

BOOK OF BEASTS

MONSTERS OF THE SHADOW PLANE



**JON BRAZER
ENTERPRISES**

PATHFINDER
ROLEPLAYING GAME COMPATIBLE

BOOK OF BEASTS

MONSTERS OF THE SHADOW PLANE

WIZARDS OF THE COAST Paizo Publishing Pathfinder Roleplaying Game



Author: Dale C. McCoy, Jr

Artists: Dave Allsop, T. Glenn Bane, Imsael Bergara, Richard Chaplin, Darkzel, Fotolia, Justin Hernandez, Rick Hershey, Kimagu, Bradley K McDevitt, Skortched Urf Studios, V Shane, Rene Walk

Cover Artist: Rodrigo Martins

Pathfinder is a registered trademark of Paizo Publishing, LLC, and the Pathfinder Roleplaying Game and the Pathfinder Roleplaying Game Compatibility Logo are trademarks of Paizo Publishing, LLC, and are used under the Pathfinder Roleplaying Game Compatibility License. See <http://paizo.com/pathfinderRPG/compatibility> for more information on the compatibility 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, characters, 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 such 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 Content 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.

5. COPYRIGHT NOTICE

Open Game License v 1.0a Copyright 2000, Wizards of the Coast, Inc.

System Reference Document, Copyright 2000, Wizards of the Coast, Inc.; Authors Jonathan Tweet, Monte Cook, Skip Williams, based on material by E. Gary Gygax and Dave Arnesen.

Pathfinder RPG Core Rulebook, Copyright 2009, Paizo Publishing, LLC; Author: Jason Bulmahn, based on material by Jonathan Tweet, Monte Cook, and Skip Williams.

Pathfinder RPG Bestiary, © 2009, Paizo Publishing, LLC; Author: Jason Bulmahn, based on material by Jonathan Tweet, Monte Cook, and Skip Williams.

Pathfinder RPG GameMastery Guide, © 2010, Paizo Publishing, LLC; Author: Cam Banks, Wolfgang Baur, Jason Bulmahn, Jim Butler, Eric Cagle, Graeme Davis, Adam Daigle, Joshua J. Frost, James Jacobs, Kenneth Hite, Steven Kenyon, Robin Laws, Tito Leati, Rob McCreary, Hal MacLean, Colin McComb, Jason Nelson, David Noonan, Richard Pett, Rick Redman, Sean K Reynolds, F. Wesley Schneider, Amber Scott, Doug Seacat, Mike Selinker, Lisa Stevens, James L. Sutter, Russ Taylor, Penny Williams, Skip Williams, Tsewyn Woodruff.

Pathfinder Roleplaying Game Bestiary 2, © 2010, Paizo Publishing, LLC; Authors Wolfgang Baur, Jason Bulmahn, Adam Daigle, Graeme Davis, Crystal Fraser, Joshua J. Frost, Tim Hitchcock, Brandon Hodge, James Jacobs, Steve Kenyon, Hal MacLean, Martin Mason, Rob McCreary, Erik Mona, Jason Nelson, Patrick Renie, Sean K Reynolds, F. Wesley Schneider, Owen K.C. Stephens, James L. Sutter, Russ Taylor, and Greg A. Vaughan, based on material by Jonathan Tweet, Monte Cook, and Skip Williams.

Pathfinder Roleplaying Game Bestiary 3, © 2011, Paizo Publishing, LLC; Authors Jesse Benner, Jason Bulmahn, Adam Daigle, James Jacobs, Michael Kenway, Rob McCreary, Patrick Renie, Chris Sims, F. Wesley Schneider, James L. Sutter, and Russ Taylor, based on material by Jonathan Tweet, Monte Cook, and Skip Williams.

Pathfinder Roleplaying Game Ultimate Combat, © 2011, Paizo Publishing, LLC; Authors: Jason Bulmahn, Tim Hitchcock, Colin McComb, Rob McCreary, Jason Nelson, Stephen Radney-MacFarland, Sean K Reynolds, Owen K.C. Stephens, and Russ Taylor.

The Book of Fiends, © 2003, Green Ronin Publishing; Authors Aaron Leeb, Erik Mona, Chris Pramas, Robert J. Schwalb.

Aether from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Authors Scott Greene and Clark Peterson, based on original material by Guy Shearer.

Amphisbaena from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Angel, Mosaic Deva from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Animal Lord from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Ascomold from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Atomia from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Aurumvorax from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Axe Beak from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Bat, Mobat from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Authors Scott Peterson and Clark Peterson, based on original material by Gary Gygax.

Beetle, Slicer from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Blindheim from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Roger Musson.

Browmie from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Buntyfy from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Dermot Jackson.

Editor-in-Chief: Janel A. Bisacquino

Editors: David R. Bender, Alex Connell, Nicholas C. Herold, R. Mc Reynolds, Vlad Presnyak, Mark Seifter, Justin Sluder, Abraham Spalding, Ian Turner, Michael Wilson

Some artwork copyright Art of War Games, used with permission.

Compatibility with the Pathfinder Roleplaying Game requires the Pathfinder Roleplaying Game from Paizo Publishing, LLC. See <http://paizo.com/pathfinderRPG> for more information on the Pathfinder Roleplaying Game. Paizo Publishing, LLC does not guarantee compatibility, and does not endorse this product.

Carbuncle from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Authors Scott Greene, based on original material by Abbie Fiore.

Caryatid Column from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Jean Wells.

Crypt Thling from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Roger Musson.

Daemon, Ceustodaeon (Guardian Daemon) from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Ian McDowell.

Daemon, Dergthodaemon from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Daemon, Hydrodaemon from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Daemon, Piscadaemon from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Dark Creeper from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Rik Shepard.

Dark Stalker from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Simon Muth.

Death Worm from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene and Erica Balseley.

Decapus from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Jean Wells.

Demondand, Shaggy from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Demondand, Slimy from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Demondand, Slurry from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Demon, Nabasu from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Dire Corby from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Jeff Wyndham.

Dinscheran from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Roger Musson.

Dragon Horse from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Dust Digger from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Fiail Snail from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Simon Tilbrook.

Flumph from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Ian McDowell and Douglas Naisner.

Foo Creature from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Forarlarn from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Ian Livingstone.

Giant, Wood from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Wizards of the Coast.

Glooming from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Gripp from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Gryph from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Peter Brown.

Hangman Tree from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Hippocampus from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene and Erica Balseley, based on original material by Gary Gygax.

Huecua from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Underworld Oracle.

Jackalwere from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Jublex from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Kamadan from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Nick Louth.

Kech from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Keplie from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Lawrence Schick.

Kobold Quarterly Issue 7, © 2008, Open Design LLC, www.koboldquarterly.com; Authors John Baichtal, Wolfgang Baur, Ross Byers, Matthew Cicc, John Flemming, Jeremy Jones, Derek Kuegmann, Phillip Lawwood, Richard Pett, and Stan!

Korred from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Leprechuan from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Magma ooze from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene.

Mushu from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Mongrelman from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Necrophidius from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Simon Tilbrook.

Nereid from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Orcus from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene and Clark Peterson, based on original material by Gary Gygax.

Pech from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Phycomid from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Pottergeist from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Lewis Pulisher.

Rot Grub from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene and Clark Peterson, based on original material by Gary Gygax.

Quichling from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Quickwood from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Sandman from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Roger Musson.

Scarecrow from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Roger Musson.

Skul from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Simon Muth.

Slime Mold from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Silbriehing Tracker from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Stool Eater from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by David Cook.

Sprigman from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene and Erica Balseley, based on original material by Roger Moore and Gary Gygax.

Tenebrous Worm from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Tentantrom from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Mike Roberts.

Tick, Giant & Dragon from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

The Tome of Horrors II, © 2005, Necromancer Games, Inc.; Author Scott Greene.

Troll, Ice from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Russell Ciole.

Troll, Rock from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene.

Wolf-In-Sheep's-Clothing from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Zombie, Juju from the Tome of Horrors, Revised, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gygax.

Book of Beasts: Monsters of the Shadow Plane, Copyright 2012, Jon Brazer Enterprises, Author: Dale C. McCoy, Jr.

TABLE OF CONTENTS

Name	CR	Page	Name	CR	Page
Black Worm	18	4	Shade Anuran	3	27
Centaur Raav	7	5	Spectre Spawn	5	28
Clawed Kadian	9	6	Spectre Lord	13	28
Darkling	5	7	Spiderbear	9	30
Deathhand	17	8	Stark	19	31
Young Quake Dragon	8	10	Unquiet Giant	13	32
Adult Quake Dragon	12	10	Vampiric Tree	10	33
Ancient Quake Dragon	17	11	Halfling Shadow	2	34
Dread Gargoyle	10	12	Cave Fisher Shadow	4	34
Dull Mite	1/2	13	Manticore Shadow	7	34
Small Shadow Elemental	1	14	Titan Centipede Shadow	11	35
Medium Shadow Elemental	3	14	Ancient Dragon Shadow	21	35
Large Shadow Elemental	5	14	Monkey Skeleton	1/3	36
Huge Shadow Elemental	7	15	Minotaur Skeleton	3	36
Greater Shadow Elemental	9	15	Freezing Constrictor Snake Skeleton	4	36
Elder Shadow Elemental	11	15	Stegosaurus Skeleton	6	37
Great Dodo	7	16	Ice Linnorm Skeleton	8	37
Headless Hunchback Skeleton	2	17	Half-Elf Skeletal Champion	16	37
Headless Hunchback Skeletal Champion	7	17	Plague Rat Zombie	1/4	38
Helblar	4	18	Basilisk Zombie	3	38
Greater Helblar	10	18	Bulette Zombie	4	38
Champion Helblar	16	19	Shambling Mound Plague Zombie	5	38
Kyton, Dermestitude	11	20	Ancient Black Dragon Fast Zombie	9	39
Kyton, Noxil	1	21	Gnome Juju Zombie	17	39
Monkeybat	1/4	22	Darkened Giant Centipede	1	40
Nightshade, Nightstalker	12	23	Darkened Troll	6	40
Onyx Ooze	8	24	Darkened Young Silver Dragon	11	40
Phantasm Swarm	12	25	Darkened Kraken	19	41
Psychopomp, Memitm	14	26			
Appendix 1: Shadows		34	Appendix 5: Universal Monster Rules		42
Appendix 2: Skeletons		36	Appendix 6: Feats		46
Appendix 3: Zombies		38	Appendix 7: New Creature Subtype		47
Appendix 4: Darkened Template		40	Appendix 8: Creatures By CR		47

MONSTERS FROM THE BESTIARIES

The following monsters from the **Pathfinder® Roleplaying Game Bestiary™**, **Pathfinder® Roleplaying Game: Bestiary 2™** and **Pathfinder® Roleplaying Game: Bestiary 3™** are residents of Shadowsfall. See those books for additional details. Many other monsters from those books can be found on the Plane of Shadows but require the darkened template to be considered native. The darkened template can be found in this book in Appendix 4. However, any creature can be found on the Plane of Shadows in rare numbers. These creatures arrive by passing through doorways to the Plane unable to find their way back or by being in an area absorbed by the Plane of Shadows. See **Shadowsfall: Shadow Plane Gazetteer** for more details on this topic.

Bestiary

Aasamar	Medusa
Animated Object	Mimic
Bugbear	Minotaur
Cyclops	Mohrg
Dark Creeper	Morlock
Dark Stalker	Mummy
Darkmantle	Ogre
Demon, Shadow	Orc
Derro	Rust Monster
Devourer	Shadow
Dinosaur, Any	Greater Shadow
Drider	Shoggoth
Drow	Skeleton
Duergar	Skeletal Champion
Gargoyle	Spectre
Ghost	Spider, Any
Ghoul	Sverfneblin
Giant, Frost	Tiefling
Goblin	Troll
Golem, Any	Vampire
Grey Ooze	Vorgouille
Hobgoblin	Wight
Homunculus	Will-o'-Wisp
Iron Cobra	Wolverine
Kobold	Dire Wolverine
Kyton	Worg, Winter Wolf
Lich	Wraith
Linnorm, Any	Yeti
Lycanthrope, Any	Zombie



Bestiary 2

Akata
Athach
Attic Whisperer
Banshee
Bat, Skaveling
Bodak
Carnivorous Blob
Crawling Hand
Crawling Hand, Giant
Crypt Thing
Dark Slayer
Dhampir
Dinosaur, Any
Primal Dragon, Umbral
Draugr
Dullahan
D'ziriak
Faceless Stalker
Fetchling
Gloomwing
Golem, Any
Lycanthrope, Any
Mandragora
Megafauna, Megaloceros
Mongrelman
Nightshade, Any
Phycomid
Poltergeist
Ravener
Revenant
Scarecrow
Shantak
Sinspawn
Slithering Tracker
Soulbound Doll
Spider, Any
Tenebrous Worm
Totenmaske
Troll, Ice/Troll, Rock
Urdefhan
Wendigo
Winterwight
Witchfire
Worm That Walks
Zombie, Juju

Bestiary 3

Allip
Annis Hag
Baykok
Berbalang
Bhuta
Brain Ooze
Caryatid Column
Clockwork, Any
Cyclops, Great
Deathtrap Ooze
Deathweb
Demilich
Dinosaur, Any
Dybbuk
Ecorche
Eidolon, Unfettered
Festrog
Flail Snail
Flumph
Ghul
Golem, Any
Graveknight
Guecubu
Huecuva
Kyton, Any
Linnorm, Any
Manananggal
Moon Beast
Norn
Nuckelavee
Sea Bonze
Shadow Mastiff
Shae
Sleipnir
Spider, Any
Suli
Taotieh
Terra-Cotta Soldier
Tophet
Troll, Any
Trollhound
Tupilaq
Tzitzimitl
Vampire, Jiang-Shi
Yuki-Onna
Zuvembie

BLACK WORM

This enormous worm is covered in onyx plates. Its giant, tooth-filled mouth could swallow an ancient gold dragon as easily as it could desecrate it in dark, negative energy.

BLACK WORM

CR 18

XP 153,600

NE Colossal magical beast

Init +0; **Senses** darkvision 120 ft., tremorsense 240 ft.; Perception +1

DEFENSE

AC 32, touch 2, flat-footed 32 (+30 natural, -8 size)

hp 362 (25d10+225)

Fort +22, **Ref** +16, **Will** +9; +8 vs massive damage, mind-affecting

DR 15/good and piercing; **Immune** cold; **SR** 32

OFFENSE

Speed 40 ft., burrow 40 ft., swim 20 ft.

Melee bite +32 (6d8+15/19-20 plus 4d6 negative energy plus grab), sting +32 (4d8+15 plus poison)

Space 30 ft.; **Reach** 25 ft.

Special Attacks breath weapon (60 ft. cone, 24d6 negative energy damage, Reflex DC 30 for half, usable every 1d4 rounds), swallow whole (6d8+22 bludgeoning plus 4d6 negative, AC 25, 36 hp)

STATISTICS

Str 41, **Dex** 10, **Con** 27, **Int** 1, **Wis** 12, **Cha** 8

Base Atk +25; **CMB** +48 (+50 bull rush, +52 grapple); **CMD** 58 (60 vs bull rush, cannot be tripped)

Feats Awesome Blow, Bleeding Critical, Cleave, Critical Focus, Critical Mastery, Improved Bull Rush, Improved Critical (bite), Lightning Reflexes, Power Attack (-7/+14), Skill Focus (Survival), Staggering Critical, Stunning Critical, Toughness

Skills Stealth -16, Survival +32

SQ thick skull

ECOLOGY

Environment cold underground (Plane of Shadows)

Organization solitary

Treasure incidental

SPECIAL ABILITIES

Poison (Ex) *Black work poison*: Sting-injury; save Fort DC 30; frequency 1/round for 8 rounds; effect 1d8 Str damage; cure 3 consecutive saves. The save DC for this ability is Constitution-based.

Thick Skull (Ex) A black work has a thick skull protecting its brain from both physical and mental attacks. It receives a +8 racial bonus to Will saves against mind-affecting spells and spell-like abilities. It also receives a +8 racial bonus to saves against massive damage.

On the subject of black worms, I have only one piece of advice: run away as fast as possible. Fighting it is suicide

except only for the greatest champions of time. It earns its reputation as the devourer of towns and the devastator of cities. While it is true that the black worm and the purple worm share a common ancestor, the black worm has been changed by Shadowsfall and is now a far deadlier creature because of it. May the gods protect any that willingly encounter one of these creatures, for those that do shall need nothing short of their support.

- Irodia, "Collected Knowledge on the Shadow Plane"

Frequently called the Worm of Death, this creature is large enough to devour whole villages or small armies in a single bite. Those that survive a black worm's bite must endure its poisonous stingers. The poison is so deadly that any afflicted creature that does not receive immediate treatment dies as its muscles turn to jelly within its body. Were that not sufficient to decimate most living things, the worm's breath emits a spray of negative energy. Creatures foolish enough to attack a black worm find this creature to have an incredibly thick hide and spell resistance high enough to make attacking it difficult, if not impossible.

A black worm prefers to attack by tunneling through the ground and devouring its prey from below, usually in a single swallow.



CENTAUR RAAV

This skeleton-like creature resembles that of a centaur—half human, half warhorse—with massive bones and razor sharp spurs protruding from its elbows and legs.

CENTAUR RAAV

CR 7

XP 3,200

NE Large undead (extraplanar)

Init +4; Senses darkvision 60 ft.; Perception +22

DEFENSE

AC 20, touch 13, flat-footed 16 (+4 Dex, +7 natural, -1 size)

hp 85 (10d8+40)

Fort +6, Ref +7, Will +10

DR 10/bludgeoning and magic; **Defensive Abilities** bone-spike defense; **Immune** cold, undead traits

OFFENSE

Speed 50 ft.

Melee 2 claws +13 (1d4+6), 2 arm razors +10 (1d3+3/18-20)

Space 10 ft., Reach 5 ft.

Special Attacks rend (2 claws, 1d4+9), trample (1d6+9, DC 21)

STATISTICS

Str 23, Dex 19, Con -, Int 8, Wis 17, Cha 16

Base Atk +7; CMB +14; CMD 28 (32 vs overrun, trip)

Feats Multiattack, Run, Skill Focus (Perception), Toughness, Weapon Focus (claw)

Skills Intimidate +16, Knowledge (planes) +9, Perception +22

Languages Shadowpeak, Sylvan

SQ undersized weapons

ECOLOGY

Environment any (Plane of Shadows)

Organization solitary, pair, band (3-10)

Treasure none

SPECIAL ABILITIES

Arm Razors (Ex) Arm Razors are a secondary weapon, deals slashing damage, and deals a critical on an 18-20.

Bone-Spike Defense (Ex) A centaur raav has a number of sharp bones protruding out at odd locations on its body. A creature that grapples a centaur raav or is grappled by one takes 1d3+3 points of piercing damage each round the grapple persists.

Warriors, hear me and know well. Today, we fight a scourge that desecrates our memories within the ghastly shapes of our brothers and sisters bones. But we will afford them no mercy or kindredship. These are not our honored dead, but an abomination that abuses the bones of our tribe and others of our kind. We will destroy each and every last one of them and restore honor to the fallen bodies of our family. Take comfort should you fall in this

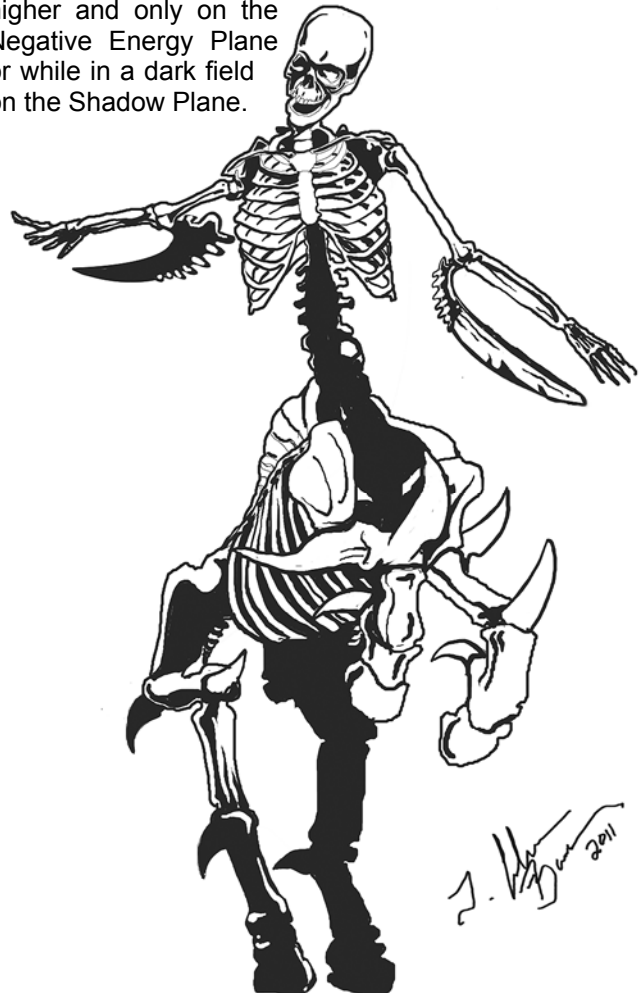
endeavor; we will carry your body away to a hollowed place of honor or set ablaze your noble corpse 'ere we fall back to ascend to it rightful place among the starry plains. We will not let even one of us become one of them. These raavs are destroyed here and now!

- Floen, Chief of the Greenstar centaur tribe

Scholars debate the origins of the centaur raav. Some point to the reinforced bones as the handiwork of the lich necromancer Skerasis. Others believe it was created by the cult of Orcus attempting to enrage the centaurs and driving them to war. However, all scholars agree this abomination could only be formed near the dark fields of the Plane of Shadows. The negative energy flowing into Shadowsfall empowers and reinforces the skeletal body. As long as the dark fields have a supply of centaur corpses, it will produce more raavs.

Most surprising, a centaur raav displays considerable intelligence. It tends to engage its enemy in combat by breaking through opposing lines, trampling those that fall, culling the wounded from the ranks and finally surrounding and killing all survivors mercilessly.

A centaur raav stands about 8 feet tall and weighs about 500 pounds. This type of undead can be made with a *create greater undead* spell of caster level 15th or higher and only on the Negative Energy Plane or while in a dark field on the Shadow Plane.



CLAWED KADIAN

This ghost-like entity is covered with scales and spikes and has pincers for hands. Its glowing red eyes trail off into a smoke-like vapor. A sailor's nightmare mermaid.

CLAWED KADIAN

CR 9

XP 6,400

CE Medium undead (incorporeal)

Init +5; Senses darkvision 60 ft.; Perception +16

Aura slow aura (30 ft., DC 19)

DEFENSE

AC 20, touch 20, flat-footed 14 (+5 Dex, +4 deflection, +1 dodge)

hp 93 (11d8+44)

Fort +7, Ref +10, Will +9

Defensive Abilities channel resistance +4, incorporeal; Immune undead traits

Weaknesses affected by bludgeoning

OFFENSE

Speed fly 30 ft. (perfect)

Melee incorporeal touch +14 (1d8 Dexterity damage plus incorporeal grab)

Special Attacks create spawn, dexterity damage, incorporeal grab, spiked body

STATISTICS

Str -, Dex 21, Con -, Int 14, Wis 15, Cha 18

Base Atk +8; CMB +13 (+17 grapple); CMD 28

Feats Dazzling Display, Dodge, Lightning Reflexes, Step Up, Weapon Focus (incorporeal touch), Wind Stance

Skills Diplomacy +15, Fly +27, Intimidate +18, Linguistics +13, Perception +16, Stealth +19

Languages Aklo, Aquan, Auran, Common, Dwarven, Elven, Giant, Halfling, Ignan, Shadowpeak, Sylvan, Terran, Undercommon

ECOLOGY

Environment any (Plane of Shadows)

Organization solitary, pair, family (1-2 plus 4-6 clawed kadian spawn), cemetery (3-6 plus 11-20 clawed kadian spawn)

Treasure none

SPECIAL ABILITIES

Affected by Bludgeoning (Su) While a clawed kadian is an incorporeal creature, it is affected by bludgeoning weapons. A mundane bludgeoning weapon deals 50% damage, and a magic bludgeoning weapon deals its normal damage.

Create Spawn (Su) A humanoid slain by a clawed kadian rises as a clawed kadian in 1d4 rounds. A spawn so created is less powerful than a typical clawed kadian, and suffers a -2 penalty on all d20 rolls and checks, receive -2 hp per HD, and only deals 1d6 Dexterity damage. A spawn is under the command of the clawed kadian that created it and remains enslaved for a year and a day, at which point it lose the spawn penalties and

becomes a full-fledged and free-willed clawed kadian. A clawed kadian spawn does not possess any of the abilities it had in life.

Dexterity Damage (Su) A clawed kadian's touch deals 1d8 points of Dexterity damage to a living creature. This is a negative energy effect. A creature dies if this Dexterity damage equals or exceeds its actual Dexterity score.

Incorporeal Grab (Su) As part of an incorporeal touch attack, a clawed kadian can grab a corporeal creature's spirit, grappling them. The clawed kadian is treated as corporeal when initiating and maintaining a grapple; it is, however, treated as an incorporeal creature for all other purposes, such as opponents attempting to attack the clawed kadian. When the clawed kadian is grappling a creature, it can take the following actions: move, damage (from its incorporeal touch instead of its spiked body), and pin. It cannot tie up an opponent.

Slow Aura (Su) When a creature comes within 30 ft. of the clawed kadian, it is overcome with lethargy and find they cannot move as quickly as normal. A creature that fails a Will save DC 19 can only take a standard action or a move action on their turn, not both. This effect counts as the *slow* spell for purposes of dispelling and being dispelled by *haste* and lasts for 6 rounds. Creatures that successfully save cannot be affected by the same creature's slow aura for 24 hours. Clawed kadians are immune to this ability. The save DC for this ability is Charisma-based.

Spiked Body (Su) A clawed kadian's body has a number of large spikes on its body. Anyone grappled by the clawed kadian's incorporeal grab takes 1d3 points of Dexterity damage every round the grapple persists.

For my most trusted servant, Kadia, neither the form of a ghost nor a shadow is good enough. For you, I shall fashion a new form. You shall chill their bones and hold fast their spirits. You, who have protected me with your life, shall continue to do so in your death. You shall be the bane of their holy defenders. May the living world weep with terror.

- Skerasis, "Death and Undeath"

A clawed kadian is a ghost-like creature whose spirit is still grounded in the physical world, allowing it to grasp corporeal creatures. However, this trait also leaves the kadian vulnerable to attacks from bludgeoning weapons.

Paladins and pirates alike fear these spectral women.

This type of undead can be made with a *greater create undead* spell of caster level 18th or higher.



DARKLING

This hideous grey brute can easily be mistaken for a troll. But the similarity stops there. A sharp intelligence resides behind its eyes and in its menace. A crude, dark grey stone battleaxe is its favored weapon of torment.

DARKLING

CR 6

XP 2,400

CE Large fey (extraplanar)

Init +3; **Senses** darkvision 60 ft., low-light vision; Perception +15

DEFENSE

AC 19, touch 12, flat-footed 16 (+3 Dex, +7 natural, -1 size)

hp 75 (10d6+40); blood healing

Fort +6, **Ref** +10, **Will** +9

DR 10/cold iron; **Resist** cold 5

OFFENSE

Speed 40 ft.

Melee +1 feystone battleaxe +11 (2d8+8), claw +7 (1d6+4)

Space 10 ft., **Reach** 10 ft.

Spell-like Abilities (CL 5th; concentration +5)

Constant – zone of silence (20 ft. radius)

3/day – flicker, snow spray (DC 13)

STATISTICS

Str 26, **Dex** 16, **Con** 16, **Int** 8, **Wis** 15, **Cha** 11

Base Atk +5; **CMB** +14 (+13 with battleaxe, +16 Sunder, +19 Sunder with battleaxe); **CMD** 27 (+29 vs. Sunder)

Feats Cleave, Improved Sunder, Lunge, Power Attack (-2/+4), Ability Focus (snow spray)^B, Toughness

Skills Climb +21, Knowledge (planes) +12, Perception +15, Sense Motive +15, Stealth +12 (+16 in dim light or darkness); **Racial Modifiers** +4 to Stealth in dim light or darkness

Languages Sylvan; telepathy 100 ft.

SQ planar knowledgeable

ECOLOGY

Environment cold forest (Plane of Shadows)

Organization solitary, pair, fear (1-2 plus 4-8 dull mites)

Treasure standard (+1 feystone battleaxe, other treasure)

SPECIAL ABILITIES

Blood Healing (Su) If a darkling spends a move action licking the blood of a recent victim off its stone battleaxe or its claws, it gains fast healing 3 for 2 rounds. A Darkling can heal up to a maximum of 20 hp/day (double its current HD) in this manner. This action does not provoke an attack of opportunity.

Feystone Battleaxe A darkling wields crude tools made from stone and worked in a way that only the fey know how. A mundane large feystone battleaxe cost 10 gp, weights 18 lbs, grants a -2 penalty on attacks, grants a +2 bonus when attempting to Sunder, deals

2d8-1+Str modifier damage, deals double damage on a critical hit, has a hardness of 7, and has 7 hp.

Flicker (Sp) A darkling can turn invisible for 1 round as a swift action. The spell-like ability ends if the darkling attacks any creature (see *invisibility*). This ability is the equivalent of a 1st-level spell.

Planar Knowledgeable (Ex) Knowledge (planes) is a class skill for a darkling. Knowledge (local) is not a class skill.

Snow Spray (Sp) A 30 ft cone of snow sprays out from a darkling's fingertips. All creatures within the area of effect take 5d4 points of cold damage and are entangled for 1 round. Creatures that succeeds a Reflex save (DC 13) take half damage and are not entangled. The DC for this ability is Charisma-based. This ability is the equivalent of a 1st-level spell.

Can't yell for mum;

Can't say a word.

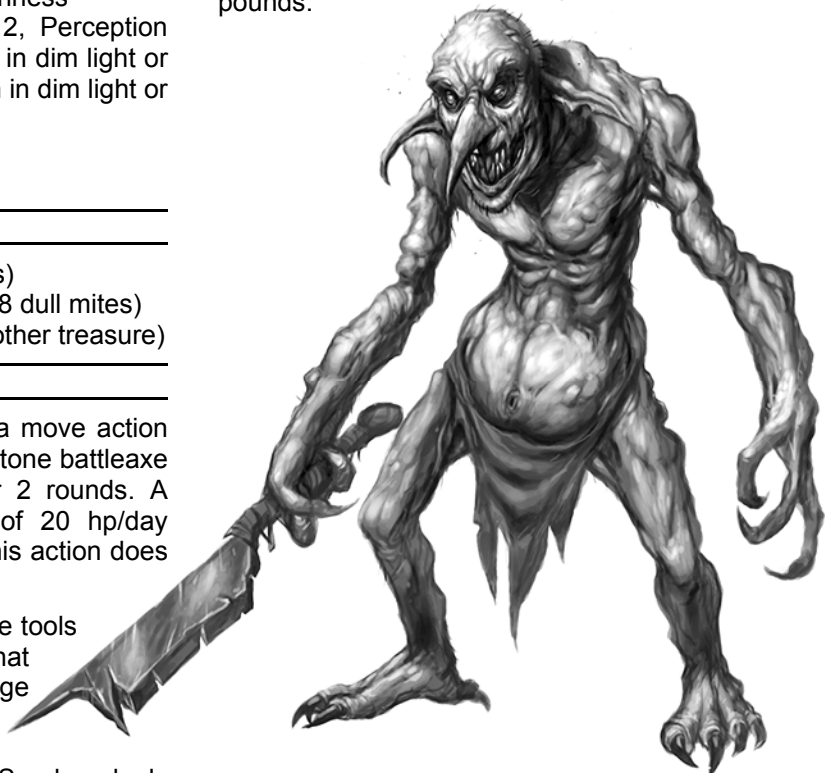
Darkling kills you screaming,

But you won't be heard!

- Traditional children's poem about a darkling

When parents warn their children about evil fey that will steal them and eat their eyes, they are describing the darkling. Named for the darkness in its heart as well as the dark maliciousness by which it kills and thrives, a darkling enjoys the taste of blood of anything it has wounded. When it licks the blood of its victim from its feystone battleaxe, the victim's life comes rushing into the darkling's body closing any wounds it sustained. For this reason, a darkling will keep a creature alive in its lair to supply it with healing blood.

A darkling stands about 8 feet tall and weighs about 600 pounds.



DEATHHAND

Long bony fingers and glowing eyes are all that are visible as this cowl quietly floats into view. Soul-freezing, life-draining fear descends over the cheaters of death.

DEATHHAND

CR 17

XP 102,400

NE Huge undead

Init +10; **Senses** darkvision 120 ft., deathsense 120 ft., *detect undead, true seeing*; Perception +35

Aura fear aura (60 ft., paralyzed for 1d4 rounds, DC 28 negates)

DEFENSE

AC 30, touch 19, flat-footed 19 (+10 Dex, +1 dodge, +11 natural, -2 size)

hp 273 (26d8+156)

Fort +15, **Ref** +18, **Will** +21; +8 vs mind-affecting

Defensive Abilities unwavering loyalty; **DR** 15/good and silver; **Immune** acid; **Resist** cold 10; **SR** 34

OFFENSE

Speed fly 60 ft. (perfect)

Melee claw +25 (2d6+8 plus life steal) or soul steal +25 touch (2d6 negative levels)

Space 15 ft.; **Reach** 20 ft.

Special Attacks spirit bind

Spell-Like Abilities (CL 17th; concentration +22)

Constant – *detect undead, true seeing*

At Will – *detect magic, greater teleport* (self plus 50 lbs. objects only), *plane shift* (self plus 50 lbs. objects only, between Abaddon, Plane of Negative Energy and the Plane of Shadows only)

3/day – *greater dispel magic, polar ray* (DC 23)

STATISTICS

Str 26, **Dex** 31, **Con** -, **Int** 22, **Wis** 23, **Cha** 20

Base Atk +19; **CMB** +29; **CMD** 50

Feats Combat Expertise (-5/+5), Dodge, Great Fortitude, Greater Vital Strike, Hover, Improved Vital Strike, Lightning Stance, Mobility, Spring Attack, Toughness, Vital Strike, Whirlwind Attack, Wind Stance

Skills Fly +43, Intimidate +34, Knowledge (arcana, history, planes, religion) +35, Linguistics +30, Perception +35, Spellcraft +35, Stealth +31

Languages Abyssal, Aklo, Common, Draconic, Infernal, Shadowpeak, Undercommon, plus 23 others; telepathy 100 ft.

SQ knowledge of eternity

ECOLOGY

Environment any (Abaddon, Plane of Negative Energy, or Plane of Shadows)

Organization solitary or pair

Treasure standard

SPECIAL ABILITIES

Deathsense (Su) A deathhand can sense the taint of death on a creature that had previously died. As long as

it can perceive the creature through any means at its disposal and is within 120 ft., the deathhand instantly knows if the creature had previously died or not. Hiding from the deathhand by magical or mundane means prevents the deathhand from noticing the taint of death on the creature.

Knowledge of Eternity (Ex) A deathhand exists for a long time. It considers all Knowledge skills to be class skills.

Life Steal (Su) By dealing a wound, a deathhand can pull the life force out of the attacked creature and draw it into its own body. Upon a successful claw attack, a deathhand steals a piece of life from a living creature. The attacked creature must succeed a DC 28 Will save or sustains 10d10 points of negative energy damage. The deathhand receives half the amount of damage dealt as temporary hit points. These temporary hit points do not allow a deathhand to exceed its normal maximum hp and disappear after 1 hour. A successful save means the creature takes 5d6 points of negative energy damage and the deathhand does not receive temporary hit points. A creature that saves against this ability can still be killed by this damage. Any creature that dies from this ability can have their life restored only from a *true resurrection* spell, a carefully worded *wish* spell followed by a *resurrection*, or a *miracle*. The save DC of this ability is Charisma-based. A deathhand may try to spirit bind the soul of the dead creature the following round.

Soul Steal (Su) As a standard action, a deathhand can touch a living creature to steal a piece of its soul. The touched creature must succeed a DC 28 Fortitude save or gains 2d6 negative levels. A successful saving throw reduces this to 2 negative levels and renders it immune to this ability for 24 hours. A creature that saves against this ability can still be killed by these negative levels. Any creature that dies from this ability can only be returned to life by a *true resurrection* spell, a carefully worded *wish* spell followed by a *resurrection*, or a *miracle*. The save DC of this ability is Charisma-based. A deathhand may try to spirit bind the soul of the dead creature the following round. A death hand may use this ability once every three rounds.

Spirit Bind (Su) This ability works like the spell *soul bind* except that it works on any incorporeal undead creature of 20 HD or less in addition to souls of a recently dead creature. It does not matter how long an incorporeal undead creature has been dead, and all spirits captured are stored within the deathhand itself. The deathhand can store up to 26 HD of spirits within its ghostly body and can use this ability as a standard action. The deathhand can also choose to release these trapped spirits at any time as a free action. The stored souls and incorporeal creatures are also released if the deathhand should die. A successful DC 28 Will save prevents the deathhand from binding a creature to itself and keeps it from being targeted by this ability again for 24 hours. The save DC for this ability is Charisma-based.

Unwavering Loyalty (Su) A death hand gains a +8 racial bonus against mind-affecting spells and spell-like effects.

You've captured the unnerving chill of the deathhand perfectly. I have not shivered like this since that day. Your poem brought that deathly feeling back to me. Do me a favor, and never read it in my presence again.

- Hans Pohler, retired adventurer to a wandering bard

Numerous paintings and poems detail the spindle-like fingers and glowing eyes of the deathhand. With few other features for artists to detail, the whole of the deathhand's "body" is shrouded in a tattered old cloth with no feet visible below. More accomplished artists however, convey the paralyzing sense of dread that emanates from death's debt collector.

Long ago, Charon, the ferryman that conveys souls across the River Styx, discovered that more powerful souls intended to enter Abaddon were remaining on the Material Plane as undead or returning to life through magical means. Charon created a legion of undead floating goons to hunt down creatures that have tasted death, whether living or undead—other than themselves, and drag them to Abaddon permanently. The deathhands swore eternal loyalty to serve the ferryman until their second death rewards them with a final resting place. Over the centuries, they grew in power but fewer in number. Those that remain are quite powerful and exceptionally good at stalking undead creatures and those that have cheated death.

Cults that worship the ferryman view the deathhand as an avenging angel. While few cults are powerful enough to summon up a deathhand outright, many will offer the ferryman a sacrifice of an intelligent creature in order to pass on locations of haunts, ghosts, etc. Occasionally, towns—not normally associated with the worship of Charon—will offer such sacrifices to help against particularly powerful undead preying on their citizens.

DEATHHAND CAPTAINS

More than a dozen deathhands have become powerful enough to be epic creatures in their own right. They possess 12 more HD than their common brethren. Their natural attacks are considered epic weapons for overcoming damage reduction and their damage reduction is DR 20/epic. Each of these deathhand captains possesses their own unique abilities. A few rare texts record the abilities of several known deathhand captains, but they also state that the full range of the abilities of all captains are far from well documented.

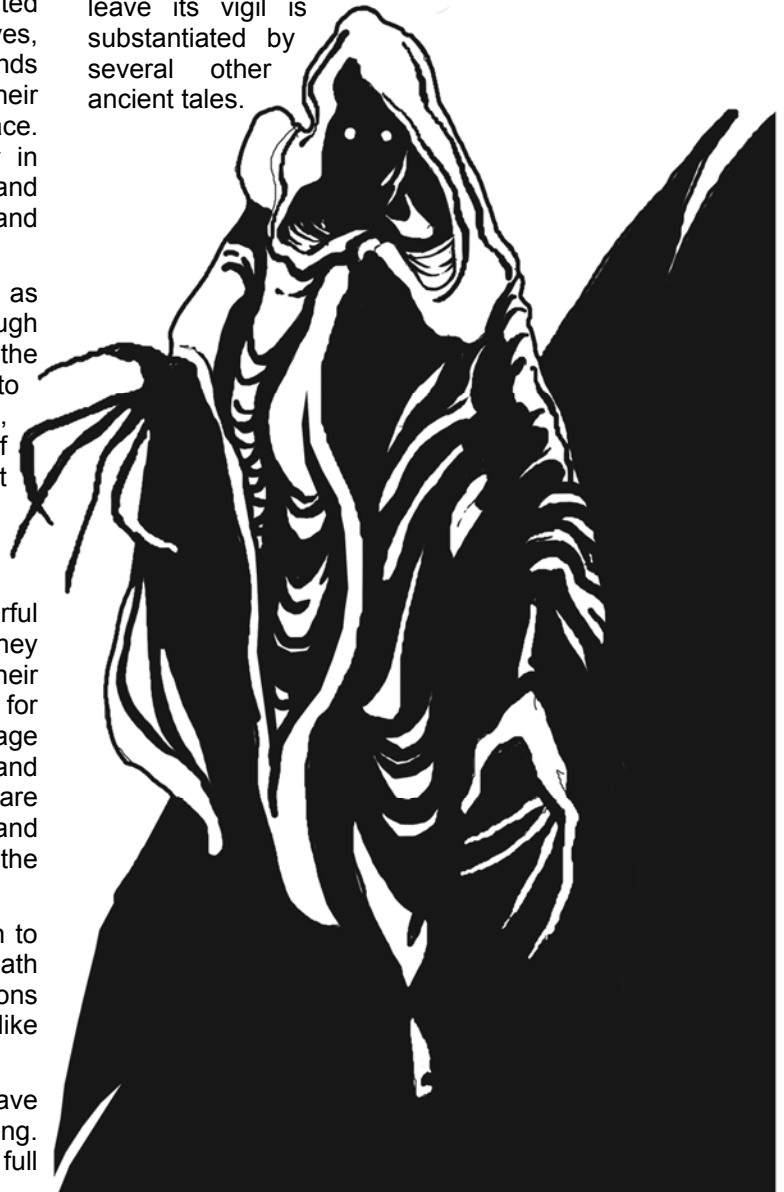
Trevortran, a particular deathhand captain, is known to be unaffected by any spell of 5th level or lower. "Death and Undeath," the tome by the lich Skerasis, mentions this captain can cast *epic dispel magic* as a spell-like ability, but no other text corroborates this claim.

Another deathhand captain, Korrantris, is said to have taken one hundred years to master mortal spellcasting. Her abilities are supposed to equal that of a full

lore master. However, "Dark Powers and Death's Servants" by Konsoleah claims that her normal deathhand abilities are not as powerful as others of her kind.

A third deathhand captain, Venatori, is described as being the master of tracking the cheaters of death. Its deathsense is reported to extend for hundreds of miles. "Deities of Little Renown," whose author is unknown, records this deathhand's life stealing ability as particularly deadly and describes it as a hulking creature, towering over its brethren. The tome "Death and Undeath" goes into further detail describing its size as that of an ancient dragon.

The last described in any significant detail, Thanap is thought to be the master of the spoken word. This deathhand captain can talk a ghost into following it to Abaddon of its own accord. The bard's song, "A Journey Across the River Styx," sings of Thanap showing up at the River with over one hundred ghosts following close behind. Those that have read a copy of this book consider this account to be sensationalized. However, the deathhand captain's ability to convince a ghost to willingly leave its vigil is substantiated by several other ancient tales.



DRAGON, QUAKE

This burrowing, rocky armored dragon moves heaven & earth.

QUAKE DRAGON

CN dragon (earth, extraplanar)

BASE STATISTICS

CR 4; **Size** Small; **Hit Dice** 5d12

Speed 40 ft., burrow 40 ft.

Natural Armor +6; **Breath Weapon** cone, 2d6 acid

Str 15, **Dex** 12, **Con** 14, **Int** 10, **Wis** 11, **Cha** 10

ECOLOGY

Environment any mountains (Plane of Shadows)

Organization solitary

Treasure triple

SPECIAL ABILITIES

Corrosive Cloud (Su) An ancient or older quake dragon can use its breath weapon to create a cloud as a standard action that dissolves metal objects inside it. The cloud moves with the dragon and has a radius of 10 feet. When it is created, metal objects (including sheathed weapons) inside this area take the breath weapon's minimum damage, with a Fort save for half damage. This cloud lasts a number of rounds equal to half the breath weapon's damage dice. Any metal object carried by a creature at the start of the creature's turn takes damage but can make a Fort save for half. Any unattended metal object takes damage at the start of the quake dragon's turn. A strong wind, such as that created by a gust of wind, disperses the cloud for 1 round. Gold and platinum are immune to this effect.

Earth Defense (Ex) A quake dragon receives a +4 racial bonus to saving throws against massive damage and all spells or spell-like abilities with the earth descriptor.

Earth Glide (Ex) A burrowing old or older quake dragon can pass through stone, dirt, or almost any other sort of earth except metal as easily as a fish swims through water. If protected against fire damage, it can even glide through lava. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple or other sign of its presence. A *move earth* spell cast on an area containing a burrowing quake dragon flings the dragon back 30 feet, stunning the creature for 1 round unless it succeeds on a DC 15 Fortitude save.

Earthquake (Su) A great wyrm quake dragon can create an earthquake just like the *earthquake* spell except as a supernatural ability 3 times per day. The area is a 140-ft.-radius spread and the range is 1000 ft.

Speak with Borrowing Animals (Sp) A very young or older quake dragon gains the constant spell-like ability to speak with borrowing animals. This functions as *speak with animals*, but only with borrowing animals.

Spell-Like Abilities (Sp) A quake dragon gains the following spell-like abilities, usable at will. Juvenile—*shatter*; Adult—*rage*; Old—*stone shape*; Ancient—*stoneskin*; Great Wyrm—*move earth*;

Stomp (Su) A young or older quake dragon can stop its foot and shake the ground as a standard action. All creatures within a 15-foot radius burst of the quake dragon must make a Reflex save or be knocked prone. This radius increases to 30 feet when the quake dragon reaches adult and 60 feet when the quake dragon reaches ancient. A quake dragon

can use this ability once every 1d4 rounds. The DC for this ability is Strength-based.

Stone Aura (Su) An adult or older quake dragon commands pebbles and small stones to swirl around it. All creatures within 5 feet of the dragon take 1d6 points of bludgeoning damage at the beginning of the dragon's turn. An old dragon's aura extends to 10 feet. An ancient dragon's damage increases to 2d6.

Age Category	Special Abilities	Caster Level
Wyrmling	Earth defense, immunity to acid	-
Very young	<i>Speak with borrowing animals</i>	-
Young	Stomp	-
Juvenile	Frightful presence, <i>shatter</i>	1st
Young adult	DR 5/magic, spell resistance	3rd
Adult	<i>Rage</i> , stone aura	5th
Mature adult	DR 10/magic	7th
Old	Earth glide, <i>stone shape</i>	9th
Very old	DR 15/magic	11th
Ancient	Corrosive cloud, <i>stoneskin</i>	13th
Wyrm	DR 20/magic	15th
Great wyrm	Earthquake, <i>move earth</i>	17th

YOUNG QUAKE DRAGON

CR 8

XP 4,800

CN Large dragon (earth, extraplanar)

Init +0; **Senses** dragon senses, tremorsense 60 ft.; Perception 13

DEFENSE

AC 21, touch 9, flat-footed 21 (+12 natural, -1 size)

hp 94 (9d12+36)

Fort +10, **Ref** +8, **Will** +7; +4 vs earth, massive damage

Defensive Abilities earth defense; **Immune** acid, paralysis, sleep

OFFENSE

Speed 40 ft., burrow 40 ft., fly 200 ft. (poor)

Melee bite +15 (2d6+9), 2 claws +14 (1d8+6), 2 wings +9 (1d6+3), tail +9 (1d8+9)

Space 10 ft.; **Reach** 5 ft. (10 ft. with bite)

Special Attacks breath weapon (40-ft. cone, DC 18, 6d6 acid), stomp (15 ft., DC 20)

Spell-like Abilities (CL 9th; concentration +10)

Constant – *speak with borrowing animals*

STATISTICS

Str 23, **Dex** 10, **Con** 18, **Int** 12, **Wis** 13, **Cha** 12

Base Atk +9; **CMB** +16; **CMD** 26 (30 vs overrun, trip)

Feats Cleave, Flyby Attack, Lightning Reflexes, Power Attack (-3/+6), Weapon Focus (bite)

Skills Climb +18, Fly +6, Intimidate +13, Knowledge (planes) +13, Perception +13, Spellcraft +13, Survival +13

Languages Common, Draconic

ADULT QUAKE DRAGON

CR 12

XP 19,200

CN Huge dragon (earth, extraplanar)

Init +3; **Senses** dragon senses, tremorsense 60 ft.; Perception +21

Aura frightful presence (180 ft., DC 20), stone aura (5 ft. 1d6 bludgeoning)

DEFENSE

AC 28, touch 7, flat-footed 28 (-1 Dex, +21 natural, -2 size)
hp 187 (15d12+90)

Fort +15, **Ref** +10, **Will** +12; +4 vs earth, massive damage

Defensive Abilities earth defense; **DR** 5/magic; **Immune** acid, paralysis, sleep; **SR** 23

OFFENSE

Speed 40 ft., burrow 40 ft., fly 200 ft. (poor)

Melee bite +23 (2d8+13/19-20), 2 claws +22 (2d6+9), 2 wings +18 (1d8+4), tail +18 (2d6+13)

Space 15 ft.; **Reach** 10 ft. (15 ft. with bite)

Special Attacks breath weapon (50-ft. cone, DC 23, 12d6 acid), crush (Small creatures, DC 23, 2d8+13), stomp (30 ft., DC 26)

Spell-like Abilities (CL 15th; concentration +18)

Constant – *speaking with borrowing animals*

At Will – *rage, shatter* (DC 15)

Spells Known (CL 5th; concentration +8)

2nd (5/day)–*alter self, mirror image*

1st (7/day)–*shield, silent image* (DC 14), *summon monster i, ventriloquism* (DC 14)

0 (at will)–*dancing lights, detect magic, ghost sound, mage hand, message, prestidigitation*

STATISTICS

Str 29, **Dex** 8, **Con** 22, **Int** 16, **Wis** 17, **Cha** 16

Base Atk +15; **CMB** +26; **CMD** 35 (39 vs overrun, trip)

Feats Cleave, Flyby Attack, Great Cleave, Improved Critical (bite), Improved Initiative, Lightning Reflexes, Power Attack (-4/+8), Weapon Focus (bite)

Skills Appraise +21, Climb +27, Fly +9, Intimidate +21, Knowledge (planes) +21, Perception +21, Spellcraft +21, Survival +21, Use Magic Device +21

Languages Aklo, Common, Draconic, Shadowpeak, Undercommon

ANCIENT QUAKE DRAGON

CR 17

XP 102,400

CN Gargantuan dragon (earth, extraplanar)

Init +2; **Senses** dragon senses, tremorsense 60 ft.; Perception +31

Aura frightful presence (300 ft., DC 31), stone aura (10 ft. 2d6 bludgeoning)

DEFENSE

AC 37, touch 4, flat-footed 37 (-2 Dex, +33 natural, -4 size)
hp 333 (23d12+184)

Fort +21, **Ref** +13, **Will** +18; +4 vs earth, massive damage

Defensive Abilities earth defense; **DR** 15/magic; **Immune** acid, paralysis, sleep; **SR** 28

OFFENSE

Speed 40 ft., burrow 40 ft., fly 250 ft. (clumsy)

Melee bite +33 (4d6+19/19-20), 2 claws +32 (2d8+13), 2 wings +27 (2d6+6), tail +27 (2d8+19)

Space 15 ft.; **Reach** 10 ft. (15 ft. with bite)

Special Attacks breath weapon (60-ft. cone, DC 29, 20d6 acid), corrosive cloud (DC 29, 20 acid damage, 10 rounds), crush (Medium creatures, DC 29, 4d6+13), stomp (60 ft., DC 34)

Spell-like Abilities (CL 23th; concentration +33)

Constant – *speaking with borrowing animals*

At Will – *rage, shatter* (DC 17), *stone shape, stoneskin*

Spells Known (CL 13th; concentration +18)

6th (4/day)–*disintegrate* (DC 21), *mislead*

5th (7/day)–*hold monster* (DC 20), *summon monster v, teleport*

4th (7/day)–*dimension door, fire shield, scrying* (DC 19),

3rd (7/day)–*dispel magic, displacement fireball* (DC 18), *haste*

2nd (7/day)–*alter self, detect thoughts* (DC 17), *locate object, mirror image, see invisibility*

1st (7/day)–*magic missile, shield, silent image* (DC 16), *summon monster i, ventriloquism* (DC 16)

0 (at will)–*dancing lights, detect magic, ghost sound, mage hand, message, prestidigitation*

STATISTICS

Str 37, **Dex** 6, **Con** 26, **Int** 20, **Wis** 21, **Cha** 20

Base Atk +23; **CMB** +40; **CMD** 48

Feats Cleave, Critical Focus, Flyby Attack, Great Cleave, Improved Critical (bite), Improved Initiative, Improved Lightning Reflexes, Lightning Reflexes, Power Attack (-6/+12), Staggering Critical, Stunning Critical, Weapon Focus (bite)

Skills Appraise +31, Climb +39, Fly +9, Intimidate +31, Knowledge (arcane, engineering, planes) +31, Perception +31, Spellcraft +31, Survival +31, Use Magic Device +31

Languages Aklo, Common, Draconic, Elven, Shadowpeak, Terran, Undercommon

SQ earth glide

A quake dragon is a heavily armored creature native to the Plane of Shadows. It is not known if the many shadowquakes on Shadowfall are due to the quake dragons presense or if quake dragons just choose to live near places where shadowquakes are frequent. Like shadowquakes themselves, quake dragons are highly unpredictable and highly dangerous.

Could Shadowfall have been purely a creation of this ancient being of chaos?

– author unknown,
“Deities of Little Renown”



DREAD GARGOYLE

A large gargoyle-like stone creature possessing massive stony horns on its head whose presence permeates the air with a near palpable feeling of dread terrorizes the dark skies and creatures below with precision.

DREAD GARGOYLE

CR 10

XP 9,600

CE Large monstrous humanoid (earth)

Init +5; Senses darkvision 60 ft.; Perception +19

Aura fear aura (30 ft., DC 17)

DEFENSE

AC 24, touch 10, flat-footed 23 (+1 Dex, +14 natural, -1 size)

hp 136 (13d10+65)

Fort +9, Ref +9, Will +13; +4 vs petrification

DR 10/adamantine; Immune acid

OFFENSE

Speed 50 ft., fly 70 ft. (average)

Melee 2 claws +18 (1d6+6), bite +18 (1d8+6), gore +18 (1d8+6), 2 wing +16 (1d6+3)

Ranged rock +14 (2d6+9)

Space 10 ft.; Reach 10 ft.

Special Attacks paralyzing sight (30 ft., Fort DC 17 negates, paralyzed for 1d4 rounds), rend (2 claws, 1d6+9), rock throwing (120 ft.)

STATISTICS

Str 23, Dex 12, Con 21, Int 11, Wis 16, Cha 12

Base Atk +13; CMB +20; CMD 31

Feats Hover, Improved Initiative, Improvised Weapon Mastery, Iron Will, Multiattack, Skill Focus (Fly), Throw Anything

Skills Craft (stoneworking) +20, Fly +21, Perception +19, Stealth +15 (+19 in stony environs); Racial Modifiers +2 Stealth (+6 in stony environs), +4 Craft (stoneworking)

Languages Common, Terran

SQ freeze, gargoyle empathy, stone growth

ECOLOGY

Environment any

Organization solitary, wing (1 plus 3-12 gargoyles)

Treasure standard

SPECIAL ABILITIES

Freeze (Ex) A dread gargoyle can hold itself so still it appears to be a statue. A dread gargoyle that uses freeze can take 20 on its Stealth check to hide in plain sight as a stone statue.

Gargoyle Empathy (Ex) A dread gargoyle adds its monstrous humanoid HD as a racial bonus to all Bluff, Diplomacy, and Intimidate checks against gargoyles.

Paralyzing Sight (Su) As a standard action a dread gargoyle can paralyze a living creature by looking into the target's eyes. The creature must be within 30 ft. and

must succeed a Fortitude DC 17 or be paralyzed for 1d4 rounds. This is a sight-based attack. The save DC for this ability is Charisma-based.

Stone Growth (Su) A dread gargoyle's mastery of stone allows it to distort its own body and produce a rock of any shape it chooses as a swift action. This allows it to always have a small rock ready to throw with its rock throwing ability, when it would otherwise lack such an item. A dread gargoyle may choose to include complicated details, requiring a successful Craft (stoneworking) check (DC determined by the complexity). After using this ability, a dread gargoyle must consume an equal amount of stone within 24 hours or it is sickened and cannot use stone growth until it does so.

To those that believe a dread gargoyle is merely a larger version of its kin, you are in for a nasty surprise and a short life. Frightful monsters at sight, they can create rocks from their own bodies to hurl down from above.

-Irodia, "Collected Knowledge on the Shadow Plane"

That's a bi-i-ig gargoyle!

-Simon Davin, bard adventurer and author of "The Tale of Simon and the Gargoyle"

Gargoyle raids upon civilized creatures are common place, yet these raids tend to possess little strategy and thought of cooperation. A single dread gargoyle among the raiders will make a horrific difference in the collective carnage. This elder gargoyle possesses the cunning, raw strength, special abilities to guide their brethren, carry off precision attacks, coordinate raiding expeditions or out fox adventuring parties.

A dread gargoyle stands about ten feet tall and weighs about 800 pounds. It is found anywhere a gargoyle can be found. However, a dread gargoyle often uses its stone growth ability to decorate its lair with grotesque stone art or false statues of gargoyles to distract intruders.



DULL MITE

Similar to their Material Plane brethren, these squat fey are incredibly ugly with protruding noses, sagging ears and skin of a dull bluish grey as if the color was washed out over lifetimes in shadow.

DULL MITE

CR 1/2

XP 200

CE Small fey

Init +1; **Senses** darkvision 120 ft., low-light vision, scent; Perception +10

DEFENSE

AC 13, touch 12, flat-footed 12 (+1 armor, +1 Dex, +1 size)

hp 7 (2d6)

Fort +0, **Ref** +4, **Will** +4

DR 2/cold iron; **Resist** cold 2

Weaknesses light sensitivity

OFFENSE

Speed 20 ft., climb 20 ft.

Melee dagger +3 (1d3-1/19-20)

Ranged dagger +3 (1d3-1/19-20)

Special Attacks color steal (DC 10), hatred

Spell-like Abilities (CL 2nd; concentration +1)

At Will – *prestidigitation*

1/day – *doom* (DC 10)

STATISTICS

Str 8, **Dex** 13, **Con** 10, **Int** 8, **Wis** 13, **Cha** 9

Base Atk +1; **CMB** -1; **CMD** 10

Feats Weapon Finesse

Skills Climb +11, Handle Animal +0, Perception +10, Ride +3, Sleight of Hand +10, Stealth +14; **Racial Modifiers** +4 to Perception, +4 to Sleight of Hand, +4 to Stealth

Languages Shadowpeak, Sylvan

SQ vermin empathy +4

ECOLOGY

Environment cold underground (Plane of Shadows)

Organization solitary, band (2–8), or tribe (9–20 plus 1 chieftain of 2nd–4th level and 2–6 giant vermin)

Treasure standard (5 daggers, padded armor, other treasure)

SPECIAL ABILITIES

Color Steal (Su) A dull mite can attempt to steal the color from its foe. As a standard action, if a dull mite succeeds on a touch attack, the touched creature must make a DC 11 Will save or suffer a 1d4 Charisma penalty. The color in the touched creature's body is also visibly reduced and the dull mite gains an enhancement bonus to its Charisma score equal to the penalty. This Charisma penalty/bonus lasts for 1 minute. Multiple successful attacks allow the mite to apply the highest bonus only. All penalties on a single creature stack and each lasts its full minute. The save DC of this ability is Charisma-based and includes a +1 racial bonus.

Hatred (Ex) Dull mites receive a +1 bonus on attack rolls against humanoid creatures of the dwarf or gnome subtype due to special training against these hated foes.

Vermin Empathy (Ex) This ability functions as a druid's wild empathy, except that a dull mite can only use this ability on vermin. Vermin are normally mindless, but this empathic communication imparts on them a modicum of implanted intelligence, allowing dull mites to train Medium vermin and use them as mounts. Vermin empathy treats swarms as if they were one creature possessing a single mind—a dull mite can thus use this ability to influence and direct the actions of swarms. A dull mite gains a +4 racial bonus on this check.

I never respected these worthless runts on the Material Plane but here in Shadowsfall, these creatures have learned a new trick—to sap the power out of young bards and sorcerers. Before they do so, give these dull mites a swift kick and remind them that they should fear us.

– Irodia, “Collected Knowledge on the Shadow Plane”

Eeeeeeeeeeeeeeeeeeeeeeeeeeeeeeeeeee!

– Dull mite battle cry

Like its kin on the Material Plane, a dull mite is taunted by other fey. Its miniscule stature is compensated by its pent up rage and sheer numbers. The dull mite's skin is grey in color which turns a slight shade of blue when it steals color from another creature's skin. The Plane of Shadows has robbed these creatures of their natural pigment and they want it back, even if only for a short while.



ELEMENTAL, SHADOW

White eyes and a grinning row of teeth give solid blackness some semblance of a face. Sharp talons and perhaps a tail might also be glimpsed before death.

SHADOW ELEMENTAL

Languages Shadownspeak

ECOLOGY

Environment any (Plane of Shadows)

Organization solitary, pair, gang (3-8)

Treasure none

SPECIAL ABILITIES

Aura of Darkness (Ex) An aura of darkness radiates from the shadow elemental's body. The light level within the listed area is reduced by the listed number of steps. If the light level would be reduced one or more steps below darkness, darkvision cannot see within the area, though the see in darkness ability still functions normally. Any mundane or magical light source inside the aura of darkness has its radius of effect cut in half.

Douse Light (Ex) A shadow elemental's touch puts out nonmagical light sources (such as flames) of Large size or smaller. The creature can dispel magical light sources it touches as *dispel magic* (caster level equals shadow elemental's HD).

Shadow Mastery (Ex) A shadow elemental gains a +1 bonus on attack and damage rolls if both it and its opponent are in dim light or in darkness. If the opponent or the elemental bright light, the elemental takes a -4 penalty on attack and damage rolls. These modifiers apply to bull rush and overrun maneuvers, whether the elemental is initiating or resisting these kinds of attacks. (These modifiers are not included in the statistics block.)

SMALL SHADOW ELEMENTAL

CR 1

XP 400

N Small outsider (elemental, extraplanar, shadow)

Init +7; **Senses** see in darkness; Perception +4

Aura aura of darkness (10 ft., 1 step)

DEFENSE

AC 17, touch 14, flat-footed 14 (+3 Dex, +3 natural +1 size)

hp 13 (2d10+2)

Fort +1, **Ref** +6, **Will** +3

Immune elemental traits

Weaknesses light blindness

OFFENSE

Speed fly 50 ft. (perfect, poor in bright light)

Melee slam +6 (1d6+1)

Special Attacks douse light, shadow mastery

STATISTICS

Str 12, **Dex** 17, **Con** 12, **Int** 4, **Wis** 11, **Cha** 11

Base Atk +2; **CMB** +2; **CMD** 15

Feats Flyby Attack, Improved Initiative^B, Weapon Finesse^B

Skills Escape Artist +7, Fly +17 (+5 in bright light), Intimidate +4, Knowledge (planes) +1, Perception +4, Stealth +11

MEDIUM SHADOW ELEMENTAL

CR 3

XP 800

N Medium outsider (elemental, extraplanar, shadow)

Init +9; **Senses** see in darkness; Perception +5

Aura aura of darkness (20 ft., 1 step)

DEFENSE

AC 19, touch 16, flat-footed 13 (+5 Dex, +1 dodge, +3 natural)

hp 30 (4d10+8)

Fort +3, **Ref** +9, **Will** +4

Immune elemental traits

Weaknesses light blindness

OFFENSE

Speed fly 50 ft. (perfect, poor in bright light)

Melee slam +9 (1d8+3)

Special Attacks douse light, shadow mastery

STATISTICS

Str 14, **Dex** 21, **Con** 14, **Int** 4, **Wis** 11, **Cha** 11

Base Atk +4; **CMB** +6; **CMD** 22

Feats Dodge, Flyby Attack, Improved Initiative^B, Weapon Finesse^B

Skills Escape Artist +10, Fly +18 (+6 in bright light), Intimidate +5, Knowledge (planes) +2, Perception +5, Stealth +10

LARGE SHADOW ELEMENTAL

CR 5

XP 1,600

N Large outsider (elemental, extraplanar, shadow)

Init +11; **Senses** see in darkness; Perception +7

Aura aura of darkness (30 ft., 2 steps)

DEFENSE

AC 20, touch 17, flat-footed 12 (+7 Dex, +1 dodge, +3 natural, -1 size)

hp 68 (8d10+24)

Fort +5, **Ref** +13, **Will** +6

DR 5/-; **Immune** elemental traits

Weaknesses light blindness

OFFENSE

Speed fly 50 ft. (perfect, poor in bright light)

Melee 2 slams +14 (2d6+4/19-20)

Space 10 ft.; **Reach** 10 ft.

Special Attacks douse light, shadow mastery

STATISTICS

Str 18, **Dex** 25, **Con** 16, **Int** 6, **Wis** 11, **Cha** 11

Base Atk +8; **CMB** +13; **CMD** 31

Feats Combat Reflexes, Dodge, Flyby Attack, Improved Critical (slam), Improved Initiative^B, Weapon Finesse^B

Skills Acrobatics +14, Escape Artist +14, Fly +20 (+8 in bright light), Intimidate +7, Knowledge (planes) +5, Perception +7, Sense Motive +7, Stealth +10

HUGE SHADOW ELEMENTAL

CR 7

XP 3,200

N Huge outsider (elemental, extraplanar, shadow)

Init +13; **Senses** darkvision 60 ft.; Perception +8

Aura aura of darkness (40 ft., 2 steps)

DEFENSE

AC 22, touch 18, flat-footed 12 (+9 Dex, +1 dodge, +4 natural, -2 size)

hp 95 (10d10+40)

Fort +7, **Ref** +16, **Will** +7

DR 5/-; **Immune** elemental traits

Weaknesses light blindness

OFFENSE

Speed fly 50 ft. (perfect, poor in bright light)

Melee 2 slams +17 (2d8+6/19-20)

Space 15 ft.; **Reach** 15 ft.

Special Attacks douse light, shadow mastery

STATISTICS

Str 22, **Dex** 29, **Con** 18, **Int** 6, **Wis** 11, **Cha** 11

Base Atk +10; **CMB** +18; **CMD** 38

Feats Combat Reflexes, Dodge, Flyby Attack, Improved Critical (slam), Improved Initiative^B, Stand Still, Weapon Finesse^B

Skills Acrobatics +17, Escape Artist +17, Fly +21 (+9 in bright light), Intimidate +8, Knowledge (planes) +6, Perception +8, Sense Motive +8, Stealth +9

GREATER SHADOW ELEMENTAL

CR 9

XP 6,400

N Huge outsider (elemental, extraplanar, shadow)

Init +14; **Senses** darkvision 60 ft.; Perception +10

Aura aura of darkness (50 ft., 3 steps)

DEFENSE

AC 24, touch 19, flat-footed 13 (+10 Dex, +1 dodge, +5 natural, -2 size)

hp 123 (13d10+52)

Fort +8, **Ref** +18, **Will** +8

DR 10/-; **Immune** elemental traits

Weaknesses light blindness

OFFENSE

Speed fly 50 ft. (perfect, poor in bright light)

Melee 2 slams +22 (2d10+7/19-20)

Space 15 ft.; **Reach** 15 ft.

Special Attacks douse light, shadow mastery

STATISTICS

Str 24, **Dex** 31, **Con** 18, **Int** 8, **Wis** 11, **Cha** 11

Base Atk +13; **CMB** +22; **CMD** 43

Feats Combat Reflexes, Dodge, Flyby Attack, Improved Critical (slam), Improved Initiative^B, Intimidating Prowess, Stand Still, Weapon Finesse^B, Weapon Focus (slam)

Skills Acrobatics +19, Escape Artist +19, Fly +30 (+18 in bright light), Intimidate +17, Knowledge (planes) +8, Perception +10, Sense Motive +10, Stealth +18

ELDER SHADOW ELEMENTAL

CR 11

XP 12,800

N Huge outsider (elemental, extraplanar, shadow)

Init +15; **Senses** darkvision 60 ft.; Perception +19

Aura aura of darkness (60 ft., 4 steps)

DEFENSE

AC 26, touch 20, flat-footed 14 (+11 Dex, +1 dodge, +6 natural, -2 size)

hp 152 (16d10+64)

Fort +9, **Ref** +21, **Will** +10

DR 10/-; **Immune** elemental traits

Weaknesses light blindness

OFFENSE

Speed fly 50 ft. (perfect, poor in bright light)

Melee 2 slams +26 (2d10+8/19-20)

Space 15 ft.; **Reach** 15 ft.

Special Attacks douse light, shadow mastery

STATISTICS

Str 26, **Dex** 33, **Con** 18, **Int** 10, **Wis** 11, **Cha** 11

Base Atk +16; **CMB** +26; **CMD** 48

Feats Combat Reflexes, Dazzling Display, Dodge, Flyby Attack, Improved Critical (slam), Improved Initiative^B, Intimidating Prowess, Stand Still, Weapon Finesse^B, Weapon Focus (slam)

Skills Acrobatics +22, Escape Artist +22, Fly +34 (+22 in bright light), Intimidate +27, Knowledge (planes) +11, Perception +19, Sense Motive +11, Stealth +22

Few things are as symbolic of Shadowsfall as a shadow elemental. They are dark, dangerous, all-concealing, and fatal to those unprepared for such an encounter. Summon one at your own peril.

- Irodia, "Collected Knowledge on the Shadow Plane"

Composed of the material of the Shadow Plane, a shadow elemental wings its way about the shadowlands concealed in a deeper darkness. It is truly the horror of midnight imagings, but reports typically describe a black four-legged creature with only a pair of slitted eyes and a toothy grin clearly discernible. The elemental glides through the darkness as easily as a ghost through the ether. Swallowing any light encountered, it prefers to strike targets from this natural concealment catching them unaware.



GREAT DODO

This enormous grey and white feathered but flightless bird has a mean look in its eye and a taste for blood.

GREAT DODO

CR 7

XP 3,200

N Gargantuan animal

Init +4; Senses low-light vision; Perception +20

DEFENSE

AC 18, touch 6, flat-footed 18 (+12 natural, -4 size)

hp 105 (10d8+60)

Fort +13, Ref +9, Will +7; +2 vs. cold

Resist cold 2

OFFENSE

Speed 60 ft.

Melee bill slam +13 (4d6+27 plus stun) or bite +13 (2d8+27 plus grab)

Space 20 ft.; Reach 15 ft.

Special Attacks rage of extinction, swallow whole (2d6+12, AC 16, 10 hp)

STATISTICS

Str 34, Dex 10, Con 22, Int 1, Wis 18, Cha 12

Base Atk +7; CMB +21 (+25 grapple); CMD 33

Feats Ability Focus (stun), Improved Initiative, Lightning Reflexes, Power Attack (-2/+4)^B, Run, Skill Focus (Survival)

Skills Perception +20

SQ down-feathered protection, flapping run

ECOLOGY

Environment any planes or coastline (Plane of Shadows)

Organization solitary, pair, flock (3-8), nest (12-24)

Treasure incidental

SPECIAL ABILITIES

Down-Feathered Protection (Ex) A great dodo's layer of down feathers keeps it warm even in Shadowsfall. The great dodo possesses cold resistance 2 and gains a +2 racial bonus against spells and spell-like abilities with the cold descriptor.

Flapping Run (Ex) When a great dodo runs, it flaps its stumpy wings to increase its speed. The great dodo can run up to a 450 feet per round.

Rage of Extinction (Ex) At an instinctual level, the great dodo knows that it has been hunted into extinction on the Material Plane and that now it survives only on the Plane of Shadows, forgotten by those that hunted it. The great dodo receives Power Attack as a bonus feat and always Power Attacks. The stats above have been adjusted to reflect this bonus.

Stun (Ex) The great dodo's bill can deliver a powerful blow, slamming its prey momentarily senseless. A creature struck by this attack must make a DC 29 Fortitude save or be stunned for 1 round. The save DC for this ability is Strength-based.

A giant dodo bird! Are you kidding me? I thought that thing was extinct. It's still alive here? Well, can you tell it that I didn't hunt it? I don't want to be eaten by something my ancestors ate.

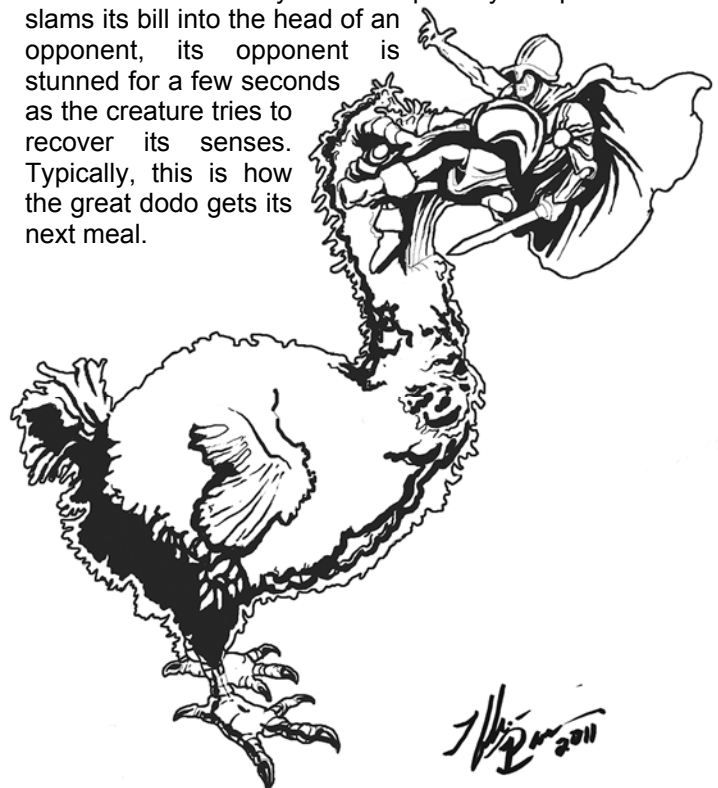
- Darius Goodfellow, half-giant adventurer

The Plane of Shadows is known for being the home to animated corpses of dead creatures. Creatures extinct on the Material Plane however, also find new life among the darkness. The great dodo is one such example. This animal made for easy prey and was hunted by numerous races until none remained on the Material Plane.

In Shadowsfall, this clumsy bird adapted to life under the dim sun. With hundreds of years to live with few natural predators to hunt it down, the dodo grew to a monstrous size. While it remains as dumb as its ancestors, it knows that it has been hunted until none of its kind remain in the land of a warm sun. This anger for its murdered brethren is recounted by many bards and scholars. The look of pure fury in its eyes that would burn the soul of an intelligent creature to ash is ever present in every tale and tome featuring this feathered monstrosity.

A great dodo makes its nest on the ground either in the grey plains or along the dark coast of Shadowsfall. It frequently nests with a dozen or more of its kind but typically travels in much smaller groups throughout the Plane. Smaller creatures make up the majority of its diet, but a great dodo has a particular taste for small humanoids such as kobolds, halflings, and goblins. Being omnivorous, it also eats any readily available fruits, nuts, mosses, mushrooms and roots in such small quantities are found in Shadowsfall.

The great dodo attacks on instinct, remembering its lost race. It uses its heavy bill as its primary weapon. When it slams its bill into the head of an opponent, its opponent is stunned for a few seconds as the creature tries to recover its senses. Typically, this is how the great dodo gets its next meal.



HEADLESS HUNCHBACK SKELETON

This headless skeleton has a mound of bone in the shape of a hunch on its back and is wielding two axes.

HEADLESS HUNCHBACK SKELETON

CR 2

XP 600

NE Medium variant undead

Init +2; **Senses** blindsight 60 ft.; Perception +8

DEFENSE

AC 17, touch 12, flat-footed 15 (+2 Dex, +4 natural, +1 shield)

hp 22 (3d8+9)

Fort +4, **Ref** +3, **Will** +5

DR 5/bludgeoning; **Immune** cold, undead traits

OFFENSE

Speed 30 ft.

Melee 2 handaxes +2 (1d6+1/x3)

STATISTICS

Str 12, **Dex** 15, **Con** -, **Int** 1, **Wis** 14, **Cha** 16

Base Atk +2; **CMB** +3; **CMD** 15

Feats Two Weapon Defense, Two Weapon Fighting, Weapon Finesse^B

Skills Perception +8

SQ hunchback protection

ECOLOGY

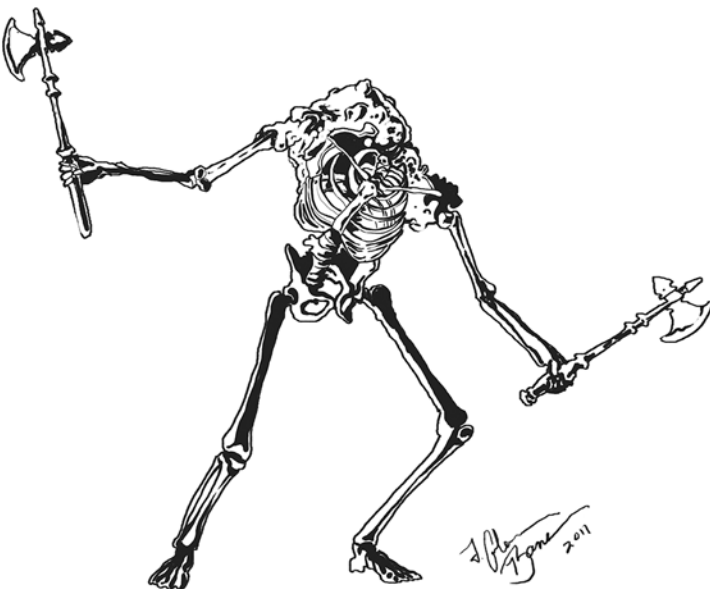
Environment any

Organization any

Treasure standard (2 handaxes, other treasure)

SPECIAL ABILITIES

Hunchback Protection (Ex) A headless hunchback skeleton has an extra layer of bone on its back, granting it an additional +2 natural armor bonus greater than a skeleton of its size would possess.



HEADLESS HUNCHBACK SKELETAL CHAMPION

CR 7

XP 3,200

Human skeletal champion ranger 7

NE Medium variant undead

Init +8; **Senses** blindsight 60 ft.; Perception +13

DEFENSE

AC 24, touch 14, flat-footed 20 (+5 armor, +4 Dex, +4 natural, +1 shield)

hp 70 (9 HD; 7d10+2d8+18)

Fort +7, **Ref** +9, **Will** +6

Defensive Abilities channel resistance +4; **DR** 5/bludgeoning; **Immune** cold, undead traits

OFFENSE

Speed 30 ft.

Melee 2 +1 handaxes +12/+12/+7/+7 (1d6+5/x3)

Special Attack favored enemy (outsider [native] +4, humanoid [human] +2)

Ranger Spells Prepared (CL 4th; concentration +5)

1st – *entangle* (DC 12), *longstrider*

STATISTICS

Str 18, **Dex** 18, **Con** -, **Int** 10, **Wis** 12, **Cha** 14

Base Atk +8; **CMB** +12; **CMD** 28

Feats Combat Reflexes, Double Slice, Endurance, Improved Initiative^B, Improved Two-Weapon Fighting, Lunge, Step Up, Two-Weapon Defense, Two-Weapon Fighting, Weapon Focus (handaxe)

Skills Climb +13, Handle Animal +12, Heal +6, Knowledge (dungeoneering) +10, Knowledge (planes) +7, Perception +13, Ride +13, Sense Motive +6, Stealth +15, Survival +11 (+14 to follow tracks)

Languages Common (cannot speak)

SQ favored terrain (planes [Plane of Shadows] +2), hunchback protection, hunter's bond (allies, 1 round), shadow stride, track +3, wild empathy +9

ECOLOGY

Environment any

Organization any

Treasure gear (2 +1 handaxes, +1 chain shirt)

SPECIAL ABILITIES

Shadow Stride (Ex) This ability works just like the ranger ability woodland stride except it works anywhere on the Plane of Shadows.

Oh, how I enjoy headless hunchback skeletons! Humans feel so superior to the hunchbacks of their race. It is so much fun to see their kind felled by things they believe beneath them. They make such wonderful toys!

- Skerasis, "Death and Undeath"

Although lacking a head but enjoying an additional layer of bone for protection, the headless hunchback skeleton is more intelligent than its common skeleton counterparts. Led by headless hunchback skeletal champions, hordes of these axe-wielding abominations are known to swiftly descend on and effectively destroy fetchling and human towns throughout Shadowsfall in mere minutes.

HELBLAR

This blackened corpse is encircled by a swarm of flies and a racid stench. Its skin has long sloughed away around its eyes and teeth exposing decaying flesh.

HELBLAR

CR 4

XP 1,200

LE Medium undead

Init +4; **Senses** darkvision 60 ft., tremorsense 60 ft.; Perception +14

Aura stench (30 ft., DC 15, 8 rounds)

DEFENSE

AC 17, touch 14, flat-footed 13 (+4 Dex, +3 natural)
hp 37 (5d8+15)

Fort +4, **Ref** +5, **Will** +7

DR 5/good or silver; **Immune** cold, undead traits

OFFENSE

Speed 40 ft., burrow 30 ft

Melee 2 claws +6 (1d4+3 plus 1 cold), bite +6 (1d6+3 plus 1 bleed plus disease), swarm (1d3 plus disease)

Special Attacks distraction (DC 15), fly assault (DC 15)

Spell-Like Abilities (CL 1st; concentration +4)

Constant – *tongues*

STATISTICS

Str 16, **Dex** 19, **Con** -, **Int** 14, **Wis** 17, **Cha** 16

Base Atk +3; **CMB** +6; **CMD** 20

Feats Cleave, Power Attack (-1/+2), Skill Focus (Perception)

Skills Intimidate +11, Knowledge (planes) +7, Knowledge (religion) +10, Perception +14, Sense Motive +11, Stealth +16 (+24 in a graveyard); **Racial Modifiers** +8 Stealth in a graveyard

Languages Abyssal, D'zriak, Infernal, Shadowpeak; *tongues*

SQ fly empathy +8

ECOLOGY

Environment any graveyard (Plane of Shadows)

Organization solitary, pair, funeral (6-12), wake (15-25)

Treasure standard

SPECIAL ABILITIES

Disease (Su) Undead fly chills–injury; *save* Fort DC 15, *onset* 1 day, *frequency* 1 day, *effect* 1d2 Con and 1d2 Cha damage, *cure* 2 consecutive saves. The save DC for this ability is Charisma-based.

Fly Assault (Su) As a move action, a helblar can open its mouth unleashing all the flies inside its body upon a single creature within 30 ft. The creature must succeed a DC 15 Fortitude save or be nauseated for 1 round and must make another Fortitude save against disease (see Disease). If a helblar uses this ability, it loses the aura of distraction for 1 round. The save DC for this ability is Charisma-based.

Fly Empathy (Su) This ability functions like the druid wild empathy ability using the helblar's hit dice as its effective druid level. This ability only functions when used on flies and fly-like creatures including dire flies and larval forms such as dire maggots.

Swarm (Ex) The swarm of flies around the helblar's head is in a 5 ft. radius burst. A helblar loses the swarm attack and distraction ability for the round it uses the fly assault attack. The swarm disperses if the helblar dies.

GREATER HELBLAR

CR 10

XP 9,600

LE Medium undead

Init +10; **Senses** darkvision 60 ft., tremorsense 60 ft.; Perception +28

Aura stench (30 ft. DC 21, 10 rounds)

DEFENSE

AC 24, touch 16, flat-footed 18 (+6 Dex, +8 natural)

hp 127 (15d8+60)

Fort +9, **Ref** +11, **Will** +13

DR 10/good and silver; **Immune** cold, undead traits

OFFENSE

Speed 40 ft., burrow 30 ft, fly 60 ft. (average)

Melee 2 claws +16 (1d6+5/19-20 plus 1d6 cold), bite +16 (1d8+5 plus 1 Con bleed plus disease), swarm (2d6 plus disease)

Special Attacks distraction (DC 21), fly assault (DC 21)

Spell-Like Abilities (CL 8th; concentration +12)

Constant – *tongues*

1/day – *dream*, *nightmare* (DC 19), *shadow evocation* (DC 19)

STATISTICS

Str 20, **Dex** 23, **Con** -, **Int** 19, **Wis** 18, **Cha** 19

Base Atk +11; **CMB** +16 (+18 Sunder); **CMD** 32 (34 vs Sunder)

Feats Cleave, Great Cleave, Improved Critical (claw), Improved Initiative, Improved Sunder, Power Attack (-3/+6), Skill Focus (Perception), Step Up

Skills Climb +23, Fly +6, Intimidate +22, Knowledge (planes) +19, Knowledge (religion) +22, Perception +28, Sense Motive +22, Spellcraft +22, Stealth +24 (+32 in a graveyard); **Racial Modifiers** +8 Stealth in a graveyard

Languages Abyssal, Common, D'zriak, Draconic, Infernal, Shadowpeak; *tongues*

SQ buzzing wings, fly empathy +19

ECOLOGY

Environment any large graveyard (Plane of Shadows)

Organization solitary, pair, funeral (2-4 and 4-8 helblar), wake (2-4 and 13-21 helblar)

Treasure standard

SPECIAL ABILITIES

Buzzing Wings (Su) A greater or champion helblar can gather its swarm onto itself, granting the helblar the ability to fly. When using this ability, the helblar gains a fly speed of 60 ft. with average maneuverability. When

flying, a helblar cannot use its distraction, fly assault, or its swarm attacks.

Disease (Su) Undead fly contagion–injury; save Fort DC 21, onset 1 day, frequency 1 day, effect 1d3 Con and 1d3 Cha damage, cure 2 consecutive saves. The save DC for this ability is Charisma-based.

CHAMPION HELBLAR

CR 16

XP 76,800

LE Medium undead

Init +12; **Senses** darkvision 60 ft., tremorsense 60 ft.; Perception +38

Aura stench (60 ft. DC 27, 15 rounds)

DEFENSE

AC 30, touch 18, flat-footed 22 (+8 Dex, +12 natural)

hp 252 (24d8+144)

Fort +13, **Ref** +16, **Will** +19

DR 15/good and silver; **Immune** cold, distraction, undead traits

OFFENSE

Speed 40 ft., burrow 30 ft., fly 60 ft. (average)

Melee 2 claws +25 (2d6+7/19–20 plus 2d6 cold), bite +25 (2d8+7 plus 1d6 cold plus 1d3 Con bleed plus disease), swarm (4d6 plus disease)

Special Attacks distraction (DC 29), fly assault (60 ft., DC 27)

Spell-Like Abilities (CL 16th; concentration +21)

Constant – *tongues*

3/day – *dream*, *nightmare* (DC 20), *shadow evocation* (DC 20)

1/day – *control weather* (winter or late winter only), *greater shadow evocation* (DC 23)

STATISTICS

Str 24, **Dex** 27, **Con** –, **Int** 24, **Wis** 20, **Cha** 21

Base Atk +18; **CMB** +25 (+29 Sunder); **CMD** 43 (45 vs Sunder)

Feats Ability Focus (distraction), Cleave, Great Cleave, Greater Sunder, Improved Critical (claw), Improved Initiative, Improved Sunder, Lunge, Power Attack (–5/+10), Skill Focus (Perception), Step Up, Toughness,

Skills Climb +34, Diplomacy +29, Fly +34, Intimidate +32, Knowledge (arcane, religion) +34, Knowledge (planes) +31, Perception +38, Sense Motive +32, Spellcraft +34, Stealth +35 (+43 in a graveyard); **Racial Modifiers** +8 Stealth in a graveyard

Languages Abyssal, Common, D'zriak, Draconic, Infernal, Shadowpeak; *tongues*

SQ buzzing wings, fly empathy +29

ECOLOGY

Environment any expansive graveyard (Plane of Shadows)

Organization solitary, pair, funeral (1–2 and 2–4 greater helblar and 3–6 helblar), wake (1–2 and 2–4 greater helblar and 11–19 helblar), cemetery (2–4 and 4–8 greater helblar and 25–50 helblar)

Treasure standard

SPECIAL ABILITIES

Disease (Su) Undead fly wasting–injury; save Fort DC 27, onset 1 day, frequency 1 day, effect 1d6 Con and 1d6 Cha damage, cure 2 consecutive saves. The save DC for this ability is Charisma-based.

Helblar are considered by many to be the guardians of graveyards, large and small, throughout Shadowsfall. “Guardian” may be slightly too altruistic by most accounts. “Never let a thief leave the hollowed ground alive” seems to be their solemn stand. The question however, remains, “Who is or is not a thief in their rotting eyes?”

– Irodia, “Collected Knowledge on the Shadow Plane”

Thought to be called into being by a well meaning but less than clear wish, a helblar is found defending each graveyard, tomb, crypt, burial chamber, and ancient battlefield that fill much of the Shadows Plane’s macabre landscape. Standing against all that would disturb the earned rest of those under its charge, the helblar protects the bodies of the dead and the precious items buried alongside them in a manner known only to it.

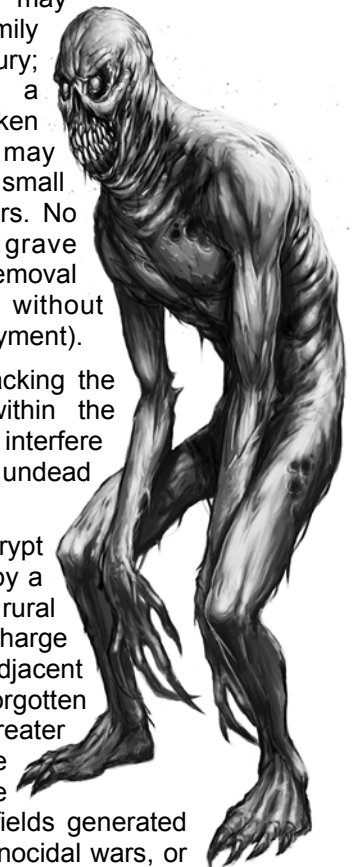
This foul undead creature will give no warning before attacking a living creature, should it find cause. A helblar however, has been known to allow passage or even help a living creature that makes a respectful offering to the dead. The value of this offering varies depending on the request, the helblar and its purpose.

An individual helblar may allow grave visitation by family or racial kin without injury; another may require a password spoken or token shown; still another may demand payment for the small disturbance from all comers. No helblar will tolerate grave disturbance, monument removal or corpse defilement without suitable punishment (or payment).

Unless it is actively attacking the graves or tombstones within the cemetery, a helblar will not interfere with the activities of an undead creature.

A small family plot or crypt will typically be defended by a solitary helblar, while a rural churchyard may be the charge of several. A necropolis adjacent to a major city long since forgotten will be defended by both greater helblars and their more common kin. Massive burial mounds and bone fields generated from deadly epidemics, genocidal wars, or other types of large-scale death are under the protection of a helblar champion and its minions.

A typical helblar stands 5 feet tall and weighs 150 lbs.



KYTON, DERMESTIDE

Like a mummy, this being is little more than decaying flesh and moldering bandages; and yet, its haunted eyes reveal it to be very much alive.

DERMESTIDE

CR 11

XP 12,800

LE Large outsider (evil, extraplanar, kyton, lawful)

Init +7; Senses darkvision 60 ft.; Perception +22

DEFENSE

AC 24, touch 16, flat-footed 17 (+2 armor, +7 Dex, +6 natural, -1 size)

hp 161 (14d10+84); regeneration 5 (good spells and weapons, silver weapons)

Fort +14, Ref +11, Will +14

DR 10/good or silver; Immune cold, disease; SR 22

Weaknesses vulnerable to fire

OFFENSE

Speed 40 ft.

Melee bite +22 (1d8+8 plus disease), 2 claws +22 (1d6+8/19-20)

Space 10 ft., Reach 10 ft. (20 ft with binding wraps)

Special Attacks binding wraps, disease, unnerving gaze (30 ft., DC 13, staggered for 1 round)

Spell-like Abilities (CL 10th; concentration +14)

At Will – bleed (DC 14), dimension door (self only)

3/day – flying icicle (DC 19)

STATISTICS

Str 27, Dex 25, Con 21, Int 18, Wis 20, Cha 12

Base Atk +14; CMB +23 (+25 Grapple); CMD 40 (42 vs Grapple)

Feats Combat Reflexes, Deceitful, Improved Critical (claw), Improved Grapple^B, Intimidating Prowess, Stand Still, Toughness^B, Weapon Focus (bite, claw)

Skills Bluff +22, Craft (cloth) +21, Disguise +22, Heal +22, Intimidate +26, Knowledge (local, planes) +21, Perception +22, Sense Motive +22, Stealth +20

Languages Abyssal, Common, Infernal, Shadowpeak

SQ bandage armor

ECOLOGY

Environment any (Plane of Shadows)

Organization solitary, pair, wrap (3-10)

Treasure standard

SPECIAL ABILITIES

Bandage Armor (Ex) The bandages covering up a dermestide provides a +2 armor bonus but possesses no chance of arcane spell failure, armor check penalties, nor maximum Dexterity to AC.

Binding Wraps (Su) As a standard action, a dermestide can attempt to grapple a creature of Medium size or smaller within 20 ft with its long

bandages. A dermestide can attempt to grapple 1 creature per turn and can maintain up to 4 creatures grappled as free actions. If the grapple succeeds, the creature gains the grappled condition and is moved next to the dermestide. The dermestide does not gain the grappled condition but cannot take a move action without a successful CMB check, dragging any grappled creatures with it. Every round the dermestide maintains a grapple, the grappled creature takes 1d8 points of bleed damage plus 1d4 points of Con damage as the wraps rip the skin off of the creature. The bleed damage stacks with itself and cannot be stopped except by magical healing or by a DC 15 Heal check. This ability does not provoke an attack of opportunity. In addition to making a grapple CMB or Escape Artist check, a creature can attempt to break the grapple by making a sunder check (hp 16, DR 10/good or silver, regeneration 5 [good weapons and spells, silver weapons]).

Disease (Su) Necrotic Flesh: Bite-injury; save Fort DC 22, onset 6 hours, frequency 6 hours, effect 1d2 Con damage and 1d2 Cha damage, cure 2 consecutive saves. The DC for this ability is Constitution-based.

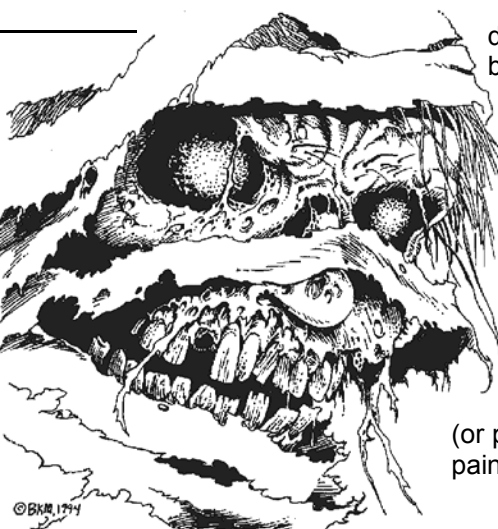
Flying Icicle (Sp) This spell-like ability creates an icicle that flies from the caster's hand to its target before shattering and striking additional targets. The first target struck sustains 10d6 points of cold damage (Reflex save for half damage). From there the icicle breaks and strikes up to 10 different targets, each sustaining 5d6 points of cold damage (Reflex save for half damage). The first target must be within 800 ft of the dermestide while all the other targets must be within 30 ft of the first target. This is a 5th level spell-like ability.

Spell-Like Abilities A dermestide uses its Intelligence instead of its Charisma to cast spell-like abilities.

Value your skin. Don't take that thin layer of gray tissue for granted. Should a dermestide grab hold, you will miss it when you're done screaming as it rips it clean off your body. Shield yourself and your skin at all costs against this rotting foe.

- Konsoleah, "Dark Powers and Death's Servants"

To protect what remains of its decaying flesh, a dermestide's head body and limbs are wrapped in seemingly tattered cloth strips. It possesses the power to control these deceptively sturdy bandages, wrapping them around and ripping the flesh off any victims that get too close. Yet a quick death is not to be had. Instead a dermestide prefers to enjoy the flayed creature's torment, piercing its body and hastening the bleeding with its spell-like abilities. It gains a twisted kind of contentment (or pleasure) watching a creature writhe in pain from the loss of its skin, as it does.



KYTON, NOXIL

This halfling-sized being is in constant agony from the spiked metal faceplate and pendulum blade chained to its neck. It's tattered kilt, torn shirt and boots are bound to its body by multiple restraints.

NOXIL

CR 1

XP 400

LE Small outsider (evil, extraplanar, kyton, lawful)

Init +1; **Senses** darkvision 60 ft.; **Perception** +4

DEFENSE

AC 12, touch 12, flat-footed 11 (+1 Dex, +1 size)

hp 13 (2d10+2); regeneration 1 (good spells and weapons, silver weapons)

Fort +4, **Ref** +4, **Will** +1; -4 vs. compulsion

DR 2/good or silver; **Immune** cold

OFFENSE

Speed 20 ft.

Melee neck chain +3 (1d4), 2 spiked gauntlets +3 (1d3)

Special Attacks neck chain, spiked head slam (DC 12), unnerving gaze (30 ft., DC 13, shaken for 1 round)

STATISTICS

Str 10, **Dex** 13, **Con** 12, **Int** 6, **Wis** 9, **Cha** 14

Base Atk +2; **CMB** +1; **CMD** 12

Feats Iron Will

Skills Climb +5, Intimidate +7 (+11 to demoralize), Perception +4, Stealth +10; **Racial Modifiers** +4 Intimidate to demoralize

Languages Infernal, Shadowpeak

ECOLOGY

Environment any (Plane of Shadows)

Organization solitary, pair, skirmish (3-8 plus 1 of any other kyton)

Treasure gear (head spikes, neck chain, 2 spiked gauntlets)

SPECIAL ABILITIES

Neck Chain (Ex) The collar locked around a noxil's neck is bolted to a chain and ends in a pendulum blade. When a noxil successfully attacks with the neck chain, the noxil may make an additional attack (using its full base attack bonus) against a foe that is adjacent to the first and also within reach. The noxil can only make one such additional attack per round. A noxil can use this ability as part of either a full attack or a single attack. A small neck chain deals 1d4 points of slashing damage and does not add the creature's Strength bonus to damage rolls (although a Strength penalty still applies). A neck chain is an exotic weapon and is worth 20 gp. Opening the lock from around the noxil's neck requires a DC 20 Disable Device check. Alternatively, the collar can be broken with a DC 25 Strength check. The neck chain's additional attack can only be used by a kyton.

Spiked Head Slam (Ex) The head of a noxil is covered in spikes. As a standard action, a noxil can slam its head



down upon an opponent within melee range. The target must succeed a DC 12 Fortitude save or be dazed for a round. The save DC for this ability is Strength-based. The spikes grant a +1 equipment bonus to the DC.

In spite of the disgrace of life kytons possess, I must admire the genius behind creating noxil. A vile creature with no purpose but die in an arena for ones own amusement is brilliant! Seeing these creatures in action is highly entertaining. No zombie or skeleton mash up is anywhere near this enjoyable. And the mastery of the attached blade, wow.

Keeping living creatures is so bothersome; else I would acquire noxil of my own just to watch them die, over and over again. Watching these nasty little pawns die as the kytons send waves against my superior army of undeath is almost as much fun!

- Skerasis, "Death and Undeath"

Fight well and die well.

- Noxil expression to wish good luck in battle

Most scholars agree that kytons are the masters of sadistic debauchery, pain, and lust. Few things support these claims more than the lowly noxil. This kyton was created to provide endless entertainment for their greater brethren in twisted gladiatorial games against other noxil or captured "guests."

Nevertheless, the kyton enjoy a modicum of serious purpose when it comes to war. The noxil form much of the rank and file foot soldiers for kyton armies that march to bring Shadowfall under the dominators' rule.

MONKEYBAT

This simian races through the dark skies of Shadowsfall on bat-like wings, causing havoc where it will.

MONKEYBAT

CR 1/4

XP 100

CN Tiny magical beast (extraplanar)

Init +2; **Senses** darkvision 60 ft.; Perception +9

DEFENSE

AC 14, touch 14, flat-footed 12 (+2 Dex, +2 size)

hp 6 (1d10+1)

Fort +3, **Ref** +4, **Will** +1; +2 vs cold

OFFENSE

Speed 30 ft., climb 30 ft., fly 30 ft (poor)

Melee bite +5 (1d3-4)

Ranged filth fling +5 ranged touch (disease)

Space 2-1/2 ft., **Reach** 0 ft.

Special Attacks disease

STATISTICS

Str 3, **Dex** 15, **Con** 12, **Int** 2, **Wis** 12, **Cha** 5

Base Atk +1; **CMB** +1; **CMD** 7

Feats Weapon Finesse

Skills Climb +10, Fly +6, Perception +9; **Racial Modifiers** +4 Fly, +4 Perception

ECOLOGY

Environment cold forest (Plane of Shadows)

Organization solitary, pair, band (3-9), or troop (10-40)

Treasure none

SPECIAL ABILITIES

Disease (Ex) Monkeybat filth-contact; save Fort DC 11, onset 1d3 days, frequency 1 day, effect 1 Con damage, cure 1 save. The save DC for this ability is Constitution-based. Monkeybats, monkeys and similar creatures are immune to this ability.

Filth Fling (Ex) Once every 1d3 rounds, a monkeybat can produce filth from its body and catch it with its prehensile feet or tail as a swift action. A monkeybat can throw the filth at a range increment of 10 ft to a maximum distance of 30 ft. Alternatively a monkeybat can drop it from a greater height with a -4 penalty for each range increment beyond 30 ft. Done this way, a monkeybat must be directly above the intended target. A creature struck by the filth must make a save against disease (see Disease). If a monkeybat tries to catch its filth while in midair, it must make a DC 10 Fly check to avoid losing 10 ft. of altitude. This check is in addition to the DC 10 Fly check to throw the filth to avoid losing another 10 ft. of altitude.

Did you see that! Those things looked like winged monkeys. They destroyed my scarecrow and carried off my dog. Come on, let's go see the wizard!

- Dorhana Breeze, farmer's daughter near Blackbat

A monkeybat is a frequent nuisance on the Plane of Shadows. It may be a tiny and weak creature, but when a hundred or more are together, they can cause more damage than a jovial unquiet giant. Only a few are needed to harry a mushroom farmer as he works his mounds. A dozen can destroy his crops, turn his hovel into shambles, and break or carry off his farm implements. Should a monkeybat move on to other mischief, it leaves behind stench and disease from the filth it flings at its hapless targets. This chaotic, little beast is seldom welcome.

As annoying as the moneybat is, a few spellcasters go out of their way to breed these beasts to carry out their nefarious plans. Most famous of these arcanists are a pair of elven witches. The first witch was killed when Shadowsfall absorbed a house and it landed on her. Legends tell of the owner being transported asleep inside the absorbed house and the remaining elven witch vowing vengeance upon her whole family. Yet, few claim to know what happened of this grudge and seldom has the witch been heard of since.

Some alchemists and summoners hazard the company of a monkeybat. Despite the potential for serious destruction in a laboratory, the monkeybat's filth is a useful material component for various spells as well as both stink and poison bombs. Moreover, monkeybat fur can replace cat's fur as the material component in a *cat's grace* spell. Many summoners have been known to morph their eidolon into something resembling a monkeybat. Eidolon's tend to have mixed reactions to this. Some see a monkeybat as a filthy, disgusting animal far beneath their station. Others believe this hybrid simian is a perfect melding of two common beasts into a single superior specimen.



NIGHTSHADE, NIGHTSTALKER

Wisps of smoky flame surround the form of a lion as black as night. Its edges are indistinct in the darkness but the terror is not. Fear him and die.

NIGHTSTALKER

CR 12

XP 19,200

CE Large undead (extraplanar, nightshade)

Init +6; **Senses** darksense, darkvision 120 ft., *detect magic*, low-light vision; Perception +23

Aura desecrating aura (30 ft.)

DEFENSE

AC 27, touch 15, flat-footed 21 (+6 Dex, +12 natural, -1 size)

hp 161 (17d8+85); fear healing

Fort +11, **Ref** +13, **Will** +15

DR 15/good and silver; **Immune** cold, undead traits; **SR** 23

Weaknesses light aversion

OFFENSE

Speed 60 ft.

Melee bite +22 (2d6+11 plus grab), 2 claws +22 (1d8+11)

Space 10 ft., **Reach** 10 ft.

Special Attacks channel negative energy (6d6, DC 26, 7/day), fear roar (30 ft cone, DC 20, 6 rounds), pounce, rake (2 claws +22, 1d8+11)

Spell-Like Abilities (CL 12th, concentration +16)

Constant – *detect magic*, *magic fang*

At will – *animate dead* (skeletons only), *bane* (DC 13), *deeper darkness*, *unholy blight* (DC 16)

3/day – *bestow curse* (DC 16), *dispel magic*

1/day – *summon* (level 5, 4 shadows)

STATISTICS

Str 26, **Dex** 23, **Con** -, **Int** 18, **Wis** 17, **Cha** 15

Base Atk +12; **CMB** +21 (+23 bull rush, +25 grapple, sunder); **CMD** 37 (39 vs bull rush, sunder, 41 vs overrun, trip)

Feats Awesome Blow, Command Undead, Extra Channel, Great Fortitude, Greater Sunder, Improved Bull Rush, Improved Sunder, Power Attack (-4/+8), Run, Toughness

Skills Climb +28, Intimidate +22, Knowledge (arcana) +24, Knowledge (religion) +24, Perception +23, Sense Motive +23, Spellcraft +24, Stealth +22 (+30 in darkness); **Racial Modifiers** +8 to Stealth in dim light and darkness

ECOLOGY

Environment any (Negative Energy Plane)

Organization solitary, pride (3-5), army (one nightstalker and 10-20 shadows or skeletons)

Treasure standard

SPECIAL ABILITIES

Darksense (Ex) A nightstalker gains *true seeing* in dim light and darkness. Regardless of light conditions, a nightstalker can detect living creatures and their health within 60 ft., as blindsense with *deathwatch*



continuously active.

Mind blank and *nondetection* prevent the latter effect but not the nightstalker's *true seeing*.

Desecrating Aura (Su) A nightstalker has a 30 ft. radius emanation of a *desecrate* spell with itself being considered a shrine of evil power. Undead within this radius (including the nightstalker) gain a +2 profane bonus on attack and damage rolls and saving throws as well as +2 hit points per die, and the save DC of the channel negative energy is increased by +6 (already included in the entry). This aura can be negated by *dispel evil*, but a nightstalker can reactivate it on its turn as a free action. A desecrating aura suppresses and is suppressed by *consecrate* or *hallow*; both effects are negated within any overlapping area of effect.

Fear Healing (Su) If any living creatures within 30 ft. of the nightstalker is cowering, frightened, panicked, or shaken, the nightstalker gains fast healing 10.

Fear Roar (Su) Once every 2 rounds, a nightstalker can make a fear roar attack. All creatures within in the 30 ft. cone of effect must make a DC 20 Will save or be frightened for 6 rounds. Creatures that successfully save against the nightstalker's fear roar are immune for 24 hours. The save DC is Charisma-based.

Light Aversion (Ex) A nightstalker in bright light becomes sickened. The penalties from this condition are double when the nightstalker is in natural sunlight.

You may have seen a lot out there, young'un. But one thing I know ya'll haven't seen is a big black cat trailin' black fire leadin' an army of skeletons. If you ever hear a heart-freezin' bellow and see some bone men marchin' yer way ... Don't think. Don't try and fight 'em. Don't even collect ya'll's valuables. Just run!

- Gaiven Darkheart, retired fetchling adventurer

Considered a nightwalker's lieutenant, a nightstalker commands the battles that the generals of the Negative Energy Plane deem too small to bother with. As its primary objective, this smoldering leoline undead quadruped leads skeleton armies to remove the stench of the living from the planes. A nightstalker is frequently found on the Plane of Shadows searching out fetchling villages and settlements as well as shrines, temples and monasteries to exterminate, marked by its terrifying roar.

ONYX OOZE

This black gobbet of living enzymatic goop is a stealthy, voracious killer in the dim light and darkening night.

ONYX OOZE **CR 8**

XP 4,800

N Large ooze

Init +2; **Senses** blindsight 60 ft.; **Perception** +8

DEFENSE

AC 11, touch 7, flat-footed 11 (-2 Dex, +4 natural, -1 size)
hp 126 (12d8+72)

Fort +10, **Ref** +4, **Will** +6; +4 vs mind affecting abilities

Defensive Abilities ooze traits; **Immune** acid, cold

OFFENSE

Speed 20 ft.

Melee 2 slams +13 (1d8+4/19-20 plus 1d6 acid plus 1d6 cold plus grab)

Space 10 ft.; **Reach** 10 ft.

Special Attacks cold acid

STATISTICS

Str 18, **Dex** 6, **Con** 22, **Int** 4, **Wis** 14, **Cha** 1

Base Atk +9; **CMB** +14 (+18 grapple); **CMD** 22 (cannot be tripped)

Feats Improved Critical (slam), Improved Initiative, Lightning Reflexes, Power Attack (-3/+6), Vital Strike, Weapon Focus (slam)

Skills Perception +8, Stealth -6 (+6 in dim light and darkness), Survival +8; **Racial Modifiers** +12 Stealth in dim light and darkness

Languages Aklo (can't speak)

SQ onyx color

ECOLOGY

Environment cold marshes and underground (Plane of Shadows)

Organization solitary

Treasure none

SPECIAL ABILITIES

Cold Acid (Ex) The digestive acid that covers an onyx ooze dissolves metals and organic material, but not stone. Each slam and constrict attack deals 1d6 additional acid damage and 1d6 additional cold damage. Armor or clothing worn by a creature grappled by an onyx ooze takes the same amount of acid damage and becomes incredibly cold dealing another 1d4 points of cold damage to the wearer unless the wearer succeeds on a DC 22 Reflex saving throw. A wooden or metal weapon that strikes an onyx ooze takes 1d6 acid damage and becomes incredibly cold dealing 1d4 points of cold damage to the wielder unless the weapon's wielder succeeds on a DC 22 Reflex save. The ooze's touch deals 11 points of acid damage and 11 points of cold damage per round (no save) to

wooden or metal objects, but the ooze must remain in contact with the material for 1 full round in order to deal this damage. The save DCs for this ability are Constitution-based.

Onyx Color (Ex) The color of an onyx ooze is so dark that many creatures have trouble spotting it without light. An onyx ooze receives a +12 racial bonus to Stealth checks when in dim light and darkness, even against creatures that possess darkvision.

Rudimentary Mind (Ex) An onyx ooze's mind is both primitive and alien. It receives a +4 racial bonus to Will saves against all mind-affecting abilities.

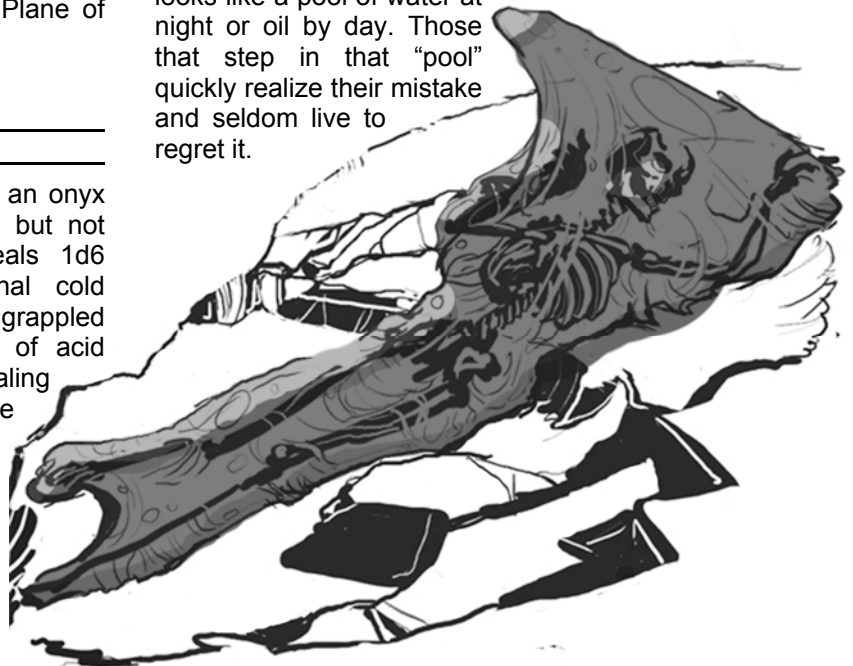
It's got me! It's got me! Get it off! Get it off! It's cold but it burns! AHHH! Get it off of me!

- Cosgrove, halfling adventurer

Most oozes on the Material Plane devour their victim's using acid. When the Plane of Shadows captured an ooze long ago, it slowly changed that ooze into cold, burning death. Scholars call the onyx ooze's adaption, "cold acid." It freezes a victim to the point of minute crystallization and consumes these tiny crystals to nourish itself.

The onyx ooze has developed a rudimentary intelligence as well as darkened its color during its residence on the Plane, making it a far more dangerous foe than most common oozes. Far from mindlessly attacking any available target, the organism may retreat from threats too powerful for it to overcome. When shadowquakes displace its old hunting ground, the ooze has been known to follow rivers (both above and below ground) and trails, seeking out new food sources.

The dark, translucent color makes the amorphous globule difficult to see in the dim light of Shadowsfall and nearly impossible for creatures without darkvision to detect in any dark setting. When the onyx ooze lies still, it looks like a pool of water at night or oil by day. Those that step in that "pool" quickly realize their mistake and seldom live to regret it.



PHANTASM SWARM

A cloud of dark malevolent energy manifests itself as a roiling mass of angry skulls and grasping hands. The parts move and act as one – a single entity driven to destroy all that is holy.

PHANTASM SWARM

CR 12

XP 19,200

CE Tiny undead (incorporeal, swarm)

Init +10; Senses darkvision 60 ft.; Perception +32

DEFENSE

AC 23, touch 23, flat-footed 16 (+4 deflection, +6 Dex, +1 dodge, +2 size)

hp 144 (17d8+68)

Fort +9, Ref +13, Will +16

Defensive Abilities channel resistance +2, incorporeal, swarm traits; Immune undead traits; SR 25 (divine spells only)

OFFENSE

Speed fly 40 ft (perfect)

Melee swarm (1d8 Wisdom damage)

Space 10 ft.; Reach 0 ft.

Special Attacks distraction (DC 22), hatred of religion (+2 Wis)

STATISTICS

Str -, Dex 23, Con -, Int 13, Wis 22, Cha 18

Base Atk +12; CMB +16; CMD 31

Feats Dodge, Hover, Improved Initiative, Improved Lightning Reflexes, Lightning Reflexes, Mobility, Skill Focus (Perception), Skill Focus (Stealth), Step Up

Skills Fly +38, Knowledge (religion) +21, Perception +32, Spellcraft +21, Stealth +40

Languages Aklo, Common

SQ divine spell resistance

ECOLOGY

Environment any (Plane of Shadows)

Organization solitary, pair, or mass (3-5)

Treasure none

SPECIAL ABILITIES

Divine Spell Resistance (Su) A phantasm swarm has spell resistance against divine spells equal to 8 + its total HD. Arcane spells are not subject to this spell resistance.

Hatred of Religion (Su) The only thing a phantasm swarm hates more than religious holy/unholy symbols are those bearing them. The Wisdom damage dealt by the swarm attack is increased by +2 if the targeted creature possesses some kind of obvious holy/unholy symbol or channels energy.

Wisdom Damage (Su) A phantasm swarm's touch attack deals 1d8 points of Wisdom damage to a living creature. This is a negative energy effect. A creature dies if this Wisdom damage equals or exceeds its actual Wisdom score.

It is done. These souls will never reincarnate nor will they be at peace. We have made them an offer and they chose to reject it. They refuse to work for us; they will have all eternity together to regret their decision. It is too late for them to reconsider now. Their souls are now damned for all time. Let them writhe in torment and remember their loss with no end. Pain is all they shall ever know.

- Thykan Rast, cleric of Asmodeus, "Ledger of Souls"

It is said that souls that reach their final reward forget their earlier lives. Less known is that souls forbidden from this reward never forget. Over the course of centuries, clusters of these tortured souls have gathered together on the Plane of Shadows to form a phantasm swarm, an entity more powerful than just the combined ectoplasmic energy of the souls alone. Its collective hatred for priests and all divine casters—the living intermediaries to the afterlife—gives a phantasm swarm power. The ghostly lynch mob now seeks revenge.

A phantasm swarm, armed with all its loathing of divinity, will attack any creature it identifies as an agent of a deity, regardless of the religion or alignment. Wearing a holy/unholy symbol or simply invoking the name of a deity may be enough for a phantasm swarm to exact retribution for its wretched state of disembodied unrest on a worshipful creature.

Magic bludgeoning weapons deal half damage to a phantasm swarm. All other magic weapons deal one quarter damage. Mundane weapons do no harm this furious soul cloud.



PSYCHOPOMP, MEMITIM

One arm covered in heavy metallic armor and the other covered in rune-like tattoos, this winged figure is both escort and executioner of the lost.

MEMITIM

CR 14

XP 38,400

N Huge outsider (extraplanar, psychopomp)

Init +6; **Senses** darkvision 60 ft., low-light vision, spiritsense 60 ft.; **Perception** +28

DEFENSE

AC 29, touch 14, flat-footed 23 (+5 armor, +6 Dex, +10 natural, -2 size)

hp 199 (19d10+95)

Fort +16, **Ref** +12, **Will** +17

Defensive Abilities hidden body; **DR** 15/adamantine; **Immune** death effects, disease, poison; **Resist** cold 10, electricity 10; **SR** 28

OFFENSE

Speed 40 ft., fly 60 ft. (average)

Melee +1 mighty cleaving speed scythe +22/+22/+17/+12/+7 (3d6+7/19-20/x4)

Space 15 ft.; **Reach** 15 ft.

Spell-Like Abilities (CL 14th; concentration +18)

At Will – *dispel magic*, *halt undead* (DC 17), *vampiric touch*

3/day – *bestow curse* (DC 18), *quicken dispel magic*

1/day – *finger of death* (DC 21), *undeath to death* (DC 20), *waves of exhaustion*

STATISTICS

Str 19, **Dex** 22, **Con** 20, **Int** 16, **Wis** 23, **Cha** 18

Base Atk +19; **CMB** +25; **CMD** 41

Feats Combat Casting, Combat Reflexes, Craft Magic Arms and Armor, Greater Spell Penetration, Improved Critical (scythe), Hover, Master Craftsman (Craft [weapons]), Quicken Spell-Like Ability (dispel magic), Spell Penetration, Vital Strike

Skills Craft (weapons) +25, Diplomacy +26, Fly +24, Intimidate +26, Knowledge (religion) +25, Knowledge (planes) +25, Perception +28, Sense Motive +28, Stealth +20

Languages Abyssal, Celestial, Common, Infernal, Shadowpeak, Undercommon

SQ ghost touch

ECOLOGY

Environment any (Plane of Shadows, Purgatory)

Organization solitary

Treasure standard (*huge* +1 mighty cleaving speed scythe, *huge* +4 full plate armor (arm only), other treasure)

SPECIAL ABILITIES

Armor While a memitim wears no armor, its left arm is made out of metal armor. Because it is apart of the memitim, it takes none of the penalties of wearing

armor. If this arm is cut off, a huge size creature can wear it immediately as the arm from a suit of Huge +4 full plate armor. The arm possesses a maximum Dex bonus of +1, armor check penalty of -7, 35% arcane spell failure, no reduction in base speed, and weights 40 lbs.

Ghost Touch (Su) A memitim treats all natural and wielded weapons as if it had the ghost touch ability.

Hidden Body (Su) It is harder to score additional damage against the memitim due to the concealment provided by its long robe. When a critical hit or sneak attack is scored on the memitim, there is a 50% chance that the attack deals normal damage.

Spiritsense (Su) A memitim notices, locates, and can distinguish between living and undead creatures within 60 feet, just as if it possessed the blindsight ability.

When the god of life and death selects a being to die. The marked one meets his death at the place and time appointed. Should his soul or body continue on and become one of the unliving, the memitim returns it to its intended destination—by force, if necessary.

- author unknown, "Holy Book of Life & Death, Chapter 3"

Being escorted to the afterlife by a memitim is a big deal in the bureaucracy of death. The escorted spirit is deemed highly powerful and has changed many lives, whether for better or for worse. As such, the spirit is in danger of becoming a potent player among the legions of undead. When the worthy deceased are not collected in time, it is the singular duty of memitim to destroy these vile abominations. All recovered souls are immediately conducted to their final resting places on the appropriate outer plane.

While not native to the Plane of Shadows, a memitim finds no shortage of undead to destroy and souls to recover when on Shadowsfall.



SHADE ANURAN

Sharp talons flash, fangs glisten with poison, and limbs flicker and disappear into shadow as this frog-like biped stalks its prey.

SHADE ANURAN

CR 3

XP 800

CN Medium monstrous humanoid

Init +2; **Senses** darkvision 60 ft.; Perception +11

DEFENSE

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

hp 30 (4d10+8)

Fort +2, **Ref** +6, **Will** +5

Defensive Abilities shadow fade; **Immune** poison;

Resist cold 2

OFFENSE

Speed 30 ft., swim 40 ft.

Melee 2 claws +6 (1d4+2), bite +6 (1d3+2 plus poison)

Special Attacks poison spray (15 ft cone, Reflex DC 14 to avoid, poison, usable once every 1d3 rounds)

STATISTICS

Str 14, **Dex** 15, **Con** 12, **Int** 8, **Wis** 12, **Cha** 11

Base Atk +4; **CMB** +6; **CMD** 18

Feats Skill Focus (Perception), Toughness

Skills Perception +11, Stealth +9, Survival +8, Swim +10

Languages Boggard

SQ hold breath

ECOLOGY

Environment cold aquatic or marsh (Plane of Shadows)

Organization solitary, pair, band (3-8), army (9-18)

Treasure standard

SPECIAL ABILITIES

Hold Breath (Ex) A shade anuran can hold its breath for a number of rounds equal to 6 times its Constitution score before it risks drowning.

Poison (Ex) Shade anuran poison - contact; save Fort DC 13; frequency 1/round for 6 rounds; effect 1d2 Con damage; cure 1 save. The DC for this ability is Constitution-based.

Poison Spray (Ex) Once every 1d3 rounds as a standard action, a shade anuran can let loose a 15 ft. cone-shaped spray of poison. Every creature within the cone must make a DC 14 Reflex save to avoid being sprayed with the poison. Creatures that failed the save have been touched by shade anuran poison. The DC for this ability is Dexterity-based.

Shadow Fade (Su) After spending a full minute in dim light or darkness, a shade anuran can fade into the surrounding shadows, making it extremely difficult to see. This effect grants the shade anuran a +20 enhancement bonus to Stealth checks. If the shade anuran receives a bonus to Stealth from concealment, the bonuses do not stack. A shade anuran must remain



in dim light or darkness to maintain this effect. If it enters normal or bright light, the effect immediately ends.

Croak in darkness or in light,

Our claws show our might.

Fight us not or get a poison bite.

From the depths of the swamp,

We give a good fright.

- Shade anuran rhyme

Considered to be very distant relatives of boggards, shade anuran tribes inhabit most all of the swamps of Shadowsfall.

Traditionally, tribes are lead by the shade anuran with the most warts. More typically, the strongest or most cunning leads his tribe. Females, the abundant gender, makeup the common warrior class while the fewer valued males are clan priests and rulers. A male that cannot forge his own status however, will be placed in charge of a warrior raiding party to attack a neighboring tribe. While most such "leaders" die in this fashion, a few cunning males instead choose to employ their ad hoc harem to start their own clan in a different part of the swamp. Despite a high rate of birth, warring between clans and male infighting to attain a greater status keeps the shade anuran race from amassing large, coordinated armies.

As a shade anuran ages, its grey-brown skin grows deeper on tone to near black improving its ability to fade into shadows. It is said that there are a few shade anurans so ancient that even the daylight of the Material Plane cannot burn away shadows enough that they may remain unseen.

A shade anuran stands about five feet tall and weighs about 200 pounds.

SPECTRES

Free-floating, full-torso, vaporous apparitions emerge from a condensing mist; their wrathful faces distorted into hideous masks. They are your companions, just fallen at the hand of the towering, scythe-wielding spirit.

SPECTRE SPAWN

CR 5

XP 2,400

LE Medium undead (incorporeal)

Init +3; **Senses** darkvision 60 ft.; Perception +15

Aura unnatural aura (30 ft.)

DEFENSE

AC 14, touch 14, flat-footed 11 (+1 deflection, +3 Dex)

hp 33 (6d8+6)

Fort +3, **Ref** +5, **Will** +8

Defensive Abilities incorporeal, channel resistance +2; **Immune** undead traits

Weaknesses resurrection vulnerability, sunlight powerlessness

OFFENSE

Speed fly 60 ft. (perfect)

Melee incorporeal touch +8 touch (1d6 plus energy drain)

Special Attacks create spawn, energy drain (1 level, DC 14)

STATISTICS

Str -, **Dex** 16, **Con** -, **Int** 14, **Wis** 16, **Cha** 13

Base Atk +4; **CMB** +7; **CMD** 18

Feats Blind-Fight, Skill Focus (Perception), Weapon Focus (touch)

Skills Fly +11, Intimidate +10, Knowledge (history) +11, Knowledge (religion) +11, Perception +15, Stealth +12, Survival +9

Language Common

ECOLOGY

Environment any

Organization solitary, pair, gang (1 spectre or spectre lord and 2-5 spectres spawns), or swarm (2-4 spectres or spectre lords and 5-10 spectre spawns)

Treasure none

SPECIAL ABILITIES

Create Spawn (Su) Any humanoids slain by a spectre spawn becomes a spectre spawn themselves in 1d4 rounds. Spawn so created possess the above spectre spawn stats. A spectre spawn created by a spectre spawn are under the command of the spectre or spectre lord that created the spectre spawn and remains enslaved until its death, at which point the spectre spawn become a full-fledged and free-willed spectre (as described in the Bestiary). A spectre spawn does not possess any of the abilities it had in life.

Resurrection Vulnerability (Su) A *raise dead* or similar spell cast on a spectre spawn destroys it (Will negates). Using the spell in this way does not require a material component.

Sunlight Powerlessness (Ex) A spectre spawn is powerless in natural sunlight (not merely a *daylight* spell) and flees from it. A spectre spawn caught in sunlight cannot attack and is staggered.

Unnatural Aura (Su) Animals, whether wild or domesticated, can sense the unnatural presence of a spectre spawn at a distance of 30 feet. They do not willingly approach nearer than that and become panicked if forced to do so unless a master succeeds at a DC 25 Handle Animal, Ride, or wild empathy check. A panicked animal remains so as long as it is within 30 feet of the spectre spawn.

SPECTRE LORD

CR 13

XP 25,600

LE Large undead (incorporeal)

Init +9; **Senses** darkvision 60 ft.; Perception +30

Aura unnatural aura (60 ft.)

DEFENSE

AC 21, touch 21, flat-footed 15 (+6 deflection, +1 Dodge, +5 Dex, -1 size)

hp 157 (15d8+90)

Fort +11, **Ref** +10, **Will** +15

Defensive Abilities incorporeal, channel resistance +4; **Immune** undead traits

Weaknesses resurrection vulnerability, sunlight powerlessness

OFFENSE

Speed fly 100 ft. (perfect)

Melee incorporeal scythe +16 touch (2d4 Charisma damage plus energy drain/x4), incorporeal touch +17 touch (2d6 plus energy drain)

Space 10 ft.; **Reach** 10 ft.

Special Attacks create spawn, energy drain (2 levels, DC 23), incorporeal scythe

STATISTICS

Str -, **Dex** 21, **Con** -, **Int** 16, **Wis** 22, **Cha** 23

Base Atk +11; **CMB** +17; **CMD** 33

Feats Blind-Fight, Dodge, Improved Initiative, Mobility, Spring Attack, Skill Focus (Perception), Weapon Focus (touch), Wind Stance

Skills Fly +29, Intimidate +24, Knowledge (history) +18, Knowledge (religion) +21, Perception +30, Stealth +19, Survival +21

Language Aklo, Draconic, Common, Shadowpeak

SQ command spectre

ECOLOGY

Environment any

Organization solitary, gang (1 spectre lord and 2-5 spectres), or swarm (1 spectre lord and 6-11 spectres)

Treasure none

SPECIAL ABILITIES

Charisma Damage (Su) A spectre lord's incorporeal scythe slices the spirit of the creature attacks, dealing

2d4 points of Charisma damage to its target (DC 23 Will save for half damage). This is a negative energy effect. A creature dies if this Charisma damage equals or exceeds its actual Charisma score.

Command Spectre (Su) A spectre lord can command other spectres as a cleric if 10th level with the Command Undead feat. This ability only works on spectres. A spectre lord can use this ability 6 times per day.

Create Spawn (Su) Any humanoids slain by a spectre lord become a spectre spawn themselves in 1d4 rounds. Spawn so created possess the above spectre spawn stats. A spectre spawn is under the command of the spectre lord that created it and remains enslaved until the spectre lord's demise, at which point the spectre spawn become a full-fledged and free-willed spectre (as described in the Pathfinder Bestiary). A spectre spawn does not possess any of the abilities it had in life.

Incorporeal Scythe (Su) An incorporeal scythe is part of the spectre lord's body. Should the spectre lord die, the incorporeal scythe disappears with the spectre lord. The spectre lord cannot be disarmed of its incorporeal scythe.

Unnatural Aura (Su) This works like the spectre spawn ability of the same name but has a DC of 30 Handle Animal, Ride or wild empathy check and has a radius of 60 ft.

Symmetrical book stacking. Just like... Maroa? Is that you, old librarian? I thought you were at peace. It has been over a hundred years since this archive was lost after the necromancer war. Is that a scythe you have there? I am very sorry for this, Maroa. Get her!

- Kero, Wanderer Wizard

Spectres are far more common on Shadowsfall than in the Material Plane because the many lonely and lost places they haunt are absorbed by the Plane. Shadowsfall's dim sun affords spectres freedom to indulge their fury without incapacity. Over the course of centuries, many of these rage spirits develop greater powers, transforming into a much more virulent entity known as a spectre lord. Its anger and malevolence only growing stronger through the years of darkness has made the apparition grow in size and has coalesced into a weapon (typically a scythe) to use with devastating efficiency on living creatures that encounter it.

The spectre lord can command common spectres and spectre spawn. The latter have proliferated into veritable legions on the Plane of Shadows. Spectre spawn, the remnants of spectre victims, have made the abyss of undeath a far less loney place for specters but a far deadlier place for the living.

LEGENDARY SPECTRES

While many spectres reach a greater level of power than their Material Plane counterparts, a rare few attain near epic level. Others become significant enough to be considered a demigod. Researchers have recorded a few

details about these ancient evil disembodied psyches. The two most prolific sources are Irodia's "Collected Knowledge on the Shadow Plane" and "The Book of Eternity" written by several academics in the cult of Orcus. While Skerasis' "Death and Undeath" does give short descriptions of famous spirits, its lack of details on spectres lead scholars to believe that Skerasis was bored with spectres and choose to give them little mention.

Jenovaria was a hate-filled barbarian in life. He died tormented and ashamed for not discovering his lover's killer and avenging the murder. His spirit refused to stop searching for the perpetrator and wandered the mountain hiding places of criminal and murderers. Once this lonely range was swallowed by the Plane of Shadows, Jenovaria fed off its dark energy. No longer able to channel the battle rage of this barbarian heredity, the dark power granted him new abilities. He harnesses his anger to fly into creatures and take control over them for a brief time. In less than a minute, the creature is reduce to dust and Jenovaria moves on, still searching.

Ramastaries' multitude of reported spell-like abilities belie her life as a powerfully wicked arcanist. As a spectre, her evocations and enchantments are exceptionally dangerous. Among her favorites are *demand* and *prismatic spray*. Compulsion, fire and electricity-based magic effects are also used to devastating affect by the spectre of this prehistoric witch. "The Book of Eternity" describes her wielding a incorporeal weapon, perhaps indicating her ascendancy to a spectre lord. Other sources speak only of her arcane power and occasionally draining the life from young children while cackling wildly.



SPIDERBEAR

Spider eyes glint from the vault of the cave and a grisly roar announces this bear-headed arachnid crawling from the shadows to descend on and rend its prey.

SPIDERBEAR

CR 9

XP 6,400

CE Large magical beast

Init +9; **Senses** darkvision 60 ft., low-light vision, tremorsense 60 ft.; **Perception** +19

DEFENSE

AC 23, touch 14, flat-footed 18 (+5 Dex, +9 natural, -1 size)

hp 114 (12d10+48)

Fort +11, **Ref** +13, **Will** +8

Defensive Abilities evasion; **Immune** cold, poison

OFFENSE

Speed 50 ft., climb 50 ft.

Melee bite +17 (1d8+6 plus poison), 2 claws +17 (1d6+6)

Space 10 ft.; **Reach** 5 ft.

Special Attacks poison, web (+16 ranged, DC 19, hp 12)

STATISTICS

Str 23, **Dex** 21, **Con** 17, **Int** 16, **Wis** 19, **Cha** 12

Base Atk +12; **CMB** +21 (+25 Disarm); **CMD** 36 (38 vs. Disarm)

Feats Combat Expertise (-4/+4), Greater Disarm, Improved Disarm, Improved Initiative, Power Attack (-4/+8), Skill Focus (Stealth), Toughness^B

Skills Acrobatics +20, Climb +37, Perception +19, Stealth +26 (+30 in web), Survival +19; **Racial Modifiers** +4 to Stealth (+8 in web), +16 Climb

Languages Common, Shadowpeak, Spiderbear

SQ walk on walls

ECOLOGY

Environment cold underground or forest (Plane of Shadows)

Organization solitary, pair, cluster (2 plus 4-8 young spiderbears), colony (4 plus 6-12 young spiderbears and 1 giant advanced spiderbear)

Treasure double

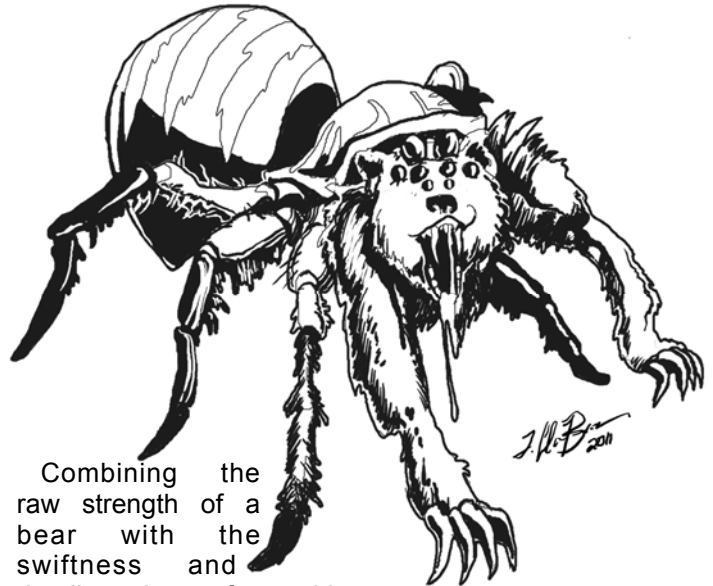
SPECIAL ABILITIES

Poison (Ex) spiderbear bite-injury; save Fort DC 19, frequency 1/minute for 4 minutes, effect unconscious for 1 minute, cure 2 consecutive saves

Walk on Walls (Ex) A spiderbear can climb on surfaces as if it were under the constant effects of a *spiderclimb* spell.

Oh, come on you whiner! Sure, it's nothing normal or natural. But how many monsters far weirder have we faced? You're really that scared of spiders, huh? Fine! Stay here, then. I'll go kill it for you.

- Chalan Smith, human fighter, last words spoken his half giant companion.



Combining the raw strength of a bear with the swiftness and deadly poison of a spider, a spiderbear is one of Shadowsfall's most ferocious predators. Some may argue the deadliest because of its cunning intellect, 8 legs and nasty claws.

The name a spiderbear has for is kind in its own language literally translates as "Cave King." Its ability to walk on cave walls and ceilings or up tree trunks makes it an inventive hunter. Combined with its exceptional ability to hide, its prey seldom know the spiderbear has attacked, even after the poison takes hold.

A spiderbear's home is its web. Like a monstrous spider, the silk a spiderbear spins is as thick as rope and far stronger. The silks natural adhesive makes it difficult for all but the spiderbear or its lesser spider kin to traverse without being stuck fast. Unlike a spider, a spiderbear decorates its web with the skulls of its most recent kills. A spiderbear considers dried skulls to be a fine delicacy and the tastiest part of its prey. Its web is also hung with metallic treasures found upon its victims. A spiderbear's web frequently bears a wealth of gold coins and magical gear. Each of these glittery items are woven tightly to the web's structure and typically takes looters a half hour to dig out the full wealth.

A colony of spiderbears organizes themselves from oldest to youngest. The younger ones occupy the mouth of a cave or the edge of a forest. The eldest spiderbear is found in the heart of the forest or the darkest recesses of the cave. When a creature comes into a spiderbear cave or forest, the young ones decide together if they will challenge it or leave it for their elders. If they decide to attack, only a single young spiderbear tries to vanquish the newcomer. If the brave arachnid dies quickly, the rest of the young ones stay hidden. If the interloper does not succumb easily but the first few seconds of battle fall to the attacking spiderbear, its brethren join in swarming the foe. This process is characteristic of each age cluster. Should the spiderbears allow the trespasser to approach the eldest spiderbear, then all ages of spiderbears will surrounding the formidable creature and join the foray if the eldest signals to attack. Younger spiderbears, of course, leave the spoils to the eldest.

STARAK

This enormous, fanged, stubby horned, clawed, razor-backed, ugly quadruped bears a skin of living rock.

STARAK

CR 19

XP 204,800

CN Colossal magical beast (earth)

Init +1; **Senses** darkvision 60 ft., scent, tremorsense 60 ft.; Perception +31

Aura frightful presence (300 ft., DC 23)

DEFENSE

AC 33, touch 3, flat-footed 32 (+1 Dex, +30 natural, -8 size)

hp 350 (28d10+196); fast healing 10

Fort +23, **Ref** +19, **Will** +17

DR 15/adamantine; **Immune** acid, bleed, cold, disease, mind-affecting effects, petrification, poison; **SR** 34

OFFENSE

Speed 60 ft., burrow 60 ft.

Melee bite +34 (6d6+21 plus 2d6 acid plus grab), 2 claws +34 (4d6+21)

Ranged 4 earth spikes +29 (5d6+14/19-20)

Space 30 ft., **Reach** 30 ft.

Special Attacks deafening roar (DC 23), pounce, swallow whole (3d6+21 plus 9d6 acid, AC 25, hp 35), underfoot pin (DC 38, 3d6+21)

STATISTICS

Str 39, **Dex** 12, **Con** 24, **Int** 9, **Wis** 27, **Cha** 8

Base Atk +28; **CMB** +50 (+54 grapple); **CMD** 61

Feats Awesome Blow, Bloody Assault* (-5/+1d4 bleed), Cleave, Great Cleave, Greater Vital Strike, Improved Bull Rush, Improved Critical (earth spike), Improved Vital Strike, Lightning Reflexes, Power Attack (-8/+16), Skill Focus (Perception), Stunning Assault* (-5, DC 38), Vital Strike

Skills Perception +31, Survival +25

Languages Aklo, Starak

ECOLOGY

Environment any (Plane of Shadows)

Organization solitary

Treasure triple

SPECIAL ABILITIES

Deafening Roar (Su) With a loud roar, a starak can cause all creatures and objects within a 120 ft. cone to take 14d4 points of sonic damage and be permanently deafened. All creatures within the cone that succeed a Fortitude save (DC 31) take half damage and are not deafened. The DC for this ability is Constitution-based. A starak can do this as a standard action every round.

Earth Spike (Su) A starak can stomp its foot, causing 4 slender spear-like spikes of rock to rise up out of the ground. Each spike requires its own attack roll. A starak uses its Strength bonus rather than its Dexterity bonus to hit but treats the spikes as secondary natural weapons. The spikes must be within 400 ft. of the starak and all within 30 ft. of each other. Only creatures touching the ground can be attacked with an earth spike. After the attack, the spikes immediately break causing the area occupied by the spikes to become difficult terrain. A starak can use this ability once every 1d4 rounds.

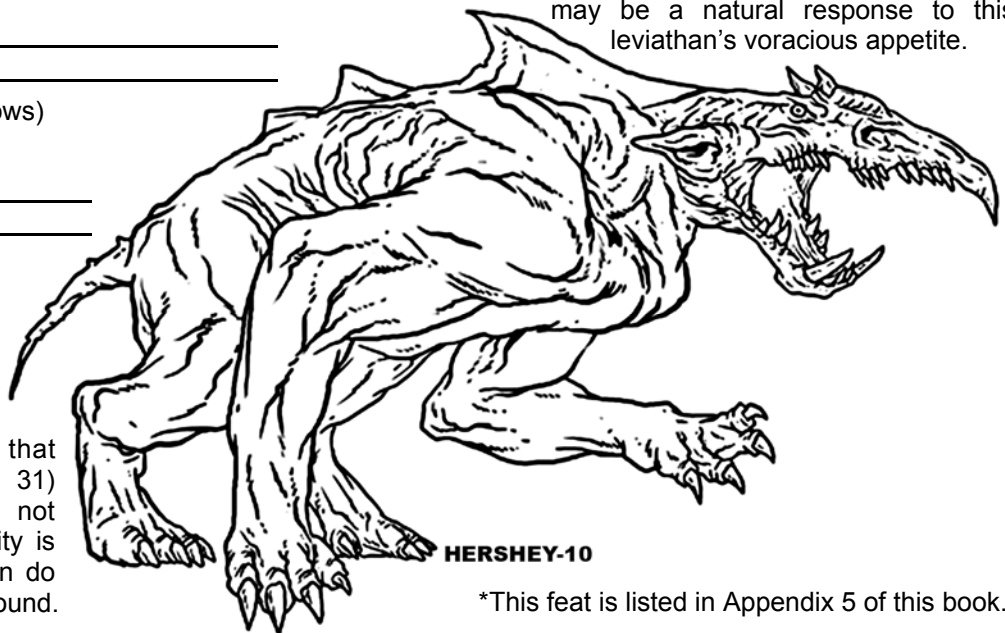
Underfoot Pin (Ex) As a standard action, a starak can put a foot down on all creatures within a 10 ft. by 10 ft. area within the space it occupies. Creatures that fail a DC 38 Reflex save take 3d6+21 points of bludgeoning damage and are pinned. All pinned creatures sustain damage every round until released by the starak or the pinned creature breaks the grapple. A starak does not gain the grappled condition when using this ability. A starak can maintain the pin as a free action as long as the creatures and the starak occupy the same space. The DC for this ability is Strength-based.

Mother!

- *The last word uttered by most of those seeing a starak*

A legendary monster of old tales, a starak is a hideous atrocity that can sleep for centuries below a mountain range and awaken to devour half a continent. It is known as the devourer of nations and is the nightmare of every baron and governor throughout Shadowsfall. Its powerful jaws can crush just about any structure or armor it bites while its adamantite-tough hide keeps many weapons from dealing it serious blows. It attacks fetchling cities, kyton encampments and undead necropolis with equal aplomb, digging underground with its mighty claws and pouncing out in the middle of a settlement, gulping down all in its path.

The Shadow Plane's constant absorption of lost things may be a natural response to this leviathan's voracious appetite.



*This feat is listed in Appendix 5 of this book.

UNQUIET GIANT

Numerous lethal weapons still protrude from the hardened flesh of this undoubtedly once dead monstrosity.

UNQUIET GIANT

CR 13

XP 25,600

CE Huge undead

Init -3; **Senses** darkvision 60 ft., low-light vision; Perception +28

DEFENSE

AC 30, touch 6, flat-footed 29 (-2 Dex, +24 natural, -2 size)

hp 199 (19d8+114)

Fort +12, **Ref** +6, **Will** +17

DR 15/slashing; **Immune** undead traits

OFFENSE

Speed 50 ft.

Melee greatclub +24/+24/19/+14 (3d8+18/19-20) or 3 slams +19 (1d8+12)

Ranged spirit stone +18/+13/+8 (2d6+12)

Space 15 ft.; **Reach** 15 ft.

Special Attacks dazing strike (DC 31), rock throwing (120 ft.)

STATISTICS

Str 35, **Dex** 7, **Con** -, **Int** 8, **Wis** 23, **Cha** 22

Base Atk +14; **CMB** +28 (+30 Bull Rush); **CMD** 36 (38 vs Bull Rush)

Feats Awesome Blow, Cleave, Critical Focus, Great Cleave, Improved Bull Rush, Improved Critical (greatclub), Lightning Reflexes, Power Attack (-4/+8, or -4/+12 with greatclub), Toughness, Vital Strike

Skills Climb +34, Intimidate +28, Perception +28, Sense Motive +2; **Racial Modifiers** -4 Sense Motive

Languages Common, Giant

SQ easily distracted, final battle, quick strikes, spirit stones

ECOLOGY

Environment any (Plane of Shadows)

Organization solitary, pair

Treasure NPC gear (*huge greatclub*, 1d6 broken medium weapons, other treasure)

SPECIAL ABILITIES

Dazing Strike (Ex) An unquiet giant can choose to take a -5 on all attack rolls for the round and dazes all creatures successfully hit with its melee attacks. An attacked creature must succeed a DC 31 Fortitude save or be dazed for 1 round. The DC for this ability is Strength-based.

Easily Distracted (Ex) Although it is immune to all mind-affecting spells and spell-like abilities, an unquiet giant is highly susceptible

to mundane distraction. At the start of its turn, it must succeed a DC 15 Sense Motive check to fight normally. If it fails, it attacks a random creature within its reach. The unquiet giant takes a -4 racial penalty to all Sense Motive checks.

Final Battle (Su) After being reduced to 0 hit points or fewer, an unquiet giant may act normally until the end of its next turn. If it is still below 0 hit points at this time, it turns to dust.

Quick Strikes (Ex) Whenever an unquiet giant takes a full-attack action, it can make one additional melee attack at its highest base attack bonus. During this additional attack, it does not take the -4 penalty to attack rolls from Power Attack.

Spirit Stones (Su) An unquiet giant imbues every stone it throws with the essence of its final battle, flying unwaveringly, and even veering to follow its target. An unquiet giant adds its Charisma bonus instead of its Dexterity bonus to its attack rolls when throwing rocks. All rocks thrown in this manner are considered to be magic weapons for purposes of damage reduction.

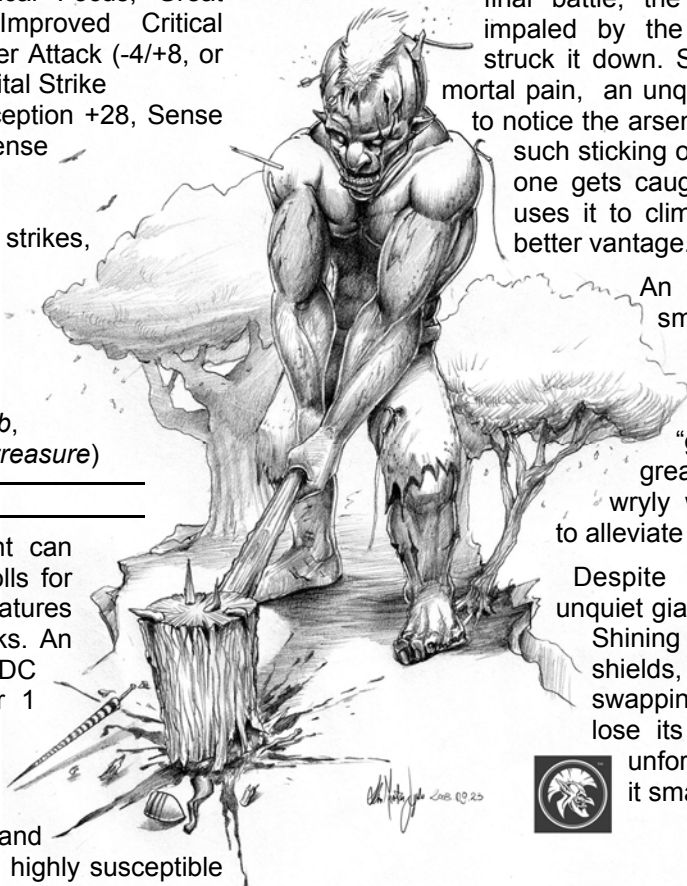
*When I throw rocks at your head,
You will all be dead!
I can squash you and I mean it,
Unless you give me a peanut.*

- Common unquiet giant rhyme

Largely thought to be slow and stupid, the unquiet giant is surprisingly intelligent and nimble. Reanimated by the intense hatred and anguish it experiences in its fierce but final battle, the unquiet giant still is impaled by the many weapons that struck it down. Since it now is beyond mortal pain, an unquiet giant typically fails to notice the arsenal of axes, spears and such sticking out of its own head until one gets caught on a tree or a foe uses it to climb up its body to gain better vantage.

An unquiet giant loves to smash things almost as much as it loves rhyming. Making smaller creatures "go squish" under its greatclub while composing wryly warped poems seems to alleviate its death rage.

Despite its intelligence, an unquiet giant is highly distractible. Shining bright lights, banging shields, whistling and even swapping verses may make it lose its focus on its target—unfortunately, only to have it smash another creature.



VAMPIRIC TREE

A sap-like coating gives this leafless tree's bark a lustrous sheen and its roots closely resemble fangs. A hollowed crevice within the trunk bears a dry, moldering skeleton.

VAMPIRIC TREE

CR 10

XP 9,600

N Huge plant

Init -2; **Senses** low-light vision, tremorsense 60 ft.; Perception +3

DEFENSE

AC 24, touch 6, flat-footed 24 (-2 Dex, +18 natural, -2 size)

hp 152 (16d8+80)

Fort +15, **Ref** +5, **Will** +8

DR 10/slashing; **Immune** cold, plant traits; **Resist** acid 10, electricity 10

Weaknesses vulnerable to fire

OFFENSE

Speed 20 ft.

Melee 2 branch slams +18 (2d6+8 plus poison) 2 root bites +18 (1d8+8 plus poison and grab)

Ranged bark dart +8 touch (poison)

Space 15 ft.; **Reach** 15 ft. (60 ft. root bite)

Special Attacks blood drain (1d6 Constitution), stunning sap

STATISTICS

Str 26, **Dex** 7, **Con** 20, **Int** -, **Wis** 16, **Cha** 8

Base Atk +12; **CMB** +22 (+26 grapple); **CMD** 30

Feats Lightning Reflexes^B

ECOLOGY

Environment cold forest (Plane of Shadows)

Organization solitary, grove (2-7), forest (10-20)

Treasure incidental

SPECIAL ABILITIES

Bark Dart (Ex) By swinging a branch, a vampiric tree can loose a single piece of bark at a creature within 60 ft. Contact with the bark dart poisons the creature.

Blood Drain (Su) A vampiric tree must successfully grab and pin its target to drain its blood. A vampiric tree heals 10 hit points or gains 10 temporary hit points for 1 hour (up to a maximum number of temporary hit points equal to its full normal hit points) each round it drains blood. Any creature killed by this method can only return to life with a *resurrection* spell or more powerful spell.

Poison (Ex) *Stunning sap poison*: stunning sap-contact, save Fort DC 23, frequency 1/round for 6 rounds, effect stunned for 1 round, cure 2 consecutive saves. The save DC for this ability is Constitution-based.

Stunning Sap (Ex) A vampiric tree is covered with a sap that can stun any creature that touches it. A creature that grapples, is grappled by or climbs up a vampiric

tree is exposed to the creature's stunning sap. An opponent that makes a successful attack against the tree with an unarmed strike, natural weapon or a touch attack may be stunned by the sap. The tree's branch slams and bites also deliver the poison of its sap.

Many say that Shadowsfall is a dark and twisted reflection of our own reality. In few ways is this truth more exemplified than in the gruesome trees that grow there. With little in the way of sunlight, these sinister plants have little reason to nurture leaves. They gain sustenance instead by sucking the very life blood out of any living creature that wanders into their grove. Many a dwarf will feel justified in hating trees after encountering these rooted abominations.

- Irodia, "Collected Knowledge on the Shadow Plane"

Shadowsfall cultivates a perverse array of plants and plant creatures. With only a dim sun, these flora must obtain food from another source. Some feed on the dark energy of the Negative Energy Plane where it meets the Plane of Shadows. Others grow deep roots that draw rich nutrients from the mysterious wells far below. A vampiric tree takes its sustenance from other creatures.

The fang-like roots of a vampiric tree spread widely ready to bite any that pass. The branches also capture quarry in their embrace or throw poison splinters at those who attempt to flee. Once a creature succumbs to its sap venom, the roots sink into its meal and drain it of warm, nourishing blood. Should a victim eventually overcome the stunning sap, it may not be able to escape the tree's grip due to blood loss. Survivors of a vampiric tree usually have companions nearby that rescue them, if they do not fall prey themselves.



A vampiric tree typically stands about 14 feet tall.

APPENDIX 1: SHADOWS

While the majority of shadows encountered outside of the Shadow Plane are human shadows, *Shadowfall* bears an overabundance of more unique varieties. Listed below are just a few resident shadows on the Plane.

HALFLING SHADOW CR 2

XP 600

CE Small undead (incorporeal)

Init +0; **Senses** darkvision 60 ft.; Perception +8

DEFENSE

AC 14, touch 14, flat-footed 14 (+3 deflection, +1 size)
hp 7 (1d8+3)

Fort +3, **Ref** +0, **Will** +3

Defensive Abilities incorporeal, channel resistance +2;
Immune undead traits

OFFENSE

Speed fly 40 ft. (good)

Melee incorporeal touch +1 (1d4 Strength)

Special Attacks create spawn, strength damage

STATISTICS

Str -, **Dex** 11, **Con** -, **Int** 6, **Wis** 12, **Cha** 17

Base Atk +0; **CMB** -1; **CMD** 12

Feats Skill Focus (Perception)

Skills Fly +10, Perception +8, Stealth +4 (+8 in dim light or in darkness, +0 in bright light); **Racial Modifiers** +4 Stealth in dim light or darkness (-4 in bright light)

ECOLOGY

Environment any (Plane of Shadows)

Organization solitary, pair, gang (3-6), swarm (7-12)

Treasure standard

SPECIAL ABILITIES

Create Spawn (Su) A creature killed by a shadow's incorporeal touch becomes a shadow under the control of its killer in 1d4 rounds.

Strength Damage (Su) A shadow's touch deals the listed amount of Strength damage to a living creature. This is a negative energy effect. A creature dies if this Strength damage equals or exceeds its actual Strength score.

CAVE FISHER SHADOW CR 4

XP 1,200

CE Medium undead (incorporeal)

Init +1; **Senses** darkvision 60 ft.; Perception +7

DEFENSE

AC 15, touch 15, flat-footed 13 (+3 deflection, +1 Dex, +1 dodge)

hp 30 (4d8+12)

Fort +4, **Ref** +2, **Will** +6

Defensive Abilities incorporeal, channel resistance +2;
Immune undead traits

OFFENSE

Speed fly 40 ft. (good)

Melee incorporeal touch +5 (1d6 Strength)

Ranged incorporeal filament +4 touch (drag)

Special Attacks create spawn, incorporeal filament, strength damage

STATISTICS

Str -, **Dex** 12, **Con** -, **Int** 1, **Wis** 14, **Cha** 16

Base Atk +3; **CMB** +4 (+8 drag); **CMD** 18

Feats Dodge, Weapon Focus (incorporeal touch)

Skills Fly +10, Perception +7, Stealth +1 (+5 in dim light or darkness, -3 in bright light) **Racial Modifiers** +4 Stealth in dim light or darkness (-4 in bright light)

ECOLOGY

Environment any (Plane of Shadows)

Organization solitary, pair, gang (3-6), swarm (7-12)

Treasure standard

SPECIAL ABILITIES

Drag (Ex) A cave fisher shadow has a +4 racial bonus to all drag CMB checks. This is treated as if the cave fisher shadow has the Improved Drag feat. See the Advanced Player's Guide, Chapter 8 for rules on the Drag combat maneuver.

Incorporeal Filament (Su) The shadow of a cave fisher's filament attack can stick to a creature's shadow. A creature struck by a cave fisher shadow's incorporeal filament (range 60 ft., no range increment) becomes attached to the shadowy thread and can be dragged. A creature can remove the incorporeal filament by succeeding at a DC 14 Charisma or Escape Artist check.

MANTICORE SHADOW CR 7

XP 3,200

CE Large undead (incorporeal)

Init +5; **Senses** darkvision 60 ft.; Perception +11

DEFENSE

AC 17, touch 17, flat-footed 11 (+2 deflection, +5 Dex, +1 dodge, -1 size)

hp 52 (8d8+16)

Fort +4, **Ref** +7, **Will** +8

Defensive Abilities incorporeal, channel resistance +2;
Immune undead traits

OFFENSE

Speed fly 40 ft. (average)

Melee incorporeal touch +10 (1d8 Strength)

Ranged 4 spikes +10 touch (1d2 Strength)

Space 10 ft.; **Reach** 5 ft.

Special Attacks create spawn, strength damage

STATISTICS

Str -, **Dex** 20, **Con** -, **Int** 3, **Wis** 15, **Cha** 14

Base Atk +6; **CMB** +12; **CMD** 25

Feats Dodge, Lunge, Mobility, Step Up

Skills Fly +8, Perception +11, Stealth +6 (+10 in dim light or darkness, +2 in bright light), Survival +4 (+8 when tracking); **Racial Modifiers** +4 Perception, +4 Stealth in

dim light or darkness (-4 in bright light), +4 Survival when tracking

ECOLOGY

Environment any hills or marshes (Plane of Shadows)

Organization solitary, pair, pride (3-6)

Treasure standard

SPECIAL ABILITIES

Spikes (Su) With a snap of its tail, a manticore shadow can loose a volley of four spikes as a standard action (make an attack roll for each spike). This attack has a range of 180 feet for no range increment. All targets must be within 30 feet of each other. A manticore shadow can use this once every 2 rounds.

TITAN CENTIPEDE SHADOW

CR 11

XP 12,800

NE Colossal undead (incorporeal)

Init +8; **Senses** darkvision 120 ft.; Perception +5

DEFENSE

AC 17, touch 17, flat-footed 9 (+7 deflection, +8 Dex, -8 size)

hp 126 (11d8+77)

Fort +10, **Ref** +11, **Will** +12

Defensive Abilities incorporeal, channel resistance +2; **Immune** undead traits

OFFENSE

Speed fly 40 ft. (good)

Melee incorporeal touch +8 (2d6 Strength plus poison)

Space 30 ft.; **Reach** 30 ft.

Special Attacks create spawn, strength damage

STATISTICS

Str -, **Dex** 26, **Con** -, **Int** -, **Wis** 20, **Cha** 25

Base Atk +8; **CMB** +24; **CMD** 41

Skills Fly +4, Stealth -8 (-4 in dim light or darkness, -12 in bright light); **Racial Modifiers** +4 Stealth in dim light or darkness (-4 in bright light)

ECOLOGY

Environment any (Plane of Shadows)

Organization solitary, pair, gang (3-6), swarm (7-12)

Treasure none

SPECIAL ABILITIES

Poison (Su) *Centipede Shadow Poison* incorporeal touch -injury; *save* Fort DC 22; *onset* 1 round; *frequency* 1/round for 4 rounds; *effect* 1d6 Str, a creature dies if this Strength damage equals or exceeds its actual Strength score and rises as a shadow as the create spawn ability; *cure* 2 consecutive saves. The save DC for this ability is Charisma-based

ANCIENT DRAGON SHADOW

CR 21

XP 409,600

CE Huge undead (incorporeal)

Init +12; **Senses** darkvision 120 ft.; Perception +38

Aura frightful presence (300 ft., DC 20)

DEFENSE

AC 28, touch 28, flat-footed 15 (+7 deflection, +12 Dex, +1 dodge, -2 size)

hp 310 (27d8+189)

Fort +16, **Ref** +21, **Will** +22

Defensive Abilities incorporeal, channel resistance +8; **Immune** undead traits; **SR** 36

OFFENSE

Speed fly 80 ft. (perfect)

Melee incorporeal touch +30 (2d6 Strength plus 2d6 Dexterity/19-20)

Space 15 ft.; **Reach** 15 ft. (35 ft. with Combat Patrol)

Special Attacks breath weapon (60 ft. cone, 27d6 negative energy damage, Reflex DC 22 for half, usable every 1d4 rounds), create spawn, dexterity damage, strength damage

STATISTICS

Str -, **Dex** 35, **Con** -, **Int** 16, **Wis** 27, **Cha** 25

Base Atk +20; **CMB** +34; **CMD** 59

Feats Ability Focus (breath weapon), Ariel Acrobatics*, Combat Patrol*, Combat Reflexes, Critical Focus, Defensive Combat Training, Dodge, Exhausting Critical, Improved Critical (incorporeal touch), Lightning Stance, Mobility, Stand Still, Tiring Critical, Wind Stance

Skills Fly +46, Intimidate +37, Knowledge (arcana) +33, Perception +38, Sense Motive +38, Spellcraft +33, Stealth +34 (+38 in dim light or darkness, +30 in bright light); **Racial Modifiers** +4 Stealth in dim light or darkness (-4 in bright light)

Languages Common, Draconic, Shadowpeak

ECOLOGY

Environment any (Plane of Shadows)

Organization solitary, pair, gang (3-6), swarm (7-12)

Treasure double

SPECIAL ABILITIES

Dexterity Damage (Su) A dragon shadow's touch deals the listed amount of Dexterity damage to a living creature. This is a negative energy effect. A creature dies if this Dexterity damage equals or exceeds its actual Dexterity score.

Breath Weapon (Su) Although an ancient dragon shadow's breath weapon deals negative energy damage, it does not heal undead.

*This feat is listed in Appendix 5 of this book.



APPENDIX 2: SKELETONS

Skeletons of every imagining roam the wastelands of Shadowsfall. Below are a few more remarkable ones.

MONKEY SKELETON CR 1/3

XP 135

NE Tiny variant undead

Init +7; **Senses** darkvision 60 ft.; Perception +0

DEFENSE

AC 15, touch 15, flat-footed 12 (+3 Dex, +2 size)
hp 4 (1d8)

Fort +0, **Ref** +3, **Will** +2

Defensive Abilities channel resistance +4; **DR** 5/bludgeoning; **Immune** cold, undead traits

OFFENSE

Speed 30 ft., climb 30 ft.

Melee 2 claws +5 (1d2-4), bite +5 (1d3-4)

Space 2-1/2 ft.; **Reach** 0 ft.

STATISTICS

Str 3, **Dex** 17, **Con** -, **Int** -, **Wis** 10, **Cha** 10

Base Atk +0; **CMB** +1; **CMD** 7

Feats Improved Initiative^B, Weapon Finesse^B

ECOLOGY

Environment any (Plane of Shadows)

Organization any

Treasure none

Deathless (Su) A bloody dire rat skeleton is destroyed when reduced to 0 hit points, but it returns to unlike 1 hour later at 1 hit point, allowing its fast healing thereafter to resume healing it. A bloody dire rat skeleton can be permanently destroyed if it is destroyed by positive energy, if it is reduced to 0 hit points in the area of a bless or hallow spell, or if its remains are sprinkled with a vial of holy water.

MINOTAUR SKELETON CR 3

XP 800

NE Large undead

Init +5; **Senses** darkvision 60 ft.; Perception +0

DEFENSE

AC 14, touch 10, flat-footed 13 (+2 armor, +1 Dex, +2 natural, -1 size)

hp 33 (6d8)

Fort +2, **Ref** +3, **Will** +5

DR 5/bludgeoning; **Immune** cold, undead traits

OFFENSE

Speed 30 ft.

Melee greataxe +7 (3d6+6/x3), gore +2 (1d6+2) or 2 claws +7 (1d6+4), gore +7 (1d6+4)

Space 10 ft.; **Reach** 10 ft.

STATISTICS

Str 19, **Dex** 12, **Con** -, **Int** -, **Wis** 10, **Cha** 10

Base Atk +4; **CMB** +9; **CMD** 20

Feats Improved Initiative^B

ECOLOGY

Environment any (Plane of Shadows)

Organization any

Treasure NPC Gear (leather armor, light wooden shield, falchin, 3 javelins)

FREEZING CONSTRICTOR SNAKE SKELETON CR 4

XP 1,200

NE Large variant undead

Init +7; **Senses** darkvision 60 ft.; Perception +0

Aura frosty aura

DEFENSE

AC 16, touch 14, flat-footed 11 (+5 Dex, +2 natural, -1 size)

hp 38 (7d8+7)

Fort +3, **Ref** +5, **Will** +5

DR 5/bludgeoning; **Immune** cold, undead traits

Weaknesses vulnerability to fire

OFFENSE

Speed 30 ft., climb 30 ft., swim 30 ft.

Melee bite +9 (1d6+7 plus 1d6 cold plus grab)

Special Attacks constrict (1d6+7 plus 1d6 cold)

STATISTICS

Str 20, **Dex** 17, **Con** -, **Int** -, **Wis** 10, **Cha** 12

Base Atk +5; **CMB** +11; **CMD** 24

Feats Improved Initiative^B

ECOLOGY

Environment any forest, swamps, and fresh water (Plane of Shadows)

Organization any

Treasure none

SPECIAL ABILITIES

Frosty Aura (Ex) Creatures adjacent to a freezing constrictor snake skeleton take 1d6 points of cold damage at the start of their turn. Anyone striking a freezing constrictor snake skeleton with an unarmed strike or natural attack takes 1d6 points of cold damage.

STEGOSAURUS SKELETON CR 6

XP 2,400

NE Huge undead

Init +7; **Senses** darkvision 60 ft.; Perception +0

DEFENSE

AC 14, touch 11, flat-footed 11 (+3 Dex, +3 natural, -2 size)

hp 54 (12d8)

Fort +4, **Ref** +7, **Will** +8

DR 5/bludgeoning; **Immune** cold, undead traits

OFFENSE

Speed 30 ft.

Melee tail +15 (4d6+12 plus trip)

Space 15 ft.; **Reach** 15 ft.

STATISTICS

Str 27, **Dex** 16, **Con** -, **Int** -, **Wis** 10, **Cha** 10

Base Atk +9; **CMB** +19; **CMD** 32 (36 vs overrun, trip)

Feats Improved Initiative^B

ECOLOGY

Environment any planes (Plane of Shadows)

Organization solitary, pair or herd (3-12)

Treasure none

ICE LINNORM SKELETON

CR 8

XP 4,800

NE Colossal undead

Init +7; **Senses** darkvision 120 ft.; Perception +0

DEFENSE

AC 19, touch 9, flat-footed 12 (+7 Dex, +10 natural, -8 size)

hp 81 (18d8)

Fort +6, **Ref** +13, **Will** +11

DR 5/bludgeoning; **Immune** cold, undead traits

OFFENSE

Speed 40 ft., climb 40 ft., swim 40 ft.

Melee bite +19 (3d8+14), 2 claws +19 (2d6+14), tail +14 (3d6+7)

Space 30 ft., **Reach** 30 ft.

STATISTICS

Str 38, **Dex** 24, **Con** -, **Int** -, **Wis** 10, **Cha** 10

Base Atk +13; **CMB** +35; **CMD** 52

ECOLOGY

Environment any hills and mountains (Plane of Shadows)

Organization any

Treasure none

HALF-ELF SKELETAL CHAMPION

CR 16

XP 76,800

Undead fighter 8 rogue 6

NE Medium undead

Init +10; **Senses** darkvision (60 feet), low-light vision; Perception +14

DEFENSE

AC 29, touch 17, flat-footed 22 (+6 armor, +5 Dex, +1 dodge, +3 natural, +3 shield)

hp 162 (16 HD; 8d10+8d8+64)

Fort +12, **Ref** +13, **Will** +9; +2 vs enchantment

Defensive Abilities bravery +2, channel resistance +4, evasion, trap sense +2, uncanny dodge; **DR** 5/bludgeoning; **Immune** sleep, cold, undead traits

OFFENSE

Speed 35 ft.

Melee +2 shock rapier +23/+18/+13 (1d6+8/15-20 plus 1d6 electricity) or 2 claws +14 (1d4+3)

Ranged +1 composite longbow (Str +3) +20/+15/+10 (1d8+4/x3)

Special Attacks bleeding attack +3, slow reactions, sneak attack +3d6

STATISTICS

Str 16, **Dex** 22, **Con** -, **Int** 14, **Wis** 10, **Cha** 18

Base Atk +13; **CMB** +16; **CMD** 33

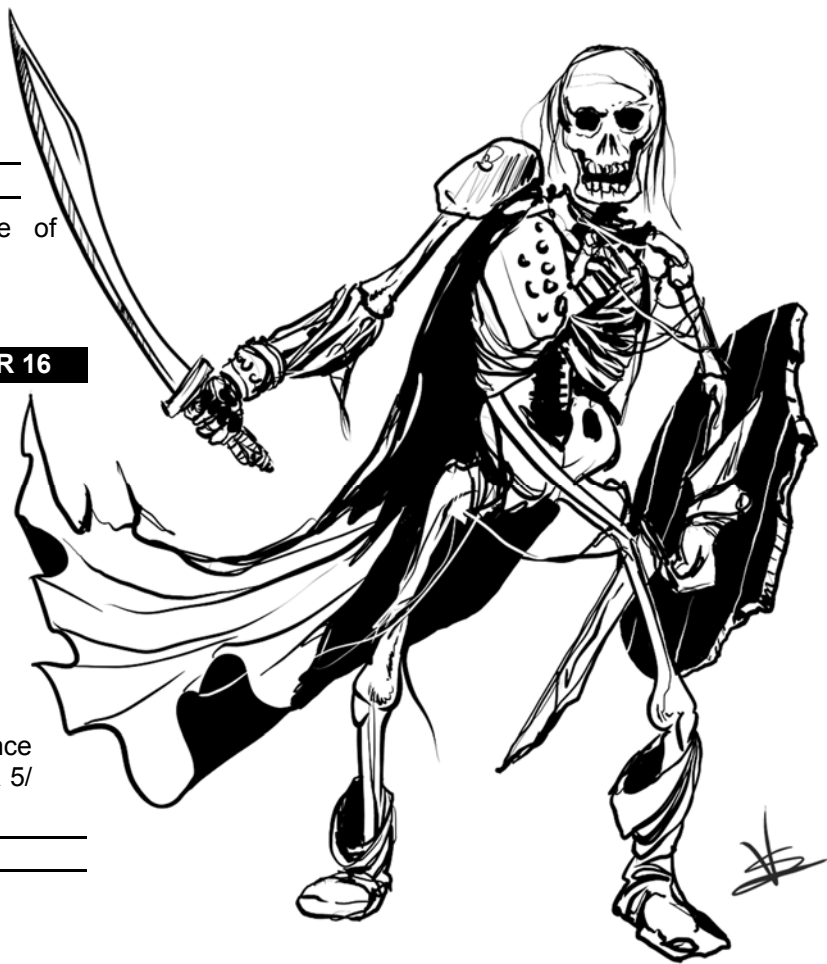
Feats Disruptive, Dodge, Fleet, Improved Critical (rapier), Improved Initiative, Improved Vital Strike, Iron Will, Manyshot, Point Blank Shot, Precise Shot, Rapid Shot, Rogue Weapon Proficiencies, Skill Focus (Perception)^B, Vital Strike, Weapon Finesse, Weapon Focus (rapier), Weapon Specialization (rapier)

Skills Acrobatics +15, Appraise +11, Bluff +13, Climb +17, Diplomacy +13, Escape Artist +15, Intimidate +13, Knowledge (dungeoning, engineering) +16, Knowledge (local) +11, Perception +14, Ride +20, Sleight of Hand +15, Stealth +15

Languages Common, Dark Folk, Elven, Gnome

SQ armor training 2, elf blood, rogue talent (bleeding attack, slow reactions, weapon training), trapfinding +2

Gear +2 elven chain, +1 composite (Str +2) longbow, +2 shock rapier, amulet of natural armor +1, belt of physical might (Str & Dex +2), headband of alluring charisma +2, potion of inflict serious wounds, 80 gp



APPENDIX 3: ZOMBIES

Although zombies are among the most common monsters that walk the Plane of Shadows, their variety is less so. Below are some odd undead walkers of this dark world.

RAT PLAGUE ZOMBIE CR 1/4

XP 100

NE Tiny undead

Init +1; **Senses** darkvision 60 ft.; Perception +0

DEFENSE

AC 13, touch 13, flat-footed 12 (+1 Dex, +2 size)

hp 7 (1d8+3)

Fort +0, **Ref** +1, **Will** +2

DR 5/slashing; **Immune** undead traits

OFFENSE

Speed 15 ft., climb 15 ft., swim 15 ft.

Melee bite +3 (1d3-3 plus disease) slam +3 (1d3-3)

Space 2-1/2 ft.; **Reach** 0 ft.

Special Attack death burst

STATISTICS

Str 4, **Dex** 13, **Con** -, **Int** -, **Wis** 10, **Cha** 10

Base Atk +0; **CMB** -1; **CMD** 6 (10 vs overrun, trip)

Feats Toughness^B

SQ staggered

ECOLOGY

Environment any (Plane of Shadows)

Organization any

Treasure none

SPECIAL ABILITIES

Deathburst (Ex) When a plague zombie dies, it explodes in a burst of decay. All creatures adjacent to the plague zombie are exposed to its plague as if struck by a slam attack and must make a Fortitude save or contract zombie rot.

Disease (Su) Zombie rot-injury save Fort DC 10, *onset* 1d4 days; *frequency* 1/day; *effect* 1d2 Con, this damage cannot be healed while the creature is infected; *cure* 2 consecutive saves. Anyone who dies while infected rises as a plague zombie in 2d6 hours.

Staggered (Ex) Zombies have poor reflexes and can only perform a single move action or standard action each round. A zombie can move up to its speed and attack in the same round as a charge action.

BASILISK ZOMBIE CR 3

XP 800

NE Medium undead

Init -2; **Senses** darkvision 60 ft.; Perception +0

DEFENSE

AC 10, touch 8, flat-footed 10 (-2 Dex, +2 natural)

hp 44 (8d8+8)

Fort +2, **Ref** +0, **Will** +6

DR 5/slashing; **Immune** undead traits

OFFENSE

Speed 20 ft.

Melee bite +10 (1d8+6)

STATISTICS

Str 18, **Dex** 6, **Con** -, **Int** -, **Wis** 10, **Cha** 10

Base Atk +6; **CMB** +10; **CMD** 18 (30 vs overrun, trip)

Feats Toughness^B

SQ staggered

ECOLOGY

Environment any (Plane of Shadows)

Organization any

Treasure none

BULETTE ZOMBIE CR 4

XP 1,200

NE Huge undead

Init +1; **Senses** darkvision 60 ft.; Perception +0

DEFENSE

AC 13, touch 9, flat-footed 12 (+1 Dex, +4 natural, -2 size)

hp 66 (12d8+12)

Fort +4, **Ref** +5, **Will** +8

DR 5/slashing; **Immune** undead traits

OFFENSE

Speed 40 ft., burrow 20 ft.

Melee bite +15 (2d8+8), 2 claws +15 (2d6+8), slam +15 (2d6+8)

Space 15 ft., **Reach** 10 ft.

STATISTICS

Str 26, **Dex** 13, **Con** -, **Int** -, **Wis** 10, **Cha** 10

Base Atk +9; **CMB** +19; **CMD** 30 (34 vs overrun, trip)

Feats Toughness^B

SQ staggered

ECOLOGY

Environment any (Plane of Shadows)

Organization any

Treasure none

SHAMBLING MOUND PLAGUE ZOMBIE CR 5

XP 1,600

NE Large undead

Init -1; **Senses** darkvision 60 ft.; Perception +0

DEFENSE

AC 11, touch 8, flat-footed 11 (-1 Dex, +3 natural, -1 size)

hp 60 (11d8+11)

Fort +3, **Ref** +2, **Will** +7

DR 5/slashing; **Immune** undead traits

OFFENSE

Speed 20 ft., swim 20 ft.

Melee slams +13 (2d6+9 plus disease)

Space 10 ft., **Reach** 10 ft.

Special Attack death burst**STATISTICS****Str** 23, **Dex** 8, **Con** -, **Int** -, **Wis** 10, **Cha** 10**Base Atk** +8; **CMB** +15; **CMD** 24**Feats** Toughness^B**SQ** staggered**ECOLOGY****Environment** any (Plane of Shadows)**Organization** any**Treasure** none**SPECIAL ABILITIES****Disease (Su)** Zombie rot-injury save Fort DC 15, onset 1d4 days; *frequency* 1/day; *effect* 1d2 Con, this damage cannot be healed while the creature is infected; *cure* 2 consecutive saves. Anyone who dies while infected rises as a plague zombie in 2d6 hours.**ANCIENT BLACK DRAGON FAST ZOMBIE CR 9****XP** 6,400

NE Huge undead (water)

Init +1; **Senses** darkvision 60 ft.; Perception +0**DEFENSE****AC** 13, touch 9, flat-footed 42 (+1 Dex, -2 size, +4 natural)**hp** 187 (26d8+26)**Fort** +8, **Ref** +9, **Will** +15**Immune** undead traits**OFFENSE****Speed** 70 ft., fly 200 ft. (clumsy), swim 60 ft.**Melee** bite +29 (2d8+18), claw +29/+29 (2d6+12), slam +29/+29 (2d6+18), tail slap +24 (2d6+18), wing +24/+24 (1d8+6)**Space** 15 ft.; **Reach** 10 ft.**STATISTICS****Str** 35, **Dex** 12, **Con** -, **Int** -, **Wis** 10, **Cha** 10**Base Atk** +19; **CMB** +33; **CMD** 44 (48 vs. overrun, trip)**Feats** Toughness^B**SQ** quick strikes**SPECIAL ABILITIES****Quick Strikes (Su)** An ancient black dragon fast zombie gains one extra slam attack when making a full attack.**GNOME JUJU ZOMBIE CR 17****XP** 4,800

Undead sorcerer 17

CE Small undead (augmented gnome)

Init +7; **Senses** darkvision 60 ft., low-light vision; Perception +3**DEFENSE****AC** 25, touch 14, flat-footed 22 (+6 armor, +3 Dex, +5 natural, +1 size)**hp** 181 (17d6+102)**Fort** +10, **Ref** +8, **Will** +11**Defensive Abilities** channel resistance +4; **DR** 10/lethal, 5/magic or slashing; **Immune** cold, electricity, *magic missile*, undead traits; **Resist** cold 10 fire 10**OFFENSE****Speed** 20 ft.**Melee** +1 dagger +11 (1d4+2/19-20) or slam +10 (1d4+1)**Ranged** touch +13 (spell/19-20)**Spell-Like Abilities** (CL 17; concentration +22)8/day—*grave touch* (8 rounds)2/day—*grasp of the dead* (DC 23)1/day—*dancing lights*, *ghost sound* (DC 16), *prestidigitation*, *speak with animals***Sorcerer Spells Known** (CL 17, Concentration +22)8th (4/day)—*create greater undead*, *horrid wilting* (DC 25), *polar ray*7th (6/day)—*control undead* (DC 24), *finger of death* (DC 24), *forcecage* (DC 23), *spell turning* (DC 22)6th (6/day)—*disintegrate* (DC 21), *greater dispel magic*, *permanent image* (DC 22), *undeath to death* (DC 23)5th (7/day)—*baleful polymorph* (DC 20), *blight* (DC 22), *dismissal* (DC 20), *shadow evocation* (DC 21), *waves of fatigue*4th (7/day)—*animate dead*, *bestow curse* (DC 21), *contagion* (DC 21), *shout* (DC 20), *stoneskin* (DC 19)3th (7/day)—*fireball* (DC 19), *haste* (DC 18), *hold person* (DC 18), *ray of exhaustion* (DC 20), *vampiric touch*2th (7/day)—*command undead* (DC 19), *false life* (DC 19), *ghoul touch* (DC 19), *invisibility* (DC 18), *magic mouth* (DC 18), *resist energy* (DC 17)1st (8/day)—*chill touch* (DC 18), *hold portal*, *magic missile*, *ray of enfeeblement* (DC 18), *shield* (DC 16), *true strike* (DC 16),0 (at will)—*acid splash*, *detect magic*, *detect poison*, *disrupt undead*, *light*, *mage hand*, *ray of frost*, *touch of fatigue* (DC 17)**Bloodline** undead**STATISTICS****Str** 12, **Dex** 16, **Con** -, **Int** 14, **Wis** 12, **Cha** 20**Base Atk** +8; **CMB** +8; **CMD** 21**Feats** Arcane Strike, Combat Casting, Eschew Materials, Greater Spell Focus (necromancy), Improved Critical (ray), Improved Initiative, Point Blank Shot, Precise Shot, Scribe Scroll, Spell Focus (evocation), Spell Focus (necromancy), Spell Penetration, Toughness, Weapon Focus (ray)**Skills** Climb +9, Craft (calligraphy) +22, Fly +25, Perception +3, Spellcraft +22, Stealth +7, Use Magic Device +25; **Racial Modifiers** +2 Craft (calligraphy)**Languages** Common, Draconic, Giant, Gnome, Sylvan**SQ** gnome magic, hatred, illusion resistance, incorporeal form (1/day, 17 rounds), obsessive**Gear** amulet of natural armor +2, bracers of armor, +6, ioun stone (pale lavender ellipsoid), metamagic rod of empowerment, scroll of create greater undead

APPENDIX 4: DARKENED TEMPLATE (CR +1)

The Plane of Shadows changes a race of creatures over the course of generations. This template characterizes this change and can be applied to any living creature that neither is the extraplanar subtype nor is vulnerable to cold.

Rebuild Rules: **Alignment** changes one step (usually towards chaotic or evil); **Type** gains the extraplanar subtype; **Senses** gains darkvision 60 ft., lowlight vision; **Defensive Abilities** gains +1 natural armor bonus, gains cold resistance as noted in the table, and gains the Hide in Plain Sight ability (only in dim light or in darkness) (See the Shadowdancer Prestige Class in Section 11 of the Pathfinder Core Rulebook); **Speed** gains +10 ft. for all types of movement; **Attacks** natural attacks gain additional cold damage as noted in the table; **Abilities** +2 Strength; **Skills** gains a +8 racial bonus to Stealth in dim light or in darkness; **Environment** changes temperature to cold and adds Plane of Shadows

Darkened Creature Abilities

Hit Dice	Resist Cold	Cold Damage
1-4	5	+1d3
5-10	10	+1d6
11+	15	+2d6

DARKENED GIANT CENTIPEDE CR 1

XP 400

NE Medium vermin (extraplanar)

Init +2; **Senses** darkvision 60 ft., low-light vision; Perception +4

DEFENSE

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

hp 5 (1d8+1)

Fort +3, **Ref** +2, **Will** +0

Defensive Abilities hide in plain sight (dim light or darkness only); **Immune** mind-affecting effects; **Resist** cold 5

OFFENSE

Speed 50 ft., climb 50 ft.

Melee bite +3 (1d6 plus 1d3 cold plus poison)

Special Attacks poison

STATISTICS

Str 11, **Dex** 15, **Con** 12, **Int** -, **Wis** 10, **Cha** 2

Base Atk +0; **CMB** +0; **CMD** 12 (cannot be tripped)

Feats Weapon Finesse^B

Skills Climb +11, Perception +4, Stealth +2 (+10 in dim light or darkness); **Racial Modifiers** +4 to Perception, +8 Stealth in dim light or darkness

ECOLOGY

Environment cold forest or underground (Plane of Shadows)

Organization solitary, pair or colony (3-6)

Treasure none

SPECIAL ABILITIES

Poison (Ex) Bite-injury; *save* Fort DC 13; *frequency* 1/round for 6 rounds; *effect* 1d3 Dex damage; *cure* 1 save. The save DC is Constitution-based and includes a +2 racial bonus.

DARKENED TROLL CR 6

XP 2,400

CE Large humanoid (extraplanar, giant)

Init +2; **Senses** darkvision 60 ft., low-light vision, scent; Perception +8

DEFENSE

AC 17, touch 11, flat-footed 15 (+2 Dex, +6 natural, -1 size)

hp 63 (6d8+36); regeneration 5 (acid or fire)

Fort +11, **Ref** +4, **Will** +3

Defensive Abilities hide in plain sight (dim light or darkness only); **Resist** cold 10

OFFENSE

Speed 40 ft.

Melee bite +9 (1d8+6 plus 1d6 cold), 2 claws +9 (1d6+6 plus 1d6 cold)

Space 10 ft.; **Reach** 10 ft.

Special Attacks rend (2 claws, 1d6+9)

STATISTICS

Str 23, **Dex** 14, **Con** 23, **Int** 6, **Wis** 9, **Cha** 6

Base Atk +4; **CMB** +10; **CMD** 22

Feats Intimidating Prowess, Iron Will, Skill Focus (Perception)

Skills Intimidate +10, Perception +8, Stealth -2 (+6 in dim light or darkness); **Racial Modifiers** +8 Stealth in dim light or darkness

Languages Giant

ECOLOGY

Environment cold mountains (Plane of Shadows)

Organization solitary or gang (2-4)

Treasure standard

DARKENED YOUNG SILVER DRAGON CR 11

XP 12,800

NG Large dragon (cold, extraplanar)

Init +5; **Senses** dragon senses; Perception +17

DEFENSE

AC 23, touch 10, flat-footed 22 (+1 Dex, +13 natural, -1 size)

hp 104 (11d12+33)

Fort +10, **Ref** +8, **Will** +12

Defensive Abilities hide in plain sight (dim light or darkness only); **Immune** acid, cold, paralysis, sleep

OFFENSE

Speed 50 ft., fly 210 ft. (average); cloudwalking, graceful flight

Melee bite +17 (2d6+8 plus 2d6 cold), 2 claws +16 (2d8+5 plus 2d6 cold), 2 wings +14 (1d6+3 plus 2d6 cold), tail +14 (1d8+8 plus 2d6 cold)

Space 10 ft.; **Reach** 5 ft. (10 ft. with bite)

Special Attacks breath weapon (40 ft. cone, DC 18, 6d8 cold), paralyzing breath

Spell-like Abilities (CL 11th; concentration +14)

At Will – detect evil

Spells Known (CL 1st, concentration +4)

1st (4/day) – alarm, true strike

0 (at will) – detect magic, light, message, read magic

STATISTICS

Str 23, **Dex** 12, **Con** 17, **Int** 16, **Wis** 17, **Cha** 16

Base Atk +11; **CMB** +18; **CMD** 29 (33 vs trip)

Feats Hover, Improved Initiative, Iron Will, Multiattack, Power Attack (-3/+6), Weapon Focus (bite)

Skills Acrobatics +12, Diplomacy +17, Fly +13, Heal +17, Intimidate +17, Knowledge (planes) +17, Perception +17, Sense Motive +17, Spellcraft +17, Stealth -3 (+5 in dim light or darkness); **Racial Modifiers** +8 Stealth in dim light or darkness

Languages Auran, Common, Draconic, Giant

SQ change shape

ECOLOGY

Environment cold mountains (Plane of Shadows)

Organization solitary

Treasure triple

SPECIAL ABILITIES

Change Shape (Su) A darkened young silver dragon can assume any animal or humanoid form three times per day as if using *polymorph*.

Cloudwalking (Su) A darkened young silver dragon can tread on clouds or fog as though on solid ground.

Graceful Flight (Ex) A darkened young silver dragon's aerial maneuverability is one step better than normal.

Paralyzing Breath (Su) Instead of a cone of cold, a darkened young silver dragon can breathe a cone of paralyzing gas. Creatures within the cone must succeed on a Fortitude save or be paralyzed for 1d6+3 rounds.

DARKENED KRAKEN

CR 19

XP 204,800

CE Gargantuan magical beast (aquatic, extraplanar)

Init +4; **Senses** darkvision 120 ft., low-light vision; Perception +28

DEFENSE

AC 33, touch 6, flat-footed 33 (+27 natural, -4 size)

hp 290 (20d10+180)

Fort +21, **Ref** +12, **Will** +11

Defensive Abilities hide in plain sight (dim light or darkness only); **Immune** cold, mind-affecting effects, poison

OFFENSE

Speed 10 ft., swim 50 ft., jet 350 ft.

Melee 2 arms +27 (2d6+11/19-20 plus 2d6 cold plus grab), 8 tentacles +25 (1d8+5 plus 2d6 cold plus grab), bite +27 (2d8+10 plus 2d6 cold)

Space 20 ft.; **Reach** 20 ft. (60 ft. with arm, 40 ft. with tentacle)

Special Attacks constrict (1d8+10 plus 2d6 cold), ink cloud, rend ship

Spell-like Abilities (CL 15th; concentration +20)

1/day – *control weather*, *control winds*, *dominate monster* (DC 24, animal only), *resist energy*

STATISTICS

Str 32, **Dex** 10, **Con** 29, **Int** 21, **Wis** 20, **Cha** 21

Base Atk +20; **CMB** +35 (+39 grappling); **CMD** 45 (can't be tripped)

Feats Bleeding Critical, Blind-Fight, Cleave, Combat Expertise (-6/+6), Critical Focus, Improved Critical (arm), Improved Initiative, Improved Trip, Multiattack, Power Attack (-6/+12)

Skills Intimidate +25, Knowledge (geography) +25, Knowledge (planes) +25, Perception +28, Stealth +11 (+19 in dim light or darkness), Swim +41, Use Magic Device +25; **Racial Modifiers** +8 Stealth in dim light or darkness

Languages Aquan, Common

SQ tenacious grapple

ECOLOGY

Environment cold ocean (Plane of Shadows)

Organization solitary

Treasure triple

SPECIAL ABILITIES

Ink Cloud (Ex) A darkened kraken can emit a cloud of black, venomous ink in an 80-foot spread once per minute as a free action while underwater. This cloud provides total concealment, which the darkened kraken can use to escape a fight that is going badly. Creatures within the cloud are considered to be in darkness. In addition, the ink is toxic, functioning as contact poison against all creatures caught within it. The ink cloud persists for 1 minute before dispersing. The save DC against the poison effect is Constitution-based. *Darkened Kraken Ink*: Ink cloud—contact; save Fort DC 29; frequency 1/round for 10 rounds; effect 1 Str damage plus nausea; cure 2 consecutive saves.

Jet (Ex) A darkened kraken can jet backward as a full-round action, at a speed of 350 feet. It must move in a straight line but does not provoke attacks of opportunity.

Rend Ship (Ex) See Kraken ability in Pathfinder Bestiary.

Tenacious Grapple (Ex) A darkened kraken does not gain the grappled condition if it grapples a foe with its arms or tentacles.

APPENDIX 5: UNIVERSAL MONSTER RULES

The following rules are standard and are referenced (but not repeated) in monster stat blocks.

Ability Damage and Drain (Ex or Su) Some attacks or special abilities cause ability damage or drain, reducing the designated ability score by the listed amount. Ability damage can be healed naturally. Ability drain is permanent and can only be restored through magic.

All-Around Vision (Ex) The creature sees in all directions at once. It cannot be flanked.

Bleed (Ex) A creature with this ability causes wounds that continue to bleed, dealing the listed damage each round at the start of the affected creature's turn. This bleeding can be stopped by a successful DC 15 Heal skill check or through the application of any magical healing. The amount of damage each round is determined in the creature's entry.

Blindsight (Ex) Using nonvisual senses, such as sensitivity to vibrations, keen smell, acute hearing, or echolocation, a creature with blindsight maneuvers and fights as well as a sighted creature. Invisibility, darkness, and most kinds of concealment are irrelevant, though the creature must have line of effect to a creature or object to discern that creature or object. The ability's range is specified in the creature's descriptive text. The creature usually does not need to make Perception checks to notice creatures within this range. Unless noted otherwise, blindsight is continuous, and the creature need do nothing to use it. Some forms of blindsight, however, must be triggered as a free action. If so, this is noted in the creature's description. If a creature must trigger its blindsight ability, the creature gains the benefits of blindsight only during its turn.

Blood Drain (Ex) The creature drains blood at the end of its turn if it grapples a foe, inflicting Constitution damage.

Breath Weapon (Su) Some creatures can exhale a cone, line, or cloud of energy or other magical effects. A breath weapon attack usually deals damage and is often based on some type of energy. Breath weapons allow a Reflex save for half damage (DC 10 + 1/2 the breathing creature's racial HD + the breathing creature's Con modifier; the exact DC is given in the creature's descriptive text). A creature is immune to its own breath weapon unless otherwise noted. Each breath weapon also includes notes on how often it can be used, even if this number is limited in times per day.

Change Shape (Su) A creature with this special quality has the ability to assume the appearance of a specific creature or type of creature (usually a humanoid), but retains most of its own physical qualities. A creature cannot change shape to a form more than one size category smaller or larger than its original form. This ability functions as a *polymorph* spell, the type of which is

listed in the creature's description, but the creature does not adjust its ability scores (although it gains any other abilities of the creature it mimics).

Channel Resistance (Ex) A creature with this defensive ability is less easily affected by channeled negative or positive energy. The creature adds the listed bonus to saves made to resist the effects of channel energy, including effects that rely on the use of channel energy (such as the Command Undead feat).

Damage Reduction (Ex or Su) A creature with this defensive ability ignores damage from most weapons and natural attacks. Wounds heal immediately, or the weapon bounces off harmlessly (in either case, the opponent knows the attack was ineffective). The creature takes normal damage from energy attacks (even nonmagical ones), spells, spell-like abilities, and supernatural abilities. A certain kind of weapon can sometimes damage the creature normally, as noted below.

The entry indicates the amount of damage ignored (usually 5 to 15 points) and the type of weapon that negates the ability.

Disease (Ex or Su) A creature with this ability causes disease in those it contacts. The effects of the disease, including its save, frequency, and cure, are included in the creature's description. The saving throw to negate the disease is usually a Fort save (DC 10 + 1/2 the infecting creature's racial HD + the creature's Con modifier; the exact DC is given in the creature's descriptive text). Disease can be removed through remove disease and similar effects.

Distraction (Ex) A creature with this ability can nauseate the creatures that it damages. Any living creature that takes damage from a creature with the distraction ability is nauseated for 1 round; a Fortitude save (DC 10 + the 1/2 creature's HD + the creature's Con modifier) negates the effect.

Energy Drain (Su) This attack saps a living opponent's vital energy and happens automatically when a melee or ranged attack hits. Each successful energy drain bestows one or more negative levels (the creature's description specifies how many). If an attack that includes an energy drain scores a critical hit, it bestows twice the listed number of negative levels. Unless otherwise specified in the creature's description, a draining creature gains 5 temporary hit points for each negative level it bestows on an opponent. These temporary hit points last for a maximum of 1 hour. Negative levels remain until 24 hours have passed or until they are removed with a spell such as restoration. If a negative level is not removed before 24 hours have passed, the affected creature must attempt a Fortitude save (DC 10 + 1/2 the draining creature's racial HD + the draining creature's Cha modifier; the exact DC is given in the creature's descriptive text). On a success, the negative level goes away with no harm to the creature. On a failure, the negative level becomes permanent. A separate saving throw is required for each negative level.

Fast Healing (Ex) A creature with fast healing regains hit points at an exceptional rate, usually 1 or more hit

points per round, as given in the creature's entry. Except where noted here, fast healing is just like natural healing. Fast healing does not restore hit points lost from starvation, thirst, or suffocation, nor does it allow a creature to regrow lost body parts. Unless otherwise stated, it does not allow lost body parts to be reattached. Fast healing continues to function (even at negative hit points) until a creature dies, at which point the effects of fast healing end immediately.

Fear Aura (Su) The use of this ability is a free action. The aura can freeze an opponent (as in the case of a mummy's despair) or function like the fear spell. Other effects are possible. A fear aura is an area effect. The descriptive text gives the size and kind of the area.

Frightful Presence (Ex) This special quality makes a creature's very presence unsettling to foes. Activating this ability is a free action that is usually part of an attack or charge. Opponents within range who witness the action may become frightened or shaken. The range is usually 30 feet, and the duration is usually 5d6 rounds. This ability affects only opponents with fewer Hit Dice than the creature has. An opponent can resist the effects with a successful Will save (DC 10 + 1/2 the frightful creature's racial HD + the frightful creature's Cha modifier; the exact DC is given in the creature's descriptive text). On a failed save, the opponent is shaken, or panicked if it has 4 Hit Dice or fewer. An opponent that succeeds on the saving throw is immune to that same creature's frightful presence for 24 hours. Frightful presence is a mind-affecting fear effect.

Grab (Ex) If a creature with this special attack hits with the indicated attack (usually a claw or bite attack), it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity. The creature has the option to conduct the grapple normally, or simply to use the part of its body it used in the grab to hold the opponent. If it chooses to do the latter, it takes a -20 penalty on its CMB check to make and maintain the grapple, but does not gain the grappled condition itself. A successful hold does not deal any extra damage unless the creature also has the constrict special attack. If the creature does not constrict, each successful grapple check it makes during successive rounds automatically deals the damage indicated for the attack that established the hold. Otherwise, it deals constriction damage as well (the amount is given in the creature's descriptive text).

Creatures with grab receive a +4 bonus on combat maneuver checks made to start and maintain a grapple.

Unless otherwise noted, grab works only against opponents no larger than the same size category as the creature. If the creature can use grab on sizes other than the default, this is noted in the creature's Special Attacks line.

Immunity (Ex or Su) A creature with immunities takes no damage from listed sources. Immunities can also apply to afflictions, conditions, spells (based on school, level, or save type), and other effects. A creature that is immune does not suffer from these effects, or any secondary

effects that are triggered due to an immune effect.

Incorporeal (Ex) An incorporeal creature has no physical body. It can be harmed only by other incorporeal creatures, magic weapons or creatures that strike as magic weapons, and spells, spell-like abilities, or supernatural abilities. It is immune to all nonmagical attack forms. Even when hit by spells or magic weapons, it takes only half damage from a corporeal source. Although it is not a magical attack, holy water affects incorporeal undead. Corporeal spells and effects that do not cause damage only have a 50% chance of affecting an incorporeal creature (except for channel energy). Force spells and effects, such as from a magic missile, affect an incorporeal creature normally.

An incorporeal creature has no natural armor bonus but has a deflection bonus equal to its Charisma bonus (minimum +1, even if the creature's Charisma score does not normally provide a bonus).

An incorporeal creature can enter or pass through solid objects, but must remain adjacent to the object's exterior, and so cannot pass entirely through an object whose space is larger than its own. It can sense the presence of creatures or objects within a square adjacent to its current location, but enemies have total concealment (50% miss chance) from an incorporeal creature that is inside an object. In order to see beyond the object it is in and attack normally, the incorporeal creature must emerge. An incorporeal creature inside an object has total cover, but when it attacks a creature outside the object it only has cover, so a creature outside with a readied action could strike at it as it attacks. An incorporeal creature cannot pass through a force effect.

An incorporeal creature's attacks pass through (ignore) natural armor, armor, and shields, although deflection bonuses and force effects (such as mage armor) work normally against it. Incorporeal creatures pass through and operate in water as easily as they do in air. Incorporeal creatures cannot fall or take falling damage. Incorporeal creatures cannot make trip or grapple attacks, nor can they be tripped or grappled. In fact, they cannot take any physical action that would move or manipulate an opponent or its equipment, nor are they subject to such actions. Incorporeal creatures have no weight and do not set off traps that are triggered by weight.

An incorporeal creature moves silently and cannot be heard with Perception checks if it doesn't wish to be. It has no Strength score, so its Dexterity modifier applies to its melee attacks, ranged attacks, and CMB. Nonvisual senses, such as scent and blindsight, are either ineffective or only partly effective with regard to incorporeal creatures. Incorporeal creatures have an innate sense of direction and can move at full speed even when they cannot see.

Plant Traits (Ex) Plants are immune to all mind-affecting effects (charms, compulsions, morale effects, patterns, and phantasms), paralysis, poison, polymorph, sleep, and stun.

Poison (Ex or Su) A creature with this ability can

poison those it attacks. The effects of the poison, including its save, frequency, and cure, are included in the creature's description. The saving throw to resist a poison is usually a Fort save (DC 10 + 1/2 the poisoning creature's racial HD + the creature's Con modifier; the exact DC is given in the creature's descriptive text). Poisons can be removed through neutralize poison and similar effects.

Pounce (Ex) When a creature with this special attack makes a charge, it can make a full attack (including rake attacks if the creature also has the rake ability).

Rake (Ex) A creature with this special attack gains extra natural attacks under certain conditions, typically when it grapples its foe. In addition to the options available to all grapplers, a monster with the rake ability gains two free claw attacks that it can use only against a grappled foe. The bonus and damage caused by these attacks is included in the creature's description. A monster with the rake ability must begin its turn already grappling to use its rake—it can't begin a grapple and rake in the same turn.

Regeneration (Ex) A creature with this ability is difficult to kill. Creatures with regeneration heal damage at a fixed rate, as with fast healing, but they cannot die as long as their regeneration is still functioning (although creatures with regeneration still fall unconscious when their hit points are below 0). Certain attack forms, typically fire and acid, cause a creature's regeneration to stop functioning on the round following the attack. During this round, the creature does not heal any damage and can die normally. The creature's descriptive text describes the types of damage that cause the regeneration to cease functioning.

Attack forms that don't deal hit point damage are not healed by regeneration. Regeneration also does not restore hit points lost from starvation, thirst, or suffocation. Regenerating creatures can regrow lost portions of their bodies and can reattach severed limbs or body parts if they are brought together within 1 hour of severing. Severed parts that are not reattached wither and die normally.

Resistance (Ex) A creature with this special quality ignores some damage of the indicated type each time it takes damage of that kind (commonly acid, cold, electricity, or fire). The entry indicates the amount and type of damage ignored.

Rock Throwing (Ex) This creature is an accomplished rock thrower and has a +1 racial bonus on attack rolls with thrown rocks. The creature can hurl rocks up to two categories smaller than its size; for example, a Large hill giant can hurl Small rocks. A "rock" is any large, bulky, and relatively regularly shaped object made of any material with a hardness of at least 5. The creature can hurl the rock up to five range increments. The size of the range increment varies with the creature. Damage from a thrown rock is generally twice the creature's base slam damage plus 1-1/2 times its Strength bonus.

Scent (Ex) This special quality allows a creature to detect approaching enemies, sniff out hidden foes, and track by sense of smell. Creatures with the scent ability

can identify familiar odors just as humans do familiar sights.

The creature can detect opponents within 30 feet by sense of smell. If the opponent is upwind, the range increases to 60 feet; if downwind, it drops to 15 feet. Strong scents, such as smoke or rotting garbage, can be detected at twice the ranges noted above. Overpowering scents, such as skunk musk or troglodyte stench, can be detected at triple normal range.

When a creature detects a scent, the exact location of the source is not revealed—only its presence somewhere within range. The creature can take a move action to note the direction of the scent. When the creature is within 5 feet of the source, it pinpoints the source's location.

A creature with the scent ability can follow tracks by smell, making a Wisdom (or Survival) check to find or follow a track. The typical DC for a fresh trail is 10 (no matter what kind of surface holds the scent). This DC increases or decreases depending on how strong the quarry's odor is, the number of creatures, and the age of the trail. For each hour that the trail is cold, the DC increases by 2. The ability otherwise follows the rules for the Survival skill. Creatures tracking by scent ignore the effects of surface conditions and poor visibility.

See in Darkness (Su) The creature can see perfectly in darkness of any kind, including that created by a *deeper darkness* spell or spell-like ability.

Spell-Like Abilities (Sp) Spell-like abilities are magical and work just like spells (though they are not spells and so have no verbal, somatic, focus, or material components). They go away in an antimagic field and are subject to spell resistance if the spell the ability is based on would be subject to spell resistance. The saving throw (if any) against a spell-like ability is 10 + the level of the spell the ability resembles or duplicates + the creature's Charisma modifier.

Spell Resistance (Ex) A creature with spell resistance can avoid the effects of spells and spell-like abilities that directly affect it. To determine whether a spell or spell-like ability works against a creature with spell resistance, the caster must make a caster level check (1d20 + caster level). If the result equals or exceeds the creature's spell resistance, the spell works normally, although the creature is still allowed a saving throw if the spell would normally permit one.

Stench (Ex) A creature with the stench special ability secretes an oily chemical that nearly every other creature finds offensive. All living creatures (except those with this ability) within 30 feet must succeed on a Fortitude save (DC 10 + 1/2 the stench creature's racial HD + the stench creature's Con modifier; the exact DC is given in the creature's descriptive text) or be sickened. The duration of the sickened condition is given in the creature's descriptive text. Creatures that successfully save cannot be affected by the same creature'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.

Swallow Whole (Ex) If a creature with this special attack begins its turn with an opponent grappled in its mouth (see Grab), it can attempt a new combat maneuver check (as though attempting to pin the opponent). If it succeeds, it swallows its prey, and the opponent takes bite damage. Unless otherwise noted, the opponent can be up to one size category smaller than the swallowing creature. Being swallowed causes a creature to take damage each round. The amount and type of damage varies and is given in the creature's statistics. A swallowed creature keeps the grappled condition, while the creature that did the swallowing does not. A swallowed creature can try to cut its way free with any light slashing or piercing weapon (the amount of cutting damage required to get free is equal to 1/10 the creature's total hit points), or it can just try to escape the grapple. The Armor Class of the interior of a creature that swallows whole is normally $10 + \frac{1}{2}$ its natural armor bonus, with no modifiers for size or Dexterity. If a swallowed creature cuts its way out, the swallowing creature cannot use swallow whole again until the damage is healed. If the swallowed creature escapes the grapple, success puts it back in the attacker's mouth, where it may be bitten or swallowed again.

Trample (Ex) As a full-round action, a creature with the trample ability can attempt to overrun any creature that is at least one size category smaller than itself. This works just like the overrun combat maneuver, but the trampling creature does not need to make a check, it merely has to move over opponents in its path. Targets of a trample take an amount of damage equal to the trampling creature's slam damage + $1\frac{1}{2}$ times its Str modifier. Targets of a trample can make an attack of opportunity, but at a -4 penalty. If targets forgo an attack of opportunity, they can attempt to avoid the trampling creature and receive a Reflex save to take half damage. The save DC against a creature's trample attack is $10 + \frac{1}{2}$ the creature's HD + the creature's Str modifier (the exact DC is given in the creature's descriptive text). A trampling creature can only deal trampling damage to each target once per round, no matter how many times its movement takes it over a target creature.

Tremorsense (Ex) A creature with tremorsense is sensitive to vibrations in the ground and can automatically pinpoint the location of anything that is in contact with the ground. Aquatic creatures with tremorsense can also sense the location of creatures moving through water. The ability's range is specified in the creature's descriptive text.

Undead Traits (Ex) Undead are immune to death effects, disease, mind-affecting effects (charms, compulsions, morale effects, phantasms, and patterns), paralysis, poison, sleep, stun, and any effect that requires a Fortitude save (unless the effect also works on objects or is harmless). Undead are not subject to ability drain, energy drain, or nonlethal damage. Undead are immune to damage or penalties to their physical ability scores (Strength, Dexterity, and Constitution), as well as to

fatigue and exhaustion effects. Undead are not at risk of death from massive damage.

Undersized Weapons (Ex) The creature uses manufactured weapons as if it were one size category smaller than the creature's actual size.

Unnerving Gaze (Su) A creature with this special gaze attack manipulates the perceptions of those who look upon it. An unnerving gaze has a range of 30 feet, and can be negated by a Will save—the exact effects caused by a particular unnerving gaze depend on the type of creature. Creatures with an unnerving gaze attack are immune to other's unnerving gazes. Unnerving gaze is a mind-affecting, fear effect. The save DC is Charisma-based.

Vulnerabilities (Ex or Su) A creature with vulnerabilities takes half again as much damage (+50%) from a specific energy type, regardless of whether a saving throw is allowed or if the save is a success or failure. Creatures with a vulnerability that is not an energy type instead take a -4 penalty on saves against spells and effects that cause or use the listed vulnerability (such as spells with the light descriptor). Some creatures might suffer additional effects, as noted in their descriptions.

Web (Ex) Creatures with the web ability can use webs to support themselves and up to one additional creature of the same size. In addition, such creatures can throw a web up to eight times per day. This is similar to an attack with a net but has a maximum range of 50 feet, with a range increment of 10 feet, and is effective against targets up to one size category larger than the web spinner. An entangled creature can escape with a successful Escape Artist check or burst the web with a Strength check. Both are standard actions with a DC equal to $10 + \frac{1}{2}$ the creature's HD + the creature's Con modifier. Attempts to burst a web by those caught in it take a -4 penalty.

Web spinners can create sheets of sticky webbing up to three times their size. They usually 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 Perception check to notice a web; otherwise they stumble into it and become trapped as though by a successful web 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-square section of web has a number of hit points equal to the Hit Dice of the creature that created it and DR 5/—. A creature can move across its own web at its climb speed and can pinpoint the location of any creature touching its web.

APPENDIX 6: FEATS

All feats used in this book can be found either in the Pathfinder Core Rulebook™ or in this appendix.

ABILITY FOCUS

One of this creature's special attacks is particularly difficult to resist.

Prerequisite: Special attack.

Benefit: Choose one of the creature's special attacks. Add +2 to the DC for all saving throws against the special attack on which the creature focuses.

Special: A creature can gain this feat multiple times. Its effects do not stack. Each time the creature takes the feat, it applies to a different special attack.

AERIAL ACROBATICS

You can avoid attack of opportunity attacks while flying.

Prerequisite: Fly speed.

Benefit: You can use a Fly check to avoid an attack of opportunity when flying through a threatened area. This works like the Acrobatics check (with the same DCs) except you are using your Fly skill.

AWESOME BLOW (COMBAT)

This creature can send opponents flying.

Prerequisites: Str 25, Power Attack, Improved Bull Rush, size Large or larger.

Benefit: As a standard action, the creature may perform an awesome blow combat maneuver. If the creature's maneuver succeeds against a corporeal opponent smaller than itself, its opponent takes damage (typically slam damage plus Strength bonus) and is knocked flying 10 feet in a direction of the attacking creature's choice and falls prone. The attacking creature can only push the opponent in a straight line, and the opponent can't move closer to the attacking creature than the square it started in. If an obstacle prevents the completion of the opponent's move, the opponent and the obstacle each take 1d6 points of damage, and the opponent is knocked prone in the space adjacent to the obstacle.

BLOODY ASSAULT (COMBAT)

Sacrificing accuracy, you can inflict bloody wounds that are slow to heal.

Prerequisites: Str 13, Power Attack, base attack bonus +6.

Benefit: You can choose to take a –5 penalty on all melee attack rolls and combat maneuver checks to inflict 1d4 points of bleed damage with your weapon melee attacks, in addition to the normal damage dealt by the weapon. A creature continues to take bleed damage every round at the start of its turn. Bleed damage can be stopped by a DC 15 Heal check or through any magical

healing. Bleed damage from this feat does not stack with itself. You must choose to use this feat before making the attack roll, and its effects last until your next turn (although the bleeding lasts until healed, as normal).

COMBAT PATROL (COMBAT)

You range across the battlefield, dealing with threats wherever they arise.

Prerequisites: Combat Reflexes, Mobility, base attack bonus +5.

Benefit: As a full-round action, you may set up a combat patrol, increasing your threatened area by 5 feet for every 5 points of your base attack bonus. Until the beginning of your next turn, you may make attacks of opportunity against any opponent in this threatened area that provokes attacks of opportunity. You may move as part of these attacks, provided your total movement before your next turn does not exceed your speed. Any movement you make provokes attacks of opportunity as normal.

FLYBY ATTACK

This creature can make an attack before and after it moves while flying.

Prerequisite: Fly speed.

Benefit: When flying, the creature can take a move action and another standard action at any point during the move. The creature cannot take a second move action during a round when it makes a flyby attack.

Normal: Without this feat, the creature takes a standard action either before or after its move.

HOVER

This creature can hover in place with ease and can kick up clouds of dust and debris.

Prerequisite: Fly speed.

Benefit: A creature with this feat can halt its movement while flying, allowing it to hover without needing to make a Fly skill check.

If a creature of size Large or larger with this feat hovers within 20 feet of the ground in an area with lots of loose debris, the draft from its wings creates a hemispherical cloud with a radius of 60 feet. The winds generated can snuff torches, small campfires, exposed lanterns, and other small, open flames of non-magical origin. Clear vision within the cloud is limited to 10 feet. Creatures have concealment at 15 to 20 feet (20% miss chance). At 25 feet or more, creatures have total concealment (50% miss chance, and opponents cannot use sight to locate the creature).

Normal: Without this feat, a creature must make a Fly skill check to hover and the creature does not create a cloud of debris while hovering.

MULTIATTACK (COMBAT)

This creature is particularly skilled at making attacks with its natural weapons.

Prerequisite: Three or more natural attacks.

Benefit: The creature's secondary attacks with natural weapons take only a –2 penalty.

Normal: Without this feat, the creature's secondary attacks with natural weapons take a –5 penalty.

QUICKEN SPELL-LIKE ABILITY

This creature can use one of its spell-like abilities with next to no effort.

Prerequisite: Spell-like ability at CL 10th or higher.

Benefit: Choose one of the creature's spell-like abilities, subject to the restrictions described in this feat. The creature can use the chosen spell-like ability as a quickened spell-like ability three times per day (or less, if the ability is normally usable only once or twice per day).

Using a quickened spell-like ability is a swift action that does not provoke an attack of opportunity. The creature can perform another action—including the use of another spell-like ability (but not another swift action)—in the same round that it uses a quickened spell-like ability. The creature may use only one quickened spell-like ability per round.

The creature can only select a spell-like ability duplicating a spell with a level less than or equal to 1/2 its caster level (round down) – 4. For a summary, see the table on page 316.

A spell-like ability that duplicates a spell with a casting time greater than 1 full round cannot be quickened.

Normal: The use of a spell-like ability normally requires a standard action (at the very least) and provokes an attack of opportunity.

Special: This feat can be taken multiple times. Each time it is taken, the creature can apply it to a different one of its spell-like abilities.

STUNNING ASSAULT (COMBAT)

Your powerful but imprecise attacks can stun your enemies.

Prerequisites: Str 13, Power Attack, base attack bonus +16.

Benefit: You can choose to take a –5 penalty on all melee attack rolls and combat maneuver checks to stun targets you hit with your melee attacks for 1 round. A successful Fortitude save negates the effect. The DC of this save is 10 + your base attack bonus. You must choose to use this feat before making the attack roll, and its effects last until your next turn.

APPENDIX 7: NEW CREATURE SUBTYPES

All subtypes used in this book can be found either in the Pathfinder® Roleplaying Game Bestiary™ or in this appendix.

Shadow Subtype: This subtype is usually used for elementals with a connection to the Plane of Shadows. Shadow creatures always have the see in darkness ability and light blindness.

APPENDIX 8: CREATURES BY CR

CR 1/4—2

Darkened Giant Centipede, Dull Mite, Halfling Shadow, Headless Hunchback Skeleton, Monkey Skeleton, Monkeybat, Noxil, Rat Plague Zombie, Shadow Elemental (Small)

CR 3—5

Basilisk Zombie, Bullette Zombie, Cave Fisher Shadow, Freezing Constrictor Snake Skeleton, Helblar, Minotaur Skeleton, Shade Anuran, Shadow Elemental (Medium), Shadow Elemental (Large), Shambling Mound Plague Zombie, Spectre Spawn

CR 6—8

Centaur Raav, Darkened Troll, Darkling, Great Dodo, Headless Hunchback Skeletal Champion, Ice Linnorm Skeleton, Onyx Ooze, Quake Dragon (Young), Shadow Elemental (Huge), Stegosaurus Skeleton

CR 9—11

Black Dragon Fast Zombie (Ancient), Clawed Kadian, Darkened Silver Dragon (Young), Dermestide, Dread Gargoyle, Helblar (Greater), Manticore Shadow, Shadow Elemental (Elder), Shadow Elemental (Greater), Spiderbear, Titan Centipede Shadow, Vampiric Tree

CR 12—14

Memitim, Nightstalker, Phantasm Swarm, Quake Dragon (Adult), Spectre Lord, Unquiet Giant

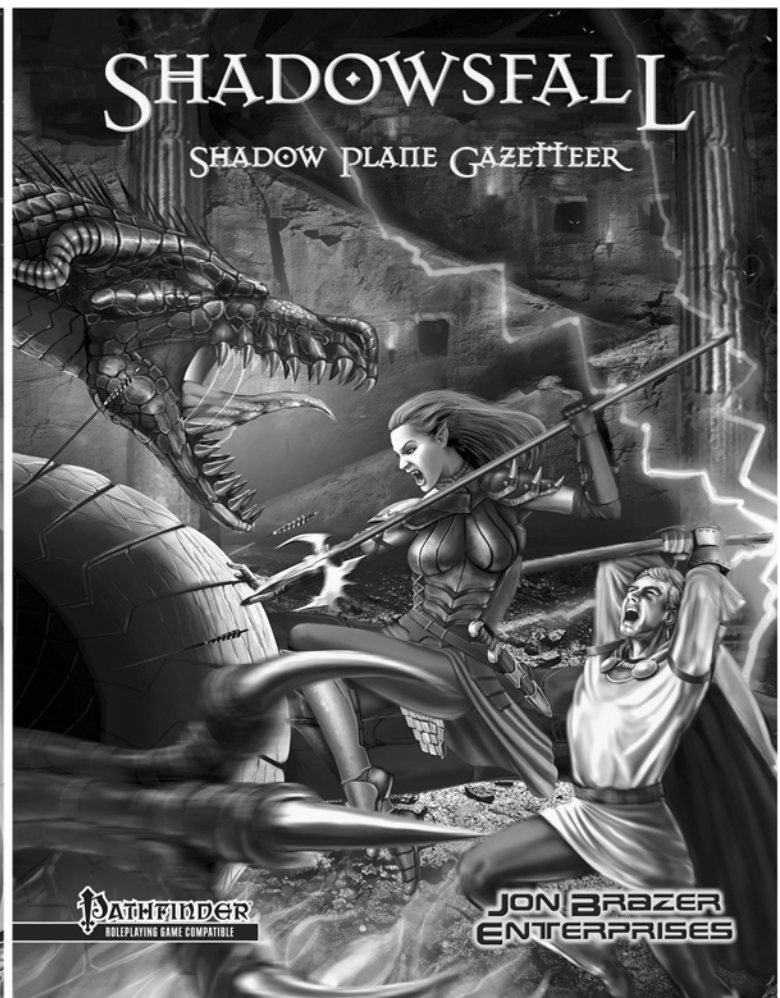
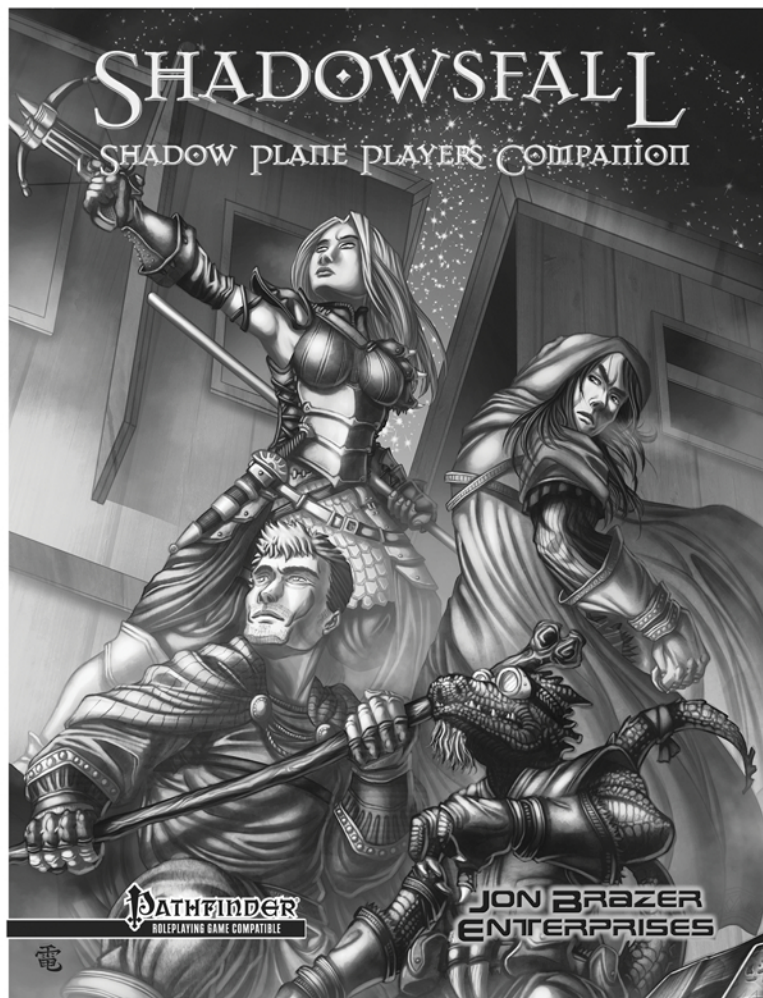
CR 15—17

Deathhand, Gnome Juju Zombie, Half-Elf Skeletal Champion, Helblar (Champion), Quake Dragon (Adult)

CR 18—21

Black Worm, Darkened Kraken, Dragon Shadow (Ancient), Starak

FIGHT THE DARK SIDE ON THE SHADOW PLANE



Coming May

Coming August

ORDER AT YOUR GAME STORE TODAY

JON BRAZER ENTERPRISES

FIGHT THE DARK SIDE

The Book of Beasts: Monsters of the Shadow Plane describes the deadly and frightening monsters that go bump in the night. Over 50 new fierce and fantastic denizens of the Shadow Plane loom ready - long-forgotten and twisted creatures, hordes of tormented undead, legendary monstrosities, and more wicked foes. These monsters will challenge adventuring parties in new and exciting ways - whether they dare the Shadow Plane or encounter them in your setting. Bring a new plane of peril to your adventures!

This monster book is the latest in the award-winning Book of Beasts series. It is the core bestiary to Jon Brazer Enterprises' Shadowfall series for the Pathfinder Role Playing Game and your adventures on the Plane of Shadows.

All Jon Brazer Enterprises' publications are accompanied by a free downloadable electronic version of the text as part of our PDF Guarantee.

JBE0306

© 2012 Jon Brazer Enterprises



Find us at:

JonBrazer.com

Facebook.com/JonBrazer

Twitter.com/JonBrazerEnt