

PLANE SCAPE™

ACCESSORY

MONSTROUS COMPENDIUM®

APPENDIX II



MONSTROUS COMPENDIUM® APPENDIX II

*Being a Guide to previously Unknown Multiplanar
Creatures, both Malevolent and Benign, and Including
selected Revised Entries from older Sources.*

CREDITS

Designer: Rich Baker ♦ Editor: Karen S. Boomgarden ♦ Creative Director: Andria Hayday

Cover Artist: DiTerlizzi ♦ Interior Artist: DiTerlizzi

Art Direction: Bruce Zamjahn ♦ Electronic Prepress Coordination: Dave Conant

Typesetter: Angelika Lokotz

Graphic Design and Production: Dee Barnett, Dawn Murin, Greg Kerkman

Thanks to: Tim Beach, Wolfgang Baur, Michele Carter, and Colin McComb

TSR, Inc.
201 Sheridan Springs Rd.
Lake Geneva
WI 53147
U.S.A.



TSR Ltd.
120 Church End
Cherry Hinton
Cambridge CB1 3LB
United Kingdom

2613

ADVANCED DUNGEONS & DRAGONS, AD&D, MONSTROUS COMPENDIUM, and DUNGEON MASTER are registered trademarks owned by TSR, Inc. PLANESCAPE, the Lady of Pain logo, MONSTROUS MANUAL, and the TSR logo are trademarks owned by TSR, Inc. All TSR characters, character names, and the distinctive likenesses thereof are trademarks owned by TSR, Inc.

© 1995 TSR, Inc. All Rights Reserved. Printed in the U.S.A.

Random House and its affiliate companies have worldwide distribution rights in the book trade for English-language products of TSR, Inc. Distributed to the toy and hobby trade by regional distributors. Distributed to the book and hobby trade in the United Kingdom by TSR Ltd. This material is protected under the copyright laws of the United States of America. Any reproduction or unauthorized use of the material contained herein is prohibited without the express written consent of TSR, Inc.

There's more to the planes than a body knows, berk. In fact, there's more to the planes than a body'd ever know, or even imagine. That's just the nature of things. But here's the rub — what a body doesn't know about the planes can put him in the dead-book, or even worse, make him *wish* he were a deader. A sharp cutter'll take a long look at this Compendium and remember it; it ain't complete, and it isn't always right, but it's better than being Clueless.

So what's in this book, anyway? Almost 100 new monsters known to lurk in various corners of the Outlands and Outer Planes, for starters, plus a scattering of revised and updated creatures who haven't appeared in a long time. The emphasis of this book is on monsters native to the Planes of Law and the Planes of Chaos — but more than a few break the rule. A Dungeon Master can find plenty of nasty surprises for players in this book, as well as new allies, sources of information, and opponents suited for all levels of play.

For brevity's sake, the *Player's Handbook* is abbreviated as *PHB* and the *DUNGEON MASTER® Guide* is abbreviated as *DMG* throughout this book.

THE MONSTERS

Like the previous *PLANESCAPE™ MONSTROUS COMPENDIUM® Appendix*, this book follows the entry format of the *MONSTROUS MANUAL™*. Brief explanations of the terms used in each entry appear below.

Climate/Terrain: The plane(s) the creature inhabits. In some cases, the creature lives in a particular terrain type such as "temperate forest." Note that most of these creatures occasionally wander away from their principal habitats.

Frequency: The likelihood of encountering the creature. Very rare = 4% chance; rare = 11% chance; uncommon = 20% chance; common = 65% chance.

Organization: The social structure the monster typically adopts. "Solitary" includes small family groups.

Activity Cycle: The time of day when the monster is most active. Exceptions are fairly common.

Diet: What the creature usually eats. Carnivores eat meat, herbivores eat plants, and omnivores eat either. Scavengers usually eat carrion.

Intelligence: Descriptive terms range from Nonintelligent and Animal intelligence to Godlike. The number in parentheses after the term corresponds to the Intelligence ability score.

Treasure: Refers to the Treasure Tables in the *DMG*. Intelligent monsters often make use of any magical items that happen to be part of their treasure hoard. Adjust the treasure downward if the monster's defeat presented little challenge to the players. Some large treasures may feature a multiple, such as x2 or x4; don't confuse this with Treasure Type X.

Alignment: The general behavior of the average monster of that type.

Number Appearing: An average encounter size. Adjust this to fit the circumstances and provide a reasonable challenge for the player character party.

Armor Class: A combined rating of the protective value of the creature's hide or clothing, reflexes, speed, magical protection, and so on.

Movement: The creature's speed rating. Unusual movement

types include: Fl for flying, Sw for swimming, Cl for climbing, Wh for moving across a web, Ju for jumping, and Br for burrowing. Fliers have a Maneuverability Class rating from A (excellent) to E (clumsy); see the *DMG*, Chapter 9.

Hit Dice: Statistic governing the amount of damage a creature can withstand before dying. Hit Dice are eight-sided (d8); roll the indicated quantity and total them to determine a monster's hit points. Some monsters may have bonus hit points added to the total; a creature with 4+3 Hit Dice rolls 4d8 and adds 3 hit points to the result. Creatures with bonus hit points of +3 or better are considered to be the next higher Hit Die for purposes of attacks and saving throws.

THACO: Acronym for To Hit Armor Class 0. Does not include any special bonuses that may appear in the monster's description.

Number of Attacks: The basic number of attacks a monster can make in one melee round, excluding special attacks.

Damage per Attack: The amount of damage each of the monster's attacks causes, in terms of the die to be rolled — for example, 1d4 or 2d6. If a monster fights with weapons, damage may be noted as "by weapon." Damage bonuses due to high Strength are listed as a bonus following the damage die.

Special Attacks: Any special attack modes such as a breath weapon or magic use. The attacks are explained in the text.

Special Defenses: Detailed in the description.

Magic Resistance: The percentage chance of the monster ignoring the effects of magic cast at it. If the magic penetrates the creature's resistance, it still receives any normal saving throws. Creatures may also be immune to certain spells, but this is not magic resistance.

Size: Abbreviated as T (tiny, 2 feet tall or smaller), S (small, 2 to 4 feet), M (human-size, 4 to 7 feet), L (large, 7 to 12 feet), H (huge, 12 to 25 feet), or G (gargantuan, 25+ feet in length or height.)

Morale: How likely the creature is to persevere against adversity or armed opposition. Adjust this for current circumstances; even cowardly creatures don't run away from a fight they are easily winning. Morale ratings fall into the following ranges: Unreliable (2 to 4), Unsteady (5 to 7), Average (8 to 10), Steady (11 to 12), Elite (13 to 14), Champion (15 to 16), Fanatic (17 to 18), and Fearless (19 to 20). See *DMG* page 69.

XP Value: Experience points awarded for defeating (but not necessarily killing) the monster. Modify this for campaign balance and the danger characters faced during the encounter.

In addition to the base statistics outlined above, the text describing each monster is organized as follows:

Combat: Special combat abilities, arms and armor, and tactics. Unless otherwise noted, a monster with more than one special ability or spell-like power can employ these abilities at the rate of one per round.

Habitat/Society: The monster's behavior, nature, social structure, and goals.

Ecology: The niche the monster fills in the campaign world, useful products or byproducts, and miscellaneous information.

Variations of monster types follow in a special section after the main monster entry.

Psionics: Mental powers possessed by the monster. Psionic monsters in this book include the dhour, eater of knowledge, hollyphant, observer, and yochlol. If the DM doesn't wish to use psionics in the campaign, it's suggested that the psionic abilities be replaced with similar spell-like powers.



ENCOUNTER CHARTS

These are guidelines only. Some monsters've been left off the chart; these creatures should *never* be randomly encountered. Monsters listed in *italics* can be found in the MONSTROUS MANUAL™ tome. Monsters listed in SMALL CAPS appear in either the *Planes of Law* or *Planes of Chaos* campaign expansions.

MOUNT CELESTIA

2d10	Result
2	ARCHON, THRONE
3	ARCHON, TRUMPET
4	ARCHON, TOME
5	Per
6	ARCHON, SWORD
7	Aasimon, Agathinon
8	ARCHON, WARDEN
9	Einheriar
10	ARCHON, HOUND
11	ARCHON, LANTERN
12	Petitioner
13	ZOVERI
14	Sunfly
15	Hollyphant
16	Aasimar
17	Noctral
18	Balaena
19	Aasimon, Deva
20	<i>Shedu, Greater</i>

BYTOPIA

2d10	Result
2	Reave
3	Tso
4	Per
5	Balaena
6	<i>Treant</i>
7	Quill
8	Leomarh
9	<i>Cats, great</i>
10	<i>Animals, Herd</i>
11	Petitioners
12	<i>Mammal</i>
13	Einheriar
14	Sunfly
15	Hollyphant
16	Aasimon, Agathinon
17	Aasimar
18	Aasimon, Light
19	Aasimon, Deva
20	Baku

ELYSIUM

2d10	Result
2	Baku
3	<i>Phoenix</i>
4	Guardinal, Leonal
5	Guardinal, Ursinal
6	Guardinal, Lupinal
7	Sunfly
8	Guardinal, Avoral
9	Guardinal, Cervidal
10	Guardinal, Equinal
11	Petioners
12	Einheriar
13	<i>Mammal</i>
14	Hollyphant
15	Aasimon, Agathinon
16	Foo Dog
17	Balaena
18	Aasimar
19	Foo Lion
20	Aasimon, Deva

THE BEASTLANDS

2d10	Result
2	Baku
3	Animal Lord
4	Mortai
5	Per
6	Balaena
7	Sunfly
8	Hollyphant
9	Leomarh
10	<i>Mammal</i>
11	<i>Mammal</i>
12	<i>Animal, Giant</i>
13	<i>Animal, Giant</i>
14	Aasimon, Agathinon
15	Quill
16	Guardinal
17	<i>Lammasu</i>
18	Eladrin
19	Foo Dog
20	Foo Lion

ANBOREA

2d10	Result
2	<i>Titan or Lammasu</i>
3	Rager or Balaena
4	Eladrin, Tulani
5	Eladrin, Ghaele
6	Eladrin, Firr
7	Eladrin, Bralani
8	Eladrin, Noviere
9	Eladrin, Shiere
10	Eladrin, Coure

2d10 Result

11	Einheriar
12	Petitioners
13	<i>Medusa or chimaera</i>
14	BACCHAE or Khaasta
15	Sunfly or Foo Dog
16	Hollyphant
17	Aasimon, Agathinon
18	LILLEND or Foo Lion
19	OREAD or ASRAI
20	Aasimon, Deva

YSGARD

2d10 Result

2	Foo Lion
3	Foo Dog
4	Aasimar
5	LILLEND
6	Hollyphant
7	Khaasta
8	Bariaur
9	Einheriar
10	Petitioner
11	Rager
12	<i>Giant</i>
13	RATATOSK
14	FENSIR
15	Leomarh
16	Eladrin
17	OREAD or ASRAI
18	Reave
19	Merkhant
20	Aasimon

LIMBO

2d10 Result

2	Darkweaver
3	Slaad, Death
4	Slaad, Gray
5	Slaad, Green
6	Slaad, Blue
7	Githzerai
8	Slaad, Red
9	Vorr
10	Wastrel
11	Khaasta
12	Bloodthorn
13	Leomarh
14	Quill
15	Rager
16	CHAOS IMP
17	Reave
18	CHAOS BEAST
19	Ironmaw
20	Wraithworm

PANDÉMONIUM

2d10	Result
2	Yugoloth
3	Marraenoloth
4	MURSKA
5	Tanar'ri
6	Yeth Hound
7	Vargouille
8	Githzerai
9	Slaad
10	Khaasta
11	Vorr
12	Petitioner
13	Bloodthorn
14	Rager
15	Reave
16	Cranium rat
17	Darkweaver
18	HOWLER
19	Nightmare
20	Merkhant

THE ABYSS

2d10	Result
2	Darkweaver
3	VARRANGOIN
4	Tiefling
5	Tanar'ri, Rutterkin
6	Tanar'ri, Bulezau
7	Tanar'ri, Babau
8	Tanar'ri, Hezrou
9	Tanar'ri, Vrock
10	Tanar'ri, Dretch
11	Tanar'ri, Manes
12	Tanar'ri, Chasme
13	Vorr or Wastrel
14	Ironmaw, VIPER
15	TREE, Bloodthorn
16	Tanar'ri, Bar-Lgura
17	Bebilith
18	Retriever
19	Bodak
20	Shadowdrake

CARCERI

2d10	Result
2	Gehreleth, Shator
3	Gehreleth, Kelubar
4	Gehreleth, Farastu
5	Wraithworm or Baatezu
6	Wastrel
7	Quill
8	Ironmaw
9	Vorr or Petitioner
10	Bloodthorn
11	Abrian



2d10	Result
12	Larva
13	Hordling
14	Terlen or Tanar'ri
15	Mephit or Imp
16	Yugoloth, Mezzoloth
17	Yugoloth, Hydroloth
18	Yugoloth, Canoloth
19	Nightmare or Night Hag
20	Shadowdrake

THE GRAY WASTELAND

2d10	Result
2	Night Hag
3	Nightmare
4	Reave
5	Wastrel
6	VIPER TREE
7	Ironmaw
8	Leomarh
9	Bloodthorn
10	Abrian or Petitioner
11	Larva
12	Hordling
13	Yugoloth, Mezzoloth
14	Yugoloth, Dergholoth
15	Yugoloth, Canoloth
16	Yugoloth, Piscoloth
17	Terlen
18	Tanar'ri or Baatezu
19	Wraithworm
20	Shadowdrake

GEHENNA

2d10	Result
2	Shadowdrake
3	Nightmare
4	Barghest
5	Vaporighu
6	Bonespear
7	Hook spider
8	Bloodthorn
9	Larva or Petitioner
10	Mephit
11	Cranium rat
12	Tso or vorr
13	Yugoloth, Mezzoloth
14	Yugoloth, Hydroloth
15	Yugoloth, Dergholoth
16	Yugoloth, Canoloth
17	Yugoloth, Piscoloth
18	Yugoloth, Yagnoloth
19	Baatezu or Tanar'ri
20	Maelephant

BAATOR	2d10	Result
	2	Minion of Set
	3	Baatezu, Amnizu
	4	Baatezu, Gelugon
	5	Baatezu, Cornugon
	6	Baatezu, Osyluth
	7	Baatezu, Hamatula
	8	Baatezu, Erinyes
	9	Baatezu, Abishai
	10	Petitioner or Larva
	11	Baatezu, Lemure
	12	Baatezu, Nupperibo
	13	Baatezu, Spinagon
	14	BAATEZU, KOCHRACHON
	15	Baatezu, Barbazu
	16	Hell hound
	17	Bonespear or Forge
	18	Tso or Reave
	19	Wraithworm
	20	Nightmare

ACHERON

2d10	Result
2	Demarax
3	Observer
4	Sword Spirit
5	BLADELING
6	Yugoloth
7	Bonespear
8	Forge
9	Cranium rat
10	Rust monster
11	Petitioner
12	Reave
13	Tso or quill
14	Hook spider
15	Baatezu
16	Modron
17	Wastrel
18	Mephit
19	Maelephant
20	RUST DRAGON

MECHANUS

2d10	Result
2	Modron, Septon or Hexton
3	Modron, Octon
4	Modron, Nonaton
5	Modron, Decaton
6	Modron, Pentadrone
7	Modron, Quadrone
8	Modron, Tridrone
9	Modron, Duodrone
10	Modron, Monodrone
11	Quill or leomarh
12	Petitioner
13	Tso
14	Reave

2d10	Result
15	Merkhant
16	Arcane
17	Marut
18	Observer
19	Demarax
20	GEAR SPIRIT

ARCADIA

2d10	Result
2	T'uen-rin
3	Shedu
4	Archon
5	Merkhant
6	Rager
7	Hollyphant
8	Modron
9	Leomarh
10	Einheriar
11	Petitioner
12	Animal, Normal
13	Tso or reave
14	Quill
15	Aasimar
16	FORMIAN
17	Aasimon
18	BUSENI
19	Noctral
20	Demarax

THE ASTRAL PLANE

2d10	Result
2	Retriever
3	Rilmani
4	Guardinal
5	Tanar'ri or Archon
6	Baatezu or Eladrin
7	Astral wind
8	Foo dog
9	Astral searcher
10	Githyanki
11	Dhour
12	Hollyphant
13	Aasimon, Astral Deva
14	Astral dreadnought
15	Aasimon
16	T'uen-rin

THE ETHEREAL PLANE

2d10	Result
2	Aerial servant
3	Ghost
4	Medusa or Basilisk
5	Phase spider
6	Kill (Fiend Folio)
7	Dhour
8	Shedu
9	Lammasu
10	Terithran (FF)
11	Foo Lion
12	Thought eater



THE OUTLANDS

2d10	Result
2	Sympathetic or Demarax
3	Githzerai
4	Slaad
5	Ghostlight
6	Bariaur
7	Leomarh
8	Wastrel
9	Vorr or Tso
10	Abrian
11	Petitioner
12	Mammal
13	Rilmani, Plumach
14	Khaasta
15	Quill or Forge
16	Cranium rat
17	Bloodthorn
18	Arcane
19	Observer
20	Eater of Knowledge

Sign	2d10	Result
	2	Aasimon or rilmani
	3	Dabus
	4	Cranium rat
	5	Clueless prime
	6	Rake
	7	Githzerai or Bariaur
	8	Harmonium Patrol
	9	Tradesman, neutral
	10	Tradesman, faction
	11	Merchant
	12	Laborer
	13	Beggar
	14	Knight of the post
	15	Barmy
	16	Reave or Tso
	17	Slaad or Modron
	18	Yugoloth or Tanar'ri
	19	Eladrin or Baatezu
	20	Guardinal or Archon

CLIMATE/TERRAIN:	Any
FREQUENCY:	Rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	Very (11–12)
TREASURE:	R, U
ALIGNMENT:	Any nonevil

NO. APPEARING:	1 (1–2)
ARMOR CLASS:	3 (10)
MOVEMENT:	12
HIT DICE:	3+3
THACO:	17
NO. OF ATTACKS:	1 or by weapon
DAMAGE/ATTACK:	1d3 or by weapon
SPECIAL ATTACKS:	Spell use
SPECIAL DEFENSES:	½ damage from fire and cold; +2 to saves vs. <i>charm</i> , <i>emotion</i> , <i>fear</i> , or <i>domination</i>
MAGIC RESISTANCE:	10%
SIZE:	M (5½'–6½' tall)
MORALE:	Elite (13–14)
XP VALUE:	420

Just like tieflings, aasimar are plane-touched creatures that can't quite be called human. In their veins flows the blood of both humankind and one of the races of the Upper Planes – the rilmani, the eladrins, or the guardinals. Aasimar are beautiful creatures, with calm, serene features and an inner radiance that shines from their faces. They've got long manes of white-gold hair, and bright, piercing eyes that seem to look right through a basher. It's easy to mistake an aasimar for a human of unnatural purity, a half-elf, or even an agathinon. Aasimar tend to be noble, honest, and courageous cutters, but a body shouldn't always assume an aasimar means him well; there are a few cross-traders and knights of the post among the aasimar, despite their noble birth.

Aasimar are scattered throughout the Outlands and Upper and Neutral Planes, but naturally avoid prolonged stays on any of the Lower Planes. (They're too likely to be mistaken for an aasimon of some kind, and a tanar'ri or baatezu can't stand the sight of an aasimon.) They usually dress to fit in with the population around them, so an aasimar living among the elven folk of Arborea dresses like an elf and assumes many of his hosts' mannerisms. When an aasimar's moved to great emotion, his heritage shines through his face like sunlight through clouds. There aren't many evil bashers who can look an angry aasimar in the eye.

COMBAT: Aasimar are upright and fair warriors with deep reserves of strength and faith. Unfortunately, their mixed blood makes them somewhat frail. All aasimar gain bonuses of +1 to Strength and Wisdom, and suffer a –2 penalty to Constitution. It's real hard to sneak up on aasimar; they've got senses like a cat's, it seems. All aasimar have infravision to a range of 60' and gain a +1 bonus to surprise checks due to their unnatural

hearing and alertness. Aasimar suffer only half damage from fire and cold, and gain a +2 to saving throws versus any kind of *charm*, *fear*, *emotion*, or *domination* effect.

The typical NPC aasimar described above is a warrior. Most aasimar favor well-made heavy armor such as plate mail, field plate, or banded mail. They're likely to wear beautifully decorated suits, emblazoned with their coats-of-arms or other such frippery; an aasimar likes to stand tall and proud, and doesn't care who knows it. Because aasimar seem to pick a lot of scraps with powerful evil creatures, they are fond of large weapons that take advantage of their natural strength. An aasimar'll rarely be seen with an assassin's weapon like a hand crossbow or poisoned dagger; they like big two-handed swords, halberds, and maces, and mighty long bows.

About 25% of all aasimar are priests or fighter-priests, with the spell abilities of a 3rd-level cleric. About 10% more are mages of 3rd to 7th level, with four-sided Hit Dice. Aasimar mages do not gain the 10% magic resistance of the race.

HABITAT/SOCIETY: As noted above, aasimar prefer to blend in with their neighbors and form no independent societies. They tend to be great travelers and wanderers, since they are welcomed anywhere on the Upper Planes and can pass without notice in most other places. Some aasimar set themselves up as traders and merchants; these cutters do a good business, since everyone *knows* they're trustworthy. In fact, when an aasimar bobs some sod, he's likely to get away with it since most people'll take his word over his victim's.

Aasimar commonly intermarry with the people around them; in fact, it's rare to find an aasimar bloodline more than four or five generations old. Unlike tieflings, aasimar are rarely outcasts or orphans. Instead, they usually have the benefit of a respectable upbringing on the side of their mortal parent. On rare occasions, aasimar are born into prime-material worlds where no one knows their true heritage. In these settings, the young aasimar often becomes a great leader or hero.

ECOLOGY: Aasimar's expertise at fitting in with their settings makes them model citizens. They are upright and honest in their dealings, live clean and moral lives, and aren't afraid to stand up for what's right. This is all fine on the Upper Planes, but in neutral places like the Outlands it means that aasimar are born troublemakers. They've got an uncanny ability to ferret out underhanded schemes and put a stop to them. Aasimar're as safe as the next body on their native planes, but in Sigil they've got to watch their step and curb their impulses.

Aasimar can eat about anything a civilized human can. They have little liking for raw meat, fiery brews, or other such fare. Most aasimar have very discriminating palates and enjoy only the finest viands and wines of mortals.

There's a natural rivalry between tieflings and aasimar. Tieflings heartily resent them because their mixed heritage isn't perceived as a fault, like the tieflings' own commonly is. To the tiefling mind, an aasimar is a coddled half-breed who's had everything handed to him on a silver plate. Aasimar find it difficult not to be suspicious of tieflings in return.

PLAYER CHARACTER AASIMAR

At the DM's option, players may decide to create aasimar characters. As noted above, an aasimar gains +1 to Strength and Wisdom, and suffers a -2 penalty to Constitution. The other qualifying ability scores are:

Str	Dex	Con	Int	Wis	Cha
8/18	5/18	5/18	11/18	11/18	13/18

The character's scores must fall within these parameters before the racial ability score adjustments are applied. PC aasimar can be of any class, and can be multiclassed as shown below:

- ♦ Fighter/Priest, Fighter/Mage, Fighter/Bard
- ♦ Ranger/Mage, Ranger/Priest
- ♦ Mage/Priest, Mage/Thief, Mage/Bard
- ♦ Priest/Bard

Aasimar can reach 14th level as fighters, rangers, or paladins; 15th level as priests; 12th level as mages; and 9th level as thieves or bards. A single-classed aasimar can rise 2 levels higher than these limits in her chosen class.

Player character aasimar have infravision, as previously noted, and gain a +1 bonus to surprise checks. Aasimar suffer only half damage from fire and cold, and gain a +2 to saving throws versus any kind of charm, domination, emotion, or fear effect. This includes cause fear, chaos, charm person, charm person or mammal, charm monster, cloak of terror, command, confusion, demand, domination, emotion, enthrall, eyebite, fear, friends, hypnotic pattern, hypnotism, mass charm, mass suggestion, scare, spook, suggestion, Tasha's uncontrollable hideous laughter, and taunt.



ABRIAN

CLIMATE/TERRAIN:	Outlands, Lower Planes
FREQUENCY:	Common
ORGANIZATION:	Flock
ACTIVITY CYCLE:	Day
DIET:	Carnivore
INTELLIGENCE:	Low (5-7)
TREASURE:	B (nest); individual J,K,M
ALIGNMENT:	Chaotic evil

NO. APPEARING:	4-40
ARMOR CLASS:	6
MOVEMENT:	18
HIT DICE:	2+3
THACO:	17
NO. OF ATTACKS:	1 beak and 1 kick
DAMAGE/ATTACK:	1d3/1d8
SPECIAL ATTACKS:	Shriek
SPECIAL DEFENSES:	None
MAGIC RESISTANCE:	None
SIZE:	M (7' tall)
MORALE:	Unsteady (5-7)
XP VALUE:	175



Abrians are man-size, flightless birds native to the Lower Planes that've spread like a plague throughout the Outlands.

Some cutters say that abrian hunting parties've been sighted in Arcadia, Arborea, or Bytopia from time to time. An abrian's body is covered with black and red spiny feathers, and it balances on two large, powerful legs. Clueless primes've said that an abrian looks like a "bad-tempered ostrich," whatever an ostrich is, but they also say that the abrian's far heavier and has a much larger head and beak. An abrian's wings are tiny, atrophied arm-claws, carried in front of its body. Its arms couldn't hold anything larger than a small child, but it does use them for handling small items. Its head and legs are bare of feathers and covered with tough, scaly, gray hide.

Abrians are intelligent, but not extremely so — they rarely have much to say to anyone except one of their own, and often don't have the sense to lay off prey that's obviously too tough for them. A body shouldn't expect to start a conversation with one, and more than a few berks've been put in the dead-book for trying. The abrians' intelligence is more obvious when they hunt; the creatures are surprisingly cunning and clever in laying traps, cooperating in the chase, and using hit-and-run tactics in a fight.

COMBAT: Abrians're likely to attack anything they encounter, hoping to make it their next meal. They're great nuisances in settled lands, where they often raid livestock and attack outlying farms. In wild areas, they're especially dangerous, since they'll usually try to drag down any party of travelers they run across.

An abrian attacks by slashing with its serrated beak and delivering a powerful kick with one of its clawed legs. The abrian's kick can easily kill or incapacitate a grown human. Abrians can't wield weapons with their small forelimbs, but might be able to use a magical item such as a ring or a wand if the item is usable by characters of any class.

Abrians also possess a shrill, piercing shriek that can disorient and deafen prey. The cry of a single abrian is only a nuisance, but if 4 or more are shrieking together, any creature within 20 feet must successfully save versus spell or be *deafened* for 1d6 rounds. Deafened creatures suffer a -1 penalty to surprise rolls and have a 20% chance to miscast spells with a verbal component. If 8 or more abrians are shrieking, the effects above are doubled and the deafness lasts 1d4 hours. In addition, deafened victims suffer a -1 penalty to attack rolls and Armor Class due to inner ear damage.

An abrian hunting flock often divides into 2 or more groups and makes hit-and-run attacks from several directions against tough opponents; while the prey is busy fighting one band, another'll burst out of ambush and charge into their rear. The first band quickly withdraws, circles for an opening, and then dashes in when the enemy turns to deal with the second group. If the second group strikes from concealment, its approach might not even be noticed by deafened enemies.

Abrians have courage in numbers, but tend to retreat quickly when things don't go their way. However, they'll fight to the death to defend their lair.

HABITAT/SOCIETY: Abrians gather in small flocks, led by an older female of 3+6 Hit Dice and Average intelligence. The flock usually settles in one spot for several months at a time before moving on. Abrians favor caves, ruins, and dense forests or thickets for their communal nests. Usually, about one-third to one-half of the flock remains behind to guard the nest and the group's treasure while the others set out on hunting forays that can last several days.

An abrian nest usually contains a number of young equal to 25% of the adults. Young abrians have 1+1 HD and can kick once per round for 1d4 points of damage. A clutch of 1d6 eggs per 10 adults can also be found in the lair. Abrian eggs are worthless, but in some areas there may be a bounty on them.

Females are the decision-makers of an abrian flock, but males lead the hunting parties. (The male and female of the species are nearly indistinguishable to nonabrians.) In addition to the flock leader, a flock has a 50% chance of including a shaman. The shaman is the second-oldest female, and has the spell ability of a 2nd-level priest with access to the spheres of all, animal, plant, and guardian.

From time to time, a party of abrians led by one of the older females may engage in trade with other intelligent creatures. The abrians must be far away from their nest and they must be fairly well fed in order to view other creatures as anything except prey or a threat to their fledglings. Abrians appear to have little concept of civilized behavior or communication, and such meetings often end in disaster.

ECOLOGY: Abrians originated in Carceri or the Gray Waste and quickly spread to neighboring planes. They can now be found almost anywhere, as they cover great distances in their nomadic wanderings. Abrian hunters are even encountered on the Upper Planes on rare occasions, although it's far more common to find them on the Outlands or the Lower Planes.

An abrian flock typically operates out of one lair for 4 to 6 months before moving (sometimes hundreds of miles) to a new hunting ground and re-establishing the nest. The creatures are voracious and lay waste to a large area before moving on.



ARCANE

CLIMATE/TERRAIN:	Any
FREQUENCY:	Very rare
ORGANIZATION:	Company
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	Genius (17–18)
TREASURE:	G lair, R individual
ALIGNMENT:	Lawful neutral

NO. APPEARING:	1–6
ARMOR CLASS:	2 (5)
MOVEMENT:	12
HIT DICE:	10
THACO:	11
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	1d8 or by weapon
SPECIAL ATTACKS:	Minor magical effects
SPECIAL DEFENSES:	<i>Invisibility, dimension door</i>
MAGIC RESISTANCE:	40%
SIZE:	L (12' tall)
MORALE:	Steady (11–12)
XP VALUE:	4,000

The arcane are a race of traders and merchants who travel the planes in search of business. They're tall, lanky, blue-skinned giants with long, thin faces and spidery, delicate hands; their fingers have one more joint than most humanoid creatures. The arcane prefer to dress in exotic silken robes and broad fur capes or stoles. They don't wear armor, but often carry magical protection such as rings, cloaks, or bracers. Most arcane appear to be only lightly armed, with long, thin weapons such as rapiers, staves, or light long-handled maces.

The arcane typically travel in groups they refer to as "companies." These companies may number only a handful of arcane, but it is quite common for human and demihuman bodyguards to be part of the entourage. It's rare to find an arcane without 4 to 10 loyal bloods nearby.

No one knows the dark of it, but it's said that the arcane've got a strange reluctance to enter Sigil and avoid it at all costs. If an arcane finds himself in the Cage, he'll seek to leave immediately by any door available – no matter where that door might lead.

COMBAT: Arcane aren't much for a fight; they loathe physical conflict and avoid it whenever possible. Despite their extraordinary height, they're not good fighters; an arcane's only marginally stronger than a stout human for all his size, and no match for an ogre or fiend in physical strength. 'Course, an arcane'll be long gone by the time an angry fiend gets past the bodyguards.

Arcanes' natural Armor Class is 5, but as noted above they're almost always equipped with

magical protection of some kind. Usually, this is sufficient to improve their AC to 2 or better. If forced to defend himself, an arcane usually wields a weapon that strikes for 1d8 points of damage, plus a minor magical effect such as a *shocking grasp*, *heat metal*, or *blindness* spell that affects the victim unless he or she successfully saves versus spell. (The DM is encouraged to be creative; any 1st- or 2nd-level spell is appropriate.) This ability seems to be innate to the arcane and not a property of their weapons.

Despite their minor magical abilities, arcane far prefer to avoid combat altogether. They possess the innate spell-like powers of *invisibility* and *dimension door*, each of which can be used three times per day. Often, an arcane vanishes at the first sign of trouble and leaves his bodyguards behind to "clean up."

An arcane's bodyguards are usually fighters, thieves, and mages of 1st to 4th level. The arcane pay well for their services. On occasion, a PC party may be offered employment by an arcane seeking extra guards for a specific mission or task. It's also common for the arcane to use guards from the faction they're currently working a deal with, so if the arcane are in business with the Doomguard, their bodyguards are likely to be drawn from that faction.

HABITAT/SOCIETY: The arcane appear to have no cities or settlements of any kind, existing only as wandering merchants. A company of arcane may number as few as just one of the creatures, or as many as a dozen. Guards and temporary employees numbering 4 to 10 times the actual number of arcane are always nearby.

The arcane seem to work more as arrangers and speculators instead of manufacturers or bulk goods purveyors. It's quite common for an arcane to hire human or demihuman merchants to handle the shipment of anything larger than four or five chests' worth of materials. If an arcane trader strikes a deal to deliver 1,000 Arcadian swords to Ysgard, he'll hire an Arcadian merchant to take the swords to the Outlands and then hire a second merchant to deliver the swords from Glorium to the buyers. To the outside observer, it's all quite mysterious – one day a warehouse full of swords just seems to appear as promised.

It's said that the arcane've got a dark to hide, a racial design of unknown purpose or depth. They've never told of it, since they'll die before they'll spill their secrets. Whatever they're up to, they're very well informed of each others' activities and know when one of their kind has been rudely treated by any particular basher. Some sages speculate that the arcane share a kind of racial telepathy, or that there's really only one company of arcane, and they can be in several places at the same time . . . but the arcane don't like to talk much about themselves and leave these questions unanswered.

Within each arcane company, the creatures seem to be coequal.



They operate in perfect coordination with each other and never contradict themselves or quarrel in public. The arcane appear to be sexless, and no one can say they've ever seen a juvenile or aged one.

ECOLOGY: The arcane have no home on the planes. They don't build cities or settlements of any kind. Instead they constantly move from place to place, arranging deals and amassing wealth. The arcane deal in high-value goods of all kinds, but prefer magic, gems, rare spices, and fine wines – extremely valuable materials that don't take up a whole lot of space.

Through their middlemen, the arcane also deal in weapons and technology of all types. In fact, if there's an arms deal on the planes, there's an excellent chance the arcane were

involved at some point. Of course, the arcane're extremely wealthy, but beyond that it's hard to say

what they gain from their incessant trading. Some people speculate that the

arcane are afflicted with a compulsion to make money, and

others believe that the arcane require a rare and expensive spice to live.

One thing's for sure: The arcane aren't telling.



ASTRAL DREADNOUGHT


CLIMATE/TERRAIN:	Astral Plane
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Carnivore
INTELLIGENCE:	Exceptional (15-16)
TREASURE:	None
ALIGNMENT:	Chaotic neutral

NO. APPEARING:	1
ARMOR CLASS:	-4
MOVEMENT:	15 (480' per round astral)
HIT DICE:	15+30
THAC0:	5
NO. OF ATTACKS:	3
DAMAGE/ATTACK:	4d8/4d8/2d10
SPECIAL ATTACKS:	Antimagic, fear
SPECIAL DEFENSES:	+1 or better weapon to hit
MAGIC RESISTANCE:	35%
SIZE:	G (30' tall)
MORALE:	Fearless (19-20)
XP VALUE:	22,000

The gods alone know what these things are or where they come from, but one thing is certain: Where the astral dreadnought goes, even the most powerful fiends know fear. The astral dreadnought's a gigantic creature the size of a storm giant, with gaping jaws; huge, pincerlike claws; a reddish, armored carapace; and a single, black, malevolent eye. The dreadnought's lower quarters are serpentine or wormlike, but some cutters who've seen one claim that its "tail" has no end, stretching off into an infinitely long silver cord as thick as a stout barrel. If this is true, it'd imply that the astral dreadnought is not a native of the plane and is projecting its spirit into the Silver Void from some prime-material world.

The dreadnought's sole interest appears to be feeding on any astral traveler unlucky enough to cross its path. No one has managed to communicate with the dreadnought and lived to tell the tale.





COMBAT: The astral dreadnought's an absolute terror in combat. Its massive claws are lined with sharp, serrated edges that can easily catch and crush a human. If the dreadnought scores a natural 18 or better against a creature of size L or smaller with its claws, the victim is pinned. Trapped victims are automatically crushed for normal claw damage in subsequent rounds, and are 50% likely to have 1d4 limbs pinned as well – possibly rendering them helpless in the dreadnought's grip. Getting free of the dreadnought requires a bend bars/lift gates roll with a +30% penalty. Instead of crushing a trapped victim, the dreadnought can bring it to its maw for a bite attack with a +4 bonus to hit, or throw the hapless victim 30 to 180 (3d6×10) yards. (Course, a sod won't stop going in the Astral once he's been thrown until he collects himself and uses his mind to stop his movement.)

The dreadnought's gaping maw is capable of crunching through even the toughest armor or shield. If the creature makes its bite attack roll by 4 or more, the victim's armor must survive a saving throw versus crushing blow or be

destroyed. If the victim has no armor, he must successfully save versus death magic or lose a random limb, severed cleanly by those razor-sharp teeth. The dreadnought can sever a victim's silver cord with its bite if it aims for the cord and makes an attack roll that hits AC 0. This destroys the victim's astral form and causes the death of the victim's body.

To make matters worse, the astral dreadnought has several magical powers as well. Its gaze creates a cone-shaped area of *antimagic*, 100 yards long by 20 yards wide at its far end. No spell or magical item can function in this area. Any creature who meets the gaze of the dreadnought must make a successful saving throw versus spell or be affected by magical *fear*.

The dreadnought has only two weaknesses: its single eye and its silver cord. The creature's eye is effectively AC -8, since it's protected by several large, bony ridges on the monster's face, and can suffer 10 hit points of damage before being destroyed. If the dreadnought's blinded, it'll flee the fight. The creature's silver cord is AC -5, and requires 60 hit points of damage from Type S weapons to sever. If the cord is severed, the dreadnought is destroyed. Naturally, the dreadnought's fiercely protective of its own silver cord.

HABITAT/SOCIETY: Fortunately, astral dreadnoughts're exceedingly rare. In fact, some sages argue that only one of these creatures can exist at any given time. The dreadnought roams the Astral Plane without cease, searching for prey. The creature appears to be joined with the plane on a level not fully understood by other beings; sages have theorized that the dreadnought is *of* the Astral, not *on* it. This property allows it to avoid or ignore phenomena such as shifting conduits, ether cyclones, and similar hazards.

ECOLOGY: The dreadnought has a very unusual and specific diet: It devours astral bodies. The monster is uninterested in creatures who are physically present in the Silver Void, so characters who are *plane shifted*, *probability traveling*, or present in the Astral by means of a magical device are beneath the notice of the dreadnought. On the other hand, characters who are *astrally projecting* form the basis of the monster's diet. The astral dreadnought usually destroys and then devours the astral body, but doesn't strike at the silver cord except as it may be incidental to the process of devouring the astral character.

The dreadnought's encountered only when an astral body is nearby. It doesn't bother physical travelers unless they happen to get between it and its prey.

BALAENA

CLIMATE/TERRAIN:	Upper planar seas and rivers
FREQUENCY:	Rare
ORGANIZATION:	Solitary (pod)
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	Average (8-10)
TREASURE:	None
ALIGNMENT:	Neutral good

NO. APPEARING:	1 (1-6)
ARMOR CLASS:	4
MOVEMENT:	Sw 18
HIT DICE:	9
THACO:	11
NO. OF ATTACKS:	1 per 2 rounds
DAMAGE/ATTACK:	2d10
SPECIAL ATTACKS:	Tail slap, song
SPECIAL DEFENSES:	1/2 damage from Type B weapons
MAGIC RESISTANCE:	None
SIZE:	G (30' long)
MORALE:	Elite (13-14)
XP VALUE:	5,000

The balaenas are a race of intelligent cetaceans who swim the seas and rivers of the Upper Planes. They're especially common in the waters of the River Oceanus, the mighty stream that links the Upper Planes. Like the marraenoloths of the Styx, the balaenas act as ferrymen to any point the Oceanus reaches.

Balaenas range in length from 20 to 40 feet. Their appearance is very similar to that of a gray whale, but their eyes are large and wise. Balaenas're friendly, intelligent creatures with an insatiable curiosity. They're allied with most of the natives of the Upper Planes, including the archons, aasimon, eladrins, and guardinals.

COMBAT: Balaenas are peaceful creatures that seek to avoid combat whenever possible. They are surprisingly quick and agile in their native element, and few nonswimmers can hope to threaten a balaena if there's open water nearby. They can sound for up to an hour without coming up for air, and can dive to depths of more than 1,000 feet. They're physically unable to enter shallows less than 10 feet deep, and they dislike water less than 20 feet deep.

If a balaena is pressed or somehow cornered, it can deliver a powerful ram with its head against targets that are in the water or within 10 feet of the surface. The balaena's ram does 2d10 points of damage and can knock a man-size swimmer 5 to 30 feet through the air. This attack destroys boats 10 feet or shorter in length, upsets and swamps boats up to 20 feet in length, and violently rocks boats up to 50 feet in length. Even if a boat is not wrecked by the balaena's first attack, repeated rams are likely to stave in a ship's side or cause rigging to collapse from the shock. Because of their size and the amount of room required, balaenas can ram only once every two melee rounds.

Balaenas can also slap an opponent in the water with their mighty tails. The tail strikes an area 10 feet in diameter. Any creature in this area of effect must successfully save versus paralyzation or suffer 2d6 points of damage. Creatures of size L or smaller are also stunned for 1 to 6 rounds. Human and demihuman swimmers who are stunned must make a Constitution check or suffer 1d4 points of damage each round they are stunned, unless they are immune to drowning or are aided by another creature. A balaena'll never willingly leave intelligent creatures helpless in the water after a tail slap.

A balaena's third means of defense is its magical song. The creature can sing only underwater, and its song affects only other creatures that are submerged. The balaena can make no other attacks during a round in which it sings. There are several possible effects of a balaena's song; first of all, it can use its song to summon help from any other nearby balaena or to warn them of danger. If it summons help, there is a 50% chance that 1 or 2 other balaenas respond within 2 to 5 miles rounds. (In the River Oceanus, this chance increases to 80%.)

The second effect of the singing is a powerful *hypnotism* spell; any creature within 100 yards must successfully save versus spell or become susceptible to a telepathic *suggestion* from the singing balaena. Usually, the suggestion is to "cease fighting," or "leave in peace." Last but not least, the song can be used to *charm fish or*

aquatic monsters. The balaena can order these creatures to attack its enemies, but does so only under the direst of circumstances.

In addition to their other abilities, balaenas can communicate with any intelligent creature by means of their innate magical *telepathy*. They can *know alignment* at will. Due to their keen

senses, they are surprised only on a 1 by underwater attackers. Finally, balaenas suffer only half damage from Type B weapons due to their thick hides and the underlying layers of blubber.

Family Issues: Most balaenas're solitary creatures, but in the open oceans of the Upper Planes it's possible to find a family of them gathered together in a pod. If the pod will be youngsters, with 5d6 hp each instead of 9d8 and ramming damage of only 1d16. Balaenas travel without family members are very likely to be accompanied by a friend or

fellow-traveler of another race; agathions in whale form, dolphins, or riders (see below) are all possible.

Balaenas're especially important because of their usefulness to travelers along the oceanus and other bodies of water. A balaena can carry up to 12 man-size creatures on its back indefinitely, swimming almost 100 miles a day. A balaena can carry up to 4 man-size creatures in its mouth

if the travelers need to go underwater. The balaena's mouth is relatively dry and clean, and the creature can go as long as half an hour while sharing its air.

The balaena expects news, rumors, and stories in exchange for its services. If its passengers're unwilling or unable to provide such payment, the balaena may decide to put them ashore at the first opportunity and go seek more rewarding acquaintances. The balaena willingly carries good or neutral passengers, but is unlikely to aid evil creatures except under unusual circumstances.

A balaena can be summoned along Oceanus by the casting of any *monster summoning* spell while standing in the river's waters. There are other prearranged signals at various points along the river for different balaenas. For example, one wise old balaena called Silvertail swims the seas of Thalasias on the plane of Arborea. The playing of a certain melody on a flute within earshot of the water is 75% likely to bring him within 1d6 hours. Other balaenas on different planes may be summoned by different rituals.

Ecology: In their home waters, the balaenas know no natural enemies. However, denizens of the Lower Planes often pass near the shores of Oceanus and try to work mischief on the gentle giants. Balaenas've occasionally been tricked or forced into carrying fiends into the Upper Planes, and some that have resisted capture or coercion have been brutally attacked.

On rare occasions, balaenas journey into the Astral Plane or venture to the seas of a prime-material world. These solitary wanderers can spend years exploring these far realms before returning to their home waters.

BLOOD+HORN

CLIMATE/TERRAIN:	Outlands, Carceri, Abyss, Pandemonium
FREQUENCY:	Common
ORGANIZATION:	Patch
ACTIVITY CYCLE:	Day
DIET:	Carnivore
INTELLIGENCE:	Semi- (2-4)
TREASURE:	Incidental
ALIGNMENT:	Neutral

NO. APPEARING:	1-6
ARMOR CLASS:	3
MOVEMENT:	1
HIT DICE:	3-8
THACO:	15
NO. OF ATTACKS:	1 per Hit Die
DAMAGE/ATTACK:	1d6 + special
SPECIAL ATTACKS:	Blood drain
SPECIAL DEFENSES:	Thorns
MAGIC RESISTANCE:	None
SIZE:	L (10' vines)
MORALE:	Fearless (19-20)
XP VALUE:	3 HD: 175 4 HD: 270 5 HD: 420 6 HD: 650 7 HD: 975 8 HD: 1,400

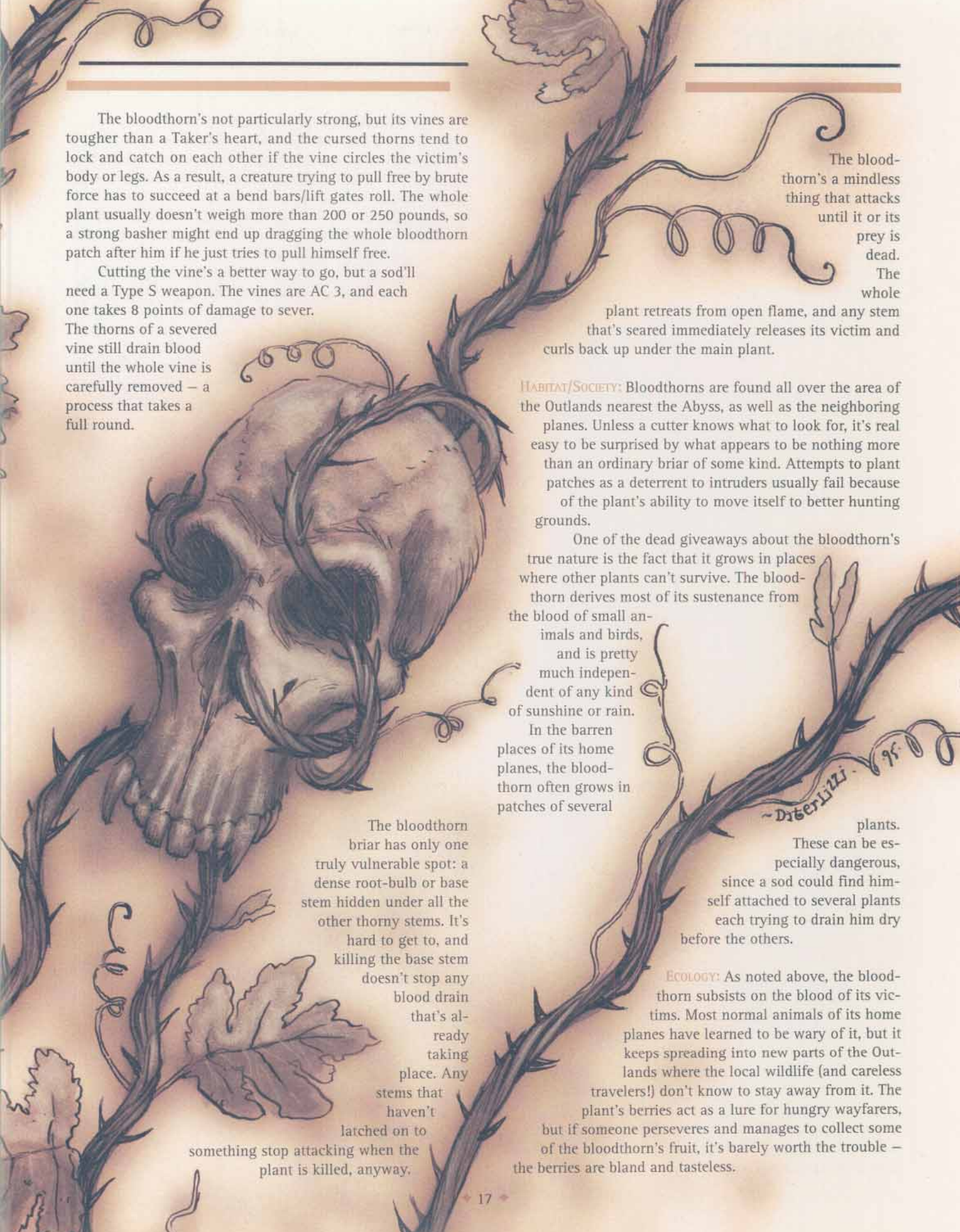
The bloodthorn's a tough, wiry plant that grows in thick, briarlike patches. It's normally dull black, and its stem is dry and desiccated. The plant has several luxurious clumps of small-bladed leaves and lush, reddish berries; in the barren wastelands of Gehenna and Pandemonium, the bloodthorn appears almost too good to be true. 'Course, in the kinds of places a body finds bloodthorn, anything that's too good to be true is just that, and any cutter with a lick of sense knows enough to give these things a wide berth. Then again, it's astonishing what some sods'll overlook when they're really hungry and the bloodthorn's berries look ripe for the picking.

If a body takes a moment to look carefully at the bloodthorn bush, he'll probably spot a number of long, dangerous thorns lying close against the vine's stem. Even then some sods aren't dissuaded from trying to get at the berries; unless a body's right on top of the plant, it doesn't even quiver. Only when something's in striking distance does the bloodthorn make its move.

COMBAT: When an animal or traveler comes within 10 feet of a bloodthorn plant, the vine quickly abandons its innocuous pose and lashes out at its prey. The plant can strike with 3 to 8 long, thorn-studded stems. The thorns extend to their full length of 3 inches, and each tendril becomes a razor-lined lash. If any vine hits by a margin of 4 or more (over the attack number needed to hit), it manages to wrap around its prey and embed

its thorns in the victim's flesh. Each round that the victim is caught by a vine, he loses hit points equal to the initial damage caused

by the attack. For example, if the initial slash of the vine caused 4 points of damage, the vine drains 4 hit points of blood in each subsequent round until the victim dies or breaks free.



The bloodthorn's not particularly strong, but its vines are tougher than a Taker's heart, and the cursed thorns tend to lock and catch on each other if the vine circles the victim's body or legs. As a result, a creature trying to pull free by brute force has to succeed at a bend bars/lift gates roll. The whole plant usually doesn't weigh more than 200 or 250 pounds, so a strong basher might end up dragging the whole bloodthorn patch after him if he just tries to pull himself free.

Cutting the vine's a better way to go, but a sod'll need a Type S weapon. The vines are AC 3, and each one takes 8 points of damage to sever.

The thorns of a severed vine still drain blood until the whole vine is carefully removed – a process that takes a full round.

The bloodthorn briar has only one truly vulnerable spot: a dense root-bulb or base stem hidden under all the other thorny stems. It's hard to get to, and killing the base stem doesn't stop any blood drain that's already taking place. Any stems that haven't latched on to something stop attacking when the plant is killed, anyway.

The bloodthorn's a mindless thing that attacks until it or its prey is dead.

The whole plant retreats from open flame, and any stem that's seared immediately releases its victim and curls back up under the main plant.

HABITAT/SOCIETY: Bloodthorns are found all over the area of the Outlands nearest the Abyss, as well as the neighboring planes. Unless a cutter knows what to look for, it's real easy to be surprised by what appears to be nothing more than an ordinary briar of some kind. Attempts to plant patches as a deterrent to intruders usually fail because of the plant's ability to move itself to better hunting grounds.

One of the dead giveaways about the bloodthorn's true nature is the fact that it grows in places where other plants can't survive. The bloodthorn derives most of its sustenance from the blood of small animals and birds, and is pretty much independent of any kind of sunshine or rain.

In the barren places of its home planes, the bloodthorn often grows in patches of several

plants. These can be especially dangerous, since a sod could find himself attached to several plants each trying to drain him dry before the others.

ECOLOGY: As noted above, the bloodthorn subsists on the blood of its victims. Most normal animals of its home planes have learned to be wary of it, but it keeps spreading into new parts of the Outlands where the local wildlife (and careless travelers!) don't know to stay away from it. The plant's berries act as a lure for hungry wayfarers, but if someone perseveres and manages to collect some of the bloodthorn's fruit, it's barely worth the trouble – the berries are bland and tasteless.

BONESPEAR

CLIMATE/TERRAIN:	Acheron, Gehenna, Outlands
FREQUENCY:	Rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Night
DIET:	Carnivore
INTELLIGENCE:	Semi- (2-4)
TREASURE:	None
ALIGNMENT:	Neutral

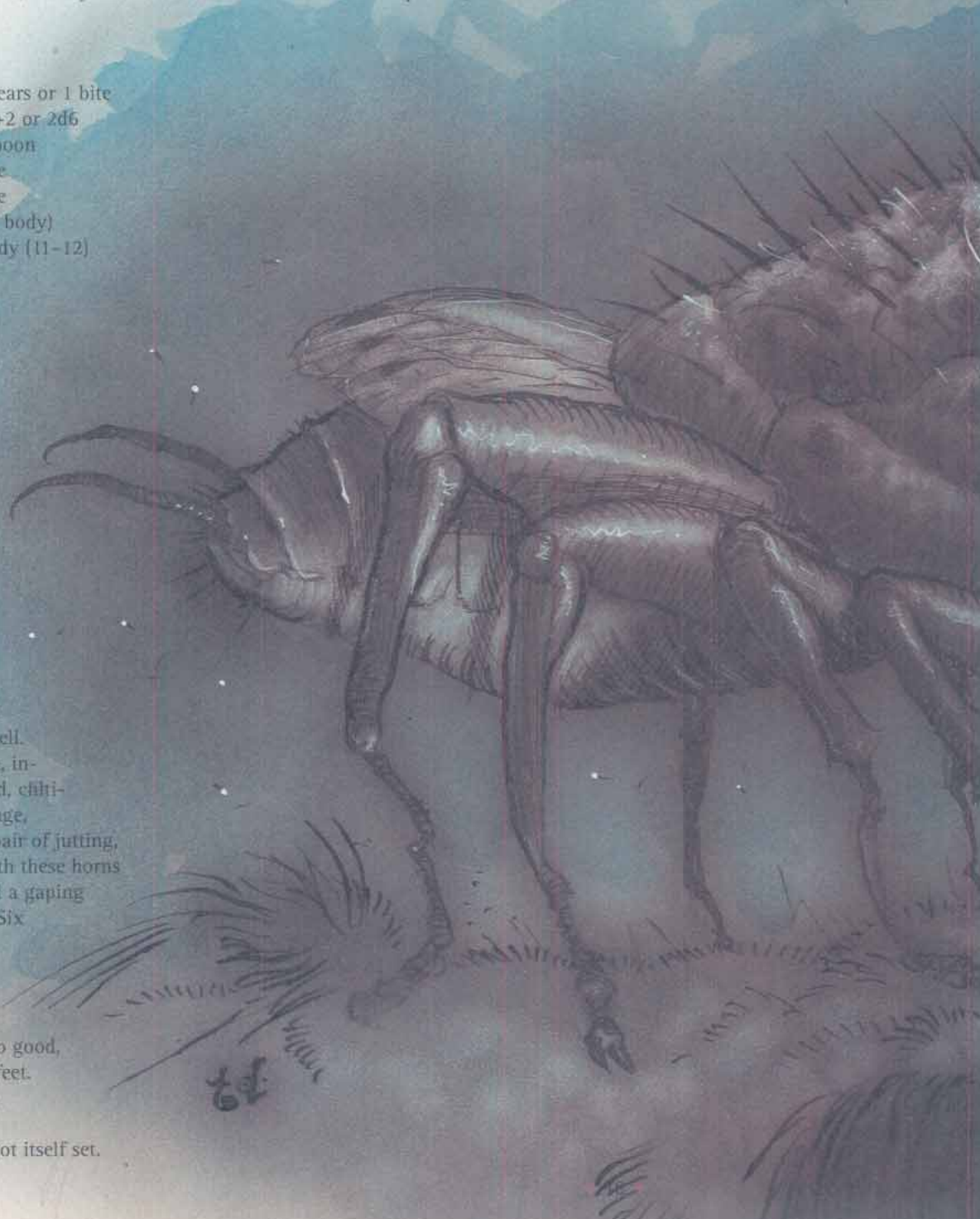
NO. APPEARING:	1
ARMOR CLASS:	1 head, 5 body
MOVEMENT:	6
HIT DICE:	5+2
THACO:	15
NO. OF ATTACKS:	2 spears or 1 bite
DAMAGE/ATTACK:	1d4+2 or 2d6
SPECIAL ATTACKS:	Harpoon
SPECIAL DEFENSES:	None
MAGIC RESISTANCE:	None
SIZE:	L (8' body)
MOBILE:	Steady (11-12)
XP VALUE:	650

Not all the hideous creatures of the planes are fiends. Some're just natural predators who get by in a dangerous and unnatural setting. The bonespear's one of these. It appears to be a relative of the cave fisher, and shares some of its cousin's hunting tactics. Bonespears are found on some of the lawful planes, ranging from Carceri to Arcadia, and on parts of the Outlands as well.

A bonespear's a large, insectile creature with a hard, chitinous shell. Its head is a huge, misshapen sphere with a pair of jutting, barbed bone horns. Beneath these horns are the creature's eyes and a gaping maw full of jagged teeth. Six pairs of thick, clawed legs line its body. The bonespear doesn't use its legs for fighting, but likes to anchor itself to good, hard rock with its twelve feet. It'd take a basher with the muscle of a fire giant to move a bonespear that's got itself set.

COMBAT: The bonespear's most dangerous weapons are the two horns that give it its name. Buried behind the horn sockets the bonespear's got a large air bladder surrounded by tough, thick muscle. By suddenly squeezing the bladder, the bonespear uses a powerful blast of compressed air to fire its horns at anything that looks edible. The horns're joined to the creature's skull by a tough braid of sinew, and the sinew's anchored in another muscle that can reel the horns in like a winch.

The bonespear's horns can be fired up to 40 feet away. If a horn's attack roll exceeds the number required to hit by 4 or more points, the horn sticks in the victim like a harpoon.



Otherwise, the bonespear drags its horn back for another shot — a process that takes a full round. If the horn hits but doesn't stick, the victim just suffers the listed damage; if it hits and sticks, the victim incurs the damage, and the bonespear tries to reel him in.

The bonespear can retract its horns with an effective Strength of 17. The round after a bonespear hooks something, the victim and the monster both make Strength checks. Who-

ever rolls the highest number wins the contest. If the victim wins, he holds his ground and isn't dragged any closer to the bonespear. If the bonespear wins, the victim is dragged 10 to 40 feet closer to its mouth. When the victim has been dragged up to the bonespear's head, the monster attacks with its fearsome jaws.

The bonespear's barbed horns can be ripped out of a wound, if the creature removing the horns succeeds in a Strength check. Unfortunately, this inflicts 1d4+2 points of damage on the victim. The horns themselves are as sturdy as iron spears, but the sinew connecting them to the monster's head can be severed. The sinew strand is AC 2 and can withstand 12 points of damage before being severed; only Type S weapons can do this. The bonespear takes no damage from having one horn severed, but if both are severed the creature'll retreat from the combat.

Bonespears don't move fast and don't hunt in open ground. They're naturally inclined to seek good locations for ambushes. A bonespear might conceal itself in a thicket near a waterhole or wedge itself into a crevasse overlooking a path, and then wait for its prey to come near. Because of the creature's skill in concealing itself and springing its ambush, its victim receives a -1 penalty to any surprise check.

HABITAT/SOCIETY: Bonespears're solitary creatures; they don't take to competition from their own kind, and fight vicious territorial battles over prime hunting ground. They mate only once every 3 years, and the female abandons the eggs as soon as she lays them. Not many bonespears reach adulthood.

Generally, a bonespear's regarded as a dangerous pest, and few Outlanders'll rest until the creature's driven away or killed. Bonespears keep their chosen hunting area clear of the telltale remains of their kills, burying bones, scraps of armor, and other such debris in shallow pits around their hiding places. A bonespear's horn can make a short, serviceable spear in a pinch, equal to a javelin but not balanced for throwing. The tough, sinewy connective tissue can provide 40 feet of light, strong line for a cutter in need of some rope.

FOOD: Young bonespears prey on birds and common animals such as rabbits and squirrels. As they grow toward their mature size, bonespears begin taking larger and larger prey. They're not afraid to harpoon anything, and in some places bonespears pose a significant threat to minor fiendlings such as nupperibo or lemures. Despite their natural weaponry, bonespears are preyed on in turn by more powerful fiends.

There are rumors of domesticated bonespears in some corners of Carceri or Baator.



WHY DØN'T CHA
GØ KISS A
BØNESPEAR, BERK?

— MEMBER
ØF THE
DØØM GUARD

DARKWEAVER

IN THE HOWLING WASTE,
EVEN THE DARKNESS HAS A VOICE.

IT TITTERS AND BECKONS,
IT BEGS AND CAJOLE, IT SLITHERS
ITS WAY INTO YOUR BRAIN

LIKE A BLACK, SLIMY WORM — AND
IF YOU LISTEN TO IT YOU'RE LOST.
THE WEAVER OF THE DARK'LL
HAVE YOU, AND
YOU'LL NEVER SEE
THE LIGHT AGAIN.

— TLEMIZAR THE OLD,
TRAVELER OF THE PLANES

CLIMATE/TERRAIN:	Abyss, Limbo, Pandemonium
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Night
DIET:	Carnivore
INTELLIGENCE:	Exceptional (15–16)
TREASURE:	D
ALIGNMENT:	Chaotic evil

NO. APPEARING:	1
ARMOR CLASS:	–4 (4)
MOVEMENT:	9
HIT DICE:	6+2
THACO:	15
NO. OF ATTACKS:	6 tentacles
DAMAGE/ATTACK:	1d2 + Special
SPECIAL ATTACKS:	Web, magic use
SPECIAL DEFENSES:	Shadow
MAGIC RESISTANCE:	50% (10%)
SIZE:	M (4' body, 10' tentacles)
MORALE:	Elite (13–14)
XP VALUE:	8,000

The darkweaver's a strange and frightening creature, partly real and partly shadow. It dwells in the caves and grottoes of some of the Chaotic Planes, particularly Pandemonium. Some cutters say the thing's native to the Demiplane of Shadow, and that it settled in this corner of the planes because it found conditions in the Abyss and Pandemonium to its liking. Not many sods've ever gotten a chance to question a darkweaver about its origins, and few of those even survived the experience.

The darkweaver creates webs of gloom and shadow just like a spider casts webs of silk. Its snares aren't easily detected, since it prefers to lair in places where daylight never comes. A darkweaver's net can stretch for miles through twisted tunnels and dank caverns, trapping luckless sods one strand at a time until they're hopelessly caught in its shadow. In its web, the darkweaver can manipulate the thoughts and emotions of its victims until they willingly walk into its dark embrace.

The darkweaver's form is amorphous and menacing, gliding like black oil over a cavern wall or pooling in places where the shadow is deepest. Folds of darkness cling to it like a cloak or a second skin. If the darkness surrounding it can be dispelled, the darkweaver's body is revealed to be a rubbery, spherical thing with strong, wiry tentacles and shorter, thicker feeding proboscises. It's said that a body'd rather meet the Lady of Pain than see a darkweaver in the light.



COMBAT: The darkweaver tries to lure its victims into its web of shadow, or failing that, to weave its web around them and prevent their escape. If the darkweaver's removed from its surrounding shadows, it flees as quickly as possible. The creature can't abide the touch of bright light.

The darkweaver's web can extend for hundreds of yards. The outermost strands appear to be insubstantial at first; a basher can brush his hand right through one and feel only an eerie, oily chill. Shining a light on the web makes the strands fade into mere shadows, but they don't fade right — they seem to slither away like snakes. The weaver blends the edges of its web into surrounding natural shadow perfectly; there's only a 10% chance that a character notices the outer strands before he enters the web. (Rangers, experienced guides, or creatures with unusually acute senses have a 30% chance to detect the darkweaver's web.)

Inside the outer layers of the web, vision drops to half normal. The shadowy strands easily give way to a creature moving toward the center, but a sod trying to get out finds that the shadowy strands don't retreat from his light anymore; they cling to him and prevent his escape. Any creature trying to leave the web is reduced to half its normal movement and must successfully make a saving throw vs. spell to force its way through the shadowy strands.

If a sod enters the inner part of the web (usually an area about 100 yards across), he's caught for sure. Again, he's free to move toward the web's center, but to move back out he must successfully make a saving throw versus spell or become *disoriented* and *slowed*. No matter which way he turns, he travels deeper toward the center. Even if the character makes a successful saving throw, he's still *slowed*. The darkweaver's web is thick enough to swallow any normal light, and vision's reduced to one-quarter normal. A lantern that casts a beam 60 feet illuminates a path only 15 feet long in the inner part of the web.

At the web's center, victims must successfully save versus spell or become *held*. Even if they do succeed, they are still *slowed*, and can't escape the center without killing the darkweaver or dispelling its web. The darkweaver's lair is here, and the web's center is as dark as the blackness of a *darkness* spell.

If the weaver can't entice a sod into entering its web, it may try to misdirect him into a passage it can close behind him, or get ahead of him and web the path he's using. A darkweaver can create one 10' cube of gloomweb per round; if it webs the same area twice, the thickness is equal to the inner part of its web, and a third time results in webbing as thick as what lies at the center of the darkweaver's web.

Once per round, the darkweaver can use the spell-like powers of *confusion*, *sleep*, or *suggestion* with a range of 60 feet. In any area of shadow or darkness, the darkweaver can become *invisible*, create 2 to 5 *mirror images*, or *teleport* up to 200 feet to another area of shadow. In addition, the creature can create *shades*, *solid fog*, or a *symbol of despair* once per day while it's in its own web. Darkweavers communicate by means of a limited form of *telepathy* with a 60-foot range; humans and demihumans perceive the creature's thoughts as sibilant whisperings in the shadows.

The darkweaver uses its powers to immobilize its victims before drawing near enough to feed. If possible, it attacks physically only when its victims are hopelessly entangled in the center of its web. The weaver attacks by lashing at its victims with its tentacles for 1d2 points of damage each; if it can hit a victim with at least four tentacles, it draws near enough to insert its feeding proboscises. These automatically inflict 2d4 points of damage per round, and the victim must successfully save versus spell or permanently lose 1 point of Constitution in each round of feeding. The darkweaver's victim can fight back only by trying to break free or attacking with a Type S weapon.

A weaver's forced to release a victim it has grasped if it takes more than 15 points of damage, if the victim succeeds in a bend bars/lift gates roll, or if the darkweaver is struck with magical *light* of some kind.

The darkweaver's vulnerable to light-based attacks. A *light* spell destroys a 10' cube of its web and inflicts 1d3 points of damage on the creature before dissipating. A *continual light* destroys 1d6 10' cubes of the creature's web, dispels its shadow protection for 1 round, and inflicts 1d6 points of damage. Very powerful light effects such as a *sunray* or the *sunburst* effect of a *wand of illumination* inflict 2d10 points of damage, destroy 2d6 10' cubes of the web, and dispel the darkweaver's shadow protection for 1d6 hours. (The Armor Class and magic resistance in parentheses note the darkweaver's defenses without its shadow protection.)

HABITAT/SOCIETY: The darkweaver haunts subterranean passageways, gloomy forests, and dismal swamps throughout the Abyss, Pandemonium, and Limbo. It's also been rumored that great numbers of the creatures dwell on the Demiplane of Shadow. The darkweaver is asexual and reproduces by division, although this is a very rare occurrence. A sod who runs across a darkweaver that's just divided should be aware that the young creature's a 3 HD version of its parent.

Darkweavers're diabolical creatures that use any means available to lure potential prey into their webs. When dealing with intelligent creatures, the weaver's likely to say or promise anything to get its prey to come nearer. They're clever enough to leave formidable prey such as greater tanar'ri alone, and may strike deals with more powerful neighbors. Darkweavers are patient and calculating creatures, and may let a meal go today if it means having two meals tomorrow.

ECOLOGY: The darkweaver preys on anything that comes near its web, but has the sense to leave very tough creatures alone. If anything strong enough to kill it enters its web, the darkweaver is likely to use its powers of illusion and deceit to hide from its attacker until it's safe again. As a result, there's nothing known that makes a regular meal of a darkweaver.

Despite the weaver's alien appearance, it's a subtle creature that enjoys its mastery of suggestion and illusion. Nothing pleases a darkweaver more than tricking its foes into placing themselves at its mercy.

DEMARAX

CLIMATE/TERRAIN:	Outlands or any Lawful plane
FREQUENCY:	Very rare
ORGANIZATION:	Clutch
ACTIVITY CYCLE:	Any
DIET:	Special
INTELLIGENCE:	Low (5-7)
TREASURE:	None
ALIGNMENT:	Lawful neutral

NO. APPEARING:	1-3
ARMOR CLASS:	0
MOVEMENT:	6
HIT DICE:	5+5
THACO:	15
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	1d8
SPECIAL ATTACKS:	Magic missile
SPECIAL DEFENSES:	Spell crystals
MAGIC RESISTANCE:	90%
SIZE:	M (6' body)
MORALE:	Average (8-10)
XP VALUE:	2,000

There are some mighty strange creatures on the Great Road, and the demarax is one of the strangest. It looks like a jewelled lizard or gem-covered crocodile, with tiny crystals of a hundred different colors embedded in its dark hide. (The older it gets, the more obvious and profuse the gems become.) Its face is blunt and small-mouthed, and three yellow eyes are spaced evenly across its forehead. The demarax's movements are slow and deliberate, and it's often the butt of jokes about slow speed; the folk of Automata refer to a lazy basher as a "demarax walking uphill."

The truly unusual thing about the demarax is its diet — it eats spell crystals, the magical manifestations of *summoning* and *contact other plane* spells cast by wizards on prime-material worlds. A body could stick his hand in a demarax's mouth and it wouldn't bite him; spell crystals are the only things it eats. This means that a demarax doesn't pose a threat to the typical traveler on the planes, but if that traveler's got a trapped spell crystal, or one appears in the traveler's vicinity, the demarax'll single-mindedly try to get at its favorite food, no matter who or what gets in the way.

COMBAT: Demaraxes're highly magic resistant; in fact, they may be about the most magic-resistant creatures around. When one touches a spell crystal, it almost always fizzles. The demarax feeds on the spell's remains. Its gem-studded hide is renewed by the process of devouring a spell crystal; the rock-hard crystals provide the demarax with an exceptional natural Armor Class. The demarax's magic resistance extends to all other kinds of magic cast at it, so it's a rare event when a spell actually affects one.

The demarax is a generally inoffensive creature, and doesn't go out of its way to start a fight unless it's provoked or it senses a spell crystal on someone's person. The demarax can

sense a crystal up to 200 yards away; it also has the unusual ability to deceive a crystal into believing that the demarax itself is the intended recipient of the spell. The crystal instantly diverts itself from its course and streaks to the demarax, who happily devours it. On rare occasions, when the creature fails its magic resistance roll, it can be *summoned* in place of whatever the casting wizard really wanted. The demarax is too stupid to do much of anything except stare at its new surroundings and slowly starve to death for lack of food.

If a demarax is provoked or attacked, it defends itself by lashing out with its powerful tail. The gems lining its tail are heavier and sharper than elsewhere on its body, and the demarax can deliver a serious blow. The creature can also fire *magic missiles* from its eyes, delivering a volley of three *missiles* up to three times per day. The demarax doesn't like to do this, since this rapidly depletes the spell energy that sustains it, and makes it hungry again in a hurry.

As a last-ditch defense, the demarax can release a whirling storm of partially-absorbed spell crystals that scythe and spin around it to a range of 20 feet. Any creature in that area must make a successful saving throw versus paralyzation or be struck by a crystal, which inflicts one of the random effects below:

d6 Roll	Effect
1-2	Target <i>confused</i> for 1d4 rounds by a barrage of questions
3-4	Target <i>blinded</i> for 2d4 rounds by images of another world
5	Spell energy causes target to <i>blink</i> for 2d4 rounds
6	Target transported to Prime Material Plane by a remnant of a <i>summoning</i> spell

Creating the crystal storm exhausts the demarax's energy; if it does not feed on a crystal, it starves to death within 1d6 hours. Naturally, the demarax uses this ability only when its life's in immediate and dire peril.

HABITAT/SOCIETY: Demaraxes travel alone or in small groups, roaming the Great Road in an endless search for the spell crystals they feed on. They're barely intelligent enough to speak a few crude phrases of the common trade jargon of the planes, but a body shouldn't expect lively repartee from a demarax. Their typical dialogue goes something along these lines: "S-s-seen crys-s-stals-s? Need crys-s-stal. Hun-gry. Hun-gry now."

Interestingly enough, the demarax possesses a perfect memory and a complete inability to lie. It may be dumb as a

stump, but it can repeat any conversation it's ever had word for word, even if it has no idea what the other party may've been talking about. The demarax isn't bright enough to understand the concepts of past, present, or future, so a cutter hoping to get some information from a demarax had better be ready to ask some stump-dumb questions, or he'll find the demarax abandoning the conversation and resuming its search for food.

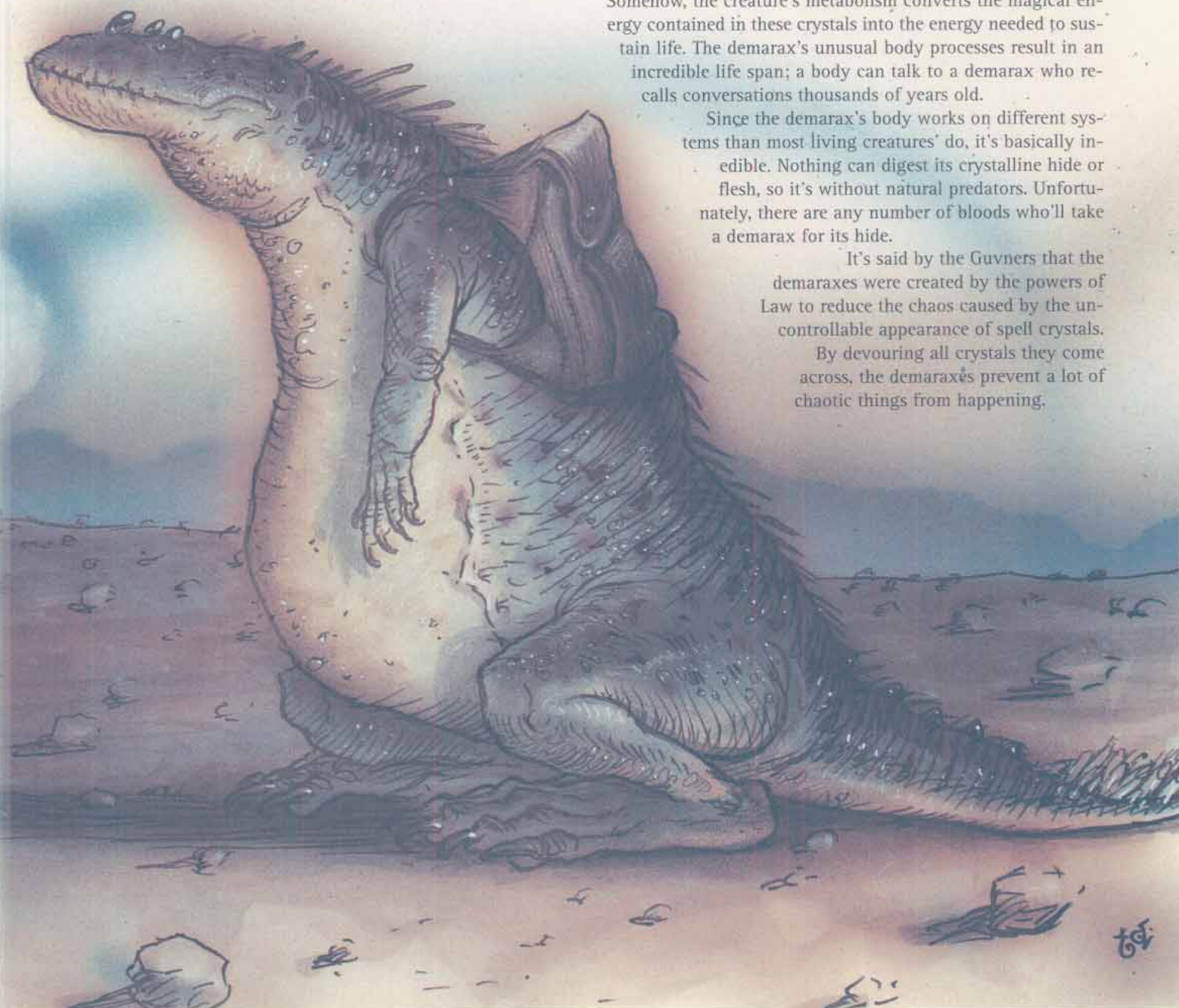
One last thing about the demarax: Its hide is worth a lot to any cutter in need of some junk. The typical demarax is covered with the equivalent of 50 to 100 (d6+4×10) gems worth 10 gp each. These're only a small fraction of the crystals studding a demarax's hide, but the rest are too small to be of any value.

ECOLOGY: As noted above, the demarax feeds on spell crystals. Somehow, the creature's metabolism converts the magical energy contained in these crystals into the energy needed to sustain life. The demarax's unusual body processes result in an incredible life span; a body can talk to a demarax who recalls conversations thousands of years old.

Since the demarax's body works on different systems than most living creatures' do, it's basically inedible. Nothing can digest its crystalline hide or flesh, so it's without natural predators. Unfortunately, there are any number of bloods who'll take a demarax for its hide.

It's said by the Guvners that the demaraxes were created by the powers of Law to reduce the chaos caused by the uncontrollable appearance of spell crystals.

By devouring all crystals they come across, the demaraxes prevent a lot of chaotic things from happening.



CLIMATE/TERRAIN:	Any astral or ethereal
FREQUENCY:	Rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	High (13–14)
TREASURE:	B
ALIGNMENT:	Neutral evil

NO. APPEARING:	1 (2–8)
ARMOR CLASS:	5
MOVEMENT:	9
HIT DICE:	7+7
THACO:	13
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	4d4
SPECIAL ATTACKS:	Engulf, psionics
SPECIAL DEFENSES:	Immune to Type B weapons, ½ damage from Type S
MAGIC RESISTANCE:	None
SIZE:	L (8' body)
MORALE:	Champion (15–16)
XP VALUE:	7,000

The dhours are a voracious race of dimensional hunters that haunt the Astral and Ethereal Planes. They're large, amorphous, amoebalike creatures of translucent protoplasm. Strange organs and bizarre pulses of light shift and move in their bodies, and a large, three-lobed brain is suspended in the center of their mass. A dhour can flatten its body out to a foot-thick pancake 10 feet across, or form a single cone-shaped heap about 6 feet tall; this is their most common form for travel and combat.

Dhours're bound to the Astral and Ethereal Planes by the structure of their bodies; the only way they can leave is by using openings others have made. A dhour searches constantly for a recently used conduit or color pool, and then strikes out to capture and devour whatever made the disturbance. A dhour can maintain itself away from the Astral or Ethereal only by using its psionic powers; when it runs out of PSPs, it must return to its native planes.

Generally, dhours take note of both physically present and astrally projecting travelers. They're fond of lurking near color pools to waylay creatures nearing their astral destinations. Dhours can sense creatures passing through conduits in the Astral; a cutter might be instantaneously whisked through the Silver Void in the blink of an eye, only to be visited weeks later by a dhour that caught sight of him as he passed. In the Ethereal, dhours watch over curtains of vaporous color in much the same way as they guard color pools in the Astral.

The chant is the dhours're new to the planes. The Godsmen report that dhours've shown up on the Astral only within the last decade or so. A few bloods have managed to communicate with a dhour by means of *telepathy* or similar psionic powers. They say that the dhours' minds are alien and unreadable, but that the creatures were able to make their thoughts known to them. The dhours display a keen sense of curiosity

about the other planes and show some willingness to exchange information – but only when they're not hungry.

COMBAT: A dhour tries to attack its prey on the Astral or Ethereal Plane, but if it can't catch up to its intended victim, it follows the poor sod wherever he goes. Once a dhour's sighted a victim, it can use its psionic powers to enter any plane and attack its victim again and again. The only defense against this is to kill the dhour or stay in planar layers that can't be reached from the Astral. Once a dhour's set on a victim, it'll keep trying to catch and devour him until it succeeds.

The dhour attacks physically by lashing at its victim with a powerful pseudopod, delivering 4d4 points of damage with a blow. If it manages to grab hold of its prey by rolling a natural 19 or 20, it can throw itself over the poor sod and engulf him. The victim gets a saving throw versus paralyzation to pull free, but if he fails the dhour surrounds him. Engulfed victims immediately begin to suffocate (death follows the number of rounds equal to one-third the character's Constitution score), and suffer 2d6+6 points of acid damage each round.

While the dhour engulfs its victim it can lash out at any other nearby creatures with its pseudopods, but can't move. Dhours are immune to Type B weapons and suffer only half damage from Type S weapons due to their amorphous structure. Successful attacks on dhours that've engulfed victims (or are in the process of doing so) cause the same damage to the victims as to the monsters.

The dhour prefers to avoid mental combat unless it's necessary to reach its chosen victim. It must use the science of probability travel to leave the Astral Plane, and therefore its ability to remain on any other plane is limited. The dhour uses its telepathic abilities to locate its prey and then set an ambush for the poor sod. Note that a dhour can often gain surprise by using invisibility or chameleon power in its attack. Dhours are considered monsters for purposes of using contact against them, but they don't suffer this penalty against their one chosen victim.

PSIONICS SUMMARY

Level	Dls/Sci/Dev	Attack/Defense	Score	PSPs
7	3/4/12	All/All	16	150

Dhours have the following psionic powers:

- ◆ **Psychoportive** – Sciences: probability travel, teleport. Devotions: astral projection, teleport trigger, time/space anchor.
- ◆ **Telepathy** – Sciences: mindlink, superior invisibility. Devotions: contact, ESP, false sensory input, invisibility, life detection, phobia amplification.
- ◆ **Psychometabolism** – Devotions: chameleon power, displacement, ectoplasmic form.

HABITAT/SOCIETY: Dhours prefer to hunt alone, and are only rarely encountered in groups. The creatures aren't territorial, but instead mark their chosen victims to warn off other dhours. The mark affects the victim's psychic aura. It can be detected by the psionic power of aura sight, and removed

using psychic surgery. No dhour'll approach or attack a character who's been marked by another dhour until the one that first sighted that prey is dead.

From time to time, dhours stop hunting and gather in small bands or circles. There's a 25% chance that any encounter with the dhours actually takes place during this nonaggressive cycle. Such circles comprise 2 to 8 dhours. The dhour circle seems to be the sole social activity of the monsters; they drift aimlessly through the Astral, all but ignoring the Void around them, communicating telepathically. The only time a dhour'll converse with a cutter is when it's traveling to or from a circle meeting. Although a dhour circle ignores anything except a direct attack, it's still dangerous to be around — if the dhours notice any creatures observing their circle, they're likely to mark the intruders and seek the sods out later.

It was the strangest sight — six of the creatures were clustered together in a ring, pseudopods extended to touch one another like children holding hands. The lights and shapes inside their bodies seemed dim and faint, almost as if the dhours were sleeping. We approached and studied them more closely, but they never acknowledged our presence, and I argued vehemently against attempting to goad them with spell or sword. So, we left and continued on our way.

— Fayne Storoman, Clueless Priest of Faerûn
(disappeared in the Year of the Leaping Lion, 834 DR)

Ecology: Dhours aren't native to any known universe and likely came to the planes from some distant, alien, prime-material world. Their predatory habits and single-minded pursuit of prey are of great concern to any astral or ethereal

traveler. No one knows the dark of why the dhours do what they do; some bashers've speculated that dhours devour more than the mere flesh of their victims. It's rumored that priests can't raise sods that've been eaten by a dhour, but this hasn't been proven yet.

Dhours appear to reproduce by amoebalike division, after gathering in their circles. A dividing dhour actually splits its hit point total in halves, and each new individual then grows to full size and strength within 6 months.



EATER OF KNOWLEDGE

CLIMATE/TERRAIN:	Outlands
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Night
DIET:	Special
INTELLIGENCE:	Genius (17-18)
TREASURE:	R x 3, U
ALIGNMENT:	Neutral evil

NO. APPEARING:	1
ARMOR CLASS:	1
MOVEMENT:	6
HIT DICE:	10
THACO:	11
NO. OF ATTACKS:	2
DAMAGE/ATTACK:	3d4/3d4
SPECIAL ATTACKS:	Magical powers, stolen powers
SPECIAL DEFENSES:	Magical powers, stolen powers; immune to mental attacks and mind-affecting powers
MAGIC RESISTANCE:	25%
SIZE:	L (9' tall)
MORALE:	Elite (13-14)
XP VALUE:	13,000

One of the powers residing in the Land is Ilsensine, the illithid god-brain. Ilsensine doesn't leave its Caverns of Thought, preferring to watch and wait from its immobile form in the center of the Caverns, but it does have agents it can send into the Outlands on its errands. These creatures are called eaters of knowledge.

The eaters are charged with a variety of tasks, but one of their principal missions is to add to Ilsensine's knowledge by venturing into realms the god-brain cannot perceive and recording their observations. An eater of knowledge does this by devouring the brains of creatures it comes across. The memories and experiences of its victims become its own as it digests their brains. In addition to their role as knowledge-seekers, eaters of knowledge serve Ilsensine as instruments of its vengeance against those that have defied or displeased it; it may even loan an eater to another power in payment for some service or other.

An eater of knowledge is a hideous thing. It resembles a humanoid heap of leathery hide and exposed ganglia, with naked brain matter oozing from openings in its distended skull. A reek of rot and decay surrounds it. Eaters are slow, shambling creatures that move with ponderous, awkward steps. They're speechless, but occasionally moan or gurgle when agitated. Despite their repulsive, clumsy appearance, eaters of knowledge are extremely intelligent and remorseless beings with an array of dangerous powers.

COMBAT: Eaters of knowledge appear awkward and soft-skinned, but their soft, bulbous bodies conceal sinews of iron and move with surprising speed. The eater can strike powerful blows with its crude fists and can easily stand toe-to-toe

against a skilled, armored warrior. If the eater scores a hit against the same man-size or smaller opponent with both its attacks, it can seize that opponent, hold it still (no movement or attacks), and attempt to ingest the victim's brain. The trapped victim can attempt an open doors roll once per round to wrench free of the eater's grasp.

To ingest a victim's brain, the eater brings its exposed cerebral matter in contact with the victim's flesh. This requires a normal attack roll, but a pinned victim doesn't receive any Dexterity bonuses to his AC. If the eater scores a hit, tiny tendrils of nerves bore into the victim's flesh and begin to take control of the victim's nervous system, tunneling toward the brain. This agonizing process causes 1d6+6 points of damage and permanently destroys 1 point of the victim's Intelligence, Wisdom, and Dexterity scores each round it continues, unless the victim succeeds in a saving throw versus death magic.

After 1d4 rounds of boring, the eater's nerve tendrils are in place to begin extracting the victim's brain. Tiny chunks of brain matter are torn away by the tendrils and drawn back into the eater's own gray matter. This kills the victim in 1d3 rounds, reducing each of the victim's ability scores by 1d6 points for each round the extraction continues. There is no saving throw.

Normally, an eater of knowledge won't release its victim until it has completely consumed the brain. The damage and loss of ability scores stop if the victim is pulled free or the eater's forced to let go. If the victim's friends help him in his attempt to pull away, he gains a +4 bonus on his chance to escape the eater's grasp. The eater can be forced to let go by being killed or reduced to 10 hp or fewer; the creature will flee rather than die. A single attack or spell that inflicts at least 20 hp of damage in 1 round also forces the eater to let go.

While the eater of knowledge's special abilities make it an exceptionally dangerous opponent in hand-to-hand combat, this is not its preferred method of fighting. The monster relies on its mental powers and the stolen powers of those it has fed on to lure lone victims away from their companions, where it can feed uninterrupted. A typical eater may have one or more of the special abilities noted below:

d10 Roll	Special Ability
1-2	No special abilities currently available
3-5	Spell powers of a 2nd-7th-level cleric
6-8	Spell powers of a 1st-8th-level wizard
9	Thief abilities of a 3rd-12th-level thief
0	Two of the above

In addition to its stolen powers, the eater of knowledge can use the following powers, once per round, at will: *confusion*, *detect invisibility*, *domination*, *ESP*, *forget*, *hold person*, *levitate*, and *shadow walk*. Eaters communicate with a natural power of *telepathy*; their mental voices're a discordant chorus of every sentient creature they've devoured. The eater of knowledge is itself completely immune to any mental attacks or mind-affecting powers, including illusions and *charm* or *hold* effects.

PSIONICS SUMMARY

Level	Dis/Sci/Dev	Attack/Defense	Score	PSPs
10	3/7/14	All/All	16	210

Eaters of knowledge have the following psionic powers:

- ◆ Psychoportive – Sciences: probability travel. Devotions: astral projection, dimensional door.
- ◆ Psychokinesis – Sciences: telekinesis, disintegrate, project force. Devotions: animate object, control body, control wind, inertial barrier, molecular agitation, soften.
- ◆ Telepathy – Sciences: domination, mindlink, probe. Devotions: contact, ESP, inflict pain, invincible foes, invisibility, synaptic static.

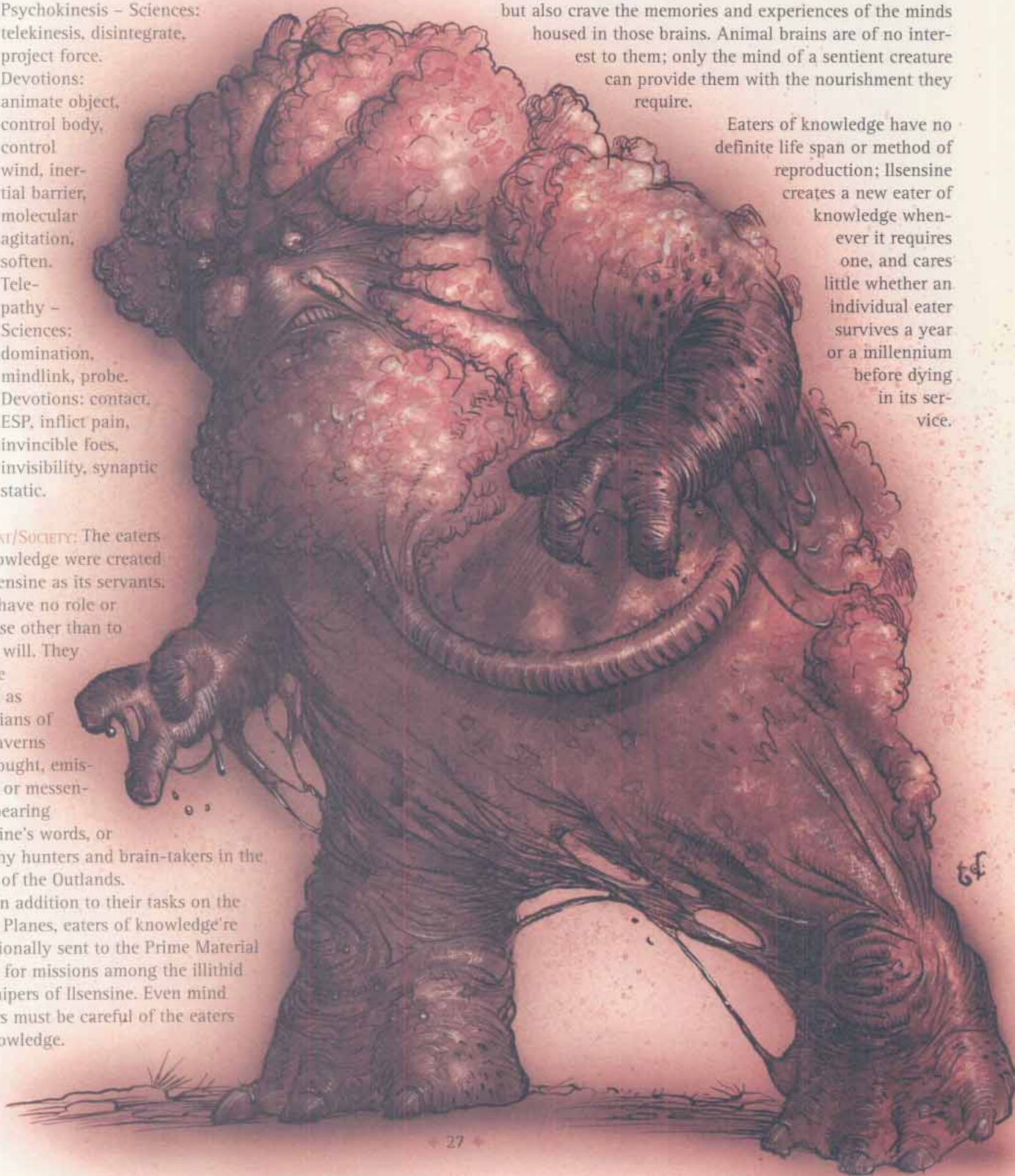
HABITAT/SOCIETY: The eaters of knowledge were created by Ilsensine as its servants. They have no rôle or purpose other than to do its will. They can be found as guardians of the Caverns of Thought, emissaries or messengers bearing Ilsensine's words, or stealthy hunters and brain-takers in the wilds of the Outlands.

In addition to their tasks on the Outer Planes, eaters of knowledge're occasionally sent to the Prime Material Plane for missions among the illithid worshipers of Ilsensine. Even mind flayers must be careful of the eaters of knowledge.

ECOLOGY: Bleakers say that the eaters of knowledge are made from the living corpses of Ilsensine's zombies. The god-brain selects some of these empty husks, removes their burned-out brains, and replaces them with a small portion of its own gray matter. This vile material causes the host body to swell and change, as noted above.

Eaters of knowledge subsist on the brains they devour, but also crave the memories and experiences of the minds housed in those brains. Animal brains are of no interest to them; only the mind of a sentient creature can provide them with the nourishment they require.

Eaters of knowledge have no definite life span or method of reproduction; Ilsensine creates a new eater of knowledge whenever it requires one, and cares little whether an individual eater survives a year or a millennium before dying in its service.



The eladrins are a cowardly race of sniveling weaklings. They're untrustworthy and treacherous, and they turn up in the most inconvenient places! Why, a body can't get two steps in their precious Arborea without their arrogant, conceited shiere knights showin' up and puttin' their long noses in your business! Let's see 'em come on down to Baator. We'll whip 'em into shape. Teach 'em a thing or two about proper organization. They'd find out the hard way how baatezu'll run things once we've burned Arborea to the ground around their pointed little ears. 'Course, we still got that little tiff with the tanar'ri to settle, but when we get them straightened out, well, just you wait!

What?!!! A shiere riding this way? I – I – I've got to go. Duty calls, and all that. Wouldn't want to be missed back in Avernus, after all.

– Uzamaer the Maw, cornugon captain visiting Sigil

The eladrins are the native race of Arborea, just as the baatezu are associated with Baator and the tanar'ri with the Abyss. They're wild and free beings who exult in their own existence and live a life of song and celebration. The eladrins aid all people of good hearts against the forces of evil, but seek to do so with individual acts of kindness or heroism.

In Arborea, the eladrins move from place to place constantly, reveling in the natural beauty of the plane and seeking adventure. They're defenders of goodness and freedom wherever it is threatened, and seek to counter the influences of tanar'ri and baatezu among mortals. To the eladrins, mortals should be free to choose their own destinies without fiendish interference; many of the more powerful eladrins constantly roam the planes and prime-material worlds, working against the baatezu and tanar'ri who seek to dominate these realms.

Although the individual types of eladrins are diverse in power and appearance, as a race they're creatures of faerie grace, quickness, and beauty. Eladrins fall into two categories:

- ✦ Lesser (bralani, coure, noviere, shiere)
- ✦ Greater (firre, ghaele, tulani)

Lesser eladrins rarely leave the plane of Arborea, but greater eladrins can be found anywhere serving the cause of good.

COMBAT: All eladrins can use the following spell-like powers once per round at will: *alter self*, *comprehend languages*, *cure light wounds*, *detect evil*, and *phantasmal force*. They're partially immune to the effects of many attack forms, as shown below:

Attack Form	Damage
Acid	Full
Cold	Half (None)
Electricity (lightning)	None
Fire (dragon, magical)	Half
Gas (poisonous, etc.)	Half
Iron weapon	Doubled (Full)
Magic missile	None
Poison	Full (Half)
Silver weapon	Full*

Lesser eladrins're vulnerable to weapons of cold-wrought iron and suffer double damage dice from any cold iron weapon that strikes them. If the cold iron weapon is enchanted, the eladrins ignore the double damage; the magic spoils the baneful properties of the blade. Greater eladrins don't suffer double damage from a cold iron weapon, but they do suffer normal damage even if the weapon normally couldn't hit them because of a lack of enchantment. For example, a greater eladrin normally hit only by +3 weapons or better can be damaged by a nonmagical cold iron weapon. Cold iron weapons have to be custom-made and cost twice as much as normal.

Silver weapons inflict full damage if they are sufficiently enchanted to be able to damage the eladrin anyway.

PLANAR TRAVEL: Any eladrin can travel to any Upper Plane, Ysgard, the Outlands, and the Astral Plane. Greater eladrins can travel to any Outer or Inner Plane, the Ethereal Plane, or any prime-material world. Unlike many fiends, eladrins can freely enter any world they can reach; they don't have to wait until they're summoned. However, eladrins are required to *veil* themselves when traveling in prime-material worlds. The same laws that force a baatezu or tanar'ri to subject itself to the manipulations of a wizard also prevent an eladrin from revealing its true nature except under the direst of circumstances.

When an eladrin is veiled, it takes on the guise of a creature native to the world it is journeying in. It may assume a human or demihuman form, pretending to be an adventurer or wandering bard. Once committed to its veil, it can't do anything that its assumed identity couldn't do whenever a mortal might be near enough to see. Should an eladrin violate its veil, it has to return to Arborea for 1,001 years before walking the prime-material worlds again. Usually the violator eladrin is allowed a brief time – a few minutes or an hour – to attend to any business it has to finish before it is called away.

THE COURT OF STARS: The magical and mysterious heart of the eladrins lies in the Court of Stars, where the beautiful Queen Morwel reigns over her people. Morwel is sometimes called the Faerie Queen, the Lady of the Lake, or the Lady of Stars; she's probably a demipower in her own right, and she's surrounded by the brightest and most gracious of the eladrins. The Court moves from place to place throughout Arborea, existing only where night falls over the realm. The Court of Stars isn't really the government of the eladrins as much as it is the heart or spirit of the race.

The eladrins're on good terms with the elven pantheon and the Greek pantheon, but they tend to keep to the wilds of Arborea. When the eladrins visit Olympus, they often assume the forms of petitioners or forest spirits, veiling their true nature. In the elven realms, the eladrins feel free to show themselves for what they are.

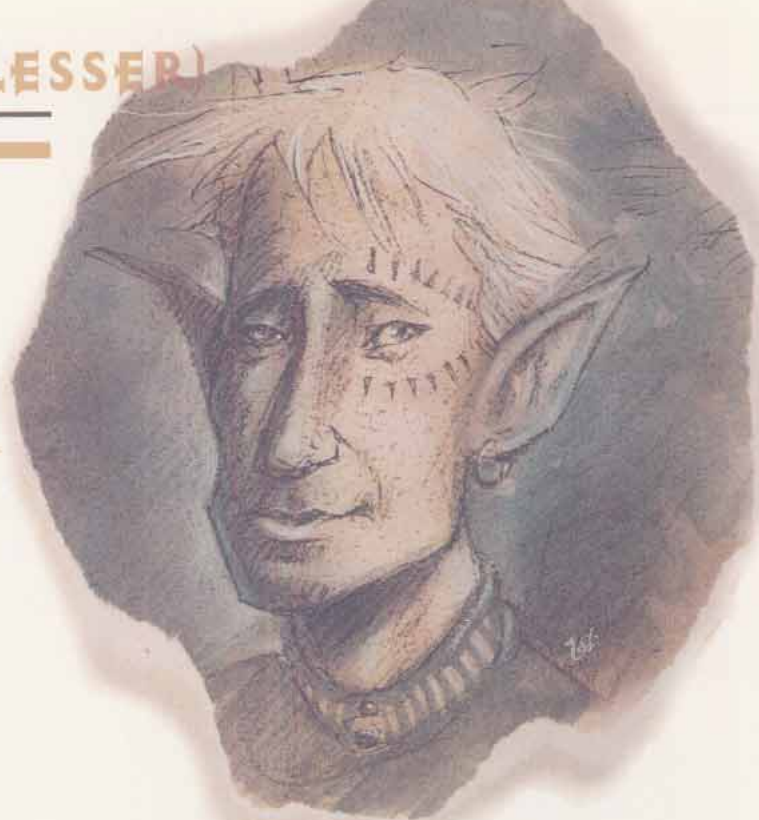
On rare occasions, the eladrins join with the aasimon who serve the Greek and elven powers when some profound evil threatens all of Arborea. But for the most part, they prefer to leave the powers be and govern their own affairs.



ELADRIN, BRALANI (LESSER)

CLIMATE/TERRAIN:	Arborea (Pelion)
FREQUENCY:	Uncommon (Common)
ORGANIZATION:	Band
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	Very (13-14)
TREASURE:	Incidental
ALIGNMENT:	Chaotic good

NO. APPEARING:	1-3 (3-24)
ARMOR CLASS:	2 (-2)
MOVEMENT:	15, Fl 30 (A)
HIT DICE:	6+9
THACO:	15
NO. OF ATTACKS:	1 or 2
DAMAGE/ATTACK:	By weapon + 4 or 1d10/1d10
SPECIAL ATTACKS:	Whirlwind
SPECIAL DEFENSES:	See below
MAGIC RESISTANCE:	35%
SIZE:	M (5' tall)
MORALE:	Elite (13-14)
XP VALUE:	9,000



The snowy, sandy wastes of Pelion are home to the bralani eladrins. They're the wildest and most feral of their kind, existing from heartbeat to heartbeat in a glorious, never-ending passion. No eladrin can match the fury of an angry bralani, or the keening depths of her grief or sorrow, or the blissful heights of her joy. Bralani are tied to the plains of Pelion, but may occasionally be found dancing in the desert winds or arctic wastes of other realms, exulting in their freedom and the beauty of the open land.

Bralani in their natural form resemble short, stocky elves, broad in the shoulders but graceful nonetheless. Their hair is usually a bright silvery-white, and their eyes are an ever-changing rainbow of hues that flicker and shift with the vagaries of the bralani's mood. Bralani can also take the shape of a whirlwind of dust, sand, or snow, racing across their beloved plains like living zephyrs.

Bralani are the most distant and fey of the eladrins, dangerous to approach and fickle in temperament. Strangers might be greeted with wild celebration or attacked in a towering rage. Although the bralani's purpose seems to be to dance and race about in the wastes, they'll drop their endless dance in a moment if they come across evil in their domain. A few rare and unusual bralani sojourning in other worlds ally themselves with the local forces of good, siding with a tribe of noble desert savages or aiding a group of northern herdsman.

COMBAT: In humanoid form, bralani are surprisingly strong; they've got an 18/76 Strength with the resulting bonuses. Bralani prefer the spear, the bow, and the scimitar — weapons of the desert nomads they most closely resemble. Bralani weapons're often enchanted. These folk are superb archers, and gain a +4 bonus to bow attacks due to their great Dexterity and instinctive mastery of the wind.

However, a bralani's just as likely to abandon his weapons and attack as a living whirlwind. In this form, he's AC -2 and can attack with two scourging sand- or snow-blasts for 1d10 points of damage each. The blasts have a 20-foot range and affect a cone 5' in diameter. Any creature within 20 feet of the bralani in whirlwind form must successfully save versus paralyzation or suffer a -2 to attacks due to stinging sand in its eyes. Any man-size or smaller creature that approaches within 5 feet of the bralani in its whirlwind must successfully save versus paralyzation again or be swept off its feet by the raging winds and thrown 10 to 30 feet. Bralani love to careen through an enemy's ranks, knocking their foes left and right as they dance right past them.

In addition to the powers all eladrins possess, bralani can use the following abilities once per round: *blur*, *charm person*, *control weather*, *cure disease*, *gust of wind*, *mirror image*, and *wind wall*. Twice per day they can cast a *lightning bolt* (8d8 points of damage), and *cure serious wounds* or *neutralize poison*; once per week they can *heal* another person, but not themselves.

Bralani can be hit only by +1 or better weapons, or weapons forged of cold-wrought iron. A bralani can *gate* 1d4 other bralani eladrins to his location with a 40% chance of success.

HABITAT/SOCIETY: In their native layer of Pelion, the bralani travel in loose bands in an unending dance of wind and sand. Each day the band travels hundreds of miles, stopping only to play pranks on travelers or deal with any unwanted intruders they find. The bralani don't acknowledge any one individual as leader. The entire band acts merely on spontaneous impulses, which can make these eladrins very hard to deal with.

When the bralani leave Pelion, they travel in small groups of only 1 to 3 individuals. In the rare instances where the bralani have mobilized for war, they act as scouts and skirmishers, harrying the enemy's flanks and rear.

ELADRIN, COURE (LESSER)

CLIMATE/TERRAIN:	Arborea
FREQUENCY:	Common
ORGANIZATION:	Band
ACTIVITY CYCLE:	Night
DIET:	Omnivore
INTELLIGENCE:	Very (11-12)
TREASURE:	Incidental
ALIGNMENT:	Chaotic good

NO. APPEARING:	2-40
ARMOR CLASS:	5 (0)
MOVEMENT:	9, Fl 24 (B) or 48 (A)
HIT DICE:	2+1
THACO:	19
NO. OF ATTACKS:	1 or 1
DAMAGE/ATTACK:	By weapon or 1d4+1
SPECIAL ATTACKS:	<i>Magic missile</i>
SPECIAL DEFENSES:	Magic use
MAGIC RESISTANCE:	10%
SIZE:	S (2' tall)
MORALE:	Unsteady (5-7)
XP VALUE:	650

The smallest eladrins are the coures, tiny, spritlike creatures who can be found throughout Arborea. They're messengers, scouts, pranksters, and mischief-makers who pester and annoy any travelers or more serious eladrins they run across. The coures' jests are not meant maliciously; in fact, it's hard for even the most dour Doomguard to hang on to a frown when a flock of coure eladrins is dancing around his head.

Despite their senses of humor and boundless energy for song, dance, and jest, coure eladrins take a definite turn for the serious when confronting evil creatures. Harmless pranks develop into skilled guerilla tactics of hit-and-run nuisance attacks while messengers are sent to summon more suitable opposition to the threat.

Coure eladrins resemble tiny, slender elves with long, gossamer wings trailing from their shoulders. They appear in a variety of improbable colors and are fond of wearing bright apparel of questionable taste. A coure can assume the shape of a tiny (6' diameter) ball of faerie-light at will.

COMBAT: Combat isn't the main strength of a coure. These tiny eladrins go to great lengths to avoid physical confrontations, choosing flight over battle against all but the weakest foes.

The only time coure eladrins gladly seek battle is when confronting their nemeses, the imps of Baator or the Abyss. (They're not fond of mephits, either.)

If a coure is forced to fight, she attacks with miniature weapons scaled perfectly to her size. Short swords and rapiers are favored; they're treated as *daggers +1*. Like their larger cousins, the bralani, coures're also archers of surprising skill; they gain a +4 attack bonus with their tiny bows, and their silver arrows are treated as *darts +1*.

As noted above, coures can assume the shape of a non-corporeal ball of light. If a coure wins initiative, she can make this change immediately after attacking. In this form, the coure is AC 0 and can fly at twice her normal speed. The coure has no physical attack as a globe of faerie-light, but in humanoid form she can cast a *magic missile* up to 3 times per day.

Coure eladrins can also use the spell-like powers of *audible glamer*, *cantrip*, *dancing lights*, *faerie fire*, and *sleep* once per round at will. Once per day they can create a magical jest similar in effect to *Tasha's uncontrollable hideous laughter*.

Coure eladrins can be hit by normal weapons and suffer double damage from cold iron weapons. A coure cannot *gate* in any others of her kind.

HABITAT/SOCIETY: Great numbers of coure eladrins live within the wild forests and deep-riven gorges of Olympus, the first layer of Arborea. They gather in bands known as *faerie circles* or *faerie courts*. Unlike their larger cousins, the coures have a much closer connection to the land and linger in a favorite grove or mountainside for centuries

before moving on. The coures of a faerie circle can be fiercely protective of their enchanted homes and may stand up to far more powerful invaders if necessary.

The coures are the commoners of the eladrins. Like most eladrins, they look after their own affairs, but swarms of them can also be found as attendants to more powerful firre or tulani courts. Among more powerful eladrins, coures're messengers, heralds, or pages.

Coures are creatures of starlight and darkness. By day they spend much of their time sleeping, wrapping themselves in their gossamer wings.



ELADRIN, FIRRE (GREATER)

CLIMATE/TERRAIN:	Arborea
FREQUENCY:	Rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	Genius (17-18)
TREASURE:	Incidental
ALIGNMENT:	Chaotic good

NO. APPEARING:	1-4
ARMOR CLASS:	-3
MOVEMENT:	15, Fl 36 (A)
HIT DICE:	7+10
THACO:	13
NO. OF ATTACKS:	1 or 2
DAMAGE/ATTACK:	By weapon + 6 or 3d6/3d6
SPECIAL ATTACKS:	Spellsong
SPECIAL DEFENSES:	Magic use, shapechange; struck only by cold iron or weapon of +2 or better enchantment
MAGIC RESISTANCE:	40%
SIZE:	M (6' tall)
MORALE:	Champion (15-16)
XP VALUE:	14,000

It shouldn't be any surprise that there are eladrins who devote themselves to art, music, and magic. The firres (pronounced *feers*) are creatures who live for beauty; their lives are consumed by a fiery passion for art of any kind, and they strive to make their own existence a living image of wonder and delight.

The firre eladrins live as wandering minstrels and bards in Arborea, attending the courts of more powerful eladrins or tarrying to entertain a circle of coures in a forgotten dell. Their pursuit of beauty leads them to any place where art, skill, or grace is held in high esteem. A body could run across a firre traveling the Outlands or visiting the palaces of neutral-aligned powers just as easily as he'd find one in Arborea. Firres have a deep love and appreciation of mortal art, and often embark on lengthy sojourns on the Prime Material Plane to seek out works of excellence.

In their natural form, firre eladrins resemble stocky elves with brilliant red hair and fiery red eyes. At first glance, a firre might be taken for a half-elf, but her eyes give her away; they have no iris or pupil, and glow brightly with the firre's inner flame. Firres can also transform themselves into man-size pillars or balls of fire; in this form they can fly at the listed rate.

COMBAT: Like the bralani or coures, firres often use weapons in their demihuman form. They're far stronger than they look and possess an 18/00 Strength. Firres favor long, wavy-bladed swords equal to *two-handed swords* +3. They also may use slender javelins that become blazing bolts of fire when thrown, inflicting damage as a *javelin* +5. (The javelin's consumed in the throw, but many firre carry up to four.) A creature that meets the fiery glance of an angry firre must successfully save versus paralyzation or be *blinded* for 2d10 rounds, suffering 1d10 points of damage.

In her fiery form, a firre can strike twice per round for 3d6 points of damage per attack. Any creature within 10 feet of the burning firre must make a successful save versus spell or suffer 1d6 points of damage from the heat. Any weapon that strikes a fiery firre must survive an item saving throw versus magical fire or be destroyed, although the firre still takes damage from a successful hit.

In any shape, the firre eladrin radiates *protection from evil* in a 10-foot radius. The firre can also use the following spell-like powers once per round at will: *advanced illusion*, *affect normal fires*, *continual light*, *detect invisibility*, *ESP*, *improved invisibility*, *polymorph self*, *wall of fire*, or cast a 10d6 *fireball*. Once per day the firre can create a *prismatic spray*. In addition to these spell-like powers, the firre has the spell ability of a 9th-level priest.

In demihuman form, the firre can choose to sing instead of attack. Her unearthly voice functions as a *charm*, *hold*, *sleep*, or *suggestion* spell on any creature within 50 feet. (The firre chooses the exact effect.) Any listeners must successfully save versus spell or be affected. The firre's sleep song can affect creatures normally unaffected by *sleep* spells.

Firres can be hit only by weapons of +2 or greater enchantment, or cold-wrought iron weapons. They suffer normal—not doubled—damage from such weapons.

HABITAT/SOCIETY: Firre rarely gather together. Instead, they prefer to travel alone. In the court of a tulani eladrin, it's unusual to find more than one or two firres. The firres may be the most accessible eladrins apart from the noviere; firres routinely seek out mortals of skill and beauty, and travel freely among all ranks of eladrins. Like the ghaeles, the firres often embrace causes among the mortals of the Prime

Material Plane, doing what they can to help preserve those who revere art.

Firres are greatly valued throughout the Upper Planes and in most of the chaotic ones for their remarkable vocal skill. Nothing can match the eldritch beauty of a firre's song.



ELADRIN, GHAELE (GREATER)

CLIMATE/TERRAIN:	Arborea
FREQUENCY:	Rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	Exceptional-Genius (15-18)
TREASURE:	Incidental
ALIGNMENT:	Chaotic good

NO. APPEARING:	1 (1-3)
ARMOR CLASS:	-5
MOVEMENT:	18, Fl 60 (A)
HIT DICE:	10+15
THACO:	11
NO. OF ATTACKS:	1 or 2
DAMAGE/ATTACK:	By weapon +7 or 2d12/2d12
SPECIAL ATTACKS:	Positive energy, gaze
SPECIAL DEFENSES:	Struck only by cold iron or weapon of +3 or better enchantment
MAGIC RESISTANCE:	40%
SIZE:	M (6' tall) or L (20' wingspan)
MORALE:	Fearless (19-20)
XP VALUE:	19,000

In the Year of the Riven Shield, the exiled Prince Haltharad raised an army to contest the rule of Gelfrydd the Usurper. The mysterious skald Eromydd was the chief adviser to Haltharad, tempering the young prince's wrath with words of wisdom, standing beside him when Gelfrydd's sword-thanes threatened to take the rebel banner at the Battle of Two Bridges. By the time the year was out, Haltharad stood crowned as king, and Gelfrydd was dead by his hand. Eromydd vanished the day of the coronation, never to be seen again.

— The Saga of Haltharad

The ghaeles are the knights errant of the eladrins. Wherever evil and tyranny raise their ugly heads, the ghaeles respond. Working behind the scenes, they quietly muster resistance and offer guidance to any creatures of good heart with the courage to stand against their oppressors. More than any other eladrins, the ghaeles are accustomed to working from behind the veil.

Ghaeles resemble tall, athletic high elves. They might easily be taken noble elves if not for their pearly, opalescent eyes and radiant aura. Of course, a ghaele may be wearing any manner of mortal guise when encountered away from Arborea. Ghaele eladrins can also take the form of an incorporeal globe of eldritch colors, 5' in diameter.

COMBAT: In demihuman form, ghaeles favor incandescent *long swords* +4 that inflict an extra 1d10 points of positive energy damage to any evil foe struck. Evil creatures of fewer than 5 Hit Dice meeting the gaze of an angry ghaele must successfully save versus spell or be slain; even if they succeed in their saving throw, they are stricken with *fear* for 2d10 rounds. Evil creatures of 5 Hit Dice or more, or any nonevil opponent, suf-

fer the *fear* effect only if they miss their save; they are unaffected if they succeed. The ghaele's gaze has a range of 60 feet.

In their light form, ghaeles attack by firing beams of brilliant light that sear their enemies for 2d12 points of damage per strike. The beams have a range of 100 yards and strike with a +4 attack bonus. The ghaeles can't gaze in this form.

At all times, the ghaele is surrounded by a nimbus of light that functions as a double-strength *protection from evil* in a 20-foot radius. The nimbus also has the properties of a *minor globe of invulnerability* and confers *protection from normal missiles* on the ghaele. In addition, a ghaele has the spell ability of a 14th-level priest and can use the following spell-like powers once per round: *advanced illusion*, *charm monster*, *color spray*, *continual light*, *dancing lights*, *detect invisibility*, *dispel magic*, *ESP*, *hold monster*, *improved invisibility*, *polymorph any object*, *prismatic spray*, *telekinesis*, *teleport without error*, *wall of force*, or cast a 12d8 *chain lightning* bolt.

The ghaele can be hit only by weapons of +3 or greater enchantment, or by cold-wrought iron weapons.

HABITAT/SOCIETY: The ghaeles are advisers and counselors to the great tulani eladrins, lords of the eladrin courts. It's quite rare to find two or more ghaeles gathered together, but on rare occasions several may be in the service of one tulani. A ghaele is kind-hearted and compassionate, but his mission against evil weighs on his mind; even in blissful Arborea, he's wondering how things are going back on the last prime world he left. His frequent work with mortals and use of mortal veils makes him the most serious and heavy-hearted of the eladrins. Better than any others of his kind, he knows how hard it is to be human.



ELADRIN, NOVIERE (LESSER)

CLIMATE/TERRAIN:	Arborea
FREQUENCY:	Uncommon
ORGANIZATION:	Clan
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	High (13–14)
TREASURE:	Incidental
ALIGNMENT:	Chaotic good

NO. APPEARING:	2–16
ARMOR CLASS:	3 (–3)
MOVEMENT:	15, Sw 24
HIT DICE:	5+7
THACO:	15
NO. OF ATTACKS:	1 weapon or 1 ram
DAMAGE/ATTACK:	By weapon +3 or 2d8
SPECIAL ATTACKS:	Drowning
SPECIAL DEFENSES:	Dolphin form
MAGIC RESISTANCE:	20%
SIZE:	M (5' tall or 7' long)
MORALE:	Fanatic (17–18)
XP VALUE:	5,000

The seas and islands of Ossa, the second layer of Arborea, are the home of the noviere eladrins. Like the bralani, the novieres are a people who celebrate the beauty of the lands and emerald waters around them. They're the most straightforward and approachable of the eladrins. The shieres are blocks of ice to the typical cutter traveling in Arborea, the bralani are fickle and flighty, and trying to talk seriously to a coure can drive a sod barmy – but the novieres're willing to take a basher at his word and deal with him the way he deals with them.

The novieres appear to be aquatic elves or nixies. Their skins are greenish, blue, or golden in hue, and their hair ranges from deep blue-green to pale blond. They're equally at home in the water or on land. The novieres're somewhat more human in appearance than a full-blooded aquatic elf; they're stockier, and have no prominent gills or webbing in their fingers. Their eyes mirror the color of the seas around them. In addition to their demihuman form, novieres can take on the shape of golden dolphins made entirely of shimmering water.

Novieres prefer to remain in the seas of Ossa, but sometimes journey to other planes or prime-material worlds to visit with ocean nymphs or merfolk. They love exploring a new coastline or listening to the sound of the surf on a strange shore. Of all eladrins, the novieres are most likely to be interested in trade or material things; they're fascinated by gemstones and jewelry.

COMBAT: The novieres're slow to anger and try to avoid combat unless it's absolutely necessary. If pressed, a noviere can fight fairly well – her lithe limbs and graceful frame conceal an 18/01 Strength. Novieres like weapons that can be used on water or land, and usually wield *tridents* +1, nets, or long-bladed *daggers* +2. Novieres can throw their nets 30 feet underwater or 60 feet on land; if they score a hit, their victim must successfully save versus paralyzation or be entangled for 1d6 rounds. Entangled victims are attacked at a +4 bonus to hit. Novieres are usually careful not to allow air-breathers to drown while entangled in their nets.

In dolphin form, a noviere's body is composed of water bound together by her magical nature. She can attack by making a powerful ramming strike once per round and can use the surrounding water to shield herself from harm. In this body, the

noviere is AC –3. If the noviere scores a hit with a natural 19 or 20, she can choose to *envelop* her opponent, effectively holding it motionless with a Strength of 20.

Neither the held opponent nor the noviere can make any attacks while she holds it. To escape the noviere's grasp, the victim must succeed at a bend bars/lift gates roll or find a way to drive the noviere away with magic.

In any form, the noviere has the spell ability of a 5th-level priest. She can also use the following spell-like powers once per round at will: *alter self*, *charm person*, *continual light*, *improved phantasmal force*, *mirror image*, and *slow*. Once per day a noviere can confer *water breathing* for 6 hours or hurl a 60-foot *water bolt* that does 4d6 points of damage to all creatures in a 5-foot-wide path (save vs. spell for half damage.)



HABITAT/SOCIETY: After the coures, the novieres are the most social of the eladrins. They do not travel much, but choose a favorite island or coastline and linger there for years at a time. A clan of noviere eladrins is loosely governed by a chieftain, but individuals are not bound to obey this leader. Novieres tend to keep to themselves and are a rare sight in the high eladrin courts of Olympus.

ELADRIN, SHIERE (LESSER)

CLIMATE/TERRAIN:	Arborea
FREQUENCY:	Common
ORGANIZATION:	Company
ACTIVITY CYCLE:	Night
DIET:	Omnivore
INTELLIGENCE:	Very-Exceptional (11-16)
TREASURE:	Incidental
ALIGNMENT:	Chaotic good

NO. APPEARING:	3-24
ARMOR CLASS:	4 (-4)
MOVEMENT:	15, Fl 24 (A)
HIT DICE:	8+12
THACO:	13
NO. OF ATTACKS:	2
DAMAGE/ATTACK:	By weapon +6
SPECIAL ATTACKS:	Glance
SPECIAL DEFENSES:	Magic use
MAGIC RESISTANCE:	25%
SIZE:	M (7' tall)
MORALE:	Fearless (19-20)
XP VALUE:	11,000

The warriors of Arborea are the shieres, graceful eladrin knights who fight with skill, strength, and honor. They're the defenders of the eladrin courts, a shining host that seeks out evil intruders and ensures that no darkness will trouble the Queen of Stars or her people. By night the shieres gather together in bright companies to ride the wilds of Olympus and drive away any who would do the folk of Arborea harm.

The shieres appear to be exceptionally tall high elves of some kind. They're long-limbed and slender, with lanky frames and long, narrow faces and hands. A shiere's as strong as the mightiest mortal warrior despite his slender build. All shieres are very fair-skinned, with pale golden or silver hair and piercing eyes of blue, green, or violet.

Unlike the other eladrins, shieres're bound more permanently into their demihuman form and can change shape only into a harmless ball of faerie-light, similar to that of a coure eladrin. The shieres can transform only once per hour, so they don't often use this ability, preferring to maintain their demihuman appearance.

COMBAT: Shieres' natural Armor Class is 4, but they commonly wear armor of glass and crystal equivalent to *field plate armor* +4 and use long, narrow *shields* +1. (If a shiere is slain, its armor is usually ruined by the damage.) Shieres favor any knightly weapon, especially the lance, battle axe, horseman's mace, horseman's flail, and long sword. A shiere's weapon is always enchanted to a value of +3 or better and may have *sharpness*, *quickness*, or *defender* properties. As highly skilled warriors, shieres receive 2 attacks per round with their favored weapons.



Shieres assume their faerie-light form only in extreme conditions, since they cannot easily resume their normal shape. A shiere may use this ability if he is badly wounded and needs to escape to warn others of trouble, or if he needs to maneuver with more stealth than his normal size allows.

In addition to his formidable combat skills, a shiere's gaze causes fear in any evil creature that meets his eyes. He also has the spell ability of a 5th-level priest and can use the following spell-like powers once per round at will: *alter self*, *color spray*, *continual light*, *detect evil*, *detect invisibility*, *ice storm*, *spectral force*, *wall of ice*, or cast a 10d4+10 *cone of cold*. Once per day the shiere can heal another creature.

THE HORSES OF THE SHIERE: When hunting, patrolling, or riding to war, shiere are always mounted. A shiere's horse is the equivalent of a heavy war-horse (AC 7, 4+4 HD, THACO 17, Dmg 1d8/1d8/1d3) but its morale is Fearless and it never has fewer than 5 hit points per Hit Die. In addition, the shiere's war-horse has a movement rate of 24 and can fly as long as the sun is not in the sky.

HABITAT/SOCIETY: The shieres're the most numerous eladrins that regularly inhabit the tulani courts, and are the highest of the common eladrins. Shieres of unusual wisdom or experience are often acknowledged as hunt leaders or captains in the service of a tulani lord, but when the battle is over all shiere companies share the same rank. Shieres're exceptionally honorable and courageous creatures who celebrate similar qualities in others. They can be cold as ice when dealing with those who don't measure up to their own high standards of behavior.

ELADRIN, TULANI (GREATER)

CLIMATE/TERRAIN:	Arborea
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	Supra-genius (19–20)
TREASURE:	Incidental
ALIGNMENT:	Chaotic good

NO. APPEARING:	1 (1–2)
ARMOR CLASS:	–7
MOVEMENT:	18, Fl 30 (A)
HIT DICE:	12+20
THACO:	7
NO. OF ATTACKS:	3
DAMAGE/ATTACK:	2d4+12
SPECIAL ATTACKS:	Gaze
SPECIAL DEFENSES:	Aura; struck only by cold iron or weapons of +4 or better enchantment
MAGIC RESISTANCE:	50%
SIZE:	M (7' tall)
MORALE:	Fearless (19–20)
XP VALUE:	27,000

The greatest of the eladrins are the tulani, or faerie lords. Their courts are scattered throughout Olympus, never staying in the same place more than one night. The tulani are peaceful in nature and take up arms only when Arborea itself is threatened or the direst of emergencies requires their attention.

Tulani're creatures of unearthly beauty and grace; their voices are living music, and their faces shine so brightly that mortals find it difficult to look at them. In form they're tall, stately elven lords dressed in shimmering robes of shifting color. A tulani is surrounded by a magical aura that evil creatures cannot bear to be near.

Visitors to Arborea who seek out the tulani courts soon find out that the eladrins aren't easy to find when they want to avoid someone. When a cutter finally gets to meet with a tulani, he's wise to keep his bone-box shut and mind his manners. The tulani don't tolerate insolence or disrespect from mortals, but are gracious hosts when their guests behave themselves.

COMBAT: The tulani've got no need for weapons or armor; at will they can create a swordlike blade of fiery light in their fist that strikes as a *sword of sharpness +4*. The sword delivers an extra 2d8 points of positive energy damage to any evil foe struck.

Tulani's slender forms conceal an effective Strength of 20, and they can fly unaided at will.

An evil creature of fewer than 8 Hit Dice meeting the gaze of an angry tulani must successfully save versus spell or be slain; even if it survives its saving throw, it is *blinded* and stricken with *fear* for 2d10 rounds. If the opponent meeting the gaze is of any nonevil alignment, or is evil and of 8 Hit Dice or more, then it suffers *fear* and *blindness* only if it fails the save.

Tulani can assume the secondary forms of any other eladrin at will. They keep their AC and THACO, regardless of form, but cause double the damage of a coure, bralani, noviere, or firre eladrin's second form. In the ghaele's form, their light-

beams strike for 3d12 points of damage and never miss.

At all times, the tulani eladrin's aura functions as a double-strength *protection from evil* in a 20-foot radius. The nimbus also has the properties of a *minor globe of invulnerability* and confers *protection from normal missiles* on the tulani. Any evil creature must make a

successful saving throw versus spell to be able to approach within 20 feet of the tulani. The faerie lord has the spell ability of a 16th-level priest and can use the following spell-like powers once per round: *color spray*, *dancing lights*, *continual light*, *detect invisibility*, *ESP*, *dispel magic*, *mass charm*, *improved invisibility*, *advanced illusion*, *hold monster*, *teleport without error*, *telekinesis*, *wall of force*, *prismatic spray*, *polymorph any object*, or cast a 12d8 *chain lightning* bolt. Once per day the tulani can cast a *meteor swarm*, speak a *power word kill*, or use *time stop*. Once per year the tulani can grant another's *wish*.

The tulani eladrin can be hit only by weapons of +4 or greater enchantment, or by cold-wrought iron weapons.

HABITAT/SOCIETY: As rulers over the lesser eladrins, tulani rarely gather in groups. It's not uncommon for a tulani lady or lord to have a consort who co-rules the court, so a pair of tulani may be encountered. The tulani watch over Arborea and act as stewards over the realms of the eladrins. Typically, a tulani will have a host of shiere warriors, several ghaeles and firres, and uncounted numbers of coures in his domain.

The tulani eladrins answer only to the Queen of Stars, the greatest of their kind, and the powers of chaotic good who share Arborea with them. Within their own realms, tulani are free to rule as they see fit; generally, they're compassionate but distant overlords who allow their subjects to do as they please.



FHØRGE

CLIMATE/TERRAIN:	Outlands, Acheron, Baator
FREQUENCY:	Uncommon
ORGANIZATION:	Pack
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	Semi- (2-4)
TREASURE:	None
ALIGNMENT:	Neutral

NO. APPEARING:	1 (2-8)
ARMOR CLASS:	6, head 3
MOVEMENT:	15
HIT DICE:	5+5
THACO:	15
NO. OF ATTACKS:	1 and 1
DAMAGE/ATTACK:	3d6 and 1d3
SPECIAL ATTACKS:	Charge
SPECIAL DEFENSES:	+2 on saves vs. mind-affecting or emotion-based spells; continue fighting until reduced to -10 hp
MAGIC RESISTANCE:	None
SIZE:	L (5' high at shoulder)
MORALE:	Elite (13-14)
XP VALUE:	1,400

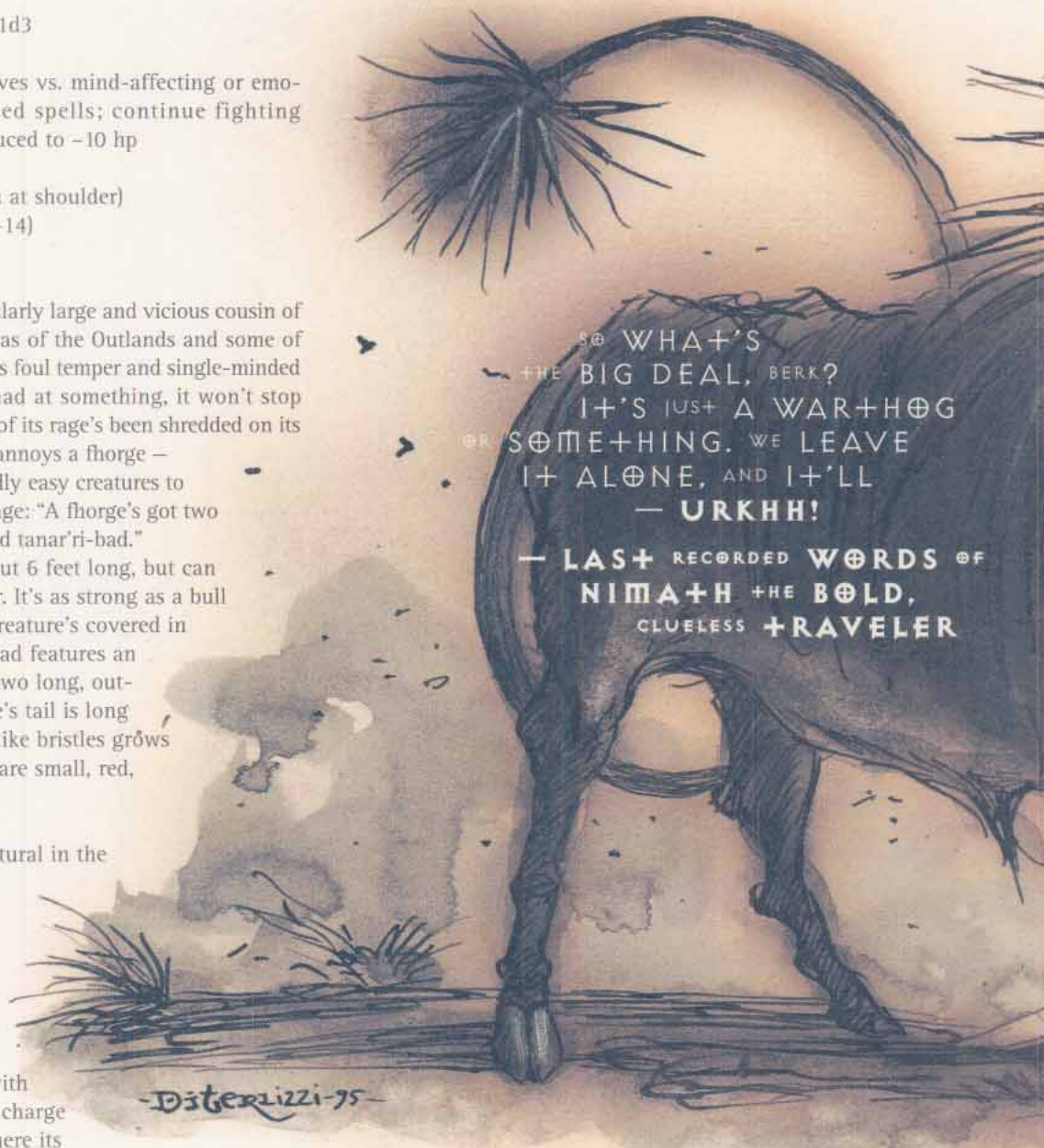
The fhorge (FOUR-jay), a particularly large and vicious cousin of the boar, lives in the wilder areas of the Outlands and some of the Outer Planes. It's noted for its foul temper and single-minded tenacity; once a fhorge gets mad at something, it won't stop until it drops dead or the target of its rage's been shredded on its tusks. No sod in his right mind annoys a fhorge – the trouble is, fhorges are cursedly easy creatures to annoy. There's a saying in Ribcage: "A fhorge's got two sides to its personality – bad and tanar'ri-bad."

A full-grown fhorge's about 6 feet long, but can stand 5 feet tall at the shoulder. It's as strong as a bull and about the same size. The creature's covered in short, tough bristles, and its head features an exceptionally thick skull with two long, outward-curving tusks. The fhorge's tail is long and strong, and a tuft of spinelike bristles grows in a clump at the end. Its eyes are small, red, and baleful.

COMBAT: A fhorge isn't supernatural in the least, but a cutter wouldn't know that by watching it go after some poor sod. The creature displays a fiendish bloodlust in a fight, and embarks on murderous rampages at the slightest provocation. It likes to open battle with a surprisingly fast, determined charge – usually from dense cover where its enemies can't see it waiting. If the fhorge is encountered in its

favorable terrain of scrub, thickets, or woodlands, its enemies suffer a -1 penalty on their surprise checks.

When a fhorge charges, it gains a +2 bonus to its attack roll and inflicts +1 damage on each die, for a total of 3d6+3 points of damage. If its attack roll result exceeds the required number by 4 or more, its opponent must successfully save versus paralysis or be knocked prone. For example, if the fhorge charges a cutter in plate mail (AC 3) it needs a 12 to hit. A roll of 16 or better may knock the sod down. The fhorge tends to trample and slash savagely at anything it knocks down, gaining a +4 bonus to its attack rolls until the sod stands up or the fhorge is driven away by the victim's friends. The fhorge's armor-plated head protects the rest of its body in a charge, and it's AC 3 to any frontal attacks.



SO WHAT'S
THE BIG DEAL, BERK?
IT'S JUST A WAR+HØG
OR SOMETHING. WE LEAVE
IT ALONE, AND IT'LL
— URKHH!
— LAST+ RECORDED WØRDS ØF
NIMATH+ THE BØLD,
CLUELESS +TRAVELER

Any time it can, the fforge attacks victims on the ground. After that, it prefers to charge opponents; it needs at least 20 feet of room to build up speed. Its least favorite tactic is slashing at and scrapping with a standing opponent it can't charge. If an enemy gets behind the fforge, the beast can lash out with its quill-covered tail, but it suffers a -4 penalty to any attacks against opponents behind it.

One last thing a body should know about forges: They're harder to finish off than a Mercykiller on the trail of a fugitive. Their natural fighting rage gives them a +2 bonus to saves against any mind-affecting or emotion-based spells. They can also fight until reduced to -10 hit points. Forges're just too mean to know when they've been killed.

HABITAT/SOCIETY: Forges typically travel in packs based around 1 dominant male, 2 to 4 sows, and young forges equal to twice the number of sows. The sows are monsters of 3+3 Hit Dice that inflict only 2d6 points of damage with their smaller tusks; other than that, everything noted above in "Combat" is true for them, too. The young have 1+1 to 2+2 Hit Dice and tusks that inflict 2d4 points of damage, but they generally avoid anything man-size or larger.

Forges gather only in the evening and morning hours; for most of the day, they split up to forage. The young stay with the sows, but it's unusual to run across an old bristleback anywhere near his family during daylight hours. Sows ferociously attack anything that might even think about threatening their young, and are every bit as aggressive as the bristleback males.

ECOLOGY: If a basher's got "the appetite of a fforge," it means he'll eat anything and like it. Forges mostly eat roots, tubers, and insects, but on occasion they'll eat carrion. One of the more interesting things about a fforge's diet is the fact that it heartily enjoys razorvine. It's about the only thing in nature that can eat the stuff. The fforge's thick bristle-coat and bone-plated face easily protect it from the razorvine's thorns.

Forges are hunted for their meat and their hides, which can be tanned into tough, supple leather. Most people find fforge meat somewhat gamy, but there are those who enjoy the taste. In many areas of the Outlands and the Lower Planes, fforge-hunting is a social activity, providing an excuse for folk of privilege to gather and gossip.

However, it's a good idea not to forget about the fforge itself — many would-be hunters have died beneath its tusks.

ROAST FFORGLING WITH GARLIC AND PEPPER

Take one young fforge, cleaned and dressed, and season liberally with crushed black pepper. Stuff body cavity with onions, garlic bulbs, and hot peppers. Skewer and set over a medium fire for 4 to 6 hours. Turn every half hour, brushing with melted butter or herb-infused oil. Brush powdered garlic and black pepper into the meat each time it's turned — use a good stiff brush. The fforcling's done when the juices run clear when the thickest part of the meat (usually the haunch) is pricked with a dagger, and the skin is cracked and browned.



GHOS+LIGHT+

CLIMATE/TERRAIN:	Any
FREQUENCY:	Rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Night
DIET:	Special
INTELLIGENCE:	Genius (17-18)
TREASURE:	B, Z
ALIGNMENT:	Chaotic evil

NO. APPEARING:	1
ARMOR CLASS:	-4
MOVEMENT:	Fl 18 (A)
HIT DICE:	7
THACO:	13
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	1d4+1 + Special
SPECIAL ATTACKS:	Hypnotic display, <i>dominate</i> , energy drain
SPECIAL DEFENSES:	Struck only by weapons of +2 or better enchantment
MAGIC RESISTANCE:	35%
SIZE:	S (3' diameter)
MORALE:	Average (8-10)
XP VALUE:	6,000

A ghostlight's a clever and malicious thing. It's an intangible ball of energy or light closely related to the will-o'-wisp of the Prime Material Plane, but the ghostlight's powers and unending hunger make it even more dangerous than its cousin. The creature gains sustenance by feeding on the vanishing life-force of dying creatures, and it actively tries to cause deaths in its vicinity to ensure a steady supply of energy. Ghostlights're known by different names on different planes – for example, they're called corpse-candles in parts of the Outlands.

The ghostlight appears as a faint, glowing sphere of sickly greenish phosphorescence. The thing varies from fist-size to 2 or 3 feet across, and tends to swell and shrink in a constant flicker of motion. The ghostlight's fond of finding areas of natural luminescence to conceal its own light, and can often be found in foul bogs, dank caverns, or misty moors or coasts.

COMBAT: The ghostlight's preferred form of attack is simple: It tries to lead travelers into the path of things that are likely to attack them. It can duplicate the effects of a *dancing lights* spell by varying the shape and consistency of its body. If it can't induce its prey to follow, it approaches closer and begins to brighten and dim in a hypnotic, flickering pattern. Any creature within 30 feet who watches this display for more than 1 round must successfully save versus spell or become *confused*, per the spell, for 2d6 rounds.

If the ghostlight's display fails to create the dangerous situation it seeks for its prey, its last resort is an attempt to *dominate* anything capable of killing its victim. Often, this is another member

of the traveler's party. The ghostlight must make physical contact with its chosen target; this requires a normal attack roll. The creature's clever enough to seek out a chance for a surprise attack or a stealthy, silent rush from the rear when its victim isn't looking. When the ghostlight hits with this attack, the victim receives a saving throw versus spell to ignore the effects. If he fails, the ghostlight flows over his body and dims until it's no longer visible; it now controls the victim's actions completely, and usually forces its *dominated* victim to immediately attack the ghostlight's prey.

The last resort for a ghostlight is physical combat. It attacks by draining energy from its opponents. Each successful attack chills the victim for 1d4+1 points of damage and *temporarily* drains 1 level, with the associated Hit Die loss, worsening of THACO, and loss of any spell ability or special powers that the character of the new level couldn't use. One drained level is recovered for every full turn of rest; any spells in memory that were temporarily unavailable due to level restrictions're still there when the spellcaster recovers. If a character is drained to level 0, he collapses and passes out until he recovers to 1st level. If a level 0 character is struck, he must make a successful saving throw versus death magic or be slain.

The ghostlight's weakness in combat is its insatiable appetite for death. It can sense a mortally wounded creature within 100 feet, and immediately abandons any fight to go feed. The ghostlight drains life energy as noted above until the victim either expires naturally or perishes from the ghostlight's attentions. The ghostlight ignores any attack while it's feeding until it's reduced to 10 hp or fewer – then it tries to flee.

The ghostlight can be struck only by weapons of a +2 or greater enchantment. The creature is lightning-fast and difficult to hit in combat, but its AC drops to 0 when it's motionless – for example, when it is feeding or *dominating* a creature. The ghostlight can assume *invisibility* for up to 5 rounds before reverting to its visible form, and will use this ability to set up an ambush or escape from foes that threaten its existence. It can also *teleport* up to 200 feet once per turn.

HABITAT/SOCIETY: The ghostlight's a solitary thing that stakes out a particular area as its hunting ground and then remains there for the rest of its existence – or so it seems from all recorded encounters. It's rumored that ghostlights are spawned of the spirits of evil mortals who venture into a certain layer of the Abyss, but some cutters whisper that a ghostlight's created by the casting of a *finger of death* in the wrong part of the Lower Planes. Whatever the dark of the ghostlight's origin, it's certain that no one's seen a young ghostlight or even two of 'em together.

Ghostlights can communicate by a very limited form of *telepathy* that extends only to the range of their touch. They're



quite knowledgeable about dangerous terrain, portals or conduits, and other such things. Ghostlights can occasionally be bribed with gems, but most often they'll want payment in food.

likely to seek out powerful monsters in their hunting grounds and strike a bargain to lead prey to the monster in exchange for the privilege of feeding on the victims' life essence. Of course, ghostlights're fickle and treacherous things by their nature, and they'll not hesitate a moment to feed on their partner if the battle goes poorly.

If a cutter can find any way of holding a ghostlight to its word, he'll find that the creature makes an excellent guide. It knows its lands extremely well and can tell a body the exact location of any predator bigger than a fox that regularly hunts its lands. It's also

Ghostlights throw off the balance of any ecology they prey on; by encouraging frequent and violent deaths, they soon ensure that the tough predators gain the upper hand, and then throw the predators at each other until nothing's left. Most areas haunted by a ghostlight are silent places, empty of life. 'Course, this also means that if a ghostlight's been someplace for any length of time, it's probably very hungry and extremely likely to attack any passers-by.

The exact relationship between ghostlights and will-o'-wisps is unclear, but it's thought by some that will-o'-wisps may be ghostlights that have planewalked, or vice-versa. They share a number of characteristics and abilities,



GUARDINAL

The guardinals are the people of Elysium, just as the eladrins are the folk of Arborea or the tanar'ri are natives of the Abyss. Most resemble beautiful, muscular humans with noticeable animal traits – a thick, lionlike mane for hair, a flat muzzlelike nose and mouth, or pawlike hands. The degree of animalistic features varies between individuals, but guardinals frequenting the Beastlands appear most beastlike (and least human) of all.

The guardinals aren't a numerous race, even compared to the eladrins or the archons. In Elysium they live in small groups, watching the upper layers for any signs of trouble, or roaming the magnificent landscapes in nomadic bands. Guardinals are quick to laugh and slow to anger on Elysium; they're living embodiments of the peacefulness of the plane, and don't lightly disturb it.

While guardinals're peaceful enough in their home, they show a different face away from Elysium. They've got no tolerance for evil of any type and often journey into the Great Ring or the Outlands to seek out evil and confront it. Guardinals've even been known to mount lightning raids into the first layers of the Gray Waste, Carceri, or Gehenna just to strike back at the evil fiends living there. Unlike the eladrins, who respect mortals' freedom of choice as much as their right to live untroubled by evil, guardinals make no secret of who or what they are and take whatever steps're necessary to defeat evil wherever they find it.

COMBAT: All guardinals boast the spell-like powers of *detect illusion*, *detect invisibility*, *detect evil* with a 100' range, *dimension door*, *dispel magic*, *infravision*, and *protection from evil* in a 10-foot radius. Much like paladins, all guardinals can also *lay on hands*, healing a number of hit points equal to their own total every day. (This healing can be divided among several individuals as the guardinal sees fit.) Guardinals are affected by attack forms as noted below:

Attack	Effect
Acid	Full
Cold	Half
Electricity (lightning)	None
Fire (magical)	Full
Fire (nonmagical)	Full
Gas (poisonous)	Half
Iron weapon	None*
Magic missile	Half
Poison	Half
Silver weapon	Full**

* Iron weapons inflict damage only if the guardinal can be hit by normal weapons. Otherwise they have no unusual effect.

** Silver weapons can hit a guardinal regardless of whether or not an enchanted weapon is required.

Guardinals have a special form of *telepathy* that allows them to communicate with intelligent, nonmonstrous creatures or natural creatures of any kind. A beholder or catoblepas wouldn't fall into these categories, but a human, dog, or giant eagle would. In addition, normal, nonmagical animals or giant animals will never attack a guardinal, even under magical compulsion.

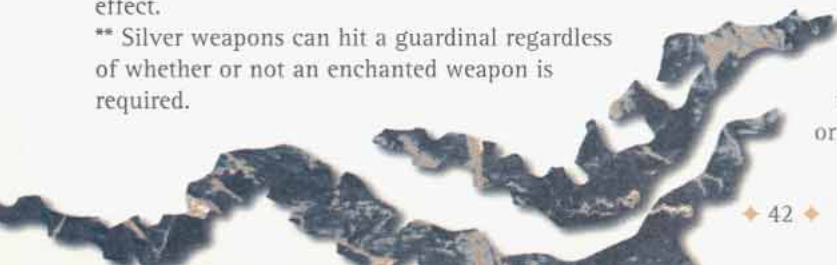
PLANAR TRAVEL: Guardinals're unrestricted in planar travel. They can leave Elysium by an innate ability resembling *probability travel*, which allows them to enter the Astral Plane with their physical bodies. They can also make use of any gate, portal, or conduit they find. In addition, guardinals can travel directly to the first layer of Bytopia, the Beastlands, or the Outlands from any point in Elysium.

HABITAT/SOCIETY: Guardinals are basically unorganized; in Elysium there's little need for laws or orderly societies. A cutter traveling across Elysium won't find guardinal cities or fortresses scattered across the landscape. Instead, he'll find guardinals living wherever they feel comfortable – some can be found in the peaceful towns of Amoria, others prefer the solitude and beauty of Eronia or Belierin. Guardinals of any type tend to be solitary, introspective creatures who like being left to their own devices when the land's at peace. On the other hand, they're also capable of banding together with military discipline when evil threatens.

Although the guardinals don't have any real hierarchy or structure, they're led by the mighty leonals. These noble creatures are the most vigilant and powerful of the guardinals and act as gathering points for guardinal causes. A typical cause might be the defeat of a powerful evil empire on the Prime Material Plane, the recovery of a good artifact stolen from its rightful place by fiends, or the monitoring of a powerful organization that might begin to lean toward evil activities. The guardinals associated with a cause rarely abandon it, although they might temporarily turn aside to attend to a more immediate issue.

Guardinals are creatures of exceptional honor and integrity, and do not lie, cheat, or attack needlessly unless the cause at hand is in the direst jeopardy.

TALISID AND THE FIVE COMPANIONS: The mightiest guardinal is the leonal prince Talisid, a wise and ancient being who has survived uncounted confrontations with evil. He is accompanied by his Five Companions – the strongest and wisest of the avorals, the equinals, the lupinals, the cervidals, and the ursinals. Talisid's abilities and intelligence are on par with some quasi or demipowers, and the pantheons native to Elysium hold him in the highest regard. His companions have powers far beyond those typical of their type, and many songs are sung about their deeds in battle or their wisdom in peacetime.





GUARDINAL, AVORAL

CLIMATE/TERRAIN:	Elysium
FREQUENCY:	Uncommon
ORGANIZATION:	Solitary
ACTIVITY CYCLES:	Day
DIET:	Omnivore
INTELLIGENCE:	Exceptional (15-16)
TREASURE:	Incidental
ALIGNMENT:	Neutral good

NO. APPEARING:	1 (1-4)
ARMOR CLASS:	-1
MOVEMENT:	15, Fl 36 (B)
HIT DICE:	7+4
THACO:	13
NO. OF ATTACKS:	2 wing buffets or 2 talons
DAMAGE/ATTACK:	1d8/1d8 or 2d6/2d6
SPECIAL ATTACKS:	Dive, spell-like powers
SPECIAL DEFENSES:	Hit only by silver or +1 or better weapons
MAGIC RESISTANCE:	40%
SIZE:	M (6'1/2' tall, 20' wingspan)
MORALE:	Champion (15-16)
XP VALUE:	8,000

Avorals're guardinals with the wings of mighty eagles. They're the scouts and skirmishers of their race, keeping watch over the peaceful skies of Amoria. No other guardinals can fly, so aerial vigilance falls to the avorals who confront any invaders who try that avenue. Avorals are born with a deep-rooted wanderlust that can take them on fantastic journeys through hundreds of worlds. Some leave Elysium and never return because they've just got to see what lies over the next hill or beyond the next sea.

Avorals have the bodies of tall, muscular men or women, but their arms are long, powerful wings and their lower legs feature strong talons and feathery vanes to act as a tail in flight. Their faces are more human than avian, but their hair seems to be a feathery cowl around their heads, and their eyes are bright and golden. Avorals' chests are exceptionally deep and powerful, anchoring their wing muscles; their bones are strong but hollow, so even the largest avorals weigh no more than 120 pounds despite their appearance.

An avoral's wings feature small hands at the midpoints. When its wings are folded beside its body, these wing-hands are carried about where a human's would be, and can do just about anything a human hand could do.

COMBAT: On the ground, the avoral can lash out with its wings and deliver powerful, punishing blows. Just as a swan can kill a man with its wings, an avoral is easily capable of defending itself while on the ground. However, this isn't its preferred mode of combat. The avoral'd much rather meet its foes in the air, where it can employ its rock-hard talons and make full use of its wonderful speed and agility in the air. (The avoral can't make wing-buffet attacks while it's flying; it's too busy using its wings to stay in the air, berk.)



If the avoral can dive 100 feet or more to attack a target standing on the ground, it gains a +2 bonus to hit, and its talons inflict double damage with each successful hit. Normally, the avoral requires a round to climb and circle before it can attempt to stoop on its enemy again. An avoral can carry bashers weighing up to 300 pounds in its talons; it has to hit with both talons in order to get a hold of its foe, and can climb at a rate of 120 feet per round while burdened with an enemy in its grasp. It has to be really angry to drop a nonevil creature from on high.

Avorals also boast several spell-like powers. Once per round they can use *blur*, *command*, *gust of wind*, *hold person*, *light*, or *magic missile* (4 missiles). Once per day they can cast an 8d6 *lightning bolt* or create *fear* in a 20' radius. Their visual acuity is unbelievable; avorals can see detail on objects up to 10 miles away, and can employ *true sight* to a range of 100 feet by concentrating for one round. It's said the avorals can see the color of a cutter's eyes at 200 paces.

Avorals can be struck only by silver weapons or weapons enchanted to +1 or better.

HABITAT/SOCIETY: Like most guardinals, avorals don't often gather together. They prefer to spend their time soaring on the winds of Elysium. Eronia and Belierin are their favorite layers, since they're particularly fond of the isolation of these wild places. On rare occasions, a family group may be encountered in a temporary aerie on some spectacular mountain peak.

Avorals are excellent hunters that enjoy stalking small game. They don't kill needlessly or just for sport, however, and prefer their dinners prepared in a civilized fashion.

GUARDINAL, CERVIDAL

CLIMATE/TERRAIN:	Elysium
FREQUENCY:	Common
ORGANIZATION:	Family
ACTIVITY CYCLE:	Day
DIET:	Herbivore
INTELLIGENCE:	High (11-12)
TREASURE:	Incidental
ALIGNMENT:	Neutral good

NO. APPEARING:	1 (2-5)
ARMOR CLASS:	2
MOVEMENT:	18, Ju 3
HIT DICE:	4+2
THACO:	17
NO. OF ATTACKS:	2 hooves and 1 butt
DAMAGE/ATTACK:	1d6+2/1d6+2/1d12+3
SPECIAL ATTACKS:	Charge
SPECIAL DEFENSES:	Negate poison or illusion
MAGIC RESISTANCE:	20%
SIZE:	M (5½' tall)
MORALE:	Elite (13-14)
XP VALUE:	3,000

Cervidals are the most common of the guardinals. They're the people of Amoria, the uppermost layer of Elysium. In times of war, cervidals and equinals form the backbone of any guardinal army; one-on-one, they're more than a match for the typical rank-and-file of a baatezu or tanar'ri force, even if they can't rival the numbers of a fiendish horde. Cervidals are the most peaceful of the guardinals and the last to join a fight, seeking physical violence only when no other solutions present themselves. However, once they're committed, cervidals won't be the first to walk away.

Cervidals bear a passing resemblance to a faun or satyr, but are more regal in appearance. They're slim but strong, and their bodies are covered in short, reddish-brown fur. Over their chests, faces, and upper arms the fur thins enough to reveal smooth, golden skin. A cervidal's head is crowned with magnificent horns or antlers, and his feet are small, hard hooves. The hands of a cervidal are backed by hooflike material, and make for effective bludgeons when closed in a fist, but their preferred weapons're their antlers.

COMBAT: Cervidals attack with two punches or kicks and a head-butt. Their effective Strength is an 18 (no percentage score), and they inflict 1d6+2 points of damage with their hard hooflike fists. The cervidals' remarkable antlers are the equivalent of a +3 weapon for both hit probability and damage.

A cervidal'll usually begin a fight by launching a determined charge, head lowered, that inflicts double antler damage (2d12+3) if it hits, although it can't attack with its hooves in the same round.

Unlike the other guardinals, cervidals don't have a special magical attack such as a whinny or roar. However, they do have three unusual abilities. First of all, the touch of a cervidal's antlers instantly negates the ill effects of any kind of poison or harmful substance such as acid or contaminated food or water. By touching an affected creature with its antlers, the cervidal gives it a chance to immediately attempt one additional saving throw with a +6 bonus. Illusions of any type're dispelled automatically by contact with the cervidal's antlers. Lastly, any *summoned*, *conjured*, or extraplanar creature wounded by a cervidal's antlers must survive an immediate saving throw versus spell or be returned to wherever it came from. (Of course, if the creature's native to the plane the cervidal's currently on, it's not extraplanar!)

In addition to the power of its antlers, cervidals can use the following spell-like abilities at will: *bless*, *command*, *detect poison*, and *light*. Once per day they can *hold person* (one target only), cast a *magic missile* (two missiles), or use *suggestion*. Cervidals can be damaged by any weapon.

HABITAT/SOCIETY: Cervidals gather in small family bands in the forests and woodlands of Elysium. They typically select one area as their home and remain there, rarely moving or wandering away. Most cervidals remain with the same family group for their entire lives, leaving only to find a mate or to enlist in a leonal's cause.

Along with equinals, cervidals are the commoners of Elysium, but they're much shyer and more reclusive than their boisterous kin. They prefer to keep their own company and don't welcome strangers. In times of war, cervidals are light infantry, skirmishers, and auxiliaries.

They'd rather fight a war of maneuver and skill than participate in a bloody slugfest.



GUARDINAL, EQUINAL

	EQUINAL	LEONAL
CLIMATE/TERRAIN:	Elysium	Elysium
FREQUENCY:	Common	Very rare
ORGANIZATION:	Solitary (Band)	Solitary
ACTIVITY CYCLE:	Day	Any
DIET:	Herbivore	Omnivore
INTELLIGENCE:	High (13–14)	Genius (17–18)
TREASURE:	Incidental	Incidental
ALIGNMENT:	Neutral good	Neutral good
<hr/>		
NO. APPEARING:	1–2 (3–18)	1
ARMOR CLASS:	0	–5
MOVEMENT:	24	24
HIT DICE:	6+3	12+6
THACO:	15	9
NO. OF ATTACKS:	2 hoof-strikes	3
DAMAGE/ATTACK:	1d8+8/1d8+8	2d4+9/2d4+9/1d8
SPECIAL ATTACKS:	Whinny	Roar
SPECIAL DEFENSES:	None	See below
MAGIC RESISTANCE:	25%	50%
SIZE:	L (7½' tall)	M (6' tall)
MORALE:	Champion (15–16)	Fearless (19–20)
XP VALUE:	5,000	18,000

I don't think you understood me. (Snort!) You're going to put that sword down and act nice, berk, or I'm gonna beat you like a drum. (Snort!) You're disturbin' the peace, and we don't care for that around here. Say, is that some tanar'ri blood I see in those pointy ears and glowin' eyes of yours? (Snort, whicker!)

— The equinal Drouhawhaa, to an unidentified tiefling

Equinals are one of the two most common types of guardinals. They resemble huge humans with some of the qualities of a draft horse. Their chests and shoulders're of truly heroic proportions, and their long arms end in thick, iron-hard fingers that make a creditable hoof when curled in a fist. The equinal's legs're even more horselike, with a reversed knee and true horse's hooves for feet. Its lower limbs are covered with short, bristly horsehair, and its face is long and narrow. A long, wild mane runs from the crest of their head down to the center of their backs.

Equinals enjoy each other's company and are more likely to be found together than other kinds of guardinals. Their home is the open fields and farmlands of Amoria, and they like to gather in small bands. (Call a group of equinals a "herd," and a body's likely to wake up with hoofprints where his nose used to be.) Equinals enthusiastically embrace any cause that allows them to stand hoof-to-toe with evil and beat it senseless.

COMBAT: Equinals are strong — very strong. The typical equinal's got the Strength of a stone giant (20), but an exceptional individual might be a shade stronger (21 or 22). In a fight, they disdain the use of weapons and wade in with a boxerlike routine of devastating jabs and uppercuts. A blow from an equinal's fist can splinter stone or crumple plate armor like paper.

In addition to attacking with its powerful fists, an equinal

can *whinny* once per turn. This piercing shriek can *stun* creatures of 4 HD or fewer, or *deafen* creatures of more than 4 HD, if they fail their saving throw versus spell. The effects last 1d6 rounds, and the whinny affects any nonequinal within 20 feet. *Deafened* creatures suffer a –1 penalty to surprise checks and have a 20% chance to miscast any spell with a verbal component.

An equinal also has the following spell-like powers, usable once per round: *bless*, *command*, *fog cloud*, *light*, and *magic missile* (3 missiles). Once per day equinals can create a *wall of stone* or use *slow*.

Equinals can be damaged by any magical weapon, regardless of its degree of enchantment, or any silver weapon.

HABITAT/SOCIETY: Equinals often settle down in a favorite meadow or glen, living there for months at a time before moving on. They're fond of athletic contests and games of skill, and while away many hours in such pastimes. They're good-natured creatures who welcome travelers, but they're often a little too boisterous and a basher ought to be careful about joining in equinal games. Equinals love a good brawl, and never back down from a fight — not even when any addle-cove can see the equinal's outmatched.

In times of war, equinals are the heavy foot troops of Elysium. They're tough, tenacious, and courageous; once a number of equinals have it in their heads to do something, they'll make herculean efforts to achieve their objective. This can be a fault when equinals disregard new commands in order to doggedly pursue old ones to their conclusion.

Here I was in a dark alley of the Lower Ward, six abishai surroundin' me, the rest of my mates torn ta pieces. I was a deader fer certain, I said t'myself. Then this golden blur just appeared outta nowhere, slammed into one of the abishai and took it apart. Me and the other abishai, we jus' blinked, and this golden fella straightened up. He had a wild mane of red-gold hair, and the green eyes of a lion or tiger, and his paws had four-inch gleamin' talons on 'em. He jus' looked at those others and said, "Which of you wants to be next?" and those abishai turned tail and ran. That's the time I saw a leonal.

— Guerrik the Old, retired dwarf adventurer

Leonals are the wisest and most powerful of the guardinals. They're chieftains and leaders when guardinals gather, but a leonal prefers to keep to itself when the forces of good allow it to rest. A leonal resembles a tall, muscular human with short, tawny-golden fur covering its body and a great red mane for hair. Its lower legs are formed like a great cat's, and its arms conceal steel-hard talons. The leonal's face is noble and terrifying at the same time; its mouth and nose meet in a subtle, flattened, lionlike muzzle, and a yawn reveals long, sharp fangs.

Leonals're at home in the wilds of Eronia, but they travel widely throughout Elysium. When they're not marshalling the guardinals against the threat of evil, they're often busy on some important mission or task. At rest, a leonal's a patient and regal creature; but when it confronts the forces of darkness, it's a remorseless and tireless warrior of good.

GUARDINAL, LEONAL

COMBAT: A word of advice: Don't pick a fight with a leonal. They're superhumanly strong, packing the power of a frost giant (21 Strength) in their compact, athletic frames. Their talons can inflict devastating damage, and their bite can be lethal. Leonals're incredibly fast and agile, and gain a -4 initiative bonus in any round they choose to make physical attacks. This agility allows them to dodge any missile or missilelike magical attack with a successful saving throw versus paralyzation. (This includes any thrown weapon, any missile fired by bow, crossbow, or sling, and spells such as *burning hands*, *flame arrow*, *Melf's acid arrow*, and other physical manifestations of magic except *magic missiles*.)

following spell-like powers: *continual light*, *ESP*, cast a 10d6 *fireball*, *hold monster*, *know alignment*, *magic missile* (5 missiles), *polymorph self*, or create a *wall of force*. A leonal can *cure critical wounds*, *cure disease*, or *neutralize poison* three times per day, and once per day it can *heal other*. Once per year the leonal can grant a *wish*.

Leonals are never surprised, and can be hit only by +3 or better magical weapons.



A leonal can roar three times per day. This roar affects a cone-shaped area 60 feet long and 20 feet wide at the end, and is the equivalent of a *holy word*. In addition, all creatures in this area suffer 2d10 points of damage and must successfully save vs. spell or be *deafened* for a day. (Deafened creatures suffer a -1 penalty to any surprise checks and have a 20% chance to miscast any spell.) Any evil creature within 200 yards must survive an additional saving throw vs. spell or be affected by *fear* for 2d6 rounds.

Leonals are surrounded by an aura of double-strength *protection from evil*, 20' radius. Once per round, they can use the

HABITAT/SOCIETY: Even in peaceful Elysium, leonals are loners. They keep to themselves, roaming the forests and mountains of the more remote areas of the plane. Among other guardinals, leonals are considered to be nobility or royalty; at their command, other guardinals embark on missions or organize armies. The leonals use their authority carefully and only when they feel that a matter can't be attended to personally.

Leonals travel the planes extensively, keeping an eye open for trouble and dealing with it whenever they can. On rare occasions a leonal serves under a good power, acting as a proxy or adviser of some kind.

GUARDINAL, LUPINAL

CLIMATE/TERRAIN:	Elysium
FREQUENCY:	Rare
ORGANIZATION:	Pack
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	Exceptional (15–16)
TREASURE:	Incidental
ALIGNMENT:	Neutral good

NO. APPEARING:	1–8
ARMOR CLASS:	–2
MOVEMENT:	18
HIT DICE:	8+4
THACO:	13
NO. OF ATTACKS:	3
DAMAGE/ATTACK:	1d4+4/1d4+4/2d6
SPECIAL ATTACKS:	Howl, pull-down
SPECIAL DEFENSES:	Struck only by silver or +2 or better weapons
MAGIC RESISTANCE:	35%
SIZE:	M (6' tall)
MORALE:	Fanatic (17–18)
XP VALUE:	9,000



by scent, move silently, or hide in shadows with a 95% chance of success in natural settings. In urban environments the lupinal's abilities are reduced to a 50% chance of success.

Lupinals attack with their front claws and a powerful bite.

Their rangy bodies are surprisingly strong; a lupinal's

Strength is equal to 18/76. If a lupinal hits with its bite by a margin of

4 or more, it seizes its prey and forces its opponent to make a successful saving

throw versus death magic or be dragged to the ground. The lupinal automatically hits with its bite each round thereafter until its foe is helpless or dead, or it's been seriously wounded.

The howl of a lupinal causes *fear* in any evil creature within 200 yards (unless the target survives a save versus spell, of course.) In addition, the lupinal can use the following spell-like abilities: *blink*, *blur*, *change self*, *darkness* 15' radius, and *wraithform*. Three times per day the lupinal can *cure serious wounds*, fly for up to 3 turns (move 30, MC A), cast *magic missile* (4 missiles), or breathe a *cone of cold* 40 feet long and 10 feet wide that inflicts 8d4+8 points of damage. Once per day the lupinal can *cure disease* or *neutralize poison*.

Lupinals can be hit only by silver or +2 or better magical weapons.

HABITAT/SOCIETY: Lupinals like to run in packs, but have little loyalty to any particular group. A lupinal might run with three different groups on three consecutive nights, or stay with the same band for months or years at a time. The most intelligent or wisest lupinal is always recognized as the pack leader, and the others obey him or her without reservation.

Lupinals're naturally suspicious of strangers and evaluate almost any creature they meet in terms of threat potential. They're wary of humans and the like, since they regard any mortal adventurer as a disaster waiting to happen. However, once the friendship of a lupinal is won, a body couldn't have a more loyal or steadfast companion.

Lupinals celebrate the hunt as a social gathering and bonding ritual. They never take sentient prey, but love the challenge and excitement of tracking a quarry that's trying to evade them. Lupinal packs are Elysium's first line of defense against invasion, and they take their responsibilities seriously.

The lupinals're the front-line troops of Elysium. Packs of 'em roam all over the plane, and often into the Outlands, Bytopia, or the Beastlands, searching aggressively for any hint of evil intrusion. While the other guardinals take their rest in Elysium, the lupinals hold themselves ready for battle at a moment's notice. Their organization and outlook are distinctly lawful at times, far more so than those of the other guardinals.

Lupinals are half-man and half-wolf. Their bodies are long, lean, and rangy. Their rear legs are bent like a wolf's, and they have long, pronounced muzzles with rows of sharp teeth. Lupinals are covered in short, fine, silvery-gray fur. At a distance, a lupinal could be taken for a werewolf in its hybrid form, but on closer inspection the lupinal is far less bestial and has a much more intelligent and expressive face – until it finds an evil quarry encroaching on its hunting grounds.

Like the equinals, lupinals are social creatures who often gather in small packs that hunt, play, and fight together. However, they're also comfortable being alone, and many lupinals prefer to keep their own company.

COMBAT: Lupinals are exceptionally dangerous in a fight. They are natural-born hunters and stalkers who use terrain, concealment, and ambush to great effect. When the time comes to break cover and join the fray, lupinals fight with a fierce animal savagery. Like leonals, they're very quick; they gain a –2 bonus to initiative rolls and can dodge normal, nonmagical missiles by making a successful saving throw versus paralysis. Lupinals have exceptionally keen senses and are surprised only on a roll of 1.

The natural stalking abilities of a lupinal allow it to track

GUARDINAL, URSINAL

CLIMATE/TERRAIN:	Elysium
FREQUENCY:	Rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	Genius (17-18)
TREASURE:	Incidental
ALIGNMENT:	Neutral good

NO. APPEARING:	1 (1-2)
ARMOR CLASS:	-4
MOVEMENT:	12
HIT DICE:	10+5
THACO:	11
NO. OF ATTACKS:	3
DAMAGE/ATTACK:	2d6+7/2d6+7/1d10
SPECIAL ATTACKS:	Spell-like powers
SPECIAL DEFENSES:	Struck only by silver weapons or those of +3 or better enchantment
MAGIC RESISTANCE:	45%
SIZE:	L (8' tall)
MORALE:	Fanatic (17-18)
XP VALUE:	14,000

Now, as you undoubtedly already know, Gregas was master of the sword known as Flamedancer. In elvish that's Illiaman, of course. Illiaman was once the royal sword of Tuarhiviel, an elven domain that came to an end, oh, about 800 of your years ago. The last king of Tuarhiviel was Elnamien the Foreshortened of Years, whose daughter escaped the fall of the elf-kingdom and grew up practicing magic in the land of Zhared-Mai. A funny thing about the Zharedi; they eat only with their left hands, since in their culture it's considered a mark of respect for the host that the guest must be ready to defend himself at a moment's notice. Therefore their right hand rests on their hip, whether or not they're carrying a sword, you see — What's that? Gregas who?

— Taemicus
the Gray, ursinal scholar and sage



The scholars and philosophers of the guardinals are the ursinals, benevolent beings who resemble huge men and women with distinctive bearlike attributes. They're advisers to the leonals, and the record-keepers and magic-users of their race. Ursinals are open with their knowledge but love to digress endlessly and often free-associate through many iterations until they're holding forth on a subject with no relation to the original topic.

Ursinals stand 8 feet tall, with thick-set bodies. They're covered with light golden, red, or golden-brown fur that's long on their forearms, backs, and lower legs and too fine to see on their torsos and faces. An ursinal's face has a pronounced muzzle and high ear-tufts, but its expression is kindly. It's very difficult to move an ursinal to anger, but the powers pity the poor sod who manages the trick — it's said that a fighting-mad ursinal can tear his way through any three gehreleths.

COMBAT: Ursinals dislike combat and avoid physical confrontations until they become inevitable. However, a body'd be wise to watch out when the ursinal finally decides to stand his ground. An ursinal's as strong as a hill giant (Strength 19) and can dish out terrible damage with his sharp-clawed paws. If an ursinal hits an enemy with both paws, he can automatically hug his victim for an additional 2d10 points of damage and gains a +4 bonus to his bite attack against the hugged victim.

Ursinals're skillful mages and have the spell powers of a wizard of level 9 to 16 (d8+8.) They prefer spells of enchantment, misdirection, or divination, and rarely memorize many heavy-damage spells. Of course, under the right circumstances, an ursinal'll make use of any spell in his books. They're also fond of magical items such as rings, rods, or wands, and miscellaneous magic that enhances their spell-casting ability.

Like the other guardinals, ursinals have several spell-like powers that can be used once per round: *continual light*, *ESP*, *hold monster*, *know alignment*, *polymorph self*, *magic missile* (5 missiles), *sleep* (4d6 Hit Dice worth, affects creatures up to 7 HD), or create *solid fog*. An ursinal can *cure disease*, *heal*, or *neutralize poison* three times per day, and once per day he can speak a *holy word*. Once per year the ursinal can grant a *limited wish*.

Ursinals can be hit only by silver weapons or those that have been enchanted to +3 or better. They're never surprised in Elysium.

HABITAT/SOCIETY: The advice of an ursinal is a much sought-after commodity. As librarians, scholars, and record-keepers, they carefully catalogue and sort all manner of information. They're especially knowledgeable about magical matters and also have a keen interest in prime-material histories and linguistics. In Elysium it's said that if an ursinal doesn't know something, he knows where to go to find out.

Ursinals are solitary creatures, but almost all are linked by constant correspondence and magical communications. They're also fond of the company of lesser guardinals or petitioners who can "benefit" from the ursinal's wisdom. Some bashers view ursinals as intrusive busybodies, but most of their advice is strikingly accurate and always well intended.

HOLLYPHANT

CLIMATE/TERRAIN:	Any Upper Plane
FREQUENCY:	Rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Herbivore
INTELLIGENCE:	Genius (17–18)
TREASURE:	Incidental
ALIGNMENT:	Neutral good

NO. APPEARING:	1 (1–3)
ARMOR CLASS:	–4
MOVEMENT:	9, Fl 36 (B)
HIT DICE:	6+6
THACO:	15
NO. OF ATTACKS:	2
DAMAGE/ATTACK:	1d3/1d3
SPECIAL ATTACKS:	Trumpet, psionics
SPECIAL DEFENSES:	See below
MAGIC RESISTANCE:	60%
SIZE:	S (2' long)
MORALE:	Steady (11–12)
XP VALUE:	9,000

What, that little basher? Ya gotta be peelin' me! Why, I could take 'im apart with one claw and one eye. See? Aww, isn't that cute? He's goin' ta trumpet at m – urkh!!

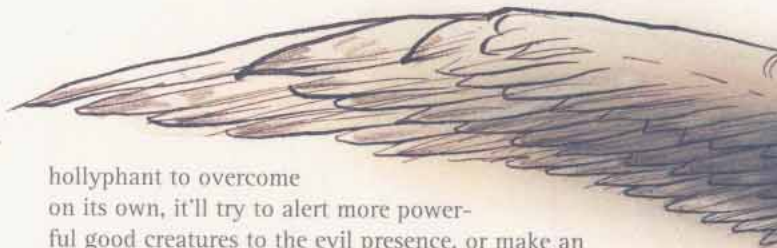
— Last recorded words of the barbazu Bloodtaker

Hollyphants are servants of the powers of good, found throughout the Upper Planes. They're the messengers and helpers of the various good pantheons, acting as couriers or advisers to mortals the powers've got an interest in, or working as assistants to more powerful proxies.

A hollyphant looks like a tiny, golden-furred elephant only 2 feet long, with a pair of shining white wings sprouting from its back. Its coat shimmers and gleams, and its eyes dance with a rainbow of colors. Some sages speculate that hollyphants're really spirits or manifestations of some kind, since nature would never've given birth to such a silly-looking creature. Hollyphants seem sincerely offended by this view and may take steps to teach a vocal detractor a lesson.

Adventurers are likely to run across a hollyphant any time they're about the business of a good power. Hollyphants are fond of keeping an eye on mortal heroes doing their patron's work. Hollyphants can also be encountered transiting the Astral or Ethereal Planes, since many of their tasks involve journeying to the prime material. Of course, any trip to the Upper Planes is likely to result in an encounter with a hollyphant in its home.

COMBAT: Hollyphants automatically *detect evil* within a 20-yard range, and go to great lengths to avoid fights with good-aligned or even neutral creatures. Evil creatures are another matter entirely; a hollyphant'll look for ways to harass or hinder an evil creature unless its mission is so pressing that it can't spare the time. Even if the evil is too powerful for the



hollyphant to overcome on its own, it'll try to alert more powerful good creatures to the evil presence, or make an effort to delay or misdirect its enemy.

In physical confrontations, the hollyphant's at a distinct disadvantage. It strikes with its small tusks for only 1d3 points of damage each. While hollyphants've got minimal physical combat abilities, they do possess a number of magical powers with which they defend themselves. Three times per day a hollyphant can trumpet, choosing one of three effects: a blast like that of a *horn of blasting*; a call that acts as *drums of deafening* in a cone-shaped area 70 feet long by 30 feet wide at the end; or a fan-shaped shower of *sun-sparkles* 50 feet long by 20 feet wide. *Sun-sparkles* are motes of positive energy that inflict 8d6+8 points of damage to fiends, undead, and other creatures of supernatural evil. (Damage is halved with a successful save vs. breath weapon.)

In addition to their trumpet-calls, hollyphants can use the following spell-like powers, one at a time, at will: *bless*, *cure serious wounds* (twice per day), *light*, *protection from evil* (twice per day), and *teleport without error*. Once per day they can call a *flame strike*, *heal*, *raise dead*, and use *banishment*. Hollyphants are considered 16th-level for casting purposes.

The magical tusks of a hollyphant protect it from all disease and poisons. Its shimmering coat functions as a *globe of invulnerability*, and it can be hit only by +1 or better weapons. Hollyphants can attempt to open a *gate* with a 50% chance of success; there's a 70% chance that another hollyphant responds, and a 30% chance that a deva appropriate to the setting shows up (an astral deva for a hollyphant on the Outer Planes, a monadic deva for one on the Inner Planes, or a movanic deva for a hollyphant on the prime material).

PSIONICS SUMMARY

Level	Dis/Sci/Dev	Attack/Defense	Score	PSPs
6	2/3/8	EW PB MT/All	14	120

Hollyphants have the following psionic powers:

- ◆ Clairsentience – Sciences: aura sight, precognition. Devotions: danger sense, know direction, know location, poison sense, spirit sense.
- ◆ Telepathy – Sciences: mindlink. Devotions: ESP, identity penetration, invisibility, post-hypnotic suggestion.

HABITAT/SOCIETY: Hollyphants're usually found alone, since they're often pursuing the tasks of some power or another. On



their native planes, they can occasionally be found in small family groups of 1 to 3 individuals. Hollyphants live on all good planes, but they're especially common on Bytopia, the Beastlands, and Mount Celestia.

As proxies of good powers, hollyphants often are given missions that bring them into contact with mortal adventurers and heroes. In these situations, hollyphants act as advisers and aid their charges by helping them to defeat evil themselves instead of doing it for them.

Hollyphants have a surprisingly strong sense of mischief and love a good prank or jest. Sharp bloods've pointed out that anything that looks like a hollyphant shouldn't take itself too seriously, and hollyphants generally don't. (Cutters had best remember, though, that a hollyphant's definition of humor doesn't include jokes about its origins.)

ECOLOGY: It's pretty clear that hollyphants're creatures that exist outside of nature. They're highly magical and don't even really need to eat or sleep, even though they do so anyway to make those around them feel more comfortable. When they do ingest food, hollyphants favor nuts, berries, and young shoots.

If removed, a hollyphant's tusk can be ground into a magical powder that transforms water or wine into an *elixir of health*. 'Course, hollyphants take a real dim view of some basher hunting them for their tusks.

INCANTIFER (SECT)

CLIMATE/TERRAIN:	Any
FREQUENCY:	Very Rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Special
INTELLIGENCE:	Supra-genius (19–20)
TREASURE:	R x 3 and incidental
ALIGNMENT:	Neutral (evil)

NO. APPEARING:	1
ARMOR CLASS:	0 or better
MOVEMENT:	12
HD DICE:	9d4+18 to 9d4+26
THACO:	13
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	By weapon
SPECIAL ATTACKS:	Spells
SPECIAL DEFENSES:	Absorption
MAGIC RESISTANCE:	20% + 5% per level over 9th
SIZE:	M (5–6' tall)
MORALE:	Average (8–10)
XP VALUE:	13,000+

Centuries ago, a faction called the Incanterium schemed and maneuvered in the *kriegstanz* of Sigil's factions. They were known as the Magicians or the Wanters; it's said they believed that the secret to everything was wizardly magic. Magic's powerful, the Incanterium line went: so powerful that archmages change the rules of the worlds they deal with, so powerful that the gods themselves fear it. Any cutter with determination and savvy can make himself the high-up by learning all there is to know about magic. It's been done before, after all.

The Magicians spent their time and effort collecting every magical item, every scrap of magical lore they could lay their hands on. They collected it all in Sigil's Tower Sorcerous, a dark fortress of knowledge and ambition. The other factions'd try to use the Magicians by offering them magic in return for their help, or they'd scheme to steal a little of the Incanterium's knowledge back. In fact, there came a time when the Magicians were calling the tune, and the other factions were beginning to learn how to dance.

Then something happened. One day the folk of Sigil found that the Tower Sorcerous no longer stood over the skyline of the Clerk's Ward. Rumors spread that the Lady had put 'em all in the Mazes, and the better Sigil was for it. Some cutters believed that maybe the Magicians had challenged the Lady and failed. Others thought that each of the other factions'd found a way to put the Incanterium in the dead-book. It didn't matter; in time, the Incanterium was forgotten.

But they're not as lost as everyone thinks.

From time to time, one of the members of this ancient sect shows up, still pursuing his unattainable goal of mastering all the magic of the multiverse. Without exception, they're self-centered, ambitious cutters of tremendous magical power. They're called incantifers now.

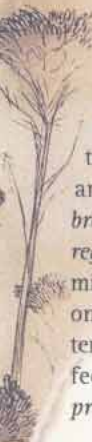
An incantifer looks human enough on the outside, but just like a tanner who'll never be able to get the smell of his work off



his skin, an incantifer reeks of magic. It's changed and twisted him on the inside. Incantifers usually appear extremely old and frail; they've used life-extending magics to defeat death, but youth for its own sake doesn't interest them. After all, it's a simple trick to *appear* youthful when it's necessary. There are two giveaways for an incantifer: first, his or her eyes're orbs of blank, shining silver; secondly, the magical strength that courses through them provides uncanny grace and agility despite their decrepit appearance.

COMBAT: Incantifers spurn physical conflict, since magic's clearly the best way to deal with any foe. There's a spell for everything, if a cutter knows it. As a matter of last resort, an incantifer can make use of an effective Strength of 18/51, punching for 1d3+3 points of damage or striking with a magical staff or similar weapon. Generally an incantifer throws a punch or physical blow only to clear himself enough room to cast a spell or use a magical item.

Without exception, incantifers are powerful mages. A typical incantifer has the spell ability of a 9th- to 18th-level (d8+10) mage. Most incantifers are specialists: wild mages, transmuters, conjurers, and evokers are the most common varieties. The incan-



tifer's Hit Dice are tied to its magic-use level — a 9th-level incantifer has 9d4+18 hit points, and higher level incantifers have an additional +1 hit point per level. A special warning to berks thinking of tangling with an incantifer: They've had lots of time to find spells a body's never even heard of.

Incantifers also carry numerous magical items of varying power and effects. Generally, an incantifer has 2 to 5 useful potions (*extra-healing*, *invisibility*, *gaseous form*, or *invulnerability* are common); 1 to 3 scrolls (*protection from undead*, *dragon breath*, or *petrification*); 1 to 2 rings (*mind shielding*, *protection*, *regeneration*, or *wizardry* are preferred); 1 to 3 wands; and 2 to 5 miscellaneous magical items. An incantifer's Armor Class is based on the level of magical protection he carries, coupled with a Dexterity of 18. For example, an incantifer with an *armor* spell in effect (AC 6), a *cloak of displacement* (+2 to AC), and a *ring of protection* +3 is effectively AC -3.

Incantifers're also likely to be protected by long-lasting spells such as *armor*, *stoneskin*, a *permanent protection from normal missiles* or *permanent detect invisibility*.

In a fight, incantifers prefer to expend memorized spells first, since they're a renewable resource; they're peery of wasting valuable one-use magical items unless it's absolutely necessary.

All in all, it might seem that an incantifer's no different from a well-prepared mage who's had time to get his defenses and spells set just right. But there's one vitally important difference that makes an incantifer far more dangerous than a mage of equal level — incantifers can *absorb* magic. Any time a spell, spell-like effect, or spell-projecting magical item is used on an incantifer, she *absorbs* the effect if she passes her magic resistance roll. This heals 1 hp of damage per spell level *absorbed*, and enables her to cast spells without removing them from her memory, just as a *rod of absorption* does. Even a *dispel magic* can be absorbed. The only magical effects that can't be assimilated are magical weapons or *antimagic* areas. If the incantifer fails her magic resistance roll, she's still entitled to any normal saving throws permitted by the spell.

The altered physiology of an incantifer frees him of the need to breathe and makes him immune to nonmagical extremes of temperature or environment.

HABITAT/SOCIETY: The original survivors of the Incanterium are very rare creatures; only a handful still walk the planes. Their apprentices and servants are more common. Every so often, an incantifer will consent to teach a talented mage the secrets of his or her abilities and cast a series of transformation spells that create a new incantifer. These younglings are the lowest-level incantifers, ranging from 9th to 14th level.

Incantifers are exceedingly paranoid about their magical caches and never leave them unguarded. In fact, they carry as much of their stashes with them as they can. An incantifer on the move can be a humorous sight, with dozens of pouches, satchels, and packs hanging from his garments. (Important piece of advice, berk: Don't laugh.)

Most incantifers've forgotten how to deal with people and view any cutter they meet as a potential source of magic. If a body runs across one in a tavern, he'll likely find the incantifer

to be brusque, inconsiderate, and condescending. Incantifers don't always try to take what they want by force, but few of 'em have any patience for extended haggling or insults.

Some interesting peels or cross-trades've got incantifers at the bottom of them. It's not too unusual for a sharp blood to be approached by an incantifer with a job offer. These jobs can be pretty dangerous, since they typically involve separating some rare and unusual piece of magic from its rightful owner, but incantifers can pay quite well.

ECOLOGY: The transformations that make a mage into an incantifer change his life processes. Breathing, eating, sleeping — none of these things matter to incantifers anymore. The only thing they live for is the collection of magic. An incantifer must *absorb* spell levels equal to his own experience level every month, or he permanently loses a level. Draining a magical item provides 1 spell level per 500 XP value of the device. For example, a 16th-level incantifer has to consume 16 spell levels of magic or 8,000 XP of magical items, or any combination of the two, within one month's time or be permanently reduced to 15th level. Incantifers trapped in magic-dead areas have been known to starve.

THE INCANTIFER SECT

While the incantifers were once a united faction, they've largely gone their own way. Two incantifers rarely have a friendly word for each other, and are likely to view each other as rivals and threats. Therefore the sect's pretty much died out.

Should a PC wish to become an incantifer, he'd have to persuade an incantifer to perform the transformation on him. The transformation requires dozens of dangerous spells and rituals that could take a cutter years to complete. For example, one of the steps might be to capture the flame of a balor on the Abyss, another one might be to consume an item enchanted by a power whose portfolio includes magic, and so on. The DM shouldn't allow player characters to attempt the feat.

FACTION PHILOSOPHY: Wizardly magic is the be-all and end-all of existence. Everything in the multiverse can be controlled by magic, and anyone who can do that is *the* high-up.

PRINCIPAL PLANE OF INFLUENCE: One's as good as another, once a body knows how the magic works.

ALLIES AND ENEMIES: Incantifers are their own worst enemies, since each one's out to make himself the high-up by gathering all the magical knowledge there is on every plane of existence. They have no allies in any faction.

ELIGIBILITY: Any mage of any alignment. (Good mages, however, should be aware that they must be willing to change to neutral or evil; see "Restrictions.")

BENEFITS: Hit Dice are tied to magic-use level, starting at 9d4+18 at 9th level and rising to 9d4+26 at 14th. Armor Class is determined with an effective Dexterity score of 18.

RESTRICTIONS: Alignment has to be neutral or evil, since it's not a good act to turn one's back on humanity and become a devourer of other people's magic.

IRONMAW

CLIMATE/TERRAIN:	Lower Planes or any forest
FREQUENCY:	Uncommon
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Day
DIET:	Carnivore
INTELLIGENCE:	Semi- (2-4)
TREASURE:	Incidental
ALIGNMENT:	Neutral evil

NO. APPEARING:	1 (1-4)
ARMOR CLASS:	1
MOVEMENT:	1
HIT DICE:	9
THACO:	11
NO. OF ATTACKS:	2-5 limbs and 1 bite
DAMAGE/ATTACK:	2d4 (per limb), 4d4 (bite)
SPECIAL ATTACKS:	Surprise, entangle
SPECIAL DEFENSES:	Camouflage
MAGIC RESISTANCE:	None
SIZE:	H (15-20' tall)
MORALE:	Fanatic (17-18)
XP VALUE:	4,000

There are layers of the Abyss where the plants're just as dangerous as the tanar'ri. Travelers tell of vast, steaming jungles filled with poisonous blooms or flesh-eating fungi, of woodlands that appear normal but are laced with deadly killers, and other sinister threats. Ironmaws're one of the deadliest of the whole lot. Worse yet, they've spread throughout the Lower Planes and even onto the Outlands. A body's well-advised to be careful of where he makes his camp, or he might wake up in the dead-book.

In their natural form, ironmaws look like gnarled old oaks, leafless and dead. Their trunks and limbs are much thicker than they ought to be for the ironmaw's height, but a basher who's not familiar with the wilderness'd only notice something wrong with the ironmaw about 25% of the time. Bloods like rangers, elves, or druids spot an ironmaw in its natural shape with a single glance 75% of the time.

On closer inspection, some of the twisted limbs of the ironmaw are clearly much longer than they should be; the tree bends and contorts its striking limbs to conceal their true length. At closer range it's also possible to spot the ironmaw's jagged mouth, a 2-foot-long crevice in its lower trunk lined with sharp knife-edged ridges of bark. Normally, the ironmaw's mouth is closed so tightly the crevice disappears into the normal folds and ridges of its bark. A cutter close enough to see these details gets a second roll to notice something wrong (see above), but unfortunately he might be within striking distance already.

With all that said about the ironmaw's natural form, it's worth mentioning that most of an ironmaw's victims never see its natural form; the creature's a master of disguise and can make itself look like almost any medium-size deciduous tree. Ironmaws use this ability to waylay travelers or prey on game trails, striking at animals that never even know they're near.

COMBAT: An ironmaw's camouflage ability allows it to slowly grow false leaves and change the color and texture of its bark to match the forest around it. It takes anywhere from 2 to 5 days for an ironmaw to match perfectly, but when it's completely camouflaged the ironmaw's victims suffer a -4 penalty to their surprise checks. (Victims who just don't spot an uncamouflaged ironmaw suffer the same penalty.)

When an ironmaw strikes, it lashes out with its special attack limbs. Typically, these branches have a reach equal to the ironmaw's height; an ironmaw's got 2 to 5 of them. If the ironmaw scores a natural 19 or 20 with one of its limb attacks, it manages to wrap the limb around its enemy and can begin to drag the victim toward its mouth. The limbs are extremely tough - they're AC -2 and require 15 points of damage from an edged weapon to sever. (This damage doesn't count against the ironmaw's total hit points.) A trapped victim could instead attempt a bend bars/lift gates roll to escape the limb's grasp.

Trapped victims are dragged to the ironmaw's trunk at a rate of 10 feet per round. Instead of escaping or attacking, a character can dig in his heels and try to resist by making a Strength check. For every point he makes the check by, he's dragged 1 foot less. For example, a character with a 16 Strength rolls a 13 on his check, making it by 3, so he's dragged only 7 feet that round.


If an enemy's close enough to strike at the ironmaw's trunk, or has been dragged there, he's close enough to be bitten. The ironmaw's bite is powerful and dangerous; if it scores a hit, it clamps down on its victim and won't let go until either it or its prey is dead, automatically scoring bite damage each round. Once again, a successful bend bars/lift gates roll allows a character to pull free of the tree.

An ironmaw's trunk and bark are nearly as dense as iron. It's immune to damage from Type B weapons. Ironmaws do have one weakness: fire. Searing any limb with open flame causes it to release its victim, and menacing its trunk with a torch releases a victim held in its mouth. An ironmaw won't try to entangle a character wielding open flame, but it might still use its limbs to slap or strike at him in an attempt to keep the flame away.

HABITAT/SOCIETY: Ironmaws aren't social creatures; fully-grown trees normally uproot and destroy saplings nearby so that they won't have to share their hunting grounds. However, in parts of the Lower Planes, it's possible to find several ironmaws clustered around a particularly rich area. Some fiends also try to plant ironmaws to guard passageways or other accesses to their lairs, but unless it's well fed an ironmaw's likely to wander off in search of food.

Ironmaws're malicious and ill-tempered things that attack any creature that passes by. They're surprisingly cunning, and often wait patiently for all potential prey to wander into striking range before attacking.





Ecology: Ironmaws prey indiscriminately on all animal life. Their appetites appear to be nearly endless; ironmaws attack no matter how recently they've fed or how hungry they really are. They're incapable of photosynthesis and rely on hunting to keep them alive, but a hungry ironmaw can survive on carrion. Although ironmaws gain no energy from sunlight, they're much more active in daytime than they are by night.

Ironmaws appear to be parthenogenetic, and produce a bud once every 3 to 7 years. The parent ironmaw plants its offspring near a recent kill and then abandons it. After it consumes this first meal (mostly while still a tiny sapling), the young ironmaw grows much like a normal tree for several years, producing true leaves and feeding via photosynthesis, before losing its foliage and beginning its predatory habits.

CLIMATE/TERRAIN:	Any, the Outlands
FREQUENCY:	Very rare
ORGANIZATION:	Group
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	Exceptional (15–16)
TREASURE:	Individual K,L,M
ALIGNMENT:	Lawful neutral

NO. APPEARING:	3–6 (d4+2)
ARMOR CLASS:	6
MOVEMENT:	15
HIT DICE:	4+4
THACO:	15
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	1d8+2
SPECIAL ATTACKS:	Poison, thief abilities
SPECIAL DEFENSES:	Spell immunities
MAGIC RESISTANCE:	40%
SIZE:	M (5'–6' tall)
MORALE:	Fearless (19–20)
XP VALUE:	1,400

Who are the keepers? What is it they want? The scholars of the planes've been baffled by these questions for centuries. It seems every tout's got a chant to rattle about the keepers, but none of 'em really know the dark. All any basher knows for sure is that the keepers show up in the oddest places at the strangest times, demanding information or issuing orders of silence to people just going about their business. It's said that sometimes the keepers do more than rattle their bone-boxes; every now and then a sod who gives the keepers the laugh ends up lost where he won't ever come back.

Here's a tale told about the keepers: A long time ago, a high-up Guvner learned something about the multiverse that no one should ever know. It doesn't really matter what the dark of his knowledge was – depending on who's telling this story, it could've been just about anything, but most versions claim that the Guvner learned how to *find* entire new universes just by thinking about them. It was something dangerous and accessible to anyone who had the dark of it, so this Guvner decided to make sure that he was the only blood who ever knew how to pull off the trick. So he *found* a universe where the keepers existed and brought them back to set them after his enemies and rivals.

At first, the keepers did just what he wanted them to. After all, the Guvner'd just about invented these cutters out of whole cloth, and they were grateful in their own way. But this Guvner got careless with his orders. "Make sure no one ever discovers how you got to be here," he told them, and the keepers obliged by killing him.

When this Guvner disappeared, he'd already called over hundreds or maybe thousands of keepers and set them to doing his work. Each one had been given a different job. See, this Guvner was using the keepers to find things out for him, and to make sure that things he wanted kept dark stayed that

way. So after the keepers'd killed him, they were stranded here with nothing but their old commands to tell 'em what to do. People say the keepers're still running on those ancient orders as if on some sacred mission, seeking knowledge and then silencing anyone else as tumbles to it.

Keepers look human enough at first glance, but their skin's grayish and too shiny, and their movements and gestures are all off. It's as if their bones're put together differently, jointed in the wrong places. Keepers always wear heavy, voluminous clothing that reveals nothing but their hands and faces. They're also noted for wearing dark-lensed spectacles or eye shades of some kind, as if they can't stand bright light.

If a cutter were ever to get a look at what's under the lenses and clothes, he'd find that a keeper's body is disturbingly rubbery and malleable, without any features whatsoever. Toenails, fingernails, body hair, musculature – nothing shows. It's all smooth, gleaming gray skin. Underneath their lenses, their eye sockets are blank flesh.

Keepers have a disturbing, abrupt manner to them. They don't understand human customs or etiquette very well, and are either too polite or disgustingly rude. When trying to acquire information from a cutter, they're overbearing and insistent, and can try anything from threats to bribery to theft of items that interest them. When they're trying to suppress information, they'll commonly add murder to their tactics.

COMBAT: Keepers like to develop a tactic and stick to it. If they've previously decided to talk their way through an encounter, they'll continue attempting to communicate and avoid physical conflict long after most cutters would've given up. If they've decided that fighting's called for, they strike without warning and do everything in their power to silence their chosen target permanently. Keepers'll try and try again until destroyed rather than contemplate a change in strategy.

Keepers are surprisingly strong (base 18 Strength), despite their soft and slightly amorphous musculature. In combat, they're able to effect rudimentary changes in their bodies to mimic weapons such as maces or swords. In battle, a keeper's arm might elongate and develop a steel-hard edge, striking like a long sword, or it might transform into a mace-like knot of dense muscle and bone around the fist. Whatever the weapon form, it strikes for 1 to 8 points of damage, +2 for the keeper's Strength bonus.

Keepers have the ability to spit mild poison to a distance of 20 feet. This requires a normal attack roll, and if the target is hit, it must make a successful saving throw versus poison or be effectively *slowed* for 2d6 rounds. (The victim isn't really *slowed* per the spell, but the combination of nausea and nerve spasms has a similar effect.)

Despite their lack of eyes, keepers see perfectly in any light conditions. A keeper's as skilled as a true knight of the post in some of the stealthy arts. It has the following thief ability scores, and can backstab surprised or unaware opponents for triple damage.

PP: 40% OL: 35% MS:75% HS: 75% CW:95%

One last thing a cutter ought to know about keepers: Don't expect to take one prisoner. If the creature's about to be captured, or loses control of its faculties, its body discorporates. In one round the keeper's nothing but a greasy pile of gelatinous lumps on the floor. Keepers save at +4 versus any mind-affecting spell such as *command*, *charm*, or *domination*; if they fail their save anyway, they discorporate as noted above.

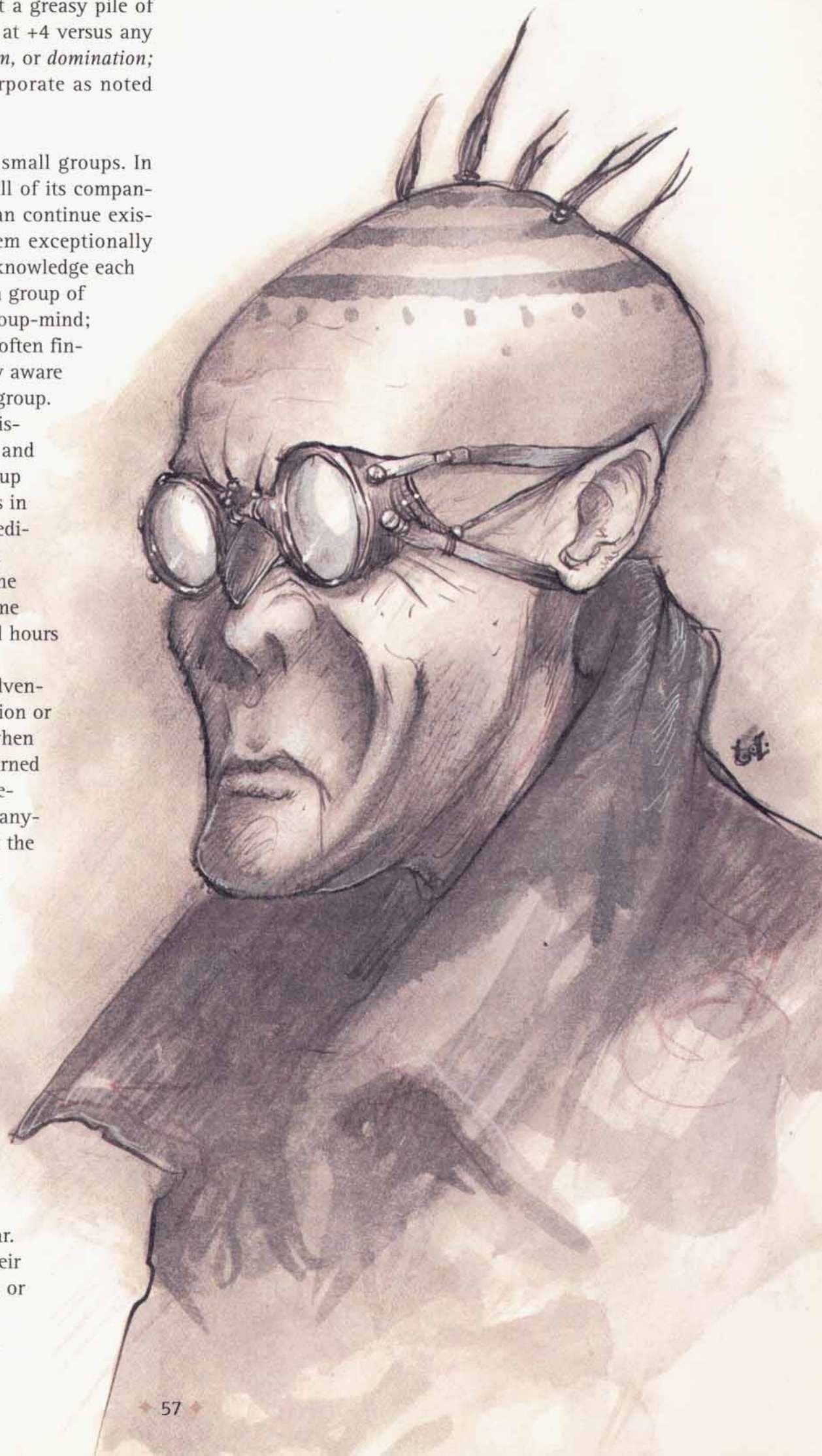
HABITAT/SOCIETY: Keepers always appear in small groups. In fact, a keeper who's survived the death of all of its companions is 50% likely to discorporate rather than continue existence alone. Despite this, keepers don't seem exceptionally attached to each other, and in fact barely acknowledge each others' presence. Some sages speculate that a group of keepers possesses some form of telepathic group-mind; this seems to be a good guess, since keepers often finish each other's sentences and seem instantly aware of events that befall other members of their group.

Keepers appear to live only for their "mission" (presumably the pursuit of knowledge) and ignore all other forms of socialization. A group of keepers visiting an inn will eat their meals in total silence and retire to their quarters immediately afterwards. It's unnerving to look in on keepers in the middle of the night and find the whole group sitting absolutely still in the same poses and relative positions they held several hours before.

Keepers're likely to get involved with adventurers when the PCs stumble across information or events the keepers're trying to suppress, or when the keepers decide that the PCs may have learned something they need to know. They can be remorseless enemies, but a keeper's interest in anything ceases absolutely once it's decided that the matter doesn't relate to its mission anymore.

ECOLOGY: Clearly, keepers originated on some world where the rules were different. Their body structure and strange mind processes are indications of their unusual derivation. Most of their normal life functions are performed in a crude attempt to "blend in" with the population around them, but they often don't get it right. For example, a keeper might observe some people drinking ale in one corner of a tavern, and then drink in imitation — whether its mug holds ale, lamp oil, or hot tar.

No one knows how keepers replenish their numbers. No one's ever seen a young keeper, or even a female keeper. Questions directed at keepers are likely to be answered with a flat, silent stare.



KHAASTA

CLIMATE/TERRAIN:	Any
FREQUENCY:	Rare
ORGANIZATION:	Band
ACTIVITY CYCLE:	Any
DIET:	Carnivore
INTELLIGENCE:	Very (11-12)
TREASURE:	B, individual J,K,L
ALIGNMENT:	Chaotic neutral (evil)

NO. APPEARING:	6-24
ARMOR CLASS:	5 (2)
MOVEMENT:	9
HIT DICE:	3+3
THACO:	17
NO. OF ATTACKS:	1 weapon and 1 bite
DAMAGE/ATTACK:	By weapon +1/1d6
SPECIAL ATTACKS:	None
SPECIAL DEFENSES:	None
MAGIC RESISTANCE:	None
SIZE:	M (6'-7' tall)
MORALE:	Steady (11-12)
XP VALUE:	175

The khaasta are raiders, slavers, and smugglers who plague the Outlands and the chaotic planes. They're vicious, unreliable cut-throats and cross-traders who'll turn stag on a cutter who soon as look at him. Only two things really matter to a khaasta: prestige and wealth. Wealth is fairly easy to accumulate and display, but the khaasta code of prestige is a convoluted and twisted set of rules of conduct that rewards back-stabbing, conniving, and deceit. To a khaasta, there's nothing so wonderful as peeling a powerful enemy and living to give him the laugh.

Khaasta bear a passing resemblance to lizardmen of the Prime Material Plane. They're humanoid in form, but their bodies are covered with tough, small scales, and they have long, powerful tails. A khaasta's face has a blunt, lizardlike snout and its head is crowned with a flaring crest. A khaasta's colorful scales create intricate, unique patterns that're never repeated from individual to individual. Unlike their more primitive relations, khaasta dress in bronzed plate armor and wield exotic weapons.

Khaasta typically travel in roving trader-bands, although the trade of any particular group can turn to extortion, kidnapping, or smuggling at a moment's notice. Since they have no innate planewalking abilities, khaasta are forced to walk the Great Road to get from plane to plane and must rely entirely on portals or conduits.

COMBAT: All khaasta, both male and female, consider themselves warriors and hold themselves ready for a fight at any time. Their tough scales provide a natural AC of 5, but khaasta typically wear bronze breastplates, greaves, and half-helms that improve their AC to 2. Khaasta are capable of delivering serious damage with their bites, and typically wield a large two-handed sword, halberd, or battle axe; their considerable Strength gives them a +1 to damage rolls. They can both bite and attack with a weapon in the same round.

Khaasta often use giant lizards as mounts and prefer to fight mounted whenever possible. Fighting mounted gives the khaasta a +1 bonus to hit characters on foot, and also provides them with the additional combat power of their mount. Giant lizards are described in the *MONSTROUS MANUAL*, and their stats are summed up below:

GIANT LIZARD: AC 5; MV 15; HD 3+1; THACO 17; #AT 1; Dmg 1d8; SA double damage on attack roll of 20; SZ H (15' long); ML average (8-10); Int non; AL N; XP 175.

Note that a khaasta cannot use its bite attack while fighting from a mount. Whether on foot or mounted, khaasta are excellent archers, and almost all khaasta carry composite long bows in addition to any other weapons they may have.

HABITAT/ SOCIETY:

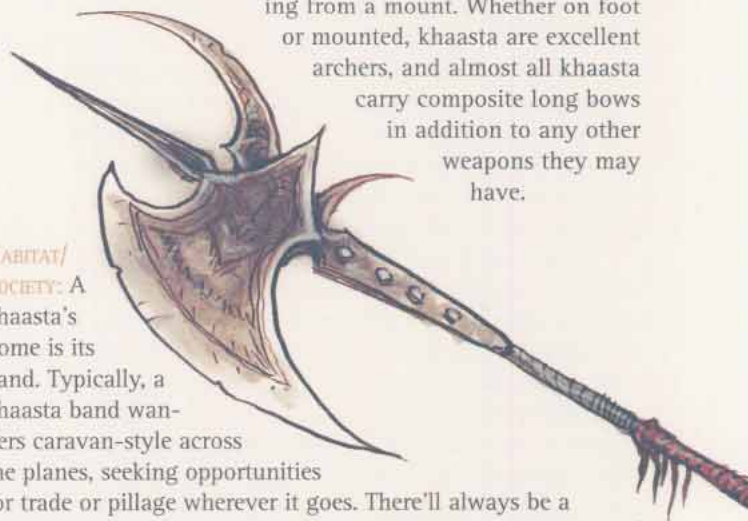
A khaasta's home is its band. Typically, a khaasta band wanders caravan-style across the planes, seeking opportunities for trade or pillage wherever it goes. There'll always be a number of giant lizards equal to half again the number of khaasta present as mounts and pack-beasts.

Khaasta bands are notoriously chaotic and disorganized. They believe in the rule of the strong, and there are constant challenges of authority and schemes for advancement among the khaasta. Long ago they learned to resolve these differences by ritualistic, nonlethal combat; in ancient times the race almost duelled itself to extinction.

While dealing with a khaasta band is a dicey thing, it doesn't always have to turn out badly. Khaasta can be excellent sources of information, muscle, or illicit goods, as long as a cutter can meet their price and demonstrate (forcibly) that he's too tough to challenge or turn stag on. See, the khaasta code demands that they just take from the weak instead of dealing with 'em, and if a khaasta perceives itself to be in a position of strength it'll try to take what it wants.

One last note: Never assume that a khaasta's going to do what it promised it would. Another part of the khaasta code is the challenge of the strong by any means available. Even if a khaasta doesn't think it can take a basher on today, it's likely to plan an ambush or stack the odds somehow in a fight tomorrow.

ECOLOGY: Khaasta don't have many friends out on the planes, and in some of the places they travel they're the low sods on the food chain. Consequently, they take any opportunity to live well today. There's nothing too good for a khaasta cookpot, including fellow travelers or the local natives if that's the easiest meal at hand.



Khaasta young are carefully guarded by their parents until they reach 7 to 10 years of age. In an average band, a group of young equal to half the number of adults can be found tending the pack lizards or acting as noncombative scouts and sentries. Usually, about half the adults remain to guard the caravan while the rest raid or deal with outsiders.

KHAASTA WISE ONE

A band of 15 or more khaasta may have a wise one among them (50% chance). Wise ones are counselors and shamans to the khaasta chieftains, existing outside the code of challenge.

Khaasta wise ones have the spell abilities of a 4th-level cleric and are defended by 2 to 4 khaasta warriors. Although the wise ones claim they are uninterested in the khaasta power struggles, it's not unusual to find bands where the wise one is pulling the strings of a chieftain it advises.

KHAASTA CHIEFTAINS

The leader of a khaasta band is usually a warrior of exceptional size, strength, and cunning. Typically, a khaasta chieftain has 4+4 to 6+6 Hit Dice, a THACO of 15, and a useful magical item or two to help it stay on top. Khaasta chieftains gain a +3 damage bonus with weapons due to their Strength.



CLIMATE/TERRAIN:	Outlands (any plains)
FREQUENCY:	Uncommon
ORGANIZATION:	Pride
ACTIVITY CYCLE:	Day
DIET:	Carnivore
INTELLIGENCE:	Low (5-7)
TREASURE:	None
ALIGNMENT:	Neutral

NO. APPEARING:	2-12
ARMOR CLASS:	4
MOVEMENT:	15
HIT DICE:	6+2
THACO:	15
NO. OF ATTACKS:	3
DAMAGE/ATTACK:	1d6+1/1d6+1/1d10
SPECIAL ATTACKS:	Rear claws, knock-down
SPECIAL DEFENSES:	Camouflage, immune to <i>magic missiles</i>
MAGIC RESISTANCE:	None
SIZE:	L (6'-7' long)
MORALE:	Average (8-10)
XP VALUE:	1,400

The realms of the Great Road don't always answer to the same natural laws that hold sway on the Prime Material Plane. From place to place, local ecologies are dictated by the high-up cutters who rule there. Exotic combinations or artificially stocked regions are common everywhere out here. Even Clueless travelers tumble to this little dark real fast: If physical laws can change on the planes, why can't ecologies and food chains?

'Course, with that said, it's also important to remember that living creatures need to find themselves a niche of some kind, or they won't survive. Here's where leomarhs come into the picture. They're completely natural predators who've escaped the artificial realms of the powers and now exist anywhere some high-up isn't in charge. They're most common in the Outlands, but a cutter shouldn't be too surprised to run across a pride of leomarhs in the dusty plains of Avernus or the meadows and forests of Amoria. After all, leomarhs are planars now, just like any basher born and raised in Sigil, and they can see portals too.

Leomarhs appear to be much like lions — in fact, it's almost certain that they evolved from lions or other great cats that were brought to the plains or created out here by one of the powers. But there are some important differences. Leomarhs have larger forequarters than hindquarters, resulting in a slight hyenalike slope to their bodies. They're covered by fine scales rather than fur, and their tails're long and snakelike with a bladed spade at the end. Leomarhs' manes are dense, golden-brown fur, and they've got small beards and tassels of the same color along their legs and feet.

Leomarhs're much smarter than a typical lion, even if they still don't speak or show signs of true sentience. It's a fiend's cunning they have, and a pride of hunting leomarhs sets expert ambushes and uses hit-and-run tactics with re-

markable skill. Most importantly, they're smart enough to have a real good idea of how tough armed humans can be, understand that some creatures can call on magical energy as a weapon, and leave the bigger foes alone.

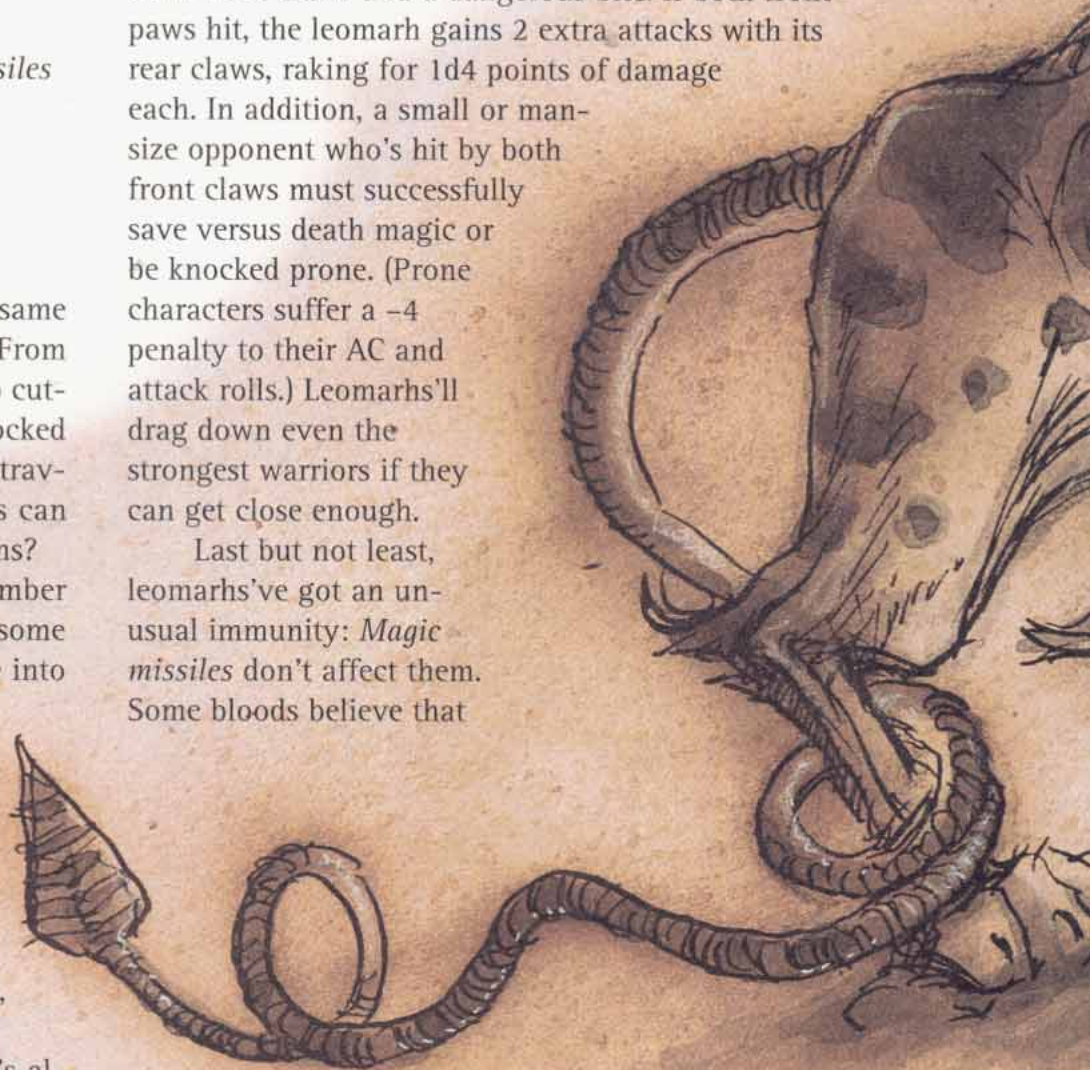
COMBAT: Leomarhs have exceptionally keen senses and are surprised only on a roll of 1. They've got a natural ability to change the color of their bodies to match their surroundings. If the leomarh holds still, it's 90% *invisible* until it pounces. Generally, this gives the leomarh's prey a -4 penalty to surprise checks. On the move, a leomarh gains no advantage from its camouflage. These creatures have mastered the tactic of dividing their pride and using several obvious attackers to drive their prey toward motionless, camouflaged ambushers.

When they strike, leomarhs attack with their large, powerful front claws and a dangerous bite. If both front paws hit, the leomarh gains 2 extra attacks with its rear claws, raking for 1d4 points of damage each. In addition, a small or man-size opponent who's hit by both front claws must successfully save versus death magic or be knocked prone. (Prone characters suffer a -4 penalty to their AC and attack rolls.) Leomarhs'll drag down even the strongest warriors if they can get close enough.

Last but not least, leomarhs've got an unusual immunity: *Magic missiles* don't affect them. Some bloods believe that

leomarhs're plane-touched, just like tieflings, and have some unusual powers and abilities running through their bloodlines.

HABITAT/SOCIETY: Despite their unusually high intelligence, leomarhs are still animals. They've got a complex system of communication among themselves, but they don't interact with intelligent races or monsters. A sod shouldn't think that a leomarh'll ever look at him as anything but a potential meal or





threat to its offspring, and either premise is a poor one for approaching the leomarh's lair.

Leomarhs live and hunt in small bands known as prides. A pride usually settles in one area, selecting a dense thicket or small cave as its lair. From this lair, small hunting groups of 1 to 4 individuals range out in search of prey. Leomarhs're extremely defensive of their young and aggressively attack anything barmy enough to approach their lair.

Generally, a number of cubs equaling 10% to 60% of the number of adults in a pride will be found in or near the lair. Leomarh cubs have only 1 HD and attack with a THACO of 20, their claws doing 1 point of damage, their bite only 1 to 2. A cub's camouflage ability is fully developed at birth, and its instinctive response to danger is to lie still and keep out of sight.

ECOLOGY: Leomarhs prey on the scattered normal creatures inhabiting the Outlands and some regions of the Outer Planes. Typically, goats, deer, and bison or wild cattle are the preferred prey of leomarhs, but in some areas they'll attack lesser fiends or local peasants if that's the most plentiful supply of food. Leomarhs can be a significant danger to travelers in the wilder areas of the planes, since they're willing to attack just about anything smaller than an elephant.

On rare occasions, leomarhs may appear as the companions of rangers, druids, or other such characters who're likely to have an affinity with the local wildlife. The creature's strength, loyalty, and intelligence make it an outstanding friend or ally, but it can't be tamed.

Leomarhs are often hunted on the Outlands because of the threat they pose to domestic animals and travelers.

MERKHANT (SECT)

CLIMATE/TERRAIN:	Any
FREQUENCY:	Rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	Average-Genius (8-18)
TREASURE:	H, individual R x 3, U
ALIGNMENT:	Any nongood

NO. APPEARING:	1-4
ARMOR CLASS:	Varies (5)
MOVEMENT:	12
HIT DICE:	Varies (5d6)
THACO:	Varies (18)
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	By weapon (1d6+1)
SPECIAL ATTACKS:	None (backstab)
SPECIAL DEFENSES:	None
MAGIC RESISTANCE:	None
SIZE:	M (5'-7' tall)
MORALE:	Unsteady (5-7)
XP VALUE:	Varies (650)

Money is power. Ever notice how a cutter with jink seems to avoid all kinds of trouble that a stretched-out sod can't get away from? If there's a blood who wants to put the rich cutter in the dead-book, why, the rich cutter can pay a few bashers to lay out the other fellow instead. If there's a law that needs bending, the rich cutter can spread a little garnish around and suddenly that law's got new loopholes. If there's something the cutter with gold wants, it's only a matter of setting the price before some sod sells it to him. In fact, if a body throws enough money at anything, it'll usually go away.

That's the chant of the Merkhants, a sect found in parts of the Outlands and around the Great Wheel. See, jink gets a cutter what he wants. If there's two cutters with jink as want the same thing, the cutter with the most jink ends up getting it. A cutter can't ever have enough jink; therefore the Merkhants believe that the whole show's about seeing who can get the most jink and hang on to it. Even the powers got their own price; a cagey blood can figure out what it is and meet it to get the powers on his side.

Merkhants're also known as Misers, Gold-hounds, or the Hidden Hand. They like to keep a low profile — after all, if word gets out that a cutter's a Miser, he can expect every thief within two planes to come looking for his stash. Merkhants keep their meetings and communications to a minimum, and for the most part view each other as their own chief rivals. With that said, Misers do acknowledge each other as bloods who share a common belief, and from time to time they'll make contact with a basher who seems to hold to their views and explain to him what it's all about.

Wherever they set their cases, Merkhants dress and act like high-ups. It doesn't take a Merkhant long to figure out who he needs to put on his payroll and where the jink is in his burg. Misers'll help each other out when they're in trouble, but

they're very defensive of their territory; the presence of two Merkhants in the same town is a war waiting to happen. 'Course, the war'll be fought with hired muscle, bribery, and smuggled goods, but a war's a war nonetheless.

Player characters might run across a Merkhant when they interfere with his operations — say, by breaking up the local thieves' guild, if the thieves're working for the Miser — or they might be contacted with an offer of employment. Most Merkhants're always willing to speculate on rumors of fantastic or legendary treasures hidden in horrible dungeons or forgotten ruins, as long as the bloods they send out to find it remember to count it right when they bring it back.

COMBAT: Merkhants vary wildly in combat ability and character class. A typical Miser's the equivalent of a 5th-level thief; these're the stats in parentheses above. He's got leather armor, a *short sword* +1, a magical ring or cloak that improves his AC by 1, and a Dexterity of about 16.

If a particular Merkhant doesn't strike the DM as typical, here are some notes on figuring out the class and level of a randomly generated Miser:

d% Roll	Class	Level
01-10	None	0-level human
11-35	Fighter	2nd-9th level (1d8+1)
36-45	Wizard	3rd-12th level (1d10+1)
46-55	Priest	2nd-12th level (2d6)
56-97	Thief	3rd-14th level (1d12+2)
98-00	Bard	2nd-8th level (2d4)

Note: Merkhant priests are almost always devoted to a power of thievery, avarice, or wealth.

Merkhants'll have ability scores, proficiencies, equipment, and magical items appropriate for their class. It's safe to assume that Merkhants have a score of 13 to 18 (d6+12) in their prime requisite, and possibly another exceptional score in a related ability.

Although some Merkhants may actually be quite competent in a fight, as a rule they prefer to pay other bashers to fight for them. After all, what's jink good for if not to take care of little problems like parties of adventurers? A Merkhant's bodyguards can be almost anything — a very well-paid fiend, a thieves' guild or gang of street toughs, a band of elite mercenaries, or even the captain of the local police who's been passed a little garnish.

HABITAT/SOCIETY: Merkhants'll help each other out of trouble — for a price. Beyond that, they owe little loyalty to each other. It's not uncommon to see three or four Merkhants join forces to embark on some collective enterprise, but odds are that one of 'em's thinking about peeling the others when it's time to count the profits.

Generally, Merkhants find money-making enterprises and try to get their fingers into the pie. They blend in with the local populace, setting themselves up as respected businessmen and

pillars of the community. Given a little time and luck, they'll own a burg lock, stock, and barrel. Some Merkhants prefer to operate through legitimate channels, but others believe that illegal activities're the fastest way to amass wealth. It just depends on the character of the individual.

A Miser's real peery of how he keeps his hoard. He'll try to diversify his wealth through a tangled network of partnerships, loans, and property holdings so that one catastrophic event can't wipe him out. It's also harder for thieves to steal from him when his wealth's counted in ranches on Ysgard or shipping lines in some prime world. A single successful Merkhant's likely to be wealthier than a lot of kingdoms when all his stash's together in one place. However, a Merkhant's almost always got a lot of spending money on hand, buried in hidden vaults, guarded by fierce monsters, or secreted away in magical caches.

From time to time, the Misers'll band together to address issues that affect them all. Their first solution is to throw jink at a problem until it goes away. The negotiations for which one of them spends how much jink can take weeks, but when the sect's collected assets are put to a single use, the results can be quite impressive.

ECOLOGY: Merkhants are normal humans, tieflings, or githzerai, for the most part. It's not unusual to find any stripe of prime among their ranks. They're capable of wrecking or supporting local economies with their jink; in many cases, a Merkhant's investment can greatly benefit an area in need of some hard cash. Misers've also been known to cause depressions or revolutions by pulling their money out from underneath the locals.

THE MERKHANT+ SECT+

FACTION PHILOSOPHY: The Merkhants believe that the accumulation of raw physical wealth'll lead to dominion over the universe. Some people think they're barmy, that there are lots of things that can't be bought or sold, but the Misers just laugh and say that if it can't be bought, it ain't worth having.

PRINCIPAL PLANE OF

INFLUENCE: The Outlands, since trade from all the planes comes through the Land. The Merkhants've got a hidden fortress and vault somewhere in the empty lands near Curst.

ALLIES AND ENEMIES: The Merkhants're on good terms with the Believers of the Source, since they feel that mortals and powers are the same except for the amount of jink they've got, and they also see eye-to-eye with the Fated. On the other hand, the Guvners don't care for the Misers since the Misers don't care what laws get broken in the pursuit of wealth. The Ciphers find the Merkhants to be hopelessly mired in material things and feel sorry for them.

ELIGIBILITY: Any character can become a Merkhant, but he's got to be able to put together quite a stash before the Misers believe he's got what it takes to join their sect. Merkhants can't be of good alignment, since the accumulation of wealth for its own sake is a pretty self-centered activity.

BENEFITS: Merkhants have the special faction benefit of being able to instantly and accurately appraise the worth of any gem or art object.

RESTRICTIONS: Merkhant PCs are expected to refuse any mission that doesn't promise at least a 100% return on the cash investment required. (Any Miser worth her jink takes into account transportation costs, lodging, meals, and garnishes.)



MONSTER OF LEGEND

CLIMATE/TERRAIN:	Any
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Carnivore
INTELLIGENCE:	Per prime-material monster
TREASURE:	G, Z x 2
ALIGNMENT:	Per prime-material monster
<hr/>	
NO. APPEARING:	1
ARMOR CLASS:	0 or better (-6)
MOVEMENT:	Per prime-material monster (18, Fl 30 D)
HIT DICE:	75-150 hit points (120 hp)
THACO:	5
NO. OF ATTACKS:	Per prime-material monster (3)
DAMAGE/ATTACK:	Varies (4d6/4d6/2d10)
SPECIAL ATTACKS:	Varies (roar)
SPECIAL DEFENSES:	Varies
MAGIC RESISTANCE:	Special (80%)
SIZE:	Varies (H, 12' tall)
MORALE:	Fearless (19-20)
XP VALUE:	Special (35,000)

Note: Parenthetical statistics refer to a legendary sphinx. See text for details.

Hydras, chimaeras, gorgons, medusae – any number of bashers have encountered these creatures in the Prime Material Plane, but there aren't so many of 'em out on the Great Ring. In fact, there's usually just one, and that's the archetype for all monsters of that sort, the one they made up all the stories about. Creatures of this type're known on the planes as monsters of legend; they're found throughout the Great Wheel, in places where mighty heroes can try to best them. The hills and gorges of Olympus, the first layer of Arborea, are home to unique examples of each of the creatures above. Similar examples for almost all pantheons can be found in their own celestial or infernal realms.

A monster of legend's very similar to its terrestrial counterpart, but it's usually got even more of what makes its lesser kin dangerous. It's bigger, stronger, meaner, and tougher than any normal member of its species. In most cases, it has enhanced variations of the creature's normal powers or special immunities; for example, a legendary hydra might grow two heads each time one's cut off, or a legendary lion might be completely invulnerable to all slashing and piercing weapons, or the stare of a legendary basilisk might be able to petrify characters who aren't even looking at it. Naturally, this makes a monster of legend a downright dangerous beast to tangle with unless a cutter knows what its special vulnerability is.

Monsters of legend're never randomly encountered or just blundered into. Player characters run across one only when they're seeking it out or it's after them. A PC party might be ordered by a power to retrieve a legendary monster's treasure, or they might need the creature's blood or whatever as an ingredient for a magical mixture. Similarly, a berk's got to find a way to make a power angry to get one of these on his trail.

COMBAT: Monsters of legend are *tough*. They're unique creatures, gifted with special powers and attack modes. The DM should create each one individually and assign it appropriate numbers and abilities. The numbers in parentheses above reflect the stats of a legendary sphinx, guarding an oracle of forbidden knowledge. It's intended as an example of how the DM might stat out a monster of legend.

ARMOR CLASS: At least four places better than a terrestrial equivalent. Normally an androsphinx is AC -2, so this legendary sphinx is AC -6. The DM decides that's pretty tough.

MOVEMENT: The monster's movement rate should be equal to its lesser counterpart's unless there's a good justification for a change. The androsphinx's movement stays the same.

HIT DICE: Monsters of legend have a flat hit point total that should be at least equal to the maximum possible hit points for a normal creature of that type. An androsphinx has 12 Hit Dice, so at a minimum the legendary sphinx should have (12x8) 96 hit points. The DM assigns it 10 hit points per die for 120 total.

THACO: Divide the hit point total by 5 to come up with an approximate number of Hit Dice for the monster of legend. In the example above, the legendary sphinx is effectively a 20-Hit-Die monster. Its THACO and saving throws should be calculated from this total. Table 39 in the DMG lists the THACO for a 16 HD+ monster as 5.

NUMBER OF ATTACKS: Generally the same as a normal member of the species, although a creature such as a hydra or kraken might have more heads or tentacles than normal. In the example of the sphinx, the DM decides that it attacks with two claws, just like an androsphinx, but that it also gains a bite attack since some other varieties of sphinx do.

DAMAGE/ATTACK: Double or triple the base damage of the monster's attacks to reflect the superior size and power of a creature of legend. The androsphinx normally claws for 2d6 points of damage, so the DM doubles it to 4d6 and assigns an arbitrary bite for another 2d10.

SPECIAL ATTACKS: As per the base creature, but possibly enhanced or slightly modified. Androsphinxes have the ability to cast spells as a 6th-level priest, so the DM decides that the legendary sphinx can cast spells as a 9th-level priest and use some of the gynosphinx's spell-like powers to boot. The second special ability of an androsphinx is its roar; the DM decides that the roar of a legendary sphinx has the effects of the third and most powerful roar of an androsphinx, but causes double normal damage and acts as a *horn of blasting*.

SPECIAL DEFENSES: Any special defenses possessed by the normal monster'll be present in the legendary variety, possibly in enhanced form. Even if the creature doesn't normally have any special defenses, a legendary monster almost always has defenses of an unusual nature. Some examples:

- ◆ Complete invulnerability to slashing and piercing weapons, like the Nemean Lion: Hercules slew the beast by strangling it since nothing could pierce its hide.
- ◆ Blood so corrosive or poisonous that any edged weapon damaging the creature must survive an item saving

throw versus acid or be destroyed: Blood splashed on a hero fighting the monster might force a saving throw versus poison to avoid death! Or, optionally, drops of blood spilled on the ground might turn into scorpions, snakes, or some other complication.

- ◆ A coat of shining scales that reflects any magical attack onto its caster, or that *blinds* any hero who gazes on the creature.
- ◆ Complete immunity to a category of attacks: A creature immune to attacks of earth suffers no damage from stone or metal weapons and is immune to elemental earth spells.
- ◆ Invulnerability or complete regeneration while a certain condition persists: For example, a monster might constantly regenerate damage while it's in contact with the earth, but if it's lifted into the air it can be damaged normally. Another monster might be immune to physical damage while the sun is in the sky, and so on.

The DM can be creative, but it's only sporting to leave some weakness or vulnerability for a clever hero to exploit. The search for a means to deal with an apparently invulnerable monster could be quite a challenge for a group of PCs! The DM decides that his legendary sphinx possesses a visage so incredibly beautiful that a hero who sees its face must successfully save versus spell or be *fascinated* and helpless for 2 to 12 rounds. The defense against this special power is a veil of gauze or some other thin fabric worn over the eyes.

MAGIC RESISTANCE: Usually legendary monsters are immune to all spells except those that exploit a certain weakness or vulnerability in the creature. A legendary medusa may be affected by *gaze reflection*, while a legendary hydra might be damaged only by a spell that could physically remove one of its heads – for example, *flame blade* or *disintegrate*.

Since the sphinx is a creature of the desert, the DM rules that it can be damaged only by

spells capable of harming or affecting stone or sand – *stone shape*, *passwall*, *transmute rock to mud*, and the like. He decides that the sphinx suffers 1d6 points of damage per level of the caster when struck by such a spell. Otherwise magic is useless against the creature.

SIZE: As per the normal variety of monster, but slightly larger. An androsphinx is size L (8' tall), so the DM decides that a legendary sphinx is size H (12' tall).

MORALE: Monsters of legend are generally fearless (20). Otherwise, they wouldn't be legendary.

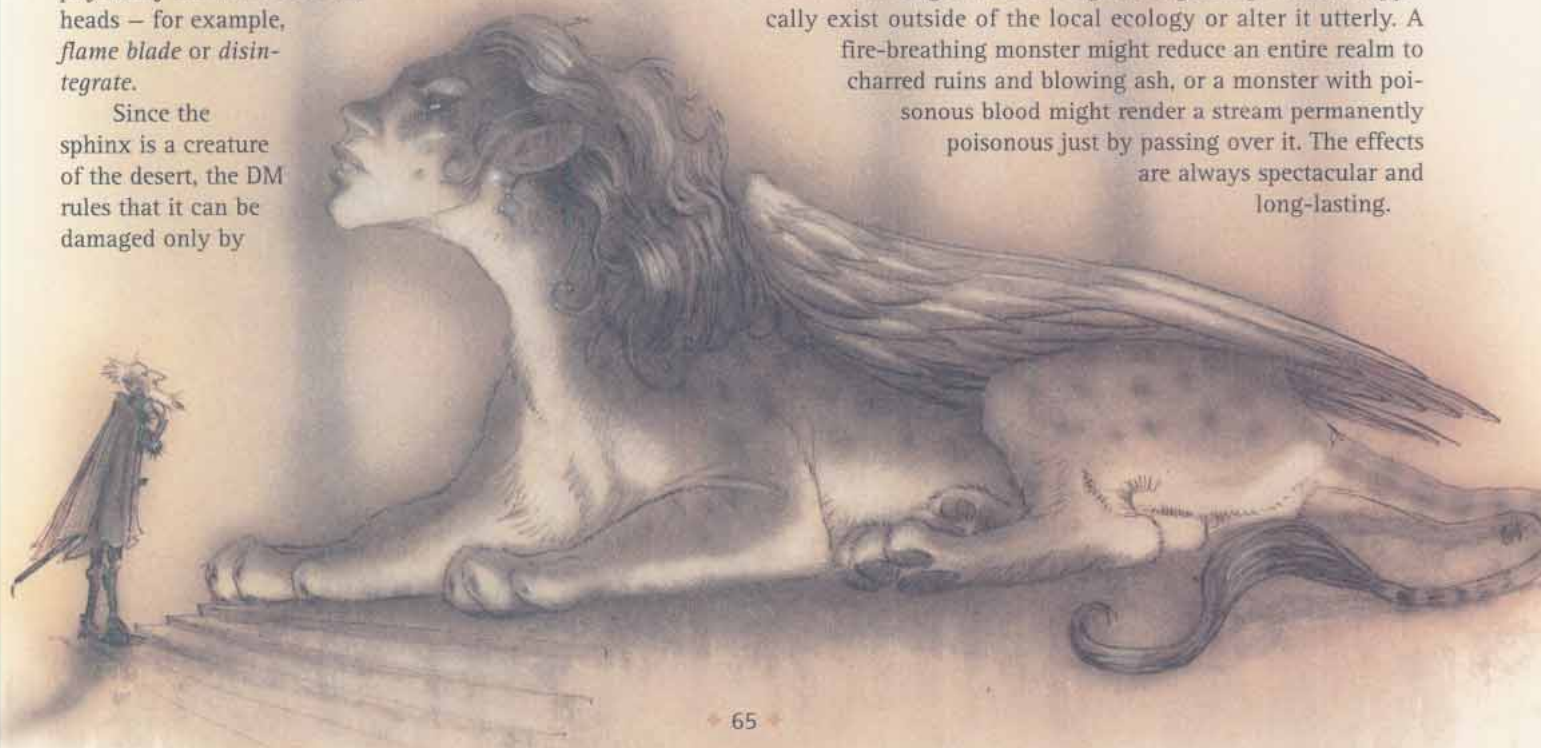
XP VALUE: Generally, about 5 to 10 times the value for the base monster is probably appropriate, depending on how difficult it is to figure out the monster's vulnerability. In the case of the sphinx, the DM multiplies the XP value of an androsphinx by 5 to arrive at a value of 35,000 XP.

HABITAT/SOCIETY: Monsters of legend are closely associated with various pantheons and powers. As often as not, a legendary monster was created by a power to serve some specific purpose. A legendary serpent might be responsible for guarding a magical garden, or a legendary gorgon might have been ordered to destroy a particular realm and then left there to haunt the ruins after its task was accomplished.

Consequently, slaying a monster of legend can be a chancy affair. Even if the heroes are successful, it's possible that the act might attract the attention of the power that placed the beast where it was. Hades'd be profoundly irritated if a band of mortal heroes came along and managed to slay Cerberus, and he'd be likely to look for ways to punish them.

'Course, slaying a monster of legend can win a character great renown, fame, and fortune as well. That's the stuff that stories are made of.

ECOLOGY: As larger-than-life figures, legendary monsters typically exist outside of the local ecology or alter it utterly. A fire-breathing monster might reduce an entire realm to charred ruins and blowing ash, or a monster with poisonous blood might render a stream permanently poisonous just by passing over it. The effects are always spectacular and long-lasting.



MORTAI

CLIMATE/TERRAIN:	Beastlands
FREQUENCY:	Rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Unknown
INTELLIGENCE:	Godlike (21+)
TREASURE:	None
ALIGNMENT:	Neutral good (chaotic)

NO. APPEARING:	1
ARMOR CLASS:	-5
MOVEMENT:	Fl 48 (A)
HIT DICE:	20
THACO:	5
NO. OF ATTACKS:	1 (special)
DAMAGE/ATTACK:	10d6 (special)
SPECIAL ATTACKS:	Wind magic
SPECIAL DEFENSES:	Immune to weapons
MAGIC RESISTANCE:	80%
SIZE:	G (undetermined dimensions)
MORALE:	Fearless (19-20)
XP VALUE:	25,000

Mortai are a mystery of the Beastlands, enigmatic creatures of immense intelligence and power. They keep their own darks close to the chest, but they're glad to help a cutter out with just about any problem he might bring before 'em. Mortai specialize in issues of philosophy, but a clever blood can often direct the conversation the way he'd like it to go and get some useful information out of a mortai.

Also known as the "faces in the clouds," mortai are creatures of the air. They appear as great clouds spanning the horizon, covering miles from side to side and towering thousands of feet into the air. In fact, a basher who doesn't know what he's looking for'll walk right under a mortai without even realizing that the creature is just drifting along a half-mile or so over his head. Most of the time, mortai are happy to remain unnoticed, and can imitate a natural cloud perfectly. But when they want a basher to know they're present, the mortai begin to pulsate with

a golden glow, crackling with immense power like a lightning storm. When a mortai reveals itself this way, great faces of wisdom and beauty begin to appear on the surface of its clouds.

Mortai speak with booming voices of wind and thunder, when they bother to speak at all. They know all languages. Mortai are generally pacifistic creatures, and they'll usually just leave if a mortal tries to pick a fight with 'em. However, they're not so generous with creatures of evil alignment and might decide to teach a nasty sod a lesson.

COMBAT: If a mortai is somehow driven to combat, it can attack once per round with a great bolt of lightning 10 feet in diameter and possibly miles in length. Any creature in the path of the bolt suffers 10d6 points of damage (a save versus spell for half damage applies). A creature standing on the ground when struck by a bolt must make an additional successful saving

throw versus spell or be stunned for 2 to 20 rounds. Mortai can throw lightning bolts all day long if that's what it takes to get their point across to their antagonists.

For most nonfliers, just getting in position to injure a mortai's a serious challenge. Mortai can hover a few hundred feet above the ground, or they can float at altitudes of 20,000 feet or more. Their superior speed and maneuverability almost guarantee that they can leave a situation whenever they want. Mortai are so huge that no physical weapon wielded by a mortal can injure them; a *vorpai sword* +5 just waves through cloud-stuff even if a blood gets close enough to wield it. Only magical spells, dragon breath, or similar effects can cause actual injury to a mortai.

It's not widely known, but mortai have a secret core – a place where their power's collected in one spot, a glowing nimbus of light no more than 10 feet across in the heart of the cloud. This nucleus is vulnerable to enchanted weapons, although it is AC -5. 'Course, finding a sphere 10 feet

across in a cloud encompassing a couple of cubic miles wouldn't be an easy feat, especially if the mortai were throwing lightning at the bashers trying to find the needle in the haystack.

Mortai can command the atmosphere around them with perfect control and precision, duplicating the following spells: *control weather* (3/day), *control winds*, *dust devil*, *fog cloud*, *gust of wind*, *ice storm*, *whispering wind*, and *wind wall*.

They can also call upon their innate magical abilities to use the spell-like powers of *aerial servant*, *air walk* (cast on another creature), *call lightning* (given to another), *conjure air elemental*, *rainbow*, *rainbow pattern*, and *wind walk*.

HABITAT/SOCIETY: Mortai are seemingly godlike in their position, answering to no higher powers. They don't interfere in the lives of mortals and hold themselves apart from affairs on the ground. While a mortai won't initiate contact with humans or the like, it's not averse to aiding a mortal by answering questions or providing information if the cutter approaches it with a bit of respect and asks nicely. To this end, a mortai can use a *legend lore* at will that is always accurate. Mortai occasionally conceal their advice in riddles or provide only part of the answer, but only when revelation of the entire dark'd do the mortal less good than learning some of it himself.

Mortai are known to favor practical jokes, especially on creatures that take themselves too seriously. These pranks're always nondamaging (except to a cutter's pride). Their favorites're creating a small raincloud to follow a sod around for a few days, or plaguing a body with a trailing wind that keeps blowing his hat from his head.

Ecology: There are three theories about what a mortai really is. The first theory's simple, if mind-boggling: Mortai are just manifestations or emanations of the Beastlands, a sentient life-force of the entire plane. The second theory states that mortai are demipowers of air, subservient to sky and storm gods across the Upper Planes. The most likely theory's that mortai are collections of slightly chaotic good spirits. Some bloods claim that a cutter who talks to a mortai long enough'll hear laughter and voices within the cloud, as if unseen presences were listening in.

Mortai don't seem to eat or drink anything, nor do they seem to affect the weather of the Beastlands unless they want to. Mortai've been seen appearing as several different types of clouds, including dark and foreboding storm clouds. Mortai can rain heavily when they want to, and often do so if they're bothered by a particularly obnoxious groundling.

CLIMATE/TERRAIN:	Mount Celestia
FREQUENCY:	Rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Dusk, night
DIET:	Carnivore
INTELLIGENCE:	Supra-genius (19–20)
TREASURE:	G
ALIGNMENT:	Lawful good

NO. APPEARING:	1
ARMOR CLASS:	1
MOVEMENT:	1, Fl 36 (C)
HIT DICE:	5
THACO:	15
NO. OF ATTACKS:	3
DAMAGE/ATTACK:	2d4/2d4/1d4+1
SPECIAL ATTACKS:	Swoop, surprise
SPECIAL DEFENSES:	Invisibility
MAGIC RESISTANCE:	30%
SIZE:	M (20' wingspan)
MORALE:	Champion (15–16)
XP VALUE:	3,000

Noctrals are creatures of Mount Celestia who act as advisers and sages to the other residents of the plane. They're an avian race, resembling great owls with golden eyes. Noctrals delight in showing off their remarkable intelligence, and they can be invaluable sources of information if a cutter doesn't mind being talked down to a little bit.

Noctrals' plumage ranges from dove gray to deep black. In twilight, their feathers cloak them in soft, silent shadow. A noctral stands about as tall as a full-grown man, and its wings span a distance of 20 feet or more. 'Course, a noctral's much lighter than a human of the same height – like all birds, their bones are hollow. Noctrals' faces are heart-shaped, like a barn owl's, and their large eyes have protective inner eyelids.

Noctrals can be found near places of knowledge or power in Mount Celestia. They often befriend archons, aasimon, or exceptional petitioners and spend much of their time providing their companions with the benefit of their advice. This'd grow annoying quickly if it weren't for the fact that noctrals are extremely intelligent – and right more often than not.

COMBAT: Noctrals avoid combat where possible, since they're peaceful and kindly creatures by nature. Although they're physically a match for a minor fiend or a two, noctrals are intelligent enough to realize that powerful fiends or groups of skilled adventurers are far too dangerous to engage directly. When a noctral's confronted by a powerful enemy, it'll almost always retreat to muster help from nearby archons or aasimon and return leading its allies to the fight.

If a noctral does become involved in a physical fight, they're well-equipped to handle it. Like owls, noctrals are powerful and stealthy predators. They fight from the air, using their talons and hooked beak to deal with most foes. If the noctral has 50 feet of room, it can make a swooping attack

once every 2 melee rounds (devoting every other round to maneuvering). When a noctral swoops, it forfeits its beak attack, but gains a +2 attack bonus with its talons and inflicts double damage with a hit. In addition, a swooping noctral is more difficult to strike, and its effective AC drops to –1.

Noctrals have the following special spell-like powers: *invisibility*, *legend lore* 3 times per day (at 15th level of ability), *speak with animals*, and *tongues*. They have a natural *telepathy* ability that they use to communicate with most mortal creatures, with a 1-mile range. The noctral's intelligence allows it to effectively *detect lie* when telepathically conversing with a human or demihuman.

Noctrals are well adapted for night hunting. In total darkness, they see as well as a human does by daylight, and their hearing is about 4 times better than an elf's. Noctrals cannot be surprised in normal nighttime conditions, and are surprised only on a 1 or 2 in full daylight, even when sleeping. Noctrals, like the prime owls they so closely resemble, fly in total silence; their enemies suffer a –6 penalty to their surprise checks if the noctral is aloft and it's dusk or night.

HABITAT/SOCIETY: Here's the chant about noctrals: They're likely to know anything. Knowledge is power, after all, and noctrals know the dark of a lot of things. In Mount Celestia, they're the keepers of lore and the knowers of history. Any decent basher in Mount Celestia can go ask a noctral for help with almost any question. Noctrals are 80% likely to know any historical fact pertaining to Mount Celestia, and 20% likely to be well versed in the history of another plane.

In addition to their knowledge of history, noctrals also have areas of expertise, such as mathematics, astrology, magic, and so on, just like a sage. (In fact, most noctrals've got two or three areas of expertise – their hunger for knowledge is insatiable.) They're 80% likely to know any particular fact in their areas of expertise. As noted above, noctrals love to "help" mortals by sharing their extensive knowledge, so as long as a basher's reasonably polite and patient he's likely to find out what he needs to know. On the other hand, noctrals never share their information when it's clear that it might be turned to evil purposes.

Many noctrals act as advisers to the various powers or celestial stewards of Mount Celestia. Even a power might need a little insight on some esoteric matter every now and then, and noctrals are more than happy to oblige. As a result, some noctrals are under the protection of one of the good powers. A sod as harms one of these noctrals is 50% likely to provoke the direct retribution of the noctral's patron. If the noctral's patron intercedes, it's 95% likely that he or she sends a powerful good servant such as a deva or planetar to the noctral's aid.

ECOLOGY: Don't be fooled by the noctrals' manners and sophistication – they're still predators and need to hunt for their food. Naturally, they hunt only nonintelligent prey, and only when hunger demands it; noctrals don't kill for sport or pleasure. It's not uncommon for a stately noctral to excuse himself from a discourse on some arcane matter and swoop down upon a nearby rabbit, resuming his lesson while he dines.



CLIMATE/TERRAIN:	Acheron, Mechanus, Outlands
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Carnivore
INTELLIGENCE:	Genius (17–18)
TREASURE:	E, R, T
ALIGNMENT:	Lawful neutral (evil)

NO. APPEARING:	1
ARMOR CLASS:	–2 (body)/2 (eyestalks)
MOVEMENT:	Fl 3 (A)
HIT DICE:	8+8
THACO:	9
NO. OF ATTACKS:	3
DAMAGE/ATTACK:	1d8/1d8/1d8
SPECIAL ATTACKS:	Blood drain, gaze, psionics
SPECIAL DEFENSES:	None
MAGIC RESISTANCE:	25%
SIZE:	L (6' diameter)
MORALE:	Champion (15–16)
XP VALUE:	15,000

Primes always seem surprised to learn that there are observers that lair on the Outlands and lawful planes, but it only stands to reason that a monster so widespread as the beholder would've spawned planar offspring. Observers are a lot like the other beholder-kin, concealing a frightening alien intelligence and fearsome magical powers behind a chitinous body. Unlike their more rapacious prime-material kin, observers adhere to a cool neutrality and are often content to leave well enough alone. (Course, that doesn't help the Clueless sod who attacks one of these things, taking it to be a beholder.)

An observer has a spherical body about 6 to 7 feet in diameter, covered with a tough, chitinous shell. The shell's a mottled purple and pinkish color, and can be 2 to 3 inches thick in places. Unlike beholders, observers have three mouths spaced evenly around their lower hemisphere, and three main eyes spaced evenly around their equator. Six minor eyes on stalks ring their dorsal surfaces. Observers support their bodies by means of an innate *levitation* ability.

Observers often create small empires or tyrannies, using their magical and psionic abilities to take control of regions and order them to their own will. Observers are generally more passive than their beholder cousins, and fight only when directly attacked. Unless it's physically threatened, an observer's usually content to use negotiation and manipulation to achieve its ends.

COMBAT: The observer's main body is AC –2, but its mouths, main eyes, and eyestalks are not as well-armored; they're only AC 2. The loss of these organs doesn't count against the observer's own hit points. The main eyes can withstand 10 hp of damage each, the eyestalks 5 hp of damage, and the mouths 15 hp of damage before being destroyed.

The observer's mouths actually consist of powerful, retractable stalks that can reach things up to 5 feet from the main body. If the observer's mouth hits with a roll 4 or more greater than the attack roll needed, it fastens to the victim and begins to drain blood at the rate of 2 hit points per round. When possible, the observer will divide its attacks to drain as many victims as it can.

Although the observer's attacks are formidable, they pale in comparison to its magical abilities. Each of the creature's main eyes projects a powerful ray of telekinetic force that can have one of three effects: First, it can simulate *Bigby's forceful hand*, driving back one creature at the rate of 20 feet per round. Creatures weighing up to 500 pounds can be so affected, and creatures between 500 and 1,000 pounds cannot advance closer to the observer while its gaze remains on them. Creatures over 1,000 pounds can advance only at the speed of 10 feet per round. Second, the gaze of the main eyes can be used to strike telekinetic blows inflicting damage equal to 1d12 points plus the victim's AC. Third, it can automatically deflect all physical missiles fired at the creature from the 120 degree arc in front of the eye. The main eyes have a range of 100 yards.

Each of the six smaller eyes can create the following effects against a single target:

- ♦ *domination* (30-yard range)
- ♦ *enervation* (30-yard range)
- ♦ *fear* (50-yard range)
- ♦ *finger of death* (30-yard range)
- ♦ *magic missile* (3 missiles, 50-yard range)
- ♦ *Otiluke's freezing sphere* (cold ray inflicts 8d4+16 points of damage)

The powerful eyes of observers are the equivalent of a *true seeing* spell to a range of 100 yards, except that the monster can't determine alignment by sight. This means they can't be deceived by illusions or *invisibility*.

As if these weren't enough to lay any sod in the dead-book, observers are also powerful psionics, in possession of potent telepathic and psychokinetic abilities. An observer usually relies on its magical abilities first, but should those fail or a subtler means of attack be required, it'll fall back on mental attacks. Observers enjoy experimenting with telepathic attacks against nonpsionic creatures and take a fiendish pleasure in permanently wrecking a foolish opponent's psyche.

PSIONICS SUMMARY

Level	Dis/Sci/Dev	Attack/Defense	Score	PSPs
10	4/5/15	All/All	16	230

Observers have the following psionic powers:

- ♦ Psychokinetic – Sciences: telekinesis. Devotions: animate object, inertial barrier.
- ♦ Psychometabolic – Devotions: body control, cause decay, chameleon power, double pain.
- ♦ Telepathic – Sciences: domination, mindlink, probe. Devotions: attraction, aversion, contact, ESP, invisibility, mind bar, phobia amplification.

- ◆ Metapsionic – Sciences: psychic surgery. Devotions: psionic sense, psychic drain.

HABITAT/SOCIETY: Fortunately, observers aren't social creatures.

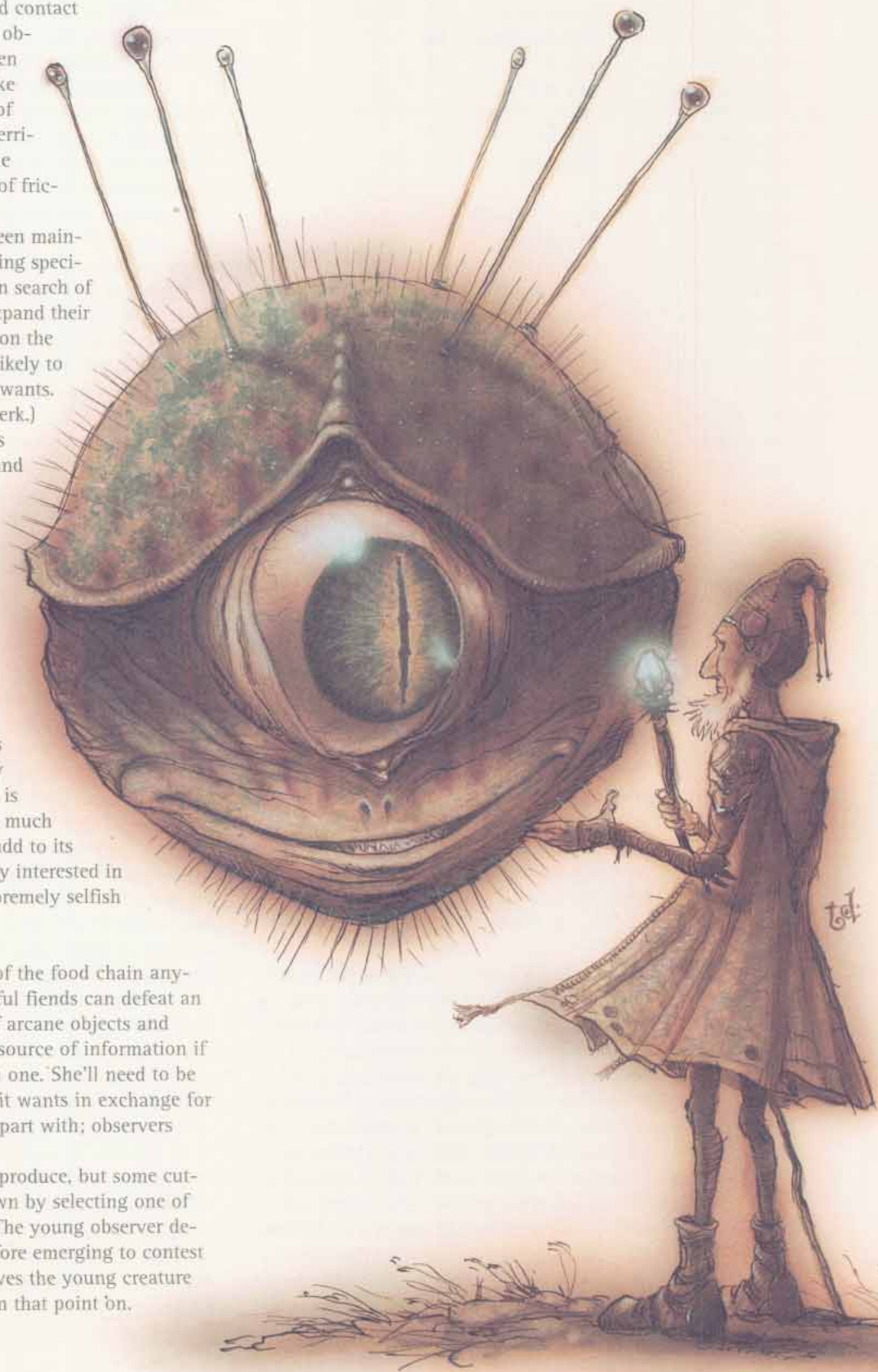
They can't stand each other and avoid contact with others of their kind. It's rare for observers' rivalries to break out into open conflict, but it's not unheard of. Unlike the xenophobia that forms the basis of prime-material beholders' conflicts, territoriality and fierce competition for the same resources are the main sources of friction between observers.

Observers divide their time between maintaining a realm ordered to their exacting specifications and wandering the cosmos in search of knowledge and power necessary to expand their domains. When an observer's abroad on the planes, it's far more passive and less likely to attack cutters who have something it wants. (That's why they call it an observer, berk.) However, its attitude changes once it's back on its own home turf. Patience and tolerance have no places in the observer's territory, and it ruthlessly attacks and eliminates competitors or intruders.

So, what's an observer's domain like? Observers have a strange, alien set of values and ideals. They'll dominate or psionically alter any living thing in their territory to make it their slave. This means that an observer in its home is likely to be defended by a small army of mind-wiped minions. The creature is also fascinated by wealth and spends much of its time encouraging its slaves to add to its hoard. Despite this, it's not necessarily interested in malice for its own sake – it's just supremely selfish and paranoid.

ECOLOGY: Observers are near the top of the food chain anywhere they go. Only the most powerful fiends can defeat an eye tyrant. Observers are hoarders of arcane objects and knowledge, and can be an excellent source of information if a cutter's willing to risk dealing with one. She'll need to be able to offer the monster something it wants in exchange for any darks she wants the observer to part with; observers don't give anything away for free.

It's not known how observers reproduce, but some cutters've speculated that observers spawn by selecting one of their slaves to carry a parasitic egg. The young observer devours its host from the inside out before emerging to contest its parent's dominion. The parent drives the young creature out of its territory and ignores it from that point on.



PROLONGER

CLIMATE/TERRAIN:	Any
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	High-Genius (11-18)
TREASURE:	D, X, U
ALIGNMENT:	Any evil

NO. APPEARING:	1 (1-4)
ARMOR CLASS:	Varies (0)
MOVEMENT:	9
HIT DICE:	Varies (9d6+10)
THACO:	Varies (15)
NO. OF ATTACKS:	Varies (1)
DAMAGE/ATTACK:	By weapon
SPECIAL ATTACKS:	Energy drain
SPECIAL DEFENSES:	Magical items
MAGIC RESISTANCE:	None
SIZE:	M (5'-6½' tall)
MORALE:	Unsteady (5-7)
XP VALUE:	4,000 at 9th level, plus 1,000 per additional level (10th: 5,000; 11th: 6,000, etc.)

Note: Parenthetical statistics represent a typical Prolonger. See text for details.

Who really wants to find out what happens when a sod's body and spirit part ways? Sure, everyone says that a cutter wakes up in some new plane or another as a petitioner, but how does any single person know – really know – that's what's going to happen to him? What if it's all a grand peel? Or if the chant's straight, but a blood's bound for infernal regions when his name's written in the dead-book? Why take the chance? A blood's best off cheating the Pale Horseman as long as he can, no matter what it takes. Giving Death the laugh, now that's the way to do things. Myself, I haven't died in more than 50 years, and I'll put it off another 50 years if I can. You'd be wise to do the same.

– Doruzed Grayblade, Prolonger rogue

The Prolongers – also called Cheaters – are a secret brotherhood of cutters who believe that life is the only point to living, and that death is the end, or the doorway to a dark and frightening eternity. Now, these views aren't uncommon, but the Prolongers are unusual in that they *do* something about it. They resist death by every means at their disposal, imbibing *potions of longevity* and *elixirs of youth* anytime they can, seeking to protect themselves with complicated *contingency* spells or *rings of regeneration*, and so on. Even if a Prolonger should get himself Lost, he's got a pact with the others to make use of *rings of wishes*, *clones*, or *rods of resurrection* to make sure a Cheater's spirit doesn't go gentle into that good night.

All of this isn't too unusual – after all, any mage worth his salt can live as long as he wants, usually – but there's one

more dark about the Cheaters that makes them hated and feared wherever they go. See, like the incantifers, they've taken their beliefs over their humanity. When a blood becomes a Prolonger, he's altered so that he can use the life force of other people to keep himself alive. No one's sure how this is done, but a Cheater's not remotely human anymore, regardless of what he says or thinks.

Prolongers come from any walk of life, but most of them are human as opposed to gith, elf, or what-have-you. It seems the terror of mortality runs deep in humans. Since a Prolonger's life could be jeopardized by common knowledge of his allegiances, he'll try to keep his nature secret. Prolongers look just like they did before they unnaturally extended their life spans, and can blend in anywhere they could've before. There are only two things that mark Cheaters: First of all, their eyes are cold and dead, since cutters can't hide the age of their spirits; second, they're scared. Living in dread of death from moment to moment makes them creatures of misery and fear. Their laughter's forced and uncomfortable, they start at loud noises, and most of all they're cowards to the core.

COMBAT: Prolongers retain their class and level, but their transformation into Cheaters makes them incapable of further advancement, just as if they'd become undead. Because a cutter's got to find a way to live a couple of centuries before attracting the brotherhood's attention, most candidates are high-ups by the time they agree to become Prolongers. A typical Cheater's a character of 10th to 19th level (d10+9), with the appropriate abilities. Rogues and mages are the most common types of Prolongers, but a few warriors and bards can be found in their ranks. Prolonger priests're unheard of – the depth of disbelief necessary to be a Prolonger just isn't compatible with the faith required to be a priest.

Over their extended lives, Prolongers gather a lot of defenses and magical items. A Prolonger's almost never found without magical protections such as rings, cloaks, or bracers that drop his effective AC to 0 or better. A typical Cheater appears in parentheses above; she's a 14th-level thief, with *leather armor* +3, a *ring of protection* +2, and a *Dexterity* of 17, for a total AC of 0. She's probably got other defensive magic such as a *cloak of the bat*, a *ring of regeneration*, or a *necklace of adaptation*. If it might save her from dying, she's interested in owning it.

The most unique and dangerous power of Prolongers is their ability to perform an *energy drain*, similar to that of some types of undead. Once per week, the Cheater can drain one level per round of continuous contact. Each level drained removes one year of age from the Cheater. The victim gets a saving throw versus spell with a -2 penalty to resist losing a level. The process halts if the victim breaks contact with the Prolonger, so the Cheater prefers to use this ability against a helpless or restrained target. Against a target that's free to struggle, the Cheater has to make a successful normal attack to begin using the ability, and continue to make an attack roll with a -4 penalty each round to keep her hand on her victim.

HABITAT/SOCIETY: Prolongers aren't really a faction, or even a sect; there are a lot of Cheaters who don't know anyone else like themselves, having developed their means of cheating death on their own. Those who are aware of other Cheaters regard themselves as an elite brotherhood or club, with no particular agenda or common causes. It's extremely unusual to run across more than one Prolonger at a time, but it's quite common to find a Prolonger with a group of hired swords and spell-slingers to protect him. In fact, it's not unheard of to find a Prolonger as a member of one of the more open-minded factions.

Prolongers rarely stay in one area for long, since their vampiric life-theft's hard to hide for any amount of time. Since they're terrified of dying, most Prolongers avoid combat and try to lure their chosen victims into situations where they can be rendered helpless without a fight—for example, using magic or paralytic poisons to take the fight out of a cutter before he knows what hit 'im.

Once a Prolonger's selected a victim, he'd rather drain him dry and dispose of the body instead of trying to make three or four kills for the same results.

Therefore, they like to go after bloods of exceptional energy and vitality (that is, characters who can provide several years of counter-aging at one time instead of croaking after one level loss.)

Prolongers tend to provoke extreme reactions from people who discover what they are. The Mercykillers, Believers of the Source, and Harmonium have no room in their hearts for a blood who takes life from others to sustain himself. The Dustmen regard Prolongers as an abomination, a blight upon the multiverse to be hunted down and sent to death's cold embrace. On the other hand, neutral or evil members of the Athar, Bleak Cabal, and Fated admire a cutter who can give death the laugh.

Ecology: Prolongers've passed beyond the normal cycles of life and can't rightly be called natural beings anymore. A side effect of using their life-draining power is an accelerated depletion of that stolen energy. Most Prolongers age 10 times faster than a normal person, which forces them to steal a sod's life-force once every 4 or 5 weeks just to keep from growing older.

It's rumored that the Prolongers' secret transformation is a pact of service to a power of death. In other words, they cut a deal for Death to leave them be, and make sure he stays busy with substitute lives. Other folks say that Prolongers exchange part of their being for the stuff of the Demiplane of Shadow, becoming living *shades*. The Prolongers certainly aren't rattling their bone-boxes about their methods, and they often go to efforts to silence cutters who ask too many questions.

GOT 'IM.
HE'S BEEN
ON OUR LIST
FOR YEARS.

—TORANNA ENDWAITH,
DUSTMAN,
ON THE MURDER OF
DORVED
GRACEBLADE



QUILL

CLIMATE/TERRAIN:	Any brush or scrub
FREQUENCY:	Uncommon
ORGANIZATION:	Family
ACTIVITY CYCLE:	Night
DIET:	Omnivore
INTELLIGENCE:	Animal (1)
TREASURE:	None
ALIGNMENT:	Neutral

NO. APPEARING:	1-6
ARMOR CLASS:	5
MOVEMENT:	6
HIT DICE:	3
THACO:	17
NO. OF ATTACKS:	1 bite, 1 tail
DAMAGE/ATTACK:	1d3/1d6+1
SPECIAL ATTACKS:	Throw quills
SPECIAL DEFENSES:	Quills
MAGIC RESISTANCE:	None
SIZE:	M (4' long)
MORALE:	Unreliable (2-4)
XP VALUE:	270

Quills are natural animals native to some of the most inhospitable reaches of the Great Wheel. They're common enough in grassland or scrub all over the Outlands, but they're also found in places where it doesn't seem possible for a herbivore to exist. A body can run across a quill in the howling tunnels of Pandemonium, the iron battle-plains of Acheron, the fiery waste of Avernus, or the war-torn Plain of Infinite Portals.



A sharp basher can make a meal of a quill when his rations're running low and there's nothing else to eat. He's just got to be a little careful about catching his dinner.

Quills look like large porcupines, but their spiny hide alternates with bands of tough, thick, leathery skin like an armadillo's. A quill's spines are much larger and more dexterous than a porcupine's – each clump is rooted in a small but powerful muscle that can twitch and agitate the spines with surprising strength and speed. The creature's tail is long and strong, with a dense clump of spines at the end. The quill's been known to kill a human in mail armor with a single blow of its tail.

Quills are voracious foragers and grazers who'll chew their way through anything given enough time. They'll eat razorvine, bloodthorn, or even chew on ironmaw roots, let alone less formidable vegetation such as grass or brush. Quills aren't real tasty, but they're better than nothing, and most fiends'll try to kill and eat one if they're hungry. 'Course, minor fiends like spinagons or imps are better off looking for an easier meal.

COMBAT: Quills don't normally initiate combat. When they encounter anything that looks human or demihuman, they're inclined to keep a moderate distance and go about their business. If some addle-cove persists in trying to get too close, the quill's first lines of defense are its throwing spines. Each round, the quill can fire 1 to 4 spines at any target within 20 feet, with a THACO of 20 (they're not terribly accurate with fired spines.) The spines each inflict 1 to 3 points of damage per hit, and stick in the victim. (See below.)

If that doesn't deter an aggressor, the quill defends itself with its bite and its tail lash. The bite's not much to worry about, but the tail's capable of killing a full-grown human. A blow from the tail inflicts 1d6+1 points of damage, and leaves 0 to 3 (1d4-1) spines stuck in the victim. The quill can't fire spines and make its melee attacks in the same round.

Attacking the quill bare-handed or with natural weaponry's a bad idea. Each time the attacker scores a hit, the quill counterattacks with 1d4+1 spines, which each inflict 1 to 3 points of damage per hit. Even striking the creature with a hand-held melee weapon creates a counterattack of 0 to 3 spines (1d4-1). These incidental attacks strike with a THACO of 20, and any spines that hit stick in their target. The quill can be safely attacked with missiles or thrown weapons.

Fighting a quill's likely to mean that the attacker has a few spines stuck in him by the end of the combat. Quill spines are wickedly barbed.

Removing a spine causes 1 point of damage unless the character pulling the spine out passes an unmodified healing proficiency check or a Dexterity check at a -4 penalty. Leaving the spine in the wound prevents the wound from healing and activates a cumulative 10% chance per day that the wound festers. Festering wounds cause 1 point of damage per day per wound unless the victim survives a saving throw versus poison, and they continue to do so until the victim succeeds with three consecutive saves or is treated with *cure disease*.

HABITAT/SOCIETY: Quills usually gather in small family groups, comprising a mated pair and several offspring of various ages. (Very young quills have just 1 Hit Die, and their spines are too soft to do any real damage, although they still hurt.) Quills aren't particularly aggressive or territorial, and quickly withdraw from a confrontation with a predator.

Quill spines can be modified for use as blowgun darts or other light weapons. With a successful check of the armorer proficiency, a basher could fix spines to his armor anywhere he's wearing a level plate, such as his shoulders, knees, or elbows. The DM can decide how effective a deterrent this might be – generally, the spines *look* dangerous but offer no measurable combat effect.

ECOLOGY: Quills're very useful because they take otherwise indigestible plant life and turn it into marginally digestible meat. Quill meat may not taste good, but it'll sustain life, and in some quarters of the Lower Planes, it's actually considered a delicacy. Quills are naturally reclusive and usually forage only by night, so they can be harder to find than a cutter'd think.

Quills typically nest in labyrinthine earth burrows not much bigger than 1½ to 2½ feet in diame-

ter. If they're anywhere near their burrow when danger threatens, they're likely to go to ground and wait it out. Even a determined fiend'll think twice about trying to pull a quill out of its burrow.

RAGER (SECT+)

CLIMATE/TERRAIN:	Any
FREQUENCY:	Rare
ORGANIZATION:	Band
ACTIVITY CYCLE:	Any
DIET:	Carnivore
INTELLIGENCE:	Low-Very (5-14)
TREASURE:	P, L, Q
ALIGNMENT:	Any chaotic

NO. APPEARING:	1-8
ARMOR CLASS:	Varies
MOVEMENT:	12
HIT DICE:	3d10 to 8d10
THACO:	Varies
NO. OF ATTACKS:	Varies
DAMAGE/ATTACK:	By weapon
SPECIAL ATTACKS:	Berserk
SPECIAL DEFENSES:	None
MAGIC RESISTANCE:	None
SIZE:	M (5'-7' tall)
MORALE:	Champion (15-16)
XP VALUE:	3 HD: 270 4 HD: 420 5 HD: 650 6 HD: 975 7 HD: 1,400 8 HD: 2,000

Life is battle, from the moment we are born to the final beat of our hearts. A warrior can't be measured by how much money he has — hah! I spit on money! Cowards and weaklings can hoard gold. A warrior can't be measured by some leatherhead's philosophy — I spit on philosophy! It's the pastime of those who are afraid to act! No, young hawk, there is only one thing to life, one reason for you to be. You are here to try your strength in battle. If you are worthy, if you are strong, if you are brave, you will survive. If not . . . then you were a coward and a weakling.

— Ulfgang Skardall, Rager of Ysgard

Ask any blood in Sigil, and she'll tell you that the Ragers are a band of adde-coved bashers who're a menace to anything in their path. Then she'll tell you what she *really* thinks, in words that can't be repeated here. What's there to say about a gang of glory-seekers who believe life's one battle after another? Stand up to a Rager, and a cutter's got a duel to the death to deal with. Let him blow on by, and a cutter's got to live with a fountain of scorn and ridicule. Ragers might just be some of the most annoying berks in the multiverse, and they're proud of it.

The Ragers probably got their start somewhere in Ysgard, but they're more widespread now. They turn up just about anywhere. Not too long ago, the Ragers built a great arena in Sigil's Lower Ward, and they looked like they were on their way toward becoming a faction. But in an unprecedented spree of random bloodshed and violence, they managed to anger every other faction in the Cage. The Ragers were declared too leather-headed and dangerous to stay in Sigil and

were thrown out of the Cage one by one. And one by one they've been coming back, demanding honorable combat with whatever cutters happened to throw them out. Most bloods get a headache just thinking about the Ragers.

So, how did such an unpopular band ever get so large? Well, there's no dark to the fact that an old Rager's rarer than a toothless tanar'ri. They lead lives that're nasty, brutish, and short, picking one fight after another until finally some high-up gets bothered on the wrong day and squashes one like a bug. It's a sad statement about the quality of heroes today that there's always another berk with more muscles than brains, his head filled with dreams of glory and conquest, who's willing to sign up.

Ragers come in all shapes and sizes, but as a mark of their beliefs they tattoo themselves with records of all of their personal victories. They range from hulking axemen to slim, graceful fencers — any school or method of personal, hand-to-hand combat is possible among a gang of Ragers. In addition to their tattoos and obvious armament, Ragers also wear red cloaks, capes, or shirts to distinguish themselves.

COMBAT: The typical Rager's a warrior of 3rd to 8th level (1d6+2), although it's always possible to run across less or more experienced individuals. Usually, a cutter's got to have a minimum level of skill to survive the faction's philosophy early on — 1st-level Ragers don't live very long. On the other hand, Ragers of higher level just aren't that common because sooner or later every Rager meets his match.

Ragers often have exceptional ability scores, since only the best warriors stand a chance of surviving within their ranks. There's a 50% chance that any given Rager has a score of 15 to 18 (14+1d4) in either Strength, Dexterity, or Constitution, with the appropriate bonuses. There's a 25% chance that a Rager is a weapon specialist, with the appropriate extra attacks and bonuses. A Rager's THACO improves with his level, as normal for a fighter.

Ragers scorn the use of magical weapons or armor, relying on their own strength, speed, and skill to carry them through. From a Rager's point of view, the fight isn't fair unless it's *mano a mano*, one on one, with no props or crutches for either warrior. However, Ragers also believe in fighting fire with fire, and a Rager *will* use an enchanted weapon if he plans to take on a foe who can be damaged only by such a thing. In a similar light, Ragers refuse assistance such as *bless* or *haste* spells that unnaturally augment their fighting ability.

Ragers are normal warrior NPCs in all regards, except for their ability to *berserk*. When a Rager engages in battle with a worthy foe (or a sufficient number of unworthy foes, for that matter) he enters a mystical battle rage. While berserk, the Rager gains 1 extra attack per round and inflicts 1 additional point of damage with each attack. He gains a 90% immunity to all mind- or emotion-based effects, such as *fear*, *scare*, *charm*, *hold*, and the like. Finally, the Rager gains the power to ignore wounds, and can fight on after being reduced to 0 hit points. In fact, the Rager doesn't fall until reduced to -10 hit points plus his level, so a 5th-level Rager can fight until he reaches -15 hp (at which point he's dead).

The Rager's berserk state doesn't allow him to engage in any actions except moving toward his chosen foe and attacking him until he drops. He can't choose to retreat, take a breather, or even fire missiles. He can only fight until there's no one left to oppose. The Rager's berserk state does allow him to tell friend from foe, although two berserk Ragers might turn on each other just for the joy of battle. When the berserk rage wears off, the Rager collapses; if he's been reduced to a negative hit point total, he begins to lose 1 hit point per round until dead. (See the optional rule "Hovering on Death's Door," in the "Character Death" section of the "Combat" chapter of the *DMG*.)

HABITAT/SOCIETY: Ragers constantly test themselves and everyone around them. In their own words, they want to know whether a basher's got "the heart of a warrior, or the liver of a coward." A Rager sees no honor in fighting someone weaker than himself, and won't issue a challenge to *everyone* he meets — just the bashers that look about as tough as or tougher than himself. Ragers never attack without issuing a ritual challenge and offering their potential opponent the opportunity to decline on the spot, acknowledging the Rager's superior strength and honor. Therefore, it's possible to avoid a duel with a Rager by a little shameless begging, pleading, or weeping. Of course, a Rager's free to defend himself immediately without any rigmarole if suddenly attacked.

A group of Ragers traveling together won't attack en masse; rather, the individuals prefer to undertake honor matches with any bloods they run across. One Rager at a time will challenge, and a cutter who won't back down might have to fight every one of the Ragers before he gets his point across.

Fortunately for the rest of the multiverse, Ragers spend a great deal of time challenging and killing each other.

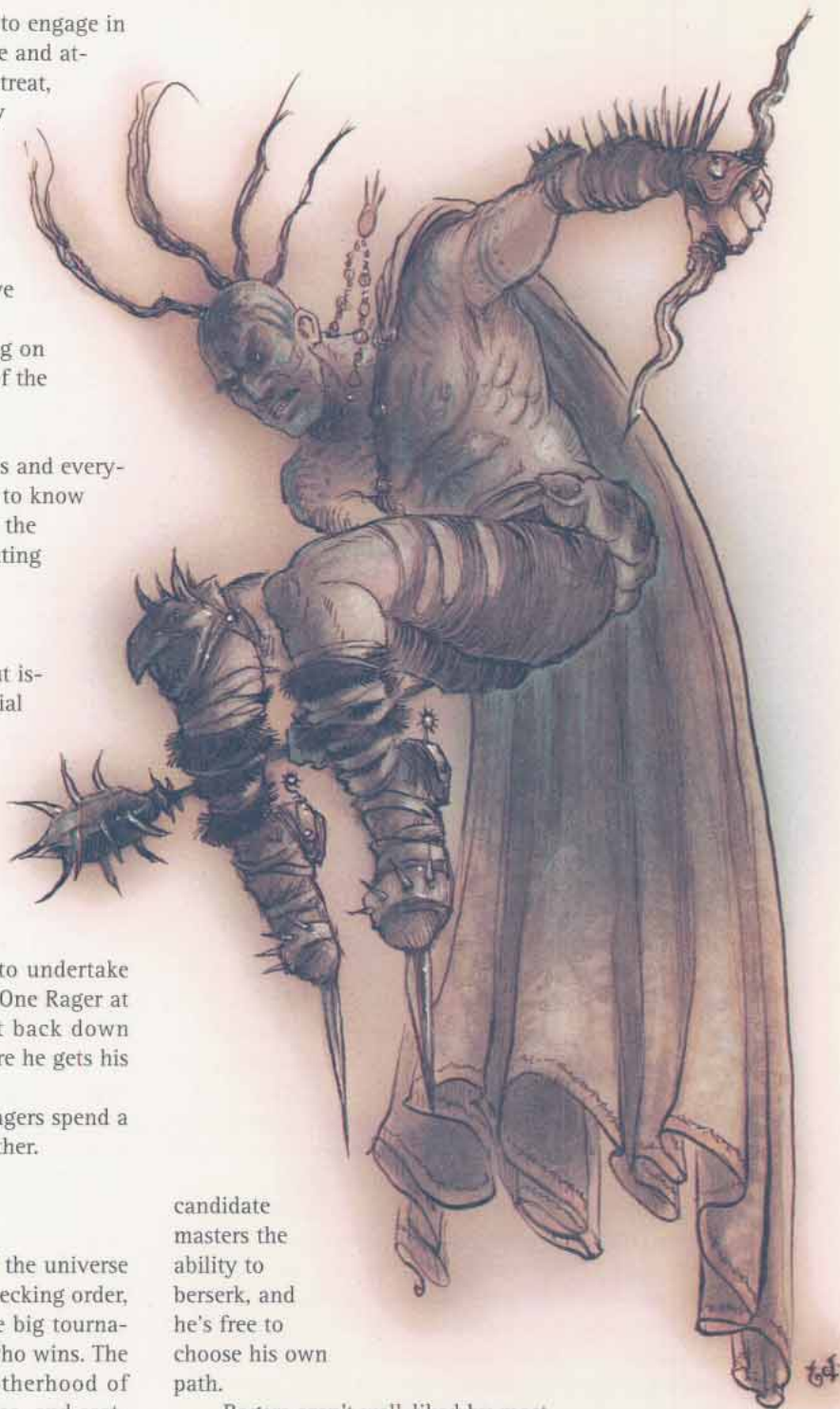
THE RAGER SEC+

As noted above, Ragers believe that the point of the universe is to find out where a body stands in the cosmic pecking order, and that the way to do that is to treat life as one big tournament ladder: Challenge the next blood, and see who wins. The Ragers (actually, they call themselves the Brotherhood of Glory) are common in Ysgard, Limbo, and Arborea, and scattered throughout the rest of the planes.

Bloods who want to join the Ragers must first defeat one of the Brothers and take his place. Once that's done, the prospective candidate is paired with an older, wiser Rager for a year of study and training. During this time, the student and master are considered off-limits to challenges from other Ragers, although they can still take on any other bashers they run across. At the end of a year of training, the prospective

candidate masters the ability to berserk, and he's free to choose his own path.

Ragers aren't well-liked by most common folk; after all, they're violence waiting to happen. They're on excellent terms with the Doomguard, Xaositects, and Fated. On the other hand, they're regarded as dangerous lunatics by the Harmonium, Guvners, and Mercykills. Some of the powers of Ysgard and any deity whose portfolio deals with personal combat or battle tend to look favorably upon the Ragers, so long as it's not their own proxies the Ragers're killing.



RAZORVINE

CLIMATE/TERRAIN:	Any
FREQUENCY:	Common
ORGANIZATION:	Patch
ACTIVITY CYCLE:	None
DIET:	Sun, soil
INTELLIGENCE:	Non- (0)
TREASURE:	None
ALIGNMENT:	Neutral

NO. APPEARING:	2-20 vines
ARMOR CLASS:	5
MOVEMENT:	0
HIT DICE:	5 hp per vine
THACO:	20
NO. OF ATTACKS:	Special
DAMAGE/ATTACK:	1d3, 1d4, or 1d6 + special
SPECIAL ATTACKS:	None
SPECIAL DEFENSES:	None
MAGIC RESISTANCE:	None
SIZE:	M (12'-20' long)
MORALE:	None
XP VALUE:	35 per vine

Razorvine's a fact of life in Sigil and on some of the Lower Planes. It's a black-leaved creeper or ivy with an exceptionally sharp-edged stem hidden under the lush foliage. The plant's capable of surviving almost any conditions, and flourishes in most environments – regardless of the quality of soil, atmosphere, rainfall, or light. Razorvine can grow several feet in a single day, and can cover a small building or untended wall in a week. There are few creatures as can stomach razorvine, so its growth is often unimpeded by natural means.

A single razorvine plant can have anywhere from 2 to 20 separate vines, all linked to a common root system. The vines twist and intertwine in diabolical knots, so it's nearly impossible to tell how many vines a body'd have to cut to actually get through a patch. Normally, any vines on one surface all belong to one plant, but a very big area like a castle or mountainside might be home to several dozen distinct patches of razorvine, whose edges intermingle with each other.

The razorvine's leaves are small, heart-shaped, and so dark as to be nearly black. They grow in dense clumps near the stem on short, wiry sprigs. The leaf-edges are serrated, but they're actually completely harmless – the stems are the real peril. A razorvine stem is triangular in cross-section, with three elevated, iron-hard ridges like sword-blades running along the stem. These ridges are the weapons of the razorvine, and they'll lay a sod's arm open from wrist to elbow if he's not careful with the stuff.

COMBAT: Razorvine don't move, it's not intelligent, and any berk can avoid the stuff simply by giving a patch a wide berth. So why's it so dangerous? Because a basher who falls into the stuff without good steel between him and the razors'll probably bleed to death from dozens of long, deep cuts before he pulls himself free of the patch.

Generally, razorvine can inflict damage in one of three ways. First, bashers trying to handle the stuff or brush past it're likely to get cut; second, bashers trying to slash through or cut back the vines might get cut; and last, sods falling into a patch bodily will *definitely* get slashed.

Handling razorvine includes trying to carefully wade through a patch, reaching into a plant to retrieve something, or trying to climb a section of wall covered by the stuff. Each round that the berk keeps at it, he has to make a successful saving throw versus death magic or Dexterity check (DM's choice, whichever is more appropriate to the situation) or suffer 1d3 points of damage, plus his base Armor Class.

Hacking through razorvine's almost as dangerous, because the tightly-twisted vines are under tension – when a vine's cut, it recoils and might slash the basher who just severed it. Each vine a character severs with a hand-held tool or weapon gets a single attack versus the berk's normal AC. If it hits, the basher takes 1d4 points of damage plus his base AC, with no saving throw allowed. Anybody caught in the razorvine takes damage, too.

Last but not least, falling into a patch of razorvine inflicts 1d6 points of damage plus the sod's base AC, with no saving throw or attack roll needed. ('Course, the sod might've had a saving throw to avoid falling in the first place, but that depends on the situation.) Once a basher's in a patch of razorvine, he takes no more damage *unless he moves*. Each round that he tries to maneuver or extricate himself, he suffers full falling-in damage all over again. Normally, it'll take a basher 1 to 3 rounds to get himself out of a razorvine patch.

A basher's base AC is his armor without Dexterity adjustments, shield, or magical adjustments that don't actually cover his whole body or rely on misdirection. For example, casting a *blur* spell on some sod won't help him at all in a razorvine patch, but casting an *armor* spell will. A *ring* or *cloak of protection* helps prevent damage, but *bracers of defense* or *boots of striding and springing* don't.

Each vine has 5 hp and is AC 5. Only Type S weapons damage it. Cutting half the plant's vines can clear a path or free a comrade; cutting all the vines clears the plant from whatever it's growing over. It'll return in a few days unless the roots are pulled up and destroyed.

Razorvine is unusually resistant to fire and burns very poorly. Most normal fires blacken and harden the stems while burning off the leaves, which doesn't help to get rid of the stuff. Only magical fire can actually damage the stems.

HABITAT/SOCIETY: Razorvine seems to grow everywhere. As noted before, it's especially common in the Cage and in some of the infernal regions of the Outlands or the Lower Planes. Razorvine's actually got a few uses. First of all, patches of razorvine are as good as sentries for keeping unwanted intruders out of places they're not welcome. A new razorvine plant can be started with a few small cuttings from a healthy vine, and with a little training the stuff can cover walls or seal off doorways.

Razorvine's generally inedible to humanoid life, but some animals such as fhorges or quills can actually chew, swallow, and digest the stuff. Therefore, it can be used as forage for specialized livestock. Razorvine leaves can also be made into heartwine, but so far the process is a closely-guarded secret of the vineyards of Curst.

Razorvine cuttings can be dried and used as firewood (once the branches die, they become brittle and more inflammable) or, with a treatment of oil, be preserved as flexible, razor-sharp ropes, whips, or cords. Binding someone with razorvine cord inflicts damage as noted under handling razorvine, but as long as the victim doesn't struggle he takes the damage just once. Trying to wriggle out of the bonds causes another damage check. A razorvine garrote is a particularly nasty device, which adds razorvine damage to the normal damage inflicted by a garrote.

ECOLOGY: No one knows for certain where razorvine came from or how it can grow so fast under any

conditions, but it seems clear that the stuff's got an infernal look to it. Razorvine was probably brought to Sigil from some toxic jungle in the Abyss, and it just took. Merchants and other cutters interested in extra security have been bringing razorvine cuttings with them to the Outlands, planting the vines on whatever they wanted kept safe, and then learning just how virulent razorvine growth really is. Chant is they recently had a sod drawn and quartered in Ribcage for trying to smuggle cuttings in after they'd just finished clearing the town of the stuff.



CLIMATE/TERRAIN:	Any
FREQUENCY:	Uncommon
ORGANIZATION:	Band
ACTIVITY CYCLE:	Day
DIET:	Carnivore
INTELLIGENCE:	Average (8-10)
TREASURE:	B, individuals J,K,M
ALIGNMENT:	Lawful evil

NO. APPEARING:	3-24
ARMOR CLASS:	3 (8)
MOVEMENT:	9
HIT DICE:	2+4
THACO:	19
NO. OF ATTACKS:	2
DAMAGE/ATTACK:	By weapon +2
SPECIAL ATTACKS:	None
SPECIAL DEFENSES:	Fading
MAGIC RESISTANCE:	None
SIZE:	M (6'-7' tall)
MORALE:	Steady (11-12)
XP VALUE:	175

You're not so tough. I wonder what's under that cowl?

— Desimar Goldawn, Clueless, to an unidentified reave

Oh, yeah? I wonder how your face'll look wrapped around my morning star, berk. (CTHUNKK!) Hmmn, not too good. I thought that'd be the case.

— The reave's reply

The reaves are a race of violent marauders and plunderers who live for battle and pillage. They've been wandering the planes for centuries now, preying on the weak and defenseless wherever they find them. Bands of reaves like to hire on with any blood who has the jink for their services, as long as the job involves leg-breaking, arson, and general mayhem. When a reave can't call himself a mercenary, he'll "freelance" for a living until he finds "employment" again. Since there's always a basher who needs some extra muscle, reaves're fairly common anywhere there's a need for enforcers or professional highwaymen and brigands.

Reaves're true planewalkers, like fiends or devas. They can travel to the Astral by willing themselves there, and enter the top layer of any plane the Astral touches. This means that they're capable of hit-and-run tactics that most of their enemies can't respond to. Especially brazen reaves've even raided into Mount Celestia, Bytopia, and Arcadia, retreating to the Astral before the defenders of these planes muster their response. This natural ability makes reaves valuable to anyone who needs violence done in another plane.

The chant is the reaves're natives of Acheron, but this isn't strictly true. A thousand years ago or more, a great general brought 100,000 reave warriors to one of Acheron's wars from some unknown prime-material world. The First-comers were largely exterminated in the genocidal war, but enough

survived to prosper and continue their race. It didn't take the reaves long to figure out that Acheron's opportunities were limited, and bands of reaves've been setting out from there to find their fortune elsewhere ever since.

Reaves are large, powerful humanoids equal in size to a mighty human warrior. They've got four arms, but the secondary arms are *behind* the primary ones, not below them like an insect's extra limbs. Reaves aren't covered in skin, but instead have a leathery, pebbled hide that gives them a natural AC of 8. However, they favor suits of garishly-decorated plate mail with flaring shoulder-plates and long chain skirts.

Reaves normally conceal their features beneath their helms, but if they're encountered without their armor they almost always wear great dark cloaks with heavy cowls over their faces. They have a powerful aversion to revealing their faces to any other creatures, including other reaves. Should a basher happen to see a reave's face, the reave'll make it a life-quest to find that basher and kill him. The reave's face is generally humanoid in appearance, but with four eyes spaced evenly across the front of its head and a series of convoluted, bony ridges in place of hair.

COMBAT: Reaves can use all of their arms as well as a human'd use his or her primary arm. Typically, a reave wields two weapons. If the weapons require only one hand each to use, the reave carries a pair of shields in his off-hands, improving his Armor Class to 1. A reave's arrangement of arms doesn't accommodate archery, so most prefer melee weapons. A group of reaves is normally equipped as shown below:

30%	Two polearms
25%	Two broad swords and two shields
15%	Two two-handed swords
20%	Javelin, short sword, and two shields
10%	Two morning stars, flails, or maces and two shields

A reave's powerfully muscled, and receives a +2 damage bonus to his attacks with hand-held weapons. His odd symmetry permits a reave to attack foes on his flank as easily as a human'd attack someone in front of him, and turns any rear attacks into flank attacks. He receives a +1 bonus to surprise checks due to his increased range of vision.

Reaves've developed an unusual ability called *fading*, which they use to stack the odds in their favor during a fight. Basically, the reave becomes astral in order to surprise or escape his enemies. This ability works only when the reave can reach the Astral Plane — in other words, in the topmost layer of any of the Outer Planes, but not in the deeper layers. By fading, the reave can leave his current plane and return 1 to 6 rounds later to any chosen point within 100 yards of the place he left. The reave remains aware of what's happening on the plane he's fading away from, and doesn't have to come back if he doesn't want to.

Fading takes two full rounds (besides the 1d6 rounds spent elsewhere): one to leave, and one to rematerialize. During this time, the reave can be damaged only by magic or enchanted weapons, since he's partially astral.

HABITAT/SOCIETY: A band of reaves is organized along semi-military lines, with a clear chain of command and iron discipline within their own ranks. The most powerful male is the band's war-leader; he's the cutter responsible for commanding the reaves in battle and maintaining discipline. The most powerful female is the band's guide. She decides who they'll serve and under what kind of contract, and if they've got no employer, she decides where they'll raid next and when they'll move on.

Reaves can be extraordinarily violent bashers, but their violence is controlled by a strong commitment to their war-band and a sacred respect for their word. Once a reave's sworn to something, he'll never break his oath, no matter what the cost may be. 'Course, he'll seek any loophole possible and turn stag given half a chance, but as long as his word's bound him, he'll stick to it.

Between their sense of duty and love of battle, the reaves've evolved a complicated system of ritual challenge and honor. They're always on the lookout for

possible insults, slights, or missteps on the part of any bashers around them, and they're quick to answer any slights, real or imagined. This also means that a cutter who knows the dark of the reaves' code can deal with an entire band of the creatures at once by challenging the band's champion or war leader and fighting one battle instead of dozens. He'll want to be real peery of how he words the challenge, though—wouldn't want to invite more trouble than he's already in for by giving them more fuel for their fire, imaginary or otherwise.

When a reave's freelancing or between jobs, he's most dangerous, since he'll

start a war if he can't find one that's already going. When they've got an assignment, reaves can be touchy, but they keep a tighter handle on their natural bloodthirst. It's not uncommon to find a handful of reave bodyguards having a drink in some Lower Ward alehouse, minding their own business and not trying to kill anyone. A cutter'd better be on his

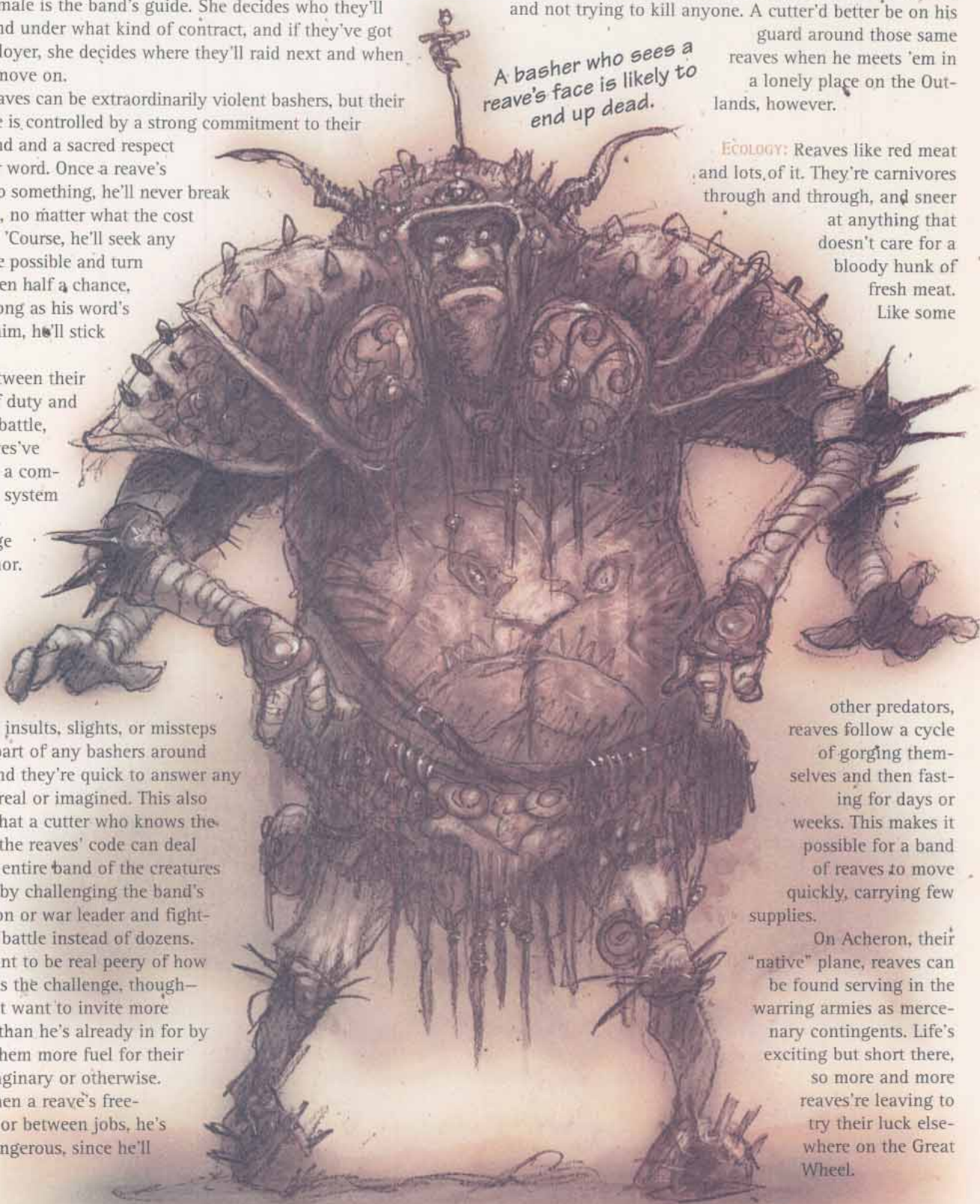
guard around those same reaves when he meets 'em in a lonely place on the Outlands, however.

A basher who sees a reave's face is likely to end up dead.

ECOLOGY: Reaves like red meat and lots of it. They're carnivores through and through, and sneer at anything that doesn't care for a bloody hunk of fresh meat. Like some

other predators, reaves follow a cycle of gorging themselves and then fasting for days or weeks. This makes it possible for a band of reaves to move quickly, carrying few supplies.

On Acheron, their "native" plane, reaves can be found serving in the warring armies as mercenary contingents. Life's exciting but short there, so more and more reaves're leaving to try their luck elsewhere on the Great Wheel.



RETRIEVER

CLIMATE/TERRAIN:	The Abyss
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Carnivore
INTELLIGENCE:	Low (5-7)
TREASURE:	Z
ALIGNMENT:	Chaotic evil

NO. APPEARING:	1
ARMOR CLASS:	-2
MOVEMENT:	18
HIT DICE:	10+10
THACO:	9
NO. OF ATTACKS:	4
DAMAGE/ATTACK:	3d6/3d6/3d6/3d6
SPECIAL ATTACKS:	Eye rays
SPECIAL DEFENSES:	Fear, regeneration
MAGIC RESISTANCE:	None
SIZE:	H (12' tall)
MORALE:	Fanatic (17-18)
XP VALUE:	15,000

Now, Alhazadrin was very proud and boastful of his victory over the Abyssal Lords. "Did I not seize the Jewel of Ghadros from the very hoard of Demogorgon himself? Now that I control its incalculable power, I am surely greater than any tanar'ri prince," he said. His companion and apprentice Tousef cautioned him to silence, for in his heart Tousef knew that this matter was not done with, no matter what Alhazadrin might say. The great old wizard only laughed. "My tower is thrice warded against all things fiendish," he countered. "No power of the Abyss can touch me here."

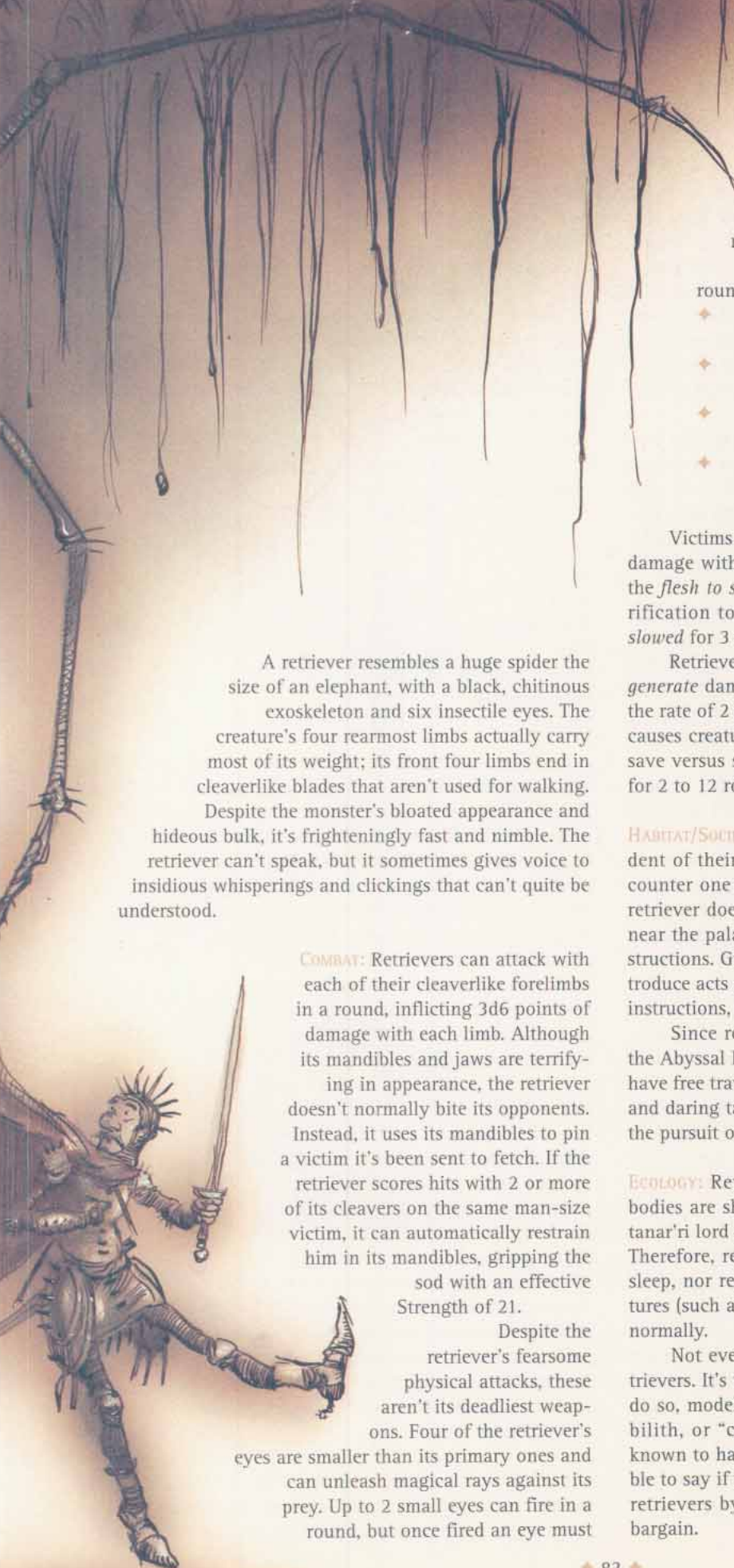
Tousef bade his master a good night, and retired to his chambers. He placed the greatest trust in Alhazadrin's powers, but nonetheless he inscribed a rune of protection at the sill of his door before seeking his bed.

In the dark hour before dawn, Tousef awoke to the echoing explosions and arcane chanting of a duel of high sorcery. He swiftly dressed and prepared to go to his master's aid, but suddenly the battle ceased, and Alhazadrin gave out a great ringing cry: "No! No! Let go of me! Let —" An inhuman whispering and clicking was the only response, and Tousef shuddered in terror. Steeling himself, he prepared to set foot outside

his door, when suddenly the evil that was in the tower moved past in the hall. Tousef stared in amazement as a huge, bloated shape out of nightmare lurched past, Alhazadrin hanging in its bladed claws. That was the last that Tousef ever saw of his master, and he knew that the powers of the Abyss had retrieved the mortal who had offended them.

— from the Gray Book of Arricef

Retrievers are living constructs, creatures of nightmare manufactured by the tanar'ri lords to act as their emissaries and enforcers. They are bound to obey their tanar'ri masters and relentlessly pursue their diabolical objectives until they've accomplished their master's commands or died in the attempt. This streak of loyalty and determination makes retrievers especially valuable to the Abyssal Lords. Retrievers are known by that name because they're commonly ordered to find enemies or misguided subordinates of the Abyssal Lord and bring them back to face the music.



A retriever resembles a huge spider the size of an elephant, with a black, chitinous exoskeleton and six insectile eyes. The creature's four rearmost limbs actually carry most of its weight; its front four limbs end in cleaverlike blades that aren't used for walking.

Despite the monster's bloated appearance and hideous bulk, it's frighteningly fast and nimble. The retriever can't speak, but it sometimes gives voice to insidious whisperings and clickings that can't quite be understood.

COMBAT: Retrievers can attack with each of their cleaverlike forelimbs in a round, inflicting 3d6 points of damage with each limb. Although its mandibles and jaws are terrifying in appearance, the retriever doesn't normally bite its opponents. Instead, it uses its mandibles to pin a victim it's been sent to fetch. If the retriever scores hits with 2 or more of its cleavers on the same man-size victim, it can automatically restrain him in its mandibles, gripping the sod with an effective Strength of 21.

Despite the retriever's fearsome physical attacks, these aren't its deadliest weapons. Four of the retriever's eyes are smaller than its primary ones and can unleash magical rays against its prey. Up to 2 small eyes can fire in a round, but once fired an eye must

recharge for 6 rounds before it can be used again.

The retriever can't make eye attacks in the same round it uses its physical attacks. The four rays are:

- ◆ Eye One: 12d6 *fireball*, with a 5' blast radius (30-yard range)
- ◆ Eye Two: 12d4+12 *cold ray*, one target (30-yard range)
- ◆ Eye Three: 12d6 *lightning bolt*, 5' wide and 20 yards long
- ◆ Eye Four: *flesh to stone*, one target (30-yard range)

Victims are allowed saves versus breath weapons for half damage with the fire, cold, and lightning effects. Victims of the *flesh to stone* ray may attempt a saving throw versus petrification to avoid the effects; if successful, they are only *slowed* for 3 to 8 (1d6+2) rounds.

Retrievers can be damaged by any weapon, but they *regenerate* damage caused by nonmagical or silver weapons at the rate of 2 hit points per round. The mere sight of a retriever causes creatures of fewer than 4 Hit Dice or levels to make a save versus spell; if it fails, they are stricken by *fear*, fleeing for 2 to 12 rounds.

HABITAT/SOCIETY: Retrievers don't have an existence independent of their abyssal masters. It's extremely unusual to encounter one that isn't following some set of orders. When a retriever doesn't have orders to follow, it's probably waiting near the palace or fortress of its creator for a new set of instructions. Given the chance, a retriever'll look for ways to introduce acts of petty malice or cruelty into the execution of its instructions, but above all it exists to do what it's told.

Since retrievers are the living extensions of the will of the Abyssal Lords, they can enter any other plane at will, and have free travel throughout the Abyss. Only the most powerful and daring tanar'ri interfere with a retriever that's engaged in the pursuit of its duty.

ECOLOGY: Retrievers are somewhat similar to golems. Their bodies are shaped from the stuff of the Abyss by a powerful tanar'ri lord and imbued with a spirit of evil to animate them. Therefore, retrievers exist outside of nature and neither eat, sleep, nor reproduce. However, spells that affect living creatures (such as *charm*, *sleep*, or *enfeeblement*) affect a retriever normally.

Not every Abyssal Lord has mastered the making of retrievers. It's thought that Demogorgon was the first tanar'ri to do so, modeling the retriever's design on the form of the bebilith, or "creeper of the Abyss." Graz'zt and Pazrael are known to have retrievers in their service too, but it's impossible to say if they made the creatures themselves or were given retrievers by Demogorgon in exchange for some service or bargain.

To paraphrase a particularly wise prime, the rilmani are an enigma cloaked in a riddle, wrapped in a mystery. Who can question their motives or their actions? They keep their own counsel. They're sworn never to come when called, but always to be there when needed; never to answer questions put to them, but always to provide what information is necessary; to aid and abet good, evil, law, and chaos alike in order to maintain the Balance, regardless of the cost or repercussions.

At least with a tanar'ri, a cutter knows what to expect.

— Sazraen Tildoma, sage of Sigil

Each of the cornerstones of the Great Road's got its own bloods. Baator's home to the baatezu, the Abyss's the den of the tanar'ri, Mechanus is run by the modrons, and so on. Any berk knows that. But the rarest and most silent of all these planar races are the rilmani, the high-ups of the Outlands. They're the creatures of true neutrality, preserving its cause across the multiverse.

Some bashers might have a hard time understanding how it is that creatures like the rilmani can find anything to do with themselves. After all, neutrality is the absence of any other viewpoint, right? So, how can a cutter support the cause that ain't a cause? The rilmani don't care about law or chaos, they stand in the middle of good and evil, so what do they care about? What makes them tick?

The rilmani'll answer that question straight-up, without their customary double-talk and deceitfulness. It's all about the Balance, they'll say. The universe exists because certain forces counteract each other. If there wasn't any darkness, how could a cutter know light? What if the light grew so bright that all darkness everywhere ceased to be? Then light'd cease as well, the rilmani say. It's the same with the Great Wheel. If one of the rim-planes were removed, there wouldn't be a Great Wheel anymore. It'd be broken, and it couldn't work.

As creatures of neutrality, the rilmani keep the Balance. Whenever one side or the other gets too strong, they start aiding the disadvantaged sods until things even out. Sometimes their aid is direct, but more often than not rilmani even things out by pointing cutters in the right direction and letting them solve their own problems. 'Course, the rilmani themselves aren't entirely decided on the best way to address these issues, but that's another story.

Like the other principal races of the planes, the rilmani comprise several subspecies with similar powers, appearance, and beliefs. (Six subspecies are described in the upcoming pages: abiorachs, argenachs, aurumachs, cuprilachs, ferrumachs, and plumachs.) Rilmani appear human at first glance — far more so than archons or baatezu — but their skins've got a metallic sheen to them, and their eyes glow with pearly, opalescent light. More importantly, the rilmani's presence tends to overwhelm lesser creatures. Like a deva's aura of beauty and peace, or a tanar'ri's malignance and horror, the rilmani's tangible manifestation of reserve, watchfulness, and puissance is something even the most insensitive berk can't miss.

COMBAT: All rilmani share several basic spell-like powers that may be employed at will. These include: *continual light* or *darkness*, *dismissal*, *hold monster*, *know alignment* (always active), *polymorph self*, and *teleport without error*. In addition, rilmani are capable of *gating* their fellows to their aid. (See the individual rilmani descriptions.)

All rilmani possess an innate *telepathy* ability that allows them to communicate with any intelligent creature. With non-intelligent monsters or normal animals, the rilmani telepathy is empathic. Rilmani cannot be attacked by telepathic psionics, but they can be physically injured by psychokinetic or psychometabolic powers. All rilmani can be damaged only by enchanted weapons and have no special vulnerability to silver or cold-wrought iron weapons.

Rilmani are affected by the following attack forms:

ATTACK	DAMAGE
Acid	Half
Cold	Full
Electricity	None
Fire	Full
Gas	Half
Magic missile	Full
Poison	Half

PLANAR TRAVEL: Rilmani can travel to any of the Outer Planes or the Astral Plane freely, but they can't enter the Prime Material Plane *unless a creature of similar status is summoned at the same time*. In other words, if a powerful prime-material mage summons a glabrezu tanar'ri, a window is opened by which a rilmani can enter that same world. There isn't always a rilmani ready to drop what he's doing and go investigate, but there's always a chance that a rilmani'll take an interest and "piggyback" on the other creature's summoning just to keep an eye on what's going on.

Rilmani can't be summoned directly by any spell.

RILMANI AND THE OUTLANDS:

Most rilmani inhabit the regions of the Outlands that're closest to the Spire. They're found in the regions where most or all magic is negated. The rilmani home regions can't be accessed from the Astral Plane, which probably explains why no cutter's invented a spell for summoning the rilmani. Rilmani can be found farther away from the Spire, in the more heavily populated areas of the Outlands, but they're generally visitors there and don't stay long.

THE CONCORDANACH: Once every hundred years, the wisest and most powerful individuals of each type of rilmani travel to the Spire in the center of the Outlands to discuss the state of the

Balance. Each of the rilmani views is represented, so the argenach delegate argues for more covert support to threatened causes, while the cuprilach and ferrumach representatives designate powerful creatures of extreme alignment who require elimination. However, since neutrality is the most apathetic and reactive of all the planar alignments, the Concordanach initiates change only in response to the direst threats.



RILMANI, ABIORACH

CLIMATE/TERRAIN:	The Spire, any Inner Planes
FREQUENCY:	Rare
ORGANIZATION:	Band
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	High (13-14)
TREASURE:	W
ALIGNMENT:	Neutral

NO. APPEARING:	2-8
ARMOR CLASS:	2
MOVEMENT:	15, Fl 18
HIT DICE:	5
THACO:	15
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	3d4+3 (weapon)
SPECIAL ATTACKS:	Spell-like powers
SPECIAL DEFENSES:	Struck only by +1 or better weapons
MAGIC RESISTANCE:	25%
SIZE:	M (5' tall)
MORALE:	Elite (13-14)
XP VALUE:	2,000

There are worlds you've never even dreamed of, leatherhead. Why d'you insist on thinking that the Elemental Planes're full of nothing but earth or water? I've seen aerial empires as great as anything ever raised on land, cities of coral, and wars fought in the darkness of bottomless caverns. The Balance must be served there, too. Don't forget it.

— Riolona, abiorach rilmani

The Elemental Planes are a theater of conflict between the forces of good and evil, just as the Prime Material and the Outer Planes are. Malicious demielementals such as dao or efreet pursue wars of expansion and aggression against the lawful or good residents of those planes. The creatures known as the princes of elemental evil seek to control all of their kind. The rilmani're as watchful over these arenas of conflict as they are of any others, and the abiorachs're their agents in the Elemental Planes.

Generally, abiorachs avoid conflict with the powerful denizens of the Elemental Planes. They're among the weakest of the rilmani and look for ways to solve problems through manipulation and trickery rather than open battle. Abiorachs aren't often called upon to intervene in the affairs of the Elemental Planes, since the elements have a natural inclination to neutrality, but there's always some blood who wants to change that, so the abiorachs rarely let down their guard.

Abiorachs bear a passing resemblance to adolescent humans, with slight builds and youthful features. However, their bodies gleam with a liquid, silver shine that flows and shifts with every movement. Their eyes are crystalline and tend to catch a rainbow of colors. Abiorachs're a little more open and carefree than most of their kind, but they can be temperamental and capricious creatures; they're used to looking at things from an elemental, not human, viewpoint.

COMBAT: Abiorachs prefer to fight with short, broad-bladed forks, demilunes, or tridents enchanted to a +1 value. Like many rilmani, they're stronger than they look; an abiorach's got an effective 18 Strength and gains the appropriate damage bonuses. (Many a mephit's misjudged an abiorach to its everlasting woe!) Abiorachs've got a very useful and powerful natural defense: While on an Elemental Plane, they can attune themselves completely to that plane, gaining the movement and immunities of an elemental of that type. For example, an abiorach on the Elemental Plane of Fire can't be harmed by fire, is accepted by fire elementals as one of their own kind, and can move through the plane as if she were an elemental guide.

Abiorachs can use the spell-like abilities of *charm monster* (including attuned elementals), *detect alignment*, *gaze reflection*, *glitterdust*, *invisibility*, *mirror image*, and *shocking grasp* (1d8+5 points of damage) at will. Up to three times per day abiorachs can use one of the following minor powers, depending on which plane they're attuned to: *dig*, *flaming sphere*, *gust of wind*, or *lower water*. Once per day they may use a major power, including *transmute water to dust*, *wall of fire*, *wall of force* (air), or *wall of stone*.

Abiorachs can be struck only by +1 or better weapons. They cannot *gate*, but in an attuned plane an abiorach has a 25% chance to successfully summon an elemental to her aid.

HABITAT/SOCIETY: Abiorachs often travel the Elemental Planes in small bands, easily shifting from one to the other by using their elemental immunity.

They rarely remain in one area for long. Normally, the most intelligent and experienced abiorach acts as an informal captain for the group, directing its activities. On the Outlands, abiorachs are more subdued and reserved — being under the noses of the aurumachs and arge-nachs brings out their serious side.



RILMANI, ARGENACH

CLIMATE/TERRAIN:	The Spire, any prime world
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	Genius (17–18)
TREASURE:	R, Z, U
ALIGNMENT:	Neutral

NO. APPEARING:	1 (1–4 at the Spire)
ARMOR CLASS:	–1
MOVEMENT:	15
HIT DICE:	9
THACO:	11
NO. OF ATTACKS:	2 or 1
DAMAGE/ATTACK:	1d20/1d20 (rays) or 1d8+10 (weapon +3, +7 damage) or 1d10 (bare fists)
SPECIAL ATTACKS:	Beams, spells
SPECIAL DEFENSES:	+3 weapon to hit
MAGIC RESISTANCE:	55%
SIZE:	M (7' tall)
MORALE:	Champion (15–16)
XP VALUE:	16,000

Wherever the Balance is threatened, that's where the argenachs'll be found. They're advisers and agitators, working to ensure that no one gains the upper hand for long in any part of the multiverse. Argenachs are the second-highest bloods among the rilmani, entrusted with the execution of the most delicate and subtle parts of the rilmani's grand purpose: the careful adjustment of the Balance in places where it's out of kilter and can't fix itself.

Argenachs are especially interested in the affairs of the countless prime worlds, since they believe that the war of good and evil, law and chaos, will be fought and won in the realms of mortals. Even now, they say, the powers that exemplify these causes squabble over the spirits of humankind. The Prime's the only theater that counts. Thus, argenachs spend a lot of time away from the Outlands, mired in endless struggles on the Prime Material Plane.

The argenachs' methods are subtle, but simple. They give advice and knowledge to whatever side's threatened, trying to even things out. Argenachs often conceal their true identity, since no one likes being played for a puppet. They'll be found masquerading as helpful sages who aid their proteges in a struggle against evil or chaos, or as cold-hearted bloods advising ambitious cutters on how to go about besting the forces of law or good. More often than not, argenachs'll take a neutral role and just watch to see how things are turning out.

Argenachs are tall, slender creatures with a silvery sheen to their skins. They often dress in white, flowing robes on their home plane, but can take on any shape or dress in the performance of their mission. Argenachs favor great, wide-bladed broad swords and long-handled axes in combat.

COMBAT: Argenachs avoid physical combat when possible. Their primary means of defense are rays of silvery light pro-

jected from their hands. These rays inflict 1d20 points of damage, and always strike as an energy form their target's vulnerable to. For example, baatezu are immune to fire, so the argenach's rays might strike as electricity or *magic missiles*. Argenachs can fire two rays per round, to a range of 60 yards.

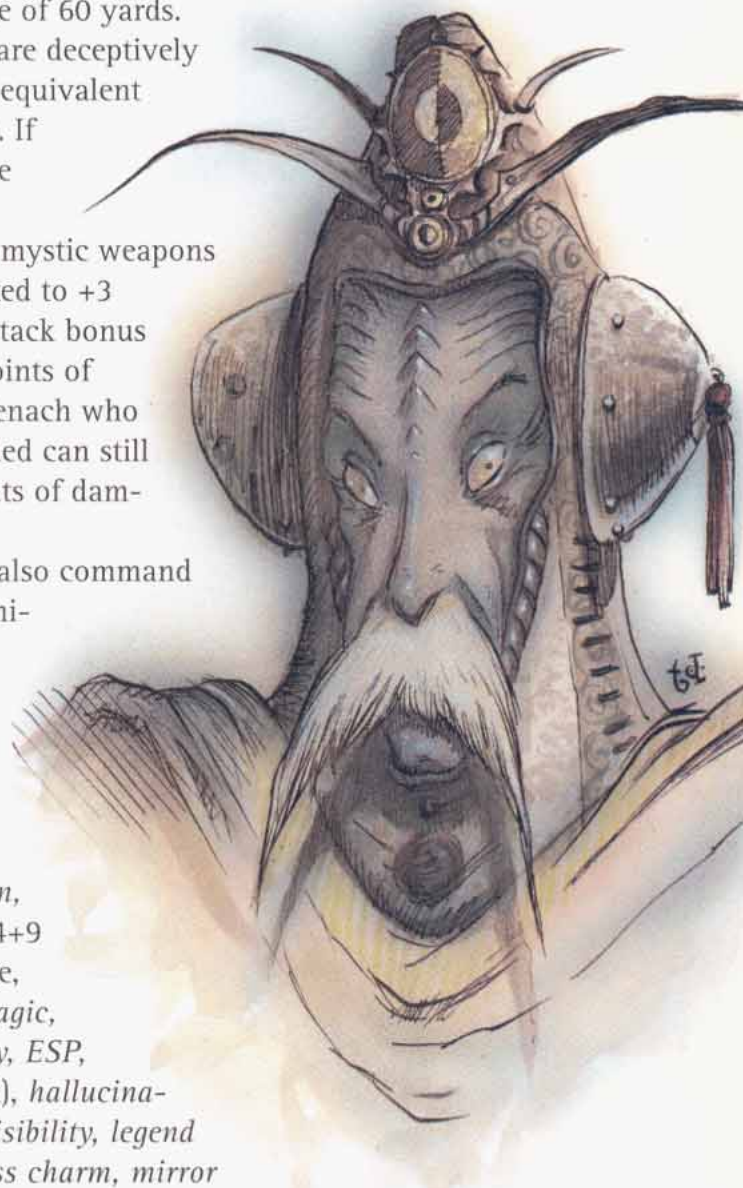
Argenachs are deceptively strong, with the equivalent of a 19 Strength. If forced into melee combat, they strike with their mystic weapons (usually enchanted to +3 value) at a +3 attack bonus and inflict +7 points of damage. An argenach who fights bare-handed can still inflict 1d10 points of damage per hit.

Argenachs also command a battery of formidable spell-like powers, which they can use one at a time, once per round. These include:

advanced illusion, *cone of cold* (9d4+9 points of damage, 3/day), *detect magic*, *detect invisibility*, *ESP*, *fly*, *geas* (1/week), *hallucinate terrain*, *invisibility*, *legend lore* (1/day), *mass charm*, *mirror image*, *prismatic spray* (1/day), *slow*, *solid fog*, *suggestion*, and *wall of fire*. An argenach can also *lay on hands* once per day, duplicating the effects of a *heal* spell except that no more than 36 points of damage can be cured.

Argenachs can be damaged only by +3 or better weapons. They prefer to use their spell-like powers of *charm*, *illusion*, or *suggestion* to avoid physical confrontations, but fight with ruthless efficiency when required. Once per day argenachs can open a *gate* (75% chance of success), bringing 1 to 4 ferrumachs (60% chance) or 1 other argenach (40% chance) to their aid.

HABITAT/SOCIETY: Argenachs are the loners of rilmani society, which is fairly reclusive to begin with. They answer directly to the aurumachs and are usually given only broad guidelines instead of specific orders. For example, an argenach might be ordered into a struggle with no instruction more detailed than "There's trouble on Toril. Deal with it." Of course, an argenach's extremely intelligent and resourceful, and that's all the orders he'll need to get the job done.



RILMANI, AURUMACH

CLIMATE/TERRAIN:	The Spire
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	Godlike (21+)
TREASURE:	R, U, V x 2
ALIGNMENT:	Neutral

NO. APPEARING:	1 (1–3 on the Spire)
ARMOR CLASS:	–3 (–7 in armor)
MOVEMENT:	15
HIT DICE:	12
THACO:	9
NO. OF ATTACKS:	3
DAMAGE/ATTACK:	1d10+11 (weapon +3, Strength bonus) or 2d8 (bare fists)
SPECIAL ATTACKS:	Aura, spells
SPECIAL DEFENSES:	Aura, struck only by +4 or better weapons
MAGIC RESISTANCE:	65%
SIZE:	L (10' tall)
MORALE:	Fanatic (17–18)
XP VALUE:	27,000

The Balance will be served. Shake your fist in the teeth of the hurricane, shout your defiance at the storm. Break your world into a thousand thousand pieces if you have the power. It will not matter. For whatever you do, there is another who will undo it – if not in your world, then in the next. The Balance will be served.

– Kaxanamos, aurumach general

Very few nonrilmani have ever seen one of these bloods. The aurumachs are the leaders of the rilmani race, the high-ups who call the shots and pull the strings. It's said that even the powers don't know half the darks the aurumachs do. More than any other creatures in the entire multiverse, they stand aside from the path of things and objectively measure the state of the Balance, acting to correct it when it leans too far to one side or the other.

The aurumachs'll almost never be found away from the Spire. As leaders and organizers, it's not their job to intervene personally, and only the most dangerous situations'll make them change their policy. Aurumachs don't make any special effort to avoid visitors, but a cutter'd have to have a tiefling's own luck to find one – it's said that there's only a hundred aurumachs on all the Outlands.

Aurumachs are tall, athletic humanoids with beatific features and metallic golden skin. Their eyes are too bright to look at directly, and an aura of power and patience surrounds their form. Aurumachs are occasionally found in fluted golden plate armor, bearing mighty swords or maces, but at the Spire they rarely need such martial trappings.

COMBAT: Although they're the size of ogres, aurumachs are far faster and more graceful than even the most agile humans.

They wield mighty, enchanted *vorpals* +3 with astounding speed and strength, striking 3 times per round with a +6 attack bonus. The aurumach's weapon is created by an act of will and materializes in her hand with a thought – she can never be disarmed or caught off-guard. An aurumach's armor is the equivalent of *field plate* +4 and can be summoned in a similar fashion to her weapon. Aurumachs have an effective Strength of 20 and can strike for 2d8 points of damage even without their great swords.

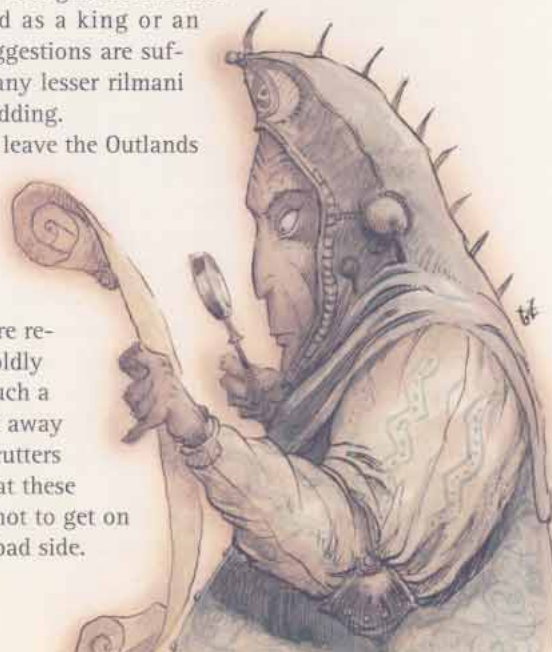
Aurumachs can attack with golden energy similar to the rays cast by an argenach. This energy automatically assumes a form that exploits an enemy's vulnerabilities: fire, ice, positive, negative, etc. Unlike that of the argenach, this energy is not directed in rays, but instead takes the form of a golden halo surrounding the aurumach at a 15-foot radius. Any hostile creature entering this area must successfully save vs. spell or suffer 2d12 points of damage from the aurumach's aura. The aura also functions as a *globe of invulnerability* with an added bonus: it stops missile attacks of any kind.

Aurumachs *detect magic and invisibility* by sight and can call upon the following spell-like powers: *advanced illusion*, *cone of cold* (12d4+12 points of damage), *ESP*, *fly*, *geas* (1/day), *hallucinatory terrain*, *improved invisibility*, *mass charm*, *mass suggestion*, *mirror image*, *prismatic spray*, *slow*, *solid fog* or *death fog*, and *wall of fire*, *of ice*, *of iron*, or *of force*. Once per day the aurumach can use any *symbol* or *time stop*. Once per year she can grant another's *wish*. Aurumachs can *lay on hands* three times per day, combining the effects of *heal*, *regeneration*, and *restoration*.

Aurumachs can be damaged only by weapons of +4 or better enchantment. At will they can *gate* in 1 to 8 ferrumachs (75%) or 1 to 3 argenachs (25%) with an 80% chance of success.

HABITAT/SOCIETY: Aurumachs know no peers among the rilmani and are the equal of the most powerful fiends or aasimon. The rilmani have no particular order, hierarchy, or system of government – aurumachs function as advisers and mentors to the entire race. Even though an aurumach isn't recognized as a king or an overlord, her suggestions are sufficient to make any lesser rilmani leap to do her bidding.

Aurumachs leave the Outlands only to deal with the gravest of threats to the balance of the universe. They are remorseless and coldly efficient when such a cause pulls them away from the Spire; cutters who meet them at these times'd be wise not to get on the aurumach's bad side.



RILMANI, CUPRILACH

CLIMATE/TERRAIN:	The Spire, any Outer Planes
FREQUENCY:	Rare
ORGANIZATION:	Band
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCES:	Exceptional (15–16)
TREASURE:	R, W
ALIGNMENT:	Neutral

NO. APPEARING:	1–2 (1–6 on the Spire)
ARMOR CLASS:	0
MOVEMENT:	18
HIT DICE:	8
THACO:	13
NO. OF ATTACKS:	2 (weapons) or 2 (fists)
DAMAGE/ATTACK:	1d6+7 (<i>short sword</i> +2) or 1d4+5 (<i>throwing star</i> +1) or 1d8 (bare fists)
SPECIAL ATTACKS:	Backstab, acid, quickness
SPECIAL DEFENSES:	Struck only by +2 or better weapons
MAGIC RESISTANCE:	45%
SIZE:	M (5½' tall)
MORALE:	Fanatic (17–18)
XP VALUE:	9,000

Sometimes, the Balance's best served by removing the most significant weights from the scales. That's my job, berk. I find the cutter who's causing the biggest tilt in the Balance, and I put 'im in the dead-book. Remember me the next time you start offing those tanar'ri or baatezu high-ups — keep upsetting things, and all you'll be doing is climbing higher on my list. You'll never even know when I take you off the Balance.

— Raidamos, cuprilach agent

Cuprilachs're the spies, assassins, and secret soldiers of the rilmani. The argenachs act as advisers, and the ferrumachs stand bravely on the field of battle, but the cuprilachs strike from the shadows using stealth and speed to accomplish their goals. Cuprilachs believe that the only way the Balance'll ever be safe is by neutralizing high-up creatures of extreme alignment. They're easily the most dangerous rilmani, simply because they're the ones who're most likely to decide on the spot that a basher needs to be lost.

Cuprilachs appear as slight and wiry humans, with the easy grace and trim build of an elf or half-elf. Their features are human enough, except for the coppery sheen of their skin and their featureless, ruby-red eyes. There aren't many bloods in the Outlands who're as cocky or arrogant as a cuprilach, but their attitude stems from a professional pride — they're some of the best assassins on the planes, and they know it.

While cuprilachs make no secret of their calling or beliefs in the rilmani strongholds of the Spire, they're extremely capable and clever spies

when they're about their business. They'll use their *polymorph self* ability to great effect, and consider no ruse, charade, or dirty trick to be beneath them when there's work to be done. It's said that no one's ever spotted a cuprilach before he struck, but this is an exaggeration . . . probably.

COMBAT: Cuprilachs don't fight fair. They're killers, not warriors, and they do whatever it takes to silence the opposition quickly and efficiently. Cuprilachs're fond of striking with two coppery *short swords* +2 in melee combat. The cuprilach's native grace and speed confers *quickness* to his hand-to-hand attacks, and he always attacks first in a round. Cuprilachs have a Strength of 18/76 despite their slight build and agility. They also use special *throwing stars* +1 with a range of 50 feet. The stars return if they miss. A word of caution: Don't assume that an unarmed cuprilach ain't dangerous. They're skilled martial artists and wrestlers who can strike twice per round for 1d8 points of damage even without their weapons.

Cuprilachs can perform all thief functions, including backstabbing, as if they were 12th-level thieves. They command the following spell-like abilities: *charm person*, *delude*, *detect invisibility*, *enervation* (2 levels), *ESP*, *fog cloud*, *forget*, *improved invisibility*, *poison*, and *wraithform*. Once per day a cuprilach can create a fan-shaped spray of acid 20 feet long and 10 feet wide that causes 5d4+5 points of damage to any creature who fails a saving throw versus spell.

Cuprilachs can be damaged only by +2 or better weapons. Once per day they may attempt to *gate* in 1d3 more cuprilachs with a 40% chance of success.

HABITAT/SOCIETY: Cuprilachs rank below argenachs and above the ferrumachs and abiorachs in the society of the Spire. They're hardly model citizens, though. Cuprilachs're hot-tempered, violent, and rebellious at the best of times. Despite this, they never refuse a target and serve to the best of their ability when an aurumach tells 'em to put some cutter under.

When cuprilachs aren't on the job, they're often pursuing rigorous training and driving themselves at a brutal pace, or tearing up the Spire in wild celebration. Other rilmani stay out of their way when cuprilachs get together and "relax."



RILMANI, FERRUMACH

CLIMATE/TERRAIN:	The Spire, any Outer Planes
FREQUENCY:	Uncommon
ORGANIZATION:	Platoon
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	High (13-14)
TREASURE:	R
ALIGNMENT:	Neutral

NO. APPEARING:	4-16
ARMOR CLASS:	3 (-4 in armor)
MOVEMENT:	12
HIT DICE:	6
THACO:	15
NO. OF ATTACKS:	3 per 2 rounds
DAMAGE/ATTACK:	1d10+9 (weapon) or 1d3+7 (fists)
SPECIAL ATTACKS:	Specialization
SPECIAL DEFENSES:	Struck only by +1 or better weapons
MAGIC RESISTANCE:	35%
SIZE:	M (6½' tall)
MORALE:	Fanatic (17-18)
XP VALUE:	4,000

When at last it seemed that the Red Hand orcs would break through the lines, despite all the heroic efforts of King Tredawayne's knights, there appeared upon the battlefield an iron company of stern, gray-faced warriors in heavy black armor. Without a sound they marched into the flank of the evil host, laying about with great axes. Heartened by the impact of their strange allies, the king and his knights rallied and threw back the assault. When it was clear the day was won, the king sent a messenger to find the captain of the iron company, but his man returned empty-handed. "They vanished into thin air, my lord," the messenger reported, "But I heard them say as they departed, the Balance has been served."

Thus, Tredawayne and his knights held the pass, and held back fire and ruin from the land.

— from the Cycles of Gilelead

When the rilmani are moved to take direct action in the cause of neutrality, it's the ferrumachs who answer the call of duty. They're the soldiers of the Spire, the iron legions who wait to serve in battle whenever and wherever they're needed. Ferrumachs've got no existence or purpose beyond soldiering, and patiently await their next call to battle in misty halls on the slopes of the Spire.

Ferrumachs resemble tall, grim-faced humans. They are very powerfully muscled, with deep chests, wide shoulders, and thick arms. There's no hint of grace, athleticism, or agility about them; ferrumachs are walking slabs of stone. Their skin is a sooty gray — the color of bare iron, with an elusive gun-metal gleam when struck by the light.

Ferrumachs wear heavy suits of dark, spiked plate armor. Their powerful builds allow them to wear armor of unusual strength and weight. Halberds, two-handed axes, and great flails are popular among their ranks.

COMBAT: Physical conflict is the forte of the ferrumachs, and they'll not hesitate to wade into any battle that concerns the cause of neutrality. Ferrumachs're extremely strong, with a Strength of 19, and they're quite skilled with their weapon of choice. Because of this specialization, ferrumachs attack 3 times per 2 rounds (once in the first round, twice in the second, once in the third, and so on) with their *halberds* or *axes* +1. If disarmed, ferrumachs can still strike for 1d3+7 points of damage with their heavy, armored fists.

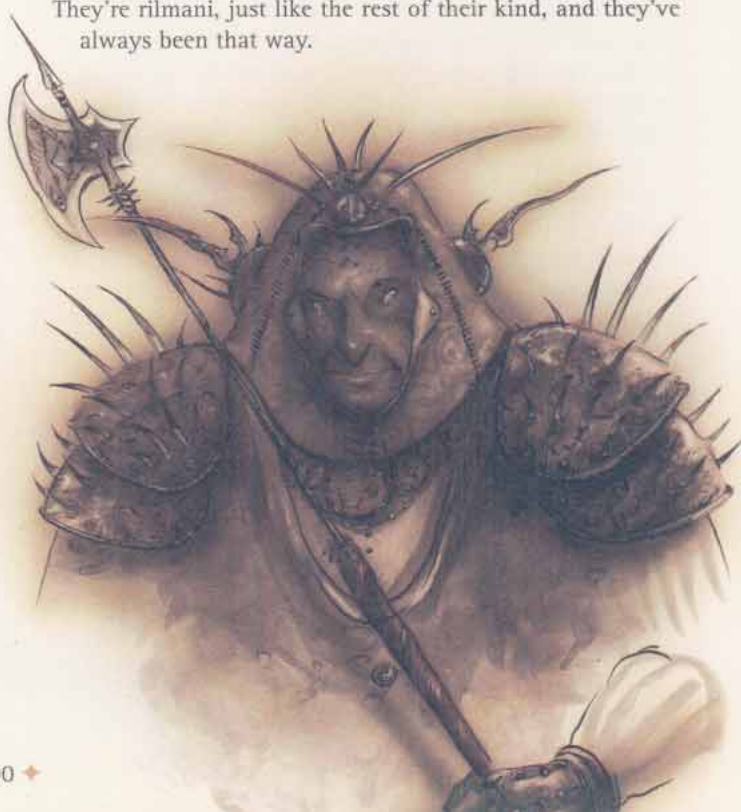
Since ferrumachs exist to solve problems through physical combat, their spell-like abilities are minimal compared to those of other rilmani. Once per round, they can use the powers of *blur*, *detect invisibility*, *silence 15' radius*, and *wall of fog*. Three times per day, a ferrumach can *dispel magic* or create an *ice storm*. Ferrumachs can *lay on hands* once per day, which *cures disease*, *neutralizes poison*, and heals up to 18 points of damage.

Ferrumachs can be struck only by +1 or better weapons. They can *gate* in 2 to 8 more ferrumachs or 1 argenach with a chance of success equal to 10% for every ferrumach who participates in the summoning.

HABITAT/SOCIETY: As the soldiers of the rilmani, the ferrumachs hold themselves ready for action at any time. They don't mix with the other rilmani, living apart in gray fortresses and towers that watch over the Spire with unending vigilance. The ferrumachs're the most lawful of the rilmani, and obey the argenachs and aurumachs without hesitation. They're also on good terms with the cuprilachs, whom they regard as fellow fighters and professionals.

It's said that the ferrumachs are created from the spirits of warriors who died fighting in lost causes, but this ain't true.

They're rilmani, just like the rest of their kind, and they've always been that way.



RILMANI, PLUMACH

CLIMATE/TERRAIN:	The Spire, the Outlands
FREQUENCY:	Common
ORGANIZATION:	Band
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	Very (11–12)
TREASURE:	P, Q
ALIGNMENT:	Neutral

NO. APPEARING:	4–24
ARMOR CLASS:	4
MOVEMENT:	12
HIT DICE:	4
THACO:	17
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	1d6+2 (weapon) or 1d4 (fists)
SPECIAL ATTACKS:	None
SPECIAL DEFENSES:	Struck only by +1 or better weapons
MAGIC RESISTANCE:	10%
SIZE:	M (5½' tall)
MORALE:	Steady (11–12)
XP VALUE:	975

The gate-burgs are a slap in our face. Any basher can see that they don't belong on the Outlands. How many towns've fallen onto Baator from where Ribcage stands now? I say, let 'em go. We don't need their kind of views polluting the Spire. In fact, I don't see as we need any powers parking their realms in the Land, either. We'd make out just fine without their addle-coved petitioners prancing about. Say, think we could get rid of that barmy doughnut they call a city? I know I've got no use for Sigil.

— Aulunmar, plumach orator

The least powerful rilmani are the plumachs, the common citizens of the Spire. Their brand of neutrality is the simplest and most apathetic view held by the rilmani: Don't get involved. The plumachs're staunch isolationists who stay out of other peoples' troubles, and they'll tell any berk who asks that they'd appreciate it if other people'd keep their troubles well clear of the Spire. "Who cares what those leatherheads think?" is a plumach proverb.

Although plumachs go to great lengths to mind their own business, they're involved in keeping an eye on things in the Outlands themselves. The other rilmani pay attention to the Balance in the realms of the Great Wheel, or out in the Prime or Elemental Planes, but the plumachs make sure things don't go awry at home. Plumach traders and emissaries are common

throughout the Land, but the farther they are from the Spire, the less likely they are to take action.

Plumachs're short, stocky humanoids with dull, gray metallic skins. They're broad-shouldered and thick-waisted, with wide, stubby hands and heavy legs. Plumachs lack the grace or strength of their more powerful kin, but they're stubborn and tenacious opponents. Some cutters take plumachs for stupid, but that's a risky assumption: Plumachs've got a great store of practical wisdom and common sense. They believe in hard work, respect where respect's due, and the common courtesy of staying out of other people's business.

COMBAT: Plumachs resort to combat only when it's clear that their lives or interests're threatened. Otherwise, they don't want to get involved. Some cutters take the plumachs' apathy for incompetence, and're rudely surprised when the plumachs decide to stand and fight. Plumachs fight with heavy maces, clubs, and mauls of lead, and their heavy build gives them an effective Strength of 17. Unarmed, a plumach can strike with his fists for 1d4 points of damage. Plumachs are dangerous in numbers, since they cooperate well in a fight and don't give up until they get the job done.

Plumachs possess a few spell-like abilities, which they can use one at a time, once per round. These are *chill touch*, *detect alignment*, *heat metal*, and *hold person*. Once per day a plumach may create *solid fog*. They use these abilities as 4th-level spellcasters. Plumachs can be struck only by weapons enchanted to a value of +1 or better, and they cannot *gate* in any more of their kind.

HABITAT/SOCIETY: As the commoners of the Spire, plumachs are craftsmen, teamsters, and merchants. They carry out the day-to-day business of rilmani society. A plumach is the equal of the finest human craftsmen at his chosen trade. Since the rilmani as a race require no food, shelter, or clothing, the plumachs devote

their time to creating devices of comfort and convenience or works of art.

In times of great need, plumach legions are mustered to defend the Balance. Plumachs aren't afraid of a scrap, and their natural strength and dense hides stand them in good stead against most low-level opponents. However, it takes the authority of an aurumach to convince the plumachs that a cause is worth fighting for.



SHADOWDRAKE

CLIMATE/TERRAIN:	Any Lower Plane
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Night
DIET:	Carnivore
INTELLIGENCE:	High (13-14)
TREASURE:	Special
ALIGNMENT:	Neutral evil

NO. APPEARING:	1 (1-2)
ARMOR CLASS:	1 (base)
MOVEMENT:	9, Sw 12, Br 1
HIT DICE:	9 (base)
THACO:	11 (base)
NO. OF ATTACKS:	3 + special
DAMAGE/ATTACK:	2d4/2d4/3d12
SPECIAL ATTACKS:	Breath, spell-like powers, cause disease
SPECIAL DEFENSES:	None
MAGIC RESISTANCE:	10% (base)
SIZE:	H (25' base)
MORALE:	Elite (13-14)
XP VALUE:	See below

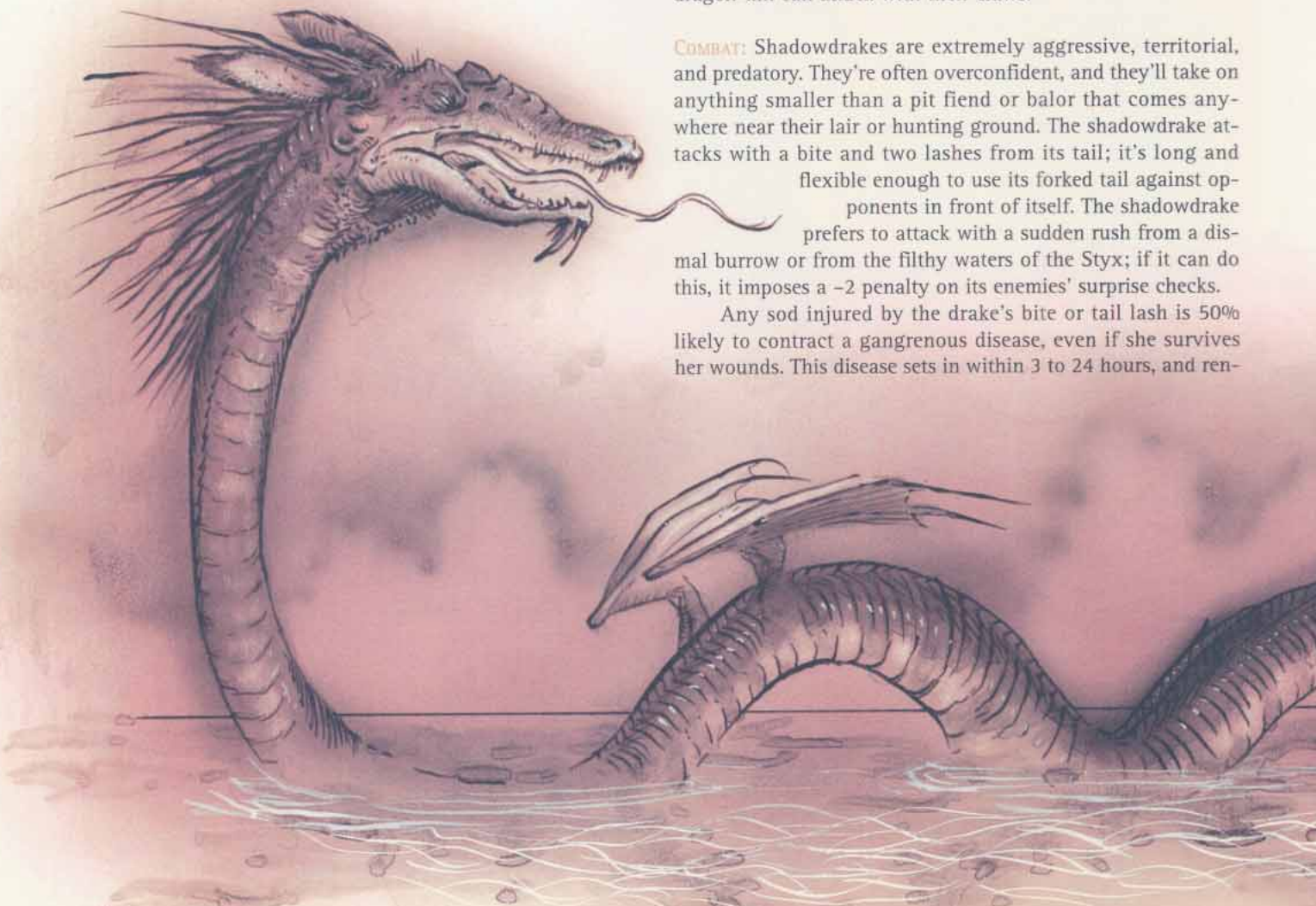
There are a few things in the Lower Planes that even the fiends're afraid of, and the shadowdrake is one of 'em. Also known as death drakes, Styx dragons, or darkwyrms, shadowdrakes are relatives of dragonkind who inhabit the upper reaches of the fiendish planes. They commonly prey on the weaker ranks of fiends around them, but they'll devour travelers or careless high-up fiends just as quick. Unlike many true dragons, shadowdrakes've got no interest in conversation, servants, or plots; every sod they meet's just another meal waiting to be eaten.

Shadowdrakes have long, serpentine bodies covered with slimy scales ranging from dark brown to rusty red. Their eyes glow with a feral yellow light, and mismatched fangs jut from their terrible jaws. The wings of a shadowdrake are vestigial, and can't support the creature in flight. Instead, the drake's wings are used with its powerful tail for swimming. Shadowdrakes are one of the few creatures that can abide the touch of the polluted Styx, and they frequently attack sods on or near the river. On land, the shadowdrake's forced to slither snake-wise since its tiny legs can't support its weight.

The distinguishing feature of a shadowdrake is its twin tail, which forks about halfway down its length. Long, razor-sharp blades of bone line the tips of each limb, and the shadowdrake can slash and grapple with its tails as well as other dragon-kin can attack with their claws.

COMBAT: Shadowdrakes are extremely aggressive, territorial, and predatory. They're often overconfident, and they'll take on anything smaller than a pit fiend or balor that comes anywhere near their lair or hunting ground. The shadowdrake attacks with a bite and two lashes from its tail; it's long and flexible enough to use its forked tail against opponents in front of itself. The shadowdrake prefers to attack with a sudden rush from a dismal burrow or from the filthy waters of the Styx; if it can do this, it imposes a -2 penalty on its enemies' surprise checks.

Any sod injured by the drake's bite or tail lash is 50% likely to contract a gangrenous disease, even if she survives her wounds. This disease sets in within 3 to 24 hours, and ren-



AGE	BODY	TAIL	AC	BREATH	MR	TREASURE	XP
1 Hatchling	9-17	10-16	4	2d3+1	10%	Nil	3,000
2 Very Young	18-30	17-28	3	3d4+2	15%	P, R	5,000
3 Young	31-40	29-38	2	4d4+3	20%	R, W	8,000
4 Juvenile	41-49	39-47	1	5d4+4	25%	A, W	10,000
5 Young Adult	50-58	48-56	0	6d4+5	30%	F, W	11,000
6 Adult	59-67	57-66	-1	7d4+6	35%	H, W	12,000
7 Mature	68-75	67-74	-2	8d4+7	40%	H, W	13,000
8 Old	75-81	75-80	-3	9d4+8	45%	H, W	14,000
9 Very Old	82-86	81-85	-4	10d4+9	50%	H, W, V	15,000
10 Venerable	87-90	86-91	-5	11d4+10	55%	H, W, V	16,000
11 Wyrmling	91-94	92-95	-6	12d4+11	60%	Hx2, V	17,000
12 Great wyrm	95-100	96-99	-7	14d4+12	70%	Hx3, V	18,000

ders the victim completely helpless with fever and delirium. If untreated, the rot reaches the victim's vital organs and kills her within 12 to 48 (d4x12) hours after onset. The disease can be cured by any spell or item that can *cure disease* or *neutralize poison*, but a character with the healing proficiency suffers a -4 penalty to his proficiency check when treating the disease, and any *cure wounds* spell heals only half the normal points of damage if the gangrene is active.

BREATH WEAPON/SPECIAL ABILITIES: The shadowdrake's hesitant to use its breath weapon, since it usually deprives the beast of its intended meal. The drake expels a gout of sticky, corrosive spittle 30 feet long and 3 feet wide. Normally, it can strike only 2 or 3 targets at most, and then only if they're standing close together. If the victim makes her saving throw, she takes half the listed damage. If she fails, the corrosive goo causes full damage in the first round, half damage in the next round, and one-quarter damage in the third round. Leather, bone, or wood armor's destroyed by one round of contact; metal chain or scale's destroyed in two rounds; and metal plate is ruined in three rounds. (Magical armor or equipment gains an item saving throw versus acid to avoid the effect.)

A shadowdrake doesn't normally cast spells, but it does possess several spell-like powers, cumulative with age, as shown below:

AGE

Hatchling
Young
Adult
Old
Wyrmling

ABILITIES

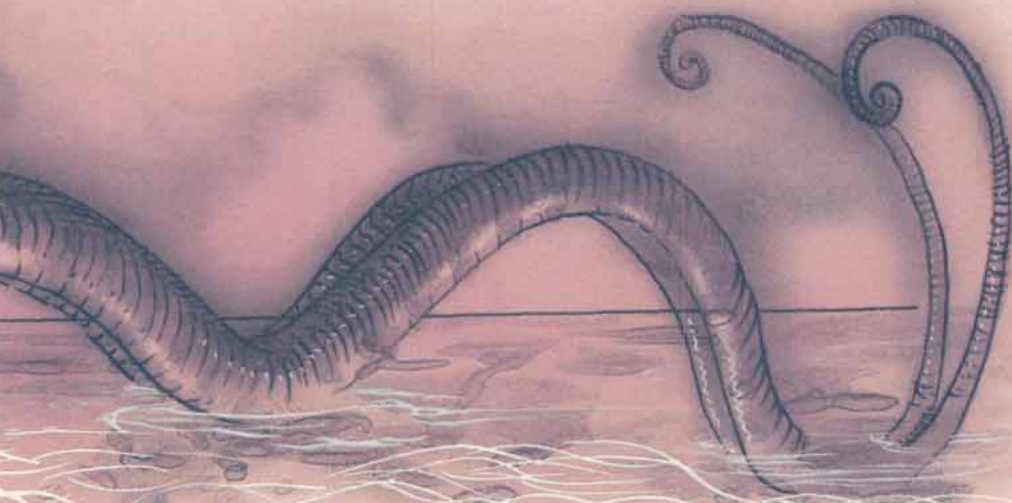
Immune to all poison or disease
corrupt water by contact
darkness 15' radius 2/day
hold monster 1/day
summon aquatic monsters 1/day

HABITAT/SOCIETY: Shadowdrakes are most often found along the banks of rivers or in the swamps and bogs of the Lower Planes, including the Styx in all of its wanderings. They often dig extensive burrows of dank, slimy tunnels. Some portions of their lairs can be reached only by a long, black swim through a water-filled siphon. Shadowdrakes prefer to sleep in their lairs by day and hunt by night, sometimes traveling quite a distance from their lair before returning.

Shadowdrakes are territorial and don't get along well with each other. The only time two of these creatures'll be seen together is during a rare mating season. Even then, the drakes don't remain together long or cooperate in hunting or the defense of their young or their lair.

It's almost impossible to deal with a shadowdrake, because shadowdrakes don't listen to anything a weaker creature has to say, and they avoid contact with more powerful monsters. However, they're not stupid, and a drake'll attempt trickery or negotiation if physical methods clearly aren't going to work. Shadowdrakes are cunning and deceitful; they love to twist words or make false promises when they see the chance.

ECOLOGY: The bulk of a shadowdrake's diet comprises the most wretched types of fiends, such as lemures, dretches, nupperibos, or manes. Powerful shadowdrakes've been known to take hydrolths or mar-raenolths, and it's not at all uncommon for any solitary traveler to attract the attention of a shadowdrake.



SIMPA+HE+IC

CLIMATE/TERRAIN:	Plains, desert, the Abyss
FREQUENCY:	Very rare
ORGANIZATION:	Family or flock
ACTIVITY CYCLE:	Day
DIET:	Carnivore/scavenger
INTELLIGENCE:	High (13–14)
TREASURE:	None
ALIGNMENT:	Chaotic evil

NO. APPEARING:	1–6 (family) or 4–400 (flock)
ARMOR CLASS:	7
MOVEMENT:	3, Fl 18 (B)
HIT DICE:	1–4 hp
THACO:	20
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	1d2
SPECIAL ATTACKS:	Alignment drain, spit blood
SPECIAL DEFENSES:	Immune to fire-based attacks
MAGIC RESISTANCE:	20%
SIZE:	T (2' wingspan)
MORALE:	Champion (15–16)
XP VALUE:	175

We were two days out of Torch when Derim lost his mind. We were crossing a big stretch of empty plain, and the day was hot and still. Derim was walking point, crossbow on his shoulder, 'cause those empty lands can be dangerous. He stopped all of a sudden and stood there in the track, lookin' at the grass between his feet. We saw him stoop down and pick up this red bird, and he just held it in his hand for a while.

"Hey, Derim!" yelled Tervon, the driver. "Stop playing with that bird and get goin'! We got a long day of travel still!"

Well, the bird took wing and flew off, quick as a wink. I can't say as I liked the look of it. Derim turned around real slow and looked back at us. His face was gray, blank as a slate. "Derim, ya leatherhead, get a move on!" Tervon yelled. I put my hand on his arm and started to tell him to back off, but then Derim lifted that crossbow with a slow, deliberate motion and put a bolt in Tervon's chest.

"Don't call me leatherhead, leatherhead," Derim said quietly, and he started laughin' like it was the funniest thing in the world. It took three of us to bring Derim down, and even then I've still got an ache in my shoulder from where he stabbed me. I'll wonder to the day my name's in the dead-book what that bird did to him.

— Arviden, merchant of Torch

Simpathetics're trouble, no questions asked. They wear a harmless-looking shape, but they're born of the Abyss and spread evil and strife wherever they go. While it's true that no one'll hear of a basher being pecked to death by a simpathetic, it's also true that simpathetics've got an ugly and dangerous side to 'em: they feed on good emotions, leaving nothing but violence and greed in their victims.

A simpathetic doesn't look like much at first glance. It's a birdlike creature about the size and shape of an average crow.

Its feathers're a mottled brown and gold, but a blood-red streak marks the leading edges of its wings and its tail. The bird's beak and legs're a dark mustard-yellow, but its eyes are bright and gleam with red malice. The simpathetic's plumage and size enable it to stay unseen in its native grasslands unless a character passes within 5 feet of its hiding place.

COMBAT: The simpathetic's only physical attack is a stab with its sharp beak for 1 to 2 points of damage. A character completely covered in metal armor (including gauntlets and a visor to protect his face) can't even be injured by the simpathetic's attack. Simpathetics avoid combat with human-size creatures, evading pursuers in the tall grasses and hiding until the danger's passed. Only a threat to the simpathetic's nest will provoke the creature into standing its ground.

If the simpathetic's hard-pressed, or it plans to feed on a character, it can use a magical *charm* ability on any single creature within 10 feet. If the victim fails a saving throw versus spell, it's *charmed* for 1 to 6 rounds. The victim wants to stay near the bird and won't allow others to harm it. The simpathetic's *charm* doesn't allow it to command or direct the victim in any way; the character is simply passive and friendly toward the bird.

However, it's not the simpathetic's physical attack or *charm* that makes the monster dangerous. The simpathetic feeds on good alignment somehow, deriving its sustenance from the energy of positive attributes such as love, compassion, courage, and honesty. The simpathetic needs direct contact with its victim to feed; each round that it remains in contact with its prey, the victim's alignment changes one step toward neutral evil. The victim receives a saving throw vs. spell each round that, if successful, allows him to avoid the alignment change. Normally, the simpathetic moves up to touch a character affected by its *charm*. The simpathetic can't physically attack while it's draining alignment, and it can't *charm* more than one victim at a time. If the *charm* ends while the simpathetic's in contact with its victim, or if it completely drains the victim's alignment, it breaks contact and flies away.

The victims of a simpathetic's attack don't realize what's happened unless they make the successful save vs. spell to avoid the alignment change. Even then, they won't care if they're still *charmed*. Fortunately, the alignment change caused by contact with a simpathetic isn't permanent; the character regains one step of his normal alignment every 1 to 6 weeks until he's back to normal, but only if the *player* demonstrates that the character sincerely wants to return to the fold through appropriate role-playing. Otherwise, the alignment change is permanent. A paladin drained by a simpathetic can regain paladinhood by means of an *atonement* spell after his alignment returns to lawful good.

The abyssal plane of the simpathetics' origins conferred magic resistance to the creature, and also provided the monsters with immunity to fire-based attacks. Once per day, a simpathetic can spit a small amount of burning blood to a distance of 20 feet, striking with a THACO of 15. If the blood hits, it causes 1d4 points of damage, and the victim must make

a successful save versus paralysis or be blinded for 1 to 3 rounds. The sympathetic saves this ability for truly desperate situations, when it needs to cover its retreat.

HABITAT/SOCIETY: Sympathetics typically form family groups of 2 adult parents and 1 to 4 nestlings. Considering their alignment, sympathetics are surprisingly devoted to the raising of their chicks. They are excellent parents, and go to great lengths to feed and protect the nestlings. Nestlings are completely helpless in spring and summer, but by fall they're full-grown.

In the fall of each year, sympathetics come together in flocks as small as a few family groups or as large as a hundred or more groups together. Fortunately, when sympathetics flock they temporarily lose interest in their special appetites for the alignments of good characters, and instead concentrate on hunting insects or scavenging carrion.

A flock of sympathetics has the unusual ability to *plane travel* by performing intricate aerial dances and rituals. Usually, the process requires a week of more of continuous patterned flight. The sympathetics use this ability to send portions of the flock into planes they haven't yet colonized. Since the birds can now be found on a variety of prime-material worlds, it seems the tactic's fairly successful.

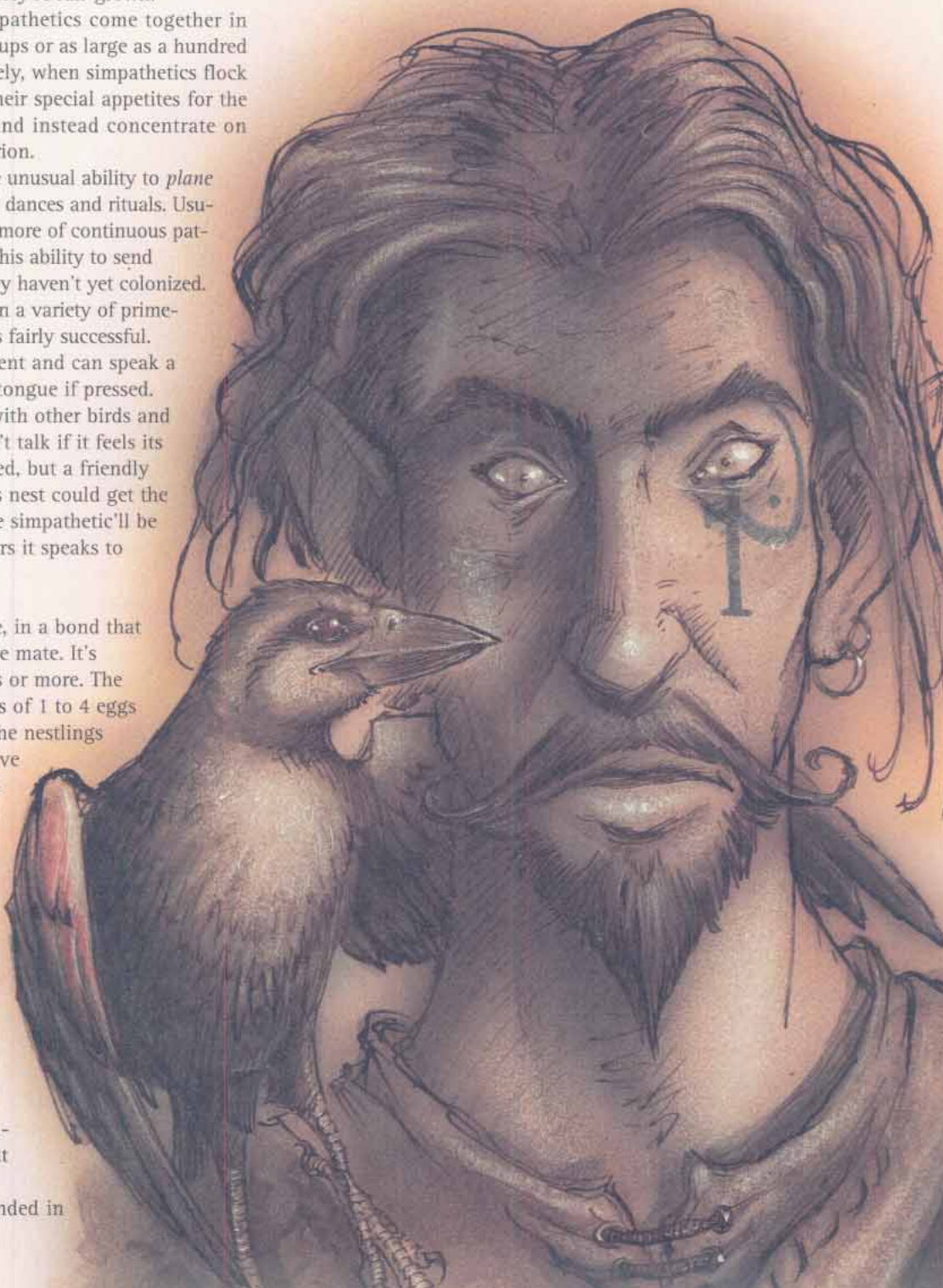
Sympathetics are very intelligent and can speak a contorted version of the common tongue if pressed. They can communicate perfectly with other birds and avians. A sympathetic usually won't talk if it feels its life or nestlings might be threatened, but a friendly overture at a safe distance from its nest could get the creature to converse. Naturally, the sympathetic'll be interested in cajoling any characters it speaks to into allowing it to "get closer."

ECOLOGY: Sympathetics mate for life, in a bond that remains even after the death of one mate. It's believed that they live for 20 years or more. The birds normally raise 2 to 3 clutches of 1 to 4 eggs every year; both parents care for the nestlings when they're young. Sympathetics've been spreading in recent years, especially since they're beginning to find footholds in planes where creatures of good alignment are far more common than on the plane of their origin.

No one knows the dark of why sympathetics require positive emotional energy, or even how they manage to transfer and digest the goodness of their victims. Some bloods've suggested that sympathetics might have been prime-material creatures who blundered into a layer of the Abyss that changed mortal alignments to evil. If the sympathetics were stranded in

the layer without a means to escape, perhaps some aspect of the plane's evil became part of their very nature.

One more thing a cutter should know about sympathetics: Their eggs function as *plane travel* devices. Eating an egg transports a body to the next highest layer of whatever plane he's on. If he's in the top layer of a given plane, the egg takes him to the Astral Plane. If he's astral or on the Outlands, he's transported to a random plane on the Wheel. A character on the Prime Material who eats an egg becomes astral.



SPELLHAUNT

CLIMATE/TERRAIN:	Any
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Special
INTELLIGENCE:	Semi- (2-4)
TREASURE:	None
ALIGNMENT:	Neutral

NO. APPEARING:	1
ARMOR CLASS:	0
MOVEMENT:	Fl 24 (A)
HIT DICE:	5+5
THACO:	15
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	1d8
SPECIAL ATTACKS:	Magic drain
SPECIAL DEFENSES:	Spell immunity
MAGIC RESISTANCE:	None
SIZE:	M (6' tall)
MORALE:	Fearless (19-20)
XP VALUE:	2,000

Want to see a wizard jump out of his skin? Just wait till he's looking another way and yell, "Spellhaunt! Spellhaunt!" Gets 'em every time, friend.

— Irvidigannizid, gnome prankster (deceased)

Who can say what's out there if a cutter's willing to look for it? The planes are infinite, and there's an infinity of possibilities. If a blood looks long enough in the right places, he'll find anything he could ever imagine. 'Course, odds are he'll find ten things he ain't lookin' for first, but that's the way the Great Wheel turns. Spellhaunts're one of those things that just don't seem too likely or possible, until a body understands that *anything's* possible.

A spellhaunt's the remnant of a spell that was cast someplace it shouldn't've been tried. It appears as a rough humanoid shape formed of glowing energy. Some bloods say that the spellhaunt's body reflects the kind of magic that created it, so a failed *enervation* is a dark, cold shadow, while a *cloudkill* that went awry becomes a roiling mass of yellowish vapors. No one can say for sure if that's the dark of it, but it *is* true that no two spellhaunts look alike.

Spellhaunts're gifted with a semblance of life that begins fading the moment they gain their independent existence. The only thing that'll maintain their illusion of life is the consumption of magic in any form. If a basher doesn't have any magic on 'im, he doesn't have to worry about spellhaunts. On the other hand, cutters like wizards, incantifers, or anybody who's got a magic trinket of some kind need to know what a spellhaunt is and what it can do to get what it needs.

COMBAT: Spellhaunts aren't intelligent enough to grasp tactics or strategy of any kind. They can sense magic from an amazing distance — as far away as 100 yards for each spell-

level equivalent a blood's got on his person. Magical items, spells with continuing effects, spellbooks, or even spells a wizard or priest's got memorized can attract the attention of a spellhaunt.

When a spellhaunt attacks, it heads straight for the blood with the most powerful magic on his person and strikes out with pseudopods of magical energy. The spellhaunt's attack ignores armor and magical adjustments to Armor Class — only a cutter's Dexterity adjustment modifies his base AC. Each hit inflicts 1d8 points of damage, and drains the same number of charges of magic that the cutter's got on him, in the following order:

- ✦ Enchantments or spells with continuing effects, such as an *armor*, *stoneskin*, *contingency*, or any spell with a duration that is currently in effect;
- ✦ Continuous effects of magical items that don't need to be activated, such as a *ring of protection*, *bracers of defense*, *ioun stones*, *boots of the north*, magical arms and armor, and the like;
- ✦ The potential of magical items not currently creating an effect, such as a wand, potion, scroll, or miscellaneous item on the victim's person but not in use;
- ✦ Spells the character has memorized but hasn't cast yet.

One charge of magic is considered to be one "plus" of magical protection or weaponry, one function of a magical item without charges, one charge of an item with charges, or one spell level in memory. For example, say a wizard with a *ring of protection +3*, a *stoneskin* spell in effect, a *dagger +2*, a *wand of fire*, a *potion of healing*, and a normal battery of spells memorized is struck by a spellhaunt for 7 points of damage. First, the *stoneskin* spell is absorbed; secondly, five charges drain the *ring of protection* and the *dagger*; and last of all, one charge is drained from the *wand of fire*.

Because they are beings of living magic, spellhaunts are immune to all spells and magical effects except *absorption*, *antimagic shell*, *cancellation*, *dispel magic*, or *negation*. Spellhaunts resist *dispelling* as if they were created by 11th-level wizards, and may attempt a saving throw versus spell to avoid being *absorbed*, *cancelled*, or *negated*. (*Anti-magic* destroys the spellhaunt with no saving throw.) Spellhaunts can also be defeated by physical damage or nonmagical fire, acid, etc. Spellhaunts automatically drain one "plus" from any magical weapon that strikes them, although they take normal damage from the blow.

Spellhaunts immediately cease to attack any target that has no magic left to it, so a desperate basher could decoy the creature by tossing his magic sword to the ground and dumping his potions out of his backpack. Spellhaunts are sated after draining 11 to 20 charges (1d10+10) and drift off, oblivious to their surroundings or the harm they may have caused.

HABITAT/SOCIETY: Spellhaunts can be found in any place where the rules of things are strange. In fact, they can be found anywhere, since sometimes a spell that appears to fizzle in one plane creates a sympathetic reaction in a completely different part of the multiverse. It's hard to be certain, but it appears

that the spell's got to fizzle at just the right moment and under just the right conditions to turn into a spellhaunt.

Many wizards've investigated the spellhaunt phenomena, hoping to harness the creature's magic-draining powers for their own uses, but research in the field's difficult and risky. Spellhaunts can't be reasoned with and are immune to most forms of magic, so they can't be coerced or even restrained.

ECOLOGY: Without a steady diet of magical energy, spellhaunts quickly dissipate and die. The creature's "life" is a never-ending search for more energy to maintain its existence. It completely ignores natural ecosystems and surroundings; they mean nothing to it. All it wants to do is find the biggest source of magic it can and feed off it.

It's rumored that an Abyssal Lord has discovered a sure-fire method for creating spellhaunts and has some means of controlling the otherwise random creatures. These domesticated spellhaunts are called the Feeders. The chant is the tanar'ri lord uses the Feeders to defend his palace from his rivals and perform his personal errands. No reliable blood's ever seen a spellhaunt taking orders from anything, but then again, no one can really say that they know that a spellhaunt *wasn't* under orders when it attacked them.





SPIDER, HOOK

CLIMATE/TERRAIN: Acheron, Baator, Gehenna

FREQUENCY: Rare

ORGANIZATION: Nest

ACTIVITY CYCLE: Any

DIET: Carnivore

INTELLIGENCE: Low (5-7)

TREASURE: A

ALIGNMENT: Lawful evil

NO. APPEARING: 2-8

ARMOR CLASS: 5

MOVEMENT: 9, Jp 6

HIT DICE: 4+4

THACO: 17

NO. OF ATTACKS: 3

DAMAGE/ATTACK: 1d4/1d4/1d6+poison

SPECIAL ATTACKS: Hook, poison, psionics


SPECIAL DEFENSES: Camouflage

MAGIC RESISTANCE: None

SIZE: M (4' long body)

MORALE: Elite (13-14)

XP VALUE: 975



Spiders of all kinds are fairly common throughout the Outlands and the Great Wheel. Normal-size hunters and web-spinners can be found in the strangest places, surviving where no other mundane animals can. Even the large, huge, and giant varieties're surprisingly successful, and there are more than a few minor fiends or aasimon who've ended up as a spider's dinner on their own home plane. The creature known as the hook spider's simply a giant spider that's adapted to life in a particularly dangerous and desolate corner of the multiverse: these Lower Planes.

The body of a hook spider's about the size of a goat's or large dog's, but each of its legs is as long as a man is tall. The two forwardmost legs aren't used for walking, but are instead equipped with powerful, inward-curving claws or hooks to snag and hold prey. The spider's mandibles are powerful enough to pierce plate armor. Unlike those of many normal spiders, each of the hook spider's eight eyes are primary eyes. The eyes are arranged high on the creature's head, giving it 360-degree vision. The hook spider's naturally a dull yellow color with red markings, but it's rarely found in this coloration thanks to its psionic chameleon power (see "Combat," below).

Hook spiders are almost as intelligent as human beings, and demonstrate a diabolical patience and skill in hunting. They create traps made from materials on hand and their own webbing, they use stealth to surprise their prey, and packs of spiders operate with perfect coordination. Worse yet, hook spiders've developed some rudimentary psionic skills to help them take their prey.

COMBAT: Hook spiders make every effort possible to attack only from ambush or while the potential meal is helpless. When the time comes to strike, the hook spider can leap up to 60 feet from concealment, giving its target a -2 penalty to its surprise check. The spider attacks with its two hooked claws and a bite of its venomous mandibles. If it hits the same man-size or smaller target with both claws, the victim is held pinned and helpless, and the bite attack automatically succeeds. The victim can escape the spider's grasp with a successful open doors check.

A creature bitten by the hook spider must successfully save versus poison or suffer an additional 25 hp of damage, or 2 to 8 points of damage if the save is successful. The onset time is two rounds, so a victim suffers no immediate effect in the round he's bitten or in the following round. Hook spider venom quickly loses its potency if removed from the spider, becoming inert within 1d3 turns.

Hook spiders frequently use their psionic powers to ensure that they'll be able to surprise their opponents. They're especially fond of using chameleon power or invisibility to prevent their intended meal from noticing their presence, or using shadow form or reduction to creep within striking distance undetected. If the spider successfully uses its psionic powers to completely mask its presence, it gains automatic surprise when it strikes.

Hook spiders aren't web-spinners, but they do use their strong silk to create trap-door hatches or blinds to hunt from. They occasionally use their silk to create traps such as nets or lassoes that the spider tends with its front legs. There is a 20% chance (30% for rangers, druids, or other such characters) that the victim spots the trap before walking into it. The spider must make an attack roll to spring the trap, but only the victim's Dexterity and magical adjustments help him evade the spider's net — armor itself doesn't count. The victim may attempt a saving throw versus paralyzation to avoid being netted or bound, but if he fails he's securely trapped and can escape only with a bend bars/lift gates roll or a full turn of work with a dagger or other small edged weapon. Hook spi-

ders love to trap as many members of a group as they can, and then attack the untrapped characters before returning to finish off the victims who were snared by their ambush.

PSIONICS SUMMARY

Level	Dis/Sci/Dev	Attack/Defense	Score	PSPs
3	2/2/7	None/MB, M-	12	45

Hook spiders have the following psionic powers:

- ◆ Psychometabolic — Sciences: shadow form. Devotions: body control, body equilibrium, chameleon power, reduction.
- ◆ Telepathic — Sciences: mindlink. Devotions: contact, attraction, invisibility.

HABITAT/SOCIETY: Hook spiders live in small groups called nests or clutches. The adults of a nest are always siblings. Unlike most other spiders, hook spiders are social creatures that cooperate closely to catch their prey. They're careful to let powerful fiends or lower-planar denizens pass by unmolested, but anything weaker than an abishai or rutterkin's fair game.

The spiders like to choose a single small area and carefully build it into a complex lair and hunting ground. For example, a nest of hook spiders might take over a small grove, a rocky outcropping, or a spring or pond. A labyrinth of small burrows'll be dug beneath and around the area, providing the spiders with a number of bolt-holes and ambush sites. Traps'll be laid in places where meals are likely to come by. The hook spiders make sure that their presence is well-concealed, and it's not uncommon for a band of bashers to walk right into the middle of the spiders' lair without realizing anything's wrong.

Hook spiders are capable of communicating with other creatures by means of their telepathic powers, but they rarely do so. They're inclined to honor agreements or contracts, but they're very short-sighted — if a hook spider doesn't see an immediate gain for itself, it won't bother to strike a deal. In some cases, ambitious fiends've been known to lure meals into the spiders' den in exchange for the spiders' elimination of rivals, enemies, or troublemakers.

ECOLOGY: A nest of hook spiders normally comprises 2 to 8 adults, and anywhere from 10 to 30 spiderlings equal to large spiders in all respects save intelligence. Spiderlings avoid large prey such as humans or fiends, preferring to let the adults deal with these meals and feeding on the leftovers. Unlike most spiders, hook spiders lay only 3 to 6 eggs at a time and invest a moderate amount of time and care in feeding and protecting their young.

Although hook spiders are certainly dangerous and cunning predators, they're often not very high on the food chain in some of their infernal habitats. They compensate by cooperation against victims of moderate power, and they avoid contact with more powerful creatures. Typically, creatures such as nupperibo, lemures, spinagons, abishai, or petitioners are preyed upon, but greater baatezu and creatures of similar size are left alone.

SUNFLY

CLIMATE/TERRAIN:	Any Upper Plane
FREQUENCY:	Uncommon
ORGANIZATION:	Cloud
ACTIVITY CYCLE:	Day
DIET:	Omnivore
INTELLIGENCE:	Semi- (2-4)
TREASURE:	None
ALIGNMENT:	Chaotic good

NO. APPEARING:	5-50
ARMOR CLASS:	6
MOVEMENT:	3, Fl 30 (B)
HIT DICE:	1+1
THACO:	19
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	1
SPECIAL ATTACKS:	Dazzle
SPECIAL DEFENSES:	Sundance
MAGIC RESISTANCE:	None
SIZE:	T (1' body)
MORALE:	Unsteady (5-7)
XP VALUE:	120

I don't see as a sunfly's got any right to live. What's it do? Buzz around all day, singin' little songs to itself? What kind of addle-coved nonsense is that? And what right've they got to come along shining their little lights on bashers who've got business to be about? I mean, do they make anything useful? Do they got gold or jewels? Can ya eat 'em? No! They're utterly useless! Who can imagine a creature that only lives to go 'round being happy? It just makes a body sick.

— Tazadarius,
a cornugon overheard in Sigil

Sunflies are tiny creatures native to the planes of good. They're occasionally used as messengers or couriers by the local archons, aasimon, or petitioners. Sunflies also make excellent sentries and scouts, since there are a lot of 'em and they can cover a lot of ground quickly. However, for the most part sunflies have no desires or impulses other than creating wonderful dances of light and song, spreading joy and beauty wherever they go.

A sunfly resembles a large, golden dragonfly with an eldritch, other-worldly quality. Their legs are long and spindly, their eyes are bright and rainbow-colored, and their wings are gossamer-thin. They also have mothlike antennae that catch sunlight like dew-coated spidersilk. Humans who might otherwise be alarmed by the sight of such a large insect instead find the sunfly to be a beautiful, inoffensive, and fragile creature. By daylight, the sunfly's golden carapace and silvery wings reflect the light in a dazzling array of color. At dusk, the insects release light they've stored all day long in a soft faerie glow. A sunfly's wings produce a soothing hum or song in flight, changing pitch with each maneuver or shift of the wind.

Sunflies aren't truly intelligent, but they're highly empathic and have a sense for a creature's alignment. Evil per-

sons or monsters will be tormented unceasingly — sunflies are smart enough to go get a more powerful servant of good to deal with the intruders.

COMBAT: Sunflies resort to physical attacks only under the direst conditions. They'd much rather avoid conflict, and their high speed and maneuverability usually guarantee a quick escape. A really angry sunfly can bite for 1 point of damage.

Sunflies are capable of creating a dazzling burst of light once per hour. The victims must be looking at the sunfly and must be within 10 feet. If they fail saving throws versus spell, they're blinded for 2d4 rounds. The sunfly prefers to use its physical attack against an opponent handicapped by dazzled vision. A cloud of sunflies often surrounds a party of intruders and flashes together to ensure that all of the possible targets are affected at once.


If there are 12 or more sunflies together, they can choose to perform a *sundance* instead of attacking or dazzling. By flying in a circular pattern, weaving and singing, the sunflies protect themselves and anything inside the pattern with a double-strength *protection from evil*. Sunflies can use this ability to trap evil creatures who can't penetrate a *protection from evil* by weaving the *sundance* around them, preventing them from moving. The area protected by a *sundance* is one foot in diameter for each fly in the cloud, so a group of 25 sunflies can create a circle of protection 25 feet in diameter.

HABITAT/SOCIETY: Sunflies are nomadic creatures, moving from place to place constantly. In a typical day a cloud of sunflies'll migrate 15 or 20 miles. By night, the insects find a tree or bush to sleep in, curling up among the branches and dimming their lights to a faint gleam.

The more sunflies in a cloud, the more intelligent they seem to be. A large cloud can assign pickets or scouts to look for evil intruders, dispatch messengers to seek reinforcements, and use its collective *dazzle* and *sundance* ability to contain and confuse opponents until help arrives. The dances and songs performed by the sunflies grow more beautiful and intricate with each additional insect. As noted before, sunflies seem to have rudimentary *know alignment* and *empathy* abilities, and they can communicate surprisingly well by performing songs and dances for onlookers. The observer'll pick up on a message of welcome, a warning of danger, or an invitation to play without even realizing that he's deciphered the meaning of the display.

A sunfly cloud has no specific leaders. Decisions seem to be made by consensus. Sunflies are insatiably curious and may follow interesting people for hours, just to see what they're doing.

Sunflies are prized for their beauty by the residents of the Upper Planes. It's not uncommon for all work to stop in an Elysian town as the citizens gather in a nearby field to watch the sunflies dance at dusk. Any person familiar with sunflies knows that they keep their beauty only so long as they're free; caging a sunfly brings about its death in a matter of hours.



ECOLOGY: Sunflies live on small, mundane insects, fruit, and nuts or berries. Some sages speculate that their diets may be supplemented by an ability to derive nourishment from sunshine, just as plants do. Whether or not this's true, it's a fact that sunflies can't be awakened at night – with one and only one significant exception.

Sunflies mate once a year, on midsummer eve or its closest equivalent in their current plane. The longest night of the

summer is the only night of the year in which sunflies can remain awake, and they perform breathtaking dances from dusk to dawn. Sunflies always lay just one egg for each member of the cloud, concealing them on the topside of sunny leaves high in trees. The eggs hatch in 2 to 20 days, and the young sunflies emerge as tiny golden moths – they never go through a larval stage. Sunflies grow to their full size in about 2 months, and can live for up to 10 years.

SWORD SPIRIT

CLIMATE/TERRAIN:	Acheron, any battlefield
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Special
INTELLIGENCE:	Very (11-12)
TREASURE:	C, V
ALIGNMENT:	Lawful evil

NO. APPEARING:	1-3
ARMOR CLASS:	0
MOVEMENT:	18
HIT DICE:	9
THACO:	11
NO. OF ATTACKS:	2-7
DAMAGE/ATTACK:	By weapon
SPECIAL ATTACKS:	Dust storm
SPECIAL DEFENSES:	Struck only by +1 or better weapons
MAGIC RESISTANCE:	30%
SIZE:	L (10' tall)
MORALE:	Fanatic (17-18)
XP VALUE:	8,000

Our search for the Emperor of Taellezin led us to the iron wastes of Thuldadin, the second layer of Acheron. Here the wreckage of uncounted wars littered the landscape, and parties of raiders fought savagely over useless scraps. These we largely avoided by means of Reniom's sorcery. For many days we sought, always in vain.

On the twenty-second day in Thuldadin, our search brought us to a promising region of newly-destroyed war machines. But disaster struck soon after we began our work. While we paused to plan our search strategy, a sudden chill passed through all of us gathered there. A low, hollow moan echoed among the iron ruin, and we knew that we were in the presence of one of the undead.

Suddenly, the wreckage and scrap began to stir, carried aloft into a bladed whirlwind that advanced quickly toward us. Reniom attempted an incantation, but it failed, and the thing was among us, slashing and howling like a host of the condemned. It wielded a dozen weapons at once with savage bloodlust, but no visible body controlled the iron zephyr that confronted us. Reniom died when a rusty halberd was driven through his chest with enough force to pin him to the iron ground. No fewer than five more of my companions perished before we broke and fled, our quest at an end. To this day I can still hear the howling of that spirit of swords that came upon us. The Emperor lies there still, for all I know.

— from the journal of Edarion Daellemar

Sword spirits are a form of undead found on the ironclad plains of Acheron, and on rare occasions on other great battlefields. A sword spirit is normally invisible and intangible, having no true physical existence. In this form it can be detected only as an unexplained chill in the air or a feeling of wretched despair and anger that comes upon a cutter unex-

pectedly. These're danger signs that a peery cutter ought to take note of; it'll take the sword spirit 1 to 4 rounds to form a body suitable for combat, and a sharp body'll leave before the sword spirit finishes its preparations.

When the sword spirit finally shows itself, it takes the form of a dark whirlwind or zephyr of flying rust, dust, and metal flakes. Anywhere from 2 to 7 (1d6+1) nearby weapons're picked up and suspended in the whirlwind. The sword spirit attacks with these dancing blades, wielding them clumsily but with boundless fury and blinding speed. The sword spirit has no true body, but while it's in its whirlwind it can be injured by physical or magical attacks.

The sword spirit's manifestation is accompanied by a wild, howling wind and stinging clouds of dust and debris.

COMBAT: The zephyr of a sword spirit is normally about 10 to 20 feet tall and about 5 feet in diameter at its base. Anywhere from 2 to 7 (1d6+1) random weapons're picked up by the formation of the zephyr and used by the spirit to attack any living creatures it encounters. An individual weapon can be knocked down, restrained, or destroyed by a successful attack versus AC -4, but this causes no damage to the sword spirit.

The spirit itself exists in the center of the zephyr, but it is invisible and ectoplasmic. No nonmagical attacks can harm it, but magical weapons or pure magical energy (*magic missiles*, but not spells that cause damage through fire, cold, lightning, etc.) inflict normal damage on the spirit. It's only necessary to strike at the whirlwind itself, since the spirit's ectoplasmic tendrils are spread throughout the manifestation, wielding weapons and driving the winds. If the spirit can be seen and attacked, it suffers double damage from physical weapon blows.

The raging winds created by a sword spirit's manifestation deflect all nonmagical missile attacks, and create a blinding, stinging storm of metal and dust. Creatures engaged in melee with the spirit must successfully save versus spell each round or suffer a -2 penalty to attack rolls and Armor Class. In addition, any creature attempting to cast a spell within 20 feet of the sword spirit has to make a successful save versus spell in order to complete the casting without being disrupted by wind-blown grit and noise.

The sword spirit gains strength with each victim it slays. If it kills a character with its whirling weapons, it moves over the fallen body and feeds, gaining 1 hp for each level the victim possessed in life. This process requires 1 round, during which the sword spirit can still attack anyone standing nearby. The sword spirit's appetite is insatiable, and it continues to attack as long as living creatures are present.

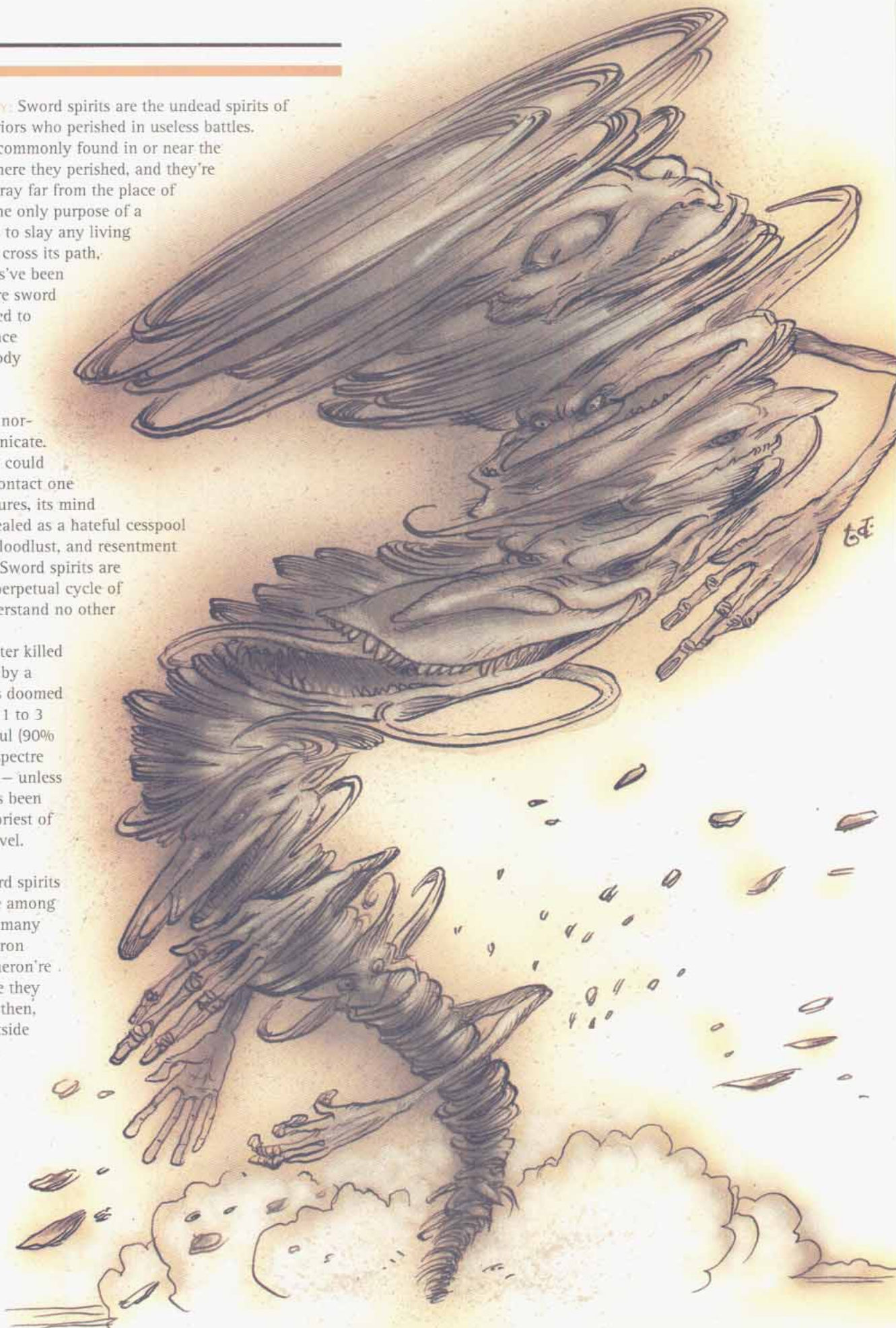
Sword spirits are undead, and have the standard undead resistances to *sleep*, *charm*, and other mind-affecting magics. They can be struck only by +1 or better weapons, and are turned as vampires except when encountered on Acheron itself, where they're turned as special undead. A full vial of holy water inflicts 2 to 8 points of damage to a sword spirit, and the creature can be destroyed utterly by a *raise dead* or *dispel evil* spell if it fails a saving throw versus spell.

HABITAT/SOCIETY: Sword spirits are the undead spirits of powerful warriors who perished in useless battles. They're most commonly found in or near the battlefields where they perished, and they're reluctant to stray far from the place of their death. The only purpose of a sword spirit is to slay any living creatures that cross its path, although cases've been recorded where sword spirits appeared to defend the place where their body was interred.

Sword spirits do not normally communicate. Even if a way could be found to contact one of these creatures, its mind would be revealed as a hateful cesspool of violence, bloodlust, and resentment of the living. Sword spirits are trapped in a perpetual cycle of rage and understand no other emotion.

A character killed and fed upon by a sword spirit is doomed to rise within 1 to 3 days as a ghoul (90% chance) or a spectre (10% chance) — unless the corpse has been blessed by a priest of at least 5th level.

ECOLOGY: Sword spirits have no place among the living; in many respects, the iron wastes of Acheron're the only place they belong. Even then, they exist outside of nature and contribute nothing to the ecology of the land around them.



T'UEN-RIN

CLIMATE/TERRAIN:	Arcadia
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Herbivore
INTELLIGENCE:	Supra-genius (19–20)
TREASURE:	H, I
ALIGNMENT:	Lawful good

NO. APPEARING:	1
ARMOR CLASS:	–8
MOVEMENT:	24, Fl 48 (A)
HIT DICE:	16
THACO:	5
NO. OF ATTACKS:	3 (two hooves, horn)
DAMAGE/ATTACK:	1d10/1d10/2d10
SPECIAL ATTACKS:	Awe, spell use
SPECIAL DEFENSES:	Never surprised
MAGIC RESISTANCE:	90%
SIZE:	H (13' long)
MORALE:	Fanatic (17–18)
XP VALUE:	28,000

T'uen-rin are a powerful race of good servants that dwell in the peaceful skies and plains of Arcadia. They're related to the ki-rin of the Prime Material Plane, but they're even more intelligent, capable, and noble than their "lesser" kin. T'uen-rin keep their distance from prime-material affairs, concentrating on the task of battling evil around the Great Wheel. However, from time to time the requirements of their endless war on evil send them to the worlds of the prime.

T'uen-rin resemble their more common counterparts. Their bodies are horselike, but their coats are covered with fine golden scales that scintillate with impossible shades of color. Their thick manes and tails are deep, dark gold, and their hooves and horn are pinkish-ivory. The t'uen-rin's face is wise and beautiful, and its eyes are liquid orbs of deep violet. Lots of berks say there's no more beautiful sight in the multiverse than a t'uen-rin galloping across the sky at sunrise, and they might be right.

T'uen-rin can understand and speak any human tongue, and can also communicate by *telepathy* or *empathy*. No natural, nonevil animal'll ever offer harm to a t'uen-rin. Flowers spring up where their hooves touch the earth.

COMBAT: Although t'uen-rin are peaceful and good, they'll fearlessly attack evil wherever they encounter it. A t'uen-rin's a match for even a greater baatezu or true tanar'ri, and the noble creature'll never hesitate to engage such an opponent. The t'uen-rin attacks physically with two blows of its mighty hooves and a thrust of its great horn. Its natural attacks're considered the equal of +5 weapons for purposes of harming creatures struck only by enchanted weapons. T'uen-rin enjoy dealing with evil opponents in a direct, physical approach and often choose this option over the use of spells or their *awe* power.

T'uen-rin can cast wizard spells at the 20th level of ability. Each day, they may use 15 1st-level spells, 14 2nd-level spells, 13 3rd-level spells, on up to 7 9th-level spells. They're especially fond of the schools of illusion and enchantment but won't hesitate to use extremely powerful spells such as *symbols*, *wishes*, or *power words* against very powerful evil entities.

The t'uen-rin's *telepathy* ability enables them to monitor conscious thoughts nearby, making them impossible to surprise. This also allows the t'uen-rin to *know alignment* and *detect lie* without error. Each day, the t'uen-rin can *create* nutritious food and beverage for 10d10 people, as well as 100 cubic feet of soft goods, 50 cubic feet of wood, and 20 cubic feet of stone or metal items. These creations are permanent.



T'uen-rin can assume *gaseous form*, become *invisible*, *summon weather*, and *call lightning* at will. They can freely enter the Ethereal or Astral Planes. Creatures of elemental air don't attack a t'uen-rin unless compelled by an evil force at least as powerful as the t'uen-rin.

Once per day, a t'uen-rin may create an aura of divine *awe*. Any being of a nondivine nature within sight must survive a saving throw versus spell at -6 or be *awed*. *Awed* beings stand motionless for a number of rounds equal to 20 minus the creature's Wisdom score. For example, a character with a Wisdom of 12 would be *awed* for 8 rounds. *Awed* creatures recover after a 1-round delay if attacked physically. If the t'uen-rin chooses, it may follow up the *awe* with a special

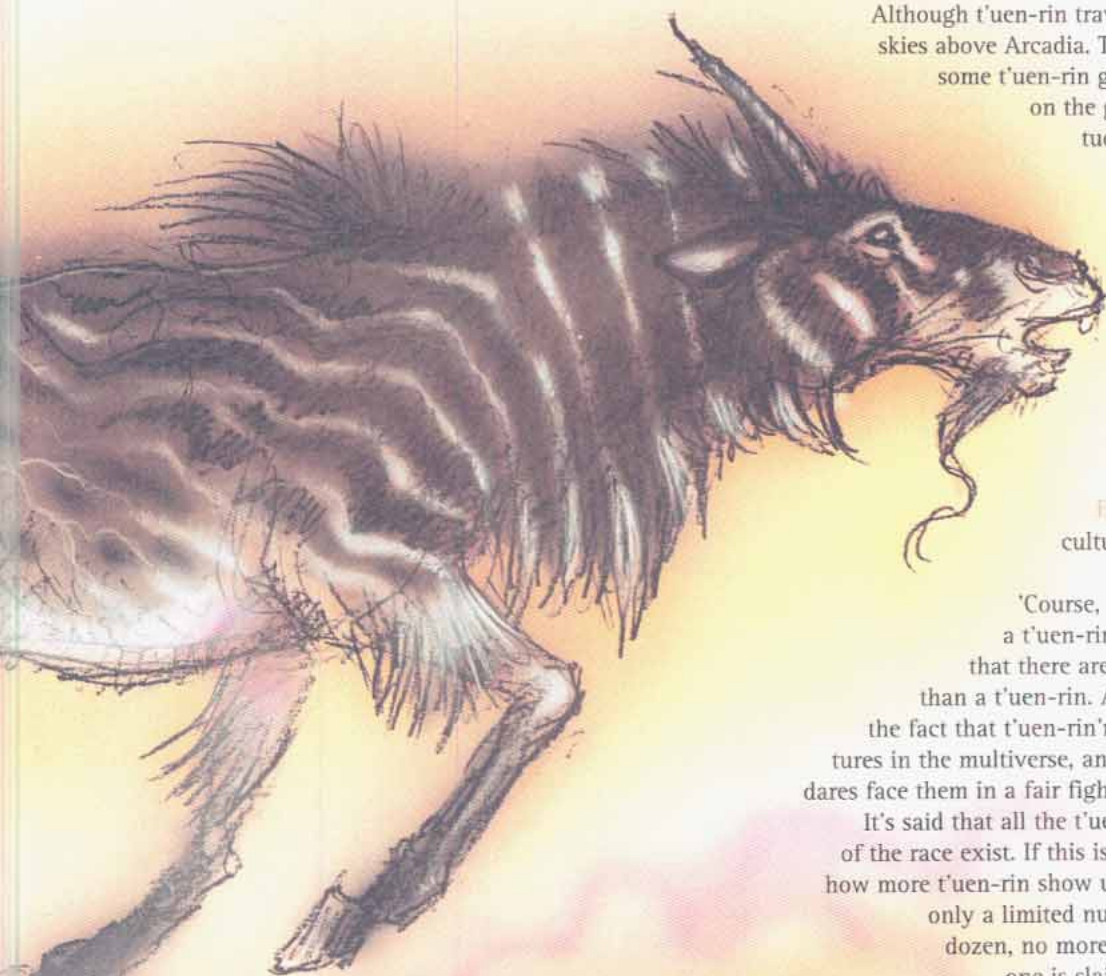
suggestion or *emotion* spell that affects every *awed* creature. A t'uen-rin could use this power to inspire an entire army to courage, or put a legion of evil creatures to flight. Normally, t'uen-rin don't attack creatures they've *awed* unless the creatures are evil and must be destroyed to deter them from their purpose.

HABITAT/SOCIETY: T'uen-rin're motivated purely by the pursuit of good. They often use their great powers to aid people of good heart wherever they find 'em. Naturally, a t'uen-rin'll seek out and destroy evil if at all possible. T'uen-rin are superhumanly intelligent, and they've got a good idea of when it's time to back off – they might consider a tanar'ri roaming the Astral to be fair game, but they won't follow that same tanar'ri into the Abyss.

Although t'uen-rin travel widely, their true home's the skies above Arcadia. They live among the clouds, and some t'uen-rin go centuries without setting foot on the ground. Unfortunately, this attitude's rubbed off on the t'uen-rin; there's a dark seed of arrogance and superiority in the hearts of many of these noble creatures, and there's some bloods who say that the t'uen-rin may be headed for a fall if they keep distancing themselves from mortal concerns.

ECOLOGY: In some prime-material cultures, the t'uen-rin're seen as the ultimate embodiment of good. 'Course, no planar'll ever say that about a t'uen-rin. Any cutter with a clue knows that there are high-ups even more important than a t'uen-rin. All that aside, there's no dark to the fact that t'uen-rin're some of the most gifted creatures in the multiverse, and that nothing short of a power dares face them in a fair fight.

It's said that all the t'uen-rin are female, that no males of the race exist. If this is the case, a body might wonder how more t'uen-rin show up. Some bloods say that there's only a limited number of t'uen-rin – a couple of dozen, no more than that – and that each time one is slain, the universe loses something unique and irreplaceable. Others say that the male t'uen-rin is actually the ki-rin (or vice-versa, depending on how a cutter looks at it), and that the two "races" are actually one divided species. The t'uen-rin themselves avoid questions of this nature.



- dilerlizi -

TANAR'RI, ALKILITH (TRUE)

CLIMATE/TERRAIN:	The Abyss
FREQUENCY:	Rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Carnivore
INTELLIGENCE:	High (13-14)
TREASURE:	F
ALIGNMENT:	Chaotic evil

NO. APPEARING:	1-3
ARMOR CLASS:	3
MOVEMENT:	6
HIT DICE:	11
THACO:	9
NO. OF ATTACKS:	4
DAMAGE/ATTACK:	2d4/2d4/2d4/2d4
SPECIAL ATTACKS:	Acid, poison
SPECIAL DEFENSES:	½ damage from Type S or B weapons; struck only by +2 or better weapons
MAGIC RESISTANCE:	40%
SIZE:	L (6' diameter)
MORALE:	Champion (15-16)
XP VALUE:	17,000

The horrors of the Abyss are uncountable. Layers upon layers of seething, pustulent evil wait for the unwary traveler. At first glance, it'd seem that some of the Abyssal layers are uninhabitable, even for tanar'ri – but a body'd be addle-coved to believe that. The alkiliths're a type of tanar'ri that thrives in the foulest and most inhospitable places of the Abyss, acting as personal agents of the unspeakable Abyssal Lords.

Alkiliths've got an unusual purpose among the true tanar'ri: They exist to corrupt all they touch, extending the reach of the Abyss by despoiling anything that comes into contact with it. The alkiliths seek to pollute the world beyond the Abyss physically and morally. While fiends such as the glabrezu and succubi bring mortals to the Abyss, the alkiliths work to bring the Abyss itself to any world unfortunate enough to be within reach. Alkiliths destroy things that're beautiful, desecrate things that're sacred, and fan the embers of fear or resentment into raging hatred. By spreading chaos and evil throughout the multiverse, they'll increase the power of the Abyss.

Alkiliths're closely tied to the various slimes, jellies, and oozes found on many prime worlds. They're not remotely humanoid, taking the form of a disgusting blob of phosphorescent green corruption. Their bodies're surrounded by a cracked, leathery coating or secretion that constantly oozes more of their vile protoplasm in a continual process of exuding and reabsorbing hide.

Alkiliths're capable of assuming a semi-rigid form, and their pseudopods can wield weapons and manipulate objects with surprising precision.

Dark, swollen eye-globules dot an alkilith's surface; normally the creature's got anywhere from 3 to 7 of these spread out around its body to observe what's happening around it.

COMBAT: Alkiliths're never surprised in the Abyss, and only on a roll of 1 elsewhere. They can be injured only by weapons of cold iron or a +2 or better enchantment. Like all tanar'ri, alkiliths're resistant to many attack forms; they suffer no damage from electricity, nonmagical fire, or poison, and only half damage from cold or magical fire. In addition, the alkilith's unusual physical form renders it immune to all acids or harmful gasses. Slashing or bludgeoning weapons don't cause alkiliths serious harm, and inflict only half normal damage against the monster. Piercing weapons can reach their vitals and cause full damage.

Alkiliths're extremely dangerous in close combat. Each round, they can strike with four lightning-fast pseudopods, each inflicting 2d4 points of damage. If the alkilith hits, a vile, corrosive slime is smeared across its victim. The victim has to make a successful saving throw versus poison or suffer an additional 1d6 points of damage per round for the next 1 to 6 rounds or until the slime is cleaned off. Whether or not the victim succeeds in his saving throw, some portion of his equipment may be endangered by the potent acid. Check the chart below:

% roll Equipment threatened

01-60	Victim's armor degrades one place per round of corrosion until an item saving throw vs. acid is successful.
61-75	Victim's shield is ruined unless an item saving throw vs. acid is successful.
76-90	Victim's weapon is ruined or degrades by one plus per round until an item saving throw vs. acid is successful.
91-00	A random item (backpack, worn or carried magical item, etc.) is ruined unless an item saving throw vs. acid is successful.

Alkiliths also have the ability to assume *gaseous form*, but in doing so they expand to create a 20'×20'×10' cloud of foul, stinking vapors. The vapors are impenetrable to normal vision and duplicate the effects of a *cloudkill* spell. An alkilith is impervious to physical damage in this form, but it requires a full round of no other activity for the fiend to make the transition to cloud and back again. Alkiliths can move at a rate of only 1 in *gaseous form*, and if struck by a *gust of wind* or similar effect suffer 1d6 points of damage per level of the caster with no saving throw.

In addition to the powers available to all tanar'ri, alkiliths can also make use of the following spell-like abilities (at will unless otherwise specified) at the 11th level of spell use:

cause disease, *command* any ooze, jelly, slime, or fungus-based monster, *cone of cold* (3/day), *detect magic*, *dispel magic*, *enervation*, *hold person*, *putrefy food*

and drink (by touch), stinking cloud, and wall of ice. Once per day an alkilith may attempt to gate 1 to 3 chasme (30%) or 1 hezrou (70%) with a 50% chance of success.

HABITAT/SOCIETY: Alkiliths're the envoys, agents, and assassins of the Abyssal Lords. A great number of their missions take place within the Abyss, as the lords of the tanar'ri spend much of their time scheming and feuding with each other. From time to time they're sent into the Great Wheel or onto the Prime Material Plane on an errand of vile corruption. Alkiliths take an unholy delight in tasks that allow them to mar things or places of beauty.

The Blood War's only a tangential concern for the alkiliths. They'll fight when they have to, but normally they steer clear of the babaus and molydei by retreating into regions so despicable and unclean that even other tanar'ri hesitate to follow. However, an alkilith'll savagely attack any baatezu it encounters while it's about its work.

Alkiliths aren't very common in the Abyss, but they're greatly feared because other tanar'ri have no innate resistance to their horrible acid or vile cloud of poisonous gas. As creatures of the Abyssal Lords, the alkiliths aren't well-liked by their peers, but they're guaranteed a certain measure of protection. An alkilith's fortunes wax and wane with those of its master, and when the Abyssal Lord suffers a setback, the alkilith often ends up lost.

ECOLOGY: Whenever possible, alkiliths bring the hateful spite and corruption of the Abyss to unfortunate prime-material worlds. In some cases, the seeds of evil and pestilence planted by an alkilith can overwhelm an entire land, plunging thousands of mortals into a living nightmare of senseless war and devastation.



TANAR'RI, BULEZAU (LESSER)

CLIMATE/TERRAIN:	The Abyss
FREQUENCY:	Uncommon
ORGANIZATION:	Group
ACTIVITY CYCLE:	Any
DIET:	Carnivore
INTELLIGENCE:	Low-Average (5-10)
TREASURE:	A
ALIGNMENT:	Chaotic evil

NO. APPEARING:	3-12
ARMOR CLASS:	-1
MOVEMENT:	9
HIT DICE:	7+3
THACO:	13
NO. OF ATTACKS:	4 or 3
DAMAGE/ATTACK:	1d4+1/1d4+1/2d8/1d3 or 2d8/1d3 and weapon +6
SPECIAL ATTACKS:	Head-butt, rage
SPECIAL DEFENSES:	Struck only by +1 or better weapons
MAGIC RESISTANCE:	25%
SIZE:	L (8' tall)
MORALE:	Fanatic (17-18)
XP VALUE:	9,000

Bulezau tanar'ri are born and bred to fight in the Blood War. With the exception of the vrock, bulezau are the toughest front-line troops of the tanar'ri hordes. Bulezau are used as heavy infantry, assault leaders, and personal guards; they lack the mobility or magical prowess of a similar band of vrock, but they're strong and fearless bashers who're too stubborn and stupid to ever give up.

A bulezau resembles a minotaur, but it's gaunt and skeletal, and its flesh is filthy and diseased. The creature isn't covered with fur, but instead with patches of wiry bristles over tattered, boil-covered skin. Its feet are clawed, not hoofed, and it has a long, serpentine tail with a clump of iron-hard spines at its end. The bulezau's horns and head are more ramlike than bull-like, and its mouth is filled with small, needle-sharp fangs. Bulezau are often armed with great tridents, pole arms, or morning stars of wicked design.

Bulezau can speak the common trade-jargon of the planes with difficulty or communicate with a weak form of empathy at will. It's a good idea for a cutter to make out like he understands the bulezau perfectly no matter how animal-like its speech is, since it's not a patient basher. If a bulezau decides it's easier to tear the arms off a sod than talk to him, it won't wait long to act on its impulses.

COMBAT: Bulezau are built for a fight. They can deal out raw damage just as well as many kinds of greater or true tanar'ri, but their chief vulnerability's found in the hollow space between their ears. Strategy, discipline, and common sense've got no place in the world of a bulezau, and if there's anything dumber than a bulezau, it's two of 'em together. 'Course, strength and energy'll make up for a lot of failings of strategy, and that's an approach bulezau are happy to take.

Like all tanar'ri, bulezau suffer no damage from nonmagical fire, electricity, or poison. Cold, magical fire, and gas cause only half damage to a bulezau.

Unarmed bulezau strike with each of their clawed forelimbs for 1d4+1 points of damage, deliver a powerful head-butt for 2d8 points of damage, and lash out with their bristly tails for another 1d3 points of damage. If the bulezau rolls a natural 19 or 20 with its head-butt, it knocks a man-size or smaller opponent back 5 to 10 feet (d6+4) and stuns the sod for 1 to 3 rounds. If the bulezau's armed, it substitutes the weapon attack for its claw attacks. Bulezau weapons're huge (size H) and inflict double normal damage, +6 for the creature's Strength. A bulezau fighting with a morning star'll do 4d4+6 points of damage with a hit. The bulezau can also butt and lash with its tail in the same round.

Once a bulezau's in a fight, it's likely to go berserk. There's a 25% chance each round that it goes on a rampage of destruction, refusing to stop until either it or its opponent is dead. This rises to a 75% chance in a round in which the bulezau takes damage without managing to hit its foe. (They don't take failure well.) A berserk bulezau's Armor Class falls to 1, since it ignores any defensive tactics whatsoever, but it gains a +2 bonus to all attack rolls. While berserk, the bulezau gains a +4 bonus to its saving throws versus any *fear*, *emotion*, or mind-affecting spells, including *hold monster* and the like. The bulezau doesn't recover from its rage until all opponents are dead, routed, or the bulezau's been unable to engage in melee for 5 rounds or more.

In addition to the powers common to all tanar'ri, bulezau can use the following spell-like abilities (at will unless otherwise specified) at the 7th level of ability: *cause fear*, *command*, *detect invisibility*, *shout* (1/day), and *wall of fog*. Bulezau can be injured only by cold iron or weapons of +1 or better value. Once per day they can attempt to *gate* 1 to 3 rutterkin (40%) or 3 to 12 dretches (60%) with a 25% chance of success.

HABITAT/SOCIETY: Bulezau are quarrelsome, bullying creatures that often fall into lethal disagreements with each other. Only the authority of a powerful greater or true tanar'ri can keep them from each other's throats, and even then only if the promise of battle is near. Bulezau live for combat, and regard all other activities as a waste of time. They make poor pickets, sentries, or scouts since they've got no patience for waiting around or attempts at stealth — if a bulezau sees an enemy, it charges, and if it doesn't see an enemy, it goes looking for one.

Bulezau may be difficult troops to keep control of, but they're very good at what they do. Once committed to a battle, they hold nothing back and plunge into the thick of the fight with reckless abandon. For a tanar'ri commander, the bulezau are a slaving band of maniacs that'll attempt any attack and never retreat, no matter how long the odds are. Loyalty of that kind is hard to find in the Abyss, even if it's uncontrollable bloodlust instead of iron discipline.

Tanar'ri commanders've long recognized that it's a good idea to keep bulezau near the war front. They're just too stupid and aggressive to remain in a noncombat situation for long.

With a strong and charismatic commander, bulezau can hold themselves in check — just barely. High-ups in the Abyss sometimes create a ruthless and fanatical guard of bulezau, deciding that it's worth the headaches to have such capable and loyal (for tanar'ri) fighters at their beck and call.

Ecology: It's rumored that the tanar'ri lord Baphomet, the patron demipower of minotaurs, was responsible for the creation of the bulezau. The chant goes that Baphomet bred his minotaur servants with some of the tanar'ri in his service, but there's no way to know if this's a peel or not. It's also said that Baphomet maintains a bodyguard of fierce bulezau of unusual loyalty and discipline.

Bulezau are generally well-regarded by tanar'ri of higher station, since bulezau pursue the Blood War with so much enthusiasm that a more subtle tanar'ri can drop out of sight when they're around. Tanar'ri commanders place a high value on bulezau formations and go out of their way to gather such units when possible. On the other hand, less powerful tanar'ri rarely want to be anywhere near a bulezau since the creature's likely to fly off into a murderous rage at the least provocation, regardless of the consequence. There've been engagements where more dretches and rutterkin were lost to bulezau impatience than to baatezu action.

Bulezau've got a bitter rivalry with vrocks, and encounters between the two almost always break out into a fight unless there are baatezu nearby to deal with.



TANAR'RI, MAUREZHI (LESSER)

CLIMATE/TERRAIN:	The Abyss
FREQUENCY:	Rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Carnivore
INTELLIGENCE:	Average-Genius (8-18)
TREASURE:	B
ALIGNMENT:	Chaotic evil

NO. APPEARING:	1 (1-4 in the Abyss)
ARMOR CLASS:	5 (base)
MOVEMENT:	12, Ju 3
HIT DICE:	5 to 5+8
THACO:	15
NO. OF ATTACKS:	3
DAMAGE/ATTACK:	1d6/1d6/2d4
SPECIAL ATTACKS:	Leap, assume shape
SPECIAL DEFENSES:	Struck only by +1 or better weapons
MAGIC RESISTANCE:	40%
SIZE:	M (6' tall)
MORALE:	Steady (11-12)
XP VALUE:	Unimproved: 2,000 Mature: 6,000

The maurezhi are a plague in the worlds beyond the Abyss, a scourge of evil that

taints any plane it seeps onto. Maurezhi prey on mortals, spreading chaos and evil through their fearsome appetites. Like the nabassu, maurezhi gain strength with each mortal they devour — but instead of absorbing mortal life forces, the maurezhi feed upon corpses, stealing portions of their victims' memories, skills, and appearance.

A maurezhi bears a strong resemblance to a common ghoul. Its posture is hunched and feral, its skin gray and leathery, and its hands filthy talons. The maurezhi's face slopes into a short, fang-filled muzzle, and its ears are catlike. Maurezhi leap and caper in sudden, unpredictable movements when excited or angered. They can communicate by means of *telepathy*, but the only sounds their rattling bone-boxes can make're gibbering howls, grunts, and shrieks.

Maurezhi seek opportunities to slay and devour mortals wherever they can find 'em. Most maurezhi're doomed to serve as marauders and skirmishers in the Blood War, but a few find ways to escape onto the Outlands or the Prime and begin a career of bloody murders and vile feasts.

COMBAT: Maurezhi enjoy stalking and terrifying their victims. They prefer a sudden surprise attack to a head-on challenge, but they're not afraid of a fight. They strike with each of their filthy claws for 1d6 points of damage and rend with their slavering jaws for 2d4 points of damage. Maurezhi can make lightning-swift leaps to close with their prey, gaining a +2 bonus to their first round of attacks. If the creature strikes

from concealment this way, the victim suffers a -2 penalty to his surprise check. Regardless of its current ability scores, a maurezhi saves as a 10HD monster.

Like nabassu, maurezhi grow stronger and more dangerous with their voracious feedings. For each human or demihuman corpse a maurezhi consumes, it gains 1 bonus hit point, its Armor Class improves by one place from its base, and the damage of each claw attack increases by 1 point to the maximum allowable of 5+8. A maurezhi that's consumed five bodies has 5+5 Hit Dice, an AC of 0, and inflicts 1d6+5 points of damage with its claws.

In addition, the maurezhi's able to call upon the memories of any victim it's consumed and assume its appearance at will. Normally, only a *true seeing* spell or similar magic reveals the maurezhi's identity, but some bloods say that a faint odor of death lingers near a maurezhi masquerading as one of its victims. The maurezhi can use any physical talent its victim possessed, including the use of weapons the victim was proficient in, proficiencies such as endurance, jumping or tumbling, and thief skills. It can't utilize magical abilities such as spells or some class-related abilities such as a paladin's aura of *protection from evil*. Maurezhi can speak while in assumed form, and know all the languages the victim did.

Maurezhi can use the following spell-like powers (at will unless otherwise specified) at the 6th level of ability: *blur*, *cause fear*, *chill touch*, *paralysis* by touch (3/day), and *summon* 1d4 ghouls (1/day). A full-grown maurezhi (one with 5+8 Hit Dice) gains the additional powers: *animate dead*, *fear* (3/day), *hold person*, and *invisibility*. Once per day a maurezhi can attempt to *gate* 2d4 manes with a 60% chance of success. Maurezhi can be struck only by cold iron or +1 or better weapons.

HABITAT/SOCIETY: Maurezhi live only to consume the most powerful and intelligent mortals they can find. They're especially fond of waylaying lone travelers or adventurers, consuming them, and then assuming their appearance and using their acquaintances to seek out another victim while concealing the disappearance of the previous one. Between suitable victims, maurezhi're fond of haunting graveyards and barrows, sating their taste for the flesh of mortals.

Most maurezhi aren't given much of a chance to begin their growth in this fashion, though. They're frequently recruited by the babaus or hezrous and sent to fight in the Blood War. In the Abyss, a typical maurezhi's never had the chance to consume a human. However, a small percentage of maurezhi encountered in the Abyss will be full-grown creatures that've completed their expedition and returned to the Abyss at the peak of their power. These tanar'ri function as assassins and spies, roaming the Lower Planes to keep an eye on the baatezu war efforts.

The DM can decide what kinds of sods the maurezhi's already consumed and what they may or may not have known. Whenever possible, maurezhi seek out and consume mortals of exceptional skill and power. Each previous victim can be determined using the chart below:



d%

01-40

51-65

66-70

71-80

81-95

96-00

Victim

0-level character (possible proficiencies, identity, or information gained by the maurezhi)

Warrior of level 1-8 (possible improved THACO, weapon specialization, tracking, or ranger skills)

Wizard of level 1-6

Priest of level 1-8

Thief of level 1-10 (with appropriate thief abilities)

Bard of level 1-8 (with appropriate thief and non-magical bard abilities)

A maurezhi begins with average Intelligence, but each victim it consumes adds 1-2 points to its basic Intelligence rating if the victim was more intelligent than the maurezhi. As noted before, the memories and skills of each of their victims are available to the maurezhi, and it's possible for the fiend to have very unusual or rare secrets in its head.

Ecology: Although maurezhi devour all kinds of carrion and corpses on a daily basis, this doesn't increase their power. To consume a corpse, the maurezhi must personally kill the victim and devour him or her within one turn (10 minutes) of the murder. The grisly process requires no less than half an hour, and if the fiend's interrupted, it can't completely consume its prey. A character who's been thus consumed can't be *raised* or *resurrected*, and can be returned to life only with a very carefully worded *wish*.

TANAR'RI, YOCHLOL (LESSER)

CLIMATE/TERRAIN:	The Abyss
FREQUENCY:	Very rare
ORGANIZATION:	Group
ACTIVITY CYCLE:	Any
DIET:	Carnivore
INTELLIGENCE:	High (13-14)
TREASURE:	None
ALIGNMENT:	Chaotic evil

NO. APPEARING:	1-4
ARMOR CLASS:	10 (4 as spider)
MOVEMENT:	12, Wb 6 as spider
HIT DICE:	6+6
THACO:	15
NO. OF ATTACKS:	8 (1 as spider or humanoid)
DAMAGE/ATTACK:	1d4+4 (x8) 1d8 as spider By weapon +4 as humanoid
SPECIAL ATTACKS:	Poison (spider), psionics
SPECIAL DEFENSES:	Struck only by +2 or better weapons
MAGIC RESISTANCE:	50%
SIZE:	M (6' tall)
MORALE:	Champion (15-16)
XP VALUE:	11,000

Lolth, the Queen of Spiders, is one of many powers that call the Abyss home. Her infinite maze of black webs fills an entire layer. While Lolth is preoccupied with the affairs of drow throughout the multiverse, she doesn't ignore the balance of power within the Abyss. The yochlol are her servants in her home layer and her agents on the Outer Planes. No other type of tanar'ri has such a close relationship with a power that inhabits the Abyss; in fact, the yochlol are known as the Handmaidens of Lolth in some circles.

In their natural form, the yochlol bear a passing resemblance to a roper or an alkilith — they're man-size heaps of amorphous slime, with eight powerful tentacles and a single, glaring, red eye. However, they can also assume the form of a beautiful young woman of human or elven race (usually drow), or take the form of a giant black spider. Like alkiliths, yochlol can assume *gaseous form*, taking the shape of a small *stinking cloud*. Some bloods've guessed that Lolth chose her handmaidens from the most suitable tanar'ri at hand and modified them for her own purposes, but there's no way to prove this short of a trip to the Abyss. It's not surprising that most sages're happy to leave this particular question unanswered.

Yochlol stand apart from the common tanar'ri causes, existing only to serve their dark mistress in whatever tasks she sets before them. They couldn't care less about the Blood War. The only part of the Abyss where the yochlol are common is in Lolth's pits; they don't leave their home layer except when Lolth commands them to, and even then they're more likely to be sent to the Prime than any other part of the Abyss.

COMBAT: Yochlol've got no fewer than four different body forms, and possess different powers and vulnerabilities in each. In the Abyss, they're most commonly found in their amorphous or natural state. In the Outlands or the Prime, yochlol prefer to travel in their humanoid or spider shapes. Regardless of their shape, yochlol can be struck only by cold iron or weapons of +2 or better enchantment. They're immune to nonmagical fire, gasses, poison, and electricity and take only half damage from magical fire or cold.

In their natural amorphous forms, yochlol are AC 10. They can attack with each of their 8 tentacles, striking for 1d4 points of damage each, +4 for the yochlol's Strength.

In spider-form, yochlol can move freely in webs, have an AC of 4, and can attack once per round for 1d8 points of damage. As spiders, their poisonous bite immediately kills their victim unless he or she succeeds with a saving throw versus poison.

In human form, yochlol are AC 10 but often use chain or plate mail of drow make to improve their Armor Class. They favor weapons used by drow, including short swords, hand crossbows, and javelins.

Yochlol retain their 18/51 Strength rating in humanoid form, and strike with a +2 attack bonus and inflict +4 points of damage with whatever weapon they use.

Last but not least, yochlol can assume *gaseous form*, creating a *stinking cloud* roughly 10 feet tall and 5 feet in diameter. Yochlol can't use any physical attacks or spell-like abilities in this form, but they can make use of their psionic powers. In *gaseous form*, yochlol are immune to all physical damage and can be injured only by magical cold, magical fire, or *magic missiles*. A *gust of wind* spell inflicts 6d6 points of damage to a yochlol in this form, and a *wind walk* spell slays the yochlol instantly with no saving throw or magic resistance check.



Yochlol've got the spell-like powers common to all tanar'ri, and can also use the following abilities at will as 6th-level spellcasters: *charm person*, *spider climb*, *stone shape*, and *web*. Yochlol also command modest psionic powers, as shown below. Generally, a yochlol'll carefully evaluate a situ-

ation and decide if its mistress's interests are best served through a deceptive approach of misdirection and subtlety, or a naked show of force. In the first instance, the yochlol hides its true form and uses its beauty and charm to beguile its opponents; in the latter case, it shows itself in its true form.

PSIONICS SUMMARY

Level	Dis/Sci/Dev	Attack/Defense	Score	PSPs
6	1/3/10	MT,II,EW/All	14	90

Yochlol have the following psionic powers:

- ♦ Telepathic – Sciences: domination, mindlink, probe. Devotions: attraction, contact, ESP, invisibility, phobia amplification, psychic impersonation.

HABITAT/SOCIETY: As Lolth's chosen servants, yochlol are not well-liked by other tanar'ri, but they are guaranteed free passage in the layers controlled by most Abyssal Lords. Even a demipower such as Demogorgon or Graz'zt prefers not to aggravate the Spider Queen needlessly, and interfering with Lolth's handmaidens is a quick way to draw her attention. A cutter who meets a yochlol somewhere other than Lolth's webs usually finds that the creature's too busy with the Spider Queen's business to bother with him. 'Course, things're a lot different if the cutter himself is Lolth's business.

Yochlol cooperate with each other surprisingly well. They're unswervingly loyal to Lolth and place her interests before their own – a rare characteristic in creatures of chaos and evil. It's been suggested that the Spider Queen maintains some kind of charm or control over her minions to ensure their continued loyalty, but it's more likely that the yochlol are terrified of what their queen might do to a cross-trader or stag-turner.

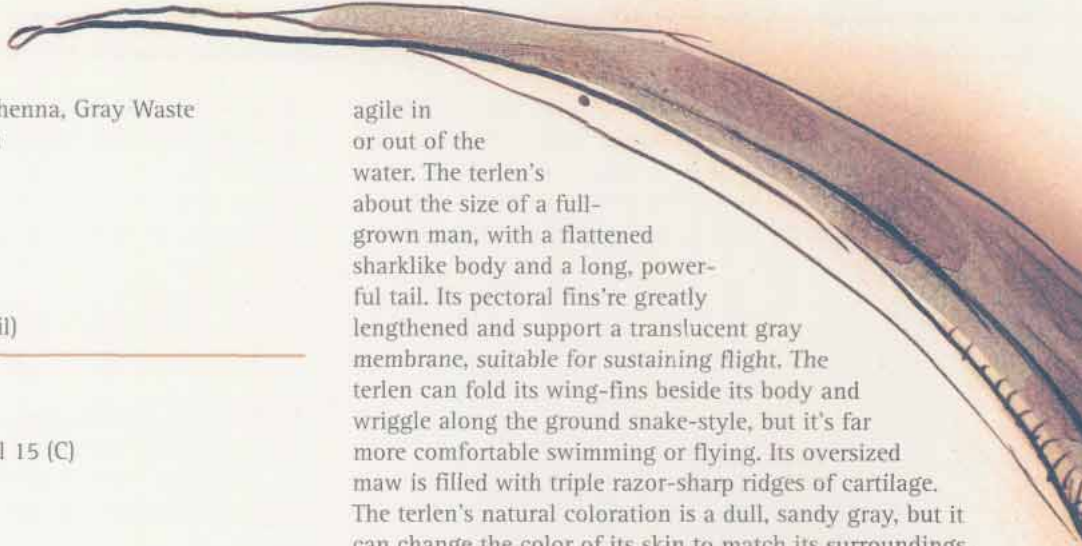
ECOLOGY: The chant's that Lolth personally creates each of her handmaidens, but this ain't true. The yochlol are recruited from the numberless ranks of least tanar'ri and subjected to unspeakable ceremonies and torture to win their elevated station. It's worth noting that some yochlol may be far more powerful and important than typical, since Lolth rewards those who serve her well.



TERLEN

CLIMATE/TERRAIN:	Carceri, Gehenna, Gray Waste
FREQUENCY:	Uncommon
ORGANIZATION:	School
ACTIVITY CYCLE:	Day
DIET:	Carnivore
INTELLIGENCE:	Animal (1)
TREASURE:	None
ALIGNMENT:	Neutral (evil)

NO. APPEARING:	1-8
ARMOR CLASS:	5
MOVEMENT:	3, Sw 15, Fl 15 (C)
HIT DICE:	4+3
THACO:	17
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	2d8
SPECIAL ATTACKS:	None
SPECIAL DEFENSES:	Camouflage
MAGIC RESISTANCE:	10%
SIZE:	M (7' long)
MORALE:	Elite (13-14)
XP VALUE:	975



agile in or out of the water. The terlen's about the size of a full-grown man, with a flattened sharklike body and a long, powerful tail. Its pectoral fins're greatly lengthened and support a translucent gray membrane, suitable for sustaining flight. The terlen can fold its wing-fins beside its body and wriggle along the ground snake-style, but it's far more comfortable swimming or flying. Its oversized maw is filled with triple razor-sharp ridges of cartilage. The terlen's natural coloration is a dull, sandy gray, but it can change the color of its skin to match its surroundings.


COMBAT: Terlens're always hungry and never pass up a chance for a possible meal. They're skilled hunters in the water or in the air. Terlens normally cover great distances every day, gliding silently along in the hope of surprising prey out in the open. The creature's a very silent flier, almost as quiet as an owl, and it glides only a few feet above the ground, using the land's contours and foliage as cover.

Terlens often strike with a quiet approach from behind their victim, giving the unfortunate sod a -2 penalty to her surprise check unless she's careful to keep a close eye on her back trail.

Terlens attack with a rending snap of their fearsome jaws, inflicting 2d8 points of damage. They use hit-and-run tactics, circling at a range of 30 or 40 yards and making sudden rushes at their prey. A terlen's content to bleed a victim slowly, letting its prey wear itself out trying to escape before closing in for the kill. From time to time, terlens even pretend to lose interest and leave, only to return with another surprise attack ten or fifteen minutes later. When the victim finally collapses, the creature lands beside the sod and approaches on the ground to devour its meal. Interestingly enough, the terlen uses nearly identical tactics when hunting aquatic prey.

Motionless terlens're 75% likely to escape being spotted due to their excellent natural camouflage. They're only 50% likely to be spotted while flying in dark, hazy, or smoky areas, and 25% likely to escape detection while moving in good visibility. Of course, the terlen's spotted as soon as it attacks; a basher might miss the terlen at first glance, but he won't lose track of it once the fight starts unless the terlen leaves and comes back.

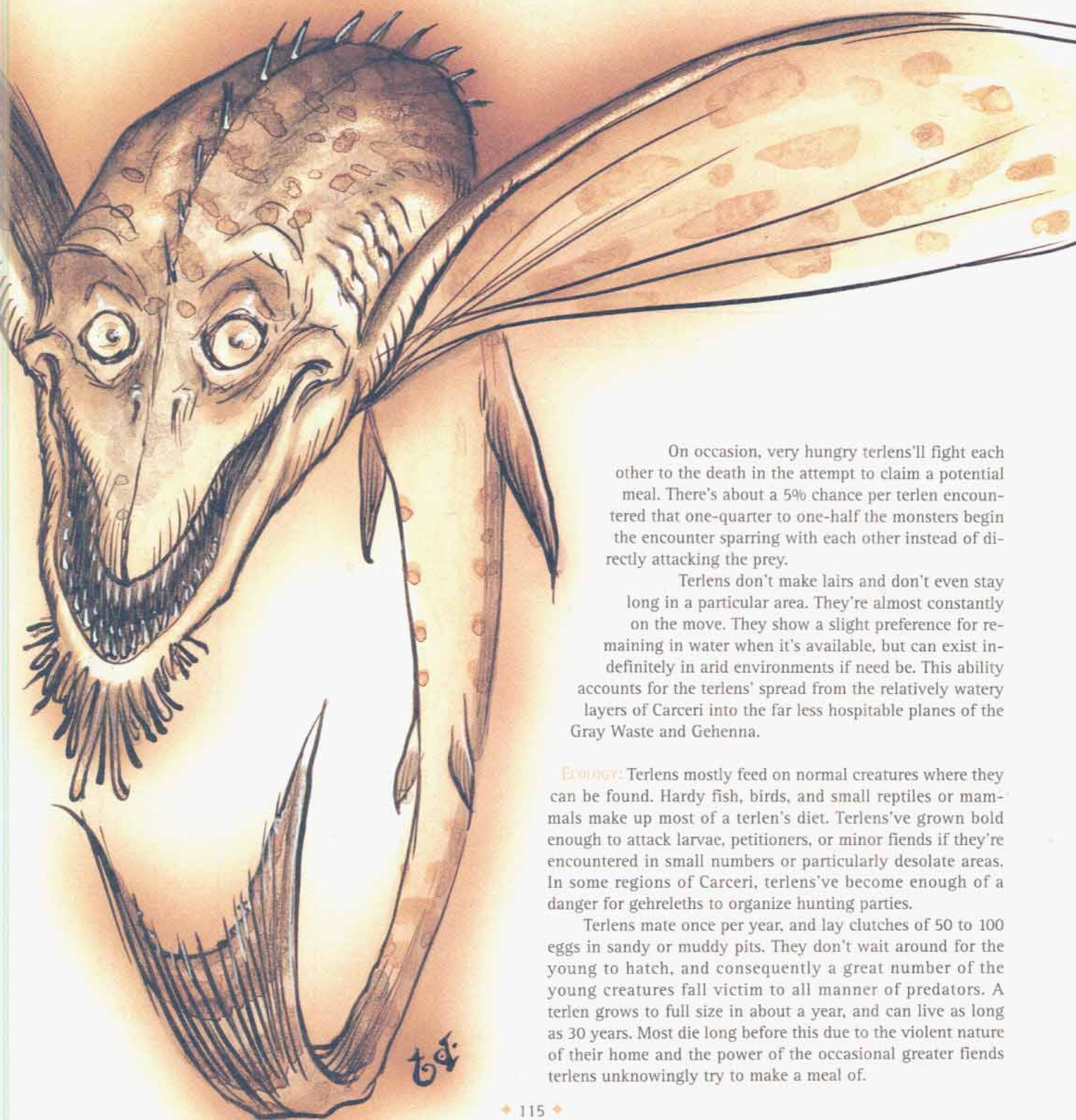
HABITAT/SOCIETY: Terlens usually run in small groups called schools or flights. They're not cooperative hunters, but when one terlen finds a potential meal its fellows're very likely to show up with the hope of muscling in on the kill. Packs of up to 40 strong've been reported, and only an addle-cove'll want to be anywhere near that many terlens when a feeding frenzy starts.



Some bashers think that the Lower Planes're nothing but wastelands of burning rock, searing desert, or poisonous bogs. They're wrong. The Lower Planes support surprisingly tough food chains of both natural and supernatural creatures. There's no dark to the fact that there are places on the Lower Planes where nothing lives, but there's just as much territory where a cutter in the know can get along just fine. See, life adapts to its surroundings - including surroundings that a body'd think *nothing* could live in. It might be tougher, meaner, or scarcer than life elsewhere, but it's still there. 'Course, it's probably plane-touched or twisted by the fiends who share its kip.

The terlen's a good example of this principle. Chances are, the terlen came from the seas of some prime world, where it flourished without any supernatural influence at all. Some wizard or arch-fiend brought a few back as pets or curiosities, and the terlens proved strong and fierce enough to survive in the acidic waters of Othrys or Porphyatys, in the Red Prison (that's Carceri, berk). Maybe the planes themselves warped the creatures, or maybe an arcanaloth or shator gehreleth decided to improve the stock, but the final result was a mostly natural predator savage enough to survive on the Lower Planes.

The terlen's original form's forgotten, although it was probably shark- or skatelike. It's an amphibian, equally



On occasion, very hungry terlens'll fight each other to the death in the attempt to claim a potential meal. There's about a 5% chance per terlen encountered that one-quarter to one-half the monsters begin the encounter sparring with each other instead of directly attacking the prey.

Terlens don't make lairs and don't even stay long in a particular area. They're almost constantly on the move. They show a slight preference for remaining in water when it's available, but can exist indefinitely in arid environments if need be. This ability accounts for the terlens' spread from the relatively watery layers of Carceri into the far less hospitable planes of the Gray Waste and Gehenna.

Ecology: Terlens mostly feed on normal creatures where they can be found. Hardy fish, birds, and small reptiles or mammals make up most of a terlen's diet. Terlens've grown bold enough to attack larvae, petitioners, or minor fiends if they're encountered in small numbers or particularly desolate areas. In some regions of Carceri, terlens've become enough of a danger for gehreleths to organize hunting parties.

Terlens mate once per year, and lay clutches of 50 to 100 eggs in sandy or muddy pits. They don't wait around for the young to hatch, and consequently a great number of the young creatures fall victim to all manner of predators. A terlen grows to full size in about a year, and can live as long as 30 years. Most die long before this due to the violent nature of their home and the power of the occasional greater fiends terlens unknowingly try to make a meal of.

CLIMATE/TERRAIN:	Outlands, any lawful plane
FREQUENCY:	Rare
ORGANIZATION:	Brood
ACTIVITY CYCLE:	Any
DIET:	Omnivore
INTELLIGENCE:	High (13–14)
TREASURE:	E (individuals J,K,M,Q)
ALIGNMENT:	Lawful evil

NO. APPEARING:	3–18
ARMOR CLASS:	1 (0)
MOVEMENT:	9, Cl 3
HIT DICE:	7
THACO:	13
NO. OF ATTACKS:	3 and 1
DAMAGE/ATTACK:	1d4/1d4/1d8 and by weapon
SPECIAL ATTACKS:	Poison, magic use
SPECIAL DEFENSES:	None
MAGIC RESISTANCE:	None
SIZE:	M (5½' tall)
MORALE:	Unsteady (5–7)
XP VALUE:	3,000

Let uss look at thiss tsituation again. You are interessted in living, correct? I am interessted in acquiring more property. The only way I'll allow you to live iss as my tslave. I come out richer, and you don't join the rankss of the dead. Ssurely thiss iss reasonable? Or at leasst preferable to death?

– Hyusstikh, tso slaver

The tso are a race of slavers, smugglers, and cross-traders who roam the lawful planes – at least until they reach Arcadia or Mount Celestia, where they're not at all welcome. Tso are arrangers and procurers, eagerly pursuing the accumulation of wealth no matter what it takes. Despite their absolute lack of scruples and uncontrollable avarice, they're trustworthy in one regard: They never do anything unless they've got an ironclad contract for it.

Tso are related to neogi, a race of similar appearance and tastes found on the Prime Material Plane. They're larger and stronger than their clueless cousins, standing about as tall as an adult human. The tso's body is spiderlike, with eight insectile limbs and a bulging abdomen. A long, serpentine neck rises from the creature's thorax, and its head is eellike with a mouth full of needle-sharp teeth. Unlike neogi, tso generally use only the rearmost pairs of legs for walking; the forward limbs are smaller, manipulative members. Tso are completely hairless, and their bodies are covered with gleaming chitin and leathery black skin at the joints or along their neck and head.

There aren't many tso, and as a race they're highly social. It's unheard of to meet a lone tso without others of its kind nearby. Tso're capable of magically *enslaving* other creatures to be their guards and agents, and a tso brood's normally accompanied by 2 to 3 times their number of slaves and bodyguards. All tso're at least marginally competent as mages, and

it's rumored that an entire brood acting together can weave spells of dreadful power and sinister purpose.

A brood of tso travels in a bizarre vessel shaped like monstrous spider; the individual design and characteristics of the vessel are different for each brood, but all tso vessels are capable of flight by means of a secret enchantment. A tso ship's commonly known as an aracheon, aracheas, or arachantine.

COMBAT: Tso're capable fighters, but they're also a cowardly race and go to great lengths to stay out of harm's way, letting their slaves fight for them. As noted above, a brood of tso can have anywhere from 2 to 3 times their own number of *charmed* slaves and guards. About 75% of these'll be planar or prime humans, githzerai, and tieflings or aasimar. The remainder're rarer creatures such as lesser fiends or modrons, khaasta, or reaves. These sods'll fight to the death if so ordered by the tso, but it's more common for a typical tso to be careful of its property and try not to get its slaves killed needlessly. That's just good business sense.

When a tso's desperate or backed into a corner, it can fight surprisingly well. It strikes with its two uppermost claws for 1d4 points of damage each, a vicious bite for 1d8 points of damage, and uses its second pair of limbs to wield either a two-handed weapon (a polearm or staff) or a one-handed weapon and shield, improving its AC to 0. The tso's bite is poisonous; anyone bitten by the creature must make a successful save versus poison or suffer 1d10 points of extra damage and be *paralyzed* for 1d4 turns.

Tso've got a powerful magical ability to *enslave* other creatures. This functions like an extremely powerful *charm*. The tso must be able to touch its victim and can make no other attack that round. The victim must make a successful saving throw versus spell at –2 or fall under the tso's thrall, serving willingly and without reservation. The victim's Intelligence score is considered to be halved for purposes of determining the time period between saving throws to escape the *charm*.

In addition to their *enslavement* ability, all tso are mages of levels 2 to 5 (d4+1), with appropriate spell capabilities. They favor nondestructive spells that provide information, deception, or the ability to capture an opponent. Tso perceive *phantasmal force* or *detect invisibility* to be far more useful than *burning hands* or *Melf's acid arrow*.

A group of tso can cast cooperative magic at the base level of the most skillful tso present, plus one for each additional tso – a 5th-level tso mage with 6 lesser tso aiding it casts spells as an 11th-level wizard. The leading tso can choose any spell available to its new level, regardless of whether or not it had memorized the spell to be cast, but the casting time increases tenfold; a spell with a casting time of 7 requires 7 rounds of cooperative spellcasting. Cooperative magic is a property of the tso approach to magic, which is alien and undecipherable to nontso wizards. The spell that empowers the aracheons with the ability to navigate the skies is jealously guarded and must be cast by a brood of at least 13 tso.

VAPORIGHU

CLIMATE/TERRAIN:	Gehenna
FREQUENCY:	Rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Carnivore
INTELLIGENCE:	High (13-14)
TREASURE:	C, M
ALIGNMENT:	Neutral evil

NO. APPEARING:	1
ARMOR CLASS:	0
MOVEMENT:	9
HIT DICE:	10
THACO:	11
NO. OF ATTACKS:	2
DAMAGE/ATTACK:	1d6+2/1d6+2
SPECIAL ATTACKS:	Poison gas, corrosion, fear
SPECIAL DEFENSES:	Hit only by cold iron weapons
MAGIC RESISTANCE:	40%
SIZE:	L (8' tall)
MORALE:	Elite (13-14)
XP VALUE:	14,000

There ain't many things on the planes as I don't want to see, but a vaporighu's one of 'em. I know everything I need to know about them, and I don't want to find out anything more.

— Ferik Burisef,
Society of Sensation

Vaporighu are evil creatures of the underworld that lurk in the foul furnaces of Gehenna. They prey on unwary travelers, lesser fiends, and the occasional petitioner or larvae. Unlike many fiends of similar strength, vaporighu don't seem to have any causes or motives; they exist only to cause pain and suffering to any sod unfortunate enough to cross their path.

A vaporighu's a disgusting, horrifying thing to behold. Its body is vaguely humanoid, but bloated and grotesque. Their mottled skin varies from sickly pink to purple and glistens with a foul, corrosive slime. Pulsating arteries writhe just below the surface of the vaporighu's skin in a hideous dance of living gore. Dense, matted fur clings to their forearms, lower legs, and torso, stinking of death and decay. The creature wheezes loudly with a wet, bellowslike sound, and its stench'll linger for days in a place it's passed through.

Vaporighu like to lurk in spots where other creatures're bound to come by sooner or later, like commonly-used paths, Gehenna's few foul springs, or near places where portals appear. They savagely attack anything short of a greater yugoloth, and sometimes even those. Vaporighu don't speak any language known to humans or their kind, and probably wouldn't have much to say to a planar or prime traveler in any event.

COMBAT: Vaporighu radiate a powerful area of fear and horror that can overwhelm most bashers. The mere sight of a vaporighu forces creatures of 3 HD or less to survive a saving

throw versus spell with a -4 penalty or be paralyzed with terror for 1d6 rounds, unable to move, attack, or take any action except cower in fright. Creatures of 7 HD or less must successfully save versus spell with a -4 penalty or flee for 1d6 rounds in fear. Creatures of more than 7 HD save with no penalty and flee for only 1d4 rounds if they fail. The vaporighu'll rarely attempt to run down a fleeing character and prefers to concentrate its attacks on anything too frightened to move.

Should a cutter resist the urge to escape from the vaporighu's presence, he'll find that he probably should've run when he had the chance. In melee, the creature strikes twice per round with its thick-fingered hands, inflicting 1d6+2 points of damage with each hit. Each time the vaporighu strikes an opponent, it leaves corrosive slime on its victim that slowly destroys clothing and armor.

If the slime isn't cleaned off within an hour, any clothing affected rots completely away, and armor begins to lose 1 AC value for every three hours it's allowed to continue disintegrating. For example, if the vaporighu's slime wasn't cleaned off of chainmail (base AC 5) in the first hour, the armor degrades to AC 6 three hours after that, AC 7 six hours later, and so on. If the armor's cleaned off after it loses an AC value, the corrosion stops but the armor remains at its reduced value. Magical clothing or armor gains a single item saving throw versus acid to resist the degradation.

The vaporighu's favorite and most dangerous attack is its foul breath. Once per turn, the creature bloats up to almost twice its normal size, and then expels a poisonous cloud of bright green gas 10 feet in diameter directly in front of it. Any creature in the area of effect must survive a saving throw versus poison or be slain. Creatures who survive the attack must leave the cloud immediately or suffer 1d10 points of damage each round they remain inside. The vaporighu's poisonous gas lingers for 2d4 rounds. It works equally well by inhalation or contact, so a basher shouldn't think that holding his breath'll help him any.

Like many creatures of the Lower Planes, vaporighu command several spell-like powers, usable at the 10th level of ability. These include *animate object*, *continual light*, *enlarge*, *fly*, *misdirection*, *produce flame*, *sleep*, and *trip*. Vaporighu can use these powers one at a time, once per round, at will. In addition, they can *gate* 1 to 4 night hags once per day with a 25% chance of success. Vaporighu hate to do this since they'll have to reward the hags somehow for their service.

One last thing a cutter ought to know before he thinks about starting a scrap with a vaporighu: Only weapons forged of cold-wrought iron can harm them. Enchanted weapons can't injure the creatures no matter how powerful the weapon is, unless it's made of cold-wrought iron (and then, only the base damage applies; the additional enchanted damage is negated). More than a few bloods've tumbled to this fact the hard way.

Vaporighu can't be surprised in Gehenna, but on the other hand they're incapable of surprising anything with ears or a sense of smell.

HABITAT/SOCIETY: Tso are social creatures that don't like to be separated from others of their kind. Their social lives revolve around the rest of their brood and the conduct of business from the brood ship. From time to time, business arrangements might require a smaller group of tso to remain behind, but it's almost inconceivable that fewer than three tso would be sent on such a mission. When a tso does have to leave the ship, it brings its personal servants along with it.

The second driving force behind the tso is pure avarice. A tso's greed is legendary. The tso constantly seek out ways to make money, either through service rendered or the acquisition of highly-desired goods. For example, a tso brood might learn that a Lord of the Nine in Baator's taken a fancy to gems of a certain type. They'll draw up a contract with the baatezu lord to seek out and bring back the objects in question, and then travel to where they can get what's called for. On the other end of the deal, the tso'll use any means necessary to get what they've promised to provide. (It's more profitable when a body doesn't pay to get the inventory he means to sell, after all.)

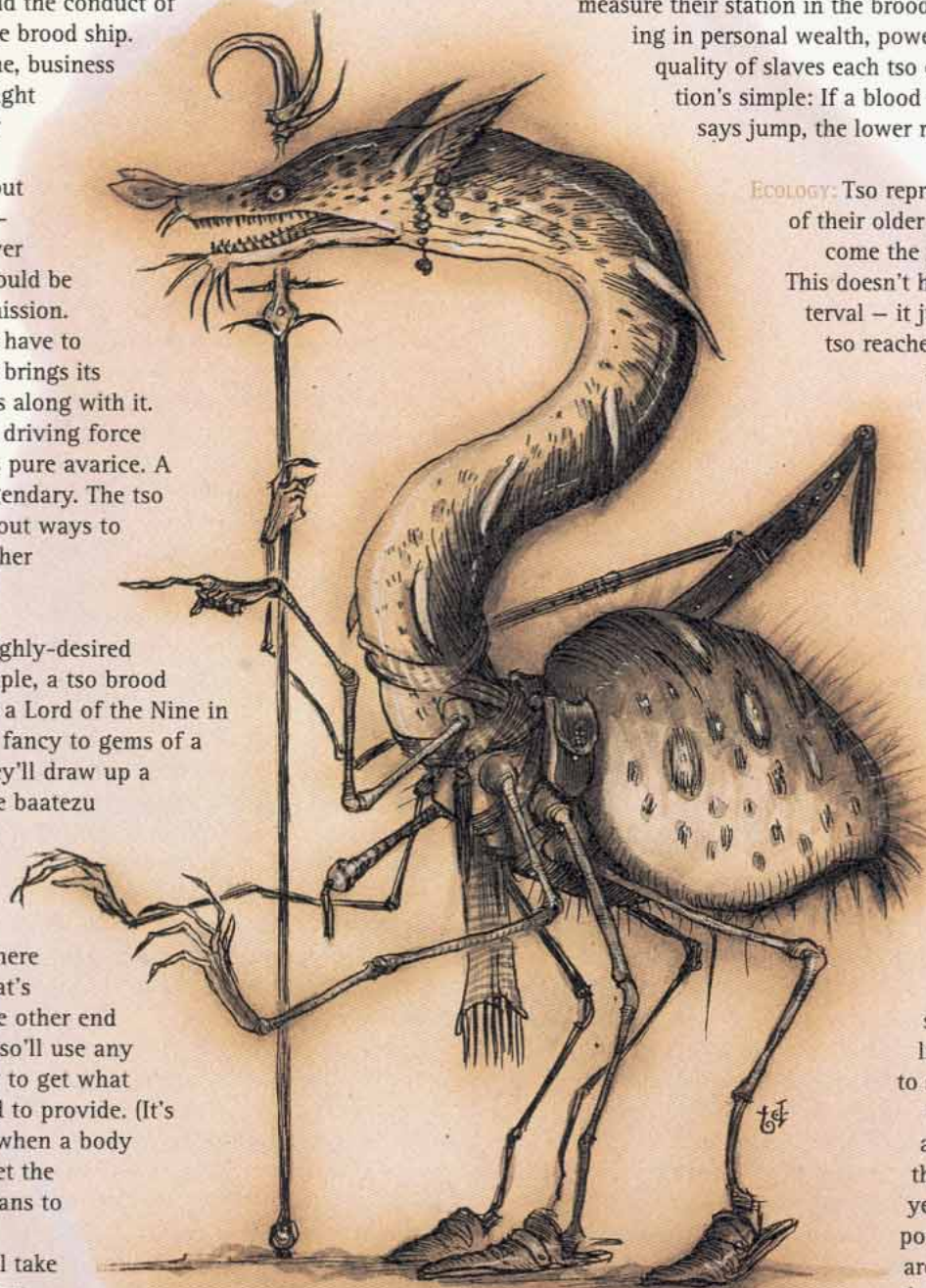
Tso broods'll take contracts on almost anything. They'll carry slaves, contraband, or even legitimate trade from time to time. They'll accept contracts for kidnaping, assassinations, or arson. If there's a profit in it somewhere, the tso're interested. A brood of tso's extremely devious and clever in the wordings of its contracts and bury all kinds of clauses and subcontracts in the body of the main draft. Tso figure if a sod don't read what he signs, he deserves to get peeled. Negotiations between tso and baatezu are something to see.

The brood ship's led by the oldest and most powerful tso. Usually, this's the most accomplished sorcerer of the brood, but it can also be the tso with the most powerful slave. Tso measure their station in the brood very carefully, factoring in personal wealth, power, and the number and quality of slaves each tso controls. Tso organization's simple: If a blood with a higher standing says jump, the lower ranks jump.

ECOLOGY: Tso reproduce by selecting one of their older brood-members to become the parent of a new brood. This doesn't happen at any fixed interval — it just depends on when a tso reaches a suitable age. When this happens, the other members of the brood paralyze the parent-to-be, beginning a series of radical body changes. The brooding tso is immobilized, but eats constantly for 8 to 10 weeks before 3 to 6 young emerge from its body, killing the parent.

Unlike a neogi brood, the young tso emerge as sentient but smaller versions of their parent. There's a strong tie between siblings, and they're likely to spend their entire lives together. The older tso around the young raise them, and in less than a year the young're incorporated into the tso hierarchy as the low sods on the totem pole.

From time to time, a group of tso becomes too large for its aracheon. Trading parties'll be permanently dispatched from the ship to alleviate the problem for a while, but eventually the brood must split and a new ship'll have to be built. This is a dangerous and unpredictable time for the tso, and months of scheming, plots, and deals revolve around deciding which tso will remain with the original group and which'll strike off on their own.



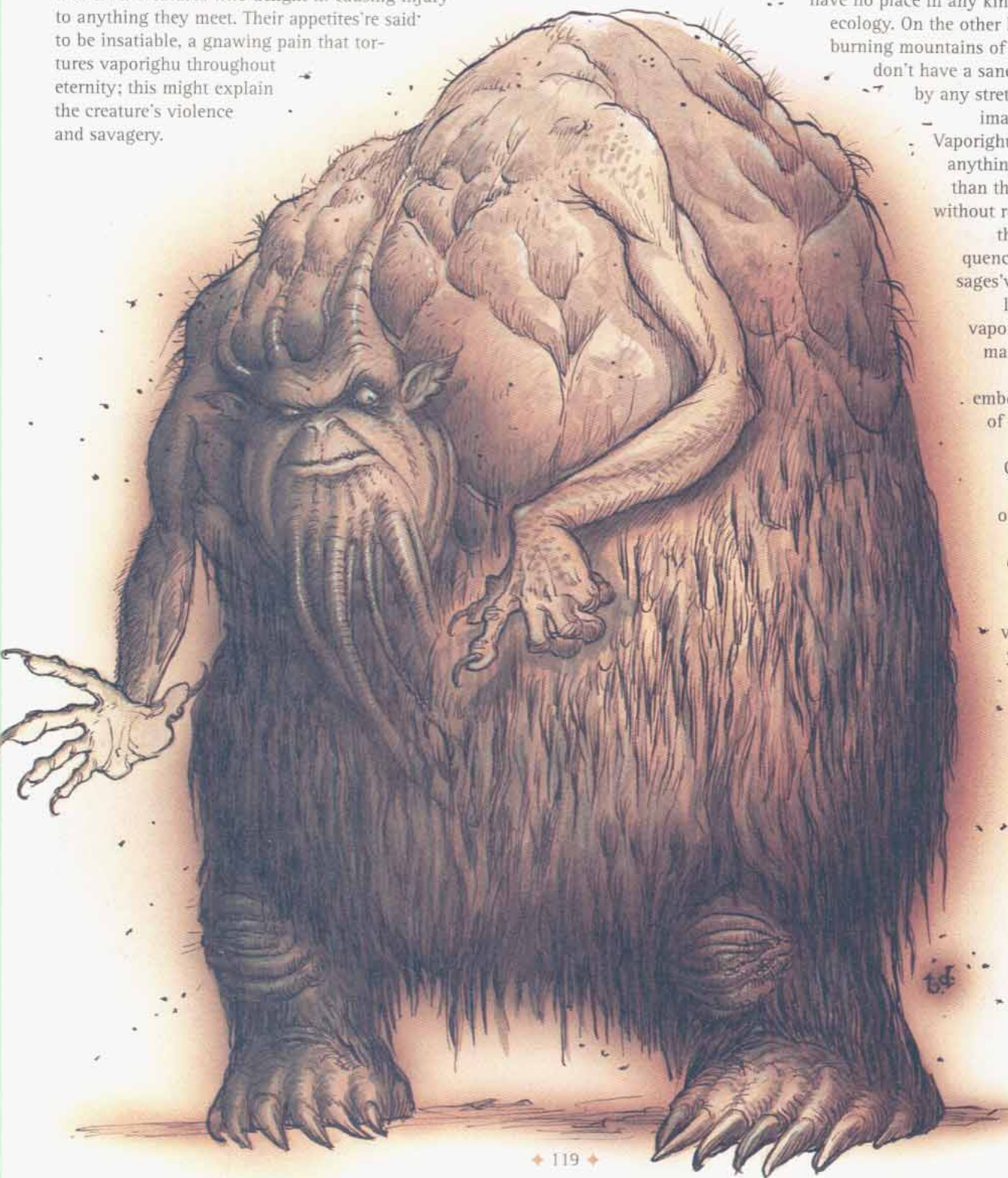
HABITAT/SOCIETY: Vaporighu are loners that have little or no contact with others of their kind. In fact, there's no way to say whether they just dislike each other, respect each other's territory, or can't stand to see another of their kind — no one's ever seen two vaporighu together, so there's no basis for a hypothesis.

Very few creatures've got the means or temperament to communicate with vaporighu. By all accounts, they're petty and cruel creatures who delight in causing injury to anything they meet. Their appetites're said to be insatiable, a gnawing pain that tortures vaporighu throughout eternity; this might explain the creature's violence and savagery.

Vaporighu like to find a good hunting ground and stay there, marking several ambush sites and lairs in a fairly localized area. They're not particularly fond of treasure, but tend to accumulate the remains of countless victims in their main lair.

ECOLOGY: Vaporighu are creatures of supernatural vileness and evil, and have no place in any kind of sane ecology. On the other hand, the burning mountains of Gehenna don't have a sane ecology by any stretch of the imagination.

Vaporighu feed on anything weaker than themselves without regard for the consequences. Some sages've speculated that vaporighu are materializations or embodiments of the foulness of Gehenna, while others say that the creatures were once a variety of yugoloth that forgot how to leave the plane.



CLIMATE/TERRAIN:	Carceri, Abyss, Outlands
FREQUENCY:	Common
ORGANIZATION:	Pack
ACTIVITY CYCLE:	Night
DIET:	Carnivore
INTELLIGENCE:	Low (5-7)
TREASURE:	None
ALIGNMENT:	Chaotic evil

NO. APPEARING:	3-12
ARMOR CLASS:	6
MOVEMENT:	15
HIT DICE:	3+4
THACO:	17
NO. OF ATTACKS:	3
DAMAGE/ATTACK:	1d3/1d3/2d4
SPECIAL ATTACKS:	Knockdown, thief abilities
SPECIAL DEFENSES:	Shadow form
MAGIC RESISTANCE:	None
SIZE:	M (5' long)
MORALE:	Average (8-10)
XP VALUE:	420

Travelers in the wilder regions of the Outlands and some of the Lower Planes'd be well-advised to be careful of vorrs. Vorrs are hyenalike creatures who originally came from the howling caverns of Pandemonium, but in recent years they've spread like a plague into the neighboring planes. Although a lone vorr isn't much of a threat to a well-armed and peery basher, vorrs don't travel alone — they travel and hunt in packs, and they're not afraid to attack anything when they're hungry.

A vorr stands about 3½ feet high at the shoulder, and shares the general build of a hyena. Its forequarters're larger and more powerful than its hindquarters, and its back slopes sharply from front to rear. A vorr's face is much more intelligent than a hyena's, but it's still got a large muzzle full of teeth that can crack bones. Vorrs are covered in short, bristly gray-and-black fur, and their tails are long and rat-like. Their skin's coal black

and leathery where exposed — the lips and gums, the pads of their feet, and their naked tails.

Vorrs are far more intelligent than they appear, and on an individual level they're as clever as a somewhat dim human. Their senses of hearing and smell're far keener than those of a human, and their eyes are well-adjusted to night vision. Vorrs may not be as smart as humans in most regards, but they're superb at coordinating hunts and tracking prey. In large packs, vorrs become extremely aggressive and dangerous.

COMBAT: Vorrs are surprised only on a roll of 1 due to their sharp hearing and sense of smell. In a fight, they attack with two forepaws for 1d3 points of damage each, and a powerful bite for 2d4 points of damage. If the vorr's bite attack hits by a margin of 4 or more, the victim has to make a Strength check or be dragged down to the ground. Prone characters're attacked with a +4 bonus to hit and suffer a -4 penalty to their own attacks, unless they spend a round getting back on their feet. Nearby vorrs often converge on a character that's been pulled down and make short work of the sod.

Vorrs are extremely stealthy and effectively have the thief abilities of move silently (60% chance) and hide in shadows (50% chance). If a vorr surprises its victim, it can make a silent spring that's equal to a backstab with a +4 attack bonus, inflicting double bite damage.

Centuries of exposure to the darkness of Pandemonium and the sinister energies of that plane have bred an unusual power into vorrs: They can take on the form of living shadows for short periods. A vorr can do this only once per night, and can maintain the form for no more than ten minutes.

While in shadow-form, the vorr can't attack or be harmed by any physical means and is 90% invisible (75% invisible if moving). Vorrs use this ability to sneak up on prey or to get away from fights that aren't going well. A *light* or *continual light* spell cast on a vorr in shadow-form forces it back to its normal state and blinds it for 1 to 3 rounds with no saving throw.

HABITAT/SOCIETY: A vorr pack travels quickly and covers a great deal of territory. They're most comfortable in open plains or scrubland, and it's unlikely that they'll be encountered in heavily forested or mountainous areas. By day, vorrs sleep in a secure cave or thicket, but they're active hunters all night long. Vorrs've got no reservations about attacking human homesteads or outposts wherever they find 'em, and they can be a serious danger in some parts of the Outlands.

Vorrs are pack creatures, and a great deal of their time and energy is directed toward social interactions with their packmates. The oldest and strongest female (minimum 20 hp) of a vorr pack is the leader, but vorrs are unruly and rebellious creatures who constantly try each other's strength. The mate of the pack leader (also 20 hp or more) acts as the hunt leader, coordinating the pack's hunting tactics.

Ecology: Vorr are carnivores and scavengers. They prefer a fresh kill when possible, but they're not afraid to eat carrion. It's said that the vorr's digestive tract is tough enough to derive nourishment from stones, but this's a bit of an exaggeration. In areas where prey is scarce, vorrs survive by banding together to drive other predators such as bonespears or leomarks away from their kills. Vorr packs living on the Lower Planes generally try to avoid the native fiends, but on occasion a least tanar'ri or similar lowly creature'll fall prey to a pack of hungry vorrs.

VORR SHAMANS

About one-third of all vorr packs're led by an older female with some basic spellcasting powers. These vorrs are known as shamans. Shamans have at least 24 hp and are accompanied by two powerful male guards of at least 20 hp each. Vorr are intelligent enough to have a dim understanding of a power that watches over them, and they perform ceremonial kills or howlings to venerate their protector. Most observers guess that the vorrs follow the tanar'ri lord Yeenoghu.

Shamans cast spells as 3rd-level priests, with access to the spheres of Divination, Protection, and Animal.



WAS+REL

CLIMATE/TERRAIN:	Any forest, marsh, or swamp
FREQUENCY:	Common
ORGANIZATION:	Flock
ACTIVITY CYCLE:	Day
DIET:	Scavenger
INTELLIGENCE:	Semi- (2-4)
TREASURE:	None
ALIGNMENT:	Neutral evil

NO. APPEARING:	10-100
ARMOR CLASS:	6
MOVEMENT:	3, Fl 15 (C)
HIT DICE:	1+1
THACO:	19
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	1d3
SPECIAL ATTACKS:	Ability drain
SPECIAL DEFENSES:	None
MAGIC RESISTANCE:	50%
SIZE:	S (3' wingspan)
MORALE:	Unreliable (2-4)
XP VALUE:	270

The accursed birds followed us constantly, giving voice to the most detestable croaking, clattering and squabbling all around us. By day we could not escape them, and if we traveled at night they found us again as soon as the sun rose. Our slings and arrows would set them to flight, but soon they returned, and if we did not immediately stop and force them to take wing again the wastrels grew bolder and bolder until they were soaring just out of sword's reach.

Day by day their unwholesome presence weakened our party, until we were staggering along like walking dead men. The first of us to fall was Chanima, the mage; she was never a strong soul, and the wastrels wore her down quickly. We carried her for several days before she finally perished in an exhausted delirium. That night, the wastrels croaked loathsomely without stop. We buried her beneath a cairn the next day and continued on our journey; we knew that we must reach the safety of the open plains soon, or perish as Chanima had.

Four more of us died before we broke free of that festering wood. The nightmare of that journey lingers with me even today. When I sleep, I can still hear the raucous, mocking voices of the wastrels.

— Unidentified mage
of the Prime Material Plane

Wastrels're dangerous birdlike creatures that plague the loneliest and most inhospitable reaches of the planes. They're most often found in desolate woods, dismal swamps, or fetid marshes. Wastrels possess a powerful and deadly ability to slowly drain the life of creatures whose blood they've tasted, weakening and finally killing the poor sod through exhaustion, delirium, and thirst.

A wastrel appears innocuous enough at first. It looks like a large raven or crow, but its plumage is unusually shabby and

mottled with unhealthy streaks of gray, brown, and black. Its beak and legs are a rusty red, and its eyes are large and sinister. It's easy to take the wastrel as nothing more than a common bird suffering from some kind of wasting disease. They're lazy and awkward fliers, and their call is a rough sort of croaking noise. They usually travel in large flocks.

COMBAT: Wastrels aggressively attack even large parties during their initial encounter with potential prey, swooping in from all sides to dart and peck at their victims. The bird inflicts only 1d3 points of damage with its beak, but it's not very interested in trying to down its prey at this stage — it merely wants to establish a link between itself and its prey by drawing blood. Once a wastrel's wounded a victim, it retreats from the fight. Wastrels try to wound as many victims as possible, so a flock'll divide itself evenly among its potential prey. For example, if 60 wastrels attack a group of 6 PCs and 4 hirelings, each person present is attacked by 6 wastrels. Wastrels're hardly courageous, and if they don't score a hit within 1 or 2 rounds they're likely to fly off, only to return later and try again.

After their initial encounter, wastrels settle down into a pursuit phase. Each bird that wounded a character leeches life energy from its victim, but only if it can remain close — within 100 yards or so. The bird doesn't have to be exactly within 100 yards for the entire day, but it has to average 100 yards or less from its victim throughout the course of a 24-hour period. The wastrel flock tries to stay within range of its victims, individuals circling or flying ahead in short hops and waiting for the prey to travel past them again. Wastrels've got a special sense that unerringly locates their current victim, as long as the basher's within 1 mile. If he can get farther away from the wastrel, the bird loses him and the link is broken. The wastrel'd have to wound the character again to begin a new bond.

Victims who're being drained by a wastrel lose 1 point of Constitution each day the pursuit continues, and $\frac{1}{2}$ point from all other ability scores. The victim can attempt a saving throw versus spell to reduce these losses to $\frac{1}{2}$ point of Con and 0 points from other abilities. If any single ability score's reduced to 2 or less, the character can't travel without aid any longer. If any ability's drained to 0 or below, the victim dies. All penalties or restrictions based on ability scores apply, so a priest reduced from a 13 Wisdom to a 12 Wisdom by a wastrel's draining loses his bonus 1st-level spell and now suffers a 5% chance of spell failure. In addition, victims don't naturally heal any damage they may've suffered from the wastrel.

Wastrels that haven't established a link may make several mass attacks to wound victims of their own. However, once a wastrel's established its link, it doesn't join in any more attacks against its victim. It's content to glide lazily along, just out of reach. If its prey tries to attack it, the wastrel flies away, returning again as soon as the victims give up and resume their march. Missile attacks can be more effective, but the difficult terrain favored by wastrels often provides a -2 to -4 penalty to attacks made on them through the screening foliage and trees. (In open lands, the wastrels won't be able to use cover to stay out of the way of arrows or slingstones.)

Victims who've been partially drained but then break the link by killing the bird or escaping its range regain their lost ability scores at the rate of 1 point in each ability per day. A *heal* spell restores all lost points at once. If any ability score was drained to 2 or less, that ability is permanently reduced by 1, and the character'll never fully recover without the aid of a *restoration* spell.

HABITAT/SOCIETY: Wastrel flocks gradually destroy the local flora and fauna of their surroundings by their foul leeching of energy. A stand of trees where a wastrel flock nests'll be dead and lifeless within a few weeks of the birds' arrival. Small wildlife rapidly disappears from the region. An exceptionally large flock can slowly kill several square miles of forest. Because of this, wastrel flocks are forced to migrate every 3 to 6 months just to find new food sources.

Wastrels aren't truly intelligent, but they are unusually cunning and seem to have an aptitude for wreaking harm. They're hateful, malicious creatures that delight in killing, often leaving their mundane victims uneaten. Flocks are noisy and quarrelsome, but wastrels don't actually break out into open fighting with each other.

Ecology: Wastrels aren't usually a problem if a cutter's not planning a prolonged overland expedition, or doesn't care if he stays somewhere a long time. On the other hand, they can be a mortal threat to a basher with a lot of miles to cover in wilderness areas, or a sod as happens to live where the flock's decided to settle. Wastrels recognize that they won't often finish a meal if they set upon the victim too near civilization, so they prefer to haunt the more desolate regions of the planes.

Wastrels almost certainly originated somewhere in the Gray Waste, where life and hope are drained by the very land itself. Some bloods say that one of the grim powers inhabiting



the Gray Waste created the wastrels for its own dire purposes. Whatever the truth of that, wastrels're common in the upper layers of that plane, and they're becoming more of a problem elsewhere on the planes.

No one's ever managed to explain how the wastrel draws energy from its victims, why it needs to wound the sod first, or why its range is so limited. Wastrels consume small insects and rodents to supplement their unusual diet.

WRAITHWORM

CLIMATE/TERRAIN:	Any desert or wasteland
FREQUENCY:	Uncommon
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Day
DIET:	Carnivore
INTELLIGENCE:	Animal (1)
TREASURE:	None
ALIGNMENT:	Neutral

NO. APPEARING:	1
ARMOR CLASS:	5
MOVEMENT:	9
HIT DICE:	5+3
THACO:	15
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	1d8
SPECIAL ATTACKS:	Level drain, poison
SPECIAL DEFENSES:	<i>Wraithform</i>
MAGIC RESISTANCE:	30%
SIZE:	M (10' long)
MORALE:	Average (8-10)
XP VALUE:	3,000

The wraithworm's a magical snake commonly found in arid regions such as deserts, rocky wastes, or barren badlands. It's especially common in the layer of Minethys on Carceri, and the white wastes of Pelion on Arborea. Like many other mundane creatures, long exposure to the strange energies and magics of the planes've given the wraithworm powerful magical talents.

A wraithworm's a large, powerful serpent with coal-black scales and bright green, glowing eyes. A diamond pattern of dark purple bands runs down the center of the serpent's back. Its head is nearly the size of a human's, and its fangs are a good three inches in length. The wraithworm's spine features sharp, bony spikes that actually jut through the scales of its back, but the creature doesn't use these offensively — they're simply a deterrent to anything that might try to eat the reptile.

COMBAT: Wraithworms are slow-moving and lethargic, but they don't rely on speed to catch their prey; they rely on stealth. When they close within striking range, they can attack with blinding speed. A wraithworm's bite inflicts 1d8 points of damage, drains 1d2 levels from the victim, and poisons him with a slow-working but powerful venom that inflicts 3-12 points of damage every hour for the next 1d6 hours. During this time the intense, icy cold of the venom at work inflicts a -4 penalty to the victim's attack rolls, Armor Class, and saving throws. The victim is allowed two saving throws when bitten: the first save, versus spell, negates the level drain if successful; the second, versus poison with a -2 penalty, negates the effects of the wraithworm's poison.

The wraithworm has the power to assume *wraithform*, as the spell, for up to 1 turn per hour. In this state, the serpent can be damaged only by +1 or better weapons and can slip through the tiniest openings or narrow cracks. The wraithworm uses this power to creep up on potential meals or to escape from dangerous antagonists.

MIGHT AS WELL
TRY TO
CATCH A
WRAITHWORM
IN A NET.
— SAYING IN CARCERI





Any creature of 4 HD or fewer meeting the wraithworm's gaze must survive a saving throw versus spell or become paralyzed and unable to move for 2d4 rounds. The snake must be in its tangible form to use this power, and it's effective only within 15 feet. The wraithworm can take no other action when it attempts to use its gaze this way.

Wraithworms suffer only half damage from cold or negative energy attacks. Oddly enough, a priest can hold a wraithworm motionless for 1 to 3 rounds by succeeding in a turn attempt against a spectre.

HABITAT/SOCIETY: Wraithworms are solitary creatures. They're very territorial and don't tolerate other predators of any kind in their hunting grounds. The wraithworm doesn't have a burrow or lair; it spends its entire life roving its territory, searching for prey.

ECOLOGY: No one's ever come up with a good explanation for why wraithworms're able to do the things they do. Obviously, the creature mimics several powers commonly associated with the undead — its bite drains levels, it's partially immune to cold damage, and it can assume an intangible state. Even the bitter-cold pain caused by the creature's venom at work suggests supernatural elements. The most widely accepted answer is that some evil power or greater fiend made the wraithworm the way it is for its own purposes or amusement, or that the species simply spent too much time in the wrong places.

Although wraithworms possess several unnatural characteristics, they're natural creatures and fit into the local ecosystems without destroying them.

They commonly hunt small animals and birds, and it's fairly rare for wraithworms to attack humans out of hunger.

Normally, wraithworms avoid humans and strike only when some poor sod happens to blunder too close for the snake's comfort.

YUGOLOTH, CANOLOTH

CLIMATE/TERRAIN:	Lower Planes
FREQUENCY:	Uncommon
ORGANIZATION:	Group
ACTIVITY CYCLE:	Any
DIET:	Carnivore
INTELLIGENCE:	Low (5-7)
TREASURE:	None
ALIGNMENT:	Neutral evil

NO. APPEARING:	1-3
ARMOR CLASS:	0
MOVEMENT:	18
HIT DICE:	6+12
THACO:	15
NO. OF ATTACKS:	3
DAMAGE/ATTACK:	1d6/1d6/3d4+3
SPECIAL ATTACKS:	Tongue lash
SPECIAL DEFENSES:	Struck only by +1 or better weapons
MAGIC RESISTANCE:	25%
SIZE:	M (6' long)
MORALE:	Fearless (19-20)
XP VALUE:	9,000



Canoloths're specialized yugoloths who serve as scouts, skirmishers, and trackers for the yugoloth mercenary companies. They're not as common as the mezzoloths or dergholoths that make up the bulk of these units, but a couple of canoloths can greatly increase the effectiveness of a yugoloth company by providing the pisoloth or nycaloth commanders with excellent intelligence and reconnaissance reports.

Canoloths resemble great semi-insectile mastiffs, their hulking forms plated in chitinous armor. Their bodies've got a distinctly bulldoglike shape to them, with massive jaws and short, squat, forelegs. Their mouths are made up of both a horizontal set of teeth and a vertical set of teeth just behind, and a vile barbed tongue often lolls out of the creature's mouth. The canoloth's nostrils're gaping wounds in the front of its skull, and it has no eyes — it relies on its uncanny senses of smell and hearing to find its quarry.

Canoloths can communicate with semi-intelligent or higher creatures by means of an innate power of telepathy.

COMBAT: Canoloths're never surprised. Their smell and hearing give them the equivalent of normal vision to a range of 240 feet, and darkness or normal *invisibility* don't hinder their perception in the slightest. However, stenchs such as a *stinking cloud*, *cloudkill*, or a pot of burning naphtha can "blind" a canoloth when accompanied with very loud noises. (Routine yelling or screaming won't cut it.) Canoloths won't be affected by any spell that uses a visual effect, such as *glitterdust*, *phantasmal force*, *hypnotic pattern*, and the like.

Canoloths attack with two slashes of their stubby foreclaws for 1d6 points of damage each, and a bite of their horrifying jaws that inflicts 6 to 15 (3d4+3) points of damage. The canoloth's powerful mandibles destroy its victim's armor on a natural attack roll of 19 or 20, but magical armor gains a saving throw versus crushing blow to avoid this effect.

In place of its melee attacks, a canoloth can instead use its barbed tongue to entangle its prey. The creature's tongue can strike targets up to 20 feet away and works much like the tongue of a frog or chameleon. The strike inflicts 1d6 points of damage if the canoloth hits, and the victim must survive a saving throw versus paralyzation or be helplessly entangled on the wicked barbs and sticky slime of the canoloth's tongue.

The canoloth can draw its victim back to its mouth and automatically hit with its bite attack in the next round; the victim has to make a bend bars/lift gates roll to resist being drawn to the yugoloth. If the victim's friends try to pull him free, they'll need a combined total of 34 Strength points to disentangle him from the tongue. Optionally, the tongue can be attacked with Type S weapons; it's AC 4 and has 15 hit points.

Canoloths suffer no damage from acid, magical or normal fire, iron weapons, or poison and only half damage from poisonous gas. They suffer double damage from cold-based attacks. Like all yugoloths, they can use the spell-like powers of *alter self*, *cause disease*, *charm person*, *improved phantasmal force*, *produce flame*, and *teleport without error*. In addition, canoloths can also use the following abilities one at a time at will: *cloud-kill* (1/day), *darkness* 15' radius, *fear*, *passwall*, and *shout* (1/day). Once per day the canoloths can *gate* 1 to 4 additional canoloths or 1 to 3 mezzoloths with a 50% chance of success.

Canoloths can be struck only by weapons of +1 or better enchantment.

HABITAT/SOCIETY: Although canoloths're among the weakest yugoloths, they're considered valuable by the leaders of the yugoloth armies. It's not uncommon for greater yugoloths to have several canoloths at their beck and call; canoloths make excellent guards, assassins or retrievers. Their lack of intelligence makes canoloths the most loyal of the race, and they'll follow the orders of their masters to the death — a rare trait among the lesser yugoloths.

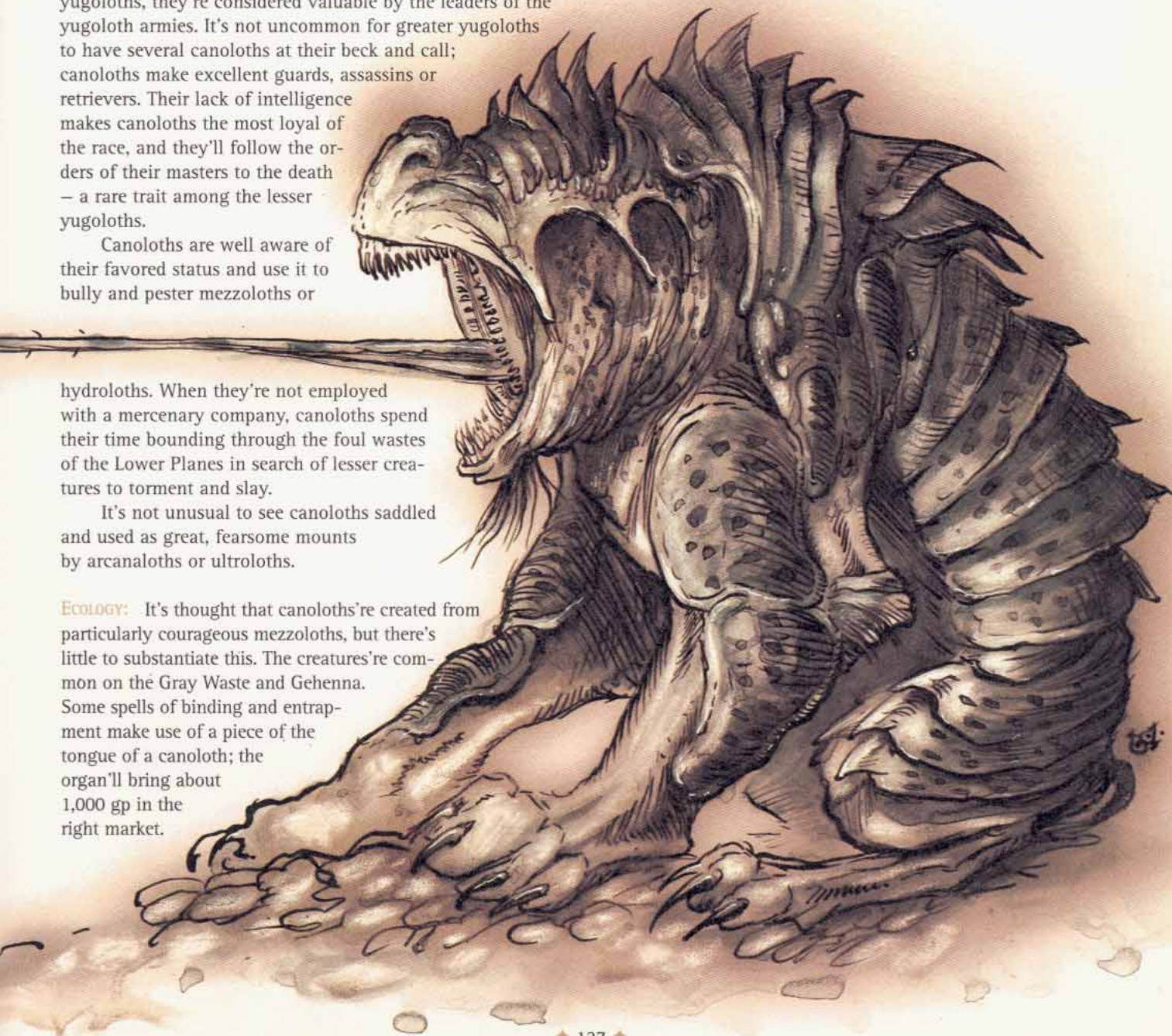
Canoloths are well aware of their favored status and use it to bully and pester mezzoloths or

hydroloths. When they're not employed with a mercenary company, canoloths spend their time bounding through the foul wastes of the Lower Planes in search of lesser creatures to torment and slay.

It's not unusual to see canoloths saddled and used as great, fearsome mounts by arcanaloths or ultroloths.

ECOLOGY: It's thought that canoloths're created from particularly courageous mezzoloths, but there's little to substantiate this. The creatures're common on the Gray Waste and Gehenna. Some spells of binding and entrapment make use of a piece of the tongue of a canoloth; the organ'll bring about 1,000 gp in the right market.

SORRY.
YOU WANTED ME
TO BRING ALL OF HIM BACK?
— BURRUK,
A CANOLOTH
ON HIS
FIRST MISSION



- Aasimar
 Abishai: see Baatezu, Lesser – Abishai (MCI)
 Abrian
 Abyssal Lord (PC)
 Achaierai (PL)
 Agathinon: see Aasimon – Agathinon (MCI)
 Aleax (CS)
 Alkith: see Tanar'ri, Alkith
 Alu-fiend: see Tanar'ri, Lesser – Alu-fiend (MCI)
 Amnizu: see Baatezu, Greater – Amnizu (MCI)
 Arcanaloath: see Yugoloth, Greater – Arcanaloath (MCI)
 Arcane
 Archon (PL)
 Argenach: see Rilmani, Argenach
 Asrai (PC)
 Astral Dreadnought
 Astral Deva: see Aasimon – Deva (MCI)
 Astral Searcher (CS)
 Aurumach: see Rilmani, Aurumach
 Avoral: see Guardinal, Avoral

 Baatezu, Lesser – Kocrachon (PL)
 Babau: see Tanar'ri, Greater – Babau (MCI)
 Bacchae (PC)
 Baku (MCI)
 Balaena
 Balor: see Tanar'ri, True – Balor (MCI)
 Bar-Igura: see Tanar'ri, Lesser – Bar-Igura (MCI)
 Barbazu: see Baatezu, Lesser – Barbazu (MCI)
 Barghest (CS)
 Bariaur (MCI)
 Bebilith (MCI)
 Bezekira (Hellcat) (PL)
 Bladeling (PL)
 Bloodthorn
 Bodak (MCI)
 Bonespear
 Bralani: see Eladrin, Bralani
 Bulezau: see Tanar'ri, Bulezau
 Busen (PL)

 Cambion: see Tanar'ri, Lesser – Cambion (MCI)
 Canoloth: see Yugoloth, Canoloth
 Cat Lord: see Animal Lord (MCI)
 Cervidal: see Guardinal, Cervidal
 Chaggrin: see Grue – Earth/Fire (MCI)
 Chaos Beast (PC)
 Chaos Imp (PC)
 Chasme: see Tanar'ri, Greater – Chasme (MCI)
 Cornugon: see Baatezu, Greater – Cornugon (MCI)

 Coure: see Eladrin, Coure
 Cranium Rat (CS)
 Cuprilach: see Rilmani, Cuprilach

 Dabus (CS)
 Darkweaver
 Demarax
 Dergholoth: see Yugoloth, Lesser – Dergholoth (MCI)
 Deva: see Aasimon – Deva (MCI)
 Dhour
 Dretch: see Tanar'ri, Least – Dretch (MCI)
 Eater of Knowledge
 Einheriar (MCI)
 Equinal: see Guardinal, Equinal
 Erinyes: see Baatezu, Lesser – Erinyes (MCI)

 Farastu: see Gehreleth (MCI)
 Fensir (PC)
 Ferrumach: see Rilmani, Ferrumach
 Fhorge
 Firre: see Eladrin, Firre
 Foo Dog: see Foo Creature (MCI)
 Foo Lion: see Foo Creature (MCI)
 Formian (PL)
 Gear Spirit (PL)
 Gelugon: see Baatezu, Greater – Gelugon (MCI)
 Ghaele: see Eladrin, Ghaele
 Ghostlight
 Githyanki (MCI)
 Githzerai (MCI)
 Glabrezu: see Tanar'ri, True – Glabrezu (MCI)

 Hamatula: see Baatezu, Lesser – Hamatula (MCI)
 Harginn: see Grue – Earth/Fire (MCI)
 Hawk Lord: see Animal Lord (MCI)
 Hezrou: see Tanar'ri, True – Hezrou (MCI)
 Hollyphant
 Hordling (MCI)
 Howler (PC)
 Hydrach: see Rilmani, Hydrach
 Hydroloth: see Yugoloth, Lesser – Hydroloth (MCI)
 Ildriss: see Grue – Air/Water (MCI)
 Imp (MCI)
 Incantifer (Sect)
 Incarnates (MCI)
 Ironmaw

 Keeper
 Kelubar: see Gehreleth (MCI)
 Khaasta
 Kyton (PL)
 Larva (MCI)
 Lemure: see Baatezu – Lemure (MCI)
 Leomarh

 Leonal: see Guardinal, Leonal
 Lillend (PC)
 Lizard Lord: see Animal Lord (MCI)
 Lupinal: see Guardinal, Lupinal

 Maelephant (MCI)
 Magman (CS)
 Manes: see Tanar'ri, Least – Manes (MCI)
 Marilith: see Tanar'ri, True – Marilith (MCI)
 Marut (MCI)
 Maurezhi: see Tanar'ri, Maurezhi
 Mechanus: see Mediator (MCI)
 Mephit (MCI)
 Merkhant (Sect)
 Mezzoloth: see Yugoloth, Lesser – Mezzoloth (MCI)
 Minion of Set (CS)
 Modron (CS)
 Moigno (PL)
 Molydeus: see Tanar'ri, Guardian – Molydeus (MCI)
 Monadic Deva: see Aasimon – Deva (MCI)
 Monster of Legend
 Mortai
 Movanic Deva: see Aasimon – Deva (MCI)
 Murska (PC)

 Nabassu: see Tanar'ri, Greater – Nabassu (MCI)
 Nalfeshnee: see Tanar'ri, True – Nalfeshnee (MCI)
 Nic'Epona (CS)
 Night Hag (MCI)
 Nightmare (MCI)
 Noctral
 Noviere: see Eladrin, Noviere
 Nupperibo: see Baatezu, Least – Nupperibo (MCI)
 Nycaloth: see Yugoloth, Greater – Nycaloth (MCI)

 Observer
 Oread (PC)
 Osyluth: see Baatezu, Lesser – Osyluth (MCI)
 Parai (PL)
 Per (MCI)
 Piscoloth: see Yugoloth, Lesser – Piscoloth (MCI)
 Pit Fiend: see Baatezu, Greater – Pit Fiend (MCI)
 Planetar: see Aasimon – Planetar (MCI)
 Plumach: see Rilmani, Plumach
 Prolonger
 Quasit: see Imp (MCI)
 Quill
 Rager (Sect)
 Ratatosk (PC)
 Razorvine
 Reave
 Retriever

 Rust Dragon (PL)
 Rutterkin: see Tanar'ri, Least – Rutterkin (MCI)

 Shadow Fiend (MCI)
 Shadowdrake
 Shator: see Gehreleth (MCI)
 Shiere: see Eladrin, Shiere
 Simpathetic
 Slaad (MCI)
 Solar: see Aasimon – Solar (MCI)
 Spellhaunt
 Spider, Hook
 Spinagon: see Baatezu, Least – Spinagon (MCI)
 Spirit of the Air (CS)
 Succubus: see Tanar'ri, Lesser – Succubus (MCI)
 Sunfly
 Sword Spirit

 T'u'en-rin
 Tanar'ri, Lesser – Armanite (PC)
 Tanar'ri, Greater – Goristro (PC)
 Terlen
 Tiefling (MCI)
 Translator: see Mediator (MCI)
 Tso
 Tulani: see Eladrin, Tulani

 Ultroloth: see Yugoloth, Greater – Ultroloth (MCI)
 Ursinal: see Guardinal, Ursinal
 Vaporighu
 Vargouille (MCI)
 Varrangoin (Abyssal Bat) (PC)
 Varrdig: see Grue – Air/Water (MCI)
 Viper Tree (PC)
 Vorr
 Vortex (CS)
 Vrock: see Tanar'ri, True – Vrock (MCI)

 Wastrel
 Water Lord: see Tanar'ri, Greater – Water Lord (MCI)
 Wolf Lord: see Animal Lord (MCI)
 Wraithworm
 Yagnoloth: see Yugoloth, Lesser – Yagnoloth (MCI)
 Yeth Hound (MCI)
 Yochlol: see Tanar'ri, Yochlol
 Yugoloth, Lesser – Marraenoloth (CS)
 Zoveri (PL)

BOLD entries are in PSMCII.
 MCI: 2602, PLANESCAPE
 MONSTROUS COMPENDIUM
 Appendix
 CS: 2600, Campaign Setting
 PC: 2603, *Planes of Chaos*
 PL: 2607, *Planes of Law*

PLANESCAPE™

ACCESSORY

MONSTROUS COMPENDIUM®

APPENDIX II

CLUELESS IS AS GOOD AS DEAD.

Don't matter if you're a blood's blood or a leatherhead with a lot to learn—this book's for you. The planes are full of critters that'd just as soon kill a berk as look at him, and plenty more that like to rattle their bone-boxes for nothing more than the sheer pleasure of it. What a cutter needs is a book like this one—something that tells the real dark of what's waiting out there, just on the other side of that portal.

This MONSTROUS COMPENDIUM® appendix contains nearly 100 new monsters from the Outlands and various Outer Planes, and a few updated creatures that haven't seen print for quite some time. The aasimar, a new player character race, awaits your discovery—along with eladrins, guardinals, hollyphants, rilmani, new tanar'ri, and more!

TSR, Inc.
201 Sheridan Springs Rd.
Lake Geneva
WI 53147
USA



TSR Ltd.
120 Church End
Cherry Hinton
Cambridge CB1 3LB
United Kingdom

Sug. Retail

\$18.00 US

\$23.00 CAN

£10.99 UK

ADVANCED DUNGEONS & DRAGONS and MONSTROUS COMPENDIUM are registered trademarks owned by TSR, Inc. PLANESCAPE, the Lady of Pain logo, and the TSR logo are trademarks owned by TSR, Inc. Copyright ©1995 TSR, Inc. All rights reserved. Printed in the U.S.A.

