

WHERE the MACHINES WAIT



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WHERE THE MACHINES WAIT

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HOW TO USE THIS BOOK



The secret is out. Adventurers have uncovered the remnants of a civilization so far in the past that no one before now has even heard of it. The artifacts and devices left behind hold power beyond understanding: magic, modest and powerful, that can be wielded by anyone, not just wizards. Now the rush is on as dungeon delvers from across the lands race to be the first to uncover the next great treasure. But something still dwells amid the ancient ruins. Something not human, not even alive as we understand it. It's been waiting for a very, very long time.

And it's angry.



ARCANA OF THE ANCIENTS

Throughout this book, you'll see page references to various items accompanied by this symbol. These are page references to *Arcana of the Ancients*, where you can find additional details about that rule, ability, creature, or concept. Often, it will be necessary to look up the referenced item to find information you need for gameplay. Other times, it's not necessary to look up the item, but doing so can deepen your experience of the game and the setting.

Arcana of the Ancients, in turn, assumes you have access to the 5E ruleset, which you need to get the most out of this material. In both *Where the Machines Wait* and *Arcana of the Ancients*, terms occasionally appear in bold. These terms refer to relevant game stats that can be found in the 5E SRD or other source of 5E rules.

INTO THE GRAVE OF THE MACHINES

Where the Machines Wait is a 5E-compatible adventure featuring the exploration of an ancient ruin unlike anything the player characters (PCs) have encountered before, filled with brand-new treasures and brand-new challenges.

You need access to the 5E ruleset to get the most out of this material, along with *Arcana of the Ancients*, which provides stats for the strange devices—including cyphers, relics, and iron flesh—plus many inscrutable Ninth World creatures. *Arcana of the Ancients* also offers a wealth of information on how to implement the material in adventures, and for creating a science-fantasy setting of your own.

In addition to a sprawling adventure location, *Where the Machines Wait* features the following.

- New monsters: machines and biomechanical threats for this or any 5E game
- A new PC-playable machine species: the surk
- New fantastic items: cyphers, relics, and iron flesh

What if I don't have *Arcana of the Ancients*?

You can still use this adventure for your 5E game. To do so, substitute creatures from the 5E ruleset for creatures as indicated in this adventure. To expedite this, the adventure provides a challenge rating (CR) for each creature, so you can choose a creature of the same challenge rating or an item of the same rarity from the 5E source you have available. You can generate appropriate treasure using the 5E core rules based on the creature's CR. Note that

Some elements in this adventure touch on cannibalism/flesh eating (moilt, page 74) and body mutilation/self-harm (surk, page 76). If you think this might be an issue at your table, read the free Consent in Gaming PDF at myMCG.info/consent

some creatures and items are new to this adventure and thus are presented with full stats in [Chapter 9: New Creatures](#) and [Chapter 10: New Items](#), respectively.

In addition, take a look at the Common Terms in This Adventure section hereafter.

What if I want to play this adventure using Numenera and the Cypher System? The [appendix](#) at the back of the book provides what you need to play this adventure in a standard Numenera game using the rules from *Numenera Discovery* and *Numenera Destiny*.

COMMON TERMS IN THIS ADVENTURE

Where the Machines Wait relies on a lot of terms first defined in *Arcana of the Ancients*, some of which are repeated here for easy reference. In addition, this section includes a few terms specific to this adventure.

Ancients: Long before recorded history, even before the elves, the dwarves, and the oldest dragons, there were the Ancients—beings of great intelligence with a command over science that allowed them to work wonders that most people would liken to that of gods. They traveled to other worlds, reshaped the landscape, built intelligent machines, and harnessed the very building blocks of the universe itself. And then they disappeared, and all evidence of their existence vanished over epochal time. Until now.

Ancients Arcana: A special application of understanding that PCs skilled in [Intelligence \(Arcana\)](#) can attempt, potentially giving them some insight into the devices of the Ancients.

Crèche, the: Bottommost level of the Grave of the Machines, where something uniquely powerful is securely locked away.

Cypher: A leftover device of the Ancients that requires an action to bring forth its effect, which burns out or uses up the device in the process; cyphers are single use.

Factory Floor: A level of the Grave of the Machines consisting almost entirely of one miles-long device interpenetrated with maintenance tubes; home to machine beings known as surk.

Grave of the Machines: The massive underground complex where this adventure takes place.

Iron flesh: A leftover device of the Ancients that can be incorporated into the flesh of a creature, granting it new abilities; iron flesh usually requires attunement.

Lost City: A massive domed vault, one of several buried levels making up the Grave of the Machines.

Machine: Sometimes refers to a fixed device that may or may not retain some residual function designed by the Ancients; other times refers to a mechanical construct-like creature with some degree of autonomy and free will. Many machines of the latter definition are encountered in this adventure.

Numenera or the numenera: Wondrous technologies and creations of the Ancients usually found in spectacularly old ruins, which people lump together under the term “numenera.” Cyphers, iron flesh, and relics are prime examples of numenera.

Origin: A living amphibious creature that only vaguely resembles a mermaid and claims the Reservoir level of the Grave of the Machines.

Peerless: An NPC machine intelligence existing as multiple separate entities; claims the Peerless Wheel level in the Grave of the Machines.

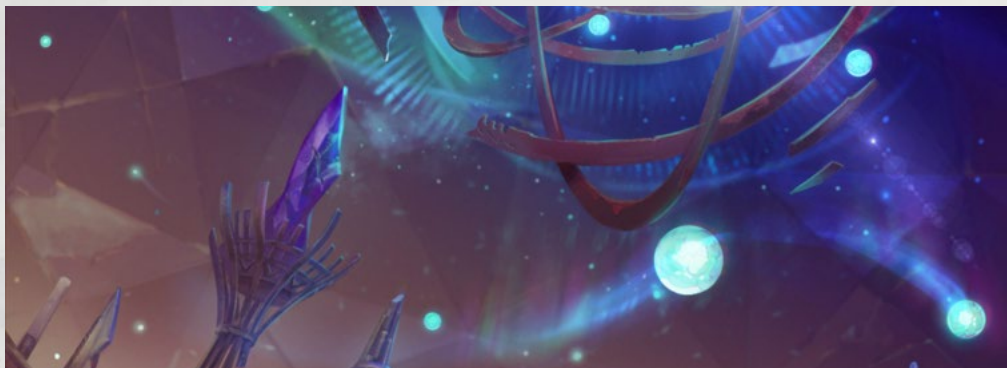
Chapter 9: New Creatures, page 68

Chapter 10: New Items, page 82

Appendix: Numenera Conversion, page 85



Optional Rule: Intelligence (Ancients Arcana), page 259



Peerless Wheel: A moving, vertical level in the Grave of the Machines that can be used to access deeper levels of the complex.

Relic: A leftover device of the Ancients that requires an action to bring forth its effect. Usually, a relic can be used multiple times before its power is depleted.

Reservoir: A half-drowned level in the Grave of the Machines claimed by an entity called Origin.

Surk: Machine beings inhabiting the Factory Floor level of the Grave of the Machines. (Playable as a PC species.)

Vault: Sometimes used to refer to the domed Lost City level of the Grave of the Machines.

Vesied: Entities with a vaguely humanoid semblance that infiltrated the Grave of the Machines (the Crèche level, specifically) long ago and still linger in frozen stasis. If released, they may help the PCs, at least until their aims diverge.

Zhev: Essentially constructs, Zhev also have organic interior components. Confused and fearful, the Zhev have taken

it upon themselves to patrol the Factory Floor, keeping it clear of clutter and mess. Conflict breaks out whenever the Zhev and surk meet.

OPTIONAL RULE: LANGUAGE OF THE ANCIENTS

Many of the beings that PCs encounter during this adventure do not speak Common (though a few do). Although there are various ways to overcome language barriers, player characters can also learn a little of the language of the Ancients. Those with an Intelligence of 15 or higher can learn bits of the language (one “dialect” of which includes Machine Speech) if they spend at least thirty downtime days working with a creature that knows the language. However, any character can attempt to communicate very basic principles by using gestures and drawing pictures as a stopgap measure.



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CHAPTER 1

WELCOME TO THE MACHINE

Where the Machines Wait is an adventure for 5E that uses concepts and materials from Arcana of the Ancients.



Cypher, page 40

Relic, page 45

The numenera, page 38

The encounters in the Grave of the Machines are designed for four or five 5th-level player characters.

Long before recorded history were the Ancients—beings of great intelligence with a command over science that allowed them to work wonders that most people would liken to that of gods. They traveled to other worlds, reshaped the landscape, built intelligent machines, and harnessed the building blocks of the universe itself.

And now they're gone. Gone so long that even the oldest of the elder races have no knowledge of their existence.

But they left behind caches of their wondrous technologies and creations, which people lump together under the term "numenera."

Where the Machines Wait will help introduce the numenera to your campaign (if you haven't done so already). The adventure begins like a traditional fantasy scenario but incorporates science-fantasy elements as the PCs delve deeper into its mysteries.

The hooks presented under Getting the PCs Involved are designed so the player characters have a reason to work together and/or look into things further, even if the characters are very different.

BACKGROUND

Following a series of shocks and ground quakes, never-before-seen passages opened in the earth. The tunnels spiraled downward through a series of increasingly strange subterranean regions littered with incomprehensible ruins. Ever eager for new opportunities, several adventuring companies

pledged to explore the passages and return with a report of what lay below, with the implicit promise of bringing back great treasures to spend in nearby communities.

Indeed, some returned with stories of a series of progressively more bizarre underground vaults, one buried beneath the next, inhabited by constructs composed of iron, flesh, and even pure energy. These odd beings were at first encountered sleeping away the epochs in various kinds of chrysalids, but in response to the explorers' intrusions, they stirred to animation. More cautious explorers turned back to the surface, but not before salvaging strange objects they called *cyphers*. Each cypher was unique, granting a single powerful effect before burning out. Others claimed similar, but even more complex devices that could be used repeatedly, which they called *relics*.

But most of the adventuring companies that tried their hands at the tunnels never returned at all.

GRAVE OF THE MACHINES

The complex of tunnels and ever-deeper chambers has come to be called the Grave of the Machines, despite the fact that some of the constructs encountered below were not especially dead.

You can use the Grave of the Machines in a couple of different ways.

If you want an interesting place for your player characters to explore, look no further. The ruin is massive, unknown, and weird. It's perfect for exploration.

Alternatively, you could break out a specific section of the complex and use it as a stand-alone encounter area that you can weave into a different adventure. Most of the sections are designed to be modular.



Finally, if you want to use this adventure as part of a larger campaign, you can add additional nuance or story arcs to the PCs' exploration of the area. Check out the selection of character hooks provided under Getting the PCs Involved.

GRAVE OF THE MACHINES OVERVIEW

The encounters in the Grave of the Machines are designed for four or five 5th-level player characters. A group of lower-level PCs who play smart can also make it to the end, though they may have to run from some challenges rather than face them head-on. But even higher-level characters should be wary if they descend into the deepest regions of the Grave.

An overview of each section of the ruin follows.

Lost City. The uppermost region of the Grave of the Machines is a ruin indeed. Not quite a destroyed city and not quite an actual graveyard, this contested region is haunted by half-broken machines, explorers from above, and entities that have escaped deeper regions. Most adventurers who come to the Grave never make it any deeper than the Lost City (because doing so requires finding a way onto the Peerless Wheel).

Peerless Wheel. This region of the Grave constantly moves. It's a great rotating wheel

that can provide access between the Lost City and the deeper levels for those who find a way to enter the wheel and have the skill to safely get on and off. In addition, jealous machines guard the mobile region, all answering to a single entity called **Peerless**.

Reservoir. This section of the ruin is half filled with a liquid easy to mistake for water, though it's actually a modified fluid that can be breathed by creatures normally unable to breathe underwater (once they get the hang of it). An entity calling herself **Origin** claims this region and seeks to expand her influence further, but this puts her into direct conflict with Peerless.

Factory Floor. Machines of every variety inhabit this level, many still working, and most of those producing effects impossible for organic creatures to understand. However, the area is rich in the numenera for those willing to face the machines here and claim it for their own.

The Crèche. If there is one thing that Peerless, Origin, and most other entities agree on, it's that the Crèche should remain unopened, as it contains something they describe only as "the machine that waits." However, a faction among the machines in the Grave believes otherwise and works toward opening this level's deepest vault.

Dread Destroyer. The machine that previously waited waits no more. It is a war



*Peerless (CR 5),
page 214*

Origin, page 31

If higher-level PCs play this adventure, add more creatures of the appropriate challenge rating. For instance, if the PCs are 7th level, add another ravage bear to V5. Underpass

V5. Underpass, page 16



*Ravage bear (CR 3),
page 227*



The Hills of Crooked Sleep, page 7

Umeli, page 34

If the PCs are lured by a friend, choose someone they have had past dealings with in your campaign. Alternatively, their friend is a bard named Kreesyl the Lucky. However, Kreesyl's luck has finally run out, as noted in F22 (page 49).

machine of the Ancients, it is enraged, and it must be stopped!

GETTING THE PCs INVOLVED

The player characters can become involved in this adventure in one of the following ways. Each PC might have a different hook, share some hooks among them, or merely get caught up in another character's arc.

LURED

Some groups simply can't say no to new exploration opportunities. All they need is a map or a tip pointing them in the right direction, and they're off. Others may be lured in by a fellow allied explorer; perhaps a friend of the PCs sent them a message about the place, describing it as ripe for exploration and looting. However, since they've received that message, they've not heard anything else.

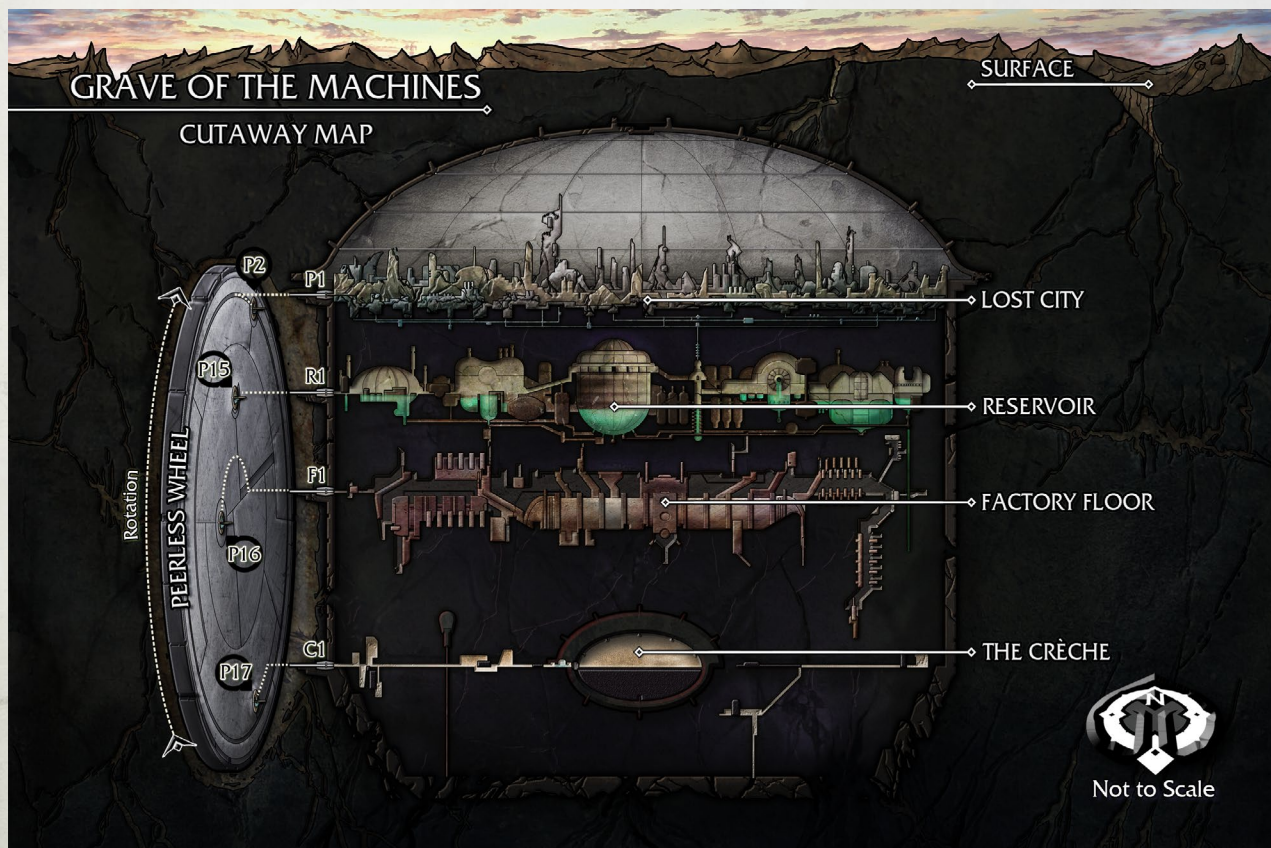
BY SURPRISE

While doing something else entirely, the PCs break into one of the levels of the Grave of the Machines, possibly drawn in by a

mechanism or even falling in when the floor collapses. In this case, characters may be interested in exploring, though their first order of business will likely include finding a way to escape.

HILLS OF CROOKED SLEEP, CONTINUED

If you played through "The Hills of Crooked Sleep" adventure, the characters have already been introduced to the numenera. They know that Ancients' caches are opening all across the world. In addition, **Umeli of the Nine Hands** has determined that to continue expanding her own mastery of the numenera, she must gain the alliance of an entity that lies in the Grave of the Machines, which she refers to as the "awakened ruin." Even if the PCs defeated Umeli in the previous adventure, she could remain in play if she managed to escape the characters at the end (possibly by using a cypher to flit into a parallel dimension, or a similar plot device). Or, if the PCs made certain Umeli was neutralized as a future threat, you could introduce a new villain from your own campaign who learns of the



THAYUSA KOR'S SECRET AGENDA

Thayusa Kor, the friendly buyer of salvage introduced in the Artificer Bounty hook, actually has a secret agenda. In fact (if you choose to use this hook), Thayusa is only disguised as a human; they are an alien entity known as a **ganthanhar** wearing a special protective containment suit that provides them with a disguise capability akin to magical shapechanging. Thayusa desires to release and gain control over the “machine that waits” in the bottommost chamber of the Grave, known as the **the Crèche**.

Most self-aware entities in the Grave would attempt to stop Thayusa, were they to learn of this plan. The ganthanhar is still fighting an antediluvian war that once waged among the Ancients, a war that was paused for millennia out of mind. But now, with the discovery of Ancients' caches around the world, that war may begin anew—assuming any of the enemy Erodels could be found. (A few remnants of that species do survive, including the **Erodel shepherds**, but whether Thayusa succeeds or fails, any resumption of warfare later goes far beyond the bounds of this adventure. The

ganthanhar is not likely to explain their plan, or the war, to the PCs, at least not at first.)

If Umeli of the Nine Hands is still in the picture, she probably initially attempts to ally herself with Thayusa. However, if it ever seems that Thayusa is about to achieve their goal, Umeli could be convinced to turn on them, but only so *she* could awaken and try to take control of the machine that waits.

In addition to the numenera Thayusa buys from the PCs, the merchant is on the lookout for three special items, which they tell the PCs about soon after their first interaction.

- They want something called a **binding integrator** (which they say lies on the Peerless Wheel).
- They want a **siphoning rod** (which they indicate is somewhere on the Reservoir level).
- They want a special power vessel known as a **data orb** (which they advise is also somewhere on the Reservoir level; helpfully adding that the liquid partially filling the level isn't water, but a fluid that can be breathed like air).

If Thayusa gains all these materials, refer to **Obtaining and Using the Mask** in chapter 6.

numenera and decides that they must have the power of the entity that waits in the Grave of the Machines for themselves.

ARTIFICER BOUNTY

A human of indeterminate gender named Thayusa Kor has set up a shop in a community near the Grave of the Machines. Thayusa doesn't sell anything, but they do pay a bounty on salvage brought up out of the strange ruin according to the following pricing schedule. Some characters may decide to sell some of the weird devices they find rather than use the cyphers, relics, or iron flesh for themselves. (Thayusa may also purchase oddities, but pays only about 10 gp at most for them.)

Cypher Rarity	Price
Common	25 gp
Uncommon	100 gp
Rare	1,000 gp
Very Rare	2,000 gp
Legendary	Negotiable

Relic or Iron Flesh Rarity	Price
Common	50 gp
Uncommon	200 gp
Rare	2,000 gp
Very Rare	4,000 gp
Legendary	Negotiable

Thayusa Kor doesn't have sufficient funds on hand to buy everything the PCs bring up. Generally, the merchant has enough to pay one character for one item every seven days. Unless noted otherwise, Thayusa doesn't negotiate on price.

PC INSTIGATORS

Perhaps it's the PCs themselves who have a broken **mask of machine command** and a legend that it will wake a machine being of vast power if they refurbish it with the three specific items noted under Thayusa Kor's Secret Agenda. In this case, Thayusa may become a competitor or simply be someone looking to buy numenera.



*Ganthanhar (CR 6),
page 175*

*Chapter 6: The Crèche,
page 53*

*Binding integrator,
page 82*

Siphoning rod, page 84

Data orb, page 83

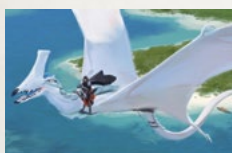
Erodel shepherd, page 71

*Obtaining and Using
the Mask, page 55*

*Mask of machine
command, page 84*



Surk, page 76



Random encounter generation options include the Numenera Ruin Mapping Engine, which appears in Jade Colossus: Ruins of the Prior Worlds. See also the Jade Colossus 5E Conversion Guide.

FINDING THE GRAVE OF THE MACHINES

To give the GM the most amount of leeway and opportunity to customize, this book provides only a few details regarding what lies above the buried Grave of the Machines. That way, you can place the entrance to the fairly recently discovered cache pretty much anywhere you like, including one of the following locations.

Beneath a Town. A cellar, a sewer, the newly dug foundations for a community structure, a water well (that suddenly goes dry), or some other underground opening partially collapses, revealing a corridor lined in corroded metallic tiles. This passage, in turn, leads to the Grave Entrance.

Out in the Wilderness. Strange rumors of never-before-seen creatures, devices that create wondrous effects that are not magical, and an ancient ruin buried deep underground fire the imagination of tavern bards and would-be adventurers alike. Player characters who investigate eventually find a series of caves that give way to a corridor lined in corroded metallic tiles, which in turn leads explorers to the Grave Entrance.

Portal to Somewhere Else. The earth shakes, and in the aftermath, a portal flickers into existence for three hours at a time, then fades for several days before reappearing. Those brave enough to enter find themselves elsewhere (where exactly isn't clear) in a metal-tiled corridor leading to the Grave Entrance.

GRAVE OF THE MACHINES RANDOM ENCOUNTERS

The entities of the Grave are stirring! Whenever you want to spice up the characters' exploration of the ruin (or when they make a lot of noise, such as while engaging some other group of creatures in combat), roll on the following table or just choose an appropriate encounter. The table encounters are suitable for level 5 PCs.

The number in parentheses following each entry is the page number in *Arcana of the Ancients* where the indicated creature entry can be found.

GRAVE OF THE MACHINES RANDOM ENCOUNTERS TABLE

d100	Encounter (page)	Average CR
1–4	1 cuiddit (157)	easy
5–8	1 kanthid (192)	easy
9–12	2d8 gazers (176)	easy
13–17	1d3 surk	easy
18–22	1 anhedon (145)	easy
23–26	1 basic automaton, type four (247)	easy
27–30	1 disassembler (167)	easy
31–34	1 entrope (172)	easy
35–38	1 haneek (183)	easy
39–42	1 Peerless (214)	easy
43–46	1 varakith (240)	easy
47–48	1 xi-drake (241)	easy
49–52	2d10 killist (193)	medium
53–56	1d4 + 1 basic automatons, type three (247)	medium
57–62	1d4 + 1 Oorgolian soldiers (212)	medium
63–68	1d4 mastigophore (198)	medium
69–72	1 basic automaton, type five (248)	medium
73–78	1 mesomeme (201)	medium
79–84	1d4 other adventurers	medium
85–88	1d6 Oorgolian soldiers (212)	medium
89–90	1 plasmar (218)	medium
91–94	1 relentless reaper (228)	medium
95–96	1 etterick (173)	medium
97–98	1 glaxter (177)	hard
99–00	1 dissector (169)	deadly

NON-KEYED ENCOUNTERS

Given the size of the Grave, many more potential sites of interest exist beyond those keyed and described herein. If PCs strike out in a random direction or you wish to elaborate further on the Grave, there's room for it in almost each one of the various levels. Several third-party options for random encounter generation are available in this case, beginning with your own imagination.

CHAPTER 2

THE LOST CITY

The metal-tiled corridor leading to the ruin slopes downward for some considerable way before it empties into the top of the Grave Entrance chamber. A mechanism once served as a sealed door between the corridor and area V1, but it was smashed by earlier explorers and lies in a litter of broken debris on the entrance's floor.

VI. GRAVE ENTRANCE

READ ALOUD

This interior of this perfectly spherical 30-foot-diameter chamber is smooth, tiled in plates glimmering with internal radiance, candle bright. Mechanical debris is scattered across the sphere's lower half. A few of these fragments softly buzz or hum. A circular cavity lies open in the sphere's nadir, about 5 feet in diameter.

To safely enter the room, explorers could deploy a rope to swing down and land to one side of the hole in the floor, or improvise some other entry method. Simply dropping from the ceiling is a 30-foot fall, compounded by further danger if a character falls directly through the hole in the floor.

If characters decide to pick through the debris scattered across the sphere's lower half for useful items, the **salvaging** DC for their Intelligence (Investigation) or Wisdom (Perception) check is 18; this place has been picked over already. On a successful check, the characters find one **cypher** (roll on or choose from **Random Cypher Table 1**). If characters achieve a DC 20 or higher on their check, they also discover the colony of three spiders the size of dinner platters made of steel, called **steel spiders**, lurking in the chamber, hiding among the debris as if just more of the same. If their ruse is discovered, the spiders attack.

Though not immediately visible, razor-thin metallic webbing blocks the exit in the floor. Noticing the webs before blundering into them even in bright light requires a successful DC 14 Wisdom saving throw. Those who move into (or fall through) the exit in the floor encounter the razor webs and take 17 (5d6) slashing damage, and are restrained until they spend one action escaping. The plug of webbing filling the hole to a depth of 5 feet has AC 15 and 15 hit points. If destroyed, the webs are periodically renewed by the steel spiders. If the three spiders were not previously discovered, they attack those who fall through and get caught, but they do not attack those who simply destroy the webs.

V2. VAULT OF RUIN

READ ALOUD

A sky as solid as stone hangs over a broken, alien city. Glimmering spheres of various size and intensity are speckled across the vault's ceiling, dimly illuminating the silhouettes of strange structures and the winding lanes between them below. Wreckage is everywhere, a tumble of shattered towers, broken slabs of strange material, and rusted devices fallen from crumbling structures that now exist only as skeletal fingers reaching upward.

This massive vault comprises the Lost City level. The ceiling hovers about 300 feet above the floor and is easily a couple of miles in rough diameter. Getting down from the sphere in the ceiling that provides access could be tricky, though the top of a leaning tower reaching up from below (area V3) is a distance of only about 30 feet.



Salvaging, page 39

Cypher, page 40

Random Cypher Table 1, page 42

Steel spider (CR 2), page 235



Oddity, page 126

Cypher, page 40

V12. End of the Road,
page 19

Grave of the
Machines Random
Encounters, page 12

Non-keyed encounters,
page 12

Universal key, page 84

V13. Wheel Depot,
page 20

It's chilly in the vault, with an average temperature of about 59 degrees Fahrenheit. The air smells faintly of rust.

Navigating the Vault: The Lost City in the vault is wide open, but the wreckage and debris covering everything means that characters find it difficult to move freely, with a lot of clambering up on scrap heaps or over crumbling structures, dead constructs, and rusted vehicles. One way to handle their exploration is to describe the nearest few landmarks they can spy from their current location in the wan light radiating from overhead (based on their current location on the Lost City map), then let the characters decide which one to head for.

Navigable lanes, mostly clear of debris (but still considered difficult terrain), have been plowed through the wreckage by massive repair-and-maintenance machines called menders, though even those are now mostly disabled, such as is the case in area V12. Characters moving at normal speed along the difficult terrain of a lane can move about 500 feet in about five minutes.

If the PCs decide to head directly for a landmark and there is no clear lane through the debris in the direction they want to go, the movement includes climbing and crawling, sometimes through narrow crannies and across slippery surfaces. Asking for at least one DC 12 (or higher) Strength (Athletics) check during each of these forays is reasonable. On a failure, a character may get stuck in a cranny or fall from a height. In any case, navigating the Lost City without benefit of lanes through what is essentially hazardous terrain means a character can move about 500 feet in about an hour.

Each time the characters spend more than an hour in one area, make a really loud noise, or face some other difficulty (like falling from a height), decide whether to roll on (or choose from) the **Grave of the Machines Random Encounters** table.

Non-keyed encounters might occur anytime PCs strike off in a direction not connected to a main lane; however, many smaller lanes, each only a few feet wide, interpenetrate the wreckage.

Salvaging in the Vault: Anytime the characters find a new keyed area in the Lost City that doesn't indicate otherwise, they probably also have a new opportunity to salvage for one piece of the numenera, if they choose. In addition, you can arbitrarily decide that the PCs find a likely spot for salvaging and let them know. The Wisdom (Perception) or Intelligence (Investigation) check DC for salvaging here is 13; the Lost City has already seen earlier waves of similar activity.

On a success, roll on the Vault Salvage Results table to determine the kind of device salvaged. From there, roll or choose from the appropriate device type table to generate what was specifically found.

VAULT SALVAGE RESULTS

d6	Result
1-3	1 oddity
4	1 cypher
5-6	1d4 cyphers

V3. LEANING TOWER

READ ALOUD

A partly collapsed, mostly hollow tower leans at an alarming angle, but still manages to reach a height of more than 200 feet.

The top of the 270-foot-tall leaning tower isn't directly beneath the entrance in the ceiling above, but about 30 feet below and 15 feet to the side of it, so someone on a rope could swing over to it with a successful DC 11 Dexterity check. Climbing (or descending) the exterior shell of the leaning tower to reach the ground safely is a DC 11 Strength (Athletics) check.

Characters who explore the tower's interior find a mostly intact chamber embedded with dead machines (potentially salvageable). Three dead explorers lie decaying in the chamber. Investigation suggests they've been dead for a few days. The bodies have shiny white patches on their skin, almost like scales. In addition to basic exploration gear and weapons, the PCs find a total of 40 gold pieces, a couple of random magic items from the surface, and a **universal key** relic associated with the door in the Wheel Depot (V13).

The bodies also suffer from a nanite infection originating from the **Reservoir** level. PCs who disturb the bodies or claim any of the items must succeed on a DC 13 Constitution saving throw or become diseased for one hour. Diseased characters can only breathe underwater (or in the special fluid filling the Reservoir level). A character can attempt a new saving throw each round to remove the effect.

V4. SPINNING CUBE

READ ALOUD

A massive greenish cube easily 50 feet on a side, glowing with its own light, slowly rotates in midair about 10 feet above a fixed mechanical foundation. The foundation lies at a meeting of many lanes leading off through the wreckage. A sound akin to soft crying emanates from a shadowed form lying near the foundation, though the noise is scratchy and distorted.

A **griefsteel** named Vorano lingers near this city landmark, the last place it ever saw its “Beloved” uncounted aeons ago. It usually positions itself near the floating

cube’s foundation, which is embedded with mostly nonfunctioning machines (potentially salvageable).

Though powerful, Vorano is not really a threat to the characters unless they attack it. Otherwise, the PCs must succeed on a DC 12 Charisma (Persuasion) check to get the quietly weeping construct to pay them any mind, as it is usually lost in grief. The characters might coax from it some valuable information about the nature of the Grave of the Machines. But they must do something for Vorano first: wipe out the nearby nest of gazers that occasionally harass the griefsteel. If the PCs agree, Vorano directs them to go through the Underpass (area V5) to reach the Gazer Nest (area V6).

If characters do as they are asked (or convincingly claim to have done so), the griefsteel provides the following information to them, which is all it is willing to do before returning to its lamentations.

- The Lost City is the uppermost region of the Grave of the Machines. It is full of dead or half-dead machines, most of which have forgotten their purpose. Vorano calls it a scrapyard of the lost.

Reservoir, page 31

In addition to a couple of ancient languages, Vorano has picked up Common by interacting with previous adventurers who came through, and thus can speak with the PCs (if they can persuade it to speak at all).



Griefsteel (CR 12), page 182





Ravage bear (CR 3),
page 227



Iron flesh, page 49
Eye of mental contact,
page 71



Gazer (CR 1/8),
page 176

If the PCs don't wait to observe the birth of a new gazer, they still witness the event if they enter combat with the constructs, during which a new gazer is born every 1d4 rounds.

- Accessing the deeper levels of the Grave means entering the Peerless Wheel (Vorano points with a manipulator vaguely in the Wheel's direction). The griefsteel cautions that even if PCs find a way to access the Wheel, jumping on and off can be dangerous.
- The Reservoir is drowned. Once it contained fresh water, but strange water-adapted entities native to "another star" have claimed it. Now that the Grave of the Machines has been breached from the outside, Vorano suspects the being called Origin of wishing to extend her area of influence.
- Two other major regions exist, each accessible only by the Wheel. Vorano says one is a factory, and the other is a weapons depot containing the most dangerous thing in existence, so it's probably best to stay clear of there.
- If Umeli is still part of your game, it's possible that Vorano saw her, but only in passing.

V5. UNDERPASS

READ ALOUD

A structure hundreds of feet long, composed of dozens of massive white cubes, is raised up on 20-foot-tall stonelike columns, elevating the structure's bulk over the ruins. A 15-foot-wide lane snakes under the edifice.

The Underpass is a lightless tunnel walled in by compacted wreckage. The tunnel wends several hundred feet until it exits on the opposite side. Characters could elect to climb over the tortuously shaped elevated structure

(which doesn't seem to have any entrances), requiring a DC 13 Strength (Athletics) check to avoid falling from a height of about 80 feet.

If PCs traverse beneath the Underpass, they encounter three eyeless, bear-like predators with two massive saber-like teeth, called **ravage bears**, that have managed to make their way up there from the Reservoir level. The creatures were drawn up by the presence of meat-filled adventurers who have lately begun picking through the ruin. Perfectly adept in darkness, they attempt to gain surprise with their initial attack.

If PCs think to look for the ravage bear lair afterward and succeed on a DC 12 Wisdom (Perception) or Intelligence (Investigation) check to locate it in the darkness, they find a cavity dug out of wreckage. In addition to the barest remnants of several past adventurers, characters find a total of 32 loose gold pieces, some broken weapons and degraded adventuring supplies, a couple of random magic items from the surface, and an instance of **iron flesh** still partially attached to one of the dead adventurers: an **eye of mental contact**.

V6. GAZER NEST

READ ALOUD

A constant high-pitched whine saturates the area around a milky, rounded structure several dozen feet on a side. The structure looks half melted. A cloud of about a dozen levitating spherical metallic orbs, each about 1.5 feet in diameter, patrol the surrounding area.

The twelve flying orbs—called **gazers**—are hostile if disturbed. If the characters take some time to observe the gazers' behavior, they witness the birth of a new orb. Every few minutes, the whine reaches a crescendo before dropping away again. When it is loudest, a spherical metallic orb pops out of a circular orifice in the structure. The orb levitates up and joins the others.

The structure producing the gazers is effectively a machine. If PCs try to disable it, they can either attempt to smash it (AC 16, 200 hit points) or figure out how to make it stop producing orbs, which requires three

successive DC 13 **Intelligence (Arcana)** checks. If either approach succeeds, this particular gazer nest is destroyed.

V7. GLOWING TORUS

READ ALOUD

A fat, metallic ring about 40 feet in diameter lies in the wreckage as if dropped from above. Tiny clicks occasionally sound from the ring, and small yellow glows wander randomly across its surface.

Nothing untoward occurs if the PCs approach or even touch the torus. A hatch is visible and can be opened if they physically force it (AC 12, 30 hit points) or if they cause the mechanism to open on its own accord, requiring a DC 12 **Intelligence (Arcana)** check. Either way, if the hatch is opened, a flash of yellowish light requires all characters within 20 feet to succeed on a DC 11 **Intelligence** saving throw. Those who fail suffer 7 (2d6) psychic damage and are incapacitated, able to do nothing else but mutter numbers until the damage taken by the flash is healed.

The hatch opens into a cavity in the torus. Characters who crawl inside can discover an **astute weapon nodule**, a **bridge builder**, and a **clean bright**.

V8. EXPLOSIVE AFTERMATH

READ ALOUD

The lane through the wreckage skirts a crater-like cavity over a hundred feet wide and probably about 30 feet deep. The edges of a buried bright red structure are revealed at the crater's nadir. A ragged hole in the scarlet structure's side is a potential entry point.

PCs who wonder about the crater's origin can easily imagine that a massive detonation occurred here previously. Safely descending the crater wall is a DC 10 **Strength (Athletics)** check; those who fail slip on a loose piece of wreckage, slide down the rest of the way, and land prone next to the ragged hole in the structure's side.

What wasn't visible from the crater's rim is that the broken structure is leaking a glistening residue of clear slime. Those who

descend risk stepping into (or falling into) a hard-to-see puddle. The slime is inert in most cases, but if it contacts flesh or other material made from a once-living source, it detonates. Each creature within 30 feet of the detonation must make a DC 13 **Dexterity** saving throw, taking 17 (5d6) fire damage on a failed save, or half as much damage on a successful one. (Whoever caused the detonation does not get a saving throw.) The explosion ignites flammable objects in that area that aren't being worn or carried.

Whatever caused the previous explosion left several components of the red structure open for inspection. Though dangerous, attempts to salvage along its exterior have advantage. (The interior of the structure is filled with the clear slime, so PCs may wish to avoid it.)

V9. ENCAMPMENT

READ ALOUD

A couple of tents, a firepit, and several salvaged objects, some suitable for sitting, rest in the lee of a transparent cylinder that's 100 feet tall and has a diameter of 20 feet.

While exploring the Lost City, the PCs may run into other adventurers. This is the base camp for just such a crew. It's up to you whether the people who made the camp ever return. They could be dead or be facing down a dangerous threat



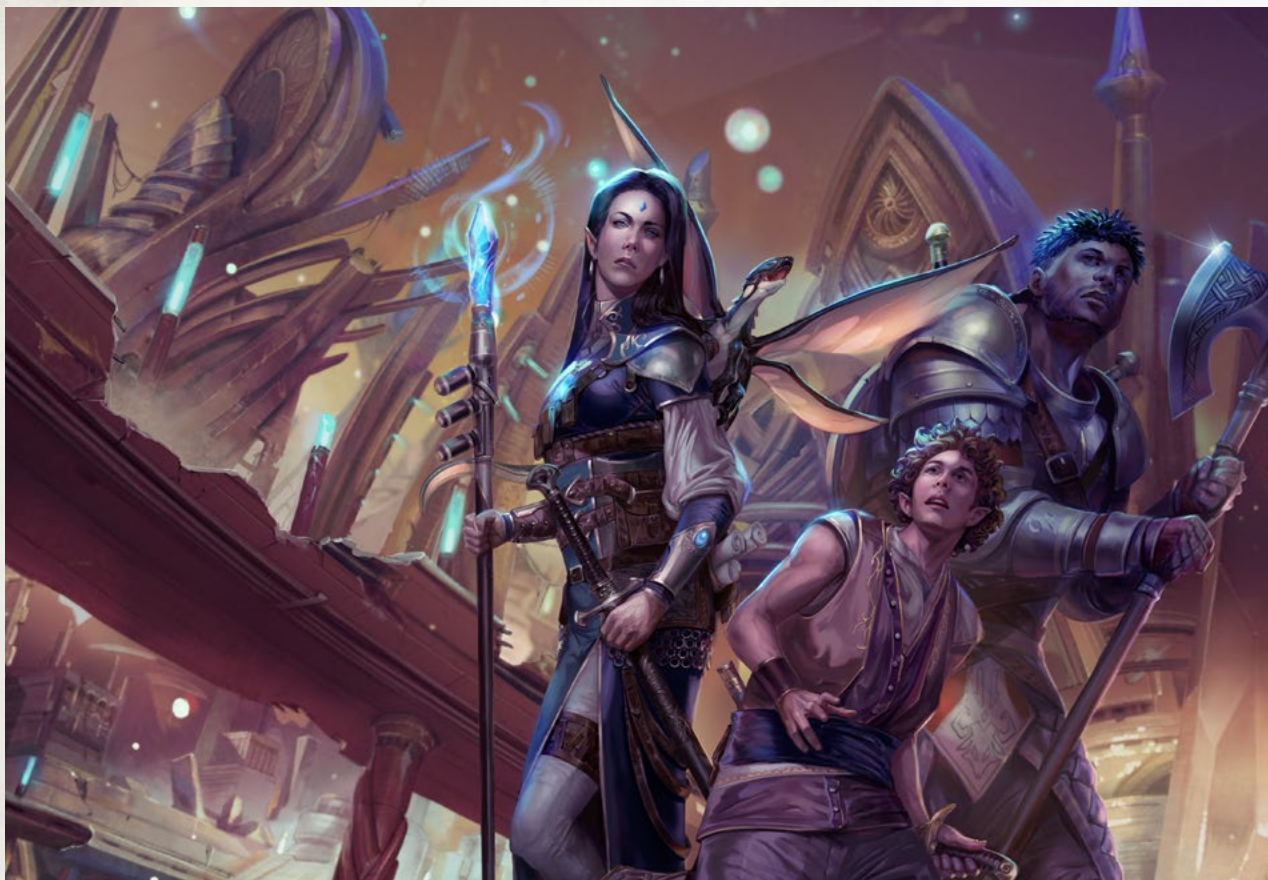
Optional Rule:
Intelligence (Ancients
Arcana), page 259



Astute weapon nodule,
page 53

Bridge builder, page 57

Clean bright, page 60



Kelimvar activated a cypher that teleported him to R5 (page 34), where he is snagged on weird growths.



Rampaging form, page 103

Redlight clip, page 104

Sheen, page 108

If this adventure is part of a larger campaign, the PCs might have had past dealings with one or two members of the adventuring company.

elsewhere in the vault (perhaps V10) even as the PCs investigate their camp. If the PCs meet this adventuring company, the group is composed of a couple of **veterans** (Alica and Moran, who are both initially suspicious of the PCs, but take their orders from Mulrani), a **priest** (Mother Calla, who seems genuinely happy to see the PCs), a **spy** (Deak, who remains a diffident enigma in regard to the characters), and their leader, a **mage** (Mulrani, cautious, but willing to be convinced by evidence as to the PCs' intentions). In the course of their salvaging, the group has discovered a **rampaging form** cypher, a **redlight clip** relic, and a **sheen** cypher, all carried by Deak.

Interacting With the NPCs: It's possible for the characters to establish a good relationship with the chance-met adventurers (especially if PCs help them out of a tough spot). In fact, this group could be a good way to share information on the Grave that the characters don't already know. For instance, the NPC group knows about the Peerless Wheel and that

it's locked. They know that some sort of key is required to gain entry, and in addition to general salvaging, that is what they've been looking for among the ruins. However, the NPC group doesn't know about the Crèche or any specifics about the other lower levels (unless you'd like to use the NPCs as a method to convey a tidbit of information about one of those areas).

If the PCs ally with the adventurers, the NPCs explain how they've lost their friend **Kelimvar**. Kelimvar had complained about dreams he'd been having about the "machine that waits." A rest period later, the man was simply gone. Of course, they'd love to get their friend back.

V10. LAIR OF THE MIRRORED BEAST

READ ALOUD

A handful of door-like openings yawn along the side of this large structure. These are unique from the thousands of other cavities staring out from the dead edifices of the Lost City, because occasional light flickers from within them.

Inside the structure are several connecting chambers, with about three containing enough working embedded machinery that the PCs could try salvaging the numenera there. One of these chambers is the source of the flickering lights visible from outside. However, a **mirrored beast** claims the structure, and considers any entity (living or machine) that enters its rightful prey.

VII. SONG OF DESTRUCTION

READ ALOUD

A series of tones emanates from the ruins of a shattered crystalline structure, creating a kind of song.

Closer examination reveals a 12-foot-tall cylindrical device with an inner cavity studded with strange devices. The sounds come from it and periodically draw other creatures to investigate; rolling on the **Grave of the Machines Random Encounters** table while the PCs are nearby is reasonable.

A successful DC 10 **Intelligence (Arcana)** check reveals that the device has some kind of medical function, able to “upgrade” a creature that enters and activates it. If a PC enters, the machine activates, sealing the character inside the device (AC 15, 50 hit points). The PC is restrained while tiny mechanical arms whirl about them, performing a surgical procedure so fast and so well that the character hardly feels it. If the process goes to completion, about three rounds later the PC is ejected, now wearing **iron flesh** known as a **song nodule**.

Explorers could instead choose to **salvage** the device, which renders it nonfunctional. But with a successful DC 12 **Intelligence (Arcana)** check for their salvage attempt, they recover the song nodule. Of course, they’ll have to find a way to install it themselves, should one of them wish to implant it.

VII. END OF THE ROAD

READ ALOUD

The lane through the wreckage ends at the foot of an immense machine with a wide, plow-like face wedged into a mass of greenish debris. The machine occasionally shudders and buzzes, but seems stuck.

The gargantuan machine—called a **mender**—is stuck at the end of a lane of its own making and has been immobile for several thousand years, if not far longer. However, it’s not dead yet. PCs have a few options, including ignoring the machine and going on their way, attempting to salvage it for numenera, or trying to free it.

If the PCs attempt to salvage the mender, the restrained machine defends itself with a massive clawed pincer that extends from the bulk of its body. If they try to free it, they’ll have to get the machine to trust them or it defends itself just as if they were attempting to salvage it. Gaining its trust requires that the PCs succeed on a DC 13 **Wisdom (Persuasion)** check with disadvantage; if they figure out how to speak its machine language, they have advantage on the check.

If PCs free the mender and are able to talk to it, it grants them one favor. That favor could be to show them to an interesting location, or possibly to clear the way to a blocked secondary passage leading down to Colony Transport Sublevel 2 (which is what it calls the Reservoir) without having to use the “compromised transport hub” (the Peerless Wheel). The mender has a very simple and focused consciousness, and doesn’t really know the history of the Grave of the Machines (what it calls the “Colony Transport.”)

Menders have basic automaton type five stats (Arcana of the Ancients, page 248), with the addition of a burrow speed of 10 feet. When burrowing, they leave behind a lane through wreckage in a manner visible all across the Lost City.

Mirrored beast, page 73

Grave of the Machines Random Encounters, page 12



Optional Rule: Intelligence (Arcana), page 259

Iron Flesh, page 49

Salvaging, page 39

Song nodule, page 84



Sealed door: AC 20, 100 hit points; ignores damage from nonmagical or non-energy sources

Universal key, page 84

Characters could use knock on the sealed door; however, PCs who succeed on a DC 11 Intelligence (Arcana) check learn that doing so will trigger something. If they use the spell anyway, it suppresses the lock on the door for ten minutes, but the characters are subject to retaliation as described under Retaliatory Defense System (page 40).

Surk, page 76
Factory Floor, page 39

If the PCs successfully salvage the mechanism inside the dome, the mist stops for a few hours.

V13. WHEEL DEPOT

A cleared lane leads to the western wall of the vault, a pitted vertical expanse that features an obviously marked **sealed door**. A nearby control surface has been locked down, making the door difficult to open. A character must succeed on a DC 22 Intelligence (Arcana) check to open the door; however, a character who beats a DC 11 learns that this door can be opened by an object known as a **universal key**.

If the door is opened, a short, metal-tiled corridor beyond leads to the Wheel Depot.

READ ALOUD

The metal-tiled corridor opens into a wide lobby-like space. Illumination shines through the western wall, which is one great pane of transparent material looking out over a void. A colossal wheel-like structure, self-illuminated by countless tiny points of light, is visible through the pane.

If the characters move right up to the transparent pane, they see that the structure is a metallic disc hanging vertically in the void, slowly rotating. Most of the disc's expanse lies below this level; only its topmost portion, rising in a wide curve, is visible through the pane.

An opening in the pane in the western wall leads into the void that contains the disc. The opening leads to a half-bridge sticking out into the void, providing characters with a literal jumping-off point for gaining access to the Peerless Wheel, as described in chapter 2.

V14. HISSING DOME

READ ALOUD

Mists seep from a dome that is partially buried under a collapsed structure. The dome is cracked, but mostly whole. The mist is thick, covering the rubble and the cleared lane in a roiling white carpet for dozens of feet in every direction.

Curious explorers can easily look into or enter the dome through one of the cracks that is wide enough to allow a Medium creature to pass. Inside, fire flares from a massive contraption that is obviously half broken; from one its severed pipes, the mist pours.

The mist has no effect on machines.

Breathing creatures exposed to it may be affected if they spend more than a minute within 50 feet of the dome, or immediately if they enter the dome. Such creatures must succeed on a DC 12 Constitution saving throw. On a failed save, a creature suffers two levels of exhaustion; however, all Intelligence and Wisdom checks, saves, and attacks have advantage for one hour. A creature that remains in the vicinity must continue to make saves once every 1d4 minutes. Exhaustion levels can accumulate, but the benefit to stats does not. (On a successful save, neither the benefit nor the penalty is gained.)

V15. THE CLAW

READ ALOUD

An artfully shaped tower rises from the wreckage in a curve several hundred feet high, like the claw of some fantastically immense beast.

Entering the "claw" is easy enough through the many gaps and holes beneath the layer of wreckage from which it sprouts. Empty corridors and metallic stairs wend through its ruined interior—empty except for a group of four **surk** that have made their way up from the **Factory Floor** and claimed several floors of the claw as their own. The surk here are nervous around living creatures like the PCs, but diplomacy could turn a fight into a pact of mutual nonaggression. These surk are not interested in outright alliance, but if the PCs tell them something interesting they've discovered on this level, the surk tell the PCs how to move deeper into the Grave of the Machines, using the depot at V13.

V16. MERKADIAN POOL

READ ALOUD

A section of the ground roughly 100 feet in diameter has collapsed, forming a crater about 50 feet below the level of cleared lanes that converge here. A pool of glowing nacreous fluid fills the crater's nadir.

The pool is 20 feet deep in the middle and about 30 feet wide. The fluid is all that

remains of a mechanism that once filled a tower that previously stood here. Machines steer clear of the crater, because the too-small-to-see constituents of the fluid have disquieting effects on them.

If the PCs show interest in the fluid, what previously seemed like just a piece of wreckage lurches into motion. It is an apparently dead humanoid clutching a sword crusted with all manner of the numenera, a type of being known as a **Merkadian soldier**. This one is named Forthus, and he's unique.

Interacting With Forthus: Forthus is bold, but confused because his memories are scrambled. He's friendly and outgoing, though he knows he can't remember much. It doesn't make him shirk from contact; Forthus hails the PCs in Common. (He was using his Stealth Field to blend into the surrounding rubble.) According to Forthus, he was an explorer like the PCs, but fell into this pool. Now he spends his days trying to remember his past while also trying to fend off memories that are not his. He also tells PCs to stay away from the pool unless they want to end up like him. He doesn't know too much about the Grave of the Machines, other than that he came here to make a name for himself.

The Pool: If an inert object or piece of wreckage is cast into the pool, a few rounds later it crawls or staggers forth with a brief pseudo-life given to it by the properties of the liquid. Such conferred animation usually lasts for only a few minutes. If a machine creature enters the pool, the fluid essentially acts like acid, inflicting 27 (5d10) acid damage per round of contact.

If a living creature bathes in the pool, it must succeed on a DC 13 Constitution saving throw or seem to dissolve and wash away. However, the creature is reconstructed

in the pool as a new Merkadian soldier over the next ten minutes, gaining an extension of the pool described as a "Cursed" Blade. PCs who undergo this process also gain the abilities, actions, and reactions of a Merkadian soldier. Those who can't find some way to renew themselves (such as with powerful restorative magic) gradually lose all sense of themselves over the next seven days.

V17. SLIMED PORTAL

READ ALOUD

An irregular, wavelike façade rises from the rubble, about 30 feet wide, 20 feet high, and 3 feet deep. A perfectly circular empty darkness, about 10 feet in diameter, is set in the façade's face. Greenish-yellow slime seeps from the emptiness. A rank stench emanates from it.

Perhaps not unexpectedly, the circle of empty darkness is a planar portal, leading to a closed artificial dimension thousands of feet across. Lightless but not airless, what seems like the essence of pure rot resides there in a lake of slime hundreds of feet deep. The portal opens only a handspan above the level of the slime lake. Sometimes, ripples made by objects beneath the surface (which are not immediately identifiable) cause some of the greenish-yellow slime to slop through the portal.

If nothing else, this portal is a great place to toss unwanted objects or trash.

Creatures that fall through the portal into the slime are soon pulled under by the viscous substance, even if they can swim; they must succeed on a DC 10 Strength check each round to stay on the surface. However, every ten minutes of struggle in the slime incurs one level of exhaustion.



Merkadian soldier
(CR 1/4), page 199

The lake of slime could be a component of a waste disposal system once used by the Grave of the Machines. Alternatively, it could be the remnant of a vast creature that was reduced to necrotic slime.



PEERLESS WHEEL



*Peerless (CR 5),
page 214*

*Detonation of
desiccation, 63*

Origin, page 31

Reservoir, page 31

*Binding integrator,
page 82*

Thayusa Kor, page 11

The Peerless Wheel is a massive, partially inhabited disc vertically rotating in a void wide enough to contain it (with about 75 feet of clearance on either side). Most characters will first encounter the void and the rotating disc via the Wheel Depot (V13) described in the previous chapter. Those who pass through the depot come out onto the fixed docking bridge (P1).

If explorers want to access lower levels of the Grave of the Machines, and if they don't have reliable means to climb or fly down to lower entrances, they'll have to use the

spinning disc. (Its interior regions are worth some exploration themselves, assuming each instance of Peerless can be dealt with.) By doing so, they might be able to find other access points similar to the docking bridge that line up with other wheel depots providing access to deeper levels.

P1. FIXED VAULT BRIDGE

READ ALOUD

The rumble of a massive machine fills this void, emanating from a vertical metallic disc, easily the size of a small city, that slowly rotates. A bridge-like arch—about 30

INTERACTING WITH PEERLESS

The Peerless Wheel is under the ownership of **Peerless**, an entity that considers itself an individual being despite the fact that it is distributed across several hundred machine instances. Peerless isn't interested in allowing other creatures to share what it considers its property (the disc).

Anytime the PCs meet a new instance of Peerless, its initial posture is hostile, and it moves to intercept intruders. In a metallic, booming voice, it warns the characters to leave (most instances have learned at least one language that the PCs speak), stating that they are not welcome on the Peerless Wheel. Characters who try to negotiate could end up getting some information from a particular instance, though the fact that it is merely an instance of a distributed being may not become clear until they meet additional instances later. The thing is, not every instance of Peerless knows what every other instance knows. They can coordinate only if they are within 120 feet of each other, and even then, one instance may disagree with another (though that's rare).

After the third or fourth such meeting, news of the PCs' intrusion into the Grave of the Machines (and the Peerless Wheel in particular) spreads widely enough that Peerless develops a new strategy: offer the characters

a chance to work together. That's an unusual move; Peerless doesn't normally believe in accepting help, but it could make a temporary exception for the PCs, offering them a chance to destroy **Origin** in the **Reservoir**. Peerless indicates that although the fluid in the Reservoir is special, in that even non-aquatic creatures can breathe it, the material is anathema to its instances.

If an instance offers the PCs the deal and they accept, Peerless provides a direct route through the corridors of the Wheel to the access leading to the Reservoir Bridge, as well as an instance to serve as a guide. In this case, Peerless provides PCs with a **detonation of desiccation**. (If the PCs make no deal with Peerless, arrange for them to find a detonation of desiccation while adventuring on the Wheel.) If the PCs agree to destroy Origin but fail to do so, they'll have to convincingly lie to Peerless to move through its disc a second time.

Lastly, any given instance of Peerless has about a 5 percent chance to have a relic called a **binding integrator**. The instance has been attacked by strange machines it couldn't infect with its own mind, which tried to steal the relic from it, but it could learn nothing from them before rendering them inert. In truth, the thieving machines were sent by **Thayusa** (or maybe Umeli of the Nine Hands, if she's part of your game).

feet long and 25 feet in diameter—extends from the transparent wall to the east, from an opening leading back to the Lost City.

The great disc (the Peerless Wheel) rotates vertically without apparent support. The vertical walls of the great void containing the disc are composed of a glassy, stonelike material that is almost perfectly smooth and flat, which means it can't be climbed by mundane methods. A fall from this part of the void leads to a plunge of well over 2,000 feet.

At various places lower down on the eastern wall of the great void, additional fixed half-bridges jut out (though because it's dark, the PCs probably can't see them from this height). The geometry of the wheel is such that the same rotating vault half-bridge (P2) that lines up with this fixed bridge (P1) does *not* line up with any of the other lower fixed bridges. Instead, separate rotating vault half-bridges (P15, P16, and P17) on the face of the disc (and accessible from passages in the disc's interior) line up with the other fixed bridges (R1, F1, and C1) each revolution, though never simultaneously. Each rotation takes about twenty minutes to complete, though that varies depending on the distance a particular bridge is from the disc's hub.

P2. ROTATING VAULT BRIDGE

About every twenty minutes, a matching half-bridge rotates into view, projecting horizontally outward from the rotating disc's surface.

READ ALOUD

An arching span attached to the rotating disc curves into view, moving to close the gap between the half-bridge extending from the wall of the great void.

The half-bridge attached to the rotating disc comes close to lining up with the fixed bridge, but a considerable gap remains, even when the two are at their closest. This imperfect match lasts only a couple of rounds.

Someone on the fixed side of the half-bridge would have to jump horizontally about 15 feet to land safely on the rotating half-bridge. Everyone trying a running

long jump must also succeed on a DC 11 Dexterity (Acrobatics) check to not roll off the half-bridge upon landing.

Anyone who spends more than a minute on the rotating half-bridge discovers that they must keep progressing around its 25-foot diameter circumference to stay on top of it as the massive Wheel revolves. As long as a creature can move, it can avoid falling off.

Corridors and chambers within the Peerless Wheel have no set orientation in regard to floor, wall, or ceiling.

Wheel Interior Access: At the base of the half-bridge, a perfectly circular cavity 20 feet in diameter provides access to the immense disc's interior. A tunnel tiled with metallic plates is visible beyond.

Navigating the Wheel: Most of the disc interior is solid machinery; only a few main corridors (20 feet in diameter) snake through it. Because the whole disc is gradually rotating, orientation is constantly changing within the open tunnels and chambers. The instances of Peerless within have learned to adapt with variable adhering foot pads, allowing them to walk on walls and ceilings that served as the floor a few minutes ago. Characters will probably have to be more careful.

To evoke this constantly changing orientation without the hassle of tracking it round by round, you can do two things.

First, if characters treat even what seems like a regular flat corridor as difficult terrain, they can move slowly enough to move about a corridor rotating around its long axis. If the corridor is about to rotate end over end (which means the tunnel becomes a pit, before becoming a tunnel again, and so on), they can usually find an alcove or branching corridor to move to.

Second, occasionally ask a random PC to succeed on a DC 10 Dexterity (Acrobatics) check. If they fail, the character slips, slides, or even falls a bit as the rotating corridor momentarily proves beyond their ability to counter. Usually, this doesn't lead to damage, but if the character rolls a natural 1 on their

Walls of the void:
AC 18; 30 hit points
per square foot

Though the Peerless Wheel is lit, it is only bright enough to reveal its own outline. The sides of the encompassing vault are lost in darkness, and the PCs can't automatically see the docking bridges of lower levels that are hundreds or, in some cases, a thousand or more feet below them.



GM Intrusions,
page 268

Cypherid (CR 2),
page 161

Grave of the
Machines Random
Encounters, page 12

Non-keyed encounters,
page 12



Oddity, page 126

Cypher, page 40

Relic, page 45

check (or if the GM introduces it as a **GM intrusion**), the character must then succeed on a DC 13 Dexterity save or fall 4d10 feet.

Smaller passages, each only about 4 feet in diameter, thread throughout the Peerless Wheel but are not shown on the map. If the PCs investigate these, **non-keyed encounters** are possible, or the passages may simply prove a confusing maze leading to many dead ends and an infestation of small constructs (called **cypherids**) composed of disparate devices and metallic junk that clamber, slide, or trundle along on multifarious limbs.

Each time the characters spend more than an hour in one area, make a really loud noise, or face some other difficulty (like falling from a height), decide whether to roll on (or choose from) the **Grave of the Machines Random Encounters** table. An instance of Peerless is always more likely to be encountered than any other result, so it's almost always fine to make that substitution.

Salvaging in the Wheel: Unless otherwise indicated, each time the characters find a new keyed area within the disc, there should be an opportunity to salvage one random item of the numenera as is described under **Salvaging in the Vault**, except use the Wheel Salvage Results table. The Wisdom (Perception) or Intelligence (Investigation) check DC for salvaging in the Wheel is 12.

WHEEL SALVAGE RESULTS

d6	Result
1	1 oddity
2–3	1 cypher
4–5	1d4 cyphers
6	1 relic

P3. EMPTY CHAMBER

READ ALOUD

This cube-like chamber is about 60 feet on a side, containing all variety of machinery embedded in the walls. The machinery looks rusted and nonfunctional. Debris slowly tumbles through the room as the entire chamber rotates with the surrounding disc.

Several chambers in the Wheel are keyed to this entry. Nothing much is found in these rooms, and **salvage** checks have disadvantage. Even if the PCs are successful, they find only one item on the Wheel Salvage Results table.

Every keyed chamber and unkeyed passage in the Peerless Wheel slowly rotates end over end.

P4. DEFUNCT ASSEMBLY CHAMBER

READ ALOUD

Tiny dots set in all surfaces of this chamber provide bright light. Roughly 60 feet to a side, the cube-like chamber contains an array of mechanisms embedded in the walls. A central cavity in one wall extrudes several dozen metallic tendrils, each long enough to reach anywhere in the room. The tendrils occasionally twitch.

Several chambers in the Wheel are keyed to this entry. Characters find these rooms a rich source of potential salvage, from which they can liberate 1d4 + 1 results on the Wheel Salvage Results table. However, the moment any creature attempts to salvage, the metallic tendrils animate and try to grab and immobilize characters in the chamber who fail a Dexterity saving throw each round. Those who fail are held immobile until the end of their next turn. To shut down the tendrils, a character must succeed at a DC 13 *Intelligence (Arcana)* check, then spend a few rounds (when they are not being held immobile) operating the control surfaces.

Characters who succeed on a DC 15 *Intelligence (Arcana)* check could attempt to use the control surfaces to make the tendrils create an object, though what that object might be isn't immediately clear. If the PCs do this, assembly takes 1d4 hours and produces a random relic. Each particular assembly chamber has enough parts to create a new object once (at most).

A defunct assembly chamber is 20 percent likely to contain an instance of Peerless, which takes offense at the PCs' attempt to harvest materials (or use the machinery) from this area, which it has claimed.

P5. INCOMPATIBLE UNIT STORAGE

The entrance to this area is sealed. A nearby control surface allows someone who succeeds on a DC 11 *Intelligence (Arcana)* check to open the door. However, they have to beat a DC 15 to avoid setting off an alarm that brings an instance of Peerless to investigate within a couple of rounds.



Optional Rule:
Intelligence (Arcana), page 259





*Disassembler (CR 5),
page 167*

*Spawn New Instance,
page 214*

*Interacting with Peerless,
page 22*



*Basic automaton, type
three (CR 2), page 247*

Turret: AC 15, 90 hit
points. **Heat Beam.**
Ranged Weapon Attack:
+8 to hit, reach 100 ft.,
one target. Hit: 21
(3d10 + 5) fire damage.



*Grey sampler (CR 4),
page 181*

READ ALOUD

Roughly 60 feet to a side, the cube-like chamber is lit by tiny dots of light that provide only dim light, barely illuminating a collection of inert mechanisms and strange objects set in cradles along one surface.

Oddly enough, some machines are more resistant to infection by Peerless's **Spawn New Instance** ability than living things are, due to some inner defense. All such entities that **Peerless** has encountered and defeated it stores in this chamber, awaiting study to determine how it can improve its ability to infect such holdouts.

The inert mechanisms are a source of potential salvage, from which the PCs can liberate 1d4 + 1 results on the Wheel Salvage Results table. Alternatively, they could try to reactivate one of the inert machines to learn more information. PCs can choose from several options, including simple spheres, cubes with tracks or spidery metallic legs, and even a few humanoid-like models. Whichever they choose, activating a machine requires a power source—the sacrifice of an unused cypher—paired with a successful DC 13 Intelligence (Arcana) check. Treat each repaired mechanism as a **type three basic automaton**.

If the PCs succeed, a defense panel in the ceiling opens, revealing a fixed **turret** that preferentially targets the reactivated mechanism. If the PCs save the mechanism, it becomes an ally and follows them. It has no language, but it may help the PCs out in later parts of the adventure.

P6. MALFUNCTIONING NEXUS

READ ALOUD

About 60 feet to a side, this cube-like chamber is erratically lit by occasional sparks of purple energy arcing from mechanisms embedded in the walls. Debris is scattered haphazardly, sliding and banging about as the chamber slowly rotates.

Several chambers are keyed to this entry. In each, the broken machinery is a source of potential salvage, from which the PCs can liberate 1d4 + 1 results on the Wheel Salvage Results table. However, any failed salvage

attempt inflicts 7 (2d6) lightning damage from the malfunctioning mechanisms.

A malfunctioning chamber is 25 percent likely to contain a hovering, 8-foot-tall construct with six spindly metallic arms, glaring green lights, and mechanical protrusions called a **disassembler**. The disassembler isn't willing to share the bounty with PCs who want to salvage. On the other hand, if the characters can destroy a disassembler, Peerless takes note and may decide to work with them (or not try to turn them into new instances of itself—at least, not right away).

P7. SINGULARITY CHANNEL

READ ALOUD

Roughly 60 feet to a side, this brightly illuminated cube-like chamber contains only a single feature: a shimmering transparent sphere about 20 feet in diameter, hovering at the chamber's center. All the colors of the rainbow and then some refract through the sphere, which appears empty.

Several chambers are keyed to this entry. If a creature touches the sphere, they must succeed on a DC 13 Dexterity saving throw or be drawn through the wall of the amorphous sphere, then randomly transported to another chamber keyed to this entry, appearing inside the sphere in that chamber. A PC so transported has one round to succeed on a DC 11 Strength (Athletics) check to break free of the sphere, or they are randomly transported to a new chamber keyed to this entry. Usually, multiple transporting creatures or objects do not collide even if they end up in the same chamber.

There's a 30 percent chance that a **grey sampler** or two—flying automatons about 10 feet in diameter with specialized mechanical limbs designed to harvest living flesh—hovers near the sphere in a chamber where a PC appears, just in case something comes through the singularity channel. In this case, the grey sampler “pops” the bubble-like sphere and tries to sample the character in question.

P8. SHIMMERING POOL

READ ALOUD

Tiny dots set in all surfaces of this chamber shed bright light. Roughly 60 feet to a side, the cube-like chamber contains a raised basin about 12 feet in diameter, in which a shimmering liquid slowly roils. Curious devices stud the basin's sides.

Despite the slow rotation of the room, the apparently liquid contents of the pool remain safely contained. The material is not a true liquid, infused as it is with strange energy. This becomes apparent to anyone who touches the pool, which inflicts 14 (4d6) force damage.

A character can attempt to salvage the controls set in the basin, and if successful, they may recover two items on the [Wheel Salvage Results table](#). Alternatively, if a character succeeds on a DC 15 Intelligence (Arcana) check, they can manipulate the fluid to produce a shimmering garment that can be used as [energy armor](#). The shimmering pool can produce a single energy garment before being depleted.

The pool has other potential uses, up to and including recharging a burned-out cypher or relic, which requires a successful DC 15 Intelligence (Arcana) check. This also depletes the pool.

P9. PEERLESS REPAIR

READ ALOUD

Approximately 60 feet to a side, the brightly lit cube-like chamber contains an array of mechanisms embedded in the walls. Several somewhat-humanoid-shaped mechanisms are set into shaped alcoves in the walls, all in various states of disassembly.

Several chambers are keyed to this entry. Any given chamber features 1d4 + 1 broken automatons, each in their own shaped wall alcove. A similar number of alcoves in each chamber are vacant.

If the PCs have previously encountered an instance of Peerless, they recognize the inert automatons in the alcoves as additional instances of the same entity. Each one is slowly being repaired, and at the

time of the characters' visit to the chamber, there is a 15 percent chance that an instance of Peerless will come online.

If a character puts themselves into one of the alcoves, they must make a DC 13 Constitution saving throw or be affected as if successfully attacked by Peerless's Spawn New Instance ability.

Otherwise, the chamber is full of potential [salvage](#), from which the PCs can liberate 1d4 + 1 results on the Wheel Salvage Results table.

P10. SABOTEUR'S HIDEOUT

The entrance to this area is sealed. A nearby control surface allows someone who succeeds on a DC 13 Intelligence (Arcana) check to open the door. A success that would beat a DC 15 allows the PC to discover that an alarm system built into the door has been disabled and bypassed. (Thus, even on a failure, no alarm is sent to Peerless.)

If a character opens the door to this chamber, a goodly amount of fizzy fluid sloshes out, potentially knocking the PC away from the entrance. This could be dangerous or just soak the character, depending on the rotation orientation of the corridor behind them. Ask the character to make a DC 10 Dexterity (Acrobatics) check. If they fail, the unexpected fluid discharge dislodges them.

READ ALOUD

Fluid fills most of this 60-foot-square chamber, hazily illuminated by tiny dots of light set in the walls. A hive of membranous tissues hangs in one corner.

Four entities from the Reservoir known as [neonates](#) have secreted themselves in this chamber, using it as a staging ground for their counterattack against Peerless. Neonates are individuals, unlike instances of Peerless, but all the ones here are direct descendants of [Origin](#), which means they're all generally in agreement about their need to degrade and destroy Peerless.

However, they are initially hostile to anyone who intrudes into their safehouse, regardless of whether the PCs regard Peerless as a foe.



Salvaging, page 39

Wheel Salvage Results table, page 24

Energy armor, page 83

Neonate, page 75

Origin, page 31

Humans who spend a round getting acclimated and who succeed on a DC 11 Constitution saving throw can breathe the fluid in this chamber. The PCs may decide simply to leave well enough alone and close the door, but the neonates follow after to eliminate them, concerned that the intruders will tell Peerless about them. This is especially true if the PCs are traveling with a guide supplied by Peerless.

If the characters investigate the membranous nest drowned in the fluid filling this chamber, they discover a **liquid transfer orb** relic, plus several as-yet-unhatched egg masses that will hatch to become **progenitor larva swarms** with too much rough handling.

P11. KNOWLEDGE PROCESSING NODE

READ ALOUD

This 60-foot-square cube-like chamber features a flickering yellowish column of light in which an object roughly 20 feet in diameter levitates. The object is solid and geometric, but the number of faces it displays constantly changes.

Several chambers are keyed to this entry. Characters able to access invisible machine languages (essentially, telepathy that some machines are able to use) can detect a blaze of “noise” coming off the levitating device. Touching it or otherwise attempting to talk to it using an invisible machine language provides the possibility of a connection; however, creatures that are not machines must succeed on a DC 12 Wisdom saving throw or suffer 13 (3d8) psychic damage (or 3 psychic damage with a successful save). On a success, the character gains a bit of useful knowledge of the GM’s choosing about the Grave of the Machines or anything related to the Ancients, then the connection lapses. Characters can try again, but doing so greatly increases the chance of permanently damaging their minds. Each time a character tries to use this or a similar device in another chamber keyed to this entry, the Wisdom saving throw DC increases by +2.

There’s a 30 percent chance that a predator known as an **imusten crawler** lurks nearby, hiding in embedded



*Liquid transfer orb,
page 87*

*Progenitor larva swarm
(CR 1/4), page 221*



*Imusten crawler
(CR 6), page 187*



machinery along one wall. (An imusten crawler is a horrific worm-like creature whose subtle venom induces victims to secrete a numbing gel that not only holds them in place but also drowns them from the inside as their lungs fill with fluid.) It preferentially targets creatures that have gained an insight from the knowledge processing node.

Peerless is not hooked into these nodes, but considers it a project for a future date to consolidate whatever system lies behind it.

P12. DISC MACHINERY

READ ALOUD

This 60-foot-diameter, 20-foot-wide disc-shaped chamber is vertically aligned with the revolution of the entire Wheel. A variety of crystal and metallic mechanisms pump and shudder on both circular side walls, making a deep buzz. Several small metallic constructs scurry along the curving floor, making minor adjustments to the mechanisms with long, spindly arms.

Several chambers are keyed to this entry. The PCs could attempt to salvage from the mechanisms set in the walls, but doing so is dangerous. First, they must defeat the $1d4 + 2$ small metallic constructs (with **type one basic automaton** stats) that rally to the defense. Next, each salvage check requires that the PCs make a DC 13 Dexterity saving throw to avoid being struck by a moving mechanism and taking 7 (2d6) bludgeoning damage. If a subsequent salvage check is successful, the PCs recover two items from the **Wheel Salvage Results table**.

However, each time the PCs successfully salvage in a chamber keyed to this entry, the entire Wheel jerks and lurches; the salvage degrades the ability of the Peerless Wheel to spin by about 20 percent. If the PCs salvage other chambers keyed to this entry, they can further degrade the Wheel's ability to rotate. If they degrade the Wheel by 60 percent, it stops rotating entirely. If they degrade it 100 percent, the Peerless Wheel drops out of the air in the great void in which it is suspended, falling a couple of hundred feet, and is destroyed. Most things in it are also destroyed (or killed, if alive).

As expected, instances of Peerless notice any degradation of rotation. They send instances to repair the damaged disc machinery chambers and find those responsible.

P13. SCREENS OF DESIRE

READ ALOUD

Flat panels on 2-foot poles are positioned in various locations about this 60-foot-square cube-like chamber. A few of the panels flicker with light, but most are dark, and some are also loose, clattering about the chamber as it rotates.

The active panels may react to language; they sometimes show an image that somewhat resembles objects mentioned by anyone speaking aloud in the room. However, the image is usually blurry and not quite right.

Control surfaces are set near each panel. If the PCs succeed on a DC 13 **Intelligence (Arcana)** check with the controls, they materialize an object shown on the panel in the nearest open space. If they beat a DC 17 on their check, the created object is a copy of the image on the panel. Otherwise, it may have the shape of the image, but it has the stats of a **cypherid**. The cypherid could be antagonistic, or just attempt to scuttle off.

P14. AGENT OF CHANGE

The entrance to this area is sealed. A nearby control surface allows someone who succeeds on a DC 11 **Intelligence (Arcana)** check to open the door. If the PCs beat a DC 15 on their check, they determine that an alarm associated with the control has been previously deactivated, surreptitiously.

READ ALOUD

Roughly 60 feet to a side, the cube-like chamber is lit by tiny dots of light that provide only dim light, barely illuminating a collection of inert mechanisms and strange objects set in cradles along one surface.

This chamber is similar to P5, where Peerless stores mechanisms it was unable to affect. However, this chamber serves as a base for a strange energy creature in a



Optional Rule:
Intelligence (Ancients Arcana), page 259

Basic automaton, type one (CR 1/8), page 246

Cypherid (CR 2), page 161

Wheel Salvage Results table, page 24



Ganthanhar (CR 6),
page 175

R1. Fixed Reservoir
Bridge, page 32

If you're using the
Thayusa Kor's Secret
Agenda hook (page 11),
the ganthanhar
here is an associate
of Thayusa Kor.

Anyone who spends
more than a minute on
the rotating half-bridges
P15, P16, or P17 discovers
that they must keep
progressing around the
bridge's 25-foot-diameter
circumference to stay on
top of it as the massive
Wheel rotates. As long
as a creature can move,
it can avoid falling off.

Obtaining and Using
the Mask, page 55

F1. Fixed Factory
Bridge, page 41

mechanical suit known as a **ganthanhar**. The ganthanhar has been salvaging the machines here for its own purposes (so any PC attempts at salvage fail, should they try).

If the PCs are accompanied by a Peerless guide, the ganthanhar immediately attacks the guide. If the characters are alone, it attempts to negotiate (it knows at least one language the PCs know). It wonders if the weirdly fleshy characters would be interested in helping "uncover a great treasure of the Ancients." The ganthanhar says the PCs can call it Reconciler. If they are interested, it describes how it has been building a special key to open the treasure vault at the nadir of the Grave, using components salvaged from around the Wheel and other locations in the complex. It's still missing a couple of critical components, which it believes it may be able to find in other levels.

The ganthanhar is telling the truth in that it wants the PCs' aid; however, the great treasure it seeks is the "machine that waits" at the nadir of the Grave of the Machines. And the key it's building is something it hopes to use to control the machine once released. See **Obtaining and Using the Mask** in chapter 6.

Peerless doesn't know what the ganthanhar is up to, but it doesn't want the energy creature salvaging for parts in the Wheel. If it learns the truth of Reconciler's aims, it attempts to stamp out the entity using any and all means at its disposal.

P15. ROTATING RESERVOIR BRIDGE

About every fourteen minutes, the rotation of the Wheel brings this half-bridge, which extends horizontally out from the disc's surface, close to a matching half-bridge on the wall of the great void.



C1. Fixed Crèche
Bridge, page 54

READ ALOUD

An arching span attached to the far wall comes into view as the half-bridge attached to the great disc rotates closer, nearly closing the gap.

The matching half-bridge across the gap is the fixed reservoir bridge (R1).

A character can cross the gap when the two half-bridges are aligned (a period three rounds long) by jumping horizontally about 15 feet. Everyone trying a running long jump must also succeed on a DC 11 Dexterity (Acrobatics) check to not roll off the matching half-bridge upon landing.

P16. ROTATING FACTORY BRIDGE

About every eight minutes, the rotation of the Wheel brings this half-bridge, which extends horizontally out from the disc's surface, close to a matching half-bridge on the wall of the great void.

READ ALOUD

An arching span attached to the far wall comes into view as the half-bridge attached to the great disc rotates closer, nearly closing the gap.

The matching half-bridge across the gap is the fixed factory bridge (F1). Crossing the 15-foot gap during the three rounds the half-bridges are nearest each other is the same as described under P15.

P17. ROTATING CRÈCHE BRIDGE

About every eighteen minutes, the rotation of the Wheel brings this half-bridge, which extends horizontally out from the disc's surface, close to a matching half-bridge on the wall of the great void.

READ ALOUD

An arching span attached to the far wall comes into view as the half-bridge attached to the great disc rotates closer, nearly closing the gap.

The matching half-bridge across the gap is the fixed crèche bridge (C1). Crossing the 15-foot gap during the three rounds the half-bridges are nearest each other is the same as described under P15.

CHAPTER 4

RESERVOIR

The Reservoir lies some distance beneath the Lost City of the vault. It is essentially a massive tank half-filled with a special fluid that has several weird qualities the PCs probably never learn about, given the decrepit state of the Grave of the Machines. However, one quality is quickly apparent: creatures normally able to breathe only air can also breathe the fluid.

Most characters will first encounter the Reservoir level via the rotating reservoir bridge (P15) described in the previous chapter. Those who successfully make the leap (or otherwise arrive) land on the fixed docking bridge (R1).

OVERVIEW

The Reservoir is only half submersed; a good part of the tank is above the fluid level. Metallic surfaces rise above the fluid line, creating small islands on which various strange growths have taken root. Several living (non-machine) creatures that escaped from a long-destroyed “menagerie” level have colonized these islands, as well as the fluid itself. One of these creatures is Origin.

Reservoir Fluid: Characters probably come to this level with the knowledge that the fluid is breathable, thanks to something *Thayusa* suggested that he’d learned from earlier explorers. However, knowledge of the property doesn’t dampen a character’s autonomic responses. A character who dunks themselves in the fluid and attempts to take a breath must succeed on a DC 13 Wisdom saving throw or become frightened until they leave the fluid (or until they succeed on another save attempt if they are forced to stay submerged in the fluid).

Air-breathers who acclimate to breathing the fluid can also speak while submerged, though understanding their speech through the liquid distortion requires a creature to be within 10 feet.

The fluid has a related effect on creatures who normally breathe only underwater. After breathing the fluid for at least ten hours, a normally aquatic creature can then breathe air for several hours before having to return to water.

ORIGIN

Origin, a *progenitor*, claims this level. She can often be found in *her lair* (R17). She seeks to expand her influence further, into other regions of the Grave of the Machines. Given the difficulty in moving about the Grave without using the Peerless Wheel, this has put her in direct conflict with Peerless. Instances of *Peerless* and her *neonates* and other servitors have been fighting a simmering series of skirmishes at the edges of each other’s territory.

If explorers enter the Reservoir, intelligent creatures loyal to Origin initially assume them to be agents of Peerless, and unintelligent creatures see them as new food options. Characters who try to negotiate with intelligent creatures will find it hard going, but if they persist and eventually succeed, they may learn of Origin’s existence (if they don’t know about her already) and, if they’re crafty enough, gain a guide that will escort them directly to her. This is a good thing, as the presence of an escort may temper her from immediately attacking PCs who otherwise encounter her unannounced.



The rotating bridge is not the only way to reach the Reservoir. Some PCs may bypass the Peerless Wheel entirely by flying down or navigating an impossible climb of more than 500 feet down a surface without any traction.



*Progenitor (CR 9),
page 220*

*R17. The Heartwood,
page 38*

*Interacting with Peerless,
page 22*

Neonate, page 75

Thayusa Kor, page 11

*Grave of the
Machines Random
Encounters, page 12*

Neonate, page 75

*Salvaging in the Vault,
page 14*



Oddity, page 126

Cypher, page 40

Relic, page 45

Iron Flesh, page 49

In other ways, the fluid has characteristics similar to those of water; each foot of movement costs 1 extra foot.

Navigating the Reservoir: Once characters get the hang of breathing Reservoir fluid, their exploration of the level is not hindered by constant rotation or similar overarching issues.

Each time the characters spend more than an hour in one area, make a really loud noise, or face some other difficulty (like falling from a height), decide whether to roll on (or choose from) the **Grave of the Machines Random Encounters** table. However, 1d4 neonates are always more likely to be encountered than any other result, so it's almost always fine to make that substitution.

As noted in each room description, some keyed areas are submerged (fully filled with fluid), while others are half drowned (half filled with fluid). Half-drowned areas are usually metallic islands that rise out of the fluid, providing places that characters can exit the liquid and explore "inland."

Salvaging in the Reservoir: Unless otherwise indicated, each time the characters find a new keyed area in the Reservoir, there should be an opportunity to salvage one random item of the numenera, as is described under **Salvaging in the Vault**, except use the Reservoir Salvage Results table. The Wisdom (Perception) or Intelligence (Investigation) check DC for salvaging in the Reservoir is 13 when submerged, 11 when in air.

Specifically, each metallic island, whether it protrudes from the fluid or remains fully submerged, has one or more tunnels leading to interior mechanisms. Most of these are inert or at least their function isn't obvious, but they can be salvaged.

RESERVOIR SALVAGE RESULTS

d6	Result
1	1 oddity
2	1 cypher
3–4	1d4 cyphers
5	1 relic
6	Iron flesh

R1. FIXED RESERVOIR BRIDGE

READ ALOUD

A bridge-like arch—about 30 feet long and 25 feet in diameter—extends from the eastern unmoving wall of the void. The half-bridge ends at an opening in the wall about 20 feet in diameter. A thin stream of clear fluid dribbles from it into the void.

PCs arriving by way of the matching half-bridge on the Peerless Wheel (P15) must cross the 15-foot gap when the two half-bridges reach their closest alignment. Characters who successfully make a running long jump across the gap must also succeed on a DC 11 Dexterity (Acrobatics) check to not roll off the opposite half-bridge upon landing. A fall from this part of the void leads to a plunge of about 1,500 feet.

Usually, two **neonates** guard the entrance, lounging just inside the opening, resting in the few inches of fluid filling the circular tunnel. They attempt to push characters from the half-bridge, going so far as sacrificing themselves in the attempt.

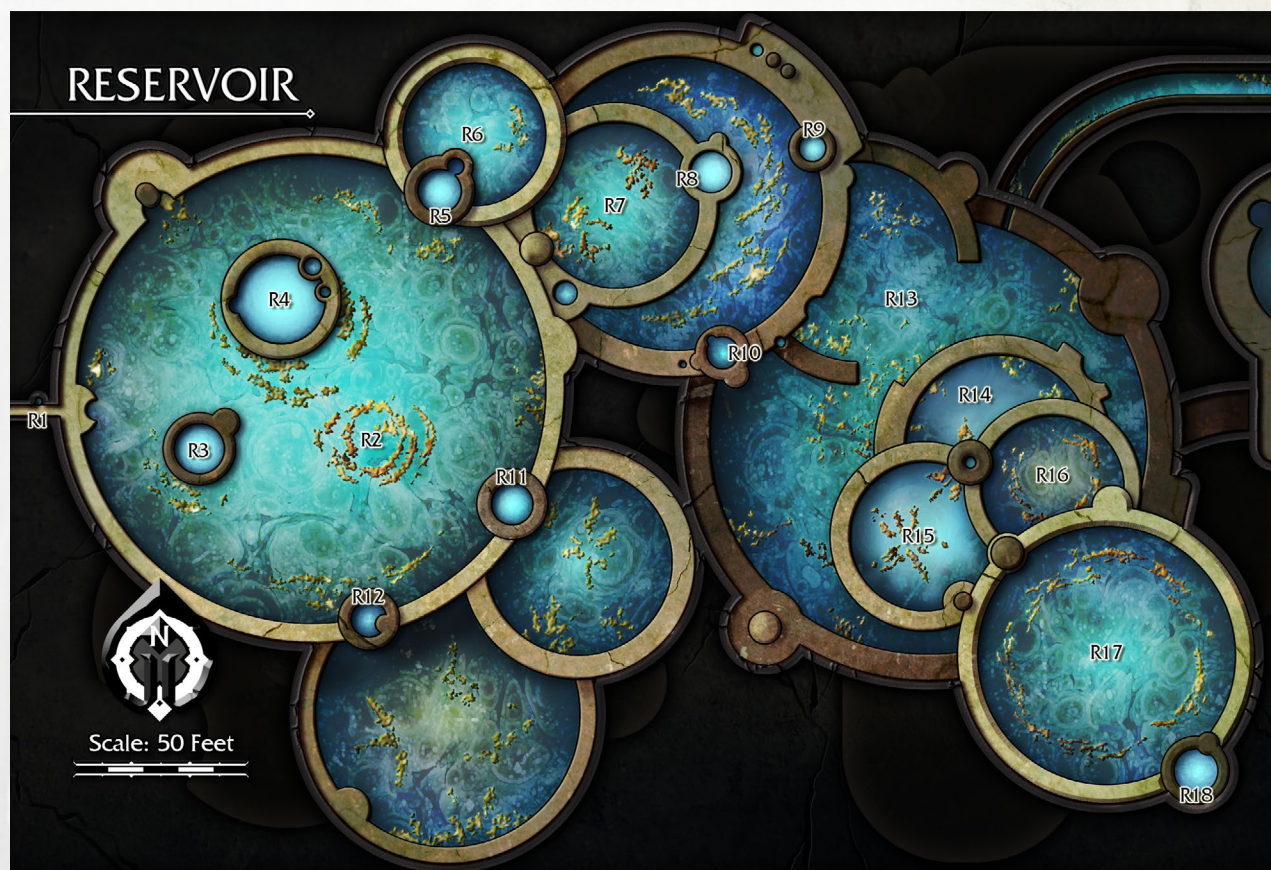
R2. RESERVOIR THRESHOLD (HALF DROWNED)

The opening in the void wall from R1 is the end of a 25-foot-diameter circular tunnel tiled in metallic plates, the bottom few inches of which is flooded in a thin stream of clear fluid flowing from the east. The fluid is tasteless and warm, but not hot. The passage moves through two valves that look like they were once sealed but now stand open. The passage continues into the much larger area of R2.

READ ALOUD

A great chamber stretches away, lit by all manner of strange glowing growths that hang in globules from the high ceiling, rise from strangely angular islands, and shine dimly up through the expanse of liquid that drowns this chamber to an unknown depth. Most visible surfaces are covered in layers of algae-like crust, tangled vines, and scurrying and crawling things of every sort.

Not far away, a number of individual creatures—people and animals—swim or wade in shallow water. Each person



is speaking, and the animals are making noises as well. It's a strange choir of babble.

Though Origin claims the Reservoir, she does not control every creature or machine that resides in it. This large chamber at the main entrance is often contested by some creature or other. Sometimes that's an instance or two of Peerless. Other times it's just predators hoping for an easy meal. That includes creatures who'd prefer to eat other living things rather than incorporate working parts from machines.

Thus, when the characters see the heads of several people and animals sticking out of the fluid not more than 30 feet from where they gaze into this chamber, it's actually the lure of a **mesomeme**. (A mesomeme is a huge crustacean with eight legs, two of which end in massive pincers, that lures victims into an ambush by waving partially animated severed heads mounted on slender, grey tendrils.)

R3. MOANING ISLAND (HALF DROWNED)

READ ALOUD

A mound rises from the top of this metallic island. The mound top is blown out, as if deformed by some kind of massive detonation. Unlike in the rest of the Reservoir, the lush growth of vines and insect-like vermin is absent from the mound. A low moaning is audible from the mound.

A partly destroyed mechanism lies within the mound, still rumbling and vibrating some 50 feet down a 10-foot-diameter shaft. It is one of three mechanisms responsible for manufacturing the fluid that makes up the Reservoir. The fact that this one is no longer functioning is the reason that the Reservoir is only two thirds full.

Climbing safely down into the vibrating, shaking cavity through the blowout on top without a rope requires a successful DC 13 Strength (Athletics) check. Anyone who brings a light down into the shaft can see that the mechanism that spins and vibrates is damaged and scored with fire. Shrapnel is everywhere.



*Mesomeme (CR 6),
page 201*

V9. *Encampment*,
page 17



Optional Rule:
*Intelligence (Ancients
Arcana)*, page 259

*Reservoir Salvage
Results table*, page 32



Jiraskar (CR 11),
page 189

Neonate, page 75

The PCs probably want to salvage the mechanism, but if they've worked out a deal with **Origin**, they may seek to repair it. Either way, PCs working on it must make a DC 11 Dexterity saving throw to avoid getting pinched by a moving mechanism and taking 3 (1d6) slashing damage. Fixing the mechanism requires specialized parts they can get by cooperating with **Origin** as well as a successful DC 15 **Intelligence (Arcana)** check. On the other hand, those who successfully salvage it can make one roll on the **Reservoir Salvage Results table**. (If PCs first salvage this mechanism, then later make a deal with **Origin**, they can still attempt to repair it, but the check has disadvantage.)

R4. PRESERVE (HALF DROWNED)

READ ALOUD

This metallic island is covered in a forest of strange growths as thick as any regular forest, but composed of polyps, fluttering webs of diaphanous tissue, flowerlike faces that slowly rotate to regard you, and quivering sculptures of slime.

This island is larger than the others, and the organic leak (R6) responsible for so much life in this chamber resulted in some dangerous threats here, including one huge monstrosity known as a **jiraskar**. The jiraskar is tired of eating the weird vegetation of the island and eagerly approaches explorers. Given the creature's challenge rating, it's a good thing that the tremors of its footfalls and the crashing of felled growths usually give it away as it charges toward wherever PCs have climbed up onto the island. The jiraskar can't swim, so if the PCs can escape back into the fluid, they should be safe.

R5. SNAGGED (SUBMERGED)

READ ALOUD

Weird growths cover every surface of this submerged chamber, especially along one wall, which contains snarls of purple polyps. A distorted sound like someone screaming buzzes from within the growths.

Two **neonates** have also been drawn to the sounds, and the PCs are potentially

surprised—or at least interrupted—by them if they investigate the noises.

The noises come from a **knight** (**Kelimvar**, initially distracted-seeming if PCs treat his exposure, but driven to discover the source of his dreams, even if it risks his own safety). **Kelimvar** is one of the group of adventurers who made their base camp at **V9**. The NPCs in **V9** miss their friend and would love to be reunited with him.

Interacting With **Kelimvar:** Acting on weird dreams regarding a “machine that waits,” **Kelimvar** activated a cypher that teleported him here, bypassing the **Wheel** entirely. He's been here for some days, eating from the growth that's trapped him, though that's started to sicken him. He has accumulated four levels of exhaustion. He mumbles about the “machine that waits” without providing any clear explanation.

If freed, **Kelimvar** isn't much help until he's had a few long rests or is otherwise restored. Even then, he remains somewhat dreamy and not quite all there, claiming that the “machine that waits” is calling him. That claim is just as likely to be a figment of his own mind as it is true; that's up to you as the GM. If you decide that **Kelimvar** does have some connection to what lies in the bottommost chamber of the **Grave**, and he remains with the PCs as an ally, checks related to entering the **Crèche** and interacting with/fighting the machine there have advantage.

R6. ORGANIC LEAK (HALF DROWNED)

READ ALOUD

A massive metallic protuberance hangs from the ceiling high above the fluid sea, as if partly ripped free and left to dangle. It is hundreds of feet in diameter. Through rents and cracks in the dangling object dribbles a haze of particles intermixed with the occasional wriggling thing, possibly living creatures of some kind. The detritus, wriggling or not, falls into the fluid and quickly sinks.

Seeds, plants, and living animals continually fall from a damaged bioreactor that was previously housed in the wall behind the ceiling, before damage introduced when

the Grave of the Machines left its aeons-long stasis shook the entire location.

Nothing much can be done about the damage. Indeed, the creatures that have colonized the once-pristine Reservoir count on this location being a good hunting ground for catching dazed prey of all kinds that falls into the waters.

As such, this chamber is likely to contain opportunistic hunters, including a couple of black-feathered tetrahedrons with beaks and big wings, and four tentacles that they keep coiled along their lower half. Called **tetrahydras**, these 6-foot-tall hunters catch falling vermin from the air before they splash down in the fluid. PCs may be able to swim through this area and not engage anything here if they don't take any aggressive action.

R7. PURIFICATION MECHANISM (HALF DROWNED)

READ ALOUD

A strange mechanism protrudes above the fluid level, composed of numerous fingers of twining metallic wires rising up from a central bud toward a levitating crystal sphere. Sparks and larger jags of lightning constantly jump between the tendrils and the sphere.

The fluid around the mechanism constantly ripples outward. PCs who surface feel their hair standing on end. It's obvious that an enormous amount of power is being channeled through the mechanism here, but to what end is less clear. The characters could attempt to salvage along the base of the mechanism, but each attempt automatically inflicts 13 (3d8) lightning damage. A successful salvage check is rewarded with one roll on the Reservoir Salvage Results table.

R8. MECHANISM OF SEEING (SUBMERGED)

READ ALOUD

A translucent sac 30 feet in diameter slowly pulses at the center of this area. An orangish, dimly glowing object shifts and occasionally thrashes within it, but obscuring haze makes it difficult to identify.

The sac is held in place in a web of fleshy tendrils that reach outward in all directions through the surrounding fluid.

Sometimes one or two neonates can be found here, pressing a limb against the sac. They don't respond to the PCs' arrival; they seem utterly absorbed in their task. (Inflicting damage breaks their concentration and they react as described below.)

The entire sac and whatever it contains is a sort of **living mechanism**. Anyone who presses their hands against the sac must make (or purposefully fail) a DC 11 Wisdom saving throw. On a failure, a telepathic link is established between the mind-like mechanism within the sac and the character. Each round thereafter, the character can telepathically see one other location, for a period of one round, in or within 100 miles of the Grave that they have previously visited, or see a random location in the same area (their option). This is a divination effect.

Willingly disengaging from the sac requires another DC 11 Wisdom saving throw. Each round after the first round that the character remains in contact increases the DC of the Wisdom save by 1. Eventually, only external damage (or a natural 20) is enough to break someone free. Once contact lapses, the character spends one round screaming and convulsing; treat them as stunned.



Living mechanism:
AC 12; 30 hit points



Tetrahedra (CR 2),
page 237

R9. MECHANISM OF REGENERATION (SUBMERGED)

This area is almost identical to R8, except the dimly glowing object in the sac is blue, and no neonates are “stuck” to it. In addition, those who make contact regain 1 hit point each round they remain connected. In addition, remaining connected for five rounds is enough to selectively remove a mutation gained by contact with the living mechanism described in R10, or the psychic sensitivity described in R12. Disconnecting is just as difficult and exacts the same round’s worth of convulsive screaming afterward.

R10. MECHANISM OF TRANSFIGURATION (SUBMERGED)

This area is almost identical to R8, minus the neonates, and the dimly glowing object in the sac is pink. Also, instead of seeing other locations, those who make contact with it discover a terrifying abyss of possibility, as the living mechanism within attempts to mutate their flesh. Each round PCs remain in contact with the sac, roll on the **Random Mutation Table**; the character gains that mutation. A character can gain no more than three mutations at the same time; if another would be gained, a randomly determined earlier mutation fades. Disconnecting is just as difficult and exacts the same round’s worth of convulsive screaming afterward.

R11. CORRUPTED MECHANISM (SUBMERGED)

This area is almost identical to R8, except the dimly glowing object in the sac is purple. Instead of neonates, a human-shaped creature is stuck to the sac, a hood covering its face. It was once an explorer from the surface, but prolonged contact with the mechanism here has turned it into a humanoid whose warped, faceless gaze causes death (called a **nalurus**). If the figure is broken from its contact, it becomes a threat to the PCs.

Likewise, PCs who make contact with the sac risk becoming infected with too-tiny-to-see mechanisms (like those that changed the earlier explorer into a

nalurus), requiring a DC 12 Constitution saving throw to avoid. If a PC is affected, the nanomachine infection causes random teleportation, usually only a few inches in any lateral direction, but sometimes several feet or more, as the GM determines. This occurs anywhere from every few seconds to every few minutes. Usually this is only an annoyance, but a larger jump might give disadvantage to the creature’s actions for a round or put them in harm’s way (such as teleporting them sideways off a platform into the open air, or into the middle of a group of enemies). Magic or similar treatments capable of curing a disease can cure this malady, too.

R12. MECHANISM OF TELEPATHIC INDUCTION (SUBMERGED)

This area is almost identical to R8, except the dimly glowing object in the sac pulses white. Instead of two neonates, a radically warped instance of **Peerless** is here, touching the sac. Organic growth covers it, fligreeing its metallic surface with algae and tiny yellow tendrils that sway in the current of the fluid. This instance has been changed by its contact with the living mechanism. It is no longer a true instance of **Peerless**, but instead a unique individual.

Unsure of what to do or where to go, it lingers here, at the site of where it was changed. If it returns to **Peerless**, it will certainly be purged. If it ventures farther into the Reservoir, Origin is sure to destroy it.

If PCs touch the sac and spend at least three rounds in contact, they gain a telepathic sensitivity enabling them to hear the thoughts of all thinking creatures within 30 feet. This constant chatter of thoughts while around other creatures grants disadvantage to all Intelligence and Wisdom checks and interferes with rests (each rest returns only 90 percent of expected hit points).

However, a PC with this sensitivity could communicate directly with Origin, without having to go through a neonate translator, if the PCs would rather try to reason with the progenitor than fight it.

*Interacting with Peerless,
page 22*



*Random Mutation
Table, page 260*



*Nalurus (CR 3),
page 206*

R13. FOREST (HALF DROWNED AND SUBMERGED)**READ ALOUD**

Treelike growths create a vast forest. Here and there, the growth is loose enough to create 8-foot-diameter avenues, but most of the vegetation is too thick to be passable.

The “forest” here covers a wide swath of the Reservoir, both in completely submerged sections and across the tops of the even-sided metallic islands. Neonates and other creatures sometimes enter the forest to gather translucent, orb-like fruits from the various growths, but they are always on their toes because of the **dabirri** swarms native to the area. Each swarm consists of 3d8 small, red-glowing shelled constructs with stinging tendrils, and harvesting the fruits may draw them forth.

The variability and usefulness of the fruits within the forest is wide and, for someone versed in the Ancients’ technology that created them, could provide options for creating weapons, living vehicles, and clothing, and for enabling communication. However, PCs and neonates will probably discover only the most obvious use for the fruit: as food.

The fruit can be eaten directly and provides nutrition for most organisms for one day. A character who succeeds on a DC 13 **Intelligence (Arcana)** check discovers that each orb can be induced to secrete custom liquids, gels, and solids that are nutritious and tasty. In this way, even after being picked, an orb fruit can provide food for one person for about a week before it finally withers and dies.

R14. HEARTWOOD ENTRANCE (SUBMERGED)

At the center of the forest in a submerged section, an avenue widens out, creating a chamber 30 feet in diameter. The tendrils of 2d8 dabirri swimming about this area are so long and tangled that it is difficult for PCs to pass through them without getting stung. The dabirri attack the characters but do not leave this area.

R15. ENERGIZED ALGAE (SUBMERGED)**READ ALOUD**

The treelike growths in this chamber are covered in lacy, metallic algae. Glows constantly race through the algae, tracing out strange patterns.

If a PC touches a section of “algae” covering one of the “trees,” a greenish haze



Optional Rule:
Intelligence (Ancients
Arcana), page 259



Dabirri (CR 1/4),
page 163



If a fight breaks out in R17, a couple of neonates from R18 show up a round later.

Reservoir Salvage Results table, page 22



Detonation of desiccation, page 63

Salvaging, page 39

Progenitor larva swarm (CR 1/4), page 221

Spine of shock, page 111

Cypher, page 40

Siphoning rod, page 24

Origin, page 31

Neonate, page 75



Relic, page 45

is released into the fluid from that spot, filling an area roughly 5 feet in diameter. One round later, anyone within 10 feet of that area must make a DC 13 Dexterity saving throw as the energy burns through the affected area, erasing the haze and inflicting 11 (2d10) lightning damage on those who fail the save, or half that if the saving throw succeeds.

The detonation is 50 percent likely to burn away a section of algae and tree growth to reveal mechanisms previously hidden from view. PCs who succeed on a DC 13 Wisdom (Perception) check or an Intelligence (Investigation) check can **salvage** a couple of items as determined by the **Reservoir Salvage Results table**.

R16. NURSERY (SUBMERGED)

READ ALOUD

Hundreds of eels swarm this area of the forest, which is lit by the green sparks produced by the eels themselves. The fluid here has an electric taste.

PCs can feel the energy being produced by the swarming "eels" and see the hair of their compatriots stand on end. The creatures are in fact several (3d8) contiguous **progenitor larva swarms**. The creatures do not attack the PCs, though they will nose around the characters curiously. If the PCs attack, the swarms defend themselves. Any battle here is also likely to draw Origin from R17.

Besides the active swarms, several gelatinous sacs adhered to the "trees" here contain special treasures squirreled away by **Origin**, including a **spine of shock** and 2d4 random **cyphers**.

R17. THE HEARTWOOD (SUBMERGED)

READ ALOUD

Translucent, orb-like fruits are thick among the various growths that serve as the boundary of this wide space. A polyp on the ceiling glows with green light,

dimly illuminating the entire area. A large creature, nearly 10 feet long with a fishy tail and a monstrosity humanoid body, hangs at the nadir of the chamber before a slowly pulsing translucent sac 30 feet in diameter. Within the sac, a dimly glowing yellow object shifts and occasionally thrashes.

If the PCs don't find Origin in her lair when they first enter, she arrives within a few rounds, tasting their presence in the fluid. If the characters fight, they hopefully get an indication that this is a fight they will find difficult to win, as anyone (including Thayusa or Peerless) will tell them. On the other hand, if they've got a **detonation of desiccation**, they can greatly weaken and frighten Origin (she has a vulnerability to it) and possibly even get her to negotiate.

The problem is, Origin can't negotiate directly. She needs to either speak through a neonate summoned from R18, or rely on a PC who already has some sort of telepathic ability or has gained it by interacting with the biological device in R12.

If the PCs are compelling and succeed on a DC 13 Charisma (Persuasion) check, Origin agrees to negotiate and give them what they came for (possibly the **siphoning rod**), but only if they agree to fix the biological mechanism that is ailing in R3. If they do this for her, she gives up the rod without further resistance. However, if the PCs don't negotiate or don't do as she asks, it is indeed a fight.

The sac at the bottom of the chamber acts like the similar biological device described in R8.

R18. SLEEPING HOLLOW (SUBMERGED)

This small hollow often contains a couple of **neonates**, Origin herself when she's resting, and various treasures she's collected. Those treasures include the siphoning rod, 1d6 cyphers, and two **relics**.

A fight with Origin the progenitor will be a difficult battle to win.

CHAPTER 5

FACTORY FLOOR

The Factory Floor lies some distance beneath the Reservoir. It is essentially a vast mechanism shot through with all manner of access shafts and tunnels. What the mechanism once accomplished isn't immediately clear, though it must have been impressive given the expanse.

Most characters will first encounter the Factory Floor level via the rotating factory bridge (P16) described in chapter 3 (assuming they haven't somehow eschewed using the Peerless Wheel to move between levels of the Grave of the Machines). However they manage it, accessing the Factory Floor is most obviously accomplished through the entrance at F1.

OVERVIEW

Most of the accessways—call them **factory tubes**—that wend their way through this level are 13 feet in diameter, composed of a single continuous sheet of coppery metal. At 33-foot intervals, a ring tracing the circumference of each tube provides dim blue-white light. Here and there, debris from mechanisms that have fallen into complete disrepair litter the tube. At various other locations (some indicated with a keyed entry below), the tube opens into a larger space.

Three overriding factors color the PCs' experiences on this level: the natives, knowledge altars, and the defense system.

SKIRMISHING NATIVES

All manner of animate machines and construct-like devices can be found on the Factory Floor. However, one variety is especially common: the **surk**. These intelligent machines exist in dozens of separate groupings—called **septs**—around the floor, and not all of them get along with

each other, as introduced in **F11. Scene of the Crime**. F11 also provides the PCs with a path toward gaining the trust of at least one of the septs.

The other most commonly encountered machines are the **Zhev**. Confused and fearful, the Zhev have taken it upon themselves to patrol the tubes, keeping them clear of clutter and mess. Which is what they view the expanding surk presence as: an aberration to be cleansed. Thus, there is conflict between the two machine types whenever they meet.

KNOWLEDGE ALTARS

At various locations noted in the keyed entries, a cube-like metallic device rises from the floor, presenting a transparent, angled surface to viewers. Even if a knowledge altar is not explicitly noted for a given entry, PCs should be able to find additional instances of this kind of device throughout this level if they succeed on a DC 13 Intelligence (Investigation) check.

PCs who make a DC 11 **Intelligence (Arcana)** check can determine that the fixed objects are intended to provide information to those who have queries. Unfortunately, only about 10 percent of these so-called "knowledge altars" still function. However, a PC who succeeds on the first check gets the sense that if they just keep looking and trying each new altar they come upon, they should eventually find one that works.

If that happens and a PC makes a DC 13 Intelligence (Arcana) check at a working knowledge altar, they successfully switch it on. At that point, a PC can make a query about the level and get an answer if they succeed on a DC 15 Intelligence (Arcana) check. For example:

F11. Scene of the Crime, page 44



Zhev (CR 4), page 244

Factory tube: AC 18; 80 hit points



Optional Rule: Intelligence (Arcana), page 259

Surk, page 76

- If they ask for the location of a data orb, they learn that one can be found at either F11 or F26 (there is some discrepancy).
- If they ask about the purpose of the Factory Floor, the answer is “contracting and expanding space expediently.”
- If they ask some other query, they should get a simple answer if it is general information about the Factory Floor.
- If they ask about the “machine that waits,” the Crèche, or the overall purpose of the Grave of the Machines, the screen flashes red right before it self-destructs.

The first query a character makes at a working knowledge altar (whether successful or not) triggers the Factory Floor’s retaliatory defense system. The same system is triggered if a PC salvages a knowledge altar, which if successful yields one cypher.

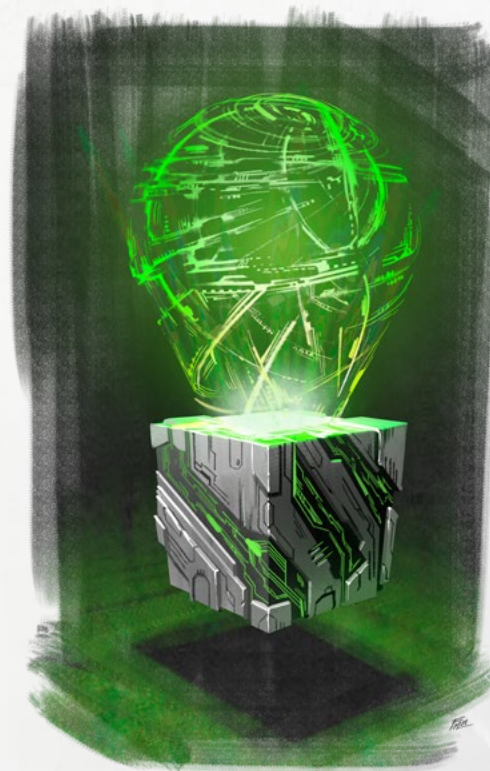
RETALIATORY DEFENSE SYSTEM

In addition to specific defenses noted for some keyed areas, anytime a PC interacts with a working knowledge altar (or whenever the **GM intrudes**), that character must succeed on a DC 12 Wisdom saving throw. On a failure, the character receives the following intrusive psychic missive. If the character already has a relentless reaper pursuing them, the nearest character who isn’t already marked as a reaper quarry must make the saving throw to avoid the same fate.

READ ALOUD

A vision swarms through your mind of thousands of bubble-shaped pods stored in numberless vertical banks. The vision focuses closer and closer until you see only a single pod. That pod shudders, then shatters. Inside, cables disengage and fall away from something in sprays of white mist. Revealed is a construct of metal blades, cruel edges, and shadow. A garble of alien speech slithers across your mind, but you understand it: “For your crime, you have been scheduled for termination. Expect your reaper soon.” The vision ends.

The character who received the psychic missive is now targeted by their own personal machine assassin (known as



a **relentless reaper**). In the immediate aftermath of the message, the PC also gains one level of exhaustion. Note that as the characters interact with systems and devices (and knowledge altars) on this level, it’s possible that several characters could become quarries of different relentless reapers.

A relentless reaper requires time to find a PC. However, unlike the timeframe given in the creature entry in *Arcana of the Ancients*, the PC has only days at most, because the pods storing not-yet-activated reapers are part of the Grave of the Machines. You can simply decide when the reaper appears, or make it a component of the **Grave of the Machines Random Encounters** table. There is a 30 percent chance for a random encounter to occur for each hour the PCs spend on the Factory Floor level, or each time they make a loud noise. Alternatively, a random encounter occurs when you decide the time is right. Instead of rolling for a creature on the table, make it a relentless reaper pursuing the characters.

If pursuing reapers are not dealt with one way or another, they remain a threat even after this adventure ends.



Relentless reaper
(CR 7), page 228

GM Intrusion,
page 268

Grave of the Machines
Random Encounters
table, page 12

SALVAGING ON THE FACTORY FLOOR

Access to the larger mechanism making up the Factory Floor is usually restricted to special locations on the map, indicated in specific keyed entries. However, you may decide that a particular location provides an opportunity for salvage. Unless otherwise indicated, a successful salvage check grants random items of the numenera, as is described under *Salvaging in the Vault*, except use the Factory Floor Salvage Results table. The Wisdom (Perception) or Intelligence (Investigation) check DC for salvaging on this level is 12.

FACTORY FLOOR SALVAGE RESULTS

d6	Result
1	1 oddity
2	1d4 cyphers
3-4	1d4 relics
5-6	Iron flesh*

* Substitute a data orb if characters don't figure out or become too afraid to use the knowledge altars, or if they don't make a deal with the surk.

F1. FIXED FACTORY BRIDGE

READ ALOUD

A bridge-like arch—about 30 feet long and 25 feet in diameter—extends from the eastern unmoving wall of the void. The half-bridge ends at an opening in the wall about 20 feet in diameter. Dim blue-white light shines from the passage, revealing a tubelike tunnel beyond.

The tunnel from F1 leads 50 feet and opens into the first of many interstitial spaces making up the Factory Floor.

F2. BROKEN NEXUS

READ ALOUD

A cube-like metallic device rises from the floor at the end of the tunnel, presenting a transparent, angled surface. Tiny lights glitter upon it. Beyond, the tunnel opens into a chamber that is dimly lit by blue-white light glowing from striated lines flush with the wall and ceiling. A muted noise, like that of a massive cat purring, is just audible in

the chamber. Several figures lie unmoving on the floor.

The chamber is irregularly shaped with metallic walls. The cube-like device is a functioning *knowledge altar*. The “purring” is the sound of the vast series of mechanisms that lie (mostly) sealed behind *metallic cladding* making up the navigable surfaces of this level. That sound is audible in almost every chamber of this level, but most creatures soon get so used to it that they tune it out.

The figures on the floor are “dead” *surk*. One of the surk is caught in some kind of silvery, metallic net. Though all is quiet now, a few days ago this group of explorers met a couple of *Zhev* patrollers. The patrollers won. The surk have been scavenged for all useful numenera already.

F3. MAINTENANCE COMPARTMENT

Opening the sealed metal door leading to this chamber requires pressing a small glowing stud on the wall.

READ ALOUD

A door-like section of the wall slides away, grinding as ancient mechanisms stir to life, revealing a square chamber tiled in coppery cladding. A portion of the floor is folded away, revealing the edges of a dark, rumbling substrate.

Several chambers in the Factory Floor are keyed to this entry. Here and there around the floor, sections of the larger mechanism (the “substrate”) that makes up the bulk of this entire level are exposed within a 5-foot-square depression, presumably on purpose so that machines charged with overseeing maintenance can easily gain access. Given the grit, dust, and rust most of these areas evince, it seems like that maintenance lapsed long ago.

Each such exposed section can potentially be salvaged, rewarding successful characters with a roll on the Factory Floor Salvage Results table. Salvaging here has a 2 percent chance to bring one of the characters involved to the attention of a relentless reaper, as described under Retaliatory Defense System.

Knowledge altar, page 39

Metallic cladding:
AC 18, 50 hit points;
makes up the walls,
ceiling, floor, etc.

Salvaging in the Vault,
page 14

Surk, page 76



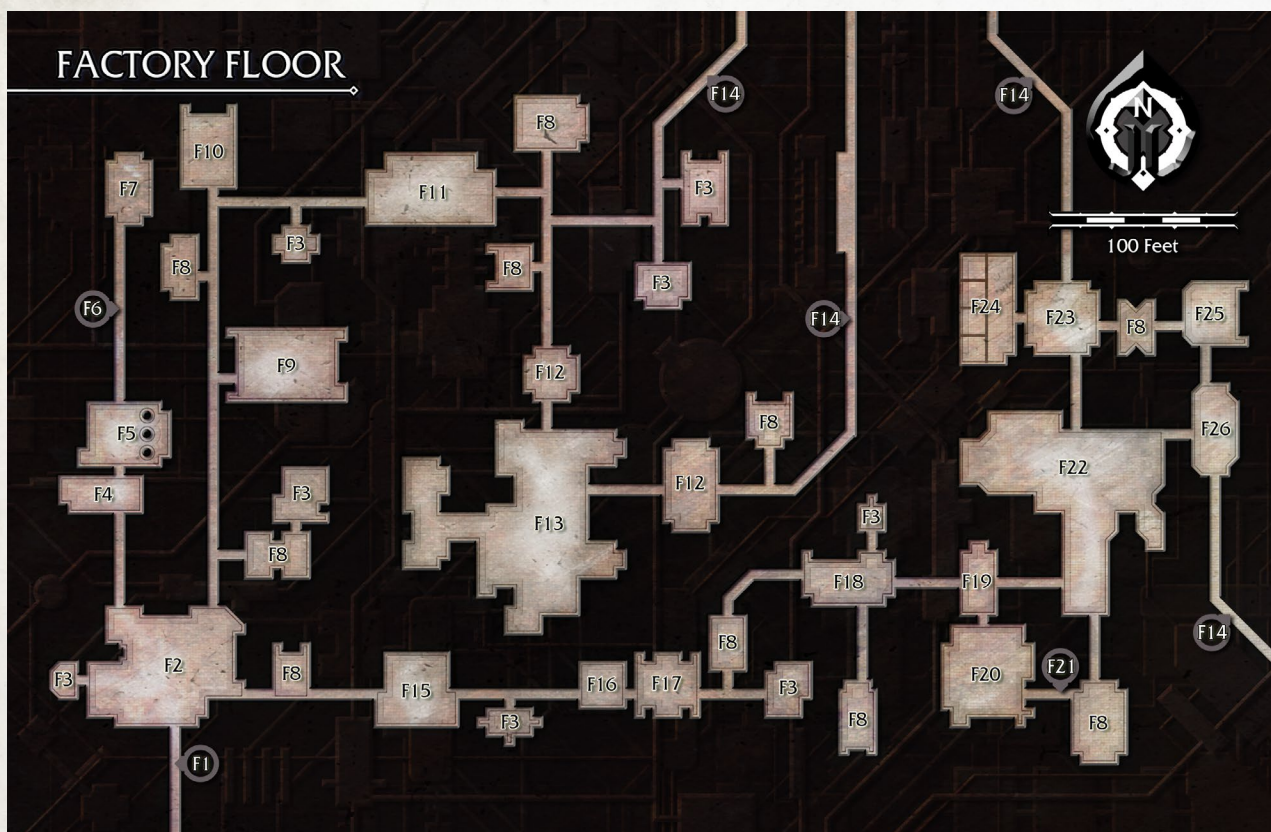
Zhev (CR 4), page 244

Oddity, page 126

Cypher, page 40

Relic, page 45

Iron Flesh, page 49



F4. DILAPIDATED HALL

READ ALOUD

The metallic cladding covering the surfaces of this chamber is corroded and flaking. The northern half of the room is filled with debris, as if from some kind of collapse. The only non-corroded surface is the eastern wall, which contains an orb-like crystal projection glimmering with blue-white light.

rust-like corrosion covers the metallic cladding of every surface. Three cavities dimple the floor like wells along the east wall. In the throat of each hovers a cracked and pitted stone lump.

No surk, Zhev, or other intruder has accessed this chamber or those beyond it since before the Ancients were locked away from existence. That's probably because of the interference being generated by the three **stonelike orbs** floating in the 10-foot-deep wells. Each generates a warning in the invisible language of machines (though they sometimes use one of the machine speech modes that are audible as a series of screeching tones), as well as on psychic frequencies that living creatures are susceptible to, though not so strongly. Any intelligent machine that enters the chamber must succeed on three DC 15 Wisdom saves or feel an intense urge to leave the area in the direction they entered and avoid returning, as if affected by *antipathy*. Living creatures face the same issue, but their three Wisdom saves are DC 11. Destroying the orbs removes the effect.



Crith (CR 2), page 156

Optional Rule:
Intelligence (Ancients
Arcana), page 259

Stonelike orb: AC 18,
30 hit points

The rubble contains a lurking **crith** (a lump of ebony, fleshy material about 2 feet in diameter that can roughly mimic the shape of any creature it touches, though only in miniature). The crith stirs and attacks if PCs linger in this chamber. The globe is the control surface for the door. It is essentially locked. Characters can suppress the effect with a *knock* spell, or by succeeding on a DC 17 **Intelligence (Arcana)** check. If successful, the door folds away, revealing F5.

F5. PSYCHIC INTERFERENCE

READ ALOUD

A hiss of escaping air, smelling faintly of oil and lightning, rushes forth as the entrance to this chamber folds away. Beyond,

F6. TRAPPED TUBE

This factory tube seems normal but contains an electromagnetic pulse trap. When 20 or more pounds of pressure are placed on this trap's pressure plate at the center of the tube, a hidden trapdoor in the ceiling opens, dropping a mechanical pellet that immediately explodes, which in turn releases an electromagnetic pulse.

A character who makes a successful DC 15 Wisdom (Perception) check can spot the trapdoor and pressure plate. Wedging an iron spike or other object under the plate prevents the trap from activating. Alternatively, a successful DC 15 Dexterity check using thieves' tools disables the trapdoor in the ceiling.

Intelligent machines in the tube when the pulse is released must succeed on a DC 15 Constitution saving throw or take 55 (10d10) force damage and become paralyzed for one hour. On a successful save, they still take half damage and are paralyzed for one round.

Living creatures who fail the same save take 27 (5d10) lightning damage, or half that if successful, and are not paralyzed either way.

F7. ALPHA ENGINEER, FALLEN

The tube (F6) leads to an obviously marked **sealed door** blocking access to F7. A character must succeed on a DC 22 Intelligence (Arcana) check to open the door from an associated control surface. A character who beats a DC 11 learns that this door also could be opened by an object known as a **universal key**.

READ ALOUD

A capsule-like white container, about 9 feet tall and 4 feet wide, is attached to the far wall. Crystal tubes flickering with varicolored light pass from the wall into the capsule, providing the only light in the chamber.

Additional inspection reveals that the **capsule** is split in two halves, running lengthwise down the center. Metal screws hold the front of the capsule affixed to the back. Undoing any particular screw is a DC 13 Strength check, which releases the front, revealing a dried and leathery jumble of tubes, wires, dust, and what seem like

bones and dried flesh, all of which clatters to the floor.

Within a few seconds, the bones, dried flesh, wires, and tubes begin regenerating. If the remains are dispersed at any time before ten rounds elapse, the regeneration fails. If allowed to go to completion, choose one PC. The creature that forms looks like a "machine" version of that character; it has the stats of a **beastcoat infiltrator**, one able to mimic all other creatures, including surk and living creatures like humans, elves, and so on. It was once known as the Alpha Engineer and charged with maintenance of the Factory Floor, but aeons of time have wiped most of its higher brain functions and constellations of knowledge that would have allowed it to serve that function. In its current state, it sees the PCs as responsible for its damaged mind, not as its liberators. It is aggressive unless the characters manage to calm it. That's a difficult task, as its knowledge of language has been lost, including any capacity for machine language it may have had.

If the PCs are here on behalf of the surk Triumvirate (F13), the Triumvirate will be disappointed to learn of the Alpha Engineer's degradation. However, they will follow through with whatever they agreed to give the PCs in return (which might well be the location of the **data orb**, if the PCs are following up on that adventure arc).

F8. VACATED

READ ALOUD

The metallic cladding covering the surfaces of this chamber is corroded and flaking. A cube-like metallic device rises from the floor in one corner, presenting a transparent, angled surface to viewers.

Several chambers are keyed to this entry. Each contains a knowledge altar, though the chance that any given altar functions is only about 10 percent.

F9. OIL CACHE

A **sealed door** blocks access to F9. A DC 12 Intelligence (Arcana) check opens it.



Beastcoat infiltrator
(CR 4), page 149

Characters could use knock on the sealed door; however, PCs who succeed on a DC 11 Intelligence (Arcana) check learn that doing so will trigger something. If they use the spell anyway, it suppresses the lock on the door for ten minutes, but the characters are subject to retaliation as described under Retaliatory Defense System (page 40).

F7 Sealed door: AC 20, 100 hit points; ignores damage from nonmagical or non-energy sources

Universal key, page 84

Capsule: AC 16, 30 hit points; ignores damage from nonmagical or non-energy sources

F9 Sealed door: AC 13, 30 hit points; ignores damage from nonmagical or non-energy sources

READ ALOUD

A crystal cylinder 10 feet in diameter and 12 feet tall contains the remnants of some kind of oily substance. It is connected to a large dark device filling the rest of this chamber.

The coppery cladding of the walls is empty of the flaking degradation so much of the rest of this level evinces. A faucet on the crystal cylinder will, once the PCs take a few rounds to figure out its simple operation, dispense about 1 pint of exceptionally high-grade oil (if the PCs use it in a lamp, they notice it burns without smell, flickering, or other imperfections). Assuming the PCs have the means to carry it away, they could collect almost 10 gallons of oil here.

Though it's probably not immediately obvious, at least not yet, the surk highly value oil. Providing it as a gift grants advantage to any interaction PCs have with surk they find on this level.

The machine attached to the oil cache is dead. Repairing it would require specialized parts not present, though they could be obtained by breaking down one other functional item of numenera with a successful DC 14 Intelligence (Arcana) check. If repaired, the machine could produce several gallons of pristine oil each day. Alternatively, the PCs could attempt to salvage the dead machine for one roll on the **Factory Floor Salvage Results table**.

F10. DESTROYED OIL CACHE

This chamber is like F9, but the sealed door is smashed off its mechanism, and the machine, cylinder, and everything inside is smashed beyond repair or salvage. However, a determined examination and a successful DC 13 Intelligence (Investigation) or Wisdom (Perception) check uncovers signs of a camp made here by explorers from the surface, including ration wrappings, cut ends of rope, two empty potion bottles, and a discarded dagger too dull to be of any use.

Surk, page 76



Factory Floor Salvage Results table, page 41

F11. SCENE OF THE CRIME

READ ALOUD

Glittering spiral designs cover the wall, intricate and obviously etched into the surface, not part of the chamber's original construction. A device fixed to the center of the floor occasionally sparks and spits out a puff of oily smoke. Several small forms lie unmoving around it.

Seven surk lie unmoving around the defunct machine. Metallic axe-like blades are apparently responsible for much of the damage done, and a successful DC 12 Wisdom (Insight) check suggests that these creatures fell fighting each other. About half bear designs similar to the glimmering spirals etched on the wall. Only one surk is still active, but severely hurt (1 hit point); the rest are destroyed. The survivor is initially afraid of intruding PCs and weakly crawls away from them.

Interacting With Rosh: The hurt surk is called Rosh, and if any trait could be used to describe them, it's curiosity. Rosh knows the rudiments of Common, gleaned from a few other groups of explorers who came this far before retreating (or becoming victims of the Grave of the Machines). Rosh is somewhat mechanical in their interactions, in that their words come at an even clip without much tonal variance. Despite that, the entity's deep and abiding curiosity about the PCs and their living nature should come through; Rosh has *lots* of questions about basic things like breathing, eating, the feel of flesh, cooking food, and so on—as well as what things might be like beyond the Factory Floor. This curiosity is so great, in fact, that Rosh goes out of their way to help the PCs, and assuming the characters don't make an enemy of Rosh, befriend them.

If the PCs attempt to salvage remnants in the room, a success grants them one roll on the Factory Floor Salvage Results table, though this makes an enemy of Rosh. If characters try to make an ally of Rosh, they must succeed on a DC 12 Charisma (Persuasion) check. If Rosh is persuaded that the PCs want to help, they offer to show the characters to the center of the



Angurdromo sept (F13) and arrange a meeting with the Triumvirate, who might be able to answer questions about what the PCs are looking for (if anything).

If the PCs successfully negotiate with Rosh, the surk explains that two different septs—the Angurdromo and Drushodu (F14)—fought in this chamber recently. Rosh is of the Angurdromo, which claims this chamber. They liked to come here and perform their visual storm verse in the presence of a still-functioning machine they called Birth of Music, due to the wondrous sounds it played. When Rosh's group arrived recently, they found the machine destroyed, and evidence suggested it was at the hands of the Zhev. The surk were unable to fix the device, as it was missing a critical component, presumably taken by the Zhev, that Rosh refers to as the machine's "soul seed." (In fact, it was a **data orb**, though the PCs are probably not immediately aware of that.) Worse, the Drushodu sept, always at odds with the Angurdromo, surprised them here before they could return to their own sept with the bad news.

Other Things Rosh Knows: Rosh knows a bit about the danger of using the knowledge altars, confirming any PC concerns about retaliatory defenses. The surk says that's why most of their kind avoid the altars except at great need. Rosh says the Triumvirate in their sept might know more.

Rosh doesn't know anything about the "machine that waits," data orbs, or much else about the Grave of the Machines, other than that creatures similar to the PCs have recently been encountered wandering the Factory Floor. Those encounters were eye-opening to the surk, many of whom had never met "meat" creatures quite like them. Again, perhaps the Triumvirate would know more.

F12. SURK PATROL

Five surk guard this chamber, which connects to a tube leading to F13. One has a **detonation of spawning**, which they toss down the corridor at the PCs if a conflict erupts (which is likely, unless Rosh acts as an intermediary). The surk here speak only their own machine language, and they are already on edge. However, the PCs could still potentially negotiate if they come up

Data orb, page 83



Detonation of spawning, page 65

Universal key, page 84

with a way to communicate and succeed on a DC 15 Charisma (Persuasion) check.

If the PCs are granted access, one of the surk guards attaches themselves to the characters to act as a minder, even if Rosh is accompanying the group.

F13. ANGURDROMO SEPT

READ ALOUD

This wide, tall chamber is tiled in coppery cladding. Blue-white light glowing from striated lines flush with the wall and ceiling dimly illuminates the chamber. It's filled with groups of three to five humanoid machines engaged in a variety of activities, including simple silent communion, hunched around a device that they are either taking apart or putting back together, and creating impressive audio-visual displays filled with snapping lightning. Many others sit quietly alone along the walls or in corners, unmoving as if in some kind of trance or sleep.

About sixty surk are in this wide community chamber at any given time. If the PCs fought their way this far, the sound of conflict in F12 has alerted all the surk here, as well as the Triumvirate. The characters can expect more fighting, and with the numbers arrayed here against them, their odds of winning are not good.

However, if the PCs come as friends with a minder and/or with Rosh, the surk here are curious but not aggressive, and they move aside, allowing the PCs into the presence of the Triumvirate (who resides in the westernmost area of the sept).

Meeting the Triumvirate: The PCs may have been expecting three individual surk; instead, they find the **Triumvirate** to be a Large machine with spider legs and three surk-like torsos rising from a single fused abdomen. If the PCs have negotiated their way this far, the Triumvirate is open to further talks and will help with their requests, within reason.

If the PCs indicate they are looking for a data orb, the Triumvirate agrees to help them find one. In fact, the Triumvirate knows that the "soul seed" stolen from F11

by the Zhev is a data orb, but holds that information back until the characters do a favor for them.

Favor for the Triumvirate: The three-bodied surk produces a **universal key** associated with the door to F7. They say that beyond it lies the Grave of the Alpha Engineer, who, according to surk lore, will be roused one day if the need is great enough. The Triumvirate says that despite assurances they have provided to their sept, they have been unable to get any of the surk to venture to that location to open the vault of the Alpha Engineer. Despite being machinery instead of biological creatures, they are afraid that the Alpha Engineer may find them wanting for letting the Factory Floor "grow wild." However, the Triumvirate hopes that rousing the fabled engineer will help all surk on the level, and even bring the various septs together as one people.

If the PCs attempt to do as the Triumvirate asks (or have already done so) and report back, the sept leader is disappointed to learn of the engineer's degraded state. But they follow through with whatever they agreed to give the PCs in return. Presumably, that is to tell the PCs that the Zhev have the data orb, and give general information on where to find it (near F25). (The Triumvirate is able to use knowledge altars with much better precision than the PCs, and without fear of triggering a relentless reaper.)

F14. DRUSHODU SEPT AND POINTS BEYOND

As is true of some of the other levels, the Factory Floor is much larger than the keyed map has room to cover, and indeed, the factory tubes reach higher and lower than the single plane shown. If the characters show an interest in exploring outside the bounds of the hooks and story arcs in the adventure, you could add more chambers with more surk (of different septs), more Zhev, and more strange machinery. Third-party options for generating random encounters are available if you're looking for additional ideas, as described under **Non-Keyed Encounters**.

The Triumvirate has cynoclept stats, but looks and acts as described; it is the ascended leader of the Angurdromo surk sept.



Cynoclept (CR 9),
page 159

Non-keyed encounters,
page 12

F15. ENGINE OF CHANGE

READ ALOUD

Thirteen devices like spigots stud the walls of this chamber. Strange stains splatter the floor directly beneath a few, mixing with debris covering the floor. An entity with iron-plated tentacles surmounting a 6-foot-long dark metallic cylinder lies motionless amid the debris.

The motionless entity is a defeated **Zhev**. The spigots on the walls connect to the larger mechanism making up the Factory Floor. Most no longer function, but three still emit material when the spigot is operated, and a fourth produces a hum.

Blue Spigot: The floor beneath this spigot is scored and gouged as if by acid. If operated, a strong stream of acid emerges, sputtering and spitting. Creatures within 10 feet of the spigot must succeed on a DC 12 Dexterity saving throw, taking 22 (5d8) acid damage on a failed save, or half as much damage on a successful one. After the initial surge, only a couple of acid drips emerge each round thereafter.

Silvery Spigot: The floor beneath this spigot is stained white. If operated, about a pint of silvery fluid emerges. This “smart” fluid is inactive unless it contacts a wounded creature, whether flesh or metal. Tiny constituents in the fluid activate and cover the creature in a coating that gives their skin a silvery, dusted luster. The result is effectively the same as putting on **battle armor**, except the effect lasts for one full day (it is a cypher, not a relic). After the initial surge of fluid, only a couple of milky drips emerge each round thereafter, too few to recreate the effect.

Yellow Spigot: If operated, a yellowish haze pours out of the spigot. The haze is a **yellow swarm**.

Black Spigot: If operated, a pleasant hum fills the chamber. Characters who speak discover that their voices are modulated, giving them a harmonious quality that lends itself to in-tune singing.

F16. INERT DISC

READ ALOUD

A spinning, 7-foot disc composed of coppery material hangs at the chamber’s center, directly above a small mechanism set in the floor.

Nothing the characters do seems to affect the spin rate of the **disc** (other than destroying it). The mechanism in the floor is potentially salvageable; if characters succeed, give them one roll on the **Factory Floor Salvage Results table**. Doing so causes the disc to crash to the floor.

ZHEV AND PCs

The Zhev patrol the Factory Floor level of the Grave of the Machines but are not necessarily hostile to PCs unless they see the PCs salvage (or learn that they have salvaged) or the PCs are seen in the company of a surk. If PCs and Zhev fight, and the PCs are captured rather than killed, they are brought to **F24** until such time as their actions are judged by a special Zhev called the Unilateral.

F17. TEMPORAL DISC

This chamber looks superficially like F16, but two Zhev guard it against intrusion, unlikely to be compromised in their purpose. If the PCs manage to communicate, they learn that the Zhev guard the disc so that one day, the Ancients might come through into this time. (That’s doubtful, but the Zhev recognize that the disc has some control over the timestream, which is enough hope for them.)

After the Zhev are dealt with, PCs who succeed on a DC 12 **Intelligence (Arcana)** check can determine that the disc allows “travel,” but only through a short arc of time, and only into an alternate timeline. Another successful check against the same DC moves everyone in the chamber back in time one day, to a timeline where the PCs disappeared about the same time, thus safeguarding against paradox. Once a particular creature has been affected by the disc, they cannot be affected again.

Disc: AC 15, 40 hit points



Zhev (CR 4), page 244

Factory Floor Salvage Results table, page 41

F24. Zhev Holding, page 51



Battle armor, page 55

Optional Rule: Intelligence (Ancients Arcana), page 259

Yellow swarm (CR 4), page 242



Knowledge altar, page 39

F18. ELECTRICAL MALFUNCTION

READ ALOUD

The metallic cladding covering the surfaces of this chamber is glowing with a constant barrage of lightning like a miniature thunderstorm released indoors.

Zhev cannot safely pass through this area; nor can most PCs (though surk are immune to lightning damage). A character attempting to pass through the chamber must make a DC 12 Dexterity saving throw, taking 22 (4d10) lightning damage on a failed save, or half as much damage on a successful one.

PCs who succeed on a DC 13 Intelligence (Investigation) or Wisdom (Perception) check find a small control surface just outside the area where the lightning plays. With some fiddling at the controls and a successful DC 11 Intelligence (Arcana) check, the effect is canceled.

F19. KNOWLEDGE FACADE

This chamber holds a cube-like pedestal of a **knowledge altar**. Using it does not risk drawing a relentless reaper. If it is accessed, a device that resembles a face unfolds from the northern wall, becoming a somewhat unwieldy interface.

READ ALOUD

A device that somewhat resembles a humanoid face 8 feet across emerges from the northern wall of this chamber. Three eyelike orbs blink metallic lids in sync about every minute.

The face is a machine that blinks answers in response to PC questions, though that's not immediately obvious. If the PCs ask yes-no questions, they can probably figure out the face's simple yes-no code (two blinks of all three eyes for yes, one blink of all three eyes for no). If they ask it questions that cannot be answered with a yes or no, the blinks become a far more complex code that only someone able to understand machine speech has a chance to decipher with some time. PCs who can understand machine language must succeed on a DC 12 Intelligence check to decipher such answers.

The face knows everything ascribed to a knowledge altar. It also has one additional piece of knowledge to impart: it always ends any conversation with a warning not to descend to the lowest level of the Grave of the Machines, called the Crèche, because the machine that waits down there is a "dread destroyer," one that is angry at its long confinement and eagerly awaits the great vengeance it will one day enjoy if allowed freedom. Of course, if the PCs haven't managed to decode the face's language, this warning will just look like a lot of frantic blinking.

F20. LAMINATION OF IMAGE

READ ALOUD

The metallic cladding here is mostly obscured by realistic depictions of Zhev, surk, and other constructs, as if laid down by a gifted artist with no sense of

placement, with many images overlapping earlier, older ones. A clear spigot on the wall occasionally drips clear fluid that evaporates moments after falling.

The liquid has a storage capacity that PCs discover if they interact with a drop (or if they are splattered). Any creature touched by the liquid must make a DC 12 Constitution saving throw or be immediately transformed into a two-dimensional image randomly adhered to a surface in the chamber. Such an image can be pulled up and taken from the room, if desired (as can any of the previous images). A creature transformed into a two-dimensional representation of themselves can be restored with powerful magic, including *greater restoration*. The **Triumvirate** in F13 also has a cypher that can restore someone who has fallen victim to this effect.

F21. QUIETUDE

The low, rumbling purr that pervades this level falls quiet along this corridor. PCs may notice that absence with a successful DC 11 Wisdom (Perception) check. If they investigate further, they are interrupted by a Zhev moving down the corridor from F22. It attacks the “vermin” on sight.

If the PCs deal with the Zhev and continue their search, a successful DC 13 Intelligence (Investigation) check reveals an area of coppery cladding along one wall that is particularly rusted and flaky. With a bit of firm prodding, PCs can break through the cladding, revealing a dark substrate similar to what they discovered in areas keyed to F3.

Similar, but different. First, it’s not rumbling. The larger mechanism making up the bulk of this level is dead in this area. The PCs can probably tell why; some kind of clear gel adheres to the substrate. Contact makes living flesh and machine sensors alike tingle and, after a few rounds, inflicts 3 (1d6) acid damage. In addition, the digit or manipulator that contacted the gel becomes as clear as glass (though otherwise unaffected). If left alone, the affected portion returns to normal in about an hour.

If the characters devise a method of scraping the gel into a larger container, they can gather about 5 pints. Covering a person in the gel would render them invisible for about an hour but also inflict 3 (1d6) acid damage every minute.

F22. VEHEMENCE-HAUNTED INTERSTITIAL

The PCs hear a low roar from this chamber as they approach.

READ ALOUD

The walls, stretching up to a ceiling at least 50 feet overhead, are composed mostly of dark and derelict machinery. Here and there, a glow or weird distortion indicates something still working. A strange, armlike metal device is stuck to the center of the ceiling. A large domed device protrudes from the floor; it constantly shudders, giving off a bass roar that is almost too loud to bear.

Before characters can investigate this large chamber, they must deal with a wandering **vehemence** that has claimed the area as its territory. It “lairs” in a crack between two dead machines, but daily ranges around the chamber looking for a part or two to salvage and incorporate into itself. PCs represent either a fresh source of numenera for it to obtain or competitors for this territory. It generally lets Zhev pass through unharmed, but most other machine creatures are easy prey.

Characters can spend about an hour either investigating the functions of the machines here or simply salvaging. If they investigate, they discover three still-active functions, described below. If they attempt to salvage something useful (a check that has disadvantage because the vehemence has already picked up all the easy finds) and succeed, they can make one roll on the **Factory Floor Salvage Results table**.

Clearcoat Armor: After about ten minutes of investigating the chamber and making a successful DC 12 **Intelligence (Arcana)** check, the PCs discover that the great armlike device on the ceiling can be induced to lower itself down and direct a nozzle-like

Triumvirate, page 46

Vehemence, page 79

If the PCs are missing a compatriot, such as is described in the Lured hook (page 10), the vehemence might be Kreesyl the Lucky, or what remains of them. Some might not call their survival lucky, of course.

Factory Floor Salvage Results table, page 41



Optional Rule:
Intelligence (Ancients Arcana), page 259

If the PCs experiment with the clearcoat dispenser on an object first and come up with a plan to cover their nose and mouth while being sprayed, it might work, but if the covering item is a cloth or other low-profile object, odds are it'll be sealed under the layer, too.

aperture at a designated creature or object. The nozzle dispenses a fine spray that coats the creature or object with a substance that hardens into a flexible, clear coat that adds a +2 bonus to AC for about ten hours without affecting mobility. (Multiple coatings don't further increase the bonus to AC.) Living creatures subject to the process must succeed on a DC 12 Dexterity saving throw or begin to suffocate. Creatures that succeed on the save have enough time to realize what's going on and hold their breath. This might give allies the time they need to scrape off the coating, which requires sharp implements, takes about 1d4 minutes of effort, and inflicts 10 slashing damage on the subject.

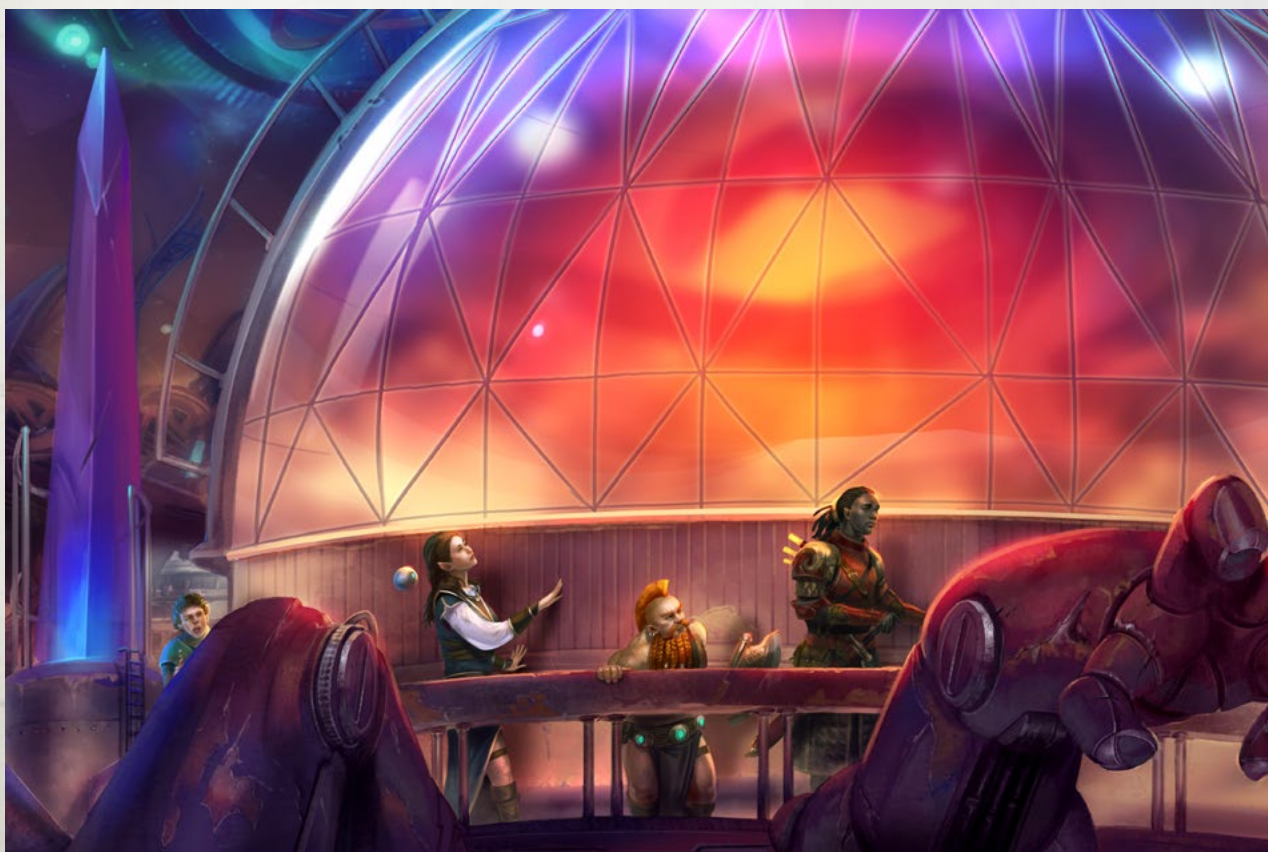
Deconstructor: Another ten minutes' worth of investigation and a successful DC 12 Intelligence (Arcana) check reveals a Large hatch into a space that will accept a Large or smaller object or creature. If an object is put into the space and the hatch is closed and activated, the object is deconstructed into a small metallic pellet about the size of a marble with negligible weight. At any later

time, the object can be reconstituted by exerting about 25 pounds of pressure on the pellet (something any healthy person can achieve by gripping it and squeezing hard).

If a creature is shut inside the chamber, it is also reduced to a reddish marble. However, the reconstruction with a squeeze is a bit touch and go. After being restored to its normal size, weight, and shape at a later date, the creature must make a DC 12 Constitution saving throw, or it returns with 0 hit points and must begin making death saving throws.

Roaring Dome (Energizer): Close up, PCs can see into the dome projecting from the floor because it's not actually metal; it's some kind of crystal with a metallic sheen that greatly reduces the glare of something sun-bright contained within the dome. That something writhes and moves about so quickly that it's visible only as a frantic blur. The dome also provides audible shielding, as the bright thing within is a few orders of magnitude louder than it seems outside.

If the PCs spend about ten minutes investigating the dome and make a DC 12



Intelligence (Arcana) check, they discover that the mechanism surrounding whatever is caught inside—which isn't so much an entity as an artificially maintained aperture in reality—is capable of storing a great deal of energy in an object or a creature. The dome has what seems to be a vertical charging plate.

If a depleted relic or magic item low on charges is set against the plate, the relic is restored, and a magic item regains its maximum number of charges. Some dead cyphers may also potentially be recharged.

If a mundane object (such as a hunk of rock or iron, a mundane weapon, or another object weighing at least a couple of pounds) is pressed to the charging plate, it gains the attributes of a **ray emitter**.

If a living creature presses a hand or other portion of flesh against the charging plate, their eyes begin to give off a bright glow illuminating a 20-foot radius, which doesn't interfere with their ability to see. The creature must make a DC 12 Constitution saving throw. If successful, they can emulate the function of a ray emitter until they use the ability, after which time their eyes lose the glow. On a failed save, the creature takes 22 (5d8) damage (see the ray emitter description for damage type) and their eyes lose the glow.

F23. ZHEV DEPOT

READ ALOUD

Receptacles stud every wall surface of this chamber. Three fourths of the receptacles are empty, but a half dozen contain unmoving Zhev with two of their three tentacles inserted into the wall.

The **Zhev** that patrol this part of the Factory Floor have adapted this chamber for their own use. When plugged in, a Zhev is essentially unconscious, and thus those the PCs initially find here are unresponsive. If they suffer damage while plugged in, they react by rousing and defending themselves.

If PCs are captured, they are brought to F24.

F24. ZHEV HOLDING

READ ALOUD

Four cubicles shimmer with a faint sheen of light across their fronts. Three are empty; one has what appears to be the corpses of two humans.

A quarter-inch-thick field of transparent force encapsulates each of the cubicles. The fields are resistant to nearly any effect other than the most extreme, such as disintegrating effects. A mounted control surface on the wall near the cubicles can raise and lower the fields, but currently only the Zhev know the proper sequence of controls. The PCs could attempt to experiment, but must succeed on three DC 18 **Intelligence (Arcana)** checks before making any headway in opening the cubicles.

The bodies in one of the cubicles are explorers who were found working with the surk, which is something the Zhev are probably willing to explain to the PCs should the topic come up, and if the PCs haven't already been judged complicit in the same crime. If the PCs get into this cube, they find that the explorers have been stripped of their equipment except for a couple of random potions from the surface, which the Zhev don't recognize as valuable.

If the PCs are captured and imprisoned within one of these cubicles, their valuables and equipment are deposited in another empty cube. Within about an hour, a Zhev called the Unilateral (see F25) arrives to interview them and judge their guilt or innocence. If found innocent, the PCs are released according to whatever agreement was worked out. If they are judged guilty, the Unilateral keeps them confined indefinitely, without the benefit of food or water.

F25. THE UNILATERAL

The entrance to this area is sealed. A nearby control surface allows someone who succeeds on a DC 11 **Intelligence (Arcana)** check to open the door; however, they will have to beat a DC 15 to avoid setting off an alarm that alerts the Zhev inside.



Ray emitter, page 103

Optional Rule:
Intelligence (Ancients Arcana), page 259

If PCs have iron flesh that has been surgically implanted, they retain those items if they wake as captives of the Zhev.



Zhev (CR 4), page 244

READ ALOUD

Three active Zhev tend to strange devices in this chamber. Receptacles stud the eastern wall. All but one is empty. The receptacle in use holds a Zhev with golden plating.

The Unilateral has Zhev stats, but with 88 hit points.

An intrusion into this chamber rouses the **Unilateral**, which begins the encounter plugged in. Three other Zhev in the chamber are active. They do not automatically attack unless the PCs have been previously identified as criminal trespassers or are in the company of a surk.

The Unilateral is the judge, jury, and sometimes executioner of the Zhev on the Factory Floor. It knows Common, among several other languages. When it encounters the PCs, either here or as captives in F24, it begins the process of ascertaining their guilt or innocence. The Unilateral is willing to lead PCs toward “safe” answers during its questioning. For instance, it might say, “You haven’t been foolish enough to ally with the verminous surk, whose activities undermine the purity of this entire level, have you?” It may even be willing to forego finding them guilty for past interactions with surk, especially if the PCs have a request for the Unilateral in turn, because then it will ask them to perform a punitive service.

If the PCs ask the Unilateral about the data orb, it is open to an exchange. They must bring it the heads of five surk “vermin” as a bounty (or ten if they have also been judged guilty, and thus sentenced with a punitive service). The heads can be of any sept; the Zhev judge them all to be criminals that must be excised.



Triumvirate, page 46

If the PCs deliver the surk heads (or convince the Unilateral that they’ve done so), the Zhev direct them to F26. The Zhev acquired the data orb to occupy the attention of a creature known as a zulerin sentinel, which was proving bothersome. If the PCs want the orb, they are free to take it from the sentinel, if they can. However, they must agree to disable or destroy the sentinel in the process.

If the PCs don’t deal with the Zhev, or if they refuse to deliver the bounty requested and try to steal the orb, the Zhev fight them here, and all future Zhev encounters end in conflict as the characters are determined to be criminals.

F26. SENTINEL OF THE ORB

READ ALOUD

Loose debris in this chamber forms a rough nest for a 20-foot-long creature with lumpy metallic skin, several clusters of tentacle-like arms, and two massive eyes that brilliantly shine. The creature’s gaze is fixed on a 4-inch-diameter orb of etched amber crystal hanging from the ceiling by a wire tendril. Tiny pulses of light constantly flash along the etchings.

The **zulerin sentinel** is not hostile at first, but defends itself if attacked or if someone tries to take the **data orb** that the Zhev hung here to keep it occupied. PCs who accidentally rouse the creature can retreat or move through the chamber without it coming after them if they leave the orb behind. However, if they take the data orb, the sentinel tracks them until it regains the orb or the PCs destroy it.

OBTAINING SURK HEADS NONVIOLENTLY

PCs who have a good relationship with the surk and bring up their dilemma to the **Triumvirate** in F13 are rewarded for their honesty. The Triumvirate shows them to a chamber it calls the “surk graveyard” where deprecated surk bodies lie. Ten heads can be obtained there.

CHAPTER 6

THE CRÈCHE

The Crèche is located beneath the Factory Floor, as shown on the **Grave of the Machines cutaway map**. It is a much smaller level, given that it consists mainly of one exceptionally well-guarded vault surrounded by a few subsidiary chambers. The central secure vault holds an entity that others have referred to as “the machine that waits” and once as the “dread destroyer.” The surrounding chambers fulfilled support functions long ago, but most are degraded now.

Most likely, the PCs reach the Crèche via the **rotating Crèche bridge (P17)** described in chapter 3 (unless they’ve skipped the Peerless Wheel and found another way to move between levels of the Grave of the Machines).

In any case, access to the Crèche is available at C1.

OVERVIEW

Despite living inside the Grave of the Machines, most of those presently active here are relative newcomers to the ruin, arising from a series of machines falling further and further into disrepair, or the malfunction of biological systems (as is the case in the Reservoir). They don’t specifically know what is stored in the Crèche, but even if they agree on nothing else, they’ve accumulated enough evidence that they’ve developed a policy to leave it alone.

Thus, if the PCs help **Thayusa Kor** gather the three special components requested (assuming you’re using that adventure hook), **Peerless** and **Origin** attempt to prevent Thayusa from completing their goal (as described hereafter under Obtaining and Using the Mask). If Peerless and Origin both survived their interactions with the PCs (and

Peerless, with its many instances, almost certainly has), one or both send a force to stop Thayusa from executing their plan, as noted hereafter under Defending the Crèche.

The thing is, Thayusa is allied with a secretive group of creatures that persist in the Crèche, known as vesieds, also described hereafter.

But whether desiring to free the machine that waits or keep it locked up, every creature and machine that comes to the Crèche must deal with the deathly, preservative cold that pervades the level.

Preservative Chill: A rime of ice covers almost every surface in the Crèche, despite the occasional machine that scuttles out from C3 to keep routes passable. This is an environmental effect created by devices in C4 that suck excess heat from the level as an additional method to keep everything here locked down and inactive. Temperatures are subarctic. Mundane clothing designed to protect against the cold is not enough. For every ten minutes the PCs spend on this level, they must make a DC 13 Constitution saving throw to avoid taking 5 (2d4) cold damage (the save is made with disadvantage if a PC doesn’t wear cold-weather gear). Failure on this save by 5 or more causes a character to gain one level of exhaustion.

The ice rime may present other issues, causing risk of slipping on a failed DC 12 Dexterity saving throw whenever the **GM intrudes**.

NPCs are similarly affected. The vesieds and the Arganied warden (C4) are immune, Thayusa triggers a cypher that provides protection for the day, and forces sent by Peerless and/or Origin are covered in

Grave of the Machines cutaway map, page 10

P17. Rotating Crèche Bridge, page 30

If you’re not using the Thayusa Kor’s Secret Agenda adventure hook (page 11), Thayusa is still attempting to accomplish their ends without the PCs, having gained what they wanted through other means. Thus, the characters encounter Thayusa on this level, as well as instances of Peerless and the spawn of Origin trying to stop Thayusa from succeeding.

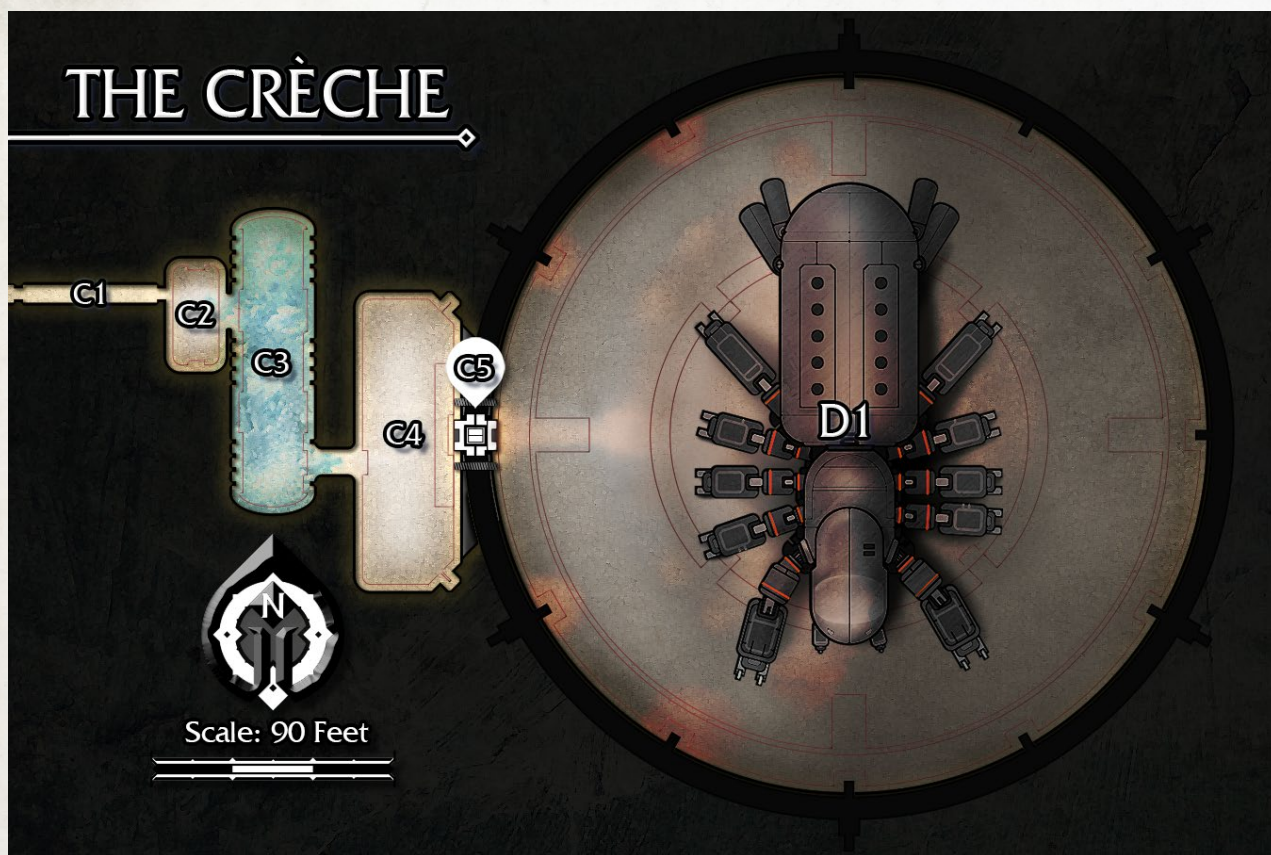
Thayusa Kor, page 11



GM Intrusions, page 268

Interacting with Peerless, page 22

Origin, page 31



Vesied, page 80

cold-protective layers of material (so they do not make saves at disadvantage).

Vesieds Arising: Entities known as **vesieds** infiltrated the Crèche long ago, hoping to assume control of the machine that waits. They were unsuccessful but lingered, gradually becoming frozen into the walls and floors like fossils under sediment. However, that sediment was ice. Vesieds can shrug off the damage from suspended animation through freezing. A few already have done so, and are working with Thayusa. The PCs encounter a few vesieds in C2, though if the characters are working *with* Thayusa, the vesieds count them as allies—until such time, if ever, that the PCs decide Thayusa may not be acting in good faith.

Salvaging on the Factory Floor, page 41

ice all around them in ones and twos, slowing and preventing them from stopping Thayusa (and maybe allied PCs).

Don't play out every fight between the various NPCs, especially if the PCs are not directly involved. Summarizing this ongoing conflict is enough; the various forces seem to be fighting each other to a stalemate, at least at first. This gives PCs the time to advance with (or against) Thayusa to meet the warden in C4 without any outside interference.

Salvaging in the Crèche: Unless otherwise indicated, a successful salvage check on this level grants random items of the numenera as is described under **Salvaging on the Factory Floor**, in any chamber where debris or broken machinery is found. However, PCs must first chip away at ice surfaces for at least a minute or two to get access to underlying devices.

Interacting with Peerless, page 22

Neonate, page 75

Defending the Crèche: Four instances of **Peerless**, swaddled in clear, smooth “synth” membranes for warmth, show up to stop Thayusa, as do 2d6 + 2 **neonates**. Peerless and the neonates band together as uneasy allies, opposed by an ever-expanding number of vesieds breaking free of the

C1. FIXED CRÈCHE BRIDGE

If the PCs jump across the gap from P17, the DC 11 Dexterity (Acrobatics) check each must make not to roll off upon landing (as described in P15) is made with disadvantage

because of the ice on the half-bridge. Even this far down in the void holding the Peerless Wheel, a considerable drop of about 200 feet awaits anyone so unlucky as to fall.

READ ALOUD

A bridge-like arch—about 30 feet long and 25 feet in diameter—extends from the eastern unmoving wall of the void. The half-bridge ends at an opening in the wall about 20 feet in diameter. A thin coating of ice slicks the half-bridge.

The tunnel from C1 leads about three fourths of a mile, then opens onto C2. The tunnel is covered in a thin rime of ice, though there is evidence that some effort has been made over time to keep the ice cleared away.

C2. FROM THE ICE

READ ALOUD

A thick rime of frost and ice covers every surface but is thinnest across the floor. Several forms lie scattered throughout the chamber. Ice crystals have begun to form on them, but not many, suggesting that the bodies are recent additions.

Two destroyed instances of Peerless and four dead neonates lie here, all showing scorch and burn marks, and have been looted (and salvaged). Three dead vesieds



are also here; the PCs are unlikely to have seen their kind before. In addition to the dead vesieds, two live ones guard this chamber, though when the PCs initially enter the room, they lie on the floor and

Thayusa Kor's Secret Agenda, page 11

Binding integrator, page 82

Siphoning rod, page 84
Data orb, page 83

OBTAINING AND USING THE MASK

As previously described, **Thayusa** wants three special items: a **binding integrator**, a **siphoning rod**, and a **data orb**. If **Thayusa** gains these through PC efforts, the creature pays for each one and offers one more commission, asking the characters to accompany them down to the bottommost level where they will use the items to defeat a powerful warden, and by so doing, gain access and influence over the machine that waits.

It's actually a multistep process that **Thayusa** explains as things proceed (or ahead of time, if they trust the PCs):

1. The warden is too powerful to defeat without a bypass, so step one is to use the binding integrator on it to hold it powerless.
2. The warden knows how to open the innermost vault of the Crèche, but won't give that knowledge up easily or

willingly. However, once the warden is rendered inactive, the siphoning rod can extract that information directly.

3. The warden is able to imprison creatures and objects in special pocket dimension cells. In one of those cells, it keeps something called the mask of machine command. If the warden is destroyed, everything it imprisons will be released, including the mask.

4. Even with the vault code provided by the siphoning rod, a data orb is also required to fix the vault door; some previous entity attempted to get through by brute force alone, which only further secured the dread destroyer. (**Thayusa** doesn't call the machine that waits a "dread destroyer" in the PCs' presence, but others may do so.)

5. Once the innermost vault is opened, the mask of machine command can be used to gain control of the machine that waits.

look nearly as dead as their fellows. The PCs must succeed on a DC 13 Wisdom (Perception) check to notice the vesieds' status before they act.

If Thayusa accompanies the PCs as an ally, the two living vesieds rise and report to Thayusa, using machine speech. (They state that others in the Grave have become aware of Thayusa's attempt to wake and gain control of the dread destroyer, and have been sending sorties to prevent it; more sorties are expected soon.) If the PCs don't understand the report but ask about it, Thayusa truthfully says that the vesieds are allies, and that they will prevent anyone from interfering with the plan to wake the machine that waits.

If Thayusa is not with the PCs as an ally, the two vesieds assume that the characters are among those opposed to accessing the innermost vault, and attack.

C3. BIG ICE

READ ALOUD

Grumbling machines mutter, shaking the glacier of ice that coats every surface of this chamber, most of it several feet thick. A central path shows evidence of ice removal, but already that maintenance is beginning to freeze over.

Several more vesieds (1d4 + 2) emerge from the ice. They react to the PCs depending on their alliance status with Thayusa. Regardless, the vesieds are distracted from dealing with the PCs when several more instances of Peerless and/or neonates arrive. The vesieds engage the newcomers, and the PCs can use the fight as a distraction to move on to C4.

If one or more characters prefers to stay and fight, you may have to play out the combat for a few rounds. However, make it obvious to PCs that whether they are allied with Thayusa or not, Thayusa is moving on and intends to execute their plan with the warden in the next chamber.

C4. WATCHING WARDEN

READ ALOUD

The frost-clogged passage opens into a massive open area thick with icy stalagmites pointing up at stalactites hanging high

above. An enormous vault door, well over 150 feet in diameter, lies at the center of the chamber's far wall. Standing between you and it is a bulky entity easily twice the size of a human, but without a head, wearing armor pocked with crystal spheres, some of which glow and blink.

The armored form is an **Arganied warden**. If the PCs are here without a binding integrator, it's a straight-up fight. If the PCs defeat the warden and don't have a siphoning rod, extracting the information required to open the vault door is problematic (unless their goal is to keep the vault from opening).

Regardless, Thayusa is determined to carry out their plan. With or without the PCs' aid, the ganthanhar attempts to seize control of the machine that waits in D1.

Executing Thayusa's Plan

There's a plan, and then there's how things actually go. The following notes speak to Thayusa's plan for **Obtaining and Using the Mask**, though how the PCs react at any point could send things in a new direction.

In addition, as these events play out, interrupt along the way with a new attack by Peerless, which the PCs must help fend off if they are allied with Thayusa. In this case, Peerless verbally attempts to warn the PCs that they've allied with a being dedicated to raising a dread destroyer, something that can't be controlled, and something that the entire Grave of the Machines was designed to hold in check. It's up to the PCs whether they decide to heed that warning or not.

1. Thayusa has adjusted the **binding integrator** so that it's specifically keyed to work better on the Arganied warden; the warden's saving throw to avoid the effect has disadvantage. (For the purposes of moving the adventure forward, if Thayusa is using the binding integrator, it just works.)

2. Once the warden is bound (but not destroyed), the **siphoning rod** can extract the complex code required to open the vault. The code is a series of sounds that go on for 1d2 rounds. A human with the knowledge transferred by the rod can reproduce the sounds well enough to cause

*Arganied warden,
page 69*

*Obtaining and Using
the Mask, page 55*

*Binding integrator,
page 82*

Siphoning rod, page 84

the Crèche vault (C5) to open, once it is repaired as noted hereafter.

3. The bound warden can be induced to selectively release that which it keeps imprisoned. (Destroying the bound warden automatically releases every imprisoned entity and object.)

Currently, the prisoners bound by the warden include a confused **chirog**, an aggressive **grey sampler**, and a defiant **dread rider** wearing the **mask of machine command**. If all the creatures are released at once, things may become a bit chaotic, but the PCs might have a chance to release and neutralize one inmate at a time.

Of particular interest to the PCs is the dread rider, because of the device it wears on its head. The dread rider's only purpose is to keep the mask from those who are not authorized to access it, and the PCs and/or Thayusa are certainly not authorized, so getting it probably comes down to a fight.

4. The mask is an impressive-looking relic that glows and hums with importance, with a metallic floating halo and a braid-like tether. If Thayusa is with the PCs, they claim it as their right. If the PCs disagree, another conflict kicks off, this time with the PCs versus Thayusa and 1d2 nearby vesieds.

5. The vault door shows some obvious damage; not long ago, someone tried to brute force their way into the vault. The earlier perpetrator was Thayusa (though they don't volunteer this information), which is how they knew the door would have to be repaired before a code could be used on it. The data orb is sufficient to the task. (If the PCs are the ones doing the repair, the data orb helps in the process, which means a check is not required.)

Opening the vault door breaks the stasis that has held the dread destroyer inside (D1) for aeons. It is free to *destroy*!

However, if the dread destroyer sees someone wearing the mask of machine command, it doesn't fly into the berserk



Thayusa Revealed: If Thayusa succeeds in claiming the mask, this may be the place where the imposter and the PCs part ways, as the mask makes it impossible for Thayusa to retain their human disguise. The newly revealed ganthanhar may try to argue that they need the dread destroyer to go to war, but then again, they may just command some nearby vesieds to kill the PCs, distracting the characters while Thayusa proceeds to C5.

spree of destruction that its nature demands, but instead waits calmly. The mask allows the wearer (and up to ten associates) to locate, access, and enter this particular dread destroyer's command cabin, without the dread destroyer attacking. After they enter, though, the mask's utility becomes more limited than anyone might have hoped for.



Chirog (CR 4), page 154

Grey sampler (CR 4), page 181

Dread rider, page 70

Mask of machine command, page 84

Vault door and vault:
AC 23; 500 hit points

C5. VAULT DOOR

Several dead vesieds (and several suspicious piles of dust) lay randomly scattered within about 10 feet of the door, already freezing back down into the ice. (They tried to open the vault without the proper access code.)

The massive **vault door and the vault** itself are virtually impregnable. However, a control surface offers some hope of granting access, though it's damaged. It remains unresponsive until someone repairs it with a data orb as earlier described.

Once the door is repaired, PCs who succeed on a DC 13 Intelligence (Arcana) check determine that the surface is amenable to an audible input. Only the specific input will work. PCs who activate the control surface anyway and try to bypass the code must succeed on a DC 17 Constitution saving throw or take 45 (10d8) force damage. If this damage reduces them to 0 hit points, their body becomes a pile of fine grey dust.

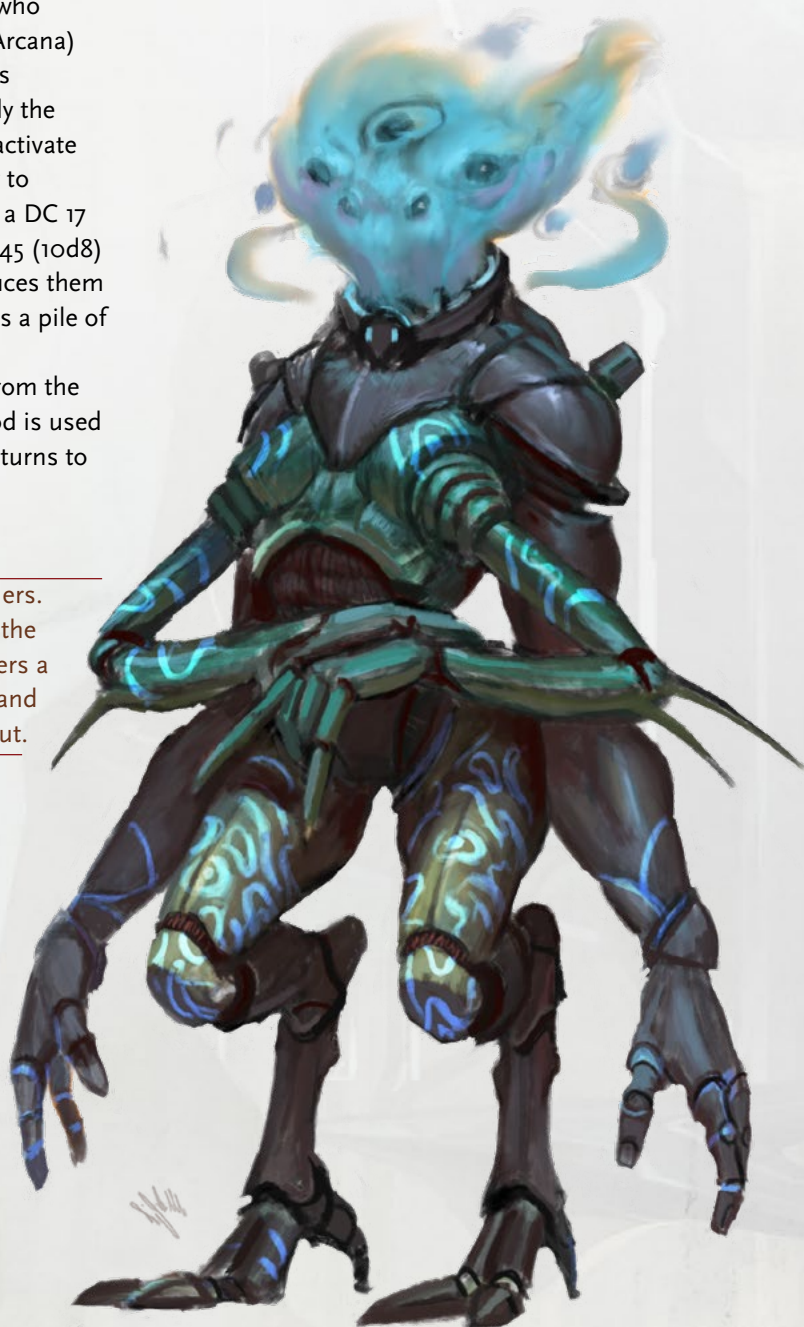
However, if the code obtained from the warden by way of the siphoning rod is used (which takes one creature 1d2 full turns to reproduce), the vault door opens.

READ ALOUD

The Grave of the Machines shudders. Stalactites fall from the ceiling as the massive vault door glows red, utters a groan as loud as a dragon's roar, and slides open. White steam pours out.

When the door opens, it ends the stasis effect keeping the machine that waits inside. That also shuts down the heat-sucking devices in C3, though it takes many hours for the cold to dissipate. The steam takes only a few rounds to clear. Those who advance can see down into the concavity where the machine that waits has rested immobile for so long.

Whether or not PCs are in a position to advance is up to you. The background conflict between Peerless, the neonates, and the vesieds could be still ongoing, providing the PCs with the distraction they need to move forward. Or one of those groups might win and interfere with PC attempts to enter D1. In that case, a couple of rounds later, the machine described in the next chapter emerges and peeks into C4 through the clearing steam.



CHAPTER 7

INSIDE THE MACHINE

The Crèche surrounds the innermost vault, a single large chamber as described in D1 that contains a dread destroyer. If the vault door (C5) in the previous chapter is opened, the dread destroyer leaves the stasis of aeons in just a couple of rounds. Effectively, anyone entering D1 (whether it's the PCs or not) causes the same "thawing" reaction.

PCs who enter the vault without the mask of machine command must fight or flee from the waking dread destroyer. Otherwise, they can use the mask to approach it and gain entry, as described in D2.

OVERVIEW

Though not generally known, some dread destroyers (including the one presented here) have interior command cabins able to house creatures, including several chambers designed *not* to kill victims. These spaces probably once contained servitors of the Ancients armed with all kinds of incomprehensible numenera capable of greatly magnifying the already-considerable destructive power of the war machine.

Those are mostly gone. What remains are a few broken remnants, a handful of servitors, and one storage chamber with still-functioning numenera.

Most worrisome, pernicious malfunctions prevent someone wearing the mask of machine command from gaining complete control over the dread destroyer.

DESTROY! Once activated, the dread destroyer doesn't waste time in pursuit of its prime directive: bring utter destruction to every population center on the surface, starting with the largest it can find. That said, it remains calm in the presence of

someone wearing the mask of machine command—right up until the moment said individual (and anyone they have designated as allies) enters the command cabin. A couple of rounds later, the destroyer lurches into action. Even if the PCs are not in a chamber offering an exterior view, they can feel motion through the floor and walls as the war machine exits the Crèche, hear multiple muted explosions as the destroyer fires its weapons, and feel static charge build-ups each time the creature generates lightning.

If not checked (as described below), the dread destroyer escapes the Grave of the Machines, wreaking considerable havoc to the *Peerless Wheel* and the *Lost City* on its way out. Once on the surface, it ranges around the world, moving from population center to population center, locations that are presumably important to the PCs one way or another.

Moments of Control: Every chamber inside the dread destroyer has an input socket that the umbilical tether of the *mask of machine command* can be plugged into, even in chambers designed to kill or torture creatures (such as D4). However, a systemwide malfunction prevents a wearer from controlling the destroyer for more than 1d4 rounds at a time, before the control ends and the wearer is subject to one of the rolling malfunctions afflicting the command cabin (described hereafter). Once control ends, the wearer must find a new input socket in which to plug the mask to gain another 1d4 rounds of control. Alternatively, the wearer can unplug the mask and plug it back into the same socket (which takes a round), then make a DC 13 *Intelligence (Arcana)*

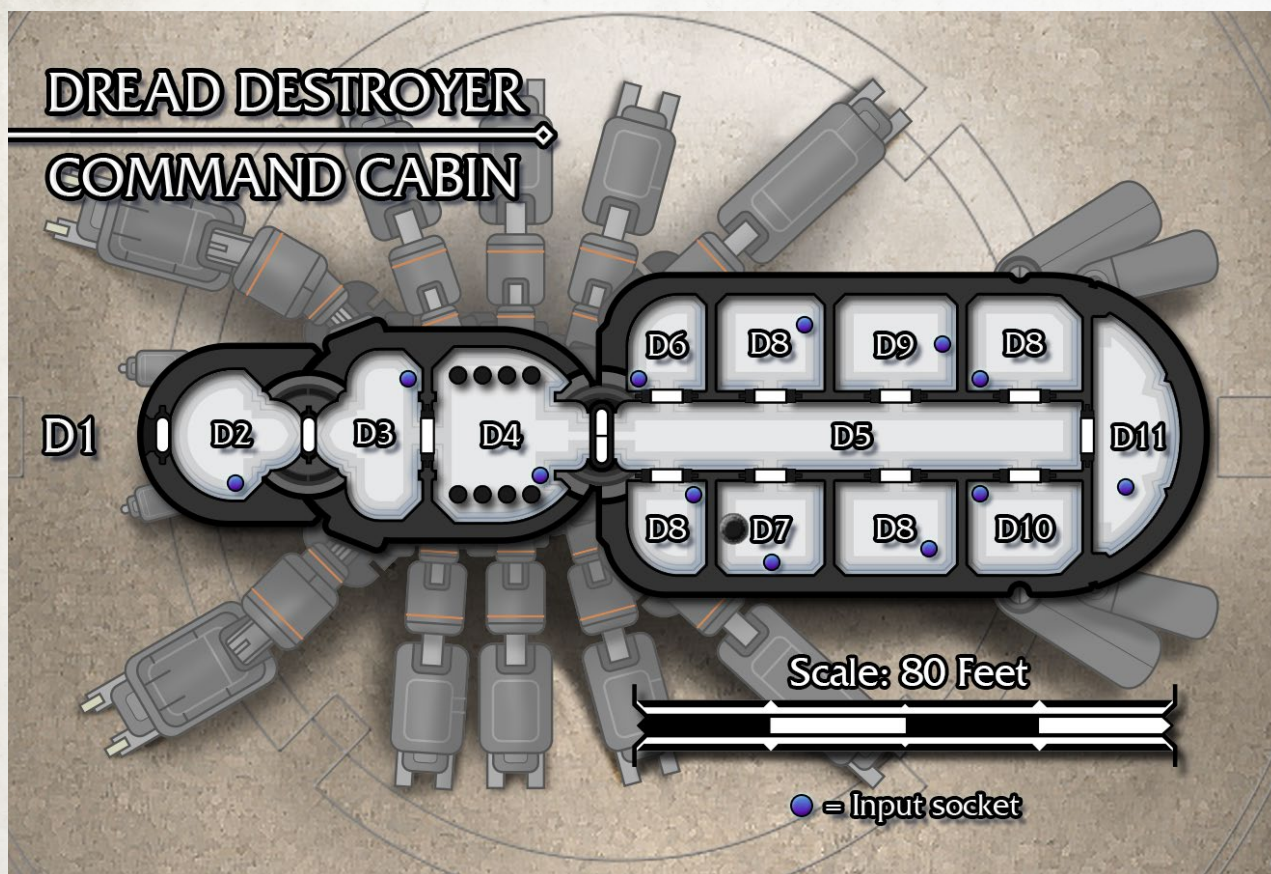
Inertia is dampened for passengers in the dread destroyer's command cabin; otherwise, the PCs would be knocked around too violently to survive when the war machine moved.

Peerless Wheel, page 22
Lost City, page 13

Mask of machine command, page 84



Optional Rule:
Intelligence (Ancients Arcana), page 259



Eventually, if the PCs try all the sockets in the destroyer, every further attempt at gaining 1d4 rounds of control requires a successful check.

check to try to gain another 1d4 rounds of control.

While controlling the dread destroyer, the wearer is treated as incapacitated, but they gain so much more. The wearer controls the destroyer as if the machine were their own body for 1d4 rounds. The wearer can see from its “eyes,” hear from its “ears,” make it move as desired, and, of course, use its weapons. The wearer doesn’t gain any particular control over the chambers inside the dread destroyer.

As noted under Rolling Malfunctions, a rogue consciousness suffuses the war machine. Ultimately, this is why PCs can’t gain more than transitory moments of control of the dread destroyer, and then only if someone is willing to spend all their time shepherding it away from major population centers.

During any round or two in which the machine is not controlled, the dread destroyer maximizes its destructive options. It may also set a rolling malfunction on the PCs to break up their routine if they put it on too tight of a leash.

Rolling Malfunctions: When the PCs interact with a device or control surface in the command cabin of the dread destroyer, or whenever the GM decides, roll on the Rolling Malfunctions table to see if they are affected by one of the handful of malfunctions afflicting the interior.

The same chamber, fixed machine, or device may manifest a variety of different malfunctions over time, which might strike some PCs as odd. (Other characters may not even understand the concept of a malfunction, and merely consider the effects as part of a dangerous environment.) PCs who wonder what’s going on, or who attempt to repair a malfunctioning device or fixed machine, can make a DC 13 Intelligence (Arcana) check. If successful, they don’t fix the malfunction, but instead get a sense of a separate consciousness that is actively resisting their presence. It is the dread destroyer itself, having broken free of its instructions to obey unswervingly anyone wearing the mask of machine control.



ROLLING MALFUNCTIONS

d10 Malfunction

- | | |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1–3 | No malfunction. |
| 4 | Character becomes the target of two cabin services automatons , dispatched from D6, which arrive within 1d2 rounds. The automatons seek to subdue the character and eject them from the command cabin at D1. |
| 5 | Static dust fills a 20-foot cube. Each creature in that area must succeed on a DC 12 Dexterity saving throw or be blinded for one minute. A creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. |
| 6 | Heat-draining dust fills a 20-foot cube. Each creature in that area must succeed on a DC 12 Dexterity saving throw, taking 10 (4d4) cold damage on a failed save, or half that on a successful one. |
| 7 | Sanitizing dust fills a 20-foot cube. Each creature in that area must make a DC 12 Dexterity saving throw, taking 14 (4d6) fire damage on a failed save, or half that on a successful one. |
| 8 | Electrical discharges fill a 20-foot cube. Any PC touching a surface in the area must make a DC 13 Constitution saving throw or take 14 (4d6) lightning damage on a failed save, or half that on a successful one. |
| 9 | Flailing restraining straps emerge from all surfaces in a 20-foot cube. Each creature in the area must make a DC 13 Dexterity saving throw or be restrained for one minute. A creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. |
| 10 | Target must succeed on a DC 13 Wisdom saving throw or be teleported into the Excruciation Chamber (D4), directly into one of the pain columns. |

*Cabin services
autatmon, page 63*



*Dread destroyer
(CR 30), page 170*

*Mask of machine
command, page 84*

*DESTROY! imperative,
pages 59–60*

Stopping the Dread Destroyer: PCs may come up with an innovative way of keeping the dread destroyer from going on a rampage, possibly by engaging it in a fight with something even more powerful than that's part of your campaign. However, one additional possibility is available, which they may learn about in D11. As much as the dread destroyer is incentivized to rampage indiscriminately, it hates one type of entity in particular: Dream Titans. Little knowledge of these creatures is available, because so much rage surrounds them. The PCs get the sense that there is nothing the dread destroyer wouldn't do to go after them, whatever or wherever they are.

So to lure the dread destroyer off-world, the PCs must engage with it through one of the input sockets, then succeed on a DC 13 Charisma (Deception) check to make the destroyer believe that one or more Dream Titans can be found elsewhere, perhaps in the void beyond the world or in some other dimension. All the PCs need to do is lie convincingly and provide a location, and the dread destroyer is diverted. (Soon after that, they should gain control long enough to disembark, because the moment it is convinced, the dread destroyer activates functions in D9, making itself into a war machine capable of flying, burrowing, or heading off on an interplanetary voyage—whatever needs to be done to reach the location the PCs indicate.)

Salvaging Inside the Dread Destroyer: Unless otherwise indicated, a successful salvage check inside the destroyer grants random items of the numenera as is described under *Salvaging on the Factory Floor*. However, doing so is incredibly dangerous. Succeed or fail, the PCs are targeted by the effect described for option 10 on the Rolling Malfunctions table.

D1. IN STASIS NO MORE



A horrific machine of many legs and mandibles moves amid the dissipating steam. Well over 100 feet long, the many-segmented, metal-plated thing lurches forward, menace clear in every line of its construction.

The **dread destroyer** stops moving the moment it senses a creature wearing the **mask of machine command** within 1 mile. If attacked, even while in range of someone wearing the mask, it defends itself as long as attacks continue against it.

The dread destroyer acts as described under **DESTROY!** once a creature wearing the mask enters the destroyer at D2, or moves out of range.

D2. DREAD ENTRANCE



Two massive metallic mandibles and countless smaller wirelike tendrils flex and snap beneath the machine's blank face.

A section of metal plating simply folds aside when someone wearing the mask of machine command comes within 30 feet of the dread destroyer. The folded metal creates a ramp, allowing PCs access into a metallic chamber about 10 feet wide and 20 feet long.

The interior is mostly bare, other than some debris on the floor that seems like a

INTERIOR DEFENSES

PCs who attempt to destroy the dread destroyer from the inside are retaliated against, even if they are wearing a mask of machine command, each round until they stop. This retaliation takes the form of one of the effects from the Rolling Malfunctions table, which vary from round to round, and which can be increased to fill the entire cabin if need be.

INTERIOR DOORS

A series of metallic panels serve as **doors** inside the dread destroyer's command cabin. Unless a door is noted as secured, a PC can open one simply by touching its face, at which point it slides open for about a minute, then closes again. If something blocks a door from closing, an alarm is triggered for one minute or until the blockage is removed. If the blockage is not removed, the door closes anyway, severing anything less hard than itself.

*Salvaging on the
Factory Floor, page 41*

Dread destroyer door:
AC 18, 50 hit points

combination of rust, dust, and a few bits of mummified flesh from an unidentifiable species. PCs also see an input socket.

D3. BAD MEMORIES

READ ALOUD

Raised rectangular sections on the wall glow with a pearly radiance from countless tiny grey and white particles like snowflakes, dancing randomly across them. They illuminate a jumble of broken machinery, including many glass vessels, now shattered. A yeasty smell, reminiscent of baking bread, is strong here.

A creature known as a **moilt** survives in this chamber, the only one of several that once was plugged into a larger device, now long defunct. It stirs and attacks if PCs enter this chamber. Nothing else in here moves or functions, though PCs find an input socket.

D4. EXCRUCIATION CHAMBER

READ ALOUD

A series of four metallic columns with crystal windows stand on each side of this chamber. Three columns glow and occasionally snap with tiny lightning arcs. Two long seams, one on each wall of the chamber, are sealed by zipper-like prongs.

Each column is big enough to hold a Medium creature within, or a Large creature with a bit of squeezing. Sometimes when the dread destroyer grapples a foe, it drags the foe into its interior through one of the **zipped seams** (which opens just enough to accept a victim before resealing) and places them in one of **pain columns**. There, the victim is held immobile and jolted with lightning until dead.

If PCs investigate any of the three glowing columns, they can see into the interior through a crystal window. Inside are the desiccated, charred remains of some unfamiliar creature. Alternatively, if the dread destroyer has started on its DESTROY! imperative, the columns might hold a neonate, an instance of Peerless, or even a person from the surface, depending on whether the destroyer has managed to escape the Grave of the Machines. It's up

POSTERIOR PORTHOLES

A series of dark, disc-like windows along the dread destroyer's "abdomen" serve as **portholes**, with one located in each of the chambers along the command cabin's spine corridor, and two on each side wall of the Memory Chamber (D11). The portholes are treated with a tinting technology that makes it impossible for those on the outside to see in, though someone on the inside can look out to see what horrors the dread destroyer is getting up to.

to you whether any of these prisoners are still alive. Usually, a dead victim is extracted through one of the seams, though delays and malfunctions happen.

PCs immediately outside a pain column can find a control to release anyone being held inside. However, they should be careful about touching an unoccupied (or recently vacated) column. Those who do are attacked by a metallic **grasper** that unfolds from the base of the column.

The chamber also contains an input socket.

D5. SPINE CORRIDOR

READ ALOUD

Metallic plates line the floor, walls, and ceiling of this corridor like scales. The scales subtly slide over each other as the entire corridor flexes with the movement of the war machine. At approximately 15-foot intervals, reflective metal panels resembling doors stand closed along both corridor walls.

No input sockets are located in this corridor.

D6. CABIN SERVICES

READ ALOUD

Several constructs of various shapes and sizes rest in receptacles in this chamber.

Ten receptacles in the walls, floor, and ceiling hold **type four basic automatons**; however, only 1d4 are functioning at any given time. All the automatons are plugged into fixed machines capable of regenerating and repairing them, or even rebuilding them from stock materials.

Portholes: AC 20; 100 hit points; regenerates 10 hit points per round

Moilt, page 74

Grasper Attack: +8 to hit, reach 5 ft., one target. Hit: If the target is a Large or smaller creature, it is restrained (escape DC 18) and held inside the column. Until this grapple ends, target automatically takes 10 (3d6) lightning damage every round.

Zipped seam: AC 22, 200 hit points

Pain column: AC 18, 50 hit points



Basic automaton, type four (CR 4), page 247

Flaw, page 72



Optional Rule:
Intelligence (Ancients
Arcana), page 259

The flaw in D7 isn't so much altering reality as calling on normally deprecated functions of the command cabin to affect the interior environment.

Moments of Control,
page 59

Unless the PCs give the automatons cause to defend themselves from salvage or an attack (or if they need to respond to something the PCs do in another part of the command cabin), they ignore the characters. Though technically separate entities, each automaton acts with the intentions of the dread destroyer, possessing no mind of its own.

The PCs can locate an input socket in this chamber.

D7. HERALD UPGRADE CHAMBER

READ ALOUD

A large metallic column with a crystal window looms in this chamber. A humanoid figure stands within the column, jolted over and over with red and purple lightning.

The column is larger than the pain columns in D4. The figure inside may be mistaken for a human at first, but the constant electrical discharge makes it hard to say for sure. If the PCs release the figure—they can find a control to do so on the column's exterior—the entity is revealed as

something else: a stitched-together creature of mismatched skin, an extra arm, and a couple of extra mouths. It is a **flaw**, and if released, it takes out its agony on the PCs.

If the PCs study the column and succeed on a DC 13 **Intelligence (Arcana)** check, they can determine that it's designed to link a humanoid creature to the dread destroyer, possibly in a fashion similar to what produced the dread rider that was released from the warden's prison in C4. Obviously, something went wrong for whatever last tried to use the column, producing the flaw.

The chamber also contains an input socket.

Sacrifice for a Greater Good? A PC who enters the column in an attempt to link themselves to the dread destroyer risks a similar fate as the flaw. Even if they successfully become a dread rider, their will and memories will be subsumed so they can serve the war machine. However, if the PCs don't have a mask of machine command or they find it too limiting to stop the destroyer, one character may be tempted to undergo the procedure. Make it clear to the PC that if they do so, they *might* be able to accomplish their goal, but the process will soon subsume them. It would be a sacrifice.

A character who enters the empty column must succeed on a DC 13 Constitution saving throw each hour or gain two levels of exhaustion. If they survive three hours in the column, they emerge as a dread rider, but one who retains their own mind for about a day. During this period, they can control the dread destroyer as described under **Moments of Control**, but continuously and without interruption. After that, the character's identity is lost, and they become an NPC that does the will of the dread destroyer, not the other way around.

D8. VACANT

Except for some debris on the floor that seems like a combination of rust, dust, and a few bits of mummified flesh from an unidentifiable species, the chambers keyed to these entries are bare, though each has an input socket.



D9. MODE RECONFIGURATION

READ ALOUD

Bulky devices under smooth, reflective coverings fill this chamber. A seam sealed by zipper-like prongs crosses the floor.

If the dread destroyer needs to modify itself to gain a different mode of movement, it dispatches two automatons from Cabin Services (D6) to enter this chamber. The automatons select the appropriate movement modules, then exit through the **zipped seam** (which remains open just long enough for them to leave or enter). On the exterior of the destroyer, the automatons require about one minute to reconfigure it for the new movement mode, which usually involves removing (or at least degrading to half speed) a current mode. If the destroyer is attacked during a retrofit, it gains disadvantage on all actions and saves until the procedure is completed.

Movement modes include regular movement 40 ft., climb 30 ft., swim 40 ft., fly 60 ft. (hover), and burrow 20 ft. Normally, the dread destroyer can have only two special movement modes active at the same time. More anomalous movement types are also possible (such as interplanetary), but those take a few days of retrofit to achieve. If the PCs manage to lure the dread destroyer into going after the Dream Titans, as noted under **Stopping the Dread Destroyer** and in D11, the war machine pauses to retrofit itself for an interplanetary trip. That's probably a good time for the PCs to abandon ship, unless they want to risk leaving everything they know behind.

The chamber also contains an input socket.

D10. CHAMBER OF USEFUL THINGS

READ ALOUD

Cabinet-like structures line this chamber. Some are dark and empty, while others are sealed and dimly glow.

This chamber holds a number of still-working machines of the Ancients, including several **cyphers** and a few **relics**. It's not necessary for the PCs to attempt salvage checks; they can just look through

the cabinets, looting the cyphers up to their **cypher limit** (or beyond, though that's not advisable).

The PCs discover 2d6 **cyphers** here and 1d2 **relics**. In addition, they also find an **automaton remote** (linked to one of the automatons in D6), a suit of **machine mail**, an **electro-pulse**, and a **companion thread**.

The chamber also contains an input socket.

D11. MEMORY CHAMBER

READ ALOUD

Raised rectangular sections on the wall show images outside the dread destroyer. Several machines are fused to the floor and walls here. Five of the machines sport a control surface set beneath a transparent vessel containing what seems to be a slowly pulsing, many-eyed creature with a bloated white body.

The PCs can access a few functions of the dread destroyer by using the machines here, without the need to use the input socket (which is set in an expansive chair fixed to the floor). Those who succeed on a DC 13 Intelligence (Arcana) check using the machines can accomplish the following.

- See locations within 10 miles as images on the screens, as long as the destroyer has an unbroken line of sight to those locations, or the destroyer can send an automaton from D6 and link to its senses.
- Access a variety of memories. Most are incomprehensible, but a PC who spends a few days studying in this chamber can learn a variety of interesting things, potentially including the locations of a few other caches and/or strongholds of the Ancients (as determined by the GM). In addition, while a PCs has access to this chamber, all Intelligence (Arcana) checks they make for Ancients-related lore has advantage.
- Possibly most important, the PCs discover something of a sore spot in the memory banks: **Dream Titans**, as described under **Stopping the Dread Destroyer**, which at first glance appear as living, walking pyramids the size of cities.



Cypher Limit, page 40

Cyphers, page 40

Relics, page 45

Automaton remote, page 82

Machine mail, page 84

Electro-pulse, page 83

Companion thread, page 82

Zipped seam: AC 22, 200 hit points

Stopping the Dread Destroyer, page 62

The memory machines here include five living moilts (page 74) attached in parallel to the devices. The creatures are not a danger unless PCs contrive to release them. If all five are released, the memory functions of this chamber are destroyed.

Lure of the Dream Titans, page 66



Cypher, page 40

Relic, page 45

WRAPPING UP THE ADVENTURE

Many paths for concluding—or continuing—this adventure exist. Do the PCs explore the entire Grave of the Machines, or just one or two levels, then leave? Do they ever find the dread destroyer, and if so, do they allow Thayusa to release it, or do they release it themselves? If the latter, are they able to redirect or otherwise stop it, or does the war machine become a force of terror and destruction in your campaign?

EXPLORING THE GRAVE

The Grave of the Machines is potentially far more extensive than the limited number of locations described within these pages, as noted under **Non-Keyed Encounters**. With the right resources, the complex might be a location the PCs return to from time to time, especially if their first few visits don't involve the plot to release the dread destroyer.

If this happens, a community is likely to build up around the entrance, a sort of rough-and-ready boomtown filled with adventurers like the PCs, plus many more people there to profit on the dreams of explorers who hope to find amazing things in the detritus of the Ancients.

DREAD DESTROYER, DESTROYING

It's possible that, thanks in part to the PCs, the dread destroyer is released into the world. Given how difficult it is to control (as described under **Moments of Control**), even if **Thayusa** is the one who ends up with the **mask of machine command** and tries to send the war machine after the **Erodel**, directing it is a mostly impossible task. Which means that it will begin advancing on and destroying population centers.

This issue is larger than the PCs alone can fix. Other powerful beings in the campaign are likely to respond. Are they mighty enough to deal with the dread destroyer? Possibly. Then again, they may need to recruit the PCs to gain the characters' insights on the situation and any expertise they may have gathered about defeating the war machine, temporarily controlling it, or even luring it away from the world.

Of course, the PCs might decide to stay aboard the dread destroyer, possibly following up on clues of other Ancients' caches found in the memory chamber. This means constant vigilance for PCs concerned with keeping innocent creatures safe. Alternatively, maybe one of those locations described in the memory chamber is off-world, possibly related to the Dream Titans.

LURE OF THE DREAM TITANS

As described under **Stopping the Dread Destroyer** and **D11**, the PCs come across a memory of something called Dream Titans that could be used to divert or lure the dread destroyer, even if the characters have to make up a location for it to seek out to enact its vengeance.

Ending the adventure in this way is satisfying in that a great threat is averted through smart play. Thanks to the characters' actions, uncounted numbers of lives will be saved.

The only question is: do the PCs leave the dread destroyer when they have the chance, or do they voyage beyond the worlds in the bowels of an avenging war machine?

Non-keyed encounters,
page 12

*Stopping the Dread
Destroyer, page 62*

D11. Memory Chamber,
page 65

*Moments of
Control, page 59*

Thayusa Kor, page 11

*Mask of machine
command, page 84*

Erodel shepherd, page 71

PART 2: RESOURCES FOR THE GRAVE OF THE MACHINES



Chapter 9: New Creatures

68

Chapter 10: New Items

82

NEW CREATURES

The Grave of the Machines is filled with strange entities. Many of them are described in *Arcana of the Ancients*. However, several make their debut in the 5E ruleset in this chapter.

Surk as a Playable Species, page 77

Surk are one of the new creatures described here. A few surk have made the journey out of the Grave, curious about the surrounding lands. An enterprising player could choose to play a surk if the GM allows it, as described under *Surk as a Playable Species*.

CREATURES BY CHALLENGE RATING

CHALLENGE 1

- Surk

CHALLENGE 2

- Neonate

CHALLENGE 5

- Dread rider

CHALLENGE 6

- Flaw
- Moilt
- Vehemence
- Vesied

CHALLENGE 8

- Mirrored beast

CHALLENGE 9

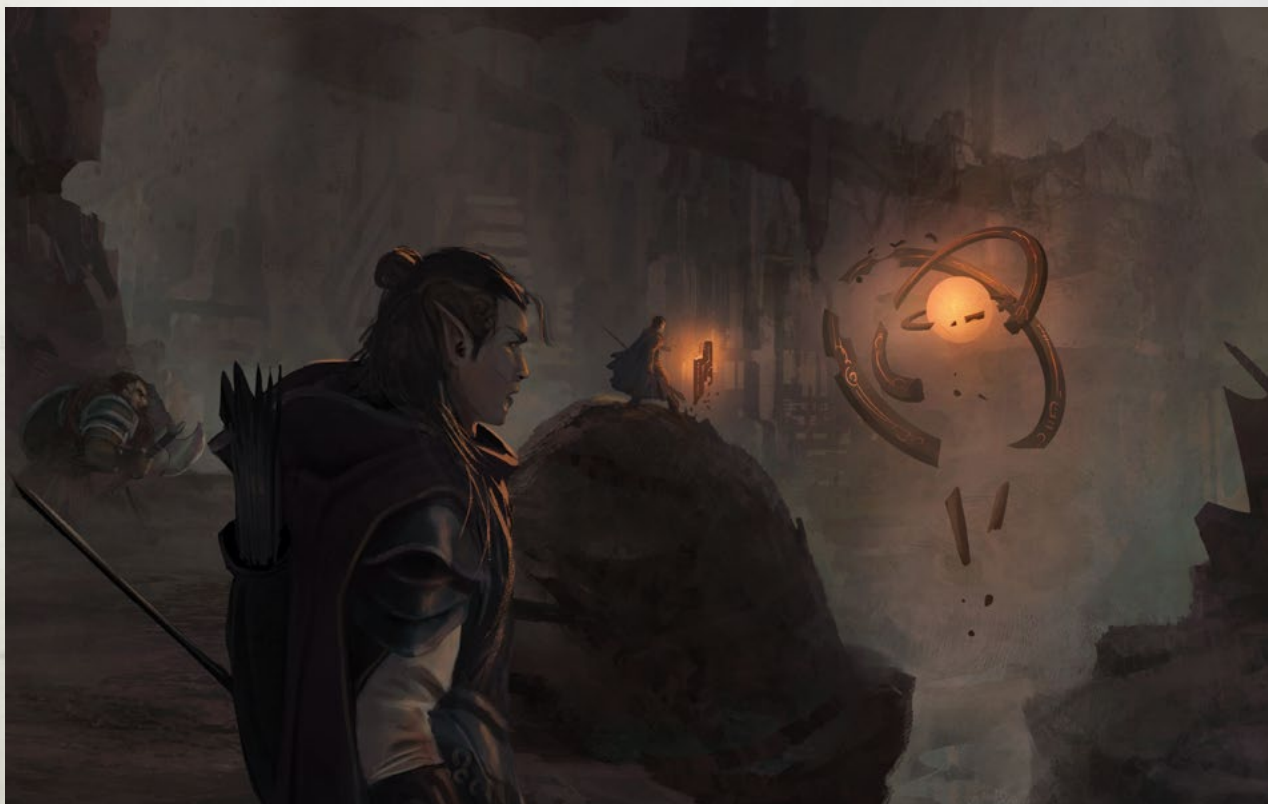
- Zulerin sentinel

CHALLENGE 10

- Erodel shepherd

CHALLENGE 11

- Arganied warden



ARGANIED WARDEN

Arganied wardens are few; perhaps only a handful remain from the time of the Ancients. Yet they linger, surviving past all reason or expectation, diligently fulfilling a function that is usually no longer needed. Somewhat humanoid, Arganied wardens are wrapped in a bulk of armor pocked with crystal spheres, swelling their size to twice that of a human. Many of the metallic spheres glow and blink, as if they contain something trapped within.

Caretakers of Ruins. Wardens imprison the wayward and the dangerous, as well as those who venture into Ancients' caches—usually just ruins—deemed off-limits by long-extinct builders. Wardens face the long years of their existence without doubting their own continued purpose, instead doubling down on the duty given to them by beings they've all but forgotten.

Talkative But Inflexible. If communication can be opened, a warden is willing (and even eager) to converse. However, if it feels the PCs are in some way in violation of a precept, location, or concept that the warden guards, it may still decide to imprison them.

Temporal Prison Guards. A warden imprisons malefactors in tiny artificial dimensions hosted in the crystal spheres that pock its bulky form. In these dimensions, time passes far more slowly than it does outside. A warden can adjust the time dilation back to normal for brief periods in order to converse with a prisoner or ask it questions. A prisoner might use that opportunity to try to escape. In rare circumstances, a warden might be convinced by an external party or even the prisoner itself to release it.



ARGANIED WARDEN

Large construct, lawful neutral

Armor Class 18 (natural armor)

Hit Points 190 (20d8 + 100)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
24 (+7)	13 (+1)	21 (+5)	10 (+0)	11 (+0)	12 (+1)

Damage Immunities cold; bludgeoning, piercing, and slashing from nonmagical attacks

Condition Immunities charmed, deafened, exhaustion, frightened, paralyzed, poisoned

Senses blindsight 60 ft. (blind beyond this radius), passive Perception 10

Languages machine speech

Challenge 11 (7,200 XP)

Magic Weapons. The warden's weapon attacks are treated as if magical.

ACTIONS

Grasping Punch. *Melee Weapon Attack:* +11 to hit, reach 5 ft., one target. *Hit:* 51 (8d10 + 7) bludgeoning damage. If the target is a creature, it is grappled (escape DC 17). Until this grapple ends, the target is restrained, and the warden can't punch another target.

Imprison. A creature the warden is grappling must succeed on a DC 17 Constitution saving throw or be pulled into a tiny artificial dimension hosted in one of the warden's spheres. Imprisoned victims can attempt to escape once on their next turn by making another Constitution saving throw. After that, because they experience time at a vastly reduced rate, escape attempts can occur only once every few years (or if the Warden syncs their sphere's time dilation to normal).

If a warden is destroyed, all the imprisoned creatures it stores in artificial dimensions are released into the closest empty space.

Teleport (Recharge 5–6). The warden teleports up to 100 feet to an unoccupied space it can see. Before or after teleporting, it can make one Grasping Punch attack.



Dread destroyer
(CR 30), page 170

Dread riders wear
a mask of machine
command (page 84).



DREAD RIDER

Giant war machines known as **dread destroyers** have a well-deserved reputation for being the most horrific creations of the Ancients. Heavy, metallic, and monstrous, these ancient automatons carried enough weaponry to level any three cities. What then can be said of entities that sometimes appear before the war machines, warning of utter destruction soon to follow?

Heralds of Doom. Almost any creature can become a dread rider, if taken up by the destroyer and remade in its image for impossible-to-understand reasons. Once so remade, the captured creature has been stripped of its loves, hates, friendships, and aspirations. Instead, they travel about as dread riders, looking for likely places for their associated dread destroyer to obliterate.

Vestiges of a Former Self. Most dread riders have bodies and were only recently “harvested” by a dread destroyer to serve as an agent. If a dread rider is reminded of some of its past life, it might hesitate in calling for its master.

DREAD RIDER

Medium humanoid (varies), any neutral

Armor Class 16 (natural)

Hit Points 82 (11d8 + 33)

Speed 30 ft., fly 60 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	18 (+4)	16 (+3)	14 (+2)	12 (+1)	16 (+3)

Saving Throws Str +7, Con +6, Int +5, Cha +6

Skills Intimidation +6, Perception +4

Damage Resistances cold, fire, poison; bludgeoning, piercing, and slashing from nonmagical attacks

Damage Immunities lightning

Senses darkvision 60 ft., passive Perception 14

Languages machine speech, sometimes Common

Challenge 5 (1,800 XP)

ACTIONS

Multiattack. The dread rider makes three Bayonet attacks or uses its Lightning Blast three times.

Bayonet. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 8 (1d8 + 4) piercing damage if used with two hands to make a melee attack, plus 3 (1d6) lightning damage.

Lightning Blast. *Ranged Attack:* +7 to hit, range 120 ft., one target. *Hit:* 10 (3d6) lightning damage.

Bioelectric Paralysis. One target the dread rider can see within 30 feet of it must succeed on a DC 14 Constitution saving throw or be paralyzed for one minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Recall (Recharges after a Long Rest). The dread rider immediately teleports into the command cabin of a dread destroyer that it can see.

Summon (Recharges after a Long Rest). The dread rider calls for a dread destroyer. If one is on the same plane of existence and not confined, it arrives within a few hours.

ERODEL SHEPHERD

More than 6 feet in diameter, Erodel shepherds look almost like floating trees on which many decorations are hung. Up close, it's clear they are living, mobile creatures, despite the many masks they wear.

Vestiges of a Once-Vast Power: The Erodel is the name of a vanished group of entities that employed servitor races, including *vesieds*, to extend their own power and influence. The time of the Erodel is gone, but remnants remain. Waking from long stasis, Erodel shepherds still attempt to accrue power and influence despite apocalyptic setbacks that were old even in the time of the Ancients. Such persistence in the face of losing everything in the deep past might be considered heroic by some, but most shepherds are probably merely deranged.

Unfamiliar With Negotiation: Erodel shepherds are used to getting what they want from other creatures merely by thinking it. They simply mentally dominate whomever they run across. If a shepherd encounters characters able to resist or harm it, it *may* consider negotiating, but the concept is alien.



Vesied, page 80

An Erodel shepherd should be a dangerous foe, even against high-level PCs, because most shepherds surround themselves with compliant and deadly servitors.

ERODEL SHEPHERD

Large aberration, lawful evil

Armor Class 16 (natural armor)

Hit Points 133 (14d10 + 56)

Speed 30 ft., fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
15 (+2)	14 (+2)	18 (+4)	13 (+1)	15 (+2)	18 (+4)

Saving Throws Dex +6, Int +5, Wis +6, Cha +8

Skills Deception +10, Insight +6

Damage Resistances cold, fire, lightning; bludgeoning, piercing, and slashing from nonmagical attacks

Senses darkvision 120 ft., passive Perception 12

Languages telepathy 120 ft. (or across entire dimension for a dominated target)

Challenge 10 (5,900 XP)

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

Magic Weapons. The shepherd's weapon attacks are treated as if magical.

ACTIONS

Multiattack. The shepherd makes two Slam attacks.

Slam. *Melee Weapon Attack:* +6 to hit, reach 10 ft., one target. *Hit:* 26 (7d6 + 2) bludgeoning damage.

Mental Domination (Recharge 4–6). A creature within 60 feet must make a DC 16 Wisdom saving throw or be charmed by the Erodel shepherd for one hour, after which time it gains another save to resist the enchantment; the target remains charmed for another hour each time the save is failed. The shepherd uses its telepathy to issue commands to the target (no action required), which the target does its best to obey. If the creature completes the order and doesn't receive further direction from the shepherd, it defends and preserves itself to the best of its ability.

FLAW

Flaws can seemingly create objects by desire alone, but they might be drawing them from a phased space or an alternate dimension. In practice, there's little difference.

A flaw's reality alteration might lead to something unusual and unexpected, such as transforming the air around a character into solid amber for a minute, reversing gravity for its opponents, or temporarily draining all color out of the area.

A flaw may carry several cyphers.



Detonation, page 62

A flaw is easily mistaken for a human at a distance, though perhaps one with a limp or an irregular gait. Close up, it's apparent they aren't human at all and have undergone some kind of accident or procedure that left them in a stitched-together state of mismatched skin, extra (or missing) limbs, missing (or extra) eyes or mouths, and a stretched, not-quite human face.

Confusing Behavior. Flaws speak in broken sentences, asking for help, attacking without obvious reason, or fleeing something that isn't apparent. Where they come from, what their purpose might be, and their ultimate fate aren't obvious, even when someone tries to track down such information. As intelligent creatures, they seem incomplete and perhaps insane. They might simply be so alien that humans can't effectively communicate with them. Flaws are not necessarily aggressive unless attacked. But they may undertake tasks that don't seem to make sense and are likely to endanger the characters or others.



FLAW

Medium monstrosity, neutral

Armor Class 15 (natural armor)

Hit Points 82 (11d8 + 33)

Speed 50 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	13 (+1)	16 (+3)	12 (+1)	13 (+1)	13 (+1)

Skills Deception +4, Perception +4

Damage Resistances necrotic, radiant; bludgeoning, piercing, and slashing from nonmagical attacks

Senses darkvision 60 ft., passive Perception 14

Languages several, none of which PCs probably know

Challenge 6 (2,300 XP)

Limited Reality Alteration. The flaw subconsciously manipulates reality against its opponents in small ways, such as turning a stone floor into mud, filling the air with smoke, or making a weapon slippery. Any creature within 30 feet of the flaw that attacks it gains disadvantage on their attack. As

a bonus action, a flaw can draw a weapon from apparently nowhere. Typical weapons are a large maul, a device that fires energy, or a detonation. Reality returns to normal and conjured items vanish a few rounds after the flaw dies or leaves the area.

Magic Weapons. The flaw's attacks are treated as if magical.

ACTIONS

Multiattack. The flaw makes two melee weapon or ranged weapon attacks in any combination, or uses a **detonation**.

Maul. Melee Weapon Attack: +5 to hit, reach 5 ft., one target. **Hit:** 19 (5d6 + 2) bludgeoning damage.

Energy Weapon. Ranged Weapon Attack: +4 to hit, range 60/120 ft., one target. **Hit:** 18 (5d6 + 1) fire damage.

Fast Teleport. As a bonus action, the flaw teleports, along with any equipment it is wearing or carrying, up to 100 feet to an unoccupied space it can see.

MIRRORED BEAST

Named for the reflective nature of their skin, these many-legged constructs are acquisitive and territorial. They lurk in Ancients' caches, but some have made their way into the wider world.

Ambush Stalkers. When a mirrored beast freezes in place, it can be very hard to distinguish from its surroundings given its enhanced reflective surface. Unless a creature happens to catch its own reflection exactly head on, the beast may just reflect back more broken ruins to an oncoming viewer.

Accidental Collectors. The creature's reflective defense, which disrupts other machines that might attack it, has the unintended consequence of petrifying unlucky living creatures that trigger the defense. This means that mirrored beasts eventually accumulate a litter of "life-sized" stone figures in their lairs. Some cull the collection periodically; others select the most artistic and set them out for display.

Machine Channels. Mirrored beasts communicate with other machines using invisible machine channels that most characters are completely oblivious to. However, a mirrored beast can sometimes attempt to trigger numenera carried by foes as an attack.

A mirrored beast can be salvaged for a couple of cyphers.



MIRRORED BEAST

Large construct, unaligned

Armor Class 14 (natural armor)

Hit Points 78 (12d10 + 12)

Speed 40 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	16 (+2)	12 (+1)	13 (+1)	12 (+1)	14 (+2)

Skills Stealth +5

Damage Immunities bludgeoning, piercing, and slashing from nonmagical attacks

Condition Immunities charmed, deafened, exhaustion, frightened, paralyzed, poisoned

Senses darkvision 60 ft., passive Perception 11

Languages machine speech

Challenge 8 (3,900 XP)

ACTIONS

Multiattack. The mirrored beast makes two Claw attacks.

Claw. *Melee Weapon Attack:* +6 to hit, reach 10 ft., one creature. *Hit:* 7 (1d8 + 3) slashing damage.

Machine Command (Recharges after a Short or Long Rest).

Each creature within 60 feet of the mirrored beast that carries one or more cyphers, relics, or iron flesh must succeed on a

DC 13 Wisdom saving throw or one of the devices (determined randomly) is triggered.

Ghost Reflections (Recharges after a Short or Long Rest). The mirrored beast manipulates light across its mirrored facade, creating three illusory duplicates of itself. The duplicates move with it and mimic its actions, shifting position so as to make it impossible to track which beast is the real one. Whenever any creature targets the mirrored beast with an attack or a harmful effect while a duplicate remains, that creature rolls randomly to determine whether it targets the mirrored beast or one of the duplicates. A creature is unaffected by this illusory effect if it can't see or if it relies on senses other than sight. A duplicate has the mirrored beast's AC and uses its saving throws. If an attack hits a duplicate, or if a duplicate fails a saving throw against an effect that deals damage, the duplicate disappears.

REACTIONS

Reflective Petrification. The mirrored beast adds 5 to its AC against one ranged magical or energy attack that would hit it. If the attack misses, it is reflected back at the attacker and transformed. The target must succeed on a DC 11 Wisdom saving throw. Machines and constructs that fail become non-operational until repaired. Living creatures and undead that fail are petrified until powerful magic or another intervention reverts them back to flesh.

MOILT

The many-eyed moilt shambles on a tangle of thrashing tendrils, emerging from larger structures of the Ancients where it takes shelter. Its bloated white body has a bread-like texture that smells of esoteric spice.

The Offering of Flesh. When it finds intelligent creatures, preferably alone, it locks gazes and inserts a psychic compulsion. Those who succumb to the impulse are drawn to the moilt, and the creature offers up the flesh of its body for a few hearty bites. This harms the moilt, but not as much as those who eat of its flesh, which acts like poison. Those who survive wake with a fragment of memory, vision, or sensation that is usually wholly incomprehensible and often traumatic until it can be forgotten.

Actionable Memory. Sometimes, the character who wakes with a memory imparted by a moilt discovers something actionable about it. They can use the information to access a secret, discover a buried ruin, activate an ancient craft, and so on.

MOILT

Small aberration, unaligned

Armor Class 15 (natural armor)

Hit Points 117 (18d6 + 54)

Speed 20 ft., burrow 30 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	10 (+0)	16 (+3)	15 (+2)	12 (+1)	16 (+3)

Skills Perception +4, Stealth +2

Senses darkvision 60 ft., passive Perception 14

Languages telepathy 60 ft.

Challenge 6 (2,300 XP)

Hungering Gaze. When a creature that can see the moilt's eyes starts its turn within 30 feet of the moilt, the moilt can force it to make a DC 14 Constitution saving throw if the moilt isn't incapacitated and can see the creature. On a failed save, the creature is charmed. Creatures charmed by the moilt must spend their action attempting to take a bite from the moilt's flesh, which inflicts 1 piercing damage to the moilt (the moilt

does not oppose this). A creature that does so is no longer charmed, but instead is affected by the moilt's Troubling Memory ability.

ACTIONS

Multiattack. The moilt makes two Tendril attacks.

Tendril. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one creature. *Hit:* 11 (2d6 + 4) piercing damage.

Troubling Memory. A creature within 20 feet of the moilt (or one that takes a bite of the moilt) must succeed on a DC 15 Constitution saving throw, taking 24 (7d6) poison damage on a failed save, or half as much damage on a successful one. Either way, the target is poisoned for one hour and drops unconscious for one minute. Each round on its turn, an unconscious creature can attempt another save to regain consciousness. In addition, the target is troubled from time to time with an incomprehensible memory, causing them to hesitate when action is required: initiative checks have disadvantage until the creature is able to excise or understand the memory.



NEONATE

“Mermaid”-like **progenitors** have little in common with anything that lives in the oceans and lakes on the surface. Progenitors have a complex life cycle, beginning as eel-like larvae. The larvae that survive grow into an intermediate state, called neonates. These somewhat resemble the final progenitor state but grow to only about 5 feet long. Neonates retain more of their larval characteristics than do full-grown progenitors, and few onlookers would mistake them for human.

Sacrifice for the Brood. Neonates are intelligent individuals, but all of them instinctually act to protect their fellows, especially their mother progenitor. It is not unusual for a neonate to sacrifice itself so that other neonates can survive, as long as the situation warrants such an act.

Communicators. Unlike their progenitor mother or the larvae from which they developed, neonates can learn spoken languages. This capacity sometimes gives them an additional role to play among a progenitor colony.


Progenitor (CR 9),
page 220



NEONATE

Small monstrosity, neutral evil

Armor Class 14 (natural armor)

Hit Points 38 (7d6 + 14)

Speed 10 ft., swim 40 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	11 (+0)	14 (+2)	8 (–1)	13 (+1)	9 (–1)

Skills Perception +5

Senses darkvision 60 ft., passive Perception 5

Languages telepathy 120 ft. (among progenitors and larvae), one or two spoken languages

Challenge 2 (450 XP)

Limited Amphibiousness. The neonate can breathe air and water, but it needs to be submerged at least once every eight hours to avoid suffocating.

Water Predator. The neonate has advantage on Dexterity (Stealth) checks made to hide in water or similar fluid.

ACTIONS

Multiattack. The neonate makes two attacks: one with its bite and one with its claws.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target.
Hit: 8 (1d8 + 4) piercing damage.

Claws. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target.
Hit: 9 (2d4 + 4) slashing damage.

Psychic Hook. The neonate targets one creature it can sense within 30 feet of it. The target must succeed on a DC 13 Constitution saving throw or take 18 (4d6 + 4) psychic damage. A target that takes damage must also succeed on a DC 13 Wisdom save or become frightened until the end of their next turn.

SURK

A construct of metal, glass, and wire, a surk somewhat resembles a short, slender humanoid composed of forged materials. Crystal elements always glow with bottled electricity, which sometimes discharges in spidery snaps of lightning.

Created by Machines. Surk are intelligent constructs originally created by “spirits” within the Grave of the Machines to tend to the inner workings of the structure. However, those spirits have long since fallen silent, leaving the surk to fend for themselves. They’ve lost their knowledge of most of the maintenance duties their ancestors once performed.

“Living” Off the Floor. In the aeons since their creation and subsequent abandonment in the Grave of the Machines, surk have had to develop into beings capable of “living” off the land. In their case, the land is essentially the interstitial spaces, shafts, and tunnels within a vast mechanism. Whatever the mechanism once accomplished isn’t known to the surk; to them, it is just their world.

Sometimes Capricious. Many surk seek reason and knowledge, and have even managed to escape the confined world of their creation. But others are unpredictable and given to impulsive acts, like children. That extends to inflicting harm on creatures they don’t understand, including fleshy intruders, but also often other machines, and even surk from septs other than their own.



Surk congregate in groups known as septs. Not all septs are friendly with each other.

Surk sometimes refer to themselves as Iliran, after the original sept from which all surk in the Grave of the Machines descend.

The body of a defeated surk can be salvaged for 1d2 cyphers.



Optional Rule: Intelligence (Ancients Arcana), page 259

SURK

Small construct, chaotic neutral

Armor Class 14 (natural armor)

Hit Points 45 (7d6 + 21)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
7 (−2)	15 (+2)	16 (+3)	10 (+0)	12 (+1)	10 (+0)

Skills Arcana +5

Damage Immunities lightning

Condition Immunities poisoned

Senses darkvision 60 ft., passive Perception 11

Languages machine speech (can learn verbal languages with practice)

Challenge 1 (200 XP)

Electrical Illumination. As a bonus action, the surk can cause their crystal and glass constituent parts to light up. When they do, they shed bright light in a 10-foot radius and dim light for an additional 10 feet.

ACTIONS

Touch. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target.

Hit: 7 (2d6) lightning damage. If the target is a creature or a flammable object, it ignites. Until a creature takes an action to douse the fire, the target takes 3 (1d6) fire damage at the end of each of its turns.

Lightning Coil (Recharge 5–6). The surk emits a burst of crackling, snapping lightning. Each creature within 10 feet of them must make a DC 11 Dexterity saving throw, taking 7 (2d6) lightning damage on a failed save, or half as much damage on a successful one. Flammable objects in that area that aren’t being worn or carried are ignited.

SURK AS A PLAYABLE SPECIES

Surk may seem like made things to living beings, but in truth they go through a process of birth, life, and eventual death in a manner similar to that of biological creatures. Most surk consider the surrounding machinery of their home to be wild and beautiful, with its hidden functions, knowledge streams, power fonts, and spare parts for those able to hunt and salvage for them. Surk value devices and technology, but aesthetically they also love art, music, and a visual performance they create with their inborn abilities they call “storm verse.”

A few surk have made the journey out of the Grave of the Machines, curious about the surrounding lands. An enterprising player could choose to play a surk if the GM allows it.

ANGULAR AND HARD

With their machinelike bodies and metallic skin, surk resemble constructs to humans and other similar species. They are noticeably taller than halflings on average, usually standing at a little under 4 feet tall. However, they're heavier than they appear, weighing in at about 70 pounds. They don't wear clothing per se, but they do wear belts with tools and/or weapons, and most enjoy scoring their surfaces with signs, symbols, and colorful images, akin to tattoos. These markings are considered to be both decorative and also important indicators of age and status.

SOMEWHAT AKIN TO LIVING CREATURES

Surk have no recognized gender. Some who leave the Grave of the Machines and learn about other species may adopt one, though others may not. Regardless, surk are emotionally attached and affectionate with each other, just like other species. Individual surk usually enter a pairbond with another surk at some point in their lives, which is similar in many cases to marriage.

Surk reproduction, however, requires more forethought and preparation than living creatures require. It first entails finding a particular type of machine within the Grave of the Machines; surk call such devices fountainheads. When one is found, at least two surk (usually pairbonded) must enter a sort of communion with the device for several days. At the end of this period, there is a chance that the fountainhead will dispense a newborn surk within a few days. Despite being newly minted, the young surk is the same size as every other surk, though with no surface markings denoting age or status. The fresh surk needs to gain experience and knowledge like any young creature, and what kind of mature surk they become within the next ten years depends at least in part on the circumstances of those who teach and provide for them.

SOMETIMES CHARITABLE, SOMETIMES CAPRICIOUS

Surk are an unassuming people, and sometimes can be surprisingly charitable to surk of other septs, or even to completely different kinds of creatures, such as humans and similar species. However, some inborn spark of impulsiveness, of acting without thinking through the repercussions, makes many surk capricious as well. Only those who have taken the time to formulate a plan for dealing with that inborn part of themselves usually avoid such actions going forward. On the other hand, it's that whimsicality that leads some to seek their fortune outside the Grave of the Machines.

SURK NAMES

A surk has a given name, a sept name, and possibly a nickname. Sept names indicate where a surk spent its first ten or so years of existence, and may be different than the sept where it ends up spending most of its time.

Names: Da, Dashor, Dofu, Fia, Fiash, Heshod, Hedoshuh, Hodo, Horosh, Hufi, Ohu, Oresh, Oshoh, Ra, Radu, Rador, Rarah, Reh, Rhosh, Ror, Rudesh, Rurah, Rushoo, Sho, Shoshosha

Sept Names: Angurdromo, Drurdru, Drushodu, Emomnum, Lliran, Menganhun, Mishumor, Ngoduvom, Omuvoppa, Prushompum

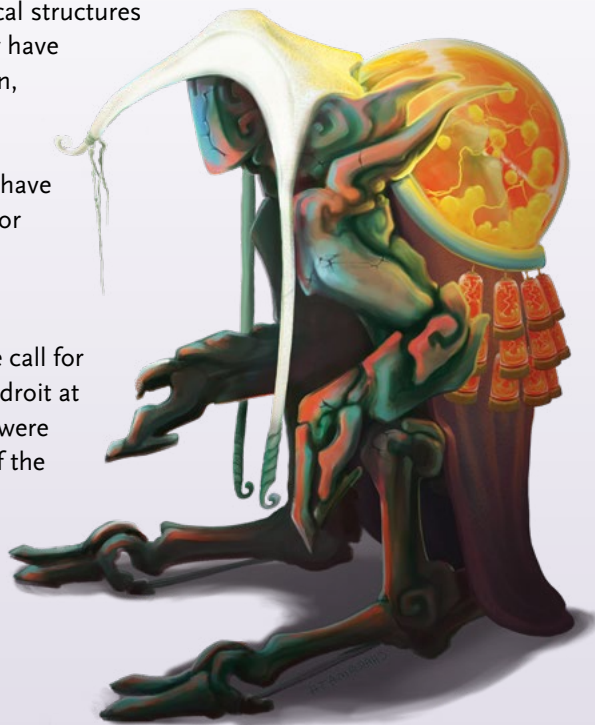
Factory Floor, page 39

WALKING THE FLOOR

Most surk live in groupings called septs on the **Factory Floor**. A sept provides those who are part of it with a shared name, and usually a specific location they claim as their own. Given the lack of weather and the fact that the entire location is already inside, surk communities usually lack the typical structures built by living creatures. That said, they have places for entertainment, for interaction, and for revitalization (akin to the sleep that living creatures need, but which is literally recharging to a surk), and they have defensive measures to keep out predator machines that lurk in the Grave.

WANDERING OPTIONS

Surk who become adventurers hear the call for different reasons. Some are the most adroit at defending community centers. Others were displaced by some inner mechanism of the Grave of the Machines and are now forced to find a way back home or at least to a place of relative safety. And, of course, a few are struck by wanderlust and want to explore the vast world beyond the place they were all formed.



SURK TRAITS

Your surk character has a number of traits in common with all other surk.

Ability Score Increase. Your Constitution score increases by 2, and your Intelligence score increases by 1.

Age. A surk reaches adulthood at the age of 10 and generally lives into the beginning of their second century.

Alignment. Most surk are chaotic. Some inborn spark of capriciousness makes even the most well-meaning surk sometimes choose an unexpected option when facing a problem, though that urge can be overcome by those who allow themselves a moment of thought to consider better responses.

Size. Surk average nearly 4 feet tall and weigh about 70 pounds. Your size is Small.

Speed. Your base walking speed is 25 feet.

Processing Boost. When you roll a 20 on the d20 for an attack roll, ability check, or saving throw, in addition to any other

benefit received, your next d20 roll made before the end of your next turn gains advantage.

Facility for Reason. If you have at least one minute to think about an issue, problem, or situation, you can add your proficiency bonus to one Intelligence-based skill check you make immediately afterward on the same topic. Once you use this ability, you can't use it again until after a long rest.

Light Projection. You can project a beam from your eyes that brightly illuminates the area you face in a 30-foot cone, and dimly for an additional 60 feet.

Construct Resilience. You are immune to lightning damage and poison damage, and cannot be poisoned.

Salvager's Proficiency. Your forelimbs have extendible custom tool-like parts, granting you proficiency to any ability checks you make to salvage the numenera.

Languages. You can communicate via machine speech, a voiceless language akin to telepathy (120 feet) that can be used only among a certain class of machines (such as other surk and other intelligent machines). As an adventurer, you can also learn to speak, read, and write Common.

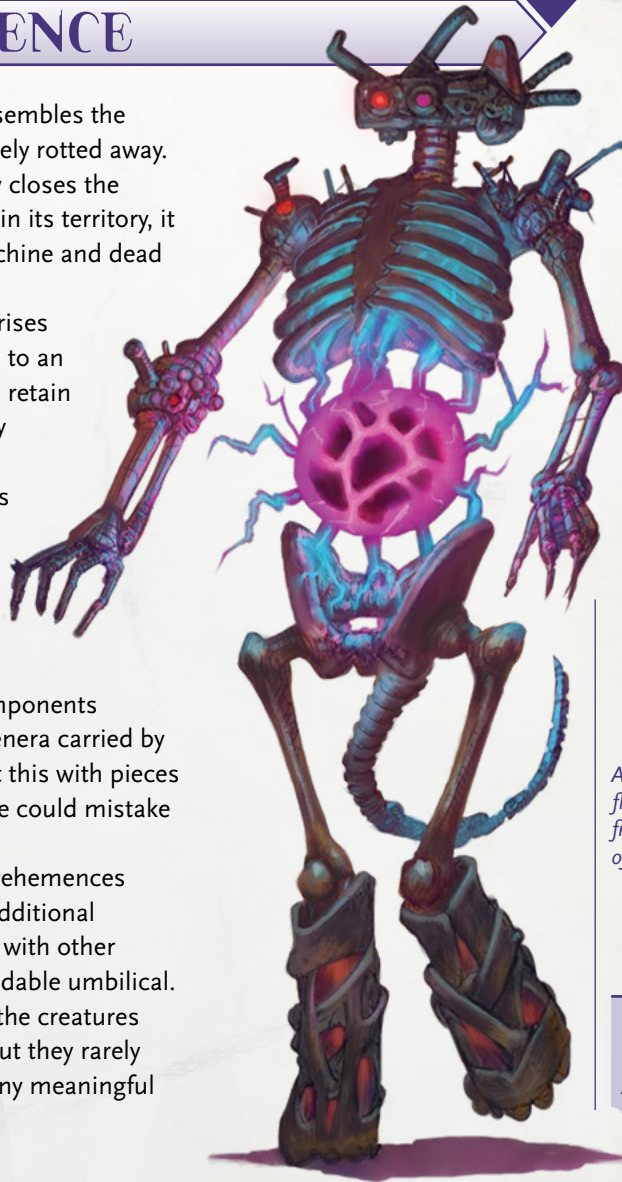
VEHEMENCE

From afar, an unmoving vehemence resembles the bones of a corpse that has not completely rotted away. But when it lurches to “life” and rapidly closes the distance on nearby creatures intruding in its territory, it is revealed as a nightmare of fused machine and dead human remains.

Iron Flesh Animated. A vehemence arises when a creature using *iron flesh* comes to an unfortunate end and the machine parts retain enough autonomy and self-repair ability to remain active. However, without the controlling intelligence to manage goals and behavior, a vehemence knows only aggressive self-defense. It practices survival at all costs.

Salvage Dependent. To keep themselves active, vehemences regularly need to salvage parts and components from other machines or from the numenera carried by explorers. They sometimes supplement this with pieces of once-living flesh, which is why people could mistake them for undead.

Mostly Vanished Cognizance. A few vehemences retain a subsystem capable of setting additional limited-scale goals. They communicate with other machines via direct contact by an extendable umbilical. Some retain memories and feelings of the creatures that originally installed the iron flesh, but they rarely hold onto enough of a personality for any meaningful interaction to occur.



An instance of iron flesh could be salvaged from the remains of a vehemence.



Optional Rule: Intelligence (Ancients Arcana), page 259

VEHEMENCE

Medium construct, chaotic neutral

Armor Class 14 (natural armor)

Hit Points 142 (15d8 + 75)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
22 (+6)	11 (+0)	20 (+5)	8 (–1)	6 (–2)	10 (+0)

Skills: *Arcana* +5

Senses passive Perception 8

Languages machine speech (via umbilical)

Challenge 6 (2,300 XP)

Regeneration. The vehemence regains 10 hit points at the start of its turn. It is destroyed only if, once brought to 0 hit points, its components are scattered within three rounds.

ACTIONS

Multiattack. The vehemence makes two Bash attacks.

Bash. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one target.

Hit: 19 (3d8 + 6) bludgeoning damage.

Device Control (Recharge 5–6): One target bearing numenera (such as a cypher, relic, or iron flesh) or another machine within 60 feet must succeed on a DC 14 Intelligence saving throw. If the target is a PC, the GM selects one device carried by the PC. The vehemence gains temporary remote control of that device and immediately uses it against the character as its reaction. The vehemence retains control for up to one minute, or until the PC and vehemence are separated by more than 60 feet. If the target is a machine, the vehemence controls that machine for one minute, using a reaction each round to do so.

A few remnants of the Erodel species survive, including the Erodel shepherd (page 71), but their location and activities go far beyond the bounds of this adventure.

Vesieds are partly machine and can usually be salvaged for 1d2 cyphers.



Optional Rule:
Intelligence (Ancients
Arcana), page 259

VESIED

A “created” species fashioned by the Ancients for mysterious purpose, vesieds appear as oddly proportioned humanoids with disturbing facial features and bodies studded with implanted devices.

Freeze Tolerant: Normally dormant, vesieds are sometimes found frozen solid and immobile, covered in ice. Recently, some have been found in the glaciers of high mountains, and according to one account, deep inside a frozen stone that fell from the heavens. A vesied left undisturbed in ice continues its trip down the ages. But too much vibration rouses them, and they unfreeze themselves in a blast of radiation.

Enemies of the Erodel: The first thing a vesied asks upon coming out of its frozen sleep (if it can somehow be understood) is where to find the nearest Erodel citadel. Usually, no one knows what they are talking about. That doesn’t keep a vesied from being curious about any news or clues leading to the location of the Erodel, whoever they are. Every vesied seems to viscerally hate the Erodel for past crimes (crimes that make the vesied too angry to explicate).



VESIED

Medium humanoid (vesied), chaotic neutral

Armor Class 14 (natural armor)

Hit Points 119 (14d8 + 56)

Speed 30 ft., fly 10 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
19 (+4)	11 (+0)	19 (+4)	13 (+1)	14 (+2)	10 (+0)

Skills Arcana +7, Perception +8

Damage Immunities cold

Senses darkvision 60 ft., passive Perception 18

Languages understands dozens of languages, including machine speech and sometimes Common

Challenge 6 (2,300 XP)

ACTIONS

Multiattack. The vesied makes two Bite attacks. When its Radiation Blast and/or Machine Command is available, it can use either in place of one of its bites.

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target.

Hit: 11 (2d6 + 4) piercing damage and the target begins bleeding. The bleeding target must make a DC 15 Constitution saving throw at the end of each turn or suffer 10 (1d12 + 4) necrotic damage. Bleeding ends if a character spends their turn tending to the wound.

Radiation Blast (Recharge 5–6). The vesied radiates energy in a 15-foot cone. Each creature in that area must make a DC 15 Dexterity saving throw, taking 31 (7d8) fire/poison damage (a combination of both types) on a failed save, or half as much damage on a successful one.

Machine Command (Recharge 5–6). If touched, a device or machine acts as the vesied desires for the next 1d6 rounds, but only as long as the desired act is something the device or machine could normally do. A vesied can also use this ability on an intelligent machine target, which must succeed on a DC 15 Wisdom saving throw to avoid the effect. If affected, intelligent machines act as if charmed for the duration (even if they are normally immune to that condition). Affected intelligent machines that can understand the vesied will attempt to accomplish the task it sets.

ZULERIN SENTINEL

Appalling and alien, the burrowing biomechanical thing known as a zulerin sentinel pokes its head above ground in certain ruins of the prior worlds, or in locations that are essentially one giant machine (such as the Grave of the Machines). It is at least 20 feet long, with lumpy metallic skin, several clusters of tentacle-like arms, and two massive eyes that give off brilliant light.

Gazing Meditation: Once it emerges from the ground or the larger machine it infests, the sentinel stares in one direction, locking its gaze on a particular machine, ruin feature, or precious component for hours, days, or even weeks at a time, as if in contemplation. It breaks eye contact only if it attacks another creature, or when its strange meditation ends and it departs.

Directional Threat or Reasonable Entity: If approached from almost any direction, a zulerin sentinel is a dangerous threat. However, if approached from the front (the direction of its gaze), it remains peaceful and open to interaction unless attacked. These creatures speak a variety of languages with a mechanical voice and, if approached straight on, will engage with characters. A zulerin sentinel may provide an interesting piece of information, but only if the PCs bring it salvage from the machine, ruin, or feature on which it has locked eyes. For reasons it won't elaborate, it can't move any closer.



*Harmful Mutations,
page 132*

*A defeated zulerin
sentinel can be salvaged
for a couple of cyphers.*

ZULERIN SENTINEL

Large construct, unaligned

Armor Class 18 (natural armor)

Hit Points 147 (14d12 + 56)

Speed 30 ft., burrow 20 ft.

STR	DEX	CON	INT	WIS	CHA
21 (+5)	10 (+0)	19 (+4)	14 (+2)	13 (+1)	17 (+3)

Saving Throws Dex +4, Con +8, Wis +5, Cha +7

Skills Perception +9

Damage Immunities bludgeoning, piercing, and slashing from nonmagical attacks

Condition Immunities charmed, deafened, exhaustion, frightened, paralyzed, poisoned

Senses blindsight 30 ft., darkvision 120 ft., passive Perception 19

Languages machine speech and dozens of others, sometimes including Common

Challenge 9 (5,000 XP)

ACTIONS

Multiattack. The sentinel makes three attacks with its tentacles.

Tentacle. *Melee Weapon Attack:* +9 to hit, reach 15 ft., one target. *Hit:* 12 (2d6 + 5) bludgeoning damage.

Mutation Beams (Recharge 4–6). The sentinel attacks up to three separate creatures within 120 feet (that it is not directly facing). Each creature targeted must make a DC 16 Dexterity saving throw, taking 55 (10d10) force damage on a failed save, or half as much damage on a successful one. Living creatures must also succeed on a DC 15 Constitution saving throw or gain a **harmful mutation** that fully develops over the course of 1d6 rounds. A target can gain only one harmful mutation per encounter with a zulerin sentinel. The mutation troubles the target for one day, then fades.

NEW ITEMS



*Cyphers, Relics, and
Iron Flesh, page 38*

The Ancients' remnants are usually called "the numenera," a broad term that applies to all sorts of things, including *cyphers*, *relics*, and *iron flesh*. Unique items characters might find in the Grave of the Machines include the following.

d100	Item
01–07	Automaton remote
08–14	Binding integrator
15–21	Machine mail
22–28	Courier automaton
29–37	Electro-pulse
38–47	Companion thread
48–56	Energy armor
57–70	Siphoning rod
71–84	Song nodule
85–98	Universal key
99–00	Data orb

The mask of machine command is not listed in this table because it is never randomly discoverable.

AUTOMATON REMOTE

Cypher, uncommon

This handheld device allows you to control an associated machine for up to one day, no matter how far you are from it. During any turn in which you concentrate on the device and are able to operate its controls, you can see what the machine sees and hears, and, using your own action, you can cause the machine to take any action or actions it is allowed during that round.

Not every machine has an associated automaton remote, but many do, if they can only be found. Once activated, automaton remotes go dead within twenty-four hours,

no matter how much or how little you take advantage of the connection.

BINDING INTEGRATOR

Relic, very rare

This metallic gauntlet-like device (with two extra fingers) must be worn to be activated. The wearer targets a construct that is standing on a solid surface within 60 feet. That construct must make a DC 17 Wisdom saving throw or be rooted to the spot for ten hours or until attacked. It cannot move or take any actions other than speak (if it has a language).

A binding integrator has a depletion of 1 in 1d4.

COMPANION THREAD

Cypher, rare

This metallic device injects a tiny wormlike thread that visibly travels just beneath your skin. For the next day, the companion thread can communicate telepathically with you. It remembers everything that happens to you during this period, can have telepathic conversations regarding you and your experiences, and generally makes an ideal sounding board. During this period, Intelligence checks, saves, and attacks you attempt have advantage.

COURIER AUTOMATON

Cypher, rare

This cylindrical mechanism (similar to a construct about the size of a human) carries a message or a physical object no larger than a human head across large distances, usually around the Grave of the Machines, but it could be dispatched to locations on other worlds or dimensions that you are personally familiar with. The

courier delivers its message or object within $1d6 + 2$ days of being dispatched. Objects subject to ill effects from airlessness and crushing gravity (like most life forms) may be destroyed in transit.

DATA ORB

Relic, legendary

This 4-inch-diameter device is shaped like an orb and fashioned of etched, amber-colored crystal. Tiny pulses of light constantly flash along the etchings. You can use a data orb in one of two ways.

The orb can be integrated into another cypher, relic, or instance of iron flesh (which requires a few rounds after activation, but no checks; the orb handles it). The device's capabilities are improved by the rafts of condensed information stored in the orb (or, more likely, a source of information to which the orb links). The target item is improved by roughly an order of magnitude ($\times 10$) in some capacity. The GM chooses the exact nature of the upgrade. This use of the orb effectively destroys the relic.

Alternatively, you can attempt to tap into the orb and learn the answer to one question on nearly any topic. The orb reaches out to a nexus of information to which it is connected, and comes back with a truthful reply. If the answer is fundamentally unknowable (such as a question regarding the future), no answer is gained.

A data orb has a depletion of 1 in $1d4$.

ELECTRO-PULSE

Cypher, uncommon

This small device is made of crystal and strange metals. You can activate it and throw it (range 20/60) as part of the same attack action. It sends out a pulse of light when it hits a target (such as the ground). All machines within a 10-foot-radius sphere of the impact become inert for one minute. Machines that are also creatures can make a DC 13 Wisdom saving throw or be paralyzed for one minute.

ENERGY ARMOR

Relic, very rare

This shimmering pearl can be rolled out into a thin sheet and pulled over your body, creating an armor-like layer of energy all around you. The deployed energy armor lasts for four hours (or until you remove it), whereupon it returns to its inert pearl-like state. While deployed, the energy armor provides a +1 bonus to AC. In addition, you have resistance to fire, lightning, and cold damage. The deployed energy armor doesn't restrict your movement or actions in any way.

Energy armor has a depletion of 1 in $1d20$.

If a data orb were used on a cypher that inflicts $2d6 + 2$ damage, the upgraded cypher might inflict $20d6 + 20$ damage. Alternatively, the orb could give it ten times the duration, extend the range, or provide some other quality the GM decides.



MACHINE MAIL

Cypher, rare

Once activated, this bulky suit of metal effectively functions as a suit of plate mail for one day, except it does not reduce your speed (regardless of your Strength), and it does not require the wearer to be proficient in order to effectively wear it. In addition, you gain advantage on all checks related to using, repairing, or understanding devices of the numenera, thanks to built-in functions of the suit. Once the cypher burns out, the suit can still be used as strange-looking plate mail, but without any additional benefits.

MASK OF MACHINE COMMAND

Relic, legendary (requires attunement)

This masklike metallic device allows the wearer to locate, access, and enter the command cabin of the dread destroyer found in the *Crèche* of the Grave of the Machines without the dread destroyer attacking them (and up to ten associates) as they do so. Inside the destroyer, a cable connection trailing from the mask can be inserted into one of several input sockets, providing the wearer with temporary **moments of control**.

The mask has no depletion.

SIPHONING ROD

Relic, very rare

This metallic rod never fails to discharge a tiny snap of electricity when you pick it up, inflicting 1 lightning damage. You can activate the rod to draw power or knowledge from a helpless construct (such as one held by a binding integrator) within 10 feet. This use is not considered an attack. The power or knowledge can be transferred directly to you, to another creature you touch, or to a depleted relic or cypher whose form is still intact. If power is transferred to a used cypher or depleted relic, the device is replenished. If power is transferred to you or another creature, you or it have advantage on all checks, saves, and attacks for four hours.

A siphoning rod has a depletion of 1 in 1d6.

SONG NODULE

Iron flesh, rare (requires attunement)

This spherical device is a plum-sized metallic nodule attached to your throat. It has ten charges and regains 1d6 charges daily at dawn.

You can activate the nodule to blast a focused beam of sound at one or more targets within 60 feet (using one charge per target). Each target must make a DC 15 Constitution saving throw or take 5d6 sonic damage. Even on a success, targets still take 2d6 sonic damage.

Each time you use the song nodule, you must succeed on a DC 11 Constitution saving throw or gain one level of exhaustion.

UNIVERSAL KEY

Relic, rare

This metallic spherical device is about the size of a fist. When activated, several tiny arms emerge from the sphere. If you present it to a control surface or other mechanism with an interface, you have advantage on your next check to successfully use that surface or mechanism for up to one minute. In addition, most universal keys are associated with a particular control surface or mechanism. When used on that one, you automatically activate the surface or mechanism as if fully succeeding on any required check.

A universal key has a depletion of 1 in 1d10, checked each use.



In the Grave of the Machines, the universal key at V3 (page 14) is associated with the sealed door at V13 (page 20). The universal key provided to the PCs in F13 (page 46) is associated with the sealed door at F7 (page 43).

Chapter 6: The Crèche, page 53

Moments of Control, page 59

The amount of knowledge that can be transferred is variable but must be self-contained.

Someone can't draw enough knowledge to gain a skill proficiency they did not previously have, but they could learn an impressive amount about the topic, gaining an advantage on checks related to the skill for one day, until the knowledge fades. Specific names, numbers, or codes don't fade for months or years.

APPENDIX

NUMENERA CONVERSION



*Numenera
Discovery*



*Numenera
Destiny*

Throughout this appendix, you'll see page references to various items accompanied by these two symbols. These are page references to *Numenera Discovery* and *Numenera Destiny*, respectively, where you can find additional details about that rule, ability, creature, or concept.

This appendix provides Numenera conversion information for each keyed entry in *Where the Machines Wait*. The information is abbreviated, including only the stats and mechanics necessary to run the adventure; all other context remains in the original keyed entries.

As a Numenera adventure, *Where the Machines Wait* is suitable for four characters of tier 2 or tier 3.

As a general note, anytime the main adventure text refers to a relic, the correct Numenera conversion is an artifact of the same name.

RANDOM CREATURE ENCOUNTERS

If using the *Grave of the Machines Random Encounters* table, reference the stats of the indicated creature from *Numenera Discovery* or *Numenera Destiny*. If the random result is a creature not in either book, choose a different result. Alternatively, if you have any of the Ninth World bestiaries, use the random encounter charts in the latest one to generate results for the Grave of the Machines.

SALVAGING IN THE GRAVE OF THE MACHINES

If PCs succeed on a salvaging task during the adventure, refer to the *Random Salvage Result* table, which will in turn point to Numenera-specific resources for generating what they find.

CHAPTER 2: LOST CITY

V1. GRAVE ENTRANCE

Salvaging the entrance debris is a difficulty 5 task. The *steel spiders* are level 5 for stealth tasks thanks to their similarity to some of the debris they hide in.

V2. VAULT OF RUIN

Characters who try traveling directly through the wreckage without using a lane face at least one GM intrusion during each such trek. Appropriate GM intrusions include slipping into a dangerous cranny, a loose piece of wreckage tumbling down, or even a small avalanche of hazardous debris. The difficulty of defense rolls to avoid the worst effects of such events is usually 3, but could go higher if the PCs seem to be taking greater and greater risks.



Salvaging, page 107

*Random Salvage
Result, page 109*



Steel spider, page 254



*Grave of the
Machines Random
Encounters, page 12*

Explosive slime: level 4, stealth tasks as level 5; contact with flesh or other material made from a once-living source detonates the slime, inflicting 7 points of damage on the target (all creatures within immediate range take the same damage on a failed Speed defense roll)



Griefsteel, page 264

Spy, page 286

Mirrored beast, page 94



Aeon Priest, page 264

Explorer, page 265

Nano, page 265

Ravage bear, page 249

Cypher, page 272

Artifact, page 289

Medical device: level 5; implants a song nodule (page 95) in those who enter it

Mender: level 7

Gazer: level 1, perception as level 5, Speed defense as level 2; Armor 1; long-range focused light attack ignores cover and inflicts 2 points of damage; three gazers can act as a level 4 swarm that inflicts 4 points of damage (even on a miss, the swarm still inflicts 1 point of damage); for more details, see The Ninth World Bestiary, page 56

Sealed door: level 8, bypassing locking mechanism as level 9

Universal key, page 95

Hatch: level 5

Merkadian soldier: level 2, Speed defense as level 3, stealth tasks as level 4 (from stealth field); Armor 3; long-range detonation attack inflicts 4 points of damage in an immediate area; returns to life over the course of 28 hours if not beheaded and salvaged/looted; for more details, see The Ninth World Bestiary, page 84

V3. LEANING TOWER

Swinging down from the cavity in the ceiling of the vault (V2) to the top of the leaning tower (V3) is a difficulty 3 Speed task. Climbing down the leaning tower is a difficulty 2 Might task. Avoiding (or purging) infection from the nanites in the corpses is a difficulty 4 Might defense roll.

V4. SPINNING CUBE

The PCs must succeed on a difficulty 4 Intellect task to persuade the **griefsteel** to interact. Vorano speaks the Truth.

V5. UNDERPASS

PCs who elect to climb over the structure creating the Underpass must succeed on a difficulty 5 Might task to avoid a fall from about 80 feet. Three **ravage bears** lurk within the Underpass. Locating the creatures' lair in the darkness is a difficulty 4 Intellect task. The lair contains about 12 shins, one random **cypher**, and one random artifact.

V6. GAZER NEST

The machine producing the **gazers** is a level 7 fixed device with 3 Armor and 30 health.

V7. GLOWING TORUS

Tasks to force the **hatch** are hindered by two steps, but an understanding numenera task to operate the associated mechanism that opens the hatch is not hindered. If the hatch is opened, creatures within an immediate radius must succeed on an Intellect defense roll or take 5 points of damage from a psychic discharge and lose their subsequent



turns until they regain the lost health or Pool points. Three random cyphers can be found within the cavity behind the hatch.

V8. EXPLOSIVE AFTERMATH

Safely descending the crater wall is a difficulty 3 Might task. An **explosive slime** lies in the crater's bottom. Once the slime is cleared away, salvage tasks are difficulty 3.

V9. ENCAMPMENT

The other explorers are an **Aeon Priest**, an **explorer**, a **nano**, and a **spy**.

V10. LAIR OF THE MİRRORED BEAST

A **mirrored beast** lurks in this large structure.

V11. SONG OF DESTRUCTION

PCs who study the numenera may discover that it is some kind of **medical device**.

V12. END OF THE ROAD

A **mender** is in a state of disrepair here; attempts to negotiate with it are eased if PCs are able to talk to machines, or hindered otherwise.

V13. WHEEL DEPOT

A **sealed door** prevents easy exit from the vault unless the PCs have a **universal key**.

V14. HISSING DOME

Each minute or two that a PC is exposed to the mist, the character must make a difficulty 4 Might defense roll or descend one step on the damage track, while easing all Intellect tasks for one hour. Only the negative effects build up over time.

V15. THE CLAW

No conversions needed for this location.

V16. MERKADIAN POOL

A **Merkadian soldier** named Forthus is here, having been formed from the fluid (level 6) in the crater. The fluid transforms a living creature into a Merkadian soldier on a failed Might defense roll and breaks down devices by inflicting 6 points of damage per round (ignores Armor).

Fortus speaks the Truth.

V17. SLIMED PORTAL

No conversions needed for this location.

CHAPTER 3: PEERLESS WHEEL

The Peerless Wheel is under the ownership of *Peerless*. Any particular instance of Peerless has about a 5 percent chance to carry an artifact called a *binding integrator*, though the GM can of course always override that chance.

P1. FIXED VAULT BRIDGE

The *walls* of the void containing the rotating disc are slick and essentially unclimbable.

P2. ROTATING VAULT BRIDGE

Those attempting to jump the gap between the rotating and fixed half-bridges must succeed on a difficulty 3 Might task, followed by a difficulty 2 Speed task to avoid rolling off into the void upon landing.

Navigating the Wheel: Characters have to move carefully and think ahead as the entire structure continually rotates end over end. Even so, occasionally introduce a GM intrusion evoking an unforeseen problem such as a falling piece of debris, an encounter with *cypherids*, or the fact that the PCs didn't move down a corridor fast enough to avoid it becoming a pit beneath them. If you wish, they can avoid such dangers with a successful difficulty 4 defense roll (stat depending on the situation).

P3. EMPTY CHAMBER

Salvage tasks in this chamber are hindered.

P4. DEFUNCT ASSEMBLY CHAMBER

Metallic tendrils hold a character motionless each round that they fail a Might defense roll, unless the character succeeds on an understanding numenera task to disable the tendrils or induce them to assemble a random artifact.

P5. INCOMPATIBLE UNIT STORAGE

The entrance to this area is *sealed* with a mechanism. Machines in this room are immune to Peerless's ability to spread itself into them. PCs who sacrifice a cypher as a power source and succeed on a difficulty 5 crafting numenera task could reanimate

a machine in this chamber as a level 2 *follower*. However, doing so activates a turret that attempts to eliminate the characters and the newly animated machine.

P6. MALFUNCTIONING NEXUS

Salvage tasks in this chamber are difficulty 4. A failed salvage task inflicts 4 points of damage from electrical discharges. The chamber is 25 percent likely to contain a *disassembler*.

P7. SINGULARITY CHANNEL

The *singularity sphere* draws in those who fail a Speed defense roll, and randomly teleports them to other chambers keyed to P7. This repeats each round until they can escape.

P8. SHIMMERING POOL

The *shimmering pool* is dangerous, but PCs who operate the associated control surface can produce a single *energy armor* artifact.

P9. PEERLESS REPAIR

If a character carrying a machine in or on their person enters an alcove, they descend one step on the damage track each round. If killed by this process, they revive as a new instance of Peerless within twelve hours.

P10. SABOTEUR'S HIDEOUT

The entrance to this area is *sealed* and defended with an alarm that summons an instance of Peerless. If the door is opened, the outrushing fluid knocks down characters within immediate range who fail a difficulty 3 Speed defense roll, potentially leading to additional issues in the rotating wheel. The fluid is breathable by PCs who succeed on a difficulty 3 Might task.

The chamber contains four *neonates*.

A *liquid transfer orb* can be found here, as well as unhatched progenitor *larva swarms*.

P11. KNOWLEDGE PROCESSING NODE

A failed understanding numenera task when attempting to use a floating *knowledge node* inflicts 5 points of Intellect damage. Those who learn something might be attacked by an *imusten crawler* (introduce as a GM intrusion).



Followers, page 17

Turret (fixed): level 5; two long-range focused light attacks inflict 5 points of damage each

Peerless: level 5, understanding and crafting numenera as level 7; Armor 3; two melee attacks inflict 5 points of damage each; targets with machine components (no matter how minor) that are destroyed by Peerless rise as another instance of Peerless; for more details, see *The Ninth World Bestiary, page 97*
Binding integrator, page 95



Disassembler, page 233

Walls: level 8

Singularity sphere: level 5

Shimmering pool:

level 6; inflicts 6 points of energy damage on contact

Energy armor, page 95

Cypherid: level 3, Speed defense as level 4

due to size; Armor 2; attacks using a random offensive cypher ability; steals a target's cypher and incorporates it, regaining 5 points of health; for more details, see *Ninth World Bestiary 2, page 40*

Sealed entrance: level 5, tasks to disable alarm as level 7

Metallic tendrils: level 4, tasks to control/disable as level 6

Neonate, page 94



Liquid transfer orb, page 190

Larva swarm: level 1

Sealed entrance: level 5, tasks to disable alarm as level 7

Knowledge node: level 5

Imusten crawler: level 5, Speed defense as level 6; health 18; Armor 2; bite inflicts 6 points of damage and, on failed Might defense roll, gel fills the target's lungs, inflicting 6 points of damage (ignores Armor) each round until a Might defense roll succeeds; for more details, see *Ninth World Bestiary 2, page 71*

Automaton: level 3

Neonate, page 94

Object automaton:
level 4



Mesomeme, page 242

Jiraskar, page 238

Ganthanhar: level 4,
Speed defense as level 5,
numenera-related tasks
as level 6; health 15;
Armor 2; short-range
radiation blast inflicts
6 points of damage;
immediate-range
radiation aura inflicts
2 points of damage
each round; for more
details, see Ninth World
Bestiary 3, page 63



Warlord, page 266

Tetrahydra, page 256

P12. DISC MACHINERY

The machinery is defended by four **automatons**. Salvage checks are difficult here, and the GM should intrude one or more times with the possibility that a PC takes 5 points of damage from an unexpected machine movement.

P13. SCREENS OF DESIRE

A successful understanding numenera task (level 6) materializes a mundane object the PC pictures. The GM may intrude with the possibility that the object materializes as an **automaton**.

P14. AGENT OF CHANGE

A successful difficulty 3 understanding numenera task opens the door; a successful difficulty 5 task reveals that the hidden alarm is inactive. Inside, the PCs may meet the **ganthanhar** named Reconciler.

P15. ROTATING RESERVOIR BRIDGE

Those attempting to jump the gap between the rotating and fixed half-bridges must succeed on a difficulty 3 Might task, followed by a difficulty 2 Speed task to avoid rolling off into the void upon landing.

P16. ROTATING FACTORY BRIDGE

As P15 above.

P17. ROTATING CRÈCHE BRIDGE

As P15 above.

CHAPTER 4: RESERVOIR

Reservoir Fluid: Characters first attempting to breathe the fluid must succeed on a difficulty 4 Intellect defense roll or be unable to force themselves to continue; they'll have to leave and try again.

R1. FIXED RESERVOIR BRIDGE

As described under P15, except a couple of **neonates** guard the bridge.

R2. RESERVOIR THRESHOLD (HALF DROWNED)

A **mesomeme** hunts here.

R3. MOANING ISLAND (HALF DROWNED)

Climbing into the cavity requires a successful difficulty 4 Might task. Down in the cavity, moving mechanisms may inflict 5 points of damage on PCs (as introduced by a GM intrusion).

R4. PRESERVE (HALF DROWNED)

PCs may encounter a **jiraskar** here.

R5. SNAGGED (SUBMERGED)

PCs encounter two **neonates** here, which are in turn investigating noises made by **Kelimvar**, who has **warlord** stats (though he has only 2 health when first encountered here).

R6. ORGANIC LEAK (HALF DROWNED)

PCs could potentially encounter a couple of **tetrahydras** here.



R7. PURIFICATION MECHANISM (HALF DROWNED)

Each salvage attempt here inflicts 5 points of damage from electrical discharge.

R8. MECHANISM OF SEEING (SUBMERGED)

Operating the **living mechanism** requires a successful understanding numenera task, and disengaging requires a successful Intellect defense roll. If the PC fails the first attempt to disengage, additional attempts are hindered.

R9. MECHANISM OF REGENERATION (SUBMERGED)

As R8, except success restores 1 point of health or 1 point to a PC's Pool of choice.

R10. MECHANISM OF TRANSFIGURATION (SUBMERGED)

As R8, except PCs may gain random mutations as determined by the GM.

R11. CORRUPTED MECHANISM (SUBMERGED)

As R8, except a **nalurus** is stuck to the sac. To avoid the sac's teleportation effect, a PC who makes contact must succeed on a difficulty 5 Might defense roll.

R12. MECHANISM OF TELEPATHIC INDUCTION (SUBMERGED)

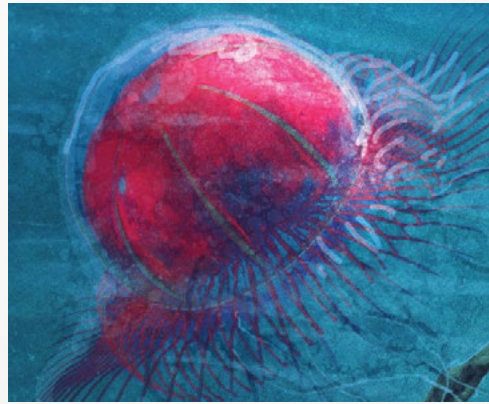
As R8, except an instance of **Peerless** is here. PCs altered by contact with the sac gain the indicated psychic sensitivity, which also causes them to gain 1 fewer point from recovery rolls.

R13. FOREST (HALF DROWNED AND SUBMERGED)

About ten **dabirri** are present. Characters who succeed on a difficulty 4 understanding numenera task can figure out how to manipulate the fruits to provide custom substances.

R14. HEARTWOOD ENTRANCE (SUBMERGED)

Another ten dabirri swim through this area.



Living mechanism:
level 5

R15. ENERGIZED ALGAE (SUBMERGED)

The haze requires anyone within it to make a difficulty 4 Speed roll, taking 4 points of damage from electricity on a failed roll, or 1 point on a successful one. However, this reveals potentially salvageable numenera.

R16. NURSERY (SUBMERGED)

The hundreds of electric eels produce brilliant green sparks as their bodies rub together, making the PCs' hair stand on end but not otherwise affecting or endangering them. The PCs may find a couple of cyphers and an artifact: a spine of shock.

SPINE OF SHOCK

Level: 8

Form: Strip of banded metal that must be implanted vertically in wearer's back

Effect: Wearer gains 2 Armor against blunt physical attacks. Once the spine prevents 10 or more points of damage to the wearer, the wearer can trigger a shock wave as their action, which ripples outward in a short-range radius, inflicting 8 points of damage to all creatures in the radius other than the wearer. Once a shock wave is triggered, the wearer can't use this function again until the device has prevented another 10 or more points of damage from affecting the wearer.

Depletion: 1 in 1d20; check per shock wave triggered

Nalurus: level 3, *stealth* as level 4; *Armor* 1; *eye contact* within short range moves target one step down the damage track, requiring an Intellect defense roll each round to end the effect on a success; for more details, see *The Ninth World Bestiary*, page 90

Peerless, page 87

Dabirri: level 2; four or more dabirri attacking a single target make a single attack as a level 4 creature, inflicting 2 points of damage and, on a failed Might defense roll, moving the target one step down the damage track; for more details, see *The Ninth World Bestiary*, page 33

Progenitor: level 6, resists mental attacks as level 4; moves a long distance each round underwater; up to four creatures within immediate range who fail an Intellect defense roll are filled with fear or calm for one round; fearful targets do nothing but flee; calmed targets approach and lower defenses, ensuring the progenitor's next attack automatically hits for 8 points of damage; for more details, see The Ninth World Bestiary, page 99

Siphoning rod, page 95

Factory tube: level 7; Armor 3

Surk, page 94



Zhev, page 262



Salvaging, page 107

Knowledge altar: level 5

Sealed door: level 7

Crith: level 3; Armor 1; whipping tendrils inflict 4 points of damage and, on failed Might defense roll, target loses its next turn; crith seeks to attach itself to targets, feeding for 1 point of damage per day in return for poison and disease immunity; for more details, see Ninth World Bestiary 3, page 41

Relentless reaper: level 5; Speed defense, perception, and stealth as level 6; Armor 2; flies a long distance each round; scything blade attacks inflict 6 points of damage and, on failed Might defense roll, target and all creatures in immediate range take 1 point of damage and lose their next turn; for more details, see The Ninth World Bestiary, page 106

Orb: level 3, attacks versus machines as level 6; on failed Intellect defense roll, creatures in area do whatever they can to leave and stay away for one day

Trap: level 5

Sealed entrance: level 8

Capsule: level 6

Degraded machine: level 6

R17. THE HEARTWOOD (SUBMERGED)

The progenitor named Origin can be encountered here. PCs who succeed on a persuasion task can attempt to negotiate with her.

R18. SLEEPING HOLLOW

Origin's treasures include two or three cyphers and two artifacts, plus the siphoning rod.

CHAPTER 5: FACTORY FLOOR

Factory tubes are the open accessways through an otherwise massive, level-filling mechanism.

Skirmishing Natives: Groups of surk and patrolling Zhev are common on this level, often found in conflict.

Knowledge Altars: Various locations noted in the level key contain knowledge altars, though only about one in ten still function. If the PCs discover a working altar and succeed on an understanding numenera task, they can query it regarding the Factory Floor. Queries by unauthorized beings potentially trigger retaliation.

Retaliatory Defense System: A character who queries a knowledge altar without being authorized (and no entity still alive is authorized) earns a personally selected relentless reaper assassin.



F1. FIXED FACTORY BRIDGE

As described under P15.

F2. BROKEN NEXUS

The remains of surk who lost a fight with Zhev lie here.

F3. MAINTENANCE COMPARTMENT

Access to the surface of the larger machine in the chambers keyed to this entry allows PCs a chance to salvage.

F4. DILAPIDATED HALL

A sealed door leads to F5. A lump of ebony fleshy material about 2 feet in diameter—a crith—lies among the debris. It animates, coming after one of the characters with a surprise attack.

F5. PSYCHIC INTERFERENCE

Three guardian orbs are here.

F6. TRAPPED TUBE

A trap makes this passage perilous. Intelligent machines unaware of the trap who fail a Might defense roll take 5 points of damage from an electromagnetic pulse and are paralyzed for one hour. Living creatures take only 5 points of damage if the trap is triggered.

F7. ALPHA ENGINEER, FALLEN

This chamber's entrance is sealed. If the PCs make it past the entrance, they discover a large capsule. Inside is a degraded machine entity that is no longer able to function; however, it likely attacks the PCs until they are able to destroy or disable it.

F8. VACATED

As usual, the GM should decide when a knowledge altar functions, or when it doesn't, in a way that is most interesting or useful for the session.

F9. OIL CACHE

The machine attached to the oil cache could be repaired by using the parts from one other functioning device (making it nonfunctional) and making a successful difficulty 5 crafting numenera task.

F10. DESTROYED OIL CACHE

A successful difficulty 3 perception task reveals signs of a previous group of explorers.

F11. SCENE OF THE CRIME

Everything being equal, PCs must succeed on a difficulty 4 persuasion task to get Rosh on their side. Rosh speaks the Truth.

F12. SURK PATROL

One surk guard in this chamber has a **massive detonation** it uses if combat starts. Preventing an altercation without Rosh requires a successful difficulty 5 persuasion task.

F13. ANGURDROMO SEPT

A GM intrusion could endanger what might seem like a straightforward negotiation.

F14. DRUSHODU SEPT AND POINTS BEYOND

PCs who wish to push into these areas may do so, but only if you want to extend the scope of this adventure. At this point, it's more likely that they're on the trail of the **data orb**.

F15. ENGINE OF CHANGE

An inactive Zhev lies near **spigot**-like mechanisms on the wall.

Blue Spigot: Creatures within immediate range must succeed on a Speed defense roll or take 4 points of damage from acid.

Silvery Spigot: The fluid constituents effectively grant one PC **battle armor**, except

the effect lasts just 28 hours (it is a cypher, not an artifact).

Yellow Spigot: Dispenses a **yellow swarm**.

Black Spigot: No conversion needed.

F16. INERT DISC

PCs might be able to salvage one or two cyphers from the spinning **disc**.

F17. TEMPORAL DISC

PCs who succeed on an understanding numenera task determine that the **disc** has a temporal function, and another successful task gives them access to that function.

F18. ELECTRICAL MALFUNCTION

Those attempting to pass through the **lightning barrage** without first finding and deactivating the mechanism that controls it must succeed on a Might defense roll or take 4 points of Speed damage (ignores Armor), or 2 points even on a successful roll.

F19. KNOWLEDGE FACADE

PCs able to speak to machines must succeed on an Intellect task to decipher answers from the **face interface** to questions that are more complex than yes or no.

F20. LAMINATION OF IMAGE

The **lamination fluid** affects PCs as indicated on a failed Might defense roll.

F21. QUIETUDE

A GM intrusion gives one PC the chance to notice the quiet on a successful difficulty 3 perception task. Investigating characters (who deal with the Zhev) find a substrate similar to that in F3, except this one is nonfunctioning due to clear acidic gel that inflicts 3 points of damage from acid and makes flesh transparent on contact for about an hour.

F22. VEHEMENCE-HAUNTED INTERSTITIAL

Various mechanisms can be found here. In addition, a **vehemence** has claimed this chamber.



Yellow swarm, page 260

Disc: level 6

Disc: level 5

Lightning barrage: level 4



Detonation (massive), page 278

Face interface: level 4

Lamination fluid: level 4

Data orb, page 95

Spigot: level 4

Vehemence, page 94



Battle armor, page 292

Armlike device: level 4

Vesied, page 94

Deconstructor: level 5

Energizer: level 6



Ray emitter, page 285

Zhev, page 262

Chirog, page 229

Arganied warden, page 93

Dread rider, page 93

Mask of machine command, page 95

Grey sampler: level 3; Armor 3; inflicts 5 points of damage; for more details, see The Ninth World Bestiary, page 60

Vault door: level 10; health 100; Armor 20

Control surface: level 4

Sealed entrance: level 5, tasks to disable alarm as level 7

Zulerin sentinel, page 95



Data orb, page 115

Clearcoat Armor: A successful understanding numenera task allows PCs to trigger the **armlike device** on the ceiling, which grants +1 to Armor for ten hours. Living creatures who fail a Speed defense roll begin suffocating from the continuous clear covering.

Deconstructor: Another successful understanding numenera task reveals the **deconstructor**, which operates as indicated. Living creatures returned to normal must succeed on a Might defense roll or move down two steps on the damage track.

Roaring Dome (Energizer): Another successful understanding numenera task reveals the nature of this **energizer**, capable of restoring a depleted artifact or used cypher, or effectively turning a piece of debris into a temperamental **ray emitter**. If a creature subject to the energizer succeeds on a Might defense roll, they gain the same ray emitter capacity; on a failed roll, they instead take 5 points of damage.

F23. ZHEV DEPOT
Zhev congregate here, as indicated.

F24. ZHEV HOLDING
Control surfaces allow the PCs to raise or lower the cubicle force fields.

F25. THE UNILATERAL
The entrance to this area is **sealed** with a mechanism. The Unilateral has basic Zhev stats, but all its actions and defenses are eased by two steps. The Unilateral speaks the Truth.

F26. SENTINEL OF THE ORB
A **zulerin sentinel** attacks anyone who tries to take the **data orb**.

CHAPTER 6: THE CRÈCHE

Preservative Chill: Each ten minutes the PCs spend on this level requires that they succeed on a difficulty 4 Might defense roll or take 2 points of Might damage (ignores Armor) from the cold; the defense roll is hindered if a PC doesn't wear cold-weather gear.

Vesieds Arising: Entities known as **vesieds** infiltrated the Crèche long ago.

C1. FIXED CRÈCHE BRIDGE

A task made to leap from P17 is hindered due to the ice slicking the half-bridge.

C2. FROM THE ICE

No conversions needed for this location.

C3. BIG ICE

About four vesieds emerge from the ice.

C4. WATCHING WARDEN

An **Arganied warden** is here, which can be dealt with as indicated.

The warden imprisons a **chirog**, a **grey sampler** automaton, and a **dread rider** wearing the **mask of machine command**.

C5. VAULT DOOR

The **vault door's** control system is damaged, but it can be repaired if a PC has a data orb and succeeds on a difficulty 4 crafting numenera task, rendering it capable of receiving audio input. Attempts to hack or bypass the door without the code inflict 10 points of damage from a disintegrating force blast on a failed difficulty 7 Might defense roll, or 2 points of damage even on a successful roll.

CHAPTER 7: INSIDE THE MACHINE

OVERVIEW

Moments of Control: PCs can control the war machine for two or three rounds at a time using any given input socket. Thereafter, they must find an unused socket. They can also try the same socket again by unplugging the mask, plugging it back in, and succeeding on a difficulty 4 understanding numenera task; this gives

them another few rounds of control before it once again lapses.

Rolling Malfunctions: PCs who succeed on a difficulty 4 understanding numenera task discover that the dread destroyer's underlying mind is responsible for the malfunctions. The effects described in the Rolling Malfunctions table are level 5, inflicting the indicated condition, teleportation, or 5 points of damage on a failed defense roll, or 1 point of damage even if successful.

Stopping the Dread Destroyer: In D11, PCs who succeed on a difficulty 5 understanding numenera task learn about the Dream Titans, which could be used to lure the destroyer away from the world.

D1. IN STASIS NO MORE

A [dread destroyer](#) emerges from stasis.

D2. DREAD ENTRANCE

No conversions needed for this location.

D3. BAD MEMORIES

A [moilt](#) is here.

D4. EXCRUCIATION CHAMBER

The [zipped seam](#) allows the dread destroyer to drag victims into this chamber and deposit them in a [pain column](#).

D5. SPINE CORRIDOR

No conversions needed for this location.

D6. CABIN SERVICES

Two or three active [service automatons](#) can be found here at any given time.

D7. HERALD UPGRADE CHAMBER

A failed herald—a flaw—is held in a [transformation column](#). A successful difficulty 4 understanding numenera task provides insight into the column's purpose.

D8. VACANT

No conversions needed for this location.

D9. MODE RECONFIGURATION

The zipped seam here is similar to the ones in D4.

D10. CHAMBER OF USEFUL THINGS

The PCs can find about four cyphers and one or two artifacts here. They also find an [automaton remote](#), a suit of [machine mail](#), an [electro-pulse](#), and a [companion thread](#).

D11. MEMORY CHAMBER

PCs who succeed on a difficulty 4 understanding numenera task can accomplish the described functions.

CHAPTER 8: WRAPPING UP THE ADVENTURE

XP Awards: Each time the PCs explore all—or most of—one of the levels (the Lost City, the Peerless Wheel, the Reservoir, the Factory Floor, and the Crèche), give them each 3 XP. Give them 1 additional XP each if they successfully negotiate with the primary entity controlling that level. If the PCs take control of the dread destroyer, award them an additional 2 XP.

CHAPTER 9: NEW CREATURES

Angried Warden: level 7, Speed defense as level 6; health 33; Armor 3; can teleport up to a very long distance and still take an action; all targets in immediate range must succeed on a Might defense roll or be imprisoned in extradimensional cell; imprisoned victims can attempt to escape once on their next turn; for more details, see *Ninth World Bestiary* 3, page 21

Dread Rider: level 4, Might defense as level 6; health 15; Armor 3 (immune to electricity); melee attack inflicts 4 points of damage plus 2 points of damage from electricity (ignores Armor); can teleport to or summon a dread destroyer if one is nearby; for more details, see *Ninth World Bestiary* 2, page 47

Erodel Shepherd: level 6, resists mental attacks as level 8; Armor 2; flies a long distance each round; short-range psychic attack causes target to act as shepherd mentally commands on its next turn; second successful psychic attack increases duration of control to ten hours; for more details, see *Ninth World Bestiary* 2, page 52

Automaton remote,
page 95

Machine mail, page 95

Electro-pulse, page 95

Companion thread,
page 95



Dread destroyer,
page 234

Doors inside the dread destroyer's command cabin are level 6.

Moilt, page 94

Zipped seam: level 6, tasks for forcing entry from the exterior as level 10

Pain column: level 6; on a failed Speed defense roll, target is held inside the column and takes 6 points of damage each round until it can escape

Posterior portholes (level 10) are located along the dread destroyer's "abdomen."

Service automaton:
level 3

Transformation column: level 4; target attempting transformation must succeed on a Might defense roll each hour or descend one step on the damage track



Flaw: level 5, deception tasks as level 7; health 20; Armor 1; moves a long distance each round; melee or ranged attack inflicts 6 points of damage; reality-altering field creates effects (level 5) that benefit the flaw as part of another action; for more details, see *Ninth World Bestiary 2*, page 55

Mirrored Beast: level 5, Speed defense tasks as level 6 due to illusory reflections; health 25; Armor 3; two claw attacks inflict 6 points of damage each; creatures who see their own reflection must succeed on an Intellect defense roll or become frozen in place until a ten-minute or ten-hour recovery roll is used to clear the condition



Moilt: level 5; health 24; creatures who meet the moilt's gaze and fail an Intellect defense roll are compelled to take a bite from the moilt's bread-like body and then forget the moilt is present; those who eat must succeed on a Might defense roll or fall unconscious, waking with an incomprehensible memory an hour later; for more details, see *Ninth World Bestiary 2*, page 100

Neonate: level 3, stealth tasks in water as level 5; swims a short distance each round; melee or ranged attacks inflict 5 points of damage; short-range psychic hook attack inflicts 5 points of Intellect damage (ignores Armor) and, on second failed Intellect defense roll, target spends its action cowering or running in fear



Surk: level 2; health 9; Armor 1 (immune to electricity and poison); melee attack inflicts 4 points of damage from electricity and, on

SURK DESCRIPTOR

PCs who wish to play a surk can take surk as a descriptor and gain the following characteristics.

Metallic: +2 to your Might Pool.

Skill: You are trained in tasks related to the numenera.

Electrically Dependent: +2 to Armor against damage from electricity only.

Electrically Charged. Your attacks are charged with electricity; you inflict +1 point of damage from electricity on melee or ranged attacks.

Erratic Discharge. Your electrical systems sometimes run out of your control, and when you roll a 1, the GM has the option to intrude by indicating that all creatures within an immediate radius (including allies) must succeed on a difficulty 5 Might defense roll or take 5 points of damage from electricity. When this happens, your actions, tasks, and defenses are hindered for one hour afterward.

failed Might defense roll, target burns for 1 point of damage each round until flame is doused; burst attack inflicts 4 points of damage from electricity to each creature in immediate range and targets burn as with melee attack

Vehemence: level 6; health 30; Armor 2; two attacks inflict 6 points of damage each; umbilical allows vehemence to control up to six additional devices at once that can be sensing equipment, weapons, or other lower-level automatons; for more details, see *Ninth World Bestiary 3*, page 169

Vesied: level 5, numenera-related tasks as level 6, Might defense tasks as level 9, Intellect defense tasks as level 3; health 25; Armor 1; bite inflicts 5 points of damage and, on failed Might defense roll, 2 points of damage each round from bleeding until stanced; generates immediate-range area attack or long-range blast attack that inflicts 5 points of radiation damage (ignores Armor); for more details, see *Ninth World Bestiary 2*, page 173

Zulerin Sentinel: level 6; health 20; Armor 2; six long-range energy attacks inflict 6 points of damage each, and target that fails a Might defense roll develops a harmful mutation that persists for 28 hours; for more details, see *Ninth World Bestiary* 3, page 182

CHAPTER 10: NEW ITEMS

All items are as indicated, except as follows.

Automaton Remote: cypher; level 1d6 + 1

Binding Integrator: artifact; level 1d6 + 4; successful Intellect-based attack required to achieve indicated effect

Companion Thread: cypher; level 1d6; eases Intellect-based tasks

Courier Automaton: cypher; level 1d6 + 1

Data Orb: level 9; as [data orb](#)

Electro-Pulse: cypher; level 1d6 + 1; as detonation, except successful attacks against devices and machines render them inert for one minute

Energy Armor: artifact; level 1d6 + 2; adds +1 Armor, +2 Armor against fire, electricity, and cold damage

Machine Mail: cypher; level 1d6 + 2; adds +2 Armor for one day, and wearer gains two assets on all tasks related to the numenera

Mask of Machine Command: artifact; level 10

Siphoning Rod: artifact; level 1d6 + 2; can replenish a burned-out cypher or a depleted artifact with one use, or transfer knowledge between one creature and another

Song Nodule: artifact; level 1d6 + 1; wearer can attack up to three creatures within short range with a blast that inflicts damage equal to the artifact's level (ignores Armor); depletion: 1 in 1d20

Universal Key: artifact; level 1d6 + 3; eases tasks related to the numenera; automatically activates mechanism specifically associated with the key (if any)



Data orb, page 115





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