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# Faces of the Tarnished Souk: Smiles-Ander-the-Bed



### By Matt Banach



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**Rite Publishing Presents:** 

## Faces of the Tarnished Souk: Smiles-Under-the-Bed

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**Dedication:** To Clinton Boomer and Jonathan McAnulty —For bringing us the *Coliseum Morpheuon*.

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Smiles-Under-the-Red

The ancient and dreaded walking nightmare known as Smiles-Under-the-Bed stalks the darkened alleys of Dream and the minds of its dreamers, eternally preying upon the lost and lonely, sowing frightful madness as only a true nightmare can. The large, mangy grey feline has always appeared old and sick, hacking and mewling as if on the verge of death herself, yet always eager to flash her insane Cheshire smile at any who glimpse her hunched in the shadows. Unhinged from both reality and sanity, her flickering physical form seems to be in multiple places at once, and she can impart the taint of madness with her scratching claws, her cacophonous laughter, or her mere unwholesome presence. Irreparably twisted and driven by an eternity of being kicked, cast out, and cursed as an unwelcome and unclean thing, Smiles-Under-the-Bed long ago evolved beyond the despair of abandonment and now gleefully relishes the torment of others, literally feasting on the terror-spiced dreams of the helpless and the proud alike. Like any cat, Smiles-Under-the-Bed loves toying with her food before a meal; she often stalks her prey openly, grinning madly from the shadows and hissing cruel, sniggering japes. Her abnormally large, disturbingly enthusiastic smile is often the first (and last) thing her victims see, floating disembodied in the darkness as her claws scratch at their throat and her maddening laugh grates upon their sanity. Once long ago kept as a pet by the Khan of Nightmares, he eventually cast her out, but not before Smiles-Under-the-Bed learned many dire secrets, including secret means of access to the Coliseum's prison, the Chimeric Amphitheater, and even the Khan's private chambers within the perilous Pagoda of Suicide. Smiles-Under-the-Bed may soon put this nearly forgotten knowledge to terrible use; after millennia of skulking and scaring, she has reached the apex of her evolution as a nightmare and now harbors an insane, secret plot to ascend to godhood by devouring Akinshata, the Khan of Nightmare's captive pit fiend.

#### Dreamburning and Smiles-Under-the-Bed

Hope: Smiles-Under-the-Bed is Dream-Scarred. She has been a nightmare for as long as she can remember, but sometimes she dreams uncertainly of a sad, kindly old woman petting a grey cat; whether she was once the woman or the cat, she cannot say.

Aspiration: While never kind nor pleasant, Smiles-Under-the-Bed aspires to be funny. She dreams of holding court as a bizarre queen-jester, bringing mirth and wisdom with her insightful black comedy.

Goal: Smiles-Under-the-Bed would love the Khan of Nightmares to take her back as a companion. Each night after she devours the dreams of a victim, she dreams a twisted prayer of offering to the Khan.

#### In the Tarnished Souk

Smiles-Under-the-Bed stalks the shadowed alleys of the Tarnished Souk, opportunistically killing the weak and vulnerable and snatching up poorly guarded dreams. In this way, she performs a service of sorts, culling the marketplace of stragglers, though only as uncontrollable, predatory pest, not as an assassin. As she slinks along, most merchants of the Souk simply shudder and avert their eyes, hoping she will go away.

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Characters may learn the following information via Diplomacy (Gather Information) or Knowledge (Local) skill checks:

DC 15 - Smiles-Under-the-Bed is a creepy grinning greymalkin who stalks the Tarnished Souk.

**DC 20** – She is a nightmare, a laughing beast, an eater of dreams, and an apex predator. Others say of her, "Forget about crossing your path - if you can hear her vile laughter, it's already too late."

DC 25 - She has an aura of fear and her scratch or laughter can inflict madness. She eats dreams and can enter a person's nightmares to haunt or kill them.

DC 35 – She is a distrustful monster with no allies, and she rarely plans. She shies away from water, silver, and good-aligned weapons.

DC 45 – She was once a companion of the Khan of Nightmares, perhaps even his familiar. Prophecy says that if you feed and show her love and kindness for three nights, she will lose her nightmarish powers and become a "normal" cat. No one has ever dared try.

#### How To Use Smiles-Under-the-Red

- Smiles-Under-the-Bed is a monster of nightmare. Use her to build fear and foreboding, setting a dark and creepy mood: lurking about making morbid comments, joking at others' misfortune, and giving unsolicited wicked advice as she waits and watches the PCs' discomfort.
- Use Smiles as a familiar, mount, or cohort for the Khan of Nightmares or other epic evildoer.
- Smiles is an opportunistic predator and is happy to let others do most of the work of killing her next meal. Use her to finish off a long combat as she hungrily pounces on the almost dead.
- If playing "Destroying the Umbral Blot" (Coliseum Morpheuon, Chapter 10): Smiles uses the final battle as a distraction, attempting to devour the pit fiend Akinshata; if she succeeds, the Khan's command of the Chimeric Amphitheater and the Umbral Blot falters.

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- If playing "Setting the Captives Free" (Coliseum Morpheuon, Chapter 10): Smiles learns of the plan to free the oneirobound, but what she foresees is a walking buffet. She plans to eat all the slaves when the PCs gather the oneirobound together.
- If Smiles is shown love and kindness for three nights, she transforms into an immortal grey alleycat. She remains this way for as long as she is welltreated, but any attempt to kill or harm her reverts her to her full nightmarish form. Smiles does not know that this prophecy is true, and, being suspicious and spiteful, is unlikely to accept unexpected charity with grace.

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#### Smiles-Under-the-Bed CR19

XP 204,800

Female advanced apex predator dream eater laughing beast nightmare greymalkin

CE Huge magical beast (evil, extraplanar)

**Init** +14; **Senses** darkvision 180 ft., low-light vision, scent; Perception +35

**Aura** fear (60 ft., DC 27), frightful presence (30 ft., DC 27), madness (30 ft., DC 31, 20 rounds/day)

#### Defense

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

**hp** 370 (20d10+260); regeneration 10 (silver or good) **Fort** +25, **Ref** +22, **Will** +17; +2 vs. good

**Defensive Abilities** feign death (DC 37), *protection from good;* **DR** 10/silver or good; **Immune** illusions, mind-affecting effects; **SR** 30

#### Offense

Speed 50 ft., fly 10 ft. (perfect)

**Melee** bite +32 (2d8+14), 2 claws +32 (1d8+14)

Space 15 ft.; Reach 10 ft. (20 ft. with dimensional lunge)

**Special Attacks** dimensional lunge, dream eating (DC 29), maddening laughter (DC 31), night terrors (DC 27), pounce, psychic assault (DC 27), rake (2 claws +32, 1d6+14), vision of madness

**Spell-Like Abilities** (CL 20<sup>th</sup>; concentration +31) Constant – *mirror image* 

At will – dimension door

1/day – confusion (DC 25), insanity (28), lesser confusion (DC 22), nightmare (DC 26), phantasmal killer (DC 27), rage, scintillating pattern, shadow walk, touch of idiocy, weird (DC 30)

#### Jactics

**Before Combat** When threatened or when trying to threaten another, Smiles-Under-the-Bed arches her back and hisses, making an Intimidate check and invoking her frightful presence, as well as activating her aura of fear and aura of madness, if not already active.

**During Combat** Smiles spends the first few rounds of combat afflicting her foes with *weird*, *confusion*, and her maddening laughter. In physical combat, she keeps mobile, striking from a short distance via dimensional lunge and allowing her *mirror images* to confuse her opponents. She uses psychic assault, *touch of idiocy*, *and* vision of madness when slashing with her claws, preferring to reduce a single foe to a gibbering wreck and kill him or her first before moving on to other targets.

**Morale** Smiles is an opportunistic predator and has no desire to remain in a losing battle for the sake of honor, anger, or principle. She readily flees if reduced to 185 hit points or fewer, or if obviously overmatched. If she cannot escape via *dimension door*, stealth, or *shadow walk*, she uses feign death.



#### Statistics

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**Str** 38, **Dex** 31, **Con** 36, **Int** 18, **Wis** 32, **Cha** 24 **Base Atk** +20; **CMB** +36; **CMD** 56 (60 vs. trip)

**Feats** Ability Focus (Dream Eating), Alertness, Death from Above, Dodge, Eldritch Claws, Improved Initiative, Improved Natural Attack (bite), Multiattack, Power Attack, Skill Focus (Stealth)

**Traits** Smiles-Under-the-Bed has the Dream-Scarred and Walking Nightmare traits

**Skills** Acrobatics +23, Bluff +17, Climb +27, Escape Artist +20, Fly +14, Intimidate +36, Knowledge (planes, religion) +20, Linguistics +9, Perception +35, Sense Motive +18, Stealth +31

**Languages** Aklo, Common, Dwarven, Draconic, Elven, Giant, Goblin, Infernal, Sylvan, Undercommon, Telepathy with other dream eaters (30 ft.)

**Combat Gear** (ear)ring of the disembodied

#### Special Abilities

Aura of Fear (Su) Smiles-Under-the-Bed exudes a natural aura of fear, forcing all within 60 ft. to make a Will save (DC 27) or become shaken while they remain within 60 ft. of her for the next 24 hours. If the save is successful, the creature is immune to her fear aura for 24 hours. This ability even affects creatures that cannot see Smiles-Under-the-Bed. Smiles can suppress or reactivate their fear aura as a free action once per round. Aura of Madness (Su) Smiles can emit a 30-foot aura of madness for 20 rounds per day. These rounds do not need to be consecutive. Enemies within this aura are affected by confusion unless they make a DC 31 Will save. The *confusion* effect ends immediately when the creature leaves the area or the aura expires. Creatures that succeed on their saving throw are immune to this aura for 24 hours.

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**Dimensional Lunge (Su)** Like other greymalkin, Smiles-Under-the-Bed is out of phase with reality (even in Dream) and can briefly shift her position relative to the world around her. Any time she makes an attack with its claws, she may choose to shift herself a total of 10 feet in any direction for a split second, before returning to her previous location. (She cannot choose not to return to her prior location.) This essentially grants her 20-foot reach with her claws.

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Dream Eating (Su) As a full-round action that provokes attacks of opportunity, Smiles can consume a creature's subconscious dreams if the victim fails to resist with a Will save (DC 29). A sleeping victim takes a -2 penalty on saving throws against this ability, but automatically wakens if the save is successful. On a failed save, the victim takes 1d4 points of Charisma damage, and Smiles gains a number of psychic points equal to the Charisma drained, to a maximum amount of psychic points equal to Smiles's Hit Dice (20). Smiles-Under-the-Bed keeps well fed; she typically has 2d4+12 psychic points in reserve from recent meals.

This power deals double Charisma damage (2d4) against oneirobound (treated as if they were a sleeping victim), true dreamers (those whose sleeping body is on some other plane, projecting their dreaming self), and any other creatures made up of dream-stuff. If your game uses the Dreamingburning rules (see Coliseum Morpheuon), successful use of this power on a creature possessing a Goal, Aspiration, or Hope degrades the victim's lowest-grade dream by one step, in addition to the Charisma damage, and Smiles-Under-the-Bed may repair one dream of her own, if degraded.

Feign Death (Ex) With a successful Bluff check (DC 15), Smiles-Under-the-Bed can make herself appear dead. Any creature wishing to ascertain whether she is really dead must make a Heal check opposed by her Bluff check. Smiles cannot move or take any actions while pretending to be dead. In addition, whenever Smiles falls unconscious, she appears dead. The Heal DC to ascertain that she is alive is 37. Smiles uses this ability to escape destruction, to gain revenge, or to trick foes into approaching her.

Form of the Cat (Su) Smiles-Under-the-Bed may, at will, polymorph into a Tiny version of herself that appears to be a normally sized, sickly grey alley-cat albeit one with an abnormally large, creepy smile and Smiles-Under-the-Bed's crazy eyes.

Frightful Presence (Ex) When Smiles-Under-the-Bed charges, makes a surprise attack, or succeeds on an Intimidate or Perform check (DC 15), every creature within 30 ft. must make a Will save (DC 27) or become panicked for 2d6 rounds. Success renders a creature immune to Smiles-Under-the-Bed's frightful presence for 1 hour. Smiles-Under-the-Bed can choose for this ability to not activate.

Maddening Laughter (Su) When Smiles-Under-the-Bed laughs her cacophonous cackle, all living creatures within a 60-ft. spread must succeed on a Will save (DC 31) or be affected by hideous laughter (CL 20). This is a sonic, mind-affecting charm ability. Those who successfully save are immune to that the maddening laughter for 24 hours. Smiles-Under-the-Bed is immune to the effect of her own maddening laughter.

Night Terrors (Su) Smiles-Under-the-Bed can enter the dreams of a sleeping creature at will as a standard action. This ability has the same effect as a *dream* spell, except that once inside the dream of another creature, Smiles can control the dream world with which the sleeper interacts.

When Smiles-Under-the-Bed first arrives in the dream, she can deliver a message, as described in the dream spell. So long as she does not attempt to control the

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victim's dream, this message is harmless and the dreamer can awaken at any time.

Immediately upon entering the victim's dream or at any time thereafter while it remains there, Smiles can attempt to control the victim's dream. The victim must then succeed on a Will save (DC 27) or remain unconscious and asleep, trapped in the dream world with Smiles-Under-the-Bed. Smiles controls all aspects of the dream world, and the victim is powerless to change anything-although Smiles might allow it to think it has such power or even that it has awakened from the dream. Each hour thereafter, the victim must make a new Will save. Success allows it to awaken immediately; failure means it remains asleep and trapped in the dream world. The victim automatically awakens after 8 hours if it is still alive.

Each hour that the victim remains trapped in sleep by Smiles-Under-the-Bed, it takes 1d4 points of Charisma damage. A creature that has taken Charisma damage during its dream awakens fatigued and does not heal or regain spells as it normally would while resting. A creature reduced to o Charisma by the night terrors dies. A wish or miracle spell, or an antimagic field ends the effect and awakens the victim. A protection from evil spell blocks night terrors for its duration, but it does not awaken the creature. A dream spell used on the sleeping creature allows the victim a new save to break free of the effect, but the deliverer of the dream message must succeed on a Will save or be trapped in sleep with Smiles-Under-the-Bed ruling its dreams, just as though it were the original target of the night terrors. A blanket of silver links worth at least 2,000 gp prevents Smiles-Under-the-Bed from entering the sleeping creature's dreams so long as it is in contact with the sleeping creature, but it has no effect if placed on a sleeping creature already embroiled in night terrors.

Nightmare Spellcasting (Su) Smiles-Under-the-Bed's effective caster level for fear, phantasm, and shadow spells is treated as two higher than her base caster level as an 20-Hit-Dice magical beast.

Psychic Assault (Su) As a swift action, Smiles can imbue any melee attack she makes with a psychic assault, infusing the mind of the creature struck with hideous nightmare visions and hallucinations. The magnitude of the effect depends on how many psychic points the Smiles spends in the assault. By expending 1 point, she can cause the victim to become dazzled for 1d6 rounds. By expending 3 points, she can make a victim become staggered for 1d6 rounds. By expending 5 points, she can make the victim nauseated for 1d6 rounds. By expending 7 points, she can make the victim confused for 1d6 rounds. And by expending 9 points, she can stun the victim for 1d6 rounds. The victim can resist the psychic assault entirely by making a Will saving throw (DC 27).

Vision of Madness (Sp) Smiles can give a creature a vision of madness as a melee touch attack. She choose one of the following: attack rolls, saving throws, or skill checks The target receives a +10 bonus to the chosen rolls and a -10 penalty to the other two types of rolls. This effect fades after 3 rounds. Smiles can use this ability 17 times per day.

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#### XP 25,600

Female advanced dream eater laughing beast nightmare greymalkin

CE Large magical beast (evil, extraplanar)

**Init** +11; **Senses** darkvision 180 ft., low-light vision, scent; Perception +20

**Aura** fear (60 ft., DC 20), frightful presence (30 ft., DC 20), madness (30 ft., DC 24, 14 rounds/day)

#### Defense

AC 23, touch 16, flat-footed 16 (+7 Dex, +7 natural, -1 size)

**hp** 175 (14d10+98); regeneration 5 (silver or good)

Fort +16, Ref +16, Will +11; +2 vs. good

**Defensive Abilities** feign death (DC 27), *protection from good;* **DR** 5/silver or good; **Immune** illusions, mind-affecting effects

#### Offense

Speed 40 ft., fly 10 ft. (perfect)

**Melee** bite +20 (2d6+6), 2 claws +20 (1d6+6)

**Space** 10 ft.; **Reach** 5 ft. (15 ft. with dimensional lunge) **Special Attacks** dimensional lunge, dream eating (DC 20), maddening laughter (DC 24), night terrors (DC 20), pounce, psychic assault (DC 20), rake (2 claws +13, 1d6+6), vision of madness

**Spell-Like Abilities** (CL 14<sup>th</sup>; concentration +21)

Constant – mirror image 1/day = confusion (DC 21)

1/day – confusion (DC 21), insanity (24), lesser confusion (DC 18), nightmare (DC 22), phantasmal killer (DC 23), rage, shadow walk, touch of idiocy

#### Jactics

**Before Combat** When threatened or when trying to threaten another, Smiles-Under-the-Bed arches her back and hisses, making an Intimidate check and invoking her frightful presence, as well as activating her aura of fear and aura of madness, if not already active.

**During Combat** Smiles spends the first few rounds of combat afflicting her foes with *confusion* and her maddening laughter. In physical combat, she keeps mobile, striking from a short distance via dimensional lunge and allowing her *mirror images* to confuse her opponents. She uses psychic assault, *touch of idiocy, and* vision of madness when slashing with her claws, preferring to reduce a single foe to a gibbering wreck and kill him or her first before moving on to other targets.

**Morale** Smiles is an opportunistic predator and has no desire to remain in a losing battle for the sake of honor, anger, or principle. She readily flees if reduced to 88 hit points or fewer, or if obviously overmatched. If she cannot escape via stealth or *shadow walk*, she uses feign death.

Statistics

Str 22, Dex 24, Con 24, Int 10, Wis 24, Cha 16

#### Base Atk +14; CMB +21; CMD 38 (42 vs. trip)

**Feats** Ability Focus (Dream Eating), Alertness, Death from Above, Improved Initiative, Improved Natural Attack (bite), Skill Focus (Stealth), Weapon Finesse

**Traits** Smiles-Under-the-Bed has the Dream-Scarred and Walking Nightmare traits

**Skills** Acrobatics +13, Bluff +7, Climb +11, Fly +10, Intimidate +15, Knowledge (planes, religion) +12, Perception +20, Sense Motive +11, Stealth +17 **Languages** Common, Telepathy with other dream

eaters (30 ft.) **Combat Gear** (ear)*ring of the disembodied* 

#### Special Abilities

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CR 13

Aura of Fear (Su) Smiles-Under-the-Bed exudes a natural aura of fear, forcing all within 60 ft. to make a Will save (DC 20) or become shaken while they remain within 60 ft. of her for the next 24 hours. If the save is successful, the creature is immune to her fear aura for 24 hours. This ability even affects creatures that cannot see Smiles-Under-the-Bed. Smiles can suppress or reactivate their fear aura as a free action once per round. Aura of Madness (Su) Smiles can emit a 30-foot aura of madness for 14 rounds per day. These rounds do not need to be consecutive. Enemies within this aura are affected by confusion unless they make a DC 24 Will save. The *confusion* effect ends immediately when the creature leaves the area or the aura expires. Creatures that succeed on their saving throw are immune to this aura for 24 hours.

**Dimensional Lunge (Su)** Like other greymalkin, Smiles-Under-the-Bed is out of phase with reality (even in Dream) and can briefly shift her position relative to the world around her. Any time she makes an attack with its claws, she may choose to shift herself a total of 10 feet in any direction for a split second, before returning to her previous location. (She cannot choose not to return to her prior location.) This essentially grants her 15-foot reach with her claws.

**Dream Eating (Su)** As a full-round action that provokes attacks of opportunity, Smiles can consume a creature's subconscious dreams if the victim fails to resist with a Will save (DC 22). A sleeping victim takes a -2 penalty on saving throws against this ability, but automatically wakens if the save is successful. On a failed save, the victim takes 1d4 points of Charisma damage, and Smiles gains a number of psychic points equal to the Charisma drained, to a maximum amount of psychic points equal to Smiles's Hit Dice (14). Smiles-Under-the-Bed keeps well fed; she typically has 1d4+10 psychic points in reserve from recent meals.

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This power deals double Charisma damage (2d4) against oneirobound (treated as if they were a sleeping victim), true dreamers (those whose sleeping body is on some other plane, projecting their dreaming self), and any other creatures made up of dream-stuff. If your game uses the Dreamingburning rules (see *Coliseum Morpheuon*), successful use of this power on a creature possessing a Goal, Aspiration, or Hope degrades the victim's lowest-grade dream by one step, in addition to the Charisma damage, and Smiles-Under-the-Bed may repair one dream of her own, if degraded.

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**Feign Death (Ex)** With a successful Bluff check (DC 15), Smiles-Under-the-Bed can make herself appear dead. Any creature wishing to ascertain whether she is really dead must make a Heal check opposed by her Bluff check. Smiles cannot move or take any actions while pretending to be dead. In addition, whenever Smiles falls unconscious, she appears dead. The Heal DC to ascertain that she is alive is 27. Smiles uses this ability to escape destruction, to gain revenge, or to trick foes into approaching her.

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**Form of the Cat (Su)** Smiles-Under-the-Bed may, at will, *polymorph* into a Tiny version of herself that appears to be a normally sized, sickly grey alley-cat – albeit one with an abnormally large, creepy smile and Smiles-Under-the-Bed's crazy eyes.

**Frightful Presence (Ex)** When Smiles-Under-the-Bed charges, makes a surprise attack, or succeeds on an Intimidate or Perform check (DC 15), every creature within 30 ft. must make a Will save (DC 20) or become panicked for 2d6 rounds. Success renders a creature immune to Smiles-Under-the-Bed's frightful presence for 1 hour. Smiles-Under-the-Bed can choose for this ability to not activate.

**Maddening Laughter (Su)** When Smiles-Under-the-Bed laughs her cacophonous cackle, all living creatures within a 60-ft. spread must succeed on a Will save (DC 24) or be affected by *hideous laughter* (CL 14). This is a sonic, mind-affecting charm ability. Those who successfully save are immune to that the maddening laughter for 24 hours. Smiles-Under-the-Bed is immune to the effect of her own maddening laughter.

**Night Terrors (Su)** Smiles-Under-the-Bed can enter the dreams of a sleeping creature at will as a standard action. This ability has the same effect as a *dream* spell, except that once inside the dream of another creature, Smiles can control the dream world with which the sleeper interacts.

When Smiles-Under-the-Bed first arrives in the dream, she can deliver a message, as described in the dream spell. So long as she does not attempt to control the victim's dream, this message is harmless and the dreamer can awaken at any time.

Immediately upon entering the victim's dream or at any time thereafter while it remains there, Smiles can attempt to control the victim's dream. The victim must then succeed on a Will save (DC 20) or remain unconscious and asleep, trapped in the dream world with Smiles-Under-the-Bed. Smiles controls all aspects of the dream world, and the victim is powerless to change anything—although Smiles might allow it to think it has such power or even that it has awakened from the dream. Each hour thereafter, the victim must make a new Will save. Success allows it to awaken immediately; failure means it remains asleep and trapped in the dream world. The victim automatically awakens after 8 hours if it is still alive.

Each hour that the victim remains trapped in sleep by Smiles-Under-the-Bed, it takes 1d4 points of Charisma damage. A creature that has taken Charisma damage during its dream awakens fatigued and does not heal or regain spells as it normally would while resting. A creature reduced to 0 Charisma by the night terrors dies.



#### Smiles-Under-the-Bed Form of the Cat

A wish or miracle spell, or an antimagic field ends the effect and awakens the victim. A protection from evil spell blocks night terrors for its duration, but it does not awaken the creature. A dream spell used on the sleeping creature allows the victim a new save to break free of the effect, but the deliverer of the dream message must succeed on a Will save or be trapped in sleep with Smiles-Under-the-Bed ruling its dreams, just as though it were the original target of the night terrors. A blanket of silver links worth at least 2,000 gp prevents Smiles-Under-the-Bed from entering the sleeping creature's dreams so long as it is in contact with the sleeping creature, but it has no effect if placed on a sleeping creature already embroiled in night terrors.

**Nightmare Spellcasting (Su)** Smiles-Under-the-Bed's effective caster level for fear, phantasm, and shadow spells is treated as two higher than her base caster level as an 14-Hit-Dice magical beast.

**Psychic Assault (Su)** As a swift action, Smiles can imbue any melee attack she makes with a psychic assault, infusing the mind of the creature struck with hideous nightmare visions and hallucinations. The magnitude of the effect depends on how many psychic points the Smiles spends in the assault. By expending 1 point, she can cause the victim to become dazzled for 1d6 rounds. By expending 3 points, she can make a victim become staggered for 1d6 rounds. By expending 5 points, she can make the victim nauseated for 1d6 rounds. By expending 7 points, she can make the victim confused for 1d6 rounds. And by expending 9 points, she can stun the victim for 1d6 rounds. The victim can resist the psychic assault entirely by making a Will saving throw (DC 20).

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**Vision of Madness (Sp)** Smiles can give a creature a *vision of madness* as a melee touch attack. She choose one of the following: attack rolls, saving throws, or skill checks The target receives a +7 bonus to the chosen rolls and a -7 penalty to the other two types of rolls. This effect fades after 3 rounds. Smiles can use this ability 10 times per day.

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#### Smiles-Under-the-Bed,

the Old Grey Cat CR8

XP 4,800

Female advanced laughing beast nightmare greymalkin CE Large magical beast (evil, extraplanar) **Init** +10; **Senses** darkvision 120 ft., low-light vision,

scent; Perception +9 Auro foor (60 ft DC 12) frightful processes (20 ft DC

**Aura** fear (60 ft., DC 15), frightful presence (30 ft., DC 15), madness (30 ft., DC 20, 8 rounds/day)

#### Defense

AC 20, touch 15, flat-footed 14 (+6 Dex, +5 natural, -1 size)

**hp** 84 (8d10+40); regeneration 5 (silver or good)

Fort +11, Ref +12, Will +8; +2 vs. good

**Defensive Abilities** feign death (DC 19), *protection from good;* **DR** 5/silver or good; **Immune** illusions

#### Offense

Speed 40 ft., fly 10 ft. (perfect)

Melee bite +13 (1d8+3), 2 claws +13 (1d6+3) Space 10 ft.; Reach 5 ft. (15 ft. with dimensional lunge) Special Attacks dimensional lunge, maddening laughter (DC 20), night terrors (DC 15), pounce, rake (2

claws +13, 1d6+3), vision of madness **Spell-Like Abilities** (CL 8<sup>th</sup>; concentration +14)

Constant – *mirror image* 

1/day – confusion (DC 20), lesser confusion (DC 17), rage, shadow walk, touch of idiocy

#### Jactics

**Before Combat** When threatened or when trying to threaten another, Smiles-Under-the-Bed arches her back and hisses, making an Intimidate check and invoking her frightful presence, as well as activating her aura of fear and aura of madness, if not already active.

**During Combat** Smiles spends the first few rounds of combat afflicting her foes with *confusion* and her maddening laughter. In physical combat, she keeps mobile, striking from a short distance via dimensional lunge and allowing her *mirror images* to confuse her opponents. She uses *touch of idiocy* and vision of madness when slashing with her claws, preferring to reduce a single foe to a gibbering wreck and kill him or her first before moving on to other targets.

**Morale** Smiles is an opportunistic predator and has no desire to remain in a losing battle for the sake of honor, anger, or principle. She readily flees if reduced to 42 hit points or fewer, or if obviously overmatched. If she cannot escape via stealth or *shadow walk*, she uses feign death (though, being untrained in Bluff, she isn't particularly good such a ruse).

#### Statistics

Str 16, Dex 22, Con 20, Int 7, Wis 22, Cha 12 Base Atk +8; CMB +12; CMD 28 (32 vs. trip) Feats Alertness, Improved Initiative, Skill Focus (Stealth), Weapon Finesse **Traits** Smiles-Under-the-Bed has the Dream-Scarred and Walking Nightmare traits

Skills Acrobatics +11, Climb +7, Fly +8, Intimidate +11, Perception +9, Sense Motive +8, Stealth +15 Languages Common

**Combat Gear** (ear)*ring of the disembodied* 

#### Special Abilities

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Aura of Fear (Su) Smiles-Under-the-Bed exudes a natural aura of fear, forcing all within 60 ft. to make a Will save (DC 15) or become shaken while they remain within 60 ft. of her for the next 24 hours. If the save is successful, the creature is immune to her fear aura for 24 hours. This ability even affects creatures that cannot see Smiles-Under-the-Bed. Smiles can suppress or reactivate their fear aura as a free action once per round. Aura of Madness (Su): Smiles can emit a 30-foot aura of madness for 8 rounds per day. These rounds do not need to be consecutive. Enemies within this aura are affected by confusion unless they make a DC 20 Will save. The *confusion* effect ends immediately when the creature leaves the area or the aura expires. Creatures that succeed on their saving throw are immune to this aura for 24 hours.

**Feign Death (Ex)** With a successful Bluff check (DC 15), Smiles-Under-the-Bed can make herself appear dead. Any creature wishing to ascertain whether she is really dead must make a Heal check opposed by her Bluff check. Smiles cannot move or take any actions while pretending to be dead. In addition, whenever Smiles falls unconscious, she appears dead. The Heal DC to ascertain that she is alive is 19. Smiles uses this ability to escape destruction, to gain revenge, or to trick foes into approaching her.

**Form of the Cat (Su)** Smiles-Under-the-Bed may, at will, *polymorph* into a Tiny version of herself that appears to be a normally sized, sickly grey alley-cat – albeit one with an abnormally large, creepy smile and Smiles-Under-the-Bed's crazy eyes.

**Frightful Presence (Ex)** When Smiles-Under-the-Bed charges, makes a surprise attack, or succeeds on an Intimidate or Perform check (DC 15), every creature within 30 ft. must make a Will save (DC 15) or become panicked for 2d6 rounds. Success renders a creature immune to Smiles-Under-the-Bed's frightful presence for 1 hour. Smiles-Under-the-Bed can choose for this ability to not activate.

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**Dimensional Lunge (Su)** Like other greymalkin, Smiles-Under-the-Bed is out of phase with reality (even in Dream) and can briefly shift her position relative to the world around her. Any time she makes an attack with its claws, she may choose to shift herself a total of 10 feet in any direction for a split second, before returning to her previous location. (She cannot choose not to return to her prior location.) This essentially grants her 15-foot reach with her claws.

**Maddening Laughter (Su)** When Smiles-Under-the-Bed laughs her cacophonous cackle, all living creatures within a 60-ft. spread must succeed on a Will save (DC 20) or be affected by *hideous laughter* (CL 8). This is a sonic, mind-affecting charm ability. Those who successfully save are immune to that the maddening

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laughter for 24 hours. Smiles-Under-the-Bed is immune to the effect of her own maddening laughter.

**Night Terrors (Su)** Smiles-Under-the-Bed can enter the dreams of a sleeping creature at will as a standard action. This ability has the same effect as a *dream* spell, except that once inside the dream of another creature, Smiles can control the dream world with which the sleeper interacts.

When Smiles-Under-the-Bed first arrives in the dream, she can deliver a message, as described in the dream spell. So long as she does not attempt to control the victim's dream, this message is harmless and the dreamer can awaken at any time.

Immediately upon entering the victim's dream or at any time thereafter while it remains there, Smiles can attempt to control the victim's dream. The victim must then succeed on a Will save (DC 15) or remain unconscious and asleep, trapped in the dream world with Smiles-Under-the-Bed. Smiles controls all aspects of the dream world, and the victim is powerless to change anything—although Smiles might allow it to think it has such power or even that it has awakened from the dream. Each hour thereafter, the victim must make a new Will save. Success allows it to awaken immediately; failure means it remains asleep and trapped in the dream world. The victim automatically awakens after 8 hours if it is still alive.

Each hour that the victim remains trapped in sleep by Smiles-Under-the-Bed, it takes 1d4 points of Charisma damage. A creature that has taken Charisma damage during its dream awakens fatigued and does not heal or regain spells as it normally would while resting. A creature reduced to o Charisma by the night terrors dies. A wish or miracle spell, or an antimagic field ends the effect and awakens the victim. A protection from evil spell blocks night terrors for its duration, but it does not awaken the creature. A dream spell used on the sleeping creature allows the victim a new save to break free of the effect, but the deliverer of the dream message must succeed on a Will save or be trapped in sleep with Smiles-Under-the-Bed ruling its dreams, just as though it were the original target of the night terrors. A blanket of silver links worth at least 2,000 gp prevents Smiles-Under-the-Bed from entering the sleeping creature's dreams so long as it is in contact with the sleeping creature, but it has no effect if placed on a sleeping creature already embroiled in night terrors.

**Nightmare Spellcasting (Su)** Smiles-Under-the-Bed's effective caster level for fear, phantasm, and shadow spells is treated as two higher than her base caster level as an 8-Hit-Dice magical beast.

**Vision of Madness (Sp)** Smiles can give a creature a *vision of madness* as a melee touch attack. She choose one of the following: attack rolls, saving throws, or skill checks The target receives a +4 bonus to the chosen rolls and a -4 penalty to the other two types of rolls. This effect fades after 3 rounds. Smiles can use this ability 9 times per day.

#### Traits

**Dream-Scarred [Dream]** You have endured true and powerful horror.



Ring of the Disembodied

**Benefit:** You have suffered a terrible trauma, which excised a Hope from you. This awful event does provide some solace, though. You have the faintest memory of your lost Hope with you always, and never suffer the penalties for having no Dreams. Although your Dreams may be stolen as usual, any attempt to steal a Dream from you results in your opponent becoming dazed for one round and suffering a -3 penalty to Will saves for one hour.

#### Walking Nightmare

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You feed on fear, and sow terror in your wake. **Prerequisite:** Evil alignment, Intimidate as an in-class skill

**Benefit:** You gain a +1 trait bonus on Intimidate checks, and whenever you cause another creature to become shaken, frightened, panicked, or cowering, you gain 1 temporary hit point.

#### Magic Items

#### Ring of the Disembodied

Aura faint illusion; CL 3rd Slot ring; Price 22,000 gp; Weight –

Description

This warped glass ring functions as a *ring of invisibility*, except that the user may elect to have a portion of the user's body remain visible as the rest of the user's body fades into invisibility, giving the appearance of a disembodied hand, a twitching tail, or perhaps only a lingering floating smile. A partially invisible creature gains only partial concealment (20% miss chance).

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This item functions even when a creature is polymorphed. It may be worn as an earring (or other piercing), but still occupies a ring slot.

#### Construction

**Requirements** Forge Ring, Natural Spell, *invisibility*; **Cost** 11,000 gp

Templates

#### Apex Predator Creature (CR \*2)

This creature is the most formidable hunter in a group.

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**Quick Rules**: +4 on all rolls (including damage rolls) and special ability DCs; +8 to AC and CMD; +4 hp/HD. **Rebuild Rules**: AC increase natural armor by +4; **Ability Scores** +8 to all ability scores.

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#### Dream Eater Creature (CR \*2)

#### Alignment: Chaotic evil

**Senses:** The base creature gains darkvision 60 ft.; if the base creature already possesses darkvision, the range of that ability increases by 60 ft.

**Immunity**: The base creature becomes immune to mind-affecting effects.

**Special Attacks:** A dream eater gains two special attacks, as detailed below. Both of these special attacks have save DCs equal to 10 + 1/2 the dream eater's Hit Dice + the dream eater's Charisma modifier.

Dream Eating (Su) As a full-round action that provokes attacks of opportunity, a dream eater can consume a creature's subconscious dreams if the victim fails to resist with a Will save. A sleeping victim takes a -2 penalty on saving throws against this ability, but automatically wakens if the save is successful. On a failed save, the victim takes 1d4 points of Charisma damage, and the dream eater gains a number of psychic points equal to the Charisma drained, to a maximum amount of psychic points equal to the dream eater's Hit Dice.

*Psychic Assault (Su)* As a swift action, a dream eater can imbue any melee attack he makes with a psychic assault, infusing the mind of the creature struck with hideous nightmare visions and hallucinations. The magnitude of the effect depends on how many psychic points the dream eater spends in the assault. By expending 1 point, the dream eater can cause the victim to become dazzled for 1d6 rounds. By expending 3 points, he can make a victim become staggered for 1d6 rounds. By expending 5 points, he can make the victim nauseated for 1d6 rounds. By expending 7 points, he can make the victim confused for 1d6 rounds. And by expending 9 points, he can stun the victim for 1d6 rounds. The victim can resist the psychic assault entirely by making a Will saving throw.

**Special Abilities:** A dream eater gains telepathy with other dream eaters to a range of 30 feet.

**Ability Scores:** Str +6, Dex +2, Con +4, Int +2, Wis +2, Cha +4.

**Skills**: A dream eater gains a +4 racial bonus on Perception and Stealth checks. He also gains a +8 racial bonus on Knowledge (religion) and Knowledge (planes) checks, and these two skills are now always considered class skills for the creature.

#### Laughing Beast Creature (CR \*1)

The deity or ethos of madness curses some creatures and blesses others.

**Quick Rules**: gains the domain powers of madness as if its level equaled it CR.

**Rebuild Rules: Special Attack** madness domain, maddening laughter; **Ability Scores** +4 Con and Wis. *Maddening Laughter* (Su): When a laughing beast creature laughs its cacophonous cackle, all living



#### Laughing Beast Creature

creatures within a 60-ft. spread must succeed on a Will save (DC 10 +1/2 the laughing beast's hit dice + its Wisdom modifier) or be affected by *hideous laughter* (CL equal to the laughing beast's HD). This is a sonic, mind-affecting charm ability. Those who successfully save are immune to that the maddening laughter for 24 hours. The laughing beast creature is immune to the effect of its own maddening laughter.

#### Nightmare Creature (CR \*1)

Spawned from the worst the collective unconscious can create, nightmare creatures can be nearly anything. They often appear as something or someone completely harmless until the time is right to make things go horribly wrong.

#### **Creating a Nightmare Creature**

"Nightmare creature" is an inherited template that can be added to any creature of evil alignment whose Intelligence and Charisma scores are each at least 6 (referred to hereafter as the base creature). A nightmare creature uses all the base creature's statistics and special abilities except as noted here.

**Subtype** A nightmare creature gains the evil subtype if it did not already possess it.

**Senses** Nightmare creatures possess darkvision to a range of 120 ft.

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**Aura** Nightmare creatures are terrifying, possessing the following two abilities.

Aura of Fear (Su) Nightmare creatures exude a natural aura of fear, forcing all within 60 ft. to make a Will save (DC 10 + 1/2 the nightmare creature's hit dice + the nightmare creature's Charisma modifier) or become shaken while they remain within 60 ft. of the nightmare creature for the next 24 hours. If the save is successful, the creature is immune to that nightmare creature's fear aura for 24 hours. This ability even affects creatures that cannot see the nightmare creature. A nightmare creature can suppress or reactivate their fear aura as a free action once per round.

*Frightful Presence (Ex)* When a nightmare creature charges, makes a surprise attack, or succeeds on an Intimidate or Perform check (DC 15), every creature within 30 ft. must make a Will save (DC 10 + 1/2 the

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nightmare creature's hit dice + the nightmare creature's Charisma modifier) or become panicked for 2d6 rounds. Success renders a creature immune to that nightmare creature's frightful presence for 1 hour. A nightmare creature can choose for this ability to not activate.

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**Defensive Abilities** A nightmare creature gains DR 5/silver or good, immunity to all illusion spells and effects, and regeneration 5 (silver or good spells). They also gain a permanent, supernatural *protection from good* effect (as the spell).

**Speed** Nightmare creatures gain a fly speed of 10 ft. with perfect maneuverability. If the base creature already has a fly speed, it increases to 10 ft. or remains the same, whichever is faster. In either case, its maneuverability become perfect. Although slow in the air, a nightmare creature's flight is nonetheless ominous to see.

**Special Attacks** Nightmare creatures possess the following special attacks.

*Night Terrors (Su)* A nightmare creature can enter the dreams of a sleeping creature at will as a standard action. This ability has the same effect as a *dream* spell, except that once inside the dream of another creature, the nightmare creature can control the dream world with which the sleeper interacts.

When the nightmare creature first arrives in the dream, it can deliver a message, as described in the dream spell. So long as it does not attempt to control the victim's dream, this message is harmless and the dreamer can awaken at any time.

Immediately upon entering the victim's dream or at any time thereafter while it remains there, the nightmare creature can attempt to control the victim's dream. The victim must then succeed on a Will save (DC 10 + 1/2 the nightmare creature's hit dice + the nightmare creature's Charisma modifier) or remain unconscious and asleep, trapped in the dream world with the nightmare creature. The nightmare creature controls all aspects of the dream world, and the victim is powerless to change anything-although the nightmare creature might allow it to think it has such power or even that it has awakened from the dream. Each hour thereafter, the victim must make a new Will save. Success allows it to awaken immediately; failure means it remains asleep and trapped in the dream world. The victim automatically awakens after 8 hours if it is still alive.

Each hour that the victim remains trapped in sleep by the nightmare creature, it takes 1d4 points of Charisma damage. A creature that has taken Charisma damage during its dream awakens fatigued and does not heal or regain spells as it normally would while resting. A creature reduced to 0 Charisma by the night terrors dies.

A wish or miracle spell, or an antimagic field ends the effect and awakens the victim. A protection from evil spell blocks night terrors for its duration, but it does not awaken the creature. A dream spell used on the sleeping creature allows the victim a new save to break free of the effect, but the deliverer of the dream message must succeed on a Will save or be trapped in sleep with the nightmare creature ruling its dreams, just as though it were the original target of the night terrors. A blanket of



#### Nightmare Creature

silver links worth at least 2,000 gp prevents a nightmare creature from entering the sleeping creature's dreams so long as it is in contact with the sleeping creature, but it has no effect if placed on a sleeping creature already embroiled in night terrors.

*Nightmare Spellcasting (Su)* A nightmare creature's effective caster level for fear, phantasm, and shadow spells is treated as two higher than the base creature's caster level.

**Spell-Like Ability (Sp)** Once per day, a nightmare creature can *shadow walk* (as the spell) with a caster level equal to their hit dice.

**Special Qualities** Nightmare creatures possess the following ability.

*Feign Death (Ex)* With a successful Bluff check (DC 15), a nightmare creature can make itself appear dead. Any creature wishing to ascertain whether the nightmare creature is really dead must make a Heal check opposed by the nightmare creature's Bluff check. The nightmare creature cannot move or take any actions while pretending to be dead.

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In addition, whenever a nightmare creature falls unconscious, it appears dead. The Heal DC to ascertain that the nightmare creature is alive is 10 + the nightmare creature's hit dice + the nightmare creature's Charisma modifier. Nightmare creature use this ability to escape destruction, to gain revenge, or to trick foes into approaching them.

Ability Scores Dex +4, Int +2, Cha +4.

**Skills** Nightmare creatures possess a +6 racial bonus on Intimidate and Stealth checks. Intimidate and Stealth are always class skills for nightmare creatures.

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