



MAZING 5 DVENTURES E

DAY OF THE WORM



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DAY OF THE WORM

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INTRODUCTION

Welcome to Day of the Worm, our first adventure module for **Amazing Adventures 5e**. This scenario is designed with the assumption that players have gone through the “Heart of Yhtill” adventure scenario in the Amazing Adventures core rulebook; it picks up directly after the previous adventure ends, and continues the headaches visited upon our heroes by the Thule Society and Alice Diamond, who of course has not perished at the end of the previous adventure, but inexplicably survived certain death at the hands of the Temple Guardian in the sinking Black City.

In this adventure, the Thule Society acquires the Heart of Yhtill, despite the heroes and Ormazd Society’s best efforts to protect and hide the gem, and a new menace arrives on the scene: the malevolent aliens known as the People of the Worm, who seek to ensure that World War II devastates the entire planet, leaving humankind ripe for conquest...and consumption.

The heroes, working with the Allied forces, and alongside their Ormazd Society allies, find themselves in a race against time to stop the People of the Worm from unleashing a doomsday device from within a hidden tomb in Egypt’s Valley of the Kings. Along the way they may make uneasy allies with members of yet another alien race, whose motives are mysterious, but likely equally unfriendly: the Grays.

The adventure is structured to increase the looming threat of the Thule Society (and rarely has there been a more appropriately Pulp villain than the all-too-real Nazi Thule Society!) as well as create new threats that can be used to repeatedly challenge and frustrate our heroes. While the first scenario in this series was purely mystic in scope, this one introduces elements of science fiction to your campaign.

For those GMs who find sci-fi elements in their games distasteful, the People of the Worm can be presented as Lovecraftian horrors from beyond, instead of sci-fi style aliens, and the Grays can be agents of the Outer Gods or simply excised altogether.

Much of the customizability of this adventure lies in how the GM chooses to present the villains herein, beyond their basic statistics. They could quite easily be entirely mundane, members of some secret society that simply has advanced weaponry, though explaining away things like mentalism and magic can be somewhat tricky – there is an assumption that such things exist, though they can be toned down into a background element to whatever degree the GM desires.

With that, it’s off to Saudi Arabia and Egypt – the danger of the Thule Society looms large!

NOTES ON THIS ADVENTURE

Nominally Day of the Worm is a direct follow-up to the adventure in the Amazing Adventures 5e core rulebook, The Heart of Yhtill. For those GMs who have not run the prior adventure, we present a range of ideas and options to tailor this scenario to your game and tastes.

For example, the villains in this module as well as the MacGuffin are both introduced in the prior adventure in the series. It is not, however, absolutely necessary for the players to have gone through the previous adventure; if they have not, it is suggested that the GM find another way to introduce the Thule Society and the Heart of Yhtill, which is a fist-sized gem that appears to be a ruby and supposedly possesses unspeakable mystic power. It will also be necessary to get the heroes to the Middle East. This could be a very simple process, however, and the following alternate scenarios are suggested:

- **The Heart of Yhtill** (more likely called something akin to “The Heart of the Desert”) is on display at a local museum. The museum is robbed (or even assaulted) and the gem stolen. The heroes get mixed up in the investigation. During the course of their investigations, they come into contact with Thule agents or People of the Worm, leading them to suspect something far darker and more sinister than a simple gem theft has occurred. The Ormazd Society can show up to recruit the heroes to chase the gem down, leading into the adventure herein.
- The characters are OSR agents stationed in the Middle East, where they uncover a Nazi plan to use the gem for some horrific ritual. Again, the Ormazd Society arrives on the scene to provide information and ask for help, and the adventure begins!

The suggested “scenarios” above require little pre-planning on the part of the GM. Simply narrate the problem, use the statistics for Thule cultists and/or People of the Worm herein, feed them the information you need, and dive into this scenario. However, we do highly recommend running the “Heart of Yhtill” scenario in the Amazing Adventures core rulebook, as it provides a rollicking first adventure for the characters and gives them a direct personal stake in the events presented herein.

Other references to the previous adventure will abound throughout this scenario. In general, it is not absolutely necessary for the heroes to have full familiarity with these things. For example, the darts with the zombie drug made from scopalamine will instantly alert heroes who have played the prior scenario that their enemies are still out there.

Those who have not played the previous scenario will simply encounter a new and mysterious threat in terms of a mystical drug that creates ravenous, undead zombies from living people. Efforts to reproduce the drug will, of

course, be fruitless, though characters with knowledge of chemistry and the proper facilities to reverse engineer the chemical will be able to discover that it is some sort of heretofore unknown scopalamine derivative, but with some sort of mysterious x-factor involved that they will be unable to isolate (because it's dark magic).

ADAPTING FOR OTHER ERAS

Like its predecessor, this scenario is also nominally set in the "pulp" era of roughly 1938 or 1939. There may be GMs, however, who seek to run in different eras. The story can be very quickly and easily used to tailor the adventure to the GM's tastes on the fly.

Those who wish to set the scenario in other eras will need only to make minor tweaks to the villains and trappings—Nazis can be changed to current insurgent or terrorist organizations for a modern day game, for example, or to Soviets for a Cold War era game. To maintain the sense of isolation, it's recommended for more modern games to take place in cellular dead zones where the heroes simply don't have a signal if they try to use smartphones. Even satellite phones might be non-functional for mysterious reasons (this could be due to interference from the Grays or People of the Worm).

PLOT ELEMENTS FOR DAY OF THE WORM

The story involves a plot by People of the Worm to infiltrate the Allies and Axis forces in World War II and escalate the conflict to unimaginable levels, and the return of Alice Diamond, who has made a bargain with the People in exchange for power when they have completed their dominance of the Earth. Alice has been horribly scarred by her experiences in the original adventure, and will use various methods to disguise her face, from magic to veils.

Alice, of course, is still obsessed with obtaining the Heart of Yhtill, and the adventure takes the scales up a notch, involving the Worm's infiltration of the Society of Ormazd itself in an effort to determine where the player characters left the gem at the end of their original adventure. The governments of the Allied forces also get involved, backing the efforts of the heroes to stop the Thule Society at any cost.

Also appearing on the scene are the Grays, who are revealed in the end as the species that seeded humanity on the planet to begin with, but who are not at all benevolent; why they put us here and guided us (or even if they really did at all) will be left open.

Using the plotting outline discussed in **Amazing Adventures 5e** in the "Designing a Scenario" section of Chapter 6, here are the four hooks used in this scenario:

- **Unusual Crime:** Infection by People of the Worm
- **Exotic Location:** Egypt

- **Unusual Object:** Alien artifact (the Heart of Yhtill)
- **Menace:** Thule Society, People of the Worm, Greys.

ACT ONE

The characters return to At Taif after their adventures in the desert to a shocking discovery: War has come to the Middle East in a big way. Truth be told, war has been in the Middle East for some time, but now the Italians and Germans are making a real show of it, and as Americans or other nationalities likely affiliated with the Allies, it's a difficult time and place to be.

Even though Saudi Arabia remains nominally neutral but leans towards Allied support, the country is surrounded by enemies, and without a patron to take care of their needs with her vast social network, the players may face a difficult challenge getting back to the States, or even to friendly soil. The Society of Ormazd would love to help, but they are a loosely-connected network of traditional warriors who are dedicated to a sole purpose, and simply don't have those kinds of connections. Not to mention, as the heroes will soon discover, the Ormazd Society has its own problems.

If the heroes make arrangements to go home (and despite all efforts by the GM to make it difficult due to war, clever heroes will find a way), fear not: a sequence of events will occur to keep them in the Middle East.

AN UNWELCOME VISIT

The Ormazd Society has become aware that the Thules are still active in the area, and are concerned that their own brotherhood has been infiltrated by a subtle and nefarious enemy. At some point, a handsome young Persian named Arad Hassani, a member of the Society, will approach the group. Alternately, if the GM has devised an Ormazd Society contact for the heroes in the previous adventure, GMs should feel free to replace Arad with whatever Nhero has already been developed for this purpose.

Likewise, if this adventure is being run on its own, Arad will approach the hero's at some point early on—perhaps a run-in with some Thule cultists in an alley combined with suitable heroics will convince Arad that the heroes could make valuable allies; particularly if the heroes save Arad from the Nazis.

Regardless, at some point, the heroes get a visit from Arad begging their help; it seems that several members of their group have begun acting strangely, showing no emotion whatsoever and lacking even the most basic understanding of social courtesy or etiquette. One of the members was questioned extensively; Arad has few details; the mole claimed to be a creature not of this earth, and made a cryptic statement about the worms

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consuming the Earth from the place where the great kings sleep, and the tomb where the heart's body lies.

Assuming that the Heart was re-buried by the heroes at the end of the previous module, the Society has become aware of digging activities in the area where the Heart was re-hidden, and are afraid that the Heart's location has been revealed. If the Heart is still in the care of the heroes, the Society fears for their safety, as the Heart has almost certainly been compromised. Finally, if the Society has the Heart, it is being removed from Saudi Arabia to an uncompromised branch of the Ormazds in Egypt, and Arad would like the heroes to accompany the gem.

Again, if the heroes have not run through the "Heart of Yhtill" adventure, Arad can fill the group in on the duty of the Ormazd Society to protect the mystical gem, buried in a lost city deep in the desert, and present his fears that the cult of Thule has discovered the gem's location and is out to use its terrible power to rule the world.

ARAD HASSANI (LN human) Hp HD 4d8 (16 hp) AC 15, move 30ft. His primary attributes are Str 12 Dex 16 Con 13 Int 14 Wis 16 Cha 10. Perception 15 (+5), Religion +5, Stealth +5, Survival +5. 308 rifle +5 (2d8+4) or khopesh +3 (1d8+1). SA: All abilities of a 4th level raider.

ORMAZD SOCIETY WARRIORS (NE humans): HP 9 (HD 2d8), AC 12, Spd 30ft. Str 11 Dex 12 Con 10 Int 10 Wis 11 Cha 10. Perception 10(+0). Deception +2, Religion +2, Stealth +4. Khopesh +2 (1d8+1) or .380 Rifle +3 (2d8+1/double tap). SA Fanatic Devotion (Advantage vs. charm/frightened).

REGARDING ARAD

Arad Hassani is no longer the heroes noble ally. He has, in fact, been replaced by one of the People of the Worm, who have put their entire hive mind into helping him to appear human in all respects – this means hiding his alien nature from psychic probes and managing on some level to passably mimic human reactions and social graces – something at which the People are not normally adept. Arad's alien nature will become apparent in Act Three or Four; for now his mission is to use the heroes to get him to the Great Serpent and he will act as their staunch ally until such time as he is ready to reveal his true nature. Stats for Arad as one of the People of the Worm can be found later in the module.

BATTLE AT THE AIRFIELD

Eventually, the heroes will likely end up at an airfield one way or another, be it to try to go home, or to accompany the Ormazd society to Egypt. This is where things get hot. Just as the heroes are about to board the plane, a small boy runs up to them, begging them to stay away, to not get aboard. The boy has seen suspicious men messing around with the plane and can tell the heroes that he has seen them planting something with wires and blinking

lights on board. Just as this information is delivered, the plane explodes in a gigantic ball of fire. Heroes should all make a Dexterity-based save at DC 15 or be thrown to the ground and suffer 1d6 damage from the blast.

Chaos erupts across the airfield as multiple explosions rock the area in a chain reaction. Realizing that they have failed in their efforts to eliminate the heroes, a group of Thule cultists emerge with rifles and Lugers. A firefight erupts on the airfield. GMs should tailor the number of cultists to the situation; if the Ormazd society is with the heroes, there will be more Nazis, while if the heroes are alone there will be fewer. The heroes should be at a disadvantage here, but not overwhelmed. Drag the fight out for a few rounds before the heroes are victorious or look like they are about to lose, and don't be afraid to throw extra Nazis into the fray.

During the battle, some of the Thules will fire darts at civilians, who drop dead and arise one round later as zombies – exactly like those created by Alice Diamond in the heroes' prior encounters.

Finally, during this battle, at least one or two of the Thules will in fact be People of the Worm and when killed will explode into a shower of maggot-like fragments.

THULE CULTISTS (NE humans): HP 9 (HD 2d8), AC 12, Spd 30ft. Str 11 Dex 12 Con 10 Int 10 Wis 11 Cha 10. Perception 10(+0). Deception +2, Religion +2, Stealth +4. Dagger +3 (1d4+1) or pistol +3 (1d8+1/double tap). SA Dark Devotion (Advantage vs. charm/frightened).

One or more cultists may be a spellcaster (Wis 12; DC 11; +3). Cantrips (at will): light, sacred flame, thaumaturgy; 1-level (4 slots): command, inflict wounds, shield of faith; 2-level (3 slots): hold person, spiritual weapon.

ZOMBIES (NE Medium Undead) HP 22 (HD 3d8+9), AC 8, Spd 20. Str 13 Dex 6 Con 16 Int 3 Wis 6 Cha 5. Perception 8(-2). Slam +3 (1d6+1). SA Immune to poison, Darkvision 60ft, Relentless Fortitude.

PEOPLE OF THE WORM (NE medium humanoid (alien)) HP 50 (HD 5d8+25), AC 16, Spd 30ft. Str 12 Dex 15 Con 20 Int 17 Wis 14 Cha 9. Perception 15(+5), psionics +9/+8/+5, science +6, stealth +5, survival +5. Blaster +4 (4d6 radiant; can double-tap) or infection (recharge 6) +5 to hit; DC 14 con save or 1 level of exhaustion per hour; new save each hour to end effect; Exhaustion 6 = death and rise as new person of the worm in 24 hours. SA Hive mind (advantage in int, wis, cha saves and summon reinforcements); mentalism (Save DC 13; attack +5, empathic transmission, mental stun, obfuscation); regenerate 4 hp / round, skill absorption. Immune charmed, poisoned, resist psychic and nonmagical bludgeoning, piercing, slashing; vulnerable fire, lightning, darkvision 60ft.

How long this battle goes on is up to the GM – it can be merely a set piece to set the stage, or it can be a major conflict; gauge this depending on how much fun the players are having. Encourage them to take advantage of the landscape, perhaps granting combat bonuses for creative use of things such as tools, crates, carts, or other pieces of equipment that may be present.

As things look hopeless or as the heroes finish off the Thules only to note police and/or military closing in on them, a Rolls Royce speeds up. The door opens and an American in a dark suit bids the characters “Get in, quickly!” If they hesitate, he flashes identification marking him as a member of the U.S. government; his associate, also wearing a well-tailored suit, says in a cultured British accent, “I’d do as he says, mates. You lads don’t want to be here when the questions start.”

They two men are indeed British and American government agents who, impressed by their actions previously, want the heroes to engage in a covert action to support the Allied war effort. The heroes are already in neck-deep with the Nazis, and the Allies have information that they are willing to share. The heroes (and any surviving Ormazd society allies) are escorted aboard a Douglas C47 transport plane and escorted to an air base in England, where they are in for a surprise. Arad, if he is with the characters at this time, will be permitted to accompany the group.

TROUBLESHOOTING

It’s possible that one or more characters may simply wish to go home and leave this nightmare behind. You are well within reason to point out that such is not the way pulp heroes behave; there are certain conventions that players and GMs need to buy into for games of this nature. In addition, most of the world believes the Axis powers to be the greatest evil the planet has ever faced, and would go to great lengths to do their part in defeating the threat. If the players push, a murder in one of their hotel rooms can serve as an introduction to the Thule cult’s current activities, and as a means by which to keep them in town for a bit:

When the heroes return to their hotel room, one of them finds a woman murdered in a rather grisly fashion on their bed; she is disemboweled, laid spread-eagled, and the lightning bolt emblem of the SS is painted on her forehead. There are definitely signs of a struggle; the room is, in fact, a shambles. There is, however, no sign of forced entry. Any psychics or mystics in the group can make a Wisdom check to sense the presence of corrupt magical energies on the scene; if “The Heart of Yhtill” has been run, these are similar to those that infused the Black City.

If you really want to push things over the top, have the body rise as a zombie and attack!

There are two possible courses of action here: if the heroes call the police, they will be questioned and ordered not to leave town until the mystery is solved, but will not be detained, as having reported the incident reflects favorably upon them.

If they flee, they will quickly become fugitives as prime suspects in the murder, but will be able to find shelter with the Ormazd Society, who have come looking for

them as they, too, have become aware that the Thules are still active in the area. Indeed, this could lead to a direct confrontation with Thule assassins—say in an alley in the city—where the heroes encounter Arad or another Ormazd Society member and make allies by fighting side-by-side.

If even after the use of the murder victim in the hotel room, the player is still insistent that her character would not go along for the ride, inform her that the government arranges passage home, and that she should now make a new character. This is a better option than forcing a player on a path that she doesn’t feel her character would follow.

ACT TWO

DOWN THE RABBIT HOLE

The heroes do not see their two government contacts again until they reach England, at which point they are escorted through the airbase to a dark conference room, where the two agents are waiting. The agents, who introduce themselves as Agents Smith and Jones, respectively (and gladly admit that these are aliases), question the heroes extensively about their prior encounter with the Thules. Again, the GM can gloss over this or can play out the interrogation. Remember, however, that for the most part this is a debriefing; Agents Smith and Jones know most of what the heroes have been up to and are mostly gauging their loyalty to the Allied cause.

When they are satisfied, they congratulate the heroes on a job well done, and ask, “Now how would you like to see something that’ll really blow your mind?”

The heroes (save for Arad, about whom the agents have “national security concerns” given his Persian origin) are then escorted underground, through a maze of tunnels and sealed doors, and into an observation room with a large window that is obscured by a heavy black curtain. Psychic characters will receive strong flashes of alien emotion from somewhere nearby. The sensation is so inhuman that each player must make a Wisdom save at DC 18 or be unsettled, nauseous and dizzy from the experience. If using Sanity rules, this would be a case where a SAN check is in order, the resultant damage being 0/1d6 SAN loss.

Agent Smith, the American, steps up to the curtain and says, “Boys [or ladies and gentlemen as the case may be], meet one of the architects of that power source the Thules are after.”

He opens the curtain to reveal a Gray alien on the other side (See Appendix A). Obviously, GMs should not simply say, “you see a Gray alien,” but should describe the creature in detail. The alien walks aimlessly around a featureless white room, then suddenly turns and looks directly at the window. Despite Agents Smith and Jones

assuring the characters that it cannot see them, as the window is a two-way mirror, everyone gets the sense that the creature knows exactly where they all are.

Agent Smith explains that the creature is the lone survivor of a group who made contact with the United States government in 1937. To avoid public panic, they were taken into protective custody, but this one's three companions died quickly of Earth diseases before the fourth was able to help U.S. scientists develop a vaccine to protect it. The government believes the aliens to be a potential threat and has been analyzing their technology to further the war effort against the Axis and to determine their purpose. This creature, though it has been a model prisoner, has not been forthcoming as to the nature of their visit, aside from saying it was based on "scientific and evolutionary curiosity."

Suddenly, everyone hears a voice in their minds. The voice is smooth as silk, soft, and calming. Players can attempt a Wisdom save at DC 20 to close their minds off if they wish; Mentalist characters gain advantage on this save, while Arcanists and Occultists suffer disadvantage due to being open to the energies of the Deeper Dark. The feeling of the voice is unsettling, and mystically-inclined characters will get the impression that the creature, while it views them as potential allies, does so as allies of convenience—it is not entirely friendly to the human race.

It says, "Agents Smith and Jones have undergone extensive training to resist my probes, but the rest of you are as transparent as your glass. You have encountered the People of the Worm. They want our power source. I can help you, if you will allow me."

The alien will not reveal any information about from where it comes, or the nature of the power source, or what it's used to power. Nor will it tell the group why it wants to help them, save to say that the People of the Worm seek to wipe out all resistance on this planet so that they can stage an invasion that will drain the world dry. If the players ask what they will drain from it, the gray will reply, "Why, humans, of course. How do you think they both reproduce and feed?"

The alien can give details about the physiology of the People of the Worm, how they feed upon and steal the bodies of humans and other intelligent life for reproduction and food. It will say that its people have long been at war with the Worm, and will offer to fabricate small quantities of a serum that will make the heroes immune to their biological assault.

Unfortunately, the alien is only a technician and has no knowledge of where any machines may be secreted for the Worm to steal. If the group ask it about the place where the great kings sleep or the tomb where the heart's body lies, it will posit that its people had much contact with the humans in what we now call Egypt; there was in that country a great city of the dead where many kings

are buried. It suggests that somewhere in the heart of that place the machine might lie, but it does not know what the machine is.

The alien can synthesize a sort of vaccine to stave off infection by People of the Worm; unfortunately there isn't time to create an unlimited supply. There is approximately enough time to create 7 (2d6+1) doses. The Grey explains that the drug supercharges the human immune system, enabling it to fight off any poison, pathogen, or foreign body. Once injected, it will last for 2 (1d4) hours.

This drug requires injection into the victim within one minute of infection; such an injection allows the character an additional Constitution-based saving throw at advantage to resist the worm; it automatically neutralizes any other poison or ailment.

OFF TO EGYPT!

Arranging passage is little trouble; soon the characters and Arad are en route to Egypt. If anyone is hesitant to bring Arad along, point out that the Ormazds are valuable allies and he knows how to get in touch with others in the society in ways that the heroes do not have.

About halfway through the journey, the heroes can make Wisdom (survival) checks at DC 15 to sense that something feels wrong about this trip. The cockpit is sealed and they cannot get in; they have not seen another soul since before takeoff. Anyone in the group who is proficient in piloting Air vehicles (civilian or military) has only a DC 10 on the check, which is made at advantage. Success indicates the character senses that the plane has somehow veered slightly off course.

Eventually, just as the plane begins to descend, the door to the cockpit opens and with a clank, a cylinder bounces into the room. The door then closes and locks from the cockpit side. The cylinder is a gas grenade; heroes should make a Constitution-based save every round. The DC begins at 10 and increases by +1 per round; failure means the character is unconscious. Wrapping their nose and mouth in cloth will buy them a little time; grant advantage on saves if they take this precaution.

The plane has been hijacked by Thule Cultists who want to know what the heroes have on them. When the plane lands (assume 1d10 rounds after the grenade is tossed), any heroes who have managed to remain awake will find themselves facing down twenty soldiers wearing SS uniforms and aiming submachine guns at them. Should they choose to fight, they are at disadvantage on all attacks, checks, and saves due to the effects of the gas. The effects wear off after 2 (1d4) hours.

The characters are bound to chairs in separate rooms (any who were awake are blindfolded). Here they are tortured and interrogated over a period of days. There is a 10% chance that any given interrogator is one of the People

of the Worm. They should catch a glimpse of a shadowy figure wearing a veil (Alice Diamond, deformed from her experiences before) moving around in the background, watching on occasion, but never actually get near enough to get a good look.

It is up to the heroes how they escape this trap, but if they dally too long, put their lives in jeopardy. Perhaps the Thules have decided they know nothing and are of no further use, and send in an assassin, forcing the hero's hand. On their way out, the GM may wish to facilitate the heroes learning a few key pieces of information of their own, such as where the tomb is, in the Valley of Kings and when the operation begins, to recover the machine (which they refer to as "raising the serpent god," or even, if you're feeling spicy, "Returning the mighty Yig to the world of man"). This information should come in the form of communiques and Egyptian stehles that the heroes gain access to in the enemy base.

How difficult you wish to make it is up to you; but in general, the base is staffed by both Thule cultists and SS officers, some of whom may actually be People of the Worm.

A rough map of the hangar is included below but is left blank to flesh out as you like; the building in which the heroes are being held is an aircraft hangar with smaller interrogation and meeting rooms around the perimeter. There is a gigantic hangar bay door at the front, and two to four normal doors scattered around the walls that can provide an exit. All, of course, are guarded. The aircraft that carried the heroes here is likely still in the bay, as it's a stolen American craft. Engineer a few encounters with cultists, soldiers, etc., as the heroes work to free their companions and escape, and at some point, get them into an office which holds the data they need. A great deal of planning isn't necessary here; simply think of all the "escape" films and stories you've seen and run it off the cuff.

One interesting complication is that Egyptian hieroglyphs cannot be quickly or easily read—it will take a few hours to interpret the symbols, which means carrying a few stone tablets with them, or getting a good rubbing done.

If the heroes get into too much trouble, don't be afraid to bail them out by having the Ormazd society show up in force and assault the Thule base.

Once the heroes have the information and are able to hook up with the Ormazds in Egypt, the final phase begins.

ACT THREE

This act is a race against time to beat the People of the Worm and the Thules to the Valley of Kings. The heroes have discovered that the Heart is in fact an alien power source of great energy and will be used to power some sort of doomsday weapon under the sands of Egypt. In the end, they believe they've cornered their enemies, and Alice Diamond is revealed not only to have survived, but

to be running the show—revealing that these Thule Cultists are not Nazis, but an independent offshoot.

THE VALLEY OF KINGS

At first, this should feel somewhat familiar to the heroes—racing across the desert ahead of their foes. Unfortunately, the difference this time is that the Thules actually have a head start on them; when the heroes reach the Valley of the Kings there are already Nazi digs going on. However, if the heroes gained proper information from the hieroglyphs in the hangar, allow an Intelligence (History) check at DC 17 to realize that the Thules are digging in the wrong place. The stehles provide a detailed explanation of exactly where to go; the Thules have made a basic error in calculation that would be easy to overlook for most people.

Fortunately, the characters are pulp heroes and tend not to miss these things!

PERSONALIZING YOUR GAME

There is room for a great deal of intrigue and investigation, here: stealth-oriented heroes could decide to spy on the Thules to gain information or even sabotage their efforts. Socialites could use their natural wits and charm to not only gain intelligence, but to help hire discreet guides and diggers for the heroes.

In general, this section is fairly open, as it's difficult to predict what the player characters will do. If the Thules have the Heart, the heroes may wish to try and steal it back. As GM, you'll need to be flexible and think on your feet in this section. Make up the details of the archaeological dig as you go if need be. Do you need a tent filled with war plans and details of the dig? There's one there. Things going too easy for the heroes? Then just as they gain a vital piece of information, they're discovered, and a chase or firefight erupts.

Alice Diamond is intended to be revealed at the climax of this scenario, but there's nothing to say you couldn't have the heroes discover her existence here and now if it will add dramatic tension to the scene.

THE TOMB

Eventually, the heroes will discover the tomb wherein lies the body of the Great Serpent—actually a biomechanical doomsday weapon in the shape of an enormous serpent, which can be activated by the Heart of Yhtill.

The tomb consists of three corridors, followed by a ritual shaft which is not a true shaft, but a sort of ramp that travels at a steep angle into the earth. The shaft opens into a hall of pillars, followed by two more corridors, a vestibule, and an ornate burial chamber with an annex behind it. Archaeologists in the group will note

that the corridors seem wider and higher than they should, by a significant margin, as if someone very important and grand were buried here...or something gigantic in size.

Note that if the heroes have discovered all of the information in Act Two, They may know of the rear exit—a narrow crawl shaft leading upward from the Annex that was designed to allow workers to get out of the tomb. This shaft allows only single-file navigation on all fours. Combat would be near impossible and if the heroes encounter trouble it could be a death trap. Any Raider or archaeologist in the group would know this without a roll. Finding the passage from outside requires 2 (1d4) days of searching and an Intelligence (investigation) check at DC 18 or a Wisdom (perception) check at DC 20. People of the Worm (like Arad) have an ancestral memory of the area and once the correct tomb is uncovered can find this “back door” in a mere 1d6 x 10 minutes.

Arcanists and Mentalists will sense a great deal of dark power and energy in this place. Something that positively stinks of the Deeper Dark corrupts the very air here.

There are, of course, booby traps to discourage tomb raiders such as the heroes. Hooligans and Raiders can make use of their class abilities to locate these traps; the GM should make a check to see if the Raider notices something odd (if the Raider chooses to search, add +2 to this check), while Hooligans must choose to search for traps. In either case, the DC to discover the traps is noted under each one.

Here it should be noted that Arad (or another non-player character the GM deems appropriate) has in fact been infected and become one of the People of the Worm. At some point, he should betray the heroes and leave them stuck in a death trap, revealing his nature and affiliation with the Thules—and Alice, who has followed along secretly.

A good way to handle this is if the party has no Raider or Hooligan, Arad can function as the trap detector for the group, but deliberately spring one of the traps after he gets safely out of the way. As one of the People of the Worm, Arad knows about the secret passage to/from the Annex, and once he realizes that the heroes

have found the right tomb, he can lead the Thules in the back way.

AREA 1: SECOND CORRIDOR

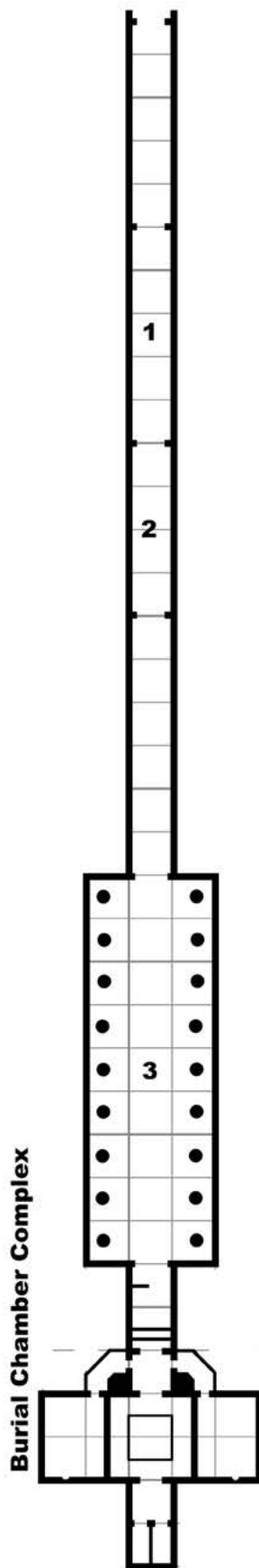
In the second corridor, stepping on the wrong tiles causes the hallway to fill with a barrage of poisoned darts. All caught within the barrage gain two saving throws: a Dexterity-based Save (DC 15) will avoid the trap altogether, while those hit need to make a Constitution-based Save (DC 12) or see their Constitution reduced by 1d4 points every minute for 1d6 minutes. A new save can be made at the end of each minute, ending the effect with a success. If Con reaches zero, the hero dies. A DC 15 Intelligence (medicine) or Intelligence (nature) check allows for concocting an herbal poultice that will slow or negate the poison; such a poultice will allow advantage on all saves. Constitution loss is recovered after successfully completing a long rest. To notice this trap and find the safe path through the corridor, a hero must make a successful Wisdom (Perception) check at DC 16, or Intelligence (investigation) at DC 13.

AREA TWO: RITUAL SHAFT

The ritual shaft contains a boulder trap. Pressure plates on the floor cause a ramp to drop down behind the heroes and unleash a giant boulder that rolls down the ramp towards the heroes. All characters must make a Dexterity save (DC 13) to run down the ramp and get into the Pillared Hall—the door to the hall is too large for the boulder to roll through. Failure means the hero is struck by the boulder for 5d10 points of damage. Those who survive this trap after taking damage are thrown into the hall of pillars by the impact, rather than being run over and squashed. The DC to notice this trap and avoid the pressure plate is 15—note also that the boulder, once unleashed, apparently bars the heroes means of escape (though see the passage in the Annex).

AREA THREE: HALL OF PILLARS

In the hall of pillars, walking through a shaft of light from high above causes the doors to drop and seal, and the room to be filled with a toxic miasma. ou create a 20-foot-radius sphere of poisonous, yel-



low-green fog centered on a point you choose within range. The fog spreads around corners. It lasts for the duration or until strong wind disperses the fog, ending the spell. Its area is heavily obscured. When the room fills, all in the area must make a DC 12 Constitution saving throw. The creature takes 1d8 poison damage on a failed save, or half as much damage on a successful one. Creatures are affected even if they hold their breath or don't need to breathe.

It will take 2d6 minutes for the room to fill with gas; a good idea is for the GM to inform the players that he is tracking real time and allow Wisdom (perception) checks (DC 15) to guess how long they've got to figure a way out. Once they formulate a plan, determine how long it will take in game time to put the plan into action; adding this to the real time that has passed formulating the plan will determine how many saves the heroes must make. For example, if the room will take 12 minutes to fill, and the players spend 6 minutes formulating a plan that the GM determines will take ten minutes to pull off, this total of sixteen minutes means that the heroes will be in the cloud for four minutes, requiring four saves.

The only way out of this trap is to find a way to drain the gas or open the doors—the GM should roll with any clever ideas the heroes come up with, remembering that they are pulp heroes and rewarding good role playing and clever use of class abilities, backgrounds, etc., with Fate Points. For example, a Gadgeteer might come up with the idea of spending “on the fly” gadget points to pull out his breeze-o-matic 9000 Air Purifier, based upon a spell like druidcraft, thaumaturgy, or prestidigitation. This should work, though it may take a few rounds to completely clear the room, given that it's a cantrip-level effect. Thinking further outside the box, Obscuring Mist or Fog Cloud could be argued to dilute the cloud enough that it becomes harmless. Hooligans and Raiders could call upon their unique skills to find a fulcrum to force the doors open, etc. Your goal is not to kill the heroes, but to give them a palpable sense of danger. A DC 15 Intelligence (investigation) check will discover and avoid this trap, as will a DC 17 Wisdom (perception) or Passive Perception 17.

In addition, or alternately, the GM could include a few tomb guardians here, perhaps in the shape of Anubis, lord of the dead. This would be appropriate for groups who enjoy combat more than death traps. Treat these as a sort of lesser golem made from bronze.

TOMB GUARDIAN (*Unaligned Large Construct*) HP 40 (HD 4d10+16), AC 15, Spd 30ft. Str 16 Dex 7 Con 18 Int 2 Wis 11 Cha 2. Perception 14 (+4). Slam +5 (1d8+3 and target grappled; escape DC 13) or large khopesh +5 (2d8). SA multiattack (slam and sword); immune to spells or effects that alter form; immune to poison and psychic damage; immune to charmed, exhaustion, frightened, paralyzed, petrified, poisoned; resist fire and nonmagical bludgeoning, piercing and slashing. Vulnerable to lightning, cold. Challenge 3 (700 XP).

TROUBLESHOOTING

If things are looking too bleak for the heroes, it's possible to have the Ormazd society (or even the Grays—see Act Four) come to their rescue. It's also possible to skip the encounter in the burial chamber in Act Four and simply have the Great Serpent blast through the doors on its way out. Of course, this leads to the necessity to get the players information on how to stop the thing—this could simply be handled by having any archaeologist or Raider make an Intelligence roll to have the thought that nobody would bury such a thing here without leaving information how to shut it off. Such information is indeed present in the burial chamber in the next Act.

ACT FOUR

The heroes extricate themselves from certain doom and face off against the People of the Worm. GMs should strongly encourage the use of Fate Points in this section—narrative tinkering is key to high action and the players should be encouraged to think in suitably pulp terms. Don't be afraid to remind them, “You know, you have Inspiration Points that you can use for dramatic editing.”

In general, this act should include a massive battle between the People of the Worm, the Thules, the Ormazd Society, and the Grays. The GM should keep track of what's going on carefully here and be sure to have the Ormazds ride in as the cavalry at an opportune moment—otherwise, the heroes find themselves alone in the middle of a mass combat, which is generally bad.

After the fight is concluded, the Grays try to take possession of the Heart and are revealed to not be allies after all. A means to destroy the heart is found—do the heroes take it, or decide to keep the heart, or turn it over to the Allies for use in the war effort? The punch line of course, is that Alice escapes once again.

THE BURIAL CHAMBER

Eventually, the heroes should make it to the burial chamber. This chamber is full of wealth and riches beyond the heroes' wildest dreams; any Raider will find themselves driven to see that it is all protected and properly catalogued; Hooligans will likely try to fill their pockets. Everything from ancient children's games formed with boards and pegs to tiny ushabti and elaborate gold-gilt sarcophagi to ornate thrones studded with gold and gems, to gold-gilt daggers can be found herein. GMs can go as crazy as they like describing the overwhelming wonders of this place, which will hold the entire life of the wealthy priest buried herein.

Unfortunately, the tomb is not to remain pristine. Aside from the Thules and People of the Worm (who may already be here, depending upon how the GM ran the pre-

vious section), the heroes must deal with one final trap: the guardians of the tomb—Mummies!

There is one mummy per two heroes and non-player characters present, a formidable guard. However, if the heroes are having too easy a time, feel free to increase enemy numbers or throw in a more powerful mummy or other undead in the form of the long-forgotten priest buried herein.

MUMMIES (LE Medium Undead) HP 58 (HD 9d8+18), AC 11, Spd 20ft. Str 16 Dex 8 Con 15 Int 6 Wis 10 Cha 12. Perception 10 (0). Saves Wis +2. Rotting Fist +5 (2d6+3 plus 3d6 necrotic and DC 12 Con save or mummy rot) and Dreadful Glare (DC 11 Wisdom save or frightened till the end of mummy's next turn. If save failed by 5 or more, also paralyzed. Success = immune for 24 hours) SA darkvision 60ft, immune necrotic and poison damage; immune charmed, exhaustion, frightened, paralyzed, poisoned; resist nonmagical bludgeoning, piercing and slashing. See *Amazing Adventures* for full Mummy stats.

Written on the walls of the tomb are strange pictographs depicting a gigantic serpent breathing fire and laying waste to everything in its path, and strange creatures with egg-shaped heads (who look similar to the Gray alien the characters have already seen) standing around it, apparently at war with hundreds of smaller serpents. The huge serpent is depicted as having a glowing heart. Examining the pictures points to a hidden lever which causes the main sarcophagus to swing aside, revealing a stairwell going deeper into the earth.

Descending the stairs reveals a cavernous room in which appears to rest the perfectly preserved body of the largest serpent the heroes have ever seen: it is easily over 100 feet long, its scales glistening even in the dim light from above. Closer examination reveals the thing to be some sort of gigantic metal construction, albeit a metal the characters have never seen before. Along the walls, more hieroglyphs depict a three-way great battle between men, Grays, and man-shaped creatures made of tiny serpents. The major points are clear: the grays and worms want the device, and the humans want to destroy it. The details are foggy, including how the device ended up down here or why it was not destroyed, but any Raider or character with a Background or Knowledge allowing them to decipher hieroglyphs can determine that there are clues to destroying the thing here, but they'll need time to decipher.

This would be where things get interesting (assuming they are not already so). The Ormazd Society, Thules and the People of the Worm arrive on the scene if they're not already there, and a pitched battle for the machine begins. The Thules, of course, wish to place the heart within the serpent and use it to escalate the war. The People of the Worm want this as well; doing so would create a new Dark Age for man, making humans easy pickings for the Worm to mount a full-scale invasion.

At some point soon after the battle starts, a contingent of Gray aliens should also appear on the scene, having

been tracking the heroes' actions and intent on taking their weapon back. The battle can spill out into the Tomb, or even into the Valley of Kings itself, should the Thules activate the machine.

If she has not already made her presence known, this will be an ideal opportunity for Alice Diamond to appear on the scene as the mastermind behind the entire operation. Her motives are still nebulous and unrevealed; likely the heroes will never know why she is in league with the Worm. But she is horribly scarred by her encounter with the Temple Guardian in the Black City, and may use magic to disguise her injuries. She now hates the heroes like no others, and will go out of her way to see them destroyed.

Remember also that the Thules still have the zombie drug and won't hesitate to use it. If a hero gets hit by a zombie dart, they must succeed at a DC 17 save; if failed the hero takes 1d10 damage each round; the victim can repeat the save at the end of each of their turns, ending the effect on themselves with a success. If a victim's hit points reach 0 from this damage, they die and rise as a zombie within 1d4 rounds. Injecting oneself with the Grey serum will instantly neutralize this poison.

RUNNING THE BATTLE

There's no room here to include a detailed narrative mass combat system, but to nicely abstract things, each round lasts one minute of time. During this minute each side makes a single d20 roll. This roll gains a bonus equal to the average Int bonus of its group (+2 for the Thules, +1 for the Ormazds, +2 for the Allied forces, +5 for the Grays). The winner rolls a d10 to inflict casualties on another side: the Grays will always inflict casualties on the Thules first, while the Ormazds and Thules will divide casualties equally amongst their opponents. The result of the d10 roll times two equals the percentage of casualties taken by the other side; thus, a roll of 3 means six percent casualties have been inflicted. When any side's casualties reach 100, that side is out of the fight entirely. Every 10% casualties a side has taken subtracts 1 from its d20 roll.

So long as the Thules control the Great Serpent, they gain an additional +3 to their roll. When the Ormazds and Greys arrive and take the side of the Allies, the GM may choose to add a similar +3 roll to the Allied forces based on a morale boost.

GMs should allow opportunities every round for heroes to engage in heroic acts to give their side a bonus of +1 to +3; these acts could be anything you can dream up so long as they are appropriately "Pulp." Some examples include:

- Fighting to directly protect the scholar as an enemy directs attacks at her
- The Socialite places herself in danger to give a rousing speech to inspire greatness

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- Engaging a specific enemy in battle in order to stop the other side from achieving a specific objective, such as holding the entrance of the serpent against those with the Heart.
- Defending a fallen comrade to keep them alive.

Each heroic act should carry with it the potential for the hero to suffer some sort of damage. Alternately, the heroes can also spend Inspiration Points—each Inspiration Point spent grants +1 to their side's d20 roll (or +2 if they agree to suffer an attack from a random foe), but they must describe what heroic act they perform in the process.

GRAY ALIENS (LE medium humanoid (alien)) HP 30 (HD 6d8), AC 18, Spd 30ft. Str 10 Dex 16 Con 10 Int 21 Wis 21 Cha 14. Perception 18(+8). Medicine +8, Psionics +11/+10, Science +8, Stealth +6. Death Ray +6 (4d6 radiant; can double-tap). SA Mentalism (Attack +11, Save DC 16): empathic transmission, mental stun, mesmerism, obfuscation, telemagery; super-science (level 0, 3, 4, and 5 gadget of choice; level 4 gadget 1/short rest, level 5 gadget 1/long rest); Immune charmed, resist psychic, darkvision 60ft.

ALICE DIAMOND (CE Human Occultist/Socialite) HP 30 (HD 5d8), AC 15 (17 mage armor), Spd . Str 9 Dex 15 Con 11 Int 13 Wis 14 Cha 18. Perception 12(+2). Arcana +4, Deception +7, Insight +5, Persuade +7, Religion +5. Sv: Wis +5, Cha +7. Dagger +4 (1d4), Derringer +4 (1d8; 2 shots then reload). SA Occultist—Patron (Outer Dark: Insane insight); Invocations (Agonizing blast, armor of shadows, beguiling influence, mask of many faces), Pact of the Tome (3 cantrips*); Force of Personality (Exalt, Demoralize); Connected; Spellcasting (Cha; DC 15; Attack +7) Cantrips (at will): Chill touch, eldritch blast, guidance*, poison spray, prestidigitation*, thaumaturgy*; Spell Slots (2, 3rd-level); Spells known: Hellish rebuke, unseen servant, enthrall, ray of enfeeblement, fear, counterspell. She wears a special ring that uses a psychic dampening field to hide her magical aura, to keep psychics and other Arcanists from detecting her magical abilities. While wearing this ring, she cannot use any of her invocations nor cast any spells.

ARAD HASSANI (Infected) (NE medium humanoid (alien)) HP 50 (HD 5d8+25), AC 16, Spd 30ft. Str 12 Dex 15 Con 20 Int 17 Wis 14 Cha 9. Perception 15(+5), psionics +9/+8/+5, religion +6, science +6, stealth +5, survival +5. .308 rifle +6 (2d8+4) or khopesh +6 (1d8+3) or infection (recharge 6) +5 to hit; DC 14 con save or 1 level of exhaustion per hour; new save each hour to end effect; Exhaustion 6 = death and rise as new person of the worm in 24 hours. SA Hive mind (advantage in int, wis, cha saves and summon reinforcements); mentalism (Save DC 13; attack +5, empathic transmission, mental stun, obfuscation); regenerate 4 hp / round, skill absorption. Immune charmed, poisoned, resist psychic and nonmagical bludgeoning, piercing, slashing; vulnerable fire, lightning, darkvision 60ft.

GREAT SERPENT (Gargantuan Heavy mobile armored vehicle) HP 200, AC 25, Speed 10 mph, Acceleration 5. Str 30 Dex 9 Con 30 Int 18 Wis 18 Con 18. SV Str +14, Con +14 Perception 18(+8), athletics +14 Perception +8 Intimidation +8 Survival +8. Breath Weapon (60 ft. cone of fire; recharge 5-6), 8d6 fire; DC 15 Dex (half); Trample (moves at least 20 feet, target Dex save (DC 15) or prone and 5d10 damage) Immune slashing and damage from non-heavy, non-vehicle-scale weapons (magic and alien blasters will work). Note: Greys and People of the Worm have proficiency in piloting this vehicle; no humans do.



VICTORY CONDITIONS

The only way to “win,” so to speak, is to destroy the machine. Determining how to do so will take Raiders or other hieroglyph-readers 2d10 minutes, at the end of which a DC 15 Intelligence (history) or DC 13 (cryptolinguist) check is required to decipher the meaning of the writing. The result of the 2d10 roll determines how long the heroes need to hold out in combat and protect their scholars. It would be ideal if the Thules do manage to activate the machine and pilot it out into the Valley; this will make for a relatively awesome climactic scene, but if it doesn't play out that way, so be it.

In the end, the key will be for the scholar and a character with some sort of technical know-how (a gadgeteer with the Engineer archetype will be ideal, but a Hooligan or other character with proficiency in Thieves' Tools, or proficiency in mechanics' tools will do nicely; in a pinch, go with the character who has the highest Int) to get into the machine and create an overload in the chamber where the heart resides, and to do this, the heart must be in the chamber. This means that the Thules must achieve their objective for the heroes to win. Once this happens, the Serpent will leap to life, shoot up through the floor into the chamber of pillars, and up the ramp (through the boulder if need be) out into the Valley, where it will encounter a great battle between Allied and Axis forces, who have come to investigate the unusual activities herein, and begun battle. The heroes, no doubt, will be in hot pursuit and need to catch the serpent to get inside and destroy the thing.

To destroy it, the scholar must make an Intelligence check using an appropriate skill or tool kit (allow the heroes to

make cases for whichever skills or tool kits they have that might apply) at DC 15 to remember exactly what to do (if the hero fails, they may try again after a minute), and the mechanic must make a series of 1d6 successful Intelligence (mechanic's tools) checks at the same DC to successfully detonate the chamber. A failed check has no effect, other than to draw out how long it takes.

If the scholar makes a DC 18 Intelligence check, they can also determine how to create enough feedback to destroy the Heart of Yhtill itself. This will require 1d4 additional checks on the part of the mechanic. However, this is a big decision. The Heart is a source of unthinkable mystic power and energy. It would be a real treasure to have in one's collection, or a boon to the Allied war effort if its secrets could be unlocked. However, the heroes are technically members of the Ormazd Society, meaning they have a choice to make whether to protect or destroy the thing—the society is so old even they are not sure what they'd do given a chance to be rid of the thing.

Meanwhile, the other heroes and their allies must do everything they can to figure out how to slow down the beast before it reaches civilization. The doomsday device has no stats, as it cannot be destroyed by earthly means; however, artillery from tanks or aircraft bombs could knock it backwards and slow it down. Getting in the machine and doing battle with its pilots is an effective way to stop it.

Alternately, the heroes can opt to use their side's casualty rolls instead to delay the progress of the serpent; that is, instead of rolling for casualties when they win a round of battle, they can simply decide to have stalled the serpent for one more round.

After the heart chamber is set to blow, the heroes have 1d6+4 rounds to escape before the entire machine is consumed by the dark energies of the Heart. If they are still inside, they should be considered dead (unless they spend Fate Points for "Left for Dead," in which case their bodies are later found amongst the ruins, barely alive.) When the machine goes up it should be suitably dramatic: it rears up like a serpent about to strike, freezes stiff, begins to tremble and shake, and then glow and give off waves and pulses of energy. The ground shakes and everyone runs for cover; if any heroes are still outside the thing doing battle, they must make a DC 13 Dexterity save or suffer 3d6 damage from the blast and be knocked prone.

Finally, the machine goes up in a massive explosion the likes of which none of the humans present have ever even imagined. The machine, of course, is completely consumed. If the heroes opted to overload and destroy the heart as well, it, too, is gone. Otherwise it sits untouched in the middle of the desert floor. What happens to it at this point is up to the players and GM. With all of the forces at play it's unlikely the heroes end up with it, but not impossible. And if they don't, then who does? The Thules? The Ormazds? The Allies? The Axis? Or the Grays? Let it

play out and see what happens, or just make a narrative call and go with it.

DENOUEMENT

When all is said and done, the People of the Worm will flee, not wishing to push the issue when their plans have been so soundly defeated. The Grays as well are uncomfortable with having been seen by so many humans. They will transport to their silver saucers in orbit and vanish (preferably, from their point of view, with the Heart). They may make some cryptic and ominous statements about their unfriendly agenda but will give away nothing specific.

Alice Diamond should survive this battle, though she may end up taken into Allied custody (or even whisked away by the Grays, who are fascinated by her capacity for amorality and her raw power). She can make for an excellent recurring villain, a sort of Moriarty or Fu Manchu whose schemes the heroes defeat time and again. Her direct role here is apparently small, but the GM can feel free to ramp up her participation and involvement to whatever level he sees fit.

The Allied or Axis forces (depending on who won the battle) will retreat, and the other side will begin establishing a mobile base right here in the Valley of Kings. The heroes could end up being prisoners of war, setting up yet another adventure for our heroes.

Alternately, if the Allies were victorious, Agents Smith and Jones could arrive on the scene to congratulate the heroes for a job well done and offer them a new assignment...

APPENDIX: NEW MONSTERS

ALIEN (GRAY)

Medium humanoid (alien), lawful evil

ARMOR CLASS: 18 (deflection shield)

HIT POINTS: 30 (6d8 HD)

SPEED: 30ft.

STR:	DEX:	CON:	INT:	WIS:	CHA:
10 (0)	16 (+3)	10 (0)	21 (+5)	21 (+5)	18 (+4)

SKILLS: Medicine +8, Psionics +11/+10, Science +8, Stealth +6

TOOLS: Electrician's Tools +8, Electronics' Tools +8, Mechanic's Tools +8

SAVES: Intelligence +8, Wisdom +8, Charisma +7

CONDITION IMMUNITIES: Charmed

DAMAGE RESISTANCE: PSYCHIC

SENSES: Darkvision 60Ft, Passive Perception 18

LANGUAGES: Telepathic communication

CHALLENGE: 5 (1,800 XP)

Special Qualities

- **Superior Mentalism.** All grays have the abilities of a tenth-level mentalist. They have expertise in the use of their mentalism, adding double proficiency bonus to all psionic power checks. Their psionic attack bonus is +11, and their save DC is 16. Typical psionic powers include Empathic transmission, mental stun, mesmerism, obfuscation, telemagery.
- **Super-science.** All grays have the abilities of a tenth-level gadgeteer (engineer). Specific gadgets vary, but usually will include at least one gadget each of levels 0, 1, 2, 3, 4, and 5. Level 4 gadgets can be used once per short rest; level 5 gadgets can be used once per long rest. Their Death Ray (below) counts as a first level gadget (based on Guiding Bolt), and their deflection field (see AC, above) counts as a 2nd-level gadget (based on Blur; grants +5 AC).

Actions

- **Death Ray.** Melee weapon attack: +6 to hit, range 120ft, one target. Hit: 12 (4d6) radiant damage. The gray can double-tap.

Description

The classic "Invaders from Mars," these mysterious creatures appear as short (4 to 5 ft. tall) humanoids, extremely slender, with large, egg-shaped heads, huge black eyes, long limbs, and light gray skin with the texture of marshmallows. They appear to have no noticeable nose or ears, simply possessing holes in the sides of their heads and small nostrils in their faces, and their mouth is tiny and lipless. Often, they travel naked, but have no discernible anatomy to differentiate secondary sexual characteristics. They are clearly alien, though whether they come from another planet or another dimension is a matter of some debate, as is their agenda in coming here.

Insidious researchers. The grays act in secret, rarely making intentional contact with human beings, save to abduct humans from their lives, perform medical and scientific experiments on them, and return them, often with little to no memory of what occurred during this "lost time." Most encounters describe their mode of transportation as being silver, saucer-shaped vessels with no visible means of propulsion. These vessels emit a quiet and constant hum and can apparently shed blinding white light. They are believed to be behind thousands of abductions across the world, as well as the mutilation of livestock. They are viewed as a tangible threat by many world governments, who feel the grays are gearing up for an invasion of Earth. There are rumors that one or more governments have entered into clandestine agreements with the grays, but to what end nobody knows.

Mind melters. Those grays who have been captured or encountered in situations where communication has been possible have never spoken. Rather, they are powerful psychics who use telepathy and empathy to communicate their intentions and responses. One gray, being held captive by an amateur scientist and his paramilitary friends, threatened, "I am here because it suited me to be here. You should let me go, now, or suffer the consequences." The next day, only the scientist was found, gibbering madly in the smoldering ruins of the compound, all of his friends little more than charred remains.

COMBAT: grays shun direct confrontation, but when provoked attack either with ray-guns of alien origin (these weapons deal 4d6 damage and the grays are at a total of +10 to hit with them) or using their formidable psychic powers.

GADGETS: In addition, they have access to any advanced technology the GM wishes (though seriously advanced technology should increase the XP value of the creature accordingly).

ALIEN (PEOPLE OF THE WORM)

Medium humanoid (alien), neutral evil

ARMOR CLASS: 16 (natural armor)

HIT POINTS: 50 (HD 5d8+25)

SPEED: 30ft.

STR:	DEX:	CON:	INT:	WIS:	CHA:
12 (+1)	15 (+2)	20 (+5)	17 (+3)	14 (+2)	9 (-1)

SKILLS: Perception +5, Psionics +9/+8/+5, Science +6, Stealth +5, Survival +5

SAVES: Dexterity +5, Constitution +8, Wisdom +5

DAMAGE IMMUNITIES: Poison

CONDITION IMMUNITIES: Charmed, Poisoned

DAMAGE RESISTANCE: Psychic; Bludgeoning, Piercing And Slashing From Nonmagical Weapons

DAMAGE VULNERABILITY: Fire, Lightning

SENSES: Darkvision 60Ft., Passive Perception 15

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LANGUAGES: People of the Worm, any languages spoken by their host body

CHALLENGE: 3 (700 XP)

Special Qualities

- **Hive Mind.** People of the worm have a true hive mind and are always in contact with the rest of their species. They can send out a telepathic call for help, drawing all people of the worm within 1 mile to their position. These reinforcements travel at normal speed, so will arrive by whatever means is available. They also gain advantage on all intelligence, wisdom, and charisma saves as a result.
- **Mentalism:** People of the worm have the abilities of a 5th-level Mentalist, focusing mainly on telepathy, empathy, and clairvoyance-type powers. Their psychic attack bonus is +5. Their save DC is 13. Typical powers include empathic transmission, mental stun, obfuscation
- **Regenerate:** People of the worm regenerate 4 hit points per round until killed.
- **Skill Absorption.** People of the Worm gain proficiency in any skills or tools their host body formerly possessed, in addition to their standard skills.

Actions

- **Infection (recharge 6).** Ranged weapon attack: one target, + to hit, range 10ft. The worm-person spits worms from his or her mouth, forcing the target to make a DC Constitution save. On a success, the victim's body kills and expels the worm with no further ill effects. If the save fails, the victim gains one level of exhaustion per hour. Victims can repeat this save every round, ending the effect with a success. If a creature reaches 6 levels of exhaustion, it is consumed. The only way to save an infected person is brain surgery performed within 6 hours of being infected and provided the victim has not yet died. Sedating a victim will delay the effects, as the worms are not immune to sedatives and can only work in naturally sleeping victims. Spells such as greater restoration, heal, or the Biokinetic heal psychic power (DC 19) can also end the effect, expelling the infecting worm. Those who die in this fashion will become People of the Worm within 24 hours.
- **Blaster. Ranged weapon attack:** +5 to hit, one target, range 120 ft. Hit: 12 (4d6) radiant damage. The People of the Worm can double-tap.

People of the worm are a vile alien species made up of tiny creatures who possess genius-level intellect and share a hive-mind. In their natural form they appear as maggots, albeit with a circular proboscis surrounded by tiny barbs at their front end. If caught in this form, people of the worm have a mere 1 hit point and can be killed simply by stepping on them. Unfortunately, it is rare that people of the worm are ever found singularly. Rather, they travel in packs of thousands whenever they arrive in a new place.

- **Devouring impersonators.** Their M.O. is to send out scouting parties of 1-4 worms, who are generally small enough to avoid detection. These scouting parties will find slumbering hosts, and make their way into the victims' bodies through the ear or nose. When the worm reaches the brain, it begins to feed, engaging in parthenogenic reproduction as it does so; its spawn also feed and reproduce themselves. When the brain is consumed, the worms move on to other parts of the body, until eventually the entire host is consumed by the worms, which take on the form and function of whatever body part they have eaten—thus, brain worms adapt the form of the victim's brain, while bone worms appear as bones, and so forth. The process is fast, requiring approximately 6 hours to complete.
- **Perfect disguise.** When the victim has been completely replaced by the worms, it rises possessing all of its former memories and knowledge, but having only the most rudimentary emotions and largely existing in a state of blank emotion. Only when driven to what humans would consider extremes of emotion does it exhibit any emotion at all. In addition, its alien morality kicks in, and it exhibits a failure to understand human morals and values.

When killed, the creature explodes into thousands of worms, revealing its true form. Of these worms, the several hundred that formed the brain may still survive and move away to seek other victims; the rest will die without their link to the brain stem.

- **Unknown agenda.** So far the creatures' true agenda is not known, but they have mounted several small-scale invasion efforts against rural towns and villages, including experimentation on humans that has gone so far as to grafting strange biotechnology composed of worms onto human hosts, and it is not unreasonable to suspect these efforts are a testing ground for a larger-scale invasion. It is known, however, that the People of the Worm worship deities of the Deeper Dark, and are violent enemies with the grays.

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