Horrors of the Aboleth

SAM HING

"JUST WHEN YOU THOUGHT IT WAS SAFE TO ADVENTURE IN THE WATER!"

Sorry, I couldn't resist.

It's a bit surprising it's taken us this long to do a Monster Menagerie about aboleth, as they are one of the most interesting villains in the game. Aboleth are Lovecraftian horrors writ small, an empire of entirely inhuman intelligences who are older, smarter, and more vile than most land-based races. In different campaigns they are the creators of humanity (or the destroyers of civilization, or both), the source of many monstrosities, ancient horrors from the stars, or early life from before bones and hands evolved. Some games present them as a fallen race in the twilight of their glory, others as a growing threat plotting to enslave worlds. But all agree they are malignant, cunning, spellcasting horrors that enslave and transform other races.

Despite that, there's not a lot of material expanding aboleth options. It's possible the scarcity of aboleth-related books is in part because they are presented as unknowable monstrosities, and game companies fear defining them removes too much of their mystery. Or it may just be that underwater adventures are difficult to run, and for players to enjoy without significant preparation. Especially since an aboleth is CR 7, by the time a group can actively engage in long underwater campaigns, a typical aboleth isn't much of a threat.

But what about the atypical aboleth?

This book assumes that a race as old and powerful as aboleth, and as prone to manipulating and transmogrifying other races, is going to have a great deal more in their empire than just their core race and skum servants. If a GM wants to embrace the mysterious, we present a wide range of noisome and disquieting new threats, ready to turn their alien intellects to the destruction of the PCs' world. Sadly, most players know roughly what an aboleth can do. Or at least, they did until you brought this book into your game.

So prepare to behold the behemoth, face the slime golems, and flee the tentacle crabs. Nothing can save you now. The horror of the aboleth is unveiled.

Owen K.C. Stephens
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ABOLETH BEHEMOTH

This massive aboleth rises like a living reef from the depths. Its slimy skin is broken by rows of sharp barbs. Above its trio of alien eyes sits a set of bull-like horns.

BEHEMOTH ABOLETH CR 16

XP 76,800
LE Gargantuan Aberration (aquatic)
Init +4; **Senses** darkvision 60 ft.; Perception +20
Aura mucus cloud (30 ft.)

DEFENSE

AC 31; touch 6, flat-footed 31 (+21 natural, -4 size)
hp 253 (22d8+154)
Fort +15, **Ref** +7, **Will** +18
Defensive Abilities DR 10/piercing/slashing;
Immune cold

OFFENSE

Speed 20 ft., swim 80 ft.
Melee 4 tentacles +22 (2d6+10 plus slime), and gore +22 (2d8+10)
Space 20 ft.; **Reach** 20 ft. (40 ft. with tentacles)
Special Attacks powerful charge (4d8+15), rend ship
Spell-like Abilities (CL 14, Concentration +18)
At will–*mirage arcana* (DC 19), *persistent image* (DC 19), *veil* (DC 20)
3/day – *dominate monster* (DC 23), *mislead* (DC 20)
2/day – *call lightning* (DC 17), *shout* (DC 18), *rainbow pattern* (DC 18)
1/day–*cat's grace*

STATISTICS

Str 30, **Dex** 10, **Con** 25, **Int** 10, **Wis** 17, **Cha** 19
Base Atk +16; **CMB** +30; **CMD** 40, (can't be tripped)
Feats Critical Focus, Great Fortitude, Greater Bull Rush, Improved Bull Rush, Improved Initiative, Improved Vital Strike, Intimidating Prowess, Iron Will, Power Attack, Staggering Critical, Vital Strike
Skills Bluff +21, Intimidate +36, Knowledge (any) +17, Perception +20, Survival +20, Swim +35
Languages Aboleth, Aklo, Aquan, Undercommon
Sq barbs, uncrushable

ECOLOGY

Environment any aquatic
Organization solitary or pair
Treasure double

Barbs (Ex): A behemoth aboleth's hide is studded with black barbs the size of shortswords. Any creature grappling the aboleth takes 1d6 points of piercing damage per round, and must make a successful grapple check to be able to release the aboleth.

Mucus Cloud (Ex): While underwater, a behemoth aboleth exudes a cloud of transparent slime. All creatures adjacent to the aboleth must succeed at a DC 28 Fortitude save each round or lose the ability to breathe air (but gain the ability to breathe water) for 3 hours. Making additional contact with an aboleth's mucus cloud and failing another save extends the effect for another 3 hours. The save DC is Constitution-based.

Slime (Ex): A creature hit by a behemoth aboleth's tentacle must succeed at a DC 28 Fortitude save or his skin and flesh transform into a clear, slimy membrane over the course of 1d4 rounds. The creature's new "flesh" is soft and tender, reducing its Constitution score by 4 as long as it persists. If the creature's flesh isn't kept moist, it dries quickly; the victim takes 1d12 points of damage every 10 minutes. *Remove disease* and similar effects can restore an afflicted creature to normal, but immunity to disease offers no protection from this attack. The save DC is Constitution-based.

Rend Ship (Ex): As a full-round action, a behemoth aboleth can attempt to use two of its tentacles to grapple a ship of its size or smaller. It makes a CMB check opposed by the ship's captain's Profession (sailor) check, with the aboleth gaining a cumulative +4 bonus on the check for each size category of the ship smaller than Gargantuan. If the aboleth grapples the ship, it holds the ship motionless; it can only attack foes on deck with its free tentacles. Each round it maintains its hold on the ship, it automatically inflicts gore damage on the ship's hull.

Uncrushable (Ex): A behemoth aboleth is both sturdy and flexible; it only takes half damage from attacks that deal crushing or constricting damage.

Behemoth aboleth are the result of a thousand years of experimentation, mutation, and hatred. Originally created to battle krakens, aboleths now also use them as siege engines against the walled cities of the air-breathing races. The behemoth aboleth themselves are instilled with a deep hatred of kraken, and attack them in preference to all other targets.

Behemoth aboleth try to set up a battlefield in their favor, using their spell-like abilities to confuse and scatter their foes. They prefer to start with their powerful charge before battering their foes with their tentacles. They blast flying foes with *call lightning*.

When there are no foes to battle, behemoth aboleth become massive beasts of burden, hauling great loads for their more intelligent kin. The great creatures grow increasingly restless under these conditions, and may lash out in rage if they persist for too long. To prevent this, aboleth communities generally send behemoth aboleths on "patrol" at least monthly, allowing them to vent their rage on any passing ships or large sea creatures.

ABOLETH ENGULFER

This horrifying aboleth boasts wide ray-like wings, an array of squirming tentacles, and rivulets of mucus that run in torrents down its massive body.

ENGULFER ABOLETH   CR 8

XP 4,800
LE Huge Aberration (aquatic)
Init +4; **Senses** darkvision 60 ft.; Perception +15
Aura mucus cloud (10 ft.)

DEFENSE

AC 20; touch 8, flat-footed 20 (+12 natural, -2 size)
hp 85 (9d8+45)
Fort +10, **Ref** +3, **Will** +9

OFFENSE

Speed 10 ft., swim 50 ft.
Melee 4 tentacles +11 (1d6+5 plus grab and slime)
Special Attacks engulf
Spell-like Abilities (CL 16, Concentration +19)
At will – *hypnotic pattern* (DC 15), *illusory wall* (DC 17), *mirage arcana* (DC 18), *persistent image* (DC 18), *programmed image* (DC 19), *project image* (DC 20), *veil* (DC 19)
3/day – *dominate monster* (DC 22)

STATISTICS

Str 22, **Dex** 10, **Con** 20, **Int** 15, **Wis** 17, **Cha** 17
Base Atk +6; **CMB** +12, (+16 grapple); **CMD** 22, (can't be tripped)
Feats Great Fortitude, Greater Grapple, Improved Grapple, Improved Initiative, Weapon Focus (tentacle)
Skills Bluff +15, Intimidate +15, Knowledge (any) +14, Perception +15, Spellcraft +14, Swim +26
Languages Aboleth, Aklo, Aquan, Undercommon

ECOLOGY

Environment any aquatic
Organization solitary, pair, brood (3-5 and 2d6 tentacle crabs), or shoal (7-15 and 2d6 tentacle crabs)
Treasure double

Engulf (Ex): An engulfer aboleth can spread or contract its ray-like wings at will, capturing targets within. The aboleth can attempt to scoop up a target with a full round action by making a grapple check against the target, or may transfer a target grabbed in a tentacle to its wings as a standard action. Creatures already held within the aboleth's wings can attempt a DC 19 Escape Artist check to escape each time the aboleth adds a target to its wings. An engulfer aboleth can hold 2 Large, 4 Medium, 8 Small, 16 Tiny, 32 Diminutive, or 64 Fine creatures within its wings.

The aboleth can tighten its wings around its prey, usually in response to attempts to escape, dealing 2d6 points of damage per round. Victims within the aboleth's grip may attempt to cut their way out with a piercing or slashing weapon. The aboleth's wings have an AC of 16 and take 8 points of damage to slice through. The engulfer aboleth may still use its engulf ability if a creature cuts its way out, although a creature may make a DC 19 Escape Artist to find the slit and escape.

Mucus Cloud (Ex): While underwater, an engulfer aboleth exudes a cloud of transparent slime. All creatures adjacent to the aboleth must succeed on a DC 19 Fortitude save each round or lose the ability to breathe air (but gain the ability to breathe water) for 3 hours. Making additional contact with an aboleth's mucus cloud and failing another save extends the effect for another 3 hours. The save DC is Constitution-based.

Slime (Ex): A creature hit by a engulfer aboleth's tentacle must succeed on a DC 19 Fortitude save or his skin and flesh transform into a clear, slimy membrane over the course of 1d4 rounds. The creature's new "flesh" is soft and tender, reducing its Constitution score by 4 as long as it persists. If the creature's flesh isn't kept moist, it dries quickly; the victim takes 1d12 points of damage every 10 minutes. Remove disease and similar effects can restore an afflicted creature to normal, but immunity to disease offers no protection from this attack. The save DC is Constitution-based.

E ngulfer aboleth are responsible for the "recruitment" and delivery of slaves to and from aboleth cities. They enjoy their high status as providers, and tend to be vain. Many a sailor far out to sea has reported seeing massive "rays" gliding under their ships, never knowing they were being sized up by an engulfer aboleth.

Engulfer aboleth rarely travel alone, preferring to venture forth with a contingent of slaves and tentacle crabs. They are careful not to lose captured victims when attempting to restrain newly grabbed ones, going into a fussy tantrum if a prospective victim escapes. While they fully understand the benefits of working with others of their kind, they always compete for the best captures.

Rumors exist of engulfer aboleth that can work their mind magic on captured prey. If encountered, these aboleth would be CR 9 and have the ability to cast any of their spell-like abilities or spells from the enchantment school on all targets trapped within their wings at a +2 DC.

ABOLETH MANIPULATOR

This aboleth has four insect-like limbs sprouting from its back. The limbs are armored, and have an unnatural number of joints. They end in dexterous four-fingered hands.

MANIPULATOR ABOLETH CR 10

XP 9,600
LE Huge Aberration (aquatic)
Init +6; **Senses** darkvision 60 ft.; Perception +17
Aura mucus cloud (5 ft.); despair (30 ft.)

DEFENSE

AC 25; touch 14, flat-footed 23 (+2 Dex, +4 *mage armor*, +11 natural, -2 size)
hp 104 (11d8+55)
Fort +8, **Ref** +5, **Will** +11

OFFENSE

Speed 10 ft., swim 50 ft.
Melee 4 tentacles +11 (1d6+5 plus slime), and 2 shortswords +6 (1d6+2/19-20)
Special Attacks blood drain
Spell-like Abilities (CL 16th, Concentration +21)
At will- *hypnotic pattern* (DC 17), *illusory wall* (DC 19), *mirage arcana* (DC 20), *persistent image* (DC 20), *programmed image* (DC 21), *project image* (DC 23), *veil* (DC 21)
3/day – *dominate monster* (DC 25)
Arcane School Spell-Like Abilities (CL 11, Concentration +16)
enchanting smile +3, *dazing touch* 8/day, *aura of despair* 11 rounds
Spells Known (CL 11, Concentration +16)
6th *geas/quest* (DC 23)
5th *dominate person* (DC 22), *feeblemind* (DC 22), *hold monster* (DC 22), *prying eyes, polymorph*
4th *charm monster* (DC 21), *enervation* (DC 19), *fire shield, globe of invulnerability, greater invisibility*
3rd *dispel magic, hold person* (DC 20), *lightning bolt* (DC 18), *protection from energy, vampiric touch*
2nd *blur, blindness/deafness* (DC 17), *daze monster* (DC 19), *invisibility, touch of idiocy* (DC 19)
1st *color spray* (DC 16), *hypnotism* (DC 18), *mage armor, magic missile, ray of enfeeblement* (DC 16), *sleep* (DC 18)
0 *arcane mark, bleed, detect magic, touch of fatigue* (DC 15)

STATISTICS

Str 20, **Dex** 14, **Con** 20, **Int** 21, **Wis** 19, **Cha** 21
Base Atk +8; **CMB** +15; **CMD** 27, (can't be tripped)
Feats Combat Casting, Greater Spell Focus (enchantment), Improved Initiative, Magical Aptitude, Spell Focus (enchantment), Vital Strike
Skills Bluff +16, Craft (alchemy) +16, Intimidate +19, Knowledge (arcana) +19, Perception +17, Spellcraft +21, Stealth +8, Swim +27, Use Magic Device +18
Sq split mind
Languages Aboleth, Aklo, Aquan, Common, Draconic, Goblin, Undercommon

ECOLOGY

Environment any aquatic
Organization solitary, pair, brood (3-5)
Treasure double

Spells (Ex): A manipulator aboleth casts spells as a wizard of a level equal to its HD, almost always specializing in enchantment or illusions.

Split mind (Ex): Manipulator aboleths possess different neural pathways for their four arms, allowing them to attack with their tentacles and use all four arms to make four additional attacks, or to cast one spell and make two additional attacks each round. Any attacks the aboleth makes with its arms are still considered secondary attacks.

Mucus Cloud (Ex): While underwater, a manipulator aboleth exudes a cloud of transparent slime. All creatures adjacent to the aboleth must succeed on a DC 19 Fortitude save each round or lose the ability to breathe air (but gain the ability to breathe water) for 3 hours. Making additional contact with an aboleth's mucus cloud and failing another save extends the effect for another 3 hours. The save DC is Constitution-based.

Slime (Ex): A creature hit by a manipulator aboleth's tentacle must succeed on a DC 19 Fortitude save or his skin and flesh transform into a clear, slimy membrane over the course of 1d4 rounds. The creature's new "flesh" is soft and tender, reducing its Constitution score by 4 as long as it persists. If the creature's flesh isn't kept moist, it dries quickly; the victim takes 1d12 points of damage every 10 minutes. Remove disease and similar effects can restore an afflicted creature to normal, but immunity to disease offers no protection from this attack. The save DC is Constitution-based.

anipulator aboleth are especially bred to grow four nearly humanoid arms, allowing much fine manipulation of objects without resorting to clumsy slaves. They produce magical items and research in laboratories deep within aboleth cities, churning out arcane artifacts that their brethren can use. They are even more arrogant than a typical aboleth, if such a thing is possible.

Manipulator aboleth are utterly ruthless in combat, as they are unwilling to risk extended battle. Unprepared foes rapidly fall to their mind-bending magic, and those that resist are torn and battered by their multitude of physical attacks. These aboleth quickly flee from any foe that proves to be too deadly to combat directly.

Magical research is the lifeblood of manipulator aboleth, and they will go to great lengths to procure ancient texts and dark secrets. They may use powerful illusions to pose as a humanoid wizard or – more rarely – directly buy from humanoids, as long as the aboleth maintains a position of superiority in all such transactions. They also sponsor attacks on adventurers leaving places where such secrets are known to be lost in attempts to gain them for themselves.

ABOLETH SLIME

This creatures appears to be a massive fish comprised of milky slime. It is utterly featureless until it grows a pair of thick pseudopods.

SLIME GOLEM CR 8

XP 4,800
N Large Construct (aquatic)
Init +4; **Senses** darkvision 60 ft., low-light vision; Perception +0

DEFENSE

AC 21; touch 13, flat-footed 17 (+4 Dex, +8 natural, -1 size)
hp 85 (10d10+30)
Fort +3, **Ref** +7, **Will** +6
DR 5/magic, Immune construct traits, magic

OFFENSE

Speed 30 ft., swim 40 ft.
Melee 2 slams +15 (1d6+6 plus slime)
Ranged slimeball +14 (slime)
Special Attacks immersion

STATISTICS

Str 23, **Dex** 18, **Con** -, **Int** -, **Wis** 17, **Cha** 1
Base Atk +10; **CMB** +17,; **CMD** 31, (can't be tripped)
Skills Swim +14
SQ amphibious, telepathic control, transformation

ECOLOGY

Environment any aquatic
Organization solitary, pair, gang (3-7)
Treasure none

Immersion (Ex): A slime golem may use a full round action to attempt a grapple against a creature of Large size or smaller. If successful, the slime golem pulls its victim into its own form, and the immersed creature must make a DC 18 Fortitude save against the golem's slime every round. In addition, the target must make a DC 18 Fortitude save every round or lose the ability to breathe air (but gain the ability to breathe water and the golem's slime) for 3 hours. Renewed contact with an aboleth's mucus cloud or subsequently being re-immersed into a slime golem and failing another save extends the effect for another 3 hours. The golem has a +3 racial bonus to the DCs of its saves. A slime golem may only hold a single target within itself at a time, and may choose to eject a victim at any time as a free action. Escaping from a slime golem requires a DC 15 Escape Artist or Swim check, made as a full round action.

Magic Immunity (Ex): A slime golem is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the golem as noted below. Any cold based spells or effects that deal damage instead slow the golem for 1 round per level of the spell or effect.

A *control water* spell causes the golem to be stunned for one round unless it makes a Fortitude save. Any magical effect that causes dehydration affects the golem normally.

Slime (Ex): A creature hit by a slime golem's slam or slimeball must succeed on a DC 15 Fortitude save or his skin and flesh transform into a clear, slimy membrane over the course of 1d4 rounds. The creature's new "flesh" is soft and tender, reducing its Constitution score by 4 as long as it persists. If the creature's flesh isn't kept moist, it dries quickly; the victim takes 1d12 points of damage every 10 minutes. Remove disease and similar effects can restore an afflicted creature to normal, but immunity to disease offers no protection from this attack.

Telepathic Control (Su): Any aboleth that contributed slime to a slime golem's creation may control the creature at a range of up to a mile. The aboleth sees through the golem's senses, and may use any of the golem's abilities. The aboleth must make a DC 25 concentration check to use its spell-like abilities through the golem. If two aboleth vie for control of a slime golem, they must make opposed Charisma checks, with the winner controlling the golem until challenged. There is a cumulative 5% chance per round of such telepathic combat that the golem goes berserk for 3d8 rounds, attacking whatever is around it. A slime golem is immune to any attempts at telepathic control while in this berserk state.

Transformation (Ex): A slime golem can change its shape as a standard action, becoming an ooze, adopting a vaguely fish-like form, or transforming into a featureless humanoid as needed. When in ooze form, the slime golem gains the compression ability.

Slime golems are favored by aboleths for their unwavering loyalty. They act as assassins, guards, or slave transports as needed. When left to their own devices without orders, they act as predators, ambushing any living creature they come across and dooming it to a painful, suffocating death.

Slime golems tend to charge into combat, flailing with their slam attacks and attempting to immerse whatever creatures fight back. They will typically hold a victim within themselves for a few rounds before ejecting it and attempting to immerse another target. If their initial victim attacks them, they are just as likely to attempt to immerse them again. A slime golem under the telepathic reins of an aboleth is a deadly and intelligent foe.

Slime golems are carefully guarded by their creators who fear the loss of control of their creations. The amount of slime required to produce a golem makes it nearly impossible for a single aboleth to create one, yet all aboleth fear their creations being used against their plans. While the aboleth that put up the most financing for the golem's creation is, in theory, the owner of the construct, slime golems often become unwitting pawns in elaborate plots for power.

SLIME GOLEM

CL 17th; **Price** 45,000 gp

DESCRIPTION

Slime golems are created from a (literal) ton of collected aboleth slime no more than 24 hours old. The slime is poured into a special mold and mixed with rare oils, specially treated elemental water, and powdered gemstones.

CONSTRUCTION

Requirements Craft Construct, *control water, dominate monster, polymorph;* creator must be at least 17th level; Skill Craft (alchemy) DC 22; Cost 22,000 gp

LIVYATHAN

A towering draconic form breaks the water's surface with a bubbling roar. Its head possesses the jaws and spiky horns of a dragon and the three eyes of an aboleth. Its front limbs are great tentacles, and it lacks rear limbs, its body ending in a tentacle-like tail.

LIVYATHAN   CR 17

XP 102,400
NE Huge Dragon (aquatic)
Init +4; **Senses** darkvision 60 ft., low-light vision; Perception +25
Aura horror (50 ft.)

DEFENSE

AC 30; touch 8, flat-footed 30 (-1 Dex, +23 natural, -2 size)
hp 262 (21d12+126)
Fort +18, **Ref** +11, **Will** +15
DR 10/magic; **Immune** cold, mind-affecting effects, paralysis, poison, sleep; **SR** 28

OFFENSE

Speed 40 ft., fly 200 ft. (poor), swim 80 ft.
Melee bite +28 (2d6+16), 2 tentacles +26 (1d8+5 plus slime), and tail slap +26 (2d6+16 plus slime)
Space 15 ft.; **Reach** 10 ft. (15 ft. with bite and tentacles)
Special Attacks breath weapon (40-ft. cone, 10d6 acid, Reflex save DC 26 for half, usable every 1d4 rounds), improved snatch
Spell-like Abilities (CL 18, *Concentration* +24)
At will – *charm monster* (DC 20), *hypnotic pattern* (DC 18), *illusory wall* (DC 20), *mirage arcana* (DC 21), *persistent image* (DC 21), *programmed image* (DC 21), *project image* (DC 23), *suggestion* (DC 19) *veil* (DC 22)
3/day – *charm monster, mass* (DC 24), *confusion* (DC 20), *dominate monster* (DC 25), *suggestion, mass* (DC 22)
Spells Known (CL 7, Concentration +13)
3rd *dispel magic, haste, lightning bolt* (DC 19)
2nd *acid arrow* (DC 18), *eagle's splendor, invisibility, resist energy, see invisibility*
1st *cause fear* (DC 17), *color spray* (DC 17), *protection from good, magic missile, ray of enfeeblement* (DC 17), *shield, shocking grasp* (DC 17)
0 *acid splash, bleed, detect magic, mage hand, ray of frost, read magic, touch of fatigue* (DC 16)

STATISTICS

Str 32, **Dex** 8, **Con** 23, **Int** 20, **Wis** 17, **Cha** 22
Base Atk +21; **CMB** +32; **CMD** 41, (can't be tripped)
Feats Cleave, Combat Expertise, Critical Focus, Great Cleave, Improved Bull Rush, Improved Initiative, Multiattack, Power Attack, Sickening Critical, Snatch, Strike Back
Skills Appraise +25, Bluff +26, Diplomacy +26, Fly +13, Intimidate +26, Knowledge (arcane) +25, Knowledge (history) +25, Perception +25, Sense Motive +25, Spellcraft +28, Survival +23, Swim +37, Use Magic Device +29
Languages Aboleth, Aklo, Aquan, Common, Draconic Undercommon
Sq amphibious

ECOLOGY

Environment any aquatic
Organization solitary
Treasure double

Breath Weapon (Su): A livyathan breathes out a cone of acidic slime that coats its foes. In addition to the acid, creatures caught within the cone must make a DC 26 Fortitude or lose the ability to breathe air (but gain the ability to breathe water) for 3 hours. In addition, if the breath weapon is used under water or targets foes within the water, the slime separates into droplets, forming into a jellyfish swarm with the simple advanced creature template in one round. The livyathan is immune to its own jellyfish swarm. The save DC is Constitution-based.

Horror (Ex): Creatures beholding a livyathan must make a DC 26 Will save or become frightened and sickened for 5d6 rounds. A creature making this save is immune to that livyathan's horror aura for 24 hours. This is a mind-affecting fear effect. The save DC is Charisma-based.

Improved Snatch (Ex): A livyathan can use the snatch feat with its tail attack.

Slime (Ex): A creature hit by a livyathan's tentacle or tail must succeed on a DC 26 Fortitude save or his skin and flesh transform into a clear, slimy membrane over the course of 1d4 rounds. The creature's new "flesh" is soft and tender, reducing its Constitution score by 4 as long as it persists. If the creature's flesh isn't kept moist, it dries quickly; the victim takes 1d12 points of damage every 10 minutes. Remove disease and similar effects can restore an afflicted creature to normal, but immunity to disease offers no protection from this attack. The save DC is Constitution-based.

Spells: A livyathan casts spells as a 7th level sorcerer.

Ages ago, several aboleth cities combined their ichor with the blood of dragons in a quest for power over both land and sea. The goal was to create spawn that held all the domineering and scheming aspects of the aboleth race mixed with the raw power and majesty of the great dragons. In a sense, the experiment succeeded, for livyathans are terrible foes with the ability to enslave nearly every creature they encounter. Yet this venture also represents the aboleth's greatest failure; the livyathans proved impossible to control, destroying several aboleth cities outright and bending others to their will. Any livyathan dwelling in an aboleth city is its undisputed master, with the aboleth living in fear of the creature.

Livyathans prefer to have their lessers and slaves take the brunt of any combat, but are well equipped to attack even well-armed ships and coastal settlements. They always try to keep enemies in the water to maximize the effects of their breath weapons.
While a livyathan can fly, they typically only do so to gain a tactical advantage.

Vain and arrogant, livyathans treat any insubordination harshly, seeing threats to their power in the smallest actions. They hate krakens, true dragons, and powerful coastal nations with a deep passion, and plot endlessly to destroy those that they cannot simply destroy. Livyathans are well aware of how calculating their aboleth minions can be, and watch them with care

MUCULENT HUSK

This piscine creature has flesh that flows like ooze over its rotten cartilaginous frame. Three sunken eyes glow balefully at its surroundings. Dead sea life litters the seafloor below it.

MUCULENT HUSK   CR 11

XP 12,800
CE Huge Undead (aquatic)
Init +5; **Senses** darkvision 60 ft.; Perception +24
Aura unclean water (10 ft.)

DEFENSE

AC 24; touch 9, flat-footed 23 (+1 Dex, +15 natural, -2 size)
hp 157 (15d8+90)
Fort +11, **Ref** +6, **Will** +14
Defensive Abilities channel resistance +4; DR 10/good; **Immune** cold, undead traits

OFFENSE

Speed 10 ft., swim 30 ft.
Melee 4 tentacles +15 (1d8+5 plus desiccation)
Special Attacks desiccation, energy drain (1 level, DC 23), gaze
Spell-like Abilities (CL 16, Concentration +23)
At will – *animate dead, bane* (DC 17), **darkness**, **doom** (DC 17), *command undead* (DC 18), *contagion* (DC 19), *hypnotic pattern* (DC 18), *illusory wall* (DC 20), *mirage arcana* (DC 21), *persistent image* (DC 21), *programmed image* (DC 22), *project image* (DC 23), *veil* (DC 22)
3/day – *desecrate* (DC 18), *dominate monster* (DC 24), *speak with dead*
2/day – *black tentacles, create undead*

STATISTICS

Str 20, **Dex** 12, **Con** -, **Int** 19, **Wis** 22, **Cha** 23
Base Atk +11; **CMB** +18; **CMD** 29, (can't be tripped)
Feats Cleave, Combat Expertise, Great Cleave, Improved Initiative, Iron Will, Power Attack, Vital Strike, Weapon Focus (tentacle)
Skills Intimidate +24, Knowledge (arcane, religion) +22, Perception +24, Sense Motive +24, Spellcraft +22, Stealth +11, Swim +31
Languages Aboleth, Aklo, Aquan, Undercommon

ECOLOGY

Environment any aquatic
Organization solitary
Treasure double

Aura of Unclean Water (Su): A muculent husk constantly sheds clouds of rotting mucus and slime into the water around it. When above water, the creature has a 20-foot stench aura, requiring living creatures to make a DC 23 Fortitude save each time it is entered. Creatures failing this save are nauseated for 1 minute. When underwater, the muculent husk's aura grants the creature concealment. Creatures entering the aura become coated in the corrupted slime, and develop a stench aura when leaving the water for 1d4 hours; the victim must make a DC 23 Fortitude save or be nauseated for the duration of the aura. Other living creatures failing the save are nauseated for one minute. Creatures that breathe water must make a DC 23 Fortitude save each round they remain in the aura or take 1d4 points of Constitution damage as the rotten mucus flows into their gills.

Desiccation (Su): Any creature struck by a muculent husk's tentacle takes 1d4 points of Strength damage and is fatigued. A DC 23 Fortitude save halves the Strength damage and prevents the fatigue. Drinking a gallon of water removes the fatigue effect.

Energy Drain (Su): Any living creature hit by more than one of a muculent husk's tentacles in a single round takes one negative level.

Gaze (Su): A muculent husk may target up to 3 creatures a round with its gaze attack. All targets must be within 30 feet of the muculent husk to be targeted. A creature targeted by a single eye must make a DC 23 Will save or be affected by fear. A victim targeted by two of the muculent husk's eyes must make a DC 23 Will save or be affected by bestow curse. If the creature turns all three of its eyes at a single target, the victim must make a DC 23 Will save or be affected by a symbol of insanity. The muculent husk is immune to the effects of its own gaze.

uculent husks are believed to have been originally created from a botched attempt at immortality. The resulting creature is dangerously insane, hateful, and sees itself as lord of the sea. Some rare aboleth actively pursue the rites to become a muculent husk in the same way demented humans research the dark path of lichdom.

Muculent husks hate the living, and will go out of their way to destroy any living creature that crosses their path. They will attempt to disorient and confuse their prey before attacking in a storm of flailing tentacles. They use their gaze attack to scatter attackers, typically fixing the glare of all three eyes on the nearest spellcaster.

Aboleth live in fear of these creatures, and will generally flee an area if one lairs nearby. A muculent husk frequently has a "court" of undead aboleth and scum serving it, and the oldest and most powerful may even have an undead kraken to lord over. In general, a muculent husk is deadly within a hundred miles of its lair, but the creatures are too chaotic and insane to pose a risk to the world as a whole. A few rare muculent husks take up the study of magic, becoming as powerful as the greatest of liches.

PROTOABOLETH

This leech-like creature is the size of a man. Its body is long and flattened, yet has fish-like fins and a powerful fluked tail Four slender tentacles wave in the water, and three primitive lidless eyes stare vacantly ahead.

PROTOABOLETH   CR 3

XP 800
NE Medium Aberration (aquatic)
Init +2; **Senses** darkvision 60 ft.; Perception +8
Aura mucus cloud (5 ft.)

DEFENSE

AC 15; touch 12, flat-footed 13 (+2 Dex, +3 natural)
hp 26 (4d8+8)
Fort +3, **Ref** +3, **Will** +5

OFFENSE

Speed 10 ft., swim 30 ft.
Melee 4 tentacles +4 (1d4+1 plus slime), bite +4 (1d6+1 plus attach)
Special Attacks blood drain
Spell-like Abilities (CL 4, Concentration +5)
At will – *hypnotic pattern* (DC 13), *persistent image* (DC 17)
3/day – *charm monster* (DC 16)

STATISTICS

Str 12, **Dex** 15, **Con** 14, **Int** 10, **Wis** 13, **Cha** 13
Base Atk +3; **CMB** +4; **CMD** 24, (can't be tripped)
Feats Combat Reflexes, Lunge
Skills Intimidate +8, Knowledge (local) +7, Perception +8, Swim +16
Languages Aboleth, Aklo, Aquan

ECOLOGY

Environment any aquatic
Organization solitary, pair, nest (3-5)
Treasure standard

Attach (Ex): When a protoaboleth hits with a bite attack, it latches onto its target and automatically grapples. The protoaboleth loses its Dexterity bonus to AC but holds on with great tenacity, and automatically inflicts bite damage each round. A protoaboleth has a +8 racial bonus to maintain its grapple on a foe once it is attached. An attached protoaboleth can be struck with a weapon or grappled itself; if its prey manages to win a grapple check or Escape Artist check against it, the protoaboleth is removed.

Blood Drain (Ex): A protoaboleth drains blood at the end of each turn it is attached, inflicting 1d2 points of Strength and Constitution damage.

Mucus Cloud (Ex): A protoaboleth's mucus gives it concealment while the creature is in the water. In addition, all creatures adjacent to a protoaboleth must succeed on a DC 14 Fortitude save each round or lose the ability to breathe air (but gain the ability to breathe water) for one hour. Making additional contact with a protoaboleth's mucus cloud and failing another save extends the effect for another hour. The save DC is Constitution-based.

Slime (Ex): A creature hit by a protoaboleth's tentacle must succeed on a DC 14 Fortitude save or his skin and flesh transform into a clear, slimy membrane over the course of 1d4 rounds. The creature's new "flesh" is soft and tender, reducing its Constitution score by 2 as long as it persists. If the creature's flesh isn't kept moist, it dries quickly; the victim takes 1d12 points of damage every hour. Remove disease and similar effects can restore an afflicted creature to normal, but immunity to disease offers no protection from this attack. The slime slowly turns back into normal flesh over the course of 1d4 hours. The save DC is Constitution-based.

R are in the extreme, protoaboleth are the forebears of modern aboleth. As befitting such primordial creatures, they dwell in the most forgotten area of the world, deep in dinosaur-haunted jungles, or miles beneath the earth. They hate most other creatures equally, especially their more powerful decedents.

Protoaboleth tend to keep a few powerful monsters at hand, charmed as bodyguards. They allow their slaves to do the bulk of any actual combat, attacking only the weakest or most gravely injured of their foes. They flee combat if they are wounded, retreating to sulk and seethe with hatred in the deepest pools.

Protoaboleth never keep intelligent creatures as direct slaves for long, as they loathe anything as intelligent as themselves. They may act as a bestial "god" to primitive humanoids, appearing at dark ceremonies of appeasement, but only to gain unknowing bodyguards, food, and treasures. True aboleth destroy protoaboleth when they discover them, viewing them as lesser creatures whose time has long passed.

SKUM, CETACEAN

This fishlike humanoid has deep gray flesh and a rounded head. Its mouth forms a beak-like muzzle, full of sharp conical teeth.

CETACEAN SKUM CR 3

XP 800

LE Medium Monstrous Humanoid (aquatic)
Init +3; **Senses** blindsight 120 ft., darkvision 60 ft.; Perception +10

DEFENSE

AC 16; touch 13, flat-footed 13 (+3 Dex, +3 natural)
hp 42 (4d10+20)
Fort +5, **Ref** +7, **Will** +4
Resist cold 10

OFFENSE

Speed 20 ft., swim 50 ft.
Melee trident +7 (1d8+3), claw +5 (1d4+1), bite (1d6+1)
Ranged trident +7 (1d8+3)
Special Attacks powerful charge (2d4+6)

STATISTICS

Str 16, **Dex** 17, **Con** 19, **Int** 10, **Wis** 10, **Cha** 9
Base Atk +4; **CMB** +7; **CMD** 20
Feats Multiattack<B>, Skill Focus (Perception), Toughness
Skills Perception +10, Stealth +10, Survival +7, Swim +27; Racial Bonuses +6 to Stealth while underwater
Languages Aboleth, Aquan, Undercommon

ECOLOGY

Environment any aquatic
Organization solitary, pair, brood (2-5), pack (6-12) or cabal (13-50 plus 10-90 skum, 50% noncombatants, 1 subchief of 3rd level per 20 adults, 1 druid of 4th-6th level per 40 adults, 1 chief of 7th-10th level and 2-6 oozes)
Treasure NPC gear (trident, other treasure)

Cetacean skum tend to lead combat with a powerful slam from their bony beak before falling back to their tridents. They are willing and often prefer to use their natural weapons over manufactured ones.

Cetacean skum carry deep memories of what they once were, and hate both themselves and the aboleth. They frequently go off by themselves to brood, and fight recklessly in hopes of dying in battle. Despite these memories, the evil infecting them is strong, and they still serve the aboleth race when they can. Despite the lawful nature bred into them, fully a quarter of cetacean skum tend to neutral evil, or even chaotic evil.

Cetacean skum are bred from dolphins, and are much rarer than typical skum. They are aggressive, and at times nearly suicidal in combat. Only 25% of such breedings are productive, leading skum to attempt to capture entire pods of dolphins, which earns the ire of merfolk and tritons.

SWARM, LARVAL ABOLETH

The water boils with tiny fishlike creatures, each waving a set of tentacles. The water around them seems thick and slimy.

LARVAL ABOLETH SWARM CR 6

XP 2,400
NE Diminutive Aberration (aquatic, swarm)
Init +6; **Senses** darkvision 60 ft.; Perception +11

DEFENSE

AC 20; touch 17, flat-footed 17 (+2 Dex, +1 Dodge, +3 natural, +4 size)
hp 52 (8d8+16)
Fort +4, **Ref** +6, **Will** +10
Defensive Abilities swarm traits;
Immune weapon damage

OFFENSE

Speed swim 30 ft.
Melee swarm (2d6 plus distraction)
Special Attacks distraction (DC 16), mucus
Space 10 ft. **Reach** 0 ft.

STATISTICS

Str 2, **Dex** 14, **Con** 15, **Int** 9, **Wis** 14, **Cha** 15
Base Atk +6; **CMB** -; **CMD** -
Feats Dodge, Improved Initiative, Iron Will, Lightning Reflexes
Skills Knowledge (local) +8, Perception +11, Stealth +23 Swim +13
Sq alter appearance

ECOLOGY

Environment any aquatic
Organization solitary, pair, infestation (3-10)
Treasure standard

Alter Appearance (Su): A swarm of larval aboleths may generate an illusion around themselves, allowing them to appear like a school of harmless fish, or similar animals of their same size. If disbelieved or interacted with, a DC 16 Will save will see past the image.

Mucus (Ex): Any creature that is within a swarm of larval aboleth must succeed on a DC 16 Fortitude save each round or lose the ability to breathe air (but gain the ability to breathe water) for one minute. Making additional contact with a swarm's mucus and failing another save extends the effect for another minute. The save DC is Constitution-based.

L arval aboleth swarms are found where ever large numbers of aboleth dwell. Once the aboleth spawn, they guard their larva haphazardly, allowing survival of the fittest to ensure that only the most powerful spawn grow to adulthood.

A swarm of larval aboleth is always hungry, and will attack any creature that is not an aboleth or known servant. They cloak themselves in the image of harmless fish, and are generally ignored by both predator and prey until it's too late.

A swarm of larval aboleth will remain together for several years before suddenly turning on each other with a violence that turns the water to ichor-stained froth. The two or three survivors of the massacre haul themselves out of the water to join the greater aboleth society. They only begin to exist as thinking beings to adult aboleth at this point.

TENTACLE CRAB

This horse-sized crustacean has four arms, two on each end of its shell. The arms sprout bizarre ectoplasmic tentacles, which lash the air with abandon. Between each set of arms is a wicked-looking set of jaws. A long stalk rises from the center of its shell, bearing a grape-like cluster of dark eyes.

TENTACLE CRAB   CR 10

XP 9,600
LE Large Aberration (aquatic)
Init +4; **Senses** darkvision 60 ft.; Perception +12

DEFENSE

AC 25; touch 9, flat-footed 25 (+16 natural, -1 size)
hp 112 (15d8+45)
Fort +8, **Ref** +5, **Will** +12
Defensive Abilities fast healing 2; **DR** 5/bludgeoning, **Immune** flanking

OFFENSE

Speed 40 ft., swim 30 ft.
Melee 4 tentacles +17 (1d6+7 plus grab), 2 bites +13 (1d8+3)
Space 10 ft.; Reach 10 ft, (15 ft. reach with tentacles)
Special Attacks constrict (1d6+7)

STATISTICS

Str 25, **Dex** 10, **Con** 17, **Int** 6, **Wis** 17, **Cha** 14
Base Atk +11; **CMB** +19, (+25 grapple); **CMD** 29, (41 vs trip)
Feats Cleave, Great Cleave, Greater Grapple, Greater Overrun, Improved Grapple, Improved Initiative, Improved Overrun, Power Attack
Skills Climb +16, Intimidate +11, Perception +12, Survival +12, Swim +24
Languages Aboleth, Aklo
SQ shed tentacle

ECOLOGY

Environment any aquatic
Organization solitary, pair, cast (3-15)
Treasure standard
Shed Tentacle (Ex): A tentacle crab may shed one of its tentacles as a free action, typically after it has grabbed a target. The translucent gel that makes up the tentacles becomes extremely sticky when it is shed, causing the target to become stuck in place and gain the entangled condition. The victim must make a DC 25 Escape Artist check, or make a grapple check against the crab as a full action to escape. A full gallon of vinegar or alcohol will break down the glue in one round. A tentacle will slowly decay on its own over the course of 24 hours. The crab will form a new tentacle in 1d4 rounds.

entacle crabs were created by the aboleth early in their reign to capture humanoids as slaves and to serve as beasts of war. Intelligent enough to follow complex orders yet not intelligent enough to question them, tentacle crabs still serve their overlords today, with a few feral specimens wandering lonely shorelines.

Tentacle crabs are straightforward fighters, grabbing foes worthy of capture in their tentacles and biting those that would not make good slaves to pieces with their jagged jaws. They generally keep two tentacles whole at all times, allowing shed tentacles to regenerate. A single crab may capture an entire fishing village, gathering up their shed tentacles and the victims they contain and dragging them back to the sea.

A tentacle crab is conditioned by instinct to follow the orders of any aboleth, and will do so without hesitation. Many of them will also respond to orders given by skum, assuming the skum is confident. A weak-seeming skum is assumed to be unworthy, and promptly attacked. Skum, for their part, both desire the crabs as beasts of war, and hate them for their superior power.

ITEMS, FEATS, AND SPELLS

NEW ITEMS

Aboleth drive their slaves to work tirelessly to create new items and magic to assist in their domination. The more powerful the item or spell, the more likely it is to have been created by an aboleth instead of its creation being entrusted to one of their slaves. Many aboleth items have effects similar to more familiar ones; lacking a humanoid form, the horrors from the deep create tentacle bands, and pierce their fins with enchanted earring-like items.

Flesh Hardener: Flesh hardener is a fine black powder that reacts to skin affected by aboleth slime. It hardens the membrane to a shiny crust, negating the need to keep it moist. This new "skin" is very brittle, and the target takes double damage from all bludgeoning attacks. The crust softens back to its original slimy membrane in 2d4 hours. A dose of flesh hardener costs 25 gp.

Mucus Bomb: Made from carefully distilled and preserved aboleth mucus, a mucus bomb is housed in an easily shattered bottle of thin glass. Most commonly found in the gear of skum and other minions of the aboleth, it is thrown as a splash weapon ranged touch attack with a range increment of 10 feet. A direct hit requires the victim to make a DC 17 Fortitude save or lose the ability to breathe air (but gain the ability to breathe water) for 3 hours. A single bottle costs 150 gp.
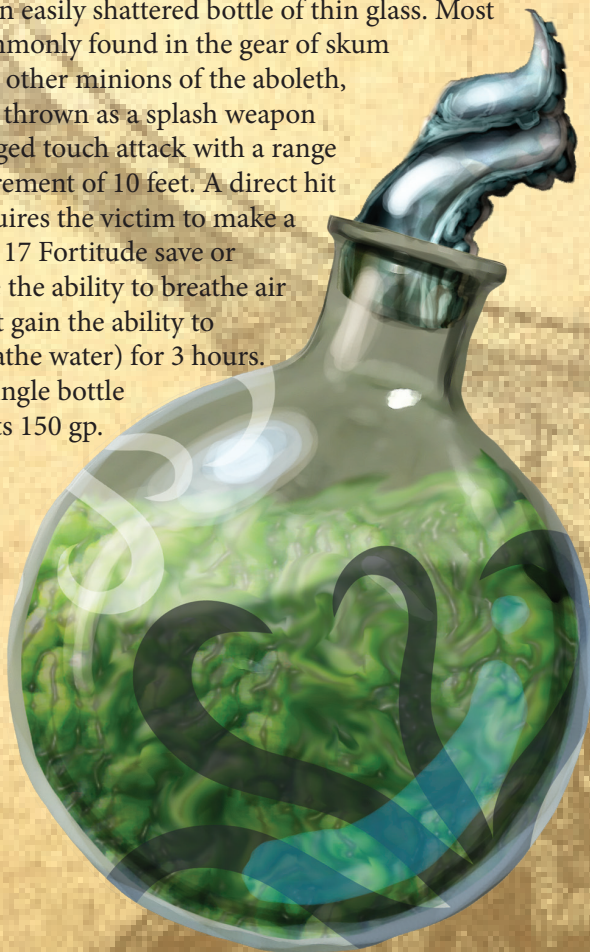
Slime Jet: A slime jet is created from the swimbladder of rare fish, and filled with preserved aboleth slime. As a standard action the slime may be shot out at high pressure, creating a 20ft. line of slime. Creatures within the line must make a DC 17 Reflex save or be struck by the slime. Creatures struck must make a DC 20 Acrobatics check to move at more than one quarter speed, with failure meaning they fall prone. In addition, all creatures failing the Reflex save must make a DC 17 Fortitude save or their skin and flesh transform into a clear, slimy membrane over the course of 1d4 rounds. The creature's new "flesh" is soft and tender, reducing its Constitution score by 4 as long as it persists. If the creature's flesh isn't kept moist, it dries quickly; the victim takes 1d12 points of damage every 10 minutes. Remove disease and similar effects can restore an afflicted creature to normal, but immunity to disease offers no protection from this attack. The bladder may be refilled as a full round action if the treated slime is available. The bladder costs 50 gp, and each dose of slime costs 100 gp.

RING OF LANDWALKING

Aura strong transformation; **CL** 9th; **Slot** fin; **Price** 33,750 gp **Weight** -

DESCRIPTION

This golden ring is made to pierce the fin of an aboleth or other aquatic creature. It is created with 25 charges, and each time a charge is used the user gains a multitude of legs, similar to a millipede. These legs grant the user a land speed of 40 for one minute. The ring grants the user no ability to breathe air, and will not function for land dwelling creatures.

CONSTRUCTION

Requirements Forge Ring, *polymorph*; **Cost** 16,875 gp

TENTACLE STAFF

Aura moderate necromancy **CL** 7th; *Slot* none;
Price 79,400 gp **Weight** 3 lbs.

DESCRIPTION

A *tentacle staff* consists of a stout wooden stave topped with a preserved piece of aboleth tentacle. It functions as a *+1 staff* which may attempt to disarm, grapple, or trip on a successful strike, using a CMB of +13 or the users CMB, whichever is better. This does not provoke an attack of opportunity. The tentacle staff may use the damage, move, and pin actions, dealing 1d6+1 points of damage. In addition, once per day the *tentacle staff* may exude a thick slime that lasts for 3 strikes. Targets struck by the slime-covered tentacle must make a DC 20 Fortitude save or their skin and flesh transform into a clear, slimy membrane over the course of 1d4 rounds. The creature's new "flesh" is soft and tender, reducing its Constitution score by 4 as long as it persists. If the creature's flesh isn't kept moist, it dries quickly; the victim takes 1d12 points of damage every 10 minutes. *Remove disease* and similar effects can restore an afflicted creature to normal, but immunity to disease offers no protection from this attack. The effect wears off in 24 hours.

CONSTRUCTION

Requirements Craft Magic Arms and Armor, *black tentacles, contagion*;
Cost 39,700 gp

NEW FEATS

The following feats are deal with the alien nature of aboleth, and those they have changed.

ALIEN MAGIC

Your spells contain an alien essence very different from known magic.

Prerequisites: Aberration or aberrant bloodline, ability to cast first level spells

Benefit: Your spells and spell-like abilities gain +5 to their caster level or the opposing Spellcraft check for the purpose of dispelling or countering them.

ANCIENT ENEMY

Your ancestors were enslaved by aboleth in the distant past, and fought their way to freedom.

Prerequisites: Human

Benefit: You gain a +4 racial bonus to all saves against aboleth spells, spell-like abilities, and special attacks.

SOFTSKIN

You can change back to your previous racial form.

Prerequisites: Skum

Benefit: You can make a DC 15 Will save to assume your pretransformation form for 24 hours. You look exactly like you did before you became a skum, allowing you to go unnoticed. During this time you can breed, passing on your corrupted genes.

NEW SPELLS

Aboleth spell casters are diverse and creative, often focusing on spells of a specific school when creating new spells. They constantly experiment with spells that destroy ships, enslave their foes, and increase their natural advantages against landwalkers in their domain.

RAZORED WAVES

School evocation; **Level** cleric 6, druid 5, sorcerer/wizard 6, witch 5
Casting Time 1 standard action
Components S, M (a shard of glass)
Range long (400 ft. + 40 ft./lv)
Area 100-ft-spread per 3 levels
Duration 1 round/2 levels
Saving Throw none; **Spell Resistance** no

You create an area of choppy waves, causing all creatures in the area to take a -8 penalty to Swim checks within the affected area. The crest of each wave is almost crystalline and razor sharp, inflicting 4d4 points of slashing damage to all creatures on the surface, and to all ships in the area. Creatures below the surface suffer no penalties until they breach the surface.

TAINT THE BLOOD

School transformation; **Level** cleric 7, druid 7, sorcerer/wizard 8, witch 8
Casting Time 1 standard action
Components S, M (a fish scale soaked in human blood)
Range touch
Target one humanoid or dolphin
Duration special
Saving Throw Fort negates; **Spell Resistance** yes

You inflict the curse of becoming skum on a target. If your victim fails their Fortitude save they begin to subtly change, losing a point of Charisma per week until they reach a score of 1, at which time they gain a point of Charisma a week until they reach a total of 6. While the target is losing Charisma, they are drawn to the water, irritable and ill, but show no outward changes. Once they begin to regain Charisma, they begin to change physically and mentally, with their skin growing scaly, their hair falling out, and their face becoming fish-like. They flee from their former homes and allies, heading for the nearest body of water to complete the transformation.

The effect may be ended at any time by a casting of remove curse or greater magic, causing the magic to reverse itself over the same time frame as the transformation. Non-human humanoids gain a +2 to their initial save.

REVERSE VORTEX

School evocation; **Level** cleric 5, druid 4, sorcerer/wizard 5, witch 5
Casting Time 1 standard action
Components V, S
Range medium (100 ft. + 10 ft./lv)
Effect 50-ft-inverted cone, 50-ft wide at the base
Duration 1 round/2 levels
Saving Throw Reflex half; **Spell Resistance** no

You create an inverted whirlpool, sucking muck and debris from the sea floor and hurling it at the surface. Targets on or within 10 feet of the surface take 2d6 points of damage every round as they are pelted with rocks, bones, and assorted detritus. The silt stirred up by this effect grants concealment to all creatures affected, and water breathing creatures must make a Fortitude save or be sickened for 2d6 rounds. Any creature attempting to enter the cone takes double damage, both from the debris and from the swirling forces tearing at them, and ends up at the surface in a single round. This spell fails if attempted in water deeper than 50 feet.

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