

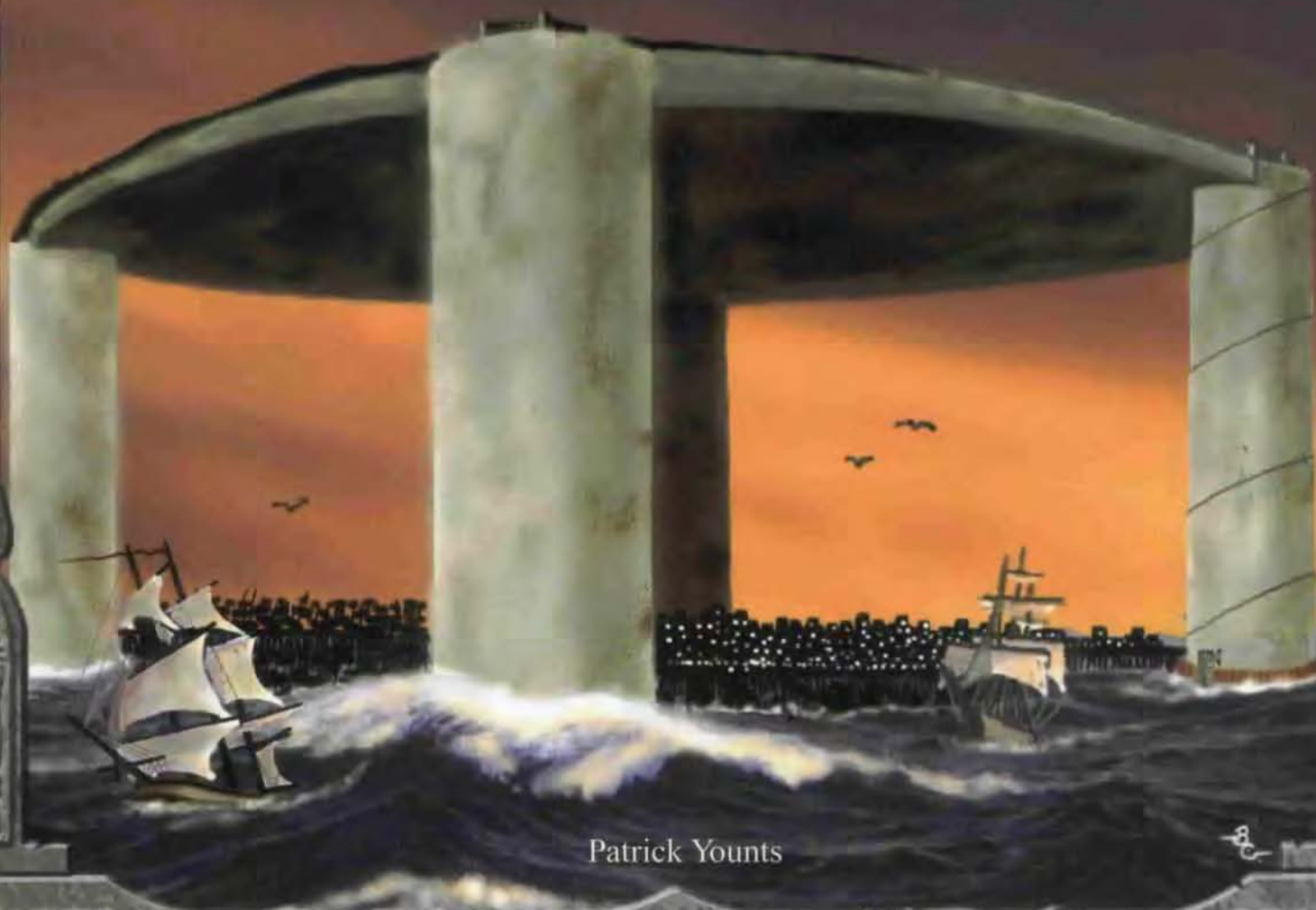
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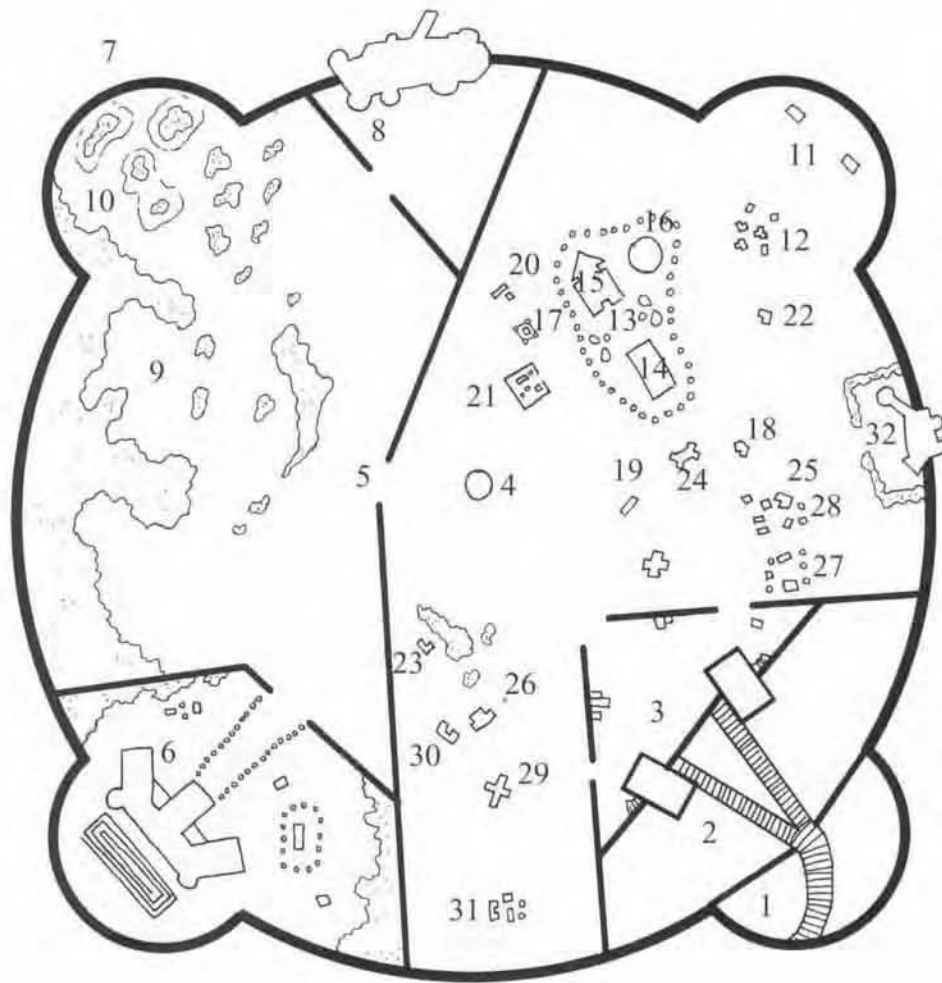
CITIES OF
FANTASY

STORMHAVEN

CITY OF A THOUSAND SEAS



Patrick Younts



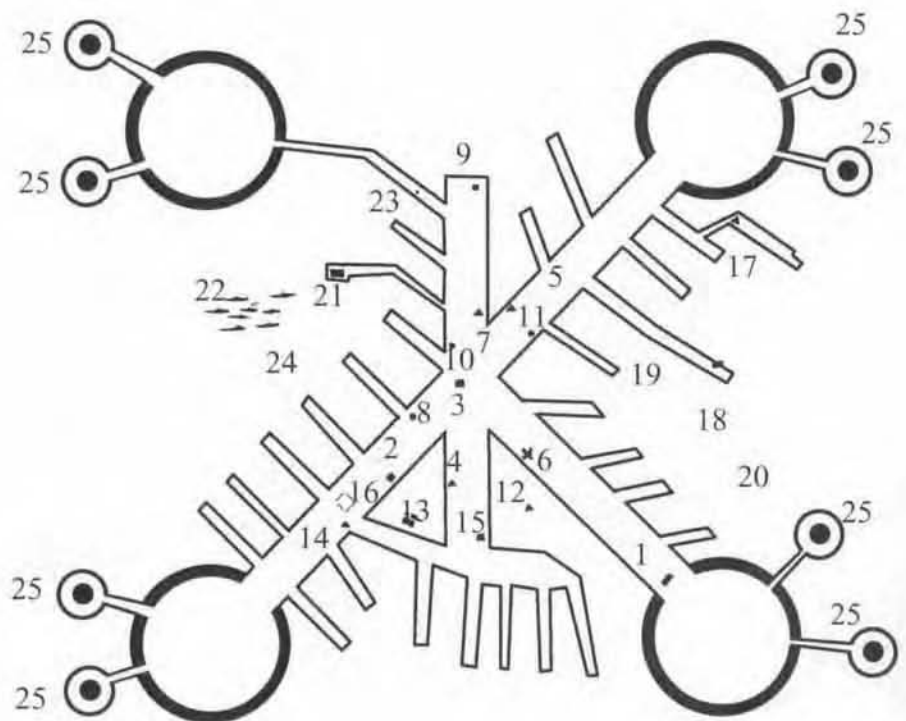
Upside Key

(Only notable locations are shown on map)

1. The Grand Stair
2. Staircase Keep
3. Flotsam Harbour
4. Black Crown
5. Worthy Gate
6. Stormhold
7. Seawillow House
8. Greystone Keep
9. Fox Run
10. Stone Forest
11. The Lifts
12. Carnival
13. Rockhammer Square
14. Hall of Voices
15. Firefly Cathedral
16. Mausoleum
17. House of Four Winds
18. Underwriters' House
19. Moneychangers' Hall
20. Seafoam Company
21. Twilight House
22. Loyal Order of Shipwrights
23. Crippled Bone Embassy
24. First Embassy
25. The Creeping Rose
26. Sunbow Mansion
27. Player's Court
28. Tick Tock Castle
29. Crossed Swords
30. Flashing Blade
31. School of the Winter Blade
32. VanFleet Manor

Driftdowns Key

1. Copper Gate
2. Pillory Square
3. The Ballroom
4. The Siren's Call
5. The Dawn Sea
6. Sea King's Castle
7. Sundered Anvil
8. Wicked Widow
9. Bulova's Cottage
10. Crumpled Playbill
11. Up From the Depths
12. Red Quill Tattoo
13. Gideon House
14. Sea Nymph's Bathhouse
15. Phantom Caravel
16. Hag's Britches
17. Temple of the Gentle Caress
18. Kingfisher Apartments
19. Queen O' the Sharks
20. The Horned Crown
21. University of the White Wave
22. Kraken's Nest
23. The Black Spot
24. Maggots
25. Fire Towers



Stormhaven

City of a Thousand Seas

Patrick Younts

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INTRODUCTION

Among the mysteries of the sea, Stormhaven stands proud and defiant, a city built upon the relic of an unknown civilisation. Four great pillars support a disk of preternatural stone, its architects an enigma as great as the means of its construction. The new inhabitants settled centuries ago, giving the city its current name because the solidity and endurance it offers against the surrounding ocean is undeniable. Settlers erected their own dwellings on top of the disk and, when they crowded it too much, engineered a floating city latched to the four pillars.

Magic is the lifeblood of Stormhaven, coursing through its very foundations and making life comfortable away from the shores of any nation. Its staunch neutrality ensures that the riches keep flowing, making Stormhaven into a monument to unfettered greed and hunger for power. It is the destination of choice for the most ruthless merchants, crime lords and politicians, where a silver tongue, quick wit and a fast blade are invaluable commodities, both on the lowly docks and the glittering palaces. Any adventurer with the right combination of ingenuity, strength and daring will find that Stormhaven embraces him like a lover and that no dream of wealth, no matter how extravagant, is beyond his grasp.

From the heights of Upside, guild masters, nobles and foreign ambassadors oversee the ruling of the city, their cutthroat politics and backstabbing plots forcing them to live with one hand on their knives and the other on their purse strings. Living at a higher altitude than the common citizens does not save the jaded crème of Stormhaven from falling prey to the hunger for wealth and power. They treat the city as a board where all its people are nothing but pawns in an endless game of shifting alliances and betrayal.

The common citizens of the Driftdowns are no better, willing to betray friends, family and their own beliefs for a handful of copper pieces and a promise of a better tomorrow. Life on the docks is an endless cycle of violence, betrayal and disappointment, but few who live in Stormhaven would ever willingly leave it. The allure of wealth is just too strong.

CITIES OF FANTASY

Stormhaven, City of a Thousand Seas is the second instalment of this series from Mongoose Publishing. Designed to provide Games Masters with entire

settlements and communities to drop into any existing campaign, Cities of Fantasy will open the door to an entire treasure trove of exciting gaming sessions, made all the more memorable for the locations in which they are set. Every city within the series is specifically designed to inject the very element of high fantasy into any campaign. Stormhaven is a port city like no other, a merchant's paradise that acknowledges no king and is unconstrained by either morality or the laws of physics.

STORMHAVEN – CITY OF A THOUSAND SEAS

Within this sourcebook is an entire city ready to drop into your campaign. Stormhaven, City of a Thousand Seas is fully detailed with maps and illustrations depicting the freewheeling lives of those who call Stormhaven home. In addition, there are dozens of Non-Player Characters and power groups detailed within, enough for several campaigns' worth of adventure and intrigue.

Stormhaven is ripe for a Games Master's customisation, with all the pieces available to assemble your own campaign masterpiece. However you choose to use it, your players will never forget Stormhaven, a port of call, a den of thieves and a city that defies the power of the ocean.

Within this sourcebook, you will find an entire city ready to drop straight into your campaign. Games Masters will be able to make ready use of the complete backgrounds provided for those individuals and factions who have risen above the rest to become dominant forces within the city, constantly vying for power with one another in a continued game of machiavellian intrigue, where trust is a weakness, not a strength.



Gratefully, Elizabeth stepped from the gangplank to the dock but, to her dismay, the rolling and pitching of the sea was only marginally lessened. Her stomach heaved again and she bent over, hands on her knees. She had been away for far too long.

'Yer look a bit green et yer gills.' The words were friendly, but the voice was like shattered glass pouring from a canvas sack. Elizabeth looked up at a Driftwatch patrolman, the surface of his leather armour covered in spider web cracks from exposure to the sea air. He was old and he moved with the easy confidence of a veteran soldier, but Elizabeth did not recognize his face. She smiled, there was no chance he could recognize her either.

'I am... not accustomed to the sea.' She smiled again and let a blush run to her cheeks, smoothing her blue silk dress. He watched her intently, his gaze sliding up and down her body as she knew it would. He licked his lips. Her right arm flexed, drifting by reflex to her waist, but she stopped short, nails digging into her palm's heavy calluses.

'Yer first time on the 'Downs.' A statement, not a question.

'Yes. I have been sent for by my father. He owns the Glorious Goose.' The lie slipped off her tongue with reassuring ease. 'Perhaps you know it?'

'Aye. I know th' place. It be near to th' Kingdoms though, an' that be no place fer yer like ta' walk, if yer pardon my sayin'.' He half-turned and gestured towards the maze of rotting, slime covered piers snaking out before them. 'Not ta' mention, y'll ne'er find yer way there.'

'Perhaps you could show me the way?' Elizabeth opened her money purse wide, letting one of the many silvers drop out. It rolled across the deck and she watched his eyes follow it until it settled with a plop in a splattered mound of seagull droppings. The patrolman fished it out with thick fingers and tucked it in his belt without cleaning it. He grinned, showing half a mouth of filed teeth, the rest rotten, black stubs.

'Yer bags?'

'I brought naught but what I carry.' She moved forward to stand beside him, each step pressing the pommel of the blade strapped to her thigh into her flesh. 'Lead on, sir.'

Together they moved into the milling throng of dockworkers and guildsmen, Elizabeth a step behind, letting her guide shoulder a path through the crowd. Her stomach still protested, but her feet moved with practiced ease, deftly avoiding puddles, garbage and the spaces between rickety planks that could trap and snap ankles in an instant. She took careful note of each shortcut to the Driftwood Kingdoms they passed, each bustling crossroads her 'guide' avoided. At each, her fingers clenched and the blade at her thigh lurched.

Still they walked, past the familiar pubs of the Central Piers and into the maze of blind alleys and derelict apartments known as Sailor's Sleep. They crossed a sagging rope bridge and into a narrow street between two buildings. Elizabeth drew in a deep, quiet breath. The time was coming.

'Yer father's place be just around th' corner.' The guard stopped, pressed himself against the wall to let her pass. 'He'll be wantin' to see yer face, not mine, so yer go ahead miss.'

Elizabeth stepped past him, conscious of his hands moving towards his belt. She turned her back to him, hesitating. As she heard the slow rasp of steel leaving its sheath she flexed her wrist and a dagger dropped from her sleeve and into her waiting hand. She smiled.

'Welcome home, Elizabeth.' she whispered as the guard raised his blade.

STORMHAVEN — AN OVERVIEW

Free Trade Knows No Borders

Written on all Stormhaven flags

Nor Does Greed

Graffiti commonly scrawled on flags in the Driftdowns.

Stormhaven

Metropolis (93,000)

Human 40%, Orc 15%, Dwarf 15%, Elf 10%, Gnome 5%, Other 15%

Stormhaven is a free-floating, artificial island of white stone held three hundred feet above the sea by four great pillars, each a quarter mile in circumference and covered with ancient runes. Known collectively as the Fingers of God. Each pillar also has a dwarven name: Vachan (Destiny), Dastos (Strength), Vespius (Freedom) and Olmak (Prosperity). The lands above the pillars are known as Upside, a vast expanse of rolling hills, cultivated gardens and lavish estates. Below, a hive of warehouses and docks, the Driftdowns, spreads like a web between the pillars. The two are linked by the Great Lifts running up the side of Olmak and the Grand stair that spirals around Dastos.

HISTORY

The origins of Stormhaven are lost to the tide of years. No one can say with certainty, though many different theories have been advanced about just how old the city is. The distinguished dragon scholar Thanestrius the Silver Flame put forth the most widely accepted guess, for it is nothing more than conjecture. He posits that Stormhaven is more than three millennia old, based on architectural similarities between its ancient structures and various ruins scattered about the known lands, as well as an entry found in *The Voice of Edriat*, an ancient scroll containing a journal of sorts for Edriat, a black dragon of fearsome reputation. The final entry in the text reads: 'I have found a home befitting my magnificence, a lofty throne of white, held by the pillars of the earth. I will take it tomorrow. The vermin that infest it will make a fine victory feast.'

The Discovery

Six centuries ago, the ships of the Rockhammer dwarf clan plied the coastal waters, trading stone and gems for spices and rare woods with the elf and human cities that dotted the coastline. One captain, Palanas Rockhammer, was especially famous for his reckless courage. Along with his first mate, the elf sorcerer Illias Seawillow, he made a name for himself and his stolen elven ship, the *Broken Promise*, by delivering cargo to places no other dared go, laughing at weather that drove lesser sailors shivering for the safety of their beds.

After decades of success, their luck failed. While on a routine voyage under clear skies, they were swept out to deep waters by a sudden storm that shattered the main mast. The *Broken Promise* drifted for days, lashed by high winds and lost in fog and rain, until it broke against a vast stone edifice that loomed out of the darkness. Flung into the churning waters, sailors drowned, died crushed between the ship's debris and the stone or were taken by sharks and other, darker, denizens of the sea. A hasty spell cast by Illias Seawillow saved both himself and Captain Palanas from the waves and frenzied sharks, carrying them to the safety of a small stone ledge inches above the water.



To escape the fury of the storm, Captain Palanas began to climb with his exhausted first mate tied across his back. The ascent took torturous hours, but the inexhaustible endurance and innate understanding of stone all dwarves share served him well, and he came at last to a wide expanse of flat ground, with a nearby low wall that gave relief from the wind. Palanas and Illias slept for what seemed like days in their newfound shelter, until the storm spent itself and the sun burned hot over their heads. When at last they awoke, they were stunned to find themselves on the edge of a vast city held aloft on four great pillars. White marble streets and columns were overrun with vines and spattered with bird droppings, seemingly abandoned.

The two men explored cautiously, hoarse calls to their men echoing through empty streets. They lived off fruits growing wild in halls and parlours, and drank from ancient fountains that still flowed fresh and cool. After more than a week of exploration, with the discovery of great treasuries of gold, jade and ivory but no sign of survivors, the two resolved to leave. They fashioned a raft from trees and bits of furniture, and a sail from leaves of tremendous size, then lowered it to the sea using Illias' magic. As winds and magic guided them away, Palanas swore a solemn vow to the sea, which he would repeat from his deathbed in Stormhaven Manor, centuries later: 'You have taken my crew and my ship, but could not take me. In return I claim from you your glittering jewel, your forgotten kingdom, my haven from your wrath. Now and forever, this city is mine.' It would be forty years before he returned.

The Founding

When Palanas and Illias returned home, they faced scorn and derision from other sailors and stern reprisals from the Rockhammer clan leaders, who accused the pair of falsifying their story to save themselves from the shame of admitting negligence for the loss of their crew. Palanas and Illias were banned from clan territory with their families and a few allies, harried at every turn by clan warriors until they stepped beyond the borders of Rockhammer lands. They wandered for years, with dwarf captain and elf sorcerer repeating their story to anyone who would listen, except that nobody believed them until they entered the lands of the Greystone dwarves. The clan's chief, Ettock Greystone, was both moved by the sincerity of their story and by the pair's description of the abandoned city's enormous treasuries. The Greystone clan committed two ships and thirty veteran soldiers to the expedition, which set sail the first day of spring.

The details of the voyage are unknown, but Palanas returned two years later, his ships laden with gold and the sailors and soldiers who journeyed with him turned into loyal followers. The sudden influx of wealth gave Palanas great influence, both with the Greystones and with the other dwarf clans that lined the coast, including the Rockhammers. During the next few years, hundreds of dwarves rallied to Palanas' side until their numbers grew as large as those of any clan. At a great council attended by the chieftains of all nearby dwarven holds, Palanas and his followers renounced all former family affiliations and proclaimed the creation of a new clan: Stormhaven. The following morning, Palanas and his new clansmen, as well as Illias Seawillow and his elven kin, set sail for the ancient ruins, taking with them supplies, tools, weapons and all their family treasures, to build a new city on the bones of the old.

Growth

For fifty lean years, the settlers struggled to clear the wild growth that choked the city they dubbed Stormhaven. They built the first docks of what would become the Driftdowns centuries later, and constructed a web of levers, hooks and platforms that formed the basis of the modern Great Lifts. During that time, they were forced to defend themselves twice: once from an infestation of gargoyles nesting in the future Great Cathedral, and once from the depraved VanFleets, a motley collection of pirates and slavers terrorizing the coast. The war with the VanFleets lasted nearly three years, culminating in the battle known as Sea's Wrath, where Illias Seawillow, by then a sorcerer of great power, shattered the pirate armada by summoning a water elemental larger than any seen before or since. The few surviving pirates sued for peace, and were taken to help in the reclamation of Stormhaven, first as slaves, then eventually as free men working in partnership with dwarf and elf.

The summer after, a vessel from clan Greystone arrived in Stormhaven under the pretence of bringing tools and other supplies as a reward for the destruction of the VanFleet pirates. Instead, a virulent magical plague, impregnated in the hull of the ship by divine magic, swept through Stormhaven. Ettock Greystone, bitter after losing so many clansmen to Palanas, sent the ship as both vengeance and a strong bargaining tool. His ultimatum: 'Sign a contract granting clan Greystone a permanent share in all of Stormhaven's future earnings, whether by trade or treasure, or let the plague claim you all.' Ravaged by a disease they were powerless to stop, the people of Stormhaven had little choice. The signing of the Plague Compact and the establishment of



STORMHAVEN - AN OVERVIEW

Greystone Keep signifies the beginning of Stormhaven's modern era.

The Guilds

The arrival of hundreds of Greystone clansmen caused tensions among the surviving original settlers, but also reinvigorated construction efforts. Within a short time the reclamation work was complete, and the grand estates were established.

Palanas knew that for Stormhaven to become the shining jewel he envisioned, he would have to establish trade relations with other nations. The problem was that he had nothing of value to trade; there were no mines, no forests, no obvious sources of revenue beyond what treasure remained in the city's ancient vaults. It was Illias Seawillow who first suggested trade as its own commodity; he sent Stormhaven's small fleet sailing the width and breadth of the world, carrying ambassadors authorized to sign free trade agreements with any interested nation, promising reduced tariffs on products moving through Stormhaven's ports. His plan was simple: to establish Stormhaven as a neutral ground allowing partner nations access to each other's markets, even those that were traditionally enemies. At the same time, Palanas

opened the coffers of the city and split the dwindling, though still considerable treasury amongst the Stormhaven settlers, encouraging them to establish merchant houses and guilds, further facilitating the growth of trade.

Within a dozen years, Stormhaven became a thriving centre of commerce, her docks swarming with ships and cargo. To maximize profits, Palanas and Illias founded the first guilds and abolished the clan leadership, replacing it with a Grand Parliament of guild heads,

This would be Palanas' final edict. He died on the eve of the first Parliament, his passing mourned by the residents of a city his vision had made great. His body was placed in the captain's quarters of a small galleon, then sent on an endless voyage to the stars with a spell of Illias' own devising. Illias himself disappeared shortly after, simply vanishing from his estate one winter morning. On his bed was a note: 'I am tired. I go to meet my friend.'

Since that time the guilds have grown strong and the markets flooded with wealth. The docks have become the Driftdowns, a city unto itself, swarming with sailors, whores, mercenaries and refugees. The original settlers of Stormhaven have become landed nobility, merchant princes dictating the flow of commerce on a global scale. Today, Stormhaven is a hub of adventure and intrigue, a city where anything is possible and everything has a price.

STORMHAVEN TODAY

Citizens

'No one comes here by accident' is a bit of common wisdom oft heard in Stormhaven. The saying is true, after a fashion; nearly everyone who calls Stormhaven home is working an angle, chasing a lead or has a line on that one, sure thing. At the same time, to say that the only thing unifying and motivating the citizens of Stormhaven is greed is to do them a great disservice. At heart, the inhabitants - known as Havenites - are dreamers, freedom lovers and optimists who come to pursue their dreams in one of the world's great port cities, bringing their beliefs, wants, fears and prejudices with them.

The lure of endless opportunities draws members of all races and species to the docks of Stormhaven, even those normally thought of as monsters. This diversity is most evident in the Driftdowns where, in the course of any given day, visitors can haggle with a human fishmonger, eat lunch at a gnome-owned inn, arrange



passage on an orc galley and have their purse strings cut by lizardfolk street urchins, all under the shadow of Upside far above. By contrast, the founding dwarf and elf clans that claim Upside as their own, as well as the newly-rich human families, are content to stay segregated, strolling through perfectly manicured gardens while the 'lesser' races toil below. Still, Stormhaven's centuries-old blend of every imaginable culture, creature and philosophy has left its mark even in the halls of the privileged. None but the most recent newcomers or sheltered nobles even bat an eye at acts that shock the less worldly citizens of other nations.

Unfortunately, ancient enmities are not easily forgotten and hatred still festers, even in a city as cosmopolitan as this. The steady influx of immigrants, fighting for space and jobs in the menagerie that is the Driftdowns, combines with centuries of ingrained prejudice amongst the longer lived races to keep tensions high. Too often, these tensions boil over and burst as racially motivated crimes; especially common are extortion, arson and murder. More than a dozen riots have raged across the docks during Stormhaven's tumultuous history.

Local Government and the Law

Stormhaven is a republic governed by a council, with representatives elected by the merchant guilds. Councillors serve a five-year term, meeting once every two weeks in a gathering called the Grand Parliament, ostensibly to create and debate law, but more often simply to hammer out trade agreements and line guild coffers. The founding laws dictate that each of the city's thirty-seven recognized guilds has the right to elect a councillor. Eighty-seven years ago, however, Ulik Thom of the Underwriter's Guild drafted and pushed an amendment that now bears his name, by which each guild must contribute a flat fee to buy Parliament representation. Engrossed by this money, the city treasury can pay for dock and shipyard maintenance, as well as afford wages for the navy and city guard. As a result, only eleven councillors rule the city, drawn from Stormhaven's wealthiest guilds.

Members of the founding clans have strong government influence, though they are only involved officially with the Moneychanger's Guild, and in fact are legally forbidden from other guild memberships in an attempt to curb corruption. Theirs are the hands controlling guild policy, using bribes and 'polite' suggestions to achieve their goals, backed by blackmail and the occasional assassination. The guild councillors resent the interference, but see no easy way to counter it.

Individual citizens have little or no say in their government, though guild members in good standing are allowed a vote when it is time to elect their guild's councillor. The average Havenite is happy to stay uninvolved in politics, as long as politics stays uninvolved with him. For their part, Stormhaven's rulers have a light touch when it comes to local affairs. If the flow of trade is not impeded, they are content to let citizens sort out their own troubles.

Local laws are few by necessity, loosely enforced and more concerned with regulating and protecting businesses. The most important laws, or at least the ones that are actually enforced with absolute and ruthless efficiency are:

† **The Law of Trust:** Fraud perpetrated against small business and especially guilds is punishable by death.

† **The Law of Sanctity of Wealth:** For robbery committed against small businesses, the sentence is hard labour for a period dependant on the value of the stolen goods. For theft of guild property, the punishment is death.

† **The Law of Flame:** Arson and the use of fire magic in the Driftdowns is heavily fined, and also carries a year of hard labour.

† **The Law of Forbidden Assembly:** A death sentence hangs over anyone who attempts to establish a Wizard's Guild.

When a death sentence is required, the guardsmen who responded to the crime carry it out on the spot. If guardsmen do not have the means to administer the punishment, for example when encountering resistance from experienced adventurers, the city's government has standing agreements with numerous skilled and ruthless bounty hunters, some of non-humanoid origin, with better chances to bring justice to the perpetrators.

Of course, there are other laws in the books, including those outlawing the slave trade and drug trafficking, but no one takes them seriously. The city guard has not arrested anyone under charges of slavery or drug-related crimes in over a century.

Outside Nations

Since the councillors' primary goal is to solidify Stormhaven's status as the top trading port in the world, the Grand Parliament actively pursues open trade agreements with any willing nation, regardless of religious or political leanings. The diplomatic corps is skilled, proactive and widespread, with ambassadors found in the power centre of every nation, city-state,

STORMHAVEN - AN OVERVIEW

tribe or political organization that produces something of value. Stormhaven itself produces little, its value as a trading partner comes from its extensive contacts. Since Stormhaven maintains good relations with most nations, its merchants can move goods even between those nations traditionally considered enemies.

Stormhaven's mercantile power translates into strong political might, though the guilds are careful to maintain a facade of neutrality. Stormhaven invites all nations to maintain embassies near the Grand Parliament, even those who refuse to enter trading partnerships. The city offers the services of the diplomatic corps as independent mediators during times of international conflict, their reputation for successfully resolving matters with minimal loss of face for either side being legendary.

Behind the neutral veneer, Stormhaven is rife with political favoritism. Individual councillors are no less corrupt or preferential than anyone else, just simply better at hiding it. They pit nation against nation, using the threat of trade embargoes to further their guild's agenda, not necessarily the city's. Clandestine deals between ambassadors and councillors are daily occurrences, with ancient feuds and partisan loyalties defining negotiations on the same level as cash bribes and exclusive trade contracts.

In recent years, the politicking behind the scenes has become more blatant, and members of the founding clans have begun to consider taking international matters more firmly in hand. There is even talk of eliminating the Grand Parliament entirely, replacing it

with a clan council that would, at least in theory, be more resistant to outside influence.

Military

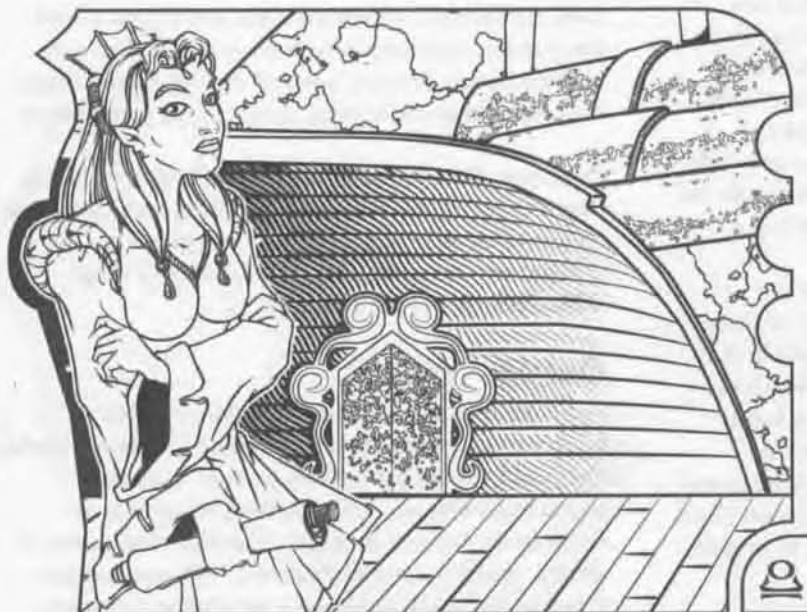
The Navy made me what I am today
Stumpy Groat, "Ol' One-Eye" to his mates

Stormhaven maintains a small but powerful navy crewed by seasoned sailors. The ships of the line are state of the art and include *Fury* class frigates, rare Elven *Corsairs* and two mammoth *Victory* war galleons. The fleet is bolstered by dozens of well-armed merchant vessels who consider Stormhaven their homeport, as well as a small group of sanctioned privateers sailing under Stormhaven's banner. The city has a long history of sponsoring these privateers, counting some of the most infamous captains of their day, who found legitimacy and escape from a nation's wrath by accepting guild backing.

Like the navy, the Driftwatch is small in numbers, only 800 members for such a large jurisdiction, but hardened by combat. Journeyman watchmen have seen more exotic races and magic than many experienced adventurers. The guard concerns itself primarily with patrolling Driftdowns' guild-owned docks, warehouses and shipyards, devoting little effort to preventing or solving street crime against Havenites who, in return, trust them little. In fact, since watchmen know exactly which guild pays their wages, they feel more beholden to said guild than to the city. Off-duty guards supplement their monthly pay acting as enforcers and leg breakers for their sponsoring guild, a practice that results in frequent scuffles between watchmen and citizens and even between rival squads of guards.

The 200-strong Staircase Guard holds itself above petty guild squabbling. Based in Staircase Keep in Upside (see Chapter 2), the guard is dedicated and superbly trained, its strength bolstered by low-level wizards, skirmishers and a flock of five griffons ridden by rangers well-versed in airborne combat.

In addition to the Driftwatch and Staircase Guard, the wealthiest families of Upside employ their own private militaries. Numbering no more than two score soldiers each and composed of clansmen and hired mercenaries, these



armies answer to no one but their employer, rarely leaving the family estates.

Finally, Stormhaven's government is not adverse to hiring independent adventurers, especially when dealing with problems that would pose serious risk to large numbers of city guardsmen. The rewards are generous, but the risks are great. Stormhaven officials shed no tears over the spilt blood of mercenaries.

Festivals and Holidays

Given the variety of cultures that interact in Stormhaven, it is a safe bet that every day is someone's holiday. Visitors are often taken aback by the sight of pubs, houses and even entire sections of dock festooned with decorations and religious icons commemorating holidays they've never heard of, but the locals take it all in their stride. In addition to these small celebrations, there are a number of holidays recognized officially and celebrated all across the city. The most important of these are:

Founder's Landing: Celebrated during the first week of summer, Founder's Landing commemorates the arrival of the Stormhaven clan fleet. The festival officially begins at dawn of the first day with the arrival of the Honour Fleet, a pair of ships representing the Greystone expeditionary force. These vessels are chosen by lottery a month before the festival, a process rife with bribery and favouritism. On the festival's first day, citizens are expected to abstain from food and drink, and the city's pubs and feast halls close. During the next five days, the feast halls open normally but are not allowed to sell alcohol, only food. On the final day of Founder's Landing, the sale of alcohol is encouraged and tables overflow with elaborate feasts. The celebration ends with the sailing of the Treasure Fleet, a six-vessel flotilla laden down with great mounds of 'treasure', consisting of goods sold by the guilds. The ships circle the four pillars twice, to the thunderous approval of the drunken onlookers.

Freeman's Day: This holiday is held in remembrance of the day the VanFleet

pirates were officially released from slavery and given freeman status. Although originally intended as a sombre day of remembrance, Freeman's Day is infamous for its raucous, out of control celebrations and sporadic outbursts of racial violence between humans, elves and dwarves. The VanFleet family hosts the Freeman's Feast on this day, a gala affair open to all human, and only human, residents of Upside.

Guild's Fair: The first day of winter marks the start of Guild's Fair, a week-long party celebrating the founding of the great guilds. By day, the city's inns and pubs are utter madhouses, filled by locals and hordes of visitors who annually flood the docks in anticipation of the event. By night, the three central docks of the Driftdowns are transformed into a great carnival, with each great guild assigned a particular

area to fill with all sorts of eye-catching wonders. The guilds compete shamelessly for the attention of the drunken revellers, hosting bards, dancers, jugglers, exotic menageries, magic displays and, on one memorable occasion, a jousting tournament.

Religion

GOD of the sea?! ONE god? What one god dares claim dominion over all the sea contains! Blasphemy!
Rungo Fairweather, Street Prophet.

Stormhaven's diversity is reflected in the religious practices of its citizens. It is a certainty that no matter how rare the faith or how obscure the god, someone in Stormhaven adheres to its tenets. There is no official state religion, though the myriad sea gods and their churches are understandably popular. Deities whose portfolios include trade and prosperity are worshipped with a fervour bordering on fanaticism by high-ranking guild members, many of whom are ordained priests.

A common practice amongst Havenites in the Driftdowns is the daily worship of all sea gods in a brief, early morning ceremony



STORMHAVEN - AN OVERVIEW

called the 'Plea for Safe Harbour.' The Plea is a simple dirge naming all the sea gods that a supplicant knows, combined with the words 'grant safe harbour to me and mine,' while bowing low to North, West, East and finally South. The plea came into common use centuries ago, when sailors of many different races and species first began to frequent the loose collection of docks that would become the Driftdowns. Shocked to discover just how many sea gods there were in the world, the superstition inherent in all sailors set in. Departures were delayed, sometimes for days, as entire crews refused to leave port without placating every god of the sea they could think of. Desperate and exasperated captains turned to the founding clans for a solution, and it is said that Palanas Rockhammer himself devised the Plea. Another, similar ceremony to the gods of trade, called the 'Plea for Good Fortune', is gaining popularity amongst merchants and ship captains, but is by no means as widespread as the original.

In contrast, the great families of Upside remain strongly rooted in tradition, concentrating on the worship of the ancient dwarf and elf pantheons, with only grudging tolerance for other faiths. Recently, however, a new movement has begun to spread its roots. The Order of the Storm is a cult, founded by members of Stormhaven clan, which advances the

belief that the sea itself is a deity, and that to worship other gods is to risk the wrath of the sea. The leaders of the Order, known as Stormroarers, have begun an aggressive campaign of conversion through intimidation, coercion and outright violence. Their message faces strong resistance from the elders of the founding clans, but they have made major inroads amongst the sailors of the Driftdowns.

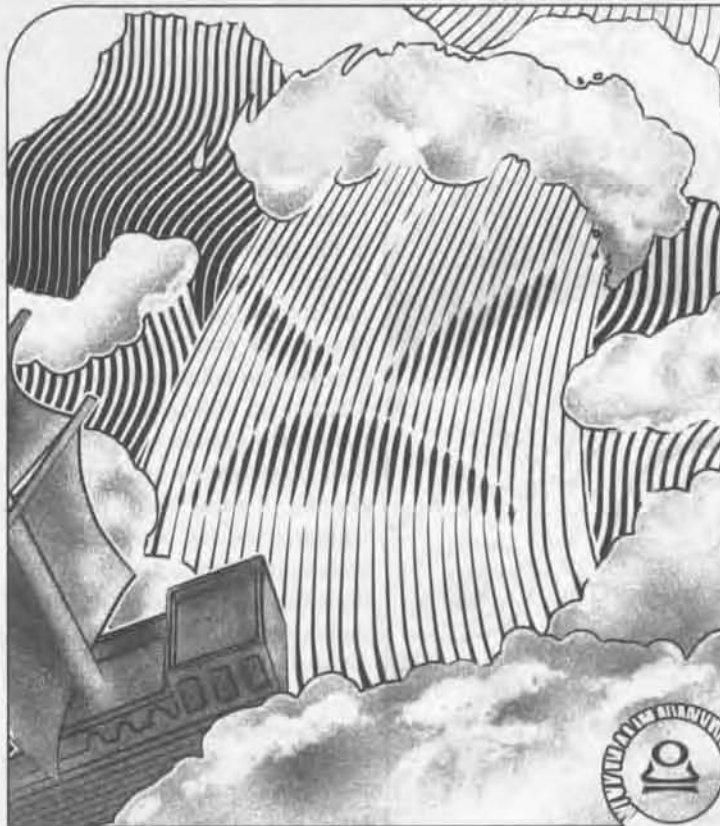
Numerous other cults, some dangerous, some not, are active in Stormhaven, though none are as successful as the Order of the Storm. City officials take a hands-off view towards cult activity, though the city guard has twice, since its founding, put demon-worshipping cults to the sword.

Magic

Stormhaven benefits from an abundance of divine and arcane spellcasters, who are drawn by the vast markets' abundance of exotic spell components, and by the populace's tolerance of magic. More than two hundred low-level spellcasters are long term residents of the city, with many more as frequent visitors. As in most other matters, the government has little interest in regulating the use of magic and, aside from obeying the Law of Flame and the Law of Forbidden Assembly, casters are free to do as they will.

The largest organization in Stormhaven dedicated to magic is the Black Crown, based in the Upside tower of the same name. The mistress of the Black Crown, Gretchen VanFleet, scrupulously avoids calling her mage collective a guild, though they perform many of the same functions. Training, spell research and some limited trade in magic items all occur within its walls. The Black Crown is closely allied with the government, and serves as an unofficial policing agency for the spellcasting community. There are other, smaller groups of allied spellcasters, but they have neither the prominence nor the influence of the Black Crown and rarely operate in public.

Most independent wielders of magic make their wealth hiring out their talents to the guilds and crafting minor items that are useful to merchants. Their choice in spells reflect this inclination, with divination, air and water elemental spells enjoying greater popularity than offensive magic. Still, there is great opportunity for more violent spellcasters, for the guilds and other power groups understand perfectly that magic is particularly useful for pacifying rivals.



UPSIDE: CASTLES IN THE SKY

The sea is ever-changing, unpredictable and untrustworthy. Stormhaven is enduring and eternal. As are we.

Dragnar, patriarch of Clan Stormhaven

THE WORLD DISK

The World Disk is the term given for the gigantic slab of rock that Upside is built upon. More commonly, it is referred to as 'The Disk' or simply 'The Bloody Big Rock'. The massive stone structure is relatively flat, perfectly circular and just over two miles in diameter, and sages speculate that it is a mere fifty feet thick, though no-one knows for sure. Normally, an object that size would simply collapse under its own weight, but the World Disk benefits from a number of potent magicks that render it nearly indestructible.

A thin layer of soil covers most of the World Disk's surface. On the eastern half of the Disk, the dirt is packed hard and rarely more than 10 feet deep. The softer soil of the western side is much thicker, piled into rolling hills that reach a height of 50 feet or more.

Dark, moist and abundantly fertile, the soil is ideal for plant-growing and there is much evidence that the first inhabitants of the city were skilled farmers. In modern Upside, the role of agriculture is not as important, as citizens import staple foods and maintain only modest vegetable gardens, but they do appreciate the abundant trees of the Noble Quarter and the lush grass and brilliantly-hued flowers that sprout all across the World Disk.

Though they live on an artificial island high above the ocean, the residents of Upside do not want for fresh water. Scattered about the World Disk are a full score of ancient wells, a legacy of Stormhaven's original residents. Made of the same alien material as the Disk, they seem to reach down inside of it, perhaps into some other plane of existence. Lowered buckets never touch bottom, regardless of the length of rope attached. Sages speculate that the wells are portals directly linked to an extraplanar sea, or even the Elemental Plane of

Water, but no one has ever discovered a method of crossing them and returning safely. To supplement the wells, most households have barrels set outside to collect water from the frequent storms that pass over the city. This is done more out of convenience than from any real need.

THE BLACK CROWN

The Black Crown stands tall in the exact centre of Upside, surrounded by acres of impeccably manicured lawns dotted with willow trees, waterfall fountains and pocket gardens of rocks and exotic flowers. It is the home of archmage Gretchen VanFleet and the heart of magic in Stormhaven.

Illias Seawillow constructed the Black Crown in a single day and night, using an army of summoned fiends and elementals. The sole occupant of the tower for over a century, he used it as library, laboratory and retreat. After the Sea's Wrath battle, Illias recognized Stormhaven's need for magical defences beyond his own considerable abilities. Those few amongst the dwarves and elves gifted with magical potential were given access to the tower and instruction in the arcane arts.

In the ensuing years before Illias' disappearance and afterwards, the Black Crown has flourished as both a bastion of arcane knowledge and a place where spellcasters of all sorts can relax and study, free from the intrusion of the ignorant masses.

The Black Crown is a slender windowless tower, just over four stories high and tapering to a needlepoint. It is carved from a single block of obsidian, free of ornamentation and perfectly smooth to the touch. It gets its name from the eight cannonballs, magically ensorcelled to swirl about its apex in an eternal, chaotic orbit. Four sets of wooden, ironbound doors are the only access to the tower's interior, one facing each of the cardinal directions. The doors are never locked, and there is no visible evidence of knockers or hinges. Each opens smoothly inward with a touch, soundless save for a persistent squeak from the west door.

Past a permanent illusion of darkness lies a comfortable lobby, a place where scholars of the arcane arts can sit back and spend some time with their fellows in a relaxed and almost social environment. One of Gretchen's apprentices, either **Edria** (elf female Ill6, Int 16, Cha 15, CG), **Semmian** (elf female Rgr2/Wiz4, Con7, Int 17, Wis 14, N) or **Davron** (human male Wiz6, Int 16, Cha 7, CN), can be found here at all times, in charge of the business end of the tower.



Leaning against the willow tree, Olgrim eyed the tower thoughtfully. It certainly was an enigma. The Black Crown, they called it. Now he could see why. The description the dwarf had sent him did not do it justice. Not at all. Should have been called 'Arrow', not Crown, he conjectured, staring intently at the tower's apex. Almost a perfect point. Quite remarkable. The rotating cannon balls really *did* exist, then. How bizarre!

Still, enough of being impressed. How to get in and, rather more crucially, how to get *out*. And how to kill the VanFleet bitch in the process? Oh, well... that was why he commanded the big money.

The rest of the tower is unreachable by normal means, as the lobby lacks any stairs or trapdoors to the upper levels. The only way up lies in an enchantment placed within the same doors used for access. Uttering the proper password opens each door to the different floors, where all of the Black Crown's truly valuable services are located. The facilities are open to any spellcaster, for a price, although members of the Black Crown Association receive hefty discounts. Among the services the tower offers are access to research laboratories and Black Crown's rich library of occult texts, boarding in comfortable and safe quarters, visits and use of the greenhouse, aquarium and the God's Eye, a telescope so powerful that it is rumoured to be able to pierce planar boundaries.

The centre of magic is protected by all kinds of safeguards and magical traps, capable of obliterating any assault attempt without the mages inside having to raise a finger.

The Guild That is Not

Members of the Black Crown Association are careful to refer to themselves only as associates, never guildsmen. The difference is semantic, but important, as Stormhaven law expressly forbids the establishment of a mage's guild. Membership in the Black Crown Association costs 1000 gold pieces per year, or the equivalent in trade. In return, members receive discounted or free-of-charge boarding and reduced fees for the use of the tower's facilities, plus further discounts on spell components. Additionally, the Black Crown functions as a broker for commissioned magic items and spellcasting, connecting properly skilled members with wealthy clients in exchange for a 5% commission.

Within the last year, Gretchen has begun hiring out association members as 'transportation specialists', spellcasters who teleport valuable cargoes for those who, for whatever reason, consider the Great Lifts an undesirable option. This practice, though expensive, is finding favour with the wealthy, a fact that does not sit well with the Lifter's Guild. Tensions between the two groups are rising to dangerous levels.

NEIGHBOURHOODS: STAIRCASE DISTRICT

The area encompassing Staircase Keep, Flotsam Harbour and the Grand Stair is the Staircase District, where the affluent of Upside mingle freely with the teeming masses of the Driftdowns under the watchful, protective eye of the Staircase Guard.

During the day, the Staircase District is Upside's busiest area, flooded with merchants, low-ranking guildsmen, nobles and the servants who attend them. At night, the district is empty, save for the presence of the Staircase Guard and the slow trickle of Rat's Nesters bound for the pubs and whorehouses of the Driftdowns. The Staircase District is the safest in Stormhaven, more so even than the noble estates, owing to the presence of Staircase Keep. Still, a few daring cutpurses and muggers haunt the area during the day, striking fast and fading into the crowd.

Architecture and Layout

Aside from Staircase Keep, the district has very few permanent structures, all of them single storey wooden buildings scattered about Flotsam Harbour. The Staircase District is abutted to the north and east by the Rat's Nest, and to the west by the various noble estates. The high walls of Staircase Keep, atop the pillar Dastos, encircle the entire district and mark its southern border. There are no streets here, just the serpentine Grand Stair and the wide, flat cobblestones of Flotsam Harbour. By night, torches light the area and watch fires are set about Staircase Keep.

The Grand Stair

The Grand Stair is an enormous stone staircase that begins at Copper Gate and runs for thousands of steps up the pillar Dastos in a loose spiral, passing through the gates of Staircase Keep to end at the courtyard nicknamed Flotsam Harbour. The Grand Stair is the only means of pedestrian access between Upside and the Driftdowns.

For most of its length, the Stair is 10 feet wide, its steps an uncannily regular 1 foot high and deep. As the



Watermarks

These small leather badges allow citizens to pass through the Grand Stair's gates after sunset. About the size of a human hand, a watermark is made of black leather, with Stormhaven's coat of arms engraved with special copper filigree that shines blue under torchlight. A dwarven alchemist imbued the metal with this quality, making it impossible to forge a false watermark. A lifetime watermark costs 250 gp and has the name of its owner engraved on the other side of the badge, while temporary watermarks cost 10 gp but the person must leave a deposit of 30 gp at Staircase Keep, refundable when returning the badge. Watermarks are very valuable on the black market, and criminals will not think twice about killing for the privilege of owning one.

Grand Stair tops Dastos, however, it flares out to 50 feet in width, maintaining that size until it passes through First Gate and is split into two sets of steps, each 25 feet wide, that run between the inner keep and its two towers.

The Grand Stair is open to all from sunrise to sunset and during that time it bustles with guildsmen, porters, messengers and merchants. At sunset, the Copper Gate and Staircase Keep are sealed and only those bearing watermarks are allowed to pass. Those without are trapped on the Stair until morning.

A trip up the immense Grand Stair should, by all rights, be a gruelling physical effort taking hours to accomplish, but a subtle dimensional enchantment laid down by the city's enigmatic architects makes the journey simpler. Travellers walking up the stair at a normal, unhurried pace cover distance as if moving at a hustle (x2 move), and if they do increase their speed to a hustle, they travel as if they were running (x4 move), but this effect is imperceptible to the traveller. People attempting to run up the stair or using *boots of striding* and springing or similar magic do not benefit from the stair's magic.

Despite the presence of helpful magic, many find a trip up the Grand Stair a daunting prospect, among them the elderly, the disabled and heavily laden food cart merchants bound for the Rat's Nest and Government District. Several unique entrepreneurs have profited immensely by serving their needs, among them, **Hogar Spittleback** (orc male War4, hp 11, Str 21, Con 18, CN) who, for 1 gold piece per trip, ferries travellers up the Stair on a rickety sedan chair converted into a backpack. **Xerxes** (gnome male Exp6, hp 6, Int 16, CG) whose permanently enlarged giant lizard pads up and down the steps carrying barrels and boxes on his back. **Liesle** (human female Ftr1, hp 10, Str 12, Wis 15, LE) sneaked into a portable hole on her first adventure and now works as a courier for the Sevens (see Chapter 4), smuggling cargo and even people into Upside.

Staircase Keep

'Watch thy step citizen'
Sign posted above Stair Gate

Looming over the Grand Stair like an enormous bird of prey, the soaring walls and towers of Staircase Keep are a stern reminder to visitors from the 'Downs that Upside holds power over them.

Outer Walls and First Gate: The outer walls of the keep are 50 feet high and 20 feet thick, built from granite blocks reinforced with wooden timbers. Built directly against the edge of the World Disk, the walls run alongside it for hundreds of yards in each direction, then angle sharply back to meet behind the keep, forming a roughly diamond shape. Slender and circular guard towers 60 feet tall are built into the walls every hundred yards, each topped with a ballista and manned by a Staircase Guard detachment.

There are four gates set into the outer wall. Three of them are spaced equidistant from one another to the rear of the fortress, just large enough for a cart to pass through. The fourth, known as First Gate, is a much larger arch fully 25 feet at its apex and twice that in width. Twin guard towers studded with murder holes flank First Gate. Iron portcullises on each side of the wall can be dropped in times of need, but neither has been used in living memory. First Gate is guarded at all times by two Staircase Guard detachments, supported by a skirmisher and a member of the Spellwatch.

The Inner Keep: The keep is a marvel of architectural design, built with an eye for beauty as much as functionality. The main body of the fortress is built in a triangle shape, with the point towards the Grand Stair, splitting it like a wedge. The inner keep contains barracks for the rank and file of the Staircase Guard, plus kitchens, larders, several armouries, offices, meeting halls and a large cathedral dedicated to the gods of protection and war. The walls are 75 feet high and fully 25 feet thick. Internal doors are stronger than normal but kept unlocked, with the exception of armoury doors.





Flotsam Harbour

A sprawling, packed-earth courtyard enclosed within Staircase Keep's walls, Flotsam Harbour takes its name from Upsider disdain for the crowds of Driftdowners who fill it each day. Travellers moving into or out of Flotsam Harbour must pass through one of the three gates around its perimeter. By day, the guards at each gate allow anyone presenting a watermark to pass freely, methodically searching and questioning all others. At night, the gates are sealed and only those bearing watermarks may pass.

Most evenings, groups of guardsmen hold training manoeuvres in the harbour and once a month they join with the Spellwatch to practice tactics against supernatural opponents. On rare occasions, mages from the Black Crown join the fun,

the impromptu mage duels that follow attracting onlookers from across Upside, as well as the Downers attending the stores. A number of permanent shops set up within Flotsam Harbour sell foodstuffs in bulk, bolts of cloth and other sundries to the rich households of Upside.

Eddermark's Emporium: The largest store in the district, Eddermark's Emporium sells cloth, torches, rope and other essentials, at costs at least double their true market value.

The Red Grape: The Red Grape stocks a wide variety of wines, ranging in cost from a single silver a bottle to vintages costing 100 gold pieces or more. The proprietor, the matronly **Klavidia** (dwarf female Exp8, LE), is a wine collector who pays handsome commissions for rare bottles. She operates a tent in the Carnival selling her most expensive and rare wines. Many of these so called 'special' spirits are actually cheap, rebottled liquors.

The Paper Door: Taking its name from it's owner view that books are 'paper doorways to the vault of knowledge,' this store sells sheaves of blank parchment, journals, inks and sealing wax. Weasel-faced, arrogant and given to pompous, long-winded speeches, the owner **Marius** (gnome male Exp4, Int 15, Knowledge: genealogy +8, N) is nonetheless a respected scholar in the field of Stormhaven nobility's lineages.

Tower of Beasts and the War Tower: These twin square towers are 75 feet high, separated from the inner keep by the Grand Stair. To allow easy passage between the towers and keep, two sets of reinforced, covered bridges run between them at a height of 25 feet.

To the west is the War Tower, with officers' quarters, and living space and research laboratories for the Spellwatch. An entire floor is set aside for Guard Captain Magdalena Ronoff. The interior of the War Tower is lavishly decorated with tapestries and flowering plants, giving it a comfortable, homey feeling sadly lacking in most castles. Inner doors are kept locked and, in the case of laboratory doors, protected by *alarm* spells.

The eastern tower is the Tower of Beasts, home to the keep's few horses and its famous griffons. The horse stables occupy the lowest level of the tower with stalls for a dozen chargers. It includes tack rooms for saddles, leather barding and bails of hay, plus living quarters for the Keep's stablemaster and his assistants. Directly above the stables are the spacious living quarters of the five-member griffon guard, as well as their flamboyant leader, the elf warrior Hanan Al'Sharif. Above the griffon guard is the griffon rookery, a single, spacious room occupying the entirety of the tower's upper half. The rookery is an ideal playing ground for the griffons, filled with platforms and beams for climbing, and the magical beasts are allowed the run of it.

THE NOBLE QUARTER

'A quick word of warning lass. If the nobles think you unworthy, they will hate you, spit at you, insult you and, ultimately, dismiss you. If they think you are worthy, they will still hate you, still spit at you, still insult you and, ultimately, try to kill you. Either way, be wary.'

The Noble Quarter is the land of the blessed, playground of the oldest, most influential group in Stormhaven: the Great Families.

The Great Families are comprised of members of the first dwarves and elves to arrive in Stormhaven: the Stormhavens (Rockhammers), Greystones, Seawillows and their allies. By far the wealthiest group in Stormhaven, the nobles use their wealth to shield themselves from what they consider the 'lesser races', meaning everyone who is not an elf or dwarf, with the (sometime) exception of the human VanFleet family, who are grudgingly considered 'worthy'. Discrimination based on wealth and social rank runs rampant through the nobility, and though not all suffer from these failings, enough do for the populace to consider it a part and parcel of the noble mindset.

The lives of the Great Families proceed at a measured, steady pace, with an abiding respect for tradition and propriety. Passionate displays and open conflict are considered boorish and uncultured. Compared to their more debauched, rough-and-tumble neighbours in the Rat's Nest, the Great Families are positively stagnant. Nothing could be further from the truth, for the life of a noble from the Great Families is constant war. Enemies include the presumptuous upstarts of the Rat's Nest who scabble for social position like orphans fighting over table scraps, the guild councillors who claim so much of the city's wealth for themselves and still hunger for more and, of course, the other nobles of the Great Families, particularly the members of the noble's own family.

Among the nobility, the frequent banquets and balls are approached with all the caution of a general planning a major battle, with strategies laid out sometimes months in advance. With their long lives, members of the Great Families see no need to engage in the frantic jockeying of social position so common among the short-living races. Instead, they play a slow game of innuendo and subtle slight. Nothing pleases a noble more than seeing a hated rival laid low by the culmination of plans that took years, even decades, to come to fruition.

Architecture and Layout

The seventeen estates of the Noble Quarter are a showcase of wealth, with exquisitely cultivated grounds and impeccably decorated manses tucked away behind high stone walls, but beyond that, they share few features. Since price is never a deterrent for Stormhaven's nobility and since they have so little to fear from invading armies and marauding beasts, they give architects free reign, resulting in homes that are in turn wonderful, whimsical and extraordinary.

The Noble Quarter is by far Upside's largest district, encompassing the entire western half of the World Disk. Unlike the rest of Upside, the lands of the Noble Quarter are not flat, but covered with low, gently rolling hills, which are the location of choice for the nobles' mansions. Additionally, the Noble Quarter is graced with an abundance of evergreen and deciduous trees, some of which have reached 100 feet or more in height. At the insistence of the Seawillow family, the wooded areas are considered the communal property of all noble families, and left to grow as they will with only minimal logging for firewood permitted. Wood for repairing or constructing buildings must be imported, usually at considerable expense. This 'unnecessary' expenditure is a source of much consternation among the dwarven nobility, but no-one has seen fit to challenge the Seawillows on the matter.

The district is criss-crossed by carefully tended cobblestone paths, wide enough for two carts to pass each other comfortably. The paths branch off from a single road that passes through Worthy Gate, running through the front gates of every estate, though nobles often disdain them in favour of wild, cross country horse rides. The paths and private estates of the nobles are well lit at night, whether by torches, bonfires, oil lamps or *continual flame* effects. By contrast, the tree groves are not lit at all, leaving huge swaths of the quarter covered in darkness. The Staircase Guard patrols the noble quarter constantly, adding to the presence of the private troops of the noble families and making petty crime virtually non-existent.

Worthy Gate

A long, 15 feet high rough stone wall topped with spear points runs the length of the noble Quarter. The only way through the wall is Worthy Gate, a 10 feet tall and wide archway, guarded by two watchtowers on each side and barred by an iron portcullis that is kept shut at all times. A detachment of the Staircase Guard watch the gate at all times, vigorously inspecting and interrogating anyone not bearing a noble watermark.



Stormhold

Home to the descendants of Palanas Rockhammer, Stormhold is by far the largest privately owned residence in Stormhaven, the envy of all who look upon it.

The Outer Wall: Stormhold is enclosed by a rough stone wall, eight feet tall and three feet thick, topped with razor-sharp spear points and shot through with veins of purple and white quartz. A rune-carved stone door is the only access to the grounds, and is kept shut day or night. Small, single-man sentry posts are built into the wall on both sides of the gate, occupied by a Stormhold guardsman wearing a gate key on a chain around his neck.

The Grounds: The expansive grounds of Stormhold are sparsely decorated and manicured to exacting detail, a tribute to the dwarves' love for clean lines and design perfection. A wide cobblestone lane lined with hedge rows runs in a straight line from the gate to the front steps of the family mansion, with left and right paths branching off at the centre point of the lane. The left path leads to a small copse of trees surrounding a shallow pond. The pond's waters are a sparkling, unearthly blue, speckled with lily pads that flower all year round. The right path leads to the servants' quarters and the stables.

The Garden Maze: Behind the main house is a large hedge maze scaled to dwarf size, so humans and elves have little trouble seeing over the tops of the hedge. Once a year during the first week of spring, servants under the direction of **Gleely Stormhaven** (dwarf male F16, LN) and aided by the magic of Senevessa Seawillow, radically alter the garden's design into the shape of some fantastical animal. Shortly after, Gleely hosts a party for the children of the noble estates to run the maze.

The Servants' Village: The cluster of buildings that houses the servants is a veritable village, for it includes not only the homes for some of the Stormhaven household staff, but also the compound's stables and smithy. The servants' cottages are made from wood, with a single storey and two rooms, inhabited by married servants, their parents and their children. The oldest members of the household are often retired clan servants themselves, living out their final years in relative comfort.

Stables: The clan stables are small, with only a dozen stalls, half of which are unoccupied at any given time. The pride of the stable is the four-year old pegasus **Foamcharger**, the personal mount of Gleely Stormhaven. Gleely and Foamcharger go for daily rides across Upside, recklessly darting through the twisting streets of the Rat's Nest and soaring over Staircase Keep.

Smithy: The Stormhold smithy is humble by dwarven standards, but sufficient to handle the clan's limited needs. The blacksmith, **Rungo** (dwarf male Exp3, LN) is a skilled, if unimaginative, craftsman, given permission by the clan to accept outside commissions for armour and weapons.

The Main House: A two-storey triangular keep with towers three-storeys high at each corner. The keep's walls are built from the same stone as the outer wall, with additional wings constructed from wood, with stone reinforcements. In the early evening, servants place dozens of torches all around the towers and the walls flare up like glittering sapphire. A wide set of four steps leads up to a porch and the mansion's main entrance, a magically-reinforced wooden door decorated with elaborate dwarven runes.

Kromodus watched Gleely intently as he soared away into the distance, Foamcharger heading out towards sea at a tremendous rate. He smiled cruelly, 'Not long now, brother. Not long now.'

'Beg pardon, my lord?' It was his manservant, Looqe.

'Hmm? Oh, nothing. Just talking to the wind. What do you want?'

'Beg pardon, my lord, but you told me to inform you at once when the Seaspite entered the harbour.'

Kromodus nodded, torn between looking at the departing griffon and this fresh news. Finally, priority decided his mind. Spinning on his heel, he strode past the flat-footed Looqe and headed to his carriage. The people on the Seaspite would want to see him right sharply and, even if *he* was *their* employer, some people were best not kept waiting.

Then he stopped, abruptly, turning slowly. There was almost sadness in his harsh - some said mad - eyes as he looked at the dot in the distance. After all, one should take in the sights while they are there to be seen...

The interior of the mansion is a study in understated elegance, its dozens of rooms decorated with statues, rare plants, tapestries and masterwork suits of dwarven plate armour. The mansion's showcase piece hangs on the wall directly opposite the front entrance, a millennia-old tapestry that traces the clan history all the way to its near mythical founder. Each time a new member is born or married into the clan, a subtle magic woven into the tapestry automatically stitches his or her name into the fabric.

The main house is home to a dozen members of the Stormhaven clan, two score servants and a private army of twenty-four men-at-arms. The men-at-arms are elite dwarven troops armed with heavy crossbows, battle axes and banded armour.

Guest House: This small, two story house set just to the left of the mansion was originally intended as a guest house, but now serves as the headquarters for the Order of the Storm. To that end, the three members of the Stormhaven clan who currently reside here have transformed the house into a de facto temple, with altars and pews crammed into what was once the dining hall.

In addition to the three clan members, there are six servants and eight guards living in the guesthouse. The servants are long-time family retainers with ties to the clan, but the human guards owe their allegiance solely to the Order of the Storm.

Family Feud

It is no secret that there is tension between those of the clan who are members of the Order and those who are not, but few know that the infighting has achieved murderous levels. Recently, unknown even to his fellows, Stormroarer Kromodus, head of the Order faction, purchased a vial of paralysis poison from Vacabala of the Twilight House, with the intent of slipping it into the pegasus, Foamcharger's, feedbag. If all goes according to plan, the toxin should take effect just as Foamcharger and his master, Gleely, are circling the towers of Staircase Keep, sending them to their deaths.

Seawillow House

The tallest and most respected noble house in Stormhaven, the members of the Seawillow elf family are spellcasters of unquestionable wisdom and power, whose influence continues to shape the city's destiny.

The Outer Wall: Seawillow House is ringed by centuries-old willows spaced 50 feet from each other, a

permanent *wall of force* between them serving as a 10 foot high outer wall. There is no gate to allow entrance into the estate, but a war horn hangs from a tree branch by a golden chain. Blowing the horn alerts the nobles within, so that any one of them can lower the *wall of force* with a word, to allow passage.

The Grounds: The grounds of the Seawillow estate are a fantasy land of clear ponds and canals flowing around islands of weeping willows and stone statues. The hanging branches are magically sculpted to form delicate arches, their tips just caressing the water. When the fancy strikes her, the priestess Senevessa Seawillow writes messages in elven script on the arches using alabaster blossoms. Tiny goldfish flit through the water, feeding on fallen flowers. The goldfish are so tame that they cluster around fingers dipped in the water and will eat food from an elf's hand.

The canals that criss-cross the grounds are never more than six feet deep, their waters sluggish and warm to the touch. The flow of the water is directed by subtle magicks that also serve to replenish and purify the streams, so that the water level never fluctuates.

The Main House: The main house is built into a copse of willow trees, their trunks shaped by sorcery into dozens of rooms, branches transformed into decorative pillars and spiralling staircases. The willows blossom all year round, their petals slowly changing from icy white in the winter to bright blue at summer's height.

The decorations of Seawillow house reflect the family's loving ties with the ocean, with several rooms completely dedicated to displaying the many cultural artefacts family members have found during their voyages. Among these treasures are the war flag of Sulemon the Pirate King, the golden anchor of the fabled treasure barge *Colossus* and the cursed treasure map Kingkiller, of which its ever changing markings lead only to the grave. The main house is currently occupied by eight members of the Seawillow family, fifteen servants (all elves) and a dozen guards trained in magic and armed with masterwork longswords and longbows.

Illias' Hidden Guardian

Shortly before Illias Seawillow disappeared, he bound a Cornugon devil into his service, exacting from it a pledge to hunt down and recover, by any means necessary, any item of 'historical or emotional value stolen from the family' as he put it. Woe be unto those who would steal from the Seawillows.



Greystone Keep

Of all the noble estates in Upside, Greystone Keep leans closest to the dwarven ideal. Even after centuries of peaceful existence in Stormhaven, the Greystone clan steadfastly refuses to relax its regimented, militant (some would say paranoid) lifestyle.

The Wall: The Greystone estate is protected by a 10 feet high, five feet thick wall of plain stone, with wicked iron spikes at the top. A single gate allows entrance to the estate; guarded by four soldiers at all times, the iron-reinforced stone gate is always sealed.

The Grounds: The Greystone estate is a perfectly flat, treeless lawn decorated only with small stone statues of famous clan warriors. A wide, paved path runs from the wall gate to the Keep.

The Keep: Made of seamless, unadorned grey stone nearly ten feet thick, the rounded walls of the keep soar a hundred feet into the sky, topped with a ring of catapults, ballistae and boiling oil cauldrons. The Keep flows over the rim of the Upside disk, with hanging towers built directly into the disk's side.

The main entrance of the Keep is a portcullis framed by fortified towers studded with murder holes. Inside, the Keep is starkly decorated, more like a border fort than a noble's mansion. Greystone Keep is filled with secret passages, most of which are seamless, cunningly designed pivoting walls that lead to caches of weapons and minor potions. The Keep is also home to an expansive chapel and a fortified dungeon. Few visitors ever pass through the doors of Greystone Keep, but many of those claim to have heard muffled, unearthly roars issuing up from the Keep's floor. Clansmen dismiss the story as the work of overactive imaginations, but the tales persist. Fourteen members of the Greystone clan live in the keep, attended by thirty servants and an equal number of private troops, equipped with battle axes, heavy crossbows, daggers and dwarven plate.

Lesser Noble Estates

The lesser estates in the Noble Quarter are owned by dwarf or elf families with tertiary connections to either the Stormhaven, Greystone or Seawillow families, whether through marriage or economic ties. Their mansions, though less splendid than the greater estates, are still impressive. In many cases they are worth more than the kings of some nations can afford.

Dragon Run: Designed to resemble a fairytale castle, with needle-like towers and banners fluttering in the

breeze, the elven Dragon Run is bordered not by a fence but by a moat.

Fox Peak: Bordering the Fox Run, the dwarven Fox Peak is famous for its crystal spire, a 40 feet high tower made entirely of rose-tinted crystal.

Winter's Heart: The grounds of Winter's Heart are decorated with enchanted ice statues that never melt. Additionally, the elven owners have placed icicles, made of the same enchanted ice, all about the mansion.

The Fox Run

An expansive, heavily forested area bordered on all sides by five estates, the nobility uses the Fox Run as a private hunting ground. As Stormhaven is simply too small to maintain herds of wild game, animals for the hunt must be imported. Foxes are the most common prey, but past hunts have included deer, dire boars and even an elephant that escaped the confines of the Run, stormed through the Rat's Nest and then dragged half a dozen nobles over the rim of the World Disk. Most hunts are organized and stocked by **Galdan** (human male, Rgr6, NE), an infamous big game hunter.

Stone Forest

Nestled in the woods that border the Seawillow estate, the Stone Forest is a cluster of nearly sixty crumbling statues, relics of Stormhaven's original inhabitants lying scattered throughout an area about 30 paces to a side. The statues represent men and women dressed in flowing robes and togas, their stern faces framed by laurel crowns. There is little effort to maintain the statues, and some have even toppled to the ground, covered in bird droppings and clumps of rotting leaves, saplings and tufts of grass growing about their feet.

Visitors to the Stone Forest are rare, sound echoes strangely here and the statues' unblinking eyes are disquieting to the faint of heart. Rumours that have been around for centuries claim that the area is haunted and, though there is no real evidence, this is widely held to be true.

Unbeknownst to any living soul, two of the statues contain a trigger mechanism that opens the way to a secret chamber beneath the Stone Forest. To access this chamber, the statues must be turned to face one another and two identical golden amulets, carved with a stylised albatross design, must be placed into notches carved in the statues' right hands. A century ago, the son of a minor guildmaster became embroiled with the wife of another guildmaster. Upon discovering the secret chamber, he used it as a trysting spot until her

jealous husband followed them and removed the amulets in a fit of rage, trapping the lovers for eternity. Until his death, the guildmaster wore the amulets around his neck, never revealing their true purpose. Since his passing, the amulets have become family heirlooms, expensive baubles worn to parties by daughters and grand-daughters.

THE WAREHOUSE DISTRICT

Day or night, the Warehouse District bustles with activity. Ox carts rattle non-stop between the lifts and the warehouses while guildsmen swarm like ants over mountains of barrels and crates. The barely-controlled chaos of the district is rife with inter-guild conflict. Fist fights between rival guild groups are common, and sabotage or wholesale destruction of stored goods is not unheard of.

To curb the violence, the Staircase Guard maintains a very strong presence in the area, based in a permanent station at the Lifts where patrols of at least ten men wander the area.

Architecture and Layout

The buildings of the Warehouse District come in all shapes and sizes, but are uniformly drab structures of stone and wood, weathered by centuries of constant use. Most include not only storage space but also barracks for guildsmen and stables for oxen, horses and heavy carts. The Lifts that dominate the northeast corner of the district are more impressive, but still designed for sturdiness and practicality rather than beauty. Greystone Keep borders the Warehouse District to the west, to the south is the Government District and to the east and north the edge of the Disk.

The streets of the Warehouse District are unpaved, packed dirt roads marked with deep wheel ruts and wide enough for two wagons to travel abreast. Oil lamps spaced evenly light the district well at night.

Shops and Pubs

There are a several small, established stores and pubs in the Warehouse District serving the needs of the guilds' work crews.

The Broken Barrel: Built just yards from the Lifts, the Broken Barrel is a dingy, smoky tavern frequented by off-duty Lifter guildsmen. The ale served at the Barrel is among the strongest sold in Stormhaven, no doubt contributing to the chronic, vicious brawls the tavern is known for.

Captain's Choice: Captain's Choice sells bowls of steaming, thick beef stew for two coppers each and is frequented by the district's guard patrols.

Tools: This simply named store does brisk business, selling high quality tools to the various warehouse crews. The owner, **Silus** (dwarf male Com2, Int 14, CG), wiles away the long hours watching and cataloguing the constant traffic riding the Lifts through a cheap spyglass he keeps hidden in a storeroom. Once a week he sells the information he has gathered to a member of the Sevens for 10 gold pieces.

The Lifts

The Lifts are a true marvel of dwarven engineering, a conglomeration of chains, pulleys, levers, hooks, platforms and rope as thick as an ogre's arm, winding up and around the pillar Olmak. There are fourteen independently operated lifts in continuous use, the smallest two the size of a tower shield and the largest capable of lifting an elephant, a feat already accomplished.

The raising and lowering of the platforms is accomplished completely by hand, a responsibility that falls to the members of the Lifters' Guild. Lifter guildsmen work in teams of five to thirty-five, heaving at great lengths of rope in time to the rhythmic beat of drums. Crews are hired for their strength and endurance, with dwarves making up the largest percentage of the membership, followed by orcs and half-orcs of great strength and stamina, plus a few ogres and even an unusually intelligent hill giant.

The cost for using the Lifts varies, based both on the size and delicacy of the cargo and the number of guildsmen required to lift it. The standard rate of measure is by the wagonload, charging a flat rate of one gold piece plus one silver per guildsman required for the lift. The guilders are savvy enough to know when magic has been used to lighten the load and charge full weight regardless. Lifts involving rare, delicate or unconventional cargoes (like the aforementioned elephant) are negotiated at the guild's headquarters, a process sure to involve exorbitant rates. Smart merchants pay a few coins extra to prevent 'accidents', specifically those paid for by their rivals.

The constant strain of raising and lowering cargo takes its toll on the Lifts, with snapping ropes, broken chains and mangled pulleys posing frequent problems. To facilitate delicate and dangerous repairs, the Lifters' Guild retains the services of a dozen 'free climb specialists', rogues or experts of 3rd to 5th level. The death rate among these specialists is high, claiming at



least five lives a year, but the generous wages keeps competition for the jobs fierce.

Warehouses

The Guilds and the VanFleet family divide between themselves the ownership of the more than sixty warehouses in the district. By law, guild-owned warehouses must pay a monthly fee to the city coffers equal to 2% of the total value of goods stored. Those who fail to do so for any reason are immediately stripped of their warehouse properties. The VanFleet's warehouses are exempt from this tax. Guild warehouses take many forms, from groups of grain silos to enormous animal pens and airtight lockers for storing valuable spices.

Seafoam Company: A two-storey building of solid stone with arrow slits instead of windows, the Seafoam warehouse is more appropriately called a bunker as it contains all the wealth of the trading company. All the doors, from the imposing front door to the most innocuous broom closet, are made of iron and closed by strong, complex locks. Every member of the staff carries a short sword, and six dwarf guards patrol the warehouse in three-man shifts, equipped with heavy crossbows, hand axes and chainmail.

The Loyal Order of Herdsmen: The Herdsmen's Guild maintains this enormous, covered pen, suitable for holding five-hundred head of cattle. Next to the pen is a large, wooden barn, stacked to the rafters with hay and oats. In the summer, the stench from the cattle pen is atrocious, capable of 'driving an otyugh to drink', in the words of one ex-worker.

Twilight House: This small, single storey warehouse is remarkable for only one thing - its guardians. Twin shadow mastiffs prowl the building's dark interior, magically bound to remain within its walls and protect the valuable contents, which are rumoured to be gems and crystals of the very highest quality. The mastiffs are trained to kill intruders on sight but will not attack anyone wearing official guild markings.

VanFleet Warehouses: Recognizing the premium value of land near the Great Lifts, the VanFleet family moved to snap up as much as they could. Currently, they own just over half the warehouses in the district, renting them for hundreds of gold pieces a month to those guilds and independent merchants not fortunate enough to possess their own. Most VanFleet warehouses hold the inventory of several companies at once to maximize profits. As an added service to their renters, members of the VanFleets' private army are

available for hire at the rate of three gold pieces a day, one going to the guard and two to the VanFleet family.

Carnival

Every fortnight and concurrent with the Grand Parliament, a wide square on the southwest corner of the Warehouse District is fenced off with ramshackle wooden barricades. With the coming of dawn, workers begin to lay out dozens of stalls, tents and carpets in clusters and rough rows, while merchant carts laden with exotic trinkets begin the long, slow ascent up the Great Lifts. By the time the sun reaches its zenith, the stalls are full, the merchants in place and a throng of customers pushes at the barricades. When the barricades drop, Carnival begins.

The items for sale at Carnival are of the most wondrous sort: bolts of fine silk in a rainbow of colours, carpets woven of shimmering gold, birds, monkeys and other, more exotic creatures in bamboo cages, wines and spices so rare that a single vial is worth more than a chest of gold, gilded armour and swords with ivory handles, love charms on bundles of yellowed, flaking parchment. Prestidigitators and charlatans hawking programmed illusions and clockwork soldiers all compete for the buyer's attention.

Stormhaven's wealthiest citizens are frequent customers of the Carnival. Strolling the aisles, their children racing from stall to stall and wonder to wonder under the watchful eye of hired bodyguards, their jaded eyes are drawn only to the newest and most unique items. To hold their attention, merchants hire jugglers, tumblers, jesters, orators, animal trainers and singers to perform beside their booths. These performers take their job very seriously, receiving a percentage of their employer's profit and fishing for more prestigious jobs leading from a good Carnival performance.

Ildablindle (mind flayer Exp 12, NG): Ildablindle is one of the enigmatic mind flayers, albeit a highly unusual one. Years ago Ildablindle was the victim of a curse that permanently changed his moral alignment away from evil. Ildablindle fled to the surface and, after years of wandering, found his way to Stormhaven. He deals in high quality medical texts and equipment, which he laboriously writes by hand using memories gleaned from the digested brains of myriad surgeons devoured in his youth. He sells his wares out of a small wagon swathed in dark blankets that protect him from the sunlight that still bothers him, even after years of exposure. Ildablindle has a deep aversion to eating the brains of intelligent beings, so he 'harvests' likely





candidates from exotic animal dealers at the end of Carnival, favouring monkeys for their 'exotic, nutty flavour.'

Lindal Thinskin (dwarf male Com4, Cha 16, CN):

Lindal has been a Carnival fixture for nearly a century. A sunburned dwarf hunkered down on a carpet tucked away in the far left corner of the market, he spreads before him a collection of rusted swords and breastplates. Lindal's goods are relics dredged from the sea, the legacy of a thousand shipwrecks traded for a handful of coins. Twenty years ago, one of Lindal's old blades was revealed as a magical weapon of considerable power. At least once a year, he pays local bards to resurrect the rumour, the boost in his profits more than paying for the cost of the bribe.

Vesper (half-elf female Drd5, Wis 17, NG): Vesper is a blonde, petite half elf from a distant mountain kingdom, the name of which she refuses to discuss, as

well as her history there. Vesper is the proprietor of Vesper's Cornucopia, which, as the banner hanging above her stall announces, sells 'Exotic Fruits and Vegetables From All Corners of the World at Bargain Prices'. Vesper's prices are indeed low, mainly because she imports nothing, growing her produce on a small plot of land leased from the Seawillow Estate. Vesper is always searching for new types of exotic fruits and vegetables, and pays handsomely for viable seeds and plants.

Busted Skull (half-orc male Brb4/Rgr2, Str 19, NG) and Odobo: Busted Skull is a hugely muscled half-orc, with a hideously scarred face and milk white, blind eyes. Odobo is his trained dire weasel. Sleek, mottled brown and nearly seven feet from nose to tail, Odobo fetches, performs balancing acts on a battered leather ball and dances to the rhythm of Busted Skull's croaking songs and leg slap accompaniment.





Andrella (human female Rog7, Dex 19, Int 16, Cha 17, CG): Flirtatious and stunning, with upswept cheekbones, ebony skin and a lithe, muscular body, Andrella is a gifted contortionist and acrobat whose risqué act is a favourite among the men of Upside. Though she lives in the Driftdowns, Andrella spends most of her evenings in the Rat's Nest, drifting from party to party. Wherever she is, an entourage of young male hopefuls is likely crowded around her. Andrella supplements her income by ferreting out and selling the buried secrets of noble families to the highest bidder.

THE GOVERNMENT DISTRICT

Here is the heart of Upside, home of the city's most important guild houses and embassies. Though the Noble Quarter is wealthier, no-one wields as much power as those who live and work here.

The inhabitants of the Government District are a diverse bunch, drawn from all walks of life and from all the windblown corners of the world. The vast majority are guild clerks whose job it is to appease and obey the guild councillors and ambassadors with whom they rub elbows (or other, stranger appendages) on a daily basis. More important are the councillors and ambassadors themselves, men and women (and otherwise) of power whose whims can literally change the fates of nations.

Where government exists, conflict thrives. This goes doubly for Stormhaven, where mercantile power and political neutrality balance on a razor's edge and a hundred groups with a thousand goals are always seeking to tip the balance in their favour. As should be expected, the Government District is as rife with infighting as the Rat's Nest and the Noble Quarter, but any politician will be quick to point out that the difference lies in that the constant backstabbing, bribery, cutthroat dealings and bedroom alliances have meaning beyond their amusement value.



Though the Staircase Guard patrols the Government District more heavily than they do any other area, crime is rampant here. Thieves and confidence men are drawn by the smell of wealth in the air and the area is beset by inter-guild violence.

Architecture and Layout

The Government District includes some of the oldest and most impressive structures in Stormhaven, including several relics of the city's original civilization. The majority of the district's buildings are arrayed in a wide half-circle around Rockhammer Square, generous swathes of open space separating the buildings even in that comparatively crowded area. The rest of the Government District is dominated by clusters of trees and carefully tended lawns, with meandering cobblestone paths connecting the outlying buildings.

Lamps spaced a few paces apart provide illumination in Rockhammer Square after dusk. Although the buildings on the district's outskirts are similarly lit, the paths between them do not have as much light.

The Government District is bordered to the north and east by the Warehouse District, to the south by the Rat's Nest and to the west by the Black Crown and the Noble Quarter.

Rockhammer Square and the Reflecting Pools

Bordered on one side by the Hall of Voices and on the other by Firefly Cathedral and the mausoleum, Rockhammer Square is a strikingly beautiful public park. It measures hundreds of feet long and wide, landscaped with elaborate floral arrangements, dotted with bronze statues and lined with perfectly trimmed hedges. The west and east sides of the square are dominated by the Reflecting Pools, identical sets of three shallow, stepped fountains, 30 feet to a side each. The fountains are magically enchanted to overflow eternally with clear, cold water, which is then collected into a latticework of shallow canals that divide Rockhammer Square, collecting in a swirling pool that drains back into the fountains in an endless cycle. The waterways are three feet in depth, but the water level is only two feet. While they are narrow enough to hop over, it is very undignified, so all the officials and walkers use the delicate, high arching marble bridges that cross the canals at several points.

Rockhammer Square is Upside's most frequented spot, where lovers stroll under the moonlight, children splash in the great pools and flocks of birds fight for

handfuls of scattered bread-crumbs. Groups of low-level spellcasters enthral crowds with impromptu illusions, and aspiring bards and entertainers ply their skills in the square, among them Carnival regulars Busted Skull and Odobo. More serious business is conducted here as well, with councillors, ambassadors and independent merchants hammering out business contracts and peace treaties while they take lunch near the Reflecting Pools. It is no coincidence that more than one longstanding grudge has been set aside by the fountain's cool waters, as the pools radiate a *calm emotions* effect on anyone within 50 feet (Will negates, DC 12).

Despite the latent magic of the reflecting pools, Rockhammer Square is far from tranquil. Petty criminals used to ignoring the pools' calming influence plague the area, cutting purses and swindling the young and naive with weighted dice and confidence games. Brawls frequently spill out of the Hall of Voices into the heart of the square and young dissidents from the Driftdowns and the Rat's Nest hold assemblies that too often deteriorate into violent clashes. Duelists from the Rat's Nest favour the square too, testing their mettle on the ornate bridges that span the channels.

Hall of Voices

The Hall of Voices is the seat of the ruling guild parliament, an ancient and imposing snow white marble edifice from the time before Stormhaven's founding. Surrounded by wide steps formed by seven progressively smaller layers of marble blocks, the Hall is a building without walls. The steep, pitched roof is decorated by intricately carved murals of idealized men and women in togas, supported by dozens of 20 feet high, fluted columns. A large, rectangular stone table and a flag stand are the only furnishings. On most days the Hall of Voices is open to all, with two guards stationed at all times to deter vandalism and reassure the wealthy Upside visitors, who often picnic on the steps.

Once every two weeks, the Hall comes alive. The dust and leaves are swept away, a dozen high-backed oak chairs are placed around the table and a Stormhaven flag unfurled and set in its holder. As the sun rises, the guild councillors gather at the Hall for the Grand Parliament, each attended by two pages and a scribe, savvy in Stormhaven law.

When all the councillors have gathered, the Hall is sealed off by a detachment of 20 elite Stairway Keep soldiers, led by a Guard captain and supported by a battle mage. While the Parliament convenes, no-one is



allowed to step inside the Hall except by special invitation of a council member. High ranking guildsmen with no formal seat in the Parliament and fringe political organizations often demonstrate just outside the steps of the Hall, shouting out their agendas to the disinterested council. Outbreaks of violence are common during the Grand Parliament, and the guardsmen respond with brutal precision using truncheons, *sleep* spells and other tools to disperse the crowd. Watching the brutality has become a popular spectator sport among Upside's citizens.

Firefly Cathedral

A shimmering temple of marble and glass, with delicate spires that stretch nearly three hundred feet in the air, Firefly Cathedral looms over Upside's skyline, visible from every part of the great disk. With the rising and setting sun, the cathedral's glass walls and spires blaze, spilling crimson light across the whole of the city.

Firefly Cathedral is built on a relic of the old city, a foundation of flawless white marble blocks that serve as base to tall columns similar to those in the Hall of Voices. The dwarven architects cleverly integrated the ancient columns into the building's design, supporting a web of stained-glass arches that incorporate the holy symbols of a hundred different gods. A large, circular dais with an altar and twin golden candelabras sits in the exact centre of the cathedral, with ten concentric rings of pews surrounding the dais, split by four, wide aisles with red carpets that end at dark, hardwood double doors.

There is no official clergy tending to the cathedral, as it is not dedicated to any specific god. The temple's doors are never locked and the guardsmen permanently stationed here have specific instructions not to interfere with any form of worship save those forms involving ritual sacrifice or the direct summoning of otherworldly beings. Large congregations are allowed only with a permit obtained from the Grand Parliament, which traditionally approves as a matter of course but the religious fervour of the Underwriter's Councillor, **Diedre Saltsure** (human female Clr8 LE), and the growing influence of the Order of the Storm has mired recent requests in petty bureaucracy.

Like a few other buildings in Stormhaven, Firefly Cathedral is haunted. Once a year at midnight, on the anniversary of the sinking of the *Broken Promise*, the ghost of Palanas Rockhammer appears at the temple's north door, wandering from there on a meandering course through the district to the steps of the Hall of Voices. He appears as he did on that day long ago,

bedraggled and frightened, a burning torch in his hand. Mediums and seers claim his voice echoes through the streets, calling out to his crew, but no one has found a way to actually communicate with him.

Mausoleum

The final resting place for the richest and most influential Stormhaven citizens, the mausoleum is a high dome of white marble, decorated with frescoes and statues depicting notable events from the city's history. The mausoleum is surrounded by lush, exquisitely tended gardens, dominated by arcing, vine covered trellises and dotted with stone benches. A wide lane cuts through the gardens, guarded by two 15 feet high statues, one of Palanas Rockhammer and the other of Illias Seawillow, and ending at double iron doors. The doors are the only entrance to the mausoleum, and they are closed with both an *arcane lock* and a mundane, yet complex, padlock. A second door looks innocuous except for a permanent *fire trap* effect that triggers as if cast by a 19th level arcane caster if a password is not spoken before entering, and reactivates when the doors close again or even after it explodes. Two sets of runes are carved into the door, one dwarf and the other flowing elf script, both translate as 'Within are interred the first and brightest. Their light will never fade'. The only time the doors open is when a body is to be interred within the mausoleum.

Interments are universally lavish, well-attended affairs, more party than sombre religious ceremony. It is common practice for affluent citizens to set some gold aside to be used at their death to hire bards, organize feasts and commission fashionable party attire for surviving relatives. Family members often complement the deceased's funerary fund with money of their own, as a proper and entertaining funeral party can influence a family's social standing for years to come.

Despite their inviting beauty, visits to the mausoleum gardens are rare. Phantom noises, chill winds and spectral images manifest so frequently around the mausoleum that nearly every Upsider has either experienced them personally, or knows someone who has.

Common phenomena include long shadows that stretch towards the sun, rather than away from it; chill kisses that trail down the necks of men and women alike; bulges in the shape of hands that trail over the doors; and a delicate, phantasmal arm that reaches from the mausoleum to grasp at the air desperately, as a drowning woman might, then slowly sinks into the wall. Upsiders are content to let the restless spirits



have the run of the mausoleum and take a dim view of those who would attempt to exorcise them with sword and spell.

Guild Houses

There are 37 guild houses arrayed in a wide circle around Rockhammer Square, each a villa lavish enough for royal sensibilities. All but eleven stand empty.

With the passing of Thom's Law the poorer guilds were banished to the Driftdowns, the furniture, works of art, even the plates that graced their guildhall tables sold to 'compensate in some small way for each guild's gross negligence in giving back to the citizens of Stormhaven what they have so casually taken,' in the words of Ulik Thom. During the height of the trade and diplomatic season, the unused guild houses are sometimes rented to wealthy merchants and foreign governments without permanent Stormhaven residence.

The House of Four Winds

The House of Four Winds is a two storey brick townhouse, decorated with bright yellow wood trim and carnations blooming in small window gardens. Owned by the Four Winds Guild, which makes its fortune in the salt trade, the House is the base of guild operations and the home of Grand Parliament councillor **Obidiah Dragonbane** (human male Exp12, Con 7, Int 16, LN). Obidiah is a retired lawyer and acknowledged expert of Stormhaven history. A passionate collector of legal texts, Obidiah has an extensive library of scrolls, tablets and tomes in his guild office. Ironically, the guards drawn from the Four Winds Guild are among the city's most corrupt, a situation that Obidiah is working to remedy.

Six private guards, who patrol the building in rotating eight hour shifts, man the House of Four Winds. Five of the guards are experienced soldiers, but the sixth, **Buki** (human male Rog5/Ftr4, hp 16, NE), is actually an assassin contracted by the Sevens (see Chapter 4) to kill Obidiah.

Underwriters' House

Underwriters' House is the largest guild house in Stormhaven, an expansive two storey stone mansion decorated with gargoyles, delicate pillars and windows of shimmering, stained glass. A high, rough stone wall topped with iron spikes as long as daggers surrounds the mansion. The only access is through a wrought iron gate manned at all times by two pikemen. Underwriters' House is the headquarters of the Underwriters' Guild, the wealthiest and most prominent in Stormhaven.

The Underwriters' Guild is an association of fifty ruthless, business-savvy bankers who use their immense personal fortunes to finance and insure merchant expeditions in return for a considerable percentage of future profits. This guild's influence extends into every business in Stormhaven, even with the guilds that regulate them, a situation that many resent, but can do nothing about.

The guild's current councillor is Diedre Saltsure, now serving her final year in office. Diedre is a middle-aged woman, short and lean, with a perpetual scowl and steady, unblinking eyes. A devotee of the god of trade, her fanatical zeal has won many converts among the younger members of the guild. Diedre believes that for her guild, and indeed, for all of Stormhaven to enjoy continued prosperity, she must remain in office at all costs. She is quietly mulling over the possibility of mass bribery, dipping into her staggering fortune to buy the loyalty of as many guards and minor officials as she can, in preparation for a coup that would force a change in Parliament Law and allow her to retain her position.

Diedre lives on the top floor of the mansion, in a lavish room that overlooks the mansion's front gate. Her personal assistant, **Samsa** (human male Ftr7, Str 18, LE), is unquestionably loyal and never leaves her side. Rumoured to be her lover, the always smiling, grey haired bodyguard is simply a devoted friend.

In addition to Diedre and Samsa, a dozen minor functionaries and a similar number of private guards live and conduct business in the mansion. The most prominent of these is **Dambode** (human male Com2, N), a weasely young man who can barely hide the contempt he feels towards everyone he speaks to. Dambode is responsible for the transfer of official contracts between the guild and those it finances, as well as the hiring and firing of guards and mercenary adventurers.

A Dangerous Secret

Gidette (halfling female Com1, CG), a minor guild clerk, recently overheard Diedre and Samsa discussing plans for the proposed coup. She is desperate to tell someone what she knows but is not sure who to trust.

Moneychangers' Hall

The Moneychangers are a recent addition to the roster of Stormhaven guilds, split from the Underwriter's Guild in a 10-to-1 parliament vote and placed under



the control of the noble families. As this guild is the only one to which nobility are officially allowed membership, the noble families tightly control its administration.

In theory, Moneychangers' guildsmen are the only citizens allowed to exchange foreign currency (including goods such as furs) for Stormhaven coin, for which they receive a 15-20% profit with each documented transaction, half of which must be given over to the guild treasury. In practice, at least half of the money changing that occurs in Stormhaven is done without the guild's knowledge or approval, either through fast transactions in Driftdowns' shops or by guilders seeking to keep their profits to themselves. To combat the problem, high-ranking guildsmen accompanied by Driftwatch patrols perform routine sweeps of the score of licensed Moneychangers' offices and multitude of shops in the Driftdowns.

The parliament councillor for the guild is **Rolan VanFleet** (human male Ari7, Int 16, CG), who is also the patriarch of the VanFleet family. Even by parliament standards, Rolan's relationship with the other councillors is antagonistic. His relationship with Diedre Saltsure borders on the homicidal and he seems fixated on opposing Uvrok at every turn.

Moneychangers' Hall is the most lavish of the guild halls, a three storey mansion with walls of rare, rainbow stone mined by kuo-toas, and firrose teak shingles grown by druids, all surrounded by a wrought-iron fence and a maze of hedges. Two-dozen low ranking members live and work in the Hall, handling the daily drudgery of contracts and accounting ledgers. A full dozen guards work in rotating, four-man shifts, protected by leather armour. Five elf warriors complement their five dwarf team-mates, and the two guard leaders are elves armed with longswords and with *sleep*, *mage armour* and *true strike* spells prepared.

Seafoam Company

The Seafoam Company is a small merchant guild that controls much of the weapons trade across three coasts, specializing in the sale of siege weapons, dwarven armour and alchemists' fire. The Seafoam Company is also responsible for supplying the weapons and armour used by the city guard and the shipboard armaments of Stormhaven's navy, giving the guild an influence in the Grand Parliament disproportionate to its size.

The majority of high-ranking members are dwarves and gnomes, with humans forming the bulk of the guild's dockworkers and sailors. Seafoam guildsmen are a

grizzled bunch, hardened by frequent pirate raids on their fleets, and many are trained combatants, equivalent to warriors of first or second level.

Seafoam's current councillor is **Savidia** (gnome female Exp9, Int 15, N), an alchemist with a genius for creating lethal, chemical weapons. In her youth, Savidia accidentally vaporized her village in a chemical explosion. Miraculously, she survived, though all her body hair was permanently lost. Savidia flaunts her appearance, draping her neck and ears with gaudy jewellery that draws attention to her head and occasionally topping her bald pate with a ruby tiara. She is equally flamboyant in regards to parliamentary business to the point of once challenging another councillor to a duel to the death on the parapets of Staircase Keep. Her opponent fled Stormhaven that evening, never to return.

The Seafoam Company is a steady employer of mercenary adventurers, particularly those with the temperament for long-term guard work. The guild also has plenty of work to offer those of a more criminal bent, with the necessary skills for sabotage and covert knife work.

The headquarters occupy a modest two-storey building surrounded by a low hedge. Between sunrise and sunset five clerks can be found here, huddled behind desks, writing or reading stacks of contracts and balancing ledgers. Savidia is usually sequestered in a basement laboratory with reinforced walls, mixing and testing chemical compounds. Six private guards patrol the building in eight hour shifts, all of them elite dwarven troops, equipped with hand axe, dagger, light crossbow and chainmail.

Twilight House

Twilight House is a sprawling compound of seven, two-level, windowless stone bunkers, surrounded by a high wall that is, following Stormhaven security standards, topped with spear points. A full dozen half-orc men-at-arms compose the House's guard. Twilight House is the headquarters of the Esteemed Brotherhood of the Unknown Sun, a motley collection of Underdark merchants counting drow, duergar, illithid, derro and even an aboleth slaver among its membership. The Brotherhood was created in direct response to the hostility and racism faced by Underdark merchants when attempting to buy or sell products on the open market. Though the Underdark races are normally as hostile to one another as they are to surface dwellers, merchants are a pragmatic bunch, so the founding members of the Brotherhood put aside their differences in the name of profit. By pooling



their resources and putting forth a united front, the Brotherhood is able to overcome hatred by appealing to an even stronger emotion: greed.

Outside of their interest in money-making, the members of the Brotherhood are a contentious bunch, cheating, robbing, mind-controlling and even murdering one another, often in the service of home nations that consider them disposable puppets. The position of parliamentary councillor is a hotly contested prize within the guild. By mutual consent of Stormhaven's government and the guild members, the councillor serves for only one year, acknowledging the fact that not one Brotherhood councillor in history has ever lived to see their second anniversary in office. The current councillor is **Uvrok**, a derro telepath with enormous psionic power (derro male Psi13, Int 14, Cha 20, NE). Uvrok never speaks, communicating instead through a mindlinked derro assistant that accompanies him at all times. The assistant, whose name is unknown, is an accomplished duellist (derro male Ftr8, Dex 17, Int 17, NE) despite his withered right arm, the legacy of an assassination attempt.

Loyal Order of Shipwrights

The guild of shipwrights is second only to the Underwriters' Guild in prominence, responsible for the construction and repair of Stormhaven's vast array of merchant ships. The guild's coffers are always full, thanks to the steady stream of business flowing in and out of Stormhaven's dry docks, so even the lowest level guildsman earns double the average wage.

The councillor for the guild is **Captain Alistair Embry** (human male Sailor5/Exp9, Int 14, Wis 15, LG), a recently retired captain of the Stormhaven navy with an encyclopaedic knowledge of warship design. Alistair is the very image of the ideal officer, impeccably dressed and polite, with a keen mind and unwavering courage. Of all the Parliament councillors, Alistair is the one most concerned with the welfare of Stormhaven as a whole, pushing for harsher laws to deal with rampant crime in the Driftdowns and advocating the breaking of treaties with repressive nations. His uncompromising views isolate him from most of his peers, but he and Obidiah Dragonbane have become strong allies and close friends, meeting one another for chess games in Rockhammer Square on an almost daily basis.

The headquarters of the Loyal Order of Shipwrights is a three story mansion, decorated with rooftop spires and choked with crawling ivy. Eight clerks and four master guildsmen live and work in the mansion,

assigning contracts and collecting fees. A steady stream of low level guildsmen moves in and out of the mansion regardless of the hour, under the watchful eye of six private guards.

Abandoning Stormhaven

Tessa (female human Rog3, Int 13, CN) is a young thief from the Sevens who has recently infiltrated the guild as a clerk. As ordered, she has begun to siphon off profits from guild contracts, but unknown to the Sevens is also stealing for herself. Her plan is to flee the city, leaving behind evidence that compromises the identity of every Sevens gangster she knows.

Embassies

There are two dozen embassies scattered about the government district, each a two storey wood and stone manor with multiple balconies, a steeply-sloped tile roof and gargoyles perched on the eaves. Small but carefully tended lawns and gardens surround each manor, safely enclosed behind a 10 foot stone wall and wrought-iron gate.

All embassies are the property of Stormhaven's government, who in turn lease or offer them as enticement to foreign governments or prominent organizations (religious, political or otherwise). How much a group pays for the privilege of maintaining an embassy is a direct indication of how favoured that group is by the Guild Parliament. The location of an embassy is also an important status symbol: the closer to the Hall of Voices an embassy is, the more favoured its residents. The Guild Parliament reserves the right to eject ambassadors from their manors for whatever reason, so the ambassadors with prime facilities use every means at their disposal, including bribery, seduction and blackmail, to ensure a firm grasp on their prize, well aware of the Guild Parliament's fickleness.

Crippled Bone Embassy

The savage gnoll tribe known as the Crippled Bone has maintained an embassy in Stormhaven for almost half a century, most of that time in the manor furthest from the Hall of Voices. Normally, this would be an intolerable situation, but it suits Ambassador **Flame** (see Chapter 4), the tribe's devil-descended envoy, just fine.

The Crippled Bone embassy is both the butt of jokes and a source of fear for the residents of Upside, few of who are willing to so much as touch the wall that surrounds it. Dire rumours swirl about the place and it



is whispered that the gnolls kidnap and devour children, that the embassy is haunted and that Flame consorts with demons and necromancers in unholy orgies. Ambassador Flame is aware of the rumours, but does nothing to disprove them, finding them endlessly amusing.

In addition to Ambassador Flame, there are seven other residents of the Crippled Bone embassy, six of them are gnoll barbarian guards. The seventh, **Tenvros** (human male ExpI, N), is the latest in a very long line of scribes assigned to act as liaison between Ambassador Flame and the Guild Parliament. Flame and his gnoll guards delight in tormenting Tenvros, who has been reduced to a pale, perpetually jittery bundle of nerves.

First Embassy

Located nearest to the Hall of Voices, this is the most sought-after embassy in Stormhaven, a glittering prize that governments have killed to possess. In Stormhaven's long history, no group has ever simply been given possession of First Embassy; all must pay, some more dearly than others. Past residents have paid with gold, undisclosed favours, exclusive trade agreements, even with assassinations and, in one rumoured case, by instigating a minor war with an erstwhile ally.

THE RAT'S NEST

Home to the children of those merchant princes and guildsmen who found their fortune on the docks of the Driftdowns, the Rat's Nest is a bustling warren of affluent ne'er do wells and jaded debutantes, amusing themselves with endless parties and inconsequential intrigues.

On the whole, the Rat's Nest is an insular community, little concerned with the day-to-day business of Stormhaven. More than half of its residents are the grand or great-grandchildren of merchant traders. Removed by several generations from the need to work, they occupy their days attending or hosting lavish parties, gossiping, carousing, flirting, fighting and bedding in streets, taverns and gardens. The rest are lower tier members of the guild hierarchy or wealthy independent merchants and Driftdowns slumlords, who revel in the Rat's Nest debauched lifestyle.

The city guard maintains a strong presence in the Rat's Nest, though they ignore all but the most depraved acts of the dandies. The guards concentrate their efforts on the pickpockets, thugs and streetwalkers that swarm into the Nest each night. The guard operates here in

roving patrols of five, and maintains a permanent watch station in the Nest's centre.

The district's name comes from both its meandering, narrow streets and the scorn the old noble families heap upon its residents; those who call it home use the name with ironic pride.

Architecture and Layout

The Rat's Nest is dominated by blocks of two and three storey row-houses, extravagantly ornamented with gargoyles, stained glass, window gardens, ornate carvings, banners and wrought-iron fences. The centre of most row-house blocks is a shared open courtyard, usually taking the form of a manicured, decorative garden.

In addition to the row-houses, there are numerous small taverns and villas scattered about, as well as several public carriage houses and shops. These are as ostentatiously decorated as the rest but more dilapidated, subjected as they are to the daily abuse of drunken, noble ruffians.

The cobblestone streets of the Rat's Nest are narrow and haphazardly traced, branching off into blind alleys and looping back upon themselves without any semblance of logic. At some points, the streets are wide enough for two carriages to pass each other, but too narrow at others for even one. The streets have no formal names; residents give directions as a catalogue of landmarks and mansion names that mean little to non-residents. Stableboys, guards and lamplighters earn some pocket money by hiring themselves out as guides, charging a silver a head. At night, the lamps dissipate into darkness every 30 feet.

The Rat's Nest is bordered to the east by VanFleet Manor, to the north by the Government District, to the south by Stairway Keep's outer wall and to the west by the edges of the noble estates.

VanFleet Manor

The fall and rise of the VanFleet family is the stuff of legends: from infamous pirates, to slaves, to free men and women, to their place among Stormhaven's most prominent citizens. Though grudgingly accepted as equals by the great families, the VanFleets are rogues at heart who prefer to slum with their fellow Rat's Nesters, a practice which endears them to their neighbours.

The Outer Wall: The boundary of VanFleet Manor is marked by a hedge of red rose bushes, 10 feet high and



wide, enchanted to yield fist sized blooms year round. Another minor enchantment marks the centre of each bloom with a grey shaded pair of broken shackles, the symbol of the VanFleet family. The entrance to the estate is through an iron gate set in a stone arch, 15 feet high, 10 feet wide and covered with roses. The gate is kept unlocked from sunrise to sunset, but is manned by two of the VanFleet family's private guard.

The Grounds: VanFleet Manor is built beside a broad, low hill, covered in lush grass and dotted with the same enchanted rose bushes that adorn the outer wall. A narrow cobblestone path winds a serpentine route from the entrance of the estate to the front door of the family manor.

The Main House: The main house is a three storey, fortified stone manor house with long, two storey wings set off its left and right sides. The roof is made of alternating rows of grey and black slate tiles, its rounded, gently sloping surface broken by five, squat chimneys. There are three doors that lead into the manor, on the right wall of the structure and the main entrances, a double set of wooden doors at the manor's front and rear. The front doors and rear doors are routinely locked, the door on the right wall, which leads directly to the kitchen, is used heavily by the family's servants.

The house contains thirty rooms, including ten bedrooms, most of which are quite large. The largest room in the house is the ballroom, a chamber occupying most of the manor's western wing, with an arched ceiling and hardwood floor, sounds echo back

and forth when no party is underway. The manor's interior doors are usually unlocked, though each is equipped with a masterwork lock that is first tested by the roguish family members for its picking difficulty. Currently, thirty members of the VanFleet family, half of them children, live in the manor, with an equal number of servants and ten household guards.

The VanFleets have little use for art, so the manor is only decorated with family portraits and a handful of tapestries. They do, however, have a passion for wine, keeping their cellar stocked with racks and barrels of rare and expensive vintages. Knowing perfectly the value of their collection, the VanFleets keep a guard posted at the cellar entrance at all times.

The Creeping Rose

Tamros Longbrow (dwarf male Exp4, NE) is the owner and artist of this popular tattoo parlour. Tamros specializes in delicate runic designs and Underdark tribal tattoos, which are something of a fad in the Rat's Nest. Affable and kindly, Tamros is everyone's friend, or, at least, that's what he would have them believe.

Tamros is really an amoral psychopath who mixes equal parts poison and dye in his inkwell. His poison of choice is a fiendish compound known as Exquisite Kiss, which he purchases from Vacabala of Twilight House. Exquisite Kiss lies dormant for two years before awakening, when the poison liquefies the victim's nerve endings over an agonizing period of four days before death claims most. It has been just under two years since Tamros served his first client and he can hardly contain his excitement.

Imandros had been delighted by the tattoo when it had first been done. Tamros was some talent, that was for sure, and his Underdark tattoos had become all the rage in the Rat's nest, yet...

...yet, since he'd had it good luck seemed to have deserted him. The dice always rolled low, and the cards never came together as they used to. Ever since that damned tattoo, he thought. And now it had begun to itch. It was the damndest thing. It had started as nothing, yet with each passing day the irritation had grown worse. He'd been in to see Tamros about it, but the smiling dwarf had told him that it was a common enough reaction, and certainly nothing to get concerned over.

"Rubbing that tattoo again, Imandros?" asked Herena, conversationally. She was one of the tavern wenches at the Raging Seas, and he'd bedded her more than once. She was quite good, for a dwarf.

Imandros nodded, absently, his arm straying away from the runic pattern as a small child might leave a scrumpled apple.

"I'd have it off if I were you."

He had toyed with having it removed, or drawn over, but that would upset Tamros, and he was such a jolly good fellow. Hardly his fault, after all.



Exquisite Kiss

Type: Contact

Save DC: 16

Initial Damage: 1d6 Con

Secondary Damage: 2d6 Con, 1d4 Wis (over a four-day period)

Price: 300 gp

Sunbow Mansion

Located at the heart of the Rat's Nest's winding maze of streets, Sunbow Mansion is a two storey townhouse surrounded by a carefully tended but overstuffed garden of yellow roses. Commissioned to serve as the headquarters of the Sunbow Company, a little-known adventuring band that met their fates while looting a kraken's lair three decades ago, Sunbow Mansion is riddled with secret passages, hidden rooms and one-way mirrors, all of which are put to enthusiastic use by the mansion's current owner and her guests.

Within two days of the Sunbow Company's death, the mansion was purchased directly from the Stormhaven government, the amount paid in gold and favours vast enough to bypass the customary property auction entirely. The new owner, Daphne Kellington moved in the next morning with her two daughters, one son and thirteen nieces and nephews. The Kellingtons are uniformly beautiful, but that and a fondness for form-fitting clothing and all night revels, is all they have in common. In short order the Sunbow Mansion became one of the most visited buildings in Upside, the

destination of choice for young socialites of all genders and races.

Sunbow Mansion is a brothel frequented by the elite of Stormhaven society and **Daphne Kellington** (human female Exp9, Cha 15, CN) is still the house madame. Though the passing decades have erased her youthful beauty, she is still cheerful and flirtatious, and counts many of Stormhaven's most powerful citizens as friends. Her 'family' members are as beautiful as ever, a fresh 'niece' or 'nephew' appearing as soon as one retires.

Tick Tock Castle

At the north end of Players' Court is Tick Tock Castle, a three storey building with a top floor dominated by a large, grimy, ivory clock face with thirteen black bars and two wrought-iron hands counting the minutes and hours. The steady whir and tick of the clock's gears fills the square with an audible hum that rattles teeth and ripples water. At the end of each hour, two small doors just under the clock open, revealing bronze statues of gnomes with exaggerated noses and peaked red caps. Each carries a bell and a mallet, and when they strike the bells in unison to mark the hour, the sound echoes through the streets of the Nest and can be heard as far away as the Hall of Voices. A flaw in the left gnome's mechanism causes it to fall off the beat after the third strike, creating a dissonant tone. The thirteenth hour is struck only once a year, at midnight on the winter solstice, otherwise skipping ahead from the twelfth to the first notch.



Inside, the first floor contains a sitting room with refined furniture, a small but fully stocked kitchen and larder and five bedrooms. The second and third storeys are cramped with a clutter of gears and springs, piled on stacks with enough room to allow a gnome or halfling easy passage.

Tick Tock Castle is owned and maintained by **Bramo Underhall** (gnome male Exp9, Int 13, NG), his wife **Kibbi** (gnome female Ill7, Int 15, NG) and their two sons. Bramo inherited the castle, as well as a considerable sum of gold from his uncle, an eccentric wizard of some ability and dubious character. Bramo and his family are homebodies, though he spends one night a week at Schroedinger's, drinking and arguing with his close friend Edwin.

Bramo discovered his uncle's dark secret a few years ago: when the thirteenth hour's first bell tolls, a secret door slides open, revealing a gloomy staircase spiralling up to a secret chamber on the third floor. Its walls are covered in profane symbols and arcane geometry, the floor stained with dried blood and other, unknown liquids. Anyone standing inside the chamber when the thirteenth bell strikes is teleported to the Abyss, as if targeted by the *plane shift* spell. A successful Will save (DC 24) negates the effect. Neither Bramo or his wife can work up the courage to pass the door's threshold, so they keep it covered with a large tapestry.

The Rain of Blades Academy

The Rain of Blades Academy is a respected fighting school, specializing in the training of rapier and dagger but offering its students much more than that. The academy's owner and sole instructor, **Etrian Starkmore** (half-elf male Rog5/Ftr10, Dex 22, Int 14, Cha 16, CG), immerses his pupils in the lifestyle of the swashbuckler by teaching etiquette, coaching in witty banter, training in acrobatics and instilling a sound eye for fashion. The epitome of his lessons, Etrian is dashing, handsome and a notorious womaniser, rarely seen with the same woman more than twice. Publicly, Etrian is scornful of other schools' sword techniques, though he does profess a grudging respect for the School of the Winter Blade. Secretly, he is smitten with Ishitome Mishi, Mistress of the Winter Blade, the one woman in the Rat's Nest immune to his charms.

The academy encompasses five, two storey buildings and the courtyard they share, all with fashionable furnishings and immaculately clean. The courtyard is a training ground with balance beams, targets and ropes for swinging. There are living quarters for thirty, but these are rarely used, since Etrian's students come from

affluent homes in the Rat's Nest. There are currently 35 students enrolled in the academy, each paying 20 gp per month. Etrian is willing to oversee the training of adventurers as well, charging the absolute limit of what he thinks they can afford.

School of the Winter Blade

Operating out of a converted stable tucked away at the end of a particularly winding, narrow alley, the mistress of the Winter Blade, **Ishitome Mishi** (human female Mnk3/Ftr12, Dex 20, Wis 20, Cha 14, CG), instructs her pupils in the fighting arts of the samurai.

Ishitome Mishi arrived in Stormhaven five years ago as a stowaway on a silk merchant's ship, fleeing a civil war in her homeland. She quickly made a name for herself as a mercenary duellist of almost peerless ability, retiring from that profession two years ago for the safer and far more lucrative life of the master instructor. Her notoriety allows her to be picky when



selecting her students, and she accepts only those applicants blessed with above-average physical prowess, staunch willpower and excess amounts of disposable wealth. She charges 400 gp a month, teaching students a smattering of empty-hand fighting techniques and the use of the katana, with a focus on heavy, powerful slashing techniques. Mishi does not bother to teach the philosophical aspects of her fighting art. Years of experience have taught her that the lessons fall on deaf ears and she is even beginning to doubt their validity to her own life.



The School

Full rules for using fighting styles may be found in *The Quintessential Fighter*.

A fighting style from eastern cultures, the School of the Winter Blade was brought to Stormhaven by Ishitome Mishi. Concentrating on physical prowess and staunch willpower, only the truly dedicated, not to mention wealthy, can ever hope to master its disciplines. Students are taught to combine powerful slashing attacks with a variety of unarmed strikes in order quickly overcome numerous enemies.

Students joining the School of the Winter Blade are expected to locate and purchase a katana for their studies, though some are able to convince Ishitome that longswords of the highest quality are also worthy weapons for her fighting style.

Style Restrictions

Required Weapons: Katana or masterworked longsword.

Required Armour: Light armour only.

Prerequisites

Base attack bonus: +4 or higher.

Saves: Will +6 or higher.

Feats: Cleave, Improved Unarmed Strike, Weapon Focus (katana or masterworked longsword), Weapon Specialisation (katana or masterworked longsword).

Alignment: Any lawful.

Novice

Retaliatory Kick

The first ability any novice of the School of the Winter Blade learns is that multiple enemies pose the greatest threat to the lone fighter. By using quick and powerful kicks in conjunction with attacks from his katana, the novice can fend off several foes at once.

Benefit: The novice gains a free attack of opportunity in addition to any others he is normally entitled to. This free attack of opportunity is performed with a single kick and counts as an unarmed strike.

Spring Blade

Defensive Web

By constantly lashing out with katana, foot and fist, the Spring Blade can keep several enemies at bay and force them to work hard to flank him.

Prerequisite: Base attack bonus +7.

Benefit: The Spring Blade cannot be flanked when confronted by just two enemies. Three or more enemies will gain their flanking bonus as normal.

Summer Blade

Power Slash

The Summer Blade concentrates on maintaining the momentum of his weapon while in battle, releasing his full strength only when the katana makes contact with an enemy. In doing so, the Summer Blade is able to cause significant amounts of damage without tiring.

Prerequisite: Base attack bonus +10.

Benefit: While making a full attack action, the Summer Blade may use his weapon as if he were wielding it two handed. This will result in him adding one and a half times his Strength modifier to any damage rolls, though the katana is still only wielded with one hand, leaving the other free for other actions or attacks.

Autumn Blade

Great Slash

Once a student of the school reaches the Autumn Blade level of ability, he is incredibly skilled at locating an

The School of the Winter Blade

Level of Ability	Title	Bonus	Training Time
1	Novice	Retaliatory Kick	1 Month
2	Spring Blade	Defensive Web	1 Month
3	Summer Blade	Power Slash	2 Months
4	Autumn Blade	Great Slash	2 Months
5	Winter Blade	Primary Strike	3 Months

Weapon	Size	Cost	Damage	Critical	Weight	Type
Katana	Medium	975 gp	1d8	18-20/x2	6 lb.	Slashing

All katanas are considered to be masterworked weapons.

enemy's most vulnerable area. Launching a devastating attack, he can cripple or kill an enemy with just a single heavy blow.

Prerequisite: Base attack bonus +13.

Benefit: Whenever the Autumn Blade scores a threat against an opponent, he may add his character level as a competence bonus to the attack roll made to determine whether a critical hit is accomplished. This may only be used against opponents who are vulnerable to critical hits.

Winter Blade

Primary Strike

Only Ishitome has yet to reach the pinnacle of the School of the Winter Blade and she is an awesome combatant because of this. By focussing on the momentum of her blade, Ishitome can cause incredible amounts of damage with her weapon in the initial stages of battle, without relying on great strength.

Prerequisite: Base attack bonus +15.

Benefit: On the first successful hit of every combat, the Winter Blade may add his character level to the amount of damage dealt to an enemy.

Crossed Swords

When the young toughs of the Rain of Blades Academy and the School of the Winter Blade are not duelling on the bridges of Rockhammer Square, they are fighting here, at the juncture of the Rat's Nest's two widest lanes. At any given time, two or three academy swordsmen are lounging here, itching for a fight. Guard patrols are never far away, though they interfere only to prevent fatalities.

Players' Court

At the intersection of five of the Nest's meandering lanes is the Players' Court, so named for the daily, heated games of cards and dice played here. The area is popular with rogues and bards looking to relieve the dandies of a few coins. Guard patrols linger in the area, often bribed to act as muscle for the confidence men.

Shops and Taverns

The Raging Seas: infamous for the drunken brawls that rage here every night, the Raging Seas is

frequented by off-duty troops from Stairway Keep. The proprietor, Ulf Boulderballs, is a retired guardsman with more than a bit of ogre blood in his veins, who won the tavern in a card game from its previous owner.

Tillson's: Tillson's bakes loaves of bread in the morning and fancy pastries and meat pies in the evening. Guardsmen cluster around the store at night, warming themselves by the stoves and devouring leftover pies. The owner, Melanda, named the shop after her long-dead husband.

Schroedinger's Grotto: Schroedinger's is an unusually elegant inn, a darkly lit, smoky, single storey building popular with local arcane scholars and spellcasters, seasoned adventurers and young nobles from the great families. **Edwin Schroedinger** (human male Exp2/Wiz3, Int 18, CG) is a plump, curmudgeonly old man with a gourmet's taste and a sage's keen mind. Most nights he can be found in the inn's darkest corner, his black cat familiar on his shoulder, arguing spatial geometry and dimensional theory with his close-knit group of friends, one of whom is Bramo Underhall from Tick Tock Castle.

Dragon's Breath: Dragon's Breath stocks a full range of rare and exotic smoking blends from every corner of the world, with a complimentary fine selection of carved wooden pipes. The owner, **Atavah Sunthrower** (tiefling female Exp4, Wis 14, Cha 15, NE), is a tiefling with a forked tongue and three fingers on each hand. Atavah maintains good contacts with smugglers in the Driftdowns and can procure exotic drugs and poisons for those with the wealth and the desire.

Bent Back Portage: The seven halflings who jointly own and operate Bent Back Portage turn a good coin trundling up and down the Grand Stair, heavily laden with food and other essentials sold in the Driftdowns that the Rat's Nesters cannot be bothered to get for themselves.

Roving Carts: Through the early morning fog, merchants from the Driftdowns push carts rented from the carriage houses for a silver a day, selling fresh fruit, fish and sausage to household cooks and the rare, early-rising noble. By midday, the carts are stowed away, the merchants returned to their shops in the Driftdowns.

THE DRIFTDOWNS: PILLARS OF BROKEN DREAMS



FEATURES OF THE DRIFTDOWNS

The Fingers of God

Vachan, Dastos, Vespilus and Olmak are the four great pillars that support Upside. Made of the same otherworldly stone as the World Disk, each measures a full quarter of a mile in diameter and, so far as anyone can tell, extend all the way to the sea floor.

All four pillars are covered in runes, each the height of a tall man and carved two inches into the stone. The runes are written in an ancient script that defies the sages' best efforts to translate it, though most believe it is somehow related to the various elemental languages. It is a commonly held view among scholars that the runes are a record of the history of Stormhaven's first civilization. Others claim that the runes compose an account of the past, present and future of the whole world, and that to translate them is to achieve mastery of time itself. Finally, Kromodus Stormhaven of the Order of the Storm believes the runes are a divine incantation, the 'Great Unmaking' that will purge all sea gods from the world. Most residents of the Driftdowns do not care one way or the other.

Darkness at Noon

'It be noon. Light yer lamps!'
A common saying in the Driftdowns.

The citizens of the Driftdowns truly do live under the shadow of Upside. The enormous bulk of the World Disk effectively blocks the sunlight from shortly after sunrise to shortly before sunset. The great shadow touches all areas of the Driftdowns,

with the Central Piers being the most affected; noon might as well be midnight on the Piers.

The Water

The waters that churn beneath the Driftdowns are a stinking, sluggish miasma of grey foam and trash: discarded food, dead fish, dung, broken wagon wheels, vomit, paper, bodies and a thousand other things that bob in the waves, all of it picked at by seagulls and scavenging fish. In the heat of summer, the stench is at its worst. Gretchen VanFleet once famously referred to the Driftdowns as 'the place where otyugh come to die'. Wintertime offers some relief as the storms that lash the city sweep the year's collected refuse far out to sea. But the garbage and the smell are never gone for long.

Thanks to the magic of the Wellspring Purifier in the Underdocks, the water Driftdowners so carelessly despoil is the same they rely on for cooking, cleaning and drinking. The fresh water the Purifier provides bubbles up from a dozen wells located in the Dockyards, Central Piers and Sailor's Sleep neighbourhoods. Only in the squalid Driftwood Kingdoms are residents forced to boil and strain their own seawater, one of many reasons why the area is so plagued with disease.



The Piers

The ramshackle wooden piers of the Driftdowns are stained, swollen and slimy with algae, bound together by frayed, creaking ropes and lengths of rusting, pitted chain and held above the waves by blackened, rotting pylons. Against all odds, they have managed to survive the wrath of the sea for centuries. The areas known today as the Central Piers and Dockyards were the first structures to be built and remain the largest, but they were not intended to be permanent. The fact that they were designed with the dwarven penchant for sturdiness keeps them structurally sound even today. The same cannot be said for those that came later, as the piers in the Sailor's Sleep and Driftwood Kingdoms neighbourhoods exist in a perpetual state of repair and no one would really be surprised if a major storm sent large chunks of one or both areas to the sea bottom.

The countless pylons below the Driftdowns are not sunk into the sea floor, the water is simply too deep for that. Instead, they are lashed to a web of hollowed out logs floating some 15 feet below the surface, preserved and given buoyancy by powerful elemental magicks.

Boots, Wagons and Gondolas

'Spare yer' feet! Let the 'waves do yer' work!'
'Captain' Ephedra Girovenzi - gondolier

For a newcomer, navigating the Driftdowns can prove a daunting prospect. There are no street signs anywhere in the area and most of its buildings look distressingly similar. To make matters worse, there are simply no reliable maps of the ever-changing docks, and those Driftdowns natives who are willing to act as guides are as likely to rob their charges as they are to deliver them safely to their destination. The safest, though by no means truly safe, options for a visitor to the 'Downs are to either hire one of the innumerable children who loiter near taverns and inns or to pay for an escort of Driftwatch guardsmen, who are always willing to earn a few extra coins 'holding the blind man's hand'. Alternately, a traveller can try to go it alone, but those unfamiliar with the 'Downs can find themselves forced to walk a twisting course across miles of piers simply to shake hands with someone the next dock over.

Another option for travel in the Driftdowns is to hitch a ride on one of the hundreds of carts that constantly rumble back and forth between the shipyards and the Great Lifts. For the price of a few coppers, drivers are more than happy to let passengers ride in their cart bed, though travellers are well advised to ask permission politely, as guild drivers and their guards are notoriously quick to draw knives and cudgels.



Finally, those with gold to spare can travel in relative comfort and safety aboard one of Stormhaven's many gondolas, which have plied the waters of the Driftdowns for centuries. The Girovenzi brothers brought the first gondolas to Stormhaven, and their descendants still dominate the business. Travelling by gondola is the fastest way to cross long distances in the 'Downs, since they travel under, rather than across, the bustling piers. Known as the Underdocks, this area is normally quite dangerous, swarming with criminals and plagued by sharks and undead, but Stormhaven's gondoliers are savvy fighters capable of holding their own against the local scum.

DRIFTDOWNS BUILDINGS

Taverns, Inns, Feast Halls and Pubs

'How many pubs in the 'Downs? As well to ask how many waves in the sea!'
Mother Halish - Brewmaster of the Barleymen's Guild.

Ale is to sailors and dockworkers as water is to fish, a life-giving, liquid necessity. There are scores of ale

houses in the Driftdowns, some big as warehouses and filled to bursting with long tables and rough benches, and others no bigger than a small kitchen and a pair of chairs, for that is, quite literally, what they are. The demand for alcohol in Stormhaven is so strong that many citizens supplement their normal income by turning their homes into kitchen pubs.

Selling ale legally is as simple as paying each year for a permit from the Barleymens' Guild, which controls the flow of alcohol into, and distribution within, Stormhaven's ports. The cost of the permit varies according to the size of the establishment, but is never less than 1 gold piece. The guild takes a dim view of smugglers, miscreants and never-dowells of all races, creeds and affiliations (which means anyone not lining the guild's coffers) and conducts frequent, notoriously savage raids on non-aligned importers and sellers. Despite this, there is a thriving black market for alcohol, driven by those resentful of the guild's high prices and iron hand.

Foamcallers

"Yer stomach'll know regret if yer step through that door. The Groggy Dog sells dodgy grog, if yer catch me meanin'!"
Jacob Slicktongue - Foamcaller

The sheer number of alehouses in the Driftdowns means customers are spoiled for choice, with often a full dozen competing locations within a short walk of one another. To separate themselves from the competition, alehouses hire foamcallers to attract potential customers and heckle competitors. The best foamcallers are uniformly attractive men and women, of any humanoid race, with a gift for silver-tongued flattery, biting wit and no sense of shame whatsoever. Those blessed with the right combination of looks and temperament are in high demand, with rival alehouses engaging in bidding wars or even open brawls for the right to hire them. Foamcallers traditionally receive a percentage of the day's profits, so less affluent alehouses must make do with what they can afford, often drafting employees' spouses and children for the job.



Since a foamcaller's wage depends entirely on their employer's profit, they are highly competitive and very territorial. For the most part, rivalries between foamcallers involve nothing more than a constant war of words and practical jokes, though there are several famous instances of murder and one case where a foamcaller paid to have a rival polymorphed into a toad. Once a year, on the last day of Guilder's Fair, the Barleymens' Guild holds Foam Moot, a calling competition open to everyone, which determines the Drift's best foamcaller. The current champion, three years running is Constance Six-silver, foamcaller for the Siren's Call.

General Stores

Stores in the Driftdowns come in two varieties: small, family-owned markets selling only foodstuffs, household goods and the occasional pawned item, and larger emporiums affiliated to the guilds that offer weapons, rare spices, and other exotic, specialized items in addition to more mundane supplies.

It is a rare family-owned store that carries items of more than 10 gold pieces in value. Typically, they stock bulk items like flour, bolts of coarse cloth and lantern oil, which they buy in bulk from non-guild merchants. Prices and stock vary wildly from shop to shop, fluctuating as much as 50% above or below standard prices, dependent on demand and availability. The average shop owner is a skilled haggler, with 5 ranks in Appraise, Bluff and Sense Motive and a feat of choice is Skill Focus (bluff), making him unlikely to be fooled by the average silver-tongued charlatan. Most family stores are located on the bottom floor of multi-storey buildings, the upper levels serving as living space for the family and as many renters as they can comfortably accommodate.

Guild shops carry or can procure most items listed in *Core Rulebook I*, usually at a 10-50% mark-up over listed prices. In addition, they carry more specialized, expensive items, the exact nature of which depends on the guild in question. For example, Kullian's Wares, affiliated with the Sun Sailor Guild, stocks a wide

variety of perfumes, musks and cosmetics. Guild shopkeepers are infamous for their rock solid refusal to haggle and their keen business sense, with 6 ranks in Appraise and Sense Motive, plus Skill Focus (sense motive).

Pawnbrokering and Fencing

'Sir! Your question wounds me deeply. For you to inquire after such an item insinuates that I condone and would, indeed, participate in the sale of illicit materials. That said... how many and how much are you willing to pay?'

Anonymous

Driftdowners are ruthless gold hunters to whom morality does not apply. If an opportunity for profit arises, a Driftdowner can be counted on to seize it, regardless of the laws of gods or men. In other words, characters with something to sell will always find a willing buyer.

Family-owned stores are the best bet for those wanting to trade goods for gold. As long as an item is not too 'hot' and the shopkeeper feels confident that he can sell it, he will gladly pay up to 5 silver on the gold, though he will never offer more than half that to begin with. For very expensive, rare or dangerous items, a shopkeeper can often put the owner in touch with the 'right people' in return for a finder's fee of 10-20% of the item's sale price.

Shopkeepers affiliated with a guild rarely fence goods. Those few items they are interested in are usually magical versions of items they already sell. For example, the proprietor of Kullian's Wares has, in the past, procured *dust of disappearance* and *philtres of love* for wealthy customers.

Apartments

Since the Driftdowns are so cramped, the majority of residents live in large apartment complexes containing twenty or more apartments of one or two rooms. Unlike an inn, the majority of these apartments are rented either by the week or the month, usually for the cost of a few silvers. Many apartment buildings also have stores or taverns on their bottom floor.

Apartment complexes are either guild-owned or under the control of various slumlords who live in the Rat's Nest. Guilds make sure that the apartments they own are clean, and staff them with at least one private guard equipped with a short sword and leather armour. These apartments are almost exclusively inhabited by guild workers who are, in many cases, forced to live there,

the rent subtracted from their pay at the beginning of each month. Non-affiliated apartments are open to all, but suffer from comparatively squalid living conditions, uncaring ownership and prices that fluctuate almost monthly. Apartment landlords are well known for their intensely racist attitudes; there are dozens of apartment buildings that refuse admittance to anyone that is not a human, elf, dwarf, gnome or halfling.

Lesser Guilds

With the passage of Thom's Law, the majority of Stormhaven's thirty-seven guilds were unceremoniously pushed out of Upside, forcing them to re-establish themselves in the Driftdowns. Lesser guilds are seething cauldrons of intrigue, with guildsmen manoeuvring against one another as often as they plot against rival guilds. Adventurers can thrive in this cutthroat environment, so long as they are willing to trade their scruples for gold. Despite or, perhaps because of their Byzantine political manoeuvring, none of the lesser guilds has ever managed to regain its former glory.

The lesser guildhalls are much smaller and less grand than their Upside counterparts, though they are often lavishly decorated both inside and out, sometimes far past the limits of good taste. Lesser guildhalls rarely house more than a dozen important guildsmen or minor functionaries and are rarely protected by more than four guards.

Fire Towers

Each of the four pillars is flanked by a pair of floating, 30 feet high stone towers. Tower walls are 10 feet thick, their immense bulk held afloat by virtue of a powerful spell of Illias Seawillow's devising. The towers are connected to the pillars by a long, narrow, stone bridge, the pillar's end housing a Driftwatch patrol. Each tower is equipped with a trebuchet, 2 ballistae, mounted heavy crossbows and five row boats, and its storerooms are stocked with several day's worth of food in the unlikely case of a siege.

Each of the Fire Towers is manned by 10 members of the elite Staircase Guard, led by a guard captain and supported by a Spellwatch wizard. In addition to the defence of the city, the tower troops are responsible for boarding and investigating the contents of all ships that approach Stormhaven prior to granting permission to dock.

The towers take their name from immense bonfires lit by night at the top of the towers, acting as beacons for incoming vessels.



Driftwatch Stations

Driftwatch stations are square buildings two storeys high. The upper level is made of reinforced wood, crowning a stone structure reinforced with iron. Both levels are studded with arrow slits, five to a side. The only entrance to a Driftwatch station is through a strong, wooden door at the front of the building. This door is open at all times, but it has a sturdy drop bar that can seal the door in the unlikely event that it is needed.

Inside, the first level of a Driftwatch station is divided into five areas; a lobby/common room, offices for the two watch sergeants, a small armoury for the storage of off-duty guardsmen's gear and a block of 10 jail cells. Access from the lobby to the jail cells is through a locked iron door. The cells are completely devoid of furnishings and can hold up to 4 prisoners. The keys to both the cells' padlocks and the entrance to the jail are on a key-ring hanging from the belt of the watch sergeant on duty.

The second floor of a Driftwatch station is divided into four areas: a large barracks for the guards, individual rooms for each watch sergeant and a briefing room. 20 guardsmen and two watch sergeants staff each station.

NEIGHBOURHOODS

CENTRAL PIERS:

The Central Piers are the heart and anchor of the Driftdowns, thriving and bustling with activity. The majority of businesses, the city's highest concentration of inns and taverns, and a great many apartment complexes are all located here.

The Central Piers are also the Driftdowns' crossroads, where the exotic menagerie that is the citizenry of the 'Downs comes together to meet and exchange ideas, gold and blows. A buzzing, heady and almost palpable mix of boundless optimism and crushing hopelessness floats in the air. In the Central Piers, there is no limit to how high you can climb, nor how low you can fall.

Architecture and Layout

The Central Piers are laid out in an orderly fashion, to facilitate the flow of commerce from the docks to the great lifts. Immense by any standard, the three Central Piers which give the area its name are perhaps 200 feet wide and 15 feet thick, held 20 to 30 feet above the waves by thousands of thick poles. The junctures where lesser piers meet the central three are laid out like planned city streets, kept free of obstructions and linking together seamlessly.

The buildings of the Central Piers are primarily wooden, up to three storeys high, packed closely together and organized into neat rows. The stores and taverns found here usually occupy the lowest floor of a larger building, with apartments or small warehouses above them.

While derided by the rulers above, the Central Piers still receive the same treatment as the Upside districts in terms of illumination, with sufficient street lamps and several poles enchanted with *continual flame* spells.

Copper Gate

The pillar Dastos is completely encircled by a wooden fence that is nearly 20 feet high and covered in a thin film of oil to discourage would-be climbers, imposing DC 25 to any Climb check. The only access through the fence is via Copper Gate, a wide door that is 10 feet high and 5 feet thick, guarded at all times by a Driftwatch patrol. Contrary to what the name implies, the door is actually made of iron rather than copper, its name coming from the toll of one copper piece required of all Driftdowners who wish to pass through the gate. Residents of Upside, as well as anyone else bearing a watermark, are not subject to the toll. Copper Gate opens to all traffic an hour before sunrise and closes an hour after sunset, after which only those bearing watermarks may pass.

Visitors to the Copper Gate, particularly the obviously wealthy, will be constantly besieged by beggars of all sorts, missionaries seeking donations and cutpurses

An unexpected blessing

Among the many beggars that call Copper Gate home is a goblin, his body twisted and mind scrambled by a strain of virulent, magical leprosy. Unable even to remember his own name, the goblin ekes out a meagre existence selling crudely stitched rag dolls to children. Unknown to those who buy the dolls and indeed, even to the goblin himself, the dolls he creates are imbued with divine magical power, the gift of a god of mercy and healing who took pity on the goblin's suffering. The dolls have the supernatural ability to cast a one-time *remove disease* effect, triggered when the doll's owner is exposed to a disease of any sort or when brought in contact with a person already afflicted with a disease. No one can benefit from the doll's divine power more than once in a lifetime.

looking for an easy mark. The Driftwatch Guard sweeps the area clean of beggars at regular intervals, but the beggars always return in force.

Pillory Square

During the first years of the Driftdowns' existence, the laws of the city were enforced much more strongly, and the twin sets of five pillories located here were always occupied. Today, they are rarely used for their intended purpose, having long since fallen into disrepair. Instead, they serve as impromptu pulpits for the speeches of rabble-rousing intellectuals from White Foam University and makeshift stages for the city's many bards. Pillory Square is a favoured stage of the masked bard the Voice of the People (see Chapter 4). The area in and around Pillory Square is littered with discarded pamphlets printed on the university's magical printing press.

The Ballroom

Through the years, this expansive square formed at the juncture of all three Central Piers has been the battleground of choice for radicals, dissidents and rival gangs of guildsmen. A permanent Driftwatch station is located on the outskirts of the square, the officers stationed there mindful of large groups moving towards the area. When fighting does break out, as it does with alarming frequency, the guards seldom interfere directly, instead moving to seal off all entrances so the fighting cannot spread beyond the square.

The Siren's Call

Under the sure guidance of **Tevrius** (gnome male III6, NG) and **Snowi** (gnome female III7, N) **Bumberbluster**, the Siren's Call has become the city's premiere feast hall. The Siren's Call is long-house style building two storeys high, built with only three rooms: a kitchen, the cramped bedroom of Tevrius and Snowi, and the gaudily decorated feast hall itself, lined with rough wooden benches and lit by a dozen chandeliers.

The Siren's Call took its name from a magical statue that once stood in the centre of the feast hall. The statue was enchanted to sing a rousing, bawdy ditty each midday and midnight, but was destroyed in a magical duel between two drunken sorcerers.

The food and drink at the Siren's Call tends to be simple fare, mostly stews and sweet honey mead, though the care taken in its preparation is obvious. On special occasions like Stormhaven's many festivals, the Bumberblusters and their dozen-member staff will

prepare a more lavish feast, typically roast pheasant and boar.

The Siren's Call hosts nightly performances from some of Stormhaven's premiere entertainers. The Bumberblusters are particularly fond of Busted Skull and his performing dire weasel Odobo (see Chapter 2), so he can be found here at least once a week.

Foamcaller: **Constance Six-silver** (halfling female Brd7, Cha 19, CN). Constance is the best foamcaller in Stormhaven, bar none. The perfect mix of innocently flirtatious beauty and fiendishly clever jester, when Constance is working she pulls in customers hand over fist.

The Dawn Sea

By far the most expensive inn in the Driftdowns, the Dawn Sea is an elegant two storey building with white washed walls, fanciful gargoyles and window gardens outside of every room. Though guests are charged the outrageous sum of 12 gold pieces per night, the Dawn Sea never lacks for business, as the inn is famed for its gourmet food and young, attractive, uniformly courteous staff. The VanFleet family owns the Dawn Sea, though few from the legendary family have ever set foot inside its walls.

The Dawn Sea has a dozen private rooms, each furnished with a bath, two lockable chests for storing belongings and a feather bed. Guests can take their meals in their rooms or eat in the dining hall, which features nightly entertainment from local musicians and poets.

Foamcaller: The Dawn Sea employs no foamcaller; its reputation speaks for itself.

The Sea King's Castle

The largest inn in Stormhaven, the Sea King's Castle is a sprawling building with three floors. The exterior is constructed entirely of magically-shaped and preserved coral, making it one of the only non-wooden buildings in the Driftdowns. In addition to the levels above the docks, the Castle extends another three storeys down, with the rooms of the two bottom floors entirely underwater.

The inn's name is not just a fanciful boast, it really was the home of an undersea king. Several centuries ago, it was presented to Palanas Rockhammer as a gift by the kuo-toan servants of an ancient kraken, in return for his signing of a free trade agreement with the kraken's 'nation'. Palanas had the good grace not to ask who



the Castle's former owners were, though sages point to strong examples of sea elf design in the Castle's construction as obvious clues to the building's origin. That the Castle was taken by force has never been a question; there are numerous bloodstains spattered throughout the building that defy all washing attempts.

Still owned by the Stormhaven Clan, the Castle is popular among elves and other races with an appreciation of natural aesthetic beauty, as well as the inn of choice for those most at home in the sea. There are 30 spacious private rooms above water available, costing the hefty sum of 5 gold pieces a night.

Foamcaller: 'Alejandro' (doppelganger, N). Until a month ago, Alejandro, a middle aged human male with a wide, ready grin and an unruly shock of blonde hair, was the Castle's foamcaller. Then he was slain by a doppelganger in the employ of a foreign government. The doppelganger, in the guise of Alejandro, is under orders to slay and then impersonate a sea elven merchant prince who is a frequent guest at the Castle.

The Sundered Anvil

Albus Splitbeard (dwarf male Exp4, LN), a middle-aged dwarf with permanently crimson cheeks and a nose smashed flat by an ogre's fist, is the proprietor of this shop and also a high-ranking member of the Seafoam Company. The tables in the Sundered Anvil are filled with row upon row of weapons of all sorts, ranging from dwarven urgrosh to halfling kama. Every weapon in *Core Rulebook 1* is readily available or easily commissioned, all at prices 20% above normal value.

Going Once, Going Twice...

Albus recently purchased from an intrepid adventuring band a keen rapier known as Heartslayer, the ancestral weapon of a drow noble house. He plans to sell it back to the drow without disclosing the profits to his guild, and is looking for adventurers willing to deliver the weapon to its Underdark owners.

The Wicked Widow

The Wicked Widow is typical of a Driftdowns tavern, with a large common room dominated by rows of crude tables, a kitchen that bustles with activity day and night, a below docks cellar to store kegs of ale and living space on the second floor. The food is good, the ale flows cold and the atmosphere is boisterous and

friendly. On the surface, there is nothing to separate the Wicked Widow from any of its competitors. Which is exactly what the owners want.

The tavern business is just a cover for the real, sinister purpose of the Wicked Widow: slavery. Hidden behind a false wall in the cellar is a narrow secret chamber, its walls completely coated with a thin layer of lead to prevent scrying. The chamber contains five iron cages bolted to the floor and a small assortment of ropes, chains and manacles. The cages are small, only five feet square, but they are not designed for comfort nor permanence residence, as the slaves move in and out constantly.

The owner of the Wicked Widow is the leader of the Subtle Blade slavers, **Sawtooth** (see Chapter 4), a wealthy hobgoblin who claims direct descent from royal lineage. Sawtooth is very careful to keep the slave and tavern business wholly separate, so the barkeep, **Gustavo** (dwarf male Com2, CN) and his waiters know nothing about the secret chamber or their employer's activities.

Foamcaller: **Monique DuMonte** (human female Rog3, NE). Monique may be the least flamboyant foamcaller in all of Stormhaven and it baffles regulars why she even has the job. Monique is also a member of the Subtle Blade, posted here more to turn away the overly curious than to drum up business.

Bulovas' Cottage

One of the Driftdowns' innumerable kitchen pubs, Bulovas' Cottage is chiefly notable for two things: the hallucinogenic properties of its liquor and Madame Bulovas herself. **Madame Bulovas** is a yuan-ti pureblood (yuan-ti female Exp2/Rog3, Int 21, NE), with orange reptilian eyes, a long forked tongue and sparkling green scales that cascade down her neck and across her chest. She dresses to highlight her reptilian nature, in low cut sheer dresses and elaborate headdresses that fan out like a cobra's hood.

Bulovas' home is spacious by Driftdowns standards with five rooms arranged on two floors, containing elegant furnishings, sculptures and potted, broad leaved tropical plants. She entertains customers in an opulent sitting room on the first floor, which accommodates four guests at a time in relative comfort. All patrons at Bulovas' are served the same drink: Scarlet Attesian, a thick, deeply red liquor that tastes of cinnamon and slides down the throat like syrup. By itself, Scarlet Attesian is a flavourful, though unremarkable drink no different to a hundred others



served in the Driftdowns. But Bulovas' customers do not come for the Attesian, they come for the secret ingredient she adds to it, the Serpent's Caress drug. Serpent's Caress is a potent hallucinogen, distilled originally by the yuan-ti, which floods the mind with bursts of colour and sound that blend and melt into strange geometric patterns. The high of Serpent's Caress is said to be conducive to creative thought, and Madame Bulovas counts many bards among her clientele. Serpent's Caress is also highly addictive, and few people can go a full week without a second dose. Bulovas charges 25 gold pieces a glass for her spiked Scarlet Attesian and she never lacks for clients.

Foamcaller: Darsoon (elf male Brd2, NE). Darsoon is deeply addicted to Serpent's Caress. In return for his services, Madame Bulovas provides him with a single dose of the drug each day. Once a strikingly handsome man, Darsoon has become little more than a shell, his cheeks sunken, his skin waxy and pallid, his voice a ghost of its former purity.

The Crumpled Playbill

Renovated and restored from the rotted remains of a three storey warehouse, the Crumpled Playbill is the premiere, and only, location in Stormhaven dedicated, as the sign says 'to the promotion and advancement of the noble art of the theatre.'

The interior of the Crumpled Playbill is a study in grandiose excess, with three tiers of row after row of padded benches, ten private balconies, walls draped with thick, purple curtains and a row of ten chandeliers. The Playbill's stage is equally grand, built entirely from white hardwoods grown only in the

Underdark and cluttered with prop trees and buildings.

The owner, producer, director, writer and star of the Crumpled Playbill is **Spontious Elkhorn** (tiefling male Exp3, Cha 13, CN), a plain-faced, somewhat clumsy man with cloven hooves and bright orange hair, the legacy of his demonic mother. Spontious is a skilled mimic and singer whose writing and acting skills are competent, but lack the true fire and brilliance of a bard. Spontious is given to writing maudlin, overly melodramatic tragedies,

spectacles full of blood, nudity and emotional turmoil, held together with only the weakest of plots.

The acting troupe of the Crumpled Playbill is an eclectic mix of the truly gifted and the wildly eccentric, including the Tenthornes, a clan of ten singing and dancing halflings; Kedrian, a half-orc actor with a flair for stage combat and Ennesedra, a doppelganger who plays female roles exclusively.

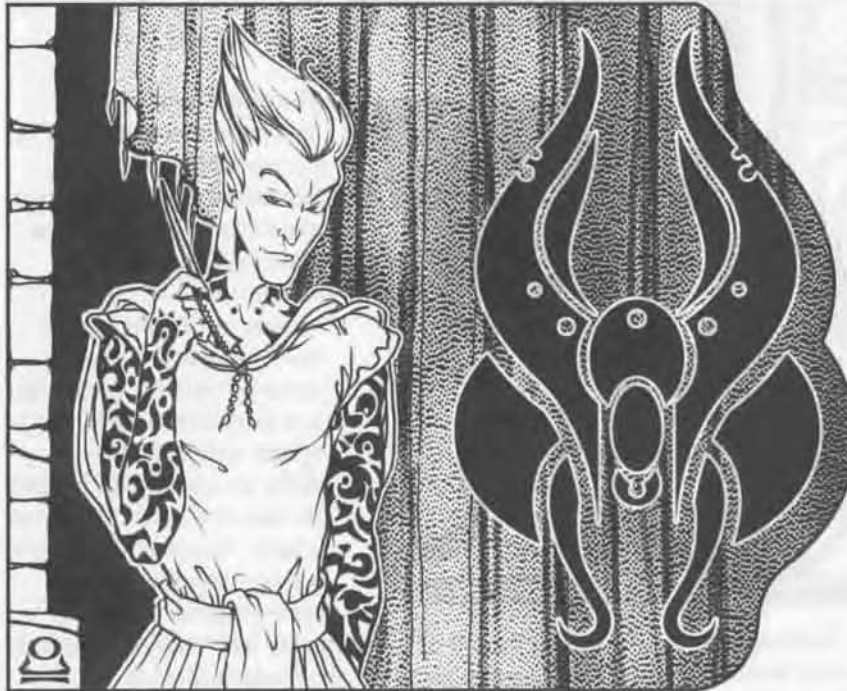
The Crumpled Playbill produces an average of five plays a year, all of which play to consistently packed houses. Admission to a performance is a single copper a-piece.

Up From the Depths

Sedria Nas (half-elf female Adp3/Psi7, LN) runs this small business out of her second floor apartment. Sedria is young and pretty, with short amber hair, delicate features and an elaborate dragon tattoo that coils from her right thigh up to her left arm. A hanging sign outside Sedria's apartment identifies her as a 'Fortune Teller and Finder of Lost Things.' More specifically, Sedria is a psychic detective who specializes in the recovery of lost heirlooms and especially children, which has brought her into conflict with the Sevens on numerous occasions.

THE DOCKYARDS

Almost everyone who journeys to Stormhaven takes their first steps into the city here, in the bustling neighbourhood known as the Dockyards. The Dockyards are never quiet regardless of the time of day, an unending flow of traffic moving across the piers,



with throngs of immigrants, guards, navy and merchant sailors, guild dockworkers and fishermen all fighting for their share of dock space. Gangs of children mill about the Dockyards as well, playing among the piles of crates and barrels, picking unwary pockets or crowding together at the foot of boarding ramps to beg for handouts.

By day or by night, the Dockyards is a dangerous place. The unwary risk being run down by heavily laden wagons, crushed beneath falling cargo or accosted by pickpockets, rapists, press-ganging captains and drunken sailors. Lone visitors are well advised to avoid the Dockyards if possible.

Architecture and Layout

At one time, the Dockyards covered the south, east and west sides of the Central Piers, but the non-stop influx of immigrants to the city has eaten away usable docking space until only this area remains, on the Driftdowns' southern and south-western end.

The docking piers in the Dockyards are long and rarely more than 20 feet wide, stretching like long fingers between the pillars Vachan and Dastos. The only permanent structures on the docking piers are small sheds to store equipment, rickety guard shacks and lean-tos for guild dockworkers. The docking piers are securely lashed to the southern end of the Central Piers, where the Dockyard's short-term storage warehouses, guild offices and many, many taverns are

located. There are also a few apartment blocks, all of them owned, operated and occupied by guild dockworkers.

The Dockyards are poorly lit at night, with the only sources of light on the docking piers being carried by the dockworkers themselves.

Red Quill Tattoo

Mothlo Tu Ervan (aasimar male Exp3, CG) is the most popular tattooist on the docks, a true master of ink and pin. His shop is small, more cramped than cosy and filled with ink bottles and the lingering odour of incense. Mothlo does not allow customers to pick the design or location of their tattoo, instead decorating them as he sees fit, usually with stunningly realized miniature landscapes populated by

tiny animals, people and cunningly hidden religious motifs. Upon closer inspection, customers are often stunned to find that the visages worked into their skin are those of childhood pets, friends and distant or long dead relatives, people Mothlo could not possibly have known.

Mothlo himself is covered by dozens of his own intricate landscape tattoos which, combined with his piercing grey eyes, almost feminine features and cultured manners, give him an exotic air that many women find irresistible. Rumours spread by talkative ex-lovers claim that, during the night, the people and animals in Mothlo's tattoos slide across his skin like liquid shadows, moving freely between landscapes. If asked about this, Mothlo will simply smile and say nothing.

Gideon House

Gideon House would be one of Stormhaven's premiere guilds, if it were not for the guildsman Gervaise Montfriere, who defected to the Underwriters' Guild just before the ratification of Thom's Law, taking the wealth and contracts of Gideon House with him. Though the guild protested, the powerful Underwriters' Guild held all the advantages, so their complaints came to naught. Since that time, things have only gotten worse for the guild, which now finds itself struggling simply to survive.

The nominal head of Gideon House is **Orivette Montfriere** (human female Exp5, Int 16, CG), great

granddaughter of Gervaise and the only guildsman whose personal wealth has not completely evaporated. Though only in her mid-twenties, Orivette is a savvy businesswoman and skilled politician whose efforts are the only reason for the guild's survival to this point. Recently, she negotiated a contract that makes her the exclusive importer of incense and pipeweed to several humanoid nations, among them the Crippled Bone gnoll tribe that occupies an embassy in Upside. Despite all this, the rest of Gideon House's merchants have little faith in Orivette, simply because of her family history.

The headquarters of Gideon House is a converted warehouse with three floors, decorated with poorly carved wooden gargoyles and oversized flowerbeds. The building includes living quarters for twenty, most of whom are scribes and other low-level guild functionaries. There are six full-time guards at Gideon House, two humans and four gnolls leased from the Crippled Bone tribe.

The Sea Nymph's Bathhouse

Above the door of this large, single storey building is a sign that reads 'dedicated to the revelry of the flesh in all its forms.' Inside, the floor is formed entirely of pink, yellow and white tiles, patterned to form a highly risqué mosaic of blonde nymphs and satyrs indulging in a decadent orgy. The thirteen, six-person tubs scattered about the bathhouse are placed in such a way as to cover the genitalia of the mosaic's subjects, though interested observers will note that the bottom of each tub is covered in tiles that complete the image in graphic detail.

The Sea Nymph is a favourite stop for sailors newly into port, as well as a favoured haunt of the heads of the lesser guilds and the scruffy wastrels of the Rat's Nest, so the bathhouse is an excellent place to collect drunken gossip. This is especially true during the Sea Nymph's famous Feasting Day, sometimes referred to as the 'flesh carnival', held on the summer solstice, when the water in the tubs is replaced with the elven wine Gossamer Red. During Feasting Day, prostitution and drug use, which are merely accepted the rest of the year, are actively encouraged. Priests and followers of the various love gods are frequent participants in Feasting Day, giving the event a sense of ceremony and legitimacy it does not deserve.

The Phantom Caravel

The Phantom Caravel caters to non-guild merchants and independent ship's captains. The second floor of the pub is an open floor holding a few tables, benches and a score of slate boards. The slate boards hold lists

of ship cargo manifests and warehouse inventories; interested parties browse the boards, looking for cargoes they might wish to purchase or proposed trade expeditions they might wish to undertake.

By Parliament decree, the Underwriters' Guild is the only guild authorized to conduct business at the Caravel. Unofficially, many guilds have agents in this pub on a daily basis, recruiting where they can and undercutting those merchants who work in opposition to guild interests.

Foamcaller: The Phantom Caravel has no foamcaller, as they cater to a specific clientele that needs no urging to do business inside. The Caravel does, however, have an enchanted signboard that displays a permanent illusion of a spectral ship eternally buffeted and tossed by churning winter seas.

The Hag's Britches

Selandru Chatmoth (human male Com3/War4, Str 16, Dex 7, Int 12, NE), a grizzled former Driftwatch guardsman with fewer teeth than most people have fingers, is the owner and head bouncer of this rough and tumble pub. The Britches is a popular stop for on and off-duty guardsmen, many of whom count Selandru as a personal friend. Selandru keeps the tavern stocked with strong ale and other, harder alcohol, meat pies and a deservedly-famous beef stew.

Unknown to almost everyone, Selandru is an informant for the Sevens (see Chapter 4), keeping them well informed on Driftwatch activity and acting as an informal recruiting agent.

Foamcaller: Jacob Slicktongue (half-elf male Expl, Wis 8, CG). Jacob, a lanky teen fond of elaborate, foppish garments of silver and gold, is secretly in the employ of Elizabeth (see Chapter 4), acting as an informant on the Sevens' recruiting activities. From a young age, Jacob immersed himself in tales of adventure and derring-do. He craves such recognition and fame for himself and has begun to brag about his spying to his friends. So far no-one has sold him out, but it is only a matter of time.

SAILOR'S SLEEP

'Took 'im to the temple? That's a laugh. Nope, the Cap'n stuck a cannonball in 'is mouth and kicked 'im off t' pier. Took the gold 'e saved n' bought the 'ole crew an ale t' celebrate that miserable bastard's death. A proper funeral, says I.'
Stumpy 'Ol' One Eye' Groat - retired gunnery chief



THE DRIFTDOWNS: PILLARS OF BROKEN DREAMS

The cramped conditions in the Driftdowns do not allow for the luxury of permanent cemeteries. Instead, the deceased are brought to the area known as Sailor's Sleep, where they receive last rites and a burial at sea. No one knows exactly who began the tradition, nor can anyone say with authority why this particular area was chosen, but the practice has continued for several hundred years now and shows no sign of stopping.

Those that make their living on the sea are a superstitious lot, given to seeing portents in every shadow that crosses the sun and hearing curses in every gull's call, so it is no surprise that Sailor's Sleep has earned a dire reputation among sailors, many of whom refuse to set foot in the area. As is usually the case, the rumours are exaggerated, but contain a kernel of truth. The waters around Sailor's Sleep are haunted by swarming schools of sharks and the bloated, waterlogged corpses of the undead, who stalk the piers at night.

Despite the danger, Sailor's Sleep is crowded with apartments, small houses and unaffiliated stores. The residents of Sailor's Sleep are by necessity more religious than their fellow Driftdowners, enough so that several temples thrive in the area.

The Driftwatch maintains a very strong presence here, with two permanent watch stations and double patrols on the piers at all times, supported by a Spellwatch wizard.

Architecture and Layout

The buildings in Sailor's Sleep are similar to those on the Central Piers, though few buildings rise above a second storey. The piers themselves are much smaller in scale than the Central Piers, though still large by the standards of most cities, averaging from 30 to 50 feet in width and rising 20 feet above the water.

Compared to the Central Piers, with their orderly rows of buildings and wide, unobstructed thoroughfares, Sailor's Sleep is a chaotic jumble of haphazardly

arrayed buildings, full of twisting, blind alleyways and rows of buildings that effectively wall off entire sections of the neighbourhood. To facilitate movement, locals have taken to constructing rope bridges between the various piers. Poorly built and slimy from algae, these bridges are precarious at the best of times, requiring a Balance check (DC 5) to cross safely.

Since the residents of Sailor's Sleep have such good reason to fear the dark, there are street lamps spaced every 15 feet, and most houses and stores keep a small supply of lantern oil handy, just in case the lamp lighters are too slow in their duties.

Temple of the Gentle Caress

The Temple of the Gentle Caress is the largest in the Driftdowns, built from the capsized hull of a High Seas mercantile ship (see pg53 of *Seas of Blood*). The Temple owns the entirety of the pier it is built on, Stormhaven's westernmost point and extending just beyond the pillar Vespilus, the pier is just 20 feet wide at its end.

The Temple is home to the Children of the Deep, a church dedicated to the worship of a benevolent sea goddess they refer to as the Blessed Wave. The religion's highest tenet is written above their temple's main entrance; it reads in the flowing script of Aquan "From the sea we have come, to the sea we must return. This is the greatest truth."

Because of their religious beliefs, the Children of the Deep consider it both an honour and their sacred duty to preside over the funeral rites of the deceased of the Driftdowns. Being Havenites, the Children of the Deep are not averse to charging for this service, though piety demands they work on a sliding scale. For the sum of 15 gold pieces, the Children anoint the body in sacred oils, wrap it in fine linen weighted with lead shot and send it to its final rest in an elaborate sunrise ceremony held at the end of the pier. For the comparatively modest sum of 5 gold pieces, the Children will wrap the body and slip it beneath the waves off the side of the pier following a brief prayer. For those unfortunates unable to afford even that, the Children of

The Blessed Wave

One of the varied ocean deities, the Blessed Wave represents the mysteries of marine creatures, as well as the role of the sea as the source of all life. She is depicted as a green-skinned humanoid in flowing robes of algae and coral that hide her lower body, thus making it impossible to discern if she has legs or any other extremities. She is benevolent and caring, concerned more with the life that inhabits the ocean, both below and above, and so she is popular among sailors' prayers.

Alignment: Chaotic Good.

Domains: Animal, Protection, Travel, Water.

Typical Worshippers: Sailors and sea priests, good-aligned marine creatures.

the Deep perform a ceremony once a month, blessing all bodies laid before the temple's front door. Many citizens, unwilling or unable to wait for the monthly ceremony, simply dump bodies into the water from the nearby piers.

There are currently 15 Children of the Deep living in the Temple of the Gentle Caress, 10 human or half-elf followers attending four priests of the Blessed Wave. Known as lay-priests, they are responsible for temple maintenance and protection, so they carry shortspears and may wear leather armour in times of crisis. Their leader is Abbess **Crystiana** (undine female Clr7, Cha 21, Protection, Water, CN), a sea nymph (see *Seas of Blood*). Beautiful, cold and mysterious, Crystiana is as adored, feared and respected as the sea that spawned her.

Recently, the temple has come under heavy pressure from the Brotherhood of the Storm, which seeks to convert or drive off the Children of the Deep and claim the temple and its funeral business, as their own. So far they have not succeeded, though two lay-priests were killed in an ambush last year. In response, Abbess Crystiana has procured a scroll of *summon monster VIII*, with which she intends to summon an elder water elemental to drown all the members of the Stormhaven clan.

Kingfisher Apartments

A nondescript, two storey building containing 25 apartments, Kingfisher Apartments is the personal feeding ground of Captain Skraggle, a vampire of potent ability. **Captain Skraggle** (goblin male vampire Ftr9, CE) is a former pirate captain, cursed with vampirism by a gypsy queen after he and his crew had keelhailed her son. Before the transformation was complete, his crew nailed him into the barrel he used as a makeshift coffin and left him on the docks of Stormhaven. He escaped the barrel quickly, only to find himself a prisoner of a different sort, too paralysed by fear to even consider crossing the open seas. Instead, the cunning vampire immersed himself in Driftdowns' society, and eventually found himself drawn to the dark energies of Sailor's Sleep, where he dominated the landlord and established a makeshift kingdom for himself.

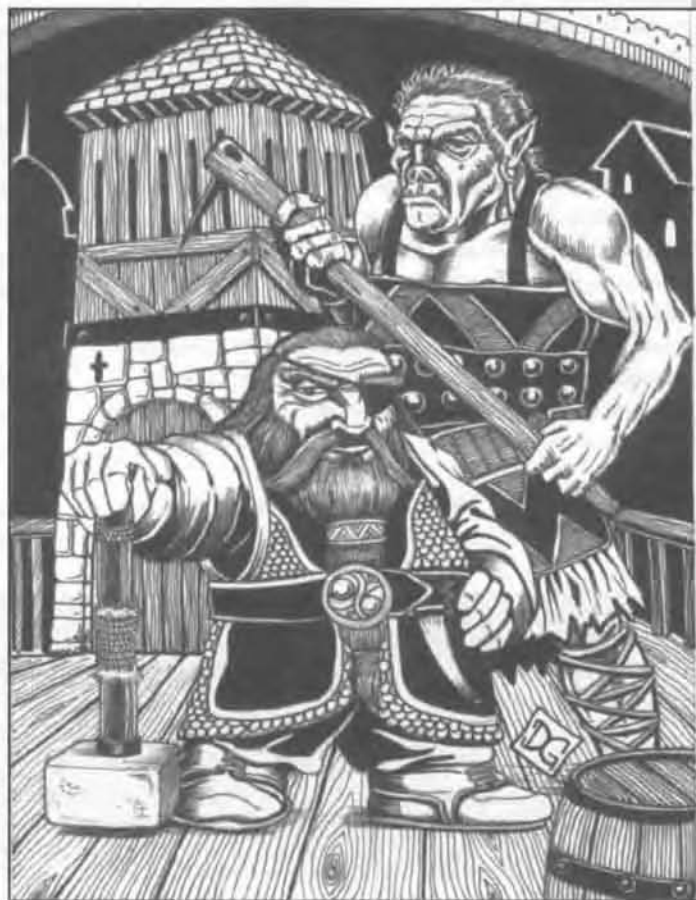
Though he has been a resident of the Driftdowns for almost half a century now, Skraggle still lives in a perpetual state of terror regarding the endless depths of running water that churn beneath his feet, blanching with fear and trembling uncontrollably if he comes within five feet of the edge of a pier.

Skraggle's lair is in the centre of the first floor of the building; none of his apartment's walls are connected with the outside of the building. He is protected at all times by a flesh golem and served by the dominated **Honalessa** (elf female Exp2, Int 14, CE) who functions as his eyes and ears in the daytime.

Queen o' the Sharks

The door frame of this small pub is constructed from a massive pair of shark jaws, the yawning portal still ringed by rows of jagged, dagger-length teeth. The jaws are all that remains of the Red Queen, a half-fiend shark from the Abscess (see Chapter 5) that terrorized the shipping lanes for years until it was slain a decade ago by Artimur Spence, perhaps the greatest shark hunter who ever lived, in a battle that raged a full day and cost him his own life.

The Queen o' the Sharks is owned by the half-orc **Quantious Wellspring** (half-orc male Ftr4/Rng3, Str 19, Wis 14, CG), a former associate of Artimur Spence, now retired to the Driftdowns. Quantious lost a hand in the fearsome battle with the Red Queen and is plagued by frequent nightmares that keep him awake for days at a time. Despite this, Quantious is a gracious, if melancholic host, and his pub is a favourite of



merchant and naval captains alike, who flock to the bar despite the fearsome reputation of Sailor's Sleep.

The Queen o' the Sharks is decorated entirely with memorabilia from Quantious' many adventures with Artimur, including a selection of sahuagin weapons, the stuffed head of a sea lion and a tapestry entirely woven from mermaid hair. The true pride of the pub, aside from the Red Queen's jaw, is the harpoon Fathom, the legendary weapon of Artimur Spence, which hangs in a place of honour above the bar. Fathom is an intelligent weapon, possessed of a wilful spirit and strong wanderlust. At its urging, Quantious has begun to search for a suitable new owner for the harpoon. The powers of Fathom are fully detailed in Chapter 5.

Foamcaller: Duzak Drumhammer (male dwarf Brd5, Cha 17, CG). Duzak has been the foamcaller of the Queen since the day it opened and he has no intention of leaving. His calling routine is a very rhythmic and atonal dirge, sung in time to the beat of a large kettle drum.

The Horned Crown

Tucked away amongst a collection of ramshackle tenements is the Horned Crown, home of Yellow Eye the minotaur, a sage for the common man and budget conscious adventurer. **Yellow Eye** (minotaur male Adp5, Int 15, Knowledge (arcana and religion) +10, LG) is ancient, his back bent, limbs withered with age and his white fur patchy and moth eaten. The minotaur's left eye is a bloodshot, unblinking orb that bulges and rolls in its socket with a strange life of its own, rarely fixing on an object or person for more than a second. Perched atop his massive head is a bronze skullcap, in reality a Helm of Opposite Alignment placed there long ago by intrepid adventurers. Unusually intelligent and introspective by minotaur standards, Yellow Eye is well-respected for his knowledge of all things arcane and the doctrines of countless of religions.

The interior of the Horned Crown is designed with a minotaur's size in mind: tables, chairs and bookshelves

are one-half larger than normal and the window sills so high that even the tallest man must stand on tiptoes to see outside. Yellow Eye keeps every available surface crammed with books, clay tablets and bundles of fragile parchment, the legacy of a century of avid collecting. Among his collection are detailed notes on hundreds of legendary magic items and a detailed encyclopaedia on the strengths and weaknesses of a hundred different extra-planar creatures.

THE DRIFTWOOD KINGDOMS

Refugees, stowaways, dreamers, revolutionaries, the poor, the desperate, the lonely... they all flood the docks of Stormhaven, yearning for a better life. Few ever find it.

Those that do not end up dead inevitably find their way to the Driftwood Kingdoms, a motley, ever-growing fleet of rafts, sailboats, plague ships and freighters that is permanently lashed and anchored to the north-western end of the Driftdowns.

The word that best sums up the Driftwood Kingdoms is desperation. Simply surviving in the Kingdoms requires herculean daily efforts; efforts that few can maintain for long. Life expectancy in the Driftwood Kingdoms, even for those races with lifespans measured in centuries, is just a few scant years. Many succumb to contagious diseases, which thrive in the squalor of the Kingdoms' fleet and are spread from ship to ship by rats and biting flies. Many more are claimed by the horrific violence so common here, falling to the knives of bandits or slavers' shackles. Most, though, are lost to crushing despair, their bodies simply fading away.

To make matters worse, other Driftdowns citizens universally despise the residents of the Driftwood Kingdoms, to say nothing of the utter contempt their Upside neighbours feel for them. Lethal clashes between guildsmen and Kingdom citizens are common. Driftwatch guards always side with guild members in

A Dangerous Acquisition

The pride of Yellow Eye's collection is a recently acquired group of bronze plates, loosely bound with threaded dragon mane and covered with an ancient form of Ignan, the tongue of fire. The plates are the legendary Book of Ten Flames, also known as the Sultan's Bane, an ancient treatise written by the sorceress Ai-Hawa of the Wind that details a ritual capable of causing irrevocable damage to the minarets of the City of Brass. All previous owners of the tome, stretching in an unbroken line back to Ai-Hawa herself, have died violent, fiery deaths within five years of receiving it, a fact that does not bode well for the Driftdowns.

these conflicts and have, more than once, put Kingdom citizens to the sword simply for trying to defend themselves. From time to time, 'pragmatic' Parliament councillors have advocated simply cutting the ropes that bind the Kingdoms to the Driftdowns and pushing them out to sea. So far, nobody has really taken that suggestion seriously.

Because of their many woes, the residents of the Driftwood Kingdoms gather in close-knit communities, clinging to, and celebrating, their blood, religious and racial ties. Only in these groups do the residents of the Driftwood Kingdoms find any joy.

Architecture and Layout

The countless ships that make up the Driftwood Kingdoms fan out in a wide half circle centred on the northwest corner of the Central Piers, with the outermost ships anchored just beyond the pillar Vespius. Most people consider the piers nearest to and surrounded by the fleet to be also part of the Kingdoms.

The ships that comprise the Driftwood Kingdoms' fleet are of every sort and every state of repair imaginable, ranging from driftwood rafts lashed together with hemp rope to war galleys still flying tattered battle flags. The ships are connected to one another, and to the Driftdowns, with endless miles of rope, straps, pulleys and chains looped around every available surface. There are very few permanent structures on the piers in the Kingdoms, mostly broken down taverns catering to the worst kind of scum.

Travel through the Kingdoms is accomplished one of two ways: by small boat, running the risk of becoming entangled in the web of anchor lines; or by hopping from deck to deck across the Kingdoms' fleet. Residents are used to their homes playing the part of streets and rarely take notice of it.

University of the White Wave

Revolutions do not begin in the mansions of the privileged, but are birthed in the hearts of intellectuals and championed by the poor. So it was only inevitable that the University of the White Wave should come to exist in the Driftwood Kingdoms.

The University, though not nearly so grand as its name might suggest, is an impressive sight. Two Orca trading ships (*Seas of Blood*, page 53) lashed literally side by side have their masts festooned with dozens of flowing banners in a riot of colours. Unlike the majority of vessels in the Kingdoms, these two appear

perfectly seaworthy in every respect, down to the matching mermaid figureheads that adorn their prows and the names *Queen's Champion* and *White Wave* freshly painted on the aft castles. Entrance to the interior of either ship is through bright red-stained hatches, kept unlocked during daylight hours but closed at night with a masterwork padlock.

The inside of each ship is heavily modified from its original form. Most noticeably, the hull has been removed where the two ships meet, leaving a yawning portal divided by a hanging curtain fashioned from canvas tarp. The hold of the *Queen's Champion* is sectioned into three small rooms using poorly constructed wooden walls. Each small room is crammed full with two long benches, an ink-stained podium and a padlocked iron chest filled with parchment, ink and quills. Conversely, the *White Wave* has been entirely hollowed out, its hold filled with cots and hammocks dangling from its support beams.

The founder and sole professor of the University of the White Wave is **Cathlan** (human male Ari3/Exp2, Int 15, Cha 18, CN), a retired merchant captain with a murky past and an uncertain grasp on sanity. The tall, spindly and cadaverously pale Cathlan is an awkward, overeager speaker who often stumbles over words and switches thoughts in midsentence. Despite this, there is something about his voice, some hidden timbre or turn of phrase that commands attention and forces entire rooms to stop and listen, straining to catch every word. Cathlan does not so much teach as preach to his students on subjects as diverse as geometry, philosophy, religion and medicine. Cathlan has a deeply entrenched hatred of authority, both political and religious, that colours every aspect of his teachings.

The seventeen students who attend White Wave live and breathe Cathlan's teachings, idolizing him almost to the point of worship. All but one were born in the Driftwood Kingdoms and know no other life; the last, Eliadoc, is the runaway daughter of a prominent member of the Moneychangers' Guild.

Hidden behind a false wall at the back of the *Queen's Champion* is the University's one great treasure, the Maleficus Arcanum. A device the size of a kitchen table made of riveted black iron, trimmed with brass and covered with twisted faces and infernal runes that dimly glow red, the Maleficus Arcanum is a magical printing press, the first and only of its kind.

The Maleficus Arcanum is a major artefact, the least of its abilities allows it to perform the work of a hundred



scribes in an hour and it has many other powers. Cathlan knows nothing of these other abilities, using the Arcanum only to churn out incendiary pamphlets lampooning Stormhaven's government. Cathlan received the Arcanum from an archdevil in exchange for a favour to be collected later. After thirty years, the archdevil still holds a blank cheque on Cathlan's soul.

Kraken's Nest

Anchored to a dozen other ships by an assortment of ropes and chains embedded in its hull at various points, the Kraken's Nest is the shell of a Fleur class cargo ship (*Seas of Blood*, page 52), now claimed as the nest of a school of ten ravenous weresharks, led by the ferocious lycanthrope **Turlock** (see Chapter 4).

The Kraken's Nest is a rotting, barely seaworthy hulk, with a splintered stump where the main mast should be and a cracked and sagging rudder hanging low in the water. The deck is heavily stained by large splashes of what is clearly dried blood, though some obvious effort has been made to remove the stains. The ship's cargo hatch is locked from the inside, with a crude, though very strong lock. The air around the Kraken's Nest is heavy with the stench of sea rot and putrid fish.

The inside of the cargo hold is lightless, warm and moist as an animal's mouth, foul air clinging like oil to skin and clothes. Piles of rags that serve as nests/beds are heaped in the hold's aft and most days there are pieces of gnawed and splintered bones scattered about. What few possessions the weresharks have are stowed in a barrel they have pushed into a dark corner.

Turlock is the secret, undisputed master of the Driftwood Kingdoms and has been for nearly two decades. He and his henchmen terrorize its residents almost every night, boiling out of their den to slice through the black waters and seize the unsuspecting off their rafts. Under the light of the full moon, the school is especially bold and will brazenly pull entire ships under the sea, using their immense strength to rip the vessel cleanly from its moorings.

The Black Spot

One would be hard pressed to find a more disreputable bar in the entire world. Named for that legendary curse of sailors (see Chapter 5), the Black Spot is dimly lit, smoky, cramped, filled with swarms of bloated flies and serves only watered-down ale and grey, tasteless food. The reek of rancid tobacco, blood, sweat, spoiled ale and vomit impregnates every corner, and the only

thing worse than the Black Spot's atmosphere is its staff. Led by barkeep **Ochre Manslayer** (orc male War1, Str 19, CN), the staff are greasy, foul in both words and breath and surly at the best of times, quick to take offence and handy with the knives they always carry.

Despite all this, the Black Spot is among the most trafficked pubs in the Driftdowns, the watering hole of choice for the worst of Stormhaven society. Slavers, smugglers and other assorted cutthroats use the Black Spot as neutral ground, hunkering down in the bar's dimly lit corners, surrounded by rings of hired thugs, to hold whispered meetings and divvy up territory.

Whenever possible, the Driftwatch pays for one or more undercover informants in the Black Spot. On occasion, they will also hire mercenaries to start brawls within the tavern, with undercover officers using the resulting chaos as cover for quick assassinations of troublesome criminals.

Foamcaller: Opal Durlang (human female Rog1, CN). With her long black hair, olive skin and tight leather outfit, Opal cuts a striking figure. Under the employ of several criminal groups including the Sevens, Opal fills her routine with double speak, hidden phrases and code words, passing on secret messages from, and to, her employers.

Maggot's

Bloated, with pale skin mottled by acne, a shock of greasy brown hair and a mouthful of rotting teeth, Maggot (human male Com1, CN) is, as his name suggests, a thoroughly unpleasant creature whose entire existence is spent rooting around in other people's refuse. His shop, including his bedroom on the second floor, is heaped floor to ceiling with discarded toys, broken wagon wheels, rusting sword hilts, threadbare tapestries and any other sort of junk you can name. His customers are the destitute of Stormhaven, those so stricken by poverty that the simple act of buying a clay pot, even one cracked and pitted with age, is a major event.

Occasionally, Maggot finds something of real value, like a dropped potion or a forgotten necklace. When he does, he secretes it away under his bed until the last day of summer, when he auctions off the accumulated valuables in a private, invitation-only auction that has, in the past, been attended by such luminaries as Gretchen VanFleet.



THE UNDERDOCKS

'The Underdocks by night? Nay, I'll not be risking that.'

Horst the Fearless - Adventurer for hire

Between the murky waves and the bustling piers is the Underdocks, a maze of pipes and pylons encrusted with barnacles, shrouded in perpetual twilight. A first visit to the Underdocks can be unnerving, particularly for those who have grown accustomed to the constant noise and activity of the Driftdowns. By contrast, the Underdocks are quiet, the only sounds coming from the gentle slap of waves, the slow drip of water and echoing, muted footsteps from above.

Few honest citizens dare stay in the Underdocks for long, as the stench from the filthy water can be overwhelming and sharks, thieves and undead below Sailor's Sleep lurk amongst the piers. Only Stormhaven's famed gondoliers travel the Underdocks regularly and even they go heavily armed.

Architecture and Layout

The Underdocks spread beneath the whole of the Driftdowns, encompassing the area between the Dockyards and Sailor's Sleep. Getting down to the level of the Underdocks is easy, as there are hundreds of ladders, knotted ropes and nets stretching down from the piers. Gondoliers congregate near these areas.

The Underdocks are crowded with a forest of pylons, as well as the odd 'basement' attached to a dock level building. Headroom is rarely a problem in the Underdocks; in most areas, the piers are 20 to 30 feet overhead, rising to almost 50 feet beneath the Central Piers.

Makeshift shelters are scattered about the Underdocks, most being nothing more than a hammock strung between two pylons or an anchored raft. The only permanent structure considered a part of the Underdocks is the massive and intricate Wellspring Purifier beneath the Central Piers.

Visibility in the Underdocks is always poor. Only during the first minutes of sunrise and the last minutes of sunset is the area even touched by the rays of the sun. At all other times, it is as black as pitch.

The Wellspring Purifier

Squatting beneath the Central Piers is an organ of brass and iron suspended a hand's breadth above the sea, cradled by a thicket of tubes that thrust into the water and spiral up and around pylons, stretching like veins across the whole of the Underdocks. Throbbing like a heart, its brass casing bulges in time to the wheeze of bellows that force water and air through its tubes in great gulps. This is the Wellspring Purifier, the source of fresh water in the Driftdowns.

Created in a concerted effort by Illias Seawillow and Palanas Rockhammer, the Purifier is a potent magical device powered by two elder water and air elementals. The chained air elemental powers the machine's great bellows, forcing water up the pipes and through the body of the water elemental, where it is purified and sent jetting through the pipes to all corners of the Driftdowns.



SAILORS, SOLDIERS AND SCOUNDRELS

Gretchen VanFleet

'Yes, Ambassador; I am well aware of the political ramifications of what I have just done. That's what makes it so funny.'

Gretchen was a young girl when the VanFleet pirates were defeated and forced into slavery. She spent ten long years with the work crews who built the first of the Driftdowns' piers and maintaining the Great Lift, gaining a love for that rough place that endures even now. It was during this time that her sorcerous powers manifested and she found herself blessed with a knack for predicting the weather and the power to raise phantom mists from the sea. These abilities had not been seen among the VanFleets for centuries, so word of her powers spread quickly, coming at last to the attention of Illias Seawillow. She charmed the elf with her keen mind, athletic grace and combination of ferocious temper and whimsical humour. Against the counsel of Palanas and others, she became Illias' chief apprentice and, within a space of just five years, his wife.

Gretchen soon reached the limit of her sorcerous abilities, but showed a talent for the more structured methods of the wizard, memorizing complex arcane formulae with ease. She joined Illias on many of his adventures, travelling across the planes and to every corner of the world. As years passed Gretchen and Illias grew closer, eventually falling in love and marrying, much to the objection of both of their families. When Illias vanished, Gretchen inherited the Black Crown and the mantle of the most powerful wizard in Stormhaven.

Her life prolonged by undisclosed magical means, Gretchen has changed little despite the centuries, looking much as she always did, a deeply tanned woman with short black hair and a compact, athletic body. She wears several earrings in her right ear, which was common among VanFleet pirates in her youth, and her right arm is covered in tattoos, another family tradition long abandoned. She wears her *robe of eyes* everywhere she goes, a gift from her late husband.

Gretchen possesses a mercurial temper and is prone to flights of whimsy. She delights in the antics of children, can listen to the drunken ramblings of sailors for hours at a time and collapses in helpless gales of laughter after a successful practical joke, even if she is the victim. At the same time, she can be petty and spiteful and will lash out, sometimes violently, at anyone she feels is insulting her. Gretchen resents any authority other than her own and is a constant thorn in the side of Stormhaven's government and nobility. She is estranged from her own family and has no use for the Seawillows, with the exception of Senevessa, whom she loves as a sister.

Gretchen relishes using her magic and is especially fond of enchantments and elemental effects. The spells listed below are her normal daily complement; when preparing for a battle she memorizes as many destructive fire and water spells as possible, as well as a considerable amount of summoning spells.



Gretchen VanFleet, human female Sor2/Wiz18; CR 20; Size M; HD 2d4 + 18d4; HP 56; Init +1; Spd Walk 30 ft.; AC 12 (Dex +2); Atk +10/+5 dagger (dagger 1d4); SA spells; SQ familiar; AL CN; SV Fort +6, Ref +8, Will +17; Str 11, Dex 15, Con 11, Int 26, Wis 16, Cha 18.

Skills and Feats: Alchemy +31, Balance +5, Bluff +9, Climb +3, Concentration +23, Gather Information +7, Innuendo +5, Knowledge (arcana) +31, Knowledge (geography) +8, Knowledge (seamanship) +19, Listen +4, Profession (boater) +14, Profession (sailor) +10, Scry +28, Spellcraft +31, Tumble +3, Use Rope +5; Brew Potion, Craft Wondrous Item, Empower Spell, Energy Preservation*, Enlarge Spell, Extend Spell, Forge Ring, Maximize Spell, Quicken Spell, Silent Spell, Spell Focus (evocation), Scribe Scroll.

Spells Known (Sorcerer): (6/5; Base DC = 14 + spell level) 0- Ray of Frost, Ghost Sound, Read Magic, Detect Magic, Prestidigitation; 1st- Obscuring Mist, Predict Weather.

Spellbook (Wizard): Gretchen has access to all spells in *Core Rulebook I*, plus all arcane spells in *Seas of Blood*, as well as several spells of her own creation.

Spells Prepared (Wizard): (4/6/6/6/6/5/5/4/4/2; Base DC = 18 + spell level) 0 level - *dancing lights, flare, ghost sound, prestidigitation*; 1st level - *animate rope, charm person (x2), mage armour, sleep (x2)*; 2nd level - *fog cloud, glitterdust, hypnotic pattern, resist elements, scare, water spark**; 3rd level - *dispel magic, fly, hold person, sleet storm, suggestion, wind wall*; 4th level - *ice storm, minor globe of invulnerability, solid fog, VanFleet's watery servant**, *wall of ice*; 5th level - *dominate person, feeblemind (x2), prying eyes, sending, telekinesis*; 6th level - *chain lightning, control water, control weather, greater dispelling, legend lore*; 7th level - *forcecage, instant summons, power word stun, spell turning*; 8th level - *irresistible dance, mass charm, polymorph any object (x2)*; 9th level - *foresight, time stop*.

Possessions: *Ring of elemental command* (water), *headband of intellect +4* (already accounted for above), *pearl of the sirines*, *robe of eyes*, *octopus gauntlet*.

'Illias' Albatross familiar: HD 20; hp 28; AC 21; SQ SR 25, Improved Evasion, can deliver touch attacks, speak with master, speak with animals of its type, Int 15.

Benefits: Grants Alertness feat, shares spells, empathic link, Gretchen can Scry on Illias 1/day.

Ambassador Flame

'Yes. At least, I think that's what the ambassador said. Why? Have I said something wrong again?'

Ambassador Flame is an enigma, both to the people of Stormhaven and the members of his own tribe, the Crippled Bone. He arrived in Stormhaven shortly after his tribe signed a free trade agreement with the city, proclaiming himself a goodwill ambassador. Upon arrival he emptied a chest full of silver bars to bribe several councillors into granting him possession of an embassy. Since that time he has negotiated a few minor trade contracts, bribed his way into various balls and banquets and generally accomplished nothing of real value. As a result, nobles, ambassadors and councillors of Upside do not take him seriously, regarding Flame as a child playing at dress up. He amuses them, so he is allowed to stay.



In reality, Ambassador Flame only plays the fool. He is a consummate master of double speak, innuendo and subtle wordplay. His devious mind, a blessing of his devilish heritage, spins wheels within wheels of intrigues, all set towards a single goal: bringing war to Stormhaven. Everything Flame does serves this end, every 'misspoken' word, every bribe, every lie building on the one before, spinning an inescapable web. He does it purely because it tickles his devilish fancies.

Ambassador Flame appears as an average member of his race, the only clue to his infernal heritage is his dull crimson fur. Flame dresses the part of the noble savage, carefully mixing primitive jewellery and hides with the latest in noble fashions.

Ambassador Flame, Half-fiend gnoll male Exp4/Sor4: CR 8; Size L outsider; HD 2d8 + 4d6 + 4d4 + 20; HP 53; Init +2; Spd Walk 30 ft.; AC 13 (-1 size, +2 Dex, +2 natural); Atk Dagger +7 (dagger 1d4+4); SA Spells, Darkness 3/day, Desecrate 1/day, Poison 3/day, Unholy Blight; SQ Darkvision 60 ft., immunity to poison, resistance 20 (acid, cold, electricity, fire); AL LE; Fort +6, Ref +3, Will +6; Str 19, Dex 14, Con 15, Int 15, Wis 11, Cha 16.
Skills and Feats: Bluff +6, Concentration +7, Decipher Script +4, Diplomacy +4, Forgery +5, Gather Information +4, Innuendo +4, Intimidate +4, Knowledge (arcana) +8, Listen +6, Read Lips +3, Sense Motive +2, Spot +4; Endurance, Power Attack, Still Spell, Silent Spell.

Spells Known: (6/7/4; Base DC = 13 + spell level) 0 level - *dancing lights, daze, detect magic, flare, mage hand, read magic*; 1st level - *burning hands, cause fear, spider climb*; 2nd level - *summon swarm*.

Possessions: *Necklace of fireballs type I, dagger.*

Stormroarer Kromodus Stormhaven

Kromodus is the founder and head priest of the Order, driven to spread the truth of his religion to every corner of Stormhaven. A true fanatic, Kromodus is unshakeable in his beliefs and has even convinced himself that the sea speaks to him in his dreams.

Kromodus is young, just 234 years old, and cruelly handsome, with precisely plucked eyebrows, a full blue/black beard and sharp cheekbones. His left leg is gone replaced by an ivory peg-leg. Kromodus dresses in the loose, formal robes of his order at all times. When preparing for battle, he simply places his half plate over his robes.



Kromodus passionately hates his father Dragnar and continuously plots to kill him and assume his place at the head of the clan. Fear of retribution from his father's elven allies, the Seawillows, has so far stayed his hand. His relationships with his other siblings, particularly his brother Gleely, are not much better.

Kromodus carries his greatest treasure, a deep azure *orb of storms*, at all times. When he is nervous, or when delivering a thundering sermon to his followers, he clenches it tightly in his right fist.

Kromodus Stormhaven, male dwarf Ari5: CR 5; Size M; HD 5d8+8; HP 35; Init -1; AC 16 (-1 Dex, half plate); Atk mace +4 (mace 1d8+1); SQ Darkvision 60 ft.; AL LN; SV Fort +3, Ref +0, Will +7; Str 13, Dex 8, Con 15, Int 13, Wis 13, Cha 17.

Skills and Feats: Diplomacy +10, Intimidate +10, Knowledge (religion) +9, Listen +3, Perform +6, Ride +6, Sense Motive +3, Spot +9; Alertness, Confirmed Cynic, Iron Will.

Possessions: *Mace, half plate, orb of storms.*

Turlock

Turlock is a shark, born in human form, a relentless killer who lives only for the hunt. Born long ago to parents he no longer remembers, Turlock fled to the sea at an early age and has never left. He used to be a pirate for a while, but then fled to the depths after slaying his entire crew. Eventually he found his way to Stormhaven and settled in the Driftwood Kingdoms, a wolf among the sheep.

Turlock is a bully and a braggart, addicted to the scent of fear and given to blind, killing rages that leave him quivering on the floor. When he is hungry (which is always) he salivates uncontrollably and bites his tongue hard enough to draw blood. In human form, Turlock is nearly seven feet tall, grossly fat and dressed only in torn, patched breeches and an open canvas vest. In hybrid form, he stands as tall as an ogre, a primitive shark with rippling muscles and rows of dagger-length teeth.

Turlock, lycanthrope human male Brb9; CR 9; Size M/H (shapechanger); HD 9d12+18 (+36); HP 85 (103 in hybrid or animal form); Spd 40ft or swim 60ft; AC 14 (+2 Dex, +2 natural) or 19 in hybrid or animal form (-2 size, +4 Dex, +7 natural); Atk Great axe +15/+10 (great axe 1d12+6) / Bite +18, 2 claws +16 or great axe +19/+14 (bite 2d6+10, great axe 1d12+11, claws 1d6+10); SA Rage 3/day, curse of lycanthropy, improved grab as hybrid or animal; SQ Uncanny dodge (no flanking), shark empathy; DR 15/silver, keen scent as hybrid or animal; AL CE; Fort +10, Ref +7, Will +5, or Fort +12, Ref +9, Will +5 as hybrid or animal; Str 20, Dex 15, Con 15, Int 10, Wis 14, Cha 15 or Str 30, Dex 19, Con 19 in hybrid or animal form.

Skills and Feats: Intimidation +15, Swim +17, Listen +18 (+22 as hybrid), Wilderness Lore +14, Intuit Direction +6, Climb +13 (+18 as hybrid), Search +6 (+10 as hybrid), Spot +6 (+10 as hybrid); Cleave, Great Cleave, Power Attack, Combat Reflexes, Track; Multiattack as hybrid.

Possessions: *mighty cleaving great axe +1.*

Voice of the People

The Voice of the People is a rabble-rousing bard who hides his face behind a mask. He takes great joy in inciting crowds to violence, regardless of the consequences, simply for his own entertainment. The Voice of the People is skilled at recognizing the fears and hidden prejudices of his public and, though the guild government is his most frequent target, he will quite willingly incite racial or religious violence if that is more easily accomplished. Despite the best efforts of the government and in spite of his own monstrous



behaviour, the Voice of the People has become a great hero to the common man, an irony he finds hilarious.

The Voice of the People dresses flamboyantly, never appearing in the same costume twice. He wears a different mask to each performance, usually a grotesque caricature of a popular political figure. No one knows the Voice of the People's identity, even efforts to read his mind fail, due to the interference of magic items. Likewise, all efforts to capture him have failed, as he can slip through crowds like a ghost.

Voice of the People, human male Brd14; CR 14; Size M; HD 14d6; HP 50; Init +8; AC (+4 Dex,); Atk rapier +17/+12 (rapier 1d6+2); SA Spells, bardic music 14/day; bardic knowledge +17; AL CN; SV Fort +4, Ref +13, Will +12; Str 10, Dex 18, Con 10, Int 17, Wis 13, Cha 22.

Skills and Feats: Balance +18, Bluff +20, Climb +5, Disguise +20, Escape Artist +16, Gather Information +23, Hide +16, Move Silently +18, Perform +23, Sense Motive +15, Tumble +15; Confirmed Cynic, Iron Will, Skill Focus: Perform, Skill Focus: Gather Information, Weapon Finesse (rapier), Weapon Focus (rapier).

Spells Known: (4/5/5/4/4/2; Base DC = 16 + spell level) 0 level - *daze, detect magic, flare, ghost sound,*

prestidigitation, read magic; 1st level - charm person, expeditious retreat, hypnotism, ventriloquism; 2nd level - cat's grace, detect thoughts, misdirection, undetectable alignment; 3rd level - clairaudience, dispel magic, keen edge, scrying; 4th level - dimension door, modify memory, rainbow pattern, shout; 5th level - mind fog, mislead, persistent image.

Possessions: +2 keen rapier, hat of disguise, amulet of proof against detection and location.

ORGANISATIONS

The Driftwatch

'Help you? Why?'

Watch Leader Mabijs Freeman

A Driftwatch patrol consists of four watchmen led by a Watch leader. Watch leaders are under the command of a Watch sergeant, who oversees four Driftwatch patrols and reports in turn to one of ten Watch captains. Each of the Watch captains command six Watch sergeants and answers directly to one of the Parliament councillors, who rarely have anything but their own interests at heart.

The patrols are hardened fighting units, well-trained in skirmish tactics. They approach potential conflicts with weapons at the ready, but prefer to simply intimidate troublemakers into surrendering. If a fight appears imminent, they attack to subdue first, grappling if possible, but resorting to lethal force if suspects offer more than half-hearted resistance.

Membership: The Driftwatch does not discriminate along either racial or gender lines, including humans, dwarves, elves, gnomes, halflings, half and full blood orcs in its ranks. For simplicity's sake, the statistics provided below are for human watchmen, but watch members from other races are identically equipped.

Watchman, human War2; CR 1; Size M; HD 2d8; HP 13; Init +0; AC 13 (leather armour, buckler); Atk +3 short sword or +2 light crossbow (short sword d6+1, light crossbow 1d8); AL N; SV Fort +3, Ref +0, Will +0; Str 12, Dex 11, Con 10, Int 10, Wis 10, Cha 10.

Skills and Feats: Intimidate +5, Listen +4, Spot +4, Swim -2; Alertness, Confirmed Cynic.

Possessions: Leather armour, buckler, short sword, light crossbow, 10 bolts, shackles.

Watch Leader, human War2/Exp2; CR 3; Size M; HD 2d8+2d6; HP 20; Init +1; AC 14 (+1 Dex, leather armour, buckler); Atk short sword +5 or light crossbow +4 (short sword 1d6+1, light crossbow 1d8); SA none; SQ none; AL N; SV Fort +3, Ref +1, Will +3; Str 12,

Dex 12, Con 11, Int 11, Wis 10, Cha 10.

Skills and Feats: Gather Information +5, Intimidate +6, Listen +4, Sense Motive +6, Spot +5, Swim +3; Alertness, Confirmed Cynic, Weapon Focus (short sword).

Possessions: Leather armour, buckler, short sword, light crossbow, 10 bolts, horn, shackles.

Watch Sergeant, human War3/Exp2; CR 4; Size M; HD 3d8+2d6; HP 22; AC 14 (+1 Dex, leather armour, buckler); Atk short sword +6 or light crossbow +5 (short sword 1d6+1, light crossbow 1d8); SA none; SQ none; AL N; SV Fort +3, Ref +2, Will +4; Str 12, Dex 12, Con 11, Int 12, Wis 10, Cha 11.

Skills and Feats: Gather Information +8, Intimidate +8, Jump +4, Listen +6, Sense Motive +6, Spot +5, Swim +6; Alertness, Confirmed Cynic, Weapon Focus (short sword).

Possessions: Leather armour, buckler, short sword, light crossbow, 10 bolts, horn, shackles, tanglefoot bag.

Driftwatch Officer Elizabeth Luvria

You do not cross the Sevens, everyone knows that, or at least, everyone but Elizabeth. When she joined the Driftwatch she was naive, honest and ambitious. Two years later, she stumbled across a Sevens' hideout. The rest of her patrol cautioned against reporting what she had seen but, eager for advancement, she went to her Watch sergeant who, in service to the Sevens, listened politely, slit her throat and dumped her body in the sea. But Elizabeth did not die.

Or perhaps she did. Elizabeth doesn't know or care. She awoke on the docks, completely healed, her face and body somehow changed, unrecognisable even to herself. Fleeing the city, Elizabeth went underground, working as a crimelord's bodyguard and a pit fighter, honing her skills to a razor's edge. A year ago, she returned to Stormhaven and rejoined the watch under an assumed name, determined to infiltrate and destroy the Sevens. To date, Elizabeth has ferreted out and slain nearly two dozen low-level Sevens agents, but has not uncovered any of the organization's power players.

Sleek and well-muscled, with delicate features, luxurious raven hair and a liquid, graceful saunter, Elizabeth is beautiful, in the feral manner of a panther. Her smile, however, is a lioness' snarl and her emerald eyes are cold and lifeless. On duty, Elizabeth is dressed as a typical member of the Driftwatch. Off duty, she favours loose, unrestrictive clothing in dark blues and blacks. She carries her short sword, Silencer, at all times, its unremarkable design being indistinguishable from standard watch issue.



Elizabeth Luvria, human War2/Rog1/Ftr4; CR 7; Size M; HD 2d8 + 1d6 + 4d10 + 14; HP 59; Init +7; AC 16 (+3 Dex, leather armour, buckler); Atk +11/+6 short sword or +9/+4 light crossbow (short sword 1d6+5 critical 17-20/x2, light crossbow 1d8); SA sneak attack +1d6; AL CG; SV Fort +9, Ref +6, Will +3; Str 14, Dex 16, Con 15, Int 12, Wis 14, Cha 12.

Skills and Feats: Gather Information +4, Hide +8, Intimidate +6, Listen +7, Move Silently +8, Search +4, Spot +5, Swim +3; Alertness, Improved Initiative, Iron Will, Power Attack, Weapon Finesse (short sword), Weapon Focus (short sword), Weapon Specialization (short sword).

Possessions: +1keen short sword, leather, buckler, light crossbow, 20 bolts.

The Staircase Guard

The Staircase Guard operates in five man patrols, with four guardsmen under the command of a guard leader. Guard leaders report to guard sergeants, each of whom directs four patrols. Guard sergeants receive their orders directly from Captain Magdalena Romoff, who answers only to the Guild Parliament. The guard's elite skirmishers and Spellwatch wizards answer only to Romoff, as does the leader of the griffon riders, Hanan Al'Sharif.

Guardsmen are trained to show polite restraint when dealing with Upsiders, but show no such inclinations with anyone else. Staircase patrols arrive on scene with crossbows at the ready and are quick to draw their swords if nobles are threatened.

Skirmishers and Spellwatch wizards are used to support guard patrols when strong opposition is expected, such as when drunken adventurers go on a rampage.

Skirmishers are trained to neutralize spellcasters first, using sneak attacks with either sap or short sword. If possible, Spellwatch wizards cast *mage armour* and *protection from arrows* before arriving at a battle. Once on the site, they prefer *sleep* and *web* over direct damage spells, but will not hesitate to use *magic missile* if the situation demands it.

Membership: The Staircase Guard traditionally accepts only humans, dwarves and elves of both genders. For simplicity's sake, the following statistics are for human guardsmen.

Guardsman, human Exp1/Ftr1; CR 1; Size M; HD 1d6 + 1d10; HP 13; Init +1; AC 16 (+1 Dex, scale mail, buckler); Atk +3 short sword or +2 light crossbow (short sword 1d6+1, light crossbow 1d8); AL LN; SV Fort +2, Ref +1, Will +2; Str 12, Dex 12, Con 10, Int 10, Wis 10, Cha 10.

Skills and Feats: Bluff +4, Climb -1, Diplomacy +4, Gather Information +4, Intimidate +4, Listen +4, Search +4, Spot +4; Point Blank Shot, Rapid Shot, Weapon Focus (short sword).

Possessions: Scale mail, buckler, short sword, light crossbow, 10 bolts.

Guard Sergeant, human Exp2/Ftr2; CR 3; Size M; HD 2d6 + 2d10; HP 23; Init +5; AC 16 (+1 Dex, scale mail, buckler); Atk +5 short sword or +4 light crossbow (short sword 1d6+1, light crossbow 1d8); AL LN; SV Fort +3, Ref +1, Will +3; Str 12, Dex 13, Con 10, Int 12, Wis 10, Cha 10.

Skills and Feats: Bluff +5, Climb +3, Diplomacy +5, Gather Information +5, Intimidate +5, Jump +3, Listen +5, Search +5, Speak Languages +2 (dwarf, elf), Spot +6; Improved Initiative, Point Blank Shot, Precise Shot, Rapid Shot, Weapon Focus (short sword).

Possessions: Scale mail, buckler, short sword, light crossbow, 10 bolts, horn.

Skirmisher, human Rog3; CR 3; Size M; HD 3d6; HP 12; Init +6; AC 14 (+2 Dex, leather); Atk +4 short sword or +4 light crossbow (short sword 1d6, light crossbow 1d8); SA Sneak Attack +1d6; SQ Evasion, Uncanny Dodge; AL LN; SV Fort +1, Ref +5, Will +1; Str 10, Dex 15, Con 10, Int 12, Wis 10, Cha 10.

Skills and Feats: Balance +8, Bluff +6, Climb +6, Disable Device +7, Disguise +6, Hide +8, Listen +6, Search +7, Spot +6, Tumble +8; Combat Reflexes, Improved Initiative, Weapon Finesse (short sword).

Possessions: Leather armour, short sword, light crossbow, 10 bolts.

Spellwatch Wizard, human Wiz4; CR 4; Size M; HD 4d4; HP 11; Init +1; AC 12 (+1 Dex, +1 bracers of armour); Atk +2 dagger (dagger 1d4); SA spells; SQ familiar; AL LN; SV Fort +1, Ref +2, Will +4; Str 10, Dex 12, Con 10, Int 16, Wis 10, Cha 10.

Skills and Feats: Concentration +7, Knowledge (arcana) +10, Scry +10, Search +8, Speak Language (dwarf, elf, gnome, halfling, orc) +4, Spellcraft +10, Spot +5; Brew Potion, Combat Casting, Scribe Scroll, Spell Focus (enchantment).

Spells Prepared: Base DC = 13 + spell level. 0 level - *daze*, *detect magic* (x2), *detect poison*; 1st level - *mage armour*, *magic missile* (x2), *sleep*; 2nd level - *bull's strength*, *protection from arrows*, *web*.

Possessions: +1 bracers of armour, dagger, *sleep* scroll (x2), *dispel magic* scroll, wand of *ray of enfeeblement*, hawk familiar.

Griffon Rider, human Rng5; CR 5; Size M; HD 5d10+5; HP 43; Init +2; AC 16 (+2 Dex, *studded leather* +1); Atk +6 heavy lance or +7 longsword or +7

composite longbow (lance 1d8+1, longsword 1d8+1, composite longbow 1d8+1); SA spells; SQ favoured enemy (orc); AL CG; SV Fort +5, Ref +3, Will +3; Str 12, Dex 15, Con 12, Int 10, Wis 14, Cha 12.

Skills and Feats: Concentration +9, Handle Animal +9, Ride +12, Spot +10, Wilderness Lore +10; Ambidexterity, Mounted Archery, Mounted Combat, Point Blank Shot, Tracking, Two Weapon Fighting.

Spells Prepared: (-1; Base DC = 12 + spell level) 1-*magic fang*.

Possessions: Mighty masterwork composite longbow, masterwork longsword, +1 *studded leather*, *eyes of the eagle*, 5 +1 arrows, 15 arrows, 1 potion of *cat's grace*.

Griffon Captain Hanan Al'Sharif

Hanan has been the Griffon Guard's captain since the unit's inception, and has gained a citywide reputation as a gifted leader and a warrior of ruthless skill. Hanan raises each of his unit's griffons personally and shows an almost supernatural affinity for the beasts. He spends weeks at a time roosting with his griffons, shunning outside contact entirely during that time.

Hanan does not speak often. He lost the tip of his tongue and most of his teeth in a duel two centuries ago and refuses, as a matter of honour, to have the damage repaired. Despite this impediment he has many friends, among them his friendly rivals Gleely Stormhaven and Etrian Starkmore. He is also involved in a deep romantic relationship with Senevessa Seawillow that has lasted for over a century.

Hanan Al'Sharif, elf male Rng13; CR 13; Size medium humanoid; HD 13d10+26; HP 129; Init +10; AC 20 (+6 Dex, +2 *studded leather*); Atk +19/+14/+9 spiked gauntlet and +18/+13 punching dagger or +19/+14/+9 composite longbow (gauntlet 1d4+3, punching dagger 1d4 or 1d8+1 composite longbow); SA spells; SQ elf racial abilities, favoured enemy (human, aberration, beast); AL CG; SV Fort +10, Ref +10, Will +6; Str 13, Dex 23, Con 14, Int 12, Wis 14, Cha 16.

Skills and Feats: Animal Empathy +15, Intuit Direction +11, Jump +11, Listen +14, Ride +17, Spot +16, Wilderness Lore +18; Ambidexterity, Improved Initiative, Improved Two Weapon Fighting, Mounted Combat, Tracking, Two Weapon Fighting, Weapon Finesse (spiked gauntlet), Weapon Finesse (punch dagger).

Spells Prepared: (2/2/1; Base DC = 12 + spell level) 1st level - *read magic* (x2); 2nd level - *protection from elements*, *sleep*; 3rd level - *greater magic fang*.

Possessions: +2 mighty composite longbow, 10 +2 arrows, +2 *glamered studded leather*, +2 *spiked gauntlet*, masterwork punch dagger, iron bands, *boots of speed*.

Captain Magdalena Romoff

Magdalena began her career as a Driftwatch guardsman. At first she was no different than her fellows, taking bribes and administering beatings at the command of guild superiors. Then one night she took a knife in the back from a fellow officer. She was saved from death only because of the intervention of a warrior priest, who slew her would-be assassin and then healed her wounds, after first extracting a promise of repentance and lifelong service. Even after thirty years of sacrifice as a paladin, she doesn't regret the decision.

Magdalena was appointed captain of the Staircase guard ten years ago and has endured almost daily battles with Parliament councillors and noble lords ever since. She is painfully aware of the corruption that infects the government, but is at a loss as to how to eliminate it.



Magdalena is nearly fifty years old but has lost none of her strength. She has a narrow, pleasant face heavily wrinkled around the eyes and mouth and long white hair that she wears in a ponytail. She has an easy smile and a quick, sparkling laugh that erupts in short bursts when she is nervous. She dons her golden full plate only in the most dire of circumstances, preferring to wear simple but expensive tunics and breeches in bright primary colours.

At one time, a celestial warhorse named Lustrian served Magdalena, but he died of old age three years ago. She still mourns his death and has made no attempt to replace him.

Captain Magdalena Romoff, human female Ftr7/Pal9; CR 16; Size M; HD 7d10 + 9d10 +32; HP 145; Init +1; AC 28 (+1 Dex, full plate +4, large steel shield +3); Atk longsword (holy avenger) +26/+21/+16/+11 (Holy Avenger 1d8+11 +1d6 vs. evil); SA Smite 1/day (+5 to hit, +9 damage); SQ Detect evil, divine grace, aura of courage, remove disease 3/week, lay on hands (36 hp/day), turn undead as 7th level cleric; AL LG; SV Fort +18, Ref +11, Will +13; Str 19, Dex 13, Con 15, Int 13, Wis 16, Cha 20.

Skills and Feats: Concentration +4, Craft (armoursmithing) +16, Diplomacy +16, Handle Animal +10, Heal +6, Knowledge (religion) +17, Ride +14, Swim +12; Expertise, Improved Critical, Improved Disarm, Improved Trip, Mounted Combat, Power Attack, Ride-By Attack, Sunder, Trample, Weapon Focus (longsword), Weapon Specialization (longsword).

Spells Prepared: (-/2/1; Base DC = 13 + spell level) 1- *divine favour*, *endure elements*; 2- *remove paralysis*.

Possessions: *Holy avenger*, +4 full plate, +3 large steel shield, wings of flying.

The Order of the Storm

The Order of the Storm was born thirty years ago when Kromodus Stormhaven, a devout worshiper of the dwarven god of sea trade, found himself trapped in a merchant ship during a hurricane. Kromodus, the ship's owner, was returning to Stormhaven with a cargo of dwarven weapons that nearly depleted his personal fortune, but he was confident that the return on his investment would be immense. As the storm raged around him he prayed, more fervently than ever before, that he and his ship would weather the hurricane intact. They did not.

Kromodus was found a week later, clinging to life aboard a tiny scrap of his ship's hull, his right leg lost to a shark. Near destitute and grieving over his lost

leg, Kromodus lost all faith, convinced that the sea was too powerful to be controlled by any god.

Still, he could not believe that his suffering was just the result of random happenstance, so he fixated on the idea that the sea itself had punished him for worshiping false idols, but spared his life that he might deliver the truth: that the gods he knew were false, and that all who embraced the truth would be spared.

A gifted public speaker, Kromodus found converts quickly, particularly among the widows of sailors lost at sea and sailors maimed in seaborne accidents. Ten years ago, he also succeeded in converting his cousins, the twins Madoc and Horbar. Since then the Order has grown exponentially.

Organization and Membership: The Order is too young to have established any sort of formal structure. The absolute head of the Order is Kromodus, who has appointed Madoc and Horbar as his lieutenants. The three refer to themselves and each other as Stormroarers, a practice that is just beginning to catch on among their followers.

The bulk of the Order's thousand strong membership is made up of Driftdowns citizens who have lost faith in sea gods, usually because of some personal tragedy. They refer to each other simply as brother or sister.

Kromodus has established the first day of each week as a day of prayer, with members gathering in small informal groups led by whoever wishes to assume the duty. Other, more demonstrative followers visit taverns and public squares, haranguing anyone who comes within arm's reach. The Stormroarers preside over monthly ceremonies that only those invited can attend. Usually held at Stormhold, these ceremonies are more like meetings where they lay out the Order's goals for the future.

Goals: Kromodus is determined to wipe out all false worship in Stormhaven. To this end he commands his followers to spread their faith through any means necessary, including violence. Kromodus knows that the nobles and guild heads of Upside will never follow him willingly, so he concentrates the Order's efforts on the Driftdowns.

The Sevens

Two centuries ago, the Driftdowns was home to seven thieves' guilds, all locked in a bloody, open war for supremacy with each other and with the Driftwatch Guard. Then, mysteriously, the fighting stopped.

Shortly after, when the heads of the seven guild masters were left on the steps of the Hall of Voices, guild thieves began fleeing the city in droves. For a time, organized crime was nearly nonexistent on the piers. Then the Sevens came.

Moving quickly, the Sevens formed around a core group of the most ruthless members of the now destroyed thieves' guilds, led by a man known only as the Whisper. They swiftly consolidated power in the underworld, seizing control of the prostitution, narcotics and slave trade in short order. Since then, the Sevens have continued to tighten their grip on Stormhaven's underworld under the leadership of The Whisper.

Organization and Membership: The absolute master of the Sevens is The Whisper, who has ruled the gang for close to two hundred years. In more than one sense, the Sevens and their leader are one and the same.

The Whisper never bothered to replace the core group of thieves as they died off. Instead, he keeps in his pocket a diverse collection of pimps, slave lords, Driftwatch sergeants, adventurers and mid-level guildsmen. None of them are guild lieutenants in the traditional sense, having no say in the gang's direction or goals. Instead, they are simply agents and facilitators, offering payoffs, acquiring goods, silencing potential leaks and hiring thugs, all for a percentage cut. At the bottom of the ladder is an army of whores, dealers, informants, slavers, confidence men, toughs, guardsmen, sailors and fences, all of whom are used and discarded as needed.

The existence of the Sevens is an open secret on the streets of the Driftdowns, but few would recognize a gang member if they saw one. Even the members of the gang generally know fewer than a handful of their fellows. The 'higher' ranking members of the gang never know the identities of their equals and any who pry too deeply are never seen again.

The secret behind The Whisper's long-lived grip on the organization is his true nature, for The Whisper is a rakshasa (HP 61, Int 18, LE) who emigrated to Stormhaven desiring, as all his kind do, to live a decadent life of wealth and excess. Blessed with a keen mind above even that of other rakshasa, he recognized the opportunities present in an underworld divided by warring guilds and struck quickly, slaying the guild masters and driving unwanted thieves from the piers. He used a variety of disguises to recruit a select group of skilled, intelligent thieves and through them brought the whole of the Driftdowns under his thumb.

The Whisper keeps close tabs on what he calls his 'business', prowling the piers looking for signs of duplicity or incompetence among his agents. When he finds them, he delegates the responsibility of eliminating the problem to one of his many underlings, as a subtle reminder to them that no betrayal escapes his notice.

The monster takes great pains to conceal his true nature and never assumes his true shape. To explain away his centuries of life, he only assumes the shape of elves and dwarves, maintaining dozens of separate identities, one for each of his underlings. He also travels in the power circles of Upside, collecting gossip in the Rat's Nest while disguised as a tavern wench or dandy fop. He owns a lavish townhouse in the Nest, under the assumed name of Adriano, and spends most nights there.

Sawtooth and the Subtle Blade

Abandoned at a monastery as a pup, the hobgoblin Sawtooth discovered that he had an aptitude for the martial arts. Since leaving the monastery he has enjoyed a long career, first as a mercenary and bounty hunter and now as a slaver, specializing in the capture of that most elusive prey: adventurers.

Sawtooth is considered very handsome by hobgoblin standards, his aged but still muscular frame is covered in immaculately-groomed, silver-streaked black hair and his eyes are as clear and piercing as those of an eagle. Though he does not really know the truth of his birth, Sawtooth claims to be descended from royal lineage. In battle, Sawtooth is a skilled tactician who fights without emotion, breaking his enemies with almost clinical efficiency.

Sawtooth, hobgoblin male Mnk6; CR 6; Size M; HD 6d6+12; HP 33; Init +8 (+4 Dex, improved initiative); AC 17 (+4 Dex, +2 Wis, +1 monk); Atk unarmed +5/+2 (unarmed 1d8); SA flurry of blows, stunning attack; SQ Darkvision 60ft., evasion, still mind, purity of body, slow fall (30ft.); AL LE; Fort +7, Ref +9, Will +7; Str 11, Dex 19, Con 14, Int 10, Wis 15, Cha 10.

Skills and Feats: Balance +10, Climb +2, Hide +12, Jump +9, Move Silently +14, Tumble +11; Blind-Fight, Deflect Arrows, Improved Initiative, Improved Trip, Weapon Focus (unarmed strike).

Guards

These are the various private guards, hirelings and employees found in both levels of Stormhaven, they represent an average member of each organization and Games Masters can customize them to create specific encounters.



Children of the Deep lay priests; human or half-elf Clr3; HP 12; Init +0; AC 12 (leather armour); Atk shortspear +2 (shortspear 1d8); AL CN; SV Fort +3, Ref +1, Will +4; Cleric Domains: Protection and Water; Spells Per Day: 4/3+1/1+1.

Crippled Bone guards; gnoll Bbn1; HP 19; Init +0; AC 14 (hide armour); AL CE; Attack greataxe +4 (greataxe 1d12+2); SV Fort +6, Ref +0, Will +0.

Driftdowns gondolier; human Rog2; HP 6; Init +5; AC 11; Atk pole +1, or light crossbow +1 (pole 1d4, reach or light crossbow 1d8); SV Fort +0, Ref +4, Will +0; AL CG.

Driftdowns Guild Apartment guard; human or half-orc War2; HP 10; Init +0; AC 10; Atk club +2 (half-orc +3) (club 1d6 (half-orc 1d6+1); SV Fort +3, Ref +0, Will +0; AL N.

Driftdowns Minor Guild guard; human War2; HP 10; Init +0; AC 12 (leather armour); Atk short sword +2 or light crossbow +2 (short sword 1d6 or light crossbow 1d8); SV Fort +3, Ref +0, Will +0; AL N.

Greystone Keep troops; dwarf War3; HP 18; Init +0; AC 18 (dwarven plate); Atk battleaxe +4, or heavy crossbow +3, or dagger +4 (battleaxe 1d8+1 or heavy crossbow 1d10 or dagger 1d4+1); SV Fort +4, Ref +1, Will +1; AL LN.

House of the Four Winds guards; human War2; HP 10; Init +0; AC 14 (studded leather, buckler); Atk short sword +2 or throwing knife +2 (short sword 1d6 or knife 1d4); SV Fort +3, Ref +0, Will +0; AL N.

Loyal Order of Shipwrights guards; human or half-elf War2; HP 10; Init +0; AC 14 (studded leather, buckler); Atk short sword +2 or dagger +2 (short sword 1d6 or dagger 1d4); SV Fort +3, Ref +0, Will +0; AL LN.

Moneychanger's Guild troops; dwarf War3; HP 18; Init +0; AC 13 (leather armour, small steel shield); Atk handaxe +4 (handaxe 1d6+1); SV Fort +4, Ref +1, Will +1; AL LN.

Moneychanger's Guild troops; elf War3; HP 15; Init +1; AC 13 (leather armour); Atk longsword +3 or

longbow +4 (longsword 1d8 or longbow 1d8); SV Fort +3, Ref +2, Will +1; AL CG.

Moneychanger's Guild captains; elf Ftr2/Wiz2; HP 14; Init +5; AC 13 (leather armour); Atk longsword +3 (longsword 1d8); SV Fort +3, Ref +1, Will +3; AL CG. Spells Prepared: *mage armour*, *sleep*, *true strike*.

Order of the Storm guards; human War2; HP 10; Init +0; AC 14 (chain shirt); Atk longsword +2 (longsword 1d8); SV Fort +3, Ref +0, Will +0; AL LE.

Seafoam Company troops and warehouse guards; dwarf War3; HP 18; Init +0; AC 15 (chainmail); Atk handaxe +4 or light crossbow +3 or dagger +4 (handaxe 1d6+1 or light crossbow 1d8 or dagger 1d4+1); SV Fort +4, Ref +1, Will +1; AL LN.

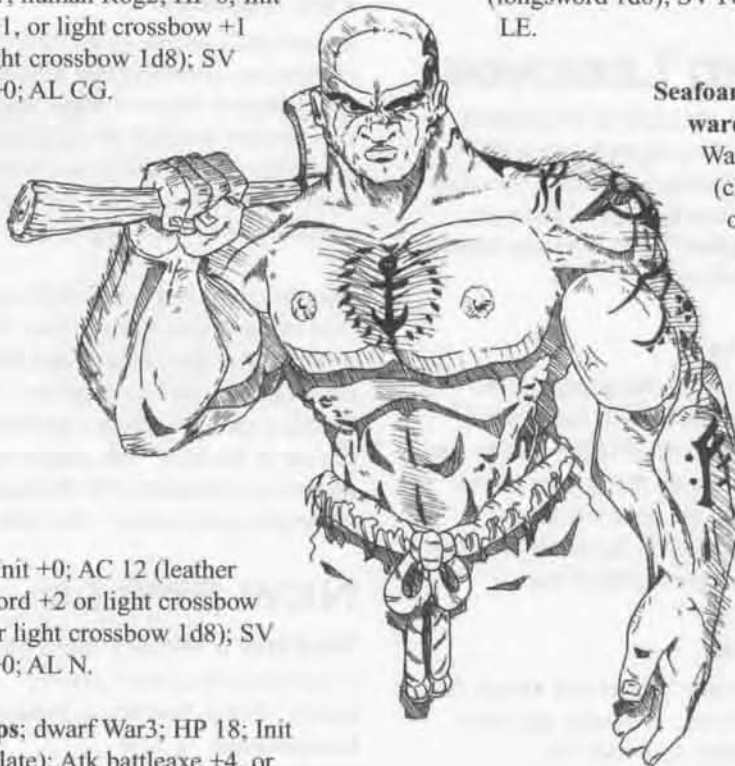
Seawillow guards; elf War2/Wiz1; HP 12; Init +0; AC 11; Atk masterwork longsword +2, or +3 ranged (longsword 1d8 or longbow 1d8); SV Fort +2, Ref +0, Will +1; AL CG.

Stormhold troops; dwarf War3; HP 18; Init +0; AC 16 (banded mail); Atk battleaxe +4, or heavy crossbow +3 (battleaxe 1d8+1 or heavy crossbow 1d10); SV Fort +4, Ref +1, Will +1; AL LN.

Twilight House guards; half-orc War3; HP 15; Init +0; AC 10; Atk halberd +5 or handaxe +5 or heavy crossbow +3 ranged (halberd 1d10 or handaxe 1d6+2 or heavy crossbow 1d10); AL CN; SV Fort +3, Ref +1, Will +1.

Underwriters' Guild guards; human War2; HP 10; Init +0; AC 15 (chainmail); Atk short sword +2 (short sword 1d6); SV Fort +3, Ref +0, Will +0; AL N.

VanFleet personal guards; human War3; HP 15; Init +0; AC 13 (studded leather); Atk scimitar +3 or light crossbow +3 (scimitar 1d6 or light crossbow 1d8); SV Fort +3, Ref +0, Will +0; AL CG or CN.



SAILOR'S TALES AND GLITTERING GOLD



RUMOURS AND LEGENDS

The sea is not only a source of wealth in Stormhaven, but also the cradle of more tales, legends and myths than a bard will be able to learn in a lifetime. Most are the wild imaginings of drunken sailors but there are some with a core of truth behind them, however twisted and rearranged by each retelling.

The Suckling Worm

Legend says that a dragon lives in the depths below Sailor's Sleep, coiled around the base of the pillar Dastos, growing fat on the corpses of sailors laid to rest there. According to popular myth, the dragon knows all the secrets of Stormhaven, the dead whispering them to him as they rot in his gullet. So far, no one has had the courage to find out if the legend is true.

The Sunrise Runner

The Sunrise Runner is a ghostly caravel that haunts the shipping lanes near Stormhaven. Centuries ago, the Sunrise Runner was a privateer sponsored by Stormhaven's government. The scourge of the shipping lanes, so fast that no merchant could escape it and no warship touch it. In fact, the ship was so successful that a coalition of nations threatened to declare war on Stormhaven if they did not withdraw their support. Fearful, the Guild Parliament did more than that, turning their own fleet's catapults against the Sunrise Runner. But the ship would not rest easy.

Merely sighting the Sunrise Runner is considered a grave omen by Stormhaven sailors, foretelling a death in the near future. Worse still are those occasions when the ghostly vessel gives chase to a ship; superstition holds that those ships overtaken by the Sunrise Runner are cursed to sink within a year and a day. It's said that if a ship can outrace the Sunrise Runner for one week's time, the ghost ship will finally rest, but only after leading the victor to a hidden treasure.

The Abscess

A good day's sailing to the east of Stormhaven is the Abscess, an all-consuming whirlpool connected to both the Elemental Plane of Water and the lower planes. The Abscess is a blot of corruption on the world, the air ripped by screams and heavy with sulphur, the boiling water wreathed in flames and thick with clots of pus belched up from the stygian pits.

The Abscess is home to a wide variety of monsters, most of them twisted by its foul waters. Sharks and undead infest the Abscess, and fiendish water and fire elementals are all-too-common. There are also troubling rumours about a kraken with demon blood lurking in the area. The captain of the only vessel to survive an encounter with the beast described it as 'midnight given form... the hand of the devil himself.'

NEW SPELLS

VanFleet's Watery Servant

Conjuration (creation) [water]

Level: Drd 4, Sor/Wiz 4, Water 4

Components: V, S, F

Casting Time: 1 full round

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

Target: Creatures in a 30 ft. radius

Duration: 1 round/level (D)

Saving Throw: Fortitude negates

Spell Resistance: Yes

Dastos stood tall and firm, one of the great feet of life. The four figures following the path of the pillar downwards stepped carefully, clearly on edge. The again, who would not be, walking into this floating graveyard?

Lygius held up his hand, signalling for the others to halt. They did so, without a sound. He squinted into the darkness, looking for something. *Anything.*

'Are you *sure* about this 'Suckling Worm'?' asked Frandle, over his shoulder.

'Hush,' Lygius replied, sharply. 'Of course I am. Haven't you heard the stories?'

'I've heard plenty of stories,' whispered Frandle. 'I once heard that you were hung like an orc...'

A modified form of *summon monster*, *VanFleet's watery servant* draws on the body's moisture to create a water mephit or small water elemental. The target of the spell, which can be you or any creature you designate within the spell's radius, suffers $1d8+1$ points per level of damage (up to +20) as moisture is pulled from the targets' bodies. You can distribute the damage among all the targets inside the area, and they can resist the effect with a Fortitude save, but the spell cannot extract more hit points than each creature has remaining. Any target reduced to 0 hit points is instantly slain. The extracted moisture immediately coalesces into a water mephit or small water elemental (your choice) with hit points equal to the damage inflicted. The summoned creature appears where you designate and acts immediately on your turn. It attacks to the best of its ability and can be directed to perform other actions.

At the end of the spell's duration, the mephit or elemental is absorbed into your body, its remaining hit points healing your wounds. Hit points in excess of your normal maximum are wasted. If the creature is slain or dispelled before the end of the spell's duration, it is not absorbed.

Focus: A small piece of towel, sponge or other absorbent material.

Water Spark

Transmutation

Level: Drd 2, Sor/Wiz 2, Fire 2

Components: V, S, M

Casting Time: 1 action

Range: Medium (100 ft. +10 ft./level)

Area: Water in a volume up to 5 ft. x 5 ft. x 5 ft./level

Duration: $1d4+1$ rounds

Saving Throw: See text

Spell Resistance: See text

You make a small body of water as combustible as lantern oil. Application of an open flame will cause it to burn with the intensity of alchemist's fire, inflicting $1d6$ points of damage to all creatures in the area for 2 rounds. If used against a creature formed entirely of water, like a water elemental, you must first defeat its Spell Resistance (if any) and it is allowed a Fortitude save to negate the effect. If the saving throw fails, the creature loses its immunity to fire and can be ignited by a successful touch attack with an open flame, or by



any other fire effect. If thus ignited, the creature erupts in a fiery conflagration, suffering $1d6$ points of initial fire damage per caster level (maximum of $10d6$). Any creature within a 20 foot radius suffers the same damage, but can halve it with a successful Reflex save. If the target creature survives its initial explosion, it suffers $1d6$ points of fire damage each round thereafter up to the spell's duration.

Material Components: A small bit of cotton soaked in lantern oil, which is consumed in the casting.

NEW FEATS

Confirmed Cynic (General)

You have been around long enough to know that the only person with your best interests at heart is you.

Benefit: You receive a +2 bonus to Will saves against enchantments and a +2 bonus to Sense Motive checks.

Energy Preservation (Metamagic)

Your fire and electricity-based spells are unchanged when cast underwater.

Benefit: Spells with the fire or electricity descriptor that are enhanced with Energy Preservation work normally when cast underwater (*Seas of Blood*, page 97). In addition, fires started by a spell enhanced with this feat are more stubborn, requiring double the normal amount of time to extinguish. For example, objects ignited by a *burning hands* spell require two full-round actions to extinguish, rather than one. Preparing a spell with the Energy Preservation feat requires a slot one higher than the spell's actual level.



NEW MAGIC ITEMS

Octopus Gauntlet

Only a few of these rare magical weapons are known to exist, each a hardened, studded, red leather gauntlet enchanted to provide a +2 bonus to attack and damage. Additionally, three times per day the fingers of an octopus gauntlet can be commanded to join and extend to a length of 10 feet, forming a tentacle that functions in combat exactly as a +2 *spiked chain*, but does not require the wielder to have the Exotic Weapon Proficiency (spiked chain) feat. The tentacle remains for 10 rounds and can be used to deliver touch spells instead of dealing normal damage.

Caster Level: 15th; *Prerequisites:* Craft Magic Arms and Armour, *polymorph any object*; *Market Price:* 18,302 gp.

Fathom

Forged by the hand of Artimur Spence, the greatest of all shark hunters, the handle of this harpoon (shortspear) is fashioned of adamantite, the blade a magically-strengthened tooth wrenched from a dire shark's jaws. The blade is covered in the flowing runes of an obscure offshoot of Aquan that glow a brilliant sapphire blue when immersed in water, giving off radiance equivalent to a *light* spell. Fathom is a +3 *shortspear*, +5 against creatures with the aquatic or water subtype, with several additional powers.

Fathom allows its wielder to *water walk* once per day, as the spell cast by a 10th level wizard. In addition, the wielder is affected as if by a *breathe water* spell as long as Fathom is held. Finally, the wielder can cast the spell *hold monster* once each day (DC 17). Fathom is an intelligent weapon (Int 14, Wis 16, Cha 17, AL CG) with the ability to speak Aquan.

Minor Artefact

The Black Spot

The gods of the sea play cruelly with sailors like children with their toys, but will not suffer others to do so. Among their many vengeance, perhaps none is more feared than the legendary artefact the Black Spot. The Black Spot appears as a piece of cracked and weathered parchment folded in quarters that, when opened, reveals a fist sized spot of ink as blue-black as the bottom of the sea.

No scholar can claim to know which god created the Black Spot, if indeed any of them did. Nor do they know how it selects its victims, beyond the fact that all have, in some way, wronged a sailor, whether through lying, cheating or violence. What are well-documented, however, are the artefact's insidious powers and the nature of the doom it inflicts on its victims.

First, the victim of the Black Spot is cursed, as by the spell *bestow curse*, suffering a -6 enhancement penalty to all attack rolls, saving throws, ability checks and skills checks made against, or relating to, the sea, sailors, or creatures and spells with the water or aquatic subtype. Second, the effects (damage, duration, etc.) of spells or spell-like abilities of the water descriptor are doubled against the victim, unless they are beneficial, such as *breathe water*, in which case they are halved. Finally, all sailors, as well as creatures with the subtypes aquatic or water, react to the target as if affected by *emotion* spell, shifting their attitude to the next less favourable reaction.

Disposing of the Black Spot is not as simple as destroying or throwing away the parchment. Regardless of the means used to dispose of it, the Black Spot will always return to the victim, generally choosing an awkward time, such as falling out of a knapsack during delicate negotiations with a pirate king, to make its presence felt. The only way to be rid of its curse is to perform a quest or service as directed by a high level (17+) cleric of a sea god. The only other known method of removing the Black Spot is with the application of a *wish* or *miracle*, though a sea druid (see page 6 of *Seas of Blood*) or cleric of a sea god will never cast these spells for such a purpose.

Major Artefact

The chase would be fun if getting away was his only option for continuing his life, or so Melerai thought. He clutched a bundle wrapped in the scraps of a curtain close to his chest, trying to hide its bulk at the same time as attempting to look inconspicuous. He had only to reach the Rat's Nest to start the second part of the agreed assignment.

He walked close to the buildings, trying to hide in what little shadows there were, thanks to the evenly spaced street lamps. In the distance, he heard the sounds of alarm and cursed silently... the theft had been discovered way too soon. And he would need a very good excuse to be about so late in the streets of Upside if any of the district's guardsmen caught him. Not to mention the bundle that now seemed to have a mind of its own and was trying to be as cumbersome as possible.

He ducked behind a hedge when his sensitive ears picked up the sound of boots. A few seconds later, a patrol trotted by, with the leader stating orders in a clear, yet relatively quiet voice. Elvish. Melerai chanced a quick look at the guards and saw the colours of the Seawillows' personal guard. He gritted his teeth in anger. His employer had told him that Gretchen VanFleet and her missing husband's family were not on good terms. After all the time he had spent posing as a Black Crown student, he would be damned if his mission failed because of misinformation. He waited for a few moments until he was sure that another patrol would not catch him.

Time crawled past as the thief made his way through Upside's streets, avoiding watchmen as best as he could, and with obvious success, for he reached the winding alleys of the Rat's Nest. He breathed easier, but he did not lower his guard. It was easier to hide here, but it was also easy to get lost. Melerai was not a native of these parts, and the time he had spent memorizing his route now did not feel sufficient.

He knew about stealing as much as he knew about magic, so his services were expensive and the jobs were always unique, but this one was the sting that would set him up for life. Not that this would be the last assignment he took, but with this kind of money he would have the retirement option available at any point in his future.

He heard a bell strike, then another, and then the rhythm grew discordant. All the skulking around had delayed him. Melerai quickened his steps, now passing himself as a late-night stroller just out from one of the parties that apparently never stopped in this part of the city. He finally reached Players' Court, deserted at this time of night. This part of the job was easy; break into the castle with the clock and wait for a door to open when the bell struck the thirteenth hour.

There were few rumours about the odd clock face, and the reasons for it having a thirteenth hour, which the hands only marked on winter solstice, went from ridiculous to outrageous. It was nearly time. Melerai repressed the urge to hum as he picked the lock with ease, and nobody stopped him as he advanced through the building's corridors. He heard the last bell strike at the same time he reached his destination. The sound of sliding wood came from behind a tapestry, and the thief did not waste a second to cross the hidden entrance. But he stopped at the base of a winding stair, feeling a foreboding tingle at the back of his neck.

He climbed cautiously, his unease growing exponentially. He was even imagining that his trophy was growing warm. He reached a chamber covered with runes from floor to ceiling, and he listened to his instincts, saying the words that would reveal the presence of magic... and he almost fainted with the strength of the enchantments upon this room. His mind filled with images of doom and certain death.

He regained focus as a drowning man breaks the water's surface. Melerai gasped for air and climbed down, breaking a contract for the first time in his life. Come next morning, he would return the object he had stolen to its rightful owners, or custodians. He was not an ignorant burglar and had recognized what his spell had revealed. He would rather lose his freedom than his soul.



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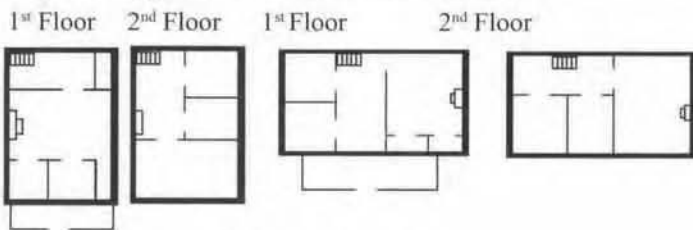
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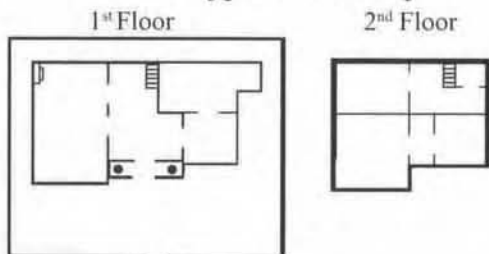
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Typical Rat's Nest Rowhouses



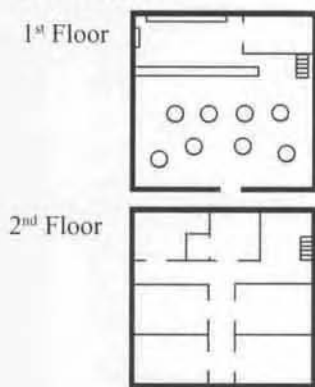
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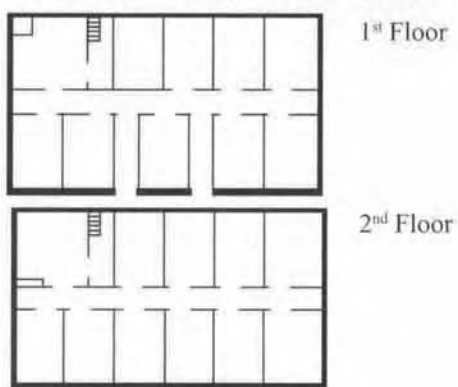
Typical Driftwatch Storefront



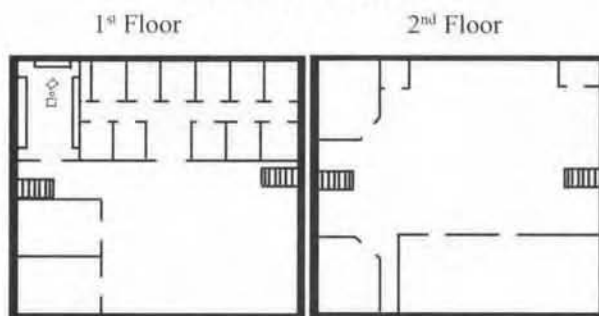
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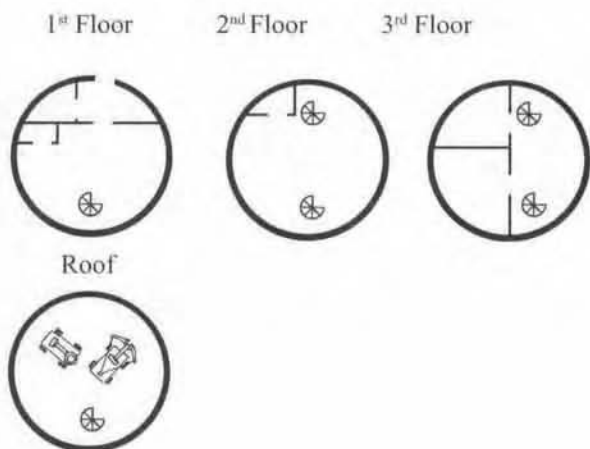
Typical Driftdowns Apartments



Driftwatch Station



Fire Tower



MGP
5002

d20
system

CITIES OF
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STORMHAVEN

CITY OF A THOUSAND SEAS

Among the mysteries of the sea, Stormhaven stands proud and defiant, a city built upon the relic of an unknown civilisation. Four great pillars support a disk of preternatural stone, its architects an enigma as great as the means of its construction. The new inhabitants settled centuries ago, giving the city its current name because of the solidity and endurance it offers against the surrounding ocean is undeniable. Settlers erected their own dwellings on top of the disk and, when they crowded it too much, engineered a floating city lashed to the four pillars.

Magic is the lifeblood of Stormhaven, coursing through its very foundations and making life comfortable away from the shores of any nation. Its staunch neutrality ensures that the riches keep flowing, making Stormhaven into a monument to unfettered greed and hunger for power. It is the destination of choice for the most ruthless merchants, crime lords and politicians, where a silver tongue, quick wit and a fast blade are invaluable commodities, both on the lowly docks and the glittering palaces. Any adventurer with the right combination of ingenuity, strength and daring will find that Stormhaven embraces him like a lover and that no dream of wealth, no matter how extravagant, is beyond his grasp.

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Stormhaven – An Overview: Stormhaven is a free-floating, artificial island of white stone held three hundred feet above the sea by four great pillars, each a quarter mile in circumference and covered with ancient runes. Discover its history, government and laws.

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