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Blood Bayou

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Blood Bayou

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Introduction

Blood Bayou.

The name alone is enough to cast a dead silence over a tavern. An inscrutable, hostile realm of foul beasts, disease and the menacing Carnival of Shadows, few sane or healthy travelers venture into the bayou... and even fewer return to tell the tale.

Before the Titanswar, the region was known for its singular lack of usable resources, its strategic worthlessness, and its vast expanses of fallow land. Now, in the aftermath of that conflict, Blood Bayou is renowned as one of the most dangerous places in the world. Even considering the state of Scarn in modern times, such a statement is by no means hyperbole. Though the pitiable lepers, beggars, madmen and other wretches who heed the call of the Carnival of Shadows somehow find relative safety therein, most expeditions to the swamp are simply swallowed by the mire.

Clearly, one would be mad in the first place to enter the swamp. Yet adventurers are drawn to this place. Its air of mystery calls to the curious and to those sages who cannot resist the lure of such an enigma. Explorers with more practical desires seek rumored treasures — after all, many cities, towns and keeps were lost in slime and mud in the wake of the tidal wave that created the bayou.

Though not a single expedition has reported success — indeed, few enough have ever returned — adventurers remain undaunted. Each new party swears that it shall be clever and powerful enough to wrest secrets from the swamp.

Those secrets are laid bare in this book. Within **Blood Bayou** you shall find details on history, geography, notable personages, new wonders of magic, new and dangerous monsters — and, of course, revelations of that greatest of mysteries, the Carnival Krewe and its enigmatic leader, the Jack of Tears.

Venture into Blood Bayou and discover the mysteries, wonders and horrors that lay shrouded in fog and darkness....

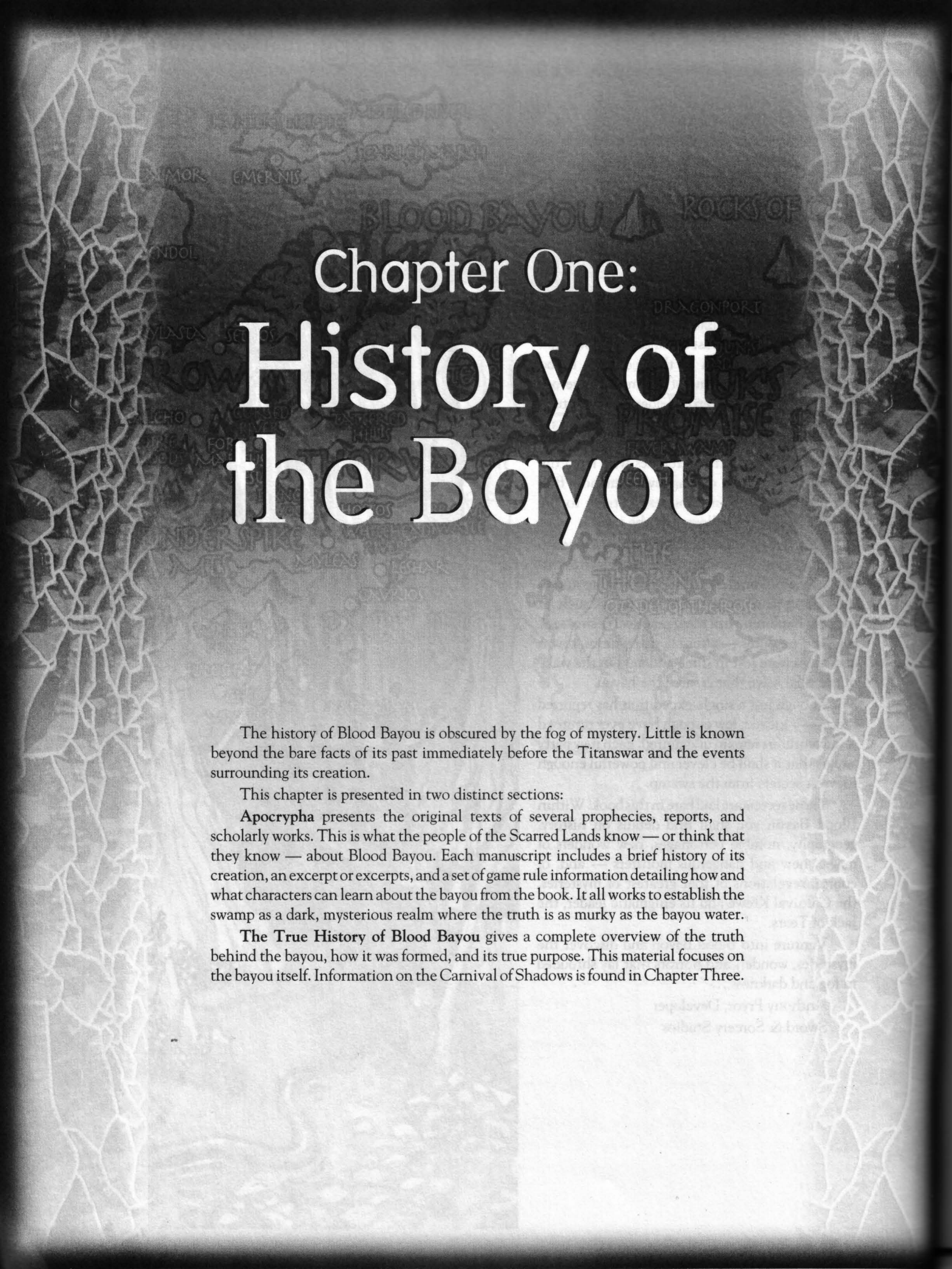
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Blood Bayou

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Chapter One: History of the Bayou

The history of Blood Bayou is obscured by the fog of mystery. Little is known beyond the bare facts of its past immediately before the Titanswar and the events surrounding its creation.

This chapter is presented in two distinct sections:

Apocrypha presents the original texts of several prophecies, reports, and scholarly works. This is what the people of the Scarred Lands know — or think that they know — about Blood Bayou. Each manuscript includes a brief history of its creation, an excerpt or excerpts, and a set of game rule information detailing how and what characters can learn about the bayou from the book. It all works to establish the swamp as a dark, mysterious realm where the truth is as murky as the bayou water.

The True History of Blood Bayou gives a complete overview of the truth behind the bayou, how it was formed, and its true purpose. This material focuses on the bayou itself. Information on the Carnival of Shadows is found in Chapter Three.

Apocrypha

Blood Bayou has captured the imagination of Scarn's thinkers, scholars, and mages in a way unrivaled by the world's other strange, mysterious realms. The following tomes of lore dwell upon particular aspects of the bayou. The excerpts also include page references to particular locations, monsters, and spells that are detailed elsewhere in this book.

Across the Bayou

My Travels in the Carnival of Shadows

This diary describes an alleged expedition to Blood Bayou by an anonymous bard who, if the account is to be believed, survived the experience. Scholars debate both the age and origin of this work, but most agree that it is the best available source of information concerning Blood Bayou.

Entry #29

Time passes strangely here. I have seen many days spent on the road and have learned to track the sun's progress across the sky, and I know that something is wrong on this swamp. Today, I counted my steps to track the time.

By my reckoning we have traveled for at least 12 hours, but the sun is barely at its zenith. When I pointed this out to Xeruit, he claimed that we had already bedded down for the night. When I described our last camp, he claimed that was our resting spot from two nights ago.

I fear either he or I am mad. I told him that it was most likely the heat scrambling my mind. Yet, when I asked the others in private all gave me a different account of the past day. Perhaps this swamp is driving us all mad.

Entry #30

We passed a tree today that had driven into it three of Orlet's arrows. We were puzzled for a moment until I remembered our archery practice from six days ago, shortly after we entered the bayou. Xeruit confirms that it is indeed the same tree. By our maps, those arrows should be over 60 miles south of us. I begin to despair.

Entry #31

Today we found signs of civilization, though they provided us with little comfort. Todaya first spotted the stone column to the north. While we

were at first nervous of leaving our course, most of us now share the unspoken suspicion that we are hopelessly lost. On this barren swamp, any landmark is a welcome sight. The stone proved little more than yet another puzzle. Xeruit recognized its architectural style as one originating from the northeastern area of the continent of Ghelspad, a place high in the mountains called the Bridged City. He inspected it further and found that an entire stone platform and building were buried in the mud. More strange still, Xeruit uncovered inscriptions that said the entire structure had been built only three years ago. He also found carvings on the structure of looming demons and a fortress set atop a mountain crumbling to the ground. Xeruit did not recognize their style. He stopped digging when we found several rotted corpses in the mud.

Game Rules

Any character who reads *Across the Bayou* thereafter gains a +1 bonus on all Knowledge checks relating directly to Blood Bayou. The book contains many similar entries regarding the swamp's inhabitants and settlements that players and GMs can generate as appropriate to their campaign.

The Altamore Fragments

Discovered in a crate of pottery delivered to a Mithril antiquities dealer, this set of writings consists of four simple parchment scraps. The scraps are obviously a part of single, larger work, as each has torn edges and writing that abruptly begins and ends at the top and bottom of each piece. The text is written in Termanan in a scratchy, crowded script.

Altamore Tellfarus, the man who discovered it, commissioned a translation that was subsequently lost... along with Altamore himself. According the merchant's associates, he had made plans to travel to Termana with a small force of mercenaries, trackers and guides. The ship he had commissioned for his voyage, a free merchant named the *Starfish*, left port with Altamore, his hirelings and a large store of supplies. The *Starfish* was never seen again.

Altamore's associates assumed he was taken in by con artists or was the victim of pirates during his journey. The original *Fragments* were reputedly lost in a fire that subsequently consumed Altamore's shop. Still, rumor has it that they are actually in the possession of a Bridged City sage named Rosenfels. Regardless, several copies made by the scribes responsible for the translation now circulate through northeastern Ghelspad.

Fragment w1

...and so the night fell with three of our number dead: Tharrak of the Silver Knife, Skychaser Morgan, and the voiceless one we called Leach. Two-Sword Bealer insisted we continue our march for the wizard's tower. I assume from his pale face and shaking voice that he relayed the wishes of his master, rather than his own. The Faceless One is as eager as ever to find our destination. Judging from Bealer and the other soldiers, he may have to walk alone.

Day 27

I awoke before dawn to the sound of loud voices. Bealer spoke of the tower. He pointed to the south while the tracker Longeyes scanned the horizon. He had seen it last night during his watch and now pointed to the south. I saw nothing, but he insisted it was out there, though Longeyes could not see it. The Faceless One is as close to displaying any emotion today as I have ever seen him. He seems eager for us to be on our way. The day is clear and the land flat to the horizon. If anything is truly out there, though, Longeyes would have seen it. Later, after Bealer conferred with the wizard in his tent, he announced that we had to hurry before we lost the tower. I suspect that perhaps it can render itself unseen with an illusion. Perhaps we will catch sight of it today.

We mean to make good speed today. Alrek son of Tender and Ayle Frostmarrow disappeared during the night. Both their packs were gone. Some of the men are keen to follow them into desertion. The Faceless One either cannot see this or cares little for the mercenaries' assistance. Either way, I will leave only if our ranks drop below half our starting number.

I have taken a count, and the ranks of the mercenaries have already fallen below that number. Yet I cannot leave during the day, and certainly not alone. Perhaps tonight I shall escape with Longeyes. He already has asked twice if my magic would be of assistance in leaving this place. Of course, I told him yes. I do not doubt that I can maintain my charade while...

Fragment w2

...and again, I am forced to cook tonight. A man of my talents, wasting his time with such drudgery.

Shortly after first watch, Longeyes and I slipped away from camp. He expected that my magic would protect us. If only that were true, perhaps I would be writing under more fortuitous circumstances. We walked for only ten minutes before we came across the tower. How we missed it in the night, I do not know. Longeyes swears he retraced

our exact path. We slipped back to camp. After seeing the place, Longeyes refused to go any further. He seems to feel there is more strength in numbers. After all, on their present course our comrades should be moving away from the edifice. With luck, in two days we will reach the shores of the Blood Sea. Such is the terror of this place that the sea is a welcome destination.

I grow concerned with Bealer and regret not mentioning my concern to Longeyes to dissuade him from his course. Lately, he has been...

Fragment w3

...how we stumbled across it I do not know. Last night, Longeyes charted our course on his map. It should be 30 miles southwest of us, yet here it is. The Faceless One is now making preparations. Bealer sharpens his swords while Longeyes just stares and waits. I expected the other men were also preparing, but now I realize that they are gone. How? Where are they? I feel almost as if I am in a dream!...

Fragment w4

...grotesque, horrid, yet I cannot look away from it. The Faceless One is gone, devoured by it when he approached. Two-Sword panicked and ran into the marsh. His screams began soon after and have not yet ceased. We dare not approach any closer. There, it has stopped now. I fear that we have made a terrible mistake in coming here.

I go to the tower now. It is my rightful home. My lies will help it. Longeyes protested, but I slit his throat when he eventually fell asleep. His eyes will give us sight, my tongue will give us lies. With the Faceless One's magic, soon the world will be ours.

Game Rules

The Altamore Fragments are broken into four sections of soiled, ragged parchment. The original fragments bear a special curse: anyone reading them in the original must make a Will save (DC 12) or be overcome with a desire to journey to Blood Bayou in search of the tower. In game terms, a character must make plans to visit Blood Bayou within two weeks after failing his save or suffer a -1 penalty to all attacks and skill checks as his mind becomes distracted from the tasks at hand. Several original versions

exist, as well as numerous scribed copies. Copies of the *Fragments* are not cursed.

The tower mentioned in the fragments is in truth the Shambling Tower (a necromantic palace described in Chapter Two). Those who enter the Tower are consumed by it, their bodies and souls cannibalized and added to its structure. It uses these fragmentary manuscripts to lure victims to the bayou.

A character who reads the fragments may make a Knowledge (arcana) check (DC 20) to determine that the last portion may refer to the necromantic practice of using bodies and souls to imbue items with specific, magical characteristics. For example, a necromancer may sacrifice a skilled warrior while forging an enchanted blade to bind the fighter's soul to the weapon and fuel its magic.

Carnival of Blood

Written, produced and directed by the Azalean playwright Marius of Hothai, this black comedy concerns a group of masked revelers who fall victim, one by one, to a murderer who takes the guise of the grinning Scarlet Jester. Each of the victims is undone by his or her own shortcomings and arrogance, which the jester manipulates to lure his victims to their dooms.

The play caused a tremendous controversy in Azale when it was first performed. Shortly after opening night, the town guard discovered four men and women brutally murdered near the playhouse, each victim's face slashed in a manner similar to that used on the victims in the play. All of the victims had seen the play that night, and the next morning several more members of the audience were missing. A second showing produced another wave of murders and disappearances, forcing the authorities to close down the play and arrest Marius. Soon after, however, he disappeared from his cell.

Despite its sinister reputation — or perhaps because of it — *Carnival of Blood* was repeatedly copied and spread far and wide. No theatre troupe has dared perform the play, although rumors persist that in a few cases a wealthy or curious individual has produced it for a private performance. Each time, it is said, the play spurred a similar outbreak of murders and disappearances.



Excerpt, *Carnival of Blood*

Mondet: A treasure lies untouched inside this hole?
My hand is poised to draw this bounty out.
But soft! What of this blade that dangles here
Above, like Zeraph's jew'led crescent?

260

Jester: My friend,
'Tis but a trick, a ploy set here to thresh
Out wheat from chaff. He alone who shows
Some flaw of grace, the sycophant or profligate—
The courtier devoid of wit; the ill-bred
Nature's fool; the melancholic statesman,
Full of bitter gall — he it is, not you,
Shall find in this his all too timely end.

Mondet: *(Pause)* My course is set; I need not fear this place,
If you are as fair as you seem, and no fouler.

270

Jester: I am the Jack of Laughter, Speaker of Plain Truths.
What I have said is wholly true.

Mondet: Yes. Yes. The Judge's hammer's fall'n: this fortune goads me on.

*Mondet inserts his hand into the hole.
With a swish and a horrid chopping noise, the blade removes his hand.
The Scarlet Jester laughs.*

Mondet: But— O, Gods! — You said you told me truths.

Jester: *(Approaching)* Nor I nor my test gave any falsehood.
(Draws) The worst lies we hear are those we tell ourselves.

Game Rules

While supposedly a fictional story by Marius of Hothai, the play is in truth an autobiographical account of the playwright's experiences with the Jack of Tears. A year before producing the play, Marius was performing with a band of actors in a town near Blood Bayou when the Carnival of Shadows appeared there. That night, Marius entered into a pact with the Laughing Man. In exchange for a pledge of obedient service, the Jack of Tears gave Marius the inspiration to write a play that would make him famous throughout Hothai.

As Momus promised, the murders made Marius a household name. With his subsequent arrest and trial, the details of his imprisonment, including his name, were placed within the city's records. To this day, Marius is known throughout the city as a dreaded villain. Many suspect that he himself committed the murders, and whenever a murder remains unsolved today, the people of Hothai speak of Marius.

When the play is performed, it enacts a magical ritual that summons 3d4 alligator warriors from Blood Bayou. These creatures remain in the area for 6 hours, during which time they stalk and kill or kidnap at random 2d4 members of the play's audience (but never the actors). Those slain are left with their faces

mutilated beyond recognition, exactly as the victims from the play.

Those who read the work can see the pattern behind the Scarlet Jester's actions and, in a very minor way, come to understand how Momus operates. A character who reads and studies the play for a number of days equal to 5 — her Intelligence modifier (minimum of one day) may make an Intelligence check (DC 20). On a successful check, the reader thereafter gains a +1 insight bonus to all Will saves made against spells or spell-like abilities used by Momus. Each character may attempt this Intelligence check only once; on a failure, the character can never gain this benefit from the play.

Codex Titanica

Strictly censored by most clerics of the gods, this ancient tome purports to reveal the secrets of the titans, their early history and methods for binding and using their magic. Many scholars dispute this book's existence — or, if they accept it as real, denounce its contents as pure quackery. Others point out that the gods' servants must be hiding it for good reason. After all, the clergy go to great pains to track down copies wherever they are rumored to exist.

Much of the book is little more than fantastical conjecture regarding the nature of the universe, the

genesis of the titans, and the fate of the gods. Supposedly written by an immortal human who served as an advisor and chronicler to the titans, the *Codex* is valued by wizards, sorcerers, and druids who seek to unlock the titans' secrets.

Several passages, reproduced below, discuss Blood Bayou. Scholars aware of the *Codex* refer to these particular excerpts as "The Sleeper's Mysteries," since they speak of a mysterious being of great power of whom no other written record is known to exist.

Excerpt 1

...and so did the Just One strike the fifth bell, and with its peal the Sleeper was stretched across the land. Those he would betray, the Raging One foremost among them, pulled him so that his essence could stand no more strain. In such tatters was he that the light of the sun shone through him and the young Gods could look through him unto the land below. Finally, he was rent asunder. Their vengeance complete, they left the fragments to float upon the wind. Where his remains landed none can say, for so ephemeral became his body that a child could walk through it without paying heed.

Excerpt 2

In time, the Thinker sensed the turmoil caused by the Sleeper's absence. The same mortal creatures the titans had thought so little of now demonstrated their unique power through their troubled slumber. Thus, in time, the Thinker conceived a new god who in time rose to displace the Sleeper's realm. Yet, a threat still remains. Wanderers, lepers, and others stream to that realm. Those Who Rule cannot be bothered with investigating this phenomenon. Yet, should an influx of energy somehow enter the region, the Sleeper could regain his powers. The Lords must dispatch their vassals to scour the region for signs of the Sleeper. Yet, I fear that the growing tides of war make such an effort impossible. Once the young Gods are defeated, this should be the next matter for our consideration. That most nebulous corner of the mind has for too long remained beneath our notice.

Game Rules

The *Codex Titanica* is in truth a record created by the immortal human wizard Dyphando, a faithful servant of the titan Mesos. Dyphando served as a sort of adjutant and advisor who specialized in studying Scarn's inhabitants and commanded legions of titanspawn. He was slain during the Titanswar and his journals were spread across the world. However, several fragments remain. The two passages given above describe the fate of Psyclus, a powerful being of sleep and dreams described below under the true history of Blood Bayou.

The True History of Blood Bayou

In the ancient days, the marshlands now known as Blood Bayou were little more than an unpleasant corner of Termana inhabited by isolated villages of hunters, fisherfolk and others who gathered what food they could to sustain themselves. These lowlands offered little in the way of arable land, for they were notoriously dry and dusty despite the coastal location. Even the most ambitious warlord or destructive titan could find little amusement in the Sleeping Lowlands, as they were then called.

For this reason, outcasts, madmen, lepers and others who could find no place in civilized lands — or who were driven from within it — made their way to the Sleeping Lowlands. The lowlands offered one place in the world where such wretches could find relative peace and the freedom to live unfettered by social discrimination.

Many of these immigrants traveled from distant lands to find their solace on the plains, yet few had any recollection of making a conscious decision to journey there. A disease-ravaged beggar might awaken one morning obsessed with the idea of leaving his homeland, packed his meager possessions and put one foot before the other with no clear destination in mind. As he progressed along his path, he dream each night of a quiet plain where he could lie in the grass and watch the stars in safety. Each morning, he would wake up with more knowledge of his destination, until he might sketch a map depicting his path to the Sleeping Lowlands that would rival the work of a skilled cartographer. If asked, the beggar would claim that he first heard of the Sleeping Plain from a traveler, a drunken bard, or a wandering prophet. If pressed, he would admit that he could not exactly recall how or when he heard of the place or learned of the path he must take to journey there.

The truth is much simpler.

The beggar never heard of the Sleeping Plain from a mortal mouth. Rather, the plain found him and called him home.

The Dreamlands

No one knows for certain who created the Dreamlands. The followers of the demigod Erias claim that he did, while those who worship the titan Mesos believe that their master made the Dreamlands as a reservoir of arcane energies. Still others claim that the mortals drawn to the Sleeping Plain built the Dreamlands themselves, as the mystical forces of the region gave their visions substance and wove them into a strange, utterly malleable realm.

As the Dreamlands came into being, something else came with them. Or perhaps something created

the Dreamlands. Regardless, a being of pure dream-stuff made himself known a short time after word of the Dreamlands spread. This being, called Psyclus, dwelt ostensibly amidst the imaginings of sleeping mortals. Few mortals even knew of his existence, and those who did were divided over his true nature. Was he a titan? He certainly had powers like a titan, but the other titans never accepted him as one of their own. And he did not seem to share the titans' connection to the land. A god? Possibly, but no titan claimed him as offspring. He apparently came into being spontaneously, rather than from the mating of titans. Could a god even be created in such a way, from the dreams of mortals?

It is possible — and those few beings who recall Psyclus' existence have so theorized — that he was neither god nor titan, but a powerful extension of mortal dreamers' collective unconsciousness. He was neither good nor evil, lawful nor chaotic, but a strangely amoral and unfixed combination of all of these things, just as dreamers represented many different views and personalities. It is also possible that Psyclus was not created by the Dreamlands at all. Rather, he may have always existed (possibly associated with the Slarecians, who themselves may pre-date the titans), and he may thus be the conduit through which the Dreamlands were created.

Still, one important fact lends credence to the theory that Psyclus was indeed of the gods: he was inextricably bound to mortals by their dreams, and his very existence depended upon mortals. As more mortal creatures swarmed across Scarn, he grew stronger. In those ancient days, in the dim and forgotten eons before the Titanswar, Psyclus came to hold a power that rivaled that of the titans.

Further, being so attuned to mortals, Psyclus understood them like no other immortal, whether god or titan. He pitied these lesser creations; he wept for their shortcomings, mourned their losses and raged over the titans' excesses. In secret, he planned to cast down the titans and install himself as a compassionate ruler over the mortals of Scarn. The titans soon learned of Psyclus' dream, however, and they captured and bound him.

So great was Psyclus' power that it took many mortal years for several young gods and demigods, led by fierce Vangal, to finally destroy him. Psyclus was not the first nor the last of such beings that Vangal slew, back in this distant time when the gods still did the titans' bidding. Yet Psyclus could not be destroyed utterly. Rather, his body was stretched so thin that he was rendered transparent and cast upon the wind. In time, the remaining wisps of his soul settled upon what would be known as the Sleeping Plain. There, Psyclus lapsed into a deep hibernation.

The titan Mesos suspected that something remained of Psyclus. He sired Erias as a new demigod of

dreams from the tattered remains of Psyclus' dream energy, in the hope that the young deity's control over the Dreamlands would be the final blow necessary to destroy Psyclus. Instead, Erias' creation caused a subtle fluctuation in the fabric of dreams. This shunted Psyclus into a semi-physical, but essentially dormant, manifestation inhabiting a stretch of lowlands in northern Termiana. Though Erias's existence sundered much of Psyclus' power, he ended up strengthening the erstwhile dream lord's ties to Scarn.

Much of Psyclus' remaining power was safeguarded due to being channeled into the subconscious minds of mortal dreamers. When a mortal slept, she gained a tiny portion of Psyclus' power and used it to craft the lands and creatures she encountered in her dreams. With Psyclus forced into a state of dormancy in the physical realm, this process was altered. Rather than enter the Dreamlands and create worlds, a dreamer's creations were now spawned within Psyclus' dispersed mind. And, with Psyclus bound to the Sleeping Plains, a few rare, particularly potent, dream creations even took physical form within the lowlands of northern Termiana.

Many of the gods know nothing of Psyclus, for he was ancient and secretive already when many of them were conceived, and only a handful were charged by the titans with finding and slaying him. Further, since Erias gained control of the Dreamlands after Psyclus' destruction, he has no reason to suspect that his realm ever thrived in a slightly different form. Yet Erias' tie to Psyclus is profound (see "The Six Aspects," below), and even with his considerable power he lacks the skill to disassemble the Dreamlands' structure and chart out the path dreams take as they flow towards his predecessor's domain. Or perhaps he is simply unwilling, rather than unable, to track these dreams.

While Psyclus endured, the stuff of dreams proved too weak to do anything more than keep him from the brink of death. The Titanswar changed that. When the great titan Kadum was chained to the ocean floor and his heart torn from his body, a great flood of blood-tainted water swept over Termiana's northern reaches. The cities and nations that sat along the coast of the Sleeping Lowlands were swept away, their inhabitants and spires smashed by the rising tides and buried beneath silt and mud.

The lowlands transformed into sprawling mire, punctuated with isolated forests of scraggly, dying trees. The geography was not the only thing that changed. Kadum's blood twisted the few survivors, yielding many horrible monsters. More importantly, the massive infusion of visceral titanic energies gave Psyclus new life.

Despite the invigorating energy, his body and soul were so thinly stretched that the sudden surge proved too difficult for him to control in his weak-

ened state. Rather than arise again as one mighty being, he spawned five distinct aspects, all of whom are entirely unaware of their origin — or of their connection to Erias, Demigod of Dreams. After all, being formed from part of Psyclus own psyche, Erias is, for all intents and purposes, Psyclus' sixth aspect.

The Six Aspects

Before his "death," Psyclus cared deeply for sentient beings. However, Kadum's influence has twisted him so that three of Psyclus' six aspects embody his darker, more self-concerned side (these are the Jack of Tears, Nadirah the Whisperer, and Warlord Stormraven; see below). Today these beings dwell in various places throughout Scarn, unaware of the others' existence and of their true nature. Aside from Erias, each is a Medium-size outsider with at least 15 HD, although their individual abilities may vary widely.

Erias

The god of dreams is the most powerful of the six aspects of Psyclus. Full details regarding his powers and abilities can be found in **The Divine and the Defeated** (p. 99).

The Jack of Tears

After Erias, the Laughing Man is the most powerful of the six aspects. He embodies the many subconscious divisions and excesses that marked the Sleeping One's soul. He has a deep sense of humor but delights in causing pain. He tends to the sick and miserable but torments the strong and healthy. Though honorable and known to never break his word, he schemes endlessly to twist his promises and treaties to best serve his own ends... whatever those might be at any given moment. The Jack's full, revised statistics (he first appeared in **Creature Collection**) can be found in Chapter Four.

Nadirah the Whisperer

Nadirah is a female courtier and rogue born from Psyclus' ambition and desire for power. She has existed in many guises — a noblewoman, a courtesan, a spy, a spouse or lover of powerful rulers, or an assassin and thief. She revels in gaining power for its own sake, manipulating others to her own ends, and destroying the plans of the powerful. Her current whereabouts are unknown, but regardless of her location she always controls a vast network of spies and operatives who gather information, engage in theft, murder and blackmail, and rule many lands in secret.

Silverhelm

Named because of his snowy white crown of hair, Silverhelm embodies Psyclus' love of the mundane aspects of life, of the simple pleasures of the mortal races. As such, he appears as a common farmer who wanders the land, settles in a place for a time to take a wife, raise a family and tend crops before moving on

again, abandoning his wife to tend to his children as they grow into adulthood. Silverhelm always adopts a name appropriate to the region in which he lives. His long-term memory fades each time he travels, leaving him unsure of events that have occurred more than a couple of years in the past.

Given Silverhelm's origin, his children invariably grow up to be accomplished warriors, powerful wizards, or devout clerics. Many prodigies that have risen from amongst the peasant class can trace their heritage back to Silverhelm, although most know their father simply as an itinerant farmer or laborer who left their mothers soon after their birth.

Psyclus' heritage is both a blessing and a curse. Roughly half Silverhelm's children go on to become champions of the commonweal, while the other half give in to the call of Kadum's blood and take up the titans' cause. All the while, Silverhelm wanders the land, unwittingly siring still more champions for both sides of the conflict.

Therrix the All-Knowing

Therrix is a sage who resides in an isolated, largely ruined tower somewhere on the shores of the Blood Sea. Embodying the intellect and knowledge that Psyclus once held, Therrix spends his days in quiet contemplation and study. He appears as a tall, gaunt, balding man with a pale complexion. He wears a simple robe and sandals, preferring to spend his time thinking of matters more profound than his wardrobe. He is strong and hale despite his sedentary lifestyle, easily capable of making a long march or wrestling a powerful warrior to the ground.

Therrix is a sage without rival. His reputation is known to many, and adventurers, philosophers, and others sometimes seek his knowledge. Therrix often sends such seekers of knowledge into the Blood Bayou, truly believing that the answers to their questions rest there. None have been known to return.

Though he holds the collected knowledge of a godlike being within his mind, his memories are imperfect in many specific areas. He knows nothing of his heritage and does not suspect that he bears any tie to Blood Bayou. As far as Therrix knows, he simply has lived for an incredibly long time, and what little he does not know is held in the many fat tomes of knowledge that fill the shelves of his crude tower.

Warlord Stormraven

Stormraven is a skeletal ruler on the continent of Asherak. Formed from Psyclus' bones and physical strength, he is a ruthless conqueror who has risen to power, been defeated, and fallen again countless times across Asherak since his creation. Even when overthrown and destroyed, Stormraven has reformed himself — under a wide variety of names and guises — and returned to conquer again.

A Hidden Threat

Should all five of Psyclus' latter aspects (excluding Erias) be gathered within sight of each other and a *wish* or similarly powerful magic used to bind them together, the quintet would reform into Psyclus. This would require the most extreme of coincidences, however, as only a sage of Therrix's insight might ever realize such a possibility exists — and Therrix is blind to any potential regarding Psyclus due to his very nature.

While Psyclus' past actions may hint that he could be an ally of the gods and their followers, his actual reaction to the events of the Titanswar would be far from benevolent. Twisted by Kadum's blood and traumatized by the process of his destruction, transformation, and resurrection, ambition would quickly swallow his pity toward the lesser creatures of Scarn. In short order, Blood Bayou would become a spawning ground for a massive force of heron priests, alligator warriors, and other twisted monsters.

Worst of all, his intimate connection to the Dreamlands would allow him to absorb the demigod Erias and feed upon the dreams of every living creature in the Scarred Lands. No longer benevolent, Psyclus would use mortals' dreams to grow even stronger and begin a conquest of Termana — and even all of Scarn.

With Psyclus awakened, mortals would no longer know slumber. Night terrors would prevent any creature from sleeping more than three or four hours at a time. With the spellcasting abilities of druids, wizards, sorcerers, and clerics thereby ruined, the gods and their followers would face a tremendous disadvantage in defeating Psyclus' minions. Many distant regions could fall into madness and ruin long before the dream lord's legions would arrive to conquer them.

This would be just the beginning of a horrific conquest of the peoples and deities of the Scarred Lands. While there are no plans to ever see this come to pass in the setting, an enterprising GM is certainly within his rights to unleash the return of Psyclus upon his unsuspecting players.

Who knows? Such an extreme event might even require the PCs to help the gods call back the titans to destroy the maddened Psyclus once and for all — or venture into the twisted landscape of the Dreamlands in hopes of freeing Erias and toppling Psyclus from power.

Recent Events and Relations

Seldom do those who live near Blood Bayou sleep easily. Normally, the place is a breeding ground of dark deeds and turmoil that spill out to the surrounding lands. As the bayou lacks a formal government and its inhabitants act without a focused objective, cataloging every incident involving the bayou is impossible. Furthermore, the inhabitants of realms surrounding the swamps tend to ascribe nearly every bit of ill luck to the Jack of Tears and his servants. In Sunharrow and Thorvalos, the two kingdoms immediately south of Blood Bayou, superstition, fear, and paranoia run high.

Aside from the Carnival of Shadows' sojourns and a few excursions by small groups of its creatures, the bayou seems content with its current borders. When the Jack of Tears and his servants do venture into the world, the wise avoid them at all costs. Momus and his minions are renowned hagglers. On more than one occasion, those who have attempted to bargain with the krewes have found themselves falling upon their own swords, caught in the subtle deceptions the Laughing Man uses to entrap his victims in their own greed. The tale of Queen Lathendra of Karsian, who died under mysterious circumstances less than a year after she ordered a dark harlequin beaten and expelled from her realm, is told throughout western Termana. Since that incident, most realms are wise enough to accept the Jack's ambassadors with at least polite indifference.

In general, the appearance of creatures from Blood Bayou is seen as a dire omen. Aside from the mad king of Padrinola, none of the noble houses, oligarchs, and other rulers of Termana recognize Blood Bayou as a sovereign power. All treat it rather as a disaster waiting to happen. The less they have to hear about Blood Bayou, the better.

Still, the Jack of Tears abides pirates, bandits, and supernatural creatures that play havoc with trade, spread disease, and carry (or lure) innocents from their homes to the unknown horrors of the bayou. While no general has ever been fool enough to invade Blood Bayou, there is a growing sentiment amongst the nations of Termana that something must be done. Yet by coincidence or by the Jack of Tears' design, those nations close enough to Blood Bayou to serve as jumping off points for military campaigns (or at least stringent patrols aimed at containing the krewes) are all either engulfed in war, wracked with internal strife, or plagued with xenophobia. Of the three closest neighboring realms, Padrinola, Sunharrow, and Thorvalos, one is an open ally of Momus, two are at war, and a third actively resists any overtures of alliance.

Padrinola

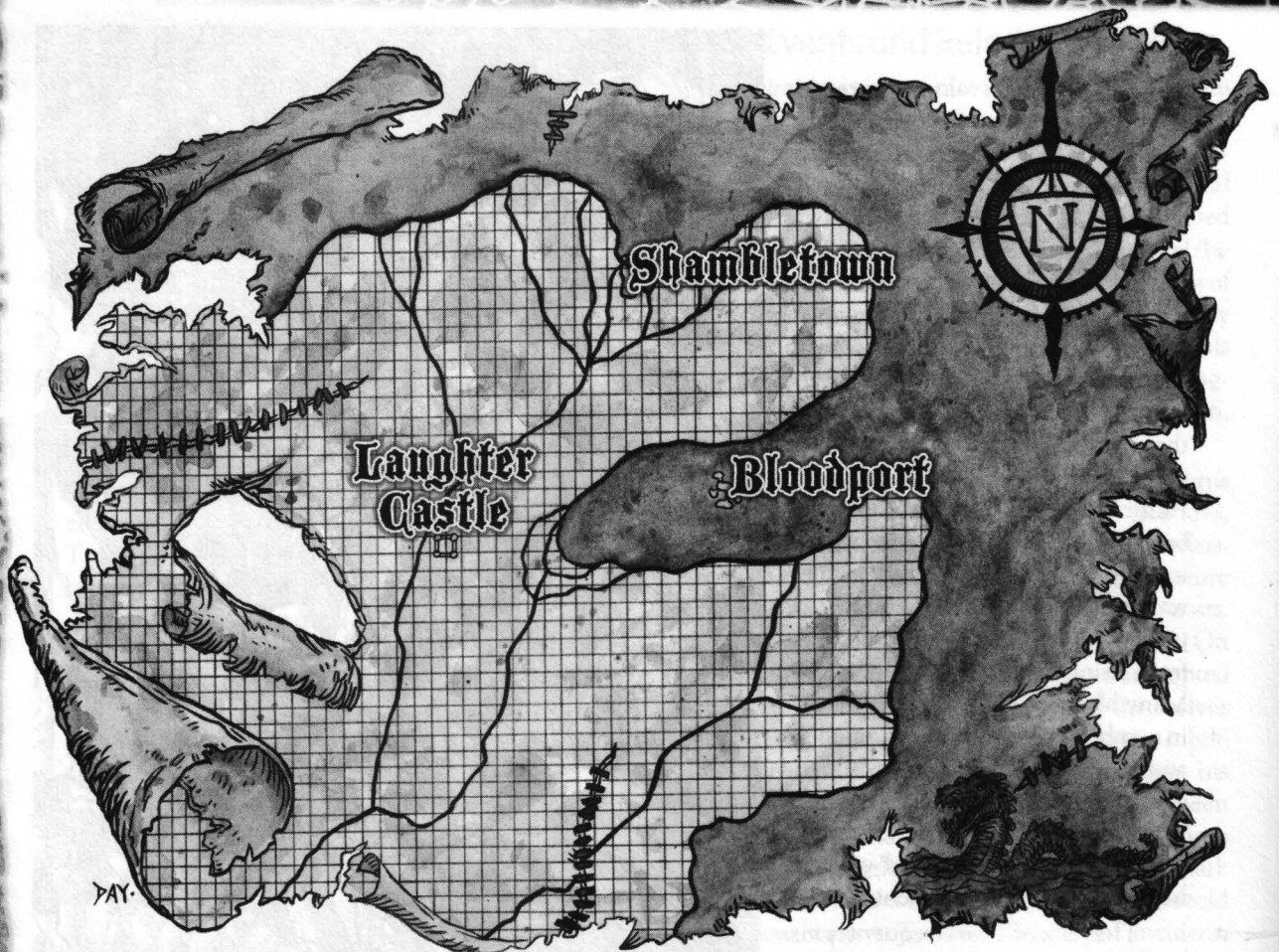
Although Thorvalos separates this kingdom from Blood Bayou, Padrinola remains the Jack of Tears' most trusted ally. Given the Jack's capricious, predatory nature, "trusted" and "ally" are both relative terms. King Uthkal IV of Padrinola is widely rumored to be a madman, and his well-known contact with Momus provides a thread of truth to those tales. The creatures of the bayou's krewes are said to travel openly through Padrinola. Heron priests hold public speeches in which they implore Padrinolans to venture north to the bayou, while dark, sinister shapes lurk in alleys and forests. Only the endless war with Thorvalos to the north has prevented the Padrinolan commoners from rising against King Uthkal IV. Many blame him for the constant rise in numbers of disappearances, murders, and other disturbances. Yet while the commoners blame the creatures of the bayou for these troubles, the king's men put to death anyone found guilty of harassing the Jack's representatives.

The Jack of Tears frequently visits Uthkal's palace at Leshar. Sages believe that Momus' activities in Thorvalos served to set up the inroads he has made in Padrinola. They commonly cite the fact that that since Uthkal first received the Jack in his court, the Padrinolans have held their own on the field of battle against the Thorvalans. The Jack's true purpose can only be guessed at, as can the terrible price King Uthkal will pay for Momus' assistance. In any case, those who would oppose Blood Bayou look toward Padrinola and prepare for the worst.

Sunharrow

Sunharrow has endured the gruesome pranks of the carnival krewes for generations. One story in particular tells of the frontier town of Baraba. In the years following the Ghouls King's depredations, plague was common in the land. The town of Baraba was particularly hard hit, with many amongst its young and old falling to disease. A heron priest called Sereptos eventually arrived in the village and spent a day walking from house to house, peeking in on the sick





and sadly shaking his head. The people of Baraba normally would have struck down or fled in terror from such a creature, but such was the state of their desperation that they let it be. That night, Sereptos called Baraba's leaders to meet him in their town square. There, he offered them a simple bargain. He would save their children from the disease if they would allow him to make a single request of those he saved, one that each of them could refuse as he or she wished. Desperate for aid, the villagers agreed. Brandishing a twisted staff carved of human bones, the heron priest chanted a long, droning incantation. Soon, the town's children assembled in the square. In a dreamlike stupor, they began to march from town in the direction of the bayou.

"Thus," said Sereptos, "your children are saved. No disease may strike a soul in the Blood Bayou unless the Jack of Tears wills it. When we arrive there, I shall ask for his intervention on behalf of the children." He paused. "Whether they return to you is no concern of mine."

With that, the heron priest disappeared in a flash of light.

Soon after, Baraba was abandoned. Its ruin still stands, as does the mass grave erected by those who had rather slay their own children than allow them to walk into Blood Bayou.

In Sunharrow, the bayou is treated as a terrible secret. Local superstition holds that anyone who so

much as speaks of the place calls its spirits to him. Thus, everyone from peasant to the king himself refuses to discuss or acknowledge the place. The people of Sunharrow have endured enough of the Jack's cruel jests that they would much rather be left alone. Apparently this strategy of denial works to some extent, for in the past decade bayou depredations into the area have fallen off to virtually nothing. Some believe the denizens of Blood Bayou grew tired of the easy pickings they found in Sunharrow. Others point out that by rewarding the people of Sunharrow for their silence, the Jack of Tears has essentially eliminated them as a potential threat. Several times in the recent past, Sunharrow has soundly rejected offers of alliance against the bayou for fear of arousing its ire.

Thorvalos

Thorvalos' renowned xenophobia and propensity for violence seems to have deflected much of the Jack of Tears' attention. In effect, this realm forms a military buffer that keeps Blood Bayou's southern borders secure. After all, any invader would have to fight his way through the Thorvalans before beginning a campaign in the bayou. Many who would visit the bayou meet their end in this grim kingdom. According to a popular story, the Jack of Tears forged a bargain with the Thorvalans shortly after the Ghoulish King's defeat. Arriving in Aesus on a starless night, the Jack requested and received an audience with the monarch of

that time, King Derridus II. The Jack discovered the king deeply saddened by the recent death of his wife. The Jack offered to reunite the monarch with his love, but the king was suspicious: even then the Jack of Tears' black reputation was well known. Still, the proposal seemed innocent enough; the Jack asked Derridus for the right to pass through his realm as he wished. In return, the Jack promised to reunite the king with his wife. For three weeks, the king pondered this offer, knowing that the gift was well within the Jack's power, and feeling that perhaps this was a straightforward bargain. Although his advisors and family pleaded with him to refuse, in the end the king could not resist the Jack's promise. None can say the true result of this pact. Soon afterward, King Derridus II traveled alone into Blood Bayou and was never seen again. As for the Jack of Tears, he never did return to Thorvalos, yet soon afterward the kingdom's inhabitants developed their hatred of foreigners and launched their endless war against Padrinola to the south. While

the Jack of Tears may not have returned to Thorvalos, his influence still lingers.

Thorvalos and Padrinola have been at war for the past 20 years. The conflict began as a simple dispute over the rights to a well and quickly blossomed into an all-out war. Early diplomatic efforts failed due to raids launched across the border by small, newly formed bands of Thorvalan fanatics unwilling to accept compromise. Both sides expended tremendous amounts of money and resources — and a great number of soldiers — for years, until Thorvalos finally succeeded in seizing several critical Padrinolan towns. Soon after, Padrinola entered into its ill-defined alliance with Blood Bayou. Since then, its army has fought with increased vigor and succeeded in reversing its previous losses. Interestingly, outside observers have noted that some of the partisans who touched off this conflict used tactics and left signs that bore a chilling resemblance to those of alligator warrior raids. With the war in full swing, both sides are neutralized as potential threats to Blood Bayou.



Chapter Two: The Geography of Blood Bayou

This chapter is broken down into two major portions. The first presents notable people and places in Blood Bayou, as well as the lairs of powerful creatures and other static points in the swamp. The second covers environmental factors such as traveling and fighting in the bayou, dealing with the weather, disease, pests, and other hazards.

Mortal creatures of the Scarred Lands are connected to the Dreamlands through their dreams and nightmares. Their collected fears and worries flow to the Blood Bayou through the Psyclus, his form long ago dispersed throughout the bayou region, and in turn give birth to the twisted creatures that roam through the fens. These dreams also bend and shape the very bayou itself, transforming murky water to islands of solid ground, thick stands of trees into deadly morasses of quicksand, and so on.

With such influence from the Dreamlands, mapping Blood Bayou is an exercise in futility. Travelers to the bayou must cope not only with clouds of insects, disease, and monsters, but also with terrain that constantly shifts and turns. An area can literally transform itself overnight. More than one band of travelers has starved to death wandering in circles as the swamp changes subtly around them. Compounding matters, the Blood Sea swallows stretches of solid ground as it rises on the tide, stranding travelers on isolated clumps of ground and even sometimes drowning those who venture too near the coast.

Those who have spent any length of time near the swamp — either by dwelling near its borders or by surviving an expedition into it — speak of the bayou as a living thing. Storms and diseases, they report, are merely a reflection of its dark will. Monsters that venture from it to maraud surrounding realms are referred to as the “bayou’s children.” Indeed, during times of ill weather and strife, such folk refer to the place as “The Bitch Swamp,” for giving birth to the dangers that accost them.

Places in the Bayou

The overview map of Blood Bayou is meant as a general reference to make it easier to manage a campaign and plan for the events in a game session. In truth, few places remain constant on the bayou. Settlements shift and move and landmarks are ephemeral constructs. Still, the Jack of Tears and his followers require at least some constancy. The landmarks described here are all relatively permanent. Their exact location on the bayou may shift over time, as might their internal configuration. It's up to the GM just how often such changes occur. The material in this chapter can be applied as easily to the swamp as a malleable, shifting place or as a relatively stable setting. A GM should never feel bound to maintain the geographical details from one game to the next, while players should soon learn that their PCs cannot trust in mundane means to chart their course through the malevolent landscape.

Bloodport

This wretched port town is a haven for pirates, murderers and other scum. Those members of the Krewe of Waves who live above water dwell here — primarily the bone bosuns and the human sailors who man Queen Ran's ship, as well as several squadrons of the most aggressive, daring pirates to sail the Blood Sea. With Queen Ran and her followers willing and able to defend Bloodport from attackers, the pirates are free to prowl the sea north of Termana with impunity. Three times the civilized realms have sent fleets to sack this place and all three times terrible storms created by Queen Ran and her followers have dashed the fleets to pieces.

Bloodport is built upon a pair of small islands and extends out to a series of six cyclopean stone columns that tower above the Bay of Tears' waterline. Even during the fiercest storms, the waves barely reach the top of the stone and wood platforms set atop each pillar. Pirates built a harbor within the pillars, using crude, wooden platforms and walls strung between the pillars. The streets are laid out in a careful grid pattern to preserve access to the markets and docks from all parts of town.

The pirates built as they wished in the settlement's early days, causing conflict as groups intruded on the spaces claimed by another crew. The captains of Bloodport stepped in quickly to authorize where new buildings could go. Small wooden pegs painted bright red now mark where buildings may be erected.



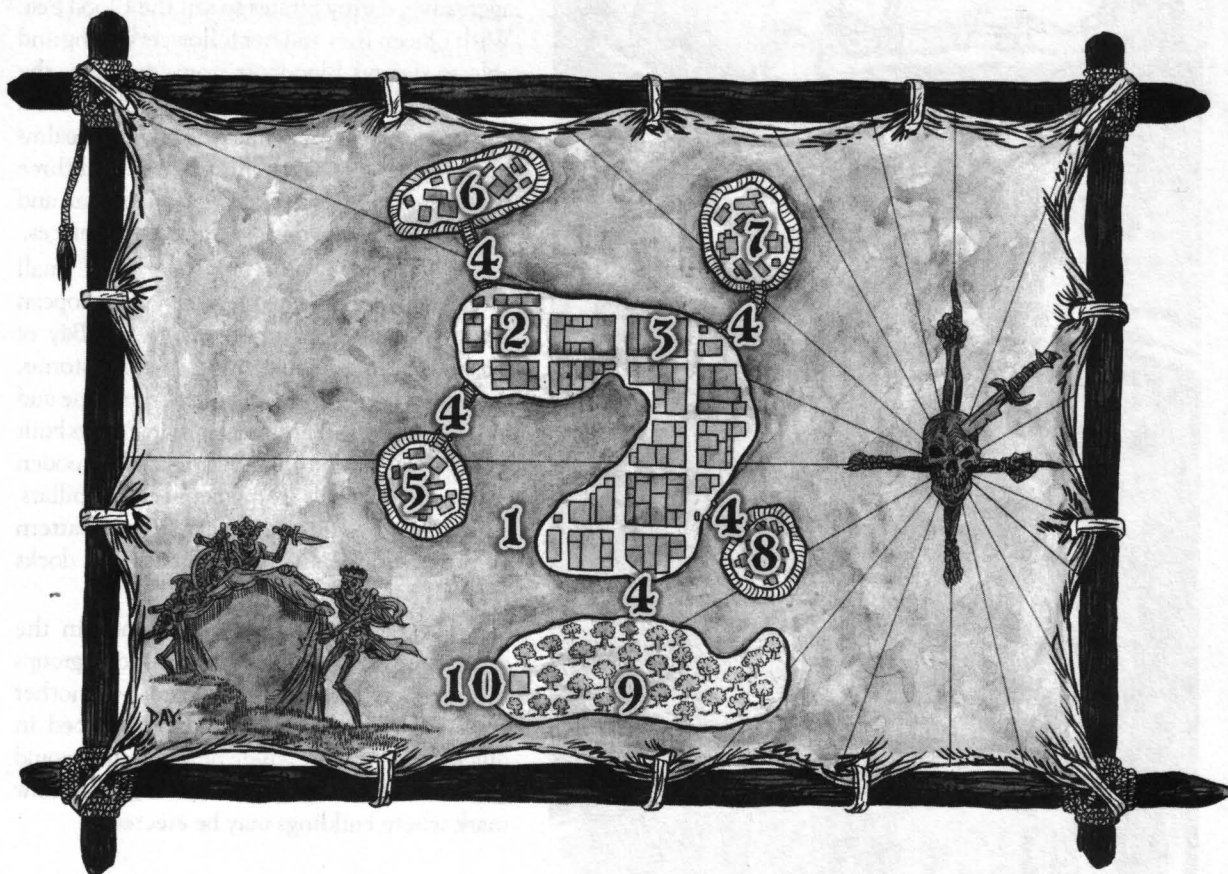
The haphazard structure of Bloodport helps shield ships from the elements and provides a screen against attacking sea monsters and raiders. Such defenses are mostly an afterthought, though. Only a madman would assault the lair of some of the most bloodthirsty, vicious pirates on all of the Scarred Lands. Though the pirates are not directly connected to the Krewe of Waves, they enjoy Queen Ran's protection and have a mutual defense pact. On several occasions, foreign ports have been forced to endure a known pirate ship in their midst that carried an envoy or ambassador from the Jack of Tears. (See "Captains of Bloodport," below, for more information.)

The port itself is a crowded, stinking pile of a settlement. Sea gulls flock there in droves, attracted by the garbage and occasional corpse that floats in the water around it. For all its value as a pirate base, Bloodport lacks a proper sewage and sanitation structure. "Sniffing the sewer" is a slang term amongst pirates and thieves to refer to anyone who is visiting or based in Bloodport. The stench of garbage and refuse causes many visitors to wear perfumed cloths over their noses until they can adjust to the odor. First-time visitors to Bloodport must make a Fortitude save (DC 10) or suffer a -1 circumstance penalty to attacks and skill checks due to the overpowering odor. This effect wears off in 12 hours, once the individual finally acclimates to the odor, or countered immediately by a cloth soaked in perfume that covers the character's face.

Visitors cannot avoid being struck by the run-down, teetering nature of Bloodport's buildings and the scowling pirates who walk through town with one hand on their weapons, the other ready to pick a drunken buccaneer's pocket. Fights and petty theft are common, with open season on those who are not attached to an established gang. Thieves and pirates allied with a powerful captain rarely expect trouble, as few are willing to risk the wrath of Bloodport's established powers. Smaller crews and bands of adventurers visiting this place on a mission risk robbery and assault. Unless such characters are obviously formidable combatants, there is a 20% chance per hour that 2d4 warriors of 1st and 2nd level attempt an ambush. Paladins and fighters in full plate or wizards of obvious power can escape the bother of an attack, but other parties can expect at least one attempt on their lives. Once the characters defeat such groups of would-be robbers twice, the random attacks stop after word spreads that the characters are best avoided.

1. Blood Bay

At one time or another in the past century, this shallow bay between the two islands that make up Bloodport has hosted every last buccaneer of note who plied Termana's waters. At any time, from 12 to 15 pirate ships of varying sizes might drop anchor here or around the islands. Skiffs laden with supplies, booty and sailors move from the bay to various points around Bloodport. As there is no organization, rhyme,



or reason to the bay's management, collisions and other accidents are not uncommon. Most among the weaker captains drop anchor outside the bay, preferring to avoid a possible encounter with a powerful or aggressive crew. Sometimes, a captain spoiling for a fight positions his ship intentionally to cause a minor collision, giving him all the excuse he needs to send his crew swarming aboard a ship to claim it as a prize — and, in the process, slaying its captain and any who object to the forced change of allegiance.

2. Blood Island

This island serves as a market, trading post and entertainment district all rolled into one. It is strictly controlled by the fences' guild, an alliance of smugglers and traders who specialize in selling pirate loot in distant ports. They provide most of the weapons, armor, supplies and various luxuries the pirates desire in exchange for gold, gems, and other goods looted from ships. The fences then transport the stolen goods to distant lands, reselling them to smugglers or sneaking them into markets themselves.

Shops, inns, taverns and brothels cluster around the trade square (see below). Each of the innkeepers enjoys a strong alliance with one or more of the powerful captains who drop anchor here. Without such support, they would soon face robberies and assaults that would drive them out of business. Even so, brawls, knifings and even murders are common in the taprooms of Bloodport. The tavern keepers take care to offer low rates to customers connected to their patrons. Most of those who work in these establishments are veteran pirates too old or infirm to crew ships any longer. The captains promote the presence of the taverns because they serve an important function as a rest and relaxation center for their crews.

3. Trade Square

A 10-foot-high stone wall surrounds this square. In sharp contrast to the decayed, poorly built dwellings that crowd the rest of the island, the structures in this area have well-built stone walls and fortified wooden doors and roofs. Security is paramount here. A single gate barred with an iron portcullis and a secure dock at the north end offer the only entry points. Pirates bring their ill-gotten gains through the gate, while the north dock allows merchants to visit Bloodport without docking near the pirates.

Only those with legitimate business are allowed into the square. A dozen guards stand at the gate at all times, while more heavily armed and armored mercenaries patrol near the docks. All who enter are required to carry a pass signed and dated by a scribe on duty. Anyone found without a pass is either beaten and kicked out the front gate or executed on the spot, depending on the mood of the guards and the relative wealth of the perpetrator.

Pirate captains and their officers bargain with the fences here. Each of the fences mans a stall where he inspects a pirate's goods and dickers over prices. The fences spend their off-duty hours in small homes built next to their stalls, while the mercenaries bunk in the warehouses along the docks. Breaking into the square and making off with a minor treasure is a popular pastime among more desperate or daring pirates. Those who risk such a foray risk death at the hands of the mercenaries. Even those who manage to escape must still beware arousing the ire of the pirate captains who profit from the place.

Trade Square Merchant

Humbarg of Calastia (*male human, Wiz11, LE*) is typical of the fences who operate on Blood Island. He is self-centered, scheming, and willing to do almost anything for a profit. Humbarg specializes in collecting magical weapons, armor, and other items. An aged, bent spellcaster, he keeps his long, flowing white beard tucked into his belt to prevent it from dragging along the ground. Humbarg keeps no personal guardsmen, and his small coaster appears to lack a crew. Rumors whisper of demonic apparitions that surround the vessel and carry it across the waves. As Humbarg never travels by day, none can say if these rumors have any basis in reality.

Humbarg uses the *detect magic* spell that he made permanent upon himself long ago to find the choice bits that crews bring to him for sale. He does good business fencing most of his goods through Calastia. His focus on magical items suggests that he seeks to enrich the Calastian armories, but the volumes he deals in suggests otherwise. Those pirates who have done business with Humbarg tell of the mage's obsession with a bronze sword supposedly forged in antiquity. He questions his customers about it intently and seems convinced that the item can be found on a ship that plies the waters off Termana. The sword's true nature, its current owner, and its value remain mysteries.

Guildmaster Umberto

Head of the fences' guild, this scowling, miserly dwarf maintains the trade square. He shows a fair hand in his dealings with the pirates and merchants, as he dares not risk the buccaneers' turning on him or the merchants' abandoning Bloodport as a profitable place to do business. His hair has long since gone gray and he wears his beard trimmed neat and short. He speaks with a rough, gravelly voice and peppers his sentences liberally with profanity. Umberto rarely takes part directly in any deals. Instead, he charges a transaction fee on each trade that goes to maintaining the square's security — and to lining his pockets.

In addition to his public role, Umberto is also a spy for the Charduni Empire. He uses his position to influence events in Bloodport, keeping in contact via magic with his handlers in the empire and sending a portion of his profits back when the opportunity arises. He is not above offering better terms to those pirates who bring goods stolen from the empire's enemies.

Recently, Umberto secretly offered a large bounty to Anton Farseer for the destruction of Gronek Hammerhanded's ship and crew. If word spread that Umberto was involved in the pirates' rivalries, the captains could turn against him and sack his lair. Umberto is canny and takes great pains to keep his efforts secret, even to the point of dealing with anyone — especially good-aligned individuals — he suspects could pose a threat someday. Umberto recruits others to do his dirty work in these instances, Anton being a favorite choice.

Umberto, male dwarf Wiz9: CR 9; SZ Medium-size humanoid (4 ft., 6 in. tall); HD 9d4+27; hp 51; Init +0; Spd 20 ft.; AC 14 [flat-footed 14, touch 10] (+4 armor); Atk +7 melee (1d8+3, crit x3, +3 battleaxe) or +8 ranged (1d8+3 and 1d6 electricity [+1d10 electricity on critical], 80 ft., crit 19–20/x2, +1 light crossbow of shocking burst and +3 bolts); SA spells; SQ summon familiar, darkvision 60 ft., dwarf traits; AL LE; SV Fort +6, Ref +3, Will +8; Str 10, Dex 10, Con 16, Int 17, Wis 15, Cha 12.

Skills: Alchemy +8, Concentration +15, Craft (blacksmithing) +14, Knowledge (arcana) +11, Knowledge (history) +6, Knowledge (local: Bloodport) +7, Scry +10, Spellcraft +15.

Feats: Combat Casting, Craft Magic Arms and Armor, Craft Wondrous Item, Empower Spell, Martial Weapon Proficiency (battleaxe), Scribe Scroll.

Wizard spells prepared (4/5/5/4/2/1) [save DC 13 + spell level]: 0 — daze, mage hand, read magic, steal sleep*; 1st — charm person, expeditious retreat, magic missile, protection from chaos/good, shield; 2nd — detect thoughts, endurance, resist elements, rope trick, scare; 3rd — clairsentience/clairvoyance, dispel magic, suggestion (x2); 4th — polymorph self, stoneskin; 5th — sending.

Spellbooks: 0 — All; 1st — alarm, animate rope, charm person, cause fear, expeditious retreat, hold portal, mage armor, magic missile, protection from chaos/good, shield, silent image, summon monster I; 2nd — alter self, arcane lock, detect thoughts, endurance, fog cloud, levitate, resist elements, protection from arrows, rend the sovereign soul*, rope trick, scare, sleep of the dead*, summon swarm; 3rd — bones of silver**, cadaver dance†, clairsentience/clairvoyance, dispel magic, explosive runes, gaseous form, invisibility sphere, rune of seeing*, suggestion; 4th — bestow curse, bones of iron**, minor circle of seeing*, polymorph self, solid fog, stoneskin; 5th — animate dead, fabricate, false vision, secret chest, sending, ship snare*.

Possessions: +3 battleaxe, +1 light crossbow of shocking burst, 20 +3 bolts, wand of charm person

(32 charges), bracers of armor +4, bag of holding (type 2), ring of counterspells (dispel magic), 3 spellbooks (all protected by explosive runes).

* From **Relics & Rituals**.

** From **Relics & Rituals 2: Lost Lore**.

† From **Hollowfaust: City of Necromancers**.

Umberto's Mercenaries

The mercenaries Umberto employs are well-equipped... and loyal to Umberto over the fences' guild. Owing to the tremendous amount of money and goods that flow through Bloodport, the dwarf can afford to buy the best arms and armor for his men.

Trade square mercenary, male human War2: CR 1; SZ Medium-size humanoid; HD 2d8; hp 9; Init +0; Spd 20 ft. in armor, 30 ft. (base); AC 18 [flat-footed 16, touch 10] (+6 armor, +2 shield); Atk +5 melee (1d8+1, crit 19–20/x2, masterwork longsword) or +3 melee (1d6+1 subdual, sap) or +5 ranged (1d8+1, 110 ft., crit x3, masterwork mighty composite longbow and masterwork arrows); AL NE; SV Fort +3, Ref +0, Will +0; Str 13, Dex 10, Con 11, Int 10, Wis 10, Cha 10.

Skills: Jump +3, Listen +2, Search +2, Spot +2.

Feats: Weapon Focus (composite longbow), Weapon Focus (longsword).

Possessions: Banded armor, large steel shield, masterwork longsword, sap, masterwork mighty (+1) composite longbow, 20 masterwork arrows.

4. The Bridges

The ramshackle rope-and-wood bridges that connect the two islands and six stone columns are used only by those confident — or desperate — enough to risk the crumbling, swaying structures.

They are roughly 20 feet above the water where they connect to a stone pillar, heading down to



between five and 10 feet above water where they reach an island.

The bridges often collapse into the water after a devious pirate cuts the supporting ropes to send pursuers or other enemies into the sea. Weeks may pass before a pirate captain who needs the bridge orders it repaired. To collapse a bridge, a would-be saboteur must sever three separate support ropes. The rope used is thick and tough (hardness 1; 3 hp).

The bridges shift and sway perilously. Characters on a bridge must succeed in a Balance check (DC 5) each round to avoid plunging into the water (DC 10 during a storm or in heavy winds).

5. The South Column

Normally called the Rats' Nest, this is the most dangerous area in Bloodport. The smaller independent captains, buccaneers without crews and other desperate men make their homes here. The captains who live here are smalltime operators willing to risk everything for a chance to work their way up the pecking order.

Fires, brawls and other disturbances are all commonplace in the Rats' Nest. The streets are choked with everything from cast-aside refuse to the occasional corpse to the burnt wreckage of older structures. Several times the fighting has become so intense that the powerful captains have been forced to form a brief alliance to defuse the situation through force of arms. Otherwise the more powerful captains only send men in the area on the occasional press gangs to gather able men to serve on their ships.

6. The West Column

This section is dominated by Valdera the Scourge and her savage pirate crews (see "Captains of Bloodport," below). The bridges leading to this stone structure are watched at all times by guards armed with longswords and crossbows. In the event of an attack or reported robbery within the column, the guards watch the bridges and refuse all traffic heading into or out of the area.

The column's top is a flat, weathered stone platform. Ramshackle buildings of driftwood and worn bricks are set up in a random pattern. A set of ladders, winches, and block-and-tackles set along the column's western edge allows Valdera's ships to drop anchor here, away from the main harbor.

Valdera's personal quarters are built from rock quarried from within the column itself. Her inner chambers, including those of her most trusted officers, are surrounded by a stone wall set with watchtowers at each corner. The quarry pits are scattered near the column's edge, allowing catapults and archers to fire upon attacking ships without exposing themselves to fire.

7. The North Column

Anton Farseer controls this area (see "Captains of Bloodport," below). When Anton moved in, he and his men set fire to many of the shanties built here, in an effort to — as he called it — "smoke out the rats." The conflagration killed many of the most desperate inhabitants of Bloodport and earned Anton and his men a host of enemies amongst the settlement's poorest and most desperate classes. He has established several large, fortified mansions made of wood and stone. Anton's home sits at the column's eastern end, while docks, warehouses and living quarters for his crews are set along the column's southern edge. Much of the column is bare otherwise, exhibiting little more than the burnt wreckage of its previous occupants.

A hole bored into the column allows Anton easy access to an undersea cave. There, he consults with the blood krakens and other messengers from Queen Ran who bring him his orders.

Rumors abound that the ghosts of those who died in the fire haunt this area. While Anton publicly snorts at such stories, he and his men have abandoned any attempts to build new structures on the column's burnt out areas. A few wooden frames and scattered piles of lumber mark the first attempts at rebuilding, but the project was soon abandoned. Anton claims, that his men are simply better used in raiding ships and shoreline settlements than playing at carpentry.

8. Eastern Column

The current roosting spot for Gronek Hammerhanded and his men (see "Captains of Bloodport," below), this area resembles more of a sprawling, vibrant settlement than an armed camp. Isolated from the rest of Bloodport, the half-orc and his followers have an easy time keeping the peace and expelling any troublemakers. Anyone looking to spy on Gronek would have to arrive by skiff, as the lone bridge leading to this place is heavily guarded. Gronek's men keep a tight watch on those few strangers they allow in. Suspicious characters or those known to have ties to Anton Farseer or any of Gronek's other enemies are turned away immediately and without question, first with insults and then, if necessary, with swords and arrows.

Gronek lives in a heavily fortified wooden tower at the column's center. Some time ago a druid ally of Gronek placed permanent *ironwood* enchantments on the tower walls. A crude palisade surrounds the column's outer area. The interior is given over to armories, storage space, and shacks for Gronek's men, their families, and camp followers tied to the crew. Of all the local captains, Gronek is reputed the fairest and most generous with treasure. While this attracts a fair number of malingerers and thieves, these undesirables are quickly weeded out by the tough training,

tests of fighting skills, and other obstacles placed before any who would sail with the half-orc.

9. Green Isle

Named for the scattered trees and tough native grass that grows here, this island forms the largest mass of land in the settlement of Blood Island. Flocks of sheep graze here, while a few large workshops support a dry dock and shipwright.

The most experienced and wiliest captains know that an entire pirate fleet's fortunes can wax or wane based on its relationship with the inhabitants of Green Isle. This puts Green Isle's inhabitants in a strange position. As skilled carpenters and shipwrights, their services are in great demand. Yet, they are inevitably drawn into a conflict when one side or the other raids a ship in dry dock, offers bribes to keep a rival's ship in for repairs for a few extra days, or urges them to produce shoddy equipment that fails at a critical point in an raid.

A few captains have tried to seize the docks and shipyards as their own, but such actions have inevitably drawn the wrath of every other captain who operates in Bloodport. The resulting clashes sent many ships and buccaneers to the bottom of the Blood Sea. The last such attempt took place 40 years ago. The loss of profit, influence, ships, and men was agreed to far outweigh any benefits gained from seizing the island.

Tergit Woodhammer (*male dwarf, Exp8/Ftr4, LE*) is the ranking engineer and shipwright on the island for the past six years. Historically, the local workers and their overseers depended on a communal vote to elect the shipmakers' reeve, the representative to the captains. Tergit seized that honor by slaying the previous reeve in a duel. The captains find this development worrisome, wondering if Tergit has plans to expand his influence beyond Green Isle. Rumors abound that he is a spy or plant from the Charduni Empire who seeks to subvert Bloodport to increase that nation's naval presence (rumors fully supported by the dwarven wizard Umberto, since they draw suspicion away from him).

In truth, Tergit is an emissary of the Laughing Man. The Jack of Tears enjoys visiting Bloodport in disguise, usually to keep tabs on Queen Ran. Alarmed that Umberto and/or Queen Ran could turn Bloodport against him, Momus dispatched Tergit and a small band of instigators to serve as a check against any attempt to unify the pirates under a foreign banner.

10. The Temple

The lone edifice of worship in Bloodport rests on Green Isle. As the pirates are far from pious, temple prayers are not a major concern of the port's inhabitants. However, even the residents of Bloodport are not so foolish as to ignore the gods' power. This wooden structure is a simple, boxy affair with shrines

inside dedicated to each of the major gods. Each shrine has a small statue or icon, an altar and a holy symbol, while multiple entrances, doors, and thick walls ensure that adherents of competing faiths need not interact.

Bitter Margaret (*female human, Clr12, CN*) is the high priestess here, a sarcastic old woman with short, white hair, wrinkled, weathered skin and a toothless smile known for her fiery temper and ready insults. She considers retirement in Bloodport the best thing that has happened to her since she grew too old to continue traveling the land. Margaret is a cleric of Enkili, and delights in watching the pirates scheme, plan, and compete with one another. The lethal politics of Bloodport and the pirates' unfettered debauchery keep her endlessly amused. Best of all, as the only cleric in port willing to maintain the shrine, she has tremendous latitude in dealing with others. As many pirates at least respect Enkili's power, few are willing to strike down his ranking cleric or risk leaving the temple untended.

Captains of Bloodport

A number of pirate captains, each seeking to claim dominance over the others, use Bloodport as a base. Over two dozen ships drop anchor at Bloodport on a regular basis. Usually no more than a dozen or perhaps as many as 16 can be found in the port at any given time, with the others out on raids.

The rule of law is completely absent in this place. The pirates may do as they wish. Still, murder, robbery and other crimes are surprisingly rare (for a pirate haven, that is). The pirates rely on their fellow crewmembers and their captains for safety. Further, a simple stabbing between members of two different crews might lead to a widespread feud or outright pirates' war. This can be harmful for all involved, as various captains take sides and form alliances. To avoid such turmoil, a state of truce generally persists on the island. While the pirates frequently brawl, steal, and even kill and maim amongst themselves, they take care to avoid any infractions that would draw their captains into the conflict. The pirate captains may be evil, but they're not stupid. Outright chaos is bad for business.

Queen Ran and her followers are the exception to this rule. Since Ran's magic keeps the pirates' enemies at bay, the scallywags must for the most part put up with her edicts and demands. However, the queen is more absorbed with what goes on beneath the ocean than with what transpires above it. Thus, the pirates are generally free to do as they wish so long as they leave Queen Ran's own ships alone.

The two most important pirate captains in Bloodport are Valdera the Scourge and Gronek Hookhanded. Both command the respect and tribute of several lesser captains, effectively giving them each small pirate fleets at their beck and call. While

neither claims a formal title, both are acknowledged as powers best avoided or, failing that, obeyed.

Anton Farseer is the admiral of Queen Ran's surface fleet and a feared pirate in his own right. Devious, scheming, and cunning, he is believed by the independent buccaneers to have been drafted into the Krewe of Waves so that Queen Ran could more easily keep an eye on him. Anton is renowned for his treachery, and his alliance with one of the powers of Blood Bayou makes him all the more dangerous.

Valdera the Scourge

Aside from Queen Ran, the Scourge is currently the most powerful pirate based in Bloodport. A vicious, aggressive woman, Valdera is renowned for having emerged victorious from a battle between her ship, the *Storm Hag*, and four armed and armored merchant traders. Her crew consists of marines, sailors, and officers she has sprung from various brigs or saved from the executioner's block. When Valdera needs more recruits, she and her men raid prison barges and jails. The liberated criminals are forced into service. Those who flourish in their new roles are given a full share of the treasure, while the less competent or enthusiastic soon die on a cutlass — whether an enemy's or Valdera's own — during the Scourge's many raids. For this reason, Valdera's men fight with an insane desperation that is enough to break the fighting spirit of most ships they raid.

Her stern demeanor and quick temper are well known — and feared — in Bloodport. She ignores strangers in town as long as they do not cause any trouble. Still, if she learns that others work to harm her rivals — Anton Farseer being foremost among these — she will take them in as allies and potential friends (at least as far as she has any real friends). If anyone does something to displease her, however, she does not hesitate to kill them herself and fling their bodies into the harbor.

Valdera stands only inches above 5 feet in height. Her black hair is cut short so that it does not hinder her in combat. In battle, she wears battered leather armor and fights with saber and short sword. She is arrogant, bold and domineering, ex-

pecting obedience from those below her station and respect even from those above. Vicious to the extreme, Valdera expects that men will think of her as weak and emotional. She will play on this belief to lure a rival into letting his guard down just enough to slit his throat.

Valdera the Scourge, female human Rgr5/Ftr4/Rog7: CR 16; SZ Medium-size humanoid (5 ft., 2 in. tall); HD 5d10+10 (Rgr) plus 4d10+8 (Ftr) plus 7d6+14 (Rog); hp 101; Init +4 (Dex); Spd 30 ft.; AC 20 [flat-footed 20, touch 14] (+4 Dex, +6 armor); Atk +22/+17/+12 melee (1d6+7, crit 17–20/x2, +3 rapier), or +20/+15/+10 melee (1d6+7, crit 17–20/x2, +3 rapier) and +15 melee (1d6+2, crit 19–20/x2, +2 short sword of spell storing), or +18/+13/+8 ranged; SA favored enemies (humans +2, monstrous humanoids +1), sneak attack +4d6; SQ ranger two-weapon fighting, traps, evasion, uncanny dodge (Dex bonus to AC, can't be flanked); AL NE; SV Fort +12, Ref +11, Will +5; Str 13, Dex 18, Con 15, Int 15, Wis 13, Cha 16.

Skills: Balance +16, Bluff +10, Climb +15, Diplomacy +11, Heal +3, Hide +9, Innuendo +8, Intimidate +20, Intuit Direction +9, Jump +10, Knowledge (nature) +7, Listen +12, Move Silently +8, Profession (sailor) +8, Search +8, Sense Motive +12, Spot +12, Swim +9, Tumble +15, Use Rope +9, Wilderness Lore +9.

Feats: Blind-Fight, Dodge, Expertise, Improved Critical (rapier), Mobility, Spring Attack, Track, Weapon Finesse (rapier), Weapon Focus (rapier), Weapon Specialization (rapier), Whirlwind Attack.

Ranger spells prepared (1): 1st — alarm (on land) or resist elements (at sea).

Possessions: +4 leather armor, +3 rapier, +2 short sword of spell storing (usually holds haste, cast by her 6th-level ship's mage), ring of the eel's touch**, cloak of the manta ray, horn of blasting, Kadium's pearl (strife)*.

* From *Relics & Rituals*.

** From *Relics & Rituals*

2: Lost Lore.

Storm Hag Crew

Valdera's followers are madmen and battle-ragers. Her ships rarely field catapults and ballistae. Instead, they rely on speed to close with their prey and then unleash a swarm of foaming berserkers to massacre the defenders and carry off anything of value. Her men adorn themselves with tattoos and dye their hair red, orange, and other bright colors to distinguish themselves in combat. Usually, the first wave of attackers consists of barely-trained recruits pressed into service. Those who survive invariably rely on a mad, bloodthirsty style of fighting



that leaves them dead or sufficiently trained to serve with Valdera's crews.

Average Storm Hag pirate, male human War1/Bbn2: CR 2; SZ Medium-size humanoid; HD 1d8+1 (War) plus 2d12+2 (Bbn); hp 26; Init +0; Spd 40 ft.; AC 15 [flat-footed 13, touch 10] (+3 armor, +2 shield); Atk +5 melee (1d8+1, crit x3, battleaxe) or +3 ranged (1d8, 80 ft., crit 19–20/x2, light crossbow); SA rage (1/day); SQ fast movement, uncanny dodge (Dex bonus to AC); AL CE; SV Fort +6, Ref +0, Will –1; Str 13, Dex 11, Con 12, Int 8, Wis 9, Cha 10.

Skills: Climb +5, Jump +5, Profession (sailor) +4, Swim +4.

Feats: Toughness (x2), Weapon Focus (battleaxe).

Possessions: Studded leather armor, large wooden shield, battleaxe, dagger, light crossbow, 10 bolts.

Gronek Hammerhanded

Gronek Hammerhanded (or "Hammerhand") is a slovenly, surprisingly jovial half-orc who finds equal delight in a bawdy verse and in the burning wreck of a charduni war barge. For years, he toiled as a slave aboard a charduni ship that patrolled the waters east of Termiana. Gronek and his fellow slaves staged a successful revolt, pitching the dark dwarves overboard to drown in their armor.

Since that day, Gronek and his followers have patrolled the seas in search of those who swear fealty to Chardun. When they find their targets, they fall upon them like a school of ravenous sharks. Gronek does not engage in wanton thievery and piracy, but he is tolerated in Bloodport for two reasons. First, he and his men are rough and ready fighters. Those who have crossed them have ended up at the bottom of the Blood Sea. Second, Gronek is whispered to enjoy the personal protection of the Laughing Man. According to rumor, the Jack of Tears helped engineer the half-orc's escape. In return, Gronek has formed a navy that poses a continuing thorn in the Charduni Empire's side. Most believe that Momus, annoyed that the humorless dark dwarves are poor prey for his jests, simply wishes to harm them however he can. Others feel he casts his eyes eastwards in the desire to expand his power.

In fact, the Sisters of the Sun (see sidebar) sponsor Gronek's actions against the charduni. While they do not approve of the tremendous risk he takes in using Bloodport as a base of operations, thus far his plan has worked to perfection. Gronek works on a four- to six-month rotation, patrolling the waterways for charduni ships then returning to Bloodport to rest his crew, refit his ship and sell his loot. Despite the constant aggravation he presents to the charduni, they have not yet dared to pursue him back to the bayou. It is unknown whether the Laughing Man knows of Gronek's connection to the Sisters, though clearly he is content to let matters continue as they have for the time being.

Gronek is ready and able to provide clandestine support to those who venture into the area on behalf of the Sisters. He may also be inclined to surreptitiously aid

those who merely seek to right some wrong. The Hammerhand's assistance typically involves offering a safe place to sleep and providing transportation across the waves. He may also offer the fighting talents of his men if the cause is worthwhile. If pressed about what sponsorship he enjoys — whether the Laughing Man or anyone else — Gronek evades the issue. He does not hesitate to withdraw his support to anyone who pushes too hard. Under no circumstances does he take part in any plot against the inhabitants of Blood Bayou.

Gronek Hammerhand, male half-orc Ftr10: CR 10; SZ Medium-size humanoid; HD 10d10+40; hp 112; Init +4 (Improved Initiative); Spd 20 ft. in armor, 30 ft. (base); AC 18 [flat-footed 18, touch 10] (+6 armor, +2 natural); Atk +18/+13 melee (2d6+11, crit 17–20/x2, +2 greatsword) or +10/+5 ranged (1d8+4, 110 ft., crit x3, mighty composite longbow); SQ darkvision 60 ft., half-orc traits; AL NG; SV Fort +11, Ref +3, Will +5; Str 20, Dex 11, Con 18, Int 13, Wis 11, Cha 10.

Skills: Bluff +2, Climb +15, Intimidate +2, Jump +10, Profession (sailor) +10, Sense Motive +4, Swim +15.

Feats: Cleave, Expertise, Improved Disarm, Improved Initiative, Improved Critical (greatsword), Iron Will, Power Attack, Sunder, Weapon Focus (greatsword), Weapon Specialization (greatsword).

Possessions: Banded armor, +2 greatsword, mighty (+4) composite longbow, quiver and 12 arrows, amulet of natural armor +2.

Gronek's Buccaneers

Gronek's buccaneers are a rambunctious, spirited, and well-trained lot. Like their leader, they take joy in striking at the charduni. They tolerate the other pirates in Bloodport because their captain cannot conceive of a safer place to hide on all of Scarn. In Bloodport, they prefer to keep to themselves.

Typical Gronek's Buccaneer, male human Ftr2: CR 2; SZ Medium-size humanoid; HD 2d10+2; hp 13; Init +1 (Dex); Spd 30 ft.; AC 17 [flat-footed 14, touch 11] (+1 Dex, +4 armor, +2 shield); Atk +5 melee (1d8+2, crit 19–20/x2, longsword) or +3 ranged (1d8, 100 ft., crit x3, longbow); AL NG; SV Fort +4, Ref +1, Will +2; Str 14, Dex 12, Con 12, Int 11, Wis 10, Cha 10.

Skills: Climb +6, Jump +6, Profession (sailor) +4, Swim +5.

Feats: Cleave, Iron Will, Power Attack, Weapon Focus (longsword).

Possessions: Chain shirt, large wooden shield, longsword, longbow, 20 arrows.

Sisters of the Sun

This order of paladins is based on Silverisle, to the southwest of the continent of Termiana. The Sisters are dedicated to keeping contained the evil that dwells on the Isle of the Dead, further to the south. In addition to battling the minions of the Ghoul King, the Sisters of the Sun have long been at odds with the charduni. As wardens of Termiana, the Sisters encourage the efforts of others who strike against their foes. See **Scarred Lands Gazetteer: Termiana** or **Scarred Lands Campaign Setting: Termiana** for more information on the Sisters of the Sun.

Anton Farseer

Anton Farseer is the captain of the *Seahawk*, a swift 50-foot vessel with a crew of just 10 men. He commands several larger vessels from his flagship. His fleet is collectively known as the "Birds of Prey." He favors raids where he outnumbers his enemies or can use one or two ships to break up a larger formation and drive the survivors into the rest of his fleet.

Anton's approach to personal interactions and politics follows much the same path. He relies on deception and trickery to lure his rivals to their own undoing. He hires spies to determine an enemy's plans for a sea voyage then dispatches ships to ambush them, using superior numbers to slaughter his foe's crew and adding the captured ship to his growing fleet.

Even in a city of pirates and cutthroats, Anton stands out as an untrustworthy person. Few dare cross him, but a growing tide of resentment against his many attacks on fellow pirates could prompt a broad alliance to destroy him. Only the sheer ferocity of Valdera the Scourge and her crew have prevented him from opposing her directly, despite his alliance with Queen Ran.

In addition to his own piratical interests, Anton acts as admiral and commander of Queen Ran's surface fleets. Primarily, he escorts heron priests and other dignitaries to distant ports. Other times, he serves as a courier or messenger. Queen Ran bars him from engaging in piracy while on these missions. Anton chafes under this restriction, but he knows that to oppose her openly would be suicide. He is not above manipulating others if he thinks they might give him power to someday wrest control of the krewe of waves from Ran.

Anton sees any visitors as potential marks to exploit. He plays on others' ignorance and seeks to learn as much as he can about their mission and their sponsors. If he cannot use that information for blackmail or some other profit, he tries to lure them to their deaths so that he can loot their corpses and appropriate their spellbooks and magic items.

Anton's pirate crews are of low quality. He typically offers them a lower share of the loot per captured vessel than other captains do, but the security he offers and the great number of his raids outweighs the

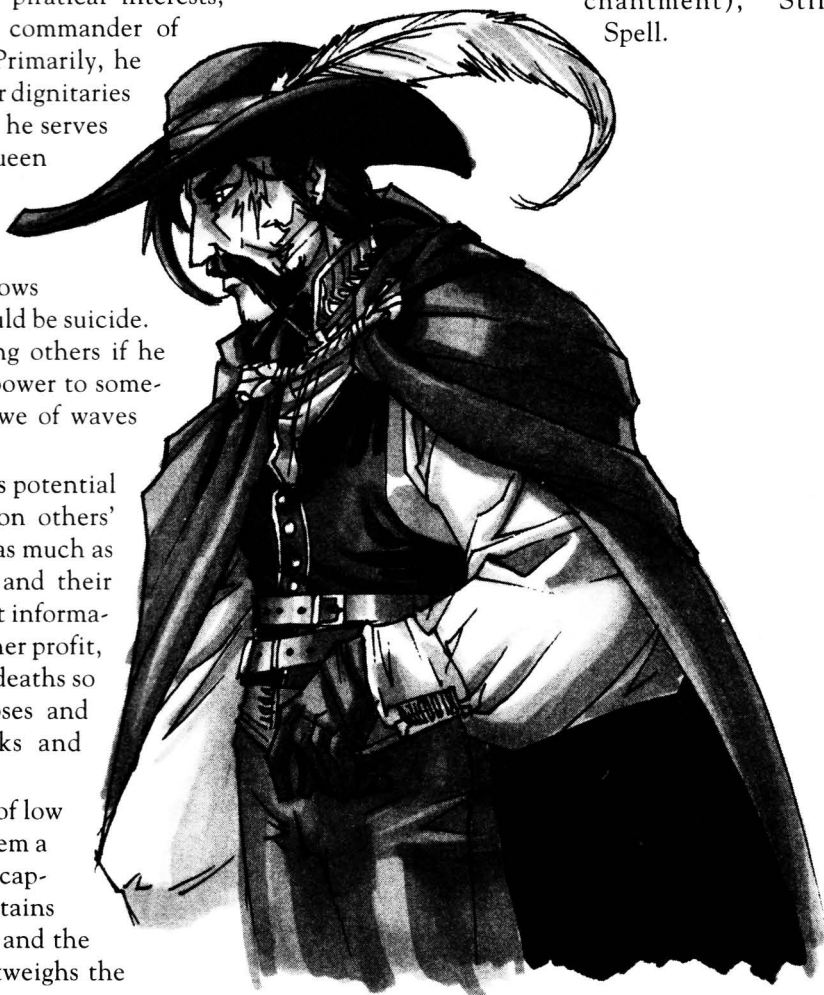
relatively small amount of treasure that gets doled out.

Anton is tall and lanky, with dark hair, a carefully groomed moustache and several facial scars from magical duels. He wears a bright blue cloak, fashionable pants and tunic, and a wide-brimmed hat with a scarlet feather.

Anton Farseer, male human wizard 7/sea witch* 4: CR 11; SZ Medium-size humanoid; HD 7d4+14 (Wiz) plus 4d6+8 (Swi); hp 52; Init +7 (+3 Dex, +4 Improved Initiative); Spd 30 ft.; AC 14 [flat-footed 11, touch 13] (+3 Dex, +1 natural); Atk +6 melee (1d4, crit 19–20/x2, masterwork dagger) or +9 ranged (1d8, 80 ft., crit 19–20/x2, masterwork light crossbow); SA spells; SQ summon familiar, bond with large boat (up to 50 ft.), ignore metamagic penalty 1, aquatic *wild shape* (1/day; Medium-size only); AL CE; SV Fort +5, Ref +9, Will +12; Str 10, Dex 16 (14) [familiar], Con 14, Int 18, Wis 13, Cha 11.

Skills: Alchemy +11, Appraise +6, Balance +7, Bluff +5, Climb +5, Concentration +16, Craft (shipbuilding) +9, Knowledge (arcana) +15, Knowledge (local: Blood Sea) +11, Knowledge (nature) +9, Profession (sailor) +13, Scry +16, Sense Motive +6, Spellcraft +18, Swim +3, Use Rope +7.

Feats: Enlarge Spell, Improved Initiative, Iron Will, Scribe Scroll, Silent Spell, Spell Focus (Enchantment), Still Spell.



Wizard spells prepared (4/5/4/3/2) [save DC 14 (16 for Ench) + spell level]: 0 — *flare*, *filch***, *mage hand*, *resistance*; 1st — *comprehend languages*, *grease*, *mage armor*, *shield*, *sleep*; 2nd — *blur*, *mirror image*, *protection from arrows*, *rend the sovereign soul**; 3rd — *dispel magic*, *haste*, *suggestion*; 4th — *enhanced senses***, *ice storm* (enlarged if cast from onboard the *Seahawk*).

Spellbooks: 0 — All; 1st — *alarm*, *animate rope*, *arrow charm**, *buoyancy net**, *charm person*, *comprehend languages*, *detect gold**, *expeditious retreat*, *grease*, *mage armor*, *magic missile*, *obscuring mist*, *shield*, *sleep*, *spider climb*; 2nd — *acid arrow*, *blur*, *darkness*, *flaming sphere*, *fountain of blood***, *hideous laughter*, *mirror image*, *protection from arrows*, *rend the sovereign soul**, *rope trick*, *whispering wind*; 3rd — *bloodstorm**, *dispel magic*, *fireball*, *fly*, *haste*, *hold person*, *missile storm***, *pressure sphere**, *slow*, *shrink item*, *stinking cloud*, *suggestion*, *water breathing*; 4th — *arcane eye*, *charm monster*, *enhanced senses***, *hallucinatory terrain*, *ice storm*, *screaming*.

Sea witch spells prepared (5/3) [save DC 14 (16 for Ench) + spell level]: 1st — *alarm*, *charm person or animal*, *expeditious retreat*, *silent image*, *sleep*; 2nd — *charm monster* (x3).

Possessions: Masterwork dagger, masterwork light crossbow, case and 10 bolts, wand of magic missile (caster level 5, 42 charges), amulet of natural armor +1, slippers of spider climbing, pearl of power (2nd level), scroll of fireball, 2 spellbooks (normally kept shrunken and in clothlike form through *shrink item*).

* From Relics & Rituals.

** From Relics & Rituals 2: Lost Lore.

Shurat, seagull [Anton's familiar]: CR —; SZ Tiny magical beast; HD 7; hp 26; Init +2 (Dex); Spd 10 ft., fly 40 ft. (average); AC 18 [flat-footed 16, touch 14] (+2 size, +2 Dex, +4 natural); Atk bite +7 melee (1d2–5); SA touch spells; SQ grants master +2 Dexterity, alertness, improved evasion, share spells, empathic link, speak with master, speak with birds; AL CE; SV Fort +3, Ref +8, Will +12; Str 1, Dex 14, Con 11, Int 9, Wis 13, Cha 6.

Skills: Alchemy +6, Appraise +0, Balance +6, Concentration +14, Knowledge (arcana) +10, Knowledge (local: Blood Sea) +6, Knowledge (nature) +4, Listen +6, Sense Motive +6, Spellcraft +13, Spot +6.

Feats: Weapon Finesse (bite).

Shani, black panther [Anton's animal companion]: CR 3; SZ Medium-size animal; HD 5d8+10; hp 35; Init +4 (Dex); Spd 40 ft., climb 20 ft.; AC 16 [flat-footed 12, touch 14] (+4 Dex, +2 natural); Atk bite +7 melee (1d6+3), 2 claws +2 melee (1d3+1); SA pounce, improved grab, rake 1d3+1; SQ scent; AL N; SV Fort +6, Ref +8, Will +2; Str 16, Dex 19, Con 15, Int 2, Wis 12, Cha 8.

Skills: Balance +12, Climb +11, Hide +9*, Listen +6, Move Silently +9, Spot +6. *In areas of heavy undergrowth or deep shade, the total Hide bonus improves to +15.

Feats: Weapon Finesse (bite, claws).

Anton's Crew

Anton's followers are a disorganized rabble, cutthroats and ne'er-do-wells willing to take his poor pay and a meager share of the loot. Most were desperate for work of any sort and have been forced into this life for lack of any other alternative. The truly vicious ones flourish in this environ-

ment, but a sizable number take no special joy in hijacking sea vessels. Still, they readily place their own needs above those of others. Like their captain, they are treacherous, deceitful, and willing to stab anyone in the back for a few extra coppers. While they may not be black-hearted, they are far from benevolent.

In addition to Anton's cutthroat followers, roughly a quarter of his crews consist of bone bosuns drafted from among Queen Ran's followers (*Creature Collection II: Lost Lore*, p. 30).

Typical follower of Anton Farseer, male human War: CR 1/2; SZ Medium-size humanoid; HD 1d8; hp 4; Init +5 (+1 Dex, +4 Improved Initiative); Spd 20 ft. in armor, 30 ft. (base); AC 17 [flat-footed 14, touch 11] (+1 Dex, +4 armor, +2 shield); Atk +1 melee (1d6, crit 18–20/x2, scimitar) or +3 ranged (1d8, 80 ft., crit 19–20/x2, light crossbow); AL N(e); SV Fort +2, Ref +1, Will +0; Str 11, Dex 12, Con 10, Int 9, Wis 10, Cha 9.

Skills: Climb +3, Profession (sailor) +3, Swim +2.

Feats: Improved Initiative, Weapon Focus (light crossbow).

Possessions: Scale mail, large wooden shield, scimitar, light crossbow, 20 bolts.

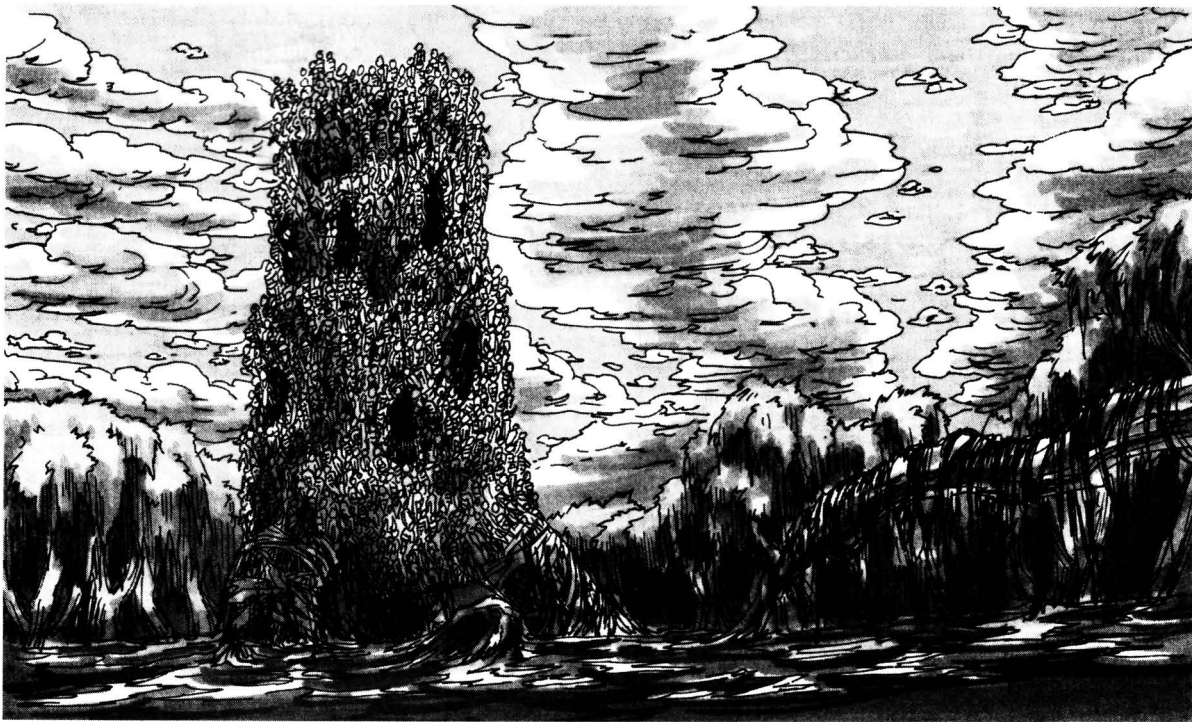
The Shambling Tower

This horrid structure is the lair of the lich Varpetha, a cunning mistress of necromantic magic who seeks to unlock the secrets of Blood Bayou (see below). Drawn by the tremendous number of corpses mired within its soil, she created a powerful ritual that tapped into the bayou's ambient magic and the vast number of bodies buried by Kadum's deluge. Harnessing this power, Varpetha called forth a great, quivering tower of corpses from the mire.

The Shambling Tower is a semi-sentient undead construct consisting of hundreds of bodies. The powerful necromantic magic that sustains it drains the vitality of all who approach it. All non-evil living creatures that come within a mile of the Shambling Tower must make a Fortitude save (DC 20) or suffer a –2 profane penalty to Constitution.

For game purposes, treat the tower as a Colossal construct with AC 16, 555 hp, and damage reduction 30/+5. Three massive legs extend from the tower's base, each composed of hundreds of skeletal legs bound together with the flesh of ghouls. It can move about at a speed of 20 feet per round. Further, it can *teleport without error* three times per night to any location of Varpetha's choice within Blood Bayou. As a powerful, nearly sentient artifact, the tower is immune to all magic attacks and effects (this protection does not extend to energies or creatures conjured or summoned by magic). Only the Shambling Tower's master (i.e. Varpetha) may enter it via magic. Unless Varpetha wills it otherwise, magic such as *teleport*, *ethereal* or *astral travel*, and *plane shift* fails to breach the tower's walls from the outside. Spells used in this manner simply fail to function. However, they may be used to leave the tower normally.

In the event that the characters have not been invited or else start a fight in the Shambling Tower, the place



generates undead creatures from the remains that compose its walls and floors. Once every 1d4 rounds as a standard action, the tower can create 5d6 HD of undead creatures. It can create any sort of undead, including intelligent creatures. Monsters created by the tower serve Varpheta without question. The tower can maintain a total of 500 HD worth of undead created in this way at any given time. These undead can travel up to 100 miles from the tower, even past the border of Blood Bayou. Beyond that range, they disintegrate back into rotted flesh.

Any undead creatures within the tower gain turn resistance +6. Undead within a mile of the tower's current location gain turn resistance +2. The two effects do not stack with each other, but do stack with a creature's inherent turn resistance.

The tower's magic is such that its abilities function only within Blood Bayou. If it is somehow forced outside of the region, the tower collapses into a massive pile of corpses, and the bodies decay into a fetid pile in a matter of minutes.

Exploring the Tower

Varpheta sometimes leaves an opening in the tower's base to allow explorers, animals and other curious creatures access to its interior. Other times, the lich leaves the tower to pursue a magical experiment or claim an enchanted item she seeks. In these cases, the tower automatically leaves a passage open in order to lure prey into its gullet.

The air within the tower is dank and thick with the stench of rot. Corpses hang from the walls in a ghastly display of death and terror. All living creatures within must make a Will save (DC 22) or suffer a -2 morale penalty to all attacks and skill checks due to the oppressive, unnerving environment.

The tower can arrange its interior to suit Varpheta's needs and tastes. The furnishings are formed of bones and

zombie flesh that sprout from the walls. Skeletal arms assist Varpheta in her workshop, while the tower itself can animate to crush intruders. It animates the corpses within its walls and arranges them to create new passages, chambers, and pits. Because of this, no map is provided. Instead, the few permanent rooms of the place are detailed under "Permanent Chambers," below.

A random system for creating the tower's current configuration is given here; otherwise, the GM can determine the rest of the interior layout as desired.

The random chambers are always rectangles 4d6+5 feet by 3d6+5 feet. There is a 25% chance of an exit along each wall, in the floor, or in the ceiling. Each exit leads to a corridor that twists and turns through the tower. Every 2d6 feet the corridor turns in a random direction (the space within the tower does not always abide by the tower's outside dimensions). Roll 1d6 and consult the following table:

D6 Roll	Result
1	The passage turns north
2	The passage turns east
3	The passage turns south
4	The passage turns west
5	The passage comes to a room
6	The passage ends

Any time a corridor would double back on itself based on the roll, it instead leads to a spiral staircase that heads upward.

If the passage leads to a room, there is a 50% chance that the room was just created. Otherwise, choose or roll 1d6 for one of the tower's six permanent rooms.

The characters can hack through the corpse walls — although they must exceed the tower's 30/+5 damage reduction. Every 30 points of damage inflicted creates a space 5 feet further along. After $1d4+1 \times 5$ feet of such "digging," they can breach the tower's outer wall and escape. Doing so drives the tower to produce undead creatures and attack directly, as described above.

Rather than attacking the corpse walls, a successful turn/rebuke check against a 24-HD creature creates a passage 5 feet long for every 5 HD successfully turned.

The tower's greatest weakness is its vulnerability to fire. While the bayou is wet enough to keep its exterior safe from most flames, its interior does not enjoy such protection. Fire used to burn the tower's interior for even 1 point of damage causes the tower to forcibly eject those trapped within it (see sidebar).

Permanent Chambers

The following six locations are permanent features of the tower. While other rooms may form and dissolve at the will of the tower or its mistress, these six are integral parts to the magic that sustains it.

1. The Chamber of Arms: This 30-foot radius circular chamber is a workshop and laboratory. A small anvil and forge occupies one end of the room. Several stone benches covered with glass beakers, scalpels, braziers and other arcane tools are set along the walls. Arms extend from the walls and ceiling to assist Varpheta in her endeavors — holding items in

place, stirring potions while she busies herself with some other task, turning the pages of tome as she reads, etc. Each corpse arm retains all skill bonuses in any Craft skills possessed in life; thus, some of the arms function as master alchemists, others as expert smiths, and so on. Varpheta (or the current master of the tower) can call upon an assistant with $10 + 1d6$ ranks in Alchemy or in any Craft skill to aid in the creation of magical or mundane items.

2. The Chamber of Eyes: This spherical room has a perfect 15-foot radius. It is set with a small bridge of bones that leads to an obsidian platform suspended in the midst of the chamber. A dull gray light seems to emanate from the walls, illuminating the chamber with a faint, ghostly light. Hundreds of eyes blink and watch the chamber from along the walls. These eyes are from a variety of races, from human eyes to large yellow and black ones of unknown species. Varpheta uses this chamber to snoop on her enemies and to investigate the lands around the tower. With a command word, an eye extends toward the tower's mistress on a ropy tether of muscle and sinew. Grasping the eye, she can view any scene the eye witnessed during its owner's life. Alternatively, she can remove the eye from its tether and order it to leave the tower, scout out a specific location and return. Once the eye returns, Varpheta can order it to reveal all it has seen. Each eye has photographic memory and possesses any racial or permanent enchantments it had to its sight abilities in life. The eyes are treated as Tiny constructs (AC 19, damage reduction 15/+1, 2 hp) that fly at a speed of 120 feet with perfect maneuverabil-

Tower Defenses

In addition to the bizarre configuration abilities described in the text, the Shambling Tower can alter itself to deal directly with intruders. Once per round, the tower can choose to create one of the following effects:

- As a move-equivalent action, the tower can crush a single character by flexing its walls, ceiling, and floor. The target of this attack takes 12d6 points of crushing damage (Reflex half, DC 22).
- As a full-round action, the tower can forcibly expel up to two Huge, four Large, eight Medium-size, or 16 Small or smaller creatures from its interior. It does this by creating a passage to its exterior and collapsing the corridors and rooms around the creatures, shunting them immediately outside. The creatures must make a Fortitude save (DC 22) to resist being so moved. Whether successful or not, the subjects take 12d6 points of damage (Reflex half, DC 22) as the tower crushes the corridors around them. Characters who move out of the exit voluntarily take no damage this attack.
- As a standard action, the corpse arms along the tower's various walls may animate (Strength 20, attack +14, grapple +18). They can grapple up to two Huge, four Large, or eight Medium-size or smaller creatures at any time. The arms attack from multiple directions at once, and may reach opponents in any portion of a room or passageway within the tower. All victims of such attacks are considered flanked (the attack bonus does not include the bonus for flanking).
- As a full-round action, the tower can transfer held victims along the walls, ceiling, and floor via its corpse-arms at a rate of 20 feet each round that it maintains a hold. The tower uses this ability to capture characters and drag them to the tomb chamber, to hold them in place while undead guards destroy them, or to carry them to an audience with Varpheta.

ity; this flight is an extraordinary ability. Each moves perfectly silently, has a +15 bonus to Hide, Search, and Spot checks, and makes all saves at +6.

3. The Chamber of Minds: The walls in the passages leading to this room are covered in spiderwebs of veins that pulse with blood which pumps toward the chamber. The air in this square chamber is fresh and invigorating. The tower collects the brains of its victims here, using them as a storage archive. These organs pulse, shudder, and stir with brief spasms of movement. A brain placed here transfers its memories to the tower, and thus to the tower's mistress, allowing Varpheta to learn all of her victims' secrets. Furthermore, Varpheta can store information within these brains. She need only grasp one of them and concentrate to force one of her own memories into it. She stores her spells and rituals, important magical formulae and other hidden knowledge in this manner. The brains also store a spark of their former selves, so that Varpheta can access the skills possessed by her victims before they fell to her power. She need only grasp the appropriate brain and mentally pose a question to extract its learning.

If anyone other than the mistress of the Shambling Tower attempts to use a brain in this way, he faces the possible loss of his memories should he fail to resist this chamber's power. Anyone who tries must make a Will save (DC 22) or be struck as if by the *feblemind* spell cast by an 18th-level wizard. On a successful save, the character gains one of the benefits from the table below.

D10 Roll	Result
1–5	Gain a number of ranks in a randomly selected skill equal to 12 + Int modifier. A PC cannot exceed the limits on skill ranks based on his level in this way. Furthermore, a character may only gain this benefit to two skills at any given time without negative effects. (A living brain cannot easily cope with the massive infusion of knowledge this effect represents.) For each skill gleaned beyond the second, the character suffers a permanent –1 penalty to Intelligence and Wisdom, as he slowly descends into madness. This is not ability damage but rather a permanent drain. <i>Restoration</i> , <i>limited wish</i> , and similarly powerful restorative spells can counter this effect, though doing so also removes all skill ranks gained from the chamber.
6–9	Gain knowledge of any one arcane spell with a level of 1d6. This spell cannot be used immediately, but can be transferred into a spellbook with a successful Spellcraft check (DC 20 + spell level) and later prepared. A non-spellcaster may not gain this knowledge.
10	Gain a +1 inherent bonus to Intelligence as the brain reveals secret knowledge of the universe stored here by Varpheta.

Anyone who attempts to “loot” Varpheta's collected knowledge faces her vengeance. The brains remember all that transpires here and the lich soon learns of any meddling. As Varpheta jealously guards her secrets, she sets all her power to track down and destroy those who would violate her sanctum. While the few sages who know of this place are eager to find it and steal its knowledge, none of the thieves who have invaded this room have succeeded in escaping the lich's wrath. All of them are happy to point this out should anyone access their brains in this chamber.

4. The Chamber of Spells: Similar to the Chamber of Minds, this place is a repository of arcane secrets that Varpheta has accumulated over the many years of her existence. A large desk set with sheaves of parchment, inkwells, and several exotic quills occupies the center of the room. Rows of bone cases hold scrolls, tomes of knowledge and volumes of spells. In addition to the furnishings, a short, bent, spectral figure in a black robe maintains the shelves and keeps the books in their proper order. This shade is the physical manifestation of the Shambling Tower's intellect. It functions as per *unseen servant* and rarely speaks. If confronted by intruders, the shade disappears into the nearest wall and attacks using the tower's abilities.

This chamber's greatest treasure is the incredible collection of spellbooks. Almost every arcane spell known to mortals is recorded somewhere in these books. A character who spends 10 minutes searching with *read magic* active finds a random spell of level 1d10–1.

Varpheta binds the souls and bodies of spellcasters she defeats into the chamber. The corpses along the walls are composed of these poor beings. They are forced to write the arcane formulae of the spells they know onto their own skin, which Varpheta then strips away from them and binds into her books. The tower's magical nature causes the skin to reform, allowing the captured spellcasters to record all of their spells in this manner, regardless of quantity. A careful inspection of the books (Search DC 15) reveals that they are all composed of cured human skin.

5. The Chamber of Tongues: This loathsome chamber is hot and extremely humid. Characters can feel the temperature and dampness rise as they approach it. The Chamber of Tongues is circular with several grooved channels worked into its floor, each leading to a small pit in the room's center. The walls are lined with countless human, animal, and humanoid mouths. Drool and spittle runs from these orifices to the floor, where it collects in the channels and flows into the pit. The mouths speak in a disconcerting babble of voices, producing a confusing echo that imposes a –4 circumstance penalty to all Listen checks made herein.

Varpheta uses this place to adopt the speech and mannerisms of her victims. By spending a half-hour in concentration, she acquires the voice, speech patterns, and speaking abilities of one of her victims.



This grants her a +10 bonus to any Disguise checks to impersonate that victim. She can gain this bonus with respect to no more than three different victims at once. This bonus can also be transferred to any undead spawned by the tower.

Varpheta uses this ability to lure the friends and family of her victims by dispatching an undead servitor in the guise of a native who has fallen victim to her magic. The creature spins a tale of woe and begs for help using a false story of its imprisonment and torture. Combining the voice and mannerisms of a familiar face, these creatures draw many of Varpheta's victims to her lair.

6. The Tomb Chamber: The tower's substance changes radically in this area. Rather than corpses, bones, and limbs, this 10-foot radius circular chamber is composed of smooth, wet, green stone. Strange reliefs and carvings on the walls depict corpses breaking free of the earth to chase down creatures who run screaming from them. A depression in the middle of the floor holds a pool of still water. Any corpse placed into this pool is quickly dismembered by a host of scaly, clawed hands that rise from the surface in a cloud of roiling black smoke. The claws then drag the body parts under the water. After a moment, both remains and claws disappear altogether. Corpses gathered in this manner are used to form the tower's structure. Thus, a victim's talents and skills can be added to the Chamber of Arms, Chamber of Tongues, or other portions of the tower. The tower prefers to herd its victims to this place in order to destroy them and add their abilities to its roster for use against their allies.

Varpheta, Queen of the Dead

Female human lich, Nec18: CR 20; SZ Medium-size undead; HD 18d12; hp 132; Init +7 (+3 Dex, +4 Improved Initiative); Spd 30 ft.; AC 26 [flat-footed 23, touch 15] (+3 Dex, +6 armor, +5 natural, +2 luck); Atk touch +8/+3 melee (1d8+5, Will save DC 23 for half) or +10/+5 (1d6+1, *staff of power*); SA fear aura, paralyzing touch, spells; SQ undead, turn resistance +4, damage reduction 15/+1, immunities, skill supremacy, summon familiar; AL CE; SV Fort +12, Ref +17, Will +21; Str 8, Dex 16, Con —, Int 30 (24), Wis 18, Cha 19.

Skills: Alchemy +31, Animal Empathy +14, Appraise +20, Balance +13, Bluff +14, Climb +9, Concentration +25, Craft (all) +31, Decipher Script +20, Diplomacy +14, Disable Device +20, Disguise +14, Escape Artist +13, Forgery +20, Gather Information +14, Handle Animal +14, Heal +14, Hide +23, Innuendo +14, Intimidate +14, Intuit Direction +14, Jump +9, Knowledge (all) +31, Listen +24 [+22 w/o familiar], Move Silently +23 [+21 w/o familiar], Open Lock +13, Perform (all) +14, Pick Pocket +13, Profession (all) +25, Read Lips +20, Ride +13, Ritual Casting +25, Scry +31, Search +28, Sense Motive +22, Spellcraft +31, Spot +24 [+22 w/o familiar], Swim +9, Tumble +13, Use Magic Device +14, Use Rope +13, Wilderness Lore +14. See "skill supremacy" below.

Feats: Craft Magic Arms and Armor, Craft Staff, Craft Wondrous Item, Expertise, Forge Ring, Heighten Spell, Improved Initiative, Lightning Reflexes, Quicken Spell, Scribe Scroll, Spell Focus (Enchantment), Spell Focus (Necromancy).

Necromancer spells (opposed: Illusion) (4/7+1/7+1/6+1/6+1/6+1/4+1/4+1/3+1) [save DC 20 (or 22 for Ench and Necro) + spell level]: 0 — *arcane mark*, *detect magic*, *detect poison*, *read magic*; 1st — *charm person*, *Elina's*

wardrobe*, expeditious retreat, feather fall, magic missile, protection from good/law, ray of enfeeblement, sleep; 2nd — alter self, cat's grace, ghoul touch, fountain of blood**, hideous laughter, knock, see invisibility, spectral hand; 3rd — fly, gaseous form, halt undead, haste, malaise**, suggestion, vampiric touch; 4th — bones of iron**, charm monster, ice storm, lesser geas, resilient sphere, solid fog, stoneskin; 5th — beetle swarm**, cloudkill, dark water*, dominate person, feeblemind, magic jar, wall of force; 6th — acid fog, chain lightning, circle of death (x2), greater dispelling, mass suggestion, sigil of ooze*; 7th — forcecage, insanity, prismatic spray, sever*, soulstrike*; 8th — leech field*, mass charm, polymorph any object, trap the soul, virulence*; 9th — astral projection, energy drain, imprisonment, power word: kill.

Spellbooks: Varpheta has access to every wizard spell from the PHB, **Relics and Rituals**, **Relics & Rituals 2: Lost Lore**, and **Hollowfaust: City of Necromancers**, as well as any other spells the GM sees fit to include. (Illusion is Varpheta's opposed school, so she cannot access these spells.) The Shambling Tower's Chamber of Magic gives her access to the collected magical lore of several centuries of study.

Fear aura (Su): Varpheta is shrouded in a dreadful aura of death and evil. Creatures of less than 5 HD within a 60-foot radius that see her must succeed at a Will save (DC 23) or be affected as though by *fear* cast by an 18th-level sorcerer.

Paralyzing touch (Su): Any living creature Varpheta touches must succeed at a Fortitude save (DC 23) or be permanently paralyzed. *Remove paralysis* or any spell that can remove a curse can free the victim. The effect cannot be dispelled. Anyone paralyzed by Varpheta seems dead, though a successful Spot check (DC 20) or Heal check (DC 15) reveals that the victim is still alive. This power works in conjunction with Varpheta's touch attack.

Immunities (Ex): Varpheta is immune to cold, electricity, polymorph, and mind-affecting attacks.

Skill supremacy (Ex): Due to her links to the tower, Varpheta is considered to have the maximum ranks possible in all skills, even those normally exclusive to other classes (these are treated as cross-class skills for her in terms of max ranks). Over the years, she has claimed so many victims and drained them of their knowledge that there are few areas in which she is not an expert. Unlike a mortal, Varpheta is capable of absorbing so much knowledge without going mad because of her undead status and her staggering intellect.

Possessions: Bracers of armor +6, staff of power (44 charges), headband of intellect +6, ring of teleportation (as helm of teleportation in ring form), ring of resistance +4 (as cloak of resistance in ring form), amulet of proof against detection and location, boots of speed, cloak of arachnida.

* From **Relics & Rituals**.

** From **Relics & Rituals 2: Lost Lore**.

† From **Hollowfaust: City of Necromancers**.

Kael, skeletal cat [Varpheta's undead familiar]: CR —; SZ Tiny undead; HD 18; hp 66; Init +2 (Dex); Spd 30 ft.; AC 23 [flat-footed 21, touch 14]

(+2 size, +2 Dex, +7 natural); Atk 2 claws +11 melee (1d2–4) and bite +6 melee (1d3–4); Face 2 1/2 ft. by 2 1/2 ft.; Reach 0 ft.; SA touch spells; SQ undead, grants master +2 to Move Silently checks, alertness, improved evasion, share spells, empathic link, speak with master, speak with felines, SR 23, scry on familiar; AL CE; SV Fort +6, Ref +8, Will +12; Str 3, Dex 15, Con —, Int 14, Wis 12, Chr 7.

Skills: Alchemy +23, Animal Empathy +8, Appraise +12, Balance +20, Climb +12, Concentration +25, Decipher Script +12, Escape Artist +12, Hide +24, Intuit Direction +11, Jump +6, Knowledge (all) +23, Listen +11, Move Silently +16, Read Lips +12, Search +12, Sense Motive +11, Spellcraft +23, Spot +11, Use Magic Device +8, Wilderness Lore +11.

Feats: Weapon Finesse (claw, bite).

In a time before the Titanswar, Varpheta was a powerful necromancer. During the war, she sequestered herself in an isolated cave to complete her transformation into a lich. Upon her awakening, she found Termiana ripe for the picking. The Ghoul King, a powerful necromancer in his own right, attempted to make her an ally. Caring more for personal power and arcane talent than conquest and rulership, she knew that any undead overlord would prove wholly repellant to the living peoples of Termiana. Varpheta spurned the Ghoul King's offer. Sensing an unmistakable allure in the bayou region, Varpheta traveled to Blood Bayou. She hoped that discovering its secrets would give her important insights into the structure of the world, the nature of the gods and titans, and the source of all magic.

The Jack of Tears found her bold advance into the bayou and her equally audacious creation of the Shambling Tower amusing. Here was someone worthy of his wit, cunning and power. The two sparred for decades until the Laughing Man found the means to compel her into service: Varpheta always regretted that immortality came at the price of her youth and appearance. Momus offered her a pact she could not resist. In exchange for the restoration of her youthful vitality and certain other secrets the Laughing Man guarded, Varpheta vowed to never raise a hand against him. While Varpheta originally sought to cast down the Jack and displace him in the cosmic order, her curiosity and vanity wore away her ambition. The two joined in a grim parody of wedding vows. Rumors abound that the two managed to produce offspring, but as yet no definitive evidence has surfaced to support this claim.

While Varpheta is an ancient lich, she appears as a lithe, comely woman with flowing blonde hair, lightly tanned skin, and sparkling blue eyes. She prefers to wear simple clothes that do not hinder her spellcasting abilities and enhance her natural beauty. Her visage is merely an echo of a forgotten age maintained by powerful magics. If not for the power of the bayou, Varpheta would be little more than a desiccated husk of flesh, bone and muscle. Through a pact with the Jack of Tears, Varpheta's beauty is created and maintained by powerful magics that tap into the very nature of the swamps. Her appearance does not detect as magical, and her body is as real as any other living creature's physical form. Whenever she leaves the bayou, however, the spell fades and her true

(undead) appearance re-asserts itself, forcing her to rely on *polymorph* and similar spells to maintain her beauty.

A century after the pact was made, Varpheta finds herself at a crossroads. The Jack of Tears grew bored with her years ago, leaving her to pursue her magical research alone. Her Shambling Tower ranges across the bayou unhindered. Despite the krewes' power, Varpheta is strong enough to dissuade any moves against her. While no longer attached to the Laughing Man, their pact forbids them from harming one another without provocation.

Thus, Varpheta is in a sticky situation. Her ambition has once again bubbled to the top of her mind. Yet, she cannot afford to take a direct stand against the krewes or to do anything that Momus can interpret as a threat. Furthermore, leaving Blood Bayou is not an option — she has grown used to her restored appearance — and in any case her tower represents far too great an investment of time and power to abandon.

Currently, Varpheta seeks an artifact known as the *Titan's Scepter*. According to legend, a powerful sorcerer who served Mesos during the Titanswar crafted an arcane instrument from some cast-off piece of the titan of magic himself. Varpheta's research indicates that this may be the tool she needs to break her alliance with the Laughing Man and establish herself as a power in her own right. Varpheta cannot afford to seek the item openly, as she suspects that Momus' spies keep close watch on her.

Varpheta relies on a network of spies and undead servitors in the outside world to send her word of likely candidates who she may manipulate to serve her ends. She has already exploited more than one group of promising but inexperienced explorers. Each time she identifies an appropriate target, she uses spells such as *dream* and *sending* to trick the group's leader into taking up her cause. Varpheta depicts herself as an innocent maiden trapped in Blood Bayou by a terrible curse. She bids her chosen "champions" to perform seemingly minor tasks, such as eliminating a Blood Bayou spy in their area or uncovering a magical item in a ruin. Each venture aids Varpheta's search for the *Titan's Scepter*, whether by removing an impediment to her investigations or by disclosing further details on the artifact's location.

Much to her frustration, Varpheta remains months, perhaps years, from tracking down the artifact. It would gall her to know that the scepter is not far at all from the swamps she roams. In fact, the *Titan's Scepter* is hidden deep within catacombs built within the south column in Bloodport. The scepter's creator, a lich once called Argathak Velthoom, is also trapped there along with a large coterie of undead creatures. With Kadum's defeat in the Titanswar, the columns were swamped beneath the sea and the spellcasters stationed there were trapped within.

Shamblatown

Nestled amidst the sickly reeds of Blood Bayou on the shore of the Blood Sea, Shamblatown is perhaps the most wretched settlement to befoul

Termana's soil. Home to a host of misfits, cast-offs and madmen who journeyed from far and wide to seek solace in Blood Bayou, this is the only permanent settlement of note on the bayou outside of Bloodport. Other towns and villages dot the swamp, but all move and shift their position due to the bayou's malleable nature, making Shamblatown an important gateway to the outside world. The few merchants and travelers willing to sail to Blood Bayou much prefer to use Shamblatown over Bloodport, given the lawlessness and danger of the latter place. Even so, visitors step off their ships only when absolutely necessary.

Shamblatown grew around the ruins of a small city that existed before the Titanswar. In those days, Shamblatown was known as Prince Port, a gleaming jewel of the trade routes that stretched from continent to continent. Built on a tall hill overlooking the sea, the city was centered on a sprawling castle that commanded the sea lanes for leagues around. After Kadum's flood, the stone castle and other surviving structures provided the few remaining scraps of shelter along the Blood Sea's shore. The rising sea swept away Prince Port's docks and the low-lying district, but its upper portions survived mostly intact. Once the blood-muddled waters receded, the few survivors of the region straggled into the castle's ruins. Soon, Prince Port had regained some semblance of a city. However, with the Jack's growing influence, this place degenerated into a sprawling ruin haunted by maniacs, lepers and other undesirables. Some portions of the town are civilized even today, but the influence of the Carnival of Shadows hangs over everything.

Shamblatown is (unofficially) divided into four sections: Castle Hill, the docks, the alleys and the Carnival Grounds. Despite appearances, most residents die from old age or in robberies or fights in the alleys, rather than from hunger, disease and exposure. The residents of Castle Hill are the most prosperous in town — although by civilized standards they still dwell amongst ruins and enjoy a quality of living barely above that of a ragged peasant. Still, compared to the desperation of the alleys, they enjoy a relatively easy, secure life.

Castle Hill

Castle Hill holds the original ruin around which the settlement grew and is home to the richest and most prosperous inhabitants. Of course, given that this is Shamblatown, prosperity is relative. The slopes of the hill are crowded with tumbled rock towers, walls, and other structures. A host of settlers live among these crumbled stones, digging out small warrens and dens for cover against rain, cold, and snow. The residents of Castle Hill allows these drudges to live here, although when their numbers grow too large the

“town guard” — hired mercenaries — sweep through and drive the squatters back down to the alleys.

The top of the hill is set with several stone buildings, keeps, and other structures. Each of these places is surrounded by walls built from stone blocks and wood scavenged from the surrounding ruins. Guards in leather armor carrying halberds, longswords, and crossbows watch the crude gates that allow access to the homes they protect.

The Peak

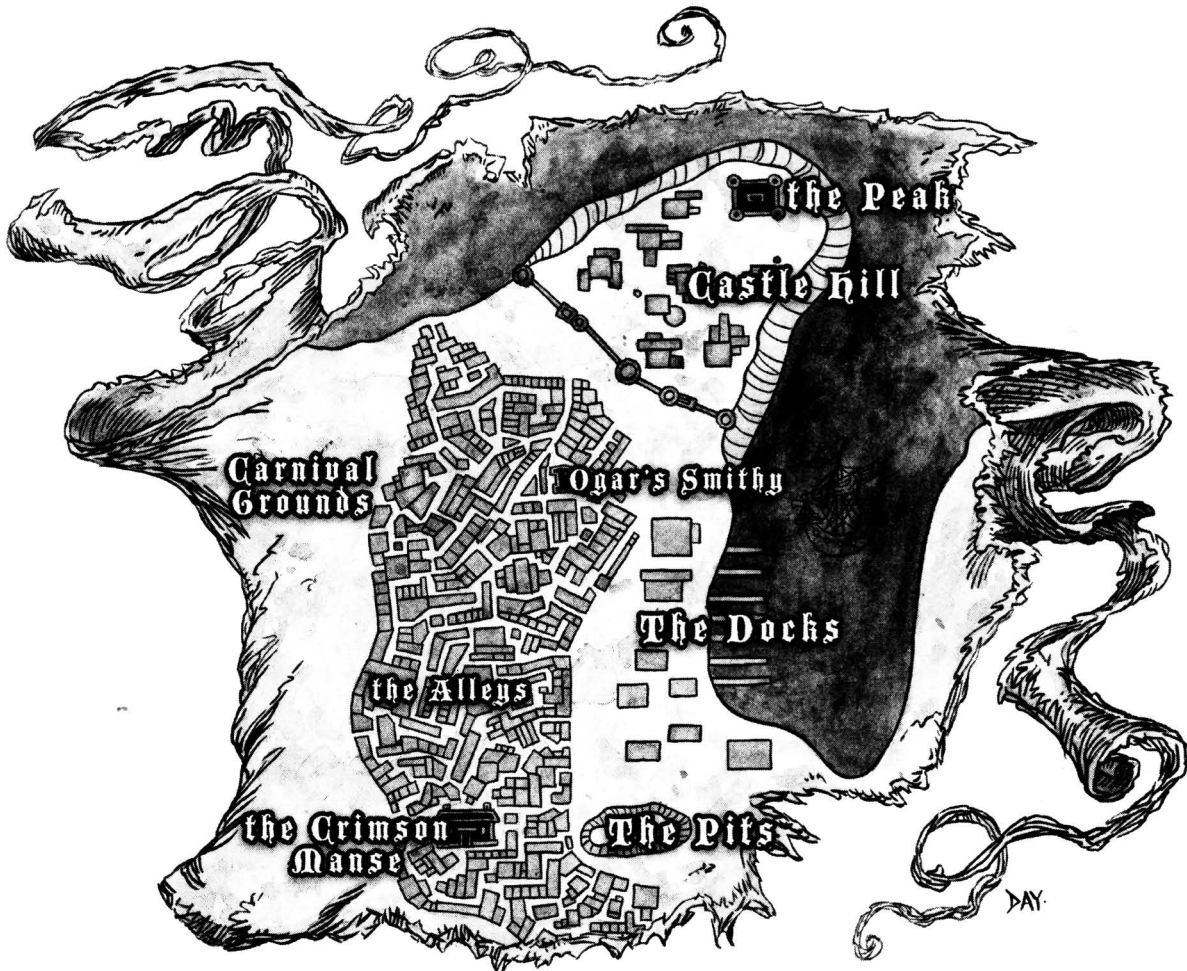
This site is typical of the settlements atop Castle Hill. The ancestral home of the Deepdigger halfling clan, The Peak stands at the hill's highest point. Its outer wall is fully 10 feet high. A single gate of iron-banded wood controls access to The Peak's courtyard. A few small outer buildings surround the walls. Servants and guests stay within these small wood and stone structures. The inner courtyard is ringed with wooden storage sheds, small warehouses, and the guards' quarters. The main building of this complex, the four-story tower that gives this place its name, stands in the middle of the yard. The first floor consists of kitchens, a large hall used for feasts, meetings, and other important business. The basement is given over to food storage and sleeping quarters for the Deepdiggers' personal servants. The

second and third floors are packed with living quarters for the Deepdiggers. Since living within the Peak is an honor for members of the family, as many of them as possible squeeze out space here rather than endure the shame of dwelling in one of the shacks or sheds at the tower's base. Bunk beds rise up to four high, while in some chambers the halflings have erected wooden subfloors to divide the human-sized rooms in half by height. The fourth floor is the personal dwelling space of Yeveno, the clan's ruling matriarch, and her favored sons, daughters, and grandchildren, all of whom dwell in relatively spacious bedrooms and dens.

The Deepdigger Clan

The Deepdiggers are the richest family in town, owing to their skill in finding the richest deposits of ancient treasures, coins, and other valuables that the merchants from distant shores seek. The halfling family occupies The Peak, the central tower of a fortress on Castle Hill. Guards hired from amongst the toughest street fighters and brawlers in the alleys keep a careful eye on the avenues and trails up the hill.

The Deepdiggers have a keen interest in maintaining their hold on the trade of rare objects. Other families and groups have tried repeatedly to jump their claims or to ambush their treasure caravans. For



this reason, they continually seek outlanders who can offer their skills as warriors and spellcasters. The Deepdiggers spend good coin for competent mercenaries willing to serve as guards for treasure expeditions or who can take the point in exploring potentially dangerous, titanspawn-infested ruins.

Yeveno Deepdigger (*female halfling, Exp4/Rog4, CN*) is the clan's matriarch. She is perhaps the oldest person in Shambletown, having lived here for nearly a century. Her thick white hair is always pulled back from her gaunt, leathery face. Crippled by age, she spends her days in a human-sized rocking chair. Despite her physical decrepitude, she maintains an active presence in the family business. Her mind is as strong and sharp as ever, though her children and grandchildren sometimes chafe under her erratic, fiery temper.

Other Deepdiggers of note include **Yarvetto** (*female halfling, Rgr9, CN*), granddaughter to Yeveno and a bold, fearless explorer who has seen more of Blood Bayou and lived to tell than tale than almost anyone else alive... barring servants of the Laughing Man; **Kendrel** (*male halfling, Brd12, CN*), son of Yeveno and the clan's main negotiator and businessman; and **Awtawk** (*male half-orc, Ftr6, N*), a half-orc orphan originally from Ghelspad who was (purchased and) raised by the Deepdiggers to serve as a bodyguard and director of security.

The Carnival Grounds

The Carnival Grounds are perhaps most important section of Shambletown. Located to the west of Castle Hill, the Carnival of Shadows uses this open, grassy area between its regular visits to the outside world.

By day, long rows of wagons stand here in orderly files, while donkeys pace about the fields, grazing on grass. On nights when the carnival departs for a distant city, a shimmering, glowing gate opens at the field's edge. The wagons slowly file through, laden with food and supplies destined for yet another night of debauchery. When the carnival remains in Shambletown for the night, small crowds gather in hopes that the carnival plans to put on a show. Usually, these poor souls return home shortly after midnight. Once or twice a year, however, their prayers are answered and the mirth jacks who work for the carnival set up huge tables laden with food and drink. On such nights, almost the entire population of Shambletown turns out for the festival, rendering that place a virtual ghost town. Cautious merchant captains sail out into the harbor at sunset on these nights, preferring to risk a potentially ruinous night on the open water of the Blood Sea rather than risk falling victim to the carnival's siren song.

During the course of such festivals, the krewes set aside those guests who show a deep affinity for Momus' lifestyle... and thus the potential to become valued

servants. These "lucky" folk are taken away to the Jack's personal realm, where they may be transformed into plague wretches, alligator warriors, mirth jacks, or other forms that suit their talents and potential.

When the festival is not open for business, the mirth jacks patrol the area. They use deadly force to prevent robberies and other disturbances, as the performers and workers need their rest during the day. Sometimes, wagons stream into town to meet trade ships that enter the harbor laden with food, liquor, and other supplies. The people of Shambletown give the Carnival Krewes a wide berth when they make this trade run.

This place is the primary reason that Shambletown has grown into its current state. The majority of the people who inhabit the alleys are madmen, dreamers, and others who were kidnapped and brought here by the Carnival. While some seekers arrive via ship and a tiny minority are born and raised here, most of them are doomed to a life far from home, clouded in madness and misery.

The Docks

The docks are little more than crude wooden piers that ramble out into the Blood Sea. The few merchants who live and do business in Blood Bayou have shops and warehouses set up right along the docks. At any time, two or three ships stand at anchor in the harbor. Most traders who drop anchor prefer to remain aboard ship rather than go ashore. The town's merchants quickly line up to come onboard any new arrival, inspect its cargo, make offers to buy and propose other business arrangements. While some traders do venture into Shambletown, they are generally loath to go ashore: stories of mass groups of lepers, madmen, and other undesirables wandering the town's streets keep most at a distance.

Even with these precautions, many ships seem to lose two or three crew members under mysterious circumstances. However, the lure of tremendous profit is too much for some to ignore. Shambletown's merchants deal in ancient art objects and other items they uncover from the bayou's muck. Since a golden plate or similar object is of little use on the bayou, merchant captains can trade simple foodstuffs, weapons, armor, and other basic gear for many times their value in gold, gems, and ancient coins.

Merchant captains have attempted to cheat their business partners in Shambletown on more than one occasion. Sometimes the ruse works, but more often the erstwhile con artist has had his ship overrun by desperate men and women recruited from the alleys. Eager to gain clothes, food, and shelter, a horde of homeless wanderers can easily be whipped into a fanatical mob and set against a ship.

Dock Wardens

Half a dozen abandoned ships are lashed together at the docks' southern end. These vessels were abandoned when their crews disappeared, revolted against their masters, or were overrun after rousing the ire of the Laughing Man or the inhabitants of the town. Today, these derelict hulks serve as the home for the Dock Wardens, a small corps of mercenaries who stand watch over the ships that come into port in exchange for a commission of food, supplies, and money. Allied with the Deepdigger clan, these warriors form little more than a vaguely legitimate extortion scheme. Captains who pay the 3 gp/ day rate receive a few guards who stand near their ships during the day. Those who refuse to pay risk a mad rush by a crowd of lunatics (sent by the Wardens), as well as suffering accidents that often send both cargo and men tumbling into the bay. Most captains who visit Shambletown endure payment to the Wardens rather than risk a potentially lucrative deal.

The Wardens number over 20 human, dwarf, and halfling warriors under the command of Alco the Red (see below). In exchange for mutual aid, food, and shelter, they act as his muscle and enforcers. Some of these thugs are in fact generally good-hearted men who have been pushed into thievery by desperate circumstances. Others rather enjoy shaking down travelers and look forward to the chance to rough up a captain and crew that resist them.

Dock Warden, male human Com1/War1: CR 1/2; SZ Medium-size humanoid; HD 1d4 (Com) plus 1d8 (War); hp 9; Init +0; Spd 30 ft.; AC 15 [flat-footed 13, touch 10] (+3 armor, +2 shield); Atk +2 melee (1d6+1, club), or +2 melee (1d3+1 subdual, unarmed), or +1 ranged (1d4+1, 10 ft., dagger); AL N; SV Fort +2, Ref +0, Will +0; Str 13, Dex 10, Con 11, Int 8, Wis 10, Cha 10.

Skills: Climb +4, Profession (any one) +4, Swim +4.

Feats: Improved Unarmed Strike, Toughness.

Possessions: Studded leather armor, large wooden shield, club, dagger.

Alco the Red

This gnomish outlaw, wanted for murder, theft, and worse in a variety of realms across Termana, leads the Dock Wardens. After angering a powerful charduni cleric, Alco fled into Blood Bayou to preserve his life. Arriving in Shambletown, he fast secured a steady income, a safe haven, and a gang of followers by seizing control of the ships and instituting his protection scheme. A wily opportunist, he plays every situation to maximize his own short-term profit. Sooner or later his reputation for betrayal and greed will lead to his death, but for now he is possibly the most powerful man in town outside of Castle Hill.

Alco also enjoys intimate knowledge of the comings and goings of everyone who sails into Shambletown. A fastidious, exacting miser who counts every last copper that passes through his hands, Alco keeps extensive records of every ship that visits the

port, the cargo they offload, and as much as he can learn of the cargo they leave with. If one seeks a person, item, or anything else that passed through Shambletown, Alco is the man to see. He does not offer this knowledge freely, however. Those who request information must do a favor in turn — eliminate someone, run a dangerous errand, protect Alco from an old enemy, and so on.

Alco is short even for a gnome. He wears a bright red cloak at all times and keeps his blond hair and beard cut short. He wears or even carries his weapons at all times. A dark, red blotchy scar covers the left side of his face, the result of a run-in with an angry cleric of Chardun.

When dealing with others, Alco prefers to keep his distance in case things go sour. He is acutely aware that humans and other taller creatures can easily outrun him. When a new ship comes into port he uses his *hat of disguise* to inspect it personally, usually choosing to present himself as an official envoy of the "government of Shambletown," relying on the captain's ignorance to talk his way aboard. If a captain gives him trouble, he uses his *pipes of the sewers* to call a swarm of rats to devour the ship's food stores and harass the crew.

Alco the Red, male gnome Rog8: CR 8; SZ Small humanoid; HD 8d6+8; hp 42; Init +3 (Dex); Spd 20 ft.; AC 18 [flat-footed 18, touch 14] (+1 size, +3 Dex, +4 armor); Atk +8/+3 melee (1d6, crit 19–20/x2, masterwork short sword) or +11/+6 ranged (1d6, 70 ft., crit x3, +1 composite shortbow); SA sneak attack +4d6, spells; SQ evasion, uncanny dodge (Dex bonus to AC, can't be flanked), low-light vision, gnome traits; AL NE; SV Fort +3, Ref +9, Will +2; Str 10, Dex 17, Con 12, Int 14, Wis 10, Cha 13.

Skills: Appraise +8, Bluff +12, Disable Device +10, Escape Artist +14, Gather Information +9, Hide +15, Innuendo +4, Intimidate +9, Listen +10, Move Silently +7, Open Lock +11, Search +13, Spot +6, Tumble +14, Wilderness Lore +1.

Feats: Dodge, Point Blank Shot, Run.

Spells: 1/day — *dancing lights*, *ghost sound*, *prestidigitation*. As the spells cast by a 1st-level sorcerer.

Possessions: +2 leather armor, masterwork short sword, dagger, +1 composite shortbow, 20 masterwork arrows, *hat of disguise*, *pipes of the sewers*.

The Alleys

The bulk of Shambletown's inhabitants dwell among the collapsed shacks, hovels, and filth-ridden streets of the alleys. Men, women, and children starve on the streets here. Many lack the basic skills and grasp on reality necessary to feed and clothe themselves. Heron priests mingle with the crowds, tending to adoring wretches who prostrate themselves before the priests' feet. Those wretches who prove themselves useful (or at least amusing) to the krewes are carried to the bayou's interior on ancient, rickety wagons pulled by strange beasts and escorted by heron priests. Such caravans are invariably surrounded

by scores of pathetic refugees hoping to catch a glimpse of the lucky chosen few.

Despite the horrid conditions, those who dwell here somehow survive day after day. Due to the Jack of Tears' "blessing," there is somehow always just enough food and shelter to sustain the pathetic masses who huddle around Shambletown waiting for their chance to join the Carnival of Shadows. Often captains who lose men here are forced to accept dregs from the alleys as replacement crew and laborers.

The alleys are literally a maze of shacks, muddy paths, and ruins. Avenues come and go as the sprawl changes, with newcomers erecting shelters for themselves until the Carnival comes to claim them. Traveling through them is a difficult proposition even for someone who has lived here for years. New shacks continually spring up, old ones are destroyed or scavenged for wood, and alliances shift and change between the various street gangs that control the alleys. The high rates of death and disappearance make the alleys' population unstable. A beggar who promises to sell information on Momus' visits to Shambletown one day can disappear the next, leaving behind no clues as to his fate. His neighbors might never have seen him before, while finding anyone in town who knew him and knows of his fate is a long shot at best.

Simple Intuit Direction checks (DC 15) every 30 minutes can determine if travelers can find their way through the alleys. A failed check indicates a wrong turn, requiring another half-hour of retracing steps before making progress toward the desired destination. Combined with random encounters, this method does a good job of modeling the alleys' chaotic sprawl without slowing the game down too much.

An ambitious GM who prefers a more detailed method of resolving travel in this area might wish to draw out a map depicting the path to the characters' destination and roleplay the trip in its entirety. The alleys should be a maze, with paths halting suddenly due to hastily constructed shacks and with dozens of twists and turns along each route.

The GM can use "Table 2-2: Blood Bayou Encounters" herein, or might create keyed encounters placed at different areas of the map. While this method adds detail to the game and gives the players more control over their travels, it can become boring if the game devolves into an endless maze as the characters stumble blindly around the alleys looking for their destination (or even a way back out). Some players may also treat the alleys as little more than an outdoor, urban dungeon.

The labyrinthine mass of shacks and lean-tos hides a plentiful share of secrets. Blood Bayou is a place of mystery, strange magic, and lurking horror. The shacks are no different, and are in some ways

even more frightening than the bayou — after all, this place is at least nominally civilized.

Any number of matters may require adventurers to brave the alleys. Perhaps they seek a seer or prophet rumored to bear an important message for them. If the characters are in town to seek an item or missing person, their goal may lie somewhere in the alleys. A street urchin could steal an item the adventurers need and run into the alleys, forcing them to search for their quarry.

The following locations are presented to help build a sense of the bizarre and cultivate an aura of the strange. None of these places are listed on the map, but can be placed as the GM wishes. Over time, they can even change position as their owners are forced to move due to fires, robberies, and other events.

The Crimson Manse

This sprawling building is the residence of Shambletown's *de facto* mayor, Lord Crimson. It is an eclectic mix of architectural styles and designs. Dominating the central plaza of the alleys, this is the one place in town that a visitor can count on to remain standing from year to year. Still, owing to Lord Crimson's erratic tastes in architecture the Crimson Manse changes on an almost weekly basis. Teams of workers drawn from the krewes and the strongest men in the alleys continually work to expand or renovate this place.

Despite its outward appearances, the manse's interior is richly appointed in stark contrast to the rest of Shambletown. The Crimson Manse is a roughly T-shaped structure surrounded by an open, grassy lawn. A 12-foot-tall stone wall separates it from the rest of town, while a single gate controls traffic into and out of this place. A squad of alligator warriors prowls the ground at all times, with several squads working on a rotating schedule. The manse's interior is a chaotic jumble of chambers. Bedrooms stand next to large, open-air atriums, while the kitchen is down the hall and across two bedrooms from the dining chamber. Lord Crimson maintains the entire second story as his personal chambers. A gigantic bedroom with a massive four-poster bed occupies a third of the second floor, while a study, lounge, and small art gallery fills the rest.

As one of the few buildings in town constructed to withstand the test of time, the Crimson Manse has a full-sized cellar. Food and drink are stored here, along with prisoners kept in a long row of cells. A secret passage allows access to the ancient sewers that predate Shambletown's genesis. Many artifacts from Castle Hill's era can be found down there, and Lord Crimson regularly dispatches groups of his cronies on covert missions to scour these ancient subterranean tunnels for treasure. Unfortunately, these scouting parties disturbed the ancient burial tombs. Ghouls now prowl the sewer channels, sometimes rising to

Lord Crimson

Lord Crimson is a heron priest who serves as the *de facto* mayor of Shambletown. Unlike the majority of his birdlike kin, his slender figure is adorned with bright red plumage. He maintains a large mansion in the center of Shambletown, a sprawling building that appears to incorporate several different architectural styles in a chaotic hodgepodge. Vain to his core, Lord Crimson travels about town accompanied by a small army of attendants adorned in bright red robes. Each of these servants is trained in the basics of magic, allowing them to use spells such as *unseen servant* and *prestidigitation* to keep their master's robes free of mud and dirt. His servants range frantically ahead of him, unrolling a long, red carpet to ensure that his feet never touch Shambletown's muddy ground. Once Lord Crimson passes, his servants roll up a section of carpet, use their magic to clean it, then rush ahead to cover the path before him. He is always surrounded by a throng of adoring worshipers who seek to impress him with their groveling. While life as one of Crimson's servants may seem difficult, it is luxurious compared to the difficulties that otherwise face anyone trying to survive in Shambletown.

Lord Crimson fancies himself an epicure and a gentleman of the first order. He speaks in a deep, careful voice tinged with a note of arrogance, and tends to view adventurers as an amusing diversion from the squalor and disease that surrounds him. He dispatches spies, usually several of the shadowjesters who serve him, to spy on visitors who are better armed, equipped, and armored than the dregs who typically arrive in Shambletown. Mayor by direct edict of the Jack of Tears, Crimson rules the place with an iron but largely invisible fist. At the first hint of potential troublemakers, he seeks to unmask and destroy them. Yet Lord Crimson is by no means a bully or brute. He prefers to place himself as close as possible to his victims, inviting them to his mansion for dinner and endlessly inflicting himself and his servants on them. He may ask a band of adventurers to take on a task for him, such as uncovering an item rumored to be lost in some caves or catacombs near town. By making it clear (subtly, however) that he may become suspicious of the PCs if they do not aid him, he gains the services of competent adventurers. He enjoys watching his quarry slowly crumble under

the pressure, finally calling in support to eradicate the threat once their value as either entertainment or servants has been exhausted.

Lord Crimson is deeply involved in the trade of lost artifacts and ancient treasures, affording him the income and access to foreign markets necessary to keep him in the latest fashions and designs. However, this trade is strictly opposed by the Laughing Man. Should the Jack of Tears learn of Lord Crimson's clandestine bargaining, he could have him replaced and reassigned to some distant, miserable land. The Jack of Tears prefers that all objects uncovered in the swamps by his followers be inspected first for magical properties. Afterwards, they are sold to foreign merchants, with the profit split between the krewes' leaders and the one responsible for discovering the object. As Lord Crimson subverts this process, he risks angering the Jack and losing his position.

Lord Crimson, male heron priest (advanced HD): CR 8; SZ Medium-size monstrous humanoid (6 ft., 3 in. tall); HD 8d8+8; hp 44; Init +2 (Dex); Spd 30 ft.; AC 16 [flat-footed 14, touch 12] (+2 Dex, +4 natural); Atk +10 melee (1d6+2, *staff of subterfuge*); SA spell-like abilities, spells; AL NE; SV Fort +3, Ref +8, Will +8; Str 10, Dex 14, Con 12, Int 12, Wis 15, Cha 18.

Skills: Appraise +6, Bluff +9, Concentration +9, Diplomacy +10, Disguise +5, Knowledge (arcana) +5, Knowledge (local: Blood Bayou) +8, Spellcraft +7.

Feats: Combat Casting, Spell Focus (Enchantment), Spell Penetration.

Spell-like abilities: 3/day — *charm person*, *rend the sovereign soul**, *suggestion*. These abilities are treated as spells cast by an 8th-level sorcerer (save DC 14 + spell level).

Sorcerer spells known (6/7/7/6/4) [save DC 14 (or DC 16 Ench) + spell level]: 0 — *arcane mark*, *clean**, *daze*, *detect magic*, *disrupt undead*, *flare*, *mage hand*, *prestidigitation*; 1st — *comprehend languages*, *mage armor*, *magic missile*, *protection from good*, *sleep*; 2nd — *alibi**, *blindness/deafness*, *invisibility*; 3rd — *cadaver dance†*, *lightning bolt*; 4th — *charm monster*.

Possessions: Amulet of natural armor +4, staff of subterfuge**.

* From **Relics & Rituals**.

** From **Relics & Rituals 2: Lost Lore**.

† From **Hollowfaust: City of Necromancers**.

find fresh victims amongst the people of Shambletown. Several passages into wells and ruins within town allow the ghouls easy access to all points, causing complications for Lord Crimson's tomb raiders and generating even more unease and despair throughout Shambletown.

Ogar's Smithy

Ogar (male dwarf, Ftr8, LN) has a smithy that is the closest thing to an established business in the alleys. When Ogar first set up shop in the alleys, several gangs of ruffians attempted to rob him. Each time, he easily slaughtered the thieves. Since then,

no one has troubled him. Ogar accepts work from the residents of Castle Hill and, as the best smith in town, faces little competition for his work. Even the people of Castle Hill are willing to venture down into the alleys for his work (though not without an armed and armored escort).

Ogar's work is excellent, even by civilized standards. Amid the ruins of Shambletown, his merest product is a priceless treasure. Yet, Ogar's seldom has the opportunity to craft anything beyond simple tools and weapons.

According to rumor, Ogar was part of a band of treasure-seekers who sought to uncover some of the ruins hidden beneath the muck and mud of Blood Bayou. Only Ogar survived this expedition, but what he discovered no one can say. He stumbled into Shambletown one morning carrying his hammer, wearing his leather apron, and dragging his anvil. He set up shop at the sight of a ruined smithy, toiling night and day to bring it back to a functioning state. Days and nights passed with a light shining from his workshop. Soon, it became clear that Ogar never slept. Instead, he kept at his forge. By day, his shop is bare and desolate. He requires his customers to bring wood and coal for the forge and supply their own raw materials. Yet, at night he bars his door shut and sets to work on some unknown project. The light and heat beaming from his shack spill into the surrounding area, and the sound of metal clanging on metal indicates that he is hard at work. Yet, come morning no sign of his epic project persists. Perhaps he hopes to create a weapon that can slay the Jack of Tears, or perhaps he is fashioning metal bodies in which to place the hearts of his fallen comrades. Just what Ogar is forging is entirely up to the GM.

Ogar is a middle-aged dwarf, but his hair has already gone white. He wears a patch over his left eye and walks with a noticeable limp. He wears a stained leather apron and carries a +2 *warhammer*, *dwarven thrower* at his belt. The dwarf rarely speaks, instead communicating with hand gestures, grunts, and facial expressions.

The Pits

As the people of Shambletown wait for the Carnival's next appearance, there are long stretches of time marked with boredom, desperation and violence. Momus found that if left to their own devices, the people of Shambletown rioted, fought among themselves, and otherwise made this place too unstable even for the his jaded tastes. After all, a settlement given over to madmen, dreamers, and desperate souls is liable to be chaotic to the extreme. To solve this problem, the Jack of Tears created the pits through an effect similar to a powerful, contingent *mass suggestion*, triggered whenever the people of Shambletown's alleys grow too bored and desperate to wait for the Carnival to appear again.

Rather than turn on each other, groups of three or four head for an open space in the alleys. After a hundred or more of these drudges have gathered, they use crude tools and even their bare hands to dig a shallow, wide pit. Then, the most desperate and vicious from the crowd pair up, enter the pit, and fight to the death. The combatants wear cast-off armor, scraps of leather and metal, and bear crude shields and simple weapons. The action within the pit distracts the crowds and leaves them satisfied for a few days more. Still, not every resident comes forth, and the crowd is seldom the same from one time to the next.

A sense of expectation builds among Shambeltown's residents in the day leading up to the next pit match. The people of the alleys seem distant and distracted as they go about their affairs. Most are vaguely excited by the prospect of the pits, but none of them can describe exactly why they want to build them and watch others fight to the death — or to attempt it themselves. If pressed, a resident of Shambletown might explain that the pits are traditional, a way for townsfolk to achieve a level of fame or notoriety. In truth, most people in town can only barely remember the last fights' victors. A champion slinks away to the anonymity of the alleys.

Visitors do not feel the pull of the pits unless they've been in town for at least a month. Still, those who go with the flow will fast find themselves amidst an excited and bloodthirsty mob. Interfering with the bout is a sure way to incite the hundreds of spectators into a murderous rage.

Lord Cackle

Lord Cackle is a fixture throughout Shambletown's alleys. An enigmatic figure, he is thought by most to be an emissary of the Laughing Man. A short, stout, yet surprisingly nimble human with fiery red hair, freckles, and bulging eyes that betray his mania, he capers about town in a blood-and-mud-spattered jester's outfit, complete with hat and bells. Lord Cackle juggles, sings nonsensical lyrics, and makes incomprehensible jokes that none save himself seem to understand. His loud, wheezing cough sets all who hear it on edge, yet none dare arouse his anger for fear of drawing the Jack's unwanted attention. Lord Cackle cuts a mirthful figure, but his cruel temper is legendary. The simplest, most innocent matter or inoffensive statement can trigger a violent outburst in him, and the victims of his violent anger number in the dozens. When Cackle is about, the people of Shambletown grow quiet and laugh at his jests — when that seems appropriate. After all, three times now he has slit the throat of a person who laughed at the wrong comment or mistook a slip in the mud for a pratfall.

Cackle has a tendency to latch on to newcomers to the city, following them about town and pelting them with refuse, rotten vegetables and other gar-

bage while babbling incoherently. The people of Shambletown are quick to warn newcomers to avoid Lord Cackle or at least to let him have his fun, for fear of calling on powers best left alone.

In truth, Lord Cackle is merely a violent psychopath. Yet even his diseased mind understands and appreciates the misunderstood favor that he enjoys. He uses the aura of mystery and fear to his advantage, delivering nonsensical prophecies and warnings to the people of Shambletown and acting as a sort of grim jester to the cycle of life, death, and misery that marks the town's existence. There is perhaps some truth to the notion that the Laughing Man is connected to him—even though Cackle has never met the Jack of Tears—for sometimes the madman's divinations prove uncannily true. The Jack, amused that his name could be so readily attached to such a violent figure, occasionally gifts the man with a cosmic insight. Momus heartily approves of Cackle's actions to instill fear and chaos in Shambletown, but he does not care one whit whether the man lives or dies.

In battle, Cackle uses his *boots of striding and springing* to leap near a lone and poorly armed or otherwise defenseless victim. Normally, he prefers to attack from ambush by using his *cloak of elvenkind* and his stealth to lurk in hiding. When a promising mark draws near, he leaps out and slashes with his daggers.

Lord Cackle, male human Ftr3/Rog4: CR 7; SZ Medium-size humanoid (5 ft., 6 in. tall); HD 3d10+3 (Ftr) plus 4d6+4 (Rog); hp 48; Init +8 (+4 Dex, +4 Improved Initiative); Spd 60 ft. [boots]; AC 17 [flat-footed 17, touch 15] (+4 Dex, +2 armor, +1 deflection); Atk +12/+7 melee (1d4+1, crit 19–20/x2, masterwork dagger), or +10/+5 melee (1d4+1, crit 19–20/x2, masterwork dagger) and +10 melee (1d4, crit 19–20/x2, masterwork dagger), or +10/+5 ranged (1d4+1, 50 ft., sling); SA sneak attack +2d6; SQ evasion, uncanny dodge (Dex bonus to AC); AL CE; SV Fort +5, Ref +9, Will +2; Str 12, Dex 18, Con 13, Int 10, Wis 11, Cha 14.

Skills: Climb +5, Escape Artist +11, Hide +21 [cloak], Intimidate +7, Jump +14 [boots], Listen +7, Move Silently +11, Perform (doggerel, jibes, pratfall, singsong) +6, Pick Pocket +8, Swim +5, Tumble +12.

Feats: Ambidexterity, Dodge, Improved Initiative, Two-Weapon Fighting, Weapon Finesse (dagger), Weapon Focus (dagger).

Possessions: Leather armor, 2 masterwork daggers, sling, *boots of striding and springing*, *cloak of elvenkind*, *ring of protection* +1, various fingers and ears collected from his previous victims, bright red, white, and yellow jester's outfit spattered with blood stains and mud.

The Court of Chaos

Hidden within the warren of the alleys is a teetering, decayed old shack. Anyone entering this place is transported instantly to the Court of Chaos (see Chapter 4), a magical castle nestled in the strange regions between the Dreamlands and the material realm of the Scarred Lands. Within the court, the Jack of Tears and his lieutenants plot and scheme against the outside

The Bone Keeper

This strange figure appears as an old man who, if the stories are to be believed, has lived in Shambletown since it was first founded many years ago. His form is that of an aged, bald man clad in simple boots, black leggings, and a filthy white shirt. His skin is wrinkled and tanned from many days spent walking the alleys with his wooden trundlecart. The Bone Keeper collects the dead of the town, dragging unattended corpses to his cart or accepting departed loved ones from grieving families. This being is in fact a product of the strange, shifting energies that give Blood Bayou its unique nature. He embodies the hopes, madness, and sorrows of all who have ventured into Shambletown. In many ways, the Bone Keeper offers a final comfort to the most pathetic and miserable people in the alleys. The Keeper is the Jack's eyes and ears in town. He lives in a small shack near the docks where he writes the name and a one-sentence description of each person who dies in Shambletown. Each night, the funeral pyre of that day's dead casts a bright light over the Blood Sea's waters.

The Bone Keeper has little need for game statistics; for all intents and purposes he is a normal, frail human (AC 10, 1 hp). If attacked and killed, however, he merely reforms the next day at dawn and continues with his work. As a creature tied to the Blood Bayou's magic, only a world-altering event could possibly destroy him. When the Laughing Man wishes to meet with a person in Shambletown, the Bone Keeper brings word to the Jack's chosen target. Usually, such meetings take place on a black, wooden barge that slides into Shambletown's harbor in absolute silence at midnight. Otherwise, the Jack holds his audience the next time the Carnival of Shadows comes to town.

world and each other. Portals allow them to travel easily to anywhere in Blood Bayou and to many regions across the continents.

Momus takes an active interest in Shambletown. He bids his spies to move through the people in secret, seeking out those who would make worthy recruits to the krewes while tormenting or luring the rest into the sadistic contracts for which he is known.

This shack is the Jack's greatest secret—even his most trusted minions know nothing of it. Both Lord Scarlet (Momus' appointed mayor of Shambletown) and Queen Ran assume that the Jack of Tears keeps his lair in Laughter Castle, a grim, haunted fortress that sits near the middle of Blood Bayou (see below). That place is nothing more than a deathtrap designed to lure treasure hunters, assass-

sins, and others to their doom. The Jack of Tears keeps close eye on it nonetheless, as he finds those who would come to call upon him endlessly amusing.

Shambletown Gangs

Over time, those who are strong and tough enough to survive the alleys of Shambletown often join one of the local gangs. While the gangs lack the resources — weapons, armor, training, magic — to challenge the residents of Castle Hill, they comprise a force to be reckoned with on their home turf. When faced with a powerful threat, the gangs rely on their numbers and their grim desperation. Even an experienced swordsman would do best to avoid drawing their wrath.

The gangs usually adopt colorful names designed to intimidate their foes. Most of these titles are inspired in part by the Jack of Tears, as most of the gang members hope to one day join a krew. The Flaming Skulls, the Grinning Killers, and other such groups prowl the alleys, staking out their turf and defending it violently against all comers. Gang wars are common, and it is a rare day indeed that passes in Shambletown without a brawl or knife fight.

Typical gang member, human Exp1: CR 1/2; SZ Medium-size humanoid; HD 1d6; hp 6; Init +0; Spd 30 ft.; AC 11 [flat-footed 11, touch 10] (+1 armor); Atk +1 melee (1d3+1 subdual, unarmed), or +1 melee (1d6+1, club), or +0 ranged (1d4+1, 10 ft., dagger); AL any neutral; SV Fort +0, Ref +0, Will +1; Str 12, Dex 11, Con 11, Int 10, Wis 9, Cha 10.

Skills: Climb +5, Escape Artist +4, Hide +4, Intimidate +4, Jump +5, Listen +1, Move Silently +4, Spot +1.

Feats: Improved Unarmed Strike, Toughness.

Possessions: Padded armor, club, dagger.

Typical gang leader, human Exp2/War2: CR 3; SZ Medium-size humanoid; HD 2d6+2 (Exp) plus 2d8+2 (War); hp 23; Init +1 (Dex); Spd 30 ft.; AC 16 [flat-footed 13, touch 11] (+1 Dex, +3 armor, +1 shield); Atk +5 melee (1d3+2 subdual, unarmed), or +7 melee (1d6+2, masterwork club), or +4 ranged (1d4+2, 10 ft., dagger); AL NE; SV Fort +4, Ref +1, Will +2; Str 14, Dex 13, Con 12, Int 10, Wis 9, Cha 12.

Skills: Climb +7, Escape Artist +5, Hide +6, Intimidate +8, Jump +7, Listen +4, Move Silently +6, Spot +4.

Feats: Improved Unarmed Strike, Toughness, Weapon Focus (club).

Possessions: Studded leather armor, small wooden shield, masterwork club, 2 daggers.

The Blood Jesters

This gang is typical of those that infest the alleys, although it is led by Brelliden, a youth of 18 years. Brelliden's parents were poets who spent a night at the Carnival of Shadows and decided to move to Blood Bayou. Brelliden's parents were shocked that it wasn't the artists' commune they had expected, a place free from the pressures of earning an income or courting a noble sponsor. Lacking the finances to leave, his

parents tried to scrape together a living. Within a few weeks, Brelliden's mother had disappeared and his father quickly descended into madness.

Always a pragmatic young man, Brelliden ingratiated himself as a servant and errand boy for a local gang lord. Within a few months, the boy had learned enough of his vicious master's operation and followers to topple him. Rallying other youths preyed upon by the gangs, Brelliden executed the "disappearances" of the gang's hierarchy and several of its rivals. Brelliden solidified his hold on power in the chaos that resulted. Since then, the Blood Jesters have become one of the most powerful gangs in town. Brelliden has even caught the Jack of Tears' eye. Many wonder why he has not yet disappeared to join the krewes. In truth, Brelliden hates the city and the Jack. He craves vengeance but knows that such dreams are wholly impossible. Thus, he is torn. Part of him wants to wait for the perfect moment to avenge his family. The other part thinks he should simply escape and find normal a life somewhere in the outside world.

Brelliden is tall, lanky, and handsome, with a shock of unkempt, tangled blonde hair. He wears a suit of battered leather armor scavenged from a fallen opponent. He keeps his weapons in good repair and has managed to accumulate a small treasure of 50 gp. He has reached the point where he is looking for adventurers with whom he might form an alliance in hopes of avenging himself against the Jack of Tears or simply earning passage from the city to a place not beset by constant strife and treachery.

Brelliden, male human Rog2: CR 2; SZ Medium-size humanoid (6 ft., 1 in. tall); HD 2d6+2; hp 12; Init +7 (+3 Dex, +4 Improved Initiative); Spd 30 ft.; AC 15 [flat-footed 12, touch 13] (+3 Dex, +2 armor); Atk +3 melee (1d6+2, crit 19–20/x2, short sword) or +4 ranged (1d4+2, 10 ft., dagger); SA sneak attack +1d6; SQ evasion; AL N; SV Fort +1, Ref +6, Will +0; Str 14, Dex 17, Con 12, Int 15, Wis 11, Cha 14.

Skills: Balance +8, Climb +6, Diplomacy +7, Disguise +7, Escape Artist +8, Gather Information +7, Hide +8, Jump +32 [ring], Listen +1, Move Silently +8, Search +5, Sense Motive +2, Spot +5, Tumble +8.

Feats: Dodge, Improved Initiative.

Possessions: Leather armor, short sword, 2 daggers, ring of jumping.

Laughter Castle

Standing in the very midst of Blood Bayou, this great stone structure is said to hold the treasures of lost ages. Momus often makes his home here and receives visitors, ambassadors, and others within its halls. A small town surrounds the castle. Alligator warriors, plague wretches, and others live there in huts, lean-tos, and other simple structures clustered around the castle. Momus' most important lieutenants, Baron Mirth, Demoiselle Antunes, and Lord Quick, each maintain a set of apartments within the castle.

Or, at least, that's what the Jack of Tears wants the outside world to think.

In truth, Laughter Castle is a ruse designed to confuse and destroy his enemies. The legion of guards who keep watch over the castle are real enough, as are the guest chambers, council rooms, throne room, and other public areas within. But Laughter Castle's galleries and passages are sown with traps, monsters, and other obstacles. Thieves, spies and others who seek to uncover the truth behind the Laughing Man often meet their ends at the hands of these beasts and snares. The few who survive return to civilization without any useful information regarding the Laughing Man. In this manner, the Jack of Tears helps keep his true nature and his plans closely guarded secrets.

Few of the followers beyond the Jack's inner circle know of the castle's true function. The guards and revelers that patrol its grounds assume that the Jack and his entourage dwell within, as they have never seen anything to contradict that belief. In fact, the Jack of Tears uses magic to transport himself here from his true home, the Court of Chaos (detailed in Chapter 4).

The grounds around Laughter Castle are occupied by the huge, never ending Carnival of Darkness—the far more sinister counterpart to the Carnival of Shadows. While the latter Carnival may put a somewhat acceptable face on the Laughing Man and the denizens of Blood Bayou for the world at large, here at the Carnival of Darkness the krewes can exult in the full depths of their depravity and madness. Diseased members of the Krewe of Plagues dance and caper throughout the night, building great bonfires on to which they throw the bloated corpses of animals ravaged by disease. The fires carry cinders and smoke saturated with contagion high the sky and along the wind, allowing them to spread far across Termana. The plague wretches celebrate as if each night could be their last, for while they feel none of the pain or misery of the many diseases they carry, their sicknesses always continue to eat away at their bodies. While they dance, drink, and cavort, some amongst them fall dead to the ground. Those who fall are quickly gathered up and tossed into the fire, allowing the legacy of their ills to survive forever across the world.

Rickety shacks ring Laughter Castle. These pathetic hovels serve as quarters for the plague wretches during the day, while Lord Quick's followers give way to the Krewe of Bones. During the daytime, oddly enough, skeletons, zombies, and ghouls hold grim parodies of celebrations. In the feasting tents, skeletons gnaw on ancient bones while zombies shuffle almost rhythmically around the embers of last night's fires. Ghouls lope through the throngs of undead, beating slow, steady rhythms on drums and piping madly on flutes and whistles.

Laughter Castle is an ideal red herring for adventurers who seek to find and confront Momus. Its interior shifts and changes over time in a manner similar to the rest of the bayou. Momus created this place from the swamp's terrain and can now manipulate its interior to whatever form he wishes. Thus, mapping the interior of Laughter Castle is an exercise in futility. The Laughing Man regularly alters its interior to keep both his followers and his enemies off guard. He delights in creating traps, herding monsters into the place to serve as guards, and watching adventurers fumble through the castle's passages. He bids his servants who travel abroad to spread rumors of the castle's treasure, hoping to lure visitors to this place. If the Jack is particularly amused or impressed by a group of treasure seekers, though, he may actually allow them free passage from the castle and arrange its interior so that they can in fact uncover a chest full of gold and perhaps even magic items as a reward for their entertaining efforts.

Castle Grounds

If the PCs track down this place, the GM can use a random system to determine its layout. The exterior consists of a log palisade manned by the guards. Each patrol usually consists of 8 guards (either alligator warriors or plague wretches) who sweep through the swamp and along the walls at regular intervals. A ring of tents, huts, and storage areas surround the castle's outer wall. There, the guards rest, eat, sleep, and pass the time while they are off duty. Several necromantic golems and at least 16 dark harlequins guard the castle's inner courtyard. The golems remain on patrol at all hours, while the harlequins are active only at night. Otherwise, they sleep, drink, and feast within a stone bunkhouse that stands within the castle's courtyard.

Aside from getting through the Dark Carnival, penetrating the castle's outer defenses is rather easy. The locks are all simply built (Open Lock DC 10) while the walls are quite rough and easily scaled (Climb DC 10). Windows and doors dot the castle's structure at irregular intervals. (Momus' control of the castle's structure allows him to alter its outer appearance, as well, however.)

Castle Interior

The only constant portions of Laughter Castle are the main entrance and the inner throne room. A pair of 10-foot-tall black wooden doors carved with leering, grinning faces constitute the main entrance to the castle. Wide, low steps sweep up to the main entrance. To the sides of the stairs are two statues, one of a capering jester and the other of a plain, featureless figure wearing a mask twisted with a wide, leering smile.

The main doors open to a wide, dimly lit corridor crafted from dark green stone. Torches set along the walls flicker with a muted light, while shadowy creatures seem to dance and caper just beyond the torches'

glow. Black curtains hung at regular intervals cover the passages and doors that lead off this main corridor. The corridor ends in two massive bronze doors carved with the image of a large, grinning mask.

The "throne room" is 40 feet wide and 60 feet long, built from the same dark green stone as the outer corridor. His throne stands atop a stone platform flanked by tall iron torch holders. The throne itself is crafted from black stone and lacks any special adornment. One could easily mistake it for an overly large, ostentatious bit of furnishing. When the Jack of Tears must use it, he casually tosses a plush, red velvet pillow onto it before taking a seat. At times, he has been known to offer his chair to guests, allowing them to sit while he paces about the chamber and bargains with them. Momus delights in throwing guests into confusion to help rattle them. He walks behind the throne while speaking, perhaps insisting that two or more characters sit in the throne at the same time (he cannot let his guests stand in discomfort, after all), or casually hands his crown to a character and proclaims him king of Blood Bayou for the day.

The walls of the throne room are covered with thick, velvet curtains that conceal doors and passages to the rest of the castle. These curtains rustle and shift during an audience, and the Laughing Man pays no mind to them even when muffled screams, thuds, and half-formed curses come from behind them.

Traps and Monsters

The rest of the castle is a jumble of rooms and passages. Use the following tables to determine what the characters encounter as they move through them, either creating a map as they go or generating one ahead of time. Alternatively, you can simply create a floor plan that fills the needs of your campaign or a specific scenario.

The sample traps and monsters below can be used to populate the castle or simply to serve as inspiration for a GM's own encounters. Either sketch out a diagram of the castle's exterior walls, doors, and windows, or simply decide that the magic used to create it allows passages and rooms to seemingly stretch beyond its outer limits. The castle's main building measures roughly 200 feet wide and 100 feet long. The main passage opens in the center of the north wall and proceeds directly south to the Jack's throne room. A tower is usually set at each of the building's corners, and a second floor and a dungeon level exist beneath the whole. The tower rooms are all (again, usually) roughly 20 feet square and hold a single trap or monster encounter from the tables below or of the GM's own design.

There is a 5% chance every hour that the characters encounter one of the groups from the castle encounter table. Randomly select an encounter, pick one that fits the adventure, or create one of your own.

Generally, such random encounters involve the monsters' caretakers and other agents of the Laughing Man who maintain this place.

In addition to stocking the castle with monsters and traps, you should also give each encounter a treasure appropriate to its CR. While evil, the Jack always keeps his end of a bargain. Thus, he leaves treasures behind for adventurers to recover. He feels

Passage Table

D% Roll	Result
1-10	The passage continues straight ahead for 30 feet.
11-20	The passage extends 10 feet and comes to an intersection with each corridor heading 20 feet straight ahead.
21-30	The passage comes to a T-intersection that extends 20 feet in each direction.
31-40	The passage heads 20 feet before another 5-foot-wide passage branches off from it to the right or left (equal chance of either direction). The passage continues 10 feet beyond the side passage.
41-50	The passage ends in a stairway heading up or down (equal chance of each).
51-60	The passage stretches 20 feet before ending in a door with a chamber beyond it. Use the chamber table below.
61-70	The passage extends 30 feet ahead. A total of 1d3 doors are placed along this stretch of passage. There is either a chamber or passage (equal chance) behind each door.
71-80	The passage runs 10 feet straight ahead and then has an equal chance of turning to the right or left.
81-90	The passage runs 20 feet ahead and slopes either up or down to the next floor, with an equal chance for either option.
91-100	The passage comes to a dead end after 20 feet.

Chamber Table

d% Roll	Room Shape	Room Size	Encounter Chance
1-10	Circle	10 ft.	20%
11-20	Circle	20 ft.	30%
21-30	Square	10 ft.	10%
31-40	Square	20 ft.	20%
41-50	Square	30 ft.	40%
51-60	Square	40 ft.	60%
61-70	Rectangle	10 ft. by 20 ft.	15%
71-80	Rectangle	20 ft. by 30 ft.	25%
81-90	Rectangle	30 ft. by 40 ft.	50%
91-100	Rectangle	40 ft. by 50 ft.	75%

this is a fair trade for the deadly traps and monsters they must overcome to survive his little "jest." Furthermore, he knows enough about greed to realize that without treasure or some other lure, treasure-seekers would flee the castle after only a cursory attempt at exploration.

Room Shape: The chamber's shape, either a circle, square, or rectangle. There is a 25% chance for each cardinal direction that the chamber has an additional door besides that through which the PC(s) entered.

Chamber Encounter Table

d% Roll	EL/CR	Type
1–10	CR 1–2	Trap
11–20	CR 3–4	Trap
21–30	CR 5–6	Trap
31–40	CR 6+	Trap
41–50	Party level – 3	Monster
51–60	Party level – 2	Monster
61–70	Party level – 1	Monster
71–80	Party level	Monster
81–90	Party level + 1	Monster
91–100	Party level + 2	Monster

Room Size: The chamber's dimensions, either width by height or radius. For square rooms, only one dimension is listed.

Encounter Chance: The percentage chance that a monster or trap from the chamber encounter chart (or one of the GM's own design) occupies the room.

Traps and monsters generated through this system should always have the advantage of terrain. Since the Laughing Man can alter the castle's interior as he wishes, he crafts chambers that best serve his guardians' abilities.

Traps can be taken from the DMG or from other sources. Included below are a few sample traps, arranged from lowest to highest CR. A GM can use these traps as a basis for her own versions. In general, increase either a trap's damage by 2d6 or its save DC by 2 to increase its CR by 1. Alternatively, increase the associated Search or Disable Device DC by 5 to increase its CR by 1. You can apply these modifies multiple times to increase a trap's CR by more than 1.

Arrow Trap: CR 1; +10 ranged (1d6/x3 crit); Search (DC 20); Disable Device (DC 20). Note: 200-ft. max range, target determined randomly from those in its path.

Hail of Needles: CR 1; +20 ranged (2d4); Search (DC 22); Disable Device (DC 22).

Pit Trap (40 ft. deep): CR 2; no attack roll necessary (4d6); Reflex save (DC 20) avoids; Search (DC 20); Disable Device (DC 20).

Spear Trap: CR 2; +12 ranged (1d8/x3 crit); Search (DC 20); Disable Device (DC 20). Note: 200-ft. max range, target determined randomly from those in its path.

Illusion over Spiked Pit (20 ft. deep): CR 3; no attack roll required (2d6), +10 melee (1d4 spike attacks for 1d4+2 points of damage per successful hit);

Reflex save (DC 15) negates; Search (DC 20); Disable Device (DC 20).

Spiked Pit Trap (40 ft. deep): CR 3; no attack roll necessary (4d6), +10 melee (1d4 spikes for 1d4+4 points of damage per successful hit); Reflex save (DC 20) avoids; Search (DC 20); Disable Device (DC 20).

Pit Trap (60 ft. deep): CR 3; no attack roll necessary (6d6); Reflex save (DC 20) avoids; Search (DC 20); Disable Device (DC 20).

Spiked Pit Trap (60 ft. deep): CR 4; no attack roll necessary (6d6), +10 melee (1d4 spikes for 1d4+5 points of damage per successful hit); Reflex save (DC 20) avoids; Search (DC 20); Disable Device (DC 20).

Pit Trap (80 ft. deep): CR 4; no attack roll necessary (8d6); Reflex save (DC 20) avoids; Search (DC 20); Disable Device (DC 20).

Spiked Pit Trap (80 ft. deep): CR 5; no attack roll necessary (8d6), +10 melee (1d4 spikes for 1d4+5 points of damage per successful hit); Reflex save (DC 20) avoids; Search (DC 20); Disable Device (DC 20).

Falling Block Trap: CR 5; +15 melee (6d6); Search (DC 20); Disable Device (DC 25). Note: Can strike all characters in two adjacent specified squares.

Flooding Room Trap: CR 5; no attack roll necessary; Search (DC 20); Disable Device (DC 25). Note: Room floods in 4 rounds.

Spiked Pit Trap (100 ft. deep): CR 6; no attack roll necessary (10d6), +10 melee (1d4 spikes for 1d4+5 points of damage per successful hit); Reflex save (DC 20) avoids; Search (DC 20); Disable Device (DC 20).

Flame Blast Trap: CR 7; no attack roll necessary (12d6); Reflex save (DC 20) half damage; Search (DC 20); Disable Device (DC 20). Note: Attacks as a 30 ft. cone.

Crushing Hammer: CR 7; +20 melee (10d6); Search (DC 20); Disable Device (DC 20).

Pit Trap (100 ft. deep): CR 7; no attack roll necessary (10d6); Reflex save (DC 20) avoids; Search (DC 25); Disable Device (DC 25).

Pit Trap (80 ft. deep): CR 8; no attack roll necessary (8d6); Reflex save (DC 30) avoids; Search (DC 25); Disable Device (DC 25).

Whirling Sawblade: CR 8; +20 melee (12d6); Search (DC 20); Disable Device (DC 20).

Snap-Fired Spike: CR 9; +20 melee (10d6/x3); Search (DC 25); Disable Device (DC 25).

Crushing Wall Trap: CR 10; no attack roll required (20d6); Search (DC 20); Disable Device (DC 25).

Poison Gas Trap: CR 10; no attack roll necessary (see note below); Search (DC 21); Disable Device (DC 25). Note: Trap releases burnt other fumes (see DMG, Table 3–16: Poisons).

Monsters can be drawn from almost any source. Momus enjoys capturing the strange monsters spawned in Blood Bayou and testing their worthiness as servants within his castle. Below are sample encounters for ELs 5 to 15. You can add or subtract monsters from each encounter to tailor its EL to your needs. Each monster's source is noted in its encounter description; where these creatures are taken from either **Creature Collection** or **Creature Collection 2: Dark Menagerie**, they are listed along with a possible alternative drawn from the MM.

EL 5: The room is arranged with a variety of wooden statues, each carved to represent a different figure. Some depict men and dwarves in fine detail, while others are crude, simpler depictions of humanoid figures. One of the statues is actually a wood golem (**Creature Collection**); a Search check (DC 20) reveals the golem's presence, as does *detect magic* and similar spells. Otherwise, the golem attacks the first character to move to within range of a charge. PCs unaware of its presence must make a Listen or Spot check (DC 25) or be surprised by its attack.

Alternatively, the statues are formed of dirt and rock with one actually a Large earth elemental (MM) that waits for an opportune moment to strike as described above.

EL 6: A six-headed pyrohydra (MM) lurks here, protected from intruders by a wooden wall with multiple 2-foot-diameter holes punched into it at varying heights. A locked wooden door (hardness 5, hp 15, Break DC 23; Open Lock DC 25) is set into this wall. The hydra lurks on the far side of the wall, snaking its heads through the holes to attack. The hydra uses its reach to attack, standing on one side of the wall while reaching through it to fight. It effectively gains three-quarters cover while its heads are extended through the holes (+7 AC, +3 Reflex bonus), and may elect to pull its heads back through the wall to gain total cover from anyone more than 10 feet from the wall. However, once it withdraws its heads, the PCs may use the holes to make ranged attacks against the retreating hydra while gaining up to three-quarters cover.

EL 7: This room contains a murky pool of water in a basin that rises 5 feet above the floor. Several small stairs allow characters to walk up to the pool's lip; the floor there is slimy and slippery. Any character walking up to the pool must make a Balance check (DC 15) or tumble into the water. The pool is a total of 10 feet deep, extending 5 feet below the floor's surface. Within it lurks a swamp tyrant (**Creature Collection 2**), raised by the Laughing Man and his servants since it was a swamp mite. The tyrant attacks anything that approaches the pool, focusing on those who tumble into the water. Note that with the tyrant's facing (20 ft. by 20 ft.) a GM may need to alter the room's size to fit it and the pool it lurks in. The

creature's treasure is in a stone chest at the pool's bottom.

In place of a swamp tyrant, use an aquatic version of the tendriculos (MM) advanced to 12 HD.

EL 8: A lesser gorgon (**Creature Collection**) prowls this chamber, kept here until it can be domesticated and used as a guardian. The creature is kept chained to the far wall, but a 10-foot-wide zone of *deeper darkness* (caster level 20) runs down the middle of the room, preventing the characters from noticing the gorgon until they draw close. The creature has been trained to ignore any creature that remains on the far side of the *deeper darkness*, but as soon as anything moves into its range of sight it attacks and fights to the death. This room's treasure is kept in a hollowed portion of the floor within the chamber's darkness area (Search DC 35, or DC 15 if the *deeper darkness* is dispelled).

EL 9: As the characters open the door to this chamber, they are treated to a strange scene. Kelp and other aquatic vegetation grows upward from the floor and sways in the gentle current here, while the "ground" is covered with small piles of mossy rocks and crustaceans. This chamber is an experiment by the Jack to create and maintain a sort of aquarium. A magical field around this room keeps the water in place. Lurking in the upper portions of the room is a Huge shark (MM) advanced to 17 HD and having the bayou spawn template (thus, it has 21 HD altogether; see the appendix), the first specimen in Momus' aquatic menagerie. This room reaches 20 feet in height. Again, note that with the shark's facing (10 ft. by 20 ft.), a GM may need to alter the room's size to fit it and its habitat. The shark keeps near the upper portions of the room, hoping to swim down and attack with surprise from above. The treasure in this room is kept in sight of the door to lure explorers into this place.

EL 10: Two mohrgs (MM) dwell here, Balek and Regdel, the undead remains of a pair of murderous psychopaths who long ago journeyed to Blood Bayou to seek their fortune amongst the madmen of the krewes. While the Laughing Man found their inspired and chilling combination of death and art breathtaking, the two could not rein in their murderous impulses. They were eventually slain by alligator warriors in revenge for several murders they committed amongst their supposed allies. The two arose as mohrgs and are now kept here as the Jack's chief torturers and performance artists. Intruders are brought to the undead creatures, who perform an intricate vivisection for the Jack of Tears' amusement. This place is arranged like a grim artist's workshop. Jars of blood, organs, and rolls of skin are kept on shelves, while obscene sculptures formed from moldering body parts are set in niches carved into the walls.

The mohrgs wear thick red robes with cowls drawn over their faces. They attempt to conceal their

true nature when the party first enters, hoping to catch them off guard. Both claim to be captives forced into servitude here through a pact with the Laughing Man. As this claim is in essence the truth, they do not need to make Bluff checks to lie successfully.

EL 11: A Colossal monstrous scorpion (MM) lurks in this chamber, kept here to provide amusement for the Jack as adventurers struggle against it. Momus finds the beast's Strength-draining poison a wonderful entertainment, particularly when a powerful warrior is reduced to a pathetic weakling as he struggles in the scorpion's grasp. The monster is kept chained with adamantine links to the far wall to prevent it from wandering out into the corridors. It has been conditioned to expect food whenever the door opens, causing it to immediately rush forward and strike the first person to enter the room. If the characters open the door without making a Listen check first, the scorpion has a good chance to surprise the party. The characters must make Listen checks to avoid being surprised, with the scorpion gaining a +5 circumstance bonus to its Move Silently check.

EL 12: Kertellet the woodrack dragon (**Creature Collection**) dwells within this chamber, captured long ago by Momus' servants and forced to stand guard over a treasure here within Laughter Castle. Momus originally hoped to subvert the dragon and turn him into a faithful pet, but the beast has proven too stubborn in his loyalty to the titans. Thus, for the past few years the dragon has remained in the castle. Powerful magical wards keep him in his chamber, a large area with a tall, vaulted ceiling that allows the wyrm to stretch his wings fully. When the characters enter the room, Kertellet first attempts to bargain with them. He offers them the treasure he guards and an alliance against the Laughing Man if the PCs agree to help him escape. If the characters can somehow open a hole in the room's walls, the magical wards collapse and allow the dragon to smash his way to freedom. Of course, the dragon cares little for the PCs and tells them whatever lies are necessary to win his freedom. He takes no special pains to attack them or to track them down at a later date, but he can become a thorn in their side as he rallies the titanspawn that dwell in Blood Bayou for attacks on Shambletown and the human realms to the south.

If the GM does not have access to **Creature Collection**, she can substitute a young adult red dragon (MM) for the woodrack.

EL 13: This room is choked with a thick layer of dust. The door leading into it is locked (Open Lock DC 25), and it has been many years since anyone has entered this place. Rows of wooden shelves hold moldering supplies, rusted weapons, and crumbling armor. In the far corner stands what appears to be a large suit of platemail armor. If the suit is disturbed, its true nature becomes apparent. The armor is actually an iron golem (MM) long ago stored here for its eventual use as a guard but forgotten when other, more pressing matters arose. The golem fights to the death, pursuing characters out into the hallways in its quest to

destroy all intruders. It never attacks the Jack, but wades into melee against any other being it encounters.

EL 14: A pair of flailing dreadnoughts (**Creature Collection 2**) tracked down and captured on the bayou are now kept here. The Jack of Tears has stored these monsters within the castle until he can decide how best to use them. To prevent their escape, the dreadnoughts are kept in a large, 15-foot-deep pit hollowed out of the center of the room. Since confining them in this way would neutralize them as guardians, the Laughing Man placed a powerful illusion of a stone floor (caster level 20) over the pits. When a character falls through the illusory floor it remains in place, offering total concealment from those above to the dreadnoughts and characters in the pit.

GMs without access to **Creature Collection 2** can replace the flailing dreadnoughts with a 10-headed Lernaean hydra (MM).

EL 15: Two lichs (MM) dwell here, bound to work in the castle as part of an arcane bargain with the Jack of Tears. The two, Yooluk and Retic, maintain a small library containing hundreds of books stacked on shelves that reach up the ceiling. A casual inspection reveals that the books are filled with what looks like nonsensical scribbles. The lichs do not attack. Instead, they ask the characters to leave. If the PCs parley with them, the lichs speak to them in condescending, arrogant tones. The lichs guard the world's greatest treasure, they explain: the books in this room contain all the collected knowledge of the ages, and once they are ready the lichs shall own them. If the characters point out that the books contain only meaningless squiggles, the lichs grow angry and demand that they leave. The tomes' contents are a sore spot with the lichs. Slowly, over the years, the squiggles in the books have indeed grown to resemble writing. In a few thousand years, the ink will finally settle into recognizable words. Until then, as per their agreement with Momus, the lichs must remain here and obey his commands. If the party attempts to take a book, insults the lichs, or otherwise aggravates them, they attack with lethal intent.

Life on the Bayou

Even the shortest trip across the bayou can turn into a deadly, epic task. Time dilates and expands, and the terrain shifts and moves to confuse those who try to map it.

Some explorers end up marching west when they want to go east. Others walk in endless circles, spending days tracking over the same stretch of sodden terrain. A few travelers experience a strange time-warping effect, so that what feels like a few days on the swamp passes in months to the outside world. Rumors persist of strangers emerging from the swamp who speak no known tongue and bear strange weapons. As a place formed and altered by dreams, the bayou can present almost any sort of challenge to those who dare enter its borders.

Following are ways to introduce the bayou's inherently unpredictable nature into the campaign — or to leave it in the background to instead focus on other aspects of the bayou. After all, forcing the players to endlessly wander around a swamp can make for a boring time. Using the bayou's nature properly is a matter of knowing when enough is enough. In the right proportion, the bayou can present a daunting obstacle that experienced characters and players are loath to enter (but which they'll love nonetheless).

This section presents ideas and game rules for modeling Blood Bayou's bizarre terrain in your adventures. The first portion of these rules covers the mundane effects of the bayou's environment. Heat, storms, fleas, quicksand, and other hazards are all described. Simple mechanics determine when and if the party runs afoul of such dangers and how to resolve them. A list of monsters is provided to give a sense of what most commonly lurks on the bayou. Owing to the bayou's malleable nature and the many ruins buried in its muck, the PCs may also come across an ancient ruin, a bizarre site shaped by magic, or some other notable place that bears investigation. Environmental hazards include quicksand, disease, a flood, and any other natural event that could threaten the characters' progress.

The second portion details the sometimes frightening magical effects that shape the bayou. A hill can shift and melt into a muddy pond in a few short moments on the bayou, while strange new

creatures can rise from the muck, terrorize a party, and then return to the shadowy world of dreams. As a realm shaped by the imagination and fear of the whole of Scarn, Blood Bayou is brimming with eerie effects that can really spice up the game.

Travel in the Bayou

While the bayou's magical nature is daunting enough, the muck, mud, and rough going are difficult obstacles in themselves. Table 2-1 summarizes the daily movement rates for characters traveling through the swamp.

Table 2-1: Overland Movement Rates

Base Speed	Distance Traveled/ 8 Hours	Distance Traveled/ Hour
15 ft.	6 miles	0.75 miles
20 ft.	8 miles	1 mile
30 ft.	12 miles	1.25 miles
40 ft.	16 miles	2 miles

As the characters move across Blood Bayou, the terrain shifts and changes around them. The characters may discover an ancient ruin, investigate it, chart its location according to nearby landmarks and the stars, and then never find it again. The place may have been a ruin from the days before "Kadum's Deluge," or it may simply have been an ephemeral construct birthed by the



dreams of Scarn's people. It is never necessary to map out the path the PCs take in Blood Bayou.

This being Blood Bayou, an uneventful day of travel is an event of note. Each hour of travel, there is a 10% chance the characters encounter a creature or monster. Encounters might involve NPCs who wish to attack or parlay with the characters; alternatively, they could be titanspawn, undead, savage beasts or monsters, or even relatively friendly inhabitants of the bayou.

Table 2-2 lists the monsters most commonly encountered in Blood Bayou. As a rule of thumb, it is best where possible to restrict the EL of random encounters to be at or near the party's level. After all,

it might be frustrating for both the GM and the players for the adventure to end in defeat at the hands of a beast(s) that merely happens across their path. On the other hand, Blood Bayou is a dangerous place. The GM should decide whether the tone and goals of the campaign support wholly random encounter generation, or if she would rather pick out appropriate encounters from the list below (or elsewhere).

Food, Water, and Supplies

The bayou is sparsely settled, and those few villages that dot its terrain lack inns, taverns, and shops. As a realm inhabited by madmen, loners, and other outcasts, it features only the barest trappings of civilization. As such, the characters must carry their

Table 2-2: Blood Bayou Encounters

D% Roll	Encounter (# Appearing)	CR	EL*	Source	D% Roll	Encounter (# Appearing)	CR	EL*	Source
01-05	Alligator warrior (1d6)	3	6	CC	47	Nightshade, nightcrawler (1)	18	18	MM
06	Bayou eel (1)	5	5	**	48-49	Plague wretch*** (1d6)	5	8	CCR
07	Behir (1d2)	8	8	MM	50-52	Shadowjester (3d4)	1	6	CC2
08	Bitter tree (1d3)	10	12	CC2	53-54	Silken parasite (1d8)	2	6	^
09-11	Black pudding (1)	7	7	MM	55	Skeleton, Tiny (3d6+12)	1/6	4	MM
12-13	Blood kraken (1)	9	9	CC	56	Skeleton, Small (3d4+10)	1/4	4	MM
14-15	Bone bosun (1d20+20)	1/3	7	CC2	57-60	Skeleton, Medium-size (2d4+6)	1/3	4	MM
16	Brine hag† (1d2)	10	10	CC	61-62	Skeleton, Large (1d4+4)	1	5	MM
17	Bulette (1d2)	7	7	MM	69	Skeleton, Huge (1d3+1)	2	5	MM
18-19	Chaos beast (1)	7	7	MM	70	Skeleton, Gargantuan (1d2)	7	7	MM
20	Chimera (1d6)	7	10	MM	71	Skeleton, Colossal (1)	9	9	MM
21	Chuul (1d6)	7	10	MM	72-73	Slime reaver (3d4+4)	1	10	MM
22	Cloudsting (1)	6	6	CC2	74	Stench toad (1d4+2)	2	6	CC2
23-24	Dark harlequin (1d4+1)	4	7	CC2	75	Swamp gobbler (2d8)	3	9	CC2
25-26	Dinosaur, deinonychus (1d6)	3	6	MM	76-77	Swamp hag‡	10	10	CC
27	Dreamwraith (1d4)	9	11	CC2	78	Swamp tyrant, swampling (2d8)	3	9	CC2
28	Gaurak troll (1d4)	8	10	CC2	79	Swamp tyrant, adult (1)	7	7	CC2
29-30	Ghoul (2d6)	1	5	MM	80	Tar beetle [2 HD] (5d4)	1/2	6	CC2
31-32	Ghast (2d6)	3	8	MM	81-82	Troll/Scrag (1d4)	5	7	MM
33-34	Giant crocodile (1d6+5)	4	10	MM	83-84	Vermin host, leech (2d6)	2	8	CC2
35	Gibbering moulder [8 HD] (1)	7	7	MM	85	Wickerman (1)	10	10	CC2
36	Gorgon (1d4)	8	10	MM	86-89	Will-o'-wisp (1d4)	6	8	MM
37	Gray render (1)	8	8	MM	90-91	Willow tree warrior (1d6)	6	9	CCR
38-39	Heron priest (1d4+1)	2	5	CC2	92	Zombie, Tiny (3d6+12)	1/6	4	MM
40-41	7-headed Lernaean cryo-hydra (1) 10	10	10	MM	93	Zombie, Small (3d4+10)	1/4	4	MM
42	Leeching willow (1)	7	7	CC2	94-96	Zombie, Medium-size (2d4+6)	1/2	5	MM
43	Mill slug (1)	9	9	CCR	97	Zombie, Large (1d4+4)	1	5	MM
44-45	Mirth jack (2d12)	3	10	^	98	Zombie, Huge (1d3+1)	3	6	MM
46	Nightshade, nightwing (1)	14	14	MM	99	Zombie, Gargantuan (1d3)	6	8	MM
					100	Zombie, Colossal (1)	12	12	MM

CC — Creature Collection.

CC2 — Creature Collection 2: Dark Menagerie.

MM — Core Rulebook III.

* Where a dice roll is listed under “# Appearing” (as opposed to a single number), the EL for that entry has been determined using the average result of the applicable roll.

** Use a 6-HD ebon eel (from **Creature Collection**), then add the bayou spawn template (see appendix).

*** Use the sample plague wretch from the **Creature Collection** appendix.

^ See the Appendix herein.

† Use a 6th-level human sorceress with the brine hag template (CC).

‡ Use a 6th-level human druidess with the swamp hag template (CC).

Note: Where CRs listed on this table differ from those given in **Creature Collection 2**, this table takes precedence.

own food and water if they hope to survive for long. Otherwise, they must hunt for game on the bayou, which slows the already tedious travel through the difficult terrain. Note that there is no potable water to be found on the bayou, requiring characters to carry, purify, or create water to drink.

Keeping track of supplies adds some extra bookkeeping to the game, but it can also highlight to the players the risks they must take to enter Blood Bayou. Traveling across this swamp is no walk in a park. Dangerous monsters, predatory beasts, and undead horrors infest this region. Civilization is almost wholly unknown, and the few settlements that survive on the bayou are ruled by the capricious, untrustworthy the Laughing Man and his krewes. Asking the players to create list the supplies they carry adds new dangers to the game: starvation and thirst. Not only must the characters worry about encountering dangerous monsters, but they must also look after their supplies and budget their time accordingly.

For each day of travel through the warm bayou, a Medium-size character must consume at least 1 gallon of ale, water, or wine (weighing roughly 8 lbs.) and a day's worth of trail rations (about 1 lb). A Small character consumes half those amounts. For more information on food and drink requirements, see the DMG, Chapter 3, "Starvation and Thirst Dangers." Note that when the weather is hotter (see "Weather Conditions on the Bayou," below), characters may require more water.

The easiest way to keep track of supplies is to create a master list that catalogs all the food and water the party carries. This list breaks down the supplies by character, noting how much food and water each party member carries. As the days pass, the GM can simply check off or cross out each unit of food and water as the party consumes them. With this method, the players have less paperwork to handle, since the GM is the one marking off their supplies as they are used. Furthermore, this system makes it easier for everyone in the game to keep track of the supply situation. With everything scattered across several character sheets, it is much easier for players to fudge the numbers or overlook an item listed with their mundane equipment.

On the other hand, a GM may decide that keeping track of food and water is too time intensive and detail oriented for her game. After all, the heroes of books and movies never seem to worry about having enough food unless the plot specifically demands it. Before enforcing these rules in your game, GMs should think about the encounters they have planned and the general feel of the campaign. If a GM prefers high adventure and fast-paced action, keeping track of food may add an unnecessary level of detail. Let the players get on to kicking monster butt and hunting down the forces of evil without worrying about it. On the other hand, if the GM wants to

emphasize the horrors and dangers of Blood Bayou, adding food and water to the equation increases the tension and gives the players one more thing to worry about. One can always institute supply tracking on a trial basis and rescind it if it slows down the game or fails to add anything to it.

Weather Conditions on the Bayou

Blood Bayou is a miserable place even when the fearsome monsters who dwell there are not trying to track down and kill the PCs. The weather ranges from steaming hot to clammy and cold. Owing to this place's strange nature, the weather does not follow the same patterns as the regions surrounding the bayou. A cold day in Sunharrow may mean a humid, warm day in the bayou. Weather varies to the extreme. During winter, it is not boiling hot here, nor does it snow in summer. Yet, there is an unmistakable shift in the climate as a traveler journeys into the bayou.

Some say the Laughing Man himself dictates the bayou's weather, sending rain and floods to harry those who displease them, while welcoming his honored guests with clear skies and dry, comfortable weather. While the Jack can exert great influence on the weather, the region's magical connection to the realm of dreams plays a far greater role. During times of trouble in the Scarred Lands, when nightmares are common, the weather on the bayou is harsh and stormy; thunder and lightning, rainstorms, and floods are common. During times of peace, when the people of Scarn sleep undisturbed through the night, the weather here is generally calm and tranquil.

The weather changes quickly on the bayou as befits a place rich in magic. At the beginning of every 6-hour period on the bayou, roll 1d20 for each of Tables 2–3 and 2–4 to determine the weather conditions for that period. Add 5 to the roll if the Laughing Man is aware of the characters' actions and considers them his enemies; subtract 5 if the Jack welcomes the characters and wants them to make their way across Blood Bayou as easily as possible. Even the Jack's honored guests sometimes have to endure a powerful storm.

Table 2–3: Precipitation and Winds

D20 Result	Precipitation	Wind Speed*
8 or lower	None	1d4–1 mph
9–10	Fog	1d8 mph
11–14	Gentle rain	2d12 mph
15–17	Downpour	4d10 mph
18–20	Thunderstorm	6d10 mph
21+	Momus' storm	5d10+50 mph

* See DMG, Table 3–17: Wind Effects.

In the event that weather on the bayou is exceptionally cold (see Table 2–4), snow falls rather than rain (see DMG, Chapter 3, "Weather Hazards"). Snow should be a rare event on the bayou, but it can serve to illustrate to the characters the odd nature of weather in this region.

Note that penalties imposed by weather conditions and wind effects do not stack.

Fog: The bayou is filled with a thick layer of foul-smelling mist. Water condenses on armor and clothes, leaving the characters feeling clammy and uncomfortable. The fog hinders sight, including darkvision, making it impossible to see at all beyond 15 feet. Targets within 15 feet have nine-tenths concealment (40% miss chance); those within 5 feet have only one-quarter concealment (10% miss chance).

Gentle Rain: This light, misty rain hinders sight, making it impossible to see at all beyond 30 feet. Targets within 30 feet have three-quarters concealment (30% miss chance); those within 10 feet have only one-quarter concealment (10% miss chance). Listen checks and ranged attacks suffer a -2 penalty, while open flames have a 25% chance every 10 minutes of being extinguished.

Downpour: This heavy rain reduces visibility ranges by half, resulting in a -4 penalty to Spot and Search checks. Listen checks and ranged attacks also suffer a -4 penalty, while open flames have a 50% chance every minute of being extinguished. Reduce the party's overland movement rate by one quarter while the storm persists.

Thunderstorm: This torrential downpour reduces visibility ranges by half, resulting in a -4 penalty to Spot and Search checks. Listen checks and ranged attacks also suffer a -8 penalty. Open flames are automatically quenched, and protected flames, such as those of lanterns, have a 50% chance per 10 minutes to be extinguished. Further, there is a 1% chance per hour that a lightning bolt strikes near the characters. If this occurs, there is an additional 5% chance that the bolt strikes close enough to the party to injure them: each character must make a Reflex save (DC 10) or take 4d10 points of damage — half of this damage is from electricity and half from the strike's impact. Finally, reduce the party's overland movement rate by half while the storm persists.

Momus' Storm: Those who have aroused the Jack's ire face his wrath in the form of these powerful, near-sentient storms; those who live near or in the bayou know to simply find shelter and wait out the storm. Within such a tempest, all Spot and Search checks suffer a -8 penalty. Listen checks and ranged attacks are impossible, as the howling winds drown out most sounds and knock aside anything short of a siege weapon's projectiles. All flames are automatically extinguished. There is a 10% chance every minute that a lightning bolt strikes close enough to the party to injure them: each character must make a Reflex save (DC 15) or take an amount of damage equal to 1d10 ten-sided dice; a successful save halves the damage. The party cannot move until the storm passes. Finally, there is a cumulative 10% chance per hour of a flash flood occurring (see DMG, Chapter 3, "Weather Hazards").

Table 2-4: Temperature

D20 Result	Temperature
8 or lower	Normal
9–20	Uncomfortable
21+	Extreme

Normal: The temperature is within the normal range for this time of year. The characters can travel in relative comfort.

Uncomfortable: The weather is either hot and humid or cold and clammy (50% chance of either). The characters must make Fortitude saves (DC 10) or suffer a -1 morale penalty to attacks and checks owing to their severe discomfort and misery. This effect ends when temperature condition changes.

Extreme: The weather becomes terribly hot or brutally cold, as appropriate (50/50). An unprotected character in this weather must make a Fortitude saving throw each hour (DC 15, +1 per previous check) or take 1d4 points of subdual damage. A character who has the Wilderness Lore skill may receive a bonus to this saving throw and may be able to apply this bonus to other characters as well, as per that skill's description. Characters with appropriate cold-weather gear need not make this saving throw for freezing weather. When exposed to extremely hot weather, characters in heavy armor or thick, warm clothing suffer a -4 penalty to their saving throw against this effect. See the DMG,

On GMing Weather

When portraying the effects of a storm to the players, try to evoke the sights and sounds of the miserable weather. In most game sessions, the action focuses on powerful magic and horrible monsters. Yet, a threat as mundane as a bad stretch of weather can be just as dangerous or troubling to the characters as they make their way across the bayou. Think of the storms you've experienced and the kind of foul weather that stands out in your memory. Consider what makes that weather so miserable and try to condense it down to a few short descriptive phrases. The more exact you can be in your descriptions, the better.

For example, during a rainstorm you can tell the players of how their characters' boots are soaked through, leaving their socks cold, wet, and clinging to their feet. The mud may become so thick that they must struggle to pull their feet from it, leaving their leggings caked in wet, slimy muck. To make this task easier, roll for weather or pick out effects you want to use ahead of time. If you estimate it takes three days for the characters to cross the swamp, determine the weather ahead of time and use that as inspiration for encounters and scenes you create during the game.

Chapter 3, "Heat Dangers" and "Cold Dangers" for more information on the potential dangers of heat-stroke or hypothermia.

Bayou Hazards

In addition to monsters and extreme weather, the bayou holds a host of other dangers for explorers. Quicksand, sinkholes, deceptively deep pools of water, and disease all present obstacles as daunting as any pack of hungry alligator warriors. While a skilled ranger or guide can steer a party clear of these threats, those who try to stumble across the bayou without proper guidance stand a good chance of dying not on the blade or teeth of an enemy but in the bayou's devouring muck. These random hazard rules allow for a potentially deadly situation to overcome the party. Remember, Blood Bayou is not a happy, safe place. The environment itself is one of the deadliest things the characters must face.

For each hour in which the party travels across the bayou, the GM should make a secret Wilderness Lore check on behalf of the character with the best total bonus in that skill. For this purpose, if the character also has 5 or more ranks in Profession (guide), he gains a +2 synergy bonus to these checks. Consult Table 2-5 to determine whether the party manages to avoid any natural threats with the help of their guide.

To make things run more smoothly during the game, you can check for hazards ahead of time. Simply make the appropriate checks and roll for the entire day of travel ahead of time. This way, you can get a feel of the day's progression of events and plan for encounters ahead of time. Try to avoid using the sample hazards more than once per game session. Rather than using a random method, simply pick hazards that mesh with the adventure you have planned, thus providing a nice array of encounters.

You can also combine the hazards with other simultaneous encounters — the characters may fight a band of alligator warriors amidst a swarm of locusts or fend off a swarm of stirges while trying to escape from a pool of quicksand. Combining monsters with hazards can yield memorable, exciting encounters. The additional complications introduced by a hazard increase the danger and add a lot of combat options for both the monsters and characters. An ogre may attempt to bull rush a PC into the quicksand, while a sorcerer might sweep away a mob of attacking goblins by causing a tumbled pile of ruins to collapse upon them. You can also use the hazards as inspirations for your own encounters or use them as encounters in and of themselves. Don't think that just because the hazards are attached to a random system that you can only use them on a random basis.

Table 2-5: Bayou Hazards

Wilderness Lore Check	Hazard Encountered
15+	No danger
6-14	Minor hazard
5 or less	Serious hazard

No Danger: The party avoids the swamp's natural threats, either through blind luck or skill. The party's ranger, druid, barbarian, or other guide spots any threats before they pose any danger. Be sure to emphasize that the party managed to avoid disaster. Pick or randomly select a minor or serious hazard and describe how the party's guide managed to avoid it. This gives the players a sense that their own skills saved them and illustrates the dangers that lurk in the bayou.

Minor Hazard: The characters stumble into a bothersome but not fatal danger. Use Table 2-6 to determine what befalls them.

Serious Hazard: The characters discover the hard way that the bayou is a dangerous place. These hazards can prove fatal for inexperienced or foolish parties. Use Table 2-7 to determine the exact nature of this threat.

Table 2-6: Minor Hazards

D% Result	Hazard
1-10	Broken Ground
11-20	Forgotten Trap
21-30	Hornets' Nest
31-40	Lost
41-50	Mud Bog
51-60	Muddy Slope
61-70	Pests
71-80	Swamp Cough
81-90	Tainted Water
91-100	Vithrik Plant

Broken Ground: While walking along the trail, a PC steps into a small hole or trips on a rock, twisting his ankle and slowing the party's progress. Starting with a random character, each PC should make a Reflex save (DC 15), until one fails or all succeed: on a successful save, nothing happens. On a failed save, the character takes 1d4 points of subdual damage and the party's overland speed for that day is also halved, as the character must make frequent stops to rest his ankle. For the purposes of tactical movement, however, the affected character can endure the pain and move at full speed. Any *cure* spell removes this penalty.

Forgotten Trap: Sometime in the past, some trapper, explorer, or hunter, set a heavy clamp trap (similar to a bear trap) here. As the characters proceed through the bayou, they stumble into it. Each character passing through the

area must make a Spot check (DC 20) to notice the trap before he or she steps on it. The rest of the party can try to discover the trap as rogues by using the Search skill if for some reason they stop to look for one.

Clamp Trap: CR 2; +10 melee (3d6, crit 18–20/x2); Search (DC 20); Disable Device (DC 20). *Note:* A character hit by the bear trap is caught; he must make a Fortitude save (DC 15, +1 per hour he has been caught) each minute or take an additional 1d4 points of damage, and he cannot move more than 5 ft. from the trap, as it is secured in place with a chain attached to a wooden stake. Freeing a trapped character requires a Strength check (DC 22).

Hornets' Nest: The party stumbles into a nest of hornets, possibly disturbing it and causing the hornets to swarm around them, biting and stinging. Each character must make a Spot check (DC 20). If the entire party fails, a randomly determined character jostles the nest as he crashes through the underbrush. The hornets sting all characters within 30 feet of the unfortunate PC who angered them, effectively acting as a *summon swarm* spell. The hornets pursue up to 1d6 characters to a distance of 200 feet from the nest. They have a flying speed of 30 ft. (average) and are destroyed by any area attack that deals 1 or more points of damage. In any case, they disperse after 1d4 minutes.

Lost: The characters take a wrong turn, causing them to waste time doubling back to find the correct route. They lose 4 hours of travel time for the day.

Mud Bog: While walking through a particularly muddy stretch of ground, one character determined at random becomes stuck in the slime and muck. His weight drives one of his feet deep into the ground, trapping him in place until he can make a successful Strength check (DC 15). On a successful check, his foot comes free but his boot, shoe, or other footwear is left trapped in the mud. Unless the party has a replacement boot or can find some means to free the trapped footwear, that character must make a Fortitude save (DC 20) for each hour of travel or suffer 1d2 points of subdual damage as his foot becomes swollen and painful. At the end of each subsequent day of walking, he must make a second Fortitude save (DC 20 + 2 per previous daily check) or reduce his speed by 5 ft. unless he is treated with a *cure* spell. The movement penalties heal at a rate of 5 ft. per day of rest.

Muddy Slope: The characters are forced to climb up or down a steep, muddy slope in order to continue their travels. The mud is slimy and slick, making progress up or down the slope treacherous. Each character must make a Climb check (DC 15) to navigate the slope. Those who fail slide down, tumbling end over end to the bottom. Falling down the slope deals 1d6 points of subdual damage. In addition, there is a 10% chance that a fragile item the character carries (if any), such as a potion or holy water vial, breaks. Ignore this effect if the character specifically packed her equipment to prevent breakage or shed her backpack before making the climb.

Pests: The bayou is rife with insects, many of which are happy to supplement their diet with trail rations and other food the characters carry. Select a character at random. That PC

loses half the food he carries due to an infestation of flies, roaches, or other insects.

Swamp Cough: Those who live near Blood Bayou's borders claim that the air itself in the swamp carries a stench of death and carrion rot. In some areas, gas and vapors can cause a minor disease known as swamp cough. The victim is wracked with coughing fits and develops a slight fever for several days. Each member of the party is exposed to the disease and must make a saving throw to resist it. See DMG, Chapter 3, "Disease," in the "Special Abilities" section.

Swamp Cough: Inhaled, Fort DC 13; incubation 1 day; 1 point temp Str.

Tainted Water: The bayou's many molds and fungi play havoc with a party's water supply. Any water carried by the PCs becomes tainted and unwholesome. Druids can easily determine the water is spoiled with their nature sense ability, if they think to check; the water looks and smells fine. At the end of the day, however, each character must make a Fortitude save (DC 15) or suffer a –1 penalty to attacks and skill checks due to cramping and nausea for 24 hours. *Cure disease* removes this effect, as does a successful Heal check (DC 25).

Vithrik Plant: This ropy vine is renowned for the horribly itchy, painful rashes it causes on exposed skin. While traveling through the bayou, the characters accidentally stumble into a patch of it. Druids can spot the plant and avoid it automatically with their nature sense ability; other characters may make a Knowledge (nature) check (DC 20) or a Wilderness Lore check (DC 25) to do the same. Otherwise, each character passing through the area has a 50% chance of exposure to the vine. Those exposed must make a Fortitude save (DC 20) or suffer a –1 penalty to all skill checks for 4d6 hours due to intense itching and scratching. Furthermore, afflicted characters suffer a –2 penalty to Charisma for 1d4 days due to the boils and bright red rash caused by the plant. Characters wearing armor may add their armor bonus to this save; do not count enhancement bonuses or the bonus granted by shields. A Heal check (DC 25) removes the penalties caused by the itching.

Table 2–7: Serious Hazards

D% Result	Hazard
1–10	Ancient Pit
11–20	Burial Ground
21–30	Infestation
31–40	Plague of Locusts
41–50	Quicksand
51–60	Sickness
61–70	Spiked Pit
71–80	Tumbling Ruin
81–90	Venom Thorns
91–100	Water Surge

Ancient Pit: Blood Bayou covers an area that was once settled by men. In the wake of Kadum's

defeat and the subsequent Blood Sea Deluge, it was left in its current state, a wide tract of flooded, muddy swamp. In some areas, pockets of the old towns and cities remain beneath the mire. Unfortunately for travelers, a thin layer of muck can suddenly drop down to a deep pit around the stone ruins of a castle or building. Characters may move along unaware that they are treading on an ancient stone surface beneath a foot or so of mud and water, only to fall into a deep pool where the stone suddenly drops off. Treat this effect as a trap that affects a randomly chosen character. Note that if the characters poke ahead with a wooden pole, staff, or similar item, they automatically detect the pit before falling in.

Water Pit Trap (20 ft. deep): CR 4; no attack roll necessary; Reflex save (DC 25) avoids; Search (DC 20). *Special:* The pit is filled with thick, muddy water. Characters within it cannot see and may drown — see DMG, Chapter 3, sidebar: “The Drowning Rule.”

Burial Ground: Wise travelers know to avoid graveyards and crypts within Blood Bayou, as the Laughing Man is rumored to be a powerful necromancer who calls the dead from the grave to serve him. While this is not entirely true, the many deaths caused by Kadum’s violent submersion and the great number of hapless travelers and seekers who have died alone and afraid on the bayou gives the region a high population of undead monsters. Treading on burial grounds in the bayou is a sure recipe for disaster. If the characters stumble into this hazard, they walk across a small graveyard and disturb the undead lying within it. A group of undead whose EL equals the party’s level rises up to attack. The undead burst from the mud, forcing the PCs to each make Listen checks against the undead’s Move Silently skill at a –5 penalty or be surprised. The undead erupt from the ground as a free action. They appear anywhere near or next to the characters and attack immediately.

Infestation: Fleas, ticks, flies, and other pests gather in huge swarms in the bayou. These pests feast on the bayou’s rot and decay, representing some of the only life outside of the carnival krewes that truly flourishes in Blood Bayou. Unfortunately for travelers, these pests can work their way into the folds of a cloak, gaps in armor, and the hole in a backpack. When the party encounters this hazard, each PC must make a Constitution check (DC 14) to avoid a flea or tick infestation. On a failed check, the afflicted PCs suffer a –1 penalty to all attacks and checks due to their unwelcome guests’ bites and stings. *Cure disease* destroys the insects, as does a thorough washing in hot, soapy water; the infestation remains until so removed. Furthermore, while a character is infested there is a chance that the insects spread to his comrades. Each day a PC spends in close proximity to a character who hosts these pests, he

must make an additional Constitution check (DC 14) to avoid drawing these insects to him.

Plague of Locusts: Massive swarms of insects range across Blood Bayou, devouring all they encounter and leaving a swathe of stripped trees and bushes in their wake. Luckily for the characters, these locusts do not devour living creatures. However, their great hunger and mindless desire to consume leads them to burrow fearlessly and relentlessly into backpacks, sacks, and belt pouches in search of a meal. Each character must make a Reflex save (DC 20) to bat away the swarm or otherwise prevent the insects from crawling into his gear. Characters who fail this save have all the food (and possibly other vulnerable organic materials such as holly berries or mistletoe) they carry devoured by the insects in a matter of moments. A spell or effect that covers an area at least equal to a 20-ft. spread, burst, or emanation and that deals 1 or more points of damage drives away the insects before they can devour the characters’ food. The locusts are so thick that all creatures within the swarm receive one-quarter concealment, causing a 10% miss chance against all attacks made against them.

Quicksand: The bane of travelers on the bayou, quicksand can swallow and kill a person in a matter of seconds. Quicksand is loose sand and dirt mixed with water. It appears to be solid ground, but when a character walks on it he sinks into the water and risks drowning. While quicksand on its own is not normally a terrible peril, the strange magic of Blood Bayou makes it a lethal danger. Travelers who have survived an encounter with this hazard report the sensation of clawed hands grabbing at their feet and legs. The dark magics of Blood Bayou transform the mire into a ravenous beast that seeks to devour all who stumble into it.

Blood Bayou Quicksand (10 ft. deep): CR 4; no attack roll necessary; Reflex save (DC 25) avoids; Search (DC 22). *Special:* Quicksand looks exactly like normal ground until someone steps on it and sinks below its surface. Characters within it cannot see and may drown — see DMG, Chapter 3, sidebar: “The Drowning Rule.” To make matters worse, however, a character in Bayou quicksand must make a Strength or Escape Artist check (DC 20) in order to escape the clawed hands within the pit that grab at him and seek to drag him under. On a failed check, the character is immediately pulled under and must hold his breath or begin drowning. Characters at the edge of the quicksand can extend poles and rope to help the victim escape. Such efforts automatically grant a +2 circumstance bonus to trapped character’s Strength check. In addition, the characters using the pole or rope can also attempt the “aid another” action. If another character can somehow reach the sinking character and still have a position that allows leverage, she may make a Strength check (DC 20, +1 per round the sinking character has been in the quicksand) to pull him out. Finally, a successful turning attempt against 2-HD

undead that deals at least 10 HD of turning damage causes the hands in the depths of the quicksand to withdraw, reducing the Strength check required to escape to just DC 12 +1 per round the sinking character has been in the quicksand.

Sickness: Disease is a common hazard on the bayou. Swamp gasses rising from the decaying matter within the mire and the fell influence of Kadum's essence combine to spawn a variety of ills. When the characters encounter this hazard, they stumble into an area of unsteady ground that erupts with a massive outpouring of sickening swamp vapors. Each member of the party is exposed to the wasting sickness, a horrid disease that rots the flesh and leaves its victims crippled for life. See DMG, Chapter 3, "Disease" in the "Special Abilities" section.

Wasting Sickness: Inhaled, Fort DC 16; incubation 1 day; 1d3 temp Con.

Spiked Pit: The few people who make their home on Blood Bayou rely on hunting, gathering, and trapping to survive. Spiked pits are a popular way to catch the more dangerous creatures of the bayou for their hides and meat. One or more characters (determined at random or by marching order) stumble into a trapper's snare.

Spiked Pit Trap (20 ft. deep): CR 2; no attack roll necessary (2d6), +10 melee (1d4 spikes for 1d4+2 points of damage per successful hit); Reflex avoids (DC 20); Search (DC 20); Disable Device (DC 20).

Tumbling Ruins: In some places, the shattered remnants of the settlements and towns that dotted this area before Kadum's demise still poke through the swamp. Many of these ruins are in very poor condition; a major disturbance, such as that produced by a party of heavily armed and armored adventurers traveling through the area, can cause the ruins to topple over in an avalanche of rock and stone.

Tumbling Ruins: CR 5; +12 melee (5d8); Search (DC 24); Disable Device (DC 20). *Special:* A successful Disable Device check allows a character to wedge a wooden beam or the like into place or to otherwise shore up the ruins against collapse. Treat the tumbling ruins as a 30-ft. cone effect. Any character hit by the trap is buried beneath the rubble and must be dug out or make a Strength or Escape Artist check (DC 20) to get free. Trapped characters lose their Dexterity bonus to AC and are considered helpless.

Venom Thorns: These deadly plants are rare on Blood Bayou, but that is of little comfort to those who find themselves trapped by one. These thick brambles resemble normal swamp undergrowth. However, they are thick, difficult to move through, and are covered in sharp, poisoned vines. A druid with nature sense can automatically spot a venom thorn, allowing the party to avoid this hazard altogether. Otherwise, one

or more randomly chosen characters stumble into the bush. This counts as a trap as outlined below.

Venom Thorns: CR 4; +12 melee (1, plus venom thorn poison); Search (DC 22); Disable Device (DC 20). *Special:* Venom thorns feed on the decaying bodies of their victims, draining blood and other fluids through their semi-animate root system.

Venom Thorn Poison: Injected, Fort DC 20; initial and secondary 2d4 temp Con.

Water Surge: As the Blood Sea feeds the bayou's waters, its strange tides and currents can cause the water level on the bayou to rise and fall several feet in the span of minutes. A distant tidal wave can swamp even the most inland portions of the bayou, while a sudden change in the flow of water can sweep over a patch of dry ground that normally sits above the swamp's murky pools. Some say the water itself grows hungry and seeks to devour travelers.

When a water surge hits, the characters are traveling through a low stretch of ground that leaves them vulnerable to the sudden influx of water. Without warning, a strong current grabs at their feet and a surge of water sweeps through the bayou. Each character must make a Reflex save (DC 18) or be knocked over into the water. Characters initially land in water 1d3+1 feet deep. For the next 3d4 rounds, those who fell into the water must make Strength checks (DC 15) to fight the current and stand up. Those who fail this check are dragged 1d4x5 feet away from the party each round. Further, characters within the water cannot see and may drown — see DMG, Chapter 3, sidebar: "The Drowning Rule." The water churns and froths, sending wildlife scattering, knocking over trees, and raising chaos throughout the bayou.

Time and Events in Blood Bayou

On the bayou, time and space are twisted and curved in strange ways. The nightmares and dreams of the world flow there to alter the area's physical characteristics. Entire wars are fought between alligator warriors and titanspawn in the space of a day, while forests, hills, and deep bogs appear, disappear, move across the landscape, and change seemingly at the whim of a mad god. This physical instability thankfully does not run beyond Blood Bayou's borders, but a more insidious form of mutability helps keep it cloaked in secrecy.

Whenever a being from Blood Bayou interacts with the outside world, the essence of dreams spills over into the waking realm. As a result, encounters with the Jack and his followers become hazy, scrambled memories. Monsters from the bayou may surge forth to wreck a village, but the survivors can only recall the screams of the dying, large shapes moving through the night, and a sense of terror. They may blame the attack on titanspawn or believe it to be some sort of natural disaster. Other times, the effect serves to heighten the

fear and dread commoners have towards the bayou. A heron priest may merely pass through a village, but in the next few days the encounter becomes a chilling, horrifying brush with evil in the peasants' minds.

Momus revels in this effect. While in many ways he cannot predict how he and his followers will be remembered, it ensures that his true aims and modes of operation remain forever scrambled in the minds of his victims. At the very least, it instills terror in the realms that border the bayou. Momus' neighbors are more afraid of what he might do than what he has done. The aura of the unknown that surrounds him serves to heighten this fear.

However, this effect does have its drawbacks. Blood Bayou is a land without a sense of history. Even the Laughing Man can never be fully sure if the events that happened there are real or merely phantoms of his imagination. While his power and natural cunning makes him far less susceptible to this effect than most, he must still grapple with it. Any attempt to document the bayou's history, even events of the past week, is met with dozens of conflicting stories from its inhabitants. Instead of an infallible log of events, the bayou relies on whispered fragments of terror, half-remembered visions of monstrosities, and other tales that speak of the primal nature of the horrors the place holds. Few people of Termana can speak of a specific incident involving the Jack of Tears and his followers, but all have heard the stories. For Momus, the fiction is as useful as the reality.

Magical Effects and the Morphing Bayou

As a realm formed by the dreams of thousands, if not millions of creatures, Blood Bayou exists in a constant state of flux. Its very terrain shifts and changes over time, making maps useless in this region and leaving many explorers hopelessly lost. The very fabric of reality bends and twists within Blood Bayou, altering how magic works, changing the very functions of living creatures, and briefly spawning whole new races.

This section gives rules and guidelines for applying these effects to the bayou. In summary, a GM can select a set of keywords that describe the changes that occur within a region of Blood Bayou, then choose a specific effect or trigger for each keyword. For example, the characters may find that after the third day of travel through Blood Bayou they cannot light a campfire, and all [fire] spells they attempt to use fizzle out. Later, their fire spells once again work but now they are slowed to a snail's pace as their metal weapons, armor, and other gear is suddenly four times heavier than before.

Altering the Bayou

As a realm born of dreams, the bayou can change and shift from day to day. During times of war and strife, the place absorbs the energy of nightmares and breeds terrible creatures, earthquakes, mires of grasping mud, and other dangers. During peaceful times, the weather is calm and relaxing and the bayou's waters are generally clear of monsters and predators. Magic too works in strange ways within the bayou. A *lightning bolt* may produce a ray of freezing cold energy that blasts its target with frost even though the caster has done nothing to alter his spell. A *cure light wounds* may cause gaping sores to open and run with blood. Characters may find that the ground has turned to soupy muck, while water is now solid as ice even though the sun shines on a summer day.

These changes do not suddenly appear out of thin air. As a sudden influx of dream energy alters the land, the characters can feel several telltale signs of what is about to befall them. The hair stands on the back of their necks, a wind bearing a strange scent blows through the area, and the ground itself groans and shivers as if under tremendous strain. Known as dream storms, these signs eventually coalesce into a vortex of howling winds and driving rain. The storm rages for a minute or two at most, cutting down visibility to no more than 5 feet in any direction. Then, when the storm is at its height, it comes to a sudden stop, disappearing to reveal the newly altered environment. The ground may have changed, causing the players to perhaps think they have been targeted with an effect similar to *teleport* when in fact the world around them is different. The changes caused by a dream storm take two forms. Any alterations to the terrain are permanent until the next dream storm hits the area. The other, stranger changes remain in effect for 4d6 minutes. After that time, a second storm usually hits the area. When this tempest clears, the bayou returns to relative normalcy.

Altering Terrain

Changing the terrain around the characters is a simple matter of deciding what makes sense for the adventure or campaign. It also serves as a good opportunity to spring surprises or strange vistas on the characters. A dream storm may cause the stone facade of a subterranean temple to emerge from the side of a grassy hill. A complete town, devoid of all life but filled with artifacts and tools from the days before the Titanswar, might appear before the characters. Other times, hills, bodies of water, and plains shift and change around the characters, fouling their navigation and possibly rendering their maps useless.

The following table can be used to generate random terrain in the wake of a dream storm. Roll once for each area in the cardinal directions relative to the party — that is, roll once to see what appears

To the GM: On Fair Rulings

Before getting to the rules, it is important to consider the effects of introducing a wild range of environmental factors. Players tend to expect certain things from roleplaying games after studying the rules, designing their characters, and playing for a while. A player may be rightfully unhappy if her sorcerer's *ice storm* is suddenly useless during a tough fight with a shambling mound. The rules for Blood Bayou's shifting environment place a lot of power in your hand. With a few decisions, you can easily cancel out the party's most powerful spells, weapons, and abilities. To the players this may seem tremendously unfair, especially since the Blood Bayou setting can completely justify your choices. However, if the players feel that you are being arbitrary, unfair, and deliberately seek to cripple their characters just to annoy them or torment them with difficult encounters, you could face a revolt. Any effect that allows you to alter the fundamental functions of the game rules must be approached with extreme caution. Blood Bayou gives you the power to break all the rules you want and get away with it. This power may seem like a lot of fun, and when handled correctly it can offer you an infinite variety of cool effects, adventures, and encounters to throw at the characters. Just remember, though — with great power comes great responsibility.

Rule #1: Never Overdo It

If you are really excited about running a creepy, strange adventure in Blood Bayou, your first instinct might be to throw everything and the kitchen sink at the characters. Like a kid opening a dozen presents on his birthday, you want to dive into everything and use it all at once. Resist this urge. Introduce the environmental variables slowly at first, altering no more than one aspect until you have a sense that the players are happy with their use. If the first time you change something the players rise up in revolt against the unfair nature of your game, it's best to shelve these guidelines for a while. If you throw a ton of effects at them all at once, their chances of revolting go through the roof. On the other hand, if you introduce them one at a time in small, carefully measured doses, you can earn the players' trust and thus slowly acclimate them to the dangerous, bizarre environment of Blood Bayou.

Rule #2: Enable, Never Disable

This rule may sound like something from a third-rate corporate management seminar, but it's still a valuable guideline to apply to your games. No player likes it when his character's cool abilities are suddenly made obsolete. In roleplaying games, the players tend to become very attached to their characters and have a lot of fun picking out their abilities. If you've ever played rather than been a GM, you

know this already. If you simply cancel out the wizard's best spells and throw a monster at the party, the encounter isn't technically *harder*, it's just frustrating. If you want to make something difficult, then increase its difficulty — don't simply take away the characters' abilities. The players have probably put a lot of planning, imagination, time, and effort into their characters. If you simply cancel out the things they've earned or negate magical items they've created, you deny them all the things they've played the game for: power, new levels, magic items, and so on. New abilities and levels are the backbone of the game system. In a roleplaying game, the players identify with their characters and feel a sense of ownership toward them. Carefully consider anything that simply takes away a character's ability. Unless you are confident that the players would be happy with the situation or would find it fun, don't do it.

By the same token, effects that make the monsters tougher *are* fair game. You might think that makes no sense. Doesn't making the monsters stronger have the same effect as making the characters weaker? The key here is that if you use your authority as GM to take away the abilities and powers the players have earned, they are likely to feel you are unjustifiably undermining their efforts. In most game situations, there is a clear line that prevents the GM from directly tinkering with the characters. On the other hand, GMs have always had free rein to modify creatures, boosting their power to make them more difficult. There's no issue of your overstepping boundaries or interfering with a player's character. Thus, focus on situations and effects that make your monsters (or encounters) tougher and add more options to the game rather than taking them away.

Rule #3: Fun Trumps Everything

When all is said and done, remember that people play games to have fun. When tinkering with the rules, put yourself in the players' shoes and think about how much *fun* the situation would be. An environmental effect that simply slaughters the party outright is just boring. One that forces them to tie themselves down to a nearby stand of trees to avoid being blown away by magical winds while fighting off an angry wizard's ghost is both fun and exciting. No matter what the situation, the characters should have a way to overcome it with good thinking and smart tactics. Focus on effects that add color to an encounter and that include ways that the characters can escape or avoid them — preferably by means of the very skills and abilities the characters have developed over their careers. Don't simply drop deadly effects on the party and force them to rely on lucky die rolls to survive.

to the north, once for the east, and so on. Alternatively, roll once and use the result for the area around the characters or, better yet, simply choose an effect that suits your tastes. To keep play moving quickly, you can generate a dream storm's results before play begins and simply work the effects into an encounter or make it an event of its own.

D% Result	Terrain Effect
01–20	No Change
21–25	Crevasse
26–35	Forest
36–45	Gulch
46–55	Hills
56–65	Ruins
66–85	Swamp
86–100	Water

No Change: The terrain remains as it was before.

Crevasse: A wide, deep crack opens in the ground near the characters, possibly stranding them or forcing them to seek a different path. The crevasse is 6d8 feet wide and 6d20 feet deep. There is a 50% chance that it is at least partially filled with murky water.

Forest: Mangrove trees and other bayou vegetation rise up from the mire, forming a thick stand of dense forest.

Gulch: The ground sinks downward, creating a deep hollow. There is a 50% chance that this place is filled with water, creating a small lake or pond.

Hills: A series of hills and mounds sprouts from the ground. There is a 50% chance that the gaps between them are filled with water, leaving the hills as small islands in the bayou.

Ruins: An ancient tumble of rock and wood rises from the murky water and mud. Covered in vines, slime, and dirt, this place could be the lair of an ancient creature unearthed from the swamps or a monster spawned by the energies of the dream storm. The ruin could be a dungeon that extends beneath the soil, a collection of collapsed walls, or even a complete building that still stands despite its apparent age and the environment. If you plan this encounter ahead of time, the ruin could serve as the site of a complete adventure or series of encounters. Who knows what horrors lurk buried within Blood Bayou, given life and twisted into evil forms by Kadum's ichor, Momus' semi-divine power, and the energy of the dream storms. Otherwise, to save time, the ruins merely provide cover and perhaps shelter but are otherwise merely part of the terrain.

Swamp: The area around the characters transforms into flat, open swampland. The terrain alternates between lightly wooded bayou and flat, open wetlands.

Water: The water level rises several feet the ground sinks, causing water to spill across the entire area and flood the ground for several miles around. The water typically reaches depths of 2d4 feet at any given location.

Altering the Environment

To alter the environment in the bayou, simply pick out one or more keywords that relate to the conditions you wish to build. Each keyword has a menu of options that relate to it. For example, "descriptor" allows you to alter the power of a specific element or alignment effect within the bayou. Some keywords may only be selected once. For example, only one alternate temperature effect can function at a time — it can't be both freezing cold and boiling hot. Others have more than one use. The descriptor keyword, for instance, can be chosen two or more times to provide different effects for, say, [fire], [lawful], and [sonic] spells and effects.

The keywords and their effects are:

Descriptor

A specific energy type (acid, cold, electricity, fire, or sonic) or alignment type (chaotic, evil, good, or lawful) has a different effect in this area of the bayou. Fire magic may simply fail to work, while cold spells create goutts of flame. You may select this keyword more than once. Each time you do so, choose one of the above spell descriptors, then decide the effect you wish to apply to all spells that include the chosen descriptor:

- Spells with the chosen descriptor automatically receive a metamagic feat of your choice. The storm's residual energy strengthens or otherwise alters spell effects.
- The spell's descriptor changes to a different one, altering the damage type the spell deals, the alignments it effects, and so on. Note that some changes would make no sense. For example, it is probably not logical for a [lawful] spell be altered to become a [fire] one. In general, alignment descriptors and energy descriptors will not be interchangeable.
- The spell is more difficult than normal to cast. Reduce the caster's effective caster level by 1d6 for purposes of determining the spell's effects. Furthermore, the spell's save DC is reduced by 1d4.

Intellect

The land itself comes to life. Trees talk to the characters, swamp reeds grab at them and attempt to filch coins from their pockets, and the water murmurs and whispers as the characters draw near. The terrain's personality determines how it interacts with the party. Communication may be verbal, empathic, or telepathic, at the GM's option. Choose one of the personality options listed below.

- **Aggressive:** The land taunts the characters, telling them they are doomed to die in the bayou and

describing in detail the horrid fate that awaits them. The terrain itself turns against them, grasping at their feet and impeding their progress. For the next 1d12 hours, the PCs' base speeds (and thus their overland travel rates; see Table 2-1 earlier in this chapter) are halved. If the party becomes hostile in turn, for instance attempting to cut through undergrowth or burn away fallen brush, one or more shambling mounds or elementals (most likely earth or water, as appropriate) rise up to attack. Alter the number and toughness of these attackers to present an appropriate challenge to the party.

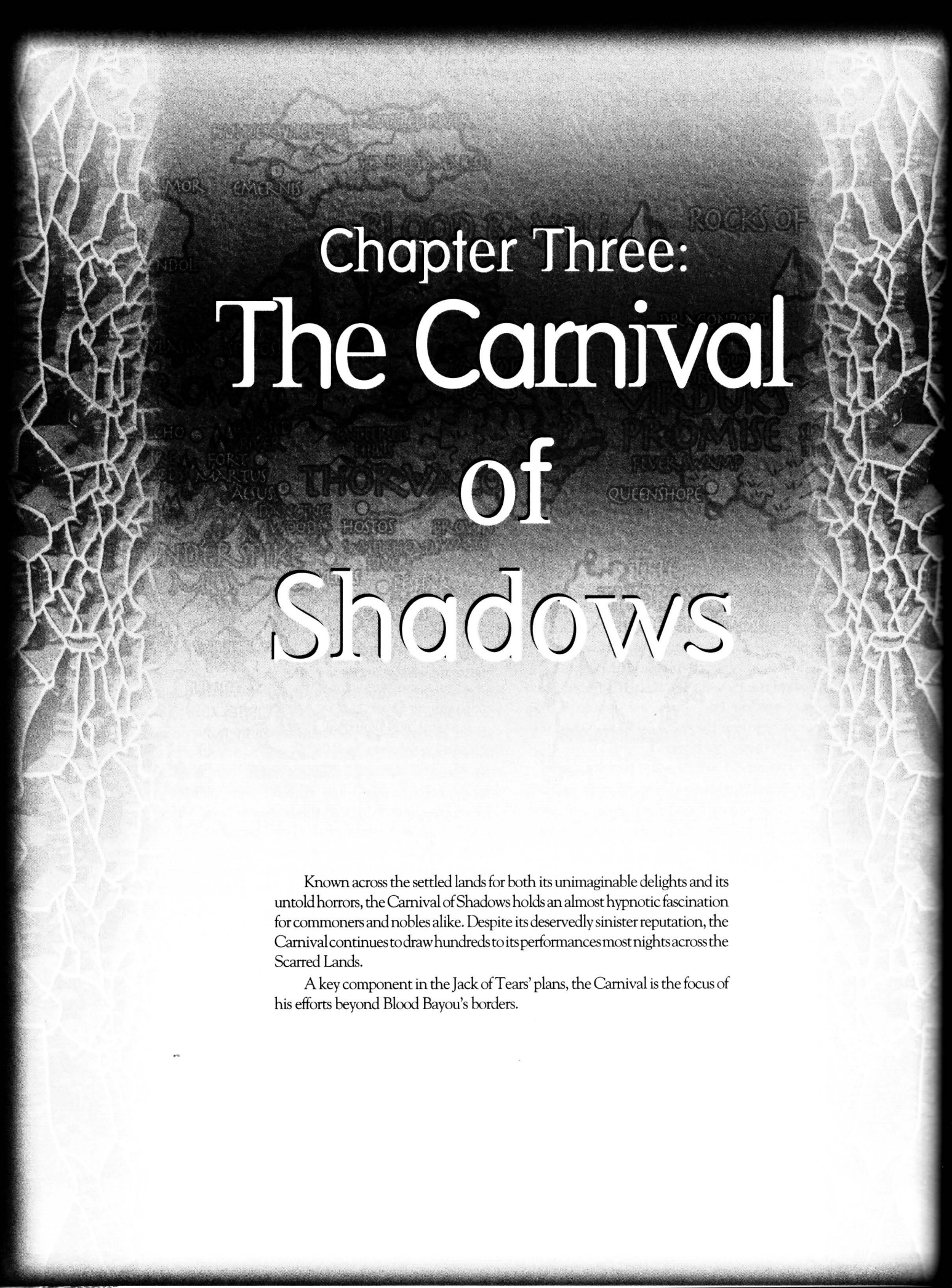
- *Charitable:* While Blood Bayou is largely a malevolent place, sometimes the infusion of magical dream energy produces effects that aid travelers. The land shepherds the PCs, so that they move at twice their normal overland rate through the bayou (see Table 2-1) as obstacles and underbrush clears away from their path.
- *Deceptive:* When the bayou comes under the effects of a dream storm, it sometimes seeks to lure unsuspecting travelers to their deaths. Paths open through the terrain, land bridges emerge from the water, and trees part to create a clear trail. Unfortunately for the characters, all of these paths lead to dangerous monsters, traps, and other threats. Plants, animals, and terrain formations may speak to nearby monsters, telling them of nearby prey and helping to herd them toward the PCs: for the next 1d12 hours, the chances of random encounters are doubled (20% per hour rather than the usual 10%) and the PCs' hourly Wilderness Lore checks to avoid bayou hazards (see Table 2-5) suffer a -1d6 penalty.
- *Protective:* Blood Bayou becomes uncharacteristically friendly. A tree or rock formation may animate and speak to the characters, telling them of nearby dan-

gers or approaching monsters: for the next 1d12 hours, the chances of random encounters are reduced by half (5% per hour rather than the usual 10%) and the PCs' hourly Wilderness Lore checks to avoid bayou hazards (see Table 2-5) gain a +1d6 bonus.

Life

Strange creatures emerge from the stuff of the bayou, usually living and dying in the space of only a few moments. These creatures are invariably familiar and frightening to the PCs, often bear a striking resemblance to a person known to the characters. As the wispy material of dreams given life, they adapt to the emotions of those around them or of the dreams that spawned them. Create an encounter with any sort of creature of your choice. Such is the nature of the bayou that it can spawn nearly any form of life. These creatures claw their way out of the mud and immediately interact with the PCs, whether to attack, parlay, lend assistance, or simply to stand and stare or flee outright. Choose creatures not normally found on the bayou or that have strange, otherworldly appearances. You can also use this effect to introduce a new creature type to your campaign. The creatures gain a +4 circumstance bonus to Hide checks made to surprise the party as they burst from the mud and water.

Owing to their unique link to the bayou, the Laughing Man and any creatures that are a part of a krewé are wholly immune to these effects. The creatures spawned in the bayou are infused with the magic of dreams. These creatures see the dreamlike creations of the bayou as mere wisps of transparent matter that float through their bodies without effect. To them, these rapid changes brim with magical energies that nourish and enrich them. When the dream energies run high and spawn countless changes across the bayou, the Carnival of Shadows becomes much more active than normal.



Chapter Three: The Carnival of Shadows

Known across the settled lands for both its unimaginable delights and its untold horrors, the Carnival of Shadows holds an almost hypnotic fascination for commoners and nobles alike. Despite its deservedly sinister reputation, the Carnival continues to draw hundreds to its performances most nights across the Scarred Lands.

A key component in the Jack of Tears' plans, the Carnival is the focus of his efforts beyond Blood Bayou's borders.

History of the Carnival

The Carnival of Shadows arose from one of Momus' earliest discoveries: the more powerful and pure the emotions in peoples' dreams, the more power he gained. During times of war, the bayou teemed with undead, vicious beasts and powerful, destructive magic. Dream storms raged across the swamp, spawning new creatures to obey the Laughing Man's commands and altering the terrain again and again. During times of peace, the storms dwindled to a virtual halt. The magic that fills the bayou ebbed to its lowest levels, leaving the place no more threatening or useful than any other swampy lowland.

The Jack of Tears considered his options. While powerful, he was by no means omnipotent. If Momus simply conspired to incite wars, assassinate nobles, and unleash dark horrors, it would only be a matter of time before he joined the titans in defeat. He could not stomach the thought of losing his newly gained power, nor of wasting it through lack of use. Yet he could not risk losing everything he had in the name of exercising and expanding it.

Finally, after many long debates and discussions — and not a few brawls amongst his chief lieutenants — the Carnival of Shadows was born. Tapping into the primal forces that stir within the bayou, Momus created the *Rod of the Carnival*. This mighty artifact allowed him and his followers to transport a chunk of the bayou, complete with its strange magical properties, anywhere in the world for one night. With this item, the Jack of Tears and his followers could appear anywhere, arousing delight and fear and other strong emotions, thereby ensuring that people across the Scarred Lands would forever have dreams powerful enough to sustain the bayou.

The plan succeeded beyond Momus' wildest dreams. Not only did the Carnival's dark, bacchanalian revels inspire passionate dreams and brooding nightmares wherever it visited, but its reputation caused ripples in the landscape of dreams that encircled the world. As wild stories and embellished rumors of the Carnival spread, dreams and nightmares multiplied amongst the people of Scarn. As it turned out, the Carnival's mysterious, sinister reputation provided far better fodder for dreams than any direct actions the Jester's servants might have taken. Those who heard of it projected their own fears and nightmares onto it, filling in the many gaps in its reputation with horrors and delights of their own creation. This widespread firing of the world's collective imagination provided untold psychic power to Momus. Blood Bayou quickly grew to the forbidding place of current times, with the Jack of Tears ruling over it like a god among mortals.

Thus, with his power secured, the Laughing Man needs only to maintain the status quo. The carnival makes the rounds of the world. Sometimes Momus accompanies it, other times he remains behind to attend to more pressing business. Yet now that the Carnival has a measure of acceptance across the land, he has decided to expand, to corrupt the world slowly from the inside outward. Where-

ever the Carnival goes, it leaves behind those who owe Momus a deep debt. The Carnival exists to expose — and to cater to — a person's hidden desires, allowing Momus to fulfill them at a steep cost.

The Harvest of Dreamers

It did not take long after the Carnival's inception for the Jack of Tears to discover some intriguing ancillary benefits to its use. He found that in the days immediately following the Carnival's journeys, the intensity of dream storms within the bayou correlated with the sort of people who returned with the krewes. The most powerful disturbances arose when the Carnival played host to fiery madmen, poets, artists and others with unfettered imaginations or nightmarish images born of madness. Momus theorized that these people were, in essence, waking dreamers. The visions and madness they experienced were somehow inherently connected to the land of dreams. Starting with a few madmen snatched from the streets of distant cities, the Jack of Tears found that the dream storms grew more vivid and powerful when such dreamers came to his realms. Strange new creatures slithered from the swamp's murk to serve Momus, while his power to manipulate and change the bayou grew ever greater.

Thus began the Harvest of Dreamers. When the Carnival of Shadows visits a town or city, its heron priests seek out those who display creativity or seem touched by madness. These chosen few are offered sanctuary in the bayou, particularly if their madness or art mark them as pariahs; otherwise, they are simply drugged, rendered unconscious, and dragged unwilling back to the bayou. These unfortunates are either dropped in Shambletown or left to eke out an existence on the bayou. The most ardent among them, those who show a genuine interest in joining the carnival and serving Momus, are inducted into the krewes.

The Harvest of the Dead

In addition to claiming the living as recruits for Blood Bayou, small squads of ghouls and plague wretches also scurry forth from the Carnival to do their masters' bidding. The ghouls, under the direction of Baron Mirth, seek out nearby tombs and cemeteries to rob them of corpses and treasure. The bodies they reclaim become recruits for the Krewe of Bones, serving as zombies and skeletons once they are animated. Intelligent undead such as ghosts and vampires are offered life on the bayou, a place where they can hunt and live as they please without fear of being hunted by mortals. In this manner, Baron Mirth both expands his own forces and strengthens Blood Bayou against invasion.

The plague wretches have a much simpler mission. Lord Quick dispatches them to collect new strains of disease and to spread their infection across the world. Lepers, victims of plagues, and others disappear in small numbers as they and their diseases are recruited for the Krewe of Plagues. The wretches always take great care to leave behind the sicknesses they carry, bathing in wells and other sources of drinking water and breaking into food stores to soil all they can. These "special agents" of the



Krewe of Plagues carry only diseases that incubate over time, causing contagion to take hold no sooner than a month or two and sometimes as long as a few years after the Carnival's appearance. Thus, no one has yet made the connection between the two events.

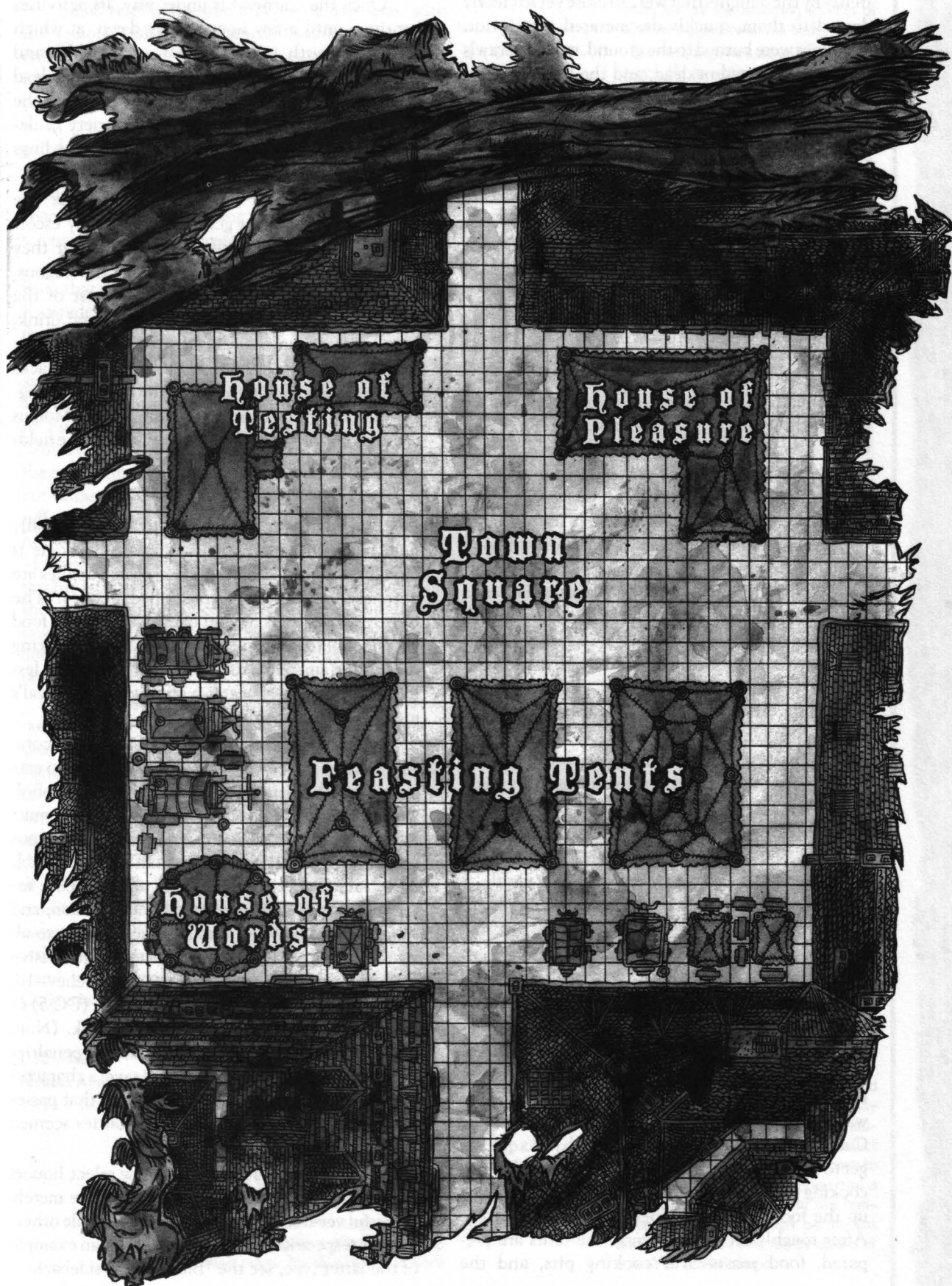
The Lure of Exotic Delights

With all the horrors the Carnival inspires, the rumors of disappearances, and the sinister reputation of its master, it seems surprising that anyone would wish to go near it. Few local governments consider a visit from the Carnival a happy development, and most respectable people steer well clear of its tents. Yet despite the whispered rumors and the fell reputation, hundreds stream to the carnival wherever it raises its tents. The Carnival's continued success draws on several simple truths regarding human nature. Most importantly, the people of the Scarred Lands normally have little entertainment. Rich foods and liquors are the province of nobles and powerful merchants. The average person can afford few luxuries. The Carnival offers food, drink, entertainment, and other delights normally far beyond the average person's means. It is all too easy for a simple farmer to ignore the far-fetched stories and rumors in favor of filling his quailing belly.

Others are drawn to the carnival precisely because of its dark reputation. Thrill-seekers, decadent nobles, and adventurers often attend the Carnival seeking to learn the truth behind it—or because the prospect of death or some other horrible fate makes the delights it offers that much sweeter. The Carnival Krewe is careful to avoid recruiting such guests for fear of drawing too much attention to their

activities. Momus is savvy enough to know that working class folk, beggars, and others can go missing in large numbers before the powers that be take notice. A single aristocrat gone missing, on the other hand, draws far more attention than Momus desires.

The rulers of areas the Carnival visits face a daunting problem. On one hand, they fear it, worrying, quite rightly, that it has a malevolent influence on their people. On the other hand, the Carnival is quite popular among the common folk. Any move to disrupt it could lead to mass riots. In one city, a small band of Coreanic paladins lobbied for the lord mayor to give them his personal approval to shut down the Carnival when next it appeared in town. On the fateful night of the Carnival's appearance, the paladins and their men-at-arms formed a ring around the town square, where the tents and feasting tables were arrayed. As the crowd of revelers grew, the paladins remained steadfast. The krewes, undaunted, simply continued to pile delectable treats, great pitchers of ale and wine, and other portions of a great feast upon the tables. The rich aroma of baked breads and roasted meat drifted to the eager crowds, reminding them of how their empty stomachs grumbled at the prospect of another night of cheap biscuits, watery ale, and stringy meat. Dancers and clowns capered about the square. Their breathtaking acrobatics seemed always to disappear behind the Coreanic sentinels or into a tent just as the entertainments reached their apex. The clowns spun engaging, amusing tales that seemed



to fade out beyond the range of hearing just as they reached their punch lines. The crowd, brought to a frenzy by the delights that were so close yet so clearly denied to them, quickly degenerated into a riot. Buildings were burned to the ground, massive brawls left dozens injured or dead, and the paladins soon had to give up their quixotic attempt to maintain order by denying the Carnival its guests. In the end, the dozens killed and the thousands of gold pieces lost to the riot made the Carnival and its vaguely defined threat a much more palatable alternative.

Many say that when the Carnival is in town, even the lowest beggar can live like a king. A wise monarch knows that to deny the Carnival to even the lowliest of his subjects may provoke him to *rule* like one.

The Coming of the Carnival

When the Carnival arrives at a city, it does not simply materialize in a puff of smoke and wait for guests to line up at its tents. Momus uses his *Rod of the Carnival* to open a gate at least a mile outside of town. His followers use the gate to travel back and forth on wagons loaded with supplies. The morning before the Carnival's arrival, a small band of agents hangs banners and posters proclaiming the Carnival's performance that night. These minions work tirelessly, hanging signs throughout the poorer parts of town to spread the word of the Carnival's impending arrival. Others move amongst the markets and merchant quarters, leaving small sacks of gold along with detailed lists of the supplies the Carnival requires. Invariably, these lists show a knowledge of a merchant's business and stocks that baffle the townsfolk. More than one vendor has found detailed instructions that uncovered wares he had never seen before amongst his stored goods.

Shortly before dawn, the agents leave town. If interrupted in their work they defend themselves, but otherwise they seek to keep as low a profile as possible. With their work done, the town is ready to receive the Carnival.

The Carnival always appears shortly after sundown later that day. Brightly painted wagons pulled by teams of donkeys and steered by grim mirth jacks stream into town or set up just outside the settlement, depending on whether the town guard is willing to allow them access and whether a sufficient town square is available for its use. In either case, the wagons form a square in the center of the area the Carnival plans to use. Most of the mirth jacks quickly get to work assembling the tents, feasting tables, and cooking pits, while others spread across town to pick up the food and drink ordered earlier in the day. After roughly an hour of work, the tents are prepared, food roasts over cooking pits, and the

entertainers begin to stream forth from their wagons to begin their shows.

Once the Carnival is under way, its activities continue until a few hours before dawn, at which point the mirth jacks tear down the tables and cooking areas, load up some of the wagons, and lead them back out of the city. During the night, the Carnival's tents continue to offer a variety of delights, from fine food and drink to fortune readings and other amusements.

As the Carnival draws to a close in the wee hours, the mirth jacks gently but forcefully escort their guests away. When the area is finally clear, they set to packing up the tents and loading the wagons. This process does not take long, as most of the supplies they carried in, primarily food and drink, have been consumed during the night or are simply left behind. After a half an hour or so, the jacks complete their packing and lead the remaining wagons out of town to a prearranged site, where Momus creates a portal to lead the Carnival back to the fields outside Shambletown.

Food and Drink

The food served at the Carnival is universally high in quality and copious in quantity. Some is brought from Blood Bayou, while other supplies are purchased in town (as described above). The Carnival's denizens rely on overindulgence in food and alcohol to help dull their guests' senses, making them more amenable to Momus' dark pacts and less likely to become squeamish during the carnival's more decadent late-night pleasures.

The food and drink is all laced with a narcotic that fortifies the effect of alcohol. Anyone who eats or drinks at the Carnival and then consumes alcohol, whether it is gotten from the Carnival or not, must make a Fortitude save (DC 12, +1 per previous check) each time he consumes a drink. With each failed save, the drinker automatically goes back for another drink, as if motivated by a *suggestion*, and suffers a cumulative -1 circumstance penalty to all attacks, saves, and skill checks due to his progressive state of inebriation. Once this penalty reaches -10, the character must make a Fortitude save (DC 5) to remain conscious with each further drink. (Note that this save is modified by the cumulative penalties due to overindulgence.) On a failed save, a character falls into a deep slumber. For each hour that passes without a drink, reduce the total penalties accrued through alcohol consumption by 1.

The Carnival also imports a few select liquors brewed in Blood Bayou. Some of these are merely powerful versions of mundane potables, while others may have specific magical side effects (as an example of the latter type, see the "Blood Rum" sidebar).

Blood Rum

Blood Rum is a powerful liquor heavily laced with the narcotic found in all Carnival food. Far more frightening, however, is the fact that it is infused with Kadum's ichor, and thus has the potential to warp and twist the bodies of those who consume it. With each drink of Blood Rum, a character must make a Fortitude save (DC 13, +2 per drink beyond the first); with each failed save, he automatically goes back for another drink and suffers circumstance penalties for inebriation as described under "Food and Drink" (including the chance to fall unconscious once the penalty reaches -10).

For every 6 ounces (roughly 4 drinks' worth) of Blood Rum that a character consumes, he must make another Fortitude save (DC 15, +5 per previous check). With his first failed save at this stage, the character takes 1d4 points of temporary Intelligence and Wisdom damage and develops an addiction to Blood Rum. This ability score damage cannot be healed until the character shakes off his addiction. Each day thereafter, he must make a Will save (DC 20) to resist drinking at least 15 ounces of the rum during the course of that day. If he fails the save but cannot find a supply of Blood Rum, he immediately suffers a -2 penalty to all attacks, checks, and saves until he uncovers a sufficient supply. This penalty increases by -1 for every day that he fails a Will check until the penalty reaches -10, after which point the character shakes off the addiction. If a character makes five consecutive Will saves, he shakes off the addiction. At any point, a *restoration* combined with a *cure disease* can break the character of his addiction.

If addiction persists, the victim soon begins to show outward signs of changes brought on by continual exposure to Kadum's essence. Each month, he must make a Fortitude save (DC 20, +1 per previous monthly check) or develop a monstrous trait. Use the table below to determine what happens to the addict as the Blood Rum alters both his physiology and his personality. Each time the addict fails his monthly save, roll 1d20 + the number of months he has been addicted to the rum to determine its effects. If the victim rolls a duplicate result, the month passes without any change. By the end of the process (taking anywhere from 11 to 30 months), the victim has acquired the blood sea mutant template (see **Creature Collection 2: Dark Menagerie**).

Blood Rum Effects

D20 + No. of Months Addicted	Effect
1-5	The victim grows thick, scaly skin. Its color shifts dramatically, becoming an emerald green, crimson red, or some other strange color. The victim gains a +2 natural bonus to AC (stacking with any existing natural armor bonus), but suffers a -2 circumstance penalty to all Bluff and Diplomacy checks made in civilized areas. Neighbors and friends

6-10

11-15

16-20

21-25

26-30

31+

shun him as the mutating effects of Kadum's blood twist his body.

The victim gains cold and fire resistance 10. In addition, there is a 25% chance he develops a special attack from those listed with the blood sea mutant template.

The victim's teeth turn into long, jagged fangs, while his fingernails sprout into sharp, wicked claws. He deals damage with his natural attacks based on his size (consult the table below). The victim counts as being armed when fighting with his claw and bite attacks.

Size	Bite Damage	Claw Damage
Tiny	1d4	1d3
Small	1d6	1d4
Medium-size	1d8	1d6
Large	1d10	1d8
Huge	2d8	2d4
Gargantuan	2d10	2d6
Colossal	4d8	2d8

The victim has a 25% chance to gain a special quality as listed with the blood sea mutant template. Furthermore, the blood rage associated with Kadum's blood takes hold: Whenever he is angered, the victim must make a Will save (DC 20) or resort to violence.

The victim's alignment changes to chaotic evil. If applicable, he undergoes a radical change in personality, becoming much more self-centered, aggressive, and violent. He uses any means possible to procure more Blood Rum (or Kadum's Blood in some other form) and gladly murders anyone who threatens to stand between him and whatever he wants.

The victim's body shifts and changes, becoming larger and stronger; he gains a +2 bonus to Strength and Constitution. The radical change places tremendous stress on the victim's psyche, however, causing a -2 penalty to Wisdom and Intelligence as his mind and nervous system attempt to cope with the radical physiological changes.

The victim's transformation is complete. Apply the full effects of the blood sea mutant template to him, minus any effects already gained via previous mutation checks. For example, an addict should not gain the +2 natural bonus to AC once through his addiction and a second time when applying the template. This change is now permanent and may only be reversed by means of a *wish* or similar magic.

Important Figures

Momus trusts a few lieutenants and followers to guide the Caravan's operations. The Jack of Tears regularly travels with the Carnival himself, but sometimes more pressing matters demand his attention. Thus, a small cabal of entertainers and spellcasters leads the Carnival. They oversee its functions and ensure that it fulfills its mission of spreading wonder and dread across the world.

The Duke of Jests

The Duke (*male human Brd8, LE*) is the Carnival's headmaster. He commands the mirth jacks and the entertainers. During the course of the night he moves through the crowd like a gracious host, asking his guests if they enjoy the food and encouraging some to seek their fortune in the bazaar, the House of Words, or other attractions. The Duke of Jests wears a red velvet suit and carries a cane with a leering jester's head at its end. He keeps his thick, brown hair cut short and sports a long handlebar moustache. He is polite to a fault and never loses his temper. If anyone threatens to disrupt the Carnival, he calmly organizes the mirth jacks to kidnap or murder them as quietly and discreetly as possible.

The Queen of Feasts

The Duke of Jests's consort and the Carnival's head cook, the Queen of Feasts (*female half-elf Exp7, N*) is obese, loud, and bombastic. She commands the kitchens like a field general in the midst of battle. During the night, she moves through the feast tent and personally ladles more food to her guests' plates. It is rumored that she was once a renowned chef in a distant port, but the Jack of Tears offered her the chance to prepare an exquisite feast each night for a multitude of guests. Of all the people he has dealt with, the Queen of Feasts is perhaps the only person fully happy with her lot.

The Iron Man

Shaped to resemble a brawny, half-naked human, this iron golem is the head of security for the carnival. The Iron Man typically stands at the edge of the carnival and waits for the Duke of Jests to call upon him. Some say he was once a warrior whose soul has been bound into a statue by the Jack of Tears. Unlike other golems, the Iron Man can speak, and he apparently has some intellect. He uses dull, monosyllabic tones to communicate and rarely says anything beyond simple threats or orders to his opponents. However, sometimes, when the carnival is at its peak activity and attention is diverted away from him, he can be seen sitting and staring into the surrounding city.

The Iron Man, iron golem: CR 13; SZ Large construct (8 ft. tall); HD 18d10; hp 139; Init -1 (Dex); Spd 20 ft. (can't run); AC 30 (-1 size, -1 Dex, +22 natural); Atk 2 slams +23 melee (2d10+11); Reach 10 ft.; SA breath weapon; SQ construct, magic immunity, damage reduction 50/+3, rust vulnerability; AL N; SV Fort +6, Ref +5, Will +6; Str 33, Dex 9, Con —, Int 8, Wis 11, Cha 1.

Delights and Pleasures

The following list describes the various attractions commonly found at the Carnival. Not all of these places or entertainments are found every time the Carnival sets up. Usually, Momus attempts to craft its exact offerings to match the place where it stops for the night. Use the sites and events described below to determine what the characters can find in a particular appearance of the Carnival or as inspiration for attractions of your own creation.

The Bazaar

The spawn of the world's collected dreams of hope and desire, every earthly delight imaginable can be found easily somewhere within the bazaar. Finding the bazaar itself, on the other hand, can be a challenge. This place can appear in any doorway or around any corner within the alleys in or even near the Carnival of Shadows. Those called to this place simply open a door and find themselves in the bazaar, surrounded by strange merchants whose dress and accents are unknown in Termana. Typically, the Laughing Man chooses only the most desperate and deranged of the town visited to journey to this place. Like everything in the Carnival, this place is tainted by the Jack of Tears' powers and cunning.

The bazaar is a bustling marketplace on a city of adobe buildings that rise four stories around it. The sun always hangs high in a clear blue sky. The weather is warm but dry, with a comforting, fresh breeze blowing in from the west. Plump tents arrayed in yellow, red, and white fill the bazaar, each bearing fluttering pennants with strange coats-of-arms unknown in the Scarred Lands. The merchants are dark-skinned, turbaned and clad in billowing, loose silk clothes of purple, white, scarlet, and other gaudy colors. They are warm and friendly, beckoning visitors to their tents and offering a wide array of wares. Food, liquor, magical weapons, wands, scrolls, and almost anything else is for sale somewhere in the bazaar. The merchants gladly hand over their goods, telling the characters that when they decide to leave the bazaar, their master will bargain their prices with them.

Soon after taking an item, a visitor has some chance to use it or enjoy it. A warrior is called to the bazaar's walls to help defend it against a horde of attacking gnolls, giving him the opportunity to use his magical weapons and armor. A wizard has the time to prepare a new spell and use it to foil a robbery or banish a demon that a foolish merchant accidentally unleashes from a magical item. In any case, the merchants acclaim the visitor for his bravery and offer him fine food, drink, and the companionship of a suitable courtesan.

Such is the curse of this place. Once a visitor is convinced that his purchase is the best thing that

could happen to him, Momus appears in the guise of some sour-faced, arrogant merchant to bargain the price. The "price" is invariably something vague or open-ended that Momus can later twist to his advantage. For example, he may ask for a simple favor that later turns out to be a murder or some other foul deed. Momus particularly enjoys using his bargains to subvert the very qualities and goals the character holds dear (and possibly believes his new item(s) can help him fulfill). Once the bargain is sealed, Momus insists that the character sign a contract in his own blood. If he refuses, the item he wished to purchase disappears and the character is returned to the street where he found the bazaar's entrance — with the bazaar nowhere to be found. Obviously, the chance to buy any item for the mere price of a nebulous debt to Momus can cause some problems if the GM fails to hold the PCs closely to their agreements.

The bazaar is a demi-plane created and attached to the Dreamlands by the Jack of Tears. Characters who attempt to explore it find that the place is surrounded by a 10-foot-high adobe wall, armed guards standing careful watch over it. Those who attempt to either attack the merchants or scale the wall are immediately returned, by *teleport*-type magic, to the Carnival. Any items purchased in the bazaar function normally when the character leaves this place. However, if the character breaks his agreement with Momus, the item immediately disappears. Items with charges should never be available here, as the characters can simply use up the item and then break the contract. Generally, GMs should give out items that do not place the characters too far above the total gp-value of equipment they should have at their level.

The Feasting Tents

Here, revelers pack together to gorge themselves on wine, ale, roasted meats, pastries, and other food. The primary attraction of the carnival, this bacchanalian feast is the bait that most often draws unsuspecting folk into the Carnival's grasp. Throughout the night the party roars onward here, with celebrants gingerly stepping over those who have passed out and collapsed on the ground from too much drink. At the beginning of the night this place is an elegant, festive site. The food is arranged in orderly rows, mirth jacks stand by casks of ale with ready mugs for those who wish to partake, and the tables are neat and orderly. After just a few hours, however, the place transforms into a sickening display of base pleasures and unfettered decadence. Vomit covers the ground, tables are tipped on their sides, and shattered mugs and other crockery litter the area. Drunken, amorous couples find pleasure in each others' arms beneath a convenient table. Should the festivities run particularly wild, the mirth jacks drop thick, heavy curtains around the tents' edges,

allowing the wild activities within to continue unabated and undisturbed.

The liquor served here is spiked as described above, causing a rapid descent into unfettered merrymaking. More than one person has slipped into the tent for a single drink and woken up the next day in a stranger's bed with a pounding hangover. After a few hours of drinking, most of those found here are insensible with liquor and other substances. Should a fire or other disaster occur, the revelers make little effort to save themselves without assistance. If a fight breaks out here, the mirth jacks do their best to break it up — unless the violence adds to the atmosphere.

The House of Pleasure

The largest structure in the Carnival, the House of Pleasure stands slightly off to the side amidst the other brightly colored tents. In contrast to the brilliant reds, blues, and greens of the rest of the Carnival, this place is a drab gray. Within it, however, are perhaps the greatest pleasures to be had here. The House of Pleasure is a traveling brothel that serves the Carnival's guests. Its interior is divided into a dozen small bedchambers, each richly appointed with plush cushions, silken sheets, and bottles of the finest liquors. The House of Pleasure is the lair of a dozen creatures who represent perhaps the most powerful tool for corrupting the world to Momus' will: the silken parasites (see the appendix), shapeshifting seducers who help spread the Jack's influence on to the next generation. The silken parasites are spawned by the dreams of love and sex that filter through Blood Bayou. They can take on any form that a humanoid mate finds appealing. When dealing with an elf, a parasite can appear as a fetching elven maid. A few moments later, it can change shape to muscled, dashing human male to seduce a woman.

While their beauty and charisma make them almost irresistible, the true threat the silken parasites pose is much more sinister. A woman who has intercourse with one is almost certain to become pregnant as a result of the encounter (even if the parasite is also in female form at the time of the tryst); men are cursed to sire a child the next time they sleep with a woman, despite any precautions they may take. The child produced in this way appears to be completely normal and grows up without showing any outward signs of abnormality. However, when the child reaches adulthood he hears the call of Blood Bayou and is compelled to obey. While others cannot notice it, by the time the child reaches the age of 18 he is a thrall of the Jack of Tears. Directly or indirectly sired by a creature of Blood Bayou, he is Momus' to command. In this way, the Jack of Tears hopes to slowly but surely plant his

vassals throughout the noble courts and cities of the world.

Six mirth jacks armed with greatswords guard the House of Pleasure. Two stand outside the tent's entrance, two others circle its perimeter, and two more stand in the central chamber where customers bargain with Hristallos (*male dwarf, Rog9, LE*), the master of the house. Hristallos is a fat, balding dwarf with a thick black beard. He greets prospective customers warmly, offers them a seat on the many cushions piled about behind a small screen set up at the chamber's far end, and quizzes them each in private about their desires. He charges 5 gp per hour in the house, although he generally limits visits to a single hour in order to expose as many people as possible to the silken parasites. Sometimes, the House of Pleasure remains closed to visitors, especially if a party of young nobles visits the carnival. In that case, the nobles are plied with liquors in the feasting tent and then ferried over to this place in order to subvert their lines of succession.

The House of Testing

This long, open-faced tent houses a variety of games of chance, competitions, and other diversions. Staffed by hawkers (*male or female human, Exp3, N; Pick Pocket +10*) who do their best to bring onlookers forward to pay a few copper pieces for the chance to win a prize, this tent features trials of strength, tests of memory, and other games. The workers here all wear colorful aprons and hats over

their clothes. They engage contestants in small talk, asking them about their lives and their enjoyment of the Carnival. It is here that the process of harvesting madmen and other dreamers begins. Anyone who shows obvious signs of mental illness is encouraged to compete in the events for special prizes. The games are rigged so that a hawker can generally allow a person to win or lose, as he wishes. Those who seem to be promising candidates for recruitment are allowed to win time after time, the prize they earn growing in size each time. Finally, the hawker directs his mark to a nearby tent, usually the House of Pleasure, where he is escorted to a private chamber, drugged, and dragged to a nearby wagon to be brought to Blood Bayou when the carnival departs. The hawkers take care to watch their marks over the course of a few hours to ensure that only those who have few ties to the local community are picked for this recruitment effort.

The games available here include, for example, tests of strength in which contestants attempt to hit a lever that drives a lead weight up a wooden pole to strike a bell placed at the top (Strength check, DC 15); memory games in which players flip over cards and try to match pairs (Intelligence check, DC 15); and hoop games in which players try to throw a wooden circlet over a pin or other target (ranged attack, AC 20). As a rule of thumb, any game found here requires either a relevant ability score check (DC 15) or an attack roll against AC 20. Characters may not take 10 or 20 on these checks. However, a



hawker can use sleight of hand to modify a contestant's check, either upward or downward, by an amount equal to 1d20. An onlooker who uses a full-round action may make a Spot check opposed by the hawker's Pick Pocket check to notice this interference.

Playing these games of skill requires a 5 cp entrance fee. Each time a character wins, he gains double the money he paid out in prizes such as stuffed dolls and other toys or knick-knacks.

The House of Words

This tent is colored black and red in alternating stripes that run from its peaked top down to the ground. A cloth canopy extends across the entrance, providing cover for the towering, half-naked eunuch who stands guard there. This fellow, Devros (*male human, Ftr8, N*), wears pantaloons, knee-high boots, and, at his side, a massive falchion. He keeps his head shaved bald and never speaks to customers, instead holding them outside by means of his gestures and imposing presence until his mistress is finished with her current customer. The House of Words is renowned as the home of Fiana the Speaker (*female half-elf, Psi10, N*), a powerful mystic and seer who can peer into her customers' futures. Even nobles who would normally shun the Carnival of Shadows are drawn to the promise of learning their future. Fiana's prophecies are renowned for their accuracy, although, as with anything connected to the Jack of Tears, they usually carry a terrible price.

Fiana is a young half-elf with pure, white hair, gleaming ice-blue eyes, and a slender build. Her skin is sickly and pale, while her body is wracked with frequent coughing fits. She wears black robes and a black silk veil to conceal her features during a séance. Fiana was once as obsessed with knowing her future as are her customers now. Momus once offered her a vision of her entire life in return for a 10-year period of service. Fiana readily accepted, only to be granted a simple vision of her life with the Carnival of Shadows. The vision was no lie, for Fiana has grown to enjoy her work, feeling oddly secure in knowing that Momus cannot really do anything worse to her. Thus, she willingly remains in his service even though the period required by her agreement has been fulfilled.

Fiana allows only one person to consult with her at a time. Shaded lanterns provide a dim, spectral glow to the tent's interior, while piles of cushions are arranged both for her and her guest. Her reading begins with a simple request that her customer clear his mind and relax. Once he is calm, she begins her reading. First, she makes vague predictions, using classic stage tricks to draw out details of his life and to make logical extrapolations. After a few minutes of this, she claims to see a tremendously important

vision. Before she can reveal it, though, the customer must first enter a compact with her; in return for this vision, the customer must agree to perform a small favor for her in the future. If the customer agrees, Fiana asks him to sign his name upon a contract using his own blood. Once it is signed, Fiana delivers an accurate prophecy to him. This prediction is always correct and should be tailored to the character's background and the GM's plans for the campaign. Of course, Fiana is an emissary of Momus. Such contracts in hand, the Jack of Tears slowly gathers a hidden network of allies to him. If a contract is breached, Momus gains a measure of control over his victim's life. Until the contract is fulfilled, the customer suffers a -2 luck penalty to all attacks, checks, and saves.

The Performers

In addition to the sites outlined above, a variety of acrobats, jugglers, magicians, and others perform amidst the tents or in small venues of their own. Firebreathers, clowns, and jugglers hired from amongst the town's bards and other entertainers walk through the Carnival as well, performing for the crowds that gather to soak in the spectacle. These workers are paid in gold shortly before the Carnival begins and are expected to keep the crowds occupied as they wait in line for food and drink. Should a fight break out, the performers are ordered to do their best to keep visitors occupied or simply play along as if they struggle is part of the act. The characters could thus find themselves in a desperate fight with a band of alligator warriors while a crowd of onlookers, convinced the fight is mere play-acting, clap and cheer their efforts.

In addition to the mundane performers, a few strange artists from Blood Bayou mingle with the crowd and display their unique talents.

Tallia the Harp is a living musical instrument warped by the magic of Blood Bayou as a result of a bargain she entered into with Momus. Harp strings stretch from her left arm to the side of her torso. When she stretches her arm outward and upward, the strings pull taut, allowing her to play a tune. By flexing her muscles, she can create music as if three or more harps played at the same time. Unfortunately, playing this harp causes her intense agony. While she performs, in fact, blood streams from the holes in her arms and side where the harp strings enter her body.

Vando and Mordecai are a pair of comics who specialize in gory physical comedy. Mordecai is a short, twisted dwarf who shaves his beard. He wears a bright red suit and a leering mask shaped as a human skull. Vando is a tall, fat human with a bushy beard, fallow skin, and multitude of scars covering his arms and face. As a result of his madness and his heavy use

of drugs, Vando has been rendered a drooling idiot. However, through the warpings of Blood Bayou, he has also developed a phenomenal resistance to physical injury: he regenerates 5 hit points per round. Only acid injures him permanently. Late at night when all that remain are those sybarites who seek the most forbidden pleasures, the two perform. Mordecai uses an array of ghastly knives and scalpels to carve flesh from Vando, expertly dissecting his living body for the crowds enjoyment. Once the dwarf has removed his subject's still-living organs, he then expertly sews him back together. At the end of the show, Vando stands back up and takes a bow. Sometimes, for laughs, Mordecai only partially sews the opening shut, causing Vando's remaining organs to spill on to the ground as he bows. The self-effacing Vando gathers them up ashamedly and slinks back to his tent.

Several clowns on stilts also walk through the Carnival, dropping candy down upon the crowds and announcing acts and other amusements as they open. In truth, these artists act as sentries and spies. From their perches, they can spy potential marks for recruitment and look out for suspicious characters and others who may seek to disrupt the Carnival. The clowns use a complex series of hand signals to warn the mirth jacks and others of any trouble. In this way, the Carnival can respond to threats and other troubles before they get out of hand.

Using the Carnival

The Carnival of Shadows is a good tool for throwing an unexpected diversion at the characters while they are in a city or town. The PCs may plan to assault a wererat den only to find that the Carnival is coming to town on the night they set aside for their attack. The wererats, intrigued at the prospect of free food and drunken victims, abandon their lair for a night of carousing. The PCs must deal with the Carnival while simultaneously trying to keep tabs on their enemies. This section discusses how to incorporate the Carnival into your game and gives some simple rules for running adventures that use it as a backdrop.

Game Rules

The Carnival is a chaotic, wild place. Drunken peasants stumble about while large, dense crowds gather around performers and other spectacles. Due to poor lighting and crowding, it is difficult to notice any subtle details or anyone lurking in hiding, while music, laughter, and other distractions mask most other noises. Visibility is reduced to 20 feet in all directions, and the loud distractions of the Carnival impose a -2 circumstance penalty on all Spot and Listen checks. If a character attempts a ranged attack, remember to apply cover bonuses and the appropriate chance to accidentally hit a bystander

(see PHB, Table 8-9: Cover). In addition, movement is difficult even for strong, massive characters. All movement through the crowd is at half normal speed, although a character may attempt a Strength check (DC 20) to force his way through at normal speed. On a failed check, however, in addition to moving only half speed, he suffers 1d4 points of subdual damage as people in the crowd kick and lash out at him in anger.

If a fight breaks out in the Carnival, 2d6 mirth jacks arrive within 1d6 rounds to break it up. If combat continues, 1d6 more mirth jacks arrive every 1d4 rounds thereafter; a total of 50 mirth jacks provide security for the Carnival. If the characters attack a member of the Carnival Krewe, the mirth jacks attack to kill. Otherwise, they use unarmed attacks and blackjacks to batter their opponents unconscious and drag them to the Carnival's edge. In addition, heron priests, dark harlequins, and others lurk in tents and are prepared to defend the Carnival and its secrets. As a rule of thumb, create squads of guards whose EL equals the party's level. At least six such squads are available to handle any disturbances.

If the Carnival comes under concerted attack, Momus can use the power of the *Rod of the Carnival* to open a gate in its midst, leading directly back to Blood Bayou. In this case, the Carnival Krewe flees to safety, leaving tents and wagons behind. No one has ever been foolish enough to launch an attack on the Carnival, but Momus would be sure to make life miserable for the town and the people who dared to attack his minions.

The tents are all made of thick cloth. They have hardness 1 and can take 5 hit points of damage. A character working with a knife, dagger, or other sharp weapon can cut a hole in a tent large enough to move through if he makes an attack that successfully deals more than 1 point of damage to a tent. The tents are held up by 6 to 10 pegs each. Once half the pegs are removed or their ropes severed, the tent collapses. Characters trapped under a tent can move at one quarter their normal speed and are considered prone. If a character uses a light slashing weapon to deal enough damage to the tent's material, as described above, or once she reaches the tent's edge, she can escape. Visibility within a collapsed tent is limited to 5 feet.

When running scenes in the Carnival, emphasize the gaudy tents, the wild crowd, and the utterly liberating, permissive atmosphere of the place. Even the most staid, conservative of folk tend to indulge in all manner of hedonistic delights. Be sure to contrast the unfettered behavior of NPCs at the Carnival with their normal manner. An adventurer known to be quiet and withdrawn may be loud, drunk, and obnoxious at the carnival. He wheels through the crowd with two wenches on his arms making bawdy comments to the PCs and leering at female characters.

The next day he may be ashamed or embarrassed by his actions, but it has also been known to happen that such folk thereafter undergo a radical personality shift, embracing a life of pleasure and excess. Emphasize the fact that the Carnival brings out the pleasure-seeker in almost everyone who visits it.

Adventure Ideas

The Carnival of Shadows can be used simply to add an additional plot element to an adventure, it can serve as a whole adventure in and of itself, or it can offer first contact between the characters and the Jack of Tears in an ongoing story-line. The role of Blood Bayou in your campaign determines how best to use it.

As a background element, the Carnival can add a certain mystery to the game. The PCs may need to meet a contact or track someone down at the Carnival, forcing them to sift through large, drunken crowds and deal with its dark amusements. A PC may unwittingly enter a pact with the Jack of Tears at the house of words, while another one may mark himself as an enemy of the bayou by disrupting the proceedings or attacking a mirth jack. Chase scenes work very well in the Carnival, especially if a powerful enemy takes cover among a large crowd of innocent peasants. The characters cannot simply *fireball* a mob to kill one person in it, nor can their archers risk slaying innocents if their shots go awry.

The Carnival provides a dose of the unexpected. Since its coming is announced the morning before it arrives, it can appear suddenly to throw a wrench into the PCs' plans. Perhaps an evil cult plans on completing a dark ritual in the very field that that Carnival will use that night. With the cultists mingling with the crowds and completing their foul spells without drawing any undue attention to themselves, the heroes must foil the evil plot without throwing innocents into danger. Of course, it may be no coincidence that the Carnival has arrived this night — perhaps Momus is somehow connected to the cult or is merely amused at the prospect of getting in the way of both the cultists and the characters.

The Carnival can also provide a brief distraction for the characters, especially if you need to run a short adventure between longer stories. It may

arrive in town and the PCs could even be personally invited to attend. Use the bazaar, the House of Words, and other attractions to test their mettle and to roleplay encounters with Blood Bayou's strange denizens. You can use this as a convenient way to transport the characters to Blood Bayou if they are kidnapped and brought to Shambletown or as a chance to lure the PCs into a pact with Momus so that you can set up adventures involving him at a later time.

Here are several sample plot ideas to fire your ideas and inspire adventures:

- A vampire (or band of vampires) in town decides that the Carnival provides a perfect cover for their hunting activities. The PCs must move through the crowds, find the undead monster(s), and destroy them before they can strike — and do all of this without disturbing the Carnival, lest they touch off a panicked riot.
- With the town distracted by the Carnival, a band of orcs (or some other titanspawn race) attacks. Many of the town's militamen are drunk or passed out during the fight, forcing the PCs and a ragtag band of warriors to man the walls or drive the orcs out of town.
- A band of slavers decides that rumors of kidnappings and disappearances at the Carnival are the perfect cover for their activities. When they find that the Carnival is due to arrive, the slavers quickly plan to lie in wait for revelers stumbling away from the Carnival, ambush them, and drag them off to captivity. As Momus does not want any undue attention brought to the Carnival, the characters may find themselves working (perhaps unwittingly) with denizens of Blood Bayou to defeat the villains.
- The characters receive a cryptic letter asking them to come to a nearby small town. When they arrive, they notice that posters all over the settlement announce the Carnival's immanent arrival. Does Momus wish to lure the characters into a trap? Or perhaps someone connected to the Carnival wants to escape from it and needs the PCs' help to do so...?

Chapter Four: The Court of Chaos

The Dreamlands exist on the fringes of the greater dream realm, seemingly unnoticed by Erias, the demigod of dreams. And lurking within this hidden pocket of dream energy stands the Court of Chaos, stronghold of the Jack of Tears.

Created through the Laughing Man's link with the Dreamlands, the Court of Chaos is a reflection of his desires and dreams. Existing as it does in the realm of dream, he cannot exert supreme control over this place. Instead, it shifts and changes in response to his subconscious desires and fears. While other powerful figures might find this terrifying, Momus exults in it. Given his nature, he considers it a grand jest that his subconscious mind can produce a realm to taunt and bother him.

The Court of Chaos stands in constant midnight. Stars twinkle in the sky when Momus is amused or otherwise happy. Thunderclouds fill the sky when he is upset, sad, or angry, bringing searing rain, deafening peals of thunder and flashes of purplish-red lightning. While creatures and objects never age in the Court, time passes at the same rate as in the material world. Magic functions normally, including spells and enchanted items.

The court has a radius of one mile, with walls of mist at the edge. Those foolish enough to venture into the mist have never returned. The Laughing Man's followers have made a pastime pondering what lies in the mists. Some believe it leads to an unknown realm beyond even the gods' reckoning. Others claim that those who enter the mists are tossed from one dream to the next, forced to spend an eternity enduring the dreams of others.

Lands and Masters

This chapter describes the principal figures of the Carnival Krewe and the aspects of the Court that they command:

Jack of Tears commands Carnival Keep, a simple castle at the center of the dream realm next to a perfectly still lake.

Demoiselle Antunes dwells in the Forest of Changing Flesh, a wild woods at the far end of the lake. She leads the Krewe of Mangroves.

Baron Mirth makes his home in the twisted Cathedral of Bone south of the castle. He commands the Krewe of Bones.

Lord Quick dwells in the alabaster sanitarium called Plague Home that stands north of the castle. He controls the Krewe of Plagues.

Queen Ran has not been gifted with unfettered access to the Court of Chaos. Instead, she and her Krewe of Waves make their lair in the crimson sea that feeds into Blood Bayou.

As a band of creatures dedicated to evil, chaos and madness, the Jack of Tears and his retinue often retreat to the Court of Chaos to ponder their endless schemes. Each krewe leader and his or her courtly domain is described in detail below.

Carnival Keep

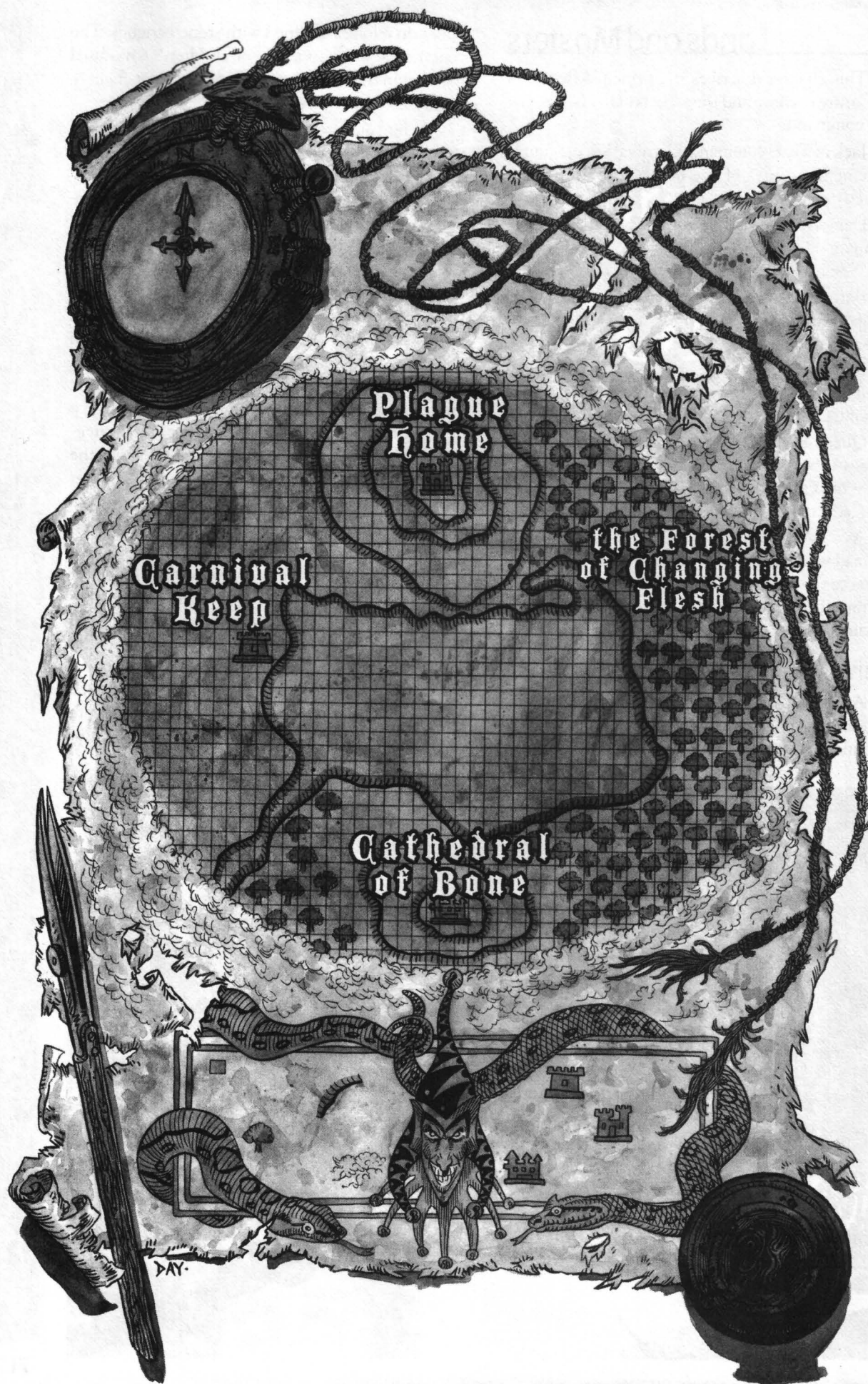
A simple high stone wall lacking towers, crenellation or any other defensive fortifications, surrounds the two-story keep. The main entrance

opens on a long hall lined with stone benches. The center aisle leads to a pile of children's toys fused together in the approximate shape of a great chair — the throne of the Jack of Tears.

A few side rooms contain sleeping quarters, watch posts staffed by trusted guards (*male or female alligator warrior*, *Ftr6*, NE), and a few storage chambers that hold food and drink for his guards. The second floor is one massive chamber, the personal library of the Jack of Tears. Row upon row of book-cases and scroll racks hold the countless contracts that he has negotiated with individuals throughout the Scarred Lands. With a single command word, the Jack of Tears can *teleport* a particular contract from the library to his hand regardless of where he is at the moment. A second word returns the contract to its proper place. If a contract is stolen from the library or destroyed, the Jack loses all power over that particular victim. Any penalties suffered for breaking the contract are nullified, as are any curses and other effects.

Since the Court of Chaos is unknown to all but the Jack of Tears' closest lieutenants, individuals who seek an audience with Momus venture to Laughter Castle in Blood Bayou. Those whom he considers worthy to see his true home are transported from the false throne room there via the Jack's singular ability to create gates within Blood Bayou. He has never shared just what criteria he uses to decide which visitors are worthy of this honor. Regardless, the gate is keyed to the main door at Laughter Castle. In most





cases, guests step through and are transported to Carnival Keep without suspecting a thing.

Jack of Tears

The Jack of Tears has one love in life: luring others to their destruction — or into his service, which often amounts to the same thing — by using their own weakness, pride, and desire against them.

With the establishment of the Carnival of Shadows and the subsequent infusion of Kadum's blood, the Jack of Tears has solidified his personal strength and established Blood Bayou as a power to be feared. He reigns supreme over Blood Bayou but finds little joy in rulership for its own sake. As a result, Momus has grown bored. To keep himself occupied, he concocts elaborate schemes to corrupt and subvert people from all backgrounds and beliefs. He is as interested in manipulating an evil overlord into benevolence as he is in leading a paladin into decadence and cruelty. To the Jack of Tears, mortals — their vices, gullibility and occasional resourcefulness — are merely toys to be manipulated for his own entertainment.

Plans: To keep himself amused, the Jack of Tears looks for particularly fascinating mortals. He seeks those who possess courage, strength and resolve, for he has little patience for subjects that fold too easily. Once he has found his marks, he sends his minions to test them. The Carnival of Shadows appears nearby to tempt them, or a band of alligator warriors or undead soldiers from Baron Mirth's Krewe of Bones launches a raid to draw them into battle. The Jack cares little about the outcome of such petty struggles. Success or failure is inconsequential as long as the effort is entertaining. For the Laughing Man, the story is what appeals.

This usually means that those who overcome such obstacles soon find them-

selves the target of even more schemes. It is not that Momus is vengeful. Rather, the more talented the subjects, the more likely they are to amuse him.

Followers: While Momus is the unquestioned leader of the krewes, rivalries and conspiracies abound, not a few involving ways to grab some degree of power from the Jack himself. The Laughing Man knows much of such machinations, but seldom acts to stop his minions' efforts. He finds dark amusement in their plans to unseat him and erode their rivals' power.

Since the Jack of Tears counts all the krewes as his vassals, he requisitions followers from his underlings as he sees fit. Such meddling is usually crafted to cause as many headaches and complications for the krewes as possible. The more chaos that exists in the ranks below him, the more opportunities there are for entertainment.

The Jack of Tears: CR 25; SZ Medium-size outsider (chaos, evil); HD 18d8+90; hp 199; Init +3 (Dex); Spd 30 ft.; AC 24 [flat-footed 21, touch 13] (+3 Dex, +11 natural); Atk scepter touch +20/+15/+10/+5 melee (6d6, scepter); SA reality manipulation; SQ damage reduction 10/+1, dream entity, everwatching eye, master of the bayou, walker on the world, word is bond, SR 24; AL CE; SV Fort +16, Ref +14, Will +15; Str 15, Dex 17, Con 20, Int 20, Wis 18, Cha 30 (24).

Skills: Bluff +28, Concentration +26, Diplomacy +22, Escape Artist +12, Forgery +11, Gather Information +22, Hide +12, Intimidate +19, Knowledge (arcana) +14, Knowledge (geography) +11, Knowledge (history) +11, Knowledge (religion) +11, Listen +13, Move Silently +12, Perform (ballad, chant, dance, drama, epic, flute, lute, melody, ode) +16 [+19 with mask], Pick Pocket +12, Read Lips +14, Scry +14, Search



+14, Spellcraft +23, Spot +13, Use Magic Device +22, Use Rope +9, Wilderness Lore +7

Feats: Craft Rod, Craft Wand, Craft Wondrous Item, Empower Spell, Maximize Spell, Spell Penetration.

Reality Manipulation (Su): The Jack of Tears bends and folds reality as easily as some manipulate dreams. For game purposes, he may cast any divine or arcane spell as a standard action. By choosing to cast such a spell as a full-round action, he may alter it as if he had applied any metamagic feat he desires. In any case, Momus does not require material components. These spells function as if cast by an 18th-level spellcaster.

Dream Entity (Ex): Not affected by critical hits, poison, death from massive injury, paralysis, sleep, disease, or death effects.

Everwatching Eye (Sp): As a free action, the Jack can use *greater scrying* as an 18th-level sorcerer to view any area in Blood Bayou or around the Carnival of Shadows' current location. He may spy on a specific individual or move his scrying sensor about the area freely.

Master of the Bayou (Sp): As a free action, the Laughing Man can change the terrain within Blood Bayou within a 10 mile radius of either his current location or the point from which he currently scries. Furthermore, all creatures born in the bayou or having a parent born in the bayou owe him absolute allegiance; they can never attack him, even if charmed or compelled.

Walker on the World (Sp): Momus may use *gate* at will as an 18th-level caster to create a passage between his current location and any area he has scried within the past 10 minutes.

Word is Bond (Ex): When the Jack of Tears enters into a written contract that is signed by all parties, each participant must fulfill its part of the bargain to the letter (including the Jack himself). The party that fails to honor the contract suffers a curse until it is fulfilled. Normally this curse manifests as a -2 penalty to all attacks, saves and skill checks. Any specific curse or penalty can be penned into the agreement, as long as all parties agree to it at the contract's making. If the written contract is somehow destroyed, the agreement becomes void, and any penalties associated with breaking the agreement are nullified.

Possessions: *Rod of the Carnival*, *foolscap*, *mask of the Jack* (see "Magic of the Carnival Krewe").

This description take precedence over specifics in **Creature Collection**.

The Forest of Changing Flesh

Demoiselle Antunes commands this dark woods, a tangled copse thick with moss-covered trunks, twisting branches and moldering underbrush. The trees seem to sway in a breeze, though no wind ever blows. Bones and bits of flesh hang from some of the trees, and if any of the plants are cut open, blood rather than sap spills to the ground.

There are no visible paths through the forest. Visitors who wish to meet with Antunes state their request at the edge and hope for the best as they enter. If she allows them entry, the visitors find that they can push their way through the foliage to the simple dwelling at the center of the woods. If she wants privacy, however, anyone moving into the forest is subject to the effects of *entangle* and *spike growth*.

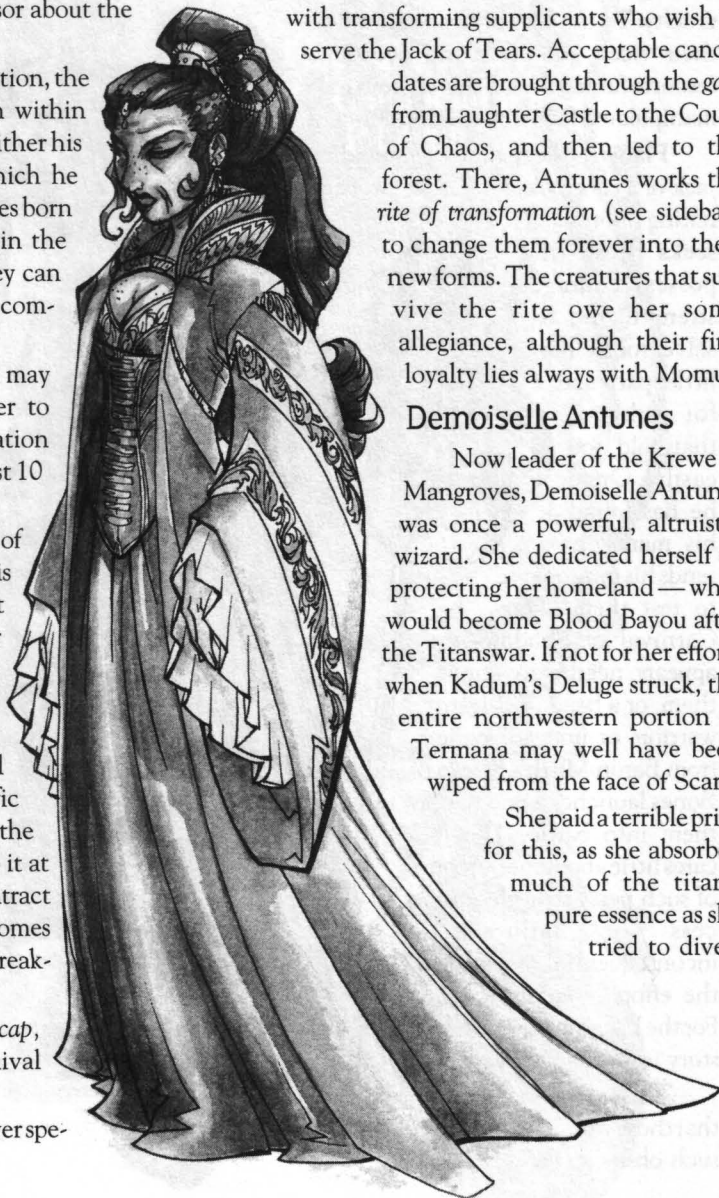
The dwelling is a simple three-room stone hut devoted to Antunes' mystic pursuits. She can be found here when she is not in the Krewe of Mangroves on Blood Bayou. Antunes is charged with transforming supplicants who wish to serve the Jack of Tears. Acceptable candidates are brought through the *gate*

from Laughter Castle to the Court of Chaos, and then led to the forest. There, Antunes works the *rite of transformation* (see sidebar) to change them forever into their new forms. The creatures that survive the rite owe her some allegiance, although their first loyalty lies always with Momus.

Demoiselle Antunes

Now leader of the Krewe of Mangroves, Demoiselle Antunes was once a powerful, altruistic wizard. She dedicated herself to protecting her homeland — what would become Blood Bayou after the Titanswar. If not for her efforts when Kadum's Deluge struck, the entire northwestern portion of Termana may well have been wiped from the face of Scarn.

She paid a terrible price for this, as she absorbed much of the titan's pure essence as she tried to divert



its destructive path. All that was good and charitable was driven from her and replaced with a burning desire to bend living things to her own twisted will. Antunes may have risen to become a powerful figure on par with the Ghouls King, were it not for the Jack of Tears' timely intervention. He came to her as her power was still gathering and bound the wizard to his own will.

Long a servant of Momus, Demoiselle Antunes has grown into a cunning, scheming woman. She is responsible for "designing" alligator warriors, heron priests and other servants of the Carnival of Shadows.

Demoiselle Antunes appears as a handsome middle-aged woman with vibrant red hair. Her skin is tanned and freckled heavily, giving her a deceptively mirthful appearance. She spends little time on her wardrobe, being content with simple green robes.

Tinkering as she does with life force and physical forms, Antunes has no true concept of pain, misery, or other tribulations. She uses and disposes of lovers and test subjects as casually as one might toss aside a used piece of parchment. To her, mortals are puzzles to be physically and emotionally disassembled, studied and put back together in a new, more interesting form.

Plans: Like her followers in the Krewe of Mangroves, Demoiselle Antunes is happiest when left to her own devices. Thus, the Jack of Tears takes particular delight in dragging her into his conflicts with Lord Quick. The other krewes may draw on her followers for missions or intrude on her territory to dig for artifacts or dredge up corpses for recruitment into the Krewe of Bones.

In the past, Antunes was too distracted with her own pursuits to do much about such encroachment. Lately, she has started taking a longer-term approach to her problems. Increasingly weary of the competition and scheming amongst the Court of Chaos, Demoiselle Antunes has chosen to withdraw her krewe into the wilds and slowly build up power. Given time, she believes that she can organize the alligator warriors into a powerful fighting force and subjugate many of the strange monsters that wander the bayou. When the time is right, she plans to open a *gate* into the Court of Chaos and unleash a monstrous army on her fellows. With her rival krewe leaders and the Jack of Tears eliminated, she can finally pursue her studies in peace. To this end, Antunes provides indirect support to those who work against Momus, both to distract him and to weaken his resources as much as possible before she makes her move.

Followers: Alligator warriors form the bulk of the Krewe of Mangroves. In addition, small bands of berserkers who wander the Bayou acknowledge her leadership. These groups are normally composed of murderers and psychopaths exiled from Shambletown or driven out by a lynch mob looking to avenge a

Rite of Transformation

Level: True Ritual — Wiz 5

Components: V, S, XP

Casters Required: 3

Proxy: Yes. Native Blood Bayou creatures totaling at least 15 HD (all must have spellcasting or spell-like abilities).

Casting Time: 24 hours

Range: Close (25 ft. + 5 ft./2 levels)

Effect: One creature

Duration: Instantaneous

Saving Throw: No

Spell Resistance: Yes

Description

Demoiselles Antunes developed this true ritual to transform creatures into useful servants of the krewes. With it, she can transform any living creature into a different form given one day, but the ritual functions only if performed within the Forest of Changing Flesh.

She has never taught this ritual to another, instead relying on proxy casters to lend power to the ritual while she directs its energies.

Spell Effect

A creature transformed through this ritual must be buried alive in the forest dirt. The trees' roots animate, driving through the earth to pierce the victim's body. After the day-long ritual is completed, the creature is released from the earth in its new form, as chosen by the primary caster of the ritual. If the creature is not transformed into a member of one of the usual Carnival Krewe races, it gains the bayou spawn template (see appendix). This transformation is impossible to reverse by any means short of divine intervention.

Transformed beings are utterly loyal to the Jack of Tears, although the ritual's caster may also command them.

XP Cost: 1,000 from each caster. Note that the primary caster can opt to have the transformed being pay her XP cost if that creature was a willing recipient of the ritual.

murder. Technically, the strange monsters spawned in Blood Bayou also fall under this krewe, but as most of these beasts are unintelligent and feral they are normally left to their own devices.

Demoiselle Antunes: CR 22; SZ Medium-size outsider (evil); HD 17d8+85; hp 161; Init +3 (Dex); Spd 30 ft.; AC 24 [flat-footed 21, touch 13] (+3 Dex, +11 natural); Atk +22/+17/+12/+7 melee (1d6+5, crit 17–20/x2, *Demoiselle's blade of life*); SA arcane manipulation; SQ damage reduction 20/+3, dream entity, swamp walker, SR 25; AL NE; SV Fort +15, Ref +13, Will +14; Str 10, Dex 17, Con 20, Int 20, Wis 18, Cha 24.

Skills: Concentration +22, Craft (sculpture) +22, Diplomacy +24, Intimidate +24, Knowledge (arcana)

+22, Knowledge (nature) +22, Listen +21, Ritual Casting +22, Scry +22, Search +22, Spellcraft +22, Spot +21, Wilderness Lore +21.

Feats: Brew Potion, Craft Wand, Craft Wondrous Item, Forge Ring, Spell Penetration.

Arcane Manipulation (Su): As a creature spawned in part by dream energy, Demoiselle Antunes bends arcane power much like Momus can alter reality. She may cast any sorcerer/wizard spell as a standard action. By choosing to cast such a spell as a full-round action, she may alter it as if she had applied any metamagic feat she desires. Antunes does not require material components. These spells function as if cast by a 17th-level wizard.

Dream Entity (Ex): Not affected by critical hits, poison, death from massive injury, paralysis, sleep, disease, or death effects.

Swamp Walker (Su): At will, Demoiselle Antunes may create a gate between any point in Blood Bayou and her domain in the Forest of Changing Flesh.

Possessions: Demoiselle's blade of life (see "Magic of the Carnival Krewe").

The Cathedral of Bone

The Cathedral of Bone is the largest structure in the Court of Chaos. It is built from the multitude of bones uncovered in Blood Bayou in the years since Kadum's defeat. Its first floor is a single, large chamber bare of all furnishings save for a raised platform at its far end. Since the dead never feel pain nor grow tired, they have no need for such trivialities as furniture and other creature comforts. Instead, Baron Mirth conducts all business here while standing, forcing those who seek his audience to stand for hours at a time while he hears their pleas.

A grand staircase descends into the crypts where the elite undead guards who watch over the cathedral tend to their weapons and make plans for the Krewe of Bone's campaigns. As Momus has little desire to expand his reach beyond Blood Bayou, the Krewe of Bones has remained largely inactive of late. Stymied

from mobilizing for war, Baron Mirth sequesters himself and his top aides within the crypts for weeks on end, playing out elaborate wargames that pit the krewes against the collected military strength of Termana. Though the undead never sleep, the Baron can still dream of war in his waking hours.

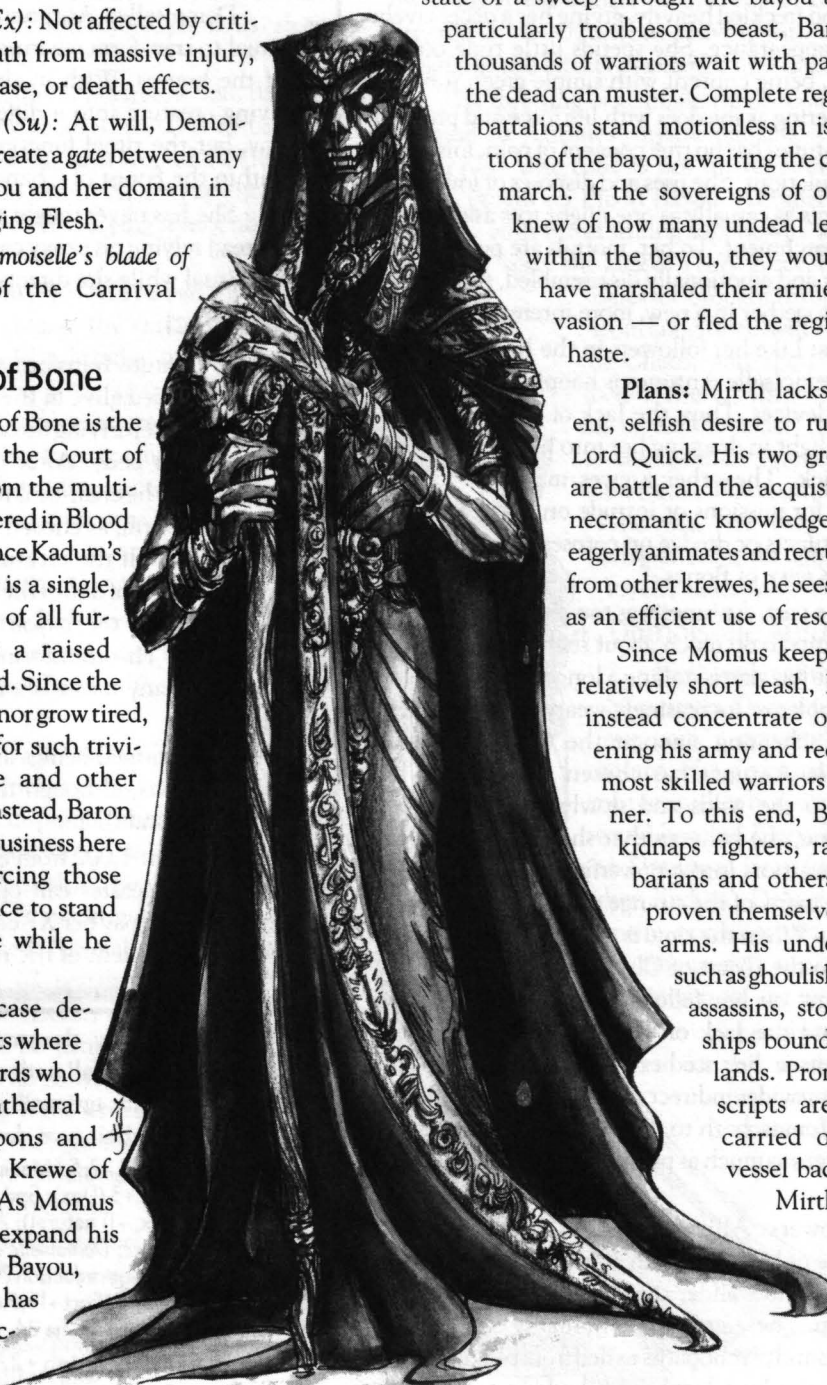
Baron Mirth

Baron Mirth and his Krewe of Bones are a caged tiger. A powerful undead being who has sworn fealty to the Jack of Tears, the Baron dearly wishes to lead his countless skeletons, zombies and ghouls into battle. However, Momus has put him on a tight leash. Aside from the occasional foray into a neighboring state or a sweep through the bayou to destroy a particularly troublesome beast, Baron Mirth's thousands of warriors wait with patience only the dead can muster. Complete regiments and battalions stand motionless in isolated portions of the bayou, awaiting the command to march. If the sovereigns of other realms knew of how many undead legions stand within the bayou, they would long ago have marshaled their armies for an invasion — or fled the region with all haste.

Plans: Mirth lacks the inherent, selfish desire to rule found in Lord Quick. His two greatest loves are battle and the acquisition of new necromantic knowledge. While he eagerly animates and recruits the dead from other krewes, he sees this merely as an efficient use of resources.

Since Momus keeps him on a relatively short leash, Mirth must instead concentrate on strengthening his army and recruiting the most skilled warriors to his banner. To this end, Baron Mirth kidnaps fighters, rangers, barbarians and others who have proven themselves skilled at arms. His undead agents, such as ghoulish rogues and assassins, stow away on ships bound for distant lands. Promising conscripts are slain and carried on another vessel back to Baron

Mirth, who animates the corpse as the latest



member of the krewe.

If the Baron decides that one or more PCs would make good additions to his forces, ghouls and the like prowl after them by night, seeking to overwhelm them with sheer numbers. Over time, undead with levels in wizard, rogue, and assassin may be sent against them if the characters are particularly worthy prizes or if they are seen to pose a threat to Blood Bayou.

Followers: Since all creatures spawned on the bayou owe fealty to Momus, the many undead creatures created in the wake of Kadum's destruction were soon recruited into the krewes. Baron Mirth commands thousands of these undead, bound to him by their allegiance to the Jack of Tears. Skeletal liches and knights, once powerful wizards and soldiers, serve as an elite corps. They spend much of their time within the Cathedral of Bone, planning raids, invasions and defensive actions.

Ghouls and other more powerful undead serve as scouts and spies, while skeletons and zombies form the bulk of the krewe. Pulled from the bayou and animated with necromantic magic, these mindless cohorts are given crude weapons, armor and shields, and are either assigned to patrol portions of the swamp or kept on reserve. Reserves are buried in mud or left rotting in parade formation in isolated parts of the swamp. No matter how remote their location, these reserves can be called to battle in a matter of minutes once the Laughing Man opens a *gate* to them. It is not an idle boast that Baron Mirth has said the Krewe of Bones could put a legion of 15,000 undead soldiers into Sunharrow with two hours' notice.

Baron Mirth, male lich necromancer 10/animat† 10: CR 22; SZ Medium-size undead (6 ft., 9 in. tall); HD 20d12; hp 136; Init +1 (Dex); Spd 30 ft.; AC 35 [flat-footed 28, touch 16] (+1 Dex, +5 natural, +8 armor, +6 shield, +5 deflection); Atk +25/+20 melee (1d10+5, crit 19–20/x2, +4 *bastard sword of arcane puissance***), or +12/+7 melee (1d6+2, *ebon staff*), or touch +10/+5 melee (1d8+5 plus paralysis, Will save DC 23 for half damage); SA fear aura, paralyzing touch, spells; SQ summon familiar, turn/rebuke undead (10/day), *animate dead*, *control undead*, *create undead*, golem creation, destruction, damage reduction 20/+2, dream entity, turn resistance +4, immunities, darkvision 60 ft., undead, permanent spells; AL LE; SV Fort +10, Ref +11, Will +22; Str 13, Dex 13, Con —, Int 22, Wis 18, Cha 17.

Skills: Alchemy +16, Concentration +26, Diplomacy +7, Heal 5 +, Hide +9, Knowledge (anatomy) +16, Knowledge (arcana) +27, Knowledge (nature) +11, Knowledge (religion) +11, Knowledge (undead) +26, Listen +14, Move Silently +9, Scry +21, Search +17, Sense Motive +18, Spellcraft +29, Spot +14.

Feats: Chain Spell*, Craft Magic Arms and Armor, Empower Spell, Exotic Weapon Proficiency (bastard sword), Extra Turning, Power Attack, Quicken Spell, Scribe Scroll, Skill Focus (Knowledge [anatomy]), Specialist Dispel***, Spell Focus (Necromancy), Spell Mastery (*animate dead*, *cadaver dance*†, *haste*, *improved invisibility*, *perfect recollection**).

The Hollowfaust Connection

Several elite units in the Krewe of Bones consist of aesthetic, polished skeletons clad in fine armor and wielding excellent weapons. A successful Knowledge (Ghelspad) (DC 20), Knowledge (necromancy) (DC 15), or Knowledge (Hollowfaust) check (DC 10) reveals that these are superior and masterwork skeletons — creatures normally found in the City of Necromancers (see **Hollowfaust: City of Necromancers**).

Other undead units otherwise exclusive to Hollowfaust may be seen here as well, including *osseous calabra* siege engines. In battle, Baron Mirth shows further Hollowfaustian influence with the use of siege undead (**Creature Collection 2: Dark Menagerie**).

It turns out that Baron Mirth has access to the rare necromantic volume known as the *Osseocabula* (**Relics and Rituals 2: Lost Lore**, p. 233). Barastrondo, a master animator and one of the legendary Seven Pilgrims who founded the city of Hollowfaust, penned the tome. Although Barastrondo ostensibly perished in battle while defending his city, many claim that his corpse was never found. Whispered rumors claim that he never actually died... or that he was resurrected as a lich. If either rumor is true, none can say what has become of Barastrondo.

Regardless of Barastrondo's fate and the circumstances that brought the *Osseocabula* into Baron Mirth's possession, the Baron acts quickly to keep secret any hint of his ties to Hollowfaust. Should he hear of even the slightest rumor along those lines, Mirth would dispatch assassins to slay those involved and bring their corpses to swell the ranks of his army.

Animate Dead (Sp): 1/day — Baron Mirth may cause skeletons to rise and do his bidding, exactly like the spell of the same name. This ability requires no material components.

Control Undead (Sp): 1/day — As the spell. This ability affects only corporeal undead, and requires no material components.

Create Undead (Sp): 1/day — As the spell. This ability creates only corporeal undead, and requires no material components.

Destruction (Sp): 1/month — Mirth may destroy any one undead creature with a successful touch attack. There is no save against this attack, although spell resistance does apply. Otherwise, treat this as a destruction spell cast by an 18th-level caster.

Dream Entity (Ex): Not affected by critical hits, poison, death from massive injury, paralysis, sleep, disease, or death effects.

Fear Aura (Su): Creatures with less than 5 HD and within a 60-foot radius who see Baron Mirth must make a Will save (DC 23) or be affected by fear as cast by a 20th-level sorcerer.

Golem Creation (Ex): Mirth may construct any form of necromantic or undead construct, regardless of normal level requirements.

Immunities (Ex): Immune to cold, electricity, polymorph, and mind-affecting attacks.

Paralyzing Touch (Su): Any creature Mirth touches must make a Fortitude save (DC 23) or be permanently paralyzed. *Remove curse*, *remove paralysis*, and any magic capable of countering a curse can cure this effect. The victim appears dead. Only a Spot check (DC 20) or a Heal check (DC 15) can reveal that he still lives.

Permanent Spells (Su): Baron Mirth has made the following spells permanent upon himself: *detect magic*, *protection from arrows*, *read magic*, *see invisibility*, *tongues*.

Swamp Walker (Su): At will, Baron Mirth may create a gate between any point in Blood Bayou and his domain in the Cathedral of Bones.

Turn/ Rebuke Undead (Su): Baron Mirth may turn or rebuke undead as a 20th-level cleric. Unlike a cleric, however, he may choose freely whether he wishes to turn or rebuke.

Possessions: *Clothborn full plate**, +4 animated large steel shield, +4 bastard sword of arcane puissance**, *ebon staff†*, *animator's band†*, *ring of protection* +5, *cloak of resistance* +4, *The Osseocabula***, altar of Padrah (see "Magic of the Carnival Krewe").

Spellbooks: Mirth's spellbooks contain virtually every non-Enchantment wizard spell from the PHB, **Relics and Rituals**, **Relics & Rituals 2: Lost Lore**, and **Hollowfaust: City of Necromancers**, as well as any other spells the GM sees fit to include in her game.

Necromancer Spells [opposed: Ench] (4/6+1/6+1/5+1/5+1/5+1/5+1/4+1/4+1/4+1) [save DC 16 (or DC 18 Necro) + spell level]: 0 — *arcane mark*, *flare*, *mage hand*, *prestidigitation*; 1st — *bladethirst***, *field of razors***, *magic missile* (x2), *protection from good*, *ray of enfeeblement*, *true strike*; 2nd — *alter self*, *assassin's senses**, *essence flare†*, *flaming sphere*, *fountain of blood***, *perfect recollection**, *smother**; 3rd — *blink*, *dispel magic*, *fly*, *keen edge*, *manaspear**, *phantom wounds†*; 4th — *Evar's black tentacles*, *enervation*, *improved invisibility*, *mind over matter**, *remove resistance***, *repair dead***; 5th — *boneblades***, *essential blade***, *magic jar*, *multiplicity**, *ray of enfeeblement* (chained), *turn resistance***; 6th — *bones of adamantite***, *bull's strength* (empowered x2), *circle of death*, *globe of invulnerability*, *mass haste*, *true seeing*; 7th —

*dark lightning***, *finger of death*, *greater turn resistance***, *Mesos' containment***, *Morden's sword*; 8th — *blackflame**, *horrid wilting*, *negative energy geyser***, *rapid journey**, *screen*; 9th — *censure of Mesos***, *energy drain*, *power word: kill* (x2), *prismatic sphere*.

* From **Relics and Rituals**.

** From **Relics and Rituals 2: Lost Lore**.

† From **Hollowfaust: City of Necromancers**.

Plague Home

Constructed from white rock, this place is an incubator for some of the most horrific diseases known to the Scarred Lands. The awful chorus of the dead and dying fills the halls of the Plague Home. By design, Lord Quick slowly tears away prisoners' resistance to disease, killing them over the course of months as their bodies and minds slowly waste away. Pitiably wretches — most being servants of Lord Quick who have displeased him in some way — dwell here in small cells. Their diseases run rampant, any protection against them that they once enjoyed revoked by their leader for crimes of incompetence or disloyalty. It is against this backdrop that Lord Quick receives visitors, though few indeed care to call upon the krewe leader.

Lord Quick creates plague wretches here. The unfortunate is chained in one of the many small chambers devoted to the plague-wracked. The victim is thoroughly overcome with disease within a few days. Then does Lord Quick's favor touch him, creating a faithful, obedient member of the Krewe of Plagues.

Lord Quick

Lord Quick's origins are not certain. It is said he has admitted to having once been mortal. Given his magical abilities, he may once have been a cleric or druid. He has also said that he once encountered the titan Chern, which may explain the origin of his power over plague and disease. Whatever his past circumstance, he is certainly unique now.

Quick considers his duties as head of the Krewe of Plagues to be something of a bother. He believes that Momus granted him this station to keep him too busy to pose a real threat. The shambling horde of plague wretches grates on his nerves and distracts him from his real goal: seizing power.

Of all the members of the Court of Chaos, Lord Quick is the most ambitious and predatory. He schemes to topple the Jack of Tears and desires not only to rule Blood Bayou but to expand the reach of its power far beyond its current borders. Thus far, his efforts have proven fruitless. While Baron Mirth would make an ideal ally in this effort, he is far too faithful to Momus to consider betrayal. Demoiselle Antunes is too absorbed in her frequent affairs and experimentation in creating new life to bother with

something as distracting as a coup. Still, she has hinted that she's open to negotiation if Quick can guarantee her absolute authority over the deepest areas of the bayou.

Plans: Lord Quick has designed a complex conspiracy to seize the Jack of Tears' throne. First, he must set Sunharrow and Thorvalos against Blood Bayou. Despite the decades of superstition and fear toward the bayou that overshadow these regions, he has made some headway. His elite corps raids settlements to the south, spreading disease and leaving behind obvious clues that they hail from Blood Bayou. This is contrary to the Laughing Man's normal strategy, which relies almost entirely on intimidation and the bayou's reputation to keep his border secure. In the face of such wanton assaults, the realms to the south have already started to respond. To Quick's delight, Momus has yet to find evidence of his involvement in this.

The second part of Quick's plan involves neutralizing the Krewe of Bones. With war on the horizon, he hopes to push Baron Mirth into launching a pre-emptive strike to the south or at least massing his reserves along the bayou's southern border. Once the troops are in position, Quick's followers can launch their assault on the Court of Chaos and clear his way to the throne.

Since so much of Lord Quick's plans rely on introducing unknown quantities and hidden resources into the bayou, he sees adventurers as potentially valuable resources. He does not hesitate to trick such travelers into doing his bidding. His agents work through the Carnival of Shadows, planting misleading documents and spreading rumors to draw adventurers to the bayou. Those heroes who take the bait move

against supposed undead uprisings — actually Krewe of Bones patrols and outposts — thereby distracting Baron Mirth and hopefully weakening his forces somewhat. Quick also uses the Jack of Tears' sinister reputation to stir adventurers into action, spreading claims that Momus seeks to launch an invasion or commit some other atrocity.

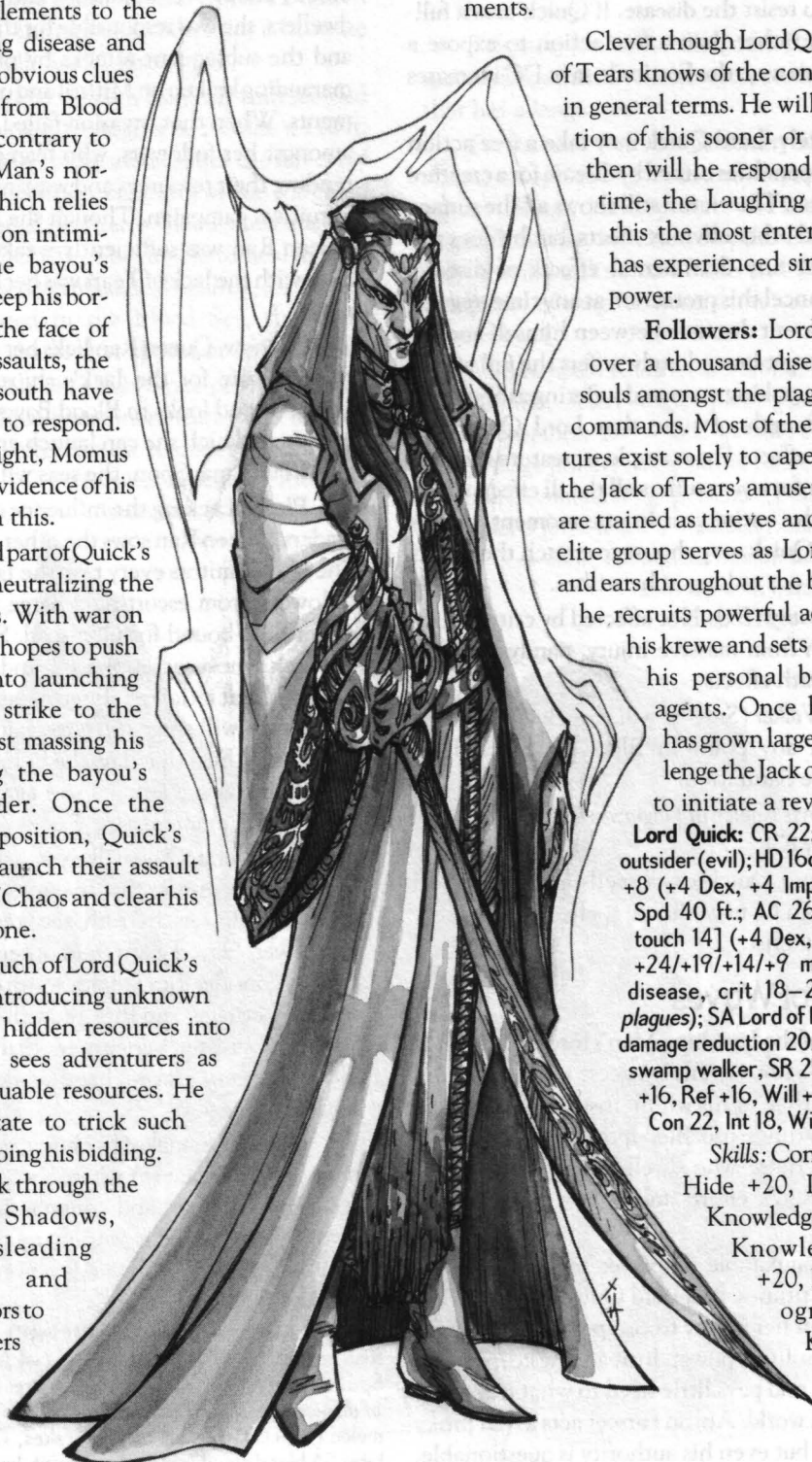
Any time Lord Quick encounters adventurers, he casts himself as a mere pawn, an unfortunate forced against his will to endure his master's torments.

Clever though Lord Quick is, the Jack of Tears knows of the conspiracy, at least in general terms. He will find confirmation of this sooner or later, and only then will he respond. In the meantime, the Laughing Man considers this the most entertaining jest he has experienced since he came to power.

Followers: Lord Quick counts over a thousand diseased, miserable souls amongst the plague wretches he commands. Most of these pitiable creatures exist solely to caper and dance for the Jack of Tears' amusement, but a few are trained as thieves and assassins. This elite group serves as Lord Quick's eyes and ears throughout the bayou. In secret, he recruits powerful adventurers into his krewe and sets them to work as his personal bodyguards and agents. Once his secret army has grown large enough to challenge the Jack of Tears, he plans to initiate a revolt.

Lord Quick: CR 22; SZ Medium-size outsider (evil); HD 16d8+96; hp 181; Init +8 (+4 Dex, +4 Improved Initiative); Spd 40 ft.; AC 26 [flat-footed 22, touch 14] (+4 Dex, +12 natural); Atk +24/+19/+14/+9 melee (1d6+8 and disease, crit 18–20/x2, *rapier of plagues*); SA Lord of Plagues, spells; SQ damage reduction 20/+3, dream entity, swamp walker, SR 25; AL NE; SV Fort +16, Ref +16, Will +17; Str 16, Dex 18, Con 22, Int 18, Wis 20, Cha 24.

Skills: Concentration +22, Hide +20, Intimidate +23, Knowledge (arcana) +20, Knowledge (disease) +20, Knowledge (geography) +20, Knowledge (religion) +20, Listen +25, Scry +24,



Search +24, Spellcraft +24, Spot +25.

Feats: Dodge, Improved Initiative, Iron Will, Leadership, Lightning Reflexes.

Lord of Plagues (Su): As his peers command and shape magic, Lord Quick is the master of diseases of all sort. He automatically knows whether any creature he sees currently suffers from a disease. Further, as a free action, he may expose any creature within 100 feet to any disease of his choice. The target of this ability must make a Fortitude save (DC determined by disease) to resist the disease. If Quick uses a full-round action rather than a free action to expose a creature in this way, the Fortitude save DC increases by 10.

Alternately, Lord Quick may take a free action to cancel the penalties caused by disease for a creature within 100 feet. The victim still shows all the surface symptoms and other obvious effects, but he does not actually suffer any detrimental effects of disease. Quick may cancel this protection at any time, regardless of the current distance between himself and his target. The target immediately suffers the full effects of the disease, making saves and suffering as appropriate for the length of time that Lord Quick has suppressed its effects. For example, a creature shielded from a disease for a year suffers all the ill effects of the sickness for the entire year in one moment. At his option, Lord Quick may choose to stretch the effects of the disease out as long as he wishes.

Dream Entity (Ex): Not affected by critical hits, poison, death from massive injury, paralysis, sleep, disease, or death effects.

Swamp Walker (Su): At will, Quick may create a gate between any point in Blood Bayou and his domain in the Sanitarium.

Possessions: *Rapier of plagues* (see "Magic of the Carnival Krewe").

Spells: Lord Quick casts spells as a 16th-level cleric, although he may choose spells from both the cleric and druid list.

The Krewe of Waves

Newest of the Laughing Man's forces, the Krewe of Waves does not yet enjoy access to the Court of Chaos, other than at his whim. Instead, Queen Ran and her underlings use Bloodport as the point of contact with those who dwell on land, while the majority of Ran's efforts take place beneath the waves.

While comparable in power to Baron Mirth, Demoiselle Antunes, and Lord Quick, her isolation and reach limit her ability to compete with them for political and military power. Instead, she keeps to her aquatic realm and pays little heed to what transpires on the surface world. Anton Farseer acts as her proxy in Bloodport, but even his authority is questionable.

The bone bosuns obey his commands only grudgingly and the creatures of the Krewe of Waves know that the human is only to be obeyed while he remains loyal to their true mistress, and only if his commands are not purely selfish in motivation.

Queen Ran

Queen Ran and her Krewe of Waves are the most recent of the Jack of Tears' allies. She ruled the Blood Sea for years, after overthrowing her brother in a bloody coup. Ever ambitious and hateful of surface-dwellers, she was responsible for the Blood Monsoon and the subsequent attacks by piscine armies and marauding kraken on Mithril and other coastal settlements. When that invasion failed, she faced mutiny amongst her followers, who blamed her for overextending their resources and wasting their warriors on a fruitless campaign. Though she held on to power, Queen Ran was sufficiently weakened that an alliance with the Jack of Tears was her best hope to retain power.

For now, Queen Ran licks her wounds and keeps the seas safe for the Jack's ships. She still desires conquest and looks to Blood Bayou as an ideal foothold from which she can launch an offensive against all of Termana. Soon, the seas will rise again.

Plans: Lacking the influence of the other krewe leaders, Queen Ran sows the other krewes with spies. She also monitors every task the Jack sets before her followers, from escorting a barge to raiding a merchant fleet bound for Ghelspad. She seeks to learn the Jack's most secret plans... and then strike when his guard is at its lowest. Pisceans and other horrors of the depths will surge forth to claim Blood Bayou in her name. Until that day, she bids her followers seek out whatever advantages she can gain against her allies of the moment.

Followers: Queen Ran considers most of the intelligent creatures that live in or on the Blood Sea to be her followers. In truth, she greatly overestimates her power. Flayed giants and other loyal followers of Kadum consider the exploitation of their titan's corpse a great sacrilege, and they hunt the Krewe of Waves with a desire for vengeance. Still, the queen can claim pisceans, kraken, hags, sharks and pirate fleets among her legions.

Queen Ran makes her home in a palace perched alongside the great rift where Kadum is chained. She feeds off his blood and commands her followers to devour his flesh. The warping mutations this causes strengthens them and yields powerful servitors who do her bidding.

Queen Ran, female kraken, Wiz10/Bwt10: CR 20; SZ Gargantuan magical beast; hp 700; Init +4 (+4 Improved Initiative); Spd 20 ft. swim; AC 34 [touch 18] (-4 size, +16 natural, +12 robe of diamonds); Atk +32/+32 melee (2d8+15) large tentacle, +32 melee (1d6+15) x6 small tentacle rakes, +27 melee (4d6+15) bite; SA blood cloud, call Kadum's taint, kraken abilities, spell-

like abilities, *scepter of Nara-noden*; SQ telepathy, *robe of diamonds*; AL CE; SV Fort+22, Ref+12, Will+17; Str 40, Dex 10, Con 36, Int 26, Wis 20, Cha 16.

Skills: Bluff +15, Concentration +50, Diplomacy +18, Intimidate +25, Knowledge (arcana) +20, Knowledge (nature) +15, Knowledge (planes) +20, Knowledge (religion) +10, Knowledge (sea lore) +25, Knowledge (titan lore) +20, Listen +15, Sense Motive +15, Spellcraft +30, Spot +15.

Feats: Craft Wondrous Item, Craft Rod, Empower Spell, Enlarge Spell, Extend Spell, Heighten Spell, Improved Initiative, Leadership, Maximize Spell, Scribe Scroll, Spell Mastery (x2)

Blood Cloud (Ex): Queen Ran can emit a cloud of reddish-black ink 80 ft. high x 80 ft. wide x 120 ft. long. Creatures within the cloud suffer the effects of total darkness. In addition, creatures within the cloud not already tainted by titan's blood must make a Fortitude save (DC 15) or be unable to heal any hit point damage, even with magical healing, for 1 hour. Further, if released in the Blood Sea, the cloud attracts 5d6 dire sharks that appear in 1d6 minutes.

Call Kadum's Taint (Su): Once per day, Queen Ran may telepathically summon nearby sea creatures that have been affected by Kadum's blood. The creatures appear in 1d6 x 30 seconds (1d3 minutes).

The creatures most likely to respond include huge sharks, dire sharks, giant octopuses, giant squids, whales (cachalots) or krakens, or any other mixture the GM desires. Note: GMs may apply the Blood Sea Mutant template from **Creature Collection II** as necessary.

Kraken Abilities (Ex): Improved Grab, Constrict and Jet (see MM).

Spell-like Abilities (Sp): 1/ day — control weather, dark water, dominate monster, resist elements. 1/ month — Denev's fury*.

Telepathy (Su): At will, Queen Ran can communicate telepathically with any creature within 8 miles that has a language.

Possessions: *Robe of diamonds*; *scepter of Nara-noden*; *rod of beguiling*; rods and scepters from various sea devil kings, demon princes and the like (some are magical and may be selected by the GM). Queen Ran has virtually unlimited wealth and dozens (possibly hundreds) of magical items from wrecked ships and captives.

Wizard Spells Known (6/6/6/6/6/5/5/5/4): 0 — chill/warmth, detect magic, flare, ghost sound, mage hand, resistance; 1st — acid spittle*, cause fear, color spray, mage armor, magic missile, shocking grasp; 2nd — blur, commanding presence*, detect thoughts, Dolomar's force wave*, invisibility, mirror image; 3rd — blink, call aquatic humanoid I*, haste, invisibility sphere, mind raid*, touch of the eel*; 4th — greater magic



fang, Ott's resistant sphere, polymorph other, shadow shield, stonewall, water's embrace**; 5th — *call aquatic monster*, dark water, ship snare*, telekinesis, wall of force*; 6th — *call aquatic humanoid II*, circle of death, disintegrate, geas/quest, greater dispelling*; 7th — *banishment, greater scrying, limited wish, soulstrike*, teleport without error*; 8th — *greater circle of seeing*, horrid wilting, iron body, leech field*, strength of Kadum**; 9th — *imprisonment, shape change, two minds*, wish*

* From *Relics & Rituals*.

Queen Ran's full history is outlined in *The Wise and the Wicked* (p. 80). Any notes here take precedence to that description.

Magic of the Carnival Krewe

Demoiselle's Blade of Life

Description: This long dagger was fashioned from silver cooled in the waters of the Blood Sea. Demoiselle Antunes uses it as a key component of the rituals she performs to change her subjects into the many bizarre creatures that populate the bayou.

Powers: This +5 *keen dagger* deals damage as a short sword. Once per week, it can call forth up to 50 HD worth of humanoids, monstrous humanoids or aberrations from bayou soil. These creatures are subject to the user's will and remain for 12 hours or until slain.

Caster Level: 17th; **Prerequisites:** Craft Wondrous Item, *summon monster IX*; **Market Price:** 100,000 gp; **Weight:** 1 lb.

Foolscap

Description: This thick wand is half white and half black. It's unclear just what the item is made of, since Momus has never offered it to anyone else and it's seldom still long enough to take a good look. *Foolscap* is Jack's favorite weapon and accessory; even when not in combat, he often twirls it about and performs other tricks to amuse himself.

Powers: The black end deals 6d6 points of damage with but a touch as if by an *inflict* spell. Similarly, the white end cures all illnesses and wounds and restores all lost abilities, levels and amputated limbs as if *greater restoration*, *heal* and *regenerate* were cast. Either end can be used any number of times per day, but the white end can be used only once per day on the same individual.

Caster Level: 13th; **Prerequisites:** Craft Wand, *greater restoration*, *heal*, *inflict critical wounds*, *regenerate*; **Market Price:** 200,000 gp; **Weight:** —

Mask of the Jack

Description: The Jack of Tears handles this plain white troubadour's mask almost as much as he does *foolscap*. It stays in place if set over his face, but he prefers to hold it there.

Powers: The mask of the Jack acts as a *cloak of charisma* +6.

Caster Level: 8th; **Prerequisites:** Craft Wondrous Item, *charm monster*; **Market Price:** 38,000 gp; **Weight:** —

Minor Artifacts

Rapier of Plagues

Description: This ancient weapon was crafted from the bones and sinew of the first plague victim to walk the Scarred Lands.

Powers: This +5 *keen rapier* automatically inflicts a single disease of its wielder's choice each time it strikes a target. The target saves against disease as normal.

Scepter of Nara-noden

Description: A scepter of jade and pearl, engraved with strange alien sea creatures, this 5-foot-long item is capped with a carving resembling a gilled, fishlike humanoid's face with wide, staring eyes. The elder sea hag Woonaga carved this scepter for Queen Ran in exchange for Ran's aid against the sea devils.

Powers: When the *scepter* is touched against any being's forehead, that being must make a Fortitude save (DC 20) or be transformed into an amphibious creature. A creature with fins has them transform into legs and arms with webbed feet and hands that allow it to retain 1/2 its swim movement. A gilled creature grows lungs. Similarly, a creature with arms and legs develops webbing on the hands and feet and gains movement equal to 1/2 its land movement. A lunged creature grows gills along the side of the head and neck. This transformation is permanent.

A successful save prevents the transformation, and the *scepter* cannot be used against that same individual for another 24 hours. There is no other restriction to the number of times each day the *scepter* may be used.

Major Artifacts

Altar of Padrah

Description: The origins of this artifact are lost to time. All that is known is that it was created in the centuries before the Titanswar. Momus discovered it a century ago as he explored the reaches of his domain. The Jack of

Tears presented it as a gift to Baron Mirth, who has since used it to create lieutenants for his growing legions of undead.

Powers: When placed upon this bronze table, the corpse of a spellcaster re-animates as a lich within 24 hours. Such is the *altar's* magic that it does not matter if the spellcaster was willing to become a lich. The altar may be used once a month. Undead created in this way are unswervingly obedient to the one who placed them on the *altar*.

Robe of Diamonds

Description: This vast and wondrous item resembles a huge net woven with thousands of diamonds, sapphires, rubies and emeralds. The cloak is essentially priceless, but the gems alone are worth over 5,000,000 gp. Only a kraken or other Huge or Gargantuan sea creature can use it.

Powers: The *robe of diamonds* provides a +12 armor bonus and continual *spell turning*. The wearer can use 100 of the robe's gems to imprison living beings' souls. At will, the wearer may use these gems to capture a victim's soul as per *trap the soul*, using the "spell completion" trigger. The gems cease to function if the robe is destroyed or unraveled, and all trapped souls

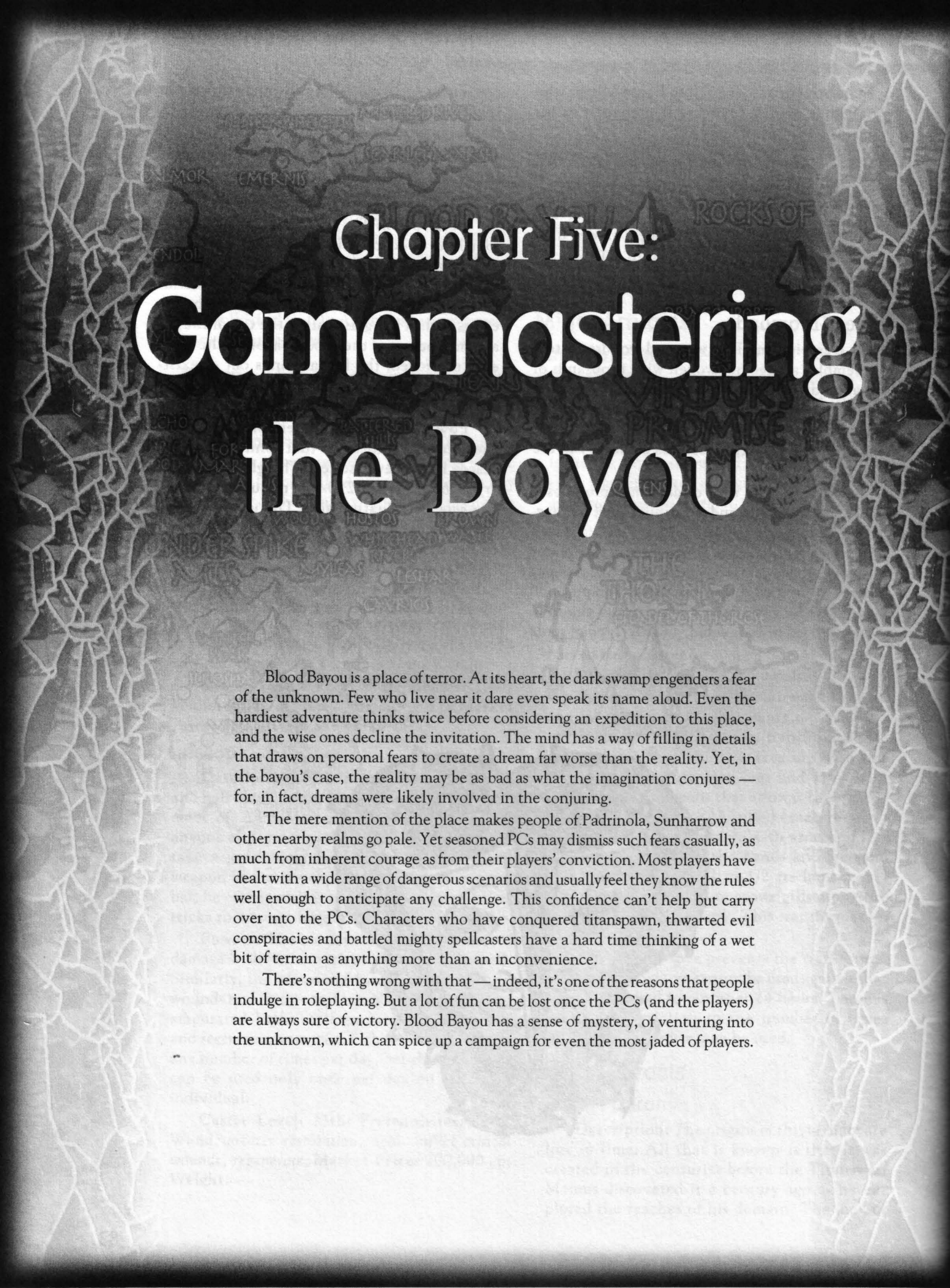
are set free. Of the 100 soul-trapping gems in the robe, about 50 are currently occupied by Ran's enemies or by powerful extraplanar beings from whom Queen Ran can demand service in exchange for freedom.

Rod of the Carnival

Description: The *Rod of the Carnival* is a 3-foot-long wooden stick with a glass globe at one end. Momus created this powerful artifact over a century ago to facilitate the Carnival of Shadows' treks across the world. Indeed, the bazaar exists within the glass ball at the top of the *rod* as a microcosm of the Blood Bayou. If the *rod* is ever destroyed, the bazaar winks out of existence and anyone within it is expelled back through the portal used to enter.

Powers: With the proper command word, the user can create a *gate* that connects any two places he has ever scribed. The globe acts as a *crystal ball* to view a 250-foot radius centered on the *gate's* destination site. The user can view the globe as a free action, and there is no limit to the number of times a *gate* may be created. Should the artifact be destroyed, the current *gate* vanishes and anything within that radius is propelled back through it (no save).





Chapter Five: Gamemastering the Bayou

Blood Bayou is a place of terror. At its heart, the dark swamp engenders a fear of the unknown. Few who live near it dare even speak its name aloud. Even the hardiest adventure thinks twice before considering an expedition to this place, and the wise ones decline the invitation. The mind has a way of filling in details that draws on personal fears to create a dream far worse than the reality. Yet, in the bayou's case, the reality may be as bad as what the imagination conjures — for, in fact, dreams were likely involved in the conjuring.

The mere mention of the place makes people of Padrinola, Sunharrow and other nearby realms go pale. Yet seasoned PCs may dismiss such fears casually, as much from inherent courage as from their players' conviction. Most players have dealt with a wide range of dangerous scenarios and usually feel they know the rules well enough to anticipate any challenge. This confidence can't help but carry over into the PCs. Characters who have conquered titanspawn, thwarted evil conspiracies and battled mighty spellcasters have a hard time thinking of a wet bit of terrain as anything more than an inconvenience.

There's nothing wrong with that — indeed, it's one of the reasons that people indulge in roleplaying. But a lot of fun can be lost once the PCs (and the players) are always sure of victory. Blood Bayou has a sense of mystery, of venturing into the unknown, which can spice up a campaign for even the most jaded of players.

Fear and Loathing in Blood Bayou

The first and most important ingredient in running a successful Blood Bayou adventure is fear. The bayou is a place of nameless horrors. The Jack of Tears and his Carnival of Shadows are literally the bogeymen for all of Termana. Mothers tell their children to get to bed before the Jack comes to take them away. Grown men latch their doors shut after dark for fear that the Carnival or its krewes come to call that night.

Yet, despite its dark reputation, the Carnival still draws visitors. For all their talk of the terrors Blood Bayou holds, the folk of Termana still allow their curiosity and the promise of a night of decadence to overcome their fears. Blood Bayou offers horror beyond description, but it possesses an undeniable lure that many cannot deny.

We see this in the real world, with the popularity of ghost stories and thrillers and slasher flicks. It's fun to be scared, at least when you know that there's no real danger. That may be how the people of Termana rationalize things, but the residents of Blood Bayou and the Carnival of Shadows aren't always accommodating. Still, the GM can tap into that very paradox for campaigns that venture into Blood Bayou.

The Language of Fear

The most useful tactic to enforce Blood Bayou's terrible mystique is to portray it through NPCs. If the players see that NPCs are obviously afraid of the bayou and its inhabitants, they may come to respect and fear the place themselves. This works best if you can insert such portrayals into your campaign some time before the players even know that their characters will journey there. A whispered mention here, an overheard tale there, can be attributed to your building a general mood for the game. You can do the same thing with places like Burok Torn or Calastia; such descriptions add to a campaign's richness even if the PCs end up never going to all the places available.

Still, the Blood Bayou and its lord, the Laughing Man, are not exactly casual topics of conversation. One does not barge into an inn and ask the quickest route to the bayou or strike up a conversation about the Jack of Tears' true nature. However, everyone from commoners to kings makes occasional, indirect references. They may call Blood Bayou "the northlands," "the black swamp," "the dark bogs," or even "the bayou," but they don't use the formal name unless forced to. The appellations listed below are common nicknames that various locals apply to Blood Bayou and to Momus. Pepper these in conversation and come up with others as you see fit.

Blood Bayou: The swamps, the black swamp, the dark bog, the pits, the mire, the black land, the dread, the wastes, the devil swamp.

Momus: The Laughing Man, the Jack, King of Pain, the devil, the tempter, the black jester, death's grin, the jester, the bogeyman, the black one.

A dire oath in the realm may be "the Jester take you," a reference the supposedly terrible fate that awaits those that the Carnival of Shadows claims. A barkeep might compare an obviously stupid or suicidal idea to "taking a walk in the black land." For example, an NPC may say that he'd rather take a walk in the black land than encounter a particularly dangerous figure that the PCs seek. It's up to you just how you implement these phrases; use what's appropriate for your gaming group and the tone of your campaign.

Superstitions

Just as your NPCs' words can illustrate the dread and fear surrounding Blood Bayou, so too can their actions. Every last bit of bad luck, from accidentally breaking a dinner plate to coming down with a disease, can be ascribed to the swamp. It is human nature to fixate on something we fear and ascribe blame to it for a variety of problems.

A host of superstitions is certain to have arisen relating to Blood Bayou. Think of superstitions people observe in the real world. Now, consider how important they would be in a world where magic really does work and the bogeyman is a very real threat. Throwing spilled salt over your shoulder to ward off evil spirits becomes much more important when evil spirits are an everyday reality.

Depicting the strange superstitions relating to Blood Bayou has two effects that help enhance the atmosphere in your games. First, it adds a layer of detail to the campaign. Second, and more importantly, it actively engages the players' curiosity and attention. For example, the inhabitants of a region may have a tradition of setting aside one extra plate during every meal as a respectful gesture to the Laughing Man so that he does not send any ills their way. So the PCs may find their serving wench setting an extra plate at their table, or a traveler supping at their camp may be upset when the characters don't set aside extra food.

This kind of detail does a better job of expressing the local color and attitudes than by simply telling the players about it. Players who discover something in the course of roleplay are far more likely to remember it than if it's yet another long, expository narrative.

Here are some sample superstitions along with their meanings and applications in a game session.

- When the characters take a room for a night in a town, a servant spreads salt on the thresholds and windowsills in each of their rooms. If asked, the residents hint that legend holds that the sea is the

only thing that keeps the black one's evil from spreading. It's the salt in the water, they reason — the Jack and his followers despise its taste and feel, making any portal dusted with it proof against their intrusions.

- Characters visiting an inn see pitchers of water on each table. They soon see that no one drinks from the pitchers, however. Instead, over the course of the night, they observe that even the drunkest reveler pauses to douse any spilled wine or ale with water. Serving maids likewise pour water on any spills before cleaning them up, and take care to keep the pitchers filled. Legend holds that the smell of spilled liquor draws the thirsty Carnival Krewe. Splashing it with water weakens the liquor and renders it too thin for the krewes to bother with.
- No one in town wears red and black at the same time. Characters so attired are the subject of dark looks and whispers and are treated like pariahs. The last time the Carnival came to town, its jesters and revelers were clad in those colors. Anyone who wears them is asking the krewes to take him away. Buildings once painted in those colors, even family crests, have been altered. If the Carnival visits again in a different array of colors, the superstition changes to accommodate.

Laying the groundwork with such details — whether over six sessions or two dozen — will establish the mood of Blood Bayou before the PCs ever set foot in the swamp. Such efforts should fill the players with equal parts of excitement and unease whenever you reveal that the PCs must journey into the bayou.

Building such an aura of fear takes effort, but the results are worth it. An old saying goes “Show me, don't tell me.” This statement applies doubly to roleplaying games, for you must rely on the spoken word to create atmosphere.

Attitudes and Beliefs

The Blood Bayou and the roving Carnival of Shadows have given rise to a wide range of strange beliefs, social customs and attitudes. When the characters enter a settlement near the bayou or one that has experienced a visit from the Carnival, they may encounter all sorts of social entanglements arising from the fear and paranoia the residents feel.

In some towns, xenophobia sets in. The Carnival embodies all that is frightening and dangerous about outsiders. In isolated villages, this hatred and fear drives the commoners to blame all strangers for any ills they see. The characters find that inns refuse them service, merchants charge outrageous prices for the simplest wares, and hostile glances follow them wherever they go. The town's elders may ask the party to move along rather than camp near town. If a murder, robbery, or any other crime occurs during the

PCs' visit, they may face a lynch mob eager to turn its fear into rage. An opportunistic villain might use this situation to delay or destroy the characters, especially if he can use magic to disguise himself or charm a few important people and manipulate their fears toward the PCs.

In other towns, the residents may harbor grudges or hatred against a specific set of people. Halflings may not be welcome in one village, since all the performers and heralds from the Carnival's last visit were of that race. The characters may be forced to choose between their loyalty to a friend and their need for shelter, food, and other supplies.

Places that have never experienced the Carnival's capricious, grimly humorous evil will have a very different outlook. Visits from the Carnival are extremely rare and enjoy anticipation far more than any trepidation. While disappearances occur when the Carnival leaves, the town's residents believe (or at least convince themselves) that those who went with the Carnival did so willingly. These places have a few reminders of the Carnival's visits — a fluttering pennant here, a masque kept on display there — which put it at odds with its more superstitious neighbors. Such settlements lack any real consensus regarding the status of the Carnival and the Laughing Man. Factions may form their own opinions, but no one view dominates. This attitude is most common in communities that are strongly chaotic, places where social structure is lax and residents' comings and goings are not tracked in any detail. With an itinerant population, an unstable government and/or a less rigidly enforced moral code, these towns are more accepting of the Carnival and its delights. The Jack may be thought of as a simple trickster rather than a feared, dangerous predator.

Towns like this make more of an impression if the PCs have already learned to fear the Laughing Man. The characters may find such a seemingly oblivious populace even more unnerving than the xenophobic townsfolk described above. Further, it can give rise to interesting roleplaying if the characters try to educate their hosts on the darker aspects of the Carnival. Some folk may appreciate the effort, but others might spurn or even outright condemn the PCs for making wild claims.

Strange Encounters

In addition to the attitudes and fears the characters encounter, the GM might also apply blatant signs of the Jack's activities. The PCs may come upon the burnt-out wreckage of a town. Closer investigation reveals pennants and decorations commonly used by the Carnival of Shadows. It becomes clear that whatever event destroyed the town occurred on the night of the carnival's visit.

The PCs may also find that, judging from the condition of the wood and the amount of debris covering it, the town must have been destroyed decades ago. However, the Carnival's pennants, while under the same amount of debris and clearly not staged, show nowhere near the same wear and tear as the town — perhaps a few months or maybe a year old. Even more baffling, no one in nearby settlements recalls that a town ever existed at the site of the ruins.

This sort of encounter involves neither combat nor heavy roleplaying, yet it goes a long way to establishing the tone for the Carnival of Shadows and its mysterious master. Just as interacting with superstitious, frightened, or strange NPCs can impress upon the characters the fear and respect people hold toward the bayou's denizens, such encounters set the tone for their eventual exposure to the dark swamp.

Following are a few more ideas for artifacts and sites the characters might find. Some of these encounters could be connected to Momus' attempts to spy on the characters directly. Others may simply be strange coincidences or meaningless jests the Jack of Tears uses to strike fear into enemy and innocent alike.

- The characters spend the night in a village that looks forward to the Carnival's visits without reservation. The town is known locally for having several degenerate families that produce sorcerers and madmen in equal measure. It is also the source of frequent violent crimes and outbreaks of plague. The inn features several paintings made by a local artist that depict the Carnival's last visit (nearly eight years ago). Close inspection (Search DC 15) reveals that the PCs — depicted in the clothes and other gear that they wear currently — are included among the revelers! The townsfolk may even have treated the PCs as returning heroes. Or the characters are treated like any other people new to town, but the villagers are unimpressed, even blasé, when the PCs point out that they're shown in the pictures with the rest of the townsfolk.
- Whenever the characters enter a town, they notice a dwarf dressed as a jester watching them. The dwarf dashes off whenever they attempt to follow or approach him. Even a most determined pursuit cannot catch him as he vanishes around a corner. If the characters ask about the dwarf, the townsfolk grow quiet. While no one has seen or heard of him before, his dress reminds them of the clothes normally worn by entertainers with the Carnival of Shadows. Some elder may recall that the last person to see this dwarf was some wizard, who disappeared soon after inquiring about the dwarf.
- As the characters travel near Blood Bayou, an innkeeper recognizes them as the people a courier was looking for a short time before. The innkeeper cannot recall any details about the courier except

that he remembers the messenger said he was going to stay at a nearby hostel. If the characters go to the hostel, they learn that the courier is supposedly praying at a nearby temple. The hostel's staff, like the innkeeper, cannot remember any specifics about the courier. This pattern repeats itself, perhaps leading the characters from town to town, until they finally reach a small shack at the edge of town. Inside, they find the decades-old skeleton of a human clutching a weathered envelope. It contains a message in flowing script that reads "Persistence does not always pay." The note is signed with the stamp of a laughing mask.

Atmosphere and Game Rules

Sometimes, the rules of the game can get in the way of how you want to develop your campaign. For example, the encounters given in this chapter are not based on specific rules or magical effects that the Laughing Man can normally perform. There's nothing wrong with that. Sometimes, it's more fun to ignore what the rules say regarding what an NPC or monster can do in order to enhance the mood or feel of an adventure.

For example, you might want to have Momus appear and deliver a cryptic message to the characters. While the characters make their camp a hundred leagues from the bayou, a ghostly image of the Jack of Tears appears in their campfire and recites a haunting poem. While the Laughing Man might not have access to a spell capable of creating exactly that effect under those circumstances — at best, you could argue its some application of the *Rod of the Carnival* — the encounter heightens the tension and serves to move the adventure along its course.

You can be comfortable taking a fair amount of leeway when the PCs are not in actual danger, but the more directly an event is related to combat, the closer you must stick to the rules. In the example above, Momus merely delivers a message. He does not cast *disintegrate* or leap from the fire to strangle a PC. Fundamentally, the encounter does not penalize or endanger the characters.

A small bit of color in an encounter or an unsettling bit of magic can help enhance an adventure, but such details should never be used as an excuse to place the characters in danger or overcome their abilities. The combat and CR rules assume that the characters have full access to their abilities. If you arbitrarily allow monsters to launch a surprise attack on the party without giving the PCs a chance to spot the ambush, you make the skill ranks that the players spent on Listen and Spot worthless. Nobody selects skills, feats and spells just to fill space on their character sheet.

Part of the appeal of roleplaying games lies in designing cool characters. If one of your players is excited about playing an eagle-eyed archer, he won't enjoy it when you decide that the Jack waves his hand in what amounts to a free action and destroys the character's bow, without at least giving that character the benefit of a saving throw or any other such mechanic. Players want their characters to have a definite impact on the game, rather than feeling like they exist merely as bit parts in a story you're telling them.

So stick as close to the rules as possible when creating effects and encounters that may harm or hinder the characters directly. This gives your game a sense of fair play and grants the players a chance to flex their characters' muscles (whether literally or figuratively). Remember, roleplaying games should be fun for you *and* your players.

It's best to restrict instances like this to scenarios outside of combat. You may also let the players know that you sometimes bend the rules, but make it clear that you never do so in situations that can hurt the party. Also, chat with the group immediately after a game session to get their feedback. Just like an actor or comedian needs to play off her audience's reaction, so too should you get a sense of when the players like what you're doing and when it makes them feel uncomfortable. Some players — especially those who have had bad experiences with arbitrary GMs who gleefully slaughter PCs or railroad them through burdensome plots — might be suspicious of your motives at first. If so, try working in strange effects and inexplicable events slowly at first until the players are comfortable. Once you earn the players' trust, your options open up quite a bit.

Heroism and Rewards

It might seem odd to discuss heroism after discussing the best ways to build an aura of horror and desperation. A successful game generally needs to use both to keep the players coming back for more. After all, roleplaying games are mostly about larger than life heroes who defeat terrible monsters and villains. Even campaigns set in the horrors of Blood Bayou should not be divorced from this approach. In fact,

the players can find it even more rewarding in the right measure.

After building up the fear tied to the Jack of Tears and his minions, the characters can confront that evil and (hopefully defeat it). In the aftermath, the players should see that their efforts had some positive impact on the world. Gold, magic and other material treasures are always nice, but the satisfaction of knowing that they have had a tangible effect on the campaign is one of the best treasures you can offer. Even in campaigns that stress horror and fear, such events can have a big impact on how the players approach the game.

Running a game in or near Blood Bayou is a bit of a balancing act. On one hand, you want the characters to have a healthy respect and fear for the Laughing Man. On the other, you want them to become heroes and strive to achieve their goals. In a campaign that features strange magic and bizarre horrors, overcoming the very source of that fear is a great reward. This doesn't mean the characters should casually stride into the bayou and behead Momus. It can certainly mean that they have the chance to defeat his lesser minions that plague towns and settlements, foil his plans to conquer and subvert the region around the bayou, and rescue some of the innocent who have been lured into his web of lies. Give the PCs a chance to be heroes. If they feel that they never make progress toward their goals, they'll feel frustrated and will have little interest in continuing the game.

Final Word

Blood Bayou has a distinct feel and character to it that few other areas of the Scarred Lands — or most any other setting — can mimic. You can certainly run a campaign where the PCs march boldly across the swamp, topple the Carnival of Shadows and skewer the Laughing Man. That sort of adventure can be fun, but that's not the style of campaign that this book is about.

Still, the final decision on how to use this material always rests with you. Like any other gaming sourcebook, **Blood Bayou** is just a tool to help you build scenarios and campaigns as you see fit.

Appendix: Horrors of the Bayou

Blood Bayou is a home to a vast array of strange and wondrous creatures. The dream energy that permeates the realm and the warping influence of Kadum's blood combine to produce many new monsters, with misshapen beings arising from the murk on an almost daily basis. Owing to the insidious influence of the mysterious Psyclus, all creatures spawned in Blood Bayou owe allegiance to the Momus or whoever rules in his place. Thus, the legions at his command grow each day.

Please refer to **Creature Collection** for full details on many of the monsters native to Blood Bayou, as well as members of the Carnival Krewe. This section focuses on new creatures that the PCs may encounter.

Carnival Krewe, Mirth Jack

Hit Dice:	Large Giant 6d8+18 (45 hp)
Initiative:	-1 (Dex)
Speed:	30 ft.
AC:	15 (-1 size, -1 Dex, +4 natural, +3 studded leather)
Attacks:	Greataxe +9 melee
Damage:	Greataxe 1d12+7
Face/Reach:	5 ft. by 5 ft./10 ft.
Special Attacks:	Overwhelming grapple
Special Qualities:	Empty mind
Saves:	Fort +8, Ref +1, Will +3
Abilities:	Str 20, Dex 9, Con 17, Int 6, Wis 12, Cha 8
Skills:	Intimidate +3, Listen +3, Spot +7
Feats:	Alertness, Weapon Focus (greataxe)
Climate/Terrain:	Blood Bayou
Organization:	Solitary, pair, work team (3-7), krewe (8-24)
Challenge Rating:	3
Treasure:	None
Alignment:	Always neutral evil
Advancement:	By character class

Description

Mirth jacks are lumbering humanoids who look like tall, overweight humans with vacant smiles and pale, featureless skin. Spawned within Blood Bayou, they serve as workers, laborers and, when necessary, shock troops for the krewes. While powerfully built, they are quite dull-witted, and are at their best when under the strict direction of a commander. The population of mirth jacks is spread evenly across all krewes. They provide muscle to erect buildings, dig ditches, maintain the Carnival of Shadows and complete other simple tasks that require physical labor. Dense and unthinking, these simple creatures find pleasure in service to the Jack of Tears.

Demoiselle Antunes creates the mirth jacks using subjects that are either in excellent physical condition or have the potential for great strength. The victims are sculpted into nearly mindless servitors. Humans, dwarves, and even oxen and other beasts of burden can be sculpted into mirth jacks.

Mirth jacks are so named not because of any particular connection to Baron Mirth, but because they always smile, even when engaged in combat or strenuous labor. The Demoiselle designed these creatures to find intense pleasure in service and toil. Even while engaged in

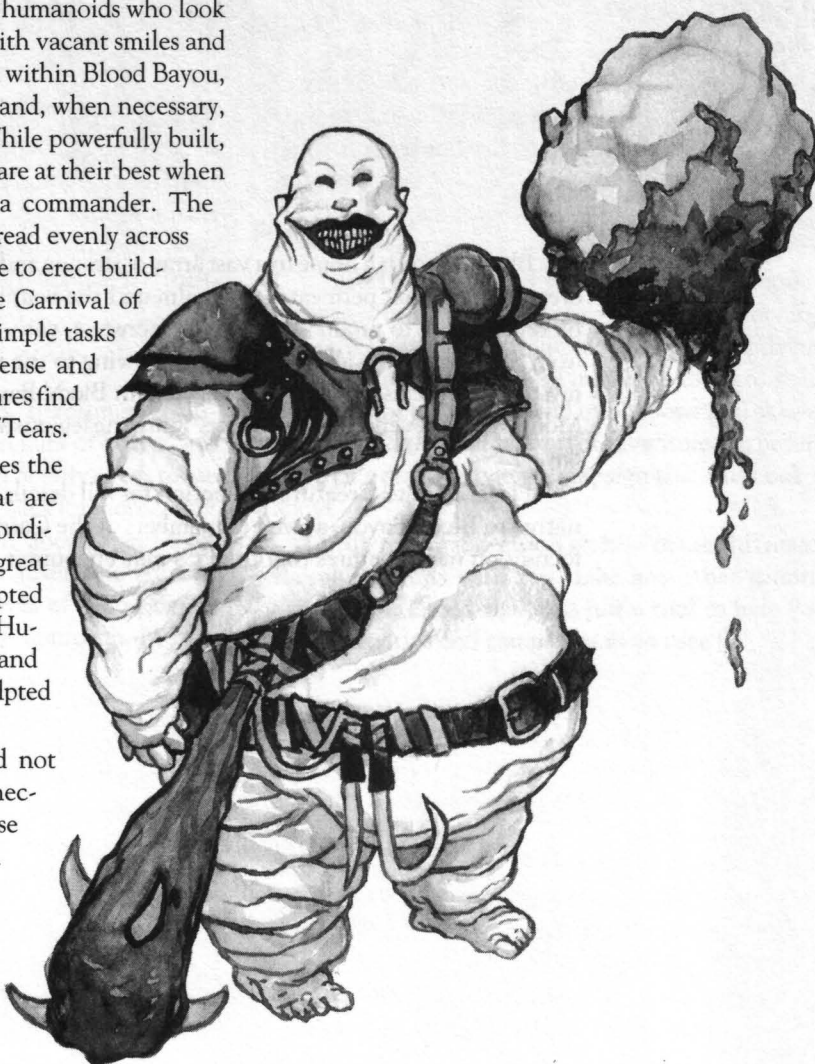
the most difficult work, the jacks' senses dance with joy. Only when kept from their work does their smile lose any of its luster.

Combat

In battle, mirth jacks fight with sledges, mauls, axes, and other tools they normally carry. They typically rely on an overpowering charge to sweep aside their enemies, and never use complex tactics or planning unless someone is present to coordinate their efforts. They serve the krewe with blind obedience, willingly throwing their lives away if so ordered.

Overwhelming Grapple (Ex): With their powerful arms and flabby but strong bodies, sewer jacks excel at overpowering their foes with a grapple. They receive a +4 bonus to all grapple checks, in addition to any gained from size and Strength.

Empty Mind (Ex): Immune to all mind-influencing effects. A mirth jack's mind is too simple to be turned to anything other than the fulfillment of its orders.



Carnival Krewe, Silken Parasite

Hit Dice:	Medium-Size Shapechanger 2d8+2 (11 hp)
Initiative:	+7 (+3 Dex, +4 Improved Initiative)
Speed:	30 ft.
AC:	13 (+3 Dex)
Attacks:	Slam +1 melee
Damage:	Slam 1d3
Face/Reach:	5 ft. by 5 ft./5 ft.
Special Attacks:	Hypnotic gaze, detect thoughts
Special Qualities:	Desirous form, paternal desecration, immunities
Saves:	Fort +4, Ref +6, Will +5
Abilities:	Str 10, Dex 16, Con 13, Int 13, Wis 14, Cha 18
Skills:	Bluff +13*, Disguise +13*, Escape Artist +8, Listen +4, Perform (carnal, dancing, singing, plus any 2 others) +13*, Sense Motive +7*
Feats:	Endurance, Improved Initiative
Climate/Terrain:	Blood Bayou, Carnival of Shadows
Organization:	Solitary, pair, trio, harem (4–8)
Challenge Rating:	1
Treasure:	Standard
Alignment:	Always neutral evil
Advancement:	By character class

Description

In their natural form, silken parasites are tall, slender human-seeming females with long, flowing hair, flawless alabaster skin, and coal black eyes. Formed in the bayou from the latent energy of erotic dreams, these creatures serve the Momus as spies and are the centerpiece in a bizarre plan to subvert the world beyond Blood Bayou.

Silken parasites can change their forms to appear as attractive, appealing members of either gender and of any humanoid race. Their exact form is determined by the wants and tastes of their target. Once in this form, the silken parasite attempts to seduce its victim, bedding down with him or her for the night before fleeing with the dawn. The victim remembers only a pleasurable night with a stranger and shows no outward physical changes.

Instead of targeting their victims directly, silken parasites seek to subvert and control their lines of descendants. Any person who sleeps with a silken parasite is affected by a

magical curse, such that the next child they either sire or conceive is affected by a powerful curse that compels him to serve and obey the ruler of Blood Bayou. By seducing nobles and other important figures, the silken parasites sow the seeds for a generation of rulers who will gladly dance to the Momus' tune.

Combat

Silken parasites avoid battle at almost any cost. They are few in number and are vital to the Momus' plans to secure his position in Blood Bayou and the world at large. They usually attempt to flee or to use their shapechanging abilities to take a new form and thereby evade any pursuers. If pressed into battle, they fight to the death. Such is their loyalty to the Momus that they would rather die than allow their secret to be revealed.



Hypnotic Gaze (Su): Once per round as a free action, the silken parasite can invoke an effect identical to the *daze* spell as cast a 2nd-level sorcerer (Will negates, DC 14).

Detect Thoughts (Su): A silken parasite can continually detect thoughts as the spell cast by a 4th-level sorcerer (Will negates, DC 16).

Desirous Form (Su): Silken parasites can assume the form of a creature that is the ideal sexual partner for a single target. The silken parasite must be able to read its intended victim's mind and spend 1 full round changing its form.

Paternal Desecration (Su): Any creature that engages in sexual activity with a silken parasite contracts a magical curse with a failed Fortitude save (DC 18). This illness has no outward symptoms. Instead, the victim conceives or sires a child the next time she or he sleeps with a person of the appropriate gender.

The child thus produced, upon reaching puberty, hears an undeniable call to visit Blood Bayou and swear fealty to the Momus or its current ruler. The curse can be lifted with a successful remove curse or the like before the child is conceived, but afterward no magic short of divine intervention can remove it. The child's very soul belongs to Blood Bayou. Only death can sever its connection to that place.

Immunities (Ex): Silken parasites are immune to sleep and charm effects.

Skills: A silken parasite receives a +4 racial bonus to Bluff, Disguise, and Perform checks. *When wearing a form desirous to a particular creature, a silken parasite receives an additional +10 circumstance bonus to Disguise checks with regard to that creature. If it can read an opponent's mind, it gets a +4 insight bonus to Bluff, Disguise, and Sense Motive checks against that creature.



Templates

The bayou spawn and the mad one are two templates you can use to create new versions of existing creatures to reflect the strange and twisted lifeforms that dwell within Blood Bayou.

Bayou Spawn

Blood Bayou continually spawns strange new creatures from the mixture of dream energy and titan ichor that saturates its soil. Some of these creatures quickly perish, while others persist for a time before falling victim to hunting parties or predators. Once in a great while, though, a wholly new race emerges from the mud, one capable of sustaining itself over a few generations and carving out a niche in the bayou's ecosystem.

Creating a Bayou Spawn

"Bayou spawn" is a template that may be added to any aberration, animal, beast, dragon, fey, giant, humanoid, magical beast, monstrous humanoid, plant, or vermin. The creature's type becomes "aberration," and it is considered to be a member of the carnival krewe. It gains new magical abilities and a twisted morphology that may render its original form unidentifiable.

A bayou spawn uses its base creature's characteristics except where noted below.

Hit Dice: The bayou spawn gains 4 additional Hit Dice. The new total may exceed the normal values for that creature's size listed under Advancement.

Initiative: As base creature.

Speed: All bayou spawn can swim at a rate equal to their walking speed.

AC: As base creature.

Attacks: As base creature. If the base creature had a good base attack bonus (as a fighter), it retains that quality as a bayou spawn.

Damage: As base creature.

Face/Reach: As base creature.

Special Attacks/Qualities: Bayou spawn all have different special attacks and qualities. Divide the creature's base CR in half and add 2. The result equals the spell level of the spawn's special attack or ability. Choose or determine randomly a divine or arcane spell (50% chance of either) of the appropriate level. The spawn may use this spell as an ex-

traordinary ability three times per day as a sorcerer whose level equals its adjusted Hit Dice. It may manifest this ability as a breath weapon, a touch attack, or in some other nonstandard way. The creature does not actually cast the spell. Instead, an organ or some other aspect of its form allows it to duplicate the spell's effects.

Alternatively, you may grant the spawn the use of two spells whose levels are two lower than the level of its single, base ability. For example, a spawn allowed access to a 5th-level spell as a special ability may instead gain two 3rd-level ones in its place.

Saves: As base creature, modified for having advanced 4 HD.

Abilities: Strength +2, Constitution +4.

Skills: As base creature, plus the creature gains a +8 racial bonus to Wilderness Lore checks.

Feats: As base creature.

Climate/Terrain: Blood Bayou.

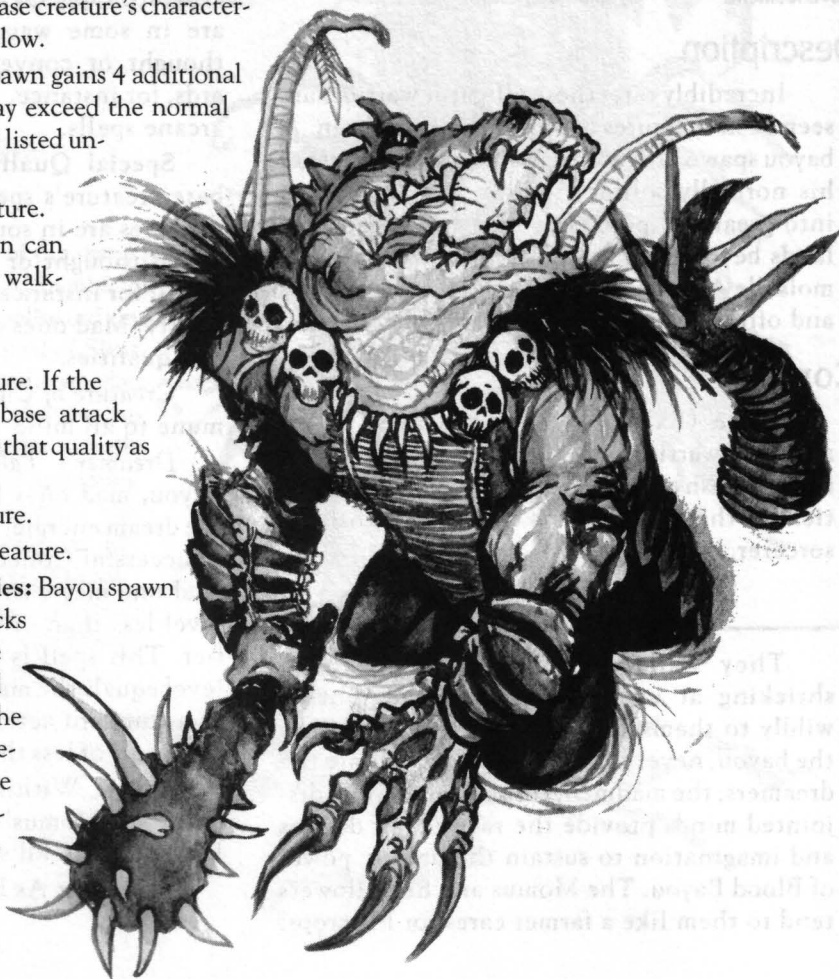
Organization: As base creature.

Challenge Rating: As base creature +2.

Treasure: Standard.

Alignment: Usually neutral evil.

Advancement: As base creature.



Sample Bayou Spawn

Carnival Krewe, Bayou Spawn Alligator Warrior

	Large Aberration
Hit Dice:	10d8+50 (95 hp)
Initiative:	+6 (+2 Dex, +4 Improved Initiative)
Speed:	40 ft., swim 40 ft.
AC:	24 (-1 size, +2 Dex, +10 natural, +3 studded leather armor)
Attacks:	Short sword+14 melee, bite+12 melee, tail slap +12 melee; or spear +11/+6 ranged
Damage:	Short sword 1d6+5; bite 1d8+2; tail slap 1d10+2; spear 1d8+5
Face/Reach:	5 ft. by 5 ft./10 ft.
Special Qualities:	<i>Haste</i>
Saves:	Fort +8, Ref +9, Will +6
Abilities:	Str 20, Dex 15, Con 20, Int 12, Wis 8, Cha 6
Skills:	Climb +6, Craft (trapmaking) +3, Hide +4, Jump +6, Listen +5, Move Silently +5, Spot +5, Swim +14, Wilderness Lore +13
Feats:	Improved Initiative, Multiattack, Power Attack
Climate/Terrain:	Warm aquatic or marsh (Blood Bayou)
Organization:	Solitary
Challenge Rating:	5
Treasure:	Standard
Alignment:	Usually neutral evil
Advancement:	By character class

Description

Incredibly rare, these alligator warriors are seen as holy figures amongst their brethren. A bayou spawn alligator warrior can call together his normally solitary fellows and form them into great war parties to raid and pillage the lands beyond the bayou. Needless to say, Demoiselle Antunes eagerly drafts them as leaders and officers within the Krewe of Mangroves.

Combat

Haste (Ex): 3/day — The bayou spawn alligator warrior may flood its system with a massive rush of adrenaline. This ability is identical to the *haste* spell as cast by a 10th-level sorcerer.

Mad One

They wander through Shambletown, shrieking at unseen creatures and ranting wildly to themselves. Many venture out into the bayou, never to be seen again. They are the dreamers, the madmen, those whose vivid, disjointed minds provide the raw fuel of dreams and imagination to sustain the unholy power of Blood Bayou. The Momus and his followers tend to them like a farmer cares for his crops.

Those with the most potential are guarded, nurtured, and allowed to flourish. Those that prove troublesome are ruthlessly culled cut down.

Creating a Mad One

"Mad one" is a template that may be added to any creature. Its type remains the same. A mad one gains cosmic insight and strange magical powers in Blood Bayou. Beyond that realm's borders, however, he is merely a lunatic.

A mad one uses the base creature's characteristics except where noted below.

Hit Dice: As base creature.

Initiative: As base creature.

Speed: As base creature.

AC: Mad ones suffer a -1 competence penalty to AC. They fight with a vicious abandon, ignoring defense to rain furious blows upon their enemies.

Attacks: Mad ones gain a +1 competence bonus to attack rolls due to their wild, forceful attacks.

Damage: Mad ones are fueled by an insane strength, granting them a +1 bonus to damage.

Special Attacks: Mad ones retain the base creature's special attacks, unless those attacks are in some way dependent upon rational thought or conventional intelligence. Wizards, for instance, lose the ability to cast their arcane spells.

Special Qualities: Mad ones retain the base creature's special qualities, unless those qualities are in some way dependent upon rational thought or conventional intelligence. Bards, for instance, lose the bardic knowledge ability. Mad ones also gain the following special qualities.

Creature of Chaos (Su): Mad ones are immune to all mind-influencing effects.

Dreamer's Talent (Su): While in Blood Bayou, mad ones have an intuitive sense for the dream energies that swirl about them. With a successful Concentration check (DC 20), a mad one may cast a random divine spell of a level less than or equal to his Wisdom modifier. This spell is cast as if by a druid whose level equals the mad one's Hit Dice, and is cast as a standard action. Mad ones with Wisdom modifiers of less than 0 cannot use this ability.

Saves: Within Blood Bayou, mad ones enjoy the Momus' protection. They gain a +2 luck bonus to all saves.

Abilities: As base creature.

Skills: Mad ones lose all Intelligence-based skills. Their minds are too far gone for them to draw on their knowledge and reason.

Feats: As base creature.

Climate/Terrain: As base creature.

Organization: Solitary or as base creature.

Challenge Rating: As base creature.

Treasure: None.

Alignment: Usually chaotic neutral.

Sample Mad One

This example uses a 4th-level male human sorcerer.

Varad, "the Mad Sorcerer of Midstreet"

	Medium-Size Humanoid (Human)
Hit Dice:	4d4+8 (21 hp)
Initiative:	+2 (Dex)
Speed:	30 ft.
AC:	11 (+2 Dex, -1 competence)
Attacks:	Longsword +3 melee
Damage:	Longsword 1d8+1
Special Attacks:	Spells
Special Qualities:	Creature of chaos, dreamer's talent
Saves:	Fort +5, Ref +5, Will +7
Abilities:	Str 10, Dex 15, Con 14, Int 11, Wis 12, Cha 16
Skills:	Concentration +9
Feats:	Combat Casting, Martial Weapon Proficiency (longsword), Toughness
Climate/Terrain:	Shambletown
Organization:	Solitary
Challenge Rating:	4
Treasure:	None
Alignment:	Chaotic neutral

Description

Varad is representative of the many half-mad folk who wander through Shambletown. He was once a mercenary spellsword until an encounter with the Carnival of Shadows destroyed his mind. Now, he wanders the alleys of Shambletown, loosing his spells at phantom attackers and frantically looking for an item he calls the screaming sword. Only the regular efforts of the Carnival of Shadows keep him and his fellows fed and clothed. At the Momus' insistence, the mirth jacks wander through the alleys each day to deliver food and drink to the most active mad

ones. Typically, after a week of this treatment, those singled out for this treatment are taken to the Carnival. From there, they are either let loose in the bayou or are escorted to the endless revel that surrounds Laughter Castle.

Combat

Sorcerer spells known (6/7/3): 0 — *daze, flare, mage hand, ray of frost, read magic, resistance*; 1st — *magic weapon, shield, sleep*; 2nd — *weeping fool* (from *Relics & Rituals 2: Lost Lore*).

Creature of chaos (Su): Varad is immune to all mind-influencing effects.

Dreamer's talent (Su): While in Blood Bayou, Varad has an intuitive sense for the dream energies that swirl about him. With a successful Concentration check (DC 20), he may cast a random divine spell of 1st level or less as a standard action. This spell is cast as if by a 4th-level druid.



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Blood Bayou

LAND OF THE LAUGHING MAN

When the mighty Kadum was plunged into the ocean, a great wave of the titan's blood inundated part of the continent of Termana. In the aftermath of this divine flood arose the nightmarish wilderness known as Blood Bayou.

Ruled now by the Laughing Man — known also as the Jack of Tears, Momus, the Black Jester, and a host of other names — the bayou is a place of darkness, disease and twisted creatures.

This sourcebook explores that wetland of mysteries and horrors — from the bayou settlements to new magic, monsters and adventure ideas. **Blood Bayou** also reveals the truth about the Jack of Tears: his history, his schemes, his followers and his legacy of evil.

So, come; enter the swamp of secrets. The Laughing Man awaits.

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