

PLANE

SCAPE

CAMPAIGN EXPANSION

PLANES OF CONFLICT

A Player's Guide
to Conflict

A PLAYER'S GUIDE + ♦ CONFLICT ♦

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A TOUR OF CONFLICT

On the extreme reaches of the Great Ring, six planes resist the pull of law and chaos. These planes aren't "true neutral" by any means. Above looms the triad of good - the Beastlands, Bytopia, and Elysium - where majesty and mystery reign. Below lurks the triad of evil - Carceri, Gehenna, and the Gray Waste — well-springs of terror and pain.

These planes comprise some of the most dangerous sites in the multiverse, yet they also hold its most sought-after ground. Elysium, for example, represents the kind of paradise many dream of - offering release from cares, wants, and worries. For sheer relief from the fretfulness of the world, few places surpass the shining glory of this plane.

'Course, the ideas of paradise vary from body to body. Some find the lush and savage Beastlands more to their liking. They reject civilization and the amenities that go with it, embracing the ways of the wild. These folks have always wanted to be animals; they prefer to focus on immediate desires, indifferent to larger concerns.

If a body *does* embrace civilization and enjoys hard work, he can make himself a comfy case on the slopes of Bytopia. This industrious but pastoral plane offers not one "paradise" but two, each lying opposite the other like the layers of a sandwich. Bytopia welcomes those who gladly labor to achieve their peace.

The attractions aren't limited to the Upper Planes, of course; the vicious planes below draw an equal number. Gehenna, home of the fiendish yugoloths, challenges the strong with its utter cruelty. The whole plane's a forge, a place where a body who's into personal power can exercise his will and hone it into something greater. A blood who survives the fiery slopes of Gehenna has earned the right to sneer at those who haven't dared attempt it.

Even Carceri, prison of the Titans, is a plane sought avidly by those who battle for land and beliefs.

It's filled with liars and traitors, but if a body's philosophy fits the plane, no place seems more appealing. Eventually, most sods on Carceri come to realize the plane ain't exactly what they envisioned when they set out on their personal courses.

That's a problem they'll just have to overcome. 'Cause once a body's in the Red Prison, he may never leave.

The final plane of conflict is the gloomy Gray Waste. The Blood War stains its barren fields while despair spreads like a cancer among the inhabitants.

The Waste represents the ultimate proving ground for souls who just can't accept the notion that they're weaker than anything. Here their desire is sorely tested, and their dreams have to be stronger than the plane's draining influence if they want to survive. For some people, this is paradise itself. For others, it's paradise lost.

LAW ON ONE SIDE,
CHAOS ON THE OTHER,
GOOD AND EVIL BIDDING FAIR
TO TEAR EACH OTHER APART —
AND YOU CALL THESE PLANES
NEUTRAL?
— TASMAR, A PLANEWALKER,
TO A CLUELESS PRIME

◆ THE WAYS OF NEUTRALITY ◆

If one thing's common to the residents of the "neutral" planes, it's their enigmatic behavior. Most reject the tenets of law and chaos, yet no outsider can predict their actions or understand them fully. The yugoloths of the Lower Planes offer the best example: These fiends follow their own agenda, treating a body with different degrees of civility. On occasion, they

act like

Tanar'ri and simply take a berk's head off. On others, they talk to a traveler like he's the most important blood in existence.

Most often, they just use a body as a pawn in their endless maneuvering. The sad thing is, their good counterparts can be almost as manipulative if the ends justify the means.

On the planes of conflict, most everyone's got something they want to achieve. Whether the outcome serves good or evil, allies can suddenly become enemies, and almost any berk can be sold for the right price. Some call it treachery. Still, this behavior helps maintain the precious balance of the Great Wheel. Regardless of their motivations, natives of the planes of conflict provide a moderating influence, assuring that neither law nor chaos gains the upper hand or overwhelms the Multiverse.

By natural extension, this "code of neutrality" ensures a balance between the needs of the individual and the society he's in. Neutral creatures have no doubt that there must be a fair interplay between strictures and freedoms, between rights and anarchy. Sometimes the code favors of the individual; sometimes it benefits society. Either way, it always focuses on the needs of one or the other.

(This aspect of the "code" barely touches Elysium and the Gray Waste, however. Natives of both planes appear to have transcended the whole self-versus-society issue. They care only for the purity of good or evil.)



The "balancing act" of the code has a side effect: Neutrals have earned a reputation for taking their time to consider an action. Members of the Sign of One fit the stereotype well; they appear to evaluate every action from every angle before they act. Folks of the Transcendent Order, on the other hand, don't match the description at all — if ever there was a group who *didn't* think before they act, it's the Ciphers.

Here's one last tip about natives of the "neutral" planes: They're convinced they understand more of what the Multiverse is about than other folk, that only they can "grasp the big picture." Telling 'em otherwise is a sure way to spark a fight. After all, "neutral" doesn't mean "passive." These folks can get riled just like anybody else.



* GETTING AROUND *

A body who wants to get around on the planes of conflict would be well advised to follow one of the Great Paths. Only Bytopia lacks a connection to one or more of these popular routes. The Gray Waste, for example, lies on three of the four Great Paths: the Styx, the World Ash, and Mount Olympus. It's almost as if the plane were inviting people to come to it.

Bashers traveling the Great Paths should always be wary, even on the good planes. If the average traveler knows these paths, it's a sure bet that lots of less savory creatures know about 'em too. And such creatures aren't afraid to take full advantage of the naivete of someone too stupid to keep her hand near her blade or a spell on her lips.

MOUNT OLYMPUS

The great Mount Olympus touches all three of the lower planes of conflict, but only one route is well known. The mountain extends from Arborea to the very depths of the Gray Waste, where the caverns of the upper land descend to Pluton, the third layer. The caverns open up within sight of Hades' realm, the beaten bronze of the Underworld gates shining in the gloom of the Gray Waste. Obviously, it's one of the more dangerous paths to take; there's no saying what lurks in the tunnels underneath the mountain.

THE RIVER OCEANUS

Oceanus, the pure river of the Upper Planes, flows through the first layer of the Beastlands and all four layers of Ely-

sium. It's the river of sweet water and good intentions. That doesn't mean Oceanus holds no dangers; waterfalls plunge thousands of feet to the rocks below, swirling whirlpools take a berk down to his doom, and predators swim the river's waters and lurk along its shores.

A body looking to get someplace in the Upper Planes can usually just camp by the riverside. Plenty of boat traffic follows the river (except near the more treacherous areas), and most of the bargemasters are happy to accept an extra passenger or two.

THE RIVER STYX

The polluted waters of the Styx flow through all three of the neutral evil planes. Carceri's first layer is riddled with bogs and canals, and most of them are somehow connected to the Styx. On fiery Gehenna, the Styx plunges off tremendous cliffs. Much of the dark water disappears into steam when the river passes over Gehenna's furnaces, while smaller tributaries of the Styx wind through caverns lit lamently by lava flows.

On the Gray Waste, the broadest and lowest part of the Styx meanders this way and that. The river serves as a decamping point in Oinos for both Tanar'ri and baatezu on their way to Blood War battlefields, and plenty of pollution pours into the Styx from the rotting corpses of the fiends that've died here. It's said that at the very midpoint of the plane, a vast whirlpool cycles the corruption back to whatever plane spawned the Styx.

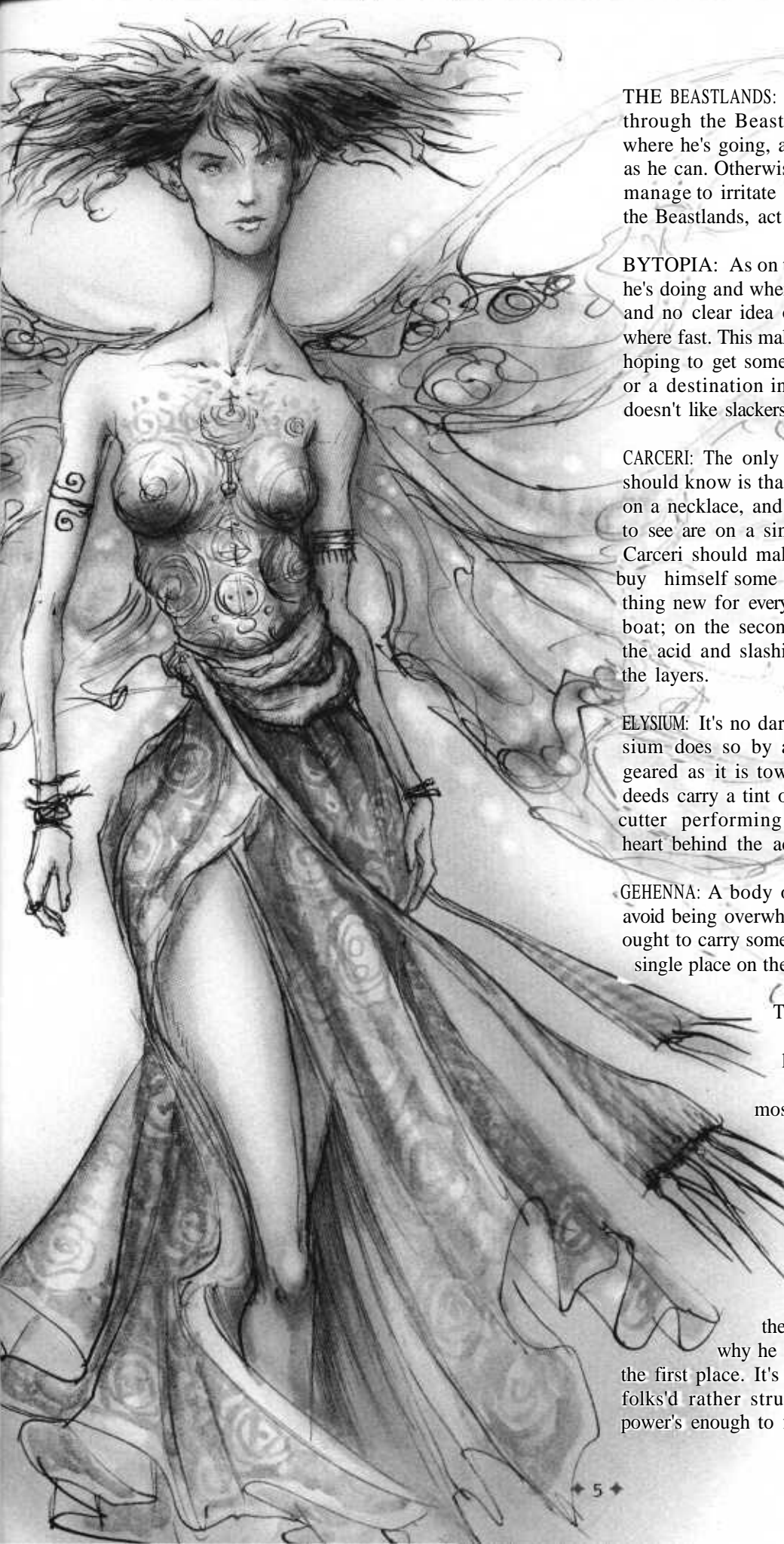
YGGDRASIL, THE WORLD ASH

The tangled roots and branches of the World Ash touch three of the six planes of conflict, uniting them in a common grain. The base of the great tree lies in Niflheim on the Gray Waste, where the dragon Nidhogg chews at the tree's roots and nurses its reptilian young. Nidhogg lairs near the entrance to Hel's domain, and a wise planewalker soon learns to descend the other side of the tree.

Yggdrasil stretches into the Beastlands, waving its leafy shadow throughout the plane. It also touches every layer of Elysium, although the portals into the third layer have been sealed.

TRAVEL THROUGH THE PLANES

Once a berk's gotten onto a plane, he's still got to figure out how to get around. Even the most leatherheaded planewalkers know that every plane has its own conditions and hazards for travel, and those who go blithely tramping around the Great Ring without a clue as to the best methods of travel are sure to end up stuck in some powers-for-saken place — and at the mercy of the plane's inhabitants.



THE BEASTLANDS: The only special condition for travel through the Beastlands is that a body just has to know where he's going, and he ought to try to get there as quick as he can. Otherwise, he might end up as a beast's meal or manage to irritate some powerful creature somewhere. On the Beastlands, act like predator rather than prey.

BYTOPIA: As on the Beastlands, a body has to know what he's doing and where he's going. If he's got a muddled head and no clear idea of what he's doing, he's not going anywhere fast. This makes it difficult for those who just wander, hoping to get someplace. Those who travel with a purpose or a destination in mind, move normally. The plane just doesn't like slackers and layouts, and it shows.

CARCERI: The only thing a body traveling around Carceri should know is that the plane's a string of orbs, like pearls on a necklace, and not all of the places he's going to want to see are on a single orb. Anybody hoping to travel to Carceri should make sure to bring along plenty of junk to buy himself some sort of transportation; he needs something new for every layer. On the first layer, it's a flatbed boat; on the second, something that protects him against the acid and slashing plants; the list goes on for each of the layers.

ELYSIUM: It's no dark that a body hoping to get around Elysium does so by accomplishing good deeds. The plane, geared as it is toward absolute good, doesn't care if the deeds carry a tint of law or chaos with 'em, as long as the cutter performing the deeds has a good mind and pure heart behind the actions.

GEHENNA: A body on Gehenna ought to keep moving to avoid being overwhelmed by a lava flow. Also he probably ought to carry some mountaineering equipment, because no single place on the plane is flat — no place at all.

THE GRAY WASTE: Here's the catch to getting around on the Waste: Every berk knows that the Waste dries out his emotions, leaving him an empty shell. What most don't know is that to travel quickly in the Waste, a body's got to let go, at least for a little bit, or it takes him thrice as long to reach his goal (and thus leaves him vulnerable to the Waste's influence). If he willingly surrenders his emotions and hopes, he travels quite a bit more quickly.

On the other hand, if he surrenders these things without a struggle, he forgets why he ever wanted to get to his destination in the first place. It's a problem a body's got to face; most folks'd rather struggle along and hope that their will-power's enough to face the challenge.

THE BEASTLANDS: INTO THE WILD

The Beastlands epitomize all that is wild, untamed, and natural in the multiverse. "The Perfect Wilderness" is the most vibrant place a body's ever likely to visit. A berk who spends time on the Beastlands feels invigorated,

more alive than before. Every sensation, every emotion intensifies. No sky is clearer, no spring water colder, and no food better tasting. The plane affects all who spend time on its savage expanse.

Many primes say the Beastlands remind them of the wilderness back home.

Every type of natural environment that exists on any prime-material world is exemplified here. Desert, savannah, meadow, steppe, jungle, forest, marsh - all these and more can be found on this plane. So "perfect" is the wilderness of the Beastlands that all characters familiar with the wilderness find their senses sharper, their connection with nature more intense.

In fact, this plane's so feral and free that it liberates the spirit and brings out the beast in sods who spend too much time here - in more ways than one.

The weather on the Beastlands is as wild as the plane's inhabitants. Weather patterns change and fluctuate without warning, so a beautiful, clear day can turn to a raging thunderstorm in minutes. The plane's three layers each have their own ecology, but the terrain in them all is a jumble. While jungles don't exist next to arctic glaciers, the terrain is much more random than that of any prime world.

The first layer of the plane, Krigala, is the domain of eternal noon. The sun Selera forever floats high above the land. Selera's eternal energies provide for rampant growth of the local flora. Plants in most prime worlds usually get fewer than 12 hours of sunlight a day that they convert to energy for growth. But on Krigala the sun never sets, allowing the plants, trees, and other flora to grow to immense proportions. In some places Selera burns and scorches the earth, creating deserts and arid steppe-lands. At the opposite end of the ecological spectrum, lush rainforests and humid, misty marshes lie thick and verdant along the layer's waterways, including the River Oceanus. Between these extremes are plains, veldt, meadows, hills, scrublands, and even mountains.

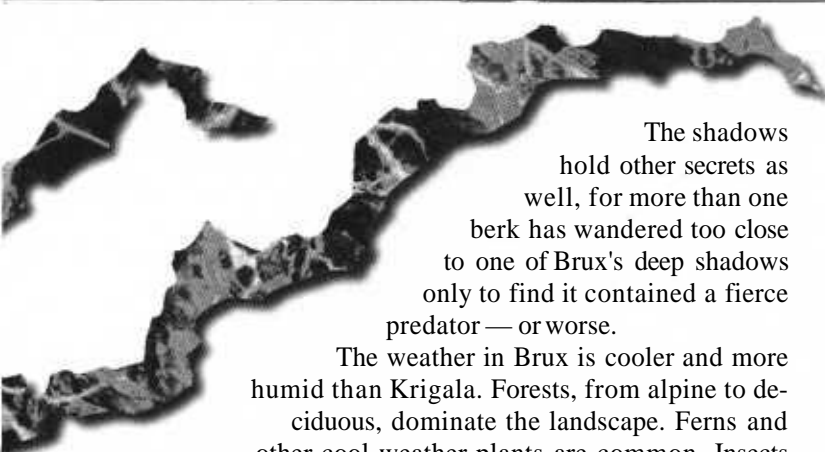
River Oceanus is the center of all life on Krigala, as the sweet-smelling waters feed the plants made thirsty by Selera's unrelenting heat. Animals come to the river to feed, drink, and — for the predators — to hunt. The branches of the World Ash, Yggdrasil, also grow through Krigala and the other two layers of the Beastlands. Numerous animals - predators included - make their homes and nests in Yggdrasil's wide branches.

Next is Brux, the layer of twilight shadows, its sky balanced with both sun and moon. Brux is the layer of eternal dusk. In the sky above Brux, Selera and her aloof moon-brother, Noctos, war for dominance. All the inhabitants of this layer live their lives in a cool, misty half-light. As the light from Selera is less intense, most of the layer's plants point their leaves toward her high station in the sky above. The mists and the dim light cause many long shadows to fill the undergrowth and other areas deprived of Selera's luminance. Often these areas hold nothing of interest, but it's said that some hide passages to secret realms and treasures long lost from the Prime: all those items that sods believe safely locked away in some dark vault or shadowed crypt, but disappear nonetheless. The chant is that at least some of these items appear here in the shadows of Brux. Some cutters speculate that the Demiplane of Shadow may somehow have a connection with this shadowy second layer of the Beastlands.

HEY BERK,
NICE BEAK!

— CAINE,
A CLUELESS
ABOUT TO BECOME
HEADLESS





The shadows hold other secrets as well, for more than one berk has wandered too close to one of Brux's deep shadows only to find it contained a fierce predator — or worse.

The weather in Brux is cooler and more humid than Krigala. Forests, from alpine to deciduous, dominate the landscape. Ferns and other cool-weather plants are common. Insects buzz in the twilight air, and those creatures that forage or hunt in the half-light move through the almost-night on the eternal quest for food.

Last is the layer of perpetual night, Karasuthra, where the sun is never seen, the full moon rules the sky, and the darkness consumes all light. The third layer of the Beastlands is Noctos' domain. The brightly glowing full face of the moon provides the only natural illumination here. Torches and other open flames won't burn on this layer. Cutters speculate that the darkness of Karasuthra is intentional; the darkness may hide something dread and dangerous. Of course, this chant only raises more questions. Who or what has something to hide here? Why hide it on the Beastlands? If the darkness isn't natural, how is it achieved?

Others wonder if the demihuman races that live above ground (elves, some halflings, and surface gnomes) might've developed their sense of infravision in a place like Karasuthra. They note that humans live above ground and don't have infravision, so why do these other races? They live on the surface too, and in most prime worlds share the same day-night cycle as the humans. Maybe elves and other demihumans originally came from a place that was ill-lit - such as Karasuthra - and later migrated to the Prime. Or maybe that's just speculation.

The majority of burrowing and underground-dwelling animals make their homes here. These critters are used to the darkness underground, and apparently are more comfortable on this layer than the other two. Some berks've taken the idea into their heads to explore the tunnels dug by the biggest of these animals.

Just what these explorers hope to find isn't known; if they're thinking that the tunnels lead to some long-lost dungeon or crypt, well, they're as barmy as a Guvner on Pandemonium. The critters here ain't interested in material items. If they were, they wouldn't have come to the Beastlands, where life is simple but sometimes savage. (Now, that doesn't mean the tunnels hold no wealth, just that the critters most likely wouldn't be interested in it. Vast deposits of valuable mineral wealth might lie beneath the surface, but the creatures here don't go digging for it.) Of course, convincing a giant badger or weasel to let a cutter snoop around its case ain't exactly easy in the first place.

Each layer is filled with the creatures that prefer a particular kind of light. Lions roam the savannahs of Krigala, giant lynxes sniff the misty air for scents of prey in

the twilight of Brux, and panthers wait to pounce from the darkness of Karasuthra. Fact is, the critters run this plane. Most are as smart or as dim as they were back on the Prime, and they can all talk, though most prefer not to. Many of the critters are the plane's petitioners, and many of those petitioners were once humans, elves, and other humanoids. A good many nature-oriented cutters such as rangers and druids come here too, as well as those of good heart who sought a simple life at peace with nature. These cutters all take an animal form on reaching the Beastlands.

See, an animal only has four things in the whole multiverse to worry about: finding a kip, finding a mate, finding enough to eat, and not becoming food for another creature. They don't have to worry about politics or factions, paying taxes and tithes, attending jobs or school, or marrying into the right class of folks. For a lot of folks, it's the ideal existence.

Watching over all these creatures are exceptional versions of these animals, the warden beasts. Above *them* are the animal lords, representatives of animal species cast in humanoid form. These bloods protect their charges with all the might and magic they have at their command - and any berk who thinks that such animalistic cutters can't be much of a challenge deserves to be put in the dead-book.

Along with all the "normal" animals are those bashers who've got more than a bit of the animal in 'em — creatures like centaurs, wemics, swanmays, and even a few lizard men and good lycanthropes. They're all a bit rougher than their counterparts elsewhere, since the call of the Beastlands brings out the beast in every creature, but most of 'em are still friendly enough to outsiders who haven't come hunting them.

The Sign of One's as prevalent on the Beastlands as any faction, though that ain't saying much. The faction maintains just two small outposts here. One of these, Signpost, contains Dreamhearth, the philosophical mecca for the faction. The Signers believe they're each the center of the multiverse, and point out that nature is self-centered too. For a normal, natural animal, the world — for all intents and purposes - ends at the limit of the critter's senses. If the critter can't eat it, mate with it, find a lair in it, or not get put into the dead-book by it, then it doesn't exist. Animals, therefore, represent a kind of ideal for some Signers, because an animal's singularity of vision coincides with the Signers' focus on their own lives.

The Beastlands are also home to the Verdant Guild, a sect dedicated to keeping the wilderness free from the "contamination" of civilization. This sect is described in full below.

Most magic's unchanged throughout the Beastlands, with one major exception: Spells involving wind, air, or flight just don't seem to work. It seems that if a cutter can't fly naturally, he just ain't getting off the ground. And, of course, the beasts of the plane aren't quite normal animals, and a berk trying to control or charm one to do his bidding's in for a nasty surprise.

THE VERDANT GUILD

(The Wylders)

SECT PHILOSOPHY. The wilderness is the foundation of all life. The wild places have existed for eons, and should continue for untold ages. Without the resources of the wilderness, civilization itself is doomed. Therefore, the wilderness must be preserved from the forces of civilization, evil, and destruction.

Since its founding centuries ago by the centaur ranger Angeliika Silvermane, the Guild has strived to preserve the Beastlands and all wild places in danger. The Wylders don't propose to burn down all the burgs and head back to the caves; they merely wish to avoid the elimination of wild areas and wildlife throughout the planes. As nature is balanced, so should civilization and progress be balanced with a healthy respect for the wilderness and all things natural. Members of the Verdant Guild strive to seek this balance and never allow the callous destruction of natural beauty.

The current leader of the Wylders is the outspoken Aaronatok, an unusual type of priest from a secluded prime world that suffered some massive ecological disaster in the past due to a unique type of magic used there.

Aaronatok knows from experience what a destroyed ecosystem can mean to a world, and he has made it his mission to see that such a fate doesn't befall any other worlds. Members of the sect include humans, elves, gnomes, half-elves, halflings, swanmays, wemics, centaurs, pixies, sprites, aarakocra, treants, and other races that value the wilds' beauty.

The sect's symbol is a rendering of Yggdrasil (which is used by the sect as a means of travel) with a mask before it. The mask is adorned with claws, teeth, and feathers, symbolizing the beings the sect defends. All members of the sect wear some type of animal mask as a sign of their reverence for nature and as a badge of office.

PRIMARY PLANE OF INFLUENCE. The sect makes the Beastlands its home, though members can be found on any good plane. Some members visit other planes and prime worlds from time to time, watching over the wild areas.

ALLIES AND ENEMIES. The Signers, Sensates, and Ciphers get along well enough with the Wylders, while the nihilistic and self-serving poses of the Doomguard, the Dustmen, and the Fated go against the sect's grain.

ELIGIBILITY. Any nonevil, non-lawful being can join the sect. Few evil cutters are interested in saving the trees, as the trees have little to offer such self-centered berks in return. The sect is often forced to act covertly against the forces that destroy the wilderness in the name of "progress." This fact rubs most lawful beings the wrong way.

BENEFITS. Sect members learn the direction sense non-weapon proficiency without cost. Upon joining, a cutter must choose the animal that his mask depicts. The process of gathering the components and assembling the mask is a secret, but it takes at least one month.

Once the mask is complete, the wearer gains a *speak with animals* spell once per day with the type of animal on the mask.

RESTRICTIONS. Cutters who belong to this sect may not learn any "civilized" proficiencies like agriculture and blacksmithing.

Wilderness skills such as survival and weather sense are permitted. Also, when forced to visit any center of civilization (anything bigger than a small village),

Wylders operate at a disadvantage, suffering a -4 penalty to all reaction rolls.



◆ PLACES OF NOTE ◆

It's not hard to locate interesting places on the Beastlands. The real challenge is navigating the distances between them, while possibly being stalked by wild beasts along the way. (Some Clueless call this plane the Happy Hunting Grounds, but they ain't so happy once they realize it's *them* being hunted.) Still, if a body's got respect for nature, chances are he'll be left alone by the inhabitants.

Among the more inviting sites are the rough Signer outpost of Signpost, where a body can restock his supplies; the rocky column of the Forbidden Plateau, which is rumored to hold beasts the likes of which even a planar'd be amazed at; a winged-elf town in the trees of Brux;

the realms of the beast lords,

which are feral or friendly as their natures dictate (try

the Cat Lord's

Prowl for a

good

night's

rest, but be

sure not to

scratch her

the wrong way!); a fiery labyrinth in the heart of darkest Karasuthra; and the realm of a giant-god, which floats through the skies of the Beastlands and may even serve as a quick means of transport through the plane - if the storm-god's in a good mood.

TRIBEROVE

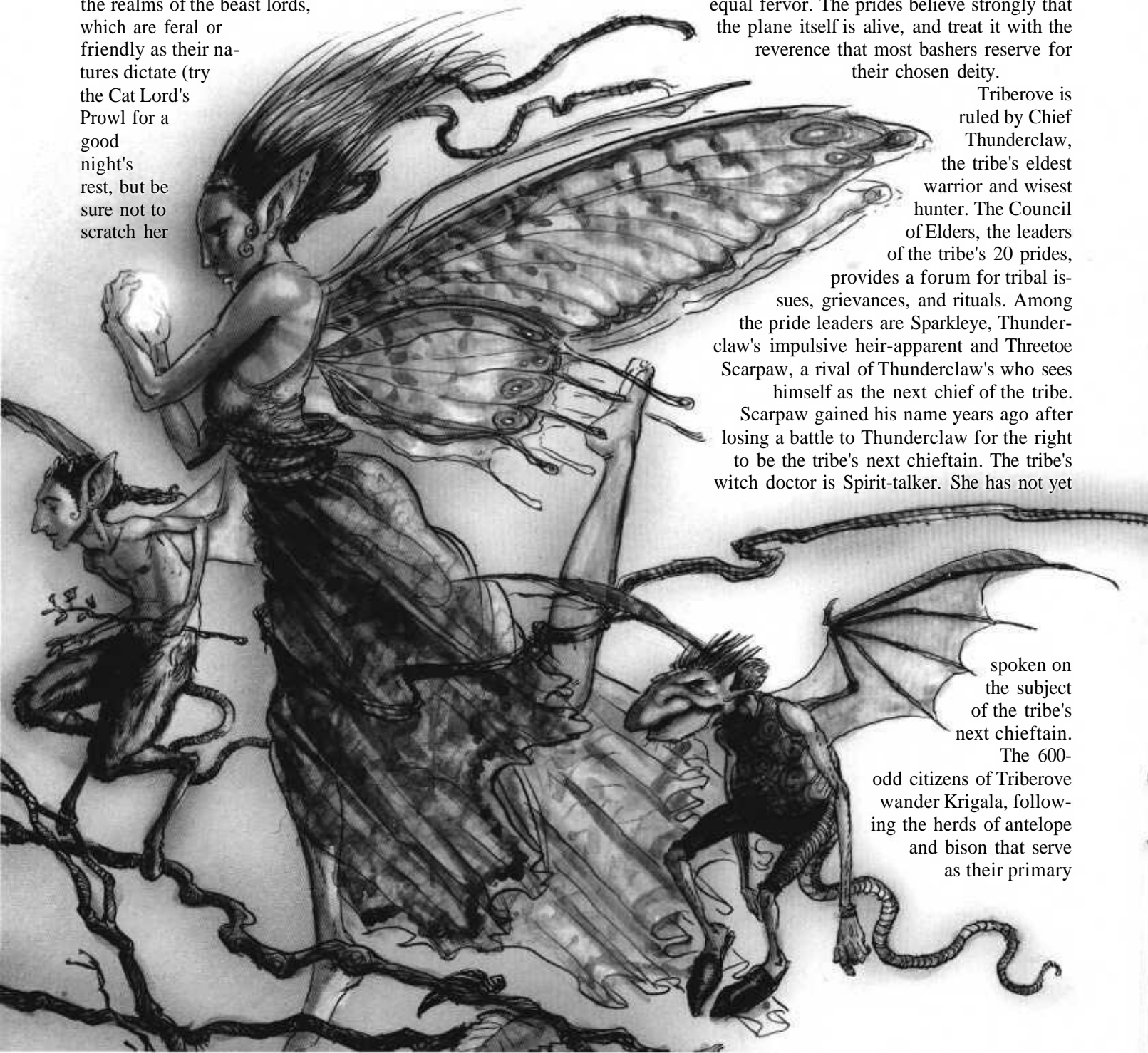
(Mobile Town)

A gentle wanderlust fills this community of wemic nomads. As the breeze blows across the veldt, this tribe follows game herds across the plains of Krigala. Living their simple, spiritual lives off the bounty of the land, these fierce hunters stalk their prey and raise their young with equal fervor. The prides believe strongly that the plane itself is alive, and treat it with the reverence that most bashers reserve for their chosen deity.

Triberove is ruled by Chief Thunderclaw, the tribe's eldest warrior and wisest hunter. The Council of Elders, the leaders of the tribe's 20 prides, provides a forum for tribal issues, grievances, and rituals. Among the pride leaders are Sparkleye, Thunderclaw's impulsive heir-apparent and Threetoe Scarpaw, a rival of Thunderclaw's who sees himself as the next chief of the tribe. Scarpaw gained his name years ago after losing a battle to Thunderclaw for the right to be the tribe's next chieftain. The tribe's witch doctor is Spirit-talker. She has not yet

spoken on the subject of the tribe's next chieftain.

The 600-odd citizens of Triberove wander Krigala, following the herds of antelope and bison that serve as their primary



food source. Many of the tribe's warriors belong to the Verdant Guild and, during the tribe's travels, keep watch for intruders and other potentially dangerous outsiders on the Beastlands. The tribal society is one of nomadic hunter/gatherers, with the males forming hunting parties while the females gather water, fruits, and vegetables, and guard the tribe's young and its elders (whose position excuses them from the hunts). The tribe carries all its possessions on the broad leonine backs of its citizens. Tents provide shelter from inclement weather, and the light from the evening's cooking fires plays off the dyed and painted skins used in their construction. Most of the tribe is equipped with stone implements and weapons, although some of the younger warriors (including Sparkleye) have traded with the plane's Signers for metal swords and axes.

The wemics treat outsiders (and especially mages) cautiously but respectfully, until their nature can be determined by the tribe's elders. Most non-evil beings are accepted and allowed to travel with the tribe. Obviously supernatural creatures such as tieflings are met with extreme wariness and some distrust. Cutters who display bravery may be invited along on a hunt.

THE SEELIE COURT

(Realm)

This realm is not a permanent fixture in Brux — or anywhere else, for that matter. The chaotic faerie members of the Seelie Court wander not only this layer of the Beastlands but also Arborea and Ysgard. Wherever the Court resides, it manifests as a magical woodland, which shelters calm glades that sparkle with dew in the half-light.

The Seelie Court is ruled by Queen Titania. Her consort, Oberon, is usually at her side. Other high-ups that sometimes travel with the Court include the powers of the dryads, satyrs, korred, leprechauns, unicorns, and other sylvan creatures. While encountering any of these

powers is very rare (and most bashers are thankful for that), the followers of these deities and other sylvan creatures such as treants, swanmays, and faerie dragons are common in the bower.

The inhabitants live in the open air, in the trees, in thickets, or under toadstool-ringed hills. A body who finds herself in the Court must be peery. The flow of time is not consistent in the Seelie Court; it may flow more quickly or more slowly within the Court than without. Glimpses of the past and future can be seen in reflective surfaces such as standing water or even a faerie lady's shining earring.

Chant is that it's wise not to accept gifts of any type (including food) when in the Court, as that may bind the receiver to the giver in fealty. The only boon the Court may provide without this risk is information. 'Course, the fickle residents of the magical bower must first be convinced to reveal such information, and its veracity is by no means guaranteed.

THE OWL LORD'S SOAR

(Realm)

The owl lord is always alert, ever wise, forever watchful for prey or foes. His domain in the low branches of Karasuthra's night-growing trees is a land of silent, winged death to any who offend him.

As with all animal lords, the Lord of Owls personifies the instincts and abilities of his followers. In his human form, the owl lord resembles a wise old man, with gray hair and large eyes that miss nothing. Little escapes his quick mind. Short in stature, the owl lord's appearance belies his natural speed.

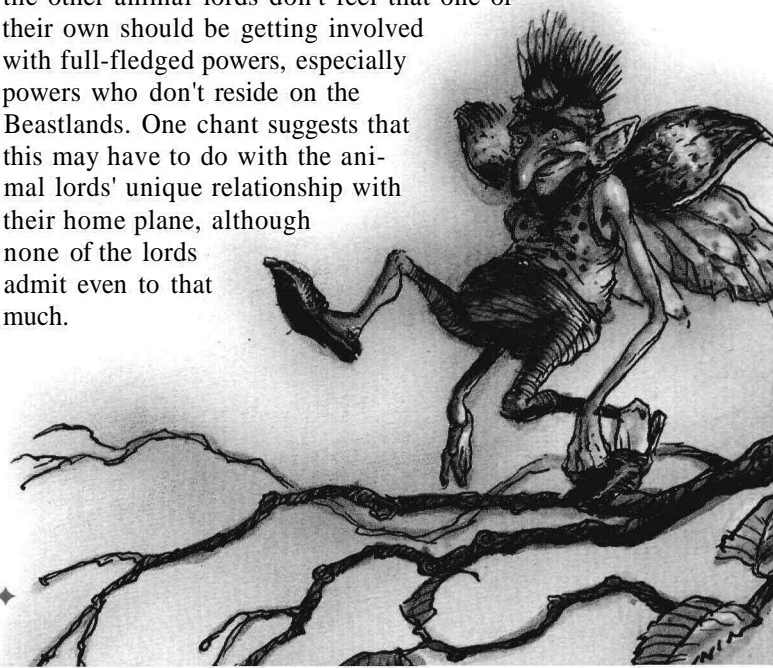
In his bird form, the owl lord most resembles a huge, great horned owl with a tremendous wingspan. It's impossible to sneak up on this blood, and he's undetectable if he's moving to attack an opponent. He takes this form if he must enter combat.

The owl lord maintains no permanent abode. He and his flock of followers construct no shelter, although they seek out hollow trees to protect themselves from storms and high winds. They roam the forests, plains, and meadows of Karasuthra for prey and exciting contests of aerial aerobatics.

As with most animal lords, unless a berk has something to offer the Lord of Owls, it's unlikely that the lord'll have anything to do with him. The owl lord is aloof with those other than his followers, not inclined to meddle in the affairs of other species. He is, however, an insatiable hunter of knowledge, so bringing him a tidbit of information he didn't have before is sure to gain his attention.

Sharpeye, an intelligent giant owl, acts as a pseudo-proxy for the lord. He sees to it that the lord is not disturbed by unworthy supplicants. It's an important position, for many overeager berks — knowing owls to be sources of wisdom — seek the Owl Lord's Soar for advice and insight.

More patient visitors to the Soar may learn of some turmoil among the animal lords regarding the current cat lord's rivalry with the power Bast. It seems at least some of the other animal lords don't feel that one of their own should be getting involved with full-fledged powers, especially powers who don't reside on the Beastlands. One chant suggests that this may have to do with the animal lords' unique relationship with their home plane, although none of the lords admit even to that much.



BYTOPIA: BETWEEN TWO HEAVENS

The Clueless call Bytopia the Twin Paradises, and for once they might almost be right. The plane's two layers are situated opposite and upside-down from each other, almost as though one was the reflection of the other in some huge mirror..

But the mirror image is only an illusion; two distinct layers face one another across a vast expanse of sky. The tallest mountain peaks that rise from the opposite lands actually meet, forming huge, continuous columns of rock. A body can climb these touching mountains if he's agile enough, but here's the dark of it:

Gravity switches as he crosses the midpoint between layers. If a sod's not careful, he'll end up falling "down" the mountain while he's still climbing "up" it!

The two layers, Dothion and Shurrock, are the centers of commerce and craft on the Upper Planes.

Most of the finished goods and products sold in the markets of these planes (and the better part of the Outlands and Sigil, too) are produced by the residents of Bytopia. In fact, business is *the* driving force of the plane.

Every cutter does only what he or she loves to do. This philosophy extends to everything, including work, so the goods produced here are both a business and a labor of love. As a result, the work ethic on Bytopia is very strong, and folks who don't share this ethic are treated coolly. Adventurers, especially, are considered wastrels, lazy sods who wander about without producing anything of substance. There're no handouts here, either. If a body's in need, a cutter'll help him out, but if a berk's just short of jink he'll find himself working for his dinner and kip — Bytopians don't extend credit.

pastoral industry is the essence of the plane. Both layers are rich in natural resources and raw materials, but none of the burgs are crowded or polluted. No huge Mechanus-like gearworks block out the sky. Tall towers don't billow forth clouds of noxious smoke, and factories don't dump poison into the streams. Bytopia remains pristine as its crafters, artisans, and simple folk work hard in quiet, rural settings throughout the plane.

Production is a wonderful thing, but it's wasted without the vitally important business of trade. Every crafter's labor remains incomplete until it gets to someone who wants it. Goods produced here — considered to be some of the most finely crafted items on the planes — are distributed all along the Great Road, for high quality gets top jink everywhere.

Trade caravans crisscross the plane, securing goods to sell elsewhere. Trading burgs, dot both layers of the plane, setting as meccas for all the races of the multiverse who engage in civilized, legitimate business. Bariaur, aasimar, gnomes, tieflings, and even well-behaved illithid merchants cross the forests and meadows with wares to sell or swap for Bytopian goods.

Of course, the fact that none of the Great Paths touch Bytopia makes things a bit difficult for planar traders. Traders must depend on the portals from Sigil and the gate located in the Outlands town of Tradegate for access. Some think the plane itself "wants" to make it tough for berks to simply drop in from Yggdrasill or the River Oceanus; Bytopia is about work and striving, after all. These thinkers believe a body's got to actively find a way to get here. Others say such berks think too much; the Great Paths don't touch Bytopia because they don't touch Bytopia — simple as that.

For every center of craft and commerce, there's three times that area of untamed wilderness. Many of the wild creatures are mundane, but some are magical in nature - and a few are dangerous. Giant woolly beasts are unique to this plane, and giant versions of normal animals are common. Add the capricious sylvan creatures of the vast forests and a body'll realize that travel - especially with valuable cargo - is never truly safe.

The two layers of Dothion and Shurrock share a single unusual sky. There's no sun or other single source of illumination; it just glows brightly throughout the

NO JINK
FOR YOUR DINNER?
NO PROBLEM.
THERE'S A ROOM
THAT NEEDS FIXING —
HOP TO IT, LADS!
— KENDIA,
BYTOPIAN
INNKEEPER

day. At night, no moon rises, and the glow simply dims to be almost nonexistent. Some bashers speak of stars in the sky, but these are just the home fires burning warmly in the layer above.

Dothion has a mild climate and pleasant terrain. The layer experiences all four seasons, but it never gets too hot or too cold, too rainy, or too dry. Pastures, rolling hills, and clear streams and

in the landscape here. inate the landscape here. Visitors look around and see rangers, trappers, fishermen, shepherds, woodcutters, and even druids. Wherever settled communities arise, herds of sheep and other



animals are raised to feed the populace, and farms are numerous due to the pleasant weather.

This is the layer of production and commerce. A steady stream of goods emerge with clockwork regularity from the shops and workrooms of the layer's independent inhabitants. The mild weather makes the folks friendly and enthusiastic, and their love of work gives them plenty to do. If they aren't producing goods, the inhabitants are selling them. Trading burgs grow up in the most unexpected places, and deals of all kinds are cut over meals, drinks, or while enjoying the evening breeze.

The layer's largest trading burg is the bustling town of Yeoman. Most of the goods produced throughout Bytopia and the major trading companies that handle those goods pass through Yeoman on their way to someplace else. The Conclave of Guilds rules this burg, keeping business moving at a steady pace.

Shurrock, meanwhile, endures wild weather patterns and a rougher terrain than its more sedate twin. The attitude of the layer extends to the natives, who are rougher, wilder, and more independent in turn. Of course, there are fewer of them here than in Dothion, so burgs tend to be farther apart and somewhat small. The forests are deep and thick, the ground hard and rocky, so farming's not as important here. Instead, cutters turn to mining, smelting, quarrying, smithing, woodcutting, milling, and stonework for their livelihoods. Most folks pursue their occupations with utter devotion, though they tend to do so indoors or underground to avoid the worst of the weather.

Shurrock is the layer of craft and industry. It's rich in resources, especially valuable mineral deposits, and most of the raw materials used in all Bytopian crafts originate here. The hardy, industrious bodies who live and toil here extract the resources from the land. A small number of crafters also set up shop, especially those who like to be close to the source to get the best selection.

Travel on this layer can be dangerous, as the weather can change from glorious to gloomy without warning. Poor roads barely cut through the rough terrain don't help much, either. That leaves the waterways, which can turn a brave blood pale. Shurrock is blessed with as many rivers, creeks, and streams as Dothion, but the waterways run faster, narrower, and deeper, dropping over falls, churning into rapids, or rushing over hidden rocks that can rip the bottom out of even the strongest boats. If a body has to travel Shurrock's waterways, he'd best seek an experienced guide - and guides don't come cheap.

As a body travels the two layers of Bytopia, he'll meet more gnomes than anything. Perhaps this is due to the presence of the gnomish pantheon of powers, or maybe the gnomes just like it here. Either way, because of the vast number of them hard at work on the plane, many outsiders confuse Bytopian goods with gnomish goods - many of the goods produced here are gnomish in origin, but the gnomes are by no means alone in their work.

No faction or sect makes its headquarters on Bytopia,

but members visit the plane on business. Ciphers seem to like the place, coming from Elysium with surprising regularity. The lawful and good Brethren of the Order of the Planes-Militant preach their code of eternal vigilance against chaos and evil, seeking converts to their cause. The chant's that they're gaming influence in the lawfully inclined plane.

Spellcasters have an advantage on Bytopia. There're fewer restrictions on magic than just about anywhere else on the Great Ring. The most notable restriction concerns elemental spells; spells that cause major changes to the land don't function very well, as the plane likes itself the way it is.

✦ PLACES OF NOTE ✦

"Cast a net and catch a gnome," bashers say. Gnomes *do* seem to be everywhere. If a body's got a liking for the little fellows, visit the Golden Hills where their gods reside. Other places worth a visit include the Ridiculous Tower, built by a titan; a baku graveyard; CenterSpire, a necessity if a body wants to travel from Dothion to Shurrock by easiest route; the lair of an adamantite dragon (if a basher's feeling brave); and the town of Yeoman, where nearly anything can be bought and sold, and fortunes can change on the hour. If a body's seeking work, someone surely will put him to it in Yeoman.

THE WANDERING TREANT (Site)

On the road from Tradegate to Yeoman, the most fortunate caravans find the Wandering Treant Inn. The inn is a great place to rest animals and wet parched throats. The dark of many things comes to light over tankards and plates of chilled food, exchanged for profit, politics, or betrayal. Plus, the food and bub is good, the beds are clean, and the prices aren't *that* inflated.

The Wandering Treant is, as the name suggests, a huge treant that wanders a stretch of Dothion. It can never be found in the same place twice, and at times visitors must chase after it to procure a drink and a meal. Standing over 80 feet tall and measuring some 25 feet across at its widest point, the treant goes by the name of Stoutrunk. Its immense trunk and spreading branches contain a three-story building that serves as a rather remarkable inn. Stoutrunk has only one rule that guests and workers must obey - no fire allowed.

There're no stables or outbuildings (since the treant would leave them behind when it goes wandering), so visitors with mounts hitch their beasts to nearby, nonsentient trees. The first floor of the inn consists of stonework built into the hollow trunk at the treant's base. This portion of the inn contains a common room with a huge bar and a hearth warmed by a magical stone that produces heat

without fire, a kitchen where only salads and cold-meat dishes are prepared, two private meeting rooms, the stairs down to the root cellar, and stairs up to the second floor. The inn's water is drawn up through the treant's roots, so the place actually has running water!

The second floor is formed in the treant's natural hollows, enhanced with the finest, stoutest Bytopian oak. (All of the interior furnishings are also made of this type of wood.) This level of the inn consists of 12 private guest rooms surrounding a large, common sleeping chamber. The private rooms feature feather beds, windows, chests of drawers, mirrors, and chamberpots. The common chamber contains bedrolls and foot lockers.

A third floor shelters the inn's human proprietor, Stouttrunk's partner and business manager, Elesore Fajai. The chant's that Fajai was a paladin of Kiri-Jolith, a power of justice from a prime world, who took to wandering the planes after falling from his god's favor. He teamed up with Stouttrunk a few years' back, and the Wandering Treant has prospered. Those who remember the old management consider Fajai's fare even better, especially his growing list of exotic libations. (Some say it's the libations that led to the paladin's fall, but that's another story.)

The inn serves a wide variety of cold dishes, local fruits and vegetables, and its claim to fame: a collection of wines, liquors, and beers from across the multiverse. Ysgardian grog, Abyssal ale, Arborean and Arcadian wines, local gnome-brewed Bytopian beers, Limbo's Libation, and impossible-to-describe Sensate brews - all these and more are available to customers with a taste for adventure.

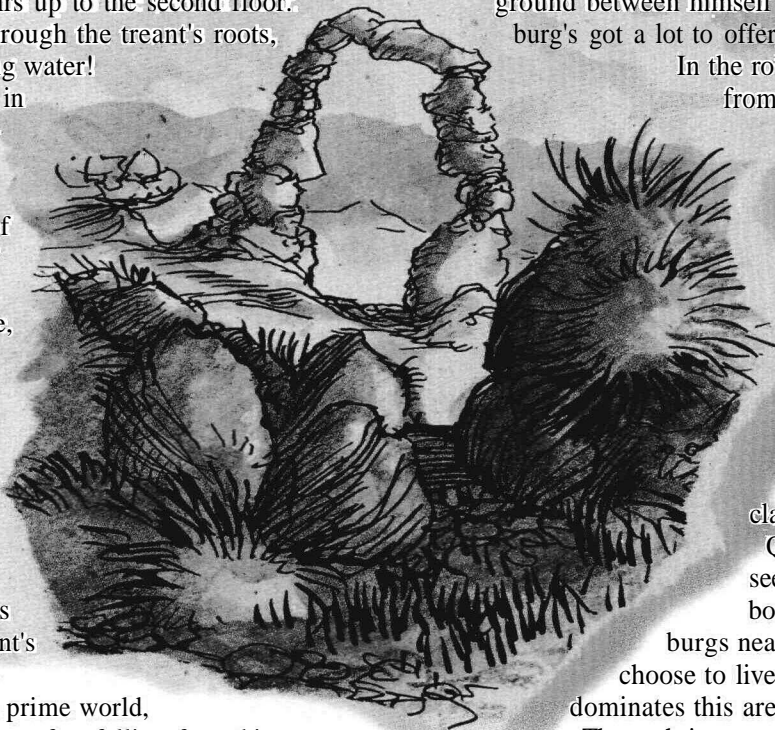
The small cellar snuggled in the treant's tangle of roots is said to contain some odd items, and the place itself is almost magical. An unusual chill fills the cellar, keeping foodstuffs from spoiling and drinks cold as a winter stream. Rumors abound that other things are stored in this magical cold - potions, tomes, artifacts, and even weapons and armor. Fajai refuses to say, and Stouttrunk refuses to let anyone but the manager descend into its roots.

STONEARCH

(Site)

The biggest burg on Shurrock is Quarry, an underground settlement carved from an ancient quarry that now houses stone- and gemcutting operations. Gnomish followers of Flandal Steelskin run this burg. A fair number of svirfnebli gnomes, humans, dwarves, some halflings, and a few earth

pseudoelementals commanded by Steelskin's priests also live here. If a body doesn't mind having tons of solid ground between himself and the sky, then this burg's got a lot to offer.



In the rocky scrublands not far from the tunnels of Quarry stands a vast stone arch, carved by Shurrock's fierce winds. The arch was originally part of a ridge that has since eroded away, leaving only this free-standing span of reddish-brown stone. The arch and the surrounding area are claimed by the people of Quarry, though nobody seems to know why they bother. There're no other

burgs nearby, and few creatures choose to live on the open rock that dominates this area.

The arch is some 20 feet high and over 10 feet wide. The arch itself is weathered enough to be climbable, though why a berk'd want to climb it is a mystery. Even at its thinnest point, the stone forming the arch has a diameter of several feet, and is in no danger of collapsing anytime soon. No markings, runes, or inscriptions appear on the arch or in the vicinity. For what appears to be nothing more than an interesting geographical feature, the bashers of Quarry seem mighty possessive of the Stonearch.

Chant says that the Stonearch is some kind of portal, although no one claims to have seen the arch function as one. At least not any berks a body'd be likely to trust. One addled-coved gnome mountaineer named Dahnveer says the cutters of Quarry use the Stonearch as a gate only in secret and only at certain irregular intervals. Of course, the bubber has no explanation for this surreptitious movement, nor can he say what or whom is being "gated." Other speculations include: the Stonearch is a gate to Dothion (if this were so, it'd make traveling from one layer to the other much easier); the bloods in Quarry can control the gate's destination by using different keys to activate the Stonearch (if they exist, these keys must be kept somewhere in Quarry); it's a gate to Sigil (a body'd think every gate on the Great Road leads to the City of Doors if he asks a resident there); bandits and caravan robbers use this as a quick means of escape and give the burg of Quarry a cut of their take for the use of the gate; or that only certain evil berks have the dark of the gate's workings, and the cutters of Quarry keep a peery eye on the Stonearch not as owners, but as guards watching for any incursion of these forces into Bytopia.

CARCERI: INSIDE THE PRISON

Sometimes it's necessary (or so goes the popular wisdom) to lock berks away for their own good, and for the good of the rest of existence. The only question is, where does a body put bashers who've proven themselves too powerful for an ordinary cage?

The answer is Carceri, the prison plane, where the detritus and scum of the multiverse are sent to atone for their crimes. (It's a crowning injustice that one of the greatest tools of law is a plane toward the

chaos side of the Great Wheel.) Most of those sent here have no hope of rehabilitation, having blown their chances long, long ago. Those who're scragged by their enemies are usually dumped here, with the understanding that it's for the greater good. Of

course Carceri's a plane of evil, and that means most prisoners have no real desire to see the greater good. They're in it for themselves, not for others.

The berks who live here are ill-tempered betrayers of one sort or another. The plane reflects their twisted desires and hatreds, and each one usually ends up in the layer best suited to his particular brand of treachery.

Carceri's a prison, no doubt about it. Indeed, it could be called *the* Prison, because it's got so many notables locked up inside it. Chief among 'em are the powerful titans, the first great revolutionaries. They're trapped here by the will of the Olympian powers, and they're, always looking for a way out. Hordes of lesser creatures fill the plane, all of them, bitter and resentful of their fetes. They envy any basher with freedom, and the free who pass through here might end up locked away as the prisoners rail against the unimprisoned of the other planes.

It's been said that a prison's only as strong as the prison-keeper's will. If that's true, then plenty of berks here could escape quicker than they think. But they see the example of the powerful Titans, striving futilely against their bonds, and they make do with what they've got, giving escape a half-hearted effort and then forgetting about it.

Carceri's laid out like a string of blood-red pearls in an endless night. Each of Carceri's six layers nestle within the string. The outermost layer is the first; all the others lie under the surface of the shell. However, once a body's inside, there's no sign of the layers surrounding it. It's as if each layer were its own string, stretched out into infinity. The orbs of the outer layer lie fairly close together. The inner orbs are farther away from each other, separated by a dark, windy void. It's as though the other layers carry some sort of pressure that keeps the inner orbs small.

Of course, with all these orbs, there's bound to be folks who want to go exploring 'em. Only problem is, some of the orbs lie hundreds, thousands, or even hundreds of thousands of miles apart, especially on the innermost layer. So how does a body get from here to there?

Well, he could look for a portal. But those are few and far between, and they're jealously watched by the inhabitants. 'Less a body wants to pay a price that's more than jink, he finds another way to travel. If he asks around, he can find someone who's got the latest and greatest method of orb travel. Some of these include skin balloons, great ships that propel a body through the air and land him soft as a feather on the other side (or so it's said; plenty of wrecks are scattered across the orbs), and other such nonsense. A body's best off figuring his own way through the void.

Carceri's got six layers to it, but only the first five are really accessible. 'Some've gone to the innermost layer — or at least said they have — and from all reports it's not really the sort of place a body'd want to visit anyway. Not, of course, that anybody in their right mind'd want to visit Carceri in the first place.

THE WAY
I SEE IT IS THIS.
IF I CAN'T LEAVE,
YOU SURE
AIN'T GOING TO.
— RAIDAN VARN,
PETITIONER



Each layer is lit by a dull red glow, with the light rising from the ground of the orbs. No sun or stars brighten the sky, though the nearby orbs of the same layer shine with a lambent redness in the skies of their fellows. Indeed, the upper layers are almost bright with their closely-packed orbs. In the lower layers, neighboring orbs are often little more than hints in the darkness.

The first layer, Othrys, is criss-crossed and scarred with canals and bogs carved long ago by erosion, the course of the Styx, and other polluted rivers that wind their way across the bogs. Here the great orbs are only 100 miles apart, and mountains can get a body even closer to his target.

Cathrys, the second layer, is covered by saw-toothed plains and scarlet jungles whose acidic plants drip poison on whoever draws too close. The third layer, Minethys, is a wind-blown desert, harsher than any found in a prime world. The sand is like ground glass and it's kicked into a frenzy by the constant wind. To breathe it without protection is to invite death into a body's lungs. On the up side, the wind blows hard enough between the orbs that it's possible to get from orb to orb quickly on this layer.

Colothys, the fourth layer, is a land of sheer-sided mountains and valleys deep beyond belief. But it's hardly a mountain-climber's delight; it's hard to gauge distances on the steep cliffs, and avalanches and wandering beasts make this a cruel layer indeed.

The fifth and sixth layers, Porphatys and Agathys, are relatively unknown territory. Porphatys is said to hold the temple of Oceanus, half-buried beneath a coldly surging acidic sea, dimly lit by half-seen orbs. Agathys is supposedly even worse; chant is it's an icebound layer with almost no light, where the petitioners are frozen into the ground. It's an abominable layer, nearly impossible to reach.

The most famous of all the inhabitants of Carceri are the gehreleths, horrible creatures said to be spawned from the rotting corpses of those unfortunate enough to die on Carceri. They're the standard summoning stock of the planes, and chances are a berk who doesn't know what he's doing'll summon one of these monstrosities to his cozy little prime world. They're cruel and rapacious, and all of 'em answer to the greatest gehreleth of 'em all: Apomps, the father of the race and a minor power itself.

The Revolutionary League's also said to have an outpost here, though with all the mistrust and politicking of that most fractious of factions, it's not possible to verify the rumor. Still, Carceri's grim and brooding nature appeals to the Anarchists, and it's likely they've at least got an interest in the place.

Magic's not too different here, but a spellcaster has to look out. See, the spells always turn to the most evil result, and that means a body's got to use only the most beneficial of spells. Otherwise, spells reflect the treachery of the plane — a berk who wants to cast a divination spell's got to sacrifice a comrade and read the future in the spreading pool of blood. It's a fitting requirement for a place of traitors and liars.

* PLACES OF NOTE *

Myriad sites of interest are scattered through the mire and evil of Carceri. The most impressive is Mount Othrys, the legendary home of the Titans who were locked away in this realm for their impudence. The Land of the Hunt is a wild boil of activity in Colothys. There's even thought to be an inescapable prison here for those who've proven inconvenient to the lawgivers of Sigil, but no one's found it yet.

The following places might provide a body with information and services, and with considerably less peril. At least, that's the common press. The actual truth of it's up to a planewalker to discover for himself.

FETAPHON (Town)

Fetaphon lies on the plains of Cathrys like a great abscess, far from the steaming jungle that makes up the bulk of the layer. It's a place of constant drudgery mixed with savagery; all work and a little cruelty makes these wretches something less than dull.

Fetaphon's ruled by a seemingly ordinary berk named Jack De Kniss. He's said to be a petitioner, but he's just a little too civilized for that. A hint of madness lurks in his eyes, as though he knows some sort of unspeakable truth that he's afraid to speak aloud. He doesn't talk to visitors unless he can be convinced they mean him no harm — and he surrounds himself with bestial guards to protect against anticipated attacks.

The buildings of Fetaphon are constructed of ropes and wood gathered from the steaming jungle nearby. The entire town hangs like some sort of bloated spider over a bubbling tar pit, which sends up noxious fumes and poisonous gases. The fumes come irregularly, but a body'd best be on the lookout for oily bubbles forming below the surface, because they're filled with lung-burning death.

The town's foundations are sunk deep into the tar. Thick posts cut from the nearby jungle support the town's structures, and each building is linked to the others by rope bridges. The best bridges have wooden slats to support them - but these are few and far between because the bridges are all expendable.

See, the rope bridges are the town's best protection. An intruder comes in and starts tearing up the place, and the villagers slash the ropes leading to the structure he's on. The berk's then left to die as the building, unsupported by the rest, slowly sinks into the muck. The other folks in the place die too, but then, that's life on Carceri.

It's thought that De Kniss has made a deal with the farastu who live in the tar below. They're the town's last line of defense and, for that service, a few villagers disappear every once in a while. No one knows the dark of this, but the gehreleths seem to leave the town alone.

The people of the town are, with few exceptions, the most civilized of this layer. Of course, that's not saying

much, since the inhabitants of Cathrys are folks who gave in to their animal instincts. The villagers have reined in their impulses a little more tightly, but they'll still stick a chiv into a body's back for little reason, and occasionally they might even cut a rope bridge out of sheer spite.

Nice place, eh? It's too bad that Fetaphon is one of the few sources of lamp oil in the whole layer, and one of the best on the entire plane. The folks here have also managed to refine the oil and tar enough to make scented oils and other valuables. The oil's one of the few reasons anyone comes here at all — there's no other reason to put up with the horrid locals otherwise.

GALLOWSHOME

(Site)

Wedged far down in the mountains of Colothys, a portal provides an escape route from Carceri. To reach it, a body's got to travel down through the winding gorges, into the canyons miles below, through the small mouth of a cave — then, finally, he'll find himself in a short passage that opens into the massive chamber where the portal lies.

Once a body reaches the opening, he might think his troubles are over. It's not true. He's on a small ledge high above the ground — about a half-mile above, looking over an expanse that's more than five miles across. In fact, if he's not careful while going into the cave, he stumbles right over the edge to fall headlong to his doom.

The floor of the cavern's littered with bone shards. Some are human-sized, but most are of a size that could easily house a peasant family with room to spare. They cover the entire floor of the cavern, creating a kind of spiky carpet that pierces anyone unlucky enough to fall on it — if the fall didn't do 'em in, the spiky bones will. But even the bony carpet isn't the greatest surprise here.

That honor belongs to the dead bodies that swing upside-down from immense, frayed hemp ropes dangling from the ceiling. The bodies are truly huge; each measures well over 200 yards from head to toe. Each of their throats has been neatly slit by some immense blade.

Most suppose the giants were the members of some long-dead race, one that predates just about all of recorded history. On the planes, that's a long, long time. The bodies are still covered in flesh, flesh that is only now starting to rot. A putrescent odor fills the cavern, and plenty of maggots writhe hungrily on the corpses.

Those maggots include some industrious petitioners, who've decided to build a village among the dangling bodies. Bridges swing between the bodies, and buildings jut out from any available surface on the corpses. The folks who live here have no compunction about eating the flesh of the giants; it's like free meat to them. They're ill-willed and suspicious, and they don't take kindly to strangers — which is too bad, because the only way to get across the cavern to the portal on the far side is under

the swaying bodies and through the forest of bones.

Most of the locals don't take kindly to such intrusions, and they've taken to hiding between the toes of the giants to leap down on trespassers. Sometimes they miss and fall screaming to their deaths. Other times they manage to take someone with them.

No organized militia runs Gallowshome; the folks do as they please. If there's a crime offensive enough, the people pick one of their number as the likely criminal and heave him over the side. It ain't real justice, but it's good enough for them. It's also something that should worry a casual traveler — plenty of berks here like nothing better than to watch some hapless fool go tumbling to his death, and they make up stories about imagined crimes if it lightens up a dull day. Fiends are surprisingly few — it's said they avoid the giant corpses due to some ancient fear.

Chant's that the town serves a valuable purpose, but precious few can see it. It seems that by turning the dead bodies into basic objects — that is, by making sure folks get use from 'em — the giants're kept dead. 'Course, this school of thought also says that the giants ain't truly dead; they're sleeping. By keeping the bodies bound with ropes and desires, the sods who live here are actually keeping these giants — whether they're good or evil — from roaming the planes. It'd kill the people here if they knew that — they don't like doing *anything* for others.

The portal, once it's been reached, is nothing special. All a body needs is a bone in his hand to activate it, and it takes him straight to Sigil.



ELYSIUM: UNDER AZURE SKIES

Elysium holds the essence of all that is pure, honest, just, and benevolent on the Great Wheel of the multiverse. The restful plane embodies pure goodness, unfettered by the concepts of law or chaos. On Elysium, no one's concerned with a body's faction, religion, style of dress, or species; all that matters are the good works - whether lawful or chaotic, orderly or disordered — that a body does.

Elysium is not a fortress built against evil or a bulwark to stave off oppression. Instead it's an ideal to look to, a pattern of perfection. The inhabitants of

the plane live as they chose, acting only when they must to suppress some great evil for the greater good of the multiverse. Elysium is a haven for good souls, and few lower-planar creatures dare set foot, claw, or talon here.

It's well known that the "traveler's travail" is probably Elysium's strongest defense against evil. Unless a body's doing good deeds along his path, he's got little chance of getting where he's going. No matter how complete his map or who he asks for directions, a sod who ignores the chances to do good along the way simply can't reach his destination. Malevolent creatures can only wander the infinite distances between sites, and are usually destroyed by the ever-vigilant inhabitants.

While the terrain and specific weather patterns of the plane vary by layer, one universal truth about the weather exists here: It's never bad. It doesn't storm, there're no blizzards in the mountains, the rivers don't flood. Elysium has only the mildest of seasons, and many locales the inhabitants pay little if any attention to such matters.

Yggdrasil spreads its limbs across the four layers of Elysium. Some travel the World Ash's branches to move from layer to layer, but most take an even simpler mode of travel. The River Oceanus rises from the sea of Thalasía, Elysium's fourth layer, and passes through all the layers before flowing on to the Beastlands and Arborea. Therefore, most bashers who need to travel somewhere on Elysium use the river to reach their destination.

The first layer, Amoria, is a land of rolling hills and green pastures. Most of the layer's burgs are located along the banks of Oceanus, including Release From Care, the largest town on all of Elysium. Many powers set their cases on this layer as well.

Elysium's second layer, Eronia, is much more rugged. Oceanus, other waterways, and roaring winds have carved the rock of this layer into grand gorges, deep canyons, bare cliff faces, and stark outcroppings and formations. Oceanus is more vigorous here; cascading waterfalls and dangerous whitewater rapids are common. Most inhabitants make their homes in the green valleys, out of the wind.

Belierin is Elysium's third layer, and much about it remains a mystery. Marshes, bogs, and swamps cloak the entire surface. Few make their homes here; Belierin, for the most part, remains, strangely silent.

The fourth and final layer is Thalasía. It's covered by a sparkling sea, which shares the layer's name and is the source of the River Oceanus. Islands dot the layer, many of them inhabited. But most native life, the chant goes, lies beneath the waves.

All manner of good creatures roam the plane, from herds of buraqs to the delphons that swim Oceanus to the great, fiery phoenixes that nest in the highest mountains. But foremost among the residents are the guardinals, the six races native to Elysium just as the slaadi are native to Limbo. There's not a weakling in the bunch. While guardinals are rare, bloods say any one of them's worth three tanar'ri or baatezu. The guardinals are a quiet group, content to live simple lives while contemplating how they may best serve the cause of pure good. They spend much of their time watching for incursions of evil on the Great Road. When such an evil appears, the six races are quick to organize, operating to extinguish the threat with almost military efficiency and precision. Their courage is contagious: More than one basher has taken up the cause of the guardinals in a sect known as the Guardians.

LET YOUR TROUBLES
WASH AWAY IN THE
RIVER'S FLOW,
AND MAY YOU BE AT PEACE.

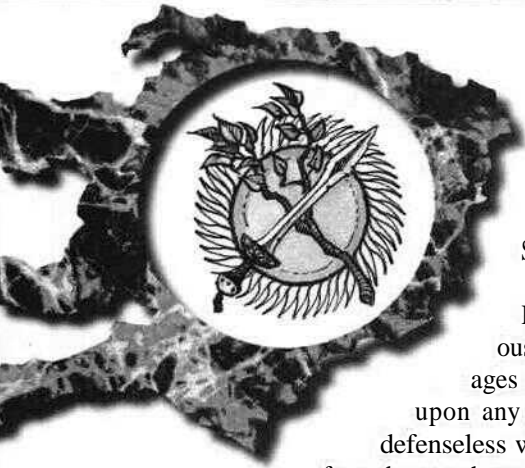
— A PETITIONER
WELCOMING
TRAVELERS
TO ELYSIUM

In addition, many members of the Transcendent Order choose to pursue their goal of achieving inner perfection and the union of mind and body on this

calm, beautiful plane. No more organized than any of the plane's other residents, the Ciphers who live here reside in small communities that often gather to act out their philosophy under the azure skies.

The changes to magic on Elysium can be reasoned out by any cutter with a bit of sense. Naturally, evil or destructive magics just won't function normally, and neither will spells that hide or conceal the truth. Cast a spell to benefit others, and it works just fine.





THE GUARDIANS

(The Caretakers, The Protectors)

SECT PHILOSOPHY. Strive for the good of all. Protect those of virtuous hearts from the ravages of evil. Force nothing upon any party, and defend the defenseless when others' views are forced upon them. Do not meddle — intervene only where there is evil to be vanquished.

In the Guardians' centuries of history, many a good-aligned berk has quietly signed on with the sect, and many have died fighting battles against evil. Originally inspired by the guardinals' ideals, the sect's organization mirrors guardinal society. The leaders are known as Princes, after the leonal rulers of the guardinals. Mages and sages model themselves after the wise ursinals, rogues identify with the winged avorals, and other bashers choose from among the equinals, lupinals, and cerdivals for their ideal. Individuals identify with one of the guardinal races, the one each Guardian most admires and respects. Each wears a token to signify her choice and branch of the sect.

The sect's current leader, Prince Azlan (a half-elven fighter-mage), has held the post for over 50 years and has many years left in him. With his small band of advisers and mages, he wanders the layers of Elysium, keeping tabs on the far-flung members of the sect.

The sect's symbol is a disk to represent the pure light of goodness, upon which a sword and olive branch are crossed. One represents the might and power of good, the other the benevolence and mercy of the same.

PRIMARY PLANE OF INFLUENCE. The sect flourishes on Elysium, but its members and agents spread their cause throughout the Outer Ring, Sigil, and the prime-material worlds.

ALLIES AND ENEMIES. The Guardians, with their hands-off attitude, get along well enough with the majority of factions. The only notable exceptions are the Doom

guard, the Bleakers, and the Harmonium, whose entropic or unyielding philosophies clash with the Guardian ideal.

ELIGIBILITY. The sect is open to any good-aligned cutter. A berk's approach to goodness isn't as important as the deeds she does in its pursuit.

BENEFITS. A Guardian can continue to pursue her own goals and interests; the sect does not demand total commitment. Many informal members are adventurers who go about their activities, keeping a peery eye out for major evils that would require the attention of the sect. As a result, the Guardians are one of the best informed groups on all the planes. If a member needs the dark on a particular topic, somebody in the sect can likely pass on the information. Most members have regular contact only with others in the same branch of the sect.

The reputation of the Guardians is widespread. In some places, however, it's dangerous for members to advertize their identities.

RESTRICTIONS. The open attitude of the sect places few restrictions on its members. The only precept of the sect that could be construed as a restriction is the forbearance that the sect's members must display. Guardians are not to become involved in politics or other petty squabbles; they must remain dedicated to the promotion of overall good throughout the multiverse.

Of course, only good cutters need apply, and each member must choose a guardinal race to pattern her behavior after.



* PLACES OF NOTE *

More powers than a body could shake a stick at live on Elysium. Most of them welcome good visitors (or at least neutral ones). If a body can behave himself, there are gifts to be found nearly everywhere on the plane. For example, Ishtar's City of the Star provides training, healing, and rest to a traveler. Isis' realm of Quietude is a must-visit for a planewalking mage, as spell keys can be had for the asking. (A note to planar tourists: Don't mention Ishtar in Isis' realm, or vice versa. Outright war may be uncommon on the Upper Planes, but rivalry's still alive and thriving.) Release From Care is a noteworthy adventurer's town, where planewalkers from all corners of the multiverse gather on the banks of Oceanus to carouse, compare notes, shop for goods, and look for work. Other sites include the aarakocra town of Precipice, a guardinal fortress called Rubicon in the middle of Oceanus, and the seemingly sentient Thalastrom, which rages across the sea of Thalasias.

POR+ICO

(Town)

Planewalkers looking for an ideal vacation spot might stop in Portico, an island paradise floating where the River Oceanus flows out of the sea of Thalasias and passes into Belierin. It's already got a reputation as a convenient stopover for traders bringing goods from the drier layers of the plane, fisherfolk looking to relax after a long day at the nets, and adventurers of all sorts seeking their fortunes above or below the waves.

The burg is built on stilts on an archipelago of low islands that formed when an immense coral reef was thrust above the waterline by a seaquake. The reefs proximity to Oceanus exit point to Belierin was cause enough for a burg and trading post to be erected here. The newly built town of bamboo huts attracted natives from neighboring islands and the other layers of Elysium, and since then it's become a thriving community. The natives' outrigger canoes and small bamboo sailing craft provide transportation between the islands of the archipelago.

The natives of the region (who simply call themselves the People of the Shell) revere a being they refer to as the Great Shelled One, rumored to reside deep beneath the surface of the warm tropical waters in this part of the sea. The ruler of the stilt-town is the striking half-sea elf Anamoriica, the priestess of the Great Shelled One. She presides over the seven clan *conchs* (patriarchs). Her long green-black hair, sea-blue

eyes, and tanned skin bring many suitors, but Anamoriica tends to ignore them. She spends her time ensuring that the burg, the traders, and the fishers respect the sea and all its inhabitants.

The Great Shelled One that the people revere also has an enemy: a great kraken that, according to the locals' chant, lives in the deepest trench of the Thalasian sea. One famous legend holds that Portico'll someday be destroyed when the kraken awakens and meets the Great Shelled One in final battle. The battle will rage for days, sending huge tsunamis for miles in all directions. According to the legend, all appears lost for the Great Shelled One until his old ally, a wise zaratan, appears and turns the tide of battle. Locals fear the worst, however, since no zaratan has been sighted in the waters near Portico for decades.

More mundane hazards lurk here as well. Ixitxachitl live and hunt in the waters near Portico. Some young bashers occasionally go out to return the favor and hunt them in their canoes. Scraggs also are sometimes seen lurking amid the coral caves beneath the burg, and one fisherman claims to have seen a "wraith of the deep" in the waters near the burg just last week.

When not working, Portico's young cutters spend much of their time proving their bravery to one another; it's not just idle play, for a life on the sea has many dangers. As in any tropical locale, wicked storms can boil up from across the horizon in mere minutes, bringing whipping winds and crashing waves. Building the burg atop stout stilts lets the residents avoid all but the worst storm surfs, which can topple old or overloaded huts with ease.

Portico can feed and shelter those who visit, and the burg makes a good landing for those who've been at sea too long or simply haven't gained their sea legs (or stomachs) just yet. Fish, crustaceans, and seaweed form the bulk of the locals' diet, although they treasure imported foods such as cheese,

bread, and chocolate.

GEHENNA: THROUGH THE FLAMES

Gehenna's not called the Four Furnaces for nothing. Its four volcanoes roll off into oblivion, their fiery cores burning into the void surrounding them. Lava erupts from the surface like a putrescent wound, and deep fissures bellow forth steam, perpetually releasing the ever-building pressures inside the mountains. Furnaces spring to the surface across the layers, spilling forth molten rock that simply can't be contained below.

It's not a nice place.

The plane itself is entirely cruel, and those who live here ain't any better. Here the kinder qualities are seen as weaknesses, and charity or mercy's absolutely unthinkable. Everyone look out for themselves, and anyone Who offers aid certainly expects something in return.

That's why most planewalkers who come to Gehenna help each other out if they can - they know no one else will. Even evil travelers lend aid, because it's something of an institution. Still; a helping hand is just another method of payment — a sojourner can expect to receive help from some other blood if *he's* helpful. The most altruistic motives are perverted by the nature of the plane.

Gehenna's said to be one of the smallest planes in all the multiverse, and that might not be far from the truth. Where the other planes are theoretically infinite, some believe that Gehenna could actually be mapped by someone with a long life and the perseverance to do it. Most tell these barmies to bar it; they figure there's no sense in such idle speculation when it can't be proved. And besides, the volcanoes are surrounded by an endless void, and there's no way to map *that*.

The entire plane lacks a single level spot. Everything's canted to one side or another, and it's mighty easy for a body to slip and tumble a good long way before he fetches up against something. At least, he'd better hope he pulls up short - those who *don't* tumble into the void. In some places, the darkness of the infinite emptiness seems to begin a few dozen feet above a body's head, while in others it's several miles above the ground. No light or sound passes through the void, except for the glow cast by the next mount burning bloodily in the sky above.

The four mountains are the plane's four layers. The first layer, Khalas, is the one most folks see. The Styx and other dark rivers wind through gorges and fissures, eventually falling thousands of feet. Most of the waterfalls never make it to the ground in liquid form, as the heat of the mountain turns the water to burning steam. It's said that the

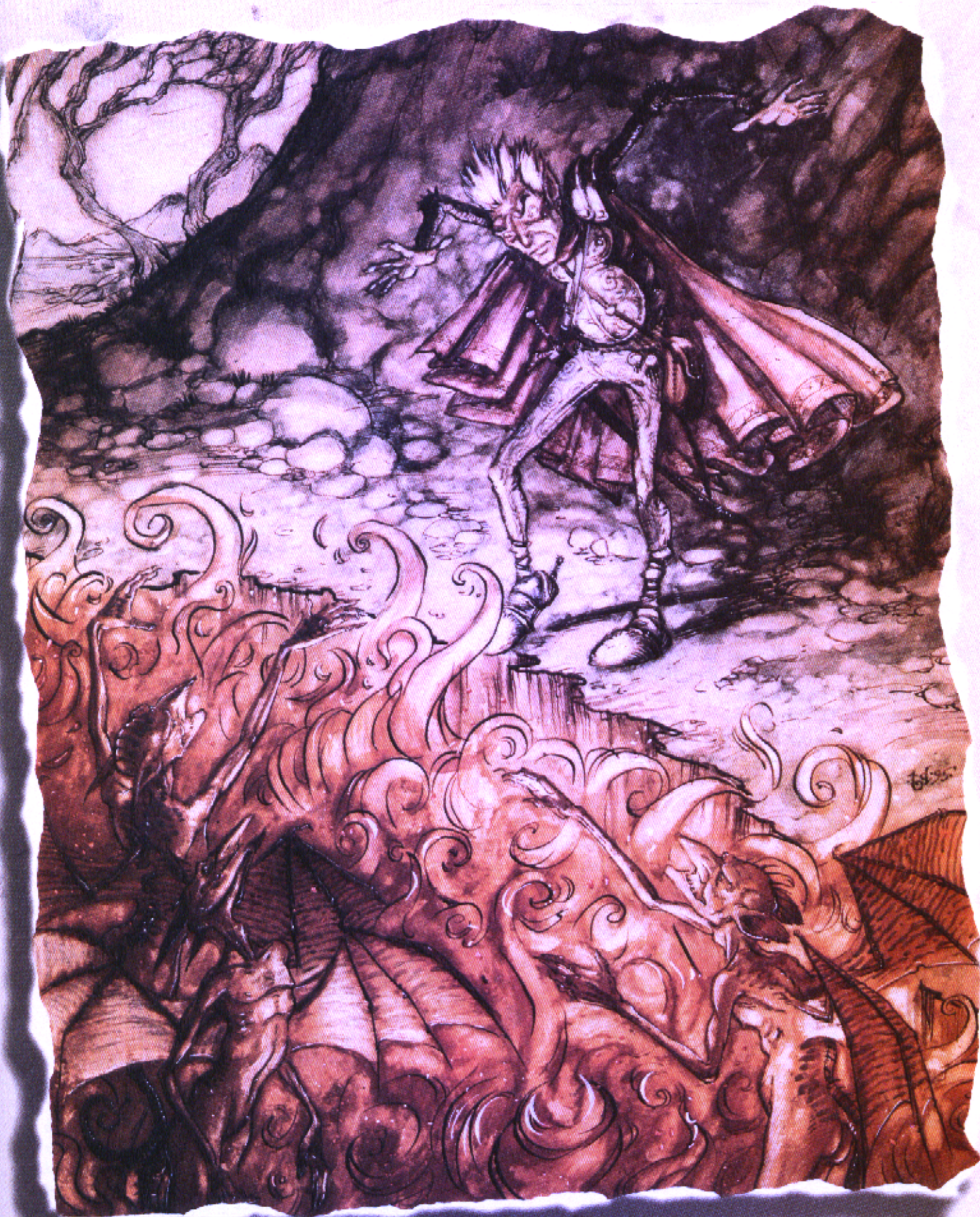
Styx never entirely disappears, though; parts of its stream flow through the crust, bypassing the furnaces and steam vents that dot the falls. Khalas is supposedly the most gentle of all the layers. That's a surprising observation, since it's well known

that the ground itself here burns unprotected feet - and unprotected means ordinary boots. A body's got to have special footwear to keep his feet unsinged.

The next layer, Chamada, is the most hostile. It's covered with lava flows and new ones erupt daily, sending fresh gouts of molten stone to plague the inhabitants. The deadly floods literally span hundreds of miles, and little can resist their fiery flow. Even as one hardens, another comes gushing down over it. It's a place of pain and suffering, and if a body ain't careful, he'll be swept over by a wash of magma.

The third layer's called Mungoth. Its volcanic activity has mostly died down, but that doesn't mean it's all gone. Ice storms and blizzards sweep across the mount, but they're not made of ordinary snow. The ash has combined with the waters of the old rivers to create acidic snowstorms, which flay the flesh off anyone unfortunate enough to be caught in them. This is also the layer on which the power Loviatar, Mistress of Pain, makes her domain. Her followers willingly flock to her, eager for the caress of her whip, wielded with harsh and unloving hands.

A NEWLY ARRIVED PRIME
ONCE TOLD ME,
'GEHENNA'S NOT
THE NINE PITS,
BUT YOU CAN SEE THEM
FROM HERE.'
THE BORK SEEMED TO THINK
THAT WAS REALLY FUNNY,
BUT I DIDN'T GET IT.
— WYSSILAR,
A TRIFLING GUIDE
ON THE
LOWER PLANES





The last layer is Krangath, the dead volcano.

Any warmth it once had is long gone, and it's a land of bitter cold and freezing petitioners. It's a brutal existence, even in the caverns inside the mountain. It's absolutely dark; the only light is that brought by infrequent plane-walkers. It's said that Shaargas of the orcs lives beneath the surface, controlling the domain of darkness and sending his minions on missions of death, despair, and disease.

Travel between the layers of Gehenna is accomplished through portals located in the caverns beneath each of the mounts. These portals, difficult though they are to find, are the only known way to reach another layer of the plane - though why a body'd want to get to any of the lower layers (or even visit Khalas, for that matter) is beyond comprehension.

The best-known inhabitants of the plane are the Yugoloths. They're unrepentant in their hatred of things good, and they do their best to crush the sparks of goodness in a body. They can be as spiteful as the tanar'ri, as calculating as the baatezu, and it's often bandied about that they're more evil than the other two put together. Since the Yugoloths don't care for the petty considerations of law and chaos, they've fully aware of the possibilities of pure evil. They're not to be trusted, and anybody who hopes to deal with 'em ought to know this: They keep their word as long as it's convenient, *Book of Keeping* or no, and then they dispose of the person they're dealing with as easily as a body tosses away a broken toy.

Naturally, other creatures lair here as well, but none are as potentially terrifying as the Yugoloths. Slasraths, built from grotesque worms native to the plane, fly through the void in search of prey to devour. They're quick and quiet, and a body usually doesn't know he's been hunted 'til it's far too late. Patrols of tanar'ri and baatezu fight their battles here as the Blood War rages back and forth. Factions avoid this plane like a plague; it's not like there's a safe place for them to set kip, anyway!

The magic here is affected as it is on all the Lower Planes, with any good result turned into something evil. In particular, charm-based spells are mighty tough to cast on Gehenna, as if the inherent ugliness of the plane crushed the spirit from the whole school. On the other hand, spells that conjure violent effects mirror the plane and explode more violently than ever.

* PLACES OF NOTE *

Despite its totally inhospitable nature, Gehenna's still home to plenty of sites that draw curious planewalkers. The Teardrop Palace of Sung Chiang is a thief's paradise, where objects stolen from all over the planes are sold in a vast marketplace. The arcanaloths are said to have a mighty fortress of knowledge someplace on these mountains. The floating orb town of Nimicri is reported to have

many intriguing items for sale in its bazaars. And the town of Portent draws sages from near and far to study its curiously irregular streets.

FO LING PO (Town)

Near one of the many waterfalls in Khalas sits a city of ghosts called Fo Ling Po. It's surrounded by a shroud of hot mist, cast up by one of the tributaries of the Styx as it wends its polluted way through the layer. The steam is said to be purified Styx water, its foulness burned away by the intensity of the lava. Some even claim that the steam cleanses them of old hatreds and impure desires, and they seek out the misty shores of the waterfall to appreciate it more directly.

The city's built in an oriental style, its sloping roofs and decorative streets providing a ghostly air of mystery to the fog-enshrouded town. A kind of reverent silence fills the city; a body feels the need to keep his peace, or at least speak in whispers, while he's within its bounds. Only the sounds of volcanoes erupting far in the distance and the slow drip of water from the tiled rooftops disturb the silence. Even footfalls are muffled here.

Fo Ling Po focuses purely on form, with little regard to function. A huge graveyard sits in the center of town, and that's where the natives make their cases. At a certain hour of every day, they rise up from their unquiet graves and pass through the town, building up the city or adding decoration to it. They rarely speak, even to visitors, preferring to let their tattoos speak for them.

See, each of 'em has his entire life story tattooed across his body. The tattoos grow and change with each passing day, reflecting the deeds and thoughts of the soul wearing 'em. Just a word of warning to the wise: A body who stays too long in this burg ends up like them — outwardly passionless and wearing his life story on his skin for all to see.

The whole town's run by a blood who goes by the name of T'u Rien. He's the one permanent resident who doesn't have tattoos stretched across his skin. Some say he feeds on the stories of his people, and that's what keeps him from having to show any of his own. He's lean of jaw and quick of movement, never wasting a step or a word, and mighty quick with a dagger when he needs to be. A bit of sharpness hides in his smile, and when a body talks to him, it always seems T'u Rien is sizing up the other's strengths and weaknesses.

Plenty of tales have travelers disappearing after visiting this man. Of course, they're just that - tales. There's no proof of any wrongdoing, and even if there was, who'd punish it?

The town can muster a fairly formidable group to repel trouble. Despite the outwardly lackadaisical demeanor of the locals, a deep passion burns in them, and they'll rise up to kill anyone who threatens their tranquil way of life. Many are expert martial artists, trained to crip-

ple their foes with a few choice blows of hand or foot. They've got an additional weapon, too: They can animate their tattoos and send the images to do their fighting for them. The only problem's that if the tattoos die, so do the memories that spawned 'em. Thus, it's only in the fiercest battle that the tattoo memories enter the fray.

The locals are skilled at wood and stonecarving. Though there's a shortage of wood all across Gehenna, these cutters have learned to shape a piece of wood into just about anything. Sadly for most travelers, the natives ain't too interested in selling their services for jink. In exchange for their goods, they usually ask for something more intangible — such as the memory of a body's first kiss, or the feel of silk on freshly scrubbed skin. And once given up, the memory's gone forever.

HUIGIS' CLEFT

(Town)

In Mungoth, everything's frozen snow and burning lava erupting over ice. Most folks take this as their cue to live below the ground, keeping themselves well away from the dangers of the land above. But a few've chosen to brave it out on the surface. They've gathered in a town called Hulgis' Cleft, and they're some of the tougher souls a body finds on the layer. Inured to the cold and the burning ice, they eke out a living in Mungoth's harsh land.

The townsfolk are watched over by a tough basher called Master Hulgis Zynzaar, a tiefling who's made it his business to keep this town alive and functioning. Zynzaar's said to have a hot temper, but he keeps it under wraps. He's also mighty powerful, scarred many times by the ice that burns just beyond the reach of the fissure in which the city's built.

See, the Cleft is built under one of the sheltering overhangs of the cliffs of Mungoth. It's set far enough back that the locals don't have to worry about the occasional snowstorm blowing acid into the city, and its hovels are built one atop the other to conserve space. The winding streets punch deep into the moun-

tainside, extending back for perhaps a mile before ending at a blank wall.

The locals are all hideously scarred, the skin burned away to reveal the play of muscle for all to see. How'd they get this way? Well, every once in a while they feel the need to soothe Loviatar's pride. By staying outside her domain, they understand they might be wounding her vanity — and so to appease her, they march out into the burning ice and let the snowstorms carve away their features in what they call "Loviatar's Caress." It seems to work, since they've never been attacked by the vengeful power.

They're eager for everyone to understand the necessity of this ritual. In fact, most visitors to the city are encouraged to take part. Visitors take the usual damage from hanging about in an acidic snowstorm, and they're scarred for life (though not as badly as those who live here, who do this sort of thing all the time), but at least they won't be cast out into the storm naked, with no hope of being reaccepted into the city.

This ritual happens once every sevenday. If a body manages to make it in and out of town before it comes time for the next Caress, he's a lucky sod.

Aside from being a place where a traveler can find shelter from the storms outside, the Cleft is also an excellent place to find all manner of etched ware. Silver, wood, metals, gems - the list goes on and on. The Clefters have turned their pain into profit, and they gladly exchange their services for jink. Their work is renowned among collectors, and plenty'd pay a pretty penny for someone to go collect some of this skilled work for them.

No militia guards the town; the people protect their own hides, such as those hides are. They're eager to find and punish those who won't conform, and they take a cruel joy in observing the reactions of those who're experiencing the Caress for the first time. The townsfolk have had to suffer through it for much of their lives, and they want to make sure others suffer as they do.



Most sods assume that the heart of the Lower Planes - the lowest point on the Great Ring - must be the most evil spot in the multiverse. And because of that assumption, thrill-seekers are disappointed by their first glimpse of the Gray Waste.

THE GRAY WASTE: WITHIN THE GLOOMS

After all, when bashers come to a place where they suppose evil's the only focus, they expect to see roar-

ing depravity worse than that of the Abyss and deep-set corruption more vile than that of Baator. They expect a slaughterhouse, rich with the spattered blood of a multiverse's worth of victims.

Well, if they're unlucky enough to step through a gate onto a Blood War battlefield, that's exactly what they'll find. (They also get entered into the dead-book faster than they can blink.) But for the most part, they'll find only a wasteland, where the main danger seems to be dying of boredom. The Waste is a land of gloom and doom, not high-spirited plotting. It's not a place of eternal perdition, with unimaginable tortures wreaked upon souls innocent and guilty alike. Nor is it a plate where cruel powers chuckle over their pawns as they move the hapless, unwilling berks across some sort of cosmic chessboard.

Here everything's gray, almost without exception. Beyond the barriers between layers and the occasional power's realm, the plane's colors vary between bone-bleached white and inky charcoal. Bright colors brought to the Waste fade after a week or two, their vibrancy dimming almost as soon as they arrive. But even faded colors shine like beacons in a sea of dullness and lifelessness. After a while, looking at colored items is almost like staring directly into the sun - blinding and painful to the eyes. A body's got to figure that if it's like this for a planewalker, it's much worse for the natives. In a rare show of emotion, they may go into a frenzy, bludgeoning and tearing at the color-wearing offender, though they're careful not to draw blood — that's got color in it, too. Of course, internal bleeding's another matter. . . .

The constant gloom pervades the plane and touches the spirits of everyone here, planar and petitioner alike. All the emotions normally associated with happiness and well-being are drained from them, leaving only dust and despair. Like any colors brought here, emotion leaks away into the Waste and is replaced with a despairing, yearning void.

A body traveling through the Gray Waste is likely to experience some very vivid dreams. Though they seem pleasant, evoking past fantasies and desires, they're also dangerous. See, once a body experiences the emotions of these dreams, he won't feel them again. The place exerts a constant drain of desire and will, and if a body values his life's passions, he'd do well to steer clear of the Gray Waste.

The Waste, as the center of the Lower Planes, is filled with berks from all over the multiverse. Some are here for the Blood War; others are here because they see it as a trader's mecca; and still others are here because they've heard this is the ultimate in evil, and they want to see what that looks like. Many remain because they lose the desire to leave.

The plane has three layers, each different yet each much the same. The first layer, Oinos, serves as the main battleground of the Blood War. It's a region of scarred terrain, smoking craters, and stunted trees. It's also a land of disease, as the rotting bodies of the war's victims pile higher and higher. The decay sprays forth into the air as the bodies fester near the River Styx and drift down the polluted waterway. The layer's awash with virulent disease, and a body should know that he's virtually assured of catching some sort of rot or another.

I DON'T KNOW,
I DON'T CARE,
AND I DON'T CARE
IF YOU DON'T LIKE IT.
— VIARTH THE GRIM,
SIX-WEEK RESIDENT
OF THE WASTE



The second layer is called Niflheim, after the hall of its most famous resident: the Norse power Hel. It's a layer of deep mist and pine trees, free of the disease that ravages Oinos. Underbrush grows rampantly through the layer, looking almost like a prime world - if it weren't for the unrelenting grayness. It's said that the trees and underbrush hide the spirits of petitioners who couldn't keep even a tenuous grasp on their own personalities. The cool mist limits visibility to a distance of less than 100 feet. The fog,

besides muffling sight and sound and smell, prevents most missile combat. The terrain's a little more rugged than Oinos; steep bluffs and sudden ravines carve their way through the layer.

The third layer's called Pluton. It's much like the other two, and the gray gives everything a uniform appear-

ance. Still, Pluton varies slightly in that it's covered with willows, poplars, and olive trees. All are dying for want of care. It makes for a gloomy place to wander, and the crumbling granite and occasional piece of statuary really don't help much either. It especially doesn't help to wonder if inside each piece of granite and each dying tree a petitioner resides, trapped and helpless to resist this fate.

Several groups of denizens roam the Gray Waste, and they're all creatures a body ought to avoid. First are the powers: The gods of the Gray Waste are predominantly those of death, disease, and despair. They're a gloomy lot, set to watch over the dead, and they've been infected with the slow withering that's the legacy of the Waste. They won't do much to or for a traveler, but they defend their realms and their spheres of influence. It ain't a good idea to try to give the laugh to a death god, but there's always a berk or two who wants to try.

Then there're the Yugoloths. Most of them have moved to Gehenna, but the most powerful maintain a tower here and refuse to give it up. Chant is that whoever controls the tower controls Oinos, the first layer, and the Yugoloths ain't about to give up a prime spot in the Blood War just like that.

'Course, a body can expect to see plenty of baatezu and tanar'ri running around the first layer. They're fighting a bloody battle for the superiority of one way of life over another, and they've chosen the midpoint as their battleground. They draft anyone they can into the War, hoping that sooner or later the tide'll turn for good.

Practically omnipresent across the first layer are the larvae, the malicious spirits of evil berks turned into mind-

less wriggling worms. They're herded along by the night hags for sale to powerful creatures across the planes. Larvae are the currency of the Lower Planes, with no more reason for existence than their usefulness to somebody else. They might get promoted into some fiendish form, but it's more likely that they'll be used as spell components or offerings in some arcane ritual.

A step up from the larvae are the hordlings. It's said that no two are alike, but there're so many of 'em it's impossible to be sure. They're constantly rampaging across the Gray Waste, doing as they will. They never destroy their own kind, but with any other creature all bets are off. Some creatures they leave alone, others're destroyed without warning. One school of thought teaches that hordlings are actually petitioners who're so twisted by their hatred that they've mutated into these creatures — their inner hatred has become their outer deformity. Since everyone nurses their malice a different way, their appearances are all different. If this is true, a body'd have to admire the steadfastness with which the petitioners hold on to their hate; one supposes it's better than giving in to the utter despair of the Waste.

The last group of native creatures is the night hags. No one knows who they were or where they came from, but everyone seems to know what they're doing now. Problem is, no two berks seem to share the same opinion. Some say the hags are the embodiments of mortal dreams, come to snatch away the dreams of the unlucky. Others say the hags are simply the merchants of the Lower Planes, buying and selling what others want or need. Still others claim the hags are transfigured larvae, which explains the hags' ability to turn sods into larvae. It's all a bunch of speculation — what really matters is that the hags are a bunch of nasty crones with the uncanny ability to put a body into a spot he definitely doesn't want to be in.

Otherwise, nightmares are common, and that don't mean just bad dreams. A couple of factions are tentatively associated with the plane, though none are willing to admit it. The Dustmen are fascinated by the gods of death, while the Bleakers come to soak up the despondency that permeates the plane.

Magic on the Gray Waste suffers from a few unique changes. As a body might expect, spells that do good just don't seem to function. Divinations are tinged with sadness, and it's said that a body casting these spells brings that despair down on himself.

Charms don't function as often here as they might, but when they do the result's electrifying. It snaps a berk out of whatever sad reverie he's in, bringing his hopes and desires flooding back in a great rush. He's absolutely grateful to the caster for as long as the spell continues; when it ends, he'll hate the caster because he sees the spell as the manipulation it was. And then he falls into an even deeper funk if he's not taken from the plane right quick.

✦ PLACES OF NOTE ✦

Despite the fact that the place is mostly gloom and doom, some places are still worth visiting. Among these are the Wasting Tower of Khin-Oin, where the Yugoloths plot their strategies; the town Death of Innocence, nestled among Niflheim's woods, where the residents hold out hope against the plane's influence; Hades' realm, home to great heroes and hubris-ridden kings; the living town of Corpus; Annwn, realm of the Celtic god of the dead; and Niflheim, Hel's realm of fallen heroes and unsung peasants.

THE LODESTONES OF MISERY

(Site)

If the Waste drains the emotion out of every sod who comes here, where does all this energy go? Some claim it just vanishes into the grayness, never to be seen again. But others tell of great marble obelisks rising high on the Waste, scattered across it with no apparent rhyme or reason. The obelisks are said to be magnets for the emotions, drawing the drained feelings into themselves. And some say that these obelisks are the linchpins of the Gray Waste itself, the only things that hold it together. There's known to be at least one per layer, but it's quite possible more exist.

Each obelisk stands about 1,000 feet high, and each appears to be older than everything around it. They're proud and menacing, giving off an impression of incredible antiquity so strong that a body approaching 'em can't help but feel humbled by it. They're carved with runes taller than a man's height, in a language no one alive can read. Every once in a while, the runes glow red like a flash fire in a dry forest, and the monument hums with barely suppressed power. Other times, the runes light up with a bluish glow, shedding cold light onto the ground below.

Those who study such things claim that the slab's either drawing power from some source in the plane, or else giving it out. It's well known that someone standing near an obelisk when it glows red feels a wave of weakness and despair wash over him, and he relives his most miserable moment for what seems like days. When his head finally clears, he finds himself on his knees, head between his hands, sobbing as if his heart were broken. When the runes flash blue, a body feels power wash over him, invigorating him with its heady glow. Sometimes the slab restores life and purpose to those who've been afflicted by the Waste, while at other times it steals it away without a chance to resist.

It's been theorized that someone (or *something*) is using the obelisks to gather a force so strong it's beyond imagining. According to this theory, a person in the field of influence experiences only a fraction of the true force exerted. It that's true, whoever commands the obelisks commands a power beyond that of many gods — and that "someone" would be a force to be reckoned with.

THE TOWN AT THE CENTER

(Town)

Everyone knows about the three layers of the Gray Waste. What most *don't* know is that the layers aren't all lined up nice and neat next to each other — there's a point in the plane where all three layers touch. And nestled across this point is the Town at the Center.

It's like the rest of the plane in that it's a strange mixture of brutality and sophistication, combined with the usual brand of apathy that so characterizes the Gray Waste.

The place is ruled by a tiefling who looks to have more than his share of Yugoloth blood running through his veins. He's tall and pale, his bald head gleaming in whatever light's brought near. His name is Dandy Will, and he's said to hold an incredible amount of power in his two impeccably manicured hands. He speaks in a soft voice that resonates deep in his chest, but he's not above raising his voice to get his point across. He's smooth and sly, not to mention animated — a true rarity for a mortal in the Waste.

The town's said to have some ability to resist the apathy that drains everyone in the Waste. The truth of this ain't known; a body'd think that something in the center of the plane'd be *more* susceptible, not less. Regardless, the people of the town seem to be a livelier bunch than the rest of the plane, though some of 'em have the dead stare of the gloombugs.

The town itself is a strange mixture of the three layers. It's divided into three equal sections, like the pieces of a great pastry, all of which come to a point in the very center of town. Each part of town's separated by an invisible line (though the Oinos side is quarantined from the other two by a wall with only two gates — the guards don't want disease spreading through the town), but a line which is tangible nonetheless. A body feels it when he steps across the line as a change in the air. Each part of this walled town has a single gate that leads to the outside world, a gate that's always open except during particularly nasty battles of the Blood War, at which point the town seals up tighter than a miser with all his jink.

The Oinos side of town's arid and dry, and precious few plants grow here. Though the avenues are straight and wide, there's also a dilapidated feeling about 'em, as if they were getting ready to fall apart at any time. The buildings are ramshackle and catch-as-catch-can, made of scraps of different materials, whatever a body can scrounge from the waste heaps that litter the area. Only the very lowest live in this slum. The disease that ravages Oinos has some influence in this sector of the town, but it's not nearly as virulent here. A body who's coming from Oinos to try to reach one of the other parts of town has to go through quarantine here first — a day in a sterile gray cell separated from everyone else.

Niflheim's sector's quite a bit better. It's more of a rough-and-tumble pioneer town, a place

where warriors can come to rest between exploits or lumbermen can quaff ale to quench their thirsts. Everything in this part of town's made of wood, and plenty of carpenters are willing to throw together just about anything a body might want or need. Taverns and kips are scattered about the place in profusion. The main market's also here; vendors swarm all over the place offering their wares. Little shopping goes on anyplace else, at least for the common sod.

This is the working berk's district, a place of honest labor and blunt hatreds. There's little subtlety here; if a body wants to hurt someone, he usually does it by punching the berk in the face or stabbing him in the gut with a skene, with no sophistication behind it.

That ain't true of Pluton's side of town. This is an area of marble and granite buildings, hewn from living rock and shaped by master artisans to fit the needs of whatever blood's living inside. This is the zone of the upper class, the place of money and power. Banks and wealthy merchants are the order of the day here, and everyone has adopted a snotty facade to scare off the lowlifes.

This is mostly a residential zone, and the folks who live here are of an entirely different level than those of Niflheim. They're subtle and dainty, their every movement sending a message to someone. They're involved in a great game of politics and wealth, and they use anybody they can get their hands on to play each turn.

The palace of Dandy Will stands in the center of town, at the focal point of the three layers; it's a monument to his willpower (so to speak) and his ability to draw this town together. Though it was originally built long ago, Will has taken the place for himself and never mind any arguments against it.

Will's palace is accessible through a gate from each side of town, but the gates're manned and carefully watched. Anyone who wants to get in has to state his name, his business, and make an appointment. A little garnish greases the wheels, but it usually takes about a week of waiting nonetheless.

The palace is smooth and streamlined, though great blades protrude from the wall every so often in a reminder that not every berk's going to come out of the place alive. Inside, it's rumored that there's a great obelisk from which Will draws his power, but the center of the palace is closed off even to the guards.

The militia of the Town at the Center consists of a mix of fiends and mortals. Yugoloths serve in the militia, as well as baatezu and tanar'ri. Oddly, none of them hold any positions of influence, and none seem to mind. Chant is that they're deserters from the Blood War, and they're just as happy to lie low. The humans, half-elves, and tieflings that make up the rest of the guard are hardened, battle-scarred veterans, and they expect their orders to be obeyed instantly. Someone doesn't, and the guards've got permission to put that berk in the dead-book as soon as they like.

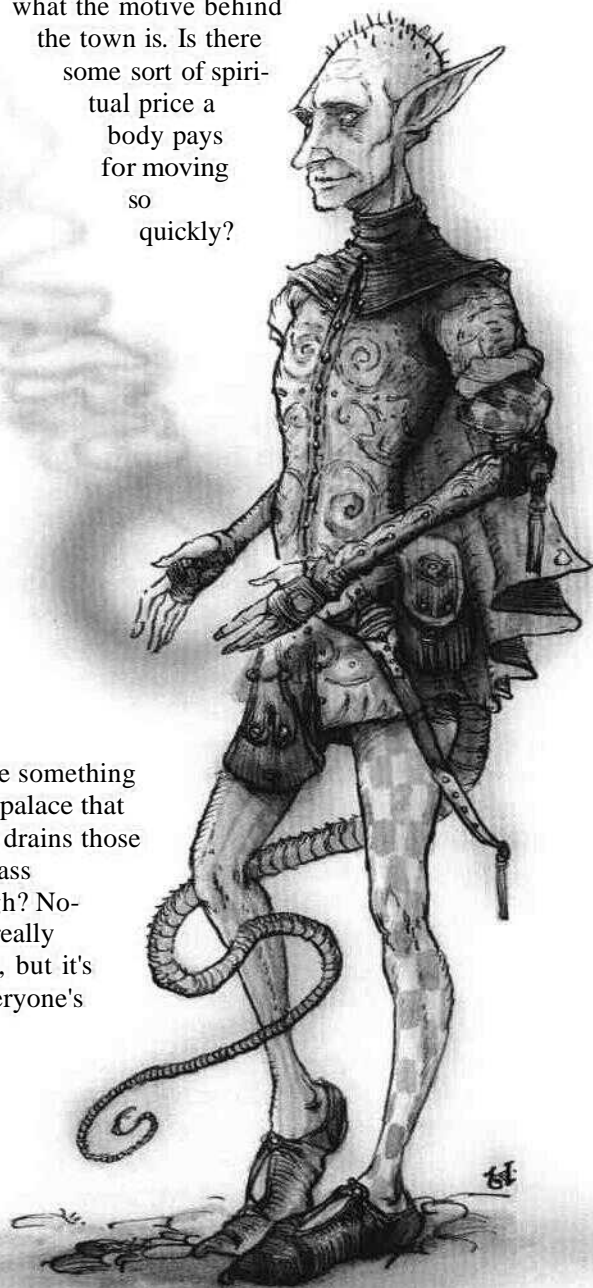
Most folks know this, and they hop right to whatever the guards tell 'em to do.


The most appealing feature of the town is its location. Situated as it is, it's a natural spot for travelers if they're trying to get around the Waste quickly. They don't have to deal with traveling on Yggdrasil or Mount Olympus, or finding themselves a portal to get from one layer to another. That makes this a great market burg; since everyone wants to come through here, it's an excellent place to find exotic items and even items more mundane. The town thrives on the market.

The odd thing is, there's no toll for passage through the town. Indeed, the place's built to move people in and out quickly. Makes a body wonder

what the motive behind
the town is. Is there
some sort of spiri-
tual price a
body pays
for moving
so
quickly?

Is there something
in the palace that
subtly drains those
who pass
through? No-
body really
knows, but it's
on everyone's
mind.





This book provides an overview of the Planes of Conflict and introduces sites described nowhere else. So what are you still reading *this* for, berk? The dark's inside!

HERE'S +HE CHAN+:
INFORMATION WITHIN IS FOR
PLAYERS AND +HE DUNGEON MASTER.

Beastlands



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