

STAR WARS
**AGE OF
REBELLION**

Otherspace



Adventure Module

STAR
WARS
ROLEPLAYING

STAR WARS

OTHERSPACE

It is a time of GALACTIC CIVIL WAR.

Under the oppressive rule of the evil

GALACTIC EMPIRE, a small band of freedom

fighters strive to make a difference by banding

together to fight against the tyranny of the evil

EMPEROR PALPATINE and his minions.

A small group of these REBELS race across space

to meet up with a rebel transport named Celestial.

They have been ordered to see the Vessel and its

secret cargo to the safety of a hidden rebel base.

The EMPIRE has special interest in the cargo however

and even now IMPERIAL AGENTS comb the galaxy in

search of it. What awaits them all at the end of their

journey may be more than anyone bargained for ...

1st Rebel: Hyperspace is so beautiful! The colors remind me of Kallakean rainbows.

2nd Rebel: We get a priority assignment from Alliance High Command and you think about rainbows!

3rd Rebel: Some assignment. So far all we got were jump coordinates and a holodisk.

4th Rebel: Speaking of the holodisk, it's time to play it and get our orders.

[A holo-image appears before you and Commander Avalon addresses you]

Commander Avalon: As you approach the end of your jump, be advised that you are to meet the Alliance transport *Celestial*. You are to take command of the ship and see it to its final destination. Further coordinates will be provided in due course.

5th Rebel: How come they never tell us everything all at once? How can we work like this?

6th Rebel: Would you rather jeopardize a mission needlessly by knowing too much? That would work out great if an Imperial interrogator Droid ever got a hold of you.

Commander Avalon: The transport carries cargo for an Alliance safe-world — supplies and the like. It also carries Imperial prisoners for transfer to a secure Alliance location. Guard them well and arrive safely. Good luck, and the may the Force be with you.

[The holo-image fades]

3rd Rebel: Imperial Prisoners! This is a bigger mission than I imagined.

5th Rebel: And a more dangerous one. One slip-up and we could be leading the Empire right to one of our safe-worlds.

4th Rebel: Back up a second. What's a "safe-world?"

1st Rebel: How long did you say were with the Rebellion? A safe-world is a planet not under Imperial control where the Alliance maintains facilities for the families of Rebel soldiers.

6th Rebel: On each safe-world, men, women, and children not directly needed as combat personnel remain in hiding.

2nd Rebel: They stay safe and the front-line soldiers don't have to worry about their families while they're off fighting the Empire.

5th Rebel: Okay, let's get ready. We're about to come out of hyperspace.

1st Rebel: Realspace is so dull next to the shifting colors along the hyperlanes...

2nd Rebel: Look out! We've emerged in the middle of an uncharted asteroid storm! [looks to 1st Rebel] And you said realspace was dull ...

[A round object smashes into your ship's rear section, then goes spinning away in flames. Warning lights flash, but the ship's systems remain on line]

4th Rebel: Those aren't asteroids ... they're TIE fighters! And there are dozens of them!

3rd Rebel: A full squadron to be precise, and they're being supported by an Imperial Star Destroyer.

6th Rebel: I don't see any sign of *Celestial*, but those TIEs have noticed us. Prepare to take evasive action!

INTRODUCTION

The theatre darkens. Anticipation builds as the curtain slowly rises. Light splashed onto the silver screen, projecting images and shadows that will captivate the audience for the duration of the show. The music intensifies, the credits roll by, and another action-packed episode of **Star Wars: Age of Rebellion** begins.

Otherspace is a Star Wars adventure for two to six players and a gamemaster. Gamemasters should read the entire adventure before play begins so that the action and storyline can progress naturally, without a lot of page flipping and undramatic pauses.

Players, however, should stop reading this booklet now. The information contained herein is for Gamemasters (GMs) only.

ADVENTURE OVERVIEW

A group of Rebel heroes fight in a place far removed from the galaxy they are struggling to liberate. A problem with their ship's hyperdrive engine deposits the Rebels in a galaxy beyond realspace, in a dimension past the shifting colors of hyperspace. They find themselves in — otherspace.

In this strange, unexplored dimension between the hyperlanes and realspace, the Rebels discover a harbor of lost ships — of both known and unknown origins. The abandoned, deserted vessels orbit a giant craft that resembles a decaying asteroid floating upon the ebony sea of space.

Something awaits the Rebels within the dark interior of the desolate vessel, something terrible. It has waited untold ages for their arrival, planning for its eventual escape from this in-between place. And when it reaches realspace, then the galaxy will die!

ADVENTURE BACKGROUND

Between realspace and hyperspace there exists another reality — otherspace. Here, space is slightly warped and light shines less brightly. It is a galaxy of things strange and familiar ... and deadly.

Otherspace has become a final resting place for ships that travel the hyperspace lanes and lose their way. Those that once inhabited this dimension are gone. Only the ships remain, floating silently like mausoleums in a star-filled graveyard. One such ship is the massive vessel *Desolate*. It epitomizes all that otherspace is: dark, compelling, dangerous.

Drifting like a massive castle in space, *Desolate* is a beacon silently calling to its fellow derelicts. It draws the lost vessels like a strong navpulse in the middle of an ion storm. Many of the ships are connected to the larger craft, forming a patchwork of damaged starships. Many more orbit *Desolate*, caught in its pull and decaying slowly, steadily.

Within the dark interior of the quilted craft, the Charon rule. These spider-like aliens sleep, waiting for their commander to lead them into the Void.

The Charon — violent, evil, and totally alien to the Galactic Empire — are ruled by the being named Ber'asco, he who wears the title "Final Prophet." Travelling from galaxy to galaxy, the Charon transformed every living world along the way, leaving dead and empty husks in their wake. Otherspace is the cumulative work of an ancient career.

The Void must be honored and served by destroying the living, says the old Charon proverb. The ships which circle *Desolate* must go to cleanse them of the hated life. The long awakening has begun, and soon the mighty ship shall make another journey.

The Rebel Transport *Celestial*, converted into a prison ship, held the Imperial agents Commander Bane Nothos, the bounty hunters Zardra and EL-434, the pirate Celis Mott, and Governor Moff Ravik.

The PCs were dispatched to meet the recently loaded transport, their mission to pilot the ship to its destination and deal with any untoward incidents. Before they reached the vessel, however, things went wrong aboard the *Celestial*. Bane Nothos broke free and released the other prisoners. The Imperials caused a power loss in the Rebel ship that damaged the *Celestial's* hyperdrive engine. The prison break turned into a mutiny when many of the Rebel crew, adrift with no immediate hope of rescue, submitted to the powerful leadership of Nothos and Ravik to see them through the crisis. Nothos promptly sent a distress call to the nearest Imperial base.

Celestial's captain, forever loyal to the Alliance, played her final gambit before the Imperial forces arrived. Plotting a jump through hyperspace, despite the obvious dangers inherent in operating a malfunctioning hyperdrive, she punched in the command code. An explosion rocked the ship as it plunged through the shifting corridors of color that mark the hyperlanes, but the ship didn't stop there. With a burst of bright darkness and a tear in the colored wall, *Celestial* was deposited into otherspace.

IMPORTANT CHARACTERS

Here are brief explanations of the major non-player characters, including their plans and motivations. More information is available in the various episodes in which they appear.

- **Bane Nothos:** Once Bane Nothos was a District Commander with dreams of advancement up the Imperial ladder. However, the event that should have been his greatest victory turned into his most bitter defeat. In the Roche asteroid field, Nothos was moving in to capture the Rebel leader Ackbar and his top-secret project when disaster struck. A group of Rebel agents actually used the secret weapon against him when Nothos ordered his flagship to attack before the rest of his blockade arrived. Ackbar and the Rebels escaped, and Nothos was demoted to commander of an Outer Rim Territories patrol fleet (see the Age of Rebellion adventure *Strike Force: Shantipole* for more information). Hoping to win back his position, Nothos again ordered his ship to move into a hostile situation without adequate support. He was captured and placed aboard *Celestial* for transport to a safe location.
- **Grand Moff Ravik:** Imperial Governor Grand Moff Ravik has risen rapidly in the service of the Empire, but not quickly enough to keep pace with his ambition. Ravik coveted the position and influence of the late Grand Moff Tarkin. Ravik ruled the Tolanda sector with a masterful iron hand. Fear kept his planets in line, and Ravik was a grandmaster of fear. A Rebel strike team hijacked his shuttle, however, on its way to an Imperial conclave and he was taken to the *Celestial* for a different kind of meeting. While angered by the Rebels, he desires power more than revenge.
- **Celis Mott:** Pirate leader Celis Mott commanded a loosely associated armada that operates along the Nanth'ri space route. Recently, he took an Imperial commission, selling his armada to the Empire. In exchange for the freedom to plunder merchant ships without fear of Star Destroyer reprisal, Celis Mott agreed to turn over any and all suspected Rebels encountered in such raids. A Rebel fleet was dispatched to put an end to the pirate attacks, and Mott was captured. Now he seeks to bargain his way free and return to his fleet — which he will disintegrate without his leadership.
- **Zardra:** Zardra, the mysterious bounty hunter who loves the challenge and danger of the hunt, has been busy since she took the job to Adar Tallon (see the Age of Rebellion adventure *Tatooine Manhunt*). She has continued to work for the Empire, but a branch of the Imperials decided to single her out as the reason for the failure to capture Tallon. Zardra has since found herself the target of

several bounty hunters herself. She never trusted the Empire, but her need to continue in their employ and her bent for danger causes her to see the bounty hunters as a challenge which keeps her sharp rather than as a threat. Her last assignment went sour when her informant turned on her and sold information to the Alliance. Zardra was captured by the very Rebel she was tracking. She vows to find the informant again and extract revenge.

- **EL-434:** EL-434 is one of many assassin droids now serving the Empire. EL-434 is nasty and enjoys what he does. His last mission was to invade a Rebel base and destroy everyone and everything inside, but the Rebels were ready for him and subdued him instead. The assassin droid overrode his self-destruct program, calculating that the Rebels will take him to an important base or safe-world. Then EL-434 will be able to accomplish his programming in grand style.
- **Ber'asco:** The leader of the alien Charon and commander of the strange starship *Desolate*, Ber'asco leads the Charon's cult of death. He has awaited the enlightenment promised with the extermination of life, but the answers have not yet come. After a long thought-sleep in the silence of otherspace, life awakens the Charon. Ber'asco realizes his mission is not yet complete, and the word of the Void must be spread to another before his peoples' promise can be fulfilled.
- **Charon:** Charon are spider-like beings from a far away portion of otherspace. Humanoid, these spider beings are tall and thin with multiple appendages. Sharp claws, used in combat, are coated with a poison that attacks an enemy's central nervous system. Charon venom progressively destroys nerve cells. Victims are first rendered helpless by pain and hallucinations, dying when every nerve cell crumbles. Charon are excellent climbers, using their powerful limbs and claws to move over most obstacles. They produce a sticky webbing employed in a variety of uses. Not all Charon hate life, but Ber'asco's cult found meaning and purpose in the destruction of the universe; the other Charon were the first victims of the cult's belief.

In their crusade against life, the Charon have developed a technology that uses life and life-like processes to create undead machinery of destruction. They developed death mist, a compound similar to their natural poisons, with which to wage war on living star systems. The Charon believe Ber'asco to be their Final Prophet, for he led the last campaigns of the great crusade that destroyed otherspace. His followers entered death-sleep until Ber'asco found the answers for the Charon, but as more ships were lost into otherspace, select Charon awoke to investigate

Charon History And Beliefs:

The Charon's home star was caught in the influence of a huge black hole. The Charon death cult grew from attempts to explain what the Charon saw as the futility of their existence — the eventual death of their entire system. The cult was dangerous but small — until the Charon developed the sublight drive. The first to fall victim was their home system. As the vast majority of believers had left the world, fitting that the unbelieving among the chosen race be the first to join the Void. The following is from their holy texts:

"The Void is the way of the universe, the fate of the universe, the truth of the universe. All shall go to the Void. Such is the natural order of things.

The Void consumes all, yet we issued from the Void. The Void calls to us to return, and return we shall. Order guides the Void. Such is the natural order of things.

The Void has chosen us. We, children of the Void, exult in this knowledge. For the Void is opposed by Life. Ever changing, ever growing, Life seeks to triumph over the Void. Life refuses to acknowledge the primacy of the Void. Such is unnatural.

We are humbled by our responsibility. For only the Charon are chosen. Among all the living, only we understand that Life is not natural. We must return Life to the way of the Void. Such is the natural order of things."

ADVENTURE SUMMARY

This section describes the main plot line of the adventure in greater detail. However, events might turn out differently depending on the Player Characters actions and the circumstances.

EPISODE I: THE TIE ARMADA

The adventure opens with the characters arriving at the rendezvous location provided to them from Alliance high command. To their surprise, the Imperial Star Destroyer *Relentless* and a wing of TIE fighters are waiting for them.

The characters will need to figure out a way to deal with the TIEs whilst still trying to ascertain what happened to the *Celestial*. While a direct fight is unlikely to see them as victorious, they could potentially bluff their way past the TIEs or merely try to outrun them.

Regardless of what the characters decide, time is of vital importance, as *Relentless* grows closer every round. Impress upon them the dire situation, and remind them the difficulty of bluffing or running from an Imperial Star Destroyer is significantly harder than a group of TIE fighters.

However they choose to deal with TIEs, the characters ship is already in trouble. The initial collision has damaged the hyperdrive, and upon entering light-speed, the characters will find themselves in a strange, twisted version of space called **Otherspace**.

EPISODE II: CELESTIAL FOUND

In this episode, the characters find the *Celestial*, floating quietly before a swirling cloud of fiery gas. They also come to terms with their strange new environment, and begin to realize the extent of the damage to their craft.

Once the characters have a moment to take in their situation, they realize that they need replacement parts they currently don't have to repair the hyperdrive. The obvious place to gather the needed parts is the *Celestial* itself, prompting the characters

to board the derelict craft.

Aboard the *Celestial*, however, they find signs of battle against not one, but two different opponents. First, they uncover that that prisoners *Celestial* was carrying had managed to escape and take the ship. Second, they find that once the *Celestial* had arrived in otherspace, they came under attack by a strange alien race.

To make matters worse, the hyperdrive aboard the *Celestial* is equally unusable, having been damaged beyond salvage or repair in the fighting. The Episode ends with the ominous arrival of the Charon ship *Desolate*, and the promise of worse news on the horizon.

EPISODE III: DESOLATE AWAITS

This episode sees the characters have to navigate through the debris field of ships that surround the *Desolate*. They also explore the first level of the behemoth, encountering the Pirate leader, Celis Mott.

The episode starts upon approach to the *Desolate*, its mass enveloped by a myriad of wrecked starships. The characters are free to explore the wrecks (at great risk to their own ship) but soon they realize exploring the cavernous *Desolate* is a necessity.

Inside the *Desolate*, the characters find themselves in the midst of an alien nightmare. The strange, living ship serves to provide an eerie backdrop as the characters explore the alien ship.

Inside, they discover the fate of Captain Gryphon, commander of the *Celestial*, and receive an ominous warning from her. They also encounter Celis Mott and some of the survivors of the *Celestial*'s crew.

Finally, they discover the strange elevator to the next level, but before being able to access it, they will need to cross a chamber filled with the mind-altering red mists of the Charon. The mists will test their sanity, and potentially may leave the characters in madness and despair.

EPISODE IV: HEART OF DARKNESS

Desolate's second level provides more challenges for the characters, whose abilities may be reduced due to the mists.

The characters start their journey by exploring the more martial oriented rooms on the second level. These areas are designed to be the tactical support for Desolate, hanger bays, armories and such. Because of this, the characters will finally encounter the Charon directly.

They also encounter Ber'asco's holopark, a museum that chronicles the history of the Charon and their quest. It is here the characters can learn the fate that awaits the galaxy should the Charon escape otherspace.

The episode ends with the characters encountering Bane Nothos, who seems to have 'gone native' and appears to be colluding with the Charon. He offers them a chance to join him and if they refuse, he orders the Charon to attack.

EPISODE V: THE GREAT CONTEST

Three major events spur this episode, as the characters continue on their exploration of the Desolate and this strange new race.

First, the rebels discover the fate that befell the crews of the many ships that orbit Desolate when they find their way to the food storage pods. In this strange, living ship, the reactor core that powers the beast feeds on the crew to sustain it.

Next, the characters battle the undead monstrosities created by the Charon Bioscientists in a contest. In the Hall of Contests, the Charon Bioscientists test new bioweapons on those unlucky enough to find their way in. It is here that they encounter EL-434 and Zardra, who themselves have made it this far into the ship.

Finally, the characters witness "The Awakening," as all the activity created by the arrival of the characters and the Celestial before them have re-started the Charon purge. With over 200 Charon slowly answering their Prophet's call, will the characters survive?

EPISODE VI: INTO THE NEST

In this episode, the characters have Desolate's summit. Here they encounter the higher cognitive portions of the ship (it's command area) as well as confront the two greatest threats, Ravik and Ber'asco.

By the time they arrive here, the characters should already have found all the parts required to repair their hyperdrive. From this point on, there's no going back, so it's important to have them ready to leave and looking for a way back to their ship.

The episode begins with a fight against a guardian construct called the Cathorn, who is protecting the "brain" of the Desolate and the nest. Once this is overcome, the characters move on to encounter Grand Moff Ravik, who (like Bane Nothos) has joined the Charon in an attempt to overthrow Palaptine and rule the galaxy himself!

Before they can deal with Ravik, however, Ber'asco arrives and engages in a defense of the nest. Should the PC's agree to help Ravik and Ber'asco, the adventure is effectively over, as they will be turned into unthinking constructs and be seen in the later adventure, Otherspace 2.

Should they fight, they find themselves thrust out of the Desolate and will need to walk on the exterior to get back to their ship with the parts to repair their hyperdrive.

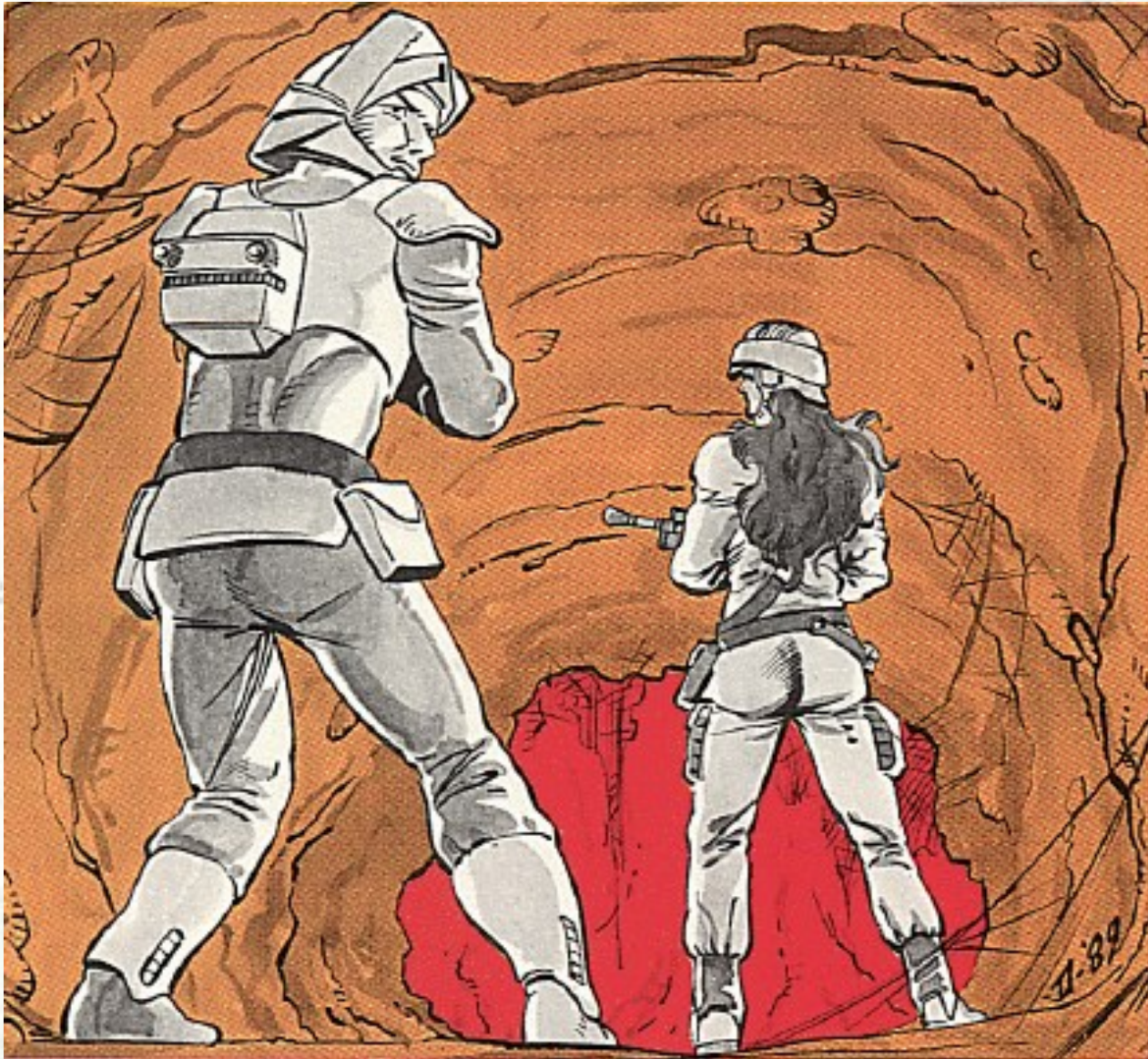
EPISODE VII: BACK TO REALSPACE

Finally, the characters must make their escape under harrowing conditions.

Moving through zero gravity across the outer hull of the Desolate is free of attacking organisms, but the danger of losing your grip during the 100 meter trip is high. The characters will be hard pressed to rescue someone who loses their grip, as they float away into the vacuum of otherspace.

Once they do get to their ship, they find that Zardra has already arrived, and defends them from Charon attacking them by using the ship's cannons while they board. She does this of course, for a ride back to realspace.

Finally, as the PC's escape and attempt to repair their hyperdrive, they must defend themselves from pursuing Charon biofighters. Should they manage to make the jump to hyperspace, they find themselves home, and free of the nightmares of the Charon.



EPISODE 1: THE TIE ARMADA

The adventure begins with a group of Rebel heroes on their way to meet the Alliance transport *Celestial*. When their ship comes out of hyperspace at the pre-arranged meeting place, however, the Rebels find themselves in the middle of a TIE fighter wing of 72 TIE/LN starfighters!

START THE ADVENTURE

Locate the script in the pullout section. Assign each player a part, from “1st Rebel” to “6th Rebel.” If you have fewer than six players, assign additional parts as necessary. Pass out the script (or ensure everyone has access to a copy electronically).

When the players finish the script, pick up the action with “TIE Attack” below.

TIE ATTACK

When the players finish the script, read the following passage out loud.

Dozens upon dozens of TIE fighters scream past your ship. A blaster bolt explodes off your starboard bow as three TIEs take up an escort position alongside you. A voice crackles over your ship's comlink. “Unidentified vessel. You have entered a restricted sector of space. By order of the Empire, identify yourself immediately and stay on your present course. Any deviation will be dealt with accordingly. Our next shot will not be a warning.”

It's time for the PCs to discuss their choices and options, but they must be quick about it. Have the voice break in on their discussion with threats and questions to speed them up and keep tensions high. Here are the important options the PCs will most likely

consider;

Fighting the TIEs

The Rebel ship isn't as fast as the Imperial TIEs, but it can sustain more damage and has decent shields. The Rebels best course of action is to fight and defend themselves as they prepare the ship to jump back to lightspeed. They should quickly realize that they can't take on a full wing of TIEs *and* an Imperial Star Destroyer. Here is the way combat should progress;

Round 1: As soon as the Rebels do anything that makes their ship deviate from its present course, or if they refuse to identify themselves, take offensive action, or otherwise paint themselves a target, then combat begins. The three TIEs immediately attack as a single minion group.

Round 2: A second minion group of 4 TIEs moves to engage and begin attacking the Rebels, starting at Medium range.

Round 5: The final minion group of 4 TIEs moves to engage, beginning at Medium range.

Round 6: After six rounds of combat, the Imperial Star Destroyer will begin to move into attack position, starting at Long range.

Rounds 7,8, and 9: Another group of 4 TIEs join the combat each round, starting at Medium range.

Round 10: Another full squadron of TIEs (3 minion groups of 4 TIEs) join the battle.

Round 13: The Star Destroyer will begin to fire its tractor beams at the Rebels, if the Rebel ship is hit, see the “Captured!” note below.

All TIEs are the standard TIE/LN Starfighters written up on page 270 of the Age of Rebellion Core Rulebook. They are piloted by the TIE Pilot (Minion) on page 423 of the same. The Imperial Star Destroyer is as listed on page 282 of the AoR Core Rulebook.

Fleeing the Battle

The Rebels can (and should) attempt to flee the scene at any time, either as their first option or after a few rounds of combat. If they open up their ship's engine and try to speed away right from the beginning, use the schedule above to determine the Imperial's reaction. If they tried bluffing, or stalling while making the calculations, have the voice over the comlink question them but don't begin to count the combat as beginning until they fail their bluffs or otherwise make a blunder. This avenue may find them escape with little to no time for the Imperials to respond.

Surrender

The players may decide that they cannot fight or escape such a large force, they may decide to surrender. In this case, the Star Destroyer will capture the ship in its tractor beams. Go to the "Captured!" scenario below.

CAPTURED!

If the PCs surrender or are captured by the Star Destroyer's tractor beams you will probably have to improvise a storyline. So it is probably better for give the Rebels a break ... but make them earn it!

If they are captured by the tractor beam, they could try to jump to hyperspace while in the beam; with such a screwy jump the players should not be too surprised to end up in otherspace. The Rebels could play chicken with the Star Destroyer, running full throttle up the beam. Captain Westen in this case would turn the beam off rather than severely damage his ship.

If the Rebels get dragged into the hanger bay, there could be a confiscated smuggler's vessel also in the bay. The Rebels could hide and make a run for the ship, or blaze away and make a run for it.

If the players get stuck in the detention block, you're on your own. The Star Wars adventure *Starfall* provides details on the inside of a *Victory*-class Star

Destroyer, and could be used as an alternative adventure.

More and more TIE fighters close in on your ship as you finish programming your astrogation computer. The calculations have been made and a course plotted, now all you do is punch home the command...

Cut Away to the Star Destroyer *Relentless*

EXTERIOR: IMPERIAL STAR DESTROYER *RELENTLESS*: *The massive ship of war moves gracefully against the backdrop of space, turning to meet the camera as it zooms in to focus on the command tower. The scene shifts to reveal ...*

INTERIOR: *RELENTLESS* BRIDGE: *The vessel's commander stands before the forward viewport, watching the flashing battle dance of TIE fighters. A lesser officer waits nervously beside him.*

"Lieutenant, have you projected the *Celestial's* probable jump routes?" *Captain Westen hisses.*

"Sir, we have several possible coordinates to which they could have jumped, but none stand out."

Westen turns on the junior officer. "This Rebel ship is here to meet the transport, I'm sure of it. When the crew is in detention, I shall question them. Perhaps they better information than you do, Lieutenant. Parlan disappointed Lord Vader - I have no such intention. If I fail, I do not intend to fail alone. Is that understood, Lieutenant?"

The Lieutenant swallows and nods, remembering to salute a fraction of a second late.

Cut to ...

INTERIOR: REBEL SHIP



Otherspace

Otherspace is a universe beyond the boundaries of realspace and hyperspace. Unlike the blue-black expanse of realspace, otherspace is a silver-gray void filled with clouds of energy and dark stars.

The charged clouds and swirling spirals of energy form storms which can wreak havoc with navigational computers, sensors, and communications equipment.

The dark stars appear as holes in the fabric of the gray expanse. While planets orbit these voids, all are cold, lifeless rocks. Many are shattered and blasted smooth, the result of the Charon's thorough violence passing through the galaxy.

Devoid of life, otherspace now serves as a way station for ships lost in hyperspace. Most arrive here damaged and adrift. The energy storms serve to further damage and confuse their remaining instruments. Many fall to the Charon.

Only those recently arrived intrude upon the silence of otherspace.

After the Cut-away, turn to the player who is in a position to monitor the ship's systems and ask for a custom **◆◆◆◆** Mechanics check. If the player succeeds, the character notices that there is a strange energy buildup in the hyperdrive. Though they aren't aware, this is due to the rip in real space created by the *Celestial's* jump to otherspace. Give the character a single action as they notice something very wrong with the hyperdrive before reading the below. If they fail, or if a Despair is rolled, nod grimly and immediately read the following;

The hyperdrive makes a grinding, popping noise. For a split second, nothing changes; your ship continues to hurl through realspace as dozens of TIEs pull steadily closer. Then, all at once, reality shifts.

Describe to the players the difference of this particular jump through hyperspace. As their ship moves faster and faster, the streaks of color begin to break up and drift away. Weird holes appear in the hyperlane corridor, holes that exit into pinwheels of light, or maws of absolute darkness. The ship shakes, the instruments go wild, and suddenly they arrive at a place they have never imagined. They have reached "otherspace."

OTHERSPACE

Read the following aloud;

Your ship emerges from the strangest jump you've ever experienced, but something remains not quite right. Instead of the ebony sea of space, you stare out into a storm gray pattern of nothingness. Swirls of colored gases break up the ashy expanse like jagged bolts of lightning cutting through billowing thunder clouds. The most alien sight of all though is the stars - not millions of pinpoints of dazzling light, but billions of holes of nebulous dark that pepper the storm-gray space.

EPISODE 2: CELESTIAL FOUND

In this episode, the PCs find the *Celestial*, floating quietly before a swirling cloud of fiery gas. Within the transport, the PC's try to discover what happened aboard the ship as they wander its deserted corridors.

EXAMINING THE REBEL'S SHIP

When the immediate danger of a wing of TIE fighters is past, the Rebels may want to determine the status of their ship. Here is what they can figure out using their own skills and equipment.

Checking the Hyperdrive

Any PC may make an average ♦♦ Mechanics check to examine the ship's hyperdrive. Success indicates that the unit is damaged. An easy ♦ Perception check can attribute the damage to the initial collision with the TIE fighter when they first exited hyperspace to meet the *Celestial*. It is apparent that the damage caused the hyperdrive to malfunction and burn out. It cannot be used again without major repairs, and the ship lacks the spare parts to make such repairs. A replacement hyperdrive motivator must be found or built - cannibalizing the motivator they have will find the Rebels short 5 parts: a hypercoil, an influx capacitor, a power coupler, a 4-axial stabilizer, and a realspace compensator.

Checking the Sublight Engines

The sublight engines work. While they cannot be used to get PCs home, these engines do provide maneuverability in this strange environment.

Examining the Nav Computer

An average ♦♦ Astrogation roll allows a PC to gain information from the ship's onboard nav computer. The nav computer plotted a course through hyperspace that the hyperdrive was unable to match. Instead, the damaged hyperdrive unit met with an unknown energy distortion and, with the damage to its compensator, shot

the ship *through* hyperspace and into a dimension beyond. A course can be plotted back, but the ship can travel the course only if the hyperdrive unit is repaired. If asked to determine where the Rebels have ended up, the nav computer uses its semantics circuits to name a place that is not realspace nor hyperspace. The computer will respond with "otherspace."

Attempting a Sensor Sweep

While clouds of charged particles obscure and block detailed sweeps, some knowledge can be gleaned. All sensor operations have a setback die applied. Successful scanning reveals a ship approximately 120 sublight units distant off of the ship's forward right arc, but it is near a particularly dense energy cloud that masks further details.

Using the Subspace Radio

Scanning through the full range of communication bands turns up an almost totally silent galaxy. There is no traffic talk, no warning beacons, no subspace chatter, nothing. The only channel with anything of interest contains a carrier signal on an Alliance frequency. No message comes across the open channel, though. It's as though someone turned on his com unit and then stepped away from the controls. An easy ♦ Astrogation roll allows a PC to follow the signal to its source near the dense cloud picked up on the sensors. Following the signal leads the PC's to "The Nebula."



THE NEBULA

As the Rebels approach the nebula, read the following aloud;

There, against the steel-gray expanse, spins a rainbow nebula. The cloud of swirling colors throws out waves of energy of every type. You notice your ship's instrumentation acting strangely. Readouts randomize and screens blink off and on. The miles-long cloud produces static that obscures your sensor sweeps and limits visual perception. Between the cloud and your ship floats another vessel.

This is the Alliance transport *Celestial*, dead in space. Life support seems minimal. PC's making average ◆◆ Perception rolls notice that several escape pods have been jettisoned but that the cargo racks are still full. The PCs ship can dock with the larger vessel only at the airlock over the engines or at the docking station under the cargo pods. Docking with the *Celestial* requires an average ◆◆ Piloting (Space) roll as the transport is drifting and slightly tumbling, its engines cold and inoperable.

Exploring *Celestial*

The Rebel transport *Celestial* has two upper decks, and rows of cargo pod racks tucked snugly under the hull shell. The only noticeable damage is a dark scorch near the engines. An average ◆◆ Mechanics check allows a PC to recognize that the damage occurred internally. With a hard ◆◆◆ Perception check a PC spots strands hanging from the lower docking platform (Charon webbing). In the odd light of otherspace the strands have a crystalline gleam.

The *Celestial* is a dying ship. It is cold, dark, and its air is stale. Some rooms have no gravity, and emergency lights are all that shine in the dim corridors and chambers. Refer to the ship descriptions below for details as to what the Rebels discover on the *Celestial*.

1. Upper Airlock

One of the two places where the Rebel ship can dock, this standard airlock opens into an upper chamber. The chamber contains a locker, a ship-wide com unit, and a ladder leading down. The locker contains two vac-suits, two medpacs, a glow rod, and a rations kit. The ladder descends to a vestibule.

2. Rec Room

This chamber is dedicated to relaxation and exercise. Gravity gone, the Rebels see a small gym set, a holochess table, and a zee-gee table (a game popular among the Corellian traders) floating about the room.

3. Galley

Inside are scanovens, sonic cleansers, and a storage pantry. This room is strung with Charon webbing. They have taken what few stores were left for testing by their bioscientists. An easy ◆ Perception roll reveals scratches and gouges on the equipment, signs of cursory Charon investigation.

4. The Engine Room

The engine room spans two levels, forming a large open area around the main engines. The gravity here is very weak. A series of catwalks and ladders connect the levels and the various stations, consoles, controls and maintenance ports. Smoke fills the area, and scorched and shattered equipment is evident. PCs making an easy ◆ Mechanics check can learn that something unsynchronized the engines, destroying them and knocking out power to the ship. Without power, the air circulation system, life support, sublight drive, and most computer operations are impossible. Backup batteries provide enough energy to the computers to maintain limited access and data retrieval. The hyperdrive is an unusable, fused hulk. Nothing from this unit is salvageable.

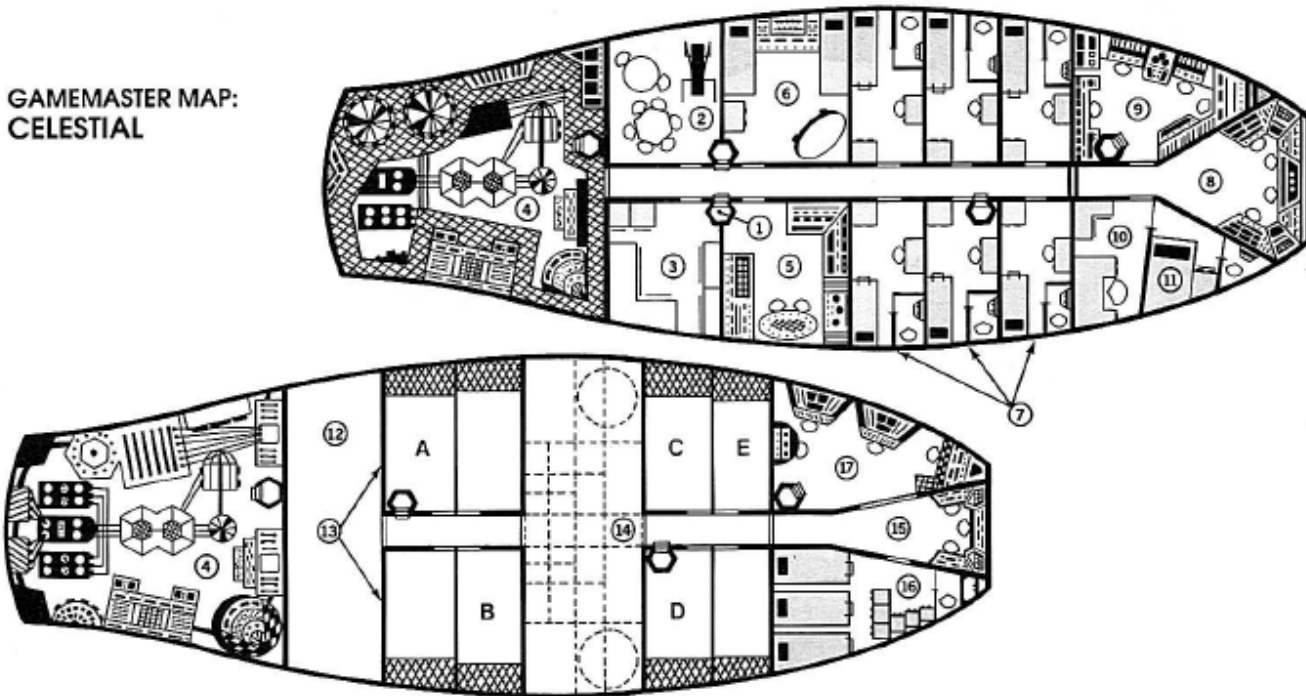
5. Tech Shop

The tech shop features a limited repair station that can also be used to fabricate some machinery. It is useless without ship's power.

6. Medical Bay

This rudimentary medical bay lacks most of the basic comforts. Two beds and a diagnosis computer make up the facilities. PC's searching here find that the ship's small bacta tank has been removed, with

GAMEMASTER MAP: CELESTIAL



claw marks left as evidence of the Charon theft. Most of the storage lockers have been raided, and all have been webbed closed. Cutting through the webbing requires a tool appropriate to cutting, while tearing the webbing would require an average $\blacklozenge\blacklozenge$ Strength check. Inside the lockers are four Medpacs.

7. Crew Quarters

These Spartan chambers feature double bunks, desks, chairs, and storage lockers. A miniature asteroid field of the crew memorabilia spins about the room. Some clothing has been taken, but much remains. With an average $\blacklozenge\blacklozenge$ Perception check, the PC's can uncover two medpacs, a glow rod, a coil of syntherope, a cube of detonate (Mechanics skill, 25 damage, 2 crit, Blast 2, Breach 4, Limited Ammo 1), and a BlasTech DH-17 blaster pistol (AoR pg 173).

8. The Bridge

Through the blasted door to the bridge, the PCs see a deserted room made all the more eerie by blinking instruments and the strange light cast through the viewport by the nebula cloud. Battery power temporarily keeps the monitors and computers operational. An average $\blacklozenge\blacklozenge$ Computer check allows the PC's to back the ship's log. The final log entry pops up as a holographic image, placing transparent figures on the bridge beside the PCs. As the holo-record plays out, read the following:

Ghostly holographic images appear upon the bridge as the ship's final log entry plays back. A thin man in a severe Imperial uniform is visible through an arched doorway near the com station; crew members and a heavily armed Droid stand next to him. "Imperial emergency code three-delta-delta," he says. "This is Grand Moff Ravik. I have taken command of the Rebel vessel Celestial and await pickup by the ISD Relentless. I am broadcasting our coordinates now. Request immediate response as the situation is still fluid."

Ravik's sentence is punctuated by an explosion at the bridge door, blaster fire pouring through the breach. A woman, wearing the rank of Captain, leads the attack. The Droid and nearby crew members fire at the attackers as Ravik moves out of view. A voice crackles from an unseen com: 'Celestial, this is Relentless, We have your signal and [continued next page]

(continued from previous page)

are on our way.”

The Rebel captain glances out the bridge viewport and her face tightens. She then runs to the helm and hits a button. Immediately, the hyperdrive is activated and the ghostly images fade into streaks of light.

The record monitor shows that the ship entered hyperspace cold, without any astrogation calculations. This further depleted the remaining power and ended any additional recording.

As the holorecord fades, the PCs see a new sight through the bridge viewport. A large ship emerges from the swirling cloud of color that fills the steel-gray expanse. It is huge, dark, and alien to all known ship design theories. Around it, orbiting like tiny satellites, are hundreds of smaller ships. Each appears lifeless and dead, as still and cold as the giant craft.

9. Communications Station

This sophisticated com station contains a subspace radio, a subspace monitor, recording controls, and other standard communications equipment. A PC can check the communications record by making an easy ♦ Computer check to discover that the last com transmission was to the ISD *Relentless*.

10. Captain's Office

This well-appointed room contains a desk, chair, and couch. One wall is made of transparisteel, providing a breath taking vista. Data pads and other records here show this to be the office of Captain Alain Gryphon, commander of the transport *Celestial*.

11. Captains Quarters

This stateroom contains a large bed, a private bath area, and a locked storage bin. An average ♦♦ Skullduggery check will open the bin. Inside, the PCs find a data pad with coded information. A hard ♦♦♦ Computer roll breaks data pad's code and reveals Gryphon's mission. She was to pick up a group of Imperial prisoners and prepare the transport for a two-month journey. She was to meet a group of Rebel agents who would take responsibility for and com-

mand of the transport for the duration of the journey, which was to take the on an evasive course to an Alliance safe-world. There the prisoners would be turned over to Alliance authorities, and command of *Celestial* would be returned to Gryphon.

12. Storage

Clothing, sleep gear, food, water, and other essential supplies for the long trip *Celestial* was undertaking drift throughout this chamber.

13. Detainment Cells

These storage rooms have been converted to detainment cells in order to transport the prisoners safely. While not as escape-proof as an Imperial detention block, these sealed chambers are designed to hold most normal prisoners. Unfortunately, without power for the magnetic seals, the doors can be pushed open with little trouble. Each cell is a bare chamber containing a bench/sleeping platform along the far wall. Only five of these cells were occupied: Celis Mott in A, Nothos in B, Ravik in E. Cells C and D still have traces of their recent inhabitants.

Cell C: This cell, once occupied by the Droid EL-434, shows signs of damage. Long scrapes and gashes in the metal walls indicate something with a lot of strength was attempting to escape from the confining chamber.

Cell D: The air of this cell is redolent of a heady scent, with an underlying touch of Togarian belladonna. This was Zardra's cell, and any PC's who met her in "Tatooine Manhunt" will recognize her exotic, deadly scent.

14. Loading Area and Lower Docking Platform

The Charon entered through this platform. Charon warriors immediately set up a defensive position - the hundreds of strands of webbing are the result. Some of the strands are thinner than a man's finger by half; these provide a soak of 2 to targets using it for cover, while others have been braided together to form supporting cables thicker than a wookiee's thigh. These structural supports are tremendously strong and resistant to damage, a direct hit from even the most powerful blaster will only result in a scorch mark and a small divot in the webbing.

The floor of this open area is made up of divided platforms. Sections of the lift can be lowered to the docking platform, or the entire floor can descend to

haul up larger loads; currently webbing binds together all but one of the sections.

A computer access port in one corner shows signs of damage, and a Droid lies nearby. An easy ♦ Mechanics roll shows that its power center was disabled using a low powered laser of some sort. Its programming was altered and its computer access jack has suffered a power feedback surge that melted the Droid's circuits. An average ♦♦ Mechanics check is required to get the operable, and even then it is only able to speak for a few seconds before utterly failing. It repeats back its last programming, "Find computer access port. Plug in. Relay signal to power cells to fire simultaneously." The Droid then shudders, and its memory circuits short out.

The lower docking platform is surrounded by five escape pod berths. Four of these are empty. Should the PCs want to use the last life pod, they have to free it from the criss-cross of webbing which secures it to the floor. To do so, the PCs will have to use cutting tools and spend an hour of time.

15. Guard Station

This control room contains detainment cell monitors and other security equipment. There are four dead guards here. The Charon have taken two others as samples, and a PC making an average ♦♦ Perception check can see that two bodies were dragged from here. A PC making an easy ♦ Computer check can access the prisoner roster. The following information scrolls across the monitor. "Prisoners: Extremely Dangerous: Grand Moff Ravik; Imperial District Commander Bane Nothos; assassin Droid designation EL-434; bounty hunter Zardra; Nanth'ri pirate leader Celis Mott."

16. Guards' Quarters

Six bunks and six storage bins are all that make up this chamber. Nothing of interest can be found in the personal effects.

17. Sensor Suite Station

An open archway leads from the guard station to this area, and a ladder ascends up to the communications station. Charon cannibalization has made this equipment unusable.

THE NEXT STEP

Before the Rebels travel to the *Desolate*, present the cut-away section below.

Cut Away to the *Desolate*

EXTERIOR: SWIRLING NEBULA: *The camera pans across the expanse of color and drifting mist that makes up the swirling nebula. It moves closer, passing drifting ships that have become nothing more than space debris, to settle upon the huge, dark ship that emerges from the nebula cloud. Alien in design, the ship appears as just another dead wreck in the galactic sea of otherspace.*

Then, without warning, eerie lights begin to flick on. The dead ship begins to stir ...

Wipe to ...

INTERIOR: REBEL TRANSPORT *CELESTIAL*: *A small group of Rebels prepare themselves for the unknown.*

EPISODE 3: DESOLATE AWAITS

This episode takes the Rebel PCs through the sea of abandoned starships and into the alien craft *Desolate*. On the first level of the giant vessel they explore *Desolate*'s strange architecture and technology, discover the fate of Captain Gryphon, battle the pirate Celis Mott, and experience the mind-altering effects of "death mist."

THE SEA OF DEAD SHIPS

The approach to *Desolate* takes the PCs through the myriad wrecked spacecraft orbiting the alien ship. Read aloud:

You maneuver your ship through an armada of derelict craft. The scene reminds you of a busy spaceport with one important difference - the silence. These vessels are deathly quiet. No subspace chatter fills the void, no engines flare to adjust courses, no running lights glow warmly on these empty hulks. There floats a star tug, there a freighter spins wildly, and there, beyond the blast boats and cruisers and transports, awaits the largest of these desolate vessels. As you watch, strange domes on each end of the unusually designed craft begin to glow with an otherworldly light.

The wrecked ships loosely orbit the giant craft. As the PC's ship gets closer, the congestion thickens. The pilot must make three average **◆◆** Piloting (Space) checks to successfully navigate the wreck, with a number of setback dice increasing each check (0 for the first up to 2 for the third). Every failed roll indicates a minor collision with a wreck (see AoR page 256 for rules regarding collisions). Should the pilot generate 2 or more threat on the roll, however, treat this as a major collision instead.

Entering a Wreck

If the PCs wish to investigate any of the abandoned ships, they must make an additional piloting check with two setback dice to approach a wreck, and then an additional average **◆◆** Piloting (Space) check to dock with the wildly spinning wreck. A failed roll on this docking check indicates a minor collision and the wreck will careen into the debris cloud, resulting in the PC's having to start from scratch with their approach.

Inside the wrecks, the PCs find similarities between these ships and the *Celestial*. The vessels were all deserted quickly, and only essentials have been taken. Strange strands of the same sticky webbing can be found, most frequently in medical and engineering sections. In the engine room, the PCs discover that the engines - specifically the hyperdrives - have all sustained damage. Moreover, the equipment has been torn apart and major pieces of machinery are missing.

ENTERING THE DESOLATE

There are four obvious entry points on the *Desolate*'s exterior. These openings are evenly spaced along the outer hull, each near a concentration of patchwork wrecks. One opening contains the four crashed escape pods from *Celestial*, and the details that follow assume this to be the entry point the PC's choose to use. If they opt for a different entry point, adjust the descriptions accordingly.

The cave-like opening looms before you as you guide your ship towards the massive vessel. The opening is big enough for your ship to enter, and the area inside is suitable for landing. You pass through the cave mouth and meet resistance. A transparent membrane of some sort covers the opening, but your ship passes through it unharmed.

The membrane maintains the vessel's atmosphere. Ships may pass through it, as the membrane automatically seals itself when breached. Inside the cave is a large, flat landing deck within a rocky pod. An opening in the pod wall leads further into *Desolate's* depths, but the ship cannot fit through this passage.

If the PCs land in the same area as the escape pods, they can tell all of the escape pods arrived intact. The atmosphere within *Desolate* is thick and wet, but breathable by the PCs. They do not need breath masks or vac suits (unless they already do in normal environments).

The PCs find a common shipboard pet wobbling about the cave. An easy ♦ Xenology check reveals this to be an Adoris Feline, a small catlike animal favored by many freighter and long hauler crews, but something is wrong. A force user using the Sense basic power will detect no life within the creature. In fact, the feline registers as a total absence of the Force. An easy ♦ Medicine check will reveal that while the creature mimics life functions, it has been altered and is no longer alive. Most of the nerve cells are destroyed, some replaced with micromechanical switches, circuits and fibers.

PLATFORM ONE

The Connecting Ramp

Another nearly-invisible membrane stretches across the portal that leads further into the *Desolate*. The PCs can feel it reseal itself as they pass through it. On the other side of the membrane, a long, three-meter wide ramp stretches from the entry pod to a series of platforms that appear to float within the inner cavity. Thin tubes of light extend in all directions, connecting the central power core with the cavity walls. Far below the ramp, barely discernable in the deep gloom, is a thick, red mist. The ramp leads to platform one and the great hall.

The Great Hall

This irregularly shaped chamber features a wide, open area nestled between three-meter tall organic rock walls. The smooth floor is engraved with an unknown star map overlain with a constricting web pattern.

The Growing Chamber

This large area, built around the pulsing power core, is filled with pods that grow from the chamber's floor and walls. These pods have stony peels and thorny tendrils that form canopied paths between the irregularly spaced rows. Force users utilizing the Sense basic power will detect no life within these growths (see "Desolate and the Force").

The hard outer peels can be broken to reveal a thick, yellow paste that bubbles out of the breached pods. Near the power core, broken pods are scattered everywhere. The paste from these pods forms pools around the core. Thin tendrils twist and wind from the core into the pools, sucking the paste back into the pulsing column.

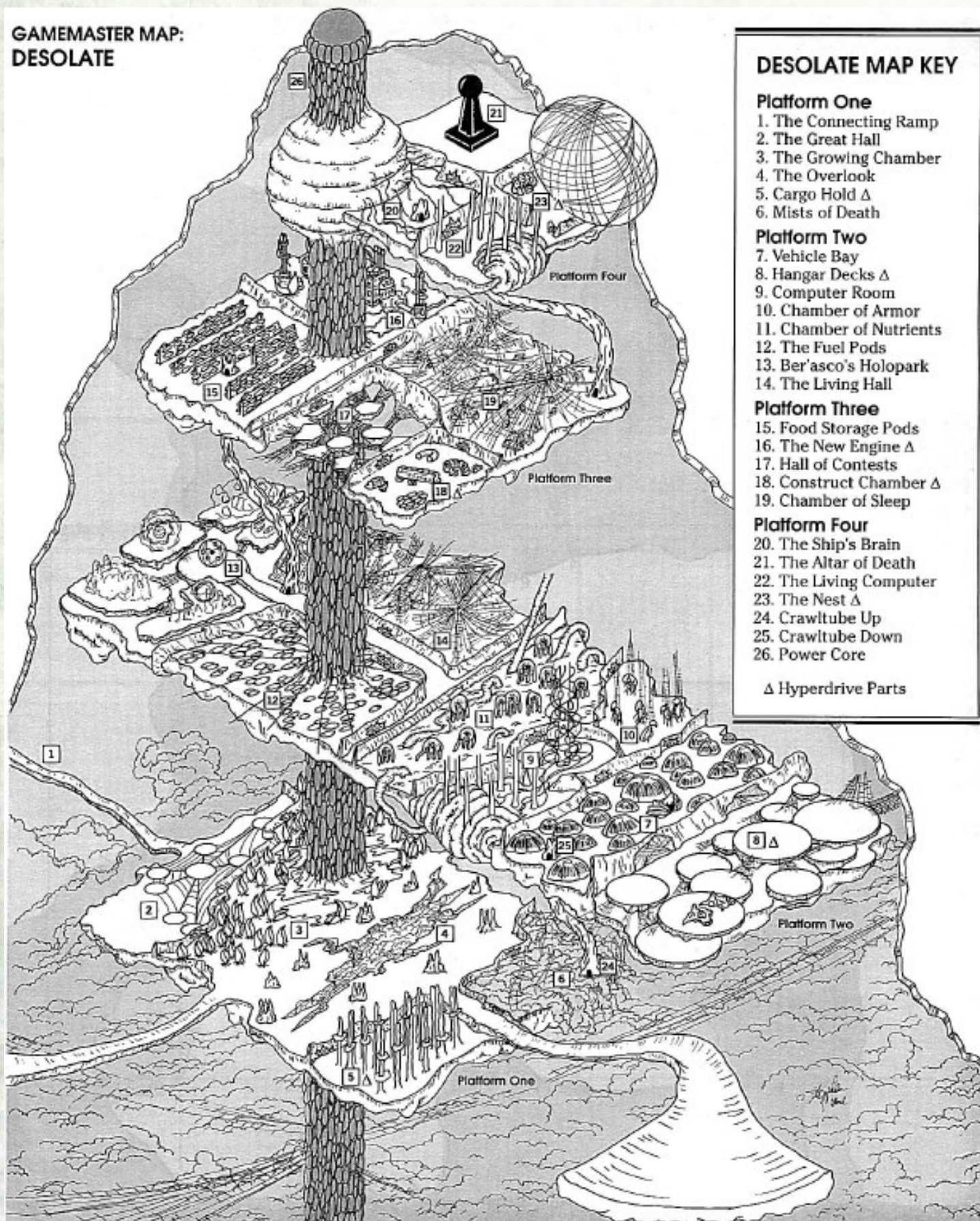
Desolate and The Force

Force using player characters find the alien ship disturbing. The Charon have taken what was once a living being and removed the living spark. Now it is nothing more than an automaton whose very existence disturbs the natural order.

Those characters sensitive to the Force fell uneasy as they wander through the craft. The deeper into the craft they go, the worse the feelings get. Here is something that is dead, yet it has not been allowed to die. That is not the way of nature, and the resulting disturbance in the Force is almost painful to sensitive PCs.

Desolate itself registers as an actual absence of Force. Like a black hole, the craft sucks in Force but does not return any of the energy that binds all living things together. It is an abomination that goes against all Force training.

**GAMEMASTER MAP:
DESOLATE**



DESOLATE MAP KEY

Platform One

1. The Connecting Ramp
2. The Great Hall
3. The Growing Chamber
4. The Overlook
5. Cargo Hold Δ
6. Mists of Death

Platform Two

7. Vehicle Bay
8. Hangar Decks Δ
9. Computer Room
10. Chamber of Armor
11. Chamber of Nutrients
12. The Fuel Pods
13. Ber'asco's Holopark
14. The Living Hall

Platform Three

15. Food Storage Pods
16. The New Engine Δ
17. Hall of Contests
18. Construct Chamber Δ
19. Chamber of Sleep

Platform Four

20. The Ship's Brain
21. The Altar of Death
22. The Living Computer
23. The Nest Δ
24. Crawltube Up
25. Crawltube Down
26. Power Core

Δ Hyperdrive Parts

Event One: The Fate of Captain Gryphon

As the PCs explore the growing chamber, read;

The area ahead has been disturbed. Tendrils and pods have been crushed by reckless passage, and others show deep scarring from blaster fire. Scraps of torn cloth hang from thorny roots. A blaster lies discarded to one edge of the path, and more of the weblike material covers specific patches.

After some moments of examining this site of conflict, the PCs hear a low moan. It comes from a thick clump of overgrowth a few meters of the path, where a mortally wounded Captain Alain Gryphon lies. An easy ♦ Medicine check reveals that she has suffered grievous injuries from sharp, poisoned claws. She doesn't have long to live.

An average ♦♦ Medicine roll or a use of the basic Heal force power can alleviate some of her pain and make her coherent enough to speak. In a weak voice, she will say;

"This mission hasn't gone so well, has it friends? My crew? Did you save my crew? The shadows stalked us from the moment we entered this abomination. We took precautions, but it's hard to see shadows in the dark. And their bite! A shadow dragged off Conners, and then the darkness itself attacked. Ravik and the others ran, leaving me and my men to fight alone. But you can't fight shadows, not in the dark....."

Captain Gryphon shudders as the poison finishes her. No trace of the rest of her crew, Ravik or the "attacking shadows" can be found in this area.

The Overlook

The growing chamber gives way to an area that overlooks the ships lower cavity. Upon arriving, read

following;

The growing paths lead to a flat expanse. Some jagged rocks rise from the chamber floor, but these are not tall and do little to alter the stark contrast between this area and the overgrown one you just left. But the stony floor is not perfect. A large, gaping hole fills the middle of the chamber floor, and great cracks run from it to create canyons that fall deeper into the craft. Glowing light spills from the cracks, painting the chamber an arterial red.

The lower cavity can be seen if the PCs get close enough to either a crack or the large hole. Looking into these pits reveals an area filled with clouds of blood-red mist. A membrane separates the lower area from the rest of the cavity. Periodically, thick clouds of red bubble up through the barrier to send wisps of death mist into the upper area. Every so often the swirling mists part to show the pulsing, interconnected roots of the power core.

Event Two: The Mad Pirate

Celis Mott, scourge of the Nanth'ri space route, has gone mad. The first Charon attack drove him into a swirl of red mist which made him insane. He vacillates between the cunning cutthroat he is and the dashing pirate he believes himself to be.

Mott has claimed the overlook as his territory, along with three equally-mad members of *Celestial's* crew now serving as loyal henchmen. When the PCs enter this area, Mott sees them alternately as loyal crewmen to be commanded with braggadocio and Rebels to be looted and then sold to Imperials.

Mott starts this meeting in "shrewd cutthroat mode," ambushing the Rebels with hopes of plunder. The pirate and his three assistants attack the PCs from behind jagged rocks, firing warning shots and calling for them to throw down their weapons and supplies. The rocks provide exceptional cover, adding +2 ranged defense to Mott and his minions. If the PC's comply with his requests, he sends his men out

out to collect their belonging. Before his minions can reach the PCs however, Mott switches to “dashing pirate mode.”

In “dashing pirate mode” Mott is amiable and apologetic for not having recognized the Rebels sooner - they are obviously loyal pirates in his crew! Mott tries to calm the Rebels, reacting with jocular patience to even blaster fire from the PCs (after all, he accidentally opened fire on them first, and no true pirate would take sort of thing quietly). During this event, Celis Mott switches between “shrewd cutthroat mode” and “dashing pirate mode” as many times as you can get away with.

Celis Mott hasn’t been exposed to enough red mist to kill him, but he won’t be free of its effects in time to matter. If the PCs knock him unconscious, he awakens back to normal and agrees to help them until they no longer serve his purposes. If they kill him and check his body, an average ♦♦ Medicine check will reveal he has nerve damage, but not to the extent as that suffered by Captain Gryphon.

After the scene with Mott, read “Cut-Away to Ber’asco.”

Celis Mott (Rival)



Skills: Charm 3, Deception 3, Melee 2, Perception 1, Ranged (Light) 2, Skulduggery 2, Stealth 3, Vigilance 1.

Talents: Adversary 1 (upgrade difficulty of all combat checks against this target once), Stalker 2 (add to all Coordination and Stealth checks).

Abilities: None.

Equipment: Light blaster pistol (Ranged [Light]; Damage 5; Critical 4; Range [Medium]; Stun setting), vibroknife (Melee; Damage 3; Critical 2; Range [Engaged]; Pierce 2, Vicious 1), reinforced blast vest (+2 soak), encrypted comlink, cybernetic right arm, left eye, and right leg.

Celestial Crew “Pirates” (Minions)



Skills (groups only): Cool, Ranged (Heavy) or Ranged (Light).

Talents: None.

Abilities: None.

Equipment: Heavy blaster pistol (Ranged [Light]; Damage 7; Critical 3; Range [Medium]; Stun setting) or blaster carbine (Ranged [Heavy]; Damage 9; Critical 3; Range [Medium]; Stun setting), vibroknife (Melee; Damage 3; Critical 2; Range [Engaged]; Pierce 2, Vicious 1), padded armor (+2 soak).

Cargo Hold

This chamber serves as a cargo hold for the Char-on ship. Remnants of equipment from the many vessels stranded in otherspace have been stored here for use by *Desolate’s* crew. Read the following out loud when the Rebels enter this area;

Cut Away to Ber’asco

INTERIOR: THE ALIEN CRAFT:

Strands of webbing reluctantly part as the camera gains speed. Soon it passes openings quickly, giving you brief glimpses of shadowy movement. Weird light begins to spring on off-camera, just out of sight, causing the barely-seen shadows to move faster.

A passage opens and the camera turns, traveling up through a vertical tube, up to a higher level of the ship. Then, abruptly, the camera stops.

The scene is dark, yet the light of otherspace filters in from somewhere above. Undefined shapes loom in the blackness, barely visible in the dim light. The scene gets brighter, the shapes become clearer, more distinct, but before you can focus on any particular thing, a shadow snaps into the frame and a multitude of alien eyes look directly at you.

“The illness has returned, my children,” whispers a frightening voice. “Let us cure it.”

Wipe to ...

INTERIOR: THE ALIEN CRAFT: A small group of Rebels continue to explore.

Within this odd-shaped chamber, dividing columns rise to a ceiling some 20 meters overhead. The columns are long and thin, made from the rocky material used throughout the ship. Stuck into the column are thousands of hexagonal pods, jutting out at various angles to form canopies above the narrow spaces between the column rows.

As the Charon are not familiar with much of the technology used by the Empire and Alliance, many useful items can be found in this chamber.

If the PCs search the pods, allow them to find items that could prove useful but do not provide a unique advantage. They may find syntherope, glow rods, power shovels and protective vests, but not explosives, weapons or complete hyperdrives, but the PCs do find one important piece they need to repair their own hyperdrive unit. They find a brand new hypercoil, one of the five components that make up a hyperdrive motivator.

Mists of Death

When the PCs reach this area, they meet a more resistant membrane. They must make easy ♦ Strength checks to pass through this doorway, or slice open the transparent covering with an appropriate cutting tool. Blasters can only poke holes in the membrane, and these repair themselves immediately.

Once the PCs are through the membrane, read;

Wisps of red mist hang low in this chamber, obscuring the floor and making it difficult to judge distance and size. Clouds of the crimson fog float freely, hiding and revealing other areas as they drift by. In the distance you occasionally catch a glimpse of a tube-like column rising into the ceiling, but the drifting fog encloses it before you can determine more details.

The red mist is the Charon “death mist.” It is their primary tool in their mission to eradicate life from the universe. In small doses it causes pain, madness,

and hallucinations as it first attacks the nerve cells in the brain. Larger doses lead to death.

Event Three: The Death Mist Cards

Within the death mist, the PCs must fight off the affects of minimal exposure to the gas. Even breath masks offer little protection, as the mist clings to exposed flesh and enters a person’s system through pores. Only a sealed vac suit provides complete protection, and a PC wearing one crosses the chamber with no problem.

In the mist, even PCs close to each other feel separated and alone as visibility constantly shifts and worsens. Each PC must make three consecutive Willpower checks to cross the room. The first begins as an easy ♦ check, the second is average ♦♦ and the final is hard ♦♦♦ - if any roll is less than the needed number, the mists effects manifest in frightening hallucinations. Additionally, all threats rolled during these checks apply twice the strain they normally would!

Locate the “Red Mist Cards” on the following page. When a player fails a roll to cross the room, hand the player a “Red Mist Card.” He or she must read the card in secret. Leave that player in suspense as the other PCs continue on. Once all players have either reached the crawl tube or have been given a card, move on to the next section and apply the appropriate effects in the box below;

Roll Failed	Effect
Easy	Reduce Willpower by 1
Average	As above, but also reduce Brawn by 1
Hard	As above, but also reduce Presence by 1

The Way Up

Once the PCs have all made it to the crawl tube (or read their Red Mist Card) read the following;

The frightening images fade as clouds of mist part to reveal a column that rises into the ceiling high above. There is an opening in the column which leads into a hollow tube.

This is a crawl tube. The hollow tube leads up to the second level of the ship. The handholds lining the tube walls are too wide for humans to use comfortably, and are thin and deep.

Red Mist Scene Cards

Gamemaster's note: When a player's character is overcome by the red mist, hand the player a "Red Mist Card." After the player describes the scene to the other players, return to episode three for more information.



Red Mist Card #1

Describe this scene to the other players through your character's eyes, then wait for instructions.

The mist ahead parts and you see the others from your group. They are laughing and joking, full of life and vitality. You hate them! Don't they realize the futility of it all? Only death awaits you within this desolate place. The image fills your mind, and you long for the peace and security of the Final Jump. Life has become too stressful, too random. It must be destroyed. You reach for your blaster, ready to extinguish the curse of life from the others.



Red Mist Card #4

Describe this scene to the other players through your character's eyes, then wait for instructions.

You wander within the deep red mist, feeling alone and separated. Strange sounds echo around you, bouncing through the crimson tendrils. You can see dark shapes begin to form in the fog. For a moment you think they are your fellow Rebels, but then the shapes become more pronounced, more definite. They are alien, insectlike shapes that seem to change in the swirling fog. Then, like flitting shadows, they begin to move, darting through the mist toward you.



Red Mist Card #2

Describe this scene to the other players through your character's eyes, then wait for instructions.

Through the swirling tendrils of mist you see a tall, black monolith. The smooth stone absorbs all light, all heat, all life into its shadowy depths. It calls to you, silently beckoning you to step forward. You refuse, holding your ground in this fog-filled terrain. Then the monolith begins to grow, its dark outline coming closer and closer. You turn to flee, but the spreading darkness engulfs you, wrapping around you like the cold of eternal night.



Red Mist Card #5

Describe this scene to the other players through your character's eyes, then wait for instructions.

Ahead of you, through the billowing clouds of red, lies a pile of strange objects. Pushing past the clinging tendrils of fog, you see large pods scattered across the floor. You can see a shape within each pod, and your curiosity forces you closer. Suddenly you are surrounded by hundreds of pods. Those nearest you crack open, spilling bodies onto the floor. You try not to look, but you know who these bodies are — they are your friends.



Red Mist Card #3

Describe this scene to the other players through your character's eyes, then wait for instructions.

You move forward, wading through the crimson mist to find an exit from this chamber. Each step becomes more difficult, however. The tendrils of fog cling to you, pulling at your limbs and hindering your movements. Like webbing, the mist wraps around you. It covers your weapons and equipment, binding them in place. Soon the red mist is so thick that you cannot move at all, cannot see, cannot breathe. Then something begins to drag you down.



Red Mist Card #6

Describe this scene to the other players through your character's eyes, then wait for instructions.

Shadows dart around you, obscured by the crimson mist. Dark shapes swirl in the thickening fog, silently stalking you. You continue through the chamber as sounds start to assault you. Something scrapes across the stonelike floor to your right, quickly joined by a symphony of scraping sounds. The scraping intensifies, getting louder and louder as the increasing number of shadows turns the crimson fog black. Then, all at once, the sounds stop.

EPISODE 4: HEART OF DARKNESS

Desolate's second level is more challenging for the Rebels, who are suffering from exposure to the death mist. They also learn more about the alien ship and its crew, and meet Bane Nothos.

PLATFORM TWO

Vehicle Bay

The crawl tube leads up to a cavernous, hilly area - hills which are actually huge, translucent pods. Dark shapes can be seen within them. One pod is split open, but nothing remains within the hollow shell.

An easy ♦ Perception check allows a PC to discover a small, round protrusion on each pod. A slit run across the protrusion, forming a pocket. If anyone reaches into these pockets, they can feel three knobby growths. An average ♦♦ Piloting (Any may be used) roll lets the PC manipulate the knobs and open the pod. Read;

The pod splits open, each side falling away with a wet, sticky sound. Within the moist interior you see an alien construct of some sort. It looks more grown than built, as though its genetic material was manipulated to form unnatural shapes for some unknown purpose.

An average ♦♦ Piloting (Space) check lets a PC determine that these constructs are ships. The technology leans more toward the biosciences than actual engineering. The ships appear to hold crews of two, like Starfighters, but do not appear to use anything remotely equivalent to hyperdrive technology.

The PCs can figure out how to operate the Charon ships only on formidable ♦♦♦♦ Piloting (Space) check. None of these ships have been used in a very long time.

Three portals lead out of the vehicle bay, one small opening exits toward the computer room, while two large openings exit into the hanger decks.

Hanger Decks

Beyond the vehicle pods, through two large openings covered by more of the membranous material, are the domed hanger decks. These flat, circular platforms lie beneath rocky domes that can be opened to provide access to otherspace. Several alien ships rest upon one of the decks. One is the same as the ships stored in the vehicle pods, and was recently within the pod the PCs found split open.

If the Rebels examine the ship they can tell the craft was used not too long ago. The engine area, which resembles the power core within *Desolate*, is still warm. Web strands cling to the interior of the vessel, and stored within the webs is a power coupler whose markings identify it as having come from *Celestial's* engines. This is another necessary piece for rebuilding the PC's hyperdrive motivator.

Computer Room

The computer room is two connecting chambers. Within the smaller, circular room are pulsing, fibrous coils that surround a central pillar. The pillar is covered with monitors and screens in the shape of insectoid eyes. Most of these eyes remain dead and lifeless, covered in a thin layer of membranous material. Others glow with alien writing that flashes across their convex surfaces. Some show scenes outside the ship, monitoring the derelict vessels.

The connecting room contains thick, translucent tubes that stretch from floor to ceiling. Dull colored liquids bubble through these tubes, feeding the once-living brain cells that operate the computers. The Rebels cannot understand the language which plays across the strange screens nor can they figure out a way to access these alien computers.

Chamber of Armor

Set off from the vehicle bay is a room containing examples of Charon bioscience at its best—Charon battle armor. Made from the same organic stone used throughout *Desolate*, battle armor is powerful and deadly.

Event Four: Charon Attack

As the PCs enter the chamber of armor, describe the large, alien forms. Made of the organic rock, the suits appear to be alive even though they aren't moving. The dark interior heightens the tension of the scene. Then, one of the suits moves. Read:

The dark forms tower over you, giant figures that look as though they might move at any second. The stillness and quiet hands ominously as you enter the chamber. Somewhere off to your right you hear a small, scraping sound. One of the large shapes turns, and an alien scream shatters the quiet as the shape moves towards you.

Charon Battle Armor (Nemesis)



Skills: Coercion 3, Computers 4, Gunnery 5, Mechanics 3, Melee 3, Ranged (Heavy) 5, Ranged (Light) 5, Piloting (Planetary) 3, Piloting (Space) 3, Vigilance 2.

Talents: Adversary 2 (upgrade difficulty of all combat checks against this target twice), Barrage 3 (add 3 to the damage of all Gunnery and Ranged attacks at medium or long range), Point Blank 3 (add 3 damage to all Ranged (Heavy) and Ranged (Light) attacks made at short or engaged range).

Abilities: None.

Equipment: Missile tube (Gunnery; Damage 20; Critical 2; Range [Extreme]; Blast 10, Cumbersome 3, Guided 3, Breach 1, Prepare 1, Limited Ammo 6), plasma shell assault cannon (Gunnery; Damage 10; Critical 2; Range [Long]; Auto-fire, Breach 1, Concussive 1, Cumbersome 4, Inaccurate 1), power armor (+2 soak, +1 defense), jetpack, internal comlink.

A Charon warrior has entered a suit of battle armor and decided to eliminate these dreadful living creatures. Within the suit, the warrior feels supremely confident and may make tactical mistakes while battling the PCs (even you feel they are being overwhelmed). Once the suit is incapacitated, the Charon flees into the darkness, giving the Rebels only a

glimpse of their enemies.

There are six suits of armor, each designed to fit and be controlled by the Charon. A PC can operate the suit if he makes a daunting **◆◆◆◆** Xenology check. As the suits are not built for non-Charon bodies, a setback die is added to all rolls while in the suit. While in the suit, a PC is considered to be in a full environmental protection suit, and furthermore is immune to Charon poison and death mist until the suit takes enough damage to defeat it.

Chamber of Nutrients

Even though *Desolate* is not alive in the normal sense, it maintains organic systems. For this reason, parts of the ship need nutrients for power and material conversion. This large chamber is the main nutrient processing facility aboard the ship. When the Rebels enter this area, read:

Another membrane gives way to a large chamber that appears to be a storage tank of some sort. Completely sealed except for the membranous openings on each end of the tank, a thick green paste covers the bottom of this chamber. Translucent tubes run everywhere, distributing the paste to other parts of the ship as well as dumping more into the room. Large yellow floating globs drift lazily around the chamber.

The PCs must cross this chamber to proceed further into *Desolate*. The paste rises almost a meter high, and the PCs must wade through it to reach the exit. Currents created by the distribution tubes make footing treacherous. Four easy **◆** Agility checks are needed to cross without incident. A failure means that the PC has slipped. Slipping is not dangerous, but falling into the gooey paste is annoying, and makes things more difficult. A single setback die is added to future rolls to finish crossing for each failed rolled up two setback dice. After two setback dice, upgrade a setback die to a difficulty die for each further failed roll.

After the first round of movement, go to event five.

Event Five: Waste Conversion

After the Rebels have made their first Agility check, read:

The warm paste pulls at you as you wade across the chamber. You notice the floating globs again, because a few of them have drifted closer. Long tendrils unravel from the bottom of the globs, ending in spiky balls that sway menacingly.

These globs function as waste removal units. They attach their tendrils to foreign matter and drag it up to their hollow bodies where acids convert it into usable paste. As Rebels are not normally within the nutrient chamber, the globs treat them as foreign matter. No more than one glob attacks a PC at one time. Once the PCs cross the chamber, the globs stop attacking. There are over 40 minion groups of globs.

Floating Globs (Minion)



Skills (groups only): Brawl

Talents: None.

Abilities: None.

Equipment: Tentacles (Brawl; Damage 5; Critical 4; Range [Engaged]; Ensnare 4, Knockdown).



The Fuel Pods

Long, thin pods fill this chamber that surrounds part of the power core. Thin fibers stretch from the core to the walls of the room, running directly above the pods. The pods glow with energy and every few moments one explodes, sending streams of power along the fibers into the core.

Rebels in this area must make average ♦♦ Agility rolls to avoid being caught in an explosion. Those that fail take 10 stun damage. These pods can be removed for use as bombs, but as they explode at random intervals, this may not work out very well.

Ber'asco's Holopark

This area is made up of five flat platforms surrounding a circular display. The display is a holographic representation of an unknown galaxy, a galaxy with an absence of stars at its very center. PCs making an easy ♦ Astrogation check recognize the void in the center to be a black hole of unprecedented proportions. The display is set at a speed about one billion times faster than real time.

This is just the centerpiece of this display. As the PCs wander from platform to platform the following images snap on.

The first shows a civilization inhabited by a spider like race. The planet orbits a star that is slowly being pulled apart by a black hole. As the civilization grows beneath this frightening spectacle, it turns to embrace the black hole as a powerful god that is eating its source of life.

The second platform shows the rise of a powerful cult upon this dying world. Instead of working to save the star and its planets, the cult calls for worship of everything the black hole represents - an end to existence, nothingness, and death.

The third platform details the cult's leader, an armored spider-bring who oversees the construction of an armada of crude spacecraft. Within the spacecraft are tanks of red mist. With these items, the cult leader makes his first sacrifice to his cruel god - he releases the mist over the planet and the people die in madness and pain.

The fourth platform shows the deaths of numerous other worlds, each flipping by at amazing speed. The spider beings incorporate the technology of each dead world into their growing armada. Then the

images freeze upon a fleet of vessels much like *Desolate*, only these ships are vibrantly alive instead of dead and shadowy. The view zooms to a single craft, with spider-beings crawling upon its surface, using weird instruments to inject material into the ship. Then the scene speeds up again, and as the Rebels watch, the ship decays and deteriorates before their eyes. Its change to *Desolate* is complete, the ship and the scene blinks out.

The final platform shows *Desolate* crossing countless galaxies, leaving nothing but darkness behind it. The holoscreens fade, leaving only the void display to continue its destruction of the universe.

The Living Hall

The Charon use this large hall as a common room. Webbing stretches everywhere, forming a canopy overhead where the Charon can hide and rest. Event six takes place when the Rebels enter this area.

Event Six: Bane Nothos Appears

Grand Moff Ravik is a master of manipulation. Since most of the group from *Celestial* was either captured or killed, it fell to Ravik and Bane Nothos to vie for command of those remaining. The bounty hunters wanted nothing to do with the military men and went off on their own. Ravik slowly eroded Nothos' command until the Grand Moff was in control of the remaining crew; Bane Nothos soon fell in line. As Ravik made overtures to the Charon, he instructed Nothos to remain behind and prevent any interference, although the trouble he expected was from the bounty hunters rather than the Rebels.

Nothos sees the PCs as a tactical problem to be solved. If he recognizes these Rebels from the *Strike Force: Shantipole* adventure he will be looking for a chance to avenge his defeat. When the Rebels enter the living hall, read:

Webbing presses down from above, and you are certain that something up there is watching you. Scuttling sounds overhead confirm your fears, but before you can act an authoritative voice calls out. "Members of the Galactic Empire. Throw down your weapons in the name of Bane Nothos!"

Whether the Rebels comply or not, four Charon warriors drop from above. They wield no weapons but their own deadly claws. From the shadows 20 meters away Nothos tries to convince the Rebels to surrender. He will stress the need for "new soldiers in this new era," but will refuse to elaborate except in cryptic ways.

If the Rebels do not agree to join him, Nothos orders the Charon to destroy them. The four warriors battle to the death. Nothos may not use his Tactical Direction ability on the Charon warriors as he does not understand their tactics or their language well enough to coordinate his efforts with theirs; what little he knows of the aliens is what Ravik taught him in a very hectic time. During the contest, Nothos pulls a thermal detonator from his belt and moves forward. If any PC blasts him before he can toss it, the detonator smashes to the floor near Nothos' feet and explodes, sending chunks of the floor cascading down to the lower level. The Imperial falls through the hole along with the debris and webbing, disappearing from sight.

Commander Bane Nothos (Rival)



Skills: Discipline 3, Knowledge (Warfare) 2, Ranged (Light) 2, Vigilance 2.

Talents: Adversary 1 (upgrade difficulty of all combat checks against this target once).

Abilities: Tactical Direction (may perform a maneuver to direct one Imperial Army minion group within medium range; the group may perform an immediate free maneuver or add to its next check), Overwhelming Fire (may perform a maneuver to direct one Imperial Army minion group within medium range; the group may perform an immediate free combat check action).

Equipment: Blaster pistol (Ranged [Light]; Damage 6; Critical 3; Range [Medium]; Stun setting), officer uniform (+1 soak), long range comlink.

Charon Warriors (Minion)



3	3	2	2	3	1
BRAWN	AGILITY	INTELLECT	CUNNING	WILLPOWER	PRESENCE
SOAK (HEALTH)		HP (DAMAGE)		ARM OFFENSE	
5		5		0 0	

Skills (group only): Brawl.

Talents: None.

Abilities: Cunning Ambusher (opponents add ■ to Initiative checks). Neurotoxin (If a target is successfully hit by the Charon's melee attacks (whether or not he suffers damage), the target must make an **Average (◆◆) Resilience check**. The target suffers 5 wounds if he fails, plus 1 strain per ☉. ☉ means the target must check against the poison again at the start of his next turn).

Equipment: Claws (Brawl; Damage 2; Critical 4; Range [Engaged]; Pierce 5). Mandibles (Brawl; Damage 2; Critical 3; Range [Engaged]; Pierce 2).

The Crawltube

In the corridor between the living hall and the fuel pods is a crawl tube up.

EPISODE 5: THE GREAT CONTEST

Three events spur this episode. First, the Rebels discover what befell the crews of the many derelict ships that orbit *Desolate*. Then they battle undead constructs in a contest staged by the Charon bioscientists. Finally, the Rebels witness the great awakening as the Charon warriors answer their prophet's call.

PLATFORM THREE

As the PCs arrive on this level, the effects of the death mist (if any) wear off. The PCs are back to their old selves.

Food Storage Pods

The crawl tube from level two deposits the Rebels inside a cool, moist area. Like the cargo hold on level one, this room has pods connected to dividing walls, forming stacks of stored items. What is being stored here is not spare machinery, however, but the crews from all the wrecked ships. Read:

Thousands of pods are stacked high in this chamber, attached to tall dividing walls. The air is cool in here, and you can see your breath as you walk around. Within the pods you see familiar shapes, but you cannot quite identify them through the translucent shells.

If the pods are opened, the PCs find the crews from the wrecked ships. Humans, Wookies, and aliens of types are stacked beside each other in this chamber. An easy ♦ Medicine check allows a PC to examine one of the bodies. While the person isn't technically dead, enough toxin has been administered to destroy most nerve tissue in much in the brain.

As the Rebels watch, long tendrils drop from the ceiling and attach to one of the pods. They rip the pod free from the dividing wall and carry it towards the power core. Just as the pod reaches the core, the core opens to accept the pod - occupant and all.

The PC's cannot revive any of these people. If they continue to search, they find 10 crewmen from *Celestial*.

The New Engine

Beside the power column is a room where a Charon experiment is underway. Here, the bioscientists are working to combine the mechanical technology of the derelict ships with the organic technology of the *Desolate*. Read:

An unsettling conglomeration of metal and organic material has been constructed in this chamber. Recognizable ship parts have been combined with the alien organic technology to create a hybrid of the two. The entire works connects to the power core, forming an instrument of unknown design and purpose.

An average ♦♦ Mechanics check will reveal to a PC that this is an alien version of a hyperdrive engine. It is near completion and should soon be in working order.

If the PCs search the chamber, they find a useful 4-axial stabilizer within the hybrid mess. This is yet another one of the pieces needed to rebuild the hyperdrive motivator.

The Hall of Contests

A membrane-covered portal leads into this strange room. There is no floor, just small oddly-shaped platforms that hang suspended across the hall. Each platform connects to another via short, fragile looking web bridges. Here, the Charon bioscientists conduct their favorite experiment; they pit living specimens against their constructs to learn how to improve their own creations!

Crossing the room requires the PCs to make some difficult decisions. The fastest way across the room is to travel via the center platforms, however the webbing on these platforms appears extremely flimsy. The webbing around the outer rings looks far more

more reliable, but it will also take far longer to get across.

There are three platforms down the center of the room, each connecting to a platform on the sides. Crossing the webbing from one platform to another requires a hard **◆◆◆** Coordination test, and traveling along any strand connecting to the middle platforms adds a setback die from the poor quality of the webbing. Taking the center route will require 4 successful tests, with failure resulting in falling into the depths of the *Desolate*. Travel along the safer (yet still harrowing) exterior paths will require 6 successful tests, though without the worry of the setback die. The real danger is revealed, however, when the first PC steps out onto the webbing.

Event Seven: The Great Contest

When the first PC steps out onto their chosen set of webbing, read:

As you make your way onto the shaky, woven surface of the webbing, you notice several still forms lying about the various platforms. These strange, spider-like creatures possess large spinnerets at the base of their bodies.

Whatever these beasts were, they met with an untimely end - large blaster burns scorch their carapaces and their internal fluids lay about the platforms around them - a testament to the violence of their end.

These constructs were the creation of the Charon bioscientists, who attempted shortly before the PCs arrival to test them against the bounty hunters Zardra and EL-434. While they managed to incapacitate EL-434, they were ultimately finished off by Zardra before she fled.

While incapacitated, EL-434 isn't down for the count. Trapped under a mass of webbing (the efforts of multiple constructs after he was identified as the main target) EL-434 is recharging his power reserves before he frees himself and continues on. He's set his sleep program to alert him should more threats arrive, however, and the PCs are primed to set him off.

When a PC does one of the following; reach the first platform down the center row, or reaches the second platform on the outer row, read the following aloud:

The sound of a buzz saw draws your attention to the middle platform of the room, where a large pile of webbing stands almost two meters high.

Within moments, the pile of webbing begins to wobble, before a gleaming metal circular blade shreds through from the inside!

Blaster fire begins to go off as the bolts of crimson energy blast their way upwards into the dark above, where glowing eyes can be seen frantically retreating. The blade continues to clear away webbing until the figure of an assassin droid is revealed, supported by a single repulsorglobe, firing relentlessly into the dark above with its blaster appendage.

As the last of the glowing eyes fade, it turns to regard you.

"New target acquired - engage!"

This is EL-434. Made from cerillium composite (which gives him a dark sheen) this crustacean like assassin droid rests atop a repulsorlift. All of EL-434's systems are well armored, and the droid is in peak condition, despite having been subdued by the constructs.

EL-434 is cunning, ruthless and violent, and as the crew of the *Celestial* joined Ravik and Nothos against the bounty hunters, he assumes the Rebels are here to stop him.

The assassin droid is beyond listening to reason, and at this point would even fire on Zardra, having been left behind he considers her just another obstacle to finding his way back to realspace.

He will fight to the death (or in his case - deactivation or destruction).

EL-434 (Nemesis)



4	3	3	3	1	1
KNOW	AGILITY	INTELLECT	COORDINATION	WILLPOWER	PERCEPTION
7	19	10	0	1	
WOUND	ENDURANCE	RESISTANCE	WISDOM		

Skills: Coercion 3, Computers 4, Gunnery 5, Mechanics 3, Melee 3, Ranged (Heavy) 5, Ranged (Light) 5, Piloting (Planetary) 3, Piloting (Space) 3, Vigilance 2.

Talents: Adversary 2 (upgrade difficulty of all combat checks against this target twice), Barrage 3 (add 3 to the damage of all Gunnery and Ranged attacks at medium or long range), Point Blank 3 (add 3 damage to all Ranged (Heavy) and Ranged (Light) attacks made at short or engaged range).

Abilities: Droid (does not need to breathe, eat, or drink and can survive in vacuum and underwater; immune to poisons and toxins).

Equipment: Light repeating blaster (Ranged (Heavy); Damage 11; Critical 3; Range [Long]; Auto-fire, Cumbersome 4, Pierce 1), built-in light blaster pistol (Ranged (Light); Damage 5; Critical 4; Range [Medium]; Stun setting), built-in missile tube (Gunnery; Damage 20; Critical 2; Range [Extreme]; Blast 10, Breach 1, Cumbersome 3, Guided 3, Limited Ammo 6), built-in razor-claws (Melee; Damage 6; Critical 4; Range [Engaged]).

Should one of the PCs (or EL-434) be forced off of the platforms (or fail an Agility test on the webbing) he falls into the depths of the *Desolate*. The good news is that the interior of the alien craft has been designed to benefit the nimble wall-crawling nature of the Charon. Consequently, webbing is everywhere as rigging, support, and crawl space. When a character falls from a platform on any level there is a good chance they can snare (or be snared) by some of this webbing before they have a fatal collision. A character gets three Coordination tests; the first average and ♦♦ the second two are both easy ♦ difficulties. If they succeed at any of them they have maneuvered themselves into some webbing. It takes five rounds to climb back up to the hall after falling, plus an additional five rounds for every check they failed (to a maximum of 20 rounds if they make it on the last check). Should they fail all checks, they fall into the red mist at the base of the *Desolate*, never to be seen again.

Zardra

Once the battle is well underway, Zardra enters the hall from the exit portal chased by four Charon warriors. These were sent by Ravik to hunt her down.

Zardra is fighting and fleeing with the hopes of re-joining Celis Mott or EL-434 and finding her way off *Desolate*. When she sees the Rebels her plans shift - after all, their ship cannot be any worse off than the *Celestial*. If she can strike a deal with the Rebels (negotiated during the combat, involving transport off *Desolate* and at least 100 credits for her services, a mere honorarium for a bounty hunter of her caliber) she joins the PCs cause. Otherwise, she heads for the entrance portal alone.

Should the PCs try to fight her, the Charon warriors, and EL-434, Zardra will use the opportunity to flee as quickly as possible, jumping from the platform and using the webbing to climb down through the bowels of the ship (this will also occur if she should be forced to fall for some reason). Otherwise, she will move a platform at a time (automatically succeeding on her Coordination checks - describe the unnatural grace of her movements and acrobatics of her transitions).

Zardra (Nemesis)



4	4	3	3	3	3
BRAWL	AGILITY	INTELLECT	COORDINATION	WILLPOWER	PERCEPTION
6	20	13	1	1	
WOUND	ENDURANCE	RESISTANCE	WISDOM		

Skills: Brawl 2, Coercion 2, Cool 2, Ranged (Heavy) 3, Ranged (Light) 2, Melee 2, Perception 3, Piloting (Space) 2, Stealth 2, Vigilance 3.

Talents: Adversary 2 (upgrade difficulty of all combat checks against this target twice), Deadly Accuracy (add ranks of Ranged (Heavy) to all damage from attacks using that skill), Lethal Blows 2 (+20 to any Critical Injury rolls made against opponents), Stalker 2 (add □□ to any Coordination and Stealth checks).

Abilities: None.

Equipment: Heavy blaster pistol (Ranged (Light); Damage 7; Critical 3; Range [Medium]; Stun setting), force pike (Melee; Damage 6; Critical 2; Range [Engaged]; Pierce 2, stun setting).

Charon Warriors (Minion)



3	3	2	2	3	1
BRAIN	AGILITY	INTELLECT	CUNNING	WILLPOWER	PRESENCE
SOAK VALUE		HP OVERHEAT		ARM OFFENSE	
5		5		0 0	

Skills (group only): Brawl.

Talents: None.

Abilities: Cunning Ambusher (opponents add ■ to Initiative checks). Neurotoxin (If a target is successfully hit by the Charon's melee attacks (whether or not he suffers damage), the target must make an **Average (◆◆) Resilience check**. The target suffers 5 wounds if he fails, plus 1 strain per ☹. ☹ means the target must check against the poison again at the start of his next turn).

Equipment: Claws (Brawl; Damage 2; Critical 4; Range [Engaged]; Pierce 5). Mandibles (Brawl; Damage 2; Critical 3; Range [Engaged]; Pierce 2).

The Chamber of Sleep

When the Rebels enter this area, read:

Silence fills this web-covered chamber. Across the room you see another crawl tube rising up to the next level. Because of the low hanging covering of webs, you cannot see the ceiling of this room. As you walk towards the crawl tube you hear a light scratching sound. It becomes louder, more insistent. Then you hear the sounds of tearing material.

The Charon warriors awaken from their sleeping pods as the PCs enter the room.

Event Eight: The Charon Awake

The Rebels see the pods above split open as the Charon emerge. The Charon warriors then lower themselves through the webbing to snuff the hated life-spark that each PC possesses.

There are 200 Charon awakening in this room, but only a single minion group of 4 are ready for battle on the first round of combat. If the PCs run towards the

crawl tube immediately, they escape these horrors. Otherwise, they have to fight their way to the tube. After every three rounds of combat, another minion group emerge to join the battle.

The Charon can use the tube more efficiently than the Rebels. It is up to the PCs to somehow block off the lower level using either concentrated blaster fire or explosives. Either attempt causes the walls of the tube to collapse, sealing the army of Charon warriors below.



EPISODE 6: INTO THE NEST

In this episode, the Rebels have reached *Desolate*'s summit. Here, they confront Grand Moff Ravik and the Charon leader Ber'asco in order to save themselves - and the galaxy they left behind!

PLATFORM FOUR

The Ship's Brain

The crawl tube opens into a chamber built around the power core. This is the ship's "brain," the organic computer that controls the ship's systems. A jumbled mass of coils grows from the core, and thousands of tendrils of varying thickness branch through the room to disappear into the walls. The chamber hums and pulses with energy. The noise, compared to the grave-like silence of the rest of the ship, is deafening.

The Altar of Death

This chamber is the Charon temple, dedicated to the black hole that destroyed their home world. In the center stands a solid black monolith. The monolith has an aura of death about it, and Force sensitive characters dislike it immediately. This object epitomizes the total lack of Force the PCs have felt throughout the ship, and like a black hole it pulls at the Rebels' life forces. Every minute they spend in the chamber results in a PC gaining a point of strain. This strain will disappear once the character leaves the monolith's presence, but while in the chamber, even healing will see the strain return.

Event Nine: The Acklay

The Acklay is another Charon construct. Once a large armored reptillian, the Acklay now has been converted into a zombie-like biomechanical construct doing the bidding of the Charon. It leaps into the altar of death chamber and battles the PCs to the best of its ability, targeting Force-using Rebels first. The construct, not being alive, is not affected by the power of the monolith.

The Living Computer

This is another of the living computers found throughout the ship. Its description is the same as the one on level two. The computer has many brain

Construct Acklay (Nemesis)

6	3	1	3	3	1
STRENGTH	AGILITY	INTELLIGENCE	CHARISMA	WILLPOWER	PERCEPTION
12	25	15	2	0	

Skills: Athletics 4, Brawl 4, Coordination 2.

Talents: Adversary 1 (upgrade difficulty of all combat checks against this target once).

Abilities: Amphibious (acklays breathe underwater and do not suffer movement penalties in water), Six-Armed (the acklay gains \square on all Brawl checks and may spend \odot \odot on a successful melee attack to hit a second target engaged with it, dealing the same damage as dealt to the original target). Some rare acklays have Force Rating 2 and the Force Power: Unleash (Make an Average \blacklozenge \blacklozenge Discipline check and add \odot \odot as a ranged attack against one target within short range. If the check is successful and the acklay spends \odot \odot , it hits the target with a ranged attack, dealing 3 damage with a critical rating of 4. The acklay may spend \odot to reduce the critical rating by 1).

Equipment: Large claws (Brawl; Damage 10, Critical 2; Range [Engaged]; Knockdown, Pierce 3).

nodes throughout this level, including the nest, which allow communication with the main systems.

Accessing a brain node is not difficult, but it is not for the queasy. A PC who thrusts his hand into the brain node feels a grinding at his fingertips as thousands of microincisions are made and minifilaments attach to nerve endings. Communications connection established, a PC may attempt to use the computer on a daunting \blacklozenge \blacklozenge \blacklozenge \blacklozenge Computer check. The computer net does not understand basic after Ber'asco had Ravik go through connection and translation. The computer will give information, but will not change the status of the ship in any way. Only Ber'asco has clearance for that, clearance established by thought and DNA pattern matching.

The Nest

Underneath an unusual web dome, the nest is *Desolate*'s command bridge. The light from otherspace streams through the dome, creating strange shadows in this area. A command center, built to

accommodate the alien physiology of the Charon, fills the room. Through two alcoves the PCs can see smaller organic computers.

Event Ten: Grand Moffs' Gambit

Ravik learned much from the holopark, including the Charon language, and figured out how to turn the Charon to his side. Appealing to the spider-brings' lust for death, he negotiated with Ber'asco to lead the Charon to a new galaxy if they would help him destroy his enemies. The Charon ostensibly agreed.

Ravik is smart enough not to trust the Charon more than necessary. He hopes to recruit the Rebels to his cause, using them as envoys to the rest of the Alliance. He wants the Alliance to work with and act as a balance against the Charon until the Empire is finished. Ravik plans to consolidate his position after victory, replacing the Emperor as the leading power in the galaxy. If the Alliance is destroyed in the process, so be it. Read:

You hear the faint rustling of Charon warriors as they move on strands far above you. Shadows seem to melt from a figure standing fifteen meters away. As he steps into the light, you see that it is the tall, thin man from the Celestial's holog. "I am Grand Moff Ravik. I am hoping you have the sense and decency to join me in a grand and noble cause - the annihilation of Emperor Palpatine and the New Order."

The Grand Moff tries to play down the Charon's obsession with death and emphasize their usefulness in dethroning the Emperor. Ravik also overstates his ability to control the Charon in order to quiet fears about the danger the Charon pose to the Alliance and the free worlds.

Event Eleven: Meeting Ber'asco

Once they have accepted or rejected Ravik's offer, the Rebels meet Ber'asco. Read the following passage aloud:

The Charon above you become a hurry of brushing, scraping motion, as waves of sharp clacking sounds roll back and forth across the canopy of darkness. Then they stop. A tall armored figure emerges from behind a mass of fibrous coils. The figure is one of the spider-beings you have been battling, larger, more ponderous than the rest. He pauses, and the diffuse glow of an activated computer node reflects in ripples off of his armor. The being rasps his claws together in greeting. The dozens of Charon in the darkness above mimic the greeting in unison.

If the Rebels made a deal with Ravik or if they allow Ber'asco to speak, proceed to "The Speech" below. If they attack either Ravik or Ber'asco, skip directly to "Defense of the Nest."

The Speech

If Ber'asco is allowed to speak, read:

The figure sinks a claw into the brain node and a rasping, alien voice generated by the organic computer addresses you in basic, "I am Ber'asco."

"The disease rarely has vectored to Desolate, never before within The Nest. Your strain is most resistant. Ravik-culture has convinced me of your value in service to the Void. Submit to the will of the Void; bioscientists can evaluate, cultivate your strain. Agree to construction; we shall cross you with finest of Charon warriors. You accept our offer?"

Ber'asco shows patience with the Rebels as long as they can convince him there is some chance they will agree to his proposal. If the Rebels stall for too

long, or act aggressively, Ber'asco defends the nest. From Ber'asco's point of view, aggressive actions include trying to "infect" (move to) other areas of the nest.

Defense of the Nest

Ber'asco activates the nest's defenses if the Rebels do not submit to his will. A group of six Charon warriors drop to the ground and engage the PCs as Ber'asco and Ravik move into the darkness of the hall, well protected from the combat behind his warriors and the membranous coverings over the hallway door.

Charon Warriors (Minion)



3	3	2	2	3	1
BRAIN	AGILITY	INTELLECT	CUNNING	WILLPOWER	PRESENCE
SCORE VALUE		HP THRESHOLD		HP OFFSET	
5		5		0 0	

Skills (group only): Brawl.

Talents: None.

Abilities: Cunning Ambusher (opponents add ■ to Initiative checks). Neurotoxin (If a target is successfully hit by the Charon's melee attacks (whether or not he suffers damage), the target must make an Average (◆◆) Resilience check. The target suffers 5 wounds if he fails, plus 1 strain per ☉. ☉ means the target must check against the poison again at the start of his next turn).

Equipment: Claws (Brawl; Damage 2; Critical 4; Range [Engaged]; Pierce 5), Mandibles (Brawl; Damage 2; Critical 3; Range [Engaged]; Pierce 2).

When the PC's are almost done with the Charon Warriors, read the following:

Ber'asco is illuminated by the activation of several brain nodes. His armor shifts, drops over his eyes and seals completely, one limb connected to the node. Still translating, the computer says, "Cleanse the wound." The slow rending sound is lost as the dome tears open and a great howl of air escapes the ship. You don't have long before you too are pulled into the vacuum of otherspace.

Looking at their surroundings, the PCs can spot within the web 20 men and women, the last of the Celestial's crew. Venom has destroyed their minds but left their bodies intact. Ravik has offered the crew to Ber'asco as a gesture of the Moff's sincerity.

Neatly stored in the web, suspended near the bodies of the crew, are 10 Charon vac suits. While these suits are not built for humans, the Rebels can fit into them. They function as normal vac suits, providing an artificial environment for survival in deep space.

A final item also sits within the web, a realspace compensator, the final piece needed for the Rebels to build a hyperspace motivator. Ber'asco brought the device here to have Ravik explain the design of the compensator.

The Rebels have six rounds to get the compensator and get into the vac suits. Moving anywhere with the pull of force created by the exiting air requires an easy ◆ Coordination check, with failure indicating that they cannot move and have had to grab something to maintain their footing. Entering a Charon vac suit requires two rounds.

Once inside a vac suit, sticky pads on the vac suits' appendages provide adhesion to the outside of the ship. The Rebels must then climb across the outer hull to reach their own ship and episode seven.



EPISODE 7: BACK TO REALSPACE

The Rebels must make their escape under harrowing conditions. Not only must they climb across the outside of the alien ship while wearing alien vac suits, they must rebuild their hyperdrive engine while deadly Charon starfighters attack.

Escaping *Desolate*

The Rebels must make their way back to the entry pod where they left their ship. Crossing the pocked, irregular surface is slow work. Moving at a walk requires an easy Coordination check, while moving at a run requires a daunting Coordination check. Failure means loss of adhesion to the surface; the character begins to float away from the surface of the *Desolate*, as the ship has an extremely low natural gravity.

The Rebels have to cross 100 meters of the craggy surface to reach the cave and their ship. The entire time, they can see vac-suited Charon emerging from portals behind, slowly gaining on them.

Returning to the Rebels' Ship

When the Rebels enter the entry pod, they find their ship where they left it - but it's covered in thick layers of webbing! A group of four Charon warriors await the PCs ready to stop them from entering their craft and they see dozens upon dozens upon hundreds more warriors boiling down across the floor, walls and ceiling towards their ship.

What Happened to Zardra?

If Zardra went her own way in the Hall of Contests (or was tossed off a platform) she made her way to the PC's ship before the Rebels. If the PCs made a deal with her then as they move to engage the Charon mention that Zardra's vac suit lies empty in the corner. In either case, as the four Charon awaiting the PCs close to combat, read the following:

A warrior leaps for you - a gun turret on your ship turns and fires on the Charon, reducing it to a burnt husk. A familiar voice crackles over your com unit, "Darlings, I am feeling most generous today - forget my fee. Kill those three pests to prove your worth my trouble while I discourage our pursuit. When you are finished, I shall open the hatch and we can leave. Do hurry, my marksmanship isn't good enough to kill all of those things."

Putting it all Back Together

The Rebels can take off under sublight speed as they begin to put their hyperdrive engine back together. They need all five parts: the hypercoil, the influx capacitor, power coupler, 4-axial stabilizer and the realspace compensator. A formidable ♦♦♦♦♦ Mechanics check is required to rush the repairs and get it working perfectly - time is short and not all the parts are in pristine condition. Should they fail, explain that if they switch a couple of parts around they could probably get it to make a final jump with an easy ♦ Mechanics check, but that would fry their hyperdrive for good once they finish.

The Charon Starfighters

While the Rebels repair the ship, the pilot notices two blips on the screen at long range. The Rebels must battle these Starfighters until the engine is repaired.

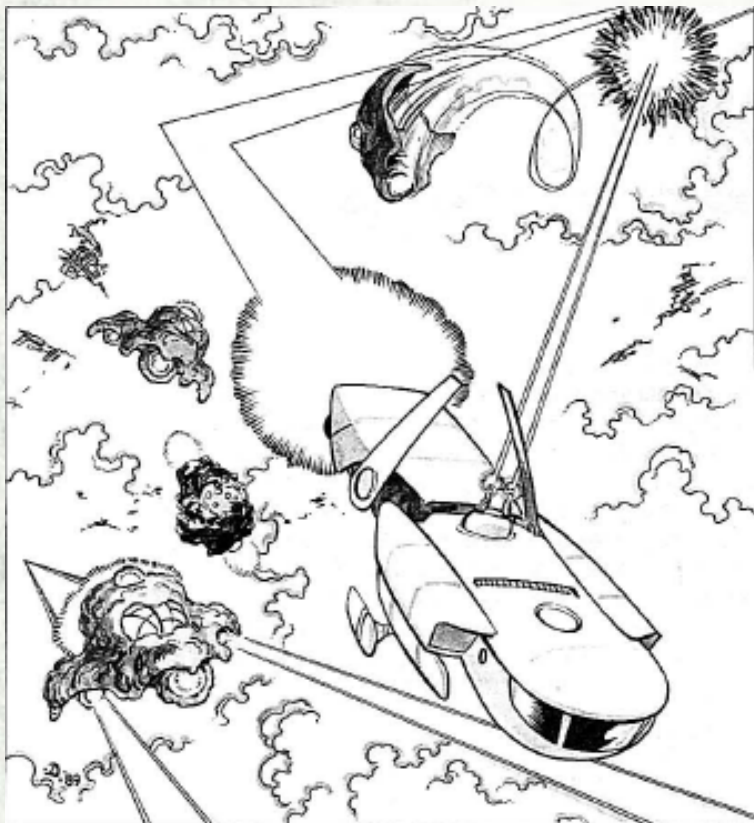
1 DRAIVE 3 ABILITY 1 MEXLECT 3 COORDING 1 GILLPOWER 1 PRESENCE

Skills: Gunnery 2, Piloting (Space) 2
Talents: None

3 SKULLLETTE 5 SPEED +2 1 0 2

7 7

Weapons: Forward-mounted twin medium laser cannons (Fire Arc Forward; Damage 6; Critical 3; Range [Close]; Linked 1).



Realspace or Bust!

More and more Charon starfighters streak into view and are closing fast, but the hyperdrive engine is ready to fire. An easy Astrogation roll is needed to plot the course, and then:

The storm-grey expanse shifts and expands as your ship leaps forward. For long moments only black stars streak by. Then you see light and color as your ship enters hyperspace. The instruments check out and you lean back to wait. Stars move by in colored rainbows, then they shift back to normal as you emerge into realspace.

Cut Away to Otherspace

EXTERIOR: THE *DESOLATE*: *The camera pans the dark surface, sweeping up towards the web dome. Pan to ...*

INTERIOR: THE *NEST*: *Ber'asco sits within the command center, idly disassembling a Rebel blaster. Bioscientists scurry by carrying surgical instruments and things which look wet and unwholesome. He addresses someone we cannot see.*

“The others of your strain have fled, running to hide in a place we cannot yet reach. The Void is disappointed. Raviculture is all we have left. We are taking utmost precautions in constructing you. When you are free of the disease you shall led us to your strain. The Void is patient. Soon its patience shall be rewarded.”

Cut to ...

CREDITS AND CLOSING THEME

STAR WARS Otherspace

For use with Star Wars: The Roleplaying Game

Desolate



Cut-Away View

Platform Four

Platform Three

Platform Two

Platform One

Power Core

Red Mist

Platform Four

Platform Three

Platform Two

Platform One

**WEST
END
GAMES**

STAR WARS AGE OF REBELLION ROLEPLAYING GAME

A long time ago in a galaxy far, far away...

Beyond realspace, past the time-bending corridors of hyperspace, another galaxy waits to be discovered. When a problem develops with the hyperdrive engine of an Alliance prisoner transport, members of both the Rebellion and the Empire are deposited into a strange, unexplored dimension between the hyperlanes and realspace.

Here abandoned ships from all over known space float beside those of unknown origin. These desolate craft orbit a giant vessel, drawn to it like moths to a flame—or a spider's web.

Within the dark interior of the giant ship, the war between Rebel and Imperial finds new weapons with which to destroy each other, but they also find *something* else, *something* that just may find them first. It wants to escape otherspace, to reach realspace, and when it does, the galaxy will die!