounter occurs. If a roll indicates an encounter should occur, as well as any time an encounter is called for in the adventure text, roll on the table below to determine which creatures the PCs encounter.

Die Roll: d6

1	EL 5 - Chthonian Lamprey (CR 5) 1x
2	EL 5 - Cliff Beasts (CR ½) 6x
3	Dikun (CR 5) (reroll to see what beasts Dikun is fighting and see Encounter #3 - The Lone Survivor for more details; unique encounter - reroll if encountered a second time)
4	EL 6 - Kruthiks: Young Kruthiks (CR ½) 4x and Adult Kruthiks (CR 2) 2x
5	Parasitic Shell Armor (CR 5) 1x

Part 2A, Chamber #5 - The Pool

Water Elemental (CR 5) 1x

Part 2B, Cave Beasts - The Fungal Rainforest (EL 5 or 6)

In each of the numbered areas, there is a 50% chance that an encounter occurs. If a roll indicates an encounter should occur, as well as any time an encounter is called for in the adventure text, roll on the table below to determine which creatures the PCs encounter.

Die Roll: d6

1	EL 5 - Brown Tide Ooze (CR 5) 1x (unique encounter - reroll if encountered a second time)
2	EL 5 - Feral Darkstrike (CR 2) 2x
3	EL 6 - Fungal Gricks (CR 3) 2x
4	EL 5 - Parasitic Shell Armor (CR 5) 1x
5	EL 6 - Kruthiks: (roll again below)
	1-3) Adult Kruthik (CR 2) 3x
	4-6) Greater Kruthik (CR 5) 1x
6	EL 7 - Chthonian Coeurl (CR 7) 1x

Part 2B, Chamber #4 - Spore Garden

The spores in this chamber produce a variety of physical and hallucinogenic effects when inhaled.

At the beginning of every round they occupy this chamber, each character must roll 1d6 to determine the effect of the spores. All effects last for one round:

- 1) Fascination - the character experiences an extreme fascination with one of the plants or fungi, viewing it as a thing to be treasured, cared for, and perhaps even worshiped. Make a DC 15 Charisma save or become incapacitated.
- 2) Hallucinations - the character begins to see and hear things that are not real. Make a DC 15 Wisdom save or become distracted by these sounds and visions (whether pleasant or terrifying), taking a -2 penalty on attack rolls, saving throws, skill checks, and ability checks.

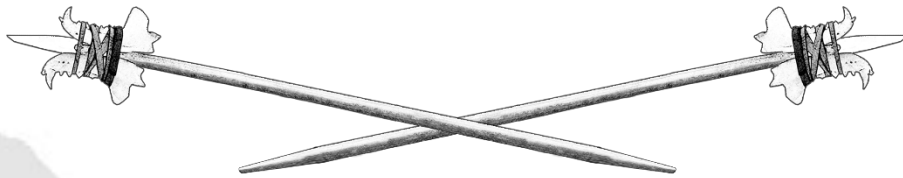
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- 3) Lethargy - the character's limbs begin to feel heavy and their movements slow. Make a DC 15 Strength save or become limited to only a single move action or standard action each turn, but not both (nor may the character take a full-round action).
- 4) Nausea - the character begins to experience extreme dizziness or stomach pains. Make a DC 15 Constitution save or fall to the ground wracked with nausea. Nauseated creatures are unable to attack, cast spells, concentrate on spells, or do anything else requiring attention; they may only take a single move action each turn.
- 5) Numbness - the character experiences numbness and a general loss of sensation in their extremities. Make a DC 15 Dexterity save or drop any held items each round.
- 6) Voices - the character begins to hear threatening voices - perhaps from imaginary and unseen

sources, perhaps the distorted and unreal voices of their companions. Make a DC 15 Intelligence save or experience *confusion*, per the spell:

Confused Behavior (roll 1d10):

- a) 1 - The creature uses all its movement to move in a random direction. To determine the direction, roll a d8 and assign a direction to each die face. The creature doesn't take an action this turn.
- b) 2-6 - The creature doesn't move or take actions this turn.
- c) 7-8 - The creature uses its action to make a melee attack against a randomly determined creature within its reach. If there is no creature within its reach, the creature does nothing this turn.
- d) 9-10 - The creature can act and move normally.



Appendix 2: Monsters & NPCs



A) 2e Stats

Brown Tide Ooze

Climate/Terrain:	Jagged Cliffs or Underground
Frequency:	Very Rare
Organization:	Solitary
Activity Cycle	All
Diet:	Omnivore
Intelligence:	Non (0)
Treasure:	N/A
Alignment:	Neutral
No. Appearing:	1
Armor Class:	8
Movement:	1
Hit Dice:	6
THAC0:	15
No. Of Attacks:	1
Damage/Attacks:	2-16 (2d8)
Special Attacks:	Engulf (see below)
Special Defenses:	see below
Magic Resistance:	Nil
Size:	H (12-15' wide)
Morale:	Average (8-10)
Level/XP Value:	500
Psionics Summary:	Nil

Psionics Summary

Level	Dis/Sci/Dev	Atk/Def	Score	PSPs
Nil	Nil	Nil	-	-

Player's Option: #AT0; MTHAC0 15; MAC 13

Combat: A brown tide ooze will try to engulf a Large or smaller enemy. A victim is entitled a saving throw vs breath weapon, otherwise it will be engulfed (it will suffer each turn the damage of an attack, and can free itself with a successful Bend Bars check). The ooze cannot be harmed by acid, cold, heat, or fire attacks, but electricity and magic missiles inflict full damage. Blows from weapons inflict only 1 point of damage per dice. A wooden weapon must save vs. poison or it will dissolve and break.

Direct sunlight will inflict 1d6 damage per round to the ooze.

Description: Brown tide oozes were created by the psurlon known as the Aberrant Master. They were designed to recreate the effects (or rather what the Aberrant Master believes the effects to have been) of the Brown Tide (a global catastrophe that afflicted Athas in the late Blue Age) in a mobile, predatory creature, but the brown tide ooze is currently a unique creature. Like most oozes, a brown tide ooze exits only feed, scouring its home caverns clean of all organic matter - living or dead - usually engulfing its prey within the mass of its flesh and exposing them to both its digestive juices and its poison - a type of toxin usually associated with dangerous algae blooms.

Brown tide oozes look much like other slimes: a large, amorphous, protoplasmic mass that slowly slithers across the ground. A brown tide ooze is, as the name suggests, usually brown in color - similar in shade to rotting organic matter.



The Chthonian Womb

Cave Watcher

Climate/Terrain:	Jagged Cliffs or Underground
Frequency:	Very Rare
Organization:	Solitary
Activity Cycle	All
Diet:	Special
Intelligence:	Low (5-7)
Treasure:	N/A
Alignment:	Neutral
No. Appearing:	2-5 (1d4+1)
Armor Class:	10
Movement:	3
Hit Dice:	4
THAC0:	17
No. Of Attacks:	1 (bite)
Damage/Attacks:	1d4-1
Special Attacks:	Nil
Special Defenses:	Nil
Magic Resistance:	Nil
Size:	S (3' tall)
Morale:	Elite (13-14)
Level/XP Value:	270
Psionics Summary:	25% are Wild Talents; see below

Psionics Summary

Level	Dis/Sci/Dev	Atk/Def	Score	PSPs
5	1/2/5	EW, MT/TS	10	24
Player's Option: #AT1; MTHAC0 17; MAC 8				

Telepathy - *Sciences*: Mindlink, Superior Invisibility; *Devotions*: (Conceal Thoughts), Contact, Ego Whip, False Sensory Input, Invisibility, (Life Detection), Mind Thrust, Thought Shield

Combat: A watcher is a creature with large, bulbous eyes possessed of virtually 360-degree vision. Cave watchers will try to ambush their enemy if possible: their expertise on their chosen terrain will give opponents -3 to their Surprise rolls.

Description: Cave watchers are descended from life-shaped watchers that developed the ability to fend for themselves. Armed with powerful psionic abilities, cave watchers seem to derive nourishment solely from the pain and suffering of nearby creatures. Cave watchers usually find a cavern ceiling on which to hide, wait for another creature to wander by, and then attack with their psionics. Weak creatures are often quickly incapacitated, but when dealing with more dangerous or mentally resilient creatures, a cave watcher will use *create sound* to produce a strange trilling warble noise centered on its prey to draw other predators to the scene. These other predators either kill the cave watcher's prey for it or are themselves killed - either way, the cave watcher stays safely hidden and feeds off of the other creatures' pain.

Cave watchers are as likely to be found in small groups as they are to be hunting individually. There does not seem to be a limit to the number of cave watchers that can psychically feed on one dying creature's pain, but cave watchers usually spread out to increase their chances of finding creatures to prey upon. Small clusters of the creatures are often found in busy passageways or tunnels within caves, where prey is more likely to pass by.



Chthonian Coeurl

Climate/Terrain:	Jagged Cliffs or Underground
Frequency:	Very Rare
Organization:	Solitary
Activity Cycle	All
Diet:	Carnivore
Intelligence:	Semi (2-4)
Treasure:	N/A
Alignment:	Neutral
No. Appearing:	2-5 (1d4+1)
Armor Class:	4
Movement:	15
Hit Dice:	6
THAC0:	15
No. Of Attacks:	2 (claw/claw)
Damage/Attacks:	2d4/2d4
Special Attacks:	Nil

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Special Defenses:	-2 on opponent's attack roll
Magic Resistance:	Nil
Size:	L (8-12' long)
Morale:	Elite (13-14)
Level/XP Value:	975
Psionics Summary:	see below

Psionics Summary

Level	Dis/Sci/Dev	Atk/Def	Score	PSPs
8	3/4/13	EW,(Id), MT, (PC)/TS, MB, M-, IF	12	85
Player's Option: #AT1; MTHAC0 18; MAC 10				

Clairsentience - *Sciences:* Clairaudience, Clairvoyance. *Devotions:* All-Round Vision, Danger Sense, Life Detection, Know Direction, See Ethereal, See Sound

Psychoportation - *Sciences;* Teleport. *Devotions:* Blink, Teleport Lock, Teleport Trace, Time/Space Anchor

Telepathy - *Devotions:* (Conceal Thoughts), Contact, Ego Whip, (ESP, Id Insinuation), Mind Thrust, (Psychic Crush)

Combat: The chthonian coeurl's main advantage in combat is a light-bending effect that continually surrounds the chthonian coeurl, making it difficult to surmise the creature's true location. Anyone attacking a chthonian coeurl does so at -2 on their attack roll. In addition, the beasts save as 12th-level fighters, adding +2 to their die rolls.

To determine the true position of the chthonian coeurl and its illusion, roll 1d10. On 1-5, the illusion is in front of the creature, 6-7 to the creature's left, 8-9, to the right. On 10, the illusion is behind the coeurl's actual position. This ability is psionic, and the chthonian coeurl's location can not be revealed or determined by *dispel magic*, *detect magic*, or *see invisibility*; *true seeing*, however, will reveal its position.

Description: Likely descended from ancient life-shaped protectors gone feral, the feline coeurls have developed powerful psionics that allow them to bend

light around them to disguise their true location and teleport short distances. Chthonian coeurls have even developed a psionic type of blindsight to make them even more effective hunters in the subterranean depths.



Chthonian Lamprey

Climate/Terrain:	Jagged Cliffs or Underground
Frequency:	Very Rare
Organization:	Solitary
Activity Cycle:	All
Diet:	Carnivore
Intelligence:	Animal (1)
Treasure:	N/A
Alignment:	Neutral
No. Appearing:	1-2
Armor Class:	6
Movement:	9 (Swim 9)
Hit Dice:	5
THAC0:	15
No. Of Attacks:	1 (bite)
Damage/Attacks:	1d8+1
Special Attacks:	Swallow Whole
Special Defenses:	Nil
Magic Resistance:	Nil
Size:	L (25' long)
Morale:	Average (8)
Level/XP Value:	420
Psionics Summary:	Nil

Psionics Summary

Level	Dis/Sci/Dev	Atk/Def	Score	PSPs
Nil	Nil	Nil	-	-
Player's Option: #AT0; MTHAC0 16; MAC 10				

Combat: A chthonian lamprey attacks by biting; an attack roll that exceeds the required score to hit by 4 or more indicates the victim has been swallowed whole. This lamprey can devour creatures up to 8 feet tall and

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6 feet wide. A swallowed creature dies in six rounds, is digested in two hours, and cannot be raised from the dead.

Anyone trapped inside a chthonian lamprey may attempt to cut their way out. The interior is AC 9, but digestive juices weaken the victim, causing a cumulative -1 penalty to the damage the victim can cause.

Special Defenses:	Nil
Magic Resistance:	Nil
Size:	S (3' long)
Morale:	Elite (15-16)
Level/XP Value:	65
Psionics Summary:	Nil

Psionics Summary

Level	Dis/Sci/Dev	Atk/Def	Score	PSPs
Nil	Nil	Nil	-	-

Player's Option: #AT0; MTHAC0 19; MAC 10

Description: Chthonian lampreys are not truly lampreys or even fish at all, earning their name due to their horrific sucker-like mouths that are ringed by multiple rows of teeth. The creatures are covered in a thick layer of slime, allowing them to breathe in air or water equally well through their purple and green-mottled skin. Chthonian lampreys are equally adept at moving across land and water, and are even capable of climbing nearly sheer surfaces, using multiple pairs of undulating appendages that line their body to quickly move along any number of surfaces.



Combat: These canine beasts have wide, grasping paws and extremely flexible legs, allowing them to climb even sheer slopes. They accompany halfling climbers, giving them protection and aiding them with their keen sense of smell, hearing, and sight. These senses are all at least twice as good as the average halfling's. Cliffbeasts attack with two claws and a bite, suffering no penalties if attacking while climbing but being limited to only one claw attack instead of two.

Cliffbeast

Climate/Terrain:	Jagged Cliffs or Underground
Frequency:	Very Rare
Organization:	Pack
Activity Cycle	All
Diet:	Carnivore
Intelligence:	Animal (1)
Treasure:	N/A
Alignment:	Neutral
No. Appearing:	2-5 (1d4+1)
Armor Class:	4
Movement:	6
Hit Dice:	2
THAC0:	19
No. Of Attacks:	3 (claw/claw/bite)
Damage/Attacks:	1d3/1d3/1d4
Special Attacks:	Nil



Description: Climbdogs long trapped underground and evolved or bred to be ambush predators, cliffbeasts have over-large eyes, enlarged noses, and large, bat-like ears on their still largely canine heads. They still retain the climbdog's powerful claw-tipped climbing paws, but many have scaly or leathery hide rather than their ancestral fur coats.

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Dikun

	Human Thief
Climate/Terrain:	Any
Frequency:	Very Rare
Organization:	Unique
Activity Cycle	Day
Diet:	Omnivore
Intelligence:	High (13-14)
Treasure:	K (H)
Alignment:	Neutral Evil
No. Appearing:	1
Armor Class:	3
Movement:	30 ft.
Hit Dice:	6 (25 hp)
THAC0:	18
No. Of Attacks:	1
Damage/Attacks:	Tortoise Blade 1d6
Special Attacks:	Backstab x3
Special Defenses:	Thief Abilities
Magic Resistance:	Nil
Size:	M (4-6' tall)
Morale:	Elite (13-14)
Level/XP Value:	2,000
Psionics Summary:	Nil

Psionics Summary

Level	Dis/Sci/Dev	Atk/Def	Score	PSPs
Nil	Nil	Nil	-	-
Player's Option: #AT0; MTHAC0 19; MAC 10				

Description: You see a disheveled man in leathers wielding a tortoise blade. He has a wild, paranoid look in his eyes.



Feral Darkstrike

Climate/Terrain:	Jagged Cliffs or Underground
Frequency:	Very Rare
Organization:	Solitary
Activity Cycle	All
Diet:	Carnivore
Intelligence:	Non (0)
Treasure:	N/A
Alignment:	Neutral
No. Appearing:	1-3 (1d3)
Armor Class:	5
Movement:	3
Hit Dice:	2
THAC0:	19
No. Of Attacks:	1 (bite)
Damage/Attacks:	1d8
Special Attacks:	Poison (type P)
Special Defenses:	Nil
Magic Resistance:	Nil
Size:	S (4' long)
Morale:	Fanatic (17-18)
Level/XP Value:	275
Psionics Summary:	Nil

Psionics Summary

Level	Dis/Sci/Dev	Atk/Def	Score	PSPs
Nil	Nil	Nil	-	-
Player's Option: #AT0; MTHAC0 19; MAC 10				

Combat: These guardian creatures look like snakes with large bulbous nodules at the end of their serpentine bodies. The nodules secrete an adhesive like clingpads so that they can be attached to walls, doors, or other surfaces. Their dark flesh allows them to blend into the shadows, becoming 90% invisible in dim light. Usually, they hide in nooks, alcoves, or around corners so that they can remain unseen, waiting to pounce. Foes surprise rolls are modified by a -2 when first attacked by a darkstrike.

A darkstrike can sense motion even in the dark (using sonar, similar to how bats navigate), so they usually attack based on movement. When a prey wanders below, the serpentine creature strikes at any available

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target with its bite. Poison nodules often accompany darkstrikes so that their bite carries with it a virulent (Type P) poison. A failed saving throw reduces all of the victim's attribute scores by one-half. They can also only move at one-half speed and cannot heal normally or via magic for 1d3 days.

Description: Feral darkstrikes are darkstrikes that have somehow developed into mobile, independent creatures over the centuries. In addition to their black, serpent-like bodies, feral darkstrikes have a dozen insectile legs and grasping mandible-like claws at the end of their body - they use these to cling to walls and ceilings, preying on passing creatures.



Fungal Grick

Climate/Terrain:	Jagged Cliffs or Underground
Frequency:	Very Rare
Organization:	Cluster
Activity Cycle	All
Diet:	Carnivore
Intelligence:	Semi (2)
Treasure:	N/A
Alignment:	Neutral
No. Appearing:	1-4 (1d4)
Armor Class:	3
Movement:	9
Hit Dice:	3
THAC0:	17
No. Of Attacks:	1-4 (tentacles)
Damage/Attacks:	1d4 each
Special Attacks:	Nil
Special Defenses:	Nil
Magic Resistance:	Nil
Size:	S (3-4' long)
Morale:	Steady (12)
Level/XP Value:	175

Psionics Summary

<u>Level</u>	<u>Dis/Sci/Dev</u>	<u>Atk/Def</u>	<u>Score</u>	<u>PSPs</u>
Nil	Nil	Nil	-	-
Player's Option: #AT0; MTHAC0 18; MAC 10				

Description: Fungal gricks are predatory fungal creatures that have grick-like forms and hunting habits. They have a worm-like body as long as a man is tall, and four tentacles located on a head-like structure. The tentacles surround a beak-like maw that the creatures use to grind up fallen prey and speed up decomposition.



The Chthonian Womb

Kruthik

	Kruthik, Young	Kruthik, Adult	Kruthik, Greater
Climate/Terrain:	Jagged Cliffs or Underground	Jagged Cliffs or Underground	Jagged Cliffs or Underground
Frequency:	Rare	Rare	Rare
Organization:	Pack	Pack or Solitary	Solitary
Activity Cycle	Any	Any	Any
Diet:	Carnivore	Carnivore	Carnivore
Intelligence:	Animal (1)	Semi (2)	Low (5-7)
Treasure:	Nil (A)	Nil (A)	Nil (A)
Alignment:	Neutral	Neutral	Neutral
No. Appearing:	5-10 (1d6+4)	1 or 3-6 (1d4+2)	1 or 2-4 (1d3+1)
Armor Class:	7	4	2
Movement:	24	4	24
Hit Dice:	4	24	8
THAC0:	4	6	13
No. Of Attacks:	19	17	5 (claw/claw/bite/claw/claw)
Damage/Attacks:	3 (claw/claw/bite)	3 (claw/claw/bite)	2d4/2d4/1d8/1d6/1d6
Special Attacks:	1d4/1d4/1d6	1d6/1d6/1d8	Acid
Special Defenses:	Nil	Spike volley	
Magic Resistance:	Nil	Nil	Nil
Size:	S (2' at the shoulder)	M (5' at the shoulder)	L (8' at the shoulder)
Morale:	Champion (16)	Champion (16)	Champion (16)
Level/XP Value:	120	420	1400
Psionics Summary:	Nil	Nil	Nil
MAC:	8	6	4
MTHAC0:	20	18	17

Psionics Summary

Level	Dis/Sci/Dev	Atk/Def	Score	PSPs
Nil	Nil	Nil	-	-
Player's Option: #AT0; MTHAC0 see above; MAC see above				

Combat: Kruthiks of all ages are equipped with formidable claws and powerful bites. Packs of young kruthiks usually try to swarm their prey, whereas adult and greater kruthiks often target the smallest or weakest looking prey and focus on them before moving onto other targets.

Young kruthiks attack with their claws and bite, often leaping into combat with the aid of their vestigial wings.

Adult kruthiks also employ their bite and claws, but usually soften their prey up by launching volleys of spikes from their back plates. Each volley consists of 4 spikes, and each spike inflicts 1d6 points of damage if it hits (roll to hit separately for each spike). An adult kruthik can unleash 4 such volleys per day.

Greater kruthiks acid glands rather than spike volleys. These cause an additional 1d6 points of damage per claw or bite attack that hits. Due to their size, ferocity, and ability to pounce at their prey, greater kruthiks also gain a rake attack. If both front claw attacks hit a single target, a greater kruthik can rake with their hind

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claws for 1d6 points of damage each (also inflicting acid damage on successful hits).

Description: Kruthiks are terrifyingly effective predators that combine aspects of both canines and insects. Kruthiks' bodies are armored with thick, chitinous plates, their limbs all end in scything claws, and they are all surprisingly fast.

Kruthik hatchlings are just as aggressive as their later adult forms, capable of jumping surprisingly long distances and moving extremely quickly. Kruthik hatchlings instinctively form packs for mutual defense and are rarely encountered alone.

Adult kruthiks are capable of launching volleys of spikes from their back several times a day, allowing them to engage prey at long distance. Adult kruthiks are known to hunt in packs, but it is not uncommon for them to become solitary hunters.

As an adult kruthik continues to age and mature, it will gradually evolve into a greater kruthik. These apex predators lose the spike volley attack from their back plates, evolving instead glands that secrete acid from their claws and fangs. Greater kruthiks are veritable engines of destruction, with wickedly sharp claws and pre-digestive acid dripping from both their bite and claws. Greater kruthiks often hunt alone, but they can occasionally be found running in packs.



Parasitic Shell Armor

Climate/Terrain:	Underground
Frequency:	Very Rare
Organization:	Solitary
Activity Cycle	All
Diet:	Special
Intelligence:	High (13-14)
Treasure:	N/A
Alignment:	Chaotic Neutral
No. Appearing:	1-4
Armor Class:	6
Movement:	2, Fly 15 (D)
Hit Dice:	6
THAC0:	15
No. Of Attacks:	2 + special (claw/claw)
Damage/Attacks:	1d6/1d6 + special
Special Attacks:	See Below
Special Defenses:	See Below
Magic Resistance:	Nil
Size:	L (4-6' tall)
Morale:	Elite (13-14)
Level/XP Value:	1,400
Psionics Summary:	see below

Psionics Summary

Level	Dis/Sci/Dev	Atk/Def	Score	PSPs
6	1/1/2	- / -	16	50
Player's Option: #AT0; MTHAC0 17; MAC 8				

Psychometabolism — *Sciences:* shadow form; *Devotions:* chameleon power, displacement.

Combat: When parasitic shell armor strikes at its victim, it moves with blinding speed. Without warning, the shell armor flies at its target and, if the attack roll is successful, engulfs its prey within its constituent pieces. Any creature that falls victim to this attack is all but helpless and can be bitten easily (no roll required) for 1d4 points of damage plus the victim's unadjusted Armor Class. Thus, an adventurer in chain mail (AC 5) suffers 1d4+5 points of damage each round. Shields offer no protection from such attacks.

While it is devouring its chosen victim, the parasitic shell armor uses its claw attacks to inflict 1d6 points of

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damage on those who move in to help rescue the captive.

Any attacks made on the parasitic shell armor inflict half their damage to the shell armor and the other half to the trapped victim. Area effect spells, such as fireball, cause full damage to both the monster and its victim.

The parasitic shell armor can also emit a special subsonic buzzing sound of variable intensity. Although this power is blocked by stone or other dense materials, it can be very effective in an open chamber. A parasitic shell armor may emit one of four types of buzz each round. The first causes unease and numbs the minds of those within 80 feet of the shell armor. The immediate effect of this buzz is to cause a -2 penalty to the victims' attack and damage rolls. Further, any creature that is forced to listen to the buzz for six consecutive rounds is temporarily forced into a trance that renders it unable to attack or defend itself as long as the buzzing continues.

The second type of buzzing acts as a *fear* spell. All creatures within 30 feet of the parasitic shell armor must roll a successful saving throw vs. spell or flee in terror for two rounds.

The third type of buzzing causes nausea and weakness and affects all those in a cone 30 feet long and 20 feet wide at its open end. Anyone caught in this area must roll a successful saving throw vs. poison or be overcome by nausea and weakness for 1d4+1 rounds. During this time, those who fail their saving throws are unable to act in any manner.

The fourth and final type of buzzing acts as a *hold person* spell. This power can be used on only one person at a time, has a range of 30 feet, and lasts for five rounds.

Each of the various effects of the parasitic shell armor's buzzing can be defeated by the use of a *neutralize poison* spell on a victim.

The parasitic shell armor has several psionic abilities which it uses to aid its hunting. When it detects potential prey, parasitic shell armor will often use either its *shadow form* or *chameleon power* abilities to conceal itself or sneak up on a target. Once combat is initiated, parasitic shell armor makes liberal use of its *displacement* ability to avoid being struck - either by its target or by any associates of said target.

Description: Parasitic shell armor is a suit of life-shaped shell armor that has somehow become self-aware, developed psionic abilities, and gone feral. Bonded with a pair of armbalades, the composite creature now hunts for prey to latch onto and drain of vital fluids.

When not moving, parasitic shell armor is nearly indistinguishable from a normal suit of life-shaped shell armor and two armbalades, all tossed haphazardly to the floor. When it must move but cannot psionically fly about, parasitic shell armor scuttles about like some strange and hideous spider or crab.



Quill Scarab

Climate/Terrain:	Jagged Cliffs or Underground Very Rare
Frequency:	Quiver
Organization:	All
Activity Cycle	Special
Diet:	Non (0)
Intelligence:	N/A
Treasure:	Neutral
Alignment:	2-5 (1d4+1)
No. Appearing:	7
Armor Class:	6
Movement:	2
Hit Dice:	19
THAC0:	1
No. Of Attacks:	1-3
Damage/Attacks:	Quills
Special Attacks:	
Special Defenses:	Nil
Magic Resistance:	Nil
Size:	S (2-3' long)
Morale:	Average (8-10)
Level/XP Value:	120

Psionics Summary

Level	Dis/Sci/Dev	Atk/Def	Score	PSPs
Nil	Nil	Nil	-	-
Player's Option: #AT0; MTHAC0 19; MAC 10				

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Combat: A quill scarab's only defense is its quills. A quill scarab typically initiates combat by launching a volley of quills (150 yard range as a shortbow), causing 1-6 points of damage. A quill scarab can fire eight such volleys each day (the quills regrow quickly). If confronted in melee, a quill scarab uses its quills to scratch at its attacker.

Description: Quill scarabs resemble large scarab beetles - often measuring at least three feet long - whose upper shells are covered in long, extremely sharp spines. Evolved from an insectoid version of the more common arrowhead gecko, quill scarabs are now capable of launching their spines a considerable distance, making them more than capable of defending themselves and quite successful predators. Quill scarabs often attack from beneath undergrowth, attacking from hiding until their targets either flee or fall.



The Aberrant Master

Climate/Terrain:	Astral Plane or Underground
Frequency:	Very Rare
Organization:	Solitary or Community
Activity Cycle	Any
Diet:	Carnivore
Intelligence:	Genius (17-18)
Treasure:	V
Alignment:	Lawful Evil
No. Appearing:	1 (1d4 on the Astral Plane)
Armor Class:	4
Movement:	9
Hit Dice:	7
THAC0:	13
No. Of Attacks:	3 (claw/claw/bite)
Damage/Attacks:	3d4/3d4/2d8
Special Attacks:	Psionics
Special Defenses:	See below
Magic Resistance:	40%
Size:	M (5' tall, 7' long)
Morale:	Elite (15-16)
Level/XP Value:	4000

Psionics Summary

Level	Dis/Sci/Dev	Atk/Def	Score	PSPs
7	3/4/12	EW,II,MT, PsC/IF,MB, MBk,TS	13	50
Player's Option: #AT1; MTHAC0 16; MAC 6				

Telepathy — *Sciences:* domination, mind link; *Devotions:*(aversion, conceal thoughts, false sensory input, inflict pain), id insinuation, contact, psionic crush, mind thrust, ego whip(suggestion).

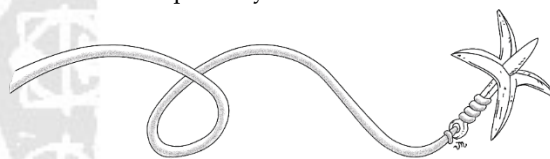
Psychoportation — *Science:* banishment; *Devotions:* astral projection, time/space anchor.

Psychometabolism — *Science:* life draining; *Devotions:* control body, mind over body, enhanced strength, flesh armor, prolong.

Combat: When the Aberrant Master engages in physical combat, it uses both of its claws, causing 3-12 (3d4) points of damage each, and its bite, for 2-16 (2d8) points of damage. It seldom engages in physical combat, preferring to fight psionically.

All psurlons have a natural AC 4 and can only be hit by a +1 or better magical weapon or by creatures of 6 HD or better and those with natural magical abilities. Wounds of other types cause very little damage and heal instantly. Their enhanced protection is because of their magical and psionic experimentation on their own flesh. Psurlons are immune to all sleep, charm, and hold spells and have 40% magic resistance.

Description: The Aberrant Master looks like any other psurlon, a man-sized creature that look like an upright-standing earthworm with a humanoid body plan. They have strange, segmented limbs, no eyes, and huge, tooth-ringed mouths. Psurlons are a race of highly intelligent creatures who are largely trapped on the Astral Plane, and who are often sought out by psions who wish to benefit from their advanced knowledge of psionics. They are highly manipulative and firmly believe in the superiority of their race as a whole.



B) 3.5e Stats

Brown Tide Ooze CR 5

TN Large Ooze

Init -5; **Senses** Blindsight 60 ft.; Listen +0, Spot +0

Languages: -

AC 4, touch 4, flat-footed 4

(-1 size, -5 Dex)

hp 162 (12d10+96);

Immunities: Ooze Traits; **Weaknesses:** Vulnerability to Sunlight

Fort +12, **Ref** -1, **Will** -1

Speed 15 ft. (3 squares), Swim 15 ft.

Melee: Slam +11 (1d6+3 plus Acid)

Space 10 ft.; **Reach** 5 ft.

Base Atk +9; **Grp** +14

Combat Actions: Acid (1d6 acid dmg), Engulf (DC 16), Poison (DC 22)

Abilities Str 16, Dex 1, Con 26, Int 0, Wis 1, Cha 1

SQ: Blindsight 60 ft., Ooze Traits, Vulnerability to Sunlight.

Feats: -

Skills: -

Environment: Aquatic or Underground

Organization: Solitary

Treasure: None

Alignment: Always neutral

Advancement: 12-24 HD (Large); 24-36 (Huge)

Level Adjustment: -

Acid (Ex): A brown tide ooze's acid does not harm metal or stone.

Blindsight (Ex): An ooze's entire body is a primitive sensory organ that can ascertain prey by scent and vibration within 60 feet.

Engulf (Ex): Although it moves slowly, a brown tide ooze can simply mow down Large or smaller creatures as a standard action. It cannot make a slam attack during a round in which it engulfs. The brown tide ooze merely has to move over the opponents, affecting as many as it can cover. Opponents can make opportunity attacks against the ooze, but if they do so they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed on a Reflex save (DC ½ HD + Str modifier + 1) or be

engulfed; on a success, they are pushed back or aside (opponent's choice) as the ooze moves forward. Engulfed creatures are subject to the ooze's poison and acid, and are considered to be grappled and trapped within its body. The save DC includes a +1 racial bonus.

Poison (Ex): Contact, Fortitude save (DC 10 + ½ HD + Con modifier), initial damage 1 Con, secondary damage 1d2. The save DC is Constitution-based.

Vulnerability to Sunlight (Ex): Direct sunlight deals a brown tide ooze 1d6 points of damage each round.

Description: Brown tide oozes were created by the psurlon known as the Aberrant Master. They were designed to recreate the effects (or rather what the Aberrant Master believes the effects to have been) of the Brown Tide (a global catastrophe that afflicted Athas in the late Blue Age) in a mobile, predatory creature, but the brown tide ooze is currently a unique creature. Like most oozes, a brown tide ooze exits only feed, scouring its home caverns clean of all organic matter - living or dead - usually engulfing its prey within the mass of its flesh and exposing them to both its digestive juices and its poison - a type of toxin usually associated with dangerous algae blooms.

Brown tide oozes look much like other slimes: a large, amorphous, protoplasmic mass that slowly slithers across the ground. A brown tide ooze is, as the name suggests, usually brown in color - similar in shade to rotting organic matter.



The Chthonian Womb

Cave Watcher CR 2

TN Small Aberration (Psionic)

Init +4; **Senses** Darkvision 120 ft.; Listen +4, Spot +8

Languages: -

AC 16, touch 15, flat-footed 12

(+1 size, +4 Dex, +1 Nat)

hp 13 (4d8+4);

Fort +3, **Ref** +5, **Will** +5

Speed 10 ft. (2 squares), Climb 10 ft.

Melee: Bite +8 (1d3+1)

Space 5 ft.; **Reach** 5 ft.

Base Atk +3; **Grp** +0

Combat Actions: -

Psi-Like Abilities: At will - *cloud mind*, *create sound*, *thought shield*; 3/day - *ego whip*, *entangling ectoplasm*, *mind thrust*; ML = 5th. The save DCs are Charisma-based.

Abilities Str 13, Dex 18, Con 15, Int 2, Wis 12, Cha 14

SQ: Darkvision 120 ft., Keen Senses, Skills.

Feats: Alertness^B, Combat Manifestation, Improved Initiative, Weapon Finesse^B.

Skills: Climb +3+0+8, Concentration +2+5(+4), Hide +4+0+10, Listen +1+1+2, Spot +1+1+2+4.

Environment: Underground

Organization: Solitary or cluster (2-5)

Treasure: Standaard

Alignment: Always neutral

Advancement: 4-8 HD (Small)

Level Adjustment: -

Keen Senses (Ex): A cave watcher sees four times as well a human in shadowy illumination and twice as well in normal light. It also has darkvision out to 120 feet.

Skills: Due to their natural camouflage, cave watchers have a +10 racial bonus on Hide checks in natural stone surroundings. Cave watchers also have a +4 racial bonus on Spot checks and a +8 racial bonus on Climb checks. They can always choose to take 10 on Climb checks, even if rushed or threatened. They use their Dexterity modifier instead of their Strength modifier for Climb checks.

Description: Cave watchers are descended from life-shaped watchers that developed the ability to fend for

themselves. Armed with powerful psionic abilities, cave watchers seem to derive nourishment solely from the pain and suffering of nearby creatures. Cave watchers usually find a cavern ceiling on which to hide, wait for another creature to wander by, and then attack with their psionics. Weak creatures are often quickly incapacitated, but when dealing with more dangerous or mentally resilient creatures, a cave watcher will use *create sound* to produce a strange trilling warble noise centered on its prey to draw other predators to the scene. These other predators either kill the cave watcher's prey for it or are themselves killed - either way, the cave watcher stays safely hidden and feeds off of the other creatures' pain.

Cave watchers are as likely to be found in small groups as they are to be hunting individually. There does not seem to be a limit to the number of cave watchers that can psychically feed on one dying creature's pain, but cave watchers usually spread out to increase their chances of finding creatures to prey upon. Small clusters of the creatures are often found in busy passageways or tunnels within caves, where prey is more likely to pass by.



Chthonian Coeurl CR 5

LE Large Magical Beast

Init +2; **Senses** Blindsight 120 ft.; Listen +1, Spot +1

Languages: -

AC 16, touch 11, flat-footed 14

(-1 size, +2 Dex, +5 Nat)

hp 58 (7d8+21);

Fort +8, **Ref** +7, **Will** +3

Speed 40 ft. (8 squares)

Melee: Tentacle +10 (1d8+4)

Full Melee: 2x Tentacle +10 (1d8+4) and Bite +5 (1d8+2)

Space 10 ft.; **Reach** 5 ft. (10 ft. w/ Tentacles)

Base Atk +7; **Grp** +15

Combat Actions: Combat Reflexes (2/round)

Psi-Like Abilities: 3/day - *psionic dimension door*; ML = 6th. The save DCs are Charisma-based.

Abilities Str 18, Dex 15, Con 16, Int 5, Wis 12, Cha 8

SQ: Blindsight 120 ft., Displacement.

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Feats: Combat Reflexes, Improved Natural Attack (Tentacles), Stealthy.

Skills: Hide +11, Listen +1, Move Silently +11, Spot +1.

Environment: Underground

Organization: Solitary, pair, or pride (6-10)

Treasure: 1/10 coins; 50% goods; 50% items

Alignment: Usually lawful evil

Advancement: 7–9 HD (Large); 10–18 HD (Huge)

Level Adjustment: -

Blindsight (Ex): Using its psionically-enhanced hearing, a chthonian coeurl can ascertain all foes within 120 feet. Beyond that range it is considered blinded. Chthonian coeurls are invulnerable to gaze attacks, visual effects of spells such as illusions, and other attack forms that rely on sight. A chthonian coeurl whose psionics are disrupted (such as with a dispel psionics or a null psionics field) or whose sense of hearing is impaired is effectively blinded, treating all targets as having total concealment.

Displacement (Su): A light-bending effect continually surrounds a chthonian coeurl, making it difficult to surmise the creature's true location. Any melee or ranged attack directed at it has a 50% miss chance unless the attacker can locate the coeurl by some means other than sight. A *true seeing* effect allows the user to see the coeurl's position, but *see invisibility* has no effect.

Resistance to Ranged Attacks (Su): A chthonian coeurl has a +2 resistance bonus on saves against any ranged magical attack that specifically targets it (except for ranged touch attacks).

Skills: A chthonian coeurl has a +8 racial bonus on Hide checks, thanks to its displacement ability.

Description: Likely descended from ancient life-shaped protectors gone feral, the feline coeurls have developed powerful psionics that allow them to bend light around them to disguise their true location and teleport short distances. Chthonian coeurls have even developed a psionic type of blindsight to make them even more effective hunters in the subterranean depths.



Chthonian Lamprey CR 5

TN Huge Animal (Aquatic)

Init +3; **Senses** Scent; Listen +9, Spot +9

Languages: -

AC 15, touch 11, flat-footed 12

(-1 size, +3 Dex, +4 Nat)

hp 63 (11d8+14);

Fort +8, **Ref** +10, **Will** +4

Speed 20 ft. (4 squares), Climb 20 ft., Swim 20 ft.

Melee: Bite +13 (1d8+10)

Space 15 ft.; **Reach** 10 ft.

Base Atk +8; **Grp** +23

Combat Actions: Improved Grab, Swallow Whole

Abilities Str 25, Dex 17, Con 13, Int 1, Wis 12, Cha 2

SQ: Amphibious, Scent, Skills.

Feats: Alertness, Endurance, Skill Focus (Hide), Toughness.

Skills: Balance +11, Climb +17, Hide +10, Listen +9, Spot +9, Swim +16.

Environment: Underground

Organization: Solitary

Treasure: None

Alignment: Always neutral

Advancement: 11–33 HD (Huge)

Level Adjustment: -

Amphibious (Ex): Although chthonian lampreys are aquatic, they can survive indefinitely on land.

Improved Grab (Ex): To use this ability, a chthonian lamprey must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can attempt to swallow the foe the following round.

Skills: Chthonian lampreys have a +4 racial bonus on Hide, Listen, and Spot checks and a +8 racial bonus on Balance and Climb checks. A chthonian lamprey can always choose to take 10 on a Climb check, even if rushed or threatened. Chthonian lampreys use either their Strength modifier or Dexterity modifier for Climb checks, whichever is higher. A chthonian lamprey has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

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Swallow Whole (Ex): A chthonian lamprey can try to swallow a grabbed opponent of a smaller size than itself by making a successful grapple check. Once inside, the opponent takes crushing damage equal to a successful bite attack from the lamprey's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the gizzard (AC 12). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out. A Huge lamprey's interior can hold 2 Medium, 8 Small, 32 Tiny, or 128 Diminutive or smaller opponents.

Description: Chthonian lampreys are not truly lampreys or even fish at all, earning their name due to their horrific sucker-like mouths that are ringed by multiple rows of teeth. The creatures are covered in a thick layer of slime, allowing them to breathe in air or water equally well through their purple and green-mottled skin. Chthonian lampreys are equally adept at moving across land and water, and are even capable of climbing nearly sheer surfaces, using multiple pairs of undulating appendages that line their body to quickly move along any number of surfaces.



Cliffbeast CR 2

TN Medium Animal

Init +2; **Senses** Darkvision 30 ft, Low-Light Vision, Scent; Listen +5, Spot +2

Languages: -

AC 16, touch 12, flat-footed 15

(+2 Dex, +4 Nat)

hp 15 (2d8+6);

Fort +6, **Ref** +5, **Will** +0

Speed 30 ft. (6 squares), Climb 20 ft.

Melee: Claw +6 (1d4+5)

Full Melee: 2x Claw +6 (1d4+5) and Bite +1 (1d4+2)

Space 5 ft.; **Reach** 5 ft.

Base Atk +1; **Grp** +6

Combat Actions: Trip (+5)

Abilities Str 20, Dex 15, Con 16, Int 1, Wis 11, Cha 5

SQ: Darkvision 60 ft., Low-Light Vision, Scent.

Feats: Skill Focus (Hide).

Skills: Climb +16, Hide +5, Listen +5, Spot +2.

Environment: Temperate Mountains or Underground

Organization: Solitary or pack (2-5)

Treasure: None

Alignment: Always neutral

Advancement: 2-4 HD (Medium); 4-6 HD (Large)

Level Adjustment: -

Skills (Ex): A cliffbeast has a +4 racial bonus on Listen and a +2 racial bonus on Spot checks. A cliffbeast has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.

Trip (Ex): A cliffbeast that hits with a bite attack can attempt to trip the opponent as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the cliffbeast.

Description: Climbdogs long trapped underground and evolved or bred to be ambush predators, cliffbeasts have over-large eyes, enlarged noses, and large, bat-like ears on their still largely canine heads. They still retain the climbdog's powerful claw-tipped climbing paws, but many have scaly or leathery hide rather than their ancestral fur coats.



The Chthonian Womb

Dikun CR 5

Male Human Rogue 5

Neutral Evil Medium Humanoid (Human)

Init +8; **Senses** Listen +4, Spot +4

Aura -

Languages: Common, Dwarf, Giant

AC 17, touch 14, flat-footed 13; **Uncanny Dodge** (+4 Dex, +2 Armor, +1 Shield)

hp 22 (5d6+5);

Fort +2, **Ref** +8, **Will** +0

Speed 30 ft. (6 squares)

Melee: Tortoise Blade +7 (1d4)

Space/Reach: 5 ft./5 ft.

Base Atk +3; **Grp** +3

Combat Actions: Blind Fight, Sneak Attack (+3d6)

Combat Gear: Leather Armor, Tortoise Blade

Abilities Str 10, Dex 18, Con 12, Int 14, Wis 8, Cha 13
SQ Evasion, Trapfinding, Trap Sense +1, Uncanny Dodge.

Feats Blind Fight, Improved Initiative, Weapon Finesse.

Skills: Bluff +1+8, Diplomacy +1+0+2+2, Hide +4+7, Listen -1+5, Move Silently +4+7, Search +2+5, Sense Motive -1+8, Sleight of Hand +4+5+2, Spot -1+5, Tumble +4+5.

Possessions: 4,300cp or Combat Gear plus: Dull Gray Ioun Stone (with *Continual Flame* cast on it), Gloves of Dexterity +2, Shard of Tumble +5; 25cp

Evasion (Ex): At 2nd level and higher, a rogue can avoid even magical and unusual attacks with great agility. If she makes a successful Reflex saving throw against an attack that normally deals half damage on a successful save, she instead takes no damage. Evasion can be used only if the rogue is wearing light armor or no armor. A helpless rogue does not gain the benefit of evasion.

Sneak Attack: If a rogue can catch an opponent when he is unable to defend himself effectively from her attack, she can strike a vital spot for extra damage.

The rogue's attack deals extra damage any time her target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not), or when the rogue flanks her target. This extra damage is 1d6 at 1st level, and it increases by 1d6 every two rogue levels thereafter. Should the rogue score a

critical hit with a sneak attack, this extra damage is not multiplied.

Ranged attacks can count as sneak attacks only if the target is within 30 feet.

With a sap (blackjack) or an unarmed strike, a rogue can make a sneak attack that deals nonlethal damage instead of lethal damage. She cannot use a weapon that deals lethal damage to deal nonlethal damage in a sneak attack, not even with the usual -4 penalty.

A rogue can sneak attack only living creatures with discernible anatomies—undead, constructs, oozes, plants, and incorporeal creatures lack vital areas to attack. Any creature that is immune to critical hits is not vulnerable to sneak attacks. The rogue must be able to see the target well enough to pick out a vital spot and must be able to reach such a spot. A rogue cannot sneak attack while striking a creature with concealment or striking the limbs of a creature whose vitals are beyond reach.

Trapfinding: Rogues (and only rogues) can use the Search skill to locate traps when the task has a Difficulty Class higher than 20.

Finding a nonmagical trap has a DC of at least 20, or higher if it is well hidden. Finding a magic trap has a DC of 25 + the level of the spell used to create it.

Rogues (and only rogues) can use the Disable Device skill to disarm magic traps. A magic trap generally has a DC of 25 + the level of the spell used to create it.

A rogue who beats a trap's DC by 10 or more with a Disable Device check can study a trap, figure out how it works, and bypass it (with her party) without disarming it.

Trap Sense (Ex): At 3rd level, a rogue gains an intuitive sense that alerts her to danger from traps, giving her a +1 bonus on Reflex saves made to avoid traps and a +1 dodge bonus to AC against attacks made by traps. These bonuses rise to +2 when the rogue reaches 6th level, to +3 when she reaches 9th level, to +4 when she reaches 12th level, to +5 at 15th, and to +6 at 18th level.

Trap sense bonuses gained from multiple classes stack.

Uncanny Dodge (Ex): Starting at 4th level, a rogue can react to danger before her senses would normally allow her to do so. She retains her Dexterity bonus to AC (if any) even if she is caught flat-footed or struck by an invisible attacker. However, she still loses her Dexterity bonus to AC if immobilized.

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If a rogue already has uncanny dodge from a different class she automatically gains improved uncanny dodge instead.

Description: You see a disheveled man in leathers wielding a tortoise blade. He has a wild, paranoid look in his eyes.



Feral Darkstrike CR 3

TN Medium Aberration

Init +7; **Senses** Darkvision 30 ft, Low-Light Vision, Scent; Listen +6, Spot +4

Languages: -

AC 17, touch 13, flat-footed 15
(+3 Dex, +4 Nat)

hp 15 (2d8+6);

Fort +3, **Ref** +3, **Will** +4

Speed 10 ft. (2 squares), Climb 10 ft.

Melee: Bite +5 (1d3+7 plus Poison)

Space 5 ft.; **Reach** 10 ft.

Base Atk +1; **Grp** +6

Combat Actions: Poison (DC 14)

Abilities Str 20, Dex 17, Con 16, Int 1, Wis 13, Cha 3

SQ: Darkvision 60 ft., Low-Light Vision, Scent.

Feats: Improved Initiative.

Skills: Hide +3+3+8, Listen +1+1+4, Spot +1+1+2.

Environment: Underground

Organization: Solitary

Treasure: None

Alignment: Always neutral

Advancement: 2–6 HD (Medium)

Level Adjustment: -

Poison: Injected, Fortitude DC 13, initial damage 1d4 Con, secondary damage 1d3 Wis. The save DC is Constitution-based.

Skills: A darkstrike has a +8 racial bonus on Hide checks and a +2 racial bonus on Listen and Spot checks.

Description: Feral darkstrikes are darkstrikes that have somehow developed into mobile, independent

creatures over the centuries. In addition to their black, serpent-like bodies, feral darkstrikes have a dozen insectile legs and grasping mandible-like claws at the end of their body - they use these to cling to walls and ceilings, preying on passing creatures.



Fungal Grick CR 3

TN Medium Plant (Augmented Aberration)

Init +1; **Senses** Darkvision 60ft., Scent; Listen +6, Spot +6

Languages: -

AC 13, touch 11, flat-footed 12
(+1 Dex, +2 Nat)

hp 9 (2d8);

Damage Reduction: 10/magic

Immune: Plant Traits

Fort +0, **Ref** +1, **Will** +5

Speed 20 ft. (4 squares), Climb 10 ft.

Melee: Tentacle +3 (1d4+2)

Full Melee: 4x Tentacle +3 (1d4+2) and Bite -2 (1d3+1)

Space 5 ft.; **Reach** 5 ft.

Base Atk +1; **Grp** +3

Combat Actions: Create Spawn, Poison Spore Cloud (1/day, DC 11), Poisonous Blood (DC 11)

Abilities Str 14, Dex 12, Con 11, Int 3, Wis 14, Cha 5

SQ: Damage Reduction, Darkvision 60 ft., Fungal Metabolism, Plant Traits, Scent.

Feats: Alertness, Track ^B.

Skills: Climb +2+0+8, Hide +1+1(+8), Listen +2+2+2, Spot +2+2+2.

Environment: Underground

Organization: Solitary or cluster (2-4)

Treasure: 1/10 coins; 50% goods; 50% items

Alignment: Always neutral

Advancement: 3–4 HD (Medium); 5–6 HD (Large)

Level Adjustment: -

Create Spawn (Ex): The body of a creature killed by Constitution damage from a fungal creature's spore cloud is slowly transformed into a fungal creature. This transformation takes at least 1 full day, but particularly dry conditions can extend the process for up to a week (GM's discretion). Once fully converted, the corpse cannot be raised from the dead, but it can

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still be resurrected or reincarnated. The application of a plant growth spell halves the transformation time, and the application of a *diminish plants* spell doubles it. A blight spell destroys the fungal spores and prevents transformation of the corpse. Spells that remove disease are ineffective against the spores.

The fungal creature lacks the class levels and memories of the creature from which it gained its form. If the base creature has 1 or fewer racial HD and is normally presented as classed (as with most humanoids), use a 1st-level warrior version of it as the base creature.

The fungal creature awakens as a free-willed being knowing all it needs to know (including language) in order to use its abilities and survive. Although it bears no allegiance to the fungal creature that created it, the new fungal creature immediately recognizes other fungal creatures as its own kind.

Fungal Metabolism (Ex): Fungal creatures do not breathe, nor do they need to eat or sleep in the typical manner. They gain all the sustenance they require from contact with moist natural earth, but they require rejuvenation (see Rejuvenation) as often and for as long as humans need sleep.

Poison Spore Cloud (Ex): Once per day, a fungal creature can release a choking yellow cloud of spores in a 15-foot-radius spread. The spore cloud lingers visibly in the air for 10 rounds, but it dissipates normally on the wind. This cloud functions as an inhaled poison.

Any creature that does not hold its breath before the fungal creature activates this ability is assumed to inhale the spores. Each breathing creature in the cloud must succeed on a Fortitude save (DC 10 + 1/2 fungal creature's racial HD + fungal creature's Con modifier) or take 1d2 points of Constitution damage and be fatigued for 1 minute. Thereafter, the creature must succeed on a second save (whether or not it succeeded on the first) or take 1d2 points of Constitution damage and become fatigued (or exhausted if already fatigued).

A creature that continues to inhale the spores continues to make Fortitude saves against their effects. Multiple spore clouds from multiple fungal creatures require multiple saves from any creature in an area where the clouds overlap.

Creatures that are immune to poisons are immune to the fungal creature's poison spore cloud.

Poisonous Blood (Ex): A fungal creature's blood and flesh function as ingested poisons. Any creature that makes a bite attack against a fungal creature, swallows one whole, or otherwise ingests part of one must succeed on a Fortitude save (DC 10 + 1/2 fungal creature's racial HD + fungal creature's Con modifier) or take 1 point of Strength damage and 1 point of Dexterity damage. One minute later, the creature must make a second save at the same DC or be nauseated for 1 minute and take 1d6 points of Strength damage and 1d6 points of Dexterity damage.

A fungal creature can drain its own blood to procure an ingested poison that affects creatures as described above. Unfortunately, its blood has a distinctive and largely unwelcome smell and taste, so most intelligent creatures would not eat food tainted with it unless the taste were thoroughly disguised (a DC 15 Profession [cook] check). The fungal creature must deal at least 1 point of damage to itself to get a full dose of poison, and the drawn blood (or amputated flesh) retains its poisonous nature for just 1 day unless additional living fungal blood is mixed into it.

Rejuvenation (Ex): So long as it is in contact with moist natural earth, a resting fungal creature regains hit points as though it were experiencing complete bed rest and long term care (3 hit points per character level for each day of rest). The fungal creature can engage in light activity during rejuvenation, but any strenuous activity (fighting, running, casting a spell, and so on) prevents it from regaining hit points for that day. Complete bed rest does not increase the amount of healing a fungal creature gains from rejuvenation.

Skills (Ex): A grick has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened. Their coloration affords gricks a +8 racial bonus on Hide checks when in natural rocky areas.

Description: Fungal gricks are predatory fungal creatures that have grick-like forms and hunting habits. They have a worm-like body as long as a man is tall, and four tentacles located on a head-like structure. The tentacles surround a beak-like maw that the creatures use to grind up fallen prey and speed up decomposition.



The Chthonian Womb

Kruthik, Adult CR 4

LE Medium Magical Beast

Init: +6; Senses: Darkvision 60ft., Keen Scent, Low-Light Vision; Listen +4, Spot +1

Aura -

Languages: -

AC: 22; touch 16, flat-footed 22

(+6 Dex, +6 Nat)

hp 45 (6d10+12)

Saves: Fort +7, Ref +11, Will +3

Speed: 40 ft.

Melee: Claw +12 (1d10+3)

Full Melee: 2x Claw +12 (1d10+3) and Bite +7 (1d4+1)

Ranged: Spike +12 (1d6+3; Range 100 ft.; 20/x2)

Full Ranged: 2x Spike +12 (1d6+3; Range 100 ft.; 20/x2)

Space: 5 ft.; Reach: 5 ft.

Base Attack: +6; **Grapple:** +9

Combat Options: Point Blank Shot, Precise Shot, Spikes

Abilities: Str 17, Dex 22, Con 15, Int 4, Wis 13, Cha 10

SQ: Darkvision 60 ft., Keen Scent, Low-Light Vision, Skills.

Feats: Point Blank Shot, Precise Shot, Weapon Finesse.

Skills: Hide +13(+4), Listen +4, Move Silently +13, Spot +1.

Keen Scent (Ex): A kruthik can notice creatures by scent in a 180-foot radius.

Skills: Kruthiks have a +4 racial bonus on Hide and Move Silently checks. *In areas of natural vegetation, the bonus on Hide checks increases to +8.

Spikes (Ex): When an adult kruthik raises the frill of plates on its back, its spines also stand erect. With a snap, the creature can loose one spike as a standard action or a volley of two as a full-round action (make an attack roll for each spike). This attack has a range of 100 feet with no range increment. If loosing a volley of spikes against two targets, the targets must be within 30 feet of each other. The creature can launch up to twelve spikes in any 24-hour period.

Description: Kruthiks are terrifyingly effective predators that combine aspects of both canines and insects. Kruthiks' bodies are armored with thick, chitinous plates, their limbs all end in scything claws, and they are all surprisingly fast.

Adult kruthiks are capable of launching volleys of spikes from their back several times a day, allowing them to engage prey at long distance. Adult kruthiks are known to hunt in packs, but it is not uncommon for them to become solitary hunters.



Kruthik, Greater CR 6

LE Large Magical Beast

Init: +5; Senses: Darkvision 60ft., Keen Scent, Low-Light Vision; Listen +4, Spot +1

Aura -

Languages: -

AC: 25; touch 14, flat-footed 20

(-1 size, +5 Dex, +11 Nat)

hp 76 (8d10+32)

Resistances: Acid 10

Saves: Fort +10, Ref +11, Will +3

Speed: 40 ft.

Melee: Claw +15 (2d6+7 plus Acid; 19-20/x2)

Full Melee: 2x Claw +15 (2d6+7 plus Acid; 19-20/x2) and Bite +9 (1d6+3 plus Acid)

Space: 10 ft.; Reach: 10 ft.

Base Attack: +8; **Grapple:** +19

Combat Options: Acid (2d4 Acid dmg), Power Attack, Rake (2x Claws: +15 melee - 2d4+3 plus Acid; 19-20/x2)

Abilities: Str 25, Dex 20, Con 19, Int 4, Wis 13, Cha 10
SQ: Acid Resistance, Darkvision 60 ft., Keen Scent, Low-Light Vision, Skills.

Feats: Improved Critical (Claw), Power Attack, Weapon Focus (Claw).

Skills: Hide +9(+4), Listen +4, Move Silently +13, Spot +1.

Keen Scent (Ex): A kruthik can notice creatures by scent in a 180-foot radius.

Skills: Kruthiks have a +4 racial bonus on Hide and Move Silently checks. *In areas of natural vegetation, the bonus on Hide checks increases to +8.

Rake (Ex): A greater kruthik gains extra natural attacks when it grapples its foe. Normally, a monster can attack with only one of its natural weapons while grappling, but a greater kruthik gains two additional claw attacks that it can use only against a grappled foe.

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Rake attacks are not subject to the usual -4 penalty for attacking with a natural weapon in a grapple.

A greater kruthik must begin its turn grappling to use its rake—it can't begin a grapple and rake in the same turn.

Description: Kruthiks are terrifyingly effective predators that combine aspects of both canines and insects. Kruthiks' bodies are armored with thick, chitinous plates, their limbs all end in scything claws, and they are all surprisingly fast.

Greater kruthiks are veritable engines of destruction, with wickedly sharp claws and pre-digestive acid dripping from both their bite and claws. Greater kruthiks often hunt alone, but they can occasionally be found running in packs.



Kruthik, Young CR 2

Hatchling Kruthik

LE Small Magical Beast

Init: +6; **Senses:** Darkvision 60ft., Keen Scent, Low-Light Vision; **Listen** +4, **Spot** +3

Aura -

Languages: -

AC: 19; **touch** 17, **flat-footed** 13
(+1 size, +6 Dex, +2 Nat)

hp 26 (4d10+4)

Saves: **Fort** +5, **Ref** +10, **Will** +2

Speed: 50 ft.

Melee: **Claw** +11 (1d6+1)

Full Melee: 2x **Claw** +11 (1d6+1)

Space: 5 ft.; **Reach:** 5 ft.

Base Attack: +4; **Grapple:** +1

Combat Options: -

Abilities: **Str** 13, **Dex** 22, **Con** 13, **Int** 4, **Wis** 13, **Cha** 10

SQ: Darkvision 60 ft., Keen Scent, Low-Light Vision, Skills.

Feats: Alertness, Weapon Finesse.

Skills: **Hide** +6+3+4(+4), **Listen** +1+3, **Move Silently** +6+3+4, **Spot** +1+0.

Skills: **Hide** +17(+4), **Jump** +17, **Listen** +4, **Move Silently** +13, **Spot** +3.

Keen Scent (Ex): A kruthik can notice creatures by scent in a 180-foot radius.

Skills: A hatchling's small wings give it a +8 racial bonus on **Jump** checks, though it cannot actually use the wings to fly. Kruthiks have a +4 racial bonus on **Hide** and **Move Silently** check. In areas of natural vegetation, the bonus on **Hide** checks increases to +8.

Description: Kruthiks are terrifyingly effective predators that combine aspects of both canines and insects. Kruthiks' bodies are armored with thick, chitinous plates, their limbs all end in scything claws, and they are all surprisingly fast.

Kruthik hatchlings are just as aggressive as their later adult forms, capable of jumping surprisingly long distances and moving extremely quickly. Kruthik hatchlings instinctively form packs for mutual defense and are rarely encountered alone.



Parasitic Shell Armor CR 5

CN Large Aberration (Psionic)

Init +7; **Senses** Darkvision 60ft., Scent; **Listen** +13, **Spot** +13

Languages: -

AC 19, **touch** 12, **flat-footed** 16
(-1 size, +3 Dex, +7 Nat)

hp 45 (6d8+18);

Fort +5, **Ref** +5, **Will** +7

Speed 10 ft. (2 squares), **Fly** 40 ft. (average)

Melee: **Claw** +8 (1d6+5; 20/x3)

Full Melee: 2x **Claw** +8 (1d6+5; 20/x3)

Space 10 ft.; **Reach** 5 ft.

Base Atk +4; **Grp** +13

Combat Actions: **Buzz** (DC 15), **Combat Reflexes** (3/round), **Engulf**

Psi-Like Abilities: At will - *concealing amorphia*, *false sensory input*, *thought shield*; **ML** = 6th. The save DCs are Charisma-based.

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Abilities Str 21, Dex 16, Con 17, Int 14, Wis 15, Cha 15

SQ: Darkvision 60 ft.

Feats: Alertness, Combat Reflexes, Improved Initiative.

Skills: Hide +18, Listen +13, Move Silently +12, Spot +13.

Environment: Underground

Organization: Solitary or mob (3-6)

Treasure: Standard

Alignment: Usually chaotic neutral

Advancement: 7-9 HD (Medium); 10-18 HD (Large)

Level Adjustment: -

Engulf (Ex): Parasitic shell armor can try to wrap a Medium or smaller creature in its parts as a standard action. The parasitic shell armor attempts a grapple that does not provoke an attack of opportunity. If it wins the grapple check, it establishes a hold and begins sucking blood and other vital fluids from the engulfed victim, dealing 1 point of Constitution damage each round the hold is maintained. By moving the engulfed victim's limbs, it can still use its claws to strike at other targets.

Attacks that hit an engulfing parasitic shell armor deal half their damage to the monster and half to the trapped victim.

Buzz (Ex): Parasitic shell armor can, by rubbing its component parts together, emit a psionically-enhanced buzz as a standard action. By changing the frequency, the parasitic shell armor can cause one of four effects. Parasitic shell armor is immune to these sonic, mind-affecting attacks. Unless otherwise specified, a creature that successfully saves (DC 10 + ½ HD + Cha modifier) against one of these effects cannot be affected by the same effect from the same parasitic shell armor for 24 hours.

- **Aversion** - Anyone within a 30-foot spread must succeed on a Will save or become panicked for 2 rounds.
- **Demoralize** - Anyone within a 60-foot spread automatically takes a -2 penalty on attack and damage rolls. Those forced to hear the buzzing for more than 6 consecutive rounds must succeed on a Will save or become dazed until the moaning stops.
- **Hold** - A single creature within 30 feet must succeed on a Fortitude save or be affected as though by a *hold monster* spell for 5 rounds. Even after a successful save, the creature must repeat

the save if the parasitic shell armor uses this effect again.

- **Pain** - Anyone in a 30-foot cone must succeed on a Fortitude save or be overcome by recollections of pain and agony for 1d4+1 rounds. Affected characters are unable to attack, cast spells, concentrate on spells or powers, or do anything else requiring attention; the only action such a character can take is a single move action per turn.

Skills (Ex): When not moving, parasitic shell armor is nearly indistinguishable from a pile of normal life-shaped shell armor and a pair of armbalades. When not moving, it gains a +10 to Hide checks.

Description: Parasitic shell armor is a suit of life-shaped shell armor that has somehow become self-aware, developed psionic abilities, and gone feral. Bonded with a pair of armbalades, the composite creature now hunts for prey to latch onto and drain of vital fluids.

When not moving, parasitic shell armor is nearly indistinguishable from a normal suit of life-shaped shell armor and two armbalades, all tossed haphazardly to the floor. When it must move but cannot psionically fly about, parasitic shell armor scuttles about like some strange and hideous spider or crab.



Quill Scarab CR 2

TN Small Vermin

Init +1; **Senses** Darkvision 60ft.; Listen +4, Spot +4

Languages: -

AC 16, touch 12, flat-footed 15

(+1 size, +1 Dex, +4 Nat)

hp 13 (3d8);

Immune: Vermin Traits

Fort +3, **Ref** +2, **Will** +3

Speed 20 ft. (4 squares)

Melee: Quills +4 (1d4-1)

Full Melee: 2x Quills +4 (1d4-1)

Ranged: Quills +4 (1d10-1)

Space 5 ft.; **Reach** 5 ft.

Base Atk +2; **Grp** -3

Combat Actions: -

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Abilities Str 8, Dex 12, Con 11, Int -, Wis 15, Cha 5

SQ: Darkvision 60 ft., Vermin Traits.

Feats: Alertness, Stealthy, Weapon Finesse ^B.

Skills: Hide +1+3+2, Listen +2+0+2, Move Silently +1+3+2, Spot +2+0+2.

Environment: Underground

Organization: Solitary or swarm (2-8)

Treasure: 1/10 coins; 50% goods; 50% items

Alignment: Always neutral

Advancement: 4-9 HD (Medium)

Level Adjustment: -

Quills: Each round, a quill scarab can launch a cluster of quills from its body (range increment 20 feet, maximum range 200 feet). The precise number of needles launched doesn't matter; either they all hit a single target as a cluster and deal damage, or they all miss.

Description: Quill scarabs resemble large scarab beetles - often measuring at least three feet long - whose upper shells are covered in long, extremely sharp spines. Evolved from an insectoid version of the more common arrowhead geko, quill scarabs are now capable of launching their spines a considerable distance, making them more than capable of defending themselves and quite successful predators. Quill scarabs often attack from beneath undergrowth, attacking from hiding until their targets either flee or fall.



The Aberrant Master CR 7

Genderless Athasian Psurlon

LE Medium Aberration

Init +1; **Senses:** Blindsight 200 ft.; Listen +4, Spot +4

Languages: Psurlon (plus any three); Telepathy 200 ft.

AC: 17, touch 11, flat-footed 16

(+1 Dex, +6 Nat)

hp 45 (7d8+14);

Damage Reduction: 5/magic; **Power Resistance:** 16

Saves: Fort +4, Ref +3, Will +13; Closed Mind

Speed: 20 ft. (4 squares)

Melee: Claw +6 (1d4+1)

Full Melee: 2x Claw +6 (1d4+1) and Bite +4 (2d6)

Space: 5 ft.; **Reach:** 5 ft.

Base Attack: +5; **Grapple:** +6

Combat Actions: *Domination* (DC 16)

Psion (Telepath) Powers (ML 7th, PP: 60, DC 14 + power level):

4th - psionic dominate (DC 18*), psionic dimension door, schism;

3rd - dispel psionics, mind trap, psionic blast (DC 17*);
2nd - brain lock (DC 16*), id insinuation (DC 16*), inflict pain (DC 16*), read thoughts (DC 16), thought shield;

1st - inertial armor, mind thrust (DC 15*), mindlink (DC 15*), demoralize (DC 15*);

*Powers can be augmented.

Abilities: Str 12, Dex 12, Con 15, Int 18, Wis 18, Cha 17

SQ: Blindsight 200 ft., Closed Psyche, Damage Reduction, Immunities, Power Resistance, Telepathy.

Feats: Combat Manifestation, Enlarge Power, Psionic Endowment.

Skills: Bluff +8, Concentration +12 (+4), Diplomacy +7, Disguise +4 (+2), Gather Information +6, Heal +6, Hide +6, Knowledge (the planes) +8, Knowledge (psionic) +12, Psicraft +12 (+2), Sense Motive +6, Use Psionic Device +11 (+2).

Environment: Astral Plane or any

Organization: Solitary, pair, or cluster (3-5)

Treasure: No coins; double goods and items (universal items only)

Alignment: Usually lawful evil

Advancement: By character class

Level Adjustment: +7

Blindsight (Ex): Psurlons can ascertain all objects and creatures within 200 feet by nonvisual means. Psurlons do not need to make Listen or Spot checks to notice creatures within range of their blindsight.

Closed Psyche (Ex): Psurlons, with their unusual mental processes, are hard to influence and mentally detect. They are considered to be always under the effect of the *personal mind blank* power and have a +4 racial bonus on their Will saves.

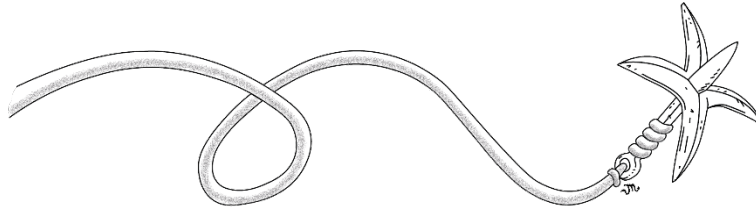
Domination (Ps): This psionic attack has a range of 100 ft. A humanoid targeted by this ability must succeed on a Will save (DC 10 + ½ HD + Cha modifier) or become under the mental control of the psurlon, as if affected by psionic dominate. The psurlon must stay concentrated to control the target. Only one target may

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be dominated at a time using this ability. This ability is the equivalent of a 4th-level power.

Telepathy (Su): A psurlon can communicate telepathically with any creature within 200 feet that has a language.

Description: Psurlons are man-sized creatures that look like an upright-standing earthworm with a humanoid body plan. They have strange, segmented limbs, no eyes, and huge, tooth-ringed mouths. Psurlons are a race of highly intelligent creatures who are largely trapped on the Astral Plane, and who are often sought out by psions who wish to benefit from their advanced knowledge of psionics. They are highly manipulative and firmly believe in the superiority of their race as a whole.



Brown Tide Ooze

Large Ooze, Unaligned

Armor Class 8

Hit Points 95 (10d10 + 40)

Speed 15 ft., Swim 15 ft.

STR 16 (+3), DEX 8 (-1), CON 18 (+4), INT 1 (-5), WIS 6 (-2), CHA 1 (-5)

Condition Immunities Blinded, Charmed, Deafened, Exhaustion, Frightened, Prone

Senses Blindsight 60 ft. (blind beyond this radius), Passive Perception 8

Languages —

Challenge 5 (1,800 XP); **Proficiency Bonus** +3

Amorphous. The ooze can move through a space as narrow as 1 inch wide without squeezing.

Sunlight Hypersensitivity. The ooze takes 3 radiant damage when it starts its turn in sunlight. While in sunlight, it has disadvantage on attack rolls and ability checks.

Actions

Multiattack. The ooze makes two attacks with its pseudopods.

Pseudopod. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. Hit: 6 (1d6+3) bludgeoning damage plus 10 (3d6) acid damage. The target must also make a DC 14 Constitution saving throw, taking 4 (1d8) poison damage on a failed save, or half as much damage on a successful one.

Engulf. The ooze moves up to its speed. While doing so, it can enter Large or smaller creatures' spaces. Whenever the ooze enters a creature's space, the creature must make a DC 14 Dexterity saving throw.

On a successful save, the creature can choose to be pushed 5 feet back or to the side of the ooze. A creature that chooses not to be pushed suffers the consequences of a failed saving throw.

On a failed save, the ooze enters the creature's space, and the creature takes 10 (3d6) acid damage and is engulfed. The engulfed creature can't breathe, is restrained, and takes 21 (6d6) acid damage at the start

of each of the ooze's turns. When the ooze moves, the engulfed creature moves with it.

An engulfed creature can try to escape by taking an action to make a DC 14 Strength check. On a success, the creature escapes and enters a space of its choice within 5 feet of the ooze.

Description: Brown tide oozes were created by the psurlon known as the Aberrant Master. They were designed to recreate the effects (or rather what the Aberrant Master believes the effects to have been) of the Brown Tide (a global catastrophe that afflicted Athas in the late Blue Age) in a mobile, predatory creature, but the brown tide ooze is currently a unique creature. Like most oozes, a brown tide ooze eats only feed, scouring its home caverns clean of all organic matter - living or dead - usually engulfing its prey within the mass of its flesh and exposing them to both its digestive juices and its poison - a type of toxin usually associated with dangerous algae blooms.

Brown tide oozes look much like other slimes: a large, amorphous, protoplasmic mass that slowly slithers across the ground. A brown tide ooze is, as the name suggests, usually brown in color - similar in shade to rotting organic matter.



Cave Watcher

Medium Monstrosity, Neutral Evil

Armor Class 13

Hit Points 27 (6d6 + 6)

Speed 5 ft., climb 5 ft.

STR 10 (+0), DEX 10 (+0), CON 13 (+1), INT 3 (-4), WIS 10 (+0), CHA 12 (+1)

Condition Immunities Blinded, Deafened, Frightened
Skills Perception +2, Stealth +2

Senses Blindsight 30 ft., darkvision 60 ft., Passive Perception 6

Languages —

Challenge 2 (450 XP); **Proficiency Bonus** +2

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Innate Spellcasting (Psionics). The cave watcher's innate spellcasting ability is Charisma (spell save DC 13) it can innately cast the following spells, requiring no components:

At will: invisibility, levitate, mage hand

2/day each: blindness/deafness, counterspell, faerie fire, hold person, Tasha's mind whip (as a 3rd level spell)

Magic Resistance. The cave watcher has advantage on saving throws against spells and other magical effects.

Spider Climb. The cave watcher can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

Reactions

Shriek. When bright light or a creature is within 30 feet of the cave watcher, it produces a shriek audible within 300 feet of it. The cave watcher continues to produce the shriek until the disturbance moves out of range and for 1d4 of the cave watcher's turns afterward.

Description: Cave watchers are descended from life-shaped watchers that developed the ability to fend for themselves. Armed with powerful psionic abilities, cave watchers seem to derive nourishment solely from the pain and suffering of nearby creatures. Cave watchers usually find a cavern ceiling on which to hide, wait for another creature to wander by, and then attack with their psionics. Weak creatures are often quickly incapacitated, but when dealing with more dangerous or mentally resilient creatures, a cave watcher will use *create sound* to produce a strange trilling warble noise centered on its prey to draw other predators to the scene. These other predators either kill the cave watcher's prey for it or are themselves killed - either way, the cave watcher stays safely hidden and feeds off of the other creatures' pain.

Cave watchers are as likely to be found in small groups as they are to be hunting individually. There does not seem to be a limit to the number of cave watchers that can psychically feed on one dying creature's pain, but cave watchers usually spread out to increase their chances of finding creatures to prey upon. Small clusters of the creatures are often found in busy passageways or tunnels within caves, where prey is more likely to pass by.

Chthonian Coeurl

Large Monstrosity, Lawful Evil

Armor Class 15 (natural armor)

Hit Points 136 (16d10 + 48)

Speed 40 ft.

STR 20 (+5), DEX 15 (+2), CON 16 (+3), INT 6 (-2), WIS 12 (+1), CHA 8 (-1)

Condition Immunities blinded

Senses blindsight 120 ft. (blind beyond this radius), passive Perception 11

Languages -

Challenge 7 (1,800 XP); **Proficiency Bonus** +3

Avoidance. If the chthonian coeurl is subjected to an effect that allows it to make a saving throw to take only half damage, it instead takes no damage if it succeeds on the saving throw, and only half damage if it fails.

Displacement. The chthonian coeurl projects a magical illusion that makes it appear to be standing near its actual location, causing attack rolls against it to have disadvantage. If it is hit by an attack, this trait is disrupted until the end of its next turn. This trait is also disrupted while the chthonian coeurl is incapacitated or has a speed of 0.

Actions

Multiattack. The chthonian coeurl makes two attacks with its tentacles.

Tentacle. *Melee Weapon Attack:* +8 to hit, reach 10 ft., one target. Hit: 10 (1d10+5) bludgeoning damage plus 4 (1d8) piercing damage.

Teleport (3/day). The chthonian coeurl magically teleports, along with any equipment it is wearing or carrying, up to 120 feet to an unoccupied space it can see.

Description: Likely descended from ancient life-shaped protectors gone feral, the feline coeurls have developed powerful psionics that allow them to bend light around them to disguise their true location and teleport short distances. Chthonian coeurls have even developed a psionic type of blindsight to make them

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even more effective hunters in the subterranean depths.



Chthonian Lamprey

Huge Beast, Unaligned

Armor Class 14 (natural armor)

Hit Points 95 (10d12 + 30)

Speed 30 ft., climb 15 ft., swim 30 ft.

STR 19 (+4), DEX 10 (+0), CON 16 (+3), INT 1 (-5), WIS 11 (+0), CHA 3 (-4)

Skills Perception +3

Senses blindsight 10 ft., darkvision 60 ft., passive Perception 12

Languages —

Challenge 5 (450 XP); **Proficiency Bonus** +3

Amphibious. The chthonian lamprey can breathe air and water.

Spider Climb. The chthonian lamprey can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

Actions

Bite. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one target. *Hit:* 20 (3d10+4) piercing damage, and the target is grappled (escape DC 16). Until this grapple ends, the target is restrained, and the chthonian lamprey can't bite another target.

Swallow. The Chthonian Lamprey makes one Bite attack against a Medium or smaller creature it is grappling. If the attack hits, the target is also swallowed, and the grapple ends. While swallowed, the target is blinded and restrained, it has total cover against attacks and other effects outside the Chthonian Lamprey, and it takes 10 (3d6) acid damage at the start of each of the Chthonian Lamprey's turns. A Chthonian Lamprey can have up to two creatures swallowed at a time.

If the Chthonian Lamprey takes 20 damage or more on a single turn from a swallowed creature, the Chthonian Lamprey must succeed on a DC 14 Constitution saving throw at the end of that turn or regurgitate all

swallowed creatures, which fall prone in a space within 5 feet of the Chthonian Lamprey. If the Chthonian Lamprey dies, a swallowed creature is no longer restrained by it and can escape from the corpse by using 5 feet of movement, exiting prone.

Description: Chthonian lampreys are not truly lampreys or even fish at all, earning their name due to their horrific sucker-like mouths that are ringed by multiple rows of teeth. The creatures are covered in a thick layer of slime, allowing them to breathe in air or water equally well through their purple and green-mottled skin. Chthonian lampreys are equally adept at moving across land and water, and are even capable of climbing nearly sheer surfaces, using multiple pairs of undulating appendages that line their body to quickly move along any number of surfaces.



Cliffbeast

Medium Beast, Unaligned

Armor Class 13 (natural armor)

Hit Points 19 (3d8 + 6)

Speed 30 ft., climb 30 ft.

STR 12 (+1), DEX 15 (+2), CON 14 (+2), INT 3 (-4), WIS 12 (+1), CHA 6 (-2)

Skills Perception +3, Stealth +4

Senses darkvision 60 ft., passive Perception 13

Languages —

Challenge 1/2 (100 XP); **Proficiency Bonus** +2

Keen Hearing and Smell. The cliffbeast has advantage on Wisdom (Perception) checks that rely on hearing or smell.

Pack Tactics. The cliffbeast has advantage on an attack roll against a creature if at least one of the cliffbeast's allies is within 5 feet of the creature and the ally isn't incapacitated.

Spider Climb. The cliffbeast can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

Actions

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Multiattack. The cliffbeast makes one Bite attack and one Claw attacks.

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. Hit: 7 (2d4 + 2) piercing damage. If the target is a creature, it must succeed on a DC 11 Strength saving throw or be knocked prone.

Claws. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. Hit: 6 (1d6 + 3) slashing damage.

Description: Climbdogs long trapped underground and evolved or bred to be an ambush predator, cliffbeasts have over-large eyes, enlarged noses, and large, bat-like ears on their still largely canine heads. They still retain the climbdog's powerful claw-tipped climbing paws, but many have scaly or leathery hide rather than their ancestral fur coats.



Dikun

Medium Humanoid (Human), Neutral Evil

Armor Class 15 (leather armor, shield)

Hit Points 71 (10d8 + 20)

Speed 30 ft.

STR 11 (+0), DEX 16 (+3), CON 14 (+2), INT 13 (+1), WIS 11 (+0), CHA 10 (+0)

Saving Throws Dex +6, Int +4

Skills Acrobatics +6, Deception +3, Perception +3, Stealth +9

Damage Resistances poison

Senses passive Perception 13

Languages Common and Thieves' cant plus any one language

Challenge 7 (3,900 XP); **Proficiency Bonus** +3

Assassinate. During its first turn, the assassin has advantage on attack rolls against any creature that hasn't taken a turn. Any hit the assassin scores against a surprised creature is a critical hit.

Evasion. If the assassin is subjected to an effect that allows it to make a Dexterity saving throw to take only half damage, the assassin instead takes no damage if it succeeds on the saving throw, and only half damage if it fails.

Sneak Attack (1/Turn). The assassin deals an extra 10 (3d6) damage when it hits a target with a weapon attack and has advantage on the attack roll, or when the target is within 5 feet of an ally of the assassin that isn't incapacitated and the assassin doesn't have disadvantage on the attack roll.

Special Equipment. Dikun has a tortoise blade which functions as both a short sword and protects like a shield, but only grants a +1 AC bonus.

Actions

Multiattack. The assassin makes two tortoise blade attacks.

Tortoise Blade. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. Hit: 6 (1d6 + 3) piercing damage, and the target must make a DC 15 Constitution saving throw, taking 20 (6d6) poison damage on a failed save, or half as much damage on a successful one.

Description: You see a disheveled man in leathers wielding a tortoise blade. He has a wild, paranoid look in his eyes.



Feral Darkstrike

Medium Monstrosity, Unaligned

Armor Class 14 (natural armor)

Hit Points 44 (8d8 + 8)

Speed 15 ft., climb 15 ft.

STR 10 (+0), DEX 18 (+4), CON 13 (+1), INT 2 (-4), WIS 10 (+0), CHA 3 (-4)

Skills Perception +2, Stealth +6

Senses darkvision 60 ft., passive Perception 12

Languages —

Challenge 2 (450 XP); **Proficiency Bonus** +2

False Appearance. While the feral darkstrike remains motionless on the ceiling, it is indistinguishable from a normal stalactite.

Spider Climb. The cave watcher can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

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Actions

Bite. *Melee Weapon Attack:* +6 to hit, reach 10 ft., one target. Hit: 9 (2d4 + 4) piercing damage, and the target must make a DC 13 Constitution saving throw, taking 14 (4d6) poison damage on a failed save, or half as much damage on a successful one.

Description: Feral darkstrikes are darkstrikes that have somehow developed into mobile, independent creatures over the centuries. In addition to their black, serpent-like bodies, feral darkstrikes have a dozen insectile legs and grasping mandible-like claws at the end of their body - they use these to cling to walls and ceilings, preying on passing creatures.



Fungal Grick

Medium Monstrosity, Neutral

Armor Class 14 (natural armor)

Hit Points 39 (6d8 + 12)

Speed 30 ft., climb 30 ft.

STR 14 (+2), DEX 14 (+2), CON 15 (+2), INT 3 (-4), WIS 14 (+2), CHA 5 (-3)

Damage Resistances Bludgeoning, Piercing, and Slashing from Nonmagical Attacks

Senses Darkvision 60 ft., Passive Perception 12

Languages --

Challenge 3 (750 XP); **Proficiency Bonus** +2

False Appearance. While the fungal grick remains motionless on the ceiling. It is indistinguishable from a normal stalactite.

Spider Climb. The fungal grick can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

Stone Camouflage. The fungal grick has advantage on Dexterity (Stealth) checks made to hide in rocky terrain.

Actions

Multiattack. The fungal grick makes one attack with its tentacles. If that attack hits, the fungal grick can make one beak attack against the same target.

Beak. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. Hit: 5 (1d6 + 2) piercing damage.

Tentacles. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. Hit: 9 (2d6 + 2) slashing damage.

Pacifying spores. (Recharge 5-6) The fungal grick ejects spores from its body in a fifteen-foot radius around itself. The spore cloud lingers visibly in the air for 10 rounds, but it dissipates normally on the wind. Each round, every creature in that area must make a DC 14 Constitution saving throw, taking 16 (3d10) poison damage on a failed save, or half as much damage on a successful one.

Description: Fungal gricks are predatory fungal creatures that have grick-like forms and hunting habits. They have a worm-like body as long as a man is tall, and four tentacles located on a head-like structure. The tentacles surround a beak-like maw that the creatures use to grind up fallen prey and speed up decomposition.



Kruthik, Adult

Medium Monstrosity, Unaligned

Armor Class 18 (natural armor)

Hit Points 39 (6d8 + 12)

Speed 40 ft., burrow 20 ft., climb 40 ft.

STR 15 (+2), DEX 16 (+3), CON 15 (+2), INT 7 (-2), WIS 12 (+1), CHA 8 (-1)

Senses darkvision 60 ft., tremorsense 60 ft., passive Perception 11

Languages Kruthik

Challenge 2 (450 XP); **Proficiency Bonus** +2

Keen Smell. The kruthik has advantage on Wisdom (Perception) checks that rely on smell.

Pack Tactics. The kruthik has advantage on an attack roll against a creature if at least one of the kruthik's allies is within 5 feet of the creature and the ally isn't incapacitated.

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Tunneler. The kruthik can burrow through solid rock at half its burrowing speed and leaves a 5-foot-diameter tunnel in its wake.

Actions

Multiattack. The kruthik makes two stab attacks or two spike attacks.

Stab. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. Hit: 6 (1d6 + 3) piercing damage.

Spike. *Ranged Weapon Attack:* +5 to hit, range 20/60 ft., one target. Hit: 5 (1d4 + 3) piercing damage.

Description: Kruthiks are terrifyingly effective predators that combine aspects of both canines and insects. Kruthiks' bodies are armored with thick, chitinous plates, their limbs all end in scything claws, and they are all surprisingly fast.

Adult kruthiks are capable of launching volleys of spikes from their back several times a day, allowing them to engage prey at long distance. Adult kruthiks are known to hunt in packs, but it is not uncommon for them to become solitary hunters.



Kruthik, Greater

Kruthik Hive Lord

Large Monstrosity, Unaligned

Armor Class 20 (natural armor)

Hit Points 102 (12d10 + 36)

Speed 40 ft., burrow 20 ft., climb 40 ft.

STR 19 (+4), DEX 16 (+3), CON 17 (+3), INT 10 (+0), WIS 14 (+2), CHA 10 (+0)

Skills Perception +8

Senses darkvision 60 ft., tremorsense 60 ft., passive Perception 18

Languages Kruthik

Challenge 5 (1,800 XP); **Proficiency Bonus** +3

Pack Tactics. The kruthik has advantage on an attack roll against a creature if at least one of the kruthik's allies is within 5 feet of the creature and the ally isn't incapacitated.

Tunneler. The kruthik can burrow through solid rock at half its burrowing speed and leaves a 10-foot-diameter tunnel in its wake.

Actions

Multiattack. The kruthik makes two Stab or Spike attacks.

Stab. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one target. Hit: 9 (1d10 + 4) piercing damage.

Spike. *Ranged Weapon Attack:* +6 to hit, range 30/120 ft., one target. Hit: 7 (1d6 + 4) piercing damage.

Acid Spray (Recharge 5–6). The kruthik sprays acid in a 15-foot cone. Each creature in that area must make a DC 14 Dexterity saving throw, taking 22 (4d10) acid damage on a failed save, or half as much damage on a successful one.

Description: Kruthiks are terrifyingly effective predators that combine aspects of both canines and insects. Kruthiks' bodies are armored with thick, chitinous plates, their limbs all end in scything claws, and they are all surprisingly fast.

Greater kruthiks are veritable engines of destruction, with wickedly sharp claws and pre-digestive acid dripping from both their bite and claws. Greater kruthiks often hunt alone, but they can occasionally be found running in packs.



Kruthik, Young

Small Monstrosity, Unaligned

Armor Class 16 (natural armor)

Hit Points 9 (2d6 + 2)

Speed 30 ft., burrow 10 ft., climb 30 ft.

STR 13 (+1), DEX 16 (+3), CON 13 (+1), INT 4 (-3), WIS 10 (+0), CHA 6 (-2)

Skills Perception +4

Senses darkvision 30 ft., tremorsense 60 ft., passive Perception 14

Languages Kruthik

Challenge 1/8 (25 XP) **Proficiency Bonus** +2

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Pack Tactics. The kruthik has advantage on an attack roll against a creature if at least one of the kruthik's allies is within 5 feet of the creature and the ally isn't incapacitated.

Tunneler. The kruthik can burrow through solid rock at half its burrowing speed and leaves a 2½-foot-diameter tunnel in its wake.

Actions

Stab. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. Hit: 5 (1d4 + 3) piercing damage.

Description: Kruthiks are terrifyingly effective predators that combine aspects of both canines and insects. Kruthiks' bodies are armored with thick, chitinous plates, their limbs all end in scything claws, and they are all surprisingly fast.

Kruthik hatchlings are just as aggressive as their later adult forms, capable of jumping surprisingly long distances and moving extremely quickly. Kruthik hatchlings instinctively form packs for mutual defense and are rarely encountered alone.



Parasitic Shell Armor

Large Aberration, Chaotic Neutral

Armor Class 13 (natural armor)

Hit Points 58 (9d10 + 12)

Speed 10 ft., fly 40 ft.

STR 15 (+2), DEX 15 (+2), CON 12 (+1), INT 13 (+1), WIS 12 (+1), CHA 14 (+2)

Skills Stealth +5

Condition Immunities blinded

Senses blindsight 120 ft. (blind beyond this radius), passive Perception 11

Languages Deep Speech, Undercommon

Challenge 5 (1,800 XP); **Proficiency Bonus** +3

Damage Transfer. While attached to a creature, the parasitic shell armor takes only half the damage dealt to it (rounded down), and that creature takes the other half.

False Appearance. While the parasitic shell armor remains motionless, it is indistinguishable from a pile of armor and weapons.

Actions

Multiattack. The parasitic shell armor makes two attacks with its claws.

Claw. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. Hit: 7 (2d4 + 2) piercing damage, and if the target is Large or smaller, the parasitic shell armor attaches to it. While attached, the parasitic shell armor cannot make attacks against the target, but can still attack other creatures with both of its claws. The parasitic shell armor can detach itself by spending 5 feet of its movement. A creature, including the target, can take its action to detach the parasitic shell armor by succeeding on a DC 15 Strength check.

Buzz. Each creature within 60 feet of the parasitic shell armor that can hear its buzz and that isn't an aberration must succeed on a DC 13 Wisdom saving throw or become frightened until the end of the parasitic shell armor's next turn. If a creature's saving throw is successful, the creature is immune to the parasitic shell armor's buzz for the next 24 hours.

False Sensory Input (Recharges after a Short or Long Rest). Using its psionics, the parasitic shell armor magically creates three illusory duplicates of itself. The duplicates move with it and mimic its actions, shifting position so as to make it impossible to track which parasitic shell armor is the real one.

Whenever any creature targets the parasitic shell armor with an attack or a harmful spell while a duplicate remains, that creature rolls randomly to determine whether it targets the parasitic shell armor or one of the duplicates. A creature is unaffected by this magical effect if it can't see or if it relies on senses other than sight.

A duplicate has the parasitic shell armor's AC and uses its saving throws. If an attack hits a duplicate, or if a duplicate fails a saving throw against an effect that deals damage, the duplicate disappears.

Description: Parasitic shell armor is a suit of life-shaped shell armor that has somehow become self-aware, developed psionic abilities, and gone feral. Bonded with a pair of armbalades, the composite creature now hunts for prey to latch onto and drain of vital fluids.

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When not moving, parasitic shell armor is nearly indistinguishable from a normal suit of life-shaped shell armor and two armbalades, all piled haphazardly on the floor. When it must move but cannot psionically fly about, parasitic shell armor scuttles about like some strange and hideous spider or crab.



Quill Scarab

Small Beast, Unaligned

Armor Class 12 (natural armor)

Hit Points 10 (2d6 + 2)

Speed 20 ft.

STR 12 (+1), DEX 15 (+2), CON 13 (+1), INT 3 (-4), WIS 12 (+1), CHA 3 (-4)

Skills Stealth +4

Senses darkvision 90 ft., passive Perception 13

Languages -

Challenge ¼ (50 XP); **Proficiency Bonus** +2

Actions

Quill Scratch. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. Hit: 4 (1d4 + 2) piercing damage.

Quills. *Ranged Weapon Attack:* +4 to hit, range 30/60/90 ft., one target. Hit: 5 (1d6 + 2) piercing damage.

Description: Quill scarabs resemble large scarab beetles - often measuring at least three feet long - whose upper shells are covered in long, extremely sharp spines. Evolved from an insectoid version of the more common arrowhead geko, quill scarabs are now capable of launching their spines a considerable distance, making them more than capable of defending themselves and quite successful predators. Quill scarabs often attack from beneath undergrowth, attacking from hiding until their targets either flee or fall.



The Aberrant Master

Large Aberration, lawful evil

Armor Class 12 (15 with mage armor)

Hit Points 187 (22d10 + 66)

Speed 30 ft.

STR 16 (+3), DEX 14 (+2), CON 16 (+3), INT 20 (+5), WIS 11 (+0), CHA 7 (-2)

Saving Throws Wis +3, Cha +1

Skills Perception +6

Damage Resistances psychic

Condition Immunities blinded, charmed

Senses blindsight 120 ft. (blind beyond this radius), passive Perception 16

Languages Deep Speech, telepathy 120 ft.

Challenge 8 (2,900 XP); **Proficiency Bonus** +3

Aberrant Mind. Magic can't read the Aberrant Master's thoughts or put it to sleep.

Psionic Mastery. The Aberrant Master has advantage on saving throws it makes to avoid or end the frightened, stunned, or unconscious condition on itself. The Aberrant Master has no need for sleep.

Actions

Multiattack. The Aberrant Master makes one claw attack and it can do one of the following: cast a spell, use pacify (if available) or use psychic crush.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one creature. Hit: 8 (1d10 + 3) piercing damage.

Claw. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. Hit: 6 (1d6 + 3) slashing damage.

Pacify (Recharge 5–6). The Aberrant Master targets one creature it can see within 120 feet of itself. The target must succeed on a DC 15 Wisdom saving throw or fall unconscious for 10 minutes. The condition ends if the target takes any damage or if another creature uses its action to shake the target awake.

Psychic Crush. The Aberrant Master targets one creature it can see within 120 feet of itself. The target must make a DC 16 Wisdom saving throw, taking 27 (4d10 + 5) psychic damage on a failed save, or half as much damage on a successful one.

Spellcasting (Psionics). The Aberrant Master casts one of the following spells, requiring no spell components and using Intelligence as the spellcasting ability (spell save DC 16):

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At will: charm person, disguise self, detect thoughts, encode thoughts, mage armor (self only)*, mind sliver
2/day each: dimension door, suggestion
1/day each: bane (as 3rd level), , dominate person
*The Aberrant Master casts these spells on itself before combat.

Legendary Actions

The Aberrant Master can take 3 legendary actions, choosing from the options below. Only one legendary action can be used at a time and only at the end of another creature's turn. The Aberrant Master regains spent legendary actions at the start of its turn.

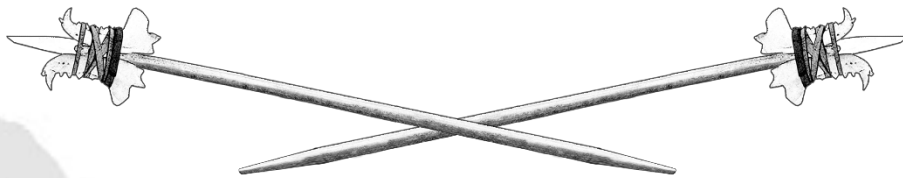
Move. The Aberrant Master moves up to its speed without provoking opportunity attacks.

My Psionics are Mighty The Aberrant Master casts one At Will spell.

Antagonize (2 actions): The Aberrant Master points at one creature within 30 ft. The target must succeed on a DC 16 Wisdom saving throw or take 4 (2d4) psychic

damage and must immediately use its reaction to make a melee attack against another creature of the Aberrant Master's choice that they can see. If the target can't make this attack (for example, because there is no one within its reach or because their reaction is unavailable), the target instead has disadvantage on the next attack roll it makes before the start of the Aberrant Master's next turn. On a successful save, the target takes half as much damage only.

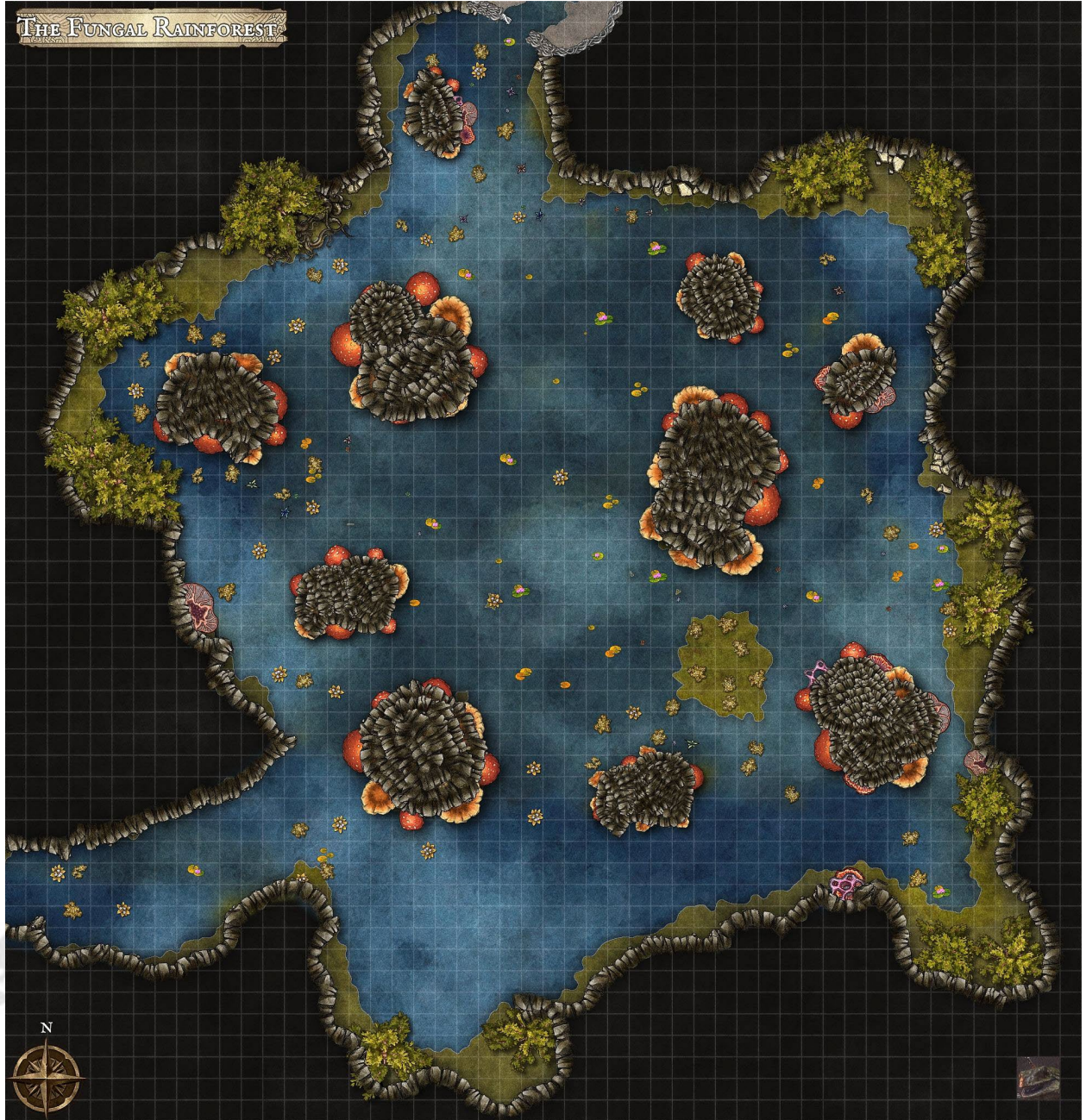
Description: Psurlons are man-sized creatures that look like an upright-standing earthworm with a humanoid body plan. They have strange, segmented limbs, no eyes, and huge, tooth-ringed mouths. Psurlons are a race of highly intelligent creatures who are largely trapped on the Astral Plane, and who are often sought out by psions who wish to benefit from their advanced knowledge of psionics. They are highly manipulative and firmly believe in the superiority of their race as a whole.



Appendix 2: Maps



The Chthonian Womb



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