

Designed for use with the
Basic Fantasy
Role-Playing Game

THE SUNLESS DEPTHS



A GAZETTEER FOR ODYSSEYS & OVERLORDS



THE LANDS BENEATH

THE SUNLESS DEPTHS

A GAZETTEER FOR ODYSSEYS & OVERLORDS

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ODYSSEYS & OVERLORDS

In the ancient times, the Gods watched over humankind. This was a golden age of learning and peace. Humans revered the Gods, living in harmony with the divine and the companion beasts. Magic flowed freely allowing the learned and the faithful to alter their forms, prevent aging, and preserve health. The wild folk were born of this time as humans and companion beasts united in love. While most of the Gods rejoiced at this development, Ragnar, the God of Conquest was jealous and appalled by the humans choosing the animal companions as mates instead of the Gods. This caused a divine war during which the Gods who agreed with Ragnar tried to kill the other Gods. The first casualty of this war was Ember, the Goddess of knowledge. When Ember died, her scholar-priests, the Keepers of the Arcane were caught in a magical backlash creating the spellscorched. This war of Gods, called the Schism, raged for 1000 years, during which time the followers of Ragnar courted the worship and love of as many humans as they could. From these unions, the Abyss-kissed were born. After a long and bloody conflict, Ragnar and his followers were defeated. The Gods who fought them dragged Ragnar's followers into the Abyss where they are believed to still be fighting to this day. Only Ragnar and Chandra, the Goddess of the moon and nature remained among mortals. Declaring a cease fire, Ragnar retreated with a small retinue of cultists to the Tower of Wretched Wroth. Chandra and her highest clerics went to the Crystal Library on the surface of the northern Moon. Mortals were left to determine their own fates. The magic that had bound the souls of humans and the companion beasts shattered, though wild folk were already numerous enough to persevere. The spellscorched taught the ways of arcane magic sparingly, protecting the art nearly to extinction. Clerics of Chandra and Ragnar spoke of worship, but most mortal kingdoms rejected all gods and magic, relying on steel and blood to determine righteousness and rulership.

Now, the mortal lands are divided. A dozen kingdoms lie scattered across the world, separated by dangerous wilds filled with bandits and monsters. The bravest mortals act as adventurers, guiding travelers between the kingdoms, killing monsters to thin their numbers, and plundering ruins in search of the lost treasures of the golden age. This is the world of **Odysseys & Overlords!**



THE SUNLESS DEPTHS

Beneath the surface of the world, miles down into the crust, lies a network of dark caverns and twisting passages. These massive chambers and narrow crawlways form a vast underground habitat. Deadly monstrosities and extraordinary beasts make this darkness their home, evolving and adapting to survive within the pitch. Deep down where daylight has never penetrated, great wars wage and monstrous kingdoms flourish. Undead cities, and ancient ruins lie amongst mushroom forests and underground lakes. Yet, amidst the harsh surroundings, great spoils await the worthy adventurer.

The Sunless Depths are divided into nine geographically diverse regions, each with its own characteristics, inhabitants, and history.

VISIBILITY

The Sunless Depths are dark. There is assumed to be no light unless otherwise specified. Characters will need to have darkvision or to bring a light source with them.

TERRAIN

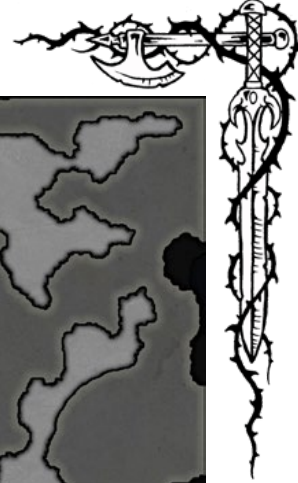
The terrain in the Sunless Depths is mostly rocky with scattered mushrooms and lichen. Cold soil covers most of the ground with sporadic pebbles and broken rock. In the larger chambers, vegetation can be dense and thick, sparse, or even non-existent.

FOOD & WATER

Both food and water can be hard to come by in the underground caverns. It is advised characters pack in their own until they find a source for each while under the surface. It should not be assumed that every source of water or food they come across is safe for consumption.

PROVISIONS

Gear and supplies may be hard to come by in the Sunless Depths. Until such time as the characters build rapport with the underground inhabitants, they should pack in extra gear and weapons. Some cities may be willing to trade with foreigners if the characters convince them it will be mutually beneficial.



VALLEY OF THE RED ROCKS

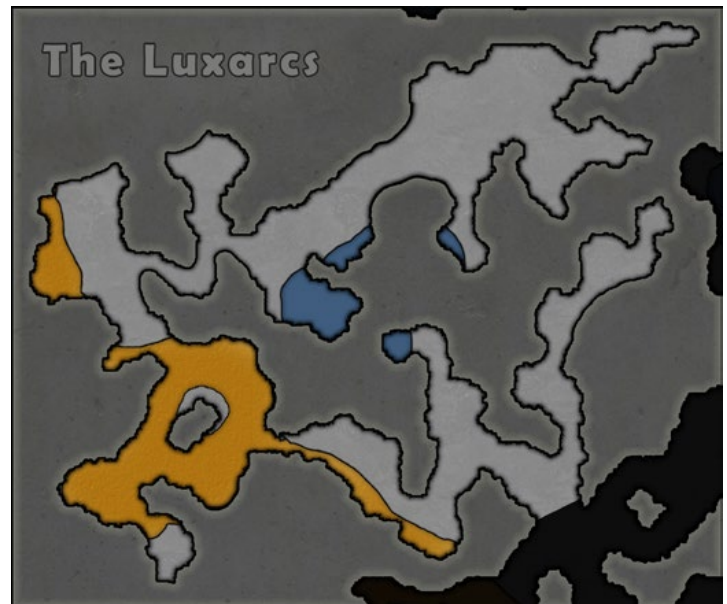
Below Luxania, lies a great cavern embedded with the metal fragments of Ragnar's blade, saturated in the blood of Ember. Industrious gnomes mine this rubrium (more widely known as red iron) and bring it west to their innovative city on steam powered rails. Rubrium is valued for its ability to hold magic, in such a way that it seems starved without it. Items made from rubrium if not enchanted purposely, tend to develop powers of their own. Their neighbors, squat fish-like humanoids, patrol a vast underground lake that still holds the remains of a great fortress of the past on an island at its center. The eastern shore of the lake is prime hunting ground for the creatures. Though it is also a dangerous area where the denizens of the neighboring caverns regularly capture them.

NOTABLE SETTLEMENTS

Cogwonkton is a gnome tinker town situated in the large western cavern of the area. This underground city crawls with innovation and craftsmanship. Although red iron is at the heart of the operation, they have perfected many uses for other metals, gems, and stone. Frictionless sleds, everclean armor, self-locking doors, motion sensors, door horns, scrub-o-matic, inkless paper, and many other modern marvels.

THE LUXARCS

The Luxarcs are comprised mainly of two large areas: a great mushroom forest in the north, and a sweltering land of magma and volcanic activity in the south, known as the Firelands. A luminescent race of elfin lives high among the mushroom caps in what might be called treehouses on the surface world. With their slender bodies and fingers, these black-eyed elfen climb the mushrooms hunting and gathering. They can often be seen waging a great dark war with the vampire people to the northeast. Fending off the vampire spies and assassins is perhaps just something to do as they bide their time before reclaiming the surface



world of their origins. Whispers speak of a secret exit into the Elderwood above.

In the Firelands, elemental figures work the stone and magma as lava serpents swim in a great molten sea. A cult of orcs from the Clan of Smoke hunts the beasts of the realm as it worships the fire that lights their caverns. This lost clan of orcs has made its home on an island in the midst of a great lava cavern.

Whether it is from the mild luminescence of the mushroom forest, or the free-flowing magma of the Firelands, this region of the Sunless Depths is often well lit for travelers.

NOTABLE SETTLEMENTS

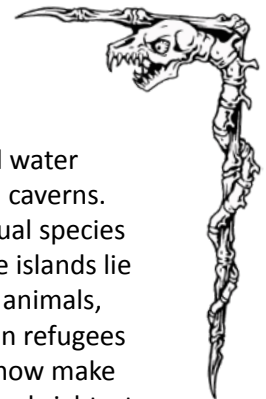
The elven mushroom city of Ilmiaspora sits in the middle of the Cylobin Cluster. It is from this high vantage point that the elves plan their strategies and flourish their society.

The Orc tribe of Kruun Ma'kor lives and operates out of a sprawling area known as Keltha Kruun, by the shores of magma in the Firelands.

PHITA'PROFANA

The tall stalagmites and stalactites give these large caverns their gothic and foreboding look. Underground winds sweep thru creating razor sharp edges on every surface. Giant bats, large enough to bear riders, expertly maneuver through the monolithic stone blades in the pitch blackness. Along the northeastern edge of this area, a great city is carved out of the sheer face of the wall. Noble houses of ancient vampire lords maintain residence and form great armies to expand their claim to the lands of the underworld, especially with their long-time foe, the elfin from the Luxarcs. Their dark war has waged for hundreds of years. From time to time these vampires head west to capture fish-like beings to use as servants and fodder.

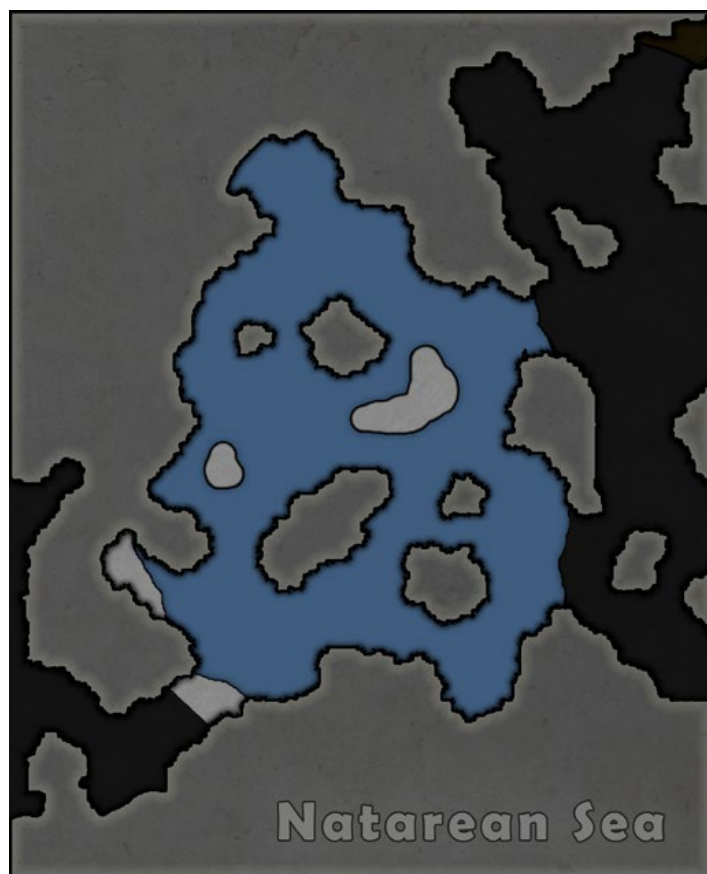
Keeping clear of the deadly stalagmite filled caverns several tribes of molefolk, live in and around large



underground streams in the northeast of this region, building great mud and gravel dwellings.

NOTABLE SETTLEMENTS

The chiseled city of Sangarest has been etched out of the tall cavern walls. Intricate manors and shops carved in neat columns and rows line the cavern face. Each façade representing the start of a row going back several thousand feet. An ancient race of vampires reside in these halls, embracing the darkness and scheming amongst their houses.



NATAREAN SEA

An expansive underground sea of black still water expands through many miles of underground caverns. Its dark deep waters are home to many unusual species of fish and predatory sea creatures. Two large islands lie out in the waters. One of them home to wild animals, the other the great city of Natar, full of human refugees that escaped from atrocities to the east and now make this save haven their home. Natar is one of the brightest places in the Sunless Depths being lit from lamp light that burns eternally from piped in natural underground gasses. Natar is home to a great library of philosophical books. Containing books and research papers on various subjects and welcoming all facets to visit and learn from them. These are both from the reclamation since the destruction of the Schism and new ones written by those persecuted in Chandra's Haven. Natar itself has become a home to freethinking and embracing scientific theory and other types of rationalism.

Though the sea presents its own danger via natural predators, the water keeps the fire giants and the undead menace to the east from disturbing them.

NOTABLE SETTLEMENTS

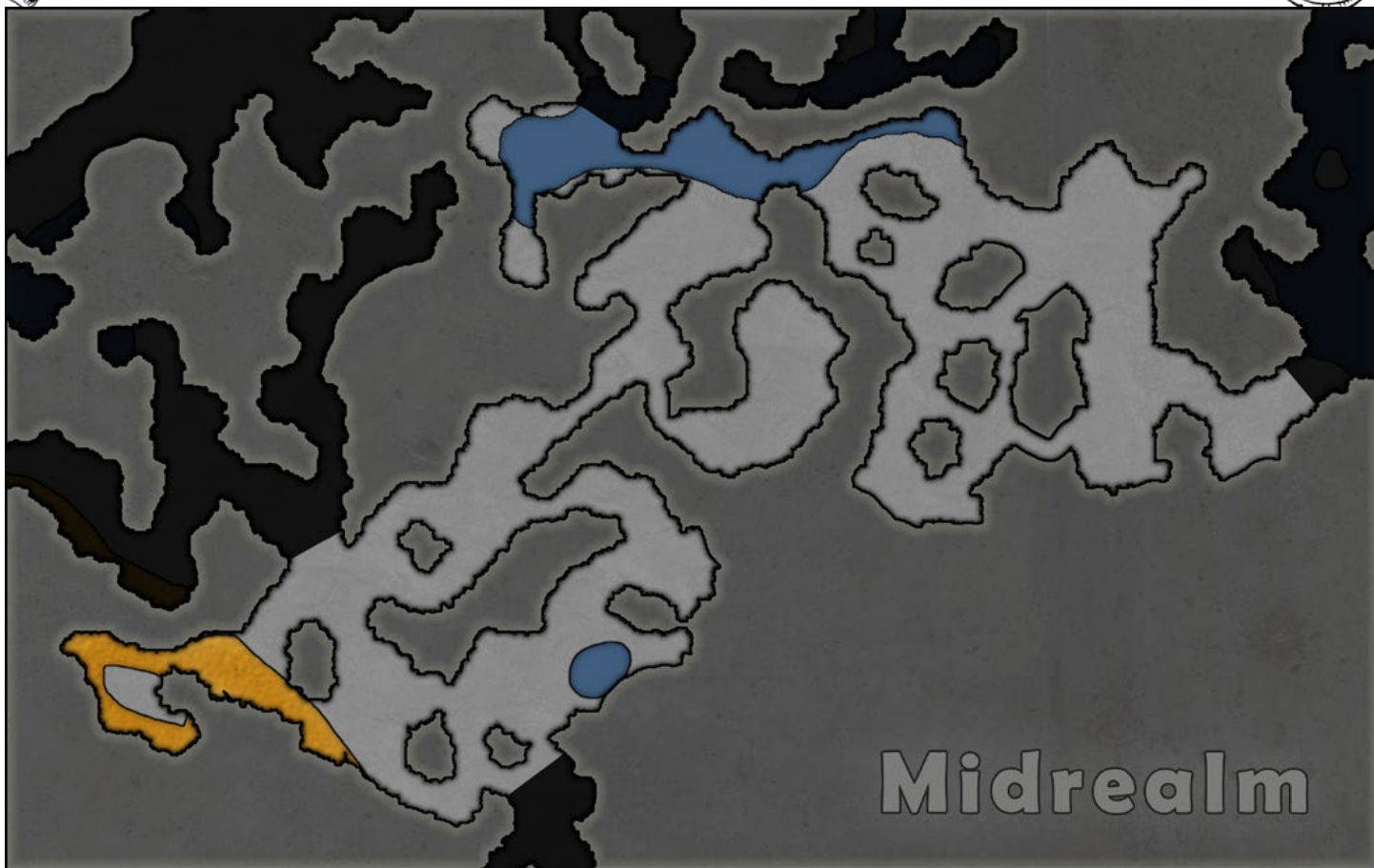
Natar sits on an island at the center of the dark lake. Lit by a natural gas pipework that runs throughout the entire city. This is truly a star amongst the darkness.

MIDREALM

Connecting the Luxarcs, Draquodonis, Phita'profana, and the Natarean Sea is Midrealm. Midrealm is full of great worn paths that travelers have used to get from one area to another. This well-trodden road is highly trafficked and the best place to find a wide variety of sentient life down in the depths. Along the center of the road, in a large passage known as Blood Pass, the soil is stained red with years of blood and bones resulting from the war between the elves and the vampires.

It is also in this area, rich with travel and commerce, that the builders reside. These rock and gem eating Quarfs build complex tunnels and dwellings within the stone, as well as sculpting stalagmites and stalactites into great works of art. They are extremely peaceful and meld into the walls at the first sign of trouble. The builders can work stone as if it were sand and have been known to build temporary dwellings for markets or explorers that need a place to rest. They are also often facilitating trade between other races in the Sunless Depths, due to their pacifist nature.

In the far southern side of Midrealm, portions of an ancient city have sunk through its ceiling crashing into the cavern floor. The archaeological site begs to be investigated.



NOTABLE SETTLEMENTS

The Builders home of Dherburdorr lies in the southwest wall of Midrealm. Appearing to be sculpted and formed out of the stone like they had been working with clay, pulling the stone out and pushing it in where needed.

DRAQUODONIS

This southern area of the caverns is quite warm with active magma flow in some of its caverns. A society of kobolds thrives and builds its temples of worship. They are easily spooked but if reasoned with and treated fairly can be great traders and sources of information.

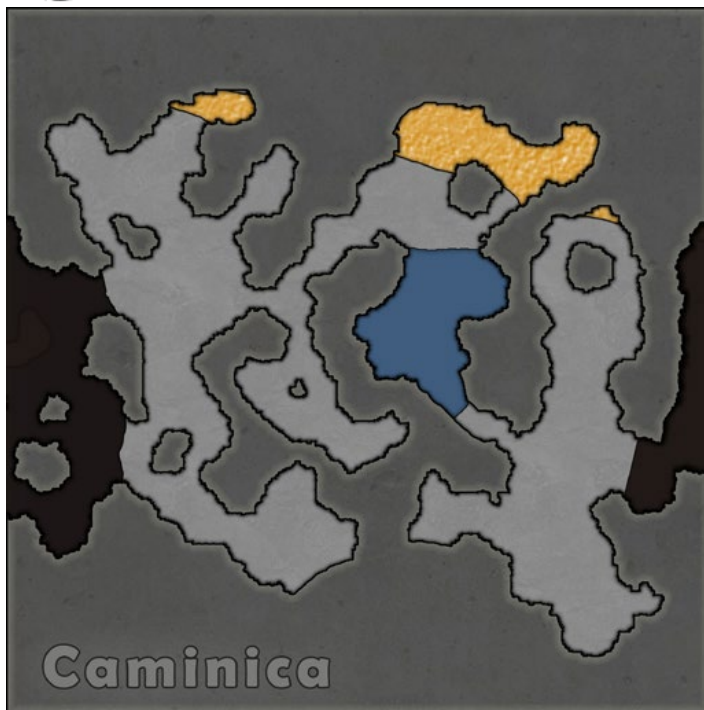
Past the kobold nation lies a great salt spill. The water from the ocean above drips down depositing its salt on the cave floor and walls, even once the water itself evaporates. The salty sludge water that remains is highly acidic and strange creatures lurk in its viscous pool.

Past the Saltwastes lie dark dripping caverns uninhabited for the most part. Kobold rumors of a slumbering dragon have wise travelers move cautiously, never louder than drops of water hitting the ground. This has caused sound sensitive predators to evolve that now lunge to attack at even the faintest noise. In the farthest caverns a slumbering ancient red dragon sleeps, potentially one of the very first.

NOTABLE SETTLEMENTS

The kobold city of Mazkomruk sits near the cave ceiling in a vast chamber. Connected by a series of bridges these carved out stalactites keep them safe from larger predators. Only through effective negotiation would they ever lower their ropes and pulleys to invite a stranger into their midst.





CAMINICA

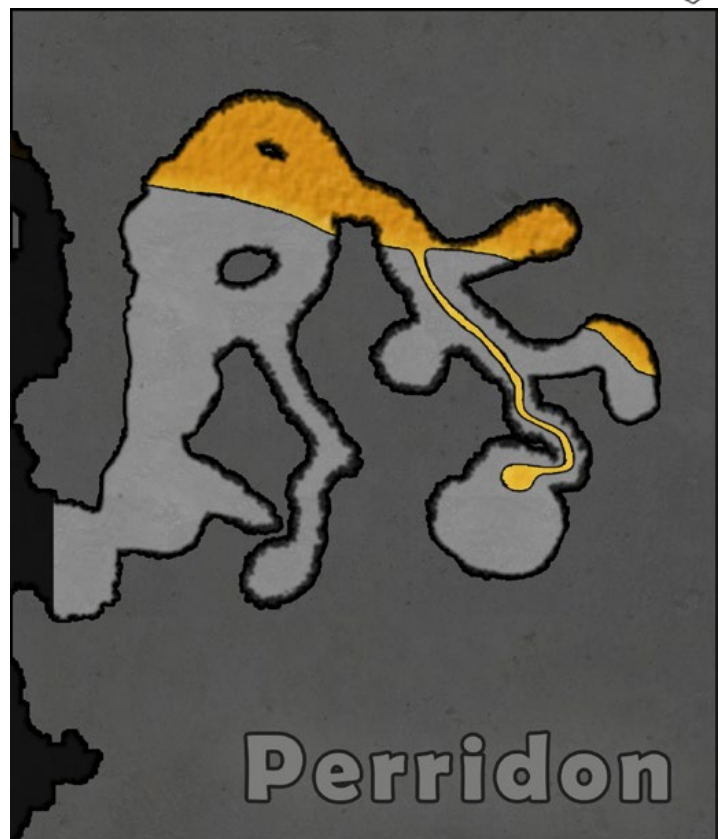
To the east of Natar lies the region known as Caminica. Most of this area belongs to a kingdom of fire giants that work the magma flowing so prominently in the region. Rumors say they produce weapons for their kin on the surface, some even magically imbued. These giant creatures will often miss refugees that pass through their land not even noticing their smaller bodies sneaking through the area.

On the northwestern side lies a group of large caverns that are directly under the Untamed Gauntlet. This area still bears the spirits of those that died above, haunting the ground and wandering its passageways. They do not venture past the border of those caves though, perhaps something ties them to that location.

Across the lake in the middle of Caminica, is an underground wilderness ripe with beasts and cave trolls. There is a great Tanglewood that takes up most of the cavernous area, made from the overgrown roots of the forest above, perhaps even magically enhanced. This massive miles-long tangle of roots must be carefully squeezed through and maneuvered to cross. Many have gotten stuck or lost within its snarl of vegetation. That is those that were able to avoid the deadly sap. The tangle though has been successful at keeping most of the fiends to the east in their own lands.

NOTABLE SETTLEMENTS

The kingdom of Slagbrym lies at the center of Caminica. Great Iron gates protect it from any incursions. The fire giants regularly patrol their territory and deal with any interlopers fiercely.

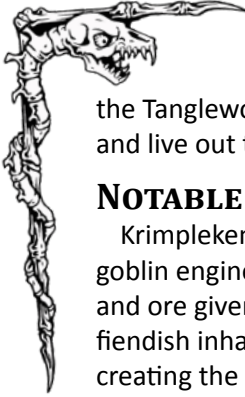


PERRIDON

The subterranean lands beneath Chandra's Haven may have been the origin of the stories of the proverbial hell. These fire and brimstone filled caverns reek of sulfur and are filled with devils of every sort. Tireless they mine in the depths searching for some artifact or relic of importance that is known only to them. They have many slaves at their disposal; some kidnapped, and some sent to them from Chandra's Haven, cast out of the upper lands for blasphemy or crimes against the church by a particularly fanatical faction. Some of those that dared to have opinions outside those of the local religion were disappeared by overzealous members of the clergy, those that took too much to the letter of the law than the spirit of it. These unfortunate were indentured to work for the devils until their bones could no longer bear their flesh.

A many mile long river of molten rock flows down most of the eastern portion of Perridon. Devils use this river to ferry the byproducts of the digging operation on large tungsten barges. Useless to the devils, the ore and gems are traded to goblins to the west in exchange for more digging equipment. Being a rower on these ships is said to be the worst assignment you could get down in the pits, both from the intense heat and the metal tipped whips the devils use to motivate their efforts.

Those lucky enough to escape the grasp of the devils may find their way west through the cutthroat goblin nation, and if they are luckier still make it all the way past



the Tanglewood, the giants, and the dead to reach Natar and live out their days in relative peace.

NOTABLE SETTLEMENTS

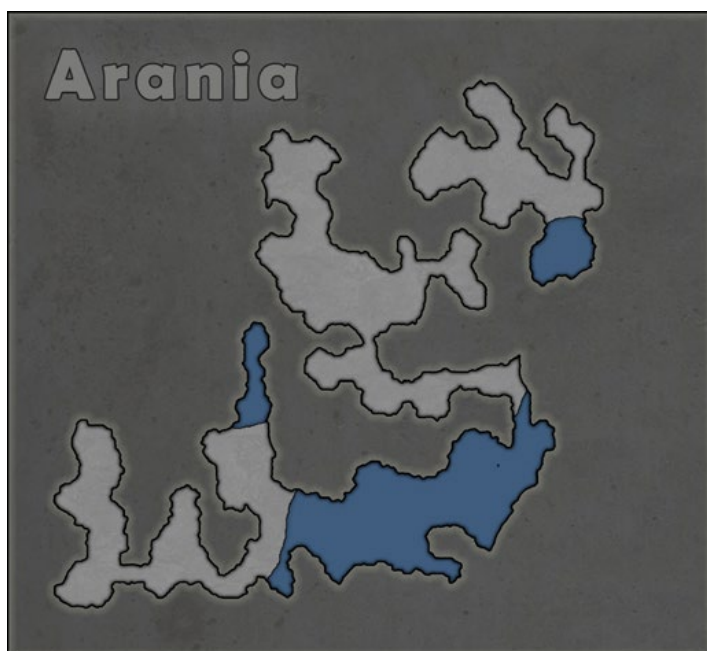
Krimplekent was an industrious effort constructed by goblin engineers in the area. Growing rich from gems and ore given almost freely from a nearby population of fiendish inhabitants, the goblins put the wealth to use creating the largest goblin infrastructure ever seen.

ARANIA

Under the surface area known as Kwellen, lies a vast cold system of icy caves. Often filled with dense web works and thick mists, these caverns are home to an underground empire of spiders. These spiders are large and intelligent and possess a cold calculated cunning. They reign supreme over other creatures that slither and crawl among them.

This part of the Sunless Depth has yet to be discovered by surface dwellers. It has also never felt heat, never seen cooked meat, and never met fire. Once discovered, the unique vegetation and impressively strong spider silk in the area will be a valuable commodity. Not to mention the giant crystalline growths that litter the floor of each cavern nestled amongst the ice radiating with magical energy.

The northwest cave system, which is entirely segregated from the southwestern portion, is home to a lich lord. His undead constituents caring for him in his magically lit kingdom. A race of lizardfolk live here that obey the lich completely for fear of reprisal. They often venture into the spider kingdom for resources, using hidden passages under the water. There is no entrance to the surface from this section of the underground. The only entry point is a portal that lies in a ruined fortress in the Valley of the Red Rocks.



NOTABLE SETTLEMENTS

The spider kingdom's main hub is referred to as Paxithulus. This grand junction where "all webs meet" serves as the central point of their empire and houses most of their population.

Khazthreka flourishes under the iron rule of a lich lord. This low-tech underground city is full of laborers and hunters. They tolerate the infestation of undead and quiver at the site of their master.

ADDITIONAL RULES FOR UNDERGROUND EXPLORATION

UNDERGROUND MOVEMENT RATES

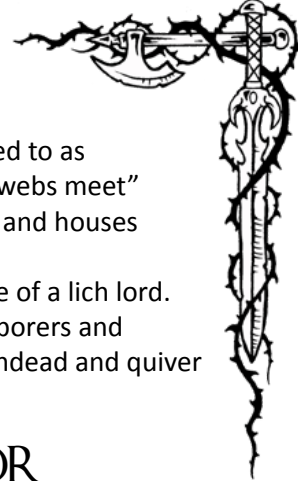
Movement rates, when subterranean traveling, are similar to moving through jungle terrain albeit for different reasons. Most caverns are dark, cold, and inhospitable. Characters must move cautiously through them. When underground your "overland" travel is 1/3rd your Wilderness travel rate.

MOVEMENT THROUGH THE TANGLEWOOD

The Tanglewood is a dense area of overgrown tree roots. Although navigation through them is possible there are many hazards to face. Due to these obstacles traveling through the Tanglewood happens at 1/6th your Wilderness travel rate. Historically the Tanglewood has a less than 50 percent survival rate for those that try to travel from one side to the other.

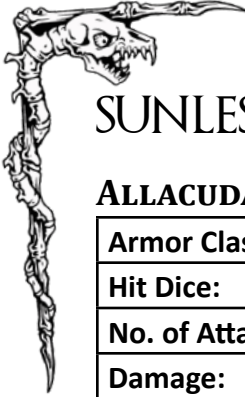
RULES FOR FINDING SAFE FOOD/WATER

Foraging for food underground can be quite difficult. Most plant life does not bear fruit, though there are many mushrooms and bulbous roots not unlike potatoes. When a character looks for food, they can roll a d20 and add their Wisdom modifier to it. If they are using a light source, they receive a +2 situational bonus. On a result of 16 or higher they find a days' worth of fresh food. This food will rot quickly if not preserved.



Sunless Depths





SUNLESS DEPTHS BESTIARY

ALLACUDA

Armor Class:	13
Hit Dice:	4
No. of Attacks	1 bite
Damage:	3d4
Movement:	10' Swim 50'
No. Appearing:	1d2
Save As:	Fighter: 4
Morale:	10
Treasure Type:	None
XP:	240

This four-legged lake creature resembles the surface world's alligator with two big differences. One is the large vertically positioned fin at the end of its powerful tail. Second, the head is that of a spine toothed fish. Large almost needle like teeth protrude from the upper and lower jaw. These fast swimmers are very territorial and attack anything in their waters.

BAT, HULKING

Armor Class:	14
Hit Dice:	3
No. of Attacks	1 bite
Damage:	1d6
Movement:	10' Fly 80' (10')
No. Appearing:	1d6
Save As:	Fighter: 3
Morale:	9
Treasure Type:	None
XP:	145

A hulking bat has a wingspan of 20 feet and weighs about 300 pounds. They have the same sensory abilities as normal-sized bats and giant bats but dwarf the two in size. They can and will attack adventurers. They are often used as aerial steeds and are known to attack in unison with their rider.

EEL, SUBTERRANEAN

Armor Class:	13
Hit Dice:	3
No. of Attacks	1 bite
Damage:	1d6
Movement:	Swim 50'
No. Appearing:	1d4
Save As:	Fighter: 3
Morale:	6
Treasure Type:	None
XP:	140

This blind eel's slender body ranges from white to light pink. They cannot see but use vibrations in the water to move around. They can be considered to have Darkvision for 60 feet. When they bite, they can latch on and being to leech.

If the eel hits a creature, it attaches and drains blood equal to 1d6 damage per round (on its Initiative). It can only be removed by killing it; any attack on the attached creature receives an attack bonus of +2.

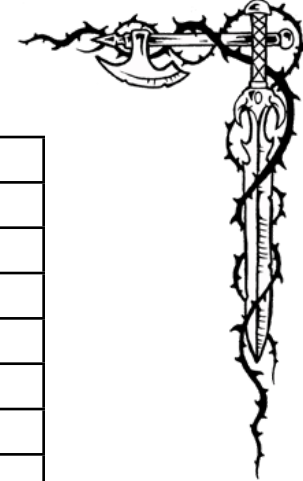
ELFIN

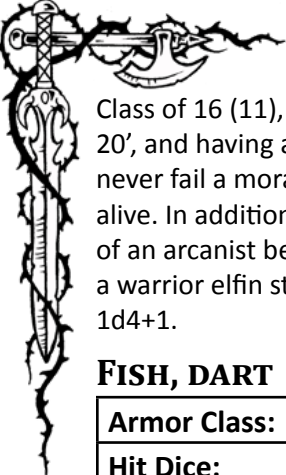
Armor Class:	14 (11)
Hit Dice:	1
No. of Attacks	1 weapon
Damage:	1d8 or by weapon
Movement:	30' Unarmored 40'
No. Appearing:	2d4, Wild 3d6, Lair 10d6
Save As:	Fighter: 2
Morale:	9
Treasure Type:	Q, R each; D in lair
XP:	25

Tall, slender, and bioluminescent humanoids convinced they are the last of the true races and bent on retaking the surface. They have white or gray hair, large black eyes, and lean muscular bodies. An adult male elfin is no less than 6 feet tall and weighs about 185 pounds; females are slightly smaller.

Elfin have Darkvision to a range of 60'. They suffer a -1 attack penalty in bright sunlight or within the radius of a spell causing magical light. They speak their own elegant language, but many also speak some common or orc.

One out of every eight elfin will be a warrior of 2 Hit Dice (75 XP). Elfin gain a +1 bonus to their morale if they are led by a warrior. In elfin lairs, one out of every twelve will be a warden of 4 Hit Dice (240 XP) in chainmail with an Armor Class of 15 (11), a movement 20', and having a +1 bonus to damage due to dexterity. In lairs of 30 or more, there will be an elfin noble of 6 Hit Dice (500 XP), with an Armor





Class of 16 (11), in chainmail with a shield, movement 20', and having a +2 bonus to damage. In the lair, elfin never fail a morale check as long as the elfin noble is alive. In addition, a lair has a chance equal to 1-2 on 1d4 of an arcanist being present. An arcanist is equivalent to a warrior elfin statistically but has Wizard abilities at level 1d4+1.

FISH, DART

Armor Class:	13
Hit Dice:	1
No. of Attacks	1 bite
Damage:	1d4
Movement:	Swim 50' Fly 20'
No. Appearing:	3d10
Save As:	Fighter: 1
Morale:	9
Treasure Type:	None
XP:	25

These foot-long fish have large fins that can double as wings for a short glide. They are various shades of brown and usually found in small groupings. They tend to attack in unison focusing on one target at a time.

GILFOLK

Armor Class:	15 (12)
Hit Dice:	2
No. of Attacks	1 weapon
Damage:	1d4 or by weapon
Movement:	20' Swim 50'
No. Appearing:	3d4, Lair 6d6
Save As:	Fighter: 2
Morale:	8
Treasure Type:	D
XP:	75

Gilfolk are usually 3 to 3½ feet tall and weigh 20 to 25 pounds. Their damp skin can range from brilliant colored scales to dull or dark tones.

They wear scrap leather armor and carry wooden shields and spears in battle.

Gilfolk are excellent swimmers and breathe both air and water. Gilfolk can wait patiently beneath the surface of the water to strike at their foes with surprise. When they can employ this maneuver, Gilfolk surprise on 1-4 on 1d6. Gilfolk are largely indifferent to other races, being primarily interested in their own survival. They are a primitive species and do not use many complicated tactics.

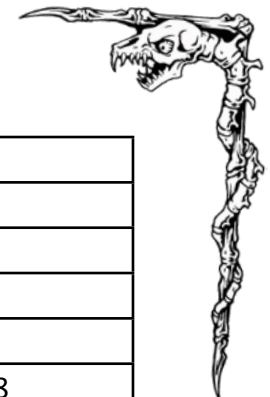
GNOME, UMBRAL

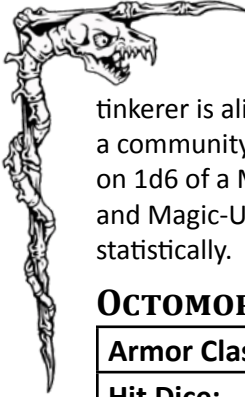
Armor Class:	15 (11)
Hit Dice:	1
No. of Attacks	1
Damage:	1 weapon
Movement:	20' Unarmored 40'
No. Appearing:	1d8, Wild 5d8, Lair 5d8
Save As:	Fighter: 1
Morale:	8
Treasure Type:	D
XP:	25

These underground gnomes stand 3 to 3½ feet tall and weigh 40 to 45 pounds. Their skin color ranges from charcoal to a light clay gray, their hair if present is stark white, and their eyes range from black to a brilliant purple. Males usually have eccentric beards with a myriad of adornments.

Umbral gnomes are far more flamboyant than their surface cousins, they usually wear bright colors or fantastic patterns. Umbral gnomes reach adulthood at about age 40, and they live about 350 years. They have Darkvision with a 60' range. When attacked in melee by creatures larger than man-sized, gnomes gain a +1 bonus to their Armor Class. While underground in their preferred habitat, they are able to hide very effectively; so long as they remain still there is only a 20% chance they will be detected. If one or more of these gnomes are successfully hiding attack from ambush, they surprise their foes on 1-4 on 1d6. Gnomes speak their own language, Gnomish, and many know the language of the quarfs. Most umbral gnomes who travel outside gnome lands (as traders or tinkers) know Common, while warriors in gnome settlements usually learn elfin. Gnomes encountered outside their territory are likely to be friendly, but very apprehensive. They tolerate quarfs but distrust most other humanoid races.

Most gnomes encountered outside their home are traders; the statistics above are for such. In the lair, for every trader there will be an average of three civilians having 1-1 Hit Dice and Armor Class 11; such gnomes have Morale of 8. One out of every eight gnome traders will be a regional accessor having 3 Hit Dice (145 XP). Gnomes gain a +1 bonus to their morale if they are led by a regional accessor. Both traders and regional accessors commonly wear chainmail. In gnomish communities, one out of every sixteen traders will be an inquisitor of 5 Hit Dice (360 XP) with an Armor Class of 16 (11), adding a shield. In addition, in communities of 35 or greater, there will be a grand tinkerer of 7 Hit Dice (670 XP), with an Armor Class of 18 (11), in plate mail and carrying a shield, having a +1 bonus damage due to strength. In their community, gnomes never fail a morale check as long as the grand





tinkerer is alive. There is a chance equal to 1-4 on 1d6 that a community will have an alchemist of level 1d6+1, and 1-2 on 1d6 of a Magic-User of level 1d6. Gnomish alchemists and Magic-Users are equivalent to regular gnomish traders statistically.

OCTOMORPH

Armor Class:	15
Hit Dice:	3
No. of Attacks	8 tentacles
Damage:	1 per tentacle
Movement:	10' Swim 30'
No. Appearing:	1d6
Save As:	Fighter: 2
Morale:	5
Treasure Type:	None
XP:	145

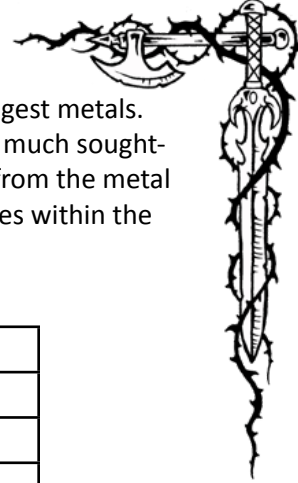
This intelligent water creature has a personality like a dolphin. They enjoy friendly creatures and are mostly curious investigators. They have 8 tentacles, a toothless mouth on their bulbous head, and 2 large black eyes. They can contort their bodies in such ways as to communicate with others by creating shapes and gestures. They prefer to avoid conflict as often as possible.

QUARF

Armor Class:	17 (15)
Hit Dice:	3
No. of Attacks	1 weapon
Damage:	1d6, or by weapon
Movement:	20' Unarmored 30'
No. Appearing:	2d4, Wild 3d6, Lair 10d6
Save As:	Fighter: 3
Morale:	10
Treasure Type:	Q, R Each, B, L, M in lair
XP:	145

Quarfs are a short, stocky race with stone-like skin; both male and female quarfs stand around four feet tall and typically weigh around 300 pounds. They have no hair but have beards that look like a tangle of plants roots. They are rugged and resilient, with the capacity to endure great hardships. Quarfs are typically single sighted in their attempt to terraform caverns by designing large intricate structures. They have a lifespan of six to eight centuries.

Quarfs have Darkvision with a 60' range, and can detect slanting passages, traps, and illusory walls on 1-2 on 1d4. Quarfs have a natural ability to hide amongst stone. Using this disguise, they are indistinguishable from natural rock on 1-4 on 1d6.



Quarfs eat rocks and gems but cannot digest metals. Though rock can sustain them, gems are a much sought-after delicacy. Most quarf tools are made from the metal they find while carving and digging passages within the natural stone.

SLUMBERFISH, BARBED

Armor Class:	13
Hit Dice:	2
No. of Attacks	1 bite
Damage:	1d6 and Special
Movement:	Swim 60' (10')
No. Appearing:	4d4
Save As:	Fighter: 2
Morale:	6
Treasure Type:	None
XP:	75

Slumberfish swim in small schools throughout underground lakes. They are about a foot long and have pointed barbs all over their body. A creature that bumps into the fish must make a Save vs Poison or fall asleep. They stay asleep for 2d10 rounds. The school will then feast on any victims that drown.

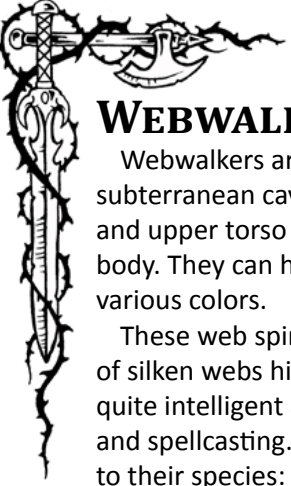
TALPIDORIANS

Armor Class:	12
Hit Dice:	1d4 Hit Points
No. of Attacks	2 claw
Damage:	1d6
Movement:	20' Burrow 20'
No. Appearing:	4d4
Save As:	Normal Man
Morale:	4
Treasure Type:	None; C in lair
XP:	10

Talpidorians are small, molelike humanoids. They are 2 to 2½ feet tall and weigh 40 to 45 pounds. They prefer to avoid combat, fighting only when they are cornered, or their lair is threatened. Talpidorians spend their time hunting small fish or game and digging miles of tunnels to live in and travel through.

Talpidorians have Darkvision with a range of 60' and suffer a -1 penalty to attack rolls in bright sunlight or within the radius of light spells.

Talpidorians are survivors and scavengers. They see all larger races as to be avoided.



WEBWALKERS

Webwalkers are a large spider-like species that live in subterranean caverns. They have a human like head, arms, and upper torso suspended from a six-legged spider like body. They can have different sized abdomens and can be various colors.

These web spinning creatures create huge networks of silken webs high up on the tops of caverns. They are quite intelligent and dabble in biological engineering and spellcasting. There are four types most prominent to their species: armored, silkslingers, spellweavers, and nurse-mothers.

Origins. They were originally the result of an angry god punishing an arrogant human that refused to bow down to her god and insisted they were equals. Doomed to forever crawl beneath the land the cursed victim, who was pregnant at the time of transformation, gave birth to dozens of eggs that eventually propagated into an entire civilization. Today they flourish building intricate cities in their webs.

WEBWALKER, ARMORED

Armor Class:	18
Hit Dice:	4*
No. of Attacks	1 bite (1 tail rare)
Damage:	1d6 + poison/2d6
Movement:	50'
No. Appearing:	2d4, Lair 1d3
Save As:	Fighter: 4
Morale:	8
Treasure Type:	U each; I in Lair
XP:	280

This variety of Webwalker has huge chitinous armor plates protecting their head and back. The females of this variety also have a scorpion like tail that can strike at creatures in front them that are held back, dealing with the plates.

WEBWALKER, SILKSLINGER

Armor Class:	15
Hit Dice:	4*
No. of Attacks	1 bite
Damage:	1d6 (Acid 2d6) + toxin
Movement:	50'
No. Appearing:	1d4, Lair 1d3
Save As:	Fighter: 4
Morale:	8
Treasure Type:	U each; I in Lair
XP:	280

The silkslingers are their ranged combatants. And oversized spinneret allows for shooting a silk-like substance a great distance. The silk is saturated in toxins that interact with the victim when they are hit. The type of toxin can be determined by the color of the abdomen. Paralysis, Poison, Acid, and a sticky restraining gunk. The toxin's effects last 2d10 rounds.

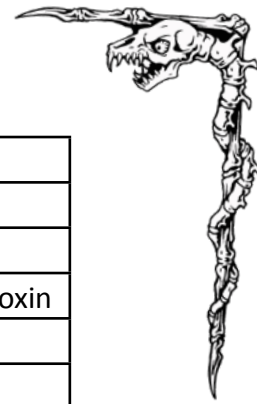
Color	Toxin	Save vs.	Effect
Blue	Paralysis	Paralysis	Paralyzed
Green	Poison	Poison	Poisoned
Yellow	Acid	Poison	
White	Gunk	Poison	Restrained

WEBWALKER, SPELLWEAVER

Armor Class:	14
Hit Dice:	4*
No. of Attacks	1 bite
Damage:	1d8 + poison
Movement:	50'
No. Appearing:	1d4, Lair 1d3
Save As:	Fighter: 4
Morale:	8
Treasure Type:	U each; I in Lair
XP:	280

Arcane knowledge is well known in the webwalker's society. They have very efficient mages that use magic to a high degree. These casters hurl an assortment of magic-user spells at their enemies to weaken them or take them out.

Spell Level	Spells
1	3
2	2
3	1

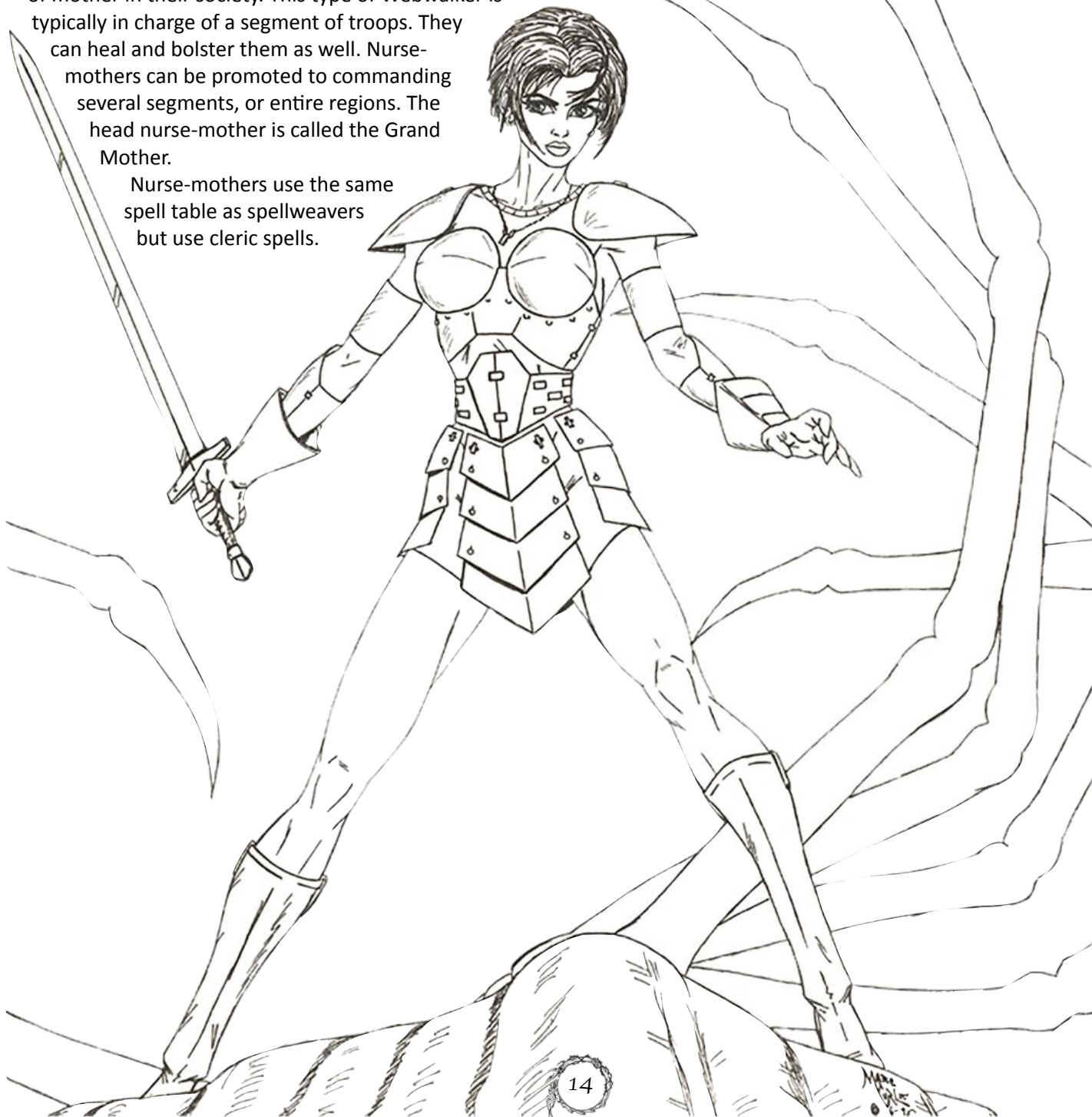


WEBWALKER, NURSE-MOTHER

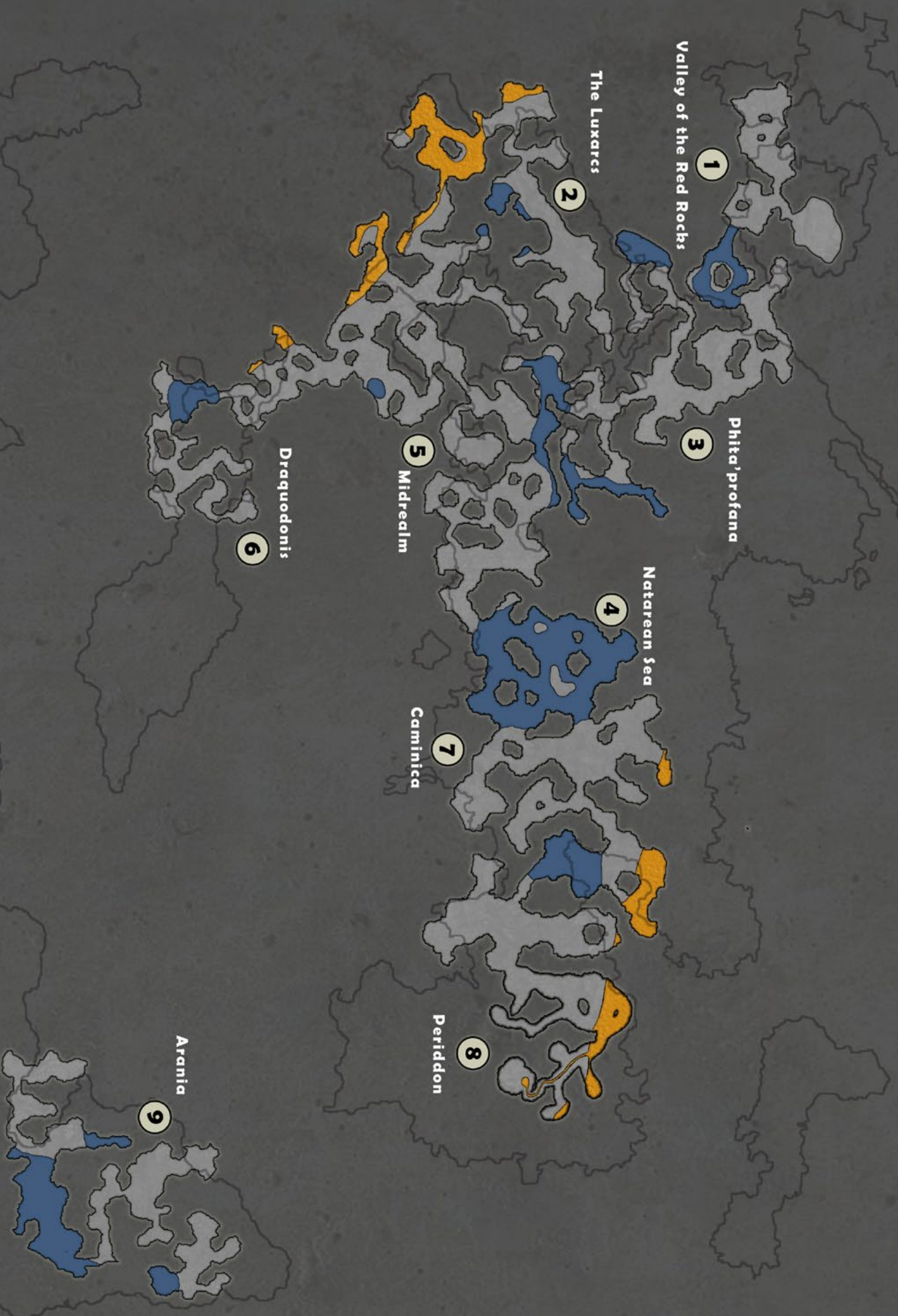
Armor Class:	13
Hit Dice:	5*
No. of Attacks	1 bite
Damage:	1d8 + poison
Movement:	50'
No. Appearing:	1d3, Lair 1d3
Save As:	Fighter: 4
Morale:	8
Treasure Type:	U each; I in Lair
XP:	405

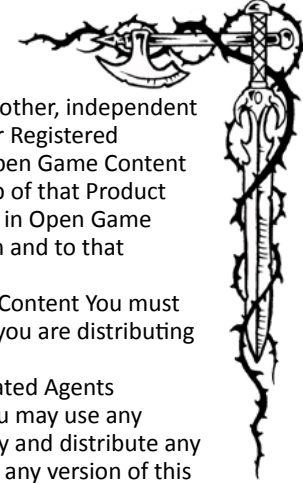
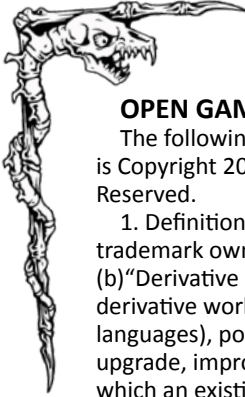
Much like their originator, the species reverses the role of mother in their society. This type of Webwalker is typically in charge of a segment of troops. They can heal and bolster them as well. Nurse-mothers can be promoted to commanding several segments, or entire regions. The head nurse-mother is called the Grand Mother.

Nurse-mothers use the same spell table as spellweavers but use cleric spells.



Sunless Depths





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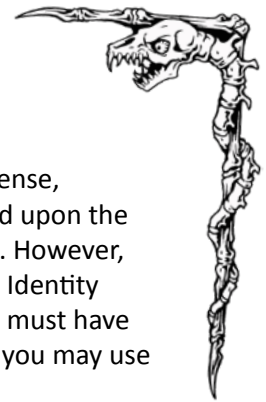
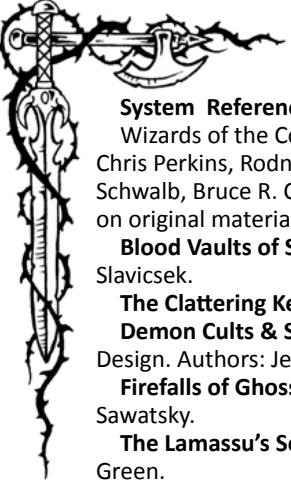
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