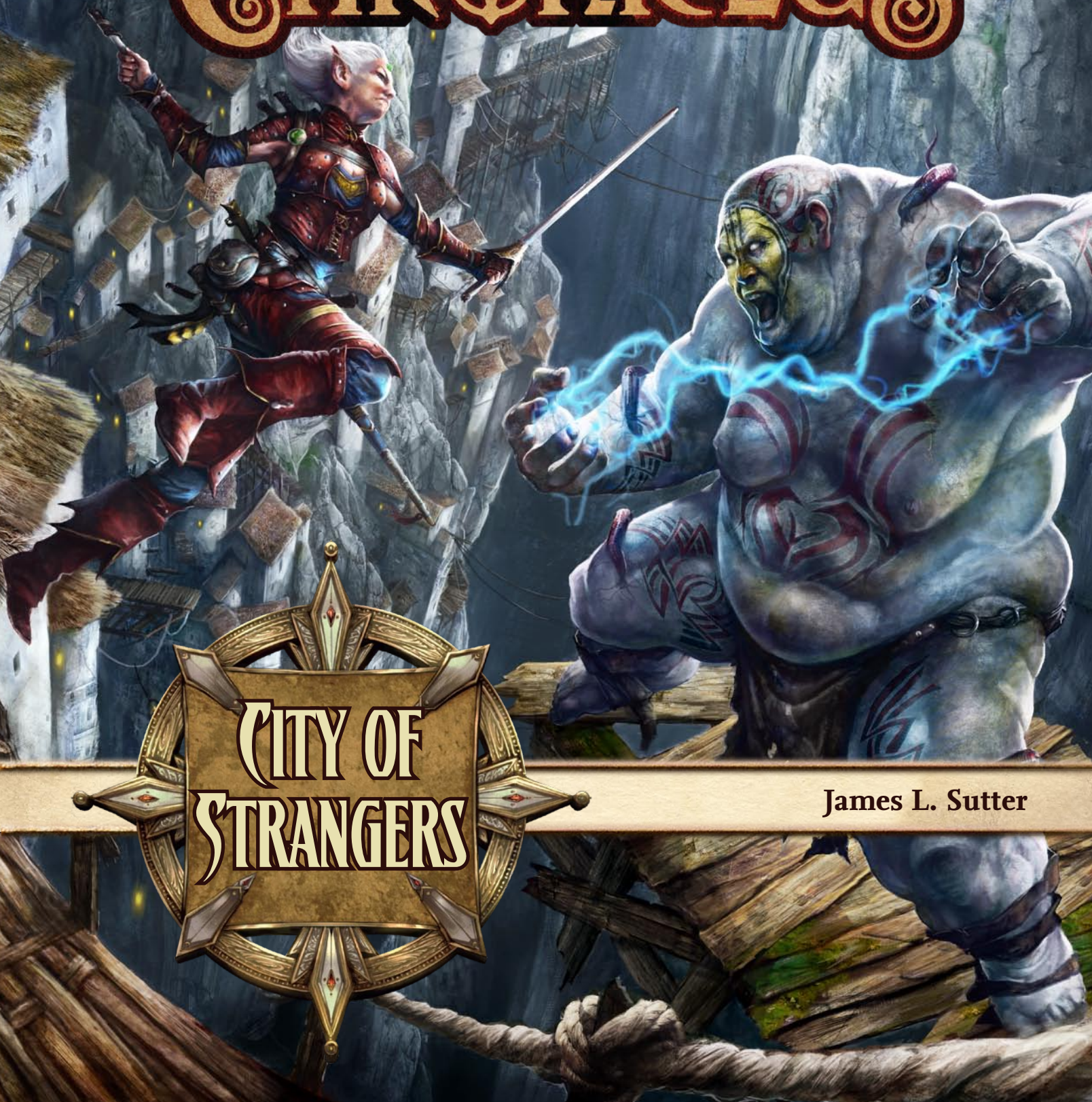


PATHFINDER CHRONICLES



CITY OF
STRANGERS

James L. Sutter



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☒ equals 75 feet

☒ LAST RITES



Kaer Moga

LOCATIONS OF NOTE



CITY OF STRANGERS

A *Pathfinder Chronicles* Supplement

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



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Introduction

IN WHICH WE LEARN THE NATURE OF THINGS

“New to the city? All respect and honors, gov, but you’re not. No one is. These walls have seen wonders that would turn you or me to dust, and they’ll see more after you’re gone. No sir, Kaer Maga may be new to you, but you’re nothing new to Kaer Maga. Ten thousand years she’s slept here, and still we’ve yet to wake her. Some would say as we’re her dreams, on account of our strangeness, but I don’t buy that. I say we’re her children, though a fat lot of good that does us. See, the city, she’s like a giant insect who’ll devour her young without a second thought. In here, there’s none who will so much as bother to forget you when you’re gone. You’re nothing. I’m nothing. And these warrens will be our tomb.

“Why the long face, chum? This is home. And besides, you’ve got me. And for a fiver a day, I’m your new best friend.”

—Gav Nahli, freelance greeter



It begins as a rumor, a fairy tale. In the ghettos of an unforgiving city, a child of an ethnic minority—unpopular even in his homeland—hears tales of a city without judgment. In the glow of a burning palace, a disgraced noble begs his advisors for a place to disappear. In the dank mud of the forest, hiding from the guard's hounds, thieves whisper of a city without laws, without sanctions or pursuit.

This is always the way.

They come, alone or in caravans, to the foot of the great cliff and stare up at the city walls above, eight stories tall and broken by a thousand doors and windows. They pass through the gateless tangle of beggars and schemers and emerge into a city of contrasts: perpetual twilight inside its hollow, sheltering walls, the endless noise of crowds and hawkers at its center. They enter—the pilgrims and refugees, fugitives and opportunists—and are seen, and are just as quickly forgotten. As one, they are enveloped and disappear, vanishing into the patchwork populace and melding with it—just a few more faces in a city that long since quit noticing them.

A city of outcasts. A city of strangers.

Welcome to Kaer Maga.

HISTORY

Since Avistan's civilized races first emerged from the sea (or the blackness of space or the earth's subterranean womb, depending on who's telling the story), the stone ring of Kaer Maga has stood at the edge of the great rocky shelf known as the Storval Rise. Not even the long-lived elves of Kyonin or the wizened librarians of the Atheneum, with all their ancient and forbidden knowledge, can remember a time before the great structure's existence. Yet over the centuries, a select few scholars have been able to piece together a patchwork story of the city's checkered past.

Certainly the structure was here when Xin, an exiled Azlanti spellcaster of godlike power, first established the vast Thassilonian empire, dividing up the lands that would one day become Varisia, the Hold of Belkzen, and the Lands of the Linnorm Kings and entrusting them to his faithful governors, the fabled runelords. It was one of these, the first Runelord of Greed, who claimed to have discovered the strange hexagonal monument as he made an initial survey of his great kingdom of Shalast.

Yet as with many such "discoveries," the structure was not unoccupied. Within its walls lived a society of beings unlike anything the wizard-king had ever seen—a race of prophetic, extraplanar creatures that consumed thought as a human consumes bread, immortal and ageless beings locked forever in a hive mind that contained secrets beyond imagining. With no name for themselves (and no need of one, for all were, in their own way, merely aspects of a single telepathic whole), the eyeless creatures accepted

the runelord naming them "caulborn" readily enough and made clear their desire to share information. Eager to learn what he could from the outsiders—who didn't seem to understand or care for the distinction between partners and subjects—the runelord quickly agreed. All his new allies asked for in return was intelligent organisms on which they could feed.

It was in this initial bargain that the future of Kaer Maga was forged. Into this strange and half-ruined structure—for some disaster before his coming had left the ring smashed clean through in one corner—the runelord tossed those subjects who had outlived their usefulness. Dissidents, criminals, failed experiments, and would-be usurpers—all were cast into the city to live out their lives as best they could, not in pain, but as fodder for the monstrous scholars that walked among them, drinking their secrets one memory at a time. This prison bore as many names as it had prisoners—the Asylum Stone, the Hex, the City on the Cliff—but in the end none could ever supplant the mysterious moniker which the caulborn claimed predated even their tenancy: Kaer Maga.

Over the course of generations, Kaer Maga grew in size, still receiving a steady influx of political prisoners and other individuals the runelord found too valuable to kill but now also harboring countless citizens born into the strange, enforced isolation of the city. Their numbers soon dwarfed those of the caulborn. In seeking an easy way to staff his prison city, the runelord hit upon the idea of employing undead. Eternal, powerful, easily capable of controlling the rabble within the walls, and dependent on their continued husbandry for survival, the vampires he created were as trapped as the prisoners were within the confines of the city, bound by oaths stronger than iron, but were set above them. These vampires became his wardens, and with the caulborn, his historians and record-keepers, they ruled the city, content to let those under their control self-organize so long as their food supply was never endangered.

For uncounted years this arrangement continued. The runelord and his successors grew wise off secrets gleaned from his mysterious advisors and from those treasures dredged from the caverns beneath the city, tunnels whose origins and extent were opaque even to the caulborn. With their powers of prophecy, the caulborn kept the masters of Shalast ever one step ahead of their enemies.

Yet in the end, it was this same power that proved the runelord's undoing. In a vision of unsurpassed vividness, the caulborn foresaw the coming of the *Starstone* and the holocaust of burning trees and blackened skies that would ensue. They knew that the world of men would be broken for an age—and that Thassilon's time was past. Without warning the current runelord, an archmage named Karzoug, they retreated deep into the tunnels beneath the city, placing thousands of feet of stone between themselves



This Is Not the End

The book you hold in your hand is undoubtedly the most thorough book on Kaer Maga that will ever be written. Representing several years of daydreaming, starting out as the background for a chapter in the Pathfinder's Journal and evolving into much more, this guide contains countless NPCs, adventure hooks, guilds and gangs, monsters old and new, and cultures never seen before on the face of Golarion.

It's also only the beginning.

There's a common misconception that a game universe is limited by "canon," that those people and things mentioned in a sourcebook represent the entirety of what exists in a given location. Yet it should be remembered that Kaer Maga, fictional or otherwise, is still a *city*—a living, breathing web of intrigue and interpersonal relationships, thousands of individuals living in conflict or harmony. Whether 64 pages or 640, no guidebook could hope to detail every secret, explain every background or motivation of the city's residents, any more than a single book could explain New York, London, or Tokyo. Instead, this book is intended to paint Kaer Maga with broad strokes and then leave the rest to you as GM, having planted enough seeds for you to grow your own version of the Asylum Stone. For every fact given—the nature of the Sweettalkers, the process by which bloattmages use their blood to empower their magic, the secret history of the city beneath the city—the hope is that two new questions will be raised. For these questions are the stuff from which adventures are made and are where the GM's real work—and fun—begins.

Thanks for visiting Kaer Maga—there's room here for everyone. Especially you.

and the ruin to come. With them they took only those slaves they needed for their own survival, plus the vampires with whom they had formed a close bond—for though the magical law of their Thassilonian masters kept them bound to the city, it did not specify the city's surface. The enraged runelord quickly uncovered the motives behind their betrayal, but by then there was only enough time to make his own hasty arrangements before the sky fell.

During the Age of Darkness, Kaer Maga underwent great upheaval. Bereft of leadership in a time when the sky rained fire and crops withered in the ground, the citizens looked to each other. Some braved the broken wards of lost Shalast and left, striking out to join the world outside. Others delved into the city beneath for shelter, only to be rebuffed by their former wardens and other horrors that haunted the deeps. In the end, most survived as they always had—by huddling together around the resources set in place by their masters and the city's unknown architects, retreating into the shelter of the ring walls to wait for better days.

Throughout the ages that followed, this sense of isolation and self-reliance came to define Kaer Maga as a city, allowing it to survive and even thrive as the world outside slowly rebuilt itself from the ashes. No matter what wars were fought outside its walls or what borders were theoretically drawn through the surrounding lands, the ancient prison-city kept to itself, asking no favors but suffering no outside masters. In time, this attitude became common knowledge, and those seeking to disappear began showing up on its doorstep, begging for sanctuary. As word spread, outcasts and persecuted minorities from across Avistan and the lands beyond began making the trek to the promised city, determined to start anew somewhere that would neither judge them nor turn them over to their enemies. Thousands of years after its founding, the Asylum Stone was at last living up to its mocking nickname.

Today, Kaer Maga is a bustling hub of trade. As the magical resources of previous millennia slowly failed, its residents learned much of agriculture, yet the lands around the city are harsh, and trade is far easier for most than attempting to work the soil. Just as their ancestors—many of whom were themselves criminals and agitators with wildly different philosophies—managed to overcome their differences in order to survive, so too do modern Kaer Magans believe in keeping their opinions to themselves and allowing nearly all ethnicities, cultures, and practices a place within their walls, giving rise to the standoffish adage that "your business is your business." Indeed, this tolerance has only helped the city, making it a milling hodgepodge of cultures as its reputation draws merchants and emigrants from all over, eager to live and work in a city without boundaries. Also in accordance with their ancestors' desire to never be imprisoned again is the residents' staunch rejection of any authority beyond the immediate—the family, the gang, or the contract. In the constantly shifting power dynamics of Kaer Maga, money and favors are the only dependable factors, and while most residents bear nominal allegiance to one faction or another, none of them are eager to see their city united. It's been 10,000 years since Kaer Maga bowed to any king, and it shows no signs of changing.

THE CITY AT A GLANCE

Kaer Maga is divided into 11 districts, each of which is covered in detail in Chapter 1. Most of the districts lie inside the massive, hollow stone ring of the city walls, which are honeycombed with different levels and in places open up into cavernous spaces holding entire neighborhoods that never see the sun. These enclosed regions are called the Ring districts. The three districts in the city's open center, called the Core, are much more defined, and viewed by most of the gangs as neutral territory, lest their squabbling upset the merchants who are the city's lifeblood.



Ring Districts

The following districts exist inside the city's stone wall.

Ankar-Te: The most diverse collection of foreigners in a city based on immigration, Ankar-Te is a hodgepodge of cultures and the only district in Kaer Maga that allows undead to walk the streets unmonitored.

Bis: The fabled ledge-manors known as the Balconies of Bis climb the walls of this immense chamber like cliff dwellings, ruled fairly but severely by a family of brilliant golem-crafters.

The Bottoms: This cliff-side district is the home of the escaped slaves and abolitionist revolutionaries known as the Freeman, whose riotous celebration of democracy is matched only by the ferocity with which they defend it.

Cavalcade: The industrial heart of Kaer Maga, Cavalcade houses mills and smithies that are frequently powered by the countless streams and aqueducts that run through it.

Highside Stacks: The richest and most powerful members of Kaer Maga exist not within the city but rather above it, making their homes in posh towers so large and accommodating that many of their residents never set foot on the ground.

Oriat: This district is the most colorful of them all, renowned for its theaters, music, nightlife, bardic college, youthful exuberance—and the sectarian warfare that regularly claims the lives of its citizens.

Tarheel Promenade: Home of the powerful Arcanists' Circle, Tarheel Promenade is one of the best markets in all Varisia for items of a magical nature.

The Warren: Razed long ago by unknown forces, this broken section of the Ring has grown into a ramshackle shantytown seven stories tall and is home to the city's poorest residents.

Core Districts

The following districts lie in the city's open-air center.

Downmarket: A constantly shifting bazaar of tents and stalls, Downmarket is Kaer Maga's primary commercial district, where foreign caravans meet to trade with locals and each other.

Hospice: No city is complete without a hospitality district, and Kaer Maga's is among the best. Hospice offers the best and worst accommodations a visitor could ask for, as well any sort of licentious entertainment he might desire—and some he'll wish he could forget.

Widdershins: An island of sanity in a city of chaos, Widdershins is a quiet, domestic neighborhood where everyone acts appropriately, lest their neighbors turn them over to the Constabulary for "readjustment."

The Undercity

Though not truly part of the city, a vast network of natural and artificial chambers and tunnels lies underneath Kaer

Maga, extending so deep into the cliff that its depths have never been charted. Locals refer to the whole system as "the Undercity" and avoid all but the topmost layers, which they use for storage, secret hideaways, and occasionally shelter, depending on the brotherhood of urban rangers known as the Duskwardens to seal off any further passages and protect them from the bizarre abominations that occasionally rise from the depths. In truth, however, these deeper chambers—abandoned workshops and prison cells, lost cities and pocket dimensions left over from the world's creation—hold far more than those living above them could imagine and still occasionally draw brave and foolhardy adventurers seeking to make names for themselves. This region is covered in more detail in Chapter 3: Beneath Kaer Maga.

KAER MAGA

CN small city

Corruption +5; **Crime** +7; **Economy** -1; **Law** -6; **Lore** +2, **Society** -3

Qualities magically attuned, notorious, prosperous, strategic location

Danger +35

DEMOGRAPHICS

Government anarchy

Population 8,000 (5,500 humans, 500 halflings, 400 dwarves, 400 half-elves, 400 half-orcs, 200 gnomes, 100 elves, 100 orcs, 75 trolls, 50 centaurs, 50 goblins, 50 nagas, 175 others)

Notable NPCs

Horus Ilaktya (NE male human cleric of Urgathoa 9)

High Priestess Shamalay Kasan (N female human cleric of the child-goddess 7)

Merriman Ardoc (LN male human wizard 9)

Suthevan Gyves of the Arcanists' Circle (N male half-elf wizard 9)

Father Zho of the Brothers of the Seal (LN male human monk 7)

Aldair Eámon of the Brothers of the Seal (N male human rogue 5/assassin 2)

Dakar of the Commerce League (NE male dark naga)

Warden Rogard Hammerfell of the Duskwardens (LG male dwarf ranger 11)

Halman Wright of the Freeman (NG human male ranger 7)

Elias Sayer (N male human rogue 5/expert 2)

Madam Rose (N female human expert 3/aristocrat 2)

Lord Victae Cobaru (LN male vampire wizard 7)

Uncle Guden (unknown)

Chief Bursar Tomkin Rassi (LE male human expert 2/aristocrat 3)

Minister Abigail Van Heuse (LN female human aristocrat 5)

MARKETPLACE

Base Value 7,600 gp; **Purchase Limit** 55,000 gp; **Spellcasting** 8th **Minor Items** 4d4; **Medium Items** 3d4; **Major Items** 1d6



The City

IN WHICH WE LEARN THE FOLLY OF NAVIGATING UNAIDED

“Some people never get the hang of the Ring. To them, it’s one big maze. They never get used to the closeness, the walls on all sides and the layers on top of layers. Those folks, they move to Widdershins, and good riddance! They may like our business, but they don’t like the Ring, which is missing the point entirely. These walls aren’t a rat’s nest—they’re a palace! In Kaer Maga, even our outdoors is indoors! Who could give up such luxury? I’ll take the glow-worms of Bis over the sun any day.

“But the Core’s—ah, that’s where the money’s made. And in Kaer Maga, if you aren’t winning, you’re losing, and I’m a right sore loser. So grab your hat and hold onto your purse. We’re headed sunside.”

—Gav Nahli, entrepreneur extraordinaire



First-time visitors to Kaer Maga often find the city both disorienting and disconcerting. In addition to the myriad cultures and races rubbing shoulders in its streets, many of them bizarre and potentially frightening, the streets themselves can be a nightmare to those outsiders too brash and overconfident to hire local guides. Such individuals frequently find themselves in over their heads as they attempt to navigate streets that run in three dimensions, including up and down staircases and ladders, or try to keep track of the invisible boundaries of neighborhoods whose borders are poorly marked and in some cases overlap at different elevations.

This chapter provides basic geographical information for each of the 11 districts and the city as a whole, as well as describing numerous landmarks and locations of note. As Kaer Maga's eight surface levels and countless basement levels are too big to be illustrated here, the maps presented are of the ground level only—while most of the city's larger structures are located on this level, the more cramped and maze-like upper stories hold the majority of the city's residential population, as well as numerous small businesses and shops intentionally left undetailed for you to define.

Geographical Overview

The first thing a traveler to Kaer Maga sees is the cliff. Towering 3,000 feet high in places and never dipping below a thousand, carved with the faces and forms of vanished kings and gods, the Storval Rise neatly bisects the frontier land of Varisia along a massive tectonic fault line, separating the lush lowlands of the coast from the arid and pitiless badlands of the Storval Plateau. Stark and forbidding, these rocky bluffs are unclimbable by all but the most daring, leading those who seek passage out of the civilized lands to ascend carefully along the edge of the Yondabakari River, which cuts a channel through the stone, or else to turn north and head straight for Kaer Maga itself, hoping to brave the legendary Halfflight Path.

From a distance, Kaer Maga appears to be an enormous outcropping of gleaming, white stone extending straight up from the cliff's edge, its 80-foot-high walls forming a seamless, six-sided ring and its squared-off skyline broken only by a cluster of towers and minarets at the south end. Upon closer inspection, however, the great walls are revealed to be riddled with holes at every level, doors and windows carved by its residents. From these random entrances hang knotted ropes and ladders, cargo nets and winch-operated dumbwaiters, which residents use to come and go without a second thought—even children swing stories above the ground and scamper carelessly across makeshift landings. While several gated entrances at ground level are big enough for carts to pass

through unhindered, most newcomers enter through the Warren, a vast break in the walls where some unknown force shattered the stone in ages past. Here a highrise of wooden scaffolding and temporary structures towers almost as tall as the walls themselves, and Kaer Maga's poorest citizens live arboreally on planks and nets in a shantytown of vast proportions.

Those who pass through the madness of the Warren quickly realize the true strangeness of the city's construction, for rather than being bordered externally by stout defensive walls, most of Kaer Maga lies literally inside its walls. Hundreds of feet thick, these vast stone bulwarks are mostly hollow, riddled through with chambers large and small and housing most of the city's population in the twilight beneath their roof. In places the chambers are large enough that structures rise up the sides or stand free like those of a conventional city, while in others its interior is split into distinct floors, with entire neighborhoods stacked one on top of each other. These areas are collectively known as the Ring and are generally avoided by outside merchant caravans, which instead move swiftly into the bustling open-air commercial districts known as the Core, pausing only to hire one of the countless Warren children who work as guides.

As the only area of the city to receive natural light and the source of the population's water, the Core is considered neutral ground by most of the gangs and organizations vying for control of the city. Here a thousand sounds and smells war with each other in a raucous cacophony, and those with ready cash and strong stomachs can find anything their hearts desire, from obscure magical items and exotic pleasures to occult knowledge and human chattel. In theory all traders are welcome in Kaer Maga, and the complete lack of moralizing and taboos means that the markets—like the rest of the city—are a haven for outcasts and those who cannot find acceptance anywhere else.

Kaer Maga is roughly organized into 11 districts, eight in the Ring and three in the Core, each of which is detailed in the following pages. Though many of the districts are controlled primarily by one faction or the other, the borders between them are not political but rather geographical—simply names for neighborhoods that may date back thousands of years. Regardless of their personal allegiances, all residents of Kaer Maga can pass freely through the various districts, though gangs in active opposition are wise to avoid flaunting their presence on each other's home turf. Most of the city's citizens bear only nominal affiliations with the various organizations and as a result simply keep their heads down and do as they please, trusting to the balance of power and spirit of *laissez-faire* to keep them safe.



Resources and Economy

To most students of geography, Kaer Maga's location seems an extremely impractical site for a city. Perched atop a cliff face over a thousand feet high, surrounded by the dry grasslands of the Storval Plateau, and several hours' walk from the life-giving waters of the Yondabakari, Kaer Maga seems well situated for defense and little else. Deep springs well straight up through the solid rock of the cliff to feed the city's unnamed central lake, and numerous canals and aqueducts route its water throughout the city before sending it crashing down through Cavalcade and over the edge in great cascades. While it seems likely that this unusual water source was originally coerced through magic—and indeed, many of the aqueducts rely on regularly maintained enchantments in order to reach all parts of the city—the underground aquifers which feed it have lasted for millennia and show little sign of stopping, forming the backbone of the city's sanitation as well as its drinking water.

While nearly all of Kaer Maga's residents live within its protective walls, a small cadre of farmers and shepherds emerges each day at dawn to walk the winding dirt paths that spread out like fingers into the surrounding fields. On these patches of arid, rocky soil, the hardscrabble farmers manage to eke out small amounts of grain, while the shepherds have far better luck, allowing their herds of cattle, sheep, goats, and aurochs to roam free across the plains and ridges, grazing on the sharp grasses and protecting themselves well enough from the occasional predator. Together, these agricultural pursuits would hardly be enough to sustain the city, but fortunately for those who work the land, they don't have to.

Instead, Kaer Maga is overwhelmingly a city of trade and craftsmanship, and what its local soil fails to provide in foodstuffs can easily be imported. Most of its consumables come from the Korvosan holdings of Sirathu and Abken, or else from the large number of individual homestead farmers working the lowlands near Kaer Maga, who find it easier and more economical to transport their goods directly to the cliff city than to sell through middlemen or ferry their cargo all the way downriver to the coast.

Because of its reputation as the most accommodating and well-stocked trade hub north of the Inner Sea, where anything at all can be bought or sold, Kaer Maga attracts skilled tradespeople eager to hawk their wares to the constant stream of traveling merchants cycling through the Core districts. From the Ardoc family with their golems and constructs to the near-limitless capabilities of the Arcanists' Circle, the necromancers of Ankar-Te to the skin artists of Oriat, at least half of the wonders within Kaer Maga's marketplaces are locally produced, as the city continues even today to prove an irresistible

lure to those with unconventional passions or little patience for societal strictures.

ANKAR-TE

Even within a city as ethnically, culturally, and ideologically diverse as Kaer Maga, the tendency to stick to one's own kind still leads to the creation of "international districts," congregations of foreigners either too strange or unwilling to be fully assimilated into the city as a whole. Though many of its families and sects have been in Kaer Maga for hundreds or thousands of years, the crowded and incense-laden streets of Ankar-Te attract by far the most immigrants from the distant south and east, bringing with them traditions from (or shunned by) such far-off lands as Tian Xia and the Impossible Kingdoms. While its citizens have come to be every bit as important to Kaer Maga life as the other residents, Ankar-Te is still home to some of the most extreme and bizarre practices, both profitable and abhorrent, and most traveling merchants would avoid it if not for the allure of its exotic gaming halls and unmentionable services.

While Kaer Maga has few overarching rules, and even fewer people interested in enforcing them if they don't have to, Ankar-Te is the only district that wholly embraces necromancy and the creation of the undead. These animated corpses—politely known as the Twice-Born but generally referred to by more common names—are a frequent sight within the neighborhood, assisting their masters in simple tasks or bearing them along in sedan chairs, their grayed flesh often draped with garlands of flowers and doused with pungent perfumes to offset the smell of decay. Though accorded roughly the same rights as horses or other property, these creatures are tolerated only so long as they remain under their masters' direct control, and any undead who show signs of willfulness or rebellion are quickly put down by those nearby for the safety of everyone. Though several prominent necromancers sell bound undead and other, lesser necromantic offerings, by far the most powerful is **Horus Ilaktya** (NE male human cleric of Urgathoa 9), owner of the shop Last Rites and the nominal leader of Ankar-Te, a position he shares with High Priestess Shamalay Kasan. In all cases, the undead created by the necromancers are no more than animated corpses, and despite rumors of vampires and worse walking among the people unnoticed, the official word is that no intelligent undead exist in Ankar-Te.

Once visitors get over the shock of seeing undead among the populace, some of them dressed up in everyday clothing by their owners, their next most curious encounter is likely to be with one of the ornate metal palanquins carried through the city by zombie



servants or muscled, half-naked male slaves draped in ceremonial ornaments reminiscent of their origin in the Impossible Kingdoms. Inside these windowless steel boxes, 6 feet long and 4 feet high, rides the district's mysterious child-goddess (or child-goddesses), quietly worshiped by many but rarely spoken of. Several times each day, one of the palanquins emerges from the cult's flat-topped pyramid and makes a long circuit around the district before returning, occasionally stopping to allow the faithful to drop a few coins into the attached tithebags for luck. Despite its constant presence, the cult of the child-goddess is an opaque faith, and those not directly involved know little about what goes on inside the stark structures of stone that house the palanquins and their bearers. Some whisper that the cultists raise their own female children within the boxes, depriving them of all sensation so that their purity may grow to deific levels. Others posit that the palanquins contain only relics, the corpses of daughters sacrificed to maintain their innocence, or that the goddesses are children raised in luxury within the temple and placed in the boxes for their own protection during their ceremonial tours. Still

others, often from other districts, claim that the whole thing is a sham and a show, with empty palanquins designed to bolster spirits and collect funds from the gullible. Yet those who have spent much time around the cult know better, whispering among themselves of occasions when the palanquins shake from the force of their contents throwing themselves against the interior walls, making sounds no little girl could make.

Whatever the truth, **High Priestess Shamalay Kasan** (N female human cleric of the child-goddess 7) is the second most powerful figure in the district and works together with Ilaktya to arbitrate disputes and settle matters of public policy. The only one of the child-goddess's clergy to interact with others on a regular basis—as the palanquin bearers tend to be reticent around strangers—Kasan is a beautiful and persuasive woman, appearing no older than 40 years and always clad in exotic and vaguely Vudrani headdresses and finery that show off her fine features and seductive curves to great advantage. Happy to talk to strangers, she is still politely silent on matters of cult business, revealing hints only to those she believes may be groomed for her clergy.



Last Rites: Owned by Horus Ilaktya, this storefront resembles a cross between a mortuary and an alchemist's lab, with a touch of the butcher thrown in for good measure. Here Horus prepares and sells undead servants and beasts of burden to those with means, each one linked to a magical amulet that gives the wearer absolute control over her Twice-Born minion. In addition to sales, Horus is constantly in need of fresh supplies, and is happy to purchase the preserved corpses of the recently departed from their friends and relatives, thus ensuring a steady stream of business from the downtrodden of all districts, not just Ankar-Te. Not wanting to encourage grave-robbing, he's always meticulous about ascertaining the identities of those he "rebirths" and is fond of flowery philosophical arguments that profess the charitable and even beatific nature of his "gifts."

Palace of the Child-Goddess: This flat-topped, stone pyramid has only one massive door—at least, only one that any outsiders know about—and it is from here that the secretive palanquin bearers come and go regularly, making meandering loops around the city that supposedly ward their faithful against danger via the physical presence of their goddess.

Thrown Bones: This gaming hall is primarily eastern in its decor, though zombie servitors still pass through the mingling guests bearing trays of strong and exotic drinks. Along with the standard cards and dice are several gambling games invented or brought to Avistan by its immigrant Tian proprietor, **Hyu Zhuang** (N male human rogue 1/expert 3), bizarre pastimes with names like "Counting Legs," "Dragon's Beard," and "Stars and Crabs." Most notable, however, are the pit fights held in the back, in which honored patrons are allowed to measure their undead servants against each other in gory spectacles while the rest of the establishment places bets.

The White Lady: This brothel specializes in those risqué desires not even Hospice can fulfill, most notably involving its cadre of undead courtesans. For an extra fee, **Madame Krou** (LN female human expert 4) will even remove her controlling amulets, allowing her patrons the dangerous thrill of restraining their enraged and predatory conquests by force. While even most of Ankar-Te's residents blanch at some of the sounds coming from the brothel's upper stories, regulars enthusiastically point out that "there are some things you just can't do with a live 'un."



Shamalay Kasan

Reanimations: Not nearly as successful as Horus, **Gerik Mubb** (NE male human cleric of Urgathoa 5) is the owner of Reanimations, a dingy shop catering to the undead needs of the working class. Outclassed and outmaneuvered, Mubb has let his resentment affect his work, and some complain that his creations decay quickly and incorporate meat from mere animals. Still, his zombies remain relatively affordable, and his assorted potions and other clerical services are surprisingly sound.

Bis

The fabled Balconies of Bis are far and away one of the most recognizable landmarks in Kaer Maga, and no traveler who ventures among them ever forgets the sight. In the southwesternmost district of the city, called Bis, the multi-floored structure found in other Ring districts long ago fell and gave way to a single cavernous space, so vast that huddled but free-standing buildings rise several stories into the gloomy, foggy air. Yet it is not the crowded streets or the shocking amount of airspace within the chamber that makes newcomers stop short, but rather the fact

that the people of Kaer Maga have literally climbed the walls to create more room for themselves, building fresh or repairing outcropping ledges of old masonry to line the chamber with eight stories of towering cliff dwellings.

In need of continual repair due to the strain placed upon them, the buttressed platforms of the Balconies rise up the eastern and western walls of the chamber like shelving or tree fungus, sometimes protruding hundreds of feet from the walls. While they tend to be small and separated from each other, with each balcony holding a few structures at most, there are generally at least three ledges on any vertical patch of wall, and sometimes as many as five, with the topmost structures brushing the ceiling. The means of accessing these structures vary, from narrow spiral staircases to ladders carved into the chamber wall itself, and the hassle involved in hoisting up any significant amount of material means that, in Bis, the height of one's balcony frequently reflects one's wealth and social standing. Though members of the powerful Ardoc family are above such petty games and live wherever they please (often near the Kiln for the sake of convenience), the rest of Bis has an unofficial system of social rank based on who lives higher than (and thus "shades") whom, leading to the constant and sometimes ill-advised repair of aging balconies, and construction of new ones wherever possible.

In reality, of course, the idea of shading is somewhat ludicrous, as the entire cavern exists in a permanent twilight, with the lights of the businesses and homes on the Balconies creating a shimmering, twinkling waterfall. For the center of the district, where the light from the walls is merely decoration, the citizens have foregone streetlights in favor of enormous lanterns that hang from the ceiling 80 feet above at staggered intervals, like a swarm of motionless fireflies. These lamps are tended by the district-funded Lamplighters' Union, who operate the complex system of ropes and pulleys necessary to keep the lamps suspended and frequently change their positions in artful ways, making the lighting of Bis a constantly shifting work of art.

One of the most orderly districts in the city, Bis is watched over by the Ardoc family, a cabal of golem-crafters bound by blood and marriage who rule with quiet but absolute power. Somewhere between magistrates and mafia dons, most of the Ardoc brothers are content to work in the massive factory workshop known as the Kiln, producing golems and constructs for sale and district use, but all are ready and capable of pronouncing judgment on any found breaking the district's strict yet just laws.

While any citizen of Bis has the right to request the brothers' official judgment, most know better than to bother them with trivial matters—even minor crimes—as the chisels that all Ardoc brothers wear on their belts to proclaim their status aren't just for golem-crafting. Penalties for crimes are generally given in terms of "knuckles," with the punishment carried out on the spot by the brother passing the sentence. Each knuckle represents the removal of a single finger joint, with the punishment spread equally across both hands. For example, a criminal sentenced to 10 knuckles—such as a rapist or a major thief—would still have eight single-jointed fingers and two stubby thumbs with which to work and attempt to atone for his misdeeds. Given the nature of the average Kaer Maga resident and the amount of trade that flows through Bis, such mangled digits are common throughout the city.

More often, problems in Bis are solved by simpleminded golems programmed to keep the peace and report incidents to the nearest brother, or else by residents consulting the brothers in an unofficial capacity under the guise of asking advice. While not all brothers possess great wisdom—their status being based entirely on nepotism and magical ability—they are overwhelmingly a lawful and methodical sort and tend to be good at finding logical solutions to conflicts.

Along with the Balconies, Bis is distinguished from other districts primarily by the prevalence of magical constructs. In addition to those creations that act as

Death's Head Talisman

Though several necromancers in Kaer Maga deal in undead servants, all use variations of the same method, instilling their innate control over the creature into a convenient magic item that can then be passed to the customer.

DEATH'S HEAD TALISMAN

Aura varies; **CL** 5th (10 HD), 7th (14 HD), 9th (18 HD), 12th (24 HD)

Slot amulet; **Price** 1,000 gp (10 HD), 1,400 gp (14 HD), 1,800 gp (18 HD), 2,400 gp (24 HD); **Weight** —

DESCRIPTION

This amulet allows the wearer to command a number of undead skeletons and zombies, which are keyed to the amulet when it is created. The animation of the undead is part of the creation process—undead that have already been created cannot be bound to a *death's head talisman*. The number of HD of undead tied to the amulet is equal to twice the amulet's caster level. The amulet allows the wearer to command the undead as if she had created them with *animate dead*, even if she has no magical talent of her own. The undead are only under control while the amulet is worn; if the amulet is removed, the undead revert to normal behavior, standing in place but responding if attacked. Once the specific undead tied to the amulet are destroyed, the talisman loses all power.

CONSTRUCTION

Requirements Craft Wondrous Item, *animate dead*;

Cost 625 gp (10 HD), 875 gp (14 HD), 1,125 gp (18 HD), 1,500 gp (24 HD)

the eyes and muscle of the Ardocs, close relationships with the Ardocs mean that the citizens of Bis have comparatively cheap and easy access to construct labor. As a result, many houses on the Balconies have simple arcane machines that exist solely to haul up dumbwaiters and elevator platforms, and it's not uncommon in the marketplace to see twiggy, bird-like messenger golems running errands for their masters.

The Kiln: As the headquarters of the Ardoc family, the Kiln is both the seat of government for the district and a working factory and foundry. Here the craftsmen create all manner of constructs, from the tiny spy-eyes and man-sized clay arbiters that back up the family's words and keep peace within Bis to the miniature servitors and hulking thaumaturgical workhorses which they sell at great profit to customers both local and foreign. Most of the brothers have personal workshops housed within the Kiln as well as access to large shared spaces and specialized tools on the open foundry level. Built in a solid, utilitarian style, the Kiln is a squat stone fortress



of solid blocks, and if necessary would be capable of housing the entire Ardoc family safely. The building also holds the Judgment Seat, a great meeting hall on the top level in which the extended family comes together to discuss policy decisions, hear out petitioners, and conduct trials.

Quarrimac's Curatives: This small, cluttered shop is the home and business of **Kylos Quarrimac** (NG male human monk 2/chemist 3), a former adventurer who gave up a life of wandering in order to become the city's foremost apothecary and alchemist. While the herbalist is widely known for his wild stories and sense of humor and can always be found either researching new tinctures or asleep at his workbench, those who seek to shoplift from his selection of valuable goods find that years of study haven't dulled the monk's edge.

Duskwarden Guildhouse: Though most of their work takes place either in the Halflight Path just east of the city walls, or else in the basements and corridors of the uppermost Undercity, the Guildhouse is the headquarters of the Duskwardens. A placard bearing the group's twisted-arch insignia in blue and gold hangs above the doors of this squat and solid structure, and inside its walls are a few small offices, barracks for new recruits and those members with nowhere else to sleep, several supply rooms and workshops, and the group's pride and joy—its famous Map Room. This last contains an extensive library of charts, maps, and diagrams noting all of the organization's subterranean explorations to date, and presents by far the most complete picture of the Undercity in existence, though even the Duskwardens are forced to admit that they've only scratched the surface. While not exactly secret, these resources are held for guild use, not the public's, and those adventurers and sages seeking access to the Map Room pay hefty fees for the privilege. Rumors that the building's basement holds one of the few unblocked entrances

to the Undercity are completely accurate, though the tunnel mouth is carefully guarded and sealed with a large metal screw-plug when not in use. In addition to providing an easy point from which to mount new expeditions, the Hole (as it's affectionately called) leads directly to the well-maintained training chambers in which new recruits are instructed in the fine arts of tunnel fighting and spelunking and hopeful applicants are tested for nerve and ability.

THE BOTTOMS

While many districts in Kaer Maga are ruled by gangs or families, the Bottoms are ruled by an ideal: freedom. Formerly a working-class district of craftsmen and day laborers, the birth of the Freeman and their localized revolution has done little to change daily life here, except to safeguard the residents from exploitation. Rowdy, boisterous, and generally good-natured, the men and women of the Bottoms work hard and play harder, firm in their belief that with freedom comes the responsibility to use it wisely. Here are found many of the city's blacksmiths and cobblers, wagonwrights and carpenters. Though few in the district have much in the way of money, over half the residents are descended from slaves or are former chattel themselves, and most are happy enough to have a blue collar rather than an iron one.

While some purists see the idea of absolute freedom as synonymous with anarchy, most citizens of the Bottoms are firm democrats, and consider participation in their haphazard government as much a pastime as a duty. Halman Wright (see page 45) and his team of elected advisors, who are all firmly devoted to the shared goal of survival and the continual liberation of potential allies, are careful to do most of their deliberating in public and treat every resident's opinion with equal consideration, regardless of the resident's wealth or standing. In return, their people are fiercely loyal, and even those who don't actively participate in "state business" (both acknowledged and covert) are quick to band together against outside enemies.



Duskwarden

Godsmouth Ossuary: In such a closed, densely developed city as Kaer Maga, the disposal of dead bodies is a major concern. While some citizens prefer to lie in quiet plots in the scrub fields surrounding the city, most would rather be put to rest where they lived, inside the city proper. Yet for everyone but a few powerful landowners such as the Ardoks, who prefer to maintain their own catacombs in the tunnels beneath the Kiln, burial is a tricky business. The most glamorous option by far is interment in the Godsmouth Ossuary. Here, clerics of Pharama led by **Delana Karaheis** (LN female elven cleric of Pharama 9) maintain a section of the Undercity as a sacred crypt, off-limits even to the Duskwardens. Those notables whose estates are able to foot the hefty bill are carried with great ceremony down a narrow ledge to the tunnels' only entrance, an opening in the mouth of one of the great visages carved into the cliff face, where they are placed reverently in one of the stone burial niches and watched over thereafter by the goddess's faithful. Older than any existing histories of the city, the Godsmouth Ossuary is the subject of countless rumors regarding the wealth and nature of its oldest residents, including the idea that the city's founders lie in eternal opulence at its deepest reaches, but so far any who have managed to plunder its contents have been wise enough to keep quiet about it.

Kites and Crows: **Uri** (N male gnome expert 4) has never quite understood why business isn't better—with the constant updraft from the cliff face, Kaer Maga is the perfect place for his "man-kites," massive hang gliders of wood and canvas capable of bearing a grown man (or a portly gnome) aloft for hours. To date, only the boldest and most impetuous youngsters have ever strapped in and flung themselves off the city walls in order to join him in his hobby, despite Uri's generous guarantee that his hang gliders "fly every time, or your money back!" Far more people stop by to see the large flock of talking crows that he trains for sale as familiars and pets, each the product of months of work as the gnome painstakingly teaches it seemingly random phrases. Between his awkward charm and the obvious bravery required to glide his surprisingly effective contraptions to the valley floor, surrounded by his cawing flock, Uri has become something of a mascot to the people of the Bottoms, and while he remains somewhat oblivious, he is always happy to entertain.

The Common House: In keeping with their egalitarian beliefs, the Freeman are never ones to stand on ceremony, and combined with the fact that most of them stem from mercenary stock and other professions naturally inclined toward the worship of Cayden Cailean, it's small wonder that their center of government is one part forum, one part temple, and all party. While Wright and his council of

Slavery in Kaer Maga

It's frequently said that you can buy anything in the markets of Kaer Maga, and human flesh is no exception. While its slave pens in Downmarket are nowhere near the size of those found in nations like Katapesh and Osirion, such auctions are relatively rare in the fiercely individualistic region of Varisia, and as a result the slaves sold here tend to fetch higher prices than they would in other nations.

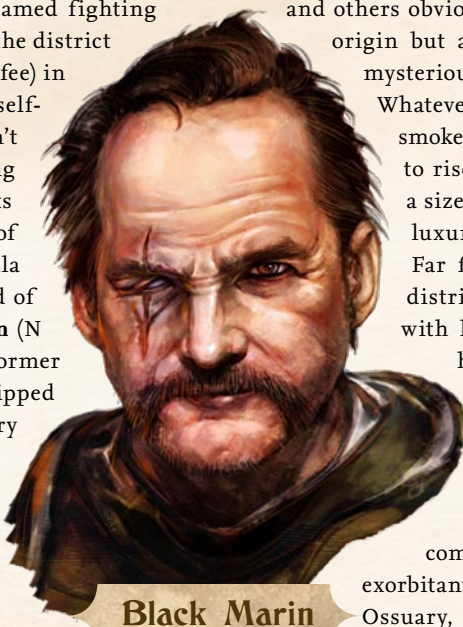
The issue of slavery is a hotly contested one even within Kaer Maga itself, as certain factions view slavery as abhorrent and others see it as a simple fact of life. Slaves are most common in the cultural melting pot of Ankar-Te, whereas the Freeman of the Bottoms see owning another human being as the greatest of crimes, punishable by death. Keeping these factions from killing each other (and anyone who accidentally comes between them) is a constant balancing act for the city's citizens, and over time a set of unspoken rules has developed. The Freeman are generally left alone by the other factions, and those slaves who manage to join their ranks are generally protected against retribution from their former owners. In exchange, however, the Freeman refrain from letting their private war spill overmuch into the public eye or doing anything to damage trade. As a result, traveling slavers can freely hawk their wares in the markets of the Core, and those Kaer Magans who wish to own human chattel are free to do so as long as they avoid the Bottoms. Of course, this truce is a weak one at best, and the Freeman still regularly "steal" slaves in daring raids, but they are careful to spread out these attacks to keep from riling the neighboring factions into action. A much more politic solution is for the Freeman to grudgingly purchase their brethren's emancipation at market price—thus, in an ironic symbiosis, the Freeman are by far the slavers' most dependable clients.

leaders and advisors (see page 44) hold their meetings here at a long table in full view of all, most of the residents use their meetings as a convenient way to fulfill their civic duty and get royally drunk at the same time. Recently arrived slaves always find a warm bed here, as well as comiserators eager to lend an ear and help them to their feet, and any cleric—of Cayden Cailean or otherwise—willing to give out free healing receives her drinks and lodging on the house. Yet while it may be one of the best bars in town, filled with music and libertines of both genders, in times of trouble the Common House sobers up fast, and when faced with any outside threat, this building alone can field a militia capable of routing any slavers looking to reclaim their lost "property."

The Price of Freedom: Surrounded on all sides by those who could easily justify and profit from their



capture, the Freemen understand that it takes more than words to keep a dream alive. To this end, many of their best warriors and street fighters end up at The Price of Freedom, an esteemed and aptly named fighting academy that trains any citizens of the district (and outside applicants, for a hefty fee) in the fine art of combat. Preaching self-defense at all costs, the school doesn't stop at formal weapons training but instead draws on everything its instructors have learned from years of street fighting: dirty tricks, guerrilla tactics, and more. The current head of the school is one-eyed **Black Marin** (N male human fighter 4/ranger 3), a former Chelish military commander stripped of his rank and sold into slavery after disobeying his orders and abandoning a poorly constructed battle plan in order to save the soldiers in his unit.



Black Marin

CAVALCADE

Cavalcade is the industrial heart of Kaer Maga, a place constantly ringing with the pounding of anvils and the rushing of water as streams from the city's central lake finally discover an exit and then cascade thousands of feet to the valley below. While all of the districts have small streams and aqueducts running in manufactured channels and pipes, often forced uphill via magic or water wheels, Cavalcade is so crosshatched by streams that it resembles an archipelago stitched together by a vast network of footbridges. The energy of the water as it streams over the falls, combined with the wind rushing up the cliff, provides the district with a valuable resource, and numerous mills and other such facilities turn that power into products, milling grain and timber or pumping forge bellows.

Of course, not all of the streams in Cavalcade are picturesque—while those who live along the cliff-side wall are happy to toss the contents of their chamber pots out into space (something travelers at the cliff bottom rarely appreciate), most other districts use water for sanitation, and these pipes and ditches find their outlets in Cavalcade as well. The district is also known for its several prominent bathhouses, where residents of every level can get their weekly (or yearly) ablutions for a wide range of fees, though some of the poorer and braver residents simply hang themselves off bridges and allow the streams' currents to scrub them clean.

In addition to the streams, Cavalcade has one other feature that makes it particularly ideal for industry—with the exception of the Warren, which few count,

Cavalcade is the only one of the Ring districts with significant portions of its area open to the sky. These large breaks in the ceiling, some seemingly natural and others obviously manufactured, are of unknown origin but are presumably related to whatever mysterious calamity destroyed the Warren.

Whatever the case, the sky access allows smoke and steam from the city's industries to rise and disperse easily, and it attracts a sizeable population who can't afford the luxuries of the Core or Highside Stacks. Far from being a cold and commercial district, Cavalcade is constantly abuzz with life, its workers surrounded by the houses of their families and the children who race through the scattered patches of sunlight and across mist-shrouded bridges in endless games of tag.

Heaven's Ladder: For those common folk unable to afford the exorbitant prices of burial in Godsmouth Ossuary, Heaven's Ladder offers a far more reasonable alternative. Positioned near

the southern edge of the district, where the strong updraft pulls the greasy smoke from its chimneys high into the sky (and hence far away from the city's water supply), this large crematorium does steady business, pricing its services on a sliding scale in order to keep the streets from filling with corpses. Keeping things strictly nondenominational, **Geph Hinsmen** (NG male gnome expert 3) allows family members to arrange for the appropriate priests to administer any last rites before sliding the bodies into his roaring ovens, but if no next of kin or religious affiliation is apparent, he generously makes arrangements himself, choosing at random between all of the city's major religions in an effort to "keep things fair." Of late, he's begun petitioning the local authorities to let him place nets across the city's waterways to collect any bodies that may have "accidentally" been cast into the streams, but so far he's met with mixed results, as several of the powers that be in Kaer Maga find the waterfalls of Cavalcade a convenient way to make sure certain missing individuals stay that way.

Temple of the Endless Step: Discipline and structure are tenets embraced by monks everywhere, but the acolytes of the Temple of the Endless Step take it more seriously than most, believing that, just as fire helps separate ore from rock, so does pain strip away the impurities of flesh. In addition to regular martial training and meditation, ascetic acolytes of the temple—commonly referred to as "Brothers of the Lash" by outsiders—maintain a steady

regimen of self-flagellation, sometimes incorporating the wearing of cilices and various other implements of voluntary self-abuse. While outsiders sometimes mistake the acolytes for Oriat's Skin Artists or worshipers of Zon-Kuthon, the acolytes themselves hold a deep disdain for those whose self-mortification doesn't lead them to greater insight and understanding, and in fact their militant prejudice is one of the main reasons those groups rarely find a foothold in Cavalcade. For those interested in self-improvement, however, the temple's massive doors are always open, should the seekers have the strength to walk through them.

The Temple of the Endless Step takes its name from its founder, philosopher-monk Yen Hazai, who constructed it along the city's outer wall so that his students might look out on the vista and contemplate their own small place in it. It's said that, after 50 years of teaching, he one day called his students together, and, with the whole monastery looking on, stepped from the window out into thin air. Using the same techniques he had taught them, he kicked his way effortlessly down the cliff, slowing himself with the slightest touches before alighting softly thousands of feet below. Without a backward glance, he turned and walked away into the western hills, never to be seen again. In the centuries since, the acolytes of the renamed Temple of the Endless Step have come to see in his actions direct evidence of enlightenment, and every few decades one of the head monks attempts to prove himself once and for all through a repeat performance, with predictably messy results.

Cliffside Millworks: Out of all the different mills and factories situated in Cavalcade, the Cliffside Millworks is the most ambitious. Leaving the milling of grain and other, more mundane tasks to its competitors, the Cliffside Millworks uses a combination of stream-fed water power and steam heated in massive boilers to power clockwork machinery capable of automating many tasks normally done by hand, producing complicated machined goods that rival Korvosa's in quality. While owner and foreman **Jerich Ableton** (LN male human expert 2) is nominally in charge, the true secret behind the factory's success is **Obo** (NG male half-orc expert 7), an idiot-savant half-orc who can barely speak but designs all of the Millworks' machinery. Jerich purchased the near-feral orc from the slave markets on a whim after spotting the hulking brute scratching designs in the dirt, and the resulting technological advances allowed him to cut his staff in half and made both Jerich and his silent partners very rich men. They also bought Obo his freedom, but though it's been explained to him several times, nobody's sure if the half-orc understands it.

The Rubdown: Though the Rubdown's owner, **Agathe "Aggie" Merrow** (CG female human commoner 1/expert 2),

has made repeated attempts to change her establishment's name to something classier, she's never managed to make anything stick. As the largest bathhouse in the city, catering to patrons of all classes, the Rubdown was a local feature long before Aggie arrived on the scene, working her way up from "masseuse" to manager and, eventually, owner. In her highly compartmentalized establishment, the various baths are segregated by their fees, offering the poor a quick dip in a communal pool while the well-to-do can lounge and talk business in a variety of steam rooms and saunas, doted on (and more) by a selection of attractive attendants. Aggie herself is still a rather attractive woman, though middle age has added to her ample curves. She runs her business with a kind heart and an acerbic tongue.

The Hammer of Knowledge: The best blacksmith and tinkerer in town, **Arya Bahrami** (CG male rogue 2/expert 3) was always a craftsman, but not always a legitimate one. A Qadiran by birth, young Arya was fascinated with metallurgy and machinery, but his family lacked the influence to apprentice him to such a craftsman. Instead, Arya took to scaling walls and rooftops in order to watch the artisans unobserved, peering through windows and breaking into their shops after hours to examine and use their tools. Eventually his curiosity got the better of him, however, and he made the mistake of "borrowing" tools from the satrap's personal farrier the day before a major horserace. Forced to flee and take up a life of adventuring, Arya became an expert at setting and disarming traps before finally coming to settle in Kaer Maga. While most of his work is with basic arms and armor, he's always excited by the challenge of designing new and exotic weapons, and several of these bizarre and sometimes impractical creations can always be found in his smithy. A scholar at heart, Arya takes immediately to anyone who can introduce him to new traps, mechanisms, or weapons, and he frequently lowers his rates for those who educate or challenge him.

DOWNMARKET

The Warren may be the first district new visitors to Kaer Maga see, but the crowded stalls and wagons of Downmarket are invariably their destination. The primary commercial center for foreign trade, this is where caravans offload their goods and purchase new cargo, cutting deals both large and small. Though prices tend to be slightly higher here, as merchants catering primarily to foreigners trust the dizzying crowds of the market to discourage newcomers from doing a lot of comparison shopping, even native Kaer Magans are forced to shop in Downmarket on a regular basis, as the selection is simply too good to ignore. The belief that anything can be bought or sold in Kaer Maga stems in



large part from the merchants of Downmarket, and no good or service is off limits here, no matter how taboo.

Unlike most of the other districts in Kaer Maga, Downmarket contains very few permanent structures, instead consisting of a constant shuffle of carts, tents, wagons, and awnings. This is primarily to accommodate the steady stream of traders who, rather than simply selling their goods to local merchants, are equally likely to set up small shops of their own for as long as their stock holds out, reaping greater profits by selling directly to consumers. Most business is conducted during the day, when the swirling crowds of shoppers and hawkers are shot through with pickpockets, palanquins, solemn Augurs, and gawking foreigners, but the carts that don't pack up at sundown often do business long into the night, catering to those souls drawn by shows at the amphitheater or restless merchant guards eager for entertainment.

Augur Temple: One of the few permanent structures in the district, the temple of the trolls is a vast and columned affair of stone,

with wide steps too tall for human comfort climbing up to a covered walkway that extends all around the building. When not actively wandering the markets and reading the future in their own entrails, the Augurs sometimes conduct business on this platform, but otherwise they use it for lounging and socializing. Beyond it, enormous steel doors bar entrance to the temple proper, where the trolls sleep, mate, and undertake the other unknown rites of their intensely private personal lives. All that most outsiders know of the inside of the temple is that large sections are roofless, leaving it open to the Storval Plateau's rare rainstorms. During these, those unfortunate enough to be looking down on the temple from above (such as from the top floors of Highside Stacks) can sometimes observe large groups of trolls cavorting in the inclement weather, welcoming it with prayers and celebratory orgies. For more information on the Augurs, see page 40.)

The Flesh Block: While not especially common in the city itself, the slave trade makes up a significant portion of Kaer Maga's economy, and the Flesh Block in Downmarket is its heart. Foreign slavers, orcs from Urglin and Belkzen, and even desperate residents looking to sell themselves and their children to pay off bad debts meet here to broker their freedom at all levels, from sharecropping and time-limited indentured servitude to complete slavery. Those seeking to make deals for their own service mingle directly with the crowd of domestic and foreign buyers, while those sold against their will are held in a series of fenced pens and brought up one at a time by one of the professional auctioneers who work the podium and act as brokers, and who sometimes even purchase bedraggled but promising slaves themselves in hopes of fattening them up so they fetch higher prices later on. The buyers are a constantly shifting crowd, as unscrupulous caravans from all over Avistan come to Kaer Maga to unload their own slaves and purchase those of other nations, whose exotic looks and customs fetch higher prices back home. Strangely enough, the Freeman of the Bottoms are the most regular (if belligerent) customers; they've realized that without the military might to liberate all the city's slaves by force, the next-best strategy is emancipation through legitimate purchase, and a fair number of the Freeman owe their freedom to these deals.

Lakeside Amphitheater: Oriat may be where most of the entertainers and performers in Kaer Maga go to socialize and practice their craft, but the Lakeside Amphitheater is where all of them dream of performing. Open to the sky, the Lakeside Amphitheater is Kaer Maga's foremost venue for the performing arts,



Troll Augur

drawing crowds both day and night. Roughly wedge-shaped, the amphitheater consists of row upon row of tiered stone benches carved out of a low hillock in a vast semicircle, surrounding a large stage abutting the water. During the day, casual onlookers can watch the best musicians, tumblers, and comedians in the city perform for free here, their set lengths and order determined by an informal but tightly maintained pecking order. At night, however, the city's upper crust turns out in force and pays top dollar to attend high-profile concerts and view magnificent and elaborate theatrical performances, great dramas played out by torchlight with the still waters of the lake as their backdrop.

The Stockyards: Foreign caravans bring beasts of all sorts to Kaer Maga for trade, and the rentable pens and corrals known as the stockyards are where they congregate. The most common animals for sale are horses and aurochs sold by (or stolen from) the local Shoanti tribes, but stranger creatures can be found here as well: monstrous mounts captured in distant lands and native Cinderlands beasts like bush tigers, dog-like kominkas, and cinderwolves sold as pets and guardians. Occasionally, orcs from Belkzen even make their way here with rare megafauna from the northern realms, but these behemoths are not usually allowed within the city walls unless carefully restrained.

The Meeting Post: In the crazy bustle of the city, especially in its marketplaces, it can be tremendously difficult to locate someone unless you know exactly where to look. While guides are extremely useful in directing visitors to the various shops and services the city has to offer, those seeking to make general announcements or make contact with transient friends often turn to the Meeting Post. Taller than most of the stalls and awnings and easily visible from anywhere in the district, this thick totem appears to be of Shoanti make, yet the animals that adorn its surface are all subtly disproportionate, seeming more alien the longer a viewer studies it. While its exact age is unknown, the monument has long been used as a convenient landmark for groups to meet up at, and over time, locals and visitors have come to post public announcements and notices along its broad sides. Caravans hiring mercenary guards, non-merchants hoping to trade goods and services directly, friends and travelers leaving messages for each other, and anyone recruiting or hiring help are all sure to make the Meeting Post their first stop.

Haverston's Grange: Countless stalls and shops in Kaer Maga are devoted to the sale of this and that—anything someone might reasonably pay money for—but this shop run by **Jol Haverston** (CG male human adept 1/expert 2) is the most successful general store in Downmarket, and perhaps the city. It's widely known

that Jol was apprenticed to a wizard of some repute as a child, but an unspecified event ended that relationship as well as Jol's left arm, which was somehow removed from his shoulder without so much as leaving a scar. The normally friendly Jol is understandably bitter about the experience, and as a result despises magic with a passion, preaching that "a civilized man doesn't need magic, only his own ingenuity." To this end, his shop is a massive collection of every mundane tool or supply someone could want, from simple consumables and farming tools to adventuring gear, alchemical items, and one-of-a-kind creations by local craftsmen. While obvious magic users are likely to find his prices suddenly and mysteriously inflated, Jol is otherwise kindhearted and is fond of bankrolling aspiring inventors with promising ideas.

The Drunken Tailor: Though the official name of this "shop" is Humboldt's Haberdashery, no one other than its proprietor refers to it as such. **Efram Humboldt** (NG male human expert 3), an effeminate man with a neat beard and an ample belly, claims to have once been the official couturier for the harem of the Qadiran satrap Xerbystes II, before the ruler blamed a particularly revealing dress for one concubine's scandalous infidelity. Efram barely escaped with his life, but eventually came to rest in Kaer Maga, a city he feels is far beneath one of his stature and talent. The tailor can usually be found somewhere in this district, drunk as a lord and sleeping it off in the wheelbarrow full of fabric that he calls his establishment. For all his self-pity and riotous drunkenness, however, Efram is in fact as skilled as he claims, creating totally unique garments for each client in flurries of drunken creativity and often working with local enchanters to give each piece whatever magical enhancement he feels best suits it.

HIGHSIDE STACKS

A 16-story-tall, cacophonous hive of steeples and minarets, the towers of Highside Stacks are the pride of all who live there—a physical representation of the superiority of their residents over the so-called "groundlings" who make up the rest of the city. Here, the city's wealthiest members seek to profit from Kaer Maga while still distancing themselves from it, making them simultaneously some of the most important figures in the city and the most mysterious. While many of those who eventually claw their way into residence in the Stacks still retain their ties to the city and many leaders of groups otherwise based in particular districts maintain their positions after moving here, those at the top often conduct all their business via servants or magic, choosing to associate personally only with others of their station—or with no one at all. In fact, some



of Kaer Maga's most important citizens may not even reside in the city; instead, they simply communicate their intentions to their agents from points unknown.

At their lowest levels, the towers are primarily inhabited by well-paid servants and small boutique shops; both groups are happy to cater to the extravagant residents of upper levels and often absorb some of their patrons' disdain for those of other districts. Still, the towers of Highside Stacks are a place of secrecy, and workers sometimes serve for years in a tower without knowing precisely who lives there. As such, Highside Stacks exerts a strong pull across Avistan on those exiles and criminals who seek a hidden life of anonymity without the need to sacrifice the comforts of the courts.

The Therassic Spire: The Therassic Spire of Kaer Maga, often referred to by locals simply as "The Great Library," is believed by some scholars to be the oldest repository of knowledge in Varisia, though its archivists neither confirm nor deny such claims. Many of its texts date so far back into antiquity as to be unreadable to most, and new tomes are added all the time by those seeking immortality through the written word. A narrow, perfectly circular tower six stories tall, the Therassic Spire also extends at least that far underground, and perhaps farther. Care of the books is left to a nameless and monastic sect of librarians. Most of these nominally worship Irori and Nethys, but it's whispered that after closing on certain nights the strangely stunted sages perform rites honoring another master, a mysterious being known only as the Peacock Spirit. Whatever the truth, the librarians' primary allegiance is clearly to the library itself. These ancient men and women live somewhere in the bottom of the tower, and rumor has it that the wizened and withered figures have used the knowledge contained in their collection to greatly extend their life spans, though new recruits are still occasionally admitted.

What makes the library such an attractive destination to many sages (and worth the hefty sum the caretakers charge for admittance) is the fact that the library constantly acquires texts without bias or scruples—no knowledge is forbidden, no matter how powerful or profane, though locating it within the maddening maze of tomes is another matter entirely. Wizards often come here to learn new spells, as do cultists seeking dark rituals or righteous paladins seeking the secrets of apotheosis. Thieves, too, frequently visit the Therassic Spire, for it's widely known that the monks have no qualms about purchasing stolen spellbooks or holy texts. Yet only those who manage to pass the unflinching scrutiny of the caretakers and swear allegiance to their order are ever allowed to learn the greatest secret of all—that the Therassic Spire is in fact only a satellite of

a much greater Thassilonian library, its location a lost secret that the caretakers search for unceasingly in their ancient and uncountable tomes.

The Pinnacle: In Highside Stacks, as in Bis, altitude connotes status. While most residents choose to focus more on outdoing each other with the opulence of their particular domiciles than by gaining a few inches over their neighbors, one building in particular has remained in contention for as long as anyone can remember. This great tower, topped with a massive onion dome, is known as the Pinnacle, and its crest is the highest point in the city. For millennia its ownership changed hands regularly, by means both fair and foul, as Kaer Maga's elite strove to establish their superiority. Yet several generations ago, a group of the elevated aristocracy got together and called a truce, declaring that henceforth the Pinnacle would be regarded as neutral territory, a place for the movers and shakers in the city to meet privately without the need to debase themselves by venturing out among the riffraff. And indeed, those without considerable wealth and power rarely see the inside of the dome, for reasons practical as well as political: while the lower levels of the building are filled with the usual mix of well-off merchants and local servants, the last several stories of the tower appear to be solid stone, without any stairs, ladders, or passageways. Instead, those seeking access to the comfortable lounge in the tower's crest must teleport in and out, either under their own power or via costly magic items. Those scheduling meetings or parties in the Pinnacle are responsible for transporting their own servants, and any guests who can't afford the spell probably aren't worthy of the host's time. While the original reasons behind creating an inaccessible tower are lost to time, its amazing view of the city and supreme defensibility make it likely that it was created as a watchtower and last-ditch refuge for the city's leaders in the event of a siege or rebellion.

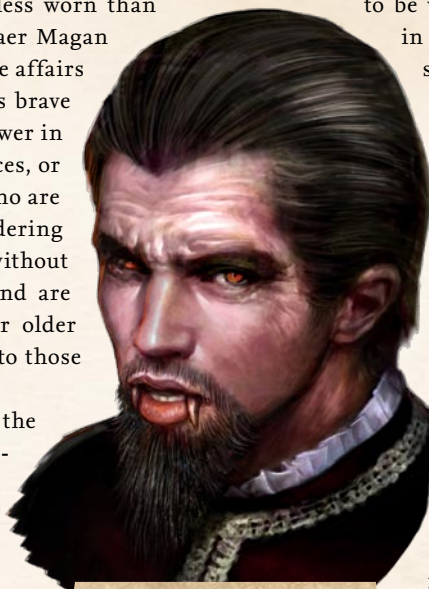
The Flickering Tower: While most of the citizens of Highside Stacks value their privacy, the resident of the Flickering Tower takes his hermitage to the extreme—in all his 65 years in Kaer Maga, he's never once been seen or made contact with the outside world. Rumors generally hold him to be a wizard, often characterizing him as a mad sage seeking a quiet spot to pursue great secrets uninterrupted, but beyond that little is known—even those who formerly owned the tower found they had little recollection of selling it, save that they were generously compensated and feel strongly disinclined to question things further.

Today, the Flickering Tower stands slightly apart from many of the other minarets, its grand and opaque windows regularly host to strange flickers of color or else shrouded in darkness that defies the noon sun, all

in a complete and eerie silence. Most disconcertingly, on several occasions the tower has simply ceased to exist, leaving behind only crumbled and overgrown foundations that seem centuries old, before reappearing without warning months or years later as if nothing had happened, looking newer and less worn than when it left. Though the average Kaer Magan has more sense than to meddle in the affairs of wizards, over the years numerous brave souls have sought entrance to the tower in order to rob it, volunteer their services, or propose strategic alliances. Those who are seen again are generally found wandering happily somewhere in the markets without any recollection of their attempt and are sometimes significantly younger or older than they should be. What happens to those who never return is anybody's guess.

Cobaru's Aerie: While not all the residents of Kaer Maga are pure-hearted by any means, most fear undead and tend to look upon Ankar-Te suspiciously, whispering that more than just mindless zombies call the city their home. As it turns out, their fears are well founded: vampires in fact do walk Kaer Maga's streets—but not in Ankar-Te. High in his apartments of gothic steeples and terraced balconies, **Lord Victae Cobaru** (LN male vampire wizard 7) looks down across the marketplaces that feed his hunger through gold and legitimate commerce. A silent partner in countless mercantile concerns, he uses these arrangements to ensure both the funds he needs to purchase his meals and the reliability of powerful friends who make certain his activities aren't watched too closely. Here in his decadent apartments, harems of beautiful women line up to satisfy all his culinary and carnal desires, drawn by the promise of the best drugs, lavish parties, and the undeniable lure of the handsome lord himself. Cobaru, for his part, treats these women well, never drinking too deeply and content to spend what he must to secure their silence after he eventually tires of them. Only those greedy or lovesick fools who seek to blackmail him outright ever see the lord drop his guard and unleash the beast that waits within, ever straining against the bonds of polite society.

Uncle Guden's Manor: Frequently referred to as "the best man in Kaer Maga," Uncle Guden is the subject of equal amounts admiration and speculation. Like several of his neighbors, Guden is never seen in person, residing exclusively in his penthouse mansion and conducting all of his business through proxies. Not even his presumed gender has ever been publicly confirmed. Yet even so,



Victae Cobaru

his generosity with his seemingly limitless wealth in the form of public works and the sound, good-hearted advice he dispenses to those who seek it makes him a favorite across all castes and factions. Perhaps part of the allure of Uncle Guden is the fact that, without a face, he's able to be whatever each individual most desires in a leader and advisor—a ruler with seemingly no desire to rule, seeking only to offer prudent help where necessary. Many theories about his nature exist, with some speculating that he is a celestial being sent to redeem Kaer Magans. Others believe that he is the same mad wizard who inhabits the Flickering Tower, or else but a fictional figurehead representing a consortium of his loyal "servants," perhaps led by his chief steward **Andra Vallos** (NG male human bard 7). Of course, while most are forced to acknowledge that Guden's contributions to the city have been nothing but beneficial, true altruism is a hard concept for many Kaer Magans to swallow—though few refuse Guden's gifts when they come. Many secretly question his motivations, wondering what sinister plans require him to seek an entire city's affections, and what would happen to their own tiny fiefdoms if he suddenly decided to harness his vast goodwill for some political end.

HOSPICE

The writhing, glistening center of Kaer Maga's commercial zone, the district known as Hospice advertises itself to anyone who'll listen as the district with something for everyone. And in fact, that statement isn't far from the truth—for between the wealth brought in by traveling traders and the city's notorious lack of scruples and boundaries, Kaer Maga's Hospice is the most lavish and degraded red-light district in Varisia—and perhaps in all of Avistan.

Being one of the two Core districts catering to visitors, Hospice is more than just a conglomeration of cathouses and cabarets. With the highest concentration of inns, stables, and hostels in the city, Hospice is responsible for housing, feeding, and entertaining all those itinerants and traveling merchants who conduct their business in Downmarket during the day, or who are too new to the city to have made friends and contacts in other districts. Its nightlife is second only to Oriat, and lacks the manic edge of youth and danger that the artists' sector invites. Instead, Hospice has an



old, firmly seated decadence with the weight of history and the smoothness of a well-oiled machine. Far from catering solely to tourists, the numerous restaurants, gaming halls, back-alley theaters, and wine shops are a powerful draw for locals and newcomers alike, and prime real estate in Hospice is worth enough that many of the finer establishments have been there for centuries, their ownership changing hands but their marquees remaining untouched.

Yet no matter how hard other businesses in the district might try to distinguish themselves—the hostlers and offbeat temples, the farriers and caravan outfitters—there’s still no question among any who visit as to Hospice’s primary trade. Lascivious catamites and lithe streetwalkers catcall from every window and alley, making passersby flush pink and red with their illicit suggestions and strategically bared flesh. In Hospice, it’s said, you can find anything you want, but you’d better be sure you want it—for few cities can offer the same extreme selection in their pleasure houses, and several of the darker establishments here have been known to turn seasoned warriors and slavers into mewling babes and send them running for the nearest priest or confessor.

The Strapping Lad: This three-story bordello is widely regarded as the best all-male bawdy house in the city, and possibly in all of Varisia. As both its name and the rather graphic sign above its door suggests, the Strapping Lad specializes in light bondage and domination, though its proprietor, Elias Sayer (see page 47), is adamant about protecting his staff and making sure no scene goes too far. It is from here—either in the main-floor bar and theater, where patrons can drink while watching elaborate feats of suspension and submission, or in one of the many elaborate cells and boudoirs—that Sayer runs the Tallow Boys, though he makes an effort not to involve too many of his direct employees in his schemes. Wildly popular with both genders, the Strapping Lad is an institution in Hospice and is treated as much as a social club as a business by many of its regular patrons.

The Sorry Excuse: This inn does brisk business with first-time visitors of the city, but only because its owner, **Harmon Fisk** (NE male human expert 2) offers the best kickbacks in the city to guides who recommend it. In fact, the Sorry Excuse lives up to its name in almost every way, as Harmon long ago realized that kickbacks are cheaper than amenities and repeat business is rarely worth the effort. A rat hole with seemingly reasonable

base rates, its prices quickly mount with extra fees for things like windows, candles, mattresses, and bathing basins, but the inn’s corpulent bouncer **Gurd** (LE male half-orc fighter 2) keeps most travelers from quibbling over the bill. Because Harmon’s tricks are designed solely to bilk unwary foreigners, locals have little problem with his blatant crookedness, and in fact the Sorry Excuse wins considerable goodwill by using a fraction of its take to subsidize ale for loyal patrons, attracting a rowdy crew of drunkards every night of the week.

The Blushing Rose: Elias Sayer may wield great power quietly, but **Rosaline Merithaine** (N female human expert 3/ aristocrat 2) has no such compunctions. As the head of the foremost brothel in the city, “Madam Rose” sees little use in modesty and learned early on that while the merchants may control the purses, the harlots control the belts they’re tied to. With her bombastic good humor and astonishingly ample figure—not to mention the gang of burly admirers eager to stay in her good



Madam Rose

graces—the aging and stentorian prostitute has managed to make hers the foremost voice in the small council of merchants and shop owners that runs Hospice. While she doesn’t quite share Sayer’s egalitarian views on the profession, the differences between their respective services keep them out of direct conflict, with Rose’s top-notch selection of wanton ladies for every price range drawing far more business than the Strapping Lad could ever hope to. Of late, however, Rose’s quiet attempts to violate their unspoken truce by “unionizing” the local freelancers—meaning hitting up the streetwalkers for protection money—has caught Sayer’s notice, and it’s only a matter of time before the claws come out.

Canary House: The epitome of class, this five-story inn and bistro contains the most expensive and exclusive accommodations in town—an irresistible experience for those with means, and a simultaneously opulent and discreet place for the covert assignments of the wealthy. So successful is the proprietor, **Alaeh A’kaan** (N male half-elf expert 4), that he can afford to turn away any amount of money if he doesn’t like the look of a guest, and despite his comparatively lowly position as an innkeeper, numerous wealthy merchants and would-be aristocrats curry his favor. Inside Canary House, pheasant is a specialty of the kitchen’s famed culinary artistes and the walls are elegantly decorated in avian themes representing the birds of A’kaan’s native Garund, yet these are not what give the inn its name. Rather, the

moniker comes from his famed Songbirds—slave girls chosen for their talent and trained from the time they could speak to sing in unbelievable harmonies, each word a chord with a dozen voices spanning several octaves. These girls, while carefully cared for as the investment they are, swing from trapeze perches in gilded cages, and lest the audience be fooled by their elegance, thin chains around their ankles provide a constant reminder that the golden bars are still very real.

Bloodbrothers: At first glance, this public alehouse looks like a rough spot to get a drink. On second glance, however, it looks like a very rough place to get a drink—and that's exactly how its patrons like it. Owner and barkeep **Tarj Halfhand** (CN male dwarf fighter 4) makes no bones about the fact that his bar is for true warriors only, and those who don't display a few scars when they come in are likely to do so when they leave. His patrons are no less dangerous, but perhaps because of the challenge, the place never fails to fill itself with mercenaries, thugs, and would-be gladiators hoping to see—or start—a good old-fashioned barroom dust-up. The tavern's door has been broken more times than Tarj can count (which isn't surprising, since he uses his mangled fingers to do so), but it's widely known to be the best place in the city to hire mercenaries, and some generous coin or a decent adventure yarn will draw an audience here every time.

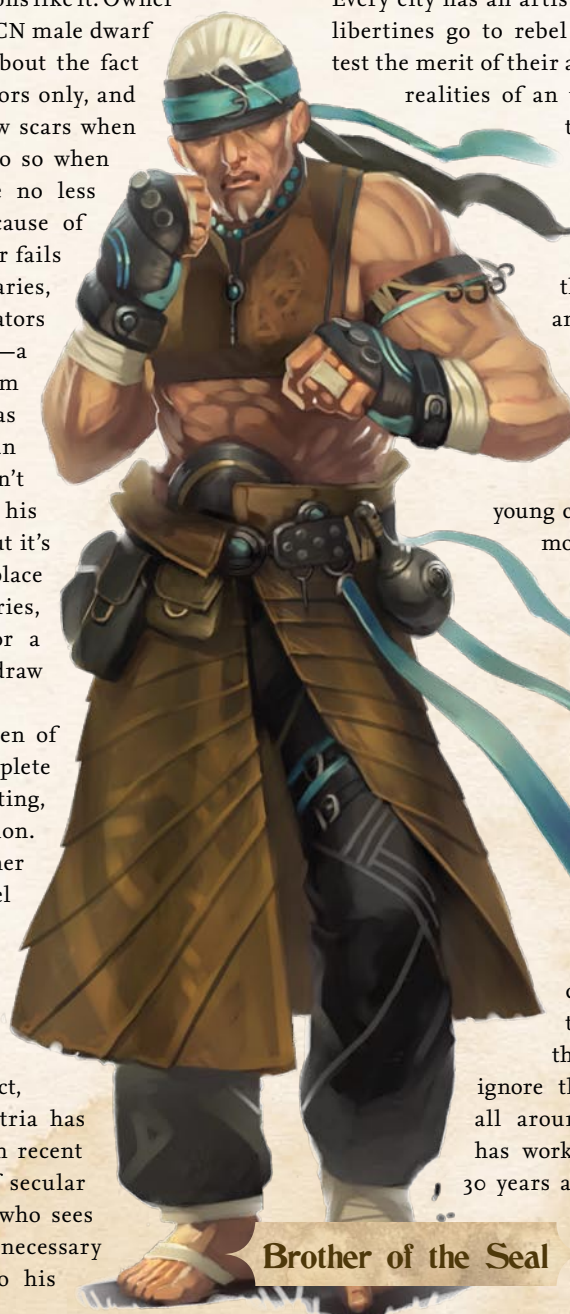
Temple of Calistria: No den of sin and vice would be complete without a nod to the Savored Sting, and Kaer Maga is no exception. While many of the city's other temples congregate in Tarheel Promenade, Calistria's faithful prefer the decidedly rowdier atmosphere of Hospice. Yet despite (or perhaps because of) the high population of harlots and doxies in the district, the official church of Calistria has lost much of its influence in recent years to the rising power of secular leaders such as Elias Sayer (who sees church rituals as both unnecessary formalities and a danger to his

covert operations) and Madam Rose (who isn't about to let anyone get between her and power—even a goddess). Still, the temple retains significant appeal for those who seek to combine magic with sexual gratification, and if the church is subject to competition in that area of influence, it's only reinforced the church's emphasis on the goddess's vengeance aspect. A whispered name in the throes of passion is all that's required for the crafty Calistrian assassin-whores to help a client take vengeance on a former suitor or unfaithful lover.

ORIAM

Every city has an artist's district—a place where young libertines go to rebel against their backgrounds and test the merit of their art and passion against the harsh realities of an unfeeling world. In Kaer Maga, this district is Oriat. Streamers and pennants of every color fly over the festive awnings of shops and taverns, and rooftop bars light the endless night with rushlights and fill the air with the sounds of dancing and carousing. Murals cover the walls, the sound of fiddles and drums fills the common rooms, and street performers dodge around young couples sneaking off to somewhere more private. It's a district of cheers, laughter, and song.

Unfortunately, it's also a warzone. Since time out of memory, the Brothers of the Seal have lived quietly within Oriat, going about their secretive monastic work, which local wisdom holds to be the care and protection of an ancient and mysterious vault somewhere beneath the district. Austere and standoffish, the monks paid their way and then proceeded to steadfastly ignore the youthful excesses going on all around them, an arrangement that has worked to everyone's advantage. Yet 30 years ago, something changed. Almost overnight, a schism within the order erupted into violence, a bloody sectarian conflict that



Brother of the Seal



destroyed the group's age-old monastery and much of the surrounding neighborhood, as two waves of bodies crashed together and left nothing but burnt buildings and corpses in their wake. Warriors from other districts, responding to the civilians' call for aid (and eager to keep the violence from entering their own homes), quickly put down the riots, forcing the monks underground, but the violence didn't end there. Rather, it became subtler, as each side learned the other's strength and forsook full-on battle in favor of ambushes and guerilla tactics. For a generation, the citizens of Oriat have lived with the knowledge that, at any moment, the alley they're in might explode into brown-robed violence as one side or the other springs a trap, catching innocents in the line of fire. Sometimes months go by between such outbreaks, but never enough time for the citizen's wounds to truly heal. If the residents of Oriat laugh and celebrate with abandon, indulging their whimsy and carnal appetites, it is never without a subtle undercurrent of fear.

Despite all this, the people of Oriat are, on the whole, an optimistic lot, and a neighborhood cannot harbor the largest collection of entertainers and performers in the city without maintaining a certain *joie de vivre*. Whether young bards in training or close-knit family groups like those of the Sweettalkers, the people of Oriat seem bound and determined to overcome the looming shadows of the past and meet life head-on. And if their history sometimes comes back to haunt them—well, tragedy is as much an art as comedy.

The Broken Monastery: This crumbling and expansive monastery surrounded by a low stone wall once housed the Brothers of the Seal before their ideological division escalated into all-out warfare. Retaken by each side several times in the conflict and put to the torch at least twice, what's left of the once impressive building remains a site of great importance to the monks, and other locals avoid it out of habit.

The Lyceum: Kaer Maga's own college of the arts, the Lyceum, turns out some of the best entertainers in Varisia, but you'd never hear a Korvosan or Magnimarian admit it. From common street minstrels to court jesters and heraldic skalds, no one with the slightest hint of talent is turned away from the Lyceum, a tenet instituted by the school's egalitarian founder, Tharius Giovée, and upheld by his great-grandson, **Thaddeus Giovée** (CG male half-elf bard 14). Though other academies deplore the Lyceum's policy of open admission, the long-lived Giovées' practice of treating students as equals and encouraging instructors to cohabitate and mingle (and sometimes more) with their students in a bohemian paradise seems to foster learning as effectively as more structured academies. Along with dorms, meal halls, and small cabaret-style theaters filled with bacchanalian

revelry and students honing their craft, the Lyceum also houses the largest shrine to Shelyn in the city. In this small courtyard, a literal maze of rosebushes and stone benches surrounds a simple marble altar flanked by two fluted columns, and the serene contrast to the rest of the raucous college makes it a popular spot for lovers and those seeking quiet introspection.

Street of Sighs: Though some bawdily joke that the street name refers to the high quality of Sweettalker prostitutes, in fact members of this group rarely debase themselves so. Instead, this avenue is densely packed with tenement buildings three stories high, with lines for drying linens running between facing windows high over the street. Here the vast majority of Kaer Maga's Sweettalker population congregates, choosing to live among others of their kind for convenience and moral support. Children playing in the streets, men discussing theological matters on doorsteps, and women gossiping out of windows provide the actual source of the street's name, as the Sweettalker's curious form of speech—the clicks and whistles allowed by lips sewn shut in religious fervor—blends together to sound like a tremendous flock of birds. For more information on Sweettalkers, see page 46.

The Burning Brand: While numerous shops in Oriat and the surrounding districts offer tattoos, piercings, hot-iron work, and other cosmetic scarification, the Burning Brand stands head and shoulders above them all. As much a social club as a place of business, this tattoo parlor is the chief hangout of the Oriat-based group known as the Skin Artists. While not as aggressive or criminal as the term "gang" would usually suggest, there can be no doubt that the members of this group, drawn together by their shared love of artistic expression via mortifications of the flesh, tend to travel in packs and are quick to defend each other against "blanks" (those tragically boring Kaer Magans without any body modifications). Despite their alternately beautiful and frightening appearances, many of the Skin Artists are bards trained at the Lyceum, and some even incorporate their modifications into their acts via suspension shows, in which they hang incongruously from hooks through their skin while performing music, dance, or feats of acrobatics.

The owner of the Burning Brand, named simply **Bull** (NG male half-orc bard 5), is an unsurpassed artist in his medium, whose work ranges from impossibly intricate scenes to the crude markings of his upbringing in the Hold of Belkzen. Because of the constant requests for work from his "kids"—the Skin Artists to whom he's something of a father figure—Bull is a busy man, and he is notorious for requiring those seeking his skills to prove themselves worthy. The method varies based on

the individuals—sometimes relating a tall tale, other times performing a feat of strength or magic—but the fact that Bull refuses all but those with some exemplary talent makes his brands marks of status even beyond the Skin Artist community, and those bearing them prominently can generally expect members of his flock to come to their aid in a pinch.

The Silent Partner: Everyone knows that the Church of Abadar is the safest place to get a loan, but not everyone who needs money meets the clerics' careful standards or wants to answer a lot of questions. That's why **Angston the Lender** (LE male human rogue 4) does so much business. From his small, nondescript shop, he issues high-interest loans and mortgages to anyone and everyone who asks, as well as supporting with few or no questions failing business and backing adventurous expeditions in exchange for a cut of the profits. Always careful to play by the rules he sets down, Angston can be a powerful ally, allowing adventurers to purchase magic items they need but can't yet afford, so long as they're fastidious about meeting his payment schedule—for his team of "collection agents" is very good at its job, and Angston doesn't believe in second chances.

The Succoring Muse: Whether it's hallucinogens to unleash new ways of seeing or a little pick-me-up to get a suffering artist through a long creative dry spell, Sczarni merchant **Parfus Erigol** (NE male human rogue 1/expert 2) has whatever his clients might need. From the stained pallets of his low-priced floprooms to elaborate chambers flush with every service or item an intoxicated client might desire, the many rooms of his shop are never empty. His reasonable prices and bombastic demeanor make him a favorite of local students, though young women are advised to always indulge in the company of a friend or two, lest they find their bodies rented out by the half-hour while they're drugged and immobile.

TARHEEL PROMENADE

More established than the transient stalls of Downmarket and more frequented by locals, Tarheel

Promenade is the magical and religious center of Kaer Maga, with the highest concentration of temples and arcane services in the city. Most of the well-to-do businessmen here have long since traded in carts and stalls for full-on storefronts, and the majority of the streets are lined with narrow wooden tenements and shops stacked several stories high, crammed so close that they share walls and forcing those seeking the shops on the higher floors to climb narrow and rickety open-air staircases. While casters for hire, healers, and magic item crafters characterize the neighborhood, they're hardly populous enough to fill it completely. Beneath the notice of powerful groups like the Arcanists' Circle and the clergy of Asmodeus and Abadar, the majority of the merchants in the district are concerned with mundane items, dealing in everything from fine wine to real estate and from barrels to shoes, and the perpetually twilit streets are lined with the soft glow of enchanted lampposts and signs embellished with permanent cantrips.

Gadka's Magical Oddities: Far from the most reputable shopkeeper in town, **Gadka Burtannon** (N male dwarf expert 5) still manages to do a brisk trade in minor wondrous items, his garish tarp-covered cart at the corner of Fever Street and Half-a-Chicken Walk a landmark despite its theoretically mobile nature. A self-proclaimed "honest crook," Gadka freely acknowledges that some of his charms and baubles are fakes designed to con the gullible, but such sales help to subsidize his actual stock and keep prices remarkably reasonable for his more discerning customers—who of course always include present company. Despite his base nature and countless scars from dissatisfied buyers, Gadka's genuinely joyous nature and outgoing manner earn him friends wherever he goes, though the wise keep one hand on their purses.

The Wheel Unbroken: This three-story building stands separate from the surrounding tenements and shop fronts, yet while that's an oddity in itself in Tarheel, it's not what makes the Wheel Unbroken a landmark. In fact, this modest structure is the single greatest concentration of magical power in the city.



Suthivan Gyves



City Adventure Hooks

With so much going on in Kaer Maga, just walking into the city can be a little overwhelming. Presented here are several adventure hooks to get your PCs involved with the goings-on in the city proper. (For adventure hooks related specifically to the Undercity, see the Subterranean Adventure sidebar on page 57.)

- Horus Ilaktya, owner of the shop Last Rites and de facto leader of Ankar-Te, has become convinced that someone in the city is violating the ban on intelligent undead. Could it be that someone in Highside Stacks has broken one of the city's only true laws? In order to find out, he needs some independent contractors who can investigate without making the culprits suspicious.
- Someone has been murdering residents of the Halfway Houses—but only the humans. Several enraged spouses of the slain victims are desperate for someone to stop what appears to be a spree of racial hate crimes, and they have pooled their funds to hire warriors to protect them.
- A big shipment of human slaves is set to come in from Urglin any day now, and the Freeman have been quietly recruiting freedom-loving rogues and warriors for a daring jailbreak.
- The Pillars of Dream in the Warren have begun to emit a strange hum that grows steadily in volume with each passing day, and local residents are terrified of what the change might signify.
- A famous bard has received word that someone means to assassinate him as he takes the stage at the Lakeside Amphitheater tomorrow night, and he is looking to hire competent bodyguards that he can covertly place in the show's crew or audience to foil the attempt.
- For the first time in memory, the troll augurs have retired to their temple and closed its doors to the public. After several days, many of the city's powerful factions are dying to know what the silence portends, and they are looking for someone to sneak into the complex and find out what horrible revelation the prophets have uncovered.
- The word on the street is that Dakar, head of the Commerce League, has finally gone too far and paid an unknown assailant to beat the prominent hemotheurge Neshiel within an inch of his life as part of a business deal gone sour. Now the bloatmages of the city are banding together, and it may come to war between the hot-blooded wizards and the red-handed merchants.
- The People's Council of Widdershins has reason to believe that someone within their ranks is plotting to overthrow their regime and pervert their traditional values. As much as they hate to admit it, they need outside help to root out the subversive elements.
- A mysterious tome of dark lore has been uncovered within the Therassic Spire, and two rival groups are competing to steal it—one to hoard its knowledge, and the other to destroy it.

The Wheel Unbroken features an immaculate shop and showroom on the ground floor, but its upper stories, which serve as the guild house of the magical consortium known as the Arcanists' Circle, are more like a tavern's common room. Here its members relax and trade discoveries, competing in cordial rivalries and confident that shared knowledge increases the power of all, while downstairs in the showroom, their apprentices take shifts acting as merchants of magical items produced routinely and in bulk by the guild. By working together and occasionally using shared equipment in the laboratories on the top floor, the arcanists are able to greatly streamline magic item creation, increasing their profits and freeing up their time for more esoteric pursuits. In addition to selling premade items, the Wheel Unbroken also accepts commissions, and with an entire guild's worth of knowledge to draw upon, it seems that no project is too big for those with adequate funding.

Street of Little Gods: Most of the major gods of the Inner Sea region have temples somewhere in Kaer

Maga, though some these temples are little more than glorified residences housing a few faithful worshipers and a modest shrine. Yet far more gods than those are worshiped within the city, and for those lesser deities without a devoted congregation there's always the Street of Little Gods. Here on this promenade, dozens of small altars and shrines, some covered with elaborate awnings and others little more than crude statues propped up on packing crates, pay homage to lesser-known faiths from across the world. Forgotten godlings of the River Kingdoms, the Prophecies of Kalistrade, the masked god Razmir, totem creatures from the frozen and barbaric north, guiding dragon spirits of Tian Xia—all have a home in Kaer Maga, no matter how humble. All the priests who gather here to tend their shrines, from the pale and incestuous twins who staff the purple bower to Socothbenoth to the Keleshite mystic who balances on a spear-tip all day long to prove his piety, do so in the hope of attracting passersby to their cause, preaching constantly of the power of their lords. Some even conduct "miracles" for appreciative onlookers, though



these individuals are sometimes revealed as con artists or occasionally as sorcerers who lack the self-confidence to acknowledge their own abilities (attributing them instead to the work of divine beings).

Bank of Abadar: As in many cities, the Church of Abadar plays a large part in Kaer Maga's day-to-day operations. Here its role is not so much one of leadership as of glue—together with the Church of Asmodeus, the Bank of Abadar helps to encourage the keeping of contracts and agreements and discourage the sort of oath-breaking that leads to societal meltdown. As a result, Abadar's clergy here tend to focus primarily on the god's lawful aspect, and they are employed as witnesses to business deals and gang truces more often than for their healing services. The Bank of Abadar itself is a large, heavily fortified and gilded building, within which is stored much of the city's liquid wealth, as the average merchant knows better than to keep her earnings on her for long. Its members also tend to the sick—for reasonable fees—and do pro bono work keeping the city's ancient and often magical sanitation systems in good repair.

Temple of Asmodeus: Even before Cheliox brought his worship to much of Avistan, Asmodeus had a presence in Kaer Maga—after all, in many nations devil-worship is still viewed as a negative, and Kaer Maga stands as a not-so-shining bastion of religious freedom. Its current temple is a large and elaborate gothic affair, positioned at one end of an avenue that runs from it to the Bank of Abadar, symbolizing the two faiths' alliance. While its clergy conduct many of the same daily tasks as Abadar's—witnessing contracts, selling their magical services, and so on—the church retains its diabolical nature, and its doors are always open wide to those brave and foolish enough to seek infernal compacts.

The Flame That Binds: The owner of this garishly painted shop, **Carthagos** (LN male human wizard 5/bloatmage 2), may not be as powerful as the members of the Arcanists' Circle, but he's a good deal more approachable. Though not a warrior himself, the mostly bald and impressively corpulent bloatmage has had a lifelong fascination with magical weapons; he specializes in their construction and is always eager to talk shop with the warriors who use them, glad to extend a "fellow adventurer's discount" to anyone who lets him inspect a construction he's unfamiliar with. In addition to his selection of magical weapons, Carthagos pays for his own studies by selling reagents and spell components to other magic users, and as a result "The Flame" is a rather popular hangout for some of the city's up-and-coming hedge wizards. Carthagos also has no problem allowing those mages without storefronts of their own to meet clients here, so long as he gets his cut of the revenue.

The Tarheel Promenade: This wide avenue stretches the length of the district. Or at least, the current residents use it as a promenade—the actual surface appears less like a conventional street and more like a river of oil that poured through the district in a torrent and then froze in place. Glass-smooth and level with the stone around it, and with banks straight as razors, this black stripe seems to reflect light less than it should and bears no sign of having been constructed—indeed, those who study it long enough report that there seem to be slight ripples of movement beneath it, as if water or energy still flowed just beneath its surface. This cannot be the case, of course, as many local basements extend well beneath the seemingly indestructible promenade. Whatever its true nature, the obsidian ribbon is now used as a thoroughfare by the city's ever-practical residents, and it's considered quite desirable for merchants and arcanists to establish storefronts along its length.

THE WARREN

While riddled with windows and doorways at every height, carefully carved for the convenience of the residents over the course of millennia, Kaer Maga is a ring of unbroken stone, its sides seemingly invulnerable to weather, siege, or time—except here. On the city's northwestern side, some unknown calamity appears to have blown an enormous hole in the city's ring, completely obliterating any stonework down to the bare earth and leaving only scattered chunks of broken rock, most of which have long since been scavenged by other districts for new construction. Within this breach, generations of Kaer Maga's poorest residents have made their homes in the most literal sense, building shack on top of shanty in a hodgepodge of scaffolding and scrap lumber that now towers almost as high and wide as the rest of the ring, its interior a maze known only to its inhabitants. This is the Warren.

The Warren's lack of walls makes it the natural main entrance for locals and visitors alike, but it has no gates or guards to keep out the unwanted, merely seven stories of hungry opportunists. Yet it's not just the poverty and penchant for petty crime that gives the Warren a bad reputation with locals. While no one has yet pinpointed a cause, it's a widely known fact that those women who live too long in the Warren are far more likely to miscarry or give birth to deformed offspring, hence the popular expression "ugly as a Warren rat's daughter." Still, despite the risks associated with it, this district's low cost of living (and even lower standards) allows the city's dregs and hard-luck stories to build lives for themselves from the ground up, and the Warren represents one of the most ethnically diverse melting pots in the city, with halflings and humans living alongside wererats, orcs,



and stranger creatures in a mostly peaceful, though boisterous, squalor.

Meatgate: With little to no land inside Kaer Maga's walls devoted to agriculture, the city is dependent on the farmers and herders who eke a living out of the surrounding soil to supplement expensive shipments of grain and other foodstuffs from the lowlands. Yet even these are barely enough, and anyone who can provide comestibles at reasonable rates is welcome in the city. It was to this end that Meatgate was established. While many of the established farmers and shepherds have regular business partners within the city's central markets, those with lower quantities often find it in their interest to sell in the open-air meat market which rests at the edge of the Warren's borders. Here hunters and trappers from the surrounding area can sell their goods quickly and efficiently, by the pelt or the haunch, without sharing their take with a middleman. While the place tends to be a riot of shouts, blood, and unwashed hermits with good reasons for avoiding the city, the system works, and many of the city's poorer residents can acquire fresh food here at surprisingly reasonable rates.

Mother Millie's Little Treasures: No one knows exactly what the cause is, but something in the Warren taints women's wombs, turning good seed bad and producing far more than the normal share of deformed children. While many of these children go on to lead productive lives—at least as much as any children of the Warren ever do—others are too debilitated for their overworked parents to care for, or else bring too much shame to their family. These unfortunates are sent to Mother Millie's Little Treasures, sometimes less politely known as the "Sick Pit," a workhouse specifically devoted to caring for such children and helping them earn their keep through simple piecework and other repetitive, menial tasks. Not exclusive to Warren residents, the workhouse also contains numerous offspring from well-to-do families in other districts, and the sliding scale **Mother Millie** (NE female half-orc cleric of Lamashtu 3) charges for taking in a child pays as much for her silence as for the less-than-stellar conditions in which the children are kept. That Millie is herself a cleric of Lamashtu secretly hoping to find potential cult members or messiahs among her charges is an open secret, but as

long as she's willing to make embarrassing offspring disappear, the general population seems not to care.

The Gap: Though countless small doors and gates open out of Kaer Maga's walls, not to mention windows and other portals reached by ladders, ramps, and nets, the Gap in the middle of the Warren is considered by all to be the main gate, for the simple reason that it's never been closed. Here a wide break through the center of the shantytown's towering scaffolding allows enough room for several carts and wagons to travel abreast, and local muscle hired by various merchants ensures that these travelers are not overly inconvenienced by the district's residents. That said, there's a fine line between helpful and annoying, and this avenue is constantly choked with locals attempting to offer their services as guides, porters, and runners during merchants' stays in the city, supplementing their meager fees with kickbacks from any inns or merchants they lead travelers to. While pushy and discomfiting to many outsiders, these Warreners are vital to helping facilitate foreign trade, and hence

they are tolerated by most. As symbiosis is the heart of Kaer Maga's existence, however, this tolerance goes both ways—in exchange for being given little trouble, the city's hired guards in the Gap are happy to allow pickpockets and beggars to fleece a certain percentage of newcomers, so long as they don't get too greedy and endanger their joint livelihood.

Halfway Houses: Halflings live everywhere in Kaer Maga, blending in with their human cousins as servants, merchants, and tradesmen, and often performing jobs that would be too difficult or uncomfortable for larger races, such as cleaning out sewers and chimneys. Yet it's here in the Warren that many halflings feel most at home. In this small cluster of scaffolded dwellings, known as the Halfway Houses for both their high level of turnover and their low ceilings, dozens of halfling families take comfort in each other's presence, creating homes sized just for them and a haven where they can gripe and jest freely about the prejudice of the clumsy larger races. Still, their relations with humans and others are far from confrontational, and in fact the Halfway Houses have a high percentage of interracial marriages, with many halfling men and women drawn to the copious physical delights offered by "the big 'uns." While such blatant arrangements are somewhat scandalous, even by Kaer Magan standards, the residents of the Halfway Houses stand together in



Mother Millie



Growing Up Kaer Magan

Though Kaer Maga is often thought of as a city of immigrants, many of the families currently in residence in the Asylum Stone have been there since their assimilation several generations ago. As a result, even with the wide degree of cultural diversity and the tendency for subcultures to form around small clumps of like-minded individuals, a certain amount of culture is shared between almost everyone born into Kaer Maga's tunnels and streets.

Kaer Magan children tend to grow up fast and hard, not necessarily out of neglect by their parents, but simply as part of life in a city where the only people to watch out for them are their friends and families. From the time they can walk, most children run free in the streets, forming their own small gangs and cohorts. Many of them engage in petty thievery as a matter of course, and while the merchants who catch these shoplifters rarely show mercy out of respect for the children's age, neither do they hold the attempts against them overmuch once punishment is meted out—after all, they were young once as a well. A childhood spent in the streets makes the average Kaer Magan quick, canny, and keenly aware of his surroundings.

When they get a little bit older, many Kaer Magan children are apprenticed to trades, usually within their faction or neighborhood's specialty (such as the Ardocs' golem-crafters, or the steaming factories and forges of Cavalcade), though it's not uncommon for a family that's part of one group to send its children to train with an allied or neutral faction, the better to cement their working relationships. For as fractious and aggressive as the city's various power bases can be, only the most extreme groups are capable of maintaining complete cultural isolation, and most members of one faction have cousins or close friends in another (though these bonds inevitably come in second to the needs of the patron organization.)

Though Kaer Magans generally call one specific section of the city home, and often reside their whole lives within that district, there's a strong sense among residents that the city as a whole belongs to everyone. A shopkeep in Bis might have strong words about the "filthy necros" in Ankar-Te, but that doesn't mean that he necessarily fears to walk down that district's streets. Stepping outside your turf in Kaer Maga isn't always a good idea, but it's *always* your right. Only the people of Widdershins and Highside Stacks actively prevent those of other districts from entering their area without special invitation, and as a result these citizens are often negatively characterized as being aloof and not truly part of the city. After all, part of Kaer Maga's appeal is the fact that it accepts rejects and castaways, and there's a reason why the Gap, the main entrance to the city, has never had a gate.

support of their members, and those humans drawn in by love and lust find the community vibrant and welcoming. Some of the permanent residents here are much wealthier than their surroundings would suggest, and it's an open secret that the first wizard to offer affordable means for humans and halflings to genuinely crossbreed (possibly via a modified *polymorph* or similar spell) will become quite wealthy.

The Pillars of Dream: It would seem strange to many that one of the most beautiful structures in Kaer Maga rises from the tangled and filthy mass of the Warren, but such is indisputably the case—albeit not through any actions of the district's residents. Here, in a small circular clearing that extends all the way up to the sky, stand two twin crescents of an unknown black metal, rising from the hard-packed earth 30 feet apart and curving together until their points almost touch, 20 feet in the air. Covering both are exquisite raised designs that seem more grown than carved, their edges liquid-smooth and reflecting less light than they ought to. The pictures inscribed on the sides never seem to repeat, and clearly represent stars and the swirls of nebulae and galaxies, though the scholars who search for recognizable constellations and the children who make up their own are both forced to admit that the sky depicted is not visible from Kaer Maga—and perhaps

not from Golarion at all. The pillars are not identical; where the northernmost blade bears a sun as its largest design, its rays seeming to shelter the nearby stars, the patterns of the southern blade fade away toward the bottom, apparently absorbed by an ominous blank patch. Perhaps most unnerving about the pillars is the fact that, judging by the recollections of old-timers, the blank patch appears to be slowly growing.

Numerous theories on the origin and meaning of the pillars hold sway in the city: the pillars are the horns of a great helmet, the crown of a warrior as tall as the Storval Rise itself. Or they're the sails of a strange vessel propelled by starlight in ages when the cliff was still a coastline. Or else the pillars are somehow related to the catastrophe that broke the city walls. Yet the one thing everyone knows for truth is the quality that gives the pillars their name—anyone passing between the pillars falls instantly asleep and is subjected to all manner of strange and colorful dreams, details of which can never be remembered afterward. Since the pillars also seem to negate any need for food or water on the sleeper's part, only the district's most paranoid members worry about potential side effects, and children, drunks, and ne'er-do-wells are regularly found unconscious here, sleeping contentedly until more practical locals shove them out of the affected area with brooms and long sticks.



WIDDERSHINS

The calm eye of Kaer Maga's storm, Widdershins is the one district of Kaer Maga completely free from the influence of its scheming gangs and factions, and its residents pay handsomely to keep it that way.

Comprising the northernmost third of the open-air Core, Widdershins is a quiet residential community for those of means, with many of its houses and neighborhood shops overlooking the city's central lake. Most of the structures are large, and some even have small yards sealed away behind thick hedges—a different sort of ostentation from that of the towering steeples of Highside Stacks, but ostentation nonetheless. Here, powerful merchants from the commercial districts can relax in complete safety and luxury, socializing and raising their children with similarly wealthy burghers and buying from pricey local stores that remove any need to leave their padded haven.

This sense of security does not come cheap. Long ago, many of the wealthier citizens of Kaer Maga who enjoyed the city's lack of taboos but not its continuous riot of cultures banded together and bought up most of the property in Widdershins, quietly squeezing out all those who couldn't meet their inflated rents. Once they'd cleared out the riffraff, the property owners formed a union of sorts, which they named the Citizens' Council, and as a newly minted political unit set to work creating the neighborhood they'd been dreaming of.

The first step was the founding of the Widdershins Constabulary to keep the undesirables from other districts from crossing over their neatly drawn new borders. Employing some of the best-trained and best-equipped mercenaries in the city, the Constabulary is an elite police force that does just that, maintaining a polite but firm cordon around the area and taking care of any "domestic issues" within Widdershins under the oversight of the Citizens' Council. While most of these uniformed brawlers could be labeled "undesirables" themselves, the steady and generous pay keeps them in line, and regardless of people's impressions of the Widdershins residents, members of the Constabulary are respected throughout the city for their martial prowess.

Isolation was only the groundwork for Widdershins, however, not the end goal. Within their district, the Citizens' Council began to create a bourgeois utopia, with the head of every household getting a say in their general assembly and the opportunity to serve in the various leadership positions. With everyone on board and heady with secondhand rhetoric from democratic nations like Galt and Andoran, it seemed easy for the residents to achieve the peace and prosperity they all wanted.

Perhaps too easy. It began simply at first, with codes of conduct to keep everyone happy and rules for the presence of outsiders as guests or servants. Then came

the legislation on new construction, so no one's property would be unduly harmed, and the statutes on the group schooling of children, so nobody's children would have someone else's ideology pressed upon them. Within a generation, everything had changed.

Today's Widdershins is a tightly wound and whitewashed community, a peaceful paradise for those who fear change and a nightmare for any found breaking convention. Guided by the Citizens' Council and enforced by the Constabulary, residents are able to minutely control every action of their friends and neighbors—the only sacrifice being their own freedoms. Those subversive elements that don't keep their heads down and toe the line are quickly exiled from the community or else confined and held for "social readjustment." It's a rigid and restrictive life, one many children flee as soon as they're old enough to understand it, and yet all of its backbiting and micromanaging machinery would break down in an instant if Widdershins' residents weren't so invested in it. It seems that, for the members of the Citizens' Council, the power to control is more appealing than the freedom to choose.

The Constabulary: This surprisingly elegant building is the headquarters for the Widdershins Constabulary and contains barracks, supplies, a training area, and everything its well-dressed **Commander Taius Jessen** (N male human fighter 7) needs to keep the militia running. Below it, in its excavated basement and reclaimed subterranean passages, lies a structure totally unique within Kaer Maga: the Widdershins jailhouse. In a city where the typical punishment for a crime is swift vigilante justice from the victim's friends or retaliation by an invested faction, the idea of imprisoning someone in an official capacity leaves many Kaer Magans befuddled. At any given time there may be as many as half a dozen citizens languishing in these cells waiting "reclamation" or execution by the Citizens' Council.

Itinerant House: Less an inn than a holding facility, Itinerant House is the only place in Widdershins where nonresidents may stay while conducting business within the district. Though stocked with above-average-quality food and drink and decorated in the latest fashion, the building is heavily watched at all hours by members of the Constabulary. Most visiting merchants would prefer to take lodging in districts where the innkeepers don't set curfews and monitor their every word, but it's not uncommon for locals to require any potential business partners to reside in the building under observation for several days before agreeing to any deals.

The People's Chambers: This grandiose hall is situated at the top of a small hill, and its windows look out over the rooftops to the central lake. Here the Citizens' Council conducts its daily business, debating from dawn until dusk in the most elaborate of parliamentary procedures.



Seen on a Street Corner

As the old saying goes, anything can be found in Kaer Maga, and new visitors to the city are often overwhelmed by the cacophony of sights and sounds that confronts them as soon as they set foot inside the city's walls. Below are several strange and unusual sights that a PC entering the Core districts might see—roll on the table or pick and choose your favorites to help describe the sheer chaos of a Kaer Magan marketplace.

d%	Scene
1–7	Orc slavers haggling over a pair of chained and filthy human men.
8–14	A young woman in a dress buying groceries, followed by two zombie servants carrying her baskets.
15–21	A goblin juggling hedgehogs for coins, so far failing to earn any money despite bleeding hands.
22–28	Two teams of palanquin-bearers yelling at each other in an intersection.
29–35	A shopkeep swatting with a broom at a skittering, spider-shaped golem the size of his head.
36–42	A crowd of children and adults betting on a fight between two large snakes.
43–48	A gargoyle perched on a rooftop, calling down its less-than-positive opinions of passersby by and occasionally pelting them with roof tiles.
49–54	Three men with their mouths stitched shut, whistling and gesticulating wildly at each other.
55–60	A troll draped in bloodstained linens walking through the market, carefully holding up its exposed intestines.
61–66	Two screaming men knife-fighting in the center of a bustling market, with bystanders simply walking around them.
67–72	Three horses and a centaur waiting to be shod at a farrier's shop.
73–78	Two gnomes sprinting at full speed with rope leads, the ends of which are tied to a third gnome strapped to an enormous kite.
79–85	A cart of corpses being pushed through the streets, with the cries of the corpse collector making it clear that he's in both the business of burying corpses for a fee and of selling unclaimed bodies for unspecified purposes.
86–92	A parade in which some sort of priest wearing an oversized mask in the shape of an enormous eyeball is followed by several worshipers costumed to form the legs of a giant centipede.
93–100	Three prostitutes leaning out a window to display their wares—one beautiful, one scaly, and one clearly undead.

While every member of the council is allowed a vote on any matter he or she takes an interest in, significant power is wielded by the Chief Bursar, who handles the financial logistics of any decisions made by the General Assembly, and the Minister of Public Interest, who hears all complaints and proposals and judges the order in which they should be brought before the assembly. Both positions are required to pass to a new individual annually in order to avoid corruption, but in truth the power to assign funds and bury specific issues by labeling them “low priority” make it easy for the clever to maintain their influence. The current Chief Bursar, **Tomkin Rassi** (LE male human expert 2/aristocrat 3), and **Minister Abigail Van Heuse** (LN female human aristocrat 5) have worked together to rise to the top and expand their official powers, and have each held one position or the other half a dozen times in their careers, sometimes trading positions directly as their supporters press their causes. Now, however, the two have secretly grown tired of sharing the spotlight, and each quietly seeks some means of removing the other or eliminating one of the two offices entirely—without bringing the wrath of the General Assembly down on their heads.

Furrow & Vine: Pushing 80 years old, bald-headed **Parnham “Pater” Nollins** (CG male human expert 4) has been a greengrocer in Widdershins all his life, a quiet

pillar of the community who is frequented as much for his charming stories of the past as for his high-quality produce. Having never held political office beyond the occasional appearance at the General Assembly—protesting that he’d “rather feed them than lead them”—the merchant has remarkably few enemies in a district that breeds them.

The easygoing exterior, however, hides a soul in torment. For after most of a century living under the yoke of the Citizens’ Council, watching as time and again the citizens of Widdershins choose pettiness and fear over freedom, Pater Nollins has had enough. Slowly and quietly, he has begun feeling out the youth of the district and gathering the most disaffected young men and women to his cause, making his shop, the **Furrow & Vine**, the site of clandestine meetings in which they discuss means by which they might change the status quo rather than abandoning the district completely. Convinced that the normal avenues are closed to them, the young revolutionaries are currently torn between violent upheaval and massive, peaceful demonstrations, but the issue is quickly coming to a head, and not even Pater Nollins’s words of caution and patience will stay their hands much longer. Without the support of someone more capable and experienced, however, the group’s chances appear slim.



The People

IN WHICH WE LEARN NOT TO STARE, AND TO MIND OUR BUSINESS

“Thing is, sire, everyone wants something from you here. The merchants want your coin. The Freemen want your ideology. The necros in Ankar-Te want your corpse. The Tallow Boys want—well, nevermind what they want, save that you’ll know when they come looking.

“The point is, everybody here wants a piece of you, and some want the whole blessed thing. The key to doing well here is in making them all think you want something from them, too, to help keep them on their guard. Otherwise they’re likely to give you something else—right between the ribs.

“It’s a rough city, gov. Try to keep up.”

—Gav Nahli, philosopher king



The citizens of Kaer Maga are a widely varied and contradictory lot. While relatively welcoming of strangers (especially those bringing foreign coin into their coffers), they are also private, fiercely independent, and wary of all who would seek to lead them in any but a clearly beneficial business partnership. Detailing everything from information about the city's government, foreign relations, and factions to suggested backgrounds and ties for local characters of different classes or religions, this chapter contains everything you need to know to create or play a native of the City of Strangers.

CLASSES IN KAER MAGA

By its very nature, Kaer Maga has room for everyone, and its residents practice a wide variety of vocations and trades. What follow are a few brief suggestions for how characters of each class can fit into the complex flow of the patchwork city.

Barbarian: Its proximity to both the wandering tribes of the Shoanti and the barely civilized orcs of Ugrlin and more distant Belkzen ensures that Kaer Maga is fed with a regular supply of barbarians, who come to the city as caravan guards, mercenaries, gladiators, and wanderers. Many find jobs as bouncers in drinking establishments or as street soldiers for the various gangs, provided they can keep their tempers at least somewhat in check.

Bard: Entertainers of every sort can be found throughout Kaer Maga in locations ranging from the grand stage of the Lakeside Amphitheater to the bawdy cabarets of Hospice and including almost every drinking house in between. Buskers and other street performers are common in the Core districts, and despite what graduates of more "refined" academies might say, the Lyceum in Oriat turns out some of the best bards in Varisia.

Cleric: While Kaer Magans may have shifty reputations, no one can claim that they aren't pious. In fact, if you equate piety with the *number* of gods worshiped, then Kaer Maga may be the most pious city in Avistan. Clerics of almost every god, great and small, roam the streets selling their services for alms or else preach their rhetoric to small but fervent followings. The flocks of Abadar and Asmodeus are most prominent, existing in an uneasy alliance and dominating the central marketplaces, but rough-and-tumble worshipers of Cayden Cailean are always welcome in the Bottoms, and even the least-known deities can find space for a humble altar on the Street of Little Gods.

Druid: Druids are a rarity in the city proper, as its enclosing walls and roof leave little room for nature to creep in. Those few who can be found inside tend to live exclusively in the Core districts, or else overlooking the cliff face in Cavalcade and the Bottoms, where they

can gaze out upon the vast vista of the lowlands and commune with the many birds of prey that ride the thermals there.

Fighter: With its reputation as a safe haven for those who've crossed outside laws, Kaer Maga never has a dearth of fighters. Certainly many of the natives have grown up hard, and combined with hard-bitten warriors and convicts seeking to begin new lives (or not) in the Asylum Stone, it sometimes seems that everyone in the marketplace has blood on her hands. In reality, this is not quite the case, but those adept with blade or bow often find Kaer Maga a fine place to sign on with caravans headed to distant lands, noble personages in need of bodyguards, or well-off criminals seeking to hire circumspect individuals for a bit of wetwork.

Monk: Anyone quick with a fist can find work in Kaer Maga, but monks seeking a quiet monastery are likely to be disappointed by the city's constant bustle. Still, small convents and cloisters dot the city, and while the violence of the Brothers of the Seal may give monks a bad rap in Oriat, in general Kaer Magans are interested in anyone who might be useful to them. Sweettalkers' natural discipline leads them to become monks in unusually high numbers, and the ascetics of the Temple of the Endless Step are always recruiting those with a drive toward enlightenment.

Paladin: Righteous moralizing is frowned upon in Kaer Maga, and actively disrupting another's business even more so, making the hard-line paladin a rare figure. Still, for those willing to maintain low profiles, there's plenty of work to be done here, operating behind the scenes and winning over hearts and minds one at a time. The Freeman of the Bottoms are most welcoming of crusaders, provided their values match up, and the Widdershins Constabulary can frequently make use of exceedingly lawful individuals.

Ranger: Urban rangers flourish in the city, frequently taking to the tunnels just below the surface, where they can live comfortably among the rats, snakes, and larger vermin. For those who still relish wide-open spaces, however, Kaer Maga's limited farmland and costly food imports mean it depends heavily on hunters and trappers in the surrounding region, and such loners regularly come into the city to sell their kills' flesh and furs at generous prices in the Warren's Meatgate. Still others find their calling with the Duskwardens, ferrying travelers through the Halflight Path and keeping the dark denizens of the Undercity where they belong.

Rogue: Throw a rock in Kaer Maga, it's said, and you've stoned a thief. While something of an exaggeration—many reputable businesses and trading concerns operate out of the city, as well as countless craftsmen—there can be no denying that Kaer Maga's reputation as a city



of scoundrels and predators is well earned. All of the major gangs and factions employ rogues as enforcers, con artists, burglars, and assassins, and a character with such skills has little trouble finding a comfortable niche. Likewise, the amount of trade going through the city at any one time makes it a haven for freelance pickpockets and other such tricksters, who trust that the constant influx of new money will cover their tracks. Those seeking to avoid legal retribution elsewhere often find it easy to lose themselves in Kaer Maga's crowds, knowing few powers would attempt extradition in an ancestral city of thieves.

Sorcerer: Magic is a hot commodity in Kaer Maga, regardless of where it comes from, and sorcerers are often cheaper than wizards for most citizens' needs. In addition to selling their services on the open market and delving beneath the city's streets in search of lost arcana, sorcerers frequently work for the city's ruling factions in varying capacities. Whether serving as simple gangster artillery or full-on governors for Ankar-Te or the Ardoc family, sorcerers possess potent combat abilities that make them more durable than wizards in a pinch. The city is also home to the largest assemblage of hemotheurges in Avistan, those ambitious wizards and sorcerers who seek to enhance their power by overloading their own circulatory systems, often earning the disparaging title of "bloatmage."

Wizard: The Arcanists' Circle may be far and away the most prominent assemblage of wizards in Kaer Maga, but it certainly doesn't have a monopoly. Numerous freelance sages and enchanters operate out of the shops of Tarheel Promenade or studies tucked away in Highside Stacks, and traveling magicians come from all over to obtain hard-to-find (or less than moral) spell components in the city's markets or to research obscure topics in the Therassic Spire.

RACES OF KAER MAGA

Since its first incarnation as a prison city populated by those unfortunate individuals locked away for perceived crimes against the Thassilonian kingdom of Shalast, Kaer Maga has been deluged over the millennia by successive waves of pilgrims and outlaws, refugees and exiled political regimes. In such a hodgepodge of cultures, any two humans might conceivably have less in common with each other than they would with one of the city's many non-human races. As such, the city's reputation as a welcoming—if not necessarily appealing—haven for all civilized creatures continues to work its way across the world through strange channels, still occasionally drawing unusual and alien newcomers into the fold. Though most of the humanoid races present in Avistan have some sort of representation in

Kaer Maga, those detailed in the section below are by far the most common.

Humans: While humans make up the vast majority of Kaer Maga's residents, they're hardly a uniform demographic. Quite the opposite, in fact—since many Kaer Magan humans' ancestors sought asylum there specifically to avoid persecution for various traits, most who can remember that far back have clung tightly to those original traditions they sought to preserve. Even after centuries within the cultural melting pot, these practices and allegiances still hold significant power, making Kaer Maga's human population a riot of proud and sometimes conflicting ethnic groups. Still, most residents tend to see themselves as Kaer Magans first and are quick to temporarily put aside their differences should their city face any significant threat.

Of those groups that still retain some independent cultural identity, the Varisians are the most common. Unlike the Shoanti, who sense in the towering structure a lack of honor and vague shades of their own shameful ancestry, the Varisians have long retained a working relationship with the people of Kaer Maga, regularly bleeding off or acquiring new members through romantic liaisons when their caravans pass through, and enjoying the city's total lack of prejudice. In addition, the Sczarni criminal association has found the city to be a fertile ground for their scheming, as well as a place where they can wear their affiliation openly without fear of reprisal.

Along with the Varisians, numerous descendents of other nations continue to wear their heritage as a statement, from the haughty political exiles of Galt and Cheliox to hairless Osirian shopkeepers and Vudrans attempting to escape the yoke of their caste system. Yet those from around the Inner Sea are only part of the equation, joined by groups like the Iridian Fold, Sweettalkers, and others whose origins trace back to strange lands beyond Tian Xia and the Impossible Kingdoms or who have been in Kaer Maga so long that they no longer remember their ancestral homelands.

The only human ethnicity native to the Storval Plateau, the Shoanti have their own unique relationship with the patchwork city in their midst. Though the barbarians and horsemen have long since forgotten their culture's roots in the ruins of ancient Thassilon, many of their shamans and seers remain uneasy around the city, both for the strangeness it represents and for more practical reasons. Though they have numerous tribes, each with its own unique customs and societal mores, the Shoanti are all people of the Plateau—children of the big sky, the rust-red dust, and the wildfires that consume all in their path. Inside Kaer Maga, especially the stone-ceilinged Ring districts where day and night are virtually indistinguishable, the average Shoanti tribesman feels



trapped and out of place, his agility and cunning on the open ground almost useless in the ceaseless press of bodies. This natural unease is often played up by those isolationist chieftains and spiritual leaders who see in Kaer Maga a physical manifestation of lowlander values and their encroachment on traditional tribal life. Nevertheless, the City of Strangers represents a far better opportunity for trade than orc-run Urglin, so most of the people of the plateau interested in trading or engaging in other urban pursuits eventually make their way to Kaer Maga. Not all of these return to their tribes, and many of the humans born in Kaer Maga have at least a little Shoanti blood somewhere in their family tree.

Dwarves: As consummate craftsmen, dwarves do well for themselves in Kaer Maga, often carving out niches in the markets (sometimes literally, as in the Balconies of Bis) or else using their racial talent for building and architecture to help repair or add to the city's ancient and constantly degrading structures. Certainly neighborhoods like Bis that seek freedom in elevation depend on the stout folk to read the stone and then predict what sections of wall are safe to build on, decide which balconies need reinforcement, and warn residents when a specific region seems likely to give way onto the subterranean tunnels beneath it. Dwarves also have an advantage in Kaer Maga in terms of housing—though they are usually careful to honor the Duskwardens' warnings, they are by far the race most comfortable with inhabiting the basements and catacombs just below the city's surface and often save money by banding together to occupy small warrens accessed through a single house. This sense of sticking together also proves quite profitable for dwarven merchants, as while the average Kaer Magan dwarf is polite to non-dwarves, he seeks out his own kind first, expecting minor discounts in exchange for loyal custom.

Elves: Elves are disproportionately rare in Kaer Maga when compared with the rest of Varisia, and of those who make their homes here, almost all are Forlorn; only a very few of the lonely elven outcasts who abide in Kaer Maga can remember the lush forests and soaring spires of Celwynvian or Iadara. Why mainstream elven culture seems to avoid the city is anyone's guess. Some propose that it's simply an environmental issue—why would elves, being creatures so enraptured with the natural world, voluntarily live inside a stone tomb that rarely sees the sun?—but others speculate that it's due to their long memories, and that elves avoid Kaer Maga because they remember some dark history, perhaps even the city's mysterious original purpose.

Gnomes: While it would be reasonable to presume that gnomes, with even closer ties to nature and the First World than the elves, would share the fair folk's

aversion to Kaer Maga, quite the opposite is true. Instead, the strange and capricious gnomes exult in the anarchic, laissez-faire attitude of the city, pleased to find an urban center where their most absurd actions and inscrutable morality can go almost undetected. Most gnomes in the city prefer to reside in Hospice or Downmarket, where they can get regular sun and fresh air, or else along the cliff-side border of Cavalcade and the Bottoms, but as a rule they're happy anywhere so long as their residence has a window looking out on the Core or the outside landscape. Though they fill every role from merchant to prostitute, the gnomes of Kaer Maga are particularly known for their ingenuity in the fields of magic, with their unfettered experimentation often leading to strange requests from merchants, as well as the occasional explosion.

Half-Elves: The bastard children of improper liaisons, pitied by their elven relatives and envied or mistrusted by humanity for their elegance and longevity, half-elves are natural candidates for residency in Kaer Maga. Like a flame drawing moths, Kaer Maga pulls half-elves from all over Avistan, offering a welcome chance for the half-breeds to blend into the cacophonous streets and be recognized on their merits without regard for their race. Once there, their natural beauty and prolonged youthfulness leave them rarely wanting for lovers, and as a result, the relatively small genetic pool of Kaer Maga's residents is well suffused with traces of elven blood.

Half-Orcs: As the closest Varisian settlement to the Hold of Belkzen, Kaer Maga has more than its share of half-orcs, disenfranchised warriors who trickle in steadily by ones and twos, spawned in the slave pits of the great orc clans or else sired on unfortunate Shoanti women in the heat of rapacious raids. Welcomed for their size and abilities, these half-orcs are typically haunted by painful pasts that Kaer Maga is all too happy to capitalize upon, harnessing their rage to use them as mercenaries, bodyguards, and enforcers for local gangs. In addition, the close proximity of Varisia's sole orc city, Urglin, makes it a natural trading partner for Kaer Magans eager to provide lowland goods to the orcs at vastly inflated prices, usually paid in slaves and the spoils of war. How the city's half-orcs deal with their full-blooded kin who come to trade—and, sometimes, live—varies wildly, but most violence against orcs in the city comes from the half-orcs themselves.

Halflings: In a city designed to help people disappear, halflings are absolutely at home, slipping in and out of crowds and shadows on their own business and enjoying the comparative lack of prejudice spawned by Kaer Maga's vast crucible of cultures. Natural opportunists, the halflings here are masters of finding unattended needs and filling them, serving as everything from footpads



and grifters to hard-working laborers and innkeepers. Many newly arrived halflings, having been undervalued or enslaved elsewhere, are taken in by their kin at the Halfway Houses or else join up with the Freeman of the Bottoms and subscribe to their egalitarian ideals. Halflings are ubiquitous in Kaer Maga and can be found working anywhere, from among the mobs of hopeful city guides and porters in the Warrens to the faculty of the Lyceum in Oriat.

Nagas: Though sometimes called “wormfolk” by their detractors, nagas have been an accepted and respected part of Kaer Magan society since its founding. Given the snake-men’s relatively low numbers and reluctance to let their inhuman appearance negatively impact business deals, seeing a naga out in the open is still an uncommon occurrence in Kaer Maga, and most nagas in the city choose to operate via proxies whenever possible, building themselves small fiefdoms of power and influence. Most wormfolk are dark nagas or spirit nagas, using their *charm* and *detect thoughts* abilities to great effect, though after millennia of inbreeding it’s whispered that some of the wormfolk belong to neither race but rather to some new and unique variant.

Trolls: Smaller and far more social than their wild kin, the trolls of Kaer Maga are insular and maintain almost no contact with their brethren beyond the city walls. While it’s unclear which came first, the profession or their citizenship, almost all trolls in Kaer Maga have chosen the path of the prophetic, self-mutilating Augurs and live together in the great temple in Downmarket.

Orcs: Few civilized settlements welcome orcs, and though Kaer Maga is more tolerant than most, it’s hardly welcoming. This is due not so much to their monstrous nature—in a city full of trolls, nagas, and even stranger creatures, such discrimination would be hypocritical at best—but rather to their generally poor behavior and tendency to start fights without regard for the established gangs’ delicate balance of power. Of course, the fact that most orcs who visit the city are slavers from Urglin and the Hold of Belkzen itself, come to trade in human chattel, does nothing to endear them to the Freeman and their many abolitionist sympathizers. Fortunately for the orcs, this general atmosphere of disdain and the occasional violence from half-orcs bearing grudges are still better treatment than can be expected from their own kind farther west, so many orcs find their time in Kaer Maga relaxing, even going so far as to set up permanent contacts and slave pens in Downmarket.

Goblins: Sneaky, capricious, and illicitly industrious, goblins are a small but undeniable presence in Kaer Maga. Though these pint-size terrors tend to be slightly better behaved than their brethren elsewhere—the

price of residing openly within the city, rather than in its outlying midden heaps—goblins will be goblins, and most other citizens give the jabbering gangs a wide berth. Most of Kaer Maga’s goblins make their homes in the Warren, the district that most closely matches their height and chosen aesthetic, but they can also be found squatting in abandoned buildings, narrow alleys, the topmost layers of the Undercity, sewers, and trash piles, indulging their natural proclivities for salvage and scavenging. While no single blood or tribe binds and organizes Kaer Maga’s goblins, they tend to stick together anyway, both for protection and to force the larger races to notice them.

Centaur: The majority of Kaer Maga’s centaur population stems from a band of Iobarian refugees who fled west generations ago, eventually coming to rest in the Asylum Stone. Though a claustrophobic city of narrow alleys and man-made caverns is hardly a traditional habitat for the horse-men, most of those currently residing in the city were born there and thus have learned to deftly maneuver their tremendous bodies in the shifting crowds. For those who need to run free in the sun, the dusty badlands of the Storval Plateau provide a perfect venue, and many of the city’s finest hunters and trappers are wide-ranging centaur scouts who help keep the city fed. Centaurs also prove particularly adept at dealing with the native Shoanti, who see in the centaurs a physical manifestation of the perfect bond between horse and rider, and several act as swift-running emissaries to local tribes.

Gargoyles: Indigenous to the Storval Plateau, many gargoyles have taken it upon themselves to join the ranks of Kaer Magans, regardless of whether or not their fellow residents appreciate the addition. In the wild, many of these creatures are little more than cunning predators, but those who enter the city solely to take victims (often hurling them over the edge of the cliff to spatter on the rocks below) are quickly and effectively dealt with by the heavily armed locals. Those that remain are the individuals capable of coexisting peacefully with the locals, albeit with a reputation for malicious pranks and only the barest regard for others. Most such gargoyles make nests and perches in high places, especially on inaccessible crenellations and ledges among the penthouse apartments of Highside Stacks—a fact that causes the wealthy residents no end of frustration.

Others: While not populous enough to warrant an entry of their own, numerous other races, such as brutish ogre-kin, lycanthropes of several varieties, covetous tengus, devil-touched tieflings, and more, are all tolerated by the people of Kaer Maga and afforded the basic rights of citizens, so long as they maintain a certain standard of conduct. In Kaer Maga, the line



between citizen and monster tends to be drawn based on action rather than heritage, and though the horrors that sometimes emerge from the barren plains or the depths beneath the city are dealt with in a swift and merciless fashion, it's not uncommon for the defenders to attempt to hear them out first on the off chance that they've come to make a deal.

GOVERNMENT

To an outsider, it might seem as if Kaer Maga has no government at all, yet those who observe the chaotic tumult of different cultures for any length of time realize that in fact the opposite is true: in order for Kaer Maga to have survived for so long without tearing itself apart, it *must* have a government—one of the most multifaceted and delicately balanced governments on the continent.

At its heart, Kaer Maga is an anarcho-capitalist society: a collection of individuals who value personal autonomy over all else and use binding contracts and matched strength to keep the peace as well as any state (and without any government-mandated sense of morality). While scholars may argue that such an arrangement is inherently unstable and that a society without central organization and safety nets is doomed to see its influence falter and most of its population slip through the cracks, Kaer Magans are only too happy to point to the slums of cities like Korvosa and Magnimar, as well as to the steady stream of immigrants seeking refuge within Kaer Maga's walls.

Without a central government, Kaer Maga is instead ruled unofficially by a consortium of gangs and factions whose membership constantly shifts as different groups gain power, both mercantile and martial. Many of these groups have remained ascendant for generations, and enough of them remain stable at any one time to put any others who might threaten that truce in their place. After all, the one thing everyone can agree on in Kaer Maga is that commerce is crucial, and while business doesn't require peace, it does require a certain amount of good faith. To that end, contracts and agreements are the bedrock of Kaer Magan society, and the churches of both Asmodeus and Abadar work with all of the guilds to make sure that oath-breaking remains one of the highest (and perhaps only) sins in the city.

This is not to say, however, that all the factions exist in harmony. Far from it—many of the factions, such as the slavers and the Freeman, are completely at odds with each other and exist in a permanent state of cold war. Border skirmishes and turf battles, both geographic and economic, are common as copper in the city, and few groups are willing to stick their necks out for rival gangs unless they have to. Instead, groups that rise too quickly in status and power suddenly find themselves beaten

back down by a massed consortium of their jealous rivals. Although new factions are constantly rising to power in response to one stimulus or another, slow and steady growth is by far the safest way to establish oneself in Kaer Maga, and anyone picking fights on multiple fronts at once is likely to find himself outmatched.

Smaller-scale conflicts in Kaer Maga are handled in a variety of ways, depending on the individuals involved. The city as a whole has no formal judicial system to convict and punish those who trespass against their neighbors—instead, the individuals involved look to their personal support networks, whether they be gangs, families, friends, or business partners. While in theory every victim is welcome to take the law into his own hands—in Kaer Maga, vigilante justice is often the only justice—this can easily result in misunderstandings and blood feuds that cause more harm than good. More often, victims and their attackers look to their superiors for defense. If both parties are members of the same faction, the faction leader usually arbitrates, passing down judgment as she sees fit. If there's no common authority between the parties, as in the case of members of different gangs, the leaders of both groups often meet to seek a compromise, preferring to pay blood prices or similar restitution over launching an all-out gang war. These meetings generally only happen in the case of murder or other such grievous injuries, and the general sentiment in the city is that if you and your immediate friends aren't strong enough to protect what's yours, you didn't really deserve it in the first place. Yet strangely, this credo doesn't lead to a city of fear, or rampant violence in the streets—rather, citizens of Kaer Maga simply watch their backs and befriend those around them for mutual defense, and if they occasionally find themselves mugged or robbed, they accept that such is the natural order of things and vow that next time they'll be better prepared.

Historically, the only times all Kaer Maga's various groups have put aside their personal vendettas have been in defense of the city as a whole. Though the city's records note only a scant handful of attacks by outside aggressors, in each instance the citizens have pulled together into a formidable militia, with each family or faction supplying its own company of defenders, all with completely unique tactics, fighting styles, and extraordinary abilities. Chaotic as it is, this constantly shifting, patchwork defense has repeatedly confounded normal armies, and Kaer Magans are proud to point out the advantages of decentralized command, unit autonomy, and diversity of styles. Most would-be conquerors, of course, have simply noted that Kaer Magans fight like cornered rats and disappear into their walls with the same ease.

FOREIGN RELATIONS

When most people think of Varisian politics, they think of the careful tripartite balancing act between lawless Riddleport, ambitious Magnimar, and the waning colonial powers of Chelixa-founded Korvosa. Despite its status as the fourth-largest city in the region, and by far the oldest, Kaer Maga is frequently forgotten altogether in these discussions, and its residents couldn't be any happier about it.

Long before any of the other cities of Varisia were founded, Kaer Maga stood quietly atop its cliff as an anachronism, a relic of the lost Thassilonian empire turned haven for misfits and undesirables. Warriors from the local Shoanti tribes occasionally approached the city to trade, but otherwise they left the squat fortress alone, sensing in its stark walls a vague and disturbing impression of their own fall from grace during the Age of Darkness. The wandering Varisian clans, while subject to the same foreboding racial memories, did far more business with the city, making it a regular stop in their great migratory loops and trading extensively for exotic goods and services—and sometimes for fresh blood, as youths on both sides fell in love with the other and ran away to join the wanderers or the urbanites, respectively. Interspersed with these regulars were occasional caravans from the far north and east, drawn to the only center of commerce in the region, as well as outcasts and pariahs from all across the world, lured onward in search of the fabled city without taboos, a home where they could indulge their chosen practices in peace.

When settlers from the south began building cities along Varisia's shores, it was of little concern to the Asylum Stone. With its isolation and insular society the sole reasons for its survival throughout the centuries, Kaer Maga saw no reason to protest the settlement of regions far beyond its walls, so long as the newcomers left the city well enough alone. Most of the immigrants saw fit to oblige, happy to take the lush forests, fertile plains, and bountiful waterways of the region's lowlands. Only the leaders of Korvosa, flush with a sense of manifest destiny and emboldened by the power of the Chelish military, showed any interest in annexing the city, but the bloodbath that erupted between them and the savage Shoanti along the way left the newcomers reluctant to press on to besiege such a well-fortified city, and they instead chose to make peace and sell Kaer Maga grain from the lowlands at great profit, an arrangement that has continued ever since.

Today, Kaer Maga is an oddity: a hub for trade, but only of the most exotic or unspeakable sort, as most common items can be procured far more cheaply from one of the conventional coastal cities. Residents of the neighboring

cities speak of Kaer Maga as something halfway between a fact and a fairy tale, both frightening and enticing, a place where any dream can come true—for a price. Perhaps someday one of the other city-states will grow powerful enough to challenge the city's autonomy in spite of its formidable natural defenses, but until then, it will continue to exist as it ever has: as a promise and an opportunity.

Though significantly removed from any of Avistan's major trade roads—and in fact, barely clinging to the edges of civilization at all—Kaer Maga is enough of a destination in and of itself that several routes have become standardized. By far the easiest overland route is through Varisia's breadbasket, the gently rolling fields of the Korvosan holdings. Many merchants travel by ship as far as Palin's Cove, join a caravan headed north until it intersects the Yondabakari, and then follow the river to where it descends from the Storval Rise. The journey straight up the Yondabakari from Magnimar is far longer, yet it allows travelers to take a barge all the way to the city's foot, greatly decreasing the cost of moving goods. Once at the Storval Rise, merchants must decide between carefully scaling the steep banks of the river where it runs down from the rise in a great ravine, or else proceeding directly to the cliff beneath Kaer Maga and paying a fee to the Duskwardens to be guided through the dangerous but efficient Halfflight Path. Both of these options can be avoided by ascending the ridge at the titanic staircase known as the Storval Stairs far to the north, a tactic occasionally used by caravans from Riddleport and beyond, but doing so requires spending many days in the Cinderlands, a region known primarily for its wildfires, dangerous fauna, and violently territorial Shoanti natives.

RELIGION

Religion in Kaer Maga is as varied as its populace. Over the millennia, countless faiths both large and small have risen to prominence in Kaer Maga and then fallen into obscurity as their worshipers lost their faith or were assimilated into other churches. For every god big enough to warrant a temple, half a dozen are quietly recognized within individual homes, entreated with prayers or served their meager offerings of spice or blood. From the enigmatic child-goddess of Ankar-Te to the myriad deities of the Impossible Kingdoms and the heroic ancestor spirits of the frozen north, Kaer Maga is open to all sects and cults willing to live and let live. Yet a few of the best-known members of Golarion's pantheon are particularly prominent (or conspicuous in their absence), as explained below.

Abadar and Asmodeus: An unlikely pairing, and one many of their parishioners would rather not acknowledge, Abadar and Asmodeus share the dubious mantle of most



popular faiths in Kaer Maga, and for good reason—despite their differences, both deities understand the value of protecting contracts and trade. Merchants and businessmen of all alignments appreciate their influence and pay respect, for without the gods' stern focus on honoring agreements, the city would quickly tear itself apart, its fragile network of alliances and economics breaking down. Knowing this, most clerics of either god quietly set aside questions of morality and focus instead on maintaining order and systems. Of course, even their fellow clerics outside the city don't always see eye to eye on the matter, mocking the Kaer Magans' strange bedfellows and noting that both churches in Kaer Maga spend all their time maintaining the wagon and none of it steering.

Calistria: No red-light district exists without Calistria's touch, and Kaer Maga's is no exception. Yet while her sacred prostitutes can be found hanging out of windows (and corsets) all over Hospice, for the most part the Savored Sting's worship remains a relatively private affair, devoid of political overtones.

Cayden Cailean: Hands down the most popular god in the Bottoms, Cayden maintains a solid following

among the lower classes of Kaer Maga. Due to his heavy affiliation with the Freeman, his clerics tend to stay in the southern end of the city and away from the active slave markets, but few are the taverns that don't toast his name after a rowdy drinking song. His presumed blessing, combined with his sway among local mercenaries, is one of many factors that keeps the slave merchants from taking more aggressive action against the abolitionist movement.

Nethys: With his ability to see all sides of an issue and lend his support evenly to conflicting factions, Nethys is a natural match for Kaer Maga's intricate web of shifting allegiances. His faith is particularly popular with the various arcanists at work in the city.

Pharasma: Death is an everyday occurrence in Kaer Maga, and when souls pass on to the next world, the clerics of Pharasma are there to pave their way. Though the Lady of Graves is worshiped quietly by many in the city, the Godsmouth Ossuary in the Bottoms is the center of her faith, and nearly all of the resident clerics assist in the operations there, carrying bodies down into an ancient crypt in the cliff face and burying them in a secret splendor



dating back thousands of years—for a price, of course. Those dearly departed whose friends cannot afford this luxury often end up in Heaven's Ladder instead, or hurled unceremoniously over the edge of the cliff.

Sarenrae and Iomedae: Frequently lumped together by locals, neither Sarenrae nor Iomedae has a visible presence inside the city, as Kaer Magans learned long ago that the “crusader gods”—as they're derisively termed—exist solely to stir up trouble and interrupt legitimate business. While members of their faith are not met with armed resistance, those who wear their faith openly often find themselves getting short shrift in all their business deals, and those actively trying to recruit or agitate for change are quickly refused service at the majority of shops and taverns. Only in the Bottoms are the two gods truly respected, but even there the civic leaders know not to let the righteousness of paladins endanger their practical and sometimes morally ambiguous campaign for freedom.

Shelyn: Beauty may not be the first concern of the average Kaer Magan—nor even the fourth or fifth—but in the halls of the Lyceum, art is everything. Bards and clerics devoted to the Eternal Rose can frequently be found enjoying the comforts and pleasures of the bardic college, and though most don't bother proselytizing in the rougher parts of town, more than one member of Shelyn's faith has spent time in Hospice, savoring its delights and keeping an eye on the more extreme pleasure-houses, lest they be perverted to the worship of Shelyn's sadomasochistic brother, Zon-Kuthon.

Urgathoa: While undead are feared and shunned everywhere except Ankar-Te, priests and necromancers devoted to the Pallid Princess have significant sway in that district, and their unofficial influence as purveyors of unsavory delights spreads far beyond its borders. Urgathoa is particularly popular with the small community of local lepers and chronically poxy harlots led by the beggar **Jainus** (NE male human adept 4), who preaches that their affliction marks them as the goddess's chosen children and that very soon she will gift them with a terrible and undeniable sign, letting them know that the time has come to rise up and take their place as rightful rulers of the city.

FACES AND FACTIONS

Politics in Kaer Maga is a delicate balance, and the easiest way for a citizen to survive and thrive among the constantly shifting tides of power and influence is to align herself with a particular faction. These groups take a wide variety of forms, from common guilds and street gangs to religious or ethnic groups, and each has different goals and requirements for its members. Some are concerned only with financial gain, and others with

sweeping and high-minded social change, but all have a single common goal: protecting their members' interests and making sure that no other group grows too powerful. While not comprehensive by any means, the following section presents several of the most notable and easily recognizable groups within the city.

Arcanists' Circle

The circle has always been the most powerful shape. Endless, eternal, without corners to focus strain and with every point equal and carrying a matched burden, it is the shape of the world and the wheel upon which civilization turns. Or so goes the rhetoric of the Arcanists' Circle, Kaer Maga's foremost guild of magic-users.

Established centuries ago, the power of the Circle has waxed and waned with its membership, but the current guild is strong and vibrant, with over a dozen full members and at least as many apprentices swelling its ranks. Unofficially led by the strongest of them, the savvy and seemingly ageless **Suthevan Gyves** (N male half-elf wizard 9), the Arcanists' Circle is an elite group of wizards and sorcerers who band together in support of a common idea: that shared knowledge benefits all involved. Within their guildhall in Tarheel Promenade, a multistory affair dubbed the Wheel Unbroken, the scholars meet to debate, compare notes, and share expensive equipment. The results are twofold: in addition to vastly accelerating their individual research projects, this approach has made them a formidable mercantile power. By sharing duties and workspaces, the wizards have been able to streamline and standardize many time-consuming aspects of item creation, and the first floor of their establishment sells enough of these mass-produced charms and potions to fund whatever research its members can imagine. What's more, the vast amounts of experience represented by the guild as a whole means that those seeking unique or untested magical items can often commission them directly from the Circle, provided the would-be customer can offer enough cash to draw the members away from their individual research.

Though all members meet at the guildhall to resolve problems or confirm new members, and though they may also make use of the assorted group-owned equipment and texts found in the shared libraries and laboratories upstairs, for the most part the members of the Arcanists' Circle maintain their own residences elsewhere, some not necessarily within the city walls. The day-to-day business of potion-making and staffing the storefront is delegated to the members' apprentices, often young but sometimes respectable magic users in their own right, hoping to earn their entry into the guild.

While not expressly limited to arcane spellcasters, membership in the guild tends not to favor clerics or



mystic theurges, as each member's first priority (after himself, of course) must be the advancement of the guild, something few church hierarchies are willing to condone. Instead, the Arcanists' Circle has numerous friendly contacts within the city's major churches and contracts with them when needed for their mutual benefit.

Ardoc Family

Given Kaer Maga's constant maelstrom of shifting alliances and often deadly territorial disputes, outright displays of power are a dangerous game. While economic and physical force are the only true metrics by which factions judge each other, most of the major players in Kaer Magan politics prefer to keep low profiles, knowing that to flex one's muscle publicly is to paint a target on one's chest.

The Ardoc family has long been an exception to this rule. For generations, the men of the Ardoc family have wielded their power proudly, bringing order to Bis and ensuring that, at least in their own district, the chaos of Kaer Maga is kept to a dull roar. Under their careful guidance, thieves and criminals are prosecuted, basic rights are protected, and citizens need not fear the influence of the city's other factions.

This is not to say that the Ardocs are virtuous. On the contrary, as what is essentially the largest of the Kaer Magan street gangs, the Ardoc family operates on entirely self-serving principles. Maintaining order and safety within their district is good for business, and in fact is a healthy business in and of itself—citizens who live beneath the aegis of the Ardocs pay handsomely for the privilege, either in cash or in exchange for trade and favors. While those unable to pay are always offered reasonable alternative solutions, those who refuse altogether frequently find themselves ejected forcibly from their homes and shops—which for those citizens making their homes on the top levels of the Balconies can be both quick and fatal.

Still, it cannot be denied that the Ardocs deliver on their promises. From their Kiln in Bis's southern end, the Ardocs supplement their production of servitor golems with great

numbers of constructs designed to observe and keep the peace, enforcing their tough but fair laws with single-minded tenacity. Any disputes are arbitrated by the nearest brother, and most Ardocs are cautiously respected for their wisdom and magical ability. Some are particularly generous, gaining reputations as problem-solvers and almost patriarchal status among their neighbors, and dealing largely in favors and vows of loyalty.

Unlike many so-called crime families, the Ardoc family is actually bound by blood. Completely male-dominated, the Ardocs are a loosely democratic union of brothers, cousins, and uncles, all equal and guided by a single patriarch. Without exception, every full "brother" of the Ardoc family is an accomplished magic-user specializing in the creation of golems. Those men born into the family who never develop a talent for magic are still considered part of the organization but are relegated to the same status as women and children: slightly above that of an unrelated Bis citizen, but without a formal say in family matters or the right to wear the ornate belt-chisel that is an Ardoc brother's badge of office. Those residents possessing magical skills but not the Ardoc bloodline can join the family in the standard fashion through the Ardoc daughters, who frequently seek these matches in order to participate in family politics by proxy via their husbands and sons.

The current patriarch of the family, **Merriman Ardoc** (LN male human wizard 9), has ruled long enough to see the youngest members become old men, but the eyes above his short gray beard are still sharp, and few actions in Bis escape his notice. Though Merriman shows no sign of losing his edge and none of "his boys" would ever think of attempting to supplant him while he still breathes, several of the more powerful brothers have quietly positioned themselves to take his place when the time comes, and many fear that his eventual death may thrust the family into a silent and ruthless war of succession.



Ardoc Brother

Slang of Kaer Maga

With so many languages at play on any given street in Kaer Maga, many of the city's residents are multilingual, speaking several tongues fluently and understanding even more. A typical transaction in a Core district market might start in one language, switch to another, and end up in a pidgin version of a third, depending on which language best expresses the speaker's ideas. Most residents talk fast and incorporate slang and loan words from their native or racial languages, creating a disconcerting flurry of patter. Yet although its residents play fast and loose with vocabulary and structure, Common remains the trade language of Kaer Maga, and several city-wide Common idioms are prevalent enough to distinguish a Kaer Magan traveling abroad.

Ankle-biter: Derogatory slang for halflings or gnomes; often carries sexual connotations.

Bend: A primarily human term for an attractive gnome or halfling, stemming from the fact that he or she is "worth bending down for."

Catch Your 28: Stems from the practice of punishing crimes by removing a number of finger joints. When a criminal has used up all her joints (28 on a normal human), she's executed. As a result, to "catch your 28" means to be slain justly or, more commonly, to be punished.

Gawk/Dropjaw: Non-Kaer Magan; outsider.

Gov: Short for "governor," used as a familiar yet moderately respectful term for a superior.

Groundling: Riffraff. A derogatory term used among residents of Highside Stacks to refer to the rest of the citizenry.

Neh: An interjection seeking confirmation, meaning roughly "Is it not so?", as in "I've seen you around here before, neh?"

Payride/Swing-door: A prostitute.

Shaded: One-upped or disgraced. Stems from the practice in both Bis and Highside Stacks of equating the height of one's residence with social status—since most light in the city comes from above, anyone higher in elevation (and hence social status) can block the light and "shade" those below them.

Shorteyes: A member of a human-sized race who prefers gnome or halfling lovers.

Stray/Emissary: A gang member out of her territory, the latter applying if she's on official inter-gang business.

Switch: A recent immigrant to the city.

Twice-Born: A polite term for one of the undead, used primarily in Ankar-Te.

Undercity: Any of the forbidden dungeons and passages below the level of the city's Duskwarden-approved basements and cellars.

Wormfolk: Derogatory term for nagas.

Augurs

No one alive today knows when or how the first trolls came to Kaer Maga or what strange impulse drove them to seek the fellowship of humanity. Regardless, trolls in the city today bear little more than superficial resemblance to those brutal savages who stalk the forests of Varisia. Instead, almost all of the trolls in Kaer Maga have chosen to integrate into the city by fulfilling a most unlikely role: that of the ascetic, wandering prophet.

Called Augurs, these trolls wrap themselves in coarse linen and wander quietly through the markets, waiting for someone to request their services. Once hired for a "donation" of a few coins, a given Augur takes her client aside and allows him to ask a question relating to the future, at which point the Augur quickly draws a knife across her own belly and reads the future in a handful of steaming entrails before shoving them back inside her abdominal cavity and waiting for her natural regeneration to heal her. These pronouncements, like all good prophecies, are almost always cryptic and capable of multiple interpretations, yet they remain surprisingly accurate, enough so that the Augurs rarely want for money.

Since Aroden's death in 4606 AR, divination of any sort has been a chancy and unpredictable business on Golarion, and the trolls' ability to pierce the veil of time on such a regular basis has left many scholars frustrated, confused, or convinced the whole thing is a hoax. Certainly the trolls are little help in the matter, as many of them give contradictory explanations for the phenomenon, from divine inspiration to innate magical ability to the patronage of a demon lord named Urxehl. Yet the truth of the matter is that along with any mystical abilities, the trolls' seeming omniscience is a self-fulfilling prophecy. Since everyone in Kaer Maga knows that the trolls are eerily accurate and their services are so cheaply and easily obtained, nearly everyone in the city consults an Augur, typically considered a neutral party, before embarking on any major scheme, business deal, or other undertaking. As a result, the trolls are constantly aware of the intricate webs of intrigue and economics playing throughout the city at any given moment, and even without magic they would easily be able to pass hints along to their patrons. Though they never sell their information directly and rarely give advice except in the form of bizarre koans, the fact remains that, magic or not, Augurs' words are never taken lightly. Of course, not every prophecy comes true and many end up being misinterpreted, but the trolls make no promises, and few dissatisfied clients are willing to anger 8-foot-tall monsters capable of dispassionately clubbing quibblers to death with their own severed limbs.

Augurs spend most of their time wandering solo in the commercial districts, selling their grisly services to merchants and whoever seeks them out, but they frequently

return to their temple in Downmarket to sleep and commingle. Like the trolls themselves, this temple is not devoted to any particular god but rather is a colonnaded commune where the Augurs can join with their own kind and talk, mate, and share in their secretive society. Though they welcome business anywhere else, the trolls rarely allow anyone else into their structure, and the other races of Kaer Maga know little of what goes on behind its doors, save for those nights when rumbling singing and chanting from within echoes throughout the merchant district, setting dogs to howling. The trolls' internal organization is equally occluded, and if one of them bears authority over another, none have ever spoken of it, and they pointedly ignore any questions that would seek to invade their privacy.

Bloatmages

Magic, it's said, runs in the blood, and those arcanists whose power stems from within rather than from study have long cited their bloodlines as the source of their abilities. For the group known as hemotheurges, however, this saying is more than just folk wisdom—it's the literal truth.

Believing that blood is the vessel through which magical power circulates within the body, the arcane casters known as hemotheurges long ago made a simple extrapolation—if blood equals power, then additional blood must equal additional power. To this end, these wizards and sorcerers devised magical means of increasing the production and flow of blood in their own bodies, overloading their cardiovascular and lymphatic systems to superhuman levels. The experiment worked—but at a price. For while their abilities indeed increased, their physical forms were forced to change as well in order to accommodate the excess blood. Their bodies expanded into corpulent, waddling sacks of engorged flesh, giving rise to the group's derogatory nickname: bloatmages.

Life as a bloatmage is a delicate balancing act. While the benefits are real, and most rhapsodize about the feeling of having so much blood coursing through their systems, humanoid bodies are rarely made to handle such conditions, and constantly pushing one's body to the absolute limit is a dangerous game. As perfect control of one's organs is often difficult to manage, even for bloatmages, most of them are forced to carefully maintain their blood levels and exchange old lymph for new via magical rituals, regular bloodlettings, and the wearing of leeches, with the average hemotheurge having at least a half-dozen leeches scattered around his prodigious bulk at any one time. These methods are essential to the bloatmage's survival, and if denied them or pushed too hard, his system quickly begins tearing itself apart, as excess blood transforms the entire body into a giant, livid bruise and leaks from every orifice.

These meltdowns are quickly and invariably fatal, both to the bloatmages and those around them, as the increased cephalic pressure on the brain sends the mages into a homicidal rage, causing them to level whole buildings in their death throes.

Though no one knows the exact origins of hemotheurgy, many believe that the practice began in Kaer Maga generations ago, and certainly the Varisian city contains a higher concentration of the spellcasters than any other in the Inner Sea region. Less an organized faction than a demographic, bloatmages tend to congregate in Tarheel Promenade with the other arcanists but are likely to be solitary and monastic, because of both their disfigurement and the monomaniacal thirst for arcane power that led them to such extreme measures in the first place. Despite their grotesque appearances, bloatmages are not inherently evil, and their studies usually focus on self-improvement. They are not vampires, as they gain no more nourishment from blood than any others of their kind, and most claim that the rumors of powerful hemotheurges



Wormfolk



Bloatmage Initiate (General Feat)

Your introduction to the ways of the bloatmage allows you to use elaborate rituals and gruesome rites to increase the amount of blood and lymph in your body, expanding your reserves of magical energy.

Prerequisite: Spell Focus (any school).

Benefit: You learn the basics of the ancient art of hemotheurgy. Pick one school of magic in which you possess the Spell Focus feat—you cast spells from this school of magic at +1 caster level. This bonus stacks with the bonus from Spell Focus. Unfortunately, the bloating side effects increase your girth to such a point that you are constantly under the effects of a medium load—your maximum bonus to AC from Dexterity is +3, you gain an armor check penalty of –3, and your speed decreases as appropriate (generally from 30 feet to 20 feet for a Medium creature).

kidnapping other sorcerers for nefarious experiments are merely cases of people fearing what they don't understand. For more information, see the Bloatmage prestige class on page 60.

Brothers of the Seal

Few things are more dangerous than a righteous warrior, and the Brothers of the Seal are a prime example. Hundreds of years ago, this militant sect of monks (primarily through not exclusively male) was formed around a single purpose: protecting an enormous circular seal, hidden somewhere deep below Oriat. With great zeal, the monks set to their task, ensuring that not even the Duskwardens explored too far beneath their district. As one, they ate, slept, and trained rigorously, ever recruiting new members to take the sacred oath and learn their brutally effective fighting styles, standing ready for the day when unknown forces might attempt to break through their lines and take possession of the legendary seal.

Yet the memories of mortals are weak, and their lifespans short. Over time, much of the lore and knowledge surrounding the monks' burden was forgotten, and their writings were lost to fires, carelessness, and simple deterioration. A copy of a copy, their oral history was still passed down through countless generations, but as the monks began to lose focus, their mission lost its concreteness and took on an air of superstition. Questions arose, and with them the first seeds of dissent: What were they protecting? Upon whose orders? Did anyone outside of Kaer Maga even remember they existed?

Ironically, it was this sliver of uncertainty that gave the monks a renewed sense of confidence and zealotry—but not as one unit. Instead, they found themselves fiercely divided between those who clung to the old ways and those

who believed the time had come to open the seal themselves and discover what their ancestors had dedicated their entire lives to protecting. With tensions running high between two camps of highly trained and divinely inspired warriors, war was only a matter of time.

When the violence came, it was like nothing the city had ever seen. Brown-robed monks filled the streets of Oriat in a roiling mass of fists and blades, leaving dozens dead in their wake. Caught in the crossfire and unable to tell the two sides apart, many civilians were injured and killed, their shops set ablaze or smashed in the fracas. Other factions, most notably the Ardoks and the Widdershins Constabulary, moved in to quell the riot, forcing the monks underground into the tunnels they had held for so long, but they were unable to stop the violence completely. Instead, for the last 30 years, Oriat has been the battleground of a silent civil war, one that takes place primarily in the shadows but occasionally bursts forth into the streets, sending the gentle folk of the district running for cover.

Father Zho (LN male human monk 7), the leader of the traditionalists now sometimes referred to as the Faithful, is a sad but driven man. Having seen so many of his younger compatriots—including some who were actually related to him by blood—lost to conflict and blasphemy, he has nothing left to hold to but his duty. Polite and welcoming to those neutral or sympathetic to his cause, he nevertheless has few qualms about executing prisoners or intimidating those “traitorous” civilians who do business with the enemy, issuing his commands in a menacingly matter-of-fact tone.

The leader of the Scions, as they call themselves, **Aldair Eámon** (N male human rogue 5/assassin 2) is a red-headed firebrand and a natural showman, preaching dramatically about the Scions' cause to anyone who will listen. Why shouldn't they investigate the seal, he presses, when they no longer remember what it is or what it may contain? Clearly the seal is a test, a powerful tool simply waiting for the monks to mature enough to make their own decisions and take control of it. The concept of betrayal means little to Aldair, for as he's eager to point out, none of the monks alive today have any idea who originally charged them with their duty, and those who cling to it may simply be afraid to take the next step. Aldair himself has little fear of anything and constantly plots new incursions into enemy territory, hoping to slip through their lines but willing to engage in a battle of attrition if he has to.

Commerce League

The free market is the backbone of Kaer Magan trade, yet some feel that market factors need a little guidance from time to time. After all, they claim, if everyone's constantly backbiting and undercutting each other, there eventually comes a point when goods are sold at cost and



nobody's able to survive as a merchant anymore, and such desperate times can lead to outbreaks of violence that disrupt everyone's business.

It was based on this logic—frequently questioned by its detractors—that the Commerce League was officially founded. A loose union of local merchants and traders, the League supposedly seeks to foster peace and goodwill in the market districts, paying for roving guardsmen and allowing all merchants to save money by organizing and cooperating in various ways. While membership in the guild is not compulsory, even for local shopkeepers and craftsmen, the benefits are obvious.

Or so the story goes. In reality, of course, the Commerce League is simply another gang, a mafia-style organization focusing on white-collar income sources such as price-fixing, protection rackets, and predatory lending. Yet though they aren't afraid to get their servants' hands dirty from time to time, most members of the Commerce League still honestly see themselves as merchants who've learned the benefits of unionizing. It's true that the tenacity with which they protect their commercial interests is frequently a source for good in the city, as they maintain a relatively welcoming atmosphere in the mercantile districts and help broker strategic alliances and cease-fires between bickering gangs and lesser merchants' guilds. With the Commerce League, feuds are rarely personal—they're just business.

The Commerce League operates primarily in the Core but is led from a hideout somewhere in Ankar-Te by a shadowy figure named Dakar. On those rare occasions when he deigns to grant an in-person audience, the mysterious merchant-lord always does so from behind backlit paper screens. Most assume that this is to protect his identity, and they're more right than they know—for in addition to being one of the most powerful gangsters and merchants in the city, Dakar is also a naga. While the wormfolk are far from unknown in Kaer Maga, Dakar wisely chooses to protect both his anonymity and his influence by keeping a low profile, spending all his time in his hidden pleasure palace and pulling strings through his underlings.

Council of Truth

Originally from Taldor, the Council of Truth fled to Kaer Maga more than a hundred years ago after an experiment gone terribly wrong got them on the wrong side of their royal patrons and resulted in bounties being placed on their heads. Upon reaching the city, the group was pleased to find itself met with indifference, and members quickly set up shop at several points around the city, the largest of which was inside an old water mill on the cliff-side border between Cavalcade and the Bottoms. They cleared

out the uppermost chambers and tunnels beneath the buildings and turning them into vast laboratories.

For the members of the Council of Truth were no ordinary political exiles. Rather, they were some of the brightest spellcasters, engineers, and sages in all of Taldor, united by a shared fervor for unlocking universal secrets and hidden truths. In Kaer Maga, unbound by any societal conventions, the group was finally free to soar, conducting experiments of extreme danger and sometimes questionable morality without oversight or fear of persecution. Man and woman, gnome and half-elf, the 13 researchers worked tirelessly within their subterranean facilities, emerging only to purchase supplies and auction off their latest discoveries to the highest bidder. Together they made enormous



Iridian Fold



breakthroughs, becoming daring planeswalkers, supplying the Ardocs with secrets for cheaper golem-crafting, and contacting the gods themselves to solve great theorems. The discoveries flowed fast and furious.

And then, one day, they were gone. Nobody knows exactly what happened, but everyone has an explanation. Some say the council was destroyed by a final cataclysmic experiment, others that they were swallowed up by monstrosities rising from the dungeons and tunnels beneath the city as their punishment for ignoring the Duskwardens' warning. Still others believe that they simply left, traveling to other worlds in pursuit of further mysteries. Yet whatever the truth, whether they were completely destroyed, or unlocked the final secret to transcend the material world and transformed into godlike spirits of pure thought, the council's tunnels have stood empty now for years, their doors marked by the wide-eyed owl that is the group's sigil and looted only by the bravest and most desperate of thieves.

Duskwardens

Kaer Maga may have a reputation as a dangerous and treacherous city, but for all its gangs and anarchy, these threats barely scratch the surface. Beneath Kaer Maga's streets are horrors far beyond the ken of any civilized humanoid, strange beasts and beings that inhabit the ancient ruins and caverns known collectively as the Undercity. Most Kaer Magans live their entire lives without coming face-to-face with any such denizens of the deep, however, and the group known as the Duskwardens is responsible for keeping it that way.

Since the city's beginnings, residents of Kaer Maga have had to contend with the occasional upwelling of undead or other monsters from deep inside the cliff, meeting their claws and teeth with the fire and steel of local militias. Eventually, however, it was realized that a small group of well-trained, experienced individuals could secure the city far more effectively, and the first generation of Duskwardens was established. After several years of fighting to seal all but a select few entrances to the Undercity, making it difficult for monsters to spring up unannounced from random basements, the Duskwardens' real work began. For centuries, these subterranean rangers have patrolled the upper levels of the Undercity, slaying the monsters that manage to work their way to the surface and maintaining the walls and traps that prevent future incursions. In addition, the Duskwardens are also responsible for exploring and keeping detailed records of what lies beneath the city, but these duties are always secondary to the defense of the city itself.

As a group tasked with the defense of all Kaer Magans, not just a specific faction, the Duskwardens are one of the few groups supported financially by the city as a whole. As normal taxation would be impossible in such a constantly

shifting (and violently independent) setting, this support instead takes the form of a social custom: no reasonable request by a Duskwarden is refused. While this custom by no means allows Duskwardens to amass great hoards of wealth, they tend to be treated as honored guests wherever they go, and any grocer, tavern, escort, or smith seen turning away a Duskwarden for lack of payment quickly gains a poor reputation. In return, every Duskwarden's first responsibility is to her guild and her city, with any other familial or factional ties coming in a distant second.

The one exception to this altruistic protection of the city is use of the Halfflight Path. Traveling from the Twisted Door at the base of the Storval Rise to just outside the city's walls, the path presents a convenient shortcut for merchants and travelers, but passage through it requires a hefty fee from the Duskwardens who act as guides. This money is less of a toll than a fee for their service, however, for no matter how hard the Duskwardens work to maintain the path's safety, creatures still occasionally break through, and when they do, the Duskwardens are both fearless and self-sacrificing in their efforts to defend their charges. While not as popular as other roads, the Halfflight Path still carries enough traffic to provide the Duskwardens all the money they need to support their families and purchase expensive items and equipment.

Duskwardens are easily distinguished by their brown-and-gray uniforms, the right breast of which bears a badge with their symbol: a golden arch (representing the Twisted Door) on a midnight blue background. Though the Duskwardens are not a large group, accidents and retirement ensure that they're usually recruiting, and applicants displaying the necessary skill sets—physical fitness, combat abilities, wilderness survival, spelunking experience, and so on—are run through a battery of tests designed to try their will, culminating in one in which the recruit is taken underground and trapped in a simulated cave-in, left alone in the dark for hours without light or tools and forced to free herself. If recruits can remain calm throughout the ordeal, they're accepted into the group, and their training begins in earnest.

The group's current leader is **Warden Rogard Hammerfell** (LG male dwarf ranger 11), a grizzled and cunning old dwarf who requires top performance from his underlings but is completely selfless in his own efforts, and who despite his age is never afraid to jump in and instruct his charges in the fine arts of tunnel fighting and stonemasonry.

Freemen

The founding of this egalitarian gang of escaped slaves is a relatively recent development in Kaer Maga's history; it was formed less than a dozen years ago when a chain of human merchandise brought from Urgan for sale in Downmarket broke free from its orc handlers. Former soldiers and Shoanti



warriors—many from a single ambushed unit of Varisian scouts from the Velashu Uplands—the men bided their time once they realized they were being taken to Kaer Maga, letting their orc masters think them broken. Once safely inside the city, they revolted, strangling guards with their chains and massacring orcs and Kaer Magans alike in a brief but furious bloodbath. United under their mastermind, the charismatic mercenary **Halman Wright** (NG human male ranger 7), the escaped prisoners took refuge in an easily defensible reach of the Bottoms and dug in, ready to fight to the last man. To their surprise, they didn't have to—with the soldiers' rightful owners slaughtered, the Kaer Magans saw little reason to risk their own necks digging the slaves out of their fortifications, and instead welcomed their new brothers as full citizens.

Since then, the original group of warriors has grown considerably underneath Wright's guidance, creating several unforeseen problems for other Kaer Magan factions. For while in the past, most escaped slaves who made their way to the city were content to quietly enjoy their fresh start, the self-styled Freeman of the Bottoms decided to take a more active role. Arguing that there's no greater sin than owning humanoid property, Halman's Freeman welcome all escaped slaves into their ranks without question, and ensure that their freedom is protected by their well-armed new "brothers." For a brief time it appeared that the warriors' push for emancipation might sweep the entire city, but eventually several other factions banded together to put the newcomers in their place before the conflict turned into an all-out slave revolt. The ensuing riots were bloody and ultimately effective, requiring the Freeman to move away from force as their primary tactic.

As a result, for the last decade, the Freeman have lived in an uneasy truce with the slave-owning sections of the population. In exchange for their continued existence, the Freeman officially refuse to condone or participate in raids against other factions within the city, instead focusing their efforts on legitimately purchasing slaves' emancipation via the markets, as well as on fostering those escaped slaves from outside who travel to the city in search of sanctuary. Unofficially, the brothers and sisters still quietly claim new slaves from inside the city's walls, making sure to keep their alibis plausible and avoiding any actions that might result in all-out war with another faction. One day, Halman

preaches, all the chains in Kaer Maga will be cast off, but until then, the best thing they can do is continue to buy slaves freedom and train them in the killing arts, with the intent that no man or woman, once freed, shall ever be caged again.

Despite their militant goals, the Freeman are a jovial and welcoming lot, and many of their rowdy, working-class drinking-houses are frequented by Kaer Magans of all walks of life. Extremely sensitive to any hint of hypocrisy, the Freeman's notions of equality extend to both genders, with women accorded all the same rights and liberties—and indeed, the Bottoms are renowned in the city for breeding some of the feistiest, loudest, hardest-drinking women around, many of them as quick with a blade as their male counterparts.

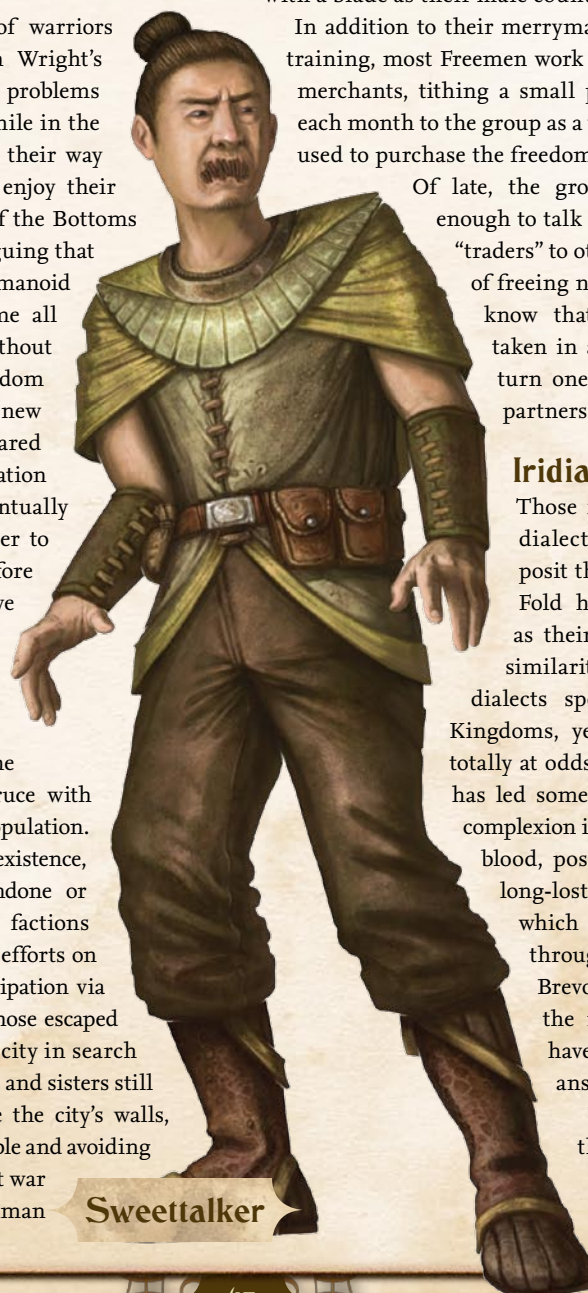
In addition to their merrymaking and regular combat training, most Freeman work as craftsmen, laborers, or merchants, tithing a small portion of their earnings each month to the group as a whole. This money is then used to purchase the freedom of those still in bondage.

Of late, the group has grown powerful enough to talk of sending small bands of "traders" to other towns for the purpose of freeing new slaves, but all involved know that such actions must be taken in absolute secrecy, lest they turn one of the city's major trade partners against it.

Iridian Fold

Those familiar with the various dialects of Casmaron usually posit that the men of the Iridian Fold hail from that continent, as their language bears striking similarities to certain Vudrani dialects spoken in the Impossible Kingdoms, yet their pale skin seems totally at odds with that ethnicity. This has led some sages to wonder if their complexion is in fact the result of Ulfen blood, possibly stemming from the long-lost eastern nation of Iobaria, which is known today only through its former holdings, Brevoy and Mendev. Either way, the men of the Iridian Fold have never been known to answer questions.

Whenever members of the Iridian Fold appear in Kaer Maga, the appearance follows the same pattern:



Sweettalker



two men, speaking only when necessary, going quietly and solemnly about their business. In each bonded pair, one man goes swathed completely in veils and wrappings except for his eyes, always following two steps behind another man in elaborate lacquered armor, the armored man chained at the neck and chest and widely believed to be the veiled man's slave, bodyguard, and lover. What other residents have yet to decipher, however, is why the slave sometimes seems to take charge in certain situations, or why the veiled man is sometimes larger and stronger than his supposed protector. These pairings appear to be for life, and those who've attempted to separate a unit and extract answers by force report violence of a savagery beyond all expectation, with both men wreaking carnage with huge straight-bladed swords and crescent-shaped knives, carving paths back to each other or dying in the process. Whatever their motives, it seems clear that the men of the Iridian Fold are highly trained warriors.

The biggest mystery is how a closed and apparently all-male ethnic group has managed to survive for centuries, and popular theories abound. Some believe the men to be immortals, with each paired unit somehow pooling or recycling its joint life force, perhaps consisting of a single being split into two bodies. Others, however, take a more practical approach, believing that the group simply breeds with carefully sequestered slave girls, raising their offspring away from prying eyes. Still others claim that not all the men of the Iridian Fold are born that way, and that some are actually young warrior women altered by magic, surgery, or cosmetics to resemble the opposite gender. Someday, perhaps, all will be revealed, but for now the Iridian Fold remains as much of an enigma as it did the day members first showed up on Kaer Maga's doorstep, quietly seeking sanctuary, and many are the curious youngsters who attempt to follow the men to their secret meetings in Tarheel and Highside Stacks. Some of them even come back.

Sweettalkers

With so many different cultures and sects mingling in their narrow streets, Kaer Magans tend to be accepting of other gods and systems of worship, yet even they have to admit that the Sweettalkers are a little extreme.

Hailing from a distant eastern nation of unclear origin, the Sweettalkers have light brown skin and thick black hair arranged

into elaborate topknots. Few, however, need these details to identify a Sweettalker, for all of them share one thing in common: lips stitched almost completely shut. Though this practice is horrifying to those unfamiliar with their ways, and often causes newcomers to mistake them for Kuthonite cultists, these sewn lips—or “the Kiss,” as the Sweettalker term seems to translate—does not stem from evil, but rather an expression of humility.

All Sweettalkers revere the same monotheistic god with complete piety, and are defined by a religious paradox: in their minds, to speak anything less than the true name of their god is to sully the divine gift of language; yet so far, none of the Sweettalkers encountered in western lands have ever judged themselves worthy of speaking it. Instead, all Sweettalkers engage in a coming-of-age ritual as soon as they're old enough to request it, an elaborate affair in which youths aspiring to adulthood stitch their own mouths shut amid a great celebration. Over time, their jaws lock in place and their skin grows together, leaving only a small central gap for communication and the pulped fruit, milk, and broth that keeps them alive. Presumably, a Sweettalker who attains sufficient enlightenment would have the option of cutting herself new lips and honoring her god with the gift of speech, but anyone short of a true messiah would undoubtedly find herself shunned for such hubris. Some scholars studying the strange practice believe the Sweettalkers' ancestral homeland—possibly far-off Kaladay—might contain such holy ones, yet the Sweettalkers refuse to give out any information that might cause outsiders to interrupt such a cycle of enlightenment.

Despite their startling appearance and insular society, Sweettalkers are a friendly group, and members make natural merchants, traders, and bankers. Communication is achieved through a complex system of whistles, sighs, and clicks, as well as elaborate signs and body language that prove surprisingly easy for outsiders to read, and which facilitate their business deals—for Sweettalkers are master hagglers. Sweettalker children grow up using this same language, and while those toddlers who attempt to emulate the speech of other groups in the city are gently but firmly reprimanded, these transgressions are not seen as overly sinful—the Kiss must be completely voluntary, and those



Tallow Boy



youngsters who insist on speaking other dialects are simply unready for the responsibility of adulthood.

Most Sweettalkers operate shops and stalls in the mercantile districts, but except for a few who insist on living in or above their shops, almost all Sweettalkers prefer to live among others of their kind on the Street of Sighs in Oriat.

Tallow Boys

Officially, the Tallow Boys don't exist, and in all Kaer Maga, not a single man would claim membership. Yet somehow, they still manage to do a surprising amount of business.

The Tallow Boys are a secretive alliance of young male prostitutes who double as information brokers, rifling through personal effects and collecting information from their johns while they're most relaxed, only to sell that information later to the highest bidder. Since most people have no idea who's a freelance spy and who's simply selling his body, "tallow boy" has come to be the common name for any young male trying to earn a living via the world's oldest profession. Despite the obvious risk to customers of having personal information sold on the black market, Kaer Maga's rent boys maintain a thriving business, giving the actual Tallow Boys plenty of cover. It seems that in this, as in so many things, Kaer Maga's residents are willing to sacrifice safety and security on the altar of desire and greed.

In truth, the Tallow Boys make up at most a tenth of the male prostitute population in Kaer Maga, though its ranks include many of the most sought-after courtesans. The cabal is led by **Elias Sayer** (N male human rogue 5/expert 2), a dashing impresario who began working the streets before he reached puberty, organizing his fellows and setting prices for their mutual benefit. A favorite of several important merchants and other powerful figures, he quickly realized his potential and formed the Tallow Boys, recruiting only from among those boys whom he had personally raised out of victimhood, and who would gladly die before admitting to membership. Indeed, due to Sayer's aboveboard efforts to help eradicate pimps and sex slavery in favor of educated entrepreneurship, most of the prostitutes in Kaer Maga who might suspect him are happy to look the other way.

In order to protect their identities, Tallow Boys force those seeking to buy information to jump through elaborate and ever-changing hoops. Interested clients spread the word via a hired prostitute, who then tells another, and so on. This friend-of-a-friend approach proves surprisingly hard to trace, and, when combined with secret letter drops, magical *sendings*, and other such methods, has served to protect the bawdy spies for 2 decades. Of course, it doesn't take a genius to guess that the most beloved male escort in the city might somehow be affiliated, and the continued survival of the Tallow Boys as an organization may be due to the simple fact that it's too useful—and too well connected—for any single faction to attempt an offensive against it.

Schemes and Tensions

Tension and competition between factions are nothing new to Kaer Maga—and in fact compose the founding principle on which the city's governance is based—but keeping track of the complex webs of intrigue is more than any but those directly involved have the time or patience for, and most citizens quietly take the advice of their guildmasters or elders and keep their heads down. Yet for those trying to use Diplomacy to gather information about the current state of affairs in the city, the list below contains several of the more commonly whispered rumors at present. A DC 15 check is enough to learn a single rumor, with each 5 points by which the Diplomacy check beats the DC earning the investigator an additional rumor. Alternatively, any of the following may be used as adventure hooks.

- The Freeman are getting even more strident in their calls for emancipation of the entire city, and though they haven't overstepped any bounds yet, many of the slave traders in Downmarket have been shoring up their guards with additional mercenaries.
- Anti-undead sentiment has been rising in Ankar-Te, and some believe the Ardoks are secretly behind it, trying to suppress the use of the Twice-Born in order to gain a greater market for their constructs.
- The Commerce League has been putting more pressure on merchants in Tarheel Promenade recently, and some of the smaller independent magic-sellers have been petitioning the Arcanist's Circle to weigh in before the League takes over completely.
- Things have been quiet in Oriat lately—perhaps too quiet. Some say the Brothers of the Seal must have finally killed themselves off, while others fear that they've just been mustering their forces and the district is due for a massive offensive any day now.
- The Augurs' prophecies have been even less decipherable recently, and they've been spending more time than usual in their temple, where their chanting is keeping folks awake at night.
- The Council of Truth has returned—or at least, someone seems to have taken up residence in their old workshops in Cavalcade. (For more information, see the Pathfinder Module *Seven Swords of Sin*.)
- Something strange has been going on in the Godsmouth Ossuary recently, and though Pharama's faithful have been tight-lipped about the matter, the word on the street is that they've been asking around about freelance delvers. (For more information, see the Pathfinder Module *The Godsmouth Heresy*.)
- Elias Sayer, Madame Rose, and their respective constituencies have been getting more acidic in their arguments, and many of their customers worry that the War of the Whores is just around the corner.



Beneath
Haer Maga

IN WHICH WE LEARN HOW MUCH IS STILL UNKNOWN

“Only fools and dwarves go underground. Well, and the Wardens, but there’s a fair bit of overlap there as well. Sure, there are stories—gold and jewels, ancient scrolls, magic swords, the whole bit. I’ve seen a few come true, too. But more often, I’ve seen the tattered carcasses the Wardens pull up with them out of their holes, eyes all plucked out and limbs broke to bloody rags. Those are just the ones they bother to bring up, too.”

“No, the Undercity isn’t for you and me. If the gods had meant us to live underground, we’d all be born dwarves, and the first step I take down there will be when the Pharasmins lay me in the ground. Leave the deeps alone, I say, and pray they never take an interest in you. There are things down there, gov. Things man was never meant to see.”

—Gav Nahli, spelunking expert



For a populace that lives much of its life in a network of passages and artificial caverns within the city walls, Kaer Maga's citizens have an inordinate fear of venturing belowground. While many use the abandoned tunnels and chambers that run just beneath the surface as cellars and storerooms, one of the few things nearly everyone in the city can agree upon is that only heroes and fools venture beyond the Duskwardens' bricks and seals. For things beyond knowing lurk in the dark places just beneath the city's floors, subterranean horrors and ghosts of the past waiting for their chance to swarm up through any crack and take the city for their own.

Old even at the rise of Thassilon, the great stone ring known as Kaer Maga is not the entirety of the strange monument, but rather an elaborate capstone to a vast warren of subterranean chambers winding down through the cliff face and perhaps beyond. Like an iceberg, the visible portion at the cliff top represents only a small fraction of the dungeons' total area, and nearly all of this network of wonders—and residents—has been purposefully forgotten by those who live tenuously at its peak, all entrances and exits to the realm below sealed off for the city's protection by the elite group of dungeon-delving rangers known as the Duskwardens. While the Duskwardens do their best to explore and catalogue the stygian realm, as well as guard the city above and the solitary subterranean trade route known as the Halflight Path from monstrous incursions, their maps remain sketchy at best and deal almost exclusively with the surface layers which Kaer Magans refer to as the Undercity. The scant records dating back to the dawn of the region's history suggest that even the Runelords of Greed never completely surveyed the hidden realms and pocket ecosystems beneath the city, in some cases due to agreements with the ancient beings found dwelling there.

The levels beneath Kaer Maga presented here fall into roughly three layers, organized by depth. Closest to the surface is the Undercity, those shallow regions in which the city above intrudes below the surface, and in which many of the chambers are leftover cells, workshops, and other remnants from the city's time as a Thassilonian prison. Below that are the Barricades, the line at which those who live in the deep have arrayed their defenses against the surface, and where much of the Thassilonian influence mingles with and gives way to strange and ancient chambers. Last of all, a thousand feet from the light of day, an extremely fortunate traveler might set his eyes on the forbidden sights of the Deep Halls, in which strange cultures unknown to the surface world make their way in darkness, perfectly adapted to their isolation—and ruthless in defense of their solitude.

Of these various chambers and complexes, their very existence and variety possibly one of the greatest (and

least explained) wonders of Varisia, only a few of the more notable are listed here. Smaller or as-of-yet-undiscovered realms lie strewn throughout all three levels, and not even the xenophobic cauldron of deep Xavorax know what wonders or blights might wait beyond their city in the unexplored depths of the region, or whether those chasms that lead down connect to the Darklands proper or some stranger world. This lack of cohesive exploration is not surprising, given the logic of the connecting passages beneath Kaer Maga—or rather, the lack thereof. The realms presented here may have countless entrances or none, tunnels and stairways leading to other levels in a linear progression or leaping from the surface to the deepest layers in a single endless shaft. Some seem reachable only by magic, while others are barred to it completely. It is, in short, a realm without a unifying logic, only a unifying theme: that those things which are buried should stay that way.

THE HALFLIGHT PATH

The vast majority of travelers to Kaer Maga make use of the trade roads that follow the Yondabakari up its cataracts to the top of the Storval Plateau, or else make the farther journey from the giant-sized Storval Stairs to the northwest. Yet for those desperate to make as much haste as possible, there remains another road—a route that twists and turns through the very rock of the cliff face, held open by the Duskwardens against the creatures of the depths since time immemorial. This is the Halflight Path.

Wide enough to accommodate entire caravans in single file, the trail begins at the foot of the cliff directly beneath Kaer Maga, where a small but well-maintained wagon trail splits off from the river road and terminates at a bronze gate known as the Twisted Door. Ancient beyond reckoning, these immense double-doors are covered in runes of an unknown language and take their name from a strange and subtle warping of their edges, which seem to rotate at strange angles yet still fit together without a gap. In a phenomenon frequently studied by visiting scholars, any given edge on the gate appears perfectly straight, yet as the observer follows it with his gaze, he finds his eyes have somehow turned, and what was once an outside edge is now inside. Apparently constructed by the same unknown race that founded the city itself, the Twisted Door remains a subject of curiosity even after millennia. Yet despite its strange nature, the Twisted Door is also a working gate, and the Duskwardens who guide travelers through it have little patience for sages whose experiments interfere with their regular operations.

At dawn each day, the Twisted Door cracks open and gives onlookers their first look at the tunnel behind it,

Halflight Charm

The Halflight Path is carefully maintained by the Duskwardens, but that doesn't mean it's safe, especially for merchants and other travelers unused to the dangers of the dark. For this reason, everyone who pays to use the Halflight Path is issued a pendant called a *halflight charm*. In addition to lighting travelers' way without the smoke and hassle of torches, the pendant acts as a homing beacon in the event of an emergency. Should a mishap in the tunnels, such as a cave-in or an attack by monsters, cause travelers to become separated from their assigned guide, they're instructed to hole up in the safest, most defensible spot they can find and trigger the pendant, at which point other Duskwardens will mobilize and come to the rescue.

HALFLIGHT CHARM

Aura faint divination; **CL** 3rd
Slot none; **Price** 2,500 gp; **Weight** —

DESCRIPTION

This amulet is a small crystal at the end of a simple leather thong. It glows brightly from within, shedding light equivalent to that of a torch. Once per day, the amulet's bearer can clutch the object and call for help. Doing so immediately contacts the three closest Duskwardens and gives them intimate knowledge of the pendant's location, as per the *locate object* spell, out to a distance of a mile.

CONSTRUCTION

Requirements Craft Wondrous Item, *light*, *locate object*;
Cost 1,250 gp

disgorging several Duskwardens who immediately set to work tending to whatever travelers have gathered since the doors were closed at sunset the prior evening. Each individual is charged a variable fee, from 2 gp for a single person on foot to several dozen for a caravan, and is issued a small magical charm designed to provide light and help the rangers keep track of their charges. From there, the Duskwardens split the group up into small, more manageable chunks with no more than a dozen travelers in each; these smaller groups are then allowed to proceed into the tunnel at measured intervals. The strict regulation of party size confuses many newcomers, who see strength in numbers, but the Duskwardens maintain that the small groups make it easier to keep track of stragglers, give them space to fight any predators that might have broken through onto the path, and are hopefully quiet enough to keep from attracting undue attention.

Passage through the Halflight Path can take anywhere from 1 hour to several, depending on the physical ability and familiarity of those traveling it, and an experienced

Duskwarden descending from the top of the cliff can take the trail at a dangerous sprint in times of need. For most, however, the trek is a grueling hike, steep and claustrophobic except for those brief and terrifying intervals at which it emerges onto the cliff face itself, becoming a sheer-edged goat path constantly doubling back on itself or wrapping around one of the great stone faces of forgotten god-kings that protrude from the rock.

Inside the tunnels, the path's terrain changes regularly. Just beyond the Twisted Door, the tunnel appears to be natural stone, worked in places to widen it but otherwise the sort of thing subterranean water flow might carve anywhere. As it climbs, however, this impression quickly gives way to regions clearly influenced by man or beast. Crudely carved corridors bearing primitive cave paintings, ornate masonry with elaborate frescoes, labyrinthine passages with all but the appropriate corridors blocked by rock falls, mirror-smooth tubes where only sand spread on the floor by the path's guardians allows enough traction to move—the composition of the regions the path passes through seems to change like strata in the rock. At one point the path even opens up and passes through what appears to be a section of an ornate and abandoned city filled with doors, each carefully locked and barred. One thing, however, unifies every section of the path: the careful brickwork of the Duskwardens, closing off side passages and heavily reinforcing those existing natural barriers between the Halflight Path and the rest of the subterranean realm. Even with their defenses in place, the guides still typically demand complete silence when passing such junctures, and those arrogant merchants and visiting dignitaries who take affront at the order are quickly cowed by the far-off screams of dying prey and the sounds of snuffling (or worse, scraping) just beyond such barriers.

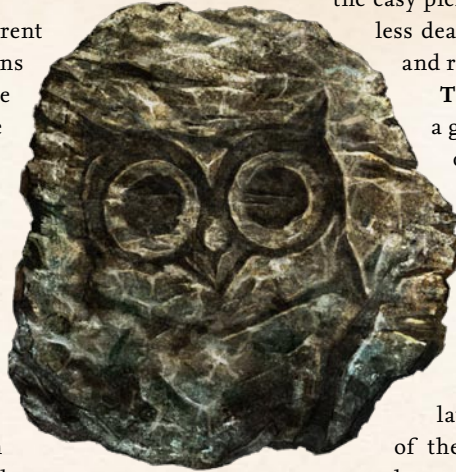
When at last the travelers emerge, sweating and out of breath, they do so in a bunker-like structure of stone and mortar just a stone's throw outside the Warren, allowing easy entrance to the city. His work complete, the Duskwarden in charge of the group collects the ensorcelled pendants from each traveler and bids them good day, then immediately prepares to ferry any amassed travelers looking to make the reverse trip down to the cliff's foot. These operations continue throughout the day, serving as many people as necessary, but shut down completely once the sun sets, without exception. This time is, of course, completely arbitrary—there's no sun in the rocky reaches beneath the city either way—but it's at night that the Duskwardens stationed in the Halflight Path make their patrols, ensuring the tunnel's defenses are in good repair and identifying any potential breaches or sounds of increased monster activity in a given area. While the rangers are extremely



competent and more than capable of handling the stray mite or monstrous vermin, there are things in the deep far beyond their abilities or knowledge, and most of the members have lost friends and mentors to the tunnel, sometimes with whole groups of paying travelers. The Halflight Path may see regular use, but it's still part of the Undercity and completely unforgiving of those who do not take care in their trespasses.

With all the obvious dangers inherent in their profession, the Duskwardens and their passion for guarding the city from subterranean invasion are mysteries to many travelers. Certainly the tolls they charge for maintaining the Halflight Path, steep as they may be for some caravans, cannot possibly be lucrative enough to convince such highly trained rangers to consistently risk life and limb day after day.

This is true, of course—even given their special status within the city, through which a Duskwarden may requisition nearly anything he needs without fear of refusal, no Duskwarden gets rich off of tolls or commandeered items. Those who do manage to amass considerable personal wealth generally do so through the sale of artifacts and treasures found within the Undercity (from which a significant tithe goes back to the Duskwardens as an organization). Yet for most Duskwardens, all of this is second to the honor of their service. To be a Duskwarden in Kaer Maga is to prove beyond any doubt that you have the courage, tenacity, and ability of which heroes are made, and those who earn the blue badge of the organization wear it proudly.



THE UNDERCITY

Beginning with the shallowest of basements and cellars, the level known as the Undercity (a term many Kaer Magans erroneously assume to include all subterranean areas) extends down several hundred feet, a palimpsest of new construction on top of old, and is the only level which citizens utilize on a regular basis. It is in this level that the Duskwardens patrol most heavily, bricking up passages, setting traps and alarms, and constantly working to keep the myriad denizens of the deep from stretching their claws and pseudopods forth into the affairs of the surface world. As the claustrophobic city always has need of more space, the Duskwardens do everything they can to keep pushing the borders downward and add to the amount of legitimate basement and cellar space available to residents, yet their numbers remain too few to give most structures in the city more than a cramped, heavily

reinforced basement. Those who dare to break through or circumvent the Duskwardens' seals—most often for the creation of hideouts and secret passages, as well as for exploration and treasure hunting—do so at their own risk, and the risk of all around them. For the levels just beyond these barriers are infested with all sorts of subterranean terrors, from mites and opportunistic chokers hungry for the easy pickings above to more mundane yet no less deadly vermin, such as giant centipedes and rat swarms.

The Chambers of Truth: For more than a generation, the enigmatic consortium of scholars and magic users known as the Council of Truth lived and worked in Kaer Maga, ignoring the baser commercial interests of groups like the Arcanist's Circle in order to focus on the great mysteries of existence—the nature of reality and the soul, the natural laws governing the relationships of the Outer Sphere and the Inner, the unknowable building blocks and animating forces behind life itself, and the blurred boundaries between magic and science. Unafraid of the petty beasts which lurked in the Undercity's topmost layers, they reclaimed several chambers that had lain fallow, blocked off by the Duskwardens, and conducted their research in these subterranean complexes, emerging only occasionally to obtain supplies or seek information at the Therassic Spire.

After the scholarly group's sudden and unexplained disappearance—a matter which still foments wild conjecture in those enraptured by such mysteries—the entrances to these research facilities were blocked up again by the Duskwardens and left to slowly gather dust, distinguished from other such blockades only by the chiseled owl symbol that remains the Council of Truth's emblem. Even the bravest of looters and tomb robbers quickly learned not to test their luck against the Council's home, for though its members had left, it seemed that many of their guardians and defenses were still in place, and it quickly became clear that those who succeeded in ignorantly dredging strange items from the depths were as likely to be killed by their prizes themselves as by their defenders. Of late, however, something has begun stirring in a Council holding beneath a water mill in Cavalcade, and many whisper that at least one of the group has returned to take up residence again within Kaer Maga. For more information, see the Pathfinder Module *Seven Swords of Sin*.

The Forever Bore: Accessible from both above and below by a long, cramped ladder, this small chamber is

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appointed like a chapel, with fluted pillars, immaculate draperies of purple velvet, and three stone altars, yet lacks any trace of religious iconography. Instead, each pillar bears a flawless stone carving of a geometric shape: a sphere, a pyramid, and a cube, all seemingly untouched by tools. At the opposite end of the room from the shaft where the ladders enter, a 10-foot-wide, arched corridor with perfectly smooth walls extends off into the distance, radiating a strong aura of unidentifiable conjuration magic.

Any explorer walking down the corridor finds it blank and unchanging, continuing straight on into the distance, yet no matter how far she walks, the second she turns around and takes a single step back toward the altar chamber, she finds herself stepping into the chamber. Those who press on for any significant amount of time quickly find themselves succumbing to strange sensations without any apparent stimulus or proof—the feeling of unseen eyes or the slow conviction that the tunnel and gravity have slowly twisted, so that the explorer is now walking upside down. Yet returning to the altar chamber always seems to remove any such effect.

Only one exception mars the tunnel's featurelessness. Somewhere beyond a hundred feet in—the exact distance seeming to shift, if distance even truly exists here—is a well-hidden secret door on the left-hand side of the corridor, 5 feet wide and perfectly flush with the stone, requiring a DC 25 Perception check to notice but opening easily with a touch. Inside is a 20-foot-wide, stone room, of which every inch of surface has been carved with miniscule circles, squares, and triangles in endless combinations. In the center of the room stands a chair, and on it sits a nondescript-looking man with black hair and pupil-less eyes. As soon as the first person enters the room, he begins to speak in a flat, dreamy voice. "Oh, hello!" he says, standing up. "I see you've come at last. Don't worry, it's really not that hard, once you figure out the trick." With that, he walks past them out the door and down the corridor, quickly disappearing into the distance. Anyone who physically attempts to stop him finds that her weapons or limbs merely pass through his body as if he were incorporeal (even *ghost touch* weapons), and no matter how fast characters pursue him, he continues to pull farther away until his confronter eventually loses sight of him altogether.

Characters who explore the room discover that each of the thousands of symbols glows green when touched, and extinguishes when touched again. If the correct sequence of shapes is lit (a DC 35 Spellcraft, Disable Device, or Use Magic Device check) and a character sits down in the center of the room, that character is immediately divorced from her body, her spirit floating invisibly above her. This incorporeal form can move

about the city at will and possess any person within its borders (similar to a *magic jar* spell, except that it does not require a receptacle.) Targets of this possession receive a DC 25 Will save to resist, and those who save successfully are immune to the ability for 24 hours, though they do not realize anything has occurred. The projecting character can end her possession or disembodied wandering at any time and return to her body, at which point the symbols cease glowing and the pattern necessary for their operation resets, requiring a new check to use them again. Perhaps most unnerving about this voyeuristic experience is the unexplained certainty those undergoing this form of spiritual projection return with: a feeling that they've only scratched the surface of the room's purpose, and that just beyond their grasp is something far more amazing—and more sinister.

Godsmouth Ossuary: As the most prestigious place to be buried in Kaer Maga, the Pharasmin-run Godsmouth Ossuary is common knowledge to most residents, yet what actually happens once a body passes down the cliff and through the mouth of the Unnamed King (one of several massive visages carved into the cliff side) is a secret held close by the priests, who, as a matter of religious doctrine, refuse to allow even the Duskwardens to explore their holdings. Mourners are allowed as far as the catacombs' entrance but no farther. Beyond is a path only the honored dead and their servants may tread.

In truth, of course, the reason the Pharasmin priests remain so tight-lipped on the matter is that they aren't exactly sure about the Ossuary's secrets, either. While the first several levels of the richly appointed cave networks are much as presented, holding the bodies of the city's ancestors, the catacombs extend much deeper than anyone outside the church knows. Those priests who attempt to explore further rarely return, and those who do speak only of "eyes in the deep" and "the waking of the past." Even more disturbing are the corpses that regularly disappear from the portion of the tomb still in service (though the practical priests must admit that it keeps the sepulcher from filling up). Church leaders have long since forbidden further exploration into the depths of the burial grounds, but they require those priests privy to the Ossuary's secrets to regularly patrol the edges of the known tombs, listening to and reporting the strange sounds that sometimes well up from the pits. Should the city's ancestors ever rise again, the Pharasmins will be there, waiting to break the wave and drive them back, though those who look deepest into church records on the matter seem to grow more reserved and anxious every year.

The Prison Levels: In the days when Kaer Maga was still a working prison, most of the exiles and inmates were



merely confined to the city proper, left to go about their daily lives as best they could under the watchful guidance of the wardens. Yet the runelord's ire was great and his enemies many, and there were always plenty of prisoners too dangerous to be left to their own devices or for whom mere confinement was not punishment enough. For these, the runelord built a vast collection of subterranean prison levels, layer on top of layer of facilities ingenious in their designs, both magical and mundane. Whole dungeon levels were devoted to torture chambers and cells, from doorless coffins of stone barely large enough to stand in to cages swinging above pits of enormous flesh lice, yet these were the least of the runelord's torments. Far more interesting were those countless arcane cells and pocket dimensions designed specifically for their inhabitants, illusory worlds calculated to play off that which each prisoner feared the most. A powerless godling trapped forever in the world that might have been, had he succeeded in his task. An arrogant king forced to see through the eyes of his descendants, watching as his regal line labors in squalor and ignominy. A man devoured endlessly by fiends wearing the faces of his lovers and politely discussing his most shameful secrets. Spirits trapped in statues of ice and crystal, men turned to beasts, and women sewn together at the face, forever forced to stare into each other's eyes and thoughts. Such are just a smattering of the judgments passed on the residents of these levels, all watched over by the runelord's elite servants.

Today, the halls are broken and forgotten, though still haunted by the spirits of those who died millennia ago. Yet they are not uninhabited. Within many of the cells and pocket dimensions, prisoners cursed with eternal life still live out their torments, and in others the monstrous descendents of those inmates freed by the fall of the *Starstone* hunt and feed on the pallid subterranean wildlife and on each other. If their defenses could be breached, the levels no doubt contain a wealth of information about the vengeful lord of Shalast—and some of it could be delivered firsthand by his victims.

Shrine of the Seal: So long ago that they no longer remember the details, the monastic order known as the Brothers of the Seal was founded and entrusted with a sacred charge: protecting the Great Seal beneath Oriat. Resting at the heart of a magnificent subterranean temple, which most of the monks believe to be far older than their order, the seal stands like vertical pond in the rough rock face, twice the height of a human and perfectly circular, its stone mirror-smooth yet refusing to reflect the faces of those gazing upon it. This is the heart of the order, and for generations they have kept their promise, protecting the frieze-ringed seal from anything that might seek to damage it. Yet now sectarian violence has shattered the order, with those who hold to the old ways battling

furiously against the revisionists who believe themselves destined to open the great door and receive whatever enlightenment or judgment it holds. While both factions would gladly lay down their lives to prevent outsiders from viewing the seal, for the first time in history, the monks are more focused on each other than on their duty, and it's possible that those seeking secrets of their own might be able to infiltrate the temple. Likewise, the two sides in the conflict long ago discovered themselves to be evenly matched, and as much as they might distrust those not of their order, both realize that alliances with outsiders could provide the edge necessary to brutally finish the violence once and for all.

The Vault of Sleepers: Many years ago, a pair of blood-bound adventurers delving farther beneath Kaer Maga than any in their generation broke through a false wall in a tomb and discovered this series of linked chambers: long, bare structures broken only by support columns, and clearly intended for a single purpose—to store seemingly endless rows of stone soldiers. Each of the three rooms housed hundreds of soldiers in neat formations—human-looking archers and spearmen, swordsman and cavalry with their horses, and more, all standing calmly at attention.

To the two men—both wizards and learned scholars—it was immediately clear that the find represented a standing army, eternally ready and awaiting only the proper command to arise and crush whole battalions at the behest of their leader. Though vague on specifics, the inscriptions and friezes on the walls confirmed this. In an instant, both men secretly turned against each other, their knowledge of history whispering of the inevitability of betrayal in the face of such a boon. Yet first they had to figure out how to awaken the sleepers.

Both men had their theories. To Bathus Ardoc, a man of Bis and a golemcrafter of no small skill, it was clear that this army of stone was constructed—yet his words of power had no effect. Lysanar, his compatriot, believed that they must have been real men once, transmuted to stone to keep them ever young and ready—yet all his unguents could not recall flesh from stone.

Forced back to the city above to conduct further research, neither man trusted the other alone with the statues, and both began venturing back more and more often, their joint paranoia causing them to set numerous traps along the way to protect their discovery from trespassers and to increase the possibility of a convenient accident. At last, neither man was able to bear the thought of leaving, and for the last several years they've dwelt here on opposite sides of the same subterranean chamber, conjuring their food from the ether, desperately searching for clues among the walls' arcane writings, with only their sworn oaths keeping



them from each other's throats. Though both men would fight to the death to defend their secrets, it's crossed both their minds that an intruder not bound by their oath of friendship might be able to solve their problem for them, and should anyone manage to reach their lair, they're likely to be met by passionate appeals rather than *fireballs*—at least at first.

THE BARRICADES

Already far from hospitable to surface dwellers, the collection of levels known in Xavorax as the Barricades was where that hidden city drew its line of defenses in the days following Earthfall, violently repelling all those who sought safety belowground. Few remain today who would challenge the privacy of the caulborn and the Deep Halls' other alien residents, but traps and ancient ambushes, both mechanical and biological, still litter the caverns and corridors of this section of the cliff. Though many tunnels and chimneys lead down to these levels, only a few pass through and continue on, leaving most to dead-end in various compromising positions. Despite its many dangers, this section is home to far more life than simply those wandering oozes and undead guardians placed here by ancient hermits, and otyughs, isolated pockets of morlocks, and even the occasional prospecting xorn can be found carefully traversing its trap-filled halls.

The Drowned Levels: Kaer Maga's unnamed central lake is an anomaly most of the city's residents take for granted. When pressed about why a freshwater lake would continually well up from the rock rather than follow gravity down and out the cliff side, the average citizen cites magic performed by the city's creators or perhaps a divine blessing. Little do they realize how right they are.

At the bottom of the lake, a square, 10-foot-wide shaft sinks down through solid stone, dropping hundreds of feet in a perfectly smooth, water-tight bore before opening up into an enormous chamber as dark and still as the grave. This is the first room of the Drowned Levels: Kaer Maga's aquifer, and a prison in its own right.

What the rooms were once used for is clearly varied and often incomprehensible, but the carefully sculpted architecture and algae-coated statues make it obvious that these spaces were once inhabited by humanoids. Detritus of all sorts litters the worked stone floors, rusted tools and weapons joining books and tapestries—all long since turned to silt—in obscuring the abstract symbols and diagrams inlaid there. Off of the central chamber, which arches upward toward the shaft like some grand cathedral (which it may in fact be), several wings split off at varying heights, entire complexes of living chambers, workshops, and other unknown spaces. While a few

rooms contain bubbles of stale air, presumably trapped there in the level's initial flooding, most chambers are filled from floor to ceiling with still, ice-cold water in which scattered pockets of strangely preserved debris floats at odd heights as it reaches neutral buoyancy. Yet aside from the statues, which suggest humanoid shapes, nowhere are there any carvings or depictions that have been preserved well enough to suggest what sort of individuals once called these levels home. Instead, what theories exist are based on scattered references in the oldest of texts in the Therassic Spire: that long before people lived in the city above, the level's masters tore a hole in the fabric of existence, breaching the Elemental Plane of Water and instantly flooding the halls. Why they did so without first removing their possessions—and why they bothered boring the shaft, through which the levels continue to bleed water from the elemental plane into the central lake above—is unknown, but it's hinted that the flooded chambers were not completely abandoned. Rather, ancient texts whisper that the levels were changed into a prison for things that needed the water to live, things that once presumed dominance over humanity and have now been left the lords of a silent realm, magically prevented from exiting but constantly watching the central shaft for those foolish enough to explore their aquatic and forgotten demesnes.

The God Pool: When the caulborn made their sudden and unexplained retreat from the surface, Karzoug the Claimer knew that something momentous was afoot, yet found he had placed too much trust in the prophecies of his former servants, neglecting to practice any but the most rudimentary divinations to periodically verify their claims. Not knowing how much time he had before the mysterious calamity took place, he formed a vast and crude biological machine—a literal engine of prophecy. Issuing a call for one priest of every active god in Thassilon, he blinded and bound them together, interlocking their consciousnesses in an attempt to replicate the oracular ability of the caulborn. He forced these unfortunate holy men and priestesses to appeal to their gods as a unit, drawing down the divine knowledge (and in many cases, wrath) of their patrons in order to shine a light on the future and reveal how he might avoid it.

The information Karzoug gained was enough for him to successfully evade Golarion's fiery judgment, yet having seen firsthand the power of his heretical creation, he was unwilling to let it be destroyed as well. Instead, he stored it here, in this partially flooded cavern near what had once been a workshop of his, leaving the conjoined bodies floating forever in a magical bath that keeps them eternally young, healthy, and pliable. For 10,000 years they've lain here, fallow and unmoving, only a command away from harnessing the faith of a lost empire to answer



the questions of anyone bold enough to reach them—and willing to brave those same deities' ire.

The Still Place: When the residents of Xavorax decided to sever their ties with the surface, they knew they couldn't count solely on traps to guard their privacy, yet neither could they be sure that future generations would take their self-imposed isolation seriously enough to maintain a constant guard. They needed something that never slept, never flagged, never grew disgruntled or bored. Vigilance without intelligence—duty without thought. Yet such assurances do not come cheaply.

Already suspecting that the humans and other dwellers of the levels above them might lack the will to see the dark age through, the ancient and powerful leaders of the Deep City struck a deal with the men of this level, agreeing to bring them in under their wing in exchange for permanently sealing all egress from their chambers to the levels above. Once this was finally achieved, with every corridor blocked by unbreakable stone and keyless doors of iron, Xavorax introduced the men to their new governors: a group of newly created mohrgs. Even as the men realized their betrayal, the caulborn and vampires sealed the passages behind them, walling off the screams of the dying. Inside these corridors, the mohrgs began their grisly work of slaughtering every resident, pulling them down even as they sought to break through their own barricades and raising them again as mindless zombies. At last, the massacre was complete, and as the last candles burned down they shone on the silent, still ranks of zombies—eternal guardians, content to wait in darkness for those surface explorers foolish enough to break open the leaden seals of the level Xavorax refers to as the Still Place.

THE DEEP HALLS

Beyond the Barricades lie the darkest and most isolated levels of the chambers below Kaer Maga. Known in scattered documents as the Deep Halls, it was here that the caulborn sought their refuge on the eve of Earthfall, constructing a new city amid the very roots of Kaer Maga. Yet they were not the first ones here. Other powerful creatures maintain realms here as well, feeding off geothermal energy and subterranean rivers or bending natural laws to create private sanctums with no entrance, exit, or seeming spatial footprint in the stone. This is an old realm, perhaps predating even Kaer Maga itself, and it's likely that some of its residents have forgotten the surface entirely, concerned only with surviving in the blind, cold stone that is both their cradle and their coffin.

The Dark Forest: A visitor's inevitable first observation upon entering this cavern is that there's no way it can possibly exist. In fact, this disbelief may be correct:

certainly the titanic chamber is too big to have formed naturally—possibly too big to even be contained in the cliff beneath Kaer Maga—and with no obvious entrances or exits, there's no clear way for the air in the chamber to refresh itself. And yet, it clearly somehow does, for this cavern is not merely a bubble in the stone; it is another world.

Roughly spherical, this chamber is referred to by locals as the Dark Forest, and for good reason—most of the bowl-like bottom hemisphere is covered in a thick tangle of trees, close-packed evergreens and gnarled snags whose dark wood protrudes from the carpet of greenery like grasping fingers. Streams run through the forest, springing forth from tiny cracks in the rock halfway up the walls, and here and there small glens break through the stone floor, exposing black grass and strange clusters of moss-covered stones, then gradually give way to a small valley at the cauldron's bottom. Through it all flows a thick, impermeable gray mist that seems to draw the color from the surrounding landscape. Far above, glowing fungus and lichen clinging to the cave ceiling light the entire area in a dim twilight.

The rare visitors to the Dark Forest always enter the same way, through mysterious portals near the crumbling stone menhirs positioned in clearings around the edge of the basin where forest gives way to “sky.” These one-way doors disappear instantly after depositing their charges, leaving the newcomers no choice but to venture down into the forest proper. Here, beneath the branches of the creaking, whispering trees, they may meet the forest's chief residents, the strangely twisted and ephemeral humanoids known as the Khaei. Fading in and out of view, seeming to blend with the shadows, the shambling waist-high men and women gladly take in the rare visitors, bringing them into their small settlements—for after all, don't their own legends say that they once came from the stones at the forest's edge? With no animals in the strangely still woods, each of the tiny villages surrounds a low and clearly ancient stone altar, upon which food magically appears twice between each sleep cycle. Where this food comes from doesn't particularly concern the Khaei, nor does much else—questions about anything beyond the forest's edge are discouraged, as the Khaei know only that those who examine the standing stones along the cavern walls too closely attract the attention of “the wriggling things” and that those who venture out into the valley run the risk of meeting the Dark Rider.

Possibly the lord of the cavern realm, and possibly only a servant of some greater and less knowable master, the Dark Rider is a dullahan—the focus of countless Avistani legends. For most of the year it dwells in the dark citadel at the center of this cavern's valley, emerging occasionally



with its pack of slaving hounds to hunt the Khaei, transforming unlucky forest dwellers into new hounds and adding them to its spectral pack. Yet once a year, the dullahan and his baying companions ride out through one of the menhir's portals, going hunting in the surface world and terrorizing those Varisians who dwell at the fringes of society, pronouncing death and harvesting souls before returning once more to his hidden cavern and his brooding, blackened towers, there to pursue purposes unknown to any alive. For more information on dullahans, see the *Pathfinder RPG Bestiary II*.

The Nursery Trench: Often no more than a few dozen feet wide, this vast trench traces a fault in the stone several hundred feet deep, its sheer sides broken only by sharp-edged ledges and outcroppings smaller than a grown human. Yet far from being the cold, dark schism one might rightly expect, the Nursery Trench teems with life. A veritable fungal forest coats its walls, with wide platter-like mushrooms and lichens supporting more traditionally shaped toadstools, all draped in great streamers of stringy slime that stitches both sides of the gap together. And not all the life here is stationary—intelligent fungoids like vegepygmies and violet fungi plod slowly through the vertical forest in search of prey, while cave fishers stare down from lofty perches and attempt to avoid the attentions of yellow musk creepers. Why this incredibly diverse ecosystem has arisen in this particular trench, fed only by the trickles of several subterranean waterfalls, and refuses to spread significantly beyond it remains a mystery, yet from the top of the trench, the vague outlines of a cathedral-shaped structure on the crevice's narrow floor might hold some of the answers.

Xavorax, City of Silence: In Kaer Maga, the space beneath the city's basements is frequently referred to as "the Undercity," but few alive today realize that convention actually harkens back thousands of years, in reference to a true second city beneath their streets.

In the first days, when the original Runelord of Greed took Kaer Maga and turned it into a vast prison complex, he made a deal with the city's residents, the mysterious caulborn. In exchange for gifts and promises long lost to history, the strange race of prophets and record-keepers agreed to work as the wardens and historians of the city, recording everything so that not even the sands of time could scour away the shame of those imprisoned. For millennia they watched, fulfilling their oaths through the rise and fall of several runelords. Yet at last they looked forward into the future and saw the stone that would fall from space, the destruction that would be Thassilon's unmaking. They abandoned their posts, descending deep into the earth and taking only the vampires, with whom they had developed a strange

Subterranean Adventure

Everyone in Kaer Maga has heard tales since childhood of the many wonders and horrors that live beneath their streets. Yet with the exception of the Duskwardens and a few bold (and often criminal-minded) explorers, no one in Kaer Maga dares descend below the surface. Presented here are several adventure hooks to take your party down into the warrens beneath the city—and perhaps beyond.

- The Halflight Path has been temporarily closed, and many in the city are whispering fearfully that there's been a major incursion. Certainly the Duskwardens have begun looking wounded and harried, and the word on the street is that they're temporarily relaxing their recruitment policies.
- A pack of goblins—poorly behaved at even the best of times—has taken over a number of tunnels that run just below the surface, and have been using these to sneak into shop basements after hours and cause havoc. With the Duskwardens demanding a hefty donation to handle the problem, the merchants involved are looking for some competent freelancers.
- The central lake has begun spontaneously welling up with blood, and the whole city is panicked by the eerie threat to their water supply, and what the water's transmutation might signify.
- Several unexplained disappearances in Oriat have led one merchant to believe the Brothers of the Seal may have finally killed off enough of their number that they've resorted to abducting normal citizens and brainwashing them into joining their ranks. The merchant is willing to pay anyone who can find and rescue the most recent victim—his younger brother.
- A flood of uncontrolled skeletons and zombies into basements in Tarheel Promenade has the populace terrified, and the more knowledgeable residents concerned that the undead may have been driven upward by something far worse.
- Rumor has it that the Freeman have been using the tunnels of the Undercity to help ferry slaves from their pens in other districts to the freedom of the Bottoms. Now that the ruse has been uncovered, slave owners are out for blood, and hiring anyone willing to venture into the tunnels and shut the culprits down. Will the PCs ambush the freedom fighters, or join their cause?
- A roving Varisian caravan has been visited by a terrifying creature of legend—a dullahan, which arrived with its hunting pack to harvest the soul of the headman's daughter. Blind with rage and sorrow, they're desperate for someone to recover the girl's soul, which Harrow readings by the caravan's fortune-teller indicate lies somewhere in the caverns beneath Kaer Maga.



and symbiotic bond. There they built a new metropolis, known by as many names as the one above—Xavorax, the Deep City, the City of Silence—and settled in to await the surface world's end.

When Earthfall blackened the skies, many sought refuge in the caves beneath the city, but the residents of the deep had not been idle. They beat back the starving surface-dwellers, erecting insurmountable defenses. Eventually the surface folk abandoned any hope of salvation in Xavorax and turned to other avenues, and in time the original Undercity was forgotten.

Today Xavorax is an island within the stone, an eerily quiet city of strange angles and ornate, palatial towers that rise up almost to the cavern's ceiling, broken by columned terraces and spiraling plazas surrounding softly glowing fungus-gardens. Across the arching, unsupported bridges and free-floating stairs travel the caulborn in their long, flowing robes, carrying thick tomes summoned magically from elsewhere. Among them stroll their counterparts, the vampires—beautiful, pale men and women completely without age, drinking from the caulborn that the alien race might sip from their memories in an endless, symbiotic cycle. Slaves live here as well, creatures brought from across the planes by magic, most serving to pay off debts to the mysterious planeswalking caulborn, though some were captured or purchased solely for the enjoyment of the vampires. But most of all, there are books—thousands and thousands of books, serving to feed the caulborn time and again as each vampire learns new secrets.

By far the grandest structure in the city is the great domed temple known as the Quivering Palace, resplendent with grand arches and limpid pools of still water designed to show reverence for its sole occupant: Anamnesis, the One That Watches. Yet such aesthetic concerns are pointless, for Anamnesis is no true lord, nor is it capable of taking pleasure in its surroundings. In fact, Anamnesis is hardly a creature at all. Thousands of pounds of viscous fluid and green, curd-like whorls, the lord of the Quivering Palace rests forever beneath the palace's central dome, pampered and cared for by the caulborn—its children, siblings, and masters. While capable of doing little on its own other than shifting colors to represent rough emotions, and kept alive by predigested nutrients and cognitive energy from the caulborn, the colossal brain-sack is an integral part of the caulborn colony, acting as the central relay for their hive mind and a living library, storing the racial memories of every affiliated caulborn back to the colony's beginning—possibly even the race's genesis.

The vampires, for their part, live throughout the city but tend to congregate in the Tower of Night on Xavorax's western edge. Still bound by ancient magic

that prevents them from leaving Kaer Maga for any length of time (though apparently with no limit to how deep beneath the city they can delve), the vampires are now held just as firmly by tradition grown ironclad with the passage of years. Insular, secretly afraid of the world outside, and addicted to the cavern's powerful narcotic mushrooms whose pull proves even stronger than blood, the vampires allow scouts and explorers to leave the Deep Halls only for the strongest reasons, ceremonially teleporting them into Kaer Maga proper from the tower's grand council chamber only after placing them under powerful curses that quickly kill any who would speak of their origin or delay the return home. Most of the vampires see this as only prudent and necessary for their survival, but whispers have begun among those younger members born into the city that the elders seek to hide a darker secret than merely their own existence. Moreover, treasonous rumors suggest that one such emissary to the outside world managed to escape the elders' arcane bonds and lives even now beneath the wide sky of the City Above.

DEEPER STILL

The passages beneath Kaer Maga do not end with Xavorax and the other Deep Halls, but not even the ageless memory of the City of Silence can say for sure what secrets lie beyond, down through the twisting chasms and heavily warded stairways that spiral ever deeper into the earth. Those who have attempted to plumb their depths with powerful divination magic have failed or gone mad, and those intrepid individuals who have taken it upon themselves to chart the unchartable depths have never returned. Little is known about the deep levels, but over the centuries, the caulborn have seen—and survived—enough strange things emerging from the depths to convince them that what sleeps beneath their foundations is best left there. Strange, man-shaped things with crowns of floating bone, their every word a silent, indecipherable explosion capable of leveling a building. Tentacled horrors wielding blades that slice through the threads of time itself, unraveling existence in their fury. And then there are the eldritch voices, heard no more than once a century, that whisper universal truths up through the echoing fault lines, eerie proclamations from the bowels of the world.

Perhaps Kaer Maga's original architects still lurk somewhere beneath the city, sleeping away the centuries in anticipation of an eventual triumphant return. Indeed, it may be that the caulborn are far from the hermitic lords of Kaer Maga's depths. Rather, they may be the city's accidental guardians, protecting the surface world from what slumbers beneath it. And woe betide the city should their watch ever falter.



Random Encounters

Presented below are just a few of the monsters a party might encounter in Kaer Maga and the dungeons below it, broken down by the strata in which they'd most commonly be found. For adventures outside the city, information on the creatures that inhabit the badlands of the Storval Plateau can be found in *Pathfinder Adventure Path* #10.

Surface	Undercity	Barricades	Deep Halls	Monster	Avg. CR	Source
—	1–4	—	—	1d8 mites	1	<i>Bestiary</i> 207
1–6	5–9	—	—	1d6 goblins	1	<i>Bestiary</i> 156
7–16	—	—	—	1d6 orcs	1	<i>Bestiary</i> 222
—	—	—	1–6	1d4 vegepygmies	1	<i>Bestiary</i> 273
17	10–14	1–6	—	1d6 human skeletons	1	<i>Bestiary</i> 250
18–22	15–19	7–13	—	1d4 zombies	1	<i>Bestiary</i> 288
—	20–24	14–20	—	1 ghoul	1	<i>Bestiary</i> 146
23–27	25–27	—	—	1 homunculus	1	<i>Bestiary</i> 176
28–32	—	—	—	1d4 giant centipedes	1	<i>Bestiary</i> 43
33–35	28–29	—	—	1 imp	2	<i>Bestiary</i> 78
—	—	—	7–12	1 yellow musk creeper	2	<i>Bestiary</i> 285
36–40	30–36	—	—	1 wererat	2	<i>Bestiary</i> 197
41–42	37–39	—	—	1 rat swarm	2	<i>Bestiary</i> 232
43	40–44	21–22	13	1 dark creeper	2	<i>Bestiary</i> 53
—	45–48	23–27	14–16	1 cave fisher	2	<i>Bestiary</i> 41
44–46	49–55	28–29	17	1 choker	2	<i>Bestiary</i> 45
—	56–57	30–34	18–22	1 morlock	2	<i>Bestiary</i> 209
—	58	35–39	23–24	1 gelatinous cube	3	<i>Bestiary</i> 138
47–52	—	—	—	1 animated object	3	<i>Bestiary</i> 14
—	59	40–44	25–27	1 rust monster	3	<i>Bestiary</i> 238
—	60–61	45–46	28–32	1 violet fungus	3	<i>Bestiary</i> 274
—	62–63	47–48	33	1 earth mephit	3	<i>Bestiary</i> 202
—	64–66	49–51	34–36	1 ettercap	3	<i>Bestiary</i> 129
—	67–69	52–53	37–41	1 dark stalker	4	<i>Bestiary</i> 54
—	70	54–55	42	1 gray ooze	4	<i>Bestiary</i> 166
—	71–73	—	—	1 otyugh	4	<i>Bestiary</i> 223
—	74–76	—	—	1 centipede swarm	4	<i>Bestiary</i> 43
—	77–86	56–61	—	1 mimic	4	<i>Bestiary</i> 205
—	—	62–66	43–48	1 wraith	5	<i>Bestiary</i> 281
—	87	67–70	49–51	1 gibbering moulder	5	<i>Bestiary</i> 153
53–75	—	—	—	1 troll	5	<i>Bestiary</i> 268
—	88–90	71–73	—	1d8 skeletal champions	6	<i>Bestiary</i> 252
—	—	74–75	—	1 medusa	7	<i>Bestiary</i> 201
—	91–92	76–78	52–55	1 black pudding	7	<i>Bestiary</i> 35
—	—	79–80	56–64	1 caulborn	7	see page 62
76–85	93–94	81–82	65–67	1 flesh golem	7	<i>Bestiary</i> 160
—	—	83–87	68	1 mohrg	8	<i>Bestiary</i> 208
—	—	88–91	69–73	1 intellect devourer	8	<i>Bestiary</i> 180
86–92	95–96	—	74	1 dark naga	8	<i>Bestiary</i> 211
93	97–100	92–95	75–79	1 spirit naga	9	<i>Bestiary</i> 213
94–95	—	96–97	80–88	1 vampire	9	<i>Bestiary</i> 270
96–100	—	—	89	1 guardian naga	10	<i>Bestiary</i> 212
—	—	—	90–91	1 devourer	11	<i>Bestiary</i> 82
—	—	98–100	92–93	1 purple worm	12	<i>Bestiary</i> 230
—	—	—	94–98	1 roper	12	<i>Bestiary</i> 237
—	—	—	99–100	1 lich	12	<i>Bestiary</i> 188

BLOATMAGE PRESTIGE CLASS

Hemotheurges—more commonly and derogatorily referred to as bloatmages—are arcanists who believe there's literal truth to the old aphorism that “magic runs in the blood.” By magically overriding their bodies' fail-safes and producing more blood than they need, bloatmages are able to greatly increase their magical abilities, but at the cost of becoming grotesque, bloated masses of engorged flesh. Even more significant than any cosmetic changes, the stresses on a bloatmage's body can prove dangerous to both them and those around them, for if the cephalic pressure on a bloatmage's brain becomes too great, she flies into a murderous rage before falling unconscious and quickly bleeding out. Such obvious drawbacks keep most from walking the path of the bloated ascetics, but the bloatmages dismiss those detractors who lack the courage to follow in their footsteps, noting that in the pursuit of power and self-perfection, all other concerns are secondary.

Role: Bloatmages are consummate spellcasters, often operating as heavy artillery in battle, but their potential to run amok when strained can make them nearly as dangerous to their friends as to their enemies.

Alignment: Bloatmages have no particular alignment, but their single-minded focus on the goal of attaining greater magical ability (and the general public's prurient abhorrence of their ritualistic self-mutilation) tends to make them at least partially neutral.

Hit Die: d6.

Requirements

To qualify to become a bloatmage, a character must fulfill all the following criteria.

Feats: Bloatmage Initiate, Spell Focus (any school).

Spells: Able to cast 3rd-level arcane spells.

Class Skills

The bloatmage's class skills (and the key abilities for each skill) are Fly (Dex), Heal (Wis), Knowledge (all skills taken individually) (Int), Spellcraft (Int), and Use Magic Device (Cha).

Skill Ranks at Each Level: 2 + Int modifier.

Class Features

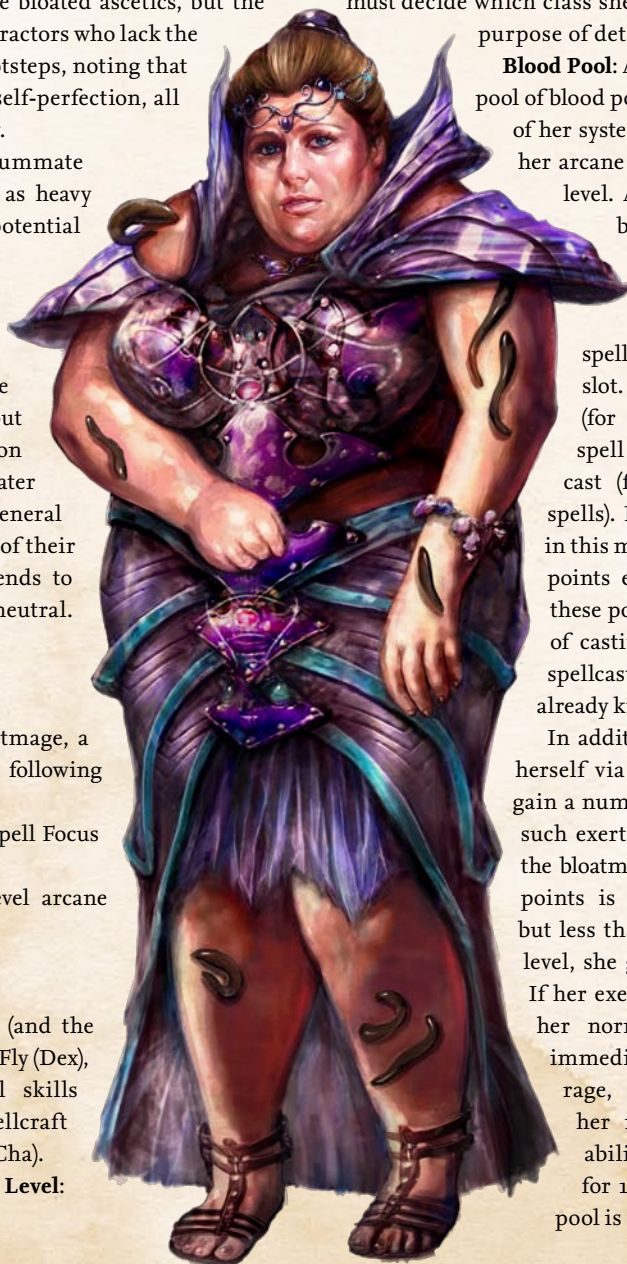
All of the following are class features of the bloatmage prestige class.

Weapon and Armor Proficiency: Bloatmages gain no proficiency with any weapon or armor.

Spells per Day/Spells Known: When a new bloatmage level is gained, the character gains new spells as if she had also gained a level in an arcane spellcasting class she belonged to before adding the prestige class. She does not, however, gain other benefits a character of that class would have gained, except for additional spells per day, spells known (if she is a spontaneous spellcaster), and an increased effective level of spellcasting. If the character had more than one arcane spellcasting class before becoming a bloatmage, she must decide which class she adds the new level to for the purpose of determining spells per day.

Blood Pool: At 1st level, a bloatmage gains a pool of blood points, representing an overload of her system with excess blood to extend her arcane abilities beyond their normal level. A bloatmage's normal pool of blood points is equal to her bloatmage level. Blood points can be spent at the time of casting to cast a spell without using that spell's spell slot. The spell slot remains unused (for spontaneous casters), or the spell is recalled as if it had not been cast (for spellcasters who prepare spells). Retaining a spell or spell slot in this manner costs a number of blood points equal to the spell's level, and these points must be spent at the time of casting. Blood points do not give spellcasters access to spells they don't already know or have prepared.

In addition, the bloatmage may push herself via her bloat ability in order to gain a number of extra blood points, but such exertion is a dangerous gamble. If the bloatmage's current number of blood points is greater than her class level but less than or equal to twice her class level, she gains the sickened condition. If her exertions push her beyond twice her normal blood point level, she immediately flies into a homicidal rage, striking out randomly with her most damaging attacks and abilities at friends and foes alike for 1d6 rounds or until her blood pool is reduced to 0 (whichever comes





Bloatmage

Level	Base				Special	Spells per Day
	Attack Bonus	Fort Save	Ref Save	Will Save		
1st	+0	+0	+0	+1	Blood pool, bloat (1/day, 1d4), hemophilia	+1 level of existing arcane class
2nd	+1	+1	+1	+1	—	+1 level of existing arcane class
3rd	+1	+1	+1	+2	Corpulence	+1 level of existing arcane class
4th	+2	+1	+1	+2	Bloat (2/day, 2d4)	+1 level of existing arcane class
5th	+2	+2	+2	+3	—	+1 level of existing arcane class
6th	+3	+2	+2	+3	—	+1 level of existing arcane class
7th	+3	+2	+2	+4	Corpulence	+1 level of existing arcane class
8th	+4	+3	+3	+4	Bloat (3/day, 3d4)	+1 level of existing arcane class
9th	+4	+3	+3	+5	—	+1 level of existing arcane class
10th	+5	+3	+3	+5	Absorb bloodline	+1 level of existing arcane class

first). At the end of the rage, her blood points drop to 0, her hit points drop to -1, and she begins dying.

Each day, when the bloatmage rests to regain spells, she regains blood points up to her class level but not beyond (so if her bloatmage level is 5 but she currently has 8 points, she remains at 8 until she spends the extra points).

Some bloatmages conduct constant rituals involving leeches or exsanguination in an attempt to regulate their systems. These rituals, which must be undertaken daily during spell preparation, give the bloatmage the option of subtracting 1 point from any bloating rolls (see below) after the results are known, but at the price of a non-cumulative -2 penalty to Constitution. This penalty cannot be removed, save by the bloatmage abandoning the rituals for a day (also during spell preparation), which removes it immediately.

Bloat: A bloatmage can exert herself as a free action to instantly gain extra blood points, but doing so puts her at risk of a dangerous collapse. At 1st level, the bloatmage can bloat once per day to gain 1d4 points. At 4th, she can bloat twice per day, and the die roll becomes 1d8. At 8th, she can bloat three times per day, and the roll becomes 1d12.

Hemophilia: Bloatmages are particularly susceptible to bleed effects, and the DC of any Heal check made to stop a bleed effect is 5 higher than normal. In addition, anytime a bleeding wound is inflicted on a bloatmage, she loses 1 blood point. This loss of blood points is cumulative for multiple bleed attacks, but not each time she takes damage from the same attack.

Corpulence: At 3rd level, a bloatmage becomes so massive that her rolls of fatty, blood-laden flesh grant her a +1 natural armor bonus. At 7th level, this bonus increases to +2 but reduces her speed by 10 feet. This penalty stacks with the penalty from the Bloatmage Initiate feat. This reduction in speed can never reduce the bloatmage's speed below 5 feet, nor does it affect magical flying effects.

Absorb Bloodline: At 10th level, a bloatmage can temporarily access all of the bloodline powers of a given

sorcerer bloodline as if she were a sorcerer of a level equaling her total arcane spellcaster level (including bloatmage levels) by consuming blood tied to that bloodline. By drinking 1 pint of fresh blood (which inflicts 1 point of Constitution damage) from a sorcerer with the given bloodline or from a creature affiliated with that bloodline, the bloatmage gains the ability to use the bloodline powers (but not bonus spells, proficiencies, and so on) as appropriate to her level for 1 hour. This ability is usable once per day and drinking the blood normally requires a full minute, but bloatmages with the Brew Potion feat can distill the blood into a potion-sized draught that can be stored and consumed as a standard action.

Any bloodlines absorbed are in addition to the original bloodline of a bloatmage with sorcerer levels. Though the bloatmage gains no physical nourishment from drinking blood, this practice is likely responsible for many of the stories linking bloatmages and vampires.

In addition to sorcerers of the given bloodline, the following list presents a few examples of creatures whose blood is considered affiliated to a bloodline. There may be others who work equally well, at the GM's discretion.

Aberrant: any aberration.

Abysal: any chaotic evil outsider.

Arcane: any arcane caster, or any creature with an arcane spell or spell-like ability of at least 3rd-level.

Celestial: any good outsider.

Destined: any creature able to cast divination spells.

Draconic: any dragon or creature with the dragon type.

Elemental: any creature with an elemental or energy subtype (air, cold, earth, fire, water), provided it has flesh and blood (such as a salamander, but not a fire elemental).

Fey: any fey or gnome.

Infernal: any lawful evil outsider.

Undead: any undead creature with flesh and blood (such as vampires or ghouls, but not skeletons).



CAULBORN

This humanoid creature is hairless, its pale skin congealed into plates. A tight, smooth hood of skin covers the space where its eyes would be, and the bottom of its face expands into two mouths—the top one small and man-like, the lower an oversized monstrosity with split jaws that stretch out like mandibles. The first two fingers on each hand are hideously elongated and multi-jointed.

CAULBORN

CR 7

XP 3,200

N Medium outsider (extraplanar)

Init +4; **Senses** blindsense 60 ft., thoughtsense; Perception +15

Immune gaze attacks, illusions, visual effects, and other attack forms that rely on sight

DEFENSE

AC 21, touch 18, flat-footed 17 (+4 deflection, +4 Dex, +3 natural)

hp 76 (9d10+27)

Fort +6, **Ref** +10, **Will** +13

Defensive Abilities premonition, psychic deflection

OFFENSE

Speed 30 ft.

Melee bite +13 (1d8+3), 2 claws +12 (1d6+3)

Special Attacks consume thoughts

Spell-Like Abilities (CL 7th; concentration +11)

Constant—*detect thoughts* (DC 16)

At will—*daze* (DC 14), *detect magic*, *read magic*

3/day—*charm monster* (DC 18), *hold monster* (DC 19),

hypnotic pattern (DC 16), *vampiric touch* (DC 17)

1/week—*plane shift* (willing targets only)

STATISTICS

Str 16, **Dex** 19, **Con** 16, **Int** 25, **Wis** 20, **Cha** 19

Base Atk +9; **CMB** +12; **CMD** 30

Feats Combat Casting, Combat Expertise, Combat Reflexes, Iron Will, Weapon Focus (bite)

Skills Acrobatics +12, Appraise +12, Bluff +12, Intimidate +14, Knowledge (arcana) +14, Knowledge (dungeoneering) +14, Knowledge (engineering) +14, Knowledge (geography) +14, Knowledge (history) +14, Knowledge (local) +14, Knowledge (nature) +14, Knowledge (nobility) +14, Knowledge (planes) +17, Knowledge (religion) +14, Perception +15, Sense Motive +12, Spellcraft +14, Stealth +12, Use Magic Device +12

Languages Abyssal, Aklo, Celestial, Common, Draconic, Giant, Infernal, Thassilonian; telepathy 100 ft.

SQ cooperative scrying, hive mind, racial memory

ECOLOGY

Environment any extraplanar

Organization solitary, pair, colony (3–12), or hive (13–80)

Treasure double (primarily scrolls and books)

SPECIAL ABILITIES

Consume Thoughts (Ex) A caulborn can consume the thoughts of a willing, helpless, or fascinated target creature with a touch attack, causing an idea or piece of knowledge to vanish forever from the target's psyche and become stored in the

caulborn's own mind. The caulborn can carefully reach into the target's mind and remove one memory, as per the eliminate memory option of the *modify memory* spell. If the caulborn isn't careful or actively seeks to damage its prey, it can tear thoughts from the target creature and leave its mind in shambles, inflicting 1d4 points each of Wisdom and Intelligence damage. The target creature receives a DC 18 Will save to resist intrusion into its mind without losing memory or taking damage, though it must make new saves for subsequent attacks. The save DC is Charisma-based.

Cooperative Scrying (Sp) Three or more caulborn joining hands can scry on a place or creature as if using the *scrying* spell (DC 20), but with no limit to the spell's duration so long as at least three of the caulborn involved continue to join hands and concentrate. This ability functions at CL 7th (or at the highest CL available to the most powerful caulborn in the group). The save DC is Charisma-based, adjusted by the modifier of the caulborn with the highest Charisma score.

Hive Mind (Ex) Caulborn possess a partial hive mind that allows them to share thoughts and feelings instantly and telepathically as if they were one organism. As long as they are within 300 feet of their hive's brain-sack, if one caulborn in a group is aware of a particular danger, they all are. If one caulborn in a group is not flat-footed, none of them are. No caulborn in a group is considered flanked unless they all are.

Premonition (Su) Once per day as an immediate action, a caulborn can receive a flash of insight that allows it to attempt to avoid a single attack. This premonition grants the caulborn a +2 insight bonus to AC and on Reflex saves.

Psychic Deflection (Su) A caulborn adds its Charisma modifier as a deflection bonus to its AC. The caulborn loses this bonus when unconscious.

Racial Memory (Ex) As a full-round action, a caulborn within 300 feet of its hive's brain-sack may access the hive's racial memory to receive a +20 bonus on a single Knowledge check. In addition, the brain-sack instantly acquires any piece of information learned by one caulborn that comes within 300 feet of it. This information may then be shared by any other caulborn with 300 feet.

Thoughtsense (Su) A caulborn notices and locates living, conscious creatures within 60 feet, just as if it possessed the blindsight ability. Spells such as *nondetection* or *mind blank* make an affected creature undetectable by this sense.

A race of telepathic prophets and historians, the strange creatures known as the caulborn wander the planes in search of new ideas, memories, and concepts to add to the pulsating, bloated brain-sacks that serve as their collective memories.

Habitat and Society

While extremely rare, caulborn can be found all across the planes, towing their fleshy memory banks through the Astral and Ethereal realms or setting up colonies



on inhabited worlds, studying the native inhabitants for millennia before moving on. This seeming lack of a native home has given rise to numerous theories about the creatures' origin, from conjecture that they come from yet-uncharted worlds on the Material Plane to speculation that they're actually angels from the far future, come back to survey and catalogue the multiverse before its eventual destruction. If the caulborn themselves know their origin, they refuse to weigh in on the matter.

On the surface, caulborn society looks much like that of other humanoids, as individual members go about the daily tasks of building structures and providing for the colony. Yet in many senses, a group of caulborn is a single organism. Members' telepathic communication and thought-sharing are so complete as to make them individual avatars of a hive mind—albeit ones who can leave and join a new hive if they need to. This ability to move between hives is crucial, as it allows the transfer of tremendous amounts of data. Any colony of substantial size contains one of the vaguely sentient brain-sacks that store the memories of individual caulborn and act as telepathic hubs for their colonies, and protecting this living library is colony members' foremost priority. These brain-sacks, which are usually given names and treated with great respect, have a telepathic range of up to a mile, helping them to organize and unify their kindred.

Caulborn interactions with outsiders vary wildly. Though their alien thought processes and apparent transcendence of morality make them unnerving and dangerous, their vast wealth of information and knack for prophecy position them as oracles of the highest order—provided the petitioners can offer something in return. Similarly, though the caulborn feed on sentient creatures, this feeding does not need to be harmful, and most caulborn prefer symbiotic relationships to predatory ones.

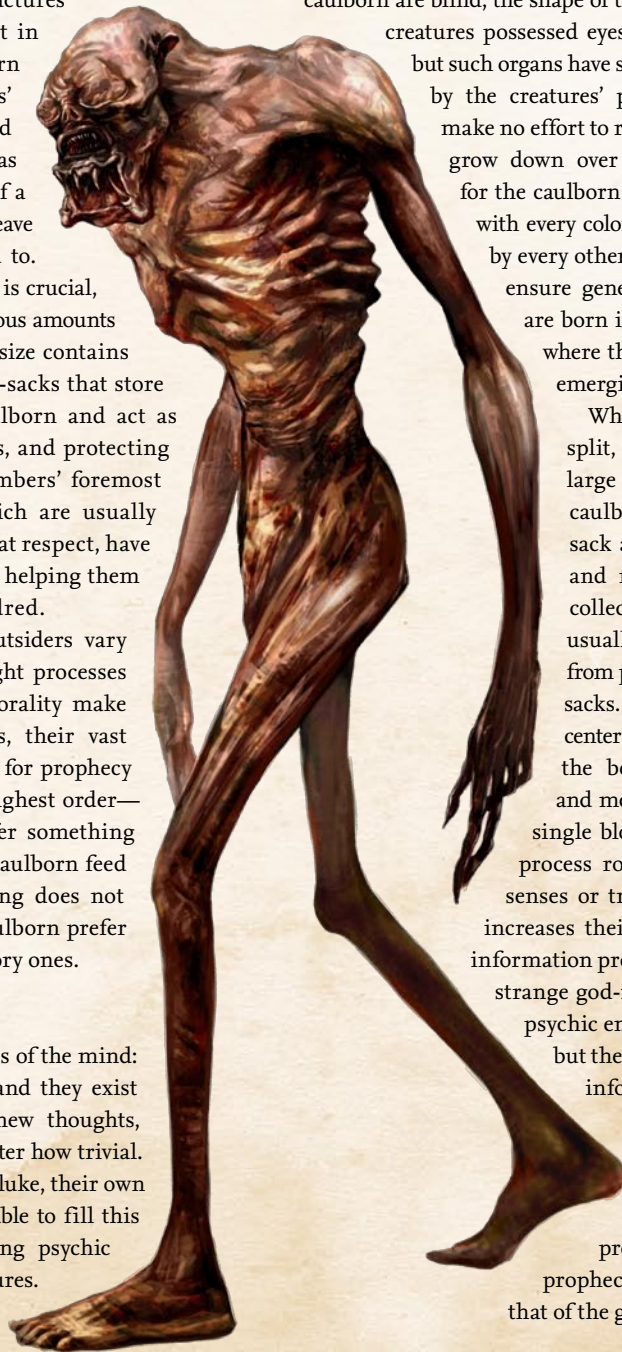
Ecology

The caulborn are literally creatures of the mind: their bodies are self-sustaining, and they exist solely to record and catalogue new thoughts, concepts, and experiences, no matter how trivial. Yet because of some evolutionary fluke, their own thoughts and experiences are unable to fill this need, as they lack the nourishing psychic energy possessed by other creatures. To this end, the caulborn have

grown into perfect parasites—master scholars with no work of their own, only the aggregated knowledge of a thousand sentient meals. A caulborn cannot even learn a new skill on its own, as its neural pathways are designed to receive information pre-digested by another mind.

All caulborn have two mouths: a human-sized, mostly vestigial mouth for respiration and vocalizing, and a terrifying, fanged set of split jaws for fighting and feeding. Neither is attached to a digestive system; rather, a caulborn's fighting mouth and its over-long index and middle fingers are the areas through which thoughts are absorbed. All caulborn are blind; the shape of their heads suggests that the creatures possessed eyes earlier in their evolution, but such organs have since been rendered obsolete by the creatures' psychic abilities, and they make no effort to remove the fleshy cowl that grows down over their faces. Reproduction for the caulborn is a hermaphroditic affair, with every colony member being fertilized by every other in a sacred, silent ritual to ensure genetic diversity. Their young are born inside large placental sacks, where they grow for months before emerging as adults.

When a colony finds reason to split, or a small group becomes large enough to warrant it, the caulborn construct a new brain-sack and seed it with every fact and record the creatures have collected since the dawn of time, usually copying knowledge over from previously established brain-sacks. These protoplasmic data centers are made by dismantling the bodies of several caulborn and melding them together into a single blob of fluid and curd. This process robs the brain-sacks of any senses or traces of identity but vastly increases their capacity for storage and information processing. It's through these strange god-minds, fed by regurgitated psychic energy and left with nothing but the ability to store and analyze information, that the caulborn are able to extrapolate from trends and make connections that result in the uncannily accurate predictions other races see as prophecy—a foresight challenging that of the gods themselves.



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DEN OF THIEVES

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