

Shambleau

MAN has conquered space before. You may be sure of that. Somewhere beyond the Egyptians, in that dimness out of which come echoes of half-mythical names-Atlantis, Mu -somewhere back of history's first beginnings there must have been an age when mankind, like us today, built cities of steel to house its star-roving ships and knew the names of the planets in their own native tongues-heard Venus' people call their wet world "Sha-ardol" in that soft, sweet, slurring speech and mimicked Mars' guttural "Lakkdiz." from the harsh tongues of Mars' dry-land dwellers. You may be sure of it. Man has conquered Space before, and out of that conquest faint, faint echoes run still through a world that has forgotten the very fact of a civilization which must have been as mighty as our own. There have been too many myths and legends for us to doubt it. The myth of the Medusa, for instance, can never have had its roots in the soil of Earth. That tale of the snake-haired Gorgon whose gaze turned the gazer to stone never originated about any creature that Earth nourished. And those ancient Greeks who told the story must have remembered, dimly and half believing, a tale of antiquity about some strange being from one of the outlying planets their remotest ancestors once trod.

S H A M B L E A U

"Shambleau! Ha ... Shambleau!" The wild hysteria of the mob rocketed from wall to wall of Lakkdarol's narrow streets and the storming of heavy boots over the slag-red pavement made an ominous undertone to that swelling bay, "Shambleau! Shambleau!" Northwest Smith heard it coming and stepped into the nearest doorway, laying a wary hand on his heat-gun's grip, and his colorless eyes narrowed. Strange sounds were common enough in the streets of Earth's latest colony on Mars -a raw, red little town where anything might happen, and very often did. But Northwest Smith, whose name is known and respected in every dive and wild outpost on a dozen wild planets, was a cautious man, despite his reputation. He set his back against the wall and gripped his pistol, and heard the rising shout come nearer and nearer. Then into his range of vision flashed a red running figure, dodging like a hunted hare from shelter to shelter in the narrow street. It was a girl-a berry-brown girl in a single tattered garment whose scarlet burnt the eyes with its brilliance. She ran wearily, and he could hear her gasping breath from where he stood. As she came into view he saw her hesitate and lean one hand against the wall for support, and glance wildly around for shelter. She must not have seen him in the depths of the doorway, for as the bay of the mob grew louder and the pounding of feet sounded almost at the corner she gave a despairing little moan and dodged into the recess at his very side. When she saw him standing there, tall and leather-brown, hand on his heat-gun, she sobbed once, inarticulately, and collapsed at his feet, a huddle of burning scarlet and bare, brown limbs.

Smith had not seen her face, but she was a girl, and sweetly made and in danger; and though he had not the reputation of a chivalrous man, something in her hopeless huddle at his feet touched that chord of sympathy for the underdog that stirs in every Earthman, and he pushed her gently- into the corner behind him and jerked out his gun, just as the first of the running mob rounded the corner.

It was a motley crowd, Earthmen and Martians and a sprinkling of Venusian swamp men and strange, nameless denizens of unnamed planets-a typical Lakkdarol mob. When the first of them turned the corner and saw the empty street before them there was a faltering in the rush and the foremost spread out and began to search the doorways on both sides of the street.

"Looking for something?" Smith's sardonic call sounded clear above the clamor of the mob.

They turned. The shouting died for a moment as they took in the scene before them-tall Earthman in the space-ex-plorer's leathern garb, all one color from the burning of savage suns save for the sinister pallor of his no-colored eyes in a scarred and resolute face, gun in his steady hand and the scarlet girl crouched behind him, panting.

The foremost of the crowd-a burl's Earthman in tattered leather from which the Patrol insignia had been ripped away-stared for a moment with a strange expression of incredulity on his face overspreading the savage exultation of the chase. Then he let loose a deep-throated bellow, "Shambleau!" and lunged forward. Behind him the mob took up the cry again, "Shambleau! Shambleau! Sham-bleau!" and surged after.

Smith, lounging negligently against the wall, arms folded and gun-hand draped over his left forearm, looked incapable of swift motion, but at the leader's first forward step the pistol swept in a practiced half-circle and the dazzle of blue white heat leaping from its muzzle seared an arc in the slag pavement at his feet. It was an old gesture, and not a man in the crowd but understood it. The foremost recoiled swift-ly against the surge of those in the rear, and for a moment there was confusion as the two tides met and struggled. Smith's mouth curled into a grim curve as he watched. The man in the mutilated Patrol uniform lifted a threatening fist and stepped to the very edge of the deadline, while the crowd rocked to and fro behind him.

"Are you crossing that line?" queried Smith in an omin-ously gentle voice.

"We want that girl!"

"Come and get her!" Recklessly Smith grinned into his face. He saw danger there, but his defiance was not the fool-hardy gesture it seemed. An expert psychologist of mobs from long experience, he sensed no murder here. Not a gun had appeared in any hand in the crowd. They desired the girl with an inexplicable bloodthirstiness he was at a loss to understand, but toward himself he sensed no such fury. A mauling -he might expect, but his life was in no danger. Guns would have appeared before now if they were coming out at all. So he grinned in the man's angry face and leaned lazily against the wall.

Behind their self-appointed leader the crowd milled im-patiently, and threatening voices began to rise again. Smith heard the girl moan at his feet.

"What do you want with her?" he demanded.

"She's Shambleau! Shambleau, you fool! Kick her out of there-we'll take care of her!"

"I'm taking care of her," drawled Smith.

"She's Shambleau, I tell you! Damn your hide, man, we never let those things live! Kick her out here !"

The repeated name had no meaning to him, but Smith's innate stubbornness rose defiantly as the crowd surged for-ward to the very edge of the are, their clamor growing loud-er. "Shambleau! Kick her out here l Give us Shambleau I Shambleau!"

Smith dropped his indolent pose like a cloak and planted both feet wide, swinging up his gun threateningly. "Keep back!" he yelled. "She's mine! Keep back!"

He had no intention of using that heat-beam. He knew by now that they would not kill him unless he started the gun-play himself, and he did not mean to give up his life for any girl alive. But a severe mauling he expected, and he braced himself instinctively as the mob heaved within itself. .. To his astonishment a thing happened then that he had never known to happen before. At his shouted defiance the foremost of the mob-those who had heard him clearly -drew back a little, not in alarm but evidently surprised. The ex-Patrolman said, "Yours! She's yours?" in a voice from which puzzlement crowded out the anger.

Smith spread his booted legs wide before the crouching figure and flourished his gun.

"Yes," he said. "And I'm keeping her! Stand back there!"

The man stared at him wordlessly, and horror and disgust and incredulity mingled on his weather-beaten face, The incredulity triumphed for a moment and he said again,

"Yours!"

Smith nodded defiance.

The man stepped back suddenly, unutterable contempt in his very pose. He waved an arm to the crowd and said loudly, ' 'It's-his!' and the press melted away, gone silent, too, and the look of contempt spread from face to face.

The ex-Patrolman spat on the slag-paved street and turned his back indifferently. "Keep her, then," he advised briefly over one shoulder. "But don't let her out again in this town!" Smith stared in perplexity almost open-mouthed as the suddenly scornful mob began to break up. His mind was in a whirl. That such bloodthirsty animosity should vanish in a breath he could not believe. And the curious mingling of contempt and disgust on the faces he saw baffled him even more. Lakkarol was anything but a puritan town-it did not enter his head for a moment that his claiming the brown girl as his own had caused that strangely shocked revulsion to spread through the crowd. No, it was something deeper rooted than that. Instinctive, instant disgust had been in the faces he saw- they would have looked less so if he had admitted cannibalism or Pharaoh-worship.

And they were leaving his vicinity as swiftly as if whatever unknowing sin he had committed were contagious. The street was emptying as rapidly as it had filled. He saw a sleek Venusian glance back over his shoulder as he turned the corner and sneer, "Shambleau!" and the word awoke a new line of speculation in Smith's mind. Shambleau! Vaguely of French origin, it must be. And strange enough to hear it from the lips of Venusians and Martian drylanders, but it was their use of it that puzzled him more. "We never let those things live," the ex-Patrolman had said. It reminded him dimly of something. . . an ancient line from some writing in his own tongue . . . "Thou shalt not suffer a witch to live." He smiled to himself at the similarity, and simultaneously was aware of the girl at, his elbow.

She has risen soundlessly. He turned to face her, sheathing his gun and stared at first with curiosity and then in the entirely frank openness with which men regard that which is not wholly human. For she was not. He knew it at a glance, though the brown, sweet body was shaped like a woman's and she wore the garment of scarlet-he saw it was leather-with an ease that few unhuman beings achieve toward clothing. He knew it from the moment he looked into her eyes, and a shiver of unrest went over him as he met them. They were frankly green as young grass, with slit-like, feline pupils that pulsed unceasingly, and there was a look of dark, animal wisdom in their depths-that look of the beast which sees more than man.

There was no hair upon her face-neither brows nor lashes, and he would have sworn, that the tight scarlet turban bound around her head covered baldness. She had three fingers and a thumb and her feet had four digits apiece too, and all sixteen of them were tipped with round claws that sheathed back into the flesh like a cat's. She ran her tongue over her lips-a thin, pink, flat tongue as feline as her eyes -and spoke with difficulty. He felt that that throat and tongue had never been shaped for human speech.

"Not-afraid now," she said softly, and her little teeth were white and pointed as a kitten's.

"What did they want you for?" he asked her curiously. "What had you done? Shambleau is that your name?"

"I-not talk, your-speech," she demurred hesitantly.

"Well, try to-- I want to know. Why were they chasing you? Will you be safe on the street now, or hadn't you better get indoors somewhere? They looked dangerous."

"I-go with you." She brought it out with difficulty.

Say you!" Smith grinned. "What are you, anyhow? You look like a kitten to me."

"Shambleau." She said it somberly.

"Where d'you live? Are you a Martian?"

"I come from-from far-from long ago-far country-" "Wait!" laughed Smith. "You're getting your wires cross-ed. You're not a Martian?"

She drew herself up very straight beside him, lifting the turbaned head, and there was something queenly in the poise of her.

"Martian?" she said scornfully. "My people-are-are -you have no word. Your speech-hard for me."

"What's yours? I might know it-try me."

She lifted her head and met his eyes squarely, and there was in hers a subtle amusement-he could have sworn it.

"Som e day I-speak to you in-my own language," she promised, and the pink tongue flicked out over her lips, swiftly, hungrily.

Approaching footsteps on the red pavement interrupted Smith's reply. A dryland Martian came past, reeling a little and exuding an aroma of segir-whisky, the Venusian brand. When he caught the red flash of the girl's tatters he turned his head sharply, and as his segir-steeped brain took in the fact of. her presence he lurched toward the recess unsteadily, bawling, "Shambleau, by Pharoll Shambleau!" and reached out a clutching hand.

Smith struck it aside contemptuously.

"On your way, drylander," he advised.

The man drew back and stared, blear-eyed.

Oh! Yours, eh?" he croaked. ."Zut! -You're welcome to it!"

And like the ex-Patrolman before him he spat on the pavement and turned away, muttering harshly in the blasphem-ous tongue of the drylands.

Smith watched him shuffle off, and there was a crease be-tween his colorless eyes, a nameless unease rising within him.

"Come on," he said abruptly to the girl. "If this sort of thing is going to happen we'd better get indoors. Where shall I take you?"

"With you," she murmured.

He stared down into the flat green eyes. Those ceaselessly pulsing pupils disturbed him, but it seemed to him, vaguely, that behind the animal shallows of her gaze was a shutter-- -a closed barrier that might at any moment open to reveal the very deeps of that dark knowledge he sensed there.

Roughly he said again, "Come on, then," and stepped down into the street. -

She pattered along a pace or two behind him, making no effort to keep up with his long strides, and though Smith -as men know from Venus to Jupiter's moons-walks as soft-ly as a cat, even in spacemen's boots, the girl at his heels slid like a shadow over the rough pavement, making so little sound that even the lightness of his footsteps was loud in the empty street.

Smith chose the less frequented ways of Lakkdarol, and somewhat shamefacedly thanked his nameless gods that his lodgings were not far away, for the few pedestrians he met turned and stared after the two with that by now familiar mingling of horror and contempt which he was as far as ever from understanding.

The room he had engaged was a single cubicle in a lodg-inghouse on the edge of the city.

Lakkdarol, raw camp-town that it was in those day, could have furnished little better anywhere within its limits, and Smith's errand there was not one he wished to advertise. He had slept in worse places than this before, and knew that he would do so again.

There was no one in sight when he entered, and the girl slipped up the stairs at his heels and vanished through the door, shadowy, unseen by anyone in the house. Smith closed the door and leaned his broad shoulders against the panels, regarding her speculatively.

She took in what little the room had to offer in a glance -frowsy bed, rickety table, mirror hanging unevenly and cracked against the wall, unpainted chairs-a typical camp-town room in an Earth settlement abroad. She accepted its poverty in that single glance, dismissed it, then crossed to the window and leaned out for a moment, gazing across the low roof-tops toward the barren countryside beyond, red slag under the late afternoon sun.

"You can stay here," said Smith abruptly, "until I leave town. I'm waiting here for a friend to come in from Venus. Have you eaten?"

"Yes," said the girl quickly. "I shill-need no-food for -a while."

"Well-" Smith glanced around the room. "I'll be in some-time tonight. You can go or stay just as you please. Eetter lock the door behind me."

With no more formality than that he left her. The door closed and he heard the key turn. and smiled to himself. He did not expect, then, ever to see her again. ,

He went down the steps and out into the late-slanting sunlight with a mind so full of other

matters that the brown girl receded very quickly into the background. Smith's errand in Lakkdarol, like most of his errands, is better not spoken of. Man lives as he must, and Smitli's living was a

perilous affair outside the law and ruled by the ray-gun only. It is enough to say that the shipping-port and its cargoes outbound interested him deeply just now, and that the friend he awaited was Yarol the Venusian, in that swift little Edsel ship the Maid that can flash from world to world with a derisive speed that laughs at Patrol boats and leaves pursuers floundering in the ether far behind. Smith and Yarol and the Maid were a trinity that had caused the Patrol leaders much worry and many gray hairs in the past, and the future looked very bright to Smith himself that evening as he left his lodging-house.

Lakkdarol roars by night, as Earthmen's camp-towns have a way of doing on every planet where Earth's outposts are, and it was beginning lustily as Smith went down among the awakening lights toward the center of town. His business there does not concern us. He mingled with the crowds where the lights were brightest, and there was the click of ivory counters and the jingle of silver, and red segir gurgled invitingly from black Venusian bottles, and much later Smith strolled homeward under the moving moons of Mars, and if the street wavered a little under his feet now and then-why, that is only understandable. Not even Smith could drink red segir at every bar from the Martian Lamb to the New Chicago and remain entirely steady on his feet. But he found his way back with very little difficulty-considering-and spent a good five minutes hunting for his key before he remembered he had left it in the inner lock for the girl.

He knocked then, and there was no sound of footsteps from within, but in a few moments the latch clicked and the door swung open. She retreated soundlessly before him as he entered, and took up her favorite place against the window, leaning back on the 'sill and outlined against the starry sky beyond. The room was in darkness.

Smith flipped the switch by the door and then leaned back against the panels, steadying himself. The cool night air had sobered him a little, and his head was clear enough-liquor went to Smith's feet, not his head, or he would never have come this far along the lawless way he had chosen. He lounged against the door now and regarded the girl in the sudden glare of the bulbs, blinking a little as much at the scarlet of her clothing as at, the light. "So you stayed," he said.

"I-waited," she answered softly, leaning farther back against the sill and clasping the rough wood with slim, three-fingered hands, pale brown against the darkness.

'Why ?91

She did not answer that, but her mouth curved into a slow smile. On a woman it would have been reply enough-provocative, daring. On Shambleau there was something pitiful and horrible in it-so human on the face of one half-animal. And yet ... that sweet brown body curving so softly from the tatters of scarlet leather-the velvety texture of that brownness-the white-flashi-ng smile.... Smith was aware of a stirring excitement within him. After all-time would be hanging heavy now until Yarol came. . . . Speculatively he allowed the steel-pale eyes to wander over her, with a slow regard that missed nothing. And when he spoke he was aware that his voice had deepened a little.

"Come here," he said.

She came forward slowly, on bare clawed feet that made -no slightest sound on the floor, and stood before him with downcast eyes and mouth trembling in that pitifully human smile. He took her by the shoulders-velvety soft shoulders, of a creamy smoothness that was not the texture of human flesh. A little tremor went over her, perceptibly, at the con-tact of his hands. Northwest Smith caught his breath sud-denly and dragged her to him . . . sweet yielding brownness in the circle of his arms . . . heard her own breath catch and quicken as her velvety arms closed about his neck. And then he was looking down into her face, very near, and the green animal eyes met his with the pulsing pupils and the flicker of-something-deep behind their shallows-and through the rising clamor of his blood, even as he stooped his lips to hers, Smith felt something deep within him shudder away-inexplicable, instinctive, revolted. What it might be he had no words to tell, but the very touch of her was suddenly loathsome-so soft and velvet and unhuman-and it might have been an animal's,face that lifted itself to his mouth-the dark knowledge looked hungrily from the darkness of those slit pupils-and for a mad instant he knew that same wild, feverish revulsion he had seen in the faces of the mob.

"God!" he gasped, a far more ancient invocation against evil than he realized, then or ever. and he ripped her arms from his neck, swung her away with such a force that she reeled half across the room. Smith fell back against the door, breathing heavily,. and stared at lwr while the wild revolt died slowly within him.

She had fallen to the floor beneath the window, and as she lay there against the wall with bent head he saw, curiously, that her turban had slipped-the turban that he had been so sure covered baldness-and -a lock of scarlet hair fell below the binding leather, hair as scarlet as her garment, as un-humanly red as her eyes were unhumanly green. He stared, and shook his head dizzily and stared again, for it seemed to him that the -thick lock of crimson had moved, squirmed of itself against her cheek.

At the contact of it her hands flew up and she tucked it away with a very human gesture and then dropped her head again into her hands. And from the deep shadow of her fingers he thought she was staring up at him covertly

Smith drew a deep breath and passed a hand across his forehead. The inexplicable -moment had gone as quickly as it came-too swiftly for him to understand or analyze it. "-Got to lay Off the egir," he told himself unsteadily. Had he imagined that scarlet hair? After all, she was no more than a pretty brown girl-creature from one of the many half-human races peopling the planets. No more than that, after all. A pretty little thing, but animal 'He laughed a little shakily. "No more of that," he said. "God knows I'm no angel, but there's got to be a limit somewhere. Here." He crossed to the bed and sorted out a pair of blankets from the untidy heap, tossing them to the far corner of the room. "You can sleep there." Wordlessly she rose from the floor and began to rearrange the blankets, the uncomprehending resignation of the ani-mal eloquent in every line of her.

Smith had a strange dream that night. He thought he had awakened to a room full of darkness and moonlight and moving shadows, for the nearer moon of Mars was 'racing through the sky and everything on the planet below her was endued with a restless life in the dark. And something . . . some 'nameless, unthinkable thing ... was coiled about his throat ... something'like a soft snake, wet and warni. It lay loose and light about his neck ... and it was moving gently, very gently, with a soft, caressive pressure that sent little thrills of delight through every nerve and fiber of him, a per-ilous delight-beyond physical pleasure, deeper than joy of the mind. That warm softness was caressing the very roots of his soul with a terrible intimacy. The ecstasy of it left him weak, and yet he knew-in a flash of knowledge born of this impossible dream-that the soul should not be handled. . . . And with that knowledge a horror broke upon him, turning the pleasure into a rapture of revulsion, hateful, horrible-but still most foully sweet. He tried to lift his hands and tear the dream-monstrosity from his throat-tried but half-heartedly , for though his soul was revolted to its very deeps, yet the delight of his body was so great that his hands all but refused the attempt. But when at last he tried to lift his arms a cold shock went over him and he found that he could not stir . . . his body lay stony as marble beneath the blankets, a living marble that shuddered with a dreadful delight through every rigid vein.

The revulsion grew strong upon him as he struggled against the paralyzing dream-a struggle of soul against sluggish body-titanically, until the moving dark was streaked with blankness that clouded and closed about him at last and he sank back into the oblivion from which he had awakened.

.Next morning, when the bright sunlight shining through Mars' clear thin air awakened him, Smith lay for a while trying to remember. The dream had,been more vivid than reality, but he could not quite recall . . . only that it had been more sweet and horrible than anything else in life. He lay puzzling for a while, until a soft sound from the corner aroused him from hi's thoughts and he sat up to see the girl lying in a cat-like coil on her blankets, watching him with round, grave eyes. He regarded her somewhat ruefully.

"Morning," he said "I've just had the devil of a dream. . Well, hungry?"She shook her head

silently, and he could have sworn there was a covert gleam of strange amusement in her eyes. He stretched and yawned, dismissing the nightmare temporarily from his mind.

"What am I going to do with you?" he inquired, turning to more immediate matters. "I'm leaving here in a day or two and I can't take you along, you know. Where'd you come from in the first place?"

Again she shook her head.

"Not telling? Well, it's your own business. You can stay here until I give up the room. From then on you'll have to do your own worrying."

He swung his feet to the floor and reached for his clothes.

Ten minutes later, slipping the heat-gun into its holster at his thigh, Smith turned to the girl. "There's food-concentrate in that box on the table. It ought to hold you until I get back. And you'd better lock the door again after I've gone."

Her wide, unwavering stare was his only answer, and he was not sure she had understood, but at any rate the lock clicked after him as before, and he went down the steps with a faint grin on his lips.

The memory of last night's extraordinary dream was slipping from him, as such memories do, and by the time he had reached the street the girl and the dream and all of yesterday's happenings were blotted out by the sharp necessities of the present.

Again the intricate business that had brought him here claimed his attention. He went about it to the exclusion of all else, and there was a good reason behind everything he did from the moment he stepped out into the street until the time when he turned back again at evening; though had one chosen to follow him during the day his apparently aimless rambling through Lakkdarol would have seemed very point-less.

He must have spent two hours at the least idling by the space-port, watching with sleepy, colorless eyes the ships that came and went, the passengers, the vessels lying at wait, the cargoes-particularly the cargoes. He made the rounds of the town's saloons once more, consuming many glasses of varied liquors in the course of the day and engaging in idle conversation with men of all races and worlds, usually in their own languages, for Smith was a linguist of repute among his contemporaries, He heard the gossip of the spaceways, news from a dozen planets of a thousand different events. He heard the latest joke about the Venusian Emperor and the latest report on the Chino-Aryan war and the latest song hot from the lips of Rose Robertson, whom every man on the civilized planets adored as, "the Georgia Rose." He passed the day quite profitably, for his own purposes, which do not concern us now, and it was not until late evening, when he turned homeward again, that the thought of the brown girl in his room took definite shape in his mind, though it had been lurking there, formless and sub-merged, all day.

He had no idea what comprised her usual diet, but he bought a can of New York roast beef and one of Venusian frog-broth and a dozen fresh canal-apples and two pounds of that Earth lettuce that grows so vigorously in the fertile canal-soil of Mars. He felt that she must surely find something to her liking in this broad variety of edibles, and-for his day had been very satisfactory-he hummed The Green Hills of Earth to himself in a surprisingly good baritone as he climbed the stairs

The door was locked, as before, and he was reduced to kicking the lower panels gently with his boot, for his arms were full. She opened the door with that softness that was characteristic of her and stood regarding him in the semi-darkness as he stumbled to the table with his load. The room was unlit again.

"Why don't you turn on the lights?" he demanded irritably after he had barked his shin on the chair by the table in an effort to deposit his burden there.

"Light and-dark-they are alike-to me," she murmured.

"Cat eyes, eh? Well, you look the part. Here, I've brought you some dinner. Take your choice. Fond of roast beef? Or how about a little frog-broth?"

She shook her head and backed away a step.
"No," she said. "I can not-eat your food."

Smith's brows wrinkled. "Didn't you have any of the food-tablets?"

Again the red turban shook negatively.

"Then you haven't had anything for-why, more than twenty-four hours! You must be starved."
"Not hungry," she denied.

"What can I find for you to eat, then? There's time yet if I hurry. You've got to eat, child."

"I shall-eat," she said softly. "Before long-I shall- feed. I-lave no worry."

She turned away then and stood at the window, looking out over the moonlit landscape as if to end the conversation. Smith cast her a puzzled glance as he opened the can of roast beef. There had been an odd undertone in that assurance that, undefinably, he did not like. And the girl had teeth and tongue and presumably a fairly human digestive system, to judge from her form. It was nonsense for her to pre-tend that he could find nothing that she could eat. She must have had some of the food concentrate after all, he decided, prying up the thermos lid of the inner container to release the long-sealed savor of the hot meat inside.

"Well, if you won't eat you won't," he observed pbilo-sophically as he poured hot broth and diced beef into the dish-like lid of the thermos can and extracted the spoon from its hiding-place between the inner and outer recep-tacles. She turned a little to watch him as he pulled up a rickety chair and sat down to the food, and after a while the realization that her green gaze was fixed so unwinkingly upon him made the man nervous, and he said between bites of creamy canal-apple, "Why don't you try a little of this? It's good."

"The food-I eat is-better," her soft voice told him in its hesitant murmur, and again he felt rather than heard a faint undertone of unpleasantness in the words. A sudden suspicion struck him as he pondered on that last remark-some vague memory of horror-tales told about campfires in the past-and he swung round in the chair to look at her, a tiny, creeping fear unaccountably arising. There had been that in her words-in her unspoken words, that menaced. She stood up beneath his gaze demurely, wide green eyes with their pulsing pupils meeting his without a falter. But her mouth was scarlet and her teeth were sharp. . . .

"What food do you eat?" he demanded. And then, after a pause, very softly, "Blood?"

.She stared at him for a moment, uncomprehending; then something like amusement curled her lips and she said scornfully, "You think me-vampire, eh? No-I am Sham-bleau!"

Unmistakably there were scorn and amusement in her voice at the suggestion, but as unmistakably she knew what he meant-accepted it as a logical suspicion-vampires! Fairy-tales-but fairy-tales this unhuman, outland creature was most familiar with. Smith was not a credulous man, nor a superstitious one, but he had seen too many strange things himself to doubt that the wildest legend might have a basis of fact And there was something namelessly strange about her. . . .

He puzzled over it for a while between deep bites of the canal-apple. And though he wanted to question her about a great many things, he did not, for he knew how futile it would be.

He said nothing more until the meat was finished and an-other canal-apple had followed the first, and he had cleared away the meal by the simple expedient of tossing the empty can out of the window. Then he lay back in the chair and surveyed her from half-closed eyes, colorless in a face tanned like saddle-leather. And again he was conscious of the brown, soft curves of her, velvety-subtle arcs and planes of smooth flesh under the tatters of scarlet leather. Vampire she might be, unhuman she certainly was, but desirable be-yond words as she sat submissive beneath his low regard, her red-turbaned head bent, her clawed fingers lying in her lap. They sat very still for

a while, and the silence throbbed between them.

She was so like a woman-an Earth woman-sweet and submissive and demure, and softer than soft fur, if he could forget the three-fingered claws and the pulsing eyes-and that deeper strangeness beyond words. . . . (Had he dreamed that red lock of hair that moved? Had it been segir that woke the wild revulsion he knew when he held her in his arms?. Why had the mob so thirsted for her?) He sat and stared, and despite the mystery of her and the half-suspicions that thronged his mind-for she was so beautifully soft and cur-ved under those revealing tatters-he slowly realized that his pulses were mounting,, became aware of a kindling with-in . . . brown girl-creature with downcast eyes . . . and then the lids lifted and the green flatness of a cat's gaze met his and last night's revulsion woke swiftly again, like a warning bell that clanged as their eyes met-animal, after all, too sleek and soft for humanity, and that inner strangeness. . .

Smith shrugged and sat up. His failings were legion, but the weakness of the flesh was not among the major ones. He motioned the girl to her pallet of blankets in the corner and turned to his own bed.

'From deeps of sound sleep he awoke much later. He awoke suddenly and completely, and with that inner excitement that presages something momentous. He awoke to brilliant moonlight, turning the room so bright that he could see the scarlet of the girl's rags as she sat up on her pallet. She was awake, she was sitting with her shoulder half turned to him and her head bent, and some warning instinct crawled coldly up his spine as he watched what she was doing. And yet it was a very ordinary thing for a girl to do-any girl, anywhere. She was unbinding her turban....

He watched, not breathing, a presentiment of.. something horrible stirring in his brain, inexplicably. . . . The red folds loosened, and-he knew then that he had not dreamed -again a scarlet lock swung down against her cheek. . . a hair, was it? a lock of hair?.'. .thick"as a worm it fell, plumply, against that smooth cheek more scarlet than blood and thick as a crawling worm . . . and like a worm it crawled.

Smith rose on an elbow, not realizing the motion, and fixed an Linwinking stare, with a sort of sick, fascinated incredulity, on that-that lock of -hair. He had not dreamed. Until now he had taken it for granted that it was the segir which had made it seem to move on that evening before. But now . . . it was lengthening, stretching, moving of itself. It must be hair, but it crawled; with a sickening life of its own it squirmed down against her cheek, caressingly, revoltingly, impossibly.... Wet, it was, and round and thick and shin-ing. . . .

She unfastened the last fold and whipped the turban off. From what he saw then Smith would have turned his eyes away-and he had looked on dreadful things before, without flinching-but he could not stir, He could only lie there on his elbow staring at the mass of scarlet, squirming-worms, hairs, what?-that writhed over her head in a dreadful mockery of ringlets. And it was lengthening, falling, some-how growing before his eyes, down over her shoulders in a spilling cascade, a mass that even at the beginning could never have been hidden under the skull-tight turban she had worn. He was beyond wondering, but he realized that. And still it squirmed and lengthened and fell. and she shook it out in a horrible travesty of a woman shaking out her unbound hair-until the unspeakable tangle of it-twisting, writhing, obscenely scarlet-hung to her waist and beyond, and still lengthened, an endless mass of crawling horror that until now, somehow, impossibly, had been hidden un-der the tight-bound turban. It was like a nest of blind, rest-less red worms . . . it was-it was like naked entrails en-dowed with an unnatural aliveness, terrible beyond words.

Smith lay in the shadows, frozen without and within in a ,sick numbness that came of utter shock and revulsion.

She shook out the obscene, unspeakable tangle over her shoulders, and somehow he knew that she was going to turn in a moment and that he must meet her eyes. The thought of that meeting stopped his

heart with dread, more awfully than anything else in this nightmare horror; for nightmare it must be, surely. But he knew without trying that he could not wrench his eyes away-the sickened fascination of that sight held him motionless, and somehow there was a certain beauty....

Her head was turning. The crawling awfulnesses rippled and squirmed at the motion, writhing thick and wet and shining over the soft brown shoulders about which they fell now in obscene cascades that all but hid her body, Her head was turning. Smith lay numb, And very slowly he saw the round of her cheek foreshorten and her profile come into view, all the scarlet horrors twisting ominously, and the profile shortened in turn and her full face came slowly round toward the bed-moonlight shining brilliantly as day on the, pretty girl-face, demure and sweet, framed in tangled obscenity that crawled.

The green eyes met his. He felt a perceptible shock, and a shudder rippled down his paralyzed spine, leaving an icy numbness in its wake. He felt the goose-flesh rising. But that numbness and cold horror he scarcely realized, for the green eyes were locked with his in a long, long look that somehow presaged nameless things-not altogether unpleasant things- the voiceless voice of her mind assailing him with little murmurous promises. , . .

For a moment he went down into a blind abyss of submission; and then somehow the very sight of that obscenity, in eyes that did not then realize they saw it, was dreadful enough to draw him out of the seductive darkness . . . the sight of her crawling and alive with unnamable horror.

She rose, and down about her in a cascade fell the squirming scarlet of- of what grew upon her head. It fell in a long, alive cloak to her bare feet on the floor, hiding her in a wave of dreadful, wet, writhing life. She put up her hands and like a swimmer she parted the waterfall of it, tossing the masses back over her shoulders to reveal her own brown body, sweetly curved. She smiled exquisitely, and in starting waves back from her forehead and down about her in a hideous background writhed the snaky wetness of her living tresses. And Smith knew that he looked upon Medusa.

The knowledge of that-the realization of vast backgrounds reaching into misted history-shook him out of his frozen horror for a moment, and in that moment he met her eyes again, smiling, green as glass in the moonlight, half hooded under drooping lids. Through the twisting scarlet she held out her arms. And there was something soul-shakingly desirable about her, so that all the blood surged to his head suddenly and he stumbled to his feet like a sleeper in a dream as she swayed toward him, infinitely graceful, infinitely sweet in her cloak of living horror.

And somehow there was beauty in it the wet scarlet writhings with moonlight sliding and shining along the thick, wormround tresses and losing itself in the masses only to glint again and move silvery along writhing tendrils -an awful, shuddering beauty more dreadful than any ugliness could be.

But all this, again, he but half realized, for the insidious murmur was coiling again through his brain, promising, caressing, alluring, sweeter than honey; and the green eyes that held his were clear and burning like the depths of a jewel, and behind the pulsing slits of darkness he was staring into a greater dark that held all things. . . . He had known-dimly he had known when he first gazed into those flat animal shallows that behind them lay this-all beauty and terror, all horror and delight ' in the infinite darkness upon which her eyes opened like windows, paned with emerald glass.

Her lips moved, and in a murmur that blended indistinguishably with the silence and the sway of her body and the dreadful sway of her-hair-she whispered-very softly, very passionately, "I shall speak to you now-in my own tongue-oh, beloved!"

And in her living cloak she swayed to him, the murmur swelling seductive and caressing in his innermost brain-promising, compelling, sweeter than sweet. His flesh crawled to the horror of her, but it was a perverted revulsion that clasped what it loathed. His arms slid round her under the sliding cloak, wet, wet and warm and hideously alive-and the sweet velvet body was clinging to his, her arms locked about his neck-and with a whisper and a rush the unspeakable horror closed about them both.

In nightmare until he died he remembered that moment when the living tresses of Shambleau first folded him in their embrace. A nauseous, smothering odor as the wetness-shut around him-thick,

pulsing worms clasping every inch of his body, sliding, writhing, their wetness and warmth striking through his garments as if he stood naked to their embrace.

All this in a graven instant--and after that a tangled Rash of conflicting sensation before oblivion closed over him. For he remembered the dream--and knew it for nightmare reality now, and the sliding, gently moving caresses of those wet, warm worms upon his flesh was an ecstasy above words --that deeper ecstasy that strikes beyond the body and be-yond the mind and tickles the very roots of the soul with unnatural delight. So he stood, rigid as marble, as helplessly stony as any of Medusa's victims in ancient legends were, while the terrible pleasure of Shambleau thrilled and shud-dered through every fiber of him; through every atom of his body and the intangible atoms of what men call the soul, through all that was Smith the dreadful pleasure ran. And it was truly dreadful. Dimly he knew it, even as his body answered to the root-deep ecstasy, a foul and dreadful wooing from which his very soul shuddered away--and yet in the innermost depths of that soul some grinning traitor shivered with delight. But deeply, behind all this, he knew horror and revulsion and despair beyond telling, while the intimate caresses crawled obscenely in the secret places of his soul--knew that the soul should not be handled--and shook with the perilous pleasure through it all.

And this conflict and knowledge, this mingling of rapture and revulsion all took place in the flashing of a moment while the scarlet worms coiled and crawled upon him, send-ing deep, obscene tremors of that infinite pleasure into every atom that made up Smith. And he could not stir in that slimy, ecstatic embrace--and a weakness was flooding that grew deeper after each succeeding wave of intense delight, and the traitor in his soul strengthened and drown-ed out the revulsion--and something within him ceased to struggle as he sank wholly into a blazing darkness that was oblivion to all else but that devouring rapture.

The young Venusian climbing the stairs to his friend's lodging-room pulled out his key absentmindedly, a pucker forming between his fine brows. He was slim, as all Venusi-ans are, as fair and sleek as any of them, and as with most of his countrymen the look of cherubic innocence on his face was wholly deceptive. He had the face of a fallen angel, without Lticerifer's majesty to redeem it; for a black devil grinned in his eyes and there were faint lines of ruthlessness and dissipation about his mouth to tell of the long years be-hind him that had run the gamut of experiences and made his name, next to Smith's, the most hated and the most re-spected in the records of the Patrol.

He mounted the stairs now with a puzzled frown between his eyes. He had come into Lakkdarol on the noon liner--the Maid in the hold very skillfully disguised with paint and otherwise--to find in lamentable disorder the affairs he had expected to be settled. And cautious inquiry elicited the information that Smith had not been seen for three days. That was not like his friend--he had never failed before, and the two stood to lose not only a large sum of money but also their personal safety by the inexplicable lapse on the part of Smith. Yarol could think of one solution only: fate had at last caught up with his friend. Nothing but physical disability could explain it.

Still puzzling, he fitted his key in the lock and swung the door open.

In that first moment, as the door opened, he sensed some-thing very wrong. . . . The room was darkened, and for a while he could see nothing, but at the first breath he scented a strange unnamable odor, half sickening, half sweet. And deep stirrings of ancestral memory awoke within him--ancient swamp-born memories from Venusian ancestors far away and long ago. . . .

Yarol laid his hand on his gun, lightly, and opened the door wider. In the dimness all he could see at first was a curious mound in the far corner. . . . Then his eyes grew accustomed to the dark, and he saw it more clearly, a mound that somehow heaved and stirred within itself.... A mound of--he caught his breath sharply--a mound like a mass of entrails, living, moving, writhing with an un-speakable aliveness. Then a hot Venusian oath broke from his lips and he cleared the door-sill in a swift stride, slam-med the door and set his back against it, gun ready in his hand,

although his flesh crawled-for he knezv. . . .

"Smith!" he said softly, in a voice thick with horror. "Northwest!"

The moving mass stirred-shuddered-sank back into crawling quiescence again.

"Smith! Smith!" The Venusian's voice was gentle and in-sistent, and it quivered a little with terror.

An impatient ripple went over the whole mass of alive-ness in the corner. It stirred again, reluctantly, and then tendrils by writhing tendrils it began to part itself and fall aside, and very slowly the brown of a spaceman's leather appeared beneath it, all slimed and shining.

"Smith! Northwest!" Yarol's persistent whisper came again, urgently, and with a dream-like slowness the leather garments moved ... a man sat up in the midst of the writhing worms, a man who once, long ago, might have been Northwest Smith. From head to foot he was slimy from the embrace of the crawling horror about him. His face was that of some creature beyond humanity-dead-alive, fixed in a gray stare, and the look of terrible ecstasy that overspread it seemed to come from somewhere far within, a faint re-flection from immeasurable distances beyond the flesh. And as there is mystery and magic in the moonlight which is after all but a reflection of the everyday sun, so in that gray face turned to the door was a terror unnamable and sweet, a reflection of ecstasy beyond the understanding of any who have known only earthly ecstasy themselves. And as he sat there turning a blank, eyeless face to Yarol the red worms writhed ceaselessly about him, very gently, with a soft, caressive motion that never slackened.

"Smith... come here! Smith ... get up. .. Smith. Smith!" Yarol's whisper hissed in the silence, commanding, urgent -but he made no move to leave the door.

And with a dreadful slowness, like a dead man rising, Smith stood up in the nest of slimy scarlet. He swayed drunkenly on him, feet, and two or three crimson tendrils came writhing up his legs to the knees and wound themselves there, supportingly, moving with a ceaseless caress that seemed to give him some hidden strength, for he said then, without inflection,

"Go away. Go away. Leave me alone." And the dead eesta-tic face never changed.

"Smith!" Yarol's voice was desperate. "Smith, listen! Smith, can't you hear me?"

"Go away," the monotonous voice said. "Go away. Go away. Go-"

"Not unless you come too. Can't you hear? Smith! Smith!"

He hushed in mid-phrase, and once more the ancestral prickle of race-memory shivered down his back, for the sear-let mass was moving again, violently, rising..

Yarol pressed back against the door and gripped his gun, and the name of a god he had forgotten years ago rose to his lips unbidden. For he knew what was coming next, I and the knowledge was more dreadful than any ignorance could have been.

The red, writhing mass rose higher, and the tendrils parted and a human face looked out-no, half human, with green cat-eyes that shone in that dimness like lighted jewels, compellingly. . . .

Yarol breathed "Shar!" again, and flung up an arm across his face, and the tingle of meeting that green gaze for even an instant went thrilling through him perilously.

"Smith!" he called in despair "Smith, can't you hear me?"

"Go away," said that voice that was not Smith's. "Go away.op

And somehow, although he dared not look, Yarol knew that the-the other-had parted those worm-thick tresses and stood there in all the human sweetness of the brown, curved woman's body, cloaked in living horror. And he felt the eyes upon him, and something was crying insistently in his brain to lower that shielding arm.... He was lost-he knew it, and the knowledge gave him that courage which comes from despair. The voice in his brain was growing, swelling, deafening him with a

roaring command that all but swept him before it A command to lower that arm-to meet the. eyes that opened upon darkness to submit-and a promise, murmurous and sweet and evil beyond words, of pleasure to come. . . .

But somehow he kept his head somehow, dizzily, he was gripping his gun in his upflung hand-somehow, incredibly, crossing the narrow room with averted face- groping for Smith's shoulder. There was a moment of blind fumbling in emptiness, and then he found it, and gripped the leather that was slimy and dreadful and wet-and simultaneously he felt something loop gently about his ankle and a shock of repulsive pleasure went through him, and then another coil, and another, wound about his feet....

Yarol set his teeth and gripped the shoulder hard, and his hand shuddered of itself, for the feel of that leather was slimy as the worms about his ankles, and a faint tingle of obscene delight went through him from the contact.

That caressive pressure on his legs was all he could feel, and the voice in his brain drowned out all other sounds, and his body obeyed him reluctantly-but somehow he gave one heave of tremendous effort and swung Smith. stumbling, out of that nest of horror. The twining tendrils ripped loose with a little sucking sound, and the whole mass quivered and reached after, and then Yarol forgot his friend utterly and turned his whole being to the hopeless task of freeing him-self. For only a part of him was fighting, now only a part of him struggled against the twining obscenities, and in his innermost brain the sweet, seductive murmur sounded, and his body clamored to surrender. .

"Shar! Shar y'danis . . . Shar mor'la-rol-" prayed Yarol, gasping and half unconscious that he spoke, boy's prayers that he had forgotten years ago, and with his back half turn-ed to the central mass he kicked desperately with his heavy boot at the red, writhing worms about him. They gave back before him, quivering and curling themselves out of reach, and though he knew that more were reaching for his throat from behind, at least he could go on struggling until he was forced to meet those eyes.

He stamped and kicked and stamped again, and for one instant he was free of the slimy grip as the bruised worms curled back from his heavy feet, and he lurched away dizzi-ly, sick with revulsion and despair as he fought off the coils, and then he lifted his eyes and saw the cracked mirror on the wall. Dimly in its reflection he could see the writhing' scarlet horror behind him, that face peering out with its de-mure girl-smile, dreadfully human, and all the red tendrils reaebing after him. And remembrance of something he had read long ago swept incongruously over him, and the gasp of relief and hope that he gave shook for a moment the grip of the command in his brain.

Without pausing for a breath he swung the gun over his shoulder, the reflected barrel in line with the reflected hor-ror in the mirror, and flicked'tlie catch.

In the mirror he saw its blue flame leap in a dazzling spate across the dimness, full into the midst of that squirm-ing, reaching mass behind him! There was a hiss and a blaze and a high, thin scream of inhuman malice and despair-the flame cut a wide are and went out as the gun fell from his hand, and Yarol pitched forward to the floor.

Northwest Smith opened his eyes to Martia-n sunlight streaming thinly through the dingy window. Something wet and co Id was slapping his face, and the familiar fiery sting of segii-- whisky burnt his throat.

"Smith!" Yarol's voice was saying from far away. "N. W.! Wake up, damn you! Wake up!"

I'm-awake," Smith managed to articulate thickly. "Wha's matter?"

Then a cup-rim was trust akainst, his teeth and Yarol said irritably, "Drink it, you fool!"

Smith swallowed obediently and more of the fire-hot segir Ilowed down his grateful throat. It spread a warmth through his body that awakened him from the numbness that had gripped him until now, and helped a little toward driving out the all-devouring weakness he was becoming aware of, slowly. He lay still for a few minutes while the warmth of the whisky went through him, and memory sluggishly be-gan to permeate his brain with the spread of the segir. Nightmare memories . . . sweet and terrible . . . memories of-

"God!" gasped Smith suddenly, and tried to sit up. Weak-ness smote him like a blow, and for an

instant the room wheeled as he fell back against something firm and warm-Yarol's shoulder. The Venusian's arm supported him while the room steadied, and after a while he twisted a little and stared into the other's black gaze.

Yarol was holding him with one arm and finishing the mug of segir himself, and the black eyes met his over the rim and crinkled into sudden laughter, half hysterical after that terror that was passed.

"By Pharol!" gasped Yarol, choking into his mug. "By Pharol, N. W.! I'm never gonna let you forget this! Next time you have to drag me out of a mess I'll say-

"Let it go," said Smith. "Vvhat's been going on? How-" "Shambleau." Yarol's laughter died.

"Shambleau! What were you doing with a thing like that?"

"What was it?" Smith asked soberly.

"Mean to say you didn't know? But where'd you find it?"

How-

"Suppose you tell me first what you know," said Smith firmly. "And another swig of that segir, too, please. I need it."

"Can you hold the mug now? Feellbetter?"

"Yeah-some. I can hold it-thanks. Now go on."

"Well-I don't know just where to start. They call them Shambleau-

"Good God, is there more than one?"

"It's a-a sort of race. I think, one of the very oldest. Where they come from nobody knows. The name sounds a little French, doesn't it? But it goes back beyond the start of history. There have always been Shambleau."

"I never heard of 'em."

"Not many people have. And those who know don't care to talk about it much."

"Well, half this town knows. I hadn't any idea what they were talking about, then. And I still don't understand, but-

"Yes, it happens like this, sometimes. They'll appear, and the news will spread and the town will get together and hunt them down, and after that-well, the story didn't get around very far. It's too-too unbelievable."

"But-my God, Yarol!-what was it? Where'd it come from? How-

"Nobody knows just where they come from. Another planet-maybe some undiscovered one. Some say Venus-I know there are some rather awful legends of them handed down in our family-that's how I've heard about it. And the minute I opened that door, awhile back-I-I think I knew that smell. . .

"But-what are they?"

"God knows. Not human, though they have the human form. Or that may be only an illusion... or maybe I'm crazy. I don't know. They're a species of the vampire-or maybe the vampire is a species of-of them. Their normal form must be that-that mass, and in that form they draw nourishment from the-I suppose the life-forces of men. And they take some form-usually a woman form, I think, and key you up to the highest pitch of emotion before they-begin. That's to work the life-force up to intensity so it'll be

easier. And they give, always, that horrible, foul pleasure as they-feed. There are some men who, if they survive the first experience, take to it like a drug-can't give it up -keep the thing with them all their lives-which isn't long -feeding it for that ghastly satisfaction. Worse than smoking or-or 'praying to Pharol."

"Yes," said Smith. "I'm beginning to understand why that crowd was so surprised and-and disgusted when I said well, never mind. Go on."

"Did you get to talk to-to it?" asked Yarol.

"I tried to. It couldn't speak very well. I asked it where it came from and it said-'from far

away and long ago'-,something like that."

"I wonder. Possibly some unknown planet-but I think not. You know there are so many wild stories with some basis of fact to start from, that I've sometimes wondered-mightn't there be a lot more of even worse and wilder super-stitions we've never even heard of? Things like this, blas-phemous and foul, that those who know have to keep still about? Awful, fantastic things running around loose that we never hear rumors of at all!

"These things-they've been in existence for countless ages. No one knows when or where they first appeared. Those who've seen them, as we saw this one, don't talk about it. It's just one of those vague, misty rumors you find half hinted at in old books sometimes. . . . I believe-they are an older race than man, spawned from ancient seed in times before ours, perhaps on planets that have gone to dust, and so horrible to man that when they are discovered the dis-coverers keep still about it-forget them again as quickly as they can.

"And they go back to time immemorial. I suppose you recognized the legend of Medusa? There isn't any question that the ancient Greeks knew of them. Does it mean that there have been civilizations before yours that set out from Earth and explored other planets? Or did one of the Sham-bleau somehow make its way into Greece three thousand years ago? If you think about it long enough you'll go off your head! I wonder how many other legends are based on things like this-things we don't suspect, things we'll never know.

"The Gorgon, Medusa, a beautiful woman with-with snakes for hair, and a gaze that turned men to stone, and Perseus finally killed her-I remembered this just by ac-cident, N. W., and it saved your life and mine-Perseus killed her by using a mirror as he fought to reflect what he dared not look at directly. I wonder what the old Greek who first started that legend would have thought if he'd known that three thousand years later his story would save the lives of two men on another planet. I wonder what that Greek's own story was, and how he met the thing, and what happened....

"Well, there's a lot we'll never know. Wouldn't the records of that race of-of things, whatever they are, be worth reading! Records of other planets and other ages and all the beginnings of mankind! But I don't suppose they've kept any records. I don't suppose they've even any place to keep them-from what little I know, or anyone knows about it, they're,like the Wandering Jew, just bobbing up here and there at long intervals, and where they stay in the meantime I'd give my eyes to know! But I don't believe that terribly hypnotic power they have indicates any superhuman intelli-gence. It's their means of getting food-just like a frog's long tongue or a carnivorous flower's odor. Those are physical because the frog and the-flounder eat physical food. The Shambleau uses a-a mental reach to get mental food ' I don't quite know how to put it. And just as a beast that eats the bodies of other animals acquires with each meal greater power over the bodies of the rest, so the Shambleau, stoking itself up with. the life-forces of men, increases its power over the minds and the souls of other men. But I'm talking about things I can't define-things I'm not sure exist.

"I only know that when I felt-when those tentacles clos-ed around my legs-I didn't want to pull loose, I felt sensations that-that-oh, I'm fouled'and filthy to the very deepest part of me by that-pleasure-and yet

"I know," said Smith slowly. The effect of the segir was beginning to wear off, and weakness was washing back over him in waves, and when he spoke he was half meditating in a low voice, scarcely realizing that Yarol listened. "I know it-much better than you do-and there's something so indescribably awful that the thing emanates, something so utterly at odds with everything human-there aren't any, words to say it. For a while I was a part of it, literally, shar-ing its thoughts and memories and emotions and hungers, and-well, it's over now and I don't remember very clearly, but the only part left free was that part of - me that was all but insane from the-the obscenity of the thing. And yet it was a pleasure so sweet-I think there must be some nucleus of utter evil in me-in everyone-that needs only the proper stimulus to get complete control; because even while I was sick all through from the touch of those-things-there was something in me that was-was simply gibbering with delight.... Because of that I saw things-and knew things-horrible, wild things I can't quite remem-ber-visited unbelievable places, looked backward through the memory of that creature-I was one with, and saw-God, I wish I could remember!"

"You ought to thank your God you can't," said Yarol soberly. His voice roused Smith from the half-trance he had fallen into, and he rose on his elbow, swaying a little from weakness. The room was wavering before him, and he closed his eyes, not to see it, but he asked, "You say they-don't turn up again? No way of finding-another?" Yarol did not answer for a moment. He laid his hands on the other man's shoulders and pressed him back, and then sat staring down into the dark, ravaged face with a new, strange, undefinable look upon it that he had never seen there before-whose meaning he knew, too well. "Smith," he said finally, and his black eyes for once were steady and serious, and the little grinning devil had vanished from behind them, "Smith, I've never asked your word on anything before, but I've earned the right to do it now, and I'm asking you to promise me one thing." Smith's colorless eyes met the black gaze unsteadily. Ir-resolution was in them, and a little fear of what that promise might be. And for just a moment Yarol was looking, not into his friend's familiar eyes, but into a wide gray blankness that held all horror and delight-a pale sea with unspeakable pleasures sunk beneath it. Then the wide stare unspeakable pleasures sunk beneath it. Then the wide stare voice said, "Go ahead. I'll promise." "That if you ever should meet a Shambleau again-ever, anywhere-you'll draw your gun and burn it to hell the instant you realize what it is. Will you promise me that?" There was a long silence. Yarol's somber black eyes bored relentlessly into the colorless ones of Smith, not wavering.

And the veins stood out on Smith's tanned forehead. He never broke his word-he had given it perhaps half a dozen times in his life, but once he had given it, he was incapable of breaking it. And once more the gray seas flooded in a dim tide of memories, sweet and horrible beyond dreams. Once more Yarol was staring into blankness that hid name-less things. The room was very still.

The gray tide ebbed. Smith's eyes, pale and resolute as steel, met Yarol's levelly. "I'll-try," he said. And his voice wavered.

BLACK THIRST

NORTHWEST SMITH leant his head back against the warehouse wall and stared up into the black night-sky of Venus. The waterfront was very quiet tonight, very dangerous. He could hear no sound save the eternal, slap-slap of water against the piles, but he knew how much of danger and sudden death dwelt here voiceless in the breathing dark, and he may have been a little homesick as he stared up into the clouds that masked a green star hanging lovely on the horizon-Earth and home. And if he thought of that he must have grinned wryly to himself in the dark, for Northwest Smith had no home, and Earth would not have welcomed him very kindly just then. He sat quietly in the dark. Above him in the warehouse wall a faintly lighted window threw a square of pallor upon the wet street. Smith drew back into his angle of darkness under the slanting shaft hugging one knee. And presently he heard footsteps softly on the street.

He may have been expecting footsteps, for he turned his head alertly and listened, but it was not a man's feet that came so lightly over the wooden quay, and Smith's brow furrowed. A woman, here, on this black waterfront by night? Not even the lowest class of Venusian street-walker dared come along the waterfronts of Ednes on the nights when the space-liners were not in. Yet across the pavement came clearly now the light tapping of a woman's feet.

Smith drew farther back into the shadows and waited. And presently she came, a darkness in the dark save for the triangular patch of pallor that was her face. As she passed under the light falling dimly from the window overhead he understood suddenly how she dared walk here and who she was. A long black cloak hid her, but the light fell upon her face, heart-shaped under the little three-cornered velvet cap that Venusian women wear, fell on ripples of half-hidden bronze hair; and by that sweet triangular face and shining hair he knew her for one of the Minga maids-those beauties that from the beginning of history have been bred in the Minga stronghold for loveliness and grace as race-horses are bred on Earth, and reared from earliest infancy in the art of charming men. Scarcely a court on the three planets lacks at least one of these exquisite creatures, long-limbed, milk-white, with their bronze hair and lovely brazen faces-if the lord of that court has the wealth to buy them. Kings from many nations and races have poured their riches

into the Minga gateway, and girls like pure gold and ivory have gone forth to grace a thousand palaces, and this has been so since Ednes first rose on the shore of the Greater Sea.

This girl walked here unafraid and unharmed because she wore the beauty that marked her for what she was. The heavy hand of the Minga stretched out protectingly over her bronze head, and not a man along the wharf-fronts but knew what dreadful penalties would overtake him if he dared so much as to lay a finger on the milk-whiteness of a Ming, a maid-terrible penalties, such as men whisper of fearfully over segir-whisky mugs in the waterfront dives of many nations-mysterious, unnamable penalties more dreadful than any knife or gun-flash could inflict. And these dangers, too, guarded the gates of the Minga castle. The chastity of the Minga girls was proverbial, a trade boast. This girl walked in peace and safety more sure than that attending the steps of a nun through slum streets by night on Earth.

But even so, the girls went forth very rarely from the gates of the castle, never unattended. Smith had never seen one before, save at a distance. He shifted a little now, to catch a better glimpse as she went by, to look for the escort that must surely walk a pace or two behind, though he heard no footsteps save her own. The slight motion caught her eye. She stopped. She peered closer into the dark, and said in a voice as sweet and smooth as cream,

"How would you like to earn a goldpiece, my man?"

A flash of perversity twisted Smith's reply out of its usual slovenly dialect, and he said in his most cultured voice, in his most perfect High Venusian,

"Thank you, no."

For a moment the woman stood quite still, peering through the darkness in a vain effort to reach his face. He could see her own, a pale oval in the window light, intent, surprised. Then she flung back her cloak and the dim light glinted on the case of a pocket flash as she flicked the catch. A beam of white radiance fell blindingly upon his face.

For an instant the light held him-lounging against the wall in his spaceman's leather, the burns upon it, the tatters, ray-gun in its holster low on his thigh, and the brown scar-red face turned to hers, eyes the colorless color of pale steel narrowed to the glare. It was a typical face. It belonged here, on the waterfront, in these dark and dangerous streets. It belonged to the type that frequents such places, those law-less men who ride the spaceways and live by the rule of the ray-gun, recklessly, warily outside the Patrol's jurisdiction. But there was more than that in the scarred brown face turned to the light. She must have seen it as she held the flash unwavering, some deep-buried trace of breeding and birth that made the cultured accents of the High Venusian not incongruous. And the colorless eyes derided her.

"No," she said, flicking off the light. "Not one gold-piece, but a hundred. And for another task that I meant."

"Thank you," said Smith, not rising. "You must excuse me."

"Five hundred," she said without a flicker of emotion in her creamy voice.

In the dark Smith's brows knit. There was something fantastic in the situation. Why?

She must have sensed his reaction almost as he realized it himself, for she said,

"Yes, I know. It sounds insane. You see-I knew you in the light just now. Will you?-can you?-I can't explain

here on the street. . . ."

Smith held the silence unbroken for thirty seconds, while a lightning debate flashed through the recesses of his wary mind. Then he grinned to himself in the dark and said,

"I'll come." Belatedly he got to his feet. "Where?"

"The Palace Road on the edge of the Minga. Third door from the central gate, to the left. Say to the door-warden-'Vaudir'." -

"That is-?"

"Yes, my -name. You will come, in half an hour?"

An instant longer Smith's mind hovered on the verge of refusal. Then he shrugged.

"Yes."

"At the third bell, then." She made the little Ven'uslan gesture of parting and wrapped her cloak about her. The blackness of it, and the softness of her footfalls, made her seem to melt into the darkness without a sound, but Smith's trained ears heard her footsteps very softly on the pavement as she went on into the dark. He sat there until he could no longer detect any faintest

sound of feet on the wharf ' He waited patiently, but his mind was a little dizzy with surprise. Was the traditional inviolability of the Minga a fraud? Were the close-guarded girls actually allowed sometimes to walk unattended by night, making assignations as they pleased? Or was it some elaborate hoax? Tradition for countless centuries had declar-ed the gates in the Minga wall to be guarded so relentlessly by strange dangers that not even a mouse could slip through without the knowledge of the Alendar, the Minga's lord. Was it then by order of the Alendar that the door would open to him when he whispered "Vaudir" to the warden? Or would it open? Was the girl perhaps the property of some Ednes lord, deceiving him for obscure purposes of her own? He shook his head a little and grinned to himself. After all, time would tell.

He waited a while longer in the dark. Little waves lapped the piles with sucking sounds, and once the sky lit up with the long, blinding roar of a space-ship splitting the dark.

At last he rose and stretched his long body as if he had been sitting there for a good while.

Then he settled the gun on his leg and set off down the black street. He walked very lightly in his spaceman's oots.

A twenty-minute walk through dark byways, still and de-serted, brought him to the outskirts of that vast city-within-a-city called the Minga. The dark, rough walls of it towered over him, green with the lichen-like growths of the Hot Planet. On the Palace Road one deeply-sunk central gateway opened upon the mysteries within. A tiny blue light burned over the arch. Smith went softly through the dimness to the left, of it, counting two tiny doors half hidden in deep recesses. At the third he paused. It was painted a rusty green, and a green vine spilling down the wall half veiled it, so that if he had not been searching he would have passed it by.

Smith stood for a long minute. motionless, staring at the green panels deep-sunk in rock. He listened. He even sniffed the heavy air. Warily as a wild beast he hesitated in the dark. But at last he lifted his hand and tapped very lightly with his fingertips on the green door.

It swung open without a sound. Pitch-blackness confront. ed him, an archway of blank dark in the dimly seen stone wall. And a voice queried softly, "Qu'a lo' val ?'

"Vaudir," murmured Smith, and grinned to himself in-voluntarily. How many romantic youths must have stood at these doors in nights gone by, breathing hopefully the names of bronze beauties to doormen in dark archways! But unless tradition lied, no man before had ever passed. He must be the first in many years to stand here invited at a little doorway in the Minga wall and hear the watchman murmur "Come."

Smith loosened the gun at his side and bent his tall head under the arch. He stepped into blackness that closed about him like water as the door swung shut. He stood there with quickened heart-beats, hand on his gun, listening. A blue light, dim and ghostly, flooded the place without warning and he saw that the doorman had crossed to a switch at the far side of the tiny chamber wherein he stood. The man was one of the Minga eunuchs, a flabby creature, splendid in crimson velvet. He carried a cloak of purple over his arm, and made a splash of royal colors in the dimness. His side-long eyes regarded Smith from under lifted brows, with a look that the Earthman could not fathom. There was amuse-ment in it, and a touch of terror and a certain reluctant

admiration.

Smith looked about him in frank curiosity. The little entry was apparently hollowed out of the enormously thick wall itself. The only thing that broke its bareness was the ornate bronze door set in the far wall. His eyes sought the eunuch's in mute inquiry.

The creature came forward obsequiously, murmuring, 'Permit me-' and flung the purple cloak he carried over mith's shoulders. Its luxurious folds, faintly fragrant, swept about him like a caress. It covered him, tall as he was, to the very boot-soles. He drew back in faint distaste as the eunuch lifted his hands to fasten the jeweled clasp at his throat. "Please to draw up the hood also," murmured the creature without apparent resentment, as Smith snapped the fastening himself. The hood covered his sun-bleached hair and fell in thick folds about his face, casting it into deep shadow.

The eunuch opened the bronze inner door and Smith star-ed down a long hallway curving almost imperceptibly to the right. The paradox of elaborately decorated simplicity was illustrated in every broad polished panel of the wall, so in-tricately and exquisitely carved that it gave at first the im-pression of a strange, rich plainness.

His booted feet sank sensuously into the deep pile of the carpet at every step as he followed the eunuch down the hall. Twice he heard voices murmuring behind lighted doors, and his hand lay on the butt of the ray-gun under the folds of his robe, but no door opened and the hall lay empty and dim before them. So far it had been amazingly easy Either tradition lied about the impregnability of the Minga, or the girl Vaudir had bribed with incredible lavishness or-that thought again, uneasily-it was with the Alendar's consent that he walked here unchallenged. But why?

They came to a door of silver grille at the end of the curved corridor, and passed through it into another - hallway

slanting up, as exquisitely voluptuous as the first. A flight of stairs wrought from dully gleaming bronze curved at the end of it. Then came another hall lighted with rosy lanterns that swung from the arched ceiling, and beyond another stairway, this time of silvery metal fretwork, spiraling down again.

And in all that distance they met no living creature. Voice& hummed behind closed doors, and once or twice strains of music drifted faintly to Smith's ears, but either' the corridors had been cleared by a special order, or incredi-ble luck was attending them. And he had the uncomfortable sensation of eyes upon his back more than once. They pass-ed dark hallways and open, unlighted doors, and sometimes the hair on his neck bristled with the feeling of human near-ness, inimical, watching.

For all of twenty minutes they walked through curved corridors and up and down spiral stairs until even Smith's keen senses were confused and he could not have said at what height above the ground he was, or in what direction the corridor led into which they at last emerged. At the end of that time his nerves were tense as steel wire and he restrained himself only by force from nervous, over-the-shoulder glances each time they passed an open door. An air of languorous menace brooded almost visibly over the place, he thought. The sound of soft voices behind doors, the feel of eyes, of whispers in the air, the memory of tales half heard in waterfront dives about the secrets of the Minga, the nameless dangers of the Minga. . . .

Smith gripped his gun as he walked through the splendor and the dimness, every sense assailed by voluptuous appeals, but his nerves strained to wire and his flesh crawled as he passed unlighted doors. This was too easy. For so many cen-turies the tradition of the Minga had been upheld. a byword of impregnability, a stronghold guarded by more than swords, by greater dangers than the ray-gun-and yet here he walked, unquestioned, into the deepest heart of the place, his only disguise a velvet cloak, his only weapon a bolstered gun, and no one challenged him, no guards, no slaves, not even a passer-by to note that a man taller than any dweller here should stride unquestioned through the innermost cor-ridors of the inviolable Minga. He loosened the ray-gun in its sheath.

The eunuch in his scarlet velvet went on confidently ahead. Only once did he falter. They had reached a dark passageway, and just as they came opposite its mouth the sound of a soft, slithering scrape, as of something over stones, draggingly, reached their ears. He saw the eunuch start and half glance back, and then hurry on at a quicker pace, nor did he slacken until they had put two gates and a length of lighted corridor between them and that dark passage.

So they went on, through halls half lighted, through scented air and empty dimness where the doorways closed upon murmurous mysteries within or opened to dark and the feel of watching eyes. And they came at last, after end-less, winding progress, into a hallway low-ceiled and panel-ed in mother-of-pearl, pierced and filigreed with carving, and all the doors were of silver grille. And as the eunuch pushed open the silver gate that led into this corridor the thing happened that his taut nerves had' been expecting ever since the start of the fantastic journey. One of the doors opened and a figure stepped out and faced them.

Under the robe Smith's gun slid soundlessly from its holster. He thought he saw the eunuch's back stiffen a little, and his step falter, but only for an instant. It was a girl who had come out, a slave-girl in a single white garment, and at the first glimpse of the tall, purple-robed figure with hooded face, towering over her, she gave a little gasp and slumped to her knees as if under a blow. It was obeisance, but so shocked and terrified that it might have been a faint. She laid her face to the very carpet, and Smith, looking down in amazement on the prostrate figure, saw that she was trembling violently.

The gun slid back into its sheath and he paused for a moment over her shuddering homage. The eunuch twisted round to beckon with soundless violence, and Smith caught a glimpse of his face for the first time since their journey began. It was Listening with sweat, and the sidelong eyes were bright and shifting, like a hunted animal's. Smith was oddly reassured by the sight of the eunuch's obvious panic. There was danger then-danger of discovery, the sort of peril he knew and could fight. It was that creeping sensation of eyes watching, of unseen things slithering down dark passages, that had strained his nerves so painfully. And yet, even so, it had been too easy....

The eunuch had paused at a silver door half-way down the hall and was murmuring something very softly, his mouth against the grille. A panel of green brocade was stretched across the silver door on the inside, so they could see nothing within the room, but after a moment a voice said, "Good!" in a breathing whisper, and the door quivered a little and swung open six inches. The eunuch genuflected in a swirl of scarlet robes, and Smith caught his eye swiftly, the look of terror not yet faded, but amusement there too, and a certain respect. And then the door opened wider and he stepped inside.

He stepped into a room green as a sea-cave. The walls were paneled in green brocade, low green couches circled the room, and, in the center, the blazing bronze beauty of the girl Vaudir. She wore a robe of green velvet cut in the startling Venusian fashion to loop over one shoulder and swathe her body in tight, molten folds, and the skirt of it was slit up one side so that at every other motion the long white leg flashed bare.

He saw her for the first time in a full light, and she was lovely beyond belief with her bronze hair cloudy on her shoulders and the pale, lazy face smiling. Under deep lashes the sidelong black eyes of her race met his.

He jerked impatiently at the hampering 'hood of the cloak. "May I take this off?" he said. "Are we safe here?"

She laughed with a short, metallic sound. "Safe!" she said ironically. "But take it off if you must. I've gone too far now to stop at trifles."

And as the rich folds parted and slid away from his leather brownness she in turn stared in quickened interest at what she had seen only in a half-light before. He was al-most laughably incongruous in this jewel-box room, all leath(-t and sunburn and his scarred face keen and wary in the light of the lantern swinging from its silver chain. She looked a second time at that face, its lean, leathery keenness and the scars that ray-guns had left, and the mark of knife and talon, and the tracks of wild years along the spaceways. Wariness and resolution were instinct in that face, there was ruthlessness in every line of it, and when she met his eyes a little shock went over her. Pale, pale as bare steel, colorless in the sunburnt face. Steady and clear and no-colored, expressionless as water. Killer's eyes.

And she knew that this was the man she needed. The name and fame of Northwest Smith had penetrated even into these mother-of-pearl Minga halls. In its way it had spread into stranger places than this, by strange and devio us paths and for strange, devious reasons. But,even had she never heard the name (nor the deed she connected it with, which does not matter here), she would have known from this scarred face, these cold and steady eyes, that here stood the man she wanted, the man who could help her if any man alive could.

And with that thought, others akin to it flashed through her mind like blades crossing, and she dropped her milk-white lids over the sword-play to hide its deadliness, and, ,said, "Northwest ... Smith," in a musing murmur.

"To be commanded," said Smith in the idio ,in of her own tongue, but a spark of derision burned behind the courtly words.

Still she said nothing, but looked him up and down with slow eyes. He said at last,

"Your desire-?" and shifted impatiently.

"I had need of a wharfman's services," she said, still in that breathing whisper. "I had not seen you, then. . . . There are many wharfman along the seafront, but only one of you, oh man of Eart' and she lifted her arms and sway-ed toward him exactly as a reed sways to a lake breeze, and her arms Jay lightly on his shoulders and her mouth. was very near. . . .

Smith looked down into the veiled eyes. He knew enough of the breed of Venus to guess the deadly sword-flash of motive behind anything a Venusian does, and he had caught a glimpse of that particular sword-flash before she lowered her lids. And if her thoughts were sword-play, his burnt like heat-beams straight to their purpose. In the winking of an eye he knew a part of her motive-the most obvious part. And he stood there unanswering in the circle of her arms.

She looked up at him, half incredulous not to feel a leather embrace tighten about her.

"Qu'a lo'val?" she murmured whimsically. "So cold then, Earthman ? Am I not desirable?"

Wordlessly he looked down at her, and despite himself the blood quickened in him. Minga girls for too many cen-turies had been born and bred to'the art of charming men for Northwest Smith to stand here in the warm arms of one and feel no answer to the invitation in her eyes. A subtle fragrance rose from her brazen hair, and the velvet molded a body whose whiteness he could guess from the flash of the long bare thigh her slashed skirt showed. He grinned a little crookedly and stepped away, breaking the clasp of her hands behind his neck.

"No," he said. "You know your art well, my dear, but your motive does not flatter me."

She stood back and regarded him with a wry, half-appre-ciative smile.

"What do you mean?"

"I'll have to know much more about all this before I com-mit myself as far as-that"

You fool,' she smiled. "You re in over your head now, as, deeply as you could ever be. -You were the moment you

Crossed the door-sill - it the outer wall. , There is no drawing back."

"Yet it was so easy-so very easy to come in," miar-mured 'Smith.

She came forward a step and looked up at him with nar-rowed eyes, the pretense of seduction dropped like a cloak.

"You saw that, too?" she queried in a half-whisper. "It seemed so-to,'you? Great Shar, if I could be sure. And there was terror in her face.

"Suppose we sit down and you tell me about it," suggested Smith practically.

She laid a hand-white as cream, soft as satin-on his arm and drew him to the low divan that circled the room. There was inbred, generations-old coquetry in the touch, but the white hand shook a little.

"What is it you fear so?" queried Smith curiously as they sank to the green velvet. "Death comes only once, you know."

She shook her bronze head contemptuously.

"Not that," she said. "At least no, I wish I knew just what it is I do-fear-and that is the most dreadful part of it. But I wish-I wish it had not been so easy to get you here."

"The place was deserted," he said thoughtfully, "Not a soul along the halls. Not a guard anywhere. Only once did we see any other creature, and that was a slave-girl in the hall just outside your door."

"What did she-do?" Vaudir's voice was breathless.

"Dropped to her knees as if she'd been shot. You might have thought me the devil himself by the way she acted."

The girl's breath escaped in a sigh.

"Safe, then," she said thankfully. "She must have thought you the Alendar." Her voice faltered a little over the name, as if she half feared to pronounce it. "He wears a cloak like that you wore when he comes through the halls. But he comes so very seldom..

"I've never seen him," said Smith, "but, good Lord, is he Such a monster ? The girl dropped as if she'd been hamstrung.

"Oh, hush, hush!" Vaudir agonizes. "You mustn't speak of him so. He's-he's-of course-" She knelt and hid her face. "I wish to heaven I had. . . ."

Smith faced her squarely and searched the veiled dark eyes with a gaze as bleak as empty seas. And he saw very clearly behind the veils the stark, nameless terror at their depths.

"What is it?" he demanded.

She drew her shoulders together and shivered a little, and her eyes were furtive as she glanced around the room. . "Don't you feel it?" she asked in that half-whisper to which her voice sank so caressingly. And he smiled to him-self to see how instinctively eloquent was the courtesan in her-alluring gestures though her hands trembled, soft voice huskily seductive even in its terror. "-always, always!" she was saying. "The soft, hushed, hovering menace! It haunts the whole place. Didn't you feel it as you came in?"

"I think I did," Smith answered slowly. "Yes-that feel of something just out of sight, hiding in dark doorways a sort of tensity in the air. . . ."

"Danger," she whispered, "terrible, nameless danger

oh, I feel it wherever I go ... it's soaked into me and through me until it's a part of me, body and soul. . . ."

Smith heard the note of rising hysteria in her voice, and said quickly,

"Why did you come to me?"

"I didn't, consciously." She conquered the hysteria with an effort and took up her tale a little more calmly.:"I was really looking for a wharfman, as I said, and for quite another reason than this. It doesn't matter, now. But when you spoke, when I flashed my light and saw your face, I knew you. I'd heard of you, you see, and about the-the Lakkmanda affair, and I knew in a moment that if anyone alive could help me, it would be you."

"But what is it? Help you in what?"

"It's a long story," she said, "and too strange, almost, to believe, and too vague for you to take seriously. And yet I know.... Have you heard the history of the Minga?"

"A little of it. It goes back very far."

"Back into the beginning-and farther. I wonder if you can understand. You know, we on Venus are closer to our be-ginnings than you. Life here developed faster, of course, and along lines more different than Earthmen realize. On Earth civilization rose slowly enough for the-the element-als-to sink back into darkness. On Venus-oh, it's bad, bad for men to develop too swiftly! Life rises out of dark and mystery and things too strange and terrible to be looked upon. Earth's civilization grew slowly, and by the time men were civilized enough to look back they were sufficiently far from their origins not to see, not to know. But we here who look back see too clearly, sometimes, too nearly and vividly the black beginning. Great Shar defend me, what I have seen!"

White hands flashed up to hide sudden terror in her eyes, and hair in a brazen cloud fell fragrantly over her fingers. And even in that terror was an inbred allure as natural as breathing.

In the little silence that followed, Smith caught himself glancing furtively over his shoulder. The room was ominously still. . . .

Vaudir lifted her face from her hands, shaking back her hair. The hands trembled. She clasped them on her velvet knee and went on.

"The Minga," she said, and her voice was resolutely steady, "began too long ago for anyone to name the date' It began before dates. When Far-thursa came out of the sea-fog with his men and founded this city at the mountain's foot he built it around the walls of a castle already here. The Minga castle. And the Alendar sold Minga girls to, the sailors and the city began. All that is myth, but the Minga had always been here.

"The Alendar dwelt in his stronghold and bred his golden girls and trained them in the arts of charming men, and guarded them with-withstrange weapons-and sold them to kings at royal prices. There has always been an Alendar. I have seen him, once. . . .

"He walks the halls on rare occasions, and it is best to kneel and hide one's face when he comes by. Yes, it is best. . . . But I passed him one day, and-and-he is tall, tall as you, Earthman, and his eyes are like-the space between the worlds. I looked into his eyes under the hood he wore-I was not afraid of devil or man, then. I looked him in the eyes before I made obeisance, and I-I shall never be free of fear again. I looked into evil as one looks into a pool. Blackness and blankness and raw evil. Impersonal, not malevolent. Elemental . . . the elemental dreadfulness that life rose from. And I know very surely, now, that the first Alendar sprang from no mortal seed. There were races before man. . . . Life goes back very dreadfully through many forms and evils, before it reaches the well-spring of its beginning. And the Alendar had not the eyes of a human creature, and I met them-and I am damned!"

Her voice trailed softly away and she - sat quiet for a space, staring before her with remembering eyes.

"I am doomed and damned to a blacker hell than any of Shar's priests threaten," she resumed. "No, wait-this is not hysteria. I haven't told you the worst part. You'll find it hard to believe, but it's truth-truth-Great Shar, if I could hope it were not!

"The origin of it is lost in legend. But why, in the begin-ning, did the first Alendar dwell in the misty sea-edge castle, alone and unknown, breeding his bronze girls?-not for sale, then. Where did he get the secret of producing the invari-able type? And the castle, legend says, was age-old when Far-thursa found it. The girls had a perfected, consistent beauty that could be attained only by generations of effort. How long had the Minga been built, and by whom? Above all, why? What possible reason could there be for dwelling there absolutely unknown, breeding civilized beauties in a world half-savage? Sometimes I think I have guessed the reason....

Her voice faded into a resonant silence, and for a while she sat staring blindly at the brocaded wall. When she spoke again it was with a startling shift of topic.

"Am I beautiful, do you think?"

"More so than any I have ever seen before," answered Smith without flattery.

Her mouth twisted.

"There are girls here now, in this building, so much love-lier than I that I am humbled to think of them. No mortal man has ever seen them, except the Alendar, and he-is not wholly mortal. No mortal man will ever see them. They are not for sale. Eventually they will disappear....

"One might think that feminine beauty must reach an apex beyond which it can not rise, but this is not true. It can Increase and intensify until-I have no words. And I truly believe that there is no limit to the heights it can reach,, in the hands of the Alendar. And for every beauty we know and hear of, through the slaves that tend them, gossip says there are as many more, too immortally lovely for mortal eyes to see. Have you ever considered that beauty might be refined and intensified until one could scarcely bear to look upon it? We have tales here of such beauty,

hidden in some of the secret rooms of 'the Minga.

"But the world never knows of these mysteries. No monarch on any planet known is rich enough to buy the loveliest hidden in the Minga's innermost rooms. It is not for sale. For countless centuries the Alendars of the Minga have been breeding beauty, in higher degrees, at infinite labor and cost-beauty to be locked in secret chambers, guarded most terribly, so that not even a whisper of it passes the outer walls, beauty that vanishes, suddenly, in a breath-like that! Where? Why? How? No one knows.

"And it is that I fear. I have not a fraction of the beauty I speak of, yet a fate like that is written for me-somehow I know. I have looked into the eyes of the Alendar, and -I know. And I am sure that I must look again into those blank black eyes, more deeply, more dreadfully. . . . I know -and I am sick with terror of what more I shall know, soon.

"Something dreadful is waiting for me, drawing nearer and nearer. Tomorrow, or the next day, or a little while after, I shall vanish and the girls will wonder and whisper a little, and then forget. It has happened before. Great Shar, what shall I do?"

She wailed it, musically and hopelessly, and sank into a little silence. And then her look changed and she said reluctantly,

"And I have dragged you in with me. I have broken every tradition of the Minga in bringing you here, and there has been no hindrance-it has been too easy, too easy. I think I have sealed your death. When you first came I, was minded to trick you into committing yourself so deeply that perforce you must do as I asked to win free again. But I know now that through the simple act of asking you here I have dragged you in deeper than I dreamed. It is a knowledge that has come to me somehow, out of the air tonight. I can feel knowledge beating upon me-compelling me. For in my terror to get help I think I have precipitated damnation upon us both. I know now-I have known in my soul since you entered so easily, that you will not go out alive-that-it -will come for me and drag you down too. . Shar, Shar, what have I done!"

"But what, what?" Smith struck his knee impatiently. "What is it we face? Poison? Guards? Traps? Hypnotism? Can't you give me even a guess at what will happen?"

He leaned forward to search her face commandingly, and saw her brows knit in an effort to find words that would cloak the mysteries she had to tell. Her lips parted irresolutely.

"The Guardians," she said. "The-Guardians.....

And then over her hesitant face swept a look of such horror that his hand clenched on his knee and he felt the hairs rise along his neck. It was not horror of any material thing, but an inner dreadfulness, a terrible awareness. The eyes that had met his glazed and escaped his commanding stare without shifting their focus. It was as if they ceased to be eyes and became dark windows-vacant, The beauty of her face set like a mask, and behind the blank windows, behind the lovely set mask, he could sense dimly the dark command flowing in..

She put out her hands stiffly and rose. Smith found himself on his feet, gun in hand, while his hackles lifted shudderingly and something pulsed in the air as tangibly, as the beat of wings. Three times that nameless shudder stirred the, air, and then Vaudir stepped forward like an automaton and faced the door. She walked in her dream of masked dreadfulness, stiffly, through the portal. As she passed him he put out a hesitant hand and laid it on her arm, and a little stab of pain shot through him at the contact, and once more he thought he felt the pulse of wings in the air. Then she passed by without hesitation, and his hand fell. . He made no further effort to arouse her, but followed after-on cat-feet, delicately as if he walked on eggs. He was crouching a little, unconsciously. and his gun-hand held a tense finger on the trigger.

.They went down the corridor in a breathing silence, an empty corridor where no lights showed beyond closed doors, where no murmur of voices broke the live stillness. But little shudders seemed to shake in the air somehow, and his heart was pounding suffocatingly.

Vaudir walked like a mechanical doll, tense in a dream of horror. When they reached the end of the hall he saw that the silver grille stood open, and they passed through without pausing. But

Smith noted with a little qualm, that a gateway opening to the, right was closed and locked, and the bars across it were sunk firmly into wall-sockets. There was no choice but to follow her. The -corridor slanted downward.,They passed:others branching to right and left,, but the silver gateways were closed and barred across each. A coil of silver stairs ended the passage, and the girl went stiffly down without touching the rails. It was a long spiral, past many floors, and as they descended, the rich, dim light lessened and darkened and a subtle smell of moisture and salt invaded the scented air. At each turn

where the stairs opened on successive floors, gates were barred across the outlets; and they passed so many of these that Smith knew, as they went down and down, that however high the green jewel-box room had been, by now they were descending deep into the earth. And still the stair wound downward. The stories that opened beyond the bars like honeycomb layers became darker and less lux-urious, and at last ceased altogether and the silver steps wound down through a well of rock, lighted so dimly at wide intervals that he could scarcely see the black polished. walls circling them in. Drops of moisture began to appear on the dark surface, and the smell was of black salt seas and dank underground.

And just as he was beginning to believe that the stairs went on and on into the very black, salt heart of the planet, they came abruptly to the bottom A flourish of slim, shining rails ended the stairs, at the head of a hallway, and the girl's feet turned unhesitatingly to follow its dark length. Smith's pale eyes, searching the dimness, found no trace of other life than themselves; yet eyes were upon him-he knew it surely.

They came down the black corridor to a gateway of wrought metal set in bars whose ends sank deep into the stone walls. She went through, Smith at her heels raking the dark with swift, unresting eyes like,a wild animal's, wary in a strange jungle. And,beyond the great gates a door hung with sweeping curtains of black ended the hall. Some how Smith felt that they had reached their destination. And nowhere along the whole journey had he had any choice but to follow Vaudir's unerring, unseeing footsteps. Grilles had been locked across every possible outlet. But he had his gun.

Her hands were white against the velvet as she pushed aside the f olds. Very bright she stood for an instant-all green and gold and white-against the blackness. Then she passed through and the folds swept to behind her-candle-flame extinguished in dark velvet Smith hesitated the barest instant before he parted the curtains and peered within.

He was looking into a room hung in black velvet that ab-sorbed the light almost hungrily. That light radiated from a single lamp swinging from the ceiling directly over an ebonv table. It shone softly on a man-a very tall man.

He stood darkly Linder it, very dark in the room's dark-ness, his bead bent, staring up from under level black brows. His eyes in the half-hidden face were pits of blackness. and under the lowered brows two pinpoint' gleams stabbed Astraight-not at the girl-but at Smith hidden behind the curtains. It held his eyes as a magnet holds steel. He felt the narrow glitter plunging blade-like into his very brain, and from the keen, burning stab something within him shuddered away involuntarily. He thrust his gun through the curtains, stepped through quietly, and stood meeting the sword-gaze with pale, unwavering eyes.

Vaudir moved forward with a mechanical stiffness that somehow could not hide her grace-it was as if no power existing could ever evoke from that lovely body less than loveliness. She came to the man's feet and stopped there. Then a long shudder swept her from head to foot and she dropped to her knees and laid her forehead to the floor.

Across the golden loveliness of her the man's eyes met Smith's, and the man's voice, deep, deep, like black waters flowing smoothly, said,

"I am the Alendar."

"Then you know me," said Smith, his voice harsh as iron in the velvet dimness.

"You are Northwest Smith," said the smooth, deep voice dispassionately. "An outlaw from the planet Earth. You have broken your last law, Northwest Smith. Men do not come here uninvited-and live. You perhaps have heard tales. . . ."

His voice melted into silence, lingeringly.

Smith's mouth curled into a wolfish grin, without mirth, and his gun hand swung up. Murder flashed bleakly from his steel-pale eyes. And then with stunning abruptness the world dissolved about him. A burst of coruseations flamed through his head, danced and wheeled and drew slowly together in a whirling darkness until they were two pinpoint sparks of light-a dagger stare'under level brows. . . .

When the room steadied about him he was standing with slack arms, the gun hanging from his fingers, an apathetic numbness slowly withdrawing from his body. A dark smile curved smoothly on the Alendar's mouth.

The stabbing gaze slid casually away, leaving him dizzy in sudden vertigo, and touched the girl prostrate on the floor. Against the black carpet her burnished bronze curls sprayed out exquisitely. The green robe folded softly back from the roundness of her body, and nothing in the universe could have been so lovely as the creamy whiteness,of her on the dark floor. The pit-black eyes brooded over her impassively.,, And then, in his smooth,, deep voice the Ale,ndar asked,. amazingly, matter-of-factly,

"Tell me, do you have such girls on Earth?"

Smith shook his head to clear it. When he mana-ed an answer his voice had steadied., and in the receding of that dizziness even the sudden drop into casual conversation seemed not unreasonable.

"I have never seen such a girl anywhere," he said calmly.

The sivord gaze flashed up and pierced him.

"She has told you," said the Alendar. "You know I have beauties here that outshine her as the sun does a candle. And yet . . . she has more than beauty, this Vaudir. You have felt it, perhaps?"

Smith met the questioning gaze, searching for mockery, but finding none. Not understandings moment before the man had threatened his life-he took up the conversa-tion.

"They all have more than beauty. For what other reason do kings buy the Minga girls?"

No-not that charm. She has it too, but something more subtle than fascination, much more desirable than loveliness. She has courage, this girl. She has intelligence. Where she got it I do not understand, I do not breed my girls for such things. But I looked into her eyes once, in the hallway, as she told you-and saw there more arousing things than beauty. I summoned her-and you come at her heels. Do you know why? Do you know why you did not die at the outer gate or anywhere along the hallways on your way in?"

Smith's pale stare met the dark one questioningly-The voice Rowed on.

. "Because there are-interesting things in your eyes too. Courage and ruthlessness and a certain-power, I think. Intensity is in you. And I believe I can find a use for it, Earthman."

Smith's eyes narrowed a little. So calm, so matter-of-fact, this talk. But death was coming. He felt it in the air-he knew that feel of old. Death-and worse things than that, perhaps. He remembered the whispers he had heard.

On the floor the girl moaned a little, and stirred. The Alendar's quiet, pinpoint eyes flicked her, and he said softly, "Rise." And she rose, stumbling, and stood before him with bent head. The stiffness was gone from her. On an impulse Smith said suddenly,"Vaudirl" She lifted her face and met his gaze, and a thrill of horror rippled over him. She had regained consciousness, but she would never be the same frightened girl he had known. Black knowledge looked out of her eyes, and her face was a strained mask that covered horror barely-barely! It was the face of one who has walk-ed through a blacker hell than- any of humanity's under-standing, and gained knowledge there that no human soul could endure knowing and live.

She looked him full in the face for a long moment, silently, and then turned away to the Alendar again. And Smith thought, just before her eyes left his, he had seen in them one wild flash of hopeless, desperate appeal.

"Come," said the Alendar.

He turned his back-Smith's gun-hand trembled up and then fell again. No, better wait. There was always a bare hope, until he saw death closing in all around.

He stepped out over the yielding carpet at the Alendar's heels. The girl came after with slow steps and eyes down-cast in a horrible parody of meditation, as if she brooded over the knowledge

that dwelt so terribly behind her eyes.

The dark archway at the opposite end of the room swallowed them up. Light failed for an instant—a breath-stop-ping instant while Smith's gun leaped up involuntarily, like a live thing in his hand, futilely against invisible evil, and his brain rocked at the utter blackness that enfolded him. It was over in the wink of an eye, and he wondered if it had ever been as his gun-hand fell again. But the Alendar said across one shoulder,

"A barrier I have placed to guard my-beauties. A mental barrier that would have been impassable had you not been with me, yet which-but you un('--rstand now, do you not, my Vaudir?" And there was air indescribable leer in the query that injected a note of monstrous humanity into the inhuman voice.

"I understand," echoed the girl in a voice as lovely and toneless as a sustained musical note. And the sound of those two inhuman voices proceeding from the human lips of his companions sent a shudder thrilling-along Smith's nerves.

They went down the long corridor thereafter in silence Smith treading soundlessly in his spaceman's boots, every fiber of him tense to painfulness. He found himself wonder-ing, even in the midst of his strained watchfulness, if any other creature with a living human soul had ever gone down this corridor before—if frightened golden girls had followed the Alendar thus into ' blackness, or if they too had been drained of humanity and steeped in that nameless horror before their feet followed their master through the black barrier.

The hallway led downward, and the salt smell became clearer and the light sank to a glimmer in the air, and in a silence that was not human they went on.

Presently the Alendar said—and his deep, liquid voice did nothing to break the stillness, blending with it softly so that not even an echo roused,

"I am taking you into, a place where no other man than the Alendar has ever set foot before. It pleases me to won-der just how your unaccustomed senses will react to the things you are about to see. I am reaching an—an age"—he laughed softly—"where experiment interests me. Look!"

Smith's eyes blinked shut before an intolerable blaze of sudden light. In the streaked darkness of that instant while the glare flamed through his lids he thought he felt every-thing shift unaccountably about him, as if the very structure of the atoms that built the walls were altered. When he opened his eyes he stood at the head of a long gallery blazing with a soft, delicious brilliance. How he had got there he made no effort even to guess.

Very beautifully it stretched before him. The walls and floor and -ceiling were of sheeny stone. There were low couches along the walls at intervals, and a blue pool broke the floor, and the air sparkled unaccountably with golden light. And figures were moving through that champagne sparkle. Smith stood very still, looking down the gallery. The Alendar watched him with a subtle anticipation upon his face, the pinpoint glitter of his eyes sharp enough to pierce the Earthman's very brain. Vaudir with bent head brooded over the black knowledge behind her drooping lids. Only Smith of the three looked down the gallery and saw what moved through the golden glimmer of the air.

They were girls. They might have been goddesses—angels haloed with bronze curls, moving leisurely through a golden heaven where the air sparkled like wine. There must have been a score of them strolling up and down the gallery in twos and threes, lolling on the couches, bathing in the pool. They wore the infinitely graceful Venusian robe with its looped shoulder and slit skirt, in soft, muted shades of vio-let and blue and jewel-green, and the beauty of them was breath-stopping as a blow. Music was in every gesture they made, a flowing, singing grace that made the heart ache with its sheer loveliness.

He had thought Vaudir lovely, but here was beauty so exquisite that it verged on pain. Their sweet, light voices were pitched to send little velvety burrs along his nerves, and from a

distance the soft sounds blended so musically that they might have been singing together. The loveliness of their motion made his heart contract suddenly, and the blood pounded in his ears...

"You find them beautiful?" The Alendar's voice blended into the humming lilt of voices as perfectly as it had blended with silence. His dagger-glimmer of eyes, was fixed piercingly on Smith's pale gaze, and he smiled a little, faintly. "Beautiful? Wait!"

He moved down the gallery, tall and very dark in the rainbow light. Smith, following after, walked in a haze of wonder. It is not given to every man to walk through heaven. He felt the air tingle like wine, and a delicious perfume caressed him and the bloated girls drew back with wide, amazed eyes fixed on him in his stained leather and heavy boots as he passed. Vaudir paced quietly after, her head bent, and from her the girls turned away their eyes, shuddering a little.

I see now that their faces were as lovely as their bodies, languorously, colorfully. They were contented faces, unconscious of beauty, unconscious of any other existence than their own-soulless. He felt that instinctively. Here was beauty incarnate, physically, tangibly; but he had seen in Vaudir's face before a sparkle of daring, a tenderness of remorse at having brought him here, that gave her an indefinable superiority over even this incredible beauty, soulless.

They went down the gallery in a sudden hush as the musical voices fell silent from very amazement. Apparently the Alendar was a familiar figure here, for they scarcely glanced at him, and from Vaudir they turned away in a shuddering revulsion that preferred not to recognize her existence. But Smith was the first man other than the Alendar whom they had ever seen, and the surprise of it struck them dumb.

They went on through the dancing air, and the last lovely, staring girls fell behind, and an ivory gateway opened before them, without a touch. They went downstairs from there, and along another hallway, while the tingle died in the air and a hum of musical voices sprang up behind them. They passed beyond the sound. The hallway darkened until they were moving again through dimness.

Presently the Alendar paused and turned.

"My more costly jewels," he said, "I keep in separate settings. As here-"

He stretched out his arm, and Smith saw that a curtain hung against the wall. There were others, farther on, dark blots against the dimness. The Alendar drew back black folds, and light from beyond flowed softly through a pattern of bars to cast flowery shadows on the opposite wall. Smith stepped forward and stared.

He was looking through a grille window down into a room lined with dark velvet. It was quite plain. There was a low couch against the wall opposite the window, and on it-Smith's heart gave a stagger and paused-a woman lay. And if the girls in the gallery had been like goddesses, this woman was lovelier than men have ever dared to imagine even in legends. She was beyond divinity-long limbs white against the velvet, sweet curves and planes of her rounding under the robe, bronze hair spilling like lava over one white shoulder, and her face calm as death with closed eyes. It was a passive beauty, like alabaster shaped perfectly. And charm, a fascination all but tangible, reached out from her like a magic spell. A sleeping charm, magnetic, powerful. He could not wrench his eyes away. He was like a wasp caught in honey.

The Alendar said something across Smith's shoulder, in a vibrant voice that thrilled the air. The closed lids rose. Life and loveliness flowed into the calm face like a tide, lighting it unbearably. That heady charm awakened and brightened to a dangerous liveness-tugging, pulling. . . She rose in one long glide like a wave over rocks; she smiled (Smith's senses reeled to the beauty of that smile) and then sank in a deep salaam, slowly, to the velvet floor, her hair rippling and falling all about her, until she lay abased in a blaze of loveliness under the window.

The Alendar let the curtain fall and turned to Smith as the dazzling sight was blotted out, Again the pinpoint glitter stabbed into Smith's brain. The Alendar smiled again.

"Come," he said, and moved down the hall.

They passed three curtains, and paused at a fourth. After-ward Smith remembered that the curtain must have been drawn back and he must have bent forward to stare through the window bars, but the sight he saw blasted every memory of it from his mind. The girl who dwelt in this velvet-lined room was stretching on tiptoe just as the drawn curtain caught her, and the beauty and grace of her from head to foot stopped Smith's breath as a ray-stab to the heart would have done. And the irresistible, wrenching charm of her drew hi ' in forward until he was clasping the bars with white-knuckled hands, unaware of anything but her com-pelling, soul-destroying desirability.

She moved, and the dazzle of grace that ran like a song through every motion made his senses ache with its pure, unattainable loveliness. He knew, even in his daze of rap-ture, that he might hold the sweet, curved body in his arms for ever, yet hunger still for the fulfilment which the flesh could never wring from her. Her loveliness aroused a hung-er in the soul more maddening than the body's hunger could ever be. His brain rocked with the desire to possess that intangible, irresistible loveliness that he knew he could nev-er possess, never reach with any sense that was in him. That bodiless desire raged like madness through him, so vio-lently that the room reeled and the white outlines of the beauty unattainable as the stars wavered before him. He caught his breath and choked and drew back from the intol-erable, exquisite sight. The Alendar laughed and dropped the curtain.

"Come," he said again, the subtle amusement clear in his voice, and Smith in a daze moved after him down the hall.

They went a long way, past curtains hanging at regular intervals along the wall. When they paused at last, the cur-tain before which they stopped was faintly luminous about the edges, as if something dazzling dwelt within. The Alen-dar drew back the folds.

'We are approaching," he said, "a pure clarity of beauty, hampered only a little by the bonds of flesh. Look."

One glance only Smith snatched of the dweller within. And the exquisite shock of that sight went thrilling like torture through every nerve of him. For a niad instant his reason staggered before the terrible fascination beating out from that dweller in waves that wrenched at his very soul-incarnate loveliness tugging with strong fingers at every sense and every nerve and intangibly, irresistibly, at deeper things than these, groping among the roots of his being, dragging his soul out....

Only one glance he took, and in the glance he felt his soul answer that dragging, and the terrible desire tore futilely through him. Then he flung up an arm to shield his eyes and reeled back into the dark, and a wordless sob rose to his lips and the darkness reeled about him.

The curtain fell. Smith 'pressed the wall and breathed in long, shuddering gasps, while his heart-beats slowed gradu-ally and the unholy fascination ebbed from about him. The Alendar's eyes were glittering with a green fire as he turned from the window, and a nameless hunger lay shadowily on his face. He said,

"I might show you others, Earthman. But it could only drive you mad, in the end-you were very near the brink for a moment just now-and I have another use for you. . . .' I wonder if you begin to understand, now, the purpose of all this ?"

The green glow was fading from that dagger-sharp gaze as the Alendar's eyes stabbed into Smith's. The Earthman gave his head a little shake to clear away the vestiges of that devouring desire, and took a fresh grip on the butt of his gun. The familiar smoothness of it brought him a mea-sure of reassurance, and with it a reawakening to the peril all around. He knew now that there could be no conceivable mercy for him, to whom the innermost secrets of the Ming& had been unaccountably revealed. Death was waiting -strange death, as soon as the Alendar wearied of talking-

but if he kept his ears open and his eyes alert it might not-please God-catch him so quickly that he died alone. One sweep of that blade-blue flame was all he asked, now. His eyes, keen and hostile, me't the dagger-gaze squarely. The Alendar smiled and said,

"Death in your eyes, Earthman. Nothing in your mind but murder. Can that brain of yours comprehend nothing but battle? Is there no curiosity there? Have you no wonder of why I brought you here? Death awaits you, yes. But a not unpleasant death, and it awaits all, in one form or another. Listen, let me tell you-I have reason for desiring to break through that animal shell of self-defense that seals in your mind. Let me look deeper--if there are depths. Your death will be useful, and in a way, pleasant. Otherwise--well, the black beasts hunger. And flesh must feed them, as a sweeter drink feeds me.... Listen."

Smith's eyes narrowed. A sweeter drink. Danger, danger--the smell of it in the air--instinctively he felt the peril of opening his mind to the plunging gaze of the Alendar, the force of those compelling eyes beating like strong lights into his brain....

"Come," said the Alendar softly, and moved off soundlessly through the gloom. They followed, Smith painfully alert, the girl walking with lowered, brooding eyes, her mind and soul afar in some wallowing darkness whose shadow showed so hideously beneath her lashes.

The hallway widened to an arch, and abruptly, on the other side, one wall dropped away into infinity and they stood on the dizzy brink of a gallery opening on a black, heaving sea, Smith bit back a startled oath. One moment before the way had led through low-roofed tunnels deep underground; the next instant they stood on the shore of a vast body of rolling darkness, a tiny wind touching their faces with the breath of unnamable things.

Very far below, the dark waters rolled. Phosphorescence lighted them uncertainly, and he was not even sure it was water that surged there in the dark. A heavy thickness seemed to be inherent in the rollers, like black slime surging.

The Alendar looked out over the fire-tinged waves. He waited for an instant without speaking, and then, far out in the slimy surges, something broke the surface with an oily splash, something mercifully veiled in the dark, then dived again, leaving a wake of spreading ripples over the surface.

"Listen," said the Alendar, without turning his head. "Life is very old. There are older races than man. Mine is one. Life rose out of the black slime of the sea-bottoms and grew toward the light along many diverging lines. Some reached maturity and deep wisdom when man was still swinging through the jungle trees.

"For many centuries, as mankind counts time, the Alendar has dwelt here, breeding beauty. In later years he has sold some of his lesser beauties, perhaps to explain to mankind's satisfaction what it could never understand were it told the truth. Do you begin to see? My race is very remotely akin to those races which suck blood from man, less remote to those which drink his life-forces for nourishment. I refine taste even more than that. I drink-beauty. I live on beauty. Yes, literally.

"Beauty is as tangible as blood, in a way. It is a separate, distinct force that inhabits the bodies of men and women. You must have noticed the vacuity that accompanies perfect beauty in so many women . . . the force so strong that it drives out all other forces and lives vampirishly at the expense of intelligence and goodness and conscience and all else.

"In the beginning, here--for our race was old when this world began, spawned on another planet, and wise and ancient--we woke from slumber in the slime, to feed on the beauty force inherent in mankind even in cave-dwelling days. But it was meager fare, and we studied the race to determine where the greatest prospects lay, then selected specimens for breeding, built this stronghold and settled down to the business of evolving mankind up to its limit of loveliness. In time we weeded out all but the present type. For the race of man we have developed the ultimate type of loveliness. It is interesting to see what we have accomplished on other worlds, with utterly different races. . . .

"Well, there you have it. Women, bred as a spawning-ground for the devouring force of beauty on which we live.

"But--the fare grows monotonous, as all food must without change. Vaudir I took because I saw in her a sparkle of something that except in very rare instances has been bred out of the Minga girls. For beauty, as I have said, eats up all other qualities but beauty. Yet somehow intelligence and courage survived latently in Vaudir. It decreases her beauty, but the tang of it

should be a change from the eternal same-ness of the rest. And so I thought until I saw you. .
"I realized then how long it had been since I tasted the beauty of man. It is so rare, so
different from female beauty, that I had all but forgotten it existed. And you have it, very
subtly, in a raw, harsh way. . . .

"I have told you all this to test the quality of that-that harsh beauty in you. Had I been wrong
about the depths of your mind, you would have gone to feed the black beasts, but I see that I was
not wrong. Behind your animal shell of self-preservation are depths of that force and strength
which nourish the roots of male beauty. I think I shall give you a while to let it grow, under
the forcing methods I know, be-fore I drink. It will be delightful. . . ."

The voice trailed away in a murmurous silence, the pin-point glitter sought Smith's eyes. And he
tried half-heart-edly to avoid it, but his eyes turned involuntarily to the stabbing gaze, and the
alertness died out of him, gradually, and the compelling pull of those glittering points in the
pits of darkness held him very still.

And as he stared into the diamond glitter he saw its bril-liance slowly melt and darken, until the
pinpoints of light had changed to pools that dimmed ' and he was looking into black evil as
elemental and vast as the space between the worlds, a dizzying blankness wherein dwelt unnamable
hor-ror . . . deep, deep . . . all about him the darkness was clouding. And thoughts that were
not his own seeped into his mind out of that vast, elemental dark . ' . crawling, writhing
thoughts . . . until he had a glimpse of that place where Vaudir's soul wallowed, and something
sucked him down and down into a waking nightmare he could not fight.

Then somehow the pull broke for an instant. For just that instant he stood again on the shore of
the heaving sea and gripped a gun with nerveless fingers-then the darkness closed about him again,
but a different, uneasy dark that had not quite the all-compelling power of that other nightmare -
it left him strength enough to fight.

And he fought, a desperate, moveless, soundless struggle in a black sea of horror, while worm-
thoughts coiled through his straining mind and the clouds rolled and broke and rolled again about
him. Sometimes, in the instants when the pull slackened, he had time to feel a third force
struggling here between that black, blind downward suck that dragged at him and his own sick,
frantic effort to fight clear, a third force- that was weakening the black drag so that he had
moments of lucidity when he stood free on the brink of the ocean and felt the sweat roll down his
face and was aware of his laboring heart and how gaspingly breath tortured his lungs, and he knew
he was fighting with every atom of himself, body and mind and soul, against the intangible
blackness sucking him down.

And then he felt the force against him gather itself in a final effort-he sensed desperation in
that effort---and come rolling over him like a tide. Bowled over, blinded and dumb and deaf,
drowning in utter blackness, he floundered in the depths of that nameless hell where thoughts that
were alien and slimy squirmed through his brain. Bodiless he was, and unstable, and as he
wallowed there in the ooze more hideous than any earthly ooze, because it came from black, inhuman
souls and out of ages before man, he became aware that the worm-thoughts a-squirm in his brain
were forming slowly into monstrous meanings-knowledge like a formless flow was pouring through
his bodiless brain, knowledge so dread-ful that consciously he could not comprehend it, though sub-
consciously every atom of his mind and soul sickened and writhed futilely away. It was flooding
over him, drenching him, permeating him through and through with the very essence of dreadfulness-
he felt his mind melting away un-der the solvent power of it, melting and running fluidly into new
channels and fresh molds-horrible molds. . . .

And just at that instant, while madness folded around him and his mind rocked on the verge of
annihilation, something snapped, and like a curtain the dark rolled away, and he stood sick and
dizzy on the gallery above the black sea. Everything was reeling about him, but they were stable
things that shimmered and steadied be'fore his eyes, blessed black rock and tangible surges that
had form and body-his feet pressed firmness and his mind shook itself and was clean and his own
again.

And then through the haze of weakness that still shrouded him a voice was shrieking wildly, "Kill! . . . kill!" and he saw the Alendar staggering against the rail, all his outlines unaccountably blurred and uncertain, and behind him Vaudir with blazing eyes and face wrenched hideously into life again, screaming "Kill!" in a voice scarcely human. Like an independent creature his gun-hand leaped up-he had gripped that gun through everything that happened-and he was dimly aware of the hardness of it kicking back against his hand with the recoil. and of the blue flasb flam-ing from its muzzle. It struck the Alendar's dark figure full, and there was a hiss and a dazzle.

Smith closed his eyes tight and opened them again, and stared with a sick incredulity; for unless that struggle had unhinged his brain aftei- all, and the worm-thoughts still dwelt slimily in his mind, tingeing all he saw with unearthly horror-unless this was true, he was looking not at a man just rayed through the lungs, and who should be dropping now in a bleeding, collapsed heap to the floor, but at--at God, what was it? The dark figure had slumped against the rail, and instead of blood gushing, a hideous, nameless, form-less black poured sluggishly forth-a slime like the heaving sea below. The whole dark figure of the man was melting, ,lumping farther down into the pool of blackness forming at his feet on the stone floor.

Smith gripped his gun and watched in numb incredulity, and the whole body sank slowly down and melted and lost all form-hideously, gruesomely-until where the Alendar had stood a heap of slime lay viscidly on the gallery floor, hide-ously alive, heaving and rippling and striving to lift itself into a semblance of humanity again. And as he watched, it lost even that form, and the edges melted revoltingly and the mass flattened and slid down into a pool of utter horror, and he became aware that it was pouring slowly through the rails into the sea. He stood watching while the whole rolling, shimmering mound melted and thinned and trickled through the bars, until the floor was clear again, and not even a stain marred the stone.

A painful constriction of his lungs roused him, and he realized he had been holding his breath, scarcely daring to realize. Vaudir had collapsed against the wall, and he saw her knees give limply, and staggered forward on uncertain feet to catch her as she fell.

"Vaudir, Vaudir!" He shook her gently. "Vaudir, what's happened? Am I dreaming? Are we safe now? Are you-awake again?"

Very slowly her white lids lifted, and the black eyes met his. And he saw shadowily there the knowledge of that wallowing void he had dimly known, the shadow that could never be cleared tlway. She was steeped and foul with it. And the look of her eyes was such that involuntarily he released her and stepped away. She staggered a little and then regained her balance and regarded him from under bent brows. The level inhumanity of her gaze struck into his soul, and yet he thought he saw a spark of the girl she had been, dwelling in torture amid the blackness. He knew he was right when she said, in a far-away, toneless voice,

"Awake? . . . No, not ever now, Earthman. I have been down too deeply into hell . . . he had dealt me a worse torture than he knew, for there is just enough humanity left within me to realize what I have become, and to suffer...."

"Yes, he is gone, back into the slime that bred him. I have been a part of him, one with him in the blackness of his soul, and I know. I have spent cons since the blackness came upon me, dwelt for eternitie-s in the dark. rolling seas of his mind, sucking in knowledge.. and as I was one with him ,and he now gone, so shall I die; yet I will see you safely out of here if it is in my power, for it was I who dragged you in. If I can remember if I can find the way. . . ."

She turned uncertainly and staggered a step back along the way they had come. Smith sprang forward and slid his free arm about her, but she shuddered away from the con-tact.

"No, no-unbearable-the touch of clean human flesh-and it breaks the chord of my remembering, . . . , I can not look back into his mind as it was when I dwelt there, and I must, I must. . . ."

She shook him off and reeled on, and he cast one last look at the billowing sea, and then followed. She staggered along the stone floor on stumbling feet. one hand to the wall to support herself, and her voice was whispering gustily, so that he had to follow close to hear, and then almost wished he had not heard.

"-black slime-darkness feeding on light-everything wavers so-slime, slime and a rolling sea-he rose out of it, you know, before civilization began here-he is age-old-there never has been but one Alendar. . . . And somehow-I could not see just how, or remember why-he rose from the rest, as some of his race on other planets had done, and took the man-form and stocked his breeding-pens. . . ."

They went on up the dark hallway, past curtains hiding incarnate loveliness, and the girl's stumbling footsteps kept time to her stumbling, half-incoherent words.

"--has lived all these ages here, breeding and devouring beauty-vampire-thirst, a hideous delight in drinking in that beauty-force-I felt it and remembered it when I was one with him-wrapping black layers of primal slime about-quenching human loveliness in ooze, sucking-blind black thirst. . . . And his wisdom was ancient and dreadful and full of power-so he could draw a soul out through the eyes and sink it in hell, and drown it there, as he would have done mine if I had not had, somehow, a difference from the rest. Great Sbar, I wish I had not! I wish I were drowned in it and did not feel in every atom of me the horrible uncleanness of-Nvhat I know. But by virtue of that hidden strength I did not surrender wholly, and when he had turned his power to subduing you I was able to struggle, there in the very heart of his mind, making a disturbance that shook him as he fought us both-making it possible to free you long enough for you to destroy the human flesh he was clothed in-so that he lapsed into the ooze again. I do not quite understand why that happened-only that his weakness, with you assailing him from without and me struggling strongly in the very center of his soul was such that he was forced '-,o draw on the power he had built up to maintain himself in the man form, and weakened it enough so that he collapsed when the man-form was assailed. And he fell back into the slime again -whence he rose-black slime-heaving-oozing.....

Her voice trailed away in murmurs, and she stumbled, all but falling. When she regained her balance she went on ahead of him at a greater distance, as if his very nearness were repugnant to her, and the soft babble of her voice drifted back in broken phrases without meaning.

Presently the air began to tingle again, and they passed the silver gate and entered that gallery where the air sparkled like champagne. The blue pool lay jewel-clear in its golden setting. Of the girls there was no sign.

When they reached the head of the gallery the girl paused, turning to him a face twisted with the effort at memory.

"Here is the trial," she said urgently. "If I can remember -" She seized her head in clutching hands, shaking it sav-agely. "I haven't the strength, now-can't-can't-" the piteous little murmur reached his ears incoherently. Then she straightened resolutely, swaying a little. and faced him, holding out her hands' He clasped them hesitantly, and saw a shiver go through her at the contact, and her face contort painfully, and then a shudder communicated itself through that clasp and he too winced in revolt. He saw her eyes go blank and her face strain in lines of tensity, and a fine dew broke out on her forehead. For a long moment she stood so, her face like death, and stron- shudders went over her body and her eyes were blank as the void between the planets. And as each shudder swept her it went unbroken through the clasping of their hands to him, and they were black -waves of dreadfulness, and again he saw the heaving sea and wallowed in the hell he had fought out, of on the gallery, and he knew for the first time what torture she must be enduring who dwelt in the very deeps of that uneasy dark. The pulses came faster, and for moments together he went down into the blind blackness and the slime and felt the first wriggling of the worm-thoughts tickling the roots of his brain. . . .

And then suddenly a clean darkness closed round them and again everything shifted unaccountably, as if the atoms of the gallery were changing, and when Smith opened his eyes he was standing once more in the dark, slanting corridor with the smell of salt and antiquity heavy in the air.

Vaudir moaned softly beside him, and he turned to see her reeling against the wall and trembling so from head to foot that he looked to see her fall the next moment.

"Better-in a moment," she gasped. "It took-nearly all my strength to-to get us through-wait....."

So they halted there in the darkness and the dead salt air, until the trembling abated a little and she said, "Come," in her little whimpering voice. And again the journey began. It was only a short way, now, to the barrier of black blank-ness that guarded the door into the room where they had first seen the Alendar. When they reached the place she shivered a little and paused, then resolutely held out her hands. And as he took them he felt once more the hideous slimy waves course through him, and plunged again into the heaving hell. And as before the clean darkness flashed over them in a breath, and then she dropped his hands and, they were standing in the archway looking into the velvet-hung room they had left-it seemed eons ago.

He watched as waves of blinding weakness flooded over her from that supreme effort. Death was visible in her face as she turned to him at last.

"Come-oh, come quickly," she whispered, and staggered forward.

At her heels he followed, across the room, past the great iron gateway, down the hall to the foot of the silver stairs. And here his heart sank, for he felt sure she could never climb the long spiral distances to the top. But she set her foot on the step and went upward,resolutely, and as he fol-lowed he heard her murmuring to herself,

"Wait-oh, wait-let me reach the end-let me undo this much-and then-no, no! Please Shar, not the black slime again. . . . Earthman, Earthman!"

She paused on the stair and turned to face him, and her 'haggard face was frantic with desperation and despair.

"Earthman, promise-do not let me die like this! When we reach the end, ray me! Burn me clean, or shall I go down for eternity into the black sinks from which I dragged you free. Oh, promisel"

"I will," Smith's voice said quietly. "I will."

And they went on. Endlessly the stairs spiraled upward and endlessly they climbed. Smith's legs began to ache in-tolerably, and his heart was pounding like a wild thing, but Vaudir seemed not to notice weariness. She climbed steadily and no more unsurely than she had come along the halls. And after eternlities they reached the top.

And there the girl fell. She dropped like a dead woman at the head of the silver spiral. Smith thought for a sick instant that he had failed her and let her die uncleaned, but in a rnoment.or two she stirred and lifted her head and very slowly dragged herself to her feet.

"I will go on-I will, I will," she whispered to herself. 69-come this far-must finish-" and she reeled off down the lovely, rosily-lit hallway paneled in pearl.

He could see how perilously near she was to her strength's end, and he marveled at the tenacity with which she clung to life though it ebbed away with every breath and the pulse of darkness Rowed in after it. So with bulldog stubbornness she made her wavering way past door after door of carven shell, under rosy lights that flushed her face with a ghastly mockery of health, until they reached the silver gateway at the end. The lock had been removed from it by now, and' the bar drawn.

She tugged open the gate and stumbled through.

And the nightmare journey went on. It must be very near morning, Smith thought, for the halls were deserted, but did he not sense a breath of danger in the still air? . .

The girl's gasping voice answered that half-formed query as if, like the Alendar, she held the secret of reading men's minds.

"The-Guardians-still rove the halls, and unleashed now -so keep your ray-gun ready, Earthman. . , ."

After that he kept his eyes alert as they retraced, stumb-ling and slow, the steps he had taken on his way in. And once he heard 'distinctly the soft slither of-something-scraping over the marble pavement, and twice he smelt with shocking suddenness in this scented air a whiff of salt, and his mind flashed back to a rolling black sea.... But nothing molested them.

Step by faltering step the hallways fell behind - them, and he began to recognize landmarks, and the girl's footsteps staggered and hesitated and went on gallantly, incredibly, beating back oblivion, fighting the dark surges rolling over her, clinging with tenacious fingers to the tiny spark of life that drove her on.

And at long last, after what seemed hours of desperate effort, they reached the blue-lit hallway at whose end the outer door opened. Vaudir's progress down it was a series of dizzy staggers, interspersed with pauses while she hung to the carven doors with tense fingers and drove her teeth into a bloodless lip and gripped that last flicker of life. He saw the shudders sweep over her, and knew what waves of washing dark must be rising all about her, and how the worm-thoughts writhed through her brain. . . But she went on. Every step now was a little tripping, as if she fell from one foot to the other, and at each step he expected that knee to give way and pitch her down into the black deeps that yawned for her. But she went on.'

She reached the bronze door, and with a last spurt of effort she lifted the bar and swung it open. Then that tiny spark flickered out like a lamp. Smith caught one flash of the rock room within- and something horrible on the floor-before he saw her pitch forward as the rising tide of slimy oblivion closed at last over her head. She was dying as she fell, and he whipped the ray-gun up and felt the recoil against his palm as a blue blaze flashed forth and transfixed her in midair. And he could have sworn her eyes lighted for a flickering instant and the gallant girl he had known looked forth, cleansed and whole, before death-clean death -gazed them.

She slumped down in a huddle at his feet, and he felt a sting of tears beneath his eyelids as he looked down on her, a huddle of white and bronze on the rug. And as he watched, a film of defilement veiled the shining whiteness of her-decay set in before his eyes and progressed with horrible swiftness, and in less time than it takes to tell he was star-ing with horrified eyes at a pool of black slime across which green velvet lay bedraggled.

Northwest Smith closed his pale eyes, and for a moment struggled with memory, striving to wrest from it the long-forgotten words of a prayer learned a score of years ago on another planet. Then he stepped over the pitiful, horri-ble heap on the carpet and went on.

In the little rock room of the outer wall he saw what he had glimpsed when Vaudir opened the door. Retribution had overtaken the eunuch. The body must have been his, for tatters of scarlet velvet lay about the floor, but there was no way to recognize what its original form had been. The smell of salt was heavy in the air, and a trail of black slime snaked across the floor toward the wall. The wall was solid, but it ended there. .

Smith laid his hand on the outer door, drew the bar, swung it open. He stepped out under the hanging vines and filled his lungs with pure air, clear, untainted with scent or salt. A pearly dawn was breaking over Ednes.

THE TREE OF LIFE

OVER time-ruined Illar the searching planes swooped and circled. Northwest Smith, peering up at them with a stee-l-pale stare from the shelter of a half-collapsed temple, thought of vultures wheeling above carrion. All day long now they had been raking these ruins for him. Presently, he knew, thirst would begin to parch his throat and hunger to gnaw at him. There was neither food nor water in these ancient Martian ruins, and he knew that it could be only a matter of time before the urgencies of his own body would drive him out to signal those wheeling Patrol ships and trade his hard-won liberty for food and drink. He crouched lower under the shadow of the temple arch and cursed the accuracy of the Patrol gunner whose flame-blast had caught his dodging ship just at the edge of Illar's ruins.

Presently it occurred to him that in most Martian temples of the ancient days an ornamental well had stood in the out-er court for the benefit of wayfarers. Of course all water in it would be a million years dry now, but for lack of any-thing better to do he rose from his seat at the edge of

the collapsed central dome and made his cautious way by still intact corridors toward the front of the temple. He paused in a tangle of wreckage at the courtyard's edge and looked out across the sun-drenched expanse of pavement toward that ornate well that once had served travelers who passed by here in the days when Mars was a green planet.

It was an unusually elaborate well, and amazingly well preserved. Its rim had been inlaid with a mosaic pattern whose symbolism must once have borne deep meaning, and above it in a great fan of time-defying bronze an elaborate grille-work portrayed the inevitable tree-of-life pattern which so often appears in the symbolism of the three worlds. Smith looked at it a bit incredulously from his shelter, it was so miraculously preserved amidst all this chaos of broken stone, casting a delicate tracery of shadow on the sunny pavement as perfectly as it must have done a million years ago when dusty travelers paused here to drink. He could picture them filing in at noontime through the great gates that-

The vision vanished abruptly as his questing eyes made the circle of the ruined walls. There had been no gate. He could not find a trace of it anywhere around the outer wall of the court. The only entrance here, as nearly as he could tell from the foundations that remained, had been the door in whose ruins he now stood. Queer. This must have been a private court, then, its great grille-crowned well reserved for the use of the priests. Or wait-had there not been a priest-king Illar after whom the city was named? A wizard-king, so legend said, who ruled temple as well as palace with an iron hand. This elaborately patterned well, of material royal enough to withstand the weight of ages, might well have been sacrosanct for the use of that long-dead monarch. It might-

Across the sun-bright pavement swept the shadow of a plane. Smith dodged back into deeper hiding while the ship circled low over the courtyard. And it was then, as he crouched against a crumbled wall and waited, motionless, for the danger to pass, that he became aware for the first time of a sound that startled him so he could scarcely credit his ears-a recurrent sound, choked and sorrowful-the sound of a woman sobbing.

The incongruity of it made him forgetful for a moment of the peril hovering overhead in the sun-hot outdoors. The dimness of the temple ruins became a living and vital place for that Uoment, throbbing with the sound of tears. He looked about half in incredulity, wondering if hunger and thirst were playing tricks on him already, or if these broken halls might be haunted by a million-years-old sorrow that wept along the corridors to drive its hearers mad. There were tales of such haunters in some of Mars' older ruins. The hair prickled faintly at the back of his neck as he laid a hand on the butt of his force-gun and commenced a cautious prow toward the source of the muffled noise.

Presently he caught a flash of white, luminous in the gloom of these ruined walls, and went forward with sound-less steps, eyes narrowed in the effort to make out what manner of creature this might be that wept alone in time-forgotten ruins. It was a woman. Or it had the dim outlines of a woman, huddled against an angle of fallen walls and veiled in a fabulous shower of long dark hair. But there was something uncannily odd about her. He could not focus his pale stare upon her outlines. She was scarcely more than a luminous blot of whiteness in the gloom, shimmering with a look of unreality which the sound of her sobs denied.

Before he could make up his mind just what to do, something must have warned the weeping girl that -she was no longer alone, for the sound of her tears checked suddenly, and she lifted her head, turning to him a face no more distinguishable than her body's outlines. He made no effort to resolve the blurred- features into visibility, for out of that luminous mask burned two eyes that caught his with an almost perceptible impact and gripped them in a stare from which he could not have turned if he would.

They were the most amazing eyes he had ever met, colored like moonstone, milkily translucent, so that they looked almost blind. And that magnetic stare held him motionless. In the instant that she gripped him with that fixed, moon-stone look he felt oddly as, if a tangible bond were taut between them.

Then she spoke, and he wondered if his mind, after all, had begun to give way in the haunted loneliness of dead Illar; for though the words she spoke fell -upon his ears in a gibberish of meaningless sounds, yet in his brain a mes-sage formed with a clarity that far transcended the halting communication of words. And her milkily colored eyes bored into his with a fierce intensity.

"I'm lost-I'm lost-" wailed the voice in his brain.

A rush of sudden tears brimmed the compelling eyes, veiling their brilliance. And he was free again with that clouding of the moonstone surfaces. Her voice wailed, but the words were meaningless and no knowledge formed in his brain to match them. Stiffly he stepped back a pace and looked down at her, a feeling of helpless incredulity rising within him. For he still could not focus directly upon the shining whiteness of her. and nothing save those moon-stone eyes were clear to him.

The girl sprang to her feet and rose on tiptop,, gripping his shoulders with urgent hands. Again the blind intensity of her eyes took hold of his, with a force almost as tangible as the clutch of her hands; again that stream of intelligence poured into his brain, strongly, pleadingly.

Please, please take me back! I'm so frightened. I can't find my way-oh, please!"

He blinked down, at her,, his dazed mind gradually real-izing the basic facts of Nwhat was happening. Obviously her milky, unseeing eyes held a niagdetic power that carried her thoughts to him without the need of a common speech. And ;they were the eyes of a powerful mind, 'the outlets from which a stream of fierce energy poured into his brain. Yet the words they conveyed were the words of a terrified, and helpless girl. A sense of wariness was rising in him as he considered the incongruity of speech and power, both of which were beating upon him more urgently with every breath. The mind of a forceful and strong-willed woman, carrying the sobs of a frightened girl. There was no sin-cerity in it.

"Please, please!" cried her impatience in his brain. "Help me! Guide me back!"

"Back where?" he heard his own voice asking.

"The Tree!" wailed that queer speech in his brain, while gibberish was all his ears heard and- the moonstone stare transfixed him strongly. "The Tree of Life! Oh, take, me back to the shadow of the Tree!"

A vision of the grille-ornamented well leaped into his memory. It was the only tree symbol he could think of just then. But what possible connection could there be between the well and the lost girl-if she was lost? Another wail in that unknown tongue, another anguished shake of his shoulders, brought a sudden resolution into his groping mind. There could be no harm in leading her back to the well, to whose grille she must surely be referring. And strong curiosity was growing in his mind. Much more than met the eye was concealed in this queer incident. And a wild guess had flashed through his mind that perhaps she might have come from some subterranean world into which the well descended. It would explain her luminous pallor, if not her blurriness; and, too, her eyes did not seem to func-tion in the light. There was a much more incredible explanation of her presence, but he was not to know it for a few minutes yet.

"Come along," he said, taking the clutching hands gently from his shoulders. "I'll lead you to the well."

She sighed in a deep gust of relief and dropped her com-pelling eyes from his, murmuring in that strange, gabbling tongue what must have been thanks. He took her by the hand and turned toward the ruined archway of the door.

Against his fingers her flesh was cool and firm. To the touch she was tangible, but even thus near, his eyes refused to focus upon the cloudy opacity of her body, the dark blur of her streaming hair. Nothing but those burning, blinded eyes were strong enough to pierce the veil that parted them.

She stumbled along at his side over the rough floor of the temple, saying nothing more, panting

with eagerness to re-turn to her incomprehensible "tree." How much of that eagerness was assumed Smith still could not be quite sure. When they reached the door he halted her for a moment, scanning the sky for danger. Apparently the ships had finished with this quarter of the city, for he could see two or three of them half a mile away, hovering low over Illar's northern section. He could risk it without much peril. He led the girl cautiously out into the sun-hot court. She could not have known by sight that they neared the well, but when they were within twenty paces of it she flung up her blurred head suddenly and tugged at his hand. It was she who led him that last stretch which parted the two from the well. In the sun the shadow tracery of the grille's symbolic pattern lay vividly outlined on the ground. The girl gave a little gasp of delight. She dropped his hand and ran forward three short steps, and plunged into the very center of that -shadowy pattern on the ground. And what happened then was too incredible to believe.

The pattern ran over her like a garment, curving to the curve of her body in the way all shadows do. But as she stood there striped and laced with the darkness of it, there came a queer shifting in the lines of black tracery, a subtle, inexplicable movement to one side. And with that motion she vanished. It was exactly as if that shifting had moved her out of one world into another. Stupidly Smith stared at the spot from which she had disappeared.

Then several things happened almost simultaneously. The zoom of a plane broke suddenly into the quiet, a black shadow dipped low over the rooftops, and Smith, too late, realized that he stood defenseless in full view of the searching ships. There was only one way out, and that was too fantastic to put faith in, but he had no time to hesitate. With one leap he plunged full into the midst of the shadow of the tree of life.

Its tracery flowed round him, molding its pattern to his body. And outside the boundaries everything executed a queer little sidewise dip and slipped in the most extraordinary manner, like an optical illusion, into quite another scene. There was no intervention of blankness. It was as if he looked through the bars of a grille upon a picture which without warning slipped sidewise, while between the bars appeared another scene, a curious, dim landscape, gray as if with the twilight of early evening. The air had an oddly thickened look, through which he saw the quiet trees and the flower-spangled grass of the place with a queer, unreal blending, like the landscape in a tapestry, all its outlines blurred.

In the midst of this tapestried twilight the burning whiteness of the girl he had followed blazed like a flame. She had paused a few steps away and stood waiting, apparently quite sure that he would come after. He grinned a little to himself as he realized it, knowing that curiosity must almost certainly have driven him in her wake even if the need for shelter had not compelled his following.

She was clearly visible now, in this thickened dimness-visible, and very lovely, and a little unreal. She shone with a burning clarity, the only vivid thing in the whole twilight world. Eyes upon that blazing whiteness, Smith stepped forward, scarcely realizing that he had moved. Slowly he crossed the dark grass toward her. That grass was soft underfoot, and thick with small, low-blooming flowers of a shining pallor. Botticelli painted such spangled awards for the feet of his angels. Upon it the girl's bare feet gleamed whiter than the blossoms. She wore no garment but the royal mantle of her hair, sweeping about her in a cloak of shining darkness that had a queer, unreal tinge of purple in that low light. It brushed her ankles in its fabulous length. From the hood of it she watched Smith coming toward her, a smile on her pale mouth and a light blazing in the depths of her moonstone eyes. She was not blind now, nor frightened. She stretched out her hand to him confidently-

"It is my turn now to lead you," she smiled. As before, the words were gibberish, but the penetrating stare of those strange white eyes gave them a meaning in the depths of his brain.

Automatically his hand went out to hers. He was a little dazed, and her eyes were very compelling. Her fingers twin-ed in his, and she set off over the flowery grass, pulling him beside her. He did not ask where they were going. Lost in the dreamy spell of the still, gray, enchanted place, he felt no need for words. He was beginning to see more clearly in the odd, blurring

twilight that ran the outlines of things together in that queer, tapestried manner. And he puzzled in a futile muddled way as he went on over what sort of land he had come into. Overhead was darkness, paling into twilight near the ground, so that when he looked up he was staring into bottomless deeps of starless night.

Trees and flowering shrubs and the flower-starred grass stretched emptily about them in the thick, confusing gloom of the place. He could see only a little distance through that dim air. It was as if they walked a strip of tapestried twilight in some unlighted dream. And the girl, with her lovely, luminous body and richly colored robe of hair was like a woman in a tapestry too, unreal and magical.

After a while, when he had become a little adjusted to the queerness of the whole scene, he began to notice furtive movements in the shrubs and trees they passed. Things flickered too swiftly for him to catch their outlines, but from the tail of his eye he was aware of motion, and somehow of eyes that watched. That sensation was a familiar one to him, and he kept an uneasy gaze on those shiftings in the shrubbery as they went on. Presently he caught a watcher in full view between bush and tree, and saw that it was a man, a little, furtive, dark-skinned man who dodged hastily back into cover again before Smith's eyes could do more than take in the fact of his existence. After that he knew what to expect and could make them out more easily: little, darting people with big eyes that shone with a queer, sorrowful darkness from their small, frightened faces as they scuttled through the bushes, dodging always just out of plain sight among the leaves. He could hear the soft rustle of their passage, and once or twice when they passed near a clump of shrubbery he thought he caught the echo of little whispering calls, gentle as the rustle of leaves and somehow full of a strange warning note so clear that he caught it even amid the murmur of their speech. Warning calls, and little furtive hiders in the leaves, and a landscape of tapestried blurring carpeted with Botticelli flower-strewn sward. It was all a dream. He felt quite sure of that.

It was a long while before curiosity awakened in him sufficiently to make him break the stillness. But at last he asked dreamily,

"Where are we going?"

The girl seemed to understand that without the necessity of the bond her hypnotic eyes made, for she turned and caught his eyes in a white stare and answered,

"To Thag. Thag desires you."

"What is Thag?"

in answer to that she launched without preliminary upon a little singsong monolog of explanation whose stereotyped formula made him faintly uneasy with the thought that it must have been made very often to attain the status of a set speech; made to many men, perhaps, whom Thag had desired. And what became of them afterward? he wondered. But the girl was speaking.

"Many ages ago there dwelt in Illar the great King Illiar for whom the city was named. He was a magician of mighty power, but not mighty enough to fulfill all his ambitions. So by his arts he called up out of darkness the being known as Thag, and with him struck a bargain. By that bargain Thag was to give of his limitless power, serving Illar all the days of Illar's life, and in return the king was to create a land for Thag's dwelling-place and people it with slaves and furnish a priestess to tend Thag's needs. This is that land. I am that priestess, the latest of a long line of women born to serve Thag. The tree-people are his lesser servants.

"I have spoken softly so that the tree-people do not hear, for to them Thag is the center and focus of creation, the end and beginning of all life. But to you I have told the truth."

"But what does Thag want of me?"

"It is not for Thag's servants to question Thag." - "Then what becomes, afterward, of the men Thag desires?" he pursued.

"You must ask Thag that."

She turned her eyes away as she spoke, snapping the mental bond that had flowed between them with a sudden-ness that left Smith dizzy. He went on at her side more slowly, pulling back a little on the tug of her fingers. By degrees the sense of dreaminess was fading, and alarm began to stir in the deeps of his mind. After all, there was no reason why he, need let this blank-eyed priestess lead him up to the very maw of her god. She had lured him into this land by what he knew now to have been a trick; might she not have worse tricks than that in store for him? She held him, after all, by nothing stronger than the clasp of her fingers, if he could keep his eyes turned from hers. Therein lay her real power, but he could fight it if he chose. And he began to hear more clearly than ever the queer note of warning in the rustling whispers of the tree-folk who still fluttered in and out of sight among the leaves. The twilight place had taken on menace and evil.

Suddenly he made up his mind. He stopped, breaking the clasp of the girl's hand.

"I'm not going " he said.

She swung round in a sweep of richly tinted hair, words jetting from her in a gush of incoherence. But he dared not meet her eyes, and they conveyed no meaning to him. Resolutely he turned away, ignoring her voice, and set out to retrace the way they had come. She called after him once, in a high ' clear voice that somehow held a note as warning as that in the rustling voices of the tree-people, but he kept on doggedly, not looking back. She laughed then, sweetly and scornfully, a laugh that echoed uneasily in his mind long after the sound of it had died upon the twilight air. After a while he glanced back over one shoulder, half expecting to see the luminous dazzle of her body still glowing in the dim glade where he had left her; but the blurred tapestry-landscape was quite empty. He went on in the midst of a silence so deep it hurt his ears, and in a solitude unhaunted even by the shy presences of the tree-folk. They had vanished with the fire-bright girl, and the whole twilight land was empty save for himself. He plodded on across the dark grass, crushing the upturned flower-faces under his boots and asking himself wearily if he could be mad. There seemed little other explanation for this hushed and tapestried solitude that had swallowed him up. In that thunderous quiet, in that deathly solitude, he went on. When he had walked for what seemed to him much longer than it should have taken to reach his starting point, and still no sign of an exit appeared, he began to wonder if there were any way out of the gray land of Thag. For the first time he realized that he had come through no tangible gateway. He had only stepped out of a shadow, and now that he thought of it-there were no shadows here. The grayness swallowed everything up, leaving the landscape oddly flat, like a badly drawn picture. He looked about helplessly, quite lost now and not sure in what direction he should be facing, for there was nothing here by which to know directions. The trees and shrubs and the starry grass still stretched about him, uncertainly 'outlined in that changeless dusk. They seemed to go on for ever.

But he plodded ahead, unwilling to stop because of a queer tension in the air, somehow as if all the blurred trees and shrubs were waiting in breathless anticipation, centering upon his stumbling figure. But all trace of animate life had vanished with disappearance of the priestess' white-glowing figure. Head down, paying little heed to where he was going, he went on over the flowery sward.

An odd sense of voids about him startled Smith at last out of his lethargic plodding. He lifted his head. He stood just at the edge of a line of trees, dim and indistinct in the unchanging twilight. Beyond them-he came to himself with a jerk and stared incredulously. Beyond them the grass ran down to nothingness, merging by imperceptible degrees into a streaked and arching void-not the sort of emptiness into which a material body could fall, but a solid nothing, curving up toward the dark zenith as the inside of a sphere curves. No physical thing could have entered there. It was too utterly void, an inviolable emptiness which no force could invade.

He stared up along the inward arch of that curving, impassable wall. Here, then, was the edge of the queer land Illar had wrested out of space itself. This arch must be the curving of solid space which had bent awry to enclose the magical land. There was no escape this way.,He could not even bring himself to approach any nearer to that streaked and arching blank. He could not have

said why, but it woke in him an inner disquiet so strong that after a moment staring he turned his eyes away.

Presently he shrugged and set off along the inside of the line of trees which parted him from the space-wall. Perhaps there might be a break somewhere. It was a forlorn hope, but the best that offered. Lilearily he stumbled on over the flowery grass.

How long he had gone on along that almost imperceptibly curving line of border he could not have said. but after a timeless interval of gray solitude he gradually became aware that a tiny rustling and whispering among the leaves had been growing louder by degrees for some time. He looked up. In and out among the trees which bordered that solid wall of nothingness little, indistinguishable figures were flitting. The tree-men had returned. Queerly grateful for their presence, he went on a bit more cheerfully, pay-ing no heed to their timid dartings to and fro, for Smith was wise in the ways of wild life.

Presently, when they saw how little heed he paid them, they began to grow bolder, their whispers louder. And among those rustling voices he thought he was beginning to catch threads of familiarity. Now and again a word reached his ears that he seemed to recognize, lost amidst the gib-berish of their speech. He kept his head down and his hands quiet, plodding along with a cunning stillness that began to bear results.

From the corner of his eye he could see that a little dark tree-man had darted out from cover and paused midway between bush and tree to inspect the queer, tall stranger. Nothing happened to this daring venturer, and soon another risked a pause in the open to stare at the quiet walker among the trees. In a little while a small crowd of the tree-people was moving slowly parallel with his course, staring with all the avid curiosity of wild things at Smith's plod-ding figure. And among them the rustling whispers grew louder.

Presently the ground dipped down into a little hollow ring-ed with trees. It was a bit darker here than it had been on the higher level, and as he went down the slope of its side he saw that among the underbrush which filled it were cunningly bidden huts twined together out of the living bushes. Obviously the hollow was a tiny village where the tree-folk dwelt.

He was surer of this when they began to grow bolder as he went down into the dimness of the place. The whispers shrilled a little, and the boldest among his watchers ran almost at his elbow, twittering their queer, broken speech in hushed syllables whose familiarity still bothered him with its haunting echo of words he knew. When he had reached the center of the hollow he became aware that the little folk had spread out in a ring to surround him. Wherever he look-ed their small, anxious faces and staring eyes confronted him. He grinned to himself and came to a halt, waiting gravely.

None of them seemed quite brave enough to constitute himself spokesman, but among several a hurried whisper-ing broke out in which 'he caught the words "Thag" and "danger" and "beware." He recognized the meaning of these words without placing in his mind their origins in some tongue he knew. He knit his sun-bleached brows and concentrated harder, striving to wrest from that curious, murmuring whisper some hint of its original root. He had a smattering of- more:tongues than he could have counted offhand, and it was hard to place these scattered words among any one speech.

But the word "Thag" had a sound like that of the very ancient dryland tongue, which upon Mars is considered at once the oldest and the most uncouth of all the planet's lan. guages. And with that clue to guide him he presently began to catch other syllables which were remotely like syllables from the dryland speech. They were almost unrecognizable, far, far more ancient than the very oldest versions of the tongue he had ever heard repeated, almost primitive in their crudity and simplicity. And for a moment the sheerest awe came over him, as he realized the significance of what he list. ened to.

The dryland race today is a handful of semi-brutes, de-generate from the ages of past time when they were a mighty people at the apex of an almost forgotten glory. That day is millions of years gone now, too far in the past to have record save in the vaguest folklore. Yet here was a people who spoke the rudiments of that race's tongue as it must have been spoken in the race's dim beginnings, per-haps a million years earlier even than that immemorial time of their triumph. The reeling of millenniums set Smith's mind awchirl with the effort at compassing their span.

There was another connotation in the speaking of that tongue by these timid bush-dwellers, too. It must mean that the forgotten wizard king, Illar, had peopled his sinist-er, twilight land with the ancestors of today's dryland dwellers. If they shared the same tongue they must share the same lineage. And humanity's remorseless adaptability had done the resl

It had been no kinder here than in the outside world, where the ancient plainsmen who had roamed Mars' green prairies had dwindled with their dying plains, degenerat-ing at last into a shrunken, leather-skinned bestiality. For here that same race root had declined into these tiny, slink-ing creatures with their dusky skins and great, staring eyes and their voices that never rose above a whispers What tragedies must lie behind that gradual degeneration!

All about him the whispers still ran. He was beginning to suspect that through countless ages of hiding and mur-muring those voices must have lost the ability to speak aloud. And he wondered with a little inward chill what ter-ror it was which had transformed a free and fearless people into these tiny wild things whispering in the underbrush.

The little anxious voices had shrilled into vehemence now, all of them chattering together in their queer, soft, rustling whispers. Looking back later upon that timeless space he had passed in the hollow, Smith remembered it as some curious nightmare-dimness and tapestried blurring. and a hush like death over the whole twilight land ' and the timid voices whispering, whispering, eloquent with terror and warning.

He groped back among his memories and brought forth a phrase or two remembered fr ' om long ago, an qrchaic rend-ering of the immemorial tongue they spoke. It was the simplest version he could remember of the complex speech now used, but he knew that to them it must sound fantasti-cally strange. Instinctively he whispered as he spoke it, feeling like an actor in a play as he mouthed the ancient idiom,

"I-I cannot understand, Speak-more slowly-"

A torrent of words greeted this rendering of their tongue. Then there was a great deal of hushing and hissing, and presently two or three between them began laboriously to recite an involved speech, one syllable at a time. Always two or more shared the task. Never in his converse with them did he address anyone directly. Ages of terror had bred all directness out of them.

"Thag," they said. "Thag, the terrible-Thag, the omni-potent-Thag, the unescapable. Beware of Thag."

For a moment Smith stood quiet, grinning down at them despite himself. There must not be too much of intelligence left among this branch of the race, either, for surely such a warning was superfluous. Yet they had mastered their agonies of timidity to give it. All virtue could not yet have been bred out of them, then. They still had kindness and a sort of desperate courage rooted deep in fear.

"What is Thag?" he managed to inquire, voicing the archaic syllables uncertainly. And they must have under--stood the meaning if not the phraseology, for another spate of whispered tumult burst from the clustering tribe. Then, as before, several took up the task of answering.

"Thag-Thag, the end and the beginning, the center of creation. When Thag breathes the world trembles. The earth was made for Thag's dwelling-place. All things are Thag's. Oh, beware! Beware!"

This much he pieced together out of their diffuse whisper-ings, catching up the fragments of words he knew and fit-ting them into the pattern.

"What-what is the danger?" he managed to ask.

"Thag-hungers. Thag must be fed. It is we who-feed-him, but there are times when he desires other food than us. It is then he sends his priestess forth to lure-food-in. Oh, beware of Thag I"

"You mean then, that she-the priestess-brought me in for-food?"

A chorus of grave, murmuring affirmatives.

"Then why did she leave me?"

"There is, no escape from Tbag. Thag is the center of creation. All things are Thag's. When he calls, you must answer. When he hungers, he will have you. Beware of Thag!"

Smith considered that for a moment in silence. In the main he felt confident that he had understood their warning correctly, and he,had little reason to doubt that they knew whereof they spoke. Thag might not be the center of the universe, but if they said he could call a victim from any-where in the land, Smith was not disposed to doubt it. The priestess' willingness to let him leave her unhindered, yes, even her'scornful laughter as he looked back, told the same story. Whatever Thag might be, his power in this land could not be doubted. He made up his mind suddenly what he must do, and turned to the breathlessly waiting little folk.

"Which way-lies Thag?" he asked.

A score of dark, thin arms pointed. Smith turned his head speculatively toward the spot they indicated. In this changeless twilight all sense of direction had long since left him, but he marked the line as well as he could by the formation of the trees, then turned to the little people with a ceremonious farewell rising to his lips.

"My thanks for-" he began, to be interrupted by a chorus of whispering cries of protest. They seemed to sense his intention, and their pleadings were frantic. A panic anxiety for him glowed upon every little terrified face turned up to his, and their eyes were wide with protest and terror. Help-lessly he looked down.

"I-I must go," he tried stumblingly to say. "My only chance is to take Thag unawares, before he sends for me."

He could not know if they understood. Their chattering went on undiminished, and they even went so far as to lay tiny hands on him, as if they would prevent him by force from seeking out the telrror of their lives.

"No, no, no!" they wailed murmurously. "You do not know what- it i; you seek I You do not know Tha.-! Stay here! Beware of Thag!"

A little prickling of unease went down Smith's back as he listened. Thag must be very terrible indeed if even half this alarm had foundation. And to be quite frank with him-self, he would greatly have preferred to remain here in the hidden quiet of the hollow, with its illusion of shelter, for as long as he was allowed to stay. But he was not, of the stuff that yields very easily to its own terrors, and hope burned strongly in him still. So he squared his broad should-ers and turned resolutely in the direction the tree-folk had indicated.

When they saw that, he meant to go, their protests sank to a wail of bitter grieving. With that sound moaning be-hind him he Went up out of the hollow, like a man setting forth to the music of his own dirge. A few of the bravest went with him a little way, flitting through the underbrush and darting from tree to tree in a timidity so deeply in-grained that even when no immediate peril threatened they dared not go openly through the twilight.

. Their presence was comforting to Smith as he went on. A futile desire to help the little terror-ridden tribe was rising in him, a useless gratitude for their warning and their friendliness, their genuine grieving at his departure and their odd, paradoxical bravery even in the midst of hereditary terror. But he knew that he could do nothing for them, when he was not at all sure he could even save himself. Something of their panic had communicated itself to him, and he advanced with a sinking at the pit of his stomach. Fear of the unknown is so poignant a thing, feed-ing on its own terror, that he found his hands beginning to shake a little and his throat going dry as he

went on.

The rustling and whispering among the bushes dwindled as his followers one by one dropped away, the bravest staying the longest, but even they failing in courage as Smith advanced steadily in that direction from which all their lives they had been taught to turn their faces. Presently he realized that he was alone once more. He went on more quickly, anxious to come face to face with this horror of the twilight and dispel at least the fearfulness of its mystery. The silence was like death. Not a breeze stirred the leaves, and the only sound was his own breathing, the heavy thud of his own heart. Somehow he felt sure that he was coming nearer to his goal. The hush seemed to confirm it. He loosened the force-gun at his thigh. In that changeless twilight the ground was sloping down once more into a broader hollow. He descended slowly, every sense alert for danger, not knowing if Thag was beast or human or elemental, visible or invisible. The trees were beginning to thin. He knew that he had almost reached his goal. He paused at the edge of the last line of trees. A clearing spread out before him at the bottom of the hollow, quiet in the dim, translucent air. He could focus directly upon no outlines anywhere, for the tapestried blurring of the place. But when he saw what stood in the very center of the clearing he stopped dead-still, like one turned to stone, and a shock of utter cold went chilling through him. Yet he could not have said why.

For in the clearing's center stood the Tree of Life. He had met the symbol too often in patterns and designs not to recognize it, but here that fabulous thing was living, growing, actually springing up from a rooted firmness in, the spangled grass as any tree might spring. Yet it could not be real. Its thin brown trunk, of no recognizable substance, smooth and gleaming, mounted in the traditional spiral; its twelve fantastically curving branches arched delicately outward from the central stem. It was bare of leaves. No foliage masked the serpentine brown spiral of the trunk. But at the tip of each symbolic branch flowered a blossom of bloody rose so vivid he could scarcely focus his dazzled eyes upon them.

This tree alone of all objects in the dim land was sharply distinct to the eye-terribly distinct, remorselessly clear. No words can describe the amazing menace that dwelt among its branches. Smith's flesh crept as he stared, yet he could not for all his staring make out why peril was so eloquent there. To all appearances here stood only a fabulous symbol miraculously come to life - yet danger breathed out from it so strongly that Smith felt the hair lifting on his neck as he stared.

It was no ordinary danger. A nameless choking, paralyzed panic was swelling in his throat as he gazed upon the perilous beauty of the Tree, somehow the arches and curves of its branches seemed to limn a pattern so dreadful that his heart beat faster as he gazed upon it. But he could not guess why, though somehow the answer was hovering just out of reach of his conscious mind. From that first glimpse

of it his instincts shuddered like a shying stallion, yet reason still looked in vain for an answer.

Nor was the Tree merely a vegetable growth. It was alive, terribly, ominously alive. He could not have said how he knew that, for it stood motionless in its empty clearing, not a branch trembling, yet in its immobility more awfully vital than any animate thing. The very sight of it woke in Smith an insane urging to flight, to put worlds between himself and this inexplicably dreadful thing.

Crazy impulses stirred in his brain, coming to insane birth at the calling of the Tree's peril-the desperate need to shut out the sight of that thing that was blasphemy, to put out his own sight rather than gaze longer upon the perilous grace of its branches, to slit his own throat that he might not need to dwell in the same world which housed so frightful a sight as the Tree. All this was a mad battering in his brain. The strength of him was enough to isolate it in a far corner of his consciousness, where it seethed and shrieked half heeded while he turned the cool

control which the spaceways life had taught him to the solution of this urgent question But even so his hand was moist and shaking on his gun-butt, and the breath rasped in his dry throat. Why-he asked himself in a 'determined groping after steadiness-should the mere sight of a tree, even so fabulous a one as this, rouse that insane panic in the gazer? What peril could dwell invisibly in a tree so frightful that the living horror of it could drive a man mad with the very fact of its unseen presence? He clenched his teeth hard and star-ed resolutely at that terrible beauty in the clearing, fight-ing down the sick panic that rose in his throat as his eyes forced themselves to dwell upon the Tree. Gradually the revulsion subsided. After a nightmare of striving he mustered the strength to force it down far enough to allow reason's entry once more. Sternly holding down that frantic terror under the surface of consciousness, he stared resolutely at the Tree. And he knew that this was Thag.

It could be nothing else; surely two such dreadful things could not dwell in one land. It must be Thag, and he could understand now the immemorial terror in which the tree-folk held it, but he did not yet -grasp in what way it threat-ened them physically. The inexplicable dreadfulness of it was a menace to the mind's very existence, but surely a rooted tree, however terrible to look at, could wield little actual danger.

As he reasoned, his eyes were seeking restlessly among the branches, searching for the answer to their dreadful-ness. After all, this thing wore the aspect of an old pattern, and in that pattern there was nothing dreadful. The tree of life had made up the design upon that well-top in Illar through whose shadow he had entered here, and nothing in that bronze grille-work had roused terror. Then why--? What living menace dwelt invisibly among these branches to twist them into curves of horror?

A fragment of old verse drifted through his mind as he stared in perplexity:

What immortal hand or eye

Could frame thy fearful symmetry?

And for-the first time the true significance of a "fearful symmetry" broke upon him. Truly a more than human agency must have arched these subtle curves so delicately into dreadfulness, into such an awful beauty that the very sight of it made those atavistic terrors he was so sternly holding down leap in a gibbering terror.

A tremor rippled over the Tree. Smith froze rigid, star-ing with startled eyes. No breath of wind had stirred through the clearing, but the Tree was moving with a slow, serpentine grace, writhing its branches leisurely in a horri-ble travesty of voluptuous enjoyment. And upon their tips the blood-red flowers were spreading like cobra's hoods, swelling and stretching their petals out and glowing with a hue so eye-piercingly vivid that it transcended the bounds of color and blazed forth like pure light.

But it was not toward Smith that they stirred. They were arching out from the central trunk toward the far side of the clearing. After a moment Smith tore his eyes away from the indescribably dreadful flexibility of those branches and looked to see the cause of their writhing.

A blaze of luminous white had appeared among the trees across the clearing. The priestess had returned. He watch-ed her pacing slowly toward the Tree, walking with a pre-cise and delicate grace as liquidly lovely as the motion of the Tree. Her fabulous hair swung down about her in a swaying robe that rippled at every step away from the moon-white beauty of her body. Straight toward the Tree she paced, and all the blossoms glowed more vividly at her nearness, the branches stretching toward her, rippling with eagerness.

Priestess though she was, he could not believe that she was going to come within touch of that Tree the very sight of which roused such a panic instinct of revulsion in every fiber of him. But she did not swerve or slow in her advance. Walking delicately over the flowery grass, arrogantly lu-minous in the twilight, so that her body was the center and focus I of any landscape she walked in, she neared her horri-bly eager god.

Now she was under the Tree, and its trunk 'had writhed down over her and she was lifting her arms like a girl to her lover. With a gliding slowness the flame-tipped branches slid round her. In

that incredible embrace she stood immo-bile for a long moment, the Tree arching down with all its curling limbs, the girl straining upward, her head thrown back and the mantle of her hair swinging free of her body as she lifted her face to the quivering blossoms. The branches gathered her closer in their embrace. Now the blos-soms arched near, curving down all about her, touching her very gently, twisting their blazing faces toward the focus of her moon-white body. One poised directly above her face, trembled, brushed her mouth lightly. And the Tree's tremor ran unbroken through the body of the girl it clasped.

The incredible dreadfulness of that embrace was suddenly more than Smith could bear. All his terrors, crushed down with so stern a self-control, without warning burst all bounds and rushed over him- in a flood of blind revulsion. A whimper choked up in hi,-, throat and quite involuntarily he swung round and plunged into the shielding trees, hands to his eyes in a f utile effort to blot out the sight of lovely hor-ror behind him whose vividness was burnt upon his very brain.

Heedlessly he blundered through the trees, no thought in his terror-blank mind save the necessity to run. run, run until he could run no more. He had given up all attempt at reason and rationality; he no longer cared why the beauty of the Tree was so dreadful. He only knew that until all space lay between him and its symmetry he must run and run and run.

What brought that frenzied madness to an end he never knew. When sanity returned to him he was lying face down on the flower-spangled sward in a silence so deep that his ears ached with its heaviness. The grass was cool against his cheek. For a moment he fought the back-flow of knowledge into his emptied mind. When it came, the memory of that horror he had fled from, he started up with a wild thing's swiftness and glared around pale-eyed into the unchanging dusk. He was alone. Not even a rustle in the leaves spoke of the tree-folk's presence.

For a moment he stood there alert, wondering what had roused him, wondering what would come next. He was not left long in doubt. The answer was shrilling 7ery, very faint-ly through that aching quiet, an infinitesimally tiny, unthink-ably far-away murmur which yet pierced his ear-drums with the sharpness of tiny needles. Breathless, he strained in lis-tening. Swiftly the sound grew louder. It deepened upon the silence, sharpened and shrilled until the thin blade of it was vibrating in the center of his innermost brain.

And still it grew, swelling louder and louder through the twilight world in cadences that were rounding into a queer sort of music and taking on such an unbearable sweetness that Smith pressed his hands over his ears in a futile attempt to shut the sound away. He could not. It rang in steadily, deepening intensities through every fiber of his being, pierc-ing him with thousands of tiny music-blades that quivered in his very soul with intolerable beauty. And he thought he sensed in the piercing strength of it a vibration of queer, unnamable power far mightier than anything ever generated by man, the dim echo of some cosmic dynamo's hum.

The sound grew sweeter as it strengthened, with a queer, inexplicable sweetness unlike any music he had ever heard

before, rounder and fuller and more complete than any mel-ody made up of separate notes. Stronger and stronger he felt the certainty that it was the song of some mighty power, humming and throbbing and deepening through the twilight until the whole dim land was one trembling reservoir of sound that filled his entire consciousness with its throbbing,, driving out all other thoughts and realizations, until he was no more than a shell that vibrated in answer to the calling.

For it was a calling. No one could listen to that intolerable sweetness without knowing the necessity to seek its source. Remotely in the back of his mind Smith remembered the tree-folk's warning, "When Thag calls, you must answer." Not consciously did he recall it, for all his consciousness was answering the siren humming in the air, and, scarcely realiz-ing that he moved, he had turned toward the source of that, calling, stumbling blindly over the flowery sward with no thought in his music-brimmed mind but the need to answer that lovely power-vibrant summoning-

Past him as he went on moved other shapes. little and dark-skinned and ecstatic, gripped like himself in the hyp-notic melody. The tree-folk had forgotten even their inbred fear at Thag's calling, and walked boldly through the open twilight, lost in the wonder of the song. Smith went on with the rest, deaf and blind to the land around him, alive to one thing only that summons from the siren tune. Unrealizingly, he retraced the course of his fren-zied flight, past the trees and bushes he had blundered through, down the slope that led to the Tree's hollow, through the thinning of the underbrush to the very edge of the last line of foliage which marked

the valley's rim.

By now the calling was so unbearably intense, so intolerably sweet that somehow in its 'very strength it set free a part of his- dazed mind as it passed the limits of audible things and soared into ecstasies which no senses bound. And though it gripped him ever closer in its magic, a sane part of his brain was waking into realization. For the first time alarm came back into his mind and by slow degrees the world returned about him. He stared stupidly at the grass moving by under his pacing feet. He lifted a dragging head and saw that the trees no longer rose above him, that a twilight clearing stretched away on all sides toward the forest rim which circled it, that the music was singing from some source so near that-that-

The Tree! Terror leaped within him like a wild thing. The Tree, quivering with unbearable clarity in the thick, dim air, writhed above him, blossoms blazing with bloody radiance and every branch vibrant and undulant to the tune of that unholy song. Then he was aware of the lovely, luminous whiteness of the priestess swaying forward under the sway-ing limbs, her hair rippling back from the loveliness of her as she moved.

Choked and frenzied with unreasoning terror, he mustered every effort that was in him to turn, to run away like a mad-man out of that dreadful hollow, to hide himself under the weight of all space from the menace of the Tree. And all the while he fought, all the while panic drummed like mad in his brain, his relentless body plodded on straight toward the hideous loveliness of that siren singer towering above him. From the first he had felt subconsciously that it was Thag who called, and now, in the very center of that ocean of vibrant power, he knew. Gripped in the music's magic, he went on.

I

All over the clearing other hypnotized victims were advancing, slowly, with mechanical steps and wide, frantic

eyes as the tree-folk came helplessly to their god's calling. He watched a group of little, dusky sacrifices pace step by step nearer to the Tree's vibrant branches. The priestess came forward to meet them with outstretched arms. He saw her take the foremost gently by the hands. Unbelieving, hypnotized with horrified incredulity, he watched her lead the rigid little creature forward under the fabulous Tree whose limbs yearned downward like hungry snakes; the great flowers glowing with avid color.

He saw the branches twist out and lengthen toward the sacrifice, quivering with eagerness. Then with a tiger's leap they darted, and the victim was swept out of the priestess' guiding hands up into the branches that darted round like tangled snakes in a clot that hid him for an instant from view. Smith heard a high, shuddering wail ripple out from that knot of struggling branches, a dreadful cry that held such an infinity of purest horror and understanding that he could not but believe that Thag's victims in the moment of their doom must learn the secret of his horror. After that one frightful cry came silence. In an instant the limbs fell apart again from emptiness. The little savage had melted like smoke among their writhing, too quickly to have been devoured, more as if he had been snatched into another dimension in the instant the hungry limbs hid him. Flame-tipped, avid, they were dipping now toward another victim as the priestess paced serenely forward.

And still Smith's rebellious feet were carrying him on, nearer and nearer the writhing peril that towered over his head. The music shrilled like pain. Now he was so close that he could see the-hungry fi-ower-mouths in terrible detail as they faced round toward him. The limbs quivered and poised like cobras, reached out with a snakish lengthening, down inexorably toward his shuddering helplessness. The priestess was turning her calm white face toward his.

Those arcs and changing curves of the branches as they neared were sketching lines of pure horror whose meaning he still could not understand, save that they deepened in dreadfulness as he neared.

For the last time that urgent wonder burned up in his mind-why so simple a thing as this fabulous Tree should be infused with an indwelling ter-ror strong enough to send his innermost soul frantic with revulsion. For the last time-because in that trembling in-stant as he waited for their touch, as the music brimmed up with unbearable, brain-wrenching intensity, in that one last moment before the flower-mouths seized him-he saw. He understood.

With eyes opened at last by the instant's ultimate horror, he saw the real Thag. Dimly he knew that until now flie thing had been so frightful that his eyes had refused to reg-ister its existence, his brain to acknowledge the possibility of such dreadfulness. It had literally been too terrible to see, though his instinct knew the presence of infinite horror. But now, in the grip 4of that mad, hypnotic song, in the instant before unbearable terror enfolded him, his eyes opened to full sight, and he saw.

That Tree was only Thag's outline, sketched three-dimen-sionally upon the twilight. Its dreadfully curving branches had been no more than Thag's barest contours, yet even they 'had made his very soul sick with intuitive revulsion. But now, seeing the true horror, his mind was too numb to do more than register its presence: Thag, hovering monstrosly between earth and heaven, billowing and surging up there in the translucent twilight, tethered to the ground by the Tree's bending stem and reaching ravenously after the hypnotized

wizard who had dared command a being like this to his services-this vast, blind, hovering thing, ravenous for human flesh, indisting-uishable even now save in those terrible outlines that sent panic leaping through him with every motion of the Tree's fearful symmetry.

All this flashed through his dazed mind in the one blinding instant of understanding. Then the priestess' Inminous whiteness swam up before his hypnotized stare. Her hands were upon him, gently guiding his mechanical footsteps, very gently leading him forward into-into-The writhing branches struck downward, straight for his face. And in one flashing leap the moment's infinite horror galvanized him out of his paralysis. Why, he could not have said. It is not given to many men to know the fodder that his calling brought helpless into his clutches. One by one he snatched them up, one by one absorbed them into the great, unseeable horror of his being. That, then, was the reason why they vanished so instantaneously, sucked into the concealing folds of a thing too dreadful for normal eyes to see.

The priestess was pacing forward. Above her the branches arched and leaned. Caught in a timeless paralysis of horror, Smith stared upward into the enormous bulk of Thag while the music hummed intolerably in his shrinking brain-Thag, the monstrous thing from darkness, called up by Illar in those long-forgotten times when Mars was a green planet. Foolishly his brain wandered among the ramifications of what had happened so long ago that time itself had forgot-ten, refusing to recognize the fate that was upon himself. He knew a tingle of respect for the ages-dead ultimate es-sentials of all horror, concentrated into one fundamental unit. To most men it would have had that same paralyzing effect up to the very instant of destruction. But in Smith there must have been a bed-rock of subtle violence, an un-yielding, inflexible vehemence upon which the structure of his whole life was reared. Few men have it. And when that ultimate intensity of terror struck the basic flint of him, reaching down through mind and soul into the deepest depths of his being, it struck a spark from that inflexible barbarian buried at the roots of him which had force enough to shock him out of his stupor.

In the instant of release his hand swept like an unioosened spring, of its own volition, straight,for the butt of his power-gun. He was dragging it free as the Tree's branches snatched him from its priestess' hands. The fire-colored blossoms burnt his flesh as they closed round him, the hot branches gripping like the touch of ravenous fingers. The whole Tree was hot and throbbing with a dreadful travesty of fleshly life as it whipped him aloft into the hovering bulk of incarnate horror above.

In the instantaeous upward leap of the flower-tipped limbs Smith fought like a demon to free his gun-ha nd from the gripping coils. For the first time Thag knew rebellion in his very clutches, and the ecstasy of that music which had dinned in Smith's ears so strongly that by now it seemed almost si-lence was swooping down a long are into wrath, and the branches tightened with hot

insistency, lifting the rebellious offering into Thag's monstrous, indescribable bulk. But even as they rose, Smith was twisting in their clutch to maneuver his hand into a position from which he could blast that undulant tree trunk into nothingness. He knew in-tuitively the futility of firing up into Thag's imponderable mass. Thag was not of the world he knew; the flame blast might well. be harmless to that mighty hoverer in the twi- light. But at the Tree's root, where Thag's essential being merged from the imponderable to the material, rooting in earthly soil, he should be vulnerable if he were vulnerable at all. Struggling in the tigl-it, hot coils, breathing the nameless essence of horror, Smith fought to free his hand.

The music that had rung so long in his ears was changing as- the branches lifted him higher, losing its melody and merging by swift degrees into a hum of vast qnd vibrant power that deepened in intensity as the limbs drew him up-ward into Thag's monstrous bulk, the singing f orce of a thing mightier than any dynamo ever built. Blinded and dazed by the force thundering through every atom of his body, he twisted his hand in one last, convulsive eff ort, and fired. He saw the flame leap in a dazzling gush straight for the trunk below. It struck. He heard the sizzle of annihilated matter. He saw the trunk quiver convulsively from the very roots, and the whole fabulous Tree shook once with an omi-nous tremor. But before that tremor could shiver up the branches to him the hum of the living dynamo which was closing round his body shrilled up arcs of pure intensity into a thundering silence. Then without a moment's warning the world exploded. So instantaneously did all this happen that the gun-blast's roar had not yet echoed into silence before a mightier sound than the brain could bear exploded outward from the very center of his own being. Before the awful power of it everything reeled into a shaken oblivion. He felt himself falling. . - . . A queer, penetrating light shining upon his closed eyes roused Smith by degrees into wakefulness again. He lifted heavy lids and stared upward into the unwinking eye of Mars' racing nearer moon. He lay there blinking dazedly for

a while before enough of memory returned to- rouse him. Then he sat up painfully, for every fiber of him ached, and stared around on a scene of the wildest destruction. He lay in the midst of a wide, rough circle which held nothing but 'powdered stone. About it, rising raggedly in the moving moonlight, the blocks of time-forgotten-lllar loomed. But they were no longer piled one upon another in a rough travesty of the city they once had shaped. Some-force mightier than any of man's explosives seemed to have hurled them with such violence from their beds that their very atoms had been disrupted by the force of it, crumbling them into dust. And in the very center of the havoc lay Smith, unhurt.

He stared in bewilderment about the moonlight ruins In the silence it seemed to him that the very air still quivered in shocked vibrations. And as he stared he realized that no force save one could have wrought such destruction upon the ancient stones. Nor was there any explosive known to man which would have wrought this strange pulverizing havoc upon the blocks of Illar. That force had hummed un-bearably through the living dynamo of Thag, a force so pow-erful that space itself had bent to enclose it. Suddenly he realized what must have happened. Not Illar, but Thag himself had warped the walls of space to enfold the twilit world, and nothing but Thag's living power could have held it so bent to segregate the little, ter-ror-ridden land inviolate.

Then when the Tree's roots parted. Thag's anchorage in the material world failed and in one great gust of unthink-able energy the warped space-walls had ceased to bend. Those arches of solid space had snapped back into their original pattern, hurling the land and all its dwellers into- into- His mind balked in the effort to picture what must have happened, into what ultimate dimension those denizens must have vanished.

Only himself, enfolded deep in Thag's very essence, the intolerable power of the explosion had not touched. So when the warped space-curve ceased to be, and Thag's hold upon reality failed, he

must have been dropped Dack out of the dissolving folds upon the spot where the Tree had stood in the space-circled world, through that vanished world-floor into the spot he had been snatched from in the instant of the dim land's dissolution. It must have happened after the,ter-rible force of the explosion had spent itself, before Thag dared move even himself through the walls of changing energy into his,own far land again.

Smith sighed and lifted a hand to his throbbing head, rising slowly to his feet. What time had elapsed he could not guess, but he must assume that the Patrol still searched for him. Wearily he set out across the circle of havoc toward the nearest shelter which I-Ilar offered. The dust rose in ghostly., rnoonlit clouds under his feet.