

Dungeon Crawl Classics Presents:

BLACKDIRGE'S DUNGEON DENIZENS



GOODMAN
GAMES

Palomene
H07

Dungeon Crawl Classics Presents:

BLACKDIRGE'S DUNGEON DENIZENS



CREDITS

Developer: Aeryn "Blackdirge" Rudel

Writers: Bret Boyd, Mike Ferguson, Neal Gamache, Andrew Hind, Luke Johnson, Jeff LaSala, Jason Little, Rick Maffei, Mike Mearls, Greg Oppedisano, Richard Pocklington, Dean Poisso, Adrian Pommier, Jeff Quinn, Aeryn Rudel, Wes Schneider, Artem Serebrennikov, Jeremy Simmons, Matt Sprengeler, George Strayton, Harley Stroh, Patrick Younts

Cover Artist: Pablo Palomeque

Interior Artists: Jason Edwards, Michael Erickson, Marcio Fiorito, Friedrich Haas, Alvin Helms, Jim Holloway, Doug Kovacs, Cliff Kurowski, Jesse Mohn, Claudio Muniz, Mark Parsons, Stefan Poag, V. Shane, William McAusland, Brad McDevitt, Leo Winstead

Graphic Designer: Alvin Helms

Compilation Editor: Aeryn "Blackdirge" Rudel

Original Editors: Joseph Goodman, Ken Hart, Liz Rich

Dungeon Crawl Classics Line Editor: Harley Stroh

Publisher: Joseph Goodman



TABLE OF CONTENTS

Preface	3	Horagh	60
Introduction	3	I Iron spider	62
Monsters by Type	4	K Klaklin	63
Monsters by Alphabetical Listing	5	L Lasso	66
A Abollar	5	Lava creep	67
Ash guardian.....	7	Lava giant	67
Athasi.....	8	Lichling.....	68
B Bat, sonic.....	9	Lichwarg.....	70
Bat, static	10	M Mad savant	71
Beetle, giant blister.....	11	Metadilos	73
Beetle, stink-fire	12	Mushumahu (serpentfury).....	74
Bone swarm	13	N Naga, earth	75
Bronze reaper	14	Necotene	77
C Carrion maggot swarm.....	15	Neuronea	78
Crystal slime	15	O Octophis	79
D Daeva	16	Ooze, azure.....	80
· Daeva, aesma.....	17	Ooze, bone jelly.....	81
· Daeva, Azi Dahaka	18	Ooze, crimson	82
· Daeva, indra.....	19	P Pedilap	83
Demon, frost (kostkorian)	20	Possessed object	84
Demon, Malotoch	21	R Rakshasa	86
Demon, roost dretch.....	22	· Rakshasa, asura	86
Devil, sky fiend.....	23	· Rakshasa, graha	87
Dracomorph.....	25	· Rakshasa, pani	89
Drakon	28	· Rakshasa, pisacha	90
· Drakon, brightvenom	28	Red effigy	91
· Drakon, darkvenom	30	Rock maggot swarm	92
· Drakon, mongrel	31	Rook	92
Dust brother	32	Rust spider	94
E Elemental, fine fire elemental swarm.....	33	S Scourge corpse	95
Elemental, plague tar.....	33	Shambling skullpile.....	97
F Flame paragon	34	Shimmering slug.....	98
Flayed horror	37	Skin howler.....	100
Floating polyp	38	Slashwing	100
Flying scorpion swarm	39	Slayer ants.....	101
Fungal construct.....	40	Snapdragon swarm.....	103
Fungal mound	41	Spellsnake	104
· Fungal mound, common	41	Spirit of Uru-nuk	104
· Fungal mound, brown	41	· Spirit of Uru-nuk , spirit of madness	105
· Fungal mound, slimy.....	42	· Spirit of Uru-nuk , plague spirit	105
· Fungal mound, yellow	43	· Spirit of Uru-nuk , storm spirit	105
G Gitablullu (scorpion man)	44	Squid, darksea	106
Golem, amber.....	45	T Toadspawn.....	108
Golem, coin.....	46	Troglodyte, mountain.....	110
Golem, crystal	47	V Vapor demon.....	113
Golem, mist.....	48	Vorrash, “lurker in the dark”	114
Golem, tablet	50	W War-worm	116
Gorong	51	Worg, deep	118
H Harpoon urchin	52	Z Zombie, doomtwitch	119
Haugram.....	53	Appendix 1: Monsters by CR	122
Heathen idol	54	Appendix 2: Monsters by Environment.....	124
Hellthorn	56	Appendix 3: Summoning Spell Variants.....	126
Hollow one.....	58		

PREFACE

This year will see the release of *Dungeon Crawl Classics #50*, making the DCC modules the most popular adventures on the market today. From the beginning, I've asked our writers to focus on one thing when they write an adventure: the **adventure**. That may sound obvious – what else would you focus on in an adventure module? Surprisingly, most other publishers advertise their adventure modules as if the adventure itself were an afterthought. “Includes three new feats! A new prestige class! And four new monsters!” But for *Dungeon Crawl Classics*, the “extras” are the afterthought; new material is there to support the adventure, not the other way around.

Until now. With fifty modules in print, we were bound to come up with a few new monsters along the way. More than a few – over one hundred, if you take the time to count them. The best of them are collected in this tome, safely distant from the modules themselves, which will continue to focus on the thing they do best.

With fifty books in print and the myriad new monsters introduced therein, how do you choose which to include in a monster collection? It's easy: you hire the person best qualified to choose. That person is Aeryn Rudel, known to his fans as *Blackdirge*. Since the early

days of *EN World* (the world's largest d20 fan site, visible at www.enworld.org), *Blackdirge* has distinguished himself as a monster artisté without peer. He has his own subforum on *EN World* and his own line of bestiaries available online. He is the creature creator for the Gen Con tournament module *DCC #30: Vault of the Dragon Kings*, and a stats editor on many DCC adventures. And now he's reviewed every monster ever to appear in a *Dungeon Crawl Classics* module – as well as those from a few other Goodman Games products – to put together this tome.

In the pages that follow you will find the denizens of the dungeon. Some are vermin and mindless beasts suited to any castle's catacombs. Others are masterminds who direct hordes under the mountain, or raiders who swarm up from great caverns deep in the underdark. Still others are champions of the fungal forest, lords of the lava seas, or guardians of long-forgotten tombs. Ranging in CR from 1 to 21, there are enough creatures herein to challenge every adventurer for years to come. So step forward, brave hero, and see how you fare against *Blackdirge's* denizens of the dungeon!

Joseph Goodman

INTRODUCTION

Monsters are without doubt my favorite part of the RPG experience. From my earliest experiences with gaming, I remember being drawn to that mystery-shrouded tome lurking in my DMs backpack, the one book we players were never allowed to look at. This coveted tome was, of course, the monster guide to whatever game we were playing, and I always managed to sneak a peak despite my DMs best efforts to keep its contents a secret. This love of monsters has grown exponentially as I have moved from player to game designer, and there is nothing I like more than creating and statting out new critters.

For a monster lover like myself, there is no greater thrill than working on a creature compilation, especially when the monsters are drawn from an excellent line of products like the *Dungeon Crawl Classics* adventures. Over the years, the DCC authors have created a menagerie of strange and terrible beasts to populate their dungeons, and it was a real joy to put all of these wonderful monsters together in one place.

In this volume you will find over 100 monsters drawn from the pages of *Dungeon Crawl Classic* adventures

(and a few other excellent Goodman products), sufficient to challenge players of all levels. The monsters presented here are all old-school dungeon-dwellers, perfect for the dark labyrinths and gloom-haunted crypts of your campaign. I have done my best to choose monsters to suit all playing styles, from the cerebral evil of the athasi to the unsubtle wickedness of the demon lord Malotoch, there's a monster here for everyone.

Although I have tried to present the monsters in this work exactly how they originally appeared, some changes were necessary. Most of these alterations were statistical in nature, and were done to either update a monster to the current edition of the game or enhance its abilities. In some cases, they also fixed stat block errors.

It goes without saying that this volume is intended for DMs, so try to keep those snooping players away from your backpack, because we're all just dying to sneak a peak.

Aeryn “Blackdirge” Rudel

MONSTERS BY TYPE

Aberration: athasi, carrion maggot swarm, crystal slime, earth naga, floating polyp, gorung, hollow one, hollow one spawn, horagh, lassoo, mushumahu, octophis, rust spider, shimmering slug, war-worm.

(Air): spirit of Uru-Nuk, vapor demon.

Animal: haugram, pedilap, slashwing.

(Aquatic): azure ooze, darksea squid, mushumahu, octophis.

(Cold): frost demon, lichling.

Construct: bronze reaper, dust brother, fungal construct, golems, heathen idol, iron spider, red effigy.

(Earth): earth naga, gorung, lava creep, lava giant, metadilos, plague tar elemental, rock maggot swarm.

Elemental: fine fire elemental swarm, plague tar elemental, rock maggot swarm, spirit of Uru-Nuk, vapor demon.

Elemental (Air): spirit of Uru-Nuk, vapor demon.

Elemental (Earth): plague tar elemental, rock maggot swarm.

Elemental (Fire): fine fire elemental swarm, plague tar elemental.

(Fire): harpoon urchin, klaklin, lava creep, lava giant, snapdragon swarm.

Humanoid: mountain troglodyte.

(Incorporeal): ash guardian.

(Lawful): sky fiend.

Magical Beast: darksea squid, deep worg, harpoon urchin, metadilos, necoctene, neuronea, slayer ants, sonic bat, spellsnake, static bat.

Monstrous Humanoid: drakon, girtablullu, klaklin, rook, skin howler.

Outsider: vorrlash.

Outsider (Chaotic): daeva, demons.

Outsider (Evil): daeva, demons, sky fiend.

Outsider (Earth): lava creep, lava giant.

Outsider (Fire): lava creep, lava giant.

Outsider (Lawful): sky fiend.

Outsider (Native): rakshasas.

Plant: fungal mounds, hellthorn, snapdragon swarm.

(Reptilian): drakon, mountain troglodyte, mushumahu.

(Swarm): bone swarm, carrion maggot swarm, fine fire elemental swarm, flying scorpion swarm, rock maggot swarm, snapdragon swarm, static bat swarm

Undead: ash guardian, bone swarm, flayed horror, lichling, lichwarg, shambling skullpile.

Vermin: flying scorpion swarm, giant blister beetle, stink-fire beetle.



A

ABOLLAR - ASH GUARDIAN - ATHASI

ABOLLAR

Upon rare occasions, aboleths have been known to breed with their humanoid slaves in a mysterious process unknown to the surface world. An aboleth's motivation for doing this is also unknown, as the resulting offspring, known as an abollar, is often a pariah and is generally shunned by both its parent races. Most abollars become evil mercenaries with little loyalty to anyone.

The majority of abollar are hideous, slime-coated humanoids, with long, thin tentacles hanging below each arm. The abollar's face possesses three enormous, jelly-like eyes, very much like its aboleth parent. Abollar possess some of the traits of the aboleth

Creating an Abollar

"Abollar" is an inherited template that can be added to any corporeal living creature, although it is far more common amongst giants, humanoids, and monstrous humanoids.

An abollar uses all the base creature's statistics and special abilities except as noted here.

Size and Type: The creature's type changes to aberration, and it gains the "aquatic" subtype. Size is unchanged. Do not recalculate Hit Dice, base attack bonus, or saves.

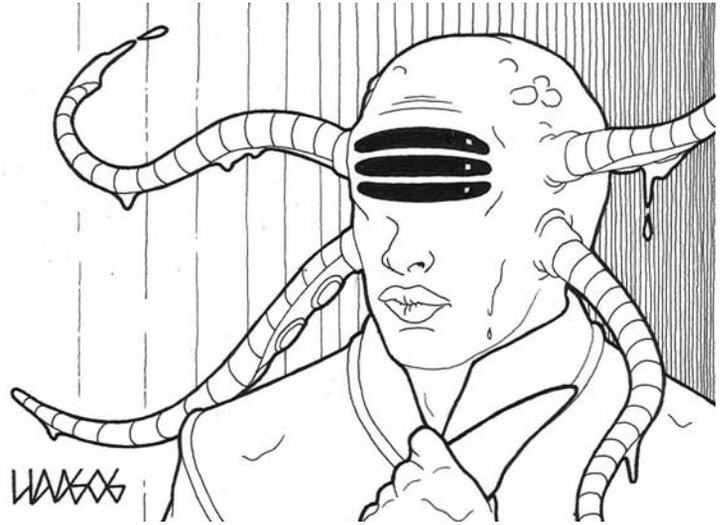
Speed: The abollar's slime coating allows it to breathe and move effortlessly underwater. Unless the base creature has a better swim speed, an abollar gains a swim speed equal to the base creature's land speed.

Armor Class: Natural armor improves by +1 (this stacks with any natural armor bonus that the base creature may have).

Attack: An abollar has two tentacle attacks that can be used as natural weapons. If the base creature can use weapons, the abollar retains this ability. An abollar fighting without weapons uses a tentacle when making an attack action. When it has a weapon, however, it prefers to use the weapon instead.

Full Attack: An abollar fighting without weapons uses both tentacles when making a full attack. If armed with a weapon, it uses the weapon as its primary attack and the tentacles as a natural secondary attack.

Damage: Abollars have tentacle attacks. If the base creature does not have this attack form, use the damage values in the table below. Otherwise, use the values below or the base creature's damage values, whichever are greater:



Size	Tentacle Damage	Size	Tentacle Damage
Fine	1	Large	1d8
Diminutive	1d2	Huge	2d6
Tiny	1d3	Gargantuan	3d6
Small	1d4	Colossal	4d6
Medium	1d6		

Special Attacks: An abollar retains all the special attacks of the base creature, and also gains the following special attack.

Slime (Ex): A creature struck by an abollar's tentacle must make a Fortitude save (DC = abollar's racial Hit Dice + abollar's Constitution modifier) or begin to transform over the next 1d4 rounds, as its skin becomes completely covered with a thin, clear mucous. An affected creature must keep its mucous-covered skin completely submerged in cool, fresh water or suffer 1d4 points of damage every round. Additionally, the mucous reduces the affected creature's natural armor bonus by 1 (but never less than 0).

A *remove disease* spell cast before or after the transformation is complete will restore an afflicted creature to normal.

Special Qualities: An abollar has all the special qualities of the base creature, plus the following special qualities.

- Amphibious
- Darkvision out to 60 ft.
- Immunity to poison
- Resistance to acid 5 and cold 5
- Vulnerability to fire

Abilities: Increase from the base creature as follows: Str +2, Con +2, Cha +4.

Skills: An abollar gains skill points as an aberration and has skill points equal to $(2 + \text{Int modifier}) \times (\text{HD} + 3)$. Do not include Hit Dice from class levels in this calculation - the abollar gains aberration skill points only for its racial Hit Dice, and gains the normal amount of skill points for its class levels. Treat skills from the base creature's list as class skills, and other skills as cross-class.

Abollars have a +2 racial bonus on Listen and Spot checks. An abollar has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Challenge Rating: Same as the base creature +1 (minimum 2).

Alignment: Always evil (any).

Level Adjustment: Same as the base creature +2.

Sample Abollar

This sample abollar uses a skum as the base creature.

Abollar Skum

Medium Aberration (Aquatic)

Hit Dice: 2d8+4 (13 hp)

Initiative: +1

Speed: 20 ft. (4 squares), swim 40 ft.

Armor Class: 14 (+1 Dex, +3 natural), touch 11, flat-footed 13

Base Attack/Grapple: +1/+6

Attack: Bite +6 melee (2d6+5)

Full Attack: Bite +6 melee (2d6+5) and 2 claws +1 melee (1d4+2) and 2 tentacles +1 melee (1d6+2 plus slime)

Space/Reach: 5 ft./5 ft.

Special Attacks: Rake 1d6+2, slime

Special Qualities: Amphibious, darkvision 60 ft., immunity to poison, resistance to acid 5, and cold 5, vulnerability to fire

Saves: Fort +2, Ref +1, Will +3

Abilities: Str 21, Dex 13, Con 15, Int 10, Wis 10, Cha 10

Skills: Hide +4*, Listen +4*, Move Silently +3, Spot +4*, Swim +13

Feats: Alertness

Environment: Underground

Organization: Solitary, brood (2–5) or pack (6–15)

Challenge Rating: 3

Treasure: None

Alignment: Usually lawful evil

Advancement: 3–4 HD (Medium); 5–6 HD (Large)

Level Adjustment: +5

This fish-like humanoid is covered in a thin membrane of glistening slime. Its ichthyoid head features three oblong eyes stacked one above the other in the center of its forehead. It is armed with long, serrated talons, a mouthful of needle-like teeth, and two whip-like tentacles growing from beneath each arm.

The skum is by far the most common of the aboleth slave races to be born as abollar, and one of the few abollar to find some acceptance from its parent race. Abollar skum are seen by aboleths as a potent tool against the other races of the underdark. Their ability to make forays onto dry land makes them an invaluable resource, especially since the abollar skum can use its slime attack to secure even more slaves for its aboleth master.

An abollar skum is about the same height and weight as a human.

Abollar skum speak Aquan.

Combat

Brutally efficient melee combatants, both in and out of the water, abollar skum prefer to wade into combat with their impressive array of natural attacks. They attempt to disable as many foes as possible with their slime attack, and then drag these unfortunates back to the watery lair of their aboleth master.

Rake (Ex): Attack bonus +1 melee, damage 1d6+2. An abollar skum also gains two rake attacks when it attacks while swimming.

Slime (Ex): A creature struck by an abollar skum's tentacle must make a Fortitude save (DC 13) or begin to transform over the next 1d4 rounds, as its skin becomes completely covered with a thin, clear mucous. An affected creature must keep its mucous-covered skin completely submerged in cool, fresh water or suffer 1d4 points of damage every round. Additionally, the mucous reduces the affected creature's natural armor bonus by 1 (but never less than 0).

A *remove disease* spell cast before or after the transformation is complete will restore an afflicted creature to normal.

Skills: Abollar skum have a +2 racial bonus on Listen and Spot checks. *Underwater the abollar skum receives a +4 racial bonus on Hide checks, and their racial bonus on Spot and Listen checks is increased to +4.

An abollar skum has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

ASH GUARDIAN

Ash Guardian

Large Undead (Incorporeal)

Hit Dice: 11d12 (82 hp)

Initiative: +9

Speed: Fly 60 ft. (good) (12 squares)

Armor Class: 18 (-1 size, +5 Dex, +4 deflection), touch 18, flat-footed 13

Base Attack/Grapple: +5/-

Attack: Incorporeal touch +9 melee (2d6 plus withering caress)

Full Attack: Incorporeal touch +9 melee (2d6 plus withering caress)

Space/Reach: 10 ft./10 ft.

Special Attacks: Spell-like abilities, steal essence, withering caress

Special Qualities: Darkvision 60 ft., incorporeal traits, +2 turn resistance, undead traits, unnatural aura, vulnerable to sunlight

Saves: Fort +3, Ref +8, Will +11

Abilities: Str -, Dex 20, Con -, Int 14, Wis 14, Cha 19

Skills: Concentration +14, Diplomacy +6, Intimidate +14, Knowledge (arcana) +12, Listen +16, Spellcraft +14, Search +12, Sense Motive +12, Spot +16, Survival +2 (+4 following tracks)

Feats: Alertness, Blind-Fight, Combat Reflexes, Improved Initiative^B, Iron Will, Weapon Finesse^B

Environment: Underground

Organization: Solitary

Challenge Rating: 10

Treasure: Standard

Alignment: Always chaotic evil

Advancement: Special

Level Adjustment: -

The ground before you suddenly erupts in a geyser of blackened soil and ash. The debris does not fall to the earth, however; instead it hangs suspended in the air, a greasy, black cloud of palpable evil and unholy will. A frightful cacophony of screams arises from the floating mass, and it moves towards you with definite, malignant purpose.

The ash guardian is a creature of dust, earth and ash created when soil is fouled with the remains of innocent victims burned en masse; their angry spirits infest the earth itself with an unimaginable thirst for revenge. Ultimately the wrath of these spirits congeals into a single entity capable only of hate and evil. The ash guardian is usually found in the “special” earth belonging to a vampire. Most vampires find the ash guardian to be as good or better a protector for their precious earth than anything they could engineer, so it is left to its own devices as a de facto guardian of their sacred earth.

An ash guardian takes on a semi-anthropomorphic shape when attacking. In this form it is roughly the size of an ogre. Since an ash guardian is incorporeal, it is weightless.



Ash guardians speak Common and Abyssal, although they rarely communicate with living creatures.

Combat

The ash guardian attacks ferociously and has little regard for its own safety. It acts purely out of anger, trying to inflict as much suffering as possible. Its magic is an extension of its dark will, so the ash guardian uses spell-like abilities as easily as its incorporeal touch attack.

Spell-like abilities: At will – *death knell* (DC 16), *doom* (DC 15), *ray of enfeeblement*; 3/day – *enervation*, *fear* (DC 18); 1/day – *slay living* (DC 19). Caster level 11th. The save DCs are Charisma-based.

Steal Essence (Su): When an ash guardian slays a living, intelligent creature (with its incorporeal touch or a spell-like ability) it can attempt to absorb the victim’s life essence, and grow in power if successful. For every three living, sentient creatures an ash guardian absorbs, it gains 1 Hit Die. This extra Hit Die is of the undead type and grants any skill points, base attack bonus increase, and feats, as normal for a monster advancing in Hit Dice.

A dying creature can resist this absorption with a successful DC 19 Fortitude save, allowing it to go on to whatever afterlife it has earned. A failed saving throw means the victim’s soul has been absorbed into the ash guardian, and is forever lost. Only powerful magic, such as a *wish* or *miracle* spell, can restore life to such an individual. The save DC is Charisma-based.

Withering Caress (Su): Living creatures hit by an ash guardian's incorporeal touch attack must succeed on a DC 19 Fortitude save or take 1d4 points of Strength and Dexterity damage. The save DC is Charisma-based. On each such successful attack, the ash guardian gains 5 temporary hit points.

Unnatural Aura (Su): Any animal within 30 ft. of an ash guardian must make a DC 19 Will save or become panicked. The save DC is Charisma-based.

Vulnerable to Sunlight (Su): An ash guardian in natural sunlight (not merely a *daylight* spell) cannot attack and can only take a single move action or a standard action but not both.

ATHASI

Athasi

Medium Aberration

Hit Dice: 4d8+4 (22 hp)

Initiative: +6

Speed: 30 ft. (6 squares)

AC: 15 (+2 Dex, +3 natural), touch 12, flat-footed 13

Base Attack/Grapple: +3/+3

Attack: Tentacle +5 melee (1d6 and 1d3 Intelligence damage)

Full Attack: Tentacle +5 melee (1d6 and 1d3 Intelligence damage)

Space/Reach: 5 ft./5 ft.

Special Attacks: Intelligence drain, spell-like abilities

Special Qualities: Cloak of concealment, darkvision 120 ft., spell resistance 18

Saves: Fort +2, Ref +3, Will +6

Abilities: Str 10, Dex 15, Con 12, Int 18, Wis 15, Cha 16

Skills: Balance +4, Bluff +10, Diplomacy +14, Disguise +3 (+5 acting), Intimidate +5, Jump +2, Listen +9, Sense Motive +9, Spot +9, Tumble +9

Feats: Dodge, Improved Initiative, Weapon Finesse^B

Environment: Underground

Organization: Solitary

Challenge Rating: 5

Treasure: Double standard

Alignment: Always chaotic evil

Advancement: By character class

Level Adjustment: +4

This tall, gray-skinned humanoid has a single tentacle growing from the base of its skull.

In the ancient days, the athasi were the first intelligent species to walk the underdark's shadowy caverns. Perhaps they existed before the gods created humanity and other species, or perhaps they were the first race to be given sentience. In any case, the athasi grew ambitious. Jealous of the gods' power, they schemed to elevate themselves to

divine levels. They crafted many of the strange underdark races as servitors, most notably the eye tyrants and flayers of the mind. Other strange races may also bear their mark. In time, the athasi grew too arrogant. They planned to destroy all life the gods created and then, once their conquest of the world was complete, they would turn their power against the gods. For a time, their plan met with success, but eventually they were defeated. Even the mighty athasi could not match the gods. In the final days of the struggle, the athasi fled to the deepest reaches of the underdark. Few survived the destruction of their underworld cities.

Thousands of years later, the athasi continue on in small numbers. It is surmised that no more than three hundred of these creatures exist. The gods have long since forgotten the athasi, as they are too weak to ever again threaten the world. However, the athasi have not yet forgotten or forgiven their losses. To this day, they plot to destroy the gods' creatures and what they consider to be servitor races that betrayed them. If the athasi cannot avenge themselves against the gods, they will take the next best target.

Athasi travel the underdark, seeking to ignite wars between settlements. They hate good and evil creatures with equal vigor, and gleefully murder drow, svirfneblin, and other creatures they encounter. In isolated workshops and deep caverns they produce deadly constructs known as bronze reapers (see page 14), and continue their arcane studies.

Usually, an athasi plants false evidence of an impending attack, makes attacks to increase tension



in an area, or uses its spell-like abilities to subvert and control a noble or other leader. The athasi dream of an underdark purged of all other humanoid and intelligent races, hoping that when that day arrives, they can once again rebuild their cities.

All athasi have unique appearances. Some resemble gray-skinned, hairless humans. Others look like flayers of the mind that lack facial tentacles. As the first intelligent race, they were given a wide range of forms. The one constant is that all athasi have humanoid faces, mouths capable of forming speech, hands to manipulate items, and a single, long tentacle that they use to batter opponents and drain their minds. The athasi's preferred character class is sorcerer, though many gain levels as rogues and wizards. Athasi cannot become clerics or druids, as the gods refuse to hear their prayers.

Combat

Athasi usually try to avoid combat, except to use their tentacle to rob a creature of its memories and learn of its surroundings. Usually, they strike from ambush, using their psionic abilities and *improved invisibility* to approach a target from hiding and leap upon it before it can prepare a defense. Athasi prefer to attack sleeping or otherwise

helpless foes. They slip into settlements or sneak into camps and pick out what looks like an important or powerful figure.

Athasi also use these tactics when they must defend themselves. They use hit and run attacks, preferably by sneaking into an area, to turn their enemies into mindless vegetables. Over time, the attackers either give up and leave or are finally whittled down to such small numbers that they can be overwhelmed in battle.

Intelligence Drain (Ex): A creature struck by an athasi's tentacle attack must succeed at a DC 15 Will save or suffer 1d3 points of Intelligence damage. Furthermore, the athasi immediately gains knowledge of the last settlement the creature visited (or the location of its lair) and how to travel there. The save DC is Charisma-based.

Spell-Like Abilities: At will – *burning hands* (DC 14), *charm monster* (DC 14), *fly*, *suggestion* (DC 14). Caster level 10th. The save DCs are Charisma-based.

Cloak of Concealment (Su): All athasi have the ability to bend and fold space around them, granting them the equivalent of an *improved invisibility* spell (caster level 20th). An athasi can activate or drop this ability as a free action.

BAT, SONIC - BAT, STATIC - BEETLE, GIANT BLISTER - BEETLE, STINK-FIRE
- BONE SWARM - BRONZE REAPER

B

BAT, SONIC

Sonic Bat

Small Magical Beast

Hit Dice: 1d10+2 (7 hp)

Initiative: +4

Speed: 5 ft. (1 square), fly 40 ft. (good)

Armor Class: 15 (+1 size, +4 Dex), touch 15, flat-footed 11

Base Attack/Grapple: +1/-3

Attack: Bite +6 melee (1d4)

Full Attack: Bite +6 melee (1d4)

Space/Reach: 5 ft./5 ft.

Special Attacks: Sound wave

Special Qualities: Blindsense 60 ft., darkvision 60 ft., resistance to sonic 10

Saves: Fort +4, Ref +6, Will +1

Abilities: Str 10, Dex 18, Con 14, Int 4, Wis 12, Cha 6

Skills: Hide +8, Listen +7*, Move Silently +6, Spot +7*

Feats: Weapon Finesse



Environment: Underground

Organization: Solitary, pair, or colony (4-10)

Challenge Rating: 1

Treasure: None

Alignment: Always neutral

Advancement: 2-3 HD (Small); 4-6 HD (Medium)

Level Adjustment: –

A bat the size of a small dog flies towards you. Its eyes gleam in the darkness, and it emits an ear-piercing shriek.

Sonic bats are large, magically altered cousins of the common bat. They were originally created by drow wizards to serve as scouts and skirmishers, but have spread beyond the control of their masters and can be found all over the underdark.

Sonic bats are notorious for their superior echolocation ability, which, combined with dark-

vision, makes them first-rate hunters. Although these bats are omnivorous, they mainly subsist on smaller bats and other subterranean vermin, but they sometimes attack prey larger than themselves.

A sonic bat has a wingspan of about 6 feet and weighs about 15 pounds.

Combat

When fighting opponents of their size and larger, sonic bats begin combat by using their sound wave ability, then swoop down to bite. A pair or colony of sonic bats fights in concert; one bat fires off a sound wave every round, while the others surround a (preferably stunned) foe and bite him mercilessly.

Sound Wave (Su): Three times per day, as a standard action, a sonic bat can produce a potent sound wave. Every creature in a 10-foot cone takes 1d8 points of sonic damage and must make a DC 12 Fortitude save or be stunned for 1 round. Other sonic bats are immune to the stun effect (as well as to that of a *sound burst* spell), and their resistance to sonic energy is enough to soak the damage. Creatures that cannot hear are not stunned, but are still damaged. The save DC is Constitution-based.

Blindsense (Ex): A sonic bat notices and locates creatures within 20 feet. Opponents still have 100% concealment against a creature with blindsense.

Skills: A sonic bat has a +4 racial bonus on Spot and Listen checks. These bonuses are lost if its Blindsense is negated.

BAT, STATIC

[See Stats Block Below]

A faint blue haze crackles around the flapping wings of this small gray-furred bat.

The static bat is a unique addition to the bat species. Created by the magical crossbreeding of a bat with a shocker lizard, the static bat has served as a curiosity piece in many a sage’s essay. These bats survive on small insects and underground algae. Static bats also enjoy the sensation of electricity, which builds in their wings when they flap them. This is due to special kinetic glands located along the spines of their wings, which collect electricity when in motion.

Combat

The static bat attacks in the only way it knows how – by smacking into opponents. The electrical charge it builds while flapping its wings then discharges and hopefully convinces the creature to flee. Striking an opponent in this manner means that the static bat must enter the opponent’s square and thus provokes an attack of opportunity.

	STATIC BAT Diminutive Magical Beast	STATIC BAT SWARM Diminutive Magical Beast (Swarm)
Hit Dice:	1/2d10 (3 hp)	3d10 (17 hp)
Initiative:	+2	+2
Speed:	5 ft. (1 square), fly 40 ft. (good)	5 ft. (1 square), fly 40 ft. (good)
Armor Class:	16 (+4 size, +2 Dex), touch 16, flat-footed 14	16 (+4 size, +2 Dex), touch 16, flat-footed 14
Base Attack/Grapple:	+1/-16	+3/-
Attack:	Wing touch +7 melee touch (concussive shock)	Swarm (1d6 plus concussive shock)
Full Attack:	Wing touch +7 melee touch (concussive shock)	Swarm (1d6 plus concussive shock)
Space/Reach:	1 ft./0 ft.	10 ft./0 ft.
Special Attacks:	Concussive shock	Concussive shock, distraction
Special Qualities:	Blindsense 20 ft., darkvision 60 ft.	Blindsense 20 ft., darkvision 60 ft., immune to weapon damage, swarm traits
Saves:	Fort +2, Ref +4, Will +2	Fort +3, Ref +7, Will +3
Abilities:	Str 1, Dex 15, Con 10, Int 3, Wis 14, Cha 4	Str 3, Dex 15, Con 10, Int 3, Wis 14, Cha 4
Skills:	Hide +14, Listen +8*, Move Silently +6, Spot +8*	Listen +11, Spot +11
Feats:	Alertness, Weapon Finesse ^B	Alertness, Lightning Reflexes, Weapon Finesse ^B
Environment:	Underground	Underground
Organization:	Solitary or colony (5-25)	Solitary or flight (2-4 swarms)
Challenge Rating:	1/4	3
Treasure:	None	None
Alignment:	Always neutral	Always neutral
Advancement:	–	–
Level Adjustment:	–	–

Concussive Shock (Su): A static bat builds up an electrical charge while flying. If it touches a living creature during flight, the charge inflicts 1d2 points of electrical damage. The target also must succeed on a DC 10 Fortitude save or convulse for the next round. This brief period of spasms inflicts a -4 penalty to any Dexterity-based skill checks as well as a -1 penalty to attack rolls and Reflex saves. Succeeding on the Fortitude save means the target takes the 1d2 damage only. The save DC is Constitution-based.

Blindsense (Ex): A static bat notices and locates creatures within 20 feet. Opponents still have 100% concealment against a creature with blindsense.

Skills: *A static bat has a +4 racial bonus on Spot and Listen checks. These bonuses are lost if its blindsense is negated.

Static Bat Swarm

This roiling mass of diminutive flying mammals is shrouded in a blue haze of crackling electricity.

Although dangerous individually or in small groups, the static bat is particularly lethal when found in large swarms.

Combat

A static bat swarm attempts to surround any creature it encounters, using its concussive shock to disable or kill potential prey. The swarm deals 1d6 points of damage to any creature whose space it occupies at the end of its move.

Concussive Shock (Su): A static bat swarm builds up a massive electrical charge while flying. Any living creature that takes damage from the static bat swarm's swarm attack takes an additional 1d8 points of electricity damage. The target also must succeed on a DC 15 Fortitude save or convulse for the next 1d3 rounds. This brief period of spasms inflicts a -6 penalty to any Dexterity-based skill checks as well as a -2 penalty to attack rolls and Reflex



saves. Succeeding on the Fortitude save means the target takes the 1d8 electricity damage only. The save DC is Constitution-based and includes a +4 circumstance bonus for the sheer number of bats in the swarm.

Distraction (Ex): Any living creature that begins its turn with a static bat swarm in its space must succeed on a DC 11 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Blindsense (Ex): A static bat swarm notices and locates creatures within 20 feet. Opponents still have total concealment against the static bat swarm (but swarm attacks ignore concealment).

Skills: A static bat swarm has a +4 racial bonus on Listen and Spot checks. These bonuses are lost if its blindsense is negated.

BEETLE, GIANT BLISTER

Giant Blister Beetle

Small Vermin

Hit Dice: 2d8+2 (11 hp)

Initiative: +0

Speed: 30 ft. (6 squares)

Armor Class: 16 (+1 size, +5 natural), touch 11, flat-footed 16

Base Attack/Grapple: +1/-3

Attack: Bite +2 melee (1d6)

Full Attack: Bite +2 melee (1d6)

Space/Reach: 5 ft./5 ft.

Special Attacks: Blister spray, death spray

Special Qualities: Darkvision 60 ft., immunity to poison, tremorsense 60 ft., vermin traits

Saves: Fort +4, Ref +0, Will +0

Abilities: Str 11, Dex 10, Con 12, Int -, Wis 10, Cha 7

Skills: Hide +4*

Feats: -

Environment: Warm forest and underground

Organization: Solitary, cluster (2-5), or click (4-9)

Challenge Rating: 1

Treasure: None

Alignment: Always neutral

Advancement: 3-6 HD (Small)

Level Adjustment: -

A loud skittering noise announces the arrival of a large beetle hungrily snapping its mandibles.

Giant blister beetles are gigantic cousins of the tiny vermin of the same name. They are scavengers and occasional



predators that hunt the dense undergrowth of jungles or the subterranean passages of the underdark.

Combat

When riled, a blister beetle releases a foul jet of inky black liquid that burns and blisters the skin of any creature it hits. Afterwards, it skitters in to finish off the weakened creature with its powerful mandibles.

Blister Spray (Ex): Once every four rounds, as a standard action, a blister beetle can shoot a stream of oily, black liquid in a 20-foot line. All creatures within the area of effect must succeed on a DC 12 Reflex save to avoid the spray. On a failed save, the creature takes 1d3 points of acid damage and a -2 modifier on attack rolls, ability checks, and skill checks for the next 10 rounds from painful blisters and welts that quickly appear on exposed skin. A DC 10 Heal check or any cure spell heals the blisters and negates the penalties. The save DC is Constitution-based.

Death Spray (Ex): Whenever a killing blow is struck against a beetle, all characters within a 5-foot radius must make a DC 12 Reflex save or be sprayed with the foul blistering liquid, as the blister spray ability. The save DC is Constitution-based.

Tremorsense (Ex): Blister beetles can automatically sense the location of anything that is in contact with the ground within a 60-foot radius.

Skills: *Blister beetles have a +4 racial bonus on Hide checks in areas of heavy undergrowth or underground.

BEETLE, STINK-FIRE

Stink-Fire Beetle

Small Vermin

Hit Dice: 1d8 (4 hp)

Initiative: +0

Speed: 30 ft.

AC: 16 (+1 size, +5 natural), touch 11, flat-footed 16

Base Attack/Grapple: +0/-4

Attack: Bite +1 melee (2d4)

Full Attack: Bite +1 melee (2d4)

Space/Reach: 5 ft./5 ft.

Special Attacks: Stench

Special Qualities: Darkvision 60 ft., vermin traits

Saves: Fort +2, Ref +0, Will +0

Abilities: Str 10, Dex 11, Con 11, Int -, Wis 10, Cha 7

Skills: -

Feats: -

Environment: Warm plains and underground

Organization: Pair, cluster (3-5), or colony (6-11)

Challenge Rating: 1/2

Treasure: None

Alignment: Always neutral

Advancement: 2-3 HD (Small)

Level Adjustment: -

This beetle has a yellowish-green carapace and two dangling glands that glow with a faint red radiance. It walks with an uneven gait.

Miners and adventurers prize these luminous insects, much like their giant fire beetle cousins. Stink-fire beetles have two glands, one above each eye that produces a red glow. The glands' luminosity persists for 1d4 days after removal from the stink-fire beetle, illuminating a roughly circular area with a 10-foot radius. The chemical within the glands that the beetle uses for its stench attack also lasts for 1d4 days. It can be used as a weapon if the gland is struck against another surface (or a creature if the gland is used like a weapon). A successful strike means that the surface (or target) gives off the stench until it is cleaned or 24 hours have passed.

Stink-fire beetles are about 2-1/2 feet long.

Combat

The stink-fire beetle acts on instinct, attacking anything that impedes its progress and is not one of its own kind. It activates its stench power immediately before closing for melee. If wounded, the stink-fire beetle flees unless cornered.

Stench (Ex): When a stink-fire beetle is agitated, it secretes a musk-like chemical from its glands that nearly every form of animal life finds offensive. All living creatures (except stink-fire beetles) within 10 feet of a stink-fire beetle must succeed on a DC 10 Fortitude save or be sickened for 1d4 rounds. The save DC is Constitution-based. Creatures that successfully save cannot be affected by the same stink-fire beetle's stench for 24 hours. A *delay poison* or *neutralize poison* spell removes the effect from the sickened creature. Creatures with immunity to poison are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws.

BONE SWARM

Bone Swarm

Tiny Undead (swarm)

Hit Dice: 12d12 (88 hp)

Initiative: +8

Speed: 20 ft. (4 squares)

Armor Class: 20 (+2 size, +4 Dex, +4 natural), touch 16, flat-footed 16

Base Attack/Grapple: +6/-

Attack: Swarm (3d6 plus energy drain)

Full Attack: Swarm (3d6 plus energy drain)

Space/Reach: 10 ft./0 ft.

Special Attacks: Create bone swarm, distraction, energy drain

Special Qualities: Darkvision 60 ft., damage reduction 10/bludgeoning, +2 turn resistance, swarm traits, undead traits

Saves: Fort +4, Ref +8, Will +8

Abilities: Str 1, Dex 18, Con -, Int -, Wis 10, Cha 1

Skills: -

Feats: Improved Initiative^B

Environment: Underground

Organization: Solitary, field (2-8 swarms), or ossuary (9-20 swarms)

Challenge Rating: 10

Treasure: None

Alignment: Always neutral evil

Advancement: None

Level Adjustment: -

An undulating carpet of bony fragments writhes along the ground toward you. It is composed of animated teeth, finger bones, and other tiny, osseous remains, all swarming together like a wave of bony centipedes.

A bone swarm is a mass of small, animated bones, mostly fingers, hands, claws, and jawbones. The bones writhe together like a single animated creature. The undead mass crawls and climbs over any obstacle to get to live prey, which it attacks in a savage frenzy of sharp, rending blows.

Combat

A bone swarm attacks all living creatures relentlessly, chasing them if necessary. It attempts to drain the life from a single opponent, ignoring all others, only moving on to another target once the first has been completely drained. The swarm deals 3d6 points of damage to any creature whose space it occupies at the end of its move.

Create Bone Swarm (Su): A creature reduced to 0 levels by a bone swarm's energy drain attack is slain and rapidly decays, all flesh rotting away in a manner of seconds. The resulting skeleton then spontaneously disassembles, each individual bone separating from the whole to form a new bone swarm. This new bone swarm is not under the control of the original and is free willed. A creature slain in this manner can only be returned to life by powerful magic, such as a *wish* or *miracle* spell.

Distraction (Ex): Any living creature that begins its turn with a bone swarm in its space must succeed on a DC 16 Fortitude save, or become nauseated for one round. The save DC is Constitution-based.



Energy Drain (Su): Living creatures damaged by a bone swarm's swarm attack gain one negative level. The DC is 16 for the Fortitude save to remove a negative level. The save DC is Charisma-based and includes a +5 racial bonus. For each such negative level bestowed, the bone swarm gains 5 temporary hit points.

BRONZE REAPER

Bronze Reaper

Large Construct

Hit Dice: 16d10+30 (118 hp)

Initiative: +1

Speed: 20 ft. (4 squares)

AC: 26 (-1 size, +1 Dex, +16 natural), touch 10, flat-footed 25

Base Attack/Grapple: +12/+24

Attack: Blade +20 melee (2d10+8/19-20)

Full Attack: 2 blades +20 melee (2d10+8/19-20)

Space/Reach: 10 ft./10 ft.

Special Attacks: Fiery blast

Special Qualities:

Construct traits, damage reduction 10/adamantine, darkvision 60 ft., immunity to fire, low-light vision, spell resistance 25

Saves: Fort +5, Ref +6, Will +7

Abilities: Str 26, Dex 12,

Con -, Int 3, Wis 15,
Cha 6

Skills: Listen +14, Spot +13

Feats: Alertness, Cleave, Great Cleave, Improved Critical (blades), Power Attack, Weapon Focus (blades)

Environment: Underground

Organization: Solitary or pod (2-5)

Challenge Rating: 13

Treasure: None

Alignment: Always neutral evil

Advancement: 17-32 HD (Large); 33-54 HD (Huge)

Level Adjustment: -

This towering humanoid automaton appears to have been forged from solid bronze. Its powerful arms end in long, serrated blades of lusterless, black metal, and its head is a nightmarish mask resembling a fanged skull.

For as long as the eldest races can remember, the bronze reapers have been a menace to all life in the underdark. They are towering, vaguely humanoid statues crafted from bronze. In place of hands they have long blades forged from an unknown black metal streaked with green. Their faces resemble a death's head, and their jaws can open to let loose a blast of searing fire.

Sages believe that the race known as the athasi (see page 8) built these things to destroy all the gods' living creations. In the ancient days, the athasi rebelled against the gods and strove to exterminate all life on the planet. With all potential competitors out of the way, they would be free to rule the planet and ultimately the cosmos as their own. In the final days of the war, the race was forced to flee deep into the earth. While they are now gone, their machineries of war remain. To this day, isolated athasi ruins remain in the underdark, the last strongholds they held before the gods and their servants defeated them. So ancient was this war that little more than fragmentary descriptions of it remain in the oldest and holiest religious texts.

Bronze reapers attack all living things. They are relentless in combat, and some wily raiders and bandits have been known to lure these machines to civilized lands to let them loose. When the reaper's carnage is finally halted, the raiders can descend to pick the ruins clean.

Combat

In battle, bronze reapers are terrible foes. Once they spot a living creature, they are relentless fighters, cutting their opponents to pieces with their long, deadly blades. Reapers are not mindless, but possess only rudimentary intellect, and will attack foes in only the most straightforward fashion. Ambushes and other stratagems are beyond their intellectual abilities. Still, with their impressive attacks, a reckless charge is all a reaper usually needs to defeat its opponents.

Fiery Blast (Su): Once per hour, a bronze reaper can produce a 60-ft. cone of fire from its fanged mouth. All creatures within this area suffer 10d6 points of fire damage. A successful DC 18 Reflex save halves this damage. The save DC is Constitution-based.



C

CARRION MAGGOT SWARM - CRYSTAL SLIME

CARRION MAGGOT SWARM

Carrion Maggot Swarm

Fine Aberration (Swarm)

Hit Dice: 8d8 (35 hp)

Initiative: +7

Speed: 20 ft. (4 squares)

AC: 21 (+8 size, +3 Dex), touch 21, flat-footed 18

Base Attack/Grapple: +6/-

Attack: Swarm (2d6 plus paralysis)

Full Attack: Swarm (2d6 plus paralysis)

Space/Reach: 10 ft./0 ft.

Special Attacks: Distraction, paralysis

Special Qualities: Darkvision 60 ft., immune to weapon damage, swarm traits, tremorsense 30 ft.

Saves: Fort +2, Ref +5, Will +7

Abilities: Str 1, Dex 17, Con 10, Int 1, Wis 12, Cha 2

Skills: Hide +24, Listen +6, Move Silently +8, Spot +5

Feats: Alertness, Improved Initiative, Stealthy

Environment: Underground

Organization: Solitary or crawl (2-5 swarms)

Challenge Rating: 6

Treasure: None

Alignment: Always neutral

Advancement: -

Level Adjustment: -

Before you lays the bloated, stinking corpse of some long-dead animal. The corpse is covered with a boiling mass of pale-green worms. Suddenly, the swarm of maggots leaves the corpse en masse and heads for fresher meat - you.

Carrion maggots are the insidious immature form of large, carrion-eating worms. Typically found in decomposing corpses, carrion maggots look like pale-green worms that range in size from ½ inch to 2 inches long. They feed on flesh, living or dead. A swarm of these creatures can be hard to spot until it's too late, as the entire swarm can hide within the corpse of a Medium creature.

Carrion maggot swarms exist for only a few months, feeding on carrion or anything else unfortunate enough to cross their path. At the end of this frenzy of eating, the carrion maggots turn upon each other, devouring one another until only a single, grossly bloated maggot remains. This survivor inherits the right to mature into an adult carrion worm.

Combat

A carrion maggot swarm typically hides within the corpse of an animal or even a humanoid. If the corpse the swarm inhabits is disturbed, the maggots stream out and eagerly attack the "fresh" meat. The swarm deals 2d6 points of damage to any creature whose space it occupies at the end of its move.

Distraction (Ex): Any living creature that begins its turn with a carrion maggot swarm in its space must succeed on a DC 14 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Paralysis (Ex): Living creatures damaged by a carrion maggot swarm's swarm attack must succeed on a DC 14 Fortitude save or be paralyzed for 1d4 rounds. The save DC is Constitution-based.

CRYSTAL SLIME

Crystal Slime

Large Aberration

Hit Dice: 6d10+12 (45 hp)

Initiative: +0

Speed: 20 ft. (4 squares)

AC: 15 (-1 size, +6 natural), touch 9, flat-footed 15

Base Attack/Grapple: +4/+13

Attack: Slam +9 melee (2d6+7 plus paralysis)

Full Attack: Slam +9 melee (2d6+7 plus paralysis)

Space/Reach: 10 ft./10 ft.

Special Attacks: Mesmeric coloration, paralyzing touch

Special Qualities: Bioluminescence, blindsight 60 ft., ooze-like

Saves: Fort +4, Ref +2, Will +5

Abilities: Str 20, Dex 10, Con 15, Int 3, Wis 11, Cha 6

Skills: Listen +6, Hide +7, Spot +7

Feats: Alertness, Improved Natural Attack (slam), Weapon Focus (slam)

Environment: Underground

Organization: Solitary or pod (2-5)

Challenge Rating: 5

Treasure: None

Alignment: Usually neutral

Advancement: 7-12 HD (Large); 13-18 HD (Huge)

Level Adjustment: -

This shuddering mass of protoplasm is nearly translucent and appears to be ambulatory. It protrudes a questing pseudopod in your direction, and then begins to glow brightly with a

riotous array of brilliant colors. This prismatic display is difficult to focus on, but you find yourself unable to look away.

Crystal slimes are globs of transparent protoplasm flecked with shards of reflective stones and small globules of prismatic jelly. Tiny organs floating within the slime allow it to produce a cascade of light that shines from its body. When filtered through the stones and globes embedded within its body, the light produces a fascinating display of flashing, pulsing colors that lure creatures into a vapid, mindless state. When disabled in this way, creatures make easy prey for the crystal slime to devour.

Crystal slimes usually lurk at the edges of caverns, as their abilities can draw the attention of nearby predators. Usually, the slime relies on speed and surprise to dazzle prey, grab it, and drag it away to feast upon later. The drow and other races catch these creatures and use them for their light-giving properties. Prosperous nobles may keep crystal slimes in their mansions, while artists who specialize in working with these creatures train them to produce specific, artistic light effects. Of course, the drow being drow, the nobility enjoy feeding ineffectual slaves and retainers to the slimes. With the slime's transparent body, the drow can watch as their victims are slowly, and quite painfully, digested.

Combat

In battle, the crystal slime relies on its mesmeric abilities to render its opponents helpless. If a blast of its power leaves opponents active, it sometimes flees to safety. Otherwise, it relies on crushing blows from its pseudopods and paralytic

touch to finish off its opponents and feast upon their remains.

Mesmeric Coloration (Ex): As a free action a crystal slime can generate a hypnotic array of flashing colors. All creatures within 60 ft. viewing a crystal slime must make a DC 13 Will save or be stunned for 2d4 rounds. A potentially affected creature that succeeds on a Will save remains immune to that crystal slime's mesmeric coloration for 24 hours. The save DC is Charisma-based and includes a +2 racial bonus. Mesmeric coloration is a mind-affecting effect.

Paralyzing Touch (Ex): A creature hit by a crystal slime's slam attack must make a DC 15 Fortitude save or be paralyzed for 1d4 rounds. The save DC is Constitution-based.

Bioluminescence (Ex): As a free action, a crystal slime can shed light in a 20 ft. radius (as a *light* spell) around its current position. A second free action douses this light.

Ooze-Like (Ex): Although not an actual ooze, the crystal slime does share some of the ooze's physical traits. The crystal slime is blind (but it has the blindsight special quality), which grants it immunity to gaze attacks, visual effects, illusions, and other attack forms that rely on sight. It is immune to poison, sleep effects, paralysis, polymorph, and stunning. A crystal slime has no discernable anatomy and is not subject to critical hits or flanking.

Skills: A crystal slime's transparent body grants it a +8 racial bonus on Hide checks.



D

DAEVA - DAEVA, AESMA - DAEVA, AZI DAHAKA - DAEVA, INDRA - DEMON, FROST (KOSTKORIAN) - DEMON, MALOTOCH - DEMON, ROOST DRETCH - DEVIL, SKY FIEND - DRACOMORPH - DRAKON - DRAKON, BRIGHTVENOM - DRAKON, DARKVENOM - DRAKON, MONGREL - DUST BROTHER

DAEVA

Daeva are a type of evil outsider derived from Persian mythology as is written in the Avesta. The Avesta is a collection of the sacred texts of ancient Persian or Iranian religion known as Zoroastrianism.

According to the Avesta creation myth, the primordial god Zurvan's twin sons named Ahura Mazda and Angra Mainyu are responsible for the dualistic nature of creation and destructive forces in the world. Ahura Mazda created the sky and he made earth rise up from the primordial waters. In the earth he planted the Saena tree, its seeds spread, and from them did all the plants come, and beneath their

branches he placed the animals and the human race. Ahura Mazda created the Amesha Spentas, a host of winged immortals tasked with protecting that which was living. Angra Mainyu created blistering heat and the frost in winter, pestilence, disease and all other ills. Angra Mainyu is the darkness to Ahura Mazda's light, the evil devouring opposed by the goodness of creation. Angra Mainyu created the vile daeva to destroy the heavenly host, or Amesha Spentas, and all that Ahura Mazda had created. He made Azi Dahaka to lead his minions. Zurvan's sons fought an unending war in the heavens and hells and on the earth, bringing much suffering and waste.

There are seven vile daeva: aesma daeva (the demon of anger, wrath and revenge), aka manah (the demon of sensual desire), indra (the demon of apostasy), nanghalthya (demon of discontentment), saurva (demon of greed), tawrich (demon of hunger) and zarich (demon of aging). Full stats for three daeva are presented here: the aesma daeva, indra daeva, and Azi Dahaka.

Daeva Subtype: Daeva are outsiders created by Angra Mainyu to wreak havoc on humankind. They originate from the evil hell of Mount Alburz across the Chinvat Bridge. A daeva possesses the following traits (unless otherwise noted in a creature's entry).

- Immunity to poison
- Resistance to acid 10, cold 10, and fire 10
- Telepathy 100 ft.
- *Daeva Anchor (Su):* Daeva may not be dismissed, banished, rebuked, or turned.

Aesma Daeva

Tiny Outsider (Chaotic, Daeva, Evil, Extraplanar)

Hit Dice: 3d8+9 (22 hp)

Initiative: +8

Speed: 40 ft. (8 squares)

Armor Class: 21 (+2 size, +4 Dex, +5 natural), touch 16, flat-footed 17

Base Attack/Grapple: +3/+5

Attack: Bite +9 (1d4+2 plus attach)

Full Attack: Bite +9 melee (1d4+2 plus attach) and 2 claws +4 melee (1d2+1)

Space/Reach: 2 ½ ft. /0 ft.

Special Attacks: Attach, balefire blast, spell-like abilities

Special Qualities: Daeva anchor, damage reduction 5/good, darkvision 60 ft., immunity to poison, resistance to acid 10, cold 10, and fire 10, telepathy 100 ft.

Saves: Fort +6, Ref +7, Will +3

Abilities: Str 14, Dex 18, Con 17, Int 10, Wis 10, Cha 10

Skills: Balance +12, Hide +18, Intimidate +6, Jump +8, Listen +6, Move Silently +10, Spot +6, Survival +6, Tumble +10.

Feats: Improved Initiative, Weapon Finesse^B, Track

Environment: Any chaotic evil outer plane

Organization: Gang (3-5), crowd (6-15), or mob (16-40)

Challenge Rating: 5

Treasure: None

Alignment: Always chaotic evil

Advancement: 4-6 HD (Small)

Level Adjustment: +5

The creature is a tiny humanoid-shaped demon with a single horn in the front of its head. It has pale blue skin, malevolent yellow eyes, and row upon row of sharp little teeth.

Aesma daeva are horrid little lustful demons obsessed with anger, wrath and revenge. They hail from the evil hell of Mount Alburz across the Chinvat Bridge. They can be found on the various planes of evil, furiously hunting in packs, seeking revenge for their evil masters.

Aesma daeva are about 2 feet tall and weigh 12 pounds.

Combat

Aesma daeva thirst for revenge and their rage makes them fearless. They use their speed and *displacement* spell-like ability to attack in waves with no concern for their own safety. Aesma daeva are tiny and must be in the same square as the creature they are attacking. Aesma daeva attempt to attach to their target and use their balefire blast to full effect, creating devastating chain reactions.

Attach (Ex): If an aesma daeva hits with its bite attack, it uses its powerful jaws to latch onto the opponent's body and automatically deals bite damage each round it remains attached. An attached aesma daeva is effectively grappling its opponent and therefore loses its Dexterity bonus to armor class. Despite its small size, and aesma daeva is incredibly difficult to dislodge once it has latched on to its prey, and receives a +8 racial bonus to grapple checks (already figured into the Base Attack/Grapple entry above).

An attached aesma daeva can be struck with a weapon or grappled. To remove an attached aesma daeva through grappling, the opponent must achieve a pin against the creature.

Balefire Blast (Su): If an aesma daeva is reduced to 0 hit points it explodes. The daeva does its Hit Dice in fire damage (3d8) to creatures in the same square (Reflex DC 14 for half). The balefire does half



damage to creatures within a 10 ft. radius (Reflex DC 14 for quarter). If another aesda daeva is within the radius of a balefire explosion, it also explodes, creating a devastating chain reaction. The save DC is Constitution-based.

Daeva Anchor (Su): Daeva may not be dismissed, banished, rebuked, or turned

Spell-Like Abilities: At will – *detect good*, *see invisibility*; 1/day – *displacement*. Caster level 5th.

Azi Dahaka Daeva

Huge Outsider (Chaotic, Daeva, Evil, Extraplanar)

Hit Dice: 15d8+120 (187 hp)

Initiative: +10

Speed: 20 ft. (4 squares), fly 50 ft. (good), burrow 10 ft.

Armor Class: 32 (-2 size, +6 Dex, +18 natural), touch 14, flat-footed 26

Base Attack/Grapple: +15/+33

Attack: Bite +23 melee (2d8+10 plus special)

Full Attack: 3 bites +23 melee (2d8+10 plus special) and 2 claws +21 melee (2d6+5)

Space/Reach: 15 ft./15 ft.

Special Attacks: Breath weapon, break spell, pain of unmaking, wither

Special Qualities: Daeva anchor, damage reduction 10/good, darkvision 60 ft., immunity to poison, of the desert, resistances to acid 10, cold 10, and fire 10, spell resistance 28, telepathy 100 ft., tremorsense 100 ft., true seeing

Saves: Fort +17, Ref +15, Will +13

Abilities: Str 30, Dex 22, Con 26, Int 14, Wis 18, Cha 14

Skills: Hide +16*, Diplomacy +6, Intimidate +20, Knowledge (history) +20, Knowledge (the planes) +20, Listen +22*, Move Silently +24*, Search +20*, Sense Motive +22, Spot +22*, Survival +22 (+24 following tracks, +24 on other planes)

Feats: Awesome Blow, Cleave, Combat Reflexes^B, Flyby Attack, Improved Bull Rush, Improved Initiative, Improved Sunder, Multiattack, Power Attack^B

Environment: Any evil-aligned outer plane

Organization: Solitary (unique)

Challenge Rating: 16

Treasure: None

Alignment: Chaotic evil

Advancement: –

Level Adjustment: –

This creature has three large heads undulating on long necks from its huge serpentine body. Each of the heads has a large single horn in the middle of the forehead and large plates that angle down from the eyes and flare out to protect its long neck. Its wings connect to the elbows of its powerful forearms and sweep back along its body to mid-tail. Dark navy-blue scales with a complex, geometrical woven pattern shimmer across the horrid creature's body. The smell of brimstone assails your nostrils.



Azi Dahaka is a unique storm demon created and released from hell by Angra Mainyu, a god of vile disposition and masterful cunning. Azi Dahaka is a snake-like monster with three heads and six eyes that seeks only to bring destruction to what mankind has created. Desert legends tell that in a final revival of evil at the end of time, it will escape its prison and ravage the earth before being destroyed forever in the river of fire Ayohsust.

Combat

Azi Dahaka is relentlessly destructive in combat, using all of its powers to wreak havoc on its opponents. Azi Dahaka does not know retreat, will not accept surrender or take prisoners, and never negotiates or talks. The storm demon often uses Flyby Attack with its breath weapon to soften up opponents before landing amongst them and using Awesome Blow and Improved Sunder to send them flying and smash their weapons and armor.

Break Spell (Su): Targets struck by Azi Dahaka's left head bite attack are subject to a targeted *greater dispel magic*, as if cast by a 20th level caster.

Breath Weapon (Su): Three times per day, Azi Dahaka can breath a 100-foot line of lightning from its middle head. Creatures caught in the line suffer 15d6 points of electricity damage (Reflex DC 25 for half damage). Any creature reduced to 0 or fewer hit points by this effect is completely disintegrated, as are all of the creature's possessions. The save DC is Constitution-based.

Daeva Anchor (Su): Azi Dahaka may not be dismissed, banished, rebuked or turned.

Of the Desert (Su): *Azi Dahaka gains a +6 racial bonus on Hide, Listen, Move Silently, Search and Spot checks made in a desert environment.

Pain of Unmaking (Su): Targets struck by Azi Dahaka's middle head bite attack must succeed at a DC 25 Will save or be wracked with pain. The pain imposes a -4 penalty to attack rolls, skill checks, and ability checks. The pain lasts until the wounds caused by the bite are healed. The save DC is Constitution-based.

True Seeing (Su): Azi Dahaka has a continuous true seeing ability, as the spell (caster level 20th).

Wither (Su): Targets struck by Azi Dahaka's right head bite attack must succeed at a DC 25 Fortitude save or suffer 1d4 points of Strength, Dexterity, and Constitution damage. The save DC is Constitution-based.

Indra Daeva

Medium Outsider (Chaotic, Daeva, Extraplanar, Evil)

Hit Dice: 12d8+60 (124 hp)

Initiative: +4

Speed: 30 ft. (6 squares)

Armor Class: 24 (+4 Dex, +10 natural), touch 14, flat-footed 20

Base Attack/Grapple: +12/+16

Attack: +2 *flaming quarterstaff* +19 melee (1d6+8 plus 1d6 fire)

Full Attack: +2 *flaming quarterstaff* +17/+12/+7 melee (1d6+6 plus 1d6 fire) and +2 *flaming quarterstaff* +17/+12 melee (1d6+4 plus 1d6 fire)

Space/Reach: 5 ft./5 ft.

Special Attacks: Cloud of the daeva, moral apostasy, spell-like abilities

Special Qualities: Daeva anchor, damage reduction 10/good, darkvision 60 ft., immunity to poison, resistance to fire 10, cold 10, and acid 10, spell resistance 24, telepathy 100 ft.

Saves: Fort +13, Ref +12, Will +14

Abilities: Str 18, Dex 19, Con 21, Int 22, Wis 22, Cha 22

Skills: Balance +6, Bluff +21, Concentration +20, Diplomacy +23, Disguise +21 (+23 acting), Escape Artist +19, Hide +19, Intimidate +23, Jump +6, Knowledge (nature) +8, Knowledge (the planes) +21, Listen +21, Move Silently +19, Search +21, Spot +21, Survival +21 (+23 following tracks, +23 on other planes), Tumble +19

Feats: Combat Expertise^B, Improved Disarm, Improved Trip, Two-Weapon Fighting, Improved Two-Weapon Fighting, Weapon Focus (quarterstaff)

Environment: Any evil-aligned outer plane

Organization: Solitary, gang (3-5)

Challenge Rating: 12

Treasure: Standard

Alignment: Always chaotic evil

Advancement: 13-15 HD (Large); 16-20 HD (Huge)

Level Adjustment: +9

The creature before you appears to be a balding older man with a sawn-off, blunted horn in the middle of his forehead and pale-blue skin. He wears long, flowing robes and leans on a smoldering, crooked staff as his penetrating eyes search to make contact with yours.



Indra daeva are the manifestation of apostasy (the renunciation of faith) and abandonment of a previous loyalty. They hate loyalty and faith and seek to turn those of strong conviction against their beliefs. Angra

Mainyu created indra daeva to infiltrate and wreak havoc amongst the churches of the material planes. Indra daeva have been known to disrupt the worship of whole churches and collapse the moral fiber of entire communities.

Combat

Indra daeva rely on their cloud of the daeva ability to protect them from divine magic while they set about using their moral apostasy ability to reduce the efficacy of clerics and paladins. They use *charm person* to better effect after they have changed a creature's alignment. If faced with hand-to-hand combat, indra daeva use *blasphemy* and then enter melee. Indra daeva relish smashing their foes with whirling quarterstaff blows and always reserve an attack to further damage a fallen opponent who is not yet dead.

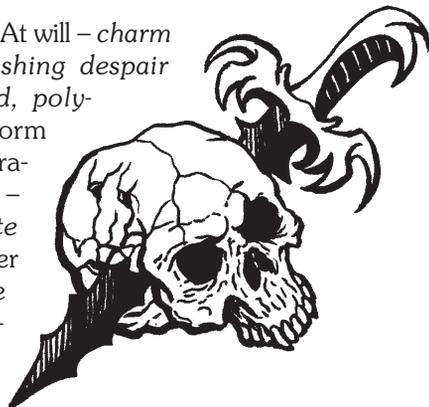
In melee indra daeva fight with +2 *flaming quarterstaffs*, and each end of these weapons bear identical enhancement bonuses and the flaming weapon special ability.

Cloud of the Daeva (Su): Indra daeva are always surrounded by a roiling cloud of smoke that taints an area in a 50 ft. radius from where they stand. Anyone casting a divine spell within the cloud must make a DC 22 Will save or temporarily lose 2d4 Wisdom each time they cast a spell. The save DC is Charisma-based.

Daeva Anchor (Su): Indra daeva may not be dismissed, banished, rebuked or turned.

Moral Apostasy (Su): Three times per day, as a standard action, an indra daeva may whisper evil thoughts in the mind of a subject and turn that creature's alignment to chaotic evil. The range of this effect is 180 feet and it lasts for 24 hours. The affected creature may make a DC 22 Will save to avoid the effect. The affected creature loses all alignment-dependant abilities (smite evil, turn undead, divine grace, etc.) and acts in a selfish, unpredictable, violent, cruel manner. This does not necessarily mean the character abandons their previous companions, goals or mission. For clerics and paladins, actions taken under the effects of moral apostasy may have long-term consequences such as loss of abilities until redemption is sought. This ability is especially powerful when combined with *charm* and other mind-affecting spells. The save DC is Charisma-based.

Spell Like Abilities: At will – *charm person* (DC 17), *crushing despair* (DC 19), *detect good*, *polymorph* (humanoid form only, no limit on duration), *tongues*; 1/day – *blasphemy*, *dominate person* (DC 20). Caster level 16th. The save DCs are Charisma-based.



DEMON, FROST (KOSTKORIAN)

Demon, Frost (Kostkorian)

Medium Outsider (Chaotic, Cold, Evil, Extraplanar)

Hit Dice: 7d8+21 (52 hp)

Initiative: +1

Speed: 30 ft. (6 squares)

AC: 17 (+1 Dex, +6 natural), touch 11, flat-footed 16

Base Attack/Grapple: +7/+13

Attack: Warhammer +14 melee (2d6+9 plus 1d6 cold) or slam +13 melee (1d8+9 plus 1d6 cold)

Full Attack: Warhammer +14/+9 melee (2d6+9 plus 1d6 cold) or slam +13 melee (1d8+9 plus 1d6 cold)

Space/Reach: 5 ft./5 ft.

Special Attacks: Breath weapon, chill, spell-like abilities, *summon demon*

Special Qualities: Damage reduction 10/cold iron or good, cold mastery, darkvision 60 ft., immunity to cold, electricity, and poison, resistance to acid 10, spell resistance 14, vulnerability to fire, telepathy 100 ft.

Saves: Fort +8, Ref +6, Will +7

Abilities: Str 23, Dex 12, Con 17, Int 8, Wis 15, Cha 12

Skills: Appraise -1 (+1 weapons), Climb +16, Craft (weapon-smithing) +9, Intimidate +11, Jump +16, Listen +12, Spot +12, Survival +12

Feats: Cleave, Power Attack, Weapon Focus (warhammer)

Environment: The Abyss

Organization: Solitary or gang (3-6)

Challenge Rating: 6

Treasure: Standard

Alignment: Always chaotic evil

Advancement: 8-14 HD (Large); 15-21 HD (Huge)

Level Adjustment: –

This tall, ill-shaped humanoid seems to be made of ice.. Its body is roughly formed, and its large head is featureless, save for two inky black eyes and a wide slash of a mouth. The creature grips a large maul composed entirely of solid ice.

Frost demons, also known as kostkorian, are lesser servants of the demon lord Kostchtchie, enforcing his will upon his own frozen layer of the Abyss. Their evil is petty and bullying, and they spend most of their time tormenting lesser demons and trying to avoid the attention of those more powerful than themselves. They are rarely encountered alone, and despite their chaotic nature seem to prefer the company of their own kind. Frost demons can occasionally be found on the Prime Material Plane serving mortal allies of Kostchtchie.

A frost demon stands about 7 feet tall and weighs nearly 300 pounds.

Combat

Unsubtle and brutish, frost demons prefer to simply crush their opponents with their fists or massive, two-handed warhammers made of hardened ice. They are crafty enough to use simple tactics, and soften up foes at a distance with their breath weapon or spell-like abilities before closing to melee range.

A frost demon's natural attacks, as well as any weapon it wields, are considered chaos- and evil-aligned for the purpose of overcoming damage reduction.

Breath Weapon (Ex): 1/day, 15-ft. cone of frost, damage 3d6 cold, Reflex DC 16 half. The save DC is Constitution-based.

Chill (Ex): A frost demon radiates an aura of deadly cold. Its natural attacks, as well as any weapon it wields, deal an additional 1d6 points of cold damage.

Spell-Like Abilities: At will – *chill metal* (DC 13), *dispel magic*, *ray of frost*, *teleport* (self plus 50 pounds of objects only). Caster level 7th. The save DCs are Charisma-based.

Summon Demon (Sp): Once per day a frost demon can attempt to summon another frost demon with a 35% chance of success. This ability is the equivalent of a 3rd-level spell.

Cold Mastery (Ex): A frost demon gains a +1 bonus on attack and damage rolls when it is in an environment featuring sub-freezing temperatures (below 32 degrees Fahrenheit). It takes a –4 penalty on attack and damage rolls in environments above 50 degrees Fahrenheit.

DEMON, MALOTOCH

Aspect of Malotoch

Medium Outsider (Chaotic, Evil, Extraplanar)

Hit Dice: 16d8+144 (214 hp)

Initiative: +4

Speed: 30 ft (6 squares), fly 90 feet (perfect)

AC: 30 (+4 Dex, +16 natural), touch 14, flat-footed 26

Base Attack/Grapple: +16/+25

Attack: +2 speed adamantine short sword +28 melee (1d6+11/19-20) or talon +25 melee (1d6+9 plus disease)

Full Attack: +2 speed adamantine short sword +28/+28/+23/+18/+13 (1d6+11/19-20) and bite +23 melee (1d4+4 plus disease); or 2 talons +25 melee (1d6+9 plus disease) and bite +23 melee (1d4+4 plus disease)

Space/Reach: 5 ft./5 ft.

Special Attacks: Command avian, disease, frightful appearance, improved grab, spell-like abilities

Special Qualities: Damage reduction 10/good and cold iron, darkvision 60 ft., evasion, immunity to electricity and poison, resistances to acid 10, cold 10, and fire 10, spell resistance 25, telepathy 100 ft.

Saves: Fort +19, Ref +14, Will +14

Abilities: Str 29, Dex 19, Con 29, Int 18, Wis 18, Cha 24

Skills: Bluff +26, Concentration +28, Diplomacy +30, Disguise +26 (+28 acting), Hide +23, Intimidate +28, Listen +23, Move Silently +23, Search +23, Sense Motive +23, Spellcraft +23, Spot +23, Survival +4 (+6 following tracks),

Feats: Combat Expertise, Combat Reflexes, Mobility, Multiattack, Power Attack, Weapon Focus (short sword)

Environment: The Abyss

Organization: Solitary, or with cadre of 6 rooks

Challenge Rating: 17

Treasure: Standard coins, triple goods, standard items

Alignment: Always chaotic evil

Advancement: –

Level Adjustment: –

Although this creature has the alluring body of a perfectly proportioned woman, it has the head of a monstrous crow, with oily black feathers, a great black beak, and gleaming yellow eyes. The creature has long, lithe legs, which end in scaled crow's feet armed with dagger-sharp talons. A pair of tattered black wings, infested with vermin and oozing blood and pus, sprout from the creature's back.

Malotoch is a powerful demon lord and the patron of scavengers and cannibals. She is known as the Crow Witch and the Carrion Crow, and is hailed as the only true deity by harpies and rooks. Some pagan tribes that have the crow as a totem animal unwittingly offer their prayers to Malotoch, especially if they are particularly violent or bloodthirsty. Malotoch also casts blessings upon necromancers who have acquired a vile taste for humanoid flesh.

Malotoch is drawn to battlefields, mass graves, or anywhere there are large numbers of recently slain corpses to feed on. She will often send an aspect to these places to feast on the dead and dying, sating the archfiend's hunger for both blood and souls. An aspect of Malotoch often rends a body beyond recognition and consumes its entrails, leaving the remains for other scavengers to fight over. An abiding and terrible hunger lures Malotoch to the Prime Material Plane far more frequently than most demons.

Malotoch hungers not only for blood and souls, but also for followers, and she is always seeking to swell the ranks of her cult. When an individual is lying wounded and helpless on the field of battle with ravenous scavengers closing in, or when food has been exhausted and the only means of staying alive is to sink to cannibalism, an aspect of Malotoch will sometimes appear offering salvation. The price for Malotoch's aid is steep; some whom she saves are allowed to live with merely their souls as payment, while others are transformed into ghouls, ghosts, or were-crows as part of the exchange.

Malotoch has a longstanding feud with Pazuzu, as the two archfiends share a common group of followers in harpies and other winged monsters.

Malotoch's symbol is a black feather dripping blood. She is sometimes worshipped by cults dedicated to cannibalism or the spread of disease. Her most common worshipers, however, are the vile avian creatures known as rooks (see page 92). Clerics associated with Malotoch have access to the following domains: Air, Chaos, Death, and Evil. Her favored weapon is the short sword.

Combat

An aspect of Malotoch would prefer to simply feast upon the dead and mortally wounded, but when it is necessary to engage in combat the aspect is a ruthless and bloodthirsty foe. An aspect of Malotoch will remain aloft, swooping down to strike foes with its short sword, raking them with its talons, and biting at them with its beak. The aspect of Malotoch carries a +2 *speed adamantine shirt sword* with the ability to cast *obscuring mist* (CL 10th) three times per day. Once dispatched to the prime material plane an aspect of Malotoch will not return to the Abyss until it has been sat on the blood and entrails of 2d10 individuals. When finally full, it flies away to ferry the souls to Malotoch's Abyssal realm.

Command Avian (Su): Once per round as a free action, an aspect of Malotoch can command normal birds, rooks, and harpies to do its bidding. The targeted creature can resist the command with a successful DC 25 Will save. Failure indicates that the creature becomes dominated (as the *dominate monster* spell) for 1 round. The save DC is Charisma-based.

Disease (Ex): Creatures struck by an Aspect of Malotoch's bite attack must make a DC 27 Fortitude save or contract the disease *demon fever*. Creature's hit by an Aspect of Malotoch's talons must make a DC 27 Fortitude save or contract the disease *filth fever*.

Filth fever: injury; incubation 1d3 days; 1d3 Dex and 1d3 Con.

Demon fever: injury; incubation 1 day; 1d6 Con; make second save (DC 27) or 1 point of damage is permanent.

Frightful Appearance (Su): The carrion crow goddess is associated with death, disease, and cannibalism. As such, the mere presence of her aspect is enough to make most men cower in fear. All living creatures with less than 16 Hit Dice that see an aspect of Malotoch must make a DC 25 Will save or suffer a -2 morale penalty to all attack rolls, checks, and saves for the remainder of the encounter. After making this saving throw, whether successful or otherwise, a character is immune to this ability for the next 24 hours. The save DC is Charisma-based.

Improved Grab (Ex): To use this ability, an aspect of Malotoch must hit with a talon attack. It can then attempt to start a *grapple* as a free action without provoking an attack of opportunity.

Spell-like Abilities: At will – *control weather*, *deeper darkness*, *detect good*, *detect thoughts*, *scare* (DC 19). 3/day – *acid fog* (DC 23), *desecrate*, *plane shift*. Caster level 16th. The save DCs are Charisma-based.

Evasion (Ex): If subjected to an attack that allows a Reflex save for half damage, an aspect of Malotoch takes no damage on a successful save.

DEMON, ROOST DRETCH

Roost Dretch

Small Outsider (Chaotic, Evil, Extraplanar,)

Hit Dice: 2d8+4 (13 hp)

Initiative: +1

Speed: 20 ft. (4 squares), climb 20 ft.

Armor Class: 17 (+1 size, +1 Dex, +5 natural), touch 12, flat-footed 16

Base Attack/Grapple: +2/+0

Attack: Claw +5 melee (1d6+2)

Full Attack: 2 claws +5 melee (1d6+2) and bite +3 melee (1d4+1)

Space/Reach: 5 ft./5 ft.



Special Attacks: Spell-like abilities, summon demon

Special Qualities: Damage reduction 5/cold iron or good, darkvision 60 ft., immunity to electricity and poison, resistance to acid 10, cold 10, and fire 10, telepathy 100 ft.

Saves: Fort +5, Ref +4, Will +3

Abilities: Str 14, Dex 12, Con 14, Int 5, Wis 11, Cha 11

Skills: Balance +6, Climb +10, Hide +10, Jump +7, Listen +2, Move Silently +6, Spot +3

Feats: Multiattack

Environment: The Abyss

Organization: Solitary, pair, gang (3-5), crowd (6-15), or mob (16-40)

Challenge Rating: 2

Treasure: None

Alignment: Chaotic evil

Advancement: 3-6 HD (Small)

Level Adjustment: +2

This squat, hairless humanoid has rubbery brown skin, long spindly limbs, and a wide, drooping mouth filled with tiny black fangs.

Roost dretches are a variety of dretch thoroughly adapted to arboreal environments, allowing them to climb, jump, and move amongst branches with impunity. They are slightly larger and stronger than the common dretch, but still fill the same niche as rank-and-file troops in demonic armies.

Roost dretches are commonly associated with the demon lord Malotoch (see page 21).

A roost dretch is about four feet tall and weighs 80 pounds. They cannot speak, but can communicate telepathically.

Combat

Like all dretches, roost dretches are slow, stupid, and not particularly effective as combatants. They rely on numbers to make up for their individual strength and tactical acumen, attempting to overwhelm foes in mob-like fashion. Where possible, they attempt to summon other dretches to ensure success. They flee at the first sign of real adversity, except if a more powerful demon is present to intimidate them into fighting.

Spell-like Abilities: 1/day – *slow* (DC 13), *entangle* (DC 11). Caster level 2nd. The save DCs are Charisma-based.

Summon Demon (Sp): Once per day a roost dretch can attempt to summon another roost dretch with a 35% chance of success. The summoned demon seeps forth from a nearby tree like a stream of sap and rapidly coalesces into its humanoid form. If there are no trees present, the attempt automatically fails. This ability is the equivalent of a 1st-level spell.

Telepathy (Su): Roost dretches can communicate telepathically with creatures within 100 feet that can speak Abyssal.

Skills: A roost dretch has a +8 racial bonus on *Climb* checks and can always choose to take 10 on a *Climb* check, even if rushed or threatened.

DEVIL, SKY FIEND

Sky Fiend

Medium Outsider (Evil, Extraplanar, Lawful)

Hit Dice: 5d8+10 (32 hp)

Initiative: +3

Speed: 30 ft. (6 squares), fly 60 ft. (good)

AC: 19 (+3 Dex, +6 natural), touch 13, flat-footed 16

Attack: Bite +8 melee (2d6+3)

Full Attack: Bite +8 melee (2d6+3) and 2 claws +6 (1d8+1)

Space/Reach: 5 ft./5 ft.

Special Attacks: Battle fury, hell wind, *summon devil*, thunder shriek

Special Qualities: Damage reduction 5/silver or good, darkvision 60 ft., immunity to fire and poison, resistance to acid 10 and cold 10, spell resistance 15, telepathy 100 ft.

Saves: Fort +6, Ref +7, Will +4

Abilities: Str 16, Dex 17, Con 14, Int 14, Wis 10, Cha 12

Skills: Balance +13, Concentration +10, Jump +13, Knowledge (the planes) +10, Listen +8, Search +10, Spot +8, Survival +0 (+2 following tracks, +2 on other planes), Tumble +13

Feats: Flyby Attack, Multiattack

Environment: Nine Hells

Organization: Solitary or flock (2-12)

Challenge Rating: 5

Treasure: Standard

Alignment: Always lawful evil

Advancement: 6-9 HD (Medium), 10-15 HD (Large)

Level Adjustment: +5

This horrific creature blends avian, reptilian, and humanoid features into one terrifying whole. The creature appears to have suffered a number of ghoulish “enhancements” to its natural form. These include a sharp beak, talons of blackened steel, and two mammoth wings composed of gleaming metallic feathers. A monstrous aura of evil surrounds the beast, as does the lingering stench of sulfur.

The sky fiend is a horrendous cross between humanoid, bird, and devil that lives on many of Hell's layers. Normally employed as scouts and skirmishers by the dukes of Hell, these beasts sometimes come to the Prime Material Plane under the compulsion of a powerful summoner or at the direction of their commander in Hell's hierarchy. Often, these creatures scout out the Prime Material Plane in order to un-

cover promising targets for diabolic strikes or to aid a cabal of devil worshippers. In their natural habitat, sky fiends are carrion eaters who flock upon the fields of the dead from Hell's unceasing wars. The dukes of Hell, always eager to make use of any resource available, capture these beasts, strip them of their wings, rebuild them with items from their workshops, and bind them to their service.

A sky fiend naturally appears as a bird-winged humanoid with light blue skin, coal black eyes, and a short, stubby beak. In place of feet they have small talons they use to carry items. Once the dukes of Hell have outfitted them, though, they bear little resemblance to their natural form. Their wings are cut from their backs and their beaks are torn from their faces. In their place is a pair of steel wing frames covered with metallic feathers forged in Hell's workshops and a vicious steel-bladed snout. Tubes set into their bodies contain a powerful sedative that continually keeps the sky fiend obedient to its master. When the sedatives are close to running out, the fiend is ordered to return to Hell's workshops for a refill. Occasionally, a sky fiend breaks free of this control. A small cabal of these creatures lurks at the edge of Hell's domain, picking off devils that fall into their clutches and plotting endlessly to destroy their oppressors. Another group of sky fiends maintains outposts on the Prime Material Plane. These creatures seek to uncover weapons, magic, and artifacts that can help them in their war with Hell's rulers.

Combat

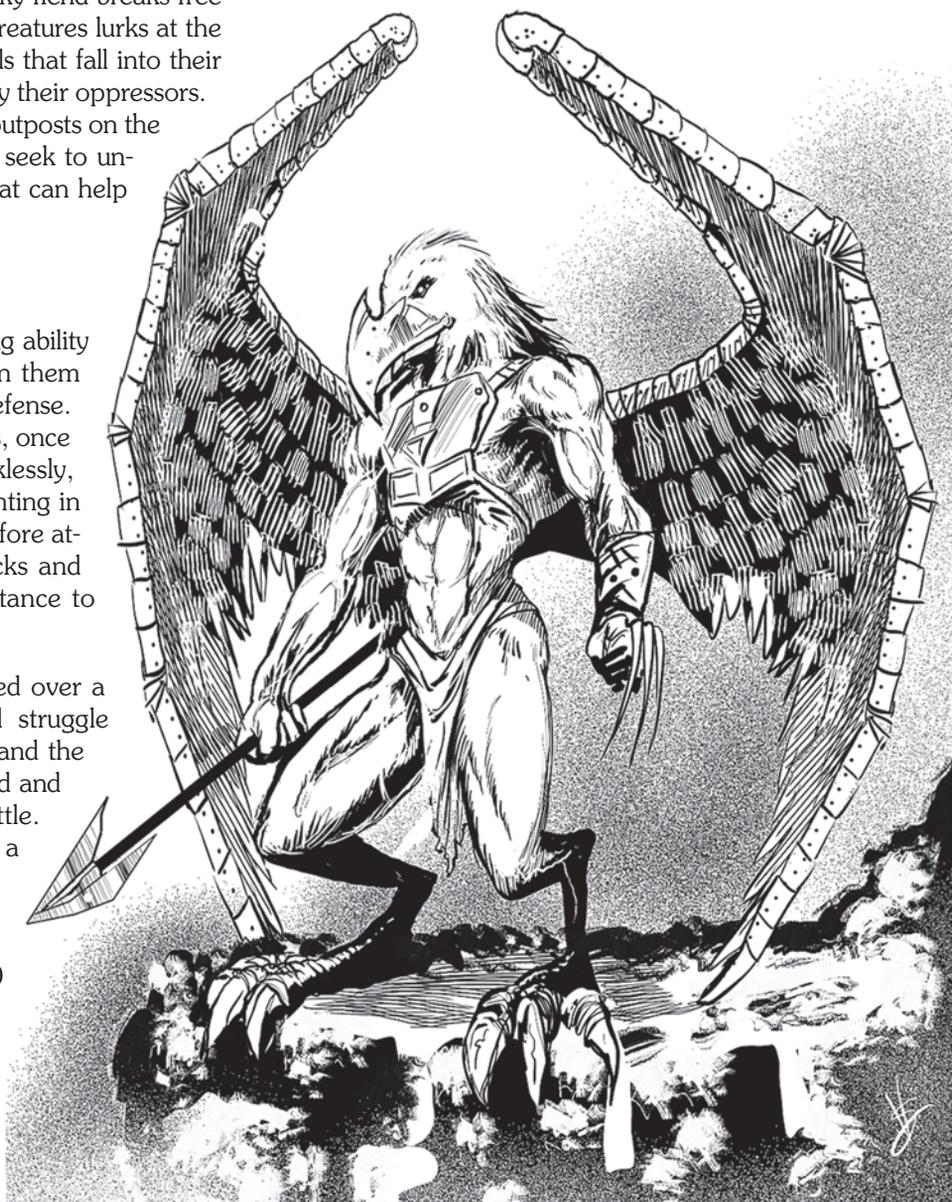
In battle, the sky fiend relies on its flying ability to close with its foes and pounce upon them before they have a chance to ready a defense. Under the compulsion of their overlords, once they engage in battle they attack recklessly, usually fighting to the death. When fighting in the air, hell fiends lurk behind clouds before attacking. As they lack long-range attacks and weapons, they prefer to close the distance to their foes as quickly as possible.

Battle Fury (Ex): The control exerted over a sky fiend causes a constant internal struggle within its mind. The pressure to obey and the drive to rebel build up within a sky fiend and explode into a tremendous fury in battle. Once per day, the sky fiend can enter a state of fierce rage that last for 7 rounds. The following changes are in effect as long as it rages: AC 17 (touch 11, flat-footed 14); hp 42; Atk +10 (2d6+5, bite) and +8 (1d8+2, 2 claws); SV Fort +8, Will +6; Str 20, Con 18; Jump +15. At the end of its rage, the sky fiend suffers no ill effects.

Hell Wind (Su): Once per day, as a standard action, the sky fiend may flap its wings at an incredibly rapid rate. This action produces a searing hot wind that cleaves through the sky fiend's enemies. This attack creates a 40-ft. cone of superheated air that deals 4d6 points of fire damage. A DC 14 Reflex save is allowed for half damage. The save DC is Constitution-based.

Summon Devil (Sp): Once per day a sky fiend can attempt to summon 1d3 imps with a 50% chance of success, or another sky fiend with a 35% chance of success. This ability is the equivalent of a 3rd-level spell.

Thunder Shriek (Su): Once per day, as a standard action, the sky fiend may emit a piercing shriek that can shatter glass and deafen its victims. When the sky fiend uses this ability, all non-sky fiends within 20 feet of it suffer 1d8 points of sonic damage and are struck deaf for 1d6 hours. A DC 14 Fortitude save halves the damage and negates the deafness. The save DC is Constitution-based.



DRACOMORPH

Descended from the mighty Dragon Kings of legend, dracomorphs combine the most favorable features of half-dragons and lycanthropes. They are shapechangers with the ability to suffuse their blood with draconic power, taking on aspects of individual dragon types and gaining a host of powerful abilities. Most dracomorphs are kings or rulers in their own right, letting the majesty in their blood dictate their regal actions.

Creating a Dracomorph

“Dracomorph” is an inherited template that can be added to any giant, humanoid, or monstrous humanoid of at least Small size (referred to hereafter as the base creature).

A dracomorph uses all the base creature’s statistics and special abilities except as noted here.

Size and Type: The creature’s type changes to dragon and it gains the “shapechanger” subtype. Dracomorphs improve one size category in hybrid form. Do not recalculate base attack bonus or saves.

Hit Dice: Increase all racial Hit Dice to d12s. In addition, the dracomorph gains a number of 12-sided Hit Dice based upon the base creature’s size. These bonus Hit Dice are considered to be of the dragon type and add a corresponding +1 BAB per Hit Die. A dracomorph gains feats as normal for the additional Hit Dice.

Size	Additional Hit Dice	Size	Additional Hit Dice
Small	+1	Huge	+9
Medium	+3	Gargantuan	+12
Large	+6	Colossal	+15

Speed: Dracomorphs have wings in their hybrid form, gaining a fly speed equal to twice the base creature’s land speed (average maneuverability).

Armor Class: Natural armor improves by +4 over that of the base creature and may be adjusted again in hybrid form, as shown on the table below.

Old Size	New Size	Natural Armor
Small	Medium	Same
Medium	Large	+2
Large	Huge	+3
Huge	Gargantuan	+4
Gargantuan	Colossal	+5

Base Attack/Grapple: Add the base attack bonus for the base creature to the base attack bonus for the creature’s bonus dragon Hit Dice. The dracomorph’s grapple bonus

uses its attack bonus and modifiers for Strength and size depending on the dracomorph’s form.

Attack: A dracomorph in hybrid form has a two claw attacks, two wing buffet attacks, and a bite attack. The claws are the primary natural attack.

Full Attack: A dracomorph in hybrid form fighting without weapons uses both claws, both wings and its bite when making a full attack. If armed with a weapon, it usually uses the weapon as its primary attack and its wings and bite as natural secondary attacks. If it has a hand free, it uses a claw as an additional natural secondary attack.

Damage: Dracomorphs in hybrid form have bite, claw, and wing buffet attacks. If the base creature does not have these attack forms, use the damage values in the table below. Otherwise, use the values below or the base creature’s damage values, whichever are greater.

Size	Bite	Claw	Wing Buffet
Medium	1d8	1d6	1d4
Large	2d6	1d8	1d6
Huge	2d8	2d6	1d8
Gargantuan	4d6	2d8	2d6
Colossal	4d8	4d6	2d8

Special Attacks: A dracomorph retains the special attacks of the base creature, depending on which form it is using, and also gains the special attacks described below.

Breath of the Dragon Kings (Su): A dracomorph gains a breath weapon based upon the type of dragon it is descended from. A dracomorph’s breath weapon is usable every 1d6 rounds and deals 8d8 points of damage. A successful Reflex saving throw (DC 10 + ½ dracomorph’s HD + dracomorph’s Con modifier) reduces the damage by half. Breath of the Dragon Kings can only be used in the dracomorph’s hybrid form.

Dragon Variety	Breath Weapon
Black	80-foot line of acid
Blue	80-foot line of lightning
Green	40-foot cone of corrosive (acid) gas
Red	40-foot cone of fire
White	40-foot cone of cold
Brass	80-foot line of fire
Bronze	80-foot line of lightning
Copper	80-foot line of acid
Gold	40-foot cone of fire
Silver	40-foot cone of cold

Majesty of the Dragon Kings (Ex): In its hybrid form the dracomorph can unsettle foes with its mere presence. The ability takes effect whenever the dracomorph changes into its hybrid form, attacks, charges, or flies overhead.

Creatures within a 60-ft. radius are subject to the effect if they have fewer HD than the dracomorph.

A potentially affected creature that succeeds on a Will save (DC 10 + ½ dracomorph's HD + dracomorph's Cha modifier) remains immune to that dracomorph's Majesty of the Dragon Kings ability for 24 hours. On a failure, creatures with 4 or less HD become panicked for 2d6 rounds and those with 5 or more HD become shaken for 1d8 rounds. True dragons ignore the Majesty of the Dragon Kings ability.

Special Qualities: A dracomorph retains all the special qualities of the base creature and also gains those described below.

Alternate Form (Su): A dracomorph can assume a hybrid form, which combines the traits of the base creature with those of a particular type of dragon. The hybrid form is one size category larger than the base creature, bipedal, and has prehensile hands and pronounced draconic features. These features include scales, wings, a lashing tail, and powerful claws and teeth. The hybrid form also allows the dracomorph to gain access to a number of potent abilities unusable in its humanoid or giant form.

This ability functions like the *polymorph* spell except as noted here. The effect last for 1 hour per Hit Die, or until the dracomorph changes back to its base form. Changing form (to hybrid or back) is a standard action and doesn't provoke an attack of opportunity. Upon changing, the subject regains lost hit points as if it had rested for a night (though this healing does not restore temporary ability damage and provide other benefits of resting, and changing back does not heal the subject further). If slain, the subject reverts to its original form, though it remains dead. A dracomorph can transform a number of times each day based on its Hit Dice:

Hit Dice	Hybrid Form
5 HD or less	1/day
6-8 HD	2/day
9-12 HD	3/day
13-16 HD	4/day
17 HD or more	5/day

The change from the base creature to the hybrid form is an awe-inspiring event, and all creatures witnessing the transformation are subject to the dracomorph's Majesty of the Dragon Kings ability.

Damage Reduction (Ex): A dracomorph has damage reduction of 10/magic in any form.

Draconic Empathy (Ex): In any form, a dracomorph can communicate and empathize with true dragons or creatures of the dragon type. This gives it a +4 racial bonus on Bluff,

Diplomacy, Gather Information, and Intimidate checks when using these skills to influence draconic creatures.

Immunities (Ex): In any form, a dracomorph is immune to sleep and paralysis effects. In addition it gains an immunity based upon its draconic heritage, as shown in the table below.

Dragon Variety	Immunity	Dragon Variety	Immunity
Black	Acid	Brass	Fire
Blue	Electricity	Bronze	Electricity
Green	Acid	Copper	Acid
Red	Fire	Gold	Fire
White	Cold	Silver	Cold

Keen Senses (Ex): In any form, a dracomorph sees four times as well as a human in shadowy illumination and twice as well in normal light. It also has darkvision out to 120 ft.

Spell Resistance (Ex): A dracomorph has spell resistance equal to 5 + HD in any form.

Abilities: A dracomorph gains a +4 to Intelligence, Wisdom, and Charisma in any form. In addition, when in hybrid form, a dracomorph's physical statistics increase from moving up one size category, as detailed in the table below.

Old Size	New Size	Str	Dex	Con	Natural AC/Armor	Attack
Small	Medium	+4	-2	+2	Same	-1
Medium	Large	+8	-2	+4	+2	-1
Large	Huge	+8	-2	+4	+3	-1
Huge	Gargantuan	+8	Same	+4	+4	-2
Gargantuan	Colossal	+8	Same	+4	+5	-4

Base Save Bonuses: Calculate the base creature's saves as normal using only its standard racial Hit Dice. To this add saving throw bonuses for the bonus dragon Hit Dice it receives related to its size. These bonus dragon Hit Dice confer all good saves. For example: A 5th level human fighter is a Medium creature and gains 3 bonus Hit Dice from the dracomorph template. The total saving throw bonuses for the 5th level fighter dracomorph would be calculated by taking the base saves for a 5th fighter (Fort +4, Ref +1, Will +1) and then adding the base saving throw bonuses for three Hit Dice of dragon (Fort +3, Ref +3, Will +3) for a total base saving throw bonus of Fort +7, Ref +4, Will +4, which would then be further modified by the creature's Constitution, Dexterity, and Wisdom modifiers and appropriate feats, as normal.

Skills: A dracomorph gains skill points as a dragon and has skill points equal to (6 + Int modifier) x (HD + 3). Do not include Hit Dice from class levels in this calculation—the dracomorph gains dragon skill points only for its racial Hit

Dice, and gains the normal amount of skill points for its class levels. Treat skills from the base creature's list as class skills, and other skills as cross-class.

Environment: Same as either the base creature or the dragon variety.

Challenge Rating: Adjust the challenge rating of the base creature based upon its original size (not its size in hybrid form). Small, as base creature +2; Medium, as base creature +3; Large, as base creature +4; Huge, as base creature +5; Gargantuan, as base creature +6; Colossal, as base creature +7.

Alignment: Same as the dragon variety.

Level Adjustment: Same as base creature +4.

Sample Dracomorph

This sample dracomorph uses a gargoyle as the base creature.

Gargoyle Black Dragon Dracomorph (Hybrid Form)

Large Dragon (Earth, Shapechanger)

Hit Dice: 7d12+45 (91 hp)

Initiative: +1

Speed: 40 ft. (8 squares), fly 80 ft. (average)

Armor Class: 20 (-1 size, +1 Dex, +10 natural), touch 10, flat-footed 19

Base Attack/Grapple: +7/+17

Attack: Bite +12 melee (2d6+6)

Full Attack: Bite +12 melee (2d6+6) and 2 claws +10 melee (1d6+3) and 2 wing buffets +10 melee (1d6+3) and gore +10 melee (1d8+3)

Space/Reach: 10 ft./10 ft.

Special Attacks: Breath of the dragon kings, majesty of the dragon kings

Special Qualities: Damage reduction 10/magic, darkvision 120 ft., draconic empathy, freeze, immunity to acid, sleep, and paralysis, keen senses, spell resistance 12

Saves: Fort +10, Ref +8, Will +9

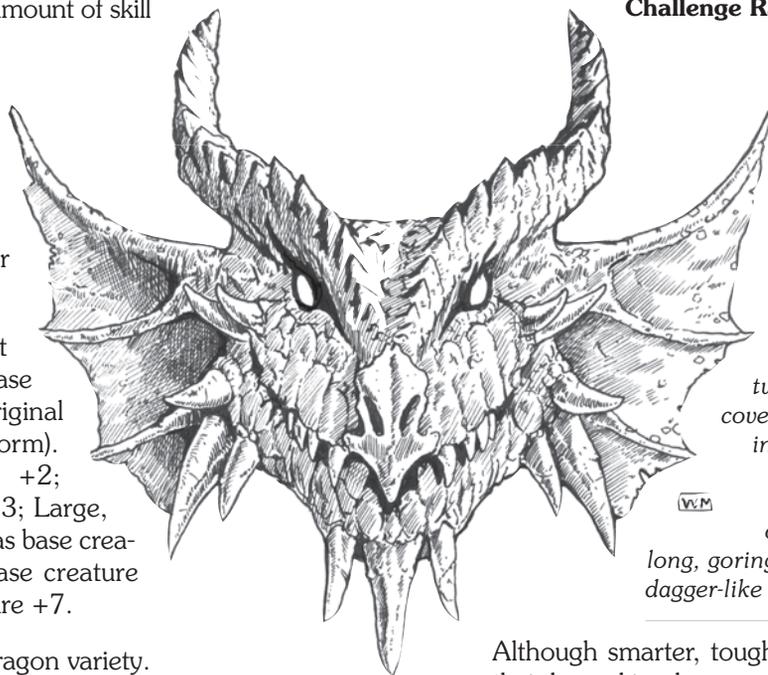
Abilities: Str 23, Dex 12, Con 22, Int 10, Wis 15, Cha 11

Skills: Hide +9*, Listen +16, Move Silently +6, Search +5, Spot +16, Survival +7 (+9 following tracks)

Feats: Alertness, Multiattack, Toughness

Environment: Any

Organization: Solitary, pair, or wing (5–16)



Challenge Rating: 7

Treasure: Double standard

Alignment: Usually chaotic evil

Advancement: By character class

Level Adjustment: +9

This fearsome creature combines the terrible aspects of gargoyle and black dragon. It stands twice as tall as a man, and is covered in iron-hard scales of inky black. Two mighty wings flare from its back, and its natural armament consists of two raking claws, two long, goring horns, and a mouthful of dagger-like teeth.

Although smarter, tougher, and more civilized than their lesser kin, dracomorph gargoyles are no less evil than common gargoyles. Their increased intellect, coupled with the blood of the dragon kings, allows them to command and bully scores of their lesser brethren. A typical dracomorph gargoyle will rule a small fief of common gargoyles and standard half-dragon gargoyles, relying on these able minions to bring it what it desires, usually food and treasure.

Combat

Dracomorph gargoyles enjoy rending their opponents with tooth and claw, and do not shrink from melee. They shift into hybrid form at the first sign of danger, and unleash their breath weapon on the strongest adversary. Dracomorph gargoyles occasionally snatch up weaker foes, carry them aloft, and then drop them from a great height.

Breath of the Dragon Kings (Su): 80-foot line, once every 1d6 rounds, damage 8d8 acid, Reflex DC 19 half.

Majesty of the Dragon Kings (Ex): In its hybrid form a dracomorph gargoyle can unsettle foes with its mere presence. The ability takes effect whenever the dracomorph gargoyle changes into its hybrid form, attacks, charges, or flies overhead. Creatures within a 60-ft. radius are subject to the effect if they have fewer than 7 Hit Dice

A potentially affected creature that succeeds on a Will save (DC 13) remains immune to that dracomorph gargoyle's Majesty of the Dragon Kings ability for 24 hours. On a failure, creatures with 4 or less HD become panicked for 2d6 rounds and those with 5 or more HD become shaken for 1d8 rounds. True dragons ignore the Majesty of the Dragon Kings ability.

Alternate Form (Su): Twice per day, a dracomorph gargoyle can assume a hybrid form, which combines the

traits of gargoyle with those of a black dragon. The hybrid form is Large-size, bipedal, and has prehensile hands and pronounced draconic features. These features include scales, wings, a lashing tail, and powerful claws and teeth.

This ability functions like the *polymorph* spell except as noted here. The effect last for 7 hours, or until the dracomorph gargoyle changes back to his base form. Changing form (to hybrid or back) is a standard action and doesn't provoke an attack of opportunity. Upon changing, the dracomorph gargoyle regains lost hit points as if it had rested for a night (though this healing does not restore temporary ability damage and provide other benefits of resting, and changing back does not heal the subject further). If slain, the dracomorph gargoyle reverts to its original form, though it remains dead.

Draconic Empathy (Ex): In any form, a dracomorph gargoyle can communicate and empathize with true dragons or creatures of the dragon type. This gives it a +4 racial bonus on Bluff, Diplomacy, Gather Information, and Intimidate checks when using these skills to influence draconic creatures.

Freeze (Ex): A dracomorph gargoyle can hold itself so still it appears to be a statue. An observer must succeed on a DC 20 Spot check to notice the gargoyle is really alive.

Keen Senses (Ex): In any form, a dracomorph gargoyle sees four times as well as a human in shadowy illumination and twice as well in normal light. It also has darkvision out to 120 ft.

DRAKON

Known by as many names as the cultures who fear them—among them *anu-zorai*, *naga-born*, and the most common, *drakon*—these arrogant reptilian humanoids are rightly respected throughout the known world. Once a loose society of warring tribes and factions, the drakon have only increased in power, rising from the depths of isolated jungles and lightless to spread their taint to the world.

The drakon are a cunning race, always planning grandiose schemes of domination, and only their constant infighting keeps their power in check. The only creatures that they treat with any true respect are their ancient forebears, the *nagas*. Though the *arcana* that gave rise to the drakon has long been lost, most scholars believe that a powerful and ancient group of *nagas* injected their own blood into humanoid subjects in the failed attempt to create a powerful race under their control. The fact that the drakon were birthed by magic—and not divine creation—has led to their narcissistic belief that their race is one of perfection.

Apart from the *nagas*, most drakon consider all other races beneath their contempt. Although they gladly smile and give promises of great wealth and power to their allies, any

friendship or alliance with the drakon inevitably ends with a knife in the back ... and a twist of the blade.

Given their mutative origin, a number of different strains of the species exist, and the most common are detailed here.

The drakon speak Common and Draconic.

Combat

The drakon are master tacticians. They rarely enter combat without some sort of cunning battle plan, and will retreat if doing so means that they can survive to deliver revenge another day. Although they believe that violence is the ultimate tool to achieving their goals, the drakon are a patient race and can accept losing a battle or two in order to win a war. Whenever possible, the drakon will first deploy or sacrifice their non-drakon allies in combat, letting these creatures take the heaviest hits in a fight before entering the fray themselves.

Drakon Religion

Most drakon are too imperious to bow before any god, but those who choose the devoted path of a cleric have access to two of the following domains: Death, Evil, or War.

Drakon Society

The drakon comprise a hubristic culture, dedicated to the conquest and enslavement of all other creatures, that they believe to be servitors at best and cattle at worst. Their society is cruel and unforgiving, as likely to turn on itself as on its enemies. Violence, an integral part of drakon life, it is believed to be the best solution to all problems. When direct violence fails, the use of deceit and dissimulation, like a subtle poison, is equally applauded.

Drakon reside in isolated communities deep within forbidding jungles or swamps, or occasionally in the upper reaches of the great under realm. The drakon venerate the pyramid structure of their forebears—they believe that it symbolizes the steady ascension to power, a concept, they believe, is lost on their human enemies. As such, nearly every building in a drakon community, no matter how large or small, is usually built in some sort of structure resembling a pyramid, and the triangle or pyramid shape can commonly be found throughout the various aspects of drakon society.

Drakon, Brightvenom

Medium Monstrous Humanoid (Reptilian)

Hit Dice: 3d8+3 (16 hp)

Initiative: +5

Speed: 30 ft. (6 squares), climb 20 ft., swim 20 ft.

Armor Class: 13 (+1 Dex, +2 natural), touch 11, flat-footed 12

Base Attack/Grapple: +3/+3

Attack: Masterwork longsword +4 melee (1d8/19-20) or bite +3 melee (1d4 plus poison) or masterwork composite longbow +5 ranged (1d8/x3)

Full Attack: Masterwork longsword +4 melee (1d8/19-20) and bite -2 melee (1d4 plus poison) or masterwork composite longbow +5 ranged (1d8/x3)

Space/Reach: 5 ft./5 ft.

Special Attacks: Charming gaze, poison

Special Qualities: Darkvision 60 ft., deceive

Saves: Fort +2, Ref +4, Will +4

Abilities: Str 11, Dex 13, Con 13, Int 10, Wis 12, Cha 14

Skills: Climb +8, Concentration +4, Hide +2, Knowledge (arcana) +2, Knowledge (religion) +2, Listen +4, Move Silently +3, Spot +4, Swim +8*

Feats: Alertness, Improved Initiative

Environment: Warm forests, marshes, and underground

Organization: Solitary, pair, band (3–6), clan (2–12 brightvenom drakon, 2–12 drakon mongrels, and 2–4 darkvenom drakon), or colony (10–200 brightvenom drakon, 10–200 drakon mongrels, and 6–60 darkvenom drakon)

Challenge Rating: 2

Treasure: Double standard

Alignment: Usually neutral evil

Advancement: By character class

Level Adjustment: +2

Upon first glance, this creature resembles a slender human with exceedingly pale skin and a gentle, languid grace. Its reptilian nature is revealed in a patina of fine scales along each forearm, its neck, and even along each temple. Its perfect white teeth are offset by a set of narrow fangs.

The scales of a brightvenom drakon can vary in color and pattern as much as any species of snake, but most possess the red and black bands reminiscent of the spirit naga. Their hair is always fine, usually black and quite straight.

Brightvenom drakon are the emissaries and diplomats of the drakon race. Experts in the art of deception, these creatures frequently travel in the realms of mankind, gathering information and sowing dissension. Brightvenom drakon infiltrating human communities often pose as prophets, teachers, or tradesman, creating mayhem with their silvery,



forked tongues—turning the foes of the drakon race against each other with words instead of swords.

Combat

Brightvenom drakon tend to avoid combat whenever possible, and attempt to talk their way out of trouble, using their charming gaze to diffuse potentially violent situations. Only when they have the clear advantage in combat will they display their murderous nature, closing in for the kill with their poisonous fangs and their swords.

Deceive (Su): Once per day, as a standard action, a brightvenom drakon can assume the appearance of a human, elf, or half-elf of the same height and weight as itself. The effect resembles the *disguise self* spell and lasts for 1 hour per character level. The brightvenom drakon gains a +10 bonus on Disguise checks when the

ability is used to affect a disguise.

Charming Gaze (Su): As *charm person*, 30 feet, Will DC 13 negates. The save DC is Charisma-based.

Poison (Ex): Injury, Fortitude DC 12, initial and secondary damage 1d6 Con. The save DC is Constitution-based.

Skills: Brightvenom drakon have +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened. Brightvenom drakon have a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Brightvenom Drakon as Characters

Brightvenom drakon characters possess the following racial traits:

- +2 Dexterity, +2 Constitution, +2 Wisdom, +4 Charisma
- Medium size
- A brightvenom drakon’s base land speed is 30 feet. It also has a climb speed of 20 ft., and a swim speed of 20 ft.

- Darkvision out to 60 feet.
- Racial Hit Dice: A brightvenom drakon starts out with three levels of monstrous humanoid, which provide 3d8 Hit Dice, a base attack bonus of +3, and base saving throw bonuses of Fort +1, Ref +3, and Will +3.
- Racial Skills: A brightvenom drakon's monstrous humanoid levels give it skill points equal to 6 x (2 + Int modifier). Its class skills are Climb, Concentration, Hide, Knowledge (any), Listen, Move Silently, Spot, and Swim. Brightvenom drakon have +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened. Brightvenom drakon have a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.
- Racial Feats: A brightvenom drakon's monstrous humanoid levels give it two feats.
 - +2 natural armor bonus.
 - Natural Weapon: Bite (1d4)
 - Special Attacks: Charming gaze (see above), poison (see above)
 - Special Qualities: Deceive (see above)
 - Automatic Languages: Common, Draconic. Bonus Languages: Infernal, Orc.
 - Favored Class: Rogue (male) or sorcerer (female).
 - Level Adjustment: +2.

Drakon, Darkvenom

Large Monstrous Humanoid (Reptilian)

Hit Dice: 8d8+24 (60 hp)

Initiative: +5

Speed: 30 ft. (6 squares), climb 30 ft., swim 30 ft.

Armor Class: 18 (-1 size, +1 Dex, +8 natural), touch 10, flat-footed 17

Base Attack/Grapple: +8/+18

Attack: Masterwork greataxe +14 (3d6+9/x3) or bite +13 melee (2d4+9 plus poison) or masterwork composite longbow [+2 Str bonus] +9 ranged (1d8+2/x3)

Full Attack: Masterwork greataxe +14/+9 (3d6+9/x3) and bite +8 melee (2d4+3 plus poison) or masterwork composite longbow [+2 Str bonus] +9/+4 ranged (1d8+2/x3)

Space/Reach: 10 ft./10 ft.

Special Attacks: Constrict 2d4+9, improved grab, paralyzing gaze, poison

Special Qualities: Darkvision 60 ft., regeneration 5, transfigure

Saves: Fort +5, Ref +7, Will +10

Abilities: Str 22, Dex 13, Con 16, Int 18, Wis 18, Cha 20

Skills: Climb +14, Gather Information +8, Heal +8, Hide +8, Knowledge (arcana) +15, Knowledge (religion) +15, Listen +16, Move Silently +5, Spot +16, Swim +14

Feats: Alertness, Dodge, Improved Initiative

Environment: Warm forests, marshes, or underground

Organization: Solitary, pair, band (3–6), clan (2–12 brightvenom drakon, 2–12 drakon mongrels, and 2–4 darkvenom drakon), or colony (10–200 brightvenom drakon, 10–200 drakon mongrels, and 6–60 darkvenom drakon)

Challenge Rating: 6

Treasure: Double standard

Alignment: Usually chaotic evil

Advancement: By character class

Level Adjustment: +6

Massive and fearsome, this serpent-like creature resembles a giant snake with powerful humanoid arms and keen, intelligent eyes. Its sinuous, muscular body is covered in darkly-hued scales glittering with a reflective sheen.

Though their coloration may vary, most darkvenom drakon possess scales of deep blue or darkest green. In less common cases, a darkvenom drakon may possess the deep purple shade of the dark naga. Their bodies range from 9 to 15 feet in height and weigh 300 to 500 lbs.

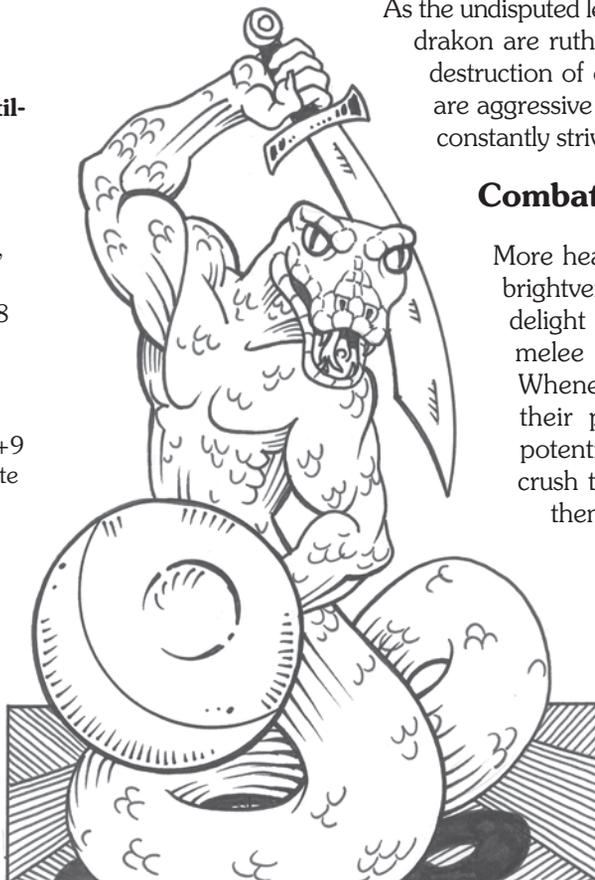
As the undisputed leaders of the drakon race, darkvenom drakon are ruthless fighters that delight in the utter destruction of other creatures—by any means. They are aggressive creatures, vain even for drakon, and constantly strive to destroy their enemies and rivals.

Combat

More headstrong than their more calculating brightvenom cousins, the darkvenom drakon delight in physical combat and gladly enter melee when they scent an easy victory. Whenever possible, they attempt to use their paralyzing gaze to first weaken a potential opponent, so that they can slowly crush their enemies – literally – and watch them suffer as they die.

Constrict (Ex): A darkvenom drakon deals 2d4+9 points of damage with a successful grapple check.

Improved Grab (Ex): To use this ability, a darkvenom drakon must successfully hit a Large or smaller creature with its bite attack. It can then attempt to start a grapple as



a free action without provoking an attack of opportunity. If it successfully makes the grapple check, it establishes a hold and can constrict.

Paralyzing Gaze (Su): The gaze of a darkvenom drakon’s eyes can paralyze victims within 40 feet who fail a DC 19 Fortitude save. If the saving throw is successful, the character is forever immune to the gaze of that particular darkvenom drakon. If it fails, the victim is paralyzed for 2d6 rounds. The save DC is Charisma-based.

Poison (Ex): Injury, Fortitude DC 17, initial and secondary damage 2d6 Con. The save DC is Constitution-based.

Regeneration (Ex): Fire and acid deal normal damage to a darkvenom drakon.

Transfigure (Su): Once per day, as a standard action, a brightvenom drakon can assume the form of a humanoid of Medium size. The effect resembles the *polymorph self* spell, but it lasts for only 1 minute per character level.

Skills: Darkvenom drakon have +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened. Darkvenom drakon have a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Drakon, Mongrel

Medium Monstrous Humanoid (Reptilian)

Hit Dice: 6d8+15 (41 hp)

Initiative: +6

Speed: 30 ft (6 squares).

Armor Class: 17 (+2 Dex, +3 natural, +2 masterwork leather armor), touch 12, flat-footed 15

Base Attack/Grapple: +6/+8

Attack: Masterwork longsword +9 melee (1d8+2/19-20) or bite +8 melee (1d6+3 plus poison) or masterwork composite longbow [+2 Str bonus] +9 ranged (1d8+2/x3)

Full Attack: Masterwork longsword +9/+4 melee (1d8+2/19-20) and bite +3 melee (1d6+1 plus poison) or masterwork composite longbow [+2 Str bonus] +9/+4 ranged (1d8+2/x3)

Space/Reach: 5 ft./5 ft.

Special Attacks: Constrict 1d6+3, improved grab, poison

Special Qualities: Darkvision 60 ft.

Saves: Fort +4, Ref +7, Will +5

Abilities: Str 15, Dex 15, Con 15, Int 10, Wis 10, Cha 16

Skills: Concentration +6, Hide +8, Listen +6, Move Silently +4, Spot +4

Feats: Alertness, Improved Initiative, Toughness

Environment: Warm forests, marshes, or underground

Organization: Solitary, pair, band (3–6), clan (2–12 brightvenom drakon, 2–12 drakon mongrels, and 2–4 darkvenom drakon), or colony (10–200 brightvenom drakon, 10–200 drakon mongrels, and 6–60 darkvenom drakon)

Challenge Rating: 4

Treasure: Standard

Alignment: Usually neutral evil

Advancement: By character class

Level Adjustment: +4

This creature has the upper torso of a humanoid and the scaled, lower torso of giant snake. Scales and even banded flesh can be seen along its humanoid half, betraying its heritage.

A subset of the race, drakon mongrels vary the most in their appearance. Their heads and torsos might resemble those of any humanoid, though reptilian features are common to all of them. A mongrel’s serpentine lower half displays the coloration of virtually any species of snake, most likely matching those of its brightvenom parent.

Drakon mongrels are the hybrid offspring of humanoid and brightvenom drakon parents. Also known as “mules” because of their inability to reproduce, drakon mongrels are disliked intensely by both brightvenom and darkvenom drakon and indeed aren’t even considered part of their race

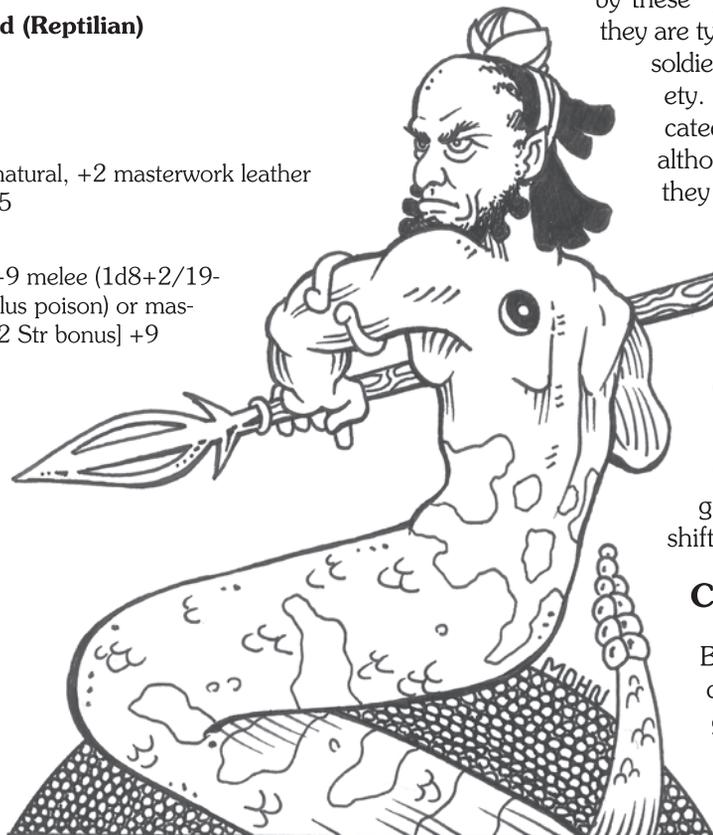
by these “pure” broods. For this reason, they are typically used as bodyguards, foot soldiers, and laborers in drakon society. They are also usually less educated than their drakon cousins, although this does not mean that they are necessarily less intelligent.

Most drakon mongrels act subservient to the brightvenom and darkvenom drakon and follow the orders of these “superior” creatures without hesitation.

Unlike brightvenom and darkvenom drakon, drakon mongrels do not have the ability to shift into an alternate form.

Combat

Because of their low value in drakon society, drakon mongrels are usually the “shock troops” in any sort of combat situation involving the drakon. They charge fear-



lessly into melee combat, using their constricting tails and brute strength to overpower their enemies.

Constrict (Ex): A drakon mongrel deals 1d6+3 points of damage with a successful grapple check.

Improved Grab (Ex): To use this ability, a drakon mongrel must successfully hit a Medium or smaller creature with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it successfully makes the grapple check, it establishes a hold and can then constrict.

Poison (Ex): Injury, Fortitude DC 15, initial and secondary damage 2d4 Con. The save DC is Constitution-based.

DUST BROTHER

Dust Brother

Medium Construct

Hit Dice: 5d10+20 (47 hp)

Initiative: +0

Speed: 20 ft. (4 squares)

Armor Class: 16 (+6 natural), touch 10, flat-footed 16

Base Attack/Grapple: +3/+5

Attack: Spear +5 melee (1d8+3)

Full Attack: Spear +5 melee (1d8+3)

Space/Reach: 5 ft./5 ft.

Special Attacks: –

Special Qualities: Construct traits, damage reduction 5/–, darkvision 60 ft., dust form, low-light vision, spell resistance 15, water vulnerability

Saves: Fort +1, Ref +1, Will +1

Abilities: Str 15, Dex 10, Con –, Int –, Wis 11, Cha 6

Skills: –

Feats: –

Environment: Underground temples and crypts

Organization: Solitary or pair

Challenge Rating: 3

Treasure: None

Alignment: Always neutral

Advancement: –

Level Adjustment: –

This being appears to be a living column of dust in the shape of an armored man.

Dust brothers are enchanted guardians left to keep watch over

important portals. They lie still in the form of a patch of dust, tirelessly awaiting the moment they must spring to life and assault those who trespass in the tombs and vaults that they were crafted to protect.

A dust brother stands 6 feet tall and weighs 5 pounds.

Dust brothers do not speak or attempt to communicate in any way.

Combat

Dust brothers wait patiently with actions readied. Most often, they are set to strike with their spears at any who pass through a portal or approach an important location. Without fail, they lie still ready to rise up and strike those unaware of their presence.

Dust Form (Su): Dust brothers fall into a patch of inert dust when there are no foes within 10 feet. This patch of dust is invulnerable to attack. A dust brother in dust form is indistinguishable from a normal pile of dust, except for the fact that it does not disperse, no matter how much wind strikes it. Water poured on the pile of dust converts a dust brother to an inert patch of mud. Approximately one liter of water (or any other liquid) destroys a dust brother in dust form. A dust brother can end his dust form as a free action, allowing him to make a full attack on the same round he reforms.

Water Vulnerability (Ex): When dust brothers are struck by water (at least a full flask) they immediately lose their damage reduction until they have fully dried out. It takes them at least an hour to dry out under normal conditions.

Construction

The body of a dust brother is constructed from at least 5 pounds of dust. This dust must come from magically enchanted items, such as scrolls and tomes, but need not be naturally occurring. In fact, the typical method of dust brother creation involves the grinding of minor clerical scrolls prepared for just that purpose. Once the dust has been gathered, a specially prepared mixture of ground diamond and opal (2,000 gp) is added along with a drop of the creator's blood.

CL 8th; Craft Construct, *geas/quest, limited wish*, caster must be at least 8th level; Price 4,000 gp; Cost 2,000 gp + 160 xp.



ELEMENTAL, FINE FIRE ELEMENTAL SWARM - ELEMENTAL, PLAGUE TAR

E

ELEMENTAL, FINE FIRE ELEMENTAL SWARM

Fine Fire Elemental Swarm

Fine Elemental (Extraplanar, Fire, Swarm)

Hit Dice: 9d8 (40 hp)

Initiative: +8

Speed: Fly 30 ft. (perfect)

AC: 25 (+8 size, +4 Dex, +3 natural), touch 22, flat-footed 21

Base Attack/Grapple: +6/-

Attack: Swarm (3d6 fire)

Full Attack: Swarm (3d6 fire)

Space/Reach: 10 ft./0 ft.

Special Attacks: Burn, distraction

Special Qualities: Darkvision 60 ft., elemental traits, immune to weapon damage, immunity to fire, swarm traits, vulnerability to cold

Saves: Fort +3, Ref +10, Will +3

Abilities: Str 3, Dex 19, Con 10, Int 4, Wis 11, Cha 11

Skills: Listen +8, Spot +8

Feat: Ability Focus (burn), Alertness, Dodge, Improved Initiative

Environment: Elemental Plane of Fire

Organization: Solitary, blaze (2-4 swarms), or inferno (5-8 swarms)

Challenge Rating: 6

Treasure: None

Alignment: Always neutral

Advancement: None

Level Adjustment: -

Innumerable candle flames swirl through the air.

Individually weak, together these miniscule fire elementals form a tangible threat. They are capricious, as likely to cluster and attack as they are to dance madly but leave potential victims alone. They enjoy setting things alight. A fine fire elemental swarm cannot enter water or any other nonflammable liquid.

Fire elementals speak Ignan, though they rarely choose to do so.

Combat

Like any swarm, a fine fire elemental swarm seeks to surround and attack anything it encounters. A swarm deals 3d6

points of fire damage to any creature whose space it occupies at the end of its move.

Burn (Ex): Those damaged by the fine fire elemental swarm's swarm attack must succeed on a DC 14 Reflex save or catch on fire. The flame burns for 1d4 rounds. A burning creature can take a move action to put out the flame. The save DC is Constitution-based.

Any creature that begins its turn with a fine fire elemental swarm in its space must succeed on a DC 14 Fortitude save or catch on fire. The flames burn for 1d4 rounds, as described above. The save DC is Constitution-based.

Distraction (Ex): Any living creature that begins its turn with a fine fire elemental swarm in its space must succeed on a DC 14 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

ELEMENTAL, PLAGUE TAR

Plague Tar Elemental (Earth, Extraplanar, Fire)

Medium Elemental

Hit Dice: 8d8+24 (60 hp)

Initiative: +6

Speed: 30 ft. (6 squares)

AC: 15 (+2 Dex, +3 natural), touch 12, flat-footed 13

Base Attack/Grapple: +6/+11

Attack: Slam +12 melee (1d8+5 plus 1d4 fire plus disease) or tar bomb +8 ranged (1d6+5 plus 1d4 fire)

Full Attack: 2 slams +12 melee (1d8+5 plus 1d4 fire plus disease) or tar bomb +8 ranged (1d6+5 plus 1d4 fire plus disease)

Space/Reach: 5 ft./5 ft.

Special Attacks: Burning tar, disease

Special Qualities: Darkvision 60 ft., elemental traits, immunity to fire, vulnerability to cold

Saves: Fort +9, Ref +4, Will +2

Abilities: Str 21, Dex 14, Con 16, Int 6, Wis 11, Cha 11

Skills: Listen +5, Spot +6

Feats: Improved Initiative, Power Attack, Weapon Focus (slam)

Environment: Elemental Plane of Fire

Organization: Solitary

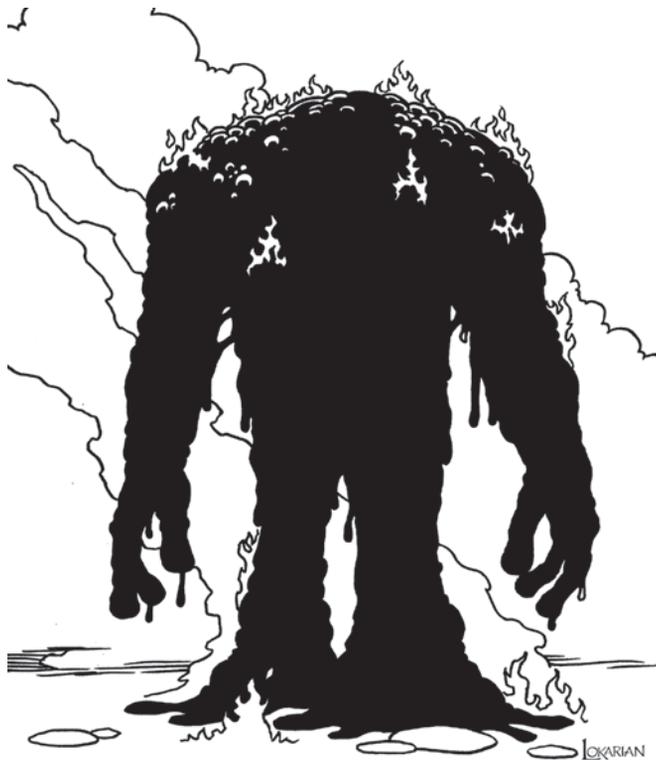
Challenge Rating: 5

Treasure: None

Alignment: Always neutral evil

Advancement: 9-16 HD (Large), 17-24 (Huge)

Level Adjustment: -



This creature is a bubbling morass of stinking tar with a vaguely man-like shape. It exudes waves of oppressive heat and a thick, sulfurous stench that is all but overpowering. The creature oozes slowly toward you, leaving a sticky trail of smoking tar in its wake.

Plague tar elementals are creatures of pure hatred and bile given form. They are vaguely humanoid, a mass of bubbling gel with arm-like appendages on each side but lacking a discernible head. Typically, they stand 8 feet tall and possess a massive stature, yet they still move with deceptive speed and agility.

Plague tar elementals are native to the Elemental Plane of Fire. They are the elemental equivalent of demons or undead – a corrupted form of the true elemental spirit.

They are born of evil acts and a poorly understood union with the Elemental Plane of Earth, which somehow spawns

the plague-ridden tar that becomes these creatures. Once the monsters are spawned, they then journey to the Elemental Plane of Fire and reside there. On their home plane, they are rare creatures hunted by other elementals. They are occasionally found on the Prime Material Plane when deposits of their native composition leak through.

They can speak both Terran and Ignan, but rarely do so.

Combat

Plague tar elementals prefer to lie in ambush within the pools of tar or even magma, striking with surprise and devastating speed. When they enter combat, however, they do so with reckless abandon and wade into the midst of their foes, confident in their own superiority.

Burning Tar (Ex): Those hit by the plague tar elemental's slam attack must succeed at a DC 17 Reflex save or be covered in sticky, burning tar. This tar causes 1d4 damage per round and burns for 1d4 rounds. A creature covered in burning tar can take a full-round action to remove the tar. Creatures hitting a plague tar elemental with natural weapons or unarmed attacks take fire damage as though hit by the creature's attack, and are also affected by the plague tar elemental's burning tar unless they succeed at a DC 17 Reflex save. The save DC is Constitution-based.

Disease (Ex): Plague tar elementals carry within their form the seed of slimy doom. Those wounded by the elemental must make a Fortitude save (DC 17) to avoid contracting this disease: incubation time 1 day, damage 1d4 Con; when a character loses a point of Con to slimy doom, he must make another Fort save or 1 point of the damage is permanent. The save DC is Constitution-based.

Tar Bomb (Ex): As a standard action a plague tar elemental can hurl a flaming globule of its sticky body mass at opponents. Creature's struck by the tar bomb take 1d6+5 points of damage plus 1d4 points of fire damage and must succeed at a DC 17 Reflex save or be covered in burning tar (see above). The save DC is Constitution-based.

F

FLAME PARAGON - FLAYED HORROR - FLOATING POLYP - FLYING SCORPION SWARM - FUNGAL CONSTRUCT - FUNGAL MOUND, COMMON - FUNGAL MOUND, BROWN - FUNGAL MOUND, SLIMY - FUNGAL MOUND, YELLOW

FLAME PARAGON

Like living infernos, flame paragons burn with the withering heat of pure elemental fire, and have access to a number of special abilities related to flame and heat. Most flame paragons hail from deep within the Elemental Plane of Fire, but occasionally terrestrial fire creatures, such as fire giants or red dragons are born with the kiss of the inferno.

"Flame paragon" is an inherited template that can be added to any living, corporeal creature with the fire subtype (referred to hereafter as the base creature).

A flame paragon uses all the base creature's statistics and special abilities except as noted here.

Size and Type: Size and type are unchanged.

Special Attacks: A flame paragon retains all the special attacks of the base creature and gains the following special attacks.

Aura of Fatigue (Ex): The flame paragon radiates an aura of oppressive heat that can fatigue nearby opponents. All creatures that do not have the fire subtype within 10 ft. of a flame paragon must make a successful Fortitude save (DC 10 + ½ flame paragon’s racial HD + flame paragon’s Con modifier) or become fatigued. Creatures in the area of effect must make a Fortitude saving throw each round to avoid becoming fatigued. Fatigued creatures remain so for as long as they stay within 10 ft. of the flame paragon and for 1 round per flame paragon HD after that. Any type of fire or heat resistance renders a creature immune to the aura of fatigue.

Burning Touch (Ex): Each of the flame paragon’s natural attacks deal additional fire damage based on its size, detailed in the table below. Creatures that already deal additional fire damage in this way burn hotter, increasing the damage dealt by one step. For example, a Medium fire elemental with the flame paragon template inflicts 1d8 points of extra fire damage with its slam attack, as opposed to the standard 1d6.

Size	Additional Fire Damage	Size	Additional Fire Damage
Fine	1	Large	1d8
Diminutive	1d2	Huge	2d6
Tiny	1d3	Gargantuan	3d6
Small	1d4	Colossal	4d6
Medium	1d6		

Spell-Like Abilities: A flame paragon with an Intelligence or Wisdom score of 8 or higher has spell-like abilities depending on its Hit Dice, as indicated on the table below. The abilities are cumulative. Unless otherwise noted, an ability is usable once per day. Caster level equals the creature’s HD, and the save DC is Charisma-based.

Hit Dice	Abilities
1-2	<i>Burning hands</i> 3/day
3-4	<i>Heat metal</i>
5-6	<i>Scorching ray</i>
7-8	<i>Fireball</i> 3/day
9-10	<i>Protection from energy (cold)</i>
11-12	<i>Wall of fire</i>
13-14	<i>Fire shield</i> 3/day (warm shield only)
15-16	<i>Fire storm</i>
17-18	<i>Summon Monster IX</i> (fire subtype only)
19-20	<i>Incendiary cloud</i>

Special Qualities: A flame paragon retains all the special qualities of the base creature and gains the following special qualities.

Increased Cold Vulnerability (Ex): Flame paragons are incredibly vulnerable to cold based attacks, even more so than a standard fiery creature. Flame paragons take double damage from cold effects, regardless of whether a saving throw is allowed, or if the save is a success or failure.

Melt Weapons (Ex): The intense heat of a flame paragon’s body can melt or char weapons. Any melee weapon that strikes a flame paragon is allowed a Fortitude save (DC 10 + ½ flame paragon’s racial HD + flame paragon’s Con modifier) to avoid destruction.

Abilities: Increase from the base creature as follows: Str +2, Dex +4, Con +2, Cha +2.

Alignment: Same as base creature.

Challenge Rating: HD 4 or less, as base creature +1; HD 5 to 10, as base creature +2; HD 11 or more, as base creature +3.

Level Adjustment: +4.

Sample Flame Paragon

This sample flame paragon uses an average salamander as the base creature.

Average Salamander Flame Paragon

Medium Outsider (Extraplanar, Fire)

Hit Dice: 9d8+27 (67 hp)

Initiative: +3

Speed: 20 ft. (4 squares)

Armor Class: 20 (+3 Dex, +7 natural), touch 13, flat-footed 17

Base Attack/Grapple: +9/+12

Attack: Spear +12 melee (1d8+4/x3 plus 1d8 fire)

Full Attack: Spear +12/+7 melee (1d8+4/x3 plus 1d8 fire) and tail slap +10 melee (2d6+1 plus 1d8 fire)

Space/Reach: 5 ft./5 ft.

Special Attacks: Aura of fatigue, burning touch, constrict 2d6+1 plus 1d6 fire, improved grab, spell-like abilities

Special Qualities: Damage reduction 10/magic, darkvision 60 ft., immunity to fire, increased cold vulnerability, melt weapons

Saves: Fort +9, Ref +9, Will +8

Abilities: Str 16, Dex 17, Con 16, Int 14, Wis 15, Cha 15

Skills: Appraise +2 (+4 metal items), Bluff +14, Craft (blacksmithing) +18, Diplomacy +16, Disguise +14 (+16 acting), Hide +15, Intimidate +16, Listen +16, Move Silently +15, Search +14, Spot +16, Survival +2 (+4 following tracks)

Feats: Alertness, Cleave, Multiattack, Power Attack

Environment: Elemental Plane of Fire

Organization: Solitary, pair, or cluster (3-5)

Challenge Rating: 8



Treasure: Standard (nonflammable only)

Alignment: Usually evil (any)

Advancement: 10-14 HD (Medium)

Level Adjustment: +9

This creature resembles a massive flame-red serpent with the upper torso of a man. A bright orange nimbus of crackling flame surrounds the beast, and the air shimmers and writhes from the intense heat.

Flame paragon salamanders occupy a social station just below that of the noble salamander, and are afforded much respect by their lesser brethren. They often control fiefs of lesser salamanders and flame brothers, and serve as favored vassals of noble salamanders.

Combat

Flame paragon salamanders use tactics similar to average salamanders, attempting to crush opponents in their mighty coils, especially those with no resistance to fire. In addition, flame paragon salamanders soften up opponents from a distance with their impressive array of spell-like abilities.

Even more so than average salamanders, flame paragon salamanders fear cold-based attacks, and are likely to retreat from opponents armed with cold-based spells or frost weapons.

Aura of Fatigue (Ex): A flame paragon salamander radiates an aura of oppressive heat that can fatigue nearby op-

ponents. All creatures that do not have the fire subtype within 10 ft. of a flame paragon salamander must make a successful DC 17 Fortitude save or become fatigued. Creatures in the area of effect must make a Fortitude saving throw each round to avoid becoming fatigued. Fatigued creatures remain so for as long as they stay within 10 ft. of the flame paragon salamander and for 9 rounds after that. Any type of fire or heat resistance renders a creature immune to the aura of fatigue.

Constrict (Ex): A flame paragon salamander deals automatic tail slap damage (including fire damage) with a successful grapple check.

Burning Touch (Ex): A flame paragon salamander generates so much heat that its mere touch deals 1d8 points of additional fire damage. Its metallic weapons also conduct this heat.

Improved Grab (Ex): To use this ability, a flame paragon salamander must hit a creature of up to one size larger than itself with its tail slap attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Spell-Like Abilities: 3/day – *burning hands* (DC 13), *fireball* (DC 15); 1/day – *heat metal* (DC 14), *protection from energy* (cold), *scorching ray* (DC 14). Caster level 9th. The save DCs are Charisma-based.

Increased Cold Vulnerability (Ex): Flame paragon salamanders are incredibly vulnerable to cold based attacks, even more so than a standard fiery creature. Flame paragon salamanders take double damage from cold effects, regardless of whether a saving throw is allowed, or if the save is a success or failure.

Melt Weapons (Ex): The intense heat of a flame paragon salamander's body can melt or char weapons. Any melee weapon that strikes a flame paragon is allowed a Fortitude save (DC 17) to avoid destruction.

FLAYED HORROR

Flayed Horror

Medium Undead

Hit Dice: 4d12 (26 hp)

Initiative: +1

Speed: 30 ft. (6 squares)

Armor Class: 13 (+1 Dex, +2 natural), touch 11, flat-footed 12

Base Attack/Grapple: +2/+4

Attack: Claw +5 melee (1d4+2 plus flaying)

Full Attack: 2 claws +5 melee (1d4+2 plus flaying)

Space/Reach: 5 ft./5 ft.

Special Attacks: Flay

Special Qualities: Darkvision 60 ft., undead traits, +2 turn resistance

Saves: Fort +1, Ref +2, Will +5

Abilities: Str 14, Dex 12, Con –, Int 11, Wis 13, Cha 15

Skills: Balance +6, Hide +12, Jump +7, Listen +5, Move Silently +12, Spot +5

Feats: Stealthy, Weapon Focus (claw)

Environment: Any

Organization: Solitary, gang (2–5), or pack (9–14)

Challenge Rating: 3

Treasure: None

Alignment: Always lawful evil

Advancement: 5–8 HD (Medium)

Level Adjustment: –

This undead creature appears as a humanoid being whose skin has been flayed off, revealing the sinew, organs, and muscles beneath.

Flayed horrors are undead created by particularly evil and cruel necromancers to serve as guardians or bodyguards. The process of creating a flayed horror requires a living humanoid victim, who is slowly and torturously flayed alive. The terrible pain and horror suffered by the vic-

tim, as well as no small amount of necromantic energy, is combined to provide the spark of undeath necessary to animate the flayed horror.

Flayed horrors are in constant, unbearable agony, which can only be temporarily alleviated by absorbing the flayed skin of their victims.

A flayed horror is about the height and weight of a typical human.

Combat

Whenever possible, flayed horrors attempt to hide and attack with surprise. They focus their attacks on a single opponent, attempting to rip away as much skin as possible to assuage their horrific pain.

Flay (Ex): Living creature's struck by a flayed horror's claw attack must make a DC 14 Reflex save or have a strip of the skin peeled away. A failed saving throw imparts a –1 penalty to all attack rolls, ability checks, and skill checks from the intense pain. The penalties from multiple attacks are cumulative. The flayed horror receives 5 bonus hit points each time a saving throw is failed against its flay ability. The saving throw is Charisma-based.

The penalties incurred from the flay attack can be removed with any *cure* spell or other healing magic that heals a total amount of damage equal to the total penalties received from the flay attack. For example, a character struck four times in combat by a flayed horror and fails all four saving throws has a total –4 penalty to all attack rolls, ability checks, and skill checks. Any healing spell cast upon this character would need to heal at least 4 points of damage to remove the penalties. Wounds from a flayed horror's flay attack do not heal naturally.

Skills: Flayed horrors have a +4 racial bonus on Hide and Move Silently checks.



FLOATING POLYP

[See Stats Block Below]

This creature is a bloated, translucent sack of rubbery flesh, with six ropy tentacles hanging down from its central mass. Each of these writhing appendages is tipped with a cruel barb of sharpened bone.

A floating polyp is an intelligent, dangerous creature that preys on unsuspecting travelers, animals, and any other creatures it encounters. The polyp appears as a large, round, fleshy balloon with a half-dozen long tentacles dangling from its lower half. These tentacles surround a small, toothy mouth. The polyp uses a series of gas chambers located in its body to control its altitude and direction. While slow compared to wings, this method of locomotion is extraordinarily quiet. The polyp generally glides silently through the air, pouncing on its enemies from ambush and overwhelming them before they have a chance to mount an effective counterattack.

Polyps are composed of nearly transparent, rubbery flesh. Though they are easily noticed under direct observation, they tend to blend in with the environment around them.



	FLOATING POLYP Medium Aberration	ELDER POLYP Large Aberration
Hit Dice:	3d8+6 (25 hp)	15d8+60 (126 hp)
Initiative:	+8	+8
Speed:	Fly 30 ft. (6 squares) (good)	Fly 30 ft. (6 squares) (good)
Armor Class:	18 (+4 Dex, +4 natural), touch 14, flat-footed 14	19 (-1 size, +4 Dex, +6 natural), touch 13, flat-footed 15
Base Attack/Grapple:	+2/+4	+11/+22
Attack:	Stinger +5 melee (1d6+2)	Stinger +18 melee (2d6+7)
Full Attack:	6 stingers +5 melee (1d6+2)	6 stingers +18 melee (2d6+7)
Space/Reach:	5 ft./5 ft.	10 ft./10 ft.
Special Attacks:	Improved grab, strangling constriction	Improved grab, strangling constriction
Special Qualities:	Darkvision 60 ft., silent flier, translucent	Darkvision 60 ft., silent flier, translucent
Saves:	Fort +3, Ref +5, Will +5	Fort +9, Ref +9, Will +13
Abilities:	Str 15, Dex 18, Con 14, Int 11, Wis 15, Cha 10	Str 24, Dex 18, Con 18, Int 11, Wis 15, Cha 10
Skills:	Hide +12, Move Silently +12, Spot +6	Hide +18, Move Silently +22, Spot +12
Feats:	Improved Initiative, Weapon Focus (sting)	Flyby Attack, Improved Initiative, Improved Natural Attack (sting), Iron Will, Stealthy, Weapon Focus (sting)
Environment:	Any temperate, subterranean, or aerial	Any temperate, subterranean, or aerial
Organization:	Solitary, pair or school (3-12)	Solitary or brood (1 plus 1d6 floating polyps)
Challenge Rating:	3	7
Treasure:	Standard	Standard
Alignment:	Usually neutral evil	Usually neutral evil
Advancement:	4-6 HD (Medium); 7-15 HD (Large)	15-20 HD (Large); 21-45 HD (Gargantuan)
Level Adjustment:	-	-

Combat

In battle, the floating polyp floats several feet away from its target and lashes out with its stinging tentacles. The polyp generally floats above its prey, using its natural abilities to evade detection while waiting for an opportune moment to strike. Polyps are smart enough to focus their attacks on poorly armored or defenseless-looking targets.

Improved Grab (Ex): To use this ability, a floating polyp must hit a Large or smaller opponent with two stinger attacks. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict. The polyp uses two of its six stingers to hold its opponent.

Strangling Constriction (Ex): A flying polyp deals 2d6+4 points of damage with a successful grapple check against a Large or smaller creature. Because a floating polyp seizes its victim by the neck, a creature in the polyp's grasp cannot speak or cast spells with verbal components.

Silent Flier (Ex): The floating polyp's unique form of aerial movement allows it to glide silently through the air. It gains a +4 racial bonus to all Move Silently checks made while flying. This bonus is included in the stat block listed above.

Translucence (Ex): Floating polyps are partially transparent, making it difficult to spot them. A polyp gains a +4 racial bonus to all Hide checks. This bonus is included in the stat block listed above.

Elder Polyp

Floating polyps grow larger as they age. The elder polyp is the largest, most powerful example known. Growing to this size requires an exceptional specimen, making elder polyps very rare. They are usually encountered in small groups or as leaders of schools of smaller polyps.

The elder polyp presented here adjusts the base creature's statistics by advancing its Hit Dice and adding ability score increases based on Hit Dice.

Combat

Elder polyps use the same tactics employed by their smaller kin, stalking prey from the air, and striking with surprise. Elder polyps are also fond of grappling Medium creatures, lifting them high into the air, and then dropping them to their deaths.

Strangling Constriction (Ex): An elder polyp deals 4d6+12 points of damage with a successful grapple check against a Huge or smaller creature. Because an elder polyp seizes its victim by the neck, a creature in the polyp's grasp cannot speak or cast spells with verbal components.

FLYING SCORPION SWARM

Flying Scorpion Swarm

Tiny Vermin (Swarm)

Hit Dice: 10d8 (45 hp)

Initiative: +2

Speed: 20 ft. (4 squares), climb 20 ft., fly 30 ft. (poor)

Armor Class: 14 (+2 size, +2 Dex), touch 14, flat-footed 12

Base Attack/Grapple: +7/-

Attack: Swarm (3d6 plus poison)

Full Attack: Swarm (3d6 plus poison)

Space/Reach: 10 ft./0 ft.

Special Attacks: Distraction, poison

Special Qualities: Darkvision 60 ft., half damage from slashing and piercing, swarm traits, vermin traits

Saves: Fort +7, Ref +5, Will +3

Abilities: Str 3, Dex 14, Con 10, Int -, Wis 10, Cha 2

Skills: Climb +10, Hide +18, Spot +4

Feats: -

Environment: Underground

Organization: Solitary, rove (2-5), or colony (7-12)

Challenge Rating: 5

Treasure: None

Alignment: Always neutral

Advancement: None

Level Adjustment: -

Innumerable black scorpions, their right claws disproportionately large, clatter over each other. Horrible beetle-like wings sprout from their backs, and hundreds of them buzz about in the air, their barbed stingers curving under their bodies.

The flying scorpion is a rare breed of monstrous scorpion that gathers in large swarms. Individually they are not much of a threat, but a swarm of these creatures can be deadly to every living creature in the area.

Combat

Flying scorpions are unintelligent. They attack prey by stinging relentlessly, then feast. A flying scorpion swarm deals 3d6 points of damage to any creature whose space it occupies at the end of its move.

Distraction (Ex): Any living creature that begins its turn with a flying scorpion swarm in its space must succeed on a DC 15 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Poison (Ex): Injury, Fortitude DC 15, initial and secondary damage 1d6 Dex. The save DC is Constitution-based.

Skills: A flying scorpion swarm has a +8 racial modifier to Climb and Hide checks, and a +4 racial modifier to Spot checks.

FUNGAL CONSTRUCT

Fungal Construct

Large Construct

Hit Dice: 5d10+30 (60 hp)

Initiative: +0

Speed: 30 ft. (6 squares)

Armor Class: 16 (-1 size, +7 natural), touch 9, flat-footed 16

Base Attack/Grapple: +3/+12

Attack: Slam +7 melee (1d6+5/19-20 plus poison spores)

Full Attack: 2 slams +7 melee (1d6+5/19-20 plus poison spores)

Space/Reach: 10 ft./10 ft.

Special Attacks: Augmented critical, poison spores

Special Qualities: Damage reduction 5/-, darkvision 60 ft., construct traits, low-light vision

Saves: Fort +1, Ref +1, Will +1

Abilities: Str 20, Dex 10, Con -, Int -, Wis 10, Cha 1.

Skills: -

Feats: -

Environment: Underground

Organization: Solitary, pair, or gang (3-6)

Challenge Rating: 4

Treasure: None

Alignment: Always Neutral

Advancement: 6-9 HD (Large); 10-18 HD (Huge)

Level Adjustment: -

This humanoid-shaped creature appears to be composed of dark organic soil. Its surface is covered with patches of profusely growing fungus, and its body reeks of fermenting, rotting organic material. Its head contains sunken depressions where eyes would be located, and a useless fungus-enshrouded oversized maw.

Fungal constructs are golem-like automatons crafted by druids living in underground locations. They are crafted from the remains of an earth elemental seeded with fungus and other plant life, and then awakened with magic.

A fungal construct cannot speak or make any vocal noise.

A fungal construct stands 9 feet tall and weighs 1,200 pounds.

Combat

When ordered to fight, fungal constructs attack with their powerful fists. These heavy blows are doubly dangerous due to the poisonous spores that are released with each impact.

Augmented Critical (Ex): A fungal construct's slam attack threatens a critical on an attack roll of 19-20.

Poison Spores (Ex): When a fungal construct strikes a foe with its slam attack, the impact of the blow releases a cloud of poisonous spores that affect only the creature struck. These spores force the target to make a DC 12 Fortitude save or suffer 1d4 points of Wisdom damage. A second saving throw must be made 1 minute later to avoid another 1d4 points of Wisdom damage. The save DC is Constitution-based.

Construction

The body of the fungal construct is formed from the remains of a destroyed earth elemental. Rare fungus harvested with a silver sickle during the summer solstice is then used to seed the soil. The construct is then watered with 5 gallons of water from a destroyed water elemental, and *plant growth* and *animate plants* spells are cast on it. The process requires a DC 16 Craft (pottery) check or a DC 16 Craft (sculpting) check and 2,500 gp in materials.

CL 13; Craft Construct; *plant growth*, *animate plants*, caster must be a druid of at least 13th level; Price 16,000 gp; Cost 8,000 gp + 640 XP.



FUNGAL MOUND

Fungal mounds are a bizarre form of plant monster composed of small, ambulatory colonies of fungus and mold. They are often mistaken for oozes, and outwardly resemble that particular type of amorphous monster. There are four types of fungal mounds: common, brown, slimy, and yellow. As its name suggests the common fungal mound is the most commonly encountered. The other types of fungal mounds are created when a common fungal mound absorbs one of the dangerous varieties of subterranean molds and fungi. The assimilation grants the fungal mound new and usually lethal abilities corresponding to the type of mold or fungus it absorbed.

Common Fungal Mound

Medium Plant

Hit Dice: 1d8+1 (5 hp)

Initiative: +1

Speed: 20 ft. (4 squares), climb 10 ft.

AC: 13 (+1 Dex, +2 natural), touch 11, flat-footed 12

Base Attack/Grapple: +0/-2

Attack: Tentacle +1 melee (1d6-2 plus poison)

Full Attack: Tentacle +1 melee (1d6-2 plus poison)

Space/Reach: 5 ft./5 ft.

Special Attacks: Constrict 1d6-2 plus poison, improved grab, poison

Special Qualities: Low-light vision, plant traits

Saves: Fort +3, Ref +1, Will +0

Abilities: Str 7, Dex 13, Con 12, Int -, Wis 10, Cha 2

Skills: Climb +6, Hide +1*

Feats: Weapon Finesse^B

Environment: Any forest, swamp, or underground

Organization: Solitary

Challenge Rating: 1

Treasure: Standard

Alignment: Always neutral

Advancement: 2-3 HD (Medium)

Level Adjustment: -

This creature is a squirming, sentient mass of fetid plant matter, composed of mushrooms, molds, and other fungi. It constantly exudes a foul-smelling and sticky slime. Tentacles dripping this foul mucous lash about like twitching roots.

Fungal mounds roll and slither through fetid swamps, gloomy forests, or dark caverns in search of sustenance, leaving a track of slime in their wake. They can consume any creature they manage to kill, and have no obvious preferences. Feeding is simply a matter of slithering over the carcass and then slowly, over a period of weeks, digesting the creature's bodily fluids. The mucous excreted by the fun-

gal mound slowly breaks down organic matter into fluids that can similarly be consumed. When the creature is finished feeding upon its prey, nothing is left but a skeleton coated with glistening slime.

A typical fungal mound is 5 feet long and weighs 100 pounds.

Combat

A fungal mound usually clings to ceilings or trees, or hides in clefts within rock faces. It lashes out with its tentacles, and if it hits it attempts to grab hold of that foe and reel it in. A victim that is killed will be slowly melded into the creature's mass and then slowly digested.

Constrict (Ex): A fungal mound inflicts automatic tentacle damage with a successful grapple check. In addition, a constricted creature must make a Fortitude save to resist the fungal mound's poison each round the grapple is maintained.

Improved Grab (Ex): To use this ability, a fungal mound must hit with its tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Poison (Ex): The poison of a fungal mound causes a victim's breathing to become thick and phlegmy as fungal parasites rapidly work their way through the bloodstream to infect the lungs. A failed saving throw (DC 11) has no immediate effect on the first round, however the character must continue to make Fortitude saving throws on each subsequent round for 3 rounds. If the character makes all the subsequent saving throws, he suffers no ill effects beyond a mild cough for the next few days. If any of the subsequent saving throws are failed, the character begins to suffocate (See the DMG, Chapter 8, The Environment). The poison can be neutralized with a successful DC 15 Heal check, or the application of a *neutralize poison* or *remove disease* spell. The save DC is Constitution-based.

Skills: * A fungal mound receives a +4 racial bonus on Hide checks in swamps or areas with heavy undergrowth. A fungal mound has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.

Brown Fungal Mound

Medium Plant

Hit Dice: 2d8+2 (11 hp)

Initiative: +1

Speed: 20 ft. (4 squares), climb 10 ft.

AC: 13 (+1 Dex, +2 natural), touch 11, flat-footed 12

Base Attack/Grapple: +1/+1

Attack: Tentacle +2 melee (1d6)

Full Attack: Tentacle +2 melee (1d6)

Space/Reach: 5 ft./5 ft.

Special Attacks: Constrict 1d6 plus 1d6 cold, improved grab, heat drain

Special Qualities: Cold vulnerability, darkvision 60 ft., immunity to fire, plant traits,

Saves: Fort +4, Ref +1, Will +0

Abilities: Str 11, Dex 13, Con 12, Int –, Wis 10, Cha 2

Skills: Climb +8, Hide +1*

Feats: Weapon Finesse^B

Environment: Underground

Organization: Solitary

Challenge Rating: 2

Treasure: Standard

Alignment: Always neutral

Advancement: 2-3 HD (Medium), 4-6 HD (Large)

Level Adjustment: –

When a fungal mound absorbs a large patch of deadly brown mold into its mass, it takes on some of the properties of the deadly subterranean hazard. This additional mold causes the fungal mound to grow both in size and strength. A brown fungal mold looks much like a common fungal mold, although it is slightly larger and is a uniform dull-brown in color.

A typical brown fungal mound is 6 feet long and weighs 120 pounds.

Combat

A brown fungal hunts in much the same way as a common fungal mound, although it seeks out warmth as well as nourishing organic matter.

Constrict (Ex): A brown fungal mound inflicts automatic tentacle damage with damage with a successful grapple check. In addition, grappled foes take heat drain damage every round.

Heat Drain (Ex): The brown fungal mound feeds on warmth as well as organic material, and can draw the heat from living creatures around it. Any living creature within 5 ft. of the brown fungal mound takes 1d6 points of nonlethal cold damage.

Improved Grab (Ex): To use this ability, a brown fungal mound must hit with its tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Cold Vulnerability (Ex): A brown fungal mound takes double damage from all cold-based attacks, regardless of whether a saving throw is allowed, or if the saving throw is a success or a failure.

Immunity to Fire (Ex): A brown fungal mound takes no damage from fire. Instead, any fire attack used against it grants it 1d2 points of Constitution. The gain in Constitution is permanent.

Skills: * A brown fungal mound receives a +4 racial bonus on Hide checks in subterranean environments. A brown fungal mound has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.

Slimy Fungal Mound

Medium Plant

Hit Dice: 3d8+6 (19 hp)

Initiative: +1

Speed: 20 ft. (4 squares), climb 10 ft.

AC: 13 (+1 Dex, +2 natural), touch 11, flat-footed 12

Base Attack/Grapple: +2/+2

Attack: Tentacle +3 melee (1d6 plus 1d3 Con damage)

Full Attack: Tentacle +3 melee (1d6 plus 1d3 Con damage)

Space/Reach: 5 ft./5 ft.

Special Attacks: Constrict 1d6 plus 1d3 Con damage, improved grab

Special Qualities: Darkvision 60 ft., plant traits, spell vulnerability

Saves: Fort +5, Ref +2 Will +1

Abilities: Str 11, Dex 13, Con 14, Int –, Wis 10, Cha 2

Skills: Climb +8, Hide +1*

Feats: Weapon Finesse^B

Environment: Underground

Organization: Solitary

Challenge Rating: 3

Treasure: Standard

Alignment: Always neutral

Advancement: 4-6 HD (Medium), 7-9 HD (Large)

Level Adjustment: –

The slimy fungal mound is found only in subterranean environments and is the result of a common fungal mound absorbing a large patch of green slime. The hardy nature of the green slime increases the fungal mound's size, Strength, and Constitution, and imparts the dreaded flesh-devouring ability of the dungeon hazard. Slimy fungal mounds are bright green and coated with a slick, translucent slime.

A typical slimy fungal mound is 6 feet long and weighs 160 pounds.

Combat

A slimy fungal mound can absorb and digest nearly any organic matter, even wood and leather. It does, however, prefer fresher prey.

Constitution Damage (Ex): The touch of a slimy fungal mold rapidly devours flesh inflicting 1d3 points of Constitution damage.

Constrict (Ex): A slimy fungal mound inflicts automatic tentacle damage and Constitution damage with a successful grapple check. In addition, the armor of a grappled foe takes 2d6 points of damage each round the grapple is maintained.

Improved Grab (Ex): To use this ability, a slimy fungal mound must hit with its tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Spell Vulnerability (Ex): A slimy fungal mound takes 1d6 points of damage per caster level from a *remove disease* spell. It takes 1d4 points of damage per caster level from a *daylight* spell.

Skills: * A slimy fungal mound receives a +4 racial bonus on Hide checks in subterranean environments. A slimy fungal mound has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.

Yellow Fungal Mound

Medium Plant

Hit Dice: 3d8+6 (19 hp)

Initiative: +1

Speed: 10 ft. (2 squares), climb 10 ft.

AC: 13 (+1 Dex, +2 natural), touch 11, flat-footed 12

Base Attack/Grapple: +2/+2

Attack: Tentacle +3 melee (1d6 plus spores)

Full Attack: Tentacle +3 melee (1d6 plus spores)

Space/Reach: 5 ft./5 ft.

Special Attacks: Spores

Special Qualities: Darkvision 60 ft., fire vulnerability, plant traits, sunlight vulnerability

Saves: Fort +5, Ref +2 Will +1

Abilities: Str 11, Dex 13, Con 14, Int –, Wis 10, Cha 2

Skills: Climb +8, Hide +1*

Feats: Weapon Finesse^B

Environment: Underground

Organization: Solitary

Challenge Rating: 4

Treasure: Standard

Alignment: Always neutral

Advancement: 4-6 HD (Medium), 7-9 HD (Large)

Level Adjustment: –

The dreaded yellow fungal mound, like the slimy and brown fungal mounds, is found only in subterranean environments. It is the result of a common fungal mound absorbing a yellow mold into its body mass. The yellow mold increases the fungal mound's size, Strength, and Constitution, and imparts the ability to release deadly spores into the air. Yellow fungal mounds are dull-yellow and are slower moving than the other types of fungal mounds.

A typical yellow fungal mound is 6 feet long and weighs 160 pounds.

Combat

The yellow fungal mound is not an active hunter, and typically waits for prey to come to it. When prey wanders close enough, it strikes out with its tentacles, and then relies on the released spores to finish off wounded prey.

Spores (Ex): Whenever the yellow fungal mound strikes with its tentacles or is struck in melee it releases a burst of spores. All within 10 feet of the yellow fungal mound must make a DC 13 Fortitude save or take 1d6 points of Constitution damage. Another DC 13 Fortitude save is required 1 minute later even by those who succeeded on the first save to avoid taking another 1d6 points of Constitution damage. The save DC is Constitution-based.

Fire Vulnerability (Ex): A yellow fungal mound takes double damage from all fire-based attacks, regardless of whether a saving throw is allowed, or if the saving throw is a success or a failure.

Sunlight Vulnerability (Ex): A yellow fungal mold is slowed (as the spell) in sunlight or within the radius of a *daylight* spell.

Skills: * A yellow fungal mound receives a +4 racial bonus on Hide checks in subterranean environments. A yellow fungal mound has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.



G

GITABLULLU (SCORPION MAN) - GOLEM, AMBER - GOLEM, COIN - GOLEM, CRYSTAL - GOLEM, MIST - GOLEM, TABLET - GORUNG

GIRTABLULLU (SCORPION MAN)

Girtablullu (Scorpion Man)

Large Monstrous Humanoid

Hit Dice: 6d8+18 (45 hp)

Initiative: +2

Speed: 30 ft. (6 squares)

Armor Class: 18 (-1 size, +2 Dex, +7 natural), touch 11, flat-footed 16

Base Attack/Grapple: +6/+14

Attack: Shortspear +10 melee (1d8+4/x3) or whip +9 melee (1d4+4) or sting +9 melee (1d6+6 plus poison)

Full Attack: Shortspear +10/+5 melee (1d8+4/x3) and sting +4 melee (1d6+2 plus poison); or whip +9 melee (1d4+4) and sting +4 melee (1d6+2 plus poison)

Space/Reach: 10 ft./10 ft. (15 ft. with whip)

Special Attacks: Poison, summon scorpions

Special Qualities: Darkvision 60 ft.

Saves: Fort +5, Ref +7, Will +8

Abilities: Str 18, Dex 15, Con 16, Int 6, Wis 12, Cha 13

Skills: Climb +6, Intimidate +4, Listen +3, Spot +3

Feats: Iron Will, Power Attack, Weapon Focus (shortspear)

Environment: Underground

Organization: Solitary, pair, or nest (3-12)

Challenge Rating: 5

Treasure: Standard

Alignment: Usually neutral evil

Advancement: By character class

Level Adjustment: +3

This creature has the upper torso of a red bearded man, but the lower body of a powerful bird. A vicious looking scorpion tail sprouts from its back.

A girtablullu is a large humanoid whose body is an odd combination of snake, scorpion, hawk, and man. He appears to be a bearded man, with bristly red hair from the waist up, but his lower torso is that of a large predatory bird. At the base of his spine grows a long, deadly scorpion tail.

Girtablullu stand up to 9 feet tall and weigh about 600 pounds. These ogre-sized humanoids prefer to carry at least one reach weapon with which to torment their foes.

Scorpion men speak their own language, but rarely speak unless they wish to torment their foes.

The girtablullu, or scorpion people, are monsters from Babylonian/Assyrian mythology. They are said to be terrifying and could kill with a glance. The girtablullu guarded a set of gates used by the sun god Shamash to enter and exit the underworld.

Combat

Scorpion men prefer to use their summoned scorpions to tie down their foes while they harass them with their whips, disarming and tripping foes as the opportunity arises.

Poison (Ex): A scorpion man has a poisonous sting. Injury, Fortitude DC 16, initial and secondary damage 1d4 Con. The save DC is Constitution based.

Summon Scorpions (Sp): Once per day, a scorpion man can automatically summon 1d3 Medium fiendish monstrous scorpions. This ability is the equivalent of a 3rd-level spell.



GOLEM, AMBER

Amber Golem

Large Construct

Hit Dice: 14d10+30 (107 hp)

Initiative: -1

Speed: 20 ft. (4 squares)

Armor Class: 26 (-1 size, -1 Dex, +18 natural), touch 8, flat-footed 26

Base Attack/Grapple: +10/+22

Attack: Slam +17 melee (2d10+8)

Full Attack: 2 slams +17 melee (2d10+8)

Space/Reach: 10 ft./10 ft.

Special Attacks: Amber prison

Special Qualities: Construct traits, damage reduction 10/adamantine, darkvision 60 ft., immunity to magic, low-light vision

Saves: Fort +4, Ref +3, Will +4

Abilities: Str 26, Dex 9, Con -, Int -, Wis 11, Cha 4

Skills: -

Feats: -

Environment: Any

Organization: Solitary or gang (2-4)

Challenge Rating: 11

Treasure: Standard

Alignment: Always neutral

Advancement: 15-21 HD (Large); 22-42 (Huge)

Level Adjustment: -

This hulking automaton has been carved from a single mammoth piece of amber. It stands nearly 12 feet tall, and resembles a finely dressed man of noble bearing. The workmanship is exquisite, and the only detectable flaw is the scores of tiny insects suspended for all eternity in the golem's semi-translucent body.

An amber golem is a variant of the stone golem using the semi-precious material as a replacement for the standard granite or marble. Amber is not as heavy as stone, so the golem does not need to be as strong, but it is even more resistant to magic. *Transmute rock to mud* or *stone to flesh* have no effect on the amber golem, as it is not made of stone. They are more pleasant to look at than most stone golems, and are often considered as much a work of art as a useful magical guardian or tool. As such, they are usually not kept in areas where there is an expectation of a great deal of combat – although they are powerful, they are most often symbolic rather than practical, as most wizards would not risk damaging this valuable golem.

Combat

The amber golem closes on its targets to use both its slam attack and its amber prison ability. If possible, it traps its target in a corner. Though not as strong as the stone golem, it is still quite capable of crushing any target not trapped in the amber prison.

Amber Prison (Su): As a standard action the amber golem can emit a 10-foot cone of amber-colored energy. Anyone in the area of effect must make a DC 17 Reflex save or suffer effects identical to that of a *snake sigil* spell cast by an 11th level caster. The save DC is Constitution-based.

Immunity to Magic (Ex): An amber golem is immune to any spell or spell-like ability that allows spell resistance.

Construction

An amber golem's body is chiseled from a single block of amber. Finding such a large amount of this material can be difficult, and most wizards resort to the *fabricate* spell (used on tree sap), or even *limited wish*. Assembling the body requires a DC 17 Craft (gem cutting) check or a DC 17 Craft (stonemasonry) check.

CL 14th; Craft Construct, *antimagic field*, *geas/quest*, *snake sigil*, *symbol of stunning*, caster must be at least 14th level; Price 90,000 gp; Cost 50,000 gp + 3,400 XP.



GOLEM, COIN

[See Stats Block Below]

Before you lies a glittering pile of precious coins, a massive trove of lucre the likes of which you have never seen. But before you can rush forward to claim this great treasure, the room is filled with the cacophonous clinking of thousands upon thousands of coins rubbing together. Greed is replaced by horror as the pile of coins suddenly assembles into a towering man-like shape, a gleaming giant of gold and platinum.

A coin golem is a living pile of treasure, animated as a formidable guardian of treasure hoards. A typical coin golem is 20 feet tall and weighs about 1,000 pounds. It looks like a massively dense pile of animated coins. Coin golems are generally humanoid in shape but can “lie down” to look like a pile of treasure. When lying down, they are completely identical to a normal pile of treasure. Only magical means can detect that they are not, in fact, just a pile of treasure. While lying down, pieces of their body (e.g., coins) can be removed from the pile without affecting their construction or health. Up to 1/10th of their total coin mass (4,800 gp for the typical coin golem) can be removed without causing damage. When they reform into humanoid form they will try to recover any lost mass from whoever plundered them.

Most coin golems never need to, though; they’re usually programmed to attack, as soon they are disturbed.

Combat

Coin golems attack in a simple-minded fashion based on their original commands. A wounded coin golem “bleeds” coins from its wounds.

Coin Volley (Su): As a full-round action, a coin golem can unleash a volley of hundreds of enchanted coins. This attack is a 60-foot cone that deals 6d6 points of slashing damage (DC 18 Reflex save for half damage). Any creature struck by this attack that fails the Reflex save continues to take 2d6 points of bleeding damage per round for an additional 2d4 rounds due to coins embedded in its flesh. A *cure* spell or DC 20 Heal check stops the bleeding. The coin golem may use this attack three times per day. The save DC is Constitution-based.

Immunity to Magic (Ex): A coin golem is immune to any spell or spell-like ability that allows spell resistance.

Damage Reduction and Hardness (Ex): A coin golem has both damage reduction and hardness. A weapon that bypasses its damage reduction must still contend with its hardness.

	COIN GOLEM Huge Construct	COIN GOLEM HOARD MASTER Gargantuan Construct
Hit Dice:	16d10+40 (128 hp)	48d10+60 (324)
Initiative:	-1	-1
Speed:	20 ft. (4 squares)	30 ft. (6 squares)
Armor Class:	25 (-2 size, -1 Dex, +18 natural), touch 7, flat-footed 25	27 (-4 size, -1 Dex, +22 natural), touch 5, flat-footed 27
Base Attack/Grapple:	+12/+30	+36/+62
Attack:	Slam +20 melee (2d10+10)	Slam +46 melee (4d8+14)
Full Attack:	2 slams +20 melee (2d10+10)	2 slam +46 melee (4d8+14)
Space/Reach:	15 ft./15 ft.	20 ft./20 ft.
Special Attacks:	Coin volley	Coin volley
Special Qualities:	Construct traits, damage reduction 15/adamantine, darkvision 60 ft., hardness 10, low-light vision, immunity to magic	Construct traits, damage reduction 15/adamantine, darkvision 60 ft., hardness 10, low-light vision, immunity to magic
Saves:	Fort +5, Ref +4, Will +5	Fort +16, Ref +15, Will +16
Abilities:	Str 30, Dex 9, Con -, Int -, Wis 11, Cha 1	Str 38, Dex 9, Con -, Int -, Wis 11, Cha 1
Skills:	-	-
Feats:	-	-
Environment:	Any	Any
Organization:	Solitary	Solitary
Challenge Rating:	12	21
Treasure:	See construction below	See construction below
Alignment:	Always neutral	Always neutral
Advancement:	17-28 HD (Huge); 29-48 HD (Gargantuan)	-
Level Adjustment:	-	-



Construction

Any sufficiently large pile of coins can be animated as a coin golem. 3,000 gold or platinum coins are required for every Hit Die, with a minimum of 48,000 coins for the 16 HD version shown above. This is purely materials cost; it is in addition to the base cost for actually creating the golem.

CL 12th; Craft Construct, *animate object*, *commune*, *resurrection*, caster must be at least 12th level; Price 30,000 gp (not including at least 48,000 gp required to create body); Cost 15,000 gp + 1,200 XP.

Coin Golem Hoard Master

The largest coin golems can often be found guarding the lairs of very powerful dragons. These massive constructs serve double duty as treasure and minion, and can present a very nasty surprise for hoard-robbers thinking to loot a dragon's lair while it is away.

Combat

Hoard masters, like smaller coin golems, typically open combat with a coin volley, and then wade into melee with their massive fists.

Coin Volley (Su): As a full-round action, a coin golem hoard master can unleash a volley of hundreds of enchanted

coins. This attack is a 60-foot cone that deals 12d6 points of slashing damage (DC 34 Reflex save for half damage). Any creature struck by this attack that fails the Reflex save continues to take 2d6 points of bleeding damage per round for an additional 2d4 rounds due to coins embedded in its flesh. A *cure* spell or DC 20 Heal check stops the bleeding. The coin golem may use this attack three times per day. The save DC is Constitution-based.

CL 12th; Craft Construct, *animate objects*, *commune*, *resurrection*, caster must be at least 12th level; Price 60,000 gp (not including at least 144,000 gp required to create the body); Cost 3,000 gp + 2,400 XP.

GOLEM, CRYSTAL

Crystal Golem

Large Construct

Hit Dice: 6d10+30 (63 hp)

Initiative: +2

Speed: 30 ft. (6 squares)

Armor Class: 19 (-1 size, +2 Dex, +8 natural), touch 11, flat-footed 17

Base Attack/Grapple: +4/+12

Attack: Slam +7 melee (2d8+4)

Full Attack: 2 slams +7 melee (2d8+4)

Space/Reach: 10 ft./10 ft.

Special Attacks: Blinding brilliance

Special Qualities: Construct traits, damage reduction 5/adamantine, darkvision 60 ft., immunity to magic, low-light vision

Saves: Fort +2, Ref +4, Will +2

Abilities: Str 19, Dex 14, Con –, Int –, Wis 11, Cha 1

Skills: –

Feats: –

Environment: Any

Organization: Solitary or gang (2–4)

Challenge Rating: 6

Treasure: None

Alignment: Always neutral

Advancement: 7–9 HD (Large); 10–18 HD (Huge)

Level Adjustment: –

This man-shaped creature is made from large blocks of crystal quartz. It is ten feet tall and must weigh at least two thousand pounds.

A crystal golem has a humanoid body hewn from a single piece of transparent crystal.

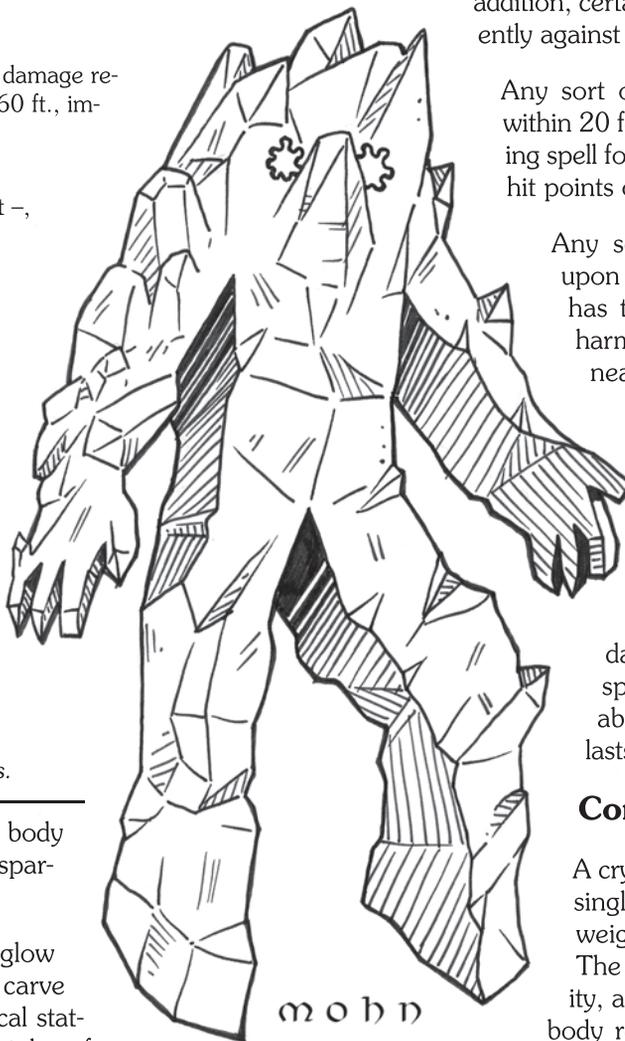
Their bodies are beautiful and glow softly. Their creators typically carve them into the likenesses of classical statues, and they are frequently mistaken for prized works of art.

Combat

Crystal golems are tenacious fighters, attacking relentlessly with their powerful fists. They fight until destroyed, or until their foes are vanquished.

Blinding Brilliance (Ex): Once every 1d4 rounds a crystal golem can reflect and focus any ambient light (minimum torch light) in the area, causing its body to suddenly glow with a blinding radiance. All creatures within 60 ft. of the golem must make a DC 13 Reflex save or be blinded for 1d4 rounds. Blinded creatures take a –2 penalty to Armor Class, lose their Dexterity bonus to AC (if any), move at half speed, and take a –4 penalty on Search checks and on most Strength- and Dexterity-based skill checks. All checks and activities that rely on vision (such as reading and Spot checks) automatically fail. All opponents are considered to have total concealment (50% miss chance) to the blinded creature. Blinding brilliance does not function in areas of complete darkness. The save DC is Constitution-based.

Immunity to Magic (Ex): A crystal golem is immune to any spell or spell-like ability that allows spell resistance. In



addition, certain spells and effects function differently against the creature, as noted below.

Any sort of *light* spell cast either upon or within 20 feet of a crystal golem acts as a healing spell for the creature, healing up to 2d8+8 hit points of damage.

Any sort of *darkness* spell cast either upon or within 20 feet of a crystal golem has the opposite effect, causing great harm to the golem. *Darkness* spells cast near but not directly upon the golem cause 1d4+4 hit points of damage; *darkness* spells cast directly upon the creature cause 2d8+8 hit points of damage.

Any sort of normal or magical fire directed against the crystal golem as an attack causes no damage, but instead acts as a *haste* spell, allowing the golem to move about much more freely. This effect lasts for 1d6 rounds.

Construction

A crystal golem's body is chiseled from a single block of hard crystal quartz that weighs at least two thousand pounds. The crystal must be of exceptional quality, and costs 4,000 gp. Assembling the body requires a DC 14 Craft (sculpting) check or a DC 14 Craft (jewelry) check.

CL 14th; Craft Construct, *antimagic field*, *continual flame*, *geas/quest*; Price 80,000 gp; Cost 30,000 gp + 2,000 XP.

GOLEM, MIST

Mist Golem

Large Construct

Hit Dice: 10d10+30 (74 hp)

Initiative: +5

Speed: Fly 60 ft. (12 squares) (good)

AC: 17 (-1 size, +4 Dex, +4 natural), touch 13, flat-footed 13

Base Attack/Grapple: +7/+15

Attack: Slam +10 melee (2d8+4)

Full Attack: 2 slams +10 melee (2d8+4)

Space/Reach: 10 ft./10 ft.

Special Attacks: –

Special Qualities: Construct traits, damage reduction 10/adamantine, darkvision 60 ft., insubstantial, invisibility, low-light vision, magic immunity

Saves: Fort +3, Ref +8, Will +3

Abilities: Str 18, Dex 20, Con –, Int –, Wis 10, Cha 1

Skills: –

Feats: –

Environment: Any

Organization: Solitary or gang (2-4)

Challenge Rating: 8

Treasure: Standard

Alignment: Always neutral

Advancement: 11-20 HD (Large); 21-30 HD (Huge)

Level Adjustment: –

Standing before you is a semisolid, man-shaped cloud of vapor. Its wispy body is encased in an amber field of shimmering energy that flashes brightly as the creature moves.

A mist golem is a magical construct built from raw materials harvested from the Elemental Plane of Air. The golem is a cloud of light mist shaped into a vaguely humanoid form. A powerful matrix of elemental magic forms a field that keeps the mist golem's material bound together. When the golem moves, a shimmering field of golden energy encases it and keeps its form intact.

Mist golems stand roughly 8 feet tall. Though their form seems to shift slightly as they move, the energy field constructed to hold them together keeps their humanoid shape intact. Mist golems can fly through the air with ease. They are quite maneuverable and are used by wizards who keep towers high in the sky, or even in massive subterranean vaults.

Combat

In battle, the mist golem pummels its opponents with its powerful fists. While the golem's insubstantial inner material is too light and wispy to injure a foe, the energy field that encases it packs a tremendous amount of force. The golem's slam attacks deal force damage, allowing it to injure incorporeal or ethereal enemies.

With their *invisibility* ability, mist golems normally attempt to pounce on foes from ambush. Some wizards use these constructs as sentinels, ordering them to turn invisible at the first sign of intruders and stalk their prey. While mist golems lack intelligence of their own, they are normally given specific orders by their creators or owners that allow them to take advantage of their abilities.

Insubstantial (Ex): The mist golem's wispy immaterial form makes it difficult to hit in melee. A mist golem is always considered to have total concealment, imposing a 50% miss chance on opponent's melee and ranged attacks.

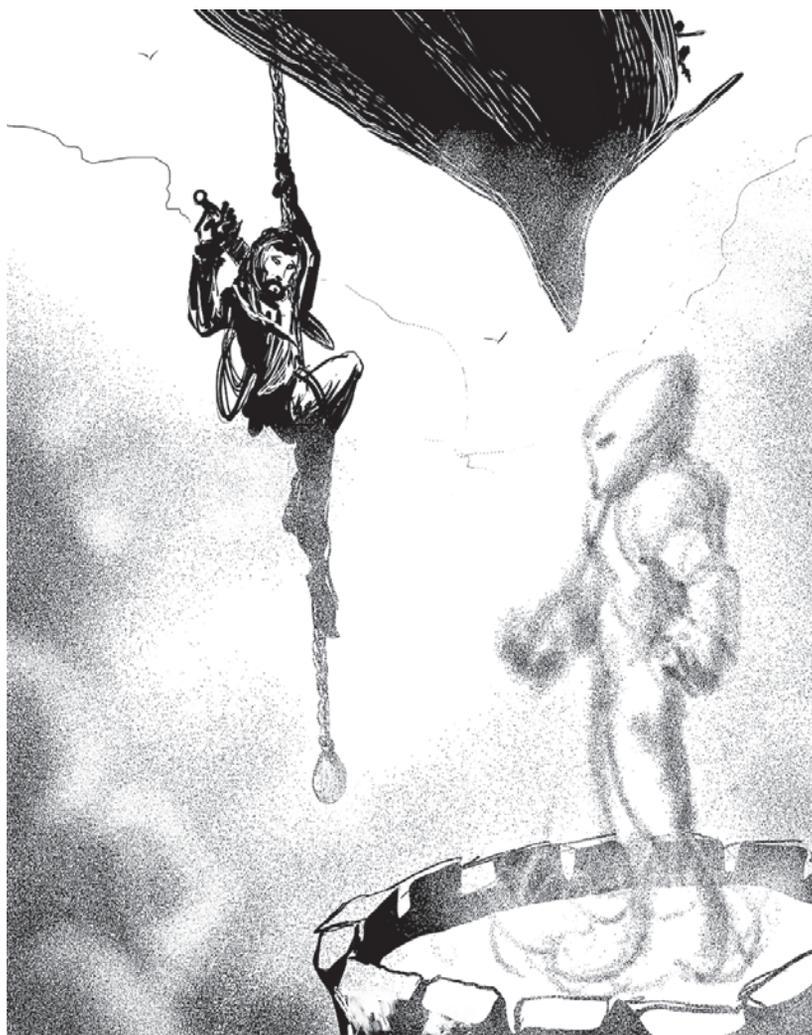
Invisibility (Su): The mist golem may cast the spell *invisibility* upon itself as a 10th-level spellcaster three times per day. Normally, these golems use this spell to attack from surprise or stand a silent, invisible sentinel over a specific place or treasure.

Magic Immunity (Ex): The mist golem is immune to most spells and spell-like effects. Electricity attacks injure them as normal, while *gust of wind* and *control weather* may be targeted directly against a mist golem. Both of those spells deal 1d6 damage per caster level (to a maximum of 15d6) to the mist golem.

Construction

A mist golem requires raw materials harvested from the Elemental Plane of Air. Collecting enough such material to build a mist golem requires five days of work spent on the elemental plane. A mist golem costs 60,000 gp to create. Assembling its body requires a Spellcraft check (DC 25) and the spell *gust of wind*.

CL 14th; *displacement, gust of wind, invisibility, polymorph any object, wall of force*, caster must be at least 14th level; Price 120,000 gp; Cost 60,000 gp + 4,800 XP.



GOLEM, TABLET

Tablet Golem

Medium Construct

Hit Dice: 7d10+20 (58 hp)

Initiative: -2

Speed: 20 ft. (4 squares)

Armor Class: 16 (-2 Dex, +8 natural), touch 8, flat-footed 16

Base Attack/Grapple: +5/+9

Attack: Slam +9 melee (1d6+4)

Full Attack: 2 slams +9 melee (1d6+4)

Space/Reach: 5 ft./5 ft.

Special Attacks: Glyph trigger

Special Qualities: Construct traits, damage reduction 5/adamantine, darkvision 60 ft., immunity to magic, low-light vision

Saves: Fort +2, Ref +0, Will +4

Abilities: Str 18, Dex 7, Con -, Int -, Wis 15, Cha 1

Skills: -

Feats: -

Environment: Any

Organization: Solitary or gang (2-4)

Challenge Rating: 6

Treasure: 2d4 scrolls (choose randomly out of the glyph trigger spells)

Alignment: Always neutral

Advancement: 8-14 HD (Large), 15-21 HD (Huge)

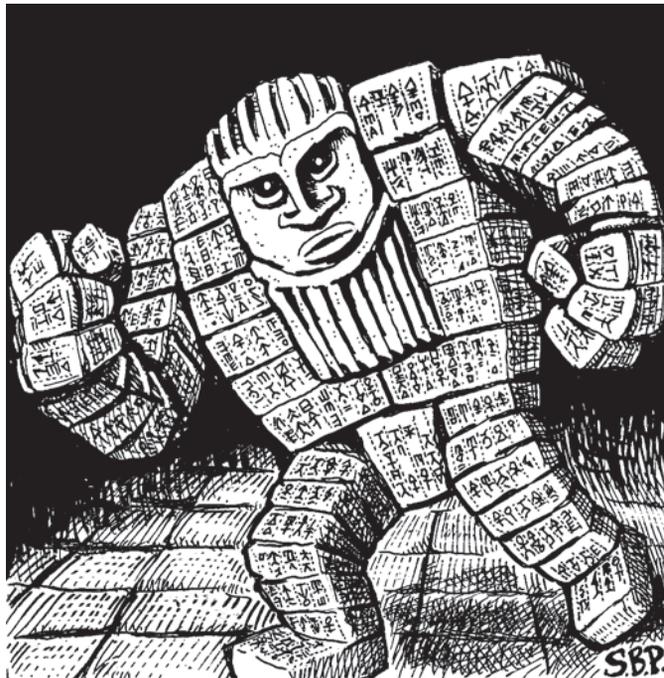
Level Adjustment: -

This being appears to be a large collection of inscribed clay tablets. All across the surface of the being are weird runes and inscriptions, many of them glowing with baleful arcane energy. While predominantly humanoid, the creature has no clear head; instead, a large tablet set in the center of the chest is carved with a humanlike face.

A tablet golem is formed from collection of inscribed clay tablets, stuck together with a magical mortar. The golem appears vaguely humanoid, with piles of tablets for arms and legs. The head is most often missing, but there is always a large tablet inscribed with a human face in the chest of the creature.

Most tablet golems are between 4 and 5 feet tall, but are much wider than a normal man-sized being, up to 3 feet thick and 4 feet wide with a weight of up to 350 pounds. From a distance, they may be mistaken for earth elementals.

Tablet golems cannot speak, but they are able to read all languages that occur on the tablets used in their construction. The tablets used to construct such a golem may contain valuable information, often of a historical nature. Most of the magical glyphs on the golem's body become deactivated by its death, although some survive and may be used as scrolls.



Combat

Tablet golems charge immediately into battle with their foes. They seek the densest part of melee combat, and do not fear to provoke attacks of opportunity.

Glyph Trigger (Su): Each time a tablet golem is struck in melee, the attacker must make a DC 13 Reflex save or trigger one of the many glyphs that cover the creature's body. Roll d12 to determine which spell is triggered. Normal saving throws are permitted to resist the effects. Spells have a DC of 12 + spell level. Spells that require an attack roll use the golem's base attack bonus (+5). All spells are cast at 7th level of effect. Spell DCs are Wisdom-based. The Reflex save to avoid triggering a glyph is Constitution-based.

d12	Glyph Effect
1	Acid splash
2	Cause fear
3	Chill touch
4	Daze
5	Doom
6	Flare
7	Inflict light wounds
8	Ray of enfeeblement
9	Ray of frost
10	Reduce person
11	Shocking grasp
12	Touch of Fatigue

When a tablet golem is slain, each character within 5 feet of the corpse is immediately subject to one of the spells from the above list, as if they had struck the golem and failed their Reflex save.

Immunity to Magic (Ex): A tablet golem is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted below. An *erase* spell prevents the creature's glyph trigger ability from acting for one full round. Any character under the influence of a *read magic* spell may choose their target more carefully when striking the golem. They may roll 1d12 twice when affected by the monster's glyph trigger, and then choose which spell they trigger from the two rolls.

Construction

Most of the tablets used to create a tablet golem must be engraved with the appropriate spells. One scroll of each of the 12 spells triggered by the golem's glyph trigger ability is consumed in the construction of the golem. In addition, at least 300 pounds of nonmagical tablets are required. Special inks and writing implements worth 300 gp are also required. Assembling the golem requires a DC 14 Craft (scribe) check and a DC 14 Craft (stonemasonry) check.

CL 9th; Craft Construct, *daze, flare, acid splash, tough of fatigue, ray of frost, cause fear, doom, inflict light wounds, shocking grasp, chill touch, ray of enfeeblement, reduce person, animate objects, minor globe of invulnerability, geas/quest, limited wish*, caster must be at least 9th level; Price 15,000 gp; Cost 6,500 gp + 620 XP.

GORUNG

Gorong

Medium Aberration (Earth)

Hit Dice: 3d8+12 (25 hp)

Initiative: +0

Speed: 30 ft. (6 squares), burrow 10 ft.

AC: 15 (+5 natural), touch 10, flat-footed 15

Base Attack/Grapple: +2/+4

Attack: Slam +4 melee (1d6+2)

Full Attack: 2 slams +4 melee (1d6+2)

Space/Reach: 5 ft./5 ft.

Special Attacks: Crush 2d6+3, improved grab, throw

Special Qualities: Darkvision 60 ft.

Saves: Fort +4, Ref +1, Will +4

Abilities: Str 15, Dex 10, Con 16, Int 8, Wis 12, Cha 9

Skills: Hide +2*, Listen +5, Spot +5

Feats: Alertness, Toughness

Environment: Underground

Organization: Solitary or clan (2-8)

Challenge Rating: 2

Treasure: No coins, double goods (gems only), 50% items

Alignment: Always neutral

Advancement: 4-6 HD (Medium); 7-9 HD (Large)

Level Adjustment: +3

This hunched creature looks like a short, stocky humanoid with gray, stone-like skin and powerful, over-sized hands and arms. It has two compound eyes on stalks, and a large pair of mandibles.

Gorong are stocky, wide-bodied humanoids, roughly humanoid in shape, with two arms, two legs, and a head. Their arms are disproportionately long and their hands are double the size of those of the average human. Gorung faces appear somewhat crustacean or insect-like; they possess mandibles and their eyes protrude on short stalks. Their rough, gray skin closely resembles unworked stone.

Gorong greatly prize gems, hoarding them over all other things. Other material goods have little value to them, although they will retain magic items and other things of value to trade with the other denizens of the subterranean world.

Gorong speak their own language, and those with Intelligence scores over 10 also speak Undercommon.

A typical gorung stands 5 feet tall and weighs nearly 300 pounds.

Combat

By nature gorung are extremely reclusive and normally attack those intruding on their lair, only stopping to negotiate or parley if their initial attack is unsuccessful. Gorung grab foes in their stony grasp and use their hands to either crush or throw an opponent. Gorung prefer to outnumber their



enemies. When outnumbered themselves, they throw their opponents to keep them at a distance. Gorung are intelligent enough to make use of natural terrain when fighting, and they purposefully throw opponents into pits, off ledges, into lakes of magma, or any other readily available hazard.

Crush (Ex): If a gorung hits with both slam attacks, it latches onto the opponent's body and crushes with its powerful, oversized hands. This attack automatically deals an additional 2d6+3 points of damage.

Improved Grab (Ex): To use this ability, a gorung must hit with a slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can throw its opponent.

Throw (Ex): A gorung can attempt to throw an opponent with a successful grapple check. Thrown opponents land 1d4*10 feet away from the gorung (in a direction of its choosing) and take 1d4 damage per 10 feet thrown. Victims are automatically knocked prone if thrown. A gorung can throw an opponent up to one size category larger than itself.

Skills: *Because of their stony hide, gorung receive a +4 racial bonus on Hide checks in underground settings.

Gorung Society

Gorung society is largely unknown to outsiders, but gorung (singular and plural) are known to band together in small groups of up to twenty individuals for mutual protection and benefit. They are asexual, and any one can breed with another, something that benefits their race when encounters between gorung are rare. They consume gemstones by the handful, although it is unknown whether this is their primary source of nourishment or if the gems are deposited in a gizzard-like organ to aid the digestion of other edibles. When

speaking among themselves they click their mandibles in odd, staccato patterns, but when required, they can speak aloud in a gravelly, halting voice for short periods.

Gorung are primarily interested in eating. They are strictly neutral and have little care for the goals or wants of other races. They can be opportunistic, greedy, and sometimes conniving, but they are not evil as much as they are selfish. Gorung always put their own needs before those of others. If stealing food from another race meant that race would starve, the gorung would take the food, but they would likewise not hold a grudge if their own food was stolen – that is simply the luck of the draw. They have been known to trade or exchange information with other races, although such meetings are usually brief. Gorung are loyal to the small group or band they belong to, but different bands of gorung have been known to fiercely compete for food or living space. Gorung from different groups will usually band together temporarily to battle other races, however.

It is believed that gorung have a tie to the Elemental Plane of Earth, and they are rumored to be distant relatives of xorn. Other sages believe they originally came from the Elemental Plane of Earth but have lived so long on this plane that only vestiges of their original heritage remain.

Gorung Characters

A gorung's favored class is ranger, although very few gorung take levels in player character classes. Gorung rangers act as leaders for their small bands, using their extensive knowledge of their subterranean realm to seek out the best sources of gems. Gorung rangers often choose dwarves as their favored enemy, as gorung must often compete with the stocky humanoids for rich gem deposits. Gorung clerics are very rare, but the few that exist worship a bizarre, nameless entity of elemental earth with dominion over gems and precious metals. Gorung clerics have access to the following domains: Community, Earth, Protection, and Strength

H

HARPOON URCHIN - HAUGRAM - HEATHEN IDOL -
HELLTHORN - HOLLOW ONE - HORAGH

HARPOON URCHIN

Harpoon Urchin

Tiny Magical Beast (Fire)

Hit Dice: 1d10+2 (8 hp)

Initiative: -2

Speed: 5 ft. (1 square), climb 5 ft.

AC: 14 (+2 size, -2 Dex, +4 natural), touch 8, flat-footed 14

Base Attack/Grapple: +1/-9

Attack: Spine +7 ranged (1d4-2 plus poison)

Full Attack: Spine +7 ranged (1d4-2 plus poison)

Space/Reach: 2 1/2 ft./0 ft.

Special Attacks: Poison

Special Qualities: Cold vulnerability, immunity to fire, preternatural awareness

Saves: Fort +4, Ref +0, Will +3

Abilities: Str 6, Dex 6, Con 14, Int 2, Wis 16, Cha 3

Skills: Listen +4, Climb +6*, Spot +4

Feat: Weapon Focus (spine)

Environment: Warm aquatic and underground

Organization: Solitary, clump (2-5), or colony (6-12)

Challenge Rating: 1



Treasure: None

Alignment: Always neutral

Advancement: 2–3 HD (Tiny)

Level Adjustment: –

This small creature is a spiny orange ball. It moves slowly across the ground.

A harpoon urchin is a magic subspecies of urchin adapted to live in the sulfur-rich waters of thermal hot springs. It resembles a normal urchin in many respects, but its precognizant awareness of its environment makes it a dangerous foe. It launches poison spines at any creature within range, and then slowly crawls over to feed on its victim.

A harpoon urchin is a bit larger than a normal urchin, almost a foot in diameter, with spines up to 4 inches long. It is bright orange with yellow at the tips of its spines.

Some creatures have learned to use harpoon urchin colonies as traps and weapons.

Combat

A harpoon urchin can sense everything within the water in a 30-foot radius. It fires its spines at any living creature that moves within range. After paralyzing a victim, the urchin crawls over to it to feed. Sometimes other creatures develop symbiotic relationships with the urchins and are safe from their attacks.

Harpoon urchins effectively have an unlimited supply of spines. They have a 30-ft. maximum range with their spines, with no range increments.

Poison (Ex): Injury, Fortitude DC 12, initial damage 1d6 Str, secondary damage paralysis for 2d4 minutes. The save DC is Constitution-based.

Preternatural Awareness (Ex): A harpoon urchin is blind, although it can sense the presence of everything within 30 feet that touches the water by detecting vibration and tiny current shifts. In addition, it uses its Wisdom modifier in place of its Dexterity modifier to determine its initiative and ranged attack bonuses.

Skills: A harpoon urchin has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.

HAUGRAM

Haugram

Large Animal

Hit Dice: 4d8+4 (22 hp)

Initiative: +1

Speed: 50 ft. (10 squares)

AC: 16 (-1 size, +1 Dex, +6 natural), touch 10, flat-footed 15

Base Attack/Grapple: +3/+11

Attack: Head butt +7 melee (2d6+6)

Full Attack: Head butt +7 melee (2d6+6)

Space/Reach: 10 ft./5 ft.

Special Attacks: Stunning charge 4d6+9

Special Qualities: Darkvision 60 ft., low-light vision

Saves: Fort +5, Ref +5, Will +1

Abilities: Str 18, Dex 12, Con 13, Int 2, Wis 10, Cha 5

Skills: Listen +5, Spot +6

Feats: Alertness, Weapon Focus (head butt)

Environment: Underground

Organization: Solitary or pack (2-6)

Challenge Rating: 3

Treasure: None

Alignment: Always neutral

Advancement: 5-8 HD (Large); 9-12 (Huge)

Level Adjustment: –

This oddly proportioned creature resembles a bipedal dinosaur with a large, bony skull. Its short, weak forearms appear to have atrophied to near uselessness, but the creature has powerful, muscular hind legs that look easily capable of propelling it to frightening speeds.

A haugram is a slender but strong lizard that resembles a dinosaur. Its bulbous head is attached to its thick torso by a long, sinuous neck. Its puny forearms dangle from its torso, while its long, powerful hind legs allow it to sprint and run

down prey. The haugram's long tail juts backward while it runs, forming a counterweight to its head. A haugram's skull is exceptionally thick, with a single, armored plate set into its forehead. While traveling in packs, the elder male haugrams charge into each other head first, battering each other senseless in an ancient ritual to establish the pack's social order. Intelligent underdark species have taken advantage of this trait, capturing haugrams and raising them as mounts. Fearless and dependable, a charge of haugram cavalry can batter through an enemy line and send foot soldiers and those mounted on less capable beasts fleeing.

Haugrams are omnivores. They can run down and batter smaller creatures to death, chewing on them with their fangs. They can also subsist on a variety of insects, mosses, mushrooms, and plants. In captivity haugrams can be bred for war, making them as reliable and useful as warhorses.

Combat

Haugram enter combat the only way they know how: head-first. Normally, they avoid attacking humanoid and other obviously dangerous beasts. They prefer to prey on weaker creatures, particularly insects. When used in war, haugrams are fitted with spiked steel caps that help absorb the force of their head butt attacks. A haugram clad in this manner gains a +2 bonus to its head butt damage.



Stunning Charge (Ex): A haugram typically begins a battle by charging at an opponent, using its thickened skull to devastating effect. In addition to the normal benefits and hazards of a charge, this allows the haugram to make a single head butt attack with a +9 attack bonus that deals 4d6+6 points of damage. A creature struck by a haugram's stunning charge attack must make a DC 15 Fortitude save or be stunned for 1 round. The save DC is Constitution-based and includes a +2 racial bonus.

HEATHEN IDOL

Heathen Idol

Large Construct

Hit Dice: 10d10+30 (85 hp)

Initiative: +2

Speed: 30 ft. (6 squares), fly 30 ft. (good)

Armor Class: 23 (+2 Dex, -1 size, +12 natural), touch 11, flat-footed 21

Base Attack/Grapple: +7/+17

Attack: Claw +12 melee (2d8+6 plus shock touch)

Full Attack: 2 claws +12 melee (2d8+6 plus shock touch)

Space/Reach: 10 ft./10 ft.

Special Attacks: Confusion mist, improved grab, quick strike, rake, shock touch

Special Qualities: Alignment detection, construct traits, dark-vision 60 ft., immunity to cold and electricity, low-light vision

Saves: Fort +3, Ref +5, Will +3

Abilities: Str 23, Dex 15, Con -, Int -, Wis 11, Cha 1

Skills: -

Feats: -

Environment: Any

Organization: Solitary or gang (2-4)

Challenge Rating: 8

Treasure: None

Alignment: Always neutral

Advancement: 11-18 HD (Large); 19-30 HD (Huge)

Level Adjustment: -

This evil-looking construct resembles a large, armored angel with giant steel wings.

Forged by the power of forgotten magic, heathen idols are the automaton servants of supreme beings of great evil. Although mindless, and therefore neutral in alignment, heathen idols can only be created by servants of an evil-aligned deity, or a magical artifact created by such a deity. In addition to powerful spells, a sacrifice of blood is necessary to bring a heathen idol into existence. Once created, these constructs serve the whims of their creators, and are typically used as guardians in evil temples or tombs.

A heathen idol stands 10 feet tall and weighs 2,200 pounds.

Combat

Heathen idols serve the orders of their evil creators, no matter how strange or outlandish. If left with no specific instruction to defend or serve their masters, they attack any non-evil aligned creature that they happen to encounter without hesitation. They charge into melee with their quick strike, grabbing their foes and raking them with their claws. They fight until destroyed, unless otherwise instructed.

Confusion Mist (Su): A cloud of translucent azure mist with a radius of 10 feet surrounds a heathen idol at all times. This mist acts in a similar fashion to a *confusion* spell. Living creatures that breathe the vapors of this mist must make a successful DC 15 Will save or suffer effects identical to that of a *confusion* spell (10th level caster). Living creatures worshipping the deity or powerful creature that the heathen idol serves are completely immune to the effects of the mist, as are devils and living creatures that have devilish blood coursing through their veins. The save DC is Constitution-based.

Improved Grab (Ex): To use this ability, a heathen idol must hit with its claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can rake.

Quick Strike (Ex): If a heathen idol charges a foe, it can make a full attack, including two rake attacks.

Rake (Ex): Attack bonus +12 melee, damage 2d8+6 plus shock touch.

Shock Touch (Su): Any opponent struck by a heathen idol's glowing claws must succeed on a DC 15 Fortitude save or take an additional 1d8 points of electrical damage, in addition to any standard damage dealt by the idol. The save DC is Constitution-based.



Alignment Detection (Su): A heathen idol automatically detects all good and neutral-aligned living creatures within a 120-ft. radius.

Construction

The body of a heathen idol is constructed from 2,200 pounds of pure iron, mixed with the blood of no fewer than three sentient humanoids of good alignment. The raw material cost for creating a heathen idol is 8,000 gp. Assembling the body of a heathen idol requires a DC 18 Craft (armorsmithing) check.

CL 11th; Craft Construct, *desecrate*, *haste*, *geas/quest*, *limited wish*, *shocking grasp*; caster must be at least 11th level and of evil alignment; Price 25,000 gp; Cost 12,500 gp + 1000 XP.

HELLTHORN

[See Stats Block Below]

This immense plant vaguely resembles a rose, though its crimson blooms are adorned with rows of vicious teeth. It has long vines studded with sharp thorns, and the air smells sweet around it.

Hellthorns are immense plants grown from seeds woven from the souls of the tortured damned. Native to the Abyss, but occasionally found in isolated areas on the Prime Material plane, they are a valuable commodity, one cultivated by the more urbane demon princes and kings, who often sculpt hellthorn groves into city-sized gardens filled with all manner of torment and sin.

Hellthorns are also highly valued for their ferocity, and for their absolute loyalty to their tenders. Though possessed of

only minimal intelligence, they are very cunning, and make exceptional guards – many demon princes plant hellthorn groves on the borders of their manses, in order to safeguard against the armies and assassins of their rivals.

A hellthorn is an immense plant vaguely reminiscent of a rose, complete with crimson blooms (albeit ones equipped with mouths full of teeth), and long vines studded with razor-sharp, nigh-unbreakable thorns. The hellthorn's intelligence is housed in a central vine topped with an enormous bloom capable of swallowing an ogre whole. A hellthorn constantly oozes a heavy, sickly-sweet sap that is highly toxic to beings with souls, but is prized as a highly potent hallucinogenic by demons, who distill it into a wine so valuable that a single barrel is worth the ransom of a king's soul.

When first grown, a hellthorn is no larger than a rose bush, but as it is fed a steady diet of flesh and souls, it begins to grow. There is no upper limit to how large a hellthorn can

	HELLTHORN Huge Plant (Extraplanar)	HELLTHORN GROVE KING Colossal Plant (Extraplanar)
Hit Dice:	12d8+60 (113 hp)	38d8+342 (509)
Initiative:	+3	+6
Speed:	0 ft.	0 ft.
Armor Class:	19 (-2 size, -1 Dex, +12 natural), touch 7, flat-footed 19	25 (-8 size, +2 Dex, +21 natural), touch 4, flat-footed 23
Base Attack/Grapple:	+9/+23	+28/+61
Attack:	Lashing vine +13 melee (2d6+6)	Lashing vine +38 melee (6d6+17)
Full Attack:	5 lashing vines +13 melee (2d6+6) and bite +8 melee (3d6+3)	13 lashing vines +38 melee (6d6+17) and bite +36 melee (8d6+8)
Space/Reach:	15 ft./15 ft. (30 ft. with lashing vines)	30 ft./30 ft. (60 ft. with lashing vines)
Special Attacks:	Constrict 2d6+6, improved grab, poison, spore eruption, swallow whole	Constrict 6d6+17, improved grab, poison, spore eruption, swallow whole
Special Qualities:	Low-light vision, bramble, plant traits, regeneration 5	Low-light vision, bramble, plant traits, regeneration 5
Saves:	Fort +15, Ref +3, Will +6	Fort +30, Ref +16, Will +16
Abilities:	Str 23, Dex 8, Con 20, Int 4, Wis 11, Cha 10	Str 44, Dex 14, Con 28, Int 9, Wis 14, Cha 8
Skills:	Listen +18, Spot +17	Diplomacy +1, Listen +19, Spot +19, Sense Motive +7, Survival +8
Feats:	Alertness, Great Fortitude, Improved Initiative, Iron Will, Power Attack	Alertness, Blind-Fight, Cleave, Great Cleave, Great Fortitude, Improved Initiative, Improved Natural Attack (bite), Improved Natural Attack (lashing vine), Iron Will, Lightning Reflexes, Multiattack, Power Attack, Weapon Focus (lashing vine)
Environment:	The Abyss	The Abyss
Organization:	Solitary or grove (2-7)	Solitary or grove (2-7 hellthorns and 1 grove king)
Challenge Rating:	11	20
Treasure:	Standard	Standard
Alignment:	Always chaotic evil	Always chaotic evil
Advancement:	13-24 HD (Huge); 25-36 HD (Gargantuan); 37+ HD (Colossal)	38+ HD (Colossal)
Level Adjustment:	–	–



become, though most never reach more than Huge size – there are millennia-old hellthorns in the Abyss, however, that are tall as mountains, and whose roots extend across a distance equal to the surface area of a planet.

A typical hellthorn's central bloom is roughly 25 feet tall, while the surrounding tangle of smaller vines and shoots extends out 40 ft.

Combat

A hellthorn cannot move under its own power, and so it depends entirely upon its long, sinuous vines to defend itself and to capture food. A hellthorn has a number of lashing vines, with which it can attack, equal to 1 plus 1 for every three Hit Dice it possesses. These lashing vines can be attacked individually, and each vine has an Armor Class of 16 and hit points equal to 25% of the hellthorn's maximum hit points. Destroying a lashing vine does no damage to the hellthorn, and a new vine emerges fully-grown one day after a vine is destroyed.

In combat, the hellthorn attacks any opponent that comes within range, attempting to initiate grapples so it can constrict its foes and then bring them in range of its immense teeth. A hellthorn will swallow smaller opponents if it can, understanding nothing of the dangers of attempting to eat an armed and armored being. Because a hellthorn grows only by devouring living or recently slain flesh, it will not willingly allow an opponent to retreat – this means that a hellthorn will use its vines to cut off retreat, and attempt to surround foes and herd them near its massive body.

If truly pressed by an opponent, to the point where destruction seems imminent, the hellthorn will purposefully detonate itself, so as to have the highest possible chance of spreading its spores. Because it cannot retreat from battle, it will fight to the death.

Constrict (Ex): A hellthorn deals 2d6+6 points of damage with a successful grapple check.

Improved Grab (Ex): To use this ability, a hellthorn must hit a creature at least one size smaller than itself with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to swallow the opponent in the following round.

A hellthorn can also use its improved grab ability on a lashing vine attack. If it wins the grapple check, it establishes a hold, and can constrict, or transfer the opponent to its mouth as a free action, automatically dealing bite damage.

Poison (Ex): The sap of a hellthorn is highly toxic to beings non-outsiders, equivalent to the strongest mortal poisons. When an adjacent creature strikes a hellthorn with a piercing or slashing melee attack, it must make an immediate DC 21 Reflex save or be splattered with poisonous sap. A failed Reflex saving throw means the opponent must make a DC 21 Fortitude save or suffer 1d3 points of initial Constitution damage, and 1d4 points of secondary Constitution damage 1 minute later. The save DCs are Constitution-based.

Spore Eruption (Ex): When a hellthorn is reduced to 10% of its hp or less, it can detonate its central bloom (killing the hellthorn), filling a 30-ft. radius area with spores. All living non-outsiders in range must succeed at a DC 21 Fortitude or become infected by these spores, which take root in their soul and begin to consume it from the inside. Those who succeed at their save suffer no ill effect from the spores, but those who fail suffer 1d4 points of Constitution drain after 1 minute, and an addition 1 point of Constitution drain each hour after that. When a victim is drained of his last Constitution point, he dies, and his body instantly erupts with vines, thorns, and blooms, which quickly grows into the 12 HD hellthorn presented above. The spirit of a victim that has become host to a new hellthorn is irrevocably destroyed, and cannot be raised, resurrected or otherwise returned to life, without the aid of powerful magic, such as a *wish* or *miracle* spell. The save DC is Constitution-based.

A victim infected by hellthorn spores can be cured by the application of *remove disease*, *neutralize poison*, or a *heal* spell. *Delay poison* will prevent the spread of the spores for as long as the spell's duration, but will not remove the spores.

Swallow Whole (Ex): A hellthorn can try to swallow a grabbed opponent of a smaller size than itself by making a successful grapple check. Once inside, the opponent takes 2d8+6 points of crushing damage plus 2d8 points of acid damage per round from the plant's digestive juices. A swallowed creature can climb out of the hellthorn's innards with a successful grapple check. This returns it to the plant's maw, where another successful grapple check is needed to get free. A swallowed creature can also cut its way out by using a light slashing or piercing weapon to deal 30 points of damage to the hellthorn's interior (AC 16). Once the creature exits, the plant's regenerative capacity closes the hole; another swallowed opponent must cut its own way out. A Huge hellthorn's interior can hold 2 Large, 8 Medium, 32 Small, 128 Tiny, or 512 Diminutive or smaller opponents.

Bramble (Ex): The huge central bloom of a hellthorn is surrounded by a tangle of flowering vines extending out 10 ft. plus 10 ft. for every three Hit Dice the hellthorn possesses (40 ft. for the hellthorn presented above). This thick bramble is considered heavy undergrowth and can make closing with the hellthorn for melee a very tricky process.

Regeneration (Ex): Fire and acid deal normal damage to a hellthorn

Skills: A hellthorn gains a +8 racial bonus to Listen and Spot checks.

Hellthorn Grove King

Hellthorns never stop growing, and as long as they have a ready supply of blood and souls to feed on, there is no limit to how big they can get. The grove king is an example of a millennia-old hellthorn that has attained truly colossal size. Many grove kings serve as the centerpiece of a demon prince's abyssal garden, surrounded by lesser hellthorns and other terrible carnivorous plants.

The grove king presented here had the following ability scores before racial adjustments, size adjustments, and Hit Dice ability score increases: Str 13, Dex 12, Con 10, Int 15, Wis 14, Cha 8.

Combat

A grove king, like all hellthorns, is immobile, and must wait for prey to come to it. It lashes out with its vines the instant an edible creature comes within range, and attempts to grab and swallow a creature every round.

Constrict (Ex): A hellthorn grove king deals 6d6+17 points of damage with a successful grapple check.

Poison (Ex): The save DC to resist a grove king's poison (DC 38) is adjusted for its increased Hit Dice and ability scores.

Spore Eruption (Ex): The save DC to resist a grove king's spore eruption (DC 38) is adjusted for its increased Hit Dice and ability scores.

Bramble (Ex): A grove king's bramble extends out 130 ft. from its central bloom.

HOLLOW ONE

[See Stats Block Next Page]

This being resembles a thin, pale-skinned human clutching a sharp dagger. He is clad only in a long colorful robe. While his face is similar to that of a human, he wears a flat, blank expression devoid of all emotion. His eyes appear to be little more than hollow pits.

Hollow ones have the outward appearance of humans, but in truth, their humanoid forms are little more than shells used to conceal the true nature of the disgusting aberrations that dwell within their robes. Inside, the hollow ones bear no resemblance to humanoids; instead, they are a mass of writhing tentacles and protoplasm. When they are struck with a slashing or piercing weapon, they do not spill blood – instead, thin green tendrils sprout from the wound. If a hollow one is slain, it erupts into a mass of tentacles and continues to fight on in its true form (see below).



	HOLLOW ONE Medium Aberration	HOLLOW SPAWN Small Aberration
Hit Dice:	4d8+4 (22 hp)	2d8 (9 hp)
Initiative:	+2	+3
Speed:	30 ft. (6 squares)	20 ft. (4 squares)
Armor Class:	14 (+2 Dex, +2 natural), touch 12, flat-footed 12	16 (+1 size, +3 Dex, +2 natural), touch 14, flat-footed 13
Base Attack/Grapple:	+3/+4	+1/+2
Attack:	Dagger +4 melee (1d4+1/19-20) or slam +4 melee (1d3+1)	Tentacle +5 melee (1d3+1)
Full Attack:	Dagger +4 melee (1d4+1/19-20) or slam +4 melee (1d3+1)	2 tentacles +5 melee (1d3+1)
Space/Reach:	5 ft./5 ft.	5 ft./5 ft.
Special Attacks:	Spells	Constrict 1d3+1, improved grab
Special Qualities:	Darkvision 60 ft., split, unnatural mien, bonus ability by robe color	Blindsense 30 ft.
Saves:	Fort +2, Ref +3, Will +8	Fort +0, Ref +3, Will +5
Abilities:	Str 12, Dex 14, Con 13, Int 13, Wis 14, Cha 15	Str 12, Dex 17, Con 10, Int 3, Wis 14, Cha 5
Skills:	Concentration +5, Diplomacy +4, Knowledge (arcana) +6, Listen +4, Sense Motive +7, Spellcraft +6, Spot +4	Climb +4, Listen +3, Spot +3
Feats:	Iron Will, Spell Focus (abjuration, conjuration, divination, or necromancy)	Weapon Finesse
Environment:	Underground	Underground
Organization:	Solitary, pair, or coven (3-12)	Pair, trio, or swarm (4-40)
Challenge Rating:	4	1
Treasure:	Standard	None
Alignment:	Always chaotic evil	Always chaotic evil
Advancement:	By character class	–
Level Adjustment:	–	–

Hollow ones are often found in subterranean crypts and crumbling shrines to ancient and horrible deities. Their motivations and goals are just as alien as the horrid, squirming mass encased in their human-like shells.

Hollow ones rarely speak, but when they do communicate it is always in a thick, bubbling voice that is terrible to hear. They have only ever been heard to speak Common, but doubtless have their own tongue.

A typical hollow one stand 6 feet tall and weighs 150 lbs.

Combat

Hollow ones use their spellcasting abilities to delay and weaken their enemies. If foes approach, those who wear white robes step forward to engage the enemies in melee and prevent them from reaching the others.

Spell Use: Hollow ones cast spells as 4th level sorcerers, but they may only draw their spells from a single school of magic. This means that some hollow ones are severely limited in spell selection, and that their spell lists often contain fewer spells than they can actually cast. Red robes cast ab-

jurations, white robes cast divinations, green robes cast conjurations and black robes use necromancy. The DC of their spells is 13 + spell level.

Spells Per Day: 6/7/4

Spell Known: Varies by type.

White Robes: 0 – *detect poison, detect magic, read magic*; 1st-level – *comprehend languages, identify, true strike*; 2nd-level – *detect thoughts*.

Red Robes: 0 – *resistance*; 1st-level – *hold portal, protection from law, shield*; 2nd-level – *resist energy*.

Green Robes: 0 – *acid splash*; 1st-level – *grease, obscuring mist, unseen servant*; 2nd-level – *summon monster II** (can only be used to summon hollow spawn, described below).

Black Robes: 0 – *disrupt undead, touch of fatigue*; 1st-level – *cause fear, chill touch, ray of enfeeblement*; 2nd-level – *ghoul touch*.

Split (Ex): When a hollow one is slain, it erupts into a tangled mass of ichor and tentacles. It is removed and replaced by two hollow spawn (see below). The spawn fight until destroyed and do not further split.

Unnatural Mien (Ex): Hollow ones have alien expressions that are impossible to read. All Sense Motive checks made to discern the motives of a hollow one suffer a -8 penalty.

Bonus Ability (Ex): Each hollow one has an additional ability based on the color of its robe.

Red: Spell Resistance 14

Green: When slain, creates three spawn rather than two.

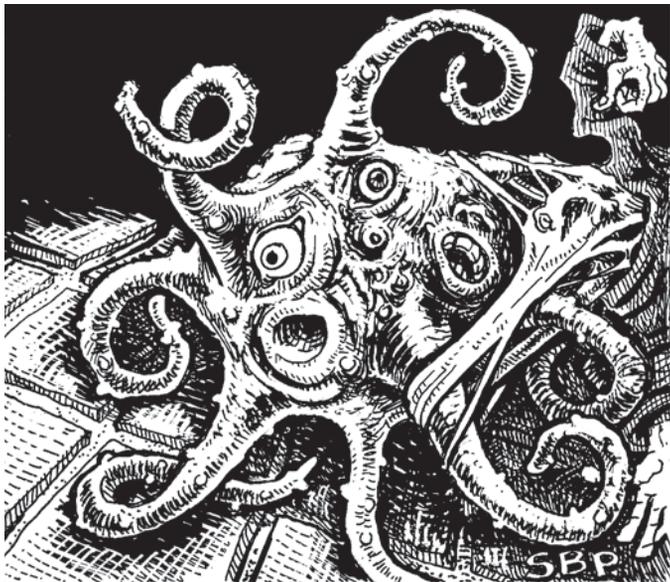
Black: Immune to all necromantic spells and effects.

White: Prescience (Su): The white robed hollow ones are able to read the surface thoughts of all those about them and thus can discern the actions which most creatures will take before they act upon their impulses. White robed hollow ones receive a constant +1 insight bonus to attack rolls, damage rolls, and AC.

Hollow Spawn

This hideous creature is a mass of writhing tentacles, human-like organs and pale soft flesh. It scuttles across the floor in an unnerving manner.

It is believed that the hollow spawn is the true form of the hollow ones. When a hollow one is slain, it leaves behind two or more hollow spawn. The hollow spawn do not possess anywhere near the same will and intellect as the hollow one from which they are birthed, something that has left sages guessing for centuries. When the hollow spawn is slain, it dissipates into a green ichor that bubbles rapidly and evaporates.



A typical hollow spawn is roughly 4 feet in circumference and weighs 150 pounds.

Combat

Hollow spawn mindlessly grope toward their foes. They initiate a grapple with anything other than a hollow one or another hollow spawn that they encounter.

Constrict (Ex): A hollow spawn deals 1d3+1 points of damage with a successful grapple check.

Improved Grab (Ex): To use this ability, a hollow spawn must hit a creature of any size with its tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can attempt to constrict the opponent in the following round. A hollow spawn has a +4 racial bonus on grapple checks.

Blindsight (Ex): Hollow ones can pinpoint the location of their foes without use of a sense of sight. They cannot perceive foes that are further than 30 ft. away.

HORAGH

Horagh

Large Aberration

Hit Dice: 12d8+60 (113 hp)

Initiative: +11

Speed: 40 ft. (8 squares)

AC: 21 (-1 size, +7 Dex, +5 natural), touch 16, flat-footed 14

Base Attack/Grapple: +9/+18

Attack: Bite +13 melee (2d6+5)

Full Attack: Bite +13 melee (2d6+5) and 2 claws +11 melee (1d8+2) and tail blade +11 melee (1d10+2)

Space/Reach: 10 ft./10 ft.

Special Attacks: Tail sweep

Special Qualities: Blindsight 90 ft., immunities, scent, spider climb

Saves: Fort +11, Ref +11, Will +10

Abilities: Str 21, Dex 24, Con 20, Int 5, Wis 14, Cha 13

Skills: Hide +17, Move Silently +17, Jump +12, Tumble +11

Feats: Great Fortitude, Improved Initiative, Multiattack, Stealthy, Track

Environment: Underground

Organization: Solitary or mated pair

Challenge Rating: 10

Treasure: Standard

Alignment: Chaotic evil

Advancement: 13-24 HD (Huge), 15-36 HD (Gargantuan)

Level Adjustment: -

This bizarre creature is vaguely humanoid and stands 10 feet tall on two powerful, reptilian legs. It is armed with a pair of

slashing talons, a wide maw filled with needle-sharp teeth, and a lashing tail tipped with a sharp, bony spur. The beast's most notable feature, however, is its apparent lack of sensory organs of any kind. The creature is without eyes, ears, or nose, but seems to "see" its surroundings just the same.

The horagh is a vicious predator that inhabits the top of the food chain despite remaining largely unknown. Living only in the middle region of the underdark and below, this creature has never been seen by a surface dweller that survived to speak of it. Among the derro and the drow, however, legends of the beast are numerous. The duergar speak of the horagh in hushed whispers, as if to speak its name would call it from the depths. Some believe the horagh to be demons summoned from the lower planes and accidentally set free.

The horagh are 10-foot tall predators that roamed the underdark millennia before the drow arrived. Their thin, sooty-gray, muscled humanoid forms, which are covered by bony plates at the joints, taper to long, flexible tails ending in a saber-like spike. Hunching ostrich-like on spindly yet powerful legs, they bare retractable claws on their feet when the need arises. Their arms are long and heavily muscled, ending in a trio of claws tipped with 4-inch, razor-sharp talons. Elongated heads feature reptilian snouts, no eyes, and mouths that are little more than massively muscled jaws filled with serrated teeth.

To navigate and find their prey, the horagh rely on the vibrations of the air around them and the stone at their feet. Aided by an extraordinarily sensitive sense of smell, they are able to function far more precisely than creatures that rely on sight.

Horagh are apex predators. They live only to breed and hunt. They do both well enough to have survived relatively undetected for thousands of years in one of the most dangerous environments. The horagh are not discriminatory in their diets; warm-blooded mammals are their favorites, but they will devour vermin, reptiles, and even other horagh without protest.

Like most predators in the underdark, horagh are swift

and incredibly stealthy. They stalk their prey, and once locked on, they're nearly impossible to shake. Coupled with their preternatural stealth, their ability to spider climb gives them access to the uncanniest places. On top of all that, horagh are extremely cunning. Some have been known to hunt a community of creatures, particularly the duergar, slowly over the course of years. They keep their attacks purposely random so as not to over hunt the area or alarm its residents.

Most races have no idea they have been preyed upon for years before becoming suspicious.

Unlike more intelligent creatures, the horagh have no compunctions about fleeing more powerful enemies, as rare as that necessity might be. They remain the ultimate hunters of the underdark.

Combat

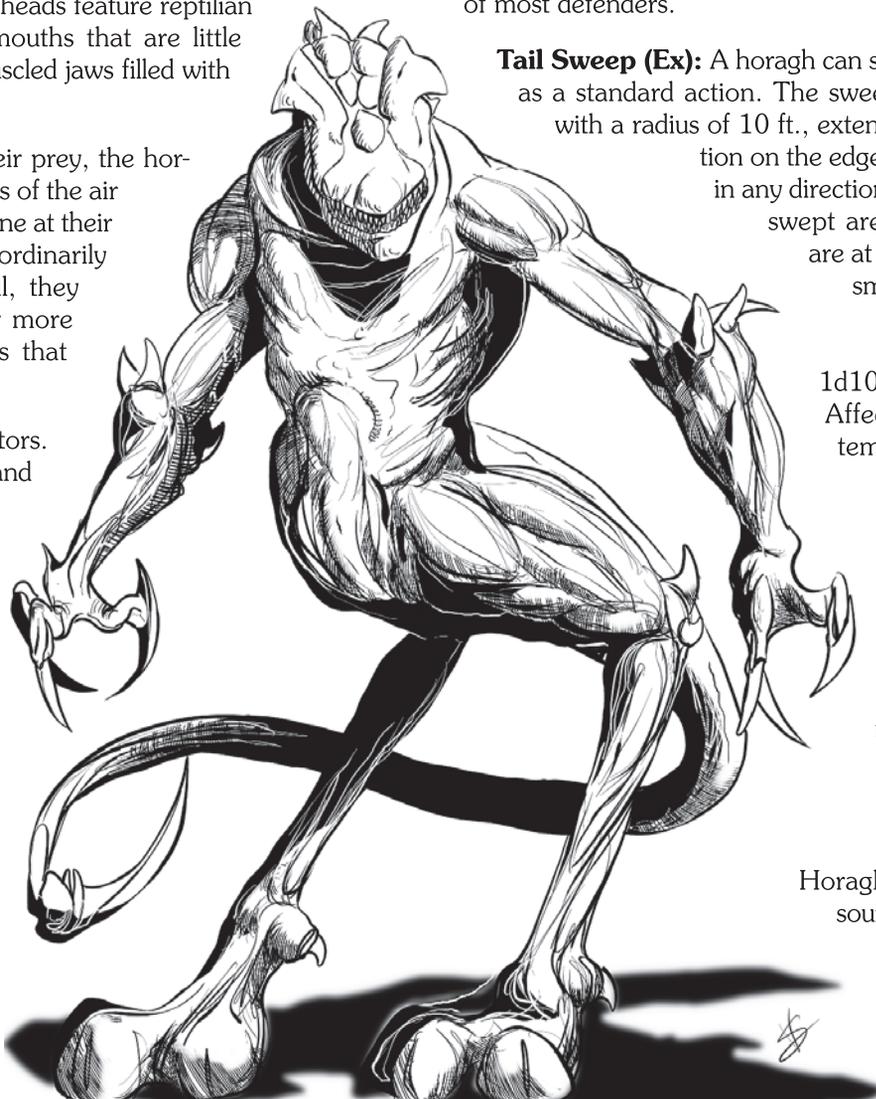
The horagh attacks from a position of stealth, using savage bite and claw attacks for wounding and its tail to sweep away intruders. If pressed too hard, the horagh will attempt to flee, preferably by scaling a vertical surface out of reach of most defenders.

Tail Sweep (Ex): A horagh can sweep with its tail blade as a standard action. The sweep affects a half-circle with a radius of 10 ft., extending from an intersection on the edge of the horagh's space in any direction. Creatures within the swept area are affected if they are at least one size category smaller than the horagh.

A tail sweep automatically deals 1d10+7 points of damage. Affected creatures can attempt Reflex saves (DC 21) to take half damage.

Blindsight (Ex): Horagh can sense all foes within 90 ft. as a sighted creature would. Beyond that range, they treat all targets as having total concealment.

Horagh are susceptible to sound- and scent-based attacks, however, and are affected normally by loud noises



and sonic spells (such as *ghost sound* or *silence*) and overpowering odors (such as *stinking cloud* or incense-heavy air). Negating a horagh's sense of smell or hearing reduces this ability to normal Blind-Fight (as the feat). If both these senses are negated, a horagh is effectively blinded.

Spider Climb: A horagh can climb sheer surfaces as though with the *spider climb* spell.

Immunities (Ex): Horagh are immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

Skills: Horagh have a +4 racial bonus on Hide and Move Silently checks.

I

IRON SPIDER

IRON SPIDER

Iron Spider**Large Construct**

Hit Dice: 4d10+30 (52 hp)

Initiative: +3

Speed: 30 ft. (6 squares)

Armor Class: 16 (-1 size, +3 Dex, +4 natural), touch 12, flat-footed 13

Base Attack/Grapple: +3/+12

Attack: Slam +7 melee (1d6+5)

Full Attack: 6 slams +7 melee (1d6+5)

Space/Reach: 10 ft./5 ft.

Special Attacks: Fire burst, paralytic gas cloud

Special Qualities: Construct traits, darkvision 60 ft., immunity to magic, low-light vision

Saves: Fort +1, Ref +4, Will +1

Abilities: Str 21, Dex 16, Con -, Int -, Wis 11, Cha 1

Skills: -

Feats: -

Environment:

Any

Organization:

Solitary or gang (2-4)

Challenge Rating: 5

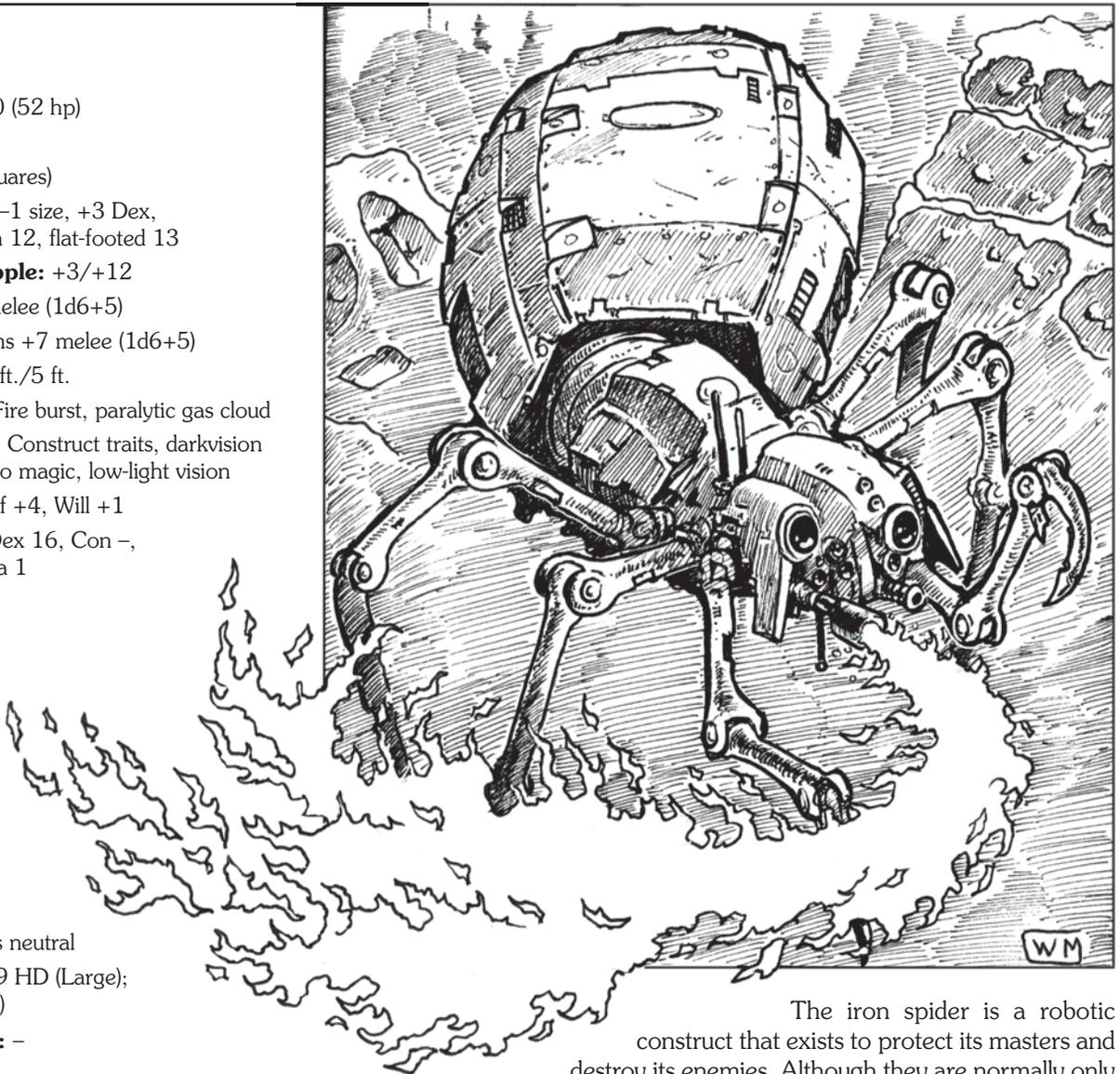
Treasure: None

Alignment: Always neutral

Advancement: 5-9 HD (Large); 10-18 HD (Huge)

Level Adjustment: -

This automaton resembles a massive, metallic six-legged spider covered with rivets and eerie, green, glowing lights. Two long, thin tubes extending forth from its head like fangs.



The iron spider is a robotic construct that exists to protect its masters and destroy its enemies. Although they are normally only found as sentries or as guardians for powerful wizards and sorcerers, rogue iron spiders are known to become lost from their masters. Iron spiders always respond to the verbal commands of their master, and obey such commands without hesitation. The response mechanisms of an iron

spider is linked to the specific frequencies of their master's voice; other creatures are unable to verbally command these fierce constructs.

Iron spiders are approximately 8 feet tall and 15 feet wide. They weigh nearly 1,000 pounds. The two tubes jutting out of their heads are powered weapons; one is a flamethrower, and the other is a paralysis gas ejector. They cannot both be used in the same combat round.

Combat

If alone, an iron spider typically attacks a foe with either its flamethrower or gas ejector. It then assesses damage and its opponent's reaction to the attack before deciding to either engage in melee, or to retreat. Gangs of iron spiders act more boldly, working in unison to combine both ranged and melee attack. Note that the commands of its creator take precedence and override any other combat tactics an iron spider may consider.

Fire Burst (Ex): Once every 1d4+1 rounds, as a free action, an iron spider may unleash a 60-foot cone of fire from one of the weapon-tubes mounted on its head. Creatures caught in the area of effect take 3d6 points of fire damage. A DC 12 Reflex save reduces this damage by half. Fire burst may not be used in the same round as the

iron spider's paralytic gas cloud. The save DC is Constitution-based.

Immunity to Magic (Ex): An iron spider is immune to any spell or spell-like ability that allows spell resistance.

Paralysis Gas Cloud (Ex): Once every 1d4+1 rounds, as a free action, an iron spider may unleash a 30-foot cone of paralytic gas from one of the weapon-tubes mounted on its head. Creatures caught in the area of effect must make a DC 12 Fortitude save or be paralyzed for 1d6+6 rounds. Creatures with immunity to poison are immune to this effect. Paralytic gas cloud may not be used in the same round as the iron spider's fire burst attack. The save DC is Constitution-based.

Construction

An iron spider's body is sculpted from 1,000 pounds of pure iron, smelted with rare tinctures and admixtures costing at least 5,000 gp. Assembling the body requires a DC 15 Craft (armorsmithing) check or a DC 15 Craft (weaponsmithing) check.

CL 8th; Craft Construct, *burning hands, hold person, geas/quest, limited wish*, caster must be at least 8th level; Price 20,000 gp; Cost 10,000 gp + 800 XP.

KLAKLIN

[See Stats Block Next Page]

The humanoid stands almost seven feet tall. Plates of grayish-red carapace cover its body, and its overall impression is insectoid and crustacean. Two black, reflective eyes dominate its elongated head, and a straight, cylindrical beak protrudes from its face. Its arms end in long claws. Wrapped about its forearms are two tentacles that twitch and dance.

Klaklin are fierce, evil humanoids that live around volcanoes and other areas of extreme heat. They are reminiscent of lobsters, but their bodies, particularly their heads, are insectoid. They aggressively protect their territory from all intruders. Sometimes, more powerful creatures, such as red dragons or efreet, dominate klaklin tribes and force them to work for them.

Klaklin are at home in lava and enjoy swimming and bathing in it. The tentacles around their forearms are too weak to carry weapons, but klaklin use them for deft manipulation and moving small objects. Most klaklin are grayish-red, but other colors and combinations of colors as possible, including black, orange, and dark green.

KLAKLIN

K

Klaklin speak their own language, which is composed of complex series of clicks they produce by means of armored flaps on their throats. They do not possess vocal cords and cannot speak most other languages.

A typical klaklin stands about 6 feet tall and weighs 200 pounds.

Combat

Klaklin prefer to rush into combat to tear apart their adversaries, but they follow orders from their leaders and occasionally employ more complicated tactics. They use their fire immunity to full advantage and try to drag opponents into magma or boiling water. Klaklin cannot use weapons, but the tendrils around their forearms can hold wands or small darts.

Improved Grab (Ex): To use this ability, a klaklin must hit with a claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

Hold Breath (Ex): A klaklin can hold its breath for a number of rounds equal to ten times its Constitution score.

	KLAKLIN Medium Monstrous Humanoid (Fire)	SOLDIER KLAKLIN Medium Monstrous Humanoid (Fire)
Hit Dice:	2d8+4 (13 hp)	4d8+4 (13 hp)
Initiative:	+1	+5
Speed:	30 ft. (6 squares), swim 20 ft.	30 ft. (6 squares), swim 20 ft.
Armor Class:	17 (+1 Dex, +6 natural), touch 11, flat-footed 16	19 (+1 Dex, +8 natural), touch 11, flat-footed 18
Base Attack/Grapple:	+2/+4	+4/+7
Attack:	Claw +4 melee (1d6+2)	Claw +7 melee (1d6+3)
Full Attack:	2 claws +4 melee (1d6+2)	2 claws +7 melee (1d6+3) and 2 tentacles +2 melee (1d4+1 plus poison)
Space/Reach:	5 ft./5 ft.	5 ft./5 ft.
Special Attacks:	Improved grab	Improved grab, poison
Special Qualities:	Darkvision 60 ft., hold breath, immunity to fire, vulnerability to cold	Darkvision 60 ft., hold breath, immunity to fire, vulnerability to cold
Saves:	Fort +2, Ref +4, Will +3	Fort +3, Ref +5, Will +5
Abilities:	Str 15, Dex 12, Con 14, Int 9, Wis 11, Cha 10	Str 17, Dex 12, Con 14, Int 9, Wis 13, Cha 10
Skills:	Balance +9, Listen +5, Swim +10*, Spot +4	Balance +9, Listen +7, Swim +11*, Spot +6
Feats:	Alertness	Alertness, Improved Initiative
Environment:	Underground	Underground
Organization:	Solitary, group (3–10), clan (10–30), or tribe (31–50)	Solitary, pair, squad (3–5), or troop (6–11)
Challenge Rating:	2	3
Treasure:	Standard coins; standard goods (nonflammables only); standard items (nonflammables only)	Standard coins; standard goods (nonflammables only); standard items (nonflammables only)
Alignment:	Usually neutral evil	Usually neutral evil
Advancement:	By character class	By character class
Level Adjustment:	+2	+3

Skills: *Klaklin feet are clawed, allowing them to maintain their footing on unsure surfaces. A klaklin has a +8 racial bonus on Balance checks.

A klaklin has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Soldier Klaklin

These klaklin are larger and fiercer than their cousins. They serve as the tribe's elite combatants, and in any klaklin group 20 to 40 percent of them are soldiers. A soldier klaklin's forearm tentacles end in bony, triangular blades, and the klaklin produces a numbing poison that coats these weapons. Soldier klaklin possess all of the special attacks and qualities as common klaklin, except as noted here.

Poison (Ex): Injury, Fortitude DC 14, initial and secondary damage 1d4 Dex. The save DC is Constitution-based.

Klaklin as Characters

Klaklin are intelligent and able to take levels in character classes, but few are disciplined enough to become anything other than warriors. Most klaklin tribes include a shaman, who is an adept, cleric, or sorcerer. Klaklin clerics can choose from the Destruction, Fire, and War (favored weapon: natural attack) domains.

Klaklin characters possess the following racial traits.

- +4 Strength, +2 Dexterity, +4 Constitution, –2 Intelligence
- Medium size
- A klaklin's base land speed is 30 feet. A klaklin has a swim speed of 20 ft.
- Darkvision out to 60 feet.
- Racial Hit Dice: A klaklin begins with two levels of monstrous humanoid, which provide 2d8 Hit Dice, a base attack bonus of +2, and base saving throw bonuses of Fort +0, Ref +3, and Will +3.

- **Racial Skills:** A klaklin's monstrous humanoid levels give it skill points equal to $5 \times (2 + \text{Int modifier, minimum } 1)$. Its class skills are Balance, Listen, Swim, and Spot. Klaklin have a +8 racial bonus on Balance checks. A klaklin has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.
- **Racial Feats:** A klaklin's monstrous humanoid levels give it one feat.
- +6 natural armor bonus.
- **Natural Weapons:** 2 claws (1d6).
- **Special Attacks (see above):** Improved grab.
- **Special Qualities (see above):** Hold breath immunity to fire.
- **Automatic Languages:** Klaklin
- **Favored Class:** Fighter.
- **Level adjustment** +2.

Soldier klaklin characters possess the following racial traits.

- +6 Strength, +2 Dexterity, +4 Constitution, +2 Wisdom, -2 Intelligence,
- Medium size
- A soldier klaklin's base land speed is 30 feet. A soldier klaklin has a swim speed of 20 ft.
- Darkvision out to 60 feet.
- **Racial Hit Dice:** A soldier klaklin begins with four levels of monstrous humanoid, which provide 4d8 Hit Dice, a base attack bonus of +4, and base saving throw bonuses of Fort +1, Ref +4, and Will +4.
- **Racial Skills:** A soldier klaklin's monstrous humanoid levels give it skill points equal to $7 \times (2 + \text{Int modifier, minimum } 1)$. Its class skills are Balance, Listen, Swim, and Spot. Soldier klaklin have a +8 racial bonus on Balance checks. A klaklin has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.



- **Racial Feats:** A soldier klaklin's monstrous humanoid levels give it two feats.
- +8 natural armor bonus.
- **Natural Weapons:** 2 claws (1d6) and 2 tentacles (1d4).
- **Special Attacks (see above):** Improved grab, poison.
- **Special Qualities (see above):** Hold breath immunity to fire.
- **Automatic Languages:** Klaklin
- **Favored Class:** Fighter.
- **Level adjustment** +3.

L

LASSOO - LAVA CREEP - LAVA GIANT - LICHLING - LICHWARG

LASSOO

Lassoo**Medium Aberration****Hit Dice:** 3d8+9 (22 hp)**Initiative:** +2**Speed:** 10 ft. (2 square), climb 10 ft.**AC:** 20 (+2 Dex, +8 natural), touch 12, flat-footed 18**Base Attack/Grapple:** +2/+8**Attack:** Tongue +5 ranged touch (special) or bite +8 melee (2d4+9)**Full Attack:** Tongue +5 melee touch (special) or bite +8 melee (2d4+9)**Space/Reach:** 5 ft./5 ft. (30 ft. with tongue)**Special Attacks:** Improved grab**Special Qualities:** –**Saves:** Fort +4, Ref +3, Will +4**Abilities:** Str 22, Dex 14, Con 17, Int 2, Wis 12, Cha 5**Skills:** Climb +14, Listen +5, Hide +12*, Spot +5**Feats:** Alertness, Weapon Focus (tongue)**Environment:** Underground**Organization:** Solitary or cluster (2–16)**Challenge Rating:** 2**Treasure:** Standard**Alignment:** Always neutral**Advancement:** 4–6 HD (Medium), 7–9 HD (Large)**Level Adjustment:** –

The stalactite splits vertically, revealing a mouth full of shark-like teeth. A thin, impossibly long tongue snakes out.

The lassoo is a rare and unusual predator. It is an upside-down, cone-shaped beast, with a thick muscular foot at its top that it uses to attach itself to cavern ceilings. The lassoo's lower portion consists of an alligator-like mouth containing a long, sticky tongue. The beast is covered with a thick, stony hide that makes the lassoo look more like a natural stalactite than a living creature. The lassoo's tongue can stretch up to 25 feet to grab food. In addition to its deceptive appearance, a lassoo relies on a chameleon-like camouflage ability to surprise its prey.

Combat

The lassoo waits in caverns for tasty creatures to walk beneath it. When a Medium or smaller opponent comes within its range, it attacks with its tongue and uses its improved grab ability to pick up the victim and bring him to its mouth.



The lassoo's tongue attack is quick; it usually attacks with surprise.

Improved Grab (Ex): To use this ability, the lassoo must hit a Medium or smaller creature with its tongue attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it draws the opponent 10 ft. closer, and can make an automatic bite attack if the grappled creature is within 5 ft.

The tongue has 15 hit points and can be attacked by making a successful sunder attempt. However, attacking a lassoo's tongue does not provoke an attack of opportunity. If the tongue is currently grappling to a target, the lassoo takes a –4 penalty on its opposed attack roll to resist the sunder attempt. Severing the tongue deals no damage to a lassoo, but it is likely to retreat after the loss of its primary natural weapon.

Skills: A lassoo has a +8 racial bonus on Hide checks. *In rocky or underground settings this bonus improves to +12. A lassoo has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.

LAVA CREEP

Lava Creep

Small Outsider (Earth, Extraplanar, Fire)

Hit Dice: 3d8+3 (16 hp)

Initiative: +3

Speed: 20 ft. (4 squares)

Armor Class: 19 (+1 size, +3 Dex, +5 natural), touch 14, flat-footed 16

Base Attack/Grapple: +3/+0

Attack: Slam +7 melee (1d4+1 plus 1d6 fire)

Full Attack: Slam +7 melee (1d4+1 plus 1d6 fire)

Space/Reach: 5 ft./5 ft.

Special Attacks: Spell-like abilities

Special Qualities: Damage reduction 5/magic, darkvision 60 ft., fast healing 2, immunity to poison, vulnerability to cold

Saves: Fort +4, Ref +6, Will +4

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

Skills: Concentration +6, Hide +13*, Knowledge (any one) +6, Listen +7, Move Silently +9, Spellcraft +6, Spot +7, Survival +7

Feats: Dodge, Weapon Finesse

Environment: Elemental Plane of Fire or Elemental Plane of Earth

Organization: Solitary, pair, gang (3–5), swarm (6–15), or mob (10–40)

Challenge Rating: 3

Treasure: None

Alignment: Usually neutral evil

Advancement: 4–6 HD (Medium)

Level Adjustment: +4

This small creature appears to be composed entirely of magma. A crust of cooling lava covers the creature, providing a thick, rocky integument and a rough humanoid shape.

These small creatures live in pools of lava when visiting the Prime Material Plane. Their skin is covered by molten rock and seems to dance with living flames. Their natural coloration of a mottled red, orange, and yellow lends the perfect camouflage when they hide in pools of lava. Lava creeps can be found on both the Elemental Plane of Fire and the Elemental plane of Earth. They also frequently travel to the Prime Material Plane via magical portals found in volcanoes and magma pools.

Lava creeps are related to lava giants (see page 67–68), and may even be an immature form of that dreaded, fiery outsider.

Lava creeps speak Ignan. A few of the more intelligent members of the species can also speak Undercommon or Common.

Lava creeps stand roughly 4 feet high and weigh nearly 200 pounds.

Combat

Lava creeps attack their foes by grappling them and pulling them into a lava pool, or by slamming their fists and feet into their opponents. Creatures that are too far from a lava pool instead receive a volley of fiery spells from these creatures.

Fast Healing (Ex): A lava creep heals only if it is touching magma, lava, or a flame at least as large as a torch.

Spell-Like Abilities: At will—*detect good*, *detect magic*, *flare* (DC 12); 3/day—*burning hands* (DC 13). Caster level 6th. The save DCs are Charisma-based.

Skills: *Lava creeps receive a +10 racial bonus on Hide checks when lurking within a pool of molten rock.

LAVA GIANT

Lava Giant

Huge Outsider (Earth, Extraplanar, Fire)

Hit Dice: 20d8+120 (208 hp)

Initiative: +3

Speed: 40 ft. (8 squares)

AC: 27 (-2 size, -1 Dex, +20 natural), touch 7, flat-footed 27

Base Attack/Grapple: +20/+40

Attack: Slam +31 melee (2d6+12 and 2d6 fire)

Full Attack: 2 slams +31 melee (2d6+12 and 2d6 fire)

Space/Reach: 15 ft./15 ft.

Special Attacks: Fiery touch, lava blast, spell-like abilities

Special Qualities: Damage reduction 15/magic, darkvision 60 ft., fast healing 5, immunity to fire, vulnerability to cold

Saves: Fort +18, Ref +13, Will +14

Abilities: Str 35, Dex 8, Con 22, Int 13, Wis 14, Cha 15

Skills: Bluff +25, Diplomacy +6, Disguise +2 (+4 acting), Hide +14*, Intimidate +27, Knowledge (the planes) +24, Listen +27, Search +24, Sense Motive +25, Spot +27, Survival +25 (+27 following tracks, +27 on other planes)

Feats: Alertness, Cleave, Improved Initiative, Improved Sunder, Lightning Reflexes, Power Attack, Weapon Focus (slam)

Environment: Elemental Plane of Fire or Elemental Plane of Earth

Organization: Solitary or clan (2–5)

Challenge Rating: 13

Treasure: Double standard

Alignment: Usually neutral evil

Advancement: 21–40 HD (Huge); 41–60 HD (Gargantuan)

Level Adjustment: –

This massive humanoid stands waist deep in a pool of magma. Its body is covered in a rocky integument of cooling

lava, and the air shimmers around the creature from the indescribable heat. A row of long, stony spikes run the length of the creature's back, culminating in a spiky crown on the top of its head.

Lava giants are towering, humanoid creatures made up of boiling magma that seethes within an outer shell of hardened rock. Long stems project from a lava giant's back, forming twin rows that run to the crown of its head. These stems serve as heat sinks and conduits that draw forth and expel molten rock. Lava giants survive by absorbing heat energy from the earth. They bathe in lava flows, drawing nourishment from the rock and by doing so cooling it and adding the freshly solidified rock to their bodies. Given time, a lava giant can grow to a truly prodigious size.

Lava giants are natives of both the Elemental Plane of Fire and the Elemental Plane of Earth, but are most common where the two planes meet. In their natural environment they are beings of pure molten rock and develop their stony exteriors when they visit the Prime Material Plane. They are distantly related to salamanders and thoqqua, as well as the lava creep (see page 67), which may be an immature form of the lava giant.

Lava giants found on the Prime Material Plane are usually exiles, fleeing a powerful rival on their home plane. Others come to the material plane to lord over the soft, organic creatures of this realm. In any case, lava giants claim dominion over the underdark caverns found near volcanoes and magma pools. They spend their days bathing in molten rock, yet when an intruder approaches they are quick to arise and demand tribute or a toll for entering their domain. Those who fail to give them precious gems or metals, commodities treasured by lava giants for their unique taste and texture when melted and absorbed, are crushed underfoot. If a band of travelers openly carries a large amount of gold and other valuables, a lava giant may arise and attack without offering a parlay, especially if its potential victims appear weak or injured.

Lava giants stand nearly 20 feet tall and weigh close to 16,000 pounds.

Lava giants speak Ignan. Those found on the Prime Material Plane may speak Common or Undercommon as well.

Combat

In battle, lava giants are arrogant bullies. They consider all soft-skinners, as they call humans and other organic creatures, to be nothing more than potential victims. They wade into combat with their fists flailing, usually striking from ambush. Like most bullies, though, lava giants are cowards at heart. If faced with powerful opponents, or those utilizing cold magic, they are quick to retreat back to their molten domains to lick their wounds and prepare for a weaker target. For this reason, lava giants rarely venture far from their volcanic homes.

Fiery Touch (Ex): The lava giant is covered in molten rock that creates a fiery aura around it. When the giant strikes opponents in melee, it deals 2d6 fire damage in addition to the damage from its fists.

Lava Blast (Ex): Once per hour, as a standard action, a lava giant can cause its fiery essence to surge from the spines along its back and head. This blast of energy fills the area in an 80-ft. radius around the creature with the equivalent of a volcanic eruption, as rocks, lava, and elemental energies form a raging storm around the creature. All creatures in that area except for the lava giant suffer 8d6 crushing damage from falling rocks and 8d6 fire damage from streams of lava. A DC 26 Reflex save halves the damage inflicted by both of these sources. The save DC is Constitution-based.

Spell-Like Abilities: 3/day – *fireball* (DC 15), *wall of fire* (DC 16); 1/day – *summon monster VII* (Huge fire or earth elemental). Caster level 20th. The save DCs are Charisma-based.

Fast Healing (Ex): A lava giant heals only if it is touching magma, lava, or a flame at least as large as a bonfire.

Skills: *Lava giants receive a +10 racial bonus on Hide checks when lurking within a pool of molten rock.

LICHLING

Lichling

Large Undead (Cold)

Hit Dice: 8d12+3 (55 hp)

Initiative: –1

Speed: 30 ft. (6 squares)

Armor Class: 13 (–1 size, –1 Dex, +5 natural), touch 8, flat-footed 13

Base Attack/Grapple: +4/+13

Attack: Slam +8 melee (2d6+7)

Full Attack: Slam +8 melee (2d6+7)

Space/Reach: 10 ft./10 ft.

Special Attacks: Gelid touch

Special Qualities: Damage reduction 5/bludgeoning, darkvision 60 ft., fire vulnerability, immunity to cold and electricity, reformation, undead traits,

Saves: Fort +2, Ref +1, Will +6

Abilities: Str 21, Dex 8, Con –, Int –, Wis 10, Cha 1

Skills: –

Feats: Toughness^B

Environment: Any land and underground

Organization: Solitary or pair

Challenge Rating: 5

Treasure: None

Alignment: Always neutral evil

Advancement: 9-11 HD (Large); 12-24 HD (Huge)

Level Adjustment: –

The body of this vaguely humanoid creature is composed of bones seemingly thrown together in random order. A tattered cloth covers a dim red glow from within its ragged form.

Lichlings are undead servitors that are created by their lich masters. Mortal wizards are unable to create lichlings; only those who have crafted a phylactery and stored their soul in it understand the magic necessary to create lichlings. Lichlings are skeletal undead created from piles of bones that are infused with a fragment of a soul. They do not look like traditional skeletons, as the masses of bones that give them a vaguely humanoid shape are thrown together in an entirely random order. A lichling might have a skull for a fist, and a face comprised entirely of rib bones. A lichling can lie in wait as an ordinary-looking pile of bones, and then assemble itself into a humanoid form to attack by surprise.

Lichlings primarily exist to fight and defend a lich's lair, and to perform menial tasks that mortal servants would normally perform. They have no will of their own, and are incapable of performing any action without specific guidance from their undead masters.

Combat

Lichlings only fight when directed to do so by their lich masters. Left to their own devices, they typically just charge their foes, immediately using their gelid touch attack, and then follow up with standard attacks until either they or their enemies are destroyed. Under direct guidance of a lich,

however, they can be directed to be more discerning with their attacks. If a battle area is known in advance, liches often litter that area with large quantities of bones, in order to aid the regeneration of their lichlings.

Gelid Touch (Su): Once per day, the lichling can attempt a cold touch attack on a target instead of a slam attack. When the lichling successfully strikes its target, the target must make a DC 14

Fortitude save or be affected by painful magical chills. These chills cause a -4 penalty to the target's Strength, Dexterity, and Constitution scores for 1 minute. The save DC is Charisma-based and includes a +5 racial bonus.

Reformation (Su): Normally, lichlings stay in an inert form that is indiscernible from a mundane pile of bones except through such magic as *detect evil* or *detect undead*. As a free action a lichling can assume its humanoid form, allowing it to appear and attack in a surprise round.

Additionally, if reduced to 0 hit points, the skulls and bones that make up the lichling's body will collapse into a pile of bones. In 1d4+2 rounds the lichling will reform, fully restored and healed. If the pile of bones is scattered, the lichling may animate any pile of bones of sufficient

size within 30 feet, though every 5 feet of distance from where it fell increases the reformation time by 1 round.

Lichlings that are destroyed by a turn undead attempt cannot reform, nor can those slain by fire, magical or otherwise. An inert lichling with 1 or more hit points cannot reform for 1 round if it is exposed to fire.



LICHWARG

Lichwarg

Medium Undead

Hit Dice: 4d12 (26 hp)

Initiative: +1

Speed: 50 ft. (10 squares)

Armor Class: 13 (+1 Dex, +2 natural), touch 11, flat-footed 12

Base Attack/Grapple: +2/+5

Attack: Bite +5 melee (1d8+4)

Full Attack: Bite +5 melee (1d8+4)

Space/Reach: 5 ft./5 ft.

Special Attacks: Gelid touch

Special Qualities: Darkvision 60, immunity to cold and electricity, lich link, soul tracking, undead traits

Saves: Fort +1, Ref +2, Will +4

Abilities: Str 17, Dex 12, Con –, Int 2, Wis 10, Cha 11

Skills: Listen +4, Spot +3, Survival +7*

Feats: Alertness, Skill Focus (Survival), Track^B

Environment: Any land and underground

Organization: Solitary, pair, or pack (4–7)

Challenge Rating: 3

Treasure: None

Alignment: Always evil (any)

Advancement: 5–8 HD (Large); 9–12 HD (Huge)

Level Adjustment: –

This rotting wolf carcass looks at you with skeletal eyes. As it sniffs the air with decaying nostrils, you feel a tug at your soul.

Lichwargs are undead hunters created by liches to track down living prey for their masters. The lich who creates a lichwarg binds a bit of his soul to it, allowing him to see through its eyes and direct it from a distance. Though cunning on their own, lichwarg packs can make use of frighteningly complicated tactics when directed by their lich master.

Combat

Lichwargs are cunning hunters, best suited for working together in a pack. Though they typically fight per their lich master's directives, they are excellent hunters, able to stalk and bring down a single enemy with ease. Against multiple foes, lichwargs rarely use direct attacks – instead, they attempt to herd and funnel their foes into small, enclosed areas with no escape routes; these areas often are trapped, or have some other ally of the lichwarg waiting to attack, such as their lich master.

Gelid Touch (Su): Once per day, the lichwarg can attempt a cold touch attack on a target instead of a bite attack. When the lichwarg successfully strikes its target, the target must make a DC 12 Fortitude save or be affected by painful magical chills. These chills cause a -4 penalty to the target's Strength, Dexterity, and Constitution scores for 1 minute. The save DC is Charisma-based.



Lich Link (Su): Any lich can create a lichwarg with *create undead* or *create greater undead*. The lich who created the lichwarg can concentrate and experience all the senses of the lichwarg as long as it is on the same plane. While doing so, the lich is unaware of its own surroundings, but it does not actually take damage that is dealt to the lichwarg. It can command the lichwarg through this link, but otherwise the lichwarg will obey the last commands its master gave it.

The lich may, however, choose to take over a lichwarg it has created. The lich may cast spells through this link only if they require no verbal, somatic, or material components. Any damage or effect that affects the lichwarg equally affects the lich. A slashing weapon that harms the lichwarg would deal equal to damage to the lich, ignoring the lich's damage reduction. If the lichwarg is destroyed while the lich inhabits it, the lich is stunned for 1 round.

Soul Tracking (Su): A lichwarg gains the benefits of the scent ability, though it can only use it to detect creatures

with souls. Typically this includes any creature with an Intelligence of 3 or higher, barring those that have traded away their souls, or whose souls are bound in objects, such as a lich's phylactery.

Determine the Survival check DC to track creatures based on the total hit dice of the group, rather than their size, as detailed below.

Hit Dice	Survival Check DC
Less than 1	+4
1-2	+2
3-4	+1
5-8	+0
9-12	-1
13-17	-2
18+	-4

Skills: *Lichwargs have a +8 racial bonus to Survival checks for the purposes of soul tracking.

MAD SAVANT - METADILOS - MUSHUMAHU (SERPENTFURY)

M

MAD SAVANT

Beings of pure insanity, mad savants are paragons of derangement, living in harmony with their affliction and gaining in strength as a result. Mad savants are often born with their bizarre gifts, but occasionally creatures that have undergone mind-breaking levels of stress may develop into mad savants. In appearance, mad savants look very much like their normal (sane) brethren, although they often display traits of various psychoses, such as nervous tics, psychotic episodes, and hearing and responding to mysterious voices.

"Mad Savant" is an acquired or inherited template that can be added to any corporeal creature with an Intelligence score of 3 or higher (referred to hereafter as the base creature).

A mad savant uses all the base creature's statistics and special abilities except as noted here.

Size and Type: Mad savants gain the "chaotic" subtype. Size is unchanged.

Special Attacks: A mad savant retains all the special attacks of the base creature and gains the following special attacks.



Idiot's Caress (Su): The mere touch of a mad savant can drain the sanity away from rational creatures.

Any creature touched or struck with any of the mad savant's natural attacks must make a successful Will save (DC 10 + ½ mad savant's HD + mad savant's Cha modifier) or take 1 point of temporary Wisdom damage.

Psychotic Burble (Su): Once per day, as a standard action, a mad savant can unleash a bubbling torrent of insanity upon his enemies, giving them a taste of the true madness that lives within its head. The psychotic burble bursts in a 60-ft. radius centered on the mad savant and all within the area of effect must make a successful Will save (DC 10 + ½ mad savant's HD + mad savant's Cha modifier) or be *confused* as the spell for 1 round per point of Charisma bonus the mad savant possesses. Psychotic burble is a sonic mind-affecting compulsion effect.

Spell-Like Abilities: A mad savant with an Intelligence of 8 or higher has one or more spell-like abilities, depending on its Hit Dice, as indicated on the table below. The abilities are cumulative. Unless otherwise noted, an ability is usable once per day. Caster level equals the creature's HD, and the save DC is Charisma-based.

Hit Dice	Abilities
1-2	<i>Daze</i> 3/day
3-4	<i>Entropic shield</i>
5-6	<i>Touch of idiocy</i>
7-8	<i>Hideous laughter</i> 3/day
9-10	<i>Displacement</i>
11-12	<i>Crushing despair</i>
13-14	<i>Confusion</i> 3/day
15-16	<i>Feeblemind</i>
17-18	<i>Insanity</i>
19-20	<i>Symbol of insanity</i>

Special Qualities: A mad savant retains all the special qualities of the base creature and also gains the following special qualities.

Incomprehensible Mind (Ex): A mad savant is immune to all mind-affecting spells and effects.

Prescient Madness (Su): The strange psychosis of the mad savant allows it to continually see a few moments into the future. This bizarre ability does not allow for any grandiose prognostications, but does increase the combat effectiveness of the mad savant by letting it see his opponents' tactics a few seconds in advance. The mad savant receives a constant +1 insight bonus on attack rolls, a +2 insight bonus to AC, and a +2 insight bonus to Reflex saving throws.

Abilities: Increase from the base creature as follows: Int +6, Wis -6, Cha +4.

Alignment: Always chaotic (any).

Challenge Rating: Up to 8 HD, as base creature +1; HD 9 or more, as base creature +2.

Level Adjustment: +4.

Sample Mad Savant

This sample mad savant uses a babau as the base creature.

Babau Mad Savant

Medium Outsider (Chaotic, Evil, Extraplanar)

Hit Dice: 7d8+35 (66 hp)

Initiative: +1

Speed: 30 ft. (6 squares)

Armor Class: 21 (+1 Dex, +8 natural, +2 insight), touch 13, flat-footed 20

Base Attack/Grapple: +7/+12

Attack: Claw +13 melee (1d6+5 plus idiot's caress)

Full Attack: 2 claws +13 melee (1d6+5 plus idiot's caress) and bite +8 melee (1d6+2 plus idiot's caress)

Space/Reach: 5 ft./5 ft.

Special Attacks: Idiot's caress, psychotic burble, sneak attack +2d6, spell-like abilities, summon demon

Special Qualities: Damage reduction 10/cold iron or good, darkvision 60 ft., immunity to electricity and poison, incomprehensible mind, prescient madness, protective slime, resistance to acid 10, cold 10, and fire 10, spell resistance 14, telepathy 100 ft.

Saves: Fort +10, Ref +8, Will +3

Abilities: Str 21, Dex 12, Con 20, Int 20, Wis 7, Cha 20

Skills: Climb +15, Concentration +10, Disable Device +11, Disguise +15, Escape Artist +11, Hide +19, Knowledge (the planes) +10, Listen +3, Move Silently +19, Open Lock +11, Search +23, Sleight of Hand +11, Spot +3, Survival -2 (+0 following tracks, +0 on other planes), Use Rope +1 (+3 with bindings)

Feats: Cleave, Multiattack, Power Attack

Environment: The Abyss

Organization: Solitary or gang (3-6)

Challenge Rating: 7

Treasure: Standard

Alignment: Always chaotic evil

Advancement: 8-14 HD (Large); 15-21 HD (Huge)

Level Adjustment: -

This tall ebony-skinned humanoid is covered in a slick of red slime, and is of obvious fiendish descent. Its body is gaunt and skeletal, with long, spindly limbs and a gargoyle-like head crowned with a single horn. It is armed with two taloned hands, and a wide mouth filled with needle-sharp fangs. It titters and whispers to itself as it nears, and you can see the unmistakable glint of madness in its deep-set, crimson eyes.

Some chaotic-aligned planes instill creatures born within their borders with the taint of true madness. Demons, being already very chaotic, are prone to this infection more than most, and the mad savant template is relatively common among their number. Babau mad savants are even more conniving and furtive than their sane kin, and their already formidable skills are further enhanced by the powers of the mad savant.

Combat

As unpredictable as a hurricane, babau mad savants use a wide array of tactics, ranging from the brilliantly inspired to the outright suicidal. Most, however, relish melee, and resort to their claws and fangs relatively early in an encounter.

Idiot's Caress (Su): The mere touch of a babau mad savant can drain the sanity away from rational creatures. Any creature touched or struck with any of the babau mad savant's natural attacks must make a successful DC 18 Will save or take 1 point of temporary Wisdom damage.

Psychotic Burble (Su): Once per day, as a standard action, a babau mad savant can unleash a bubbling torrent of insanity upon its enemies, giving them a taste of the true madness that lives within its head. The psychotic burble

bursts in a 60-ft. radius centered on the babau mad savant and all within the area of effect must make a successful DC 18 Will save or be *confused* as the spell for 5 rounds. Psychotic burble is a sonic mind-affecting compulsion effect.

Sneak Attack (Ex): A babau mad savant can make a sneak attack like a rogue, dealing an extra 2d6 points of damage whenever a foe is denied his or her Dexterity bonus, or when the babau mad savant is flanking.

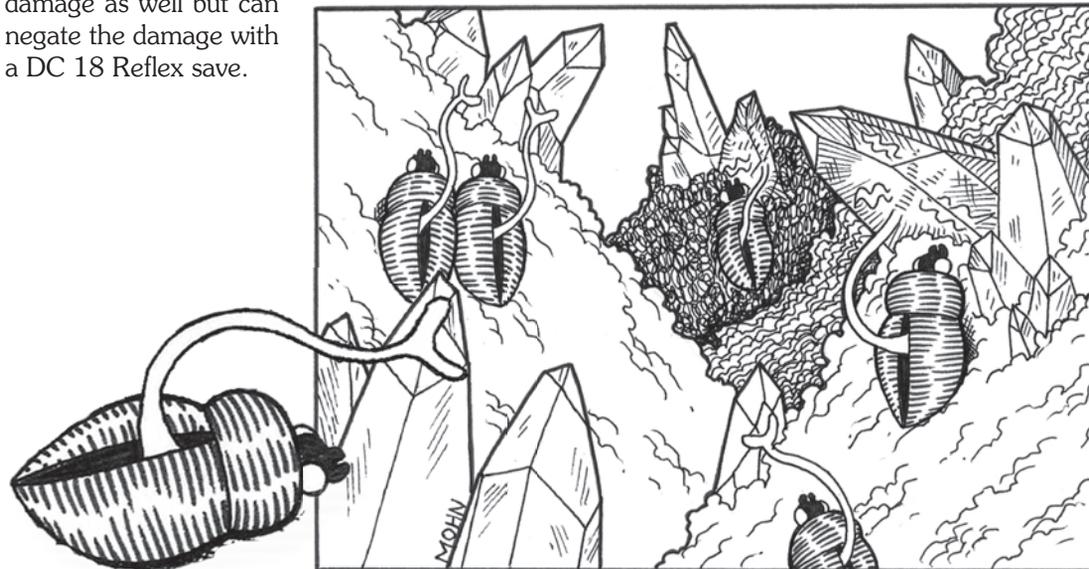
Spell-Like Abilities: At will - *darkness*, *dispel magic*, *see invisibility*, *greater teleport* (self plus 50 pounds of objects only); 3/day - *daze* (DC 15), *hideous laughter* (DC 17); 1/day - *entropic shield*, *touch of idiocy* (DC 17). Caster level 7th.

Summon Demon (Sp): Once per day a babau mad savant can attempt to summon 1 babau with a 40% chance of success. This ability is the equivalent of a 3rd-level spell.

Incomprehensible Mind (Ex): A babau mad savant is immune to all mind-affecting spells and effects.

Prescient Madness (Su): The strange psychosis of the babau mad savant allows it to continually see a few moments into the future. This bizarre ability does not allow for any grandiose prognostications but does increase the combat effectiveness of the babau mad savant by letting it see its opponents' tactics a few seconds in advance. The babau mad savant receives a constant +1 insight bonus on attack rolls, a +2 insight bonus to AC, and a +2 insight bonus to Reflex saving throws.

Protective Slime (Su): A slimy red jelly coats the babau mad savant's skin. Any weapon that touches it takes 1d8 points of acid damage from the corrosive goo, and the weapon's hardness does not reduce this damage. A magic weapon may attempt a DC 18 Reflex save to avoid taking this damage. A creature who strikes the babau mad savant with an unarmed attack, unarmed strike, touch spell, or natural weapon takes this damage as well but can negate the damage with a DC 18 Reflex save.



METADILOS

Metadilos

Small Magical Beast (Earth)

Hit Dice: 1d10+4 (9 hp)

Initiative: -2

Speed: 5 ft. (1 square) (cannot run), climb 5 ft.

AC: 13 (+1 size, -2 Dex, +4 natural), touch 9, flat-footed 13

Base Attack/Grapple: +1/-3

Attack: Flagellum +2 melee (1d3 plus mineral drain)

Full Attack: Flagellum +2 melee (1d3 plus mineral drain)

Space/Reach: 5 ft./5 ft. (10 ft. with flagellum)

Special Attacks: Mineral drain, shock

Special Qualities: Darkvision 60 ft., immunity to electricity, resistance to cold 10, tremorsense 60 ft.

Saves: Fort +3, Ref +0, Will +0

Abilities: Str 10, Dex 7, Con 12, Int 3, Wis 10, Cha 6

Skills: Balance +8, Climb +10

Feats: Toughness

Environment: Underground

Organization: Solitary or colony (10-30)

Challenge Rating: 1/2

Treasure: None

Alignment: Always neutral

Advancement: 2-3 HD (Small); 4-6 HD (Medium)

Level Adjustment: -



Clinging to the wall before you is a creature that resembles a legless beetle, its ridged carapace a shiny blue. Protruding from a crevasse in the center of the creature's shell is a slender appendage that rhythmically brushes the stone surface of the stone wall, much like a barnacle gathering nutrients from the surrounding seawater.

A species native to another Prime Material world, metadilos (singular and plural) were brought into this one by psions to cultivate an environment more suited to their talents. They are small animals with disk-shaped, flat-domed bodies about two feet in width with a ridged, blue outer shell iridescent like fish scales. They travel very slowly with a multitude of tiny, tube-like feet (like a starfish's podia), and can breathe water as easily as air.

Metadilos feed on stone, favoring igneous rock such as granite. A long, slender, flagellum pro-

trudes from the creature's dorsal side between the ridges of its shell, allowing it to manipulate its environment and right itself if capsized (if tossed onto its back, it can right itself as a full-round action). When this appendage makes contact with rock, it splits into a network of root-like wisps, which slowly spread over the surface of the rock, drawing mineral nutrients from the stone.

Combat

Metadilos are not aggressive. They wish only to go about their business, feeding on rock and tending to their own. Their shells protect them from most predators, but their primary defense is the electrical shock they can produce, and their flagellum can be used to lash opponents. Metadilos can be particularly dangerous when encountered in groups, as a colony of these creatures can easily generate a lethal shock.

Pulling a metadilos off a surface it clings to requires a DC 22 Strength check.

Mineral Drain (Ex): A creature struck by a metadilos' flagellum must make a DC 11 Fortitude save or take 1 point of Constitution damage, as vital minerals are drawn from its body. The save DC is Constitution-based.

Shock (Su): Once every 1d4 rounds a metadilos can generate an electrical discharge that deals 1d4 points of electricity damage to all creatures within 5 feet.

Skills: Metadilos have a +8 racial bonus on Balance and Climb checks. They can always choose to take 10 on Climb checks, even if rushed or threatened.

MUSHUMAHU (SERPENTFURY)

Mushumahu (Serpentfury)

Large Aberration (Aquatic, Reptilian)

Hit Dice: 6d8+18 (45 hp)

Initiative: +3

Speed: 5 ft. (1 square), swim 40 ft.

Armor Class: 18 (-1 size, +3 Dex, +6 natural), touch 12, flat-footed 15

Base Attack/Grapple: +4/+12

Attack: Bite +7 melee (1d8+4)

Full Attack: Bite +7 melee (1d8+4) and gore +5 melee (1d6+2) and tail slap +5 melee (1d6+2)

Space/Reach: 10 ft./10 ft.

Special Attacks: Constrict 1d6+2

Special Qualities: Darkvision 60 ft.

Saves: Fort +5, Ref +5, Will +5

Abilities: Str 19, Dex 16, Con 17, Int 4, Wis 10, Cha 5

Skills: Hide +1*, Listen +4, Move Silently +5, Spot +4, Swim +13

Feats: Alertness, Multiattack, Power Attack.

Environment: Swamps, bogs, and underground

Organization: Solitary, mob (3-6), or flock (7-12)

Challenge Rating: 4

Treasure: None

Alignment: Always chaotic evil

Advancement: 7-9 HD (Large); 10-18 HD (Huge)

Level Adjustment: -



This hideous creature is an unnatural blend of bull, lion, hawk, scorpion, serpent, and squid. Its head is similar to that of a hungry lion, but set with sharp bull's horns and long vicious snake fangs. Its body is long and thin, like a giant constrictor snake; yet set all along its back are rows of small, useless pairs of wings. Along the belly is a similar row of small, weak scorpion legs. These legs are barely strong enough to carry the creature, and out of water it can only shuffle along at a snail's pace. Instead of a single tail, the foul beast's hindquarters split into two long tentacles, each ending in a flanged sucker.

Serpentfuries, known also as mushumahu, are fierce reptilian aberrations that prowl tainted waters looking for prey. They typically hunt alone, but small groups sometimes prowl the same waterways, occasionally cooperating to bring down large and powerful prey.

A serpentfury is about 12 feet long and weighs nearly 600 pounds.

The mushumahu, whose name means "furious snake," is a creature from Babylonian/Assyrian mythology. It is often regarded as a type of dragon and was said to be a protector of the gods, and even a steed for gods such as Marduk, Ashur, Ellil and Nabu. A depiction of the mushumahu can be seen on the famous Ishtar Gate, one of the eight entrances to the ancient city of Babylon.

Combat

Slow on land, serpentfuries are quick and deadly in the water, often using their powerful tentacles to hold foes tight as they descend beneath the waves. Serpentfuries prefer to attack from ambush, hiding beneath the water in much the same way crocodiles do, and waiting for prey to come to them.

Constrict (Ex): On a successful grapple check, a serpentfury deals 1d6+2 points of damage.

Improved Grab (Ex): To use this ability, a serpentfury must hit with its tail attack. It can then start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Skills: A serpentfury has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line. *A serpentfury gains a +4 racial bonus on Hide checks when in the water. Further, a serpentfury can lie in the water with only its eyes and nostrils showing, gaining a +10 cover bonus on Hide checks.

NAGA, EARTH - NECOCTENE - NEURONEA

N

NAGA, EARTH

[See Stats Block Next Page]

This loathsome serpent has a dark, scaled body banded in stripes of black and indigo, and a disturbingly human-like head.

Physically resembling other nagas, earth nagas are smaller and faster than others of their species. Their reptilian scales are always colored black and indigo, making them difficult to spot in the darkness.

Earth nagas are impulsive, violent creatures. They are irritated by conversation and become bored easily. This impatience is reflected in their bad temperament and their willingness to fight at a moment's notice, even against each other. They have little respect for anything and take great delight in mindless destruction.

Earth naga speak Common and Infernal.

Combat

Unlike other nagas, earth nagas love melee combat. Typically, they rush their opponents immediately, seeking to incapacitate strong opponents with their acidic bites as quickly



	EARTH NAGA	EARTH NAGA DOOM SERPENT, 10th Level Sorcerer
	Medium Aberration (Earth)	Large Aberration (Earth, Extraplanar)
Hit Dice:	4d8+12 (30 hp)	12d8+60 plus 10d4+50 (185 hp)
Initiative:	+3	+8
Speed:	40 ft. (8 squares), burrow 20 ft.	40 ft. (8 squares), burrow 20 ft.
Armor Class:	17 (+3 Dex, +4 natural), touch 13, flat-footed 14	19 (-1 size, +4 Dex, +6 natural), touch 13, flat-footed 15
Base Attack/Grapple:	+3/+6	+14/+27
Attack:	Bite +6 melee (1d6+4 plus 1d6 acid)	Bite +22 melee (2d6+13 plus 1d6 acid)
Full Attack:	Bite +6 melee (1d6+4 plus 1d6 acid)	Bite +22 melee (2d6+13 plus 1d6 acid)
Space/Reach:	5 ft./5 ft.	10 ft./5 ft.
Special Attacks:	Acidic bite, spit acid	Acidic bite, smite good, spit acid
Special Qualities:	Charm resistance, darkvision 60 ft., resistance to acid 10	Charm resistance, damage reduction 10/magic, darkvision 60 ft., resistance to acid 10, cold 10, and fire 10, spell resistance 25
Saves:	Fort +4, Ref +6, Will +5	Fort +12, Ref +13, Will +17
Abilities:	Str 17, Dex 16, Con 16, Int 11, Wis 13, Cha 18	Str 28, Dex 18, Con 20, Int 16, Wis 10, Cha 22
Skills:	Bluff +9, Diplomacy +6, Disguise +4 (+6 acting), Intimidate +9, Listen +5, Sense Motive +3, Spot +5	Bluff +21, Concentration +15, Diplomacy +10, Disguise +6 (+8 acting), Intimidate +23, Knowledge (arcana) +13, Listen +17, Sense Motive +15, Spellcraft +15, Spot +17
Feats:	Alertness, Lightning Reflexes	Alertness, Combat Casting, Empower Spell, Eschew Materials, Improved Initiative, Improved Natural Attack (bite), Iron Will, Lightning Reflexes
Environment:	Underground	Underground
Organization:	Solitary, pair, or nest (2-5)	Solitary
Challenge Rating:	3	12
Treasure:	Standard	Standard
Alignment:	Usually neutral evil	Always neutral evil
Advancement:	5-6 HD (Medium); 7-12 HD (Large)	–
Level Adjustment:	–	–

as possible. However, when in trouble, they may try to bluff their way out of danger by pretending that they have magical abilities, hoping that their opponents may believe them to be a dark naga or guardian naga. Earth nagas also work well with one another in group combat, and try to separate and isolate multiple opponents wherever possible.

Acidic Bite (Ex): The fangs of an earth naga drip with a highly potent acid, dealing an additional 1d6 points of acid damage with a successful bite attack

Charm Resistance (Ex): Earth nagas have a +2 racial bonus on saving throws against all charm effects (not included in the statistics block).

Spit (Ex): An earth naga can spit acid as a ranged attack three times per day up to 30 feet. Creatures struck by this acidic spittle take 1d6 points of acid damage.

Earth Naga Doom Serpent

Tainted with the kiss of the lower planes, the doom serpent is an earth naga that has grown prodigiously in both size and wickedness. Many doom serpents are powerful sorcerers and use their spells to enhance their abilities in combat or to simply smite their enemies. Doom serpents are solitary, misanthropic creatures, unable to abide the company of even their own kind.

The doom serpent presented here adjusts the base creature's statistics by advancing its Hit Dice, adding 10 levels of sorcerer, and adding the fiendish template. It had the following ability scores before racial adjustments, size adjustments, and Hit Dice ability score increases: Str 14, Dex 13, Con 10, Int 15, Wis 8, Cha 12.

Combat

If given time, an earth naga doom serpent prepares for combat by casting *cat's grace*, *haste*, *mage armor*, and *shield*. It then attempts to smite foes from a distance with *fireball*, *magic missile*, and *scorching ray*. It targets spellcasters with *feblemind*, and powerful melee types with *charm monster*. A doom serpent, while certainly not defenseless in melee, avoids close combat if it can.

Smite Good (Su): Once per day, an earth naga doom serpent can make a normal melee attack to deal 20 points of extra damage a good foe.

Typical Sorcerer Spells Known (6/8/8/7/6/4; save DC 16 + spell level): 0 - *daze*, *detect magic*, *light*, *mage hand*, *message*, *open/close*, *ray of frost*, *read magic*, *resistance*; 1st - *charm person*, *expeditious retreat*, *magic missile*, *ray of enfeeblement*, *shield*; 2nd - *cat's grace*, *invisibility*, *mirror image*, *scorching ray*; 3rd - *displacement*, *haste*, *fireball*; 4th - *charm monster*, *stoneskin*; 5th - *feblemind*

NECOCTENE

Necoctene

Huge Magical Beast

Hit Dice: 7d8+7 (38 hp)

Initiative: +7

Speed: 30 ft. (6 squares), climb 30 ft.

AC: 17 (-2 size, +3 Dex, +6 natural), touch 11, flat-footed 14

Base Attack/Grapple: +7/+18

Attack: Bite +14 melee (2d6+7 plus poison)

Full Attack: 2 bites +14 melee (2d6+7 plus poison)

Space/Reach: 15 ft./10 ft.

Special Attacks: Constrict 2d6+7, improved grab, poison

Special Qualities: Darkvision 60 ft., deaf, scent

Saves: Fort +6, Ref +8, Will +3

Abilities: Str 24, Dex 16, Con 12, Int 3, Wis 12, Cha 6

Skills: Balance +13, Climb +17, Hide +1, Spot +10

Feats: Alertness, Improved Initiative, Weapon Focus (bite)

Environment: Warm forest or underground

Organization: Solitary or pair

Challenge Rating: 5

Treasure: None

Alignment: Always neutral

Advancement: 8–14 HD (Huge); 15–21 HD (Gargantuan)

Level Adjustment: –

Thought to be the result of a mad wizard's experiments, this gigantic two-headed snake resembles a cross between a king cobra and a giant python. Lurking in the darkest shadows of the jungle or lightless caverns beneath the earth, this horrid creature is a predator to be feared.

The necoctene is an immense, two-headed poisonous snake that slithers through jungles trees and dank caves in search of prey. Both heads sprout from the neck where one head would be in a normal snake. These creatures normally have indigo scales with dark green markings, making them difficult to spot amidst the vines and trees of the jungle. Both heads possess the flared hoods of a cobra.

A typical necoctene is 25 feet long.

Combat

Necoctene are normally predators of opportunity and attack solitary creatures. The necoctene usually hides near dark pathways surrounded by trees or vines. Using its natural coloration to blend in with its environment, the necoctene lies in wait, striking at any creature that may pass by. Once the two-headed monstrosity has sunk its venomous fangs into its victim, it then wraps around the weakened creature and crushes it with its powerful coils.

Constrict (Ex): On a successful grapple check, a necoctene deals 2d6+7 points of damage.

Improved Grab (Ex): To use this ability, the necoctene must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If the necoctene wins the grapple check, it establishes a hold and can constrict.

Poison (Ex): Bite, Fortitude DC 14, initial damage 1d6 Con, secondary damage 2d6 Con. The save DC is Constitution-based.

Deaf (Ex): Necoctene are deaf and automatically fail all Listen checks. They are also immune to spells and effects that rely on sound.

Skills: Necoctene have a +4 racial bonus on Hide and Spot checks and a +8 racial bonus on Balance and Climb checks. A necoctene can always choose to take 10 on a Climb check, even if rushed or threatened.



NEURONEA

Neuronea

Large Magical Beast

Hit Dice: 7d10+14 (52 hp)

Initiative: +7

Speed: 40 ft. (8 squares), climb 20 ft.

Armor Class: 16 (-1 size, +3 Dex, +4 natural), touch 12, flat-footed 13

Base Attack/Grapple: +7/+15

Attack: Bite +10 melee (1d8+6 plus poison)

Full Attack: Bite +10 melee (1d8+6 plus poison)

Space/Reach: 10 ft./5 ft.

Special Attacks: Poison, spell-like abilities

Special Qualities: Darkvision 60 ft., sleepless, tremorsense 60 ft.

Saves: Fort +7, Ref +8, Will +4

Abilities: Str 19, Dex 17, Con 15, Int 11, Wis 14, Cha 14

Skills: Climb +12, Hide +10, Listen +9, Move Silently +10, Spot +9

Feats: Alertness, Improved Initiative, Stealthy

Environment: Underground

Organization: Solitary

Challenge Rating: 6

Treasure: Standard

Alignment: Usually neutral evil

Advancement: 8–14 HD (Large); 15–21HD (Huge)

Level Adjustment: –

This spider-like creature is a bit smaller than a horse. Its carapace has a silvery gleam to it, and its eight eyes are hazy blue.

Neuronea (singular and plural) are distantly related to monstrous spiders. A common theory suggests that a colony of monstrous jungle spiders migrated underground. Longtime exposure to strong magical energies deep below the surface irreversibly changed their nature, and the resulting creature was a completely distinct species with noteworthy intelligence and numerous magical abilities.

Solitary creatures, Neuronea live on bats, large vermin and the occasional underground humanoid. The neuronea's unusual poison and spell-like abilities make it singularly adept at disabling prey. After its victims succumb to sleep (caused either by poison or a spell-like ability), the neuronea will carry its incapacitated prey away to its lair to have a feast.

Although they do not normally associate with anyone, neuronea can sometimes be found in the company of night hags, who use their sedative abilities to haunt people's dreams.

A typical neuronea's body is about 9 feet long. It weighs about 750 pounds.

A neuronea cannot speak but understands Undercommon.

Combat

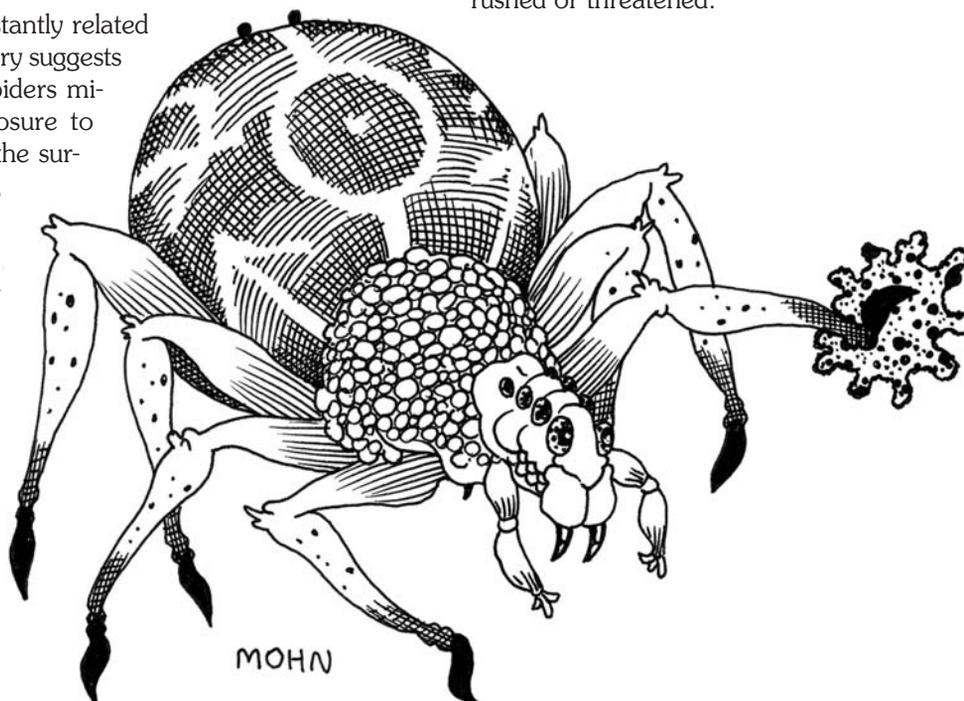
The number of its opponents defines a neuronea's combat tactics. It generally strikes from hiding, using *sleep* or *deep slumber*; depending on how many opponents it sees. Then the neuronea descends and enters melee with its bite attack. Note that this creature has no special means to determine the Hit Dice of its enemies, so it prefers to use *deep slumber* when fighting humanoids, just in case.

Poison (Ex): Injury, Fortitude DC 15, initial damage *sleep* for 1 minute, secondary damage 1d8 Wisdom and *sleep* for 1d3 hours. The save DC is Constitution-based. Since this poison is not a magical effect, elves and other creatures normally immune to *sleep* are susceptible to it.

Spell-Like Abilities: 3/day – *sleep* (DC 13); 1/day – *deep slumber* (DC 15). Caster level 7th. The save DCs are Charisma-based.

Sleepless (Su): The neuronea doesn't sleep and/or dream. It is immune to *deep slumber*, *nightmare*, and other spells or effects related to sleeping or dreaming.

Skills: Neuronea gain a +4 racial bonus on all Hide checks. They have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks even if rushed or threatened.



OCTOPHIS - OOZE, AZURE - OOZE, BONE JELLY - OOZE, CRIMSON

O

OCTOPHIS

Octophis

Large Aberration (Aquatic)

Hit Dice: 10d8+20 (65 hp)

Initiative: +3

Speed: 10 ft. (2 squares), swim 40 ft.

Armor Class: 19 (-1 size, +3 Dex, +7 natural), touch 12, flat-footed 16

Base Attack/Grapple: +7/+15

Attack: Tentacle +11 melee (1d6+4 plus poison)

Full Attack: 8 tentacles +11 melee (1d6+4 plus poison) and bite +5 melee (1d8+2)

Space/Reach: 10 ft./10 ft. (15 ft. with tentacle)

Special Attacks: Poison

Special Qualities: Amphibious, darkvision 60 ft.

Saves: Fort +5, Ref +6, Will +10

Abilities: Str 18, Dex 17, Con 14, Int 10, Wis 16, Cha 10

Skills: Hide +12*, Listen +13, Spot +13, Swim +14

Feats: Alertness, Combat Reflexes, Skill Focus (Hide), Weapon Focus (tentacle)

Environment: Underground

Organization: Solitary

Challenge Rating: 8

Treasure: Standard

Alignment: Usually neutral evil

Advancement: 11-15 HD (Large); 16-30 HD (Huge)

Level Adjustment: -

An oversized octopod head rises from the water followed by eight waving appendages that disturbingly resemble writhing, hissing, fanged vipers.

Octophises inhabit bleak subterranean lakes, ever hungry for food and treasure. They were created by aboleth mages in macabre crossbreeding experiments involving giant octopi, skum, and vipers of monstrous sizes. The result turned out to be somewhat less than expected, but octophises are still powerful enough to terrorize subterranean waterways.

These aberrations make their lairs in underground reservoirs, where potential prey comes to drink. Octophises are particularly fond of humanoids, as they usually carry a lot of

highly prized shiny objects. The underground horrors usually keep their treasure underwater, but may display it on a rocky island to lure particularly gullible adventurers.

An octophis' body is 9 feet long, with tentacles extending to 15 feet. It weighs 600 pounds.

Octophises speak Aquan and Undercommon, but seldom bother to communicate.

Combat

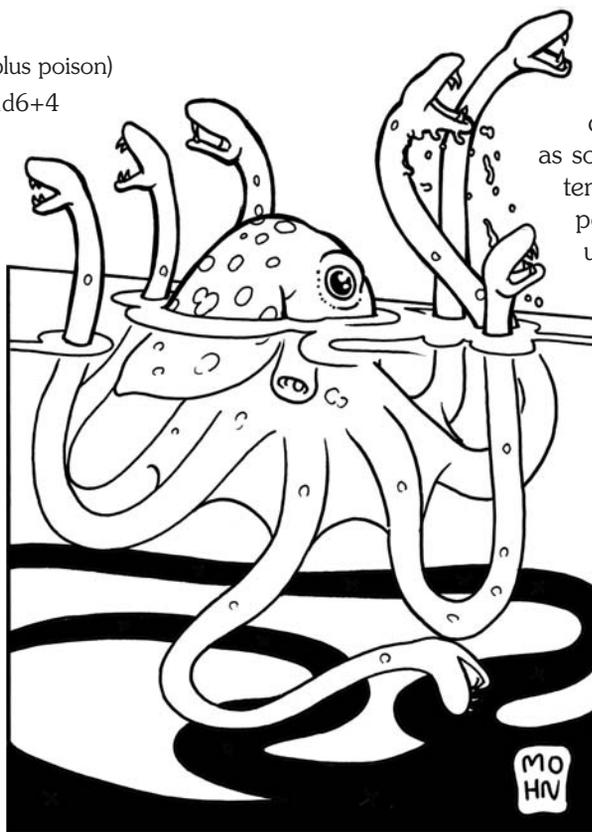
After an octophis notices a potential victim, it conceals itself deep underwater, and then surfaces to attack as soon as a target is within range of its tentacles. It concentrates on a single opponent with its powerful array of natural attacks. Although the poison produced by octophis' snake-tentacles is relatively mild, the sheer number of attacks can overwhelm even the toughest opponent.

An opponent can attack an octophis' tentacles with a sunder attempt as if they were weapons. An octophis' tentacles have 10 hit points each. If an octophis is currently grappling a target with the tentacle that is being attacked, it usually uses another limb to make its attack of opportunity against the opponent making the sunder attempt. Severing one of an octophis' tentacles deals 5 points of damage to the creature. An octophis usually withdraws from

combat if it loses four tentacles. The creature can regenerate severed limbs in 1d10+10 days.

Poison (Ex): Injury, Fortitude DC 17, initial damage 1d3 Constitution, secondary damage none. The save DC is Constitution-based.

Skills: An octophis can change colors, granting it a +4 racial bonus on Hide checks. *It gains a +10 circumstance on Hide checks when completely submerged. An octophis has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.



OOZE, AZURE

Azure Ooze

Large Ooze (Aquatic)

Hit Dice: 5d10+30 (58 hp)

Initiative: -5

Speed: 40 ft. (8 squares), swim 40 ft.

Armor Class: 4 (-5 Dex, -1 size), touch 4, flat-footed 4

Base Attack/Grapple: +3/+10

Attack: Slam +5 melee (1d8+4 plus 1d4 acid)

Full Attack: Slam +5 melee (1d8+4 plus 1d4 acid)

Space/Reach: 10 ft./5 ft.

Special Attacks: Acid, constrict 1d8+3, improved grab, paralysis

Special Qualities: Amphibious, blindsight 60 ft., immunity to cold and fire, ooze traits

Saves: Fort +7, Ref -4, Will -4

Abilities: Str 16, Dex 1, Con 23, Int -, Wis 1, Cha 1

Skills: Swim +11

Feats: -

Environment: Any aquatic, marshes, or underground

Organization: Solitary

Challenge Rating: 5

Treasure: None

Alignment: Always neutral

Advancement: 6-10 HD (Large); 11-15 HD (Huge)

Level Adjustment: -

This ooze resembles a giant blob of bright blue slime with a diameter of about twenty feet.

An azure ooze can be found meandering through wetlands and other areas that go near large bodies of water. It feeds on anything that crosses its path, and is not hesitant to feed upon living creatures much larger than itself. Despite their amorphous nature, azure oozes are surprisingly quick, and are equally adept at moving through water as well as land. It can compress its body to fit through fissures and other small areas as small as one inch wide.

A typical azure ooze is about 20 ft. across and weighs 3,600 pounds.

Combat

An azure ooze attacks by striking at opponents with long, gooey pseudopods. If it successfully strikes an opponent, it then attempts to grab that foe and paralyze it. An azure ooze never releases its hold on a victim unless the ooze is killed or until the ooze is finished feeding on its prey.

Acid (Ex): An azure ooze secretes a digestive acid that dissolves only flesh. Any melee hit or constrict attack deals acid damage.



Constrict (Ex): An azure ooze deals automatic slam and acid damage with a successful grapple check.

Improved Grab (Ex): To use this ability, an azure ooze must first hit an opponent with its slam attack. It can then start to attempt a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Paralysis (Ex): An azure ooze secretes a paralyzing fluid that renders its victims completely helpless with prolonged exposure. Any creature constricted by the azure ooze must succeed on a DC 18 Fortitude save each round on the ooze's turn or be paralyzed for 6 rounds. The save is Constitution-based.

Skills: An azure ooze has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.



OOZE, BONE JELLY

Bone Jelly

Medium Ooze

Hit Dice: 2d10+8 (19 hp)

Initiative: -5

Speed: 10 ft. (2 squares), climb 10 ft.

AC: 5 (-5 Dex), touch 5, flat-footed 5

Attack: Slam +2 melee (1d4+1 plus 1d4 bone shards)

Full Attack: Slam +2 melee (1d4+1 plus 1d4 bone shards)

Special Attacks: Bone shards, constrict 1d4+1 plus bone shards, improved grab, marrow drain

Special Qualities: Blindsight 60 ft., camouflage, cold and fire immunity, ooze traits

Saves: Fort +4, Ref -5, Will -5

Abilities: Str 12, Dex 1, Con 19, Int -, Wis 1, Cha 1

Skills: Climb +9

Feats: -

Environment: Any underground

Organization: Solitary

Challenge Rating: 2

Treasure: None

Alignment: Always Neutral

Advancement: 3-4 HD (Medium), 5-6 HD (Large)

Level Adjustment: -

A jumbled collection of moldering bones lies on the ground before you. As you move closer to inspect the osseous remains they suddenly rear up like a striking serpent. You then realize that the bones are floating in a nearly translucent, ambulatory ooze.

A bone jelly is an amorphous creature that seemingly exists only to feed. Bone jellies typically inhabit underground areas, scouring ruins, tombs, and caverns in search of prey. They are especially fond of bone marrow, and as a result skeletons instinctively cringe away from bone jellies.

This creature resembles a giant, translucent amoeba with jagged bones, and even entire skeletons, jutting from its slimy mass. When the bone jelly is at rest, it's almost impossible to detect against any backdrop. The only hint of its presence will be the bones, which will appear as nothing more conspicuous than skeletal remains

scattered upon the ground. Typically, the larger the jelly, the greater the collection of victims' bones the creature has amassed within its form. Upon striking, the bone jelly rears up into a roiling mass of protoplasm, a truly horrid sight to behold.

Bone jellies can grow to a length of up to 8 feet and a thickness of about six inches. A typical specimen weighs 700 pounds.

Combat

Bone jellies lie in wait for prey to come to them. When a creature approaches, the bone jelly attempts to envelop and squeeze the victim, allowing it to digest its bones at leisure. If the prey fails to fall victim to the ambush, the jelly will strike out like a snake, slamming opponents with its body and attempting to grapple and constrict.

Bone Shards (Ex): Because of the bone shards contained within the jelly's form, creatures subjected to its slam attack suffer an additional 1d4 points of piercing damage from the jagged splinters.

Constrict (Ex): A bone jelly deals automatic slam and bone shard damage with a successful grapple check.

Improved Grab (Ex): To use this ability, the bone jelly must hit with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Marrow Drain (Ex): Grappled foes suffer 1 point of Strength drain each round as the bone jelly sucks the marrow from their bones. A successful DC 15 Fortitude save negates the Strength drain. Targets lacking skeletal structures are immune to this form of attack. A creature that is reduced to 0 Strength is dead and is absorbed into the jelly to have its organic tissue slowly dissolved and digested. Eventually, only bones remain. The save DC is Constitution-based.

Camouflage (Ex): It takes a successful Spot check (DC 15) to recognize a motionless bone jelly for what it really is.

Skills: A bone jelly has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.



OOZE, CRIMSON

[See Stats Block Below]

This creature resembles a pool of thick, undulating blood.

A crimson ooze appears as a wide puddle of thick, reddish-brown fluid, reminiscent of dried blood. These oozes hibernate for periods when no food can be found, but when awake they relentlessly seek sources of blood. They can consume enormous amounts of blood at one sitting.

A crimson ooze can grow to a diameter of up to 10 feet and a thickness of about 6 inches. This ooze is normally a reddish-brown color but turns a vivid crimson after feeding. A typical specimen weighs about 600 pounds, but on rare occasions much, much larger specimens have been observed.

Combat

A crimson ooze strikes like a serpent, attempting to make contact with a pseudopod to drain blood.

Blood Drain (Ex): A crimson ooze pseudopod drains blood on contact. Any slam or constrict attack deals blood drain damage. A crimson ooze is sated when it has dealt blood drain damage equal to its own hit points.

Color Swirl (Ex): When hunting, a crimson ooze may change its surface color, covering its surface with rapid swirls of bright red, deep scarlet, dull pink, and crimson. Any sentient being within 60 feet viewing this swirl of colors must make a Will save (DC 11) or immediately become confused (as per the *confusion* spell, caster level 8th). A creature that successfully saves is immune to that crimson ooze's color swirl for 24 hours. The save DC is Charisma-based and includes a +5 racial bonus.

Constrict (Ex): A crimson ooze deals automatic slam and blood drain damage with a successful grapple check.

Improved Grab (Ex): To use this ability, a crimson ooze must hit with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Split (Ex): Electricity attacks deal no damage to a crimson ooze. Instead the creature splits into two identical blobs, each with half of the original's current hit points (round down). An ooze with 10 hit points or less cannot be further split and dies if reduced to 0 hit points.

Skills: A crimson ooze has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.

	CRIMSON OOZE Medium Ooze	ELDER CRIMSON OOZE Huge Ooze
Hit Dice:	3d10+18 (34 hp)	12d10+120 (186 hp)
Initiative:	-5	-5
Speed:	20 ft. (4 squares), climb 10 ft.	20 ft. (4 squares), climb 10 ft.
Armor Class:	5 (-5 Dex), touch 5, flat-footed 5	3 (-2 size, -5 Dex), touch 3, flat-footed 3
Base Attack/Grapple:	+2/+3	+9/+27
Attack:	Slam +3 melee (1d6+1 plus 1d4 blood drain)	Slam +17 melee (2d6+15 plus 1d8 blood drain)
Full Attack:	Slam +3 melee (1d6+1 plus 1d4 blood drain)	Slam +17 melee (2d6+15 plus 1d8 blood drain)
Space/Reach:	5 ft./5 ft.	15 ft./10 ft.
Special Attacks:	Blood drain, color swirl, constrict 1d6+1 plus 1d4 blood drain, improved grab	Blood drain, color swirl, constrict 2d6+15 plus 1d8 blood drain, improved grab
Special Qualities:	Blindsight 60 ft., immunity to cold and electricity, ooze traits, split	Blindsight 60 ft., immunity to cold and electricity, ooze traits, split
Saves:	Fort +7, Ref -4, Will -4	Fort +14, Ref -1, Will -1
Abilities:	Str 13, Dex 1, Con 22, Int -, Wis 1, Cha 1	Str 31, Dex 1, Con 30, Int -, Wis 1, Cha 1
Skills:	Climb +9	Climb +18
Feats:	-	-
Environment:	Temperate land and underground	Temperate land and underground
Organization:	Solitary or cluster (2-3)	Solitary
Challenge Rating:	4	8
Treasure:	None	None
Alignment:	Always neutral	Always neutral
Advancement:	5-6 HD (Medium); 7-9 HD (Large); 10-12 HD (Huge)	-
Level Adjustment:	-	-

Elder Crimson Ooze

Crimson oozes can grow to mammoth proportions. The elder crimson ooze presented here represents the pinnacle of crimson ooze growth. It is a massive and relentless predator, scouring its environment for blood, which it consumes in unthinkable quantities. Because of the staggering amount of blood it requires, elder crimson oozes hibernate for much longer than their smaller kin, sometimes years at a time.

The elder crimson ooze presented here adjusts the base creature's statistics by advancing its Hit Dice and adding ability score increases based on Hit Dice.

Combat

When active, an elder crimson ooze ranges far and wide in search of blood. It attacks any living creature it encounters, even other crimson oozes.

Blood Drain (Ex): An elder crimson ooze drains 1d8 points of blood with a slam or constrict attack.

Color Swirl (Ex): The Will save to resist an elder crimson ooze's color swirl is DC 16.

PEDILAP - POSSESSED OBJECT

P

PEDILAP

Pedilap

Large Animal

Hit Dice: 4d8+8 (26 hp)

Initiative: +6

Speed: 40 ft. (8 squares)

AC: 14 (+2 Dex, +3 natural, -1 size), touch 11, flat-footed 12

Base Attack/Grapple: +3/+11

Attack: Bite +6 melee (1d6+6)

Full Attack: Bite +6 melee (1d6+6)

Space/Reach: 10 ft./5 ft.

Special Qualities: Darkvision 60 ft., wall crawling

Saves: Fort +6, Ref +6, Will +1

Abilities: Str 18, Dex 14, Con 15, Int 2, Wis 10, Cha 7

Skills: Balance +12, Hide +6, Listen +3, Spot +3

Feats: Alertness, Improved Initiative

Environment: Underground

Organization: Solitary or herd (3-12)

Challenge Rating: 2

Treasure: None

Alignment: Always neutral

Advancement: 5-8 HD (Large)

Level Adjustment: -

This large lizard has long, multi-jointed legs ending in five-toed feet, each tipped with a wide sucker cup.

A lizard roughly the size of a horse, the pedilap has long, jointed legs with thin fingers that end in wide, round suction cups. Capable of climbing up walls and navigating even the most treacherous passes, pedilaps are used by a variety of underdark races as mounts and beasts of burden. When threatened by wild monsters or bandits, a trav-

eler can merely guide his pedilap to scramble up the nearest cavern wall to safety. In the wilds, pedilaps live off insects, moss, and mushrooms. They congregate in small herds that spend much of their time at or near cavern ceilings. Pedilaps can use their suction cups to remain attached to a wall even while sleeping. With their climbing ability, they can remain beyond the reach of most predators and feast upon moss that other creatures cannot reach.

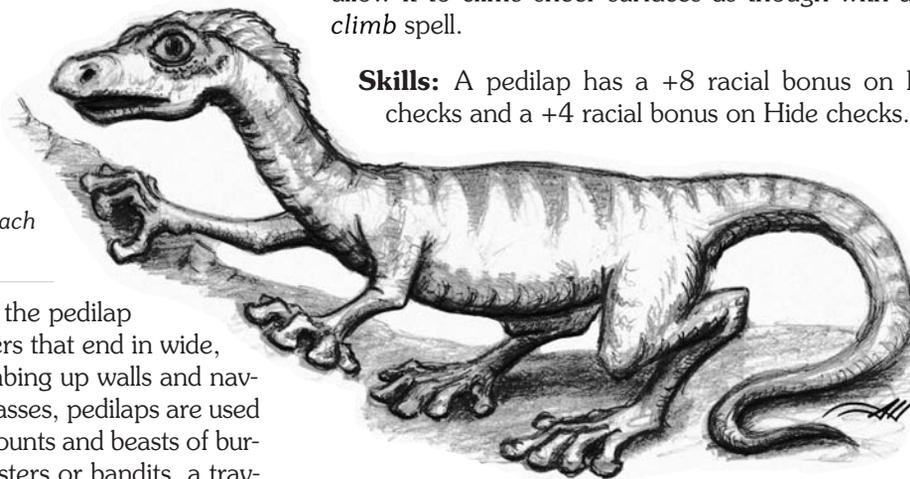
A typical pedilap is 10 feet long and weighs 800 pounds.

Combat

Pedilaps prefer to avoid combat. If attacked, their first impulse is to run for the nearest sheer surface, climb up it, and flee the threat. The pedilap's natural timidity makes them poorly suited for use in combat. While they can be trained as pack animals and mounts, they are rarely used in battle. Their climbing ability would make them ideal for raiding settlements in large underdark caverns, but thus far no race has learned to overcome the pedilap's cowardice.

Wall Crawling (Ex): A pedilap's suction-cupped claws allow it to climb sheer surfaces as though with a *spider climb* spell.

Skills: A pedilap has a +8 racial bonus on Balance checks and a +4 racial bonus on Hide checks.



POSSESSED OBJECT

Possessed objects are mundane items given unnatural locomotion through the controlling presence of ghostly remnants. Largely indistinguishable from mundane items, possessed objects most commonly arise when beings die in particularly traumatic manners, yet do not possess the force of will to manifest as ghosts. Usually these items were closely related to or meaningful in the lives of the presences that animate them (like a warrior's weapon or a cleric's robes), although proximity to or involvement in a creature's death seems just as likely causes for possession. In such cases, weapons, statues, large pieces of furniture, and even constructs prove attractive choices for possession.

While possessed objects retain vague impressions of the personalities that infuse them, the trauma of death leaves those spirits with little direction or rational intellect. While not necessarily evil, possessed objects are largely unable to communicate – beyond what noises their forms can produce – and have restrictive forms; thus even the most inoffensive spirit's actions might be mistakenly perceived as attacks. Despite the potential for inoffensive acts, most possessed objects seek out the causes of their deaths, although their transition into undeath regularly leaves them confused and with only the most disjointed memories. As such, they regularly sate their vengeful thirsts on any creatures that come near. However, evidence also abounds of more selective possessed objects, such as those that only attack men, dwarves, or anyone exhibiting any of countless other particulars.

Possessed objects most commonly appear in civilized areas where some murder or accident took place, and many minor hauntings and urban legends arise due to random attacks from these lesser ghosts. Evidence also suggests mass tragedies generating a single possessed object animated by numerous souls. For example, a lone carriage might roll through the burnt-out husk of an orphanage, possessed by the souls of dozens of orphans, forever seeking a mother. While mass deaths might create a possessed object of gigantic size, this is no more likely than a single soul infusing a large object.

Although largely like normal animated objects, possessed objects can be controlled, rebuked, and turned by clerics, and are affected by spells that target undead creatures.

Creating A Possessed Object

“Possessed object” is an acquired template that can be added to any construct without an Intelligence score (referred to hereafter as the base creature).

A possessed object uses all the base creature's statistics and special abilities except as noted here.

Size and Type: The creature's type changes to undead (augmented construct). Do not recalculate the creature's base attack bonus or saves. Size is unchanged.

Hit Dice: All current and future Hit Dice become d12s. Possessed objects retain any bonus hit points of the base creature.

Speed: Possessed objects have a fly speed equal to the base creature's base land speed, with perfect maneuverability.

Special Attacks: A possessed object retains all of the special attacks of the base creature. The possessed object also gains one or more of the following special abilities, depending on its form. The save DC against a special attack is equal to 10 + 1/2 the possessed object's HD + the possessed object's Charisma modifier unless otherwise noted.

Confusing Vision (Su): A possessed object with the blind extraordinary ability (which many animated objects possess) can cause disturbing ghostly visions to swim out of the darkness it induces. If the possessed object maintains its grapple on a blinded target, the target must make a Will save or be affected as per the spell *confusion*. This confusion lasts for as long as the possessed object maintains its grapple plus 1d4 rounds after it is removed.

Disturbing Images (Su): A possessed object has full control over its shape and can cause it to warp, produce features, or manifest all manner of disturbing images. When it uses this ability, creatures within 15 feet of the possessed object must make a Will save or be shaken for 1d4 rounds.

Shatter (Su): A possessed object with a hardness of 1 or more can destroy itself, explosively shattering into thousands of sharp pieces. All creatures within 10 feet of the exploding object must make a Reflex save or take damage from the shards. The size of the possessed object determines the damage it deals upon shattering. The DC for this ability is Strength based.

Size	Shatter Damage	Size	Shatter Damage
Tiny	1d3	Huge	2d6
Small	1d4	Gargantuan	2d8
Medium	1d6	Colossal	4d6
Large	1d8		

Special Qualities: A possessed object retains all of the special qualities of the base creature plus darkvision out to 60 ft. The possessed object also gains the following special abilities.

Ghostly Message (Su): As a free action a possessed object can speak in a chorus of hushed whispers to any specific creatures it has line of sight to. This ability functions as per the spell *message*, with a caster level equal to the possessed object's Hit Dice.

Abilities: Possessed objects gain an Intelligence, Wisdom, and Charisma score of 6.

Skills: A possessed object gains skill points as an undead and has skill points equal to $(4 + \text{Int modifier}) \times (\text{HD} + 3)$. A possessed object gains Hide, Listen, Move Silently, and Spot as class skills. Treat all other skills as cross class.

Feats: A possessed object gains feats equal to $1 + (1 \text{ per } 3 \text{ HD})$.

Challenge Rating: Same as the base creature +1.

Alignment: Usually chaotic neutral.

Level Adjustment: –

Sample Possessed Object

This example uses a Medium animated object (a straitjacket) as the base creature.

Possessed Straitjacket

Small Undead (Augmented Construct)

Hit Dice: 1d12+10 (16 hp)

Initiative: +5

Speed: 30 ft. (6 squares),
fly 30 ft. (perfect)

Armor Class: 14 (+1 size,
+1 Dex, +2 natural),
touch 12, flat-footed 13

Base Attack/Grapple: +0/-4

Attack: Slam +1 melee (1d4)

Full Attack: Slam +1 melee
(1d4)

Space/Reach: 5 ft./5 ft.

Special Attacks: Blind,
confusing vision, constrict
1d4, disturbing images

Special Qualities: Dark-
vision 60 ft., ghostly
message, low-light vision,
undead traits

Saves: Fort +0, Ref +1, Will -2

Abilities: Str 10, Dex 12,
Con –, Int 6, Wis 6, Cha 6

Skills: Hide +7, Listen +0,
Move Silently +3, Spot +0

Feats: Improved Initiative

Environment: Any

Organization: Solitary, gang
(2-4), or swarm (6-11).

Challenge Rating: 2

Treasure: None

Alignment: Usually
chaotic neutral

Advancement: –

Level Adjustment: –

A tattered, bloodstained straitjacket flails through the air, rusted buckles and frayed restraints whipping behind it.

Possessed straitjackets are common in abandoned asylums or other areas where the mentally ill are kept.

Combat

Retaining some rudimentary cunning, possessed straitjackets rarely make their presences known before they attack. When they do reveal themselves, it's usually by lunging from hooks, rafters, or piles of rags in an attempt to grapple, blind, and constrict opponents.

Blind (Ex): A possessed straitjacket can grapple an opponent up to three sizes larger than itself. The possessed straitjacket makes a normal grapple check. If it wins, it wraps itself around the opponent's head, causing that creature to be blinded until removed.

Confusing Vision (Su): If the possessed straitjacket maintains its grapple on a blinded target, the target must make a DC 8 Will save or be affected as per the spell *confusion*. This confusion lasts for as long as the possessed object maintains its grapple plus 1d4 rounds after it is removed.

Constrict (Ex): A possessed straitjacket deals 1d4 points of damage with a successful grapple check against a creature up to Medium size.

Disturbing Images (Su): A possessed straitjacket has full control over its shape and can cause it to warp, produce features, or manifest all manner of disturbing images. When it uses this ability, creatures within 15 feet of the possessed object must make a DC 8 Will save or be shaken for 1d4 rounds.

Ghostly Message (Su): As a free action a possessed jacket can speak in a chorus of hushed whispers to any specific creatures it has line of sight to. This ability functions as per the spell *message* cast by a 1st level caster.



R

RAKSHASA - RAKSHASA, ASURA - RAKSHASA, GRAHA - RAKSHASA, PANI - RAKSHASA, PISACHA - RED EFFIGY - ROCK MAGGOT SWARM - ROOK - RUST SPIDER

RAKSHASA

A rakshasa is a demon or unclean spirit derived from Hindu mythology. They were shapechangers and magicians, and most were wicked humans in prior reincarnations. The standard rakshasa presented in the MM is the most common, but it is not the only type of creature to bear that name. In truth, there are five breeds of rakshasa, and all adhere to a strict caste system, with the mighty, god-like asura on top, and the lowly pisacha occupying the lowest caste level.

All kinds of rakshasas share several abilities: resistance to damage and spells, the ability to read thoughts, some degree of shapeshifting, and an animalistic cast to their features. Innate magical ability is also common to them. All types but the lowly pisacha can use spells or spell-like abilities, but the pisacha possesses venom that makes it a surprisingly dangerous foe.

Rakshasa, Asura

Large Outsider (Native)

Hit Dice: 15d8+150 (217 hp)

Initiative: +12

Speed: 50 ft. (10 squares)

Armor Class: 32 (-1 size, +8 Dex, +15 natural), touch 17, flat-footed 24

BAB/Grapple: +15/+25

Attack: Claw +20 melee (1d6+6)

Full Attack: 2 claws +20 melee (1d6+6) and bite +15 melee (1d8+3)

Space/Reach: 10 ft./10 ft.

Special Attacks: Detect thoughts, spell-like abilities, spells

Special Qualities:

Change shape, damage reduction 15/good and piercing, darkvision 120 ft., spell resistance 37

Saves: Fort +19, Ref +18, Will +19

Abilities: Str 22, Dex 27, Con 30, Int 25, Wis 28, Cha 30

Skills: Appraise +22, Bluff +36*, Concentration +25, Diplomacy +32, Disguise +36 (+38 acting)*, Hide +19, Intimidate +30, Knowledge (arcana) +22, Knowledge (history) +22, Knowledge (religion) +22, Listen +26, Move Silently +23, Perform (oratory) +25, Perform (string instruments) +25, Sense Motive +27, Spellcraft +24, Spot +26

Feats: Alertness, Combat Casting, Dodge, Improved Initiative, Negotiator, Still Spell

Environment: Warm marshes and underground

Organization: Solitary

Challenge Rating: 17

Treasure: Double coins, triple goods, double items

Alignment: Always lawful evil

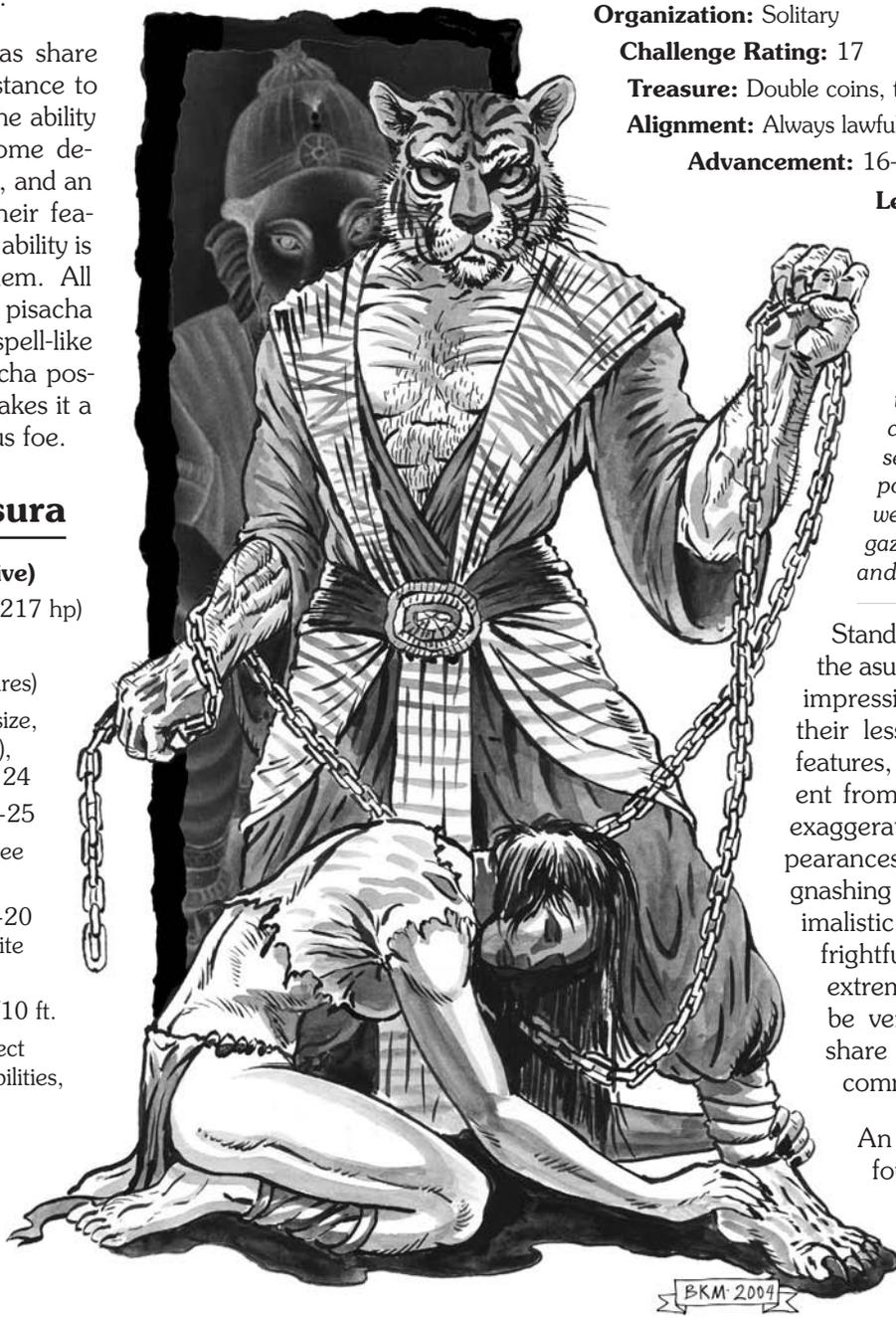
Advancement: 16-45 HD (Large)

Level Adjustment: -

This towering humanoid has the head of a savage beast, although its dress and mannerisms present an image of cultivation and civility. Its entire body seems to thrum with power, and the crushing weight of the creature's gaze carries ageless scorn and unthinkable evil.

Standing 10 feet tall or more, the asura is the most physically impressive rakshasa. Where their lesser kin have standard features, each asura looks different from all others. Most have exaggerated and monstrous appearances, with wild eyes and gnashing tusks framing sharp animalistic faces. Despite their frightful features, asuras are extremely intelligent and can be very charming. They all share the backward palms common to their race.

An asura is almost never found in its natural form, as these consummate schemers are usually involved in decades-long in-



BKM 2004

trigues among mortals. Asuras delight in manipulation, but they also have broader goals. Everything an asura does, from the grandest flourish that brings down a kingdom to the regular visit with a street corner fishmonger, is calculated to achieve something more.

All asuras share the same ultimate ambition. Fierce believers in reincarnation, each asura wishes to ascend to godhood itself. Many asura plots are designed to advance this ascension, both by controlling sources of mystical and temporal power and by eliminating possible rivals. For this reason, asuras never work together willingly. Each one would spend most of its time undercutting its rivals rather than pursuing its schemes.

Asuras speak Common, Infernal, Undercommon, and four other languages of the DM's choice. These languages are usually used to enhance an asura's secret identities.

Combat

Like the standard rakshasa, an asura dislikes melee combat. They are not strong fighters, considering their power level, and they will use their spells and abilities to make such confrontations unnecessary. An asura will almost certainly have a broad network of henchmen and servants who can take care of such matters for them.

An asura's natural weapons, as well as any weapons it wields, are treated as lawful-aligned and evil-aligned for the purpose of overcoming damage reduction. Unlike most other native outsiders, an asura's connection to the outer planes is strong enough that it manifests in the creature's attacks.

Detect Thoughts (Su): An asura can continuously use *detect thoughts* as the spell (caster level 27th; Will DC 22 negates). It can suppress or resume this ability as a free action. The save DC is Charisma-based.

Spells: An asura casts spells as a 15th-level sorcerer.

Typical Sorcerer Spells Known (6/9/9/8/8/8/8/5; save DC 20 + spell level): 0—*arcane mark, detect magic, light, mage hand, message, prestidigitation, read magic, resistance, touch of fatigue*; 1st—*mage armor, magic missile, protection from good, shield, silent image*; 2nd—*acid arrow, bear's endurance, eagle's splendor, invisibility, locate object*; 3rd—*fly, haste, lightning bolt, suggestion*; 4th—*bestow curse, crushing despair, greater invisibility, scrying*; 5th—*cone of cold, contact other plane, dominate person, persistent image*; 6th—*chain lightning, greater dispel magic, geas/quest*; 7th—*insanity, greater teleport*.

Spell-like Abilities: At will—*charm monster* (DC 24), *dispel magic, legend lore, locate creature, true seeing* (DC 26). Caster level 20th. The save DCs are Charisma-based.

Change Shape (Su): An asura can assume the form of any humanoid, monstrous humanoid, or giant between Small and Huge size, or revert to its own form, as a standard action. In many such forms, an asura loses its claw and bite attacks (although it often equips itself with weapons and armor instead). An asura remains in one form until it chooses to assume a new one. A change in form cannot be dispelled, but the asura reverts to its natural form when killed. A *true seeing* spell reveals its natural form.

Guarded Thoughts (Ex): Asuras are immune to any form of mind reading.

Skills: An asura has a +8 racial bonus to Bluff and Disguise checks. *When using *change shape*, an asura gains an additional +10 circumstance bonus on Disguise checks. If reading an opponent's mind, its circumstance bonus on Bluff and Disguise checks increases by a further +4.

Rakshasa, Graha

Medium Outsider (Native)

Hit Dice: 6d8+18 (45 hp)

Initiative: +1

Speed: 40 ft. (8 squares)

Armor Class: 20 (+1 Dex, +4 chain shirt, +5 natural), touch 11, flat-footed 19

Base Attack/Grapple: +6/+9

Attack: Masterwork halberd +11 melee (1d10+4/x3) or bite +9 melee (1d6+4) or masterwork composite shortbow [+3 Str] +8 ranged (1d6+3/x3)

Full Attack: Masterwork halberd +11/+6 melee (1d10+4/x3) and bite +4 melee (1d6+1) or masterwork composite shortbow [+3 Str] +8/+3 ranged (1d6+3/x3)

Space/Reach: 5 ft./5 ft.

Special Attacks: Detect thoughts, spell-like abilities

Special Qualities: Change shape, damage reduction 5/good and piercing, darkvision 60 ft., spell resistance 22

Saves: Fort +8, Ref +6, Will +6

Abilities: Str 17, Dex 12, Con 16, Int 10, Wis 12, Cha 14

Skills: Bluff +13*, Climb +10, Concentration +12, Diplomacy +4, Disguise +13 (+15 acting)*, Intimidate +13, Jump +14, Listen +10, Spot +10

Feats: Improved Sunder, Power Attack, Weapon Focus (halberd)

Environment: Warm plains and underground

Organization: Solitary, pair, or war band (3-6)

Challenge Rating: 7

Treasure: 50% coins; 50% goods; double items

Alignment: Always lawful evil

Advancement: 7-12 HD (Medium)

Level Adjustment: +5

This beast-headed humanoid is armed with a halberd and is clad in a shirt of steel links. Its skin is red, like freshly-spilled blood, and both its eyes and wild mane are the color of burnished steel.

The most warlike of all rakshasas, grahas even bear the coloration of their favorite pastime. With blood-red skin and metallic hair and eyes, they present a frightening sight even without their typically fierce armament. However, a graha is rarely found without its armor and weapons. These creatures live for battle and slaughter, following armies and hounding champions in hopes of increasing the carnage. They have a deserved reputation for spreading insanity among warriors, as well as being fiercely boastful.

Where other rakshasas manipulate mortals with promises of riches or pleasure, grahas prefer to use martial prowess as a lure. Their spell-like abilities allow them to enhance warriors, and a graha will often disguise itself and then offer to boost a mortal in combat. Once the mortal has amused the graha sufficiently, it will suddenly withdraw its magical assistance and leave the mortal to face its remaining enemies on its own.

Other grahas prefer to simply spread confusion and weakness around a battlefield, targeting one prominent fighter after another. A graha will even enter combat with mortals willingly, something most rakshasas disdain or fear. A graha is equipped to survive, even thrive, in melee combat, and they take pleasure in killing any foolish mortals who think they can trade blows with the firstborn.

Although they share their kindred's distrust of each other, at times a group of grahas will work together in a war band, allowing them to spread more misery across a battlefield. This is most likely to happen during a clash of armies or other large combat action. Particularly powerful standard rakshasas or even asuras may have a personal guard of grahas, although such a company of guards had best be watched closely for fear of ego-driven clashes.

Grahas speak Common.

Combat

A graha doesn't fear either melee or ranged combat, and it uses the best armament available. At the same time, a graha isn't a fool, and it will attempt to cripple its enemies with its spell-like abilities before closing. If it has the chance, it will use *touch of*

idiocy to reduce its enemy's judgment and willpower and *ray of exhaustion* to leave them too tired to fight.

The equipment listed in the statistics block above is typical for a graha, but alternate choices abound, particularly for a graha attempting to assume a specific disguise. Grahas enjoy collecting magic weapons and armor, and if it has such items it will certainly use them in combat.

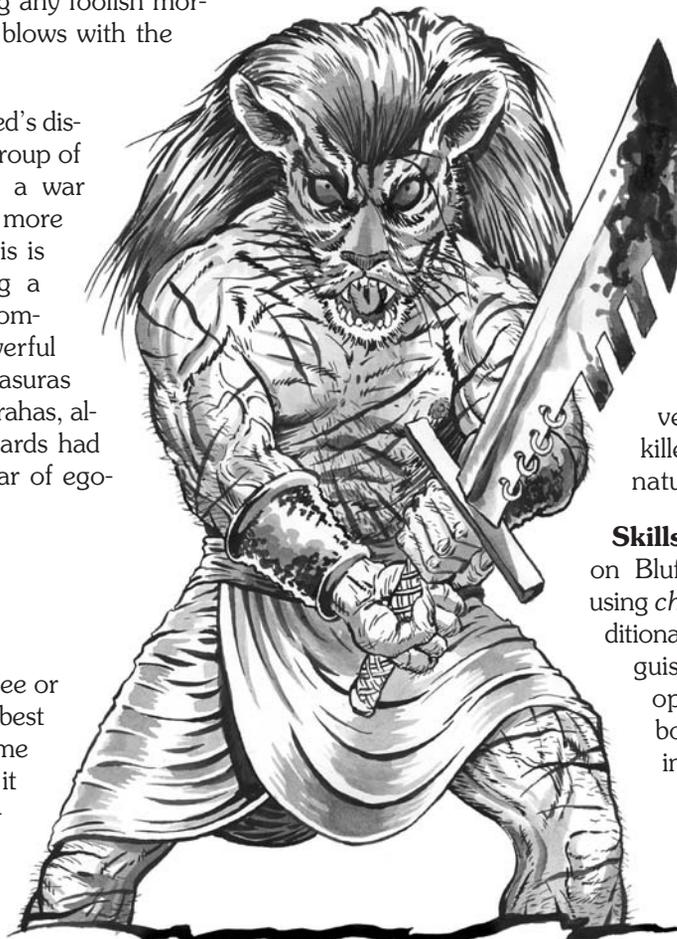
Detect Thoughts (Su): A graha can continuously use *detect thoughts* as the spell (caster level 15th; Will DC 14 negates). It can suppress or resume this ability as a free action. The save DC is Charisma-based.

Spell-like Abilities: At will – *magic weapon*, *ray of enfeeblement*, *true strike* (usable on others, with a range of touch); 3/day – *bull's strength*, *touch of idiocy* (DC 14); 1/day – *rage*, *ray of exhaustion* (DC 15), *slow* (DC 15). Caster level 5th. The save DCs are Charisma-based. Unlike the spells of the same name, the graha can cancel any of these effects at will as a free action, provided the recipient is within 100 feet. It may do this once per round.

Change Shape (Su): A graha can assume certain humanoid forms, or revert to its own form, as a standard action. In addition to the usual limits on this ability, a graha is restricted to the forms of mortals that it has personally killed. Among grahas, these alternate forms are considered trophies. When the creatures

gather, they will often take turns assuming the forms of their victims and describing their deaths in excruciating detail. In humanoid form, a graha loses its bite attack (although it almost always equips itself with weapons and armor instead). A graha remains in one form until it chooses to assume a new one. A change in form cannot be dispelled, but the graha reverts to its natural form when killed. A *true seeing* spell reveals its natural form

Skills: A graha has a +2 racial bonus on Bluff and Disguise checks. *When using *change shape*, a graha gains an additional +10 circumstance bonus on Disguise checks. If reading an opponent's mind, its circumstance bonus on Bluff and Disguise checks increases by a further +4.



Rakshasa, Pani

Medium Outsider (Native)

Hit Dice: 4d8+4 (23 hp)

Initiative: +7

Speed: 40 ft. (8 squares), fly 40 ft. (perfect) only in vapor form

Armor Class: 16 (+3 Dex, +3 natural), touch 13, flatfooted 13,

Base Attack/Grapple: +4/+4

Attack: Claw +4 melee (1d4)

Full Attack: 2 claws +4 melee (1d4) and bite -1 melee (1d6)

Space/Reach: 5 ft./5 ft.

Special Attacks: Detect thoughts, spell-like abilities

Special Qualities: Damage reduction 10/good or piercing (good and magic or piercing and magic in vapor form), darkvision 60 ft., spell resistance 20, vapor form

Saves: Fort +5, Ref +7, Will +6

Abilities: Str 10, Dex 16, Con 12, Int 13, Wis 11, Cha 15

Skills: Bluff +9*, Concentration +6, Diplomacy +11, Disguise +2 (+4 acting)*, Gather Information +9, Hide +14, Intimidate +5, Knowledge (local) +6, Listen +7, Move Silently +14, Search +6, Spot +7, Survival +0 (+2 following tracks)

Feats: Improved Initiative, Iron Will

Environment: Warm forest and underground

Organization: Solitary

Challenge Rating: 5

Treasure: No coins; standard goods; standard items

Alignment: Usually lawful evil

Advancement: 4-9 HD (Medium)

Level Adjustment: +3

This gaunt humanoid might be mistaken for an elf at first glance. Upon closer inspection, however, its long, spindly limbs, taloned fingers, and sinister bird-like features point to another, less wholesome origin.

The pani is a spirit of air and foolishness, one that delights in goading or deceiving mortals into all sorts of dangerous situations. They are built similarly to elves, but with longer limbs and a gaunter frame. The face of a pani has wide eyes and a hooked nose, giving it a faintly avian cast, an appearance enhanced by its long tapering claws. As rakshasas go, they are chaotic creatures, more prone to breaking free of their kind's hierarchy in pursuit of their personal mischief, but they are still lawful in the greater scheme of things. This doesn't divorce them from

the desire for a better incarnation, but it does reflect an intense enjoyment of their powers of manipulation. At times more powerful rakshasas will use a pani as a messenger and spy, but such relationships rarely last.

A pani will live in seclusion near or even among mortals, using its stealth and vapor form to observe how its neighbors live – and more importantly, what they want. The creature takes delight in convincing mortals to follow their baser impulses, to say nothing of employing its spell-like abilities to use them like a child plays with rag dolls. Although pani have the same needs and loves as other rakshasas, including fine art and good food, their chief joy is convincing people to enter their own ruin. They will stay in an area as long as they feel safe, driving one person after another toward shame and even death.

One side effect of this interest is that pani are experts in local culture, history, and mystery. If a pani can be reasoned with, it might share that knowledge in return for something it would value. This could be a finely cut gemstone, knowledge of the constable's weakness for strong drink, or even permission to give a brave (and foolish) adventurer just one suggestion.

Pani speak Common and Undercommon.

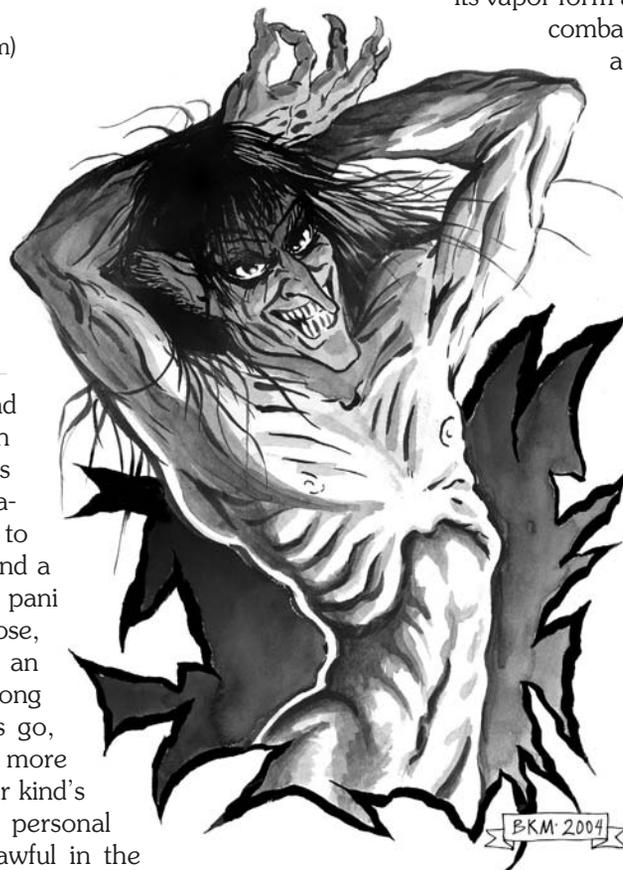
Combat

Combat is not a pani's strength, and it will usually assume its vapor form and retreat once the violence begins. In combat, it makes maximum use of its spell-like abilities to turn its enemies against each other, clawing at targets that it doesn't think can hurt it in return.

Detect Thoughts (Su): A pani can continuously use *detect thoughts* as the spell (caster level 13th; Will DC 14 negates). It can suppress or resume this ability as a free action. The save DC is Charisma-based.

Vapor Form (Su): Rather than turn into other humanoid forms, a pani can change itself into a translucent mist, giving it greater resistance to injury and allowing it to fly. This works like the spell *gaseous form*, except that the creature's flight speed is as noted above, and it still has the use of its spell-like abilities that don't require speech. In this form, a pani can be mistaken for a heat shimmer or a ghost.

Spell-like Abilities: At will – *message*; 3/day – *charm person* (DC 13), *daze* (DC 12), *obscuring mist*;



1/day – *cause fear* (DC 13), *suggestion* (DC 15). Caster level 5th. The save DCs are Charisma-based.

Skills: A pani has a +4 racial bonus on Hide and Move Silently checks. *If reading an opponent’s mind, a pani gains +4 circumstance bonus on Bluff and Disguise checks.

Rakshasa, Pisacha

Small Outsider (Native)

Hit Dice: 2d8+2 (11 hp)

Initiative: +1

Speed: 30 ft. (6 squares)

Armor Class: 14 (+1 size, +1 Dex, +2 natural), touch 12, flatfooted 13

BAB/Grapple: +2/-2

Attack: Bite +4 melee (1d4) or light pick +4 melee (1d3/x4)

Full Attack: Bite +4 melee (1d4) or light pick +4 melee (1d3/x4)

Space/Reach: 5 ft./5 ft.

Special Attacks: Spit poison

Special Qualities: Change shape, damage reduction 5/good or magic or piercing, darkvision 60 ft., detect thoughts, spell resistance 13

Saves: Fort +4, Ref +4, Will +4

Abilities: Str 10, Dex 12, Con 13, Int 10, Wis 13, Cha 11

Skills: Climb +5, Concentration +6, Disguise +7*, Hide +10, Listen +6, Move Silently +6, Spot +6, Survival +6

Feats: Weapon Finesse

Environment: Warm hills and underground

Organization: Solitary, pair, or gang (3-8)

Challenge Rating: 2

Treasure: 50% coins; standard goods; 50% items

Alignment: Always lawful evil

Advancement: 3-6 HD (Small)

Level Adjustment: +2

This small, dog-headed humanoid is dressed in filthy rags and smells of death and decay. The creature grips a small pickaxe crusted with dirt, mold, and other, less identifiable, substances.

Hunched over, with its potbelly and vaguely doglike face, the small form of a pisacha might not inspire fear at first glance, but these creatures are fierce fighters, far more resilient than their appearance suggests. Pisachas prowl the fringes of humanoid habitations, always searching for a supply of their favorite food – corpses that have been seasoning below ground for a few months. Some incorrectly suppose that pisachas are connected to ghouls, but aside from their choice of food and their evil dispositions, the resemblance is strictly superficial. Pisachas will also eat fresh kills. This diet has given them a poisonous spitting attack, as well as foul breath.

A pisacha is keenly aware of its position at the bottom of the rakshasa hierarchy, denied the use of impressive powers and forced to obey a hunger for rotting flesh. They will serve their greater kindred out of fear, but every pisacha is looking for that great and wicked deed that will advance it from its lowly state in its next incarnation. Pisachas gather together more often than other rakshasas, seeking to augment their effectiveness with numbers.

They also have their kind’s fondness for gems and artwork. An attacking pisacha might be hunting for food, or it might just want to seize the victim’s baubles. In the latter case, the creature might be willing to bargain; even sharing information if it feels it is getting the better part of the deal.

Pisachas speak Common.

Combat

A solitary pisacha will trail its prey, waiting to surprise a lone individual. When pisachas operate as a group, they use pack tactics, surrounding their targets and trying to divide their defenses. They are not subtle combatants, although multiple pisachas will aim their poisonous spit at the same target. Many pisachas attack with their doglike fangs, but some use the hefty pickaxes that are so useful to a determined grave robber.

Spit Poison (Ex): Contact, Fortitude DC 12, initial damage 1d3 Con, secondary damage 1d3 Con. The save DC is Constitution-based. A pisacha can spit this yellow goo once per day; treat it as a ranged touch at-



tack with a +4 attack bonus, range of 30 feet, and no range increment. Pisacha venom is a product of its diet and becomes inert seconds after leaving the creature's body, although some alchemists seek the creature's venom bladder for their own uses.

Change Shape (Su): A pisacha can assume the form of any humanoid creature whose corpse it has eaten a majority of, provided that individual was within one size category of itself, or revert to its natural form; either is a standard action. This ability can only be used once a day, lasting for up to one hour at which point the pisacha automatically reverts. This change in form cannot be dispelled, but a *true seeing* spell will reveal the creature in its natural form. Pisachas use this ability to confuse their enemies, or to lure hapless individuals away from safety.

Detect Thoughts (Su): A pisacha can use *detect thoughts* as the spell (caster level 10th; Will DC 12 negates) three times daily, for no more than 1 minute each use. Not having the powerful minds of their larger kin, pisachas can only detect the presence or absence of thinking minds, not their number or any surface thoughts. They use this ability to scout for enemies and sense ambushes. This ability is Charisma-based.

Skills: A pisacha has a +2 racial bonus on Disguise. *When using *change shape*, a pisacha gains an additional +10 circumstance bonus on Disguise checks.

RED EFFIGY

Red Effigy

Medium Construct

Hit Dice: 1d10+20 (25 hp)

Initiative: +2

Speed: Fly 30 ft. (6 squares) (perfect)

Armor Class: 12 (+2 Dex), touch 12, flat-footed 10

Base Attack/Grapple: +0/-2

Attack: Masterwork bastard sword +3 melee (1d10+3/19-20)

Full Attack: Masterwork bastard sword +3 melee (1d10+3/19-20)

Space/Reach: 5 ft./0 ft. (15 ft. with sword)

Special Attacks: Animate blade

Special Qualities: Construct traits, damage reduction 5/magic, darkvision 60 ft., float, immobile grappler, low-light vision

Saves: Fort +0, Ref +2, Will +0

Abilities: Str 14, Dex 14, Con -, Int 6, Wis 10, Cha 1

Skills: Listen +8, Spot +8

Feats: Alertness, Combat Reflexes^B

Environment: Any

Organization: Solitary, pair, or squad (3-5)

Challenge Rating: 2

Treasure: None

Alignment: Always neutral

Advancement: 2-3 HD (Medium), 4-6 HD (Large)

Level Adjustment: -

A red humanoid statue hovers a foot above the floor. It is dressed in elaborate, samurai-style armor, with a helmet and angry mask. Its arms are crossed in front of its chest, but a beautiful, curved sword slashes and whirls through the air nearby.

A red effigy is a construct created in ancient times to guard important areas, such as tombs, shrines, and treasure vaults. The body of a red effigy is completely immobile, although it can still move by floating. Each red effigy uses a masterwork bastard sword in combat.

A red effigy stands 6 feet tall and weighs 300 pounds.

Combat

Red effigies are not mindless and they can use simple tactics in combat. They will typically remain at the limit of their reach from opponents, moving backward as their enemies close. Doing so allows them attacks of opportunity with their whirling blades.

Animate Blade (Su): A red effigy does not actually wield its weapon; rather, the implement floats through the air as if animated. A red effigy has a reach of 15 feet with its animate blade. The blade always strikes from the effigy's direction. It is considered attended - and wielded in two hands - by the effigy.

Float (Su): A red effigy is largely immobile. It does not walk, but rather hovers about a foot above the ground. It pivots and shifts to avoid attacks, but its body does not change position.

Since a red effigy floats, difficult terrain does not affect it, and it cannot trigger traps based on pressure plates. It can also traverse relatively stable liquid surfaces, like calm water. It is not flying, however, and can still fall down pits, or be knocked prone.



Immobile Grapppler (Ex): Since a red effigy's body does not move, it is easy to grapple; a red effigy takes a -4 penalty on grapple checks, and the only grappling action it can perform is to attempt escape. However, red effigies usually put up little resistance to grapplers, since they can still control their animate blades when grappled. Their normal strategy is to attack their vulnerable grapplers with their bastard swords (they take no penalties when doing so).

Skills: A red effigy has a +4 racial bonus on Spot and Listen checks.

ROCK MAGGOT SWARM

Rock Maggot Swarm

Fine Elemental (Earth, Extraplanar, Swarm)

Hit Dice: 1d8+2 (6 hp)

Initiative: +4

Speed: 10 ft. (2 squares), burrow 10 ft.

AC: 22 (+4 Dex, +8 size), touch 22, flat-footed 18

Base Attack/Grapple: +0/-

Attack: Swarm (1d4)

Full Attack: Swarm (1d4)

Space/Reach: 10 ft./0 ft.

Special Attacks: Infestation

Special Qualities: Darkvision 60 ft., elemental traits, immune to weapon damage, swarm traits, water vulnerability

Saves: Fort +4, Ref +4, Will +0

Abilities: Str 4, Dex 18, Con 14, Int 2, Wis 10, Cha 4

Skills: Hide +22, Listen +3, Spot +3

Feats: Alertness

Environment: Underground

Organization: Solitary or colony (2-5 swarms)

Challenge Rating: 1

Treasure: None

Alignment: Always neutral

Advancement: -

Level Adjustment: -

A wriggling mass of tiny, stone-colored worms swarms toward you.

Troublesome pests of the underdark, rock maggots are small, worm-like creatures from the Elemental Plane of Earth. Less than six inches long and covered in tiny, rocky plates, these creature burrow through the earth and feed on rocks and minerals, they especially prize metal and will attack creatures bearing large amounts of their favorite food. Dwarves hate these creatures, as they can, given enough time, devour a king's ransom in gold, weapons, and armor. Easy to kill once discovered, a rock maggot swarm relies on its tiny size and agility to remain hidden from prying eyes. If doused with water a rock maggot swarm quickly perishes, as the tiny breathing slits beneath the armored plates of

each tiny rock maggot fills with liquid, drowning it. For this reason, derro, duergar, and other races that mine the underdark wash thoroughly after working a mineshaft, lest a swarm of these creatures wreak havoc on their treasures.

Combat

Rock maggot swarms avoid combat if possible. Most of the time, upon encountering a dangerous creature (which includes almost anything larger than they are) the maggots bolt for the safety of the nearest hole or crack. A rock maggot swarm attempts to infest a creature when forced into combat, burrowing through armor, clothing, and flesh in attempt to escape its attacker.

Infestation (Ex): A creature struck by a rock maggot swarm's swarm attack must make a DC 13 Reflex save or become infested with the tiny creatures as they burrow into his clothing and even his skin. An infested character is nauseated and suffers 1d4 points of damage per round as the rock maggots burrow into his flesh. This ability replaces the distraction ability normally found in the swarm monster type.

A rock maggot swarm can be removed from an infested creature by dousing the unfortunate character with water or any liquid (at least one full waterskin) or by targeting the character with a *remove disease* spell. Both kill the swarm instantly.

Water Vulnerability (Ex): Water and other liquids are deadly to rock maggots. If doused with the equivalent of a full waterskin (a process requiring a full round action), a rock maggot swarm is destroyed.

ROOK

[See Stats Block Next Page]

This strange humanoid has the upper body of a withered crone and the lower body of a giant crow. Two huge, black-feathered wings sprout from the creature's back and each hand bears ragged, bloody talons. A stiff carrion reek surrounds the creature.

Some say harpies are the most wretched creatures imaginable. Those who make this claim are obviously unaware of the existence of rooks, a race of avians closely related to harpies but distinct in their appearance and habits. Rooks are also tied to the demon lord Malotoch, the patron of scavengers and cannibals, and may have even been created by the vile archfiend.

Unlike harpies, who prefer fresh meat and therefore hunt for their prey, rooks are predominantly carrion feeders. They may attack defenseless creatures, such as livestock, but are lazy by nature and are far more likely to scavenge from the kills of other predators. They flock to battlefields and cemeteries, desecrating graves and feeding upon the dead and dying.

	ROOK	ROOK CARRION QUEEN, 7th level Cleric
	Medium Monstrous Humanoid	Medium Monstrous Humanoid
Hit Dice:	7d8+14 (45 hp)	7d8+21 plus 7d8+21 (104 hp)
Initiative:	+2	+4
Speed:	20 ft. (4 squares), fly 80 ft. (average)	20 ft. (4 squares), fly 80 ft. (average)
Armor Class:	13 (+2 Dex, +1 natural), touch 12, flat-footed 11	23 (+4 Dex, +1 natural, +4 armor, +3 shield, +1 ring), touch 15, flat-footed 19
Base Attack/Grapple:	+7/+8	+12/+14
Attack:	Short sword +9 melee (1d6+1/19-20) or claw +9 melee (1d4+1 plus disease)	+2 short sword +18 melee (1d6+4/19-20) or claw +16 melee (1d4+2)
Full Attack:	Short sword +9/+4 melee (1d6+1/19-20) or 2 claws +9 melee (1d4+1 plus disease)	+2 short sword +18/+13/+8 melee (1d6+4/19-20) or 2 claws +16 melee (1d4+2)
Space/Reach:	5 ft./5 ft.	5 ft./5 ft.
Special Attacks:	Disease, frightful caw	Disease, frightful caw, rebuke undead 4/day, spells, spontaneous casting (<i>inflict</i> spells)
Special Qualities:	Darkvision 60 ft.	Darkvision 60 ft.
Saves:	Fort +4, Ref +7, Will +6	Fort +12, Ref +13, Will +16
Abilities:	Str 12, Dex 15, Con 14, Int 8, Wis 13, Cha 14	Str 14, Dex 18, Con 17, Int 8, Wis 18, Cha 12
Skills:	Hide +7, Listen +3, Move Silently +7, Spot +3	Concentration +7, Hide +11, Knowledge (religion) +2, Listen +7, Move Silently +11, Spot +7
Feats:	Dodge, Flyby Attack, Weapon Finesse	Combat Casting, Dodge, Flyby Attack, Hover, Weapon Finesse
Environment:	Temperate and warm plains and underground	Temperate and warm plains and underground
Organization:	Solitary or flock (7-12)	Solitary
Challenge Rating:	5	12
Treasure:	Standard	Standard
Alignment:	Usually chaotic evil	Usually chaotic Evil
Advancement:	By character class	By character class
Level Adjustment:	+4	+11



A rook resembles an old human woman with a twisted visage and gaunt figure, though its lower torso, legs, and wings are that of a crow. Its hair is tangled and oily black, the same coloration of the feathers. These vile creatures wear no clothing and have wicked talons on their scaly hands, ideal for slicing the flesh of victims to get at the organs within. Rooks will sometimes wield short swords in combat, the favored weapon of their demonic patroness, Malotoch.

A typical rook stands just over 5 ft. tall and weighs 150 pounds.

Rooks speak a grating hybrid of Abyssal and Auran. Those with Intelligence scores of 10 may speak Common as well.

Combat

Rooks prefer to remain at a distance from their enemies, using their Flyby Attack and slashing with their claws. They are actually quite cunning, especially when in defense of their lairs, and have been known to drop stones and other debris upon interlopers.

Disease (Ex): Filth fever–claw, Fortitude DC 15, incubation period 1d3 days, damage 1d3 Dex and 1d3 Con. The save DC is Constitution-based.

Frightful Caw (Su): Once per hour a rook can emit a piercing caw. All creatures except for rooks within a 30-foot radius must succeed on a DC 15 Will save or become panicked for 1d6 rounds. The save DC is Charisma-based. Frightful caw is a mind-affecting fear effect.

Skills: Rooks have a +2 racial bonus on Hide and Move Silently checks.

Rook Carrion Queen

Exceptional rooks often become clerics of Malotoch, serving the demon lord as her mortal ears and eyes upon the Prime Material. Unlike common rooks, a Carrion Queen will engage her enemies fearlessly, and is far fonder of fresh meat than her title would suggest.

The carrion queen presented here had the following ability scores before racial adjustments and Hit Dice ability score increases: Str 12, Dex 14, Con 13, Int 10, Wis 15, Cha 8.

Combat

A Carrion Queen prefers to strike at her enemies while aloft, targeting them with spells, or slashing at them with sword and claws while hovering.

Disease (Ex): Filth fever–claw, Fortitude DC 20, incubation period 1d3 days, damage 1d3 Dex and 1d3 Con. The save DC is Constitution-based.

Frightful Caw (Su): DC 18 Will save.

Typical Cleric Spells Prepared (6/5+1/4+1/3+1/2+1; save DC = 14 + spell level): 0 – *cure minor wounds, detect magic, guidance, light, read magic, resistance*; 1st – *command, cure light wounds, divine favor, doom, protection from good**, *shield of faith*; 2nd – *bear's endurance, bull's strength, death knell**, *hold person, sound burst*; 3rd – *animate dead**, *bestow curse, cure serious wounds, dispel magic*; 4th – *cure critical wounds, summon monster IV, unholy blight*.

*Domain spell. Deity: Malotoch: Domains: Death (death touch 1/day) and Evil (cast evil spells at +1 caster level).

Possessions: +2 short sword, +2 leather armor, +2 light steel shield, ring of protection +1, cloak of resistance +2, potion of bull's strength, potion of cure serious wounds. (Different Carrion Queens may have different possessions.)

RUST SPIDER

Rust Spider

Medium Aberration

Hit Dice: 3d8+3 (16 hp)

Initiative: +3

Speed: 40 ft. (8 squares), climb 20 ft.

AC: 18 (+3 Dex, +5 natural), touch 13, flat-footed 15

Base Attack/Grapple: +2/+2

Attack: Bite +2 melee (1d6) or rust glob +5 ranged touch (special)

Full Attack: Bite +2 melee (1d6) or rust glob +5 ranged touch (special)

Space/Reach: 5 ft./5 ft.

Special Attacks: Rust glob

Special Qualities: Darkvision 60 ft., rusting web, scent

Saves: Fort +2, Ref +4, Will +4

Abilities: Str 11, Dex 17, Con 13, Int 3, Wis 13, Cha 8

Skills: Climb +11, Hide +9, Listen +5, Spot +9

Feats: Alertness, Track

Environment: Underground

Organization: Solitary or pair

Challenge Rating: 2

Treasure: None

Alignment: Always neutral

Advancement: 4-6 HD (Medium); 7-9 HD (Large)

Level Adjustment: –

This spider-like creature is the size of a human and has a wide, yellow-red carapace. It has two beady eyes set above a wide maw filled with sharp teeth. Its spindly legs burst into motion as it scuttles toward you.

Part rust monster, part monstrous spider, the rust spider's origins are mysterious at best. Once thought the product of magical crossbreeding, their recent appearance across the

known underdark is too widespread to chalk up to a single mage's genetic meddling. Although its origins may be in question, there is no doubt that this creature is an anathema to sword-swinging warriors everywhere. The rust spider does not have the classic rust monster appearance that many adventurers know from stories told of them. As a result, many adventurers are dumbfounded when their weapons suddenly deteriorate after hacking at some webbing.

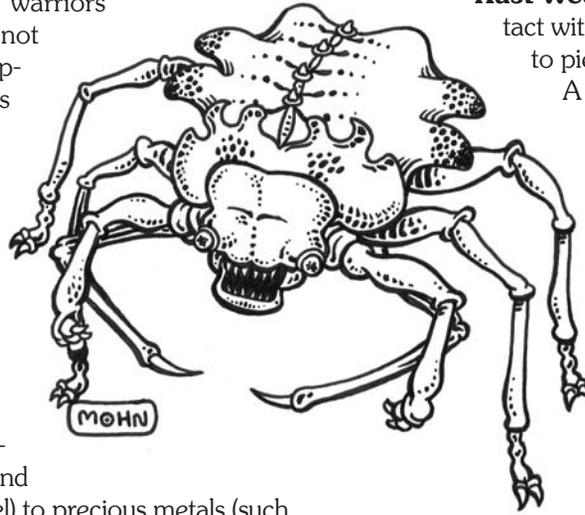
The rust spider survives on metal, just like a rust monster. It feasts after its webbing rusts the desired bit of metal. It can smell metal objects from up to 60 ft. away and prefers ferrous metals (iron or steel) to precious metals (such as gold or silver), but devours the latter if hungry enough.

Combat

Encountered outside its lair, the rust spider attacks first by throwing a rust glob at its foe. It then closes on the distracted foe to use its bite attack. If multiple opponents threaten it, the rust spider retreats to its lair and climbs high into its webbing. Once creatures start to lose the advantage of metal equipment amidst the lair's webbing, the rust spider spits rust globs from on high until it can safely descend to bite its foes.

Rust Glob (Ex): A rust spider can throw a web glob five times per day. This is a ranged touch attack with a maximum range of 30 feet, and is effective against targets up to one size category larger than the rust spider. A struck creature is entangled and can escape with a successful Escape Artist check (DC 14) or burst the web with a Strength check (DC 14). The check DCs are Constitution-based and includes a +2 racial bonus. Metal items worn or carried by a

creature struck by a rust glob are affected as per the rust web ability below.



Rust Web (Ex): Any metal that comes into contact with the rust spider's web corrodes, falling to pieces and becoming useless immediately.

A 1-foot section of webbing can destroy up to a 5-foot cube of metal instantly. Magic armor and weapons, and other magic items made of metal, must succeed on a DC 14 Reflex save or be dissolved. The save DC is Constitution-based and includes a +2 racial bonus. A metal weapon that deals damage to a rust spider's webbing corrodes immediately. Wooden, stone, and other non-metallic weapons are unaffected.

A single strand of rust spider web is strong enough to support the spider and one creature of the same size. Rust spiders often create sheets of sticky webbing from 5 to 60 feet square, depending on the size of the spider. They position these sheets to snare flying creatures but can also try to trap prey on the ground. Approaching creatures must succeed on a DC 20 Spot check to notice a web; otherwise they stumble into it and become trapped as though by a successful rust glob attack. Attempts to escape or burst the webbing gain a +5 bonus if the trapped creature has something to walk on or grab while pulling free. Each 5-foot section has 6 hit points, and sheet webs have damage reduction 5/-. A rust spider can move across its own web at its climb speed.

Skills: The rust spider has a +4 racial bonus on Hide and Spot checks and a +8 racial bonus on Climb checks. A rust spider can always choose to take 10 on Climb checks, even if rushed or threatened. Rust spiders use either their Strength or Dexterity modifier for Climb checks, whichever is higher.

SCOURGE CORPSE - SHAMBLING SKULLPILE - SHIMMERING SLUG - SKIN HOWLER
 - SLASHWING - SLAYER ANTS - SNAPDRAGON SWARM - SPELLSNAKE - SPIRIT OF URU-NUK
 - SPIRIT OF URU-NUK, SPIRIT OF MADNESS - SPIRIT OF URU-NUK, PLAGUE SPIRIT
 - SPIRIT OF URU-NUK, STORM SPIRIT - SQUID, DARKSEA

S

SCOURGE CORPSE

A scourge corpse is an undead creature forced to endure eternal torment, a constant state of unrelenting physical and mental pain. The creature is placed in this horrible condition either by a vengeful deity, or by a powerful artifact created by beings of immense power. This process is long and dangerous, requiring intricate rituals and the combined casting of many powerful spells (*blasphemy*, *destruction*, *geas/quest*, *resurrection*, *soul bind*) that may take days to

complete. A scourge corpse has no choice regarding its tragic state of existence – its body and soul are dragged back from the dead, so that its unforgiving creator can watch the creature squirm in unending agony until the end of time. Only the creator of the scourge corpse can end this hellish existence for the creature; otherwise it can never truly die and rest in peace.

A scourge corpse appears similar to the way it did in life. The most noticeable differences are that the creature's eyes are brutally torn out. However, the scourge corpse can still



“see” as it did in life through magical means. Thousands of jagged cuts appear on its pale, undead flesh, with streams of blood constantly streaming from these wounds and pooling beneath its body.

Creating a Scurge Corpse

“Scurge corpse” is an acquired template that can be added to any humanoid (referred to hereafter as the base creature).

A scurge corpse has all the base creature’s statistics and special abilities except as noted here.

Size and Type: The creature’s type changes to undead. Do not recalculate base attack bonus, saves, or skill points. Size is unchanged.

Hit Dice: Increase all current and future Hit Dice to d12s.

Armor Class: A scurge corpse has a +2 natural armor bonus or the base creature’s natural armor bonus, whichever is greater.

Attack: A scurge corpse has a touch attack that it can use once per round. If the base creature can use weapons, the scurge corpse retains this ability. A creature with natural weapons retains those natural weapons. A scurge corpse fighting without weapons uses either its touch attack or its primary natural weapon (if it has any). A scurge corpse armed with a weapon uses its touch or a weapon, as it desires.

Full Attack: A scurge corpse fighting without weapons uses either its touch attack (see above) or its natural weapons (if it has any). If armed with a weapon, it usually uses the weapon as its primary attack along with a touch as a natural secondary attack, provided it has a way to make that attack (either a free hand or a natural weapon that it can use as a secondary attack).

Damage: A scurge corpse without natural weapons has a touch attack that uses negative energy to deal 1d6+6 points of damage to living creatures; a Will save (DC 10 + 1/2 scurge corpse’s HD + scurge corpse’s Cha modifier) halves the damage. Additionally, a creature struck by a scurge corpse’s touch attack may be subject to effects from

its energy drain (see below). A scurge corpse with natural weapons can use its touch attack or its natural weaponry, as it prefers. If it chooses the latter, it deals 1d6+6 points of extra damage on one natural weapon attack.

Special Attacks: A scurge corpse retains all the base creature’s special attacks and gains those described below. Save DCs are equal to 10 + 1/2 scurge corpse’s HD + scurge corpse’s Cha modifier unless otherwise noted.

Chill Aura (Su): Scurge corpses are constantly shrouded in an aura of deathly cold negative energy. All living creatures within a 30-foot radius of the scurge corpse must succeed on a Will save or take 2d6 points of cold damage every round that they remain inside the aura.

Energy Drain (Su): Living creatures hit by a scurge corpse’s touch attack (or any other natural weapon the scurge corpse might possess) gain two negative levels. For each negative level bestowed, the scurge corpse gains 5 temporary hit points. A scurge corpse can use its energy drain ability once per round.

Special Qualities: A scurge corpse retains all the base creature’s special qualities and gains those described below.

Damage Reduction (Su): A scurge corpse’s undead body is tough, giving the creature damage reduction 5/bludgeoning and silver. Its natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

Immunities (Ex): Scurge corpses have immunity to cold, electricity, and fire.

Rejuvenation (Su): It is virtually impossible to destroy a scurge corpse through simple combat. Even if its physical form is completely destroyed, the creature regenerates its corporeal form in 4d6 days. The only way for a scurge corpse to be completely destroyed is for its creator to release the creature from the magic that binds it in eternal damnation.

Turn Resistance (Ex): A scurge corpse has +4 turn resistance.

Abilities: Increase from the base creature as follows: Str +4, Wis +2, Cha +2. Being undead, a scurge corpse has no Constitution score.

Skills: Scurge corpses have a +4 racial bonus on Hide, Listen, Move Silently, and Spot checks. Otherwise, same as the base creature.

Organization: Solitary or troupe (1 scurge corpse, plus 2–4 ghouls)

Challenge Rating: Same as the base creature +2.

Treasure: Standard

Alignment: Any evil.

Advancement: By character class.

Level Adjustment: Same as the base creature +4.

Sample Scourge Corpse

This sample scourge corpse uses a 5th level human fighter as the base creature.

Scourge Corpse 5th Level Human Fighter

Medium Undead

Hit Dice: 5d12 (33 hp)

Initiative: +6

Speed: 30 ft. (6 squares)

Armor Class: 21 (+2 Dex, +2 natural, +5 armor, +2 shield), touch 12, flat-footed 19

Base Attack/Grapple: +5/+10

Attack: Masterwork battleaxe +12 melee (1d8+5/x3) or touch +10 melee touch (1d6+6 plus energy drain) or javelin +7 ranged (1d6+5)

Full Attack: Masterwork battleaxe +12 melee (1d8+5/x3) or touch +10 melee touch (1d6+6 plus energy drain) or javelin +7 ranged (1d6+5)

Space/Reach: 5 ft./5 ft.

Special Attacks: Chill aura, damaging touch, energy drain

Special Qualities: Damage reduction 5/bludgeoning and silver, darkvision 60 ft., immunity to cold, electricity, and fire, rejuvenation, turn resistance +4, undead traits

Saves: Fort +4, Ref +3, Will +5

Abilities: Str 20, Dex 14, Con –, Int 10, Wis 14, Cha 10

Skills: Climb +10, Hide +3, Intimidate +8, Jump +10, Listen +6, Move Silently +3, Spot +6

Feats: Cleave, Improved Initiative, Iron Will, Power Attack, Weapon Focus (battleaxe), Weapon Specialization (battleaxe)

Environment: Any

Organization: Solitary or gang (2-4)

Challenge Rating: 7

Treasure: Standard

Alignment: Chaotic Evil

Advancement: By character class

Level Adjustment: +9

This pale apparition is covered in dozens of slowly oozing lacerations, and, most horribly, its eyes have been torn from their sockets. It wears a sturdy chain shirt and grips the rusted remains of a large round shield in one hand and a long-hafted battleaxe in the other.

This scourge corpse is based on a 5th level human fighter with the following ability scores: Str 15, Dex 14, Con 13, Int 10, Wis 12, Cha 8.

Combat

Scourge corpses with fighter levels tend to rely on their martial skills just as they did in life. They will attack relentlessly with whatever weapon is available, getting in close to utilize their increased Strength and chill aura.

Possessions: Masterwork battleaxe, +1 chain shirt, heavy steel shield.

Chill Aura (Su): Scourge corpses are constantly shrouded in an aura of deathly cold negative energy. All living creatures within a 30-foot radius of the scourge corpse must succeed on a DC 12 Will save or take 2d6 points of cold damage every round that they remain inside the aura.

Energy Drain (Su): Living creatures hit by a scourge corpse's touch attack (or any other natural weapon the scourge corpse might possess) gain two negative levels. The DC is 12 for the Fortitude save to remove a negative level. The save DC is Charisma-based. For each negative level bestowed, the scourge corpse gains 5 temporary hit points. A scourge corpse can use its energy drain ability once per round.

Rejuvenation (Su): It is virtually impossible to destroy a scourge corpse through simple combat. Even if its physical form is completely destroyed, the creature regenerates its corporeal form in 4d6 days. The only way for a scourge corpse to be completely destroyed is for its creator to release the creature from the magic that binds it in eternal damnation.

SHAMBLING SKULLPILE

Shambling Skullpile

Huge Undead

Hit Dice: 12d12 (79 hp)

Initiative: +5

Speed: 40 ft. (8 squares)

Armor Class: 19 (+1 Dex, –2 size, +10 natural), touch 9, flat-footed 18

Base Attack/Grapple: +6/+21

Attack: Slam +11 melee (2d6+7)

Full Attack: 2 slams +11 melee (2d6+7) and bite +9 melee (2d8+3)

Space/Reach: 15 ft./15 ft.

Special Attacks: Battle frenzy, skullstorm

Special Qualities: Damage reduction 5/magic, darkvision 60 ft., undead traits, +4 turn resistance

Saves: Fort +4, Ref +5, Will +9

Abilities: Str 25, Dex 13, Con –, Int 12, Wis 12, Cha 8

Skills: Climb +17, Hide +8, Jump +17, Listen +11, Move Silently +11, Search +11, Spot +11, Survival +1 (+3 following tracks)



Feats: Awesome Blow, Improved Bull Rush, Improved Initiative, Multiattack, Power Attack

Environment: Any underground

Organization: Solitary or gang (2–4)

Challenge Rating: 8

Treasure: Standard

Alignment: Always chaotic evil

Advancement: 13–24 HD (Huge); 25–36 HD (Gargantuan)

Level Adjustment: –

This animated pile of humanoid skulls takes the rough form of a large humanoid, towering well over 15 feet tall.

A shambling skullpile is an undead monstrosity formed from the many skulls of ritually sacrificed creatures. The horror and torment of these sacrificed victims form a maelstrom of psychic energies, which take a physical form by animating and possessing skulls into a rough humanoid form. Shambling skullpiles are intelligent, although extremely erratic – their personalities are an amalgamation of the souls sacrificed to create the creature, and tend to follow the whims of the strongest personalities. They lurk near the altars or temples where they were once sacrificed, or by cemeteries containing the rest of their remains.

A typical shambling skullpile stands 15 feet tall and weighs about 1500 pounds.

Although intelligent, shambling skullpiles do not speak, but understand Common.

Combat

Shambling skullpiles are straightforward combatants, smashing their opponents relentlessly with their massive limbs. They unleash the fury of their *skullstorm* attack on

their foes first, and then resort to entering melee in a state of battle frenzy.

Battle Frenzy (Ex): Once per day, a shambling skullpile can work itself into a battle frenzy similar to a barbarian's rage (+4 Strength, +2 morale bonus on Will saves, –2 AC penalty). The frenzy lasts for 6 rounds, and the shambling skullpile suffers no ill effects afterward.

Skullstorm (Su): Once per day, as a standard action, a shambling skullpile can unleash a volley of dozens of skulls from its undead body in a 30-foot cone. Creatures caught in the area of effect take 3d6 points of bludgeoning damage, and must make a DC 15 Reflex save. Targets failing the Reflex save continue to take 1d4 points of damage for an additional 1d6 rounds from the magical biting skulls that have attached themselves to the target's flesh. Any *cure* spell or a DC 20 Heal check stops this additional biting damage. Also, any victim struck by this attack may also spend a full round action prying the skulls away from armor, flesh, and bone, which also ends the additional biting damage. The save DC is Charisma-based.

SHIMMERING SLUG

Shimmering Slug

Large Aberration

Hit Dice: 8d8+16 (52 hp)

Initiative: +4

Speed: 20 ft. (4 squares), burrow 10 ft.

Armor Class: 20 (–1 size, +11 natural), touch 9, flat-footed 20

Base Attack/Grapple: +6/+15

Attack: Slam +10 melee (1d8+7) or madness slime +6 ranged touch (2d4 acid plus Wisdom damage)

Full Attack: Slam +10 melee (1d8+7) or madness slime +6 ranged touch (2d4 acid plus Wisdom damage)

Space/Reach: 10 ft./5 ft.

Special Attacks: Bewilderment, madness slime

Special Qualities: Darkvision 60 ft., stability, resistance to acid 10, tremorsense 60 ft.

Saves: Fort +4, Ref +4, Will +7

Abilities: Str 21, Dex 10, Con 15, Int 10, Wis 12, Cha 15

Skills: Hide +4*, Listen +12, Spot +12

Feats: Improved Initiative, Lightning Reflexes, Power Attack

Environment: Underground

Organization: Solitary

Challenge Rating: 7

Treasure: Standard

Alignment: Usually neutral

Advancement: 9–16 HD (Large); 17–24 HD (Huge)

Level Adjustment: –

A ten-foot long mollusk resembling an oversized garden slug crawls in your direction. It leaves behind a trail of a multihued fluid, and changes its coloration every moment in a perplexing way.

The shimmering slug is one of the creepiest underground dwellers. Its origins are uncertain, but the fact that its creator had a morbid imagination and an incredible magical power is undoubted.

Shimmering slugs roam twisting passages in sunless cave systems far from large subterranean cities. Their ecology is not well researched; the slugs supposedly live on mineral matter because they produce a special type of mild acid that slowly dissolves stone and helps them burrow. They are solitary in the fullest sense of the word, and shun all contact with other creatures. Shimmering slugs are androgynous and can reproduce without a mate. The famous bewildering coloration of the slugs is possibly a defense mechanism, used to befuddle and scare away potential enemies. The so-called madness slime that creates this ever-changing hue is highly caustic and is probably used in the creature's digestive system. These creatures can burrow through solid rock, and usually leave behind a usable tunnel 5 feet in diameter.

A typical shimmering slug is about 10 feet long (though some witnesses have reported 30-foot specimens). It weighs 2,000 pounds.

A shimmering slug cannot speak but understands Undercommon.

Combat

A shimmering slug begins a battle with unwanted guests by approaching its enemies to catch most of them into the range of its bewilderment ability. Then it attacks by slamming its weight against the strongest enemy or launching madness slime at an annoying ranged attacker. Usually a slug flees by burrowing if it cannot defeat or drive away all opponents in 5 rounds.

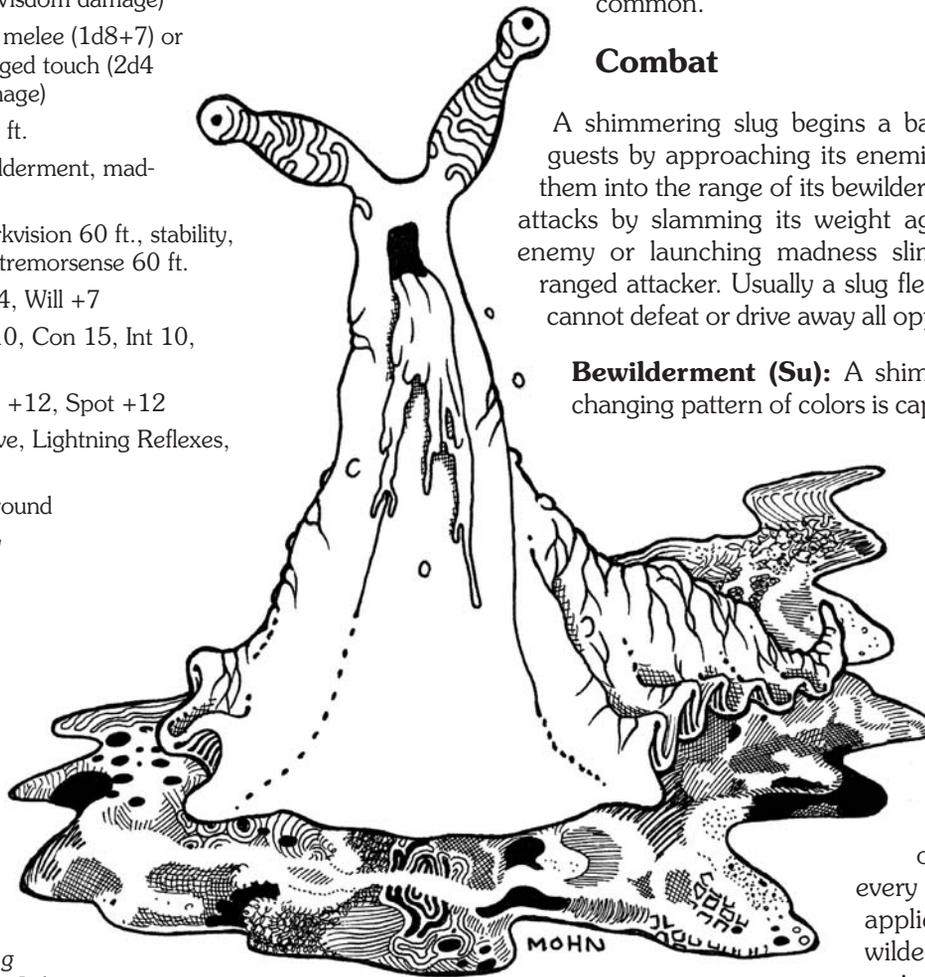
Bewilderment (Su): A shimmering slug's ever-changing pattern of colors is capable of boggling the soundest of minds. Any creature within 30 feet of the slug and able to see it must succeed at a DC 16 Will save or behave erratically for one round, as if affected by a lesser confusion spell. The saving throw, whether successful or not, must be made every round for every applicable creature. Bewilderment is ineffective against sightless creatures or opponents that cannot see the slug. The save DC is Charisma-based.

Madness Slime (Ex): A shimmering slug secretes an odd-smelling multicolored liquid that is extremely hazardous to most nerve systems. The creature can spit this vile secretion up to 30 feet away as a standard action as a ranged touch attack with no range increment. Opponents hit by this attack take 2d4 points of acid damage and must succeed at a DC 16 Fortitude save or take 1 point of Wisdom damage. The shimmering slug is immune to all effects of his own and other slugs' madness slime. The save DC is Constitution-based.

Stability (Ex): Due to its body shape, a shimmering slug possesses exceptional stability. It cannot be tripped or bull rushed; such attempts are always futile, as if the opponent had failed to win the opposed roll.

Tremorsense (Ex): A shimmering slug can detect and pinpoint any creature or object within 60 feet in contact with the ground.

Skills: *A shimmering slug's ability to change color gives it a +8 racial bonus on Hide checks that improves to +12 in rocky underground areas.



SKIN HOWLER

Skin Howler

Medium Monstrous Humanoid

Hit Dice: 3d8+9 (23 hp)

Initiative: +1

Speed: 40 ft. (8 squares)

AC: 13 (+1 Dex, +2 natural), touch 11, flat-footed 13

Base Attack/Grapple: +3/+5

Attack: Claw +6 melee (1d4+2)

Full Attack: 2 claws +6 melee (1d4+2) and bite +3 melee (1d4+1)

Space/Reach: 5 ft./5 ft.

Special Attacks: Chorus of doom, screeching howl

Special Qualities: Darkvision 60 ft., scent

Saves: Fort +4, Ref +4, Will +3

Abilities: Str 14, Dex 13, Con 16, Int 4, Wis 11, Cha 7

Skills: Climb +3, Jump +7, Listen +2, Spot +2

Feats: Multiattack, Weapon Focus (claw)

Environment: Underground

Organization: Solitary or horde (4-24)

Challenge Rating: 2

Treasure: Standard

Alignment: Usually neutral evil

Advancement: 4-6 HD (Medium-size); 7-12 (Large)

Level Adjustment: +3

This hairless, albino humanoid has long, gangly arms and oversized hands equipped with dirty, ragged talons. Its head is a ponderously large, with two massive pink eyes, and a wide mouth filled with needle-sharp fangs.

Skin howlers are hairless, albino creatures with overly large, pink eyes, bulbous heads, and long, scrawny limbs. Noted for their sonic attacks, large packs of these creatures can pose a threat to even experienced adventuring parties. Skin howlers prowl the underdark in large packs, seeking warm-blooded creatures to overwhelm and devour. Most intelligent races hunt down and kill skin howlers whenever the opportunity presents itself. The howlers are little more than animals, and their lust for blood drives them to attack almost any living creature they encounter.

Combat

In battle, skin howlers let loose with a piercing wail that echoes throughout the underdark. This battle cry poses two threats. It calls other skin howlers in the area to attack, signaling them that prey is near. In addition, by focusing their cry a pack of skin howlers can produce a powerful sonic attack. Usually, the howlers use this assault to weaken their enemies before falling upon them with their fangs and claws.

Chorus of Doom (Ex): Three or more skin howlers working together can combine their screeching howls to create a truly devastating aural attack. When three or more skin howlers use their screeching howl at the same time, all creatures within 40 ft. suffer 5d6 points of sonic damage and are deafened for 2d6 rounds. A successful DC 16 fortitude save negates the deafness and reduces the sonic damage by half. The save DC is Constitution-based (use the highest Constitution score in the group) and includes a +2 circumstance bonus.

Screeching Howl (Ex): Once per day, as a free action, a skin howler can unleash a piercing howl that can stun and damage nearby creatures. All creatures other than the skin howlers within 20 ft. must make a DC 14 Fortitude save or suffer 1d6 points of sonic damage. The save DC is Constitution-based.

SLASHWING

Slashwing

Large Animal

Hit Dice: 3d8+9 (22 hp)

Initiative: +5 (Dex)

Speed: 10 ft. (2 squares), fly 40 ft. (good)

AC: 17 (-1 size, +5 Dex, +3 natural), touch 14, flat-footed 12

Base Attack/Grapple: +2/+10

Attack: Claw +6 melee (1d6+4)



Full Attack: 2 claws +6 melee (1d6+4)

Space/Reach: 10 ft./5 ft.

Special Attacks: Diving slash

Special Qualities: Blindsight 90 ft., low-light vision

Saves: Fort +6, Ref +8, Will +2

Abilities: Str 19, Dex 20, Con 17, Int 2, Wis 12, Cha 6

Skills: Listen +7*, Move Silently +7, Spot +7*

Feats: Flyby Attack, Weapon Finesse

Environment: Any underground

Organization: Solitary or colony (2-8)

Challenge Rating: 2

Treasure: None

Alignment: Always neutral

Advancement: 4-6 HD (Large); 7-12 (Huge)

Level Adjustment: –

This creature resembles a huge, bony bat covered with bristling brown fur. It has membranous wings, long black claws, and a long snout filled with yellowed needle-like teeth.

Slashwings are large subterranean, carnivorous bats. They hunt ceaselessly, and are not afraid of attacking creatures their size or larger.

A typical slashwing has a wingspan of about 12 feet and weighs roughly 300 pounds.

Combat

A slashwing uses its sharp claws to rake its opponents in conjunction with dive attacks.

Diving Slash (Ex): When making a dive attack, slashwings rake furiously with their long, sharp talons. Creatures hit by a dive attack suffer deep, ragged wounds that bleed profusely, inflicting 1d4 points of additional damage on the following round. Extra damage from multiple wounds is cumulative.

Blindsight (Ex): Slashwings emit high frequency sounds via their screech that allow them to “see” the world around them and their prey, to a range of 90 feet. Beyond this range they must use other means to locate prey.

Skills: Slashwings get a +4 racial bonus on Spot and Listen checks. *These bonuses are negated if blindsight is negated.

SLAYER ANTS

[See Stats Block Next Page]

This creature is a giant ant, about the size of a large dog, armored in thick metallic plates. Its mandibles are enormous and look easily capable of rending both flesh and steel.

Slayer ants are a deadly threat to all living things in the underworld. Rapacious and relentless, these dangerous crea-

tures attack everything in their path. Slayer ants rely on their immense numbers and a savagery rarely seen in insects. They travel together with a main body numbering up to 400 ants with 10 patrols of workers and soldiers (each composed of up to 10 ants) orbiting the traveling horde to act as scouts.

Slayer ants seem to be sensitive to the blood and death of their own kind. When one of their number has been killed or detects blood, every slayer ant in the colony converges on that location to swarm the target. They bring down their prey by sheer weight of numbers. Even more frightening are the armored plates these 3-foot creatures bear, which seem to be made of metal. Likewise, their mandibles are made of the same metallic substance. Rumors say that the slayer ants are the product of some mad drow experiment gone awry. Or maybe the slayer ants digest metal or eat metallic ore. No one knows for sure.

Slayer ants are strong, fast and loud. Their tiny metallic claws make soft clicking sounds when the ants are at rest. When they sense prey, however, they sound like a thousand iron picks striking stone in rapid succession. Once upon their prey, soldier ants hold down the victim while workers pick the flesh clean from the bones in minutes. It is an excruciatingly cruel and painful death. When the flesh is gone, the bones are also broken down for food until nothing is left but a faded red stain, should light ever pass over that horrible spot.

Slayer ants communicate telepathically via their hivemind, and cannot communicate with other creatures.

Combat

Slayer ants are very aggressive and attack anything edible that enters their territory. Slayer ant workers, although moderately intelligent, simply swarm an enemy, attempting to tear it pieces with their powerful mandibles.

Improved Grab (Ex): To use this ability, a slayer ant must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

Swarm (Ex): Slayer ants are adept at working together to bring down larger prey. When 2 or more slayer ants are grappling an opponent, each slayer ant in the grapple receives a +1 circumstance bonus to the grapple check for every slayer ant in the grapple. For example, up to eight slayer ant workers can grapple a Medium opponent, if all eight join the grapple then they all receive a +8 circumstance bonus to any subsequent grapple checks.

Hive Mind (Ex): All slayer ants within 5 miles of their queen are in constant communication. If one is aware of a particular danger, they all are. If one in a group is not flat-footed, none of them are. No slayer ant in a group is considered flanked unless all of them are.

	SLAYER ANT WORKER Small Magical Beast	SLAYER ANT SOLDIER Medium Magic Beast	SLAYER ANT QUEEN Large Magical Beast
Hit Dice:	1d10+2 (8 hp)	4d10+12 (34 hp)	8d10+40 (84 hp)
Initiative:	+6	+5	+0
Speed:	30 ft. (6 squares), climb 20 ft.	40 ft. (8 squares), climb 20 ft.	40 ft. (8 squares), climb 20 ft.
Armor Class:	16 (+1 size, +2 Dex, +3 natural), touch 13, flat-footed 13	18 (+1 Dex, +7 natural), touch 11, flat-footed 17	20 (-1 size, +11 natural), touch 9, flat-footed 20
Base Attack/Grapple:	+1/-2	+4/+7	+8/+19
Attack:	Bite +3 melee (1d8+1)	Bite +7 melee (2d6+3)	Bite +15 melee (3d6+10)
Full Attack:	Bite +3 melee (1d8+1)	Bite +7 melee (2d6+3) and sting +5 melee (1d4+1 plus 1d6 acid)	Bite +15 melee (3d6+10)
Space/Reach:	5 ft./5 ft.	5 ft./5 ft.	10 ft./5 ft.
Special Attacks:	Improved grab, swarm	Acid sting, improved grab, rend armor, swarm	Acid spray, improved grab, rend armor, swarm
Special Qualities:	Darkvision 60 ft., resistance to acid 10, scent	Darkvision 60 ft., resistance to acid 10, scent	Darkvision 60 ft., resistance to acid 10, scent
Saves:	Fort +4, Ref +4, Will +0	Fort +7, Ref +5, Will +1	Fort +11, Ref +6, Will +5
Abilities:	Str 12, Dex 14, Con 15, Int 3, Wis 11, Cha 8	Str 16, Dex 12, Con 17, Int 5, Wis 11, Cha 8	Str 24, Dex 10, Con 21, Int 7, Wis 13, Cha 15
Skills:	Climb +9, Listen +2, Spot +2	Climb +11, Listen +3, Spot +4	–
Feats:	Improved Initiative	Improved Initiative, Multiattack	Alertness, Iron Will, Weapon Focus (bite)
Environment:	Underground	Underground	Underground
Organization:	Gang (2–6) or crew (6–11 plus 1 slayer ant soldier)	Solitary or gang (2–4 and 5–20 soldiers)	Hive (1 plus 10–100 workers)
Challenge Rating:	1	3	6
Treasure:	None	None	Standard
Alignment:	Always Neutral	Always Neutral	Always Neutral
Advancement:	2–3 HD (Small)	5–8 HD (Medium); 9–12 HD (Large)	9–12 HD (Large); 13–24 HD (Huge)
Level Adjustment:	–	–	–

Skills: Slayer ants have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

Slayer Ant Soldier

Slayer ant soldiers are larger, fiercer, and smarter than slayer ant workers. They are tasked with guarding the workers when the colony is out foraging for food, fending off the many underdark predators that might make a meal out of the colony's workforce.

Combat

Slayer ant soldiers are intelligent enough to use simple tactics, utilizing the colony hivemind to predict enemy actions in combat. Soldiers use their massive mandibles to shred through tough skin and even armor, and can reduce a suit of full plate to scrap in a matter of minutes. When encountered in groups, soldiers attempt to grapple large and pow-

erful foes, using their swarm ability to reduce even dragons to hunks of quivering flesh.

Acid Sting: A slayer soldier ant's sting inflicts 1d6 points of acid damage in addition to 1d4+1 points of piercing damage.

Rend Armor (Ex): The incredibly powerful jaws of slayer ant soldiers can easily tear an opponent's armor to pieces. Whenever a slayer ant soldier hits a creature wearing armor with its bite attack it inflicts 2d6+3 points of damage upon the target's armor unless he makes a successful DC 15 Reflex save. This damage bypasses any hardness the armor has. The save DC is Constitution-based.

Slayer Ant Queen

Slayer queens are remarkably massive creatures possessing near-human levels of intelligence. Their racial memory allows their colonies to continue their endless murdering

spree without catastrophic mistakes. If a battle goes poorly for a queen, she will flee and leave her colony to die rather than risk capture, knowing that she can start a new colony elsewhere.

Combat

A slayer ant queen relies on her soldiers and workers to protect her in combat, and does not enter melee herself unless presented with no other choice. She supports her soldiers and workers with her acid spray when enemies invade the hive. Like the slayer ant soldier, a slayer ant queen possesses incredibly powerful mandibles that can shred armor with ease.

Acid Spray: 3/day, 15-foot cone, damage 4d8 acid, Reflex DC 19 half. The save DC is Constitution-based.

Rend Armor (Ex): The incredibly powerful jaws of slayer ant queen can easily tear an opponent's armor to pieces. Whenever a slayer ant queen hits a creature wearing armor with her bite attack she inflicts 3d6+10 points of damage upon the target's armor unless he makes a successful DC 19 Reflex save. This damage bypasses any hardness the armor has. The save DC is Constitution-based.

SNAPDRAGON SWARM

Snapdragon Swarm

Diminutive Plant (Fire, Swarm)

Hit Dice: 2d8+2 (11 hp)

Initiative: +3

Speed: 20 ft. (4 squares), climb 20 ft.

AC: 16 (+4 size, +2 Dex), touch 16, flat-footed 14

Base Attack/Grapple: +1/-

Attack: Swarm (1d6)

Full Attack: Swarm (1d6)

Space/Reach: 10 ft./0 ft.

Special Attacks: Breath weapon, distraction

Special Qualities: Immune to weapon damage, immunity to fire, low-light vision, plant traits, swarm traits, tremorsense 60 ft., vulnerability to cold

Saves: Fort +4, Ref +3, Will +1

Abilities: Str 1, Dex 16, Con 12, Int 1, Wis 12, Cha 2

Skills: Climb +11, Hide +3*, Listen +6, Spot +5

Feats: Alertness

Environment: Warm forest or underground

Organization: Solitary or grove (2–4 swarms)

Challenge Rating: 1

Treasure: None

Alignment: Always neutral

Advancement: None

Level Adjustment: –

Suddenly, the surrounding vegetation comes alive with a swarm of small plants shaped like dragon heads.

Snapdragons are small, deadly magical plants that hide among vegetation and strike unsuspecting prey with fiery attacks. Gathering in colonies, they resemble ivy, although their leaves are vaguely shaped like the head of a dragon and have a slight reddish tint. They often choose to hide amongst vines of ivy or other forms of thick underbrush in order to conceal themselves. While they can easily survive both above and below ground, snapdragons prefer to stay near roads, tunnels or other areas frequented by solitary travelers, where they can easily find and attack prey.

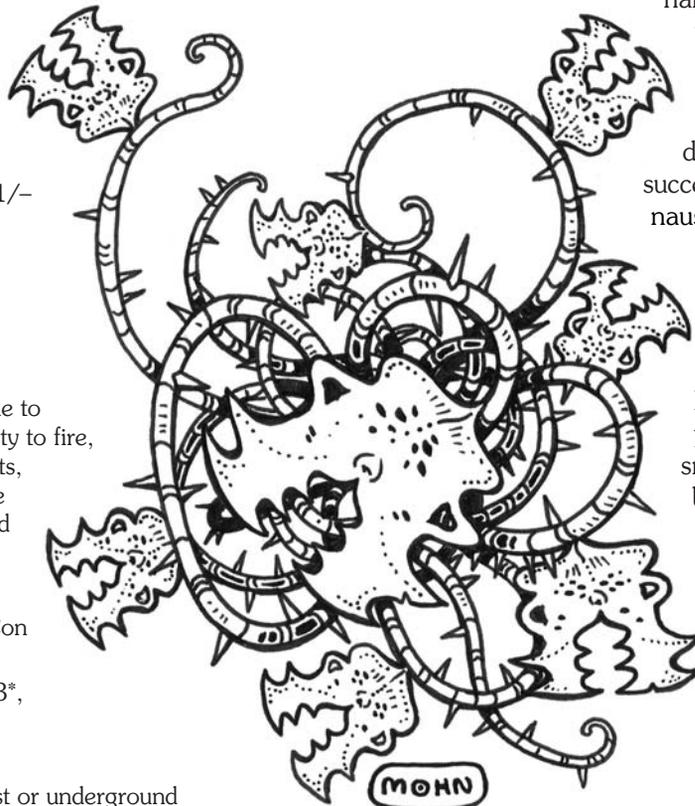
Combat

Snapdragons lie concealed amongst other plants, attacking only when potential victims pass by. They attack first with their fiery breath weapon, which the swarm can collectively use once per day. They then surround and attack their victims.

Breath Weapon (Su): The breath weapon for a swarm of snapdragons is a 10-foot line of fire that inflicts 1d8 points of damage. This breath weapon may be used once per day. A DC 12 Reflex save is allowed for half damage. The save DC is Constitution-based.

Distraction (Ex): Any living creature that begins its turn with a snapdragon swarm in its space must succeed on a DC 12 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Skills: Snapdragon swarms are difficult to pick out from other plants. *They receive a +8 bonus to Hide checks when surrounded by plants or in heavy undergrowth. A snapdragon swarm has a +8 racial bonus on Climb and can always choose to take 10 on Climb checks, even if rushed or threatened. A snapdragon swarm uses its Dexterity modifier instead of its Strength modifier for Climb checks.



SPELLSNAKE

Spellsnake

Small Magical Beast

Hit Dice: 1d10 (6 hp)

Initiative: +3

Speed: 20 ft. (4 squares), fly 60 ft. (average)

AC: 14 (+1 size, +3 Dex), touch 14, flat-footed 11

Base Attack/Grapple: +1/-4

Attack: Bite +5 melee (1d4-1)

Full Attack: Bite +5 melee (1d4-1)

Space/Reach: 5 ft./5 ft.

Special Attacks: Spell-like abilities

Special Qualities: Absorb magic, death throes

Saves: Fort +2, Ref +5, Will +0

Abilities: Str 8, Dex 17, Con 10, Int 11, Wis 11, Cha 12

Skills: Balance +12, Concentration +5, Hide +11, Listen +5, Spot +5

Feats: Flyby Attack, Weapon Finesse^B

Environment: Temperate hills and underground

Organization: Solitary or bunch (2-5)

Challenge Rating: 1

Treasure: Standard

Alignment: Usually neutral

Advancement: 2-3 HD (Small); or by character class

Level Adjustment: +2 (cohort)

This winged snake is about four feet in length with a wingspan nearly double that size. Its scaly exterior is milky white with black spots and its eyes blaze with a crimson radiance.

The spellsnake is a fierce guardian of those particularly magical locales frequently called dungeons. They seem instinctively drawn to places of magic and mark off their own territory close to these places.

The spellsnake is carnivorous (although it can survive without meat) and attacks any living creature entering its territory. It attacks with a special ferocity if intruders are bearing magical items or weapons. The spellsnake subsists on the same diet that normal snakes do, but magic holds a special flavor and the creature is drawn to such items like a moth to a flame.

Spellsnakes have a natural aptitude for magic, and exceptional specimens occasionally take levels in the sorcerer class.

Spellsnakes can be acquired as familiars with the Improved Familiar feat (see DMG v.3.5, Chapter 7, Characters, Familiars for more information). A spellsnake grants its master a +2 bonus saves against spells and spell-like effects

A typical spellsnake is 4 feet long and weighs 15 pounds.

Combat

A spellsnake will typically begin combat by strafing intruders with *color spray*. It will then pick off stunned or blinded opponents with *magic missile*, *ray of frost*, or bite attacks. Magic-bearing opponents are attacked first, if possible.

Spell-Like Abilities: At will – *detect magic*, *ray of frost*; 1/day – *color spray* (DC 12), *magic missile*. Caster level 1st. The save DCs are Charisma-based.

Absorb Magic (Su): When a spellsnake comes into physical contact with a magic item, it has a chance of absorbing a fraction of its power. When it touches a magic item, the spellsnake makes a Charisma check opposed by the item's caster level check. If successful, the spellsnake gains temporary hit points equal to 1/2 the item's caster level and the item cannot function for 1 round. If the spellsnake fails, there is no effect.

Death Throes (Ex): Upon its death, the spellsnake explodes into a cloud of rancid vapors. Living creatures within 5-ft. of the explosion must succeed on a DC 10 Fortitude save or be nauseated for one full round. The save is Constitution-based and spellsnakes are immune to this effect.

Skills: Spellsnakes have a +4 racial bonus on Concentration, Hide, Listen, and Spot checks and a +8 racial bonus on Balance checks.

SPIRIT OF URU-NUK

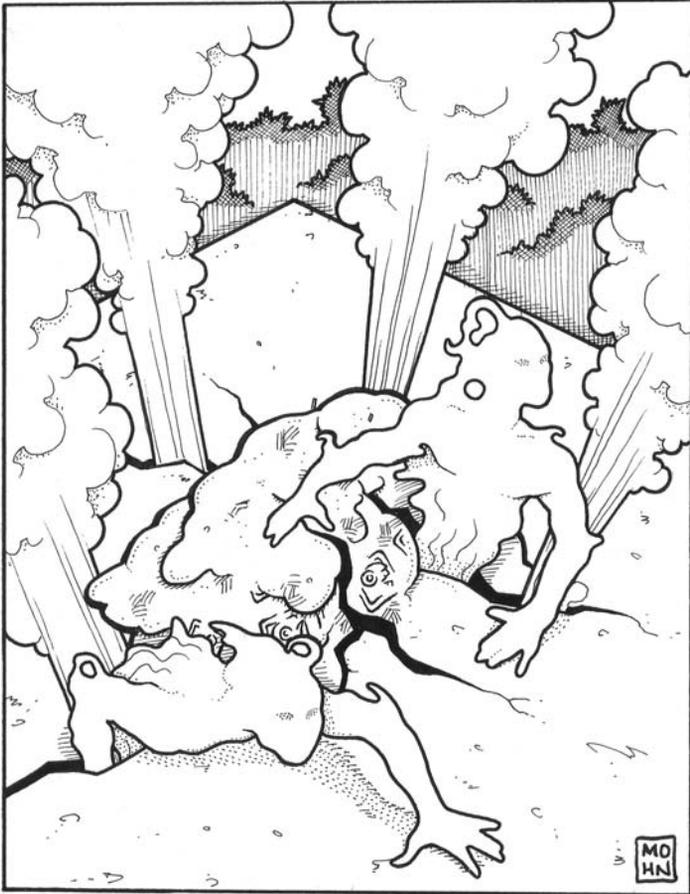
[See Stats Block on Page 106]

These wild, unpredictable beings appear as columns of colored smoke in a vaguely humanoid form. While they have discernable heads, their facial features appear and disappear from view, melting into the wisps of smoke and wind that make up their bodies.

The spirits of Uru-Nuk are unpredictable elemental beings formed from foul vapors tainted with plague, lightning, or a hint of madness. Spirits of Uru-Nuk can be found on both the Elemental Plane of Air and the Abyss.

While spirits speak Auran and Abyssal, they rarely engage in conversation, using their language skills to taunt and disparage their foes if they do bother to speak.

The spirits of Uru-Nuk are inspired by the *edimmu*, a type of malevolent spirit in Babylonian/Assyrian mythology. They were thought to be nearly incorporeal beings of wind and vapor possessed with a host of maleficent powers. It was widely believed that disease, vampirism, and criminal insanity were caused by these evil entities.



Spirit of Madness

Whimsical and chaotic best describe the habits of the spirits of madness. Flitting about more or less oblivious to those around them, they pick their targets almost at random, sometimes leaving a foe just before it becomes incapacitated and switching to engage another.

Combat

A spirit of madness prefers to engage its foes en masse. It often uses its ghost sound ability to lure foes into an area where it can unleash a *hypnotic pattern* upon them.

Maddening Wind (Ex): Those within the wind cone of a spirit of madness must make a DC 14 Will save or suffer effects identical to that of a lesser confusion spell. The Will save must be made every round a target stays within the wind cone. The save DC is Charisma-based.

Spell Like Abilities: At will – *fog cloud*, *ghost sound* (DC 12), *gust of wind* (DC 14); 3/day – *hypnotic pattern* (DC 14). Caster level 5th. The save DCs are Charisma-based.

Wind Cone (Su): Usable once per day, duration 1 round per Hit Die (4 rounds). A 30-foot cone in front of the spirit is filled with a blasting wind. In order to make more than a 5 foot step toward the spirit within this area of effect, an attacker must make a DC 12 Strength check. For every 5

points by which he beats the check, he may move an additional 5 feet toward the spirit. The storm spirit can maintain this ability without concentration. The DC is Strength-based.

Wisdom Damage (Su): The touch of a spirit of madness deals 1d3 points of Wisdom damage. A creature reduced to 0 Wisdom falls into a deep catatonic sleep plagued by madness.

Plague Spirit

These spirits linger over the battlefield, inflicting foul diseases upon those weakened and wounded by war. Cruel and sadistic by nature, plague spirits work toward a single goal, to inflict as much pain and misery on living things as possible.

Combat

Plague spirits like to use their *fog cloud* ability to mask their presence and then attack from surprise. They most often target already-wounded individuals. If threatened, they use their wind cone ability to hold off stronger individuals while they finish off the weak.

Disease (Ex): A living creature struck by a plague spirit's slam attack must make a DC 13 Fortitude save or contract the disease slimy doom. The save DC is Constitution-based.

Spell Like Abilities: At will – *fog cloud*, *gust of wind* (DC 14); 3/day – *inflict moderate wounds* (DC 14); 1/day – *contagion* (DC 16). Caster level 5th. The save DCs are Charisma-based.

Wind Cone (Su): Usable once per day, duration 1 round per Hit Die (5 rounds). A 30-foot cone in front of the spirit is filled with a blasting wind. In order to make more than a 5 foot step toward the spirit within this area of effect, an attacker must make a DC 12 Strength check. For every 5 points by which he beats the check, he may move an additional 5 feet toward the spirit. The storm spirit can maintain this ability without concentration. The DC is Strength-based

Storm Spirit

Storm spirits are summoned during the most destructive and potentially deadly storms, such as hurricanes and tornados. Flying quickly before the storm, they use their speed to best advantage by rushing across unspoiled land as quickly as possible in order to find targets of opportunity. Their bodies glimmer with electrical energy that constantly lets off small sparks.

Combat

Storm spirits prefer to keep most of their foes at range while they unleash all available firepower upon those enemies that manage to close with them.

	SPIRIT OF MADNESS Medium Elemental (Air, Chaotic, Extraplanar)	PLAGUE SPIRIT Medium Elemental (Air, Chaotic, Extraplanar)	STORM SPIRIT Medium Elemental (Air, Chaotic, Extraplanar)
Hit Dice:	4d8+4 (22 hp)	5d8+5 (27 hp)	6d8+6 (32 hp)
Initiative:	+3	+3	+7
Speed:	Fly 60 ft. (perfect) (12 squares)	Fly 60 ft. (perfect) (12 squares)	Fly 80 ft. (perfect) (16 squares)
Armor Class:	16 (+3 Dex, +3 natural), touch 13, flat-footed 13	16 (+3 Dex, +3 natural), touch 13, flat-footed 13	17 (+3 Dex, +4 natural), touch 13, flat-footed 14
Base Attack/Grapple:	+3/+3	+3/+3	+4/+4
Attack:	Slam +6 melee (1d3 Wisdom)	Slam +6 melee (1d6 plus disease)	Slam +7 melee (1d6 plus 1d6 shock)
Full Attack:	Slam +6 melee (1d3 Wisdom)	Slam +6 melee (1d6 plus disease)	Slam +7 melee (1d6 plus 1d6 shock)
Space/Reach:	5 ft./5 ft.	5 ft./5 ft.	5 ft./5 ft.
Special Attacks:	Maddening wind, spell-like abilities, wind cone, Wisdom damage	Spell-like abilities, wind cone	Shock, spell-like abilities, wind cone
Special Qualities:	Damage reduction 5/magic, darkvision 60 ft., elemental traits	Damage reduction 5/magic, darkvision 60 ft., elemental traits	Damage reduction 5/magic, darkvision 60 ft., elemental traits
Saves:	Fort +2, Ref +7, Will +2	Fort +2, Ref +7, Will +2	Fort +3, Ref +8, Will +3
Abilities:	Str 10, Dex 17, Con 13, Int 8, Wis 13, Cha 14	Str 10, Dex 17, Con 13, Int 9, Wis 13, Cha 15	Str 10, Dex 17, Con 13, Int 10, Wis 13, Cha 16
Skills:	Listen +5, Spot +4	Listen +5, Spot +5	Listen +10, Spot +10
Feats:	Flyby Attack, Weapon Finesse	Flyby Attack, Weapon Finesse	Flyby Attack, Improved Initiative, Weapon Finesse
Environment:	Elemental Plane of Air or The Abyss	Elemental Plane of Air or The Abyss	Elemental Plane of Air or The Abyss
Organization:	Solitary, flurry (2-5), storm (8-80)	Solitary, flurry (2-5), storm (8-80)	Solitary, flurry (2-5), storm (8-80)
Challenge Rating:	4	5	6
Treasure:	None	None	None
Alignment:	Always chaotic evil	Always chaotic evil	Always chaotic evil
Advancement:	5-8 HD (Medium); 9-12 HD (Large)	6-10 HD (Medium); 11-15 HD (Large)	7-12 HD (Medium); 13-18 HD (Large)
Level Adjustment:	-	-	-

Shock (Ex): A storm spirit deals an additional 1d6 points of electricity damage with a successful slam attack.

Spell Like Abilities: At will – *fog cloud*, *gust of wind* (DC 15); 3/day – *shocking grasp*; 1/day – *lightning bolt* (DC 16). Caster level 6th. The save DCs are Charisma-based.

Wind Cone (Su): Usable once per day, duration 1 round per Hit Die (6 rounds). A 30-foot cone in front of the spirit is filled with a blasting wind. In order to make more than a 5 foot step toward the spirit within this area of effect, an attacker must make a DC 12 Strength check. For every 5 points by which he beats the check, he may move an additional 5 feet toward the spirit. The storm spirit can maintain this ability without concentration. The DC is Strength-based

SQUID, DARKSEA

Squid, Darksea

Medium Magical Beast (Aquatic)

Hit Dice: 6d8+12 (39 hp)

Initiative: +3

Speed: 20 ft. (4 squares), swim 60 ft.

AC: 16 (+3 Dex, +3 natural), touch 13, flat-footed 13

Base Attack/Grapple: +4/+11*

Attack: Tentacle +8 melee (1d3+3)

Full Attack: 10 tentacles +8 melee (1d3+3) and bite +2 melee (1d6+1)

Space/Reach: 5 ft./5 ft. (10 ft. with tentacles)

Special Attacks: Caustic ink, improved grab

Special Qualities: Darkvision 120 ft., resistance to acid 10, water dependent

Saves: Fort +7, Ref +8, Will +3

Abilities: Str 16, Dex 17, Con 15, Int 4, Wis 12, Cha 6

Skills: Hide +9*, Listen +6, Spot +6, Swim +10*

Feats: Alertness, Skill Focus (Hide), Weapon Focus (tentacle)

Environment: Underground

Organization: Solitary or school (4-9)

Challenge Rating: 5

Treasure: Standard

Alignment: Usually neutral evil

Advancement: 7-9 HD (Medium); 10-12 HD (Large); 13-18 (Huge)

Level Adjustment: –

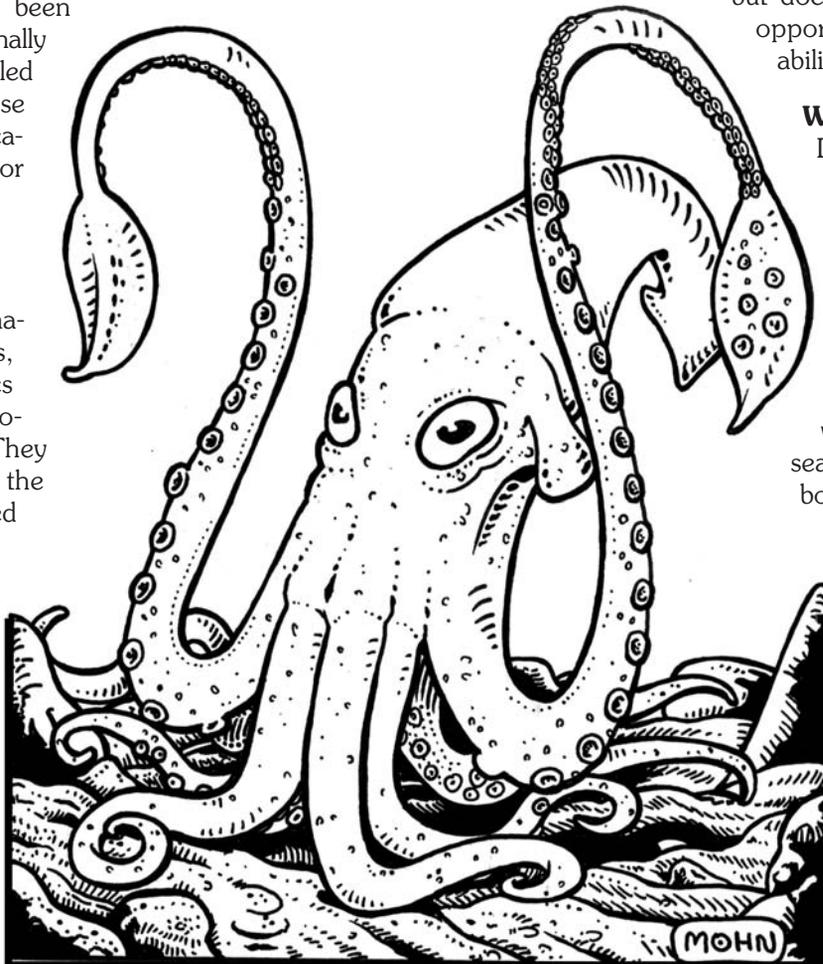
This large squid is jet black, and has ten long, barbed tentacles. Oddly enough, the squid uses its tentacles to pull itself from the water and onto dry land, where it scuttles toward you with surprising speed.

Darksea squids are foul-tempered, magical cousins of normal squids that have adapted to live in the lightless seas and lakes of the underdark. They are semi-amphibious, and can leave their aquatic environment for a short time to hunt on land. Although not particularly intelligent, darksea squids have a definite tendency towards evil and cruelty. They prefer to hunt sentient creatures when they can, enjoying the screams and cries of panic elicited from such prey, and the shiny baubles they are likely to carry.

Darksea squids have been known to grow exceptionally large, rivaling the fabled kraken in size. These larger specimens are occasionally kept as pets or guard beasts by aboleth.

Combat

Darksea squids are primarily ambush predators, and make use of tactics similar to that of crocodiles on the surface. They lurk at the edge of the water, half submerged and hidden from view, waiting for suitable prey to come close enough to grab. Once a darksea squid has grabbed a potential meal, it attempts to drag it into the water, where it can be drowned or torn to pieces by the squid's razor-sharp beak.



A darksea squid uses its caustic ink only in life or death situations, or if it needs to flee an encounter quickly.

Improved Grab (Ex): To use this ability, a darksea squid must hit an opponent of any size with its arm attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and automatically deals bite damage. *A darksea squid has a +4 racial bonus on grapple checks.

Caustic Ink (Ex): Like normal squids, darksea squids can release a cloud of ink 10 feet high by 10 feet long once per minute as a free action. The cloud provides total concealment, which the darksea squid normally uses to escape a losing fight. All vision within the cloud is obscured. In addition, creatures within the cloud take 1d4 points of acid damage per round. The cloud lasts for 1d4+1 rounds.

On land, the darksea squid can squirt its ink in a caustic stream at a single opponent within 30 ft. as a ranged touch attack. A creature struck by the ink takes 3d4 points of acid damage and is blinded for 1d4 rounds. A successful DC 15 Reflex save halves the acid damage and negates the blindness. The saving throw is Constitution-based.

Jet (Ex): A darksea squid in the water can jet backward once per round as a full-round action, at a speed of 240 feet. It must move in a straight line, but does not provoke attacks of opportunity while jetting. This ability is useless on land.

Water Dependent (Ex):

Darksea squids can survive out of the water for 1 hour per 2 points of Constitution. After that, they begin to drown.

Skills: *A darksea squid gains a +4 racial bonus on Hide checks when in the water. A darksea squid has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line

T

TOADSPAWN - TROGLODYTE, MOUNTAIN

TOADSPAWN

Bobugbubilz, the toadfiend god, likes to scatter its progeny across the planes. The toadfiend is a chaotic evil deity of terrible vitality and unusual resiliency. His followers are the most deviant members of the various amphibious races, such as locathah, scraggs, and sahuagin, as well as reprehensible evil creatures who seek vigor, potency, and endurance. His domains are Chaos, Evil, and Water, and his favored weapon is the whip. His symbol is a leering, evil, malformed toad head.

Creating a Toadspawn

Bobugbubilz's offspring are called toadspawn. "Toadspawn" is a template that can be added to any living, corporeal creature with an Intelligence score of 4 or more and a non-good alignment (referred to hereafter as the base creature).

A toadspawn uses all the base creature's statistics and special abilities except as noted here.

Size and Type: Type changes to outsider. Do not recalculate base attack bonus or saves. Size increases by one increment. Toadspawn gain the aquatic subtype. Toadspawn are normally native outsiders.

Hit Dice: Increase all racial Hit Dice to d10s.

Speed: Toadspawn gain a swim speed equal to their base land speed.

Armor Class: Natural armor increases by +1 (this is in addition to the natural armor increase gained by an increase in size, and stacks with any existing natural armor).

Attack: A toadspawn has 2 claw attacks, a bite and a tongue attack. The claws and tongue attack can be used interchangeably as primary natural attacks; the bite is always a secondary attack. If the base creature can wield weapons, it retains that ability. The tongue attack has a reach 5 ft. greater than the base creature's natural reach.

Full Attack: A toadspawn attacking without weapons uses its 2 claws, bite, and tongue when making a full attack. If wielding a weapon, it also uses its tongue attack and bite attack as a natural secondary attacks, and uses a claw attack as a natural secondary attack if it has a free hand.

Damage: Toadspawn have claw, bite, and tongue attacks. If the base creature does not have these attack forms, use the damage values in the table below. Otherwise, use the values below or the base creature's damage values, whichever are greater.

Size	Tongue Damage	Bite Damage	Claw Damage
Fine	-	1	-
Diminutive	1	1d2	1
Tiny	1d2	1d3	1d2
Small	1d3	1d4	1d3
Medium	1d4	1d6	1d4
Large	1d6	1d8	1d6
Huge	1d8	2d6	1d8
Gargantuan	2d6	3d6	2d6
Colossal	3d6	4d6	3d6

Special Attacks: A toadspawn retains all the special attacks of the base creature and gains the following:

Improved grab (Ex): To use this ability, a toadspawn must hit with its tongue attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can attempt to swallow the foe the following round.

Spell-Like Abilities: A toadspawn with an Intelligence or Wisdom score of 8 or higher has spell-like abilities depending on its Hit Dice, as indicated on the table below. The abilities are cumulative. Unless otherwise noted, an ability is usable once per day. Caster level equals the creature's HD, and the save DC is Charisma-based.

Hit Dice	Abilities
1-2	<i>Obscuring mist</i> 3/day
3-4	<i>Water breathing</i>
5-6	<i>Ice storm</i>
7-8	<i>Control water</i> 3/day
9-10	<i>Cone of cold</i>
11-12	<i>Blasphemy</i>
13-14	<i>Unholy aura</i> 3/day, <i>unhallow</i>
15-16	<i>Acid fog</i>
17-18	<i>Summon monster IX</i> (elder water elemental)
19-20	<i>Destruction</i>

Swallow whole (Ex): If a toadspawn begins its turn with an opponent held in its mouth (see Improved Grab), it can attempt a new grapple check (as though attempting to pin the opponent). If it succeeds, it swallows its prey, and the opponent takes bite damage. A toadspawn can swallow a creature up to two size categories smaller than itself. A swallowed creature is considered to be grappled, while the toadspawn is not. A swallowed creature can try to cut its way free with any light slashing or piercing weapon by dealing a

minimum of 25 points of damage to the gizzard, or it can just try to escape the grapple. The Armor Class of the interior of a toadspawn is $10 + 1/2$ its natural armor bonus, with no modifiers for size or Dexterity. If the swallowed creature escapes the grapple, success puts it back in the toadspawn's mouth, where it may be bitten or swallowed again.

Special Qualities: A toadspawn retains all the special qualities of the base creature and gains the following:

- Darkvision out to 60 feet.
- Amphibious
- Resistance to acid 5, cold 5, electricity 5, and fire 5.
- Damage reduction: 5/magic (if HD 11 or less) or 10/magic (if HD 12 or more).
- A toadspawn's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.
- Regeneration 5 (stacks with base creature's regeneration)

Abilities: Str +2, Dex +4, Wis +4, Con +6, Cha -2 (in addition to modifiers for size increase).

Skills: A toadspawn gains skill points as an outsider and has skill points equal to $(8 + \text{Int modifier}) \times (\text{HD} + 3)$, not including class level skill points. Treat skills from the base creature as class skills and others as cross-class. Toadspawn receive a +8 racial bonus on all Jump checks. They re-

ceive a +8 racial bonus on all Swim checks and can take 10 on Swim checks at any time.

Feats: Toadspawn gain the feat Weapon Focus (tongue) as a bonus feat.

Challenge Rating: HD 4 or less, as base creature +1; HD 5-10, as base creature +2; HD 11+, as base creature +3. Note that creatures attaining size Large or larger gain an additional +1 to their CR.

Alignment: Always chaotic evil.

Level Adjustment: +4.

Sample Toadspawn

This sample toadspawn uses a troll as the base creature.

Toadspawn Troll

Huge Outsider
(Aquatic, Native)

Hit Dice: 6d10+66
(99 hp)

Initiative: +3

Speed: 30 ft.
(6 squares), swim 30 ft.

Armor Class:
20 (-2 size,
+3 Dex,
+9 natural),
touch 11, flat-footed 17

Base Attack/Grapple: +4/+23

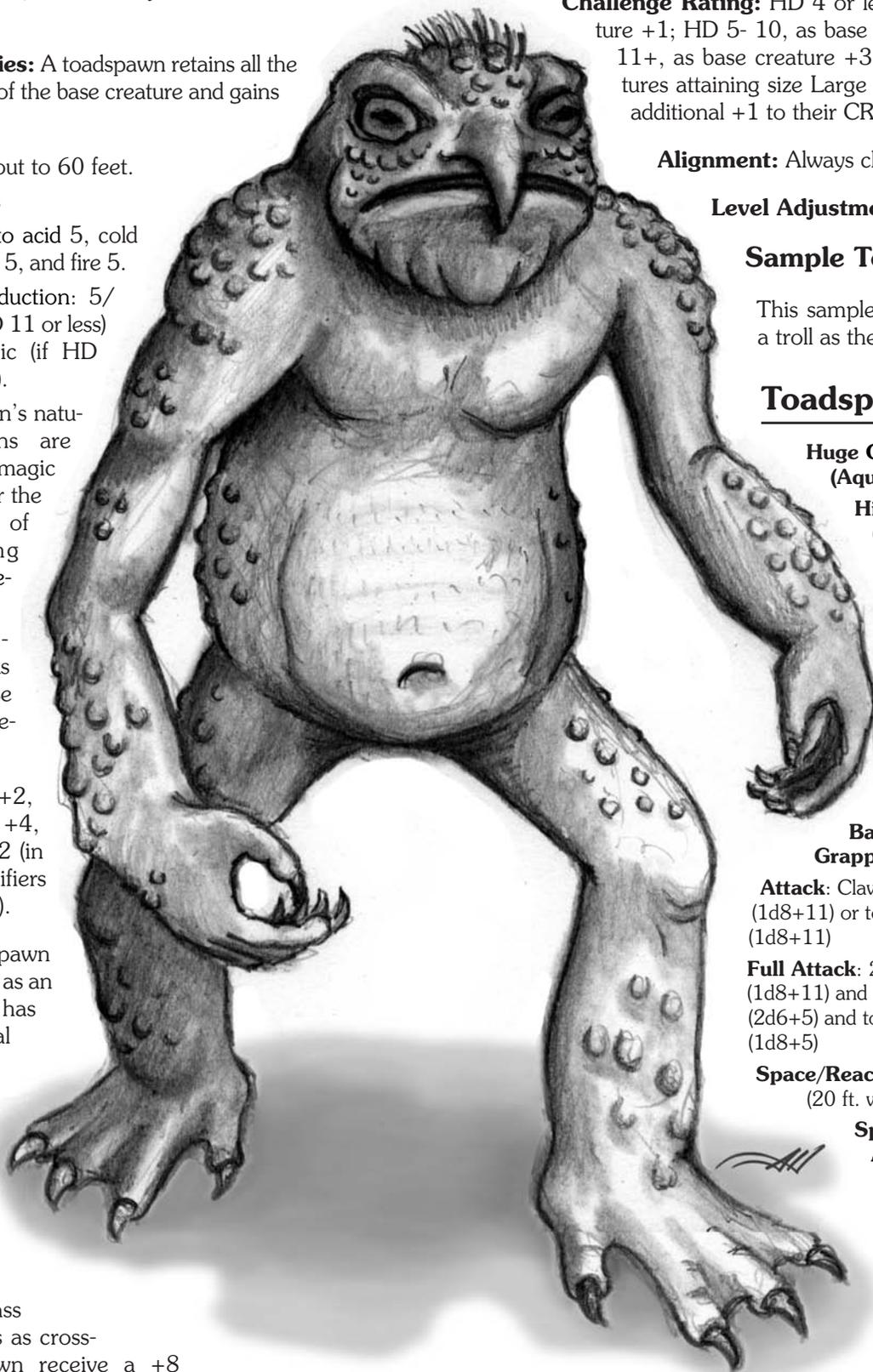
Attack: Claw +13 melee
(1d8+11) or tongue +14 melee
(1d8+11)

Full Attack: 2 claws +13 melee
(1d8+11) and bite +8 melee
(2d6+5) and tongue +9 melee
(1d8+5)

Space/Reach: 15 ft./15 ft.
(20 ft. with tongue)

Special Attacks:

Improved grab,
rend 2d8+16,
spell-like
abilities,
swallow
whole



Special Qualities: Amphibious, damage reduction 5/magic, darkvision 90 ft., low-light vision, regeneration 10, resistance to acid 5, cold 5, electricity 5, and fire 5, scent

Saves: Fort +16, Ref +5, Will +6

Abilities: Str 33, Dex 16, Con 33, Int 6, Wis 13, Cha 4

Skills: Climb +14, Jump +14, Listen +12, Search +2, Spot +12, Survival +5, Swim +23

Feats: Alertness, Iron Will, Track, Weapon Focus (tongue)^B

Environment: A chaotic evil-aligned plane

Organization: Solitary

Challenge Rating: 8

Treasure: Standard

Alignment: Always chaotic evil

Advancement: By character class

Level Adjustment: +9

This towering humanoid is covered in thick warty skin the color of bile, and is decidedly toad-like in appearance. Its head is a squashed oval from which a long, curved nose dangles over its wide, needle-toothed maw. Two long, apish arms hang nearly to the ground, and each massive, blunt-fingered hand is armed with formidable talons.

The dread toadfiend, Bobugbubilz, seems to have an unnatural attraction to trolls, and many of his spawn are the result of his union with she-trolls. Bobugbubilz's vile blood, coupled with the troll's already formidable abilities, makes for a terrifying and nearly unstoppable monster. Toadspawn trolls can be found lurking in marshes and swamps, where they can make good use of their amphibious nature, or occasionally around subterranean lakes and seas.

Combat

Chaotic and rapacious, toadspawn trolls simply charge into battle, attempting to rend or swallow as many foes as possible. They are absolutely fearless, relying on their energy resistance and superb regenerative ability to shield them from any lasting harm. Toadspawn trolls rarely make use of their spell-like abilities, lacking the intellect or creativity to use them effectively.

Improved grab (Ex): To use this ability, a toadspawn troll must hit with its tongue attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can attempt to swallow the foe the following round.

Rend (Ex): If a toadspawn troll hits with both claw attacks, it latches onto the opponent's body and tears the flesh. This attack automatically deals an additional 2d8+16 points of damage.

Spell-Like Abilities: 3/day – *obscuring mist*; 1/day – *ice storm*, *water breathing*. Caster level 6th.

Swallow Whole (Ex): A toadspawn troll can try to swallow a grabbed opponent of up to two sizes smaller by making a successful grapple check. The swallowed creature takes 2d8+11 points of bludgeoning damage and 8 points of acid damage per round from the toadspawn troll's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the gizzard (AC 14). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A Huge toadspawn troll's gizzard can hold 2 Medium, 8 Small, 32 Tiny, or 128 Diminutive or smaller opponents.

Regeneration (Ex): Fire and acid deal normal damage to a toadspawn troll. If a toadspawn troll loses a limb or body part, the lost portion regrows in 3d6 minutes. The creature can reattach the severed member instantly by holding it to the stump.

TROGLODYTE, MOUNTAIN

[See Stats Block Next Page]

The reptilian humanoid is slightly taller than a human, with powerfully built legs, muscular arms, and a thick tail. The creature's body is covered with thick, brown scales and its head resembles that of a lizard. The head bears a long frill and bone-like spurs project from the creature's elbows and shoulders. It has baleful yellow eyes.



	MOUNTAIN TROGLODYTE	MOUNTAIN TROGLODYTE CHIEFTAIN, 7th Level Barbarian
	Medium Humanoid (Reptilian)	Medium Humanoid (Reptilian)
Hit Dice:	3d8+6 (19 hp)	3d8+12 plus 7d12+28 (100 hp)
Initiative:	-1	+0
Speed:	30 ft. (6 squares), climb 20 ft.	40 ft. (8 squares), climb 20 ft.
Armor Class:	16 (-1 Dex, +7 natural), touch 9, flat-footed 16	23 (+7 natural, +6 armor), touch 10, flat-footed 23
Base Attack/Grapple:	+2/+4	+9/+14
Attack:	Greatclub +4 melee (1d10+3) or claw +4 melee (1d4+2) or javelin +2 ranged (1d6+2)	+1 <i>greataxe</i> +16 melee (1d12+8/x3) or claw +14 melee (1d4+5) or masterwork javelin +10 ranged (1d6+5)
Full Attack:	Greatclub +4 melee (1d10+1) and bite +2 melee (1d4+1); or 2 claws +4 melee (1d4+2) and bite +2 melee (1d4+1); or javelin +2 ranged (1d6+2)	+1 <i>greataxe</i> +16/+11 melee (1d12+8/x3) and bite +12 melee (1d4+2); or 2 claws +14 melee (1d4+5) and bite +12 melee (1d4+2); or masterwork javelin +10 ranged (1d6+5)
Space/Reach:	5 ft./5 ft.	5 ft./5 ft.
Special Attacks:	Blinding spittle, stench	Blinding spittle, rage 2/day, stench
Special Qualities:	Darkvision 60 ft.	Damage reduction 1/–, darkvision 60 ft., fast movement, illiteracy, improved uncanny dodge, trap sense +2, uncanny dodge
Saves:	Fort +5, Ref +0, Will +1	Fort +13, Ref +4, Will +4
Abilities:	Str 15, Dex 9, Con 14, Int 8, Wis 10, Cha 10	Str 20, Dex 10, Con 18, Int 10, Wis 10, Cha 8
Skills:	Climb +10, Hide +6*, Listen +4	Climb +13, Hide +6*, Intimidate +7, Jump +13, Listen +13, Spot +2, Survival +7
Feats:	Multiattack ^B , Power Attack, Weapon Focus (javelin)	Alertness, Cleave, Multiattack ^B , Power Attack, Weapon Focus (<i>greataxe</i>)
Environment:	Temperate or warm mountains and underground	Temperate or warm mountains and underground
Organization:	Clutch (2–5), squad (6–11), or band (12–80 plus 20% noncombatants)	Clutch (1 plus 2–5 mountain troglodytes), squad (1 plus 6–11 mountain troglodytes), or band (1 plus 12–80 mountain troglodytes plus 20% noncombatants)
Challenge Rating:	2	9
Treasure:	Standard	Standard
Alignment:	Usually chaotic evil	Usually chaotic evil
Advancement:	By character class	By character class
Level Adjustment:	+2	+9

A mountain troglodyte stands about 6 feet tall and weighs about 180 pounds. For all intents and purposes, these creatures appear to be larger, stronger versions of standard troglodytes. The natural color of a mountain troglodyte's tough, scaly hide is a dark earthy-brown. They can easily walk on walls and even upside-down on ceilings, due to special pads on their feet.

Mountain troglodytes speak Draconic.

Combat

Half of a group of troglodytes are armed only with claws and teeth; the rest carry one or two javelins and huge clubs set with cruel spikes. They normally conceal themselves

first; launch a volley of javelins, then close to attack. Unlike their smaller brethren, the near-fearless mountain troglodytes are loath to break off an attack once it's begun.

Blinding spittle (Ex): Once per hour, as a standard action, a mountain troglodyte can attack by expectorating a wad of caustic saliva at an opponent's eyes. To do so, the mountain troglodyte makes a ranged attack roll against a single opponent within 20 ft.; a target struck must make a DC 13 Fortitude save or be blinded for 1d4 rounds. The save DC is Constitution-based.

Stench (Ex): If a mountain troglodyte is angry or frightened, it secretes an oily, musk-like chemical that nearly every form of animal life finds offensive. All living creatures



(except troglodytes of any sort) within 30 feet of a mountain troglodyte must succeed on a DC 13 Fortitude save or be sickened for 10 rounds. The save DC is Constitution-based. Creatures that successfully save cannot be affected by the same troglodyte's stench for 24 hours. A *delay poison* or *neutralize poison* spell removes the effect from the sickened creature. Creatures with immunity to poison are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws.

Skills: A mountain troglodyte may change its skin color somewhat, allowing it to blend in with its surroundings like a chameleon and providing a +4 racial bonus on Hide checks. *In rocky or underground settings, this bonus improves to +8. A mountain troglodyte has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.

Mountain Troglodyte Society

Mountain troglodytes are an offshoot of the common troglodyte race. In general, mountain troglodytes are more primitive in nature. Mountain troglodytes tend to be physically stronger, taller, heavier, and more brutal. Their skin coloration (in its natural state) tends to be more brown than green, although green and gray specimens have been reported. Their scales are extremely hard and pebbled, giving them a higher natural armor class. In many specimens, the standard troglodyte head fin instead appears as a row of long spines or horn-like growths. Their tails are thicker and often shorter than that of standard troglodytes. Mountain troglodytes often have horned spurs on their shoulders, el-

bows, calves, and/or forearms, which add to their overall brutal appearance.

Mountain troglodytes share a similar world-view with their more common cousins, and they too revel in acts of cruelty and savagery. They delight in torturing and eating their foes after a battle has been won. They view weaker creatures as inferiors and only work with other races if it brings them benefit. They tend to be impulsive but methodical; they quickly adopt an approach, and if that fails they accept the consequences and try something else. They do not mourn their dead and treat fallen warriors with no reverence; indeed, they are not above committing cannibalism on their dead in lean times.

Mountain troglodytes organize their tribes in a loose hierarchy, normally under a chief and sometimes a shaman as well (in such cases the shaman shares some power with the chief but usually is in a subservient role). Often there will be one or two subchiefs, chosen by displays of strength, ready to assume the place of a fallen chief at any time. Often subchiefs fight chiefs in a challenge of their position, and such fights are typically to the death.

Mountain troglodytes value gems and recognize the worth of treasure for trading purposes, but generally do not retain much in the way of treasure. They, like common troglodytes, greatly value steel and forged metal weapons.

Mountain troglodytes revere the same disgusting toad/lizard deity that standard troglodytes worship. Mountain troglodyte clerics have access to the following domains: Chaos, Destruction, Evil, and Scalykind.

Mountain Troglodyte Chieftain

Leaders of mountain troglodyte tribes are always the largest, strongest, and fiercest fighters in the group. They rule with the brutal authority of might-makes-right, and must constantly fight to keep their position and their lives, as younger males attempt to usurp their power.

The mountain troglodyte chieftain presented here had the following ability scores before racial adjustments and Hit Die ability score increases: Str 15, Dex 12, Con 14, Int 12, Wis 10, Cha 8.

Combat

Mountain troglodyte chieftains use the biggest and best weapons they can find. The chieftain is an unsubtle combatant, and begins combat by raging. He then attacks furiously with his greataxe, attempting to cause as much carnage as possible.

Blinding spittle (Ex): The Fortitude save to resist a mountain troglodyte chieftain's blinding spittle is DC 19.

Stench (Ex): The Fortitude save to resist a mountain troglodyte chieftain's stench is DC 19.

Rage (Ex): Twice per day, a mountain troglodyte chieftain can enter a state of fierce rage that last for 9 rounds. The following changes are in effect as long as he rages: AC 21 (touch 10, flat-footed 21); hp 120; Atk +18/+13 melee (1d12+11, +1 greataxe) and +14 melee (1d4+3, bite); SV Fort +15, Will +6; Str 24, Con 22; Climb +16, Jump +16. At the end of his rage, the mountain troglodyte chieftain is fatigued for the duration of the encounter.

Possessions: +1 greataxe, +2 chain shirt, 3 masterwork javelins, ring of jumping, cloak of resistance +1, potion of cure serious wounds, potion of bull's strength.

Mountain Troglodyte Characters

Mountain troglodyte characters possess the following racial traits.

- +4 Strength, -2 Dexterity, +4 Constitution, -2 Intelligence.
- Medium size.
- A mountain troglodyte's base land speed is 30 feet. It also has a climb speed of 20 ft.
- Darkvision out to 60 feet.
- Racial Hit Dice: A mountain troglodyte begins with three levels of humanoid, which provide 3d8 Hit Dice, a base attack bonus of +2, and base saving throw bonuses of Fort +3, Ref +1, and Will +1.
- Racial Skills: A mountain troglodyte's humanoid levels give it skill points equal to 6 x (2 + Int modifier, minimum 1). Its class skills are Climb, Hide and Listen. Mountain troglodytes have a +4 racial bonus on Hide checks (+8 in rocky or underground surroundings). A mountain troglodyte has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.
- Racial Feats: A mountain troglodyte's humanoid levels give it two feats. A mountain troglodyte receives Multi-attack as a bonus feat.
- +7 natural armor bonus.
- Natural Weapons: 2 claws (1d4) and bite (1d4).
- Special Attacks (see above): Blinding spittle, stench.
- Automatic Languages: Draconic. Bonus Languages: Common, Giant, Goblin, and Orc.
- Favored Class: Barbarian.
- Level adjustment +2.

VAPOR DEMON - VORRLASH, "LURKER IN THE DARK"



VAPOR DEMON

Vapor Demon

Medium Elemental (Air, Extraplanar)

Hit Dice: 8d8+8 (43 hp)

Initiative: +9

Speed: Fly 60 ft. (perfect) (12 squares)

Armor Class: 21 (+5 Dex, +6 natural), touch 15, flat-footed 16

Base Attack/Grapple: +6/+8

Attack: Claw +11 melee (1d6+2 plus poison)

Full Attack: 2 claws +11 melee (1d6+2 plus poison) and bite

+9 melee (1d8+1 plus poison)

Space/Reach: 5 ft./5 ft.

Special Attacks: Envelop, poison

Special Qualities: Darkvision 60 ft., elemental traits, vapor form

Saves: Fort +3, Ref +11, Will +3

Abilities: Str 15, Dex 20, Con 13, Int 12, Wis 12, Cha 11

Skills: Hide +18, Listen +9, Move Silently +17, Spot +9

Feats: Improved Initiative, Multiattack, Weapon Finesse

Environment: Elemental Plane of Air

Organization: Solitary, pair, or fog (3-6)

Challenge Rating: 7



Treasure: None

Alignment: Always chaotic evil

Advancement: 9-16 HD (Large); 17-24 HD (Huge)

Level Adjustment: –

Before you a roiling green cloud of noisome vapor coalesces into a horrific bat-winged demon. The creature's body is murky and nearly translucent, but its razor-sharp talons seem solid enough to rend flesh.

Vapor demons are Medium air elementals that have become tainted with the chaotic evil energies of certain lower planes. They are incredibly quick and nimble creatures formed of semi-solid poisonous mist, and as such are particularly hard to injure with physical attacks. Vapor demons resemble gargoyle-like demons, with horns, bat-wings, and sharp talons and teeth.

A vapor demon is about 6 feet tall and weighs 10 pounds.

Vapor demons speak Abyssal and Auran.

Combat

A vapor demon fights with its poisonous claws and bite or tries to envelop targets, forcing them to inhale its poisonous form. Vapor demons are essentially fearless, relying on their unique body form to shield them from physical attacks. They rarely flee combat, and pursue weakened enemies relentlessly.

Envelop (Ex): As a standard action, a vapor demon can envelop a creature of Medium size or smaller by simply moving into the target's square. Opponents can make attack of opportunity against the vapor demon, but if they do so they are not entitled to a saving throw to resist inhaling the demon's poisonous vapors. Enveloped creatures are blinded and must succeed at a DC 15 Fortitude save or inhale a portion of the vapor demon's body. A failed saving throw inflicts poison damage (1d4 Con) each round, as the inhaled vapors intensify the demon's poison. An affected creature can make a new Fortitude saving throw each round to cough up the vapors and end the poison damage. Envelop is not a grapple attack, and opponents can simply

move out of the vapor demon's body on their turn. The save DC is Constitution-based.

Poison (Ex): Injury, Fortitude DC 15, initial and secondary damage 1d4 Con. The save DC is Constitution-based.

Vapor Form (Su): The vapor demon exists only in its semi-solid misty form. Its misty form provides the vapor demon with concealment (20% miss chance). In addition, attacks with physical weapons inflict only half damage.

Skills: Vapor demons have a +4 racial bonus on Hide and Move Silently checks.

VORRLASH, "LURKER IN THE DARK"

Vorrlash, "Lurker in the Dark"

Huge Outsider (Extraplanar)

Hit Dice: 15d8+105 (171 hp)

Initiative: +6

Speed: 30 ft. (6 squares), burrow 10 ft.

AC: 25 (-2 size, +2 Dex, +15 natural), touch 10, flat-footed 23

Base Attack: +15/+31

Attack: Bite +21 melee (3d6+8)

Full Attack: Bite +21 melee (3d6+8) and 3 pseudopods +19 melee (1d8+4)

Space/Reach: 15 ft./15 ft.

Special Attacks: Improved grab, night bringer, swallow whole

Special Qualities: Damage reduction 10/–, darkvision 120 ft., fast healing 5, immune to cold, shadow born

Saves: Fort +16, Ref +11, Will +11

Abilities: Str 26, Dex 14, Con 25, Int 8, Wis 15, Cha 15

Skills: Climb +26, Diplomacy +4, Hide +18, Intimidate +20, Listen +22, Move Silently +17, Sense Motive +20, Spot +22

Feats: Alertness, Cleave, Improved Initiative, Improved Overrun, Multiattack, Power Attack

Environment: The Plane of Shadow

Organization: Solitary

Challenge Rating: 13

Treasure: Standard

Alignment: Usually neutral

Advancement: 16-30 HD (Huge), 31-45 (Gargantuan)

Level Adjustment: –

The darkness ahead shifts liquidly, as if it were alive and ambulatory. As you draw closer, the world is suddenly thrust into impenetrable gloom, and you can hear the unmistakable sound of something large moving close by.

Vorrlash are large, cylindrical slug-like beasts from the plane of shadow, with large maws surrounded by three pseudopods. Their natural shadow form renders them invisible for the most part. The vorrlash shuns all forms of illumination. Few beings have ever seen a live vorrlash, due to their natural habitat and generally reclusive nature.

Moving by gliding on shadow, the vorrlash consume nothing on their native plane, but eat rare metals and other denizens of the Prime Material Plane. Vorrlash are sentient but react out of instinct rather than from reason. Slow to attack, they still defend themselves and their claimed land with tenacity. So strong is their territorial sense that they attack any perceived intruder, even those that might be powerful enough to kill them.

Vorrlash watch potential enemies for some time before choosing when to strike. They are incredibly quick for their size, seemingly gliding along on liquid shadow. Their stealth and speed allow them to hit targets in the midst of groups before many have time to react. The resulting panic allows the vorrlash to fade into the shadows before a counterattack can be mounted. There, they wait and single out another target, repeating the process until the invaders are gone.

Combat

Vorrlash are cunning predators, and study their targets closely before attacking. Once it has chosen a target, the vorrlash trails it as long as it remains within the vorrlash's territory. When the moment is right and the target is most unaware, the vorrlash slithers as close as possible to snatch him up with an attack from its maw. If light sources are near or make the attack too risky by exposing the vorrlash to too much light, the vorrlash first attempts to snuff out the light sources. If caught in melee with multiple opponents, it will swallow one victim, grab a second and then flee, attempting to lose its pursuers in the darkness. There, it fin-

ishes off its captives, only to resume the hunt again until the interlopers have been driven away.

Improved Grab (Ex): To use this ability, a vorrlash must hit a creature at least one size smaller than itself with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to swallow the opponent in the following round.

A vorrlash can also use its improved grab ability on a pseudopod attack. If it wins the grapple check, it establishes a hold, picks up the opponent, and transfers it to the mouth as a free action, automatically dealing bite damage.

Night Bringer (Su): A vorrlash can create darkness at will, as if using the *darkness* spell (caster level 15th).

Swallow Whole (Ex): A vorrlash can try to swallow a grabbed opponent of up to two sizes smaller by making a successful grapple check. The swallowed creature takes 3d6+8 points of bludgeoning damage and 8 points of acid damage per round from the vorrlash's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the gizzard (AC 17). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

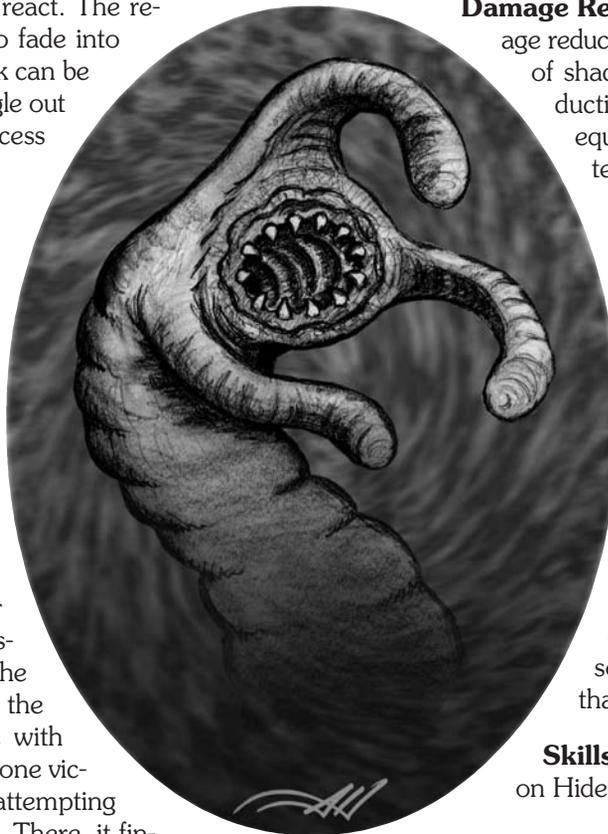
A Huge vorrlash's gizzard can hold 2 Medium, 8 Small, 32 Tiny, or 128 Diminutive or smaller opponents.

Damage Reduction (Ex): A vorrlash has damage reduction 10/– when in darkness or areas of shadowy illumination. This damage reduction is negated by any light source equivalent to or greater than that emitted by a torch or *light* spell.

Fast Healing (Ex): A vorrlash heals 5 points of damage per round when in darkness or areas of shadowy illumination. This healing is negated by any light source equivalent to or greater than that emitted by a torch or *light* spell.

Shadow Born (Su): A vorrlash has total concealment (50% miss chance) when in darkness or in areas of shadowy illumination. This concealment is negated by any light source equivalent to or greater than that emitted by a torch or *light* spell.

Skills: A vorrlash has a +4 racial bonus on Hide checks.



W

WAR-WORM - WORG, DEEP

WAR-WORM

[See Stats Block Below]

This horrid aberration squirms on the ground, moving toward you with alarming speed. The body is that of an enormous maggot, but the head belongs to a hissing, snarling, fanged human. It stinks of the grave, and leaves a smear of blood and mucus as it comes for you!

Rising from the blood-soaked earth of battlefields to stalk the living, war-worms are the souls of warriors trapped in the bodies of tormented aberrations. A war-worm resembles a two-foot long chitinous worm with the head of a fanged, human warrior. The bite of a war-worm is fearsome, allowing the worm to tunnel through soil and tear apart armor. The worms leave trails of slime wherever they slither; this slime is slightly acidic, and over the years war-worm warrens will slowly grow larger, eaten away by the slime.

The worms hunger for one thing: the blood of the living. They hunt exclusively at night, rising from the earth and swarming sleeping victims. The frequency of their attacks increases after rainstorms, when the ground is wet and easier for the worms to burrow through.

The horrid creatures appear most often at the place of a massacre or slaughter, or any place where a large number of souls died senselessly.

Combat

When forced into melee, war-worms try to overwhelm their prey with numbers.

Attach (Ex): If a war-worm hits with its bite attack, it uses its powerful jaws to latch onto the opponent's body. An attached war-worm is effectively grappling its prey. The war-worm loses its Dexterity bonus to AC and has an AC of 13, but holds on with great tenacity. War-worms have a +12 racial bonus on grapple checks (already figured into the Base Attack/Grapple entry above).

	WAR-WORM Tiny Aberration	WAR-WORM QUEEN Large Aberration
Hit Dice:	1d8+1 (5 hp)	2d8+8 (17 hp)
Initiative:	+3	-2
Speed:	20 ft (4 squares), burrow 10 ft.	5 ft. (1 square)
Armor Class:	16 (+2 size, +3 Dex, +1 natural), touch 15, flat-footed 13	14 (-1 size, -2 Dex, +7 natural), touch 7, flat-footed 14
Base Attack/Grapple:	+0/-10 (+2 when attached)	+1/+9
Attack:	Bite +5 melee (1d3-2)	Bite +4 melee (1d8+6) or acid spray +0 ranged touch (1d6 acid)
Full Attack:	Bite +5 melee (1d3-2)	Bite +4 melee (1d8+6) or acid spray +0 ranged touch (1d6 acid)
Space/Reach:	2 1/2 ft./0 ft.	10 ft./5 ft.
Special Attacks:	Attach, blood drain, infest	Acid spray
Special Qualities:	Darkvision 60 ft.	Darkvision 60 ft.
Saves:	Fort +1, Ref +3, Will +2	Fort +4, Ref -2, Will +3
Abilities:	Str 6, Dex 17, Con 13, Int 5, Wis 10, Cha 2	Str 18, Dex 6, Con 19, Int 5, Wis 10, Cha 2
Skills:	Hide +13, Move Silently +5	Listen +2, Spot +3
Feats:	Weapon Finesse	Weapon Focus (acid spray)
Environment:	Any	Any
Organization:	Solitary or swarm (2-24)	Solitary or swarm (1 plus 2-24 war-worms)
Challenge Rating:	1/2	2
Treasure:	None	Standard
Alignment:	Always chaotic evil	Always chaotic evil
Advancement:	-	3-6 HD (Large); 7-12 HD (Huge)
Level Adjustment:	-	-

An attached war-worm can be struck with a weapon or grappled itself. To remove an attached war-worm through grappling, the opponent must achieve a pin against the war-worm.

Blood Drain (Ex): A war-worm drains blood, dealing 1d4 points of Constitution damage in any round when it begins its turn attached to a victim.

Infest (Ex): A creature slain by a war-worm's blood drain rises as a war-worm zombie (see below) 1d4 days after death. The zombie is a host to 2d12 larval war-worms that slowly consume the corpse. After 3d20 days the zombie collapses, devoured from the inside, and the mature war-worms go in search of living prey.

War-Worm Zombie

A war-worm zombie can be created from any living corporeal creature with a skeletal system. It is identical to the standard zombie presented in the *Monster Manual*, but gains the acid gout attack detailed below. When war-worm zombies are defeated in combat they "bleed" harmless war-worm larvae. Unless these larvae are introduced into another host, they expire after 1-3 rounds.

Acid Gout (Ex): Three times per day, as a standard action, a war-worm zombie can launch a gout of acid, a ranged touch attack with a range of 30 feet, inflicting 1d6 points of acid damage to the target.

War-Worm Queen

The enormous, horse-sized maggot rolls and lolls about weakly. Its long, raspy tongue tests the air, flicking out between long fangs, searching for fresh meat. The stench of

the death is overwhelming, like the smell of crushed maggots many times over.

War-worm queens are as terrifying as they are disgusting. Massive, fat and gray, they are truly alien abominations. Unable to capture their own prey, queens rely on worshippers to supply them with a steady diet of humanoid blood. This practice stretches back into time immemorial, and many of mankind's oldest temples contain hieroglyphics depicting high priests feeding mammoth war-worms.

Some elf sages argue that these temples demonstrate that the human race was created for the sole purpose of feeding the endless hunger of the war-worms, citing the race's rapid rate of reproduction and willingness to blindly follow senseless causes.

Given enough time and enough blood, every war-worm has the potential to grow into a queen. At some point in the worm's growth the fanged face is absorbed, leaving only long fangs and the queen's trademark tongue. Raspy and strong, the tongue is perfectly designed to lap at wounds of the worm's prey.

Combat

The war-worm queen is largely ineffectual in combat, and must rely on her war-worms to protect her. She can bite foes that get close enough, but her primary offensive weapon is a potent acidic spray, which she can fire from her abdomen.

Acid Spray (Ex): One per round, as a standard action, a war-worm queen can squirt a stream of acid at any foe with 30 ft. This is a ranged touch attack that inflicts 1d6 points of acid damage on a successful attack roll and forces the target to make a DC 15 Reflex save or suffer an additional 1d6 points of acid damage on the following round. The save DC is Constitution-based.



WORG, DEEP

Worg, Deep

Large Magical Beast

Hit Dice: 6d10+18 (51 hp)

Initiative: +4

Speed: 50 ft. (10 squares), climb 30 ft.

AC: 16 (-1 size, +4 Dex, +3 natural), touch 13, flat-footed 12

Base Attack/Grapple: +6/+15

Attack: Bite +11 melee (1d8+5)

Full Attack: Bite +11 melee (1d8+5) and 2 claws +8 melee (1d6+2)

Space/Reach: 10 ft./5 ft.

Special Attacks: Trip

Special Qualities: Darkvision 120 ft., scent

Saves: Fort +8, Ref +9, Will +4

Abilities: Str 20, Dex 18, Con 17, Int 4, Wis 14, Cha 13

Skills: Climb +13, Hide +7, Listen +6, Move Silently +11, Spot +6, Survival +5*

Feats: Alertness, Multiattack, Weapon Focus (bite)

Environment: Subterranean

Organization: Solitary or pack (2-8)

Challenge Rating: 4

Treasure: Standard

Alignment: Neutral Evil

Advancement: 7-12 HD (Large), 13-18 HD (Huge)

Level Adjustment: -

This massive wolf-like creature has hairless, wrinkled gray skin, and two large eyes that glow an eerie green. Its low-slung jaw is filled with dagger-like teeth, and its long, retractable claws make a disconcerting clicking on the stony ground as it stalks towards you.

Deep worgs are a special breed of worg bred for generations in the kennels of the duergar. Adapted for life in the underdark, deep worgs are larger than their surface kin, having been bred for very specific traits. The most noticeable is their hairless wrinkled body. The thick folds of skin provide excellent protection (+3 natural armor) from the teeth and claws of other creatures as well as the inevitable fights within the pack. Unlike all

other canines, the deep worg's claws are retractable like those of a feline. This enables deep worgs to climb vertical surfaces with frightening ease. They may run at full speed up to 30 feet straight up a vertical surface without slowing down.

Deep worgs are intelligent and ferocious steeds used extensively by the duergar. Few other races have the skill and tenacity to tame these beasts, and the duergar often tame pups and sell them at enormous profits to prospective buyers.

Deep worgs typically grow up to 9 feet long, and appear as gray, wrinkled wolves with a maw of sharp teeth. They are vicious predators and maintain the pack mentality of their surface cousins. They are intelligent, and respond well to the brutal training techniques of their duergar masters.

Combat

Deep worgs are rarely found running wild in the underdark. Most are mounts for the deep worg cavalry used by the duergar, and occasionally by the drow. Deep worgs attack much like their surface cousins, using pack tactics to take down larger foes. Against individual targets, they are

quite at home ripping them apart. As trained mounts, deep worgs work in concert with their masters, using their superior size to hold their opponents off guard to allow their riders clear targets for their weapons.

Trip (Ex): A deep worg that hits with a bite attack can attempt to trip an opponent as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the deep worg.

Skills: A worg has a +2 racial bonus on Listen, and Spot checks, and a +4 racial bonus on Hide and Move Silently checks. Deep worgs have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened. *A deep worg has a +4 racial bonus on Survival checks when tracking by scent.



Z

ZOMBIE, DOOMTWITCH

ZOMBIE, DOOMTWITCH

Doomtwitch zombies are a rare form of undead, supernaturally quickened by an obscure necromantic process. They are immediately noticeable among a group of other undead, as their bodies constantly twitch and spasm, possessed with a terrible frenzied energy that is terrifying to behold. Doomtwitch zombies are not mindless and do retain some of the intelligence they possessed in life, although this is normally just enough for the poor creature to fully realize the horror of its own cursed existence. In appearance, doomtwitch zombies are gaunt and emaciated, with cracked, dry flesh stretched taut over their bones and skull. But any real detail is hard to make out due to the creatures' constant writhing motion. All doomtwitch zombies have unnaturally large hands with long, bony talons, which jerk and jump at their sides, spasmodically clenching and unclenching.

"Doomtwitch Zombie" is an acquired template that can be added to any corporeal humanoid, giant, or monstrous humanoid (referred to hereafter as the base creature).

A doomtwitch zombie uses all the base creature's statistics and special abilities except as noted here.

Size and Type: The creature's type changes to undead. Do not recalculate base attack bonuses, saves, or skill points. Size is unchanged.

Hit Dice: Increase all current and future Hit Dice to d12s.

Speed: The doomtwitch zombie's land speed increases by 10 ft. over that of the base creature.

Armor Class: The base creature's natural armor bonus increases by +2 (this stacks with any existing natural armor the base creature has).

Attack: A doomtwitch zombie has two claw attacks. If the base creature can use weapons, the doomtwitch zombie retains this ability. A doomtwitch zombie fighting without weapons uses a claw when making an attack action. When it has a weapon, it usually uses the weapon instead.

Full Attack: A doomtwitch zombie fighting without weapons uses both claws when making a full attack. If armed with a weapon, it usually uses the weapon as its primary attack. If it has a hand free, it uses a claw as an additional natural secondary attack.

Damage: doomtwitch zombies have claw attacks. If the base creature does not have this attack form, use the damage values in the table below. Otherwise, use the values below or the base creature's damage values, whichever are greater.

Size	Claw Damage	Size	Claw Damage
Fine	1d2	Large	2d6
Diminutive	1d3	Huge	3d6
Tiny	1d4	Gargantuan	4d6
Small	1d6	Colossal	6d6
Medium	1d8		

Special Attacks: A doomtwitch zombie retains all the special attacks of the base creature and gains the following special attack.

Curse of the Quickened (Su): Any creature struck by a doomtwitch zombie's claw attack must make an immediate Fortitude saving throw (DC 10 + ½ doomtwitch zombie's Hit Dice + doomtwitch zombie's Cha modifier) or fall under a deadly curse. On a failed saving throw, a creature's metabolism and heart rate speed up to deadly heights. The curse proceeds for four rounds, with the following effects for each round listed below.

- **Round 1:** The target is considered to be under the effects of a *haste* spell. There are no other ill effects, although he will feel his heart begin to race.
- **Round 2:** The target suffers 2d6 points of damage from the strain on his heart and becomes fatigued. The target still benefits from the effects of a *haste* spell.
- **Round 3:** The target suffers another 4d6 points of damage and becomes exhausted, but still benefits from the effects of a *haste* spell. At this point the target's body quakes and spasms horribly, and he is barely able to control his own limbs from flailing about.
- **Round 4:** In the final round of the curse the victim must make another Fortitude save (DC 10 + ½ doomtwitch zombie's Hit Dice + doomtwitch zombie's Cha modifier) or his heart explodes in his chest, killing him instantly. If the Fortitude save is made successfully, the target instead suffers an additional 6d6 points of damage, and is permanently exhausted.

The curse can be removed anytime before round 4, or after round four if the victim makes the necessary Fortitude save and survives, with the application of a *remove curse* spell. A *slow* spell halts the progress of the curse but leaves the

victim permanently fatigued or exhausted depending on when the spell is administered. Curse of the quickened does not affect constructs, elementals, oozes, plants, or undead.

Special Qualities: A doomtwitch zombie retains all the special qualities of the base creature and gains the following special qualities.

Damage Reduction (Ex): Doomtwitch zombies have damage reduction 10/slashing.

Deathly Speed (Su): Doomtwitch zombies are supernaturally quick and can take one extra attack or move action every round.

Spell Vulnerability (Su): A doomtwitch zombie takes 1d6 points of damage per caster level, up to a maximum of 10d6, from a *slow* spell. In addition, it loses the ability to use curse of the quickened or writhing concealment for the duration of the spell.

Writhing Concealment (Ex): The body of a doomtwitch zombie quakes and shudders so much that it is difficult to target with ranged weapons. This awful writhing gives all ranged attacks a flat 20% miss chance.

Abilities: Increase from the base creature as follows: Str +2, Dex +6, Int -2, Wis -4, Cha +2. As an undead creature, a doomtwitch zombie has no Constitution score.

Feats: Doomtwitch zombies gain Dodge, Mobility, and Spring Attack as bonus feats.

Alignment: Always chaotic evil.

Challenge Rating: As base creature +2.

Level Adjustment: +4.

Sample Doomtwitch Zombie

This sample doomtwitch zombie uses an ettin as the base creature.



Ettin Doomtwitch Zombie

Large Undead

Hit Dice: 10d12 (66 hp)

Initiative: +6

Speed: 40 ft. in hide armor (8 squares); base speed 50 ft.

Armor Class: 23 (-1 size, +2 Dex, +9 natural, +3 armor), touch 11, flat-footed 21

Base Attack/Grapple: +7/+18

Attack: Claw +13 melee (2d6+7 plus curse of the quickened)

Full Attack: 2 claws +13 melee (2d6+7 plus curse of the quickened)

Space/Reach: 10 ft./10 ft.

Special Attacks: Curse of the quickened

Special Qualities: Deathly speed, damage reduction 10/slash-ing, darkvision 60 ft., low-light vision, spell vulnerability, superior two-weapon fighting, writhing concealment

Saves: Fort +7, Ref +5, Will +3

Abilities: Str 25, Dex 14, Con –, Int 4, Wis 6, Cha 13

Skills: Listen +8, Search -1, Spot +8

Feats: Alertness, Dodge^B, Improved Initiative, Iron Will, Mobility^B, Power Attack, Spring Attack^B

Environment: Any

Organization: Solitary or gang (2-4)

Challenge Rating: 8

Treasure: Standard

Alignment: Chaotic Evil

Advancement: By character class

Level Adjustment: +9

A shuddering behemoth staggers into view, its body a writhing blur of frenzied motion and hideous convulsing. Details are hard to discern, but you make out the hulking, two-headed shape of an ettin beneath the thing's riotous twitching.

Doomtwitch ettins are nearly mindless engines of destruction, having lost much of their already feeble intellect in the transition to undeath. Most have abandoned even simple tool use, and hunt their foes armed only with tooth and claw.

Combat

Doomtwitch ettins attack any living creature, tearing into their foes with wild, single-minded ferocity. They use no tactics beyond a simple headlong rush, and pursue opponents tirelessly until either they or their victim are destroyed.

Curse of the Quickened (Su): Any creature struck by a doomtwitch ettin's claw attack must make an immediate DC 16 Fortitude saving throw or fall under a deadly curse. On a failed saving throw, a creature's metabolism and heart rate speed up to deadly heights. The curse proceeds for four rounds, with the following effects for each round listed below.

- **Round 1:** The target is considered to be under the effects of a *haste* spell. There are no other ill effects, although he will feel his heart begin to race.
- **Round 2:** The target suffers 2d6 points of damage from the strain on his heart and becomes fatigued. The target still benefits from the effects of a *haste* spell.
- **Round 3:** The target suffers another 4d6 points of damage and becomes exhausted, but still benefits from the effects of a *haste* spell. At this point the target's body quakes and spasms horribly, and he is barely able to control his own limbs from flailing about.

- **Round 4:** In the final round of the curse the victim must make another DC 16 Fortitude save or his heart explodes in his chest, killing him instantly. If the Fortitude save is made successfully, the target instead suffers an additional 6d6 points of damage, and is permanently exhausted.

The curse can be removed anytime before round 4, or after round four if the victim makes the necessary Fortitude save and survives, with the application of a *remove curse* spell. A *slow* spell halts the progress of the curse but leaves the victim permanently fatigued or exhausted depending on when the spell is administered. Curse of the quickened does not affect constructs, elementals, oozes, plants, or undead.

Deathly Speed (Su): Doomtwitch ettins are supernaturally quick and can take one extra attack or move action every round.

Spell Vulnerability: A doomtwitch ettin takes 1d6 points of damage per caster level, up to a maximum of 10d6, from a *slow* spell. In addition, it loses the ability to use curse of the quickened or writhing concealment for the duration of the spell.

Superior Two-Weapon Fighting (Ex): Because each of its two heads controls an arm, a doomtwitch ettin does not take a penalty on attack or damage rolls for attacking with two weapons. However, despite this ability, most doomtwitch ettins lack the intellect to use weapons effectively.

Writhing Concealment (Ex): The body of a doomtwitch ettin quakes and shudders so much that it is difficult to target with ranged weapons. This awful writhing gives all ranged attacks a flat 20% miss chance.



BKM-03

APPENDIX 1: MONSTERS BY CR

- | | |
|--|--|
| <p>1/3 Bat, Static</p> <p>1/2 Beetle, Stink-Fire
Metadilos
War-Worm</p> <p>1 Bat, Sonic
Beetle, Giant Blister
Fungal Mound, Common
Harpoon Urchin
Rock Maggot Swarm
Slayer Ant Worker
Snapdragon Swarm
Spellsnake</p> <p>2 Demon, Roost Dretch
Drakon, Brightvenom
Fungal Mound, Brown
Gorong
Hollow One Spawn
Klaklin
Lasso
Ooze, Bone Jelly
Pedilap
Possessed Straightjacket
Rakshasa, Pisacha
Red Effigy
Rust Spider
Skin Howler
Slashwing
Troglodyte, Mountain
War-Worm Queen</p> <p>3 Abollar Skum
Bat, Static (Swarm)
Dust Brother
Flayed Horror
Floating Polyp
Fungal Mound, Slimy
Haugram
Klaklin, Soldier
Lava Creep
Lichwarg
Naga, Earth
Slayer Ant Soldier</p> | <p>4 Drakon, Mongrel
Fungal Construct
Fungal Mound, Yellow
Hollow One
Mushumahu, Serpentyfury
Ooze, Crimson
Spirit of Madness
(spirit of Uru'Nuk)
Worg, Deep</p> <p>5 Athasi
Crystal Slime
Daeva, Aesma
Devil, Sky Fiend
Flying Scorpion Swarm
Girtablullu (Scorpion Man)
Iron Spider
Lichling
Necotene
Ooze, Azure
Plague Spirit
(spirit of Uru'Nuk)
Plague Tar Elemental
Rakshasa, Pani
Rook
Squid, Darksea</p> <p>6 Demon, Frost (Kostkorian)
Drakon, Darkvenom
Fine Fire Elemental Swarm
Golem, Crystal
Golem, Tablet
Neuronea
Slayer Ant Queen
Storm Spirit
(spirit of Uru'Nuk)</p> <p>7 Babau Mad Savant
Dracomorph Gargoyle
Elder Polyp
Rakshasa, Graha
Scourge Corpse
5th Level Human Fighter
Shimmering Slug
Vapor Demon</p> |
|--|--|

8 Elder Crimson Ooze
Ettin Doomtwitch Zombie
Flame Paragon Salamander
Golem, Mist
Heathen Idol
Octophis
Shambling Skullpile
Toadspawn Troll

10 Ash Guardian
Bone Swarm
Horagh

11 Golem, Amber
Hellthorn

12 Daeva, Indra
Earth Naga Doom Serpent
Golem, Coin
Rook Carrion Queen

13 Bronze Reaper
Lava Giant
Vorrlash

16 Daeva, Azi Dahaka

17 Demon, Malotoch
Rakshasa, Asura

20 Hellthorn Grove King

21 Coin Golem Hoard Master



APPENDIX 2: MONSTERS BY ENVIRONMENT

To help DMs better design their subterranean encounters, the “underground” environment has been broken down into seven sub-environments, listed below. In addition, all of the monsters presented in *Dungeon Denizens* are grouped together by the sub-environment in which they are most likely to be found. Some monsters may be found in more than one sub-environment.

We have elected not to compile a list of creatures commonly found in “dungeons” per se, since the dungeon is typically a man-made environment. (Or, if not *man*-made, made by *something* intelligent.) It is possible for any of the creatures in this work to appear in a dungeon, depending on the nature of the dungeon.

Deep Caverns

The lightless tunnels of the deep earth are some of the most inhospitable places imaginable. This eternal darkness is inhabited primarily by creatures that need very little to survive. Outsiders, elementals, and bizarre monstrosities such as oozes are the most common monsters encountered in the deep. Monsters in this volume that are most likely to be found in deep caverns are listed below.

Athasi	Metadilos
Bronze reaper	Naga, earth
Crystal slime	Neuronea
Daeva, aesma	Ooze, bone jelly
Daeva, Azi Dahaka	Ooze, crimson
Daeva, indra	Plague spirit (spirit of Uru’Nuk)
Demon, frost (kostkorian)	Plague tar elemental
Demon, Malotoch	Rock maggot swarm
Demon, roost dretch	Shimmering slug
Devil, sky fiend	Skin howler
Fungal construct	Spirit of madness (spirit of Uru’Nuk)
Girtablullu (scorpion man)	Storm spirit (spirit of Uru’Nuk)
Gorong	Vapor demon
Haugram	Vorrlash
Hollow one	Worg, deep
Hollow one spawn	
Horagh	

Fungal Forest

Fungal forests can often be found within subterranean vaults, and are one of the richest ecosystems in the underdark. Massive groves of giant mushrooms and other edible fungus attract all manner of hungry predators. The fungal forest is often inhabited by the few animals and vermin



that live in the deep, as well as the predators that prey upon such creatures. Monsters in this volume that are most likely to be found in a fungal forest are listed below.

Bat, sonic	Haugram
Bat, static	Hellthorn
Bat, static (swarm)	Lassoo
Beetle, giant blister	Necotene
Beetle, stink-fire	Ooze, bone jelly
Carrion maggot swarm	Ooze, crimson
Floating polyp	Pedilap
Flying scorpion swarm	Shimmering slug
Fungal construct	Slayer ant queen
Fungal mound, brown	Slayer ant soldier
Fungal mound, common	Slayer ant worker
Fungal mound, slimy	Snapdragon swarm
Fungal mound, yellow	Worg, deep

Subterranean Aquatic

The underdark has many lakes and seas that support life in their inky depths. Some of these bodies of water are massive, even ocean-like in proportion, and boast some of the most terrible and infamous monsters of the underdark. Monsters in this volume that are most likely to be found in subterranean aquatic environs are listed below.

Harpoon urchin	Ooze, azure
Mushumahu, serpentfury	Squid, darksea
Octophis	

Subterranean Vault

These massive caverns are the most likely to hold underdark cities, such as those of the drow and duergar. In addition, the incredibly high ceilings of a vault, sometimes thousands of feet, allows for monster types that are primarily aerial in nature. Monsters in this volume that are most likely to be found in subterranean vaults are listed below.

Bat, sonic	Rook
Bat, static	Slashwing
Bat, static (swarm)	Spellsnake
Demon, roost dretch	Spirit of madness (spirit of Uru'Nuk)
Devil, sky fiend	Storm spirit (spirit of Uru'Nuk)
Floating polyp	Vapor demon
Hellthorn	
Lasso	
Plague spirit (spirit of Uru'Nuk)	

Tombs and Ruins

The underdark is littered with abandoned cities, ruined temples, and other moldering relics of subterranean civilization. These ruins are often inhabited by ancient guardians, such as constructs, or powerful monsters looking for a base of operations, such as outsiders and undead. Monsters in this volume that are most likely to be found in this environment are listed below.

Ash guardian	Golem, tablet
Athasi	Heathen idol
Bone swarm	Hollow one
Bronze reaper	Hollow one spawn
Daeva, aesma	Iron spider
Daeva, Azi Dahaka	Lichling
Daeva, indra	Lichwarg
Demon, frost (kostkorian)	Naga, earth
Demon, Malotoch	Rakshasa, asura
Dust brother	Rakshasa, graha
Flayed horror	Rakshasa, pani
Golem, amber	Rakshasa, pisacha
Golem, coin	Red effigy
Golem, crystal	Shambling skullpile
Golem, mist	

Upper Caverns

Found close to the surface, upper caverns are typically inhabited by monsters that make frequent excursions into

the sunlit world above. Typically, monsters that have “underground” listed as a secondary environment type can be found here. Monsters in this volume that are most likely to be found in upper caverns are listed below.

Ash guardian	Necotene
Beetle, giant blister	Pedilap
Beetle, stink-fire	Rakshasa, asura
Bone swarm	Rakshasa, graha
Carrion maggot swarm	Rakshasa, pani
Drakon, brightvenom	Rakshasa, pisacha
Drakon, darkvenom	Rook
Drakon, mongrel	Rust spider
Flayed horror	Shambling skullpile
Flying scorpion swarm	Slayer ant queen
Fungal mound, brown	Slayer ant soldier
Fungal mound, common	Slayer ant worker
Fungal mound, slimy	Snapdragon swarm
Fungal mound, yellow	Troglodyte, mountain
Lichling	War-worm
Lichwarg	War-worm queen



Volcanic/Magma Lake

The depths of the earth are an unstable and alien place, and many areas feature intense volcanic activity. Vast lakes of magma, or even vents of superheated steam are not uncommon. These fiery places often have a connection to the Elemental Plane of Fire and are inhabited by creatures from that plane. Monsters in this volume that are most likely to be found in volcanic areas are listed below.

Fine fire elemental swarm	Lava creep
Klaklin	Lava giant
Klaklin, soldier	Plague tar elemental

APPENDIX 3: SUMMONING SPELL VARIANTS

Some Dungeon Denizen monsters may be summoned with the various *summon monster* and *summon nature's ally* spells. Below are all the monsters from this volume that may be summoned in this manner.

Summon Monster II

Rock maggot swarm N

Summon Monster III

Roost dretch CE

Summon Monster IV

Lava creep NE

Summon Monster V

Aesma daeva CE

Plague tar elemental NE

Sky fiend LE

Spirit of Uru-Nuk CE

Summon Monster VI

Fine fire elemental swarm N

Frost demon (kostkorian) CE

Summon Monster VII

Vapor demon CE

Summon Monster IX

Indra daeva CE

Summon Nature's Ally II

Rock maggot swarm

Summon Nature's Ally III

Pedilap [animal]

Slash Wing [animal]

Summon Nature's Ally IV

Haugram [animal]

Lava creep [NE]

Summon Nature's Ally V

Plague tar elemental [NE]

Squid, darksea

Summon Nature's Ally VI

Fine fire elemental swarm



OPEN GAME LICENSE

This printing of *Dungeon Crawl Classics Presents: Blackdirge's Dungeon Denizens* is done under version 1.0 of the Open Gaming License, and the System Reference Document by permission from Wizards of the Coast, Inc. Subsequent printings will incorporate final versions of the license, guide and document.

Designation of Product Identity: The following items are hereby designated as Product Identity in accordance with Section 1(e) of the Open Game License, version 1.0: Any and all *Dungeon Crawl Classics* logos and identifying marks and trade dress; all proper nouns, monster names, NPC names, geographic terms, capitalized terms, italicized terms, artwork, maps, symbols, depictions, and illustrations, except such elements that already appear in the System Reference Document.

Designation of Open Content: Subject to the Product Identity designation above, all NPC, creature, and trap statistic blocks are designated as Open Gaming Content, as well as all spell names, weapon statistics, and other elements that are derived from the System Reference Document. No art or illustration is open content.

Some of the portions of this book which are delineated OGC originate from the System Reference Document and are copyright © 1999, 2000 Wizards of the Coast, Inc. The remainder of these OGC portions of these book are hereby added to Open Game Content and, if so used, should bear the COPYRIGHT NOTICE "Dungeon Crawl Classics Presents: Blackdirge's Dungeon Denizens, Copyright 2007 Goodman Games (contact goodmangames@mindspring.com, or see www.goodman-games.com)".

Dungeon Crawl Classics Presents: Blackdirge's Dungeon Denizens is copyright © 2007 Goodman Games.

Dungeons & Dragons ® and Wizards of the Coast ® are Registered Trademarks of Wizards of the Coast, and are used with Permission. Open game content may only be used under and in the terms of the Open Game License.

OPEN GAME LICENSE Version 1.0a

The following text is the property of Wizards of the Coast, Inc. and is Copyright 2000 Wizards of the Coast, Inc ("Wizards"). All Rights Reserved.

1. **Definitions:** (a) "Contributors" means the copyright and/or trademark owners who have contributed Open Game Content; (b) "Derivative Material" means copyrighted material including derivative works and translations (including into other computer languages), potation, modification, correction, addition, extension, upgrade, improvement, compilation, abridgment or other form in which an existing work may be recast, transformed or adapted; (c) "Distribute" means to reproduce, license, rent, lease, sell, broadcast, publicly display, transmit or otherwise distribute; (d) "Open Game Content" means the game mechanic and includes the methods, procedures, processes and routines to the extent such content does not embody the Product Identity and is an enhancement over the prior art and any additional content clearly identified as Open Game Content by the Contributor, and means any work covered by this License, including translations and derivative works under copyright law, but specifically excludes Product Identity. (e) "Product Identity" means product and product line names, logos and identifying marks including trade dress; artifacts; creatures characters; stories, storylines, plots, thematic elements, dialogue, incidents, language, artwork, symbols, designs, depictions, likenesses, formats, poses, concepts, themes and graphic, photographic and other visual or audio representations; names and descriptions of characters, spells, enchantments, personalities, teams, personas, likenesses and special abilities; places, locations, environments, creatures, equipment, magical or supernatural abilities or effects, logos, symbols, or graphic designs; and any other trademark or registered trademark clearly identified as Product Identity by the owner of the Product Identity, and which specifically excludes the Open Game Content; (f) "Trademark" means the logos, names, mark, sign, motto, designs that are used by a Contributor to identify itself or its products or the associated products contributed to the Open Game License by the Contributor (g) "Use", "Used" or "Using" means to use, Distribute, copy, edit, format, modify, translate and otherwise create Derivative Material of Open Game Content. (h) "You" or "Your" means the licensee in terms of this agreement.

2. **The License:** This License applies to any Open Game Content that contains a notice indicating that the Open Game Content may only be Used under and in terms of this License. You must affix such a notice to any Open Game Content that you Use. No terms may be added to or subtracted from this License except as described by the License itself. No other terms or conditions may be applied to any Open Game Content distributed using this License.

3. **Offer and Acceptance:** By Using the Open Game Content You indicate Your acceptance of the terms of this License.

4. **Grant and Consideration:** In consideration for agreeing to use this License, the Contributors grant You a perpetual, worldwide, royalty-free, non-exclusive license with the exact terms of this License to Use, the Open Game Content.

5. **Representation of Authority to Contribute:** If You are contributing original material as Open Game Content, You represent that Your Contributions are Your original creation and/or You have sufficient rights to grant the rights conveyed by this License.

6. **Notice of License Copyright:** You must update the COPYRIGHT NOTICE portion of this License to include the exact text of the COPYRIGHT NOTICE of any Open Game Content You are copying, modifying or distributing, and You must add the title, the copyright date, and the copyright holder's name to the COPYRIGHT NOTICE of any original Open Game Content you Distribute.

7. **Use of Product Identity:** You agree not to Use any Product Identity, including as an indication as to compatibility, except as expressly licensed in another, independent Agreement with the owner of each element of that Product Identity. You agree not to indicate compatibility or co-adaptability with any Trademark or Registered Trademark in conjunction with a work containing Open Game Content except as expressly licensed in another, independent Agreement with the owner of such Trademark or Registered Trademark. The use of any Product Identity in Open Game Content does not constitute a challenge to the ownership of that Product Identity. The owner of any Product Identity used in Open Game Content shall retain all rights, title and interest in and to that Product Identity.

8. **Identification:** If you distribute Open Game Content You must clearly indicate which portions of the work that you are distributing are Open Game Content.

9. **Updating the License:** Wizards or its designated Agents may publish updated versions of this License. You may use any authorized version of this License to copy, modify and distribute any Open Game Content originally distributed under any version of this License.

10 **Copy of this License:** You MUST include a copy of this License with every copy of the Open Game Content You Distribute.

11. **Use of Contributor Credits:** You may not market or advertise the Open Game Content using the name of any Contributor unless You have written permission from the Contributor to do so.

12 **Inability to Comply:** If it is impossible for You to comply with any of the terms of this License with respect to some or all of the Open Game Content due to statute, judicial order, or governmental regulation then You may not Use any Open Game Material so affected.

13 **Termination:** This License will terminate automatically if You fail to comply with all terms herein and fail to cure such breach within 30 days of becoming aware of the breach. All sublicenses shall survive the termination of this License.

14 **Reformation:** If any provision of this License is held to be unenforceable, such provision shall be reformed only to the extent necessary to make it enforceable.

15 COPYRIGHT NOTICE

Open Game License v 1.0 Copyright 2000, Wizards of the Coast, Inc.

System Rules Document Copyright 2000 Wizards of the Coast, Inc.; Authors Jonathan Tweet, Monte Cook, Skip Williams, based on original material by E. Gary Gygax and Dave Arneson.

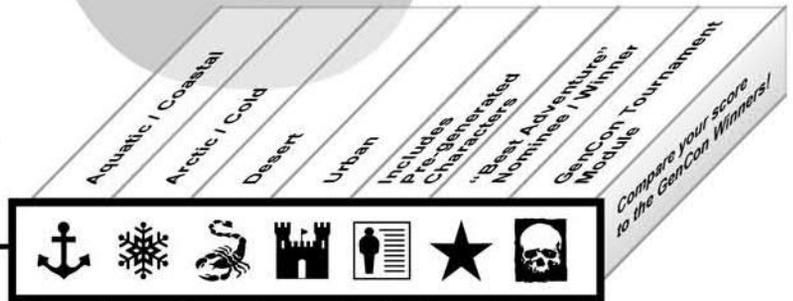
Dungeon Crawl Classics Presents: Blackdirge's Dungeon Denizens, Copyright 2007 Goodman Games (contact goodmangames@mindspring.com, or see www.goodman-games.com).

Adventure Finder

Current as of
SPRING 2007
up through DCC #44

Stand-alone, world-neutral, and 3.5 compatible: the **Dungeon Crawl Classics** line has an adventure for every level and campaign. Use this **Adventure Finder** to choose the next adventure for your campaign.

We're adding new adventures every month – so check out www.goodman-games.com for the latest titles!



NOVICE

VETERAN

LEVEL	# ADVENTURE							
0	0 : Legends are Made, not Born					✓		
	35A : Halls of the Minotaur					✓		
1	2 : Lost Vault of Tsathzar Rho							
	29 : The Adventure Begins	✓	✓	✓	✓			
	39 : Ruins of Castle Churo							
1-3	1 : Idylls of the Rat King						✓	
	24 : Legend of the Ripper				✓	✓		
	28 : Into the Wilds							
	41 : Lost Arrows of Aristemis					✓		
	44 : Dreaming Caverns of the Duergar					✓		
1-13	14 : Dungeon Interludes							
2	11 : The Dragonfiend Pact						✓	
	31 : The Transmuter's Last Touch							
2-3	42 : Secret of the Stonearm				✓			
3-5	3 : The Mysterious Tower							
	36 : Talons of the Horned King		✓					
	43 : Curse of the Barrens		✓					
4-6	17 : Legacy of the Savage Kings					✓		
	26 : The Scaly God					✓		
	27 : Revenge of the Rat King				✓			
	35B : Thief Lord's Vault				✓			
	37 : The Slithering Overlord							
5-7	7 : Secret of Smuggler's Cove	✓						
	23 : The Sunken Ziggurat							
6-8	10 : The Sunless Garden							
	16 : Curse of the Emerald Cobra					✓		
	20 : Shadows in Freeport				✓	✓	✓	
	34 : Cage of Delirium				✓			
7-8	5 : Aerie of the Crow God						✓	
7-9	8 : Mysteries of the Drow					✓		
	19 : The Volcano Caves					✓		
	38 : Escape from the Forest of Lanterns							
	40 : Devil in the Mists	✓				✓		
8-10	6 : Temple of the Dragon Cult							
9-11	12 : The Blackguard's Revenge		✓					
	25 : Dread Crypt of Srihoz							
10	30 : Vault of the Dragon Kings		✓			✓		✓
10-12	4 : Bloody Jack's Gold	✓						
11-13	12.5 : The Iron Crypt of the Heretics		✓			✓	✓	
12-13	18 : Citadel of the Demon Prince							
12-14	21 : Assault on Stormbringer Castle					✓		
14-15	15 : Lost Tomb of the Sphinx Queen			✓		✓		
14-16	22 : The Stormbringer Juggernaut	✓				✓		
	32 : Golden Palace of Zahadran			✓		✓		
15	13 : Crypt of the Devil Lich					✓	✓	✓
21-24	33 : Belly of the Great Beast					✓		

Visit www.goodman-games.com for the latest updates!



'd20 System' and the d20 System logo are trademarks of Wizards of the Coast, Inc. in the United States and other countries and are used with permission.