

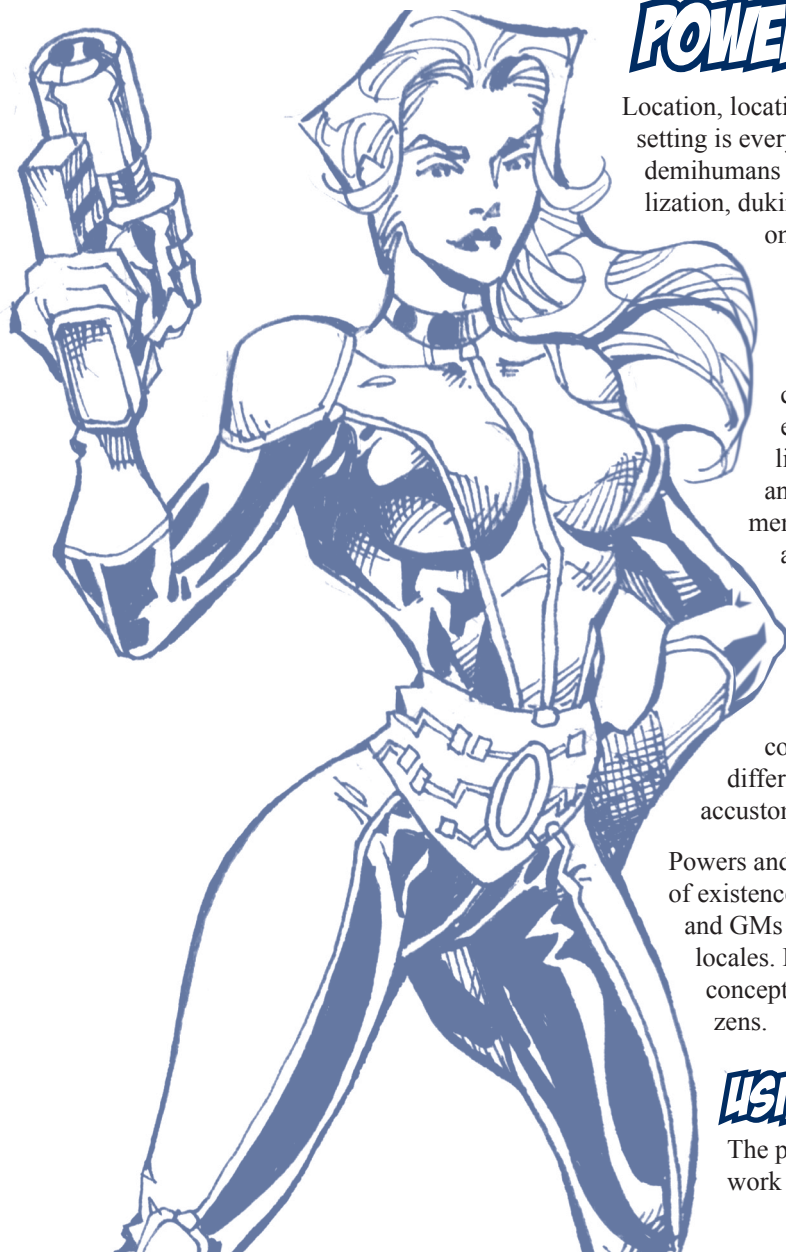


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DEVIL'S WORKSHOP

# ODDS & ENDS JUNE 2005

## POWERS AND PLANES



Location, location, location. In many comic books, setting is everything. Whether battling degenerate demihumans in the darkened ruins of an alien civilization, duking it out with nefarious masterminds

on space stations in the planet's orbit, or playing deadly political games in undersea kingdoms, superheroes typically find themselves in the darnedest places. An exotic setting can make any adventure more interesting. Many such locations can make life very interesting for characters, and even small changes to the environment can make a huge difference as far as story opportunities are concerned.

What happens, then, when a setting is so exotic as to completely change the laws of nature? A number of alternate dimensions, or planes, adhere to certain abstract, conceptual laws that make them quite different from the world most heroes are accustomed to.

Powers and Planes introduces additional planes of existence and rules for each, allowing players and GMs the opportunity to visit more exotic locales. Each plane is built around a single concept that shapes its qualities and its denizens.

## USING THE PLANES

The planes of existence provided in this work are broken down as follows.

## PLANE NAME

This entry describes the plane in some detail. It includes some information on the denizens (*if any*), their outlook, and the environment in which they live. If applicable, other details as to the nature of the plane are also provided.

## GETTING THERE

Here, the methods for reaching a particular plane are described. Most involve the Dimensional Travel power, but there might be some exceptions.

## EFFECTS

The laws of reality are fundamentally different in some planes. These laws often have adverse or beneficial effects on an individual. Fire, for example, burns much hotter on a plane with an affinity for the element than it would on a plane of water or ice, where conditions might conspire to make flame nearly impossible to create.

## DENIZENS

This entry supplies short glosses and stats for some of the native creatures that might be found somewhere on the plane.

## RULER

If a plane has a ruler, that ruler is described here.

## PLACES OF NOTE

This entry presents a short list of noteworthy locations or areas in the plane, such as cities, regions, and nearly anything else that might interest characters. GMs are encouraged to create new noteworthy places for planes players visit frequently.

## HOOKS

Hooks provide GMs with ways to draw PCs to the plane in question or possible capers for PCs once they've arrived.

## THE PLANES

### COG: PLANE OF MACHINERWORKS

Cog, the plane of Machineworks, also known as the Clockwork Realm, is home to numerous inventors and their creations. The plane itself consists of rotating mechanical plates of earth and steel that serve as spinning islands to house its denizens. Although many regions of Cog are devoid of water and air, there are factories that provide these resources to certain select islands of the Clockwork Realm. Most residents of Cog are constructs, nonliving entities often created to serve a particular purpose. This is a realm of Reason, where logic rules all. Fortunately, despite the extremely predictable, structured nature of the realm, the denizens of Cog encourage innovation and experimentation, which leads to greater technology and increased efficiency. Many cyborgs, robots, and other machines find their way here, attracted by the presence of similar minds and a rational world. Natives of Cog work tirelessly, never sleeping and only ceasing their work to visit maintenance hubs in order to ensure their continued functionality (*and, in many cases, to prevent their potential obsolescence*). Overseers travel the islands, issuing new orders from the master of the realm and ensuring that all runs smoothly.

Cog's technology is based mostly in mechanics. Complex implements such as microchips and laser technology are rarely encountered here. Instead, the science of Cog harnesses the energy of steam and certain other gases, such as neon, methane, and others unknown in our reality. Despite this fact, all scientific disciplines are welcome in Cog. Magic, on

the other hand, is widely distrusted as too unpredictable for a safe environment, and those who bring magic into the Clockwork Realm are often shunned or disposed of outright.

A colossal, mysterious sphere of green stone rests in the center of the Clockwork Realm, providing light and heat to the spinning islands. For the first 12 hours of every day, the plane is drenched in bright emerald light. For the next 10 hours, the sphere dims noticeably, although there is still enough light to see by. For the final two hours of the cycle, the sphere goes black, presumably recharging for the next morning. Atop the sphere rests Orebereth, a massive clock tower whose gigantic face turns incessantly so that one can see it from nearly anywhere in the realm. It is here that Cog's master, Incanulus, resides. Few have ever seen him, but it is said that he is a mechanical genius, and that he created Cog and many of its denizens long ago as a refuge for machines.

## GETTING THERE

As a separate plane of existence, the only way to reach Cog from Earth is through use of the Dimensional Travel power. If the Dimensional Travel power used has a super-science power source, the traveler (*or group of travelers*) turns up at the Pendulum, a bar, inn, and general hub for humans in Cog.

## EFFECTS

In Cog, all super-powers with the super-science power source are effectively considered one rank higher than usual (*this effect can push a power above a character's PL*). Furthermore, all super-powers with the mystical power source are effectively considered one rank lower. In many areas of Cog, it is impossible to survive without the Immunity (*suffocation*) super-feat. Some islands, however, manufacture oxygen on a large enough scale to render them habitable, if uncomfortable to most air-breathing life forms.

## DENIZENS

**Cog Builders:** These constructs are the instruments of the realm's expansion, responsible for the creation of new bridges, factories, islands, dwellings, and anything else possible. Builders are massive semi-humanoid bipeds with six arms. Each arm may be fitted with a number tools designed to aid in the building process, including welders, sledgehammers, clamps, drills, and much more.

**Cog Builders:** PL 6; Init -1 (Dex); Defense: 11 (11 flat-footed); Spd: 40 ft.; Atk +7 melee (+9S, *punch*), +1 ranged; SV Hrd +5, Fort N/A, Ref -1, Will +0; Str 20, Dexterity 8, Con N/A, Int 5, Wis 10, Cha 6.

**Skills:** Craft (*buildings, mechanical devices, or roads*) +3, Profession (*builder*) +3, Repair +3.

**Feats:** Darkvision, Power Attack.

**Powers:** Growth +4 (*Extras: Continuous, Innate; Flaw: Permanent; Source: Super-Science; Cost: 7 pp; Total: 28 pp*); Gadgets +5 (*Source: Super-Science; Cost: 1 pp; Total: 5 pp*).

**Cog Cleaners:** The diminutive cleaners make sure that the factories, machines, streets, and bridges remain free of garbage. Cleaners look much like small iron pyramids, scarcely a foot tall, that scuttle about on eight spindly metallic legs. When confronted with offending material not belonging to the area, they scan the material and release a specially formulated acid designed to destroy it, leaving the rest of the environment intact. It often takes many cleaners to take care of larger quantities of alien material. Biological life forms, especially, should be careful when exploring areas that do not expect them, as cleaners will attack them as well.

**Cog Cleaners:** PL 4; Init +1 (Dex); Defense: 15 (12 flat-footed); Spd: 20 ft.; Atk +5 melee (+3L, *corrosive substance*), +5 ranged; SV Hrd +4, Fort N/A, Ref +1, Will +0; Str 4, Dexterity 13, Con N/A, Int 10, Wis 10, Cha 2.

**Skills:** Search +3, Spot +4.

**Feats:** Attack Finesse, Darkvision.

**Powers:** Clinging +3 (*Source: Super-Science; Cost: 1 pp; Total: 3 pp*), Shrinking +6\* (*Extras: Continuous, Innate; Flaw: Permanent; Source: Super-Science; Cost: 3 pp; Total: 18 pp*).

\**Cog Cleaners' Shrinking power exceeds their PL, as they are naturally Tiny.*

**Overseers:** Overseers are elliptical, heavily armed constructs. They have no arms or legs, though they may extend a number of thin, immensely strong mechanical tendrils they use as fine manipulators. They fly using advanced vectored thrust systems, and from the air, they can see incredible distances. A single optic sensor in their bodies burns with an angry red light that often heralds their arrival from a good half-mile away. Overseers are equipped with numerous concealed heavy weapons platforms, including rapid-fire rail guns and miniaturized explosive projectiles. They typically use their optic sensor as a sort of flare to blind potential enemies. Overseers convey the orders of Incanulus to the denizens of Cog. They also serve as peacekeepers and wardens, ensuring that outsiders do not upset the system or stray from certain prescribed areas.

**Overseers:** PL 10; Init +1 (Dex); Defense: 16 (15 flat-footed); Spd: 5 ft. as full action (fly 30 ft.); Atk +10 melee (+4S, tentacle), +7 ranged; SV Hrd +5, Fort N/A, Ref +1, Will +0; Str 18, Dexterity 13, Con N/A, Int 10, Wis 10, Cha 10.

**Skills:** Diplomacy +3, Intimidate +7, Listen +3, Spot +3.

**Feats:** Aerial Combat, Darkvision, Extra Limb, Point Blank Shot, Rapid Shot, See Invisible.

**Powers:** Dazzle +10 (*Extra: Dazzle Burst; Source: Super-Science; Cost: 3 pp; Total: 30 pp*); Flight +6 (*Source: Super-Science; Cost: 2 pp; Total: 12 pp*); Gadgets +10 (*Source: Super-Science; Cost: 1 pp; Total: 10 pp*); Protection +7 (*Extras: Innate; Source: Super-Science; Cost: 3 pp; Total: 21 pp*).

**Weakness:** Disabled (*paraplegic*).

## RULER

**Incanulus:** Incanulus is the ruler of Cog. No one knows much about him, though he is often referred to as the Great Maker, due in part to his reputation for having crafted most of Cog and in part for his strange ability to temporarily give life to mechanical materials. He has the upper body of an unbelievably fat, pale human male, while his lower body is that of a giant mechanical spider with glittering obsidian legs that end in razor-sharp points. Incanulus is largely disinterested with everything outside of Cog. Although he is not evil, it is difficult for him to think of anything beyond the betterment of his realm. His only concern is with making it bigger and better (*mechanically speaking, of course*). He will not hesitate to ruthlessly destroy any potential threat to Cog and will go to great lengths to procure technologies and resources to aid it. He is completely unconcerned with anything else.

**Incanulus:** PL 16; Init -2 (Dex); Defense: 14 (14 flat-footed); Spd: 40 ft. (climb 40 ft.); Atk +6 melee (+14L, leg impale), +1 ranged; SV Dmg +5, Fort +3, Ref -2, Will +2; Str 16, Dexterity 6, Con 16, Int 20, Wis 14, Cha 10.

**Skills:** Craft (*Mechanical Weapons*) +24, Craft (*Steam-Powered Robots*) +24, Disable Device +23, Repair +25, Science (*Physics*) +25, Search +24.

**Feats:** Darkvision, Expertise, Extra Limb, Headquarters, Immunity (age, suffocation), Minions\*, Toughness.

**Powers:** Animation +16 (*Extras: Continuous, Horde x2; Flaw: Limited – mechanical objects only; Source: Mutation; Cost: 4 pp; Total: 64 pp*); Gadgets +16 (*Source: Super-Science; Cost: 1 pp; Total: 16 pp*); Growth +5 (*Extras: Continuous, Innate; Flaw: Permanent; Source: Super-Science; Cost: 7 pp; Total: 35 pp*); Natural Weapon +6 (*Extra: Climbing; Source: Super-Science; Cost: 3; Total: 18 pp*); Super-

Intelligence +16 (*Source: Mutation; Cost: 2 pp; Total: 32 pp*).

**Weakness:** Disturbing.

\**Incanulus' Minions feat does not refer to all the machines of Cog, but to his personal army of mechanical spies and elite servants. Although most machines in Cog do obey him unquestioningly, they are not always at his beck and call, and some courses of action may not be in their programming. Incanulus' minions, however, will do anything he asks, when he asks it and are almost always at his disposal. GMs are encouraged to create these elite robots as best suits their styles of play.*

## PLACES OF NOTE

**The Pendulum:** This is a large establishment for outsiders and newcomers to Cog, created by Incanulus to help minimize the danger such creatures pose to his realm. By catching them early, he hopes, he can express to them the rules of Cog, which areas are off-limits, and the things expected of visitors and would-be residents. The Pendulum is essentially a massive bar, inn, and general hangout, as well as one of the few places one can acquire a steady supply of organic fuel (*food*). The constructs here are informative and kind, though all are programmed to deal with troublemakers quickly and efficiently. Most super-science-based Dimensional Travel powers used to access Cog will deposit travelers here, due to an interplanar attraction beacon designed by Incanulus himself.

**Orebereth, the Clock Tower:** The clock tower at the center of Cog is already many dozens of miles high, and as Cog grows, Orebereth also grows. The face rotates slowly, so that it can be seen from all of the surrounding islands. It is several miles in width, and almost impossible to enter without being seen. It has excellent intrusion detections methods based on motion, sound, and multi-spectrum light frequencies, and Incanulus' mechanical spies haunt the ductwork and the hallways. No other structures are present



on the island on which the tower stands, and it is one of the many places in Cog with no breathable air. Overseers constantly patrol the island, and the single tower entrance is extremely difficult to find (*Search DC 32*). Inside is an environment much like a multi-leveled, steam-powered city. The tower is fully self-sufficient. Machines of all sorts are manufactured within in full-sized factories on every level to service, protect, and expand the structure. Elevators are largely unnecessary, as most of the constructs in Cog can either fly or cling to solid surfaces, but massive shafts do provide ways to move higher or lower in the tower.

### HOOKS

**Breakdown:** One of Cog's islands inexplicably breaks apart and falls away from the rest of the plane into the dark ether below. Unbeknownst to Cog's denizens, a powerful new entity plans to use its magnetic powers to crush and pull away the islands of the Clockwork Plane, which it will then use to build its own realm. The entity's powers alone, however, are not sufficient to destroy Cog, and it is necessary to fit several man-sized magnetic magnifyer devices to a target island before it can be demolished. The entity's servants are hard at work placing these devices throughout Cog. Fortunately, though, Incanulus has discovered one magnifyer (near the Pendulum, as a matter of fact, which has him worried). He puts out a call to anyone able to determine the device's function (*such as a super-intelligent PC*), and once this is revealed, he begs the party to find the others and root out the source.

**The New Blood:** Incanulus is looking to increase his pool of thinkers, hoping that Cog can benefit from some "fresh" perspectives and newer sciences. He sends his servants to other planes of existence, offering the most intelligent individuals the chance to learn and work in Cog, either temporarily or for an extended period of time. One such servant approaches a super-intelligent PC. Another visits a mechanically inclined evil genius, perhaps even an arch-nemesis of the PCs. The PCs are all permitted to

visit Cog, and upon their arrival at the Pendulum they encounter the villain, surrounded by subordinates. He or she has already plotted a way to wrest control of Cog from its master, and it's up to the PCs to keep the mastermind from taking over the entire plane.

### DARKENVALE: PLANE OF MISERY

Darkenvale is a realm of intense misery. It appears to be a large city, similar, in many ways, to 17th century France. Here, however, all humans are beggars, lackeys, vagabonds, and food for the noble class, which consists entirely of the strange Chyldren, powerful near-human monsters that draw sustenance from human misery and flesh. These Chyldren make up a kind of "noble" class. They dress in fine, frocked clothing and elaborate jewelry, hunting the cobbled streets in carriages drawn by their nightmare steeds, escorted by personal guards, armed haunts fashioned of fabulous clothing and exquisite suits of plate armor. It is always night in Darkenvale. The sun never rises, and no stars brighten the black sky. The only source of illumination is a pale, red moon burning softly overhead. The cobblestone streets are filthy and ill kept. The city walls are in disrepair, and holes admit fearsome beasts from the wilderness outside, many of which are worse than the Chyldren themselves. One of the most frightening qualities of Darkenvale is its way of dampening the super-powers of its visitors. Only the most powerful individuals possess even a few special abilities in Darkenvale. This poses a severe problem to many dimensional travelers, as they often lose their power to leave as soon as they arrive.

Those humans not actively engaged as servants in a Chyld's manor live in crude thatched shacks on the outer edges of the city. They have no jobs and precious little in the way of weapons or property. They hunt rats for food with stones and crude wood spears. Although some have scavenged or stolen weapons from the Chyldren or their guards, these unfortunate individuals are ensured extremely slow deaths if discovered. It is unknown how the humans

not native to the realm arrived. Many are tight-lipped about their pasts, for some reason, and a significant number appear to be adept liars, thieves, and ne'er-do-wells. Almost all claim to have simply fallen asleep in their beds and awoken from a terrible nightmare in a filthy Darkenvale alley.

No single entity rules Darkenvale, though the Chyldren are undeniably the ones who hold the reigns of power. Many claim they are the offspring, remnants, or memories of some ancient dead or departed god, but no one knows for certain. What is certain is that the Chyldren live in large manors in varying states of extravagance or shabbiness at the center of Darkenvale. They leave only to steal humans from their homes to torture and eventually eat. Almost every day, massive galas and banquets are held by Chyldren, at which human flesh is served to guests. Each of the Chyldren is somewhat unique, though they all have certain features in common. All are effectively immortal, and all are immensely strong and possessed of a powerful, almost hypnotic charm. Each has a title pertaining to his or her interests, sphere of influence, or area of expertise.

Outside the crumbling city walls, a vast wasteland of brush and ash extends forever. This wasteland is populated by many dangerous creatures that hunt man and Chyld alike. The most well-known and feared of these is the ash drinker, a mysterious, amorphous entity composed entirely of liquid shadow that feeds on a creature's blood at an excruciatingly slow rate. Ash drinkers often slip through the cracks in the city walls to stalk the city of Darkenvale.

### GETTING THERE

Anyone who falls asleep with a particularly heavy weight on his or her conscience may awaken in Darkenvale. It is a place where crimes committed in the shadows and never brought to light are punished. Who is drawn to Darkenvale and when is largely a matter of the GM's discretion, but some might prefer the following, more random mechanic: Any character who performs one or more significantly atrocious

action of which no other living creature is aware must make a nightly d20 roll upon falling asleep until he or she speaks of it to someone. If the result of this roll is a "1," the character awakens in a Darkenvale alley. Also, the Dimensional Travel power might allow any character with knowledge of this plane to visit, though leaving might be difficult, as his powers will likely be diminished greatly upon his arrival (*see below*).

## EFFECTS

The evil energies of the realm of Darkenvale inexplicably smother most super-powers and high-tech devices. Each day (24-hour period; *there is no sunrise/sunset*), if a character wishes to make use of a super-power that is not training-based or innate, she may use extra effort to attempt a successful Will saving throw against a DC of 20. If the saving throw fails and the power in question has 10 ranks or less, then it does not function at all that day. Otherwise, on a failed save, it functions as though it were 10 ranks less than normal (*again, for one day*). Even if the saving throw is successful, the power functions for a day as though it were 5 ranks less than normal (*if the normal power rank is 5 or less, the power does not function at all that day*). Innate powers and powers with the training source function as normal in Darkenvale.

Also, morning never comes to Darkenvale. The lighting is always bad, and even the ghostly street lanterns on the corners do little to mitigate this. Outdoors, all creatures receive the equivalent of one-half concealment, unless an attacker possesses a suitable light source, such as a lantern or the Energy Control (*Light*) super-power.

## DENIZENS

**Ash Drinkers:** Ash drinkers are creatures of liquid shadow that reside outside the walls of Darkenvale. They seem drawn to liquids, which they snuff out on contact, a fact which makes many attribute to them the dry, barren landscape outside Darkenvale's walls.

They subsist on blood, and most living creatures in the city fear ash drinkers more than any other creature, save, perhaps, the Chyldren. Ash drinkers often take the appearance of massive eight-legged lions or hounds. They are cunning predators that often hunt either alone or in packs of 6-10, stalking their prey from the shadows and striking without warning. These bold creatures have no fear and will attack even large groups of people, relying on their powers to best their foes. All move with an amazing fluidity that few humans can match, and the very touch of an ash drinker paralyzes victims. When all threats are neutralized, ash drinkers lie across their still living prey like ebon burial shrouds and slowly absorb blood.

**Ash Drinker:** PL 8; Init +10 (*Dex, Super-Dex, Imp. Init.*); Defense: 22 (*16 flat-footed*); Spd: 30 ft.; Atk +8 melee (+7L, *claws or paralysis*); SV Dmg +2, Fort +2, Ref +8, Will +1; Str 14, Dexterity 18, Con 15, Int 4, Wis 13, Cha 10.

**Skills:** Hide +11, Intimidate +6, Listen +3, Move Silently +10, Survival +4.

**Feats:** All-Out Attack, Darkvision, Dodge, Heroic Surge, Improved Initiative, Improved Pin, Infamy, Lightning Reflexes, Power Attack, Scent, Startle, Track.

**Powers:** Alternate Form (*Semisolid*) +3 (*Extras: Blending; Source: Alien; Cost: 6 pp; Total: 18 pp*); Natural Weapon +2 (*Source: Alien; Cost: 2 pp; Total: 4 pp*); Paralysis +4 (*Flaw: Range - Touch; Source: Alien; Cost: 1; Total: 4 pp*); Super-Dexterity +2 (*Extra: Innate; Source: Mutation; Cost: 5 pp; Total: 10 pp*).

**Chyldren Elite Guards:** Most Chyldren employ a form of magic unique to the land of Darkenvale to enchant suits of armor or clothing. These enchanted costumes become servants, guards, and soldiers for the Chyldren. Most maintain small armies of these servitors, to be used in any confrontation. Chyldren typically choose costumes that fit their own personal

tastes and motifs, and individuals who plan to stay long in Darkenvale would do well to learn to differentiate one Chyld's servants from another's.

**Children Elite Guard:** PL 3; Init +1 (*Dex*); Defense: 14 (*13 flat-footed*); Spd: 30 ft.; Atk +4 melee (+4L, *rapier or morningstar*); SV Hrd +0, Fort N/A, Ref +1, Will +0; Str 13, Dexterity 13, Con N/A, Int 6, Wis 10, Cha 6.

**Skills:** Intimidate +2, Listen +2, Profession (*servant*) +3, Spot +2.

**Feats:** Instant Stand, Darkvision, Power Attack.

**Powers:** Protection +2 (*Source: Mystical; Cost: 2 pp; Total: 4 pp*).

**Equipment:** Rapier (+3L) or equivalent weapon.

**Weaknesses:** Disturbing.

**The Dregs:** Humans in Darkenvale are generally a wretched lot. Only the starving dogs and multitudinous rats are lower on the food chain. Some individuals understandably grow tired of the diet of vermin and look to prey on their fellows. These individuals, often referred to as "the dregs," are often malnourished and slightly insane. Most are armed only with rocks or makeshift slings, but some carry shanks of sharpened stone and stone-headed axes as well.

**Dreg:** PL 1; Init +1 (*Dex*); Defense: 11 (*10 flat-footed*); Spd: 30 ft.; Atk +2 melee (+2S, *cudgel*), +2 ranged (+2S, *sling*); SV Dmg +0, Fort +0, Ref +1, Will +0; Str 13, Dexterity 13, Con 10, Int 10, Wis 10, Cha 8.

**Skills:** Hide +3, Intimidate +3, Move Silently +3.

**Feats:** Blind-Fight, Endurance, Toughness.

**Powers:** Mental Protection +2 (*Source: Training; Cost: 2 pp; Total: 4 pp*).

**Equipment:** Cudgel (+2S) or Sling (+2S), or equivalent weapon (*if that*).

**Weaknesses:** Disturbing.

**RULER**

Darkenvale has no single ruler, though the Chyldren make up its ruling class. Few denizens have the strength to challenge them here, as all have unique mystical abilities. Although each Chyld has a distinct personality, with differing values and desires, all are sadistic and arrogant. Some example Chyldren follow. GMs are encouraged to create their own.

**Athon, the Pursuer:** Athon the hunter is a fearsome creature that, at first glance, appears to be a ruggedly handsome man with long, thick brown hair pulled into a small tail at the back of his neck. His thick sideburns give him a roguish look, despite his clean-shaven, angular face. His skin is rough and always appears to be flushed, a feature somewhat diminished by his tendency to wear expensive leather in varying shades of brown. In all, he is quite attractive until he speaks or laughs, at which his deformity, a mouth so full of wickedly sharp teeth it's a wonder he can close it at all, is revealed. As one of the few Chyldren to hunt for food without a retinue of guards, Athon is an expert hunter and tracker who finds a certain thrill in what he calls "the chase." He favors skilled or fleet prey, whom he pursues relentlessly. His enhanced senses are legendary, and he has tracked and killed men and women even beyond the city gates. He carries two enchanted silver flintlock pistols, each engraved with a number sinister black runes. He often uses these pistols to immobilize foes, aiming for joints, tendons, and other painful locations.

**Athon, the Pursuer:** PL 12; Init +2 (*Dex*); Defense: 17 (*15 flat-footed*); Spd: 30 ft.; Atk +9 melee (*+10L, bite*), +9 ranged (*+6L and Drain, sling*); SV Dmg +3, Fort +3, Ref +2, Will +2; Str 14, Dexterity 15, Con 16, Int 12, Wis 14, Cha 16.

**Skills:** Diplomacy +9, Handle Animal +8, Hide +5, Intimidate +11, Jump +9, Listen +4, Move Silently +5, Search +3, Spot +5, Survival +8.

**Feats:** Accurate Attack, All-Out Attack, Ambidexterity, Blind-Fight, Blind Sight, Darkvision, Head-

quarters, Immunity (*age, disease*), Infamy, Minions, Point Blank Shot, Precise Shot, Quick Draw, Rapid Shot, Scent, Surprise Strike, Track.

**Powers:** Super-Senses +5 (*Extra: Telescopic Sense – Sight; Source: Alien; Cost: 3 pp; Total: 15 pp*), Super-Strength +4 (*Extras: Natural Weapon, Protection, Super-Charisma; Source: Alien; Cost: 6 pp; Total: 24 pp*).

**Equipment:** 2 Flintlock Pistols [*Effect: Weapon +6L; Extra: Drain (Extra: Triggered – when attack does damage; Flaw: One Attribute – Dexterity); Source: Mystical; Cost: 2 pp; Total: 12 pp each*].

**Weaknesses:** Disturbing.

**Guthrin, Master of Blades:** Guthrin is widely known as one of the cruelest of the Chyldren. He is a massive creature, a humanoid with impossibly broad shoulders and eyes that glow a fierce red at all times. He wears ceremonial armor decorated with scenes of remarkable brutality, and his flowing, scarlet cloak is always tattered and darkened in places with dried blood. Always practical, Guthrin prefers to hunt those who exhibit particular bravery. Humans, he believes, with the courage and will to challenge him might someday grow to be a threat, and it is best to keep the number of such individuals low. Guthrin can transform his hands into melee weapons of various lengths and styles, but he prefers long, serrated blades above all others, which he often uses to torture captured humans. His ghastly "sessions" are made even more disturbing by his tendency to mock and bait his captives. Guthrin's servants are almost always exquisite suits of bloodstained armor, armed with morning stars or long-bladed swords.

**Guthrin, Master of Blades:** PL 12; Init +1 (*Dex*); Defense: 18 (*17 flat-footed*); Spd: 30 ft.; Atk +12 melee (*+17L, blade arm*); SV Dmg +5, Fort +5, Ref +1, Will +2; Str 20, Dexterity 13, Con 20, Int 13, Wis 14, Cha 13.

**Skills:** Bluff +10, Intimidate +18, Profession (*torturer*) +6, Ride +4, Spot +4, Taunt +10.

**Feats:** Darkvision, Expertise, Heroic Surge, Immunity (*age, disease*), Indomitable Will, Infamy, Leadership, Minions, Penetrating Attack, Power Attack, Rapid Strike, Takedown Attack, Toughness.

**Powers:** Growth +3, (*Extras: Continuous, Innate; Flaw: Permanent; Cost: 7 pp; Total: 21 pp*), Natural Weapon +3 (*Source: Alien; Cost: 2 pp; Total: 6 pp*), Super-Strength +6 (*Extra: Super-Charisma; Source: Alien; Cost: 5 pp; Total: 30 pp*).

**Equipment:** Ceremonial Armor (*Effect: Armor +8*), Shield (*Effect: Deflection +5; Cost: 2 pp; Total: 10 pp*).

**Weaknesses:** Disturbing.

**Mistress Havan, Lady of Masks:** Havan's true form is that of a gnarled old hag with blue skin studded by warts and swollen pustules. Her long, gray hair is filthy, a matted net infested with insects of all sorts. Fortunately for her, she is a shapeshifter, capable of changing her form to suit her needs. She prefers attractive or young prey, and she often hunts the Shacks of Darkenvale in her carriage as a beautiful, raven-haired maiden, escorted by her company of outlandish, walking costumes. Havan is an amazing liar, and no matter how much humans hate and fear the Chyldren, she yet manages nightly to lure in more unfortunates with promises of work or pleasure at her manor. On occasion, a particularly beautiful specimen may catch her eye, and she will follow through with her promise, allowing the individual to either work at her manor or be her lover for a time. If the individual chooses the latter, she allows him to live until she tires of him, then transforms into a monstrous spider and consumes him in his sleep.

**Mistress Havan, Lady of Masks:** PL 12; Init +3 (*Dex*); Defense: 20 (*17 flat-footed*); Spd: 30 ft.; Atk +8 melee (*+1S, punch*), +8 ranged; SV Dmg +2, Fort +2, Ref +3, Will +3; Str 13, Dexterity 16, Con 14, Int 18, Wis 16, Cha 20.



**Skills:** Bluff +19, Diplomacy +21, Disguise +19\*, Handle Animal +17, Hide +5, Intimidate +17, Sense Motive +8, Taunt +18.

\* Add an additional +5 bonus when Havan uses her Shapeshifting power.

**Feats:** Attack Finesse, Darkvision, Dodge, Endurance, Headquarters, Immunity (age, disease), Infamy, Leadership.

**Powers:** Shapeshift +5 (Extras: Exact, Growth, Movement, Natural Weapon, Protection, Shrinking; Source: Alien; Cost: 12 pp; Total: 60 pp), Super-Charisma +10 (Source: Alien; Cost: 2 pp; Total: 20 pp).

**Weaknesses:** Disturbing.

**Radcliffe, the Artisan:** Radcliffe is one of the most feared Chyldren. He is a snake-like creature with the upper body of an exotic-looking man with scaly green skin. Below the waist, his body is a repulsive mass of writhing snakes' tails. He often uses these tails to hold or manipulate small objects. His large, round eyes are maggot-white, though they glow with a brilliant silver light when he is angered. Radcliffe considers himself a craftsman and a scholar. He hunts the most intelligent and creative humans he can find, and in his spare time, he often converses with individual captives for days. When able, he creates tools, weapons, and works of art... out of his captives. As a result, he has a wide variety of appalling gadgets at his disposal. Though he is brilliant, his gruesome craft is hideous to behold, and he often hunts the streets of Darkenvale in a carriage of bones, accompanied by his entourage.

**Radcliffe, the Artisan:** PL 11; Init +6 (Dex, Super-Dex); Defense: 21 (15 flat-footed); Spd: 30 ft.; Atk +7 melee (+7S, punch), +6 ranged; SV Dmg +11, Fort +11, Ref +6, Will +2; Str 14, Dexterity 13, Con 18, Int 16, Wis 14, Cha 16.

**Skills:** Bluff +11, Craft (flesh sculpting) +12, Intimidate +11, Medicine +7.

**Feats:** Darkvision, Expertise, Extra Limb, Headquarters, Immunity (age, disease), Infamy, Leadership.

**Powers:** Energy Control (Light) +4 (Source: Alien; Cost: 2 pp; Total: 8 pp), Gadgets +7 (Source: Mystical; Cost: 1 pp; Total: 7 pp), Super-Constitution +7 (Source: Alien; Cost: 4 pp; Total: 28 pp), Super-Strength +5 (Extras: Super-Charisma, Super-Dexterity, Super-Intelligence; Source: Alien; Cost: 9 pp; Total: 45 pp).

**Weaknesses:** Disturbing.

## PLACES OF NOTE

**The Mansion District:** The Mansion District is where the Chyldren reside in their colorful manors, reveling the endless night away. Neither the manors nor the district itself are walled or gated, as the idea of humans wandering into their domains does not genuinely concern the Chyldren. Guards regularly patrol, however, to pick up such unfortunates and battle incursions from outside the city.

**The Shacks:** The Shacks is the name for the ramshackle huts and homes that surround the Manors in the center of the city. Humans in the Shacks live in a constant state of fear. No bars, inns, or tradehouses exist in Darkenvale. Newcomers and visitors must rely on the kindness of strangers, locate an empty shelter (*not particularly difficult, considering the nightly hunting habits of the Chyldren*), or build one themselves (*a very dangerous proposition, considering that resources such as wood and stone can only be acquired in the wastes outside the city, where creatures darker than the Chyldren hunt*).

## HOOKS

**Athon's Holiday:** A series of gruesome murders puts PCs on the trail of Athon, the Pursuer. Athon has only recently stumbled into their world, having followed one particular would-be meal from Darkenvale, whom he has yet to catch. This human has discovered a gateway joining Earth to Darkenvale, which could be troublesome if any of the other Chyldren find out,

to say nothing of the human residents of the city, who would kill for a way out of the Plane of Misery. As the PCs investigate, the Pursuer stalks the city, hunting and killing as he pleases, searching for his prey. It is up to PCs to not only find Athon, but also to discover a way to send him home and close the gateway.

**False Alarm:** The PCs haven't heard anything from one of their archenemies in quite some time. They likely begin to wonder if he's dead or reformed. And then, they receive the message. Whether by magical, psionic, or technological means (depending on the villain's powers and abilities), the PCs receive a dire threat to the world at large. Depending on the PCs' own abilities, their archenemy may give them instructions as to how to reach him, or simply allow them to track him themselves. Either way, they wind up in Darkenvale, where he waits desperately to be rescued. The threat was a ruse, and now he hopes to enlist their aid to facilitate his escape.

## THE ELEMENTAL PLANES: PLANES OF THE ELEMENTS

The Elemental Planes might be the most well known in existence today. There are four known Elemental Planes, one for each of the prime elements: The Plane of Air, the Plane of Earth, the Plane of Fire, and the Plane of Water. Although each exists separately, all are included in this entry due to their fundamental conceptual similarity. Each plane consists almost entirely of its natural element, though small pockets of divergence are fairly common, thanks to various sorcerers, godlings, and planar entrepreneurs erecting palaces, cities, and similar establishments. It was once believed that Earth's plane of existence was formed entirely of bits drawn from the Elemental Planes, though in modern times, this idea is met with no little skepticism. A number of mystic spellcasting traditions, however, do channel matter directly from these location to create their effects.

Each Elemental Plane is populated by elementals, small fragments of air, earth, fire, or water given shape and a certain degree of self-awareness. While many have distinct personalities, quirks, and motivations, most tend to simply wander. An elemental can have nearly any form imaginable, from a vaguely humanoid shape to that of a dragon or even a nightmarish monstrosity, though its form does not often change after the creature is “born.” All elementals have a certain affinity with their natural element, and the greatest of them are immensely powerful forces of nature sought out by archmages throughout the planes.

The Elemental Plane of Air is the only Elemental Plane with an environment widely considered friendly to humans. It is a blue sky that extends forever in all directions. One can fall eternally here, buffeted by winds of varying strengths and laughing elementals. The Plane of Air is often regarded as the safest of the Elemental Planes, and many sorcerers see it as an ideal place for vacationing or mediation.

The Plane of Earth is the most like the planet Earth. It is a spinning sphere of stone generating its own field of gravity, its surface wracked by ultra-abrasive sandstorms that can flay a man alive. Beneath the surface, wandering sorcerers and fledgling elementals travel the myriad crisscrossing tunnels, often seeking precious ores and gemstones.

Somewhat similar to a star, the Plane of Fire is essentially a massive ball of superheated flame and burning gases, surrounded by hundreds of billions of whirling embers. It is impossible to travel here without the ability to fly, and the closer one draws to the center of the plane, the greater the heat. Only the most resilient individuals can reach the inner layers of the plane, where the most powerful fire elementals reside. This is the brightest of the planes, and as one travels deeper into the sphere of flame, the light becomes almost unbearable.

The Plane of Water is an endless ocean with no surface and no floor. Only the pitch-black tunnels

of the Plane of Earth are darker than these waters. Although visitors need not consider hazards such as water pressure here, it is still a perilous place. Somehow, a number of dangerous, otherworldly entities have arrived. Horrible, tentacled monstrosities and predators terrorize the elementals and kill visitors from other planes. Most intelligent travelers avoid this plane like the plague.

## GETTING THERE

The best way to reach an Elemental Plane is through the use of the Dimensional Travel power. Also, a great many portals leading to the Elemental Planes exist throughout existing worlds. The sheer number of such portals is likely what convinced many early scholars of magic to assume that many planes are composed entirely of the elements.

## EFFECTS

Each Elemental Plane has a different set of effects on visitors, depending upon its nature. These effects are detailed below.

Visitors to the Elemental Plane of Air are unable to control their movement without the use of Flight, Teleport, or an equivalent movement power. Without the ability to fly, characters simply fall forever. Furthermore, attack, control, and movement effects pertaining to air or wind are effectively one power rank higher here than normal (*this bonus can increase a power's effective rank beyond a character's PL*).

The Elemental Plane of Earth is pitch-black, and visitors should bring their own light source to avoid having to travel blind. On the surface, Control Element (*Earth*) effects function at two ranks higher than normal (*this bonus can increase a power's effective rank above a character's PL*). But the area is constantly plagued by storms of abrasive sand and stone. These storms inflict +2L damage each minute, with a cumulative +2 bonus for every previous minute exposed, with a maximum damage bonus of +6L. So, after two minutes in a sandstorm here, a character must resist +4L. At three minutes and every

minute thereafter, the damage bonus is +6L. Furthermore, breathing in these storms is extremely difficult. Any character without Immunity (*suffocation*) must make a Fortitude saving throw against a DC of 15 every (*Constitution*) rounds or become fatigued. One can escape the terrible storms by ducking into the underground tunnels. Though the abrasive sandstorms do not trouble these tunnels, the air is extremely hot and difficult to breathe. As a result, any rolls to resist fatigue made by a character without Immunity (*suffocation*) suffer a -2 penalty.

The Elemental Plane of Fire is a large sphere of ever-burning flame. No ground exists for travelers to walk or stand on. Those who wish to navigate the plane must possess a Flight, Teleport, or similar movement effect, else they merely float in place. The heat from the fire is uncanny. Although there is a constantly replenishing flow of oxygen on this plane, breathing is still difficult, as the air serves primarily to fuel the fire. All characters without Immunity (*suffocation*) suffer a -2 penalty to all rolls made to resist fatigue. On the outer fringes of the plane, this effect is merely uncomfortable, though characters without the Immunity (*fire/heat*) super-feat must make a Fortitude saving throw for intense heat, as normal. As one travels further “in,” the fires grow hotter, and damage bonuses begin to accrue in 5-point intervals (+5L, +10L, +15L, etc.), though it is up to the GM to determine how far a character must travel to reach the next “layer.” To date, there are no recorded indications that any mortal (*or immortal, for that matter*) has ever reached the innermost layers of the Elemental Plane of Fire. As a result of the heat, the entire plane is incredibly bright and has the equivalent of a Dazzle (*sight*) effect at a power rank equal to the layer's damage bonus. This Dazzle effect, however is resisted by a Fortitude saving throw, rather than a Reflex saving throw. Finally, all fire-based attack, control, and movement effects function at a power rank 2 higher than normal. All air- or water-based effects, on the other hand, function at half their normal power ranks (*round down*).



The Elemental Plane of Water is essentially an endless ocean. Though visitors need not possess the Immunity (*pressure*) super-feat normally necessary to survive the depths of the sea, they should either have the ability to breathe water or the Immunity (*suffocation*) super-feat. The Elemental Plane of Water is extremely dark, though the mystic nature of the water causes it to radiate a small amount of light. Unless an independent light source is used, all creatures on this plane enjoy nine-tenths concealment. All water-based attack, control, and movement effects function at a power rank 2 higher than normal. Fire-based effects of any kind do not function at all.

## DENIZENS

**Air Elementals (Elemental Plane of Air):** These creatures are composed entirely of whirling air. They often have the appearances of magnificent birds or tiny, winged humanoids of impossible beauty, though some are simply whirling vortexes of varying sizes. Air Elementals tend to be playful and curious, and they will often hound visitors with questions or strange games. Unsurprisingly, sorcerers who visit the Elemental Plane of Air to meditate often erect shields and barriers around themselves or visit floating keeps established specifically to give outsiders a peaceful environment.

**Air Elemental:** PL 8; Init +4 (Dex); Defense: 19 (15 flat-footed); Spd: 30 ft. (fly 40 ft.); Atk +7 melee (+0S, punch), +7 ranged; SV Dmg -1, Fort -1, Ref +6, Will +0; Str 10, Dexterity 18, Con 8, Int 13, Wis 10, Cha 16.

**Skills:** Bluff +5, Diplomacy +6, Innuendo +5, Listen +3, Taunt +6.

**Feats:** Aerial Combat, Attack Finesse, Dodge, Evasion, Lightning Reflexes.

**Powers:** Alternate Form (*Gaseous*)\* +8 (*Extras:* Continuous, Innate; *Flaws:* Permanent; *Source:* Mystical; *Cost:* 6 pp; *Total:* 48 pp), Element Control (*Air*) +5 (*Extra:* Weather Control; *Source:* Mystical; *Cost:* 3 pp; *Total:* 15 pp).

*\*Air Elementals can be damaged by heat and fire attacks.*

### Earth Elementals (Elemental Plane of Earth):

Earth elementals' bodies are typically made of stone or (*less often*) clay. They often appear in vaguely humanoid shapes, though some look like large, stone lizards or worms. Most are strong beyond reason, and summoners often call them to perform physical tasks. The elementals' great physical strength and endurance, as well as their ability to use nearby stone or earth to heal their injuries, make them invaluable bodyguards and soldiers. Earth elementals are surprisingly artistic, and they often wander their home plane, reshaping the stone into beautiful works of art. Despite this, earth elementals are, with few exceptions, uniformly simple-minded, if not outright stupid.

**Earth Elemental:** PL 8; Init -2 (Dex); Defense: 12 (12 flat-footed); Spd: 30 ft. (tunnel 25 ft.); Atk +9 melee (+13S, punch), +2 ranged; SV Dmg +5, Fort +5, Ref -2, Will +0; Str 10, Dexterity 18, Con 8, Int 13, Wis 10, Cha 16.

**Skills:** Craft (*sculpting*) +4, Intimidate +15.

**Feats:** Blind-Fight, Blind Sight, Power Attack, Durability, Track.

**Powers:** Alternate Form (*Solid*) +8 (*Extras:* Continuous, Innate; *Flaws:* Permanent; *Source:* Mystical; *Cost:* 6 pp; *Total:* 48 pp), Element Control (*Earth*) +5 (*Extra:* Elemental Movement; *Source:* Mystical; *Cost:* 3 pp; *Total:* 15 pp).

**Fire Elementals (Elemental Plane of Fire):** Fire elementals are aggressive creatures of sentient flame that rejoice in consuming matter. They often appear to be giant insects (*especially stinging insects, such as scorpions and wasps*) wreathed in undulating flame and waves of heat. Fire elementals will often attack visitors on sight, but they usually flee if a victim survives two or three rounds of combat.

**Fire Elemental:** PL 8; Init +2 (Dex); Defense: 16 (14 flat-footed); Spd: 30 ft. (fly 40 ft.); Atk +5 melee (+0S, punch and +8L, energy field), +7 ranged (Dazzle); SV Dmg +1, Fort +1, Ref +2, Will +0; Str 10, Dexterity 15, Con 13, Int 13, Wis 10, Cha 10.

**Skills:** Intimidate +6.

**Feats:** Blind-Fight, Blind Sight, Dodge, Evasion, Penetrating Attack.

**Powers:** Alternate Form (*Energy*) +8 (*Extras:* Continuous, Innate; *Flaws:* Permanent; *Source:* Mystical; *Cost:* 6 pp; *Total:* 48 pp), Dazzle +8 (*Extra:* Dazzle Burst, Sensory Protection; *Source:* Mystical; *Cost:* 4 pp; *Total:* 32 pp).

**Weakness:** Susceptible (*water*).

### Horror of the Deep (Elemental Plane of Water):

This is one of the many horrific creatures that has taken up residence on the Elemental Plane of Water. At its center, the creature is an immense flat, featureless disc of scaly gray flesh. From this center, a ghastly mass of rotted tentacles trails undersea vermin and tatters of rubbery flesh. The horror inevitably poisons the water around it. It hunts elementals and outsiders alike, crushing them in its tentacles and leaving any corpses floating in its wake.

**Horror of the Deep:** PL 14; Init +1 (Dex); Defense: 17 (16 flat-footed); Spd: 45 ft. (swim 75 ft.); Atk +12 melee (+17S, tentacle), +8 ranged; SV Dmg +3, Fort +3, Ref +1, Will +1; Str 20, Dexterity 13, Con 16, Int 16, Wis 13, Cha 6.

**Skills:** Hide +5, Intimidate +20, Move Silently +5, Swim +20.

**Feats:** All-Around Sight, Ambidexterity, Amphibious, Darkvision, Durability, Extra Limb, Improved Grapple, Improved Pin, Power Attack, Power Immunity, Rapid Healing, Rapid Strike, Takedown Attack, Underwater Combat.

**Powers:** Growth +12 (*Extras:* Continuous, Innate; *Flaw:* Permanent; *Source:* Alien; *Cost:* 7 pp; *Total:*

84 pp), Fatigue +5 (*Extras: Area, Obscure; Flaw: Range – Touch; Source: Alien; Cost: 3 pp; Total: 15 pp*), Swimming +6 (*Source: Alien; Cost: 2 pp; Total: 12 pp*).

### **Water Elementals (*Elemental Plane of Water*):**

Water elementals are intelligent, insightful creatures composed of living water that glistens like silver. They typically take the appearance of eels or fish, though many also have forms similar to the mermaids of human legend. Water elementals are contemplative, and they can often be found traveling the infinite waters of their home, considering matters of cosmic Truth. At one time, many travelers sought out water elementals for advice and lore. Now, as more horrific creatures take up residence on the plane, potential visitors stay well away from it, leaving the elementals to fight these powerful invaders alone.

**Water Elemental:** PL 8; Init +1 (*Dex*); Defense: 15 (*14 flat-footed*); Spd: 30 ft. (*swim 40 ft.*); Atk +7 melee (+3*S, punch*), +5 ranged; SV Dmg +1, Fort +1, Ref +1, Will +2; Str 16, Dexterity 13, Con 13, Int 16, Wis 14, Cha 8.

**Skills:** Concentration +5, Knowledge (*occult*) +10.

**Feats:** Amphibious, Darkvision, Dodge.

**Powers:** Alternate Form (*Liquid*) +8 (*Extras: Continuous, Innate; Flaws: Permanent; Source: Mystical; Cost: 6 pp; Total: 48 pp*), Element Control (*Water*) +7 (*Extra: Elemental Blast; Source: Mystical; Cost: 3 pp; Total: 21 pp*), Super-Intelligence +5 (*Source: Alien; Cost: 2 pp; Total: 10 pp*).

**Weakness:** Vulnerable (*fire*).

### **RULER**

Though the primal nature of the Elemental Planes prevents a single ruler from achieving mastery over any single plane, some elementals are immensely more powerful than their brethren. These greater elementals receive the following statistical modifications: ten additional ability score points, +1 attack

bonus, +5 Alternate Form ranks, and either the Headquarters, Minions, or Hero's Luck feat.

### **PLACES OF NOTE**

**Floating Keeps (*Elemental Plane of Air*):** Some wizards and other interdimensional entities have erected floating keeps on the Elemental Plane of Air. These keeps float or rest on cloud banks. While some cater to travelers, many are designed to be places in which their creators can be alone, and as a result, they typically have admirable defensive systems in place.

**The Centerspin (*Elemental Plane of Water*):** It is rumored that one can cultivate great mystical knowledge by contemplating the caress of the currents on the Elemental Plane of Water. Though they are generally tight-lipped about the source of their wisdom, water elementals have spoken of a vortex containing vast stores of mystical knowledge hidden on the plane, a force called the Centerspin, from which all currents originate. Some mystic scholars postulate that the elementals' knowledge is a direct result of a sort of the Centerspin's psychic residue in the currents. Many would-be masters of magic visit the Elemental Plane of Water in search of this phenomenon, but are hindered by the fact that the natives would rather die than divulge its location. If someone were to find the Centerspin, however, that individual would stand to become an extremely powerful sorcerer.

### **HOOKS**

**An Angry Sea:** This hook works best in a city near a body of water. A rash of attacks made by maddened water elementals plagues the waterfront district of the PCs' home city. If any of the poor creatures are captured, it becomes apparent that they have been tainted somehow. Where once they were contemplative, quiet, and imminently reasonable, they have now become uncharacteristically hateful and undeniably mad. Any PC or NPC ally with a magic background, represented by the Knowledge (*occult*) skill,

can determine that these creatures are coming from the Elemental Plane of Water. The PCs must locate the nearby portal to the plane (*likely located underwater*) or use their own powers to get there. Then, they must discover what is damaging the psyches of these creatures and stop it.

**Golem Retrievers:** A well-known thief (*who may well already be "acquainted" with the PCs*) has discovered a portal to the tunnels of the Elemental Plane of Earth, and it's his big break. The thief sneaks through the portal and makes off with a number of huge gems, which he then sells on Earth for immense quantities of money. Unbeknownst to the thief, the portal leads to a secret vault owned by a powerful greater earth elemental. As soon as the elemental discovers he is being robbed, he sends a number of his servants through the portal to retrieve his riches. As a result, everyone the thief has made sales to, from crime-czars to museums and legitimate collectors, are visited by angry earth elementals eager to take back the gems. The elementals say little and are likely to be considered the thieves, at least initially. Will PC heroes protect the businesses, crooks, and collectors from the angry elementals, or will they hear the elementals' side of the story (*likely only given after a fierce fight or two*)? How will they resolve the conflict of interests?

### **THE MINDGLADES: PLANE OF MEMORY**

The Mindglades are a series of many hundreds of thousands of glades bound together by a massive forest that appears to stretch into infinity. Flight is quite impossible here, but overhead, beyond the canopy of lush, green trees several hundred feet up, the sky is a peaceful midnight blue, flecked with four-pointed silver stars. The air is cool and fresh, and the sound of the leaves whispering overhead is soothing.

The Mindglades are where all significant memories are stored. Each glade contains a single event from one individual's point of view that plays out for any traveler who enters. While many memories here are of a peaceful nature, plenty are horrid recollections of ruinous or sickening events. The memories in the Mindglades are potentially dangerous. Though travelers cannot affect the scenes playing out before them, the scenes can, to a limited degree, affect the travelers. The effects are purely psychic, but this makes them no less frightening. A clearly remembered house fire may not catch a viewer's clothing on fire or suffocate him, but will make him believe that these things are happening, which is almost as dangerous. Visitors to the Mindglades would do well to ensure that they know what it is they are looking for, lest they stumble upon a bloody battle, a plague-infested house, or equally nightmarish memory.

Space has little meaning in the Mindglades. As soon as an individual steps from the forest into a clearing, the trees disappear, the memory stored in the glade unfolds, and the traveler finds himself in the location remembered, right beside the individual whose memory is playing, invisible and unable to affect the course of events. Most memories are short, some being mere flashes of images, while others are somewhat longer. The longest memories stored in the glade are can be as long as an hour. Once a glade's memory has played out, a visitor must leave the clearing and reenter in order to see it again.

Travelers often visit the Mindglades for knowledge. Here, almost anything anyone has ever witnessed can be seen. Interdimensional investigators, for instance, can travel the glades in an attempt to identify thieves or murderers in cases where witnesses are dead or hiding. There are dangers, however, beyond the memories themselves. Whisper wolves scour the forests surrounding the glades, hunting all intruders. Whisper wolves are ghostly silver wolves, composed entirely of raw psychic energy and programmed to protect the Mindglades from incursion. They are largely immaterial, and can pass through the

forest's trees and stones with ease to reach their prey, though they never enter the glades themselves until a memory has stopped playing out. A glade will not function with a whisper wolf in it. Victims of whisper wolf attacks soon discover that the creatures are not so much a threat to the body as they are a threat to the mind. The fangs and claws of whisper wolves tear away memories, eventually leaving victims as mindless husks, which are then expelled from the Mindglades and sent back to their home dimensions.

### GETTING THERE

The best way to reach the Mindglades is through use of the Dimensional Travel super-power.

### EFFECTS

The Mindglades are primarily charged with psionic energy. All other forms of power are somewhat diminished. Even an individual's extensive training can be thrown off by the dreamlike ambience of the Mindglades. Here, all powers with the psionic power source are effectively one rank higher than normal. This increase can boost a psionic power above a character's PL. The power ranks of super-powers from all other power sources are considered one rank lower in the Mindglades. Innate powers are not subject to this effect. As a primarily psionic-oriented environment, the Mindglades cannot sustain the presence of a creature with no Intelligence score or an Intelligence of 0 (*this becomes important when dealing with whisper wolves; see denizens, below*).

Travel in the Mindglades is more a concentrated act of will than an ability to cover distance. The plane, as a repository for all memories, is immense, and relying on one's physical speed gets an individual nowhere. All movement effects save Clinging and Dimensional Travel are completely ineffective here. They simply do not function. Characters can walk, crawl, run, or swim (*all at normal "speeds"*) through the forest between the glades, but any flight, tunneling, teleportation, etc. is out of the question. This restriction does not apply to Innate powers. Nor

does it apply inside of replaying memories. Time is fluid in the Mindglades. Sometimes, one must wander for hours to reach a desired memory, while other times, the proper glade can be found after a five-minute walk through the forest. How long characters must travel between glades is entirely a matter of the GM's discretion.

Wandering aimlessly in the Mindglades can be dangerous. Characters who have no "goal" memory eventually arrive at a random memory. In this case, GMs should roll 1d20. A result of 10 or below indicates the memory is horrible or dangerous. It counts as an area Illusion effect with the Damaging extra. The power rank for this effect is equal to the result of the die roll. GMs should have fun describing the nightmarish recollection to characters, who can act but not interact with the events.

Characters searching for a memory involving a particular event or individual can reach the proper glade by making a successful Intelligence, Wisdom, or Sense Motive check (*player's choice*). The DC for this check can range from 15 (*for standard memories*) to 25 (*obscure or repressed memories*), depending on the GM's judgment. If the check succeeds, the proper memory is found with little incident. If the check fails by more than 5, the characters stumble into a random memory (*with an effect identical to that described above*). If the save fails by more than 10, the random memory is always bad, the power rank of the Illusion effect is increased by 5, and any damage caused by the memory is lethal.

### DENIZENS

**Whisper Wolves:** Whisper wolves are predators, composed of pure psionic energy, that hunt the forests between the glades, seeking out trespassers and potential plunderers of knowledge. As psychic entities, they are incorporeal, vulnerable only to powers with the psionic power source. They tear memories from their victims, leaving only mindless husks.



**Whisper Wolf:** PL 8; Init +1 (*Dex*); Defense: 16 (15 *flat-footed*); Spd: 55 ft.; Atk +7 melee (+5L, *phase attack or Drain*), +5 ranged; SV Dmg +2, Fort +2, Ref +1, Will +1; Str 16, Dexterity 13, Con 14, Int 8, Wis 13, Cha 6.

**Skills:** Listen +8\*, Move Silently +4, Survival +5.

*\*Includes Super-Senses bonus.*

**Feats:** All-Out Attack, Dodge, Immunity (*suffocation*), Improved Pin, Psychic Awareness, Scent, See Invisible, Track.

**Powers:** Drain +5 (*Extras: Ghost Touch, Slow Recovery; Flaw: One Attribute – Intelligence Only; Source: Psionic; Cost: 5 pp; Total: 25 pp*), Incorporal +5 (*Extras: Continuous, Innate, Phase Attack; Flaw: Permanent; Source: Psionic; Cost: 4 pp; Total: 20 pp*), Running +5 (*Source: Training; Cost: 2 pp; Total: 10 pp*), Super-Senses +5 (*Source: Psionic; Cost: 2 pp; Total: 10 pp*).

## RULER

The Mindglades appear to have no ruler, though GMs are free to create one if desired.

## PLACES OF NOTE

The Mindglades are full of clearings containing individual memories. Any event, sight, or sound ever witnessed by a sentient creature can be found here. There are, then, more places of note than one could possibly imagine.

## HOOKS

**The Kid Who Knew Too Much:** A recent trend has begun in which local heroes are publicly “outed,” their secret identities revealed on television news-casts and reality T.V. shows. It seems many of the media personalities know exactly where to look and what to do to catch a hero changing out of his secret identity, surviving deadly situations, or using inferno-vision to heat steaks. Whatever the case may be, it becomes obvious that it is only a matter of

time before the PCs’ secret identities are lost as well. Rumors on the street (*heard with a Gather Information check with a DC 15*) maintain that a fifteen-year-old homeless kid by the name of Hopper is making a killing selling all kinds of sensitive information to the media. PCs who investigate further discover that Hopper has somehow come across a circlet of great magical power capable of opening portals to the Mindglades, where he travels, ferreting out all kinds of previously hidden information (*including heroes’ secret identities*), which he then sells to the highest bidders. Hopper’s not a bad kid, but he’s been hard up for money his entire life, and initially, he’s not willing to give up this chance for real wealth. The PCs will likely have a difficult time convincing him to relinquish the circlet, and due to his paranoid nature, they may even have to chase him into the Mindglades (*or some other plane*) just to speak with him about it. All the same, though, it’s only a matter of time before supervillains take note and start looking for him, too. Only they won’t want to pay for his information. They’ll simply try to take the circlet and use it for themselves.

**Memory Lane:** A friend of the PCs (*or even a PC*) is wounded severely in a battle and finds himself suffering from amnesia. No modern scientific solutions are working, and there seems little anyone can do. But everything changes when a PC with a magical bent (*or a similar NPC*) runs across information on the Mindglades, the place where memories are stored. If the PCs can take the amnesiac to the glades and have him relive some old experiences, perhaps the character’s memory can be sufficiently “jogged” so as to cure him. But there are the whisper wolves to consider...

## OVERVIEW OF EFFECTS FOR EACH PLANE

This section is a quick, accessible guide to the special effects of each plane in this article.

## COG

- +1 rank to powers with super-science power source
- -1 rank to powers with mystical power source
- Immunity (*suffocation*) necessary in some areas

## DARKENVALE

- -10 ranks to all non-innate powers without training power source
- Extra effort and daily Will save (*DC 20*) reduces power rank penalty to -5 ranks
- Darkness provides ½ concealment

## ELEMENTAL PLANE (AIR)

- +1 rank to air- and wind- based attack, control, and movement effects
- Flight effect necessary to travel

## ELEMENTAL PLANE (EARTH)

- Pitch black
- Sandstorms on surface: +2L damage every minute (*bonus is cumulative, up to +6L*)
- Sandstorms on surface: Fort save (*DC 20*) every (*Constitution*) rounds resists fatigue
- Tunnels: w/o Immunity (*suffocation*), -2 penalty to resist fatigue

## ELEMENTAL PLANE (FIRE)

- +2 ranks to fire-based attack, control, and movement effects
- Air- and water-based effects function at ½ normal rank (*round down*)
- w/o Immunity (*heat/fire*), save vs. intense heat is necessary as normal
- w/o Immunity (*suffocation*), -2 penalty to resist fatigue
- Damage bonuses accrue in +5L increments as one travels deeper in (+5L/+10L/+15L...)
- Dazzle effect (*resisted by Fort save*) in place at power rank of layer’s damage bonus
- Flight effect necessary to travel

**ELEMENTAL PLANE (WATER)**

- Darkness provides 9/10 concealment
- +2 ranks to water-based attack, control, and movement effects
- Heat/Fire-based effects do not function

**MINDGLADES**

- +1 rank to powers with psionic power source
- -1 rank to all non-innate powers without psionic power source
- Characters with Intelligence scores of “0” or “-” are expelled from realm
- No movement effects possible except Clinging or Dimensional Travel.

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