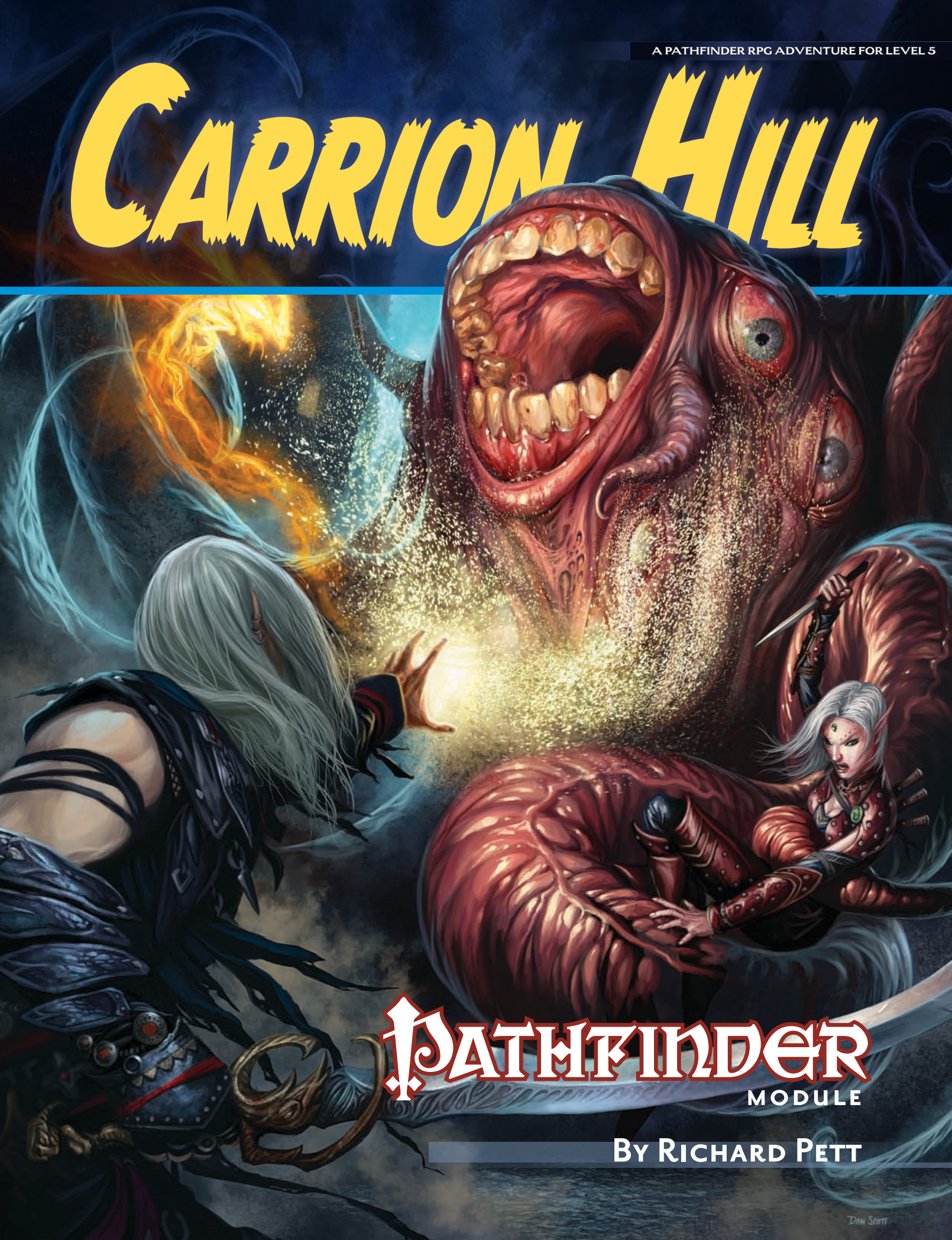


A PATHFINDER RPG ADVENTURE FOR LEVEL 5

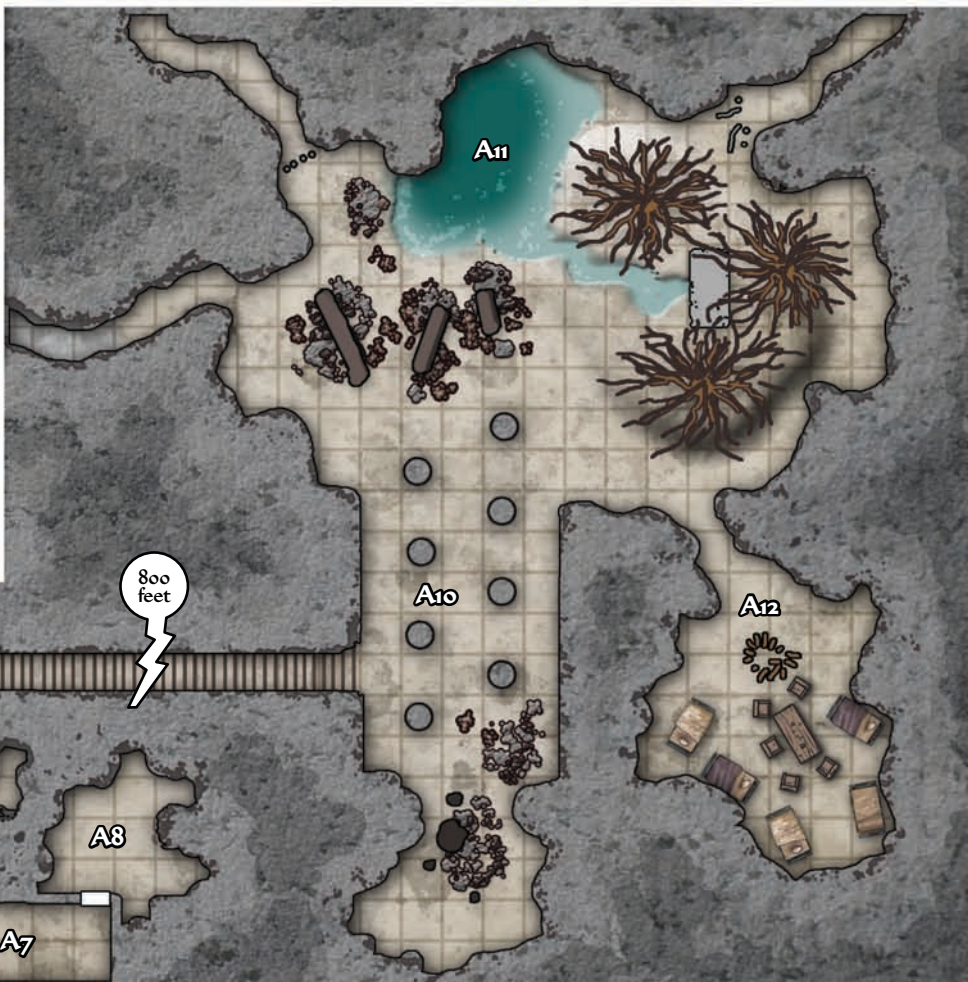
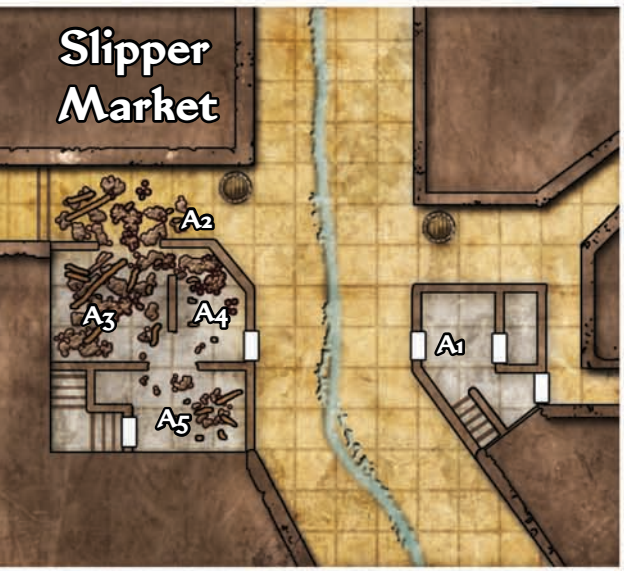
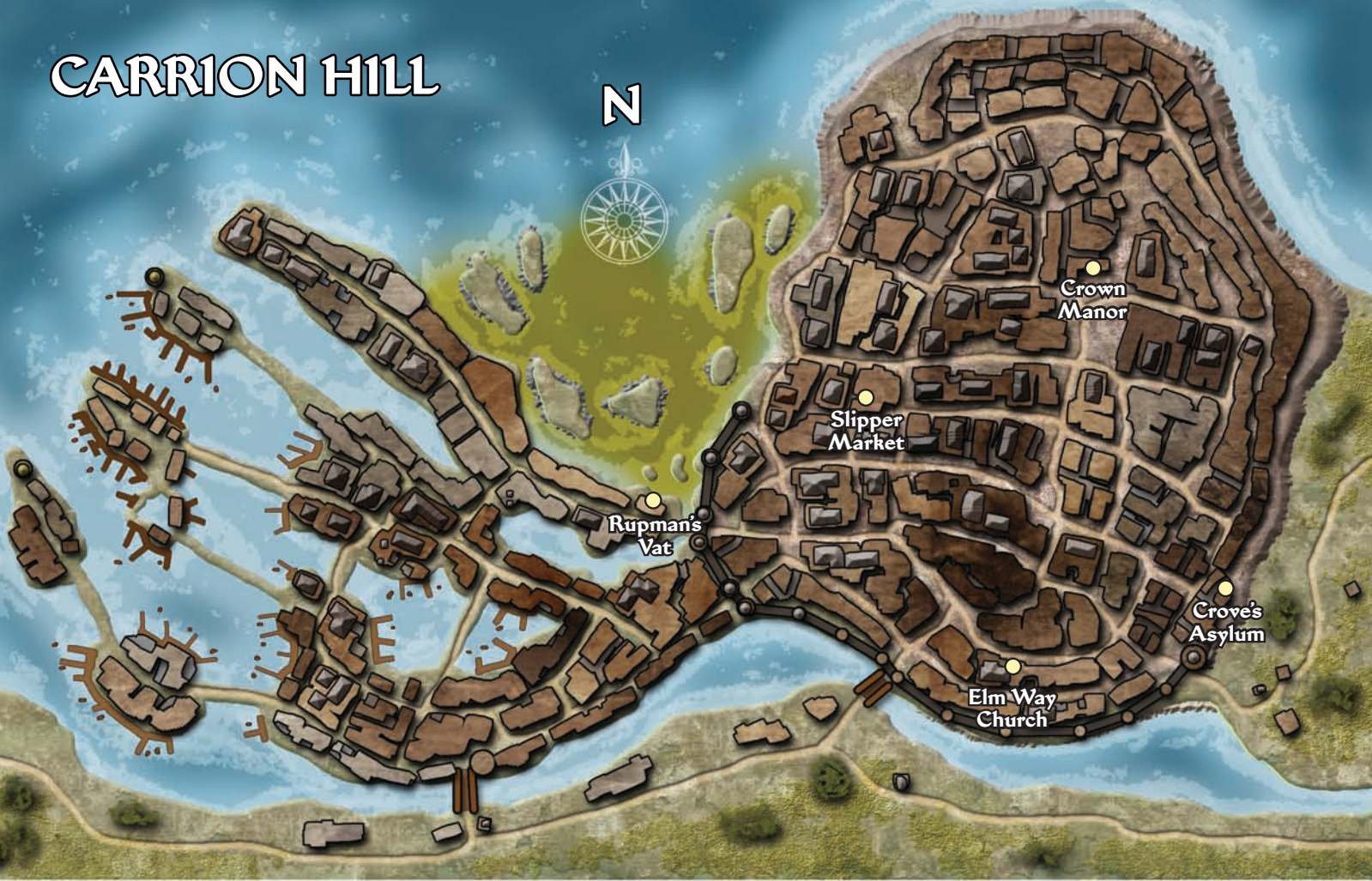
CARRION HILL



PATHFINDER
MODULE

BY RICHARD PETT

CARRION HILL



CARRION HILL

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Carrion Hill is a Pathfinder Module designed for four 5th-level characters. This module is designed for play in the Pathfinder Chronicles campaign setting, but can easily be adapted for use with any world. This module is compliant with the Open Game License (OGL) and is suitable for use with the Pathfinder Roleplaying Game and the 3.5 edition of the world's oldest fantasy roleplaying game.

The OGL can be found on page 29 of this product.



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CARRION HILL

Walk, if you will, the claustrophobic alleys of the tangle, the middenstone vats of the filth, and the cobbled white roads at the summit of an ancient hill. Know that this is but the latest of cities to crown this summit, a monument to the filth and grime and waste of civilization. The city was built upon the battlefields of history past, for many have sought to control this key feature, this lonely hill in a sea of mud and mire. Only its name has remained constant through the ages—Carrion Hill.

ADVENTURE BACKGROUND

More than ancient battles and conquered cities lie buried beneath the twisting streets of Carrion Hill—more even than the ghouls and slithering and crawling things that hunt these subterranean byways and haunt the dreams of those who dwell in the sodden structures above. The most dangerous thing buried under Carrion Hill is neither ghost nor demon nor unborn plague—it is the forbidden knowledge of those who first chose the site as their home. Knowledge of terrible things that may predate even the gods themselves. Knowledge that neither book-burning crusades of the pious nor passage of ages can ever consume.

When the first Varisians fled the fall of Thassilon to colonize lands that would one day become Ustalav thousands of years ago, they found a wild region ripe for settlement and development, a place far from the towering monoliths and skeletons of the decadent Thassilonian empire. Yet as they explored this new realm, they could not know of the dark forces that had long before claimed this region as their own. Those who settled to the north, south, and west found different ghosts and demons to vex them, but those taking up residence in what would eventually become the county of Versex found perhaps the oldest lingering evil of them all.

Led by prophets and champions of Desna and guided by ominous visions from their goddess of dreams, the Varisians threw down and drove out the evil tribes of the region and tore down the bloodstained standing stones and dark altars they had erected. Along the southern banks of Kingfisher River, in the swampy region known as the Wrythe, the Varisians confronted the last and worst of the savage cults, and learned that the tribal leaders were something more than human—they were the spawn of one of the alien gods and lunatic priestesses, grown huge on blood and eager to open portals to the Dark Tapestry and call in their father, Yog-Sothoth, from the outer darkness to crush these upstart foes. Yet the Varisian host struck before this incantation could be completed. Unable to defeat the mightiest of the spawn of Yog-Sothoth, they managed the next-best thing—they banished the abomination through an ancient portal into the outer darkness. The Varisians seized the hill upon which the battle had taken place and founded a city there to guard against the Old Cults' return.

Yet since this hill was well defensible and surrounded by enough good farmland to support a city, it was much coveted as well. No sooner had one group claimed the hill as their own and raised their own city over the ruined corpse of the one previous than another group claimed it as their own. Varisian traditionalists, Kellid barbarians, Taldan crusaders, mercenary armies, bandit kings, orc warlords, undead armies of the Whispering Tyrant, and more have, at various times, claimed Carrion Hill as their own, each

group rebuilding the city as they preferred, and each adding another layer of grime over the site's ancient history. By the time the Whispering Tyrant conquered Ustalav some 1,500 years ago, memories of the Old Cults that once held the site sacred had been forgotten in the face of Tar-Baphon's overwhelming evil. And in the modern age, 15 centuries later, those memories have become obscure legends.

Yet still they lurk in Versex's desolate wilderness. The Old Cults remain strong today, their strength dependent upon strange cycles that follow the movement of stars above and the shifting of unseen influences in the Darklands below, and the workings of the Old Cults and the influence of their alien gods can still be felt.

Those ancients who first ruled Carrion Hill raised great basalt towers and dug vast chambers to hold their lore in enormous libraries of carved stone tablets and timeless, magically preserved tomes. The Varisians, seeing much to remind them of the magic and libraries of Thassilon, were quick to destroy these blasphemous repositories when they found them, yet they were just as quick to build over those ruins. In their haste to do so, most of the hidden chambers of the Old Cults were missed. The location of one such ancient site is known today as the Sunless Grove, all that remains of the site at which the spawn of Yog-Sothoth was banished so long ago.

Exploration of the underground labyrinths below Carrion Hill has long drawn adventurers in search of hidden treasure, yet the dangers below are not insignificant. Recently, one such foolish group stumbled into the Sunless Grove only to swiftly succumb to the ghosts of the place. Just one of the adventurers, a fighter named Oleg, escaped death and returned to the streets above, yet he did so without his sanity. Oleg swiftly fell into the care of one Waldur Crove, the warden of Carrion Hill's oldest asylum. And with this event, Carrion Hill unknowingly enabled what could well become its latest doom.

Waldur Crove was the leader of a group dedicated to the Old Gods—the Keepers of the Oldest. Armed with directions to the Sunless Grove, Keeper Crove and his allies found the site much as Oleg's mad ravings described. After defeating some of the monsters in the tunnels and allying with others, the Keepers of the Oldest contacted the ancient ghosts of the Grove. Using a ritual from a blasphemous book called the *Pnakotic Manuscripts*, they trapped the angry ghosts and the proceeded to use them to attempt a dangerous ritual. The Keepers hoped to force open the portal to the Dark Tapestry and learn great and terrible secrets from those that dwelt beyond.

Yet the Keepers were matched in their insane brilliance by their foolhardy ignorance. They opened the portal, but all that came through was the long-imprisoned spawn of Yog-Sothoth, atrophied and ruined from its 2,000 years of limbo between the stars, but still a monstrous danger.

THE LOVECRAFT CONNECTION

Carrion Hill draws much of its inspiration from the writings of H. P. Lovecraft—particularly, from his classic story “The Dunwich Horror.” Although the majority of Lovecraft’s stories were contemporary, the central ideas and fantastic elements work incredibly well in a dark fantasy setting like Golarion’s Ustalav. Our authors have drawn inspiration from Lovecraft many times before, but *Carrion Hill* is the first adventure we’ve published that we would classify as completely Lovecraftian from start to finish, be it in the form of direct lifts from Lovecraft (such as the spawn of Yog-Sothoth or the *Pnakotic Manuscripts*) or merely strong influences (such as the way the ghosts and ghouls under Carrion Hill act, or the strong themes of madness and urban decay).

Game Masters who seek more inspiration in running *Carrion Hill* should seek out Lovecraft’s writings, which are widely available today in multiple editions. As mentioned above, “The Dunwich Horror” was the tale most influential on *Carrion Hill*’s development, but the cumulative effect of experiencing many of Lovecraft’s stories is an excellent way to prepare yourself for running this adventure.

Of course, if you’re looking for more information and inspiration regarding how to use and present Lovecraftian elements in RPGs, you should absolutely check out Chaosium’s (chaosium.com) excellent *Call of Cthulhu* roleplaying game and the countless supplements they’ve published for it over the past few decades—Chaosium’s been at this longer than some of Paizo’s employees have been alive, after all, and there’s a lot the aspiring GM can learn from their books in the art of scaring your players half to death!

It slew two of the five keepers before the others fled to the streets of Carrion Hill above, leaving the monster bound to the ancient altar stone of the Sunless Grove—or so the cultists hoped.

In consuming two of the five who had summoned it, the spawn began to recover its lost power and strength. In a matter of days, it had grown powerful enough to overcome the feeble bindings that held it to the altar stone, and now it hungers for the remaining three cultists. If it can find them and feed upon their bodies and souls, it will regain its lost power and more, and will at last be able to complete the dire summoning of its otherworldly father, Yog-Sothoth, that it began so long ago—a summoning that would result in the deaths of thousands.

ADVENTURE SYNOPSIS

When the spawn of Yog-Sothoth escapes from the Sunless Grove, it surfaces in Carrion Hill in a home owned by one of the (now dead) Keepers of the Oldest, whereupon

it begins to destroy buildings and feed. After a group of guards (including a well-known and well-loved local hero) are slain by the invisible monster, the spawn retreats into the catacombs only to periodically surface in parts of the city to seek out the three surviving cultists. As panic spreads, the city government has its hands full preventing riots—they turn to the PCs to supplement their resources in hunting down the invisible monster.

The PCs soon find themselves following the Keepers’ trail down to the Sunless Grove, where they learn from a blasphemous book that if the spawn of Yog-Sothoth manages to find and consume the cultists, it will grow even stronger, and if it gets them all, a terrific doom shall come upon Carrion Hill.

The PCs emerge from the catacombs and track down the remaining three cultists, only to find these madmen have their own reasons for not wanting to flee Carrion Hill—defeat by combat might be the only way to prevent their souls from fueling the monster’s growth. As the PCs draw near to their final quarry, so does the monster, culminating in a final climactic encounter with the madness that is the spawn of Yog-Sothoth itself.

PART ONE: THE SHAPE IN THE ALLEY

If the PCs aren’t yet in Carrion Hill, they could be sent to the city by one of their sponsors or patrons who is seeking more firsthand information about the city. If your PCs are part of the Pathfinder Society, they could be sent by the Society to scout out the place as a possible site for a new lodge. Alternatively, one of Carrion Hill’s more unique exports—a material known as middenstone (see page 31)—could be a draw, with an engineer or mason’s guild sending the PCs to see how it works in action and eventually secure a large sample of the stuff to send back to their employer.

The events of this adventure should begin just before the PCs arrive in the city (if they’re not already established in the city), so that as they arrive, the call for adventures sent out by Lord Garus should be among the first things they hear on the streets. As the adventure begins, town criers and the city’s watch (a group known as the Crows) alike give cry, calling for adventurers to report to the town hall as follows.

“Carrion Hill needs heroes! Men of stout heart and bravery are asked to come to Crown Manor with all haste, there to receive a task worthy of their skill and talents and a reward of suitable magnificence. Make haste to Crown Manor! Make haste!”

CROWN OF RAGS

As the heroes move through the streets of Carrion Hill, emphasize that despite how densely packed the buildings

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are and how well worn the streets might be, the city seems all but deserted—even the crows so often seen perching atop eaves and gables have taken wing and circle in the air above calling out in fear. The skies are dark and overcast, and rain starts to fall as the PCs near Crown Manor. Play up this strangeness—shops are closed and even the beggars seem to be hiding. Rain continues to fall heavily throughout this adventure—make sure to describe the rain-drenched streets and the rivers of water that run down the central gutters in the roads throughout the city.

As the PCs approach Crown Manor, two Crows, guardsmen dressed in black leather armor and chains wielding bows and longswords, stand guard. When they see adventurers approach, their somber expressions flicker with hope and they wave for the PCs to enter the manor and follow them, dripping and wet, into the central hall. Upon their arrival, the PCs soon discover why the guards are so thankful—the events that have unfolded so far have sent the vast majority of Carrion Hill's self-styled "adventurers" into hiding.

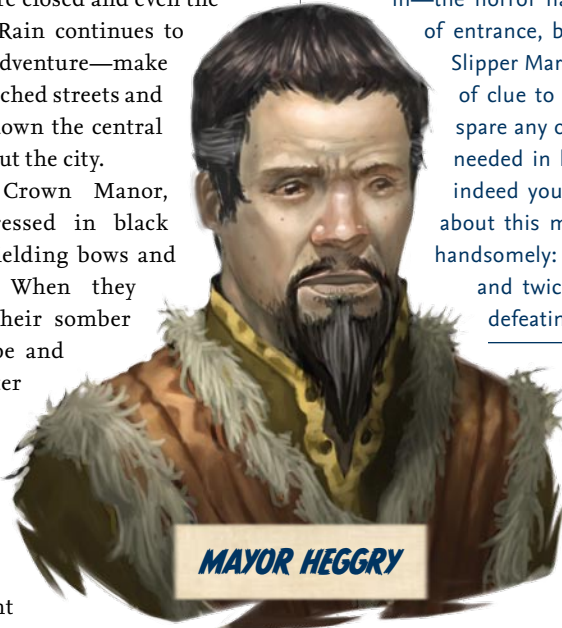
In the great hall, several members of the Crows stand guard while the mayor, a distracted and worried man named Vanton Heggry, sits in a tall-backed chair; apart from the PCs, there appear to be no other adventurers present. When Heggry sees the PCs enter, he straightens up and says, "At least we've got a few backbones still upright in this place," then gestures for the PCs to be seated, clears his throat, and continues.

"I thank you for attending in our hour of need—Carrion Hill has a long history of battle, yet always before its enemies have attacked from outside our walls. We are fortified to defend against such attacks, but now we face an entirely different threat. Our enemy is already here, dwelling in the tunnels and catacombs below and surfacing to strike without warning.

"As you may have heard, the first of these attacks occurred early this very morning, when something huge came up from below in a part of the Tangles called Slipper Market. It partially destroyed a building and killed a half dozen locals before retreating into the ruined structure. The Crows were swift to reply, led by our own Commander Garus, but when they arrived, they were slaughtered to the last.

"Since then, the thing has moved on, surfacing no less than three times in different parts of the city, crushing buildings from below and slaying anyone it finds inside. I've got the entire force of the city watch in reserve, and

with each new event they respond quickly, but the damage is always done by the time they arrive. Already there is talk of war and invasion, but I still believe that what we face is a single horror. If we can only figure out what it is, we might be able to defeat it. And this is where your group comes in—the horror has moved on from its initial point of entrance, but if you can explore the ruins in Slipper Market, perhaps you can find some sort of clue to tell us what it is we face. I cannot spare any of my Crows to aid you, for they are needed in keeping order in the streets, but if indeed you can find something... anything... about this monster from below, I will pay you handsomely: 1,500 gold for solid information, and twice again that amount for aiding in defeating the horror."



At this point, Heggry asks the PCs if they have any other questions; likely questions and his answers are listed below.

Where did the first attack take place? Slipper Market lies in the Tangles on Stormway Steps, on the lower western slope of the Hill. A pair of Crows will lead the PCs there once they are ready.

What about the other attacks? Since the initial attack in the early pre-dawn hours, and the death of Garus and his men at dawn itself, there have been two additional incidents, both on the western slope and involving houses crumbling down into sinkholes. In both cases, the resulting pit had no apparent entrance to chambers below, but the ruins were slathered and drenched in a foul-smelling slime the likes of which no one has ever seen before. The public isn't aware of the exact nature of these attacks yet, and that's by design. At present, the citizens seem to think that hiding in their homes offers protection—if word were to get out that homes seem to offer no safety, Carrion Hill would be seized in a panic that would be very difficult to control.

What does it look like? Whatever emerged to destroy the buildings was certainly the size of a giant, judging by the extent of the damage it inflicted, but those who saw these events have difficulty describing it—it was as if the buildings were pulled apart from within. Some few who saw more say that the creature itself was strangely hard to see, as if it kept to the shadows or were invisible.

Where do you think the creature came from? Carrion Hill sits atop the foundations of dozens of cities—the hill is riddled with tunnels and chambers that no one has fully mapped. Even if the beast is invisible, something its size would be noticed in the ongoing rain when it moved

through the streets. The fact that the buildings it has destroyed seem to have been assaulted from below leads Heggry to suspect that it came from some hidden place deep under Carrion Hill—perhaps from the Darklands, although Heggry is unaware of any actual entrances to that subterranean realm under the hill.

Heggry grows increasingly nervous and anxious if the PCs tarry too long; he wants the PCs to begin their investigation of the ruined house in Slipper Market as soon as possible. If he feels it will speed things along, he pays the PCs half of their 1,500 gp fee up front to encourage them to make haste. In any event, once the PCs are ready, a pair of Crows escorts them to Slipper Market.

SLIPPER MARKET

When the PCs arrive at Slipper Market, they find the place in a state of disorder. Normally a bustling market, it is abandoned save for two dozen milling Crows. The PCs' Crow escort leads them through this throng of guards to a side street that has been roped off; one guard lifts a soaking, dripping rope barrier to let the PCs through and indicates that both Tarrig's home and the partially ruined building where the first attack occurred lie just beyond. Wide-eyed faces watch the market from upper floor windows, but no one speaks—the only sound is the constant onrush of the driving rain.

The guards have set up benches under a barely functioning open tent in the market near the roped-off street entrance. Under the tent lie the remains of three bodies—all the guards have been able to recover from the site so far. Garus is not among the dead. The first two bodies are a pair of homeless thugs who lived in the alley (area A2). The first has been flattened by a single crushing attack to the chest, while the second has had his back broken. The third body is one of the Crows, a man whose body has been twisted twice around at the waist like a knotted rag and whose arms are broken in so many places that they flop like tentacles. His chain shirt and sword are twisted like the rest of his body—whatever did this to the man was huge and incredibly strong. None of the bodies are in any condition to function with a *Speak with Dead* spell.

If the PCs attempt to interrogate the Crows stationed there, or speak to the residents themselves, they'll find both to be abuzz with nervous conversation and not a little anxiety. The primary speaker is a man named Tarrig, who lives across the street from the house where the mayhem occurred; he alerted the guards, and has taken it upon himself to be the primary teller of the grisly tale among Slipper Market's inhabitants.

"As every morning, the Slipper Market was awake early. The merchants set up stalls in the two hours before dawn and prepare their wares, and that was when a terrible something

came crashing out of Marshan's house. There were an awful lot of screams, and the entire house shook as if some great invisible hand had taken hold of it and was trying to push it into the ground or crumple it in its fist. I ran for the watch, but by the time we'd come back, it was all quiet. Wasn't more than a few heartbeats after the guards entered Marshan's home that the shaking and the screaming began again. Some of the guards ran back into the street only to be lifted into the air by something unseen and crushed most horrifically; it left behind only a few bodies, whatever it was. The house has been quiet ever since, but that doesn't mean that the monster's gone!"

If the heroes ask about the owner of the afflicted house, few of the locals have much that is kind to say about "Old Man Marshan," who moved in to the previously abandoned place several years ago and began renovating it. He kept mostly to himself and didn't have much to do with the Slipper Market business. Most of the locals assume he was a retired adventurer living off the spoils of a youth spent robbing tombs and slaying ogres. Now and then, the man had visitors, but they generally arrived after dark and left before dawn—no one in Slipper Market claims to have seen the interior of the house, and none know him well enough to mourn the (likely) passing of Marshan himself.

A1. EMPTY SHOP

The door to this modest cobbler's shop hangs open and a pool of rainwater has collected in the front room. Shelves of shoes line the walls, and a small counter covered with shoemaking tools sits near a narrow flight of stairs to the south that leads up to a second floor.

This abandoned shop has little of interest except proof upstairs that Tarrig is a flayleaf addict, and a sizable amount of the hallucinogenic drug is hidden in the bottom drawer of his nightstand.

Treasure: Unscrupulous PCs can swipe the flayleaf stash—it's worth 150 gp in all.

A2. ALLEYWAY AND RUINED HOUSE

The side of a single-story wooden house has collapsed outward into this ten-foot-wide alley, adding to the clutter and refuse. The roofs provide some shelter from the rain, leaving swaths of blood and gore on walls here and there. The hideous smell wafting out of the ruined building is as unpalatable as it is stomach-turning. Perhaps the strangest is the huge spiral-shaped smear of blood on the wall opposite the partially collapsed building—sheltered by the rain, this ominous rune rises high on the side of the building, as if something enormous had used a broken and bleeding body as a brush to paint its mark.

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This alleyway is where the spawn of Yog-Sothoth slew many of the guards and other victims of its initial rampage; after murdering the first group, it used one victim's mangled body to smear the spiral on the wall of the facing building before retreating into the building to rest. The rain has washed away most of the slime of its passage here, but the stink remains.

A DC 20 Knowledge (religion) check is enough to identify the strange spiral as a symbol associated with both magical portals and the Dark Tapestry, the dark region between the stars where ancient gods are said to dwell—this check is also enough to reveal the association with the Old Cults, those who worship these ancient beings. With a DC 30 Knowledge (religion) check, a character notes that the spiral is one of many symbols tied to a specific one of these alien gods known as Yog-Sothoth, an entity associated with gates, portals, time, and space.

A3. SHAMBLES

This living room is in a complete state of disarray. Doors are smashed open and the northern wall has exploded outward. The furniture is in shambles, and rain leaking in from multiple fresh holes in the roof has done little to wash away the thick layer of sticky black slime that seems to coat every surface—slime that exudes a horrific stench something like an open grave, burnt decay, the air before a thunderstorm, wet and diseased fur, and worse. Scattered amid the slime and rubble are body parts—too many to be from one victim and all strangely bloodless.

The body parts here are all that remain of the corpses of Captain Garus and two of his three sergeants. The smell in the room is hideous—characters must make a DC 12 Fortitude save upon entering or become sickened as long as they remain in the vicinity of the half-dried slime. Searching the rubble reveals more fragmentary and bloodless body parts, but little more of interest.

A4. RUINED PARLOR

This room was once a cluttered but cozy parlor, but now the couches, bookshelves, tables, and other comforts are in complete disarray. The eastern wall is partially collapsed, including what once may have been a fireplace to the northwest and two doors leading into other rooms of the building to the southwest. A hideous smell wafts through these holes.

The front door to the house is locked (DC 25 Disable Device to pick the lock). An examination of the books here reveals that the vast majority are about the history of Carrion Hill and the immediate surroundings. A large number of books about astronomy are present as

well. None are outstanding in their rarity, and most are rather damaged by rain leaking in through the new holes in the roof.

A5. RUINED BEDROOM

What appears to have once been a library and bedroom is now in a shambles. Furniture is splintered, shelves and books smashed and torn, and everything is coated with a thick, stinking layer of tar-like sludge. A door frame lies burst open to the southwest, beyond which a flight of slime-smearred stone steps leads downward into the dark.

This room reeks as much as area A3. The books and other furnishings in the room are destroyed, but a DC 20 Perception check reveals topics similar to those in area A4, although these books seem to have been more valuable and more focused on strange monstrous forms and sinister cults.

A DC 12 Survival check reveals that the source of the black slime came up from below—judging by the amount smeared on the walls and ceiling, whatever it was had to squeeze itself into the space in order to clamber up the stairs. There is no evidence that the thing returned the way it came, and in the stairwell itself, the slime is dry and less foul smelling.

The stairs lead down to area A6. After the first turn in the stairway's descent, traces of dust and debris indicate that the stairs may have once been clogged with rubble but were recently cleared; by the second turn in their descent, the architectural style changes to an older one involving stone arches and brick-lined walls.

A6. ANCIENT CRYPT

This chamber's brick-lined walls are supported by fifteen-foot-high stone arches. Between each arch, circular alcoves have been cut into the wall, each containing a stone sarcophagus. One sarcophagus on the southern wall has toppled over, spilling its long-dead occupant partially out on the brick floor. A dry swath of black sludge nearly ten feet wide runs down the center of the room, connecting the west and northeast stairs. The far end of the hall seems to have collapsed long ago.

This crypt contains the long-dead bodies of some of Carrion Hill's previous tenants—Taldan followers of Aroden who were buried under their favorite shrine. This chamber is all that remains of that long-lost shrine, and the bodies are little more than bones dressed in fragments of armor and bearing ancient, rusty swords. The smell of the black tar here is much more bearable—the stuff is mostly dry.

A7. CULTIST CAMP

The door from area A6 to area A7 is barricaded on the southern side—a DC 24 Strength check is required to burst through the barricade, or the door itself must be destroyed and the pile of rubble manually removed.

The walls of this long chamber are of brick, the ceiling supported by stone arches. Remnants of bedrolls and other camping equipment lie along the southern wall.

After Oleg's party discovered the location of the Sunless Grove (after entering it from one of the now-blocked side tunnels into area A11), were slain by the ghosts there, and Oleg was committed to the care of Waldur, the Keepers of the Oldest followed an old flight of stairs up to this small complex, discovering a convenient (but partially collapsed) stairway entrance leading to an abandoned house in the Slipper Market. Keeper Marshan bought the house and moved in, while the others and their dark creeper minions set up camp here for several days to clear the stairs and establish a much more convenient route to the Sunless Grove than the longer one through the deeper catacombs Oleg's group had taken.

A8. TERRIFIED CREEPERS (CR 5)

The door into this room is barricaded with rubble in a manner similar to that in area A7.

Mounds of rubble line the walls of this partially collapsed chamber, but here and there patches of brickwork are visible on the floor and walls. One rounded alcove remains in the northern wall, though it lacks a sarcophagus.

Creatures: Strange and sinister humanoids known as the dark folk are but one of many of the dangers that dwell in the tunnels under Carrion Hill. The Keepers of the Oldest hired three of these dark folk to aid them in guarding the Slipper Market entrance to the Sunless Grove, but when the spawn of Yog-Sothoth came though, these minions panicked, retreated to this room, and barricaded the doors. They remain silent no matter what they hear the PCs doing in area A7, but as soon as they hear anyone trying to get through the door to this room, they hide amid the rubble on the walls and prepare to launch sneak attacks against foes. The dark creepers are still terrified, and fight to the death rather than face fleeing into areas where the spawn of Yog-Sothoth might still be hiding.

The dark creepers speak their own strange language—this, combined with their fear, makes them difficult to communicate with if the PCs manage to catch them. If communication is established, though, the creepers can tell the PCs that they were hired by a group of five older men who wore thick cloaks; their job was to guard this

area and help clear the stairs to area A5. They also say that something “really big and really bad” came through here earlier, and that they assume it's killed the five humans. They can tell the PCs that down further below is an “old cave with bad magic” that their human employers were “doing magic in.” The creepers were unnerved by the strange shapes in the cave and did not stay there long.

DARK CREEPERS (3)

CR 2

XP 600 each

hp 19 each (*Pathfinder RPG Bestiary* 53)

A9. THE LONG DESCENT

This long stairwell descends several hundred feet, passing through multiple architectural styles as it winds deeper into Carrion Hill's past. By the time it reaches area A10 (over 800 feet from area A6), the style is of carved stone and natural cave, a chamber called the Sunless Grove that existed even before Carrion Hill did.

Swaths of dried and foul-smelling (but not sickening) black slime cake the entire length of the stairs. Water drips down along the walls here and there as well, leaving narrow trickles along the stairs.

A10. ANCIENT PROCESSIONAL

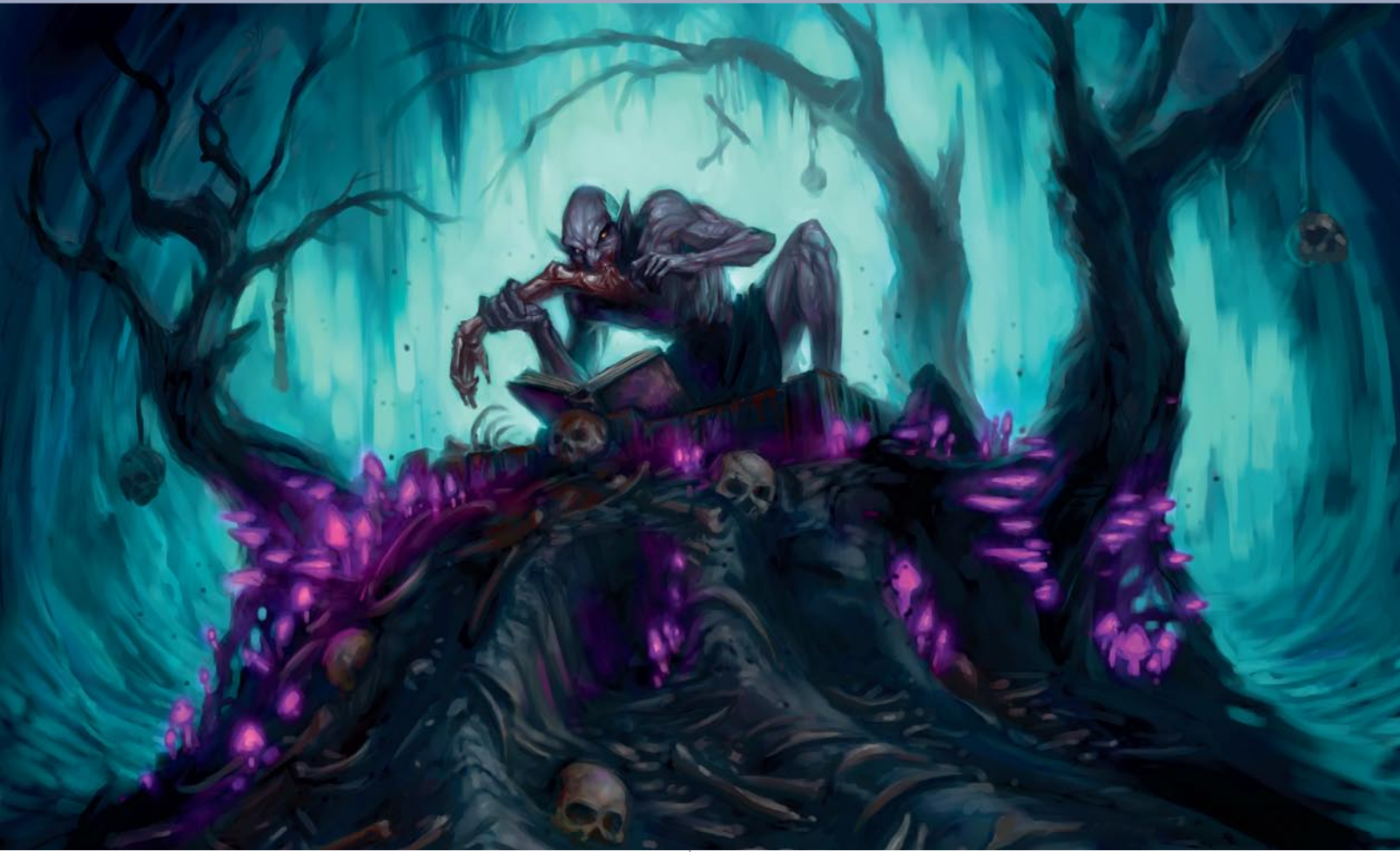
Ancient stone pillars support a stone ceiling here. Thick sheets of pale fungus and mold cake most surfaces. To the south, the hall has collapsed in rubble, but to the north it opens into a vast cavern in which eerie glowing light flickers. A thick, dry smear of black slime and strange circular prints in the mold runs from a flight of stairs in the west wall north into this cavern.

This room was once a processional used by the Old Cults to access the Sunless Grove, a cavern sacred to their sinister religion. The southern approach once led to a cave mouth in the hillside but it has long since collapsed.

A11. THE SUNLESS GROVE (CR 6)

An immense cavern sprawls here, its floor an uneven jumble of loose stone and fungus, its ceiling rising like a church cathedral to a height of nearly a hundred feet above. Glowing fungus grows thick on the walls, bathing the cavern in ugly hues of purple and pale blue. Toppled pillars and mounds of rubble dot the western half of the cave, while to the east a mound of fungus, bones, and rubble rises. At the mound's apex squats a flat-topped altar stone, with towering barren trees rising on three sides, their leafless branches twisted and groping toward the ceiling above as if in search for a sun's warmth they shall never feel. A trickle of what appears to be sludge runs thickly and slowly from a hollow under the altar stone to gather to the northwest of the hill in a swampy pool. Four cave passages

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branch off from the cavern, but only the one to the southeast has not been blocked by a series of relatively new-looking iron bars. A swath of black slime and round footprints winds from the wide passageway to the southwest up to the southern bank of the pool of sludge.

This chamber is the Sunless Grove, a site sacred to the worship of Yog-Sothoth. It was here, over 2,000 years ago, that the spawn of Yog-Sothoth was banished, and here more recently where the Keepers of the Oldest foolishly opened that portal and allowed the spawn's return. The monster killed two of the cultists immediately, incidentally giving the other three the opportunity to flee up to Carrion Hill. The spawn had atrophied over those 2 millennia, but feeding on the bodies and blood of two of the Keepers revitalized it. Soon it was strong enough to break free of the magical bonds that held it to this site and it thundered up the stairs and into the city above to seek out the remaining three Keepers to finish its return to power.

The mangled and bloodless bodies of two old men dressed in dark robes lie where the spawn left them. Keeper Baskerwhel was a hunchbacked swamp druid—his body floats face down in the pool of sludge. Keeper Marshan, a

goggle-eyed cultist who moved all the way from Illmarsh to meet his eventual doom here, lies atop the hill, slumped against the eastern side of the altar stone. Both bodies are bloodless and twisted like rags and covered with deep incisions like circular bites or cuts (though Marshan's corpse is in worse shape; see **Creature**).

The trees are ancient and twisted—a DC 15 Knowledge (nature) check reveals they were grown via necromantic magic, not by natural means. They are almost fossilized now, their bark as hard as iron, their branches extending across the ceiling and touching, like fingers groping in the dark, decorated with hanging bones and other cult fetishes placed by the Keepers to aid in opening the portal.

The pool of sludge to the north is only 5 feet deep at its center.

The three tunnels on the northern half of the cave once led to other catacombs and complexes under Carrion Hill—it was via one of these that Oleg's group discovered the Sunken Grove. The Keepers blocked off these entrances with iron bars to prevent access to the grove by other creatures, but the northeastern barrier has already been breached by the cavern's current denizen—the bars pried out of the stone at the base being enough to allow a

Medium creature to squeeze through. Prying other bars is a DC 24 Strength check; what horrors await explorers in the tunnels beyond is beyond the scope of this adventure.

Creature: Not an hour after the spawn of Yog-Sothoth abandoned the chamber, a lone but particularly sneaky ghoulish named Yarresh came to investigate the mouth-watering scent of fresh death. Yarresh came to the northeast entrance and managed to pry loose two bars and squeeze into the cavern. He has spent the last few hours feeding on Marshan's body and looking through the pages of a fascinating book he found abandoned on the altar.

Yarresh was outcast from his society of ghouls a few weeks ago after a failed attempt to kill and replace the warren's current leader. Yarresh spent those weeks exploring the lower caverns, hoping to find something he could use to return to his warren, kill its leader, and assume control. He knows nothing of what occurred in the Sunless Grove, but considers the *Pnakotic Manuscripts* his property now and fights to the end to defend his precious treasure—although if the PCs promise him either 6,000 gp in magic items that can be useful in killing ghouls or a supply of fresh bodies to feed upon in the next few days (requiring a DC 30 Diplomacy check), he'll hand the book over without a fight.

YARRESH CR 6

400 XP

Male ghoulish rogue 6

CE Medium undead

Init +8; **Senses** darkvision 60 ft.; **Perception** +14

DEFENSE

AC 19, touch 17, flat-footed 14 (+2 deflection, +4 Dex, +1 dodge, +2 natural) (uncanny dodge)

hp 60 (2d8+6d8+24)

Fort +5, **Ref** +9, **Will** +8; evasion

OFFENSE

Speed 30 ft.

Melee bite +10 (1d6+3 plus disease and paralysis) and 2 claws +10 (1d4+3 plus paralysis)

Special Attacks paralysis (1d4+1 rounds, DC 13, elves are immune to this effect), sneak attack +3d6

TACTICS

During Combat Yarresh relies on his surprise attack ability to disable an opponent on the first round of combat. He prefers hit-and-run tactics to merely slugging it out with the PCs, and either flees to the northeast (with the intent of sneaking up on them later) or hides in the water at area **A11**.

Morale Yarresh would rather live and seek revenge than die at the hands of surface-dwellers. If brought below 20 hit points, he flees to the northeast... though he may return later and skulk about the city, possibly running into the PCs at an inopportune time.

STATISTICS

Str 16, **Dex** 19, **Con** —, **Int** 10, **Wis** 17, **Cha** 16

Base Atk +5; **CMB** +8; **CMD** 25

Feats Dodge, Improved Initiative, Weapon Finesse, Weapon Focus (bite), Weapon Focus (claw)

Skills Acrobatics +15, Bluff +14, Climb +14, Intimidate +14, Perception +14, Stealth +15, Swim +14

Languages Aklo, Common

SQ fast stealth, surprise attack, trapfinding +3

Other Gear ring of protection +2

Treasure: Keeper Baskerwhel's body wears a filthy *cloak of protection* +1 and a *ring of swimming*. His +1 *scimitar* lies at the bottom of the pool. Keeper Marshan's dismembered corpse wears *bracers of armor* +1. His *wand of chill touch* (15 charges) lies nearby.

The book propped open on the altar, despite being stained and damp, is in relatively good condition—it is a copy of a rare tome called the *Pnakotic Manuscripts* (see below).

A12. ABANDONED CAMP

This cavern contains what looks to have been a campsite for five, judging by the number of empty bedrolls along the walls. A few shelves with scattered books on them, a fire pit, and even a crude wooden table provide the furnishings for the site.

The Keepers of the Oldest spent their last few days here as they prepared to open the portal in the Sunless Grove. An investigation of the books and some of the notes they left behind in their hasty retreat reveals that the books here are mostly about ancient and blasphemous religions, the Dark Tapestry, the Great Old Ones, monsters from other dimensions, and magical portals. The notes and books are relatively difficult to decipher; all are written in Aklo, and even a character who understands that language (through skill or magic) must spend 2d6 hours of study and make a DC 25 Linguistics check to make sense of them all. The notes say that the five who toiled here believed the chamber to the north, this "Sunless Grove," was a site used by the Old Cults in ancient times to contact entities of the Dark Tapestry. Study of the notes reveals that this group, the "Keepers of the Oldest," hoped that by opening this portal anew using rituals in the *Pnakotic Manuscripts* they would be able to learn potent secrets of magic and more from those on the far side of the portal.

THE PNAKOTIC MANUSCRIPTS

The book found in this room is but a translation of a translation of the original *Pnakotic Manuscripts*, as a DC 30 Knowledge (arcana) check can attest. Of course, since the original text (said to be written thousands or perhaps even millions of years ago by an unknown race) is long lost, the fact that this book is a copy of a copy isn't all that unusual.

Written in Aklo, this copy of the *Pnakotic Manuscripts* focuses on magical portals, teleportation, and conjuration magic in general. The book itself is relatively large, weighing 10 pounds and consisting of about 500 pages of thin parchment. The cover bears a large inset crystal (said to aid in concentration during the casting of complex conjuration magic) and a series of metal insect-like clasps along the edges lock down and keep the book from being opened by anyone who can't make the DC 25 Intelligence or Disable Device check to do so.

Once read, the *Pnakotic Manuscripts* grant a +4 bonus on all Knowledge checks made pertaining to conjuration magic or the gods and magic of the Old Cults. In addition, the book functions as a spellbook and contains the following arcane spells: *gate*, *greater teleport*, *greater planar binding*, *interplanetary teleport* (see *Pathfinder Adventure Path* volume #14, page 54), *lesser planar binding*, *planar binding*, *plane shift*, *teleport*, *teleport object*, and *teleportation circle*.

The inside cover of the book bears the following inscription: "May we, the Keepers of the Oldest, prevail over the scourge of simplistic thought and lesser men." Beneath that are five signatures—the names of the five Keepers of the Oldest (see page 12). One section of the book is marked by a red silk bookmark—indicating the beginning of a relatively lengthy discussion of how to use special rituals to open portals in key locations. This section has been heavily annotated in the same spidery script on the inside cover (a DC 20 Linguistics check matches this handwriting to the signature of "Keeper Grove"). An hour of study is enough for a reader to deduce that these "Keepers of the Oldest" were hoping to use the ritual described in the book to try to open a portal in the Sunless Grove to contact "spawn of the Dark Tapestry" and further enhance their knowledge of forbidden magic and arcane secrets.

A section near the end cautions those who would attempt this ritual, warning that forcing open such portals draws forth the spiritual essence of the casters, and that any entity contacted by the portal can make "hideous use of this essence by consuming it, growing more powerful in the bargain, such that only the end of such essence can challenge the intruder's rights upon your world." If the players can't decipher what this means, a DC 25 Knowledge (arcana) check is enough to correctly interpret this warning: opening a portal in this manner links the souls of those who open the portal to a creature on the far side, and the creature will grow more powerful if it can kill those who conjured it. Conversely, if some other agent kills the conjurers (or sets their spirits beyond the reach of the conjured creature), that spiritual energy will be lost to the conjured creature. In this way, it should be possible to weaken a summoned creature by killing the conjurers before it can do the same, and if all involved

in the summoning can be killed before the creature gets to them, it would be banished back to the Dark Tapestry.

RETURN TO THE STREETS ABOVE

When the PCs emerge from the house on Slipper Market, hopefully with the *Pnakotic Manuscripts* in their possession, they find Carrion Hill's situation has deteriorated. The rain continues, but word of the destruction of houses has begun to spread and citizens are starting to panic. The Crows have their hands full keeping riots and looting from breaking out, but the streets, recently so abandoned, are beginning to fill with worried citizens packing their belongings and attempting to arrange transport out of the city. Carrion Hill's coach houses and stables are the epicenters of clots of mobs trying to arrange such transport, and it is at these locations that the Crows are working hardest to maintain order.

If the PCs return to Mayor Heggry, he eagerly asks for a report. He has little additional information for the PCs, other than to confirm that the monster, whatever it is, is indeed invisible. Further, he notes that with the Crows focused on maintaining order, no one remains who can follow up on any clues the PCs may have found in the Sunless Grove.

The *Pnakotic Manuscripts* contain all of the clues the PCs need to defeat the spawn of Yog-Sothoth, although it may take some time to sort out the solution. Certainly, the list of names of the five Keepers of the Oldest gives an excellent place to start, and if no PC can make the Knowledge (arcana) check to correctly interpret the notes on how to "diminish" the conjured beast by slaying the cultists responsible for the event, Mayor Heggry can arrange for a correct interpretation with the aid of his advisor, Margrick Shortstone.

Mayor Heggry imposes on the PCs once again, asking them to track down these three "Keepers" and confront them. They may know of another way to combat the monster, but if the thing is indeed hungering for their souls, getting them out of the city (or executing them, if it comes to that—they are, after all, cultists summoning horrible uncontrolled monsters) may be the best way to defeat the unseen monster, or at least to lure it out of the city. In any event, Heggry pays the PCs the gold he promised for information, and if they agree to continue the task, he sighs in relief and reveals that he's gathered some magical resources to aid the PCs. It's not much, but it should help. The resources consist of 10 *potions of cure moderate wounds*, five *potions of lesser restoration*, a *scroll of see invisibility*, a *scroll of invisibility purge*, and a dose of *dust of appearance*.

THE KEEPERS' LIST

Locals in Carrion Hill might recognize the names of the Keepers. Each name is given below, along with the

Knowledge (local) DC required to learn the information listed about each NPC. Characters who aren't able to make these checks can present the name to Heggry, who has Knowledge (local) +13; if he can't figure out the names, the PCs can use Diplomacy to gather information (using the same DCs). This takes longer, but allows for multiple tries—and if the PCs still can't get the information, Heggry can do so in the space of 24 hours. Of course, allowing this much time to pass gives the spawn of Yog-Sothoth a chance to feed and grow...

The PCs may visit the remaining three Keepers in any order—the order in which they visit is what determines where and how the adventure's climax occurs (see **Part Five: The Carrion Hill Horror**). Baskerwhel and Marshan are both already dead (which, incidentally, makes it impossible to simply banish the spawn of Yog-Sothoth, since the monster has already absorbed the energy of these two unfortunates). If the PCs take too long to track down the three survivors, there's a chance that some of the Keepers are killed by the spawn first—see Part Five for details.

Keeper Baskerwhel (DC 18): Glem Baskerwhel is (was) a hunch-backed hermit who lives in the Wrythe about a day's travel east of Carrion Hill. The swamp druid is nonetheless well known in Carrion Hill as a potion-maker, and he visits the city often, always staying with his friend Arlend Hyve at the Elm Way Church on these visits.

Keeper Crove (DC 12): Waldur Crove is well known as the warden of Crove's Asylum, a building located in the Crown that the Crows have long used to dispose of lunatics and the insane too dangerous to keep in regular prisons.

Keeper Hyve (DC 16): Arlend Hyve is an authority on regional history and lore, a sage who dwells in an abandoned church of Aroden on Elm Way on the southern slope of the Tangles. There are whispers that he dabbles in the black market poison and drug trade.

Keeper Marshan (DC 20): Sulum Marshan is (was) a goggle-eyed man said to have moved to Carrion Hill recently from the coastal town of Illmarsh; he owned and lived in the house in Slipper Market that was destroyed this morning.

Keeper Myre (DC 14): Rupman Myre is a middenstone baron. He owns a large vathouse down in the Filth along the river banks, and is rumored to be involved with illegal necromancy, but to date the Crows have not been able to find enough evidence to arrest him.

PART TWO: SLAVES OF THE VAT

Rupman Myre purchased his middenstone vathouse only 2 years ago, but in that time has become one of Carrion Hill's more productive producers of the unusual construction material (see page 31). His middenstone operation not only makes him money, but gives him a legitimate cover in town to distract the curious from

looking too closely at his actual interests—the forbidden magic of the Old Gods.

Myre's secret is, of course, that he doesn't have to pay his employees, nor does he need to worry about them stealing from him or growing sick from overexposure to the toxic chemicals and reagents used to create raw middenstone. This is because his workers are zombies. Myre takes care only to animate the freshest and most intact bodies he can find, and keeps them relatively clean so that customers don't suspect the truth—his practice is illegal in Carrion Hill mostly because of laborer's guild issues rather than from any specific ban on necromancy, yet if the truth were to be made public, his operation would be just as ruined.

His middenstone operation and home are located on the northern edge of the Filth, in a long building called "Rupman's Vats." The building has been closed ever since the unfortunate incident in the Sunless Grove. Myre knows that the spawn could escape from its prison at any moment to hunt down the rest of the Keepers, and has spent the last few days hidden in his home, half drunk and half scared out of his mind.

RUPMAN'S VAT FEATURES

Rupman's vat is a 40-foot-high but single-story building looming over the river's edge. The walls are constructed of middenstone around a wooden frame. Doors are of middenstone as well, and all external doors are locked (Disable Device DC 30). Entry via one of the three sluice gates is possible; Medium creature must make a DC 25 Escape Artist check to wriggle up into one of the pits in area **B2**—doing so exposes a creature of any size to the toxins of the vat runoff (see **B2**). Three chimneys rise above each sluice gate as well, but these are narrow and filled with noxious smoke, preventing entry to anything of Tiny or larger size.

B1. LOADING ROOM

The air in this room is hot, humid, and foul smelling. A mix of acrid chemicals, burning refuse, and bitter smoke taints the air. The room itself is cavernous, with a forty-foot-high ceiling supported by a tangle of wooden beams and walkways. A large square table covered with bricks and tools sits in the center of the room, and a network of chains, ropes, and pulleys runs through the timbers above. Two flights of stairs lead up to the north to a long room filled with fumes and wisps of smoke.

The smell of the bubbling middenstone vats is bad enough to make eyes water here, but not enough to require saving throws as it is in area **B2**. This room is used to stage deliveries to customers—the sound of the bubbling vats to the north is likely to mask all but the noisiest of entrances

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from outside. A number of carrion roaches, escaped from a few cages that have accidentally opened in area **B2**, scuttle along the walls and rafters in this room.

B2. VATS (CR 5)

The stench and humidity in the air here is cloying and choking. There is no proper floor in this room, only a series of five-foot-wide middenstone walkways passing along and over a series of pits ten feet below. The ground is obscured by a layer of foul-smelling, bubbling water through which a tangle of violet middenstone pipes weave. Numerous huge metal cauldrons containing a nasty, bubbling violet sludge simmer in the pits, each vat cradled in a nest of steaming pipes. Above, the open ceiling is a tangle of timbers, ropes, chains, and pulleys, many bearing hooks sized for the rings around the cauldron rims below. Ropes and slippery ladders descend into the morass below every five feet along the edges of the slippery walkways, while to the north is a warehouse containing bins of coal, barrels, cages, and other supplies. Beyond this, a huge steaming furnace churns and roars under an upraised observation deck.

The northern storage area contains supplies to keep the furnace burning and to resupply the middenstone vats when they get low, including numerous cages filled with carrion roaches. The furnace boils water which is then circulated through pipes to keep the cauldrons at the right temperatures. Myre has set the furnace to a low simmer, enough to keep the middenstone liquid but not high enough to burn it down to a crust. He doesn't want his valuable supply of middenstone to go to waste while he cowers in area **B3**, hoping that the monster he helped unleash is dealt with before it finds him.

The air in here is foul—a creature must make a DC 15 Fortitude save each round to avoid being sickened for as long as it remains in area **B2** or **B3**. These toxic fumes are a poison effect, and simple tactics such as covering the mouth and nose with a cloth grant a +4 bonus on the save.

Crossing the area with the vats is not easy. The walkways are slippery, and anyone who moves along them at faster than half speed must make a DC 5 Acrobatics check to avoid falling prone; failing by 5 or more means a character slips and falls into the pit below. Those moving at full speed have a –5 penalty to the check. A character can steady himself by using a free hand to hold a railing, rope, chain, and the like to gain a +5 bonus on the check.

A character who falls lands in 2 feet of mud and water, taking no falling damage but suffering 1d6 points of fire damage per round from the heated mud, and the sludge itself is considered difficult terrain. Worse, a character in the pit is exposed to more potent toxins, and must make a

DC 15 Fortitude save each round to avoid being nauseated for 1 round; success indicates the character is merely sickened for 1 round. This is a poison effect.

Finally, anyone who falls into the mud or is exposed to the filth (including being struck by a zombie) may contract filth fever, and must make a DC 12 Fortitude save to avoid catching this disease each time he is exposed to the sludge. It's a DC 5 Climb check to clamber up or down from the pit.

Creatures: A total of eight human zombies, each alchemically preserved so as to appear living, toil in this room. Four work in the northern part of the room (two feeding coal into the furnace while the other two work the pumps that keep hot water circulating through the pipes), and the other four lumber about in the pit below, moving from middenstone cauldron to middenstone cauldron and stirring the contents with iron rods. All eight zombies are under Myre's control (he created them via *animate dead*), and have been ordered to continue tending the vats unless an intruder enters area **B2**. When the zombies notice intruders, they moan, abandon their jobs, and attack.

Ladders and ropes dangle into the pit along every edge, so a zombie need only reach a platform edge to begin climbing up. The zombies have to make Acrobatics and Climb checks just like PCs do. The zombies do not pursue foes out of this area.

HUMAN ZOMBIES (8)

1/2

XP 200 each

hp 12 each (*Pathfinder RPG Bestiary* 288)

Skills Acrobatics +0, Climb +3

B3. OBSERVATION PLATFORM (CR 6)

A steep flight of middenstone steps leads up to a platform above the furnace below. A thick leather curtain hangs along the edge, shielding the area beyond from the worst of the stink and humidity. Numerous tables, cabinets, and chairs in this area make it apparent that this is where much of the business and paperwork for the Vat occurs, although the disarray of the furniture makes it look as if someone's made a not-too-subtle search of the area recently.

Creature: The mess in this room is the result of Keeper Myre's drunken fumbings and stumbings over the past few days. Since escaping with Crove and Hyve from the clutches of the spawn, Myre has holed up here with several bottles of cheap whisky and grog, and is currently passed out under one of the tables. The sound of a fight against the zombies is enough to waken him; still slightly drunk, he is effectively sickened and takes a –2 penalty on all rolls.

Once Keeper Myre realizes that the Vat has been invaded, his first worry is that the spawn of Yog-Sothoth

has found him. His high-pitched shriek of fear at this point is audible to everyone in the Vat. The next round, he realizes that if it were the spawn, the sounds of battle should be much louder than they are, and he ventures a glance through the leather curtains into area **B2**; a PC in area **B2** can attempt a DC 12 Perception check to see him do this.

Once he realizes that his business is under attack (he assumes by either mercenaries hired by a rival or agents of the Crows armed with proof of his necromancy), his reaction is to fight back as detailed below under his tactics.

Keeper Myre is old beyond his years, physical proof of the mind-blasting research he's thrown himself into over the past several years. Dressed in a long hooded robe, he regards most other living people in the same way a carpenter regards lumber and tools—as components to serve him.



KEEPER MYRE

KEEPER MYRE

CR 6

2,400 XP

Male human necromancer 7

NE Medium humanoid (human)

Init -1; Perception +8

DEFENSE

AC 15, touch 11, flat-footed 15 (+4 armor, +2 deflection, -1 Dex)

hp 57 (7d6+21)

Fort +6, Ref +1, Will +8

OFFENSE

Speed 30 ft.

Melee dagger +3 (1d4/19-20)

Special Attacks channel negative energy (DC 14, 6/day), grave touch (3 rounds, 6/day)

Wizard Spells Prepared (CL 7th)

4th—*enervation* (DC 18, 2), *black tentacles* (CMB 15)

3rd—*hold person* (DC 17, 2), *vampiric touch* (2)

2nd—*acid arrow*, *darkvision*, *false life* (already cast),

ghoul touch (DC 16), *see invisibility*

1st—*cause fear* (DC 15), *charm person*, *feather fall*, *mage armor* (2, 1 already cast), *unseen servant*

o (at will)—*acid splash*, *detect magic*, *light*, *read magic*, *touch of fatigue* (DC 14)

Opposition Schools: evocation, illusion

TACTICS

Before Combat Myre is paranoid and casts *false life* and *mage armor* if he doesn't already have them active. His current hit points include 12 points from *false life*.

During Combat Myre lets his zombies do the work for him, hanging back to attack foes from range with his spells after pulling aside his leather curtain to allow him line of sight into area **B2**. All the while, he shrieks and yells phrases like, "Die, you filthy mercenaries!" or "You've no right to be in here!"

Morale Myre realizes a death by mercenary is preferable to death by spawn of Yog-Sothoth, so he fights to the death. If captured alive, he shrieks and cries and babbles madly, saying things like, "It's all Crove's fault!" and "I can hear it coming! Kill me before it gets me!" See **Part Five** for advice on what the PCs might be able to extract from a captured Keeper.

Base Statistics Without his *mage armor* spell, Myre is AC 11, touch 11, flat-footed 11.

STATISTICS

Str 10, Dex 8, Con 14, Int 17, Wis 12, Cha 13

Base Atk +3; CMB +3; CMD 14

Feats Combat Casting, Command Undead, Forge Ring, Great Fortitude, Iron Will, Scribe Scroll, Spell Focus (necromancy), Toughness

Skills Appraise +9, Diplomacy +5, Heal +2, Intimidate +11, Knowledge (arcana) +13, Knowledge (dungeoneering) +9, Knowledge (history) +14, Knowledge (planes) +13, Knowledge (religion) +7, Linguistics +7, Perception +8, Spellcraft +13

Languages Aklo, Common, Varisian

SQ arcane bond (*ring of protection* +2)

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Combat Gear dagger, *potion of cure moderate wounds*, ring of counterspells (contains magic missile); **Other Gear** ring of protection +2 (bonded item, nonfunctional for anyone but him), scrolls of gentle repose (3), keys to all doors in Rupman's Vat, key to area D8, 100 gp worth of item crafting supplies, 35 gp

B4. MYRE'S RETREAT

The southern door to this room is locked (DC 30 Disable Device to open). Myre carries the key.

A small cot lies in one corner of this room, opposite a desk and rickety wooden chair. A door to the north hangs ajar, revealing a small water closet in the alcove beyond.

This room serves Myre as both a bedroom and a study, although most of his deeper research is done in Crove Asylum. The desk contains Myre's journal, which describes his experiences exploring the catacombs under Carrion Hill, and has some pretty wild observations about just how much is left to be uncovered. A sample excerpt reads "The Numerians were keen to be away after ransacking the Hill, as the scale of the tunnels below daunted them. They kept finding more and more parts of the old libraries behind false doors and secret rooms. Eventually they decided simply to flood the tunnels, but this failed them too, for the ancients were keen intellects, and their tunnels do not flood easily. It is possible that whole series of chambers such as the Sunless Grove lie waiting to be uncovered."

The journal goes on to detail the discovery of the incantation in the *Pnakotic Manuscripts* to open the portal at the Sunless Grove, as well as Myre's obvious excitement at the prospect of using the portal to contact "keen intellects beyond the human shell." The last entry is from a few days ago, and simply says "Tomorrow the Old Gods shall speak once more, and we Keepers shall be in attendance to learn from them."

The desk also contains some ledgers of customers, a bag of 100 gp, and some fine writing implements worth 100 gp. Myre's spellbooks are kept on a shelf built into the side of the desk—they contain all of his prepared spells plus 2d4 more wizard spells of your choosing of each level from 1st to 4th.

PART THREE: ARODEN'S TEMPLE

The temple of Aroden on Elm Way was a small church even during the Taldan rule of Carrion Hill. In the centuries since, it has served as a home, an alchemist shop, a museum, a base of operations for smugglers and thieves, and a guardhouse, but never again as a church. Yet the building's facade has kept its identity as a place of worship, and today, the place is known simply as the Elm Way Church. Its current occupant is a man named

Arlend Hyve, a scholar of the past, a sage who has made his reputation cataloguing the history of Ustalav (and in particular, Carrion Hill). He's lived at the Elm Way Church for nearly 15 years, and in those years has built a reputation as a man of knowledge—which attracted Waldur Crove's attention a decade ago, and they became allies when they realized they shared an unhealthy interest in Carrion Hill's more ancient history.

Arlend Hyve is not the mild-mannered scholar most believe him to be—in addition to being a member of the Keepers of the Oldest and a worshiper of the Old Gods, he is a gifted poisoner and his wares have long been sold at premium prices on the hill's black markets. The secret to Arlend's poisons lie in the chambers below his church—for the Taldans chose the site of a cruel alchemist's lair who served the Whispering Tyrant as the place for their church, hoping that Aroden's power would cleanse the area of the dead alchemist's memory. They never found the subterranean chambers, having built the church itself over the foundation of the alchemist's lab, but Keeper Hyve has reopened the hidden way into the rooms below.

In the crumbling, cavernous ruins of what was once a large laboratory, Hyve discovered much in the way of the poisoner's trade, secrets hidden in books and ancient stone tablets left behind by the long-dead alchemist, as well as an entire cavern of toxic fungus growing in an even deeper chamber—a cavern he's also used to dispose of the bodies of several law-abiding folk who have come too close to discovering his secret.

C1. THE ELM WAY CHURCH

The interior of the church is cold and damp. Two man-sized statues stand to each side of the room, both draped with gray sheets. Dozens of sagging bookshelves stand along the walls, and a stone altar has been converted into a table.

Keeper Hyve does the majority of his historical research and legitimate sagescraft in this room; the shelves contain hundreds of tomes about history, focusing on the last 2,000 years of Ustalav. The books are comprehensive and overall they grant a +2 bonus on Knowledge (history) checks to anyone familiar enough with them to know where to look up specific references, but they number in the hundreds and individually aren't all that notable.

C1a: This room, Keeper Hyve's bedroom, contains a cot and a reading lamp.

C1b: This storage room contains food, water, lamp oil, ink, paper, and other supplies.

C1c: This room is abandoned, as the roof above leaks terribly. The recent storm has left the western 5 feet of the room in a 4-inch-deep pool of water that drains through a crack in the southwest to the alley beyond.

C1d: The door to this room is locked from the inside (DC 30 Disable Device to open). The room beyond is empty, save for a wooden trap door set in the floor, obviously a relatively recent addition to the building's older architecture. Beyond the trap door, a wooden ladder descends 20 feet into area C2.

C2. THE ALCHEMIST'S LAB (CR 6)

This large, low-ceilinged chamber may once have been part of an extensive basement or subcellar, but the worked stone walls have long since crumbled to reveal uneven stone beyond. A sunken area in the center of the room contains a small pond of stagnant water that reaches around a single pillar of rock supporting the ceiling. A slick-looking circular tunnel extends south. To the southwest and northeast, several tables cluttered with what appears to be alchemical equipment stand around two more stone pillars.

Creature: Keeper Hyve hides out here, hoping that the spawn won't find him,



KEEPER HYVE

while at the same time frantically attempting to brew a poison that will work against the monster. Hyve has become obsessed with the fact that the words he and the other Keepers spoke are what opened the portal and released the spawn, and has gagged himself with a strip of leather covered with runes of protection copied from his memory of the pages of the *Pnakotic Manuscripts*—this unusual measure is more or less useless, unfortunately, and if the PCs don't get to Hyve first, the spawn surely will.

If the PCs manage to enter this room without making too much noise, they find Hyve hunched over the table to the southwest, frantically trying to enhance a dose of violet venom so that it'll work better on the spawn when it arrives. He reacts to the PCs' arrival with a muffled scream if they surprise him.

KEEPER HYVE CR 6

2,400 XP

Male human rogue 7

NE Medium humanoid

Init +8; **Perception** +11

DEFENSE

AC 21, touch 17, flat-footed 16 (+4 armor, +2 deflection, +4 Dex, +1 dodge)

hp 38 (7d8+7)

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

Special Defenses evasion, uncanny dodge

OFFENSE

Speed 30 ft.

Melee rapier +5 (1d6/18–20)

Ranged mwk light crossbow +10 (1d8/19–20)

Special Attacks sneak attack +3d6

TACTICS

Before Combat If Hyve hears the PCs coming before they spot him, he gathers up his violet venom and hides behind the central pillar in the pool of shallow water, hoping to ambush the PCs.

During Combat Hyve opens combat with a ranged sneak attack, then resorts to throwing vials of violet venom as grenade-like missiles (affecting struck targets and all within 5 feet). If engaged in melee, he relies on Improved Feint to maximize his sneak attacks with his rapier.

Morale Keeper Hyve fights until brought below 15 hit points, at which point he attempts to escape by leaping into the sluice (area C3) and sliding down to area C4. If he survives the journey, he hides in area C4 and prepares another sneak attack with his ranged weapon. If cornered here, he'll fight to the death.

STATISTICS

Str 10, **Dex** 18, **Con** 12, **Int** 16, **Wis** 13, **Cha** 8

Base Atk +5; **CMB** +5; **CMD** 22

Feats Combat Expertise, Dodge, Improved Feint, Improved Initiative, Mobility, Skill Focus (Knowledge [history])

Skills Bluff +9, Climb +10, Craft (poison) +13, Diplomacy +4, Disable Device +14, Heal +2, Intimidate +9, Knowledge (history)

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+13, Knowledge (planes) +5, Knowledge (religion) +5, Perception +11, Sense Motive +11, Sleight of Hand +14, Stealth +14

Languages Common, Varisian

SQ fast stealth, trapfinding, trap sense +2, trap spotter

Combat Gear rapier, masterwork light crossbow, bolts (20), violet venom (4, see *Pathfinder RPG Bestiary* 274); **Other**

Gear +1 studded leather, ring of protection +2, belt of incredible dexterity +2, key to area D8, 475 gp

Treasure: A fully equipped alchemist lab sits at both the northeast and southwest wings of the cavern.

C3. THE SLUICE

Once a disposal chute for the alchemist's failures, this slick, 5-foot-diameter tunnel winds down to area C4 at a relatively steep slope. Navigating this slope is possible with a DC 5 Climb check; failure by 5 or more indicates a fall which sends the character sliding down the chute and off the ledge into area C4.

C4. THE POISON GARDEN (CR 7)

Partially composed of natural cavern, partially remnants of long-buried buildings and foundations, the ceiling of this dank, 40-foot-tall cavern is supported by several stone pillars. Water drips from numerous spots in the ceiling, pattering into a fungus-choked lake below. Here and there, islands and beaches rise from the sides of the dark lake, but these areas of doubtful land are clogged with hideous fungi of pale yellow, bone white, bruise purple, and other noxious hues.

The chute from area C3 opens near the ceiling of this room—a second narrow ledge 20 feet below the only solid ground before the filthy water of the lake itself. A fall from this entrance results in 2d6 points of damage from glancing off the lower ledge and then into the water, although a DC 15 Reflex save allows the character to twist and avoid striking the ledge, plunging instead into the 20-foot-deep lake for 2d3 points of nonlethal damage. It's a DC 15 Climb check to scale the relatively rough (but still slippery) walls of the cavern.

The water itself is cold and infested with stringy black fungus that smells foul, but is not lethal (though it works well as an alchemical reagent and an ingredient for brewing poison). Nevertheless, anyone who falls into the water or drinks it must make a DC 14 Fortitude save or be sickened for 2d6 rounds.

Creatures: Four violet fungi dwell in this cave, feeding mostly on insects and the odd rat that finds its way into the lake from tiny tunnels in the cavern roof above. One of the deadly mushrooms dwells on the central island, one on the southern one, and two on the northwestern shore—the fungi do not pursue foes into the water, but

certainly move to attack anything that comes within reach of their tentacles.

VIOLET FUNGI (4)

CR 3

XP 800 each

hp 30 each (*Pathfinder RPG Bestiary* 274)

Treasure: Keeper Hyve has disposed of several curious agents of Carrion Hill's government over the years, dumping the bodies here. Most of the bodies now consist of nothing more than a few bones and skulls amid the fungus or along the lake bottom, but one relatively intact skeleton dressed in Crow's armor lies slumped on the northwestern beach. Amid the remains is a distinctive-looking weapon—a +1 *aberration-bane mithral longsword*. This weapon was the signature arm of a man named Khorg Eldreen, a Crow sergeant who has been missing for several months. Word of his death will not only help secure Hyve's fate if taken prisoner, but also allow the Crows (and Khorg's family) closure. If the PCs show the corpse to the Crows, the Crows allow the PCs to keep Khorg's valuable weapon and pay the PCs a reward of 2,000 gp. Perhaps of more immediate use to the PCs is the weapon itself—a powerful tool against the spawn of Yog-Sothoth.

PART FOUR: MADHOUSE WHISPERS

The most dangerous of the surviving Keepers of the Oldest is also the founder of the order—a man named Waldur Crove. Keeper Crove is also the warden of Carrion Hill's asylum, a brooding structure that looms at the edge of the hill's eastern cliffs. Of the three Keepers, Crove is ironically seen as the least dangerous to society, when in fact his obsession with the Old Gods makes him one of Carrion Hill's more sinister citizens.

Waldur Crove has long been fascinated with the Old Cults and their alien gods—particularly with the powerful magic they wielded. As a young misanthrope, he learned that in the broken minds of the insane, insight into the workings of the Old Cults and their alien gods could be harvested, and so he founded an asylum. He appeared to be a gifted alienist eager to aid the downtrodden of the city, and so the city gladly granted him the money and resources to build his asylum, yet Crove played the Carrion Hill council as fools. He is an amoral and cruel sadist who sees the insane as little more than stock for his experiments and research into the nature of forbidden magic. It was, in fact, Keeper Crove who financed and urged Oleg's group (and many before) to delve into the deep in search of the Sunless Grove, and once Oleg fell under Crove's care, the sinister wizard learned the location of the site and informed his other four allies, two of whom lived in Carrion Hill and two who dwelt in other cities throughout Ustalav. Eager

to join Crove in his expedition, they came to Carrion Hill and, with him, followed mad Oleg's directions into the deep dark below.

The results of this expedition, as has been seen, were disastrous. Yet where the other two surviving Keepers now cower in fear, Keeper Crove sees in these events a great opportunity. By offering up the babbling, insane patients to the spawn's hunger, the madman hopes to satiate the spawn long enough to entrap it in a chamber below his asylum with a *scroll of binding* so he may learn everything the monster knows of the worlds beyond.

When the PCs come to his Asylum to confront him, they thus find the entire place prepared for an invasion and seeded with a "bread-crumbs" trail of lunatics—while the preparations are for the spawn's arrival, Keeper Crove and his loyal orderlies are swift to adapt to the PCs' intrusion.

CROVE ASYLUM INHABITANTS

With the exception of a few of the more monstrous denizens and lunatics in the Asylum, there are essentially two types of foes the PCs will face as they explore the Asylum—orderlies and lunatics. Each of these can be encountered in numerous locations in the Asylum.

Crove Asylum Orderlies: These eight thugs, hand-picked by Crove from Carrion Hill's slums for their physical size and lack of empathy, have each undergone a crude lobotomy to make them even more loyal to the old man. The result is somewhat damaging to the brain (resulting in a 4-point reduction to Intelligence) but makes the orderlies absolutely loyal to Crove and no other. They wear studded leather armor and cage-like helmets to protect them from the Asylum's more violent patients. They're aware of the fact that several lunatics have escaped and are hiding in various rooms in the northern wing of the Asylum, but Keeper Crove was very clear on his request to leave all of the lunatics, imprisoned or otherwise, alone until the "special guest" has arrived and been dealt with. They don't know exactly what this "special guest" is, but neither do they possess minds interested in finding out more about it.

ORDERLY CR 1

400 XP

Male human warrior 3

NE Medium humanoid (human)

Init +4; Perception +1

DEFENSE

AC 13, touch 10, flat-footed 13 (+3 armor)

hp 22 (3d10+6)

Fort +4, Ref +1, Will +0

OFFENSE

Speed 30 ft.

Melee club +5 (1d6+1)

TACTICS

During Combat The orderlies try to trip especially mobile opponents and grapple or club them once prone.

Morale The orderlies carry out Crove's orders, even if it means their deaths. If they are obviously outmatched, they retreat to area D21 to find other orderlies to help them fight.

STATISTICS

Str 13, Dex 11, Con 12, Int 6, Wis 9, Cha 8

Base Atk +3; CMB +4; CMD 14

Feats Improved Initiative, Improved Trip, Weapon Focus (club)

Skills Intimidate +4, Perception +1, Sense Motive +1

Combat Gear club; Other Gear studded leather

Lunatics: The "patients" of Crove Asylum are not docile creatures—some may have been before they were committed, but the treatments they endured in the dungeons have a universal result: violent temperaments and a universal disregard for safety. Whatever their previous roles in society, these lunatics are now essentially rogues with a knack for using any odd piece of junk they find as deadly weapons. Most that the PCs encounter are bound in straitjackets or otherwise imprisoned, but several have managed to escape their bonds and hide in areas in the Asylum.

LUNATIC CR 1/2

200 XP

Male or female human rogue 1

NE Medium humanoid (human)

Init +2; Perception +3

DEFENSE

AC 12, touch 12, flat-footed 10 (+2 Dex)

hp 6 (1d8+2)

Fort +2, Ref +4, Will -1

OFFENSE

Speed 30 ft.

Melee improvised weapon +2 (1d6+2)

Ranged improvised thrown weapon +2 (1d6+2)

Special Attacks sneak attack +1d6

TACTICS

During Combat The lunatics use improvised weapons (typically some kind of club made from a table or chair leg) and attack the closest opponent.

Morale The lunatics fight until dead.

STATISTICS

Str 14, Dex 15, Con 14, Int 10, Wis 8, Cha 13

Base Atk +0; CMB +2; CMD 14

Feats Catch Off-Guard, Stealthy

Skills Craft (any one) +4, Escape Artist +8, Intimidate +5,

Perception +3, Perform (Sing) +5, Sense Motive +3, Sleight of Hand +6, Stealth +8, Survival +0

Languages Common

SQ trapfinding

CROVE ASYLUM: GROUND FLOOR

Crove Asylum is an oddity this low on the hill's slopes, for it is made entirely out of stone. Doors are iron and can be locked (DC 30 Disable Device to open), although they're left open unless a room's description says otherwise. There are no windows in the one-story building—it tends to be gloomy inside as a result, with rooms lit by candles in sconces to provide an almost uniform dim lighting inside. Walls are bare and painted a dingy pale green, and floors are of smooth stone. Very few visitors come to the Asylum, as most of the patients are brought here by the Crows—violent criminals, homeless lunatics, or other insane folk that the city has deemed “unfit” for the streets.

Most of the upper floor is unremarkable, and its rooms are described in abbreviated format below—while the PCs will face some opposition on these floors (and perhaps find a few clues as to Crove's true nature), the majority of the peril here takes place in the dungeon below.

D1. Entrance: The front door to this room is unlocked and ajar, an invitation to the spawn to enter by this route when it arrives. The room itself is relatively empty of any features, and is where Crows handle the turnover of new patients to the Asylum. Crove has placed **3 lunatics**, all tightly bound in straitjackets and ropes, in this room—they lie on the floor, and upon noticing the PCs they start shrieking and hollering gibberish. If freed, the lunatics attack the PCs at once, using the heavy straps and iron buckles of their straitjackets as improvised weapons. Worse, the sound the lunatics make is certain to alert the orderlies in area **D16**. If this occurs, they rush to area **D1** to confront the intruders.

D2. Cloakroom: This area is used to store cloaks, straitjackets, and other bits of clothing used by new arrivals or stored temporarily by visitors.

D3. Holding Cell: This bare room is used to temporarily hold new arrivals until they are processed,

deloused, and then led down to their cells below. The room is currently empty.

D4. Meeting Room: A chair with attached restraining straps stands before a blackboard. Prisoners may be questioned herein, or visitors spoken to—Crove enjoys having these visitors sit in the restraining chair, as this encourages them to keep their business short and to the point. Area **D4a** is a smaller office.

D5. Main Hall: The doors to both stairwells hang open, and chained to each landing at the top of the stairs within is a single **lunatic**. As with those in area **D1**, they begin shrieking as soon as they see anyone approach. The stairs lead down to area **D23**.

D6. Storage: This room, as well as two of its three closets, are used to store all manner of mundane equipment used in the asylum (primarily leather, buckles, chains, ropes, and tools). The westernmost closet is a toilet. This room serves as a hideout for **2 lunatics** who have recently murdered a third and are playing (imaginary) cards over his body and using pieces of him as gambling chits.

D7. Library: This room contains a wealth of books covering madness, its causes and treatments, and many other grisly topics like anatomy, necrology, and

studies of deformity and disease. Many of the books here hint at the Old Gods and their cults, but none are specifically related to the troubles currently plaguing Carrion Hill. A single **lunatic** hides under the northern table, ogling a well-illustrated book that catalogs methods of torture.

D8. North Entrance: This side entrance is used primarily by the other Keepers of the Oldest when they come to the Asylum to visit; the door is kept locked and this room is guarded by a single **orderly**.

D9. Examination Room: This room is used by visiting Keepers of the Oldest to examine patients or perform experiments. The room is empty, as visiting Keepers generally furnish the room as needed for their experiment from the supplies in area **D10**.

D10. Storage: Extra furniture, restraints, and supplies for experiments are kept here.



D11. Lecture Room: This long lecture hall is used by the Keepers of the Oldest to hold meetings and discuss their discoveries. **Five lunatics** are here; one stands at the podium to the east end, whispering nonsense and gibberish to the other four who sit in rapt attention in the audience. All five lunatics shriek and rise to attack, producing homemade knives made from broken chair legs and sharpened bones when they do so.

D12. Library: This room, smaller than area **D7**, has a much more focused theme—the books here are universally about ancient history, astrology and astronomy, portals, and other eldritch (but not necessarily forbidden) topics.

D13. Crove's Office: Keeper Crove uses this well-appointed office to meet with truly important guests. A DC 20 Perception check made while searching the desk reveals a hidden panel in which is contained a *wand of suggestion* (9 charges).

D14. Private Lounge: Keeper Crove uses this small room to relax and sometimes to meet with guests.

D15. Private Library: Keeper Crove's personal library mirrors the texts found in area **D12**, with a focus on ancient cults and savage practices from around the world.

D16. Dining Room: A group of 4 **orderlies** wait nervously here at the table, ready to jump up to handle non-spawn intruders. Faced against PCs, they fight to capture them alive, placing anyone they subdue in cells below.

D17. Kitchen: The orderlies prepare meals for themselves and the inmates here. The three closets to the west include a privy, a pantry, and (in the central room) a trap door that covers a funnel-shaped hole in the floor. This 3-foot-deep funnel narrows to a 1-foot diameter hole that leads southeast to empty through the ceiling of area **D32**. A foul odor of rot and filth wafts up from this tube, and a DC 25 Perception check is enough to hear distant sounds of something shuffling, grunting, and slobbering somewhere below.

D18. Armory: This room contains a dozen extra suits of armor and weapons for the orderlies.

D19. Baths: This room, featuring a few large tubs, is used by the orderlies to bathe once every other week.

D20. Laundry: This room is used to clean clothes and sheets used by the orderlies and inmates.

D21. Barracks: The orderlies sleep here in four double bunks. **Three orderlies** are currently resting here; if the others stationed throughout the Asylum get in over their heads and flee an encounter from the PCs, they retreat here to gather reinforcements.

D22. Guest Room: This room, currently empty, is sometimes used by other Keepers of the Oldest if their research requires them to stay overnight.

CROVE ASYLUM DUNGEON

The lower level of Crove Asylum is a damp, grim place. As in the building above, all doors are iron, but many are

spotted with rust despite the nearly constant toil by the orderlies to prevent such corrosion. The rust grants a +2 bonus on all Strength checks made to break these doors down. Walls, ceilings, and floors are made of stone.

D23. THE GREEN WALK (CR 3)

The stone tiles on the floor here are of a deep green. Maniacal laughter, cries of pain, screams, and off-key singing echo from the north and south hallways. To the west, the hall ends in a large pair of massive iron doors, while to the east the hall opens into a room containing a round table and a few chairs. An iron door in the southern wall of the eastern room hangs wide open.

The eastern room is where Keeper Crove hopes to lure the spawn of Yog-Sothoth when it eventually comes to seek him—he has prepared the chamber with an *unhallow* spell cast from a scroll, and incorporated an *invisibility purge* effect so that the monster becomes visible when it enters the area, and plans on executing his risky plan to bind the spawn here. If he notices the PCs instead, he alters his plans. See area **D37** for more details.

Creatures: Crove has chained a lunatic at the base of each flight of stairs, and another four in the room to the east. In each case, a lunatic is bound by a length of chain to an ankle manacle, preventing the lunatic from moving from his square but otherwise not impeding his actions. The lunatics in the eastern room have longer chains, allowing them full range of the room but not beyond. They have all but demolished the chairs, and are engaged in threatening each other with violence using clubs and knives crafted from the furniture's remnants—the arrival of the PCs gives them a convenient target for their madness.

LUNATICS (6)

CR 1/2

200 XP each

hp 6 each (see page 18)

D24. INTERROGATION ROOM (CR 4)

This grisly torture chamber is equipped with a stretching rack, an iron maiden, dangling iron cages, a fire pit to the southeast, and three empty cages to the north.

Creatures: Small pockets of derros dwell in the endless tunnels below Carrion Hill. While most of these insane monsters are isolated and brook no peaceful contact with others, Crove managed to establish a common ground with one such derro through a shared interest in vivisection. In return for a promise of a constant stream of living subjects to investigate with his knives and needles, the derro Zhezek agreed to serve Crove as a torturer and interrogator. Crove

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only rarely uses the derros in this manner—he’s much more intrigued at how such an insane creature can maintain rational thought despite its madness, and has studied the derros for many years now.

Zhezek’s current project consists of a trio of lunatics on whom he’s been conducting skin-grafting experiments—between each other, and with bits of matter harvested from elsewhere. One of the lunatics has recently expired and as the PCs arrive, Zhezek is elbow-deep in the middle of a long autopsy. Upon noticing the PCs, he shrieks in a shrill voice, then releases the restraints on the other two lunatics, ordering them in Aklo to “harvest their skin and you can keep yours for another day.” The lunatics grab whatever torture implements are handy and attack, while Zhezek hangs back for a few rounds to support the battle with spell-like abilities before joining the melee with one of his long, thin knives. All three fight to the death.

ZHEZEK CR 3
XP 800
Male derro (*Pathfinder RPG Bestiary* 70)
hp 25

LUNATICS (2) CR 1/2
XP 200 each
hp 6 each (see page 18)

D25. TORTURER’S BEDCHAMBER

This chamber features a filthy mattress lying on the floor and a low wooden chest filled with grisly bone trophies.

The bone “trophies” are in fact items harvested as a result of Zhezek’s work upon the prisoners in area D24, and consist primarily of finger bones tied into lengths by sinew and numerous skulls decorated with strange, carved runes. Although eerie, the fetishes are worthless. The door to the south leads to a completely filthy privy.

D26. CELLS

Each cell is cramped and contains a straw mattress. A scratchy sheet and a bucket for a toilet are the only other furnishings of most cells—though the more suicidal or self-destructive patients don’t even get that. Four cells along the northeast hall have a wall fitted with peepholes for observation.

Several lunatics are still imprisoned in these cells, even though most are used elsewhere as bait. Currently, only

six of these cells contain lunatics; you can adjust these numbers as you see fit. As a general rule, lunatics found here are both helpless and harmless.

Cell D26a features a 3-foot-wide tunnel that leads to area D28. Crove places inmates for whom he no longer has any use in here for the entertainment of the morlock kept in area D28. As a result, the walls, floor, and even ceiling of D26a are thick with not-quite-dried clots of blood, tufts of hair, and bits of flesh and bone. Check to see if the morlock hears anyone moving around in this cell—if it does, it quickly clambers through the tunnel to investigate and attack anyone it finds here.

D27.-D30. ISOLATION CELLS

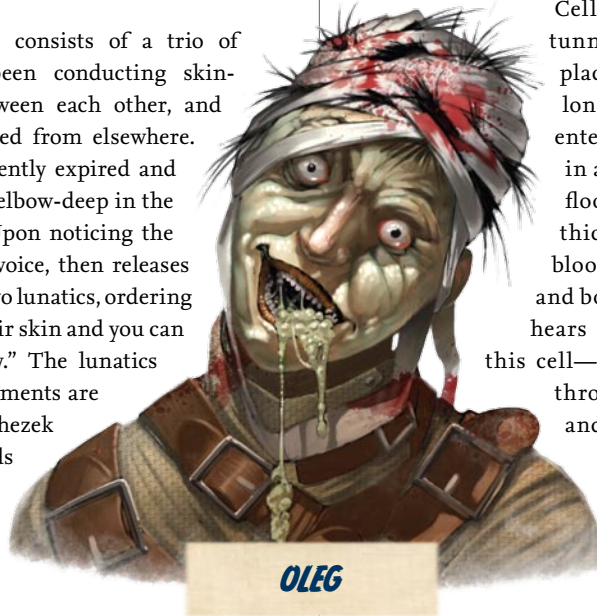
While each of these cells is similar in shape and accommodations to those in area D26, they are reserved for the asylum’s most dangerous or special prisoners.

D27: This cell, while filthy and bloodstained, is empty.

D28: This cell contains a morlock Crove captured in one of his many journeys into the catacombs below Carrion Hill. He found this monster living near a deep cavern in one of the deepest catacombs, an entrance that leads deeper into the Darklands. After capturing it alive, Crove brought it back to this cell where he’s established an arrangement with the creature. In return for advice regarding the layout and navigation of many of the deeper catacombs, Crove periodically offers the creature a live meal in area D26a. If the morlock sees the PCs, it becomes agitated and demands food in Undercommon—if the PCs open the cell without first providing a live meal, the morlock shrieks and attacks them, fighting to the death.

ADVANCED MORLOCK CR 3
XP 800
hp 28 (*Pathfinder RPG Bestiary* 209)

D29: This cell contains a bulky man who goes by the name of Ploog. He is recently one of Crove’s orderlies, but his lobotomy didn’t take and, as a result, he has retained much of his previous personality. After a nearly embarrassing incident with Ploog escaping and trying to convince a patrol of Crows that Keeper Crove was up to no good, those same Crows ironically delivered Ploog back to the Asylum and Crove’s care, mistaking him for an escaped inmate. Only the recent events have delayed a





second and more thorough lobotomy for Ploog; he knows what awaits him, and is desperate to escape. He'll aid the PCs in whatever way they ask in return for freedom, and knows the layout of the Asylum from area **D1** to **D35** (with the exception of area **D32**) quite well. If the PCs rescue and recruit Ploog, grant each of them a 400 XP story award.

PLOOG THE ORDERLY

CR 3

XP 400

Male human warrior 3

hp 22 (see page 18)

D30: The occupant of this cell may once have been a stalwart and hearty man, but today this human fighter is a shattered shell. This pitiful creature is **Oleg** (CG male human fighter 5), whom Crove lobotomized and threw in here to rot. Oleg's Intelligence is drained to 0 as a result of the crude operation, but if the PCs can restore his intellect (a feat requiring *restoration*, *heal*, or greater

magic), he can aid them in their efforts and perhaps fill them in on much of the backstory as you see fit. This adventure assumes the PCs are unable to aid Oleg at this time. If the PCs rescue the man and save his life, award them each a story reward of 1,200 XP.

D31. REINFORCED DOOR

This door has a single, barred window and a stout oak timber holding it closed from the east side. If the PCs make a lot of noise in the hallway (perhaps while interacting with the occupants of the isolation cells), the occupant of the room beyond has slithered up to press against this door, and upon seeing the PCs, attempts madly to break through to get to them. Fortunately, it's a DC 26 Strength check to break down the rusty door—a check the imprisoned monster can't quite make on its own, but the bars of the door's window are wide enough for it to reach a claw through to attack anyone standing in the 5-foot square beyond.

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D32. THE CHAOS PIT

This large basement has all but been consumed by a large, water-filled sinkhole, while stone pillars support the dripping, fungus-caked ceiling above. A steeply sloped rubble floor mostly surrounds a dark lake. At the eastern end of the chamber, a single, worked-stone room remains, although its floor and walls are already beginning to crumble away into the sinkhole.

The slope that drops from the crumbling floor in the east into the sinkhole is steep, crumbly, and slippery—it takes a DC 12 Climb check to navigate it. The sinkhole is 30 feet deep, with water filling the lowest 10 feet of it. Waste and other material disposed from the kitchen above plummet into this room via a small hole in the northeast, contaminating the water.

Creature: One of Keeper Crove's early triumphs in his research into the nature of the Dark Tapestry was the conjuration of a shapeless horror from beyond the stars and sane dimensions. He utilized a *scroll of planar binding* to call this creature, a chaos beast, in this slowly eroding chamber.

The chaos beast has languished in this chamber for nearly a decade now. It has no need to eat or drink, and its alien mind already reels and shrieks with madness, but the monster does understand that it wants to escape. If it hears anyone at area D31, it clambers up from the pit and slithers up to the door to attack, or at least peer out the door to see what's going on. If the PCs open the door, it shrieks in delight and celebrates its newfound freedom by attacking the closest living creature. Once free, the chaos beast isn't all that interested in fleeing the Asylum—it's much more interested in transforming everything with a solid, living shape it can find. Anyone foolish enough to sneak into this room is attacked immediately as soon as the chaos beast notices them.

Chaos beasts have no set shape, and this one is currently a hideous tangle of barbed tentacles and writhing limbs around a gasping toothy maw. A single great lidless eye glares from what might be the creature's front side.

CHAOS BEAST CR 7

3,200 XP

CN Medium outsider (chaotic, extraplanar)

Init +6; Senses darkvision 60 ft.; Perception +12

DEFENSE

AC 20, touch 13, flat-footed 17 (+7 armor, +2 Dex, +1 dodge)

hp 85 (9d10+36)

Fort +9, Ref +8, Will +7

Immune critical hits, transformation; SR 17

OFFENSE

Speed 20 ft.

Melee 2 claws +13 (1d6+3 plus corporeal instability)

TACTICS

During Combat The chaos beast attacks one creature until it succumbs to corporeal instability, then changes to another target and repeats this process. It leaves the area once all its opponents are amorphous.

Morale The chaos beast tries to flee if brought below 30 hp.

STATISTICS

Str 16, Dex 15, Con 16, Int 10, Wis 12, Cha 10

Base Atk +9; CMB +12; CMD 25

Feats Dodge, Improved Initiative, Mobility, Toughness, Weapon Focus (claw)

Skills Acrobatics +14 (+10 jump), Climb +15, Escape Artist +14, Perception +13, Stealth +14, Swim +15

SPECIAL ABILITIES

Corporeal Instability (Su) Claw—contact; save Fort DC 17; *effect* amorphous body and 1 Wisdom drain per round (see below); *cure* corporeal instability can only be cured with magic (such as *greater restoration*, *heal*, *remove curse*, *restoration*, or *heal*). Corporeal instability is a curse effect. The save DC is Constitution-based.

A blow from a chaos beast against a living creature can cause a terrible transformation. The creature must succeed on a Fortitude save or become a spongy, amorphous mass. Unless the victim manages to control the effect (see below), its shape melts, flows, writhes, and boils. An affected creature is unable to hold or use any item. Clothing, armor, rings, and helmets become useless. Large items worn or carried—armor, backpacks, even shirts—hamper more than help, reducing the victim's Dexterity score by 4. Soft or misshapen feet and legs reduce speed to 10 feet or one-quarter normal, whichever is less. Searing pain courses along the nerves, so intense that the victim cannot act coherently. The victim cannot cast spells or use magic items, and it attacks blindly, unable to distinguish friend from foe (–4 penalty on attack rolls and a 50% miss chance, regardless of the attack roll).

A victim can temporarily regain its own shape by taking a standard action to attempt a DC 15 Will save (this check DC does not vary for a chaos beast with different Hit Dice or ability scores). A success reestablishes the creature's normal form for 1 minute. Spells that change the victim's shape (such as *alter self*, *beast shape*, *elemental body*, and *polymorph*), do not remove the curse, but hold the creature in a stable form (which might not be its own form, depending on the spell) and prevent additional Wisdom drain for the duration of the spell; *shapechange* or *stoneskin* has a similar effect. The victim takes 1 point of Wisdom drain from mental shock every round that it ends its turn in an amorphous shape; the creature permanently becomes a chaos beast if this Wisdom drain equals or exceeds its actual Wisdom score.

Immunity to Transformation (Ex) No mortal magic can permanently affect or fix a chaos beast's form. Effects such as polymorphing or petrification force the creature into a new shape, but at the start of its next turn, it immediately returns to its mutable form as a free action.

D33. STAIRS

These stairs lead up to area D13a.

D34. OBSERVATION CHAMBERS

Each of these rooms features a chair and a peephole in the western wall that can be used to observe the occupant of the cell immediately opposite.

D35. SURGERY

A long metal table stands at the center of this austere room, spots of dried blood marring its polished surface at one end. Two wooden cabinets stand to the northwest, while to the east are two empty prison cells.

This chamber is where Keeper Crove performs his surgeries on new orderlies to deaden their personalities and make them more loyal. These surgeries consist of a frontal trepanation similar to a crude lobotomy, after which Crove heals the wounds with magic to prevent the victim from dying while retaining the damage to the orderly's intellect (4 points of Intelligence drain). He also performs more experimental surgeries on inmates here.

Treasure: The cabinets contain a large collection of well-made surgical tools and other devices that serve as masterwork tools for Heal checks. In addition, one of the cabinets contains a row of eight *potions of cure light wounds* and another row of eight vials of oil of taggit poison used to keep subjects docile while under the knife.

D36. CROVE'S OFFICE

A single large desk sits in the northern part of this room, a high-backed chair with a deep purple cushion sitting just beyond it.

This room is Crove's personal office, the room in which he meets with only his most trusted allies (typically, only the other Keepers). There's little of interest here.

D37. CROVE'S STUDY (CR 8)

A large circular table in this study is cluttered with scrolls, books, and an eclectic mix of strange devices that could be surgical instruments, weapons, or writing implements. A human skull bearing horn-like growths along one side and with a malformed jaw sits on one corner of the desk.

The papers on Crove's desk consist primarily of translations from memory of his copy of the *Plakotic Manuscripts*. That he was forced to leave the irreplaceable tome in the Sunken Grove has robbed the man of more sleep than the inexorable coming of the spawn of Yog-Sothoth, and while Crove hopes to recover the book soon after he handles the monster, he's been feverishly scribbling down everything he can remember in the text before he forgets against the undesirable possibility that the book is lost to him forever. The skull is nothing more than the remains of a hideously deformed man whose head Crove robbed from a grave as a younger man.

The secret door in the southern wall (near area D23) is open; when closed, that secret door can be found with a DC 25 Perception check. The secret door to area D39 is more cleverly hidden, and requires a DC 30 Perception check to discover.

Creature: Crove has chosen this chamber to await the arrival of the spawn of Yog-Sothoth, where he whiles away the hours reading books taken from



CARRION HILL

area **D39**. When he grows exhausted from lack of sleep, he simply uses a charge from his *wand of lesser restoration* to revive himself and is good to go for another day.

Keeper Crove expects the spawn to arrive at any moment, yet is strangely calm and collected about the impending attack—his faith that he can pull off the *binding* of the monster with his magic scroll borders on arrogance. He keeps the secret door to the south open, so that he'll easily hear the sound of battle and combat as the spawn arrives in area **D23** and slays the lunatics he has placed there—he'll also hear if the PCs fight the lunatics or even if they merely rile the madmen to fits of shrieking and screaming by their presence. In either case, when he hears the disturbance, he casts *clairaudience/clairvoyance* to observe the events in area **D23**, then prepares his tactics as detailed in his stat block below if he sees the PCs intruding on his plans.

While Crove has managed to hide the more sinister and cruel aspects of his nature and personality from the public eye, and has what is generally a solid reputation in town, he has few friends, and most regard the tall, cadaverous, and humorless man with fear nonetheless.

KEEPER CROVE CR 8

4,800 XP

Male old human cleric of the Old Cults 3/conjurer 3/mystic theurge 3
CE Medium humanoid (human)

Init +0; Perception +11

DEFENSE

AC 12, touch 10, flat-footed 12 (+1 armor, +1 natural)

hp 42 (3d8+6d6+9)

Fort +7, Ref +4, Will +13

OFFENSE

Speed 30 ft.

Melee dagger +2 (1d4–2/19–20)

Special Attacks channel

negative energy (2d6, DC 11, 3/day), touch of madness (+/–1, 6/day), acid dart (1d6+1 acid, 7/day)

Cleric Spells Prepared (CL 6th)

3rd—*cure serious wounds*, *searing light* (2), *rage*^D

2nd—*cure moderate wounds*, *delay poison*, *summon monster II* (2), *touch of idiocy*^D (DC 15)

1st—*command* (DC 14), *doom* (DC 14), *protection from evil*, *lesser confusion*^D (DC

14), *shield of faith*

0 (at will)—*bleed*, *detect magic*, *detect poison*, *read magic*
D Domain spell; Domains Knowledge, Madness

Wizard Spells Prepared (CL 6th)

3rd—*clairaudience/clairvoyance*, *stinking cloud* (DC 18), *summon monster III*

2nd—*daze monster* (DC 16), *glitterdust* (DC 17), *invisibility*, *web* (DC 17)

1st—*color spray* (2, DC 15), (DC 16), *mage armor*

0 (at will)—*acid splash*, *light*, *mage hand*, *open/close*

Opposition schools evocation, necromancy

TACTICS

Before Combat Crove casts *mage armor* and *shield of faith* on himself (AC 18, touch 13, flat-footed 18). If the spawn approaches, he also casts *delay poison* and *protection from evil*.

During Combat Crove is prepared to fight the spawn, not a group of PCs. He uses *color spray*, *stinking cloud*, and summoned monsters to hamper the PCs and give him time to escape if possible.

Morale If reduced to less than 20 hit points by the PCs, Crove panics, casts *invisibility*, then flees south toward area **D31** to release the chaos beast in a desperate attempt to finish off the PCs.

STATISTICS

Str 7, Dex 10, Con 12, Int 18,

Wis 16, Cha 10

Base Atk +4; CMB +2; CMD 12

Feats Alignment Channel, Augment Summoning, Combat

Casting, Improved Channel, Scribe Scroll, Spell Focus (conjuration), Spell Penetration

Skills Appraise +8, Diplomacy +4, Heal +8, Intimidate +8, Knowledge (arcana) +16, Knowledge (history)

+10, Knowledge (local) +10, Knowledge (planes) +16, Knowledge (religion) +16,

Perception +11, Sense Motive +11,

Spellcraft +16, Survival +5

Languages Abyssal, Aklo,

Common, Undercommon, Varisian

SQ aura, arcane bond (signet ring),

combined spells (1st, 2nd), dimensional steps (90 feet/day), lore keeper (21), summoner's charm (+1 round)

Combat Gear dagger, *pearl of power*

(1st), *potion of fly*, *scroll of binding*, *wand of lesser restoration* (8

charges); Other Gear *amulet*

of natural armor +1, *cloak of*

resistance +1, *bracers of armor* +1,

signet ring, iron holy symbol,

575 gp



KEEPER CROVE

D38. CROVE'S BEDCHAMBER

A large, canopied bed takes up the majority of this room. A quaint writing desk sits next to the bed, and what appear to be three footlockers sit under the bed.

Treasure: The three footlockers are unlocked. The first contains a rusty iron ring with keys to every door in the asylum, a leather bag containing 300 pp, and a crude map of the tangled tunnels below Carrion Hill—you can use this map as an adventure hook for further exploration of the chambers below the old city. The second and third footlockers contain hundreds of fragments of pottery, small pieces of sculpture, tiles, and twisted and burnt bits of metal; a common theme is figures of stylized, twisted creatures and glimpses of things that writhe, formless horrors that are hinted from the fragments. Each has been very carefully cleaned as Crove dug them up in his exploration of the tunnels under the Hill. The strange archaeological relics are worth a total of 500 gp.

D39. CROVE'S LIBRARY

This musty-smelling room has two large bookshelves in opposing corners. A third corner features a cluttered reading desk heaped with papers, scrolls, and books. The room is well lit by a floating globe of churning fire near the center of the ceiling.

This room is Keeper Crove's inner sanctum, his temple and personal shrine to the Dark Tapestry and the Old Gods. The globe of fire near the ceiling is a perpetual flame akin to a continual light, save that it gives off heat—not enough to burn flesh, but enough to keep this room alone in the Asylum dry and conducive to the storing of rare books.

Treasure: Amid the stacks of research notes, blasphemous poetry, and other materials heaped on the desk are a *scroll of contact other plane*, a *scroll of planar binding*, a *scroll of restoration*, and a *scroll of scrying*. The books on the shelves are all old and quite rare. The *Pnakotic Manuscripts* were the crown jewel of this collection, but the books that remain are still quite valuable. All concern the Great Old Ones and other matters blasphemous and forbidden—feel free to place any infamous and notorious tomes you wish amid this collection. Crove's spellbooks are kept here as well and contain all of his prepared wizard spells plus an additional 2d4 wizard spells of each level from 1st to 3rd as you see fit.

PART FIVE: THE CARRION HILL HORROR

Once the PCs emerge from the Sunless Grove, this adventure becomes a race against time as the spawn of Yog-Sothoth continues to ravage and savage random buildings

in the city in between its periods of rest in the catacombs below and it draws inexorably closer to the three surviving Keepers. You should have the PCs hear of additional buildings collapsing from below if they tarry too long, but save the final confrontation with the spawn of Yog-Sothoth for the adventure's climax.

Although this adventure assumes that the PCs confront and kill the remaining three Keepers, driving them out of Carrion Hill is just as effective in saving the city (although it does leave the monstrous spawn of Yog-Sothoth uncontested, and it may become a recurring menace if it only relocates to the nearby swamps instead of being slain). Likewise, if the PCs capture one or more Keepers alive, you can use that opportunity not only to point the PCs toward the remaining Keepers but also as additional complications. All three Keepers know that the spawn seeks them to claim their spiritual energy, that their act of opening the portal tied their souls to its. They know that if the spawn kills them, it will grow stronger, and thus, if captured, the Keepers demand the PCs protect them—for their own good!

If the PCs are relatively swift about visiting the Keepers, and handle at least one per day, they'll be able to keep ahead of the spawn of Yog-Sothoth. They should certainly hear about the destruction of Keeper sites after they've dealt with the cultist there. For example, if the PCs defeat Keeper Myre on day one, they should learn on day two that the Carrion Hill Horror (as the locals soon take to calling it) destroyed Myre's middenstone vat building that morning. This should serve to keep the PCs moving forward. If the PCs delay their confrontations with the Keepers, feel free to have the spawn destroy one of those sites—this results in an increasingly more dangerous final confrontation, of course. You can even have the spawn attack and kill a Keeper that the PCs leave in what they think is "safe custody" with several Crows in a guard tower along the wall to point out that little can seem to stop the rampaging creature.

THE FINAL CONFRONTATION

The climax of this adventure can occur anywhere, but you should strive to present it at one of the three locations in Parts Two through Four if you can. The spawn of Yog-Sothoth is a horrifying opponent—at CR 10, it can easily destroy a group of fifth-level characters, and as a result you shouldn't force an encounter with the monster on your PCs before they have a chance to weaken it. The spawn's long years spent in limbo at the far side of the Sunless Grove portal have weakened it, inflicting a total of 10 permanent negative levels on the creature. Each time it kills one of the five Keepers who summoned it, 2 of those permanent negative levels are removed, so when this adventure begins, the spawn has a total of 6 negative levels (as a result, suffers a –6 penalty on attacks, saves, and checks, and has 30 fewer hit points than normal).

Each Keeper that the PCs kill robs the spawn of the chance to recover 2 of those negative levels; if the PCs can kill all three of the evil cultists, the spawn is stuck with the negative levels (until a foolish spellcaster uses *restoration* or other magic to fix it) so that by the end of the adventure, while still posing a significant threat to the PCs, they should have a better chance of defeating it. Furthermore, items and allies they have an opportunity to collect during this adventure should further arm them against the final confrontation.

The PCs are free to visit the three Keepers in any order they wish—in this manner, their actions determine the stage for the adventure’s climax, for as they deliver the final blow to the final Keeper, the spawn of Yog-Sothoth arrives. As the Keeper dies, a tremendous voice cries out nearby, its syllables not quite recognizable words save for three ominous syllables: “YOG-SOTHOTH!”

The nature of this final battle depends on where the PCs are when they finish off their last Keeper, but the following notes should aid in setting the stage.

Rupman’s Vat: As Keeper Myre dies, the spawn cries out in rage as it breaks through one of the walls of the building, spraying blocks of middenstone everywhere. To the PCs, this should look like nothing more than an eerie explosion until the invisible monster’s weight starts causing the floor itself to buckle. As the creature enters the building, it crashes through into the lower floor, causing a chain reaction of structural failure. Rupman’s Vat begins to collapse—all squares become difficult terrain as the building shakes, and at the start of each round, 1d4 creatures (determine which ones randomly) must make a DC 15 Reflex save to avoid taking 1d6 points of damage from falling timbers. The PCs have only 2d4 rounds to escape the building before the whole thing collapses, inflicting 8d6 damage on all creatures inside and burying them in rubble (DC 15 Reflex half and prevents being buried; see page 415 of the *Pathfinder RPG Core Rulebook*). The spawn of Yog-Sothoth is large enough that after only 1d3 rounds of being buried, it emerges from the rubble to continue the fight.

The Church on Elm Way: The PCs are likely under the Elm Way Church when they defeat Keeper Hyve; when he dies, give the PCs a DC 15 Perception check to feel a thundering sound above as the spawn, arriving just a few seconds too late, crushes the church and begins to bash its way down into area C2. The spawn is Large, and it takes 2 rounds to squeeze its bulk down the tunnel (destroying the ladder in the process) into area C2, perhaps giving the PCs a few precious rounds to launch ranged attacks at the monster before it emerges into the cave to attack.

Crove’s Asylum: Crove’s plot to lure the spawn into a trap works, and as the PCs confront Crove in the dungeons, they should hear thunderous footsteps pounding the

ceiling above as the spawn arrives and moves through the asylum. Even if the PCs cleared out all of the lunatics and the orderlies, the spawn is still lured by the presence of Crove’s soul, and soon after the PCs slay the old cultist, the spawn makes its way down into area D23, where the *invisibility purge* effect makes it visible and gives the PCs a better chance to attack.

SPAWN OF YOG-SOTHOTH

CR 10

XP 9,600

hp 133 (see page 29)

CONCLUDING THE ADVENTURE

This adventure ends as the PCs defeat the spawn of Yog-Sothoth, which they’ve hopefully managed to keep in a weakened state by slaying the cultists before it gets to them. As the spawn dies, it roars in outrage and then quickly slops away into a foul-smelling mess, leaving behind only a noxious, crusty stain of white powder on the ground. Eerily, its death is marked by a sickening sigh that seems to shudder up from the very earth itself, as if something even deeper under Carrion Hill were mourning the spawn’s death. As the sigh reverberates, it is taken up by an even greater noise from the skies above Carrion Hill as wheeling storms of crows descend back to the city’s rooftops, cawing and shrieking and cackling in a cacophony that lasts for hours. A DC 15 Knowledge (religion) check recalls old legends of how some birds act as psychopomps—entities who conduct spirits or souls to the Great Beyond. The fact that the birds carry on for so long indicates that a powerful soul indeed has moved on—a soul that the birds were not able to carry away. These events can mean whatever you wish. Perhaps they were nothing more than a final act of a world glad to be rid of such an unclean blight, or perhaps it is a precursor to an increase in activity in the area of the worshipers of the Old Gods. With the tale of the heroes spreading, will it be long before the tunnels under the Carrion Hill are explored again?

In any event, with the spawn slain, the Carrion Hill Horror comes to an end and life begins to return to normal. Mayor Heggry honors his promise to award the PCs, and in the light of their vanquishing of the hidden danger presented by the Keepers of the Oldest, he increases the award by an additional 3,000 gp. Of course, the citizens of Carrion Hill are not the only ones to take note of the PCs’ triumph. The region has long been haunted by the agents of the Old Ones, and they do not take kindly to meddlers in their ways. They are patient, but they are also vengeful. Man may rule now where they once did, but as the stars draw right, the time of the Old Ones’ return draws nigh, and the time for heroes has only just begun.

SPAWN OF YOG-SOTHOTH CR 10



XP 9,600

CE Large aberration (extraplanar)

Init +6; **Senses** blindsight 30 ft., darkvision 60 ft.; **Perception** +20

Aura stench (DC 22, 10 rounds)

DEFENSE

AC 24, touch 11, flat-footed 22 (+2 Dex, +13 natural, -1 size)

hp 133 (14d8+70)

Fort +9, **Ref** +8, **Will** +12

Defensive Abilities natural invisibility, **DR** 10/magic; **Immune** cold, fire; **Resist** sonic 10; **SR** 20

Weakness 6 negative levels (or fewer), not included in these totals

OFFENSE

Speed 30 ft., climb 30 ft.

Melee 1 bite +17 (1d8+8/19-20), 4 tentacles +16 (1d6+4 plus grab)

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

Special Attacks blood drain, devastation

STATISTICS

Str 26, **Dex** 15, **Con** 21, **Int** 17, **Wis** 17, **Cha** 20

Base Atk +10; **CMB** +19; **CMD** 31

Feats Combat Reflexes, Improved Critical (bite), Improved Initiative, Lightning Reflexes, Multiattack, Vital Strike, Weapon Focus (tentacles)

Skills Climb +33, Escape Artist +19, Intimidate +22, Knowledge (arcana) +17, Perception +20, Spellcraft +20, Stealth +15

Languages Aklo

ECOLOGY

Environment temperate hills

Organization solitary

Treasure standard

SPECIAL ABILITIES

Blood Drain (Ex) If a spawn of Yog-Sothoth establishes or maintains a pin with a tentacle, it drains blood via tiny slavering mouths that open along the tentacle's length, dealing 1d4 points of Constitution damage.

Devastation (Ex) As a full-round action, the spawn can assault a structure, dealing 4d6+16 points of damage to the structure in that round.

Natural Invisibility (Ex) This ability is constant—a spawn is invisible at all times, even when attacking. This ability is subject to effects like *invisibility purge*, *glitterdust*, and *faerie fire*, but cannot be dispelled.

Although the spawn of Yog-Sothoth are naturally invisible, they exude a hideous and unforgettable stench. They are begotten upon the world as the results of vile rituals in which cultists call down the essence of Yog-Sothoth from beyond the stars to impregnate a humanoid creature, for the Outer God is not of this dimension or world; only by incorporating flesh and bone of a mortal can its spawn exist. Upon death, a spawn's flesh rapidly melts until nothing but a crusty stain remains.

Ancient legend holds that the spawn of Yog-Sothoth are inflicted upon a world to clear it of all sane life and to prepare the way for the return of the Great Old Ones to their former dominion. Yet a spawn's ravenous and constant thirst for blood may be just as responsible for driving it to heights of mayhem and destruction that mark its presence in a region.

A spawn of Yog-Sothoth grows quickly to the size presented here, but if it continues to feed, it also continues to grow, albeit at a lesser rate. A truly ancient spawn of Yog-Sothoth can be the size of a barn or even a small hill.

Not all spawn of Yog-Sothoth are as massive or inhuman as the one presented here. Some (often twins to their more monstrous kin) remain roughly humanoid in shape and size, although their deformities are so great that they must wear disguises or several layers of baggy clothing in order to walk unchallenged in civilized regions. These sinister creatures have a wide range of strange and unusual abilities and appearances.



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APPENDIX: CARRION HILL

Known by frequent visitors such as tradesmen as the Boil, or, more basely, the Wart, Carrion Hill rises over the otherwise swampy southern banks of Kingfisher River, the only solid ground of any reasonable scope in the swampland known as the Wrythe for a distance of nearly 20 miles to east or west. When the river fog rolls in every morning and evening, those who dwell on the hill's Crown district can look out on a world of white vastness, while those below take solace in the simple fact that the ground beneath their feet is solid and unlikely to wash away after one of the area's frequent rainstorms or seasonal floods.

CARRION HILL

Small City standard government (mayor); **AL N**

DEMOGRAPHICS

Population 9,200

Racial Mix 82% human, 5% halfling, 4% half-orc, 4% gnome, 3% dwarf, 2% other

RULERS

Vanton Heggry, mayor of Carrion Hill (N male human aristocrat 9)

LAW ENFORCEMENT

The Crows, city watch (900 N human warrior 1 guards, 45 N human fighter 2 sergeants, 9 N human fighter 4 captains)

LIFE IN CARRION HILL

Carrion Hill is split into three districts. Atop the hill, the Crown serves as the home for the city's nobility, government, and most of its public works. The hill's slopes are a thick tangle of buildings and maze-like alleyways; this is the Tangle, where the bulk of the shops and residences can be found. The lowest part of the city, both physically and spiritually, is the Filth, a series of islands both natural and artificial, connected by old boardwalks and stone bridges. The city's poor and desperate dwell here, as do those industries so vital to the city's prosperity but so unwanted by its citizens—tanners, gong farmers, street cleaners, the fisheries, and the looming middenstone vats. Yet the Filth is also the city gateway, as the vast majority of Carrion Hill's visitors arrive by riverboat or barge via the district's refuse-choked canals.

Carrion Hill is also called the isle of 10,000 temples, and although the nickname is a significant exaggeration (there are actually a mere 180 temples in Carrion Hill, most of them but tiny one-room shrines), it seems that places of worship for gods both vast and slight grow from the very land. Shrines the size of cupboards, painted representations of gods with an offering of flowers beneath, rub shoulders with churches that somehow squeeze balcony upon balcony in tiny frames over almost decadently elaborate pulpits, and above all is the grandest place on the hill—the Ossuary Church of Pharasma.

THE FILTH

The western area of the Carrion Hill runs along the southern bank of the Kingfisher River. Much of the city's waste ends up here, and as such, the water quickly clogs with flotsam so that there are always several barges at work clearing the waterways and removing the flotsam to one of the Filth's great burn pits. Often, the transition between land and water is gradual, with shores being little better than quicksand; most buildings along the shore are built on wooden pilings sunk deep into the ground. Stories abound of folk who have found diamond rings, furs, and even magic items in the rubbish here, but also iron, wood, and other common salable commodities. A number of rag and bone merchants employ scavengers like this, and their warehouses are scattered on the edges of the Filth. The stench in the Filth is indescribable, especially in summer, and huge numbers of rats, flies, and particularly a species of maroon cockroach dwell here, making the land an almost living thing. The poorest (and generally newest) residents live in hovels clustered together for safety and stability—a town of scavenged rubbish. Numerous cruel taskmasters have their tanneries, alchemy workshops, and middenstone vats here.

THE TANGLE

By far the most crowded and populated part of Carrion Hill is the Tangle—the lower and middle heights of the hill itself. A twisting mass of alleys, dead ends, and lightless streets serve as the arteries and veins of the district. Towering around these black footpaths (that are often less than 2 feet wide) are claustrophobic houses of wood, stone, and increasingly, Middenstone. Anyone venturing into the myriad alleys without comprehensive knowledge of them or a guide stands an excellent chance of becoming lost, and those who do lose their way stand an excellent chance of being marked by thugs, cutthroats, or worse. However, in these alleys a traveler also passes countless houses, stores, and cupboard-shops selling everything from paper lanterns to decorative pig masks, from clay pipes and strange tobacco to street corner coffee houses at which locals gather to smoke long hookah pipes beloved of the population (the aromatic tobacco does an excellent job at masking the city's other smells).

THE CROWN

The cobbled streets at the top of the hill broaden and are bleached white, and locals joke half-seriously that the streets of the Crown are the tops of countless polished skulls. Buildings at the Crown are larger, and most utilize solid stone and good timber in their construction. Middenstone buildings are unknown in the district, but the color purple is not, for lavender grows in profusion in and around the many olive trees that thrive in the more pleasant air of the

CARRION HILL

A HISTORY OF CARRION

Carrion Hill gets its name from the fact that the city itself is built on the conquered and vanquished bones of previous cities—the site is no stranger to the carrion left in the wake of wars and famines and plagues. The following timeline summarizes who and what ruled the hill over the past 2,312 years, since the city's founding in 2,397 AR.

Dates	Inhabitants	AL	Summary
Before 2,397	Savage Cults	CE	Followers of the Old Cults
2,397–2,801	Varisians	CG	Desna worshipers, farmers, hunters, woodworkers
2,801–2,823	Kellids	CN	Mercenaries, Numerian barbarians, warmongers
2,823–2,944	Varisians	CE	Bandits, mercenaries, slavers, thieves
2,944–3,160	Varisians	CG	Desna worshipers, hunters, soldiers
3,160–3,203	Varisians	CE	Bandits, mercenaries, slavers, thieves
3,203–3,390	Orcs	CE	Barbarians, Rovagug worshipers, slavers
3,390–3,828	Undead	CE	Minions of the Whispering Tyrant
3,828–4,217	Taldans	LN	Aroden worshipers, soldiers of the Shining Crusade
4,217–4,258	Abandoned	—	Ghosts, scattered yellowtongue plague survivors
4,258–4709 (present)	Ustalavs	N	Current occupants

high hill. Actual crows are numerous here as well—some say they are waiting for something to happen. Merchants, dignitaries, and the wealthy make their homes here, enjoying the lack of taxes the isle grants.

Two structures on the Crown in particular bear special note. The first is Crown Manor, a fortified castle-like estate that serves as both the Carrion Hill town hall and the home of the city's mayor. Called Rag Manor by many of the city's citizens (but never to the mayor's face) for the colorful and plentiful flags and tapestries that hang from its walls and fly from so many of its tower roofs (yet are only very infrequently changed and replaced as they grow tattered), some 20 members of the Crows normally guard their lord along with one of the sergeants at arms. Crown Manor has served countless rulers of the hill as a last bastion against invasion, and it is said that its extensive dungeons consist of the ruins of no fewer than two dozen previous castles.

The other structure of note on the Crown is the city's largest and most intimidating church—the Ossuary Church. Built over the foundations of countless other graveyards and crypts, the Ossuary Church is run by the priesthood of Pharasma, although its site has served many deities over the ages. The building itself is white, its walls initially decorated with bones harvested from the depths of the church's ossuaries for the purpose of making room for the new citizens of the Hill as the older generations passed on, but eventually as a grisly sort of decoration to celebrate the death of a citizen. Within the church, the walls are decorated with beautiful but haunting frescoes depicting Pharasma's Boneyard. These murals are new, but the tradition is not—the deeper one goes into the vaults and crypts below, older murals for different gods exist. At the deepest level, in vaults the church has locked up and in which dwell strange and hideous monsters, the murals show the ancient rites of the Old Cults themselves.

MIDDENSTONE

The swamps around Carrion Hill, known locally as the Wrythe, have long been home to a particular species of insect that has adapted to urban life with shocking success. Known as carrion roaches, these deep maroon cockroaches thrive on the waste and filth of the city, and while they infest homes in increasing numbers the lower down the hill one travels, the industrious folk of Carrion Hill have found a singular use for them.

When crushed, boiled, and mixed in the right proportions with powdered brick, bone, and gravel, the roaches serve as the not-so-secret ingredient to create a substance called middenstone. This somewhat nauseating mauve material is similar to a mix between adobe and concrete. Kept in a semi-liquid and foul-smelling state in the large midden-vats of the Filth, raw middenstone can be molded into sheets, bricks, or many other shapes. Allowed to cool, middenstone has the same strength and hardness as wood but is much easier to mold and is relatively resistant to fire and rot. Middenstone is used for piping, bricks, siding, and as a relatively cheap building material.

Middenstone has a peculiar, somewhat sickening, violet hue which comes from the cockroach carapaces used in its creation, as well as an unpleasantly organic smell of tar, oil, and graveyards. The substance's main disadvantage is that it weathers badly and thus buildings incorporating it need more upkeep than those of stone. Of course, to the creators of middenstone and the owners of the vats, this is in many ways a welcome bit of job security, as there will always be a need for more middenstone.

Middenstone Wall: Typical thickness 6 inches; Break DC 20; Hardness 5; hp 60 per 10-ft.-by-10-ft. section; Climb DC 24.

Middenstone Door: Typical thickness 2 inches; Hardness 5; hp 20; Break DC (stuck/locked) 23/25.



SELTYIEL

MALE HALF-ELF FIGHTER 1/EVOKER 4

ALIGN LE INIT +3 SPEED 30 ft.

ABILITIES

12	STR
17	DEX
14	CON
14	INT
8	WIS
10	CHA

DEFENSE

HP 34
AC 19
touch 15, flat-footed 15
Fort +5, Ref +4, Will +3

SPECIAL ABILITIES
intense spells (+2 damage),
low-light vision

OFFENSE

Melee +1 longsword +6 (1d8+2/19-20)
Ranged mwk shortbow +7 (1d6/x3)
Base Atk +3; CMB +4; CMD 19

SPELLS

Spells Prepared (CL 4th, +6 ranged touch, 10% spell failure)
2nd—*bull's strength*, *mirror image*, *scorching ray* (3)
1st—*enlarge person*, *burning hands* (2, DC 14), *magic missile*, *shield* (2)
0 (at will)—*det. magic*, *flare* (DC 13), *light*, *mage hand*, *ray of frost*, *prestidigitation*
Opposition Schools Enchantment, Necromancy

SKILLS

Craft (alchemy)	+10
Diplomacy	+2
Intimidate	+4
Knowledge (arcana)	+10
Perception	+3
Spellcraft	+10

FEATS

Combat Expertise, Dodge, Scribe
Scroll, Spell Focus (evocation),
Weapon Focus (longsword)

FAMILIAR

Dargenti (bat)



Combat Gear acid, alchemist's fire (2), *potion of barkskin* (2), *potion of cure moderate wounds*, *scroll of bear's endurance* (2), *scroll of levitate*; **Other Gear** +2 leather armor, *ring of protection* +1, +1 longsword, mwk shortbow, arrows (20), dagger, flask of fine absinthe worth 50 gp, gold holy symbol of Asmodeus worth 75 gp, backpack, spellbook, 392 gp



HARSK

MALE DWARF RANGER 5

ALIGN LN INIT +3 SPEED 20 ft.

ABILITIES

14	STR
16	DEX
15	CON
10	INT
14	WIS
6	CHA

DEFENSE

HP 42
AC 18
touch 13, flat-footed 15
Fort +6, Ref +7, Will +3
+2 against poison and spells

SPECIAL ABILITIES

avored enemy (humanoids [giant] +4, aberrations +2), hunter's bond (companions), +1 on attack rolls against goblinoid and orc humanoids, darkvision 60 ft., favored terrain (swamp), track, wild empathy

FEATS

Endurance, Point-Blank Shot, Precise Shot, Rapid Reload, Rapid Shot

SPELLS

Spells Prepared (CL 2nd)
1st—*delay poison*, *longstrider*

OFFENSE

Melee +1 greataxe +8 (1d12+3/x3)
Ranged +1 heavy crossbow
+9 (1d10+1/19-20)
Base Atk +7; CMB +7; CMD 20
(24 vs. bull rush or trip)

SKILLS

Heal	+8
Knowledge (dungeoneering)	+8
Knowledge (local)	+5
Perception	+10
Stealth	+11
Survival	+10



Combat Gear *potion of cure moderate wounds* (2), antitoxin, smokestick, tanglefoot bag; **Other Gear** +2 studded leather, +1 greataxe, +1 heavy crossbow, bolts (30), +1 shock bolts (4), backpack, rations (6), tea pot, 262 gp



MERISIEL

FEMALE ELF ROGUE 5

ALIGN CN INIT +3 SPEED 30 ft.

ABILITIES

12	STR
17	DEX
12	CON
10	INT
13	WIS
10	CHA

DEFENSE

HP 32
AC 19
touch 15, flat-footed 14
Fort +1, Ref +5, Will +1
evasion, +2 bonus vs. enchantment, +1 vs. traps

SPECIAL ABILITIES

bleeding attack, immune to sleep, low-light vision, trapfinding, sneak attack +3d6, surprise attack

FEATS

Dodge, Mobility, Weapon Finesse

OFFENSE

Melee +1 rapier +8 (1d6+2/18-20)
Ranged dagger +7 (1d4+1/19-20)
Base Atk +3; CMB +4; CMD 19

SKILLS

Acrobatics	+12
(jumping)	+17
Climb	+9
Disable Device	+12
Intimidate	+8
Knowledge (local)	+4
Perception	+11
Sense Motive	+5
Sleight of Hand	+12
Perception	+12
Survival	+2
Swim	+6



Combat Gear acid, alchemist's fire (2), *potions of cat's grace* (2), *potion of cure moderate wounds*, thunderstone; **Other Gear** +1 studded leather, +1 rapier, daggers (12), *ring of jumping*, backpack, grappling hook, silk rope (50 ft.), hooded lantern, lantern oil (5), rations (4), mwk thieves' tools, polished jade worth 50 gp, 328 gp



KYRA

FEMALE HUMAN CLERIC OF SARENRAE 5

ALIGN NG INIT -1 SPEED 20 ft.

ABILITIES

13	STR
8	DEX
14	CON
10	INT
18	WIS
12	CHA

DEFENSE

HP 37
AC 20
touch 10, flat-footed 20
Fort +7, Ref +1, Will +11

SPELLS

Spells Prepared (CL 1st)
3rd—*blindness/deafness* (DC 17), *dispel magic*, *searing light*^D
2nd—*aid*, *bull's strength*, *cure moderate wounds*^D, *resist energy*
1st—*command* (DC 15), *cure light wounds*^D, *divine favor*, *sanctuary* (DC 15), *shield of faith*
0 (at will)—*create water*, *det. magic*, *light*, *mending*
D domain spell; **Domains** Healing, Sun

SPECIAL ABILITIES

channel positive energy (3d6, 3d6+5 vs. undead, DC 13, 4/day), rebuke death (1d4+2, 7/day), spontaneous cure

OFFENSE

Melee +1 scimitar +6 (1d6+2/18-20)
Ranged mwk light crossbow
+3 (1d8/19-20)
Base Atk +3; CMB +4; CMD 14

SKILLS

Diplomacy	+6
Heal	+12
Knowledge (planes)	+5
Knowledge (religion)	+8
Perception	+5

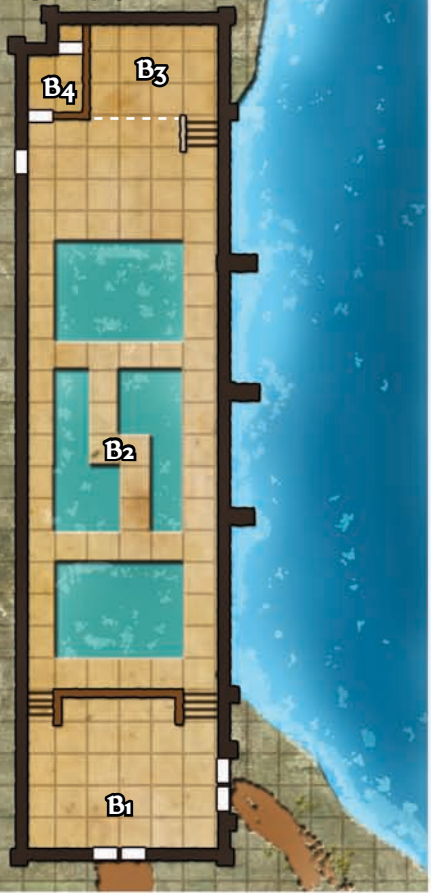
FEATS

Combat Casting, Iron Will, Weapon Focus (scimitar)



Combat Gear *wand of cure moderate wounds* (20 charges); **Other Gear** +1 chainmail, +1 heavy steel shield, *ring of protection* +1, *cloak of resistance* +1, +1 scimitar, mwk light crossbow, bolts (20), *elixir of truth*, backpack, rations (6), gold holy symbol (with *continual flame*) worth 300 gp, 443 gp

Rupman's Vat



Elm Way Church



The Great Filth



Crove's Asylum Dungeon



Crove's Asylum Ground Floor



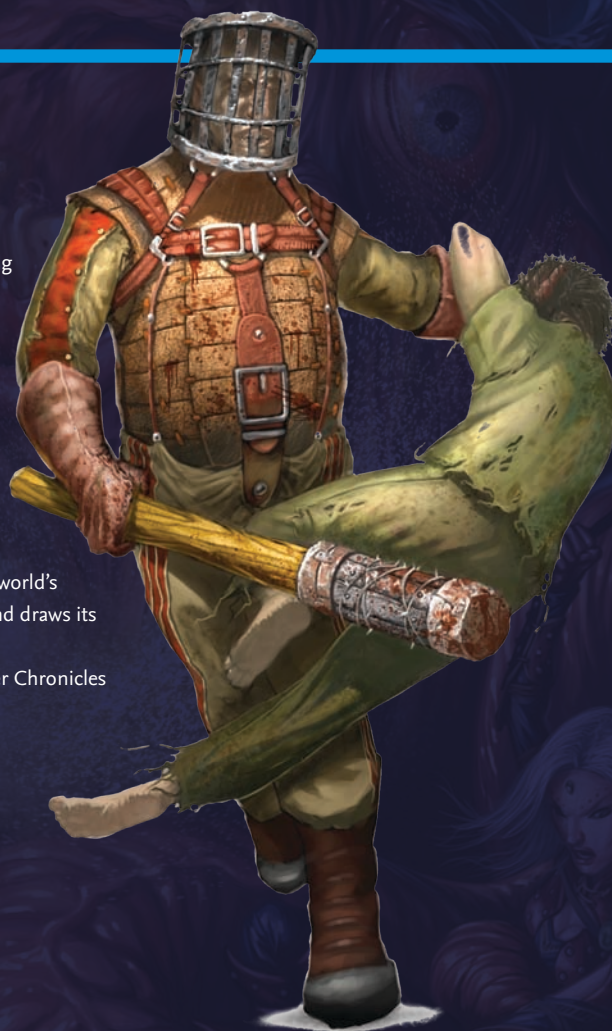
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Pathfinder Module CARRION HILL

The strange city of Carrion Hill has long loomed over the surrounding swamps in eastern Ustalav, yet its rulers have shifted many times through the centuries. Often enough that only a few sinister scholars and curious minds know the true nature of the hill's original inhabitants—vile and depraved cultists of the Old Gods. Yet this morning, a dreadful recrudescence rises from the depths of buried nightmare in the vaults below Carrion Hill. A monster stalks the twisted alleys of the city, spreading panic before it and leaving destruction in its wake. Can the Carrion Hill Horror be stopped?

Carrion Hill is a adventure for 5th-level characters, written for the Pathfinder Roleplaying Game and compatible with the 3.5 edition of the world's oldest RPG. The adventure features a mix of urban and dungeon sites, and draws its inspiration from the popular writings of H. P. Lovecraft.

This adventure is set in the sinister country of Ustalav in the Pathfinder Chronicles campaign setting, but can easily be adapted for any game world.



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