

PATHFINDER[®]

ADVENTURE PATH[™]



Carrion Crown

WAKE OF THE
WATCHER

By Greg A. Vaughan

Blasphemous Tomes

Cautionary tales are whispered throughout the academies of Ustalav, warning scholars and students alike of the dangers of learning things mortals weren't meant to know. Frequently cited in such tales are tomes of terrible knowledge such as the *Book of the Damned*, the *Pnakotic Manuscripts*, the *Book of Abstruse Geometries*, *Preklikin's Book of Cults*, the *Azlangi Neris*, *The King in Yellow*, and the *Xanthuun Tablets*. While untold other repositories of maddening secrets exist, few have brought as many lives and minds to such utter ruin as these.



Dwellers in Distant Depths

Beyond the mysterious orbs that join Golarion in circling its brilliant sun yawn gulfs of unimaginable distance and darkness. Within this unknowable vastness whirl other worlds, some ruled by ruin, some dominated by races beyond description, and some so cursed as to be the resting places of beings that sleep beyond the touch of death, slumbering while they wait for their time to rise. Reaching across ages and infinities to worlds beyond their mighty tombs, the dreams of such beings seek out minds suspicious of sanity and sow the seeds of their inevitable return.





ADVENTURE PATH • PART 4 of 6

WAKE OF THE WATCHER



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"Wake of the Watcher" is a Pathfinder Adventure Path scenario designed for four 9th-level characters.
By the end of this adventure, characters should reach 11th level.

This product makes use of the *Pathfinder Roleplaying Game Core Rulebook*, *Pathfinder Roleplaying Game Advanced Player's Guide*, *Pathfinder Roleplaying Game GameMastery Guide*, *Pathfinder Roleplaying Game Bestiary*, and *Pathfinder Roleplaying Game Bestiary 2*. These rules can be found online as part of the Pathfinder Roleplaying Game Reference Document at paizo.com/pathfinderRPG/prd.

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Oh Itzagn!

I play in several roleplaying games with varying degrees of irregularity: Pathfinder (obviously), Mutants & Masterminds (less than I'd like to), and Call of Cthulhu. For my Call of Cthulhu group, though, a session isn't just a chance to play a game, it's an event. That's partly because my first page of notes dates back to 2007, making this the longest-running game several of us have ever been in. It's also because it seems like we only play when the stars are right—which is to say only three or four times a year. The group consists of James Jacobs (the keeper), Erik Mona, Jason Bulmahn, Rob McCreary (newly initiated), Eric Haddock (of significant second edition fame), and Steve Enemark (of James's college days fame); diehard roleplayers and Lovecraft fanatics all. And as of a few months ago, there's a bold claim we can make:

We killed Cthulhu.

Okay, well... sort of. A couple of caveats to that.

First, James has been running us through Chaosium's *Shadows of Yog-Sothoth*, so as Call of Cthulhu players know, we didn't go at Cthulhu with pistols and ancient spells a-blazin'. Neither one nor many simply "kills" Cthulhu, so I guess we actually just kind of turned back off the lights in the old nightmare nursery, chanted the equivalent of a some lurid lullabies, and lulled the cranky chthonian back to bed. Death. Sleep. Kind of the same difference when it comes to a Great Old One.

Second, by "we" I mean everyone but Eric, Rob, and I. The last half-hour of our final session did not go well for the three of us. Eric's um... "purveyor of chemical diversions" pretty much dove right into a giant toad-squid thing with a craw full of outer space. Rob's dilettante had to be put down after her sanity-shattered mind decided to betray her and, most unforgivably, the rest of the party. And, after a good eyeful of things man was not meant to see,

my rarely sober photographer finished off his hipflask, then himself, putting an end to a long career fraught with incredulity and pedophobia. Heroic ends these were not.

So that's how that wrapped up, putting an end to half a decade's worth of adventure and madness. As investigators of dubious quality, that of course left us with a single option: turning right around and starting a new campaign. And in about another 5 years I'm sure I'll have terrible tales to tell about how that one went down.

But I told you that story to tell you this one.

It was probably about 2 years ago when James and I started talking about doing a horror-themed Adventure Path, and there was no doubt even then that we wanted to do a Lovecraftian adventure—another Lovecraftian adventure, actually, as we already had Rich Pett's *Pathfinder Module: Carrion Hill* in the hopper. We didn't jot down many notes from our way-after-hours ramblings, but we had this one great idea that got recorded as "Reverse Innsmouth." It was such a good idea that many, many months later when I started outlining the campaign neither of us had any recollection of what this meant. (Our note-taking inability is becoming an unfortunate theme of these forewords.) But it turns out that it didn't really matter, as I dropped the town of Illmarsh on the map of Ustalav for one reason: to give GMs a place to set their own versions of Lovecraft's "The Shadow Over Innsmouth." So giving that idea our take right in the pages of *Pathfinder* seemed like a no-brainer.

The mind-blasting results you'll find on the following pages. Without much instruction to do so, I think Greg did a fantastic job adhering to the spirit of "Reverse Innsmouth," making our deep ones, the skum, victims of a terrible kind of invasion from realms unknown, and making the traumatized folk of Illmarsh secondary but debatably deserving sufferers. For folks excited by the opportunity to play an adventure built upon the rotting foundations of Lovecraft's Innsmouth, I think they'll find Illmarsh familiar in its frightful fishiness. On the other hand, for GMs wary of retreading ground they—and perhaps more importantly, their players—are familiar with from the source material, this month's love note to Lovecraft holds plenty to shock those who think they've wandered into a fantasy reskinning of the horror classic.

It also turns out that we had some help with this volume from the undisputed masters of Lovecraftian roleplaying: Chaosium Inc., publishers of the Call of Cthulhu Roleplaying Game. Although we wanted to ensure that "Wake of the Watcher" retained the sense of daring fantasy adventure *Pathfinder* is all about, Chaosium's mark on this brand of RPG horror is undeniable. It's so insidious, in fact, that as we were coming up with a list of monsters for this month's oversized Lovecraftian bestiary, we kept putting in creatures that had stronger ties to Call of Cthulhu adventures than the actual works of Lovecraft and his acolytes. At first, we

ON THE COVER

This month's cover features the corpulent cthuloid Zhabh-boath, high priest of the skum of Avalon Bay, in all his squamous splendor. Characters can expect an unsettling run-in with this teratoid turncoat in the endgame of this month's adventure, "Wake of the Watcher."

stripped those out in favor of creatures more fully in the public domain, but I really didn't like that—I think the Dark Young of Shub-Niggurath is one of the coolest monsters that there is, after all. So I sent a few emails.

The results fill the latter quarter of this book. A huge thank you to Charlie Krank, Dustin Wright, and all of Chaosium for letting us take our crack at the dark young, the dimensional shambler, and the gnoph-keh—three of the creepiest creatures I wish I could say we came up with. For more in this same vein, or if you really dig "Wake of the Watcher" and need additional madness in your life, check out chaosium.com for more from the masters of Lovecraftian horror.

THE SOUND OF MADNESS

Need a score for insanity? Here it is, a collection of composers whose works are sure to perfectly complement your descriptions of the indescribable.

Band, Richard: *Re-Animator*
 Bates, Tyler: *Slither*
 Beltrami, Marco: *Mimic*, *The Eye*
 Carpenter, John: *Prince of Darkness*, *The Thing*
 Goldenthal, Elliot: *Sphere*
 Graves, Jason: *Dead Space*
 Horner, James: *Aliens*
 Henifin, Steve: *Eternal Darkness*
 Navarrete, Javier: *Mirrors*
 Revell, Graeme: *Below*

Next month, it's the adventure I almost wrote myself, but Neil Spicer did even more brilliantly: "Ashes at Dawn"—the vampire adventure.

Wes

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Wake of the Watcher

The savage Kellid peoples of prehistoric Ustalav have long since withdrawn before the tide of advancing civilization, but rumors persist of queer ceremonies and obscene rites that have survived to the modern day in isolated fishing villages and remote farming hamlets throughout this shadowed land. For aeons, the eldritch powers and beings from beyond once venerated by those ancient barbarians have been content to simply wait and observe, but the time is nigh for them to make their return, and the whole of Golarion will soon shudder to the tread of their alien footsteps.

—Galicius Thwaite, *The Unnatural History of Ustalav and the North*

ADVENTURE BACKGROUND

For long generations, the people of the town of Illmarsh have willingly collaborated with a cabal of skum dwelling in the depths of nearby Avalon Bay. The Illmarsh folk cryptically refer to these skum as the “Neighbors down bay” and pay them homage in exchange for bountiful harvests of fish, protection from the many predatory dangers of the Ustalavic coast, and an occasional exotic treasure of the ancient past dredged up from the depths of Lake Encarthan. The homage is not overly taxing to the folk of the Illmarsh, consisting of a tithe of the taxes and trade within the town, an occasional blood sacrifice on the Tern Rocks—usually a condemned criminal, nosy stranger, or other similarly unpopular figure—and the “fostering” of some of their daughters with the Neighbors.

Most Illmarsh folk remain unaware of the true nature of their benefactors. They rarely see the Neighbors, and few Illmarshers, in fact, even know what they look like. The Neighbors are far more sinister than they might seem, however. Unknown to all townsfolk save the priests of Illmarsh’s main church, the Recondite Order of the Indomitable Sea, the skum are not simply benign guardians of their town, but rather near-immortal devotees of the demon lord Dagon. Unable to reproduce among their own kind, the demon-worshiping skum made a generations-old pact with the folk of Illmarsh to see to their propagation needs in exchange for leaving the rest of the town’s population alone and keeping Illmarsh prosperous and secure. All of Illmarsh’s able-bodied sons belong to the town, working the fishing boats or in the other trades, and carrying on their family lines. Illmarsh families also cherish their first daughters, raising them to be beautiful and obedient housewives able to bear strong children and take care of their husbands and households in the truest small fishing town tradition. More daughters are less desirable, however. Most families prefer sons—daughters just lead to more mouths to feed and more dowries to pay—so second and third daughters are given to the Neighbors for “fostering.” A family with four or more daughters is considered blessed by the gods of the sea, however, and the fourth and later daughters are allowed to remain with their natural families.

Illmarsh’s fostered daughters are given to the skum in secret nighttime ceremonies involving only the town’s priests and the parents of the girl. This occurs in the child’s third month, if she has proven to be healthy. Fostered daughters are taken in by the skum and raised as members of the tribe, so that they see nothing unusual about their circumstances. Although essentially a population of breeding slaves, few of these women have any real understanding of their condition. Upon reaching adulthood, they become mates to skum of the tribe and bear the next generation of skum young. Those offspring born as skum join the tribe as full members, while those born as humans meet more

ADVANCEMENT TRACK

Characters should be 9th level when they begin “Wake of the Watcher.” The PCs should be 10th level by the time they explore the mi-go tunnels beneath the Tern Rocks, and they should reach 11th level by the end of the adventure. “Wake of the Watcher” uses the medium XP track.

uncertain fates. Some stay with their mothers and are raised in the dank skum tunnels, helping to care for new fostered infants; some are returned to Illmarsh to grow up as normal humans; but many are simply sacrificed to Dagon in blasphemous ceremonies. Regardless, the fostered human mothers assist in the fostering of new daughters received from Illmarsh, acting as wet nurses and surrogate mothers to the infants. Thus is the cycle of fostering perpetuated from generation to generation with little comment from the human folk of Illmarsh as to its strange, even aberrant nature—after all, the fostering of the town’s daughters with the Neighbors is simply the way things have always been in Illmarsh. Occasionally, one might hear mention of a “fish-marriage” mumbled under the breath by some drunk or disgruntled citizen, but such troublemakers usually find their way to the Tern Rocks before too long, and life goes on as it always has.

Into this situation arrived the followers of the Whispering Way, seeking the next component for their *Carriion Crown* formula—a legendary holy mace called *Raven’s Head*, the weapon of a fallen Ustalavic prince. The cultists knew that *Raven’s Head* had been lost in Lake Encarthan in the days of the Whispering Tyrant, and had discovered through research and divination the presence of the skum in Avalon Bay. Agents of the Whispering Way surreptitiously made contact with these ulat-kini and attempted to hire them to locate *Raven’s Head* on the floor of the lake. The skum agreed to this bargain but only on the condition that the Whispering Way recover something for them. Long ago, an unnamed wizard stole an ancient idol called the *Face of Dagon* from the ulat-kini, a sacred icon of their patron demon lord. If the Whispering Way recovered this idol for the skum, they would exchange it for *Raven’s Head*. The Whispering Way agreed, and with the deal secure, the cultists departed, leaving behind an agent named Gaster Lucas to act as an intermediary. The cultists soon discovered that the *Face of Dagon*, now known as the Seasage Effigy, had been sold to Lepidstadt University as an example of pre-Ustalavic artwork and placed on display in the university’s antiquities department. As part of their efforts to gather

the proper components for the *Carrion Crown* elixir, the cultists set their sights on acquiring the idol as well.

All would likely have gone well for the Whispering Way's plot had not a new development occurred deep beneath Avalon Bay. Certain fringe members of the skum cabal, seeking greater personal power and influence, began dabbling in forbidden magics tied to the alien powers of the Dark Tapestry. This activity soon attracted the attention of beings from the darkness between the stars known as mi-go, ultimately drawing them to Illmarsh. The strange symbiotic relationship between the skum and humans of Illmarsh was unlike anything the mi-go had ever seen before. Their curiosity piqued, the mi-go quickly invaded the skum's submerged lake tunnels and conquered the skum cabal, erecting an elaborate domed laboratory on the floor of Avalon Bay where they could conduct their experiments and observations undisturbed by the human communities nearby.

Finding themselves beholden to their mi-go conquerors, the skum fell into disarray. Many of the cabal's leaders were captured by the mi-go, who extracted their brains in order to learn the inner secrets of the cult. With the loss of its leaders, the skum cult of Dagon lost contact with the adherents in Illmarsh. Unaware of the mi-go occupation, the humans noticed only that the Neighbors had dropped out of contact, and began to grow concerned that their benefactors might have left them.

Desperate to prevent the extermination of their way of life, some members of the skum cabal recalled the ancient traditions of the Kellid peoples who once inhabited Ustalav's coasts. In queer druidic rituals, these barbaric humans venerated a strange being from beyond known as the Black Goat of the Woods with a Thousand Young. The druidic barbarians were driven away by the Varisians who finally settled Ustalav, but remnants of their worship and the power they once commanded remained behind. Knowing that an ancient stone circle sacred to these barbarian humans still existed near Illmarsh, the skum partisans traveled to this mystical place and found an ancient seed pod containing a fragment of the essence of the Outer God Shub-Niggurath, known as a moit of Shub-Niggurath, hidden in a secret cache. This essence hatched in the form of slugspawn, creatures that could infiltrate the brains of anyone they came in contact with, making them immune to mi-go memory-mining. The secret introduction of the slugspawn among the skum tribe proved to be a success, as it stymied the mi-go's attempts at garnering further information and caused general chaos that kept the mi-go from immediately organizing an effective response. Unfortunately, as many of the skum realized too late, those infected with the moits soon go mad and eventually die horribly as the larval slugspawn mature into spawning cankers that burst forth from the victim's skull to birth more slugspawn.

Unable to extract the memories of their choicest skum subjects, the mi-go began abducting humans from Illmarsh for their brain extraction experiments. The skum conspirators feared that the alien invaders would learn of the deal the skum had forged with the Whispering Way and prevent them from recovering the sacred *Face of Dagon*. To prevent this, the skum secretly introduced the slugspawn into Illmarsh as well, by infesting their Whispering Way contact Gaster Lucas.

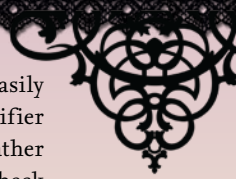
Meanwhile, on the orders of Auren Vrood, two riders had set out from Feldgrau with the *Carrion Crown* components the Whispering Way had acquired so far. Arriving in Thrushmoor, the riders split up—one traveling to Caliphas to deliver the majority of the ingredients to Advion Adrissant, the second detouring to Illmarsh to hand over the Seasage Effigy so Gaster Lucas can exchange it with the skum for *Raven's Head*. Having already succumbed to the slugspawn, Gaster Lucas never made the meeting, and the mysterious rider was captured by skum loyal to their new mi-go overlords. He was taken to the skum tunnels beneath Avalon Bay, and the *Face of Dagon* was returned to its rightful place of honor. Rather than remove his brain like they had done with the townsfolk of Illmarsh, the mi-go decided to perform a new experiment on the rider—infesting him with a slugspawn and manipulating its life cycle so that it spawns into a dark young of Shub-Niggurath.

In addition, the recent activity in the druid circle and the reintroduction of moits into human hosts have roused the attention of Shub-Niggurath. Residents have seen temporary manifestations of this strange entity from beyond (the Watcher in the Bay) for the past several weeks as the boundaries between dimensions have weakened and thinned, but the Outer God cannot yet fully manifest on the Material Plane. The spawning of a full-fledged dark young would strengthen the god's connection to this plane, however, allowing Shub-Niggurath to fully materialize in a form not seen since the profane rituals of the ancient druids.

ADVENTURE SUMMARY

On the trail of the Dark Riders from Feldgrau, the PCs arrive in the town of Thrushmoor. After dealing with a Whispering Way assassin left behind to halt any pursuit, the PCs track one of the riders to the tiny fishing village of Illmarsh. The rider has left few clues in Illmarsh, but a meeting with the town's mayor sends the PCs to Illmarsh's temple, the Hall of the Recondite Order of the Indomitable Sea, in search of missing villagers. Exploring the temple, the PCs begin to glean some hints of the dark secrets hidden behind Illmarsh's innocent facade.

The PCs' investigations lead them to the ruins of Undiomed House, the former seat of Illmarsh's rulers, built atop an ancient stone druid circle. After battling the high priest of the Recondite Order, the PCs discover



hidden tunnels beneath the house inhabited by skum and a horror called down from between the stars. They also discover the secret of Illmarsh's fostering of children with the Neighbors, and learn that their quarry, the Dark Rider, is being held by the skum beneath Avalon Bay.

The PCs can partner with the eccentric inventor Horace Croon, using his submersible to descend to the tunnels and the illuminated mi-go dome at the base of the Tern Rocks in the bay. Exploring these tunnels, the PCs must fight both the skum and the mi-go, as well as their strange allies and minions, finally learning the true scope of the alien presence that has invaded the Illmarsh area. At the same time, the PCs have the chance to recover *Raven's Head*, a legendary magical mace long thought lost, which is highly sought after by the Whispering Way.

When they reach the underwater dome of the mi-go, the PCs finally locate the Whispering Way rider, now infested by a spawning canker. As the battle rages, the true horror of his condition manifests as he bursts apart in the birthing throes of a dark young of Shub-Niggurath. If the PCs defeat the eldritch horror, they can retreat back to their submersible and the safety of the surface, to continue their pursuit of the Whispering Way in its attempts to complete the *Carrion Crown* formula.

PART ONE: THRUSHMOOR

The adventure begins as the PCs arrive in the town of Thrushmoor in pursuit of the Whispering Way riders from Feldgrau. On the way, the PCs pass by (or may even visit) the city of Carrion Hill. If you have the Pathfinder Module *Carrion Hill*, and you want to incorporate it into the Carrion Crown Adventure Path to provide additional XP or simply act as a short diversion, see page 75 for more details.

On the shores of Lake Encarthan, the town of Thrushmoor squats where the Danver River flows into Avalon Bay. The county seat of Versex, Thrushmoor enjoys some prosperity thanks to trade on the lake. The town sprawls along the lakeshore and upon a handful of soggy islets, its buildings weatherworn and rugged. A handful of Drumish mercenaries armed with crossbows (N human warrior 3) look down from the towers of decrepit Fort Hailcourse, home of Thrushmoor's erstwhile mayor, Magistrate Tillus Padgett, but no one challenges the PCs unless they cause trouble. For more information on Thrushmoor, see *Pathfinder Campaign Setting: Rule of Fear*.

Knowing only that the Dark Riders from Feldgrau were sent to Thrushmoor, the PCs will likely need to ask around to find the riders' whereabouts. They can make Diplomacy checks to attempt to gather information about the Dark Riders; use the table below for the results of these checks. The folk of Thrushmoor are generally an insular lot, but they are prone to wagging tongues, and

friendly visitors or those who spread coin about can easily gain information in town (the settlement's Lore modifier grants a +2 bonus on Diplomacy checks made to gather information). In addition, every 5 gp spent on a check provides a +1 bonus on that check, to a maximum of +5. A successful check reveals the information for that DC as well as the information for lower DCs. Note that the PCs cannot gather any information about Illmarsh until they first determine that was where the rider was headed. If the PCs have trouble garnering this information on their own, you can reduce the DCs the longer they stay in town, until they finally learn that Illmarsh is their next destination.

THRUSHMOOR DIPLOMACY RESULTS

DC	Information Gained
15	Two riders matching that description came through town a day or so ago, but they didn't stay long.
15	Illmarsh is a little swamp town that lies down the coast from Thrushmoor. Its residents are strange folk, and natives of Thrushmoor call them "musties" on account of the distinctive unpleasant odor Illmarshers carry about them.
20	Two taciturn, dark-cloaked strangers swapped their horses for fresh mounts at the livery stable a day ago. One of them headed out of town down the coast road toward Illmarsh. The whereabouts of the other rider are unknown.
25	Illmarsh is just a little fishing and logging town. It's nothing much to speak of, and doesn't even have a legitimate militia—just a local sheriff and a few half-trained deputies for handling the town drunk or the occasional vandal. The House of Undiomedes used to rule the town, before that line died out. Now a mayor runs it, Greedle by name, appointed by the count to make sure the taxes come in on time.
30	If that rider headed down to Illmarsh, it's the end of the line for him unless he takes a boat or grows wings. Beyond Illmarsh is nothing but the near-impassable swamps of the Soddentimbers and the deep and swift Detstach River.
40	Illmarsh folk may be at the very fringe of Ustalav, but they aren't the most remote settlement. There's some other village or town down there that only the musties know about. They call them the "Neighbors down bay," or just the Neighbors for short. No one outside Illmarsh knows exactly where these Neighbors live and none have ever been seen around Thrushmoor, but perhaps the rider was heading to see them.

Story Award: Award the PCs XP equal to $100 \times$ the highest DC they reached on their Diplomacy checks.

Event 1: The Livery Stable (CR 10)

This encounter occurs when the PCs visit Thrushmoor's livery stable in search of the Dark Riders or their horses. If the PCs never investigate that location, the stablemaster comes to them when word of their questions reaches him and sets up the ambush. Place this encounter at some opportune point when the PCs are alone—perhaps outside their inn, along some deserted side street, or just after they leave town.

An old hay wain stands just inside the livery stable, its wooden side boards near bursting with the load of straw it bears. One of its wheels is missing, and the wagon leans heavily to one side. A bent old man kneels beside the wagon, struggling to fit a new wheel on the empty axle.

Creatures: The master of the livery stable is a man named Clanartus Viliras. Far more than a simple stablemaster,



Clanartus Viliras

Clanartus is a loyal devotee of the Whispering Way and a skilled assassin. In addition, two ghoul cutthroats, also agents of the cult, lie concealed under the hay in the wagon. If the PCs talk to Clanartus, he appears indifferent, but grudgingly answers the PCs' questions. If asked about the Dark Riders, Clanartus states that two horsemen in dark cloaks came to the livery the day before. The men were rude, kicking mud all over the stablemaster, and "near-spooked my horses to death." He says they paid in gold for fresh horses, and rode out again "in a powerful hurry." He offers to tell the PCs where the fellows went if they help him get this last wheel on the newly repaired axle. Otherwise, he buttons up and refuses to tell them anything else, cursing them as no-good foreigners who won't help a man down on his luck.

If the PCs agree to help, two of them must lay down any carried items and lift the wagon so he can slide the wheel back on. When they do so, the ghouls leap from concealment to attack the flat-footed helpers, while Clanartus makes a sneak attack against any obvious cleric or paladin in the party.

A DC 25 Perception check sees through Clanartus's disguise, while a Sense Motive check against Clanartus's Bluff check realizes he is lying. An opposed Perception check against the ghouls' Stealth check also notices them hiding in the wagon.

CLANARTUS VILIRAS

CR 9

XP 6,400

Male human rogue 7/assassin 3

NE Medium humanoid (human)

Init +8; Senses Perception +12

DEFENSE

AC 23, touch 18, flat-footed 19 (+5 armor, +4 deflection, +4 Dex)

hp 74 (10 HD; 7d8+3d8+27)

Fort +5, Ref +11, Will +2; +1 vs. poison

Defensive Abilities evasion, improved uncanny dodge, trap sense +2

OFFENSE

Speed 30 ft.

Melee +2 dagger +14/+9 (1d4+4/19–20 plus poison) or +2 dagger +12/+7 (1d4+4/19–20 plus poison) and mwk dagger +11 (1d4+1/19–20 plus poison)

Ranged mwk dagger +13 (1d4+2/19–20 plus poison)

Special Attacks death attack (DC 14), sneak attack +6d6

TACTICS

Before Combat Clanartus coats his daggers with poison and drinks his *potion of shield of faith* before combat. He conceals the daggers in his sleeves and quietly observes a PC for at least 3 rounds if possible.

During Combat When the ghouls attack, Clanartus tries to flank his chosen target with one of the ghouls in order to make a death attack. He then continues to flank with the

ghouls and make additional sneak attacks.

Morale If reduced to fewer than 15 hit points, Clanartus flees, attempting to lose pursuers in the alleyways of Thrushmoor or in the desolate moors outside town.

STATISTICS

Str 14, **Dex** 18, **Con** 14, **Int** 12, **Wis** 8, **Cha** 10

Base Atk +7; **CMB** +9; **CMD** 27

Feats Deceitful, Improved Initiative, Quick Draw, Two-Weapon Fighting, Vital Strike, Weapon Finesse, Weapon Focus (dagger)
Skills Acrobatics +17, Bluff +17, Diplomacy +13, Disable Device +10, Disguise +19, Escape Artist +17, Knowledge (local) +6, Perception +12, Sense Motive +5, Sleight of Hand +17, Stealth +17

Languages Common, Necril

SQ poison use, rogue talents (bleeding attack +6, finesse rogue, surprise attack), trapfinding +3

Combat Gear *potion of shield of faith* +4, Large scorpion venom (4 vials); **Other Gear** +1 mithral shirt, +2 dagger, masterwork daggers (2), disguise kit, small ceramic egg (see below), thieves' tools, 20 pp

GHOUL CUTTHROATS (2)

CR 5

XP 1,600 each

Ghoul rogue 5 (*Pathfinder RPG Bestiary* 146)

CE Medium undead

Init +5; **Senses** darkvision 60 ft.; Perception +12

DEFENSE

AC 18, touch 16, flat-footed 12 (+5 Dex, +1 dodge, +2 natural)

hp 50 each (7 HD; 2d8+5d8+19)

Fort +3, **Ref** +9, **Will** +6

Defensive Abilities channel resistance +2, evasion, trap sense +1, uncanny dodge; **Immune** undead traits

OFFENSE

Speed 30 ft.

Melee bite +9 (1d8+4 plus disease and paralysis), 2 claws +9 (1d6+4 plus paralysis)

Special Attacks disease, paralysis (1d4+1 rounds, DC 13), sneak attack +3d6

TACTICS

During Combat The ghouls try to set up flanking attacks with Clanartus or each other. Once a ghoul has tasted the flesh of an enemy, it concentrates all of its attacks against that individual.

Morale The ghouls fight until destroyed.

STATISTICS

Str 18, **Dex** 20, **Con** —, **Int** 13, **Wis** 14, **Cha** 14

Base Atk +4; **CMB** +8; **CMD** 24

Feats Dodge, Improved Natural Attack (bite), Mobility, Skill Focus (Stealth), Weapon Finesse

Skills Acrobatics +15, Climb +14, Disable Device +14, Escape Artist +15, Intimidate +12, Knowledge (religion) +11, Perception +12, Stealth +18

Languages Common, Necril

THE DARK RIDERS

The Whispering Way riders pursued by the PCs are referred to as Dark Riders throughout this adventure because of their dark cloaks and ominous demeanors. The PCs are no doubt eager to catch these agents of the Whispering Way, but regardless of what the PCs do to catch up to the riders, the cultists always seem to stay one step ahead of them. Both riders are considerably skilled at avoiding pursuit, and are outfitted with *amulets of proof against detection and location* as well. Do your best to make it seem like the PCs are always one step behind, but still have a chance of finally catching their quarry. Eventually, they will discover one rider in the hands of the mi-go in Illmarsh at the conclusion of this adventure, and learn that the other went on to Caliphas, leading the PCs to the next installment of the Adventure Path, "Ashes at Dawn."

SQ rogue talents (finesse rogue, surprise attack), trapfinding +2

SPECIAL ABILITIES

Disease (Su) *Ghoul Fever*: Bite—injury; *save* Fort DC 13; *onset* 1 day; *frequency* 1/day; *effect* 1d3 Con and 1d3 Dex damage; *cure* 2 consecutive saves. The save DC is Charisma-based. A humanoid of 4 Hit Dice or more who dies of ghoul fever rises as a ghast at the next midnight; all other humanoids rise as ghouls.

Development: After Clanartus and his undead allies are defeated, the PCs can find the Dark Riders' pale mounts recovering from their arduous journey in the stable, although they provide no clues about their riders. A DC 20 Perception check discovers the livery stable's sales ledger, which dutifully records the exchange of two horses of pale color for two piebalds bearing the "winged loop" brand—a figure eight with an arcing line extending from each side. An additional DC 15 Perception check notices that a page has been torn out of the back of the ledger.

The strange ceramic egg found on Clanartus's body appears to be some sort of good luck charm or favored bauble, worth at most 5 gp. A DC 18 Perception check made while examining the egg, however, reveals a hidden seam. A DC 15 Disable Device check is required to open the egg along this seam, revealing a carving of a gagged human skull concealed in the egg's interior—the symbol of the Whispering Way.

Story Award: If the PCs discover the description of the brands on the Dark Riders' horses, award them an additional 6,400 XP.

A. LONELY QUAY

Eventually, the PCs should head to Illmarsh, following the only clues they have as to the Dark Riders' whereabouts. Illmarsh township lies only about 30 miles down the coast road from Thrushmoor, but the road is in poor repair and frequently washed out by floods, so the trip requires a little less than 2 days of riding or 4 days walking. A couple of miles outside of Illmarsh, the PCs happen upon the following encounter (see the map on page 14).

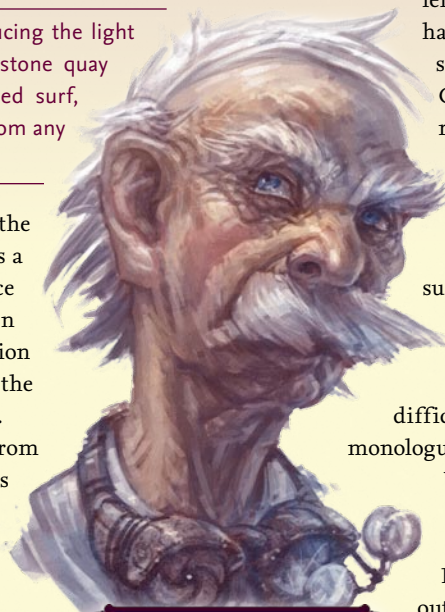
A stormy sky hangs over the bay, reducing the light to a burning autumn dusk. A single stone quay extends out into the lake's wind-tossed surf, forming a quiet landing for boats far from any signs of settlement.

This pier, known colloquially as the "Lonely Quay," was originally built as a remote smugglers' dock, but has since fallen into disuse. Anyone standing on the quay and making a DC 24 Perception check can just make out the shape of the Tern Rocks (area B) out in Avalon Bay.

Out on the water, about 50 yards from shore, a single-masted trawler fights the whitecaps. The name *Isinglass* can just be made out on the boat's prow. A lone figure scurries about among several large tarp-covered objects lashed to the deck. He is apparently attempting to manage both the sail and the tiller to right the vessel and bring it safely in to shore, but seems to be failing in the task.

The trawler is in the midst of crisis and will be wrecked upon the quay in 10 rounds unless the PCs intervene. The *Isinglass* is 150 feet from the quay and moves toward it at the rate of 15 feet per round. To successfully save the boat, someone must board the ship and either make two successful DC 15 Profession (sailor) checks or two successful DC 20 Knowledge (nature) checks followed by a DC 20 Strength check (as the character anticipates the wind gusts and wave patterns and fights the tiller to bring the vessel successfully to its berth). Likewise, magic of sufficient power can be used to rescue the boat as well. Encourage the PCs to be creative, and allow any reasonable attempt to save the vessel a chance to succeed. Under no circumstances does the boat's occupant willingly leave the craft before it makes landfall.

If the PCs fail to save the boat, the vessel runs aground on the stone quay, throwing its occupant overboard into the crashing waves. The passenger miraculously survives, however, and as the trawler and its cargo are dashed against the quay, he pulls himself up on the beach, sodden and half-drowned.



Horace Croon

Regardless of whether the PCs save the ship or it runs aground, the squall hits the shoreline shortly after the passenger is ashore, pelting the quay with rain for a few minutes before passing further inland, leaving behind a beautiful rainbow over the waves.

Creature: The boat's passenger is Illmarsh's resident inventor, **Horace Croon** (N male human expert 5/chemist 3). He wears a leather apron smock bearing unidentifiable stains and burns and set of goggles with multiple colored lenses pulled up on his forehead. His white hair is spiky from the wind and water and sticks out in tangles in all directions. Croon has an almost manic look, with red-rimmed, sleep-deprived eyes. He is prone to sudden silences in the middle of speaking as he processes new thoughts, and then abruptly switching to apparently unrelated topics that suddenly lead him to experience some new insight. Overall he is a friendly sort, especially with people who appear to be from out of town, but is sometimes difficult to follow given his meandering monologues and sudden flashes of inspiration.

Whether the PCs assisted Croon or not, they find that the eccentric inventor is only too willing to talk. Horace tells the PCs that he was conducting experiments out near the Tern Rocks with some new equipment he is developing (the large objects under the tarps). He uses the isolated quay because local hooligans tend to vandalize his equipment if he uses the town wharves in Illmarsh. He had hired a crew of local fishermen to handle the boat for him and was headed back to land as the storm blew in. As they neared the shore, the locals dove overboard and swam to shore, leaving him to handle the boat himself. If anyone peeks under the tarps, she sees what appears to be a large fish made of riveted iron plates and a number of bits of unidentifiable machinery—Croon refers to it as a "subaqueous exploration and research vessel," but won't go into further details.

If asked about the Dark Rider, Croon mentions having seen someone matching that description heading down the coast road toward Illmarsh earlier. Croon was tinkering with his equipment aboard the *Isinglass* and didn't think much about the rider other than to note that he had passed.

After conversing with the PCs, Croon thanks them profusely for their help (forgetting whether they actually helped him or not). If the boat ran aground, he begins attempting to salvage his equipment; otherwise, he wanders off muttering about where he left his horse and cart. Either way, he goes back to his disjointed personal ramblings,

and it becomes obvious that he has no further useful information for the PCs. If attacked, he attempts to flee, and if the PCs attempt to steal his equipment they find it both too heavy and too delicate to successfully move without damaging it beyond repair. It has no apparent value to the PCs.

Story Award: If the PCs successfully prevent the *Isinglass* from running aground, award them 6,400 XP.

PART TWO: ILL MET IN ILLMARSH

Illmarsh is a small town of primarily antiquated, chinked, split-log buildings, though a few of the more modern half-timbered structures may be found, especially around the town square. The town is dominated by its wharves, from which the fishing trawlers head out every morning and to which they return in the evenings with the day's catch, immediately followed by the fish market held near the town's wharves. The fishing has been lethargic lately, as trawlers come back less than half full, if not altogether empty, and the tough times are starting to hit home with the townsfolk.

The town is surrounded on three sides by the swampy Soddentimbers, and a dank mildewy odor perpetually hangs over it, invading the homes and even the clothing of its residents. The odor becomes less noticeable over the course of a day, but Thrushmoor folk always know when an Illmarsher is visiting because of the smell on them. They call them "musties" as a result. The smell usually recedes within a week after leaving the town or after a good washing of all clothing and equipment. On several occasions over the past couple centuries, sickness and plague have sprung from the unwholesome pools and thickets of the Soddentimbers, giving the young settlement once known as Baytown its ultimate moniker—Illmarsh.

ILLMARSH AND ENVIRONS

In addition to the Lonely Quay (area A), several other locations of note lie just outside the town of Illmarsh.

B. The Tern Rocks: These small rocky islands are the tops of steep-sided massifs that rise from the bottom of Avalon Bay. Named for the small smuggler schooners (called terns) used by Cassius Undiomedes when he first came to this coast before becoming the first Lord of Illmarsh 220 years ago, the rocks are spattered with guano from the huge population of seagulls they support when the weather is warm. In days past, Undiomedes would land his goods on the rocks before ferrying them ashore under the noses of the Count of Versex's customs inspectors, before the operation was eventually moved to the Lonely Quay (area A).

The rocks rise 10 feet above the waves at their highest and support only a few stunted trees. On the northernmost edge of the rocks, a low stone shelf sits 3 feet below the

waterline. A pair of rusty but solid manacles are bolted to the rock above the water. Here the condemned of Illmarsh are shackled to await their fates at the hands of the elements or the skum of Avalon Bay. Currently, a grizzled killer by the name of **Cartus Srint** (CE male human rogue 3) hangs chained from the rocks, where he was bound a week ago. Half-crazed with cold and deprivation, Srint soundly curses anyone he sees, but is too weak to put up any fight. A DC 30 Disable Device or Strength check can free him from the manacles, though he is of no help to the PCs and attempts to flee at the first opportunity.

Four hundred feet below the surface at the base of the Tern Rocks lie the skum tunnels and the underwater dome of the mi-go. They are not visible from the surface. These areas are further detailed in Part Five.

C. The Soddentimbers: The Forest of Veils extends for miles inland from Avalon Bay along the Detstach River, but in the immediate vicinity of Illmarsh it is a swampy woodland known as the Soddentimbers. The ground is firm enough that pines and hardwoods are able to grow thickly, but many bogs and pools occupy the forest floor beneath their boughs, making the terrain uncertain and treacherous. Mosses and fungi grow in profusion on the trees and undergrowth, giving an unhealthy appearance to many copses of trees, and entire stands of dead trees rise from shallow pools of swamp water in places that have been subsumed by floods. The odor of wet, decaying wood hangs in the air, providing the region's ubiquitous musty smell, and the area is rife with the spores of fungal growths.

D. Illmarsh Township: The town of Illmarsh is described below.

E. Undiomedes House: This area is described in Part Four.

ILLMARSH

LE small town

Corruption +3; **Crime** +1; **Economy** -2; **Law** -4; **Lore** +0;

Society +0

Qualities insular, racially intolerant (all newcomers)

Danger 0; **Disadvantages** cult headquarters, cursed

DEMOGRAPHICS

Government secret syndicate

Population 556 (531 human, 25 other)

Notable NPCs

Inventor Horace Croon (N male human expert 5/chemist 3)

Mayor Early Greedle (CN male human aristocrat 4)

Sheriff Rill Anders (LE male human fighter 9)

Vizier of the Indomitable Sea Albor Voltiaro (CE male human cleric of Dagon 12)

MARKETPLACE

Base Value 1,000 gp; **Purchase Limit** 5,000 gp; **Spellcasting** —

Minor Items +1 tower shield, +1 longspear, bag of holding (type I), bottle of air, oil of magic weapon, scroll of cure moderate wounds, scroll of protection from good, wand of



enthrall (36 charges); **Medium Items** wand of flame arrow (34 charges); **Major Items** —

NOTES

Cult Headquarters: The town of Illmarsh is secretly the headquarters of a cult of Dagon, who are the true leaders of the town. Members of the cult (i.e., most of the town's population) have access to spells of up to 6th level, but outsiders have no access to spellcasting for hire in the town.

Cursed: The "curse" of Illmarsh refers to the town's fostering pact with the Neighbors. The truth of this arrangement is not widely known and is not well understood, but it does leave its mark upon the psyche of the townsfolk nonetheless.

LOCATIONS IN ILLMARSH

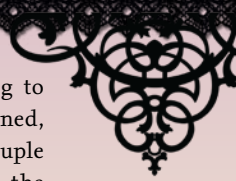
Illmarsh contains several locations that may be of interest to the PCs. One site is conspicuously absent in the town, however. A DC 10 Knowledge (local) or Knowledge (religion) check made while exploring the town recognizes that Illmarsh lacks a graveyard. This is because the townsfolk dispose of all their dead in the waters of Avalon Bay, returning themselves to the waters upon which Illmarsh depends. While such practices are not unheard of, they are not common either, and serve as yet another example of

the strangeness present in the township. If the PCs wish to converse with any of the NPCs listed below, see Dealing with the Locals on page 16.

D1. Town Square: Lying at the center of town just east of the wharves, this square is fronted by the town hall, the Bountiful Catch Inn, and the Order of the Indomitable Sea hall. A bronze statue stands upon a plinth at the center of the square depicting a sea captain wearing a rain slicker, standing at a ship's wheel and staring steely-eyed at a coming storm. Its plaque reads, "Cassius Undiomedes, First Lord of Illmarsh."

D2. Illmarsh Town Hall: This three-story structure is the largest in town, with the mayor's office and council chamber on the ground floor, the sheriff's office and town armory on the second floor, and the town jail on the third floor. Among the somewhat rusty arms and armor stored for the use of the town militia, the armory also holds a +1 tower shield. No one in town has use for it, and either the mayor or Sheriff Anders would be willing to part with the shield for 150% its normal value.

D3. The Wharves: These long jetties project far out into the bay and serve as the berths for the dozens of trawlers that make up the Illmarsh fishing fleet. Most of



the boats depart the wharves before first light in search of the day's catch, returning home by nightfall. One wharf extends out farther than the others and serves as a dock for merchant ships that come infrequently from other ports on Lake Encarthan. There are currently no such ships in port. If the PCs search the shoreline under the wharves, a DC 30 Perception check discovers a carefully concealed submerged tunnel leading inland. This tunnel is flooded, requiring some means of breathing water to traverse. It connects to the Hall of the Recondite Order of the Indomitable Sea (area E) and eventually joins the hidden tunnels beneath Undiomedes House at area F27.

The first time the PCs visit the wharves, a DC 25 Perception check catches a glimpse of a large serpentine creature disappearing beneath the waters of the lake hundreds of feet from shore. If asked, the townsfolk identify it as the "Watcher in the Bay," Illmarsh's local sea monster. In fact, what the PCs see is not the serpentine creature of local legend but rather a momentary manifestation of the Outer God Shub-Niggurath, and the sightings of the serpentine creature in the waters of the bay are actually glimpses of her monstrous tentacles. While not normally found in watery environs, Shub-Niggurath has manifested part of her monstrous bulk in the waters of Avalon Bay because of her interest in the events going on in the skum tunnels below the Tern Rocks (see Part Five). The manifestation disappears immediately after it submerges, so no amount of searching will reveal its presence.

D4. Bountiful Catch Inn: This once-fine two-story structure is the town's only inn, and its warped boards and missing shingles show its age and surrender to the elements. The sign above the door depicts a fisherman hauling in a net full of fish and a curvaceous mermaid with a knowing smile on her lips. The rooms are fairly clean, if a bit fishy smelling, and the tavern downstairs serves both dinner (usually a fish stew of some kind) and breakfast (pickled fish and bread). The innkeeper, **Rube Dreecley** (LE male human commoner 5), is a taciturn man who is not prone to conversation (especially with outsiders), and if the PCs ask too many suspicious questions, Rube does hesitate to contact Sheriff Anders (see Event 2). The inn contains six private rooms, three of which are currently available for rent for 3 gp per night. Prices are 150% higher than normal. One of the occupied rooms belongs to Gaster Lucas, and the other two are occupied by farmers from the outlying areas of Illmarsh who have brought their crops in to sell. Rube knows that Gaster Lucas is staying at the inn, but knows nothing about his business.

Any attempt to find or contact Lucas at the inn fails as he is away from his room. If the PCs search his room (requiring a DC 20 Disable Device check and a DC 15 Stealth check to do so unnoticed), it is apparent that his bed has not been slept in for some time, and there

seems to be a suspicious lack of materials relating to Lucas's supposed import/export business. If questioned, Rube sourly admits that he hasn't seen Lucas in a couple of days, but as the man paid for his room through the week, he doesn't really care. The PCs will discover what happened to Gaster Lucas in area E9.

D5. Fish Market: Illmarsh's fish market is held in this long, open shed near the town's wharves. The entire area constantly reeks with the odor of fish, and the ground and bloodstained tables are littered with scales and fish guts. The market is usually empty until the afternoon, when the town's returning fishermen fill the tables and stalls, selling the day's catch to the town's citizens.

D6. The Walleyed Kraken: The wooden sign over this tavern's door depicts a squidlike beast with wide, silvery eyes, its tentacles reaching from the waves to grasp a gibbous moon. Besides the Bountiful Catch Inn, the Kraken is Illmarsh's only tavern, catering mainly to the fishermen who ply the waters of Avalon Bay. The tavern's proprietor, **Laurel Sills** (CN female human commoner 3) comes from a long line of fisherfolk, but turned her back on the family trade to open the bar. Laurel saw both of her younger sisters fostered with the Neighbors, and thanks her lucky stars every day that she was born first. She has resolved never to get married or have children, so her own offspring don't meet the same fate. Laurel dutifully attends services at the Hall of the Recondite Order, but only because it is socially expected, not out of any devotion to Dagon. She partakes liberally of her own stock, and when she is in her cups is quite willing to share some of the town's juicier rumors. A +1 *longspear* hangs on the wall behind the bar. Laurel can be persuaded to sell it at 150% of its normal value with a DC 15 Diplomacy check.

D7. General Store: **Tam Breckege** (CE male human commoner 2) runs Illmarsh's general store. A faithful member of the Recondite Order, he regularly attends services and hopes one day to be initiated in the Order's higher mysteries. His greatest shame is that he and his wife have only given birth to sons, and fervently prays to Dagon to grant him daughters that he can hand over to the Neighbors for fostering. His store carries most of the mundane equipment listed in the *Core Rulebook*. In addition, he also has the following items in stock: a *bag of holding* (type 1), a *wand of enthrall* (36 charges), and a *wand of flame arrow* (34 charges). Tam sells all of his goods at 150% of the normal price to out-of-towners.

D8. Gifts of the Swamp: Illmarsh's apothecary, **Jaleen Halrush** (N female half-elf expert 2/alchemist 4) is herself an outsider. Originally hailing from the River Kingdoms, Jaleen came to Illmarsh in search of rare plants in the Soddentimbers. She is well aware of the strangeness inherent in both the town and its people, and keeps to herself as a result. Nevertheless, she does have some insight



into the town and its citizens, though she knows nothing of the true nature of the fostering or the real worship that takes place in the Hall of the Recondite Order. Jaleen's shop is the one store in town that sells items at normal prices to outsiders. In addition to the alchemical items listed in the *Core Rulebook*, the shop also has *oil of magic weapon*, a *scroll of cure moderate wounds*, and a *scroll of protection from good* for sale.

D9. Boatmaker: All of the boats in Illmarsh's fishing fleet are built and maintained by **Jasper Stane** (LN male human expert 3), a reticent man with weather-beaten skin and gnarled hands. He has seen the Watcher in the Bay on numerous occasions, and he is always careful to make a sacrifice to the mysterious creature before first putting a new boat into the water. Three keelboats are currently in dry dock in Jasper's shop. All of the boats belong to Illmarsh fishermen, but if the PCs are looking for some sort of water transport, Jasper does have an ancient rowboat he will sell for 75 gp (150% of its normal price). In addition, he is willing to sell a dusty *bottle of air* sitting on a shelf in his workshop (again at a 150% markup).

D10. Horace Croon's House: This ramshackle building is both home and workshop to the inventor Horace

Croon (see area A). The building is filled with all manner of strange inventions and odd equipment, most of it unrecognizable. Horace is not home while the PCs are in town—he's out at the Lonely Quay or upon the waters of Avalon Bay testing out his new invention, but he reappears once the PCs explore Undiomed House (see Part Four).

E. Hall of the Recondite Order of the Indomitable Sea: The town's sole church is superficially dedicated to Gozreh, but secretly the cult of Dagon holds their blasphemous services within. This area is described in Part Three.

DEALING WITH THE LOCALS

The folk of Illmarsh have an odd quality to them, though it's nothing one can put a finger on—perhaps it's their musty smell, a queer look in their eyes, or the peculiar way they walk. Whatever it is, it's nothing overt, but there does seem to be some unwholesome quality shared by almost all of the town's inhabitants. The insular Illmarshers are not very friendly to outsiders, and tend to give the PCs a wide berth when they encounter the characters in town. Otherwise, they leave their visitors alone, though they have no dearth of suspicious glances and cold glares to give the PCs. Most townsfolk have a starting attitude of unfriendly,



but the PCs can attempt to converse with them if they are made at least indifferent with a DC 15 Diplomacy check. After a local has been drawn into conversation, additional Diplomacy checks can be used to gather information about the town or the Dark Rider. Use the table below for the results of these checks. A success only provides a single piece of information of the DC rolled or the next lowest that hasn't already been provided. Further questioning requires another DC 15 Diplomacy check to break the ice with a new person. The locals don't provide further comment on their answers, and follow-up questions will only elicit cold stares and an attempt to get away from the PCs as soon as possible. If the PCs repeatedly pester an individual, or after five attempts to gather information are made (regardless of their success), the PCs have made sufficient nuisances of themselves to garner a visit from the local sheriff. See Event 2 below.

ILLMARSH DIPLOMACY RESULTS

DC	Information Gained
10 or less	The PCs insult the local, who goes to report the strangers to Sheriff Anders. See Event 2 below.
20	"Nope, no riders have been through town lately, not that I've seen. P'raps he went to see the Neighbors down bay."
25	"We haven't had anybody new in town since that Lucas feller showed up a while back. He mainly keeps to hisself, and don't give no trouble."
30	"Fishin's been poor of late, and the Neighbors h'ain't been seen fer a while. Mayhaps they got fed up with all the foreigners hereabouts lately and just up and left. Things is so bad folks have even seen the Watcher in the Bay near to town. That can't mean no good."
35	"The Order's vizier and vicars haven't been able to figure out what's wrong with the fishing or what happened to the Neighbors. Things'll take a turn fer the worse afore they get better, you mark."
40	"The old spirits have come up from their stone circle. They must have already gotten the Neighbors, 'cuz there ain't been a fostering in a month and folks have started to disappear. You didn't hear that from me, though!"

Story Award: Award the PCs XP equal to $100 \times$ the highest DC they reached on their Diplomacy checks.

EVENT 2: A VISIT WITH THE MAYOR

Eventually the PCs garner enough suspicion from the locals that someone reports them to the town sheriff. **Sheriff Rill Anders** (LE male human fighter 9) approaches the party, accompanied by two deputies (LE human fighter 4). Anders doesn't threaten the PCs or draw his weapon, but he

is extremely unfriendly toward them and questions them about their reasons for being in Illmarsh. The sheriff refuses to answer any questions—seeming particularly perturbed if the PCs ask about the Dark Rider, the Neighbors, or fostering—and warns the PCs in no uncertain terms that if they cause any trouble, they can expect to find themselves spending the night in the town jail.

Regardless of how the PCs respond to his questioning, Sheriff Anders informs them that the town's mayor would like to have a word with them. He escorts the PCs to the town hall (area D2), forcibly if need be, and ushers them into the mayor's office on the first floor. Sheriff Anders remains outside the office, scowling.

Mayor **Early Greedle** (CN male human aristocrat 4) is a scrawny man with oily skin and red-splotched cheeks, dressed in a formal, though somewhat shabby, coat and top hat. He appears slightly out of breath and has a gasping manner of speaking. He introduces himself and formally welcomes the PCs to town. Mayor Greedle is friendly and effusive, but a DC 20 Sense Motive check gives the PCs a hunch that the mayor is deeply worried about something. He begins the conversation by agreeing to answer any of the PCs' questions, bobbing his head in a solicitous manner. Specific topics the PCs might ask about and Mayor Greedle's answers are provided below. While the mayor tries to be truthful in his responses, in many cases he is omitting certain information. A DC 20 Sense Motive check made at these points reveals the fact that Greedle is withholding information, but he will not expound much beyond his prepared answers unless charmed or otherwise coerced. Instead, he attempts to deftly shift the conversation to another topic, eventually getting to what troubles him—see Disappearances below.

The Dark Rider: "No sir (or ma'am), no one like that has come to town lately. In fact, you're the first foreigners we've had through here in some time." Mayor Greedle does know that someone matching the description of the Dark Rider rode through town a few days ago and headed to Undiomed House, but he won't reveal what he knows unless the PCs agree to help him (see Disappearances on the facing page).

Fostering: "Where did you hear about that? It's nothing really—just an old tradition. I don't know where the word comes from, but it's what we call it when one of Illmarsh's fine daughters goes off to marry one of the Neighbors down bay." Greedle knows that fostering is more than just marriage to friendly neighbors, and knows that Illmarsh's prosperity is directly tied to the tradition, but he doesn't realize the true extent of the town's arrangement with the skum. Nevertheless, this is one of the town's biggest secrets, and he does not expound upon it under any circumstances.

Gaster Lucas: "Gaster Lucas? He's an importer—out of Caliphas, I believe. He's been staying in town the last few months trying to set up some business deals. I don't think

he's had much success on account of the present troubles, but I'm sure some new investors would be just the thing to turn it around and make the deal profitable for all involved. Everybody knows we could use a little more trade and prosperity hereabouts." Here the mayor looks slyly at the PCs as if mentally calculating the contents of their belt pouches. He knows nothing of Lucas's connection with the Whispering Way or the true reason he is in town.

Horace Croon: "Croon the Crackpot, you mean? Why, you can't believe a word he says! Everything's a conspiracy to him, whether you're talking about the weather or the latest grand invention he's got his head caught up in. It's a wonder he hasn't blown up himself yet. Or worse, the town! Good-natured fella, though, as long as you don't take him too seriously."

The Neighbors: "Aw, they're from a little settlement out in the wilds down bay; so small it doesn't even have a name. Never been down there myself, and I don't know many who have, but they're good people. Folks around here consider them a kind of good luck charm for the town. I suppose there's some trails that lead to their village or what have you, but they mostly just come to town every once in awhile when they have business to attend to." Greedle knows that the "Neighbors" are really the skum who live beneath Avalon Bay, and that Illmarsh has an agreement with them that is vital to the town's prosperity. While he will not reveal that information (the town's other big secret), Greedle is secretly very worried because the town has lost all contact with the Neighbors recently.

The Recondite Order of the Indomitable Sea: "That's our local church to Gozreh. Not much of a praying man myself, but simple fishing folk have to look to something, I suppose. The priests can be a bit self-important, but the vizier—that's the fancy foreign title the high priest uses—is a good man, well respected in town. The church watches out for folks around here, and we appreciate it." Greedle is lying here—he is well aware that the temple is really dedicated to Dagon, though as he says, he's not really a religious man. He is, however, not much more than a puppet of Vizier Albor Voltiaro, who really runs the town. Although the priests claim that nothing is wrong, Greedle is beginning to suspect that the Order may know something about the recent troubles in town.

Stone Circle: "There's plenty of standing stones and henges scattered about the Soddentimbers and Forest of Veils, left over from the barbarians they say lived here ages go. Can't say as I know much about them myself, but

superstitious folk think that evil spirits come up out of them to bring bad luck." Greedle knows that Undiomed House was built around one of these stones circles, but is unaware of the dark secrets it conceals (see Part Four).

The Tern Rocks and Cartus Scriptor: "The Tern Rocks are where the condemned go to face their judgment in Illmarsh. Usually we find them dead after a few days—from exposure, drowning, or having bashed out their own brains on the rocks. Sometimes they're just gone—I guess the gods of the sea came and set 'em free.

Whatever's left, we give to the deeps for safekeeping.

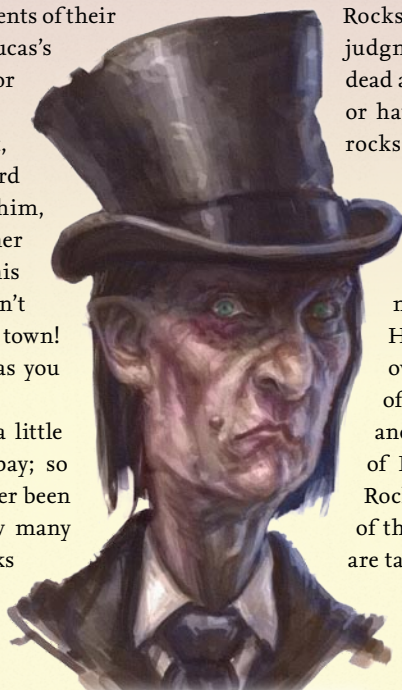
"Now Cartus Scriptor? That villain is a no-good drifter, a drunk, and a murderer. He killed one of Jasper Stane's deckhands over a hand of cards in front of a roomful of witnesses at the Kraken. He was tried and convicted by the duly appointed courts of Illmarsh Township and sentenced to the Rocks." The unspoken truth here is that most of the criminals condemned to the Tern Rocks are taken by the skum.

The Watcher in the Bay: "That's an old superstition that's been around for years. Probably every port has one—some sea monster that lives out in the deeps and only gets seen by folks out alone at night or when they're drunk, never when there

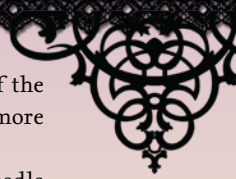
are witnesses around. I suppose with the downturn lately, people figure the Watcher must have something to do with it." Greedle knows nothing about any "sea monsters" in the bay (other than the skum, of course), believing the sightings to be just an old wives' tale like he claims.

Bad Fishing and Local Troubles: "We've had a turn of bad luck lately. The fishing boats haven't been coming in full for the last few weeks, and folks are starting to get nervous. I wouldn't say it's a crisis yet, but I expect folks'll look anywhere to blame something. The Vizier of the Order says there's nothing to worry about—the lake has always provided for us, and it always will, provided we respect it and keep to the old ways. Things'll turn around; they always do." Greedle is a lot more worried than he is letting on, and is obviously hiding something. If the PCs press him, he reveals the information in Disappearances below. If the PCs don't press him on this, Greedle eventually gets around to sharing that information with them and asking for their help.

Disappearances: "It's true, we've had several people go missing recently—over a dozen so far. The sheriff and his deputies haven't found hide nor hair of any of them, not a single clue as to what might have happened to them. It's like they just up and vanished. People say it's part and



Mayor Early Greedle



parcel of the bad luck we've had recently, but I've got my own suspicions." Greedle looks very nervous, as if he's weighing whether or not to share more information. Finally, he takes a deep breath and appeals to the PCs for help.

"All right, I'm going to come clean with you. Something's going on in this town, and I can't sit by any longer and watch it slowly die. You've probably heard of the Recondite Order of the Indomitable Sea—it's our local temple, and most of the townsfolk are loyal churchgoers. It's no secret that the Order pretty much runs this town. Oh sure, I'm the duly appointed mayor, but it's the vizier who pulls the strings. And I think he—or someone else in the Order—may be behind these disappearances. I don't have any proof, only suspicions, but I can tell you that temple is not all that it seems to be. Like I said, practically everyone in town is a loyal follower of Father Voltiaro, including the sheriff, so there's no one else I can trust.

"I need your help. Normally you would be suspects as strangers in town, but I've had you watched since you arrived—don't look at me like that! You can never be too careful with strange folk hereabouts! Anyway, I'm pretty sure you're not involved, and in these troubled times, that's my only certainty. You look like professional sorts who know your way around the business end of a blade, and I need someone from outside to look into this for me. Therefore, against my better judgment, I'm willing to deputize you to solve these disappearances and bring whoever's responsible to justice.

"I'm beseeching you on behalf of the good people of Illmarsh to go to the Order's hall and take a look around. I'm sure you'll find the priests are hiding something. If they're behind this, you'll be removing a blight from this town, and earning the gratitude of its humble citizens. I assure you, you will be well rewarded from the town's treasury. Fish isn't the only bounty we take from the sea. There've been enough shipwrecks and whatnot over the years that we've got some gold amassed—surely enough to gain your services for a short while. Plus I know you've been poking about, looking for someone—a rider from the north. Well, I may know a little more about him than I let on earlier. If you help me, I'll tell you everything."

It doesn't take a Sense Motive check to realize that Mayor Greedle is both sincere and desperate, but a successful check reveals that he is still hiding something, if not actually lying. As he said, Greedle knows that something is going on in town—the disappearances, the bad fishing, the absence of the Neighbors, and most of all, the suspicious silence of the Order on all of these events. Greedle does not know for sure that the Order is behind any of these troubles, but he sees this as the perfect opportunity to increase his own status and position in Illmarsh. If the PCs go in and kill or remove the priests of the Order, Greedle himself can step into the vacuum—perhaps becoming the new vizier of the

Order, or even setting himself up as the new lord of the town, like the Undiomedes of old. In truth, he cares more about that than the vanishing townsfolk.

If the PCs attempt to threaten, coerce, or charm Greedle to get the information about the Dark Rider out of him, his nervousness turns to distress, and he breaks down, blubbering. Only under duress will he reveal what he knows about the Dark Rider (though not what he knows about the truth of the skum and the Order), but he still begs the PCs to help him stop the disappearances.

If the PCs agree to help, Mayor Greedle offers them 4,000 gp from the town's treasury if they successfully find out what's happening to the townsfolk. If the PCs dicker over a price, he will go up to 5,000 gp but no higher. He admonishes them once again to keep the whole affair under wraps to avoid raising suspicion and possibly causing a panic.

Mayor Greedle has little else to add after this meeting. Sheriff Anders escorts the PCs from the mayor's office and gives them one final stern warning to stay out of trouble and not bother folk. The PCs are free to explore the town a bit more or head immediately to the Hall of the Recondite Order.

EVENT 3: TERROR FROM THE DEEP (CR 10)

At some point while the PCs are in town near the lakeshore, probably at the wharves or the boatmaker's shop, they are attacked by a creature from the deep.

Creature: The calm waters of Avalon Bay have been disrupted recently with the mi-go invasion of the skum tunnels and the recurring manifestations of Shub-Niggurath. These disturbances have brought a giant freshwater octopus from the depths of the lake to the surface. Attracted by the chum dumped overboard from the town's fishing vessels, the octopus has ventured close to shore looking for bigger prey. It lurks stealthily just beneath the surface until potential victims on the dock or near the water are within reach of its tentacles, at which point it bursts from the water and attacks.

GIANT LAKE OCTOPUS

CR 10

XP 9,600

Advanced giant octopus (*Pathfinder RPG Bestiary* 219)

N Huge animal (aquatic)

Init +6; **Senses** low-light vision; **Perception** +9

DEFENSE

AC 22, touch 10, flat-footed 20 (+2 Dex, +12 natural, –2 size)

hp 142 (15d8+75)

Fort +14, **Ref** +13, **Will** +8

Defensive Abilities ink cloud (30-ft.-radius sphere)

OFFENSE

Speed 20 ft., swim 30 ft., jet 200 ft.

Melee bite +18 (2d6+9/19–20 plus poison), 8 tentacles +16 (1d6+4 plus grab)



Space 15 ft.; **Reach** 15 ft. (30 ft. with tentacle)

TACTICS

During Combat The octopus stays in the water, attacking enemies on shore with its tentacles. It tries to grab as many victims as it can and then pull them into the water to bite and poison before it feeds on them.

Morale The octopus flees back into the waters of the lake when reduced to 50 hit points or fewer.

STATISTICS

Str 28, **Dex** 15, **Con** 21, **Int** 2, **Wis** 12, **Cha** 3

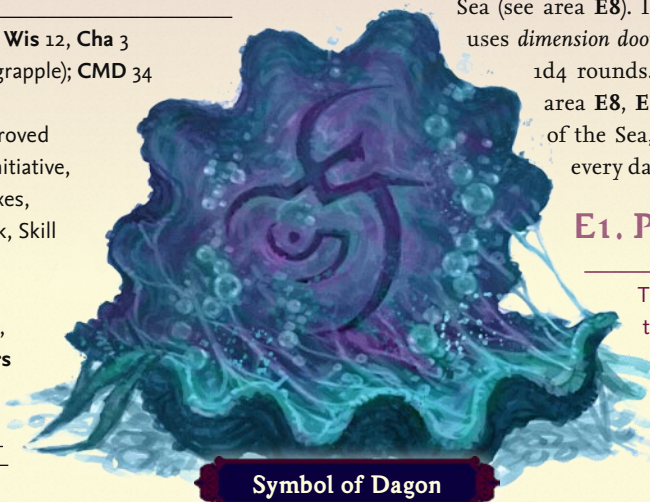
Base Atk +11; **CMB** +22 (+26 grapple); **CMD** 34 (can't be tripped)

Feats Combat Reflexes, Improved Critical (bite), Improved Initiative, Iron Will, Lightning Reflexes, Multiattack^B, Power Attack, Skill Focus (Stealth), Stealthy

Skills Escape Artist +19, Perception +9, Stealth +15, Swim +17; **Racial Modifiers** +10 Escape Artist, +8 Stealth

SPECIAL ABILITIES

Poison (Ex) Bite—injury; save Fort DC 22; frequency 1/round for 6 rounds; effect 1d3 Str; cure 2 consecutive saves.



Symbol of Dagon

cultists who are slowly being initiated into the mysteries of the Recondite Order. The adventure assumes that only one vicar (and several cultists) are present when the PCs investigate the temple. The other two have accompanied the vizier to Undiomed House (see Part Four).

As the PCs explore the temple and fight its inhabitants, there is a base 25% chance per combat of attracting the attention of the temple's divine guardian, the Scion of the Sea (see area E8). If alerted, the Scion of the Sea uses *dimension door* to teleport to that location in 1d4 rounds. Opening the secret doors to area E8, E9, or E10 also alerts the Scion of the Sea, who casts *alarm* on the doors every day.

E1. PORTICO

This open, colonnaded portico faces the dark waters of Lake Encarthan.

A stone statue of a mermaid with long, flowing green hair holding a trident and a conch shell stands in the middle of the portico, also looking out to sea.

An open archway to the east leads inside.

A DC 15 Knowledge (religion) check recognizes the statue as an obscure depiction of Gozreh used by some coastal communities on Lake Encarthan.

E2. VESTIBULE

Two leaded stained-glass windows to the north and south display images of the same mermaid depicted by the statue outside. Two doors and an open archway lead to the east.

The faithful remove their shoes and gather in this open hall before called inside the bethel for services. Eleven pairs of shoes currently sit neatly lined up against the north and south walls.

E3. BETHEL (CR 9)

Warped wooden pews stand within this central meeting hall, decorated with a decidedly nautical theme. A wooden statue of the same mermaid depicted elsewhere in the temple stands at the front of the hall, though she holds a strange octopoid creature in one hand rather than a conch shell.

While the mermaid once again appears to be an esoteric representation of Gozreh, a DC 25 Perception check notices that her flowing locks of hair on this statue look almost like writhing tentacles, and her face has a decidedly more

PART THREE: THE RECONDITE ORDER OF THE INDOMITABLE SEA

At some point, the PCs will likely head to the Hall of the Recondite Order of the Indomitable Sea, either at the behest of Mayor Greedle or in the course of their own investigations. The Order's hall dominates the southern side of Illmarsh's town square. Constructed of dark, weather-beaten fieldstones, the building displays an archaic architectural style not seen elsewhere in town. The Hall of the Recondite Order is Illmarsh's only church; ostensibly dedicated to Gozreh, it in fact hides a much darker worship. The building is actually a secret temple to Dagon, demon lord of the sea, and patron of the skum of Avalon Bay.

Most of the town's citizens are worshipers of Dagon, although a number of them do not realize the true nature of their demonic patron. Nevertheless, all of the townsfolk are extremely reticent about their religious beliefs, and do not speak of them with outsiders. Likewise, the temple reserves its magic for true believers—if the PCs come to the hall in search of healing or other aid, the vicars are very apologetic, but under no circumstance will they share Dagon's "gifts" with outsiders.

The temple is staffed by a high priest, known in Illmarsh as the "vizier," three vicars, and several lesser



ichthyic cast. A DC 35 Knowledge (religion) check recognizes this statue as a covert altar to the demon lord Dagon. The entire western wall of the hall is a secret door (DC 25 Perception check to find) that can be folded and moved aside to open the bethel to the secret chapel (area E8).

Creatures: Four men stand in the hall, apparently meditating before the statue. When the PCs first arrive, they attempt to politely but firmly escort them from the building. If the PCs are persistent, the cultists try to intimidate them into leaving. If the PCs still refuse to leave, the cultists attack to protect the town's dark secret. If the PCs recover any of the cultists' unholy symbols, a DC 20 Knowledge (religion) check identifies them as belonging to the demon lord Dagon.

CULTISTS OF THE INDOMITABLE SEA (4) CR 5

XP 1,600 each

Human cleric of Dagon 3/rogue (thug) 3 (*Pathfinder RPG*

Advanced Player's Guide 135)

CE Medium humanoid (human)

Init +7; Senses Perception +8

DEFENSE

AC 18, touch 13, flat-footed 15 (+4 armor, +3 Dex, +1 natural)

hp 51 each (6d8+21)

Fort +8, Ref +7, Will +6

Defensive Abilities evasion

OFFENSE

Speed 30 ft.

Melee +1 sickle +9 (1d6+3)

Ranged mwk light crossbow +9 (1d8+1/19–20)

Special Attacks brutal beating* (1 round), channel negative energy 2/day (DC 10, 2d6), frightening*, sneak attack +2d6

Domain Spell-Like Abilities (CL 3rd; concentration +5)

5/day—touch of evil (1 round)

5/day—icicle (1d6+1 cold damage)

Cleric Spells Prepared (CL 3rd; concentration +5)

2nd—fog cloud^D, silence (DC 14), spiritual weapon

1st—command (DC 13), divine favor, magic weapon, obscuring mist^D

o (at will)—bleed (DC 12), create water, guidance, virtue

D Domain spell; Domains Evil, Water

TACTICS

Before Combat A cultist casts *magic weapon* and *divine favor* before combat.

During Combat The cultists flank with one another to make sneak attacks, taking turns to use their icicle spell-like

abilities or cast spells such as *command*, *spiritual weapon*, or *silence* on spellcasters.

Morale The fanatical cultists fight to the death.

STATISTICS

Str 13, **Dex** 16, **Con** 14, **Int** 10, **Wis** 14, **Cha** 8

Base Atk +4; **CMB** +5; **CMD** 18

Feats Great Fortitude, Improved Initiative, Power Attack, Toughness, Weapon Finesse

Skills Intimidate +8, Knowledge (local) +6, Knowledge (religion) +8, Linguistics +4, Perception +8, Sense Motive +8, Spellcraft +6, Stealth +11, Swim +9

Languages Abyssal, Common

SQ rogue talents (finesse rogue)

Combat Gear *potion of cure moderate wounds*;

Other Gear masterwork chain shirt, masterwork light crossbow with 10 bolts, masterwork sickle, *amulet of natural armor* +1, cleric's vestments, gold unholy symbol of Dagon (worth 50 gp), 9 gp

* See the *Advanced Player's Guide*.



Vicar of the Indomitable Sea

E4. SOUTH CHAPEL

This small chapel contains a simple altar of green stone at its far end. A mosaic on the wall above the altar depicts a creature that appears to be a mixture of fish, frog, and human. The air is thick with the smell of rotting fish.

This chapel is dedicated to the skum of Avalon Bay; devout townsfolk can leave offerings to the Neighbors here. A DC 12 Knowledge (nature) check identifies the monster in the mosaic as a skum, while a DC 20 Knowledge (religion) check recognizes that such creatures are not normally venerated in Gozreh's temples.

E5. VICARS' DORMITORY (CR 9)

Three beds stand along the south wall of this simple chamber, along with two small desks, a chest, table, and bookshelf.

The three vicars of the Recondite Order live in this chamber. They sleep, take their meals, and prepare for services here. The chest normally holds their chasubles and other religious paraphernalia, but all of the vicars are currently garbed in their vestments. The bookshelf holds tomes dealing with fishing, tides, lake and sea life, and a single dusty copy of Gozreh's holy book, *Hymns to the Wind and the Waves*, which has obviously seen little use. A DC 20 Perception check discovers the secret door in the west wall to the South Fostering Room (area E10). Opening the secret door alerts the Scion of the Sea (see area E8), who casts *alarm* on the door every day.

Creatures: Caleb Voltiaro, one of the Order's three vicars and the son of Albor Voltiaro, vizier of the Order, currently occupies this room, instructing a cultist in the finer points of Dagon's worship. Caleb wears his vestments, consisting of a deep green chasuble with many arcane symbols and images of waves and sea creatures rendered in gold thread over an ornate sea green robe. An elaborate silver tiara sits upon his head. At a glance, the vestments appear to be related to the worship of Gozreh, but a DC 20 Knowledge (religion) check determines that there is something horribly wrong with their representation of sea life that Gozreh would never countenance.

When his father and the other vicars went to Undiomed House in search of the neighbors, Caleb was instructed to stay behind and guard the temple. He and the cultist attack anyone entering the room.

CALEB VOLTARIO

CR 8

XP 4,800

Vicar of the Indomitable Sea

Male human cleric of Dagon 9

CE Medium humanoid (human)

Init -1; **Senses** Perception +3

Aura destructive aura (+4, 9 rounds/day)

DEFENSE

AC 20, touch 10, flat-footed 20 (+6 armor, +1 deflection, -1 Dex, +4 natural)

hp 89 (9d8+45)

Fort +11, **Ref** +2, **Will** +11

Resist cold 10

OFFENSE

Speed 20 ft.

Melee +1 morningstar +13/+8 (1d8+7)

Ranged sling +8 (1d4+6)

Special Attacks channel negative energy 4/day (DC 15, 5d6), destructive smite (+4, 6/day), surge* (+12, 6/day)

Cleric Spells Prepared (CL 9th; concentration +12)

5th—*greater command* (DC 18), *ice storm*^D

4th—*control water*^D, *freedom of movement*, *unholy blight* (DC 17)

3rd—*bestow curse* (DC 16), *dispel magic*, *prayer*, *water breathing*, *water walk*^D

2nd—*bull's strength*, *fog cloud*, *hold person* (DC 15), *slipstream*^{*D}, *sound burst* (DC 15), *spiritual weapon*

1st—*command* (DC 14), *cure light wounds*, *divine favor*, *obscuring mist*, *protection from good*, *true strike*^D

0 (at will)—*create water*, *guidance*, *light*, *resistance*

D Domain spell; **Domains** Destruction, Water (Oceans subdomain*)

TACTICS

Before Combat When he hears the sounds of combat elsewhere in the temple, Caleb drinks his *potion of barkskin* and casts *bull's strength* and *divine favor*.

During Combat Caleb tries to remain at range while the cultist accompanying him engages foes. He does not hesitate to channel energy, even if the cultist is within range. He uses his surge granted power to keep enemies away from him, but if pressed into melee combat, he defends himself with his trident.

Morale Loyal to his father and the cult of Dagon, Caleb fights to the death.

STATISTICS

Str 17, **Dex** 8, **Con** 16, **Int** 10, **Wis** 17, **Cha** 12

Base Atk +6; **CMB** +9; **CMD** 19

Feats Combat Casting, Great Fortitude, Iron Will, Power Attack, Toughness, Vital Strike

Skills Diplomacy +7, Heal +7, Knowledge (history) +4, Knowledge (religion) +10, Linguistics +4, Sense Motive +8, Spellcraft +6, Swim +14

Languages Abyssal, Common

Combat Gear *potion of barkskin* +4 (2); **Other Gear** +1 scale mail, +1 morningstar, sling with 10 bullets, *ring of protection* +1, *ring of swimming*, gold-threaded chasuble (worth 50 gp), silver ceremonial tiara (worth 150 gp), gold unholy symbol of Dagon (worth 50 gp)

* See the *Advanced Player's Guide*.

CULTIST OF THE INDOMITABLE SEA

CR 5

XP 1,600

hp 51 (see page 21)

E6. NORTH CHAPEL (CR 9)

A small ship's bell mounted on a ship's wheel sits atop a small altar of green stone at the far end of this chapel. A mosaic on the wall above the altar portrays a sea captain on the deck of a ship in the midst of a raging storm.

This chapel is dedicated to Cassius Undiomedes, founder of Illmarsh and architect of the Fostering Pact between the town and the Neighbors. The figure in the mosaic is clearly the same man depicted in the statue in the town square (area D1). The ship's bell is engraved with the name of the ship from which it was taken—Cassius Undiomedes's first ship, the *Conqueror*.

Creature: Four cultists occupy this room, paying homage to their town's founder. They attack any outsiders who enter the chapel.

CULTISTS OF THE INDOMITABLE SEA (4)

CR 5

XP 1,600 each

hp 51 each (see page 21)

E7. VIZIER'S QUARTERS

Lavishly furnished, this chamber obviously houses a person of high station. A large desk and plush chair stand next to the south wall, across from an opulent bed against the north wall between two windows. The other furnishings in the room, including a large sea chest in one corner, are clearly of good quality, though an unpleasant fishy smell hangs in the air, particularly near the bed.

These are the private quarters of Albor Voltiario, Vizier of the Recondite Order and high priest of Dagon in Illmarsh. A large leather chest has been pulled from beneath the bed and upended, and beside it lies an open coffer that was obviously taken from the chest. A number of empty and broken glass bottles lie near the coffer, some with still a bit of liquid remaining in their bottoms or spilled upon the floor. A DC 21 Knowledge (arcana) check or a DC 16 Spellcraft check with *detect magic* identifies these leavings as the remnants of *potions of cure light wounds*.

Father Voltiario is not currently present—he was attacked by and infested with a slugspawn that spawned from one of the corpses in area E9. He returned here to his quarters to try to cure his infestation with the potions. When they had no effect, Voltiario went to Undiomedes House to seek aid from the Neighbors (see Part Four).

A DC 20 Perception check discovers the secret door in the west wall into area E9.

Treasure: The wooden sea chest in the corner is locked (DC 30 Disable Device check to open). Inside are two blue glass bottles containing *elixirs of swimming*, two *potions of water breathing* in brass vials, and a *fish boat feather token* (functions as a *swan boat feather token*, but the boat takes the form of a giant fish). In addition, the chest contains three disturbing statuettes depicting a bizarre tentacled beast, a vaguely humanoid thing with ichthyic and batrachian features, and a crouching humanoid figure with an octopoid head and dragon wings. The statuettes are crafted from a strange reddish gold, colloquially known as “fishgold,” that is collected from the deeps of Lake Encarthan and worked into art or jewelry by the skum. Other than its color, fishgold is indistinguishable from normal gold and has the same value. The statuettes are each worth 500 gp.

E8. SECRET CHAPEL

The hidden chamber behind the secret wall is decorated floor to ceiling with disturbing carvings of devilfish, krakens, octopuses, squid, and other bizarre sea life, as well as unsettling depictions of human women mating with strange fish-men from the sea. At the far end of the room, a semicircular pool of water stands before a large bloodstained altar. On the wall above the altar, a carving of a giant, unwinking octopoid eye gazes over the room, surrounded by sinister twisting runes.

This chamber is the inner sanctum of the Recondite Order, a secret chapel openly dedicated to Dagon, demon lord of the sea, sea monsters, and deformity. A DC 20 Knowledge (religion) check identifies a symbol on the far wall as that of Dagon. Here the vizier and his vicars engage in blasphemous rites to the Shadow in the Sea, culminating in blood sacrifice upon the chapel’s altar, usually in the form of a condemned criminal, an over-curious outsider, or a disgruntled townsman who has perhaps said too much.

The entire western wall is a secret door (DC 25 Perception check to find) that can be moved aside to open the secret chapel to the bethel (area E3). In open ceremonies to Dagon, the wall is folded back, opening the secret chapel to the congregation in the bethel. The pool in this chamber connects to the pools in the Fostering Rooms (areas E9 and E10) and thence to tunnels leading to the wharves (area D3) and Undiomed House (area F27).

Creature: Dagon has granted the Recondite Order a divine protector for their temple, a fiendish divine guardian known as the Scion of the Sea. The chuul appears similar to others of its ilk, but its eyes burn with an unholy light and its carapace is decorated with demonic symbols and unholy depictions of aberrant sea life. Tasked with protecting the temple, the Scion of the Sea has an array

of abilities it can use for defense, but it is also bound to the structure and cannot leave the confines of the Order’s hall. If the Scion of the Sea is alerted to the PCs’ presence in the hall, it casts *clairaudience/clairvoyance* to scout the area before teleporting to their location with *dimension door*. When it reaches the PCs, or if they desecrate the inner sanctum with their presence, it immediately attacks, pursuing foes throughout the temple, but not outside it.

SCION OF THE SEA

CR 9

XP 6,400

Fiendish divine guardian chuul (*Advanced Bestiary* 60, *Pathfinder RPG Bestiary* 46, 294)

CE Large aberration (aquatic, chaotic, evil)

Init +11; **Senses** darkvision 60 ft.; Perception +19

DEFENSE

AC 22, touch 12, flat-footed 19 (+3 Dex, +10 natural, –1 size)

hp 85 (10d8+40); fast healing 5

Fort +7, **Ref** +6, **Will** +11

DR 5/good; **Immune** disease, mind-affecting effects, poison;

Resist cold 10, fire 10; **SR** 14

OFFENSE

Speed 60 ft., swim 40 ft.

Melee 2 claws +14 (2d6+7 plus grab)

Space 10 ft.; **Reach** 5 ft.

Special Attacks constrict (2d6+7), paralytic tentacles (DC 18), smite good 1/day (+10 damage)

Spell-Like Abilities (CL 10th; concentration +9)

At will—*dimension door* (within the Hall of the Recondite Order only)

3/day—*alarm*, *knock*

1/day—*arcane lock*, *augury*, *clairaudience/clairvoyance*, *commune*, *dismissal* (DC 13), *hold portal*

TACTICS

Before Combat The Scion of the Sea casts *alarm* on the secret doors to area E8, E9, and E10 every day.

During Combat The Scion of the Sea seals doors with *arcane lock* or *hold portal* to prevent foes from escaping, attacking them with its claws before transferring them to its paralytic tentacles. It focuses its attacks on paladins or clerics of good gods, if possible.

Morale The Scion of the Sea fights to the death to protect the temple.

STATISTICS

Str 25, **Dex** 16, **Con** 18, **Int** 10, **Wis** 18, **Cha** 9

Base Atk +7; **CMB** +15 (+19 grapple); **CMD** 28 (32 vs. trip)

Feats Alertness, Blind-Fight, Combat Reflexes, Improved Initiative, Weapon Focus (claw)

Skills Intimidate +12, Knowledge (religion) +8, Perception +19, Sense Motive +16, Stealth +12, Swim +23

Languages Common

SQ ability healing, amphibious, blessed life, bound to the faith, sacred site

SPECIAL ABILITIES

Ability Healing (Ex) A divine guardian heals 1 point of ability damage per round in each damaged ability score.

Blessed Life (Ex) A divine guardian does not age or breathe. It does not require food, drink, or sleep.

Bound to the Faith (Ex) A cleric or paladin (or other class that can channel energy) of the deity who granted the divine guardian its power can expend one use of channel energy to command the divine guardian as if using the Command Undead feat. The divine guardian is treated as if it were an undead creature with half its total Hit Dice for the purpose of this ability.

Sacred Site (Ex) Each divine guardian is assigned to guard a specific site sacred to the deity that invested it with power. The divine guardian is charged with protecting the site from harm and preventing incursions by those not of the faith. Should the divine guardian ever move out of the area defined as the sacred site, it immediately loses the divine guardian template.

successful check recognizes the withering of some bodies as consistent with ability drain. A DC 20 Heal check or DC 23 Intelligence check notes that there is insufficient gore in this room for the total destruction of the bodies' head to have occurred here—one would expect to see great spatters of blood as well as obvious pieces of debris from the apparently exploded craniums. Instead it appears that the people died elsewhere and were then brought to this room.

All of the bodies are dressed like normal Illmarsher townsfolk or fishermen except one, which wears clothes more fitting an urban merchant than a humble village fisherman, though they are now stained with mud and blood. If this body is shown to other townsfolk, they tentatively identify him as a trader out of Caliphas named Gaster Lucas, based on his clothing and the fact that no one has seen him around town in a few days. A search of the man's pockets turns up coins totaling 22 gp and a small ceramic egg similar to the one found on the Whispering

E9. NORTH FOSTERING ROOM

A pool of dark water takes up the entire northern portion of this simple room. A plain bench stands against the far wall. Neatly arranged on the stone floor are several bodies, each of which is missing its head.

This chamber serves as one of two waiting rooms for human families of Illmarsh who bring their baby daughters for fostering with the Neighbors. It is currently being used by the Order to store the corpses of those townsfolk infested with slugspawn that then matured into spawning cankers. In all, there are seven cadavers here. All of the bodies' heads are missing, their necks ending in gory stumps. Several of the corpses are withered and shrunk, as if drained of their life force as well. While *Speak with Dead* is obviously impossible because of the bodies' lack of heads, a DC 25 Heal check made while examining the bodies' mangled necks reveals that they were not decapitated—instead, it appears that something exploded out of the victims' necks, likely destroying their heads in the process. In addition, a



Scion of the Sea

Way assassin Clanartus Viliras in Thrushmoor. As with that egg, a DC 18 Perception check detects a hidden seam that may be opened with a DC 15 Disable Device check, revealing the symbol of the Whispering Way inside: a carving of a gagged skull.

In addition, a DC 15 Perception check turns up a scrap of paper in Lucas's pocket with the following cryptic note scrawled on it: "Rider on the way with effigy. Meet at Old House outside town for exchange." A DC 10 Perception check recognizes the paper as a page torn from the sales ledger in Thrushmoor's livery stable. Clanartus Viliras sent the note to Lucas to arrange a meeting between Lucas and the Dark Rider in Undiomed House outside town. Neither Lucas nor the Rider ever made that meeting, however.

The secret door to area E7 may be found with a DC 20 Perception check.

Story Award: If the PCs find Gaster Lucas's body, discover his affiliation with the Whispering Way, and

learn of his planned meeting at Undiomed House, award them 6,400 XP.

E10. SOUTH FOSTERING ROOM

A simple wooden bench stands against the far wall of this small chamber, next to a pool of dark water.

Like area E9, this room is used by the skum of Avalon Bay to meet with the humans of Illmarsh to take custody of daughters they will be fostering. The secret door to area E5 may be found with a DC 20 Perception check.

Creatures: A young Illmarsh couple, **Rufus and Imelba Tulby** (N human commoners 1), wait in this room. The Tulbys are fearful of strangers, but if made at least friendly with a DC 19 Diplomacy check, they provide the following information. The Neighbors have not shown up to take a fostering in weeks, so Father Voltiaro decided to take the Tulbys' 3-month-old second daughter (who has not yet been named) to Undiomed House and contact the neighbors from there. The Tulbys do not know who the Neighbors are or where they come from (other than "down bay") but they know that the Neighbors bring peace and good fortune to Illmarsh and that all second and third daughters are given to them for fostering. The girls are never seen in town again, but Father Voltiaro assures everyone that they live long and happy lives among the Neighbors, where they become the wives of powerful village headmen and hold positions of great respect and honor. The Tulbys were not happy to see their daughter taken away, but it is how things have always been done in Illmarsh, and it is not their place to change it.

Development: See area F9 for what happens if the PCs try to reunite the Tulbys with their daughter.

EVENT 4: THE THOUSAND YOUNG (CR 9)

Run this encounter at some point after the PCs have discovered the headless bodies in the Hall of the Recondite Order (perhaps in one of the temple's other rooms, or along the way to Undiomed House).

Hazards: Four slugspawn have spawned from one of the infested bodies and are now in search of new hosts. Allow the PCs to make DC 31 Perception checks to detect the slugspawn before they attack. A DC 19 Knowledge (dungeoneering) check identifies the slugspawn as the larval stage of a strange, aberrant creature known as a moit, or seed, of the Outer God Shub-Niggurath.

SLUGSPAWN (4) CR 5

XP 1,600 each

Effect infestation (see page 88)



CONCLUDING PART THREE

After exploring the Order's hall, the PCs have probably found some clues to both Illmarsh's recent disappearances and some of the town's dark secrets. But finding the bodies only raises more questions, such as what killed them and why, and what the Order's role was in their deaths.

Regardless of what the PCs found in the hall, Mayor Greedle is unwilling to give them any reward until the Order's vizier, Albor Voltiario, is taken care of as well. If the PCs are not already planning on going to Undiomedé House, Greedle tells them that he saw Voltiario heading up the old carriage path to Undiomedé House with more of the Order's vicars. Coincidentally, the Dark Rider headed in the same direction a few days ago when he passed through town. If the PCs go to Undiomedé House, they can kill two birds with one stone.

PART FOUR: UNDIOMEDE HOUSE

Following the clues found in the Hall of the Recondite Order of the Indomitable Sea, the PCs should eventually make their way to Undiomedé House, 2 miles outside of Illmarsh at the end of an overgrown and rutted carriage path.

Two centuries ago, when the smuggler captain Cassius Undiomedé proved too much of a thorn in the side of the Count of Versex to ignore, yet remained too difficult to pin down and bring to justice, the count did the only thing that he could to bring the rogue to heel—he granted him a lordship. Lord Undiomedé was given the stretch of coastline from the Detstach River to the northern edge of the Soddentimbers with the rights and duties to all incomes derived therein. Captain Undiomedé's cargoes were now legitimate and therefore subject to taxation by the county. The smuggler's camp used by Undiomedé became the settlement of Baytown (eventually renamed Illmarsh), and the count's own customs office was placed prominently in the center of town.

Now a legitimate trader, Lord Undiomedé built up Baytown as a fishing and trading community and relocated his residence, known as Undiomedé House, beyond the edge of town to the site of an old ring of stone menhirs, erected thousands of years earlier by a savage druid cult that occupied the area before waves of settlers drove them out. Lord Undiomedé quickly became a successful merchant—his trading ventures always proved lucrative, with nary a ship lost to the merciless storms of Lake Encarthan. Baytown's fishing fleet always seemed to come in with the most bountiful of catches, and even long-lost sunken treasures turned up in the fishing nets of the townsfolk with astonishing regularity. Tax revenue flowed from Baytown into Versex's coffers—in amounts far greater than expected from the tiny town—causing no end of speculation in Thrushmoor as to the source of Undiomedé's ungodly luck.

The count and his councilors assumed that Undiomedé was continuing to smuggle lucrative contraband to reap these huge profits, using the supposed bounty of Baytown to hide his trafficking, but neither the count's customs officers nor secretly hired investigators ever uncovered any trace of such wrongdoing.

The real source of Undiomedé's success was a secret to everyone save himself. In his early days of smuggling off the Tern Rocks, Captain Undiomedé had encountered and made common cause with a tribe of skum dwelling in underwater tunnels below the lake. To avoid discovery and escape capture at the hands of the count's customs agents, Undiomedé struck a devil's bargain with the skum—he provided them with kidnapped young women in exchange for their secret aid and intervention. After gaining his lordship, Undiomedé continued his arrangement with his aquatic benefactors, who ensured that the nets of the Illmarshers were ever full of fish and that any interesting trinkets unearthed on the lake bottom by the skum made their way into Undiomedé's hands. In return, Undiomedé instituted the Fostering Pact, offering the skum the daughters of the new settlement he was forming.

This pact continued for generations and included not only the daughters of the folk of Illmarsh but also the daughters of the House of Undiomedé. Scions of the house were told of the pact and the truth of the family's prosperity upon reaching the age of majority so that they would be ready and fit to assume the mantle of lordship upon the death of their father. The skum of the lake were well served, able to reproduce in greater numbers without needing to secretly raid the surrounding lands for suitable mates, and the town of Illmarsh prospered.

Things would likely have continued in this fashion for many generations to come, but for an event that transpired 70 years ago. A scion of the house, one Manus Undiomedé, reached the age of majority at this time, shortly after the birth of his second sister. His mother had died in the childbirth and his other sister had already been married off to a magistrate in Caliphas, leaving Manus and his embittered, invalid father, Claudius, to care for the child. Crippled in a sailing accident as a young man, Claudius Undiomedé decided to not only show his son the secret compact of Cassius Undiomedé upon the day of his majority, but to have the young man actually witness the pact as his infant sister was turned over to the skum for fostering.

Young Manus was shocked and horrified to learn of the family's true source of income and power—as most of his forebears had been upon learning the terrible secret—but when he witnessed his decrepit father willingly handing the wailing child over to the fish-like priests of the skum within the very walls of his ancestral home, Manus had had enough. That night, after mourning the loss of his sister, Manus crept into his father's bedroom and slew him in



his sleep with a knife once borne by Cassius himself. He then slipped quietly out into the fens, where he had a horse waiting, and disappeared from the knowledge of all Ustalav, forswearing any connection to his house and its vile pact.

After the mysterious fall of House Undiomedede, the count of Versex assigned a series of magistrates to oversee Illmarsh. The count's magistrates did not survive long in Illmarsh, falling victim to various maladies and unfortunate "accidents" at the hands of the skum or townsfolk who resented outside influences in the town's affairs. The count reluctantly resigned himself to appointing mayors from among the town's population to fulfill that duty, on the theory that their constitutions would be more accustomed to the bad air and unusual rigors to be found in and around Illmarsh. As the town's fortunes dropped to a fraction of what they had been under the Undiomededes, the count no longer bothered to send customs officers either, allowing the mayor and the town's constabulary to fulfill that role, making sure the now-feeble trickle of gold continued to flow into the county's coffers.

Meanwhile, the skum took it upon themselves to secure their supply of human mates by appointing their own representatives, the Voltiaro family, to institute the covert worship of the demon lord Dagon in Illmarsh. Half-human and half-skum hybrids, the Voltiaros gradually transform over the course of their lives until they finally become full-blooded skum and join their people beneath Avalon Bay. Under the guidance of the Voltiaros, Dagon's worship spread through Illmarsh, and the family became the de facto rulers of the town. Though a mayor still officially presides over the township of Illmarsh, it is the Voltiaros who hold the true power. The sons of the family serve as priests of the Recondite Order of the Indomitable Sea and enforce the Fostering Pact among Illmarsh's families, dutifully giving their own daughters over to the skum for fostering as well. In this way, the Voltiaros continue to rule the town as they have since the end of the Undiomedede line.

Undiomedede House has been abandoned ever since the murder of the last lord and the disappearance of his son, but it still holds some foul secrets only vaguely understood by the townsfolk. In addition to the ancient standing stones inside, the house also bears entrances to hidden tunnels inhabited by skum. Important fostering exchanges between the town and the skum still occasionally take place within the ruins of the house, and more recently it became the rendezvous point between the skum tribe and the agents of the Whispering Way.

THE HOUSE AND GROUNDS

Undiomedede House is a 200-year-old, two-story stone manse built on the shore of a small, swampy lake near the edge of the Soddentimbers, 2 miles east of Illmarsh. The house is constructed of mortared stone for both interior

INSANITY AND THE PCs

No self-respecting Lovecraft story or pastiche would be complete without horror-induced insanity, and *Wake of the Watcher* is no exception. Chaosium's *Call of Cthulhu* game uses a Sanity mechanic to track madness, and if you'd like to replicate this experience during this adventure, you may use the following as optional rules.

By this point in their adventuring careers, the PCs should be used to seeing such things as ghosts, ghouls, werewolves, and other monsters, but the horrors of the Dark Tapestry and beyond are another thing entirely. Beginning in this section of the adventure, the PCs run across things that can have a profound and unfortunate effect upon their mental health.

Each PC begins this adventure with a number of Sanity points equal to her character level, adjusted by her Wisdom modifier. Each time the PCs witness a mind-shattering horror (as described in certain encounters), they must each make DC 15 Will saves. A failed save results in the loss of a variable number of Sanity points, as outlined in the encounter description. Once a PC's Sanity point total reaches 0, that individual is afflicted by one of the forms of insanity found on page 250 of the *Pathfinder RPG GameMastery Guide*. (If you do not have access to that book, the PC is affected as per the *insanity* spell). Such insanity can only be cured with *greater restoration*, *heal*, *limited wish*, *miracle*, or *wish*, or as described under each individual form of insanity's entry, which also restores a PC's Sanity points to full.

At your option, a character who has just gone insane may make a DC 15 Wisdom check to gain some insight into the situation or entity that provoked the insanity. The information provided by this sudden burst of awareness is up to you, but it may include something about a creature's origin or nature, or a clue or other hint that points to an item of great importance for the adventure's plot.

and exterior walls. As a result it has weathered the years fairly well despite 7 decades of abandonment. The ground floor has flagstones, while the floors of the second story are wood and sag alarmingly (though they are sound unless otherwise noted). The ceilings are 10 feet high unless otherwise stated. The wooden roof sags and is riddled with holes, allowing the elements to ravage whatever furnishings once stood in the house. The house's wooden doors remain intact (though they can easily be broken with a DC 5 Strength check), but all of its windows are now little more than gaping openings in the walls with only a few

fragments of glass in their remaining wooden frames. The house consists of two wings around a central dome with a cupola and widow's walk. Unlike the wooden roof covering the rest of the house, the stone dome is still intact.

A small family cemetery lies 50 yards east of the house on a low rise, just barely visible through the screening trees with a DC 30 Perception check. It has obviously not been visited in some time and contains only a couple dozen pitted headstones leaning at crazy angles in the thick underbrush, their epitaphs nearly worn away from exposure to the elements. A DC 15 Linguistics check can decipher the inscriptions to reveal the names and dates for various deceased members of the Undiomedes family over the last 200 years. The most recent stone is that of Claudius Undiomedes, who died 70 years ago at the age of 47. The earliest stone stands above a sunken grave, with the name Cassius Undiomedes and a death date of 195 years ago. If the PCs should happen to excavate this grave, they find the stone lining at the bottom of the burial pit to be devoid of the wood fragments one would expect from a casket. In fact, the casket and body were stolen long ago (see area F22).

F1. THE CARRIAGE PATH

The carriage path from Illmarsh has fallen into disuse. Now little more than a muddy, overgrown trail barely noticeable near town, the path becomes clearer closer to the manor, but its soft mud preserves tracks well. A DC 9 Survival check made within a mile of the house finds several sets of shod humanoid tracks heading toward it, including one set of tracks that is much larger than the others. The tracks are obviously fresh (made within the last 24 hours), but they overlap so much that the number of creatures present is difficult to determine—at least three, possibly more. A DC 18 Knowledge (local) check identifies the large tracks as belonging to a marsh giant, but it is unclear what sort of humanoid the other tracks represent. A DC 23 Survival check detects the faint tracks of a single horse heading toward the house. These are several days old and have obviously been rained on since they were made. Neither the humanoid nor horse tracks show a return trail; all are going in the direction of the house only. The humanoid tracks all enter the house at the main entrance (area F2). The horse tracks go to the carriage house (area F5).

A DC 25 Perception check made while the PCs are on the road or anywhere around the house within sight of the swamp lake detects movement in the dark waters of the pond. The movement is only visible for a moment, and no creature can be seen, only the expanding ring of ripples in the water where it once was. PCs investigating the lake find no trace of a creature, but there is a 20% chance of discovering the submerged remains of the house's once-fine carriage while probing the depths of the pond. How and why it came to be there are unknown.

F2. MAIN ENTRANCE

A small colonnade supports a short, covered stair leading to the front doors of the manse. Cracked and lichen-covered statues of merfolk bearing tridents stand upon stone pediments flanking the entrance.

Beyond the outer doors is a small foyer with doors leading into the central hall as well as into either wing of the house. A worn and tattered rug still carpets this hall, thoroughly covered in mud where those who entered the house wiped their feet before proceeding. There are no more tracks to indicate which way they may have gone.

F3. CENTRAL HALL (CR 9)

A vast chamber occupies the space below the mansion's cracked dome. Sweeping stone stairways, their wooden railings long since rotted away, climb to a balcony overlooking the room below. From the center of the floor rises a rough, flat stone with scorch marks on its center, large enough to be a table. More surprising are the columns that support the dome high above. Rather than the finished pillars one would expect in such a stately chamber, seven massive stones stand along the walls instead, crudely chiseled and set on end in a rough circle. It appears that the lords of Undiomedes did not just place their seat at an age-old sacred site, but built their house upon the ancient stone menhirs of the druid ring itself.

Cassius Undiomedes used the druid ring of old as the framework upon which he built his manor. Whether such a sacrilegious act contributed to the blasphemies perpetrated by the Undiomedes family over the years or whether the family's evil deeds speak for themselves is uncertain, but no good ever came of the house built by the pirate, smuggler, and explorer Cassius Undiomedes. The dome rises 30 feet to its apex below the house's cupola, but the balcony is only 10 feet above the ground floor.

In ancient days, the standing stones along the walls formed a shrine to the Outer God Shub-Niggurath, and served as a nexus for her worship. A DC 10 Perception check detects a number of weathered symbols carved in the rock, identifiable as related to Shub-Niggurath with a DC 25 Knowledge (religion) check. The large stone at the center of the room was the original sacrificial stone of the druid ring. It amused Cassius to use it as a hearth or impromptu stage for occasional traveling performers invited to the house. Anyone carefully searching the altar stone can find a hidden compartment near its base with a DC 20 Perception check. Having been sealed for centuries, the compartment was previously more difficult to find, but is now more noticeable after the skum recently opened it. Within the compartment lies a strange ovoid object

of some hard brown material with a rough texture and dozens of tiny pores in its surface. A DC 20 Knowledge (nature) check identifies it as some sort of seedpod, while a DC 30 check confirms it is a seedpod of no known plant found in nature.

The seedpod is in fact a moit of Shub-Niggurath (see page 88), harvested by the druids of old and stored here for use at some future date. The skum, who were present in the days of the old druid cult, retain memories of the sect's practices, and some of them recalled the presence of the seedpods here. The preserved moits of Shub-Niggurath they recovered from this chamber became the slugspawn that have played such havoc within the skum tribe and among the folk of Illmarsh.

The stone menhir in the northeast wall contains a permanent *phase door* that connects to the skum tunnels below Undiomed House (areas F22 through F27). The *phase door* is invisible and undetectable by normal means, but *detect magic*, *true seeing*, or similar spells can reveal its presence. Once it is detected, a DC 27 Knowledge (arcana) check identifies the *phase door* as such. The door is keyed to allow any skum (or those with skum blood, such as those residents of Illmarsh descended from fosterlings) to pass through it, but Vizier Albor Voltiario has a medallion that allows others to access the door (see area F14). If the PCs are in possession of Voltiario's medallion, a DC 15 Perception check notices a depression in the stone that perfectly matches the medallion. If placed in the depression, the key opens the *phase door* for 1d4 rounds, allowing creatures to pass through it until it closes again.

Creature: A "brineborn" marsh giant named Yib Thoolp inhabits this room. The product of blasphemous breeding experiments between the skum and the degenerate marsh giants of the Soddentimbers, Yib is a loyal follower of Dagon and often serves Vizier Albor Voltiario as a bodyguard and enforcer. Yib accompanied Voltiario and his party to Undiomed House, and was ordered to wait here and guard the house until their business with the Neighbors was concluded. Yib attacks anyone who enters the room, though if a PC is wearing the vestments of the Recondite Order or bears an unholy symbol of Dagon, he may attempt to Bluff the giant into allowing the party to pass.

YIB THOOLP CR 9
XP 6,400

Female brineborn marsh giant (*Pathfinder RPG Bestiary* 2 129)
CE Large humanoid (aquatic, giant)

Init +5; **Senses** low-light vision; Perception +16

DEFENSE

AC 25, touch 14, flat-footed 20 (+5 Dex, +11 natural, -1 size)

hp 126 (12d8+72)

Fort +14, **Ref** +9, **Will** +10

Defensive Abilities rock catching

OFFENSE

Speed 40 ft., swim 40 ft.

Melee greatclub +18/+13 (2d8+15) or
2 slams +18 (1d6+10)

Ranged rock +14 (2d6+11)

Space 10 ft.; **Reach** 10 ft.

Special Attacks rock throwing (120 ft.)

Spell-Like Abilities (CL 12th; concentration +15)

Constant—*speak with animals*

3/day—*augury*, *bestow curse* (DC 17), *confusion* (DC 17),
contagion (DC 17), *fog cloud*, *quench* (DC 16)



Yib Thoolp

TACTICS

During Combat Yib casts *fog cloud* on the first round of combat, followed by *confusion* to disorient her opponents. She uses her Blind-Fight feat to attack confused opponents in the concealing mist.

Morale Yib is a coward at heart, and attempts to flee back into the swamps when reduced to fewer than 50 hit points.

STATISTICS

Str 31, **Dex** 21, **Con** 23, **Int** 12, **Wis** 18, **Cha** 16

Base Atk +9; **CMB** +20; **CMD** 35

Feats Blind-Fight, Combat Reflexes, Improved Iron Will, Iron Will, Power Attack, Vital Strike

Skills Intimidate +15, Perception +16, Stealth +13 (+21 in swamps), Survival +13, Swim +18; **Racial Modifiers** +8 Stealth in swamps

Languages Aquan, Common, Giant

SQ amphibious

Gear greatclub, rocks (10), fishgold armband engraved with eels entwined around humanoid figures (worth 500 gp)

F4. KITCHEN

The broken remains of a wooden outbuilding with a stone chimney and hearth stands here, its roof sagging almost to the ground, next to an old stone-lipped well.

This was the estate's kitchen and has not weathered the years as well as the main house. Though it makes a good hiding place, there is currently nothing of interest here.

F5. CARRIAGE HOUSE

Two sets of double doors open into this wide chamber, large enough for a carriage to parked inside. Spare wheels and the rusted remains of a small forge show that one was once housed here. Two horse stalls occupy the far end of the room.

Creature: One of the stalls holds a piebald mare, apparently left here in haste some days ago. Its ribs are clearly visible and it stamps and shuffles in agitation. Its saddle and tack lie on the floor of the next stall. Even a cursory examination of the horse shows that it is starving and dehydrated after being left without food for days. The horse is currently in ill health (only 1 hit point remaining), but if properly fed and cared for over 3 days, it will return to full health and loyally serve its new master.

If the PCs discovered the sales ledger in Thrushmoor's livery stable, they recognize the horse's peculiar brand of a figure eight with an arcing line extending from each side. The "winged loop" brand identifies this horse as the one taken by the Dark Rider when he left Thrushmoor. The rider went directly to Undiomed House to meet Gaster Lucas, but soon fell afoul of the skum loyal to the mi-go. If

the PCs use *speak with animals* or the like to communicate with the horse, it knows only that its rider left it here and went into the house, never to return again.

HORSE

CR 1

XP 400

hp 15 (*Pathfinder RPG Bestiary* 177)

F6. STORES

This chamber holds only old crates and sacks of food stores, largely disintegrated over the years.

The Dark Rider ran afoul of the mi-go-controlled skum in this room. A DC 18 Survival check detects clear signs of a struggle in the room, evidence of the Rider's battle with the skum. The Rider was soon overwhelmed and captured, and he now languishes in the tunnels below the Tern Rocks (see Part Five), but it is impossible for the PCs to determine how many combatants there were or who was victorious.

A DC 14 Perception check turns up a saddlebag hidden among the discarded rubbish in this room. Within is a small wooden crate packed with straw that retains an impression of the object once stored within. If the PCs saw the visions from Auren Vrood's head in "Broken Moon," they recognize this crate as the one holding the Seasage Effigy (if the PCs did not see the visions, a DC 15 Intelligence check realizes the depression in the straw is the same size as the Seasage Effigy that was stolen from Lepidstadt University). There is no sign of the idol itself. Finally, a small scrap of parchment in the bottom of the saddlebag bears the cryptic scrawl, "Ask Lucas about Raven's Head." These items were left here by the Dark Rider when he was taken captive.

F7. BEDROOM

This spare bedroom is empty of all save the wooden frame of a bed.

F8. PRIVY

This old privy hasn't been used for many years. The chamber pot beneath the wooden seat is empty.

F9. SERVANTS' QUARTERS (CR 9)

Whatever furnishings were once in this room have been used as fuel in the old fireplace, which contains a fairly fresh collection of ash. Only a plain wooden bench now remains beneath the western window. A single lit lantern, hooded so that its light does not shine beyond this chamber, has been set upon the hearth.

Anyone outside the door of this room who makes a DC 17 Perception check momentarily hears what sounds like

the whimper of an infant, followed by a shushing sound. Afterward there is only silence.

Creatures: Garrick Prosker, a vicar of the Recondite Order of the Indomitable Sea, and one of the Order's cultists currently occupy this chamber, along with the 3-month-old daughter of Rufus and Imelba Tulby (see area E10), whom they have brought here for fostering with the Neighbors. The Neighbors have not appeared to take a fostering at the Order's hall in Illmarsh in some weeks, which has caused the town's priesthood some concern. Vizier Albor Voltiaro decided to bring the Tulby baby to Undiomed House this night in the hope of bringing the Neighbors forth. Although Voltiaro performed the prescribed ritual in area F3 (a simple act that rings a bell in the skum tunnels below the house and would normally bring an answer from below), nothing has occurred in over 2 hours, and the vizier has grown concerned. When one of the two vicars he brought along failed to return after having a look around, Albor himself went to investigate, ordering Prosker to stay here with the Tulby baby. Garrick wears the garb of a vicar of the Recondite Order, a deep green chasuble over an elaborate sea green robe and an ornate silver tiara. His face is narrow and pockmarked, with one lazy eye that always seems to be looking behind whomever he is addressing. Garrick and the cultist do not venture from this room unless ordered by Voltiaro, but if the PCs enter the room, he and the cultist attack.

GARRICK PROSKER

CR 8

XP 4,800

Vicar of the Indomitable Sea (see page 22)

Male human cleric of Dagon 9

hp 89

TACTICS

During Combat Garrick uses his spells if enemies are at range, but if they close with him, he casts *true strike* and attacks with his trident, using Power Attack and Vital Strike for his first attack. He does not channel negative energy for fear of killing the baby and angering the Neighbors.

Morale Fanatically loyal to Voltiaro, Garrick fights to the death.

CULTIST OF THE INDOMITABLE SEA

CR 5

XP 1,600

hp 51 (see page 21)

TACTICS

During Combat The cultist tries to flank with Garrick to make sneak attacks, using his spells to attack or hinder other foes.

Morale The cultist fights to the death.

Development: If the PCs defeat Garrick and the cultist, there is still the Tulby baby to deal with. If the baby is returned to her parents (see area E10), the Tulbys try to return her to the Order for fostering as soon as possible. Completely indoctrinated, they fear breaking the town's

USING THE HARROW DECK

If the PCs save the Tulbys' daughter, award each player a free draw from the Harrow deck, as outlined in the *Carrion Crown Player's Guide*. If you are using the optional system presented in the *Carrion Crown Player's Guide*, the entire party receives The Marriage card instead. This specific card can be played to automatically change a single NPC's attitude to helpful. The card cannot be used if the NPC would not be affected by a normal Diplomacy skill check. The Marriage card can only be used once, and the entire party must agree to use the card.



traditions more than abandoning their child to an unknown fate. If somehow shown the truth of the Neighbors, the horror of this realization causes Imelba to begin weeping uncontrollably and Rufus to suffer a mental break, becoming completely non-communicative. Eventually, they decide to leave town with their baby and move to Thrushmoor, but they have no more part to play in this adventure.

Story Award: If the PCs convince the Tulbys to keep their daughter, or if the PCs arrange for the baby to be cared for by someone else (possibly through Horace Croon), award them 6,400 XP.

F10. DINING ROOM

The eastern wall and ceiling of this room have collapsed, and the grand table in the center has been smashed beneath the weight of a ruined lead and glass chandelier that fell atop it long ago.

Once a fine dining room, this room holds nothing of value or interest. It is possible to enter areas F11 or F16 above directly from this room.

F11. BEDROOM

This bedroom's furniture is soaked and reduced to rotten heaps of wood. Portions of the ceiling and east wall have collapsed, revealing the swamp outside and the room above.

Like area F10, this room provides access to area F16 one floor above.

F12. LIVING ROOM (CR 9)

Though the walls of this room are still intact, it is clear that the roof above has sustained damage. The floor of the chamber bears a sizable puddle in which the rotten remnants of a settee still sit.

This former living room is ruined by the years of runoff entering through the broken roof at area **F16**.

Creatures: Not only is this chamber dismal, but it is also inhabited by a swarm of voracious ticks. These creatures lurk in the rotten remains of the settee, boiling out of the cushions to attack any living creature in the room if disturbed.

TICK SWARM

CR 9

XP 6,400

hp 120 (*Pathfinder RPG Bestiary* 2 265)

F13. SIDE ENTRANCE

A covered portico stands at the southern wing of the house and shades its door. To either side of the portico stand matching statues of rearing hippocampi upon stone pedestals. A shallow stream of water exits from beneath the door, forming small rivulets that flow off of the portico and down to the muddy road nearby.

The door is swollen in its frame and must be forced open (hardness 5, hp 15, Break DC 16).

F14. LOUNGE (CR 12)

This room has weathered the years better than the rest of the house, as wooden shutters remain closed over the windows, keeping most of the elements out. A low hearth stands in one wall, over which hangs an elegantly rendered painting of a tall ship in the midst of a storm. Spaced about the room are three cushioned armchairs, and a wooden pipe rack hangs upon the south wall.

This lounge was once used by the Undiomedes to entertain important visitors to the estate. Although the painter's signature is illegible, an examination of the painting with a DC 12 Perception check turns up the name of the ship in faded paint upon the ship's bow: the *Conqueror*, Cassius Undiomedes's first ship.

Creatures: Father Albor Voltiario, high priest and vizier of the Recondite Order of the Indomitable Sea, is searching this room when the PCs arrive. Albor was infested with a slugspawn after one of the decapitated villagers was brought to the order's hall. Although he is aware of the infestation, Albor has yet to notice any negative side effects,

so he has gone about his business as normal. Ostensibly, he led the cultists in area **F9** to the house for a fostering with the Neighbors, but Albor also hoped that the skum might know of some way to cure his slugspawn infestation.

After seeing no sign of the Neighbors for a few hours, Albor sent his younger son Everard to look around. When Everard didn't return, Albor left the Tulby child in the care of Garrick Prosker and went to look for his son himself. He has made it this far through the house without finding any sign of Everard or the Neighbors. He trusts Yib Thoolp (area **F3**) and Garrick Prosker (area **F9**) to deal with any threats, so he does not respond to the sound of combat within the house. If the PCs find him here, he assumes that they are a threat—both to himself and to the town's dark secret—and attacks immediately.

Albor has a round face with a horrid complexion of scaly pockmarks and a double chin. His eyes are large and spaced far apart, giving him a profoundly unpleasant look, and the musty odor of Illmarsh seems to cling to him especially. The family resemblance to Caleb Voltiario in the Order's hall in Illmarsh (area **E5**) and Everard Voltiario in area **F21** is immediately obvious. Albor's attire is similar to that of the vicars of the order, though more ornate. His tiara stands much taller, crafted of reddish fishgold in the shape of a monstrous, fanged fish.

Unfortunately for Albor, the slugspawn within his body has been maturing quickly as a result of his proximity to the standing stones in area **F3**, which form a nexus of Shub-Niggurath worship. As soon as his infested body is reduced to 0 hit points, the slugspawn suddenly matures into a spawning canker. When this happens, the vizier's head explodes in a shower of gore as the tentacled horror that is the spawning canker emerges from the base of his neck. The canker assumes control of Albor's body and continues the fight. A DC 24 Knowledge (dungeoneering) check identifies the spawning canker as the second stage in the life cycle of a moit of Shub-Niggurath.

Optional Sanity Loss: Anyone witnessing Voltiario's horrific transformation into the spawning canker must make a DC 15 Will save or lose 1d10 points of Sanity (see the Insanity and the PCs sidebar on page 29).

ALBOR VOLTARIO

CR 11

XP 12,800

Male human cleric of Dagon 12

CE Medium humanoid (human)

Init +4; Senses Perception +8

DEFENSE

AC 25, touch 14, flat-footed 25 (+9 armor, +4 deflection, +2 shield)

hp 105 (12d8+48)

Fort +11, Ref +7, Will +13

Immune mind-affecting effects, Resist cold 20, fire 30

OFFENSE

Speed 20 ft.

Melee trident of warning +16/+11 (1d8+6/19–20)

Ranged trident of warning +12 (1d8+6/19–20) or
mwk silver dagger +10 (1d4+4/19–20)

Special Attacks channel negative energy 4/day (DC 15, 6d6),
fury of the Abyss* (+6, 7/day), scythe of evil (6 rounds, 2/day),
surge* (+16, 7/day)

Cleric Spells Prepared (CL 12th; concentration +16)

6th—*blade barrier* (DC 20), *cone of cold*^D (DC 20), *harm*
(DC 20)

5th—*ice storm*^D, *slay living* (2, DC 19), *true seeing*

4th—*control water*^D, *divine power*, *freedom of movement*,
poison (DC 18), *unholy blight* (DC 18)

3rd—*blindness/deafness* (DC 17), *dispel magic*, *magic*
vestment, *rage*^D (DC 17), *searing light*, *water breathing*

2nd—*bull's strength*, *death knell* (DC 16), *hold person* (DC 16),
resist energy, *silence* (DC 16), *slipstream**^D

1st—*bless*, *command* (DC 15), *doom* (DC 15), *obscuring mist*^D,
protection from good, *shield of faith*

o (at will)—*create water*, *detect magic*, *guidance*, *resistance*

D Domain spell; **Domains** Evil (Demon subdomain*), Water
(Oceans subdomain*)

TACTICS

Before Combat Albor casts *magic vestment* every day. Before combat, if he hears the sounds of battle elsewhere in the house, he casts *resist energy* (fire), *bull's strength*, and *shield of faith*, and activates his *ring of force shield*.

During Combat Albor casts *divine power* on the first round of combat. In battle, he attempts to soften foes up with channel energy and separate them with a *blade barrier* hidden within *obscuring mist*. He attempts to pick off foes one at a time from the mist with *slay living* and *harm*, using his area affect spells for opponents that remain grouped together.

Morale Albor fights until his hit points reach 0, at which point the slugspawn infesting his body matures into a spawning canker that erupts from his neck (see page 36).

STATISTICS

Str 18, **Dex** 10, **Con** 14, **Int** 12, **Wis** 19, **Cha** 8

Base Atk +9; **CMB** +13; **CMD** 27

Feats Combat Casting, Extra Channel, Improved Critical (trident), Improved Initiative, Lightning Reflexes, Toughness, Weapon Focus (trident)

Skills Diplomacy +8, Knowledge (history) +6, Knowledge (planes) +6, Knowledge (religion) +14, Perception +8, Sense Motive +13, Spellcraft +10, Swim +12

Languages Abyssal, Common

SQ slugspawn infested

Combat Gear wand of cure light wounds (13 charges); **Other**

Gear masterwork chainmail; trident of warning; masterwork silver dagger; cloak of resistance +1; ring of force shield; gold-threaded chasuble (worth 75 gp); key to sea chest in area E7; fishgold medallion resembling a cross between an eel, a fish, and an octopus (key to the phase door in area F3); fishgold ceremonial tiara (worth 450 gp); fishgold unholy symbol of Dagon (worth 50 gp); 13 gp

SPECIAL ABILITIES

Slugspawn Infested (Ex) Albor has been infested with a slugspawn, granting him immunity to mind-affecting effects.

* See the *Advanced Player's Guide*.



Albor Voltiaro

SPAWNING CANKER

CR 9

XP 6,400

hp 115 (see page 88)

TACTICS

During Combat The spawning canker lashes out at any creature within reach, focusing its attacks on the individual with the lowest Charisma in an attempt to spawn.

Morale Once it is reduced to 0 hit points, or if a victim's Charisma is reduced to 0, the spawning canker immediately spawns (see Development below).

Development: Due to the focusing effects of and proximity to the standing stones of Shub-Niggurath in area F3, the spawning canker's own life cycle is accelerated, such that it actually absorbs enough life force from Albor's body to spawn as soon as it is reduced to 0 hit points. The canker breaks apart into eight slugspawn, four of which immediately attack the PCs while the other four scatter. This spawning has no additional effect on the sanity of any witnesses. Once the PCs have dealt with the four attacking slugspawn, they can follow the slime trails of the other slugspawn with a DC 10 Survival check. Three of the trails exit the house to disappear into the surrounding swamp, posing a continuing menace to the Illmarsh area, but one trail leads toward one of the standing stones in area F3, disappearing into a previously unnoticed crevice at the base of the stone. While the trail does not allow the PCs to access the *phase door* beneath the stone, it can alert them that some sort of secret entrance exists there. The key carried by Father Voltiario does allow them to use the door, however.

Treasure: The painting of the *Conqueror* is in excellent shape and could fetch 500 gp in an art shop in Caliphas or some other urban population center. The pipe rack on the wall holds three pipes: one of meerschaum carved in the shape of a whaling vessel; one of scrimshaw carved into an unidentifiable mass of hair, seaweed, or tentacles (a DC 30 Knowledge [dungeoneering] check recognizes it as a representation of a dark young of Shub-Niggurath); and one carved from soapstone in the form of a bizarre fish-frog woman (a DC 17 Knowledge [nature] check recognizes a resemblance to skum, though there are no females of that race). Each pipe is worth 60 gp.

F15. UPPER HALL

A series of portraits hang along the curving inner wall of this dim hallway.

The paintings along the curving wall depict eight Undiomedes lords of Illmarsh. Though all of the portraits are darkened and faded with age and mildew, their subjects are still visible—sinister, dark-featured men with hard eyes and pinched faces, all bearing a distinct family resemblance.

Each portrait bears a small brass nameplate. Farthest west is a man in sea captain's garb holding a spyglass in one hand and a partially rolled parchment scroll in the other. The brass plate bears the name "Cassius Undiomedes, Pactforger". The final portrait at the eastern end shows a bitter-looking older man with the same pinched face but a receding hairline. He sits in a wheeled chair and has a decorative blanket lying across his legs. Standing behind him in a position to push the chair for him is a young man with the same features, though without the bitterness. The nameplate reads, "Claudius Undiomedes and son, Manus."

F16. LIBRARY (CR 9)

Portions of the ceiling and floor of this chamber have collapsed, as well as part of the eastern wall. The remnants of the wooden floor sag alarmingly. Bookshelves that still hold the moldering remains of their paper and parchment contents stand drunkenly along the walls.

This was once the well-stocked library of Undiomedes House, but all of the books have been ruined by exposure to the elements. Though it looks treacherous, the floor is safe.

Creatures: Two spectres haunt this chamber, the undead remains of two tax collectors sent from Thrushmoor. Their investigations threatened to uncover Illmarsh's dark secrets, so a mob of villagers (incited by the Recondite Order) chased them into the Soddentimbers. The tax collectors sought shelter in Undiomedes House, but were killed by skum coming up from the tunnels beneath the house. They have haunted this room ever since and attack any living thing that enters.

SPECTRES (2)

CR 7

XP 3,200 each

hp 52 each (*Pathfinder RPG Bestiary* 256)

F17. NURSERY

The rotting remains of a wooden cradle stand before a stone fireplace. A mobile formed from tiny seashells dangles above the cradle, swaying slowly in the breeze that enters through the open window.

This room served as the house's nursery and was last used by Manus's infant sister before she was given to the Neighbors for fostering.

Treasure: A DC 20 Knowledge (nature) check made while examining the shells that comprise the mobile recognizes the shells to be from rare marine creatures found only at the deepest depths of Lake Encarthan. How they were recovered and brought here is not readily apparent, but the rare shells may be sold for a total of 75 gp.



F18. DRAWING ROOM (CR 6)

Wide windows provide a panoramic view over the grounds of the estate. A grand desk of finely carved hickory sits before these windows, along with a large chair of rotted leather.

Once Lord Undiomedes's drawing room, this chamber has been ruined by rain blowing in through its wide windows.

Hazard: While the hickory desk has multiple drawers and appears to be in excellent shape considering the exposure it has suffered, the interior of it is actually overrun with yellow mold. Opening any of the desk's drawers disturbs the mold, causing it to release its spores in a 10-foot radius.

YELLOW MOLD

CR 6

XP 2,400

Pathfinder RPG Core Rulebook 416

F19. MASTER BEDROOM (CR 9)

A large four-poster bed sits next to a wide fireplace. The bed has been stripped of covers, but its rotten feather mattress still

remains and bears a large, dark stain in the center. The wooden headboard once depicted a scene of ships battling upon the waves, but is now cracked with age and the elements, and large gashes further mar its surface. A wheeled chair with a moldy seat and warped wheels stands at the foot of the bed. A stairway winds up to the east into the dome above the manor house.

This was once the bedchamber of Claudius Undiomedes. It was here that his son, Manus, murdered him in his sleep. The dark stains show where his blood drained out under his son's knife. When the servants discovered the murder, they removed and buried the body but never returned to clean what they considered an accursed house. The gashes in the headboard actually form a message crudely scrawled by Manus with the murder weapon. It is difficult to read after all the years, but a DC 13 Linguistics or DC 25 Perception check can make out the words: "The Pact ends here, Father." The stairs lead up to the cupola above the dome (area F21).

Creatures: Any movement in this chamber attracts the attention of two hounds of Tindalos, extradimensional predators drawn here by the skum's ill-planned summoning

HOUNDS OF TINDALOS (2)

CR 7

XP 3,200 each

hp 85 each (*Pathfinder RPG Bestiary* 2 158)

TACTICS

Morale Looking only for an easy meal, the hounds flee using *plane shift* when reduced to 20 hit points or fewer.

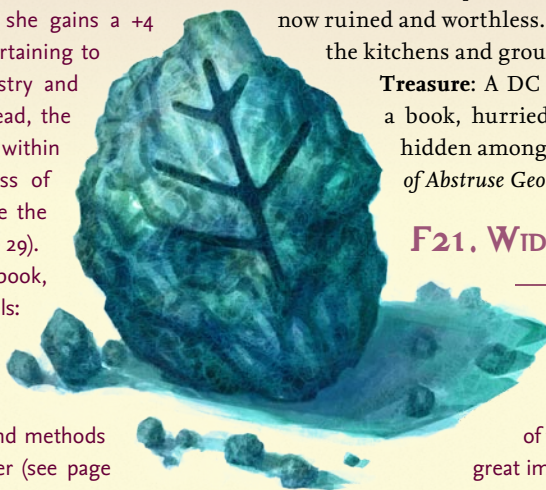
THE BOOK OF ABTRUSE GEOMETRIES

Bound in cracked whale hide, this ancient tome is written in Azlanti, requiring a DC 30 Linguistics check to decipher if that language is unknown to the reader. *The Book of Abtruse Geometries* details secrets of dimensions and spaces beyond understanding, including hints of the vistas found there and the creatures that dwell therein. If anyone reads the book, which takes a total of 56 hours over a minimum of 7 days, she gains a +4 bonus on any Knowledge checks pertaining to matters concerning the Dark Tapestry and its inhabitants. Once the book is read, the mind-shattering secrets contained within the tome cause the immediate loss of 2d4 Sanity points, with no save (see the Insanity and the PCs sidebar on page 29).

The book also functions as a spellbook, and contains the following arcane spells: *contact other plane*, *dimension door*, *ethereal jaunt*, *phase door*, *planar binding*, and *symbol of insanity*. In addition, the book provides details and methods for conjuring a dimensional shambler (see page 80). In fact, the tome contains different equations for calling more than 100 unique dimensional shamblers, allowing the reader to call one of the creatures with *planar binding*, thus bypassing the shambler's resist conjuration ability. Unfortunately, many of the unique shamblers listed in the book have met other fates in the time since it was written, so there is only a 20% chance of successfully calling a dimensional shambler per casting of *planar binding*.

Using the tome also has the side effect of drawing unwanted scrutiny as well. Each time an attempt is made to call a dimensional shambler, there is a 10% chance of attracting the attention of some inhabitant of the Dark Tapestry. Exactly what sort of creature this is and how it responds are left to the discretion of the GM.

The Book of Abtruse Geometries is worth up to 20,000 gp to the right buyer.



F20. ATTIC

This small space lies along the edge of the dome and beneath the stairs leading to the cupola. It is cramped and crowded with many boxes of old personal paraphernalia, now ruined and worthless. A small window looks out over the kitchens and grounds behind the house.

Treasure: A DC 16 Perception check discovers a book, hurriedly wrapped in a blanket and hidden among the crates. It is called *The Book of Abtruse Geometries* (see sidebar).

F21. WIDOW'S WALK (CR 8)

A railed widow's walk stands atop the manor's dome, looking out over the surrounding marsh. The bricks lining the floor of this cupola are sunken as if from a great impact. In the center of this shallow crater lies a mangled and gore-spattered corpse in the shredded remains of red and green finery. A trapdoor provides access to the house below.

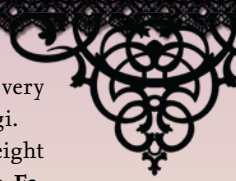
Dabbling in forbidden magics, the skum cult used the widow's walk to summon dimensional shamblers from the Dark Tapestry. Unfortunately, by inadvertently performing their summonings directly above an ancient druid ring devoted to Shub-Niggurath, the skum accidentally attracted the attention of other creatures, including the mi-go, the hounds of Tindalos in area F19, and the current inhabitant of this area.

The mangled corpse on the floor of the widow's walk is all that remains of Everard Voltiaro, son of vizier Albor Voltiaro and one of the vicars of the Recondite Order. A DC 20 Perception check notices that his mangled features bear a distinct likeness to those of Caleb Voltiaro in the Order's hall in Illmarsh (area E5) and Albor Voltiaro in area F14. A DC 10 Heal check determines that he was killed recently by falling from an extreme height. In fact, he came up here to have a look around after his father sent him to see whether there was any sign of the Neighbors in the area. Instead he ran afoul of a shantak who snatched him up and then dropped him from hundreds of feet in the air.

A search of the widow's walk with a DC 15 Perception check uncovers something else of interest. A series of strange, mystical symbols are inscribed on the bricks in charcoal,

attempts. The hounds manifest out of the room's corners, sweeping the chamber with their ripping gazes and attacking any living thing inside. The hounds pursue opponents wherever they might flee.

Optional Sanity Loss: Any PC seeing hounds of Tindalos for the first time must make a DC 15 Will save or lose 1d6 points of Sanity (see the Insanity and the PCs on page 29).



partially obscured by the body. A DC 15 Knowledge (arcana) recognizes the symbols as some sort of summoning runes, and a DC 25 check identifies them as directed toward the Dark Tapestry. If the PCs have located and read *The Book of Abstruse Geometries* from area **F20**, they can recognize these symbols without making any checks.

Creature: During the skum's last summoning attempt, they also managed to call down a shantak, an elephantine, scaly birdlike creature from the depths of space. When the creature arrived, it immediately gobbled up one of the skum who summoned it. The surviving skum fled, hiding their summoning book in area **F20**, and headed back into the tunnels beneath Undiomed House in the hope that the creature would leave. Their hopes were in vain, however, for as Everard Voltiaro discovered when he explored this area, the cupola is far from deserted.

The shantak found Everard recently and swept him up before dropping him to his death. When the PCs first explore this area, a DC 20 Perception check notices a dark shadow passing overhead that momentarily blocks out the light of the stars and moon. Moments later, a great shriek is heard from high above that echoes over the manor and surrounding fens. Three rounds after that, the shantak swoops down and attempts to snatch another victim to carry aloft and drop to its death. If this attack is unsuccessful, the shantak hovers above the cupola and fights. If the PCs retreat into the house, it remains outside waiting for them to emerge and then attacks. The shantak is strongly attracted to the lure of this site and will die before it retreats. This shantak is identical to a standard shantak except that it has Snatch as a bonus feat in addition to its normal feats.

Optional Sanity Loss: The first time each PC sees the shantak, she must make a DC 15 Will save or lose 2d4 points of Sanity (see the Insanity and the PCs sidebar on page 29).

SHANTAK **CR 8**
XP 4,800
hp 104 (*Pathfinder RPG Bestiary 2* 244)
Feats Snatch^B

Treasure: Everard Voltiaro is equipped similarly to the other vicars of the Order, but all of his belongings are rent, shattered, or ruined. Nevertheless, his vestments could still fetch 60 gp for the value of their precious metals alone.

BELOW UNDIOMEDE HOUSE

Naturally formed tunnels lie beneath Undiomed House and have existed since the time of the druid circle. These passages have been enlarged over the years and now serve as a far-flung subterranean outpost of the skum tribe living beneath the Tern Rocks in Avalon Bay. Because of their distance from the main skum settlement, these tunnels have been largely ignored since the coming of the

mi-go, and contain only a handful of skum, plus one very dangerous "experiment" placed here by the alien fungi.

The tunnels are damp and cramped, ranging in height from 5 feet to 15 feet. Beneath the *phase door* in area **F3**, a stair of time-smoothed stones descends 20 feet into the earth to emerge in area **F22**. The walls, floors, and ceilings are all natural stone showing some signs of working and uncountable years of use. The walls are damp, requiring a DC 25 Climb check to scale, and the ceilings show many small stalactites that have formed over the centuries. The floor is free of stalagmites except in out-of-the-way corners. There are no light sources unless otherwise noted.

F22. GATEWAY OF THE NEIGHBORS

The crude stone stair opens into a wide natural cavern. An alcove to the north holds a tall glass tank in which stands the perfectly preserved corpse of a man. A single large, discolored bronze bell inscribed with strange runes hangs from one wall.

This chamber served as a guard post between the realm of the skum and the lands above, as well as a memorial to the human with whom the skum were able to secure their breeding pact with the folk of Illmarsh. A DC 15 Perception check detects the smell of garbage or compost emanating from the northwest tunnel and the quiet sounds of occupation coming from the south.

The bell hanging from the wall has no clapper but bears a faint aura of abjuration magic. A DC 25 Knowledge (arcana) check recognizes it as the focus of an *alarm* spell. The bell sounds whenever the *phase door* in area **F3** is opened, alerting the skum to the presence of allies or supplicants above. Recently, the skum have not been answering such summons. Hanging from the bell is a fishgold medallion resembling a cross between an eel, a fish, and an octopus, identical to that carried by Albor Voltiaro (see area **F14**). Like the vizier's medallion, this is a key to the *phase door* in area **F3**.

Anyone who has seen the statue in the town square (area **D1**) or studied the portraits in area **F15** recognizes the corpse in the glass tank as none other than the aged Cassius Undiomed, founder of Illmarsh. The glass is thick (hardness 2, hp 10, Break DC 20), and the entire cylinder is filled with alcohol, in which the body has been preserved. A small lectern next to the tank holds a small book bound in sharkskin—Cassius Undiomed's journal. Along with the more mundane entries, the journal describes Cassius's first meeting with "the Neighbors"—though Cassius does not describe them physically, the text nevertheless gives the impression that the Neighbors are something other than human. The journal also mentions the Neighbors' home: submerged tunnels at the bottom of Avalon Bay, at the base of the Tern Rocks. Later entries detail Cassius's eventual lordship, and the institution of the Fostering Pact between



Creature: Lying among the offal and looking just like the rest of the compost is a fetid spore mound, an overgrown and yellow-mold-infested shambling mound. It ignores creatures that don't actually enter the room, assuming they will throw in food and be on their way, but if a creature comes within its reach, it rises to its full height and attacks, brushing the ceiling of the cavern. The fetid spore mound does not pursue prey out of the midden.

FETID SPORE MOUND	CR 9
XP 6,400	
Advanced variant shambling mound (<i>Pathfinder RPG Bestiary</i> 246, <i>Dungeon Denizens Revisited</i> 61)	
N Large plant	
Init +0; Senses darkvision 60 ft., low-light vision; Perception +13	
DEFENSE	
AC 21, touch 9, flat-footed 21 (+12 natural, –1 size)	
hp 90 (12d8+36)	

A series of natural terraces forms a sloping passage descending to this cavern. Murky black waters filled with piles of compost and detritus flood the sloping northern floor of the cavern. A multitude of fungi and colorless subterranean creepers grow over and within this vile stew.

Fort +11, **Ref** +6, **Will** +6

Defensive Abilities compressible form; **DR** 10/slashing;

Immune electricity, plant traits; **Resist** fire 10

OFFENSE

Speed 20 ft., swim 20 ft.

Melee 2 slams +15 (2d6+6 plus grab)

Space 10 ft.; **Reach** 10 ft.

Special Attacks constrict (2d6+9), spore discharge

TACTICS

During Combat The fetid spore mound attempts to grab and constrict any targets that come within reach.

Morale The fetid spore mound fights to the death.

STATISTICS

Str 22, **Dex** 10, **Con** 17, **Int** 7, **Wis** 10, **Cha** 8

Base Atk +9; **CMB** +16 (+20 grapple); **CMD** 26

Feats Ability Focus (spore discharge), Cleave, Iron Will, Lightning Reflexes, Power Attack, Weapon Focus (slam)

Skills Escape Artist +10 (+20 when squeezing through tight spaces), Perception +13, Stealth +9 (+17 in swamps or forest), Swim +14; **Racial Modifiers** +10 Escape Artist (+20 when squeezing through tight spaces), +4 Perception, +4 Stealth (+12 in swamps or forest)

Languages Common, Undercommon (cannot speak)

SQ electric fortitude

SPECIAL ABILITIES

Compressible Form (Ex) A fetid spore mound is difficult to harm with piercing and bludgeoning attacks, gaining DR 10/slashing and taking half damage from falls. It also never takes penalties for squeezing into a 5-foot-wide space and gains a +10 racial bonus on Escape Artist checks (+20 when squeezing through tight spaces).

Spore Discharge (Ex) If struck in combat, a fetid spore mound discharges a cloud of yellow mold spores in a 10-foot radius. Exposure to direct sunlight renders the spore mound's yellow mold dormant, and it does not discharge. Its spore discharge is suppressed for 1 round if the creature is struck by a fire attack that overcomes its fire resistance.

Yellow mold spores: inhaled; *save* Fort DC 17; *frequency* 1/round for 5 rounds; *effect* 1d3 Con damage; *cure* 1 save.

Treasure: A DC 20 Perception check turns up a shining metal helmet among the detritus in the chamber, an untarnished campaign helm from a Taldan marine officer of the Shining Crusade who ran afoul of the skum centuries ago. The marine's remains were long ago composted, but the helmet is a *helm of underwater action* and has lain here forgotten ever since. A DC 25 Perception check also discovers a familiar amulet in the rubbish bearing the image of a gagged skull. The amulet was dropped by the Dark Rider during his struggle with the skum, and they disposed of it here as they took him to the tunnels beneath the Tern Rocks (see Part Five).

F24. BROODCHAMBER (CR 10)

Several shallow pools have collected on the floor of this chamber among a number of natural stone columns. Great smears of dried black ichor stain one wall above the corpses of two fishlike humanoids, obviously the victims of great violence.

This chamber houses a garrison of the skum who guard these tunnels as well as the nearby fosterling nursery (area F25). The skum use the shallow pools to keep their bodies suitably moist while they sleep or relax. The dried ichor on the wall and the two dead skum on the floor below are the handiwork of the skum's insane broodchief.

Creatures: Six skum make up the current broodguard occupying this chamber, led by their broodchief, Iq'lothatuaa. Because of their close proximity to the humans of Illmarsh, the skum of Avalon Bay speak Common rather than Undercommon. Used to the current upheavals in the skum tribe, the garrison ignore the sound of the bell in area F22, but respond to an alarm as described in that area. They are aware of the colour out of space trapped in area F25 and do not respond to the sounds of combat in that area under any circumstances. Iq'lothatuaa is a giant specimen nearly 2,000 years old, his hide marked with scars dating back to skirmishes with the Kellid barbarians who once beset the region. His antique greataxe belongs to that era, and its origin in those lands can be recognized with a DC 17 Knowledge (history) check. Though he avoided its attacks, the sight of the colour out of space drove Iq'lothatuaa insane, and the broodchief is now schizophrenic. Unfortunately for those skum stationed here with Iq'lothatuaa, several of them have received the brunt of his insanity-triggered confusion, resulting in their deaths. When the PCs first enter this chamber, Iq'lothatuaa sits brooding at the western end of the cave while the rest of the skum congregate in the east to avoid his wrath. If the PCs enter from the east, the skum immediately make a stand and fight to the death (they do not retreat to area F25). If the PCs enter from the west, the skum retreat to the north and make a stand in area F22. When battle begins, Iq'lothatuaa must make a DC 16 Will save. If successful, he rages and enters battle. If unsuccessful, he becomes confused for 1d6 rounds, screaming random threats and obscenities in Aboleth. If the confusion causes Iq'lothatuaa to attack, he rages, though in his bewilderment, he might end it on the next round with the normal penalties for fatigue or exhaustion. When his confusion ends, Iq'lothatuaa rages and enters battle as normal.

IQ'LOTHATUAA, INSANE BROODCHIEF

CR 9

XP 6,400

Male giant skum barbarian (savage barbarian) 6 (*Pathfinder RPG Bestiary* 253, 295; *Advanced Player's Guide* 79)

CE Large monstrous humanoid (aquatic)

Init +3; **Senses** darkvision 60 ft.; Perception +7

DEFENSE

AC 19, touch 10, flat-footed 16 (+3 Dex, +7 natural, -2 rage, +2 shield, -1 size)

hp 120 (8 HD; 2d10+6d12+70)

Fort +13, **Ref** +8, **Will** +7

Defensive Abilities improved uncanny dodge, naked courage*;

Resist cold 10

Weaknesses schizophrenic

OFFENSE

Speed 30 ft., swim 40 ft.

Melee +1 *defending greataxe* +14/+9 (1d12+13/x3), bite +13

(1d8+4), claw +13 (1d6+4) or

bite +15 (1d8+8), 2 claws +15 (1d6+8)

Space 10 ft.; **Reach** 10 ft.

Special Attacks rage (20 rounds/day), rage powers (guarded stance [+2 dodge vs. melee], knockback, strength surge +6)

TACTICS

During Combat Iq'lothatuaa activates his guarded stance rage power, and if necessary, uses his *defending greataxe* to further protect himself. In battle, Iq'lothatuaa uses his knockback rage power

to make bull rushes. While raging, Iq'lothatuaa will pursue fleeing enemies even into area **F25**.

Morale Iq'lothatuaa fights until slain.

Base Statistics When not raging, Iq'lothatuaa's statistics are **AC** 21, touch 12, flat-footed 18; **hp** 104; **Fort** +11, **Will** +5; **Melee** +1 *defending greataxe* +12/+7 (1d12+10/x3), bite +11 (1d8+3), claw +11 (1d6+3), or bite +13 (1d8+6), 2 claws +13 (1d6+6); **Str** 23, **Con** 23; **CMB** 15 (+17 bull rush); **Skills** Intimidate +12, Swim +13

STATISTICS

Str 27, **Dex** 16, **Con** 27, **Int** 8, **Wis** 10, **Cha** 8

Base Atk +8; **CMB** +17 (+19 bull rush); **CMD** 28 (30 vs. bull rush)

Feats Cleave, Improved Bull Rush, Intimidating Prowess, Multiattack^B, Power Attack

Skills Intimidate +14, Perception +7 (+11 underwater), Stealth +9 (+13 underwater), Swim +15

Languages Aboleth, Common

SQ amphibious, fast movement

Gear masterwork heavy steel shield, Medium +1 *defending greataxe*, *amulet of natural armor* +2

SPECIAL ABILITIES

Schizophrenic (Ex) Iq'lothatuaa suffers from schizophrenia, and can no longer tell the difference between what is real and what is not. He takes a -4 penalty on all Wisdom- and Charisma-based skill checks, and cannot take 10 or 20.

Each time he finds himself in a stressful situation (such as combat), he must make a DC 16 Will save or become confused for 1d6 rounds (*Pathfinder RPG GameMastery Guide* 251).

* See the *Advanced Player's Guide*.

SKUM (6)

CR 2

XP 600 each

hp 20 each (*Pathfinder RPG Bestiary* 253)

Treasure: Among the skum's strange personal belongings and bits of rubbish are a dozen gems worth 50 gp each and a brooch and two bracelets made of the strange reddish fishgold, worth a total of 450 gp.

F25. FOSTERLING NURSERY

When the PCs first reach the three-way intersection outside this chamber, a DC 10 Perception check notices a faint violet glow from the western passage. A DC 18 Perception check detects the soft sounds of a woman singing a lullaby. This intersection



Iq'lothatuaa

also marks the outer limits of the colour out of space's aura of lassitude, and any creature in the area must make a DC 22 Will save or fall victim to the aura's effects (see page 76).

This large, high-ceilinged cavern is mostly dry, faintly illuminated by patches of violet fungi growing on the walls and ceiling. A wide pool of clear water stands just inside the entrance. A pair of ledges run along the chamber's north and south walls, accessed by wooden ladders. At the far end of the chamber, the floor drops into a pit, the top of a ladder just visible at its edge. Scattered across the floor of the room are a number of bedrolls and assorted personal possessions, including, strangely, a number of dressmaker's dummies, some of them child-sized. The low, haunting melody of a woman singing carries through the chamber.

New infants from Illmarsh (called fosterlings) given to the skum for fostering are kept in this chamber until they have acclimated to a subterranean lifestyle and are old enough to be moved to nurseries in the skum tunnels beneath Avalon Bay. These infants are cared for by young human women called broodmothers, who were themselves fostered, served as breeding mates to the skum, and delivered skum young. Those offspring born as skum do not require the care of their human mothers and are immediately taken away at birth. The mothers are then brought here to serve as wet nurses to newly arriving human infants. The skum guards in area **F24** are very careful to make sure that none escape, and the women, indoctrinated to lives as skum breeding slaves, are unaware that an exit to the surface even exists nearby. Broodmothers are raised since infancy to accept their existence as normal and are allowed to tend to the human babies to both appease their maternal instinct and allay any depression or aberrant thoughts of escape. They don't know where the human babies come from and don't even realize that human adults exist elsewhere, having never seen any save their fellow breeding slaves.

The ledges to the north and south are 8 feet off the ground. A row of wooden cradles, all currently empty, sit silently on the southern ledge. The northern ledge holds a cauldron hanging from a metal tripod above a sunken cooking pit and a table containing other food preparation utensils. The pit at the western end of the room is 10 feet deep and used for storage of grains and foodstuffs brought in from Illmarsh for the fosterlings. The pool of water is 30 feet deep and is full of brackish (though drinkable) water.

The women and older children normally sleep in bedrolls on the floor. Unfortunately, since the mi-go placed the colour out of space in area **F26**, it has been slowing draining the life from its surroundings, starting with the occupants of this room. Examination of the "dressmaker's dummies" reveals

them to actually be the dried and desiccated remains of a dozen adult human women and female children ranging in age from a few months to 2 years, their bodies blanched of all color and elasticity until they are little more than hard, shrunken, human-shaped shells of crumbling, parchment-like skin curled into fetal positions.

Creature: Currently crouched in the bottom of the pit is a young human woman (CN female colour-blighted human commoner¹), cradling one of the desiccated infants in her arms. She is the sole survivor of the women and children kept here, having acquired the colour-blighted template, which makes her immune to further ravages of the colour's feeding. Her age is difficult to tell because her skin is completely bleached from a lifetime of no exposure to the sun. Her hair and eyes are dull and colorless, but her entire body glows with an eerie, unnameable radiance. The woman has completely lost her mind and suffers from multiple insanities, and has forgotten even her own name. She speaks a strange, gabbling form of Common, and only talks about how happy "her baby" is and the "pretty colors down the tunnel that will make everything all better." The woman can provide little else in the way of useful information, and becomes strangely aggressive toward anyone attempting to remove her from the area or interfere with her "baby." The only way to cure her condition is to remove the colour-blighted template by restoring her drained ability scores, then by curing her insanity by means of *greater restoration*, *heal*, *limited wish*, *miracle*, or *wish*. Even when cured, the woman is of no help to the PCs. Having spent her entire life caring for infant fosterlings in the dark tunnels, she has absolutely no experience with the outside world, and would need care and guidance to fully adjust to life above ground.

Optional Sanity Loss: Seeing the woman suffering in the throes of the colour-blighted template and her own insanity, or figuring out the truth of Illmarsh's Fostering pact with the skum and the situation here (probably coupled with information gained through their investigations, such as from the Tulbys in area **E10** and Cassius Undiomedes's journal in area **F22**), the PCs must each make a DC 15 Will save or lose 2d6 points of Sanity (see the Insanity and the PCs sidebar on page 29) due to the horrific and unnatural purpose of this nursery.

Story Award: If the PCs successfully cure the woman of both the colour-blighted template and her insanities, and arrange for her care or take her under their wing themselves, award them 6,400 XP.

F26. THE COLOUR OUT OF SPACE (CR 10)

This tunnel winds for 250 feet before ending at a cavern once occupied by Iq'lothatuaa and several other skum. Those other skum are all now desiccated corpses littering the floor of this chamber, victims of its current inhabitant.

Creature: When the mi-go came to Avalon Bay and invaded the skum tunnels, they brought with them a truly alien creature from the depths of the Dark Tapestry. A shimmering, incorporeal, ooze-like radiance, the colour out of space is like nothing seen on Golarion. The mi-go placed it in these outlying tunnels to study its life cycle and effects on living creatures—namely the human broodmothers and fosterlings and their skum guards. The mi-go isolated the colour in this chamber with a “leash” made of pure force, generated by a strange, technological projector in the southern reaches of the cavern. This force leash allows the colour the full use of its aura of lassitude, disintegrating touch, and feed abilities, while enabling the mi-go to control its movements, occasionally expanding the leash to allow the colour to feed on the occupants of the fosterling nursery or contracting the leash to keep it confined in this cavern. The leash allows the colour its full range of movement within this chamber, but it cannot leave the room while so fettered.

The device that creates the leash is made out of a strange, lustrous, almost greasy metal (hardness 15, hp 100, Break DC 38). It is attached to the floor in some unknown fashion, and cannot be removed without destroying the device. It functions similarly to a *ring of force shield*, though it projects a leash of force rather than a shield. A DC 30 Spellcraft check can identify the device and its function, and it can be operated with a DC 30 Use Magic Device check (see Mi-Go Technology on page 87). The leash itself has hardness 30 and 200 hit points, and can also be destroyed with *disintegrate* or *mage's disjunction*. If the leash is turned off, or if the leash or the device is destroyed, the colour is immediately freed. Whether leashed or not, the colour attacks any living thing that enters its demesne. If unfettered, it pursues opponents wherever they might flee.

Optional Sanity Loss: The first time they see the colour out of space and realize it is an actual sentient being, the PCs must each make a DC 15 Will save or lose 1d10 points of Sanity (see the Insanity and the PCs sidebar on page 29). If they destroy this cosmic horror, however, the PCs each gain 1d4 points of Sanity because of the morale-boosting effect of the victory.

COLOUR OUT OF SPACE

CR 10

XP 9,600

hp 126 (see page 76)

Treasure: The accumulated treasures of Iq'lothatuaa and the other skum who once dwelt here consist of a set of matched +1 *cold iron rapiers*; several more pieces of fishgold jewelry worth 1,400 gp; and an old barnacle-encrusted chest, clearly dredged up from the bottom of Lake Encarthan, that holds 880 gp, 665 sp, and 2,400 cp in coinage minted in Cheliax over 300 years ago (a lost military payroll from the heyday of its empire).

F27. TUNNEL

This passage winds through the earth for miles, running beneath Illmarsh to open into the waters of Avalon Bay beneath the town's wharves (area D3). Flooded side passages also connect to the Hall of the Recondite Order of the Indomitable Sea in town (area E). About halfway down its length, the tunnel fills with water, and some means of water breathing is required to go farther.

CONCLUDING PART FOUR

Once the PCs have explored Undiomed House and the tunnels beneath it, they should have some idea about Illmarsh's dark relationship with the skum of Avalon Bay, under the leadership of the Recondite Order of the Indomitable Sea. If the PCs go to Mayor Greedle to collect their reward, he is not to be found at his office, but they can learn the location of his house from a villager with a DC 15 Diplomacy or Intimidate check. The house itself is silent and unlocked. Inside, there are signs of a violent struggle, but the mayor himself is missing. Sheriff Anders knows nothing of the mayor's whereabouts, but he promises to look into the matter. He is unaware of the deal the mayor made with the PCs, and will not pay them their promised reward. The PCs will have to find the mayor on their own if they wish to collect their reward. Mayor Greedle's fate is revealed in Part Five (see area G9).

Even if the PCs have stopped the Recondite Order, however, they now know of the skum threat that still exists beneath the waters of the bay. Likewise, evidence exists that the Dark Rider and the mysterious *Raven's Head* he was sent to collect are both in the hands of the skum. In addition, only six of the missing townsfolk were found in the Order's hall, but more than a dozen villagers have disappeared. It might be that their fate is tied to the skum as well.

For a variety of reasons, therefore, the PCs will likely be interested in investigating these submarine tunnels. Although they probably have access to spells such as *water breathing*, the PCs might also seek to hire local aid in reaching the skum lair. None of Illmarsh's unfriendly fishermen are willing to hire their boats to the PCs, but they can grudgingly recommend the PCs try to contact Horace Croon, Illmarsh's eccentric crackpot and inventor. Likewise, the PCs may remember meeting Croon earlier in the adventure, and recall that he is in possession of both a boat and some kind of underwater traveling device. If the PCs don't seek out Croon on their own, feel free to have the inventor approach them, perhaps seeking their aid in a final test of his submersible. If the PCs go to talk to Horace Croon (or Croon comes to them), go to Event 5 below.

EVENT 5: THE RETURN OF CROON

After leaving Undiomed House, the PCs can find Horace Croon at his combination house and workshop (area D10).

If told of the PCs' discoveries, he grimaces in shock and horror, and finally breaks down in tears. Croon tells the PCs that he has known of the custom of fostering for years—his own younger sister was fostered when he was a small boy, in fact—but he never guessed the truth of what was occurring. He says that he has long suspected a race of aquatic creatures dwell at the base of the Tern Rocks out in Avalon Bay and now realizes that they and the Neighbors are one and the same. With what he now knows, he can let this travesty go no further and begs the PCs to help him rid Illmarsh of this foul taint.

Fortunately, Croon has constructed several pieces of equipment that will allow the PCs to do just that. He has finally completed his “subaqueous exploration and research vessel”—a submersible capable of safely transporting up to four people to the very bottom of the lake at the Tern Rocks—and he offers the PCs use of it so the truth of the Neighbors can be discovered and, he now hopes, destroyed.

Croon wants nothing more than for the PCs to accompany him back to the Lonely Quay where his trawler, the *Isinglass*, is moored with the submersible aboard. Croon agrees to allow the PCs a day to rest and recuperate, if needed, but states that any more than that risks the skum discovering their meddling and striking back preemptively. You can also use Croon to fill in any knowledge gaps that the PCs have about the history of Illmarsh and its current circumstances. He does not know about the mi-go and does not know the true nature of the Watcher in the Bay (he has not seen it himself and assumes it to be only superstitious rumor). If necessary, he can offer up to 5,000 gp to the party (earned from selling his inventions over the years) if they go to the bottom of Lake Encarthan and take on this deadly scourge that has taken control of his town.

Even if the PCs don't reveal to Croon what they know, and instead come to him for help, he is happy to assist them, as it gives him the chance to test his newly completed device.

PART FIVE: BENEATH THE TERN ROCKS

The adventure assumes that the PCs contact Horace Croon and use his submersible to reach the submerged skum tunnels at the bottom of Avalon Bay. If the PCs are not working with Croon and make their own way to the Tern Rocks, modify the following descriptions and encounters accordingly.

Horace Croon's trawler, the *Isinglass* (now repaired if it was wrecked earlier in the adventure), waits to cast off at the Lonely Quay (area A). If not already with the PCs, Croon



Horace Croon's Submersible

is aboard, making final preparations. Atop the ship's deck sits the now-uncovered submersible, a fish-shaped iron and brass construction 8 feet in diameter suspended above the deck by a thick chain hanging from a boom attached to the mast.

As the *Isinglass* sets sail for the Tern Rocks, a steady rain begins to fall from the overcast sky, but the waters are calm, allowing Croon to sail the trawler the 5 miles to the Tern Rocks with minimal assistance from the PCs. During the trip, a DC 20 Perception check catches sight of a mass of tentacles and what looks like matted hair emerging from the water far to port, only to quickly disappear beneath the waves again. This is another glimpse of the Watcher in the Bay but provides no further clues as it cannot be located thereafter.

As the Tern Rocks near, Horace maneuvers the *Isinglass* near to the spot where condemned criminals are left to die (see area B). If Cartus Scrint was not freed earlier, he still hangs limply from his manacles in water up to his chin, but he is long dead, and the portions of his body below the water line are missing where something has torn them away, leaving only the upper torso to hang in chains. Tiny crabs now feed on what is left of the unfortunate man.

Croon anchors the *Isinglass* a few dozen yards away from the Tern Rocks and explains the workings of his submersible to the PCs. The device is approximately 8 feet in diameter, fashioned of riveted iron plates reinforced with brass fittings (hardness 10, hp 240, Break DC 50), with a 3-foot-

diameter circular window on each side (the fish's "eyes"). Though the submersible looks like a fish, this is only an outer shell surrounding an iron, bell-shaped passenger chamber. A thick, double-layer, canvas air hose (hardness 2, hp 25, Break DC 15) sealed with a mixture of whale oil and alchemical reagents runs from a crank-operated air pump on the trawler into the top of the device. Passengers enter and exit the submersible through a 3-foot-diameter opening in the center of the floor mouth. As long as the craft remains vertical, the air pressure prevents water from entering and flooding the interior of the bell. Without pumping, the interior holds enough air for four people for 30 minutes, or for two people for 60 minutes. If the air pump is being operated, then sufficient air is provided constantly through the inner hose, and stale air exits back up to the ship through the outer layer of the hose.

Inside, a lantern containing a *continual flame* hangs from the ceiling to provide illumination, though it must be shuttered if passengers inside want to look out through the windows into the water. A bench runs around the perimeter of the open hatch for seating. Two Medium-sized creatures can sit comfortably inside the submersible, or four can squeeze inside, but with four inside, all occupants are considered to be squeezing (–4 penalty on attack rolls, –4 penalty to AC). These penalties can be removed by simply exiting the vessel into open water.

Croon states that he will remain aboard the *Isinglass* to lower the submersible and operate the air pump. He has designed an ingenious winch that allows a single person manipulating the boom to swing it over the edge of the boat and raise or lower the submersible. A thin wire runs up along the air hose and attaches to a bell on the boom. Croon instructs the PCs to pull the wire and ring the bell once when they are exiting the submersible and no longer need the air pump going, ring it twice to resume pumping air, and ring it three times to haul the submersible back up to the ship. The PCs can leave someone aboard the *Isinglass* to help if they wish, but it is not necessary (Croon demonstrates that he is a fairly skilled alchemist and can take care of himself with bombs and other surprises in case he is attacked). Croon explains that it will take 10 minutes to lower the submersible to the floor of the lake near the rocks. During that time he will not be able to also pump air, but he assures the PCs that the device will have more than enough air for the descent. He will resume pumping as soon as it reaches bottom. The trip back up to the boat will require almost an hour. He will bring the submersible halfway up and then resume working the air pump for several minutes to refresh their air supply before hauling them the rest of the way up.

Croon's observations and calculations have determined that the Neighbors dwell in a series of tunnels at the base of the rocks 400 feet below. He believes that the tunnels

must be at least partially air-filled, as large clusters of air bubbles break the surface of the water near the rocks at regular intervals as some of that air escapes.

When the PCs reach the lake bottom in the submersible, Croon advises them to disembark as quickly as possible and make their way while holding their breath and enduring the water pressure to the nearest entrance. While the PCs may have means of breathing water, Croon provides each PC with a waxed and sealed leather scroll tube that contains a single breath of air with which they can replenish the air in their lungs. Carefully opening the case and inhaling its contents is a full-round action that provokes attacks of opportunity.

INTO THE BLUE (CR 10)

If they have no questions for Croon, the PCs can enter the submersible and begin their descent. If the PCs have the *helm of underwater action* from area **F23** or other similar magic, it is possible that one or more PCs may want to descend outside the submersible to keep an eye out. Keep in mind, however, that neither the helm nor magic such as *water breathing* protects characters from the dangers of water pressure, though *freedom of movement* does. Anyone not so protected takes 1d6 points of damage per minute for every 100 feet below the surface. A DC 15 Fortitude save (+1 for each previous check) protects from damage for that minute (see pages 432–433 and page 445 of the *Pathfinder RPG Core Rulebook* for more details on underwater combat and the dangers of underwater adventuring).

The interior of the submersible is dark and cramped and soon grows almost intolerably hot and stuffy as it is lowered ever deeper. The windows go from light gray to dark gray to almost black as the depths cut off the light from the dull sky above. The metal shell groans and pops from the immense weight of the water pushing from all sides, but it seems to hold together.

As the submersible descends, the dark water below gradually lightens again until it reveals an amazing and terrifying sight. On the muddy floor of the lake at the very base of the rocky islands rests a great dome of dully shining gray metal. Its construction makes Horace Croon's wondrous invention seem clunky and primitive. Seams run up the dome's sides to its apex, sprinkled with glowing lights whose dim blue radiance gives the entire scene an *otherworldly appearance*.

The dome just visible to the PCs is the mi-go laboratory dome (area **G11**), a construction added to the skum tunnels by the fungal invaders.

Creature: Two hundred feet down, halfway to the bottom, the PCs are accosted by a red and black gutaki sorcerer named Dhauggota. Fervent followers of Dagon, gutaki are intelligent variants of normal devilfish, and have warred with the aboleths for ages. Originally from the crushing

depths of the Arcadian Ocean, Dhauggota passed through a magical portal into the waters of Lake Encarthan, where the aquatic adaptation of her sorcerer bloodline has allowed her to survive in the lake's shallower depths. She long ago made contact and allied with the Dagon-worshipping skum of Avalon Bay, but with the arrival of the mi-go, she now feels the skum have turned their back on their demonic patron. Dhauggota assumes the PCs are allies of the skum or mi-go and attacks them for their heresy. She begins by casting *summon monster IV* to summon 1d3 fiendish sharks or electric eels (these gain a +1 bonus on attack and damage rolls because of Dhauggota's bloodline arcana) to attack the submersible. Dhauggota herself unleashes her unholy blood cloud into the submersible and then attacks those within with her spells. If the PCs are crowded inside the submersible, play up the cramped and claustrophobic feel of the battle as well as the possible utter lack of light (if the lantern remains shuttered), and the difficulty of effectively combating the horror intruding through the well at the bottom of the craft. In addition, the violent motions of the gutaki and her summoned minions cause the device to tip slightly so that some of its air escapes and a bit of water intrudes, to a depth of a couple inches.

Dhauggota

DHAUGGOTA

CR 10

XP 9,600

Female gutaki (variant devilfish) sorcerer 8 (*Pathfinder RPG Bestiary* 2 88, *Pathfinder* #7 81)

NE Large magical beast (aquatic)

Init +9; **Senses** low-light vision, see in darkness; Perception +10

DEFENSE

AC 24, touch 15, flat-footed 19 (+4 armor, +1 deflection, +5 Dex, +5 natural, -1 size)

hp 128 (13 HD; 5d10+8d6+73)

Fort +12, **Ref** +13, **Will** +10

Resist cold 10

OFFENSE

Speed 10 ft., swim 40 ft., jet 240 ft.

Melee tentacles +10 (3d6+3 plus grab)

Space 10 ft.; **Reach** 15 ft.

Special Attacks dehydrating attack* (1d6+4, 6/day), savage bite

(+10 melee, 2d6+3/18-20 plus poison), unholy blood (DC 16)

Bloodline Spell-Like Abilities (CL 8th;

concentration +11)

6/day—dehydrating attack* (1d6+4)

Sorcerer Spells Known (CL 8th; concentration +11)

4th (3/day)—*summon monster IV*

3rd (6/day)—*aqueous orb** (DC 16), *lightning bolt* (DC 16), *ray of exhaustion* (DC 16)

2nd (7/day)—*blur*, *darkness*, *scorching ray*, *slipstream** (DC 15)

1st (7/day)—*chill touch* (DC 14), *expeditious retreat*, *hydraulic push**, *mage armor*, *magic missile*, *shocking grasp*

o (at will)—*acid splash*, *bleed* (DC 13), *detect magic*, *mage hand*, *ray of frost*, *read magic*, *resistance*, *touch of fatigue* (DC 13)

Bloodline Aquatic*

TACTICS

Before Combat Dhauggota casts *blur* and *mage armor* before entering combat.

During Combat Dhauggota targets opponents with *lightning bolt* and other ranged spells. If a foe in the water appears to be unable to breathe or swim well, she targets it with *ray of exhaustion* before moving in to attack with her tentacles and savage bite.

Morale Dhauggota flees into the depths of the lake using her jet ability if reduced to fewer than 30 hit points.

STATISTICS

Str 14, **Dex** 20, **Con** 19, **Int** 12, **Wis** 12, **Cha** 17

Base Atk +9; **CMB** +12 (+16 grapple); **CMD** 28 (can't be tripped)

Feats Combat Casting, Combat Reflexes, Eschew Materials, Great Fortitude, Improved Initiative, Iron Will, Lightning Reflexes, Silent Spell, Toughness

Skills Knowledge (arcana) +10, Knowledge (planes) +4, Perception +10, Spellcraft +10, Stealth +13, Swim +16, Use Magic Device +12

Languages Abyssal, Aklo, Aquan, Common

SQ aquatic adaptation*, bloodline arcana, water dependency

Other Gear headband of alluring charisma +2, ring of protection +1

SPECIAL ABILITIES

Poison (Ex) Savage bite—injury; *save* Fort DC 16; *frequency* 1/round for 6 rounds; *effect* 1d2 Str; *cure* 2 consecutive saves.

* See the *Advanced Player's Guide*.

THE SKUM TUNNELS (CR 10)

The submersible comes to rest 400 feet below the surface at the very base of the Tern Rocks and then hoists upward 5 feet to allow room for the PCs' egress. Croon leaves it in that position until signaled otherwise. There are dozens of tunnels under Avalon Bay inhabited by the skum, but in the dim light of the dome, a cloud of bubbles can be seen escaping from a cleft in the rocks. This is the air-filled tunnel Horace spoke of that bores into the Tern Rocks. To reach the tunnel entrance, the PCs must cross 100 feet of lake bottom. Unless they have a Swim speed, the PCs can walk across the lake bottom at half speed (or swim above it with a DC 10 Swim check at quarter speed). At this depth, the pressure of the water deals 4d6 points of damage per minute unless a DC 15 Fortitude save (+1 for each previous check) is made. A second entrance to the skum tunnels exists a little more than 100 feet south of the visible entrance, but it is concealed by a secret door, and can only be found with a DC 30 Perception check while searching that area (see area G7).

Creatures: The mi-go that now control the skum tunnels have set skum sentries around their dome. They are not particularly alert or motivated, but each round that the PCs spend outside the submersible, there is a cumulative

25% chance that the sentries notice them and attack. The skum do not follow the PCs into the tunnels, but they will enter the submersible to attack if the PCs retreat back to it, while others bang on the outside and attack the air hose.

SKUM SENTRIES (6)

CR 5

XP 1,600 each

Male skum ranger 3 (*Pathfinder RPG Bestiary* 253)

CE Medium monstrous humanoid (aquatic)

Init +2 (+4 underwater); **Senses** darkvision 60 ft.; Perception +8 (+14 underwater)

DEFENSE

AC 19, touch 12, flat-footed 17 (+5 armor, +2 Dex, +2 natural)

hp 60 each (5d10+33)

Fort +8, **Ref** +8, **Will** +4

Resist cold 10

OFFENSE

Speed 15 ft., swim 30 ft.

Melee mwk trident +11 (1d8+4), bite +7 (1d6+2), claw +7 (1d6+2) or bite +9 (1d6+4), 2 claws +9 (1d6+4)

Ranged mwk trident +9 (1d8+4)

Special Attacks combat style (natural weapon*), favored enemy (humans +2)

TACTICS

During Combat The skum use Power Attack, and focus their attacks on opponents that aren't comfortable in the water.

Morale Under the control of the mi-go, the skum fight to the death to defend their tunnels.

STATISTICS

Str 19, **Dex** 15, **Con** 20, **Int** 12, **Wis** 10, **Cha** 4

Base Atk +5; **CMB** +9; **CMD** 21

Feats Endurance, Improved Natural Attack (claw), Multiattack⁸, Power Attack, Toughness, Weapon Focus (trident)

Skills Intimidate +5, Knowledge (nature) +9, Knowledge (religion) +2, Perception +8 (+14 underwater), Stealth +7 (+13 underwater), Survival +8 (+10 underwater), Swim +17

Languages Aboleth, Abyssal, Common

SQ amphibious, favored terrain (water +2), track +1, wild empathy +0

Gear masterwork scale mail, masterwork trident

* See the *Advanced Player's Guide*.

G1. SEALOCK

A dim glow emanates from the mouth of this shallow cave. At the back of the fissure, a lens of rippling glass covers a circular opening eight feet in diameter. The transparent lens provides a distorted view of a dimly lit cave behind it that appears to be free of water.

The "glass" lens is actually a skum adaptation of ancient aboleth magic that creates a watertight seal across entrances. The lens is a force effect, functioning as



a *wall of force* in terms of how it is affected by attacks. It feels rubbery and warm to the touch, and an individual can push through it as a move action, moving in either direction. The lens envelops the character as she passes through and seals behind her so water doesn't flood the tunnels. Every 30 minutes, the air pressure built up behind the lens is released in a small burst of bubbles.

G2. ENTRANCE CAVE (CR 10)

Intricate carvings cover the slimy green and black stone walls of this unlit chamber. The walls and ceiling are damp, and the air reeks with a repulsive, fishy smell.

Once a common room for the skum of these tunnels, the mi-go have moved the regular skum activities out of this chamber and left it empty.

Creatures: Three rounds after the PCs enter the chamber, two dimensional shamblers use *dimension door* to

teleport in from the other tunnels. Originally summoned by the skum, the creatures are now controlled by the mi-go, and guard the newly subjugated skum. The shamblers immediately attack any intruders and fight to the death.

Optional Sanity Loss: The first time they see a dimensional shambler, the PCs must each make a DC 15 Will save or lose 2d4 points of Sanity (see the Insanity and the PCs sidebar on page 29).

DIMENSIONAL SHAMBLERS (2)

CR 8

XP 4,800 each

hp 94 each (see page 80)

G3. CHAMBERS OF THE FISH-WIVES (CR VARIES)

Patches of phosphorescent lichen growing on the damp ceiling provide a dim light in this stone chamber, and the walls are decorated with disturbing carvings. Mounds of soggy seaweed have been gathered into nests or beds upon the floor.

These chambers served as the quarters of the Illmarsh fosterlings of breeding age. With the coming of the mi-go, all of the women kept here were moved to the fosterling nursery beneath Undiomed House, where they fell prey to the colour out of space. The carvings on the walls depict ichthyic humanoids (skum) in the midst of various graphic and disturbing mating acts with what are obviously human women. The seaweed mounds are beds and cradles for new offspring. In fact, a hand-knitted baby blanket can be found in one of the nests, left behind by one of the Illmarsh women. If examined, it is found to still hold a few tiny scales, as if some sort of fishy thing were once wrapped in it.

Optional Sanity Loss: The discovery of the baby blanket combined with the graphic wall carvings provides more details of the horrible fostering traditions of Illmarsh. This realization causes the loss of 1d6 points of Sanity each unless the PCs make DC 15 Will saves (see the Insanity and the PCs sidebar on page 29).

Creatures: These chambers now function as holding cells for those skum subject to the mi-go's brain experiments. Many of the skum have had the top of their heads removed, exposing brains engorged by mi-go surgical experimentation and modification. There are a total of 14 skum sentries in these chambers; any given room has a 50% chance of containing 3d4 skum. The skum sit listlessly in these rooms until disturbed, at which point they lumber to their feet and attack in a blind rage.



Skum Sentry

SKUM SENTRIES (14)

CR 5

XP 1,600 each

hp 60 each (see page 48)

G4. ORACLE OF THE DARK TAPESTRY (CR 10)

The damp walls of this dark cavern display a bewildering variety of obscure and esoteric symbols painted in bright, clashing colors and pigments.

A DC 25 Knowledge (arcana) or (religion) check recognizes the symbols on the walls as relating to the myriad gods and beings of the Dark Tapestry, painted here by the chamber's bizarre, alien occupant.

Creature: An intelligent, alien fungus creature named Ogg'gggol currently inhabits this room. A native of the planet Aucturn, this cerebriic fungus was picked up by the mi-go on their way to Golarion. The mi-go soon discovered that Ogg'gggol is an oracle of the Dark Tapestry, and have adopted it as a sort of mascot. The mi-go eagerly listen to Ogg'gggol's telepathic whispers, believing it has a direct link to their alien god Shub-Niggurath and other beings that lurk both within and beyond reality.

The cerebriic fungus looks like a large fungal brain atop five ropy legs, encrusted with fungal shelves. A wide mouth with chitinous teeth gapes on top of its body, and two long tendrils lash the air above it. The cerebriic fungus constantly projects a confusing welter of illusory images drawn telepathically from the minds of those around it, making its true form and nature difficult to determine.

Ogg'gggol is not immediately hostile to the PCs. When they first enter the room, the fungus approaches them curiously, scanning them with *detect thoughts* to learn more information about them, all the while projecting its unsettling appearance. At first, Ogg'gggol attempts to communicate with the PCs, but its alien mind makes it virtually impossible to communicate with normally. It barrages the PCs with nonsensical telepathic questions such as "How do crustaceans propagate with barns?", "Why are three ears better than seven?", and "What is the orbital declension of the Lilac Star when sea snails cry beryllium tears?" When it finds their answers unsatisfactory, or if assaulted, Ogg'gggol responds by attacking the PCs.

Ogg'gggol CR 10

XP 9,600

Cerebriic fungus oracle 9 (*Advanced Player's Guide* 42, *Pathfinder Society Scenario #35: Voice in the Void* 16)

N Medium plant

Init +5; **Senses** darkvision 60 ft., low-light vision; Perception +23

Aura unsettling appearance (60 ft., DC 17)

DEFENSE

AC 26, touch 15, flat-footed 25 (+6 armor, +3 deflection, +1 Dex, +1 insight, +5 natural)

hp 119 (13d8+61); fast healing 2

Fort +12, **Ref** +5, **Will** +14; +4 vs. disease

Defensive Abilities otherworldly mind; **Immune** disease, plant traits, sickened; **Resist** cold 5

Weaknesses vulnerable to light, sonic

OFFENSE

Speed 30 ft.

Melee bite +12 (1d6+3), 2 tendrils +10 (1d4+1 plus pull)

Space 5 ft.; **Reach** 5 ft. (15 ft. with tendrils)

Special Attacks pull (tendrils, 5 ft.), star-shriek

Spell-Like Abilities (CL 4th; concentration +9)

Constant—*detect thoughts* (DC 17)

At will—*touch of madness* (DC 17)

3/day—*calm emotions* (DC 17), *touch of idiocy* (DC 17)

Oracle Spells Known (CL 9th; concentration +14)

4th (5/day)—*black tentacles*, *divine power*, *inflict critical wounds* (DC 19), *spiritual ally**

3rd (7/day)—*blindness/deafness* (DC 18), *inflict serious wounds* (DC 18), *invisibility purge*, *searing light*, *tongues*

2nd (7/day)—*bull's strength*, *dust of twilight** (DC 17), *hold person* (DC 17), *inflict moderate wounds* (DC 17), *resist energy*, *silence* (DC 17)

1st (8/day)—*command* (DC 16), *divine favor*, *entropic shield*, *inflict light wounds* (DC 16), *obscuring mist*, *sanctuary* (DC 16), *shield of faith*

o (at will)—*bleed* (DC 15), *detect magic*, *guidance*, *light*, *read magic*, *resistance*, *stabilize*, *virtue*

Mystery Dark Tapestry (*Ultimate Magic* 54)

TACTICS

Before Combat Ogg'gggol activates its cloak of darkness and casts *bull's strength*, *entropic shield*, and *shield of faith* before combat.

During Combat If attacked, Ogg'gggol looses its star-shriek before casting *spiritual ally* and *black tentacles*. It continues attacking with its spells and oracle revelations as long as it can. If forced into melee combat, Ogg'gggol casts *divine favor* and attacks with its tendrils, pulling opponents closer to bite or hit with touch attacks.

Morale Ogg'gggol has never experienced death, so it fights until killed to savor the new experience.

STATISTICS

Str 16, **Dex** 12, **Con** 16, **Int** 18, **Wis** 24, **Cha** 20

Base Atk +9; **CMB** +12; **CMD** 26 (32 vs. trip)

Feats Combat Casting, Eschew Materials, Extra Revelation*, Great Fortitude, Improved Initiative, Multiattack, Toughness

Skills Diplomacy +17, Knowledge (arcana) +20, Knowledge (planes) +20, Knowledge (religion) +14, Perception +23, Sense Motive +23, Spellcraft +20, Stealth +19

Languages telepathy 100 ft.

SQ oracle's curse (wasting), revelations (brain drain [9d4, DC 19, 2/day], cloak of darkness [+6/+4, 9 hours/day], interstellar void [9d6 DC 19, 1/day], read the tapestry)

Gear dusty rose prism ioun stone, ring of sustenance

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Upon closer examination, the bones and carcasses in the chamber can be identified as a mixture of skum and human with successful DC 12 Knowledge (local) and Knowledge (nature) checks.

Creature: Another experiment of the mi-go inhabits this cave—a gug that has gained strange mental powers as a result of mi-go brain modification, becoming a gug savant. The mi-go feed the gug the bodies of some of their failed experiments, taken from the ranks of the skum and the humans from Illmarsh. The gug attacks any intruders, pursuing them throughout the tunnels if need be.

Optional Sanity Loss: When they encounter the gug, the PCs must each make a DC 15 Will save or lose 1d10 points of Sanity (see the Insanity and the PCs sidebar on page 29).

GUG SAVANT CR 11

XP 12,800

Variant gug (*Pathfinder RPG*)

Bestiary 2 151)

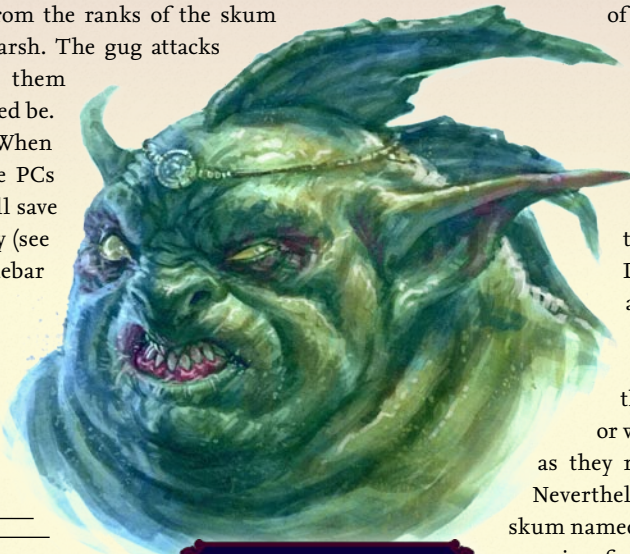
hp 127

TACTICS

Before Combat The gug casts *invisibility* when it hears intruders approaching its cave.

During Combat Once the PCs are inside the cavern, the gug casts *spike stones* to hinder them as it moves forward to attack with its rending claws and bite.

Morale The gug fights to the death.



Zhabh-boath

The skum used this area as a shrine to their patron demon lord, whom they refer to as Father Dagon. A DC 15 Perception check notices that the carvings on the walls actually consist of two different types of symbols, one of which have been recently inscribed on top of older carvings. A DC 20 Knowledge (religion) check recognizes the older carvings as symbols dealing with the worship of Dagon, and the statue as a representation

of Dagon himself. Another DC 20 Knowledge (religion) check identifies the newer carvings as symbols of the Outer God Shub-Niggurath.

Creatures: When the mi-go invaded the skum tunnels, the skum cult of Dagon suffered a serious blow, as the mi-go captured and extracted the brains of most of the cabal's priests. In truth, the alien fungi do not care who or what the skum worship, as long as they remain peacefully subjugated. Nevertheless, the current high priest, a skum named Zhabh-boath, wasted no time swearing fealty to the mi-go when he saw the fate of his predecessors. Zhabh-boath immediately converted to the worship of

the mi-go's alien god Shub-Niggurath, and has slowly been converting Dagon's shrine into one dedicated to the Black Goat of the Woods With a Thousand Young. The only reason Dagon's statue still stands in the shrine is that Zhabh-boath has yet to find one of Shub-Niggurath to replace it. Zhabh-boath is a blubbery specimen whose scaly hide is tattooed with images of writhing tentacles. He is accompanied by two skum sentries he has commandeered to help convert the shrine. They attack any outsiders entering the shrine.

SKUM SENTRIES (2) CR 5

XP 1,600 each

hp 60 each (see page 48)

ZHABH-BOATH CR 10

XP 9,600

Male skum cleric of Shub-Niggurath 9 (*Pathfinder RPG*)

Bestiary 253)

CE Medium monstrous humanoid (aquatic)

Init +2; **Senses** darkvision 60 ft.; Perception +12

DEFENSE

AC 25, touch 15, flat-footed 23 (+8 armor, +3 deflection, +2 Dex, +2 natural)

hp 115 (11 HD; 2d10+9d8+64)

G7. POSTERN SEALOCK

Blocked to the east and west by lenses of force similar to the one in area G1, this chamber provides an alternative entrance to or exit from the skum tunnels. The entire room is flooded with water as a security precaution, though the sealocks form a watertight seal. Past the eastern sealock, a secret door leads to the lakebed outside. Easily visible from the inside, the secret door requires a DC 30 Perception check to notice from the outside.

G8. SHRINE OF FATHER DAGON (CR 11)

The corridor widens into a large cavern here. To the northeast stands a statue carved of green and black stone, depicting a nightmarish creature that is neither fish nor eel nor octopus, yet contains features of all three and more. The walls around the statue have been decorated with hundreds of varieties of inlaid shells and pieces of strange reddish gold, amid profane symbols carved into the rock. To the southwest, a grime-encrusted mace sits atop a stone pedestal.

Fort +12, **Ref** +8, **Will** +12

Resist cold 10

OFFENSE

Speed 20 ft., swim 40 ft.

Melee mwk dagger +15/+10 (1d4+6/19–20), bite +12 (1d6+3), claw +14 (1d6+4/19–20) or bite +14 (1d6+6), 2 claws +16 (1d6+7/19–20)

Ranged mwk dagger +11 (1d4+6/19–20)

Special Attacks channel negative energy 3/day (DC 14, 5d6), chaos blade (4 rounds, 1/day), it came from beyond*, part the veil* (4/day)

Domain Spell-Like Abilities (CL 9th; concentration +12) 6/day—touch of chaos

Cleric Spells Prepared (CL 9th;

concentration +12)

5th—*flame strike* (DC 18), *summon monster* V^D

4th—*chaos hammer*^D (DC 17), *divine power*, *summon monster* IV

3rd—*bestow curse* (DC 16), *dispel magic*, *fly*^D, *searing light*, *summon monster* III

2nd—*bull's strength*, *death knell* (DC 15), *instant armor***^{*}, *resist energy*, *spiritual weapon*, *summon monster* II^D

1st—*bane* (DC 14), *command* (DC 14), *doom* (DC 14), *obscuring mist*, *protection from law*^D, *shield of faith* o (at will)—*bleed* (DC 13), *detect magic*, *guidance*, *resistance*

D Domain spell; **Domains** Chaos, Void (Dark Tapestry subdomain*)

TACTICS

Before Combat Zhabh-boath casts *bull's strength* and *shield of faith*, and drinks a *potion of cat's grace* before combat. He also casts *instant armor* to summon a +4 *chain shirt*.

During Combat On the first round of combat, Zhabh-boath casts *summon monster* V to summon an advanced Large water elemental using his it came from beyond domain power. He continues summoning creatures to aid his skum, and casts ranged spells while trying to stay out of hand-to-hand combat. If forced into melee, Zhabh-boath casts *spiritual weapon* and *divine power*, fighting opponents with his bite and claws.

Morale Zhabh-boath tries to flee the skum tunnels when reduced to fewer than 50 hit points.

STATISTICS

Str 22, **Dex** 14, **Con** 18, **Int** 10, **Wis** 16, **Cha** 10

Base Atk +8; **CMB** +14; **CMD** 29

Feats Great Fortitude, Improved Critical (claw), Improved Natural Attack (claw), Multiattack^B, Power Attack, Toughness, Weapon Focus (claw)

Skills Intimidate +9, Knowledge (religion) +9, Perception +12 (+16 underwater), Stealth +6 (+10 underwater), Swim +22

Languages Aboleth, Common

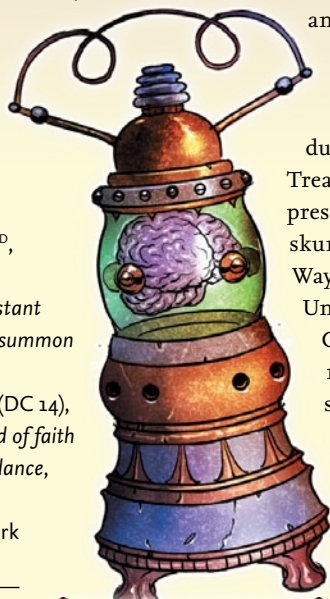
SQ amphibious

Combat Gear *potions of cat's grace* (2); **Other Gear** masterwork dagger, *amulet of mighty fists* +1, fishgold jewelry worth 750 gp, unholy symbol of Shub-Niggurath

SPECIAL ABILITIES

* The Void domain is presented on page 217 of *The Inner Sea World Guide*. The Dark Tapestry subdomain is presented on page 62 of this volume.

** See the *Advanced Player's Guide*.



Brain Cylinder

Treasure: If pried from the walls, the inlaid shells and fishgold are worth a total of 1,200 gp. The grime-encrusted mace is in fact an ancient weapon from Ustalav's history known as *Raven's Head*, lost in the depths of Lake Encarthan during the wars against the Whispering Tyrant. Treated with *unguent of timelessness*, the mace lay preserved in the mud of the lake bottom until the skum of Avalon Bay recovered it for the Whispering Way in exchange for the stolen *Face of Dagon*. Unfortunately for the Whispering Way, neither Gaster Lucas nor the Dark Rider was able to make the exchange before falling victim to the slugspawn and mi-go, respectively, so the mace was left in the hands of the skum.

G9. BRAIN ARCHIVE

In contrast to the other chambers in these tunnels, the straight walls and level floors of this rectangular room display clear signs of worked stone. Strange copper and glass canisters are arranged along all four walls, sitting atop stone pedestals. More than half of the canisters hold disembodied brains suspended within some bluish fluid.

The mi-go built this chamber to store the brain cylinders housing the many brains they extracted from the skum and the people of Illmarsh. Out of the 23 brain cylinders in the archive, 14 of them hold living brains, awaiting transport to the mi-go's home planet for further questioning. Five of the brains are skum, and nine of the brains are humans—the last of the missing Illmarshers, including the two villagers and the fosterling woman whose bodies are being disposed of in area **G10**. The final human brain is that of Mayor Early Greedle (his brainless body is also in area **G10**). If the PCs try to communicate with any of the brains, a DC 30 Use Magic Device check allows them to operate the cylinders' voice modulators (see *Mi-Go Technology* on page 87). Mayor Greedle's brain has gone insane as a result of his horrific experiences, but he can still communicate and can be used to fill any

holes left in the PCs' investigations. Likewise, additional information can be gleaned from one of the skum, a former leader of the cabal whose ill-advised summoning attempts at Undiomed House first attracted the attention of the mi-go, and who later helped come up with the plan to introduce slugspawn into both the skum and human populations of Illmarsh. Both Mayor Greedle and the skum are also aware of the mi-go's plan to summon forth the Outer God Shub-Niggurath by accelerating the maturation of one of her moits into a dark young of Shub-Niggurath (see The Final Rapture on page 57). All of the other brains stored here have succumbed to madness and eagerly await their trip into the Dark Tapestry.

Optional Sanity Loss: The realization that the canisters hold the still-living, thinking brains of the people of Illmarsh requires each PC to make a DC 15 Will save or lose 2d3 points of Sanity (see the Insanity and the PCs sidebar on page 29).

G10. GARDEN GROTT0 (CR 10)

This vast grotto is aglow with dim light in a dozen different shades. All manner of strange and unearthly lichens, fungi, and less identifiable plants grow upon a compost of foul-smelling black soil in a riotous tangle.

The exotic plant life in this cavern both provides dim illumination and replenishes the oxygen in the small tunnel system. The compost is composed of scum from the bottom of the lake, dead plant life, and the decomposing remains of dead creatures. A DC 18 Perception check notices that a portion of the western wall is formed of unnaturally smooth stone, as if it were melted and then reshaped like putty. This was once an exit leading to other tunnels that the mi-go sealed with one of their fantastic devices. A wall of stone 30 feet thick now stands between this grotto and the tunnels that once joined it. The eastern exit is a sealock identical to that in area G1.

A strange metal device stands in the middle of the room, with a wide aperture at one end and a bloody, befouled opening of smaller size at the other. This device is basically the mi-go equivalent of a wood chipper, used to render corpses and failed organic experiments into compost. Stacked beside the corpse shredder are three skum bodies and four human bodies—the latter consisting of three males and one female. All have had the tops of their heads cut away and their brains carefully removed with surgical precision. The woman is a fosterling with pale, translucent skin and wide, sightless eyes, who had never set foot outside the skum tunnels in her life. The three men are obviously from the village; one is immediately recognizable as Mayor Early Greedle.

RAVEN'S HEAD

This weapon is an important part of Ustalavic and Pharasma history and is immediately recognized by any priest of Pharasma, granting the bearer a +4 circumstance bonus on Diplomacy checks with such individuals.

RAVEN'S HEAD (MINOR ARTIFACT)

Aura strong conjuration (healing); CL 20th

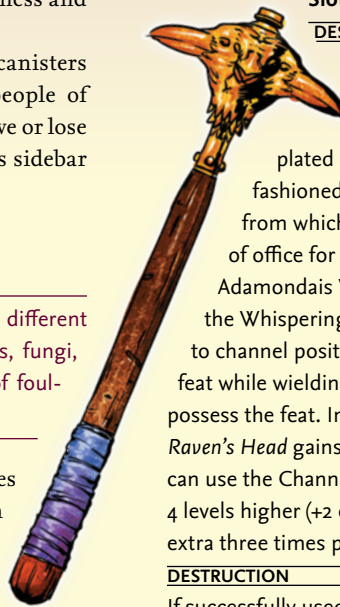
Slot none; Weight 8 lbs.

DESCRIPTION

Holy to the faith of Pharasma and imbued with the power of all the bishops of Ustalav, this gold-plated +3 *undead bane heavy mace* has a head fashioned into the shape of four ravens' heads, from which it gets its name. It was the symbol of office for the Bishop of Caliphas until Prince Adamondais Virholt lost the mace in battle against the Whispering Tyrant. A character with the ability to channel positive energy gains the Channel Smite feat while wielding *Raven's Head*, if she does not already possess the feat. In the hands of a cleric of Pharasma, *Raven's Head* gains the *disruption* quality, and the wielder can use the Channel Smite feat as if she were a cleric of 4 levels higher (+2 on the DC and +2d6 damage) and an extra three times per day.

DESTRUCTION

If successfully used as a component in the creation of a lich, *Raven's Head's* power is broken forever.



Like the others, his brain has been removed, and now resides in the brain archives (area G9).

Creatures: Two mi-go scientists and a dimensional shambler currently stand next to the mi-go corpse shredder. They attack any intruders who enter the grotto. One of the mi-go carries a mist projector with 18 charges remaining (see Treasure on page 56), while the other attempts to grapple and use its evisceration ability. Meanwhile, the dimensional shambler attempts to grapple foes and push them into the corpse shredder, which automatically activates whenever anything is pushed into its feed chamber. Any creature of Medium size or smaller that enters the corpse shredder's square (whether willingly or unwillingly) is subjected to a grapple check from the shredder (CMB +19; CMD 30). If it succeeds, the creature is drawn into the shredder, which deals 10d6 points of damage per round. A creature



Mi-Go

inside the shredder keeps the grappled condition, but it can try to escape the grapple normally or try to cut its way free with any light slashing or piercing weapon (AC 15, hardness 10, hp 20). Once turned on, the shredder remains activated until anything inside it is reduced to 0 hit points and is fully shredded. The only way to stop it prematurely is to damage the shredder beyond repair (AC 2, hardness 10, hp 200). Any equipment carried by a creature killed by the shredder is ruined.

DIMENSIONAL SHAMBLER

CR 8

XP 4,800

hp 94 (see page 80)

Mi-Go (2)

CR 6

XP 2,400 each

hp 66 each (see page 86)

Treasure: Besides the mi-go mist projector, there is nothing else of value in this room. The corpse shredder is firmly attached to the floor and cannot be removed without destroying it.

Mi-Go Mist Projector

Aura moderate evocation; CL 10th

Slot none; Price 22,500 gp; Weight 8 lbs.

DESCRIPTION

This strange device appears to be a twisted rod crafted of some unknown alloy of metal and crystal. The device requires two hands to use. When activated, the mist projector discharges a 60-foot cone of supercooled mist.

This functions as *cone of cold*, dealing 10d6 points of cold damage to all creatures in the area (DC 17 Reflex save for half). Once fired, a cloud of mist persists in the area of effect for 1d10 minutes or until dispersed, functioning as a *fog cloud*. A mi-go mist projector normally contains 27 charges. A mist projector is impossible to recharge without mi-go technology.

CONSTRUCTION

Requirements Craft Wondrous Item, *cone of cold*, *fog cloud*, 7 ranks in Spellcraft; **Cost** 11,250 gp

G11. LABORATORY DOME (CR 10)

The view within this strange metal dome is mind-numbing. All manner of incomprehensible equipment has been set up around the chamber, including a pair of bloodstained metal operating tables surrounded by racks of instruments for vivisection sitting in the center of the chamber. The walls at the base of the dome are transparent, giving a clear view of the dark waters of the lake bottom, but forty feet above, the dome displays an image of a mysterious dark gray planet orbiting a burning orange star never seen in Golarion's skies, which gives the entire chamber its lurid glow.

This metal dome was constructed by the mi-go after their arrival and serves as the laboratory for their brain extractions and other experiments. The lower 10 feet of the dome are transparent crystal, as strong as steel, looking out on the waters of the lake outside. The image projected upon the dome above actually depicts the mi-go's incomprehensibly distant home planet and star. The instruments around the room are inexplicable and beyond the ability of the PCs to operate, but they can be destroyed with enough brute force (hardness 10, hp 200, Break DC 30).

Creatures: Four mi-go are currently at work in the laboratory. Two of them attend to their own unfathomable



experiments, while the other two experiment on a human male, stripped naked and strapped to one of the operating tables with metal straps. Numerous needles and clamps attached to hoses and leads extend from the man's body to a bank of cylinders, levers, and dials on one wall. The man strapped to the table is none other than the Dark Rider from Feldgrau whom the PCs have been pursuing. If the PCs saw the visions from Auren Vrood's head in "Broken Moon," they immediately recognize his face. Captured by the mi-go, the rider is now undergoing an experiment in which the mi-go are observing and testing the life cycle of the slugspawn. The Dark Rider was a powerful eldritch knight, but is now little more than a mindless puppet for the mi-go's study. They have introduced a slugspawn into his brain but are keeping his body alive with their machines. They've been feeding the slugspawn an overdose of the nutrients it needs to reach maturity, trying to energize and manipulate its evolution into a dark young of Shub-Niggurath.

As the PCs enter the dome, the mi-go complete their preparations and activate the mutation sequence. During the first round of combat, the Dark Rider's head explodes as the slugspawn matures into a spawning canker, though the canker is little threat since the body is still strapped to the operating table. Since the PCs have witnessed this before, no further Will saves against insanity are necessary. The mi-go attack any intruders, and fight to the death to protect their work.

MI-GO (4) CR 6

XP 2,400 each

hp 66 each (see page 86)

Development: Once the mi-go are defeated, or if any attacks are directed against the Dark Rider or the spawning canker, The Final Rapture begins (see below).

THE FINAL RAPTURE (CR 12)

Triggered by the mi-go's nutrient infusion, the moit of Shub-Niggurath that is infesting the Dark Rider undergoes its final metamorphosis. The equipment in the laboratory dome suddenly activates with a riot of flashing lights and buzzing alarms. Rather than spawning new slugspawn, the rider's entire body instead darkens and swells before suddenly bursting like an overripe tomato. A hoofed, treelike abomination with writhing tentacles and gaping mouths rises from the rider's ruined corpse and bloats to its full monstrous size. Freed of its restraints, the new dark young of Shub-Niggurath immediately attacks everyone in the room. The dark young fights until destroyed.

Optional Sanity Loss: Witnessing this hideous transformation of the Dark Rider into a dark young of

Shub-Niggurath requires each PC to make a DC 15 Will save or lose 2d6 points of Sanity (see the Insanity and the PCs sidebar on page 29). Defeating the dark young allows each of the PCs to regain 1d6 points of Sanity, however, because of their victory over the thing from beyond.

DARK YOUNG OF SHUB-NIGGURATH

CR 12

XP 19,200

hp 161 (see page 78)

Development: In recent weeks, the Outer God Shub-Niggurath, the Black Goat of the Woods With a Thousand Young, has been able to manifest only part of her form on the Material Plane, glimpsed in the waters of the lake as the Watcher in the Bay. As the mi-go have experimented with her moits, her connection to Golarion has strengthened, culminating in the Dark Rider's transformation into a dark young, an event that finally allows Shub-Niggurath to begin fully manifesting in the waters of the bay.

Allow the PCs to make DC 15 Perception checks 1d6 rounds after the dark young attacks. Those who make the check can see, through dome's windows, monstrous, writhing tentacles and bizarre hoofed appendages begin to appear in the lake outside. The Watcher in the Bay is once more manifesting, as the true form of the alien god Shub-Niggurath begins to ooze through a rent in reality. It is obvious that her manifestation is tied to her dark young, and that its defeat will also close off this reality to the Outer God.

Once the PCs destroy the dark young, Shub-Niggurath's point of connection with the Material Plane is cut off, and her bonds to this reality are weakened. Have the PCs make another DC 15 Perception check. Those who succeed on the check catch a momentary glimpse of Shub-Niggurath, the Black Goat of the Woods with a Thousand Young, in all her horrifying glory—a roiling tangle of flesh and hair and colossal tentacles, interspersed with mouths, fins, hooves, and other appendages, and thousands of dark, staring eyes that seem to open on vistas of unimaginable star-studded darkness and pierce the PCs' very souls. Moments later, the form of Shub-Niggurath dwindles away with astonishing speed, until she finally disappears completely.

As Shub-Niggurath is expelled from this reality, a backlash of alien energy surges through the equipment in the mi-go dome. The dome shudders as sparks fly from the mysterious devices, and cracks form in the dome's metal skin, allowing the lake to pour in. It takes 1d10 minutes for the dome to flood completely, giving the PCs ample time to search the room and make their escape, though it should be clear that they cannot afford to loiter for long.



THE DARK RIDER'S LETTER

"Necrophagous secrets whisper

Through chronicles of Raven's tongue"

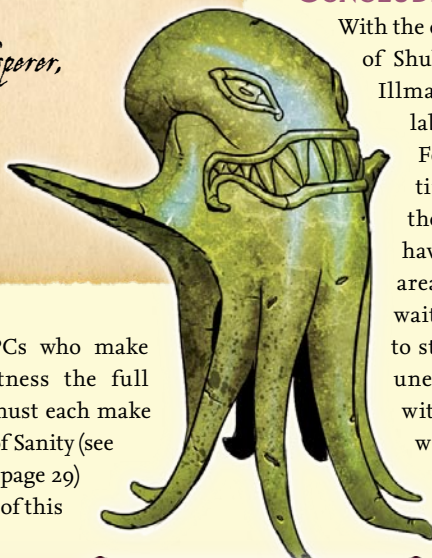
These words, no doubt familiar to you, are your next task. Take the Seasage Effigy to G.L. in Illmarsh. He will exchange it for the legendary mace. When the item is in your possession, join your partner in Calighas, and the Carion Crown can finally be completed.

For the glory of the Whisperer,

A.A.

Optional Sanity Loss: Those PCs who make their Perception checks and witness the full manifestation of Shub-Niggurath must each make a DC 15 Will save or lose 6d6 points of Sanity (see the Insanity and the PCs sidebar on page 29) as they comprehend the true horror of this alien god of the Dark Tapestry.

Treasure: Most of the Dark Rider's belongings were destroyed or taken away for further study by the mi-go, but a metal storage bin near the operating tables holds what remains of his possessions, including a suit of shadow mistmail (see the *Advanced Player's Guide*), a +1 wounding sickle, a belt of giant strength +2, a Whispering Way amulet, and a pouch holding 155 pp and a diamond worth 500 gp. In addition, a bone scroll case holds a parchment letter bearing the seal of the Whispering Way. This letter is reproduced in the handout above. Finally, the bin holds a queer green stone idol of some octopoid creature with seven tentacles—the Seasage Effigy, stolen from Lepidstadt University. The idol, known to the skum as the *Face of Dagon*, is a sacred relic to the ulat-kini faith of Dagon, and a powerful magic item in its own right.



Seasage Effigy

FACE OF DAGON

Aura strong divination; CL 13th

Slot —; Price 27,000 gp; Weight 3 lbs.

DESCRIPTION

This peculiar idol, carved from some unknown green stone, depicts a seven-legged octopoid figure with a horribly grinning face. Also known as the Seasage Effigy, the *Face of Dagon* is a sacred relic of the ulat-kini. The bearer of the idol can breathe water (as the *water breathing* spell) as long as it is in her possession. In addition, the bearer can cast *commune* once per week to contact Dagon or one of the Great Old Ones or Outer Gods. Each time the *Face of Dagon* is used in this way, however, the bearer must make a DC 20 Will save or suffer *insanity* (as the spell) as her mind is opened to the horrors of beyond.

CONSTRUCTION

Requirements Craft Wondrous Item, *commune*, *water breathing*; **Cost** 14,000 gp

CONCLUDING THE ADVENTURE

With the defeat of the dark young and the banishment of Shub-Niggurath herself, the mi-go threat to Illmarsh and all of Golarion is halted, but the laboratory dome will not remain safe for long. Fortunately for the PCs, they have plenty of time to escape into the skum tunnels before the dome completely floods. The PCs should have no problem exiting the tunnels through area G1 or G7, making their way back to the waiting submersible, and signaling Horace to start hauling them up. The trip is long and uneventful, though it should likely fill the PCs with dread at their long, cramped internment with who knows what lingering outside. As the submersible pauses at the halfway point, anyone looking out the windows can see the lake finally reclaim the shattered remains of the laboratory dome, still glowing with the strange energies that powered it.

When the PCs reach the surface, Horace Croon awaits them and is ecstatic over news of their victory. Upon their return to shore, Croon pays the PCs any reward he promised them. If the PCs return to Illmarsh, they receive no trouble from the locals, who hide in their homes or go sullenly about their business. Any surviving vicars or cultists of the Indomitable Sea flee town. The townsfolk do not acknowledge the PCs as liberators, but neither do they scorn them; they seem mainly to wish to put the entire affair out of their memory.

With the destruction of both the Recondite Order of the Indomitable Sea and the skum cult of Dagon, Cassius Undiomedes's Fostering Pact may be broken, but if the mi-



go invasion was repelled, it won't be long before the skum of Avalon Bay once more turn their eyes to dry land in search of breeding partners for the continuance of their degenerate race.

Further investigations in Illmarsh reveal that the slugspawn threat is now gone. When Shub-Niggurath's manifestation disappeared, any remaining slugspawn in the Illmarsh area disintegrated, their connection with their mother severed. At the same time, the energy backlash that destroyed the mi-go dome at the bottom of the bay also reverberated through the ancient druidic standing stones at Undiomed House. The aging manor is now a crumbled ruin, and the skum tunnels beneath it have collapsed. If the PCs did not defeat the colour of space, it is now freed, and might rampage through Illmarsh before making its way back to the stars. News of the loss of Illmarsh's leadership soon reaches Thrushmoor, though no one outside of Illmarsh believes any "wild tales" about sea creatures and aliens, and the

count soon installs another mayor to oversee the small fishing town.

The Seasage Effigy can be sold for half its value on the open market, but if the PCs return the idol to Lepidstadt University, Dr. Montagnie Crowl is delighted to have the effigy back in his department's collection, and shows his gratitude by paying full price for the relic.

PCs who wish to interrogate the remains of the Dark Rider find it exceedingly difficult to do so—the destruction of his head and body by the spawning canker and dark young render his corpse immune to *Speak with Dead* and the like. Fortunately, the scroll found in the laboratory dome points to the rider's next destination: the city of Caliphaz. With this information, the PCs can continue to track down and try to stop the Whispering Way—only now with a powerful weapon to use against them in the form of *Raven's Head*. The PCs' investigations and exploits in Caliphaz form the next volume of this Adventure Path, "Ashes at Dawn."



Cults of the Dark Tapestry

Great Cthulhu is Their cousin, yet can he spy Them only dimly. Iä! Shub-Niggurath! As a foulness shall ye know Them. Their hand is at your throats, yet ye see Them not; and Their habitation is even one with your guarded threshold. Yog-Sothoth is the key to the gate, whereby the spheres meet. Man rules now where They ruled once; They shall soon rule where man rules now. After summer is winter, after winter summer. They wait patient and potent, for here shall They reign again."

—H. P. Lovecraft, "The Dunwich Horror"

The gods now worshiped on Golarion were not the first, nor shall they be the last. The followers of the Old Cults know that what mortals regard as gods and manifestations of truth and perfection are anything but—they are, at best, nomads from other realities who found the universe and the worlds within while exploring a dusty corner of the Great Beyond. These gods have claimed territories and gained followers, yet they are merely visitors, distracted by a tiny and curious element found therein—mortal life. Yet those who follow the Old Cults know better. These cultists know that, despite their power, the gods are not from this world. They are not infallible. They can make mistakes. They can even die. And eventually, they will find some other bauble to distract them, and the universe and all of its worlds will once again drift away, forgotten by these capricious spirits.

Yet the gods will not leave the universe empty. For what was before their arrival shall persist beyond their ends.

THE OLD CULTS

Those who follow the Old Cults worship powerful alien entities collectively known as the Outer Gods or the Great Old Ones, often said to exist in the dark regions between distant stars, the pitiless voids known collectively as the Dark Tapestry. These cultists have few allies, even among their own kind, and the objects of their veneration regard them as petty annoyances or disposable tools at best. It is not out of true devotion that old cultists worship the Outer Gods, but out of a mixture of lust for the power such entities possess and a misplaced conviction that their prayers are heard. In most cases, cultists use the promise of power or the nightmarish truths of the Outer Gods as their own tools—as a way to gather large numbers of minions with weak minds that the cultists can use for their own ends. Such cult leaders echo the Outer Gods in this way—they see those who follow them as stepping-stones, and are willing to use them in any way possible to further their own power and satisfy their needs.

Old Cults can be as small as a single debased cultist or as sprawling as dozens of interconnected secret societies spread throughout a nation, but most of these cults are relatively localized, consisting of a few dozen minor (1st–3rd-level) cultists led by an upper caste of more powerful spellcasters (usually 5th-level or higher). Sometimes a single spellcaster serves as the cult's sole leader, but usually there's a powerful spellcaster served by a smaller group of lesser acolytes, who in turn rank above the lay worshipers. Members of such cults are typically of one of the classes listed below.

Alchemists (Nyarlathept, Yog-Sothoth): Alchemists are generally lone cultists—they only rarely draw larger groups to their sides, preferring to pursue their research privately.

Barbarians (Bokrug, Cthulhu, Mhar, Shub-Niggurath):

In some remote areas, entire tribes of barbarians are under the sway of the Old Cults. These barbarians generally have little personal interest in worshiping the gods of the Dark Tapestry, but persist as long as doing so gives them plenty of opportunities to indulge in violence and brutality.

Bards (Azathoth, Cthulhu, Hastur): Bards of the Old Cults tend to be loners who seek to explore the truths hidden by these ancient entities in the form of poetry, song, or, in the most insidious cases, via opera or stage plays. Rumors of particularly powerful performances that transform unwitting players and even audiences into thralls of the Great Old Ones or the Outer Gods are particularly disturbing.

Clerics (all): Clerics are the most common type of worshipers found among the Old Cults. They tend to be the most fanatical of cultists, and are often found in leadership roles.

Druids (Bokrug, Mhar, Shub-Niggurath, Xhamen-Dor): The fact that some debased druids who choose to worship these entities nonetheless retain their abilities is cause for concern among other druid circles, for the implications grow more disturbing the more one ponders the topic. Druids who venerate the Old Cults are always chaotic neutral or neutral evil.

Oracles (all): Oracles usually see the Great Old Ones and the Outer Gods as an entire pantheon to worship, venerate, and fear. Usually oracles of the heavens, lore, or the Dark Tapestry (see *Ultimate Magic* for details on this mystery), they typically operate on their own but are often the genesis of smaller cults that see the oracle itself as an object of worship. In such cases, the oracle is treated as a prisoner as much as a high priest of a cult.

Rogues (all): Rogues are common cult members—easily manipulated and eager to please, desperate thugs and half-crazed murderers are a dime a dozen in most cities, and make perfect fodder for charismatic cult leaders to recruit and organize.

Sorcerers (Cthulhu, Shub-Niggurath, Xhamen-Dor, Yog-Sothoth): Most sorcerers involved in the Old Cults join not out of choice, but because something in their blood or heritage leaves them little other choice. While the taint of the Dark Tapestry can come from any of the Great Old Ones or Outer Gods, it most often comes from Cthulhu (whose potent dreams can have hideous effects upon unborn children) or fecund deities like Shub-Niggurath, Xhamen-Dor, or Yog-Sothoth, who have been known to infect humanoid races with their seed.

Summoners (Azathoth, Shub-Niggurath): Summoners are perhaps the most notorious kind of cultists, for summoners can forge a hideous bond with a creature from the Dark Tapestry. Such summoners' eidolons

always have bizarre appearances that bear no resemblance to natural creatures.

Witches (Hastur, Nyarlathotep, Yog-Sothoth): Witch cults rarely number more than a few members, often with no obvious leader among them. A witch cult devoted to the Dark Tapestry always consists only of witches, and they work together to build their knowledge and skills with much greater cooperation than one sees in other Old Cults.

Wizards (all): Most wizards seek out the Old Cults for a single reason—to learn magic. The Old Cults have a rich tradition of potent magic, much of which has been lost from common knowledge, as their books of lore are banned, burned, or otherwise destroyed when discovered. This old magic is not meant for humanoid use, and its practice can twist and warp the mind—wizards who delve too deeply into these forbidden secrets often unknowingly find themselves becoming more obsessed with the Outer Gods or the Great Old Ones than with their magic, making them dangerous and solitary menaces.

MONSTROUS CULTISTS

While the majority of cult members are typically humanoid (and of them, most are humans), there are numerous monsters associated in some way with the Old Cults. When you design an old cult for your game, you should try to focus on these monsters, since they help to maintain the flavor and feel of a true Old Cult.

The following creatures are drawn from the *Pathfinder RPG Bestiary*, *Bestiary 2*, and this volume's bestiary. Use the examples below to determine whether creatures from other sources might make a good fit for your cult.

The monsters themselves are presented in three categories. “Servitors” are monsters often found in lesser roles among cults, sometimes in relatively large numbers, filling roles such as guardians or even pets. More powerful servitors, however, sometimes serve as proxy gods for cultists; these creatures are kept in large labyrinths, cages, or other isolated regions and kept complacent with magic or sacrifices. “Cultists” are monsters that often serve as cultists themselves, replacing or mixing freely with any other humanoid cultists in the group. Finally, “cult leaders” are monsters that serve as both leaders for cults and, in most cases, proxy gods—these powerful monsters often delude their cultists into thinking that they are themselves direct or physical manifestations of the cult's chosen deity. Yet in particularly powerful cults, “cult leader” monsters may themselves play rank-and-file cultists—power and blasphemous knowledge determines everything in the Old Cults.

Creatures marked with an asterisk are from *Bestiary 2*, while those listed in italics are detailed in this book's Bestiary, beginning on page 76; all other creatures are from the first *Pathfinder RPG Bestiary*.

Servitors: chuul, colour out of space, dark young, dimensional shambler, gug*, hound of Tindalos*, mu spore*, qlippoth*, shantak*, shining child*, shoggoth

Cultists: boggard, cloaker, derro, ghoul, marsh giant*, mi-go, morlock, serpentfolk*, seugathi*, skum, troglodyte

Cult Leaders: aboleth, denizen of Leng*, elder thing, gnoph-keh, Leng spider*, lich, mothman*, neh-thalggu*, neothelid, star-spawn of Cthulhu, wendigo*, worm that walks*

ELDRITCH SUBDOMAINS

Many of the deities of the Dark Tapestry grant access to the Void domain. This domain is detailed on page 217 of *The Inner Sea World Guide*. The concept of subdomains, first explored in the *Advanced Player's Guide*, expands the choices clerics get when choosing domains—a cleric can choose a subdomain granted by her deity in place of a regular domain in order to further specialize her abilities and domain spell lists. Full details on subdomains can be found on page 86 of the *Advanced Player's Guide*. Presented below are two new subdomains for use with the Void domain.

DARK TAPESTRY SUBDOMAIN

Associated Domain: Void

Replacement Power: The following granted power replaces the guarded mind power of the Void domain.

It Came from Beyond (Su): Once per day when you cast a summoning spell, any one creature you summon is more powerful than normal. The creature gains the advanced creature simple template. If you summon more than one creature with a spell, only one of the summoned creatures gains the advanced creature simple template. A summoned creature that gains the advanced creature simple template in this manner looks unusually deformed or hideous. This ability only works on spells you cast as a cleric—it does not work on spellcasting abilities gained from any other spellcasting classes you might have.

Replacement Domain Spells: 2nd—*summon monster II*, 5th—*summon monster V*, 7th—*insanity*.

STARS SUBDOMAIN

Associated Domain: Void

Replacement Power: The following granted power replaces the part the veil power of the Void domain.

The Stars Are Right (Su): If you prepare your cleric spells while the stars are visible to you, you may spontaneously cast any of your Stars subdomain domain spells by swapping out a spell of an equal spell level. Any Stars subdomain spells that you cast while the stars are visible to you heal you of damage equal to the spell's level as you cast the spell.

Replacement Domain Spells: 2nd—*hypnotic pattern*, 7th—*sunbeam*, 9th—*meteor swarm*.

FROM BEYOND

The remainder of this article presents seven Great Old Ones and Outer Gods for use in any Pathfinder campaign. More entities than these exist in the Dark Tapestry or upon other worlds (see the Gods of the Dark Tapestry sidebar), but these seven are the ones who have had the most influence upon Golarion.

Although most cultists see very little difference between them, there do exist two categories of deities among the gods of the Dark Tapestry. The more powerful are akin to true deities—these are the Outer Gods. Less powerful than them, although no less cyclopean in scale, are the Great Old Ones. If the Outer Gods themselves are comparable in power to deities, then the Great Old Ones are comparable to demigods like demon lords or archdevils. But just as a planet is much smaller than a star, yet still far more massive than a human can easily comprehend, so does the gulf between the Great Old Ones and the Outer Gods often lose meaning for the minds of pitiful mortals.

The Great Old Ones can be thought of as the high priests or heralds of the Outer Gods. Even though most Great Old Ones do not have actual links to the Outer Gods, most of them regard the Outer Gods with what might be called respect in saner minds. For the purposes of the cults themselves, there is very little difference between a cult that worships a Great Old One and one that worships an Outer God.

Another difference exists between the Outer Gods and the Great Old Ones. The Outer Gods are far more mobile than the Great Old Ones—the Outer Gods may dwell in the deepest reaches of the Dark Tapestry, but they are free to come and go throughout the universe as they will, and the fact that they exist partially outside of reality means that constraints like time and space mean very little to them. This is not the case for the Great Old Ones—if the Outer Gods exist on a scale akin to the entire universe, the Great Old Ones are more planetary and localized in nature. Most of them are, in fact, imprisoned or otherwise bound in strange locales on alien planets or in the darkness between the stars, locked away until some point in the future when certain stars and planets come into conjunction and release them. Whether this means that the Great Old Ones shall ascend at this point to the power levels shared by the Outer Gods, or simply that the restrictions on their physical mobility will be lifted, depends upon various interpretations of these ancient prophecies, but the end result for humanoid life is predicted to be the same—the end of the world.

Although the Great Old Ones themselves are limited in their mobility, they can influence the world around them in other ways, primarily through dreams and by influencing insane minds. Powerful magics, astronomical

GODS OF THE DARK TAPESTRY

The Great Old Ones and Outer Gods presented in this article are primarily drawn from the texts of H. P. Lovecraft, yet far more than these exist in literature or gaming materials for GMs eager to bolster their ranks. Since these creatures are not presented with actual game statistics, it's a relatively simple matter to use the seven here as guidelines for introducing new creatures from the stories of other writers, be they contemporaries of Lovecraft (like Clark Ashton Smith, Robert E. Howard, or Robert Bloch), modern writers (like Stephen King, Ramsey Campbell, or Thomas Ligotti), or anyone in between.

A GM seeking an RPG-friendly resource for introducing more of these alien gods into a Pathfinder game should seek out Chaosium's *Call of Cthulhu*, which catalogues a huge number of Great Old Ones and Outer Gods within its core rulebook and dozens of supplements. In particular, *The Encyclopedia Cthulhiana* (published most recently under the title *The Cthulhu Mythos Encyclopedia* by Elder Signs Press) is an invaluable resource for a GM who wishes to increase the presence of Lovecraftian elements in his game.

While every effort was made to keep the entries for the Great Old Ones and Outer Gods presented here close to their source material, certain elements (such as symbols and areas of concern) have been adjusted so as to make them fit better into the *Pathfinder Campaign Setting*. In addition, in the grand tradition of adding to the Lovecraft Mythos, two new entities in this section supplement the ever-growing cast of characters—Mhar (first introduced in *Pathfinder Adventure Path* #6) and Xhamen-Dor (introduced for the first time in this article).

conjunctions, and happenstance can also afford freedom for the Great Old Ones on a case-by-case (and to this date, thankfully temporary) basis, allowing the powerful creatures to ravage and thunder across any worlds they might find themselves upon, but for the most part they are limited to metaphysical and spiritual methods of interaction with the rest of reality. Unfortunately, this means that even though a specific Great Old One might be imprisoned on one world, its influence can extend far beyond those lands to planets far removed and only dimly imagined by the prison world's mortal inhabitants.

Although the entities worshiped by the Old Cults have little interest in the affairs of humanity, their cults and followers have nevertheless erected mythologies around them that result in areas of concern, alignments, favored

weapons, and in the case of clerical followers, granted domains. While these might be artificial constructs around entities that humanity was never meant to truly comprehend, they still serve as helpful guides for generating NPC cultists, and thus are included in each entity's entry below.

Note that *The Inner Sea World Guide* provides generic rules for cultists of the Great Old Ones and Outer Gods on page 235. If you use the following rules for specific deities, they replace the generic rules listed in that book.

AZATHOTH

THE DAEMON SULTAN; THE PRIMAL CHAOS

CN Outer God of entropy, madness, and mindless destruction

Symbol eight-pointed star

Domains Chaos, Destruction, Madness, Sun, Void

Subdomains Catastrophe, Dark Tapestry, Insanity, Light, Nightmare, Stars

Favored Weapon warhammer

The so-called “blind idiot god” is a primal mass of devastation and destruction the size of a star. Azathoth itself is unaware of its worshipers, and indeed has little interest in anything. Some scholars theorize that Azathoth isn't even self-aware—likening it to a cosmic firestorm on the grandest scale, yet incapable of directing action or reacting to stimuli. More likely, Azathoth exists on such a scale that anything capable of provoking a response would likely destroy any lesser being close enough to observe the event.

Azathoth is attended by an unknown number of other gods that orbit it as a solar system's planets orbit an angry star. Referred to in eldritch tomes as Azathoth's Court, these lesser gods are themselves powerful beings, their insane song and eerie piping a constant accompaniment to Azathoth's chaotic babblings and thunderous explosions. Said to lie at the center of the universe, Azathoth is believed by some to be the source of all existence, the primal truth that created the Material Plane.

Cultists of the Primal Chaos often seek to harness their blind god's power for their own destructive ends, yet such attempts are fraught with peril, for the tiniest ripple caused by Azathoth's thrashings can lay entire planets to waste. The Shory are said to have developed ways to harness this power, but it seems just as likely that tampering with such forces may have played a key role in that empire's mysterious fall so long ago.

BOKRUG

THE WATER LIZARD

CN Great Old One of revenge, storms, and water

Symbol green lizard with a long, coiling tail

Domains Chaos, Destruction, Water, Weather

Subdomains Catastrophe, Oceans, Rage, Storms

Favored Weapon ranseur

The original worshipers of Bokrug were a hideous aquatic race who dwelt upon the shores of an ancient lake in a remote corner of the Dimension of Dreams. As humanity rose to prominence on the Material Plane, they inevitably came into violent conflict with these creatures. Humans prevailed, but a thousand years later, the spirits of the slain worshipers of Bokrug rose to exact a terrible revenge. Today, in remote regions of dream, Bokrug is now worshiped out of fear as much as out of faith. When those who encounter Bokrug's cult while traveling this dimension waken, they often carry in their minds the seeds of faith. In this manner, Bokrug's cult has spread to the waking world.

Bokrug appears as an immense aquatic lizard with spines and sickly green scales. His exceptionally long tail ends in three terrible spines, and his breath is said to be a poisonous green mist. His cult is typically found in rural regions, where worship of the Water Lizard seems to do wonders in the bringing of fine weather and prosperity—yet only so long as blood sacrifices to the Water Lizard continue. Although he does not demand the sacrifice of sentient creatures, many of Bokrug's cults have taken to sacrificing prisoners or criminals nonetheless.

CTHULHU

THE DREAMER IN THE DEEP

CE Great Old One of cataclysms, dreams, and the stars

Symbol complex rune surrounding an open eye

Domains Chaos, Evil, Madness, Void

Subdomains Dark Tapestry, Insanity, Nightmare, Stars

Favored Weapon dagger

Although Cthulhu is imprisoned in the sunken corpse-city of R'lyeh under a vast ocean on a distant world far from Golarion, his mind is vast and terrible, capable of reaching out to touch upon dreaming minds across the universe. His cult is spread in this manner, as those sensitive to his dreams of madness (typically half-insane artists, poets, and visionaries) waken with memories not wholly their own. His spawn—tremendous entities similar in shape and purpose to their great master—also spread his terrible worship, but deadly as they are, they possess but a shadow of Cthulhu's power.

Cthulhu's cults are secretive, based in remote swamplands, dense forests, or sprawling sewers under the world's greatest cities. They know that one day the stars shall align and their master's city will rise again above the waves on that distant, doomed planet, at which point it is merely a matter of time before they are rewarded with

the arrival of their terrible god upon Golarion as he wipes entire worlds clean in preparation for the return of the Outer Gods.

Cthulhu is a massive creature, roughly humanoid in shape but hideously inhuman in many regards, with an octopoid face, immense wings, and foul protoplasmic flesh that writhes in ways no flesh should writhe. While imprisoned, his mad thoughts can touch only a dreaming few, but awake, his alien mind will spread like a virus of insanity through all thinking souls.

HASTUR

THE KING IN YELLOW

CE Great Old One of decadence, disorder, and nihilism

Symbol the Yellow Sign

Domains Chaos, Evil, Rune, Void

Subdomains Dark Tapestry, Language, Stars, Wards

Favored Weapon rapier

As with many of the Great Old Ones, Hastur is imprisoned on a distant world. Yet unlike most of the imprisoned Great Old Ones, Hastur can manifest an avatar on other worlds as long as the light from the strange star in the sky of his prison world shines upon the targeted portion of the second world. He requires the assistance of powerful magic in order to manifest this avatar, known as the King in Yellow, but such magic need not be consciously wrought. His cultists are masters of subtle enchantments and hidden sorceries that can trick or dupe unsuspecting victims into opening the way for the King in Yellow. Hastur's symbol, the notorious Yellow Sign, is often used in conjunction with such magic, and often those who find the Yellow Sign become doomed to host the King in Yellow in their own minds and flesh, slowly transforming into eldritch agents of Him Who is not to be Named. His worshipers often regard him as a patron of shepherds, in that the bulk of humanity is but a flock of sheep to be gathered for an unknown future use.

None know for certain what Hastur looks like, for the Great Old One has been imprisoned far longer than mortal life has existed. Yet those he takes as avatars to manifest as the King in Yellow appear as strange entities robed in what appears to be a tattered yellow hooded robe—only upon closer inspection is the “robe” revealed to be the creature's flesh, and what lies hidden under the darkened hood is horror incarnate.

MHAR

THE WORLD THUNDER

CN Great Old One of caverns, mountains, and volcanoes

Symbol shattered triangular rune

Domains Chaos, Destruction, Earth, Fire



Nyarlathotep

Subdomains Ash, Catastrophe, Caves, Smoke

Favored Weapon heavy pick

The ancient entity known as Mhar first attempted to enter Golarion eons ago, using the planet's crust as a womb. The attempt to manifest failed for unknown reasons—perhaps the alignment of the planets was not right, or perhaps other entities acted to still the birth before it came to term. Yet Mhar's cult believes not that their god failed to be born, but rather that its gestation is merely one measured in eons. The cult further believes that the time for Mhar's birth draws near, and that when the Great Old One—said to dwell deep under the tallest mountain in the Inner Sea region, a peak in the Kodar Mountains known as Mhar Massif—finally awakens, it will transform much of northern Avistan into a new realm of fire and ash that will spread across world. The time of this birth, the cult believes, can be predicted by earthquakes and volcanism throughout the world, and some of Mhar's more powerful

worshippers seek to hasten that birth by triggering their own tectonic disasters in key places.

Mhar's shape is unknown, for it technically has yet to enter existence. In images created by its cult, the Great Old One is generally depicted as a volcano-shaped leviathan, its caldera surrounded by immense molten fangs and its slopes bearing forests of crystalline limbs.

NYARLATHOTEP

THE CRAWLING CHAOS

CE Outer God of conspiracies, dangerous secrets, and forbidden magic

Symbol varies (circle with wing-shaped arms for Haunter of the Dark, inverted ankh for Black Pharaoh)

Domains Chaos, Evil, Knowledge, Magic, plus one more (fifth domain varies; Darkness for the Haunter of the Dark, Trickery for the Black Pharaoh)

Subdomains Arcane, Divine, Memory, Thought, plus two more associated with the fifth domain

Favored Weapon varies by form (dagger for Haunter of the Dark, quarterstaff for Black Pharaoh)

Said to possess a thousand different forms, the god Nyarlathotep is unusual among the Outer Gods in that he seems to possess a singular desire to toy with and cause discord among mortal races, rather than leaving this to his cultists. Scholars of the Dark Tapestry believe that Nyarlathotep himself is the prime mover in preparing countless worlds for the devastating return of the Great Old Ones, nudging events along in subtle ways to encourage various apocalyptic ends.

It is said that one can see Nyarlathotep's influence in every major disaster or calamity if one looks hard enough, and that he has had a hand in guiding entire societies into peril. Some believe that it was his advice that moved Taldor to launch the Armies of Exploration that would ultimately presage that nation's fall from glory, and that led the dwarves of Dongun Hold to invent the first firearm. Certainly his influence can be seen throughout the history of Osirion, a culture he seems particularly interested in.

Each of Nyarlathotep's forms is associated with its own distinct cult, and has a different symbol, favored weapon, and special domain (and associated subdomains). The god's two most well-known manifestations are the Haunter of the Dark (a batlike entity with a tri-lobed burning eye) and the Black Pharaoh (a humanoid form that has links to Ancient Osirion as well as to many modern witch cults).

SHUB-NIGGURATH

BLACK GOAT OF THE WOODS WITH A THOUSAND YOUNG

CE Outer God of fertility, forests, and monsters

Symbol three goat heads attached at the neck with horns pointed outward to form a circular shape

Domains Animal, Chaos, Evil, Plant, Void

Subdomains Dark Tapestry, Decay, Feather, Fur, Growth, Stars

Favored Weapon dagger

Whereas Nyarlathotep is said to have a thousand forms, the monstrous fertility deity Shub-Niggurath is said to have spawned a thousand young. Her cult is particularly strong in rural areas where vegetation is thick, such as forests, jungles, and swamps, and many of the creatures associated with her dwell in these verdant realms. Of all the cults of the Dark Tapestry, Shub-Niggurath's seems to be the most widespread throughout the Inner Sea region, particularly in areas surrounding Lake Encarthan. Many of the Great Old Ones or even other Outer Gods are believed to have mated with Shub-Niggurath, with the resulting spawn being among the most powerful of her children.

Shub-Niggurath appears as a roiling cloud of flesh and mist that constantly forms and absorbs hooves, mouths, eyes, tentacles, and other limbs and portions of anatomy. She often gives birth to monstrous young, spawning beasts or depositing eggs with hideous fecundity upon the lands she blights.

XHAMEN-DOR

THE INMOST BLOT; THE STAR SEED

NE Great Old One of decay, parasites, and transformation

Symbol sphere of tendrils with two long descending tails

Domains Death, Evil, Plant, Trickery

Subdomains Decay, Deception, Murder, Undead

Favored Weapon spear

The sentient infestation known as Xhamen-Dor infected and transformed countless worlds before some ancient catastrophe or miscalculation nearly destroyed it. Reduced to a single blot of fungoid sentience trapped within a comet, the Great Old One eventually came to Golarion during Earthfall, accidentally plucked from the sky just as the *Starstone* was in the aboleths' assault upon the doomed nation of Azlant. Where Xhamen-Dor's comet came to rest is unknown—but its cult agrees that the fallen star that bears the Great Old One's core lies at the depths of a large but remote lake somewhere in the world.

Since that date, Xhamen-Dor has slowly wakened, growing and sending filaments of its fungoid body throughout the world to rise up here and there to infest and spread. Those infected by the Inmost Blot first become sickly, then begin to simultaneously decay and transform, eventually becoming undead monsters animated by a combination of necromantic energy and the alien fungal

mass that writhes in their core. Cultists of Xhamen-Dor often take these parasitic creatures into themselves under the belief that they will live on as part of the creatures that emerge from their bodies, but just as often use unsuspecting “sacrifices” to serve as hosts.

Xhamen-Dor is said to have once resembled a tangled mass of fungoid tendrils growing from the shattered bones of some ancient reptilian lifeform, although what nightmarish form the slowly growing blight has taken on today is unknown.

YOG-SOOTHOTH

LURKER AT THE THRESHOLD; THE KEY AND THE GATE

CN Outer God of gates, space, and time

Symbol black spiral

Domains Darkness, Chaos, Knowledge, Travel, Void

Subdomains Dark Tapestry, Exploration, Memory, Night, Stars, Thought

Favored Weapon dagger

According to some blasphemous texts, the region known as the Dark Tapestry is not so much a place as it is a thing that connects all places and all possibilities. These texts go on to suggest that this “thing” is conscious—that it is aware. Yog-Sothoth is normally said to dwell within the Dark Tapestry, but some ancient legends say it is the Dark Tapestry. Certainly Yog-Sothoth has great power over time and space, and can exist at multiple times in multiple realities. Distance has no meaning to Yog-Sothoth, yet the entity also seems unable to properly exist in the reality shared by most mortal life. It can only partially intrude upon this reality, taking on the shape of a slithering mass of iridescent spheres or glowing motes of light when it does. Or perhaps Yog-Sothoth can exist in this world, yet it has no real reason to do so, and what mortals see and worship and tremble before is but its shadow casting ripples into their reality.

The cult of Yog-Sothoth believes that it is slowly preparing the many worlds of the universe for a new era—a new age presaged by the waking of the

Great Old Ones, during which the current inhabitants of these countless worlds will be wiped away to make way for the true masters of all. Cults often call upon Yog-Sothoth to bless unborn children, creating monstrous hybrids that, in their own monstrous ways, help to prepare the unsuspecting world for the time when the stars themselves shall be right for the Great Old Ones to rule once again.



Shub-Niggurath



Guilty Blood: 4 of 6 Relics

I almost returned home that night.

It would have been easy. The old house wasn't far from the manor of Lord Halboncrant—the late Lord Halboncrant, if my ample suspicions held true. As if seeking the solace of familiar cobbles, my steps had turned toward the avenues I'd been chauffeured over countless times in my youth. But as I reached the cross of Garvin Way and Viola's Walk, a scant three blocks from the old home, I remembered the pain of a million shallow cuts, a million petty insults and guilty manipulations from a life of vicious luxury. In the shadows around me I could see her practiced smile, her arrogant welcome, her empty words drowned by the words in her eyes: "I knew you'd be back."

No. I wouldn't be facing my mother this evening. Having faced the shade of Prince Lieralt, I'd confronted enough monsters for one night.

Exhausted, I turned toward the wrecked district of White Corner and the cold night that gave nothing and asked for nothing in return.

A sound from the street woke me from a black, oblivious sleep. It had been nearly two days since I'd had the opportunity to actually lie down. That whole time I'd been trying not to think of sleep, trying not to dread it, expecting dreams to agitate the wounds and terrors of the past days into vivid, inescapable nightmares. When finally

the opportunity came, I hadn't expected to shut down so completely, and I jerked awake as I came back to myself. The sleep was a blessing, but in the slums of Ardis, such unwariness could swiftly become a problem.

For a moment I didn't recognize the cracked plaster of my second-favorite squatting place, an abandoned townhouse without even a brass doorknob left to loot. Gaining my footing, I looked through the flyspecked shutters to see what commotion had roused me. The final improbable thrashes of a clash between a scabby stray dog and a rat almost half its size played out in the broken avenue below. I didn't tarry to learn which would be the victor. In Ardis, one needn't go out of her way to find desperation and outrage, and I already expected my day to have more than its fair share of both.

Apparently I'd let my satchel drop last night as I fell upon the pile of rugs, towels, and drapes I'd heaped into a makeshift mattress here weeks ago, spilling what little I had across the floor. Tossing the contents back inside, I paused with the largest object in my hand: a familiar, battered book with the title *Her Wounds Never Bled* stamped upon the spine. I'd read the adventurous romance time and time again, vainly dreaming of such excitement in my own life, idolizing the author who was purportedly much a part of the fictional heroine. Flipping the cover open for a moment, I rolled my eyes at the frontispiece—a dashing lothario kissing the neck of a pale maiden in a bloody wedding dress—and the facing title page, where beneath the title's elegant script the name "Ailson Kindler" stretched across the page.

In the last two days I'd had more than one brush with death and met my idol, and found neither quite to my liking. Snapping the cover shut, I flicked my wrist and sent the book spinning into a corner—no sense in that tripe weighing me down anymore.

I pulled on the frock coat I stole from my brother months past and headed out onto the gray street. The sky matched the flagstones, with the only evidence of the sun being what vague light managed to leak through the dense clouds. There was no way to tell what time it was, but I guess it didn't matter. I had a call to make, and I figured there was no good time to tell someone that a dead man is coming to kill him.

Before I even reached the front porch, I knew there was something strange about the Troidaises. The coach gate leading up to the family's city home was shut and, from the rust encrusting the lock and sagging bars, didn't look like it'd be opening again any time soon. A guard booth bearing the peeling green and gray colors of the old noble family faced the street from its place amid an unkempt hedge wall, but it looked like drunks and bums had been the only recent occupants. Obviously the Troidaises had fallen on

hard times. That was no surprise, and only made them like nearly every other family in Ardis. The strangeness—the downright social sin—was that they let it show.

I knocked, and after a long moment the door opened.

"Madam?" the young gentleman asked in the slow, sleepy voice cultivated by many nobles. Had I been the sort to judge others on appearances—or rather, to seek out points to criticize, as most of the city's elite did—I would have taken him for some rake trying to pass himself off as his betters. His coat was several seasons out of fashion and, worse, was becoming threadbare at the elbows. His boots showed dried mud, he was unshaven, and his hair was left to do what it pleased. Overall, he was quite the sight—though not a wholly unwelcome one.

I'd learned something about barging into the homes of nobles after the debacle at the Halboncrant home, but this time around it didn't look like I'd have to rely on innuendo and desperation. I knew I didn't look like a messenger, but I tried to sound like one. "Pardon me, sir, but I'm here to call upon Lord or Lady Troidais. I have a message of dire importance for them."

His brow furrowed. "I'm Lord Rarentz Troidais," he said.

I blinked. This was "Lord" Troidais, the head of the Troidais family? While certainly he had the features of a young noble, and he had obviously known the slap of enough nannies to leave him with the telltale aristocratic stiffness, he surely didn't look like any lord I'd even seen. At best an heir putting on airs while his parents were away.

"Is there a problem?" he pressed.

I hadn't meant my doubt to be obvious. "No, your lordship, but... not to question..."

"I know," he said, letting his curiosity drop for a moment to flash a slightly embarrassed smile. He'd obviously faced such skepticism before. "But I am indeed. And if your message is that important, you'll just have to take my word."

Well enough, I supposed. After all, there was no reason I absolutely had to give my news to the family patron if this wasn't in fact him. Though warning someone no older than myself of impending doom seemed somehow more daunting than doing so for some curmudgeonly old sot. I nodded.

"You'll come in, then," he said, stepping back and holding the door wide to admit me.

The glory had passed from Troidais House, but it was still a far cry from the Barttley Manor. As Rarentz led me through the house, we passed several rooms cleared of furniture or spare except for fixtures hidden under white covers.

"You'll have to excuse me," Rarentz said, acknowledging my gaze. "I'm in the midst of selling."

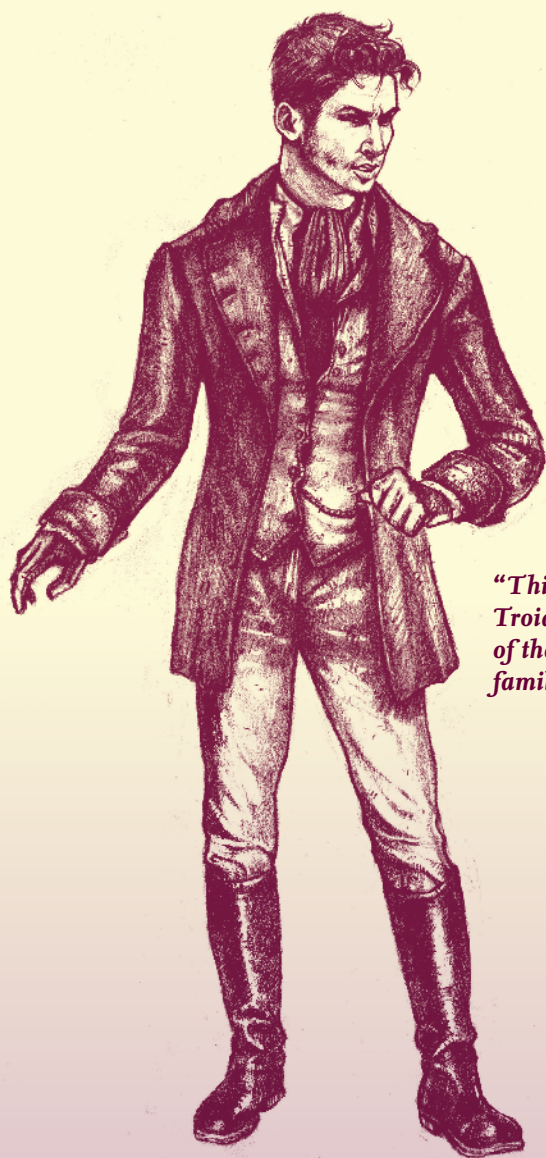
"Leaving the city?" I asked, my curiosity breaking through my formal messenger role.

He eyed me, but answered plainly—though few lords would indulge a servant's presumption at all. "Not intending to, no."

Interesting.

Following him though a pair of sliding wooden doors, we entered a salon that retained most of its more comfortable furnishings. Light streamed in from a pair of cathedral-like windows, and embers in the fireplace kept off the chill. Were it not for the discolorations on the walls where long-hanging portraits had obviously been removed, the sitting room might have been quite cozy.

We weren't alone, though. A couch under the windows had been covered in mismatched bedsheets and blankets. Amid the tangle of covers, a young woman with a familiar sharp nose huddled like a beggar: Liscena Ferendri.



"This was 'Lord' Troidais, the head of the Troidais family?"

I halted abruptly. I hadn't expected to see Liscena again after the tragedy at the Venacadahlia crypt. Actually, I'd assumed she was dead, and seeing her now in light of the past days' terrors, I wasn't yet convinced she wasn't. My suspicion wasn't dispelled by her reaction to my entrance, either. Nothing. Utter blankness. She might as well have been an ivory carving with that frozen posture and her pallid features.

Rarentz looked from me to Liscena and back. "You know one another? Good. That might help."

"Help?" I asked, raising an eyebrow. The Liscena I remembered seemed quite... independent—sure to bite the nose off any who might presume she couldn't handle the world by herself. Yet she just sat, swaddled like an invalid.

"I've known Liscena and her brother for years, but she hasn't said a word since she came. I found her on my doorstep yesterday morning, huddled on the stoop, wide-eyed, shivering like she'd been out there all night." He crossed the room to Liscena's side. "I don't think she's slept. I called a doctor to consult, but he seemed out of his depth. The best he could suggest was taking her to South Chambers Hospice—but after what I've heard of that place, I'd much rather look after her here."

Kneeling, he looked into Liscena's face, his voice soft and slow, as though talking to a scared child. "Lissy. You have a guest. Laurel's come to visit."

My eyes snapped from the comatose girl to the nobleman as he looked back over his shoulder with a smile.

"Don't worry, I didn't recognize you at first. If I hadn't just happened into Leonyl the other day, I don't think I would have at all. You were all he had to talk about."

Leonyl, my dear, genius brother. He was the only one I missed. Well, him and my horse. But it was nice to know he was thinking of me.

"You're a friend of Leonyl? I'm sorry, but I don't recall all of his friends."

He shook his head as he chuckled politely. "No? I'm not surprised. I never really paid a social call. Lee and I shared a tutor and partnered on an assignment or two before he left the academy. It's been years since we spoke, and even as a student I only had reason to visit once or twice. Our introduction," he pointed at me, "was passing at best. You'd just broken your arm and the house was in a panic. So I suppose I can forgive you for not remembering." He smiled in a way that might have charming if it didn't feel so practiced.

I grinned to reciprocate and nodded. I truthfully didn't have the slightest memory of him. I also figured it'd be impolite to press him on which time my arm was broken, and if it was due to a riding accident. Mother always blamed it on riding accidents.

A moment passed in silence, made somehow all the more awkward by the vacant-eyed girl sitting by.

"So sorry," I offered. "I've moved on from all that, so sometimes it's difficult to remember."

Rarentz was courteous enough to nod, though there was no way he had any idea what I was talking about. No matter. Best not to draw out the wound I was about to inflict.

"Lord Troidais—Rarentz—I'm afraid I didn't come to pay a social visit, to either you or Liscena. I've come to warn you of something that may be unbelievable, but true... and terrible."

Rarentz dropped into the chair by the fire, brow knotted, jaw set. He looked upset. Less in the watery eyes and quivering lips sort of way, and more in the shouting and drawing a knife manner. I prepared to leave hurriedly in case he was of the aristocratic school that had no qualms about shooting messengers.

When he spoke, he surprised me. "I'd assume you were lying," he said, "but for two facts. First, I know your breeding, and you were at least raised to be above that." He halted upon that point. It sounded like a slight, but I don't think he meant it that way. "Second, when Liscena came here, she had a knife like the one you described."

"A dagger with a ruby pommel? The prince's dagger? Where is it?" I scanned the room quickly for the thing, which the terrible Mr. Bartley had told me had the power to murder a man and lock away his soul. When I hadn't found it at the mausoleum upon returning, I'd assumed some grave tender had pinched it.

"It's gone." Rarentz said flatly.

"Gone? Where?" I sharpened the words so they didn't sound like a polite question. That dagger was the cork in the genie's bottle, and maybe with it I could recapture what I'd help unleash.

Rarentz looked at me sidelong with a bit of the indignation I would expect from a typical nobleman. "The doctor I called on to see to Liscena. He saw it and was quite taken with it. Liscena had dropped it and cringed every time I brought it near, so I gave it to him in trade for his services. I don't... carry much coin these days, so it seemed a fair enough trade." He stressed the word "carry" in such a way that I caught his meaning. He was a pauper. A pauper with a big house, but that didn't look like it was going to be the case for much longer.

I sighed in frustration. "Who was the doctor and where can I find him?"

"Wait just a moment," Rarentz snapped, his civility expended. "You come here and tell me there's some monster coming to kill me, and all you're interested in is some gaudy letter opener? What's your game in all this?"

"I don't have a game. But I'm responsible for this, and trying to set things right. That knife killed Prince Lieralt

once and, if it comes to that, maybe it can do it again." I came around the chair to look him in the face, needing him to see my sincerity and know this wasn't just some elaborate con.

"If you tell me where the dagger is, there might still be a way we can save your life."

The beauty of an entire city drowning in destitution is that all the same jobs get done, but just well enough to say they've happened, never as well as they would be were there the coin to do things right.

Take locks, for instance. All the doors in Ardis have them, but no building constructed within the last decade has a good one. They're expensive things, and most folks either don't think about them or think one's as good as another. In the morning, the good owners of Omberbain's Auctioneers were going to realize they had thought wrong.

I can't say I picked the lock on the auction house's sturdy storage hall door. I would have, but it came off in my hand before I could do much more than jiggle a metal splinter in the keyhole. If a goddess was with me tonight, I was certainly glad it seemed to be Desna—especially after it seemed like I'd been Urgathoa's plaything the last several nights.

Rarentz's doctor hadn't wasted any time admiring the artistic value of the dagger he'd been paid with. The man had known gemstone when he saw it and was quick to sell. I doubt he got what the princely blade was truly worth, but I suspect it made the inconvenience of a house call well worth his time. In any case, it had ended up here at Omberbain's, and with the holes in my pockets there was only one way I was going to get it back.

Slipping inside, I closed the now latchless door behind me as best I could and slid along the wall in pitch-blackness. Even in the deep shadows I could tell the storeroom was big, my softest steps sounding hollowly on the stone floor. No light shone, but the night's less-absolute dark slipped in through the ceiling's narrow skylights, outlining awkward stacks of crates along with the silhouettes of furniture, framed artwork, and less recognizable shapes. Gradually my eyes adjusted and I felt capable of moving without bungling into a pile of boxes or toppling some unsteady curio case. From what I'd already seen, it seemed Omberbain's was too cheap to have a watchman, but there was no reason to attract any attention with suspicious noise, so I made my way carefully through the treasures and trash of Ardis's former aristocracy.

The warehouse wasn't what I'd expected. I'd imagined neat rows of chests, organized staging grounds for the next day's auctions, sub-areas for like inventory, and shelves of precisely tagged baubles. Instead, it was chaos.

If there was any organization it existed entirely in some mad stock-master's mind. Crates dared each other to dangerous heights, stacks rising treacherously wherever there was space. The contents of entire estates were piled in careless heaps. The shelves of baubles did exist, but packed with boxes of clutter and collections of junk. If these were Ardis's treasures, the city might be worse off than even I realized.

All I could do was stare into the maze of shadows. How was I supposed to find a single dagger in all this? I cursed, then winced at hearing it echo back at me, but there was nothing about it. Best to just get started. I wasn't keen on going through the auction house's entire inventory, but maybe my luck hadn't run out for the night.

Weaving and worming my way across the cluttered work floor, I slipped amid the rows of smaller ephemera: shelved books, stray decorations, and gaudy knickknacks. The gloom from the skylights hardly penetrated here, leaving me squinting at outlines in the dark. I felt like a blind woman, leaning close and scrutinizing every trifle, trying to tell a seashell from a soup spoon more by intuition than by my dim impression of its silhouette. There were clusters amid the commonplace objects that baffled me utterly, weird amalgams of handles, piping, wire, and whatever else—tools for lunatics hidden in the dark. This wasn't going to work. I'd hoped to avoid it, to be a little less obvious in my trespassing, but I was going to need actual light.

It wasn't hard to find a candle amid the junk heaps, and by way of a gentleman's flint lighter, I struck a spark and restarted my inventory. Even though the tiny wavering flame felt insignificant in the vast room, it far from comforted me. I was instantly visible should anyone wander in, and with all the disarray, I wasn't even sure from which direction an investigator might come. All the more reason to make this fast.

I practically raced between the shelves, scanning, checking, doing my best to upset the collections of junk as little as possible. More than once a bumped rack or unbalanced heap clattered at my passing, the noise ringing clearly and echoing back. The groans and shifting of old furniture and whatever tiny things skittered back and forth from hidden dens elsewhere in the storehouse tormented me, all too often sounding like slow footsteps, or a creaking door, or any of a hundred other preludes to an arrest. My sense of urgency grew.

At one point I found a stand for canes filled with bent fencing foils, rusted cutlasses, swords tested only in showrooms, and other weapons of dubious quality and thought I might have found some semblance of order amid the confusion. Yet there were no daggers. Turning the corner around a particularly packed row of shelves near the room's rear, I made a strange sort of discovery.

I found myself looking into a filthy, yellow window beaded with moisture and facing into the building. Shadows pushed up against the glass from beyond in formless shapes and weblike patterns, and for a moment I was baffled by what the auctioneers might be keeping hidden in the depths of their storeroom. A bit of cracked glass gave it away, a leafy tendril escaping to creep into the dusty warehouse. A sort of indoor greenhouse—or green-room, anyway—I supposed. I hadn't anticipated such a thing, but with the nobility's proclivity for elaborate gardens and exotic decorations I suppose it made a sort of sense. Dust and earth clung to a glass-paned door leading inside, but doubting that even the unruly workers responsible for the mess around me would keep weapons in amid the flowers and shrubs, I turned back to my search.

The long creak of rusty hinges caused every hair on my skin to bristle, and the echoing bang of the rear door slamming carelessly against the far wall jolted through me. Gods be damned, they actually did have a watchman! I huffed out the candle's flame and froze, trying to gauge from across the big room who had joined me.

"Eh! Anyone in here?" the gruff voice echoed—a threat, not a question. I felt that suicidal reflex squirm in my stomach, the sensation that dares you to leap from high places. It challenged me to reply. *Oh, so sorry sir, I must have gotten lost. Good evening to you.*

Yeah, perhaps next time.

Instead, I slowly moved to the greenhouse door, careful now more than ever not to disrupt anything at my feet. I could hear the guardsman's footsteps echoing with dull, slow thuds, careless of the noise he was making. A beam of light cut through the shelves around me. I was sure the clutter hid me that time, but I needed to get out of sight if I didn't want to test my ludicrous little lost girl routine.

The door to the greenhouse was a simple thing, with nothing more than a spring and a basic metal latch to keep it in place. It took all my restraint to resist yanking it open and darting inside, but I pulled it slowly, keeping the creaks and agitated twangs of the spring as muffled as possible. As soon as it was open more than a crack, I squeezed inside and eased it shut behind me. There was no way to tell if the guard had heard any of it, but I didn't think the complaining metal had been any louder than his bootfalls—at least, so I hoped.

The greenhouse's warm, heavy air made breathing uncomfortable, especially with the acrid combination of a thousand thick herb smells. The room had none of the skylights of the larger storeroom, leaving me in near total darkness, just able to pick out the leafy specters of dozens of withered tree and brush shapes. Somewhere amid the indoor jungle something rustled, something small and probably annoyed that I'd intruded upon its foraging.

I pressed deeper into the room, terrified of shattering some unseen planter or overturning a box of hidden tools, trying to hunker down amid the thickest decorative bushes. My camouflage felt weak at best, and while I was sure it would disguise me should someone merely glance through the murky glass, there was no way it would stand under direct scrutiny. I tried to make myself small, hunching against the rear wall. This seemed to alarm whatever scavenged in the shadows even more, and perhaps its family, judging by the panicked sounds of the rustling nearby. I had other concerns than rats, though.

The beam of light sliced through the greenhouse, tainted yellow by the filthy glass. I could hear the guard's ominous footsteps from beyond. I imagined that I could tell his purpose from his steps, that he sounded like he was still unsure and not striding with intent. I flinched as a stray leaf—or worse, maybe a rodent—brushed my ankle in the dark. Biting down on the inside of my cheek, I refused the impulse to jerk away and investigate. Just a few minutes more and I'd be out of here, and if I kept calm, maybe not in the grip of some two-copper lot watcher.

Then it grabbed me. Not a rat. Whatever it was had hands—rough, strong hands that were instantly on my ankles, pulling on my calves, and tugging upon my belt. Too many hands, small but tenacious with their many tight grips. I stared furiously into the dark as I squirmed, unable to see what had me. Instantly I forgot the precariousness of my situation and thrashed, kicking out, but feeling only the rustle of leaves and the snapping of twigs under my boots. What the hell had a hold of me?

I managed not to give voice to my rising panic or the stream of curses coursing through my mind. Conflicting fears vied for priority, one demanding silence lest I be discovered, the other seeking only escape from whatever had me.

The latter won. I'd gladly take a few nights in jail over being dragged off in the clutches of whatever was trying to claim me.

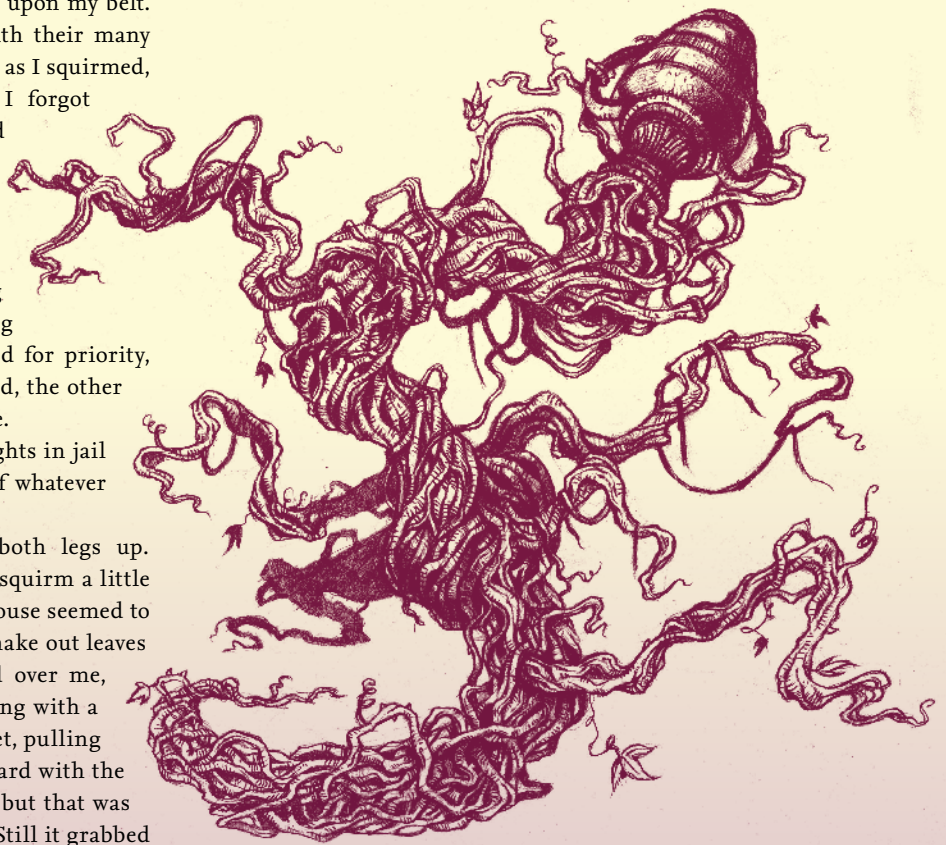
I rolled onto my back and kicked both legs up. Something came loose, and I was able to squirm a little ways from my attacker. The whole greenhouse seemed to be shaking, and around me I could just make out leaves and some thorny bush that had toppled over me, disguising even the barest hint of the thing with a hundred hands. Then it was back at my feet, pulling away at my right boot. I slammed down hard with the heel of my left and felt something crack, but that was all. Nothing cried out, nothing relented. Still it grabbed and grasped, relentlessly climbing my body, seemingly seeking my throat.

Some part of me screamed as light fell upon me from outside, hazy through the glass, but enough to give me a glimpse of what had me. Confusion mingled with panic as all I saw was a toppled vine, a thick, winding creeper covered in broad leaves, fallen across much of my legs. What kind of fool was I to get so tangled in some common root?

Then it moved. As if detecting the light, several leaves rose to attention like the heads of alerted serpents. It didn't seem to relish competition for its prey, and suddenly the deadly vine jerked forward, flinging an arm covered with snapping, grasping leaves at my face. I grabbed for it as best I could, and instantly three bloodless grips locked upon my arm, tendrils and underdeveloped sprigs knotting around me like dozens of tiny constrictors.

I heard the greenhouse door screech open, saw the watchman's light fall full upon me, and felt the dozens of leafy hands yanking me down, pinning me so the thing might more easily squeeze the life from my body. My frayed composure shattered. Throwing my head back, I screamed in the face of the perplexed watchman.

"Get it the hell off of me!"



"What the hell had a hold of me?"



Bestiary

None of the crew had any idea what they'd discovered—a truth that spoke well to the virtue of both their minds and souls. A riot of possibilities exploded forth, each sailor giving voice to his or her fear, ambition, or stranger desires. The wise were mistaken for cowards in that moment, and in short order we'd fetched picks and shovels and tested our muscle against the ancient ice. What a cacophony we must have created, for in that moment a dream that spanned ages, lives, and misty gulfs ended and a new nightmare, terrible and hungry, began.

—Ship's log of the *Venturous*

Horror unspeakable, cyclopean, squamous, and worse fill this special, extra-long entry into the Pathfinder Bestiary featuring the abominations of H. P. Lovecraft's Cthulhu Mythos. In addition to providing a number of the threats in "Wake of the Watcher," this bestiary summons forth creatures from the fiction of H. P. Lovecraft, as well as authors and game designers who have continued his tradition of otherworldly terror. Several of these creatures come directly from the pages of adventures and accessories for Chaosium Publishing's Call of Cthulhu Roleplaying Game, revealed here with statistics for the Pathfinder Roleplaying Game for the first time. For more on these creatures, as well as adventures and fiction from the brink of madness, check out chaosium.com.

DETOUR TO CARRION HILL

As the PCs make their way from the wreck of the Furrows to the town of Thrushmoor, they'll have to travel through the hills and woods of the county of Versex. Although Versex is known for its insular communities, suspicious natives, and history of unexplained sightings and disappearances, its inland wilderness is relatively tame. While the possibility of meeting Varisian or Sczarni wanderers exists, such travelers tend to avoid lingering in the backwater for long. But this is not to say that Versex is devoid of dangers. Aside from the eerie things that slink through dales and mountain crags and the unwholesome shapes that flit across the moon, a whole shunned city, built on the ruins of blasphemies and murders, broods amid the county's most rugged hills—dangerously near the PCs' most likely route to Thrushmoor.

GMs who wish to add more peril along the road to Lake Encarthan's coast might draw upon any of the encounters noted in the table here to menace the PCs on their journey. Yet GMs who want a double dose of Lovecraftian horror in their campaign might also want to encourage their players make a stop in Carrion Hill, the site of *Pathfinder Module: Carrion Hill*.

As *Carrion Hill* is designed for 5th-level characters, to use it as part of the Carrion Crown Adventure Path, you will need to update the adventure to accommodate a 9th-level party. This can be done primarily by increasing the HD and class levels of the foes encountered; the adventure can otherwise remain largely the same.

For the purposes of integrating this module into the story arc of the Adventure Path, the Whispering Way has become aware that things of great import are afoot in Carrion Hill—an elder evil has been inadvertently called from beyond the stars, and the release of such an entity would be auspicious to the success of the *Carrion Crown* formula. While one rider continues on to Caliphas, the rider carrying the Seasage Effigy is diverted to Carrion

ENCOUNTERS IN VERSEX

d% roll	Result	Avg. CR	Source
1–9	1 giant slug	8	<i>Bestiary</i> 254
10–16	1 gorgon	8	<i>Bestiary</i> 165
17–25	1 marsh giant	8	<i>Bestiary</i> 2 129
26–29	1 shantak	8	<i>Bestiary</i> 2 244
30–36	3 annis hags	9	<i>Bonus Bestiary</i> 11
37–38	1d4 hounds of Tindalos	9	<i>Bestiary</i> 2 158
39–42	1d6 redcaps	9	<i>Bestiary</i> 2 233
43–47	1d4 nymphs	9	<i>Bestiary</i> 217
48–51	1 tick swarm	9	<i>Bestiary</i> 2 265
52–56	1 vampire	9	<i>Bestiary</i> 270
57–59	1 colour out of space	10	see page 76
60–63	1d4 dimensional shamblers	10	see page 80
64–69	1d6 dire bears	10	<i>Bestiary</i> 31
70–73	1d4 treants	10	<i>Bestiary</i> 266
74–76	1 cauchemar	11	<i>Bestiary</i> 216
77–82	1d6 marsh giants	11	<i>Bestiary</i> 2 129
83–86	1 athach	12	<i>Bestiary</i> 2 33
87–91	3 night hags	12	<i>Bestiary</i> 215
92–93	1 shining child	12	<i>Bestiary</i> 2 245
94–97	1 viper vine	13	<i>Bestiary</i> 2 279
99–100	1 leng spider	14	<i>Bestiary</i> 2 176

Hill. Assume that the rider arrived far enough in advance of the PCs to descend to the altar stone and weaken the magical bindings that held the spawn of Yog-Sothoth before fleeing the city and continuing on his way to Illmarsh. You can tie the PCs firmly into the adventure's plot by including the testimony of witnesses or Crows who saw the Dark Rider emerge from Slipper Market just before the beast's first attack. At the very least, the PCs can peruse the *Pnakotic Manuscripts* to learn that the spawn of Yog-Sothoth's appearance is somehow helpful to the completion of the Whispering Way's goals and that they can delay the completion of the *Carrion Crown* formula by defeating the creature.

To reward the PCs for this sidetrack, the ancient secrets contained within the *Pnakotic Manuscripts* should grant a +2 bonus on Knowledge checks regarding the Whispering Way, the Recondite Order of the Indomitable Sea, and the Old Cult of Shub-Niggurath for the duration of this adventure.

While this detour isn't an official part of the Carrion Crown Adventure Path, and isn't expected by its plot or included in the expectations for party experience, GMs looking to expand upon the themes in "Wake of the Watcher" and add more sanity-shattering adventure to their campaign have the perfect resource in *Pathfinder Module: Carrion Hill*.

COLOUR OUT OF SPACE

An eerie radiance, a glow unlike anything else, suddenly suffuses the area, bringing with it a stifling sense of latent malignancy.

COLOUR OUT OF SPACE

CR 10



XP 9,600

CN Huge ooze (incorporeal)

Init +12; Senses blindsight 120 ft.; Perception +18

Aura lassitude (300 ft., DC 22)

DEFENSE

AC 23, touch 23, flat-footed 14 (+6 deflection, +8 Dex, +1 dodge, –2 size)

hp 126 (12d8+72)

Fort +10, Ref +14, Will +10

Defensive Abilities incorporeal; Immune acid, cold, fire, poison, sonic, mind-affecting effects, ooze traits; SR 21

Weaknesses force effects

OFFENSE

Speed fly 50 ft. (perfect)

Melee disintegrating touch +15 (6d6; DC 22)

Space 15 ft.; Reach 15 ft.

Special Attacks feed

STATISTICS

Str —, Dex 26, Con 22, Int 19, Wis 23, Cha 23

Base Atk +9; CMB +19; CMD 36 (can't be tripped)

Feats Dodge, Improved Initiative, Lightning Reflexes, Mobility, Spring Attack, Vital Strike

Skills Fly +27, Knowledge (geography) +16, Knowledge (nature) +16, Knowledge (planes) +16, Perception +18, Stealth +12

ECOLOGY

Environment any

Organization solitary

Treasure incidental

SPECIAL ABILITIES

Aura of Lassitude (Su) A creature within 300 feet of a colour out of space (even when the colour is hiding within a solid object) must make a DC 22 Will save or become overwhelmed with listlessness and ennui. While under this effect, the creature takes a –4 penalty on all Will saving throws, and will not willingly travel farther than a mile from the area where it failed its saving throw against that colour's aura of lassitude. A *break enchantment* spell (DC 22) ends the effect, as does removing the victim from the aura's area of effect. Every 24 hours, a creature affected by an aura of lassitude can attempt a new DC 22 Will save to throw off the effects of the aura. A creature that succeeds at this saving throw is immune to that colour's aura of lassitude for 24 hours, and a creature that is under the effects of an aura of lassitude from a colour out of space cannot be further affected by this ability from other colours. This is a mind-affecting effect. The save DC is Charisma-based.

Disintegrating Touch (Su) A colour's touch causes a terrible

disintegration of flesh and bone. A DC 22 Fortitude save halves the damage caused by a colour out of space's touch attack. A creature reduced to 0 hit points by a colour out of space's touch attack must make a DC 22 Fortitude save or be immediately slain and reduced to a pile of fine ash. The save DC is Constitution-based.

Feed (Su) A colour can attempt to feed on any living creature or a region of plant life as a full-round action. If it feeds on a single creature, the colour must have line of sight and be within 300 feet of the target. If it feeds on a region of plant and animal life, it need only be within that region. It can attempt to feed on a region once per week, and upon a living creature at will (but only once per day per living creature). Feeding on a region of plant life is automatically successful, blighting that region of plant life as if via a *diminish plants* spell used to stunt growth. A creature can resist being fed upon by a colour out of space by making a successful DC 22 Will save—if the save is successful, the colour must wait 24 hours before attempting to feed on that creature again. If this saving throw fails, the victim takes 1d4 points of ability drain to Charisma and Constitution. If a creature is drained to 0 points of Constitution by a colour out of space's feed attack, it dies, crumbling into a mass of desiccated tissue. If a creature is drained to 0 points of Charisma by a colour out of space's feed attack, it gains the colour-blighted simple template (see facing page). Every time a colour successfully feeds on a creature, it gains 1 growth point. A colour out of space can never have more than 100 growth points—it can expend 100 growth points after spending 24 hours concentrating on its growth, and in so doing gains 1 permanent Hit Die. The save DC is Charisma-based.

Susceptible to Force Effects (Ex) A colour out of space takes half again as much damage (+50%) from force effects, and takes a –4 penalty on all saving throws to resist force effects. A colour out of space cannot damage force effects with its disintegrating touch. Its aura of lassitude and feed ability is blocked if the colour is completely entrapped by force effects (such as by a windowless cell version of *forcecage* or a *telekinetic sphere*).

The deepest, strangest parts of the Dark Tapestry hold truly alien concepts, and of those, few are more notorious than the colour out of space. The lack of a physical body does little to impede this deadly alien lifeform's ability to cause incredible devastation. The fact that its life cycle requires periodic visits from the deepest reaches of space to gestate and grow in the vicinity of powerful gravitational fields such as those created by planets only increases the monster's opportunities to bring ruin to countless worlds.

The colour out of space is just that—a mobile radiance. Its glow is unlike any seen in nature, and while those few who encounter one of these creatures and survive to tell the tale may describe the radiance or depict it in art as

a sinister green-gray illumination, these depictions are flawed reproductions. To witness the colour out of space is to know there are things no humanoid mind can fully comprehend, describe, or explain.

ECOLOGY

Very little is known about the life cycle of a colour that dwells in the depths of space, for it is only when they come to a planet to grow and reproduce that other lifeforms encounter them. A colour's arrival upon a world is typically via a small meteorite strike—the colour itself infuses this meteorite, and shortly after the falling star's arrival, the rock crumbles away to expose the semisolid mass of a larval colour that seeps into the surrounding landscape. Although a colour is incorporeal, and thus able to move through solid objects, it can also exist as a free-floating eerie radiance. Natural sunlight doesn't particularly harm colours out of space, but they prefer to dwell in darkened areas like deep caves or abandoned wells where their own radiance has little or no competition. Over the course of several weeks, months, or even years, the colour feeds upon the surrounding plant and animal life—the act of this feeding is weirdly addictive to its victims, who over time develop a self-destructive lassitude that prevents flight from the region. When a colour has absorbed enough life to grow to full maturity (usually signified by reaching 25 to 30 Hit Dice), it gathers its strength and erupts from its den, coruscating into the sky as it launches the majority of itself back into space to continue its unknowable existence in the Dark Tapestry. Sometimes, enough remains of the parent colour to survive on its own, and in these cases the life cycle repeats again and again. Areas blighted by a colour out of space are singularly recognizable not only for the eerie pallor of local plant life and large swaths of blasted, barren landscape, but by the presence of those the colour has fed from. These unfortunate deformed individuals, known as colour-blighted creatures, never live for long, but while they do, their madness often drives them to unusually violent behavior, be they men or beasts.

COLOUR-BLIGHTED SIMPLE TEMPLATE (CR +0)

A creature with the colour-blighted simple template appears hideously deformed and glows with the same unnamable color as the creature that blighted it. A colour-blighted creature's quick and rebuild rules are the same.

Rebuild Rules: A colour-blighted creature's ability scores suffer drain as a result of being fed upon by a colour out of space, but once a creature gains this template, it becomes immune to further feed attacks from colours out

of space until it loses the colour-blighted simple template. A Charisma score drained to 0 by a colour out of space's feed attack is raised to 1; other ability scores are not altered. In order to remove this simple template from a creature, one need only restore all of its drained ability scores to normal. As long as a creature suffers the colour-blighted template, it becomes strangely aggressive toward creatures that do not exude the colors of a colour out of space, and gains a +1 bonus on attack rolls and weapon damage rolls against such targets. Every 24 hours, a creature suffering from this simple template must make a DC 12 Fortitude save to resist crumbling into fine white ash—such a doom means instant death and, for many color-blighted creatures, their only chance at escape from a life filled with pain.



DARK YOUNG OF SHUB-NIGGURATH

The lumbering bulk of a treelike monster lurches out of the mist, its branches tentacles, its roots ending in hooves, and its trunk decorated with numerous drooling maws.

DARK YOUNG OF SHUB-NIGGURATH CR 12 

XP 19,200

CE Huge aberration

Init +7; **Senses** darkvision 60 ft., tremorsense 30 ft.;

Perception +21

Aura frightful presence (30 ft., DC 24)

DEFENSE

AC 27, touch 11, flat-footed 24 (+3 Dex, +16 natural, –2 size)

hp 161 (14d8+98)

Fort +11, **Ref** +9, **Will** +13

DR 15/slashing; **Immune** acid, electricity, fire, poison

OFFENSE

Speed 30 ft.

Melee 4 tentacles +19 (1d8+10/19–20 plus grab)

Space 15 ft.; **Reach** 15 ft.

Special Attacks constrict (1d8+10), sucking maws, trample (1d8+15, DC 27)

Spell-Like Abilities (CL 12th; concentration +17)

Constant—*freedom of movement*

At will—*air walk*, *tree shape*

3/day—*entangle* (DC 16), *command plants* (DC 19)

1/day—*insanity* (DC 22), *tree stride*

STATISTICS

Str 30, **Dex** 17, **Con** 24, **Int** 16, **Wis** 19, **Cha** 21

Base Atk +10; **CMB** +22 (+26 grapple); **CMD** 35 (can't be tripped)

Feats Combat Reflexes, Improved Critical (tentacles),

Improved Initiative, Lightning Reflexes, Power Attack, Vital Strike, Weapon Focus (tentacles)

Skills Knowledge (arcana) +17, Knowledge (nature) +17,

Knowledge (religion) +17, Perception +21, Sense Motive +18,

Spellcraft +20, Stealth +12 (+20 in forests); **Racial Modifiers**

+8 Stealth in forests

Languages Aklo

ECOLOGY

Environment temperate forest or swamp

Organization solitary, pair, or grove (3–6)

Treasure standard

SPECIAL ABILITIES

Sucking Maws (Su) A dark young of Shub-Niggurath that successfully pins a creature it is grappling automatically inflicts 1d4 points of Strength drain on that creature. A DC 24 Fortitude save reduces this effect to 1 point of Strength drain. A creature drained to 0 Strength does not die, but must make a DC 24 Will save at that point to resist being driven mad by the experience, as the foul green waste exuded from the same sucking mouths that drink life implant in the emptied shells strange visions and horrifying

certainties. If you use the *GameMastery Guide* in your game, this madness manifests as schizophrenia, but with a save DC equal to the dark young's Strength drain save DC listed above (DC 24 for most dark young). One common result of this unfortunate madness is a strange desire to return to the site of their original encounter in hopes of being consumed entirely by the creature that only drank a part of their body and mind—many of those who survive this horrific ordeal go on to found dark young cults of their own. If you don't use the *GameMastery Guide* in your game, treat this madness instead as an *insanity* spell. The madness element of a dark young's sucking maws is a mind-affecting effect. The save DC for all of the saving throws involved with this special ability is Constitution-based.

The Elder God known in whispered circles as Shub-Niggurath is reputed to have a thousand young, when in fact her spawn are myriad. Yet some of her children are more fecund and successful than others, and the monstrosities known as her dark young are perhaps the best known of this legion of monstrosities.

In combat, a dark young usually starts by using *entangle* and *command plants* to seize control of the surrounding terrain—its ability to constantly use *freedom of movement* affords it mobility through such regions, allowing it to move through the areas and select its prey with ease. Intelligent and canny, dark young know that spellcasters are more difficult to affect with *insanity*, and save that spell-like ability for use against rogues, fighters, and similar foes. Flight offers no guarantee of safety from the dark young, for they can pursue their foes through the air as surely as across land.

ECOLOGY

A dark young superficially resembles a tree, and while it possesses magic that allows it some ability to appear as a tree or to control the plants of the trackless forests it favors, upon close inspection a dark young is manifestly something far more than a mere tree. Even the smallest of these creatures stand taller than a house, while the largest of them shake the very earth with their cloven hooves and crush cities and forests alike with their passage.

A typical dark young of Shub-Niggurath stands nearly 30 feet tall and weighs 12,000 pounds, but many are much larger. While most are encountered in temperate regions, they can also be found in subarctic or tropical forests. These dark young appear no different than their temperate-dwelling kin, but when they use their *tree shape* ability, they assume the forms of plants native to the region.

HABITAT & SOCIETY

Dark young prefer to dwell in large wilderness regions, particularly within temperate woodlands or swamps.

While their presence amid cults of Shub-Niggurath have given rise to assumptions that these foul lunatics possess strange secrets that allow them to conjure the dark young to serve their cabals as guardians, in fact the reverse is true. Cultists of Shub-Niggurath often seek out the dark young and offer themselves to the creatures in sacrifice, in hopes of either being transported to the embrace of their goddess Shub-Niggurath in the process of being digested or impressing the dark young with their devotion so they might be granted reincarnation as one of them—or simply out of madness. In most cases, these offerings end poorly for the cultist, for the dark young of Shub-Niggurath are ravenous—the numerous sucking mouths that stud their trunks drain blood, drink flesh, and devour life rapidly, causing the victim's body to wither and atrophy. Often, a dark young takes pains to avoid damaging those it grabs and holds against its hungry flanks, for a living, squirming meal is so much more delicious than a lifeless husk. Those drained to zero Strength by a dark young are sometimes left hideously alive, perhaps draped across high branches in a tree where the paralyzed victim has no choice but a slow death from thirst and exposure, or maybe left for hungrier jaws in the woods amid the cloven prints and pools of thick green waste that drain from these creatures as they feed.

Yet not all cultists who seek the dark young meet such ends, for some of the dark young have strange needs and uses for mortal minions. These dark young serve as objects of veneration and obsession for their cults, and happily accept their sacrifices in Shub-Niggurath's name, even though most dark young themselves feel no great debt of loyalty to their fecund progenitor. The actual uses the dark young put their cults to vary wildly—these aberrations are quite intelligent, and many have their own goals and plans that are made much easier to achieve with the addition of a blindly loyal cult. Most dark young merely enjoy the idea of being worshiped as a god, while others stand apart from their kin and do feel a strong link to Shub-Niggurath, seeing these cults as a way to honor their inhuman mother with mortal minions. Yet the dark young of Shub-Niggurath are the spawn of a body and mind alien to most forms of mortal life, and as such the majority of these

monsters have plans and goals that may seem nonsensical at best (such as a strange desire to drive all avian life from a swamp, or a drive to build a series of stone menhirs in a massive spiral shape recognizable only from absurdly great heights) or wantonly destructive at worst (such as the destruction of all settlements within a mile of a forest's edge). It's rare for the cultists themselves to be privy to the dark young's reasoning, and most worshipers content themselves with their own interpretations of why they serve one of the Thousand Young.



DIMENSIONAL SHAMBLER

This rugose figure rears up to a man's height, its large hands bearing far too many twitching fingers.

DIMENSIONAL SHAMBLER

CR 8



XP 4,800

CE Medium outsider (chaotic, evil)

Init +7; Senses darkvision 60 ft.; Perception +14

DEFENSE

AC 21, touch 13, flat-footed 18 (+3 Dex, +8 natural)

hp 94 (9d10+45)

Fort +11, Ref +8, Will +10

Defensive Abilities resist conjuration; DR 5/lawful; Immune summoning

OFFENSE

Speed 30 ft.

Melee 2 claws +14 (2d6+5 plus grab)

Special Attacks dimension mastery, shift planes

Spell-Like Abilities (CL 8th; concentration +9)

At will—*dimension door*

3/day—*blink*, *dimensional anchor*

STATISTICS

Str 21, Dex 16, Con 20, Int 7, Wis 14, Cha 13

Base Atk +9; CMB +14 (+18 grapple); CMD 27

Feats Improved Initiative, Iron Will, Lightning Reflexes, Lunge, Vital Strike

Skills Knowledge (planes) +18, Perception +14, Sense Motive +14, Stealth +15; Racial Modifiers +8 Knowledge (planes)

Languages Aklo

ECOLOGY

Environment any

Organization solitary, pair, or gang (3–9)

Treasure standard

SPECIAL ABILITIES

Dimension Mastery (Ex) A dimensional shambler can take actions normally after using *dimension door* effects. A dimensional shambler under the effects of a *dimensional anchor* or *dimensional lock* spell can ignore the effects of the spell for 1 round by making a DC 25 Knowledge (planes) check as a move action.

Resist Conjuration (Ex) Dimensional shamblers detest being conjured by other creatures. They are immune to all spell effects of the summoning school, and are treated as if they had double their actual Hit Dice (18 HD for most dimensional shamblers) for the purposes of determining if they can be conjured by spells like *planar ally* or *planar binding*.

Shift Planes (Su) A dimensional shambler can shift between planes once per hour, using an effect that is similar to that created by the *plane shift* spell, save that a dimensional shambler is a master of such travel and can manifest at an exact location on its destination plane if it makes a DC

20 Knowledge (planes) check. If it exceeds this DC by 10 or more, it can place itself in such a position upon arrival that if combat immediately results from its appearance, it gains a +10 bonus on its resulting initiative check. Using shift planes is a full-round action that provokes attacks of opportunity, during which the dimensional shambler shimmers and grows increasingly transparent. A dimensional shambler can use this ability while grappling a creature—doing so does not provoke attacks of opportunity from the creature it is grappling. If the creature is of the dimensional shambler's size or smaller (Medium for most dimensional shamblers), that creature shifts planes with the dimensional shambler unless it makes a DC 15 Will save. The save DC is Charisma-based.

The dimensional shambler is a vagabond of the realms between realms. With its ability to shift planes, it is no stranger to the weirdest the Great Beyond has to offer, and despite its brutish and unrefined intellect, its knowledge of the planes and the relationships between dimensions is significant indeed.

A dimensional shambler is humanoid in outline, yet it moves with a weird and alien gait that gives it the appearance of a creature not in full possession of its faculties, almost as if it were drunk or horribly wounded. Yet those who mistake this shambling posture as a sign of weakness swiftly learn of their error, for the dimensional shambler is in fact quite agile—the weird lumbering cadence of its movements is simply another outward manifestation of its inhuman countenance.

A dimensional shambler typically stands just over 7 feet in height, and weighs 350 pounds.

ECOLOGY

As outsiders, dimensional shamblers have no need to feed—a trait that comes in handy for a creature that often finds itself adrift or lost in strange realms where food and water does not—or perhaps *cannot*—exist. They are certainly most at home in regions that function similarly to most Material Plane worlds, for their bodies are built to traverse the ground. They have no inborn ability to fly, cannot breathe water, and possess no unusual resistance to energies, and as such there are many realms throughout the Great Beyond that are dangerous or even deadly to dimensional shamblers. Yet they are masters of traveling the planes, and instinctively avoid appearing in regions that would cause them harm. More powerful dimensional shamblers often seek out magical devices to aid them in traveling the stranger and less hospitable corners of reality.

The need a dimensional shambler has for exploring the Great Beyond is not fully understood by mortal scholars. Certainly, curiosity seems to be a large part of

their drive—a dimensional shambler can spend weeks or even years simply observing a particularly unusual planar feature, such as the expulsion of raw protolife from the Positive Energy Plane into the surrounding realities, the strange semianimate heavings of an Abyssal swamp giving birth to a legion of demons, or the mind-numbing violence of a reality storm deep in the Maelstrom. As chaotic evil outsiders, they are most comfortable on planes that either have no strong alignment traits or are close to chaotic evil, yet this does not prevent them from exploring realms beyond.

The mind of a dimensional shambler, as with its body and mobility, is not quite “in tune” with mortal expectations, and it may be that what scholars have assumed is curiosity could be some other driving force. Perhaps the race instinctively travels the Great Beyond in search of a forgotten or hidden goal, or maybe the constant change of reality is something that brings them pleasure or some strange nutrition.

Dimensional shamblers generally lack the wits to carry on long philosophical discussions, and are prone to attacking other creatures when they encounter them, so attempts to learn more about this mysterious race through conversation have not resulted in particularly informative results.

HABITAT & SOCIETY

Dimensional shamblers seem to have very little interest in others of their kind. While they do not display any instinctual need for violence against others of their ilk when chance brings them together, neither do they seek out their own kind for companionship. Dimensional shamblers are solitary beings, and the majority of their interactions with other forms of life are violent—they are fond of snatching creatures who are capable of comprehending their own peril and whisking them away to remote corners of the multiverse. Those few who have endured these abductions and survived to tell the tale did so either by escaping their captors and hiding, or by slaying the shamblers. In all cases, their

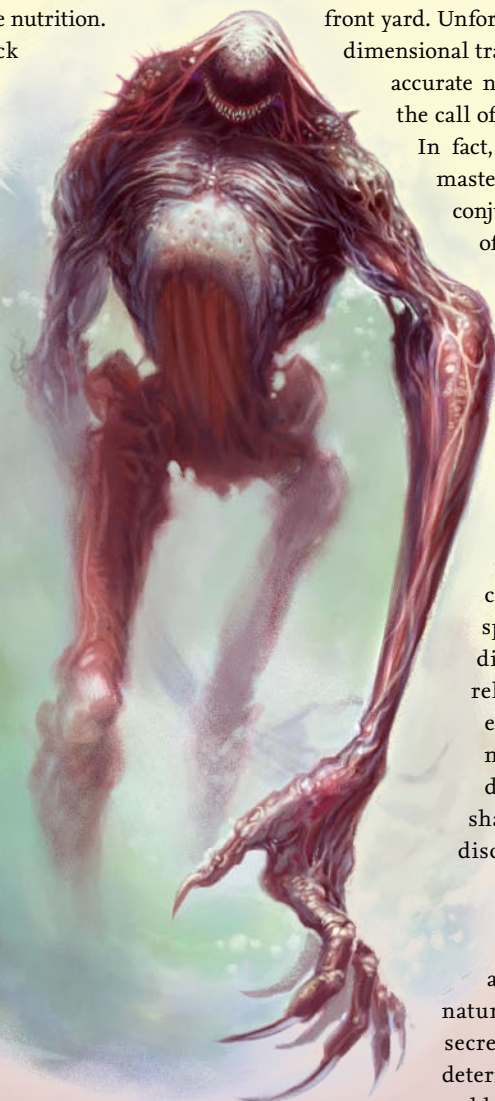
return home has involved harrowing journeys through the Great Beyond, for the dimensional shambler is frustratingly skilled at selecting particularly remote and dangerous realms as destinations for its abductions. The fate of the majority of these victims is unknown, although circumstantial evidence indicates that the shambler itself plays a key and grisly role in the victims’ doom.

Spellcasters have long sought to harness the dimensional shambler’s ability to accurately travel between planes. Mortal magic has traditionally found this feat a difficult one to master—*plane shift* is notorious for its inaccuracy, often leaving powerful effects like *gate*, *miracle*, or *wish* as the favored methods of safe interplanar travel. Yet the dimensional shambler seems able to navigate the unnavigable with ease, traveling between incredibly diverse and distant locations with no more difficulty than a human

might have stepping out of a house into his own front yard. Unfortunately, the same mastery over dimensional travel that affords shamblers such accurate navigation allows them to resist the call of conjurers with surprising skill.

In fact, by the time most spellcasters master the magic required to lure or conjure a dimensional shambler, it is often a simpler matter to use a *gate* spell instead.

Some conjurers claim to have developed methods of attracting dimensional shamblers more easily. Through the use of blood sacrifice via a blade of purest metal and the application of exacting mathematical symbols or other complex combinations of runes, these spellcasters can call upon dimensional shamblers with relative ease. Unfortunately, the exact combination of runes, metals, and bloodshed seems different for every dimensional shambler, so once a spellcaster discovers the correct combination to lure one of these monsters, the secret that caster has uncovered is as closely guarded as her greatest treasures. The nature and availability of these secret rituals are left to the GM to determine, but such a ritual’s recipe could well be worth 8,000 gp or more to an interested party.



ELDER THING

This strange creature has a star-shaped head and numerous writhing appendages arranged radially around its barrel-shaped body.

ELDER THING

CR 5



XP 1,600

LN Medium aberration (aquatic)

Init +2; Senses all-around vision, darkvision 60 ft.; Perception +13

DEFENSE

AC 18, touch 12, flat-footed 16 (+2 Dex, +6 natural)

hp 59 (7d8+28)

Fort +8, Ref +4, Will +8

Defensive Abilities limited starflight; Immune cold; Resist fire 10

OFFENSE

Speed 30 ft., fly 20 ft. (clumsy), swim 40 ft.

Melee 5 tentacles +7 (1d4+2 plus grab)

Special Attacks constrict (1d4+2)

STATISTICS

Str 15, Dex 14, Con 19, Int 20, Wis 16, Cha 17

Base Atk +5; CMB +7 (+11 grapple); CMD 19 (can't be tripped)

Feats Combat Expertise, Combat Reflexes, Endurance, Great Fortitude

Skills Disable Device +9, Fly +4, Heal +10, Knowledge (arcana) +15, Perception +13, Spellcraft +15, Survival +13, Swim +20, Use Magic Device +10

Languages Elder Thing

SQ amphibious, hibernation, no breath

ECOLOGY

Environment any

Organization solitary, pair, pod (3–8), or city (9+)

Treasure standard

SPECIAL ABILITIES

Hibernation (Ex) An elder thing can enter a state of hibernation at will. While in this state, it can take no actions and is effectively helpless, as if it were in a deep sleep. An elder thing can remain in hibernation for as long as it wishes—while in this state, it does not need to eat or drink, nor does it age. Time effectively stands still for a hibernating elder thing. If it is jostled or damaged while hibernating, an elder thing can attempt a DC 20 Will save to awaken within 2d4 rounds; otherwise it takes 1d4 days to awaken from hibernation. An elder thing can set the length of its hibernation when it first enters this state, so that it can awaken after a set amount of time has passed. When awakening at a set time in this manner, an elder thing needs only 1d3 rounds to rouse itself, with no Will save necessary.

Limited Starflight (Ex) An elder thing can survive in the void of outer space, and its wings allow it to use its fly speed in outer space despite the lack of air. Unlike creatures with full starflight (like the shantak), an elder thing's ability to fly in outer space does not allow it to reach unusual

speeds—an elder thing who wishes to travel from one planet to another typically calculates the distance and then hibernates for the majority of the journey, relying on its momentum and inertia to carry it to its destination while it slumbers along the way.

No Breath (Ex) An elder thing does not breathe, and is immune to any effects that require breathing (such as inhaled poison).

Known by various names on various worlds, but most often as “elder things” or “old ones,” these strange creatures have very little of the humanoid in their shape, yet their philosophies and goals shine with very human features—fundamental curiosities about the nature of life, deep interests and skills in creating lasting works of art and architecture, and a boundless capacity for war and egotism.



An elder thing's body is the shape of an elongated barrel featuring ridges that run from one end to the other. The creature's head rests at one end—a starfish-shaped organ with eyes at the tips of the arms, stalked feeding tubes, and a mouthlike opening at the center. At the other end of its body coil five long tentacles and a wriggling mass of smaller tendrils—the creature's primary source of locomotion on land. Five sets of wings can extend from its body, along with five sets of branchlike arms ending in numerous small feelers that work akin to a human's fingers and hands; both sets of limbs can be retracted into the body as needed.

A typical elder thing is 6 feet from head to foot, with a 7-foot wingspan. Surprisingly heavy for their size, an elder thing generally weighs about 450 pounds.

ECOLOGY

Elder things are most at home in water, yet comfortable on land as well. While quite heavy, they are capable of flight, although this method of transportation is one without grace for an elder thing. Even the depths of outer space hold little danger for these creatures, and there are few places in the universe that are barred from their exploration.

An elder thing's blood is thick and syrupy, with a nauseating green tinge and an even more nauseating odor. Many animals, dogs in particular, find this scent unpleasant or downright frightening, driven to extremes of fear or violence if confronted with it. The creature possesses both lungs and gills, but its physiology is also capable of shutting itself down completely in times of need, allowing it to enter a state of profound hibernation during the course of a long journey or when faced with no other recourse than to retreat into a well-defended bunker or vault to outwait danger.

Highly intelligent, the elder things are no stranger to magic or technology. While their bodies are decidedly inhuman, they possess analogous limbs that function well enough for them to utilize weapons or magical items similarly to most humanoids. Obvious exceptions such as armor, helmets, boots, and gloves are unusable by elder things unless they are crafted in such a way as to fit their unusual bodies, but their limbs can easily accommodate things like rings, amulets, bracers, belts, and even cloaks. Most elder things eschew melee weapons, opting instead for their natural weapons, magic, or strange technological items for combat, but they are capable of wielding any weapon a human could in their strong, agile tentacles.

HABITAT & SOCIETY

The elder things are travelers—with the ability to navigate interstellar distances, their kind has journeyed to and settled upon countless planets throughout the universe. The time required to make such journeys is significant, so once

MORE ABOUT THE OLD ONES

Lovecraft is certainly the source of the cliché that presents an alien or a monster as “too unthinkable to describe,” yet when one reads his stories, more often than not he presents exacting descriptions of his monsters. If you're looking for more information about these creatures and how they might figure into your campaign world's history, you should check out “At the Mountains of Madness,” or Chaosium's epic adventure “Beyond the Mountains of Madness” at chaosium.com. Both works present an incredible amount of detail about these fascinating entities.

a colony arrives on a planet, they generally remain for eons, only sending new colonists out into the darkness when the urge or need to find a new home grows too strong. In some cases, elder things who dwell too long upon a planet lose the ability to survive in outer space, effectively stranding that colony for the rest of time.

Elder things have their own language—a strange-sounding “tongue” consisting of haunting piping sounds and shrill cries that are difficult for humans to mimic. The written version of this language incorporates a radial pattern of markings—to the untrained eye, elder thing writing looks like a random sequence of dots in strange circular patterns.

The elder things prefer to colonize planets devoid of sentient life, for among their great sciences is the art of creating new organisms. The elder things often engage in war against other societies for dominance of such ripe planets—their histories are filled with accounts of such wars against mi-go, star-spawn of Cthulhu, or as in the case of the world of Golarion, the aboleths. In this instance, the aboleths won the war, yet not so decisively so as to prevent small colonies of elder things from establishing footholds here and there in remote corners of the world.

Elder things are cited in many blasphemous texts as the creators of the dreaded shoggoth—a creature bred for its versatility and strength and used to erect vast cities for the elder things to dwell in. Yet the race's egotism often exceeds its discretion, as in the case of the shoggoth. Uprisings of shoggoth slaves who develop intelligence over the course of several generations have spelled the doom for countless elder thing colonies, yet most elder things consider such events to be the failures of “lesser minds,” thinking themselves above the level of making such mistakes. On other worlds, the elder things are said to have created even wider varieties of life, and it may be that the elder things are the true source of entire alien ecosystems.

GNOPH-KEH

A vortex of freezing wind swirls around this six-legged, bearlike monstrosity. A single horn protrudes from its snarling face.

GNOPH-KEH	CR 11	  
XP 12,800		
CE Large magical beast (cold)		
Init +1; Senses darkvision 60 ft., low-light vision, snow vision; Perception +22		
Aura cold (30 ft.)		
DEFENSE		
AC 25, touch 10, flat-footed 24 (+1 Dex, +15 natural, –1 size)		
hp 147 (14d10+70)		
Fort +14, Ref +12, Will +11		
Immune cold		
Weaknesses heat susceptible, vulnerable to fire		
OFFENSE		
Speed 40 ft.		
Melee 4 claws +20 (1d6+7), gore +20 (1d8+7/19–20/x3)		
Space 10 ft.; Reach 10 ft.		
Special Attacks blizzard, powerful charge (gore, 2d8+14/19–20/x3)		
STATISTICS		
Str 24, Dex 13, Con 20, Int 13, Wis 20, Cha 21		
Base Atk +14; CMB +22; CMD 33 (41 vs. trip)		
Feats Bleeding Critical, Critical Focus, Improved Bull Rush, Improved Critical (gore), Iron Will, Lightning Reflexes, Power Attack		
Skills Climb +24, Perception +22, Stealth +14 (+22 in snow or on ice); Racial Modifiers +8 Stealth in snow or on ice		
Languages Aklo		
SQ icewalking		
ECOLOGY		
Environment any cold		
Organization solitary, pair, or gathering (3–8)		
Treasure standard		
SPECIAL ABILITIES		
Blizzard (Su) Once per hour as a standard action, a gnoph-keh can create a stationary blizzard that fills a 20-foot-radius spread. The gnoph-keh can place the center of this blizzard at any point within its reach. Multiple gnoph-kehs can use the aid another action to help a single gnoph-keh create a much larger blizzard—every additional gnoph-keh who aids the first increases the area of the blizzard's radius by 20 feet. All gnoph-kehs wishing to aid the primary creature must be within the area of that gnoph-keh's cold aura. Once created, the blizzard remains active for 1 hour if it was created in a cold environment, or for 1 minute if created anywhere else. The wind in the blizzard's area blows in a clockwise circular pattern at windstorm speeds, restricts visibility as fog does, and makes the region count as difficult terrain. A gnoph-keh can move through a blizzard (either		

one created by magic or a naturally occurring blizzard) without penalty.

Cold Aura (Su) A gnoph-keh radiates an aura of blistering cold in a 30-foot radius. Any creature that ends its turn within this area takes 2d6 points of cold damage. While in a blizzard (either one created by magic, such as the gnoph-keh's blizzard power, or a naturally occurring blizzard), any creature that takes damage from a gnoph-keh's cold aura must make a DC 22 Fortitude save to avoid being staggered by the numbing cold for 1 round. The save DC is Constitution-based.

Heat Susceptible (Ex) A gnoph-keh takes a –4 penalty on all saving throws made to resist the effects of high temperatures (see page 444 of the *Pathfinder RPG Core Rulebook*). When a gnoph-keh takes damage from heat in this way, and the damage is from temperatures in excess of 90° F, the damage the creature takes is always lethal damage. In these conditions, the gnoph-keh's cold aura does not function at all.

Icwalking (Ex) This ability works like the *spider climb* spell, but the surfaces the gnoph-keh climbs must be icy. The beast can move across icy surfaces without penalty and does not need to make Acrobatics checks to run or charge on ice.

Snow Vision (Ex) A gnoph-keh can see perfectly well in snowy conditions, and does not take any penalties on Perception checks while in snow.

The gnoph-keh is a six-legged horned creature vaguely akin to a polar bear in shape and outline, yet possessed of a cruel and creative intellect that elevates it from the rank of wild beast to murderous warmonger. Covered with a dense pelt of shaggy white fur, the gnoph-keh is equally at home walking on two, four, or six legs. The creature prefers to travel on all six when using its powerful charge or running, but rears up on its hind legs in combat to bring its four front claws to bear on its foes. With the gnoph-keh's ability to call up and direct powerful blizzards matched to its ability to move and see in such conditions without any disadvantage, the creature is rightfully feared in the frozen realms where it dwells.

ECOLOGY

The gnoph-keh is, and always has been, a beast of the frozen white realms. Temperatures above freezing are uncomfortable to the gnoph-keh, to the extent that prolonged exposure to warm or hot temperatures can actually kill this mighty creature. Its aura of cold helps to protect it somewhat when it ventures into temperate areas, but once in a subtropical or similarly heated environment, the monster's freezing body cannot compensate—its flesh begins to literally melt, as if it were composed of ice and snow. The gnoph-keh has watery blue blood, and as it melts, this pale fluid runs in copious, steaming gouts from

its body, inflicting severe pain on the creature. Accounts of gnoph-kehs being driven to blind rage in such conditions and simply attacking all nearby creatures and objects with no attempt to seek safety are likely apocryphal, since a gnoph-keh presented with such extreme temperatures generally does everything in its power to flee. They can use their ability to create blizzards to delay this fate, but in hot areas, the fact that this ability lasts only a minute usually only postpones the inevitable.

Although once much more numerous, gnoph-kehs today are spread quite thin through the frozen wastelands and mountain heights they prefer to dwell in. This, combined with the creatures' long gestation period, means that few gnoph-kehs are born. The monsters are exceptionally long-lived, with all indications that they can survive for centuries, or even millennia, if not slain by sickness or violence. Gnoph-kehs typically only seek out others of their kind for two reasons—to mate (an event that generally happens only once a century for any single gnoph-keh) or to make war.

Gnoph-kehs are hermaphrodites, capable of fertilizing others of their kind while also capable of becoming pregnant (although they cannot fertilize themselves). Despite its resemblance to a mammal, the gnoph-keh does not birth live young—instead, it lays a clutch of a dozen or so furry eggs that it buries in the snow or in the ice of a glacier. As the eggs grow, they slowly absorb each other until finally only a single egg remains. The creature inside doesn't hatch as much as it simply absorbs the leathery, furry sphere that surrounds it, transforming into a fully grown gnoph-keh.

HABITAT & SOCIETY

The primary driving force behind gnoph-keh society is war—not between themselves, but against other creatures that share their realms. Whether this drive to wage war is rooted in a strange psychological need, spurred by racial memories of the creatures' interactions with even more hostile races in the distant past, or something else entirely, there can be no denying that the gnoph-kehs enjoy the act of spreading misery to other races—particularly to humanoids. The only times a gnoph-keh interacts with one of these “lesser races” is to subjugate it for the purposes of establishing an army that

the gnoph-kehs can then use against similar races, for the only thing that eclipses a gnoph-keh's lust for warfare is the delight in turning tribes against each other. Once one tribe wipes out all of its competitors, the inevitable result is the final destruction of the victorious tribe by its own hateful commander. In this way, a single gnoph-keh can eradicate far larger groups than it would normally be able to destroy on its own.

While gnoph-keh society may seem monolithic to humanity, this is largely due to the simple fact that most of humanity's interactions with the gnoph-kehs are in the framework of pain and death. And while gnoph-kehs do not usually gather in groups or build cities, there is evidence that this is not always the case in certain strange and ancient ruins found in frozen corners of the world. Most gnoph-kehs spend their time alone in contemplation or worship of strange statues they carve from glaciers or frozen lakes. The countenances of these gnoph-keh gods are alien and frightening. Very few gnoph-keh clerics or other divine spellcasters exist, prompting some scholars to theorize that these statues are in fact effigies of a long-forgotten and even more terrible force—perhaps the same one that nearly drove the gnoph-kehs into extinction so long ago and instilled in their minds such an overwhelming predisposition for war.



Mi-Go

This unnaturally graceful creature has a bulbous fungoid lump for a head, spiny insectoid wings, and a tangle of spiky, clawed legs.

Mi-Go	CR 6			
XP 2,400				
NE Medium plant				
Init +5; Senses blindsight 30 ft., low-light vision; Perception +12				
DEFENSE				
AC 20, touch 16, flat-footed 14 (+5 Dex, +1 dodge, +4 natural)				
hp 66 (7d8+35)				
Fort +10, Ref +7, Will +4				
DR 5/slashing; Immune cold, plant traits; Resist electricity 10, fire 10				
OFFENSE				
Speed 30 ft., fly 50 ft. (good)				
Melee 4 claws +10 (1d4+3 plus grab)				
Special Attacks evisceration, sneak attack +2d6				
STATISTICS				
Str 16, Dex 20, Con 21, Int 25, Wis 14, Cha 15				
Base Atk +5; CMB +8 (+12 grapple); CMD 24 (32 vs. trip)				
Feats Combat Reflexes, Deceitful, Dodge, Weapon Finesse				
Skills Bluff +18, Disable Device +12, Disguise +18, Fly +9, Heal +9, Knowledge (arcana) +14, Knowledge (geography) +14, Perception +12, Spellcraft +14, Stealth +15; Racial Modifiers Bluff +4, Disguise +4				
Languages Aklo, Common, Mi-Go; cannot speak				
SQ deceptive, item creation, no breath, starflight				
ECOLOGY				
Environment any				
Organization solitary, pair, scouting party (3–8), or invasion (9–16)				
Treasure double				
SPECIAL ABILITIES				
Deceptive (Ex) A mi-go is a master of deception, and gains a +4 racial bonus on Bluff and Disguise checks. Bluff and Disguise are always class skills for mi-go.				
Evisceration (Ex) A mi-go's claws are capable of swiftly and painfully performing surgical operations upon helpless creatures or creatures it has grappled. When a mi-go makes a successful grapple check (in addition to any other effects caused by a successful check), it inflicts its sneak attack damage on the victim. A creature that takes this damage must make a DC 18 Fortitude save or take 1d4 points of ability damage as well from the invasive surgery (the type of ability damage dealt is chosen by the mi-go at the time the evisceration occurs). The save DC is Dexterity-based.				
Item Creation (Ex) All mi-go possess the ability to create strange items that blur the line between magic and technology, given time and resources. This ability allows a mi-go to ignore all of the Item Creation feat requirements and spellcasting				

requirements for creating a magic item—the resulting item is always mi-go technology (see facing page). Mi-go can use the Heal skill to craft mi-go technology. When a mi-go uses this ability to craft an item, it must use a larger amount of strange ingredients and expendable resources—this effectively doubles the gp cost to create the item.

No Breath (Ex) A mi-go does not breathe, and is immune to effects that require breathing (such as inhaled poison). This does not give immunity to cloud or gas attacks that do not require breathing.

Starflight (Su) A mi-go can survive in the void of outer space. It flies through space at an incredible speed. Although exact travel times vary, a trip within a single solar system normally takes 3d20 months, while a trip beyond should take 3d20 years (or more, at the GM's discretion)—provided the mi-go knows the way to its destination.

Mi-go are both scientists and colonists—extraterrestrial travelers from the Dark Tapestry who view the universe as a canvas to be mastered and controlled. Their numbers on any particular planet can vary, but taken on a galactic scale, these numbers can only be mind-numbing in scope.

A typical mi-go is roughly the size of a human, but weighs only 90 pounds.

ECOLOGY

Although a mi-go's shape might suggest an arthropod, especially with its long, insectlike limbs and diaphanous wings, the creature is in fact a highly evolved form of extraterrestrial fungus. Mi-go communicate via a combination of clicking of pincers and subtle shifts in the coloration of their bulbous heads—other creatures can learn this language, but without similar biologies (or the ability to mimic these noises and colors with illusions) can only hope to “listen” to a mi-go. A mi-go can speak in a strange, buzzing voice, but generally only does so when forced to speak to other creatures.

HABITAT & SOCIETY

Mi-go goals on the planets they invade and colonize can vary, from stripping them of mineral resources to seeking biological resources for their scientific experiments. Mi-go are often viewed as gods or demons by the more primitive societies they encounter, and are fond of capitalizing upon these fears to further their own agendas. Masters of disguise, they often infiltrate societies so as to better manipulate, harvest, and eventually consume the society for their own needs. Despite their skill in this regard, they generally keep the core strongholds of their operations in remote regions—hilly and mountainous areas are favored for the preponderance of caves and other natural features that are easily converted into defensible hideouts.

Although masters of strange biological technologies, mi-go are also quite fervent in religious matters. Most worship Shub-Niggurath, for they view this goddess's fecundity as the pinnacle of their own biological technologies and skills. A mi-go sees very little difference between the cold hard facts of science and the intensely interpretative complexities of faith.

Mi-Go Technology

The mi-go mastery of surgical and biological technologies incorporates the magical; the techniques they utilize in their pursuit of world colonization manifest in a wide range of strange and frightening tools. These devices merge magic and technology in strange and unsettling ways. For the most part, mi-go technology functions identically to normal magic items—the devices simply look disturbing and weird to other creatures. The function of mi-go technological items can be identified as if they were normal magic items, but with a –5 penalty on the Spellcraft check. Likewise, attempts to utilize mi-go technology with Use Magic Device take a –5 penalty. At the GM's discretion, after a character becomes familiar with mi-go technology (perhaps after identifying or using the items over the course of an adventure or two), these penalties might vanish.

While you can simulate mi-go technology by simply describing existing magic items as strange and unusual things (a mi-go *potion of cure serious wounds* might look like a syringe filled with bubbling blue liquid, for example, while a mi-go *rod of thunder and lightning* might look like a strange riflelike device made of crystal and pulsating fleshy veins, and might deal cold damage in place of electrical damage), other items should be more unique, such as the following example.

BRAIN CYLINDER

Aura moderate necromancy; **CL** 9th
Slot none; **Price** 5,000 gp; **Weight** 10 lbs.

DESCRIPTION

A brain cylinder allows the surgically extracted brain of a Large or smaller creature to continue to function even after it has been removed from the body. Technically, the creature from whom the brain was harvested is dead, but as long as the brain remains in the cylinder, the creature can continue to think. Dials on the cylinder's side control whether the brain can see, hear, or speak using a raspy speaker built into the cylinder's surface. The brain can speak and understand any languages it knew in life, and retains the use of the following skills at the values it possessed while alive: Appraise, Bluff, Diplomacy, all Knowledge skills, Linguistics, Perception, and Sense Motive. It retains no other abilities it possessed in life, including purely mental abilities. The mi-go typically preserve humanoid brains in this

grisly manner when they wish to interrogate a creature at a later date, or when they wish to preserve a creature as a resource for consultation or research purposes.

A brain cylinder is usually made of dark metal and has hardness 10 and 30 hit points—cylinders made of other materials might have higher or lower hardness scores and hit point totals. If a brain cylinder is destroyed, the brain within is lost. Likewise, if the creature from whom the brain was harvested is restored to life, the brain within the cylinder is destroyed, and only powerful effects capable of building entirely new bodies can restore to life a creature that has had its brain removed. Note that the gp price to create a brain cylinder only accounts for the basic creation—the brain of a particularly knowledgeable creature could be worth far more than 5,000 gp to some buyers, especially if the information contained in the brain is of a particularly sensitive nature.

CONSTRUCTION

Requirements Craft Wondrous Item, *gentle repose*, *magic jar*, 7 ranks in Heal; **Cost** 2,500 gp



MOLT OF SHUB-NIGGURATH

It is said that the Black Goat of the Woods has a thousand young, and while this may be true, only a handful of these offspring have been reported and identified by those few fortunate enough to have witnessed an incarnation of Shub-Niggurath's essence and lived. One such manifestation of Shub-Niggurath's offspring are her moits (pronounced "motes"), or seeds. These are larval creatures deposited upon the Material Plane with the intent to spread her influence to that realm. They have two distinct life stages: the spawning canker and the slugspawn.

SPAWNING CANKER

Pale and bloodless, a brutally decapitated corpse lurches forth. Where a head should be instead lashes a forest of horrific, unnatural tentacles, whipping as though trying to simultaneously burrow deeper into and escape from its fleshy husk.

SPAWNING CANKER	CR 9
XP 6,400	
CE Medium aberration	
Init +6; Senses darkvision 60 ft.; Perception +15	
DEFENSE	
AC 23, touch 17, flat-footed 16 (+6 Dex, +1 dodge, +6 natural)	
hp 115 (10d8+70)	
Fort +12, Ref +11, Will +9	
Immune mind-affecting effects	
OFFENSE	
Speed 40 ft.	
Melee 2 slams +15 (1d6+8), tentacle +10 (1d8+4 plus grab)	
Special Attacks constrict (1d8+4), feeding	
STATISTICS	
Str 26, Dex 23, Con 24, Int 7, Wis 14, Cha 17	
Base Atk +7; CMB +15; CMD 32	
Feats Dodge, Great Fortitude, Lightning Reflexes, Mobility, Power Attack	
Skills Perception +15, Stealth +19	
Languages Aklo	
ECOLOGY	
Environment any land	
Organization solitary	
Treasure standard	
SPECIAL ABILITIES	
Feeding (Ex) Whenever a spawning canker deals damage to a sentient living creature with its constrict attack, it also deals 1d3 points of Charisma damage as it feeds off the victim's vital essence. If a spawning canker drains 10 points of Charisma in 1 hour, the canker immediately spawns (see below).	
Spawn (Ex) When a spawning canker has drained enough life force, it bursts apart into 2d4+2 slugspawn. These wormlike terrors crawl into nearby shadows and lurk in wait for any potential hosts to come nearby. The spawning canker is	

destroyed when this occurs. There is a 1% chance that instead of turning into slugspawn, a spawning canker transforms into a dark young of Shub-Niggurath (see page 78).

A spawning canker is a terrible dual creature, an unnatural parasite and the decapitated humanoid body its tentacles writhe from like a knot of lashing, aberrant heads. Few ever see a spawning canker without its humanoid armor, but within the chest cavity of these hollowed-out hosts squirms a heartlike body contorting with a misassembled mass of fetal features and trailing a thicket of spiny tendrils. These tendrils lash from the stump of the host body's exploded head, but also riddle the body, taking control of muscles and organs like the strings of some abominable puppet master. The body of a former host is pumped full of strange excretions and reinforced with the tendrils riddling its form, giving what appears to be a crippled frame an unnatural strength and speed. Those tentacles that extend forth serve as both the thing's sensory organs and its feeding tubes, through which a canker drains the essence of other thinking creatures. Once it has gorged itself, a spawning canker erupts in a burst of obscene generation, its body withering with terrible speed, splitting both its own and its stolen essence into tentacles. These limbs split and tear from the remains of the canker's body as writhing, dumb slugspawn, parasitic terrors with no desire but to infest other living creatures and, through their deaths, spread ever more of their terrible kind.

A typical spawning canker stands as tall as the humanoid body it infests, plus 2 to 3 feet of added height from its dozen or so wild tendrils.

SLUGSPAWN (CR 5)

Bloated alien worms the length of a man's forearm, slugspawn are the basest form of a molt of Shub-Niggurath. These repulsive creatures possess sluglike bodies the color of rotting algae, covered with thick mucus. Vulnerable to the predations of larger creatures, slugspawn rarely venture forth on their own. Although they can move at a speed of 10 feet per round, slugspawn frequently hide themselves in dark pools or shadowy crevices, waiting for the warm flesh and pliant brains they crave to come to them.

Upon entering a square with a slugspawn in it (or if attacked by a slugspawn), a creature must make a DC 16 Perception check to note that a slugspawn is something other than a normal slug (though hidden slugspawn can be more difficult to detect). If this Perception check is failed, the slugspawn leaps upon the creature and burrows into its flesh. The creature can attempt a DC 16 Reflex save to avoid the slugspawn, but only if the creature is aware of the slugspawn's presence. Any amount of damage reduction is enough to provide immunity to infestation.

Once a slugspawn has infested a living body, it burrows toward the host's skull and wraps around the lower brain, growing and feeding upon the energies generated by thought. On the first round of infestation, dealing cold damage to the victim can kill the slugspawn and save the host—but only if the victim takes 10 or more points within 1 round of being infested. Cutting the slugspawn out also works, but the longer it remains in a host, the more damage this method does. Cutting it out requires a slashing weapon and a DC 25 Heal check, and deals 1d6 points of damage per round that the host has been infested. If the Heal check is successful, the slugspawn is removed. After 3 rounds, though, the slugspawn has reached the host's brain and cannot be surgically removed without killing the host. *Remove disease* kills any slugspawn in or on a host.

After a slugspawn has reached a host's brain, it proves to be a beneficial parasite—at least initially. A slugspawn's host benefits from complete immunity to mind-affecting effects, as the slugspawn's presence confuses and devours such magic. This benefit doesn't last for long, though, as after a variable period (typically lasting 2d6 days in humanoids, though sometimes more or less in other creature types) the slugspawn matures into a spawning canker, a new stage in its lifecycle that begins with it violently devouring its host's brain, erupting from its skull, and taking over the beheaded host body—a near-instantaneous process that immediately kills the host. The result is a new creature, a spawning canker garbed in its former host's skin. If the host is killed before the slugspawn fully matures, the parasite undergoes a rapid, emergency maturation, taking control of the host body as if it had fully matured—though such spawning cankers rarely prove as long-lived as their fully matured brethren.

REPRODUCTIVE RAMPAGE

Moits of Shub-Niggurath, in both their spawning canker and slugspawn forms, exist for a single reason: to propagate their foul species as their unknowable brood mother desires. Theirs are not the ways of obsessed cultists or otherworldly masterminds. Rather, they are akin to living diseases, massive viruses that infiltrate, infest, and overwhelm, desiring nothing more than to spread their kind and pave the way for a new, larger generation that might spawn in the name of the Goat with a Thousand Young, their very existence being an unholy prayer to her power.

Moits lack agendas beyond spawning. In their alien philosophies, infesting a victim, growing into a canker, and then “ascending” is the ultimate glory. While slugspawn have only an instinctual impression of their role in the greater cycle, spawning cankers are true fanatics, obsessed with propagation. While they avoid competing with others of their kind, if resources are limited, each canker seeks to assure that it can spawn. The moits have no interest in rationing humanoid hosts to assure their allies or spawn have the means to reproduce. Instead, they care only for the moment and the immediate potential to spawn. Thus, whole regions might be wiped clean by the infectious invasion of these moits, which grow all the more desperate as hosts and, by extension, opportunities to fulfill their lives' only purpose diminish.



STAR-SPAWN OF CTHULHU

A mountainous form lumbers to life, a hideous creature only accidentally humanoid in shape, its hateful face a writhing mass of tentacles.

STAR-SPAWN OF CTHULHU

CR 20



XP 307,200

CE Huge aberration

Init +5; **Senses** blindsight 30 ft., darkvision 60 ft.; Perception +37

Aura frightful presence (150 ft., DC 29)

DEFENSE

AC 36, touch 9, flat-footed 35 (+1 Dex, +27 natural, -2 size)

hp 362 (25d8+250); regeneration 15 (fire)

Fort +18, **Ref** +9, **Will** +25

Defensive Abilities immortality, overwhelming mind;

Immune cold, disease, poison; **SR** 31

OFFENSE

Speed 40 ft., fly 60 ft. (average), swim 40 ft.

Melee 2 claws +32 (2d6+16/19-20), 6 tentacles +27 (1d8+8/19-20 plus grab)

Space 15 ft.; **Reach** 30 ft.

Special Attacks constrict (1d8+8), overwhelming mind

Spell-Like Abilities (CL 20th; concentration +27)

Constant—*mind blank*

At will—*dream*, *insanity* (DC 24), *nightmare* (DC 22), *sending*

3/day—*demand* (DC 25)

1/day—*gate*

STATISTICS

Str 42, **Dex** 13, **Con** 30, **Int** 23, **Wis** 29, **Cha** 24

Base Atk +18; **CMB** +36 (+40 grapple); **CMD** 47

Feats Awesome Blow, Critical Focus, Greater Vital Strike, Improved Bull Rush, Improved Critical (claws), Improved Critical (tentacles), Improved Initiative, Improved Iron Will, Improved Vital Strike, Iron Will, Power Attack, Staggering Critical, Vital Strike

Skills Fly +25, Intimidate +35, Knowledge (arcana) +34, Knowledge (geography) +31, Knowledge (planes) +31, Perception +37, Sense Motive +34, Spellcraft +34, Swim +52, Use Magic Device +32

Languages Aklo, telepathy 300 ft.

SQ limited starflight, no breath

ECOLOGY

Environment any

Organization solitary, pair, or cult (3-6)

Treasure standard

SPECIAL ABILITIES

Immortality (Ex) A star-spawn of Cthulhu does not age, nor does it need to feed or breathe. Only violence can bring about the death of one of these creatures.

Overwhelming Mind (Ex) A star-spawn of Cthulhu's mind is overwhelming in its power and alien structure. The first time a creature other than an outsider (excluding native outsiders)

or aberration makes mental contact with a star-spawn of Cthulhu, it must make a DC 29 Will save to avoid being stunned for 1d4 rounds. On a successful save, the creature is merely staggered for 1 round. This effect can occur whether the star-spawn of Cthulhu initiates mental contact (such as via a *dream*, *nightmare*, *sending*, or *demand* spell-like ability, or merely by telepathic communication) or another creature attempts to do so (as if via *detect thoughts* or *dominate monster*). Once a creature is exposed to a specific star-spawn of Cthulhu's overwhelming mind, it is immune to this effect from all star-spawn of Cthulhu for 24 hours. This is a mind-affecting effect. The save DC is Charisma-based.

Limited Starflight (Ex) A spawn of Cthulhu can survive in the void of outer space, and its wings allow it to use its fly speed in outer space despite the lack of air. Unlike creatures with full starflight (like the shantak), a spawn of Cthulhu's ability to fly in outer space does not allow it to reach unusual speeds. When it wishes to fly to another world, the creature relies entirely upon its immortality and otherworldly patience to complete the journey. When speed is required, it instead uses its *gate* ability to make the journey quickly.

No Breath (Ex) A spawn of Cthulhu does not breathe, and is immune to effects that require breathing (such as inhaled poison). This ability does not grant immunity to cloud or gas attacks that do not require breathing.

Of all the strange and malefic denizens of the Dark Tapestry, few match the terror caused by this titanic race. Hailing from a mad star whose light cannot be seen by conventional telescopes, the smallest of these behemoths stand nearly 30 feet in height. Humanoid in shape, their immense bodies have rubbery flesh that seems almost to wriggle and seethe like a half-solidified ooze. Tremendous draconic wings, murderous taloned hands, and a tentacled visage that evokes the alien gaze of an octopus complete the being's monstrous shape. This malevolent race has a name, yet it is no name known to the sane. Among mortal scholars, they are known merely by the name of their eldest source—they are the star-spawn of Cthulhu.

ECOLOGY

The star-spawn of Cthulhu have a strange, mutable anatomy—their form is not fixed. They can absorb parts of their bodies or enlarge others as they will—a trait they often use with their claws or tentacles to dramatically extend their reach in combat beyond that which might normally be available to a creature of their shape and size. Despite this mutable shape, though, the star-spawn generally do not deviate far from the form of an octopus-headed, winged humanoid, likely due to the powerful links their otherworldly minds have to their overlord and master who lies dead but dreaming in the lost city of R'lyeh.

HABITAT & SOCIETY

Although they typically appear as immense humanoid creatures with rubbery hides and octopoid heads, the star-spawn of Cthulhu are not any more aquatic in nature than they are terrestrial—that they are often found associated with a planet's oceans lies more in the simple fact that oceans often cover the majority of a planet's surface. The creatures themselves, being equally at home on land, at sea, or in the depths of space, make no real distinction between such regions, choosing them as the sites of their cities and temples for purposes only they can know. Servants of the alien gods of the Dark Tapestry, they work upon the worlds they invade to wipe them clean of indigenous life in preparation for the eventual expansion of the Dark Tapestry to replace all that exists with its strange realities.

The star-spawn of Cthulhu have little regard for indigenous life, yet they cannot proceed with their plans for a world while such life exists. Just as a man might move into a house he thinks to be abandoned, only to discover colonies of ants dwelling within the building's walls, the star-spawn work to eradicate indigenous infestations. Their methods seldom vary from world to world—those whose intellects they can influence via dreams and nightmares are besieged as they sleep, seeding the growth of destructive cults and societies that toil to do much of the spawn's work for them, preparing the world and bringing it to the brink of destruction. When such worlds are poised to tear themselves apart from within through unrest, civil war, excessive pollution, genocide, or worse, the spawn mobilize their cults to end all things. The only reward such cults receive for their (sometimes unwitting) aid is the dubious honor of being among the final few to be eradicated, for the star-spawn have no interest in and feel no responsibility toward their pawns. That these plans for eradication often span the length of centuries or even millennia should not be mistaken for sloth or lassitude—the spawn are inhumanly patient, and the preparation of the universe's worlds must follow an unknowable schedule, for only when the exact cosmic convergences are set and the stars are right can they make their final moves to end all things. This does grant some worlds with the capacity to discover the spawns' influence opportunity to delay or even defeat their world's star-spawned doom, but such tales of triumph are unfortunately rare in the face of the Dark Tapestry's relentless tides.

GREAT CTHULHU

While the star-spawn themselves hail from a distant world deep in the Dark Tapestry and can be found on

countless other realms as gods and monsters, their lord Cthulhu dwells upon a distant planet far removed from Golarion. Yet while Cthulhu lies imprisoned in the corpse-city of R'lyeh deep under a great ocean, his dreams resonate still in the minds of his spawn, and from there touch upon the dreams of many slumbering poets and philosophers on countless worlds—including Golarion. Cthulhu himself is likely as powerful compared to his spawn as the spawn themselves are to the bulk of humanity, and thus statistics for this creature are relatively meaningless. Suffice it to say, if Cthulhu were to rise from his slumber, he could travel to any world upon which his spawn dwell, and as such, Golarion is far from safe should the stars ever come right for his awakening.



ASHES AT DAWN

By Neil Spicer

A killer stalks the streets of Caliphas—a murderer whose victims are already dead. This mysterious foe who preys upon the ancient vampire clan of Ustalav's capital threatens the centuries-old truce tenuously held by generations of both living and undead. Yet the vampires refuse to be passive victims, and only their ancient lord restrains them from unleashing a rampage of indiscriminate slaughter. Into this madness enter the PCs, closing in on the leadership of the Whispering Way and their mysterious Carrion Crown formula. What role do the death cultists have in the undead murders plaguing Caliphas? What secret enmity exists between the cult and the rulers of the night? And will the PCs be able to save the capital without sacrificing their very souls?

CALIPHAS

Walk the misty avenues of Caliphas, capital city of the Immortal Principality of Ustalav. Though the largest, most cosmopolitan center in Ustalav, Caliphas is by no means

safe. Learn what stalks the city's people and the ancient secrets that lurk on and under its squalid streets.

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Face the living death of Urgathoa, Golarion's morbid goddess of disease, gluttony, and undeath, and dare to learn the repulsive secrets of her nihilistic cult.

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An ancient doom is up for auction in the Pathfinder's Journal. Also, it's an urban terror assault in the next entry into the Pathfinder Bestiary.

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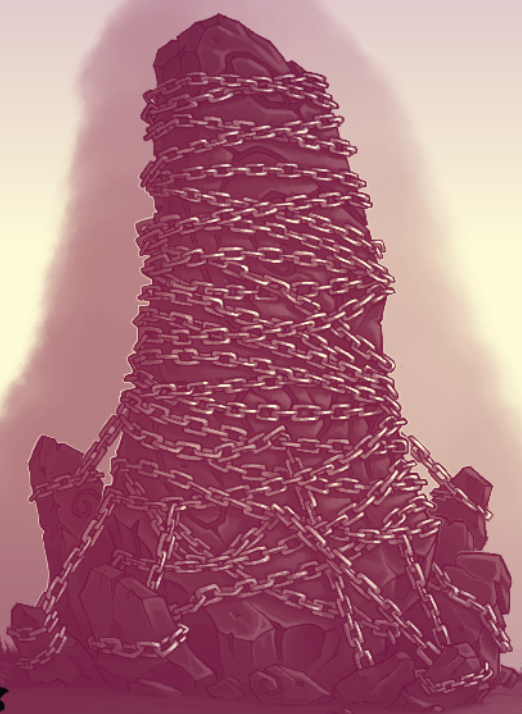
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Inexpert Imitation

No one in Thrushmoor believed Aaron Weigs when he claimed he'd been kidnapped by beings from the stars. For years he preached of their ancient secrets, strange powers, and fantastic devices—most notably a miraculous machine that gave voice to disembodied brains. When a detective of Thrushmoor's Sleepless Agency found Weigs's body in his home-turned-laboratory, no one was surprised by the local lunatic's suicide. But even today stories tell of tinny screams that howl from the Agency's basement evidence vaults; when anyone asks about it, agents merely smirk and say, "The cork musta fallen off old Weigs's homemade contain-a-brain."



The Blindstone

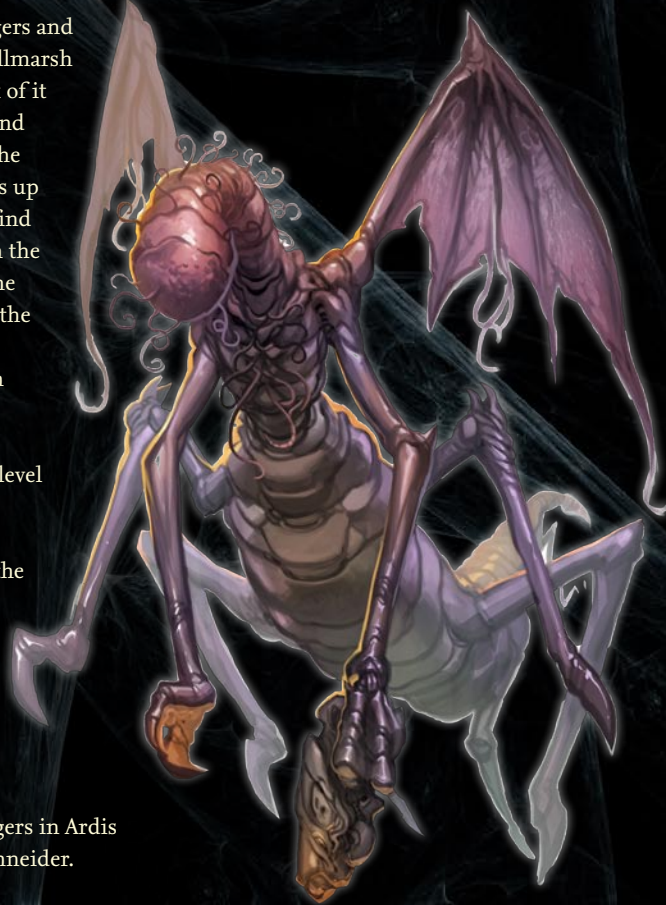
At the heart of Crusader's Square in the former Ustalavic capital of Ardis stands the Blindstone, symbol of First-King Soividia Ustav's victory over Spirit-King Voagx, the shaman-chief of the Kellid Stormheart clan. As a trophy of his victory, the king bound a menhir central to the Stormhearts' worship in chains and dragged it from its holy site to his capital, where it'd be visible from the Palace Tower. In the centuries since the Blindstone's relocation, numerous mysteries and strange deaths have occurred in Crusader's Square, most commonly involving strange balls of light, deaths by electrocution, and chanted whispers calling for the "Speaker in Storms."

The Stars Are Wrong

No one goes to Illmarsh. An ugly town, unfriendly to strangers and squatting amid the nastiest stretch of swamp in Ustalav, Illmarsh seems to breed rumor and madness, and those who speak of it always whisper of strange disappearances, misshapen shadows, and sacrifices to things terrible and forgotten. But when the trail of the death cultists known as the Whispering Way leads to Illmarsh, it's up to the PCs to learn the secrets of the sickly village. There they'll find a desperate people, caught in a war between beings from beneath the seas and invaders from the darkest corners of the cosmos. Can the heroes save Illmarsh from its tradition of terror? Or will they be the next victims of the horror from beyond the stars?

This volume of *Pathfinder Adventure Path* continues the Carrion Crown Adventure Path and includes:

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