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Random House and its affiliate companies have worldwide distribution rights in the book trade for English-language products of TSR, Inc. Distributed to the book and hobby trade in the United Kingdom by TSR Ltd. Distributed to the toy and hobby trade by regional distributors.
he DUNGEON MASTER™ (DM™) should be certain to read this entire adventure before beginning play. This module is suitable for player characters (PCs) of levels 2 through 4. Many of the monsters in this adventure are from the RAVENLOFT® campaign appendix of the MONSTROUS COMpendium™. If the DM doesn’t own this product, he or she can substitute the creatures shown in parentheses. In many places there are pronunciation guides for words. The syllables are separated by hyphens, and the syllable that receives emphasis appears in capital letters. When pronouncing names and pretending to talk like the nonplayer characters (NPCs), the DM should adopt an Italian accent to enliven role-playing. Don’t worry about accuracy—go ahead and ham it up!

Fear & Horror Checks

Fear and horror checks are always optional. If one is called for, it is recommended that the DM allow the players a few moments to decide upon a reaction. If a PC’s reaction shows good role-playing of fear and/or horror, then the DM can let that PC to skip the check. If a character acts nonchalant or cavalier in the face of absolute horror, however, then apply the check. Any player who does a good job of role-playing may be able to play the entire adventure without making any checks. The player will remain in control of his or her character as long as the player acts appropriately. If the player doesn’t do a good job of role-playing, then the dice will make the decisions for him or her! The PC must make fear and horror checks and suffer the consequences. It is possible that the player will lose control of his or her character (via failed fear or horror checks) for short periods of time.

Adventure Background

Guiseppe (ji-SEP-pee) is a puppeteer and doll maker. He is an elderly man who lives alone and has no friends. Over the years, he became obsessed with the idea of creating the perfect puppet, for it would be the child he never had. Guiseppe dreamed of the puppet for a long time before he began the actual work. He knew exactly which wood he would use, what colors of paint he would select, and so forth. In his loneliness, he poured so much of himself into the doll that, when it was finally finished, it became animated with a life of its own.

Delighted with his work, Guiseppe named the puppet Figlio (FIG-lee-o) and presented him to the town. While the doll maker adored his creation, most of the townspeople did not. The adults of Odiare (o-d-R-a) didn’t believe in Figlio, and the puppet grew to hate them even more than he hated not being real. Even Guiseppe believed Figlio was little more than a puppet, and Figlio’s heart filled with hatred for his maker. The children of Odiare were a different matter, however, for they believed in Figlio.

The puppet hatched a plot: He would kill all the adults of Odiare. With only the children left, Figlio could play all day and be given the adoration he deserved. The angry puppet coerced Guiseppe into making more puppets. Each was a “living” doll, but cold and inhuman, not at all like Figlio. To Guiseppe’s horror, they obeyed Figlio and ignored their true creator.

During a theater show, Figlio’s “carrionettes” (as he called the puppets) slew all the adults present, but spared the children. This heinous act carved out a small domain in Ravenloft just for Figlio, and the entire town was transported to the demiplane of dread. That night Figlio renamed himself Maligno (ma-LEEG-no). He sent his carrionettes into the streets to look for other adults so that the puppets could take over those bodies. They would become the new “adults” of Odiare, all loyal to Maligno.

Maligno, in turn, tried to take over the body of Guiseppe. He discovered that the demiplane of Ravenloft confers a curse upon all its lords. He alone of all the carrionettes is unable to inhabit a human body. To this day Maligno burns with rage and frustration. He keeps Guiseppe prisoner, forcing him to make more carrionettes as the puppet needs them.
The characters start this adventure in a small town in their normal campaign world, before the town becomes part of the Ravenloft demiplane. In this product, the town is named Odiare, but you are welcome to rename it to suit your own campaign. You will need to either place a town of this name somewhere in your campaign or change the name of this town to match one of yours. As the adventure opens, there is a festival in the town, celebrating Bambeen (Bam-BEE-n). Bambeen is a spring holiday honoring life, growth, and children in particular. The following text should be read to the players.

Choose the player in your group most like to respond to the following situation: A pretty maiden or handsome young man (Sofia or Antonio as appropriate) approaches this player. He/she coyly offers a doll—a marionette—to this player’s character, saying, “Are you going to the puppet show tonight?” The marionette is a gift to the character in the spirit of Bambeen. If the character refuses the toy, he/she looks hurt and moves away, dangling the toy. As you will see later, this puppet is actually a carrionette (see the MC entry in the back of this adventure for more information). If the character accepts, Sofia/Antonio arranges to meet the character outside the Secolo (se-KOE-low) Theater at sunset.

Shortly after this event, a passerby drapes a scarf over a different character’s shoulder and then skips away, laughing merrily. After that an old woman gently offers a flower to one of the characters. Neither of these events is significant, but both help to establish the festival atmosphere.

The Town of Odiare

The streets are 15 feet wide, and the alleys are about 5 feet wide. They are all paved with cobblestones. Most of the buildings in this sleepy little town are two stories tall. Most have a basement of some sort. The buildings tend to be made of wood and plaster, with wooden shingles. Glass windows are common. Unless otherwise specified, all doors to businesses are unlocked and doors to residences are locked.

Most buildings have a trade or business on the first floor, and the second floor is living quarters for the shopkeeper and his or her family. A few of the wealthier businesspeople have separate homes.

When Maligno commits his vile crime in the theater and the domain of Odiare forms, an eternal night falls over the town and the vacant streets become hazy with a light fog.

The Town Map

Before the incident at the theater (see page 10), the town of Odiare is like any other town. The map shown on the gatefold cover is just of the center of town. At this point, ignore the boundaries and the wrap-around street rules. On the following pages you’ll find a list of businesses in the town and descriptions of important places.

As soon as Maligno does away with the adults in the theater, Odiare becomes a domain in Ravenloft. The town is then restricted to the small square shown on the map. Each of the roads exiting the map connects to a road on the other side, which leads right back in. A PC fleeing west (or any other direction) will eventually end up right back where he started.

Along the domain boundaries at the roof level is the infamous misty border of Ravenloft. In the unlikely event that a PC climbs across the roofs of the buildings or flies out of town without using the streets, find a logical place to have him or her reenter via the opposite side.
1. **Alchemist**: Argon is a fraud. Most of his mixtures don’t do anything.

7. **Apothecary**: Hazel can make a variety of potions: *potion of delusion, elixir of health, potion of heroism, oil of acid resistance, and poison*. She is one of the carrionette’s first victims. After the encounter at the Secolo Theater, she is possessed by one.

9. **Flophouse**: For one silver piece, a character gets a small bed and a rough blanket in a common room.

14. **Silversmith**: A careful search of the silversmith’s shop will turn up a small case of 36 silver needles. The PCs will discover that, if they have doll bodies, they can use the needles exactly the same way the carrionettes can (see page 31).

15. **Toymaker**: This is Guiseppe’s shop and home. A complete map and description of it can be found later in this adventure (pages 18–22).

21. **Secolo Theater**: See pages 8–10 for a complete description and map.

29. **Boarding house**: These are homes that rent out rooms. Usually the room must be rented for a week at a time. It costs three gold pieces to rent a room for two people. An evening meal is included in the price.

35. **Constabulary**: This is where Aldo works and lives. It is a jail and courthouse all in one.

36. **Inn**: It costs a gold piece a night to stay here. Each room can hold two people comfortably and can sleep up to six packed in like sardines. Each extra pallet costs a silver piece a night. Food is extra—usually a silver piece for a meal.

41. **Temple**: The temple serves many roles for the townsfolk. It is the source of magical healing and other cures. Weddings and burials are handled by the temple, although the body is actually prepared in the undertaker’s building next door.

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**OPENING ACT**

<table>
<thead>
<tr>
<th>No.</th>
<th>Business</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Alchemist</td>
</tr>
<tr>
<td>2</td>
<td>Candlemaker</td>
</tr>
<tr>
<td>3</td>
<td>Trade merchant</td>
</tr>
<tr>
<td>4*</td>
<td>Tavern</td>
</tr>
<tr>
<td>5</td>
<td>Sertino home</td>
</tr>
<tr>
<td>6</td>
<td>Knife grinder</td>
</tr>
<tr>
<td>7</td>
<td>Apothecary</td>
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<tr>
<td>8</td>
<td>Leather worker</td>
</tr>
<tr>
<td>9*</td>
<td>Flophouse</td>
</tr>
<tr>
<td>10</td>
<td>Limner (signs, heraldic symbols)</td>
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<tr>
<td>11</td>
<td>Cobbler</td>
</tr>
<tr>
<td>12</td>
<td>Woodworker</td>
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<tr>
<td>13</td>
<td>Wizard’s charms</td>
</tr>
<tr>
<td>14</td>
<td>Silversmith</td>
</tr>
<tr>
<td>15</td>
<td>Toymaker (Guiseppe)</td>
</tr>
<tr>
<td>16*</td>
<td>Warehouse</td>
</tr>
<tr>
<td>17</td>
<td>Vegetable market</td>
</tr>
<tr>
<td>18</td>
<td>Tailor</td>
</tr>
<tr>
<td>19</td>
<td>Fishmonger</td>
</tr>
<tr>
<td>20</td>
<td>Leech (medieval doctor)</td>
</tr>
<tr>
<td>21</td>
<td>Secolo Theater</td>
</tr>
<tr>
<td>22</td>
<td>Brewer</td>
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<tr>
<td>23</td>
<td>Potter</td>
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<td>24</td>
<td>Butcher</td>
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<tr>
<td>25</td>
<td>Blacksmith</td>
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<td>26*</td>
<td>Abandoned</td>
</tr>
<tr>
<td>27</td>
<td>Baker</td>
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<td>28*</td>
<td>Garden courtyard</td>
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<td>29*</td>
<td>Boarding house</td>
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<td>30</td>
<td>Astrologer</td>
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<td>31</td>
<td>Scribe</td>
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<td>32</td>
<td>Basket weaver</td>
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<td>Fresh game market</td>
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<tr>
<td>34</td>
<td>Jeweler</td>
</tr>
<tr>
<td>35</td>
<td>Constabulary</td>
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<tr>
<td>36</td>
<td>Inn</td>
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<tr>
<td>37</td>
<td>Spice merchant</td>
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<tr>
<td>38</td>
<td>Bowyer/fletcher</td>
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<td>39</td>
<td>Moneylender</td>
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<tr>
<td>40</td>
<td>Stable &amp; coach house</td>
</tr>
<tr>
<td>41</td>
<td>Temple</td>
</tr>
<tr>
<td>42</td>
<td>Undertaker</td>
</tr>
<tr>
<td>43</td>
<td>Town square (with statue)</td>
</tr>
<tr>
<td>H*</td>
<td>Private house</td>
</tr>
</tbody>
</table>

*Indicates multiple places.
42. Undertaker: Owned by the temple and operated by the priests and clerics, it is effectively a part of the temple, although it is a separate building with its own special purposes.

43. Town square: This open area is filled with people and vendors’ carts before the domain is created. In the center of the square is a statue about 10 feet tall of a smiling young woman holding a laughing child.

After the domain has been formed, there is a single abandoned cart with two large wooden wheels in the square. The statue has changed subtly. The woman’s posture and shape are the same, but her face is now an expression of sorrow. The child is now a marionette with an evil expression. Neither of these changes is apparent unless someone looks directly at the statue or has cause to examine it.

First Blood

Let the players wander the streets for a while and enjoy the party. Storm clouds are building on the horizon. In a few hours the clouds will be overhead. The characters don’t know it, but the sleepy little town of Odiare is about to enter the demiplane of dread. In a while, just as the clouds obscure the sun . . .

The bright light of the sun goes dim. The storm clouds that have been edging nearer to Odiare are now upon the town. Rain threatens to fall. The vendors are hurriedly putting tarps over their stalls, but the darkening skies have no effect on the gaiety of the townsfolk.

Suddenly you hear a shriek from above. Looking up, you see a woman leaning out of a second-story window. Her face is stricken with terror. “Help!” she cries. “Murderer! There’s a murderer loose!”

Her cries continue, growing less coherent by the moment. The crowd below her window quiets in shock for a moment, and then the people’s voices swell in dismay. Laughter and joy have been replaced by whispers and horror.

The PCs are in an ideal position to be the first people on the scene of the crime. The front door is right before them and is unlocked. They can barge right in and begin the investigation. The constable (Aldo) will arrive in a few rounds and offer to deputize them on the spot.

If the PCs wait too long (several rounds), Aldo will arrive. He offers to deputize the characters instantly. If they accept, he orders them to shoo the bystanders away and then vanishes into the dark doorway. If they don’t follow him of their own accord, he calls for them after a few rounds.

What the PCs don’t know is that Odiare has begun its transition into the demiplane of dread. The sun will never again shine on this town. The rest of this day is overcast with storm clouds. When night falls, it will never lift.
Sertino Home

This is the home of Franco and Maria Sertino (Ser-TEE-no) and their daughter Giselle (ji-ZEL-la). It is a simple structure, roughly 20 feet square and two stories tall. It is marked on the domain map.

The first floor is a single room that serves as kitchen, dining room, and living room. It is full of the normal clutter of a home. Clothes lay stacked on a table, tools hang on the wall, toys lay discarded on the floor, etc. This is not a wealthy home.

The woman on the balcony is Maria Sertino, and she races to the PCs. She is almost incoherent, but she manages to babble something about "He's dead! Upstairs-"

The second floor has two small bedrooms. Hanging curtains divide them from the stairs. Either bedroom can be entered without disturbing the other. The bedroom on the right belongs to the parents. The one on the left is for their child Giselle, and it doubles as a storeroom. As the characters reach the top of the stairs, they can hear a child's voice crooning out a lullaby from the room on the left.

In the parent's bedroom . . .

The coarse sheets and furs of the bed are twisted and stretched between the frame and the body of a man. He lies tangled amid the bedclothes, sightless eyes staring at some imagined horror. His throat has been slit. The sides of his mouth are cut open, making it look like a clown's oversized smile. Rosy circles have been painted onto his cheeks with blood.

In the child's bedroom . . .

A little girl, maybe seven years old, sits on a small bed, hugging a wooden, painted puppet and singing softly to herself. Her attention is totally focused on the doll. She doesn't even acknowledge your existence. The room is clean, but the floor is strewn with toys and dolls.

Investigating the Murder

Viewing the slain body of Franco Sertino is cause for a mild horror check (+2 bonus). Aldo the constable is of little help. He hustles about, looking busy and asking useless questions. If this mystery is going to be solved, the PCs are going to have to do it. If Giselle's room is searched, a small, bloody knife is found. It is poorly concealed under her bedsheets. The blade is no more than 4 inches long.

Giselle is in a state of shock. She will not respond to many questions. She will talk about her doll, named Knuckles, but she won't let go of it voluntarily. Giselle will state proudly, "He can dance and sing, you know!" She hugs it close to herself at all times. If asked about the bloody knife, she says, "He made me hide it for him."

She refuses to identify this person further, saying, "He said he'd hurt me if I say his name."

Although the characters don't know it yet, Knuckles is a carrionette. With the innocence that only a child possesses, Giselle accepts the fact that he can walk and talk. Knuckles is her "bestest friend," and she will do anything to protect him. Under no circumstances will the carrionette harm Giselle or any other child.

Franco saw Knuckles moving of his own accord and talking to Giselle. The puppet killed Franco to prevent him from spreading the word about the carrionettes. Franco would have ruined Maligno's plan to massacre the grown-ups at the theater tonight. Through a combination of threats and promises, Knuckles coerced Giselle to hide the knife. Giselle refuses to acknowledge that her doll did anything wrong. She will also deny that her father is dead, saying instead that he is away and will return in a few days. Deep inside she knows the truth, but she refuses to admit it.

There is precious little more that the PCs can discover here. Nobody on the street saw anyone enter or leave the home. The alley behind the house is devoid of clues. When the PCs leave the Sertino home, Maria has quieted enough to care for and comfort her daughter.
3. Guiseppe’s Puppet Theater: This mini-theater is a total of 8 feet tall. The central cavity for the puppets is 6 feet wide and 3 feet high. Its floor is 3 feet above the stage floor. The puppeteer stands on the bench behind the theater. He can reach over the back wall and dangle the marionettes down onto the stage without being seen by the audience. The cavity beneath the puppet theater is filled with stage props and marionettes—real dolls, not carrionettes.

4. Staging Area: This empty area is where actors wait until they are cued to enter the stage. The door exits at stage height, which is 3 feet above this floor. A small wooden stair has been shoved up to the doorway. Another stair leads down 3 feet to a landing. A 5-foot-high door leads from this landing to the crawlspace under the stage. The door has no lock.

In the back of this room is a narrow set of stairs leading to the second floor. The hallway in back is quite narrow, just over 4 feet wide. It ends in a locked door leading to the alley.

5. Prop Room: This room is about 17 feet square. The walls are lined with shelves and cabinets. A wide variety of theater props fill these shelves and cabinets. Everything looks real at a distance or in poor lighting, but is in reality fake. There are weapons, armor, furniture, pots, stuffed animals, scrolls, backpacks, and more in here.

6. Changing Rooms: There are two of these, one slightly smaller than the other. Men use one room, women the other when changing costumes. Mirrors, wall pegs, chairs, and small tables crowd these 10-foot by 7-foot rooms. Pots of flour and various berry juices used for makeup sit on small tables near the mirrors.

7. Upstairs Room: This outer room holds basic supplies for the theater. It is also where Dom, the caretaker, lives. Dom is a young man, obviously unmarried, whose job it is to clean and maintain the theater. He also acts as a night guard, although he has no combat skills whatsoever. He has keys for all doors. By the time the PCs might ever meet him, Dom has been taken over by a carrionette.
8. Costume Room: This room is about 30 feet by 20 feet in size. The walls are filled with racks of clothes. Boxes under the racks hold shoes, fabrics, and fake jewelry. In the center of the room are a couple of tables, chairs, and a good selection of tools for tailoring costumes.

Terror at the Theater

At sunset a puppet show is planned at the Secolo Theater. It is most likely that the PCs will attend the show after calming Maria Sertino. (Remember: They were invited by either Sofia or Antonio.) If they do not, however, have Aldo collect them after he is contacted by a man named Gerrardo (gair-RAR-doe).

At the start of the show, Guiseppe introduces himself and then Figlio as his prize puppet. The show begins with a typical Punch-and-Judy routine, and nothing should seem amiss.

Shortly after the show has started, the PCs are called out of the theater by Aldo the constable. He has a suspect at the jail. The suspect is a nearly comatose bum who lives in the alley behind the Sertino’s home. Aldo is convinced that the wretch committed the murder. Of course, he has no evidence, no confession, and no witness. Eventually he releases the poor man with an admonishment: "—and don’t ever let me catch you again!"

Meanwhile, at the performance, Guiseppe calls all the children forward so they can see better. While they watch the show, enchanted, Maligno’s carrionettes are busy paralyzing and carrying away the adults. This single act wipes out more than half the adults in the town. It seals Maligno’s fate to become a domain lord in the demiplane of dread.

None of the children see what happens behind them; they are all too busy watching the show. Afterward, Maligno tells the children lies about why their parents vanished. As the children wander into the streets and to their empty homes, the other adults of the community find them and discover that many people "vanished" in the theater. Alarmed, they send someone to find Aldo and his newly sworn-in deputies. All the while, carrionettes ambush the few remaining adults in
Odiare with the intent to take over their bodies. A man named Gerrardo bursts into the constabulary, where Aldo and the PCs have just finished interrogating the suspect bum. He cries out, "The show at the Secolo tonight—something's happened! They've all vanished. Only the children are left. You have to do something!" He urges Aldo and the PCs to go to the theater and find the missing people. He will guide them to the theater if they insist, but he leaves for home as soon as possible.

When describing the streets, remember that it is now nightfall. The streets are dark, empty, and hazy. Lamplights on the streetcorners, held aloft on lamp poles, flicker gently, shedding a soft radiance in a small circle. The buildings are mostly dark. A few show a single lamp in the window, but they are empty, as if someone had hastily left.

The cobblestone alleys are devoid of people. This is the way Odiare looks for the rest of the adventure. The sun will never again rise here, and there is no moon. A thin haze limits visibility to about 120 feet. Beyond that the street lights can't penetrate. From this time forward, the streets of Odiare twist in on themselves (see the map on the cover and the domain description [page 4]). All roads lead back into the town.

**Investigation**

When the PCs arrive at the theater to investigate, they see a darkened building. A hand-painted sign above the doorway reads "GIUSEPPE THE PUPPETMASTER PERFORMS TONIGHT!" The two side doors are locked, although they can be picked. The large double doors are unlocked.

The children are all gone. The adults have been done away with, leaving an empty theater—empty, that is, except for Guiseppe and the carrionettes. If the PCs attended the beginning of the show, they will immediately recognize Guiseppe and Figlio.

The inside of the theater is dark. Rows of empty benches face the stage at different angles. Illuminated in lantern light on the stage is an old man wearing well-worn finery, standing next to a puppet theater that has been erected on the stage. A wooden puppet stands motionless in the puppet theater, strings stretched taut.

The old man startles as he notices you. Fear sweeps over his face as he cries, "Stop them! Figlio, don't let them get me!" The wooden puppet's head snaps up; its eyes swivel to seek you out. It shrieks, "Carrionettes, attack the trespassers!" and chills sweep your spine. Suddenly, small shapes swarm out from under the front row of benches. Each is a puppet, with strings trailing behind on the floor. The lantern light glints off of the vicious little blades and sharp needles that they carry.

The carrionettes were seated under the row of benches closest to the stage, listening to Maligno (or Figlio, as Guiseppe insists on calling him) and Guiseppe. Seeing Maligno and the wave of animated marionettes is cause for a horror check. While the characters battle the carrionettes, Guiseppe sweeps up Maligno and flees for the door at the back of the stage. He is out of view almost immediately. It is possible that the PCs will have a chance to shoot arrows or some other missile weapon at Guiseppe. Regardless of how much damage they do, the old man isn't killed. If Guiseppe loses all his hit points due to wounds, a squad of carrionettes carries his unconscious body away.

**Carrionettes (12):** AL CE; Int Avg; AC 6; MV 6; HD 2; hp 10 each; THACO 19; #AT 1; Dmg 1; SA paralyzation, possession; SD immune to poison, cold, electricity, mental spells; MR nil; SZ T (6'~2' tall); ML fearless (20); XP 975 each.
As the PCs try to chase down Maligno and Guiseppe, they will inevitably wander the streets. Give the players a photocopy of the town street map provided in the back of this adventure (page 29). It shows them what they remember of Odiare’s layout, roughly centered on the town square. A few landmark buildings are shown as well. If they spent any significant amount of time in any particular building before the events at the theater, mark it in for the players. As the PCs wander around the town, let them fill in their photocopy of the map. As they reach the edges, where the map wraps around on itself, tell them when they pass landmark buildings on the other side of the map. They will quickly get the idea that the map circles back on itself, although they may not actually figure out how.

Characters that wander off by themselves are especially vulnerable. Any character alone for five or more rounds is automatically overwhelmed by carrionettes and his body taken over. DO NOT TELL THE PLAYER THAT THIS HAPPENED!

Let the player keep controlling his character. The now-carrionette will just “go with the flow,” letting his actions be dictated by the group’s decisions. Whatever the character was doing by himself automatically amounts to nothing. Even if you must outright lie, tell the player that his character saw nothing of interest, found nothing, the door was locked, or whatever is appropriate. Basically, the carrionette in control of the PC will not give away anything of importance.

Any character who wanders off for five or more rounds with another character who is controlled by a carrionette is also automatically taken over by a carrionette. It is actually possible for all the PCs to be taken over by carrionettes before they know what really happened. If this happens, they awaken in the birdcages described in “Awakening in the Toy Shop” in the section on Dim the Lights. Tell the players what really happened to them when they wake up.

As the characters wander the streets of Odiare, searching for clues to the whereabouts of Maligno and Guiseppe, they are also subject to normal attacks by carrionettes. There is no set time period or die roll to determine when such an attack occurs. You should decide for yourself when the time is right. Below are a few sample encounter beginnings that you can use. They can be used any time the characters are walking around in the streets.

**Carrionettes:** AL CE; Int Avg; AC 6; MV 6; HD 2; hp 10 each; THAC0 19; #AT 1; Dmg 1; SA paralysis, possession; SD immune to poison, cold, electricity, mental spells; MR nil; SZ T; ML fearless (20); XP 975 each.

**Charge!** A batch of six carrionettes grab a pitchfork from the stable. They hide around a corner, in an alley, or in a darkened doorway. When the PCs come by, they level the pitchfork at knee height and charge. Roll for surprise. The pitchfork has a THAC0 of 19 and inflicts 1d6 points of damage. After the charge, the dolls might stay and fight, using their needles, or flee.

**Peek-a-boo:** One carrionette lets itself be seen at the opening of an alley. It immediately turns and flees into the alley. Just inside the entrance to the alley, obscured by shadows, is a trip wire. Anyone running full tilt into the alley will fall. Normal movement allows the character a Dexterity check. Cautious movement automatically detects the wire. Once on the ground, four carrionettes swarm over the downed character and thrust needles into his or her limbs, with a +3 bonus to hit.

**Other Denizens:** The creation of the domain of Odiare has caused a few other creatures to become menaces. Giant rats now roam the alleys and are sometimes bold enough to attack people in the streets. Be sure to use the morale rules with the rats (see the DMG). The odds are that they will flee before doing any serious harm.
**Giant Rats (1d6+6):** AL N(E); Int Semi; AC 7; MV 12; HD K; hp 4, 2, 3, 1, 2, 3, 4, 2, 2, 1, 3; THACO 20; #AT 1; Dmg 1d3; SA nil; SD nil; MR nil; SZ T (2' long); ML unsteady (5); XP 15 each.

**Runaway Carriage:** The carrionettes have commandeered a carriage from the stable. The carriage has two horses, each with a carrionette clinging to its mane. Another carrionette holds the reins in the driver's seat. Four more stand atop the carriage, ready to leap upon the PCs as they go by.

Since the carrionettes are lousy coach drivers, they have little control over the horses. The PCs first hear the clatter of hooves and wagon wheels coming toward them. Then the carriage bursts out of the haze-shrouded mists, careening toward the PCs. Any PC who declares he is seeking cover can automatically avoid the horses. Any PC who tries to remain in the street for even a single round must make a saving throw vs. breath weapon to avoid being trampled. Being trampled causes 6d6 points of damage. This could well kill a character, so if you wish to avoid that result, have the character be reduced to 1 hit point instead.

**Children:** There are frequent encounters with wandering children. Most are just playing in the streets. None are in any danger.

**Boarding Party:** A band of seven carrionettes tied strings to lamp posts and are waiting nearby on roofs. When the PCs are in position, the carrionettes launch themselves and swing down onto the PCs. The puppets are, of course, wearing pirate hats and eye patches. As it swings, each doll holds a silver needle forward like a lance, with a THACO of 20. The force of the swing allows it to do 1 point of damage as well as the possible paralysis. Each puppet that scores a hit has a 50% chance of clinging to the PC. Once there, it automatically hits for 1 point of damage or it can attempt to paralyze a limb with a normal attack.

**Ankle Biters:** A horde of carrionettes (10) swarms out of a sewer hole as the PCs cross over it. The puppets race up to the characters and attack. One carrionette per PC attempts to climb its victim's back, using its climb walls ability. All the other carrionettes attack the legs of the PCs, trying to paralyze them. On the second round of combat, the carrionette on a PC's back will attack his or her arms, trying to paralyze those limbs.

**Shadowed:** The PCs hear noises on the roof of a nearby house. Anyone looking up sees tiny, manlike shapes nimbly scooting across the roof. There is no combat in this encounter, but the sight of the carrionettes following the characters should give them the creeps.
After the attack at the Secolo Theater, Maligno recognizes that the PCs are a genuine threat to him, so he prepares a trap at the toy shop. Guiseppe’s Toy Shop is lit up like a lighthouse beacon, for every lamp in the place is lit. All the PCs will notice the light as soon as they round a corner and sight the shop.

To ambush the PCs, Maligno takes five life-size rag dolls and ties their hands behind their backs and puts sacks over their heads. Maligno then animates them with his innate power so that they struggle and wiggle around a bit—very lifelike. Since all that is visible are the clothes the dolls are wearing (their hands and heads are hidden), they look for all the world like real people. Maligno and four of his carrionettes then use their ventriloquism power to make muffled cries for help.

At some point, one of the PCs will pull a sack off of a doll’s head or do something else that alerts the PC to the ruse. At that point, Maligno and his carrionette crew attack. Eight carrionettes on the roof throw a net over any PCs standing outside the building; a save vs. breath weapon is necessary to avoid it. The carrionettes then leap from the roof onto the PCs and begin to stab them with silver needles.

Any PCs who have been taken over by carrionettes now turn traitor. As DM, pass a note to each player controlled by a carrionette, telling him or her to help the puppets capture (not kill) the other PCs.

Inside the toy shop, Maligno himself leads ten carrionettes to the attack. He uses whatever powers are necessary to subdue the characters. In particular, he attempts to touch PCs and make them dance. If he sees anyone running away, he uses his taunt ability to try to make them return to the fray.

Carrionettes (18): AL CE; Int Avg; AC 6; MV 6; HD 2; hp 10 each; THAC0 19; #AT 1; Dmg 1; SA paralyzation, possession; SD immune to poison, cold, electricity, mental spells; MR nil; SZ T (1’ tall); ML fearless (20); XP 975 each.

Maligno: AL CE; Int Exc; AC 4; MV 9; HD 6; hp 30; THAC0 15; #AT 1; Dmg 1d3; SA Otto’s irresistible dance, ventriloquism, taunt, paralyze, animate toy; SD immune to poison, cold, electricity, most spells; MR nil; SZ T.

If the tide turns and it looks like he will be defeated or even captured, Maligno will flee. He will not animate any toys until the situation gets this desperate. He can flee through either door or up the stairs. If he is out of view for two rounds or more, he is gone and cannot be found.

When running this encounter, be strictly honest. The adventure will work quite well whether the PCs are captured or are victorious. If they defeat Maligno here, they can investigate the toy shop and learn how to escape the domain.
Awakening in the Toy Shop

This section of the adventure is played only if all the PCs are captured by the carrionettes. When the characters wake up, they are in the bodies of dolls. Their new doll forms have been placed in round, wooden birdcages and suspended about a foot from the ceiling. The sight of their possessed bodies and their current plight is cause for a horror check.

You awaken to find yourself in a round, wooden cage, suspended from the ceiling by a massive brass chain. Your first movements make the cage sway slightly. Carefully peering out, the sight that greets your eyes chills you to the bone. You see a giant-size doppleganger of yourself and each of your companions that stand fully 30 feet tall! The room must be 40 feet at the ceiling, where your cage hangs. One of the doppleganger giants gives you a cold, malicious glance as it files out of the shop with the others.

As they depart, your perceptions correct themselves. You feel as though you are looking at an inverted, flat, line drawing of a three-dimensional object. Your doppleganger body was normal size—it's you who have shrunk! Then, a glance at your body reveals an even more horrifying fact: You are inhabiting the body of a doll!

Escaping the Cages: The doors to the cages have a stiff piece of wire twisted about them, making them impossible for the characters to open. The bars of the cage are too thick and sturdy for the "puppets" to break, bend, or squeeze through.

These birdcages were never meant to hold creatures with hands, however. While the carrionettes in the PCs' stolen bodies secured the doors, they neglected to do anything about the chains that hold the cages suspended from the ceiling. Any character can reach through the top of the cage and unclasp the chain.

Of course, undoing the chain means that the cage will fall. The cage will take quite a jolt, enough to give it a 50% chance of cracking or bending a vital piece that will allow the PC doll to escape. Naturally, the PC doll also suffers a fall—and he or she takes 1d6 points of damage unless a save vs. fall is made. If none of the cages are harmed enough to crack open, then the last cage to fall cracks open automatically.

There is a clever way to avoid having the cage fall. Several strings dangle from each PC doll. Tied together, each PC's strings form a single strand about 6 feet long; working together, the PC dolls might get enough string to lower one doll's cage to the floor. If this string is looped through the chain and tied to the top of the cage, the PC can undo the cage from the chain and keep it suspended by holding tight to the string. By letting out the string a little at a time, the cage can be gently lowered to the floor.

Once even a single doll is free, he or she can release the others. Two dolls working together can untwist the wire that closes a cage door. The combat abilities of the PCs as dolls is found on pages 17 and 18.

Escaping the Toy Shop: The toy shop is littered with animated toys, all set to prevent the characters from escaping. In fact, there are so many that if all of them immediately assault the PCs, they are doomed.

Maligno wants the PCs alive, but trapped in doll bodies. If they die while in the doll bodies, then the carrionettes inhabiting their living bodies die also. Therefore, Maligno has given orders to the toys to prevent the escape of the PCs, but not to kill them. The toys will generally act to drive the PCs back from the windows, doors, and stairs. They don't mind causing damage, but they will avoid attacking with a good chance of destruction.

For example, the toys will knock the PCs off of tables, drag them away from doors and windows, block exits, etc. As long as the PCs stay well away from the doors, windows, and stairs, the
DIM THE LIGHTS
Toys will leave the PC dolls alone. The toys will also chase the PCs upstairs, should they try to go there. Note: The toys don’t consider the fireplace to be an exit, and they will not take action if the PCs attempt to climb the flue. Of course, the animated toys will defend themselves if attacked. Once outside the shop, the animated toys won’t pursue the characters. They have done their job and failed.

The one creature in the toy shop that is not following Maligno’s rules is Gatto (GOT-toe). Gatto is a normal house cat who spends most of his time upstairs. If the characters venture upstairs in their attempt to escape, they are sure to run into him. Gatto loves to chase small creatures—such as PCs in doll bodies! He will attack the PC dolls. Gatto is curled up in the bed (Area U). His morale is normally a 2, but against the dolls it is an 11. He is capable of a one-round burst of speed, for a movement of 18.

**Gatto (house cat):** AL N; Int Animal; AC 6; MV 6 (18); HD 1; hp 4; THACO 20; #AT 3; Dmg 1d2/1/1; SA rear claws 1d2/1d2 if both front paws hit; SD nil; MR nil; SZ T (1’ tall); ML 2 (11); XP 7

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**The PCs as Dolls**

While in the bodies of dolls, the PCs do not have their character class abilities. Wizards and priests can’t cast spells, warriors don’t have their combat abilities, and rogues lose their thieves’ skills.

**PC Doll Combat Abilities**

<table>
<thead>
<tr>
<th>Armor Class:</th>
<th>6</th>
</tr>
</thead>
<tbody>
<tr>
<td>Movement:</td>
<td>2 (12 in small scale)</td>
</tr>
<tr>
<td>Hit Dice:</td>
<td>2</td>
</tr>
<tr>
<td>Hit Points:</td>
<td>16</td>
</tr>
<tr>
<td>THACO:</td>
<td>19</td>
</tr>
<tr>
<td>No. of Attacks:</td>
<td>1</td>
</tr>
<tr>
<td>Damage/Attack:</td>
<td>1</td>
</tr>
<tr>
<td>Special Defenses:</td>
<td>Immune to poison, cold, electricity, mental spells</td>
</tr>
<tr>
<td>Save vs. Falls:</td>
<td>5</td>
</tr>
<tr>
<td>Size:</td>
<td>Tiny (1’ tall)</td>
</tr>
</tbody>
</table>

**Size & Movement:** With the PCs being only 1 foot tall, they are ⅛ the height of a normal man. To keep the math easier, assume they are ⅛ a man’s height and that all distances are five times normal. Therefore, a table whose surface is really 3 feet off the ground is effectively 15 feet high. A room 20 feet across is treated as if it were 100 feet across.

A carrionette has a movement rate of 6 compared to a human’s movement rate of 12. The carrionette is far less than half the size of a human, but its magical nature allows it unnatural speed at that size. Unfortunately for the PCs, they don’t get the benefit of that magic. They move at ⅛ normal speed, which is 20 feet per round—half that if attacking in the same round.

**Falls:** A carrionette body can take a lot of abuse that a flesh body cannot. The wooden doll body gets an item saving throw vs. falling to avoid all falling damage. However, since they are built more delicately than a simple block of wood, there is a -3 penalty. Thus, they have a saving throw vs. falling of 5. Simply put, they rarely take damage from falls. If the doll fails his save, he takes 1d6 points of damage for each 10 feet (or fraction thereof) that he falls.

**Death:** The PCs do enjoy some benefits as dolls. The principle benefit is that it is almost impossible to destroy their doll bodies. Reducing them to zero hit points or below will render the body inert, not dead. The doll can’t move until repairs have been made, but the character in that body is still alive. Only fire will permanently destroy the carrionette body. Burns can never be repaired, and once the body suffers full hit point damage in burns, the doll body and the character are both dead.

**Making Repairs:** Assuming the PCs in their doll bodies have some string and some glue, they can actually repair themselves. Repairs can be
attempted only once the doll's body is at or below zero hit points, however. The PCs are not skilled craftsmen like Guiseppe. When they make repairs, it takes half an hour and leaves the PC doll with 1d6+2 total hit points, regardless of how far below zero the doll went. Remember, burn damage cannot be repaired.

**Guiseppe's Toy Shop**

There are two entrances to the store—one opening onto the main street, the other into a back alley. The back door is kept locked for the duration of this adventure. The front door is unlocked unless the PCs are captured and possessed by the dolls; then it is kept locked. The store front has two large glass windows. The first floor is the store and workshop. The upstairs is Guiseppe's living quarters. There is no basement or cellar.

When the PCs enter the toy shop, lay out the large map found on the inside of the cover. This is the players' map, and they can see everything shown on that map. (A copy of the map is included on page 19 for your use. It has all of the keyed locations described below. There is no player map for the second floor.)

The windows of the second floor are all shut, but not locked. It will take the cooperative effort of three doll-size PCs (one normal-size one) to open a window. The doorways are all covered with a hanging cloth instead of doors. The cloth blocks sight and retains some heat, but it does nothing to stop movement.

**A1 to A4. Display Shelves:** These shelves are filled with a wide variety of toys. Many of them have been animated by Maligno. Below is a sampling of toys to be found on each shelf. Animated toys are listed first, with special abilities shown in parentheses afterward. Some of these special abilities will work only against unarmored, size T (tiny) or smaller opponents. The nonanimated toys are listed last. There are many other nonanimated toys on these shelves, as well as duplicates of those listed.

**Animated Toys:**

<table>
<thead>
<tr>
<th>AL LE; Int Avg; AC 6; MV 6; HD 2 (9 each); THAC0 19; #AT 1; Dmg 1; SA special power; SD immune to poison, cold, electricity, mental spells; MR nil; SZ T; ML fearless (20); XP 175.</th>
</tr>
</thead>
</table>

**A1—Display Shelf**

**Animated Toys:**

- Darts, 4 (fly, MV 12, charge for 1d2 points of damage).
- Jack-in-the-box, 1 (automatic surprise when popping out of box, 2 attacks for 1d3 points of damage). This toy is the one shown on the cover of this adventure. It was altered by Maligno to have a skull head and clawed hands. It is the leader of the toys.
- Tin soldier, 1 (AC 0, sword inflicts 1d3 points of damage).
- Rag doll, 1 (immune to falls & bashing attacks).
- Wheeled horse, 1 (MV 12, charge for 1d2 points of damage, save vs. breath or be knocked down).

**Nonanimated toys:**

- Dominos, card deck, ring toss, stick acrobat puppets, music box, wooden sword, ceramic dolls.

**A2—Display Shelf**

**Animated Toys:**

- Wooden dragon, 1 (fly 12 [C], breath fire, 12" x 6" cone, 1d6 points of damage, save for half).
- Punch & Judy puppets, 2 (clubs inflict 1d3 points of damage).
- Wooden bear, 1 (16 hit points).
- Battering ram, 1 (charge for 1d6 points of damage).

**Nonanimated toys:**

- Bouncing ball, stick puppets, jacks, marbles, wooden animals, straw dolls.
A3—Display Shelf

**Animated toys:**
- Doll-in-a-doll, 1 (creates five duplicates, each with 1 less hit point). This is one of those hollow wooden dolls that has a smaller version of itself inside. That doll in turn has yet another, smaller, version inside, etc. In this case, there are 6 total dolls all nested within each other. Each can "slide" around to move and has a pair of articulated arms that it uses to attack.
- Sling shot, 1 (range attack with marbles, 1d3 points of damage).
- Marionettes, 2 (use strings as whips, range 2 feet, save vs. breath weapon or have one limb entangled).

**Nonanimated toys:**
Dice, cone pop-up puppet, ceramic animals, ball & peg machine, backgammon, chess, checkers, pick-up sticks, building blocks, wooden puzzles.

A4—Display Shelf

**Animated toys:**
- Roller skates, 1 pair (MV 12, charge for 1d3 points of damage).
- Tops, 3 (touch requires save vs. breath weapon or be flung 1d4 feet away and suffer 1 point of damage).
- Marionette, 1 (uses strings as whips, range 2 feet, save vs. breath weapon or have one limb entangled).

**Nonanimated toys:**
Whistles, child's tea set, ice skates, kaleidoscope, pinwheel, chinese finger trap, juggling balls, chalks, peg board, yo-yo.

B. Work Shelf: Guiseppe keeps supplies and partially finished projects on this shelf. To the right of the shelf is a hooded cloak hung on a wooden peg. To the right of that is the back door, leading to the alley.

On the shelves are piles of fine cuts of various woods, jars of paint, sheets of lizard skin (used as sandpaper), scraps of cloth, one jar of tar (sticky
and flammable), bars of soap, lumps of clay, pieces of chalk, balls of string, strips of wire, and laces of leather. There are also many toy pieces, such as wheels, gears, puppet arms, painted boxes (empty), etc.

C. Cabinet: Supplies and tools are kept here: pins, needles, thread, glue, paint brushes, nails, screws, wooden pegs, tar paper (very sticky), glass vial of acid, ball of string, whetstone. On the bottom shelf there is a mouse trap, baited with stale cheese.

D. Workbench: This large table measures 7 feet by 4½ feet and stands 3 feet tall. Scraps of material, wood chips, and snippets of thread litter the scarred, paint-splattered surface. Underneath the bench are several wooden crates containing scraps of metal, wood, and cloth.

There is a partially built marionette lying here. The body has been assembled, but it has not been painted or dressed. It has not been turned into a carrionette yet, but it could be animated by Maligno if he so chose.

Next to the doll is an open book that contains Guiseppe’s notes on carrionette creation as well as his personal ramblings. The carrionette is created just like any other marionette, but the notes are worthless in that regard. It is Guiseppe himself who provides the magic of animation. Among his ramblings are his observations about how the carrionettes work. This is where the player characters can find out how to get their bodies back. If they take the time to read this book, give them a photocopy of the handout found at the end of the booklet.

E. Fireplace: This is a typical fireplace, with a low fire burning in it. A pile of wood is stacked to its left, and a small hatchet hangs on the wall above. Fireplace tools (including a poker, broom, shovel, and tongs) lean in the corner to the right.

Climbing the flue, which takes six rounds, is one way out of the toy shop. However, any PC doll caught in the fire suffers 1d6 points of irreparable damage per round. Climbing the flue without putting out the fire causes 1d3 points of heat damage for three consecutive rounds.

F. Stairs: These stairs lead up to Guiseppe’s living quarters. Each step is about 8 inches high and 1 foot wide.

G. Under the Stairs: Like many darkened areas under stairs, this one is used for storage. Bolts of cloth and paper, small barrels (water, oil, and grease), and a pile of rags are the principle features of this one.

H. Tools: The wall here is littered with small pegs upon which are hung the tools of a toy maker. There are saws, knives, chisels, hammers, tongs, drills, pliers, T-squares, clamps, and myriad other tools. Most are small, delicate devices suitable for making tiny items. Underneath the tools is a box of straw. The straw is used to stuff dolls and to pad small chairs or other such items.

I1 to I2. Display Tables: Each of these two tables sits directly below a window. Toys and dolls are set out here to lure passersby into the shop. The I1 display table has three wooden puppets (not carrionettes) that have been animated. The I2 display table has two of them.

These are animated toys, with the special ability to use their strings like a whip. Each has a range of 2 feet and does no damage, but the victim must make a save vs. breath weapon or have one limb tangled in the string. This attack only works against size T (tiny) opponents.

Animated Toys: AL LE; Int Avg; AC 6; MV 6; HD 2 (9 each); THAC0 19; #AT 1; Dmg 1; SA tangling strings; SD immune to poison, cold, electricity, mental spells; MR nil; SZ T (1’ tall); ML fearless (20); XP 175.

The glass in the shop windows can be broken, but not as easily as the characters might assume—after all, they’re only 12 inches tall! An individual PC doll pounding on the window or throwing something at it will not break it. It takes the cooperative effort of three or more doll-size characters to shatter a pane. They must use their collective strength, not just attack as three individuals. For example, if they all pick up a hammer too heavy for only one or two of them to
wield, or run at the window with a battering ram-like object, the window will break. The shattered glass has no effect upon their wooden bodies. Obviously, normal-size PCs would have little problem breaking the windows, but to the PC dolls, this will be quite an endeavor.

J. Doll House: This miniature house is two stories high, plus an attic. It is sized just right for the PCs. Like most doll houses, the front wall is missing, leaving nowhere to hide inside.

K. Hobby Dragon: The head of this “hobby horse” is that of a dragon. This is a larger than normal animated toy—and a fearsome opponent. It will only animate against human or humanoid intruders. It ignores the PCs while they have doll bodies. Its breath weapon extends in a cone 10 feet long and 5 feet wide, inflicting 2d6 points of damage upon anyone in it (save vs. breath weapon for half damage).

**Animated Toy:** AL LE; Int Avg; AC 6; MV 6; HD 3; hp 15; THAC0 17; #AT 1; Dmg 1d6 bite; SA fire breath; SD immune to poison, cold, electricity, mental spells; MR nil; SZ S (4’ tall); ML fearless (20); XP 270.

L. Rocking Unicorn: Built like a normal rocking horse, this one has a unicorn horn on its forehead. It is a larger than normal animate toy. Like the hobby dragon, it will only animate against live intruders and will ignore the PCs if in their doll bodies. Its only attack is to charge an opponent and gore him or her for 1d6 points of damage. To attack again, it must back up and charge. It can do this every round.

**Animated Toy:** AL LE; Int Avg; AC 6; MV 12; HD 3; hp 18; THAC0 17; #AT 1; Dmg 1d6 charge; SD immune to poison, cold, electricity, mental spells; MR nil; SZ S (3’ tall); ML fearless (20); XP 270.

M. Hoop and Stick: This animated toy works by having the stick hit the hoop rapidly, thus making it roll forward. The hoop cannot cause any damage itself, but it can fall down and encircle a victim. As long as the victim remains inside the hoop, the stick can strike it twice a turn. If there is no target inside the hoop, the stick must spend a round flipping up the hoop and then roll it forward to find a new victim.

**Animated Toy:** AL LE; Int Avg; AC 6; MV 6; HD 2; hp 8; THAC0 19; #AT 2; Dmg 1d3; SD immune to poison, cold, electricity, mental spells; MR nil; SZ S (2’ tall); ML fearless (20); XP 175.

N. Kite: With a griffon painted on it, this kite is able to sail around the room and “bump” into things, doing 1 point of damage.

**Animated Toy:** AL LE; Int Avg; AC 6; Fly 6 (D); HD 2; hp 8; THAC0 19; #AT 1; Dmg 1; SD immune to poison, cold, electricity, mental spells; MR nil; SZ S (3’ tall); ML fearless (20); XP 175.
O. Table: This table is where Guiseppe has most of his meals. There is a mug, dirty food bowl, and wooden spoon on the table. A soiled cloth lies crumpled next to it, loose threads beginning to unravel on one end.

P. Fireplace: This fireplace is the same shape and size as the one on the first floor. However, it has its own flue that runs next to, but does not connect to, the flue from the downstairs fireplace. It is currently unlit.

Q. Kitchen Table: This is where Guiseppe prepares his meals. There are several knives, forks, spoons, and cleaning rags here. Plates, bowls, and cups are stacked neatly along the back, while pots, pans, and firewood are under the table. There is a mouse trap behind the wood pile.

R. Food Pantry: Shelves of food and other common household supplies fill this closet. There are two mouse traps on the floor.

S. Table: This is one of Guiseppe’s favorite places in his humble home. Here he can plan new toys, read or write, and look out over the streets of the town all the while.

T. Bed: This is where Guiseppe sleeps. It is rumpled and unkempt. Gatto the cat is curled up here.

U. Closet: This small area holds clothes, books, and other personal effects.
Once the PCs have escaped from the toy shop, they still need to get their own bodies back. First, they need to find some silver needles. Then they need to find their carrionette-possessed bodies. As they wander the town searching for these things, they are subject to random encounters. The encounters described below can happen whenever you want them to, and in any order. It is completely up to you to decide when and where to throw in these encounters.

**Suspicous Carrionettes:** The animated marionettes will know immediately that the PC dolls are not carrionettes. They will move to attack. This encounter should always be set up to allow the PCs a full round to escape before combat begins, should they choose to do so. There is no real need to fight more carrionettes at this point in the adventure.

**Carrionettes (1–3):**
- AL CE; Int Avg; AC 6; MV 6; HD 2; hp 10 each; THACO 19; #AT 1; Dmg 1; SA paralysis, possession; SD immune to poison, cold, electricity, mental spells; MR nil; SZ T (1’ tall); ML fearless (20); XP 975 each.

**Dog Pack:** Dogs are a common part of any town. With the streets largely empty, small packs have begun to roam about. They will attack carrionettes and dolls that they see moving. The easiest way to avoid this encounter is to play dead. The dogs will sniff the doll bodies and then leave.

**Dogs (4):**
- AL N; Int Animal; AC 7; MV 15; HD 1; hp 6, 5, 4, 3; THACO 20; #AT 1; Dmg 1d3; SA nil; SD nil; MR nil; SZ S (2’–3’ tall); ML unsteady (6); XP 15 each.

**Julio the Wild Man:** This middle-aged man has been driven crazy by the recent events in Odiare. He is determined to destroy as many carrionettes as he can—and he won’t know the difference between the PC dolls and true carrionettes. Julio will attempt to attack with surprise. He is carrying a burning torch, which he swings like a club. Any carrionette or doll that it touches must save vs. normal fire, using the item saving throw table (see Table 29 in the DMG) for thick wood. Failure means the doll is now burning and will lose 1d3 hit points per round.

**Wild Man (Julio):**
- AL CN; Int Avg; AC 9; MV 12; HD 1; hp 5; THACO 20; #AT 1; Dmg 1d4 (club); SA fire; SD nil; MR nil; SZ M (6’ tall); ML elite (14); XP 35.

**Innocence:** Angelica is a little girl about 8 years old. She is just wandering aimlessly, playing with whatever is around her. When she spots one of PCs in a doll body, she gets very excited and tries to pick him or her up to play with. She has a movement rating of 6, but no other combat abilities. Remember, none of the carrionettes in Odiare will harm a child.

**Other Denizens:** The creation of the domain of Odiare has caused a few other creatures to become menaces. Giant rats now roam the alleys and are sometimes bold enough to attack people in the streets. If the PCs play dead, the rats will sniff their bodies and leave them alone.

**Giant Rats (5):**
- AL N(E); Int Semi; AC 7; MV 12; HD ½; hp 4, 2, 3, 1, 2; THACO 20; #AT 1; Dmg 1d3; SA nil; SD nil; MR nil; SZ T (2’ long); ML unsteady (5); XP 15 each.

**Dumb Luck:** If the PCs are having trouble finding their real bodies, you might choose to use this encounter, but only after the PCs have gotten the silver needles. You can choose a character, and then the PC dolls encounter that body under the control of a carrionette. It has all the powers and abilities of the character.
Bad Luck: This encounter should be used only if you feel things are going too easy for the PCs. Here, the PCs run into Maligno. He knows immediately that they are not under his control, and he knows he cannot control them with his power to animate toys. However, he is traveling with three carrionettes and can summon 2d4 more, which arrive in three rounds. The PCs probably have to flee to survive.

Maligno: AL CE; Int Exc; AC 4; MV 9; HD 6; hp 30; THACO 15; #AT 1; Dmg 1d3; SA Otto's irresistible dance, ventriloquism, taunt, paralyze, animate toy; SD immune to poison, cold, electricity, most spells; MR nil; SZ T (1' tall).

Carrionettes (3): AL CE; Int Avg; AC 6; MV 6; HD 2; hp 10 each; THACO 19; #AT 1; Dmg 1; SA paralyzation, possession; SD immune to poison, cold, electricity, mental spells; MR nil; SZ T (1' tall); ML fearless (20); XP 975 each.

Where the Bodies Are

Before the PC dolls can recover their bodies, they will need silver needles. The silver needles can be found only in the Silversmith's Shop. Once inside, there are no encounters. It takes an hour to find the stash of 36 needles.

Finding the PCs' live bodies is another story. The carrionettes have all wandered off to enjoy having a real body. Each player character's body is in a different location. You can decide which body is in which location, using the map on the gatefold.

<table>
<thead>
<tr>
<th>Key</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>4</td>
<td>Taverns (pick one)</td>
</tr>
<tr>
<td>22</td>
<td>Brewer</td>
</tr>
<tr>
<td>27</td>
<td>Baker</td>
</tr>
<tr>
<td>28</td>
<td>Garden courtyards (pick one)</td>
</tr>
<tr>
<td>34</td>
<td>Jeweler</td>
</tr>
<tr>
<td>43</td>
<td>Town square</td>
</tr>
</tbody>
</table>

All the characters are alone, except for the one in the tavern. He or she is among a crowd of other possessed adults, all drinking and carousing. Fortunately, none of them have any class skills. If any spot the PC dolls, they know immediately that these are not fellow carrionettes. However, PCs who have already regained their bodies have a chance to fool this crowd. The bodies still have any wounds that they might have had from before.

Celebrating People (13): AL CN; Int Avg; AC 10; MV 12; HD 1; hp 4 each; THACO 20; #AT 1; Dmg 1d3 (makeshift weapon); SA nil; SD nil; MR nil; SZ M (5'-6' tall); ML steady (12); XP 35 each.

When each PC regains his or her body, the carrionette body remains lifeless for an hour (see the MC entry on carrionettes, page 31). The doll is easily destroyed while it is helpless.

Finding Maligno

The evil puppet has been busy while the PCs were dealing with the toy shop and regaining their human bodies. Confident that there is nothing in Odiare that can threaten him, he has decided to put on a show for the children. Their applause and laughter is one of the few things that can make Maligno feel good again.

As the PCs are wandering around Odiare, they hear noises when they pass the Secolo Theater. If they are cautious, they can peek in without being seen. Inside, Maligno is performing with several carrionettes on the stage. The show is called "Sir Arduin and the Wyrm" (a variant of "St. George and the Dragon"). Maligno plays the part of Sir Arduin and is dressed in armor. An animated wooden dragon plays the part of the villain. Four carrionettes form the rest of the troupe, each dressed in a costume (squire, damsel in distress, king, and court jester).

The characters have two basic options: to attack now while the children are in the theater, or to wait until the show is over and the children leave.
If the PCs charge in now, they endanger the innocent children. Any PC causing harm to a child automatically fails a powers check (as stated in the Forbidden Lore boxed set, "Oaths of Evil," "Ultimate Acts of Darkness"). Maligno will not harm the children, but he is not above using them to shield himself. The children will flee if threatened, yelled at, or intimidated. However, the crowd of scrambling kids will delay the PCs for a round, allowing Maligno to get a head start.

If the PCs wait until the show is over, the children playfully file out of the theater, leaving Maligno and his carrionettes. The evil puppets will remain in the theater for half an hour. During that time, Maligno plots while the carrionettes cavort around the stage. Afterward, they all leave the building by the back door.

If the PCs let Maligno and his band get out of the building, you will have to decide what happens next. Maligno could go back to the toy shop or to any other location. If he is being chased by the PCs, he is certain to conduct guerrilla-style attacks on them with a seemingly unlimited supply of carrionettes and animated toys. Maligno will also defend Guiseppe from the PCs with his life, and he will prevent the puppet maker from contacting the PCs.

**Maligno:** AL CE; Int Exc; AC 4; MV 9; HD 6; hp 30; THACO 15; #AT 1; Dmg 1d3; SA Otto's irresistible dance, ventriloquism, taunt, paralyze, animate toy; SD immune to poison, cold, electricity, most spells; MR nil; SZ T (1' tall).

**Animated Wooden Dragon:** AL LE; Int Avg; AC 6; MV 6, Fl 12 (C); HD 2; hp 15; THACO 19; #AT 1; Dmg 1; SA breath fire, 12' long, 1d6 damage; SD immune to poison, cold, electricity, mental spells; MR nil; SZ T (2' tall); ML fearless (20); XP 175.

**Carrionettes (4):** AL CE; Int Avg; AC 6; MV 6; HD 2; hp 10 each; THACO 19; #AT 1; Dmg 1; SA paralysis, possession; SD immune to poison, cold, electricity, mental spells; MR nil; SZ T (1' tall); ML fearless (20); XP 975 each.

If the battle goes poorly, Maligno will try to escape. If the PCs have not blocked the exits or if it looks like he will actually get away, the ghosts of the theater rise up. The spirits of the murdered parents appear, barring the exits from Maligno. The doors and windows slam shut. A ghostly chant of "Burn him!...Burn him!" echoes throughout the theater. Between the efforts of the ghosts and the PCs, Maligno will not be able to escape the theater.

The lanterns hanging on the walls are a readily available source of fire. Once a flame touches wood or cloth in the theater, it burns quickly. It is impossible to put out the flames. The ghosts will not make any effort to help or hinder the PCs. The characters can open the doors and escape without any trouble, although the doors slam shut behind them. If the characters are foolish enough not to escape before the flames engulf them too, the ghosts will not help them. The spirits are only interested in vengeance upon Maligno.

**Conclusion**

Maligno is destroyed in the theater fire. At that time, all carrionettes and animated toys fall limply to the ground, inert and lifeless. Misty borders form at the edges of the domain. If the PCs enter these mists, they are transported to wherever you want to take the party next. This can be back to their normal campaign world or to another domain in Ravenloft. This low-level adventure will garner from 1,000 to 3,000 experience points for the party.

If you want to use this setting again, the spirit of Maligno can live on. Should Guiseppe make another marionette, it might be possessed and animated by Maligno. The theater would remain burned down, and the ghosts in the theater would still be laid to rest.

Alternately, Guiseppe might escape the domain himself. He could begin making carrionettes on his own back in the PCs' campaign world. Maligno himself is trapped in Odiare, but Guiseppe and the carrionettes are not: The evil can rise again.
the innocence of a child!
That innocence can act as a
shadow where evil can hide,
protected by its dark cloak. This is
the tale of an innocent toy, so
harmless in the hands of a child . . . so deadly when it steps from
the shadows into the cold light of
reality.

Appearance
Maligno is a 1-foot-tall wooden
marionette (a puppet controlled
by strings). He is painted and
carved to look like a happy, friendly
little boy. He wears loose green shorts
that have suspenderlike shoulder
straps (called lederhosen), a white
short-sleeved shirt, a long-sleeved jacket, and a
cap with a single white feather stuck in it.
His creator, Guiseppe, is a superb craftsman.
Maligno's body and face have dozens of
articulated parts. His eyebrows, eyes, lips, mouth,
even individual fingers, can all move
independently. This gives him great
expressiveness and agility.

Maligno's voice is like that of an eight-year-old
boy, pitched high and even a bit shrill. He is a
consummate voice actor. Maligno can sound
honest, naive, bullying, petulant, fearful, or just
about anything else. He is not able to imitate
other people's voices though.

Background
Maligno is the unique creation of the mad toy
maker Guiseppe. Driven by his own
demented fantasy of creating a son for
himself, Guiseppe crafted a marionette—a
marionette like no other. So strong was
Guiseppe's desire that this puppet actually came
to life.

There is an old adage that says, "Be careful
what you wish, for you might get it." That is what
happened to poor Guiseppe. Though the
marionette's body looks like that of an innocent
school boy, the puppet is actually a thoroughly
selfish and evil creature. Blinded by his paternal
feelings, Guiseppe is unable to see the puppet for
what he really is.

Guiseppe's delight with his new creation knew
no bounds. He named the puppet Figlio and
showered him with love. Delighted with his work,
Guiseppe presented Figlio to the town. While the
doll maker adored his creation, most of the
townspeople did not. The adults of Odiare didn't
believe in Figlio, and the puppet grew to hate
them even more than he hated not being real. His
envy and rage and hatred grew until it included
even Guiseppe. But the children of Odiare were a
different matter, for they believed in Figlio. The
puppet loved the children, for they loved him in
return.

The puppet hatched a plot: He would kill all the
adults of Odiare. With only the children left, Figlio
could play all day and be given the adoration he
deserved. The angry puppet coerced Guiseppe
into making more puppets. Each was a "living"
doll, but they were cold and inhuman, not at all
like Figlio. To Guiseppe's horror, they obeyed
Figlio and ignored their true creator.

During a theater show, Figlio's "carrionettes"
as he called the puppets) slew all the adults
present, but they spared the children. This
heinous act carved out a small domain in
Ravenloft just for Figlio, and the entire town was
transported to the demiplane of dread. That night,
Figlio renamed himself Maligno. He sent his
carrionettes into the streets to look for other
adults so that the puppets could take over those
bodies. They would become the new "adults" of
Odiare, all loyal to Maligno.

Maligno, in turn, tried to take over the body of
Guiseppe. He discovered that the demiplane of
Ravenloft confers a curse upon all its lords. He
alone of all the carrionettes is unable to inhabit a
human body. In fact, any harm befalling Guiseppe
seemed to affect Maligno as well.

Current Sketch
To this day Maligno burns with rage and
frustration. He abhors his own body and
wishes always that he were human. Most of
his plots have one of two major themes. He is
either trying to get a human body for himself, or he is trying to kill all adults that he can find.

Maligno keeps Guiseppe prisoner, forcing him to make more toys and carrionettes as he needs them. He gives many of these to the children of Odiare as friends and protectors.

The evil little puppet still needs the adoration of a crowd. He puts on regular shows in the Secolo Theater for the children. He is a wonderful actor, drawing gasps of wonder and peals of laughter from his young audience. Maligno basks in the glow of their attention for that brief time. When a show is over and he is again forced to contemplate his true nature, Maligno is at his worst. Woe to the grown man or woman that meets this malevolent marionette soon after.

**Confronting Maligno**

**Carrionette: Maligno**

- **Intelligence:** Exceptional
- **Alignment:** Chaotic Evil
- **Armor Class:** 4
- **Movement:** 9
- **Level/Hit Dice:** 6
- **Hit Points:** 30
- **THAC0:** 15
- **No. of Attacks:** 1
- **Damage/Attack:** 1d3
- **Special Attacks:** Taunt, ventriloquism, Otto's irresistible dance, animate toy, paralysis
- **Special Defenses:** Repair hit points, immune to poison, cold, electricity, and most spells
- **Magic Resistance:** Nil
- **Size:** T (1 ' tall)

Maligno is a type of doll golem called a carrionette. However, he is far more powerful than a normal carrionette. He carries a folding straight razor whose blade is a full 4 inches long. He wields it with unnatural viciousness.

Like other carrionettes, he carries ten silver needles. He can throw them up to 15 feet away, where they paralyze whatever limb they strike (his choice). (See the MC entry on carrionettes for details of this type of attack form.)

Once a character is completely immobilized, a normal carrionette can drive one more needle into the person's neck to transfer its essence into the live body. Not so with Maligno. He can call one of his carrionettes to take over the body, though. Maligno is far more likely to carve up his victims like a side of beef, particularly if he is in a foul mood.

Maligno has a few other special abilities. He can climb walls with an 85% chance of success, just like a thief. Using string or thread to help him, the odds rise to 95%. He can cast taunt and ventriloquism at will. His touch has the effect of Otto's irresistible dance, except the victim gets a saving throw that is not allowed under the normal spell description.

Unlike other carrionettes, which are immune only to mind-affecting spells, Maligno is immune to almost all spells. He can only be directly affected by spells that cause burning damage (eg, burning hands, magic missile, flaming sphere,
fireball, flame arrow, etc.). Spells with indirect effects such as web, wall of fog, darkness 15' radius, and so forth affect him normally. He is immune to cold and electricity in all forms. A warp wood spell will inflict 3d6 points of damage upon Maligno and slow him for 1d3 rounds. A turn wood spell works normally on Maligno, so much so that he doesn't even get a saving throw.

If Maligno is injured, he can be repaired. Any of his carrionettes or Guiseppe can, and will, fix him up. A single carrionette or Guiseppe can repair 1 hit point a round. Up to four carrionettes can work on him at a time. However, they cannot do the most delicate work, which means that they cannot raise his hit points above 24. Only Guiseppe can fix those last few hit points. He is also the only one who can repair damage caused by fire. Thus, Maligno protects Guiseppe from harm: Only his "father" can fix him up when he is really hurt.

If Maligno is reduced to 0 hit points or fewer through normal damage, he remains alive but cannot move or attack. He can still talk, taunt, and use his animation powers.

Even if Maligno is burned to 0 or fewer hit points, he is not utterly destroyed. Guiseppe can rebuild his body and, by using a bit of the ashes, restore Maligno to that new body. There is probably a way to utterly destroy Maligno, but no one has determined what it is.

Maligno's most potent ability is without a doubt his power to animate toys. He can do this to any toy that he can see within 30 feet of him. He can animate no more than 6 toys a round and can have no more than 24 total toys animated at a given time. The toy stays animated until Maligno decides to remove his control. Animating toys does not prevent the puppet from moving or attacking in the same round.

**Animated Toy:** AL LE; Int Avg; AC 6; MV 6; HD 2; hp 8; THAC0 19; #AT 1; Dmg 1; SA special power; SD immune to poison, cold, electricity, mental spells; MR nil; SZ T (6'–2' tall); ML fearless (20); XP 175.

An animated toy has the same basic combat abilities as a carrionette. It does not have the wall climbing, silver needles, or ventriloquism abilities, however. It is immune to poison, cold, electricity, and mind-affecting spells. Each toy will have a special ability related to its design. For example, a jack-in-the-box automatically gets surprise when it pops out of its box. A toy horse moves with a speed of 12. A toy soldier does 1d3 points of damage. You will have to determine the special ability of each toy as necessary. All the animated toys used in this adventure have defined special abilities.

**Odiare: The Domain**

The streets of Odiare twist back upon the town like the thoughts of a madman. This condition prevails for as long as Maligno is "alive." He can be killed only by fire or by magic. Even then his spirit lives on until a suitable body is fashioned for him. If he is "killed," the edges of the domain revert to the misty border. Anyone entering the mist is transported to another place by the normal rules of the demiplane. Maligno can open his borders purely by concentrating, but he has never chosen to do so.

Guiseppe is intimately linked to the structure of this domain. He is the one person immune to the possession power of the carrionettes, and he is the only person who can completely repair Maligno. As such, he is both hated and revered by Maligno and the puppets. They will do whatever is needed to keep Guiseppe safe. If necessary, Maligno will even have his cohorts paralyze Guiseppe with their silver needles so that they can carry him off to a hiding place.

Odiare is inhabited mostly by carrionettes and wandering children. Maligno makes sure that the children are all well cared for. There are animals here, such as dogs, cats, rats, and even giant rats. There are also a few adults, hiding in cellars and attics. They grimly attack any toy, especially puppets, that they encounter. Most avoid the children for fear that the carrionettes guarding them will spot them. These adults will befriend other adults.
EXCERPTS FROM GUISEPPE’S NOTES

I have created a son! It does not matter that he is made of wood, cloth, and paint; he is my son. I have named him Figlio. He is not like other marionettes. He can walk and talk on his own. I am so proud!

Figlio begged me to make him some friends. How could I refuse him? Strangely, they are not like him. They move and talk, but they are flat and emotionless, like dolls and not children. Figlio seemed disappointed at first, but he will get over it, I’m sure. He’s such a good little boy.

Figlio was hurt badly today. Two dogs tore him in half. I used some glue and string and was able to fix him up just like new. I have told him to be careful around the fireplace, though. If he became too badly burned, I would not be able to repair him. I suspect that fire is the only thing that can really harm my little boy.

I have discovered a horrible secret. The friends of Figlio are all bad boys. They stole silver needles from the silversmith. They stick people with the needles and paralyze their limbs. Figlio and his friends wrestled me to the ground and used the needles to numb all of my own limbs. I didn’t mind. Young boys need to roughhouse with their father. They would never really hurt me. Figlio even stuck a needle into my neck. Then he got really mad and said, “Why can I not control you?” Oh, that prankster! He is truly my pride and joy.

Figlio has been a bad boy. He captured a grown-up and put his mind into the body of one of his wooden boys. How naughty! Figlio says that the only way the man can escape is to drive a silver needle into the neck of his true body. Then they will trade minds again. I sent him to bed without his supper for being so bad.

I am worried about Figlio. He isn’t happy very often. Tonight at the show he told his boys to capture all of the parents in the theater. The little wooden boys carried off the adults’ numbed bodies while Figlio and I entertained the children. Figlio says it’s really better this way. We can take much better care of the children than their parents could. He also changed his name to Maligno, declaring that he is now the ruler of Odiare. Figlio says that, as the ruler of Odiare, nobody can leave unless they kill him first. That boy has such an imagination! He wants me to call him Maligno, but he will always be my Figlio. We had to leave the theater quickly when some bad men in armor showed up and tried to hurt Figlio. Figlio says he has to capture these bad men. I wish he wouldn’t play sheriffs and thieves so often. I hope those bad men don’t hurt my little boy.
Carrionettes are living, animated puppets or marionettes. They are essentially wooden dolls, painted and clothed, that have come to life. All of their limbs are jointed and have small eye-holes for a puppeteer’s strings. Carrionettes vary in size from 6 inches to 2 feet. They can look like anything—from clowns, to knights, to farm animals. Most look like people. The voice of a carrionette is hollow and shrill.

Combat: A carrionette must have a miniature, sharp weapon to attack with and cause damage; they cannot use blunt weapons. They can only do 1 point of damage per attack. The nature of this weapon does not affect how much damage the carrionette does. Typical weapons for carrionettes are large sewing needles, small kitchen knives, razor blades, etc.

Each carrionette carries a small quiver of ten silver needles. They can throw these needles like spears, aiming at a leg or an arm. The needle has a maximum range of 15 feet and trails a magical silver cord attached to the carrionette’s hand. It does no damage; however, the character must make a saving throw vs. paralyzation. If the roll fails, that limb becomes paralyzed and the silver cord becomes invisible. A character who has a single paralyzed leg moves at half speed. The needle itself is not magical. The magical energy cord is created by the carrionette itself. If the character can remove the needle, he regains use of that limb in 1d4 rounds.

An immobilized character, whether paralyzed, asleep, or unconscious, is particularly vulnerable to the carrionette. The evil puppet can drive a needle into the base of the character’s neck, which has the effect of transferring the essence of the carrionette into the person and vice versa. The person inhabiting the doll’s body is inanimate for a full hour after the transferral. The carrionette in the person’s body is unconscious for only a round, after which it can remove all the needles.

The carrionette cannot destroy the doll body, for that would kill its own essence as well as the life force of the person. Therefore, the carrionette tends to lock up its former body or send it far away. To return things to normal, a silver needle must be driven into the live body (it does no damage). The doll body must hold either the needle or a silver wire no more than 15 feet long attached to the needle. The doll’s essence is returned to its body, which remains inert for an hour. The person’s essence is returned to his body and is active again in a round.

Habitat/Society: Carrionettes are parasites that live off humans and human society. They tend to hide in plain sight, such as in children’s toy rooms, toy shops, theaters, or other places where toys and marionettes are not unusual. They can remain inanimate for extremely long periods of time, until they find a reason to exert their free will.

The carrionette is driven by a single desire: to get a host. They desperately want to have a living body. Usually they operate in packs to drag down the bodies of the living, but they are known to operate alone. Carrionettes have no social structure. They do not interact with each other except when in a pack. Once the carrionette has a human body, it ignores other carrionettes, though it is capable of detecting their presence.

Ecology: A carrionette can be made of any material. Typical materials include wood, straw, ceramic, cloth, and tin. For game purposes they are all treated the same. It takes a month to craft the carrionette body. Only a dedicated craftsman can do it right. In Ravenloft, Giuseppe is the only dollmaker that can animate carrionettes. His craftsmanship and love of his work are so great that the creation is infused with life. Other people must follow the normal rules set down for creating golems.
Van Richten's Guide to the Lich

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Each colored street exit connects to the same colored street exit on the opposite end of the map, forcing the player characters into a continuous loop and effectively making Odiare an infinite city.
"Beware what you wish, for it might come true" is an old Vistani saying. In the small town of Odiare, a toymaker has wished a puppet to life—only this puppet is not a friendly, playful toy. It is a thing of evil, bent upon killing all the adults of Odiare. When the player characters are trapped within this town, Maligno the puppet and his animated toys begin to hunt them down. The PCs’ only chance for escape is to defeat the mad marionette.