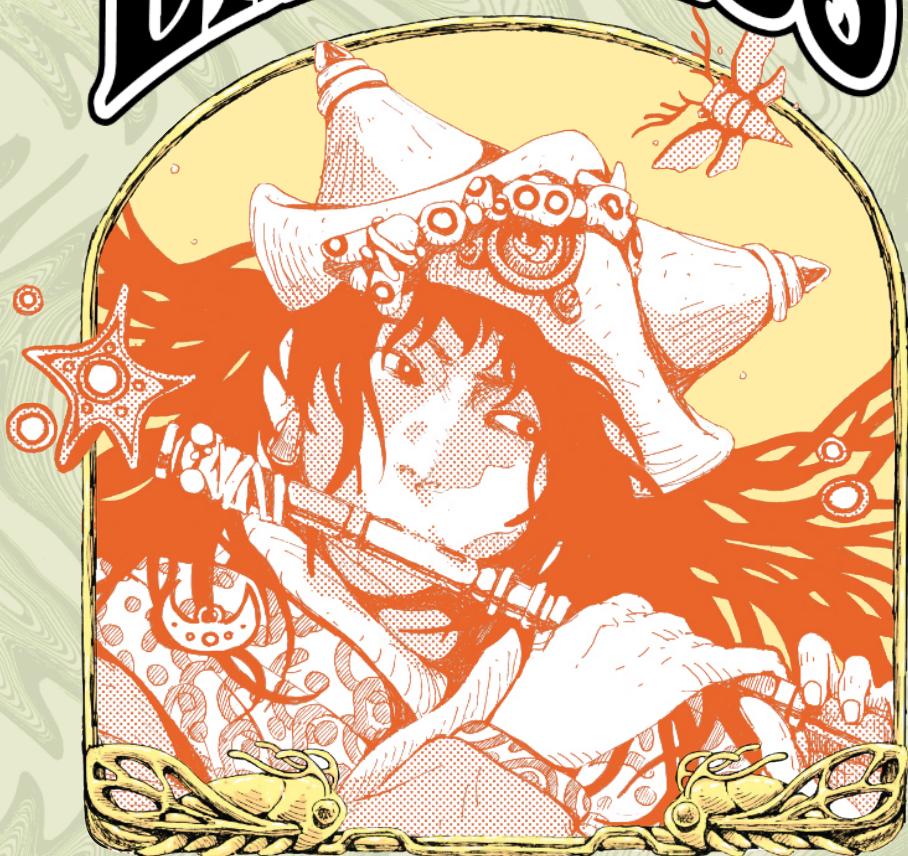


ECOLOGICAL SCIENCE FANTASY RPG

# CLOUD EMRESS



RULEBOOK



FOR USE WITH THE  
MOTHERSHIP®  
SCI-FI HORROR RPG

1E

WATT

## WOUNDS

**1d10** When you take your tenth point of Damage, clear all your Damage and roll on the Wound Table. When you take your third Wound, you die.

1	A wound that makes you drop what you are holding.
2	A wound that knocks you on your ass. You may not act during the next round.
3	A wound that you can ignore for now, but you carry with nonetheless. Reroll this wound in 10 minutes.
4	A wound that causes a change of heart. Reroll your Heart Stat (adding any relevant age modifiers).
5	A wound that rattles your beliefs. Reroll your Mind Stat (adding any relevant age modifiers).
6	A wound that slows you down. You move at half your normal movement speed until you receive medical treatment.
7	A wound that makes you panic. Take 1 Stress and make a Panic Check.
8	A wound that disturbs those who witness it. All nearby humans make a Panic Check.
9	A wound that temporarily ends your adventure. You may no longer play this character until the next session.
10	A wound that kills you. You may no longer play this character unless you become cursed.

## PANIC

**1d10** To make a Panic Check, roll 1d10. If the result is greater than your current Stress you succeed. Otherwise consult the entry below that corresponds to the number you rolled.

1	You gain a single-minded focus. Gain an advantage on all Checks and Saves for 10 minutes.
2	You become arrogant. Lose 1 Stress, but you feel less inclined to ask for help from your traveling companions. This fades the next time you fail a Check or Save.
3	You fear your traveling companions are about to abandon you. Take 1 additional Stress. You no longer trust the party to watch your back. This feeling fades the next time you share a good meal or good conversation with your traveling companions.
4	You attempt to flee. Leave the current room or location if possible.
5	You try to fight, charging forward recklessly.
6	You freeze. You take no action for the next two rounds.
7	You focus on your own self-preservation over the needs of others. Take 1 additional Stress. You refuse to share non-provision food with the other PCs.
8	You are mentally, emotionally, or spiritually wounded. Take 1 Wound.
9	You are done with all of this, and start making plans to go home. This feeling fades when your Stress falls below 3.
10	You become hardened, cold and ruthless. You may no longer play this character, though perhaps you will meet them again.



## MISCASTS

1d10 Roll on the Miscast Table whenever you fail a Heart Check casting a spell or fail a Mind Check when using a crest. To determine Miscast's impact on a Spell or Crest's effect roll 1d10 on the table below.

1-2	You are able to fix the mistake at the last minute.
3	The effect hits twice as many targets.
4	The effect's potency is doubled.
5	The intended effect does not occur. Instead, a random spell (pgs. 36-38) or crest (pgs. 39-40) effect hits the target.
6	The effect occurs, but a random target is affected.
7	The effect occurs, but it feels unnerving. Make a Panic Check.
8	The effect occurs, but it hurts you. Take 1 Wound.
9	The effect occurs, but it's painful and disturbing to those around you. Take 1 Wound, and everyone who witnesses it takes 1 Stress and makes a Panic Check.
10	The effect occurs, but it brings something unnatural with it. You become cursed: roll on the Curse Table (see below).

## CURSES

1d10 The first time you would die, roll 1d10. On a result of 7 or lower you instead become cursed. You miraculously remove all Damage and Wounds. Roll 1d10 on the Curse Table.

1	Horns protrude from your forehead, causing strangers to distrust you.
2	Your soul becomes entangled with a nearby object or person. Any harm inflicted upon it/them also causes you Damage.
3	Your body grows young and revitalizes under the curse, causing you to appear much younger than you are. Lose 10 points from your Mind Stat. Gain 10 points to your Speed Stat.
4	Your body ages and withers under the curse, causing you to appear much older than you are. Lose 10 points from your Strength Stat. You can no longer be a Magician.
5	You permanently lose or can no longer gain what your heart most desires.
6	You are changed into a chimera, half human-half animal. (bird/dog/serpent/cat/rat/wolf/hamster/frog)
7	Your soul detaches from your body and you become a Wanderling. You can no longer physically interact with anything except slippery stuff (pg. 10).
8	You become a beast, compelled to attack those nearby until soft words are spoken into your ear.
9	You gain an inhuman hunger. Take 1d10 Damage each day you do not drink blood or consume raw meat.
10	You fall into an unnatural sleep and cannot wake up. You no longer play this character until a remedy can be found.



# CREDITS

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Character sheets and more at  
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Cloud Empress was written on ancestral  
land of the Dakota people in Mni Sóta  
Maŋcoce. The lives, land, and culture of  
the Dakota and Anishinaabe people  
were destroyed in the name of colonial  
growth and oppression. These harms  
have yet to be meaningfully repaired and  
many continue to this day. We stand in  
solidarity with Native nations advocating  
for the return of Indigenous land to  
Indigenous people.

There are many types of games that do  
many different things. Cloud Empress has  
not been made to:

Treat the environment as an object  
to plunder

Enact power fantasies, especially  
violent ones

Degrade, humiliate, oppress, or create  
caricatures of other beings

Content warning  
Cloud Empress rulebook contains large  
bugs, mental illness, blood, amputation,  
military occupation, gun violence, and  
violence to insects.



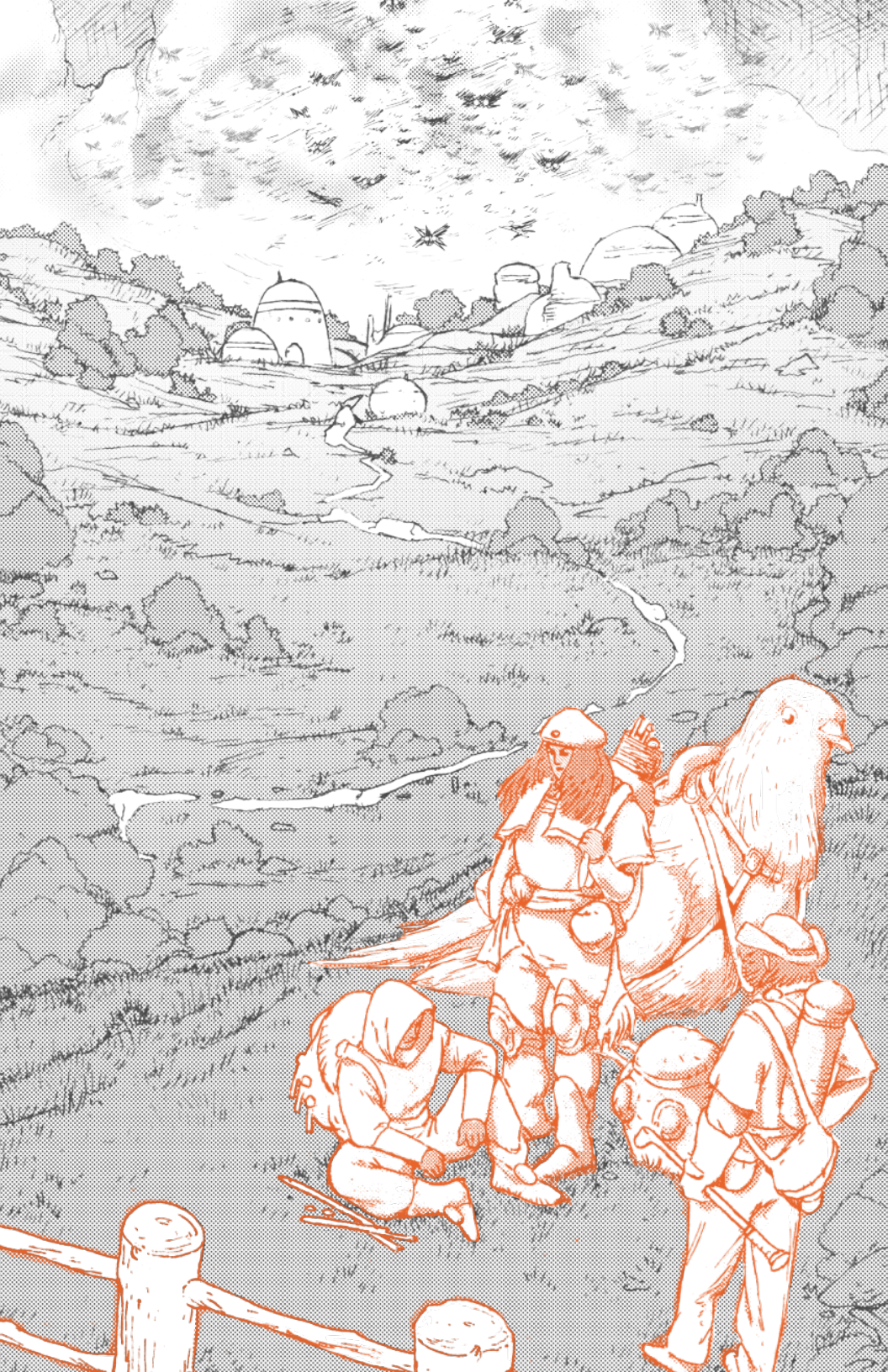


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ECOLOGICAL SCIENCE FANTASY RPG

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# WELCOME TO THE HEREAFTER

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It all comes back to a beautiful blue sky blanketed with smog. What more really matters? A window to the stars and our ancient kin fogged it with sickly pale clouds. The sky has been covered since anyone can remember, a hundred generations or more. For a while, storms grew strong, crops died weak and people went hungry. Beauty was erased, and life was strip-mined to feed unstoppable addiction. Many things did not survive. Many others did.

I guess you could say humanity is on its knees. Few people are left; a village might have five people, a sizable military force might number less than a dozen. Human progress has a bad back and a trick knee, human ambition beaten back for a season or two.

Look no further than the Lowland Wastes. The Lowlands don't look like wastes. The woods are green, the water blue, and the sunsets rosy and brilliant. It's what you can't see that kills you. The soil, the water, the air, all teeming with invisible poisons that slowly carve you out over a lifetime. The Farmerlings of the Lowlands live with strange chills, coughing jags, and untimely death. For Farmerlings, such ailments are just natural parts of the human condition. Still they toil, working fields that would much rather stay wild. The people of the wastes and the people in the clouds need to eat.

Don't let the Farmerlings fool you with their simple lives; there is a deep power running through the Lowland Wastes. Chalk they call it. Miracle soot, white drug, the very stuff of magic. It is no coincidence the Magician's arts were discovered in the Wastes! There are traces of chalk in each meal, each breath, each drink of water from cupped hands. Farmerlings have a healthy mix of admiration and distaste for spellcasters. Cloudlings mostly covet their power.

Give people a way to look down on others and in no time you'll be looking up their noses. Cloudling leaders have invented a thousand titles for themselves, decorated their cloaks with heavy jewelry, and now presume to call themselves Lordlings. They rule over chandelier cities and ancient vapor nets. Once there were over two dozen cities hanging from anchors in space. As more of the cities fell, it seems the Lordlings only grew more convinced of their power, and their ambitions have turned back towards the Lowland Wastes.

Time and space are slippery in the Hereafter. Roads and paths slip in defiance of those who would presume to map them. Unlucky travelers slip into ancient ruins. Sometimes horrible things slip through the cracks, visitors from cousin realities best not discussed. Haunted Wanderlings float on the horizon, just barely visible in magic hour. Dreams and nightmares stumble into daylight like unwelcome relatives at supper time.

And at the center of it all are the Imago. In spring, they rise from depths unknown to feed upon the bones of the dead. Devoted monks and villagers lay corpses out to dry in huge burial grounds year round as an offering of peace. A scant few hundred Imago are usually spotted each summer, but every hundred years the Century Brood appears. Thousands upon thousands of Imago claw their way up from deep within the soil and reduce what little civilization still stands to rubble in their wake.

*This is the year of your journey,  
the summer of the Century Brood,  
the summer of the missing Empress,  
the summer of adventure.  
Welcome to the Hereafter.*



# WHAT IS CLOUD EMPRESS?

---

Cloud Empress is an ecological science-fantasy setting that places you in a world ruled by the patterns of giant magical cicadas. Find a way to thrive, live, and love in the psychic wreckage of Earth, scavenging in the junk of the ancient people who abandoned it.

Cloud Empress is a comprehensive setting, supported by a rulebook, supplemental setting books, and adventure zines.

In Cloud Empress, one player takes the role of the Warden, acting as the voice of the world and the non-player characters (NPCs) who live in it. All other players create characters (PCs) and describe their character's actions as they go on adventures.

## GATHER THE FOLLOWING

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To play Cloud Empress, you'll need:

- This rulebook.
- A character sheet for each PC.
- At least two ten-sided dice.
- An adventure.

## WHEN YOU PLAY

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**Ask questions.** The warden is there to answer questions about the environment and the situation truthfully. You shouldn't need to roll dice for it.

**Travel carefully.** Characters in Cloud Empress aren't heroes in a story. They're real(-ish) people moving through a dangerous world. Survival requires skill, sound decision-making, and a healthy dose of luck. If your character dies, it's easy to create a new one.

**Create an environment of safety.** Help make your table a welcoming space by using things like safety tools, check-ins, and shared boundary-setting. A quick internet search will provide plenty of suggestions for creating inclusive game sessions.

## ROLLING DICE

---

Cloud Empress primarily uses ten-sided dice. In this book, rolling a single ten-sided die will be written as 1d10. 2d10 means you will roll two ten-sided dice and add both dice together, and so forth and so on. The 0 on a d10 represents 10.

Cloud Empress also regularly asks you to roll 1d100. To roll 1d100, roll two ten-sided dice. Looking at the results, one die is read as the 'tens digit', and another is read as the 'ones digit'.

*Example: Kev needs to roll 1d100. He rolls two ten-sided dice and looks at the results. The left die is a 0, the right die is a 9. The result of the d100 is 9.*





*My mother told me of an ancient people  
who lived unmatched in power and cruelty.  
Before the world untangled,  
before the brood of cicadas,  
before the Hereafter,  
they were called the Torturers.*

*To end their destruction, the world burned  
itself into a mirror to swallow the Torturers whole.  
Seeing what they had become, the Torturers were filled with disgust,  
but their disgust only fueled their hunger.*

*In sweating fists, they broke their fingernails down to bloody bone  
– raking, taking, and running to a fate hidden behind milky skies.*

*The Torturers left for the stars  
and we were left to travel the wreckage  
under the rule of cicadas.*





## SUMMER TRAVELING PARTIES

---

For all its dangers, the summer is also warm and free. The summer is a time of great migration in the Lowland Wastes. Folk collectively yawn, stretch their legs, and get to traveling after a hard winter in tight quarters.

It's no unlikely thing for travelers to join up for a season. In any given summer, differences are put aside and unlikely partnerships formed to share a swim in the Snek River at sunset, to swap the tastes of a sugarberries on each other's lips, or to mount an expedition into an unearthed monument.

This summer, Sellswords, Lordlings, Magicians, and Couriers still savor the sweetness of berries and the cool water, but they travel now with purpose.

There are mountains of chalk to collect, and fortunes to turn. Fields burn in the wake of the Emperor's Expedition and the Century Brood plows a furrow through the land, leaving no trace of the dead. Each traveler walks with the foolish wish in their heart that they might come upon the missing Empress.

If the world ever needed saving, that time has passed, but there is still work to be done and more trails to walk then we have legs to walk them.



# BODYHOPPERS

Husked, shucked, and peeled; these keepers of ancient magic extend their lives beyond natural limits by transferring their minds into corpses. Bodyhoppers ride corpse after corpse as a means of survival, grafting their minds to rotting gray matter and shattering their own memories in the process. Each fresh cadaver has its face tattooed with personal symbols. Without a marking, the face looking back in the mirror would be no more than an unnerving stranger.

Ancient Magicians, far greater in power than the current lot, developed this kind of immortality. The methods are now mostly lost to secrecy, politicking and war. The mind-transferring spells that survived these conflicts are only a blunt instruments compared to a once limitless power.

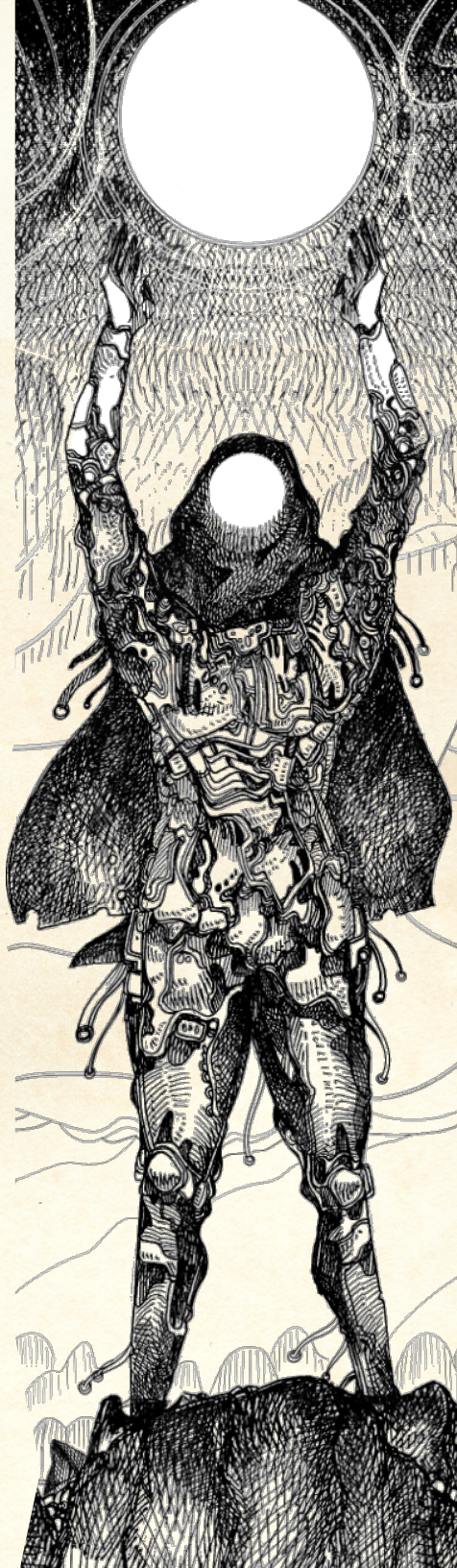
Few hoppers can say how long they have been doing this, and most ignore the past outright. Instead, Bodyhoppers keep their anxious eyes forward, monitoring the decay of their current host and counting their remaining time until their next hop.

## THE SLIP

It's hard to describe the Slip to those who haven't felt it. It's like the drop in your stomach just before a thopter hits turbulence. The Slip feels like something dragging the world in one direction while you fall in another.

Time and space bend in a Slip. Most Slips are mile-wide weird-zones that appear as fast as they leave. You might see a dead relative eating supper right in front of you, or find yourself neck-deep in snow in the middle of July. Unrecognizable machines might fall through a crack in the sky only to vanish before they land. The one constant you can count on is that the slip always buzzes. Sometimes it buzzes like a single bee, others like an entire hive inside your skull. If you feel the humming, get to running.

Some things stay slippery when the Slip is done with them. Objects from other realities may conjure haunted memories when held. Hollow Wanderlings seek to anchor themselves to objects from their own time. The poorest lot are the slippery folk, their luck forever warped.





# CHARACTER CREATION

1. Determine your **Stats**. Roll 2d10+20 for each Stat; Mind, Heart, Strength and Speed.
2. Determine your **Saves**. Roll 1d10+20 for each Save; Reality, Fear and Body.
3. Find your character's **age** by rolling 1d10 and consulting the table below. Your age affects your Stats, and what job your character can take.

1d10	Age	Adjustments
1-3	Teenage	+20 Heart, -10 Mind.
4-7	Full-grown	+20 Speed, -10 Heart.
8-9	Old	+20 Mind, -10 Strength. There are no old Magicians.

10 Bodyhopper

+30 Strength,  
-10 Speed.  
Gain the spell *Imperfect Body Transfer*.  
Bodyhoppers may not be cursed.

4. Choose a **Job** and **skills**. Your job affects your Saves, and grants you access to different skills. Each job has a unique **Job Condition** which affects how you and the people around you react to thing going badly.



NAME/ALIAS

JOB CONDITION

NOTES, TRINKETS,  
SPELLS & CURSES



PRONOUNS

STATS

MIND

HEART

STRENGTH

SPEED

STRESS  
Max 10

GROUP  
PROVISIONS  
Max 3

GEAR

HOLDING

WEARING

3 provisions = 1/2 travel sp

## HOW TO CREATE A CHARACTER

1. Determine your **Stats**. Roll 2d10+20 for each Stat; Mind, Heart, Strength and Speed.
2. Determine your **Saves**. Roll 1d10+20 for each Save; Reality, Fear and Body.
3. Find your character's **age** by rolling 1d10.
  - 1-3. Teenage. +20 Heart, -10 Mind.
  - 4-7. Full-grown. +20 Speed, -10 Heart.
  - 8-9. Old. +20 Mind, -10 Strength. There are no old Magicians.
  - 10. Bodyhopper. +30 Strength, -10 Speed. Gain the spell *Imperfect Body Transfer*.
4. Choose a **Job** and **skills**. Your job affects your Saves, and grants you access to different skills. Each job has a unique **Job Condition** which affects how you and the people around you react to thing going badly.

### ☐ SELLSWORD pg. 13

+30 Body, Blades or Firearms, Street Savvy, and any 2 other skills.

When your nearby friends see you Panic, they must make a Fear Save or Panic too.

### ☐ LORDLING pg. 15

+40 Fear, -10 Reality, Dueling, Etiquette, and any 2 other skills

You make people uneasy; Fear Saves made by your nearby friends are rolled with Disadvantage.

5. Each Job has a table of different **backgrounds** and **gear**. Roll 1d10 enough **provisions** to feed the traveling party for one day. Elect one plan.
6. Finally, choose a **name** and an **alias**. There is a list on page 47 to help.





AGE

JOB

SAVES

REALITY

FEAR

BODY

DAMAGE  
10 per wound

ARMOR

WOUNDS  
3 = death



## SKILLS pg. 22

Roll with Advantage when using an applicable skill

- ☐ Acrobatics
- ☐ Acting
- ☐ Animal Handling
- ☐ Blades
- ☐ Chalk Collecting
- ☐ Dancing
- ☐ Drinking
- ☐ Dueling
- ☐ Etiquette
- ☐ Farmwork
- ☐ Firearms
- ☐ History
- ☐ Hunting
- ☐ Instruments
- ☐ Medicine
- ☐ Military Order
- ☐ Mysticism
- ☐ Needlework
- ☐ Plant Identification
- ☐ Poisons
- ☐ Scrounging
- ☐ Singing
- ☐ Spell Casting
- ☐ Sports
- ☐ Street Savvy
- ☐ Tinkering
- ☐ Tongues
- ☐ Thopter Piloting
- ☐ Wrestling



eed, 0 provisions = x2 travel speed

ngth and Speed.  
d Body.

**Body Transfer.** Bodyhoppers may not be cursed.  
access to different skills. Each job has a unique **Job Condition** which

### ☐ **MAGICIAN** pg. 17

+20 Reality, Mysticism, Spell Casting,  
and any 2 other skills

When a Magician's mind is muddled it  
is time to worry. When you fail a Reality  
Save, your nearby friends take 1 Stress.

### ☐ **COURIER** pg. 19

+10 to all Saves, Scrounging,  
Tinkering, and any 2 other skills

You've seen it all. Once per session,  
you may make a Panic Check with  
Advantage.

on each table and write the results on this sheet. Everyone starts with  
ayer to keep track of the group's provisions.  
lp.

More character sheets at [CloudEmpress.com](http://CloudEmpress.com)

Job	Adjustments, Skills, and Job Condition
Sellsword	+30 Body, Blades or Firearms, Street savvy, and any 2 other skills.  When your nearby friends see you Panic, the must make a Fear Save or Panic too.
Lordling	+40 Fear, -10 Reality, Dueling, Etiquette, and any 2 other skills  You make people uneasy; Fear Saves made by your nearby friends are rolled with Disadvantage.
Magician	+20 Reality, Mysticism, Spell Casting, and any 2 other skills  When a Magician's mind is muddled it is time to worry. When you fail a Reality Save, your nearby friends take 1 Stress.
Courier	+10 to all Saves, Scrounging, Tinkering, and any 2 other skills  You've seen it all. Once per session, you may make a Panic Check with Advantage.

**5.** Each Job has a table of different **backgrounds** and **gear**. Roll 1d10 on each table and write the results on your sheet.

Everyone starts with enough **provisions** to feed the traveling party for one day. Elect one player to keep track of the group's provisions.

**6.** Finally, choose a **name** and an **alias**. There is a list on page 47 to help.

Take some time to introduce your new characters to each other, and the game is ready to begin.





**U**nder the buckles, bandoliers, swords, and pistols, Sellswords are disposable things. Violence is a buyer's market. In the summer, you stand in the square with five other Sellswords. A patron measures your bicep. An old Farmerling apologetically inquires about your experience killing Imago for an hour, before signing the guy to your right. Next summer, a Lordling hires you with a single gesture, never turning back to make eye contact. You live in their dwellings, eat their food, chop their wood, and put them at ease, but you are not their kin. You are a tool to them.

Their kindness diminishes with their winter food stores, and you've been sent off into the snow one too many times. A full stomach and a warm place to lay down is enough for most Sellswords. Is that enough for you? Do you crave your fortune, or seek to test your prowess? Ambitious Sellswords grow rich and die young, but the sorriest lot are the old hands. Warriors past their prime bleat in the village streets for supper. They swear up and down they can still swing a sword smarter than fighters half their age. "So you might, so you might," you say, tossing them your last piece of cheese.



# SELLSWORD

Sellswords can handle themselves in a fight, but long to find a home.

1d10	What were you doing last?	Sellsword Gear
1	Escaping from a Cloudling prison	Prison rags (0 AP), ankle manacles, 2 stolen military hand bombs (3d10 Damage), a radio emitting dental implant, a stick of chalk. Spells: Sleepy Clone Shape.
2	Busking for packsquab eggs	Red silk robes (0 AP), a chipped saber (2d10 Damage), a blindfold, a plastic rose, a wooden sign that reads "amazing feats of swordplay and romance," two watermelons (6 servings).
3	Freezing on a mountainside	Fur-lined battle casing (5 AP), a folding utility shovel, climbing cleats, 50 ft of climbing rope, frostbite (start with 3 Damage), a stick of chalk, a sack of onions (4 servings). Spells: Throw Flame.
4	Hunting fugitives in the desert	Canvas poncho (0 AP), dusty battle casing (5 AP), a revolver (1d10 Damage, 3 rounds), a shoulder holster, a clay pipe with a bag of corn smoke, a bingo card of bounties, a stick of chalk, smoked packsquab jerky (2 servings). Spells: Invisibility.
5	Fighting a skirmish between Lordling siblings	Monogrammed house guard uniform (2 AP), a billy club, a whistle, a poison capsule, a small tank filled with an exotic koi fish, one bulb of fresh garlic (4 servings).
6	Searching for a disappeared Farmerling in the Thickwood	Formal traveling clothes (2 AP) with muddy boot covers, a sketchbook full of case notes, a solar lantern, a wrist mounted peashooter (1d10 Damage, 2 rounds), a broken pocket watch and gold chain, coffee beans (2 servings).
7	Making a pilgrimage	Mendicant's robes (2 AP), a maple Brood Monk mask, a weaponized statue (2d10 Damage), an Imago egg hidden under the false bottom of a suitcase, a jar of molasses (1 serving).
8	Setting fire to invasive spores	Vinyl-covered battle casing (5 AP), flame bellows (2d10 Damage, 4 canisters), rebreather hood, a sleep spore, an explosive spore, a boar-beef spore (6 servings).
9	Chasing off Imago from a Breadbasket farmstead	Full armor (7 AP) adorned with Farmerling markings (polka dots, stripes, or flowers), a military rifle (2d10 Damage, 3 rounds), a yellow "People's Bread Collective" sash, traditional braided hair, two ears of corn (2 servings).
10	Guarding a Cloudling estate	Garish battle casing (5 AP) in neon red, blue, pink, or green, a reading console (borrowed indefinitely), a bleeping location transmitter, two sticks of chalk, ground cinnamon (10 servings). Spells: Shape Face.





**Y**ou compete in an endless line of succession to become a great Lord of nothing. Your rearing has made you fearless and foolish. All the world's luxuries at your disposal and all you thought to do was eat, drink, screw and fight. A life of status is a life of precarity; you start to slide the second you stop climbing. You took to the road to advance your position, avoid imminent assassination, or maybe just to escape a life of vanity. You were raised in a small manor in the sky, garish and cramped.

Your family, in constant competition with many rivals, kept their passages guarded by small entourages of mistrusted house soldiers, sellswords, and younger siblings.

The people around you fear you, and for good reason. An arrogant Lordling is a danger to themselves and everyone else. Your tutors taught you the knowledge of spells, swordplay, and science, but wisdom isn't learned in a library. A wrong word to a Lordling might lead to a long drop from a cloud city tower, a duel for their honor, or conscription to a mismanaged house army.



# LORDLING

Lordlings are groomed to lead and strike fear into those around them.

1d10	What were you doing last?	Lordling Gear
1	Romancing several members of the royal court	Velvet pajamas (0 AP) and day slippers, a pink orchid boutonniere, a bundle of "personal" letters, Trinket Crest of Hopeful Spouses, a stick of chalk, a bottle of ancient wine (4 servings).
2	Gambling away most of a fortune	Tattered promenade clothes (0 AP), velvet gloves, peashooter (1d10 Damage, 1 round), excessive unpaid gambling debts, a stick of chalk. Spells: Animal Tongue.
3	Escaping an arranged marriage	Debutante's formal wear (0 AP), a large and fashionable feathered hat, Trinket Crest of Blinding Light, two wedding bracelets, a large, cooked hedge-hen (3 servings).
4	Booking an expensive trip to a far off land no one has ever heard of	Barely worn adventurer's battle casing (5 AP), a revolver (1d10 Damage, 3 rounds) but no training in how to shoot it, a large travel sack, Trinket Crest of Arrested Limbs, a badly annotated treasure map.
5	Spending a season of travel working on the next great Cloudling novel	Fur walking clothes (2 AP), a walking staff (1d5 Damage), an unfinished manuscript, writing ink and feather quill, an energy shield, Trinket Crest of Cleared Cloud, two sticks of chalk. Spells: Dream-spy.
6	Dueling in every available contest	Skintight duelist's threads (3 AP), a saber (2d10 Damage), a fashionable eye-patch, a mandolin missing a string, a vial of deadly poison, Trinket Crest of Joining Skin, two sticks of chalk, a jug of hard cider (3 servings). Spells: The Dead Still Speak.
7	Graduating from a Cloud City University	Orange silk cap and gown (0 AP), two competing radical manifestos, massive outstanding university debts, Trinket Crest of Pungent Smells, four sticks of chalk. Spells: Floor Door, Hiding Chameleon.
8	Badly mismanaging the family estate	Living armor (4 AP) with a mind of its own, flame bellows (2d10 Damage, 2 canisters), a burnt collection of family papers and legal documents, eight pieces of antique family jewelry, Crest of Lost Belongings, a two pound wedge of sharp cheese (5 servings).
9	Planning an elaborate funeral for an unpopular relative	Full suit of jet-black mourner's armor (7 AP), a revolver (1d10 Damage, 3 rounds), a trunk full of black armbands, funeral programs and hollow condolences, a wreath of exquisite white roses, Trinket Crest of Crying Children.
10	Beating back a sortie from a rival house	Antique armor (7 AP) passed down from nana, a long rifle (4d10 Damage, 2 rounds), a hundred tiny cuts (hastily bandaged), a communication transmitter, a large and bloody flag of the family insignia, Trinket Crest of Sudden Sorrow, Trinket Crest of Melting Crests.





**T**he world asks for wisdom, and you have some to share. The world asks for miracles, and you are its miracle maker. Like all Magicians, you come from humble beginnings in the Lowland Wastes. Your body is intimately connected to the chalky soil. Magic is conceived in your heart, birthed from your lungs, and trained by your tongue and your teeth. You take to the road to discover great truths, push your powers to their limits, or shape the world for the better. Tragedy and hope teeter on an invisible fulcrum, and you see how you might lay a finger and tip life's scale.

Farmerling villages see the practical benefits of your trade and call upon your services to mend ailments, nurture struggling crops, and help folk survive the summer storm of Imago. Cloudling cities and their Lordlings see you as necessary set dressing for upper-class functions.

Your body holds the key to opening locks in reality, but each twist wears away at your teeth. There are no old Magicians. For a time you will be brilliant, maybe even unrivaled. You are slipping, and no one beats the chalk. In no time at all, you will be gone. For now, though, you are young enough!



# MAGICIAN

Magicians sacrifice their bodies to cast dangerous spells.

1d10	What were you doing last?	Magician Gear
1	Hiding latent magical abilities from closed-minded relatives	Embarrassingly oversized farmer's smock (0 AP), an ancient book with a detailed map of the Breadbasket on the cover, three sticks of chalk, three ears of sweet corn (3 servings). Spells: Animate Vegetables, Throw Flame.
2	Saving Farmerlings from spring floods and mudslides	Muddy battle casing (5 AP), flare rifle (1 Damage, 3 flares), 30 ft of rope, a solar lantern, a giant plastisteel bowl, a roll of bandages, two sachets of med-paste, a canteen, three sticks of chalk, fresh cornbread (2 servings). Spells: Giant Growth, Levitate.
3	Earning a village's trust to research an unknown spell	Tweed suit (0 AP) with canvas boot covers, a research notebook with dozens of half-formed spells, a magnifying glass, hastily mended spectacles, a tape recorder, two sticks of chalk. Spells: Grow Gills, Imperfect Body Transfer, Magician's Mark.
4	Developing bizarre and innovative magical theories	Lonely living armor (4 AP), a military rifle (2d10 Damage, 5 rounds), a dirty coffee pot, dozens of tattoos of magical theories, matted hair, dirty fingernails, two sticks of chalk. Spells: Animal Tongue, Stomach portal.
5	Wandering the Breadbasket as a on-call healer	Thick traveling cloak (2 AP) and wooden clogs, a walking staff (1d5 Damage), a slip-resistant compass, surgical tools, two sachets of med-paste, packsquab blindfold, four sticks of chalk. Spells: Channel Healing, Spark life.
6	Meditating alone in a soggy marsh	Bright yellow meditation robes (0 AP), weaponized statue (2d10 Damage), fading visions of possible enlightenment, tin cookware, a cushioned mat, bug bites, two sticks of chalk, wild mushrooms (2 servings). Spells: Animate Vegetables, Dream-spy.
7	Serving as a Lordling's court Magician	Elaborate Magician's armor (7 AP) borrowed from the court, a 3 ft tall feather cap, an elderly pupcat, three sticks of chalk, a bottle of olive oil (12 servings). Spells: Extra Organ.
8	Touring an elaborate stage show	Plastisteel reinforced top hat and striped suit (5 AP), two pop-bang fireworks, a giant canvas sign, fake facial hair, a bitter rivalry, three sticks of chalk, a cup of unpopped popcorn (2 servings). Spells: Throw Flame, Form of Vermin.
9	Studying under a disappointing Master Magician	Traveling robes (2 AP) covered in tassels, a bag of pewter silverware, a diary full of exasperated entries, your mentor's laundry, a stick of chalk. Spells: Candy Coating, Grow Limb.
10	Dispensing wisdom as an elected village leader	Elaborate, horn-covered robe (2 AP), a dart pipe (1d10 Damage, 2 rounds), letters from home, one keepsake from each village member to guide your way, three sticks of chalk, sourdough bread (6 servings). Spells: Animal Tongues, Shape Face, Turn to Curd.





People say the world has unraveled, but that isn't quite the truth. The world is still unraveling. You desperately hold the last few threads between your fingers, toes, and teeth. To and fro, hither and thither, you chart paths by foot, packsquab, thopter, and barge with the world on your back. These last threads look like potatoes, cider, and love letters; the things that make life worth living. Respect the road and the road might respect you, that's the hope, at least. Travel well and you will want for nothing, but a single misstep and your life will slip through your fingers.

You take to the road to deliver the world's goods, keep a step ahead of tedium, or witness the world's mysteries first-hand. Villages greet you like a celebrity, thronged by people seeking gossip and trade. Children cling to your legs asking to touch your horns or stroke your fur. Couriers tend to end up cursed.

For all the joy, your job is one of sadness too. Often you arrive at empty villages, devoid of the people who greeted you there not two seasons past. Sometimes folk simply move on, other folk meet grizzly ends. You've seen many things and still, the way is always changing. The road makes fools of us all.



# COURIER

Couriers are scrappy travelers who've witnessed the best and worst of the world.

1d10	What were you doing last?	Courier Gear
1	Being abandoned by a hijacked barge	Under cloak wraps (0 AP), tin cookware, walking staff (1d5 Damage), sunburn, a gourd canteen, large salted catfish (3 servings)
2	Loitering in Acorn City, trading junk	Traveler's clothes (2 AP), a dart pipe (1d10 Damage, 4 rounds), a reading console, a food processor, a suitcase with a hidden compartment full of cashews (5 servings), a stick of chalk. Spells: Sleepy Clone Shape.
3	Piloting a damaged thopter through a storm of Imago	Pilot's jumpsuit with a worn leather jacket (2 AP), a dagger (1d10 Damage), cracked goggles, Imago whistle, two smoke spores, glazed donuts (5 servings). You are cursed, roll 1d10 on the Curse Table on pg. 2.
4	Delivering rare, thawing medicine, from the Rustbucket	Humming living armor (4 AP), a flare rifle (1 Damage, 3 flares), an empty medicine freezer, a location transmitter, a red banana, a white banana. You are cursed, roll 1d10 on the Curse Table on pg. 2.
5	Performing in a traveling band while taking letters from village to village	Utilitarian blue uniform (2 AP), a simple instrument, a sack of Farmerling mail, a tiny chalk-powered speaker, a stick of chalk, a flask of hot cocoa (2 servings). Spells: Channel Healing.
6	Guiding Lordling tourists through the Thickwood	Brightly colored traveling clothes (2 AP), a hat with a flag, binoculars, an energy shield (10 AP for 5 minutes when activated, costs a stick of chalk to recharge), two sticks of chalk.
7	Delivering dried bodies to a feeding ground	Traveling clothes (2 AP), a gilly suit, a heavy funeral urn, an incense spinner (0 Damage, 2 rounds), two glow sticks, a handbook of funeral rites. You are cursed, roll 1d10 on the Curse Table on pg. 2.
8	Training a litter of newly hatched Packsquabs for a well-off Farmerling	Squabherd's outfit with leather chaps (2 AP), long rifle (4d10 Damage, 2 rounds), 30 ft of rope, an old kitchen knife, a packsquab saddle, bag of sugar cubes (3 servings).
9	Nursing a broken limb back to health in the Tack Town infirmary	Broken battle casing (5 AP when repaired), crutches or an arm sling, a handful of poems, a revolver (1d10 Damage, 0 rounds), a lunar clock, half a blueberry pie (3 servings), five sticks of chalk. You are cursed, roll 1d10 on the Curse Table on pg. 2.
10	Collecting chalk scraps from a well-mined Imago shell	Camouflaged battle casing (7 AP), a chalk cannon (3d10 Damage), chalk collecting drills and hammers, a handheld chalk press, a lump of hard cheese (2 servings). You are cursed, roll 1d10 on the Curse Table on the pg. 2.



# TRAVELING WITH

## 1d100 What else are you traveling with?

00-10	A water bear. A soft, floating creature attuned to the Slip.
11-20	A dependable packsquab, loaded with belongings.
21-30	A curse. Roll 1d10 on the Curse Table (pg. 2).
31-35	A farsighted old relative, who asks you to read to them at night.
36-40	A dusty violin, impossible to properly tune.
41-45	A marble facsimile of an Imago egg, impossibly detailed. Perhaps one day you'll replace it with the real thing.
46-50	Three oversized oil paintings, one depicting your parent and two depicting their near identical clones.
51-55	A brave, elderly and exhausted house guard.
56-60	A tired old donkey-crab that kicks, bites, and incessantly begs for food.
61-65	A dried bottle gourd with a face painted on it, smiling or frowning depending on the gourd's orientation.
66-68	A treasonous book of royal family lineages, its obsessive attention to detail conflicting with doctored court records.
69-70	One sealed urn, filled with the ashes of your beloved pets.
71-72	A nosy Cloud City reporter on your tail.
73-74	A massive drinking horn, cut as a trophy from an ancient Imago.
75-76	A mouthful of golden teeth.
77-78	Eight stick-and-poke tattoos, one for each year spent in a Cloudling prison.

79-80	An engraved silver-plated harmonica, "May your mouth never go empty."
81-82	A pouch of hallucinogenic pollen (3 doses. Roll 1d10 when it's inhaled; if you roll an 8 or higher you have a bad trip and take 3 Stress. Otherwise, lose half your Stress (rounded down).
83-84	Five seeds of a tree thought extinct, known for its incredibly pungent smelling fruit.
85-86	A wicker cage of hummingbees, if kept calm, their nests produce the sweetest honey.
87-88	A contract, tattooed on your flesh. If your end is not upheld, a curse will fall upon you.
89	A petulant, adolescent Lordling under your care for the time being.
90	12 pieces of monogrammed luggage, covered in fashionable star patterns and a real pain to transport.
91	A gray squirrel-bird who likes to sleep in your shirt and peek from you sleeves.
92	A magically sealed trunk full of tchotchkes.
93	A royal writ of passage, coerced from a popular Aunt.
94	Scrambled visions of your death inside a metal vessel traveling through a dark abyss.
95	A tome of desperate magical research, inked in blood, bound in skin, and clasped in bone.
96	A young Magician's apprentice who takes every opportunity to practice the one spell they know.
97	An adversarial Wanderling who is always thrilled to see you fail.
98	A supremely unlucky pink plastic flamingo that fell from the slip. Why do you even still have it?
99	Mordecai, the haunted doll with scratched out eyes.



## SKILLS

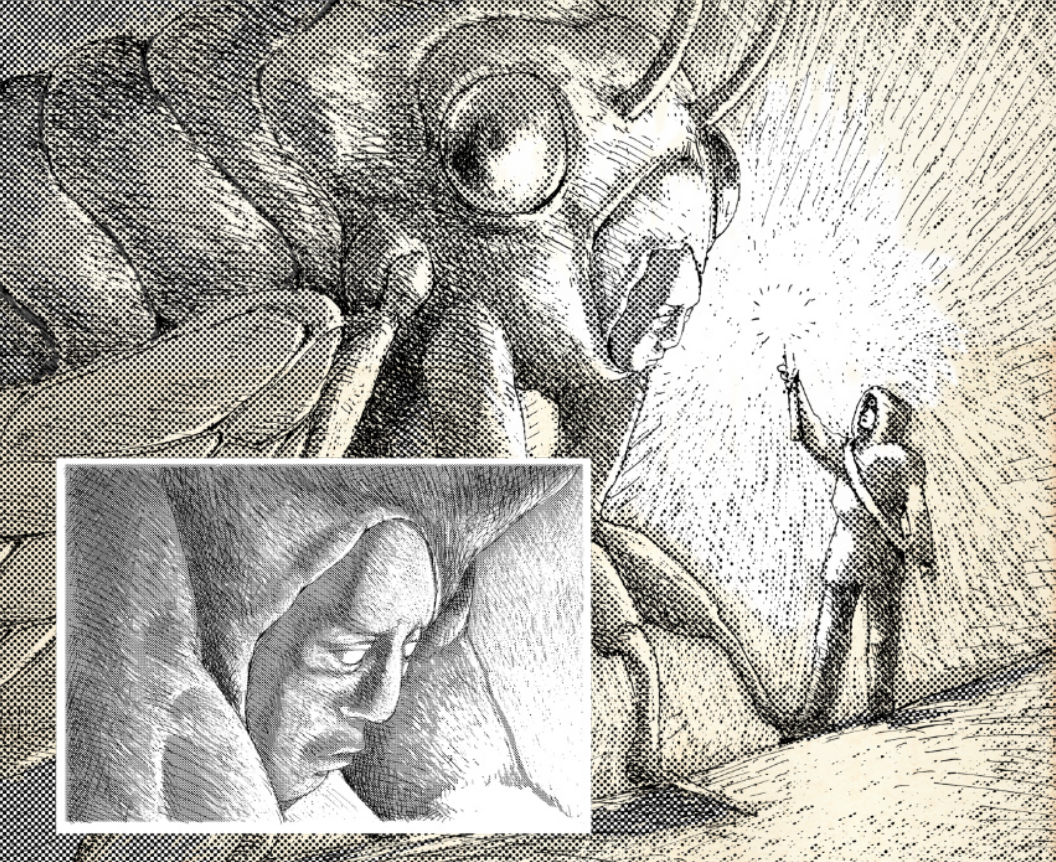
Like a stream carving the side of a canyon over a thousand years, developing a skill is a slow thing. Talents grow gradually for most folks, and only a novice thinks they know everything. Skills reflect a character's expertise, proficiency, or

practice in a specific subject area. Any character may take any action, with or without a corresponding skill, but if you have the right skill then you roll with Advantage. Gaining a new skill usually requires months or years of practice, often with a dedicated teacher.

Acrobatics	Balance, soar through the air, and perform difficult physical maneuvers.
Acting	Entertain an audience, or mask true feelings.
Animal Handling	Gain the trust of wild creatures quickly and easily.
Blades	Familiarity with edged weapons, big and small.
Chalk Collecting	Locate, identify, and acquire chalk from corpses and Imago shells.
Dancing	A song in your bones and pep in your step.
Drinking	You can handle your cider.
Dueling	Intimate knowledge of the protocols and killing moves of formal combat.
Etiquette	The knowledge of where to sit and stand at a party, which fork to use when, and a number of other mundane but essential formalities.
Farmwork	Knowledge of the seasons, the soil, crops and livestock.
Firearms	Well-versed in the maintenance and operation of pistols and rifles.
History	Formal education into what little is still recorded about the past.
Hunting	Stalk and kill through physical violence and subterfuge.
Instruments	Your fingers find an easy home on a guitar, violin, flute, or drum.
Medicine	Hard-won understanding of wounds and sicknesses, and some success in treating them.

Military Order	Extensive knowledge of military terminology, and procedures.
Mysticism	Awareness of the unknown, the human mind, and the spirit world.
Needlework	Crochet, knit, and sew amazing garments
Plant Identification	Quickly identify surrounding plant life for its uses and dangers
Poisons	Mastery of toxins, venoms, and their antidotes.
Scrounging	Practice scavenging resources in hostile environments.
Singing	Control the pitch, tone, and timbre of your voice to make beautiful music.
Spell Casting	Better harness chalk's power to shape reality to your will.
Sports	Practice competing in armball, scrabble, and waterdive.
Street Savvy	Years of recognizing cons, bad deals, hustles, and stitch-ups.
Tinkering	Experience building and repairing machines, equipment, and ancient technology.
Tongues	Advanced knowledge of modern and ancient languages.
Thopter Piloting	Capable of skillfully operating flying vehicles of all sizes.
Wrestling	Mastery of the grapples, shoves, and throws of ground fighting.





## THE IMAGO

Once cicadas were small and frightened things, crushed like the rest beneath the heel of Humanity's boot. Now the world's cicadas grow thirty feet long and overflow with magic. The Earth's true bugs are called the Imago. In the summer they crawl up from the fields and the forests in the thousands to sate their seasonal hungers. Children in the Lowlands are taught to give the same respect to the Imago as they would an open flame, a lightning storm, or a frozen river.

Brood Monks and Couriers build heaping burial piles as appeasement to the great bugs' hunger for bone. Imago purposely interfere in the lives of humans only when it suits their strange purposes. Like moths to a lamp, the Imago flock to chalk energy generators and the bones of the dead, gorging themselves on the sweet white substance inside.

There was a time before the Imago, but clear memories of the long ago are scattered and forgotten, outside the hand-me-down relics of the past. No one truly remembers, but the Imago are credited with civilization's unraveling. The ignorant, of which there are many, call the Imago thoughtless beasts; chitinous automata or natural phenomena. How do these folk explain the great care the Imago give their young? How do they explain the great magic they cast for which humankind has only imitated? How do they explain the haunted human faces found on their armor? How do they explain the fields and forests which grow strong and thick with life under the Imago's grace? The Imago conceal vast lakes of wisdom, nearly incomprehensible in beauty and simplicity to tiny human minds. Only fools think the power to destroy is commensurate with the power to nurture.





## CHALK

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Whether in a bag on a traveler's hip, in the generator of an ancient machine, or coating an Imago's molted carapace, the chalk cuts short the lives of arrogant humans seeking power uncontrollable. In times immemorial, the Torturers brought chalk from cousin realities to fuel their destructive appetites. Most of their ancient chalk machines fell silent long ago, and those remaining have defied all study.

In truth, chalk is a pollutant. It sits heavy in the soil, creeping into the grass and the crops, and settling in the bones of deer-dogs and humans alike. Chalk crawls up the food chain, bleaching skeletons and withering bodies, before finding its way to the apex, to the Imago.

The Imago pull chalk from the marrow of the dead to feed their psychic powers. Humans carve the leftover chalk from the

molted carapaces of growing Imago. At times this cycle seems symbiotic. A dozen pounds of chalk, freshly hewn from an Imago husk, is enough to keep a village powered for a year, or a Magician casting spells for ten. Raw chalk is chiseled out in hunks and super heated in handheld presses or stationary furnaces. Impurities smoke away and the molten chalk is poured into small stick molds. Sticks of chalk are much easier to trade, use, and quicker to ditch at the first sign of a chalk-hungry Imago.

Chalk collecting is no easy work. Magicians, Couriers, and Sellswords die by the dozen each summer falling from dangerous heights, getting eaten by angry Imago, and killed by rival chalk collectors. Each year there is a rush to collect before the weather turns wet and cold, and the chalk turns foul in the fall rains.



# CLOUDLINGS

Those who can no longer betray the sky, for if they do, they shall plummet.

Cloudlings feed on what the sky provides; small birds and rats make up most of their meals. What cannot be caught is imported from the Breadbasket, or grown in ancient vats. Cloudlings count their wealth in tanks of clean water, collected from the clouds.

During the day, their Lordlings wield antique blades as precious as family members. At night, their Lordlings plot endlessly, perfecting ancient poisons, and conjuring innumerable marks of honor to bestow upon themselves. Cloudlings collect themselves around the dreams of empire, the bitter cold, and hard-wrought honor.





Those who can no longer betray the Earth, for if they do, the Imago will crush their hearts and eat their bones.

The relics of the past are underfoot in the Lowland Wastes. Everything one could want or need has already been created, if you could but unearth it.

Farmerlings live in cycles, hunkering down in the winter with new friends and partners, dispersing in the summer to become smaller targets for emerging Imago, matching ceremony and practicality in equal measure. They collect themselves around chance meetings, loose love, and festivals as old as dirt.



# FARMERLINGS



# Vessel of an Empire Cloud Empress

During the year of the Century Brood,  
in the season of Imago,  
in the moon of the Worm,  
on the day the handmaid turned the sheets to  
discover only potatoes, the Empress went missing.

The Empress should never vanished.  
Hadn't the Emperor lifted her from Sewer Alley,  
paid off her mother, and met her every need?  
Had she not been fed the purest chalk to nourish  
her growing talents? And, of course, hadn't she  
been locked in an impregnable tower?

Clearly, the girl didn't care for her subjects.  
There had been a deal! Her life was meant to  
belong to the people, her freedom was a sacrifice  
to realize the dreams of an empire.

The Lordlings in Alpha City were broiled. Her  
absence would not do, especially given the  
drought of granted wishes. Empresses need time to  
adjust to their role, everyone knew that, but one  
year later and she had failed to produce more  
than a handful of answered prayers. The courtiers  
clucked and nodded their heads like  
nervous packsquabs.

A single voice cut through the chattering.  
"Farmerling betrayal," Sleepy Renault said,  
"is the only explanation for our missing Empress!"  
The nobles bobbed their heads in agreement.  
*That must be the truth.*

The idea of an Empress kidnapped by Farmerling  
insurgents sparked the engines of the Twenty-  
Ninth Expedition. Soon, the missing Empress  
seemed less important than the war itself.  
Dreams of fame and glory, chalk and feasts,  
became paramount. Lordlings and their house  
soldiers crammed into their barges, flooding the  
Lowlands to chase their ambitions and make  
dangerous dreams material.







# RULES

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## STATS & SAVES

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A person might be many things at rest and a great many different things in a crisis. Neither version is the whole truth. We come to realize our bodies are not what we think they are. Our minds and hearts neither. We fall short at exactly the wrong moments. To blunder is to be human. Celebration is in store for the crisis that doesn't go ass up, and all the available forgiveness we can muster for when we fall apart.

You have four Stats that represent your abilities under pressure. They are:

**Mind:** Your ability to logically solve problems, recall facts, and use crests.

**Heart:** Your ability to emotionally connect, communicate, cast spells, and intuit otherworldly forces.

**Strength:** Your ability to lift, push, grab, smash, and perform melee combat.

**Speed:** Your ability to run, throw, do delicate work with your hands, and perform ranged combat.

You have three Saves that represent your ability to endure hardship under pressure. They are:

**Reality:** Your ability to resist the false becoming true.

**Fear:** Your ability to face terrifying events.

**Body:** Your ability to resist physical trauma, poisoning, and radiation.

When you want to do something risky, **make a Stat Check**. Roll 1d100 and attempt to roll lower than your most relevant Stat. If you roll less than the Stat you succeed, otherwise you fail and take 1 Stress.

When you try to avoid or endure misfortune, **make a Save**. Roll 1d100 and attempt to roll lower than your most relevant Save. If you roll less than the Save you succeed, otherwise you fail and take 1 Stress.

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## ADVICE

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**Every dice roll changes the situation.** Whenever a character makes a roll (Stat Check, Save, Panic Check, etc.) the outcome should move the story forward, whether they succeed or not. A character should never be able to make the same Check in the same way twice.

*Example: Mel's character fails a Strength Check trying to open a locked door. As a consequence of her failed roll, the handle is now broken and the PCs must find another way into the building.*

**Ask for dice rolls only when the stakes are high.** Save rolling dice for big moments when something could go very right or very wrong. If there is no risk associated with a task, then PCs should automatically succeed. If an action is virtually impossible, or beyond a character's capabilities, they just can't do it and will fail if they try.

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## CRITICALS

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When doubles are rolled (ie. the same number on both dice; 33 or 77 for example) the result is a Critical result. If the result of the roll was a success, this is a Critical success. If the result was a failure, this is a Critical failure.

The Warden will narratively interpret the results of Critical results, making the outcome of an event particularly fortunate or particularly catastrophic. Rolling a Critical failure also causes that PC to make a Panic Check.



## ADVANTAGE & DISADVANTAGE

To roll with Advantage or Disadvantage means rolling the dice twice and keeping the best or worst result, respectively.

Gain Advantage when you use a relevant skill, enact a clever plan, or experience conditions that greatly sway the outcome in your favor. Gain Disadvantage when you do something particularly perilous, act hastily, or experience conditions that greatly sway the outcome against you.

Wardens generally award Advantage and Disadvantage based on the situation. As a player, you can always suggest reasons why your character might have Advantage or Disadvantage in a situation. In some circumstances, a PC may have multiple factors contributing to a specific roll. In these cases, an Advantage and Disadvantage cancel each other out, one-to-one. If you would ever roll with more than one Advantage the result is an automatic success. If you would ever roll with more than one Disadvantage the result is an automatic failure.

## RANGE

The distance between characters and objects is abstractly tracked in Range Bands.

**Adjacent:** Basically touching. Roughly 1–5 ft away.

**Nearby:** You could poke them with a stick. You could run to them in a couple of seconds. Roughly 10–20 ft away.

**Long Range:** You can hear them yelling. You could reach them in a round. Roughly 30–150 ft away.

**Extreme Range:** You can see them. They are quite far off, it might take some time to get to them. 200 ft or more away.

All ranged weapons can be fired one range band further than their maximum range by making a difficult ranged attack, and 2 range bands further than their maximum by making a difficult ranged attack with Disadvantage.





## STRESS

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The road is not an easy place. Each step wears away at some invisible mental armor you put on in the morning, after a wash, but before getting dressed.

The road eats away at your resilience, one bite at a time. Traveling in the Hereafter for too long is a recipe for unraveling. Take it slow. Treat your mind like a third hand. Treat your body like an eyeball. Turn around and head back when you're fried.

Points of Stress represent your character's accumulation of negative or overwhelming thoughts and feelings during an adventure. The more Stress your character has, the more likely they are to Panic in a risky situation.

Characters start with 0 Stress at character creation and can have a maximum of 10 Stress. A character's minimum amount of Stress can increase due to some gameplay effects. Keep track of the Stress you take on your character sheet. If you are at 10 Stress and would take another point of Stress, instead make a Panic Check.

### **You take 1 Stress whenever:**

- You fail a Check or Save.
- You draw your weapon.
- Someone draws their weapon on you.
- You inflict a hideous Wound.
- You kill something you do not need to eat.
- You take a Wound.
- You cast a spell.
- Come face to face with strange or terrifying entities.

## PANIC

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*The floor fell open, exposing a thousand glittering Imago eyes. Someone opened fire which started a rattle of six thousand twitching legs. Lucen's mind let loose and she ran. She ran past the shouts. They called her name. They called for help. But she had no name, no help, only terror, and pounding feet. She passed through the plastisteel doors and never looked back.*

There is no shame in a cut and run. They say the weakest among us often live the longest, even if they do so with the rotted faces of those left behind haunting their dreams. Our minds were not meant for how we must live in the Hereafter.

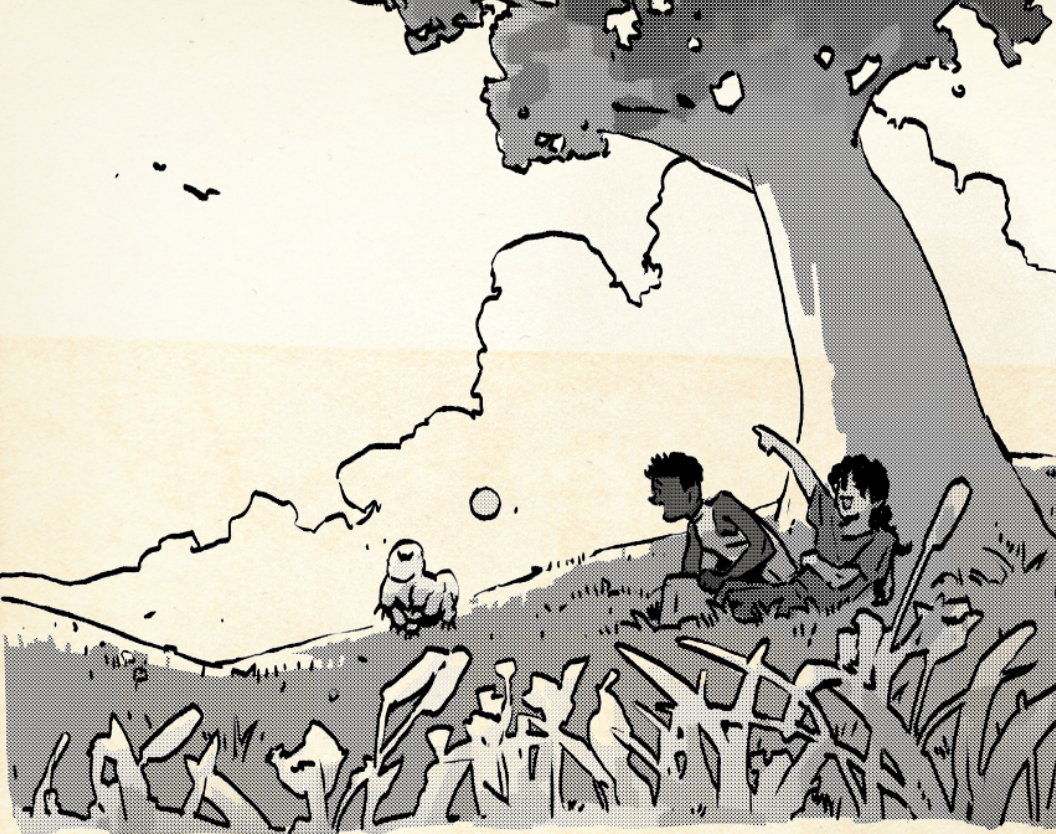
Panic represents the unpredictable consequences of facing danger and accumulating Stress. When something particularly horrifying, dangerous, or surprising occurs, make a Panic Check.

### **Make a Panic Check when:**

- You roll a critical failure.
- You see an ally die.
- You witness more than one ally panic.
- You experience a devastating setback or loss.
- You see a grizzly wound or an inconceivable horror.

To make a Panic Check, roll 1d10 and compare the result with your current Stress. If the result is less than or equal to your current Stress, you panic. Roll 1d10 on the Panic Table (pg. 1) to see how your character is affected.





## REST

*The fire crackles, bellies grow full, and the traveling party sings to the plucked strings of a guitar. For a moment all failures are forgotten and the promised hardships of tomorrow are ignored. Why can't it stay like this forever? Time ticks on whether the hours are counted or not.*

Stress is relieved through rest, relaxation, and supporting the mind and body's needs. These effects are cumulative. Whenever a party stops to rest for 4-6 hours, each party member loses 2 Stress.

**When resting at a safe location, you lose 2 additional Stress whenever you:**

- Sleep peacefully through the night.
- Share heartfelt or engaging conversation.
- Eat a tasty meal.
- Have good sex (consult with your group before including).
- Spend a tranquil hour in nature.

### Consequences of resting

Downtime is an opportunity to develop your character. However, there are trade-offs to consider. When you rest, you might experience one or more of the following consequences:

- Your food supply dwindles.
- A rival makes progress towards your goal.
- An enemy's plan advances.
- The Warden rolls an encounter and you are ambushed.





## FOOD & DRINK

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At times your body can feel like a machine, taking the next step forward and a step yet after that. You shovel down dry potatoes, unseasoned beans, and lukewarm water to fuel your internal engine's crucial functions. A "day's provisions" represents all of the food, drink, and basic necessities required to sustain the traveling party for 24 hours. These supplies aren't glamorous or even tasty, but they keep the body moving. One player tracks the party's provisions on their character sheet.

One serving of good food & drink is equal to one meal for a single person. Ten servings of good food & drink can be converted into one day's provisions.

**At the beginning of each day**, the traveling party loses 1 day's provisions (unless all PCs forgo eating and drinking for the day). Whenever the traveling party starts a day without consuming a day's provisions, each party member takes 2 Stress and 2 Damage from hunger.

## SPORES

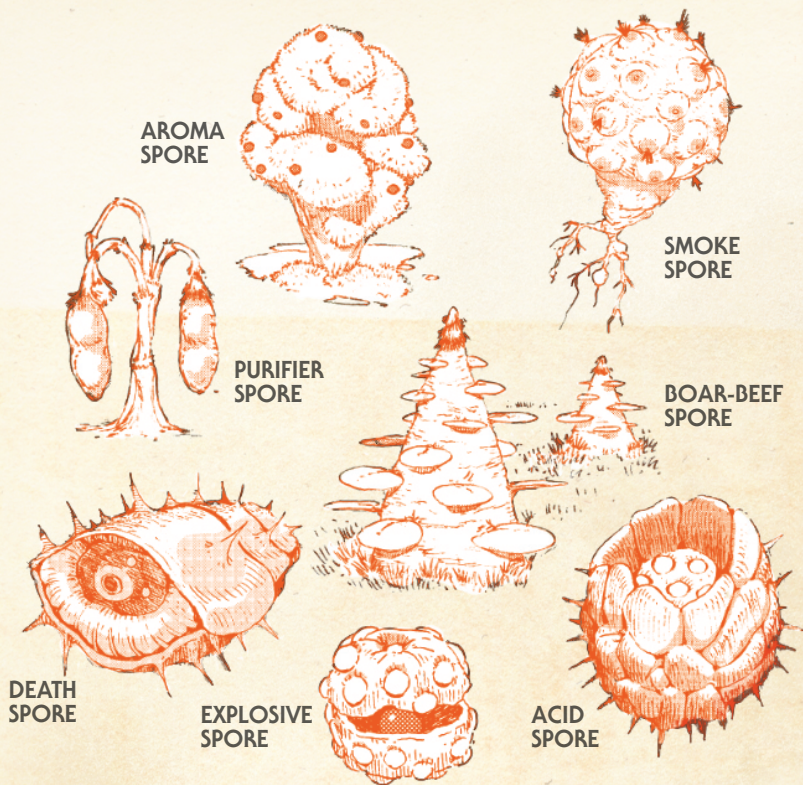
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Mushrooms. Fungi. Dark dwelling damp eaters. When everything else abandoned humanity's cause, spores remained steadfast. Cultivated spores in dank cellars became the backbone of human consumption.

Over generations, spore clusters were grown as sleeping agents, corrosive acids, living armor, and much more. At the fringes of invention there is ominous talk. More Spore Keepers go missing each season, often found as a stack of bones in a spore cellar months after their disappearance. Spores grow watchful eyes. The Spore Keepers say the eyes are vestigial, but the spores' irises betray a mournful intelligence.

Spores are most often carried freeze-dried in sealed pouches, about the size of an orange. Spores are activated when soaked in water, and they remain active until they have dried up. Active spores absorb a cup of water per hour. Dry spores must be burned away to be fully destroyed.





1d10	Spore Type	Rarity	Effect
1	Acid Spore	U	Eats away at 6 inches of material over the course of an hour.
2	Aroma Spore	C	Affects the minds of those nearby, causing them to smell their favorite fragrance.
3	Boar-Beef Spore	U	Creates two day's provisions when exposed to water
4	Death Spore	R	Exudes a sweet poison when placed into a liquid. Victims take 3 Damage every hour unless treated.
5	Explosive Spore	U	Explodes when exposed to fire, dealing 2d10 Damage to adjacent targets.
6	Imitation Squab Spore	C	Creates one day's provisions when exposed to water
7	Purifier Spore	C	Filters out and eats the radiation and other toxins in a liquid. Remains active for a full day.
8	Siren Spore	C	Shrieks loudly for 15 minutes, dealing 2 Damage to anyone spending a minute adjacent to it.
9	Sleeping Spore	U	Puts all nearby living creatures to sleep for 15 minutes.
10	Smoke Spore	C	Fills a room with thick purple smoke while active.



# SPELLS

Chalk is ingested, thrown, and spread as a catalyst for the world's last miracles. When someone casts a spell they use chalk to goad the Slip and summon nearby truths to this reality.

The chalk encourages the Slip, but chalk alone is not enough. A spell is a poem personified. Throw the chalk and breathe the words of our mothers and grandmothers, passed down from warm hand to warm hand. Villages form around a single spell, cultivating it for a hundred, two hundred years until it is perfected.

Magic lives in the teeth. Frightened caregivers pull their children's wisdom teeth young, cutting off magic at its roots. Couriers trade for these teeth, and they always fetch a good price among desperate Magicians.

Each spell has a cost. All things in life have a cost. With every pleasure there is pain. The spell's price is paid in full as soon as its effect has ended. You might be done with the spell, but the spell isn't done with you, not by a long shot.

## To cast a spell:

1. Sprinkle, toss, or ingest at least one stick of chalk. Using additional sticks of chalk increases the spell's number of targets, range, and/or duration.
2. Recite the spell's words.
3. Take 1 Stress.
4. Make a Heart Check. If you fail, take 1 Stress and roll 1d10 on the Miscast Table (pg. 2). If you roll a critical success, your spell is cast as if one additional stick of chalk was used to cast it.

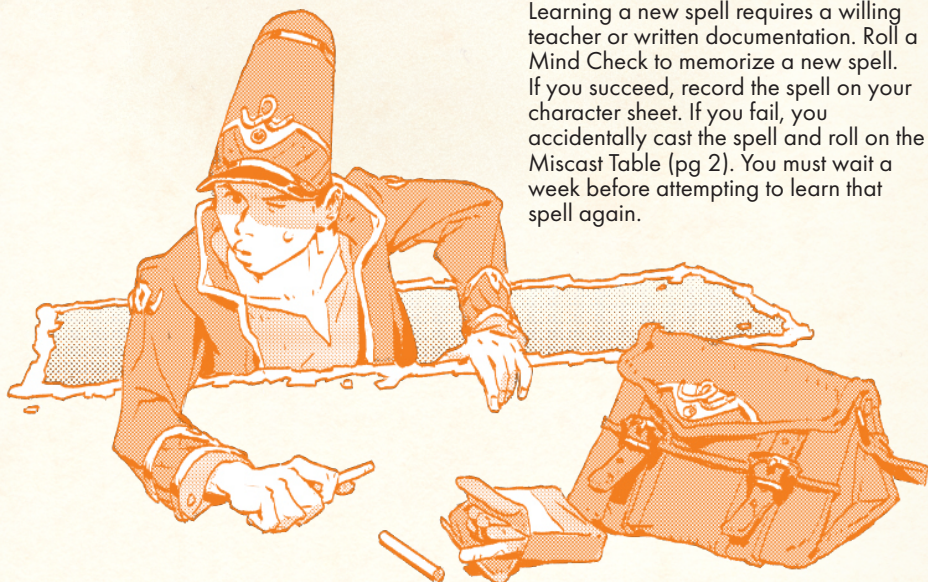
Roll with Disadvantage when casting spells without your wisdom teeth.

When you cast a spell, you may use additional chalk to increase the power of the spell. Each additional time you pay the spell's chalk cost choose one:

- It hits twice as many targets.
- It goes one range band farther.
- It lasts twice as long.

*Example: Adib casts 'The Dead Still Speak' for two sticks of chalk. While casting the spell, Adib also uses an additional two sticks of chalk to target two dead bodies instead of one. Adib spends two more sticks of chalk (now 6 sticks total) to increase the range from adjacent to nearby.*

Learning a new spell requires a willing teacher or written documentation. Roll a Mind Check to memorize a new spell. If you succeed, record the spell on your character sheet. If you fail, you accidentally cast the spell and roll on the Miscast Table (pg 2). You must wait a week before attempting to learn that spell again.





3d10	Spell Name	Chalk Cost	Effect	After Effect on Caster
3	Animal Tongue	1	Targets the caster or a nearby character, granting them the capacity to understand and speak the honest words of nearby animals for 30 minutes.	For the next 3 days nearby animals follow the caster barking, howling, meowing, and hissing.
4	Animate Vegetables	1	Targets up to 3 nearby vegetables, bringing them to life for 6 hours. They can grunt, walk and will try to help.	The caster cannot willingly eat vegetables for 5 weeks.
5	Channel Healing	1	Targets an adjacent character, absorbing their pain and illness. That character heals up to 9 Damage, but retains any Wounds.	The caster takes 3 Damage for each 9 Damage healed.
6	The Dead Speak	2	Targets an adjacent corpse, freshly dead, and animates their head for one hour. The dead only share what they would have shared in life.	The caster gains Disadvantage on all Fear Saves for 2 weeks.
7	Dream-Spy	1	Targets an adjacent sleeping character, allowing the caster to dream their dreams for 30 minutes.	The caster gains Disadvantage on Reality Saves for 1 month.
8	Extra Organ	3	Targets the caster or an adjacent character, permanently granting them one of the following modifications: <b>Second Skin</b> (Damage per wound increases by 2). <b>New Heart</b> (Strength +5). <b>Third Lung</b> (Speed +5). <b>Brain Folds</b> (Mind +10). <b>Thick Bones</b> (Wound capacity increases to 4).	The caster must roll with an additional Disadvantage on all future Wound rolls.
9	Floor Door	2	Targets a chalk door drawn on a nearby solid, inorganic surface, transforming it into a portal. The first thing to touch the portal is instantaneously teleported to the matching door drawn by the caster.	The caster cannot willingly walk through a doorway or arch for 3 days.
10	Form of Vermin	2	Targets the caster or a nearby character, transforming them into a small swarm of eels, rats, mice or bats. The spell lasts for 60 minutes, or until the swarm reunites, and creates a number of vermin equal to the target's fingers and toes. Each Vermin has 1 Wound, Strength 3 and Speed 40 (in the right terrain).	The caster loses one finger or toe for each vermin that is not adjacent to the swarm when the spell ends.
11	Giant Growth	3	Targets the caster or a nearby character, doubling their size for 20 minutes. They deal an additional 2d10 Damage in melee combat.	For the next week, the caster must consume 3 times as much food, or suffer the effects of hunger.
12	Grow Gills	2	Targets the caster or a nearby character, allowing them to breathe underwater for 60 minutes.	For the next 5 days, the caster can only sleep while submerged in liquid.
13	Grow Limb	3	Targets the caster or an adjacent character, permanently growing a new limb from their open wound. The limb's size is based on the size of the wound. The limb is sensitive for the first month.	When the limb takes Damage, the caster also takes that much Stress.



3d10	Spell Name	Chalk Cost	Effect	After Effect on Caster
14	Hell's Arsenal	2	Targets the caster or an adjacent character, causing them to fire a volley of iron bullets from their body (2d10 Damage, long range). If the target ingests a handful of blackpowder beforehand, it deals 4d10 Damage.	The target takes 1 Wound. If the caster was not the target, they also take 1 Wound. All nearby allies take 2 Stress and must make a Fear Save.
15	Imitation Form	1	Targets the caster or an adjacent character, transforming them into a nearby inanimate object for 30 minutes. The target can only move by gently wiggling along surfaces until the spell ends.	The caster becomes too clumsy to jump for 6 hours.
16	Imperfect Body Transfer	3	Targets a nearby corpse or willing character, transferring the caster's consciousness into the vessel permanently. The caster's Stats, except Heart, become those of the new body. They are now a Bodyhopper, and gain +30 Strength and -10 Speed.	The caster forgets all but their 5 most important memories. Write them down.
17	Illuminate	1	Targets the caster or a nearby character, summoning a brilliant, ethereal lantern to hover over their shoulder for 1 hour.	When the caster next wakes up, they find themselves blind until next sunrise.
18	Invisibility	2	Targets the caster or a nearby character, turning them completely invisible for 1 hour. This does not affect any of the clothes they are wearing or the items they're carrying.	The caster gains Disadvantage on all Checks and Saves when wearing clothes for the next 5 days.
19	Levitate	1	Targets the caster or a nearby character, greatly reducing the effect of gravity upon them. The target takes no Damage from falling for 1 hour.	A random item in the caster's inventory is lost to the Slip.
20	Lightning Blade	2	Targets an adjacent melee weapon, coating the edges in arcing electricity for 15 minutes. The weapon does an additional 1d10 Damage and ignore metal armor.	The caster fries any electronic technology they touch during the next 3 days.
21	Magicians' Mark	1	Places up to 3 signs on nearby targets. These marks can only be seen by other Magicians or those with a Heart of 40 or higher. The marks persist for 2 weeks.	The caster finds themselves obsessed with searching for Magician's Marks for the next 6 hours. They gain Disadvantage on all Mind Checks during this time period.
22	Mirror Talking	1	Targets 1 adjacent reflective surface, and another reflective surface within 1 mile that is known to the caster. Each mirror now reflects what the other sees, and sound can be transmitted between them.	For the next 3 days, the caster can see desperate wanderings trapped in reflective surfaces. They gain Disadvantage on Fear Saves when near mirrors.



3d10	Spell Name	Chalk Cost	Effect	After Effect on Caster
23	Polymorph	2	<p>Targets the caster or an adjacent character, transforming them for 1 hour into a:</p> <p><b>Frogfish</b> (1 Wound, breathe underwater, Strength: 10 Speed: 50)</p> <p><b>Bearboar</b> (5 Wounds, giant, Strength: 70 Speed:45, claws Damage: 2d10)</p> <p><b>Hawkbat</b>: (2 Wounds, flight, see in the dark, Strength: 15, Speed: 60, talons, Damage 1d10)</p> <p><b>Cat-pup</b>: (3 Wounds, adept climber, inconspicuous, Strength: 25, Speed: 45, teeth, Damage 1d10)</p> <p><b>Rattlenewt</b>: (2 Wounds, Strength:10, Speed: 40, venomous fangs: Damage 1d5 plus 5 Damage per hour until treatment is received)</p>	The caster gains one physical attribute of the chosen creature, which slowly fades over the course of a month. They crave food from that animal's diet during this month.
24	Rock Candy Coating	1	Targets the caster or an adjacent character, granting them a thick, rigid, sugar coating (10 AP).	The caster makes a Panic Check.
25	Shape Face	1	Targets the caster or a nearby character, making their face appear much older or younger than they actually are for 1 hour. The target's hands and body betray their true age.	The caster sees their own skull staring back at them from reflective surfaces for the next 6 hours. They gain Disadvantage on Reality Saves during this time period.
26	Sleepy Clone Shape	1	The caster shapes nearby dirt, clay or other material into a replica of a character known to the caster. The clone snores and mumbles, as if the character were sleeping. The clone lasts for 6 hours or until woken up.	The caster finds the human form disgusting for the next 3 days. They gain Disadvantage on Fear Saves when around other humans during this time period.
27	Spark Life	3	Targets an adjacent character who has died in the last 10 minutes and jump-starts their body. They are revived with their maximum Damage reduced by 2 and their maximum Wounds reduced by 1. They immediately make a Panic Check.	The caster's maximum Damage per Wound is reduced by 2.
28	Stomach Portal	2	Targets an adjacent character, opening a portal to their stomach. Small items can be deposited and retrieved with relative safety.	The caster cannot eat solids for 3 days and does not relieve Stress from eating during this time period.
29	Throw Flame	1	Targets a character at long range or closer with a burst of fire from the caster's fingertips (1d10 Damage).	The caster takes 2 Damage.
30	Turn to Curd	1	Targets a liter of nearby milk or water, curdling and aging it into a lump of delicious hard cheese or butter.	The caster requires someone else to feed them for the rest of the day.



# CRESTS

The bigger the crest, the bigger the ego attached to it. The wealthy collect dozens of crests and trade them in exclusive circles. While most crests are immensely valuable, some are more common than others. Trinket crests regularly make their way from Lordling houses into the hands of Cloudlings and Farmerlings and come in hundreds of varieties; some litter junk drawers and scrapyards, their effects worth less the chalk needed to power them. Standard crests, however, build and destroy fortunes and dynasties. Each standard crest holds power rarely given to mortals. Major crests are one-of-a-kind works of art. However beautiful they all might be, crests are remnants of the Torturers. Cloudling descendants chipped away at the ancient monuments at the

center of their cities like ravens, pulling off shiny objects to play with. Most of the 18 remaining Cloud City monuments sit crumbling, their collected power pilfered.

Using a Crest is riding a bucking packsquab. Your arm shakes under the expelled energy, but your mind must stay calm to direct the consequences. Even a single misdirected thought can mean disaster, and most sane Lordlings have an unspoken fear of using their oversized jewelry.

**To use a crest, make a Mind Check.** If you succeed, perform the crest's effect, otherwise take 1 Stress and roll 1d10 on the Miscast Table (pg 2).

Crests can be used once before their symbols must be re-coated with chalk.

3d10	Crest Name	Chalk Cost	Effect
3	Major Crest of Calling Insects	3	All insects, including Imago, within 1 mile of the user are beckoned to the user's location.
4	Major Crest of Faded Passion	3	Targets a nearby character, causing them to become permanently disinterested in the thing they were most passionate about.
5	Major Crest of Magnetic Armor	3	Creates a powerful magnetic field around the crest for 1 hour. All nearby metal is attracted to the crest with enough force to knock people over, crush bones and disable bunkers.
6	Major Crest of Overflowing Chalk	3	All nearby chalk bubbles and melts into a temporary liquid form, making it much easier to locate and collect. Rapidly liquefying chalk does significant damage to most chalk-powered machines.
7	Major Crest of Selective Farmers	3	Changes the weather according to the user's whims.
8	Standard Crest of Failed Ambition	2	Targets a nearby character, causing them to relive a moment of regret or failure.
9	Standard Crest of Failing Machines	2	Targets a nearby mechanical device, causing it to malfunction for 1 hour.
10	Standard Crest of Hidden Truth	2	Targets a nearby character, causing them to confess a major secret. The desires of the user can influence what secrets are told.
11	Standard Crest of Hopeful Spouses	2	Targets a nearby romantic relationship, and helps its members to see the best in each other, filling them with hope for the future.
12	Standard Crest of Laughing Soldiers	1	Targets a nearby group of people, causing them to drop their weapons to dance and sing and laugh for 1 hour.
13	Standard Crest of Persuasive Peddler	2	Targets up to 5 nearby characters, filling them with a desire to purchase a specific item. .



3d10	Crest Name	Chalk Cost	Effect
14	Standard Crest of Tangled Roots	2	Targets all nearby plant life, causing their roots to come to the user's aid. They can ensnare and attack enemies for 1d10 Damage.
15	Standard Crest of Twisting Stomach	2	Targets a nearby character, causing their stomach muscles to spasm and cramp painfully for 15 minutes, or until they throw up.
16	Trinket Crest of Arresting limbs	1	Targets a nearby character, preventing them from moving for 15 minutes.
17	Trinket Crest of Belligerent Voice	1	Targets a nearby character, amplifying their voice up to 5 times its normal level. The sound can deal 1d5 Damage to adjacent targets.
18	Trinket Crest of Blinding Light	1	All nearby targets are blinded for 1 minute, while the crest emits a dazzling strobe.
19	Trinket Crest of Burning Joints	1	Targets a nearby character, creating a painful sensation in their elbows and knees giving them Disadvantage on attacks for 15 minutes.
20	Trinket Crest of Cleared Cloud	1	Target out-of-range clouds part, creating a circle of clear sky for 1 hour.
21	Trinket Crest of Crying Children	1	Targets all nearby babies and children, causing them to become agitated and start crying for 15 minutes.
22	Trinket Crest of Enraged Mobs	1	Targets up to 5 nearby characters, filling them with a burning rage for 15 minutes.
23	Trinket Crest of Fearful Sleep	1	Targets nearby sleeping character, filling their dreams with disturbing images and horrible ideas.
24	Trinket Crest of Joining Skin	1	Targets a nearby character, healing them for 1d5 Damage. Any Wounds remain.
25	Trinket Crest of Lost Belongings	1	Targets a nearby character, causing them to believe they have lost a single item. For the next 30 minutes they are unable to feel or see the item, even if it is on their person.
26	Trinket Crest of Melting Crests	1	Targets a nearby crest, causing it to become red hot. Anyone touching the crest takes 1d10 Damage.
27	Trinket Crest of Perfect Probabilities	1	Targets the user, granting them a glimpse into the future. The user chooses one of their Stats or Saves, and makes a roll with Advantage. The next time they need to use that Stat or Save, they may choose to use this result.
28	Trinket Crest of Pungent Smells	1	Targets a nearby enclosed space, filling it with an intolerable stench.
29	Trinket Crest of Speeding Decay	1	Targets up to 100 pounds of dead organic matter, causing it rapidly decay over the course of an hour.
30	Trinket Crest of Sudden Sorrow	1	Targets a nearby character, filling them with dread, despair, and sorrow for 15 minutes. During this time they are sedentary and exasperated by their condition. After the effect ends, the target loses 2 Stress.



# VIOLENCE

Violence is like casting a stone into a lake—a single motion can cause ripples that last generations.

Violence in the Hereafter is sporadic, ugly, and usually over as fast as it started. There is no glory in killing that which does not need to be eaten. Because violence in Cloud Empress is so deadly, it should be avoided, but violent conflict cannot always be circumvented.

## Most attacks automatically hit.

When making a difficult melee attack, make a Strength Check to successfully hit your target.

A melee attack might be difficult if:

- You are unarmed.
- Your target is also wielding a melee weapon.
- You are trying to avoid hitting a nearby ally.

When making a difficult ranged attack make a Speed Check to successfully hit your target.

A ranged attack might be difficult if:

- Visibility is low.
- You are firing further than the weapon's intended range.
- You are trying to avoid hitting a nearby ally.
- You are trying to impress someone.

## TOOLS OF VIOLENCE

Know three things when you hold a weapon in your hands:

One. A weapon is a flesh render, a terrible beast.

Two. An artisan can make all manner of ugly things elegant or ingenious.

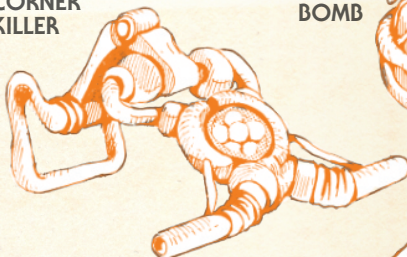
Three. Nothing has only one purpose or only one meaning.

Weapon Damage values are located on page 58.

CHALK  
CANNON



CORNER  
KILLER



HAND  
BOMB



INCENSE  
SPINNER



REVOLVER



MILITARY RIFLE

HEAT CUTTER



FLAME BELLOWS

FLARE RIFLE





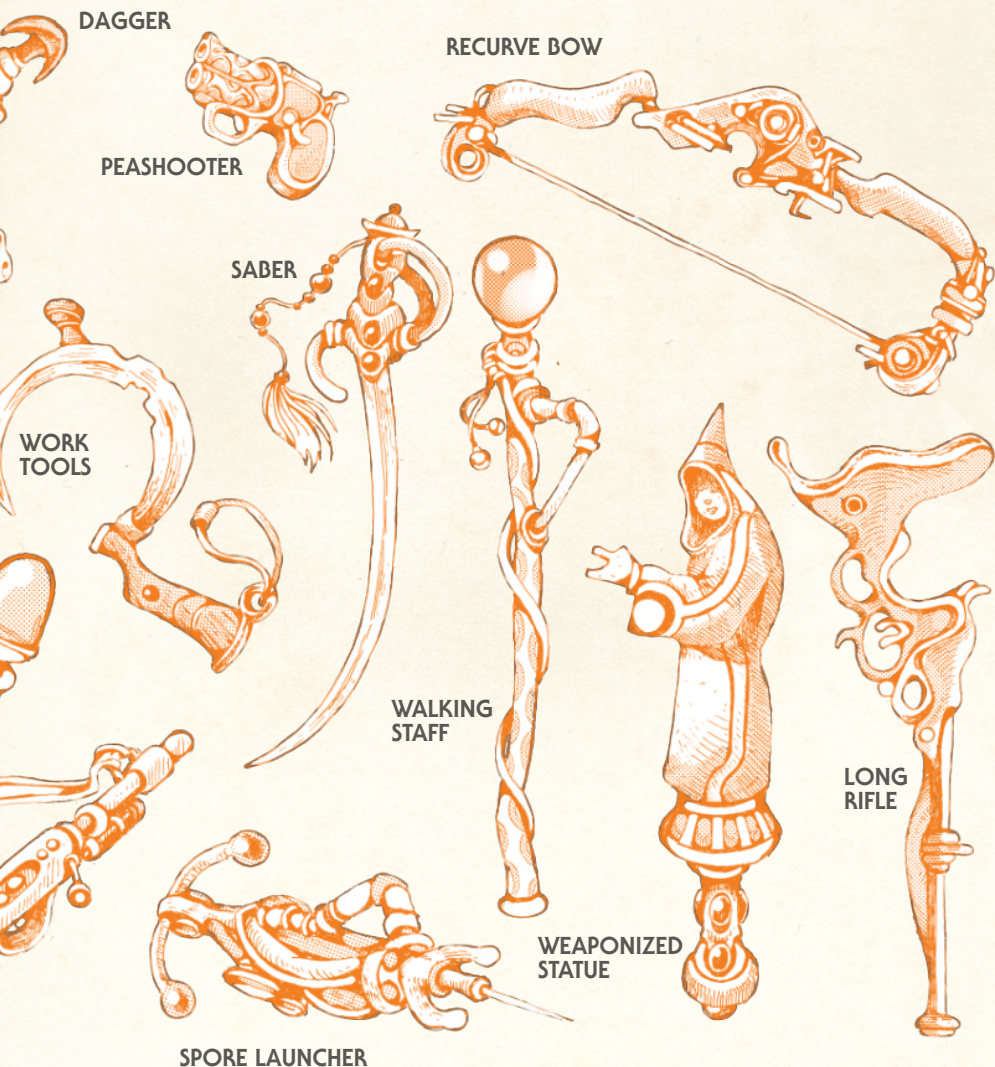
## ROUNDS OF VIOLENCE

Violence is broken into 10-second rounds. When violence breaks out, determine if either the PCs or enemy combatants would act first based on the situation. In many cases, PCs and enemy combatants act at the same time. It's easiest to have an entire side, the PCs or the enemy combatants, finish taking all actions and then switch over to the other side (the results of these actions can still be resolved simultaneously).

During a round of violence, characters may take up to two actions. If a character takes two actions, one action must be a movement action.

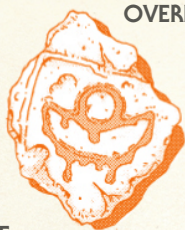
### Examples of actions:

- Move.
- Attack a target.
- Grapple an opponent.
- Cast a spell.
- Use a crest.
- Reload a weapon.
- Open a door.





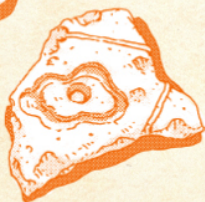
MAJOR CREST OF  
OVERFLOWING CHALK



STANDARD CREST OF  
TANGLED ROOTS



TRINKET CREST OF  
CRYING CHILDREN



TRINKET CREST OF  
CLEAR SKIES

STANDARD CREST OF  
FAILING MACHINES



TRAVELING  
CLOTHES



BATTLE  
CASING



LIVING  
ARMOR





## DAMAGE & WOUNDS

Damage represents a character's ability to avoid physical injury. Taking Damage represents your character slowing down, tiring out, and picking up bruises and cuts.

When an attack hits, roll the weapon's Damage. The target takes that much Damage. When you take 10 Damage, erase all your Damage, take 1 Wound, and roll on the Wound Table (pg. 1). **When you take your third Wound your character dies.**

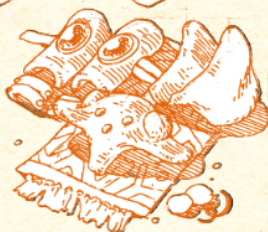
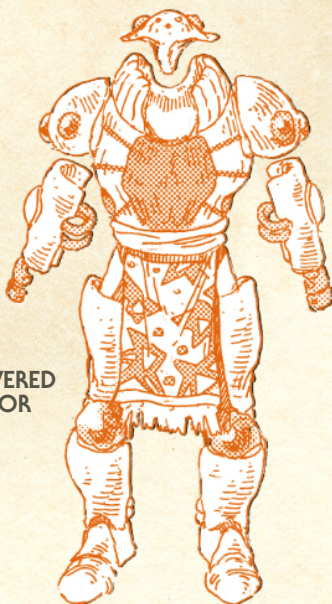
Damage can be healed while traveling using med-paste or other minor medical treatments. Characters must heal Wounds through longer-term medical care.

- Characters heal 1 Wound every month with conventional medical treatment.
- Characters heal 1 Wound every week with the use of chalk-infused medical treatment.

FULL  
ARMOR



POWERED  
ARMOR



## ARMOR POINTS

Clothing provides protective Armor Points. You are protected from all Damage less than your total AP.

Whenever you take Damage equal to or greater than your AP, your armor breaks and you take Damage equal to the difference. Broken armor provides no protection until it is repaired.

Clothing AP values are located on page 57.

## COVER

The world is full of things to hide behind. Cover protects against ranged attacks and provides AP when you are hiding behind it. You need to leave cover until your next turn to make an attack.

Cover AP values are located on page 57.





## DEATH & CURSES

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There is no light at the end of the tunnel. Instead, the universe is a narrow hallway connected to a hundred doors. Each door hides a cousin reality. When you die, your restless mind screams for intercession. Occasionally a door opens. Some part of you goes in. Some cousin part of you comes out. Death is ignored for a time. You return to the world, cursed.

Opinions on the cursed vary wildly. A Lordling may hire the cursed as a court novelty. A Farmerling might buy the cursed a free drink in pity. The cursed may band together for safety, or isolate out of resentment.

The first time you would die, roll 1d10. On a result of 7 or lower you are cursed. You miraculously remove all Damage and Wounds and roll 1d10 on the Curse Table (pg. 2). If you rolled an 8–10, or this the second time your character has died, you slip away from the world, never to return.

## ENCUMBRANCE

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Travelers put their whole worlds on their packsquabs and their backs. Backpacks are organized in the morning and unpacked every night, looking for ways to lighten a load and carry what will be needed for the next day's journey. One or two sentimental items are mandatory for all but the most cutthroat packers.

You have 10 inventory slots for gear. Most items and equipment take up one slot each. Very large items cannot be carried in your backpack and require vehicles, packsquabs, or wheelbarrows. Very tiny items are considered trinkets (examples: letters, jewelry, glasses, etc.) and do not take up a gear slot. Items of the same kind, like five bananas or six rounds of ammunition can be carried in the same slot. The combined weight of your gear should not exceed about forty pounds. Weight above forty pounds requires you to stop and rest much more frequently.



# EQUIPMENT

People pass, bargain, and barter for what they need with what they have. **There are no coins, dollars, checks, or payment chips**, only your name, and the things you carry with you. Inevitably, someone with ambition will try to bring back an old script or mint a new coin, but even young folk are skeptical, having seen so many big plans turn to dust and bone.

Below is an assortment of common traveling items, but not a comprehensive list. Most items take up one inventory slot. Document items smaller than a character's palm as trinkets in the notes section of that PC's character sheet.

1d100	Name	Rarity
00–03	Adhesive Tape	C
04–05	Bullet press	U
06–07	Chalk press	U
08–09	Climbing Hook	U
10	Compass	R
11	"Drowsy pills" (offers restful sleep in even unsafe locations)	R
12	Electronic Spyglass	R
13–14	Face paint	U
15–18	Fertilizer	C
19–21	Fishing Net	C
22–24	Folding ladder	C
25–26	Food Pouch Provision Packer	U
27–28	Food Processor	U
29–32	Glue	C
33–36	Hanging Shower	C
37–40	Glow Baton	C
41–44	Lighter	C
45	Long Range Communicator	R

1d100	Name	Rarity
46–47	Lunar Lantern	U
48	Musical Instrument	R
49–52	Med-Paste (heals 3 Damage, after 30 min. when applied)	C
53	"Pep Pills" (+2 Stress, +10 Speed, +10 Mind for 60 minutes)	R
54	Plastisteel Detector	R
55	Pocket Watch	R
56	Portable Reading Terminal	R
57–60	Powdered Detergent	C
61–64	Repair Kit	C
65–68	Sleep Sack	C
69–70	Travel Oven	U
71–74	Self Insulated Soup Bottle	C
75–78	Saw	C
79–80	Slip Stuff from other realities (records, postcards, Lawn ornaments, auto parts, etc.)	U
81–84	Shovel	C
86–87	Solar Lantern	U
88–89	Spore Collector	U
90	Surgery Tube (heals 8 Damage, after 2 hrs. when applied)	R
91–94	30 ft of rope	C
95	Tracking Beacon	R
96	Urine Recycler	R
97–99	Wool Blanket	C

Rarity = Common (C), Uncommon (U), Rare (R), Mythical (M)



# NAMES & ALIASES

For many folks, their name, sexuality, gender, and appearance wander as they do. Why clip a bird's wings? Still others hold their identities tight as precious seeds in the wind.

With short lives and so few folk around, a first name is usually enough in the Lowland Wastes. Babes routinely take the names of their caregivers and birth parents. Folks of renown and purpose are given aliases and monikers by the people around them. "Do you mean, "Thick Melon," or, "Melon Three Guns?"

#	Farmerling Names	#	Cloudling Names	#	Common Names	#	Ancient Names
00	Root	26	Smoke	51	Gil	76	Sven
01	Tooth	27	Sapphire	52	Brine	77	Dino
02	Kernel	28	Amethyst	53	Moon	78	Lucy
03	Radish	29	Cloud	54	Olo	79	Lin
04	Eel	30	Spire	55	Knott	80	Yunn
05	Worm	31	Tears	56	Boto	81	Evard
06	Bark	32	Liquid	57	Clay	82	Nagi
07	Corn	33	Knives	58	Stone	83	Iselbraid
08	Melon	34	Blade	59	Lightning	84	Ger
09	Flea	35	Flag	60	Fork	85	Mei
10	Gord	36	Wind	61	Ponti	86	Stellmer
11	Stalk	37	Rook	62	Bee	87	Clancy
12	Egg	38	Ice	63	Bubble	88	Elsbeth
13	Silt	39	Myst	64	Wisp	89	Hano
14	Quarry	40	Dew	65	Abell	90	Bila
15	Hay	41	Spike	66	Loaf	91	Darsh
16	Sun	42	Line	67	Rose	92	Veer
17	Grain	43	Worm	68	Ivy	93	Jesk
18	Moss	44	Cobble	69	Fog	94	Riyon
20	Stream	45	Silver	70	Pot	95	Hannelore
21	Mud	46	Ruse	71	Ember	96	Carla
22	Willow	47	Lance	72	Thorn	97	Neus
23	Oak	48	Ink	73	Jaya	98	Ott
24	Silt	49	Lead	74	Skunk	99	Horst
25	Hog	50	Prince	75	Spoon		



## Aliases

00	Devil of Frano Bay	26	One-eyed	51	Sleepy	76	Junior
01	Scrambled	27	Screamin'	52	Soapy	77	Senior
02	Locust Lunch	28	Green	53	The Owl	78	The Third
03	Sing-song	29	Honest	54	The Muskrat	79	Spring
04	Show Tunes	30	Lonely	55	Kid	80	Twister
05	Knitting	31	Three Guns	56	Gentleman	81	The Monster
06	Bug-loving	32	Dragonfly	57	Lady	82	Wise
07	Cowboy	33	Glittering	58	Shakes	83	The Moth
08	Broken	34	Needle Nose	59	Presto	84	The Judge
09	Teeth	35	Thick	60	Sweets	85	Fishy
10	Angel	36	Metal Finger	61	Shrimp	86	Rainbow
11	Reflective	37	Crying	62	Grumpy	87	Glowing
12	River Bottom	38	Lighter Fluid	63	Moody	88	The Punk
13	Rough Riding	39	Mommy / Ma	64	Lil'	89	Fancy
14	Scarred	40	Daddy / Pa	65	Big	90	Doc
15	Nobody	41	Thin-skinned	66	Summer	91	Dirty
16	Prince/ss	42	The Vampire	67	Threads	92	Wasted
17	Duke	43	Horns	68	The Clown	93	Fearless
18	Bloody	44	Golden	69	Gearhead	94	Tin Tooth
20	One-shot	45	Omen	70	Cold	95	Cowboy
21	Hero of Perrytown	46	Sap	71	Smoking	96	The Shark
22	Crossword	47	Cherry	72	Weedy	97	The Storm
23	Nine Finger	48	The Dog	73	Sour	98	Dusty
24	Heartbreaker	49	Gutter	74	Preaching	99	The Spider
25	Pretty	50	Counting	75	The Penitent		



# ANIMALS, FRIENDS, & FOES

Non-player characters use a single number called **Instinct (I)** in place of Stat and Save numbers. NPCs succeed when the Warden rolls under their Instinct. Make an Instinct Check whenever a PC would make a Stat Check or Save. Like PCs, all NPCs take 10 Damage per Wound.

## NPC MORALE

After an NPC or creature receives their second Wound, the warden may roll on the Morale Table below to determine their behavior:

1d10	Human	Non-human
1–3	Flee	Flee
4–6	Surrender	Continue fighting
7–8	Continue fighting	Become enraged
9–10	Call for help	Call for help

## CLOUDLING SOLDIER

INSTINCT: 35 AP: 2 WOUNDS: 3  
60 minutes after the start of combat, 2d10 Cloudling Soldier reinforcements arrive.

## CLOUDLING OFFICER

In any band of Cloudling soldiers bigger than 5, one will be an officer. Special: Roll 1d10 to determine if a Cloudling Officer is experienced or inexperienced.

**1–5** (Experienced):

INSTINCT: 60 AP: 5 WOUNDS: 3

**6–10** (Inexperienced):

INSTINCT: 20 AP: 5 WOUNDS: 3

An assortment of troops from 18 different Cloud Cities, Cloudling soldiers struggle to work as a cohesive unit, often falling prey to infighting and self-sabotage.

A mixture of Lordling house guards and conscripted Cloudlings

serve in the 29th Expedition's military force. While the 29th Expedition claims its purpose is to find the missing Cloud Empress, Cloudling soldiers regularly loot the Lowland Wastes to bolster their meager meals, dwindling military supplies, and to stave off boredom.

The 29th Expedition, like all of Cloudling society, follows a strict formal hierarchy. Regardless of their abilities, Lordlings are the de facto leaders of all military units.

Each Lordling selects one or two officers to act as military middle managers. The selection criteria for officers ranges from picking the most experienced soldier in a unit to selecting a Lordling's personal assistant, drinking buddy, or secret lover.

**Belongings:** Military rifle (2d10 Damage) or revolver (1d10 Damage) or saber (2d10 Damage), mismatched soldiers' uniforms, vat meat, stolen alcohol, letters from home.





## FARMERLING MILITIA MEMBER

INSTINCT: 42 AP: 2 WOUNDS: 3

Farmerling military efforts are disjointed, interpersonal, and highly weather dependent. Few Farmerlings are willing to spend a summer away from the crops that need tending. If there is a great enough cause, Farmerlings may be convinced to skip a weekend of picking for a weekend of fighting. What Farmerlings lack in motivation, they make up in their ability to use a rifle and survive in Imago owned woods.

**Belongings:** Long rifle (4D10 Damage) recurve bow (1d10 Damage) or work tools (1d10 Damage), thick canvas coveralls, green bean seeds, bottle of apple whiskey, flint, a stick of chalk.

## JUVENILE IMAGO

INSTINCT: 45 AP: 3 WOUNDS: 3

Chitin Horn (2d10 Damage, adjacent)

**Special:** Whenever a Juvenile Imago takes a Wound, roll 1d10. On a 7 or higher, a full-grown Imago appears.

Whereas full-grown Imago are feared throughout the Lowland Wastes, young Imago are often seen as targets by impatient chalk collectors unwilling to wait for their molting. Juvenile Imago are also known to push through the doors of a dwelling to feed on the recently deceased. Full-grown Imago keep a near constant watch over their young.

**Belongings:** Soft gray-green chitin, sticky half-formed chalk (requires advanced tools to form usable chalk).

## FULL-GROWN IMAGO

INSTINCT: 44 AP: 7 WOUNDS: 5

Horns (2d10 Damage, nearby) Telekinesis (1d10 Damage, long range)

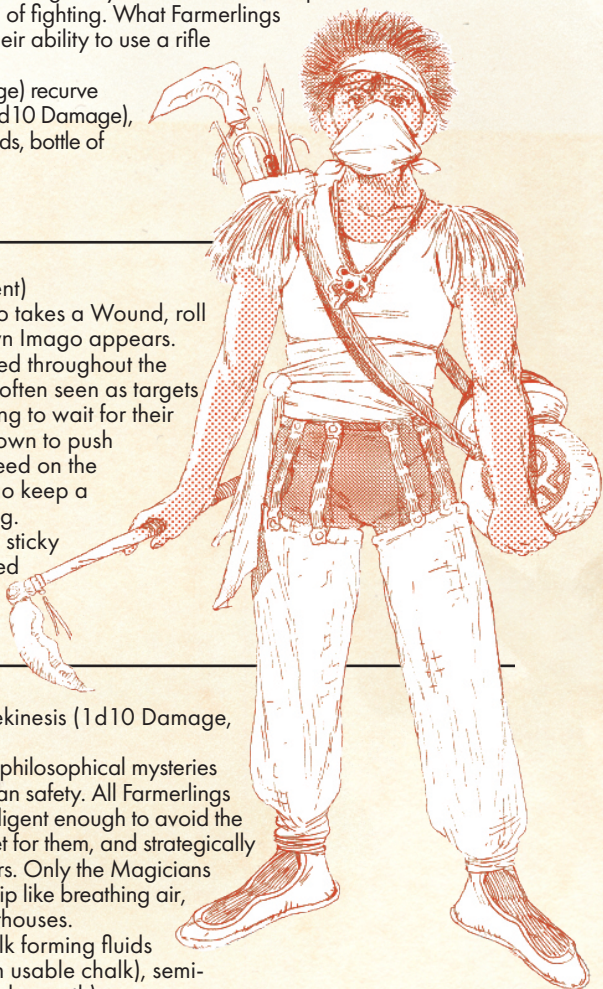
The patterns of adult Imago are both philosophical mysteries and intensely physical threats to human safety. All Farmerlings concede that the Imago must be intelligent enough to avoid the summer rains, disable human traps set for them, and strategically ambush overconfident chalk collectors. Only the Magicians see how the Imago manipulate the Slip like breathing air, and anchor multiple realities like lighthouses.

**Belongings:** Solid black chitin, chalk forming fluids (requires the advanced tools to form usable chalk), semi-molting shell filled with chalk (10 sticks worth).

## ANCIENT IMAGO

INSTINCT: 64 AP: 15 WOUNDS: 12

Horns: (3d10 Damage, nearby), Telekinesis: (2d10 Damage, long range). 3 random spells (pgs. 36–38). All nearby humans make a Panic Check when encountered. Ancient Imago are thousands of years old. The oldest bugs guide the world with ways as silent and firm as their chitin. Magicians believe Ancient Imago were the worlds first Magicians. Brood monks revere Ancient Imago as Bodhisattvas incarnate. Many others count Imago as big as barns a myth. **Belongings:** Dense gray chitin, chalk forming fluids (requires the advanced tools to form usable chalk), semi-molting shell filled with chalk (20 sticks worth).











- I. EGG
- II. NYMPH
- III. JUVENILE
- IV. FULL-GROWN

## IMAGO LIFE CYCLE

When it comes to Imago, there is little agreement. Wary Farmerlings claim the Imago are an unearthed pre-historic blight. Brood monks claim the Imago brought balance and salvation to a world run riot. Lordlings see the Imago as rivals for the same territory. The details of the Imago life cycle are embellished and obscured by myths and children's bedtime stories. Even lifelong experts throw up their hands when asked where the cicadas go in the winter, why they eat chalk, or how they call the Slip.

## IMAGO REACTIONS

Imago Priorities: 1. Protect the brood 2. Devour chalk 3. Stay dry

1d10	When threatened	When near chalk, chalk technology, or dead bodies	When wet	When blinded by a flare or exceptionally bright light
1-3	Retreat	Ignore distractions	Flee	Flee
4-6	Call the brood	Call the brood	Dry off	Freeze
7-10	Attack	Devour the source	Attack	Attack



# Prince Bug

## Abandoned Royalty

A silhouette on the horizon, the distal tip of the Century Brood. Like a dark storm cloud or a drowning tide, the purple wings of Prince Bug cry doom.

Generation after generation tell the story of Prince Bug, the Imago with a man for a horn. The Prince haunts the nightmares of children.

The story begins, as so many do, with a Magician in search of enlightenment. This Magician happened upon a great Imago sage, disguised as a woman and bathing in the river. The sage offered the Magician knowledge of the twelve forms of suffering and their antidotes. All the sage asked in return was that the Magician bed down with her that night. The Magician eagerly accepted, considering himself twice blessed.

When morning came the magician found himself enlightened, but alone. The sage had vanished, leaving only her disguise behind; the robe of human skin that had concealed her true form. The Magician would go on to use his knowledge to bend the world to his will, and become the Emperor. The sage would go on to birth the Emperor's only son, Prince Bug.

Such stories prey on hatred of both the Emperor and the Imago. As is commonplace, the story is filled with lies, and the truth is filled with sorrow.







# GLOSSARY

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**Bone-Skin.** The Torturers' final cruel technological advancement. Ceramic flesh, harder than any metal, crafted to coat their giants, snakes and spacecraft.

**Cloudling.** A citizen of a Cloud City. Most Cloudlings live in freezing squalor, breaking their backs to maintain their Lordlings' extravagant lifestyles.

**Chalk.** A white soot collected from the shells of the Imago. When refined, is ingested or cast into the air to cast spells.

**Cloud Empress.** The Emperor's bride, currently missing. They are taught by an array of tutors to grant Cloudling wishes.

**Crest.** Bone-skin chunks of ancient technology worn as badges of honor. The application of chalk to a crest creates powerful effects.

**Cloudling Royal Courts.** Each major Cloud City keeps a formal gathering space for events displaying the development of arts, culture, and technology. In reality, these sessions are the social stage for Lordling ambition, gossip, and murder.

**The Emperor.** The larger-than-life ruler of Omega City. Once the Emperor was a Lordling Magician who was raised to near godhood by Imago intervention. The Emperor has not been seen in decades or even centuries (depending on who you ask). He watches over the remaining eighteen Cloud Cities, a loose coalition of city-states managed by the Lordlings who live in them.

**Farmerling.** A person from the Lowland Wastes, who survives mostly by farming, hunting, and gathering.

**The Hereafter.** The setting of Cloud Empress. A time thousands of years in the future where technology, magic, time, and space mix in strange and unequal combinations on an Earth blanketed in yellow clouds.

**Imago.** Highly intelligent, and otherworldly giant cicadas. Imago rise in the summer and sleep in the winter, consuming vast quantities of bone and tree sap. Molted Imago shells are loaded with unrefined chalk.

**The Lowland Wastes.** A vibrant and polluted farmland and the source of the majority of humankind's food.

**Monuments.** Ancient control towers at the center of Cloud Cities. Most monuments have come to ruin and lay useless, picked apart by Cloudling citizens over several millennium. Most crests come from the demolition of monuments.

**Plastisteel.** A lightweight plastic composite used to construct buildings, tools, and devices.

**The Spread.** The thick layer of yellowish clouds that cover the sky separating the Lowland Wastes from the Cloud Cities.

**The Slip.** A blurring of realities that creates unexplained phenomena, including magic, Wanderlings, giant water bears, curses, and more. The Slip is called when casting spells and may drift like stream sediments over areas of the Lowland Wastes.

**Torturers.** The ancient people who tortured themselves and the planet with miraculous technology before leaving for the stars with their Christ.

**Tutors.** Advisors who (dubiously) claim to have direct contact with the Emperor. Tutors bathe in chalk and experiment with forbidden technology while protecting their precarious position in Cloudling court. Most tutors are not Lordlings themselves.

**Wanderling.** Hollow, floating ghosts trapped between realities. Wanderlings struggle to interact with the physical world unless they can obtain an object from their own reality or persuade a powerful Magician to help them.



Then leave this place for a gate in the woods  
to a slippery border half-forgotten, barely understood.

Go to the gate and lay this book upon the ground  
under a tree, like an inverted crown.

Go to the gate alone at first  
strangers to meet and strange things to birth.

Go to the gate and hold the door open wide  
for each day the path closes its treasures, like memories, long to hide.

Go to the gate and this simple world  
once my creation will now be yours.





## COMPANIONS

Name	Rarity	Description	Wounds	Instinct	Damage
Water Bear	C	Temporal oddities called by Magicians from cousin realities, they guide travelers through slippery terrain. When they die, they "blip" out of existence.	2	2d10+20	0
Packsquab	C	Pigeon-like creatures the size of horses. The most common method of travel for well-to-do Farmerlings.	3	2d10+20	Beak: 1d10 Damage, Nearby

## VEHICLES

Name	Rarity	Description	AP
Rover	U	Landcraft capable of navigating difficult terrain through a reorientation gyro. Chalk or biofuel-powered.	10
Thopter	U	An agile, one to four-person aircraft, often modeled in the shape of an insect. Rarely carries weaponry due to weight restrictions. Solar, wind, or chalk-powered.	20
Sky Barge	R	Expansive sky vehicles capable of carrying large groups. Most barges are hand-me-downs from ancient times, although Cloudling patrons construct a few barges each generation. Each barge is usually some combination of solar, wind, chalk, or biofuel-powered.	40

## CLOTHING

Name	Rarity	AP	Speed	Special
Battle Casing	U	5	Normal	Includes shoulder lamp, stretches to fit wearer
Energy Shield	R	0	Normal	10 AP for 5 minutes when activated, costs a stick of chalk to recharge.
Full Armor	R	7	Disadvantage on Speed Checks	Can be reforged more easily after receiving breaking.
Living Armor	U	4	Normal	Heals 1 AP per hour when in shade or darkness.
Powered Armor	M	Nearby	Disadvantage on Speed Checks	Can be activated once a week, for 1 hour. During this time, the wearer gains Advantage on all Strength Checks.
Traveling Clothes	C	2	Normal	
Work Clothes	C	0	Normal	

## COVER

Type	Examples	AP
Insignificant cover	Furniture, wooden doors, body shields, etc.	2
Light cover	Trees, boulders, flipped tables, etc.	5
Heavy cover	Plastisteel walls, thopters, bunkers, etc.	10



## TOOLS OF VIOLENCE

Name	Rarity	Range	Damage	Shots until reload	Special
Chalk Cannon	M	Long	3d10	1	Uses one stick of chalk to fire.
Corner Killer	R	Long	2d10	3	Fires bouncing plastisteel balls, 1d10 Damage around corners
Dagger	C	Adjacent	1d10	N/A	Easily concealed, uses Speed for melee attacks.
Dart Pipe	C	Nearby	1d10	1	Silent, cannot harm targets wearing armor. Make a Speed Check to successfully aim around the armor. Can fire poison darts which deal 3 Damage per hour until the target is healed.
Flame Bellows	R	Nearby	2d10	4	Body Save with Disadvantage or target is set on fire (1d10 Damage /round) until put out.
Flare Rifle	U	Long	1 Damage	2	High-intensity flares visible from far away even during the day.
Hand Bomb	U	Nearby	3d10	2	All nearby targets take 1 Wound.
Heat Cutter	M	Long	5d10	2	Ignores armor. Takes 60 seconds and three sticks of chalk to fire.
Incense Spinner	U	Nearby	0 Damage	1	Diffuse incense and chemicals. May be loaded with sleep dust, which sends all nearby targets to sleep for 15 minutes. May be loaded with poison gas which deals 3 Damage per hour until the target is healed.
Long Rifle	R	Extreme	4d10	2	Roll with Disadvantage when fired at adjacent range.
Military Rifle	U	Long	2d10	5	
Peashooter	U	Adjacent	1d10	1	Easily concealed.
Recurve Bow	C	Long	1d10	1	Silent, cannot harm targets wearing armor. Make a Speed Check to successfully aim around the armor. Can fire poison darts which deal 3 Damage per hour until the target is healed.
Revolver	U	Nearby	1d10	3	3d10 Damage when firing all barrels simultaneously.
Saber	C	Adjacent	2d10	N/A	Uses Speed for melee attacks.
Spore Catalyzer	R	Nearby	1	1	Takes the effect of a spore and doubles its impact, spreading it in front of the user.
Unarmed	N/A	Adjacent	1d5	N/A	
Walking Staff	C	Nearby	1d5	N/A	Does not take up an item slot to carry or use.
Weaponized Statue	U	Adjacent	2d10	N/A	Ignores armor. Requires 40+ Strength to wield.
Work tools	C	Adjacent	1d10	N/A	Inconspicuous

Rarity = Common (C), Uncommon (U) , Rare (R), Mythical (M)



## WHAT DO YOU FIND?

1d100	Small	Medium	Large
00-02	Cricket bread, 2 servings	1 d5 spores	40 ft of high tension wire
03-05	Ammunition	1 d5 provisions	Windmill
06-08	Smokes	2 lbs of cricket flour	Signal beam
09-11	Chalk ink inscription	Hide saddle	Food recycler
12-14	Unknown alcoholic brown liquid, 3 servings	Imago nymph	Emperor's oil painting
15-17	1 d5 Wisdom teeth	Wind-up radio	Thopter wing
18-20	1 d10 sticks of chalk	Kitchen blender	Wind glider
21-23	Ascot	1 d10 Squirrel-bird furs	1 d5 trashed robos
24-26	Spectacles	Deer-dog	Crashed thopter
27-29	Thopter keys	Pink plastic flamingo	A sleeping Imago
30-32	Rose petals	Crutches	Rain barrel
33-35	A dozen photographs	1 d5 ripe ears of corn	Industrial sprinkler
36-38	Leash and collar	Military rifle	Throne
39-41	Knitting needles	Trip-wire trap	Chalk cannon
42-44	Soiled rags	Unexploded landmine	Disassembled solar panel
45-47	6 tomatoes, 3 servings	Packsquab chick	Packsquab
48-50	Thick hide gloves	Snake's head cane	1 d10 Imago shells
51-53	Sunflower seeds, 4 servings	A random trinket crest	Bronze victory statue
54-56	Plastisteel medical hook	Elaborate quilt	Bone-skin tongue
57-59	Wide brimmed hat	Lunar torch	Petrified roots
60-62	2 d10 marbles	Food spice bundle	Fruiting orange tree
63-65	Imago egg	Bone-skin giant's fingernail	Powered armor
66-68	Chalk compass	Portable reading terminal	Overheating chalk generator
69-71	Clamshell of sniffing chalk	Flag: "Revolution's end"	Dragonfly looking thopter
72-74	Ricemetal viola	Bullet maker	Cicada looking thopter
75-77	Senseball	Antique lamp	Wasp looking thopter
78-80	Dithering flute	Sensepoem headset	Ancient cloning tank
81-83	Jade comb	Urine purifier	Leaking healing chamber
84-86	Diary in a coded language	Pitchfork	Grandmother clock
87-89	Imago ocarina	12 ft plastisteel cross	Upright piano
90-92	Book of torn spells: Arrested Limbs	Water tester	Sensepoem entertainment system
93-95	Sedative	Handheld heat drill	Broken rover
96-99	Ascot	Chalk crystal	Plastisteel mirror

