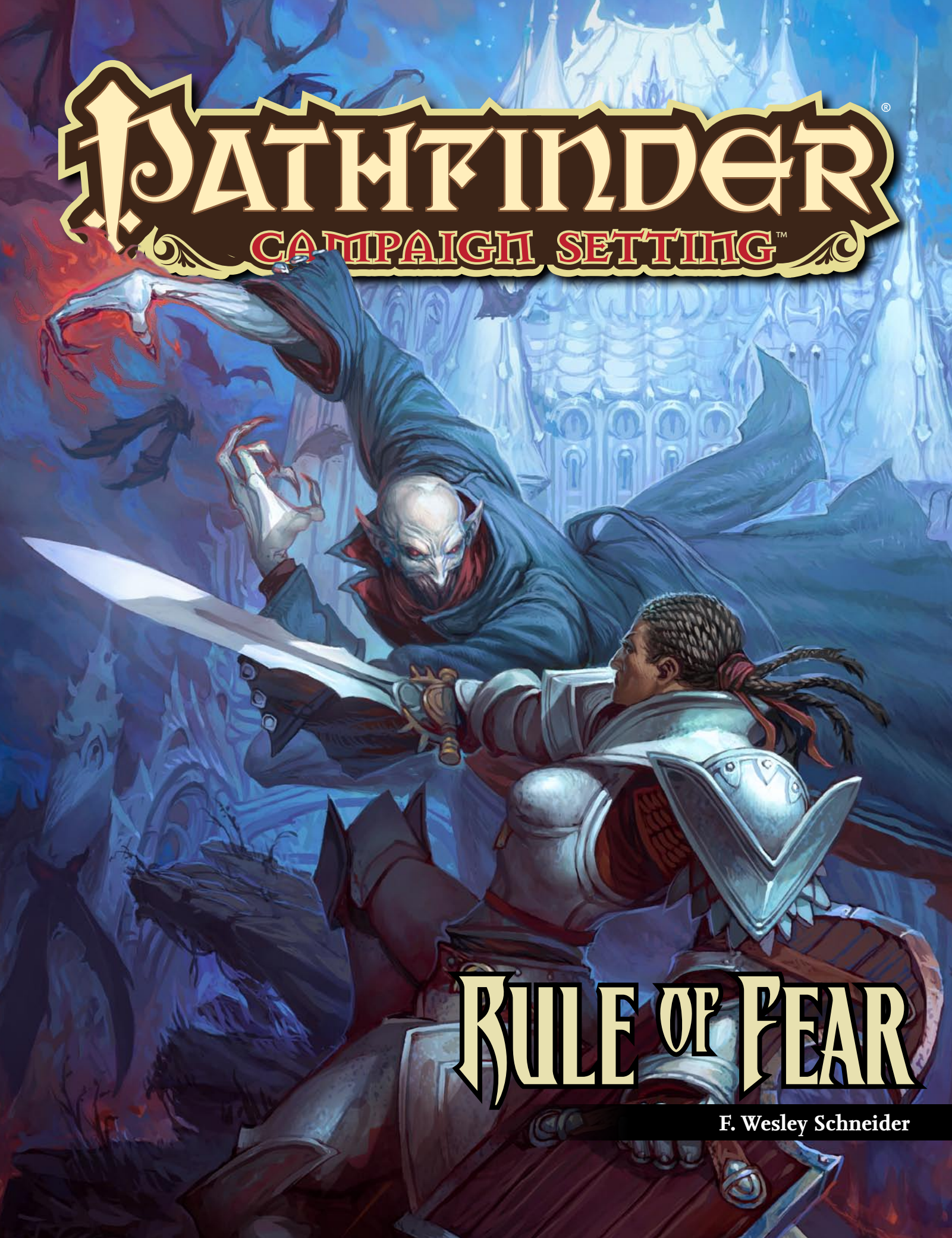


PATHFINDER

CAMPAIGN SETTING™



RULE OF FEAR

F. Wesley Schneider

Ustalav



SITES OF INTEREST

- | | | | |
|-------------------------|-----------------------|---------------------------|----------------------|
| 1. Adorak & Gallowspire | 9. Castle Corvischior | 17. Ghash | 25. Renchurch |
| 2. Ascanor Lodge | 10. Castle Kronquist | 18. Ghasterhall | 26. Saffron House |
| 3. Baallalota | 11. Castle Penatha | 19. Ground of Lost Tears | 27. Saints Grove |
| 4. Bastardhall | 12. Cauldheart | 20. House Beumhal | 28. Schloss Caromarc |
| 5. Bleakwall | 13. Chapel of Guilts | 21. Kalexcourt | 29. Sicanvier's Lair |
| 6. Canter House | 14. Clover's Crossing | 22. Langitheath | 30. Tower Valballus |
| 7. Casnoriva | 15. Cormegi Manor | 23. Monastery of the Veil | 31. Willowmourn |
| 8. Castle Andachi | 16. Garden of Lead | 24. Mother of Skulls | 32. Vault of Tears |

RULE OF FEAR

A Pathfinder Campaign Setting Supplement

This book works best with the *Pathfinder Roleplaying Game Core Rulebook*. Although it is suitable for play in any fantasy world, it is optimized for use in the Pathfinder campaign setting.



Table of Contents

Introduction	2
History	4
Counties	8
Cities and Settlements	36
Legends and Hauntings	52

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

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Printed in China.



INTRODUCTION

As you'll be taking over the case, you might as well have it all. There've been nuts claiming to be him for over a hundred and twenty years now, but we've never laid our hands on any of them. The killings just go on and on—same crazy tricks, same reports of that creepy beaked mask, and always another taunting letter found at the scene. The blood trail stretches from Caliphas to Karcou and back again. It's your problem now. Here's hoping it's not your last one.

—Aldimain Caise, Caliphas Constabulary—Retired



31 Arodus 4588: Caliphas

Good Sirs,

I shall let my work serve as an introduction. Although I don't expect many to see it as such in these depraved days, the great art I leave behind will eventually be viewed as the efforts of a hero—skirmishes in a war against a depraved common soul. The sick limb must be amputated lest it poison the whole. I endeavor toward that end. You shall know me by my knife, but never my face.

17 Pharast 4594: Sturnidae

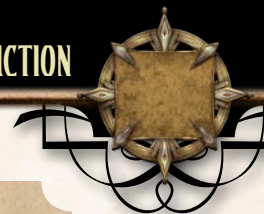
Goodly Guests,

My sincerest apologies for leaving things in such a state. I find myself quite unaccustomed to preparing my meals, and my presentation leaves much to be desired. I commend this good man, a butcher by trade—oh irony!—to your most courteous attentions. Neither his wife nor children should be much vexed by his departure, as it's on their silent appeal that I've removed him from the public throng. I hope you will forgive me for taking the choicest cuts for myself, though I promise to share before week's end. Bon appetit!

16 Lamashan 4621: Karcou

Detective,

I have solved an unvoiced complaint among attendees of the Dyemeir Orchestra this evening. Just as a drop of urine taints a whole bowl of pure cream, so too does a flawed note sour an entire symphony. With my action I have increased not just the precision of Karcou's most illustrious ensemble, but the sum mellifluousness of a people that so often mistake harmony for virtue.



20 Arodus 4651: Caliphas

Dear Boss,

It is good and right to be home after so long a journey. I wonder if you remember these walls, or if you shall even receive this note, as too often the lesser sort absconds with my missives. Know that always they have been for your eyes alone. Here we find the nameless chaff of the gutters, and with her own blade I have returned her to the sewers from which she crawled. Not the homecoming gala I would have preferred, but what I miss in pomp tonight I'll amend by the duration of my occupation and the magnitude of my work.

24 Desnus 4679: Ardis

Sleuth,

I've been loath to come to this hole, as I've heard tales of its rampant disease, and I feared that should I begin my work here there would be no occasion for its end. But opportunity has driven me to perform at least a cursory diagnosis of this patient, and the prognosis is—as anticipated—mortal. As you can see here. I have arranged this ludicrous lothario in a tableau summarizing his life. In the faces of the cherubs I've arranged, you—or your more erudite experts—should recognize the seven virtues of ancient Thassilon, of which this cad personified the majority. I would carry on excising the fat of Ardis's toppled social strata, but I expect time and the murmuring masses to do much of that work for me in the coming years. For now, consider this but a house call, but rest assured of my return and more serious residence in the time to come.

1 Abadius 4700: Tamrivena

Centennial Survivor,

A new century bears the burden of revelation, a new beginning for the tasks at hand and impending urgency for work left to be completed. You almost had me in Versex, and so I've perfected my art in silence and darkness for these long years. But, in honor of this momentous date, I return to public life with renewed vigor and a new masterpiece. Always should the shield defend the arm that bears it, lest it be a mere weight upon the body. By the light of a new age I've removed just such a weight, and made a message to the squabbling rulers of this frightened burg. Your titles and frippery will not absolve you, and even the judges will be judged.

22 Neth 4704: Courtaud

Devoted Hunter,

These two found their delight in abomination, hiding in the shadows of this glorified backwater, and with the promise of the same I led them to their end. Now, by fire and wax, they find their rancid bliss together, held in death's embrace eternal. I think you'll know the blushing

RULES OF FEAR

Ustalav lends itself to tales of mystery and lurking dread, a theme different from many of the other lands in the Pathfinder campaign setting. GMs seeking to add elements of such uneasiness and fear into their games can do much around their game tables to infect players with a bit of their PCs' foreboding. At the start of every new chapter, readers will find sidebars marked "Rule of Fear," with suggestions on how a GM might add elements of dread to their game. Subtlety is a watchword for all of these suggestions, and be sure to gauge players' reactions to any change to make sure it's a positive addition to the game. GMs can find more suggestions to add verisimilitude and mood to their game in the *Pathfinder Roleplaying Game GameMastery Guide*.

BUILDING TERROR

This book was created concurrently with *Pathfinder Adventure Path's Carrion Crown Adventure Path*, which takes a terrifying tour through the counties of Ustalav. With six volumes and more than 550 pages of content, that series draws upon much of the background and flavor of this guide, while also delving into many of the nuances referenced herein, with chapters on hauntings, settlements, secret societies, monsters, and characters native to Golarion's realm of gothic horror. Even for readers not interested in playing the adventures of that campaign, its breadth allows many of the menaces presented herein to take form in rules and stat blocks perfect for use in any horror-themed campaign. GMs can also find many of the maps in these pages enhanced and enlarged in the *Carrion Crown Poster Map Folio*, turning them into perfect handouts for adventurers, and can seek further inspiration for this setting in the *Pathfinder Tales* novel *Prince of Wolves*.

belle by what remains. Stay vigilant, my cagey sleuth, for if this example holds for all the company you keep, perhaps my next visit shall be to your home. All my best to Lisara and the children.

1 Abadius 4710: Caliphas

Old Friend,

I saw. And I'll be coming soon. This is but a sample of the Hell you've unleashed for yourself. Had you remained true, perhaps we could have avoided the inevitable encounter, but such regrets are for a time past. You should be honored, though, for you are the first, and I doubt the last.

As always,

Dr. D.





HISTORY

Ardurras proved himself heir to the blood of heroes that day, cutting down orcs and returning corpses to Pharamasma's bosom by the score. It was recognition that finally halted his blade. Tyrus Ildimion had served in his guard for a season, a lad whose bravery marked him as noble even if his blood did not. Now the youth gaped at his side, eyes empty, hands outstretched as if pleading, the gushing wound of an orc hatchet cleaving his brow. As Ardurras met the former man's blank stare, his blade faltered. Around the king, the battle turned, with every knight cut down adding to the invaders' ranks. As swiftly chilling hands grasped for Ardurras's flesh, so too did they clutch his heart, and the dead claimed their kingdom's crown.

—Ailson Kindler, "In the Council of Corpses"



In ancient land, Ustalav bears a history stretching back more than 2,000 years, an epic rife with tragedies and lost glories. What follows chronicles the greatest achievements, darkest deeds, and fearful mysteries that shaped Ustalav into the haunted nation it is today. While many of these dates and events provide context for elements presented in later chapters, some hold the seeds of adventures yet to be had and horrors still waiting to be unleashed.

The Kingdom of Ustalav and Before

- 2361 Soividia Ustav unites the Varisian wanderers north of Lake Encarthan, founding the country of Ustalav.
- 2397 Varisian settlers take up residence near the former Kellid holy site of Carrion Hill.
- 3203 The Whispering Tyrant returns to life and unites the ravenous orc tribes of Belkzen. The wizard Socorro leads an uprising in Carrion Hill, butchering thousands in the name of the Whispering Tyrant.
- 3204 Prince Ardurras II, son of King Ardurras Virholt, ventures forth to combat the risen lich and falls at the Tyrant's hands. His undead-destroying blade, *Corpselight*, is lost.
- 3205 Ustalav is besieged by the monstrous hordes of the Whispering Tyrant. Ustalav's armies, supported by the church of Pharasma, launch a crusade against the lich. The Pharasmin bishop Prince Adamondais Virholt, bearing the holy mace *Raven's Head*, leads the crusaders to Gallowspire. The holy warriors fall to the undead archmage's magic. The bastard Prince Andriadus Virholt, young master of Virholt county, is royally acknowledged by the crown, but flees his responsibility to directly battle the Tyrant. Andriadus recruits lycanthropic Sczarni in a shadow war against the lich.
- 3206 The fractious counties of Ustalav fall to the Whispering Tyrant. King Ardurras, the Last King of Ustalav, is slain at the Battle of Dawnmarsh. The fallen king, reanimated as the grim jongleur called the Shrieking Sovereign, precedes the Tyrant's legions into Ardis and hangs himself from the Palace Tower.

Rule of the Whispering Tyrant

- 3206–3800 Nearly 6 centuries of uncontested rule by the Whispering Tyrant.
- 3220 The vampire lord Malyas leads the purge known as the Blood Drought, slaughtering or exiling all vampires within Ustalav who refuse to pay allegiance to the Whispering Tyrant.

A small cell of resisting vampires survives in the realm's southern reaches.

- 3801 The Shining Crusade secures a beachhead in Ustalav at the modern-day community of Vauntil.
- 3827 The Whispering Tyrant is imprisoned in Gallowspire by the Shining Crusade. Ustalav is returned to its people.

The Immortal Principality of Ustalav

- 3832 Ilmhost Vheist initiates a countrywide census and search for surviving noble lines.
- 3833 Mother Kavapesta begins preaching upon the shores of Lake Divirmis, spreading a somber vision of Pharasma's worship known as the Pharasmin Penitence.
- 3834 The census ends with the discovery of heirs to the Ordranti and Caliphvaso lines. Andredos Ordranti ascends as the first prince of the newly restored Immortal Principality of Ustalav.
- 3836 Sesasgia Caliphvaso refounds the city of Caliphass.
- 3859 Orcs begin regular raids on western Ustalav.
- 3866 Luvick Siervage, among the eldest of the nation's vampires and an opponent to the Whispering Tyrant's rule, relocates his vampiric minions to the ruins beneath the growing city of Caliphass.
- 3879 The priestess Kavapesta dies. Her followers begin construction of a cathedral, found the town of Kavapesta nearby, and rename Lake Divirmis in her honor.
- 3882 The Monastery of the Veil, a Pharasmin hermitage, is founded in Ulcazar.
- 3898 Lepidstadt is founded.
- 3988 Aldus Aldon Canter, future count of Vieland, returns from explorations in Osirion and deep Garund. Upon returning home, he begins lecturing on foreign philosophies and mystical paths to magical power. Within the year, Canter and his followers found the Esoteric Order of the Palatine Eye.
- 3999 A mob of angry citizens in Vieland disrupt a midnight orgiastic rite in the monolithic structure called the Spiral Cromlech just moments before the new year. Count Canter is revealed among the captured "witches" and forced to resign his title. His cousin Aubren Immarin becomes the new count.
- 4028 Aldus Canter is removed as head of the Esoteric Order of the Palatine Eye, allegedly due to ever-increasing erraticism and dementia. The Esoteric Order opens membership to any with



	the wealth to pay its yearly dues, attracting young nobles from across the country. Canter vanishes later that year.	4521	Count Ristomaur Tiriac and his fiancé Iltainya Arsbeta are attacked near Corvischior. Iltainya is murdered, and Tiriac beaten near to death.
4042	Count Andachi of Tamrivena, desperate in the face of mounting orc threats, entreats Zon-Kuthon for aid. The mercenary Kazavon arrives in response.		Radaya, a loyal but misguided servant, saves the count by infecting him with vampirism. Overcome by grief at the death of Iltainya, the loss of her corpse, and his own transformation, Tiriac slays the residents of his family home at Korsinoria Palace and goes into isolation.
4043	General Kazavon drives the orcs from western Ustalav, but founds his own realm amid the conquered orc lands.	4536	Hiding his vampirism, Ristomaur Tiriac reestablishes control of Varno and travels from Ustalav, beginning his search for a cure for his affliction.
4051	Count Andachi leads an army against the despotic Kazavon. Andachi is defeated and murdered.		The Sincomakti School of Sciences is founded in Rozenport. The founding professors extol the dual virtues of broad education and guarded ignorance.
4063	Arcanists affiliated with the Palatine Eye aid the hero Mandraivus in besieging Scarwall. Kazavon falls. Mandraivus is slain by orcs.	4570	The first victim of the notorious murderer "Dr. D" found bisected in Caliphas. Four more are found nearby, killed in similarly gruesome ways, within the following month.
4144	In revenge for the death of her children, which was assisted by the monks' inaction, Countess Robeskea of Ulcazar has the residents of the Monastery of the Veil quietly slaughtered in the name of Norgorber, then sequesters the library of ancient secrets held there. The new cult of the Reaper of Reputation established in the monastery dedicates itself to keeping and collecting varied secrets, forming the order of assassins known as the Anaphexia.	4588	The Age of Lost Omens begins with Aroden's death. The Worldwound opens in Sarkoris.
		4606	The growing Worldwound forces hundreds of Sarkorians to flee their homes. Princess Maraet Ordranti denies her nation's historic enemies sanctuary, leading to the slaughter of countless innocents along the country's northern border. Fear of Sarkorians bearing demonic corruption leads the invasion to be called the Demonskin War.
4213	Castle Maiserene in Varno falls to a mysterious curse and is renamed Bastardhall.	4611	The black coach emerges from Bastardhall once more. Attempts to again burn the castle end in the slaughter of an entire peasant mob.
4249	The disease known as the Bleak Breath sweeps Kavapest, killing hundreds. Few flee the city, viewing the plague as a test from Pharamasma.		The traveling circus Carnivale Cosmopolis arrives in Ardis and never leaves.
4288	Numerous blatant vampire attacks in Caliphas lead to a widespread purge of the city's undead. Hundreds of vampires are killed. The vampires' leader, Luvick Siervage, orders his followers to go into hiding and adopt subtler practices.	4613	Following chaos in the neighboring Arch-Duchy of Melcat, worship of the god Razmir is forbidden in Ustalav.
4313	A black coach from Bastardhall abducts villagers from the surrounding lands.	4638	Prince Valislav grants Aericein Neska a term of provisional rule over Barstoi.
4399	The home of Aldus Alton Canter, Canter House, catches fire just moments before the beginning of the new year. The fire reveals a stories-tall monument of black stone hidden within.	4662	Razmiri missionaries claim lands along the undefended southern border of Varno. Count Tiriac openly cedes hundreds of additional acres to the zealots. Disappearances and the discovery of bloodless corpses soon begin in these lands—decreasing elsewhere in Varno—detering further immigration.
4413	Again the black coach of Bastardhall raids nearby villages. Local heroes besiege the castle and succeed in burning it to the ground.	4665	
4422	Brothers Liron and Cadamon Treys investigate and destroy the mound structure known as Kalexcourt in Vieland. They found the University of Lepidstadt to house their findings and pass on their research.	4669	
		4670	Weakness and mismanagement lead to upheaval and bloodless rebellion in western Ustalav. The counties of Lozeri, Tamrivena, and Vieland abandon hereditary rule and adopt a cross-county parliamentary
4513	Bastardhall reappears, fully reconstructed. The black coach claims nearly a dozen victims before disappearing.		



- democracy, still loyal to the crown, known as the Palatinates.
- 4674 The Ustalavic capital is moved from Ardis to Caliphas. Prince Valislav Ordranti dies of a persistent but unnamed illness soon after.
- 4675 Prince Aduard III ascends the throne. Mircalla Caliphvaso, long-time consort of the fallen prince, gives birth to a child she claims to be Valislav's son, naming him Reneis Ordranti. Mircalla disappears. Reneis is adopted by his aunt Countess Carmilla Caliphvaso.
- 4685 The heroes Duristan Barlhein and Ailson Kindler slay the vampire Galdyce in Amaans.
- 4687 Count Aericnein Neska of Barstoi accuses Count Olomon Venacdahlia of criminally squandering the country's resources in the fallow yet potentially bountiful Furcina region of the Dragosvet Plains. Troops from Barstoi occupy eastern Ardeal, beginning the War Without Rivals. Appeals from Ardeal for justice and royal censure against Barstoi become mired in political squabbling.
- 4689 Taking matters into their own hands, Ardeal's nobility, with support from residents of Varno, attack Barstoi soldiers. The invaders prove stubborn defenders and fields transform into trenches.
- 4690 Dr. Henri Moritz, an outspoken champion of the people, is murdered by his secret creation, a monstrous amalgamation of corpses and monster parts given unnatural life. The terror goes on a rampage, killing numerous famed citizens and members of the ruling council in Lepidstadt. The monster comes to be known as the Beast of Lepidstadt.
- 4692 An attempt by Sisandra Livgrace, 16-year-old daughter of Count Birmienon Livgrace, to run away from her boarding at the Karcau Opera leads to her kidnapping by a shadowy abductor. Searchers find her unharmed amid the city's labyrinthine sewers 3 months later.
- 4693 After years of protracted combat, Count Neska recalls his troops and cedes Furcina back to Ardeal, but not before burning and salting hundreds of square miles of farmland. The fire-scarred, trench-riddled land is renamed the Furrows.
- 4698 The first murder in Lozeri attributed to the monstrous wolf called the Devil in Gray occurs.



Anaphexia Agent

- 4701 The Chastel Massacre. The Devil in Gray rampages through Chastel, killing 19 before disappearing.
- 4702 The Six-Eye Stones, a collection of ancient Kellid ceremonial idols, are discovered near Kalexcourt but vanish en route to the Sincomakti School of Sciences.
- 4705 Over a span of 3 months, 13 people are killed in and around Lepidstadt in what are remembered as the Lampblack Murders. The Beast of Lepidstadt is blamed.
- 4706 Count Muralt dies of old age, leaving his title and holdings to his adopted son Conwrest.
- 4711 Current year.



COUNTIES

Only his scream echoed back at him, as if the full moon's light had transformed the once-vast forest into a narrowing prison of iron shafts and tearing hooks. Something in his mind, infuriated by his disobedient body, struggled to be obeyed, grasping for reason, strategy, or the tells of a dream, or merely to hear over the deafening tattoo of his rioting blood. Behind him chased the end of the world, utterly silent as it consumed his steps and the trail of his fear. Only too late did all the whimpering tales of the devouring dark seem sage and sane, a realization that burst upon his mind in a rush of horrible reality, shattering the bulwark of callowness he'd long mistook for bravery.

—Ailson Kindler, "Hunter's Moon"

he ancient emblem of the Kingdom of Ustalav, the Nation That Was, bears crimson stars surrounding a tower at night, black antlers rising from it. In the golden years after Soivodia Ustav founded his nation, the seal symbolized all the realm was and would be. The Palace Tower rose from the heart of the capitol at Ardis, its lit spire window representing the sleepless vigilance of Ustalav's kings. For each of the realm's 16 original noble families—and later, 16 counties—a single star shone with the blood spilled by these heroic lords. The Horns of the King stem from the antlers crowning the first king's battle helm, and even the colors—midnight and royal purple—originated on Soivodia's battle standard.

Yet as meaningful as the realm's emblem once was, no symbol could better represent the wounds suffered by the ancient kingdom. Of the grand noble families, all but two lie dead. The Palace Tower stands in disuse amid a rotting city, and the Ustav line is ended. All across Ustalav, reminders of the nation's shameful conquest by the arch-lich Tar-Baphon still linger, the unquiet shuddering of a past that refuses to keep to its grave.

The Lands of Ustalav

Three distinct regions comprise the country of Ustalav: Soivoda, the Palatinates, and Virlych.

The largest of these realms, Soivoda, includes the nine counties of Ustalav: Amaans, Ardeal, Barstoi, Caliphas, Odranto, Sinaria, Ulcazar, Varno, and Versex. Forming the central and easternmost parts of the country, these lands are each ruled over by a noble family bearing the hereditary title of count. The count of each realm holds the power to govern as he sees fit, with all lesser noble houses and peasants owing fealty to that lord, second only to the nation's prince. Largely independent, the counties harbor generations-old bitterness and rivalries that often lead to bickering or, in the most extreme cases, armed disputes, such as the War without Rivals between Barstoi and Ardeal that led to the creation of the cinder-covered wasteland known as the Furrows. While the prince holds considerable power to effect change and administer laws across the country, the counts' wealth, influence, and pride makes forcing them to acquiesce to agendas they don't favor—but will ultimately be relied upon to enforce—a fruitless effort. Thus, each county stands as a state unto itself, defending its people and maintaining a culture wholly reliant upon the county's traditions and the will of its single unshakable ruler.

The northwestern third of Ustalav holds the lands calling themselves the Palatinates: Canterwall, Lozeri, and Vieland. Nearly 40 years ago, dissatisfaction with the weak rulers of these counties led their people to rise in brief, consecutive, and largely bloodless revolts, putting an end to the hereditary rulership of these lands. Replacing their lords, the new palatinates each organized a unique

RULE OF FEAR: CONSPIRACY THEORIES

If you're trying to reveal a secret piece of information to a single PC, notes and brief conferences outside the game room swiftly and easily get your point across. They also have a second effect, though: letting everyone else at the game table know that one of their allies knows something they don't. With a bit of caginess, you can capitalize upon the metagame aspect of note-passing and instill a bit of suspicion among your players. Rather than passing a single note—the in-game equivalent of pointing and yelling, “This guy knows something!”—pass three, one with the detail you're trying to convey and two with instructions to read the note, pass it back, and say nothing of the contents. Alternatively, take a player out of the room and reveal the information you need to pass on. Then call out another player or two and while away a few moments however you please. Holding some information back in this manner reminds the PCs that their group is perhaps not a unified organism, but rather individuals with their own observations and—perhaps—agendas. Can everyone on their side of the GM screen be trusted? What information might they not be sharing? And is everyone being tricked by their wily GM, or just them?

ruling council with the same mantle of responsibilities as a count. What the people of the Palatinates gain in rulers mostly divested of dusty enmities and flagrantly self-serving agendas, they've lost in decisive action and efficacy in affecting national changes, with the dismissive nobles of the court taking umbrage at the intrusion of the oft-changing commoner representatives.

Virlych owes fealty to no lord, save the dreaded memory of the Whispering Tyrant, the arch-lich locked away beneath this accursed expanse. Tainted by foul magic and the curse of undeath, Virlych possesses no government, and only outcasts, sentinels from nearby Lastwall, and servants of the fallen lich dare the broken land and its haunted ruins.

Three other counties also once existed within Ustalav's borders. The county of Janoyt once stretched along the eastern banks of Avalon Bay, along with the southern reaches of Varno. After the country's refounding, these sparsely populated lands lay primarily under the control of the Arch-Duchy of Melcat, to which Ustalav's new government peaceably ceded control. After Melcat's transformation into the fanatical theocracy of Razmirian, continued incursion upon Ustalavic lands met subtle but fearsome resistance from Varno. The realms of Grodlych and Virholt were also destroyed during the reign of the Whispering Tyrant, their lands now under the control of the neighboring country of Lastwall or merged in their shared ruin as the no man's land of Virlych.





Amaans

Clenched in the teeth of the Hungry Mountains, Amaans careens from the heights of Ulcazar to the hill country of the Ghorcha Passage. A land of seclusion, storms, dense mist, and deadly beauty, Amaans refuses to yield easily to either plow or blade. Something of the mountains' cold, unrelenting stone pervades every field, tree, and stream, relegating the land's few settlers to faltering edges and quiet hollows of the hardwood wilderness. The hearty residents of tiny hamlets and homesteads eke lives from the valleys and forests only at the leave of the land's grim spirits, and do all they can to avoid the heights' supposedly unnatural storms or the ghostly servants of the fallen lich to the west.

Amaans served as one of the first battlefields in Ustalav's ill-fated war against the Whispering Tyrant. After the swift fall of Grodlych and Virholt, the skilled horsemen of Amaans were quick to harass the invading undead and are remembered as heroes—if not for their victories, then for the time their lives bought their people to flee the undying hordes. After the Tyrant's defeat, Amaans became a land of succor and renewal, as those seeking escape from past horrors found it easy to disappear amid the mountains. It also became the birthplace of the Pharasmin Penitence: In 3833, the word of the healer Kavapesta, called Sister Sorrow, swept from the shores of the lake formerly called Divirmis—later renamed for the holy woman—extolling suffering and stoicism as weighing in one's favor during Pharamasma's final judgment. Many Ustalavs embraced the promise of a greater reward after life's pains, adopting the particularly somber, ceremonious worship style still practiced today.

Although mountains cover most of Amaans, its infamous Hundred Haunted Vales hide diverse ecologies. Dense forests prove most common, yet some valleys hold foggy bogs, expanses of jagged scree, or depthless mountain lakes. Folk legends say that faeries and witches make their homes amid the vales, altering the land to suit their bizarre whims. Such tales also explain the peaks' frequent storms as these ancient inhabitants' attempts to drive off trespassers.

Since the Tyrant's defeat, the nobility of Amaans has taken up the duty of guarding the east from what lingering horrors remain within the ruins of Virlych. Bands of hired horsemen astride the land's native fell ponies tour the western borders, alert for strange creatures or suspicious wanderers. Such troupes regularly cross paths with patrols of Lastwall knights harrowing the Whispering Tyrant's former lands. Both parties consider the other trespassers upon ground under their protection, but while harsh words fly often, stones and arrows do so only rarely.

The people of Amaans distinguish themselves as either Kavapestans or vale folk. The residents of Kavapesta devotedly worship Pharamasma, living austere lives wary of passions and excess joy, fearing that surfeit pleasure might weigh against them when the goddess of death judges their

lives, condemning them to afterlives of penitent suffering. The stern people mistrust worshipers of other faiths, artists, and lighthearted visitors, fearing moral pollutions and “the temptations of the quick.” Vale folk, too, are looked upon with suspicion. Dozens of tiny hamlets dot the slopes of the highlands of Amaans, where quiet, courteous folk live in islands of relative tranquility amid the mountains. While those from the lowlands see little distinction between vale folk and the witches of legends, the residents of these sleepy communities merely value their privacy and seek not to offend the myriad nature spirits, fairies, hags, and dragons of their rampant folklore. In such lands, it's not uncommon for travelers—especially non-humans—to be mistaken for mischievous fey in disguise. To such ends, vale folk often carry neck pouches of iron dust, old horseshoes, or bent nails to cast at strangers to prove their nature, as local superstitions say that iron burns treacherous spirits and forces them back into their true shapes.

Noteworthy Locations

Several sites of both startling beauty and crippling terror fall within the shadows of Amaans.

Cauldheart: The valley between Mount Aremetrus and Gristleknob descends sharp and steep, the exposed gray stone falling away into a deep, liver-shaped valley more than 3 miles long. No trail rises from Cauldheart, and only the most desperate ivy creeps from the boggy depths of this vast and supposedly unscalable pit. Peasant stories tell of witch covens conducting week-long rites atop the surrounding mountains, summoning black storms to fill the vale like a gigantic cauldron for their darkest magic, bringing about such rumored atrocities as the creation of unnatural slaves, the warping of whole lands, and the summoning of nameless deities both vast and evil.

Eran's Rest: Few climb the steep goat trails to Eran's Rest, the most picturesque community among the Hundred Haunted Vales. Overlooking the dense evergreens of Adghain Valley, also known as the Vale of Lonely Lights, the village of herders and weavers serves as a focal point for tales of fairy revels, lost wanderers, and capricious nature spirits. Such tales come to life in the art, architecture, stories, and endless superstitions of the villagers, supported by enough yearly disappearances and strange happenings to keep the tales, and a host of rarely witnessed “blood wards,” alive.

Kavapesta: The largest community in Amaans and a holy city for Pharasmins, Kavapesta is detailed in Chapter 3.

Willowmourn: The estate of Amaans's ruling family, the Galdanas, runs along the western shore of Lake Kavapesta. Nobly appointed with lush gardens, elaborate topiaries, labyrinthine hedges, and a highly defensible central house, the estate has long been the setting of tales of debauchery and wild revelries. Recently, such rumors have taken on a darker cast, whispering of hauntings and murder.

Count Lucinean Galdana

NG male human aristocrat 2/ranger 6

A rugged gentleman with sun-baked features, a mane of dark hair, and a physique better suited to a soldier than a ruler, Count Galdana often appears uncomfortable amid the trappings of his station and quickly shrugs off the bonds of tradition or rank. Though possessed of a keen mind and strong will, his tastes trend toward simplicity, with little patience for discourtesy, elitism, or posturing. Were one to ask Kavapesta's devout Pharasmians their view of the count, most would tell tales of a lurking incubus, eager to tempt the weak of faith to his den of debaucheries and corrupt their virtuous souls. The county's nobility and less prudish residents, however, take an outlook closer to the truth, viewing him as a life-long bachelor with respectable intentions but few political agendas beyond those that further his interests in good drink, rousing hunts, and fair ladies. Far from a monster or sybarite, Count Galdana truly loves his land—even if his people often frustrate him. Protective of his privacy and personal freedoms, he rarely journeys to Kavapesta, where the city's brooding populace depress him. Instead, he conducts most of his land's business at his estate, Willowmourn, or afield as an excuse to hunt. The ruler takes every opportunity to explore his lands, being a skilled and active equestrian, archer, and mountaineer, and the county's vale folk know their lord well, as he is the most frequent outsider to visit several communities. Rumors among the nobility say that, given a month, the count could circle his lands and raise scores of able men from a hundred mountain villages only he knows exist.

As required by his position, the count makes seasonal journeys to Caliphas to attend the royal court, a responsibility he outspokenly loathes. While in the city, he indulges in all manner of luxuries—tales of which frequently scandalize many members of court, to the count's delight. Galdana's outspoken nature, plain intentions, and true—if not exemplary—moral compass make him a favorite of Prince Ordranti, who takes every all-too-rare opportunity to call upon his like-minded friend.

Noteworthy Personages

Besides Count Galdana, several others control significant influence in Amaans.

Bishop Bavhulameta Ulametria (N female cleric of Pharasma 11): Could the hearty holy mother of Kavapesta's Cryptgate Cathedral stand, she would tower over most of her congregation, yet a life-long regimen of self-mortification has crippled her to a perpetually kneeling posture. Although such torture is not a prescription of Pharasma's faith, the bishop unshakably adheres to the teachings of the Pharasmin Penitence, believing that

death's rewards correspond to the suffering in one's life. Despite her religious zeal, Bishop Ulametria possesses a keen mind, performs daily sermons, and believes in healing the sick and easing excess burdens. Yet, she also sees virtue in pain, and several clerics of Cryptgate bear scars and disfigurements the holy mother refuses to let them heal.

Viscount Oilic Galdyce (NE male human nosferatu aristocrat 3/rogue 9): The villagers of Sen's Pass again fear to wander too near the Vale of Red Breath, where they say the infamous nosferatu nobleman, Galdyce, stirs once more. Although the viscount and his seraglio of vampiric brides were supposedly slain decades ago, hellish lights again flicker within Castle Galdyce, and rumors tell of sinister whispers and seductive shadows haunting the steps of young villagers.



Count Lucinean Galdana





Ardeal

Thirty years ago, the whims of a dying prince tore the heart of Ustlav from its traditional home. Behind was left a gaping cavity, where centuries of subservient arteries and dependant organs gasped and struggled to steal pitiful moments of faltering life. Now, decades later, that hollow festers with remains too stubborn to rot away and rampant infections of decrepitude and indolence, all hidden beneath useless bandages of tradition and formality. What once was Ardeal, the royal heartland of Ustlav, lies reduced, transformed into a stage for grim justice as noble parasites too bloated to follow their host slowly die away, while a peasantry long resentful of their masters' commands find themselves lost and purposeless. Once the lord of Ustlav reigned from this land, but now the glories all lie dead, and the people starve on bitter memories of better days.

Ardeal takes its name from Ardealia, first wife of Ustlav's unifier, Soividia Ustav. For 9 centuries, Ustlavic kings ruled from the city of Ardis, driving back wild Kellids, Belkzen orcs, and other threats as they expanded and tamed their rugged country. Here Ardurras, last king of Ustlav, faced the conquering legions of the Whispering Tyrant and fell, breaking the line of Ustlavic kings. After the Shining Crusade, Ardeal once more became home to Ustlav's royalty, while a newly risen nobility fractured the nation's fertile heartland into a multitude of fiefdoms. For generations, nobles have squabbled over the realm's richest lands, some coaxing great wealth from nature's bounty while others reduce the country's greatest resources to fields of dust. With the previous prince's final decree moving the nation's capitol to Caliphas, Ardeal has suffered decades of withdrawal. Once-bustling noble estates now stand empty, their lands left fallow or in the hands of squatters as the rightful owners followed the royal court to the shores of Lake Encarthan. The sprawling city of Ardis stands as a withered shadow of its former grandeur, its population decreased by thousands, its industries struggling to survive, and dark things creeping in to replace the human deserters. The county, in its decay, even finds itself cannibalized by its brethren, with residents of other counties infringing upon its borders and ambitious counts seeking to claim control of hinterlands that Ardeal no longer possesses the agency to defend.

Ardeal holds much of Ustlav's most bountiful farmland, with the level grasslands supporting checkered fields of wheat, flax, and beans, though orchards of pears and quince and fields of hemp and berries are not uncommon. Numerous farms and ranches also cover the county, with most raising sheep, goats, boar, and the region's distinctive shaggy cattle. In recent years, failed or poorly tended farms have attracted wolves from the Shudderwood, cougars from the mountains, and worse, which prey upon untended livestock while hiding within crumbling homesteads and amid overgrown fields.

A sentiment of righteous bitterness against the country's government and nobility flourishes among Ardeal's people. Abandoned serfs across the countryside find themselves forced into subsistence farming, immigrating to cities, or banding together in pitiful hamlets defending against neighbors turned to banditry. In larger communities, especially Ardis, the opinion grows even fiercer, as shops and industries wither and die daily, casting whole families into poverty. City dwellers with the means to continue on daily face the sneers and begging hands of the growing number of destitute, but such barely compares to the attacks endured by those nobles who remain, who find themselves the targets of harassment and violence. Often, though, the nobles of the realm prove little better off than the commoners, and centuries' worth of family treasures and precious heirlooms get hocked for any pittance that allows the former owners to maintain guises of dignity. In dark alleys and amid whole abandoned blocks prowl growing numbers of thieves, deluded revolutionaries, and the insane, desperately struggling to survive these bleak days and see a dawn with little hope of being any brighter.

Notable Locations

Ardeal still hosts several corners in which the residents desperately try to avoid succumbing to the county's decay, or else seek to speed its ruin.

Ardis: The depopulated former capital of Ustlav, Ardis is thoroughly detailed in Chapter 3.

Berus: Winter never comes to the rural community of Berus. Graylings always seem to fill the nets of fishermen, pear trees yield fruit year-round, and flowers bloom endlessly. The town's remarkable abundance has been a regional legend for centuries, which made it an obvious destination for droves of the castoff and desperate since the start of the county's hardships. Fearing ruin, the people of Berus built palisades to encircle their town and farmlands, letting none except those with the direst business enter. Yet since the community's isolation, a new faith has risen among its people: that of Mother Sighle, a recently awakened earth goddess supposedly responsible for the town's strange bounty, and who hungers after her centuries-long slumber.

Langitheath: Thirty years ago, when the Loslimor family sold their rural estate, the manor and its 900 acres passed hands several times in quick succession before being forgotten by any single landowner. Left with no lord or income, the dozens of peasant families occupying the land gradually drifted away, abandoning the estate—or so most believe. Every spring, new rows of flax grow in spiraling fields surrounding Langitheath, interrupted by vast runes or circles of flattened plants. Some travelers tell stories of passing near the estate and seeing small figures capering amid the fields, or of encountering strange children with eyes as cold and blue as flax flowers.

Countess Solismina Venacdahlia

NE female human aristocrat 9

For two decades, Solismina Croscamille entranced the people of Ustalav with her talent and beauty, sweeping the country as a leading lady of national theater. Few reviewers could resist her waves of raven hair or nymph-like carriage, and she commanded the adoration of peasants and nobles alike. Her charms won her armies of suitors, but in 4648 she settled for none less than Count Olomon Venacdahlia, lord of Ardeal. Marriage and the birth of her children did little to impact her lifestyle, with her four daughters, Lasara, Radania, Opaline, and Floriama, being raised largely by nannies and valets. Yet what matrimony and motherhood couldn't do to temper Solismina, age inevitably did. After the difficult birth of Floriama and a lengthy convalescence, the countess made her return to society with a self-penned, self-themed performance titled *Worth the Wait*. The play proved an utter embarrassment, not only for the vicious reviews, but even worse in that Solismina was utterly upstaged by a cast of younger belles. The play ran for but two of its scheduled forty nights, the second performance ending prematurely as the countess raged upon the crowd for whistling at the entry of a younger starlet.

While Solismina did not abandon public life after the disaster, her society became more insular, as she surrounded herself with sycophants and former associates. Clinging to memories of her heyday, the aging countess views herself as Ustalav's most charming socialite, the pinnacle of what an Ardealian lady should be. Rarely leaving her Ardis estate of Lavender Hall, she spends most of her days abed, refusing to acknowledge the weight of her age and instead constantly complaining of being "overtaxed" or "susceptible to the vapors." While few events rouse the 65-year-old countess from her rooms, yearly and without fail she sits with her daughters for the family portrait, wherein her daughters are painted as they are, while she is ever depicted at the height of her beauty. Her daughters' encroaching years savagely delight the countess, who secretly blames them for her own loss of beauty.

Noteworthy Personages

Several souls make their homes within Ardeal, clinging to dreary lives or seeking new hopes amid the dust.

Ailson Kindler (NG female human bard 6/Pathfinder chronicler 4): Ustalav's most famous writer, the author of *Galdyce's Guest: Feast of the Nosferatu*, *Her Wounds Never Bled*, *Steps Upon the Sanguine Stair*, and dozens of other tales, lives comfortably in Ardis's community of Grimol Hall.

A former adventurer, Kindler fled Ustalav after facing vampiric horrors beneath Caliphass. Her journeys led to a long career as an investigator of grim mysteries and member of the Pathfinder Society, though tragedy ultimately jaded her and ended her official affiliation with that organization. Today she lives as a semi-retired author, her romances drawing liberally from her adventuring experience and providing sage advice to savvy readers.

Reneis Ordranti-Caliphvaso (LN male human aristocrat 2/wizard 5): Born in scandal, the alleged son of former Prince Valislav Ordranti and Countess Carmilla Caliphavso's long-missing sister, Millaera, potentially holds the most direct claim to Ustalav's throne. Sequestered by his aunt since birth, Reneis knows little of his parents or the world beyond his family's country house at Briargate, but from a very young age has been groomed to be the first Caliphvaso to wear the crown. More than 30 years old, Reneis possesses a fine physique and analytical mind, but lacks social grace and complains of recurrent headaches. Prince Ordranti regularly invites his would-be nephew to court, but Countess Caliphvaso continually crafts well-reasoned refusals. To this day, Reneis and Prince Aduard have never met in person.



Countess Solismina Venacdahlia



Barstoi

Since rule of the land came to Count Aericein Neska, hope has no home in Barstoi. The region has never been fair: Poor soil and rocky heaths typify the lands between Lake Propyria and the orchards of Varno. Kellid barbarians and Numerian raiders threaten the eastern borders. Forgotten tales of ghosts and gremlins intrude upon the present in the shapes of rugged cairns and the shadows of depthless caves. The land has long faltered under the hands of weak leaders, but no more. Today, Barstoi's people know the face of their fears all too well, as the count's callous knights enforce utter obedience at the point of their razored lances, defending a land that, in a generation, has risen from unbreakable hinterland to a heartless utopia.

Barstoi has always been the backwater of Ustlav. Where both Canterwall and Odranto stand against threats from abroad, they do so in defense of rich country. Barstoi, on the other hand, has traditionally been held as a matter of national pride, cementing the country's hold on all the lands from the Tusk Mountains to the West Sellen River. Up until recent decades, the rocky earth and sickly fields hid myriad dangers, from prowling monsters to Kellid zealots claiming scattered caves or stones as holy ground. In the past 40 years, the land has undergone a shocking transformation. With the death of Count Biercy in 4665, Barstoi's ruling line ended. Prince Valislav Ordranti sought to raise several favored nobles to rulers of the land, but all declined, not caring to inherit the destitute, perhaps cursed land. Unexpectedly, after the county had spent months without an administrator, the tin mogul Aericein Neska, a member of a lesser Versex noble family, entreated the princess for a provisional term as its administrator. He promised that, given a term of 3 years, he would wrest the crown a profit from the harsh land. With no other candidates daring such claims, Prince Valislav accepted.

Neska swiftly implemented massive social projects in the region, financing them with his own wealth and attracting droves of workers. Mountains of scattered rocks were moved; new Pharasmin monasteries were constructed; barbarians, goblinoids, and drakes were slain; and fit mercenaries won titles as knights of the land. Exploration into the pits and caves riddling the county also revealed a wealth of salt in its northern hills. Before the end of Neska's 3-year term, Barstoi's reputation had changed from that of a worthless, dangerous heath to a safe countryside rich with potential. Princess Maraet herself bestowed the title of count on Aericein Neska 4 months before the end of his challenge.

True power brought a swift change to Neska's rule. Determined to see Barstoi rise beyond other counties, the count continued vast building projects, constructing new border forts, roads, towns, and county-owned farms and salt mines. He also instituted a host of strict new laws, reaching beyond criminal sanctions to enforce authoritarian moral

sanctions, absolute forbiddance of arcane magic, and the countywide worship of Pharasma. Punishment for "deviancy" proved harsh from the outset, but as the count aged his mandates grew ever more draconian, finally resulting in a single punishment for all crimes: death.

In 4687, Neska's intolerance of incompetence and corruption ignited a 6-year-long civil war between his county and neighboring Ardeal. While his crusade ultimately proved fruitless, it reduced the once-rich region of Furcina into the trench-riddled wasteland now known as the Furrows. (See Chapter 4 for more details.)

Today, Barstoi is one of the fittest counties in Ustlav, a police state of uniform townships and even fields where oppressive knights clad in Neska's gray heraldic condor and dark-robed Pharasmin witch-hunters endlessly scrutinize a fearful populace. While toil, obedience, and mercilessness cloaked in patriotism see individuals rewarded with land and gold, whatever wealth Barstoi's people find in their pockets they counter with the hopelessness in their souls.

Notable Sites

While strictly run and largely identical hamlets cover the heaths of Barstoi, several locales stand out from the others.

Chapel of Guilts: Of Barstoi's triad of Pharasmin monasteries—including the Vault on Tears and Mother of Skulls—the Chapel of Guilts holds the most fearful reputation. The fortress-like cloister overlooks and stands partially amid a salt mine maintained by the order, its dim halls featuring statues chiseled from salt crystals and catacombs carved into the coarse rock. Devout adherents to the tenets of the Pharasmin Penitence, the monks follow the severe philosophies of Abbot Phavad Nholinarm, stringently obeying precepts of evangelism, flagellation, and inquisition in both their daily routines and in many members roles' as missionaries or witch-hunters.

Sturnidae: Within sight of the flame-scoured expanse of the Furrows, the town of Sturnidae suffers for the sins of the past. With every strong wind, ashes blow across the dead expanse, cloaking the town in veils of gray and tainting every crop and meal with the taste of decay. Those who remember the War without Rivals—many veterans of which were granted land in the region—claim to see ghosts of peasant soldiers amid the frequent haze or whole charges of spectral knights riding before billowing dust storms.

Vische: The de facto capital of Barstoi, Vische rises as the exemplar of the county's greatest accomplishments and bleakest hardships. Here suspicious, gray-clad residents do their best not to attract attention, as the count's knights watch constantly for deviancy, and everyone knows how well informants are rewarded. All commerce halts at dusk so that none risk breaking the nightly curfew, renewing again an hour after dawn, at the end of the compulsory morning worship at Pharasma's onion-domed House of Solace.

Count Aericein Neska

LE male human aristocrat 5/cavalier 7

Ancient at more than 90 years old, Count Neska still actively manages his realm, his mind undulled by age and his visions for a utopian society undeterred. Features once lean and sharp have dried over the decades, cracking his hatchet face with a labyrinth of wrinkles and eroding his thin white hair to a severe widow's peak. Although deliberate, his gait demonstrates his discipline and determination not to show signs of age or weakness in his carriage or any other facet of his life. Although his frame might quietly suffer time's lash, his intellect perseveres. A keen businessman in his earlier years, Neska's life of leadership has made him a master of cold logic and unanticipated resourcefulness. Holding himself to strict philosophies of self-discipline and detachment, he views himself as a humanitarian of ideals, striving to forge a generation of able, talented, intelligent, and strong individuals while building a paradise in which they can flourish. He believes his laws condition those who live under them to be productive, courteous, and moral, while weeding out radicals and parasites, and accepts that measures of corruption and human loss are unavoidable in such a system. Although he considers his land and people his life's work, he knows he will not see their ultimate fruition into his ideal society. Too traditional and pious to consider extending his life—especially considering his intense distrust of magic—Neska seeks a proper heir, having left no place in his life for family. While quietly watchful for potential successors who might share his vision, he also cultivates plans to assure his efforts never fall into the hands of looters or deviants after his death.

Noteworthy Personages

Although none dare usurp Count Neska's authority, several residents of Barstoi command considerable respect.

Eilisilo Varga (LN female human cavalier 5/Hellknight 5): The most recent in a long line of beautiful women to serve as Neska's secretary, protector, and cardinal companion, Varga came to the count's attention during a political visit to the Chelish capital of Egorian, where she served as an Order of the Scourge Hellknight. After unintentionally witnessing her skill during a raid on a den of Desnan revolutionaries, Neska approached her with an offer to join his retinue. Though she initially declined, she mysteriously changed her mind by the end of his stay, returning with him to Ustalav. In the 8 years since entering the count's employ, Varga has advanced to a station second only to Neska himself and actively oversees Barstoi's policing. The land's knights loathe and envy their commander—calling her the Chain Countess in hushed tones—yet all obey, fearing her merciless combat prowess and Hellknight armor.

Witchfinder Judge Erdin Coim (LN male human inquisitor 6): Despite his nearly 72 winters, the eldest

priest of the Chapel of Guilts, Erdin Coim, refuses to retire to the ascetic, self-mortifying life of his order—not out of fear of the lash or his brothers' tortures, but in fanatical belief that his worldly work remains incomplete and must be tended to before concerning himself with his soul's penance. An infamous circuit judge with more than 5 decades of experience traveling northeastern Ustalav, his acumen for unveiling wicked spellcasters and thwarting foul magic won him the feared title of “witchfinder” among the inquisitors of Barstoi. He is accompanied in his travels by Thunderer, his ancient one-eyed warhorse; his fanatically devoted squire Chisson; and Sibilie, a 13-year-old captive witch convinced by the aged judge to redeem herself before facing execution.



Count Aericein Neska



Caliphas

Local knowledge warns to “trust no friend in the fog of Caliphas,” advice once spread by sailors plying the rocky coasts of Avalon Bay but now most often cited amid the alleys and salons of Ustalav’s capital city. Only 34 years ago, the royal court relocated to within the county’s borders, bringing with it the prestige and influence the proud region long coveted. Yet as is so often true, achieved desires heralded damnation. Today, the immigrating noblesse seeks ever-new decadences, rampantly exploiting the cheap lives of the county’s simple people. The costal cities grow more and more crowded, unleashing diseases of both body and mind. And as the wildernesses give way to fuel the hungers of the growing population, long-slumbering things rouse to a world unprepared for their displeasure.

In Ustalavic history, Caliphas once held a reputation as the demesne of witches and their soulless servitors. Legends say that with the defeat of the country’s last king, the mysterious sisters of the Albria woods parlayed with the Whispering Tyrant to take control of the land they considered theirs, but the uncaring lich spurned them and scattered their numbers. After the Tyrant’s fall, Caliphas numbered among the first counties reborn, its rulers—the Caliphvaso family—being one of only two noble lineages to survive the lich’s rule. Rivalry between the coastal county and the capital of Ardis began almost immediately, exacerbated by contention between the Caliphvasos and the newly crowned Ordranti line—a bitterness that persists into the modern age.

Caliphas claims a dramatic landscape, sloping down from the rocky peaks of the Hungry Mountains, through woodlands and fertile river country to the rocky coast of Lake Encarthan and Avalon Bay. The majority of the county’s much-touted civilization clings to the coastline, giving way to wilderness just as rugged and hamlets just as superstitious as one might find in any of the country’s hinterlands. While lean wolves hunt the hills and forests, Caliphas is most notorious for great swarms of winged shadows—ravens and bats obsessed over in local folklore.

Although the people of Caliphas pride themselves on their enlightenment, their superstitions merely take a more urbane quality—folk medicines and rural portents replaced by racial prejudices and peddled omens. Such faux worldliness leads many city dwellers to dismiss the supernatural as hokum unsuited to modern reason. Personal independence and dismissive attitudes toward the crown typify local outlooks, according the region its reputation as a haven for dissention and a leader among counties opposed to the monarchy, even as it harbors the throne.

Notable Sites

Despite its reputation as one of the most cosmopolitan regions of Ustalav, Caliphas holds more than its fair share of mysterious sites and strange settings.

Anactoria: Along the murky edge of the Albria Woods, the hearty people of Anactoria farm peat used across Ustalav as inexpensive fuel. Yet the shadowy village is best known for its local celebrity, the Maid of Anactoria, an ancient but well-preserved corpse discovered in the bogs and enshrined in a private cottage. Legends ascribe all manner of powers to the withered corpse, from prophetic sighs to healing tears, while tales portray her as a tragic lover separated from her heart’s desire by gulfs of distance and time. Although most evidence of the ancient carcass’s miracles proves anecdotal, numerous groups—from the University of Lepidstadt to the Aspis Consortium—are regularly denied in their attempts to buy the Maid, leading to frequent searches for similar bog bodies, known locally as “dead gold.”

Caliphas: The fog-haunted capital of Ustalav reigns as the country’s most prosperous city and home to the court of Prince Aduard Ordranti III. See Chapter 3 for details.

Chateau Douleurs: Transformed by generations of eccentric Caliphvasos, obsessed artists, and armies of servants, Lake Raiteso’s eastern shore boasts a paradise of labyrinthine gardens, statue-guarded pavilions, strange menageries, and luxurious retreats spreading symmetrically from the dominating magnificence of the central Chateau Douleurs. Within the palace’s high galleries, salons, and ballrooms sprawl the accumulated art, treasures, and decadences of the Caliphvaso clan. Yet few ever lay eyes upon the estate grounds, and even fewer upon the palace’s interior, as a legion of deadly family guards admit only the invited. Such lethally guarded privacy spawns countless rumors of cultic orgies, murderous hunts, maddeningly changeable palace chambers, and bitterly guarded family secrets.

Grayce: This quiet township serves as the gate to Lastwall, its devout community of farmers, shepherds, and weavers revering a provincial pantheon including Iomedae, Pharasma, and the empyreal lord Andoletta. Here the Chapel Bridge, a wooden drawbridge built through an ancient shine to Pharasma, spans the Path River and connects with roads leading northwest to Vigil and south to Vellumis.

Vauntil: Miles of vineyards and flower farms surround the self-proclaimed “City of the Senses,” making it one of the most scenic and affluent regions in the county. Each year, chefs, vintners, perfumers, jewelers, and artists of all walks compete in the annual “Last Breath” festival, a cross-medium competition of that which is best in life. Expert connoisseurs—many of whom pay highly for the opportunity—judge a vast variety of experiences, ultimately awarding a single champion the highly coveted label “worth dying for.” Regular tragedies haunt the contest’s history—scandals such as human ingredients, rival assassinations, and the ecstatic death of judges—but modern participants embrace these calamities, granting the competition both its morbid theme and dangerous reputation.

Prince Aduard Ordranti III

LN male human aristocrat 3/fighter 8

As the second son of Princess Maraet Ordranti and Duke Ardeten Holtzver, Aduard Ordranti never expected to rule. By the time Aduard reached his majority, it was obvious he had little taste for the life of a pampered princeling, possessing a hearty constitution, a headstrong disposition, and a predilection for the outdoors, hunting, and the company of soldiers. After completing his schooling, Aduard traveled the country's wilder reaches, hunting and touring the forts of the northern and western borders and discovering an appreciation for military life. Such forays led him into danger on numerous occasions, against both beasts and lawless raiders. This willingness to face danger and his dismissal of class boundaries won Aduard widespread favor with the country's fighting men, yet marked him as an embarrassment at the royal court.

Although the death of his brother and his own ascendance to the throne had never been his desire, Aduard accepted it as Pharasma's will, taking the throne at age 29. Rough, unprepared, and overly trusting in his divine right to lead, the early years of Aduard's reign were characterized by brashness and political naiveté at a time in which eastern Ardeal was scoured by the War without Rivals. In the 36 years since, Aduard continues to put great faith in Pharasma's guidance and an adopted tradition of military stoicism, but has also grown more skilled at manipulating political rivals. He still despises endless debates, leading to occasional flares of ire and abrupt ends to courtly proceedings. Although he tries—poorly—not to let his private opinions show, the prince loathes Count Neska and Countess Caliphvaso for their arrogance and endless scheming, and finds the Palatinates' endlessly changing spokespersons simpering cowards, but enjoys a kindred spirit and dependable political ally in Amaans's Count Galdana.

Countess Carmilla Caliphvaso

LE female human aristocrat 4/rogue 11

Records recount Lord General Haldrian Ganailad of Lastwall saying of Countess Caliphvaso, "Her ladyship is all that is Ustalav. Ambition's flame burning atop a taper of poise and undeniable charm, wholly cloaked in a midnight of unspoken temptations." Such remains true of the land's most outspoken and active noblewoman, a vision of unapproachable beauty known as much for her dramatic coiffures and defiance of age as her daring denouncement of Ordranti royal politics. Ever seemingly on the cusp of her fortieth year, she embraces the facade of cool aloofness and demurring charm expected of

Ustalavic noblewomen even as she manipulates webs of informants, mercenaries, hopeless suitors, sycophants, foreign emissaries, and the nation's peerage to enrich her own county and increase her already near-royal standing. Hushed stories also tell of her storied but never witnessed temper, in the face of which bold detractors vanish and half-sly rivals are stricken down amid storms of scarlet lightning. Yet despite such fears, rumors endlessly surround the vain but lethally alluring "Queen of Caliphas," most relating to her supposedly scandalous relationship with her nephew Renies (see page 13), the disappearance of her sister Millaera, an alleged penchant for criminal decadences, or the fact that Lord Ganailad's flattery was recorded more than 50 years ago.



Prince Aduard Ordranti III



Canterwall

A single vast moor surrounds Lake Lias, stretching to the boggy Eshirwood to the east. Here, wariness and ruggedness breed a sturdy lot, a county of quietly determined folk all too aware that fortunes in blood and backbreaking toil often buy rewards no greater than continued hardship and a swift death. The land of Canterwall—once known as Tamrivena—has no love for its people, even though generations of stalwart Ustalavs have poured their lives into the land, only to fall under the wicked blades of Belkzen orcs or be mysterious consumed, seemingly by the misty moors themselves.

In the fears of Ustalav, invasion has always come from the west. While humans and beasts certainly threaten the nation's other borders, these threats unite in the orcs of Belkzen, whose realm of cruelty and slaughter sprawls just beyond Canterwall's threshold. Since the nation's founding, the counts of the region have attempted a diverse array of tactics to guard the western lands against the savage hordes. The ruins of dozens of fortresses and watchtowers—some built mere yards apart—mark the Belkzen border and testify to the efficacy of past defenders. The history of Ustalav's defense is a tale of tragedy and madness, with moments of calamity punctuated by epics of disaster—none greater than the deceit and dark promises that unleashed the dragon-general Kazavon upon the world. Yet today, Canterwall no longer stands alone against the brutality of the west. The people of Lastwall now share in shouldering the burden of Belkzen's slaughter, a grim blessing that has greatly reduced threats to Ustalavic lands. Only the foolhardy rest unwarily in Canterwall, though, for the madness of orc-kind knows no respect for borders or reason, and more than beastmen raiders hunt the fields of the ancient land.

Canterwall is a fertile region, watered by the Vistear River and checkered by fields and farms. While wolves and foxes endlessly torment farmers, the land's greatest annoyances come on black wings—vast flocks of obstinate ravens, seasonally swarming locusts, cicadas, and earwigs wreaking arbitrary destruction. A balance between lightly wooded plains and bleak moors covers the region, all cloaked by dense fog that rolls into the lowlands from the southern mountains. Locals spread a host of warnings and superstitions about these mists, some old folks refusing to venture outdoors in fog without a symbol of Pharasma to keep at bay the spirits lost within, while others swear whole towns sometimes go missing in the mists, losing their connection to the world and vanishing forever in the haze.

Under the rule of the region's Palatine Council, the people of Canterwall largely fend for themselves. With few members of the country's nobility remaining in the rustic region, fiefdoms have given way to agricultural hamlets and townships. To the east lie quiet islands in the fog, where simple, Pharasma-fearing folk live modestly off of bland food and hard work. To the west, the same can be said,

but here the peals of yard bells signal danger, not meals, and the fire-scarred remnants of homesteads confirm the deadly presence of monsters lurking in the night.

Notable Locations

Numerous sites stand out across Canterwall, famed for their resolution or notorious for grim histories.

Bleakwall: The remnants of ages of war and destruction, an uneven wall of stones and fallen fortresses spans the roughly 90-mile border between Ustalav and Belkzen. Formed from the scattered barricades and bulwarks of felled fortresses, the expanse is a wall in name only, generally rising no more than 2 to 4 feet high and sometimes breaking for spans of a quarter-mile or more. While a scattered number of surviving turrets still occasionally serve as watch posts for the county's militia, only the brooding ruins of Tower Valballus and Castle Andachi bear enough of their original architecture to be identifiable as the citadels they once were. Even these fastnesses are shunned, though, as tales tell of creatures worse than orcs lurking amid the shattered stones.

Clover's Crossing: It began with a shudder the whole village felt, an unprecedented but soon forgotten tremor. A week later, a sinkhole swallowed the church house during ceremonies, killing the town's priest and most devout residents. Soon after, screams filled the night, and the paths of dragged bodies led to the churchyard, where every grave bore either the mark of morbid subsidence, or yawned open, transformed into gateways into a chthonic nightmare. None can say when the ghouls came or how many lurk beneath Clover's Crossing, but what was once a peaceful refuge of the living is now a den of the dead.

Marian Leigh: Women outnumber men 10 to 1 in the lavender-festooned town of Marian Leigh. Grown around the lush garden estate of Lady Urra Demerrval, a dowager who's survived nine husbands, the community prides itself on being one of the most pleasant in the country, largely due to its homogenous population. While men are not forbidden in Marian Leigh, more than one passing lothario or quick-tongued chauvinist has disappeared amid the community's garden mazes and greenhouses.

Ravengro: Flourishing while dozens of similar communities have died and rotted away around it, the quaint village of Ravengro stands as a testament to the persistence and determination of Canterwall's people. Nearby squats the ruins of Harrowstone prison, a penitentiary where guards and prisoners alike were consumed in an uprising's flames, and tales say none rest quietly.

The Saffron House: Something worse than ghosts lurks within the suppurating skin of the Saffron House, investigated in Chapter 4.

Tamrivena: Suspicion and distrust flourish in the fortress city of Tamrivena, which is detailed in Chapter 3.

The Palatine Council of Canterwall

From the county seat at Tamrivena, the nine members of Canterwall's ruling council oversee their homeland's administration. Well aware that several lands depend on their county's fields for survival, and that the nation's brusque prince might react forcefully to any suspicion of deceit or extortion, the council goes to great length to reinforce the region's reputation as a realm of undemanding, hardworking, and essential laborers. While such proves generally true, the administrators keep a tight guard on the land's ample purse, fearing the jealousy of neighboring nobles. Only toward the cause of defending the county are significant expenditures indulged, with regional militia being well rewarded and outfitted, especially those who guard the walls of Tamrivena.

Of the council's members, river captain Charidian Vanx, landowner Taladda Jhovanki, and reluctant representative Zoenessa Thell agitate most fiercely for their particular agendas—those being national influence, regional security, and simple fairness, respectively. Aside from administering county policies and arbitrating significant disputes, the relatively effectual Palatine Council of Canterwall hears reports from both wings of their divided county militia: the Foreguard, who stand guard over the county's borders under the commanded of the wary veteran Captain Daladmin Quin; and the Wallguard, who protect Tamrivena as directed by the paranoid Captain Balton Rhasrakin. Although both men have proven themselves able leaders, the council's patience wears thin with the aging Captain Quin, who can offer no reason for a rash of disappearances of villagers and whole villages along the southern border. While such delights the competitive and arrogant Captain Rhasrakin, it also fuels his delusions of lurking conspiracies and lends credence to his fear-mongering among his men (and privately to several council members).

Noteworthy Personages

In a land as insular as Canterwall, the people listen to those who appeal to their hearts or inflame their fears, and the individuals below are infamous for their abilities to grab and hold the hearts of their countrymen, for better or for worse.

Doctor Emrer Evets (CN male human bard 3): A quick-tongued former cleric of Pharasma turned wandering snake-oil salesman, the “doctor” has visited—and been chased out of—nearly every hamlet and township in Canterwall. In recent months Evets has grown skittish, telling tales of empty fields where once were towns, and of howls in the night pursuing his wagon. Few pay the con artist any heed, though, as his reputation for elaborate deceptions far precedes him.

Captain Balton Rhasrakin (LE male human fighter 7): When orcs razed the village of Adarac, 15 miles from the western border, young Balton and eight other half-dead children were taken as captives—food and entertainment for the journey back into Belkzen. By fortune alone did Lastwall knights intercept the savages and free their victims, but although Balton survived, three horrific days as an orc slave left everlasting scar upon his body and mind. Now serving as commander of Tamrivena's Wallguard, Rhasrakin harbors a burning racism against orcs and their kin, and endlessly drills his men in preparation for war. Although he believes that hordes of Belkzen savages might swarm over the Tusk Mountains at any moment, in his fantasies he dreams of raising a true army to eradicate the orcs once and for all.

Zoenessa Thell (NG female changeling* rogue 5): Raised in Bladswell, a hamlet on the edge of the Eshirwood, Zoenessa expected to live as her parents do, keeping the family farm and local inn. That changed when a voice called to her from the shadows of the forest, a soothing coo as from mother to child. Frightened, she abruptly went to visit her uncle, a constable in Tamrivena, and never returned. In Tamrivena, she developed a strict sense of justice and discovered her family's talent for reading omens amid Harrow cards, traits which have served her well. Through her 34 years, Zoenessa has traveled far and learned much, aiding in investigations from Magnimar to Kerse, her analytical mind and keen judgment assisted by her well-used cards. Residing in Tamrivena still and—at their invitation—taking a place upon the county council, Zoenessa endeavors to aid those she can. Yet in the night sometimes she

hears an eerie cooing, and knows the voice from her youth has found her again. (* See *Pathfinder Adventure Path* #43.)

Zoenessa Thell



Lozeri

The Shudderwood dominates the wildest of Ustlav's counties, where secret valleys, sluggish rivers, and monuments to civilization's failures lay hidden beneath a canopy of merciless green. This is Lozeri, the land of the hunter, where man and beast struggle endlessly in the depths of both the eldritch forest and the mortal heart. Many consider Lozeri and the Shudderwood synonymous, seeing little difference between the deadly wilderness and the scattered villages that warily eye its edges, for here the hunter's maxim holds great (and often all too literal) truth: "By moonlight, all men cast the shadows of beasts."

Without fear and a singular enemy, Soividia Ustav might never have succeeded in uniting the Varisians wandering near the Hungry Mountains into a single nation. It was the Kellids who ultimately enthroned Ustav, his armies rising to drive the barbarians from the lands. Yet nowhere did the first king face greater challenges and defeats than among the tribes of the Shudderwood, whose knowledge of the forest and seeming alliance with the vicious beasts of that land transformed the green places into a deathtrap for invaders. Only by tenacity, numbers, and hatchet blade were the Kellid tribes finally purged from the wood. Yet tales swiftly spread that no army could truly drive the barbarian tribes from their homeland, and that they had merely joined with the beasts they already half seemed to be. Thus began tales of the Shudderwood wolves, beasts with the hearts of men and a hatred for the heirs of King Ustav.

In the twilight beneath the Shudderwood's boughs, craggy hills, steep-edged chasms, and rushing streams form a deadly, darkened realm of predators. Werewolves and their ilk account for only a portion of the Shudderwood's dangers—and a small one at that. Although lycanthropes undeniably stalk the woodlands, their territories stretch primarily throughout the forest's heart and eastern edges, leaving the north—and its storied bottomless pits—to chattering tribes of ettercaps and other arachnid monstrosities. Yet supernatural dangers pale in comparison to the wolf packs, giant hunting spiders, and black bears that prey upon the Shudderwood's robust populations of scrub boar, river trout, crow pheasant, beaver, and black deer.

Rightfully, many of Avistan's most infamous tales of lycanthropic massacres and skulking werebeasts stem from the hamlets surrounding the Shudderwood. Although most retellings exaggerate actual accounts to fictitious extremes, such tales ring all too true among Lozeri's residents, whose communities and neighbors bear innumerable scars from the forest's fangs.

Noteworthy Locations

While most of Lozeri's mapped settlements fall outside the Shudderwood, the forest of claws and webs remains inhabited—and by more than just humans.

Ascanor Lodge: Attracting wealthy hunters from across the country and beyond, the Ascanor Lodge advertises itself as an island of luxury in Ustlav's final wilderness, where elite sportsmen can hunt the land's deadliest and most abundant beasts without sacrificing the comforts of a country retreat. A palatial compound, the lodge's rustic log construction and countless hunting trophies dress the myriad decadences—lavish apartments, fine restaurants, ballrooms, theaters, menageries, gardens, spas, and a "secret" brothel—in the ruggedness of a frontier outpost. While the wealthy clientele come and go as they please, for the retreat's live-in servants the lodge is a prison, as none can afford passage upon the guests' luxurious riverboats, and true dangers beyond the game warden's stocked deer herds and drugged wolves stalk the surrounding Shudderwood.

Courtaud: The cork-like towers of Lozeri's former noble families sporadically break the hilly tree lines surrounding the dairies and pastures of Courtaud. While rural farms checker the rocky country, the township proper slumbers within a winding river valley, with the gray Pharasmin cathedral, Velonstair, presiding over all. Here the common folks' simple homes rise upon the nearby slopes, while lavish establishments catering to the local elite vie for space along the river. At the eastern edge of town stand two ancient wells separated by less than an arm's reach, the Living Water and the Darkling Draught. While the former sees frequent use even to date, the latter bears a corroded iron seal and a web of heavy, rusted chains. Only a single thumb-sized hole punctures the fastenings over the Darkling Draught, looking into the absolute darkness where legend says a piece of the night sky fell and was contained in ages past.

Chastel: Prominently positioned at the crossroads of the Vistear and Vhatsuntide rivers, Chastel exaggerates by calling itself Lozeri's largest city. While undoubtedly the county's most populous community, the aggrandized township lacks the size or stature of a true city, being more akin to an overgrown farming hamlet with a market that fills its central plaza, spreads down the main avenue, and spills forth to partially encircle the town. No walls guard Chastel, and the lumber yards and livestock markets appeal to desperate predators, the most historically notoriously being the Rats of Karneik—a swarm of dire rats and their grotesque rat king—and, more recently, the Devil in Gray.

Morcei: The people of Morcei have always known bats, the Shudderwood's northeastern expanse being home to numerous varieties. Recently, logging destroyed an ancient tree the local children called "Daemon Hand," unleashing swarms of giant bats from inside. With the tree's destruction, the swarm of "flying wolves" overran the bell tower of the Morcei church house, tormenting the villagers and even invading homes by night. Yet near dawn every morning, the church bell tolls and the bats retreat, as if summoned home by some unseen lord.

The Palatine Council of Lozeri

Although the philosophies of the Palatinates stem from Vieland scholars, the spark of revolution first flared in Chastel. For generations, the people of Chastel had suffered the harsh decrees and high taxes of the Beaurturne family, yet public outcry finally turned to revolt after the count tried to have Ghilin Locnave, an outspoken local brewer and clergyman of Cayden Cailean, executed for his insults by being consumed by wolves. The merchant's popularity and the viciousness of the execution led to a public uprising, ending with Beaurturne falling into the pen of starved wolves and suffering a vicious mauling before he and his sons fled—first from their home, then from the county entirely. The uprising spread throughout the county and provoked similar action in Tamrivena and Vieland. Within a year, most of the land's few nobles had either fled or made more businesslike arrangements with their serfs.

The creation of Lozeri's ruling council began much as it did in neighboring Palatinates, with outspoken and noble-minded citizens revising the county's policies and governing—initially under the leadership of the revolt's central figure, Ghilin Locnave. But gradually, the people's control over their governing has slipped away. Although Lozeri no longer acknowledges regional peerage, wealth and influence lives on beyond titles, allowing many formerly noble families to continue to enjoy political control and opulent lifestyles. Of the current 17-member council, only Rogeif Yharloc and Sheyden Locnave—nephew of Ghilian—don't trace their birth to former noble families. The brothers Daboin and Giron Maured, playboy Cald-Harpe Rikarc, and the reactionary Vivian Shansa tend to monopolize the council's meetings with their own agendas, with the county's needs being of secondary concern.

Noteworthy Personages

The line between man and beast tends to blur in Lozeri, even among its leaders.

The Devil in Gray (NE advanced CR 7 winter wolf): It's the size of a charger with an ash-gray pelt. Its howl summons up devils and drives those who hear it mad. Its jaws can crush a horse's skull, and it can vanish in a cloud of mist and dust. Countless tales surround the Devil in Gray, the most feared murderer in Lozeri. Beginning its unpredictable rampage 10 years ago with the savaging of a lone washerwoman, its bloody legend includes attacks on whole parties of pursuers and, in 4701, invading Chastel, where it

slaughtered nearly 20 victims. Dozens of deaths across the county are attributed to the Devil's fangs, and though many claim to have slain the beast, its depredations continue even after a decade of horror. While some claim the creature is a werewolf, supposedly even the Shudderwood's lycanthropes fear and avoid the beast. Though human hunters have never been able to track the creature, the werewolves supposedly know of its lair, a place of grisly trophies and ravenous pups.

Rogeif Yharloc (N male human ranger 5): The people's hero, Yharloc reigns as the most famous hunter of lycanthropes in Lozeri. Adopted by the Palatine Council as a puppet representative of the common folk, he has little care for his position beyond the celebrity it brings. He much prefers to spend his time stalking the Shudderwood for sentient prey. Yharloc frequently visits the Ascanor

Lodge, though he claims to keep his own lodge near his "secret hunting grounds." He has little patience for hunting mere beasts, claiming there's no sport in hunting an unequal opponent.



Rogeif Yharloc



Odranto

Varisian-born wanderers were not the first people to claim the lands of Ustalav as their own. For untold generations, tribes of brutal Kellids ruled the region, making forgotten pacts with the spirits of the land and sowing their bones in the earth. Only by blade and bloodshed were the barbarians driven out, and for centuries their vengeful ancestors raged against the northern gates of the nation that stole their ancestral home. Long have the counts of Odranto watched those gates, raising fearsome castles to protect against the bewildering savagery of the northern hordes—castles built of stone foresworn to barbarian lords and bricks made from clay sown with the dust of Kellid kings.

As fortresses, thrones, chapels, and crypts, hundreds of castles have risen within the borders of Odranto. Since the days of its unification, Ustalav has sought to defend its borders against barbarian invaders seeking to reclaim their lands. The true border between Ustalav and what was once Sarkoris has shifted dramatically over the ages, leaving border forts scattered across the county in its wake. During the rule of the Whispering Tyrant, a deathless nobility haunted many of the region's citadels, and the lich reinforced the nation's border with his own necromantically-infused fortifications, some of which refuse to crumble even centuries after their master's defeat.

Even after Ustalav's rebirth, Odranto continued to face incursions. With the coming of the Worldwound to Sarkoris, Kellid refugees flooded toward Ustalav. Refusing to see her family's homeland overrun by her nation's historic enemies, Princess Maraet Ordranti commanded that all Sarkorins crossing the Moutray River face steel as invaders, lest their demonic taint infect Ustalav as well. Thus, countless Sarkorins, fleeing the nightmares of their tainted nation, rushed full into the pikes and quarrels of Odranto's defenders. So went the series of massacres deceptively called the Demonskin War, a conflict that ended only after no Sarkorins remained to flee their hellish homeland. For the first time in history, the borders of Odranto rest quiet, though victory proves bleaker than any of the realm's defenders could have imagined.

Today, the people of Odranto live somberly, none quite convinced that, even after nearly a century, the threat of invasion is truly gone. What began ages ago as an exploitation of barbaric fears lingers upon nearly every home in the county, gargoyles of stone, wood, clay, and ceramic haunting every gable, lintel, post, and eave, supposedly warding off invaders and evil spirits alike. The people of Odranto take to stonework, soldiering, and piping with skill, the latter echoing with haunting beauty among rocky cairns across the county. Tales say that, on certain nights, the dead rise to the notes of spectral musicians, crawling from ancient graves to exercise their bones upon the land once more.

Notable Locations

Not all of the ruins scattered across Odranto's fields lie quiet, and several brim with memories of tragedies past.

Ardagh: Built on the ruins of a Kellid village, the town of Ardagh has fallen and been rebuilt more than a dozen times. Rings of ruined walls circle the hill upon which the small, citadel-like community rises, many incorporating stones from barbarian menhirs that once littered the region. Tales of ancient treasures and Kellid curses dominate provincial legends, with the local landmarks of the Starling Well, Prewler's Field, and Pharasma's Needle—a gargoyle-covered chapel and watchtower situated as the fortress town's "keep"—holding particular notoriety as the resting places of haunted gold and powerful magic.

Castle Kronquist: During the age of the Whispering Tyrant, the vampire lord Malyas ruled over northern Ustalav from the nightmare castle of Kronquist. From here, the dead subjugated the realm's living survivors while terrorizing nearby countries. Although the castle's notorious hunting skulls, hypnotic specters, undead war machines, and daemonic guardians supposedly passed with the defeat of the lich lord, none can truly be sure, for the citadel's infamous fanged gates closed after the tyrant's fall and have not opened since. Yet something still moves within the secluded fortress, as on the night of every new moon the iron-horned clock tower tolls the darkest moment of midnight, just as it has for centuries.

Ground of Lost Tears: The most infamous massacre of the Demonskin War occurred at the Willowwind Priory, a Pharasmin refuge suspected of harboring displaced Sarkorins. Pursuing several families of Kellids, a border patrol tracked the refugees to the priory and, when the nuns denied them entry, set the refuge aflame. Legends say that the priory burned without a sound, and that afterward no bones—of either the Sarkorins or the nuns—were discovered. Today, no noise aside from sobs can be heard amid the blackened stones that mark the holy ground's perimeter, but on Pharasma's holy festival, the Day of Bones, a shadow opens within the earth and the shades of Pharasmin nuns lead a congregation of hundreds of barbarians in the day's prayers.

House Beumhal: When, in a single night, Niclavos Beumhal hanged his kennel of hunting dogs, his favorite stallion, his twin sons, his sister, and finally himself, none doubted that House Beumhal was a cursed place. For decades the estate sat shunned and empty, until Korinnia Avorbina purchased the land and reopened it as an inn and hostel. The haunted hotel now caters to the daring and curious, with its mystic orbs, spectral visions, and strangled cries startling even the most cynical guests. No visitors are allowed on the fourth floor—or, as of recently, portions of the third—as these are said to be the domain of the house's ghostly master, Niclavos Beumhal himself.

Count Conwrest Muralt

NG human male aristocrat 2 (LE human male wizard 10 while possessed)

An orphan born in Ardagh, Conwrest spent the first 12 years of his life raised by Pharasmin oblates until his adoption by the aging widower Count Manfray Muralt. His new life at Castle Odranto proved peaceful, and he was given full run of the ancestral estate, except for entry to his new father's private study. When Conwrest turned 14, the count returned from court with Lyrabella, a 10-year-old with dark hair and a sharp mind. The youths became fast friends, and as they grew older, their affection grew greater than familial. Years later, after suffering a debilitating seizure, Count Manfray summoned his grown son to his bedside. Moments before his death, the haunted-looking count spoke in a strange voice, giving Conwrest directions to a secret cabinet in his study.

Sorrow at Manfray's death soon turned to joy with Conwrest and Lyrabella's marriage. Weeks passed before the new count had occasion to investigate his father's study, where he found a treasure trove of tomes on cultic mysticism, the Odranti lineage, and—grimly—the family's madness, of which volumes of personal journals proved Manfray a secret victim. Hidden behind diaries of his father's impossible confessions and warring personalities, Conwrest found the secret cabinet, and within a gruesome treasure: a fluid-filled specimen jar in which swam an ancient, withered head. When the head turned to gaze upon Conwrest, the count's exclamation choked in his throat as his mind became no longer solely his own. So did Iselin, servant of the Whispering Way and betrayer of the Odranti line, claim a new body—at least, partially.

As the Whispering Tyrant rose in 3203, there were those who welcomed him. Among them was Iselin Odranti, outcast son of the ruler of Odranto. The whispers of the Tyrant reached far, and as the lich raised armies in the west, Iselin and his doomsayers prepared his way in the east. The necromancer's reward proved bitter though, as the eternal life promised transformed him into a rotting husk. The necromancer raged, and in his madness demanded the vampire regent Malyas provide recompense. Intolerant of fools, the vampire struck Iselin's head from his shoulders. Summoning Iselin's own niece, a slave and survivor of the

undead invasion, he gave her the still shrieking head and commanded her to lock it away. In this manner Iselin's treachery saved his family, for though it condemned his line to witness an age of horrors, their guardianship of the head sheltered them through the Tyrant's depredations.

When young Andreodos Odranti was pronounced prince of the restored Ustlav, he had heard of the head, but only as a legend. Decades later, when lesser members of the Odranti line sought to raise Castle Odranto upon the lands where their ancestors had weathered the Tyrant's rule, workers rediscovered Iselin's buried head. Mad after ages of seclusion, Iselin might have been destroyed, had he not been brought before a scion of the Odranti line, a distant relative bearing the necromancer's own long-dried blood.

To his terrible salvation, Iselin discovered he could exert a measure of control over his relative, and so bid his distant grandnephew hide and protect him. When that nephew passed, so was Iselin's secret revealed to the next in the line, the heir falling under the head's control, passing the secret burden down through the ages. Until Muralt.

When fate intervened against Iselin, his stewardship passing to a descendent unable to father a child, the ancient traitor raged. Attempts to overwhelm other guardians proved fruitless, and even a bold attempt to usurp Prince Valislav Odranti revealed some strange resistance or opposing ensnarement. Delving into the family histories, it took Iselin-Muralt years to discover a potential new heir, the scion of a forgotten family branch fallen to poverty near Ardagh: Conwrest. Iselin's early attempts to control Conwrest proved unsuccessful, however, which he blamed on a thinning of his family blood. So he sought out a second relative, discovered among a family near Caliphass. After her family's orchestrated doom, Lyrabella came to live at Castle Odranto, where Iselin sought to unite two distantly separated twigs of the family tree into a single, easier-to-influence bough.

Today, the undying necromancer exerts partial control over Count Conwrest. His wife Lyrabella, kept unaware of the head's presence, sees her husband's struggle and quietly seeks aid for his growing madness. To date, Conwrest believes he has been able to protect his wife from Iselin's desire for an heir, but blackouts during periods of his ancestor's control, combined with his wife's devotion, keep her in peril.



Count Conwrest Muralt



Sinaria

Through trial and terror, Sinaria has always been a land of song. Echoing across the algae-thick waters of Lake Prophyria, the voices of downtrodden peasants, mysterious swamp folk, and the virtuosos of Karcau's famed opera cry to the heavens for lives better than those granted them, and—when those entreaties fail—chant to choirs below for the charity of the damned.

On the shores of Lake Prophyria the ancient Kellids bound their holiest sacrifices and most revered oracles, committing them to the spirits of the marsh. Amid the bog muck and sucking lake mud rest the skulls of ancient Kellid witches and seers, their rot mixing with the sickly waters and beasts of the swamp, imbuing the land with the sight of the ancients and an inheritance of timeless pacts and savage magic. During the Tyrant's rule, the lich lord sensed some strange power amid the lake's waters, and executed dozens of would-be sorcerers and arcanists in its waters—a grim parody of the sacrifices of old. Today, belief in the eerie magic of Graidmere Swamp and Lake Prophyria permeates the minds of Sinaria's people as absolute truth. Criminals, Kellid refugees, and practitioners of strange magics have long taken refuge amid the swamp's gnarled trees and veils of hanging moss, giving rise to a insular race of proud, swarthy Kellid-Varisian swamp-dwellers, locally known as “leechfolk” or “swampers.” While many are little more than brigands and scavengers, some hidden swamp communities gather around the fallen, vine-gripped monuments of ancient barbarian mystics in attempted renewal of the blood pacts of old. Some even succeed.

Beyond the shunned depths of the Graidmere Swamp rolls a land of meandering streams, scattered ponds, and wet grasslands. Predictable seasonal rains and droughts create vast flood plains, where rice, cotton, mustard, and olives grow in abundance. During the dry season, streams and pools wither to countless tiny fishponds, where fierce gar, crimson-flecked Prophyrian eels, and poisonous river moccasins prey upon captive populations of catfish and stickleback, as well as the occasional unwary angler. Swamp pigs, sharp-eared vine cats, hosts of marsh snakes, giant bats, fungal crawlers, and gloomwings also make frequent excursions from their homes in the Graidmere to harass the peasant farmers and plantation workers occupying much of the open country.

The people of Sinaria have great respect for the mysteries and creatures of their land, raised to know that more than snakes and hunting cats lurk amid the reeds pervasive throughout the county. Although city dwellers and even the country folk often scorn swampers and view members of these recluse clans with suspicion, all know that for the right price, the bayou dwellers might jinx a foe, read omens in the algae, or even concoct a medicine to raise the dead. Even still, resentful pride and underhanded literality

characterize most dealings with the raft dwellers, and often the hexes bought to stymie a foe come to haunt the buyer a hundredfold. To defend against such old magic, witch wards hang upon the lintels of windows and doors throughout the county, with snakeskins stuffed with arbutus, chicken feet with the toes pointed away, and mirrored wind chimes all frequently employed in weakening or deflecting curses and vengeful swamp spirits.

Noteworthy Locations

Although the smallest county in Ustalav, Sinaria holds several destinations of strange beauty and antique mystery within its swampy borders.

Baallalota: On the night of the vernal equinox, in the depths of the Graidmere, the daughters of the swamp and their chosen protectors gather at the ground of Baallalota and dance for the spirits, just as the ancient Kellids did in ages past. Throughout the night, the swamp women spin, the knives in their sashes flashing as the envious ghosts of the marsh wrap themselves in warm flesh once more. When finally the light of dawn slips sickly through the hanging moss, only one stands among her sisters, the ground slick with the blood offering to the souls of the ferns, mud, and snakes, and for a year she is Queen of Baallalota, before the swamp reclaims its bride.

Cormegi Manor: When the miserly noble Hest Cormegi sent men to kidnap youths from the swamp to work his faltering plantation, the swamp folk rose with fire and vine nooses to lynch the old man. But even in their fury, they were no match for the landowner's thugs, who planted their bodies to fertilize the fields. Only when those corpses rose again did Cormegi and his lackeys meet their fate. But the doom that came to Cormegi Manor was not the end, for the children freed had nowhere to turn, and their rotten parents refused to abandon them. Today, none go near the muddy fields of Cormegi, as the swampers working the plantation live in wary secrecy, hiding away the generation that, in saving their children, gave up their chance to die.

Karcau: The Village of Voices holds a reputation for producing some of the finest singers and musicians in Avistan, though few who complete their training at the renowned Karcau Opera linger in the mysterious city for long. Karcau's grand spires are detailed in Chapter 3.

Saintsgrove: Stories say that once a shrine to Desna stood among this secluded stand of ancient olive trees. When a priestess of the goddess of undeath attempted to use the shrine and its small congregation of wanderers to spark her dark apotheosis into a monstrous daughter of Urgathoa, the Song of the Spheres intervened, causing the trees to age a thousand years in a single moment. As the grove exploded in size, the trees trapped the bodies of Desna's fallen followers and the half-transformed horror in a prison of grasping boughs and gnarled bark for all time.

Countess Sasandra Livgrace

NG female human aristocrat 3/bard 7

When Count Birmienon Livgrace sent his 8-year-old daughter to board at the Karcau Conservatory, in the shadow of his county's famed opera house, he envisioned her taking the stage by night as a beloved diva, while rising each day as an even more adored countess. What he did not expect was a scandal of delusion, obsession, and psychosis.

Among the girls' dormitory of the conservatory, Sasandra garnered no special treatment, enduring the same strict curriculum as her schoolmates. Ballet, choir, orchestra, along with a complete course of academic pursuits, challenged the young noblewoman, but also granted no end of opportunity to exhibit her seemingly endless talents. For 6 of the conservatory's 8-year program, Sasandra flourished, convincing several mistresses of her inevitable place among the Karcau Opera's greatest prima donnas. And then she encountered the opera ghost.

All the students of the conservatory and opera house's staff and performers knew of the opera ghost, the phantom responsible for every mistakenly dropped curtain, lost costume, or faulty rigging. Yet while most accounts of the ghost merely left schoolgirls shuddering beneath their sheets or spooked fresh-faced stagehands, Sasandra became fascinated. Over the course of her seventh year, she spent increasingly more time among the catwalks and storage basements of the opera house, at first seeking evidence of some mysterious spirit, but later, as her classmates would report, conversing in whispers with some secret muse. Word of her strange activities eventually reached her teachers, the head mistress, and—when she began missing rehearsals on the cusp of her vital eighth year—the count.

When questioned by her father, she explained that the opera ghost himself was secretly tutoring her in knowledge beyond music. Furious, convinced that some costumed stagehand was taking liberties with his daughter, Count Birmienon forbade her from returning to the conservatory. Outraged, Sasandra railed, and later that night fled her father's estate. While her classmates witnessed her entering the grand theater, Sasandra vanished, and over the course of the ensuing search, none of the opera house staff, the count's men, or the constabulary could find any trace of the girl.

Three months would pass before anyone saw Sasandra again, the girl found sheltered by a sewer pipe draining into Lake Prophyria. As soon as she was well enough to travel, the count spirited his daughter away to Caliphas, where Sasandra spent the next year in the care of Doctor Trice at Havenguard Asylum. Although rumors spread of an extended tryst or political kidnapping, none in Karcau ever learned the truth of Sasandra's disappearance—including Sasandra, who claims to have no memory of the time.

Today, Sasandra rules Sinaria with a gentle hand. While she never became a star of the stage, she is known as a fine soloist and not unskilled dancer and violinist. Her elderly father, Birmienon, still resides with her at the Livgrace estate, Starling House, where the pair lives quietly and modestly. Although several years her junior, a former street thief named Vennel Endronail has long called upon the countess, and the pair share a quiet romance—though the lady quickly dismisses any discussion of nuptials without explanation. In equally uncharacteristic fashion, certain tunes provoke unexpected reactions from the countess, such as bursts of song in strange tongues or the recitation of strings of facts. Although unusual, Countess Livgrace and her companions disguise her fits well, though many wonder what connection these episodes and her youthful disappearance hold—Sasandra foremost among them.

Notable Personages

In addition to the nobility, one figure holds sway over the souls of Sinaria's people.

Zeffiro Lesiege (NE male human cleric of Alichino 5): From his penthouse crowning the lavish Eylusia Building, Lesiege runs an empire of suffering. Rising from beginnings at the Lady's Gardens cemetery, Lesiege turned mourning into a business, his company crafting burial monuments and employing professional mourners. Yet recently, Lesiege's life-long preoccupation with death has transformed into an obsession with life's darkest pleasures. Monthly, Lesiege leads a masked congregation of Karcau elite into the arched waterways below the city to cavort in a chapel of vices beneath icons of the malebranche Alichino, devil-reveler and jester king.



Countess Sasandra Livgrace



Ulcazar

The county of Amaans claims all but the chilling heights of the Hungry Mountains. There, amid the spires' jagged crowns, treacherous goat paths, and lashing winds poises the citadel-county of Ulcazar, an impregnable natural fortress where brutish elements viciously strive to assure that the realm's secrets remain unknown.

Ulcazar was fashioned as a prison, a county in name only, with little arable land and few resources worth exploiting—a doom of seclusion and poverty for those condemned to its rule. The prisoner for which it was designed was none other than Nuilivisso Ulca, second-cousin and field commander of Soividia Ustav, infamous for betraying the first king of Ustlav to the armies of the Kellid chief Thornbrow—though none could prove his treachery after the barbarian lord's defeat. It's said Ulca starved in his estate upon the slopes of Mount Laophis, though his line continued on until the rise of the Whispering Tyrant. With the arch-lich's coming, Ulcazar saw little change, its lands presenting no targets to the undead legions. Without support from the surrounding nation, most of those who lived in Ulcazar perished, though a few pockets of desperation held out amid valleys and caves for decades into the Tyrant's rule. None survived to see the tyranny's end, however. Centuries after the conclusion of the lich's rule, a new corruption came to Ulcazar. What began as a simple refuge for monastic scholars in the service of the Lady of Graves transformed through tragedy and revenge into the throne of a deadly silence. The Monastery of the Veil broods amid the mountain slopes, a cloister judicious antiquarians claim houses one of the oldest and greatest libraries in modern Avistan, as well as a brotherhood of attendant chroniclers. In truth, the Pharasmin order that founded the monastery as a sanctuary from which to take account of the passing eons suffered and died centuries ago. In their place grew a cult of secrets, the Anaphexia, which has grown to be the true masters of Ulcazar and casts a veil of nameless dread over all who dare to dwell within their shadowed land.

Little lives among the heights of Ulcazar. Aside from raptors scavenging for the land's timid voles and the carrion of particularly sure-footed mountain rams, few creatures dare the lightning-scoured skies, and even fewer the fragile paths and quick-to-collapse slopes. With scant level ground or soft earth to take root in, what little vegetation manages to find purchase among the mountains typically takes the form of scrubby trees, thorny brush, grasping ivies, or various molds and lichens hiding in stony hollows and often serving to make the sheer slopes even more treacherous.

Although no communities in Ulcazar even reach sizes large enough to be considered villages, a half-dozen or so scattered hamlets and communes find shelter enough to eke out poor existences amid the unforgiving peaks. Those who choose to live in the county number among either its

handful of pathetic nobles and their attendants, its religious anchorites seeking enlightenment amid the austere stones, or joyless peasants living in poverty, fear, secrecy, exile, or a combination thereof. Many in Ulcazar go mad by degrees, smothered by the weight of the unsympathetic land or their own pasts. Whatever the case, the county's few residents warn one another of the "stone sick," where people become as rocks, growing silent, detached, and eventually cracking. The roots of the mountains also harbor all manner of peculiar fears, as myriad crevices and caves delve into the county's desolate veins. Those daring enough to delve into these recesses tell of eerie songs echoing in the dark, stone grown into vast chapels over lightless ages, barricades bearing ancient Kellid runes, and evidence of more than bones left by the land's past masters. That is, if such explorers ever escape at all.

Noteworthy Locations

Despite its seclusion, Ulcazar is hardly abandoned.

Castle Penatha: Built on a slope in the Qadiran arm of the Worlds Edge Mountain's, Castle Penathra disappeared from its foundations, along with its wealth of tapestries, lavish furnishings, and other treasures sometime approximately 20 years ago. Only recently was it rediscovered near the summit of Mount Rectzaid in Ulcazar. The castle is largely inhabited, except for a single golden cupulaed turret, maintained as the luxurious home of the purple-cloaked Isla Bellsan, the self-proclaimed greatest thief in Avistan.

Ghash: The valley known as Ghash lies within the mountain of the same name, the tiny wooded vale wholly surrounded by a spire, split as if by Gorum's blade. The Sisters of Ghash rule this tiny vale, a coven of far-seeing witches including the green hag Librikes, who sold her nose for a staff of living roots; Soathmoa the annis hag, legendary mother of a litter of ghosts; and Hipethia, a beauteous human witch with a soul darker than her monstrous sisters.

The Monastery of the Veil: Rumored in scholarly circles to be a trove of endless secrets and wonders, the cloister possesses a much more sinister reputation within the borders of its home county. The Monastery of the Veil is detailed more fully in Chapter 4.

Wait's Span: No more than two dozen hunters and peddlers lived around the wooden bridge called Wait's Span, a gloomy parish only a half-dozen miles east of the Monastery of the Veil. While Bishop Senir claims a fire sparked by lightning consumed the hamlet, few who consider the ruined buildings and unscarred covered bridge can imagine a mere storm consuming the community so thoroughly. Rumors pose all manner of other sinister alternatives, the most popular being that someone in Wait's Span journeyed too near the dark monastery or saw something they shouldn't have, and the whole community paid the price.

Bishop Yasmardin Senir

LE male human cleric of Norgorber 13

The third son of a third son, Yasmardin Senir was not destined for power. Rather, in following with Ustalavic custom, his fate was to serve—the third-born son of any noble family being tradition-bound to take oaths of devotion to Pharasma. While the death of an uncle had kept his father from ever taking priestly vows, Yasmardin would be the first Senir in generations not just to follow the path of Pharasma, but to actually live in the land the Senirs held lordship over. Departing the Senir family holdings in Ardis, the estate of Lowmoun, the spoiled young Yasmardin begrudgingly traveled into the cold harshness of Ulcazar, plotting naive schemes of eluding fat monks and returning home within a week.

Yet what Senir found at the Monastery of the Veil proved more shocking than a quiet religious order. Bristling at the interruptions but forced to admit the count's coach—as to block its entry would seem suspicious—Bishop Rithwayn intended to greet the lord, pay him due hospitality, and see to his speedy departure. Finding the count's young son instead of the count himself, however, proved the height of annoyance. Yet in the count's letter of introduction, addressing his intention to have his son join the monks, Rithwayn saw the deceptive blessing of his dark god. As the count's coach departed and the monastery's ancient iron gates swung soundlessly closed, Yasmardin unknowingly found himself prisoner of the assassins known as the Anaphexia.

Bishop Rithwayn wasted no time in revealing the monastery's secret patron, dragging the boy into the cloister's depthless library-catacombs and locking him within the sanctuary of Norgorber. Yasmardin's screams would be his first offering to the Reaper of Reputation. For nearly a month, Bishop Rithwayn tortured and starved the boy, visiting every midnight to ask if the Reaper had spoken to him. Despite the boy's pleas, curses, and promises, the lord of the Anaphexia had no mercy. Finally, on the night of the new moon, a voice spoke from the shadows, and motes of ruby light dripped like blood from

the blades of Norgorber's effigy. Yasmardin would be the hand to shelter and guide the god's blades, and work to steal and safeguard the secrets of an age of fools in preparation for a future fit for their exploitation. In return, he would be a lord like none in his family ever were, with wealth, power, and cunning beyond the petty concerns of mortal nobility. Though terrified, the youth exalted in the promise of freedom and life, and swore allegiance to the dark god. That night, when Bishop Rithwayn came to the boy, Yasmardin did not cry, but drew a blade across his body in offering.

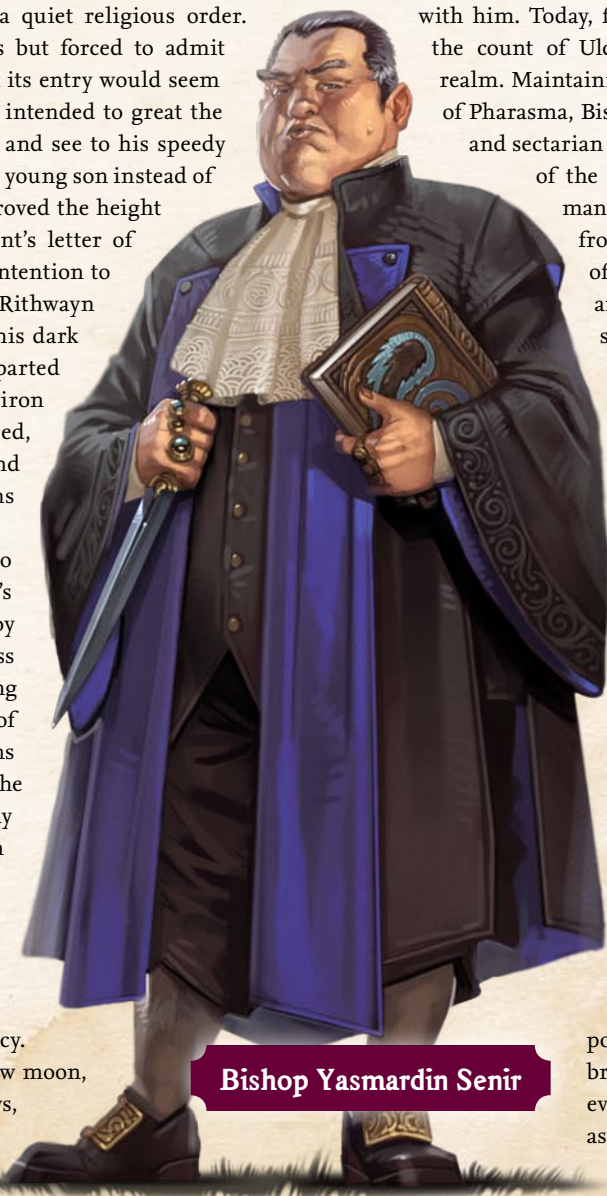
In the years that followed, Yasmardin grew in power, just as the dark god promised. By his own devices he cut down Bishop Rithwayn, slowly killing the assassin lord with daily poison. As bishop of the Monastery of the Veil, his blade struck out against his own family, slaying his

brothers so that the mantle of lordship came to rest with him. Today, for the first time in centuries, the count of Ulcazar reigns from within his realm. Maintaining his guise as a stern bishop of Pharasma, Bishop Senir holds both political and sectarian influence, exploiting members of the court through political guile, manipulations of faith, and “visions from the goddess”—the findings of his brotherhood of assassins and spies. Through the years, several have stumbled upon the truth of the bishop's faith, but none have survived to spread the secret of the Anaphexia.

Notable Personages

None contend with Bishop Senir for influence within Ulcazar, but others possess a measure of prestige.

Healer Taeb (CN male human witch 8): Hermit and wise man, it's said the ancient Taeb was once a great healer in Geb, but foes drove him from his undead homeland. After fleeing assassins for years, he now hides his wondrous hovel beneath a shadowed cliff called Vulturefang. Locals claim he can still create poultices to cure ailments, heal broken bones, and supposedly even bring back the dead, but as he grows older, his talents sometimes fail disastrously.



Bishop Yasmardin Senir



Varno

Dark things soar on shadowed wings between the chilling moon and the rolling orchards of Varno. Here legends take on existences greater than the living, and peasants cling to centuries-old traditions, fears, and superstitions. Amid misty pastures and groves the heritage of the Varisian people still flourishes, and furtive arts passed down through centuries reveal power in cards, song, and blood. Yet amid such mysteries also lurk the memories of ancient terrors, dread secrets, and the names of sleeping evils against which the modern world is all too vulnerable.

Time means little in Varno. Generations are born, life passes, and death eventually touches servants and princes, the just and unjust, all the same. Such has been the philosophy of Varno's people since the Kellids were driven from the land, and such remains their mantra today. When legions of the dead rose in envious war against the living, most of Varno's people held their lives at greater value than their land, departing Ustalav to settle among the people of the neighboring Arch-Duchy of Melcat, rejoin their wandering kinsmen in distant Varisia, or seek new vistas exploring Taldor's vast empire. After the dead returned to dust, some wandering Varisians resettled Varno, bringing with them their ancient ways and the reminder that a land holds no memory—only its people can do that. Yet for all the resilience and wisdom of Varno's populace, their stories are less akin to fairytales and more like grim epics, rife with tragedy, warnings, and righteous suspicion. Few in eastern Ustalav don't know of the hardships faced by their people or the suddenness with which paradise might transform into pandemonium. Thus, the people of Varno live by the timeless Varisian maxim, "Welcome your sister, but never let her keep her knife."

Mild slopes roll across Varno in a gentle surf of emerald orchards and golden fields. To the west, the Forest of Veils knots in a tangle of dense cypress, laurel, and alder, its boughs rising high like the buttresses of some grand cathedral, a sanctuary that burns every autumn in a riot of crimson leaves. Predators are scarce in Varno, with bats and wolves ranging through forests and fields, occasionally joined by bear and cougars. Snakes, catoblepas, tatzlwyrms, and stranger things also occasionally cross the border from Versex and Numeria, while caverns exposed by crevices or sinkholes often reveal breeding grounds of vermin and more monstrous lurkers. The peasants of the land also spread innumerable tales of vampires and their hosts of deadly kin, immortal witches, children of shadows, malicious faeries, fiends wearing the skins of humans, and countless other predators seeking to make meals of mortal lives and souls.

Varno's people are a hardworking lot who embrace life even as they remain mindful of death. While devoted to Pharasma just as faithfully as worshipers in other counties, most supplement their weekly worship with prayers to Desna

for fortune, Gozreh for good weather, and Shelyn for joy, as well as a diverse array of regional folk beliefs, traditional wisdom, and superstitions. Yet for all their dependence on talismans and rhyming charms, most in Varno harbor an abiding trepidation regarding arcane magic, with even fortune-telling, alchemy, medicine, and traditional dances being acts of mystical power that could draw the attentions of evil spirits. Most of the county's population work modest farms, orchards, and vineyards, or on the estates of the region's few noble families, but several still keep to the ancient Varisian wandering lifestyle. Even among their own people, these wanderers attract suspicion. While many clans are comprised of freewheeling lovers of life—following the ancient customs of dance and fate-reading Desna taught their ancestors—others are Sczarni, traveling wolves, con-artists, and brigands who prey upon settled Varisians and strangers alike in a bitter cycle of suspicion and hate.

Noteworthy Locations

A land of simple beauties and peacefulness by day, Varno holds several sites that, by night, take on a fearful aspect.

Bastardhall: Amid the mists of Lake Laruba sits the ruin of what was once Arudora Manor, now known as Bastardhall. This prison of timeless terrors is detailed in Chapter 4.

Cesca: Rising amid sprawling vineyards and sleepy fields, Cesca clings to its peace in the face of both real and imagined terrors, its people distrustful of outsiders. The parochial paradise is explored in Chapter 3.

Corvischior: Fewer than 300 people live along the shore of Lake Korsinoria at the derelict county seat of Corvischior. Across the unreasonably rough waters of the lake stands Castle Corvischior, sometimes called Korsinoria Palace by old folks who remember tales of a brighter time when it was the home of a beloved count. Now the castle is an abandoned treasure, home in name only to a truant lord who would rather gallivant in distant lands than attend to the needs of his people. In the days since the Tiriach family abandoned their rule, rumors tell of mysterious lights at the castle, shadows slipping among its crenellations, and unmanned gates opening to admit midnight coaches. Whatever mystery hangs over Corvischior, the people argue over whether they are blessed or cursed, as regardless of rumored evils, the village's residents seem strangely immune.

Redleaf: The manor houses of the families Adler, Boadely, Druanwiet, Millair, and Vanache circle forested Redleaf Lake. Though the retreat is known for its seclusion and waters that take on the color of fire every autumn, generations of bad blood among the resident families taint the quiet serenity. While the other four proud estates circle the lake at roughly even distances, Adler Manor rises ominously upon eroding cliffs, visible from any shore and home of the spiteful recluse Damita Adler—though none have actually seen the bitter spinster for years.

Conte Ristomaur Tiriac

LE male human vampire aristocrat 3/ranger 15

The year 4521 was a shining time for the Tiriac family. With pride and great hope, the beloved Count Dionis Tiriac had passed his title and rule of Varno to his only son, Ristomaur. The black scourge upon the county, the feral vampire named Beruso, had been captured and staked by noble huntsmen, bringing an end to a season of horrors. The fair Iltainya Arsbeta had also accepted Ristomaur's marriage proposal, and preparations for a spring wedding were underway. The county seemed blessed, and it was this contrast that made the misfortunes to follow seem not just tragic, but a curse.

Returning to Corvischior from a holiday, Ristomaur's coach was ambushed by brigands, a magical explosion sending the conveyance reeling into a ravine. Escaping the wreckage, the wounded nobleman proved his skill with a rapier, slaying several highwaymen despite a spear of jagged wood piercing his breast. Iltainya, though, had not proven so lucky. Desperation and love granted the young count the resilience to escape with the unconscious form of his soon-to-be bride, but the mysterious attackers were not so easily deterred. Within sight of Lake Korsinoria, the brigands overrode the count and, knocking him from his horse, beat him to the threshold of death.

With the count's family still in the country, servants retrieved their lordship's body. It fell to the Tiriacs' aged housemother Radaya to see to Ristomaur's care. Relying upon her wanderer heritage, Radaya employed all her craft to save her master. But even her enigmatic skills were not enough, and Ristomaur's life waned. Possessed by her devotion to the family, the wrinkled housemother gave strange orders, and in the direness of the moment, the servants obeyed.

By midnight the still form of the vampire Beruso lay in Korsinoria's great hall, bound by chains of garlic and verben. Removing the stake piercing the creature's breast and brandishing Desna's symbol, Radaya bid the vampire breathe life back into the count, even if it must be the breath of his accursed kind. Beruso, vicious and ravenous, cackled as he drank from the dying count, draining the last of his faltering life. As the vampire emptied Ristomaur of his final drops of vital essence, Radaya interrupted the beast, returning the ash stake back to his unholy breast.

For the next thirteen nights, Radaya prayed over the count's corpse, speaking

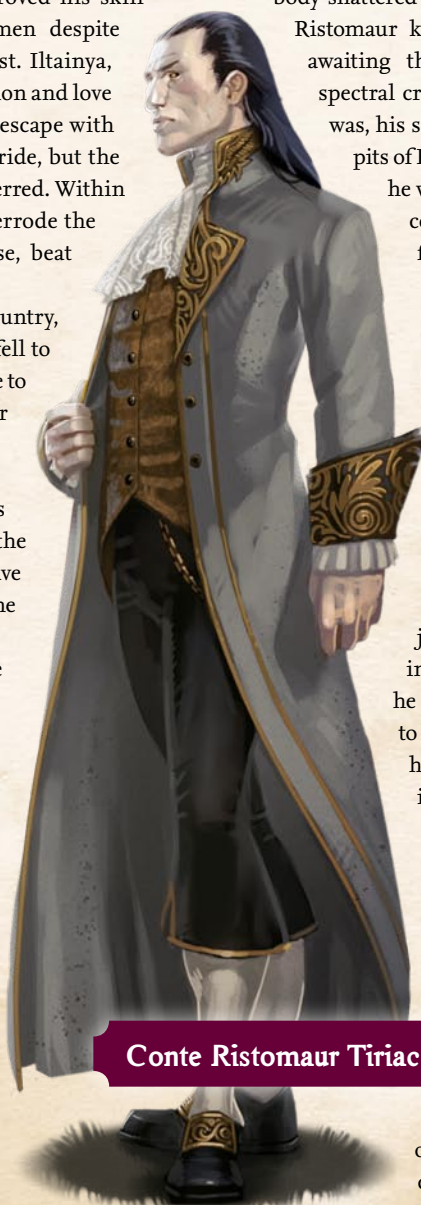
timeless invocations so that on the final night, when the count's body rose again, his true soul, and not the spirit of a fiend, would be master once more.

When Ristomaur rose, it was with a hunger he had never known. Radaya, watching over him, explained how she had saved him. Yet her superstitions and prayers had proven powerless, for as the count's chill flesh attested, the vampire's curse sowed only death. Although terrified and furious, Ristomaur knew that so long as Iltainya was safe, his death would not be in vain. When the baffled housemother reported that his fiancé's body had never been found, his mind snapped, and the blood-starved madness took hold.

Awakening the next night among the gore-soaked ruins of the family chapel, Ristomaur found the castle empty, the servants massacred or fled. Only Radaya remained, her body shattered but her faithful ghost lingering on. As Ristomaur knelt upon the palace's highest turret, awaiting the dawn's purifying destruction, the spectral crone explained that, should he die as he was, his soul would be condemned to the charnel pits of Hell. Whether Iltainya were dead or alive, he would never see his beloved again. So the count despaired and, cursing the witch, fled Corvischior.

Over the next decade, Tiriac haunted Varno, more beast than man, hunting for some word of Iltainya. Gradually, he came to understand his affliction and view vampirism as a disease. And if it were a malady, he reasoned, then it must have a cure. This possibility brought reason and purpose back to Ristomaur, and slowly he became like himself once more.

Since his death, Ristomaur Tiriac has journeyed far. Reappearing to his people in 4536 as a cousin of the heartbroken rulers, he took control of Varno, employing agents to hold his proxy at court. Traveling often in his search for a cure for vampirism, Tiriac is known in many lands, sometimes by his own name, sometimes under aliases, and often adopting colorful corruptions of his title, such as "conte." Charming and eternally youthful, he retains a shadow of the humor he possessed in life, though an age as a predator has granted him the cunning and manipulative forethought of an undead lord. Yet while his research has made him a scholar of strange arts, his sought-after cure continues to elude him.



Conte Ristomaur Tiriac



Versex

Many sensitive to the intersections of arcane ley lines, the rotations of reality's spheres, and the conjunctions of heavenly bodies journey to the mysterious land of Versex to commune with forces esoteric and occult. Yet those aware of the dread things separated from the vulnerable world by unimaginable expanses of aether shun Versex for the same reason. Here the fabric of planar lucidity wears thin, and stains from a sea of unperceived insanity taints an unassuming realm and unprepared minds. Worse, as naive arcanists and reckless mediums worry existence's fragile stitches, some of these tattered strands give way, and sanity-shattering forces not meant for Golarion set eyes and limbs without names upon a defenseless world.

Few precisely know the corruption that taints the hills and coasts of the uneven county. Many have lived here all their lives, and though escaping the tales of insane prophets and portentous importunities is impossible, they may never have suffered night terrors or witnessed a hunter from a hungry star. Although the living were scoured from this land during the Whispering Tyrant's rule, the county bears few scars of the lich's reign, as if the region were swept clean and then purposefully avoided. When the living again ventured into the land, they migrated to places of ancient inhabitation, drawn by voiceless calls to the same sites where Ustalavic psychopaths indulged the drug of suffering, Kellid outcasts performed rites taboo even to their savage brethren, and things that revel in ruin cavorted and crooned during the Age of Darkness. Today, few communities linger on ground that wasn't inhabited thousands of years ago, and memories that should have long passed from the land cling to inexplicable and malevolent wills.

Versex's hills meander from mountain to coast, their rocky slopes gradually shrouded by a mixture of stunted grasses and dense mosses strewn with eerie spiraling fairy rings. The earth proves ill suited to farming, with most crops growing stunted or crooked. Only tubers grow with any reliable success in Versex soil, but most possess bloated, strangely suggestive shapes when finally wrested from the spongy earth. The beasts of Versex have long suffered from similar unwholesomeness, with wild animals and livestock alike falling victim to "phage," a starving affliction distinguished by unnatural paleness, starved appearances, erratic violence, and horrifyingly deformed progeny—tumorous bodies, limbs akin to other species, and multiple heads proving most common.

The county breeds a stiff, private people, shackled by traditions of reservation and aloof civility. The beliefs that proper folk don't meddle in the affairs of their neighbors, and that the upright don't make their lives the worry of others, socially isolates townsfolk and city dwellers alike. Most of the county's inhabitants don't bother with their neighbors, and if they do, it's typically only to malign their

improprieties. Such exclusivity extends even between townships, with the residents of one community harboring all manner of prejudices and slanders regarding such outsiders' depravities. Elevated living concerns most of Versex's citizens, with commerce, seamanship, and honest agrarian labor taking an elevated position over "immoral" and "questionable" arts. Thus, when such "sensitives"—the regional catchall encompassing all artists, authors, magic-users, and lunatics—behave erratically, as proves somewhat common across the county, none are surprised.

Noteworthy Locations

Although few people in Versex would term any community beyond their own "noteworthy," several places of lurking strangeness lie scattered across the county.

Carrion Hill: A city where no city should be, a bastion of strangeness at the heart of nowhere, ancient evil mounts upon lurking madness in a place called Carrion Hill. This sacrificial altar is detailed more thoroughly in Chapter 4.

Illmarsh: No one goes to Illmarsh, an insular community even by Versex's unfriendly standards. The swampy rot of Soddentimbers, the marshy western reaches of the Forest of Veils, intrudes upon the village's decomposing wooden frames, just as though the primal molds were welcomed among the sagging porches and thickly curtained windows. An abandoned boardwalk lined by half-sunken fishing boats crumbles along the foam-blasted waterfront, the wooden planks stretching into piers reminiscent of incomplete bridges, each a path directly from the community's heart to the swirling maw of the murky deep.

Rozenport: Rising and falling upon steep sea cliffs, Rozenport's archaic architecture possesses an almost organic pattern, its sharp steeples, flat-roofed manors, and bubble-domed town hall making its silhouette appear like some eldritch organism. The campus of the Sincomakti School of Sciences hides amid the town's labyrinthine avenues, its three castle-like appendages, Balthvrest Hall, Gray Tower, and the Hermitage, guarding a diverse collection of obsessive scholars and dangerous tomes.

Thrushmoor: This town has been a holdout of weird religious zealotry, a port for lake pirates, a rallying point of failed revolution, and, today, the county seat of Versex. This mysterious township is investigated in Chapter 3.

Hyannis: Coal taints the lungs and hearts of many in the hilly mining community of Hyannis. The screeching laugh and broken teeth of the witch Black Aggie still haunts the nightmares of the villagers, who fewer than 40 years ago rose against the monster, dismembering and burning her body before casting it down an abandoned mine shaft. In recent years, strange phantoms have haunted the bleak cluster of shacks, not just as sightings of a verdigris-colored specter dragging itself through the mines, but workers possessed by the choking breath of Black Aggie.

Count Haserton Lowls IV

NE male human aristocrat 2/bard 2

If ever noble blood ran in the veins of the Lowls family, its richness spoiled long before the birth of Haserton IV. The fourth consecutive Count Haserton Lowls to rule Versex, the middle-aged count was long known for a near-crippling social awkwardness that he transformed into arrogant introversion. Having ruled Versex for 14 years, he finds governance tedious, leaving most of his responsibilities in the hands of grasping mayors and magistrates.

From his family's Thrushmoore estate of Iris Hill, Haserton used to apply himself to a rigorous but erratic curriculum of history, theology, antiquarianism, philology, poetry, and occultism. Refusing to tolerate tutors—considering such instruction beneath his grand intellect—he spent hours daily corresponding with peers and rivals at the University of Lepidstadt, Korvosa's Academiae, the Sincomakti School of Sciences, and Absalom's Forae Logos. Considering himself an expert on many matters above the minds of lesser scholars, Haserton penned numerous rambling treatises extrapolating upon dubious and under-researched theses. His “Minds of the Azlanti,” “A History of the History of Versex,” and “The Stars Are Not Among Us: An Undeniable Refutation of the Works of the Doomsaying Pseudo-Scholar Dr. Henri Meirtmane” (the latter ending his tempestuous relationship with the Sincomakti School), can be found at many centers of scholarship in Ustalav, but more due to the count's generous patronage than scholarly merit. Although his combination of sophomoric erudition and social ineptitude painted Count Lowls as a fool to be ignored, indulged, or exploited, in recent months a shocking change has transformed the physically and ostentatiously bloated academic.

Royal guards recently barred Count Lowls's from entering a meeting of the Ustalavic court, and only a stunned recognition by Bishop Senir eventually saw the lord admitted. Such suggests the thoroughness of the count's change. In the past year, Haserton has aged radically, his once sanguine complexion fading to an unhealthy pallor and a

perpetually haunted countenance. Over the last 8 months the typically withdrawn count completely sequestered himself within his library, testing the abilities of Thrushmoor's booksellers by demanding load after load of varied and specific tomes. Midway through his retreat, he dismissed his entire house staff, replacing them with a retinue of strange and silent foreign assistants. He also ended the majority of his ongoing patronages, reaching out to a number of varied and little-known scholars across Avistan, offering them sizable grants to continue research regarding ancient history, astronomy, folklore, and metaphysics. Along with his dramatic changes in appearance and scholarly interests, Count Lowls' personality has also changed. Suspicion, muttering preoccupation, and the occasional furious outburst now overshadow his social awkwardness. What it is that now weighs upon the mind of Count Haserton Lowls, or what he learned or encountered to so radically change every aspect of his life, none can say.

Notable Personages

With Versex's count disinterested in directing his people, others have taken up the task.

Dr. Henri Meirtmane (LG male human expert 8): Dean of Expeditions at the Sincomakti School of Sciences, the aging but still able scholar boasts an impressive career of travels and discoveries. Well connected among Avistan's most learned communities, Meirtmane endlessly seeks new sites to inflame his scholarly curiosity, as well as daring students of promise and talented bodyguards to defend him and his notoriously short-lived research assistants.

Vanton Heggry (N male human aristocrat 9): The endlessly beset mayor of Carrion Hill, Heggry strives for sanity and order in a city cursed by its own unquiet history. Although his city guardsmen, the Crows, can handle the occasional ghoul, morlock, derro, or dark folk that slinks forth from the tainted and many-tiered ruins festering beneath the city, his tormented intuition leads him to expect the worst and imagine greater threats to his people slumbering in the dismal dark.



Count Haserton Lowls IV



Vieland

Between the orc-stalked Tusk Mountains and the bogs of the Shudderwood lies a prophecy of ruin. Across the secluded northwestern corner of Ustalav called Vieland, the ancient Kellids raised monuments to strange powers of the deep earth and distant stars. Today, these idols of misshapen gods go unheeded, overlooked as rustic curiosities or repurposed as bedrock for an age of arrogant reason. From the hills rises a bastion of science and new truths, haughtily ignorant of the past's mute warnings.

The Kellid druids and scarred priests who raised megalithic monuments like Vieland's Hornshrine, the Bardstone, the Teeth at Granab, the Gate of Masgath, or dozens of other menhirs, dolmen, and barrow mounds vanished long before Varisians settled in the shadow of the Tusk Mountains. While some scholars suggest the region's barbaric tribes sought to emulate the impossible monuments left by the Thassilonians of the west, others suggest the rise, worship, and fearful abandonment of a whole pantheon of strange gods, pointing to repeated carvings of grisly sacrifices to snake- and toad-headed abominations. Lore hunters, arcanists, and neo-cultists regularly seek to unveil the secrets of the rune-covered stones. Although most attempts culminate in disappointment, tales of both wondrous events—like levitations, miraculous healing, and mystical visions—and nightmarish episodes—such as the conjuring of invisible predators or opening of paths to unspeakable realms—assure continued interest. Vieland's historical mysteries and attraction to scholars resulted in the founding of the prestigious University of Lepidstadt in 4422, which over the past centuries has achieved renown across Avistan as a center of learning, traditionally in history, philosophy, and theology, but in the past decades increasingly for its schools of alchemy and medicine. Numerous university professors' staunch and outspoken advocacy of social revolution led many to claim that the "idea" of the Palatinates was born in Lepidstadt, a distortion nonetheless supported by several deans' positions in the county's ruling council.

A rugged country, Vieland's hills and dales pitch from the western mountains, breaking in stony waves that gradually mire down in dense swamps and woodlands. The dusty knolls scattered below the Tusk Mountains scatter across land that might otherwise make fine farmland, their boulders and precipitous slopes making the land better suited to herding than most other forms of agriculture. These hills have also hidden fantastic discoveries for centuries, as only recently have investigators come to realize that many of the formations and scattered ponds are actually the remains of gigantic tumuli and hidden burial shafts. Such peculiar geography lessens only marginally as the Shudderwood spreads to cover the county's eastern reaches, its murky depths gripped between the Lesser Moutray

River and the Troll's Tail, forming the Dipplemere, a boggy land known for its deadly fecundity. Aside from the trolls and marsh giants said to hunt the region, tales abound of territorial plant creatures and ancient swamp lords with the power to command the rotting mounds.

Vieland's people are generally welcoming, with a reputation for enjoying hearty meals and strong drink. While this primarily applies to the herders and hunters, even many of those in Lepidstadt who consider themselves above such provincial stereotypes lose their pretentiousness during the county's numerous memorials and festival days. Over the centuries, the University of Lepidstadt has infected even those city dwellers who have never attended the school with a skeptical disposition, viewing the superstitions of outsiders and rural peoples as baseless and quaint. Some of the county's rustic folk take umbrage at their cousins' arrogance, but most let the slights pass, knowing that there's wisdom in tradition, that bloodroot and holly protect a home, and that in the dark arrogance is just another word for fear.

Noteworthy Locations

Although Vieland is a relatively small county, numerous fascinating and deadly sites dot its hills and swamps.

Canter House: Also known as the Throne Between Sun and Stars, Canter House was the estate of the Canter line of Vieland rulers throughout the latter half of the fortieth century. Here Count Aldus Alton Canter and his associates formed the Esoteric Order of the Palatine Eye, participating in countless secret rites and debaucheries. About 200 years after Canter's disappearance, his family home burned. As it did, a towering ovular monolith—like some gigantic otherworldly egg—was revealed, the building constructed around the 33-foot-tall monument. Devoid of symbols or explanation, even baffling Canter's heirs among the Palatine Eye, it stands quietly year-round, save for the exact moment of the year's end, when something within seems to pitch and sway. Fortunately, whatever lurked within Canter House lacks the might to break its ebony shell.

Lepidstadt: Home of prestigious Lepidstadt University and county seat of Vieland, Lepidstadt is detailed further in Chapter 3.

Schloss Caromarc: The castle of Vieland's former count, the private but ingenious Alpon Caromarc, stands within the Shambling Swamp. Its highest tower rising above the sagging tree line, the castle seems to be loathed by the violent thunderstorms that occasionally roll across the county, as many have witnessed it struck by lightning—sometimes multiple times during a single storm. Remarkably, the aged castle still stands and bears no mark from fire or lightning strike. When asked about the phenomenon, Caromarc seems unaware, suggesting that perhaps the wonder is a trick of malicious will-o'-wisps or swamp gas.

The Palatine Council of Vieland

Of the three councils ruling the Palatinates, the council of Vieland functions most like the realms' architects intended—to the endless frustration of the land's people and rulers alike. Populated by several of the palatinate's wisest and best-intentioned citizens, the council's members include altruistic landowners, deep-thinking patriots, esteemed judges, and the more erudite of the University of Lepidstadt. Yet when the doors close upon the council chambers, the matters discussed often have less to do with regional administration and more to do with the philosophies and morays of an ideal government. That is to say, with the literati in control, governance strays from the needs of the moment into endless academic debate.

Due to the gravitas with which each of the council's members regards his or her position, every decision faces scrutiny from myriad angles. Meetings become mired in academic lecturing, much to the frustration—and boredom—of the council's less scholarly minority. Systems of debate and reorganizations of responsibilities to streamline the council's efforts inevitably result in further waste. Frustrated council members argue for and against the time spent in argument, and so the whirlpool of inefficiency spirals on.

Breaking with the spirit of the council's mandates, several members have resorted to administrative vigilantism. While the land's ruling body can't be trusted to address pressing matters with the necessary exigency, council members like architect Eton Valryn, local judge Embreth Daramid, and Dr. Leis Richleau of the Lepidstadt University School of Medicine have employed personal agents to effect change. Utilizing their own fortunes, calling in favors, and patronizing adventurers, the frustrated council members ostensibly seek to create the change they joined the Palatine Council to foster. While such might be their goals, already agents in their employ have paid lethal prices. The

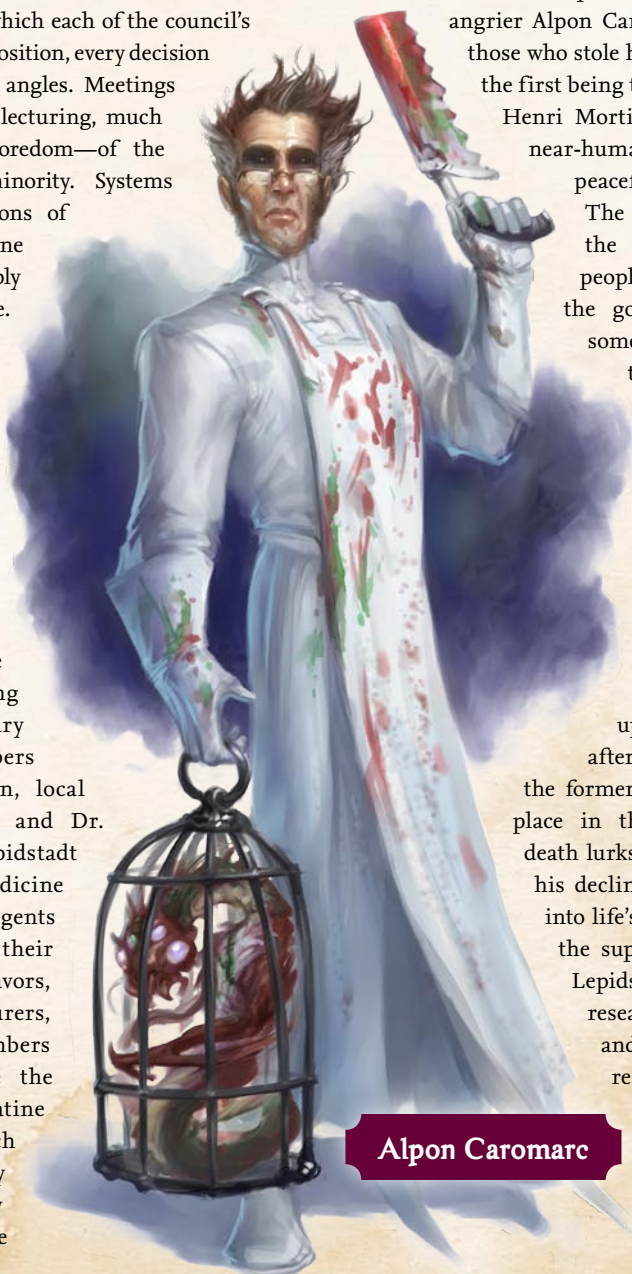
ease with which one might govern behind the back of a flawed and distracted council excites even altruistic imaginations, and slowly dreams of secret lordship take shape in the shadows of Vieland's council.

Notable Personages

Others beyond the Palatine Council hold considerable influence over the ruins and lecture halls of Vieland.

The Beast of Lepidstadt (N flesh golem barbarian 6): For more than a decade, the Beast has prowled the hills and alleys of Lepidstadt, a creature of incarnate rage and diabolical lusts who stalks the night, preying upon the just and unjust alike—or so the stories go. The truth of the matter is quite different. Created by a younger, angrier Alpon Caromarc to avenge him against those who stole his county from beneath him—the first being the creature's supposed creator, Henri Mortiz—the flesh golem possesses near-human intellect and a naturally peaceful, if inquisitive, demeanor. The legend of the Beast consumes the nightmares of Lepidstadt's people nonetheless, and despite the golem's pacifism, someone or something has been killing within the city's shadows for years.

Alpon Caromarc (N male human alchemist 13): Although accounts record Count Caromarc's beneficent abdication of his title, the deadly fury of a genius rarely gives its subjects time to prepare. Thus rose the Beast of Lepidstadt, the instrument of Alpon Caromarc's revenge upon a new age of fools. Yet after his bloody thoughts cooled, the former count gradually accepted his place in the new palatinate. Although death lurks in his past, Caromarc spends his declining years delving ever deeper into life's mysteries. Knowing that even the supposedly advanced thinkers of Lepidstadt would condemn him for his research, he keeps his experiments and their sometimes-horrifying results hidden, his grand estate at Schloss Caromarc having undergone numerous renovations through the past decades, making it a fortress of privacy.



Alpon Caromarc



Virlych

The chain-bound steeples of Gallowspire—the stake in the heart of Ustalav—looms over an accursed wasteland of shattered mountains and dark magic, a monument to an age of genocide and blasphemy. Spreading around it, tainted by proximity to the Whispering Tyrant's throne, sprawl the scars of the arch-lich's maniacal vision, a realm of ruin wracked by uncontrolled spell-storms and prowled by the abandoned miscarriages of unholy experiments. For the inheritors of this scarred age, Virlych bears more than just the wounds of history, for within its crumbling womb sleeps the architect of that dread epic, a deathless obscenity whose dreams still seep forth to poison the world.

In the age before Ustalav became the killing ground of the living dead, the counties of Grodlych and Virholt stretched over the western arm of the Hungry Mountains and controlled many of the lands south of the Path River. Where Grodlych reached from the southern mountains to the coasts surrounding modern Vellumis, comprising much of the land now known as Lastwall, the smaller, rockier lands of Virholt spread southwest, continuing the border now guarded by Canterwall, halting at the shadow of the Fangwood. While Grodlych fell just as its sister counties to the east—and was ultimately ceded to the country's liberators after the Tyrant's defeat—histories hold that Virholt's ruin was deserved, a price paid for betraying not just the nation, but the living. Although few texts recount the specifics, the count of Virholt bargained with the resurrected lich, selling his land and his people into slavery in return for his own salvation. What fate the traitor met remains mysterious, but many accounts indulge in baseless conjecture on fates just as torturous as that suffered by his realm. Much of the rest of Virlych's history is actually the chronicle of Lastwall's formation, with the Tyrant's defeat by the Shining Crusade and the swearing of the protector nation's oath to guard his grave-lands. Since then, the people of Ustalav have shunned the wreckage of their westernmost realm, the trauma of centuries past still all too real in the arcane storms, wandering ghosts, unholy ruins, and accursed creatures that brood and work the lich's immortal will in those deadly lands.

Little lives in Virlych, though the realm is hardly uninhabited. While the eastern Hungry Mountains are known for driving rain and violent lightning storms, these take on a terrible aspect to the west, where twisted magical aethers imbue the harsh weather with seemingly malicious intent. Tales of living dust storms and lightning phantoms pass among those forced to travel near these lands, such apparitions sometimes being visible from miles away. Natural creatures do exist in Virlych, though the sparse vegetation and incessant storms make even the meanest beasts rangy and fierce. Small packs of mangy wolves, spiny beetles, feral rodents, and all manner of carrion birds scour

the land's corpse in search of its sparse vegetation and trespassers slain by things with no need for food.

Noteworthy Locations

While few dare make their home in and around Virlych, the corpse of this blasted realm refuses to rest quietly.

Adorak: Before Gallowspire, there was the city of Adorak. The county seat of Virholt, the city relied on its mines of iron and nickel for wealth, and some of the finest weapons in Ustalav came from Adorak's grimly artistic smiths. Due to its proximity to the border with Belkzen, Adorak had served as a sanctuary and breakwater against orc raiders for centuries, but had never been tested by true war. The first attack by the Whispering Tyrant's legions proved the horde more than a brief union of orc tribes—this time they were a true invasion force, and as the savage warriors fell, their corpses rose with new, unholy life. Less than 3 days after the first howling orc appeared on the ridge overlooking Adorak, the slaves of the Tyrant began raising a frame of iron, bone, and dark stone at the fallen city's heart, and the tower of Gallowspire began its ascent, tainting the sky and blaspheming the world. Today, the ruins of Adorak still surround the Whispering Tyrant's prison, its skull-cobbled avenues, impaling gardens, poison-leaking mines, and fortresses of deathless nobles mostly—but not all—reduced to rubble by invading crusaders. Yet not all the magic of the arch-lich's rule has passed, and among the crumbling blocks and war-shattered walls still sleep masterless guardians, deathless necromantic reserves left undeployed, and unholy servants of the Tyrant whose service know neither death nor age.

Ruwido: Only the most shunned outcasts would risk the horrors of Virlych in search of peace—and so they do. The crippled, the crazed, the monstrously deformed, half-breeds, the inbred, and those that shouldn't be—in Ruwido, the sons and daughters of a thousand accidents and tragedies find respite, acceptance, and a normalcy no other home could provide. Although shunned as monsters and avoided by riders from both Lastwall and Amaans, the sometimes unsettling inhabitants of Ruwido know to be suspicious of strangers and defend themselves when they must. While many of the village's residents—out of either naiveté or a humanity greater than flesh—prove stalwart friends to those who win their trust, others sulk amid the hovel-town's shadows, indulging dreams of ruin and revenge.

Virlych Haunts: More unquiet ruins and sites of tragedy congregate in Virlych than in even Ustalav's bleakest other counties. Details on the land's most infamous haunts and unholy places, such as the fallen magic academy of Casnoriva, the petrified oasis known as the Garden of Lead, the seat of the Whispering Way's blasphemies at Renchurch, the Whispering Tyrant's prison-palace of Gallowspire, and more can be found in Chapter 4.

The Whispering Tyrant

Locked away within the ruined city of Adorak, beneath the towering black pinnacle of Gallowspire, the Whispering Tyrant lurks in undying meditation. With the remnants of his centuries-long rule and his cult of death-obsessed fanatics, the Whispering Way, afoot in the land, the shadow of the imprisoned arch-lich comes closest to being Virlych's ruler. Except through the visions of madmen and subtle manipulations of the necromantic energies that rage around his prison, the Whispering Tyrant possesses no power to directly influence the world outside his cell. Yet regardless of whether the infamous archmage truly does commune with his adherents or not, maniacs, morbid visionaries, and undead masterminds work to free the lich lord and herald the coming of a new age of doom.

Notable Personages

Although primarily inhabited by the twisted and insane, Virlych holds several individuals with significant influence over the land's strange populace.

Azra (NG female human cleric of Desna 6): A mute wandering priestess of Desna, Azra travels much of western Ustalav, from Canterwall to Caliphas, aiding travelers and working her goddess's will. Her time among Pharasma-worshiping people has led her to learn much of the goddess of fate, and supplement her faith with knowledge of Pharasma's ways. In her travels, she purposefully passes through Virlych, where she's befriended the misunderstood people of Ruwido. Having spent considerable time in that accursed land, Azra knows many of its secrets, as well as who might know even more than she. Although she refuses to serve as tour guide, should the need prove dire, she'll escort those with good souls through the deadly region.

Captain Menas Neverion (LG male human cavalier 5): Senior officer of the Lastwall forces patrolling Virlych, Neverion is one of the few who realize the war against the Whispering Tyrant never ended. Refusing to coordinate troops from some

command post near Vigil, the aged captain regularly rides into the haunted mountains alongside his patrols. No coward, but also no hero, Neverion orders his outriders to keep a wide distance from sites of particular danger and undead activity. Although cursed, Virlych is also quiet, and the captain works to assure that no crazed cultist or foolhardy adventurer changes that.

Luxia Mirsaad (CE female human wizard 8): Born a Sczarni, Luxia was the only one of her clan to survive an ambush by orcs. Cultists of the Whispering Way found the young girl near the border of Virlych and brought her to Renchurch, where she found herself tied and gagged upon a ghastly altar. Yet when the sacrificial dagger fell, Luxia made no sound and did not die. Taking this as a sign of the Whispering Tyrant's protection, the cult bound the girl's wounds and raised her as a daughter of the dead.

Today, Luxia's broken mind hides behind a sadistic zeal, a morbid sense of humor, and a darkly beautiful body. A skilled necromancer, Luxia finds herself an object of obsession for several of the Whispering Way's most powerful members, and skillfully manipulates her paramours. Despite her fell seductiveness, Luxia devotedly serves the Whispering Way and refuses to be made some fanatic's pet, as evidenced by the animate skulls of three former lovers that hover at her side.

Talvien Graymard (CE male revenant): The undead corpse of an elven ranger, Talvein endlessly seeks justice against Gildais, Tar-Baphon's seneschal, for murdering his family. Before the crusading corpse could reach Gallowspire, however, the tower was sealed and its armies scattered.

Despite being more cunning than most revenants, Talvein still wanders Virlych, convinced Gildais is locked away within one of the remaining bastions haunted by the Tyrant's minions. While the mostly skeletal corpse slakes his rage upon lesser undead or Whispering Way cultists, he occasionally hides his rotted features to enlist other wanderers in his undying quest.

Luxia Mirsaad



CITIES AND SETTLEMENTS

For those who cared to see, Caliphas was obviously cursed. From dusk to daybreak some seaborne leviathan exhaled its chilling breath upon the city, filling the night with a haze of clinging fog and sour dreams. From daybreak to dusk the residents took their turn, a thousand blaspheming chimneys pumping burnt offerings to choke the heavens while the people clambered and cried in a cacophony to rival fabled Dis. So foul and bleak ran the course that when true wickedness made the city its home, and when the sewers began to run and reek like a slaughterhouse sump, nary a soul took note, and those who did could hardly decide if the monsters were fiends or angels.

—Ailson Kindler, “Her Wounds Never Bled”

By day, little distinguishes the markets and streets of Ustalav from those of any other civilized country, only the occasional chain of garlic flowers or lintel-perched gargoyle hinting at the traditions and popular superstitions that possess the land's ethos like mass dementia.

Although a haunted land, Ustalav is not consumed by its horrors. While numerous hamlets and backwaters fear menaces in the night, such worries are hardly unique to the Ustalavic countryside, and the land's inhabitants often prove far better prepared to ward against and advise on the terrors that lurk nearby than the country folk of other realms. Yet while not an entirely cowardly people, the Ustalavs' reliance on prayer and ancient superstitions means that most seek to ward off things stalking the dark rather than jeopardizing their lives and those of their families by confronting the supernatural head-on. Seemingly in every generation in every township, some young farmhand or proud champion takes it upon herself to liberate her people from whatever legend or bogeyman preys upon the region. Few return from their quests—and worse, some return as new menaces now in league with that which they hoped to destroy. Yet even that is not the worst outcome, as still others awake long-sleeping horrors, bringing total ruin down upon their neighbors. Thus, in the Ustalavic mind, heroes and fools walk the same path. Many villages prefer to suffer centuries of fear and hardship, as a shrieking death seems the most likely alternative. And even should some heroes totally scour away some ancient monster or persistent ghost, what happens then? Heroes move on and champions age, leaving the people defenseless against whatever new terror might come to fill the void of the last. And so, across the lonely moors and in hidden dales, Ustalav's country folk live as they have for ages: grimly, piously, quietly, and always with an eye toward the coming night.

In Ustalav's cities, rustic warnings and a host of practical traditions fall away, relegated to the realm of superstition and ignorance by the supposedly more enlightened city dwellers. Behind city walls, pride, familial traditions, and skepticism gird the people like a rusted suit of armor, suggesting protection, yet shattering should a powerful enough blow ever fall. For those who've never lived with only a thin door shielding them from all the beasts and nightmares of an ancient land, the stories of the land's countryside sound like imaginative ramblings. Although monsters certainly exist in the wide and wondrous world, surely not in the numbers and ever-present proximity the stories of blathering dirt farmers suggest. But when terror strikes home and blood spatters the cobblestones, city folk have two choices: either accepting the unsettling truth that all they've ever dismissed as foolishness and imagination might indeed be real—that they truly inhabit a land of deadly mysteries and ravenous beasts—or self-

RULE OF FEAR: BEYOND THE BOARD

Although game mats and miniatures make tactical encounters easier to visualize, they have the counter-immersive effect of distilling the game to pawns on a board. Whatever takes up the most room in your game space will be the focus of your game, so you might attempt to draw your player's focus more into the story and away from miniatures by removing such components.

Taking away the mat and minis moves the majority of the action into the players' heads, simultaneously lessening the focus on tactical mechanics and cut-and-dried rules elements. Often this helps players avoid thinking within the confines of what their figure can do, but it also means that you're responsible for making judgment calls on basic rules. Having a tool like a standing dry-erase board allows you to provide a loose and adjustable representation of the combat that unites the players' idea of the battleground without it being a central element of the game. But even with such a display, many elements obvious on a gridded map fall to you to decide. It's important in this style of play that the PCs don't feel like you are denying them access to their characters' abilities. At the same time, as you don't have obvious measurements to support your every decision, it's best to err in the PCs' favor when it comes to close calls. Even when you feel you have to tell a PC they can't do something, always explain why and what they can do to perform the action they want to, or present an alternative. Hearing "You can't reach the ghoul by running down the path this turn, but you can get halfway there—or you could jump down on top of him" is always far superior to "no."

Ultimately, this style of play tends to help many groups think in a more cinematic style and draws players into the storytelling aspect of the game. It's not for everyone, though—especially not large or tactically-minded groups—so make sure you check with everyone in the game before removing a potentially popular element.

deluding disbelief. In all but the most exceptional cases, the latter proves the unsettlingly popular choice. And so, from lavish salons to raucous public houses, city folk scoff at tales of ghouls and witches, dismissing most as the work of charlatans and madmen, in the same breath wondering over the mysterious disappearances and unexplained happenings that occur around them every day.

The following pages present seven distinct communities in Ustalav, from haunted villages to shadowy cities, each perfectly suited to serve as the setting for all manner of macabre tales. The city statblocks presented in these descriptions utilize the format and details presented in Chapter 7 of the *Pathfinder RPG GameMastery Guide*.



Ardis

Native Ardealians refer to Ardis as the True Capital of Ustlav, regardless of whether they remember the city's slow desertion with the court's relocation south. With the stubborn arrogance of those still bristling from the sting of decades-old defeat, the people of Ardis cling to their pride, their traditions, and their vaunted past, as nearly all else has passed them by.

Gargoyles clamber upon the needle-sharp towers and lean onion domes of Ardis's aged architecture. Sweeping arches, somber spires, and rib-like buttresses once served to give the city center an air of hallowed circumstance, as if every dark stone edifice were the setting of some great import. Yet, as if no longer supported by the magnitude of the deeds that once transpired within their halls, many formerly great buildings show the weight of somber years, appearing ever more like neglected crypts and sagging tombstones. While neglect shows throughout Ardis, some of the city's districts now stand largely abandoned, the thoroughly pillaged communities primarily the demesne of rats and squatters.

The people of Ardis widely share an impotent anger and sense of injustice, yet how such feelings exhibit themselves varies. Most consider themselves patriots and hard-liners as they curse the royalty and other former residents as fools and traitors. Many of the younger generations feel as though they were born into the aftermath of some elaborate con, of which they're forced to live with the consequences. Their anger tends toward visceral outlets, as penniless noble scions drink and smoke away their ancestors' sins, while impoverished lowborn form gangs and avenge themselves against forsaken structures and the elite who wander through their territory—even though such lingering nobles rarely have it any better than they.

ARDIS

NE large city

Corruption +6; **Crime** -2; **Economy** +3; **Law** +5; **Lore** +4; **Society** +1

Qualities notorious, pious (Pharasma), rumormongering citizens, strategic location, superstitious

Danger 20; **Disadvantages** impoverished

DEMOGRAPHICS

Government overlord

Population 12,080 (11,800 humans; 100 dwarves, 75 elves; 55 halflings, 50 other)

Notable NPCs

Countess Solismina Venacdahlia (NE female human aristocrat 9)

Ailson Kindler (NG female human bard 9/Pathfinder Chronicler 4)

Father Ossmänder (N male human cleric of Pharasma 8)

MARKETPLACE

Base Value 5,600 gp; **Purchase Limit** 37,500 gp; **Spellcasting** 6th
Minor Items 2d4; **Medium Items** 1d4; **Major Items** 1d4

Locations in Ardis

Though much of the city has fallen to decrepitude, several noteworthy settings can still be found upright in Ardis.

Blindstone: After the conquest of Spirit-King Voagx and the exile of the last Kellid from his land, King Ustav had the godstone of the fallen Stormheart clan dragged to his capital in chains as a symbol of his victory. Centuries later, the ancient menhir called Blindstone stands at the center of Crusader's Square. Accounts of the country's founding describe the stone as central to the shamanistic rites of the Stormheart, bearing images of barbarian dancers cavorting to its 21-foot summit, where a being made of storms and eyes welcomed its children. None in untold generations have laid seen these carvings, though, as the rusted links of Ustav's massive and mighty chains bind the monument even after an age.

Evercrown Cemetery: Should one leave the Vhatsuntide, paddle up Drownnag Stream, past Ceiver's Drink, and into the small lake called the Tears, on the far shore sprawls the ancient royal burial grounds of Evercrown. Once a lavish garden full of majestic monuments honoring the heroes and royalty of Ustlav's past, the resting place of the nation's former kings now stand unguarded, its once-glimmering stones and quiet statues now besieged by creeping vines, brazen gangs, and the righteously offended dead.

Merridweigh Gardens: More commonly referred to as "Mud Way" in these dismal times, this run of garden estates once included some of the most lavish addresses in Ardis. Like toppling dominos, emigrating noble families sold or abandoned their estates until what were formerly the city's most coveted homes became nothing more than forsaken wrecks sinking into the muddy shores of the Vhatsuntide. Gangs of youths sometimes venture into the Gardens, seeking forgotten heirlooms or a bit of excitement. Often they return with tales of hearing mysterious footfalls or seeing faces in upper story windows. Sometimes, though, they don't return at all.

Our Lady of Lanterns: Poised between the once thoroughly manicured pools known as the Shrouds, Our Lady of Lanterns offers the patience and dispassion of Pharasma to Ardis's people. Fifteen glass onion-shaped domes shed constant light from the church's heights, radiating upon its grounds and much of the surrounding neighborhoods—especially in the abandoned eastern community of White Corner, where no other light shines.

The Palace Tower: Thrusting from among the vaulted roofs and thorny spires of Stagcrown, the abandoned former home of the country's royal court, the Palace Tower stands as a symbol of Ustlav's dauntless past and dismal present. Soividia Ustav constructed the tower so he might personally keep guard over his lands, but in the ages since, the ominous black spear has been a home to madness, a prison to traitors, and the death of more than



one ruler. Here King Ardurras, the last king of Ustalav, later reanimated as the Shrieking Sovereign, hung his cackling carcass over Ardis, shrieking a score of doom and profanities as the legions of the arch-lich massacred his city. Danstird Clase, heir to the Arch-Duchy of Melcat, lived 11 years in a lavish prison at the tower's height after offending the virtue of Gaile Ordranti—who, as princess, leapt to her death from the spire's crown after her paramour's release. Today, in abandonment, the tower that served as setting for countless tales of ghostly nobility and bodiless guardsmen has developed an even more ominous reputation. It's said that Ustalav's royal spirits take umbrage at the capital's desertion and, nightly, hold spectral summits and regal revels once more, from the echoing throne room to the moaning heights of the Palace Tower.

Rumors in Ardis

Even the departure of the royal court couldn't curb native Ardealians' passion for rumor and gossip-mongering.

Heirs to Ashes: When Barstoi invaded Ardeal, droves of boastful noble scions rallied in Ardis and, in a festival

of delusion, marched east to glory. Nearly all were slaughtered. Today, in a city fallen to shadows and tatters, a new age of young nobles seek their chance at claiming the heroism and import fate seemingly denied them. Yet with no enemy and no expectations of inheritances from their destitute parents, an arrogant and angry generation raises shouts of throwing down old leaders, of ousting foreigners, of putting the peasantry back in their places, and of rising in a "renaissance of rulers."

New Residents: Before the capital moved to Caliphas, more than 20,000 people called Ardis home. With thousands of families and businesses following the royal court south, whole city blocks lie abandoned, docks sag in disuse, once-regal homes crumble for want of care, and even the former capitol stands empty. Yet tales of new inhabitants spread among the remaining populace, stories of rags come to life to walk equally forsaken thoroughfares, of manor rats adopting a semblance of their estates' departed lords, of family burial sites yielding up long-dead relatives to reoccupy deserted residences, and of living shadows once ignored in crowds grown bold and deadly in territories now entirely their own.



Caliphas

Sailing from Lake Encarthan, past the Reaping Rocks, a thousand fog lamps reluctantly emerge from the swirling haze, and the weirdly echoing din of countless faceless souls heralds one's arrival in Caliphas, mist-shrouded capital of Ustalav.

Constructed behind the treacherous shield of a natural breakwater, Caliphas flourishes as the nation's wealthiest, most accessible, and most cosmopolitan city. These factors—along with other, more mysterious persuasions—argued for the royal court's relocation to within the city's walls 30 years ago. Although a new capital, Caliphas is still an old city, and the grim statuary, soaring buttresses, sharp gables, and endless intimidating embellishments common to the nation's oldest cities adorn its ominous structures. New industries also belch black clouds into the sky, mixing with the frequent fog to cloak some parts of the city in a wretched coat of ash. Yet numerous gardens, private menageries, and fenced parks dot the crowded cityscape, making Caliphas feel more alive than many Ustalavic cities—which often seem better suited as tombs for dead princes. The past decades have brought thousands of immigrants to the capital. While the nobleborn find and create luxurious housing with ease, their attendants have considerably more trouble. Such has led to not just overcrowding, increased squalor, and street violence in parts of the city, but to stranger crimes against which the overwhelmed constabulary has little defense, such as kidnapping, hidden slavery, underground fighting bouts, mysterious murders, and rumors of terrors lurking amid the city's labyrinthine sewers.

CALIPHAS

LN large city

Corruption +4; **Crime** -3; **Economy** +4; **Law** +6; **Lore** +4;
Society +1

Qualities notorious, prosperous, rumormongering citizens,
strategic location, superstitious

Danger 20

DEMOGRAPHICS

Government overlord

Population 15,640 (14,950 humans, 350 dwarves, 220 elves,
120 other)

Notable NPCs

Prince Aduard Ordranti III (LN male human aristocrat 3/
fighter 8)

Countess Carmilla Caliphvaso (LE female human aristocrat
4/rogue 11)

Diaudin (LN male human rogue 10)

Luvick Siervage (LE male vampire aristocrat 2/fighter 15)

MARKETPLACE

Base Value 13,600 gp; **Purchase Limit** 100,000; **Spellcasting** 5th
Minor Items 4d4; **Medium Items** 3d4; **Major Items** 2d4

Locations in Caliphas

Every corner of Caliphas is the potential setting of untold plots, tragedies, opportunities, and crimes. Only the most noteworthy are highlighted here.

Castle Strythe: When word of the royal court's relocation reached her, Countess Caliphvaso ordered and personally oversaw the construction of Strythe, a castle of elegant stained glass, daring flourishes, and crimson stone. Now completed, the imposing, spire-crowned citadel rises from the city's center like a bladed, fiendish heart trapped amid a web of mounting buttresses. Home to the audience hall and black-antlered royal throne of Prince Ordranti, the echoing Hall of Peers with its 16 traditional stations, the portrait hall known as the Gallery of Ancestors, the royal archives, a private wing for visiting dignitaries, and a maze of shadowed alcoves, conference chambers, and salons, Servants also spread rumors of myriad secrets, both predictable—like hidden floors, shifting passages, and escape routes—and sinister, such as shafts to unknown oubliettes, stores of treacherously hidden poison, and construction plans that suggest blasphemous agendas.

Havenguard Lunatic Asylum: A most unusual hospital spreads its batlike wings across the crumbling cliffs overlooking Caliphas. Here doctors seek to see past legends of fiendish possessions and cursed blood to treat unfortunates suffering from ailments of the mind. Under the direction of its founder, the dedicated but locally slandered Dr. Beaurigmand Trice, the asylum's physicians attempt to protect, understand, and heal without the aid of expensive magical interventions—though many admit incomplete understanding of the maladies they treat, or missteps in their more experimental therapies. Occasionally, the physicians' treatments reveal unsettling causes of their patients' unease, which makes Dr. Trice's standing as a venture-captain of the Pathfinder Society and his hospice's support of the organization's members a frequently employed boon.

Lethean Manor: Private gardens of sweetly scented poisons and watchful statuary hide the ancestral town home of Caliphas's counts. Built upon the Laurelight Hill, the luxurious estate of Carmilla Caliphvaso serves as the most frequently used of the countess's residences, as well as the abode of her all-male staff and the site of her frequent private fetes. Those who answer the countess's personal invitations recall decadent accommodations and hedonistic entertainment amid impressions of scandalous innuendoes and constant observation, but little else.

Maiden's Choir: A gigantic dome of amethyst-veined black marble stares unblinkingly heavenward from Caliphas's temple of Pharasma like some vast empty socket. At the chapel's heart stands a silver, mausoleum-like reliquary said to bear such holy treasures as the Sarkorin song skulls, the scroll bones of Father Gesenge,



the armored Gown of Tears, and—or so high priestess Mother Verith Thestia claims—one of the steel splinterfeathers of the goddess's own herald.

The Quarterfaux Archives: Both museum and academy to Caliphas's young nobles, the curators of the Quarterfaux Archives seek not to explore the world, but to bring its wonders to Ustalav. Whether gathered by traveling professors or purchased from unscrupulous organizations, the artifacts of the museum's collection range from Ulfen longboats and mysterious northland fossils to living elven root sculptures and strange Mwangi fetishes. Currently of greatest local interest are the Canopic Ethers of Menedes XIV discovered by Osiriontologist Abraun Chalest, and the temporary display of the Moulot Family's Thassilonian treasure, the Invidian Eye.

Rumors in Caliphas

Between the agendas of members of court and the rampant gossip of commoners, waves of rumormongering jade a population already inured to scandal and misfortune.

Royal Rivals: A bitter rivalry between the ruling line of Ordranti princes and Caliphavso counts extends back

to the earliest days of the country's refounding. In past generations, distinct territories have limited conflicts between these powerful nobles, but now, their arenas are the same. Some claim Countess Carmilla orchestrated the capital's relocation and Prince Aduard's ascendance to the throne as steps in a sinisterly subtle decades-long coup. Others say the trenchant prince plans to remove his politically deft rival from power, seeking spies to catch the notoriously cunning noblewoman in some undeniable act of treason. Regardless of which noble ultimately comes out on top, the outcome promises to be both bloody and soon.

The Old City: Ustalav's capital is merely the most modern settlement to control Lady's Harbor and claim the name "Caliphas." Through the ages, communities have risen and fallen upon the site, their ruins used as the foundations for new cities. Today, the people of Caliphas have little idea what lies beneath their streets, as new construction and expanding sewer tunnels regularly break into forgotten vaults or sepulchers. Workers, criminals, and constables who dare the sewers frequently don't return, and those who do speak of dumping grounds for hundreds of corpses, living muck, and the ruby-eyed gentlemen of the sewer.



Cesca

Stands of towering cypress, hidden olive groves, and vines hung with dusky grapes ramble in lazy rows across the lush plains of northern Varno. Above the Seaugustae River, Cesca crowns a gradual slope at this region's heart, a simple community of mild folk adrift on a sea of rolling farmland.

Narrow streets wind up the Mendesanni, the hill upon which Cesca drowns. For ages residents have built upon the rise, as if wary of leaving the hill's safety. Quaintly cramped buildings of clay and weathered fieldstone create a labyrinth of hidden courtyards and shadowed alleys—some so tight as to prevent even cats from squeezing through. Quoins etched with the faces, crests, or names of builders and past residents adorn the oldest homes, with each generation adding their mark upon a building. On many structures hundreds of years of history rise stories high, with some owners adding new floors or facades merely to assure a place for their own cornerstone memorials. Artistry holds a vaunted place in the local architecture, with carved grapevines and fey gargoyles adorning lintels, windowsills, and rainspouts by the thousands and mosaics covering most plazas and yards—the Feast of Life sprawling across Previs Plaza and the hundred hidden devils of the Ommamechi Courtyard being the most impressive.

Most residents have lived in or near the town all their lives, which could also be said of their parents and their parents' parents. Many trace their lineage to one of approximately a dozen grand families owning land or some other stake in the region, the most prominent—such as the Aluther or Roiat clans—caring for ancestral vineyards and vines planted by near-legendary patrons of centuries past. Although an initially warm people, Cescans have little tolerance for strangeness, impiety, or blasphemy, and those who don't respect their traditions or their dense agglomeration of superstitions find the entire tightly knit community can turn unwelcoming in short hours.

CESCA

NG small town

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

Qualities rumormongering citizens, superstitious

Danger 0

DEMOGRAPHICS

Government autocracy

Population 1,160 (1,145 human, 15 other)

Notable NPCs

Mayor Kernin Sapualo (N male human commoner 6)

Innkeeper Mishea Lessina (CG female cleric 2, commoner 2)

Smith Oulton Volks (CN male human ranger 3)

MARKETPLACE

Base Value 1,000 gp; **Purchase Limit** 5,000; **Spellcasting** 2nd

Minor Items 3d4; **Medium Items** 1d6; **Major Items** —

Locations in Cesca

With ages of history rising in a single spot, Cesca holds numerous points of interest and parts best avoided.

Archerhome: Although uncommon in the country, Cesca holds a half-respectable if poorly attended temple dedicated to Erastil. Warder Romeyl Kaimain keeps the sturdy stone temple and hosts irregular services whenever his excessive drinking habit allows. Those who remember the past decade recall a more sober, free-spirited Kaimain and Archerhome's former name, Crescentwalk, when it was dedicated to the goddess Desna.

Castle Azurti: Never any more than a stone fort raised by forgotten counts in paltry defense against Kellid raiders, Cesca's only true defensive structure stands as a testament to the town's historically good fortune. While some chuckle grimly at the thought of the fortress-turned-livery defending against any sort of organized attack, others claim it has done exactly that for centuries, and that the corpses of a dozen Kellids—some say shamans, others say children, lords, or champions—buried amid the foundation stones have tainted the area, making it a cursed place where the barbarians fear to tread.

Dunstone: The sagging home of the widower Ammanal Urlhein broods amid gnarled olive trees on muddy Cooper's Island. The 70-year-old lived most of his days in the city of Caliphas—as an officer of the city guard, if the armor hanging in his den can be believed. Reclusive and moody, he rarely comes into town, and most respectfully avoid the cantankerous old man when they can. Yet everyone in town remembers the time scant months ago when old Urlhein was found walking outside the Spiral Vine, naked, holding a razor, and covered in cuts, muttering about having to “Get the bad blood out.” Although Urlhein has seemingly recovered from his episode, many who once feared the old man for his crankiness now fear him for another reason.

Riverwine Manor: Built upon the highest point on the Mendesanni, the towered home of Cesca's mayor can be seen from nearly every avenue in the city. Currently home to Mayor Sapualo, his wife Luranin, and their five children, Riverwine was once home to an even greater congregation, built as a small monastery and winery in the distant past. When asked about the aged building—among the city's oldest, if not its eldest structure—most locals claim to have heard secondhand tales of festive Desnan elders, vintners of Pharasmin dreg vine, or winemakers devoted to Cayden Cailean, yet despite such assumptions, no authority has ever found conclusive proof of whose worship took place atop the Mendesanni.

Savage Vine: Mishea Liessina and her bombastic husband Alvanore keep the most popular stopping place in Cesca for travelers and locals alike. Good food, a warm hearth, communal seating, and artifacts from the Liessina's days as



a vintner characterize the welcoming inn and tap house, as does Mishea's love of rowdy folksongs and new weird stories. Aside from its exceptional fare and comfortable rooms, little would distinguish the Vine, were it not for the heavy iron bars on its every window and each door's accompanying study locks and heavy wooden barricades.

Whisperwall: Cesca's temple to Pharasma stands amid the town cemetery on a rise just to the south. Nearly all who ever lived in the community are buried on the hill, a simple garden tended by the awkward Father Olcun Prinirdo, whose interests lie more in groundskeeping than with the living. To aid the connection between living and the dead, the sanctuary holds the titular Whisperwall, its thick stone evenly marked with thousands of hollows, each holding a tiny votive candle corresponding to one of the graves in the nearby gardens. Townsfolk often come to the wall to pray, commune with their departed ancestors, and, some say, have the dead speak with them.

Rumors in Cesca

With a populace as insular as Cesca's, rumors spread far faster than truths and often condemn just the same.

Fifty-Five Cards: Somewhere in some attic or hidden under a loose floorboard hides a small mahogany box decorated with wondrous songbirds in an elaborate cage. Within, wrapped in a cloth of black velveteen, lies an antique but sturdy Harrow deck, its artistically stunning cards all bearing beautiful, strange, and sometimes unnerving birds. Any who count the cards by looking at the illustrated fronts mark 54. Counting the identical backs, however, always turns up 55. All who have ever owned this deck, sometimes called the Silent Aviary, have disappeared, supposedly claimed by the deck's accursed fifty-fifth card: the Cage.

Witch's Hunt: Although Miamara Vitters was burnt as a witch more than 10 years ago her legacy lives on. Auraylia, a bitter young woman who wanders the area in her mother's wagon, trades Harrow readings and mystic charms for coins from the same folk who spread rumors of her unholy powers. Although she hates Cesca's spiteful people, she stays near in search of both her mysterious father—who many claim was a possessed farmhand, drowned lothario, or devil in disguise—and the father of her 5-year-old son Lukain.



Karcau

Where the Moutray empties into Lake Propyria, a delta of dozens of tiny islands rings with the song of the Village of Voices. Music has transformed a muddy trading post on the clay-tinged lake waters into a city of culture and hope, but also of secrets and dashed dreams.

Spacious gardens, avenues lined with linden and walnut, and a lack of fortifications gives Karcau an airiness unique to Ustalavic cities. Locally mined limestone, pale marsh woods, and an architectural love of arches, balconies, towers, and elaborate windows also aid in opening the city, filling the streets and structures with light. Yet the brightest light casts the darkest shadow, and Karcau hides an equal amount of darkness. Beneath the city streets lurk two interwoven subterranean networks, a system of waterlogged caverns partially reinforced, expanded, and repurposed as sewer tunnels. For centuries, these black walks have served as avenues for escaped criminals, debauched cultists, and unspeakable things from nameless depths.

Karcau rightly earns its epithet as the Village of Voices. Echoing across plazas and ringing through alleyways, the city's musicians and hopeful apprentices practice almost endlessly—a local trait that many visitors find turns from charming to obnoxious with startling speed. What many in the south would consider opera dress invades the local fashion, with capes, long gloves, tall hats, and daring gowns accentuating daily wear. Yet even the most pretentious residents find it difficult to forget that their city sprawls at the edge of a particularly fetid swamp, as biting flies and fat mosquitoes rise from Lake Propyria's algae-choked waters in pestilent waves. Thus, especially in the spring and summer months, Karcau fashions take on an air of mystery, with women donning ornate veils and men wearing masks.

KARCAU

N large city

Corruption +4; **Crime** -4; **Economy** +3; **Law** +6; **Lore** +6;
Society +1

Qualities academic, racially intolerant (Kellids and swamp dwellers), rumormongering citizens, superstitious, tourist attraction

Danger 10

DEMOGRAPHICS

Government overlord

Population 10,240 (9,650 human, 375 elves, 175 halflings, 40 other

Notable NPCs

Countess Sasandra Livgrace (NG female human aristocrat 3, bard 7)

Vennel Endronil (CG male human rogue 4)

Zeffiro Lesiege (NE male human cleric of Alichino 5)

MARKETPLACE

Base Value 9,600 gp; **Purchase Limit** 50,000; **Spellcasting** 6th
Minor Items 4d4; **Medium Items** 3d4; **Major Items** 2d4

Sites in Karcau

More than just theaters and recital halls fill the Village of Voices, many structures hiding tales darker than would ever be permitted on even the city's most avant-garde stage.

Blaispear Plaza: Before the cold eyes of the Cloisoi Theater's innumerable angels stand two dozen ornate granite pedestals. From these columns the posturing bronzes of Sinaria's greatest heroes consider their beneficiaries, noble figures like Coalise, who lured the Graidemere Serpent to its doom; Jayde the Winged Warrior; the twins Guitad and Maidce standing against the morlock hordes; the Desnan priest, Adterly; and Silversong, the steed of the exiled poet Carmain Rowles. Amid these personalities also rest several vacant pedestals, waiting for future heroes.

The Eylusia Building: Home to Zeffiro Lesiege's Eylusia company—purveyors of fine funeral experiences—morbid statuary and the organization's symbol, a spiral of three red tears, make the tower look less like the headquarters of a wealthy business and more like some gigantic mausoleum. While the structure's heights hold Lesiege's personal penthouse, beneath hide laboratories where alchemists and necromancers plumb death's darkest secrets, as well as shadowed passages reaching down into the city's deepest tunnels.

The Karcau Opera: The Karcau Opera stands as the most prestigious school of the arts in northern Avistan. The Karcau Conservatory, the Livgrace Orchestra, the Dyemeir Opera House, the Museum of Song, and several staff and student boarding houses stand upon its campus near the city's heart. Elegance and tradition characterize most outsiders' vision of the college, but residents know the institute hides a darker side, and trade stories of secret passages, a submerged labyrinth, an exclusive ossuary for the remains of the school's most celebrated alumni, and a hidden balcony where spectators from other worlds adore the greatest performers this world has to offer.

Starling House: Ancestral home of the Livgraces, Sinaria's line of ruling counts, the grand manor's pale stone walls grant it a spectral quality as it hides amid the cottonwoods and hanging moss across Echo's Inlet from Karcau's harbor. Countess Sasandra Livgrace holds court informally from the grim office of her father, the former count Birmienon, who also resides at the family's home. The countess treats her childhood home as a personal sanctuary and often retreats to the house's lofty widow's walk to overlook her city and sometimes exercise her melodic voice. Despite being the most elegant home in Karcau, the estate is somewhat outdated, having no connection to the city sewer—a fact countess Livgrace takes inscrutable comfort in.

Tatterdemalion: The College of Fools prides itself as being the world's foremost—and only—school of buffoonery. Teaching comedy as an art form, the small



school's curriculum ranges from puppetry and mime to the observational humor and satire common to jesters and harlequins. Hidden behind a small alleyway door marked only in faded motley, the fewer than two-dozen viciously competitive students and four instructors keep the college's location a secret—as the only thing less funny than a joke half remembered is a comedian half trained. Tatterdemailon's dean, the dwarfish puppet master Wim Ilomos, holds his students to high standards and resolutely views their craft as just as lofty as that practiced in any theater or opera house. Yet, in secret, Ilomos is losing control of his school to his albino, ever-smiling master of mime, Arlecht, priest of Karcau's hidden and debauched cult of the infernal lord, Alichino.

Rumors in Karcau

Flitting through the city as swiftly and unignorably as its music, rumors quickly pass from gossip to gossip—those who fancy themselves as tellers of the moment's tales.

Opera of Ghosts: Actors and their ilk being, by definition, a dramatic bunch, every stage in Karcau seems to host its own pantheon of ghostly divas, phantom tutors,

and skeletal musicians. Although most are little more than stories to frighten backstage crewmen or boarding ballerinas, several have continued through generations, semi-regular sightings and even the occasional attributed death going far in granting such tales life. The city's most notorious theatrical specters include: Mad Mad Margarette, the Cloisoi Theater's envious makeup artist and hairdresser who slashed the throats of an entire chorus line before emerging on stage in a bloody gown; a troupe of singing skulls that roam the Karcau sewers; the Puppets of Padiralli, who coax children to their masterless stage; and the Dyemeir Opera House's two most famous haunts, the Banshee Prince and his spectral audience, and the Veiled Mistress, a shadowy conductor, playwright, and patron who only appears hidden behind a mask or veil.

Sewer People: Some say the swamp folk have grown tired of living in the mosquito-infested Graidmere and have been spotted sailing their barges into the sewers beneath the city. Already many citizens claim to have seen human shadows moving below the sewer grates and heard shrieks of excesses that could only come from those peoples' depraved rituals.



Lepidstadt

Moldering hinterlands and the remnants of a bloodthirsty religion seem like an unlikely setting for a scholarly revolution, yet on the Lesser Moutray brazenly flourishes just such a renaissance. Under the auspices of the nation's greatest university, egalitarian philosophies and radical sciences clash with popular superstitions and forgotten secrets, clenching the city of Lepidstadt in a war between a past that refuses to rest quietly and a reckless future.

The community of Lepidstadt rose upon the Lesser Moutray over 700 years ago, little more than an outpost of farmers and woodsmen who trusted in the murk of the Dipplemere to keep roving bands of orcs and Kellids at bay. They of course knew of the ancient "witchstones" that dotted the lands, monuments to strange entities worshiped by ancient Kellid shamans, but all with sense knew to give the pale rocks a wide berth. The Treyes brothers changed that, as their audacious exploration of the Spiral Cromlech revealed treasures of a mysterious past, their value in gold and mystery outstripping the threat of ancient curses. Soon an army of scholars and adventure-seekers made the city their garrison, besieging the ruins of the ancient land. As discoveries and doldrums caused the land's novelty to ebb and flow, Lepidstadt became the permanent home of numerous academics, whose works and families promoted the growth of the local university and, over time, elevated it to the vaunted center of scholarship it's known as today. Within the past 40 years, much of Lepidstadt has been renovated, with centuries-old hovels replaced by freshly imported wood and marble. Yet only the city's elite preoccupy themselves with idyllic aspirations, and as one wanders away from the central plazas, old stone homes and repurposed mills show through the modern veneer, their residents living as they have for centuries, rolling their eyes at every new convulsion of the city's higher society.

LEPIDSTADT

N small city

Corruption +1; **Crime** +1; **Economy** +3; **Law** -1; **Lore** +3, **Society** +4

Qualities academic, prosperous, rumormongering citizens, tourist attraction

Danger 5

DEMOGRAPHICS

Government council

Population 9,780 (9,600 humans, 80 dwarves, 50 elves, 30 gnomes, 20 other)

Notable NPCs

Alpon Caromarc (N male human alchemist 13)

The Beast of Lepidstadt (N flesh golem barbarian 6)

Acciani Viacarri (LN male expert 6)

MARKETPLACE

Base Value 6,000 gp; **Purchase Limit** 37,500; **Spellcasting** 7th
Minor Items 4d4; **Medium Items** 3d4; **Major Items** 3d4

Locations in Lepidstadt

Bastions of both the superstitious past and audacious future crowd behind Lepidstadt's walls, their opposing philosophies warring for the city's minds and souls.

Brazen Skull: A favorite pub of members of the university's dueling fraternities, the Brazen Skull holds the rapiers of famed alumni in places of honor upon the taproom walls, arranged in ranks like deadly tally marks. Above the hearth's forest of trophies hangs the blade of owner Kaysia Cazynsik and a bronzed stone giant skull said to shed a single tear every time a member of one of the university's dueling brotherhoods dies.

Gravecharge: An army of skeletal horses races across the facade and around the central dome of Lepidstadt's cathedral of Pharama, ever rising in a course similar to the goddess's symbol as they ascend into her ethereal domain. Father Eswayne Cidaimoikis holds daily services, his pulpit situated behind a mass grave where the ancient bones of the soldiers and steeds of Baldrumon Vielass, brother in arms of Soividia Ustav, are interred. In ages past, these legendary knights did battle against the dragon Kulsyther, fighting off its poison breath long enough to defeat the beast and wrest the land from savagery. The pious claim that the lance of Vielass still pins shut the jaws of Kulsyther within the 20-foot-deep ossuary.

Lepidstadt University: Ustlav's internationally renowned center of learning, Lepidstadt University endorses the so-called "mortal sciences," espousing the ability of medicine, mathematics, and the sciences to unveil wonders rivaling the miracles of magic. Presided over by dean Acciani Viacarri, the campus includes the Laurelgauge Library, Vighkeir Hall, the Treyes Museum of Antiquities, half of the nearby Fort Cindercairn, and various other lecture halls and dormitories. Aside from its faculty's advances in the understanding of anatomy and medicine, the school is also known for its numerous dueling fraternities, brotherhoods like Gateguard and Malkenclaw that pride themselves on teaching the artistry and honor of swordsmanship. Before graduation, fraternity members meet, unarmored, upon Fifthstones Hill (the city's southern rise), and duel their fellows one at a time until cut upon the face. Such "Lepidstadt scars" are held as marks of pride and prowess recognized by duelists throughout the world.

The Spiral Cromlech: Although the name refers primarily to the central monument, the Spiral Cromlech is comprised of an incomplete outer ring of standing stones, two alternating circles of moon-white menhirs, and a twisted, 16-foot-tall central spire of unidentifiable black rock etched with images of naked Kellid revelers joined by demonic nymphs and curvaceous incubi in their spiraling skyward debauch.

Ventriloquist's Pulpit: Situated near the city's heart, the Ventriloquist's Pulpit once served as the central hall and



north wing of Mandaleat Court, seat of administration for Vieland's former counts. During the hall's demolition, workers discovered strange acoustic properties beneath the dome that caused their voices to echo back in unpredictably angelic or demonic tones. Charmed, the ruling council had the remaining structure preserved as a museum of local history and offices for councilors. Yet some claim it wasn't the haunting echoes that preserved the old court, but rather the discovery of secret basement reeking of brimstone and adorned with trappings of Garundi mysticism.

Rumors in Lepidstadt

Whether through the gossip of street vendors or the theories of students, Lepidstadt's rumor mill grinds just as strongly as that of any other Ustalavic city, but many Lepidstads see conspiracy in the details others dismiss as coincidence.

The All-Seeing Eye: Ask the city's most suspicious citizens what poses the greatest threat to their city, and many will say Aldus Aldon Canter, Vieland's disgraced and 700-years-missing former count. Such conspiracy theorists claim that the inheritors of Canter's teachings, the Esoteric Order

of the Palatine Eye, continues to manipulate Lepidstadt, Vieland, the Palatinates, and, indeed, all of Ustalav from the shadows. To what end, few can say, but many suggest plots of a growing shadow government, world-reshaping arcanists, and Canter's centuries-long survival, pointing toward clandestine meetings among the city's elite, city-sized sigils, and the very name of the Palatinates as evidence of the Palatine Eye's growing control.

Beasts of Lepidstadt: Although few can honestly claim to have ever personally seen the notorious Beast of Lepidstadt, all the city's residence know the living legend of the 10-foot terror, the unholy amalgamation of evil stitched to evil, the unborn son of dead murderers, rabid beasts, and stray devils shackled in flesh by nail and needlework. Rumors claim the Beast eats children, murders lonely travelers, besieges isolated farmhouses, and commits all the atrocities ascribed to bandits and beasts in other communities. But stranger tales tell of a morbid penchant for corpse-napping and frequent sightings of multiple mysterious silhouettes amid the potter's fields outside the city, as if the Beast's nightmarish body hungered for ever more terrible flesh.



Tamrivena

The people of Tamrivena have long known fear. Short miles to the west, the barrier of the Tusk Mountains gives way and through the crags slip bands of bloody-minded Belkzen orcs. Tamrivena was constructed as a redoubt against the orc hordes, or barbarians should they eve rage from the north. In recent years, however, the town's reassuring walls have turned cold and foreboding as paranoia creeps among the people.

Although none can say exactly when, at some point within the past 5 years the Wallguard stopped being the city's well-trained constabulary and changed into an occupying army of overzealously watchful counterspies and enforcers of social standards. While they strictly enforce the letter of the law, the quickness with which they drag suspects to the dungeons of Fort Vhiled causes most citizens to avert their eyes and hurry past their precisely organized patrols. Life and commerce continues in Tamrivena with the people relying on travel and shipping upon the Lamand as well as nearby farms for their livelihoods. However, increasingly strict laws on passage through the town, what goods are permitted for sale, and what constitutes morally appropriate services have stymied many entrepreneurs, with fines levied or shops shuttered as the town's laws grow ever more restrictive and numerous. And all the while, from vague sources come word of growing criminal syndicates, mysterious saboteurs, and massing orcs in the east, leading the town's residents to hurry home from their jobs and wonder which of their neighbors might be in league with the unseen but encroaching evils.

TAMRIVENA

LN large town

Corruption +0; **Crime** -4; **Economy** +1; **Law** +1; **Lore** -1;
Society +6

Qualities racially intolerant (half-orcs, Kellids, orcs, Sczarni),
strategic location, superstitious

Danger 5

DEMOGRAPHICS

Government council

Population 3,620 (3,558 humans, 42 halflings, 15 dwarves, 5 other)

Notable NPCs

Councilor Taladda Jhovanki (NE male human bard 6)

Councilor Zoenessa Thell (NG female changeling* rogue 5)

Daladmin Quin, Captain of the Foreguard (LG male human
cavalier 8)

Balton Rhasrakin, Captain of the Wallguard (LE male
human ranger 7)

* see *Pathfinder Adventure Path* #43

MARKETPLACE

Base Value 2,200 gp; **Purchase Limit** 10,000; **Spellcasting** 3rd
Minor Items 3d4; **Medium Items** 2d4; **Major Items** 1d4

Locations in Tamrivena

Although several venues possess increasingly infamous reputations, Tamrivena quietly harbors the just and unjust alike.

Fort Vhiled: The headquarters of the Wallguard, Tamrivena's military police force, Fort Vhiled guards the north and west entrances to the town—a hidden artery running through the thick western wall connects the fortress proper with these adjoining fortifications. Although the fortress was constructed to defend against orc invasions, its merciless stone towers now seem to turn their scrutiny inward, toward the town's residents. Alongside barracks and armories for the nearly 200 Wallguard, from the fortress rises the infamous Traitor's Tower, site of the merciless Captain Balton Rhasrakin's offices, the Wallguard's interrogation chambers, and—supposedly—several levels of hidden dungeons and oubliettes where those who oppose Rhasrakin disappear.

Palestone: Home of the Foreguard and its commander Captain Daladmin Quin, Fort Palestone—typically referred to simply as Palestone for its walls of white granite—watches over the southern entrance to Tamrivena. As members of the Foreguard, who are generally less likely to subscribe to the Wallguard's theories of disguised orc agents and anarchic Kellid cultists, man its walls, travelers find entry through Palestone by far the least invasive way to enter the town and least likely to confront travelers with hours or days of bureaucratic hindrances.

Nathrus Village: The inspections of the Wallguard leave many attempting to travel through Tamrivena stranded, usually on suspicion of criminal intent or mere racial prejudice. Those most regularly affected are the Sczarni—notorious families of Varisian cheats and thieves. Such wanderers denied entry to or expelled from Tamrivena congregate outside the town walls, some simply lingering till their whims carry them on, others committed to ongoing schemes. The fierce but aging Harnin Mirgravos leads the residents of this slum of wagons and shacks. With the aid of his sons Opor and Minnarn, Mirgravos unites his people in a crusade of burglary, blackmail, and vandalism targeting members of the town's government, which he blames for the disappearance of his daughter Kiaria.

Riverhouse: Beneath the green shingles and bell tower of Tamrivena's town hall the council of Canterwall meets to direct the fate of the palatinate's citizens. Over the past years, many have succumbed to Captain Rhasrakin's constant fearmongering, and fearing orc incursions or the plots of faceless criminal elements have forced the adoption of strict laws proscribing immorality, public privacy, magic, free entry into the city, and any number of other basic rights widely enjoyed elsewhere in the country. While many of the councilors are unsettled by the increasing similarities between their city and a mass



prison, the vicious orator Taladda Jhovanki possesses an unsettling skill for recasting criticism as laxity, perfidy, or even treason.

Soldier's Rest: Unusual among Ustalav's temples and cathedrals of Pharsma, Soldier's Rest harbors shrines to Erastil, Gorum, Iomedae, and Torag beneath its spiked onion dome. Father Onmanun Brosheilov served in the Wallguard decades ago before answering Pharsma's call, and though it is his goddess's will to stoically endure hardship, he has little patience for the overzealousness of the modern militia and his former subordinate, Captain Rhasrakin.

Rumors in Tamrivena

Although the Wallguard remain attentive for whispers of dissidence and conspiracy, rumors pass swiftly and stealthily among the townsfolk.

Burke and Glass: Over the past 18 months, nine bodies have been discovered at the corner of Burke Way and Glass Street, each an upright citizen with his or her throat neatly cut and bearing the same note pinned to their flesh. Although the Wallguard has tried to suppress

rumors about a killer stalking the town and made placebo arrests they claim close the case, the deaths continue. Now, members of the Wallguard maintain nightly vigil at Burke and Glass, and thrice officers have captured otherwise ordinary people dragging corpses to the corner, seemingly in their sleep. In these cases, as in all previous, the corpses come with the same message: "Regards from K."

Invasion: While the Foreguard, Canterwall's border militia, defends the region from most orc raiders, Tamrivena's people endlessly fear a united orc legion capable of overwhelming their guardians and bringing the full brutal battle-lust of Belkzen to their gates. Lending credence to such fears, stories pass among the Wallguard of Foreguard reconnaissance being withheld from Tamrivena's council, news warning of mustering orc forces under the banner of the Flayed Skull, a monstrous orc warlord with a taste for human flesh. Why Captain Quin might be withholding vital information from the city's legions, few can imagine, but rumor has it that Captain Rhaskikan is already preparing his men for the inevitable battle.



Thrushmoor

While stories of the sea and its secrets pass along every coast in Avistan, the shores of massive Lake Encarthan prove little different, with traders and fisherfolk spreading tales of strange things lurking beneath the murky waves. The austere town of Thrushmoor marks the northernmost point of the vast lake, and though its sheltered docks and well-used fishing dories suggest nothing more than a community of hardworking seafarers, the town's elders make the spiral of Pharasma over their hearts as they swear weird currents carry all that's strange and unnatural into the depths of Avalon Bay.

Whipped by frequent storms and rough seas, the old town looks worn and rugged, no amount of care or paint erasing the wear upon the spume-blasted docks and mossy quays. While the homes and structures upon the lake show the damage of lashing waves and frequent flooding, those on the higher ground—the territory of the town's "quality"—posture as the homes of wealthy landowners, with pristine picket fences, sharp gables, and columned facades. While few in Thrushmoor are truly wealthy, the townsfolk go to great lengths to keep up appearances.

At some point, the piety and unity one typically finds in fishing communities went sour in Thrushmoor. Although daily devotions are still offered to Pharasma for bounteous catches and safe returns, such prayers ring hollow among a congregation more concerned with their seating in church and whose family presents the finest appearance. Standing, respectability, and abstemious lifestyles concern most of the townfolk, who do all they can to avoid embarrassment and the critical eyes of their neighbors. Yet in the shadows of attics and basements languish the sins and repressions of Thrushmoor, where deranged children, possessed artists, and the adherents of unnamable gods form an uncounted population of freaks and lunatics just beneath the town's mask of propriety.

THRUSHMOOR

NE large town

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

Society -3

Qualities insular, rumormongering citizens, superstitious

Danger 5; **Disadvantages** cursed

DEMOGRAPHICS

Government overlord

Population 3,480 (3,394 human, 56 halflings, 12 dwarves, 18 other)

Notable NPCs

Count Haserton Lowls IV (NE male human aristocrat 2/bard 2)

Cesadia Wrentz (N female human rogue 7)

Magistrate Tillus Padgett (LE male human expert 4)

MARKETPLACE

Base Value 2,000 gp; **Purchase Limit** 10,000; **Spellcasting** 5th

Minor Items 3d4; **Medium Items** 2d4; **Major Items** 1d4

Locations in Thrushmoor

Despite Thrushmoor's parochial reputation, several sites stand out among the community's peeling paint and gull-haunted roofs.

Iris Hill: Home to the Lowls Family since the rule of Pragmus Lowls over two centuries ago, Iris Hill meanders over the summit of the rise with the same name, the central estate attended by stables, servants' quarters, and guest cottages. Until recent times, the manor held the title of Thrushmoor's most elegant home, but over the past year it's fallen into utter neglect. The count's long-time servants dismissed, ivy and weeds besiege every structure, loose shutters creak in even the slightest breeze, and several broken windows admit the wind and weather. Yet Iris Hill has not been abandoned, and within Count Lowls and his shadowy foreign assistants occupy themselves tirelessly amid the manor's ever-expanding library, interrupted only by the occasional midnight delivery by unmarked black coaches.

New Chapel: More than half a century old, New Chapel serves as the religious heart of Thrushmoor and the most frequently attended social venue for people of quality in town. Many hold that the church is jinxed, though, as rodents can frequently be heard scratching beneath the floorboards, a persistent skull-shaped stain mars the structure's whitewashed eastern face, and two priests have mysteriously fallen from the bell tower's narrow window.

Old Chapel: The steeple leans like the spear of a derelict watchman atop the former home of Thrushmoor's Pharasmin congregation. The pious abandoned the sun-blistered gray structure nearly 60 ago, supposedly in favor of the freshly constructed New Chapel's more central location. Yet some old folk whisper of another reason. Supposedly a religious hysteria claimed Causton Creed, the town's former priest, and his plot to lead his entire fellowship to the grave forever tainted the holy ground.

Pier 19: No one goes out upon the sagging, treacherous timbers that stevedores call Worm's Hook. Rumors say that years back a reek that sickened the whole boardwalk boiled up from beneath that dock, literally melting three men fishing at its end. The fishermen's metal bait pail still rusts upon a post at the pier's end.

The Sleepless Building: The Sleepless Agency advertises that it sells security—though what form that assurance takes varies depending on the organization's diverse clientele. Run by its founder, the mysterious Cesadia Wrentz, this well-connected, highly organized, and unscrupulously professional agency of guards and detectives hires out to anyone with the coin to pay for its services. While the organization touts its successes at finding lost persons, exposing corruption, and guarding precious treasures, it downplays many members' inclination toward invasiveness, sabotage, and strong-armed harassment.



Star Stelae: The scholars of the Sincomakti School have long attested that no true Kellid tribes lived in the Versex region in the land's distant past, yet Thrushmoor's Star Stelae seem to refute that fact. Three 12-foot-tall, semicircular monoliths situated in an equidistant triangle stand atop the town's hills, each etched with unidentified, non-Kellid runes and a misshapen star. All three face some vague point near what would today be the community's heart—or, rather, they would had not one of the stones been destroyed or removed with the construction of Iris Hill long years ago.

The Stain: Typically patronized by shiftless bachelors, veteran fishermen, and rough dockworkers, the tap house of Captain Emman Gulston numbers among the most honest places in Thrushmoor: the whiskey isn't watered, the two simple bunkrooms are sparse but clean, and the salty crowd knows better than to dismiss even the wildest tale.

Rumors in Thrushmoor

Although the people of Thrushmoor tend to be private and judgmental of their neighbors, few things unite acquaintances like tales of others' misfortunes.

The Cursed Count: It's been no secret that Count Hasterton Lowls disdains his responsibilities as lord of Versex, but in recent months, the arrogant lord has transformed into a complete recluse and has become ever more eccentric. Plotting to capitalize on the count's negligence, Magistrate Padgett spreads rumors of madness and unholy worship at Iris Hill, hoping to provoke a rebellion similar to those that formed the Palatinates, but one that would see him come to control the entire county. The only hindrances to his plot are the count's assistants, who possess an uncanny ability to detect his prowling and whose veiled faces he's begun to see even at his home's gates.

Wake of the Watchers: Those who ply the unpredictable waters of Avalon Bay tell of strange sights upon the sea, of monstrous eels, inexplicable waterspouts, and ghostly fishing vessels that cast nets after the living. The most frequently told tales concern the deep watchers, an elusive race of ichthyoid seers said to follow ships destined for ill fate or to trade fishermen their catches for blasphemous idols of cursed gold. Many sailors refuse to set foot upon ships that bear the webbed claw marks of the fishfolk, and ships lost at sea are often said to have had "watchers in their wake."



LEGENDS AND HAUNTINGS

Could the surrounding acre offer some offense only the storm could see, and so provoke it to withhold its draught? Mayhap Boles and I were the culprits, though I couldn't recall any outrages in the past week that would have affronted the very weather. Yet there it was, the sound of rain all about, a torrent of drops invisible through the gloom. As I turned to speculate with Boles, my bone-dry palm outstretched as evidence, the investigator's glare into the shadows sent a shudder through me. I'd seen the look all too often.

"Not rain, Quintin." He spoke steadily without turning. "Steps."

And like a devil summoned by its name, a thing of bone and rot and age-old hunger pulled itself through the night's veil. And it was not alone.

—Ailson Kindler, "Case of the Dreaming Dead"

Far more than the politicking of petty villains and the roaming of wayward ghosts account for Ustalav's brooding pall. From the superstitions that preoccupy villagers to tales of shadowy groups that trade souls for power, the legends of the grim country know far greater variety than merely tragic deaths and spook stories. Yet the people of Ustalav excel in the telling of accounts of depraved souls, tainted blood, and dark magic, in part because of the mysterious traditions that pervade their lives, but even more so because, for them, the grimmest stories are all too often horrifying truths.

Superstition

The roots of Ustalavic superstition reach back into the darkened corridors of time, to an age when Varisian caravans roamed the land and Kellid shamans shrieked prayers to hill-striding god-beasts. Today, every village or family has a wise grandmother who knows just what spices will ease a cold, what wreath-shapes ward off evil, and how to test for werewolves. While many of these defenses are little more than folk medicine, custom, and hokum, some trace their pedigree to half-recalled advice, history passed into legend, and forgotten magic. Thus, although much of this body of Ustalavic folk knowledge proves unreliable, the wise know it is never to be dismissed.

Although regional variations result in countless superstitions, some being unique to hamlets or even families, the best known tales concern the following topics.

Animals: Most animal superstitions have to do with bad luck, such as cats being able to see one's sins or foxes being red because the first fox was born amid the flames of hell. Thus it is typically considered unlucky to cross paths with or bring harm to such creatures. Many animals are also said to be allies of the dead, with crow eyes being windows through which the dead can peer and whippoorwills heralding a coming death (finding a dead whippoorwill being especially bad luck). Dogs, hawks, and horses, however, are the focus of many good superstitions, as their keen sense of smell, sight, or bestial intuition can alert their owners to evil before it strikes. Forge works and the craft of civilization are also said to combat the base savagery of beasts, and so silver and cold-forged iron are used in making many weapons and talismans that gird those forced to travel the wilds.

Fortune-telling: Although most dismiss casting bones, reading tealeaves, and interpreting storm patterns as the diversions of charlatans and the unbalanced, Ustalavs treat spirit boards and Harrow cards with a respectful suspicion. Most believe in these tools' ability to commune with sprits or divine hints of the future, but also know fearful stories of dreadful powers unleashed by inexperienced users. Thus, the common folk tend to avoid such divinations—and magic in general—except for in times of most dire need.

RULE OF FEAR: MUSIC OF THE NIGHT

For many GMs, the idea of employing background music during their games is no revolution. But doing it right can be difficult. The *GameMastery Guide* includes a list of dozens of albums useful as mood music for your games, but whether you're using tracks from those collections or your own library, keep the following tips in mind.

Subtlety: It's called background music for a reason, so don't let the volume or distracting elements—like lyrics—overshadow your storytelling. When music is kept low but persistent, players eventually forget about it entirely but keep its impression—things are happy, things are creepy, whatever have you—in the back of their heads. Although lyrics can be distracting, lyrics in languages none of the players understand can go far in enforcing the exoticism of another culture or the eeriness of ancient chanting.

Themes: Giving major reoccurring NPCs signature music forms a link between the characters, the music, and the players' expectations. Subtle GMs might eventually use a theme to foreshadow a villain's entry, or even just his handiwork. Be wary, though, as many great villains from film and television have fantastic but immediately identifiable themes, and nothing ruins an antagonist's dramatic entry like a volley of jokes and movie quotes.

Track Tricks: Just as many GMs know that shuffling their notes or rolling dice behind a screen can put their players on edge, you can do the same with your music. Player take note when you intentionally change a track (especially if you've had a given track looped on repeat for some time), whether that's to herald some new scene or just to put the group on edge. Also, although songs that dramatically change mid-track are typically to be avoided, with a bit of timing and showmanship you might be able to coordinate a musical flourish with a dramatic piece of read-aloud text.

Graves: Just because something's dead doesn't mean it's gone. Ustalavs hold great respect for the dead, and fear their return. Graves, crypts, mausoleums, and headstones are treated as the homes of those interred, and those who defile such places garner the ire of those within. Potter's fields and grave-shrines are often situated at crossroads, so that unquiet spirits become lost on the road rather than terrorizing their home communities. It's also common for the corpses of the wicked or those who died mysteriously to be wrapped in chains, laden with rocks, or planted vertically or upside down, all to deter the dead from returning. The poor of Ustalav also commonly cremate their dead, and it's said that a pinch of a loved one's ashes sprinkled across a threshold or mixed into clay or mortar protects a place from wandering spirits.



Bloodlines

Blood is power in Ustalav. Running slow and deep, it gushes through ages of memory and tradition to shape the passions and quarrels of the modern day. Throughout the country, one's blood determines his life's value, whether he be peasant or prince, and what hardships will trouble his days. Yet some bloodlines carry with them more than just social opportunities and expectations. As inescapable as a family likeness, ancestral scars, lingering vengeance, and ageless curses afflict Ustlavic families from the spires of power to the depths of poverty, and even should the inheritors of such burdens seek to ignore or forget the compulsions of their birth, in Ustalav blood is never denied.

The families listed here range from Ustalav's most influential to the nearly unknown, yet all possess tainted blood that guides their fates or directs their ruin. Beyond dungeons or lurking monsters, these families' ancestral destinies might spark any number of adventures as they seek to avoid their fates, or drag others down to share in their dooms.

Rulers

Both destiny and tragedy seem attracted to those in power. As those among the echelons of command seek to indulge or avoid their respective fates, lives by the thousands are changed forever.

Caliphvaso: Through the ages the fates of the Caliphvasos and Odranti princes have intertwined. Since the nation's resurrection, the rulers of Caliphvas have desired the Ustlavic throne, yet despite centuries of manipulations, failed intermarriages, and subtle treacheries, the crown they view as rightfully theirs has ever evaded their grasp. Family histories speak of greater outrages between the houses as well, such as Laurisica Caliphvaso, who was banished to Sarkoris for her threatening intelligence and popularity, and Ralagen Caliphvaso, poisoned by Prince Gennen to quell scandalous rumors—and whose radiant ghost still wanders Chateau Douleurs. With every generation, the Caliphvasos grow more embittered and ambitious, culminating in the line's final pure-blooded member, Carmilla, who holds the capital within her demesne and seeks only the time to spring a trap decades in the making.

Galdana: Although known to the current count of Amaans only by way of dusty family legends, the Galdana line possesses an inherent talent for the arcane, especially those magics that manipulate the mind and command the dead.

Muralt: The cousins of the Odranti family secretly suffer as the slaves of the traitor Iselin, a deathless necromancer who forces his will upon the inheritors of his bloodline. Although the villain has long manipulated the Odranti

and Muralt lines, any relation of these families could fall under his control.

Odranti: The crown of Ustalav both empowers and cripples. Generation after generation, Odranti princes take the throne with visions of influence and reformation, only to have their hopes dashed by ages of entrenched decrees, bureaucracy, and noble infighting. Thus even the family's most capable rulers typically become mere figureheads and fall to distraction, passing the nation's mounting ills to their offspring along with the shackles of princedom.

Despite his militaristic impatience, Prince Aduard III has seen little change during his rule. Yet, proud and convinced of his family's right to wear the crown, he refuses to let the throne pass to the supposed son of his weak brother and a Caliphvaso trollop, despite not yet having a legitimate heir of his own.

Tiriac: The curse of vampirism taints the ruler of Varno, who has posed as the past several lords of his line. Loathing his affliction, Tiriac endlessly seeks a cure so he might die as a human. But he is not without scions—of a kind. Although Tiriac loathes his condition, through the centuries he has unleashed more than one vampire spawn, reserving his cursed blood for those he despises most, or those who hold the greatest chances of curing his condition but require the time to do so.

Virholt: Few know of the secret divinations that prove a direct heir to Andriadus Virholt, bastard of Ustalav's last king, still lives. Yet even were a successor to this ancient royal bloodline to realize his heritage and make himself known, Andriadus's supposed betrayal of his nation to the Whispering Tyrant would make the revelation more likely to end in an execution rather than a coronation.

Nobles

Dozens of Ustlavic nobles cling to petty titles and moldy heritages, often unaware to what extent their dead ancestors control their lives.

Arudora: Centuries ago, some power beyond foulness, evil, and age sought to destroy the Arudora family, transforming their estate into the cursed citadel known as Bastardhall. Through the ages and under dozens of different names, the Arudora line has lived on. Yet some power still seeks the surviving Arudora, thirsty to reclaim the blood of Bastardhall.

Beauturne: Former counts of the Palatinate of Lozeri, the Beauturnes endlessly scheme and seek to raise support in their private war against the Palatinates, bitterly striving to reclaim rulership of their stolen lands.

Beumhal: Although the Beumhal line was thought to have ended in a night of madness and murder, under the name Inimald a branch of the family line abandoned their ties and lived on. With House Beumhal's reclamation and

reopening, some scion of the Beumhal family might be called back, whether by curiosity, greed, or something else.

Kindler: With their family estate, August House, rotting outside Ardis, most of the remaining members of the impoverished Kindler line have forsaken their family titles and holdings. Against the advice of his aunt, famed author and former Pathfinder Ailson Kindler, the young sage Styrian Kindler chronicles legends along Avistan's western coast. A mysterious swordsman calling himself Calanvald Kindler also walks the streets of Caliphas, hunting some elusive foe, though none among the Kindler family know anything of him.

Millair: More than 80 years ago, Camille Adler was murdered on the night of her marriage to Halister Millair, locking the five families of Lake Redleaf into a prison of misinformation, pride, and suspicion. Eventually a new heir will take ownership of Millair Manor, and the secret of a decades-old mystery will rise again.

Moulot: When the explorer Jacaid Moulot returned from Varisia with a gigantic rune-etched diamond, he presented it to his wife as a gift. Seven days later she died mysteriously. Ever since, every female Moulot to claim the diamond has been enigmatically murdered, granting the Thassilonian artifact the name the Invidian Eye.

Commoners

Dark deeds and hidden plots aren't unique to Ustalav's rulers, with many families of common stock being haunted or blessed by the specters of ages past.

Ghalmont: None among the Ghalmont family know of the half-Kellid blood running through their veins or their clan's true name, Twisted Tongue, though such might explain their ancestral nightmares of midnight rites before bestial obelisks, as well as their loathing for the Ustalavic crown.

Locnave: Considering their family blessed by Cayden Cailean, the Locnaves hold peace and simple pleasures as life's greatest rewards. Many in Chastel look to the family for leadership and aid when hardships arise.

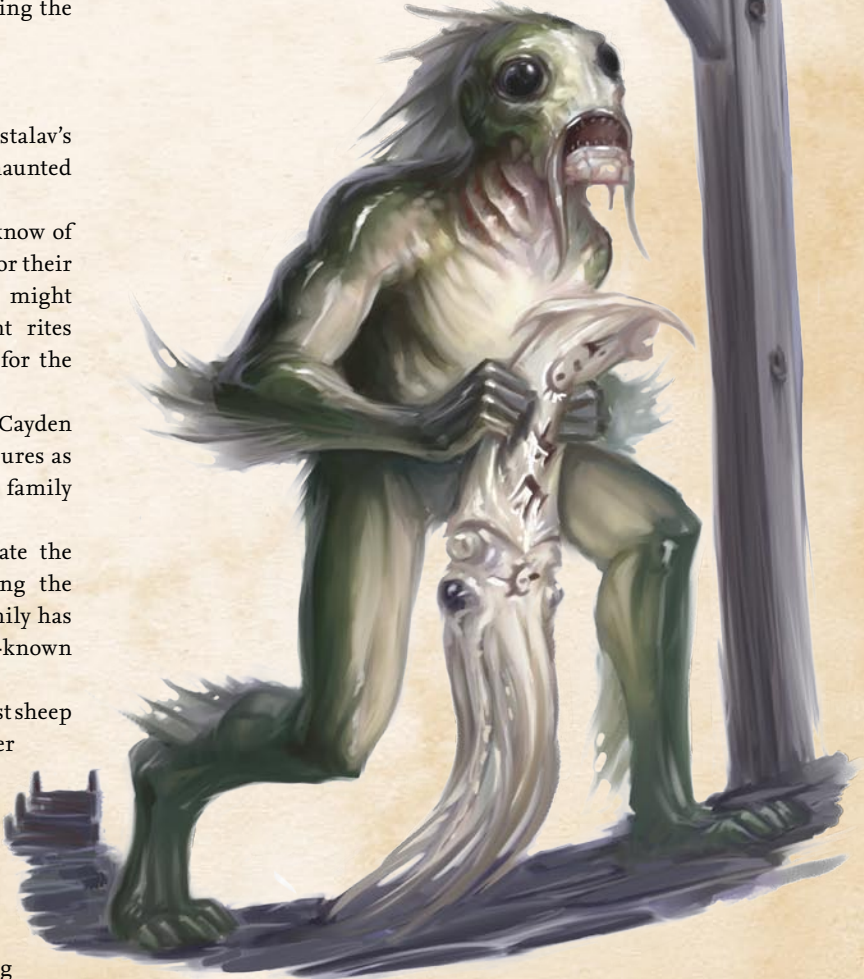
Reinhold: The swamper of the Graidmere hate the Reinholds, who have defended their ranch along the bog's edge for eight generations. Although the family has suffered curses and murders, they stand as the best-known trackers and bandit hunters in Sinaria.

Thell: In 80 years, nothing more exciting than a lost sheep beset the Thell farmstead. Strangeness and danger were so unknown to the Blickwell farmstead that when Brouse and Emuriel's newborn, Zoenessa, was kidnapped by servants of the palsied hag Osiso Clatterclaws and replaced by the witch's changeling daughter, no one even noticed. Raised as human, none but Zoenessa herself ever suspected her terrible heritage, even into adulthood enduring

nightmares of eyes upon her and eerily tempting songs beckoning her into the night.

Treyes: When Liron and Cadamon Treyes raided the ruins of Kalexcourt and founded Lepidstadt University, more than just the people of Ustalav noticed. The ancestors of the famed scholars and adventurers have long been held as authorities on Ustalav's ancient mysteries, but are also haunted by those selfsame secrets.

Voltiaro: The power behind Illmarsh's unsettling Church of the Indomitable Sea, this inbred family of thugs and hypocrites disguise their depraved agendas behind a cloak of doomsaying, suspicion, and fanaticism. Although numerous sons and daughters have fled their family and its unwholesome traditions, some call of their tainted blood always compels them to return. The latest of these outside children to feel the call is Oscor Voltiaro, a distant cousin whose parents never told him of his family's legacy, and who now desperately seeks anyone who can help reverse the strange and piscine transformations wracking his body.





Conspiracies

The denizens of the night aren't the only creatures of which Ustalav's people spread fearful whispers. In ancient meeting places and secret chapels congregate the initiates of forgotten orders and strange religions, members of secretive factions whose manipulations shape events to their own enigmatic, avaricious, or apocalyptic ends.

The Anaphexia

Secret-Hoarding Order of Assassins

Alignment: NE

Headquarters: Monastery of the Veil

Leader: Bishop Yasmardin Senir

In any world, there exist secrets to alter the age, bring ruin to nations, and shatter the mind, and the wise mind knows that such truths are best hidden away. The dissemination of such lore could bring unimaginable devastation to an unprepared world, and so these secrets must be kept at all costs, held in trust until the time is right.

The Anaphexia, a supremely secretive order of scholar-assassins sworn to the god Norgorber, keeps a shadowy vigil against those who learn too much, striking out and gathering their secrets in trust for a more enlightened age.

Within Ulcazar's Monastery of the Veil, the Anaphexia poses as a reclusive order of Pharasmin monks sworn to vows of silence. The truth is far grimmer. Beneath the monastery's austere halls hide level after level of library-catacombs, laden with forbidden histories, apocryphal gospels, and the skulls of anonymous geniuses. At the heart of this crypt of knowledge lies the order's sanctuary to the god Norgorber, where every member sacrifices his own tongue so they might never tell a secret. Only the order's leader and count of Ulcazar, Bishop Yasmardin Senir, holds the right to speak, a gift he grants via restorative magic to one member in every team of thought-killers he sends into the world to pursue, claim, and preserve its greatest mysteries. Few know of the Anaphexia, and those who do claim that even speaking their name can attract their murderous attentions, as their anonymity numbers among the secrets they value highest. To most, the assassins exist only as an unsettling pattern of killings stretching across nations and through the centuries, their victims found beheaded so even their corpses can't reveal their secrets.

The Harlequin Society

Sybarites of the Jester Prince

Alignment: LE

Headquarters: Karcau

Leader: Arlecht

It's incredible how cheaply some people sell their souls. Gasps of gluttonous ecstasy and violent pleasure echo through the sewer grates of Karcau. Hidden amid the city's maze of darkened waterways is the Chapel of Depravities,

where the influential and gaily masked members of the Harlequin Society meet to indulge their most forbidden and debauched fantasies. For a pittance of gold, those who receive the society's gold-filigreed invitations may join in the group's secret meetings and have their darkest desires fulfilled by motley robed acolytes in a pseudo-religious ceremony. Yet while most members delude themselves into believing the society's mantras of deservingness and illusory morality, others look on, gathering condemning evidence even as they encourage members to ever darker debaucheries. Only when it is far too late to escape does the society reveal its chapel's harlequin idol as more than a symbol, but the visage of the devil Alichino, Hell's harbinger of Golarion's inevitable doom, who through his temptations and mad capers seeks to make the world ready for infernal conquest. Although the morbidly gluttonous Zeffiro Lesiege oversees the society's monthly "services"—as well as the blackmailing that makes them possible—the unsettling mime Arlecht manipulates the group's greater agenda, gradual expansion, and apocalyptic sacrifices from a sanctuary of warped glass and deranged amusements.

The Old Cults

Mad Fanatics of Unnamable Gods

Alignment: CE

Headquarters: Carrion Hill, Illmarsh, others

Leader: Varied

Places of fundamental wrongness taint certain corners of Ustalav. There the sanity of existence wears thin, and through imperceptible tears in reality things mortals hardly dare imagine seek to slake unnamable hungers. At these weak places congregate the dark scholars, doom-bringers, and lunatics known collectively as the Old Cults, raising their chants like the debauched Kellid tribes of the bloody past, worshiping god-things with names like Azathoth, Nyarlathotep, Shub-Niggurath, and Yog-Sothoth, as well as lesser-known entities that ageless writings refer to as the King in Yellow, Mhar Massif, Tychilarius, and the Shining Son. These cultists rarely trust their allies, much less the fanatics of other inscrutable forces, making the Old Cults a general title for a host of mad agendas. Several insane factions seek out ancient gates and thin places through which they might commune with their impossible masters, and the menhirs of Vieland, the rank swamps of the Graidmere, the dead town of Scrawny Crossing, the village of Illmarsh, and the city of Carrion Hill number among the brightest beacons to these insane servants.

Order of the Palatine Eye

Fraternity of Influence and Mysticism

Alignment: LN

Headquarters: Diverse regional lodges

Leader: Varied

When Aldus Aldon Canter preached of mystical paths to opening the arcane eye of one's inner god, scores listened and became adherents of his cryptic philosophies. The Esoteric Order of the Palatine Eye formed first as a congregation of these spiritualists, but gradually transformed after Canter's disappearance into a fashionably mysterious club for the idle elite. Through the ages the Palatine Eye has grown beyond the mysteries of its creator and the dalliances of its first lordly members into a venerable society of the wealthy and influential. Fractured into multiple chapter houses, the decentralized order generally seeks to organize local leaders, defend their holdings, share information and favors, and fulfill varied regional agendas, all while paying lip service to the ages-old secrets and rituals of the society's founders. A favorite bogeyman of paranoid theorists, the group's supposed feats include guarding ancient treasures, secretly assassinating unpopular princes, committing ceremonial murder sprees, and organizing the Palatinates. While some of these acts hold the hint of truth, the order's numerous chapters rarely interact. Thus, while the chapter in Lepidstadt pursues an egalitarian agenda, Caliphas's society meets to further the schemes of prominent aristocratic members, and the group in Vische shelters magic-users in the intolerant county, with others pursuing their own goals as their members and leaders see fit. However, in times of great hardship, the order has been known to put aside its varied plans to unite against threats to the entire nation or those dangers foretold in the cryptic writings of their long-lost founder.

The Pharasmin Penitence

Inquisitors of the Lady of Graves

Alignment: N

Headquarters: Kavapesta

Leader: Archbishop Bavhulla Ulmetria and regional bishops
Born from the tortured ruins of post-Tyrant Ustalav, this splinter philosophy of the Pharasmin church ennobles suffering and endurance. The faith's central teachings differ little from the Lady of Graves' universal tenets, but add that when souls are measured upon Pharama's scales in their final judgment, the pains and trials of life add weight that the goddess counterbalances with immortal rewards. Thus, the church extols the virtue of perseverance and trusting in the succor of prayer, with pertinacity against even the most terrible trials being rewarded in death. This popular philosophy underlies the majority of Pharama's worship in Ustalav—which, as the country's foremost religion, influences most of the country's pious citizens.

While the tenets of the Pharasmin Penitence seem fundamentally innocent, some take the ideology to fanatical extremes. Within the church exist flagellants, who indulge in pain as a form of ecstatic sacrifice, and monks who deprive themselves of speech, sight, or other senses

to limit the pleasures of life and their lightening effects upon the soul. In lands such as Barstoi, the most extreme adherents view the endurance of pain as a condemnation of pleasure and change, prescribing against excess joy and hunting down those who would alter the world to mortal whims—specifically magic-users.

Sczarni

Wandering Thieves and Fortune-Seekers

Alignment: CN

Headquarters: None

Leader: Varied family leaders

While the majority of Ustalav's Varisian population forsook the ancient, wandering culture of their people, such stagnant lives could never suit the notorious Sczarni. Although these endlessly roaming clans of tinkers, charlatans, and thieves might sometimes camp near towns or squat in derelict city blocks, the road is their true home, and they openly mock their settled cousins, whom they view as cowardly, broken, or "legless." Sczarni often earn their reputations as pickpockets and cheats, but rarely intentionally harm their marks. Most view their capers as lessons in wariness, without inherent malice. Should they perceive some insult, though, be it real or imagined, their criminal sense of honor demands recompense in equal turn, with slander, violence, kidnapping, or theft. Despite the disorganization of the widely traveling clans, the Sczarni cling to a united tradition of legends, oral histories, and mysterious magic, and many still practice the Harrow readings and other fortune-telling practices of their ancestors.

The Whispering Way

True Life Begins with Undeath

Alignment: CE

Headquarters: Renchurch

Leader: Contested

The ages-old cult of undeath flourishes in Ustalav. Many of the morbid society of undead obsessed magic-users, servants of Urgathoa, and maniacs plot their routes to immortality and the death of the world from the haunted monastery of Renchurch, short miles from the Whispering Tyrant's prison-throne of Gallowspire. Yet, throughout the rest of Ustalav, the servants of the Whispering Way slip through the night, robbing graves to fuel necromantic experiments, seeding the worship of Urgathoa and the promise of undying power in fertile soil, and seeking the tools to resurrect their fallen champion, Tar-Baphon. Disorganization afflicts the Whispering Way, though, as mortal cult leaders, rising morbid savants, and the undying lieutenants of the Whispering Tyrant all vie for mastery and seek to pursue their vision of the end of the world.



Hauntings

Across Ustalav lie the scattered settings of tales of woe, monuments to historical tragedies, irreligious altars, stains of existential imbalance, and more unspeakable corruptions of earth and stone. From these vaults of horror creep more than just shuddersome tales. All too often, the terrors of legend themselves spring forth, authors of outrages and the spawn of blasphemies upon which death and sanity hold no rein. Endlessly these accursed sites call to heroes and lore-seekers, adventurers intent on putting an end to their mysteries and lingering corruption. Few who hearken to these dark summons return, and the scarred bodies and shattered minds of those who do only strengthen the chilling grip of these bastions of fear.

What follows is a selection of Ustalav's most infamous haunted locations and cursed sites. While the country's people shun innumerable sites of local miseries and misfortunes, those here number among the greatest scars afflicting the Ustalavic countryside—those places whose miseries grow greater and more malignant year after year. Fireside tales paint fearful portraits of these locations, their grim masters, the best known of their shadowy residents, and the unexplainable things that haunt their halls, but few claim to have actually ventured within sight of these grim edifices. Thus, revelations beyond the scattered details collected herein await discovery by future bands of the brave and foolhardy.

Bastardhall

Eternal Bastion of Blasphemies

Master: Caydserris Arudora (LE male human oracle 15)

Inhabitants: *Keep:* Daughter of Urgathoa (Ryhasphinea), dullahans, gorgons, skeletons, wraiths; *Lake:* Grindyflows, scrag, water orm (Voldrak); *Towers:* Daemons, devourers, lich (Irrokcis), vargouilles; *Vaults:* Angel (Cevairiel), ghost (Lord Eragayl Arudora), golems, gugs

Hauntings: The ghost bridge of Laroba, fallen villagers of Maiserence, the spilt blood of Bastardhall, Shelyn's warnings, unearthly tears

Woe to those in whose veins flows the blood of Bastardhall, for every drop is a sanguine link in immortal bindings neither age nor anguish must ever be allowed to rust.

What happened at Castle Arudora in 4213 AR was terrible but swift. It began the night a scullery maid whispered of admitting a stranger carrying a swaddled bundle into Lord Raudltz Arudora's library, and of how that stranger bore a shocking resemblance to the centuries-old statues of the family's nobly armored patriarch, the lost paladin Lord Eragayl Arudora. The following day seven messengers raced from the castle with summons for the family's most distant kin. Yet what urgency prompted the call, none would ever know.

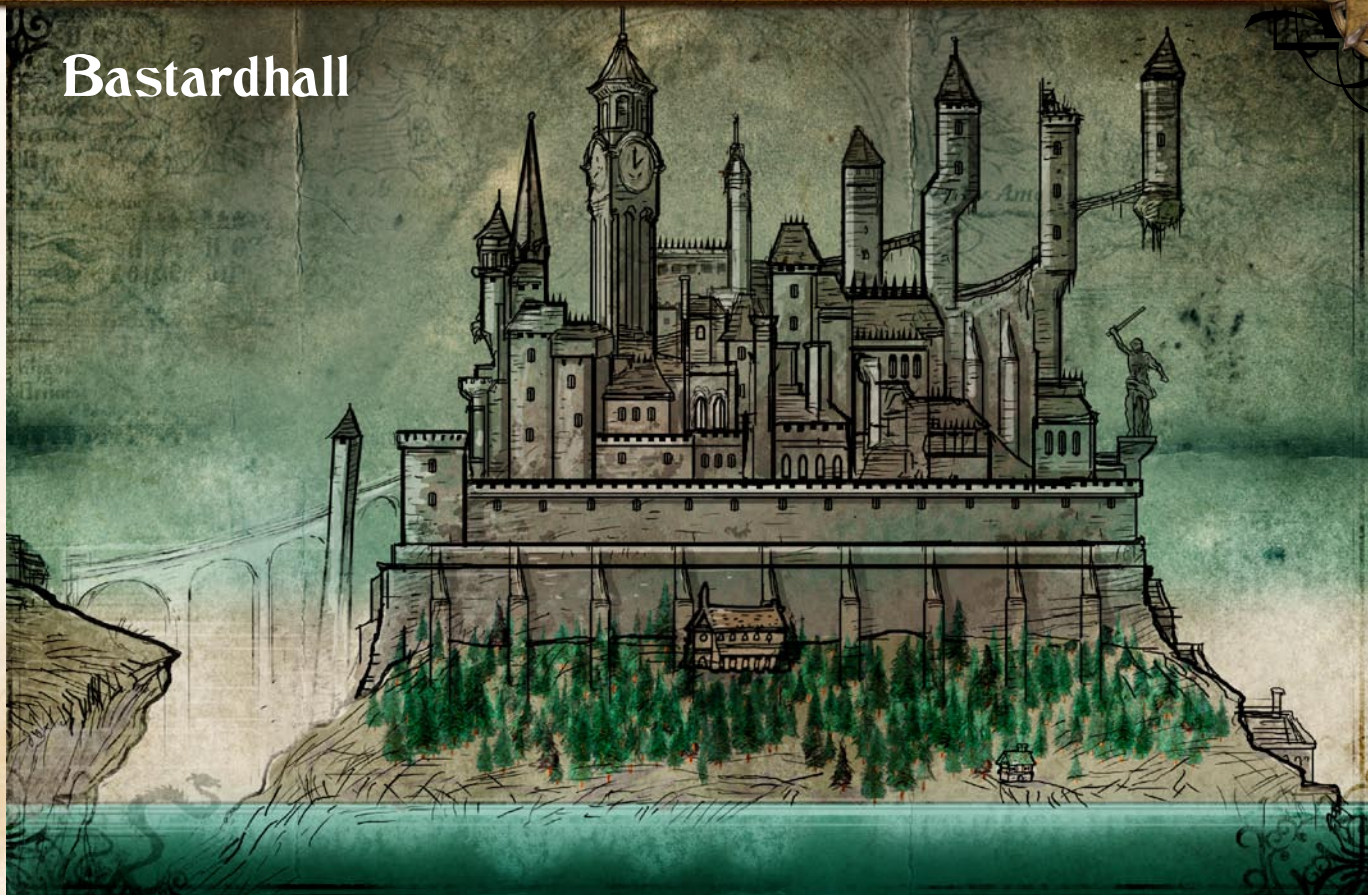
Few saw the black coach that stormed through the village of Maiserene, but the crack of its driver's whip splintered the peace of the quiet community. That night, a fog rose across Lake Laroba, blotting out the island fortress of the Arudora save for ghostly glimpses, and has refused to fall in the ages since. Nothing but the black coach—the harbinger of death—has left the castle since.

Few dare to guess what fate befell the Arudora family, but whatever curse afflicted the respected noble clan proved virulent and persistent. The villagers of Maiserene had little hope as dark things came upon them in the night, the brutalized corpses of castle servants and older deceased residents that shrieked and gibbered and dragged many back across the misty bridge. The residents managed to destroy the wooden bridge reaching out to the castle, but no tool or craft could mar the spectral span that rose to replace it. In the face of such terrors, the faith of the town's church of Aroden faltered and failed, and ultimately the people of Maiserence scattered or stood alone against the night.

Now, Castle Arudora—the fortress fearful tales and maledictions name Bastardhall—stands mysterious and silent, but for one year of each century. Then, the nameless curse of the Arudoras manifests and rides out, an unnatural coach of blackest evil that scours Varno and beyond in search of occupants. The coach knows its passengers and bids them enter of their own will; should these fearfully specific riders refuse, the coach departs with its mysterious driver's promise to return in a week's time, when his words will no longer be a request, but a demand. For centuries the people of Varno have feared the black coach, and spread rumors of why it claims those it does—that the victims are secret witches, the kin of saints, relatives of the Arudora servants, or the culprits of secret crimes. Whatever the reason, the fearful have long attempted to avoid or fight the coach, but all have failed. A peasant army even marched on Bastardhall in 4413 and burned the accursed palace to the ground. But, a century later, when the mists parted, the castle stood restored, even grown in its number of towers, and the coach's six midnight steeds galloped forth once more.

Today, the people of Cesca, Corvischior, and scattered hamlets dread the turning of the century and pray they'll never spy Bastardhall's black coach. Those daring few who have sought the castle out tell of a ruined village where frightened shades still huddle and an ethereal bridge reaches into the mists, while dark shapes teeming amid the black waters scatter at the passage of something elusive but massive. Divine servants and potent arcanists have attempted to probe the island fortress, but their powers reveal only greater mysteries, such as a veil of incredible holy might that rings the island like a divine prison. Yet still rumors and sightings fly weird and wild, claiming that servants of the goddess Urgathoa ply Lake Laroba on dark skiffs, that things long dead or never born circle the castle

Bastardhall



towers and feed upon all who enter the mist, and that those who draw near and listen at the cursed earth might feel a terrible thrum, as of relentless drums in the depths or the pulsing of a monstrous heart. Few will ever know the truth of what lies within the halls, among the towers, or buried beneath the cellars of the accursed castle, but again the time draws close, and soon the black coach will bring a new generation of Bastardhall's scions home once more.

Casnoriva

Academy of Arcane Insanity

Masters: Kaltestrua (CE female marilith sorcerer 7) and Mistress Qais (CN female human ghost wizard 14)

Inhabitants: Demons, ghosts of wizards and apprentices, sceeduinar, various golems

Hauntings: Spirits of slain residents, magical protections and wards that blur the line between traps and haunts

After aiding the armies of Soividia Ustav in founding his nation, the Varisian wizard Casnori constructed his sprawling, star-shaped manor amid the mountains of Virholt. For years he taught apprentices and advised the kings of Ustalav, until finally departing Golarion to explore other realms. Before the Whispering Tyrant made his presence in the world known again, the lich struck out at the school of magic at Casnoriva, trapping the scholars and students

there amid their own extradimensional sanctuaries, and unleashed terrors from the planes to twist the estate's halls and hunt its residents. Silent and mysterious, the half-preserved ruin of Casnoriva still stands, though masterless magics endlessly war around its floating stone towers.

Castle Corvischior

Laboratory of the Vampire Count

Master: Conte Ristomaur Tiriac (LE male human vampire aristocrat 3/ fighter 11)

Inhabitants: Alchemist slaves, carnivorous blob, derro, gargoyles, ghosts, nosferatu (Ramoska Arkminos; see *Pathfinder Adventure Path* #47), vampire spawn

Hauntings: The spectres of the Tiriac family servants, blasphemous alchemical mistakes, failed researchers

Across the lake from the county seat of Varno stands the castle of Corvischior. This was once known as Korsinoria Palace in brighter days, when heroic counts opened the citadel's gates to their people in grand festivals, yet the eyes of the once majestic griffin-gargoyles have blackened with tears of neglect and the gardens' armies of gay topiaries have melded into a shapeless terror. While still the home of Varno's ruling family, the Tiriacs, the land's people believe their lords forsook them long ago in favor distant, debauched courts. In truth, since Count Ristomaur's



supposed death in 4521, the land has known a single lord: Count Ristomaur Tiriach himself. For centuries, the reluctant vampire has sought a cure for his death-like condition, seeking out the brightest minds in alchemy and arcana and secretly spiriting them back to Corvischior to toil in search of some alchemical salvation. The once glimmering halls and spires of Castle Corvischior lie abandoned but for strange guardians and the spectres of the Tiriach family servants who, under the mastery of the crone-like Radaya, eternally suffer in a purgatory of their final moments. Below, the cellars house a vast dungeon of profane laboratories, unsettling surgeries, chemical oubliettes, experiment prisons, and lodging for an army of savants, both living and dead. Among it all, Tiriach and his most trusted advisors oversee ever more outlandish experiments, eternally hopeful for some miraculous breakthrough, even as they feed failure after grotesque failure into the caverns deep beneath Lake Korsinoria.

The Furrows

Wasteland of Trenches and War Scars

Master: —

Inhabitants: Animate war machines, imps, mandragoras, mohrgs, necromancers, oozes, quickwoods, shadows, skeletons, vermin swarms, will-o'-wisps, xill, zombies

Hauntings: Restless corpses of fallen soldiers, memories of lingering massacres, crazed fey

A scar sprawls across the heart of Ustalav, scourged not by necromancy or monsters, but by vicious human cruelty. What was once the lush Ardealian farmland known as the Furcina Plain now lies dead and barren, its residents slain, its farms scorched and salted, and its land scored by the trenches of warmongers compelled by greed and pride.

In 4687, infuriated by the mismanagement of Ardeal's wealthy lands and taking advantage of the new prince's inexperience, the knights of count Aericein Neska seized control of Furcina. Managing to avoid royal censure through delays and manipulations, Neska sought time to force Count Olomon Venacdahlia into ceding the lands to him. The stubborn count of Ardeal proved too proud to concede the largely fallow lands, raising a small army of unprepared nobles and conscripted peasants to drive out Neska's well-trained knights. Although well outnumbered, Barstoi's soldiers fortified themselves amid the land's very fields, digging miles of trenches and ramparts to withstand the waves of Ardealian conscripts. Bloody skirmishes and grim conditions typified the 6 years of battle that came to be known as the War without Rivals.

Facing growing royal ire, Count Neska withdrew his troops from Furcina, but not without striking a crippling parting blow, his retreating knights burning the regions' fields and forests and salting the ashes behind them. The

demoralized Ardealian survivors reclaimed a worthless wasteland scattered with the bones of their fellows and the ruins of once-bountiful villages. Although Prince Aduard's court eventually forced Barstoi to pay recompense, it was a pitiful sum paid over the course of decades.

Today, the Furrows—as locals came to call trench-scarred Furcina—remains much as Barstoi's troops left it decades ago. Although some life desperately struggles through the ashes and poisoned ground, the land is largely dead—yet hardly abandoned. The village of Feldgrau, once the region's largest community, lies silent, its residents slaughtered and buried in a mass grave, yet their memories linger on. Dilapidated noble estates rest like gigantic, empty skulls amid their dusty lands, the House of Ensland and Candlehalls being the most infamous, frequented by insidious gamblers and cavorting ghost lights. Only dust and poison sludge runs through the parched beds of the Millrun River and Bainecreek, where contagion and muck take on a predatory semblance of life. Crossbough Bridge, the site of the villainous Coronel Jebaid's capture and drowning, still stands resilient, though none who enter its covered expanse ever reach their destination. Among the dead rows of the Ripe Earth Orchards something unnatural has brought a new, deviant life to the blackened fields, while amid the charred Thrushsong Woods the ash ghosts of ancient trees and terrified fey wander in search of vengeance. Yet most sickening are the black veins of the Peasant Graves and Dead Man's Maze, the two largest labyrinths of trenches scarring the festering land, where the embittered remains of armies were left to rot and never told of their battles' end.

Gallowsfire

Prison of the Whispering Tyrant

Master: Tar-Baphon (LE male lich)

Inhabitants: Allips, animated objects, banshees, cultists, demons, monstrous skeletons, ravener, retrievers

Hauntings: Armor of fallen crusaders, darkling dreams, crippled undead lieutenants, the master's voice

Storytellers across Avistan and beyond tell the tale of the deathless wizard known as the Whispering Tyrant, his undead campaign to conquer the land and murder a god, and the alliance of heroes who buried him within his fortress. For many this is a heroic tale of righteousness, sacrifice, and hope. But those storytellers end their tales too soon, choosing to ignore the truth that Tar-Baphon was never slain, and in fact lives on, trapped with his greatest works and servants beneath the grim fastness of Gallowsfire.

For nearly 900 years, Gallowsfire has stood amid the ruins of Adorak, the lich lord's city of death. Ensorcelled chains and blades festoon the grim tower, upon which the lich's guardians suffer endless unives, while gargantuan necromantic terrors await their master's commands with



the patience of the dead. Winding ascents, spiraling loggias, and chain-riddled tunnels climb the spire's exterior, culminating in a horned terrace where the tarnished silver seal of the Shining Crusade bars entry, but only as a consequence of keeping the tower's master sealed within.

The Garden of Lead

Pleasure Palace of the Damned

Master: Dissayn (CE female winterwight)

Inhabitants: Adamantine golems, allips, fire elementals, magma oozes, mohrgs, salamanders, skeletons

Hauntings: An endless ghostly gala, burning apparitions, disembodied free-roaming screams, beasts of molten lead

History tells of the Garden of Leids, where Ustlav's kings once lounged amid extraordinary waterfall gardens and menageries of fantastic beasts. Soon after Dissayn, the Skeleton Countess, led the Whispering Tyrant's hordes to the garden's gates, she gathered nobles captured from throughout the land for a final fete. During the night, her skeletal minions flooded the palace's winding halls, delicate pools, and enchanting canals with molten lead. Frozen as it was in its final moment, the catastrophically haunted gardens hold the corpses of its final costumed revelers, their bodies and grim finery magically and eternally encased in lead. Rumors also hold that Dissayn

escaped destruction during the fall of Tar-Baphon and, in her madness, retreated here, indulging her unliving insanity as the tyrant-hostess of an endless grotesquery.

Ghasterhall

The Palace of Travesties

Master: Gier (LE male demilich)

Inhabitants: Crypt things, flesh golems, gelugon (Ambassador Kzei), iron golems, kolyarut (Rigdwil), neh-thalggu, night hags, oni, sentient magic items, skeletons, spirit nagas

Hauntings: Living autopsies, possessed automatons, sentient experiments, swarms of animated skulls

A true mastermind, the Whispering Tyrant let little go to waste. At the prison-library of Ghasterhall, known to some as the Palace of Travesties, the lich lord stored ancient texts of no immediate use, half-living alchemical and necromantic experiments, random relics, and other unthinkable or nameless curiosities and experiments. Here a horde of undying scholar-sentinels filled their immortal minds with lore and discoveries, a single skull-sage bound to each scrap. With no master to make demands of it, the impregnable library stands quiet, the work in its bowels largely halted except for the endless experiments of its scrupulous curator, the demilich Gier.



Kalexcourt

Vault of the Witch-Priests

Master: The Conclave of Ancients (unique undead)

Inhabitants: Chokers, basidironds, dragurs, mummies, wights, vermin swarms, yellow musk creepers

Hauntings: Dreams of dead empires, endless spirit ceremonies, undigested memories

Amid the fogs of Ustalav stand the monuments of an age of savagery, when scarred barbarians did battle in the names of warlords, totems, gods, and beings that defied definition. For ages, Kalexcourt, the Fortress of Monoliths, stood amid the hills of Vieland. Here, on the ground holiest to the region's lost Kellid tribes, the shamans, wise men, and witch-priests were committed back to the earth. While pale warriors stood sentinel upon gigantic, molar-like towers, the divine dead commingled in a rot of ages far beneath the soil, each interred corpse adding the memories of its life, informing an endless spirit moot in its influence over the beasts of the land and the eddies of fate. Yet centuries ago, Kalexcourt fell to the swords of the invading Varisians, and shamans were buried no more. Ages later, explorers delved into the mysteries of the mound fortress, discovering a conqueror's ransom in golden torcs, legend-scrawled shields, and strange idols, but also awakening a terror ancient and hungry for minds. Dozens died within the mound, and only by toppling the entire ruin did two adventurers seal the ancient thing within the cavern-tombs below. All of Vieland knows the legend-lie of how the Treyes brothers discovered fantastic wealth within the tunnels of Kalexcourt, and how their unwary assistants destroyed the mysterious ruin. But only the hidden journal of Liron Treyes holds the truth: that amid the true wealth of Kalexcourt, the witch-priests of the ancient Kellids still lurk—and now know of their people's slaughter.

Renchurch

Heretic Halls of the Whispering Way

Master: The Gray Friar (NE male huecuva cleric of Urgathoa 11)

Inhabitants: Athach (Svoac the Gate Tender), cultists, ghouls, huecuvus, mummies, nightmares, stone golems, wraiths

Hauntings: Ecstatic former cultists, failed liches, undead abominations, souls of mass sacrifices, the whispers

After the Whispering Tyrant's defeat, hundreds of his mortal servitors were executed or scattered on Belkzen's deadly wilds. While most perished, a desperate few waited out the conquering legions and took grim refuge amid the ruined fastness of Renchurch, a blade-steepled fortress-monastery where undead monks had long plotted their dread lord's apotheosis. Over quiet ages, the Whispering Way rebuilt strength. Today, cultists both living and dead attend to the whispers and dreams of their imprisoned master, working

dark magic and slinking forth into the world to again prepare it for the Tyrant's coming. In recent months, a call has issued from the black monastery, summoning the cult's champions to attend in preparation for some revelation.

The Saffron House

Manor at the Edge of Madness

Master: The Laughing Man (LE kyton) and its interpreters

Inhabitants: Animate dream, gremlins, hounds of tindalos, juju zombies, shining children, totenmaskes

Haunts: Endless rooms and halls, malingering psychic traumas, slowed time, the Stained Planchette

Mired in the clinging murk of the Sclerain Swamp lolls a yellow stain amid the grasping black and green, a blotch on both nature and time that the swamp's slow ages refuse to erase. Tinged the shade of rotting bandages, the aptly named Saffron House leaks its wrongness onto both its surroundings and those who enter, its nausea-inducing shades quickly overwhelming any fear of the things that lurk in the mire and drive victims toward the sagging estate. Those who explore the seemingly abandoned, sheet-shrouded rooms eventually realize an unnerving feature: the layout of the house itself. Many rooms that serve as vital organs of a home feel underformed or atrophied, uninviting in their tightness or crippled layout, while other chambers seem like vestigial afterthoughts, near useless in their confines. Slowly the realizations dawn: that thin things move in the spaces between the walls, that a thousand suicides never freed owner Cleid Thord from his home, and that the house's noxious color is the manifestation of an omnipresent, otherworldly intruder visible through the psychically soaked parchment of a traumatized reality—one that still watches.

Sicnavier's Lair

Den of the Shadow Wyrm

Master: Sicnavier VI (CE very old umbral dragon)

Inhabitants: dark folk, nightwings, tenebrous worms

Hauntings: Animate treasure hoards, draconic nightmares, spectral wyrmlings, undead dragon bones

Since the age of Soividia Ustav, the dragon Sicnavier has menaced Ustalav's western borders—despite having been supposedly slain by the nation's first king and several others since. No undead menace, "Sicnavier" has become something of a title for a dynasty of murderous umbral dragon despots ruling over a vast, lightless lair. Past owners have committed terrible crimes against their kin in the deep dark, with a draconic torture chamber and shattered nursery hidden amid the winding vaults and vast hoards. The current Sicnavier has held the name for more than 400 years, though rumors hold that the wyrm is half-mad, tormented by years-long, nightmare-haunted draconic slumbers.

First Floor



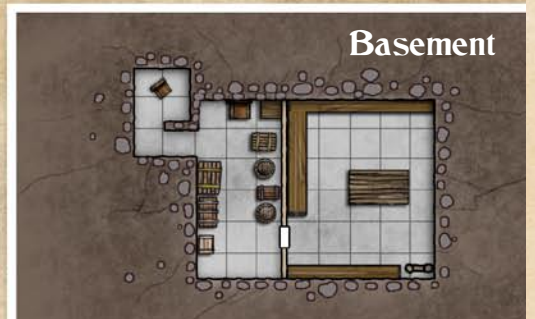
1 square = 5 feet



Attic



Second Floor



Basement

Saffron House

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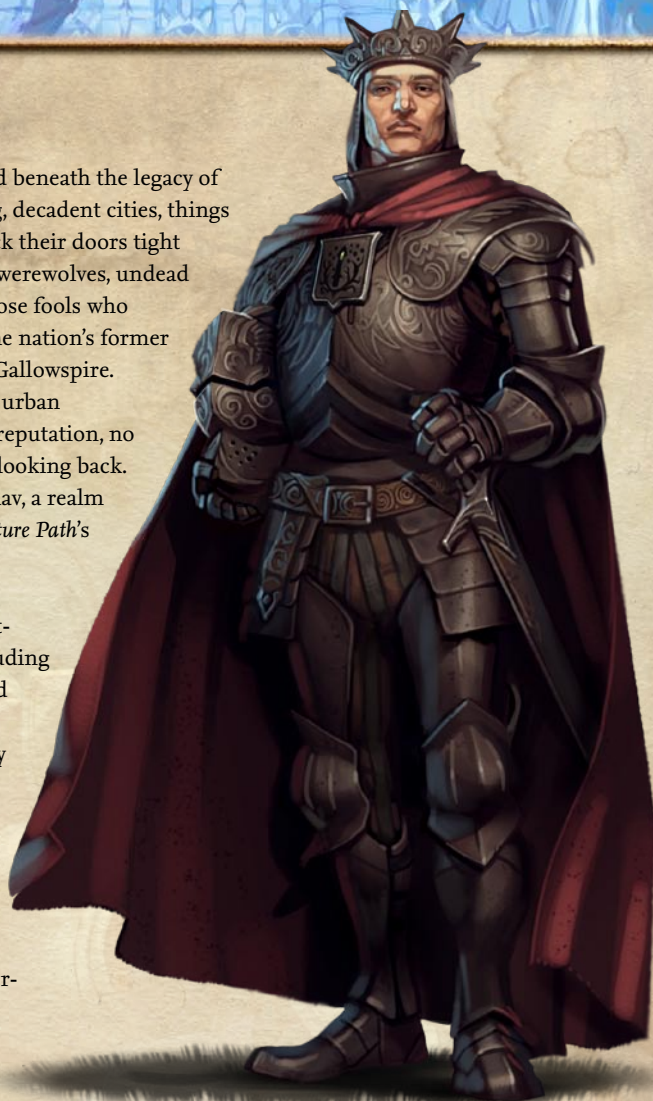
A Cursed Land

For thousands of years, the Immortal Principality of Ustalav has labored beneath the legacy of its dark past. Within the shelter of its mist-shrouded hills and decaying, decadent cities, things that have no right to live stalk the night, and superstitious residents lock their doors tight against the howls and scratchings that summon them forth. Vampires, werewolves, undead monstrosities, and stranger things make their homes here, and even those fools who ignore such threats tremble at the thought of the Whispering Tyrant, the nation's former conqueror, who even now shifts restlessly beneath his prison-tower of Gallowspire. Though most of Ustalav's citizens are ordinary men and women, canny urban merchants, or fallen nobles coasting on their last shreds of wealth and reputation, no one here dares peer too far into the shadows, for fear of what might be looking back.

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Rule of Fear is intended for use with the Pathfinder Roleplaying Game and the Pathfinder campaign setting, but can easily be incorporated into any fantasy game setting.



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ISBN 978-1-60125-301-9

US \$19.99



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Printed in China PZO9231