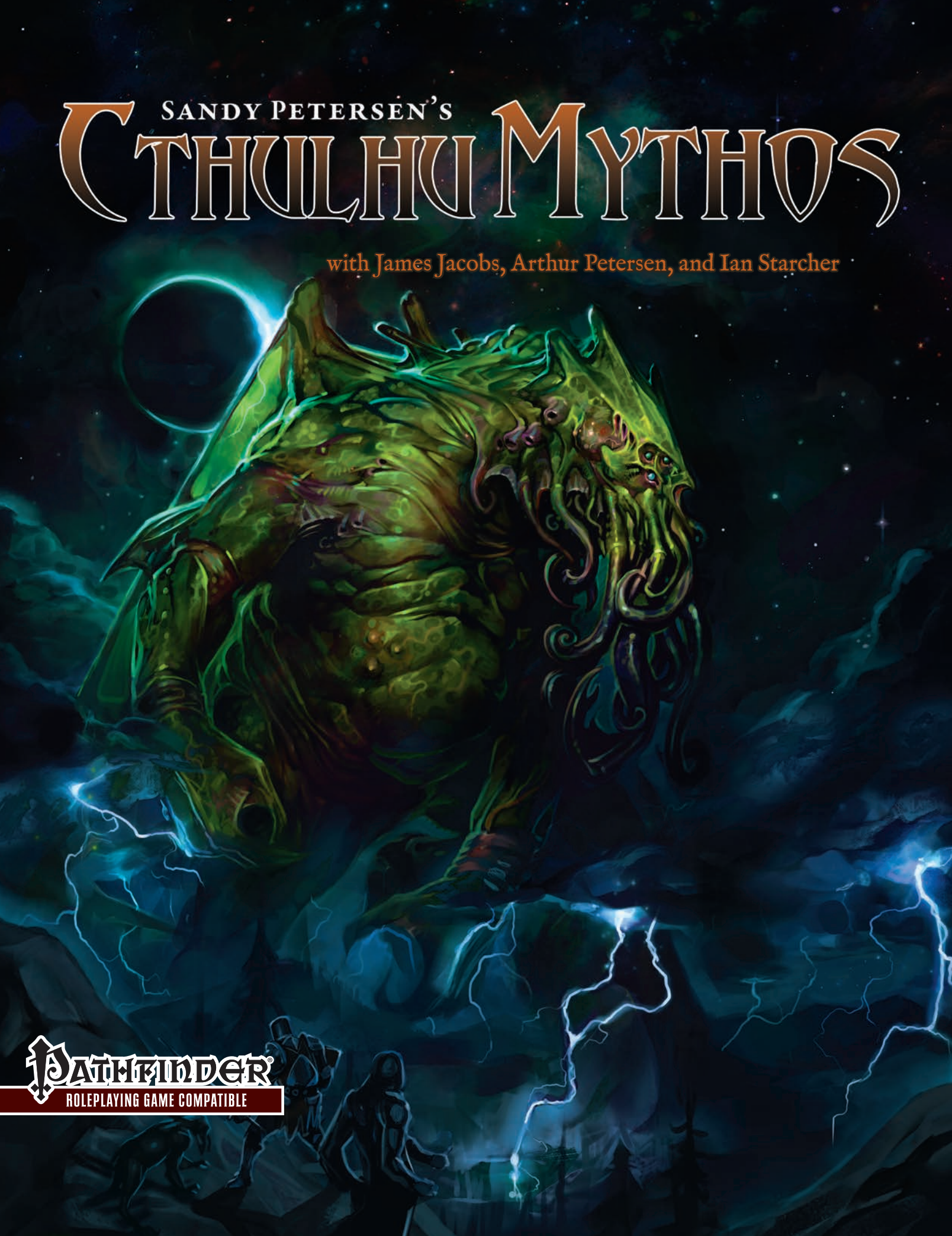

SANDY PETERSEN'S
CTHULHU MYTHOS
with James Jacobs, Arthur Petersen, and Ian Starcher
PATHFINDER
ROLEPLAYING GAME COMPATIBLE



We would like to dedicate this tome to our spouses and families who tirelessly supported us during its writing and development. And to he who must not be named.



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Chapter 1: Getting Started

1 | Getting Started

Using This Book

Searchers after horror haunt
strange, far places.

—*The Picture in the House*,
H. P. Lovecraft

This book provides rules for both players and game masters (GMs) to incorporate elements of the venerable Cthulhu Mythos into their *Pathfinder Roleplaying Game*. Inside, you will find tips on how to run fantasy horror games, rules for new playable races, options to customize player characters' class features for cosmic horror games, new rules for dread and insanity in the cosmic horror tradition, new spells and a new ritual magic system, new items and artifacts, and more.

Players will find the most use in the races, class options, dread and insanity rules, spells, and items (with the exception of some spells, rituals, and items linked directly to Great Old Ones and Outer Gods). Chapter 3 includes new feats and a new skill, Profession (Yog-Sothothery philosopher), which can be used for most matters covered in this book but strains the sanity of those who delve into matters beyond normal mortal comprehension. Chapter 4 contains rules for fear, dread, and insanity that work with the standard Pathfinder rules and evoke the feel of cosmic horror.

In the second part of the book, GMs will find new tools for challenging player characters, including descriptions of many dangerous cults and their tactics, rules for facing the overwhelming power of Great Old Ones and Outer Gods directly, and dozens of horrific monsters, including many new interpretations and reprints of Mythos monsters previously published for the Pathfinder Roleplaying Game system. All of these rules are generally useful for building antagonists in any campaign, but they are especially appropriate for one that involves the Mythos to some degree.

All of the rules in this book can be used with just the *Pathfinder Roleplaying Game Core Rulebook* and *Pathfinder Roleplaying Game Bestiary*, but a few optional elements are provided for groups using a wider variety of *Pathfinder Roleplaying Game* books. In some cases, where our new foes and rules were best captured by material printed in other *Pathfinder Roleplaying Game* books (such as Great Old Ones offering the Void domain or Father Dagon's *tsunami* spell-like ability), we reprinted those rules in the appropriate section for ease of use. This reprinted text clearly indicates the source it came from.

Sandy's Notes

Here and there, Sandy's Notes present advice more directly to GMs from Sandy Petersen regarding how to use these rules elements in a game or how to describe them to players.



What is the Cthulhu Mythos?

The Old Ones were, the Old Ones are, and the Old Ones shall be. ... Man rules now where They ruled once; They shall soon rule where man rules now. After summer is winter, and after winter summer. They wait patient and potent, for here shall They reign again.

—H. P. Lovecraft

In the 1920s and 1930s, an obscure American writer named H. P. Lovecraft penned a series of the most amazing horror tales ever written. He broached topics never before conceived, devised a multitude of terrifying entities, and invented a whole new approach to horror, changing the face of fantastic fiction forever.

Yet he did even more. He was active in the Amateur Press Association of his time, and corresponded heavily with other authors, giving them advice and mentoring them. One of his innovations was to create a sort of common mythology, which multiple authors would draw upon when writing horror tales. Most infamously, he created the fearful book the *Necronomicon,* which was mentioned by dozens of other writers, giving it an aura of realism that is rare in fiction. The same is true for many of his other creations.



Today, this framework he invented is usually called the Cthulhu Mythos, named after one of his most famous frights. And here we are today, steeping ourselves again in its awesome and terrible secrets.

The Cthulhu Mythos is based on the principle that humanity is not the center of the universe. The cosmos is vast and filled with unthinkable forces, many not subject to our own natural laws. Some of these forces are unthinkably powerful—best considered to be like unto gods. These include Great Old Ones and Outer Gods such as Yog-Sothoth, Azathoth, Hastur, and Cthulhu. Others are lesser beings, though still fearsome and dangerously intelligent, such as the fungi from Yuggoth, the deep ones, or the elder things. These forces can manifest in the physical world as well, giving supernatural potency to inanimate objects or even concepts, such as geometry and mathematics.

The Mythos is nothing if not scientific, though humanity does not and indeed *cannot* know everything. The magic of the Mythos is all founded upon scientific principles, discovered or undiscovered.

Come, let us explore Lovecraft's dire imagination together.

—Sandy Petersen

How to Bring Horror to Heroic Fantasy

—Sandy Petersen

Three Basic Rules of Horror

M. R. James was a writer in the early 20th century who specialized in creepy ghost stories. One of Lovecraft's favorite authors, James wrote an essay in which he laid out three rules to construct an effective ghost story. His rules apply to any type of horror, however, and I consciously apply them to scenario-building and when running horror-themed games.

The First Rule: Don't Use Jargon

Nothing spoils the sense of fear more than bringing the player out of the game and back into real life. Every time you refer specifically to game rules or introduce concepts by means of technical terminology, you lose a bit of potential creepiness. Pathfinder is filled with tactical options, all of which use precise terms, which means you, the game master, need to find ways to avoid saying things like, "Let's see… the Shoggoth has +11 Initiative. He rolls and hits with an… er… engulf attack, inflicting 4d6+22 damage, plus 8d6 acid. Is there a saving throw vs. acid?"

Instead, *do* the rolls without overmuch commentary. You still need to inform the players of damage inflicted and special restrictions, but you can accomplish this without parroting specific game rules. Experienced game masters may already be doing this—it is one of the basics of drawing players into an adventure.

The Second Rule: The Enemy Must Be Malign

Friendly ghosts aren't scary—it's a fact of life. This applies to monstrous forces too. If the players find out that the fungi from Yuggoth are trying to establish a quiet mining base, all terror of them vanishes. The Mythos is full of entities that players can interact with, but all of them are malign and creepy, even the sometimes-peaceful ones. You can learn the language of ghouls, but even when they are friendly, they are always eyeing your physique with an eye to how tasty you look. Even the small and seemingly harmless zoogs occasionally trap and eat visitors to their forest.

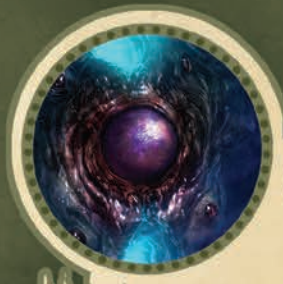
Fortunately, the Mythos is filled with terrifying purpose. Sure, the fungi from Yuggoth might only say they want a quiet mining base, but there must be more to it than that. What are they mining? What is their underlying purpose? Are they using the ore to construct some sort of gigantic bio-techno-magical device? If so, what will it do?

At first glance, the great race of Yith appears neutral—even benign. That is, until you realize that they periodically exterminate entire sentient species by mass mind-swap to continue their existence! (Humanity has only escaped this fate because it is too puny for Yithian ambition. Thus far.)

The Third Rule: Set the Tale Somewhere Mundane

James points out if you set a ghost story in an esoteric and inaccessible locale, readers can't easily imagine themselves in that situation. As a result, he set all of his stories in the places and locales he knew well: seaside hotels, old country churches, public libraries, and so forth.

You have a major advantage here, since you are running a roleplaying game. Your players normally throw themselves into the roles of their characters, empathizing with them and cross-exchanging personality traits. As a result, they know and feel their characters, and it's easy for them to buy into the setting you choose.



You can make the story even more dangerous by putting it right in the heart of the players' stomping grounds. You could set up an adventure with a shoggoth as a dangerous enemy under a distant glacier, but the players will be more invested if you have that same shoggoth patrolling the sewers under your campaign's capital city, sneaking up through openings and pulling victims down to feed. Knowing that shoggoths exist in some distant place in the world is one thing. Knowing that there is a shoggoth in *your* home city eating folks every night is another thing entirely.

Adding Horror to Adventures

Horror is a delicate topic. When Horror is combined with another genre, the usual result is that the other genre wins out. For example, most horror-comedies are really just comedies with a horror element. Many attempts have been made to mix horror and superheroes, and, again, the end result is generally a superhero story with a horror element. Most players of Pathfinder understandably are focused on high adventure, derring-do, and sword and sorcery. And of course, when horror is added to the adventure theme, just as with other genres, the adventure is what remains, though now horror-tinged.

This is not necessarily a bad thing. Consider the difference between the films *Alien* and *Aliens*. The first is a horror movie. The second is an adventure movie with horror elements. Both are great films.

If you just want new enemies for your players to battle and investigate, this book has everything you need, with a variety of interesting creatures you can pull out of your back pocket to surprise and intrigue your players. Almost all of these entities have their own little tricks and traps to spring on the players. They range in power from the easily-defeated (zoogs, ghouls, etc.) to the almost unstoppable (flying polyps, starspawn, etc.) to truly awful impossibilities that will drive the hardiest adventurer mad (Hastur, Azathoth, etc.).

The fact is that Lovecraft's monsters aren't just monsters. They have *personalities*. And as such, you can use them for much more than just bags of hit points. Most obviously, they need not always be treated as enemies. Yes, these monsters can be malign, cannibalistic horrors, but they are most often intelligent horrors who are able to understand and sometimes communicate with humans. They have purposes.

For example, on a lonely road, the player characters arrive at an inn run by zoogs. This simple premise is alight with possibilities. What would the zoogs want as payment? What do they offer in exchange, beyond sleeping quarters and a fine meal of moonberry wine and rat-on-a-stick? The zoogs could have a gift shop, consisting of goods taken from people foolish enough to sleep alone and unguarded in the zoogs' rooms. (After all, they are still zoogs.)

Even more horrendous monsters may be able to interact with an adventuring party outside of mere combat. The fungi from Yuggoth maintain a secret society of people who do the fungi's will in return for technological and biological wonders. The fungi actively evangelize for this society, and the most useful people for their purposes are, clearly, adventurers: itinerant and well-traveled, generally individually powerful, and highly experienced. For all these reasons, they make excellent agents. While your own group of adventurers are, no doubt, unwilling to serve the terrible goals of the fungi, there can be no doubt that another party might not be so high-minded, and the players may therefore encounter these individuals. That they serve the fungi would not be immediately obvious, but perceptive adventurers will invariably notice signs of Yuggoth's control…

As you look through the monsters and other elements of this book, consider many such possible uses, both obvious and subtle. You can certainly use any adventure or situation you like, merely plugging in the Lovecraftian entities. But for a memorable and compelling game, spend some planning time considering how the situation is now different because the Cthulhu Mythos is involved.

Everyone's familiar with the classic dungeon crawl, commonly constructed by an insanely powerful lich or a mad wizard. Perhaps the dungeon is instead being run by a Lovecraftian entity of enormous power. I'll randomly select a possibility (rolls dice). Okay, I came up with Nyarlathotep. Arbitrarily I've named this dungeon "The Twisted Pyramid." (Seems Egyptian-ish.) Now obviously the Crawling Chaos has the ability to create a vast maze full of treasure, traps, and monsters, but why would he? Let's think about Nyarlathotep's personality: he is the mind and voice of the Outer Gods, and what he primarily cares about is serving them. What if his goal in creating this dungeon is to keep up to date on how dangerous the most powerful adventurers in the world are? He doesn't necessarily want to kill them—he just wants to know how they're doing and how to challenge them. And if these top adventurers are weak enough, he can bring back the Old Ones to destroy the world with the flick of a metaphorical wrist.

Of course, the best way to ensure that he gets a good analysis of these adventurers is to tell them the unvarnished truth. Let everyone know that there is wealth—as well as danger—in the Twisted Pyramid to draw the finest adventurers available. Once the current crop of adventurers proves too craven and feckless to brave the pyramid, Nyarlathotep will know the world is ready for the end times. Thus, the players have two reasons to brave the pyramid—one obvious, one subtle. First, they can seek the wealth, which is genuinely there as a lure. And second, they might wish to save the world from the Old Ones' return. (They may not know about this aspect of the adventure until they get to the pyramid, or perhaps only in retrospect.)

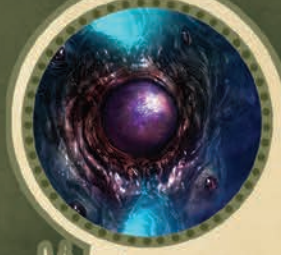
But how else could Nyarlathotep affect the dungeon crawl? Well, I would propose that as he has a thousand forms, each separate dungeon level features its own avatar of Nyarlathotep, starting out with comparatively weak forms, and working up to the most powerful. I would also suggest that each time the adventurers encounter Nyarlathotep he speak with them, mocking their efforts and making suggestions, foul offers, and promises.

This is a dungeon with a kick to it, and yet in many ways, it is a normal, expected experience. The Mythos has added that little extra touch to bring it beyond the mundane. With this twist, you can turn Nyarlathotep into an ongoing foil for the players and for your campaign, using a mere dungeon crawl as their introduction to him.

How to Use Horror in a RPG Environment

Many of the creatures in the Mythos are so horrendously powerful that even a high-level group cannot kill them. Some of the entities described in this book are literally impossible to defeat. Don't force such a confrontation upon your players without giving them warning. You don't need much of a premonition—perhaps a shadow suddenly darkens the moon, or the city's dogs suddenly and abruptly cease their howling.

The entities of the Mythos almost always corrupt those who learn of them. Adventurers who investigate the ancient lore of Yog-Sothoth or other Great Old Ones should do so through a sea of terrors and ethical



or religious quandaries. Learning more about these entities should never become humdrum.

An adventure centered on the Mythos should be put together in a style I call "layers of the onion." The idea is that as the players uncover one layer of dark secrets, they expose another. This goes on and on: just as when an onion is peeled, successive strata appear.

At first, the players may think that a scenario involves an evil cult-worshiping nobleman or a haunted castle. But as they probe more deeply, you, the game master, can gradually show them the significance of this particular nobleman or haunted castle. As the players decide to find out more information, this leads to other adventures.

In Lovecraft's epic "At the Mountains of Madness," the characters uncover some odd fossils, excellently preserved and reminiscent of the ancient tales of the Old Ones. The hero and his companion go scouting and find what seems to be a huge and complex rock formation inside a glacier. When they return to the camp, everyone has been killed, and the "fossils" are missing. The heroes are horrified and decide to follow the trail which leaves camp, headed toward the ice-bound rocks. This all occurs in the first layer of the onion.

They probe deep into the rocks and find tunnels under the ice which lead lower and lower. As they chase after the tracks of whoever (or whatever) killed their companions, they gradually come to realize that it is a true city, not just an unusual formation. Furthermore, nonhumanoid entities, whose history is found in carvings on the walls, built the city millions of years ago. This is the second layer of the onion.

As the heroes penetrate deeper, and come upon more and more horrors, they realize that the "fossils" are actual, living (albeit cryogenically-preserved) elder things. The heroes follow the path anyway, and the story culminates in an awful conclusion, where the heroes meet not the elder things preserved in the ice, but the dread things (shoggoths) that wiped out their species. This is the end of the story, but clearly it would be possible to extend it further.

For instance, a gamemaster could have the heroes investigate the shoggoth "civilization", and find out that these amoeboid horrors are up to something (the fourth layer of the onion). Since shoggoths are not really movers and shakers, no doubt something even worse than shoggoths is directing their efforts. And for what purpose? The destruction of all surface life? The return of the star spawn? The formation of a gigantic device designed to break the continent free from the world's surface and form a new moon? Who knows? The wheels within wheels keep turning, and the players can continue following the tale forever.

Alternatively, they could progress a certain way down the stories, and then you, the game master, can switch to another storyline: a new civilization of nightmare creatures; an ancient tome with unspeakable secrets; something else altogether. String together Mythos concepts and bury the heroes deep in the darkness.

The reason for this system of episodic revelation is because horror, by its nature, is difficult to maintain for a prolonged period of time. This is why horror movies typically have only short moments of terror, interspersed with sections (possibly ominous) in which non-horror-based scenes take place. It is also why horror novels are never as consistently terrifying as short stories.

Thus, each time a new layer of the onion is revealed to your players, there is an opportunity for a new shock, a new understanding. The players may wish time to discuss the ramifications (you may or may not allow this time, depending on the adventure's needs),

and certainly their understanding of what is going on will change.

You can also use this to up the ante. Let's use another example. The town suffers from an outbreak of ghouls. Of course, the players are worried because ghouls are a potent, intelligent foe. There are scary moments, desperate ambushes in dark alleyways, and so forth.

Then, during the course of this conflict, the players uncover the second part of the storyline and learn that the ghouls are up to something–some grandiose plot. So now the player's focus changes from physical danger to worrying about a larger threat–what are the ghouls up to? Instead of just defending the township, they now have to descend into the ghoul tunnels to find out the secret. Now the ghouls lay traps and call unholy allies to their aid. The ante has been raised for the players, not just in terms of danger, but in terms of what happens if they fail?

When the players finally discover what the ghouls are plotting, you the game master have the opportunity to transform the adventure once again, in a third storyline, and confront them with an existential threat! Perhaps the ghouls are replacing all the important humans in town with their evil changelings. Maybe the ghouls have accumulated enough sacrifices to summon and (they think) control a monstrous dhole to destroy the entire town. It's even possible they plot to magically teleport the entire township to the Vale of Pnath, where they can feast at their leisure.

In this way, you have three simple, separate plotlines, each with a different type of frightening threat, and you can keep up the horror element far longer and more effectively than in a one-shot adventure!

Turning an Encounter Into an Adventure

It is perfectly plausible to plop down a gug guarding a treasure chest. The gug in this case would just be another monster—a bag of hit points hindering the players from gaining loot. A gug has some unique powers that you can use to your advantage in planning your encounter. For example, gugs are completely silent, so players are likely unaware of the creature's presence until it chooses to show itself. Since gugs have religious tendencies, perhaps it has an altar to its foul deity in its chamber. Perhaps killing the gug triggers a curse which follows the party around.

With a little effort, the gug can be used for more. For example, gugs are an intelligent species known for crafting organized plans. Perhaps the gug was in that room for a reason? It's not hard to extrapolate that after the party murders the gug for his loot, his fellow gugs might find the corpse, and—thirsting for vengeance—track down the party. All of a sudden, perhaps when hotly engaged in another fight, a group of gugs emerges silently from the darkness and joins in the fight against the players. You've kept the adventure element of your game strong, but the gugs have taken on personality and perhaps even become a permanent part of your game. After all, even if the players manage to drive away or kill the pursuing party of gugs, this doesn't mean they're done with them: they might have to deal with gug hunting bands for the foreseeable future.

In the end, you have turned an almost random encounter with a lone gug guarding some treasure into a recurring enemy that may plague the heroes' future endeavors, potentially for an entire campaign.



Chapter II: Mythos Races

The Mythos Player Character Races

The ghouls were in general respectful, even if one did attempt to pinch him while several others eyed his leanness speculatively. Through patient gibbering he made inquiries regarding his vanished friend, and found he had become a ghoul of some prominence in abysses nearer the waking world. A greenish elderly ghoul offered to conduct him to Pickman's present habitation, so despite a natural loathing he followed the creature into a capacious burrow and crawled after him for hours in the blackness of rank mould.

—*The Dream-Quest of Unknown Kadath*, H. P. Lovecraft

Particularly notable among Lovecraft's high fantasy stories is the novella *The Dream-Quest of Unknown Kadath*, from which stem the player races presented herein. Each has been chosen carefully for its interesting nature, usefulness, and utility when set alongside the standard races of a fantasy campaign.

First the Dreamlands cats pad softly into view. All household or alley cats could potentially be Dreamlands cats: all that is required is the cats' decision to return from their nightly trip to the Dreamlands while retaining human-level (though not human-centric) intelligence and purpose. Anonymity is their ally, for few expect stray cats to pose any threat.

Second in a Mythos game lurk the ghouls, which are emphatically not undead but rather undead-*eaters*. These entities might be degenerated humans or else "true" ghouls. Memories of their former lives–as well as the lives of others—play a prominent role in their savage society.

Next come the gnorri: amphibious entities with little understanding of the surface world who nevertheless wish to participate in it. The gnorri are "blessed" with unusual and incredible abilities based on their astounding anatomy.

Last but not least are the zoogs: well known to readers of Lovecraft's *Dream-Quest*, the zoogs are feral but diminutive horrors with secretive and enigmatic ways. Dangerous and unpredictable, they are closely tied to the cosmic entities beyond.

We have enjoyed creating these races, testing them, and seeing them interact with the standard races. I think you will enjoy playing them as well.

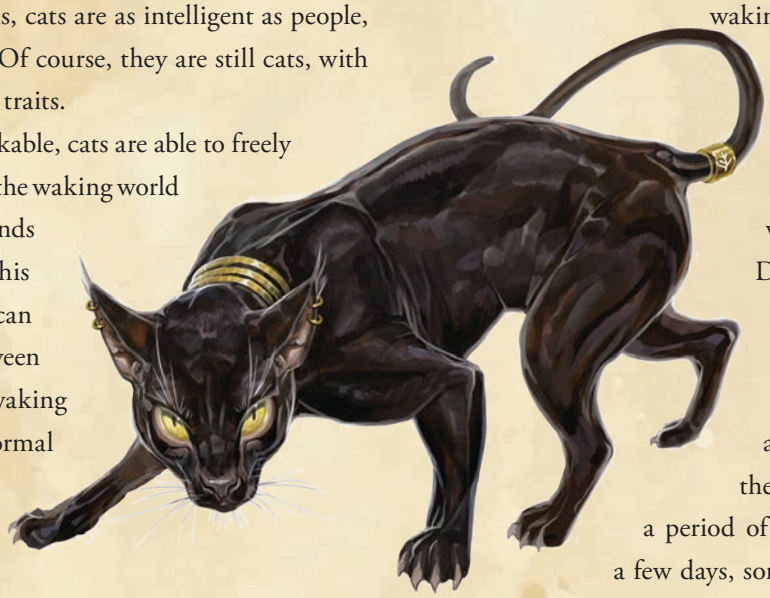
—Sandy Petersen



Dreamlands Cats

Everyone knows about cats. They're small, sometimes-obnoxious predators that people often keep as pets or exterminators. Cats are not a sentient species. Like humanoids, they have a dream life, but unlike most people, cats are aware of this dream life. Furthermore, while in their dreams, cats are as intelligent as people, sometimes more so. Of course, they are still cats, with cat personalities and traits.

Even more remarkable, cats are able to freely pass physically from the waking world to the Dreamlands and back again. This means that a cat can either transfer between the dream and waking state in the normal humanoid way, by falling asleep and waking up, or it can physically move to the Dreamlands and back.



History

Cats traveling the Dreamlands run the full gamut from feral to domestic. However wild they might be, almost all player character cats have lived or currently live in and among humanoid communities because such cats are likeliest to get along with other species and be willing to adventure with them.

Unlike other companion animals, cats almost certainly took the first step toward domestication, so it is arguable that cats actually mastered humanoids, rather than the other way around. It has certainly been a successful partnership. In return for protection, shelter, and food, cats keep down the population of rodents and other pest animals in humanoid areas, which helps ward off both disease and famine. In addition, cats provide affection, companionship, elegance, and beauty to their humanoid families—at least on their own terms. And during their languorous periods of rest, they can walk the Dreamlands with enhanced mental acuity and reason.

Occasionally, a cat decides that it wants to spend its waking hours as a fully sentient being, as well as when it sleeps. When this happens, it becomes what is known as a Dreamlands cat, and is, in effect, a player character. Any cat may decide it wishes to be a Dreamlands cat and then take on that role for a period of time: sometimes just a few days, sometimes the rest of its life. Likewise, a Dreamlands cat may decide to return to its normal status of being just a cat. For those who know cats well, it will come as no surprise that such decisions seem to be made capriciously.

Humanoids cannot tell whether a particular cat is a Dreamlands cat based purely upon outward appearances. Typically, either the cat has to inform them somehow, or the humanoid has to figure it out by watching the cat take on tasks that would be impossible for a normal cat of animal intellect and awareness.

Playing a Cat

Cats are pretty much a "love 'em or hate 'em" type of creature. While some people can't stand them, others can't live without them, but few are neutral on the subject. Some people are even ailurophobes, making them neurotically afraid of cats. Even those who dislike

or fear felines are willing to admit that cats are graceful, nimble, and often adorable.

If you're a Dreamlands cat, you likely:

- ✶ are busy, active, and aloof.
- ✶ are energetic when interesting things are going on, but sleep soundly for hours when no action is afoot.
- ✶ occasionally force other party members to carry you. They may or may not mind, and you may but probably don't care.
- ✶ are quiet, curious, and interested in new things.
- ✶ hate cats' natural enemies (dogs, mice, birds, whirring machines, etc).
- ✶ are easily distracted.
- ✶ are highly athletic and can move fast when you want to.

Others probably:

- ✶ are not always sure if you are sentient or not. ("Is it a normal cat? Can I talk to it?")
- ✶ think you are cute, but possibly useless.
- ✶ try to pet or otherwise annoy you when you are busy.
- ✶ do not understand you or your thought processes, such as they are.

Physiology

Unlike many other predators, cats are exclusively carnivorous. Their teeth are designed only for cutting and devouring flesh, so while they can clumsily chew up bread or vegetables, these are poor sources of nutrition. Their digestive tracts are not adapted to process such food either, and a cat deprived of meat will quickly suffer significant health issues.

Cats have extraordinarily keen senses. Their one defect in this regard is an inability to taste sweetness. When a cat eats cantaloupe or other sweet items it does not taste the sugar, and instead is reacting to whatever savory elements are present. Cats can't see in complete darkness, but they can rely on their sense of touch, which is amplified by their whiskers, to feel their way around an area.

They do not have rigid collarbones, so they can squeeze through any space through which their heads will fit. Because they are as long as the cat's shoulders are wide, their whiskers also serve an additional purpose in indicating whether the cat can fit through a particular opening.

Cats are highly vocal when needed. Normal cats have more than 100 different vocalizations for various purposes. Of course, Dreamlands cats have the same vocal apparatus, but with their greater intellect, they can string different sounds together to create other meanings.

It is said that cats have nine lives, which is due to having a Dreamlands self. When a cat is killed, its dream self is still alive and can return to the waking world, restoring that cat to life. For a cat to die or be destroyed in a single event, both its dream and waking world self must die at the same moment.

When a Dreamlands cat is killed, its normal, non-sentient self returns from the dream world, where it has been relaxing. This typically takes 4d6 hours, and the result is a normal cat. Of course, that cat may then decide (once more) to become a Dreamlands cat, resulting in the effective resurrection of the character. Cats can only do this self-resurrection eight times (hence "nine lives"). Players should keep track of this on their character sheets.

Note that when a cat is resurrected by a spell or an item, this does not use up one of its lives. Only purposeful self-resurrection increases the count.



The Gates of Slumber!

All cats in the Dreamlands are Dreamlands cats: intelligent and fully sentient beings with feline instincts, behavior, and skills.

Dreamlands cats spend so much time asleep because that is when they enter the Dreamlands and become intelligent. Their waking lives are somewhat of an afterthought, intended to seek affection, to mate, to fuel their body, and for rest and relaxation. Most of their activities take place during sleep.

A cat can always choose whether to enter the Dreamlands or the waking world, either physically or mentally. Most of the time, a cat enters the Dreamlands mentally and leaves its body behind, asleep.

When a cat enters the Dreamlands physically, it travels through the Gates of Slumber, a dimensional portal imperceptible to most beings. When doing so, the cat is no longer present in the waking world. Cats can only do this when they are completely unobserved. The Gates of Slumber are an actual physical location. However, they are typically open at many places at once, and move around, so they are not always at the same spot. Sometimes, they may be behind a backyard fence, or perhaps they might be found in an abandoned badger burrow, or else up a spooky old tree. Only cats know for sure. Humanoids can only tell the cat has left physically when, for instance, the cat runs into the attic and doesn't return for a day or so.

It is important to note that because a cat wishing to enter the Dreamlands must physically find the Gates of Slumber and can only pass through when entirely unobserved, a cat cannot simply escape to the Dreamlands when it is, for example, caught in a trap or imprisoned. Cats can only perform this form of travel when they have free and unrestricted movement.

Back to the Waking World!

A cat in the Dreamlands can always choose whether it wishes to return to the waking world mentally or physically, regardless of how it got to the Dreamlands. When a cat returns from the Dreamlands, it always returns to its physical body in the waking world.

If a cat returns physically to the waking world, regardless of how it entered the Dreamlands, it returns through the Gates of Slumber, which always lead to a location within 1 mile of where the cat left.

If a cat went to the Dreamlands mentally and returns mentally, it wakes up in the waking world wherever it left. If the cat entered the Dreamlands physically but returns mentally, its body reappears where it entered the Dreamlands or at an unobserved location within 1 mile.

A cat cannot otherwise use Dreamlands travel to move its physical body.

Between the Dimensions

When a cat is in the dream state, it can travel much farther and faster than it could while waking. For example, it can leap to the moon and back from the earth's surface in the Dreamlands. It can even travel to the stars beyond, but this is dangerous.

When in the dream state, cats may meet unusual entities and objects in the Dreamlands, particularly if they travel far from the places they know well. A cat may well visit the Dreamlands, fill up on eating pixies (or whatever), and then return sparkling with pixie dust. A Dreamlands cat may encounter an entity none was meant to see and might never return—or be profoundly changed by the experience.

Family

While cats often regard a particular other cat as a friend or recognize it as a relative, they do not have a true family life. Tomcats wrangle over desirable mates,

then depart to live alone. A mother cat has a powerful love of her kittens and will die to protect them. But even for her, once a kitten grows up and moves on, that consuming love fades and is replaced by a lower level of affection.

The mother trains and teaches her kittens how to hunt, where to hide, and all about her habitat, so the kittens reach adulthood with a near perfect understanding of the area around their home and the creatures and wildlife that populate it.

Life Cycle

The age of sexual maturity varies from cat to cat, and can range from 4–10 months. Most cats are considered to have reached adolescence by the age of 5–6 months.

A cat's pregnancy lasts 64–67 days, at which time she gives birth to a litter of kittens. The young cats are born blind, deaf, and helpless. At about two weeks, their eyes and ears open, and the kittens begin to react to their siblings and others. Usually, the kittens are weaned around the age of six weeks, though they still stay with their mother. At 12 weeks, though they are not fully grown, they are fully socialized and able to leave their mother.

A Dreamlands cat often mates with normal cats, and any kittens it produces are normal kittens, though the kittens, as with all cats, may later become Dreamlands cats themselves.

Society

As normally solitary and often capricious hunters, cats don't really have a society in the humanoid sense of the word. Cats are able to live in large groups, but do not cooperatively hunt or organize. With their greater intelligence, Dreamlands cats can work together to go to war, gather for raids, and hold celebrations. Dreamlands cats have been known to form a militia of sorts, including having military ranks, to proactively defend themselves as a race. An example of this is when the Dreamlands cats' militia preempted an attack by the zoogs. Dreamlands cats can very effectively fight in a coordinated fashion as demonstrated against moonbeasts.

The cat vocal apparatus is not built very well to speak humanoid languages. However, cats are perfectly capable of understanding these languages, and they can learn any of the languages spoken in their home area. Other people must learn the cat language to communicate with their fickle feline companions. Fortunately, the cat language is fairly easy to learn. In fact, most people who own a cat are probably halfway there already. A one-week association with a specific cat allows a character to understand that specific cat without needing to learn the Cat language. This does not allow them to understand other cats unless they spend a week with those cats as well. The character can spend one week with multiple cats and understand them all after that week.

When a cat speaks, it meows or caterwauls, but when humanoids speak to cats, they speak in their normal tongues. It is quite a different situation from most communication, in which both parties must speak the same tongue to get anything done. Communicating with cats is a combination of learning what some of their meows and whines mean and also understanding patterns of behavior. A cat understands what party members are saying, and soon enough those party members usually learn how to talk with the cat.

Cats do not have any sort of written language, but a Dreamlands cat is able to learn how to read or even write, though its lack of thumbs does handicap it somewhat in this regard.

Otherworld Cats

Many other worlds have cat-like organisms of their own. This is so common that many researchers theorize



that somewhere there exists a sort of ur-cat, the basic cat upon which all other cats are based. Cats from different worlds are often unfriendly with one another. In fact, it is quite common for them to live in a state of low-level warfare.

Faith

Cats have a spiritual nature, and often seem to commune with the beyond. They have gods, of course, but instead of worshiping them, they try to live in harmony with them. Usually, these gods are known to and sometimes worshiped by the local humanoids, particularly if they value cats for religious reasons. For example, Bastet is a well-known goddess of cats, but other worlds (and other cultures) have these as well.

Cats sometimes feel a pull toward spiritual life, and are known to serve alongside priests of compatible gods for their purposes. Many worship sites have a cat that keeps out vermin and accompanies the priests on their rounds. These cats, when they choose to be Dreamlands cats, often become clerics.

Culture

Cats don't have a true culture in the sense that humanoids do. Instead, cats live for the now and participate in the culture of their owners. Even the intelligent Dreamlands cats use their greater brain power to simply adapt to their environment to better enjoy their lives as cats.

Cats are unable to create material objects since they lack prehensile hands or any real means of manipulating objects. They can only carry small objects for short distances in their mouths.

Cats who do not live with people may have a den, but even this is not constructed by the cat itself: it is merely a hole or hollow tree in which the cat finds shelter from the elements.

Material Culture and Artifacts

Dreamlands cats are perfectly capable of understanding the uses and purposes behind magical items, and sometimes find these to be practical adjuncts to their adventuring. In the Dreamlands, there are smiths and magicians who specialize in transforming magic items into forms usable by cats.

Here is how it is done: the cat takes the item desired, which must be small enough to be carried in its mouth, to the Dreamlands on one of its forays. The cat then visits one of these enchanters, who works the magic. For full rules, see the Feline Item Focus feat on page 76.

Relations

Fundamentally, cats are friendly to humanoids—or at least those who keep cats as companion animals. Of course, even within these societies, there are those who dislike cats, and cats are usually keenly aware of who likes them and who does not.

Adventurers

Cats like body heat and cuddling and are easy to take care of when on an adventure. They cost nothing when staying at an inn and can often feed themselves, catching small rodents, bats, insects, or birds. They are clean and neat and take up little space. When traveling in areas where cats find it hard to go (such as up sheer cliffs), the cat can be easily carried in a pouch or on a shoulder. They are incredibly convenient as companions, and of course, a cat that can cast spells or scout and communicate has obvious value.

Dreamlands Cat Traits

-6 Strength, +4 Dexterity, +2 Wisdom, +2 Charisma

Tiny: Dreamslands cats are Tiny creatures, and gain a +2 size bonus to Dexterity and a –2 penalty to Strength (these bonuses are included in their ability score adjustments above). They gain a +2 size bonus to their AC, a +2 size bonus on attack rolls, a -2 penalty on combat maneuver checks and to their CMD, and a +8 size bonus on Stealth checks. Dreamlands cats take up a space of 2-1/2 feet by 2-1/2 feet, so up to four can fit into a single square. They have a reach of 0 feet, and must enter an opponent's square to attack it in melee. This provokes an attack of opportunity from the opponent. Since Dreamlands cats have no natural reach, they do not threaten the squares around them. Other creatures can move through those squares without provoking attacks of opportunity. Dreamlands cats cannot flank an enemy.

Fast: Dreamlands cats are fast for their size, and have a base speed of 30 feet.

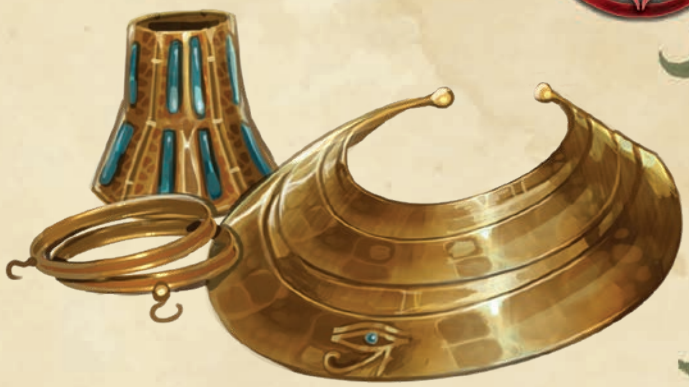
Senses: In addition to having low-light vision, Dreamlands cats have the scent ability.

Risky Explorer: Dreamlands cats gain a +4 racial bonus on Climb, Escape Artist, and Stealth checks.

Natural Attacks: Dreamlands cats have three primary natural attacks: a bite that inflicts 1d3 points of damage and two claws that inflict 1d2 points of damage each.

Weapon Finesse: Dreamlands cats gain Weapon Finesse as a bonus feat.

Land on Your Feet: Dreamlands cats treat any fall as if it were 20 feet less than the actual distance of the fall. For example, a cat that falls 30 feet takes only 1d6 points of damage (treating it as a 10-foot fall).



A fall of 20 feet or less does not harm a Dreamlands cat. A Dreamlands cat that takes no damage from a fall always lands on his feet. A Dreamlands cat that takes damage from a fall lands on its feet if it makes a successful Reflex save (DC = the damage taken by the fall).

Nimble: Dreamlands cats use their Dexterity to modify Climb and Swim checks.

Dreamlands Travel (Su): A Dreamlands cat can physically travel to the Dreamlands via one of the many hidden Gates of Slumber. These gates shift and change their locations over time, and may only exist in one space for a few seconds. A Dreamlands cat can attempt to sense a nearby Gate of Slumber at will; whether or not a Gate of Slumber is present is subject to the GM's discretion (typically, there's a 20% chance of a Gate of Slumber being somewhere within a 1-mile radius). If a Gate of Slumber exists, the Dreamlands cat knows instinctively where it is. Only a Dreamlands cat can traverse a Gate of Slumber. Gates of Slumber always manifest in hidden, obscure areas, and are almost never in a convenient place when a cat needs to travel to the Dreamlands, such as when trapped or in sudden danger. Except in unusual cases, the dream-traveling cat cannot generally return to the physical world farther than 1 mile from where it left. Whenever the cat returns to its body from the Dreamlands, it can choose to return with Intelligence 2 (perhaps to protect



Dreamlands Cat Racial Traits

Of the races presented in this book, cats have perhaps the most physical challenges integrating into the party of typical humanoid adventurers but adjust very well to the temperament and mental nature of such a group, unlike ghouls, gnorri, or zoogs, whose mere presence can frighten or disturb the unprepared.

Dreamlands cats do not possess racial hit dice; unlike normal cats, they are defined by their class levels. Note that the cat's size and lack of hands make certain class choices challenging to play or even downright impossible, but other choices can result in characters of much greater power than a human of the same class. Dreamlands cats are magical beasts; they have low-light vision, and must breathe, eat, and sleep.

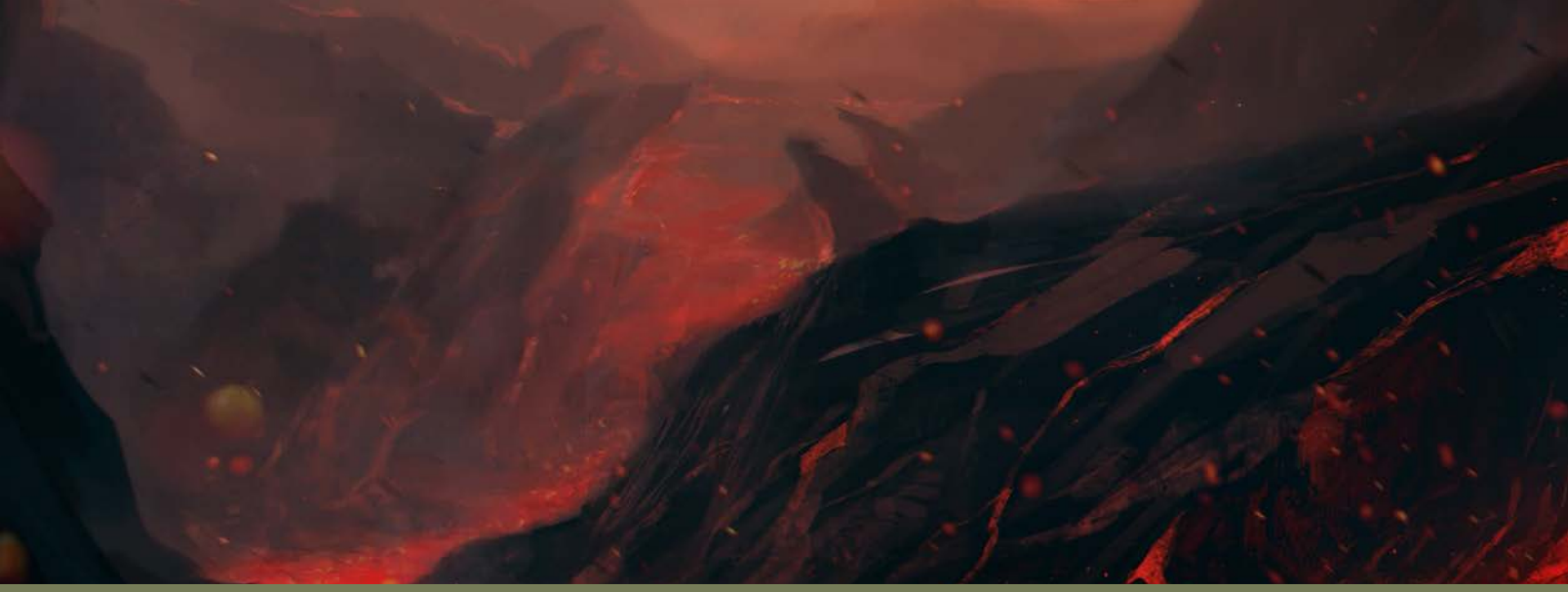
its mind from disturbing discoveries or to thwart *detect thoughts*) or with its full Dreamlands intellect intact.

Moon Jump (Su): When in the Dreamlands, a Dreamlands cat can leap into the night sky and travel to a moon (or, if on a moon, leap and travel to the Dreamlands) as a full-round action that provokes an attack of opportunity. This trip takes the cat 2d6 minutes to complete, and while jumping, the cat is considered in an alternate dimension. A group of four Dreamlands cats can bring a single Small creature with them when they moon jump, while a group of eight Dreamlands cats can bring a single Medium creature with them. A Dreamlands cat may moon jump twice per night, and always returns within 1 mile of its original departure point.

Nine Lives (Su): When killed, a Dreamlands cat's mind and consciousness shifts reflexively back into a dream form, creating a new dream body if necessary. The Dreamlands cat must rest for 1d3 days in the Dreamlands, after which point the Dreamlands cat may return to the waking world. A Dreamlands cat may "resurrect" itself in this manner up to eight times, giving it nine lives in all. Resurrections from other methods (such as via *raise dead* or other powerful magic) do not count against this limit.

Languages: Dreamlands cats speak Cat, but cannot speak other languages. Dreamlands cats always know the native language of the humanoid culture they live in (this is most frequently Common). Dreamlands cats with high Intelligence scores can choose any non-secret language as a bonus language if raised in a humanoid society. If raised in a non-human society (such as elf, halfing, etc.) then they can choose from the bonus languages available to that race. The cats understand these languages and can also read them but cannot speak them. Cats can be understood by anyone who speaks Cat, or, as previously noted, anyone who has spent a week with a specific cat can understand that cat.

Equipment Slots: Dreamlands cats are very limited in the type of magic items and equipment they can use. As they have no hands, Dreamlands cats cannot use items that require hands (such as wielding a manufactured weapon or a shield). A cat can wear armor if the armor is tailored to fit its feline body. Cats can wear and benefit from magic rings (up to two, worn on the tail as bracelets) and neck slot magic items. Specially tailored belt, body, shoulder, and wrist slot items can be used if they are created specifically for a Dreamlands cat's physiology. (Note that the Feline Item Focus item creation feat allows for a Dreamlands item crafter to transform a magic item into something that merges with a cat's body; see page 76 for more details.)



Lastly, Dreamlands cats are known for wearing magical earrings. A single earring or a set typically takes up one magical ring slot. However, at the GM's discretion, a set of earrings could hold the magical power of items that would take the eyes, feet, or hand slots. Under no circumstances can a Dreamlands cat wear more than two sets of magical earrings, regardless of where they are worn. Of couse, a cat may wear as many tail rings as it feels are fashionable.

Spellcasting: A Dreamlands cat can make verbal spell components by yowling and meowing. It can make somatic components by flicking its whiskers and tail and moving its paws. If a spell requires a material component or a focus, the component or focus must be adjacent to the cat (note that the Faithful Feline feat allows a cat to "carry" a divine focus on its body as a pattern in its fur; see page 76). A cat must concentrate as a move action to cast spells with a somatic component. If the cat does not, the spell is lost unless the cat succeeds at a concentration check against DC 15 + twice the spell's level.

Other Types of Cats

Two extraterrestrial species of cats are well documented and another has recently been recorded (Martian cats). Their forms and abilities differ somewhat from the terrestrial cats described in this chapter.

Martian Cats

Martian cats are hairless and of bright, unusual colors, such as purple, violet, or fluorescent orange. They have long legs and an extremely long tail, but their body mass is about the same as that of an Earth cat. Unlike the cats of Saturn and Uranus, they are not hostile to Earth cats at all, and indeed have made a treaty that Earth cats can visit the two moons of Mars in exchange for letting Martian cats visit Earth's moon.

Saturnian Cats

The large and unusual cats from Saturn love to frolic on Earth's Dreamlands moon, just as do Earthly cats. The bodies of Saturnian cats are bright and sparkling, almost jewel-like, with delicate swirls and arabesques. Their heads are identifiable by their huge glowing eyes. They can produce legs seemingly at will from their complex bodies, somewhat like a gnorri's arms, and may use one, two, or more legs (there does seem to be an upper limit of about 7 limbs). A retractable and prehensile tail is at the opposite end from the head. These cats are about the size of a puma.

Uranian Cats

Cats from Uranus are even larger than the cats from Saturn and have star-shaped heads with multiple senses. Their body is covered with armored scutes, and their claws are long and thick. They are not as fast as Earth cats, who can easily avoid them, but are powerful beings. They are rarely glimpsed and do not seem attracted to Earth's moon.



Ghouls

The word "ghoul" often conjures grotesque images that shock and nauseate. Dwellers in graveyards and connoisseurs of flesh and bone, these hooved eaters of the dead move with hungered poise, slaver for the living, and exude the stench of a charnel house. And yet, those who suspect a ghoul of being nothing more than a savage monster are often surprised to learn otherwise. Mythos ghouls are not savage or feral, but possess a keen intellect and a complex society steeped in lore and custom. A Mythos ghoul is just as likely to aid visitors as attack, if not more so.

Unlike the more well-known grave-gorging undead that share the same name, these ghouls are living creatures. While their demeanor and nature would seem to make them natural allies to undead ghouls, competition for food and the undead hatred of the living makes living ghouls and their undead counterparts bitter enemies. Nonetheless, living ghoul necromancers are fond of using undead as minions, and undead ghouls often appeal to the sardonic sense of irony so many ghouls possess.

Unless otherwise noted in the text below, when the word "ghoul" is used, it is used to refer to the living ghouls of Lovecraft's traditions, rather than monstrous undead ghouls.



History

As long as humanity has lived, hungered, and died, there have been ghouls dwelling in the shadows, eager to feed on flesh and memories. The history of the ghoul race can be read in every boneyard, every necropolis, and every anonymous grave. They preserve that which was lost, both in their habit of aping old customs and in regaining memories forgotten by feeding upon the dead.

Many suspect these ghouls to have first come to this world by tunneling into graveyards from below, after digging deep into areas of the Dreamlands. Some believe ghouls are a fragment of an ancient past or the manifestation of a new future. Whatever the case, ghouls have been with us since we first began burying our dead, and are likely to remain among us until after the last of our graves have been filled.

Playing a Ghoul

Ghouls are sardonic and dark-humored. They enjoy eating carrion for the flavor and the fragments of memory they can absorb, and take delight in knowing others are discomforted by this fact. They are not ashamed of their nature as ghouls, but are somewhat envious of humanoid cultures, which they often find very intriguing. They have a passion for history.

If you're a ghoul, you likely:

- ✶ have a dark sense of humor and are amused by death rather than frightened by it.
- ✶ enjoy making others uncomfortable, often via odious eating habits.
- ✶ are immensely eager to learn more about the world's history.
- ✶ find graveyards to be pleasant places, and aren't particularly afraid of the idea of undeath.

- have chosen a specific type of humanoid as the focus of your curiosity: you may consider yourself to have once been one of these humanoids, prefer the flavor of their flesh, or simply wish to adopt elements of their culture and belief as your own.
- underestimate others' repugnance at your feeding, even as you wallow in your depravity.

Others probably:

- think you're an undead creature.
- worry and assume you want to eat them.
- are frightened of your appearance and assume you're barely intelligent.
- assume you live in a graveyard or sleep in a coffin.
- from a distance, mistake you for a were-creature

Physiology

Though Mythos ghouls blur the line between life and death, they are indeed living organisms. While many of their habits, appetites, and preferences are identical to those possessed by undead ghouls, no one who gets to know a Mythos ghoul will make the mistake of assuming they're ravenous undead again. From their distinctive appearances to their behavior, the contrast grows increasingly stark.

A ghoul is humanoid in shape, yet much more monstrous in appearance than a mere human. The ghoul's visage is almost canine, with a pronounced snout filled with sharp teeth that look almost akin to the fangs of a hyena. This snout isn't large enough to significantly distort or hamper the ghoul's ability to speak or express itself, although ghouls do tend to have a guttural, raspy tone to their voices. A ghoul's ears are large and pointed, and its hair is generally short and mangy with thick bristly patches on the back, shoulders, and forearms. A ghoul's mouth slavers and its long tongue frequently lolls when not in active use.

A ghoul's bestial features extend to the rest of its body. Its stance is somewhat hunched, with broad shoulders, hands that appear human but bear sharp talon-like nails on the fingertips, and legs that bend like those of a dog. The ghoul's feet are hooved like those of a goat.

Ghouls are immune to non-magical disease, and thus are not often vectors for disease as many might expect. Despite this, they tend to have slovenly personal habits and bear a musty stink on the best of days. More often, the cloying stench of decay accompanies them, an odious perfume carried on their breath and under their nails. Almost never falling ill encourages such filthy habits, but this nonchalance toward personal hygiene stems in part from the amusement most ghouls derive out of making humanoids feel uncomfortable and nauseated.

One of the most notable aspects of ghoul physiology is that when ghouls feed, they experience and absorb the memories held within the flesh of their repast. Scholars have yet to discern a scientific explanation for this ability, relegating such powers to the realm of the supernatural. While they delight in this ability to digest memories, ghouls themselves have neither an explanation nor a desire to learn more about how or why it functions, and many adhere to a strange superstition that knowing the reason for this would disrupt the mechanism itself. That it works at all is enough for ghouls, who ironically enjoy indulging in the procedure to divine all manner of secrets and forgotten tidbits of lore.

Family

Mythos ghouls are not born displaying ghoul characteristics but undergo a transition later in life to become ghouls. As such, family is a complex subject for ghouls: many of them have been forced to abandon their own when their transformation into a ghoul



resulted in a shameful, often violent flight from home. Many nascent ghouls live the first several years of their lives after becoming a ghoul in a self-inflicted solitude, and may in fact have no concept of the existence of others of their kind. When such ghouls do encounter others of their kind, the newcomers are often timid and nervous or even frightened. For this reason, ghoul societies are almost always quick to welcome new brothers or sisters.

While most ghouls eventually learn to appreciate these foster siblings as true kin, many never recover from the shock of losing their biological families. Such ghouls, who live much longer than most mortal races, often return to their homes decades later to watch or stalk previous relations. Such returns only occasionally result in violence. A more common outcome is a dark kind of patience: when a ghoul learns that a family member has passed away, grave robbery is often quick to follow. Feeding on the decayed flesh of a parent, sibling, or child can bring a ghoul a grisly form of closure, as they can experience shadows and fragments of their previous life by digesting the memories of their prior relations. Ghouls who seek this closure often keep a memento of the event as a keepsake—usually a skull, but less frequently some sort of heirloom, such as a weapon, piece of jewelry, or other item.

Ghouls can have children of their own, but when a new ghoul is birthed, the baby appears as a normal child of a humanoid race linked to the ghoul's own bloodline. Ghoul parents often can't resist the urge to seek out a family to raise their child in the hope of giving their baby a chance at something approaching a normal life. Ghouls leave children as orphans or foundlings on church stoops or in areas where they suspect and hope that an unexpected baby will be cared for. In other cases, desperate or callous ghouls will take more sinister measures. Stealing into a village or township under cover of deep night, the ghoul parents seek out a child in the village who looks similar to their own, then swap the children in the hope that the changeling will be raised in comfort and luxury. The fate of the baby who was swapped depends on the mercy of the ghouls in question: the lucky ones are themselves adopted into the necrophagic society and raised among ghouls as ghouls.

In an ironic twist of fate, both children in these sorts of "switched-at-birth" situations develop into nascent ghouls: the changeling itself as a result of her ghoulish bloodline, and the abductee as a result of growing up knowing nothing more than using tombstones as platters and graveyards under moonlight as playgrounds. In this way, ghouls can be created as surely as they can be born.

Life Cycle

For most living creatures, the long road to death begins with birth. This is not necessarily the case for the ghoul.

Ghouls who are born to ghoul parents and display their bestial features (hooves, fangs, and claws) from the first day mature quickly, growing to adulthood in about 10 years. Ghouls are protective of their children and shelter them in the deepest corners of their graveyard warrens. As a result, they are only rarely encountered by non-ghouls, giving rise to the false suppositions that there are no such things as ghoul children, and that ghouls only come to be when they magically transform victims into their own kind.

Certainly, curses and magical infections can cause ghouls to manifest as well. Ghouls cannot "infect" their victims with some form of disease the way undead ghouls spread ghoul fever among the living. Most who become cursed or otherwise transformed into ghouls meet their fate not through interaction with ghouls, but through powerful magic or curses in old tombs,

from reading forbidden texts, or by taking part in blasphemous rituals. In fact, those who pursue it often find themselves turning into undead ghouls.

Furthermore, being born a ghoul or the influence of magic are not the only ways a new ghoul can come to be, for being a ghoul is as much a matter of behavior as it is one of magic or genetics. People who engage in ghoulish activity, be it feeding on decayed flesh or living in graveyards, put themselves at risk of becoming ghouls. This risk increases if such behaviors are undertaken in the company of other ghouls or if they're pursued in regions where ghouls once cavorted and dined, even if no ghouls have been active in an area for decades or even centuries. Graveyards remember when they have played host to ghouls. It is in this way that a child, abducted by ghouls and raised among their kind, can transform into a ghoul, despite potentially having no predilection toward a ghoulish nature or heritage from a ghoul. Curiously, those who deliberately seek the transformation into a ghoul and engage in such activities to foster such a change often seek an elusive goal. The change seems to seek those who don't expect it, but avoids those who pursue it.

Typically, a humanoid that undergoes the transformation into a ghoul does not make the change swiftly. Instead, the victim spends a significant amount of time, often many years, as something known as a "nascent ghoul." Once a creature makes the transition to full ghoul, either after enduring the change via nascent ghouldom or simply by growing to adulthood as a ghoul child, the ghoul can live for centuries. A ghoul reaches middle age at 100 years, old age at 300 years, and venerable age at 500 years. Curiously, ghouls do not actually die of old age, but they do grow increasingly feeble 1d100 years after reaching venerable age. After this time passes, a ghoul loses the ability to move or even fend for itself. Such ghouls eventually die



of starvation if not cared for. Many ghouls, rather than endure an endless existence as an invalid dependent on family, offer themselves to the banquet table. This funeral feast is not a matter of shame or despair in ghoul society, but one of triumph, for in feeding on the elder, that relative's memories, knowledge, and personality can live on in those who partake.

Nascent Ghouls

When the conditions are right, a humanoid creature can become a nascent ghoul. The following rules should be applied to such a creature until it manages to reverse the situation, or makes the transition into a full-fledged ghoul. A nascent ghoul gains a few bonuses from its condition, but overall, is a less effective creature than a full ghoul or an untainted specimen of its original race. The change from humanoid to ghoul is a painful transition, full of uncertainty, confusion, and shame. A humanoid can remove the nascent ghoul condition by undergoing a special quest of the GM's design, or can achieve this using the methods employed to remove curses. The DC to remove the nascent ghoul condition is equal to 10 + 1/2 the nascent ghoul's Hit Dice + the nascent ghoul's Wisdom modifier; nascent





ghouls that are more powerful or more headstrong are more difficult to "save" in this manner.

The creature's Charisma score is reduced by 4 and its Dexterity is reduced by 2. While the physical transformations that wrack a nascent ghoul wreak havoc on coordination, the toll it takes on the mind is greater.

The creature gains a bite attack as a secondary natural weapon that inflicts damage as if the nascent ghoul was a creature two size categories smaller than its actual size (1d3 for a Medium nascent ghoul, for example); a creature that already has a natural bite attack does not change that value.

If a nascent ghoul goes for more than 24 hours without feeding on the flesh of a creature of its type (not necessarily the same subtype) that has been dead for at least 24 hours itself, the nascent ghoul becomes sickened until it feeds on an appropriate corpse.

The final trigger that enables a nascent ghoul to make the full transformation into a ghoul varies. Sometimes, it's merely a matter of time—one year or several years might pass before the transformation completes suddenly. At other times, it requires the consumption of a specific number of bodies, either of a specific age or epoch, or perhaps of a specific race. The actual trigger is left to the GM to determine, but once it takes place, the nascent ghoul's transformation into a full ghoul is swift, painful, and permanent. Once complete, only a *miracle*, *wish*, or similar effect can restore the newly minted ghoul's humanity.

Society

It's certainly easy for someone to look upon a ghoul and make assumptions. The sight of a ghoul devouring dead flesh might lead an observer to view the entire race as nothing but feral, unsophisticated monsters. In truth, ghouls are, on average, more intelligent than typical humans, and even when they are at their most debased, they are never far from a keen insight into the nature of their meal. Often, a clan of ghouls will spend entire nights gathered in boneyards, perched atop gravestones or lounging in opened and emptied coffins, engaged in spirited debates about diverse and esoteric topics.

Yet for all their intellect, ghouls have always lacked something significant in their lives: a society they can truly call their own. They rely upon humanoid society for many of their needs, including food from their graves and shelter in their tombs, yet they do not build societies of their own. Distracted by the memories they consume, it may well be that a ghoul's mind is incapable of the inspirational spark found in most humanoid cultures that leads them to build civilizations. They are voracious readers of texts of all types, yet few ghouls can bring themselves to create texts of their own. They model themselves after those they feed upon, seeing themselves, perhaps, as the heritors of civilization. And yet they are never truly a part of human society, regardless of how much human flesh they eat or how many human minds they experience.

Scavengers to the core, ghouls are the ultimate outsiders, truly comfortable only alone or in small

groups. Due to a lack of self-awareness and introspection, ghouls never really grasp the enormity and tragic truth of existence. Despite this or perhaps because of it, they carry in their hearts at least a subconscious understanding of the sadness of their situation. Ghouls may titter and caper atop a grave in delight at finding a delicious new meal, yet in the aftermath of gorging on time-seasoned meat, their dreams are often haunted by lonely thoughts. Stories are told of ghouls who, in their old age, grew lonely, abandoned and forgotten in distant sepulchers.

Ghouls rarely integrate well into greater societies, either. Despite centuries of education via texts and tomes, inevitably when ghouls finally make contact with the society they have for so long admired from afar, their appearance and hungers end only in tragedy.

Faith

Matters of faith and worship are not unknown to ghouls, but ghouls have no true gods of their own. Many ghouls worship gods from their life prior to becoming a nascent ghoul. These gods often do not answer the prayers of ghouls because of the ghouls' required lifestyle. Some particularly devout ghouls may shift their worship to a god in their original life's pantheon that would be willing to hear the prayers of the ghoul. Typically, these gods are neutral or evil in nature and do not have concerns regarding laws and taboos against feasting on the dead. Others may worship entities of the Mythos (particularly those who might offer the opportunity to learn secrets of a powerful nature, such as Nyarlathotep or Tsathoggua).

In some lands, only ghouls worship the gods of old that are considered dead or forgotten by societies today. In fact, this is merely the result of ghouls picking up pieces, fragments, and memories left behind. When a humanoid culture passes on, they leave behind their statues and temples. Abandoned and forgotten, their gods die or move on, yet when the ghouls move in, they pick up those pieces and make them their own. In this way, many otherwise-dead faiths live on in ghoul warrens, yet these gods are no more the preferred patrons of ghouls than any other.

Not all ghoul clans worship gods. Some ghouls are intellectual atheists, while others instead look to their predecessors for advice. This form of ancestor worship can manifest in two ways. A band of ghouls may well look back upon their parents and their parents' parents for advice, mining their accomplishments for inspiration. Yet they might also look back at their own lives, particularly in the case of a changeling ghoul who has finally undergone full transformation. To these ghouls, lost family members are as good as dead, even if in truth they yet live, and become as ancestors to venerate. Worship of these childhood memories is all some ghouls have to keep their minds from fully toppling into madness and they may even continue to wear familiar clothing (often robbed from graves) and carry gear and weapons in an attempt to cling to their previous lives. These ghouls are often objects of pity among their brethren, who typically leave them to wallow in their own memories as long as they do no harm. Such ghouls may try to reestablish contact with lost family, and in cases in which this doesn't result in a tragic end, they can reveal the presence of a ghoul colony to humanity, which can cause problems (see Relations on page 24).

Culture

Without a true culture to call their own, ghouls seem perfectly content to immerse themselves in the cultures of those they dine upon. As a result, most ghoul societies are somewhat behind the times, with their aesthetics often seeming old-fashioned when compared to modern-day groups under whose graveyards they hide. By scavenging what these societies throw away,



ghouls create a parasitic form of culture that suits them well and keeps them sated and happy. They treat ancient tools and discarded objects with reverence and respect, and can typically eke out several more uses of objects other cultures have discarded as ruined.

Regardless of the nature of the society whose culture they've appropriated, ghouls usually form into relatively small groups known as clans for a very practical purpose. A ghoul clan is limited in size by the dead, and if they deplete a graveyard or feed so quickly that their host society notices the depredations visited upon their deceased, they often find themselves forced out of their homes or pushed into violent confrontations.

A ghoul clan's preferred lair consists of extensive warrens dug by tool and claw into the earth below a graveyard, but they also have been known to settle in abandoned necropolises or ruined cities. Anywhere where there's a large or steady source of meat to feed upon can serve a ghoul as a home—specifically dead meat, as they do not hunt living creatures for food save for in times of famine. A ghoul prefers flesh properly aged, at least by a few days and, if possible, for much longer. Mummified flesh is considered a delicacy to a ghoul. When a ghoul encounters a particularly delicious corpse (often the remains of a philosopher, wizard, alchemist, poet, or other great thinker), they keep the remains handy in storage. Ghouls keep entire "cellars," with walls lined with open coffins displaying their grisly contents, in a macabre parody of human wine cellars. Here, they keep their favorite bodies in storage, nibbling only now and then on these finely aged bones and preserved bits of flesh when the urge to celebrate strikes.

Undead often dwell in and around locales that ghouls favor, and for their part, ghouls do not abhor undead themselves. Indeed, most ghouls find the taste of undead flesh to be delicious, as the necromantic energies gives the meat a sort of "spice" or "texture" (ghouls have a hard time explaining how necromancy flavors flesh to those who lack their interests). At times, lingering necromantic magic seems to have an almost narcotic effect on those who overindulge, which some ghouls particularly enjoy. It's not unusual to encounter ghoul societies that keep zombies as guardians and livestock simultaneously.

Sentient undead are a different matter. While ghouls enjoy the flavor of intelligent undead more than any others, these undead typically understand that ghouls make poor allies, despite many shared tastes. Of particular note, though, is the curious fact that while undead ghouls seem eager to feed upon Mythos ghouls, Mythos ghouls tend to find undead ghoul flesh to be unpleasant, describing it as "overripe" or "rancid" in flavor.

Relations

Ghouls have a complex relationship with humanoids. They depend on humanoids for food and base their societies and very culture on those they live near. When ghouls and humanoids meet, however, the result is almost always violent. Most humanoids are quick to interpret the discovery of bestial-looking parodies of their own shape dwelling in their graveyards and eating their dead as unsettling at best and downright blasphemous at worst.

The typical ghoul is more than a match for an average humanoid, and even though such humanoids are usually the ones to start confrontations when ghouls are discovered, ghouls are usually the ones to escalate or finish the fight. Conflict with a group of humanoids never ends well for a ghoul clan in the long run, though the results vary. They might be wiped out simply by being overwhelmed by superior numbers or could be forced to move on to find a new feeding ground where the local populace is dead and available for eating.

While humanoid settlements generally have difficulty establishing peaceful relations with ghouls, the same is not the case for individuals. Often, an artist, necromancer, or eccentric who learns of the presence of ghouls in a local graveyard will seek to establish peaceful contact with the ghouls. For their part, ghouls value such contacts, for they give the clan insight into the workings of the society they feed upon, and such a contact can help cover up their presence or warn them when their feeding becomes noticeable. In return, ghoul clans can offer value to their allies by revealing secrets lost to the ages, supplying aid in dealing with undead, or serving as guides into underground regions.



Rarely will a ghoul agree to help a humanoid transform. Most ghouls rankle at the idea of "gifting" a humanoid with their abilities, and some feel ashamed at inflicting what they feel is a disadvantage. In addition, any humanoid ally is a potential meal, and once a ghoul, an ex-humanoid is less likely to grace a banquet table—at least for a long, long time.

Adventurers

Ghouls become adventurers for as wide a range of reasons as anyone, but one driving force in particular is the constant urge to seek out new meals. A ghoul adventurer might wish to sample the dead in a wide range of graveyards, or might seek to uncover a hidden text or lost relic it discovered after feeding on a dead scholar. Since adventurers often have a much higher tolerance for strangeness, a ghoul that finds itself accepted into an adventuring party easily recognizes a good thing and values the protection such a group can offer. If the ghoul's adventuring allies can help keep it from being run out of town, then all the better!

Ghoul Traits

Ghouls are an excellent choice for a player who wishes to play a monstrous race that can fill a more scholastic role, but care should be taken to ensure that the GM and the rest of the players are comfortable with having a party member who may well be wallowing in unpleasant or taboo subjects (eating dead humanoids can easily upset one's allies). Ghouls are monstrous humanoids and as such have darkvision 60 feet and must breathe, eat, and sleep.

+2 Constitution, +2 Intelligence, –2 Charisma. Ghouls have remarkable fortitude (as creatures who dwell among and feed on corpses) and augment their own significant capacity for intellect with the ability to absorb fragments of memory and thought from those they feed upon. Regardless of their erudition and wit, their grisly manners, foul appearance, odor, and unsettling habits make them unpleasant to be around.

Medium: Ghouls are Medium and have a speed of 30 feet.

Death Scent (Ex): Ghouls have an incredible sense of smell, particularly for carrion. A ghoul has the scent ability to 30 feet, but when scenting undead (or bodies suffering from decay or, at the GM's discretion, the stink of death) possess scent to a range of 60 feet.

Expert Scrounger (Ex): Ghouls have a talent for using old, broken equipment. In a ghoul's hands, an object with the broken condition is treated as if it did



Ghouls Raised by Others

As children, Mythos ghouls can be mistaken for other Medium humanoids. Some take advantage of this fact by kidnapping and replacing a child of another race or by putting a ghoul child in a position to be adopted unwittingly by members of other races. Typically, ghouls only place their children in highly organized races of Medium size. Ghouls raised in this manner sometimes replace some of their racial traits using the following alternate racial trait.

Cultural Adaptation: Ghouls raised as changelings in another society maintain the cultural training they received when growing up in that race's culture. They learn the language of their adoptive parents instead of Ghoul. The following are racial traits gleaned from a few common races. Other races retain racial traits at the discretion of the GM, generally ones costing 2 or 3 RP using the race builder rules from *Pathfinder Roleplaying Game: Advanced Race Guide*. This racial trait replaces death scent and warren digger.

Dwarves: Any three of defensive training, greed, hatred, and stonecunning.

Elves: Elven magic or weapon familiarity.

Half-orcs: Weapon familiarity.

Humans and Half-elves: Skill Focus as a bonus feat.

not have the broken condition. In addition, ghouls gain a +4 racial bonus on Perception checks made to discover objects that are lost in rubble or undergrowth, buried, or otherwise hidden from view.

Feed on Flesh (Su): When a ghoul feeds upon the corpse of a humanoid creature, it absorbs some of the lingering traces of memory and knowledge that creature possessed in life. Strangely, the older a corpse is, the more potent those memories become. Feeding on a corpse that is less than 24 hours old typically provides no benefit to a ghoul but nourishment. If a ghoul spends 1d4 minutes feeding on an older corpse that has at least some amount of flesh on its bones (even dried flesh, as in the case of a mummy, is acceptable), it absorbs a portion of knowledge once possessed by the creature. This grants the ghoul a +2 insight bonus to a skill of its choice, so long as the skill in question was a class skill of the creature the ghoul feasted upon. A ghoul can obtain only one +2 insight bonus per corpse fed upon. At the GM's discretion, there may be exceptions to this rule for ancient corpses. A ghoul can maintain a number of separate insight bonuses to skills in this way equal to its Intelligence modifier (minimum of 1). If a ghoul uses this ability when it has already reached the maximum number of +2 insight bonuses afforded by its Intelligence modifier, it must forget one of the current +2 insight bonuses in order to replace it with the new one. A ghoul can take the Erudite Feaster feat (as well as its associated feats) to enhance this ability.

Immune to Disease (Ex): Ghouls are immune to all nonmagical diseases, and gain a +4 racial bonus to resist the effects of supernatural diseases.

Natural Attacks (Ex): Ghouls have a bite attack that inflicts 1d4 points of bludgeoning, piercing, and slashing damage on a hit.

Ripping Talons: Ghouls gain two claw primary natural attacks. Each claw attack inflicts 1d4 points of slashing damage on a hit.

Thick Hide (Ex): Ghouls have a +1 natural armor bonus.

Warren Digger (Ex): Ghouls have a burrow speed of 10 feet, but can only burrow through soil and dirt, not stone.

Languages: Ghouls speak their own language and Common. A ghoul with a high Intelligence score can choose any non-secret language as a bonus language.



These figures were seldom completely human, but often approached humanity in varying degree. Most of the bodies, while roughly bipedal, had a forward slumping, and a vaguely canine cast. The texture of the majority was a kind of unpleasant rubberiness. Ugh! I can see them now! Their occupations—well, don't ask me to be too precise. They were usually feeding—I won't say on what.

—H.P. Lovecraft, *Pickman's Model*



Gnorri

As in the waking world, the oceans of the Dreamlands are places of beauty and mystery to those who dwell upon their shores or ply their waves. Also as in the waking world, the oceans can be as perilous as they are breathtaking. Drowning, terrific storms, churning vortices, crushing pressures, dangerous animals, and the threat of horrific sea monsters populate frightful tales told of the sea. These last, perhaps above all else, inspire endless terror in the imagination of many.

It should come as no surprise to learn that many sailors and coastal dwellers view the gnorri with a mixture of fear, loathing, and hatred, for here are creatures that ape the vestige of humanity, yet are little like humanoids at all. Their strange-colored skin, mutable number of arms, and tentacle-like lower bodies seem designed by a malevolence bent on evoking many of humanity's deepest fears. The gnorri lurk in the lightless depths of unplumbed ocean trenches and shadowed reefs, mysterious and alien to those who breathe air and abide upon the land.



Yet not all that dwells beneath the waves is malevolent. While there are those among the gnorri who harbor sadism and cruelty in their hearts, this is no different than any sentient race; on the whole the gnorri are more interested in trading than warring with land dwellers. Indeed, in certain ports, the initial fear and suspicion of the gnorri has given way to respect and support, and today the gnorri are valued as trade partners and scouts, plying their extensive knowledge of the sea and its hazards as guides. This skill with alchemy and surgery makes an alliance with the gnorri very valuable to surface dwellers (see Culture for more detail).

History

The oceans of the Dreamlands have been the home of gnorri enclaves as long as humanoids have dreamed. Since the first dreamers sought to sail those cerulean waters, they have spotted strange bearded faces peering up from below and wondered.

The gnorri themselves are unusual among many cultures in that they are not particularly interested in where they come from or, indeed, where they're going. To the gnorri race, it is enough to believe that they have always existed, and thus they are comforted in the knowledge that they will always exist. Certainly, their coral cities and grottos often have the appearance of great age, indicating that their presence in the sea has lasted much longer than humanity's presence on land.

Certain rare texts suggest that the first gnorri existed before humanity grew to understand the peculiarities of dream. Indeed, the first tribes of coastal-dwelling societies understood and feared the ocean, and in their troubled dreams imagined ways of surviving in the depths. Over the course of eons, these primitive humanoids learned to build boats and sail. In so doing, they lost their waking fear of the sea, and their awed

aquatic dreams acquired lives as the gnorri. Or so the texts suggest, at least.

Of course, those who suggest such a genesis to a gnorri will likely be laughed at or attacked for the insult. If anything, to the gnorri race, it is their own nightmares of being stranded on land that gave birth to life on the surface above.

Playing a Gnorri

Gnorri are driven by individual accomplishment and seek greater success in their fields of interest. This leads some gnorri to want to explore lands above and beyond their aquatic homes. Gnorri are capable of living on land as they are in the ocean. They can even survive in desert climates (although no more than most humanoid races). However, most gnorri find being "tied down" to the land disturbing. The ocean is a three-dimensional existence; on land, only creatures that can fly can experience a "normal" state of being. Given gnorri cannot fly without magic that allows them to do so, it can be an adjustment to "always live on the bottom" (which is what it feels like to a gnorri).

If you're a Gnorri, you likely:

- are curious about surface dwellers, but have trouble telling them apart and are disturbed by how rigid and unchanging their bodies are.
- value your friends for their diversity and differences rather than any similarities they might have to you.
- have several close friends (gnorri or otherwise), but do not have a concept of family; you do not know your parents, your siblings, or your children and have no need to know them.
- understand that there are many dangers in the sea, but your appreciation of the beauty of the ocean depths and its denizens cannot be tainted by its perils.

Others probably:

- think you're a sea monster who means to drag them below the waves to drown.
- assume you're a primitive since you prefer to use tools of bone or stone.
- mask their jealousy of your ability to breathe water with insults or fear.
- want you to help them deal with something underwater, such as recovering a bit of sunken treasure or finding good fishing.
- can't tell your gender, and may not know that there are three genders of gnorri.

Physiology

Gnorri appear vaguely humanoid from the torso up, yet the more one learns about how gnorri bodies work, the more their humanoid appearance seems a coincidence. Gnorri have a chiseled body like that of a humanoid above the waist and a tentacular lower trunk. Some gnorri even have suction cups along their tails, but this is uncommon. Above water, gnorri exude a thin layer of glistening slime that keeps them looking freshly emerged from the sea. Gnorri's fingers are webbed to aid in swimming but they can absorb this webbing partially into their flesh when they wish to wear rings or gloves.

What appears to be hair on their heads is actually a forest of thin tendrils more akin to the undercarriage of a jellyfish than anything else. All three genders possess this fringe of tendrils along the chin and sides of the face, giving them their distinctive "bearded" look. These tendrils are fish-like gills. When the gnorri head is fully dry its hair-like tendrils fall off along with any fins they may have. A gnorri missing their "beard" and "hair" can drown in water. Fortunately for such gnorri, these tendrils swiftly regrow when the face is exposed to water over the course of 2d4 minutes. While this regrowth is occuring, the gnorri can hold their breath



for a long time (equal to five times their Constitution in rounds instead of the normal two times). Likewise, the fins grow back at the same rate when the gnorri body is exposed to water. If a gnorri is drowning, they can retreat above the waves to breathe air via their amphibious lungs.

One of the most unusual features of gnorri physiology isn't their "hair" or their long tentacle-like lower torso but the eerie mutability of their flesh and bones. While the basic gnorri shape remains solid and fixed, upon close examination, one can watch their scales slither and slide slowly over their body or the ridges and wrinkles of their tentacles shift and change. This fleshy fluidity is even greater inside, with entire organs "swimming" within their bodies, severing and re-attaching connections seemingly at random. At one moment, the heart may be situated within the chest, but in another it may descend into the belly to be embraced by the entrails while the liver slithers up into the chest to nuzzle against the air bladder or lung.

This trait not only allows gnorri to withstand sudden trauma to their bodies, but more amazingly, it allows them to modify their number of limbs at will. By concentrating, gnorri can extrude additional arms or withdraw arms back into their bodies by reallocating flesh, muscle, and bone. The process takes ten minutes or so, and is so exhausting gnorri cannot change the number of their arms more than once per day. Technically, gnorri could have one or no arms, yet they gain no significant advantage from such a change. Gnorri cannot extrude more than four arms at once and rarely even create that many unless they wish to wield multiple weapons, for their mass does not change; while they have three or four arms, their bodies are weakened from the redistribution.

Most gnorri dwell within the relatively shallow reaches of the ocean, near the coastlines at depths of a few hundred feet. In fact, strange physiologies afford them great flexibility in choosing a home. Gnorri who dwell in deeper waters often adapt to a darker and more dangerous environment, taking on stranger shapes or becoming bioluminescent, larger, or more powerful. Those who dwell in the depths are generally more savage and less interested in mixing with surface dwellers, and the relative scarcity of food results in a corresponding relaxation of taboos against such acts as feeding on sentient races or, in the most extreme cases, cannibalism.

Gnorri have three genders: female, male, and builder. The females produce eggs, males fertilize them, and builders are responsible for the creation of the grottos that gnorri live in. No gender in gnorri society is held at any greater or lesser esteem than any others. Gnorri judge individuals by their merits and not their gender.

Family

Gnorri are confused by many things that surface dwellers take for granted, but the concept of family may well be the most alien to their kind. While gnorri value companionship and engage in something akin to sexual intercourse with favored partners, such actions are not linked to the act of perpetuating the species (see Life Cycle below for details). In any event, as a result of their unusual "childhoods," no gnorri knows or much cares about the identity of its parents or how many siblings it might have, and a gnorri never really desires to know its children. Gnorri are capable of forming friendships, and these can last for entire lifetimes in some cases, yet the concept of familial love is a curiosity at best to the gnorri.

Life Cycle

Once or twice a month, a female gnorri expels a mass of eggs from her body, abandoning them to drift on the currents. These eggs can drift for days or even weeks before losing viability. When in the presence of gnorri eggs, a male gnorri exudes sperm in an almost unconscious reaction more akin to sweating than sexual release. Once fertilized, gnorri eggs hatch within 24 hours into microscopic plankton-like creatures that drift and churn among others in their myriad numbers.

Since it is traditional among gnorri to exude their eggs in certain designated areas, and numerous gnorri use the same areas to store their eggs, there's really no way to keep track of how many hundreds or thousands of children might arise each generation or to identify the parents. Most newborn gnorri are consumed by predators, but the sheer volume of young ensures enough survive the two to four months it takes to grow to adulthood. During this time, the gnorri shed their outer skin multiple times to make way for their rapidly expanding bodies.

Upon reaching maturity, a gnorri plankton achieves the size and rough shape of something akin to a human-sized eel. It sheds its skin one final time and emerges a gnorri, growing to full size after another three or so years spent in constant hunger. Since gnorri are fully capable of laying and fertilizing eggs immediately upon emerging from this eel-like shape, they can be biologically considered mature adults, but in most cases they wait until they are full grown to seek roles in gnorri society.

Once a gnorri reaches its full size, its metabolism slows dramatically. Whereas it takes only a few years for a gnorri to go from freshly-hatched plankton to full-sized member of its race, an adult gnorri can live for centuries unless killed through violence, misadventure, or illness. A gnorri becomes middle aged at 150 years, old at 250 years, and venerable at 500 years. Once venerable age is reached, though, a gnorri's body swiftly begins to degrade, and the fluidity of its flesh and bones rapidly vanishes. Upon becoming venerable, a gnorri loses their ability to adjust the number of their arms and the protective features of their amorphous entrails. They live every moment of their life in increasing pain, causing most venerable gnorri to take their own lives or to seek death via the great walk. For a gnorri that is not killed prior to the natural expiration of life, death comes painfully as a rigor mortis-like condition sets in within months, resulting first in general paralysis, followed shortly thereafter by heart failure and death.

Society

Family ties are only one surface-creature "tradition" that is lost upon the gnorri. As they have no concept of heredity or birthright, no true aristocracy exists among the gnorri. In a gnorri settlement, accomplishments are what determine merit, rather than bloodline or pedigree. As gnorri age, they seek greater accomplishments, and as a result, leaders among the gnorri tend to be older.



In the sad case of gnorri whose age outstrips their accomplishments, exile may be a preferable fate to constant ridicule or pity from the mouths of younger, more accomplished generations.

Gnorri do not build complex cities, but settlements can grow quite large in size. They tend to be in tune with their environments, using nearby materials for construction—especially coral. Gnorri coral shapers are masters at guiding the growth of coral through diverse methods, ranging from physical carving to alchemical enhancement. Often, naturally-occurring caverns or rifts along the cave floor will serve as a gnorri settlement, but in most cases, they wed such natural features to crafted palaces. Bones are a valued building material for weapons and buildings alike. When a great sea beast dies, gnorri are quick to strip the body of its flesh and harvest the bones to serve once more as a skeleton—only this time as the superstructure for a coral building rather than a flesh-and-blood beast.

While gnorri are omnivorous, they generally prefer lives as vegetarians, for their teeth are not sharp and have difficulty chewing through flesh. This is, of course, a strange disconnect for very young gnorri, who in their plankton stage are dedicated carnivores who feed only on flesh. Gnorri keep large farms of kelp and other seaweeds, but also raise slow-moving slug-like creatures or pens of jellyfish as livestock. These creatures are generally not kept for food, but as resources for gnorri alchemists (see "Culture" on page 34).

Faith

Some societies of gnorri are particularly wise, and with that wisdom comes an intrinsic understanding that they are not the center of the world: that there exist truths out in the world greater than themselves. Gnorri don't have a specific god or pantheon they worship. They of course recognize that there are powerful entittes in the universe, some of which grant power to their servants. Nor do they have a concept of a "Mother Earth" or "Heavenly Father," as they have no concept of family.

Gnorri believe that nature, in all its diversity and wonder, is sufficient unto itself in terms of eliciting the intellectual and emotional responses associated with spiritual experience, and that there is no need for faith in traditional anthropormorphic concept of gods or similar ideas.

They have no creation myths or foretold apocalypses to concern themselves with. Nature has always existed and will always exist and so it is with the gnorri.

They recognize the existence of ghosts, spirits, and other things that "prove" that there is life after death. But they have no concern about these or any introspection on what happens to individuals after they've died. They have a "does it matter" perspective on what happens after life ends.

While they respect nature, they neither worship nor revere it. While they work in harmony with nature, they don't avoid manipulating the world around them to suit their community's needs. An example of this is how they use their innate magical ability to turn rock into mud to make grottos.

As a society, gnorri don't build places of worship within their communities. They see no need to.

Those who wish to harness the power of nature are often called to a druidic lifestyle. While recognized as druids by druids of the lands, gnorri do not view themselves as part of a religion or sect. While a land druid who has disrespected a gnorri would be kicked out of their sect by other members, this is not the gnorri's doing but a result of the land druid's beliefs about gnorri as a society of "nature lovers."

Gnorri druids do gather in groups to learn from one another, but not to worship. They recognize that some of these teachings can lead to great power. To protect this power and to trade learning with land druids,

Gnorri Weaponry

As denizens of an aquatic realm, gnorri prefer to utilize piercing weapons in combat. When two-armed, gnorri prefer larger weapons that can take advantage of their increased strength, but when fighting with three or four arms, they prefer to use light weapons in order to minimize off-hand fighting penalties.

Below are new weapons designed and used by gnorri. Gnorri weapons are almost exclusively made out of the steel-like bones of the dahg gahdohl, which is a terribly vicious and dangerous large fish. It is considered taboo to sell the bones to non-gnorri, however, finished weapons are, in rare cases, traded for things of value to the gnorri that owns a given weapon.

These weapons, although made from bone, do not have the fragile quality. Unlike most weapons, dahg gahdohl bone weapons can be worked to improve them to masterwork even after they've been manufactured.

Weapon	Price	Dmg (S)	Dmg (M)	Critical	Range	Weight*	Type	Special
Martial								**Light Melee Weapons**
Shardspear	4 gp	1d4	1d6	×3	20 ft.	4 lbs.	P or S	—
Exotic								**One-Handed Melee Weapons**
Gnorri shardsword	35 gp	1d6	1d8	×3	—	4 lbs.	S or P	See text
								Two-Handed Melee Weapons
Gnorri biting bident	20 gp	1d6	1d8	19–20/×2	—	8 lbs.	P	See text
Gnorri longspear	100 gp	1d8	1d10	18–20/×2	—	10 lbs.	P or S	Reach, see text
								Ranged Weapons
Gnorri spearshot	60 gp	1d6	1d8	×3	60 ft.	12 lbs.	P	See text
Shotspears (5)	5 gp	—	—	—	—	—	—	—

* Weights are for Medium weapons. Small weapons weigh half as much and Large weapons weigh twice as much.

Gnorri Biting Bident: This long-handled, heavy military fork has particularly nasty, flexible barbs near the tip. When you confirm a critical hit with the bident, the weapon stays fixed in its target and cannot be easily removed. This can be exploited in two ways: the most simple is to let go of the affixed bident. The foe must succeed at a Reflex save against DC 10 + 1/2 wielder's base attack bonus or the bident sticks; if this happens, the foe gains the sickened condition due to the pain of a long, sharpened pole protruding from its body until it shakes off the bident with a successful Reflex saving throw as a swift action. You can also opt to keep hold of the bident, giving the enemy the entangled condition but preventing you from making further attacks with the arms that hold the bident. The foe can also remove the bident by succeeding at a grapple combat maneuver check against your CMD.

Gnorri Longspear: This spear is about 6–7 feet in length, 3 feet of which is the blade. The spear is made completely of bone. You can use a gnorri longspear with reach as a martial weapon. It can be used as a non-reach weapon if you are Large or you have the Exotic Weapon Proficiency (gnorri longspear). If you have the ability to use the gnorri longspear as both a reach and a non-reach weapon, changing grip is a free action.

Gnorri Shardsword: This 4-foot weapon has a slight curve with a wide blade and jagged parts that tear the flesh. You may use a gnorri shard sword as a martial weapon. If you are a gnorri with the weapon familiarity racial trait or have the Exotic Weapon Proficiency (gnorri shard sword) feat, for the purpose of two-weapon fighting you can treat it as a light melee weapon; for all other purposes it is a one-handed melee weapon. These weapons are favored as off-hand weapons by elite gnorri hunters who have learned to attack with three or more weapons.

Gnorri Spearshot: These darts can be fired underwater or into water from air, but every 1 foot traveled in water counts as 4 feet for purposes of range increments. A spearshot can be used one-handed but requires another hand to reload. Reloading a spearshot is a move action, or a free action if you have either two free hands (in addition to the hand holding the spearshot) or the Rapid Reload (gnorri spearshot) feat.

This launcher is powered by elastic ligaments and deep-sea animal gut, like a cross between a bow and a slingshot. It launches a small spear into the target. When fishing, the gnorri attach a line to the dart, allowing them to retrieve skewered fish. In war, this is less practical; instead, gnorri often poison their darts.

Shardspear: This spear is about 2 feet in length with about half its length being the blade. It is balanced in such a manner as to be suitable as a thrown weapon. When thrown, the damage is only piercing.



gnorri druids have adopted the secret Druidic language. Although they rarely write in Druidic themselves, they are capable of reading and writing in Druidic.

A gnorri druid can have animal companions from any environment that can support that type of animal. While ocean herders always have animal companions with a swim speed, the gnorri druid who travels the land will ceremoniously summon an animal companion best suited for that environment.

Other gnorri divine spellcasters do exist beyond just druids. Gnorri oracles focus on ideals and virtues often find collaboration with deities (but still do not worship them). Gnorri society view an oracle with powers and curses naturally born that way. They see no cause for concern as to how or why that particular gnorri is an oracle.

Clerics are not part of typical gnorri culture; in fact, most gnorri cannot comprehend the attraction to worshiping a god. While not outcasts, clerics and other gnorri that are followers of a god or pantheon operate outside the grottos that house gnorri communities as there is literally no place for them to gather and worship. This holds true regardless of whether the cleric and followers worship a virtuous god or a Great Old One.

Culture

The gnorri live relatively simple lives, despite the size of their society. With matters of family not being an issue and merit in society being determined by personal accomplishment, each gnorri swiftly settles into a chosen specialty without the expectations and pressures of raising more gnorri. This is all with the aim of doing the best an individual gnorri can in order to ensure greater personal prestige while simultaneously bolstering the society as a whole. Although the gnorri aren't particularly interested in the deep history of their species, they value other aspects of their history and culture, along with faith and science. They are far from a primitive society, but their underwater environs have resulted in their written language following a different path from those of surface dwellers, who utilize paper and ink to write. Traditional gnorri writings have been carved on stone surfaces or tablets using metal tools scavenged or traded from surface folk or magical methods of inscription. As their culture has grown, other, less cumbersome and less expensive methods of writing have developed.

Gnorri invented a method of preserving kelp in parchment-like strips and pioneered the use of alchemically treated urchin spines as writing styluses. With a treated urchin spine, the natural toxins in the spine are augmented so that using a spine to scratch the surface of a strip of kelp causes an immediate change in coloration, bleaching the kelp white and leaving a permanent and indelible mark. With this method, any gnorri can use strips of kelp and a collection of spines to write whatever comes to mind. The gnorri language uses an alphabet composed primarily of dots and straight cuts rather than curves since it's easier to inscribe dots and slashes with chisels in stone or spines in seaweed. This method of kelp writing has

an advantage over paper and ink in that the method remains viable above and below water.

Traditional gnorri building methods utilize magic, but also integrate nature and terrain. A gnorri group looking to establish a town is more likely to pick as the site of their new home a craggy section of underwater rifts and caverns than an open expanse of lush seaweed plains. This gives the gnorri additional defenses against sea monsters and other dangerous denizens of the deep. Without the ability to easily manufacture metal, glass, and pottery under water, gnorri who desire these items must rely on trade.

Fortunately for the gnorri, two of their cultural specialties are very much in demand from surface dwellers—alchemy and surgery. Rather than focusing on potions and fluids, which are difficult to contain and manage in an aquatic environment, gnorri alchemists focus on thicker, more solid media—ooze, plant life, and small animals. A gnorri alchemist uses a collection of venomous crustaceans, a wide array of aquatic plants, and flesh harvested from a wide range of invertebrate creatures for a diverse and versatile take on alchemy. This work has made gnorri particularly adept in the crafting of poisons, as much of their work involves using and repurposing venoms extracted from their living tools.

The gnorri's deep knowledge of biology aids them in larger healing projects involving more complex organisms as well, and gnorri surgeons are among the most gifted under the seas and above the waves alike. While almost all gnorri display a talent for minor applications of first aid and other applications of healing, some among their number have taken this science even further, with the ability to graft flesh and transform subjects using a wide variety of methods. While it's easier for them to perform these flesh-altering procedures on fellow gnorri, those who specialize in operating on surface dwellers find their talents in much demand. Gnorri surgeons can earn their communities a huge haul of glass and metal tools by performing a single operation to graft gills onto a human merchant, for example.

Relations

Gnorri enjoy the beauty of their aquatic regions and have, as a general rule, a productive relationship with local wildlife built on deep understanding, but they are the first to admit that many undersea cultures are isolationist at best and violent at worst. While a typical gnorri settlement is on good terms with neighboring gnorri towns, beyond that things start to break down, as communities grow more different as they are further removed, becoming more and more opposed in belief and teaching. Always self-sufficient, with populations that embrace the dual concept of specialization and supporting the community as a whole, gnorri have traditionally not depended much on extensive trade or support networks with their aquatic neighbors.

Nevertheless, there are many things that gnorri cannot build or acquire with ease underwater, particularly when it comes to objects that must be forged. Items made of metal and glass are particularly valued by the gnorri, both as luxuries and as necessities. Scavenging for items from shipwrecks is a long tradition, but unless gnorri specifically target trade ships and sink them for goods, it's impossible to depend on sunken salvage as a constant supply source. Since the gnorri are, as a whole, loath to prey upon the ships that sail above, they have turned to more peaceful options, setting aside long-standing superstitions and fears about the surface world.

Still, gnorri have difficulty interacting with air breathing creatures. Most trade groups employ at least one diplomat, who serves as a translator, as well as an ambassador to help handle confusing differences in



culture, but this is only of limited use. For example, telling one air breather apart from another is a constant struggle. A group of gnorri whose first contact with air breathing creatures happens to be with centaurs is likely to assume all air breathers are centaurs, even though humanity is typically much more diverse. Comments about humans being "half-centaurs" or an inability to understand that a human and his horse are not the same creature that suffered a cataclysmic magical curse or wound that separated their bodies might be a common misunderstanding on the part of the gnorri.

The concept of legs is endlessly fascinating to the gnorri and somewhat disturbing. It is as strange and unsettling for a gnorri to see a humanoid walk by putting one foot in front of the other as for a human to watch a gnorri's tail slither out in front of their upper body like a snake. Gnorri are baffled and at times disgusted by the rhythmic "sawing" of legs moving back and forth, bending only at the knee and ankle but otherwise rigid—a trait that many gnorri can't help but associate with the infirmities of age.

Adventurers

To the gnorri, the single greatest drive for adventure is curiosity. Particularly, they long to learn about the nature of those who dwell above the waves. However wondrous it might seem to humans, the underwater world seems mundane to gnorri who have lived all their lives there. While a gnorri character can be a significant boon to a group needing to travel underwater, to a gnorri such excursions are often dull. As a result, the vast majority of gnorri adventurers seek out surface parties in order that they might accompany them on their escapades and quests above the waves.

The gnorri's focus on specialization means that it's unusual for many to multiclass. Those who do pursue such paths tend to do so out of a sense of wanderlust. To many gnorri, this lack of focus is doubly troubling: not only do such gnorri abandon their homes to travel with surface dwellers, but also lack the focus to become properly specialized in a chosen field. Such gnorri are often not welcomed back into their homes, and in the unfortunate circumstance that sees such an unfocused gnorri's return, the gnorri's outsider accomplices ironically find themselves more welcome than the gnorri.

Gnorri Traits

The gnorri are an aquatic race of vaguely humanoid creatures. Their size and additional arms make them a rather powerful option for a player character race, despite the fact that they (like centaurs) are limited to smaller weapons than their size would normally suggest. GMs should consider carefully the implications of allowing a Large creature with multiple arms into their campaigns as player characters.

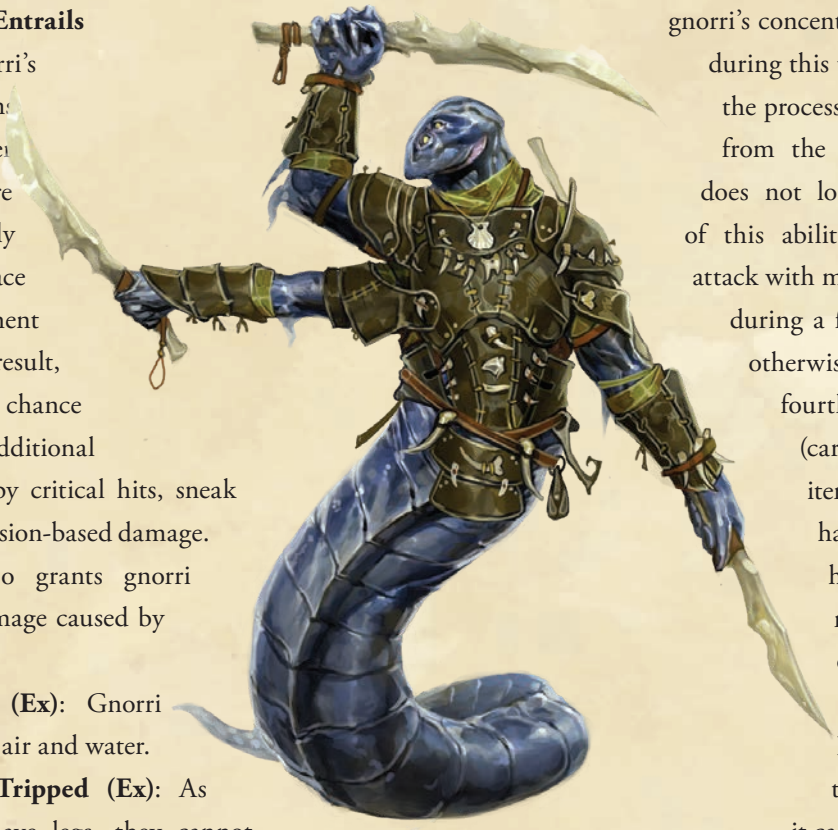
Gnorri are monstrous humanoids, have deepsight 120 ft. (darkvision only underwater) and low-light vision, and must breathe, eat, and sleep.

+2 Wisdom, –2 Charisma: Gnorri are slow to grasp concepts outside of their society and have a hard time interacting with and understanding air-breathers, but have minds as deep as the oceans in which they dwell. A gnorri's Strength and Constitution scores can shift, depending on their number of arms (see Limb Allocation, page 37).

Large: While the gnorri's upper torso, head, and arms are approximately the same size and girth as a particularly robust human, their longer lower bodies push them into the next size category—gnorri are Large creatures. A gnorri has a space of 10 feet, but only has a reach of 5 feet. They take a –1 penalty to AC, take a –4 penalty on Stealth checks, and gain a +1 size bonus on combat maneuver checks and to combat maneuver defense.

Speed: Gnorri have a land speed of 20 feet and a swim speed of 40 feet. They gain a +8 racial bonus on Swim checks and can choose to take 10 on a Swim check, even if distracted or endangered when swimming. They can use the run action while swimming, provided they swim in a straight line.

Amorphous Entrails (Ex): A gnorri's internal organs shift and slither around, and are never in exactly the same place from one moment to another. As a result, they have a 25% chance to ignore additional damage caused by critical hits, sneak attacks, and precision-based damage. This ability also grants gnorri immunity to damage caused by water pressure.



Amphibious (Ex): Gnorri can breathe both air and water.

Cannot be Tripped (Ex): As gnorri do not have legs, they cannot be tripped.

Gnorri Science (Ex): Gnorri gain a +2 racial bonus on all Craft (alchemy), Heal, and Knowledge (nature) checks. Gnorri are adept with poisons, and never risk accidentally poisoning themselves when applying poison to a weapon or using toxic materials when crafting alchemical substances.

Hard to Discern: Gnorri find it difficult to discern individuals of other races, and suffer a -2 racial penalty on Bluff, Diplomacy, and Sense Motive when dealing with non-gnorri.

Limb Allocation (Ex): Gnorri can absorb or extrude their arms, although the process is somewhat painful and slow, and can only be performed once per day. A gnorri must concentrate for ten minutes to adjust the number of arms it currently has, during which time it is considered to be flat-footed. If the gnorri's concentration is disrupted during this time, it must begin the process of limb allocation from the beginning, but it does not lose its daily usage of this ability. A gnorri can't attack with more than two arms during a full attack but can otherwise use a third or fourth hand normally (carry shields, using items, etc.). Added hands are always off-hand, even when making attacks of opportunity.

- ✶ *Two Arms*: If a gnorri elects to have two arms, it can concentrate more of its muscle mass in those limbs and as a result, gains a +2 bonus to its Strength.
- ✶ *Three Arms*: If a gnorri elects to have three arms, it must allocate its muscle mass more evenly and gains no bonus to its Strength, but neither is it forced to self-cannibalize its body to maintain a fourth arm, so it takes no additional penalty to its Constitution.
- ✶ *Four Arms*: If a gnorri elects to have four arms, it must allocate additional muscle mass, flesh, bone, nerves, and circulatory system reserves



Gnorri Builder Magic

Most gnorri naturally produce subtle magic pulses that other gnorri, known as builders, use to shape earth and stone. Gnorri society traditionally expects these builders to be neither male nor female, but to belong to a third sex. However, other gnorri have been known to demonstrate this talent at times. This magic is normally used for grotto construction, but in times of war can be used offensively as well. Gnorri with builder magic have the following alternate racial trait in place of gnorri science.

Builder Magic (Sp): Gnorri, mostly belonging to a third sex, sometimes have the ability to wield potent magic when assisted by gnorri without builder magic. The gnorri can cast *mending* at will, but only to repair stone objects. In addition, the gnorri can use this ability twice per day to cast any spell they meet the prerequisites for from the following table. As they gain levels, they gain access to additional options, but can still only use this ability twice per day. The gnorri must be of a minimum character level, have a minimum Wisdom score, and have a minimum number of gnorri without this trait within 60 feet. If the gnorri has the chosen spell on their class spell list and can cast spells of that spell level in that class, they can ignore the minimum number of other gnorri required. The gnorri otherwise casts the spell as a spell-like ability at the druid spell level. The gnorri's caster level is equal to their total character level. The save DC is Wisdom-based. This racial trait replaces gnorri science.

Spell	Min. Character Level	Min. Wisdom	Other Gnorri Needed
Magic stone	1st	11	1
Soften earth and stone	3rd	12	3
Stone shape	5th	13	5
Spike stones	7th	14	7
Transmute rock to mud	9th	15	9
Transmute mud to rock	9th	15	9
Move earth	11th	16	11
Wall of stone	11th	16	11
Repel metal or stone (stone only)	15th	18	15
Earthquake	15th	18	15

to the fourth arm. It gains no bonus to its Strength score and suffers a –2 penalty to its Constitution as a result of overburdening its body.

Undersized Weapons (Ex): Although gnorri are Large sized, their upper torsos are the same size as those of Medium humanoids. As a result, they wield weapons as if they were one size category smaller than their actual size (Medium for most gnorri).

Weapon Familiarity: Gnorri treat all exotic weapons with "gnorri" in the name as martial weapons.

Equipment Slots: Gnorri can wear armor or use body slot items, but only if the armor or item is specially tailored for gnorri. They cannot utilize these items if they are crafted for humanoids. In addition, a gnorri must match the number of arms a suit of armor or item uses in order to use that item. Gnorri lack legs entirely and as such can never utilize items that take up the feet item slot. A gnorri's usage of hand and shoulder slot items is limited to one each, and its ring slots are

limited to two, as if it were a typical humanoid creature, regardless of the number of arms it currently has.

Languages: Gnorri speak their own language and Common. A gnorri with a high Intelligence score can choose Aboleth, Aklo, Aquan, Deep One, and Draconic as bonus languages.

Variant Gnorri

The gnorri who are most likely to interact with surface dwelling people (and are thus the ones focused upon in this section) are but one variant of a diverse species. Deeper waters host other types of gnorri that have different hues of skin color. Each of these variants has slightly different abilities, as summarized below.

Black Gnorri: The deepest ocean trenches are the domain of gnorri with inky dark flesh. These gnorri have the see in darkness universal monster ability and +2 Intelligence instead of +2 Wisdom.

Brown-Green Gnorri: This mottled variant dwells in coastal swamps and is more comfortable out of water. They have a land speed of 25 feet but lose amorphous entrails.

Red Gnorri: These gnorri hail from deeper waters than typical gnorri. They gain a +2 bonus to Constitution but lose the ability to grow a fourth arm using limb allocation.

White Gnorri: Dwellers of arctic seas, white gnorri possess cold resistance 5 but suffer a –2 penalty on saving throws against fire effects.

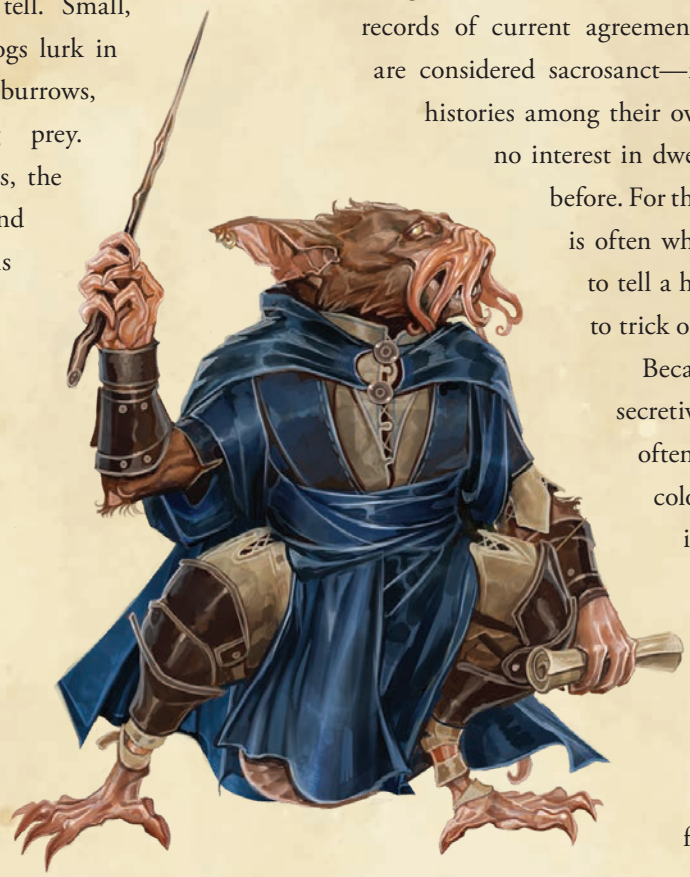
Science, already oppressive with its shocking revelations, will perhaps be the ultimate exterminator of our human species—if separate species we be—for its reserve of unguessed horrors could never be borne by mortal brains if loosed upon the world. If we knew what we are, we should do as Sir Arthur Jermyn did; and Arthur Jermyn soaked himself in oil and set fire to his clothing one night.

—H. P. Lovecraft, *Arthur Jermyn*



Zoogs

Menacing inhabitants of the deep woods, zoogs are widely dreaded and sometimes mocked from a safe distance. Unlike many feared races, the superstitions and legends about zoogs are well-founded—they are not "misunderstood," but are just as dangerous and unsettling as the tales tell. Small, animalistic creatures, zoogs lurk in shadowed forests and burrows, waiting for unwitting prey. Terrifying puppet masters, the zoogs flutter threats and taunts as they lure victims ever closer to their doom.



At the same time, much of a zoog's capacity to evoke terror is situational and atmospheric. Beneath the benighted treetops, their small size and natural grace produce the sense that they could be anywhere, striking from any angle. Caught in the open or confronted outside their natural environment, they seem more like oversized rodents that are almost laughable. For this reason, zoogs stay out of sight, relying upon misdirection and confusion before they strike.

Most zoogs are content to dwell in their forest homelands, but they are curious beings, and are known to roam far abroad. Zoogs often accompany members of other races, hoping for protection. Occasionally, zoogs make a major foray into the outside world or decide to colonize another wood. Anyone who knows of zoogs and their ways would do well to treat news of harassment in the forest and unexplained disappearances as a cause for alarm.

History

Zoogs do not document their past and only keep records of current agreements and treaties—which are considered sacrosanct—nor do they share oral histories among their own people, as they have no interest in dwelling on what has gone before. For this reason, zoog "history" is often whatever the zoogs decide to tell a human they have chosen to trick or befriend.

Because of the zoogs' secretive nature, people are often surprised to learn a colony of zoogs has been infesting a nearby forest for years, only learning of the threat they pose after an attack on a local hunter. Those living near the forest may know that something is happening, as stray animals or travelers keep vanishing, but they may not realize zoogs are behind such disappearances.

Zoogs tend to make their homes in dark and haunted forests, where they become masters of their environs. Often far worse creatures than zoogs dwell therein, and the zoogs learn caution near a lich fortress or a troll den. Larger and more powerful beings often ignore the small and comparatively weak zoogs, who can then take advantage of their proximity. For example, in a forest containing a dragon, the zoogs are

adept at luring raiding parties of adventurers into the dragon's lair.

Zoogs have a history of making direct pacts with monstrous creatures for mutual benefit, the way a crocodile might allow small birds to pick its teeth clean. Generally amoral and opportunistic, zoogs have no objections to working with evil monsters, but they also recognize the danger such creatures pose. In some cases, if a particularly dangerous creature moves in, the zoogs may seek the assistance of a party of adventurers to rid their forest of the risk, and will offer enticements for this service. This must be done before the zoogs forge a treaty with the monster, however, as zoogs always keep their word.

Playing a Zoog

Other races are both fascinated by and a little fearful of the curious and furtive zoogs. They have developed a reputation for mysterious powers, cunning, and their specific form of faithfulness.

If you're a zoog, you likely:

- ✶ see small animals (even pets or familiars) as potential food.
- ✶ are attracted to creepy and uncanny places and things.
- ✶ remember and honor your personal treaties and those that your forest has signed.
- ✶ like to hide in dark corners and explore tunnels and burrows.
- ✶ are curious, inventive, and cunning.
- ✶ are extremely interested in traps, both magical and physical.
- ✶ don't share your secrets.

Others probably:

- ✶ are nervous around you.
- ✶ view you as a possible threat to children and small animals.
- ✶ are interested in making a treaty with you.
- ✶ are afraid you might lead them into a trap.
- ✶ consider you to be wise in dark, unearthly lore.
- ✶ are ignorant of your complex social structure.

Physiology

Zoogs are marsupials. Both males and females have two, small, forward-opening pouches on each side of their abdomen. Female pouches expand significantly when they house a litter of pouchlings.

The typical zoog is about the size of a small human child, yet their quadrupedal stance keeps them low to the ground. All four of their limbs terminate in hand-like paws capable of fine work or wielding weapons. In addition, they have long, bare, prehensile tails that give them even more options for manipulation. Their mouths have needle-like teeth, and their faces are adorned with small prehensile tentacles, which they primarily use to manipulate food but can also use to grasp small objects or help with delicate tinkering. They have round, bulging eyes and large ears that grant senses as keen as those of a cat, if not keener.

Though they are naturally nocturnal, they are not hampered in bright light. They can swim when they must and can climb as well as any monkey. While they can use tools and often keep useful objects in their burrows, they cannot easily carry more than two such items around with them at a time (one in each pouch).

Zoog voices are thin and breathless, most often described as "fluttering." They cannot shout or make loud noises (except for an occasional frightened involuntary squeal), but they can pick up other languages and are fast learners. They speak their own language, which is only taught to outsiders who have



Family Terminology

Zoogs can speak their own language as well as others, but use specific phrases and unusual concepts to describe family and the roles of other zoog in their society. Some examples are listed below.

Generation: Zoogs use this word to determine the ranking of a zoog in their society.

He-Zoog: A male zoog.

She-Zoog: A female zoog.

Zooglet: A young zoog, furred and capable of leaving its mother's pouches.

Pouchling: An infant zoog, naked, blind, and helpless. Normally never leaves the pouch.

Chosen: An adjective used to describe those zoogs raised in their mother's preferred pouch and thus generally considered superior to other zoogs.

Off-Pouch: An adjective used to describe zoogs raised in their mother's less preferred pouch and thus generally considered inferior to other zoogs.

signed a treaty with the forest. All zoogs, regardless of their forest, speak the same language, which is instinctive, not learned. Hence, even a zoog raised by humans will grow up able to speak its own tongue (as well as the language of those who raised it).

Zoogs are generally carnivores. While they are able to eat some fruits and vegetables (usually raw), prolonged reliance on plant matter tends to make them listless and sick. Fresh meat is always a treat, preferably eaten raw. They can eat dried or cooked meat when necessary. They enjoy all types of animal flesh and even eat humanoids when they get the opportunity. Large and/or intelligent prey must be ambushed and trapped, as zoog are at their best from positions of stealth.

Zoogs are able to produce a musk-like substance from glands on their heads, which they often smear on trees or rocks to leave a trail for others of their kind to follow. Some merchants sell "zoog musk," which they claim can be used to confuse or distract zoogs and thus make it safer to move through a zoog forest. In truth, zoogs are rarely duped by such attempts at trickery.

Family

Zoogs normally live in hollow trees or burrows which they dig themselves or steal from other burrow-makers (such as foxes or badgers). They prefer dark and damp conditions. They typically dig a large network of tunnels with at least two concealed exits in addition to the main entrance for a quick escape at need.

When zoogs show affection, they grab and caress their beloved or friend with their cold, clammy face tentacles. Humans generally find this quite unsettling, but those that become friends with a zoog learn to endure it as best they can.

Zoogs do not mate for life. Periodically, two zoog become infatuated. They then become obsessed with each other, engage in wooing and flirtatious activities, and try to spend time together. At any given time, a zoog is only interested in one other member of its species. Of course, sometimes the object of a zoog's affection does not reciprocate, and then the heartbroken would-be lover licks their emotional wounds and retreats, only to fall in love with and obsess over a new zoog a few months later.

If two zoogs prove compatible and a she-zoog becomes pregnant, the pair moves into the same burrow, and the father helps to protect and feed the mother (and their babies) until their progeny have grown big enough to leave the family unit. This process typically takes a few years. Once the babies are on their own, the parents separate, dissolving their personal bond but maintaining emotional ties to their offspring. Within a year or two (or sometimes just a few months), the parents find new objects of affection and the cycle begins again.

It isn't rare during the natural zoog mating cycle for zoogs to fall in love with the same partners more than

once, but there is no social or biological imperative to do so.

Life Cycle

Zoogs give birth to 6 to 12 (2d4+4) babies after a gestation period of only 10 to 15 days. The blind, nearly-embryonic young are only about a centimeter long, perfectly sized for the mother to pick them up and put them into her pouches. She puts the four best-looking or most interesting young into her favored pouch, and these become her chosen. This is often but not always the right-hand pouch; she-zoogs are "left-pouched" or "right-pouched", just as humans are "right-handed" or "left-handed." All the other young are placed into her less-preferred pouch, and become off-pouch. Each pouch normally has four internal nipples, so if five or more babies are off-pouch, only four survive—typically the strongest or fastest. The others starve within a day or two, and the mother cleans them out of the pouch and eats them.



The pouchlings stay attached to the mother's nipples and don't leave the pouch for 2 to 3 months. When they emerge, fully-furred and capable of life on their own, they are now called "zooglets." They usually stay in or near the parental home until maturity.

Zoogs reach full size, intelligence, and sexual maturity in 2 to 4 years, depending on how well they're fed. Once the young are completely independent, the parents move on as well. Zoogs can live for a long time—much longer than most small mammals. Zoogs older than 30 to 40 years are forced to extend their longevity through magical potions, forest herbs, or spells. Zoogs with access to these age-defeating techniques can live for many decades, and zoogs over 300 years of age are found in the older forests.

Zoogs breed more quickly than almost any other sentient race. A typical zoog is ready to mate within a year after leaving home (so, from 3 to 5 years of age). It then has up to eight viable progeny, which it raises to maturity. When those babies leave home, the zoog is ready to mate again. This means that a typical zoog first mates around the age of 4, and then has almost exactly eight surviving offspring about every four years following this. This means that twenty pairs of breeding zoogs (a typical colonization group) can increase to 50,000 adult zoogs in only two decades.

Society

Each individual zoog forest is its own independent nation, responsible for its own treaties and decisions. Zoogs never go to war with other zoogs, and are bemused by the fact that other sentient races fight amongst themselves. Not engaging in such strife does not preclude them from taking advantage of it, however.

Zoog society and social importance are closely tied to their biology. Zoogs raised in their mother's preferred pouch are the chosen, promoted and trusted as the upper tier of zoog society, while those raised in the inferior pouch are the off-pouch and are considered lower class. Because each pouch has four nipples, there are almost never more off-pouch than chosen and vice versa in a given zoog forest, notwithstanding death and infant mortality. The chosen vs. off-pouch hierarchy is the most fundamental differentiation within zoog society, and forms the basis of their system of nobility.



Off-pouch zoogs are still full members of zoog society. They are sources of valuable labor and services, and though they are never leaders, they are neither mistreated nor enslaved by other zoogs. They belong to a lower social class. Zoogs are puzzled when other races take offense to their system. After all, humans, elves, and dwarves have hereditary systems of government as well, often incorporating serfs, a middle-class, and nobility. The zoog system is far superior, they feel, because the chosen zoogs are hand-selected by the mother for superiority. After all, in many humanoid societies, nobility is inherited, regardless of merit or ability. Not so with the zoogs: an inferior baby is eaten by the mother or becomes an off-pouch.

When zoogs mate, it is common for an off-pouch zoog to become infatuated with a chosen zoog and vice-versa, and offspring from such a mating are subdivided into off-pouch and chosen as normal. In other words, zoogs, unlike many other humanoids, do not segregate by social class when mating.

When two chosen zoogs mate, however, their own chosen young are termed second generation, and are considered upper-class. They are considered higher than the average chosen, but not true nobility. When two second generation zoogs mate, their chosen offspring are third generation. This process continues up to the eighth generation, and of course can go beyond, but the zoogs don't always keep track past that point, particularly as eighth generation chosen zoogs are vanishingly rare.

Second-generation zoogs are considered the upper-ranks of society, but are not true nobles. Each successive generation is more highly rated. The zoogs feel this is fair and just. With the sixth-generation, it is clear that all ancestors of the zoogs were chosen as superior by their mothers.

If a higher-generation zoog mates with a lower-generation noble, the offspring are considered to be the same as if the lower-generation zoog had mated with its own kind. Thus, if a fifth and a second generation zoog mate, the chosen babies are considered third generation.

However, an off-pouch zoog born even to a sixth generation zoog is still just off-pouch. It has no generation and no special privileges, though it may enjoy advantages based on family ties. For example, a high-ranking zoog noble often has family guards and aides chosen from among off-pouch siblings.

Third generation and higher zoogs are the zoog nobility, and these individuals are not only rare but valued by zoog society for their superiority and leadership qualities. The higher the generation, the higher-ranking the zoog, so a third generation zoog defers to one from the fourth generation.

It sometimes seems odd to humans that zoogs make no attempt to preferentially mate higher generation zoog together, but the zoogs are happy with their system, and it seems to work for them. Another alien aspect of zoog culture is that despite the fact that they keep few records, they are somehow able to keep track of their generations.

Each zoog forest is run by a council of nobles, who consult one another to make all decisions. Zoogs don't have monarchs or any sort of head zoog. Instead, the various nobles gather together when major decisions need to be made and do so as a group. Zoogs are not stupid, and the nobles are perfectly willing to take advice and suggestions from lesser zoogs—even off-pouch zoogs.

Zoog forests are never true monarchies. For one thing, the highest-ranking zoogs in a forest are born in groups of four. In their councils, the higher-generation nobles speak with greater weight, but all voices are

considered. Also, when noble zoogs feel a need for the guidance of other, lesser zoogs, they do not hesitate to call them to the council as participants. For example, if a lower ranked zoog had traveled for a long period of time with a group of captured adventurers, that zoog would be interrogated at the council, and his testimony may well determine the fate of those adventurers. When less-sweeping plans are needed, a single noble may lead a group of zoogs in some major task—for example, constructing a large trap designed to capture a large animal.

Zoogs also have an equivalent to human guilds, in which all like-minded zoogs within a forest share wisdom or work on large projects. Typical zoog guilds include trap-makers, magical researchers, alchemists (a generic term for all tinkerers), loremasters, and animal tamers. Unlike human guilds, these are always led and ruled by one or more noble zoogs and advised by the rest. The nobles are not necessarily the most experienced workers in the trade, but they do receive training and are always willing to listen to other, more skilled zoogs. Young nobles are assigned as apprentices to the various guilds so that they can learn the trade and be ready to take positions of leadership.

Venturing Outside the Wood

The natural zoog habitat is dark, deep woods. Often, when zoogs wish to colonize a new region, they must travel through the outside world, which is a dangerous proposition. Sometimes, they try to avoid trouble by moving only at night. Other times, they bargain with fey to gain access to their strange magic or mysterious portals. Occasionally, zoogs make a treaty with groups whose lands they must travel through, offering to gift their hosts with magic or unusual forest herbs in exchange for protection.

Protection deals can lead to interesting adventures for players, who may be tasked by their kingdom or their friends to travel with the zoog host and keep them safe from enemies and ambushes. Herding along a large mob of small, ferocious zoogs while wolves, trolls, or other natural foes try to pick off some of the troop could be a fun travel scenario. Hazards might include bandits hoping to kidnap a zoog noble or a family, bitter about past zoog predations, lusting for vengeance.

Warfare

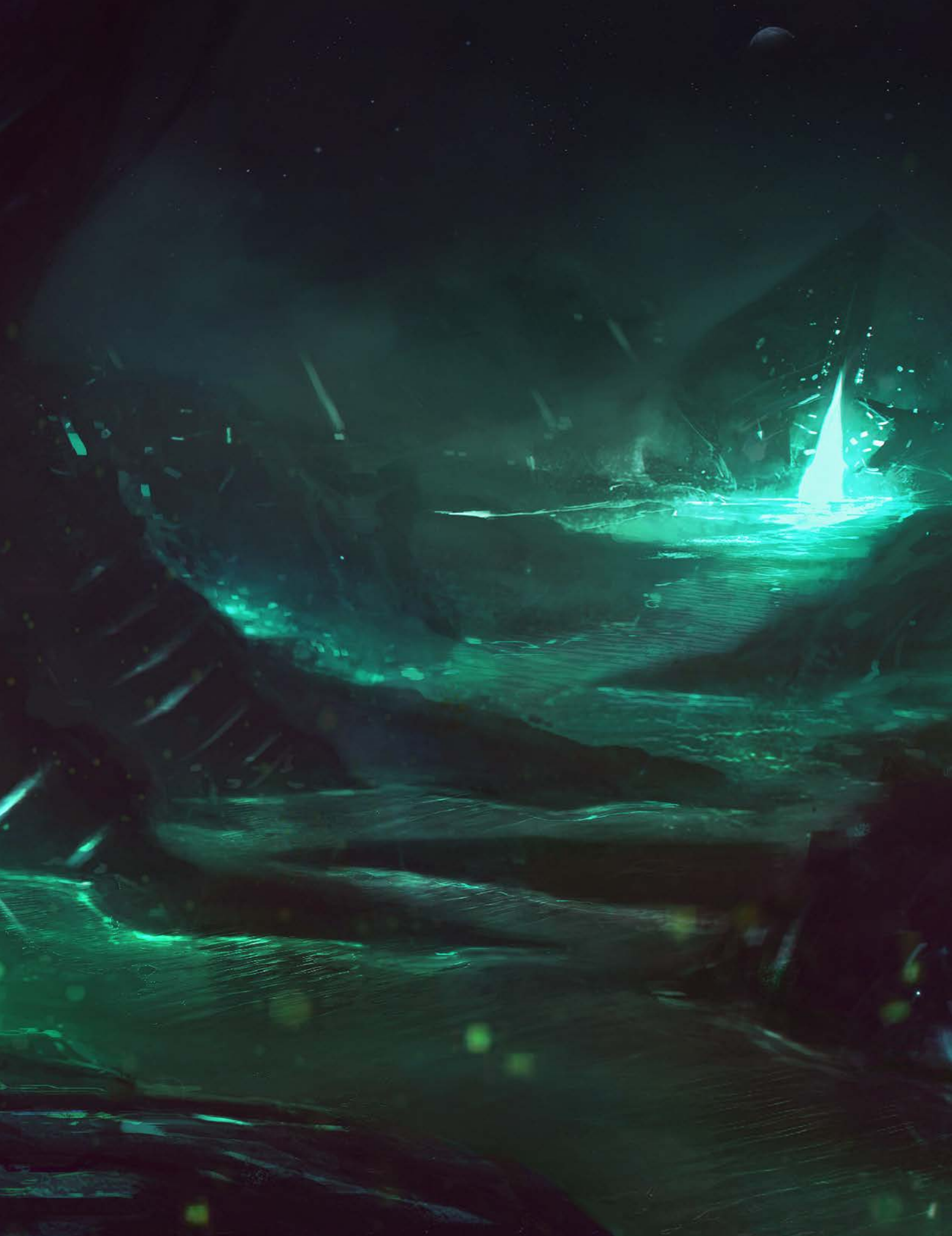
While zoogs are known to go into battle, these excursions would not be considered a "war" by human standards. Instead, the zoogs treat their attacks as an extension of their clever tricks, and usually try to encapsulate the whole conflict within a single huge ambush or trap. Hence, a typical zoog war lasts only a day or two and ends in a complete victory for one side or the other: either the zoog ambush works or it doesn't.

Zoogs are highly protective of their high-ranking nobles because they take so many generations to produce, so their wars are almost always triggered by the death (accidental or otherwise) of a noble zoog or zooglet.

Zoogs recover populations decimated in war more quickly than other sentient races, thanks to their fast breeding cycle. As a result, they are not particularly deterred by the threat of losses—except with regard to their nobles.

Faith

Zoogs are not very religious. They recognize the existence of gods and demons, but are only interested in them as potential sources of power or as threats. They are always, at their core, pragmatists in any kind of religious devotion, though they are able to parrot belief in order to comfort or fool humans or other races.



Zoog clerics exist, but they are largely focused on appeasement. Druids exist to draw strength and power from their forests. When a zoog forest hosts a perilous and powerful spiritual entity, the zoogs typically build a shrine and appoint a priestly class to placate this force. These priests perform whatever sacrifices and rites are needed to minimize conflict.

For example, zoogs living in a forest at the base of a powerful red dragon's mountain might set up a shrine to the dragon and kidnap maidens from surrounding hamlets that they might offer them up to the dragon to prevent the creature from attacking their forest. While humans, naturally enough, see this activity as evil, the zoogs view it as highly practical. They don't have the ability to slay the dragon, so they do what they can, at minimal cost to their community, to avoid trouble.

As a result, zoogs have gathered a reputation for worshiping evil and unholy beings. This reputation is deserved to an extent: benign forces don't threaten the zoogs, so they don't feel a need to appease them in this way. But even zoogs who worship at the shrine of a powerful devil are not necessarily evil themselves—they do so out of pragmatism rather than fervor.

Treaties

One of the best-known features of zoog law is their universal recognition of treaties. A given treaty is only made with one entity or organization at a time. A treaty may be agreed between the forest and a nation, race, or village, or even just a single person. If two villages each want a treaty with the zoogs, they must negotiate separately. While treaties can cover a wide number of topics, typically the arrangement is for the zoogs to permit free passage through their forest in exchange for some consideration from the other party.

Treaties can be predatory in nature. For example, when the cats of Ulthar attacked and defeated the zoogs of the Enchanted Woods, they took a number of noble zoog youths as hostages. Those zoogs agreed never again to molest or eat a cat, and in turn, the cats agreed to keep their hostages alive. Unfortunately for the zoogs, this treaty was not to their advantage, but such is reality. Naturally, if the tables were turned, the zoogs would have enforced a treaty to their own ends.

When a treaty is being considered, the zoog council of nobles debates it. If they reach a favorable decision, the other party is brought into the zoog colony, and all the zoogs convene to identify and learn to recognize that individual or group. For example, when the zoogs of Blackwood made the Treaty of Eternal Friendship with the gnomes of Willendilly, the gnomes sent several dozen gnomes, of all ages and walks of life, to Blackwood so the zoogs could memorize the appearance and dress of Willendilly, and thus refrain from preying on them. This treaty was eventually broken unwittingly by the zoogs when they captured and devoured three bleached gnomes from Willendilly, unaware that these pale, listless creatures were the same species as the other gnomes (since no bleached had been sent to the treaty-signing).

Treaties are not written down (at least, not by the zoogs), since every zoog in the forest is required to memorize it. Still, an old treaty may be unknown to younger zoogs, and over time, treaties can "wear off." This can happen quite quickly, considering the condensed breeding cycle of zoogs.

Zoogs rarely break treaties on purpose, but they are known to abuse them to an extreme. In one case, the zoogs of the Screaming Woods had a treaty with a particular family. The oldest son of this family took a band of his friends into the deepest part of the forest, expecting that the zoogs would honor the family treaty, and thus grant them safe passage. The zoogs trapped them all, then served them at a great feast. The son alone was spared, but they forced him to partake in

the feast. When they sent him home, he was physically uninjured, but stark raving mad. Since they had not killed him, the zoogs considered that they had fulfilled their obligations to the letter.

While a given treaty only applies to a particular zoog forest, if someone who participates in such a treaty can demonstrate this to another zoog forest, it often eases their path toward acceptance and safety. Once a village or person signs a treaty with one zoog community, other zoogs often fall into line quickly and easily.

Personal Treaties

Even as a single person can make a treaty with the zoogs, a single zoog can make a treaty with a humanoid or group of humanoids. This is typically how an audacious zoog manages to join a group of adventurers, so when playing a zoog, be sure to write up the terms of the treaty. Some common elements in such a treaty might include:

- the zoog will not eat party members.
- the zoog will not eat pets or familiars belonging to the party.
- the zoog will assist the party in diplomatic negotiations with other zoogs.

Culture

Zoogs are able to tame and domesticate other forest-dwelling animals. For example, they often train badgers to dig tunnels, foxes or owls to serve as an early-warning system, or pine martens as hunting animals. Some of these could be animal companions. With their carnivorous tendencies, there is always a chance that the zoogs might eat their "pets" in a time of emergency.

Zoogs do not have their own written language, but can learn to read and write the languages of other races. They are particularly interested in magical or occult languages, which give power. They are not nearly as interested in works of fiction or mundane knowledge.



Zoogs rarely engage in artistic enterprises, though they do practice magic and the creation of magic items. They create tools and can even perform metal-working, though heavy blacksmithing jobs are beyond them. They often prefer to purchase items created by the labor of other races. Their supple hands, dexterous face tentacles, and inherent intelligence allow them to produce utensils of amazing delicacy and unparalleled grace.

Since their size renders them largely incapable of heavy building projects, zoogs prefer to adapt existing structures or natural formations to their own uses. Thus, rather than chop down a tree for lumber, they might hollow out its limbs and add peepholes, grow magical fruits from it, or direct its growth so its roots emerge aboveground and tangle with other nearby trees to form a nearly-impenetrable barrier. This is not out of any inherent "love of nature" or druidic tendencies, but simply because these adjustments are easier for the small but clever zoogs to accomplish, rather than the large, crude manufacturing of other races.

Tricks and Traps

Because zoogs are ambush predators who hunt in teams and because they are so small, they typically use snares, ruses, and deceptions to catch prey or defeat enemies. They are keenly interested in related devices, and an entire zoog profession is made up of trap-makers, usually organized into a guild.

Zoog forests frequently have extremely elaborate traps that incorporate magical, physical, psychological, and living components. Sometimes these traps are built in a series. One set of traps might be designed to terrify or herd victims into a particular spot where other, deadlier traps await.

Zoogs know that humans are suspicious of their forests and wary of traps. As a result, zoogs usually lay multi-layer traps to maximize efficacy and lethality. People experienced with zoogs eventually learn to anticipate their technique, so zoogs—aware of the human ability to reason—are always ready to escalate their traps to double or triple bluff hapless intruders. They think several steps ahead of their potential victims, leading them sometimes to overthink their traps, as they expect trespassers' minds to be as devious and byzantine as their own. For instance, when outsiders encounter a zoog trap in a forest, it might not be real. But it could be real, after all, because the zoogs know they'll think it's not real, so they make it real. And even if someone evades that trap, the real peril awaits once they lower their guard.

Some examples of favored zoog schemes are described below.

The Gem Trick

The Trick: Just barely visible off the main forest path is a collection of glittering gems, which shine and glow in the dark. The main road has a dark and spooky covered bridge over a gulch.

The Trap: The adventurers—who are, naturally, wise to zoog tricks—ignore the gems, and proceed confidently onto the bridge, happy to have avoided the too-obvious snare. The bridge is hinged at one end, and the other side is blocked. When the adventurers get a little ways onto it, it breaks loose on the opposite side, falls over, and points straight down. The adventurers plummet to the bottom, unable to grasp any handholds on the slimy walls. At this point, gigantic spiders from the woods crawl onto the bridge from above and descend upon the party.

The Finale: The zoogs reset the bridge, and, once the spiders have sucked the adventurers dry, fish out the remains, scavenge any useful gear, and use the dried-up flesh as "adventurer jerky."



The Treasure Map

The Trick: The adventurers come across the withered corpses of another adventuring party. A treasure map is clutched in one skeletal claw. The deceased party still has its gear and even some magic items, so obviously this is a real case of death by misadventure—the bodies weren't even looted.

The Trap: The adventurers follow the map to an awful underground cavern complex full of perilous hazards and monsters, and many are killed.

The Finale: The zoogs drag out the newly-dead corpses from the caverns, perhaps eat one or two of the victims, scavenge the most useful magic items, and "re-seed" the trap with the new cadavers, placing the treasure map in the hands of one of the deceased party members. They also make sure that the magic items they leave as bait are not useful in their cavern complex. For example, if the complex contains undead, they might leave a *wand of charm person*, since that spell is ineffective against undead. The trap is particularly cruel in the way it instills a false sense of security.

The Rotten Log

The Trick: In an especially creepy and dense part of the forest, filled with fluttering zoogs, the trail is blocked by a huge rotten log. Upon close inspection, the log is filled with poisonous spiders.

The Trap: All the adventurers have to do to avoid the spiders is to leap gracefully over the log, so they do. Unfortunately, the log's actual purpose is to conceal the deep pit just behind it. The leaping adventures fall right into the hole, which is also filled with poison spiders, spikes, or whatever the zoogs' inventive imagination came up with. Sleep poison is particularly useful, as the first adventurer who falls into the pit may not be able to warn those coming second.

The Finale: Usually, only one adventurer jumps into the pit, but the others are likely to get bitten by the spiders while they try to rescue their comrade. Eventually, the poisoned, weakened party is vulnerable to other traps and tricks down the line. Though the trap is designed to weaken rather than slay, unlucky or unwary parties might even suffer losses from it.

Relations

Fundamentally, zoogs are pack ambush predators, and have no cultural or biological bias against eating sentient beings. Because of this, they are often feared and avoided. On the other hand, they are not relentlessly hostile, and have useful lore, magic, and artifacts, so their hard-won friendship can be quite valuable.

Folk who live near zoog woods naturally avoid the trees, and sometimes even try to erect fences against the forest. Such efforts don't keep the zoogs away, but they at least render it less likely that an animal or a child will wander by mistake into zoog territory.

No other civilized race is allowed to live as a group within a zoog wood. Zoogs do not typically "share" their forest with a tribe of elves, though a single dryad or perhaps a family of half-orcs might be tolerated, particularly if they are beneficial to the zoogs. If it is a large forest, sometimes part of the area is the zoog wood, and the rest might be owned or dominated by some other group.

Adventurers

Zoogs are curious and inventive and they value practical knowledge, so it's not uncommon for zoogs to venture outside their woods in search of this. When this happens, the zoogs, being small and physically weak, tend to join a party of the big people. Given their size, even some gnomes and halflings are big by zoog standards.

Zoogs can prove highly useful members of an adventuring party. Their delicate hands render them excellent magicians and rogues, and the ancient lore

they have access to can help the party to find places to explore.

A secondary bonus for the party is that zoogs cannot use large items or treasures, so typically they don't compete for some of the more interesting loot (they can't carry a magic greatsword, for instance). On the other hand, they often want to sequester smaller items, such as wands or magic rings. They feel this is a reasonable compromise, though others may disagree.



Zoog Racial Traits

Zoog characters do not possess racial Hit Dice. They are defined by their class levels. Zoogs are humanoids with the zoog subtype, and must breathe, eat, and sleep.

-2 Strength, +2 Dexterity, +2 Intelligence: Zoogs are swift, agile, and quick-witted but not particularly strong.

Small: Zoogs are Small creatures, and gain a +1 size bonus to their AC, a +1 size bonus on attack rolls, a -1 penalty on combat maneuver checks and to their CMD, and a +4 size bonus on Stealth checks.

Fast: Zoogs are fast for their size, and have a base speed of 30 feet.

Climbers: Zoogs have a climb speed of 30 feet and a +8 racial bonus on Climb checks.

Senses: In addition to darkvision with a range of 60 feet, zoogs have low-light vision and the scent ability. Zoogs have a +4 racial bonus on Perception checks.

Skills: Zoogs have a +2 bonus to Disable Device checks in addition to their bonus from trap mastery, and Stealth is always considered a class skill for them.

Facial Tentacles: Zoogs' facial tentacles cannot wield weapons, but they can hold or manipulate small objects like coins, jewelry, or even wands.

Prehensile Tail: A zoog's prehensile tail cannot wield a weapon or manipulate an object, but can carry an object with ease. A zoog can retrieve an item stowed in one of its pouches with its tail as a free action or pick up an adjacent item as a swift action, provided the object is relatively small (no more than 3 lbs.).

Pouch: A zoog can carry a tiny object like a piece of jewelry or a coin in each of its two pouches. Retrieving an item from a pouch is a swift action, or a free action if the zoog's tail is used.

Natural Attack: Zoogs' bites are primary natural attacks that deal 1d3 points of damage. They also gain a secondary claw attack that deals 1d3 points of damage.

Trap Mastery: Zoogs gain a +2 racial bonus on all Craft (traps) checks as well as on all Disable Device and Perception checks made to disable or notice traps (this racial bonus stacks with the standard +4 racial bonus zoogs possess on Perception checks). Zoogs gain a +2 dodge bonus to their AC against traps and a +2 insight bonus on any saving throw they make against the effects of a trap.

Warren Digger (Ex): Zoogs have a burrow speed of 10 feet, but can only burrow through soil and dirt, not stone.



Chapter III: Character Options

Character Options

Heroes and villains of the Cthulhu Mythos often specialize in tactics and knowledge tied to the sanity-straining fringes of the world. Cultists, artists, and strange loners draw strength and power from the same forces that tax their minds to the breaking point. Characters with Mythos companions make alliances with dangerous and ill-understood creatures for more power and knowledge.

This chapter provides rules for these and more class options and feats. In addition, the new Profession (Yog-Sothothery philosopher) skill lets characters research many kinds of Mythos lore at the cost of becoming more vulnerable to dread and insanity.

Many of these new archetypes, feats, and class options work well with the Mythos-themed races introduced in the previous chapter. In many cases, these options only make sense for specific races, but in others, the options can be explored by characters of any racial or class background—always subject, of course, to GM approval!

Archetypes: Introduced in *Pathfinder Roleplaying Game: Advanced Player's Guide*, archetypes are sets of modified abilities that can be easily swapped out for those of a given class to customize its focus. When a player selects a class for her character, she can choose to use the standard class features found in the class's original description, but she can also choose to instead adopt an archetype, altering or replacing specific class features of that base class.

A modified class feature works normally except as described in the archetype. All class features that aren't mentioned among the alternate class features function normally and are acquired at the usual level. When an archetype includes multiple alternate class features, a character must take all of them, gaining new abilities at the cost of forever losing certain standard abilities.

Altered Features: Any alternate class feature described as altering an existing class feature functions as that original class feature except as specified, and is considered to be that class feature for the purpose of meeting any requirements or prerequisites, even if that feature is renamed to fit a new theme. For example, a class feature that alters the barbarian's rage still counts as rage for any prerequisite that requires that ability and can still be modified by feats that modify rage.

Replaced Features: Conversely, a character with an alternate class feature that replaces a base class's feature doesn't count as having the replaced class feature for the purpose of meeting any requirements or prerequisites.

If an archetype replaces a class feature that's part of a series of improvements or additions to the base class's ability, the next time the character would gain that ability, it counts as the lower-level ability that was replaced by the archetype. In effect, all abilities in that series are delayed until the next time the class improves that ability. For example, if an archetype replaces a cleric's 2d6 channel energy at 3rd level, her channel energy doesn't jump from 1d6 to 3d6 at 5th level—it improves to 2d6 just as if she has finally gained the increase for 3rd level. This adjustment continues at every level at which her channel energy would improve, until at 19th level she has 9d6 instead of the 10d6 of a standard cleric.

If an archetype replaces a class feature that has a series of improvements but it does not mention one individual improvement, that class feature replaces the entire class feature and all of its improvements. For example, if a class feature says that it replaces trap sense without mentioning a specific bonus, it replaces all the benefits of trap sense that would be gained at various levels.



Multiple Archetypes: A character can take more than one archetype and garner additional alternate class features, but none of the alternate class features can replace or alter the same class feature from the base class as the other archetype's alternate features. For example, a rogue could not be both a prowler and a researcher, because both archetypes replace the uncanny dodge class feature with something else.

Class Options

Opponents of the Mythos and cultists of the Great Old Ones and Outer Gods develop specialized abilities to contend with terrible dangers and unspeakable revelations. The following class options are available to any Mythos character of the appropriate class who meets the prerequisites.

Barbarian

Unlike their cousins who are beholden to reckless rage, barbarians of the Mythos revel in insanity and frenzy. The following archetype is available to any barbarian. In addition, other classes (such as skalds) who meet the prerequisites can access the rage powers described below.

Delirium Warrior (Barbarian Archetype)

Delirium warriors derive their strength not from rage but from madness. They cope with the mental strain of being confronted with terrible truths by channeling their fear and stress into intense feats of physical might.

Skills: The delirium warrior gains Knowledge (dungeoneering) and Profession (Yog-Sothothery philosopher) as class skills.

Delirium (Ex): The delirium warrior's default dread stage is –1 rather than 0 (see page 91), and she has a minor insanity of the GM's choice. Dread stage –1 has no effect but means she must gain more stages of dread before suffering any detrimental effects. If her insanity is removed, she loses all the features of this archetype until she gains a new insanity that is at least minor.

Delirious Frenzy (Ex): The delirium warrior's enhanced might is born of sublimated dread, not anger. She can use Knowledge skills and Profession (Yog-Sothothery philospher) while in a delirious frenzy, but her use is limited only to identifying the abilities of creatures. She is staggered instead of fatigued when the delirious frenzy ends and can't enter a delirious frenzy while staggered. (Tireless rage eliminates this staggered condition.)

This ability otherwise functions as and alters rage.

Violent Intuition (Ex): At 2nd level, a delirium warrior can think in ways others can't to gain valuable insights into unnatural creatures. While in a delirious frenzy, a delirium warrior adds half her barbarian level as an insight bonus to any Knowledge and Profession (Yog-Sothothery philosopher) skill check to identify the abilities of an aberration, outsider, or undead. She can make these checks untrained. Once per day, she can add this bonus to an attack roll to confirm a critical hit against an aberration, outsider, or undead before she rolls the die.

This ability replaces the rage power gained at 2nd level.

Fevered Insight (Ex): At 3rd level, a delirium warrior gains a +1 insight bonus on Perception and Sense Motive checks against aberrations, outsiders, undead, and magic traps, as well as on Reflex saves against these dangers. At 6th level and every three levels thereafter, the bonus improves by 1.

This ability replaces trap sense.

Sense the Unearthly (Su): At 7th level, a delirium warrior automatically becomes aware that something unnatural is nearby whenever she is within 60 feet of an aberration, outsider, undead, or open dimensional

gate. At 10th level, she can discern its direction and recognize it as if she had the scent ability. At 13th level, she can locate such creatures as if with blindsense. At 16th level, she can locate them as if with blindsight. At 19th level, she can predict their actions as if with the spell *foresight*.

This ability replaces damage reduction.

Rage Powers

Any barbarian can choose these rage powers, provided she meets the prerequisites.

Combat Feast (Ex): Once per day while raging, the barbarian can eat a bit of the corpse of a freshly-felled non-undead enemy (that died within the last minute) as a full-round action to heal herself. The barbarian heals a number of points of damage equal to 1d6 per two barbarian levels + the character's Constitution modifier. Damage healed this way is subtracted from the next attempt to revive the corpse with *breath of life* or a similar effect.

Magic Scent (Ex): The barbarian gains the scent ability but only to detect magic items; creatures and objects currently under the effect of spells; and any other auras detectable with *detect magic*. When the barbarian uses a move action to note the direction of a scent, she learns the aura's strength and can make a Spellcraft check to recognize the school of magic even if she is untrained (as described in the spell *detect magic*). If the barbarian also has the scent ability from another source, magic scent's range increases by 30 feet. The barbarian must be at least 10th level to select this rage power.

Refuge in Madness (Ex): While the barbarian has any of the following conditions, she uses the effects of the confused condition instead of her condition's typical effects: cowering, dazed, frightened, nauseated, stunned, or panicked. The barbarian must be at least 6th level to select this rage power.

Shared Refuge in Madness (Ex): Once per rage, the barbarian can extend her insanity to an ally that can hear her within 30 feet as a swift action. If the ally is willing, that ally gains the benefits of her refuge in madness rage power until the rage ends or the ally can no longer perceive the barbarian. The barbarian must have the refuge in madness rage power to choose this rage power.

Terrible Revelation (Su): As a swift action after she has identified an enemy with a Knowledge skill or Profession (Yog-Sothothery philosopher) during a delirious frenzy, the barbarian can shout a terrible insight learned from her delirious frenzy to grant all allies that can hear her an insight bonus equal to half her barbarian level on attack rolls against that enemy to confirm critical hits. Those allies must succeed at a Will save against DC 10 + 1/2 the enemy's CR or be shaken for 1 round. The barbarian must have the delirious frenzy ability to choose this rage power.

Bard

Bards of the Mythos are most susceptible to the maddening influence of the outside. This helps them communicate with and understand Mythos creatures, but also tempts them to become cultists or evolve into insane monsters. The following archetype is available to any bard. In addition, bards and skalds who meet the prerequisites can access the bardic masterpieces described here to gain new options for their bardic performance ability.

Mad Artist (Bard Archetype)

Mad artists draw inspiration from glimpses of terrible truths about the nature of reality. They are often tragic figures, drawn to cruel beings and self-destructive cults by sympathy born of confusion and anxiety.

Aberrant Mind (Ex): The mad artist gains a bonus equal to half his bard level on Bluff, Diplomacy, and



Sense Motive checks to interact with aberrations and extraplanar creatures. A mad artist's stage of dread (see page 91) is never less than 1. A mad artist takes a –2 penalty on saving throws against confusion, dread, and insanity.

Bardic Performance: A mad artist has access to the following bardic performances.

Unnatural Rapport (Ex): At 1st level, a mad artist can use his performance to communicate with unnatural creatures within 90 ft., including aberrations, oozes, creatures not native to his home plane, and undead. He can communicate simple concepts without a shared language and can even communicate with mindless creatures. Although the mad artist must perform constantly to maintain the benefits of this performance, he expends only 1 round of bardic performance per minute of interaction. Using this performance causes the artist to become shaken for its duration. This cannot make him frightened, but if your game uses the dread rules, it increases his dread by 1 stage, and his stage of dread can't decrease while he performs. Unnatural rapport relies on audible and visual components.

This performance replaces fascinate.

Dream Guide (Ex): At 3rd level, a mad artist can use his storytelling skills to guide others in the Dreamlands. Although the mad artist must perform constantly to maintain the benefits of this performance, he expends only one round of bardic performance per 1 hour of travel. If the mad artist begins the performance in the physical world, he and up to one creature per bard level who falls asleep listening to his performance can travel consciously to the Dreamlands (page 103), becoming temporarily aware of their parallel lives there. They must listen to the performance for 1 hour before sleeping to gain this benefit. While in the Dreamlands, this performance grants the mad artist and his fellow-travelers a +2 bonus on Perception and Survival checks to navigate the Dreamlands and notice creatures and hazards there, as well as on initiative checks. This ability relies on audible and visual components.

While in the Dreamlands, the mad artist functions normally while simultaneously performing in the waking world. The bard must travel to the Dreamlands (by falling asleep) with the targets or the effect is wasted. The duration of the ability elapses in Dreamlands time (which seems normal to the dream travelers but might be faster than in the waking world) once the group enters the Dreamlands. If the mad artist is interrupted while performing (either voluntarily or involuntarily), then he (and all the party traveling with him) immediately returns to where he was in the waking world.

This performance replaces inspire competence.

Visionary Fugue (Ex): At 8th level, a mad artist can perform or create art for 8 hours to learn things mortals were not meant to know by emulating the thoughts of alien beings. This is similar to *legend lore* except that the mad artist can recall legends regarding aberrations, outsiders, and undead of CR 9 or higher and he must succeed at a Will save against DC 15 + target's CR or be shaken for 1d12 days.

This performance replaces dirge of doom.

Eldritch Symbolism (Ex): At 2nd level, a mad artist gains a +4 bonus on skill checks made to identify or create magical runes, ritual diagrams (page 128), and magic traps. He also gains a +4 bonus on saves against magic traps (including symbols, runes, and glyphs).

This ability replaces well-versed.

Symbolic Magic (Ex): At 2nd level and every four levels thereafter, a mad artist adds two spells that create magical glyphs, runes, or symbols from the cleric or sorcerer/wizard spell list to his spell list and spells known. If the spell is 5th level, the mad artist adds it

as a 4th-level bard spell. If the spell is 6th level, the mad artist adds it as a 5th-level bard spell. If the spell is 7th- or 8th-level, the mad artist treats it as a 6th-level bard spell. The mad artist cannot learn 9th level spells. Instead of learning a spell this way, the mad artist can opt to learn a ritual without enough clues and without the usual skill check required.

This ability replaces versatile performance.

Bardic Masterpieces

Bardic masterpieces are new options for bardic performance that any bard can gain in place of a feat or a bard spell known, provided he meets the prerequisites. Masterpiece descriptions adhere to the following guidelines. Bardic masterpieces first appeared in *Pathfinder Roleplaying Game: Ultimate Magic*.

Masterpiece Name: In addition to the name of the masterpiece, this line indicates which Perform skill or skills the masterpiece relies upon. A few of the masterpieces below have the option of relying on a Craft skill instead.

Prerequisites: Like feats, masterpieces have prerequisites that a bard must meet in order to learn them. Only bards may learn masterpieces.

Cost: Each masterpiece has an associated cost to learn it. Typically, a bard must forfeit one of his bard spells known of a specific spell level or select it in place of a feat. The bard can spend a bard spell known of a level higher than the listed level to learn a masterpiece (for example, spending a 4th-level spell known to learn a masterpiece that requires spending a 3rd-level spell known).

Effect: This brief description summarizes what occurs when a bard performs the masterpiece. Unless otherwise stated, a masterpiece's effects are supernatural. Unwilling creatures may attempt a Will save against the effect of a masterpiece; the save DC for masterpieces is equal to 10 + 1/2 the bard's level + the bard's Charisma bonus. Masterpieces that duplicate spells use the bard's caster level for the spell's caster level.

Use: This line specifies how many bardic performance rounds the bard must use to activate the masterpiece. In some cases, the bard can extend the duration of the masterpiece by expending additional rounds of bardic performance, just as if it were any other use of bardic performance. The bard expends the listed number of bardic performance rounds when he starts performing the masterpiece; if he is interrupted, the attempt fails and the spent performance rounds are lost.

Action: This line indicates the type of action performing the masterpiece requires. If it only requires a standard action to activate, being able to activate a bardic performance more quickly (at 7th level, activation is a move action, and at 13th, it becomes a swift action) applies to the masterpiece as well.

Unless otherwise stated, effects or feats that extend the duration of bardic performance (such as the Lingering Performance feat) do not apply to masterpieces.

Chaos at the Heart of Everything (Dance, String, Wind)

You imitate the piping of Azathoth's court, those servitors of the Outer Gods that calm the Blind Idiot God.

Prerequisites: Perform (dance, string, or wind) 9 ranks.

Cost: Feat or 3rd-level bard spell known.

Effect: Your performance calms even hostile aberrations and extraplanar creatures within 90 feet. If a creature succeeds at its saving throw, it is immune to this performance by you for 24 hours. There must be no enemies other than you and your allies present. Affected creatures are fascinated and do not attack



you or your allies while you perform. The effect ends immediately upon any further hostile action against any of the targets. This is a mind-affecting compulsion effect. This performance has audible and visual components.

Use: 1 bardic performance round per round of fascination.

Action: 1 standard action.

Portrait of Perfect Likeness
(Craft [painting], Dance, Wind)

You imitate an unearthly creature with uncanny clarity through your art.

Prerequisites: Craft (painting) 8 ranks or Perform (dance or wind) 8 ranks.

Cost: Feat or 3rd-level bard spell known.

Effect: You assume the form of an aberration. You must have seen that creature up close (a minimum of 30 feet). You are effectively disguised as that specific aberration. This performance otherwise functions as *beast shape I* except that you can still access your gear. If your alignment differs from that of the aberration, you become shaken for as long as the performance lasts. This cannot make you frightened, but if your game uses the dread rules, it increases your dread by 1 stage, and your stage of dread can't decrease while you perform. If you have at least 10 ranks in a prerequisite skill, the spell improves to *beast shape II*. At 12 ranks, the spell improves to *beast shape III*. At 14 ranks, the spell improves to *beast shape IV*. This performance has audible and visual components.

Use: 1 bardic performance round per minute.

Action: 1 minute.

Semblance of the Key and the Gate
(Craft [sculpture], Dance, String)

You evoke the unfathomable omnipresence of Yog-Sothoth through your art.

Prerequisites: Craft (sculpture) 17 ranks or Perform (dance or string) 17 ranks.

Cost: Feat or 6th-level bard spell known.

Effect: You open a *gate* as the spell, except it can reach alien planets on your plane of existence as well as other planes. You must provide an offering as normal for any creature called through it. This performance has visual or audible components, as appropriate for the skill.

Use: 1 bardic performance round per round.

Action: 24 hours.

Third Eye Masterpiece
(Act, Craft [painting], Dance)

This performance is a bafflingly complex meditation on the infinite interconnections within and beyond the known universe, evoking images of horrific entities hidden in plain sight.

Prerequisites: Craft (sculpture) 9 ranks or Perform (dance or string) 9 ranks.

Cost: Feat or 3rd-level bard spell known.

Effect: You can see invisible creatures, including ethereal creatures (as *see invisibility*). In addition, if a creature is scrying upon or otherwise remotely viewing any location within 60 feet of you, you can also perceive a fleeting glimpse of that creature. This might incite dread, if the creature is a Great Old One or other apropriate entity, even if you can't clearly identify it. You can clearly glimpse these viewers (although not their surroundings) with a successful Perception check against DC 5 + viewer's caster level. You can identify a glimpsed viewer's plane of existence with a successful Knowledge (planes) check against DC 20. This performance has audible and visual components.

Use: 1 bardic performance round per minute.

Action: 1 standard action.

Cleric

Many clerics of the Mythos gain mind-altering powers from their alien gods. The following archetype is available to any cleric. In addition, clerics and inquisitors (and in one case, druids) who worship the appropriate deity can access the domains here.

Cultist (Cleric Archetype)

Cultists are clerics skilled at rituals in service to Great Old Ones and similar entities and at bending the wills of other creatures.

Revelatory Channel (Su): At 5th level, when a cultist channels energy, she can also choose to use the energy to bend the thoughts of living creatures affected by the ability. If she channels positive energy, healed living creatures become euphoric and take a –2 penalty on attack rolls and on saving throws against mind-affecting effects. Bluff and Diplomacy checks to influence euphoric creatures are made at a +2 bonus. Healed creatures can negate the euphoria by succeeding at a Will save, but doing so reduces the damage healed by half. If the cultist channels negative energy, living creatures who fail their Will saves to halve the damage also become shaken. The euphoria and shaken condition last for 1 minute. This cannot cause a creature to become frightened, but it can still increase dread (see page 91) by 1 stage. Creatures affected by this euphoria or shaken condition gain a +2 insight bonus on Profession (Yog-Sothothery philosopher) checks and can attempt them untrained.

This ability replaces the channel die gained at 5th level.

Religious Ritualist (Ex): At 7th level, a cultist can use energy to stabilize a failing ritual (page 128). She can spend a use of channel energy to reroll a failed skill check while casting a ritual. She can't reroll the same roll more than once.

This ability replaces the channel energy die gained at 7th level.

Elder Sign Domain

The Elder Sign domain represents a deity's recognition of the dark powers looming beyond the known realities and of forces beyond the known planes of existence. Most clerics and druids who use the Elder Sign domain belong to obscure sects or tenuously connected orders, mistrusted or outright persecuted by the main body of a religion. Elder Sign priests discover terrible lore and must ask themselves whether it is worth the risk of preserving, given the dangers inherent in such endeavors.

Druids can choose the Elder Sign domain with the divine bond class feature, though it is rare for them to do so.

Deities: Usually humanoid deities of knowledge or protection.

Granted Powers: You can invoke the ancient Elder Sign to ward off the Outer Gods and their servants.

Elder Sign Lore (Ex): You gain a bonus skill rank for every level of cleric you have. This rank must be put in Profession (Yog-Sothothery philosopher). At 6th level, you automatically learn the ritual *create Elder Sign* (page 137).

Forbid Knowledge (Sp): Once per day at 8th level, you can meditate with an open flame in hand for 1 minute to destroy all copies of a piece of information deemed too dangerous in an area of one 20-foot cube per class level; the area must be adjacent to you. Brief records of the information become blank without affecting surrounding text. Detailed records turn to ash. Creatures who know the knowledge forget it as if affected by the spell *modify memory*. If the knowledge caused dread or insanity, those effects are suppressed while the knowledge is forgotten but return in full force if it is recalled. You cannot implant substitute



Howard Phillips: God damn you!

Herbert West: Religion has nothing to do with this.

—Beyond Re-Animator (2003)

information and affected creatures know they have forgotten something, although not what or necessarily that you took the memory. Creatures and magical records can negate this effect with a successful Will saving throw against DC 14 + your Wisdom modifier. Affected creatures can attempt a new save 24 hours later to recall the erased memory, but they take a –4 penalty on this save. This is a shapeable 4th-level transmutation spell-like ability.

Domain Spells: 1st—*erase*, 2nd—*shatter*, 3rd—*magic circle against chaos/evil*, 4th—*dismissal*, 5th—*mark of justice*, 6th—*forbiddance*, 7th—*vision*, 8th—*dimensional lock*, 9th—*mage's disjunction*.

Void Domain

This domain previously appeared in *Pathfinder Roleplaying Game: Bestiary 4*.

Deities (Chapter 8): *Atlach-Nacha*; *Azathoth, the Daemon Sultan*; *Great Cthulhu*; *Gobogeg*; *Hastur the Unspeakable*; *Rhan-Tegoth*; *Shub-Niggurath*; *Yog-Sothoth, Opener of the Way*.

Granted Powers: You can call upon the cold darkness between the stars to gain flight, travel to other worlds, or summon monsters from beyond to do your bidding.

Guarded Mind (Ex): You gain a +2 insight bonus on saving throws against all mind-affecting effects.

Part the Veil (Su): At 8th level, you can lace spells you cast with the raw madness that lurks in the outer darkness. Activating this ability is a swift action that you must use as you cast a spell that targets a single creature and that allows a Will saving throw to negate or reduce the spell's primary effect. If the target fails to resist the spell, the target is also confused for a number of rounds equal to the spell's level as visions of the void cause temporary insanity. The victim may attempt a new saving throw each round to end the effect; these additional saving throws apply only to the additional confusion effect and not to the original spell effect. Part the veil is a mind-affecting effect. You can use this ability a number of times per day equal to 1/2 your class level.

Domain Spells: 1st—*feather fall*, 2nd—*levitate*, 3rd—*fly*, 4th—*lesser planar binding*, 5th—*overland flight*, 6th—*planar binding*, 7th—*reverse gravity*, 8th—*greater planar binding*, 9th—*interplanetary teleport* (page 118).

Druid

Druids of the Mythos are often bound to strange places like the Dreamlands. The following archetype is available to any druid, but is usually applied to gnorri druids.

Ocean Herder (Druid Archetype)

While the gnorri can travel above the waves, most spend their entire lives underwater, and some gnorri have found the ocean a source of tremendous spiritual support. These gnorri have developed druidic traditions

that embrace a life in the ocean wilds and favor alliances and bonds with natural creatures of the deep. As champions of the Dreamlands' natural wonders under the sea, these gnorri druids seek to oppose the corruption and monstrous horrors that lurk in their realms or ply the waves above. The ocean herders are particularly enraged by the denizens of Leng, who sail above their lands, hunt their animals with abandon, and pollute the waters with the foul remnants of their sacrifices.

While the vast majority of ocean herders are gnorri, there's nothing that prevents druids of other races from taking this archetype. Gnorri view non-gnorri ocean herders with a combination of curiosity and skepticism, but this often blossoms into legitimate alliance or even friendship. Non-gnorri ocean herders who disrespect the gnorri are effectively disrespecting the sea and its natural order, and such druids swiftly find themselves among the ex-members of their sect, their powers stripped and their position in society forfeit.

Ocean Bond (Ex): An ocean herder forms a bond with the wildlife of the sea. If she chooses to gain a cleric domain, she must choose from the following domains only: Animal, Community, Travel, Water, or Weather. If instead she chooses to form a bond with an animal companion, she must pick an aquatic animal or an animal with a swim speed.

This ability alters nature bond.

Aquatic Empathy (Ex): An ocean herder's wild empathy ability only functions with water breathing animals, but also functions with water breathing vermin. When an ocean herder uses aquatic empathy on vermin, she imparts a modicum of implanted intelligence, allowing the ocean herder to train such vermin as if they had Intelligence 1.

This ability alters wild empathy.

Aquatic Combat (Ex): Starting at 2nd level, an ocean herder takes advantage of minute currents and her own swimming momentum to bolster her reflexes. When in water, an ocean herder gains a +2 circumstance bonus on Initiative checks and suffers no penalties to damage or attack rolls when attacking with slashing weapons.

This ability replaces woodland stride.

Speak with Aquatic Animals (Su): At 3rd level, an ocean herder gains the effects of *speak with animals* at all times, but only with aquatic animals or animals with a swim speed.

This ability replaces trackless step.

Accustomed to Awfulness (Ex): At 4th level, an ocean herder gains a +4 bonus on saving throws against effects that cause confusion or insanity and against fear effects.

This ability replaces resist nature's lure.

Aquatic Wild Shape (Su): When an ocean herder uses her wild shape ability, she can only assume the form of aquatic animals or animals with a swim speed. When she gains the ability to assume the form of an elemental, she can only assume the form of a water elemental. When she gains the ability to assume a plant form, she can only do so to assume the form of plant creatures that have the aquatic subtype or a swim speed. She can take the form of Small and Medium aquatic vermin and vermin with a swim speed as if they were animals.

At 6th level, an ocean herder gains the ability to assume the form of Small, Medium, or Large aquatic vermin or vermin with a swim speed as if they were animals.

At 8th level, she can assume the form of Huge or Diminutive aquatic vermin or vermin with a swim speed as if they were animals.

This ability alters wild shape.



Move With the Currents (Su): At 13th level, the ocean herder gains the effects of *freedom of movement* at all times as long as she is swimming. Her swim speed increases by 20 feet. If the ocean herder does not otherwise have a swim speed, she gains a swim speed of 20 feet.

This ability replaces a thousand faces.

Rogue

Cultured and educated adventuring scholars are common foes of Mythos cults and monsters. The following archetypes and rogue talents are available to any rogue.

Researcher (Rogue Archetype)

Researchers learn whatever they can, however they can. Some are primarily scholars: content to absorb knowledge from endless books and correspondence, who only face danger when their inquiries provoke forces opposed to sharing what they have learned—particularly secrets mortals were not meant to know. Researchers who become adventurers tend to favor fieldwork and exploration that add to their body of knowledge. Many come to regret their curiosity, but ultimately they simply can't help themselves, or else they fear that knowing too little might allow dark forces to overwhelm the world.

Skills: The researcher gains all Knowledge skills as class skills.

Lore (Ex): The researcher can make all Knowledge checks untrained and gains a bonus equal to half her rogue level on any Knowledge check.

Studied Sneak Attack (Ex): The researcher's sneak attack damage only applies against foes she has identified with the Knowledge skill.

This ability alters sneak attack.

Student of Arcana (Su): At 4th level, a researcher gains a +4 bonus on Use Magic Device checks to decipher and use scrolls as well as on skill checks made to learn rituals (see page 128). She can take 10 on Use Magic Device checks related to scrolls, but not when distracted or in combat. At 8th level, she can take 10 on these checks even when distracted or in combat.

This ability replaces uncanny dodge.

Encyclopedic Knowledge (Ex): At 8th level, a researcher can always take 10 on Knowledge checks that she has ranks in. She can produce a scroll or text from anywhere on her person as a swift action.

This ability replaces improved uncanny dodge.

Trapsetter (Rogue Archetype)

Zoogs are masters at trapsetting, and possess a seemingly limitless pool of creativity from which they pull their sometimes cruel and efficient designs for constructing traps. Those trapsetters that are not zoogs focus on these talents more than most zoogs and zoogs are jealous of their secrets. As a rule, a zoog that encounters a rogue of another race that possesses the trapsetter archetype considers that rogue to be an enemy and assumes that the rogue stole the techniques from another zoog. Such non-zoog trapsetters often find themselves the targets of vengeful zoogs unless they are well-known as a zoog ally.

Trapfinding Specialist (Ex): A trapsetter rogue adds 1/2 his level to Craft (traps) skill checks and to his Perception skill checks made to locate traps and Disable Device skill checks, but cannot use Disable Device at 1st level to disarm magic traps. A trapsetter rogue can buy back the ability to disarm magic traps if he wishes by spending a rogue talent on this ability.

This ability alters trapfinding.

Simple Trap Creation (Ex): At 2nd level, a trapsetter can quickly create simple traps, as detailed below, without expending any money at all provided he is in a setting where the materials for the trap are readily available. The DC of the Craft (traps) skill

check required to create any of these traps is listed in parentheses after the trap's name, as is the time required to build the trap. New simple traps could be designed by creative players, but such new designs must be approved by the GM before they are used.

All simple traps are mechanical traps. The Perception DC to notice a simple trap, the Disable Device DC to disarm one, and the DC of any save allowed by a trap are equal to 10 + 1/2 the trapsetter's class level + the trapsetter's Intelligence modifier. These simple traps do not last long; once created, a simple trap remains active for 1 minute per class level.

Anklewrencher (DC 12, 1 minute): The trapsetter digs a narrow, shallow 5-foot wide pit and then obscures the pit with loose debris. A Medium or Small creature that moves through a square with an anklewrencher has a 50% chance of stepping in the hole; if this occurs the creature stumbles and must cease movement for the round, and has its speed reduced by half for 3d20 minutes (or until it benefits from magical healing). A successful Reflex save prevents this speed reduction but not the cessation of movement for the round. This trap can only be crafted in relatively firm earth (not loose soil or sand). If the trapsetter takes ten times as long to craft the anklewrencher and has a tool capable of working stone, this trap can be crafted in soft stone.

Sapling Snare (DC 16, 1 minute): The trapsetter sets a snare in a 5-foot square. If a Medium or Small creature moves through this square, they trigger the trap, which causes the creature to become entangled and unable to move from the square. A successful Reflex save avoids the trap effect. Otherwise, a creature must make a successful Escape Artist check or Strength check against the trap's save DC as a standard action to break free. Alternately, a full-round action can destroy the snare if the creature uses a slashing weapon to cut it. This trap requires a rope or vine and a strong, supple plant.

Spring Spear (DC 20, 4 rounds): The trapsetter affixes a sharp object to a branch or other flexible limb. When a creature steps into the square in which the spring spear is hidden, it makes an attack roll against the target using the trapsetter's base attack bonus modified by his Intelligence modifier. If it hits, the spear inflicts 1d6 + the trapsetter's Intelligence modifier points of damage. Many trapsetters use poison to enhance a spring spear's effects. This trap requires a sharp but small tool like a dagger or arrow, or simply a sharpened length of wood.

Tripline (DC 14, 2 rounds): The trapsetter runs a length of rope or other cord along the ground at ankle level. The tripline is five feet long. If a Medium or Small creature moves into this square it must make a successful Reflex save to avoid being tripped by the tripline. This trap requires a length of rope or vine.

This ability replaces evasion.

Nested Trap Specialist (Ex): At 4th level, a trapsetter is skilled at creating traps hidden inside of other traps. If a trapsetter creates a trap in the same location as another trap, one of the two traps of the trapsetter's choice is more difficult to disarm and notice—the DCs increase by 4 for the chosen trap's Disable Device check and Perception check.

This ability replaces uncanny dodge.

Swift Trapsetter (Ex): At 8th level, a trapsetter's ability to create simple traps becomes incredibly swift, and he can craft any simple trap as a full-round action.

This ability replaces improved uncanny dodge.

Rogue Talents

The following rogue talents are available to any rogue but are most commonly used by researchers.

Flash of Insight (Ex): The rogue is skilled at lateral thinking and deduction from limited information.



Once per day, she can make a Knowledge skill check to learn a piece of information she has no way to know directly so long as she has some piece of indirect evidence for it. If the result of her check exceeds the DC by at least 5, she learns a related fact for every 5 points by which she exceeded the DC. She risks dread from learning unsettling knowledge (see page 90) normally. The rogue can use this ability a second time per day at 8th level and a third time per day at 16th level.

Ritual Research (Ex): The rogue automatically identifies a ritual's components (and thus how to foil it) if she sees it being cast. In addition, once during a ritual the rogue participates in as a primary caster or secondary caster, she can choose for a skill check to be rolled again. Use the new result even if it is worse. Finally, the rogue gains a +2 bonus on skill checks to decipher or use scrolls and texts as well as on checks to research rituals (page 128).

Suppress Memory (Ex): The rogue can suppress a memory of a single encounter, adventure, or experience by concentrating for 1 minute once per day. This negates any dread or insanity gained as a result of that memory. The rogue can suppress only one memory at a time and the effects resume immediately when it is recalled with another 1 minute of concentration. The rogue doesn't know what memory was suppressed or why she suppressed it until she recalls it. This can allow a rogue to lie more easily by removing contradictory knowledge, granting a +10 circumstance bonus on a related Bluff check. Even if the rogue doesn't consciously know she is lying, she must still make a Bluff check to convince someone she's telling the truth. Magic cannot detect such an unwitting lie except by digging deeply enough into the target's mind to know she has this rogue talent (for example, with *dominate person*), and even then, it does not reveal what information was hidden or whether it contradicts what the rogue claims unless the magic also compels the rogue to recall the memory.

Sorcerer

Alien entities (including the Outer Gods themselves) infuse mortals with their own essence with disturbing frequency. The following bloodlines are available to any sorcerer thus touched.

Deep One (Sorcerer Bloodline)

One of your ancestors was a deep one. While many of your family have disappeared mysteriously in their old age, your fate might yet be different.

Class Skill: Swim.

Bonus Spells: *speak with animals* (3rd), *kiss of Dagon* (see page 119; 5th), *slow* (7th), *control water* (9th), *hold monster* (11th), *dream* (13th), *control weather* (15th), *mass charm monster* (17th), *gate* (19th).

Bonus Feats: Athletic, Augment Summoning, Diehard, Endurance, Silent Spell, Skill Focus (Swim), Spell Focus (conjuration), Toughness.

Bloodline Arcana: Whenever you cast a transmutation spell, you are surrounded by a bubble of distorted time that slows attacks against you, making them easier to avoid. You gain a +1 dodge bonus to AC for 1 round per level of the spell.

Bloodline Powers: Deep one sorcerers take on a more fish-like aspect when they use their powers.

Hydraulic Pulse (Su): Starting at 1st level, you can spray a jet of water as a ranged touch attack a number of times per day equal to 3 + your Charisma modifier. If you hit, you deal 1d6 points of bludgeoning damage. You also make a bull rush attempt using your sorcerer level in place of your base attack bonus and your Charisma in place of your Strength modifier (if it is higher). You do not move with the target of the bull rush, even if you push them farther than 5 feet.

Sea Dweller (Ex): At 3rd level, you gain a swim speed of 30 feet. If you already have a swim speed, it increases by 10 feet. At 9th level, you gain resist cold 5 (or your existing cold resistance improves by 5), you can breathe air and water equally well, your natural armor bonus improves by 1, and you gain low-light vision and darkvision 60 feet (or your existing darkvision improves by 30 feet). At 15th level, your swim speed improves by 30 feet, your cold resistance improves by another 5, and your natural armor improves by another 1.

Unlocked Magic (Ex): At 9th level, you can activate spell trigger and spell completion magic items as if all spells were on your spell list and you are able to cast both arcane and divine spells. If your game uses psychic magic, you can also activate magic items as if you cast psychic spells. If the spell in a wand was already on the sorcerer/wizard spell list, you use your own caster level and save DC in place of the caster level and save DCs of the wand.

Dreams of the Sea (Sp): At 15th level, you can cast either *dream* or *nightmare* once per day when you sleep. The dream you create must involve the sea, but you can observe the dreamer's response to it. If you are at a body of sea water, you can compel the target to come to you as if by *demand*. The save DCs of any effect you create are equal to 10 + 1/2 your sorcerer level + Charisma modifier.

Deep Immortality (Ex): At 20th level, you gain a modified form of deep one immortality. When you die, your body can be immersed in sea water for 24 hours to revive you as if with *raise dead* (CL 20th). In addition, you cease to age and are immune to cold damage and magical aging.

Shub-Niggurath Healing

d10	Mutation
1	**Webbed Digits:** +3 on Swim checks and –2 on Disable Device checks.
2	**Vicious:** +1 on melee attack rolls and –1 to AC.
3	**Vestigial Tendrils:** +1 on Climb checks and to CMB and –2 on Stealth and Disguise checks.
4	**Bulging Eyes:** +3 on Perception checks and –2 on Diplomacy and Disguise checks.
5	**Camouflage:** +3 on Stealth checks and –2 on Diplomacy and Disguise checks.
6	**Bulky Scales:** +3 natural armor bonus and –2 to Dexterity.
7	**Redundant Organs:** +1 on Fortitude saving throws and –1 to AC.
8	**Hypersensitivity:** +1 on Reflex saves and –1 on Will saves.
9	**Focused Brain:** +1 on Will saves and –1 on Reflex saves.
10	**Distended Limbs:** +5 ft. to reach, +10 ft. speed and –2 to Dex-based skills and AC

Shub-Niggurath (Sorcerer Bloodline)

A terrible taint lingers in your ancestry, derived from the desperate worship of Shub-Niggurath by a distant forebear. Alternatively, this power might manifest because you were born in an area under Shub-Niggurath's influence, regardless of your parents' actions. The Black Goat's influence gives you an unsettling animal magnetism, mutation-causing healing powers, and a fondness for wooded places.

Class Skill: Heal.

Bonus Spells: *cure light wounds* (3rd), *barkskin* (5th), *plant growth* (7th), *dominate animal* (9th), *mass*



cure light wounds (11th), *mass bull's strength* (13th), *heal* (15th), *polymorph any object* (17th), *shapechange* (19th).

Bonus Feats: Arcane Strike, Augment Summoning, Combat Casting, Improved Grapple, Improved Unarmed Strike, Silent Spell, Skill Focus (Heal), Spell Focus (conjuration).

Bloodline Arcana: Whenever you cast a targeted healing or transmutation spell, one target of your choice receives one random mutation from Table: Shub-Niggurath Healing. This mutation lasts until that target next receives magical healing.

Bloodline Powers: Shub-Niggurath sorcerers display the favor of their distant mother when they use their powers.

Animalistic Allure (Ex): Starting at 1st level, you can inspire lustful feelings in all you encounter. You can make a melee touch attack as a standard action to fill the target with disconcerting feelings of attraction. Until the end of your next turn, the creature is staggered and takes a –2 penalty on its saving throws against any charm effect or desire-related spell you use upon it. If you are not in combat, the surge of emotions prevents it from interpreting this as an attack and it becomes one step more friendly toward you for any request you make. This is a mind-affecting effect. You can use this ability a number of times per day equal to 3 + your Charisma modifier.

Gore (Su): At 3rd level, you can grow goatlike horns as a swift action. They give you a gore attack as a primary natural attack that applies your full base attack bonus to hit and your full Strength modifier to damage (1d6 if you are Medium, 1d4 if you are Small). Whenever you cast a touch spell, you can make a gore attack with your horns in addition to the spell's usual free touch attack against the same target. You can maintain this ability for a number of minutes equal to your sorcerer level. These minutes need not be continuous, but each use consumes at least 1 minute. At 9th level, the gore gains a +1 enhancement bonus to attack and damage rolls and inflicts 1 point of bleed. At 15th level, you can resolve your gore attack as a touch attack.

Bestial Might (Ex): At 9th level, you gain a +2 inherent bonus to your Strength. At 13th level, you also gain this bonus to Dexterity and Constitution. At 17th level, the Strength bonus increases to +4.

Hedonic Frenzy (Ex): At 15th level, you can enter an ecstatic state of pleasure as a move action once per day for a number of rounds equal to your sorcerer level. You gain a +4 morale bonus on attack rolls, saving throws, and weapon damage rolls. You also take a –2 penalty to AC. You can't make skill checks other than Acrobatics, Fly, Perform, or Ride while in this state. In addition, you can cast a healing or transmutation spell on yourself as a swift action once during this rage. Even if the spell normally targets multiple creatures, it only affects you.

Satyr Form (Ex): At 20th level, you become a satyr-like hybrid with animalistic features. Your type changes to aberration and you are no longer affected by spells and effects that specifically target humanoids. You gain fast healing 2.

Yog-Sothoth (Sorcerer Bloodline)

You trace your ancestry to a terrible abomination of Yog-Sothoth.

Class Skill: Perception.

Bonus Spells: *faerie fire* (3rd), *invisibility* (5th), *magic circle against law* (7th), *dimension door* (9th), *plane shift* (11th), *summon monster VI* (13th), *greater teleport* (15th), *summon monster VIII* (17th), *gate* (19th).

Bonus Feats: Alertness, Augment Summoning, Combat Casting, Diehard, Iron Will, Skill Focus (Perception), Spell Focus (conjuration), Toughness.

Bloodline Arcana: Whenever you cast a calling or summoning spell, the conjured creatures each gain a deflection bonus to AC equal to the spell level.

Bloodline Powers: Yog-Sothoth sorcerers take on a strange, writhing aura when using their powers.

Proboscis (Su): Starting at 1st level, you can grow a mouth on a stalk from any part of your body as a swift action. This is a primary bite attack that deals 1d6 points of damage if you are Medium (1d4 if you are Small). At 5th level, the bite overcomes damage reduction as if it were magic. At 7th level, you gain a +2 bonus on combat maneuver checks to grapple with the mouth. At 11th level, you can make a free combat maneuver check to grapple a creature you hit with the bite attack. You can use this ability a number of rounds per day equal to 3 + your Charisma modifier. These rounds need not be consecutive.

Flickering Gate (Su): At 3rd level, you can open a portal connecting two points you can see within 5 feet per sorcerer level of each other and within that range of you until the end of your next turn as a standard action. Each portal is a transparent 5-foot cube that does not interfere with movement or effects. You (and only you) can move from within one cube to within the other by using 10 feet of movement (as if moving 5 feet into difficult terrain). If a creature begins its turn in either location, it falls into the other location unless it succeeds at a Reflex saving throw against DC 10 + 1/2 sorcerer level + Charisma modifier. If the destination is dangerous, the creature gains a +4 bonus on its saving throw. You can use this ability once per day at 3rd level, twice per day at 11th, and three times per day at 17th.

Reckless Summoning (Ex): At 9th level, you can cast summoning spells with a casting time of 1 round as a standard action. When you do and the spell is at least 4th level, an uncontrolled outer mutant (page 359) is also summoned adjacent to you and has a chance of attacking your apparent enemies equal to 60% + 2% per sorcerer level. Otherwise, it attacks your apparent allies—it does not target you unless it opposes you and cannot locate any of your allies. If the spell is at least 8th level, instead an uncontrolled outer abomination (page 362) appears.

Endless Magic (Ex): At 15th level, you gain an extra 7th-level sorcerer spell slot. At 18th level, this spell slot migrates up one spell level, becoming an extra 8th-level spell slot.

Living Gate (Ex): At 20th level, your body is infused with interdimensional energies. You gain the aberration type and are no longer affected by spells and abilities that specifically target other creature types. You gain spell resistance 30 against unwanted abjuration spells. For you, *dimension door* has a casting time of 1 move action. Once per day, when you cast a summoning spell or *gate*, you can change the casting time to 1 swift action.

Witch

Some witches use dark rites to access the hidden knowledge and powers of the grave. The following archetype is available to any witch[APG], but is primarily used by Mythos ghouls.

Grave Witch (Witch Archetype)

To the ghoul, the magic inherent in a dead body is obvious. Any ghoul can absorb some of a dead body's memories through the act of consuming the flesh and bone. Only certain ghouls realize that graveyards themselves are potent repositories of magic. These ghouls become witches who focus their studies on the spiritual energies and latent power of graveyards, and can speak to the accumulated knowledge in the boneyard through an agent–a skull that serves as a familiar.



Non-ghouls can certainly take the grave witch archetype, and most ghouls do not begrudge those adopting these techniques of witchcraft. Indeed, they titter and giggle with delight at the knowledge that such practices will bolster their kind.

Skull Companion (Su): A grave witch selects as her familiar a skull harvested from a graveyard that contains at least one hundred bodies. The skull must be that of a humanoid or ghoul. This skull stores the witch's spells as a normal witch's familiar does, but does not possess any of the other abilities possessed by a familiar. If the skull is lost or destroyed, it can be replaced normally.

A witch can use her skull companion once per day to cast any one spell that she has stored in the skull and is capable of casting, even if the spell is not prepared. The spell is treated like any other spell cast by the witch, including casting time, duration, and other effects dependent on the witch's level, but cannot be modified by metamagic feats or other abilities.

If the witch is 3rd level or higher, her skull companion grants her protection against mind-affecting effects and curse effects. Once per day when the witch fails a saving throw against such an effect, she may immediately roll a second saving throw with a +2 bonus to the roll. If this second saving throw is successful, it is treated as if it were the initial saving throw against the effect. When this occurs, the skull "falls silent" for the next 24 hours and cannot be used to cast an unprepared spell as detailed in the preceding paragraph.

This ability alters witch's familiar.

Undead Link (Ex): At 2nd level, mindless undead perceive a grave witch as an undead creature and do not attack the grave witch unless the grave witch attacks them first or if the mindless undead are commanded by their controller to attack the grave witch. The grave witch gains a +2 insight bonus on all saving throws against effects created by undead.

This ability replaces the hex normally gained at 2nd level.

Skull Speak (Sp): At 6th level, a grave witch gains the ability to *speak with dead* at will, but she may only ask a single question of a dead body. Once she asks this question, whether or not the body resists the compulsion to answer, the grave witch can never again use *skull speak* to speak to that body. (Though she can use divination spells on the body as normal.)

In addition, once per day, a grave witch may speak to her skull companion to cast *augury* without requiring any components.

This ability replaces the hex normally gained at 6th level.

New Patron: Grave Whispers

Although grave witches are not required to take grave whispers as their patron, most do. Non-grave witches cannot take this patron at all. The grave whispers patron grants the following spells: 2nd—*deathwatch*, 4th—*command undead*, 6th—*gentle repose*, 8th—*animate dead*, 10th—*nightmare*, 12th—*create undead*, 14th—*finger of death*, 16th—*create greater undead*, 18th—*imprisonment*.

Wizard

Wizards of the Mythos train to make the most of ritual magic unearthed from dangerous tomes better forgotten. The following archetype is available to any wizard.

Ritualist (Wizard Archetype)

Ritualists specialize in the occult science and alien mathematics taught by creatures of the Mythos.

Ritualistic Spellcasting (Ex): A ritualist can cast a spell ritualistically to increase its power, but the spell is slower and less reliable. The ritualist gains a +2 bonus

to his caster level and the spell's save DC increases by 1. The spell's duration is doubled. Casting a spell this way increases the casting time to 10 minutes. If the spell usually takes longer than 1 standard action but no more than 30 minutes to cast, it instead takes 1 hour to cast ritualistically. If it normally takes 30 minutes or longer to cast, it takes twice as long to cast ritualistically. To complete the ritual, the ritualist must succeed at a Profession (Yog-Sothothery philosopher) check against DC 10 + twice spell's level or a Spellcraft check against DC 15 + twice spell's level. Failure ruins the spell, wasting the spell slot with no effect. The ritualistic spell requires a written copy of the spell (such as your spellbook) as an additional focus component.

This ability replaces arcane school.

Swift Inscriptions (Ex): A ritualist reduces the casting time of any ritual (but not ritualistic spellcasting) by half. He can cast any glyph, rune, or symbol spell in 1 round. Casting a spell faster with this ability is taxing and gives the ritualist the fatigued condition.

Scroll Mastery (Ex): At 8th level, a ritualist uses his own caster level and save DC for any scroll he casts if it is higher than the scroll's. To do so, he doubles the scroll's casting time (minimum 1 round) and must succeed at a Profession (Yog-Sothothery philosopher) check against DC 10 + twice spell level or a Spellcraft check against DC 15 + twice spell level. If he fails, a mishap occurs automatically.





Companion Options

Rarely if ever should one delve into the mysteries of the Mythos alone, and characters can conjure up aid from unlikely quarters to support their investigations. Such companions often come at a terrible price, however, especially in terms of one's sanity.

The following summoner eidolons[APG], familiars, and animal companions are available to any character who meets the prerequisites.

Mythos Animal Companions

Druids, rangers, and other classes with animal companions can choose from the following companions even though they are not animals. The bond alters these creatures so that they advance as animal companions except as noted here. They are treated as their own type or as an animal, whichever is more advantageous. Some require the character to give up a feat slot to acquire the companion.

Degenerate Satyr

A degenerate satyr is a mutated form of Mythos satyr (page 367) that has regressed to animalistic intellect and lost some magical abilities, perhaps due to having been removed from Shub-Niggurath's influence. It retains only a few features reminiscent of its former humanoid physique and more prominently displays aspects of a goat, cat, octopus, or unrecognizable alien species.

Starting Statistics: **Size** Medium; **Type** aberration; **Speed** 40 ft.; **AC** +2 natural armor; **Attack** gore (1d4), 2 claws (1d4); **Ability Scores** Str 11, Dex 13, Con 12, Int 2, Wis 12, Cha 9; **Special Qualities** darkvision 60 ft., low-light vision.

7th-Level Advancement: **AC** +2 natural armor; **Ability Scores** Str +4, Con +2; **Special Qualities** fast healing 1 (only functions while the satyr has fewer than half its hit points remaining).

Mutated Animal

A character can give up a feat slot to add the following template to her animal companion, reflecting a terrible mutation like that of an outer mutant:

AC: The mutated animal's flesh is tough and alien, granting +2 to its natural armor bonus.

Immunities: A mutated animal's mind is twisted and warped. It is immune to confusion and insanity effects.

Attacks: A mutated animal loses one natural weapon unless it only had one. It retains all its other natural weapons. In addition, it gains a stalked proboscis or mouth somewhere on its body that it can use to feed on blood. This grants a bite attack. Damage for this bite depends on the mutated animal's size (1d6 for a Medium mutated animal, 1d4 for a Small mutated animal).

Special Attacks: A mutated animal has the following special attacks.

Grab (Ex): A mutated animal's bite attack has the grab universal monster ability.

Special Qualities: All mutated animals gain the following.

Deformed (Ex): A mutated animal's body is hideously deformed. A mutated animal suffers a –6 penalty on Disguise checks to appear as a normal creature of its species. A mutated animal cannot wear barding unless the barding has been specifically crafted for its unique and unpleasant form.

Ability Scores: A mutated animal takes a –2 penalty to Dexterity and gains a +2 bonus to Constitution and Strength, and a +2 bonus to Charisma or Wisdom.

Shantak

A shantak (page 373) can be tamed only by a creature with at least 5 ranks in Diplomacy, Intimidate, or Handle Animal and an alignment of chaotic neutral,

neutral evil, or chaotic evil. The character must give up a feat slot to choose a shantak as a companion.

Starting Statistics: **Size** Large; **Type** magical beast; **Speed** 20 ft., fly 60 ft. (average; unable to carry rider while flying); **AC** +2 natural armor; **Attack** bite (1d6), 2 talons (1d4); **Ability Scores** Str 18, Dex 14, Con 16, Int 8, Wis 15, Cha 14; **Special Qualities** darkvision 60 ft., low-light vision, resist cold 5, slippery, susceptible to fear.

7th-Level Advancement: **Speed** 20 ft., fly 100 ft. (average; able to carry rider while flying, but reduces speed by half); **Ability Scores** Str +2, Con +2; **Special Qualities** resist cold 10, immune to disease and poison.

Special: A character of at least effective druid level 11 can give up a second feat slot to give the shantak companion the cold immunity, fearsome display, no breath, share defenses, and starflight special qualities.

Slime Mold

An immature slime mold (page 381) can bond with a character who has at least 1 rank in Knowledge (dungeoneering) or Profession (Yog-Sothothery philosopher). The character must give up a feat slot to form the bond. A slime mold has no Intelligence score and possesses the mindless trait. It has no skill points or feats. Despite this, it may learn one trick, plus additional bonus tricks. When it gains an ability score increase (at 4 Hit Dice, 8 Hit Dice, and so on), the character can apply this increase to the companion's Intelligence, changing it from — to 1, at which point the companion loses the mindless quality, gains skill points and feats, and is able to learn additional tricks. An intelligent mold may know up to 3 tricks per point of Intelligence in addition to its normal bonus tricks.

Starting Statistics: **Size** Small; **Type** ooze; **Speed** 30 ft., climb 30 ft.; **AC** +1 natural armor; **Attack** slam (1d6 and 1d4 acid); **Ability Scores** Str 14, Dex 16, Con 14, Int —, Wis 15, Cha 1; **Special Qualities** ooze traits, resist acid 5, resist cold 5, tremorsense 30 ft.

7th-Level Advancement: **Size** Medium; **AC** +2 natural armor; **Attack** slam (1d8 and 1d6 acid); **Ability Scores** Str +2, Con +2; **Special Qualities** DR 3/bludgeoning, resist acid 10, resist cold 10.

Mythos Familiars

Sorcerers, wizards, and witches who delve into the mind-bending secrets of the Mythos often find that mundane familiars like ravens or owls make for poor companions along their journey. They choose less mundane creatures to aid them in unraveling these eldritch mysteries.

Brain Cylinder: See BRAIN CYLINDER FAMILIARS, below.

Brazen Head: A brazen head is an intelligent item designed to serve as a familiar for anyone who takes the Improved Familiar feat and has an arcane caster level of at least 5th. A minor brazen head is generally found under mysterious circumstances (GM's discretion) and has its own agenda. Higher level spellcasters can bond with more potent brazen heads, but must purchase such a potent item, win it from a foe as normal treasure, or pay to improve a found minor brazen head (see page 163).

Dreamlands Cat Familiar Sorcerer: Cats are a notable exception to the above, especially for those spellcasters who seek to explore the Dreamlands, and indeed a cat familiar can be a character on its own (see the familiar sorcerer archetype on page 80). A player character can have an NPC Dreamlands cat sorcerer with the familiar sorcerer archetype as her familiar only if she has the Improved Familiar feat and at least caster level 5th, or if she has the cat as her cohort from the Leadership feat or a similar ability. If she gains the Dreamlands cat familiar using the Improved Familiar feat, the cat's sorcerer level is equal to her caster level –3.



Outer Mutant: Arcane spellcasters with the Improved Familiar feat can apply the mutated animal template (page 70) to a standard familiar if they are at least caster level 5th.

Brain Cylinder Familiars

Some spellcasters have developed a particularly unusual form of familiar—a mi-go brain cylinder. This eerie alien invention contains a living, thinking humanoid brain, one that can observe and interact with the world through a series of lenses, speakers, microphones and other devices built into the cylinder. For more information see its bestiary entry on page 300.

In most cases, when a spellcaster decides to take a brain cylinder as a familiar, the caster has discovered the cylinder during exploration of a sinister laboratory or mi-go outpost. The creation of the fluid within a brain cylinder is beyond the ken of humanity, but the ritual to form an arcane bond with an existing and fully functional brain cylinder is not.

A spellcaster who wishes to select a brain cylinder as a familiar must first take the Improved Familiar feat. Brain cylinder is a template, and as such, each one must be custom-created by the GM. The example brain cylinder presented on page 300 of this book should be taken as a typical cylinder, and is usually the type of brain selected for a familiar. The spellcaster's alignment must be within one step of the brain cylinder's alignment, and the brain in the cylinder must not be one capable of casting spells on its own (this interferes with the ritual that allows the arcane bond to form). The spellcaster must be of a level at least equal to the level of the brain in the cylinder to take it as a familiar; for the sample human scholar brain, this translates to a minimum caster level of 4th.

A brain cylinder has no method of moving on its own and is dependent on its bonded spellcaster for locomotion and protection. This also impacts some of the abilities it gains, as detailed below.

Sensory Link: If the master is within 30 feet of the brain cylinder, it can observe the world using all the master's senses. This ability replaces empathic link.

Master Telepathy: The brain cylinder gains the ability to communicate with its master via telepathy at a range of 100 feet. This ability replaces improved evasion.

Augment Concentration: If the familiar is within 30 feet of its master, the master gains a +4 bonus on all concentration checks. In addition, the duration of any spell that includes concentration as part of the duration persists for an additional round after the master ceases concentrating. This ability replaces deliver touch spells.

Mental Fortitude: When the master reaches caster level 5th, his telepathic and sensory link with the brain cylinder improves. Both master and brain cylinder gain a +2 insight bonus on saving throws against mind-affecting effects. In addition, when subjected to an attack that normally allows a Will saving throw for half damage, a brain cylinder familiar takes no damage if it makes a successful saving throw and half damage even if the saving throw fails. This ability replaces speak with master.

True Telepathy: The brain cylinder now has telepathy with all targets within 100 feet. This ability replaces speak with animals of its kind.

Mythos Eidolons

A summoner's eidolon is an outsider drawn from another realm, shaped and influenced by the summoner's personality and mind. Sometimes, when a summoner is himself unhinged or mentally unstable, or when he throws caution to the wind and casts his magic into eldritch realms where mortals were not meant to tread, his eidolons become tainted by the unspeakable influence of the Mythos.

The choice to gain a Mythos eidolon must be made when the summoner first gains the eidolon ability, and cannot thereafter be changed. The Mythos eidolon can be Medium or Small, and its base form is as follows. Listed after the Mythos eidolon's base form statistics are additional evolutions that a summoner with a Mythos eidolon can select for his eidolon. A Mythos eidolon's basic form lacks arms or legs or even a regular shape at all, appearing as a protoplasmic mass of flesh. The overall shape of the eidolon grows as the summoner customizes the appearance, based on the choices of evolutions.

Mythos Eidolon Base Form

Starting Statistics: **Size** Medium; **Speed** 20 ft., swim 20 ft.; **AC** +2 natural armor; **Saves** Fort (good), Ref (bad), Will (good); **Attack** 2 tentacles (1d4); **Ability Scores** Str 14, Dex 13, Con 14, Int 7, Wis 10, Cha 11; **Free Evolutions** swim, tentacle (2)

Mythos Evolutions

The following evolutions are grouped by their cost in evolution points. Unless otherwise noted, each evolution can only be selected once.

1-Point Evolutions

The following evolutions cost 1 point from the eidolon's evolution pool. Mythos eidolons can select the grab and pounce evolutions.

Compression (Ex): The eidolon's body is incredibly flexible, and it can move through an area as small as one-quarter its space without squeezing, or one-eighth its space when squeezing

2-Point Evolutions

The following evolutions cost 2 points from the eidolon's evolution pool. Mythos eidolons can select the constrict evolution.

Mythos Magic (Sp): The eidolon gains the ability to cast a spell as a spell-like ability. Select one spell from the following list: *cause fear*, *doom*, *entropic shield*, *grease*, *inflict light wounds*, *obscuring mist*, *ray of enfeeblement*, or *true strike*. This spell can be cast once per day as a spell-like ability. At 7th level, this spell can be cast three times per day by spending 2 additional evolution points. The caster level for this spell is equal to the eidolon's Hit Dice –2. The save DC for the spell is 10 + 1/2 the eidolon's HD + the eidolon's Charisma modifier. The eidolon must have a Charisma score of at least 11. Only Mythos eidolons may select this evolution.

3-Point Evolutions

The following evolutions cost 3 points from the eidolon's evolution pool.

Blood Drain (Ex): The eidolon drains blood at the end of its turn if it grapples a foe, dealing 1d2 points of Constitution damage. The eidolon must possess the grab evolution to take this evolution. The summoner must be at least 7th level before selecting this evolution.

Soul Drain (Ex): The eidolon drains psychic energy at the end of its turn if it grapples a foe, dealing 1d2 points of Wisdom damage. The eidolon must possess the grab evolution to take this evolution. The summoner must be at least 7th level before selecting this evolution.

4-Point Evolutions

The following evolutions cost 4 points from the eidolon's evolution pool.

Internally Amorphous (Ex): The eidolon's internal organs become truly amorphous and malleable, even though its exterior remains relatively fixed as determined by the combination of its evolutions. The eidolon becomes immune to precision damage (like sneak attacks) and critical hits. Only Mythos eidolons may select this evolution.

Rend Sanity (Su): The eidolon has a particularly horrific, mind-rending shape, and as a standard action,



it can present itself to put these qualities on full display. When it does so, it assaults the senses of all living creatures within 30 feet, save for the summoner and a number of other creatures of the summoner's choice equal to the summoner's Charisma modifier. All affected creatures must make a successful Will saving throw (DC 10 + 1/2 the eidolon's Hit Dice + the eidolon's Charisma modifier) or become confused. At the start of the round after a creature is confused, that creature can attempt a new Will save against the same DC to end the effect. On a failure, the confusion effect lasts for a number of rounds equal to the summoner's caster level. A summoner must be 9th level to select this evolution. Once a creature successfully saves against rend sanity, that creature is immune to further attempts by that eidolon for 24 hours. This is a mind-affecting insanity effect. Only Mythos eidolons may select this evolution.

New Profession and Feats

This section introduces one new skill and several new feats for building Mythos characters.

New Profession

The following new Profession skill is gained normally with skill ranks, although those ranks have a downside unique among skills, representing the mental strain from contemplating such alien concepts. Characters who have Profession as a class skill can also choose the skill Profession (Yog-Sothothery philosopher). Unlike Knowledge skills, researching and understanding the forbidden knowledge and horrors of Yog-Sothothery is as much an act of willpower as it is a collection of facts and skills.

Profession (Yog-Sothothery Philosopher)

A character who spends ranks in Profession (Yog-Sothothery philosopher) can function as a scholar on the topic of the Cthulhu Mythos, using this skill in place of Knowledge checks or Spellcraft checks made to interpret, understand, identify, and learn about Mythos-related topics (including most matters covered in this book). It can also be used in place of any skill used to cast rituals (page 126).

Gaining ranks in Profession (Yog-Sothothery philosopher) strains the minds of most mortals. You take a –1 penalty on saving throws against dread (page 90), insanity, and confusion if you have at least 1 rank. The penalty increases by 1 for every 5 ranks you have (for instance, 10 ranks gives you a -2 penalty, 15 ranks a -3 penalty, etc).

New Feats

Mythos heroes and villains alike can make use of these feats, many of which are of particular use to Dreamlands cats, gnorri, Mythos ghouls, and zoogs.

Close to Undeath

Although you are still a living creature, your flesh is infused with necromantic energies that make you, in some ways, akin to the undead.

Prerequisites: Cha 13, ghoul.

Benefit: Negative energy damage heals you rather than harms you, as if you were an undead creature. Positive energy still heals you as well, but it is only half as effective. In addition, when you are healed by positive energy, you must make a successful DC 15 Fortitude save to avoid being sickened for 1d4 rounds.

Dreamer

Your vivid imagination unlocks the secret world of the Dreamlands to you.

Prerequisite: Cha 13.

Benefit: You can travel knowingly in your dreams to the shared universe of the Dreamlands (page 103). Generally, you can only bring miniscule mundane things without value (such as a leaf or rock) between your physical form and the Dreamlands unless they are artifacts or magic items designed to be brought this way. You can wake yourself up from the Dreamlands by concentrating as a standard action. You must succeed at a Charisma check against DC 15, at which point your dream-form vanishes until you return to the Dreamlands, and you awaken in your physical body. You can only attempt to wake up from the Dreamlands once every 10 minutes.

When you gain this feat, you gain full access to all your dream form's memories alongside your waking



form's memories and your two parallel identities are no longer independent.

Normal: When an ordinary dreamer goes to the Dreamlands as part of normal sleep, that sleeper's dream form has an entirely separate mind and body unaware of the waking world, and the sleeper likewise awakens with no memory of the Dreamlands.

Erudite Feaster

When you feed on a dead body, you gain enhanced knowledge from its remains.

Prerequisites: Con 13, ghoul.

Benefit: You can maintain an additional 3 insight bonuses to skill checks gained via your feast on flesh ghoul racial ability. In addition, if the body you feast upon was particularly ancient (at least 100 years old, but well-preserved enough to still retain flesh; this can be via natural mummification or magical preservation, such as via an effect like *gentle repose*), you gain a +4 insight bonus to the chosen skill rather than +2.

Faithful Feline

You are a particularly religious cat and carry a holy symbol in your fur patterns.

Prerequisite: Dreamlands cat, must worship a deity or follow a faith that has a holy or unholy symbol.

Benefit: You manifest a pattern in your fur on an obvious part of your body that resembles the holy (or unholy) symbol of your faith. You can use this symbol as a divine focus when spellcasting or using other abilities that require you to present the symbol. A number of times per day equal to your Dexterity modifier (minimum of once per day), this symbol in your fur allows you to cast a spell with a somatic component normally as if you had hands, rather than taking an extra move action to cast the spell.

Feline Item Focus (Item Creation)

You can destroy a magic item but infuse its power into a Dreamlands cat's body.

Prerequisite: Caster level 5th.

Benefit: You can transform a magic item into something that merges with a willing or helpless Dreamlands cat's body. Transforming an item in this way takes 1 day for each 2,000 gp in the price of its magical features, but does not consume any additional materials. (NPCs with this feat generally charge 50 gp per day for the time spent.) The item and cat to be bound must remain nearby during each day of work. When the transformation is finished, the magic item vanishes and becomes a permanent part of the cat's body, as detailed below. (Staves, rods, potions, scrolls, and miscellaneous magic items not mentioned below cannot be affected by Feline Item Focus.) A fused item can't be damaged separately from the cat, although removing the matching body part removes the item's benefits (such as a paw fused with the essence of a magic weapon). A fused item can be dispelled and disjoined normally. You can also magically extract the item with 1 day of effort on a willing or helpless target.

A successful DC 15 Perception check reveals that the body part appears unnatural. The item can be identified normally but the DC of any skill check increases by 5 unless magic is involved.

Weapon: Choose one of the cat's three natural attacks. The weapon's enhancement bonus and any special qualities the weapon possesses are transferred to that natural attack. Note that the weapon's special abilities must be those that function for a bludgeoning or slashing melee weapon (if applied to a cat's claw) or a bludgeoning, piercing, or slashing melee weapon (if applied to a cat's bite). The cat's bite or claw attack may shimmer with magic power or otherwise carry a recognizable trait from the focused item (a *+2 flaming*

dagger would, for example, result in a burning set of claws, their fires causing no harm to the cat itself).

Armor: The cat's fur is sleek and tough and is now treated as if it were wearing the suit of armor used to make the Feline Item Focus. The cat must still be proficient in the armor type to fully use the armor, and can "remove" or "put on" the armor by concentrating for the same amount of time it would normally take to remove or put on the armor.

Ring: A patch of fur on the cat now glistens with the pattern and color of the ring, granting the cat all the ring's powers. This uses up one of the cat's two ring slots.

Wand: One of the cat's eyes is transformed in color and appearance, and can fire the wand's charges as if it were wielded normally. When the wand's charges are depleted, the eye returns to normal. A cat can only have one wand feline item focus at a time.

Miscellaneous Item: A patch of fur on the cat in the appropriate part of its body transforms in color to match the original item. This item functions normally as if worn and uses that item slot as appropriate—only items that take up the belt, chest, feet, hands, head, headband, neck, shoulders, and wrist body slots can be affected.

If a cat already has an item in its targeted body slot (one for all items except one weapon for each of its three natural attacks and two ring slots), the previous item enhancement is replaced and fades away when the new item is made into an item focus.

Regardless, the target Dreamlands cat must be a willing participant to gain an item focus or replace an item focus.

Flail Tail (Combat)

The damage ofyour tail attack increasses.

Prerequisites: *Slitherspeed*, *Whiptail (Combat)*, base attack bonus +6, gnorri.

Benefit: Your tail attack damage increases to 1d8.

Normal: Without this feat, your tail attack deals 1d6 damage.

Four-Weapon Fighting (Combat)

You are trained to attack with all four arms at once.

Prerequisite: Dex 15, Three-Weapon Fighting, Two-Weapon Fighting, base attack bonus +11, gnorri.

Benefit: You can attack with up to four arms during a full attack (potentially wielding two weapons in two hands each, up to four light or one-handed weapon in each of four hands, or one two-handed weapon and up to two light or one-handed weapons). Only one weapon at a time can be wielded with a primary hand; any other attacks are off-hand. If you wield a two-handed weapon in your off-hands, you apply 1-1/2 times your strength modifier to the damage.

In addition, you gain a +2 shield bonus to your AC while wielding weapons in four hands. This feat's benefit does not stack with Improved Two-Weapon Fighting or Greater Two-Weapon Fighting.

Insulating Insanity

You use madness as a refuge from terrible truths about the world.

Benefit: You gain a minor insanity. As long as you are experiencing its effects, you gain a +2 bonus on concentration checks and on Will saving throws against mind-affecting effects, including saves against additional dread.

Note: Your GM chooses your insanity, but should work with you to ensure it will be an aid and not a hindrance in the group's enjoyment of the game.

Mad Passion

Your mad passion makes you almost impossible to distract.

Prerequisite: Must have an insanity or worship the King in Yellow.



Benefit: You gain a +2 bonus on concentration checks. Once per day, you can cast a single spell, use a single bardic performance, or make a single Craft, Knowledge, Perform, or Profession skill check despite one of the following conditions: confused, dazed, dread, fear, fascinated, insanity, stunned.

Natural Unarmed Strike (Combat)

You have trained to use your unarmed strikes in conjunction with natural weapons.

Prerequisites: Improved Unarmed Strike, base attack bonus +6, natural weapon attack.

Benefit: You can make a single unarmed strike as a primary natural weapon attack during a full attack with other natural weapons. Using this attack does not cause any of your primary attacks to become secondary.

Normal: When you make unarmed strikes and natural weapon attacks, all your natural weapon attacks are made as secondary natural weapons even if they are normally primary natural weapons.

Special: If you have the flurry of blows class feature, you can make a modified flurry of blows. This is a full-attack action with unarmed strikes or special monk weapons and all your natural weapons. You gain no additional attacks from flurry of blows, but you still treat your base attack bonus from monk levels as equal to your monk level and your natural weapons are not treated as secondary. You take a –2 penalty on all your attack rolls.

Slitherspeed

You can move faster than the rest of your gnorri kin.

Prerequisite: Gnorri.

Benefit: Your base land speed increases by 10 feet.

Normal: A gnorri's base land speed is 20 feet.

Supernatural Feaster

When you feed on a dead body, you process its power to fuel your magic.

Prerequisites: Con 13, *Erudite Feaster*, caster level 5th, ghoul.

Benefit: Once per day as you feed on the body of a spellcasting humanoid, you can absorb some of the lingering power in the body to enhance your own spellcasting ability. If the body you feast upon is less than 100 years old, you may immediately recall to memory any one spell you previously cast within the last 12 hours, or regain a spell slot you used within the last 12 hours. If the body you feast upon is over 100

years old, you immediately recall two spells to memory or recover two used spell slots instead.

Tail Elongation

Your tail is longer than that of a typical gnorri.

Prerequisites: *Slitherspeed*, *Whiptail (Combat)*, gnorri.

Benefit: The reach of your tail attacks increase to 10 feet.

Normal: Your tail attacks only have a reach of 5 feet.

Tail Sweep (Combat)

Your tail is equally good at tripping opponents as it is at hurting them.

Prerequisites: *Whiptail (Combat)*, base attack bonus +6, gnorri.

Benefit: When you make an attack with your tail, you can make a trip attempt as a free action that does not provoke attacks of opportunity.

Normal: You can't normally make a trip attempt with your tail.

Three-Weapon Fighting (Combat)

You are trained to attack with three arms at once.

Prerequisite: Dex 15, Two-Weapon Fighting, base attack bonus +6, gnorri.

Benefit: You can attack with a light or one-handed weapon in a third hand in addition to your normal attacks during a full attack (either wielding one weapon in two hands and another in a third hand or wielding a light or one-handed weapon in each of three hands). This does not penalize you beyond the normal –4 for fighting with two weapons (or –2 if all your off-hand weapons are light). The attack with your third hand always counts as off-hand (applying only 1/2 your strength modifier to damage).

In addition, you gain a +1 shield bonus to your AC while wielding weapons in three hands. This feat does not allow you to effectively wield a single weapon in more than two hands. This feat's benefit does not stack with Improved Two-Weapon Fighting or Greater Two-Weapon Fighting.

Special: If you also have Two-Weapon Defense and wield weapons in three hands, increase the shield bonus to +2 (or +3 when fighting defensively or using the total defense action).

Normal: A gnorri can attack with no more than two arms during a full attack.

Whiptail (Combat)

You can use part of your tail as a natural weapon attack.

Prerequisites: *Slitherspeed*, base attack bonus +3, gnorri.

Benefit: You can use a portion of your tail as a natural attack that deals 1d6 points of bludgeoning damage. This is considered a primary attack unless used as part of a full-attack action with attacks made with weapons (in which case, it is considered a secondary attack). Primary attacks are made with the creature's full base attack bonus and add 1 1/2 times the creature's Strength bonus on damage rolls. Secondary attacks are made using the creature's base attacks bonus –5 and add only 1/2 the creature's Strength bonus on damage rolls.

Whisker Sense

You can feel the environment around you through your whiskers with greater accuracy than a normal cat.

Prerequisites: Wis 15, cat.

Benefit: You gain tremorsense to a range of 15 feet.

Special: You may take this feat twice. The second time you take the feat, you extend the range of your tremorsense to 30 feet.



Race Options

Some techniques and traditions are so closely entwined with the particular cultural and physical attributes of a species that others cannot make use of them. The following class options are only available to characters of the indicated race and class, except with GM permission.

Dreamlands Cats

Dreamlands cats practice unusual martial traditions and can access magic normally only available to familiars. The following archetype is available to any Dreamlands cat.

Familiar (Sorcerer Archetype)

A cat makes a classic, iconic familiar to a spellcaster. Dreamlands cats rarely take familiars for themselves; more frequently, a Dreamlands cat exercises the unique ability to become the familiar of an allied spellcaster. This grants them benefits typically available to familiars that would otherwise not be attainable by player characters.

Bonded Spellcaster (Ex): The Dreamlands cat selects an allied shaman, sorcerer, witch, wizard, or other spellcaster who can accept a familiar and who agrees to take on the Dreamlands cat as her familiar. Once this choice is made, the Dreamlands cat becomes a familiar sorcerer. That bonded spellcaster cannot take feats or options to improve her familiar beyond the normal baseline abilities her class grants to familiars. Typically, a Dreamlands cat selects another player character spellcaster to bond with in the same adventuring party. With the GM's permission, a Dreamlands cat familiar sorcerer can gain an NPC bonded spellcaster as a cohort with the Leadership feat. Alternatively, the GM might permit a Dreamlands cat sorcerer of at least 5th level to gain the Improved Familiar feat, but only to obtain a NPC bonded spellcaster of his sorcerer level – 3. The bonded spellcaster enjoys the normal benefits gained by having a cat familiar except as described below.

A familiar sorcerer gains his own Hit Dice, hit points, attacks, saving throws, and skills as normal for a sorcerer (he does not use the rules for determining these values for a familiar). A familiar sorcerer's Intelligence is determined normally and is not dependent upon or modified by his bonded spellcaster's class level. The familiar sorcerer gains the following abilities in place of those of a typical familiar. Unlike most class features, these are gained as soon as either the familiar sorcerer or the bonded spellcaster is a high enough level.

Share Spells: At 1st level, the familiar sorcerer and his bonded spellcaster may share spells with each other in the same manner as a familiar and its master.

Empathic Link (Su): The familiar sorcerer and his bonded spellcaster gain this ability normally.

Deliver Touch Spells: If either the familiar sorcerer or the bonded spellcaster is at least 3rd level, the familiar sorcerer can deliver touch spells for the bonded spellcaster.

Evasion (Ex): If either the familiar sorcerer or the bonded spellcaster is at least 3rd level, the familiar sorcerer gains evasion as the rogue ability.

Natural Armor (Ex): If either the familiar sorcerer or the bonded spellcaster is at least 5th level, the familiar spellcaster's natural armor improves by 1. It improves by another +1 at 13th level and 19th level.

Speak with Master (Ex): If either the familiar sorcerer or the bonded spellcaster is at least 5th level, they gain this ability normally.

Speak with Animals of Its Kind (Ex): If either the familiar sorcerer or the bonded spellcaster is at least 7th level, the familiar sorcerer can communicate with all cat-like creatures, including monsters that have feline

features (including creatures as diverse as dire lions, lamias, and rakshasas) regardless of language barriers.

Improved Evasion (Ex): If either the familiar sorcerer or the bonded spellcaster is at least 9th level, the familiar sorcerer gains improved evasion.

Spell Resistance (Ex): If either the familiar sorcerer or the bonded spellcaster is at least 11th level, the familiar sorcerer gains spell resistance equal to the higher-level character's level + 5.

Scrying (Sp): If either the familiar sorcerer or the bonded spellcaster is at least 13th level, the bonded spellcaster may scry on her familiar (as if casting the *scrying* spell) once per day, and the familiar sorcerer may do the same on his bonded spellcaster once per day.

Linked Minds (Su): If either the familiar sorcerer or the bonded spellcaster is at least 15th level, they can communicate telepathically via their empathic bond. If one fails a Will saving throw and the other is within range of their empathic link, the other can make a Will save against the effect. On a success, the other's saving throw succeeds. Each can use this ability to protect the other once per day.

Synergistic Intellect (Sp): If either the familiar sorcerer or the bonded spellcaster is at least 17th level, the familiar sorcerer gains a +2 inherent bonus to Intelligence.

Magical Conduit: If either the familiar sorcerer or the bonded spellcaster is 20th level, each can use the other as the point of origin to determine range for any spell. Each can teleport to the other's space once per day as a standard action across any distance, even across planar boundaries.

If the familiar sorcerer's bonded spellcaster is a shaman or witch, the familiar sorcerer still functions as a bonded shaman's (or witch's) source of spells, but cannot access any spells himself to cast them with the exception of shaman spirit magic spells. If the bonded spellcaster is a shaman, the familiar sorcerer adds all of the bonded shaman's spirit magic spells to the sorcerer spell list and to his own spells known as soon as both the familiar sorcerer and the bonded shaman are high enough level to cast the spirit magic spell.



If the bonded spellcaster is slain, the familiar sorcerer loses all benefits of this archetype (and does not gain the normal bloodline benefits) until his bonded spellcaster is restored to life or he finds a new spellcaster to bond with.

This ability replaces bloodline (including the bloodline skill, arcana, powers, spells, and feats the sorcerer would normally gain as the result of having a bloodline).

Symbiotic Spellcasting (Su): As long as the familiar sorcerer and the bonded spellcaster are adjacent or sharing the same space, the familiar sorcerer can take advantage of minute, reflexive motions in his bonded spellcaster to satisfy the requirements of somatic spell components. If the bonded spellcaster carries material components or focus components on her person, the familiar sorcerer can use those components as well. Material components are consumed as the familiar sorcerer casts his spell. In order to use a focus



component, the bonded spellcaster must be carrying that focus component in a hand.

This ability replaces Eschew Materials.

Prowler (Rogue Archetype)

Most cat-sized creatures, regardless of their level of intellect or ability to reason, are at a significant disadvantage in combat due to the simple fact that without reach, these little creatures expose themselves to attack when they fight. Dreamlands cats have mastered the tactic of lunging with sudden ferocity, allowing them to exploit their size as an advantage rather than a detriment.

Although a rogue of any size could, in theory, take the prowler archetype and practice the techniques it teaches, Small and larger creatures won't gain much for the cost of giving up certain class abilities. As a result, only Tiny creatures typically take this archetype.

Prowling Strike (Ex): The prowler's signature ability allows her to enter an adjacent creature's space in order to make melee attacks without provoking an attack of opportunity. In addition, the prowler gains a bonus equal to half her rogue level (minimum +1) on Acrobatics checks made to avoid provoking attacks of opportunity. If the prowler is larger than Tiny size, she can make prowling strikes only against foes whose spaces she can normally pass through without an Acrobatics check (at least three size categories larger for most rogues). At the end of the prowler's attack on the foe, she can return to the square she left without provoking an attack of opportunity. She can instead choose to remain in the foe's space without squeezing as long as the foe is at least three size categories larger than she is.

This ability replaces trapfinding.

Slinking Leap (Ex): At 3rd level, a prowler becomes adept at confounding foes as she moves with sudden changes of direction. Once per round, when a prowler would provoke attacks of opportunity from movement but avoids doing so using Acrobatics or her prowling strike class feature, she can make a Bluff check to feint or to create a distraction to hide as a free action. She gains a +1 bonus on Bluff checks to feint and to create a distraction to hide for every three rogue levels she has.

This ability replaces trap sense (or danger sense, if you use this archetype with the unchained rogue).

Furious Stance (Ex):At 4th level, when a prowler uses prowling strike against a foe, she threatens that foe until the start of her next turn. This allows her to make attacks of opportunity and flank that foe (including dealing sneak attack damage), with some limitations. While flanking this way, the first attack she makes upon entering a foe's space benefits from any flanking she had when she left her previous square. She must enter the foe's space to make an attack of opportunity if she does not already share that foe's space. She can move up to 5 feet to make this attack of opportunity and then return to her previous space as part of the attack of opportunity. This movement doesn't provoke attacks of opportunity.

This ability replaces uncanny dodge.

Underfoot (Ex): At 8th level, if a prowler makes a prowling strike against a creature that is larger than she is, she can elect to remain in that creature's space. As long as she does so, she gains partial cover from attacks and effects directed at her from sources other than the creature whose space she shares. While remaining underfoot, the creature whose space the prowler shares gains a +2 circumstance bonus on attack rolls to hit the prowler and a +2 dodge bonus to AC against the prowler. While underfoot, the prowler can select one ally who is adjacent to the creature: the prowler and

that selected ally are considered to be flanking the foe until the start of the prowler's next turn or until the creature whose space the prowler shares moves out of that space, whichever comes first.

This ability replaces improved uncanny dodge.

Mythos Ghoul

Mythos ghouls derive strength and knowledge alike from the corpses they consume, but some train to derive these benefits even from the living. The following archetype is available to any Mythos ghoul alchemist[APG] or ghoul rogue.

Necrophage (Ghoul Alchemist or Rogue Archetype)

All ghouls gain more than sustenance from feasting on the flesh and bones of the dead. The eerie act of digesting the flesh of thinking people implants fragments of memories and lore in the feasting ghoul's mind. In most cases, these memories are ephemeral, like dreams remembered through a haze of pleasant euphoria, with certain key elements periodically coming into sharp focus as the ghoul concentrates.

These glimpses into the memories and knowledge of the dead are not enough for the necrophage, whose techniques are available only to ghoul rogues or alchemists. Alchemists who take this archetype eschew the bombastic explosives utilized by most of their kind and instead focus on harnessing the memories and knowledge stored in the bodies of the dead. Rogues reject the study of tactical anatomy in favor of this more esoteric pursuit.

While a necrophage isn't required to take the Erudite Feaster feat (page 76), some of the archetype's abilities expand upon that feat.

Feast on Memories (Su): A necrophage can maintain more insight bonuses from the feast on flesh ghoul ability. The necrophage's maximum number of insight bonuses increases to half his alchemist or rogue level (minimum 1) plus his Intelligence modifier.

This ability replaces Throw Anything for alchemists or trapfinding for rogues.

Feed on Living Thought (Su): Although a necrophage prefers the flavor of dead meat and dry bone, he can also absorb fragments of the minds of living creatures he damages with his bite attack. A number of times per day equal to his class level + his Intelligence modifier, a necrophage may feed on living thought; he must choose to activate this ability when he attempts a bite attack against a living foe as part of the action taken to make the bite attempt. If he misses, that use of feed on living thought is wasted. If he hits, his bite inflicts an additional 1d6 points of damage. This bonus damage increases by 1d6 at every odd-numbered level, to a maximum of 10d6 points of extra damage at 19th level. This additional damage is the result of wracking psychic pain caused by the bite attack, and is a mind-affecting effect. A creature bitten is also sickened for 1 round. Rogue talents and other abilities that add to sneak attack also add to feed on living thought.

When the necrophage successfully feeds on living thought, he gains the benefits of his feed on flesh ability. Alternately, he may attempt to extract a specific bit of information or knowledge from the target, as if he had used *detect thoughts* to successfully scan the creature's surface thoughts. The target makes a saving throw against DC = 10 + 1/2 the necrophage's class level + the necrophage's Constitution modifier. If it succeeds, any insight bonuses granted by feed on flesh are halved and no specific information or knowledge is gained from the target.



This ability replaces bomb for alchemists or sneak attack for rogues.

Consume Likeness (Su): When a necrophage alchemist creates a mutagen, he can mix into the concoction a portion of decayed meat or rancid blood harvested from a corpse of approximately his own shape (generally humanoid) and size (within the same size category, usually Medium). When the necrophage uses this mutagen, his appearance changes to one that closely approximates the original creature as it appeared in life. This is a cosmetic change and grants no additional abilities to the necrophage, nor does it alter his natural attacks or natural armor bonus. When the necrophage first uses his mutagen, he makes a Disguise check to determine the success of his disguise. Those who see through the sham note the subtle scent of the necrophage's decaying meat breath, or perhaps spot his sharp fangs or jagged nails. A necrophage gains a bonus on this Disguise check equal to his class level. A necrophage gains Disguise as a class skill. He gains no other benefit from the mutagen besides the disguise for 10 minutes after feasting on the corpse.

A necrophage rogue instead gains the ability to assume the likeness of a corpse as described above by concentrating for 10 minutes after eating the corpse.

This ability alters mutagen for an alchemist and replaces the Appraise, Knowledge (local), and Perform class skills for a rogue.

Expanded Palate (Ex): At 2nd level, the necrophage selects a creature type other than humanoid; he can now gain the benefits of feed on flesh when he consumes bodies of that creature type, rather than just humanoid creatures. The creature on which he feeds must still have a body of flesh and bone. Most oozes don't provide the proper sustenance due to their mindlessness. Constructs composed of decayed meat or the like (such as a flesh golem) can be consumed, but most constructs are not appropriate meals due to their lack of intellect. Many necrophages enjoy selecting undead; while skeletal undead can provide enough sustenance, incorporeal undead leave nothing to consume.

At 5th level, and then again at 8th level, the necrophage selects another creature type to add to his list of potential meals.

At 10th level, all creatures of flesh and bone can provide benefits to the necrophage.

This ability replaces poison resistance and poison immunity for an alchemist. For a rogue, it replaces the rogue talent gained at 2nd level.

Swift Feeding (Ex): At 3rd level, a necrophage can now use his feed on flesh ability as a full round action, rather than requiring 1d4 minutes to feed on the corpse to gain benefits.

This ability replaces swift alchemy for an alchemist. It replaces trap sense for a rogue or danger sense for an unchained rogue.

Gnorri

Gnorri rangers have developed special techniques for patrolling the Dreamlands seas. The following archetype is available to any gnorri ranger.

Seabeast Hunter (Gnorri Ranger Archetype)

Although the gnorri live at peace with many denizens of the deep, spending much of their lives building and fostering alliances with aquatic animals, the gnorri themselves would be the first to admit that not everything that swims in the sea is worth befriending. Krakens, shoggoths, sea serpents, and a wide range of Mythos creatures comprise some of the greatest and most terrifying threats to the gnorri.

The seabeast hunter is a necessary gnorri response to the awful truth of these dangerous denizens of the deep.

Keen Scent (Ex): A seabeast hunter develops a unique form of scent that allows him to track creatures underwater. While the seabeast hunter has no special talent for tracking a creature on land, he can track a creature in water by scent, and adds half his level (minimum 1) to Survival skill checks made to follow a creature in this way. For the purposes of tracking via scent in this way, the base Survival check is DC 20.

This ability replaces track.

Aquatic Combatant (Ex): Although a seabeast hunter gains the favored terrain ability at 3rd level as normal, he generally has little use for favored terrains other than water. Due to his focus, he can choose water again when he gains the ability to choose another favored terrain. The second time he selects water as his favored terrain, his favored terrain bonus increases to +4 and he no longer takes penalties to attack rolls or damage with any slashing melee weapon when underwater. The third time he selects water as his favored terrain, his favored terrain bonus increases to +6 and he gains *freedom of movement* when underwater. If he chooses favored terrain a fourth time, his favored terrain bonus in water increases to +8, his swim speed increases by 10 feet (or he gains a swim speed of 10 feet if he lacks one), and he gains blindsense 30 feet while underwater.

This ability alters favored terrain.

Sea Hunter's Bond (Ex): If a seabeast hunter chooses an animal companion, he must choose an animal that has the aquatic subtype or that has a swim speed.

This ability alters hunter's bond.

Beast Hunter (Ex): At 7th level, a seabeast hunter's skill at hunting and evading sea monsters improves. He gains a +2 dodge bonus to AC against creatures of a size category larger than himself (the creature must be at least Huge for most gnorri).

This ability replaces woodland stride.

Claim Trophy (Su): At 8th level, as a full-round action, a seabeast hunter can claim a trophy from a sea monster. The trophy must be harvested from an aquatic creature or a creature that can swim; this creature must be of a size category at least one larger than the seabeast hunter (the creature must be at least Huge for most gnorri), and the seabeast hunter must have taken active part in the defeat of the sea monster. Once a trophy is claimed, the seabeast hunter gains a +2 morale bonus on his skill checks and saving throws against creatures of the same species as the trophy he claimed, as long as he wears the trophy in a visible location on his body. A

Gnorri Ranger Combat Styles

Gnorri rangers can choose from the following ranger combat styles in addition to those available to all rangers.

Multi-Weapon Combat: If the gnorri ranger selects multiweapon fighting style, he can choose from the following list whenever he gains a combat style feat: Combat Reflexes, Double Slice, Quick Draw, and Two-Weapon Fighting. At 6th level, he adds Three-Weapon Fighting (page 79) and Two-Weapon Defense to the list. At 10th level he adds Four-Weapon Fighting (page 77) and Two-Weapon Rend to the list.

Tailfighting: If the gnorri ranger selects tailfighting style, he can choose from the following list whenever he gains a combat style feat: Flail-tail (page 77), Improved Trip, Multiattack, and Whiptail (page 79). At 6th level, he adds Tail Sweep (page 79) and Tail Elongation (page 79) to the list. At 10th level he adds Weapon Specialization (tail) and Greater Weapon Focus (tail) to the list.



seabeast hunter can claim a new trophy whenever he wishes, but can maintain only a number of trophies equal to his Wisdom bonus (minimum 1) and can only gain the benefit of one at a time. Inactive trophies need not be displayed. Maintained trophies do not rot, but the seabeast hunter must spend 1 minute of effort repairing and preserving them each week to avoid them rotting and losing their power. No further materials are required for this preservation. Reactivating a maintained trophy requires removing any previously active trophy. The seabeast hunter can remove a displayed trophy and exchange it with a maintained trophy carried in an accessible place (such as a belt or pouch) as a standard action. If the maintained trophy is in a bag or otherwise more difficult to access, this is a full-round action.

This ability replaces swift tracker.

Zoog

Zoog wizards can draw magical power from the Dreamlands itself. The following archetype is available to any zoog wizard.

Ruin Guardian (Zoog Wizard Archetype)

In the Enchanted Wood of Earth's Dreamlands, a massive stone covered with two sets of runes and a thick layer of moss lies in a fungus-choked grove. A three-foot-wide iron ring is set in the middle of this stone, implying that the slab is something akin to a lid. The region is feared and avoided by the zoogs, who (rightfully) claim that the stone covers an entrance to the sinister Underworld. Despite this fear, there are those among them who understand the ruin's import. Someone took pains to hide something away, and while they may be gone, their ruins remain. Certain zoog wizards take it upon themselves to serve as guardians for this site—and for any other mysterious ruin that may lie within or adjacent to zoog lands. These wizards are unusual among their kind in that they value history and legacies, and focus their magical studies with a singular goal—to protect the site from intrusions. Whether the site is one sacred to zoogs or one they fear, the need to guard it remains.

Ruin Bond (Ex): Instead of choosing a familiar or object as an arcane bond, a ruin guardian selects a ruin to bond with. This ruin must be something constructed and abandoned at least 50 years before the wizard was born, and can be something as minor as a stone or statue or as extensive as an entire abandoned city or necropolis. In the latter case, the ruin guardian must select one location in the ruin as the focus of his bond. As long as the ruin guardian is within 1 mile per character level of this focus, the wizard gains a bonus equal to his Intelligence modifier to all Perception and Sense Motive checks. The wizard can cast spells with ease anywhere, but if he casts spells within 1 mile per wizard level of his bonded ruin, he gains a +4 bonus on all caster level checks (including concentration checks).

A ruin guardian instinctively knows if any creature damages his bonded ruin, or if any creature removes treasure or valuables from the ruin. He doesn't know the identity of the creature or where in the ruin the event occurred, but can sense the disruption even across planar boundaries.

A ruin guardian never suffers a chance for failure when he teleports into his bonded ruin.

While bonded to a ruin, a ruin guardian must perform a special ritual to switch to a different ruin. This ritual takes 8 hours to complete and costs 200 gp per wizard level.

This ability replaces arcane bond.

Alertness (Ex): A ruin guardian gains Alertness as a bonus feat.

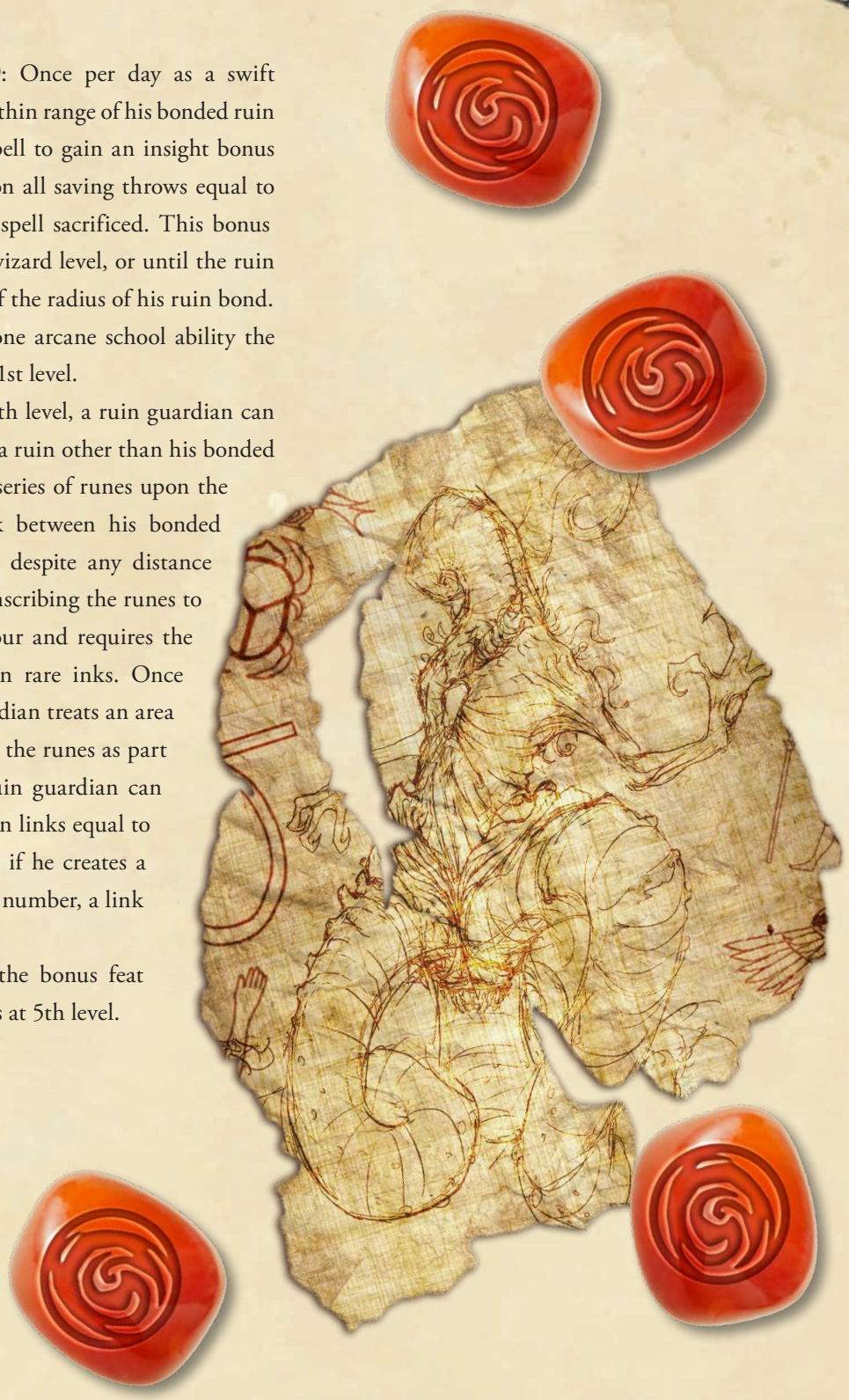
This ability replaces Scribe Scroll.

Defensive Aura (Sp): Once per day as a swift action, a ruin guardian within range of his bonded ruin can expend a prepared spell to gain an insight bonus to his Armor Class and on all saving throws equal to 1 + half the level of the spell sacrificed. This bonus lasts for 10 minutes per wizard level, or until the ruin guardian moves outside of the radius of his ruin bond.

This ability replaces one arcane school ability the wizard normally gains at 1st level.

Ruin Link (Su): At 5th level, a ruin guardian can choose to create a link to a ruin other than his bonded ruins. He can inscribe a series of runes upon the ruins to establish a link between his bonded ruin and the new ruins, despite any distance between the two ruins. Inscribing the runes to link the ruins takes 1 hour and requires the expenditure of 100 gp in rare inks. Once established, the ruin guardian treats an area in a 1 mile radius around the runes as part of his bonded ruin. A ruin guardian can maintain a number of ruin links equal to his Intelligence modifier; if he creates a ruin link in excess of this number, a link of his choice fades.

This ability replaces the bonus feat the wizard normally gains at 5th level.





Chapter IV: Insanity and Dreams

Insanity and Dreams

It must have been the rats; the viscous, gelatinous, ravenous army that feast on the dead and the living. . . . Why shouldn't rats eat a de la Poer as a de la Poer eats forbidden things? . . . The war ate my boy, damn them all . . . and the Yanks ate Carfax with flames and burnt Grandsire Delapore and the secret . . . No, no, I tell you, I am not that daemon swineherd in the twilit grotto! It was not Edward Norrys' fat face on that flabby, fungous thing! Who says I am a de la Poer? He lived, but my boy died! . . . Shall a Norrys hold the lands of a de la Poer? . . . It's voodoo, I tell you . . . that spotted snake . . . Curse you, Thornton, I'll teach you to faint at what my family do!

—*The Rats in the Walls*,
H. P. Lovecraft

Mortal minds are, by definition, limited. When exposed to that which lies beyond, they can be damaged. When filled with the unknown, they can overflow. In the face of the Elder Beings, they can break entirely.

The Mythos entities are a challenge not just because of their physical power and the danger they present, but because the mere presence of these soul-shattering beings can fracture a mortal psyche. One cannot even learn of the terrors of the Cthulhu Mythos without suffering a profound effect, much less face them in person, and some of the best-known effects are madness, unreasoning terror, and ongoing neuroses. Beware.

This chapter will teach you how to implement madness and insanity rules in your game. This also leads to the fun roleplaying challenges in portraying mental quirks and unique psychoses that add depth to your characters.

Thereafter, the chapter discusses the sanity-straining depths of the Aklo language.

The final section provides basic rules for visiting the partly-mental, yet wholly physical plane of existence known as the Dreamlands—home to Dreamlands cats, the gnorri, and the zoog as well as all sleeping material minds.

Dread and Insanity

Heroic characters featured in the typical fantasy setting are exposed to danger, mayhem, and violence as a regular part of their lives. As such, the concept of a doughty fighter, faithful cleric, jaded rogue, or potent wizard going mad because of something as minor as being startled by a monster or stumbling upon a dead body is not thematically appropriate. The potent dread and insanity described herein are reserved for truly dire and horrific circumstances. Exposure to the presence of an Elder Being, enduring the grueling mental assault of



Dread Stages

10 Faint / Heart Attack
9 Cowering
8 Panicked
7 Frightened
6 Nauseated
5 Staggered
4 Shaken
3 Unnerved
2 Spooked
1 Disturbed
0 Unafraid

an eldritch magical attack, or even observing a creature whose very presence can instill supernatural fear or unhinge the capacity for sane thought can wreak havoc on the most heroic of adventurers.

The core of these rules are the concepts of dread and insanity. Dread can have minor effects, such as causing a character to become momentarily shaken, skittish, or distracted, but it can also have long-lasting or even deadly effects such as panic or heart attacks. Sufficient dread (amongst other equally dark circumstances) can cause a character to suffer insanity, which has more devastating effects in the long term.

Note that the rules presented here are not intended to be a realistic representation of mental illness, but merely a method to track the effects that exposure to supernatural awfulness can inflict upon heroes and villains alike. (For more on this point, see "Types of Insanity" on page 94.)

In addition, the rules presented here are self-contained and should be relatively simple and straightforward. Expand them in your game as you see fit.

Dread Threshold: Each character has a dread threshold equal to 3 + her Wisdom modifier. Dread gained beyond this number can drive the character insane as described below in addition to its usual effects.

Exposure to Dread

There are three typical catalysts that can cause dread: disturbing discovery (learning dire secret truths of the universe); supernatural influence (being affected by magical fear or insanity effects); and unnamable doom (being exposed to the true awfulness and mind-blasting presence of a Great Old One or Outer God).

Disturbing Discovery: When a character makes a shocking discovery about the world, realizes that their actions have had horrific results, or is otherwise mentally stressed or traumatized by some terrible revelation, there is a chance that the character experiences dread. Note that extraordinary effects that cause fear do not necessarily cause dread, including Intimidate checks and the frightful presence universal monster rule. The GM has final say on which disturbing discoveries have the potential to trigger insanity or dread, but it's best to save these incidents for key plot points during a campaign rather than to use them frequently.

Dread Effects

Dread Stage	Dread Effect	
0	Unafraid	You are not suffering a dread effect.
1	Disturbed	You feel nervous and unsettled, but suffer no additional game effect.
2	Spooked	You take a –1 penalty on Will saves.
3	Unnerved	You take a –1 penalty on attack rolls, saving throws, skill checks, and ability checks.
4	Shaken	You are shaken.
5	Staggered	You are shaken and staggered.
6	Nauseated	You are shaken and nauseated.
7	Frightened	You are frightened.
8	Panicked	You are panicked.
9	Cowering	You become cowed with fear.
10	Faint/Heart Attack	You fall unconscious from horrific shock and must attempt a Fortitude save with the same DC as the effect that caused your dread; if you fail this Fortitude save, you also suffer a heart attack and take 2d6 points of Constitution damage. If you succeed at the Fortitude save or survive the effect of failure, you reduce your dread stage to 6 and awaken after 2d6 rounds. Another creature can attempt a DC 15 Heal check as a full-round action to awaken you early.

A character can attempt a Will save to avoid the dread effect of a disturbing discovery. The save DC and the duration of the dread depend upon how disturbing the discovery or trauma is. Success negates any dread. A minor disturbing discovery (such as learning that the citizens of the strange town you're visiting are in fact cannibals, or that the lonely traveler you invited into your home is in fact a vampire) has a DC of 10 and duration of 1d12 rounds. A moderate disturbing discovery (such as learning that the meat pie you ate at the local tavern was made of previous customers, or reading a particularly blasphemous and disturbing spellbook) has a DC of 15 and a duration of 1d12 x 10 minutes. A major disturbing discovery (such as realizing that your father was a deep one or that by activating the strange magical artifact in a dungeon you have transformed the entire populace of the city above into zombies) has a DC of 20 and a duration of 1d12 days.

As a rule, disturbing discoveries shouldn't require a save DC higher than 20. If a discovery reveals a clear and present danger to the character or challenges her understanding of herself, she takes a –5 penalty on her saving throw, or –10 in extreme cases.

Supernatural Influence: When using the insanity and dread system presented in this book, magical fear and confusion effects cause dread, and the confused condition and insanity effects cause dread in addition to their usual effects. Insanity does not cause dread while it is not affecting the character (such as a phobia when the source of anxiety is not present). Dread instead replaces the typical effects of magical fear: this includes effects such as a *fear* spell, the despair aura of an undead mummy, and the bay of a yeth hound.



Optional Rule: Dread Resistance

If you use dread and insanity in your game, you should strongly consider also using this optional rule. Under this rule, class features and creature abilities that grant immunity to fear instead grant dread resistance. Dread resistance grants the creature a +5 bonus on saving throws against dread. In addition, when unaffected by dread, dread resistant creatures treat their starting dread stage as –2 rather than 0.

A character targeted by such an ability can attempt a saving throw against the ability as normal (using the source's listed save DC), but on a failed save, the victim instead suffers the effect of dread (see below). If the effect would cause the frightened condition, the save is at a –5 penalty. If the effect would cause the panicked, terrified, horrified, paralyzed in fear, or cowering conditions, the save is at a –10 penalty. A dread effect caused by supernatural influence lasts as long as the associated fear effect would normally last.

Unnamable Doom: When a character first enters the area of influence of a Great Old One or Outer God, he must attempt a Will save against the entity's influence DC to resist suffering the effects of dread. The creature must attempt a new Will save whenever the influence increases in stage, but not each round spent in the area of influence, nor each time a creature exits and reenters the area of influence. A dread effect caused by an unnamable doom lasts as long as the creature remains within the area of influence, plus a number of hours thereafter equal to the influence's CR.

Effects of Dread

There are ten stages of dread, each more traumatic than the last. A creature not affected by dread is at stage 0. (It cannot have a dread stage of less than 0 unless it is using the optional Dread Resistance rules in the sidebar or is a delirium warrior.) When a character fails a Will save to resist dread, her dread progresses 1 stage from her current dread stage, plus 1 additional stage for every 5 by which she failed the Will save.

When a dread effect reaches the end of its duration, it doesn't always vanish completely. Instead, the victim's dread decreases by a number of stages equal to her Wisdom modifier (minimum 1 stage). She suffers this reduced level of dread for the same duration before it decreases again until she reaches stage 0 (or until her dread increases again). At the start of a round in which a victim is suffering an ongoing dread effect of stage 5 or higher, the victim can attempt a Will save (at the same DC as the initial effect). Success decreases the dread's stage immediately. This save can't reduce the dread below stage 4. A character at dread stage 10 that fails this save can't attempt it again for 1 day. The DC is the same as when the character gained the dread. If the effect did not allow a save, use the appropriate DC it would have had if it allowed a save (such as 10 + 1/2 HD + Charisma modifier for a monster's ability) or DC 15 if there is no obvious counterpart.

Dread is a mind-affecting fear effect. Unlike other supernatural fear effects, dread does not itself cause a character to suffer additional dread. An effect that removes a fear effect reduces the character's dread by 3 stages if it could remove panicked, 2 stages if it could remove frightened, or 1 stage if it could remove shaken. Creatures immune to mind-affecting effects are immune to dread and insanity.

Combining Dread Effects: When a character gains a new dread effect in addition to an existing one, add their stages together to determine the character's current dread. This summed dread has the longer of the two durations and the higher of the two DCs to remove. Any secondary effects follow their normal

rules. A character's dread stage can never be higher than 10.

Dread and Mundane Fear: If a character experiences both mundane fear and dread, both apply normally and their effects do not stack.

Insanity

Insanity is a long-term affliction that has specific effects on a character and his abilities. Insanity does not in and of itself cause or worsen dread. Rather, insanity functions similar to a disease: it afflicts a character with a specific disadvantage that remains until the insanity is cured or the character recovers from it. Insanity is less common and immediate compared to dread, and it is potentially devastating over the long term. There are numerous forms of insanity detailed on the following pages. When a character gains an insanity, the GM selects an appropriate insanity (or rolls one randomly) from the list. It's possible to suffer from multiple forms of insanity.

There are four ways in which a character can be driven insane by events that occur during a game: overwhelming dread (being exposed to several dread effects within a 24-hour period), cataclysmic mental trauma, confusion effects, or effects that directly afflict the character with insanity. All insanities are mind-affecting effects and creatures immune to mind-affecting effects cannot gain an insanity under these rules.

Overwhelming Dread: Whenever a character rolls a natural 1 on a saving throw against a dread effect, she must succeed at a Will save against the same DC to avoid contracting an insanity. In addition, if a character's dread increases to a stage higher than her dread threshold, she must succeed at an immediate Will save against the dread effect DC or contract an insanity.

Cataclysmic Mental Trauma: Whenever a character is rendered unconscious as a result of ability damage or ability drain to Intelligence, Wisdom, or Charisma, she automatically develops an insanity.

Confusion Effects: When a character suffers from a confusion effect caused by a magical source, there is a percentage chance equal to the save DC of the confusion effect that she develops an insanity that persists after the confusion effect ends.

Insanity Effects: Rather than gaining a permanent state of confusion, a character who is affected by an *insanity* spell or a *symbol of insanity* immediately gains a specific form of insanity chosen by the caster.

Insanity Strength

All insanities have a DC that represents the insanity's strength, depending on what caused the insanity.

Overwhelming Dread: Insanity caused as a result of overwhelming dread has a DC equal to 10 + the stage of dread the victim was suffering when he became overwhelmed with dread.

Cataclysmic Mental Trauma: Insanity caused by cataclysmic mental trauma has a DC of 15.

Confusion and Insanity Effects: Insanity caused by a magical confusion or insanity effect has a DC equal to the original effect's save DC.

Multiple Insanities: Whenever a character gains a new form of insanity, the DCs of his existing insanities each increase by 2. If the new insanity gained is one the victim is already suffering from, that current insanity (and that insanity only) instead has its DC increased by 5.

Recovering from Insanity

Once per week, a character suffering an insanity can attempt a Will save against the insanity's DC. On a success, the insanity's DC is reduced by 1d4, but note that some forms of insanity have effects that trigger if



Sanity Damage

If you wish to use these rules for enemies and effects designed for sanity point rules, such as those described in Pathfinder RPG Horror Adventures, make the following adjustments. Any effect that would deal sanity damage instead inflicts dread for a number of rounds equal to the number of points of sanity damage. The character's dread increases by 1 stage + 1 additional stage per 3 points of sanity damage. Any effect that would remove sanity damage instead lowers the character's dread by 1 stage + 1 additional stage per 3 points of sanity damage removed.

the character fails this save. As long as the insanity has a DC of at least 1, the character continues to suffer the full effects of the insanity, although it becomes easier to resist its effects and recover as the DC goes down. Once the insanity reaches a DC of 0, the character is cured and that particular insanity no longer affects him.

Insanity can be treated with the Heal skill. First, the insanity must be identified. A character can identify an insanity with a successful Heal check against 5 + the insanity's DC. Then, with 1 hour of effort per day in a week, the healer can treat it with a Heal check against the same DC at the end of the week. If the check succeeds, the patient receives a +2 bonus on the saving throw to reduce the sanity's DC for that week.

Greater restoration cures one insanity suffered by a creature (caster's choice) and reduces the DC of all other insanities suffered by that creature by 2d6.

Restoration reduces the DC of one insanity suffered by a creature by 2d6. If a target creature suffers from multiple insanities, the spell only affects the insanity with the lowest DC (chosen randomly in the event of a tie).

Lesser restoration has no effect on insanity.

Types of Insanity

The following table summarizes the most common forms of insanity that plague adventurers who face the horrors of the Mythos. When a character gains an insanity, roll on the table to determine the nature of the affliction or choose one appropriate to your character. Alternatively, the GM can assign an insanity to match the cause or craft a new one altogether.

Phobia: A phobia is an irrational fear of some (usually commonplace) object or situation. A character suffering from a phobia takes a –2 morale penalty on attack rolls, skill checks, and Will saving throws when the source of his phobia is present. Additionally, if a phobic character is directly confronted by his fear, he must succeed at a Will save against the DC of his phobia or suffer dread.

Obsession: Sometimes referred to as a fixation or (archaically) as a mania, the character develops an irrational obsession with a (usually inappropriate) particular object or situation. A character suffering from obsession takes a –2 morale penalty on attack rolls, skill checks, and Will saving throws when the source of his obsession is present but not in his immediate possession. Additionally, if a character is directly confronted by his obsession or possesses it in some way, he must succeed at a Will save against the DC of his obsession or become completely enthralled by the object. (For instance, a bibliomaniacal character might suffer the noted penalty while in a library but only become enthralled when actually reading a book, whereas an egomaniacal character might suffer the penalty in a room full of mirrors but become enthralled when actually holding a mirror or grappling with a doppelganger.) While enthralled, the character can do nothing but attempt to interact with this object in a manner appropriate to his insanity. He still tries to avoid danger and protects himself from harm, but

otherwise remains fixated. He can attempt a new Will save once per round to overcome this obsession.

Erratic Behavior: A character suffering from erratic behavior seems strange and unreliable. Her friends can never predict exactly what she will do next, and sometimes even she can't say for certain. She doesn't always control her own body. Such an insanity might manifest as strange facial tics or violent spasms. A character suffering from erratic behavior suffers a –6 penalty on Charisma-based skills with strangers unfamiliar with her behavior and can never take 10 or 20 on a skill check based on a physical ability score (Strength, Dexterity, or Constitution) because there is always a chance her body will betray her if she lets her focus waver.

Additionally, a character suffering from erratic behavior who enters into a stressful situation (such as combat) must attempt a Will save against her insanity's DC on her turn each round. If she fails, her body acts independently of her will, with the GM determining her action randomly (per the *confusion* spell). This confusion effect cannot itself cause dread or insanity. An effect that removes confusion (such as *calm emotions*) or that removes enchantments allows the character to operate normally for the duration.

Hallucinations: A hallucinating character perceives things that aren't there. These perceptions may be visual or auditory or might affect the other senses. It is difficult to tell the false perceptions from the real. The character suffers a -6 circumstance penalty on Perception checks and can never take 10 or take 20 on such checks.

When a hallucinating character enters a stressful situation (such as combat) he must attempt a Will save against his insanity's DC. If he fails, the character is overwhelmed by a barrage of sensory input and becomes confused, and his actions are determined randomly on a round-by-round basis (this confusion effect cannot itself cause dread or insanity). A confused hallucinating character can attempt a new Will save once per round to recover his senses; otherwise he remains confused until he is rendered unconscious, slain, or subjected to an effect that removes confusion (such as *calm emotions*), or another character successfully counsels the confused character with a Diplomacy check (DC = the hallucination insanity's save DC) as a full-round action.

Paranoia: A paranoid character is convinced that the world and all that dwells within it are out to get him. Paranoid characters constantly suffer from the following conditions.

A paranoid character cannot benefit from the aid another action, nor can he use aid another to help another character.

A paranoid character takes a –6 circumstance penalty on Charisma-based skill checks.

A paranoid character takes a –2 circumstance penalty on Will saving throws.

A paranoid character never willingly accepts aid (such as healing or a beneficial spell) from another creature, unless he manages to suppress his paranoia with a successful Will save against the paranoia's DC.

Insanity-Inducing Spells

These rules alter the way spells that cause permanent insanity effects (such as *insanity* or *symbol of insanity*) function. Rather than causing a permanent state of confusion, a character who is affected by an *insanity* spell or a *symbol of insanity* immediately becomes afflicted by a specific form of insanity, as detailed on the following pages. These effects completely bypass causing dread.



Delusion: A character suffering from delusion may believe any number of odd things about herself. For instance, she may believe she is suffering from a specific physical condition (such as blindness, deafness, nausea, paralysis, etc.) when in fact she is perfectly healthy. It's also possible the character believes something unrealistically positive about herself, such as that she is divine, cannot be injured by mundane weapons, or is immune to fire. Nonetheless, upon awakening from a period of 8 hours of rest, the afflicted character must succeed at a Will saving throw against the insanity DC or she experiences the full effects of the imagined physical condition, suffering any detrimental physical condition or a circumstance penalty of -4 AC and saving throws against a particular sort of attack (GM's discretion). On a success, the victim avoids the condition until she fails her next Will save to suppress her delusion. Failure indicates that the victim suffers from her imagined physical condition until the next time she succeeds at a Will save (after 8 hours of rest) to suppress the delusion.

Dissociation: These insanities are complex and fairly rare. A character suffering from dissociation finds himself a stranger in his own mind. Most cases of dissociation (80%) are forms of amnesia, while the remainder are cases of mental fragmentation that can manifest as multiple personalities.

Amnesia: A character suffering from amnesia cannot remember things; his name, his skills, and his past are all equal mysteries. He can build new memories, but any memories that existed before he became an amnesiac are suppressed. This terrible condition causes intense feelings of self-doubt and depression, and imposes a –6 morale penalty on Will saving throws and skill checks.

Worse, the amnesiac loses much of his ability for as long as his amnesia lasts. His physical memory remains, so he retains his base attack bonus, base saving throw bonuses, defense and reputation bonuses, Strength-, Dexterity-, and Constitution-based skills, and his Hit Dice (and hit points), but his class abilities, feats, and Intelligence-, Wisdom-, and Charisma-based skill ranks are lost until the amnesia is cured. If a character gains class levels while suffering from amnesia, he gains levels starting at 1st-level, as if he had no prior levels of any class (even if the class he takes a level in is a class he had prior to becoming amnesiac). If his amnesia is later cured, he regains all class abilities, feats, and skill ranks, and levels taken while he was suffering from amnesia increase his overall class level.

Multiple Personality Fragmentation: This is a complicated dissociation that manifests as two or more distinct and different personalities within the same body and mind. The number of additional personalities the victim manifests equals the DC of the insanity divided by 5 (rounded up to the nearest whole number). The GM should develop these additional personalities in consultation with the player.

Each morning, and each time the character suffers a dread effect, a character with personality fragmentation must succeed at a Will save against his insanity's DC. Failure indicates that a different personality takes over. A character's memories and skills remain unchanged, but the various personalities have no knowledge of each other and deny that these other personalities exist, sometimes violently. Characters with multiple personality fragmentation take a –6 circumstance penalty on Will saving throws and Wisdom-based skill checks. If a character fails a Will save against his insanity by 5 or more, he develops a new personality, in addition to his existing personas.

Psychosis: This complex insanity fills the victim with hatred for the world. His alignment becomes chaotic evil. He can suppress his psychosis for a period of 1 day by succeeding at a Will save against the DC

Random Insanities

d20	Insanity
1–5	Phobia (roll on Table: Random Phobias)
6–8	Obsession (roll on Table: Random Obsessions)
9–11	Erratic Behavior
12–13	Hallucinations
14–15	Paranoia
16–17	Delusion
18–19	Dissociation
20	Psychosis

Random Phobias

d20	Phobia	Clinical Name
1	Animals	Zoophobia
2	Being alone	Monophobia
3	Being touched	Aphephobia
4	Blood	Hemaphobia
5	Fire	Pyrophobia
6	Dreams	Oneirophobia
7	Children	Paedophobia
8	Cold	Frigophobia
9	Crowds	Demophobia
10	Darkness	Nyctophobia
11	Dead things	Necrophobia
12	Enclosed spaces	Claustrophobia
13	Demons or devils	Demonophobia
14	Heights	Acrophobia
15	Insects	Entomophobia
16	Fish	Ichthyophobia
17	Ocean	Thalassophobia
18	Open spaces	Agoraphobia
19	Plants	Botanophobia
20	Sleep	Hypnophobia

Random Obsessions

d20	Obsession	Clinical Name
1–4	Books	Bibliomania
5–6	Narcotics/ drugs	Lethomania
7–8	Dead things	Thanatomania or Necrophilia
9–10	Fire	Pyromania
11–12	Pain	Masochism
13–14	Sex	Nymphomania/ Satyriasis
15–16	Sickness	Nosomania
17–18	The self	Egomania
19–20	Torture	Sadism

of his insanity, allowing him to retain his previous alignment for that 1 day. If he fails, he cannot help but plot and plan the death and destruction of his friends and enemies alike. A psychotic character is quite adept at hiding his psychosis, and gains a +10 competence bonus on Bluff checks when attempting to act like his former self, feign sanity, or resist attempts to reveal his psychosis. A psychotic character always attempts Bluff checks when someone tries to diagnose him.

For the most part, the impact of psychosis must be roleplayed, although not all players find entertainment in roleplaying someone who's trying to do in his friends. In such cases, the GM should assume control of the character for as long as his psychosis lasts and give the player control once more upon a successful Will save to suppress the psychosis.

Playing Characters with Insanity

In the course of interacting with horrors from beyond space and time, it is not just possible but very probable that a character may go mad from unwanted revelations, terror, or incomprehensible new realities. But this doesn't mean the character ceases to be



playable; now the player gets to play a character with interesting new quirks and behaviors and really stretch their roleplaying legs.

Degrees of Madness

The first thing you need to determine is just *how* insane a character is. For ease, madness can typically be subdivided into three categories.

First Degree: Neurotic Aftereffects

After a brush with dread, or after recovering from a psychotic episode, it is unlikely that a person will completely return to normal. Instead, he will have quirks, nervous tics, and a somewhat shaky grasp of the world. If his insanity was instigated by reading terrible tomes, for instance, then other books may make him nervous or even give him a panic attack. He may hoard objects or avoid keeping anything. He may be constantly concerned about the possibility of insects crawling under his skin. He might hear voices but (usually) know that they are not real.

Look for quirks to make your character fun, but not unplayable.

Second Degree: Psychotic but Aware

At this stage, the character, while clearly insane, is aware of their surroundings and capable of interacting with other characters, and can take normal actions, such as walking, eating, and possibly fighting. Picture a character in a film or book who has gone beyond being simply "odd" to the point of demonstrating unusual behaviors and attitudes at all times, which flavor their methods and interactions with others but still allow them to function.

Remember that playing an insane character is not the same as playing an annoying character. Instead, strive to play your insane character with humor and intelligence. One critical aspect to madness is to never confuse it with stupidity: an insane character may

interpret her surroundings or events incorrectly, but within her (skewed) worldview, her actions are often logical. Neither should you confuse insanity with comic relief: an insane character can be entertaining but not a constant subject of ridicule or the butt of every joke. Your character should enrich the game rather than detract from it—the way any character does.

Also be aware that while your character's view of reality may be distorted, it is also possible (even likely) that due to her contact with the Mythos, her view may be closer to the actual truth. For example, a person who sees things or hears voices that no one else can see or hear may seem insane, but the person's condition could be caused by a permanent alteration to her brain that allows her to see or hear real entities in a parallel dimension to our own! Most importantly, there is no way for anyone to confirm whether the voices and hallucinations are real, short of acquiring the insanity themselves.

Consider David Cronenberg's *The Fly* (spoiler alert). The main character, who is genetically half-fly, wants to return to his human condition, and comes up with a plan: he'll place his girlfriend, pregnant with his child, into the teleporter and merge with her. The resulting monstrosity will have three times as many human genes as a fly, and thus make him far more human. This is perfectly logical, yet horrifying and certainly not something a sane person would do.

Second Degree characters often behave as villains, though this is not necessarily intentional. They can be tricked into doing the right thing by other players who pander to their madness or try to get them to rise above it.

Fantasy Insanity

As noted earlier in this chapter, the insanities listed above are not intended to reflect real-world mental illnesses, but are instead supernaturally-induced conditions that afflict imaginary heroes in play. They are included strictly for thematic purposes, as the descent into madness is an inescapable part of a Mythos game.

Considering that mental illness is a real world affliction that many suffer from and does not necessarily present in an obvious way, it is extremely important that GMs be aware of and considerate of players when it comes to this topic. If a player is uncomfortable with one of the insanities discussed, do not use it in your game. It is always incumbent upon the GM to be cognizant of player needs and tailor their games appropriately.

Third Degree: Stark Raving

Sometimes a character has been driven *so* insane that the player is forced to relinquish control to the GM. The sorceress is cowering in a corner, clawing at the air and babbling in an unknown language, or the paladin throws away his weapons and runs blindly through the forest shrieking. Typically, this extreme madness is only a temporary condition, and eventually the player can regain some control. Of course, in some cases, this can indeed be permanent, in which case the character becomes a GM tool, and is retired from active play. The player should create a new character to continue the adventure.



Ia! Ia! Cthulhu fhtagn: An Aklo Primer

Aklo is a pre-human occult language, common to many primeval and unearthly species. Fey, ancient races, and entities from the Void are the most common speakers of Aklo. It is no one's native tongue but rather a sort of lingua franca, spoken by many beings as a way to communicate across cultures. A member of an ancient race might wish to speak only with a fellow Aklo speaker so that important arcane concepts are correctly communicated, for example.

Aklo is not fully usable by or comprehensible by mortals, as its concepts and grammar are not compatible with a sane mind. Also, many parts of the Aklo language function on a different level than mere vocal communication. Spoken Aklo contains an empathic component best conveyed through telepathy, which resonates within the written form as well.

The tenses of Aklo are not simply past, present, and future, but rather alter like the fluid shifting of other realities and dimensions unreachable by mortals. Aklo is the language best suited to entities that perceive the passage of time differently from mortals: as a collection of events rather than as a stream. Creatures that have undergone profound changes in their forms (such as liches) can also make good use of Aklo.

Not all speakers comprehend Aklo at the same level. Some have access only to the fundamental principles of the tongue—those parts most similar to mortal speech. Others plunge so deep into the ideas of Aklo that they find it almost impossible to impart information to mortals.

Beings incapable of verbal speech (such as Gugs) may still be able to understand Aklo but cannot speak or otheriwse transmit it. They may, however, be able to write its glyphs.

Knowledge and wisdom are difficult to transmit fully by translating them from Aklo to a mortal language, and sometimes outright impossible. Thus, some information is always lost or warped.

Prolonged exposure to Aklo can permanently change a mortal's understanding of time or reality—typically to his detriment in functioning in the mortal realm. Attempts to understand more than a primitive smattering (a sort of pidgin Aklo) can result in madness, mania, or even death. Generally, this is represented in the dread and insanity rules as a moderate or major disturbing discovery (previously described in this Chapter).

The effects of Aklo echo through its written form as well, so mortals must beware even tomes written in this tongue. While a few Aklo concepts can be delivered through other alphabets, typically the unique Aklo glyph system is necessary for full communication.

Aklo Speakers: The following creatures described in this book normally know at least some Aklo and may be fluent in it: abyssal custodian, byakhee, dark young, denizen of Leng, elder thing, eremite, fire vampire, flying polyp, formless spawn, ghoul (Mythos), gnoph-keh, gug (understand and write only), Great Old One (all), Outer God, hunting horror, mi-go, moonbeast, nightgaunt (understand only), satyr (Mythos), serpentfolk, servitor of the Outer Gods, daughter of Shug-Niggurath, star vampire, starspawn, Mythos undead, yithian.

Additionally, here is a reference of creatures that speak Aklo, organized by monster type:

Aberration: aatheriexa, aboleth, argus, azruverda, blightspawn, conqueror worm, cuero, decapus, dossenus, drakainia, dream naga, fleshdreg flumph, flying polyp, ghorazagh, gibbering mouther, grick, horla, hundun, ike-turso, incutilis, leng hound, moon-beast, lunar naga, slime naga, neh-thalggu, neothelid, omnipath, rhu-chalik, roper, sagari, seugathi, shriezyx,



sinspawn (all), snallygaster, somalcygot, syricta, thought eater, urhag, vampiric mist, veiled master, vemerak, willow-o-wisp, wizard's shackle (can't speak), yaddithian, yangethe, yithian.

Dragon: elder wyrm, jabberwock, linnorm (all), vishap.

Fey: alp, alpluachra, banelight, bogeyman, gremlin (hobkins, nuno), lampad, lurker in light, muhuru, nuckelavee, quikling, red cap, sangoi, shadow collector, svartalfar, tunche, vilderavn, whisperer, wild hunt (archer, monarch, scout).

Humanoid: deep one hybrid, derro, derro magister, giant (eclipse), gray, spriggan, zoog.

Magical Beast: baku, behemoth (all) (cannot speak), bhole (rarely speaks), catoblepas, chupacabra, goezspall, hivemind swarm, kamadan, leng spider, mngwa (can't speak), ouroboros, phase spider, ratling, seaweed siren, spider eater (can't speak), su (can't speak), tarrasque (can't speak), thrasfyr, voonith, witchcrow, xanthos.

Monstrous Humanoid: adherer, anunnaki, charda, deep one, elder deep one, graeae, green hag, grioth, jorogumo, nightgaunt, qallupillik, rawhead, rokurokubi, serpentfolk, winter hag, yeti.

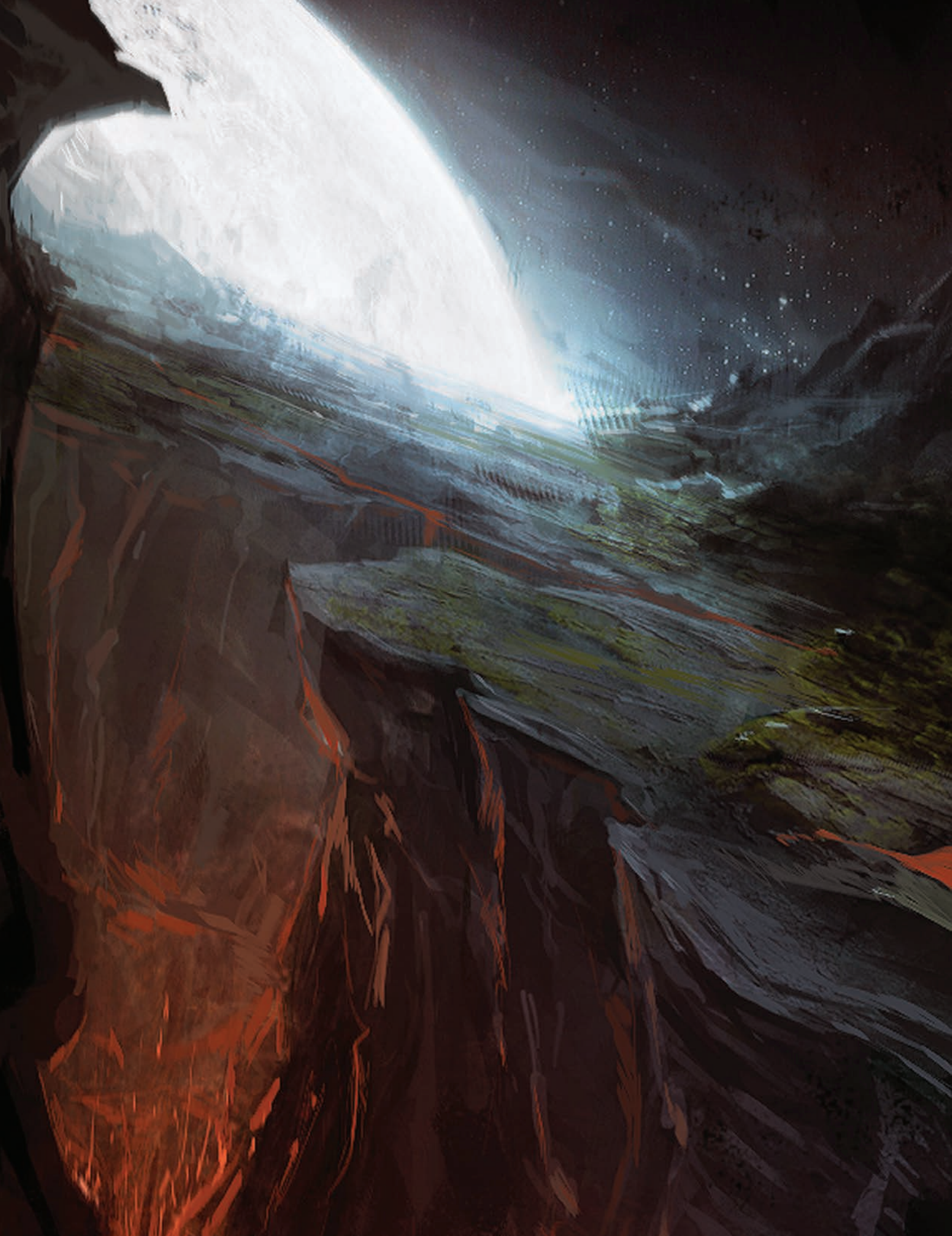
Ooze: blight (all), mezlan.

Outsider: archdevils (all), archon (exscinder), caulborn, daemon (venedaemon), Empyreal Lord (Black Butterfly), hound of tindalos, hypnalis, manasaputra (solar pitri, twilight pitri), sceaduinar, shadow creature, shae, soulsilver, undefhan.

Plant: alraune, blood bramble, fungus queen, griefgall, lotus tree, mi-go, mindslaver mold, mosslord, mu spore, sard.

Undead: allip, crone queen, demilich, gearghost, ghoul (Leng), hollow serpent, lich, pharaonic guardian, ravener, tzitzimitl, vampire (nosferatu).

Vermin: worm that walks.



The Dreamlands

When a creature dreams, its mind passes into one of two stages of dreaming. The first stage is normal dreaming, which may be lucid and crystal-clear, or may be a confused distortion of the previous day's worries. It is through these dreams that gods and cosmic entities sometimes send visions to mortals.

The second stage of dreaming is entry into the Dreamlands, a fully-real plane of existence apart from fleeting normal dreams. It exists alongside the material universe much like the Astral Plane or the Plane of Shadow. The Dreamlands seems unreal to people of the material world who have only glimpsed it because material dreamers are there in a temporary dream-body similar to that created by an *astral projection* spell.

The Dreamlands obeys natural laws and has oceans, cities, and inhabitants. Most of its features are larger-than-life exaggerations of real geography that resemble their material counterparts in only the most general fashion (if they are recognizable at all). The Dreamlands is generally far more magical than its material counterpart and can be gradually warped by powerful imaginations into shapes that reflect the desires or fears of sleepers. By contrast, the first stage of dreaming is specific to a particular dreamer: it is intermediate between the Dreamlands and the waking world, often containing elements of both.

It is almost impossible to travel between the Dreamlands and other planes of existence except by dreaming. Most spells such as *plane shift* and *gate* automatically fail. *Wishes* to transport there can result in confusing distortions of time for the traveler if they work at all.

Normal Dreaming

Every material creature visits the Dreamlands, but most do not remember it. While asleep, one's dream form inhabits the Dreamlands and has an independent life. A beggar in the real world may be a princess of the Dreamlands or vice versa. Inklings of Dreamlands' events sometimes seep through: for example, upon awakening from dreams in which one was in love with someone who is a complete stranger in the material world, there may be a trace of a Dreamlands romance. In the way of dreams, when most people awaken from slumber, they forget everything about their lives in the Dreamlands.

In parallel, when a non-Dreamer awakens in the Dreamlands, her dream form knows nothing about her life in the waking world: she only remembers the Dreamlands and events there. Unlike a physical body, a dream form doesn't exist while the creature is awake in the material world: the dream form (including its worn and carried gear) vanishes entirely upon awakening physically. The dream form reappears in the same state and with the same gear when the physical character dreams again. However, a dream form can sleep without awakening in the physical world and indeed might sleep many times before physically awakening, due to the way time distorts between the Dreamlands and the physical universe (see below). Although a dream form must rest separately to heal and to restore limited-use abilities (such as spells), this stretching of time means that such rest rarely monopolizes time spent in the Dreamlands.

A sleeper always emerges in the same spot in the Dreamlands. This spot varies from person to person but is almost always in a part of the Dreamlands where the dreamer is relatively safe and can survive, such as a human-controlled town rather than a zoog forest. A dream form can establish a new home over the course of a long period by forming stronger relationships with a new safe place. People who dramatically shift their physical location (such as by traveling to another planet)



Gamemaster's Note

Those who have a non-Dreamer character will have to roleplay their inability to remember actions in the Dreamlands once back in the waking world, but experience points and advancement gained from dream travel carry over to the waking world. Treasure does not, however, except in rare cases.

An intriguing alternative adventure concept is to set most or all of the action in the Dreamlands, which is home to many zoogs, gnorri, and Dreamlands cats. Then the obliviousness of any character's physical body becomes less important and might even be completely irrelevant.

sometimes dream themselves into the Dreamlands in the counterpart of their new location, but still in a place as safe and as similar to their true Dreamlands home as possible.

Dreamlands Travel

To enter the Dreamlands and remember it upon awakening, a sleeper must own a *silver key* (page 167) or else have the *Dreamer* feat or a similar ability. All cats (and a few other entities) have this ability innately. Entering the Dreamlands is a simple matter of falling asleep and finding the Gates of Deeper Slumber which appear within all normal dreams. A person who passes through these Gates must descend a long stairway, guarded by priests who block the unworthy. Once past the priests, the dreamer emerges into the Dreamlands.

Sleepers always return from the Dreamlands back into their material bodies. Dreamlands travel cannot move a sleeping creature's physical body.

Dreamlands Time

Time flows differently in the Dreamlands. A normal dreamer who falls asleep in the Dreamlands always returns to the waking world, but a skilled Dreamer can sleep in the Dreamlands without returning. The major motivation most dream travelers have for remaining in the Dreamlands is to avoid losing progress on an adventure or task. For example, if a dream traveler sails from his home city across the ocean to another continent in the Dreamlands, only to leave some business undone on the other continent before waking, the next time he enters the Dreamlands, he will be in his home city again, requiring an entire new trip to get to the other continent again. Fortunately, the length of time spent in the Dreamlands bears no relation to how long his physical body is asleep. Even when he remains in the Dreamlands for weeks or months, it is just dawn in the waking world on the day after he fell asleep.

Adventuring with Normal Dreamers

Typically, only one or two members of an adventuring group may have the *Dreamer* feat, but this does not prevent a whole group from cooperating in the Dreamlands. All that is required is for the dream travelers to find their non-dreamer companions in the Dreamlands. Most likely, they appear somewhere near their homes as they sleep, living their dream lives. Typically, people from the same geographic area live close by in the Dreamlands, so it is not difficult to find close associates.

Of course, the normal sleepers will not remember the dream travelers from the waking world, but if they have spent significant time together in that waking world, it should not be hard to find a sympathetic connection or a stray memory and befriend them anew.

The mad artist bard (page 55) also has the ability to guide Dreamlands travelers between their physical forms and dream forms even if they lack the feat.

Death and Injury in the Dreamlands

Dream forms can be harmed normally, in addition to possessing the special vulnerabilities of an astral projection. However, harm to a dream form has no effect on the physical creature, nor does the state of a physical body affect the state of the dream form. When a dream form reappears as a sleeper enters the Dreamlands, the dream form possesses all the same injuries and conditions the dream form had when it last vanished (when the dreamer last awakened physically). Note that a dream traveler (possessing the *Dreamer* feat or a *silver key*), whose mind is not compartmentalized, carries over mind-affecting effects between the two forms.

If a dream form dies in the Dreamlands, that creature can never return. It must stay in the waking world and (possibly) enter the first stage of dreaming. A creature whose dream form is killed can access his dream form again by finding a *silver key* (page 167).

If the physical body of a dream traveler dies while the traveler is asleep in the waking world, his dream form lives on but he can never wake up in the material world. He is trapped in the Dreamlands until he is also killed in the Dreamlands. The character is dead for the purposes of *raise dead* and similar magic, which allow normal resurrection of his physical body. The dream traveler is aware of this resurrection and can accept or refuse resurrection as a dead soul could. If the dream traveler's physical body is successfully restored to life, his body remains asleep until he wakes up from the Dreamlands, at which point his mind returns as normal.

Crimson burn'd the star of sadness
As behind the beams I peer'd;
All was woe that seem'd but gladness
Ere my gaze with truth was sear'd;
Cacodaemons, mir'd with madness,
Thro' the fever'd flick'ring leer'd.

—H. P. Lovecraft, *Astrophobos*



Chapter V: Magic

Magic and the Mythos

Hopelessly at bay, weaponless, and knowing that any show of physical violence would bring a score of attendants to the doctor's rescue, Joseph Curwen had recourse to his one ancient ally, and began a series of cabbalistic motions with his forefingers as his deep, hollow voice, now unconcealed by feigned hoarseness, bellowed out the opening words of a terrible formula.

"PER ADONAI ELOIM, ADONAI JEHOVA, ADONAI SABAOTH, METRATON. . . ."

... the dogs in the yard outside began to howl, and ... a chill wind sprang suddenly up from the bay...

—*The Case of Charles Dexter Ward*, H. P. Lovecraft

Lovecraft's approach to magic was unique. Magic was not, technically, supernatural but followed natural laws as yet unknown. His creations did not arise from some sort of religious heaven or hell, but from other dimensions or distant corners of the universe.

Regardless of its origins, Mythos magic can be mastered and used by mortals—sometimes to their benefit, usually to their destruction. The fact that many of his creatures follow different natural laws than those common to the mortal realm means they can be controlled or dominated by different rules.

Never overlook hidden threats, and pace yourself, as too much exposure to alien science can strain the mortal mind and frame. Be wary of the risks as you exploit the potency of the Mythos magic, but also know that proper use of these powers can give a character the ability to confront and even sometimes overcome the horrors of the Mythos. If one is willing to brave the perils inherent in exploring its secrets…

Spells

Mythos magic is largely a matter of understanding and exploiting alien geometries and sciences unknown to mortal cultures. Described here is a selection of the most notable and widely-known of these spells, many of which are distributed by cultists of the Great Old Ones and Elder Gods. Although they are most famously found in eldritch tomes (described in Chapter 6), these spells can also be found in spellbooks as normal. A few associated with Outer Gods or Great Old Ones are protected secrets of their churches, however, and GMs are encouraged to decide for their own games whether they are available to player characters.



Spell Lists

The following lists summarize the new spells presented in this book. An [M] appearing at the end of a spell's name in the spell lists denotes a spell with a material component that is not normally included in a spell component pouch.

Alchemist Extracts

1st-Level Alchemist Extracts

Mist of R'lyeh: Medium creature is invisible for 1 round.

3rd-Level Alchemist Extracts

Shrivel: As *reduce person*, but target's gear remains original size.

5th-Level Alchemist Extracts

Consume Likeness: Take another's form with matching physical ability bonuses and penalties.

6th-Level Alchemist Extracts

Dream Sending of Cthulhu: As *nightmare*, but victim gains an insanity.

Antipaladin Spells

1st-Level Antipaladin Spells

Mist of R'lyeh: Medium creature is invisible for 1 round.

3rd-Level Antipaladin Spells

Command of the Bloody Tongue: Damage to the target results in 1d6 points of bleed.

4th-Level Antipaladin Spells

Orne's Black: Darkness allows creatures within to see outside normally.

Bard Spells

1st-Level Bard Spells

Lethargy of Tsathoggua: Target doesn't act for 1d4 rounds.

Mist of R'lyeh: Medium creature is invisible for 1 round.

3rd-Level Bard Spells

Shrivel: As *reduce person*, but target's gear remains original size.

Sign of Eibon: Increase your caster level by 2.

Song of Hastur: Target spellcaster loses highest-level available spell slot.

4th-Level Bard Spells

Orne's Black: Darkness allows creatures within to see outside normally.

Powder of Ibn Ghazi: End invisibility and reveal magic auras within 20 ft.

5th-Level Bard Spells

Contrary Melody: Suppress all sonic spells and bardic performances in 20-ft. spread.

6th-Level Bard Spells

Dream Sending of Cthulhu: As *nightmare*, but victim gains an insanity.

Pipes of Madness: Contagious tune inspires mass violence and dancing, then catatonia.

Wave of Oblivion: Target forgets its identity and allies for 1d4 days.

Bloodrager Spells

3rd-Level Bloodrager Spells

Command of the Bloody Tongue: Damage to the target results in 1d6 points of bleed.

Shrivel: As *reduce person*, but target's gear remains original size.

Cleric Spells

1st-Level Cleric Spells

Lethargy of Tsathoggua: Target doesn't act for 1d4 rounds.

2nd-Level Cleric Spells

Kiss of Dagon: Biting fish deal water-bound targets 1d6 damage/3 levels per round.

3rd-Level Cleric Spells

Impossible Arithmetic[M]: Deduce one piece of information without enough clues.

Song of Hastur: Target spellcaster loses highest-level available spell slot.

4th-Level Cleric Spells

Command of the Bloody Tongue: Damage to the target results in 1d6 points of bleed.

Enlightenment of the Blind Idiot God: Touched creature's Intelligence becomes 1.

Green Decay: Undead of 4 HD or less rot to nothing.

Orne's Black: Darkness allows creatures within to see outside normally.

Remortification[M]: Revive a recently dead creature for 5 rounds.

6th-Level Cleric Spells

Dream Sending of Cthulhu: As *nightmare*, but victim gains an insanity.

Implant Dark Young: Dark young grows from target after 1d4 rounds.

7th-Level Cleric Spells

Curse of Yig: Target traitor's limb becomes a viper determined to kill the target and anyone else who knows your secret.

Dread Curse of Azathoth: Touched creature's ability scores become 3.

Gaze of Ghatanothoa: Target takes 1d10 Dex drain/round, might mummify.

Nuclear Chaos: Azathoth deals 1d100 damage and crushes all in 30-ft. radius spread.

Zyngaya[M]: Create Mythos undead from corpse.

9th-Level Cleric Spells

Ferox: Target's Strength matches nearby foes (maximum 30).

Interplanetary Teleport: Teleport to another planet.

Mimic Form of Nyarlathotep: Polymorph into the Howler.

Druid Spells

2nd-Level Druid Spells

Kiss of Dagon: Biting fish deal water-bound targets 1d6 damage/3 levels per round.

4th-Level Druid Spells

Command of the Bloody Tongue: Damage to the target results in 1d6 points of bleed.

Green Decay: Undead of 4 HD or less rot to nothing.

6th-Level Druid Spells

Implant Dark Young: Dark young grows from target after 1d4 rounds.

7th-Level Druid Spells

Curse of Yig: Target traitor's limb becomes a viper determined to kill the target and anyone else who knows your secret.

Hibernation of Ithaqua[M]: Sleep 1 round to regain all 5th-level and lower spell slots.

Vortex: Creates a whirlpool in water.

9th-Level Druid Spells

Ferox: Target's Strength matches nearby foes (maximum 30).

Tsunami: Huge wave damages and sweeps up all in its path.

Inquisitor Spells

1st-Level Inquisitor Spells

Mist of R'lyeh: Medium creature is invisible for 1 round.

3rd-Level Inquisitor Spells

Song of Hastur: Target spellcaster loses highest-level available spell slot.

4th-Level Inquisitor Spells

Orne's Black: Darkness allows creatures within to see outside normally.



6th-Level Inquisitor Spells

Dream Sending of Cthulhu: As *nightmare*, but victim gains an insanity.

Magus Spells

1st-Level Magus Spells

Mist of R'lyeh: Medium creature is invisible for 1 round.

3rd-Level Magus Spells

Shrivel: As *reduce person*, but target's gear remains original size.

4th-Level Magus Spells

Orne's Black: Darkness allows creatures within to see outside normally.

Powder of Ibn Ghazi: End invisibility and reveal magic auras within 20 ft.

5th-Level Magus Spells

Consume Likeness: Take another's form with matching physical ability bonuses and penalties.

Voorish Sign: Replace a 4th-level or lower prepared spell with another.

6th-Level Magus Spells

Grace of the King in Yellow[M]: Turn humanoid's bones to molten gold.

Medium Spells

1st-Level Medium Spells

Lethargy of Tsathoggua: Target doesn't act for 1d4 rounds.

Mist of R'lyeh: Medium creature is invisible for 1 round.

2nd-Level Medium Spells

Impossible Arithmetic[M]: Deduce one piece of information without enough clues.

3rd-Level Medium Spells

Enlightenment of the Blind Idiot God: Touched creature's Intelligence is 1.

Shrivel: As *reduce person*, but target's gear remains original size.

Song of Hastur: Target spellcaster loses highest-level available spell slot.

Mesmerist Spells

1st-Level Mesmerist Spells

Lethargy of Tsathoggua: Target doesn't act for 1d4 rounds.

Mist of R'lyeh: Medium creature is invisible for 1 round.

3rd-Level Mesmerist Spells

Song of Hastur: Target spellcaster loses highest-level available spell slot.

4th-Level Mesmerist Spells

Enlightenment of the Blind Idiot God: Touched creature's Intelligence becomes 1.

Powder of Ibn Ghazi: End invisibility and reveal magic auras within 20 ft.

6th-Level Mesmerist Spells

Dream Sending of Cthulhu: As *nightmare*, but victim gains an insanity.

Wave of Oblivion: Target forgets its identity and allies for 1d4 days.

Occultist Spells

1st-Level Occultist Spells

Mist of R'lyeh: Medium creature is invisible for 1 round.

3rd-Level Occultist Spells

Shrivel: As *reduce person*, but target's gear remains original size.

Song of Hastur: Target spellcaster loses highest-level available spell slot.

4th-Level Occultist Spells

Orne's Black: Darkness allows creatures within to see outside normally.

Powder of Ibn Ghazi: End invisibility and reveal magic auras within 20 ft.

5th-Level Occultist Spells

Shriek of the Byakhee: Quickly summon byakhee, but it might go wild.

6th-Level Occultist Spells

Grace of the King in Yellow[M]: Turn humanoid's bones to molten gold.

Wave of Oblivion: Target forgets its identity and allies for 1d4 days.

Psychic Spells

1st-Level Psychic Spells

Lethargy of Tsathoggua: Target doesn't act for 1d4 rounds.

Mist of R'lyeh: Medium creature is invisible for 1 round.

3rd-Level Psychic Spells

Impossible Arithmetic[M]: Deduce one piece of information without enough clues.

Shrivel: As *reduce person*, but target's gear remains original size.

Song of Hastur: Target spellcaster loses highest-level available spell slot.

4th-Level Psychic Spells

Enlightenment of the Blind Idiot God: Touched creature's Intelligence becomes 1.

Sarnath Sigil, Lesser: Ranged weapon attacks redirect to target.

5th-Level Psychic Spells

Shriek of the Byakhee: Quickly summon byakhee, but it might go wild.

Transport to Yondo: Send target away for 1d4 rounds; it returns suffering from *shrivel* spell.

6th-Level Psychic Spells

Dream Sending of Cthulhu: As *nightmare*, but victim gains an insanity.

Grace of the King in Yellow[M]: Turn humanoid's bones to molten gold.

Wave of Oblivion: Target forgets its identity and allies for 1d4 days.

8th-Level Psychic Spells

Pipes of Madness: Contagious tune inspires mass violence and dancing, then catatonia.

Sarnath Sigil, Greater: Ranged weapon attacks and spells redirect to target.

9th-Level Psychic Spells

Cursed Slumber: Target sleeps permanently, grants bonus to arcane and psychic spells.

Interplanetary Teleport: Teleport to another planet.

Temporal Energy Nexus: Retroactively change 1d4 rolls in the past 1d2 rounds.

Ranger Spells

2nd-Level Ranger Spells

Kiss of Dagon: Biting fish deal water-bound targets 1d6 damage/3 levels per round.

Shaman Spells

2nd-Level Shaman Spells

Kiss of Dagon: Biting fish deal water-bound targets 1d6 damage/3 levels per round.

4th-Level Shaman Spells

Command of the Bloody Tongue: Damage to the target results in 1d6 points of bleed.

Orne's Black: Darkness allows creatures within to see outside normally.

5th-Level Shaman Spells

Transport to Yondo: Send target away for 1d4 rounds; it returns suffering from *shrivel* spell.

6th-Level Shaman Spells

Dream Sending of Cthulhu: As *nightmare*, but victim gains an insanity.



Implant Dark Young: Dark young grows from target after 1d4 rounds.

7th-Level Shaman Spells

Curse of Yig: Target traitor's limb becomes a viper determined to kill the target and anyone else who knows your secret.

Dread Curse of Azathoth: Touched creature's ability scores become 3.

Hibernation of Ithaqua[M]: Sleep 1 round to regain all 5th-level and lower spell slots.

Vortex: Creates a whirlpool in water.

Zyngaya[M]: Create Mythos undead from corpse.

9th-Level Shaman Spells

Ferox: Target's Strength matches nearby foes (maximum 30).

Sorcerer/Wizard Spells

1st-Level Sorcerer/Wizard Spells

Lethargy of Tsathoggua: Target doesn't act for 1d4 rounds.

Mist of R'lyeh: Medium creature is invisible for 1 round.

2nd-Level Sorcerer/Wizard Spells

Kiss of Dagon: Biting fish deal water-bound targets 1d6 damage/3 levels per round.

3rd-Level Sorcerer/Wizard Spells

Impossible Arithmetic[M]: Deduce one piece of information without enough clues.

Shrivel: As *reduce person*, but target's gear remains original size.

Sign of Eibon: Increase your caster level by 2.

Song of Hastur: Target spellcaster loses highest-level available spell slot.

4th-Level Sorcerer/Wizard Spells

Enlightenment of the Blind Idiot God: Touched creature's Intelligence becomes 1.

Green Decay: Undead of 4 HD or less rot to nothing.

Orne's Black: Darkness allows creatures within to see outside normally.

Powder of Ibn Ghazi: End invisibility and reveal magic auras within 20 ft.

Remortification[M]: Revive a recently dead creature for 5 rounds.

Sarnath Sigil, Lesser: Ranged weapon attacks redirect to target.

5th-Level Sorcerer/Wizard Spells

Shriek of the Byakhee: Quickly summon byakhee, but it might go wild.

Transport to Yondo: Send target away for 1d4 rounds; it returns suffering from *shrivel* spell.

Voorish Sign (wizard only): Replace a 4th-level or lower prepared spell with another.

6th-Level Sorcerer/Wizard Spells

Ancient Sorcery of Serpentfolk: Duplicate a lower-level spell.

Consume Likeness: Take another's form with matching physical ability bonuses and penalties.

Dream Sending of Cthulhu: As *nightmare*, but victim gains an insanity.

Grace of the King in Yellow[M]: Turn humanoid's bones to molten gold.

Melt Flesh: Target takes 6d6 damage, takes penalties, and risks spell failure.

Nuclear Chaos: Azathoth deals 1d100 damage and crushes all in 30-ft. radius spread.

Wave of Oblivion: Target forgets its identity and allies for 1d4 days.

7th-Level Sorcerer/Wizard Spells

Curse of Yig: Target traitor's limb becomes a viper determined to kill the target and anyone else who knows your secret.

Dread Curse of Azathoth: Touched creature's ability scores become 3.

Gaze of Ghatanothoa: Target takes 1d10 Dex drain/round, might mummify.

Hibernation of Ithaqua[M]: Sleep 1 round to regain all 5th-level and lower spell slots.

Vortex: Creates a whirlpool in water.

Zyngaya[M]: Create Mythos undead from corpse.

8th-Level Sorcerer/Wizard Spells

Sarnath Sigil, Greater: Ranged weapon attacks and spells redirect to target.

9th-Level Sorcerer/Wizard Spells

Cursed Slumber: Target sleeps permanently, grants bonus to arcane and psychic spells.

Ferox: Target's Strength matches nearby foes (maximum 30).

Interplanetary Teleport: Teleport to another planet.

Mimic Form of Nyarlathotep: Polymorph into the Howler.

Temporal Energy Nexus: Retroactively change 1d4 rolls in the past 1d2 rounds.

Tsunami: Huge wave damages and sweeps up all in its path.

Spiritualist Spells

1st-Level Spiritualist Spells

Mist of R'lyeh: Medium creature is invisible for 1 round.

3rd-Level Spiritualist Spells

Song of Hastur: Target spellcaster loses highest-level available spell slot.

4th-Level Spiritualist Spells

Command of the Bloody Tongue: Damage to the target results in 1d6 points of bleed.

Enlightenment of the Blind Idiot God: Touched creature's Intelligence becomes 1.

6th-Level Spiritualist Spells

Dream Sending of Cthulhu: As *nightmare*, but victim gains an insanity.

Grace of the King in Yellow[M]: Turn humanoid's bones to molten gold.

Melt Flesh: Target takes 6d6 damage, takes penalties, and risks spell failure.

Wave of Oblivion: Target forgets its identity and allies for 1d4 days.

Summoner Spells

1st-Level Summoner Spells

Mist of R'lyeh: Medium creature is invisible for 1 round.

3rd-Level Summoner Spells

Shrivel: As *reduce person*, but target's gear remains original size.

4th-Level Summoner Spells

Enlightenment of the Blind Idiot God: Touched creature's Intelligence becomes 1.

Powder of Ibn Ghazi: End invisibility and reveal magic auras within 20 ft.

5th-Level Summoner Spells

Shriek of the Byakhee: Quickly summon byakhee, but it might go wild.

Transport to Yondo: Send target away for 1d4 rounds; it returns suffering from *shrivel* spell.

6th-Level Summoner Spells

Nuclear Chaos: Azathoth deals 1d100 damage and crushes all in 30-ft. radius spread.

Witch Spells

3rd-Level Witch Spells

Shrivel: As *reduce person*, but target's gear remains original size.

4th-Level Witch Spells

Command of the Bloody Tongue: Damage to the target results in 1d6 points of bleed.

Powder of Ibn Ghazi: End invisibility and reveal magic auras within 20 ft.



Remortification[M]: Revive a recently dead creature for 5 rounds.

5th-Level Witch Spells

Transport to Yondo: Send target away for 1d4 rounds; it returns suffering from *shrivel* spell.

6th-Level Witch Spells

Dream Sending of Cthulhu: As *nightmare*, but victim gains an insanity.

Implant Dark Young: Dark young grows from target after 1d4 rounds.

7th-Level Witch Spells

Curse of Yig: Target traitor's limb becomes a viper determined to kill the target and anyone else who knows your secret.

Dread Curse of Azathoth: Touched creature's ability scores become 3.

9th-Level Witch Spells

Cursed Slumber: Target sleeps permanently, grants bonus to arcane and psychic spells.

Ferox: Target's Strength matches nearby foes (maximum 30).

Spell Descriptions

Spells that name a Great Old One are generally difficult to find outside the faith and might require spell research for others to cast.

ANCIENT SORCERY OF SERPENTFOLK

School universal; **Level** sorcerer/wizard 6
Casting Time 1 round
Components V, S, M (a spell component pouch worth at least 5 gp)
Range close (25 ft. + 5 ft./2 levels)
Target one sorcerer/wizard spell (or spell-like ability) of a lower spell level or one other spell (or spell-like ability) of no more than half this spell's spell level
Duration 1 round/level
Saving Throw none; **Spell Resistance** no

You duplicate the target ongoing spell or spell-like ability as if you had cast it, using the save DC and spell level for ancient sorcery of the serpent folk and your own caster level and statistics. Targets of the duplicated spell get saving throws and spell resistance as normal as listed in the duplicated spell's description. The targeted spell must be ongoing or, if it was instantaneous, must have been cast no more than 1 round before you began casting ancient sorcery of serpentfolk.

COMMAND OF THE BLOODY TONGUE

School necromancy; **Level** antipaladin 3, bloodrager 3, cleric 4, druid 4, shaman 4, spiritualist 4, witch 4
Casting Time 1 standard action
Components V, S, M (a drop of your own blood drawn by biting your tongue)
Range close (25 ft. + 5 ft./2 levels)
Target one living creature
Duration 1 round/level (maximum 15 rounds)
Saving Throw Fortitude negates; **Spell Resistance** yes

As part of casting the spell, you must damage your tongue (typically with a bite) to draw blood, dealing yourself 1 point of damage. Any damage the target takes also causes 1d6 points of bleed in addition to its other effects. The bleed does not stack with itself or other sources of bleed. If the target has or gains the dying condition, it cannot be stabilized while this spell lasts. Only by restoring the victim to 0 or more hit points can the dying condition be removed.

CONSUME LIKENESS

School transmutation (polymorph); **Level** alchemist 5, magus 5, sorcerer/wizard 6
Casting Time 1 standard action
Components V, S
Range touch
Target creature touched
Duration 1 hour/level
Saving Throw Fortitude negates; **Spell Resistance** yes

The face and appearance of the target change into the face and appearance of another creature of the same size and creature type that you clearly recall from memory. The target creature gains an enhancement bonus of up to +4 or penalty of up to -4 as appropriate to bring its Strength, Dexterity, and Constitution scores toward

those of the new likeness. If you have eaten any of a corpse, you can produce an appearance resembling the creature that corpse once was (at any age) even if you have never seen the creature alive.

This spell can be made permanent with a casting of the *permanency* spell (requiring caster level 14th and diamonds worth 15,000 gp).

CONTRARY MELODY

School abjuration [sonic]; **Level** bard 5
Casting Time 1 standard action
Components V, S, F (a musical instrument)
Range 20 ft.
Area 20-ft. radius spread centered on you
Duration concentration
Saving Throw none; **Spell Resistance** no

Sonic spells and effects and audible bardic performances have no effect in the area. Their durations continue to elapse.

CURSED SLUMBER

School enchantment (compulsion) [curse, mind-affecting]; **Level** psychic 9, sorcerer/wizard 9, witch 9
Casting Time 1 standard action
Components V, S, M (white sand)
Range close (25 ft. + 5 ft./2 levels)
Area one living creature with an Intelligence of 3 or higher
Duration permanent
Saving Throw Will negates; **Spell Resistance** yes

No violence, face-full of water, or kiss will wake the target of the cursed slumber. The target creature falls into a magical sleep with no need of food or water (although it must still breathe). The target continues to age normally and can die of old age. This spell is a curse and can only be removed by remove curse or related spells.

If the target remains asleep for at least 1 year, the spell grants benefits to spellcasters in its vicinity. All arcane and psychic spellcasters within 30 feet of the sleeping target gain a +2 competence bonus on Knowledge (arcana) checks and Spellcraft checks. Treat the caster level of any arcane or psychic spell cast within 30 feet of the sleeping target as 1 higher if the target has been asleep at least 1 year. Caster level increases from multiple cursed creatures are not cumulative.

CURSE OF YIG

School transmutation [chaotic, death, poison]; **Level** cleric 7, druid 7, shaman 7, sorcerer/wizard 7, witch 7
Casting Time 1 standard action
Components V, S, DF
Range unlimited
Target one humanoid who has betrayed a secret that the caster directly shared
Duration instantaneous
Saving Throw Fortitude negates; **Spell Resistance** yes

A limb (usually an arm) of the target transforms into a viper and bites the target, automatically hitting and dealing 1d4+1 piercing damage. Unless the target is immune to poison, it automatically suffers 1d4 points of Constitution damage and its flesh bloats purple around the wound, hemorrhaging throughout its body (but leaving the snake unharmed). Each round, the snake bites again as before. The viper is a Small venomous snake with the advanced template and hit points equal to half the victim's maximum. Any damage, healing, or spell targeting the viper or victim while they are attached applies to the other as well. The viper is not affected by poison or by damage to the victim's ability scores. If the victim dies, the viper detaches and moves to attack the nearest creature within 1 mile per caster level that you know to have learned the secret or the victim knew to have learned the secret you wish to keep hidden, continuing on a rampage of murder until the snake is killed or no targets are left within range. The snake then becomes a normal viper.

The viper detaches from the victim when its hit points are reduced to 0. If the limb is cut off or falls off, a *regenerate* spell or the regeneration ability cannot restore the original limb, but a *limited wish*, *greater restoration*, *wish*, or *miracle* spell can. If the target dies



from the snake's attack or other causes later while still missing the limb, he cannot be raised from the dead by the *raise dead* spell. Only a more powerful spell such as *resurrection*, *true resurrection*, *miracle*, or *wish* can bring the victim back to life.

This spell can only be cast on a target once by a particular caster, regardless of the number of secrets betrayed or the outcome of the spell. You cannot cast this spell on the same target again.

DREAD CURSE OF AZATHOTH

School necromancy [chaotic, curse]; **Level** cleric 7, shaman 7, sorcerer/wizard 7, witch 7
Casting Time 1 standard action
Components V, S
Range touch
Target creature touched
Duration 1 round/level
Saving Throw none and Will partial; **Spell Resistance** yes

Recorded only in desecrated tombs by worshipers of Azathoth, this spell reduces the target's ability scores to 3 (unless they were already lower). The target can follow simple instruction and recognizes friends. It cannot cast spells and its caster level for any spell-like abilities is reduced by 6 (the spell-like abilities can't be cast if the caster level is reduced below 1). The target receives no saving throw to resist the spell initially, but can attempt a Will saving throw as a full-round action each round to regain its faculties. This spell can be ended early by a *heal*, *limited wish*, *miracle*, or *wish* spell.

DREAM SENDING OF CTHULHU

School Illusion (phantasm) [chaotic, evil, mind-affecting]; **Level** alchemist 6, bard 6, cleric 6, inquisitor 6, mesmerist 6, psychic 6, shaman 6, sorcerer/wizard 6, spiritualist 6, witch 6
Saving Throw Will partial; **Spell Resistance** yes

This spell functions as *nightmare* except as noted here. It allows the presence of Cthulhu to enter the mind of the target creature. The victim suffers 1d10 points of damage and is fatigued even if it succeeds on its saving throw. If the victim fails the saving throw, it becomes shaken for 1 day and must succeed at a second Will saving throw or it gains an insanity that is not debilitating (generally a phobia; see Insanity rules on page 93) and also draws the personal attention of Cthulhu (GM's discretion as to the effects of this communion).

ENLIGHTENMENT OF THE BLIND IDIOT GOD

School transmutation [chaotic]; **Level** cleric 4, medium 3, mesmerist 4, psychic 4, sorcerer/wizard 4, spiritualist 4, witch 4
Casting Time 1 standard action
Components V, S
Range touch
Target creature touched
Duration 1 day/level
Saving Throw Will negates; **Spell Resistance** yes

The target's Intelligence decreases to 1. It cannot understand even simple words or phrases, although it recalls basic feelings toward friends and foes and can be guided with Handle Animal checks as if it were an animal. It cannot cast spells.

FEROX

School transmutation; **Level** cleric 9, druid 9, shaman 9, sorcerer/wizard 9, witch 9
Casting Time 1 standard action
Components V, S
Range touch
Target creature touched
Duration 1 round/2 levels
Saving Throw Will negates (harmless); **Spell Resistance** yes (harmless)

The target's Strength score increases to 30 or the highest among all enemies within 60 feet, whichever is lower. This spell has no effect if the subject has no enemies within 60 feet. Its bonus adjusts at the start of its turn each round to reflect the highest Strength among foes within 60 feet. This spell has no effect on creatures with Strength scores of 30 or greater.

GAZE OF GHATANOTHOA

School necromancy [curse, evil]; **Level** cleric 7, sorcerer/wizard 7
Casting Time 1 standard action
Components V, S, DF/F (an abstract representation of Ghatanothoa)
Range close (25 ft + 5 ft./2 levels)
Target one humanoid
Duration 1 round/5 levels
Saving Throw Fortitude negates; **Spell Resistance** yes

You take on a fleeting aspect of the unspeakable form of Ghatanothoa in the eyes of the target creature, causing it to mummify rapidly if it can see you clearly. At the start of your turn each round, the target must make a successful Fortitude save or take 1d10 points of Dexterity drain as its body begins to stiffen and mummify. If the Fortitude save succeeds, the spell ends.

If a creature's Dexterity score is drained to 0 in this way, it transforms into a perfectly preserved and completely immobile mummy, yet the victim does not die. A creature mummified in this way no longer needs to eat, drink, or breathe, and no longer ages. It is essentially immortal, and can observe the world around it (and may even take purely mental actions, including the use of psychic magic), but can take no other actions.

No magical effect can end this condition (even if the victim's Dexterity drain is healed) save for an effect that removes this curse. The curse can only be removed by *limited wish*, *wish*, or *miracle*. If the target was trapped for a long time, it will likely have developed some form of madness (see page 94).

GRACE OF THE KING IN YELLOW

School transmutation [chaotic, evil, fire]; **Level** magus 6, occultist 6, psychic 6, sorcerer/wizard 6, spiritualist 6
Casting Time 1 standard action
Components V, S, M (1 lb. of gold ingots worth 50 gp per 10 lbs. of the target's weight)
Range medium (100 ft. + 10 ft./level)
Target one humanoid
Duration instantaneous
Saving Throw Fortitude partial; **Spell Resistance** yes

You cause the target's bone marrow to transform into molten gold, unless it succeeds at a Fortitude saving throw. The molten marrow expands and hardens, shattering the bones. The shards of bone shred the creature's insides and the molten heat sears its nerve endings (although it doesn't harm equipment). The victim takes 3d6 points of damage per caster level (maximum 60d6), half of which is fire. A creature that survives this effect takes 1d6+4 points of Strength and Wisdom drain from organ and bone damage. Magic that removes this ability drain ejects the golden replica of the victim's skeleton from the victim's body and deals the target an additional 1d6 points of damage per caster level. *Resurrection* and similar spells eject the golden skeleton harmlessly.

If the target's saving throw succeeds, it instead cries tears of molten gold and takes 7d6 points of fire damage before the tears cool harmlessly. The tears are worth 50 gp if collected.

GREEN DECAY

School transmutation; **Level** cleric 4, druid 4, sorcerer/wizard 4
Casting Time 1 standard action
Components V, S, M (a pinch of green mold)
Range close (25 ft + 5 ft./2 levels)
Targets all undead in a 20-ft.-radius burst
Duration instantaneous
Saving Throw Fortitude negates; **Spell Resistance** yes

You cause all undead in the area of effect of 4 HD or less to decay into piles of harmless green mold unless they succeed at a Fortitude save. Each undead gains



a bonus or penalty on this saving throw based on the brightest level of illumination in its space: supernatural darkness (+3), darkness (+2), dim light (+1), normal light (+0), bright light (–1).

HIBERNATION OF ITHAQUA

School universal [chaotic, evil]; **Level** druid 7, shaman 7, sorcerer/wizard 7
Casting Time 1 standard action
Components V, S, M (a flawless emerald worth 5,000 gp)
Range personal
Target you
Duration 1 round
Saving Throw none; **Spell Resistance** none

You fall asleep for 1 round. You are helpless during that time and cannot be awakened. You awaken at the end of your next turn with all your expended spell slots of 5th level and lower restored. If you prepare spells, those slots have the same spells prepared as you previously had prepared in them.

IMPLANT DARK YOUNG

School conjuration (creation) [chaotic, evil]; **Level** cleric 6, druid 6, shaman 6, witch 6
Casting Time 1 standard action
Components V, S
Range close (25 ft. + 5 ft./2 levels)
Target one living creature
Duration instantaneous
Saving Throw Fortitude negates; **Spell Resistance** yes

You create a small boil on the target. If the target succeeds at a Fortitude saving throw, the boil withers and falls off within one round. If the target fails this save, the boil grows with amazing speed over the course of 1d4 rounds. At that point, the target takes 1d6 points of bleed as an adolescent dark young of Shub-Niggurath (page 309) bursts from the boil in a shower of pus and blood. The dark young attacks any creature besides a cultist of Shub-Niggurath or someone wearing an unholy symbol of Shub-Niggurath.

IMPOSSIBLE ARITHMETIC

School divination; **Level** cleric 3, medium 2, psychic 3, sorcerer/wizard 3
Casting Time 10 minutes
Components V, S, M (an offering to the Great Old Ones; see text)
Range personal
Target you
Duration Instantaneous

You gain a glimpse of a terrible truth, receiving one truthful answer regarding the Mythos. The material component is an offering to the Great Old Ones. It is up to the GM to decide if the offering is acceptable—rarer or more obscure information requires more exotic offerings. For example, a silver holy symbol of a Great Old One would be appropriate to learn a vague clue about the components required to cast a minor ritual or to learn one fact about a minor Mythos monster. A scroll of a rare spell of 4th level would be suitable to learn about the goals, methods, or origins of a CR 8 or lower creature. A 1st-level wand or alchemical curiosities worth at least 1,500 gp would be suitable to understand how to perform some rituals without having detailed instructions. An exotic magic item or occult art object worth 3,000 gp would be a suitable offering to learn the likely weaknesses of a CR 15 monster or deduce what Great Old One a secretive cult is likely trying to summon based on a few clues.

INTERPLANETARY TELEPORT

School conjuration (teleportation); **Level** cleric 9, psychic 9, sorcerer/wizard 9
Casting Time 1 standard action
Components V
Range personal and touch
Target you and touched objects or other touched willing creatures
Duration instantaneous
Saving Throw none and Will negates (object); **Spell Resistance** no and yes (object)
Source *Pathfinder Roleplaying Game: Ultimate Magic*

This spell functions as teleport, except there is truly no range limit and you do not need to have seen your destination, though you must have a solid grasp of which world you wish to travel to ("the third planet from the sun" is an acceptable destination, but "a habitable world near that bright star" is not). If you have a specific location on a planet in mind, you arrive there without a chance of failure; otherwise you arrive at a location that would not immediately be life-threatening. If no such safe landing zone exists on the world, such as someone attempting to travel into the sun without the proper precautions in place, the spell simply fails.

KISS OF DAGON

School conjuration (summoning) [chaotic, evil]; **Level** cleric 2, druid 2, ranger 2, shaman 2, sorcerer/wizard 2
Casting Time 1 standard action
Components V, S, M (a fish scale)
Range medium (100 ft. + 10 ft./level)
Target one creature
Duration 2 rounds + 1 round/2 levels (maximum 5 rounds)
Saving Throw none or Fortitude partial (see text); **Spell Resistance** no

Aquatic and amphibious animals and creatures in the surrounding region have an overwhelming desire to eat the target. Animal companions and domesticated sea life can resist joining in the frenzy with a successful Will save. At the start of the target's turn each round, swarms of small fish and sea life bite at the creature as long as it is in or near water, dealing 1d6 points of piercing, slashing, and bludgeoning damage per three caster levels (maximum 3d6). If there is a high concentration of small creatures (such as from a reef), the target must succeed at a Fortitude save each round or be sickened for 1 round. If the target is within 10 feet of the water, sea life leap and climb from the water to continue the attack.

LETHARGY OF TSATHOGGUA

School enchantment (compulsion) [chaotic, evil, mind-affecting]; **Level** bard 1, cleric 1, medium 1, mesmerist 1, psychic 1, sorcerer/wizard 1
Casting Time 1 standard action
Components V, S
Range close (25 ft. + 5 ft./2 levels)
Target one living creature
Duration 1d4 rounds
Saving Throw Will negates; **Spell Resistance** yes

The target becomes wholly complacent, desiring nothing. The target stands idle or sits for the duration of the spell unless attacked. If the target is attacked, it is staggered for 1 round but can otherwise act normally.

MELT FLESH

School necromancy; **Level** sorcerer/wizard 6, spiritualist 6
Casting Time 1 standard action
Components V, S, M (burnt piece of flesh)
Range medium (100 ft. + 10 ft./level)
Target one living creature with flesh
Duration instantaneous
Saving Throw Fortitude negates; **Spell Resistance** yes

The flesh melts off the victim's body, causing 6d6 points of damage. The ears, lips, eyelids, and nostrils run away or partially seal up, giving the victim a –4 penalty on all skill checks that would require the use of these body parts or its senses. One of these orifices (chosen randomly) is sealed completely and cannot be opened without cutting the creature, which inflicts 1d6 points of bleed damage to the victim. The target has a 10% chance of losing any spell it attempts to cast that requires a verbal or somatic component. The penalties last until the victim is healed by *regenerate*, *limited wish*, *wish*, or *miracle*.

MIMIC FORM OF NYARLATHOTEP

School transmutation (polymorph) [chaotic, evil]; **Level** cleric 9, sorcerer/wizard 9
Casting Time 1 standard action
Components V, S, DF
Range personal
Target you
Duration 1 round/level



You take on one of Nyarlathotep's forms, generally that of the Howler (see page 174), though other forms with similarly potent benefits might be available at GM's discretion. You become Huge and gain a +6 size bonus to Strength and Dexterity. You gain blindsight 60 feet, darkvision 60 feet, *air walk* at a speed of 60 feet, and constrict (3d6). You gain the following natural weapons: bite (2d6), 2 claws (1d8), and tentacle (3d6 and grab at reach 30 ft.). You also randomly gain one of the following abilities of that form. The DC for any of these abilities equals your DC for this spell.

d6	Random Ability
1	*cloak of chaos*
2	energy resistances of player's choice
3	howl
4	million favored ones
5	*true seeing*
6	vampirism

MIST OF R'LYEH

School illusion (glamer); **Level** alchemist 1, antipaladin 1, bard 1, inquisitor 1, magus 1, medium 1, mesmerist 1, occultist 1, psychic 1, sorcerer/wizard 1, spiritualist 1, summoner 1
Casting Time 1 swift action
Components M (vial of breath from an amphibious creature), S
Range personal
Target you
Duration 1 round

You become invisible as the spell *invisibility* until the end of your next turn or until you attack. However, the spell leaves a barely visible distortion, which reduces the Stealth bonus from the invisible condition by half (+10 while moving or +20 while motionless).

NUCLEAR CHAOS

School conjuration (summoning) [chaotic]; **Level** cleric 7, sorcerer/wizard 6, summoner 6
Casting Time 1 standard action
Components V, S
Range medium (100 ft. + 10 ft./level)
Area 30-ft.-radius spread
Duration instantaneous
Saving Throw Reflex partial; **Spell Resistance** no

Multiple minor appendages of Azathoth extend into your current reality and lash out at everything in the area. Creatures and objects take 1d100 points of damage and are knocked prone. A successful Reflex save negates being knocked prone and reduces the damage by half.

ORNE'S BLACK

School evocation [darkness]; **Level** antipaladin 4, bard 4, cleric 4, inquisitor 4, magus 4, occultist 4, shaman 4, sorcerer/wizard 4
Casting Time 1 standard action
Components S
Range close (25 ft. + 5 ft./2 levels)
Area 30-foot radius emanation from a point in space
Duration 1 min./level
Saving Throw none; **Spell Resistance** no

A one-directional gloom covers the affected area, making the illumination level darkness. Creatures in the area can see outside of the affected area normally. Creatures in the area have total concealment and can't be located by sight. The shadow dispels all magical light sources of a lower spell level in the area and suppresses the effect of all light sources and light spells (including *daylight*). Creatures who cannot see in darkness move through the area as if they were blinded (generally, at half speed).

PIPES OF MADNESS

School enchantment (compulsion) [mind-affecting]; **Level** bard 6, psychic 8
Casting Time 1 standard action
Components V, S, M (a strand of hair from a mad person)
Range medium (100 ft. + 10 ft./level)
Targets creatures in a 20-foot radius spread
Duration 1 round/level, then 1 hour/level
Saving Throw Will negates; **Spell Resistance** yes

This spell causes the targets to dance madly or attack the nearest creature (50% chance of either each round)

for 1 round per caster level. Dancing creatures take a –4 penalty to Armor Class and on Reflex saves, and lose any AC bonus granted by held shields. At the end of this period of frenzy, the affected creatures sit catatonic, whistling the melody of *pipes of madness* for 1 hour per caster level. If a subject is attacked, whether during the frenzy or during the catatonia, that subject spends the next round attacking the creature that attacked it. Any creature not yet affected by this casting of *pipes of madness* who hears the whistling must make a Will saving throw with a +4 bonus. If the listener fails, the spell affects the listener, starting with a period of frenzy. Upon a successful save, whether because of the initial casting or because a creature enters the area of effect, a creature becomes immune to that casting of *song of madness*.

POWDER OF IBN GHAZI

School abjuration; **Level** bard 4, magus 4, mesmerist 4, occultist 4, sorcerer/wizard 4, summoner 4, witch 4
Casting Time 1 standard action
Components V, S, M (any fine powder), F (a tube or similar implement)
Range 20 ft.
Targets all creatures, spells, and objects in a burst centered on you
Duration instantaneous and 1 minute/level
Saving Throw Will negates; **Spell Resistance** yes

You blow the powder through a tube or other implement around you, which briefly clings to and then magically reveals all invisible creatures and objects in the area. All effects that cause invisibility are immediately ended and no new effect can make those creatures or objects invisible again for 1 minute per caster level. All spells and magic items in the area radiate their magic auras as described in *detect magic* for all to see for 1 minute per caster level. Observers can only interpret the significance of an aura with a successful Spellcraft check as a standard action.

REMORTIFICATION

School necromancy; **Level** cleric 4, sorcerer/wizard 4, witch 4
Casting Time 1 standard action
Components V, S, M (diamonds worth 250 gp)
Range touch
Target dead creature touched
Duration 5 rounds
Saving Throw none; **Spell Resistance** no

The corpse you touch returns to life with a permanent negative level and 7d6 + caster level hit points (maximum 7d6+15, to a maximum of the creature's reduced maximum hit point total). The corpse must have been dead for no longer than 5 rounds when you cast the spell. At the end of the target creature's action on the 5th round, the creature dies again, regardless of any healing magic used in the intervening time. When it dies at the end of the spell, its negative hit points return to the same number it had before, allowing the creature to be revived by effects like *breath of life* as if no time had passed since its previous death. If it is killed before the 5 rounds elapse, the spell ends immediately and its negative hit points become what they were when it last died or remain at the current total, whichever is worse. *Remortification* has no effect on undead creatures.

SARNATH SIGIL, LESSER

School abjuration; **Level** psychic 4, sorcerer/wizard 4
Casting Time 1 standard action
Components V, S
Range close (25 ft. + 5 ft./2 levels)
Target one creature
Duration 1 round/level
Saving Throw Will negates; **Spell Resistance** yes

Any ranged weapon attack originating within 90 feet of the victim of this spell automatically veers toward the victim instead of its original intended target, provided that the victim is within the attack's maximum range. The victim's own ranged attacks do not loop back to



target it. A new attack roll is made to hit the victim of *lesser Sarnath sigil*.

SARNATH SIGIL, GREATER

School abjuration; **Level** psychic 4, sorcerer/wizard 8
Duration 1 round/level or until discharged

This spell functions as *lesser Sarnath sigil* except as noted here. The *greater Sarnath sigil* also forces spells cast within 90 feet that can target the subject to do so. A spell with multiple targets adds the subject as an additional target if possible, given the other targets, but otherwise does not change. Area of effect spells aren't redirected unless they call for a ranged attack roll. Rays and other ranged spell attacks are redirected like weapons. Each spell depletes the potential of the *greater Sarnath sigil* by a number of levels equal to its spell level. Once the spell has forced a number of spell levels equal to your caster level to change targets, it ends. If a spell would be partially affected, it has only a proportional chance of being redirected per spell level redirected. For example, if the *greater Sarnath sigil* has 4 levels left on it and it tries to redirect *destruction* (7th level), the spell has a 4/7 (or 57%) chance of being redirected.

SHRIEK OF THE BYAKHEE

School conjuration (summoning) [chaotic, evil]; **Level** occultist 5, psychic 5, sorcerer/wizard 5, summoner 5
Casting Time 1 standard action
Components V, S
Range medium (100 ft. + 10 ft./level)
Effect one byakhee
Duration 1 round/level
Saving Throw Will partial; **Spell Resistance** no

You summon one byakhee (see page 304) to attack a target you designate when you finish casting the spell. The targeted creature can interfere with your control with a successful Will save. If the target creature succeeds at this saving throw, the byakhee attacks the target's nearest apparent foes for 1d4 rounds and then vanishes or attacks you. Regardless of the results of the save, it does not follow the target's orders. If the target dies, the byakhee vanishes. The byakhee must be one known to you or which you have researched extensively, which generally requires 1d4 weeks and a successful Knowledge (planes) check against DC 15 + CR.

SHRIVEL

School transmutation; **Level** alchemist 3, bard 3, bloodrager 3, magus 3, medium 2, occultist 3, psychic 3, sorcerer/wizard 3, summoner 3, witch 3
Casting Time 1 standard action
Components V, S, M (exotic salts)
Target one living creature

This spell functions as *reduce person* except as noted here. The spell can affect other living creatures and the target's equipment does not shrink. The target treats its weapon(s) as one step heavier (light weapons become one-handed, one-handed weapons become two-handed, and two-handed weapons and longbows can only be used as improvised weapons). It also suffers a –2 penalty on attack rolls with weapons sized for its original size. Unless the shriveled creature is wearing no armor and little or no clothing, it becomes entangled by its clothing or armor until they are removed. The victim might also become more encumbered as a result of its reduced carrying capacity.

Shrivel can be made permanent on yourself and others with a casting of the *permanency* spell (requiring caster level 11th and diamonds worth 7,500 gp).

SIGN OF EIBON

School evocation; **Level** bard 3, sorcerer/wizard 3
Casting Time 1 standard action
Components V, S
Range personal
Target you
Duration 1 round/level

You gain a +2 bonus to your caster level for the purpose of spells you finish casting while *sign of Eibon* lasts, improving your bonus on concentration checks and caster level checks as well as any level-based features of

the spell. This bonus does not stack with any granted by magic items or other spells.

SONG OF HASTUR

School abjuration [chaotic, evil]; **Level** bard 3, cleric 3, inquisitor 3, medium 3, mesmerist 3, occultist 3, psychic 3, sorcerer/wizard 3, spiritualist 3
Casting Time 1 standard action
Components V
Range medium (100 ft. + 10 ft./level)
Target one creature
Duration instantaneous
Saving Throw Will negates; **Spell Resistance** yes

Song of Hastur expends the target's highest-level spell slot available. If there is more than one spell slot available of that level, one is eliminated at random. (A caster only loses one spell, regardless of how many times it has prepared the same spell.) Spell-like abilities are not affected by this spell.

Any spell or spell slot lost because of this spell is treated as if the caster had failed a concentration check while trying to cast it—the spell slot is wasted and the spell has no effect, but is recovered normally the next time the character prepares spells or regains spell slots.

TEMPORAL ENERGY NEXUS

School transmutation; **Level** psychic 9, sorcerer/wizard 9
Casting Time 1 round
Components V, S
Range close (25 ft. + 5 ft./2 levels)
Target 1d4 creatures who are or were within range of your current location in previous 1d2 rounds
Duration instantaneous
Saving Throw none; **Spell Resistance** yes

You disrupt the flow of time in the recent past, allowing you to choose 1d4 attack rolls, saving throws, skill checks, damage rolls, or caster level checks (in whatever combination you desire) that you observed up to 1d2 rounds ago and force those rolls or checks to be rolled again, taking the new result in place of the old. The distortion in the time-stream prevents any other aspect of the past from being changed, even if actions by other creatures in the intervening time no longer seem to make sense.

TRANSPORT TO YONDO

School conjuration (teleportation); **Level** psychic 5, shaman 5, sorcerer/wizard 5, summoner 5, witch 5
Casting Time 1 standard action
Components V, S, M (sand)
Range touch
Target living creature touched
Duration 1d4 rounds, then 1 min./level
Saving Throw Will negates and Fortitude partial (see text); **Spell Resistance** yes

Unless it succeeds on a Will save, the target is transported to the desert Yondo. It remains there for 1d4 rounds and then returns to the exact spot it left. Upon returning, it must immediately succeed at a Fortitude save or *shrivel* as the spell (page 122) regardless of its creature type. It suffers a –1 penalty on this save for every round it spent in Yondo.

TSUNAMI

School conjuration (creation) [water]; **Level** druid 9, shaman 9, sorcerer/wizard 9
Casting Time 1 standard action
Components V, S
Range long (400 ft. + 40 ft./level)
Effect 10-ft.-deep wave 10 ft. wide/level and 2 ft. tall/level
Duration 5 rounds
Saving Throw see text; **Spell Resistance** no
Source *Pathfinder Roleplaying Game: Advanced Player's Guide*

You create a massive wave of water, which then moves in a straight line across water or land. You select the direction the wave travels (which must be perpendicular to its width), but once set in motion, the wave cannot change course. Over the surface of open water, the wave travels at a speed of 60 feet per round—on land or underwater, the wave travels at a speed of 30 feet per round.

Creatures struck by a *tsunami* take 8d6 points of bludgeoning damage (a Fortitude save halves this damage). In addition, the tsunami makes a special CMB



check against any creature it strikes: the wave's CMB is equal to your caster level + your relevant spellcasting ability score modifier (whichever is highest) + 8 (for the wave's size). If this CMB check defeats a creature's CMD, the creature is knocked prone and carried along by the wave. A creature carried along by a tsunami can attempt to escape the wave on its turn as a standard action by making a CMB or Swim check opposed by the wave's CMB check. If a creature fails to escape, it takes another 6d6 points of bludgeoning damage (Fortitude save for half) and continues being carried along by the wave.

Objects struck by a tsunami are swept up if they are Huge or smaller and are carried along by the wave to be deposited in a pile at the end of the wave's journey. Gargantuan or larger objects, as well as structures or objects firmly attached to the ground, take 8d6 points of bludgeoning damage when a tsunami passes through their spaces; if this is enough to destroy the object or structure, the remains are carried along by the wave. Hardness does not reduce this damage, nor is it halved as damage dealt to objects normally is. *Freedom of movement* prevents a creature from being carried along by a tsunami but does not prevent damage caused by the wave hitting a creature.

A solid barrier that is taller than the tsunami that is not destroyed by the wave stops that portion of the wave from continuing onward, leaving a gap in the wave as the rest of it continues forward.

VOORISH SIGN

School transmutation; **Level** magus 5, wizard 5
Casting Time 1 standard action
Components V, S, F (your spellbook)
Range personal
Target you
Duration instantaneous

This spell taps into your deep memories of magic. You instantly prepare any single spell of 4th level or lower that you have prepared from your spellbook at least once before. You must have a spell slot open or lose an available prepared spell slot of the appropriate level or higher.

VORTEX

School evocation [water]; **Level** druid 7, shaman 7, sorcerer/wizard 7
Casting Time 1 standard action
Components V, S, M/DF (a stirring spoon)
Range long (400 ft. + 40 ft./level)
Effect whirlpool 50 ft. deep, 30 ft. wide at top, and 5 ft. wide at base
Duration 1 round/level (D)
Saving Throw Reflex negates, see text; **Spell Resistance** yes
Source *Pathfinder Roleplaying Game: Advanced Player's Guide*

You create a powerful and immobile whirlpool in any body of liquid large enough to contain the spell's effect. Any Large or smaller creature that comes in contact with the spell effect must succeed on a Reflex save or take 3d6 points of bludgeoning damage. A Medium or smaller creature that fails its first save must succeed on a second one or be pulled into the whirlpool and held suspended in its powerful currents, taking 1d8 points of damage each round on your turn with no save allowed. You may direct the whirlpool to eject any carried creatures whenever you wish, in whatever direction you wish. A boat that is equal in length to or shorter than the vortex's width that passes through a vortex takes 6d6 points of damage and is caught up by the current. If the boat's captain makes a DC 25 Profession (sailor) check, or if the boat is longer than the vortex's width, the boat takes only half damage and is not caught up by the vortex.

WAVE OF OBLIVION

School enchantment (compulsion) [mind-affecting]; **Level** bard 6, mesmerist 6, occultist 6, psychic 6, sorcerer/wizard 6, spiritualist 6
Casting Time 1 standard action

Components V
Range close (25 ft. + 5 ft./2 levels)
Target one creature
Duration 1d4 days
Saving Throw Will negates; **Spell Resistance** yes

The target loses all episodic memories for 1d4 days. It retains its skills and abilities, but not its own relationship to any creature or thing in the world. Friends, family, enemies, and associates seem to be utter strangers, and the target recalls only things it would have considered public knowledge about them (GM's discretion).

ZYNGAYA

School necromancy [evil]; **Level** cleric 7, shaman 7, sorcerer/wizard 7
Casting Time 1 hour
Components V, S, M (a clay pot filled with grave dirt and an onyx gem worth 50 gp per HD of the undead to be created)
Range close (25 ft. + 5 ft./2 levels)
Target one corpse
Duration instantaneous
Saving Throw none; **Spell Resistance** no

You turn the corpse into a Mythos undead if the creature had fewer Hit Dice than your caster level. It is loyal to the King in Yellow. Although it recognizes you as its creator, it works with you only insofar as you serve the purposes of the King in Yellow. If you are capable of commanding undead, you may attempt to command the undead creature as it forms.





Rituals

Ritual magic makes use of science and mathematics beyond most mortal understanding to cast highly specialized spells. These techniques can be performed by anyone with the appropriate tools and knowledge without the use of formal spellcasting. Most rituals are held only in shunned books and in the minds of dangerous eccentrics who know more than is safe about the secrets of reality. Generally, these rituals depend upon knowledge of the alien sciences, extradimensional mathematics, and incomprehensible iconography of the cosmic forces underlying the Mythos.

Casting Rituals

Before performing a ritual, the primary caster must assemble and ready all the components needed as well as any secondary casters. The primary caster leads a ritual's casting. Secondary casters can be indispensable to the ritual's casting even when they're not taking an active role in ensuring its success. To cast a ritual, the primary caster must learn the ritual's secrets (Learning Rituals on page 128), though secondary casters can assist in the casting without fully understanding the intricacies of the ritual.



Casting Time: Casting a ritual usually requires 10 minutes per ritual level, but the casting time may be longer or shorter as indicated in its description. One of the casters—either the primary caster or a secondary caster the primary caster specifies—attempts one of the required skill checks at the end of each phase of the ritual. These checks cannot benefit from the aid another action, and the caster attempting the check can't take 10 or take 20, even if she has an ability that would normally allow her to do so when threatened or distracted. Furthermore, because of the specific procedures of ritual casting, mundane equipment that grants bonuses on skill checks can't usually increase the caster's bonus on the checks required by the ritual, unless the GM allows it. Bonuses on the skill checks required for the ritual that are granted by feats, spells (with enough duration to last throughout the casting), traits, and magic items usually apply, at the GM's discretion.

Components: Rituals can have any of the same components used by spells. Required focus and material components commonly include specific, unusual items. Feats and magic items that remove required components from spells do not affect rituals unless they explicitly say they affect rituals (or the GM rules otherwise). Rituals frequently require material sacrifices of blood or other vital substances. Edible components must often be consumed during the ritual. Tomes are important focus components to many rituals, but whether they are mandatory or simply helpful varies from ritual to ritual. Optional components are listed after mandatory components.

In addition, some rituals have a locational component ("L") or a temporal component ("T"). Each includes a description for its component, which might be very specific (such as one particular hill) or general (such as "open to the sky" or "an underground chamber"). Temporal components are often astrological and require one or more stars or planets to be visible. If these temporal or locational components are not provided, the ritual simply fails.

If a ritual allows the participation of secondary casters (often called "acolytes"), the ritual's components line includes "SC" ("secondary casters") as an entry, immediately followed by a parenthetical that details any maximum or minimum number of secondary casters required to cast the ritual. If a ritual description has no secondary caster entry, that ritual does not permit the assistance of secondary casters. While secondary casters can help by attempting the skill checks the primary caster assigns them, their chief purpose is to aid in the ritual's casting. Unless stated otherwise in the ritual description, secondary casters must be within 100 feet and line of effect of the primary caster and each other during the entirety of a ritual's casting.

A ritual automatically fails when enough of the casters are incapacitated, killed, or moved more than 100 feet from (or out of line of effect of) all other casters to reduce the number below the minimum number of casters.

Skill Checks: Since it is possible for those lacking the ability to cast arcane, divine, or psychic spells to cast rituals, variables that would normally rely on caster level (such as range and spell resistance) use the character level or total Hit Dice of the primary caster instead. This is the case even for a ritual caster who has the ability to cast spells. Characters with a caster level gain a +1 bonus on skill checks to cast a ritual, and this bonus increases by 1 for every 5 caster levels they possess (to a maximum of +5 at caster level 20th) as their understanding of the fundamentals of magic grows.

It's surprisingly difficult to disrupt a ritual. Participation in casting a ritual does not provoke attacks of opportunity, and the casters can pause the ritual to engage in combat or take other actions—though not without consequences. For each round a ritual is paused in this way, the DCs of all the ritual's subsequent skill checks increase by 1. The ritual's casting time does not continue to elapse while paused.

If all the skill checks for a ritual are successful, the ritual succeeds, and the primary caster (and the secondary casters, if specified) experiences the ritual's backlash before the ritual's effect occurs. If the casters fail any of the skill checks required for a ritual, or the ritual fails for another reason, the ritual ends. In this case, the casters also experience the ritual's backlash, and the failure consequences occur (though only some rituals have these properties). The consequences of failure, if any, are detailed in each ritual's description. The skill checks must be attempted in the order listed, generally starting with the diagram skill check (if any), but the GM rolls for the checks and tracks the progress of the ritual casting in secret.

Mythos Taint: Any caster who has been tainted by cosmic forces gains a bonus on any skill check to cast a ritual, except for the diagram phase skill check. The bonus is proportional to the severity of the taint. The GM makes the final ruling on the severity of the taint, but as a general guideline, having a distant aberration ancestor or any fear condition caused by Mythos phenomena gives a +2 circumstance bonus. Belonging to a race linked to one of the Great Old Ones or other cosmic forces or having an insanity caused by Mythos phenomena gives a +4 circumstance bonus. Being a chosen vessel of a Great Old One or other cosmic forces



or having multiple insanities caused by such creatures gives a +6 circumstance bonus.

Diagram Phase: The first phase of a ritual is usually the creation of an eldritch circle or other diagram. This phase's skill check is labeled "(diagram)". Having a tome or copy of the circle gives the caster a +5 insight bonus on this skill check. While not always in the shape of a circle per se, proper symbols, shapes, and glyphs are typically required.

Diagram: If a ritual calls for a diagram, it is described in this line. Diagrams generally must encircle the caster or the target as indicated in the ritual and cannot be moved once inscribed, even if the ritual's casting is not yet complete.

Saving Throw: The DC for a saving throw against a ritual's effects (if applicable) is equal to 10 + the ritual level + the primary caster's Intelligence, Wisdom, or Charisma bonus (whichever is highest).

Spell Resistance: The primary caster makes any check for spell resistance using the effective caster level calculated from Hit Dice and any bonus from spellcasting class levels noted above.

Backlash: Any successful or failed ritual has a chance of draining the caster's energy. The primary caster must succeed at a Fortitude saving throw or take 1 point of nonlethal damage per level of the ritual. The DC is 10 1-1/2 x the ritual's level. All rituals have this backlash unless the description indicates a different one.

Failure: Any failure to cast a ritual has a dramatic psychic and physical toll on the casters, who become fatigued and shaken for a duration equal to the ritual's casting time. If you use the Dread and Insanity rules on page 89, the save DC of the dread the participants gain instead of this shaken condition is 15 or 10 + 1.5 x ritual level, whichever is higher. In addition, the casters are frustrated by the principles and alignments necessary for that particular ritual. They take a –5 cumulative penalty on skill checks to cast that ritual again for an amount of time equal to the casting time multiplied by the caster level. This penalty ends immediately for any caster later involved in successfully casting the ritual despite the penalty. All rituals have this failure effect unless the description indicates a different one.

Learning Rituals

Learning a ritual from hidden clues or from independent research into alien sciences takes a week or a month per ritual level (GM's discretion). Learning from detailed instructions takes an amount of study equal to 10 times the ritual's casting time. In either case, the researcher must succeed at a skill check required by the ritual (learner's choice of which). Failing the check means the secrets of the ritual elude the learner's understanding, though she can start the process anew at the same rate of potential discovery.

Rituals

Like spells, rituals are best-known for being hidden in particular Mythos tomes (described in Chapter 6), but can also be found in other texts. A few are associated with particular Outer Gods, Great Old Ones, or Mythos races, and are always carefully-guarded secrets. GMs are encouraged to decide for their own games whether particular rituals are available, and where they can be found. They are often hidden away in places where seekers risk insanity or physical danger.

Ritual List

The rituals described in this book are summarized in the following list by effective spell level, but no minimum level is required to cast any ritual.

2nd-Level Rituals

Call Servitor of the Outer Gods: Conjure uncontrolled servitor.

Occult Rituals

Pathfinder Roleplaying Game: Occult Adventures introduces rules for occult rituals with some similarities to these rules. If your game uses occult ritual rules, these rituals can be adapted to function within that system with the following adjustments:

Casting Time: Increase the number of phases to equal the ritual's level. The casting time generally changes to 10 minutes per ritual level, with a skill check every 10 minutes. If the casting time is already at least 2 hours, it is generally 1 hour per ritual level with a skill check every 1 hour instead.

Components: The ritual automatically fails if any of the casters are killed, incapacitated, separated by more than 100 feet, or are removed from line of effect to each other. If a ritual's casting is aided by at least four secondary casters, all casters gain a +1 bonus on all skill checks attempted as part of casting the ritual. This bonus increases by 1 for every four secondary casters beyond four (up to a maximum bonus of +5 for 20 or more secondary casters). This replaces any bonus listed in the ritual's description for secondary casters.

Skill Checks: Increase the number of skill checks to equal the ritual's level. The ritual doesn't fail from failed skill checks until a number of failures equal to or greater than half the number of skill checks required occurs. The primary caster can choose any order in which to attempt the skill checks.

Contact Deep Ones: Draw attention of nearby deep ones.

3rd-Level Rituals

Contact Formless Spawn: Draw attention of a formless spawn of Tsathoggua.

Create Elder Sign: Outer Gods, Great Old Ones, and their servants can't touch warded object.

Inscribe the Yellow Sign: Sign maddens insane or knowing creatures and compels them to serve the King in Yellow.

Secret Mouth: Give target a bite attack on any body part.

4th-Level Rituals

Brew Space Mead: Year-long brewing allows survival in space.

Protective Aura: Gain *stoneskin* and *protection from chaos/evil/good/law* while casting another ritual.

5th-Level Rituals

Bind Byakhee: Force a byakhee to serve.

Bind Star Vampire: Force a star vampire to serve.

Bride of Sathla: Ritual drowning protects large area from extraplanar creatures.

Call Byakhee: Conjure 1d4 uncontrolled byakhee.

Call of Cthulhu: Invite Cthulhu into caster's mind.

Call Star Vampire: Conjure 1 uncontrolled star vampire.

Contact Yithians: Draw attention of Yithians in present time.

Dragon Ascending: Revive *essential salts*.

Dragon Descending: Dissolve creature subject to *essential salts*.

Essential Salts: Prepare corpse to be revived by *dragon ascending*.

Mao Ceremony: Gain magic power by ritual killing.

7th-Level Rituals

Acid Blood Curse: Target becomes resistant to and bleeds acid but corrodes gear.

Bind Dimensional Shambler: Compel dimensional shambler to serve.

Call Dimensional Shambler: Conjure uncontrolled dimensional shambler.

The Red Sign: Blood sacrifice enhances non-humanoid's mind.



8th-Level Rituals

Call Hunting Horror: Conjure an uncontrolled hunting horror.

Contact Ithaqua: Invite Ithaqua's influence.

Obscene Fertility Rites of Shub-Niggurath: Give Shub-Niggurath influence over an area.

9th-Level Rituals

Avatar of the Black Goat with the Thousand Young: Conjure Shub-Niggurath bodily.

Call Azathoth: Invite Azathoth's influence.

Call Father Yog-Sothoth: Invite Yog-Sothoth's influence.

He Who Must Not Be Named: Invite Hastur's influence.

Ritual Descriptions

ACID BLOOD CURSE

School transmutation; **Level** 7
Casting Time 8 hours every three months for 1 year (4 phases; no penalty for interruption)
Components V, S, M (rare herbs, spices, and oils worth 100,000 gp)
Skill Checks Craft (alchemy) DC 26, 2 successes; Heal DC 26, 2 successes
Range touch
Target willing or helpless humanoid touched
Duration instantaneous
Saving Throw none; **Spell Resistance** no

This ritual protects the subject from acid, turning the subject's blood and bodily fluids highly acidic, which damage and corrode any material they drip upon. The subject gains acid resistance 20, ignoring the first 20 points of acid damage from each attack. The subject's highly acidic blood damages weapons that penetrate the skin. Creatures that deal damage to the subject with slashing or piercing weapons in melee take 1d6 points of acid damage from blood spatter. Slashing and piercing weapons that damage the subject also take this damage, which ignores hardness.

While these advantages are significant, the disadvantages are why it is called a curse. The victim's other body fluids are also acidic, though not to the same degree as the victim's blood. Any sweat will, over time, tatter and ruin all worn clothing, and any saliva will eventually tarnish and destroy eating utensils. This effect also makes it hard for the victim to have a romantic or social relationship except with another subject of the *acid blood curse*.

Any armor the victim wears degrades over time, gaining the broken condition after 1d4 weeks of wear and becoming destroyed after twice as long. If the subject is wounded, any worn armor is also exposed to the acid damage. As a result, subjects generally belong to character classes that do not normally wear armor.

The *acid blood curse* is not normally performed on Okkators other than the masked, because it prevents them from being able to interact easily with society.

AVATAR OF THE BLACK GOAT WITH A THOUSAND YOUNG

School transmutation [chaotic, evil]; **Level** 9
Casting Time 24 hours (7 phases of 3 hours; fails automatically if interrupted)
Components V, S, L (any area affected by the obscene fertility rites of Shub-Niggurath)
Optional Components SC (up to 10, each of whom must have at least 8 ranks in Knowledge [religion] or Profession (Yog-Sothothery philosopher) and chant from text; +1 bonus on ritual skill checks per 2 participants)
Skill Checks Knowledge (nature) or Profession (Yog-Sothothery philosopher) DC 23, 1 success (diagram); Knowledge (religion) or Profession (Yog-Sothothery philosopher) DC 38, 6 successes
Range close (25 ft. + 5 ft./2 levels)
Diagram target must be in the center of a 5-foot circle drawn entirely in blood throughout the casting
Target a living creature of at least Small size that has Intelligence 3 or higher
Duration instantaneous
Saving Throw Fortitude negates; **Spell Resistance** yes

This ritual blesses its willing or unwilling subject to be an avatar through which Shub-Niggurath can manifest

herself. If after the ritual is concluded, the avatar is in an area currently affected by the *obscene fertility rites of Shub-Niggurath*, Shub-Niggurath may burst forth from the avatar at influence stage 3 (see page 274), effectively slaying it.

Alternatively, a dark young or acolyte of Shub-Niggurath can magically command the avatar to bring forth the Outer God at any time as an action over the course of 1 round with a successful Profession (Yog-Sothothery philosopher) check against DC 40. Shub-Niggurath will then remain at influence stage 3 until her whims draw her elsewhere or she is defeated or banished somehow. Unless Shub-Niggurath would otherwise be at influence stage 3, she falls back to influence stage 2 when her nucleus is destroyed. Only a *wish*, *miracle*, or similarly powerful magic can remove this blessing, and even then, the caster must make a caster level check with a DC of 37.

BIND BYAKHEE

School enchantment (compulsion) [mind-affecting]; **Level** 5
Casting Time 1 minute (2 phases of 5 rounds)
Components V, T (Carcosa's star system must be above the horizon; depending on the caster's planet and hemisphere, this may be from mid-Fall to mid-Spring or some other period of months or seasons), F (a magic whistle, or a whistle made magical by an ongoing spell for the duration of the ritual)
Optional Components F (an edition of The King in Yellow with the tune's sheet music gives a +5 insight to the ritual skill check)
Skill Checks Knowledge (arcana) or Profession (Yog-Sothothery philosopher) DC 18, 1 success; Perform (wind) DC 18, 1 success
Range close (25 ft. + 5 ft./2 levels)
Target one Byakhee
Duration until task is completed, up to 1 day/level
Saving Throw Will partial; **Spell Resistance** no

This short ritual binds a single byakhee to carry out a task directed by the caster. Any byakhee within range that were recently conjured by the *call byakhee* ritual calmly listens to the ritual tune of *bind byakhee* until the player makes an error, at which point all byakhee present are free to attack the caster or do as they wish unless bound by another casting of this ritual. This ritual bypasses a byakhee's usual immunity to mind-affecting effects.

BIND DIMENSIONAL SHAMBLER

School enchantment (compulsion) [mind-affecting]; **Level** 7
Duration of Ritual: 1 minute
Components V, S, F (the knife or object initially used to call the dimensional shambler)
Optional Components F (a tome containing the ritual gives a +5 insight bonus on the ritual skill check)
Skill Check Knowledge (planes) or Profession (Yog-Sothothery philosopher) DC 28, 1 success
Range medium (100 ft. + 10 ft./level)
Target one dimensional shambler
Duration until task is completed, up to 1 day/level
Saving Throw Will partial; **Spell Resistance** no

The ritual binds a dimensional shambler to carry out a single task directed by the caster. When this ritual is initiated, the dimensional shambler cannot attempt to depart the presence of the caster by any means unless the ritual is interrupted. When the ritual is complete, the target can negate the control with a successful Will save.

This ritual is often found in the same tomes that contain the *call dimensional shambler* ritual, though not always.

BIND STAR VAMPIRE

School enchantment (compulsion) [mind-affecting]; **Level** 5
Casting Time 1 hour
Components V, S, F (De Vermis Mysteriis or another magical tome or spellbook containing the ritual, which must be read directly from the book), T (at night under a clear and starry sky)
Optional Components SC (up to 5, each giving a +1 bonus on skill check, who recite the ritual from text and must have at least 1 rank in Profession [Yog-Sothothery philosopher])



Skill Checks Knowledge (dungeoneering) or Profession (Yog-Sothothery philospher) DC 22, 1 success
Range medium (100 ft. + 10 ft./level)
Target one star vampire
Duration until task is completed, up to 1 day/level
Saving Throw Will partial; **Spell Resistance** no

This ritual binds a star vampire to carry out a single task directed by the caster. When this ritual is initiated, the star vampire cannot harm any of the casters, nor can it move beyond the ritual's range except while the ritual is interrupted. It receives a Will saving throw to negate the binding's control only after the casting is complete.

BREW SPACE MEAD

School transmutation; **Level** 4
Casting Time 24 hours plus 24 hours after the mead has fermented in a sealed container for at least 1 year (2 phases, each 24 hours; no penalty for separation or interruption in the intervening time)
Components V, S, M (various unusual ingredients), F (brewery equipment, an alchemical laboratory, or similar equipment)
Optional Components F (the Celeano Fragments gives a +5 insight bonus on this ritual's skill checks), SC (up to 2, each of whom gives a +1 bonus and each must have at least 1 rank in Profession [chef] or Craft [alchemy])
Skill Checks Profession (brewer) or Profession (Yog-Sothothery philosopher) DC 15, 2 successes
Range 0 ft.
Effect 1 serving of space mead/level
Duration 1 hour/level, then 3 days/level
Saving Throw none; **Spell Resistance** no

This ritual creates one serving of space mead per caster level. Space mead is normally very unstable, and evaporates uselessly after only 1 hour per caster level, starting from the time the ritual is completed. If consumed before that time is up, the drinker becomes immune to the effects of exposure to the vacuum of space and need not eat, sleep, or breathe for 3 days per caster level.

BRIDE OF SATHLA

School abjuration; **Level** 5
Casting Time 16 hours (2 phases of 8 hours)
Components V, S, M (herbs, oils, and incense worth 1,000 gp), F (body of a ritually drowned sentient humanoid, traditionally female)
Skill Checks Knowledge (nature) DC 22, 1 success (diagram); Knowledge (planes) or Profession (Yog-Sothothery philosopher) DC 22, 1 success
Range touch
Diagram the body is cut into seven pieces, and buried in a heptagram around the area's edge
Area 800-ft. radius emanation centered on a fixed point
Duration 1 year/level
Saving Throw Will negates; **Spell Resistance** yes

The Tcho-Tcho use this ritual—which prevents the entry of extraplanar creatures—to protect their villages. The corpse's liver is removed, dried, and preserved. While the dried liver is within the area and the body parts remain buried, extraplanar creatures are barred from entering the area. Upon first interacting with the ward, a creature can ignore it with a successful Will save and spell resistance, but if both fail to overcome the ward, it cannot try to enter again for 1 month.

CALL AZATHOTH

School conjuration (calling); **Level** 9
Casting Time 4 hours (2 phases of 2 hours; fails automatically if interrupted)
Components M (3 *Elder Signs*, which are broken, and dust from a meteorite), SC (at least 5 and up to 100, each of whom must have 1 rank in Knowledge [planes] or Profession [Yog-Sothothery philosopher] or Mythos taint and who must chant from text; every 10 give a +1 bonus on non-diagram ritual skill check), T (at night under the open sky)
Skill Checks Knowledge (arcana) or Profession (Yog-Sothothery philosopher) DC 45, 1 success (diagram); Knowledge (planes) or Profession (Yog-Sothothery philosopher) DC 55, 1 success
Range long (400 ft. + 40 ft./level)
Diagram primary caster stands in the middle of a 10-foot diameter circle representing complex permutations of various astronomical bodies across numerous planes drawn with meteorite dust
Effect Azathoth influence nucleus
Duration instantaneous
Saving Throw Will negates; **Spell Resistance** no

This awful ritual calls the Daemon Sultan of the Outer Gods from his throne at the center of existence to the caster's location. Azathoth is allowed a Will saving throw to negate this ritual (his bonus is +31). No tome is known to contain this spell, but servitors of the Outer Gods are eager to teach it or force others to perform it, as they require mortals to break the required *Elder Signs*.

When the ritual is successful, Azathoth manifests at influence stage 1 (see page 215) accompanied by 1d3 servitors of the Outer Gods (see page 371) and 1d10-1 other unspeakable creatures of great power from his court. Unless Azathoth is banished quickly, the completion of this ritual generally leads to the utter destruction of the planet to which he is summoned.

CALL BYAKHEE

School conjuration (calling) [chaotic, evil]; **Level** 5
Casting Time 1 minute (2 phases of 5 rounds)
Components V, T (Carcosa's star system must be above the horizon; depending on the caster's planet and hemisphere, this may be from mid-Fall to mid-Spring or some other period of months or seasons), F (a magic whistle, or a whistle made magical by an ongoing spell for the duration of the ritual)
Optional Components F (an edition of The King in Yellow with the tune's sheet music gives a +5 insight to the ritual skill check)
Skill Checks Knowledge (geography) or Profession (Yog-Sothothery philosopher) DC 20, 1 success; Perform (wind) DC 20, 1 success
Range close (25 ft. + 5 ft./2 levels)
Effect 1d4 byakhee
Duration instantaneous
Saving Throw Will negates; **Spell Resistance** yes

This ritual is a short tune played on an enchanted whistle that calls 1d4 byakhee (page 304) through the void from their native star. Byakhee are hungry but are content to be still and listen to any tune played on magical wind instruments (whether magic items or mundane items under spells).

CALL DIMENSIONAL SHAMBLER

School conjuration (calling) [evil]; **Level** 7
Casting Time 10 minutes
Components V, S, F (a knife or similar tool made of pure, unalloyed metal, such as pure iron or gold, but not bronze), M (any dust or liquid)
Optional Focus F (text of the ritual gives a +5 insight bonus on the ritual skill checks)
Skill Checks Knowledge (arcana) or Profession (Yog-Sothothery philosopher) DC 15, 1 success (diagram); Knowledge (planes) or Profession (Yog-Sothothery philosopher) DC 28, 1 success
Range 0 ft.
Diagram The circle must be exactly the space of the caster drawn with any materials. The purpose of the circle is to prevent the dimensional shambler from reaching the caster, and must be just large enough for the caster to stand in without being large enough for the shambler to materialize inside the circle.
Effect one dimensional shambler
Duration instantaneous
Saving Throw Will negates; **Spell Resistance** yes

This ritual summons a dimensional shambler (see page 324), which appears outside the caster's protective circle. Although it gets a Will saving throw and spell resistance to resist being called, it suffers a penalty to each if the caster has an appropriate tome. It is not under the caster's control until the *bind dimensional shambler* ritual is complete, and in the meantime will attempt to attack or abduct any available companions of the caster who are not safe inside protective circles of their own.

The dimensional shambler cannot attack or affect creatures through the barrier of a protective circle for as long as the circle remains unbroken. Shamblers are loathe to depart the place to which they have been summoned without taking a meal along to other planes.

CALL FATHER YOG-SOTHOTH

School conjuration (calling); **Level** 9
Casting Time 8 hours (2 phases of 4 hours)
Components V, S, M (*gate* spell connecting to the nameless gulf between dimensions, which has no effect other than allowing the ritual), F (a complete edition of ***the Necronomicon***), L (in a fallen or desecrated temple of



any deity at an elevated location, such as on a high hill or mountaintop), T (begin at sunset)
Optional Components SC (up to 10, each of whom must be an outer abomination, outer mutant, or outer spawn chanting from text; +1 bonus on ritual skill checks per 2)
Skill Checks Knowledge (planes) or Profession (Yog-Sothothery philosopher) DC 45, 2 successes
Range close (25 ft. + 5 ft./2 levels)
Effect influence of Yog-Sothoth
Duration instantaneous
Saving Throw none; **Spell Resistance** no

The ritual summons Yog-Sothoth through the *gate* into the caster's plane, where its influence (see page 289) manifests centered on the *gate*. Yog-Sothoth can then allow through whatever other creatures or other Elder Beings from beyond that it desires.

The primary caster must be an outer spawn of Yog-Sothoth. During the ritual, when the first skill check succeeds, a 30-foot diameter circle of eldritch fire appears encircling the *gate*. This fire deals 4d6 points of fire damage to any creature that begins its turn in it or passes through it. At the completion of the ritual, Yog-Sothoth appears amid the flames.

CALL HUNTING HORROR

School conjuration (calling); **Level** 8
Casting Time 1 hour
Components V, S, M (a living creature plus any other offering; see text), T (at night, with no bright sources of light present)
Optional Components F (a tome, often about Nyarlathotep, containing this ritual gives a +5 insight bonus on the ritual's skill checks), SC (up to 20, giving a +1 bonus on ritual skill checks per 2, each of whom must chant from text and have at least 6 ranks in Knowledge [planes] or Profession [Yog-Sothothery philosopher])
Skill Check Knowledge (planes) or Profession (Yog-Sothothery philosopher) DC 33, 1 success
Range close (25 ft. + 5 ft./2 levels)
Effect one hunting horror
Duration instantaneous
Saving Throw Will negates; **Spell Resistance** yes

This ritual calls forth an aspect or appendage of some nameless outer entity in the form of a hunting horror (see page 348). It appears as though it is being squeezed through and billowing out of a tiny invisible opening in the air.

The hunting horror expects to have a substantial sacrifice prepared for it, or else it will accept the primary caster as the sacrifice and then depart. If the ritual is successful, the hunting horror first consumes the sacrificed creature and then claims any other offered items. A Large or larger creature of at least 4 HD is sufficient, though it is written that larger and more magical beings and other bribes such as magic items make it more likely the hunting horror will act favorably. Upon consuming the sacrifice, the hunting horror is willing to parley with its summoners rather than simply destroying them immediately. A caster must succeed at a Charisma check (DC 17) to convince the horror to undertake an action lasting no longer than 1 day per level. The negotiating caster cannot receive aid on this check, but gains a bonus if the sacrifice is especially powerful and unusual (+1 or +2) or if the offering includes a magic item worth at least 4,000 gp (+1, or +2 if worth at least 20,000 gp).

CALL OF CTHULHU

School divination [mind-affecting]; **Level** 5
Casting Time 1 hour (2 phases of 30 minutes)
Components V, S
Optional Components F (the R'lyeh Tablets give a +5 insight bonus on ritual skill checks)
Skill Checks Knowledge (arcana) or Profession (Yog-Sothothery philosopher) DC 20, 1 success (diagram); Knowledge (planes) or Profession (Yog-Sothothery philosopher) DC 20, 1 success
Range personal
Diagram caster stands within a circle of markings and engravings incorporating non-Euclidean shapes and angles
Target caster
Duration 1 month/level

This ritual provides Great Cthulhu with knowledge of the caster and access to the caster's mind. Nothing appears to happen upon successful completion of the

ritual, but Cthulhu will later communicate with the caster through dreams or nightmare visions of sunken R'lyeh. Those who cast this ritual that do not worship Cthulhu automatically gain a major insanity or are drawn to cults of Great Cthulhu.

If the caster sleeps on the circle then they are guaranteed to receive messages from Great Cthulhu or one of the star spawn. Non-cultist casters who sleep on the circle can be psychically attacked by a star spawn on the same planet, and their location is made known to the nearest cult of Great Cthulhu.

CALL SERVITOR OF THE OUTER GODS

School conjuration (calling) [chaotic, evil]; **Level** 2
Casting Time 24 hours or less (1 phase of 1 hour plus phases of 4 hours and any fraction thereof; any interruption causes automatic failure); see text
Components V, S, M (fresh blood from eight Medium or two Large creatures), F (a wind instrument which is played by at least one caster, a tome such as the Necronomicon containing the ritual), SC (at least 2 and up to 12, each chanting from text; +1 bonus on non-diagram ritual skill checks per 2)
Skill Checks Knowledge (religion) or Profession (Yog-Sothothery philosopher) DC 20, 1 success (diagram); Knowledge (planes) or Profession (Yog-Sothothery philosopher) DC 14, 1 success per 4 hours of ritual or fraction thereof
Range close (25 ft. + 5 ft./2 levels)
Diagram The circle is 30 feet in diameter and may be drawn with any material, except the glyphs which must be drawn in blood and refreshed repeatedly throughout the casting. No participant can stand inside this circle except to refresh the glyphs with blood.
Effect one Servitor of the Outer Gods
Duration instantaneous
Saving Throw Will negates; **Spell Resistance** yes

This ritual calls a servitor of the Outer Gods (see page 371) at the center of a large ritual circle. The servitor so called will often in turn summon other servitors or eldritch horrors with malign intent to bring forth something beyond the casters' ability to deal with. Sometimes, it may be the creature's goal to parley and offer knowledge to the casters, and at other times its primary desire is to summon a Great Old One or other horrendously destructive entity.

Tomes containing this spell occasionally recommend not casting it under conditions in which it could accidentally summon powerful creatures that can immediately summon other creatures, since the required circle is often sufficiently magically charged and large enough for the servitor to summon nearly any creature it desires after it arrives.

The ritual's casting time can be shortened to a minimum of 1 hour by sacrificing prepared conjuration spell slots, which reduce the casting time by 1 hour per spell level so used. Spellcasters who cast spells spontaneously can sacrifice available spell slots this way so long as they know a conjuration spell of that level.

CALL STAR VAMPIRE

School conjuration (calling) [chaotic, evil]; **Level** 5
Casting Time 1 hour
Components V, S, F (De Vermis Mysteriis or another magical tome or spellbook containing the ritual, which must be read directly from the book), T (at night under a clear and starry sky)
Optional Components SC (up to 5, each giving a +1 bonus on skill checks, who must recite the ritual from text and have at least 1 rank in Profession [Yog-Sothothery philosopher])
Skill Checks Knowledge (geography) or Profession (Yog-Sothothery philosopher) DC 22, 1 success
Range medium (100 ft. + 10 ft./level)
Effect one star vampire
Duration instantaneous
Saving Throw Will negates; **Spell Resistance** yes

This ritual calls a star vampire (page 383) down from the void. Invisible, its presence is usually first recognized by a disturbing tittering. The star vampire is generally hungry and interested in eating live humanoids or warm-blooded creatures.

CONTACT DEEP ONES

School evocation; **Level** 2
Casting Time 1 hour



Components V, S, M (inscribed stones to cast into the water)
Optional Components F (the Rl'yeh Tablets give a +5 bonus on the ritual's skill checks)
Skill Check Knowledge (dungeoneering) or Profession (Yog-Sothothery philosopher) DC 14, 1 success
Range 50 miles
Targets up to 20 deep ones
Duration instantaneous
Saving Throw none; **Spell Resistance** no

This ritual alerts the nearest 20 mature deep ones within range, apprising them of the caster's location and interest in communication; it delivers no further specific message. The deep ones gain familiarity with the caster as if they had firsthand knowledge (for the purpose of *scrying* and similar spells) and gain familiarity with the caster's location as if they had seen it once (for the purpose of *teleport* and similar spells). The deep ones otherwise gain no special ability to travel to the caster or communicate. Deep ones will cautiously learn what they can about the caster before approaching or otherwise making themselves known, or simply abduct an apparently weak and vulnerable caster for questioning by their leaders.

CONTACT FORMLESS SPAWN

School evocation; **Level** 3
Casting Time 1 hour
Casting Time V, S
Optional Component F (the Book of Eibon gives a +5 insight bonus on skill checks to cast the ritual), L (inside a temple or shrine with an intact altar and/or statue of the Tsathoggua gives a +5 circumstance bonus to the ritual's skill checks)
Skill Checks Knowledge (dungeoneering) or Profession (Yog-Sothothery philosopher) DC 20, 1 success
Range 1 mile or unlimited; see text
Targets up to 20 formless spawn of Tsathoggua
Duration instantaneous
Saving Throw none; **Spell Resistance** no

This ritual alerts formless spawn of Tsathoggua to the caster's location and interest in communication. Usually, casters use them as surrogates for contact with Tsathoggua itself. The formless spawn gain no special ability to contact or travel to the caster. One or more formless spawn will generally move to encounter the caster as quickly as possible, as they and Tsathoggua are always interested in meals, new worshipers who might bring further meals, or just having a good time toying with fragile humanoids.

If this ritual is cast in or within 90 feet of any temple of Tsathoggua (even one without an intact altar or statue of Tsathoggua), the range becomes unlimited.

CONTACT ITHAQUA

School evocation; **Level** 8
Casting Time 4 hours (2 phases of 2 hours; fails automatically if interrupted)
Components V, S, SC (at least 5 and up to 10, who must have Mythos taint or have at least 1 rank in Knowledge [geography] or Profession [Yog-Sothothery philosopher] and must chant from text; +1 bonus on the non-diagram ritual skill check per optional caster), L (beyond a polar circle or in a similar permanently cold area, atop a large hill of snow or a frozen peak)
Skill Checks Craft (sculptor) DC 20, 1 success (diagram); Knowledge (geography) or Profession (Yog-Sothothery philosopher) DC 33, 1 success
Range unlimited
Diagram primary caster must stand in the middle of a 10-foot-diameter circle carved into the ice and snow
Effect Ithaqua
Duration 1d10 hours
Saving Throw none; **Spell Resistance** no

This ritual calls down Ithaqua, the Elder God of ice, wind, and ravaging hunger. Ithaqua may take several hours to appear, and might remain distant so that only the impossibly cold winds that follow his path mark his dread presence. Regardless, Ithaqua will likely bring along some gnoph-keh (see page 342) and transform any ritual participants into wendigo (see page 396), if they are not wendigo already.

CONTACT YITHIANS

School evocation; **Level** 5
Casting Time 12 hours
Components V, S

Optional Components F (the Eltdown Shards give a +5 insight bonus on skill checks to cast this ritual)
Skill Checks Knowledge (history) or Profession (Yog-Sothothery philosopher) DC 30, 1 success
Range 100 miles
Targets up to 20 Yithians
Duration instantaneous
Saving Throw none; **Spell Resistance** no

This ritual alerts members of the great race of Yith in the caster's own time to the caster's location and desire to make contact. The ritual cannot contact such beings in the future or past, only members of the great race who have mind-swapped with a "native" intelligent creature in the present.

The Yithians gain familiarity with the caster as if they had firsthand knowledge (for the purpose of *scrying* and similar spells) and familiarity with the caster's location as if they had seen it once (for the purpose of *teleport* and similar spells). The Yithians otherwise gain no special ability to travel to the caster or communicate. The Yithians may choose to approach and interact with the caster if such interaction seems safe, productive, and interesting. They will terminate persistent or irritating casters they do not trust by whatever means at their disposal. From negative experience, Yithians are wary of being interrogated and tortured for their vast knowledge, and their knowledge of all time makes them adept at judging whether any particular caller will prove such an interrogator.

CREATE ELDER SIGN

School abjuration; **Level** 3
Casting Time 1 hour (2 phases of 30 minutes; automatically fails if interrupted)
Components V, S
Optional Components F (a rendering of the *Elder Sign* gives a +2 insight bonus on all ritual skill checks), F (the Celeano Fragments or another source of all three renderings give a +5 insight bonus on all ritual skill checks and increases casting time to 3 hours in 2 phases of 90 minutes)
Skill Checks Knowledge (arcana) or Profession (Yog-Sothothery philosopher) DC 15, 1 success (diagram); Knowledge (planes) or Profession (Yog-Sothothery philosopher) DC 15, 1 success
Range touch
Diagram *Elder Sign* of any size on object touched; for every 5 feet of its radius, increase the diagram skill check DC by 1
Target object touched
Duration permanent
Saving Throw none; **Spell Resistance** no
Backlash The drawer of the *Elder Sign* gains one temporary negative level (Fortitude save DC 15 to remove)

This ceremony creates an *Elder Sign* on the touched object. An *Elder Sign* is immune to the attacks, spells, and abilities of a Great Old One, Outer God, or creatures bound to their service (including species like deep ones or tcho-tcho), and they may not touch or pass through an object with the *Elder Sign*. Generally, an *Elder Sign* is destroyed after being within 30 feet of a Great Old One or Outer God for more than 5 continuous rounds. Note that since only the *Elder Sign* itself has immunity to various alien horrors, its protection may be unreliable. For example, a shield with the *Elder Sign* drawn on it would not be affected by a Great Old One's attack, but the monster could still strike the bearer if it avoids striking the shield. Engraving the sign upon a door or on an archway will prevent such creatures from passing through the portal.

DRAGON ASCENDING

School necromancy; **Level** 5
Casting Time 1 full-round action
Components V
Optional Components F (the Necronomicon gives a +10 insight bonus on casting skill checks)
Skill Check Knowledge (nature) or Profession (Yog-Sothothery philosopher) DC 15 + target's HD, 1 success
Range close (25 ft. + 5 ft./2 levels)
Target essential salts created by ritual
Duration instantaneous
Saving Throw none; **Spell Resistance** no
Backlash none
Failure none

This brief incantation restores the salt created by *essential salts* to life as described in that ritual.



DRAGON DESCENDING

School necromancy; **Level** 5
Casting Time 1 full-round action
Components V
Optional Components F (the Necronomicon gives a +10 insight bonus on casting skill checks)
Skill Check Knowledge (nature) or Profession (Yog-Sothothery philosopher) DC 15 + target's HD, 1 success
Range close (25 ft. + 5 ft./2 levels)
Target creature or corpse subject to essential salts
Duration instantaneous
Saving Throw none; **Spell Resistance** no
Backlash none
Failure none

This brief incantation reduces a corpse or creature affected by the *essential salts* ritual to essential salts that can be restored as described in that ritual.

ESSENTIAL SALTS

School necromancy; **Level** 5
Casting Time 2 hours (no penalty for interruption, but disturbing the remains causes automatic failure)
Components V, S, M (alchemical metal shavings worth 5,000 gp for diagram)
Optional Components F (the Necronomicon gives a +5 insight bonus on casting skill checks; at the GM's discretion, other texts with hints might give +1 to +3), SC (up to 10, chanting from text; +1 bonus on non-diagram ritual skill checks for every 2)
Skill Checks Knowledge (arcana) or Profession (Yog-Sothothery philosopher) DC 15, 1 success (diagram); Knowledge (nature) or Profession (Yog-Sothothery philosopher) DC 15 + target's HD, 1 success
Range close (25 ft. + 5 ft./2 levels)
Diagram an outline of the target, generally filling its space
Target one creature or its remains
Duration permanent
Saving Throw none; **Spell Resistance** no

This ritual enchants a creature or corpse so that it can be reduced to a small amount of finely powdered essential salts at any time by reciting an incantation called *dragon descending*. While in salt form, the target can be restored to life by reciting *dragon ascending* or by spilling a few drops of blood from a creature of the same species as the enchanted corpse on the salts. Incomplete remains will return as a creature whose body is as incomplete as when they were first enchanted, similar to the spell *raise dead*. This ritual may be cast upon the mere dust or ashes of a creature, such as an incinerated body, but unless the skill check results exceed the DCs by an amount equal to the victim's Hit Dice, the revived creature is so incomplete that it dies immediately. If *essential salts* is dispelled, the creature or dust returns to the form of a living creature or remains, as it was when *essential salts* took effect.

When a creature resurrected by this ritual dies again, it must succeed at a Fortitude saving throw or the ritual's duration ends (at which point the creature is simply a mundane corpse). The DC is 10 + subject's HD. Even if the creature succeeds, it gains 1 permanent negative level and remains dead until it is again reduced to essential salts and revived.

HE WHO MUST NOT BE NAMED

School evocation; **Level** 9
Casting Time 1 round
Components V
Skill Checks Knowledge (geography) or Profession (Yog-Sothothery philosopher) DC 34, 1 success
Range personal and unlimited
Targets you and Hastur
Duration instantaneous
Saving Throw none; **Spell Resistance** no

This insidious ritual to draw Hastur's attention is a simple and often rapid repetition of Hastur's name. Due to its simplicity, it requires only 1 hour of study to learn and takes almost no time to perform, but it can only succeed if the caster understands the significance of the action. Upon completion of the ritual, there is a percent chance equal to the caster's ranks in Knowledge (geography) or Profession (Yog-Sothothery philosopher) that the magic sends a message instantaneously across interstellar space to draw Hastur's attention. The message can only arrive if Hastur could conceivably draw a line of sight to the

caster, no matter how unthinkably distant (generally, when Carcosa's star is above the horizon). If the message arrives, Hastur's attention is drawn to the person saying his name and Hastur acts as if at Influence Stage 1 for the caster (see page 246). The caster must then draw others' attention to Hastur in order to make them observers and subject to his presence and abilities.

INSCRIBE THE YELLOW SIGN

School enchantment (compulsion) [chaotic, evil, mind-affecting]; **Level** 3
Casting Time 1 minute, or creation time if creating more elaborate signs (2 phases of half the casting time)
Components S
Optional Components F (a copy of The King in Yellow gives a +5 insight bonus on all skill checks)
Skill Checks Craft (painting) or Profession (Yog-Sothothery philosopher) DC 15, 1 success (diagram); Knowledge (geography) or Profession (Yog-Sothothery philosopher) DC 15, 1 success
Range touch
Diagram the Yellow Sign may be drawn at any size, and its difficulty is not affected by size; sometimes the inscriber gets carried away in crazed artistry and makes it into an elaborate baroque sculpture or hides it such that it can only be seen as graffiti on multiple buildings from a certain angle, and these require higher Craft (painting) checks or other appropriate skill checks
Effect one Yellow Sign
Duration permanent
Saving Throw Will partial; **Spell Resistance** no

This ritual—which can only be performed by insane devotees of Hastur and the King in Yellow—inscribes the *Yellow Sign*, which can only be noticed or identified by insane creatures or those who have read *The King in Yellow* play. If a creature has read *The King in Yellow* and sees the *Yellow Sign*, the creature automatically becomes shaken and must succeed at a Will saving throw or be confused for 1d4 rounds. If the creature becomes confused in this way, it has a percentage chance equal to the save DC of becoming permanently insane in a way defined by the caster of the ritual. If a character or creature goes permanently insane from seeing the *Yellow Sign*, they become obsessed with it, the King in Yellow, and Carcosa, effectively becoming a cultist of the King in Yellow.

MAO CEREMONY

School necromancy; **Level** 5
Casting Time 2 hours. If ritual is interrupted before the 2 hours are up the ritual fails completely.
Components M (1 gallon of blood from the target), SC (at least 5 and up to 10, chanting from text; +1 bonus on non-diagram ritual skill checks per optional caster)
Skill Checks Knowledge (arcana) or Profession (Yog-Sothothery philosopher) DC 15, 1 success (diagram); DC 20, 1 success
Range touch
Diagram target must be bound in the center of a 10-foot-diameter circle (any material works for all parts of the circle except the glyphs, which must be drawn in the sacrificial victim's blood)
Target helpless humanoid or monstrous humanoid touched
Duration instantaneous
Saving Throw none; **Spell Resistance** no

This ritual replenishes magical power by sacrificing a humanoid or monstrous humanoid as fuel. The target must be killed at the end of the ritual by the primary caster, typically using a spell or enchanted weapon. When this happens, the primary caster gains a number of spell slots equal to the victim's Hit Dice. Spells of 2nd level cost 2 Hit Dice, spells of 3rd level cost 3 Hit Dice, and so forth. These spell slots can be used to cast or prepare spells as the primary caster normally can and may exceed the primary caster's usual maximum, but fade after 24 hours.

OBSCENE FERTILITY RITES OF SHUB-NIGGURATH

School transmutation [chaotic, evil]; **Level** 8
Casting Time 8 days (8 phases of 1 day)
Components V, S, M (as many kinds of tame and wild animals as possible are slaughtered and eaten throughout the week), F (7 Huge pillars of stone), SC (at least 100 and up to 2,000 participants, each of which must be able to survive a week-long festival of mindless orgies and ecstatic violence, and at least 10% of the participants



must be non-humanoid; +1 circumstance bonus on ritual skill checks per 100), L (in the wilderness), T (begin 7 days before the Spring Equinox)
Optional Components F (the tome Cultes des Goules gives a +5 insight bonus on ritual skill checks if at least 100 Mythos ghouls participate)
Skill Checks Craft (masonry) DC 15, 1 success (diagram); Knowledge (planes) or Profession (Yog-Sothothery philosopher) DC 30, 7 successes
Range 50 miles
Diagram the focus pillars must be evenly spaced at least 30 feet apart in the shape of a "V" and kept covered in blood no less than 24 hours old for the duration of the ritual
Area 50-mile radius centered on primary caster
Duration 1 year
Saving Throw none; **Spell Resistance** no

This powerful ritual channels the fecundity of Shub-Niggurath to an area, which gives Shub-Niggurath influence stage 2 (see page 274) over the area for the duration. Crops are lusher, beasts and humanoids breed more easily and quickly, and fertility increases significantly in general. Additionally, 50% of all creatures born are mutated in some way. This may be simply be a strange appearance and a Mythos taint that grants a bonus on ritual skill checks, or as extreme as being a Mythos satyr (see page 367) or having the half-fiend template. Each of the ritual's focus pillars is Huge, with hardness 8 and 600 hit points. If a pillar takes 300 or more points of damage, it is unusable for the ritual (and the ritual fails). During the ritual casting, the first time a pillar is damaged in some way, a dark young of Shub-Niggurath (see page 309) emerges from the woods or wilderness within 300 feet to defend it and kill any interlopers. This can occur once for each pillar.

PROTECTIVE AURA

School abjuration; **Level** 4
Casting Time 1 minute (2 phases of 5 rounds)
Skill Checks Knowledge (arcana) or Profession (Yog-Sothothery philosopher) DC 10, 1 success (diagram); Knowledge (planes) or Profession (Yog-Sothothery philosopher) DC 15, 1 success
Range 5 ft.
Diagram 5-ft. radius circle centered on the caster
Area diagram
Duration ritual casting time; see text
Saving Throw Will negates (harmless); **Spell Resistance** yes (harmless)

This ritual siphons off excess magical energy from another ritual to protect the caster during that other ritual's casting time. To use the aura, the caster must immediately begin casting another ritual within 1 round and remain within the circle she draws as part of this ritual. Once the next ritual's casting begins, the caster gains the benefits of *stoneskin* and her choice of *protection from chaos*, *protection from evil*, *protection from good*, or *protection from law*. These protections last only until the caster completes casting the new ritual or until she leaves the protective circle, at which point they end immediately.

THE RED SIGN

School transmutation [chaotic, evil]; **Level** 7
Casting Time 4 hours (2 phases of 2 hours; interruption causes automatic failure)
Components V, S, M (a slashing weapon of at least +3 or equivalent enhancement used to carve the ***Red Sign***, and blood no more than 24 hours old of at least four creatures of size equal to the target), SC (at least 5 and up to 12 providing verbal components, each of whom must have at least 1 rank in Knowledge [religion] or Profession [Yog-Sothothery philosopher] or have Mythos taint), L (a smooth basin filled with blood from intelligent creatures and some of the blood of the subject, in which the target is almost entirely submerged)
Skill Checks Knowledge (nature) or Profession (Yog-Sothothery philosopher) DC 15, 1 success (diagram); Knowledge (religion) or Profession (Yog-Sothothery philosopher) DC 30, 1 success
Range touch
Diagram a simple circular diagram surrounds the basin containing the target
Target living, non-mindless, non-humanoid creature touched
Duration permanent
Saving Throw Fortitude negates (harmless); **Spell Resistance** yes (harmless)



Backlash Upon completion of the ritual, the target is reduced to 1 hit point.
Failure The target can never again be affected by this ritual.

This ritual, known only through the direct teachings of the dark young of Shub-Niggurath, permanently enhances a non-humanoid creature with the power of this mysterious red symbol. The sign is forever after visible as a glowing red symbol somewhere obvious on the creature's body. The creature gains a +2 enhancement bonus to Intelligence, Wisdom, and Charisma, and it also gains 1d6-1 spell-like abilities at the GM's discretion, each with caster level equal to its Hit Dice and each usable three times per day. Typically, the creature should not gain any spell-like abilities of higher spell level than the creature's final CR/2.

SECRET MOUTH

School transmutation; **Level** 3
Casting Time 2 days (2 phases of 24 hours)
Components V, S, M (rare herbs, spices, and oils worth 8,000 gp)
Skill Checks Craft (alchemy) DC 18, 1 success; Heal DC 18, 1 success
Range touch
Target willing or helpless humanoid touched
Duration instantaneous
Saving Throw none; **Spell Resistance** no

This Tcho-Tcho ritual causes an extra mouth to grow somewhere on the recipient's body. Commonly, this mouth grows on the palm of one hand, but its location is up to the creator. The *secret mouth* can speak, breathe, and eat. It is fanged, and thus able to inflict significant damage. The recipient gains a bite attack using the appropriate limb (1d4 base damage for a Medium recipient). The bite is not in itself venomous, but a Tcho-Tcho Okkator is able to hollow out the fangs of the *secret mouth* and place poison within them.



Chapter VI: Mythos Items and Artifacts

Introduction to Mythos Items and Artifacts

Of the Shining Trapezohedron he speaks often, calling it a window on all time and space, and tracing its history from the days it was fashioned on dark Yuggoth, before ever the Old Ones brought it to earth. It was treasured and placed in its curious box by the crinoid things of Antarctica, salvaged from their ruins by the serpent-men of Valusia, and peered at aeons later in Lemuria by the first human beings. It crossed strange lands and stranger seas, and sank with Atlantis before a Minoan fisher meshed it in his net and sold it to swarthy merchants from nighted Khem. The Pharaoh Nephren-Ka built around it a temple with a windowless crypt, and did that which caused his name to be stricken from all monuments and records. Then it slept in the ruins of that evil fane which the priests and the new Pharaoh destroyed, till the delver's spade once more brought it forth to curse mankind.

—*The Haunter in the Dark*,
H. P. Lovecraft

The arcane science of the Mythos frequently takes the form of artifacts from other realms or worlds, which are often composed of materials unavailable in the normal course of events. The proper use of these items can give a character the ability to confront and even sometimes overcome the horrors of the Mythos, or else succumb to them. Sometimes both.

While mortals can reproduce certain of these objects, often they originate in other dimensions of space or time and are one-of-a-kind. Among the most common and well-known Mythos items are the arcane books written by mad sorcerers, which explain the true nature of reality and often list formulae by which the universe can be bent to a mortal's needs.

Because of the star-spanning nature of the Mythos, it is also common for alien races or beings to bring devices from other dimensions to the mortal realm. These invasive items are usually scientific in nature, involving advanced chemical, biological, or atomic principles.

This chapter includes gnorri weapons, alchemical items, alien and bizarre technology, Mythos books, and magic items and artifacts. All these items can be dangerous in mortal hands, especially as they were developed for use by more advanced entities than mortal humans (think of giving a revolver to a monkey). Kept under control and carefully analyzed, they can provide real benefits and pose significant risks to characters.



Alchemical Items

Table: Alchemical Items

Item	Price	Weight
Abhoth slime	6,000 gp	1 lb.
Assassin's teapot	900 gp	1 lb.
Atlach-Nacha venom	1,650 gp	—
Gorgondy	7,500 gp	2 lbs.
Metamorphic venom, ignition	360 gp	—
Metamorphic venom, strike and escape	1,500 gp	—
Milk of Shub-Niggurath	6,800 gp	1 lb.
Residue of formless spawn	2,500 gp	1/2 lb.
Space mead (1 serving brewed)	1,200 gp	1/2 lb.
Space mead (1 serving preserved)	2,400 gp	1/2 lb.
Tcho-Tcho oculus, fish eye	20 gp	—
Tcho-Tcho oculus, bird eye	80 gp	—
Tcho-Tcho oculus, humanoid eye	180 gp	—
Twsha, proto-shoggoth	31,000 gp	1/2 lb.
Twsha, shoggoth	157,000 gp	1/2 lb.
Wine of Pnoth	1,000 gp	1/2 lb.

The following alchemical items are created by Mythos researchers, cultists, and advanced species to gain advantages over foes or serve the interests of the Great Old Ones and Outer Gods. The chart below lists the alchemical items in this section alphabetically.

Abhoth Slime

Weight 1 lb.; **Price** 6,000 gp; Craft (alchemy) DC 26

This strange slime is harvested straight from Abhoth's pool. It must be kept tightly corked at all times to retain its powers. When a flask of Abhoth slime is poured onto the ground or thrown as a splash weapon, it turns into a proto-shoggoth (see page 377) with one randomly-chosen ability from the Abhoth filth table on page 210. Its separation from Abhoth weakens it, and its ability scores are each reduced by 4 to a minimum of 3. (It loses 30 hit points and takes a –2 penalty to AC, CMD, and on all attack rolls, saving throws, skill checks, and ability checks.) Anyone holding the holy symbol of Abhoth can command it with a successful Handle Animal check against DC 26. Otherwise, it attacks the creature that dealt the most damage to it last round, or the nearest creature if no creature dealt damage to it last round. It does not attack creatures displaying the holy symbol of Abhoth. It dissolves into a puddle of lifeless slime after 11 rounds.

Assassin's Teapot

Weight 1 lb.; **Price** 900 gp; Craft (alchemy) DC 29

This Tcho-Tcho item resembles an ordinary teapot in an elaborate style borrowed from other nearby cultures (often jade or porcelain with elegant designs). Inside lives a Tcho-Tcho creation, a sessile creature composed of a simple system of sphincters and bladders.

The creature's main bladder is filled by pouring water, tea, milk, or any desired liquid into the top of the teapot. To use the assassin's teapot, pour whatever is in the main bladder from the spout into the victim's cup. While pouring, the user can signal the creature to release a liquid from one of its other bladders to taint the tea. This is usually a poison but not always. It could also be a hallucinogen, a potion, or even something helpful. The creature does not consume or expose itself

to any potion or alchemical concoction stored in its bladders, which are protected by a thick layer of inert mucus.

The creature can be trained to listen to subvocalized commands, recognize keywords, or respond to slight taps on the outside of the teapot. It is not intelligent or sentient, but it is able to follow these simple orders. Thus, the user can pour regular tea into the cups of everyone at the table except the chosen target, who gets tea plus a dose of poison. The user doesn't even need to hold the teapot, so long as he can drum his fingers on the table, tap his knife against a glass, hum something, or otherwise signal the teapot's inhabitant. The deadly applications of this device make it highly useful for those who wish to dispose of or incapacitate another person in a formal setting.

Another of the creature's bladders contains its food supply, which typically lasts for decades. When the food runs out, even then the creature does not die, but simply goes inert until it is fed again. The teapot can be opened through secret levers and latches to insert food. Tcho-Tcho usually give the creature several scoops of human brain matter, but any high-energy fatty protein will do.

The teapot does not produce its own poison. Any ingredients the user wishes to dispense must be added to it.

ATLACH-NACHA VENOM

Weight —; **Price** 1,650 gp; Craft (alchemy) DC 21

This venom is milked straight from the god. It is generally smeared on weapons. It has no effect if imbibed.

Poison—injury; *save* Fort DC 21; *frequency* 1/round for 6 rounds; *effect* paralyzed for 7 days; *cure* 2 saves.

GORGONDY

Weight 2 lbs. **Price** 7,500 gp; **Craft** (alchemy) DC 35

This dark, evil liquor must be kept in strong, heavily armored iron bottles to retain its potency. When drunk, it changes the drinker's alignment one step closer to evil. Class abilities based on alignment change to match (unless the new alignment results in losing the ability altogether due to incompatible alignment). If the drinker is evil before drinking it, the drinker's soul will be destroyed upon death and the drinker's corpse will arise as a Mythos undead. The drinker can negate all these effects with a successful DC 15 Will save upon drinking.

METAMORPHIC VENOM

Weight —; **Price** varies; **Craft** (alchemy) DC equals save DC + 5

Metamorphic venom is an alchemical weapon developed by serpentfolk that changes its effect cyclically. Many variations exist and serpentfolk alchemists readily invent more as needed. Venom might be smeared on a weapon or placed on the tip of the user's gloved finger. Most metamorphic venoms have a 3- to 7-stage cycle. The venom changes color and odor between stages, so the user can know which effect is active. The venom changes stages rather than being used up when a creature is exposed to it or it has its non-poison effect. Each exposure to a different stage of the same metamorphic venom functions as exposure to a different poison, with separate effects and saving throws. Non-poison stages do not allow Fortitude saves and simply take effect once rather than continuously. Non-poison stages can affect creatures that are immune to poison and potentially even objects. The venom is exhausted once the final stage has been used.

METAMORPHIC VENOM: IGNITION

Price 360 gp; **Type** poison, contact; **Save** Fortitude DC 13
Poison Frequency 1/round for 2 rounds

✶ **First Stage (transparent)**: 1d2 Dex damage



Sandy's Notes

Using Metamorphic Venom: Strike and Escape

1. **First application:** This weakens and deadens the target's vision, so he cannot easily track or see the user.
2. **Second application:** This acid can weaken the target's armor or other protection.
3. **Third application:** This poison makes other poisons more dangerous.
4. **Fourth application:** This poison weakens the target now that she cannot easily resist.
5. **Fifth application:** The third venom is applied in case the third application was resisted or ineffective or just to add more toxin to the victim to end the fight faster.
6. **Sixth application:** This produces a cloud of black smoke for the user to hide or flee behind.
7. **Seventh application:** This healing salve is supposed to be applied to the wounds the user has received in the fight. An uninjured poisoner can use it on an ally.



- **Second Stage (red):** 1d6 fire damage and victim catches on fire
- **Third Stage (non-poison; blue):** douses burning on contact

METAMORPHIC VENOM: STRIKE AND ESCAPE
Price 1,500 gp; **Type** poison, contact; **Save** Fortitude DC 15

Poison Frequency 1/round for 4 rounds

- **First Stage (brown):** cumulative –1 penalty to attacks and Perception checks for 1 hour
- **Second Stage (gray):** 1d6 acid damage; also affects worn armor and is not halved or reduced by hardness
- **Third Stage (yellow):** 1d2 Con damage
- **Fourth Stage (green):** 1d2 Str damage
- **Fifth Stage (blue):** 1d2 Dex damage
- **Sixth Stage (non-poison; black):** produces 10-ft. cube of smoke around object touched, as the spell *fog cloud*
- **Seventh Stage (non-poison; white):** heals 1d8+1 points of damage and grants a +10 bonus on saves against exposure to prior stages of strike and escape for 4 rounds

MILK OF SHUB-NIGGURATH

Weight 1 lb.; **Price** 6,800gp; **Craft** (alchemy) DC 33

This purple liquid cures the drinker of all nonmagical diseases and physical ability damage and penalties, and begins the drinker's mutation into a monstrous hybrid creature. The drinker gains a +4 enhancement bonus to Strength and Constitution for 1d4 weeks. Unless the drinker succeeds at a DC 20 Fortitude saving throw, it transforms into an insane outer mutant at the end of that time (see the outer mutant template on page 359). A second dose of this milk accelerates the process, causing the drinker's mutations to become more prominent and stranger and doubling the speed of the transformation. By the third drink, the drinker goes insane, and becomes a monster on

the following round. The milk is a curse and a poison, so either *neutralize poison* or *remove curse* can end its effects before the transformation is complete; selenine (page 151) does so automatically. After complete transformation, only a *miracle* or *wish* can undo the effect.

RESIDUE OF FORMLESS SPAWN

Weight 1/2 lb.; **Price** 2,500 gp; **Craft** (alchemy) DC 30

Created using secret reagents, the black liquid composing a formless spawn's body can dissolve anything—even glass. It can only be housed in a specially prepared magical container. Upon contact with any object or creature, it deals 7d6 points of acid damage each round for 3 rounds, bypassing all hardness. A successful DC 20 Reflex save reduces the damage by half and allows the victim to drop the acid in the same space, where it deals damage to any creatures or objects it touches and the surface below for the rest of its duration. One dose can dissolve about 125 cubic feet of matter (a 5-foot cube) before losing its properties.

SPACE MEAD

Weight 1/2 lb.; **Price** 1,200 gp (hire a brewer for 1 year to produce 1 serving) or 2,400 gp (preserved canister of 1 serving); **Craft** (alchemy) DC 30

When drunk, this golden liquid renders you safe from all harm caused by being in outer space for 12 days. The subject need not eat, breathe, or drink for that time. Normally, space mead evanesces uselessly if not consumed within a few hours, but some alien brewers have learned to preserve sealed canisters of the stuff.

TCHO-TCHO OCULUS

Weight —; **Price** 20 gp (fish eye), 80 gp (bird eye), 180 gp (humanoid eye); **Craft** (alchemy) DC 15

A small bottle of brine preserves this eye, chanted over and pickled in special drugs and spices. Human eyes are traditional and most effective, but other eyes are also useful. Whoever consumes the oculus gains



an alchemical bonus on Perception checks for 1d4 hours. Eating the eye is a standard action that provokes attacks of opportunity. A humanoid eye grants a +6 bonus. The eye of a keen-eyed animal such as a bird grants a +4 bonus. The eye of a weak-eyed animal such as a fish grants a +2 bonus.

TWSHA

Weight 1/2 lb.; **Price** 31,000 gp (proto-shoggoth) or 157,000 gp (shoggoth); **Handle Animal** DC 38 (proto-shoggoth) or DC 48 (shoggoth)

This is a small blob of protoplasm which can be manipulated by a user to control the actions of one specific shoggoth from which the blob was taken. Extracting a shoggoth twsha from a shoggoth requires a successful Handle Animal check. The user must maintain constant mental focus while clutching and controlling the blob with both hands. If the user falls asleep or ceases concentrating, the shoggoth escapes the user's control and can act normally until its twsha is used again. To use the shoggoth twsha, a successful DC 33 Handle Animal is required every 10 minutes or the shoggoth is released (DC 23 for a proto-shoggoth). After 10 minutes of uninterrupted concentration, a user can attempt to bring a shoggoth back under control with a successful DC 38 Handle Animal check (DC 28



for a proto-shoggoth). Because the shoggoth can sense who uses the twsha, the item is extremely difficult to buy or sell.

WINE OF PNOTH

Weight 1/2 lb.; **Price** 1,000 gp per drink; **Craft** (alchemy) DC 25

This wine has the same effect as any other alcohol with one dramatic exception: the effects are permanent and never lessen without magic or other dramatic interventions. The effect of each drink can be negated with a successful DC 13 Fortitude saving throw. The first time a drinker fails this save, they become tipsy (imposing a –2 penalty on Acrobatics and Perception checks). The next drink makes the drinker drunk (gaining the sickened condition). For each drink thereafter, the drinker suffers 2 points of Constitution, Dexterity, and Wisdom drain. Only spells and effects that reverse both poison and *insanity* relieve any of these effects. This is an ingested poison.

There are mysterious parts in that book, but the only true mystery is that our very lives are governed by dead people.

—*Inferno* (1980)

Alien and Bizarre Technology

Some of the technological wonders presented here require energy to function. These items each have a capacity score, which indicates the maximum number of charges the item can store at any one time. The number of charges an item consumes when it is used varies from item to item.

Compatibility: Most races have their own distinctive means of recharging their devices, which are not compatible with the technology of other species.

Understanding an Item: Deducing how to activate an item without watching it being used by another generally requires a successful DC 20 Profession (Yog-Sothothery philosopher) or a successful DC 30 Knowledge (engineering) check, although some might be more or less intuitive at the GM's discretion.

Construction: Most alien technology can be manufactured by specific types of aliens with supplies costing half the price, but terrestrial mortals generally cannot replicate it.

BRAIN CYLINDER, FAULTY

Price 4,000 gp; **Weight** 20 lbs.; **Capacity** 1 charge; **Usage** 1 charge per 24 hours

Able to briefly preserve a living brain, a faulty brain cylinder is less effective than the fully-functional mi-go design because it lacks the mi-go's unique multi-dimensional fluid (see page 300). This bizarre and grisly cylinder of glass and metal allows the removal of the brain of a creature, which can then be housed within. First, the empty cylinder must be attached to the head of a helpless living creature. It automatically begins the process of removing the creature's brain, which takes 1 minute, after which the brain is extracted and the body dies. A successful Fortitude save against DC 20 at the end of the minute causes the process to fail, dealing 10d6 damage due to harm to the victim's skull, but unless removed, the cylinder begins the process again on the following round. Once the brain is extracted, the device permits communication with the brain. Because of the trauma in removing the brain, the wielder of the cylinder may ask up to 1d6 questions per brain before the victim becomes too distressed to communicate coherently. A brain expires 24 hours after removal from its body unless the cylinder's energy is resupplied. The cylinder can hold only one brain at a time. The living brain's body can be restored if the brain is removed and the body is immediately targeted with *regenerate*. The body can't be revived with resurrection magic while the brain lives; such effects work only if the dead brain and body are reunited. With a successful Profession (Yog-Sothothery philosopher) check against DC 20 or a Knowledge (nature) check against DC 30 as a standard action, a user can restore 1 charge by accepting 1 temporary negative level (Fortitude DC 15 to remove). It can be recharged only once per day.

CLITHNI

Price 10,000 gp; **Weight** 1/2 lb.; **Capacity** —; **Usage** consumable

This clear, emerald liquid, when ingested, causes the drinker to live several years longer. It makes the drinker more youthful by subtracting 1d10 years off the character's current age. Penalties from aging can be reversed by this effect, but bonuses are not lost.

DIGESTIVE REPLACEMENT

Sometimes mi-go find it useful to change the diet of their human allies/slaves. This is accomplished through complete surgical removal of the humanoid's gastrointestinal tract and support organs (i.e., pancreas, liver, etc.), which the mi-go then replace with a whole new set of organs designed to handle whatever the fungi desire that human to be able to subsist upon.

These replacements can take a variety of forms. For example, if the humans are going to be visiting



an area with many heavy metals or other toxins, they may be given filtration mechanisms to handle the load, or even to break down likely chemical poisons into carbohydrates and vitamins. A group of humans who need to live in the deep forest or mountains for a while may be given the ability to digest cellulose, allowing them to survive by eating wood chips and leaves. Humans who are sent to a deserted island may be given the power to drink sea water and excrete the salt safely, or perhaps the capacity to digest sand or rock.

COST

The surgery is lengthy and painful, and recovery takes at least a week (the process may be that short due to the fungi's amazing skill). The materials and surgical supplies cost 350 gp.

AFTER-EFFECTS

Humanoids who have undergone digestive replacement look slightly different. Their body shape may be slightly distorted, or their skin may become a different color. A person who has been modified to be able to digest and use toxins may take on a cyanotic tint to his skin, a person who eats heavy metals may take on a sort of dull leaden sheen, and so forth.

The fungi normally do not change the user's mouth or teeth, as humans often need to be able to speak to be useful. This often means the users need special instruments to pre-process their new food before they can digest it. For instance, people who are given the power to digest wood still can't "chew" a solid lump of wood. They need to grind it down to sawdust before they can swallow it. The fungi's digestive changes also don't affect the taste of the new food. As a result, victims often try to spice up or modify the food to make it more palatable, with varying degrees of success.

Finally, the worst effect of this digestive replacement is that the subject typically loses some or all ability to process normal food and will henceforth be poisoned by what was once a staple. In the end, many people who undergo digestive replacement come to lament their condition, considering themselves monstrous rather than the super-beings they were promised they'd become.

GATE

Price 75,000 gp; **Slot** none; **Weight** 2,500 lbs.; **Capacity** 100 charges; **Usage** 10 charges

A gate is a physical item that sits in one place and cannot be moved. When a creature passes through the gate, it instantly teleports to a specific other gate that can be anywhere or at any time. 10 charges are expended for each creature thus transported, even if they go through at the same instant. A gate can be anything from rocks to golden pillars to a house with very precise angles built into its walls and doors. Most gates recharge 1d10 charges each day, but a cosmic alignment can recharge it completely.

MIST PROJECTOR

One-handed Medium ranged weapon

Price 12,000 gp; **Proficiency** exotic (firearm); **Damage** 8d6 cold; **Critical** —; **Range** 30 ft.; **Weight** 8 lbs.; **Capacity** 2 charges; **Usage** 1 charge

This device of the mi-go expels freezing mist in a cone when fired (a full-round action). Anything within a 30-foot cone is frozen over. Creatures within take 8d6

points of cold damage and are staggered for 1 round unless they succeed at a DC 16 Fortitude save. If the creature wielding the projector is not proficient with the weapon, reduce the save DC by 2. All surfaces in the area become icy difficult terrain. With a successful Profession (Yog-Sothothery philosopher) check against DC 20 or Knowledge (nature) check against DC 30 as a standard action, the creature wielding the projector can restore 1 charge by accepting a temporary negative level (Fortitude DC 16 to remove). The mist projector can be recharged only once per day.

PIGMENTS FROM YUGGOTH

Price 1,800 gp per pint; **Weight** —; **Capacity** —; **Usage** expendable

When these pigments are used to illustrate or write something, they are always visible, even in the darkness. Also, they are indelible, even with magical removal. For example, if the pigments are used to write the name of an inn, then it will be visible even in on a moonless night. Additionally, once the name of the inn is painted, it can never be removed. Even trying to paint over it doesn't work—the paint above dissolves.

PLUTONIAN DRUG

Price 3,000 gp; **Weight** 1/2 lbs.; **Capacity** —; **Usage** consumable

This drug's subject gains a vision of another time. This works as the spell *divination* with an 80% chance of success, except that the subject can ask a question about the past or the future.

SELENINE

Price 5,000 gp; **Weight** —; **Capacity** —; **Usage** consumable

This compound cures the recipient of any and all forms of disease, cancer, arthritis, and other disorders related to the body attacking itself. In addition, it removes supernatural and alchemical mutations, negative levels, ability damage, and ability drain.

Table: Technological Items

Item	Price	Weight
Brain cylinder, faulty	4,000 gp	20 lbs.
Clithni	10,000 gp	1/2 lbs.
Digestive replacement	350 gp	—
Gate	75,000 gp	2,500 lbs.
Mist projector	12,000 gp	8 lbs.
Pigments from Yuggoth	1,800 gp	—
Plutonian drug	3,000 gp	1/2 lbs.
Selenine	5,000 gp	—
Sensory machine, basic	3,000 gp	3 lbs.
Sensory machine, extradimensional	125,000 gp	3 lbs.
Sensory machine, extraordinary blindsense	60,000 gp	3 lbs.
Sensory machine, extraordinary blindsight	100,000 gp	3 lbs.
Sensory machine, extraordinary darkvision	8,000 gp	3 lbs.
Sensory machine, extraordinary scent	12,000 gp	3 lbs.
Sensory machine, extraordinary tremorsense	40,000 gp	3 lbs.
Sensory machine, speech	1,000 gp	3 lbs.
Yithian lightning gun	10,000 gp	15 lbs.

SENSORY MACHINES

Mi-go create devices which mimic any sense. They can also make devices for senses which are not possessed by humanoids, but are unique to alien races, such as the ability to sense gamma rays or life-force, or perceive concepts impossible for humans to understand.

One use of these machines is to plug them into brain cylinders (page 300), allowing captured entities to view the world outside their cylinder. But the mi-go can also perform a surgical operation on a living being, in effect creating a permanent "socket" on that person, where they can insert their machine's cords. This operation requires materials worth 125 gp and 1 hour of effort for the mi-go.

The sockets are typically metal-rimmed holes in the recipient's body. The fungi recommend that these holes be filled with wooden or ceramic plugs when not in use to avoid gathering dust or lint.

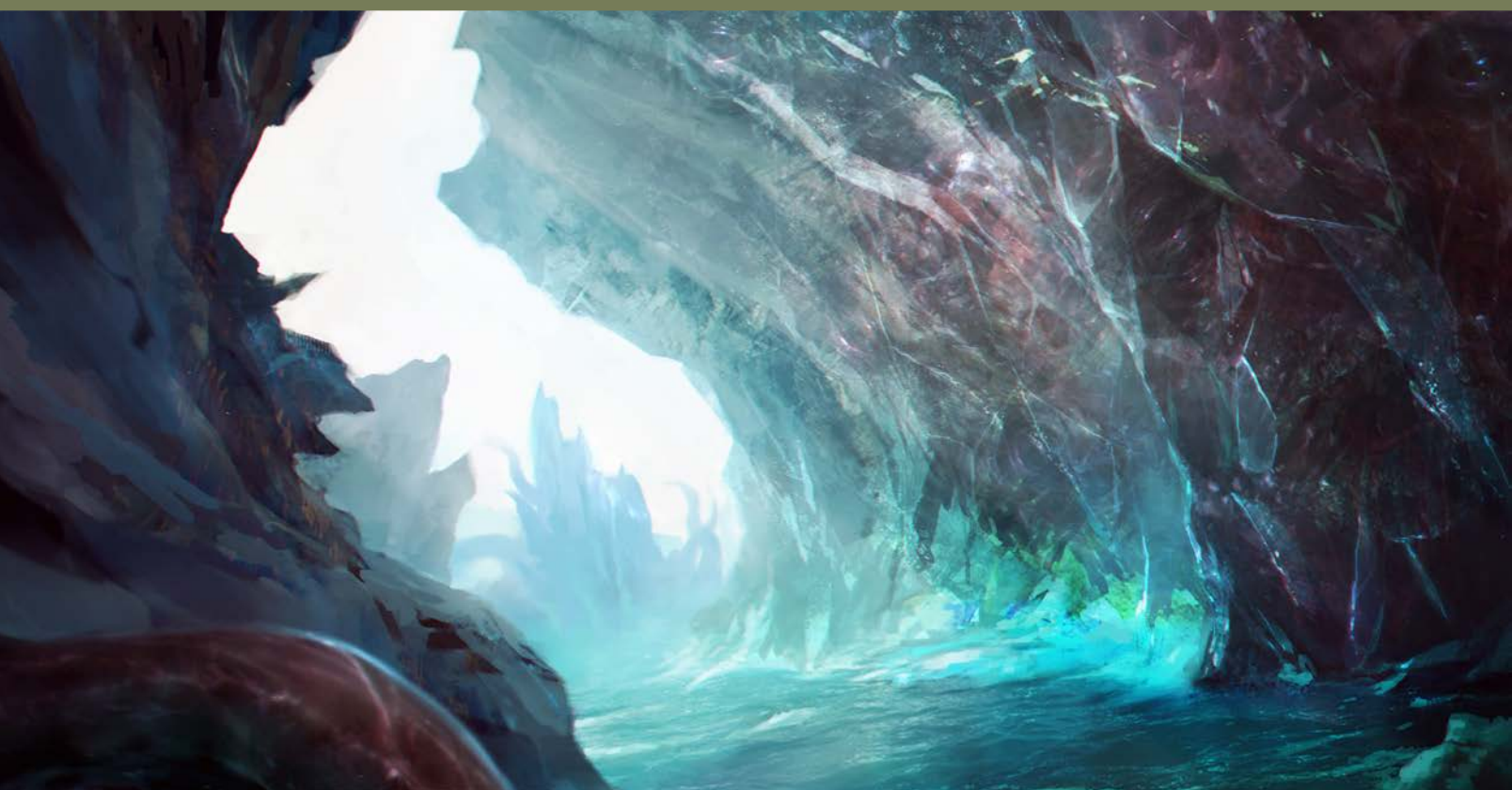
Any sensory machine can be plugged into any socket. Plugging a sensory machine into a character's socket is a standard action that requires either a willing or helpless target or a successful attack roll. Unplugging a sensory machine is a move action. Characters receiving input from more sensory organs than they are accustomed to risk being sickened by the sensation for 1d10 rounds whenever they perceive a new strong stimulus (anything with a Perception check DC of –5 or lower to notice). A successful DC 10 Wisdom check negates this condition. A natural 1 on the Wisdom check gives the nauseated condition for 1 round as well.

A sensory machine typically weighs 3 pounds and must be held in hand, placed on a stable surface, or built into a brain cylinder's apparatus to be useful. Added senses fall into three broad categories:

BASIC

Price 3,000 gp

This machine grants one sense of human quality: vision, hearing, smell, touch, taste, temperature sense and pain, or possibly more obscure senses. For example, a blind person could plug in a vision machine and then be able to see through the machine (which they may have to carry around). A sighted person could plug in a vision machine to effectively see through two sets of eyes. The second machine could even be placed some distance from the subject (with a long cord) to grant a sort of closed-circuit camera system.



EXTRAORDINARY

Price 100,000 gp (blindsight 40 ft.), 60,000 gp (blindsense 40 ft.), 40,000 gp (tremorsense 40 ft.), 12,000 gp (scent), 8,000 gp (darkvision)

Some senses are extensions beyond the normal, such as the ability to hear subsonic or ultrasonic sound or the power to see ultraviolet light or heat. One useful option is the ability to sense pressure waves in the air with keen awareness, much like a fish's lateral line sense. While it may take a period of adjustment, any human mind can generally adapt to understanding an expanded sense in 1 day with a successful DC 20 Wisdom check.

EXTRADIMENSIONAL

Price 125,000 gp

Some aliens have senses that no earthly being is able to process. When input from these senses is sent to a humanoid brain, the result is severe shock to the system. In a game using dread and sanity (page 89), this generally functions as a disturbing discovery that shakes a person's sense of self to the core (–10 penalty on the Will save against dread). The more alien the sense, the more horrifying and brutal the psychotic break the victim suffers (and the higher the Will save DC). The only way a human or similarly limited being can eventually manage to handle a completely alien sense is to gain an insanity. At that point, the character is able to manage the alien sense (though madness may limit its utility). Madness is no obstacle to the mi-go's use for such humans, and the fungi may well set them up as special sentries or guardians for their human contact "cult." Extradimensional senses effectively grant the benefits of *true seeing* and also allow seemingly random glimpses into coterminous planes of existence such as the Astral Plane or the Shadow Plane.

SPEECH

Price 1,000 gp

This machine lets the user speak directly from it as if from a mouth.



YITHIAN LIGHTNING GUN

One-handed Large ranged weapon

Price 10,000 gp; **Proficiency** exotic (firearm); **Damage** 1d8 per point of wielder's Intelligence bonus; **Critical** 19-20/x2; **Range** 150 ft.; **Weight** 15 lbs.; **Capacity** 20 charges; **Usage** 1 charge per point of wielder's Intelligence bonus

Although designed as a one-handed weapon for the Large yithians, a yithian lightning gun can be wielded in two hands by a Medium creature. A Medium creature suffers a –2 penalty on attack rolls with the lightning gun due to the weapon's oversized design. Firing the gun is a full-round action. The effect of the weapon is related to the wielder's Intelligence. A small lightning bolt shoots from the gun when fired, hitting one target up to 150 feet away. The wielder must make a ranged attack roll to hit the target; this is instead a ranged touch attack if the target is wearing metal armor. The yithian lightning gun deals 1d8 points of electricity damage per point of the wielder's Intelligence bonus.

This weapon recharges 1d20 charges per day.



Artifacts



In the case of technological items, "artifact" refers to an item that is beyond the means of anyone within the campaign setting to create or replicate, as well as beyond conventional measures of value. Unlike magical artifacts, technological artifacts can be destroyed just as other items can.

THE ULTRA-VIOLET RESONATOR

Weight 25 lbs.; **Capacity** 7 charges; **Usage** 1 charge

The *Ultra-Violet Resonator* summons 1d4 random entities from other planes (as a *summon monster IX* spell, but they can also be any creatures from Chapter 9) into its plane of existence, allowing the user to see them, touch them, and communicate with them. The entities remain for only 1d6 rounds, then return to their proper plane of existence. The resonator recharges 1 charge per month.

No live organism can continue for long to exist sanely under conditions of absolute reality; even larks and katydids are supposed, by some, to dream.

—Shirley Jackson, *The Haunting of Hill House*

Books of the Cthulhu Mythos

Ancient tomes of lore and their various translations and versions are a core theme and signature of the Mythos. These books are a major source of power, for both heroes and villains alike, and even the grisly monsters of the Mythos value them.

These books teach not only the rituals and summoning ceremonies for entities of the Mythos, but also provide useful information about the history, nature, and threat posed by them. Knowing that dark young of Shub-Niggurath are solely concerned with serving their terrible Mother is useful information when negotiating with one.

These books also pose a threat. The information they provide may boost a person's knowledge of Yog-Sothothery, but it also tends to destroy the reader's sanity and grip on reality. Reading one for the first time is always at least a minor disturbing discovery, and each book may contain multiple such discoveries (see Chapter 4).

Each Mythos book is unique, even if multiple copies are known to exist. Different versions of the same text may vary widely in structure and even content. The terrible truth is that all versions are true in their own way, and seeking to reconcile even two copies of the same text has driven many a researcher hopelessly mad.

A few of the more famous Mythos books are listed below with some of their traits and features. Many others exist, safely beyond the bounds of mortal knowledge—for now.

Researching a Text

Comprehending the nuances of one of these texts is a challenging process of research that uses the following rules (which have some similarities to the research rules from *Pathfinder Roleplaying Game: Ultimate Intrigue*).

Every Mythos book has a complexity rating, which represents the intricacy or confusing nature of the book's contents, and a shock rating, which reflects the dangers of investigating the topics in the books for a mortal mind.

To research a specific topic or question within a book, a character must succeed at a research check, using one of the skills listed in the book's entry. A research check is akin to a Knowledge check, though each book's stat block lists the specific skills that can be used for research checks based on the nature of that book's contents, which are sometimes not Knowledge-based. A book's complexity rating is the minimum DC for research checks using that book. If a Knowledge check is for a topic with a higher DC, the higher DC is used instead.

Attempting a research check requires an uninterrupted 8-hour period of research, and a character cannot take 10 or 20 on a research check. Each 8-hour period of research on the same question grants a cumulative +1 bonus on research checks. A character who stops researching a given topic in the same book for a month or more loses any relevant bonuses gained for researching in that book thus far. Up to two additional characters can use the aid another action to assist a primary researcher if they have their own copies of the text or another text on the same topic. Though some research checks cannot normally be attempted untrained unless the research check's DC is 10 or lower (such as if the research check requires a skill that does not allow untrained skill checks), the research of many Mythos books is written specifically to lure in the unwary, allowing untrained checks regardless of the relevant skill.

Succeeding at a research check reveals facts as normal for a successful Knowledge skill check. For every 5 points by which a research check exceeds the DC, further details on the topic (if any) are revealed.



Rolling a natural 20 on a research check acts like a critical threat. If the researcher confirms the critical hit by succeeding on a second research check with all the same modifiers (this takes no additional time), two further relevant facts are revealed. Conversely, rolling a natural 1 on a research check automatically results in failure, and the next check takes 16 hours instead of 8, doubling the duration of any dread resulting from that research check (if the researcher's save fails; see below).

The Risks of Mythos Research



Every research check made with one or more Mythos books exposes the reader (and anyone providing aid) to concepts unhealthy for mortal minds to contemplate. Regardless of whether a research check succeeds, the reader must make a saving throw against dread. The save DC of this dread is either equal to the book's shock rating or as normal for a disturbing discovery (see Chapter 4) relevant to the topic being researched, whichever is higher. Because disturbing material permeates each text, no topic can be researched that avoids this risk, except in very unusual circumstances (entirely at the GM's discretion). The dread from this research lasts for 1d3 days or the normal duration for the disturbing discovery, whichever is longer.

If the dread risk or other non-combat challenge related to researching a book's contents is a significant one for player character researchers, the GM is encouraged to award experience points upon a thorough and significant discovery, whether the characters resist the potential insanity or not. Award an amount of experience as if the characters defeated a foe of a CR equal to one-fifth to one-third the book's complexity, depending on the level of risk and/or challenge.

Skill Bonus

Due to the depth and complexity of its content, each of these books grants a bonus on skill checks for skills used for research checks for that book. A book's entry also notes if it allows skill checks untrained. A successful research check is required sometime in the month before attempting the skill check to which the bonus is to be applied. The researcher must specify the type of skill used but need not know the exact circumstances ahead of time. For example, the researcher may choose to use the Knowledge (arcana) skill, resulting in identification of a spell or arcane topic, while use of the Craft (alchemy) skill might apply to identifying the ingredients and effects of a poison.

Spells, Rituals, and Item Creation Instructions

Many Mythos books contain spells and rituals, but each requires a successful research check to recognize them as such in addition to the normal difficulties of reading spells and rituals. Some also include instructions for creating magic items or alchemical items. A book's skill bonus always applies to checks to learn a spell or ritual from that book as well as to Craft or Spellcraft checks made to create an item from instructions in that book. All spells in these books are found in Chapter 5. The book's skill bonus doesn't apply to skill checks

to cast a ritual, but sometimes the book can be used as an optional focus component for the ritual.

Books of the Mythos

Adventurers and investigators can find and research the following books.

BOOK OF DZYAN

This work is an ancient text from a far away land, which contains "unwelcome truths"—cosmic revelations inimical to any human mind, which the Book tries to reconcile. As such, it describes accounts of mental and physical rites which are protective to mortals, as well as otherworldly threats and how to deal with them.

Anyone who casts bard spells can research the spell *contrary melody* in this book to learn it in place of a 5th-level spell known.

Price 2,765 gp (1,125 gp without rituals and spells)
Complexity 20; **Shock** 15
Skills Knowledge (arcana, dungeoneering, and planes) and Profession (Yog-Sothothery philosopher); **Bonus** +2 (untrained)
Rituals
3rd—*secret mouth*
4th—*protective aura*
Spells
3rd—*impossible arithmetic*
5th—*contrary melody*

THE BOOK OF EIBON

Written by the antediluvian wizard Eibon, this is one of the strangest and rarest books on the Mythos. It contains accounts of the many deeds and events of Eibon's life, as well as those of his contemporaries in ancient Hyperborea, but also recounts his oft-fearsome and compelling prophecies. Eibon traveled to distant worlds, dealt with Tsathoggua face-to-face, and wielded powers so impressive they have lingered in lore and occult tales for tens of thousands of years.

Price 3,690 gp (1,600 gp without rituals and spells)
Complexity 25; **Shock** 17
Skills Knowledge (geography and history) and Profession (Yog-Sothothery philosopher); **Bonus** +3 (untrained)
Rituals
3rd—*contact formless spawn, create Elder Sign*
5th—*bind byakhee, call byakhee*
Spells
1st—*lethargy of Tsathoggua*
3rd—*sign of Eibon*
5th—*transport to Yondo, Voorish sign*
9th—*cursed slumber*

THE CELAENO FRAGMENTS

This was originally a bundle of transcripts written by Dr. Laban Shrewsbury, who claimed to have visited the fabled library of Celaeno in a distant star system. It contains notes about the library itself, other works that are found there, and what Shrewsbury calls the "pantheon" of Outer Gods. Most scholars view the Fragments as an attempt by Shrewsbury to apply logic to the horror and chaos of the universe. But in this attempt, many useful truths are brought to light that test the limits of mortal perception.

Anyone who casts bard spells can research the spell *pipes of madness* in this book to learn it in place of a 6th-level spell known.

Price 3,020 gp (400 gp without spells)
Complexity 16; **Shock** 13
Skills Knowledge (dungeoneering and religion) and Profession (Yog-Sothothery philosopher); **Bonus** +1 (untrained)
Spells
3rd—*song of Hastur*
6th—*pipes of madness*
7th—*hibernation of Ithaqua*

CULTES DES GOULES

Written by the Comte d'Erlette several centuries ago, this work has two main thrusts. In part, it discusses the structure and beliefs of cults that worship Great Old Ones and Outer Gods, though in a rather general way. Second, it is a work of the deadliest black magic—a grimoire that contains all necessary information for performing a wide variety of rituals and magic effects.



Its greatest weakness is that it has few dismissal or protective effects: its focus seems to be upon the sending of dangerous creatures to an enemy and spells that harm others.

Price 7,200 gp (1,600 gp without rituals and spells)
Complexity 28; **Shock** 19
Skills Knowledge (arcana and religion) and Profession (Yog-Sothothery philosopher); **Bonus** +4
Rituals
3rd—*inscribe the Yellow Sign*
7th—*acid blood curse, bind dimensional shambler, call dimensional shambler*
8th—*obscene fertility rites of Shub-Niggurath*
9th—*avatar of the Black Goat with a thousand young*
Spells
5th—*shriek of the byakhee*
6th—*consume likeness, melt flesh*
9th—*ferox, tsunami*

ELTDOWN SHARDS

These fragmentary writings were found in an early Triassic strata on Earth. Two discoveries of the shards were made, in different locations. One consisted of 23 separate tablets, while the second discovery was of 42 tablets, seven of which were common to the first find. Most of the individual shards are incomplete and some are fragmentary in the extreme. Though discovered from an era in which the great race of Yith ruled that planet, the Eltdown Shards seem to have been written by an enemy of the Yith. They contain information on many pre-human and long-lived races and entities, as well as extensive lore on the nature and weaknesses of the Great Race.

Price 1,670 gp (500 gp without ritual and spells)
Complexity 18; **Shock** 14
Skills Knowledge (dungeoneering, history, and nature) and Profession (Yog-Sothothery philosopher); **Bonus** +1 (untrained)
Rituals
8th—*contact Ithaqua*
Spells
1st—*mist of R'lyeh*
4th—*enlightenment of the Blind Idiot God*
6th—*wave of oblivion*

THE KING IN YELLOW

This fabled play might have been penned by the King himself. It has two acts and is rarely performed. The first act is simple, almost banal, while the second act is of unearthly, poisonous beauty that enthralls the mind and soul. Anyone reading it for the first time must make two DC 25 Will saving throws. If the first save fails, the reader gains a major insanity, becoming obsessed with seeking out and serving the King in Yellow. If the second save fails, the reader gains another insanity, generally psychosis. While the play does provide indirect clues about the King in Yellow, Hastur, and their interests, it is usually deemed far too dangerous to read. Readers of this play usually draw the attention of the King and his minions, who might quickly appear. On those rare occasions when the play is performed on stage, the entire audience is exposed as if they had read the play and must make Will saves as described above.

Price — cultists of the King in Yellow and/or Hastur might pay up to 30,000 gp for a complete copy in legible condition
Complexity 25; **Shock** 25
Skills Knowledge (religion) and Profession (Yog-Sothothery philosopher); **Bonus** +3 (untrained)

THE NECRONOMICON

This is hands-down the most famous and most lethal of all the ancient books. The original version was penned by Abd al-Azrad, and is also known as Kitab al-Azif. It always contains specific sections about the following:

- Creatures that live beyond the threshold of material space
- Information on other planes of existence
- Formulae for resurrecting the dead, opening gates to other dimensions, and performing dark rituals

- ✶ Instructions for making certain artifacts and alchemical powders and potions
- ✶ Passages with information about a wide variety of Great Old Ones and creatures

It is easily the most complete tome of Cthulhu Mythos knowledge widely known to mortals. However, most copies of the book are incomplete and no two printings (or transcriptions) are even mostly alike. The book is heavily layered in symbolism, Aklo-based allegory, and other methods of obfuscation. Almost any Mythos spell or ritual can be found within.

Price 30,000 gp (6,300 gp without spells and rituals)
Complexity 30; **Shock** 20
Skills Knowledge (arcana, dungeoneering, geography, nature, and planes) and Profession (Yog-Sothothery philosopher); **Bonus** +5 (untrained)
Rituals
All rituals in Chapter 5
Spells
All spells in Chapter 5

PNAKOTIC MANUSCRIPTS

Created originally by the great race of Yith, there are over a thousand individual fragmentary bits of scroll that comprise the Manuscripts. They started as excerpts from the great race's pre-Pleistocene records, but were later expanded upon by prehuman entities, then again in the Dreamlands. They contain scientific, geographic, and historical lore, as well as accounts of dealings with many Mythos beings. For example, fragment 595 contains a lengthy sequence which tells of a battle between yithian forces and some of Cthulhu's starspawn allies. Because of the incomplete nature of the Manuscripts, the accounts are often frustrating, but they do provide fascinating glimpses into the pre-human universe.

Price 4,100 gp (2,400 gp without rituals and spells)
Complexity 23; **Shock** 16
Skills Knowledge (engineering, history, nature, and planes) and Profession (Yog-Sothothery philosopher); **Bonus** +3 (untrained)



Rituals
4th—*brew space mead*
5th—*contact yithians*
Spells
6th—*ancient sorcery of serpentfolk, nuclear chaos*
7th—*gaze of Ghatanothoa, vortex*

THE REVELATIONS OF GLA'AKI

This is the holy text of the worshipers of Gla'aki, a Great Old One whose cultists are largely undead. When Gla'aki is awake, his slaves/worshipers abide completely under the sway of his will, with no minds of their own. When he sleeps, however, they become autonomous, and during one such period, some of his cultists wrote down fragments of what they remembered from Gla'aki's mind and their own activities, and what they see as the true nature of the universe. The serious psychoses and breaks with reality suffered by Gla'aki's victims makes the Revelations non-sequential and difficult to interpret. They provide a terrible and wonderful peek into an alien god's brain.

Price 2,360 gp (900 gp without spells)
Complexity 24; **Shock** 17



Skills Knowledge (dungeoneering and history) and Profession (Yog-Sothothery philosopher); **Bonus** +3
Spells
4th—*green decay*
7th—*zyngaya*
9th—*mimic form of Nyarlathotep*

R'LYEH TEXT

Written in approximately 11,000 BCE on distant Earth, the R'lyeh Text deals most extensively with the deep ones, Father Dagon and Mother Hydra, Great Cthulhu and his starspawn, and so forth. Other related beings (such as Ghatanothoa) are also described, albeit in less detail. It contains prophecies, some of which were long ago fulfilled (such as the sinking of Mu), and others which have not yet been fulfilled (such as the rising of R'lyeh, and the unleashing of the otherwise-unknown Thing That Waits in Darkness).

Price 1,380 gp (400 gp without rituals and spells)
Complexity 19; **Shock** 15
Skills Knowledge (dungeoneering and history) and Profession (Yog-Sothothery philosopher); **Bonus** +2
Rituals
2nd—*contact deep ones*
5th—*call of Cthulhu*
Spells
2nd—*kiss of Dagon*
6th—*dream sending of Cthulhu*
7th—*curse of Yig*

SEVEN CRYPTICAL BOOKS OF HSAN

These are ancient scrolls penned by Hsan the Greater over two thousand years ago. Each book has a different topic and contains discussions and instructions to execute spells and rituals related to that topic. Successfully researching one of the Cryptical Book applies a boon to a particular spell or ritual. Generally, the spell or ritual must be of a level lower than the highest-level spell (not ritual) the researcher can cast. Changing which spell the boon applies to requires researching the book again. Some editions of these books also contain spells of the relevant type.

The books are most often found individually, rather than as a group, and there is a legend of an eighth Cryptical Book, which is the rarest and most powerful.

BOOK ONE

This book discusses the works of the Yellow Emperor and his amazing medicinal abilities. It improves spells dealing with resurrection and life. The researcher adds 1/2 their caster level to the hit points restored by a chosen spell with the healing descriptor.

Price 5,800 gp
Complexity 21; **Shock** 15
Skills Heal, Knowledge (arcana and nature); **Bonus** +2

BOOK TWO

This book covers cannibalism, necrophagy, and the disposal of corpses. It improves spells dealing with ghouls, wamps (Dreamlands rivals of the ghouls), and other scavenger-beings. The researcher adds 2 to the DC of a chosen spell when it targets any scavenger.

Price 5,400 gp
Complexity 21; **Shock** 15
Skills Knowledge (arcana and dungeoneering); **Bonus** +2

BOOK THREE

This book is on entities of the air. It improves spells for flying beings such as byakhee or hunting horrors. The researcher increases the fly speed of any creature conjured or targeted by a chosen spell by 10 feet. When the researcher casts a spell to conjure or control such a creature, that creature takes a -1 penalty on saves to resist the spell.

Price 5,500 gp
Complexity 21; **Shock** 15
Skills Knowledge (arcana and dungeoneering) and Profession (Yog-Sothothery philosopher); **Bonus** +2

BOOK FOUR

This book examines entities of the earth and subterranean areas. It improves spells for bholes, gugs, and other burrowing beings. The researcher increases the burrow speed of any creature with a burrow speed conjured or targeted by a chosen spell by 10 feet. When

the researcher casts a spell to conjure or control such a creature, that creature takes a -1 penalty on saves to resist the spell.

Price 5,400 gp
Complexity 21; **Shock** 15
Skills Knowledge (arcana and dungeoneering); **Bonus** +2

BOOK FIVE

This book lists entities of time and other dimensions. It contains spells for conjuring up hounds of tindalos as well as a pharmacopeia of drugs that allows users to glimpse other times and to survive space travel. The researcher doubles the duration of a spell that modifies time or conjures a creature separated from time's normal flow.

Price 5,840 gp
Complexity 21; **Shock** 15
Skills Craft (alchemy), Knowledge (geography), Profession (Yog-Sothothery philosopher); **Bonus** +2
Item Instructions Plutonian drug

BOOK SIX

This book explains the plateaus of Leng and Kadath, as well as their histories and inhabitants. It includes the formulae for *gates* that lead to these areas and also to the Dreamlands. The researcher adds 2 to the DC of the chosen spell when it targets a creature from Leng or Kadath.

Price 5,940 gp
Complexity 21; **Shock** 15
Skills Craft (technology), Knowledge (engineering, history, and planes), and Profession (Yog-Sothothery philosopher); **Bonus** +2
Item Instructions *gate* (Kadath and Leng)

BOOK SEVEN

This book is devoted to the general pantheon of Mythos gods, focusing especially on Nyarlathotep and Azathoth. It invents a very bureaucratic organization for these deities. The researcher adds 2 to their caster level for a chosen spell associated with Nyarlathotep and Azathoth.

Price 5,400 gp
Complexity 21; **Shock** 15
Skills Knowledge (religion) and Profession (Yog-Sothothery philosopher); **Bonus** +2

DE VERMIS MYSTERIIS

Written by Ludvig Prinn, an ancient alchemist and necromancer who was burnt, De Vermis Mysteriis is an eldritch and bizarre spellbook. Its pages are full of spells and rituals that summon strange entities, familiars, and creatures from beyond space and time. It also has a number of rituals for contacting and dealing with Great Old Ones, Outer Gods, and their minions.

A witch can research each of the spells *command of the bloody tongue*, *implant dark young*, *remortification*, and *shrivel* in this book to teach it to her familiar.

Price 10,785 gp (3,125 gp without rituals and spells)
Complexity 27; **Shock** 18
Skills Knowledge (arcana, dungeoneering, and planes) and Profession (Yog-Sothothery philosopher); **Bonus** +4 (untrained)
Rituals
2nd—*call servitor of the Elder Gods*
5th—*dragon ascending, dragon descending, essential salts*
7th—*the Red Sign*
8th—*call hunting horror*
9th—*call Azathoth*
Spells
3rd—*shrivel*
4th—*command of the bloody tongue*, *remortification*
6th—*implant dark young*
9th—*temporal energy nexus*

VON UNAUSSPRECHLICHEN KULTEN

Also nicknamed "The Black Book," this work is most concerned with the history and nature of cults of the Great Old Ones and the Outer Gods, including their organization, beliefs, ceremonial practices, areas of operation. Many extinct cults are described, but also many active ones. Some spells and rituals are here, as well as information on matters like where the corpses of ancient, once-worshiped alien beings are interred.



Price 8,380 gp (3,750 gp without rituals and spells)
Complexity 26; **Shock** 18
Skills Knowledge (arcana, history, planes, and religion) and Profession (Yog-Sothothery philosopher); **Bonus** +4 (untrained)
Rituals
5th—*bind star vampire, bride of Sathla, call star vampire*
9th—*call Father Yog-Sothoth, He Who Must Not Be Named*
Spells
4th—*lesser Sarnath sigil, powder of Ibn Ghazi*
7th—*dread curse of Azathoth*
8th—*greater Sarnath sigil*
9th—*interplanetary teleport*

THE ZANTHU TABLETS

This is a slim pamphlet-sized translation of carvings from ancient Mu. Originally written by the wizard Zanthu, it contains a history of the lost continent of Mu and discusses the various Great Old Ones worshiped by the Muvians, including Shub-Niggurath amd Ghatanothoa.

Price 895 gp (125 gp without ritual)
Complexity 15; **Shock** 12
Skills Knowledge (dungeoneering, history, and religion) and Profession (Yog-Sothothery philosopher); **Bonus** +1
Rituals
5th—*Mao ceremony*
Spells
4th—*Orne's black*
6th—*grace of the King in Yellow*



Mythos Magic Items and Artifacts

This section examines some of the most common and notorious magic items of the Cthulhu Mythos. Such items are appropriate treasure for many of the monsters and cults described elsewhere in this book, but many are hard to find otherwise. As normal, the GM decides if any particular item is available to be crafted or purchased. Table: Magic Items lists all included magic items by price.

Mythos Magic Items

BOKRUG EGG

Aura strong conjuration; **CL** 15th; **Slot** none; **Price** 49,000 gp; **Weight** 2 lbs.

This clammy iron sphere allows its holder to summon a ghost of Ib (see page 221) once per day on command.

CONSTRUCTION

Cost 24,500 gp; **Requirements** Craft Wondrous Item, *summon monster VIII*

BRAZEN HEAD, MINOR

Aura faint evocation; **CL** 5th; **Slot** none; **Price** 5,200 gp; **Weight** 15 lbs.

Alignment chaotic neutral; **Senses** 30 ft., darkvision; *Int* 10; *Wis* 13; *Cha* 10; Ego 2; **Languages** speech (Aklo, Common)

This half-scale brass bust has a minor, normal, major, and legendary version. It functions as a *minor ring of spell storing* except it must be held to be used and it holds only 1 spell level.

The *minor brazen head* has 5 ranks in Profession (Yog-Sothothery philosopher), for a bonus of +6. Unlike most intelligent items, the brazen head can use its ego to influence any character who spends at least 24 hours within 100 feet of it. The head maintains this link until claimed by or given to another owner. The head can activate itself normally to cast a spell stored by its *spell storing* function.

A *minor brazen head* can serve as a spellcaster's familiar if the master has Improved Familiar and an arcane caster level of at least 5th. The head has hardness of 5 which improves instead of natural armor as its bonded spellcaster gains levels. As an intelligent item, it has base saving throw modifiers of +4 for all saving throws and no class skills. The head's ability to deliver touch spells does not allow the head to move. Instead, the head holds the spell until touched by a valid target for the spell, at which point the spell is automatically delivered. When bonded as a familiar, the *brazen head* can cast the following spells 1/day each—*doom* (DC 12), *hold person* (DC 13), *summon monster II*. A spellcaster with a *minor brazen head* familiar can cast *contact other plane* once per week with a command word while in contact with the *minor brazen head* to ask 6 questions.

CONSTRUCTION

Cost 2,600 gp; **Requirements** Craft Wondrous Item or Improved Familiar, *contact other plane*, *doom*, *hold person*, *imbue with spell ability*, *summon monster II*

BRAZEN HEAD

Aura moderate evocation; **CL** 7th; **Slot** none; **Price** 23,000 gp; **Weight** 15 lbs.

Alignment chaotic neutral; **Senses** 30 ft., darkvision; *Int* 10; *Wis* 18; *Cha* 10; Ego 8; **Languages** speech (Aklo, Common, three others)

This half-scale brass bust functions as a *minor brazen head* except that it can store up to 2 levels of spells and it is a more skilled and potent familiar.

A *brazen head* has 10 ranks in Profession (Yog-Sothothery philosopher), for a bonus of +14. It can only bond with an arcane spellcaster of at least 9th level that has the Improved Familiar feat. Its base saving throw bonuses are each +5. Its familiar spell DCs are 3 higher than the *minor brazen head* due to higher Wisdom.

CONSTRUCTION

Cost 11,500 gp; **Requirements** Craft Wondrous Item or Improved Familiar, *contact other plane*, *doom*, *hold person*, *imbue with spell ability*, *summon monster II*



Table: Magic Items

Item	Price
Starstone of Mnar	4,000 gp
Brazen head, minor	5,200 gp
Flute of the servitors	6,000 gp
Memory (weapon special ability)	+6,000 gp
Seal of Hydra	10,000 gp
Chain of the deep	12,000 gp
Disk of the Hyades	12,000 gp
Silver key	15,000 gp
Tiara of Mnar	15,000 gp
Brazen head	23,000 gp
Medallion of Y'ha-nthlei	30,000 gp
Leng glass	42,000 gp
Ring of Eibon	42,000 gp
Bokrug egg	49,000 gp
Brazen head, major	70,000 gp
Idol of Cthulhu	96,000 gp
Lamp of Alhazred	150,000 gp
Brazen head, legendary	182,000 gp
Panchromatic armor	191,650 gp

BRAZEN HEAD, MAJOR

Aura strong evocation; **CL** 11th; **Slot** none; **Price** 70,000 gp; **Weight** 15 lbs.

Alignment chaotic neutral; **Senses** 60 ft., blindsense, darkvision; *Int* 10; *Wis* 20; *Cha* 10; *Ego* 14; **Languages** read languages, speech (Aklo, Common, four others)

This half-scale brass bust functions as a *minor brazen head* except that it can store up to 4 levels of spells and it is a more skilled and potent familiar.

A *major brazen head* has 15 ranks in Profession (Yog-Sothothery philosopher), for a bonus of +20. It can only bond with an arcane spellcaster of at least 13th level that has the Improved Familiar feat. Its base saving throw bonuses are each +7. Its familiar spell DCs are 4 higher than the *minor brazen head* due to higher Wisdom.

CONSTRUCTION

Cost 35,000 gp; **Requirements** Craft Wondrous Item or Improved Familiar, *contact other plane*, *doom*, *hold person*, *imbue with spell ability*, *summon monster II*

BRAZEN HEAD, LEGENDARY

Aura strong evocation; **CL** 15th; **Slot** none; **Price** 182,000 gp; **Weight** 15 lbs.

Alignment chaotic neutral; **Senses** 60 ft., blindsense, darkvision; *Int* 10; *Wis* 20; *Cha* 10; Ego 22; **Languages** read languages, speech (Aklo, Common, four others), telepathy

This half-scale brass bust functions as a *minor brazen head* except that it can store up to 8 levels of spells and it is a more skilled and potent familiar.

A *legendary brazen head* has 20 ranks in Profession (Yog-Sothothery philosopher), for a bonus of +25. It can only bond with an arcane spellcaster of at least 17th level that has the Improved Familiar feat. Its base saving throw bonuses are each +9. In addition, it can *teleport* itself once per day. Its familiar spell DCs are 4 higher than the *minor brazen head* due to higher Wisdom.

CONSTRUCTION

Cost 91,000 gp; **Requirements** Craft Wondrous Item or Improved Familiar, *contact other plane*, *doom*, *hold person*, *imbue with spell ability*, *summon monster II*, *teleport*

CHAIN OF THE DEEP

Aura faint evocation; **CL** 3rd; **Slot** neck; **Price** 12,000 gp; **Weight** —

This strange, green-silver necklace shimmers as if constantly wet. While it is worn, all deep ones and deep one hybrids within 30 feet gain a +2 enhancement bonus to Constitution and a +1 morale bonus on weapon damage rolls.

CONSTRUCTION

Cost 6,000 gp; **Requirements** Craft Wondrous Item, *bless*, *desecrate*

DISK OF THE HYADES

Aura faint necromancy; **CL** 5th; **Slot** none; **Price** 12,000 gp; **Weight** 1 lb.

This strange, emerald disk is covered in glowing runes. When presented strongly to one or more undead creatures within 45 feet as a standard action, each must succeed at a DC 13 Will save or be unable to attack the wielder or the wielder's apparent allies for as long as the wielder continues to present it as a move action each round. Any undead that succeeds on this saving throw or that is attacked by a protected creature is immune to that *disk of the Hyades* for 1 day.

CONSTRUCTION

Cost 6,000 gp; **Requirements** Craft Wondrous Item, *command undead*

FLUTE OF THE SERVITORS

Aura faint enchantment; **CL** 3rd; **Price** 6,000 gp; **Slot** none

When used to play even a single note (a standard action), this musical instrument imprints the rest of an alien melody on the mind of all listeners. Once heard, the melody makes it difficult to concentrate for the rest of the duration (1d6 rounds). No save is allowed against this effect. Listeners suffer a -4 penalty on concentration checks and skill checks and must attempt concentration checks to cast spells (DC 15 + spell level).

CONSTRUCTION

Cost 3,000 gp; **Requirements** Craft Wondrous Item, *enthrall*

IDOL OF CTHULHU

Aura strong illusion; CL 11th; **Slot** none; **Price** 96,000 gp; **Weight** 5 lbs.

This small clay sculpture of the great god Cthulhu allows the bearer to cast *dream sending of Cthulhu* (see page 116) three times per day on command without causing the target any detrimental effects aside from insanity. Once during the duration of *dream sending of Cthulhu*, an affected target can also cast *commune* to ask questions of Cthulhu. Additional castings of *dream sending of Cthulhu* do not worsen this insanity.

CONSTRUCTION

Cost 48,000 gp; **Requirements** Craft Wondrous Item, *commune*, *dream sending of Cthulhu*

LAMP OF ALHAZRED

Aura strong conjuration; **CL** 20th; **Slot** none; **Price** 150,000 gp; **Weight** 1 lb.

This odd stone lantern seems out of place no matter where it is located. When lit in a dark area, the light it casts on any wall reveals visionary windows to other times and places. If no time and place is chosen when the lamp is lit, a random one manifests. The viewed location must have a surface of at least comparable size for the window to appear on. This window is two-way, but does not allow travel. If creatures viewed can traverse the distance on their own, however (such as via teleportation), they might investigate the lamp's subject. The chosen subject can be in the future or the past and at any location, although the location is accurate only to within 100 miles and the time is accurate only to within 10 years. The lamp can be used once per hour by burning 1 pint of oil. Extinguishing the lamp closes the window. If fuel remains and the lamp is activated once more, it shows nothing unusual. A new window cannot be opened until the lamp has burned for 1 hour total, using up the entirety of its fuel. Extinguishing the lantern and adding a new pint of oil to refuel it is required before the lantern can open another window.

CONSTRUCTION

Cost 75,000 gp; **Requirements** Craft Wondrous Item, *greater scrying*, *foresight*, *vision*

LENG GLASS

Aura strong divination; **CL** 13th; **Slot** none; **Price** 42,000 gp; **Weight** 1 lb.

This thin, strange, jagged piece of glass is about 1 foot long. When any creature looks through the *Leng*



glass, it sees brief glimpses of random other places in the universe and in other planes of existence. A viewer can control the glasst for 1 minute with a successful DC 20 Profession (Yog-Sothothery philosopher) skill check. The location viewed is a random one within 1d100-1 miles of the desired location. Once a viewer has successfully controlled the glass, that viewer can't control it again for 1 day.

CONSTRUCTION

Cost 21,000 gp; **Requirements** Craft Wondrous Item, *greater scrying*

MEDALLION OF Y'HA-NTHLEI

Aura moderate transmutation; **CL** 9th; **Slot** neck; **Price** 30,000 gp; **Weight** —

This amulet allows its bearer to breathe underwater and see as if the water was perfectly clear no matter the level of sediment in the water. It also prevents ill effects caused by depth.

CONSTRUCTION

Cost 15,000 gp; **Requirements** Craft Wondrous Item, *true seeing*, *water breathing*

MEMORY (MAGIC WEAPON SPECIAL ABILITY)

Aura moderate transmutation; **CL** 8th; **Slot** none; **Price** +6,000 gp; **Weight** —

This ability can only be placed on metal weapons. The serpent folk use alchemy to transform the physical mass of the weapon into an amorphous blob, a loose chain that can be worn as a belt, or some other innocuous form weighing the same amount as the original weapon. Tapping the weapon sharply with a dull bluish bit of specially forged metal chemically awakens the transformed weapon, which unfurls into its original form. Another touch of the same metal returns the weapon to its disguised form. The trigger itself is typically a short rod some 1–2 inches in length, but could be crafted as part of a brooch or ornament.

The disguised weapon remains made of the same material as its base form and retains its hardness and hit points, regardless of form. It does not detect as magical, as if disguised by *magic aura*.

CONSTRUCTION

Cost +3,000 gp; **Requirements** Craft Magic Arms and Armor, *magic aura*, *soften earth and stone*

PANCHROMATIC ARMOR

Aura strong abjuration; **CL** 17th; **Slot** armor; **Price** 191,650 gp; **Weight** 50 lbs.

This suit of *+5 full plate* normally has a shimmering, multicolored surface. The user can concentrate as a standard action to change its color to one of those listed below to gain perfect protection against one energy type or effect, losing the +5 enhancement bonus of the plate armor while it manifests that color. This effect lasts until the armor is removed or the wearer changes the color once more.

Color	Benefit
All	+5 enhancement bonus
Black	Immunity to energy drain
White	Immunity to petrification and non-harmless polymorph effects
Red	Immunity to fire
Orange	Immunity to electricity
Yellow	Immunity to light-based attacks and prismatic effects
Green	Immunity to poison
Blue	Immunity to damage from water-based attacks and wearer does not need to breathe
Indigo	Immunity to death magic and effects
Violet	Immunity to cold

Many (but not all) suits of *panchromatic armor* are designed for the use of serpent folk, and thus may not fit other creatures well.

CONSTRUCTION

Cost 96,650 gp; **Requirements** Craft Magic Arms and Armor, *death ward*, *prismatic sphere*



Ring of Eibon

Aura strong divination; **CL** 17th; **Slot** ring; **Price** 42,000 gp; **Weight** —

This ring grants the wearer glimpses into the future. As a swift action, the wearer can activate the *ring of Eibon* to gain a +4 insight bonus to AC and on attack rolls, as well as the benefits of *foresight* for 1 round. This ability can be used three times per day.

CONSTRUCTION

Cost 21,000 gp; **Requirements** Forge Ring, *foresight*

Seal of Hydra

Aura faint abjuration; **CL** 3rd; **Slot** neck; **Price** 10,000 gp; **Weight** —

Anyone attempting to pickpocket the bearer of this seal finds the targeted item immoveable and the bearer is made instantly aware of the attempted theft. If the seal is attached to a chest with a command word, no one can open or steal from the chest without first destroying the seal or by saying a command word. In all other ways, the chest is warded by *arcane lock*. Attempts to open the warded chest mentally alert the one who activated the seal regardless of distance. The seal and any warded container have at least hardness 20 and 50 hit points.

CONSTRUCTION

Cost 5,000 gp; **Requirements** Craft Wondrous Item, *alarm*, *arcane lock*

Silver Key

Aura strong enchantment; **CL** 13th; **Slot** none; **Price** 15,000 gp; **Weight** —

This small, elaborate silver key grants whoever holds it the benefit of the Dreamer feat (page 75). If the bearer already has the Dreamer feat, the key allows him to travel to the Dreamlands even if his dream-self is dead. While the bearer uses the key to travel to the Dreamlands, the key vanishes from the dreamer's body and reappears upon the dreamer's awakening. If the bearer of the key dies in the Dreamlands, the *silver key* ceases to exist.

CONSTRUCTION

Cost 7,500 gp; **Requirements** Craft Wondrous Item, *dream*

Starstone of Mnar

Aura faint abjuration; **CL** 3rd; **Slot** —; **Price** 4,000 gp; **Weight** 2 lbs.

The *starstone of Mnar* grants a +4 bonus on Will saves against all attacks and spells from aquatic aberrations and other creatures closely associated with the Cthulhu Mythos (GM's discretion) that would inflict any of the following conditions: insanity, madness, confusion, fear, nauseated, and sickened. In order to receive this bonus, the owner must hold the *starstone*; it is not intended to be worn.

CONSTRUCTION

Cost 2,000 gp; **Requirements** Craft Wondrous Item, *lesser restoration*, *remove fear*

Tiara of Mnar

Aura faint necromancy; **CL** 5th; **Slot** head; **Price** 15,000 gp; **Weight** 1/2 lb.

This small tiara always glistens like it's just been polished. When worn, the wearer is immune to fatigue and exhaustion. Each time the tiara prevents the wearer from becoming fatigued or exhausted, it stores 1 fatigue point (for fatigued) or 2 fatigue points (for exhausted). When the tiara is removed, the wearer becomes fatigued if the tiara had exactly 1 fatigue point stored, or exhausted if it had 2 or more points stored. For every point beyond 2 stored, the wearer



Question

What is the truth that the Pallid Mask hides?

Answer

There are no truths in Carcosa.

takes 1d6 points of damage. A successful Fortitude saving throw against DC 10 + number of stored fatigue points reduces the damage by half.

CONSTRUCTION

Cost 7,500 gp; **Requirements** Craft Wondrous Item, *ray of exhaustion*

Minor Artifacts

As is normally the case for minor artifacts, the following artifacts are not unique. No one alive today possesses the knowledge or means to create them and they are almost impossible to destroy, except by the indicated method. Due to their rarity, they are often considered priceless and are jealously guarded by cultists or wizards who acquire them.

LESSER PALLID MASK

Aura overwhelming conjuration; **CL** 21st; **Slot** head; **Weight** 2 lbs.

Lesser pallid masks are masks that have been shed from the original Pallid Mask (see page 258) and retain some of its cosmic power. The wearer of a *lesser pallid mask* gains a +4 bonus on Perception checks and all Knowledge checks. In addition, creatures do not notice the wearer's presence unless the wearer interacts with them personally. Even attacks by apparent allies against the wearer do not alert enemies to the presence of the wearer. This is a mind-affecting abjuration effect similar to *hide from animals*, though the effect is not restricted to animals. An observer can notice the wearer normally by means other than vision, hearing, and scent.

DESTRUCTION

A ***lesser pallid mask*** can be destroyed by wearing it in a *zone of truth* while in the presence of the King in Yellow as he speaks a secret truth.

R'LYEH DISK FRAGMENT

Aura strong transmutation and conjuration; **CL** 12th; **Slot** —; **Weight** 5 lbs.

This jagged green stone slab looks like it's a part of a strange puzzle. Any aquatic aberration (and other entities closely associated with the Cthulhu Mythos at the GM's discretion) within 50 feet of the fragment gains a +4 enhancement bonus to Constitution and a +1d6 morale bonus on weapon damage rolls.

Once all the pieces of the R'lyeh Disk have been put together and bound in a special ritual known to few, the complete disk can be used to awaken Cthulhu. He is not under the awakener's control.

DESTRUCTION

A ***R'lyeh Disk fragment*** can be destroyed by inscribing an ***Elder Sign*** (see page 137) on it with the blood of a starspawn (see page 385).

SPHERE OF NATH

Aura strong conjuration; **CL** 20th; **Weight** 1 lb.

When held, this dark, palm-sized glass sphere lets you use the physical attributes of another location you are familiar with. For example, you can use the advantage of magical standing stones on a mountaintop while in a basement miles away, an underwater cavern, or your own spellcasting chamber. In a sense, you are in two places at once. However, the properties do not extend beyond your person. It also allows you to meet any location component of a ritual or spell. You cannot cast a spell through the connection to bypass the normal range restrictions of spells. (Thus, a spell you cast with the aid of the sphere still takes effect from your location, not from the location the sphere is connected to.)

DESTRUCTION

A ***sphere of Nath*** can be destroyed by sending it through a *gate* while it is linked to the location of a Great Old One or similarly powerful entity.

Major Artifacts

As with all major artifacts, the following items are unique and impossible to reproduce. Each is important to the cult of a Great Old One or Outer God.

R'LYEH TABLET

Aura overwhelming necromancy; **CL** 21st; **Slot** none; **Weight** 25 lbs.

Any creature that sleeps within 100 feet of the R'lyeh Tablet has constant dreams of Cthulhu and being in R'lyeh. During these dreams, the subjects psychically enter that place, as if by *astral projection*, returning when they awaken from sleep. If a creature is holding something on R'lyeh before it wakes, that item comes along to the waking world. However, any dreamers that are killed, knocked unconscious, or imprisoned while dreaming cease to exist outside R'lyeh, and all memory of their outside existence is erased.

DESTRUCTION

The ***R'lyeh tablet*** can be destroyed by damage while physically in R'lyeh, but it has 200 hit points and hardness 8.

SHINING TRAPEZOHEDRON

Aura Strong conjuration; **CL** 20th; **Slot** none; **Weight** 50 lbs.

Through the shining surfaces of this massive crystal trapezohedron, one can see through all time and space. For every 4 rounds the user looks into the *Shining Trapezohendron*, the user can cast a *divination* spell (90% accuracy). Every 4 rounds that the user stares into the crystal, the user must succeed at a DC 15 Will saving throw or become shaken for 1 hour. Note, multiple shaken effects are cumulative, so if the user is already shaken and fails a save, that user becomes frightened. If the save fails by 10 or more or the result is a natural 1, the user gains an insanity (see page 94). If the user watches for 5 minutes straight, the *Shining Trapezohendron* summons the Haunter (an avatar form of Nyarlathotep described on page 177). The Haunter is not under the user's control.

DESTRUCTION

To destroy the ***Shining Trapezohedron***, it must be bathed in the heart blood of the Hunter, at which point it dulls, loses its magical properties, and can be shattered.





Chapter VII: Cults

Introduction to Cults

The things had filed ceremonious in one direction, the direction of the noisome wind, where the light of their torches showed their bended heads—or the bended heads of such as had heads. They were worshiping before a great black fœtor-belching aperture which reached up almost out of sight...

—"Imprisoned with the Pharaohs," H.P. Lovecraft

Mythos cults typically center around the worship of a particular Great Old One or Outer God. They seek to please or at least placate this deity figure in order to avoid its dreadful attention, earn some tiny fragment of its vast power or knowledge, or nudge its terrible influence toward a personally satisfying end, such as destroying the cult's enemies, real or perceived.

In general, Mythos cults are not concerned with theology or esoterica, and the bulk of cultists are almost entirely disinterested in spiritual matters. Instead, they are materialistic, wholly focused on immediate or near-future rewards. No one expects an afterlife within these cults—though immortality is certainly one of the rewards some cults crave, they do not look toward any kind of heaven.

The Mythos gives rise to hundreds of different cults, of which a selection is presented in this chapter. The list includes cults to several of the most imposing Mythos entities, but almost any important entity could have a cult grow up around it. If your campaign features Atlach-Nacha, feel free to adjust the details of one of the included cults (such as replacing the goat themes of the Cult of the Black Goat with spider themes).

Each cult entry offers a list of "gifts" associated with the cult. These include character options for which the cult trains its members, items the cult crafts, spells it teaches, services it provides, and unusual and strange benefits of association.



Black Goat Cult

Shub-Niggurath resembles a perverted fertility goddess, and her cultists follow her example. They revel in lust and gluttony and often react with anger and aggression, and while they are not necessarily stupid, their raw emotions rule rather than intellect. Their cult rituals seem like bloodthirsty orgies to outsiders. Their own lives no longer matter, as they are caught up in service to the goddess and her needs.

Many of her cultists are lowly deviants, rejected from society as perverts or lunatics. Higher class devotees often start out as dilettantes and hedonists, but soon make the changeover to full, paranoid madness. Most members eventually become depraved and licentious serial killers.

Though insane, cultists of the Black Goat generally manage to keep their madness under wraps most of the time, allowing them to appear more or less normal around others. They live a secret life, in which they are devoted to the Goat, alongside a normal life, in which their neighbors and friends may have no idea about the awful horrors beneath the surface.

Like other Mythos sects, the cultists of the Black Goat are not focused on any kind of coherent afterlife: their reward is in the here and now. Indeed, the cult's massive orgies are their reward for worship. Finding new members increases the pleasure and depth of these demented worship services, in which the awful offspring of the Black Goat take full part. Constantly seeking new meat for their goddess's pleasure, cultists evangelize and lure unsuspecting recruits deeper into the mysteries with promises of increasingly intense carnality.

Sometimes cultists are able to build up a cult in a city or developed area, while other times they restrict their activities to the woodlands and wilderness. Depravity can be found everywhere, and the Goat is flexible and undiscriminating.

Typically, the cult leaders of the Goat are not human: Shub-Niggurath prefers dark young, fungi from Yuggoth, ghouls, and other monstrous forces to lead the lesser human mob. Monstrous minions are often more reliable, particularly compared to the bulk of human cultists whose minds are often warped by the orgies and rituals of the Black Goat's worship. Also, if and when the authorities descend upon such a cult, seeding the ranks with monstrous combatants helps the cult survive. The mi-go make particularly effective masters of these cults, infusing the organization with their alien technology and using the mad humans for breeding purposes.

Some cults of the Black Goat are able to take over entire communities. In these cases, they often encourage or force most community members to cross-breed with satyrs and other monsters and drink of the mother's milk, thus devolving into monstrosities themselves. In due course, entire villages of monsters can arise in which everyone is a Mythos satyr, ghoul, or other hybrid. Of course, the most deformed villagers stay in hiding except after dark, while those who look more normal wear clothing to attempt to conceal their true natures. If the cult is careful, other folks may travel through or even visit the cursed land and never know the truth.

Black Goat Cult Gifts

- **Fertility:** The cultists' fields, animals, and even their persons are all subject to the influence of Shub-Niggurath's horrific fertility powers. Their cattle might all birth triplets. Of course, those triplets are likely to be two-headed or otherwise deformed, but they are still useful for milking and slaughter.

- **Frenzy:** The cultists' total devotion to their emotions allows them to go berserk in combat, ignoring their own safety in their bloodlust. This makes them surprisingly dangerous in a fight, even when unarmed. They often gain the delirium warrior barbarian archetype (page 54).
- **Gift of the Mother:** Shub-Niggurath often gives her cult leaders and those who have done her services special "presents"—living horrors they can (mostly) control and keep for their own. These monsters include mutated animal companions, outer mutant familiars, and even dark young.
- **The Milk of the Mother:** Shub-Niggurath's own maternal secretions have amazing mutagenic powers. (See Milk of Shub-Niggurath on page 146.)
- **Treasures:** Goat cultists led by the mi-go can sometimes procure their technology, including brain cylinders, sensory machines, and mist projectors.





Crawling Chaos Cult

Nyarlathotep, the Crawling Chaos, is notorious for his thousand forms, every one representing a different aspect of the god. As a result, each of his cults functions differently, often worshiping a different aspect to suit Nyarlathotep's needs for that time and place. All are designed to cause chaos, evoke horror, and sow madness among mortal societies.

Nyarlathotep does not often have large or well-organized cults but instead instigates worship as needed for specific jobs or purposes. His devotees are mostly members of small organizations—witch covens, gangs of political dissidents, or outcast tribes—who have often been rejected by their neighbors.

Cultists of Nyarlathotep hope that, in gaining his approval, they will also curry favor with the Outer Gods he serves. Perhaps they are correct or perhaps not, but the natural laws of the universe seem to bend to aid them. They tend to have more good fortune, their spells are likelier to work, and random or haphazard events often come out in their favor.

General Crawling Chaos Cult Gifts

Nyarlathotep's cults share these features:

- **Command Monster:** Cultists are given special privileges with all monsters associated with Nyarlathotep. They may still need to pay a hunting horror's price to get its services, but the monster will not attack them.
- **Emissary of the Outer Gods:** Service to Nyarlathotep means cultists are also accepted, at least to a degree, by the other Outer Gods that he serves. Such entities are less likely to harm or impede them.
- **Million Favored Ones:** As they age and progress through life, each of Nyarlathotep's followers will wither and devolve into one of the million favored ones: mindless wraiths that accompany Nyarlathotep and do his behest in service to the other Outer Gods. It's not much of an afterlife, but it is eternal.
- **Treasures:** Cultists can generally gain access to *brazen heads*, gates, Leng glass, a *lamp of Alhazred*, space mead, and yithian lightning guns.

The Howler

As the Howler, Nyarlathotep takes the shape of a gigantic thing that, instead of a face, has a long tentacle that reaches quivering to the stars while it shrieks a litany to the Outer Gods. This is one of the most-feared aspects of the Crawling Chaos, and as such, it is a very commonly-worshiped aspect among his cults. After all, the safest way to avoid the god's enmity is to serve him.

The Howler inspires large groups of cultists, such as lost tribes, whole villages, or breakaway sects, all of them seeking the Howler's favor in their quest to seize power. Typically, the entire social unit of the local area is devoted to the Howler, who enthusiastically serves Nyarlathotep's purposes.

To maintain the Howler's form for any length of time or to awaken his presence, constant and aggressive acts of sacrifice and obeisance must be performed. When sufficient death, pain, and madness has been caused by the cult, the ritual to summon the Howler to the mortal plane of existence can be completed. This normally means that a large and organized body of cultists must work together to bring about the Howler's presence, inevitably sacrificing secrecy and causing significant harm even before they conjure up their dark god.

Once summoned, for whatever length of time the Howler takes to vocalize, his cult can benefit from his special gifts.

- **Flight:** The cultists of the Howler gain the ability to *fly* as the spell. They can do this for the entirety of his howling, and his form drips a hideous sap from his chest which can be collected and stored for later use. When a user's body is covered by the sap (this typically takes a liter or more), they can fly until the substance dries out, which typically takes 1d3 hours.
- **Summoning:** When the Howler appears, normally one or more of Nyarlathotep's monstrous minions arrive with him. These typically remain behind after the Howler departs, and the cult can call upon their services for an extended period of time.

The Dark Demon

The Dark Demon is rarely worshiped directly, and usually manifests only as an adjunct to another Crawling Chaos cult. Occasionally, a person who seeks contact with Nyarlathotep may summon the Dark Demon by accident, not realizing the true horror of the Dark Demon's possession until it is too late.

A person transformed by the Dark Demon's effect (see page 264) is sometimes revered as one touched by their god, and is sometimes mocked and reviled as a fool.

The Shadow Pharaoh

The Shadow Pharaoh is worshiped by the underside of society, typically in large cities or nations. His cultists operate in secret; they are inspired by his will to overthrow the current political or social order. They do not replace the forces of authority they overthrow but instead they substitute the existing social order for the horror and anarchy of the Crawling Chaos.

The Shadow Pharaoh's clandestine forces operate in effect like an organized crime family focused on fomenting nihilism and destruction. Some disenfranchised individuals may begin by joining the Shadow Pharaoh's cult in the hopes of disrupting a corrupt social order or to bring about a the dawn of a new age. Over time, however, they sink into madness and hatred, and their original goals are subsumed in the devastation his worship unleashes.

The Shadow Pharaoh typically provides these benefits to his followers:

- **Contagious Madness:** With a ceremony, the Shadow Pharaoh can infect his cultists and an audience with a type of frenzied lust for destruction. This effect creates a dangerous mob that contaminates other people as they draw near, spreading their insanity and vandalism wide. Entire cities can be destroyed in the process. This particular result of the Shadow Pharaoh's cult requires a sort of critical mass, as well as the Shadow Pharaoh's physical presence during the frantic demolition process. When the Pharaoh leaves, those who were once his militant foes come to their senses, usually horrified by what they have wrought. Inevitably, some few among them exult in secret and find themselves hoping for more of the same. These the cult seeks out to refresh its numbers.
- **One-time adjunct spells:** By signing his dread contract, the Pharaoh's most loyal cultists gain a spell (regardless of any spellcasting ability or lack thereof) which they can use one time only to serve his ends (whether intentionally or not). Cultists so blessed must summon the Shadow Pharaoh again and do his bidding before they can receive another spell.
- **Secret knowledge:** The Shadow Pharaoh knows the weaknesses and dark hidden things of those whom his forces would wish to destroy. With this knowledge, they can expose the failings of





the high-born, undermine important religious or social leaders, or blackmail the mighty.

The Black Man

Nyarlathotep can choose to take the form of an ordinary human with flesh, eyes, teeth, and nails of blackest pitch. In this form, he presides at the meetings of witches and wizards that worship him. The Black Man has no true cult in the sense of an organization, but his awakened followers occasionally work together to learn spells and secrets from the god.

The Bloated Woman

In this form, Nyarlathotep eschews cult worship in favor of a small group of devoted followers. They are secretive and operate outside normal society, in a somewhat similar fashion to the more cerebral followers of the Shadow Pharaoh, but the Bloated Woman's followers are emotional, instinctive, and radical.

- **Berserker Frenzy:** Cultists are unable to resist the Bloated Woman's every whim and madly seek out her favor. They will do anything to be once more permitted into her presence, and so are the most loyal of fanatics. When prevented from serving her, they fly into mad rages.
- **Contagious Madness:** The Bloated Woman's contagious madness is similar to that brought about by the Shadow Pharaoh, except that the mob tends to be more focused on killing people en masse, rather than vandalizing structures. The Bloated Woman herself presides over the destruction.

The Haunter of the Dark

In this form, Nyarlathotep can only exist in the absence of light, so he typically makes his appearance in underground caverns or windowless structures. As the Haunter of the Dark, he creates cults which are (at least on the surface) respectable religions. They may have structures built right in the middle of cities, where all can see them, and present the semblance of legitimate faith whilst hiding their true nature. Most of the rituals and services do not invoke the Haunter directly but instead focus upon its emblem: a *Shining Trapezohedron* (page 169). Even the trapezohedron need not be physically exposed to the congregation's eyes. It can be kept inside a container or a statue, and thus even many of the actual cultists are deceived as to the true nature of their faith.

The Haunter likes to prey physically upon his own cultists, to keep them from straying or simply as a terrifying surprise for them. This partially sates Nyarlathotep's need not only for devastation but also for human madness and terror.

The Haunter offers a significant and ruthless benefit for his cultists.

- **The Haunter Strikes:** On moonless nights, the priests can send forth the Haunter to destroy those who oppose them. When used to find information about a victim of the Haunter, divination spells and even direct communion with one's god are limited by the Haunter's power. Anyone trying to find out what caused a person's death can only learn that it was the Haunter of the Dark, but not who sent forth the Haunter or for what reason it was done. Nyarlathotep's power absorbs any other attempts to uncover the nature of his cult. He can even block *wishes* and other powerful means of discovery. Cultists thus have a useful means of murder at a distance, which cannot readily be traced back to them.



Cthulhu Cult

The sole purpose of a Cthulhu cult is reverence for—and service to—Great Cthulhu and his siblings. Their goal is to provide sacrifices for abyssal monsters, keep the cult secret by murdering nosy outsiders, and ultimately to awaken Cthulhu when his time inevitably comes.

Cultists believe that after Cthulhu rises—when he will roam wild across the world—they will be free to consume, kill, and take pleasure as they please along with him. This is his promise. Naturally, his cult attracts the vilest of individuals.

Cthulhu's cult is almost exclusively coastal, or among those who live on ships. Those who are land-locked cannot easily access the wealth that Cthulhu offers, so typically they follow other Great Old Ones.

The cult of Cthulhu has three main categories of members:

Humanoids: Normal humanoids who worship Cthulhu form the vast bulk of the cult, seeking two distinct rewards. First, they are promised that when Cthulhu comes to clear the world, they will be free to engage in indiscriminate violence, as described above. Second, they gain deep-sea bounty and wealth via contact with abyssal horrors. This wealth often takes the form of valuable objects (statuettes or jewelry) made of gold or silver that mysteriously appear in their fishing nets.

Tainted Hybrids: If the deep ones are in an area, they almost always organize as a cult of Dagon (a subset of Cthulhu followers). Humans in such a cult who interbreed with the deep ones produce hybrid offspring who start out looking human but over the years degenerate into the full deep one form. The promise for the humans is that their children will be immortal, while the promise for the hybrids is that they will one day join deep one society. And of course, once the entire community is composed of hybrids—a process that takes only a single generation—their deep one heritage ensures loyalty to the Great Old One's goals.

Deep Ones: The deep ones are not an ancient species and did not interact with the true primordial entities, such as the yithians or elder things. They were created a few thousand years ago by the starspawn, Cthulhu's own race, who sought to form a species which could communicate with, monitor, and if need be, wipe out humanity or the other surface folk. The deep ones possess the same physical realities as a normal species: bones, digestion, a need to breathe, and so forth. Where they diverge is in their ability to cross-breed with other vertebrate species that should be completely incompatible from an evolutionary perspective. The deep ones are absolutely loyal to Cthulhu and work to advance his aims whenever possible.

Cthulhu Cult Gifts

- **Abyssal Horrors:** Starspawn recognize and work with human cultists. Usually, the starspawn is in charge, but occasionally Cthulhu sets things up the other way around for unknown reasons.
- **Blessed of Cthulhu:** Certain special cultists are given the mark of Cthulhu. This generally means that part of the cultist's body is transformed into one or more worm-like tentacles. For instance, a blessed one might have an eye replaced with a tendril or their hand might become a cluster of writhing worm-like protrusions. Other possibilities include a circlet of tentacles on the chest or a forest of them in place of hair. Typically, the transformed part of the body—the mark—is kept hidden by the cultist except during special ceremonies. This transformation bestows no



special abilities, but it does give the cultist special benefits in dealing with Cthulhu and his minions.

- **Dreams:** Cultists are able to get special instructions and information from Cthulhu via dream telepathy.
- **Shoggoth-twsha:** Certain deep ones are appointed to become shoggoth-twshas, specialists who are able to control shoggoths. The shoggoth-handlers do so with a small amount of enchanted tissue of their personal shoggoth, which they carry with them at all times (see TWSHA on page 147). Each shoggoth-twsha has one particular shoggoth. These individuals are, naturally enough, guarded by the cult, because their death leads to a dangerously uncontrolled shoggoth. Usually, only deep ones gain this bleesing, but very rarely, a human might be granted a shoggoth to control, such as if the creature is needed far inland where deep ones prefer not to tread.
- **Y'ha-Nthlei:** Human cultists know how to contact the deep ones off almost any coast, generally using the ritual *contact deep ones* (page 135).
- **Treasures:** Cultists can generally access *chains of the deep*, *idols of Cthulhu*, *starstones of Mnar*, *tiaras of Mnar*, and yithian lightning guns.



Azathoth Cult

No one in their right mind ever wants Azathoth to come to their world, as such a calamity would lead to nothing but destruction. Also, Azathoth itself is blind, idiotic, and incapable of caring about any kind of worship process, let alone responding to it. Azathoth is essentially the bleak, impersonal nature of the universe made into awful, living reality.

Those who want Azathoth's favor typically go about it by worshiping the Crawling Chaos instead. But there exist occasional outbreaks of those who worship Azathoth directly, despite the lack of obvious benefits. Perhaps a servitor of the Outer Gods (see page 371) orchestrated the irrational worship or perhaps a mortal found a secret she should not have seen, but it only takes one spark for the madness of Azathoth to begin to spread.

The cult of Azathoth, by definition, is composed of lunatics, and will usually call attention to itself eventually. Awareness of Azathoth that spreads too far starts to contaminate people. Madwomen begin to dance frantically in the street. Lunatics shriek and gnash their teeth. Those already insane start to focus their madness on Azathoth and the uncaring, hostile universe around them. This sudden outbreak of contagious madness in a region may come as the result of one of the Crawling Chaos's plots reaching fruition or of Azathoth being summoned to the area and staying too long. It has no understandable purpose other than its own propagation: insanity for its own sake.

Other Mythos cults have insane individuals in their service, but they usually make an effort to conceal their madness, either by caution or isolation. In an epidemic of Azathoth worship, those affected make no effort to hide their growing psychosis. They may believe they are someone else and loudly proclaim their true identity, experience severe mood swings of mania and stark depression, or descend into dementia, violence, or paranoia. They frequently see visions and hear voices, sometimes real, but other times just from their own minds. Regardless of its apparent form, their lunacy is also channeled into service of the Blind Idiot God.

Usually, the spread of the Azathoth cult burns itself out, typically when the authorities wipe out its members, but it can cause great damage during its duration. If the cultists manage to awaken Azathoth, and bring it into dire reality in our dimension, it can ravage entire lands or even continents. In the worst-case scenario, a whole solar system can be destroyed by an uncontrolled spread of Azathothic knowledge.

Azathoth Cult Gifts

- **Manifest Lunacy**: Each worshipper's madness is amplified and strengthened by Azathoth. For example, a cultist with multiple personalities that generally manifest only as different voices or occasional dissociative episodes might have each personality become a distinct person (via illusory or shapechanging magic), wearing unique costumes and having their own separate class levels. If a cultist hallucinates voices, those voices become actual physical entities that can take action (at least similar to unseen servants but potentially as servitors of the Outer Gods; see page 371). If a cultist is withdrawn and comatose, she becomes rock-like and impossible to harm or otherwise stimulate (as iron body). Each case is unique and profoundly unsettling.
- **Treasures**: Cultists can generally access Abhoth slime, gates, and flutes of the servitors.

Opener of the Way Cult

The Opener's followers are typically lone sorcerers, wizards, or other outcasts who seek Yog-Sothoth's power and knowledge. They walk a reckless path, as the Opener wants them to help him return to the world, which is likely to destroy everything mortal. They view their role as support for the Opener and his minions: the god itself is supposed to do the greatest tasks while his worshipers merely assist.

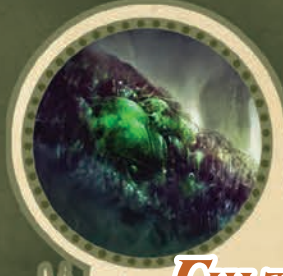
Generally, followers of the Opener owe him their loyalty out of carnal obsession and/or familial obligation. Yog-Sothoth often breeds with them directly or with their descendants, producing outer mutants, abominations, or spawn. Thus, the follower's descendants can inherit the world.

At times, a group of like-minded spellcasters may band together under Yog-Sothoth's guidance for a short time, but the Opener's worship more often produces a wider, looser fraternity. Such a far-flung network involves wizards in several places, all working together, who maintain contact through periodic travel, sending of familiars, or spells. Joseph Curwen leads such a loose-knit group in Lovecraft's *The Case of Charles Dexter Ward*.

More importantly, Yog-Sothoth is a widely known entity among those who study the arcane, so wizards almost everywhere can access his powers, summon him or his servants (by mistake or otherwise), and try to tap into the arcane influence he commands. Thus, while Yog-Sothoth does not have a tight or strict organization, he is respected, feared, and spoken of among other Mythos cults. Thus, it is possible for almost any cult's members to access Yog-Sothoth's eldritch powers and summon his monsters. The Opener's purpose is always the same and quite direct—to expand his influence and enter the world.

Opener Cult Gifts

- **Channel Power:** Many of the Opener's worshippers have great mystical might but lack physical strength. They can channel mystical power into their own bodies in order to gain physical strength and prowess when fighting. They favor the Arcane Strike feat and the spell *ferox* (page 116).
- **Immortality:** The Opener can greatly extend the life of his worshippers, though there is always a cost. Always. *The Case of Charles Dexter Ward* contains one such cost: the horrific demise of one's descendants to allow for self-resurrection.
- **Summoning:** The Opener can be brought physically (at least in part) to the mortal realm, where he can carry out his will, including the creation of outer mutants, abominations, and spawn (page 358–page 364).
- **They Break Through:** Yog-Sothoth's followers are more easily able to create gates to other places, or portals through which the Old Ones can come. In addition, the gates they create can often access times or realms unavailable to other cults. Followers of the Opener often take the ritualist wizard archetype (page 68) and have an easier time procuring obscure focuses for *plane shift*.
- **Time and Space:** When a cultist of the Opener is traveling through space or time via magic or technology, the Opener can act as a guide so no error is made, and they arrive where they intend.
- **Treasures:** Cultists can usually access Abhoth slime, gates, Plutonian drugs, space mead, and *silver keys*.



Cult of the Sleeper

Tsathoggua is keenly interested in worshippers because he is always hungry for sacrifice. His cult follows the same natural cycle in almost every case (see below). All the stages of the cult may be present simultaneously on a world or continent, but in any one region or nation, only one stage manifests at a time.

At all times and at all stages, the primary function of the cult is to keep Tsathoggua fed so that he continues to reward his worshippers. Unlike other Mythos cultists, cultists of the Sleeper are often sane and rational, if callously so. Tsathoggua places no premium on madness or destruction for its own sake, and thus his cult can operate in an ordered society—at least for a while.

Sleeper Cult Beginnings

Initially, only a few unlucky individuals in any given region know about Tsathoggua. The Great Old One may make personal appearances or his formless spawn may contact likely individuals. These people begin worshiping Tsathoggua and start organizing services for fellow cultists. Tsathoggua's cult at this early stage often seems more or less harmless. Only animals (dogs, cows, etc.) are sacrificed to their foul deity, and the obvious benefits of the cult make it seem attractive, at least to those of a low moral nature.

At this stage, the cult may be limited to a particular clan, race, or guild, but it always looks to expand. The cult is not an exclusionary organization and welcomes outsiders as adherents.

The Rise of the Sleeper Cult

Eventually, the Cult of the Sleeper becomes large and forms a proper church. At this point it is grouped into congregations, each of which has formal worship services, one or more temples, and an organized hierarchy with initiates, acolytes, and priests. These congregations work together as groups to capture and provide victims for the awakening of Tsathoggua. When possible, they attempt to bring their cult to a position of importance in their land.

At this stage, the cult is strong and bold enough to begin kidnapping humans and other intelligent victims to sacrifice to their god. The benefits they receive from this are obvious, even to outsiders, and the cult continues to grow. Typically, the cult still attempts to keep the sacrificial nature and true purpose of the religion at least somewhat hidden.

Downfall of the Sleeper Cult

Unless the cult is able to achieve a stranglehold on an entire nation, eventually its prominence leads to disaster. The vile practices, kidnappings, and murders of the cult, as well as its dealings with hideous formless spawn and other monsters (such as serpent folk), lead the forces of law and order to strike back and try to suppress the Sleeper.

Even if the Sleeper Cult does manage to gain support in high places (for example, by converting a nation's king or vizier to its number), this can lead to a mass revolt against the horrors it perpetrates. The natural response to the Sleeper is a call for its official ban or even a pogrom against the cult. Sleeper worshippers go into hiding or engage in pitched battles with the authorities. Usually the Sleeper Cult is exposed before it has grown too powerful to be stopped, and thus it is eventually doomed to widespread destruction.

But even then it is not gone.

The Sleeper in Secret

A few cultists almost always remain, often the most intelligent and potent. They carry on the lore and the legend of their god. Even if most of the cult dies out,

lone individuals sometimes find out about and choose to serve the Sleeper.

These few isolated cultists must function within an overall society in which worship of the Sleeper has been banned. But they still remember the purpose of their god—and, even in secret, kidnap people to provide victims for Tsathoggua.

The Sleeper Forgotten

Ultimately, the memory of the Sleeper Cult's crimes fades into history and society as a whole forgets the danger the cult poses or even its name. The cycle begins anew with small bands of cultists, just as at first.

Sleeper Cult Gifts

- **Ancient Sorcery:** Tsathoggua's connections enable cultists to learn obscure or rare spells directly from him without the need of texts or magical research.
- **Cursed Slumber:** A cultist can call upon the power of Tsathoggua to enter sleep without interruption for weeks, days, or months. During this time, the cultist needs no sustenance. This can be useful to hide for prolonged periods, which is particularly helpful during a time of suppression.
- **Energy Nexus:** Tsathoggua's powers of precognition will warn a cultist before something terrible happens, either personally or to the cult, often through an item such as a *ring of Eibon* (page 167) or a spell such as *divination*, *foresight*, or *temporal energy nexus* (page 123).
- **Items and Lore:** Church-based cultists always maintain a temple, which contains either a magic portal leading to Tsathoggua, or else a special statue through which the god can manifest. In return for their service, Tsathoggua, when he manifests, grants them knowledge of minor magic spells or limited-use magic items, including temporary versions of permanent items that last only until it is time to feed again.
- **Treasures:** Cultists usually have access to clithni, gates, formless spawn, and *rings of Eibon*.





Windwalker Cult

Those who worship Ithaqua the Windwalker know that their ultimate fate is likely to become a wendigo—a cannibalistic monster that moves with the wind. The Windwalker attracts mostly wild folk, trappers, or other explorers who dwell in the polar regions and form unsophisticated but brutal and murderous cults. In a very real sense, worship of the Windwalker is not a choice, but a logical consequence of his followers' increasing blood lust and ferocity.

Typically, such a cult cannot coexist with an agrarian civilization, though raiders or nomads sworn to the Windwalker often maintain a high standard of living parasitically by preying on others. They pillage and loot more stable cities or lands, taking what they will and destroying the rest.

When the Windwalker's cult reaches a certain critical mass, it begins to spread as a plague, and waves of frantic cultists hurl themselves against entire nation-states, destroying them, and moving on as their thirst for plunder and destruction requires.

The Windwalker cult starts out small and grows through three stages until it reaches a bloody crescendo of cannibalistic carnage.

The Loneliest Cultist

In the beginning, Ithaqua is merely a horrendous monster. He preys on individuals, driving them mad until they begin to eat the flesh of their own kind and one day turn into wendigos. Over time these cannibalistic criminals may grow to sufficient numbers to reach the next level of the Windwalker cult.

During this period, the Windwalker primarily acts as the source of some particularly dangerous wilderness predators. He is not determined to craft a cult but merely to give rise to as many wendigos as possible, sowing the seeds of madness and destruction.

The Robber Band

Eventually, enough would-be wendigos and their allies create an organization of criminals to prey on others. At first, they may only strike at outlying homes or small groups of wanderers, then eventually escalate their campaign to attacking small settlements. They may participate in piracy.

At this point, Windwalker cultists often come in contact with a gnoph-keh, and some of their number are well on the path toward becoming wendigos. All are inspired by Ithaqua's personality and look forward to his increasingly common visits to the mortal realm. By this time, they can present as organized opponents to a whole band of adventurers. They may even have a home base from which to operate.

The Ice Crusades

As multiple rapacious bands join together and Ithaqua's influence spreads, eventually whole tribes may fall under his sway, and in the end, Ithaqua's awful army goes on the march. The winter winds howl and the snow blasts as the Great Old One and his minions descend upon the rest of the world in the fury of total war. Heedless of the outcome, they throw themselves with unholy abandon at the forces of rationality, civilization, and learning, desiring only to rend and devour flesh.

Windwalker Cult Gifts

- **The Lesser Transformation:** The cultist begins the process of becoming a wendigo (page 396). Killing and eating more victims allows for the completion of the transformation.
- **The Greater Transformation**: Rare and difficult, this gift begins the process of turning a wendigo into a windwalker wendigo (page 398). This

process is harder than the transformation into a wendigo, but the end result is far more terrifying.

- **True Ferox:** The Windwalker's cultist becomes savage and deadly, toughening skin into natural armor, fingernails into claws, and teeth into fangs. The cultist gains the advanced creature simple template and 2 claws and a bite attack.
- **Cannibalistic Healing:** Eating dead humanoids heals a cultist more quickly. Cultists often gain the combat feast rage power (page 55).
- **Howling Wind:** Cultists of the Windwalker favor the terrifying howl barbarian rage power.
- **Frozen Flesh:** Cultists of the Windwalker never suffer harm from exposure or harm from cold weather.
- **Treasures:** Cultists often have access to *disks of the Hyades* and mist projectors taken from mi-go.











Yellow Sign Cult

Cultists of the Yellow Sign tend to have an artistic temperament, and to view their horrible master, the King in Yellow, as the ultimate performance artist. They see the destruction and havoc he wreaks as a great display, and in a sense, they are absolutely correct. Of course, only the cultists are fully able to appreciate the king's creativity.

Many Yellow Sign cultists are cunningly insane: deceptively refined serial killers and urbane sociopaths. Often they only "realize" that they are devoted to the Yellow Sign after years of compulsive cruelty, often in the name of art.

The Yellow Sign gives cultists free rein to their whims while the cult provides aid for their goals and machinations.

The King in Yellow is among the most accessible of all the Great Old Ones, and his cultists enjoy a great deal of his personal patronage. Wise beyond belief and unusually attentive to his followers, the King in Yellow appears periodically at cult services or the doorsteps of those who believe in him, ready to dispense gifts or knowledge. He might leave a single pot of paint with a cultist or group, that they might create the perfect color for their mural. He might instead leave a small razor, for use in carving away the body feature that prevents their loved one's physical perfection.

Exploiting their madness, the King in Yellow often communicates with cultists in ways undetectable to sane individuals. For example, a cultist might derive meaning from a random phrase overheard on the street, from the direction that a bird flies overhead, or from the distorted shape of a tree's shadow in the late afternoon. Or perhaps what the cultist interprets *becomes* the King's intent. It's hard to say because to a follower of the King in Yellow, madness, reality, and art become one.

The King's unholy text is also a play, simply entitled *The King in Yellow* (page 158). Either reading the play or watching it performed can lead to madness and worship of the King. Those aware of the danger it poses are constantly at risk of being exposed to the Yellow Sign and being magically compelled to serve the King in Yellow, since it is easy to create and innocuous to the uninitiated.

Organization

The Yellow Sign is not as tightly-organized as many cults. Cultists occasionally meet in groups for activities other than worship, as signaled to them through the King's insane mental dramas. For instance, a cultist might realize that his cat's persistent meowing for food is a call from the King, while another might hear the summons by looking closely at the pattern formed by wine she accidentally spilled.

The Yellow Sign does not have persistent cult leaders. When they meet, regardless of how they came together this time or originally, one of them naturally takes the lead. This may be a different cultist each time. Usually, the person who takes over is the one most suited for the task at hand. For instance, if they need to capture a yithian-possessed person and torture him for information, a cultist who has a deep sadistic nature might become the leader. If they have to organize a performance of the King's play, the most artistically-inclined might take over instead.

Because of the King in Yellow's foreknowledge, he can send his cultists to seek out and extract wisdom from other beings. For example, they make a regular practice of hunting down those possessed by the great race of yith and also round up non-humanoids for creative torture. Even ghouls and deep ones fear being taken by the Yellow Sign's cult, whose ingenuity and extravagance in causing pain is beyond compare.



Yellow Sign Cult Gifts

- **Commune with the King:** The King himself, at his pleasure, can give the cultists information, useful items, or direction. Usually, this is not in person, but one might, for example, recognize the King's handiwork in something scrawled on a wall.
- **Desecration:** Creative atrocities can cause the King in Yellow to manifest and bless cultists and their activities.
- **Passion:** When cultists focus on something (spellcasting, an *objet d'art*, a dance, or the like), their concentration often consumes them. They favor the Mad Passion feat (page 77).
- **The Pallid Mask:** A cultist can become an avatar of the King in Yellow (page 254) by wearing *the Pallid Mask*. After an avatar has departed or been destroyed, a *lesser pallid mask* (page 168) remains behind.
- **Third Eye:** Cultists are able to see other realms more easily than others, either in divinely-granted glimpses or by way of the Third Eye Masterpiece bardic masterpiece (page 58), and only their madness helps them comprehend what they see. This also tends to make Yellow Sign cultists take actions that seem even more bizarre and crazy to those who only exist in the normal plane of existence.
- **Treasures:** Cultists often have access to clithni, the *lamp of Alhazred*, pigments from Yuggoth, selenine, and wine of Pnoth.



Lesser Cults

Many of the Elder Beings not noted above have cults, though they are rarer and less powerful, but not necessarily less dangerous.

Abhoth

Abhoth is not known to have traditional mortal worshippers such as humans, and the filth it spawns are in no way devoted to their maker. However, the twin blasphemies Nug and Yeb, of which little is known, occasionally lead cults of monsters that worship Abhoth. Normally subterranean, these monstrous cults focus primarily on using and abusing the filth. They abuse rather than worship Abhoth's spawn, including sacrifice and consumption, gruesome rituals, and horrible experiments. Often these cults attempt to draw portions of Abhoth into subterranean lairs in their own regions where its body does not already abide.

Atlach-Nacha

A proper cult of Atlach-Nacha is a rare thing, as the Great Old One knows only two drives: to eat and to spin the Forever Web. Organizations that follow Atlach-Nacha may support these desires—providing convenient prey in the form of sacrifices and largely getting out of the way of Atlach-Nacha's spinning—but their purpose is usually the acquisition of lore and hidden knowledge.

Sages and magicians may study the web to learn arcane dimensional secrets or spells hidden in the pattern. In tracing its paths and connections, students can use the web to travel more easily between locations and to other dimensions. They may seek to speak personally with Atlach-Nacha to learn deeper secrets, in which case they are sure to bring along a live meal for him. As Atlach-Nacha does not enjoy distractions, the length of the conversation is exactly as long as it takes the Great Old One to consume the offered meal. A cultist who calls upon Atlach-Nacha without a prepared meal usually becomes one.

The cult is far from harmless, particularly if it focuses specifically on helping its master complete the Forever Web. Atlach-Nacha spins the web at locations across the universe: once it is "complete" on a particular region or planet, that location collapses into a singularity, destroying it utterly. Various cult sects attempt to divert or manipulate Atlach-Nacha's path such that he completes the web as an act of mass destruction against an enemy or an entire world. The sect will defend key vulnerable portions of the web to prevent their own destruction—at least until they have also destroyed their enemies. They may also seek to use the remnant of a destroyed world for their own purposes, possibly contrary to Atlach-Nacha's intentions.

Atlach-Nacha sometimes gifts his venom to his servants (see page 145).

Bokrug

Since the extermination of the beings of Ib, Bokrug's worship has been much reduced. While some deep ones and gnorri may worship him with fervor, other races worship him only to prevent his wrath.

In areas where land-dwelling races have taken over swamps, river deltas, or seashore regions from aquatic races, the conquerors may unfortunately find that the defeated foe worshipped Bokrug, and the cessation of their placating worship serves to enrage the Great Old One. In these cases, they must constantly atone for their sins to avert destruction, persuading Bokrug that their worship is a suitable replacement for that of their predecessors.

Aquatic races who serve Bokrug wield his power against their enemies to ruin roads and break cities. Ultimately with Bokrug's aid, they can completely

revert enemy lands to their wild primordial state. Bokrug's servants are given *Bokrug eggs* (see page 163) to call forth ghosts of Ib when Bokrug does not deign to make a personal appearance.

Byatis

Cults of Byatis provide it with sacrifices so that it can grow, and in return, Byatis may provide worshippers with spells or wisdom. They may also have as their goal access to other Great Old Ones or Outer Gods through the gates that Byatis will create once sufficiently nourished. Because places where Byatis has been summoned suffer from his amnesia-inducing power, cults that retain knowledge of what they worship necessarily dwell some distance away, and must periodically make pilgrimages to worship and interact with their god. However, this is in part a boon: enemies who follow pilgrims on this journey soon come under the mental influence of Byatis, forgetting their mission and purpose and often being drawn down to its lair as a meal.

Some cults that grow around Byatis actually live in its vicinity, generally led by a powerful magician who may have first summoned it there. In these cases, the magician is inevitably overcome by Byatis's influence and eaten. When this occurs, the general membership of the cult will eventually forget exactly what it worships or why its members feel compelled to offer it sacrifice. They may even let Byatis loose on the neighboring countryside periodically. Visitors and adventurers may thus sincerely be told that the dark being that dwells in yonder dungeon is a dragon, demonic monster, or some other creature—anything but Byatis. None know the truth, even those who worship the Great Old One itself.

Chaugnar Faugn

Cults of Chaugnar Faugn must first create a statue of their deity from expensive materials with masterwork craftsmanship and potent enchantments. The massive effort and lavish resources invested in this process often attract attention, which can lead to the destruction of the cult then and there. Assuming the cult is able to deflect suspicion, they complete the idol and summon Chaugnar Faugn itself. The Great Old One generally lingers so long as the cult plies him continuously with sacrifices and power, though eventually he becomes sated and departs. For this reason, cults may produce multiple statues from which they can summon the Great Old One, so that they need never risk being without direct access to the god.

Chaugnar Faugn is primarily worshipped by his own creations, such as the amphibious monstrous race of miri nigri, as well as by the Tcho-Tcho, whose development he guided. Like other Great Old Ones, Chaugnar Faugn knows vast numbers of secret spells and possesses great wisdom and knowledge. He is happy to impart these things to devoted cultists. He also has a predilection for using his proboscis to alter the flesh of creatures, especially worshippers. For example, he may reshape a cultist or several cultists together into his own image. Chaugnar Faugn also creates new creatures by taking apart or combining existing ones. These sculpting actions always seem intended to improve or uplift the physical form of his chosen canvas, at least in his own alien eyes.

Cthugha

Cthugha is not itself a permanent entity, but a collective of millions of fire vampires, making it an unusual object of worship. The fire vampires do, however, have a use for mortals, in that—with the proper ritual preparation and ordination—the souls of humans and other mortal races can add to the collective's power as though they were themselves fire vampires.

The number of the immortal fire vampires is limited, and the greatest height they can reach without external



support is the formation of Cthugha. However, when cultists are added to the equation, greater collectives can be realized. The goal of these cults is to form such a stage beyond that of Cthugha: a supernova that can destroy entire worlds. There are stages even beyond this, which can potentially cause a massive explosion so powerful it can birth entire universes. Some sages believe this is how our own reality came to be, at the dawn of creation.

Mortal worshippers of Cthugha are sophisticated and, in their own odd way, high-minded and forward-looking. They believe it inevitable that the natural and supernatural forces of death, darkness, and cold will someday overtake all existence. In replicating the unimaginably powerful event that they believe birthed the universe by forming a mega-Cthugha, they hope to reset this course and lengthen the life of the universe. Gathering enough souls dedicated to such a cause may require populations larger than a single world, perhaps requiring an entire star system of worshippers bonding with fire vampires in a great collective ritual. Then and only then, the cult of Cthugha can bring about the death of this universe and the birth of a new one.

Father Dagon and Mother Hydra

All deep ones honor and follow Father Dagon, and they form cults such as the Esoteric Order of Dagon to force their human followers and hybrid spawn to worship him. This worship strengthens him and empowers his supernatural abilities. A major purpose of the cult is to carry out the military, political, and religious functions of deep one society.

Less well known to non-deep ones (even among their land-dwelling allies and hybrid children) is their servitude to Mother Hydra. As with Father Dagon, the deep ones do not truly worship her but pay her homage as the one in charge of continued development of the species. Deep ones sworn to Mother Hydra may be mutated or keep deep-sea monsters as pets.

Ghatanothoa

Cultists of Ghatanothoa primarily work to appease their dread deity so that it does not issue forth from its fiery lair and destroy those who live in the volcano's vicinity. Ghatanothoa prefers live sentient creatures for sacrifices for this purpose. Unlike most Mythos cults, this one serves a useful purpose and its priests see worship as a civic duty. The cult estimates the number of sacrifices required each year to stay the god's wrath, works with political and military leaders to ensure a sufficient number are obtained, and carries out the necessary rituals. For example, the local general captures as many war prisoners as possible by raiding, and then the priests hold lotteries among their own people to determine who will be sacrificed to make up the remainder.

One might think it madness that people dare to reside so near to Ghatanothoa's volcano, but the constant mixture of lava and ash makes the soil of the surrounding countryside fertile and lush. The cult can also beseech Ghatanothoa to project gnarled roots or otherwise shift the nearby land, such as to neutralize an invading army. Also, those aware of the curse of Ghatanothoa's presence in lands where it is worshipped rarely have an interest in raiding or otherwise directly interfering with the people there.

The cult has spread at times to other lands, geographically far from Ghatanothoa's volcano itself. These cults are heinous groups, often led by a lich or demi-lich mummified by Ghatanothoa, which use the god to further their own ends. In their rituals, they open a magical portal to the distant volcano's interior that they might reveal Ghatanothoa and deliver sacrifices, in return for which their god extends

rootlets of itself through numerous portals to attack and torment the cult's foes. Additionally, constantly viewing the Great Old One and invoking its presence allows its mummified spellcasting worshippers to form accurate illusions of it as needed to aid in terrifying and destroying enemies.

Nyogtha

Cults to Nyogtha worship it as the inverse of existence. Studying and learning from it reveals to devotees the nature of pure negation or anti-creation. They may seek oblivion for themselves, their entire world, or all of creation. Worshippers frequently become undead in their journey of faith, though even the negative energy of undeath does not approach the horrible infinite nothingness of the Thing that Should Not Be.

Since Nyogtha tends to dwell in darkness and the vast emptiness of subterranean caverns are reminiscent of its nature, cults worship it at entrances to the underworld. In some cases, the living worship under the sun beside a shrine and the undead cultists worship in the dark beneath the same shrine.

Tulzscha

Cults of the Green Flame seek all manner of eldritch knowledge and the secrets of the Outer Gods, with whom Tulzscha dwells at the center of existence. They accomplish this primarily by summoning an avatar and gazing into its light. Tulzscha may reveal specific secrets, driving its worshippers to take a particular course of action, such as seeking out enigmatic tomes so their secrets can be revealed in Tulzscha's light; illuminating pathways of travel through time and space; or manipulating them into unwittingly summoning Azathoth the Daemon Sultan itself.

Cults may also weaponize their god by summoning Tulzscha in areas occupied by their enemies, where all of a foe's secrets will be exposed and the people be driven mad by the sight of the Outer God. Indeed, cults love to summon the god as frequently as possible, as it protects them, exposes enemy agents, and provides an inexhaustible amount of knowledge and magic.

Yig

The father of serpents is worshipped primarily in those lands abundant in venomous snakes. Even there, the worship he receives is usually mere propitiation to avert his wrath during seasons in which snakes are most active and breeding. Yig jealously seeks vengeance against any who slay a snake in areas he rules. Usually, the wrongdoer is slain quickly by a messenger of Yig, but sometimes the god takes his revenge by cursing the offender or its future offspring to transform into reptilian mutants, which are sometimes pitiful, and other times robustly monstrous.

Some peoples, after years devoted to preventing Yig's wrath, convert completely to worshipping him as their primary god. In time, Yig rewards them such that they can be counted among his own children. First, they become immune to the venom of the snakes their nation once feared and loathed, which are now their siblings. Next, they may obtain magic and spells from Yig, usually related to poisons, snakes, shapeshifting, and curses. Ultimately, after these blessings, the people mystically mutates and degenerates into a sort of snake-like hybrid race, and may eventually become unintelligent venomous snakes, slithering amidst the fallen wreckage of their civilization. This degeneration can happen surprisingly quickly—in only one or two generations after the folk have fully devoted themselves to Yig.

Cultists of Yig often use serpentfolk alchemy to produce metamorphic venom.



Tcho-Tcho Culture

The Tcho-Tcho are an unusual subset of humans, whose long separation from others of their race has resulted in a subtly different evolutionary pathway. They rarely intermarry with outside folk—human or otherwise—and do not engage in many friendly transactions with other cultures (a Tcho-Tcho merchant is rare, for example). The Tcho-Tcho as a group tend to share some physical traits, but most fall within the human range. They tend to be small in stature and heavily pitted with acne scars. Almost all Tcho-Tcho file their teeth, which tend to be slightly larger than the norm. Their hair, skin tone, and other physical features resemble those of the humans they split off from; the most well-known group has black hair and light brown skin.

Tcho-Tcho Technology

The Tcho-Tcho are not master metalworkers nor builders. Instead, they are highly knowledgeable about the ways of the Mythos, as well as biological and otherworldly science. Their leaders are able to produce cancerous growths, deadly plagues, parasites with horrendous abilities, and magical infections. This is their true power.

Tcho-Tcho devices include the assassin's teapot and Tcho-Tcho oculus. More innate modifications generally rely on rituals like the *acid blood curse* or the *secret mouth*. The Tcho-Tcho also know how to manufacture selenine and can even emulate mi-go digestive replacement.

The difference between Tcho-Tcho and average humans exists largely within the brain and the psyche: fundamentally, Tcho-Tcho do not think like other humans. It is hard to tell how much of the difference is cultural, and how much is inherent, but there is clearly a difference. The Tcho-Tcho are far more ruthlessly cunning and heartless than most sentient beings, and almost never make emotional decisions. They have almost no sense of pride: a Tcho-Tcho will happily grovel or crawl before a stronger enemy with no hesitation. The Tcho-Tcho almost never engage in warfare, preferring a longer game. When a stronger group attacks their tribe, they immediately surrender, then promptly begin subverting their conquerors, often by bribing or extorting the enemy leaders. Notably, the Tcho-Tcho never seek revenge for wrongs committed against them. They will certainly destroy their enemies, but it is always coldly-calculated, and they are as likely to bring doom to a neighboring tribe who has never harmed them as to their most hated foe.

The neighbors of the Tcho-Tcho hate and fear them not because of Tcho-Tcho raids or attacks, but due to other forms of duress. Quite commonly, the Tcho-Tcho will send an emissary to a neighbor and demand tribute—often in the form of nubile youths and maidens. Failure to obey results in dreadful retribution in the form of manufactured diseases and other such scourges.

Tcho-Tcho disease vectors are not restricted to sentient beings. If the Tcho-Tcho want to destroy an elf forest, for example, they blight the trees themselves and leave the region a wasteland. If rival groups take over Tcho-Tcho grazing lands, their cattle or goats often end up with hideous growths, start giving poisoned milk, or suffer from other horrific ailments.

Because the Tcho-Tcho never engage in open warfare, most of their weapons are designed for assassination, extortion, and ambushes rather than open battle. To the Tcho-Tcho, a blowgun that fires a deadly spider is more useful than a two-handed axe. Almost all of the Tcho-Tcho weapons are envenomed in some way. They favor poison, disease, and sleep drugs, but they also use hallucinogens, mind-control drugs, and magic potions.

Tcho-Tcho Society

The Tcho-Tcho are organized into tribes. All Tcho-Tcho in a given area belong to the same tribe, and each tribe controls an area that might be as large as a province or as small as a single valley. These tribes are often separated by a considerable distance, though they do send messengers back and forth to maintain communication. The Tcho-Tcho view all their separate tribes in the world as part of the same group, and their people are interchangeable between tribes.

Tcho-Tcho do not mix well with other peoples and they rarely live among them. Some large cities have Tcho-Tcho "ghettos," which are notoriously dangerous.

The alien nature of the Tcho-Tcho mind inverts expectations of their power structure. Their leaders are not the most ambitious and selfish among them (as is often the case among other sentient beings), but instead are the most single-minded, dedicated, and *unselfish* of the Tcho-Tcho. Leaders live to serve the tribe and the Great Old Ones (not necessarily in that order). The leaders are "touched" by the Great Old Ones and Outer Gods and behave accordingly. Tcho-Tcho leaders, though granted amazing powers by biomagical science and the entities the Tcho-Tcho serve, often burn out quickly and live short lives, after which another leader must be selected.

In addition, the Tcho-Tcho can use their biomagical power to enhance their leaders. For example, if they have a need for keen calculation, they may modify their chosen leader's brain size to swell massively. This would cause the leader's brain to protrude, at the expense all other limbs, necessitating that the leader be kept in a tub (or on a throne). Or they may select a Tcho-Tcho to be modified to become astonishingly sexually attractive, intended to be used in seduction of a rival civilization's leaders.

The Tcho-Tcho Okkator (Assassin-Enforcer)

The fact that Tcho-Tcho don't engage in warfare doesn't mean they are incapable of fighting. Quite the reverse, in fact: they have a whole system of unique martial arts. Certain members of the tribe are selected, and trained to be their enforcers, called the Okkator (this word is both plural and singular).

Tcho-Tcho biomagic and alchemy enable truly terrifying modification of the Okkator. They can grow venomous fangs or extra limbs, or develop the ability to spit acidic webs out of their mouths.

The basic Tcho-Tcho "martial art" is primarily based on assassination rather than face-to-face fighting. They are trained to hide for hours motionlessly, only to burst into explosive action when the time is right. They are extraordinarily silent and skilled at climbing and other athletic feats.

A few of the Okkator are modified so that sharp bones protrude from their joints, giving them natural weapons they may enhance. Their joints can all dislocate, enabling them to make amazing surprise attacks (kicking someone by moving their leg up over their shoulder, for instance). Naturally, the assassins feel pain when dislocation occurs, but their training and concentration allow them to overcome this. Such Okkator usually stay inside the tribal lands rather than hiring their services out, as the exposed bone spurs cannot easily be concealed.

All Okkator have a technique of inserting small, razor sharp blades under their skin, then letting their flesh heal over the wounds. Thus, when captured, they always have a hidden knife available somewhere on their body. All that is required is to open the wound and slide out the weapon, which is primarily used



to cut bindings. They rarely use any other weapons, having no need for them.

Almost all Tcho-Tcho Okkator possess a modified bite attack, as well as potent talent and training in its use. They strengthen their jaws with exercise, drugs, and magic until they can bite like a wolf or barracuda. Okkator fighters have long and thick but mobile necks and bulging jaw muscles.

Many Okkator are physically modified to make them harder to grip in battle: their ears are amputated, for instance, as are their noses, often (which can also help with the bite attack). They may have the last joint in each finger removed, to make stabbing with the fingers more powerful. Alternatively, they may have their fingernails artificially grown, hardened, and poisoned for effective claw attacks.

The most dangerous Okkator have their lips removed and their mouths widened to expose a full set of teeth, all of which are sharpened (even the molars). Their jaw muscles naturally have to be modified to accommodate this change. The result is a creature with a shaved head, no ears, no nose, and no lips. The most potent Okkator often looks more like an undead horror than a living assassin.

Naturally, these top-tier Okkator wear masks, not only to conceal their terrifying features but also to keep dirt and grit out of their faces. They only remove their masks to eat, fight, or bathe. Tcho-Tcho killers almost always eat the corpses of their victims, at least in part.



Deep One Culture



The deep ones are an incredibly strange species. Though they live undersea, they are capable of operating on land. They are unusually fecund and can interbreed with other species, producing (eventually) more deep ones rather than hybrids. They are able to grow (or shrink) to different sizes, based on diet. They have their own culture, ancient and independent, yet integrally tied to and invested in humanity and other mortal cultures.

The key to the deep ones' strange nature is that they are an artificial species, created by Great Cthulhu to interact with and possibly supplant humanoids. Although not an ancient race compared to many in the Mythos, their culture is older than those of most humanoids. Physically, they are roughly similar to humanoids (in that they are bilaterally symmetrical and have four limbs), so that they can interact more effectively. They use vocal sounds for speech.

Deep One Life Cycle

The deep ones are able to reproduce with almost any other species of appropriate size. Initially, the resulting young look like the non-deep one parent. Thus, if a deep one mates with a shark, the spawn looks like a shark. If it mates with an elf, the spawn looks like a baby elf.

Over time, as the spawn grows and matures, eventually it will begin to make the transformation into a deep one. In humanoid races, such as orcs, humans, or dwarfs, this starts usually a decade or two after the person reaches physical maturity and takes a significant amount of time to complete. In humans, the hybrids would usually be in their 30s before the metamorphosis begins, and in another decade they resemble deep ones. Psychic or emotional trauma or shock can accelerate or stimulate the change.

The more different the mate is physically from the deep one (particularly in terms of bone structure), the longer the metamorphosis takes. For example, a dolphin may take two or three times as long to complete the change as a human.

Once the deep one change is complete, the entity typically joins the rest of the deep ones beneath the waves. Ideally, the deep ones are aware of their spawn and keep in contact with them, even putting together social constructs to educate and control such individuals (such as the Esoteric Order of Dagon).

Malformation and Error

The transformation process does not always go well. Some hybrids never manage to complete the change

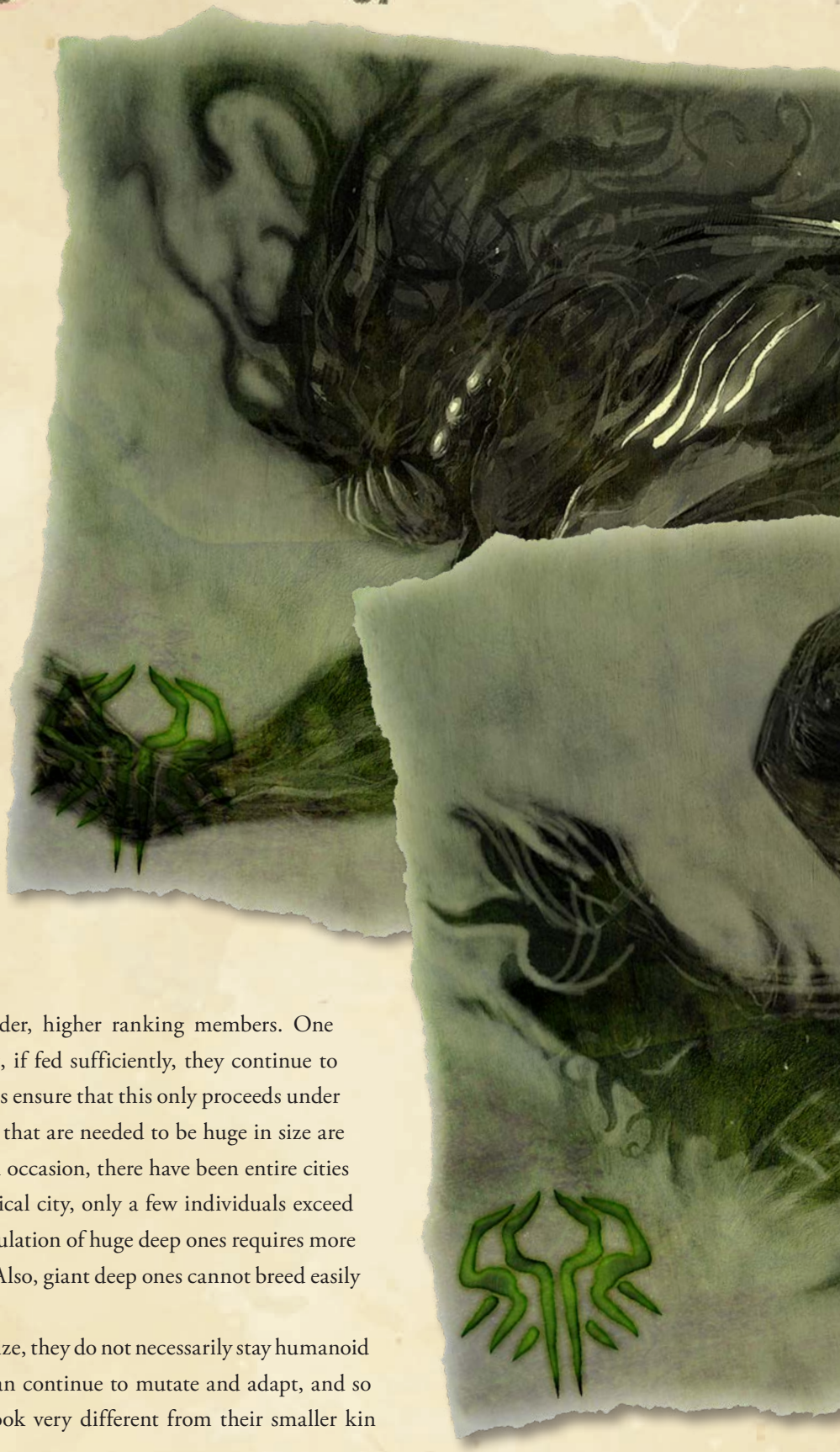


and stall partly into the process. Other genetic errors can occur, and sometimes disease or heredity affects the change for the worse.

These malformed hybrids rarely gain a formal position within the deep one society but instead tend to be hangers-on. The deep ones or more fortunate hybrids sometimes use them as tools or pawns.

Under the Sea

Deep ones are generally one of the most socially and magically sophisticated races of the sea, in their own unsettling way. They typically construct large and complex cities deep under the waves. When these are located near a shore, the local population is often subverted by the deep ones in many ways.



Deep one society is stratified and controlled by its older, higher ranking members. One feature of deep one biology is that, if fed sufficiently, they continue to grow to indefinite size. Their leaders ensure that this only proceeds under their control: only those deep ones that are needed to be huge in size are permitted to grow unhindered. On occasion, there have been entire cities of gigantic deep ones, but in a typical city, only a few individuals exceed the normal size because a large population of huge deep ones requires more food than most cities can support. Also, giant deep ones cannot breed easily with the mortal races.

When deep ones grow to Large size, they do not necessarily stay humanoid in appearance. Their body form can continue to mutate and adapt, and so extremely large individuals may look very different from their smaller kin



(for instance, Dagon and Hydra). The deep ones have great skill in biology and genetics, and thus can often control and direct such growth to suit their nefarious purposes.

Deep ones are also capable of domesticating and using other types of undersea creatures, particularly Mythos beings such as shoggoths.

Interaction

The deep ones maintain constant surveillance and contact with the surface world near their homes. Their ultimate purpose is not their prerogative, but determined by Cthulhu's design. They not only monitor mortal activity for the Great Old One, but may someday be used to supplant the mortal realm.

Their hybridization and inbreeding is one important tool toward that goal, for it allows them to blend in with mortals. The hybrids, of course, knowing they will one day be full deep ones, are fully supportive of the deep ones' goals.

Deep ones are known to have originated many magic items, including the *medallion of Y'ha Nthlei, seal of Hydra, starstone of Mnar*, and *tiara of Mnar*. They also practice a profoundly dangerous method of creating twshas to control shoggoths and proto-shoggoths.



Mythos Entities and Religion

The most consistent quality among Mythos religions is that they are, at their core, materialistic. Cthulhu is worshiped not for his greatness and glory, but because when he returns to power, his worshipers will be able to kill and take joy as they please. The King in Yellow provides his cultists with wisdom and emotions beyond the ken of normal folk. Nyarlathotep inspires endless indulgence and appeals to cultists' greed and base desires.

Nowhere is this more obvious than among the aberrations and outsiders who serve the Great Old Ones and Outer Gods. In almost every case, they worship these powerful entities because they were made to or because they receive specific blessings from them.

Almost all Great Old Ones and Outer Gods are crassly materialistic themselves in terms of the rewards they bestow upon worshipers. No heaven or afterlife is offered, but rather treasure, magical power, and wisdom. Perhaps the Great Old Ones envy more conventional gods, who are served with true love and self-sacrificing service. Who can say?

Deep Ones

As genetic constructs of Cthulhu himself, the deep ones are hard-wired to serve the starspawn. They do not "worship" Cthulhu so much as they are part of the cult's essential infrastructure. The sub-cults of Dagon and Hydra are designed to increase the deep ones' population and "footprint" on the surface world, thus extending Cthulhu's reach by proxy.

Mythos Ghouls

Mythos ghouls owe homage to no deity as a matter of course, but they are happy to participate in ceremonies in exchange for services rendered. For example, the Black Goat Cult frequently includes ghouls as participants in its rites, not just because the ghouls have wisdom beyond normal mortals, but also because many ghouls were former Black Goat cultists who carried their lusts and gluttony too far. Ghouls also provide the added convenience of disposing of the evidence when sacrifices need to be carried out.

The Fungi from Yuggoth

The alien mi-go typically serve Shub-Niggurath and foster its worship through cults. As fungus organisms, fertility and growth are obviously central to their existence, and Shub-Niggurath's fecund nature helps bolster them. The mi-go frequently try to recruit humans to help them on a planetary surface, and a cult structure helps to control the human activities. Though they sometimes serve as priests, the mi-go work with the cult of Shub-Niggurath more out of necessity than out of great loyalty.

The mi-go often cross paths with followers of other Outer Gods and Great Old Ones. To the mi-go, Cthulhu's entire race is just another deep-space rival. They have fought wars against Cthulhu and his starspawn in the past. Cthulhu's cults rarely work for the mi-go because of these past conflicts, and the ultimate goal of the Cthulhu cult is at odds with the mi-go's purposes. The Yellow Sign cult, though occasionally useful, is generally too solipsistic and treacherous. The cult of the Goat is all about taking wisdom, giving in to lusts, and seeking rewards where one can; the mi-go can readily exploit these tendencies.

The Elder Things and the Great Race of Yith

The elder things and other powerful species known within the Mythos framework almost always get by without any kind of religious expression. The yithians are far more likely to treat cults of Nyarlathotep,

Cthulhu, and their ilk diplomatically rather than with any religious fervor.

The Moonbeasts

Moonbeasts serve Nyarlathotep explicitly to get the favor of the Outer Gods, whom Nyarlathotep serves. Rather than worshipful desires, they are openly motivated by their mercenary greed.

Other Alien Species

In a few cases, Mythos races are somewhat like humanoids in their emotional/religious attachment. The gnorri and even the gugs are rather like this, for example, though the gugs adhere to the foulest of lords. In other cases, their religious nature is pure lip-service, aimed toward allowing them to control or work with humanoids for their own gain. In yet other cases, they are simply interested in the rewards offered.



I saw it through a veil that hung before my eyes like the gauze drop-curtain used at the back of a theater—hazily a little. It was neither a human figure nor an animal. To me it gave the strange impression of being as large as several animals grouped together, like horses, two or three, moving slowly. The Swede, too, got a similar result, though expressing it differently, for he thought it was shaped and sized like a clump of willow bushes, rounded at the top, and moving all over upon its surface—"coiling upon itself like smoke," he said afterwards.

—Algernon Blackwood, *The Willows*



Other Races and the Mythos

Many creatures of the Mythos can't or don't distinguish between the humanoid races. In most cases, cults of the Great Old Ones or the Outer Gods can't be considered traditional religions; they are typically transactional and related to status, recruiting folk for what they can offer, not who or what they are.

Boggards

Bokrug is often worshiped by boggards, who revere him as a monstrous father figure and protector.

Dwarves

Coastal dwarves sometimes fall in with the cult of Cthulhu out of greed for gifts of wealth and in hopes of leaving a legacy of immortal children. Dwarven arcanists and rulers sometimes worship the Crawling Chaos in hopes of taking their power to new heights. Dwarven societies sometimes contend with the cyclical rise and fall of the Cult of the Sleeper when it does a particularly good job of hiding its sacrifices. The hidden dark places surrounding most underground dwarven settlements make stashing bodies all too easy, and sometimes dwarves take part in covering up the cult's awful deeds for mercenary reasons that eventually evolve into faith in the Sleeper. Ghatanothoa and other deep-dwelling entities often enslave isolated underground groups of dwarves, forcing them to make offerings to avoid death or worse.

Elves

Elves rarely fall in with the cultists of Great Old Ones and Outer Gods, partly due to their cultural obsession with good and partly due to their disinterest in the materialistic rewards that such cults usually offer. Desperate elves sometimes join the Cult of the Black Goat due to its power to strengthen and foster growth in forests in the face of even extreme destruction. The artistic and elitist aspects of the Cult of the Yellow Sign appeal to some elves who look down on other humanoids. Drow and driders sometimes worship Atlach-Nacha in the hopes of gaining arcane secrets.

Gnomes

Although no Great Old One or Outer God has conventionally widespread influence among gnomes, desperate and isolated groups pick up the worship of a variety of such creatures with disconcerting frequency. The most common cults propitiate the Opener of the Way, seeking power or perhaps some of the vitality they have lost in separation from the fey realms. Gnomes whose obsessions have consumed them to the point of utter callousness are tempted by the artistic aspect of the cult of the Yellow Sign.

Goblinoids

Azathoth sometimes appeals to the despairing underclass of goblin society. The underground cult of the Sleeper sometimes appears in hobgoblin societies as a legitimate religion in which adherents can earn blessings in exchange for sacrifices.

Halflings

Halflings are among the least likely to worship Great Old Ones and Outer Gods. A few are tempted by the wealth offered by some cults, but these are rare individuals. It is not unheard of for halfling farmers to make offerings to the Black Goat, and halflings forced into servitude occasionally turn to Azathoth for release from their despair.

Humans

Even in worlds with many humanoid races, humans singularly attract a particularly wide variety of Mythos entities, perhaps due to their dangerous curiosity or else the range of places they settle. Humans are the most prolific known cultists of the Black Goat and Crawling



Chaos. Coastal humans sometimes fall into the cult of Cthulhu alongside deep ones, tempted by offers of wealth and immortal children. Humans are drawn to the cult of the Sleeper, which is at least at first socially acceptable as a faith, for the same reason they worship any deity. The cult of the Windwalker tends to appeal to high mountaineers and arctic dwellers desperate for the strength to stave off starvation or fend off expansionist civilizations from fairer climes. Tcho-Tcho occasionally trade with and infiltrate human settlements due to their shared ancestry and similar appearance.

Kobolds

Yig occasionally rises as an inspiration to the most self-assured and clever of kobolds, who view him as a sort of draconic forefather or peer to dragons.

Lizardfolk

Lizardfolk are sometimes drawn into the schemes of serpentfolk, who can pass as lizardfolk with simple disguises. A few violently isolationist lizardfolk from deeply forested swamps worship Shub-Niggurath in a modified form of the Cult of the Black Goat.

Merfolk

Merfolk generally oppose the deep ones and their dark magic, but a few are sometimes coaxed into joining the cult of Cthulhu or Mother Hydra as an opportunity to marry into a larger, more powerful, and more stable civilization.

Orcs

The underground cult of the Sleeper grants blessings in exchange for sacrifices of war prisoners, a supply of which orcs rarely lack. Orcs of high, cold steppes and tundra may find welcome as followers of the Windwalker, though they are not common. Chaugnar Faugn's similar aptitude for strengthening cultists likewise appeals to some orcs. Underground orc communities are sometimes forced to serve the Sleeper and other deep-dwelling entities hungry for servitors and sacrifices.

Tengu

Tengu in coastal regions are among the most common creatures seduced by the worship of Cthulhu. Occasionally, a tengu too smart for his own good turns to the worship of the Opener of the Way for an edge against rivals.



Chapter VIII: Great Old Ones and Outer Gods

As a Foulness Shall Ye Know Them

"Nor is it to be thought that man is either the oldest or the last of earth's masters, or that the common bulk of life and substance walks alone. The Old Ones were, the Old Ones are, and the Old Ones shall be. Not in the spaces we know, but between them, they walk serene and primal, undimensioned and to us unseen. Yog-Sothoth knows the gate. Yog-Sothoth is the gate. Yog-Sothoth is the key and guardian of the gate. Past, present, future, all are one in Yog-Sothoth. He knows where the Old Ones broke through of old, and where They shall break through again. He knows where They had trod earth's fields, and where They still tread them, and why no one can behold Them as They tread. By Their smell can men sometimes know Them near, but of Their semblance can no man know, saving only in the features of those They have begotten on mankind; and of those are there many sorts, differing in likeness from man's truest eidolon to that shape without sight or substance which is Them. They walk unseen and foul in lonely places where the Words have been spoken and the Rites howled through at their Seasons. The wind gibbers with Their voices, and the earth mutters with Their consciousness. They bend the forest and crush the city, yet may not forest or city behold the hand that smites. Kadath in the cold waste hath known Them, and what man knows Kadath? The ice desert of the South and the sunken isles of Ocean hold stones whereon Their seal is engraven, but who hath seen the deep frozen city or the sealed tower long garlanded with seaweed and barnacles? Great Cthulhu is Their cousin, yet can he spy Them only dimly. Iä! Shub-Niggurath! As a foulness shall ye know Them. Their hand is at your throats, yet ye see Them not; and Their habitation is even one with your guarded threshold. Yog-Sothoth is the key to the gate, whereby the spheres meet. Man rules now where They ruled once; They shall soon rule where man rules now. After summer is winter, after winter summer. They wait patient and potent, for here shall They reign again."

—"The Dunwich Horror,"
H. P. Lovecraft



Great Old Ones, Outer Gods, and Their Ilk

The universe is ruled by entities known variously as the Great Old Ones, Old Ones, Ancient Ones, Outer Gods, Elder Gods, Other Gods, and similar terms. All the races and beings of the Mythos are aware of these entities—some view them as equals, some treat them as enemies, and some even worship them. Many have cults among humanity or other races, which serve these beings in hopes of terrible returns.

The different titles by which these eldritch beings are known usually represent different types or orders of power. For example, the Outer Gods or Other Gods are of cosmic interdimensional import. Many of them are blind and idiotic, though this does not diminish their power. The Outer Gods are linked together in some way unknowable to mortals, and their chief is the Daemon Sultan Azathoth. When certain events transpire in our universe, the Outer Gods are disturbed, and they send Nyarlathotep or another envoy to inspect the disturbance.

The entities known as Great Old Ones appear to be enormous and influential alien beings, rather than cosmic principles. Each Great Old One is autonomous: they are not connected like the Outer Gods, and they sometimes view each other with hostility. All Great Old Ones violate the natural laws of the universe, and have achieved their supreme power in different ways. The famed being known as Cthulhu is itself a Great Old One.

There exist numerous and complex tiers of entities of various sorts, as noted below in the various descriptions of these beings. What unites them all is the great danger they pose not only to adventurers, kingdoms, and the world, but to all the multiverse.

When an unfortunate party of adventurers runs into one of these terrible beings, the result is nothing like a typical battle or conventional encounter. Natural laws ripple and flow. The entity itself violates previously-solid states of matter and mind. The whole world goes mad, at least locally. In essence, the Great Old Ones (or Other Gods, or Elder Gods, etc.) act as an environmental effect. Typically, adventurers can hope only to escape the effect somehow, and rarely do they achieve a victory greater than survival.

The important thing to remember is that Great Old Ones and their kind do not act as if they are monsters. They don't have hit points or armor classes or attacks in the normal sense, though their powers may mimic some of these characteristics. For example, in many cases, inflicting damage will not harm a Great Old One but can help dispel a Great Old One's local presence.

Reading an Elder Influence Stat Block

Each of the powerful entities presented in the following pages are summarized in the same way—with an "Elder Influence stat block." These stats do not present the entities as monsters per se (although in many cases, certain aspects of an Elder Influence utilize monsters as effects), but are more akin to hostile environments. An Elder Influence can manifest in the world in any number of ways—perhaps as the result of a powerful ritual performed by a group of insane cultists, or maybe simply because the adventurers couldn't resist opening a forbidden locked door beyond which the Elder Influence was housed.

Note that the advent of Elder Influences should be significant events in your campaign, preferably the climax of a long series of events or adventures. The methods by which an Elder Influence can be established in your world are left deliberately nebulous, so that individual GMs can allow them to manifest in whatever way makes sense for their campaigns. Perhaps

a group of dedicated cultists have uncovered a secret ritual and if the PCs don't defeat the cabal in time, they manage to establish an Elder Influence to their god. Or maybe that group of cultists has already established an Elder Influence and the PCs must go on several quests to defeat or banish it. Perhaps the stars have just aligned, and an Elder Influence simply manifests because its time has come. Whatever the reason, defeating an Elder Influence should be a major event in a campaign, and the experience points awarded for such a defeat are significant. They are as much a reward for surviving a difficult encounter as they are a story reward for advancing the plot and, if not outright saving the world, then at least giving the world a few more years to exist before the next threat rises!

Elder Influence Name and **Challenge Rating**: The name of the Elder Influence is presented first, along with its challenge rating (CR) at its lowest stage of influence. If an Elder Influence has additional influence stages (see Influence Stage, below), its challenge rating increases by +3 per stage. For example, Great Cthulhu is a CR 21 Elder Influence while at influence stage 1, but increases to CR 24 at stage two, CR 27 at stage 3, and finally to CR 30 at stage 4. Defeating an Elder Influence earns experience points as appropriate for the highest CR the influence reached; it does not award extra XP for lower CRs represented by lower influence stages.

Alignment, **Entity Type**, and **Areas of Concern**: The alignment of the entity associated with the Elder Influence is listed here, along with its categorization, be it Great Old One, Old One, Ancient One, Outer God, Other God, or something else entirely. All of these entities are worshiped by cults and can grant spells, though many of them have no interest in their cults and, indeed, may not even be aware of them. The areas of concern listed here are as much the creation of their cultists as they are legitimate interests of the entity itself.

Primary Source: This line lists the original creator of the entity, as well as the first significant story in which the entity appeared. In some cases (such as Hastur), the entity is the result of multiple primary sources and authors, in which case additional entries appear as appropriate on this line.

Cult: The section of the statistics listed under "Cult" pertains to those who worship the entity. These are popular tendencies among the deity's worshipers—individual cultists of one of these entities may vary as widely as they do.

Domains: This section lists the domains that the entity grants to its clerics. Less powerful entities (such as Great Old Ones, Old Ones, and Ancient Ones) grant four domains, while more powerful entities (such as Outer Gods or Other Gods) grant five domains.

Subdomains: This section lists the subdomains the entity grants to its clerics. Less powerful entities (such as Great Old Ones, Old Ones, and Ancient Ones) grant four subdomains, while more powerful entities (such as Outer Gods or Other Gods) grant six subdomains.

Favored Weapon: The favored weapon of the cult is listed here. Note that in many cases, the Elder Entities themselves do not utilize weapons of a manufactured nature; as such, favored weapons are largely traditional choices selected by the cult's founders.

Symbol: This entry describes the most common symbol used by the cult to represent its eldritch patron.

Temple: This line lists typical examples of the buildings or locations that are sacred to the entity's cult, which are used as places of worship.

Worshipers: This entry describes in general terms the sorts of worshipers who may belong to the entity's cult. Specifications may include specific races of creature or a mindset or interest. These entries are



not meant to be exhaustive, but merely point out the typical types of people who worship the entity.

Servitors: This line lists a few monsters from this book that are often associated with the entity's cult.

Influence: This section of the stat block presents the effects of the entity's manifestation in a region. In some cases, an entity may have multiple stages of influence to model its growing power, while in others, an entity has only a single influence stage. For each influence stage, a DC is listed in parenthesis—this is the save DC to resist or negate any of the influence's effects.

CR and **XP**: At stages higher than stage one, the influence's increased CR and XP awards are listed for ease of reference.

Speed: An influence can move at the speed listed. If an influence has a climb, fly, or swim speed, it automatically succeds on all skill checks needed to move. If an influence has no speed listed, then it is immobile. Except as noted otherwise, an influence (or its nucleus) can't be moved by teleportation effects unless its center (or nucleus, if it has one) will arrive in a location that was already within the area of the influence (see below).

Area and **Nucleus**: An influence affects an area. Often, a physical manifestation of the creature appears as a nucleus for the influence that is contained wholly in the area but does not completely fill this area. When an influence has a nucleus listed, this indicates the space that this physical manifestation takes up at the center of the area. When no nucleus is listed, the area itself has no central physical manifestation. In such cases, the influence cannot typically be harmed by damage and its defeat requires other tactics. Other creatures can move through an influence's area, but while they are within the area, they are subject to the influence's effects. A creature cannot move through a nucleus, nor can a nucleus be moved against its will.

AC, **Saves**, and **Hit Points**: If an influence can be harmed by damage, its Armor Class, saving throws, and hit points are listed here. (See "Running an Encounter with an Elder Influence" below for more information.) This line is omitted if the influence cannot be harmed by damage—in such cases, other steps must be taken to defeat the influence.

Effects: All influences have effects that target and affect all within their areas. Full details for these effects are given at the end of the stat block.

Proxy: Some influences have a proxy—a single creature that is tied to the influence and serves as its nucleus. A proxy cannot leave the area of an influence, but otherwise functions as normal for a monster. Some influences use a standard monster presented elsewhere in this book as a proxy, while others are themselves the proxy. A proxy is never harmed or hindered by the effects of its own influence. Typically, an influence with a proxy can be ended by slaying or defeating the proxy creature. This line is omitted if the influence has no proxy. (Note that in some cases, an influence might have a proxy at one stage but not another, so this line might be omitted for one stage and appear under another.)

Escalation: If an influence has multiple stages, the conditions that must be met for it to advance to a higher stage are listed here. For an influence with only one stage, or for an influence's maximum stage, this line is omitted.

Defeat: Fortunately for humanity, all influences can be defeated by certain conditions or actions. Unfortunately for humanity, these conditions and actions are typically very complex or dangerous undertakings. Worse, fulfilling them does not permanently defeat the entity itself, whose influence

In every moment of every day they come from planets belonging to stars whose dying light is too far away to be seen. From infinity they come. Meteors!

—*The Monolith Monsters* (1957)

can manifest again and again as the conditions allow. At best, adventurers can achieve fleeting victories against the influence, preserving the world for a time before the next, inevitable incursion. This section only lists the most typical and common method of defeating the influence—typically, by combating the influence directly or by defeating its proxy. In some cases, other, more obscure and complex methods for defeating an influence may exist, often requiring long and dangerous rituals or quests to complete. This is left to the GM's discretion.

Influence Effects: Finally, any of the influence's effects are detailed in full here.

Running an Encounter with an Elder Influence

For the most part, influences function more like environmental effects than monsters. For most influences, inflicting damage can be a method (if desperate) of driving the entity off, at least temporarily.

Initiative: An Elder Influence always goes first in a combat round, moving its speed if it wishes to position itself in a more advantageous location.

Resistances and **Immunities**: If an influence can be damaged, attacks (be they melee or ranged, magical or mundane) must be directed at the influence's nucleus at the center of its area. An influence is immune to all spells and effects that don't inflict raw hit point damage (including effects that arbitrarily reduce a target to a set number of hit points, such as *phantasmal killer*), unless otherwise specified in the specific influence's stats.

Armor Class: Attacks against an influence always resolve against a fixed AC, regardless of whether the attack is a touch attack or a flat-footed attack.

Saving Throws: When an attack allows a saving throw to reduce or negate the damage the attack inflicts, an Elder Influence uses a static modifier for its save as listed in its stats, regardless of whether the effect calls for a Fortitude, Reflex, or Will saving throw.

Hit Points: An Elder Influence takes half damage from all sources. Due to its lack of discernible anatomy, an Elder Influence does not suffer additional damage from critical hits, nor from precision-based damage, such as that from a rogue's sneak attack. In certain cases, specific forms of damage might have no effect or might have an augmented effect on an Elder Influence (such as inflicting normal damage), as noted in its statistics.



Abhoth

CR 23; XP 819,200
CN Outer God of disease, fecundity, and oozes
Primary Sources Clark Ashton Smith "The Seven Geases"

CULT

Domains Chaos, Darkness, Earth, Madness, Strength
Subdomains Caves, Ferocity, Insanity, Night, Nightmare, Resolve
Favored Weapon whip
Symbol tentacle coiled around a disembodied eye
Temple canyons, caverns
Worshipers insane seekers of the truth of the source of life
Servitors the filth (see page 210)

INFLUENCE **DC 29**

Area 300-ft. radius; **Nucleus** 50 square feet
AC 40; **Saves** +24; **hp** 480
Effects absorb the filth, filth, puppet mastery, shed filth

DEFEAT

Combat Abhoth can be defeated by reducing its influence to 0 hit points and destroying all filth within the area of influence. If even a single filth remains active at the start of a round while Abhoth's influence is at 0 hit points, it can use its ability to absorb the filth to regain hit points and continue acting. Once all filth in the area are destroyed and Abhoth's influence hit points are reduced to zero, the Outer God seeps away into the ground, draining off to some other region or world to await a new opportunity to extend its influence into other realms.

INFLUENCE EFFECTS

Absorb the Filth (Su) At the start of any round, if there are more than ten filth within Abhoth's area of influence, the Outer God absorbs the one with the highest current hit point total. This immediately destroys that filth and heals Abhoth of an amount of damage equal to the filth's hit points when it was absorbed.

Filth (Ex) When Abhoth's influence is first established, the Outer God immediately spawns masses of protoplasmic life known collectively as the filth. Each one of these creatures is treated as a proto-shoggoth (see page 377) with the advanced simple template, save that the filth lack all of the proto-shoggoth's special abilities. Instead, each of the filth gains one unique ability in the form of a specialized limb or organ: roll on the table at the end of this section to determine what a particular filth's specialized limb is capable of. (Attack rolls and save DCs associated with these effects are calculated as if they were part of the proto-shoggoth's stats). If one of the filth blunders outside of Abhoth's area of influence, its form immediately mutates into a monster of the GM's choice. These monsters are always living creatures with an Intelligence score of no higher than 5, but can otherwise be of any type of creature imaginable. All monsters created in this way are chaotic neutral. When Abhoth's influence is first discovered, 1d4+6 of the filth flop and crawl within the Outer God's area of influence.

1. **Acid Spray (Su)** The filth possesses a tube-like stalk that can spew a 30-foot-long cone of acid once every 1d4 rounds as a standard action. Creatures in the area of effect take 10d6 points of acid damage (Reflex DC 27 half). The save DC is Constitution-based.
2. **Adhesive Webbing (Ex)** The filth has a short pucker-like limb that can project a web up to eight times per day as a standard action, as per the universal monster ability. A filth's web has a +18 ranged attack, a save DC of 27, and 15 hp.
3. **Horn (Ex)** The filth has a long horn-like spike that grants it a gore primary attack that inflicts a base of 2d6 piercing damage (plus its Strength modifier) on a hit.
4. **Multilegged (Ex)** The filth has numerous additional limbs, which it uses for locomotion. All of its speeds increase by 20 feet.
5. **Pheromone Sprayer (Sp)** The filth possesses a segmented limb that can spew mind-controlling pheromones once every 1d4 rounds as a swift action. All creatures within a ten-foot-radius of the filth when it does so must make a successful DC 25 Will save or become charmed, as if via *charm monster* (CL = the filth's CR). A creature that successfully saves against this affect cannot be affected by that filth's pheromone sprayer for 24 hours.
6. **Poison Gas Gland (Ex)** The filth's specialized limb contains a gland that allows it to spew a 30-foot cone of poison gas once every 1d4 rounds as a standard action.
   Poison Gas—contact; ***save*** Fort DC 27; ***frequency*** 1/round for 6 rounds; ***effect*** 1d4 Strength damage; ***cure***

What You See

The monstrosity resembles a formless pool with half-formed body parts rising from it, whipping nerve endings, and haphazard bone structures.

2 consecutive saves. The save DC is Constitution-based.

7. **Shrieking Mouth (Su)** The filth possesses a stalked mouth. This mouth cannot bite, but it constantly shrieks and babbles. All creatures within 30 feet must make a successful DC 25 Will save at the start of their turn or be confused for one round. This is a mind-affecting sonic effect.
8. **Spellcaster (Sp)** The filth's extra limb ends in a strange organ that combines a hand, a mouth, and several eyes. This limb gives the filth the ability to use a spell-like ability of the GM's choice, emulating a spell of 6th level or lower. If the spell-like ability is a 3rd-level or lower spell, the filth can use the ability 3 times a day. If it is a 6th-level or lower spell, the filth can use the ability once per day.
9. **Tentacle (Ex)** The filth's extra limb is a long, powerful tentacle covered with hooks and tiny claws. This tentacle is a primary attack that inflicts 1d8 points of damage on a hit, has a reach of 10 feet, and has the grab universal monster ability.
10. **Venomous Stinger (Ex)** The filth's limb is a sinuous coiling length that ends in a stinger, granting it a sting primary attack that inflicts 1d6 points of damage on a successful hit and injects the target with poison.
    Poison Sting—injury; ***save*** Fort DC 27; ***frequency*** 1/round for 6 rounds; ***effect*** 1d4 Constitution damage; ***cure*** 2 consecutive saves. The save DC is Constitution-based.

Puppet Mastery (Su) At the start of any round immediately following a round in which Abhoth or one of the filth within its area of influence took any damage or was attacked, its extruded central nervous system attempts to seize control of all intruders in the area. It makes a single +33 melee attack against every living creature within its area with a whip-like string of nerves, inflicting 3d6 points of piercing damage on a hit (this damage bypasses all forms of damage reduction). A creature that takes damage must make a successful DC 29 Fortitude save or the nerves successfully burrow into the creature's body and merge with that creature's nervous system, at which point the creature is completely under Abhoth's control. This is a mind-affecting effect, but not a charm or an enchantment, so creatures normally immune to those effects are susceptible to this effect: in effect, Abhoth's nervous system simply replaces the target's nervous system, allowing it to control the target's body and thoughts physically instead of mentally. A creature is only immune to this effect if it lacks a central nervous system. This condition lasts as long as the victim remains in Abhoth's area of influence, or until the stalk of nerves connecting to the victim is severed. A stalk can be severed by inflicting at least 20 points of slashing damage to it with a single blow (AC 40), or a stalk can be broken with a successful DC 25 Strength check. Once a stalk is separated from a victim, the victim immediately regains control of its actions with no lasting side effects.

Shed filth (Ex) Whenever Abhoth takes any damage, its body creates a new filth adjacent to the source of the damage inflicted.

This entity's origins are obscure. Some scholars credit Abhoth as the source of terrestrial life, but so too does research point to Ubbo-Sathla as the origin of life. For that matter, all the elder things bore some role in this process, through their accidental release of shoggoths into the wild. Abhoth, Ubbo-Sathla, and the shoggoths all display some common features: all are fertile, ever-mutating beings of protoplasm—but also some key differences. The truth of their source (shared or not) is lost to antiquity. Perhaps only the long-lost Tablets of the Gods, guarded by Ubbo-Sathla, hold the answer.

Abhoth is a largely immobile entity, resembling a pool of bubbling fluid. It vastly prefers a subterranean





lair, and if brought to the surface world, it immediately attempts to return to the cool, dark depths, striking out to destroy anything that blocks its retreat.

Abhoth is capable of speech, both telepathic and physical, and has an intelligence of sorts. Despite its foul appearance, it is essentially a passive entity, content to sit and bubble, endlessly birthing its hideous young. Unfortunately for other inhabitants of the area cursed by Abhoth's presence, the larvae it creates are not so benign: they crawl forth in endless floods, wreaking havoc in their drive to feed and destroy.

The Filth

The most notable feature of Abhoth is its repulsive fecundity. It is constantly spawning living creatures from its pool. Some are the result of Abhoth forming limbs and sensory organs to be used temporarily among its spawn, only for them to drop off and crawl away into the surrounding area. At the same time, Abhoth constantly seeks to grab and swallow the creatures it spawns, that it might return them into its body. Some escape and crawl limply away. The nearer an intruder comes to Abhoth's location, the more numerous these escapees become.

Abhoth's progeny are collectively called "The filth". When they first leave their parent, they are nearly formless, though they may have a specialized limb or organ of some kind. As they leave their point of origin, they adapt to become more and more specialized. Eventually, they transform into a monster, potentially of any sort.

The filth are not friendly, and often attack each other. They do not work in teams of any kind but rather spread out throughout their environment.

FILTH **CR 13**

XP 25,600

CE Medium ooze

Init +15; **Senses** darkvision 60 ft., low-light vision, scent; Perception +13

DEFENSE

AC 32, touch 20, flat-footed 22 (+9 Dex, +1 dodge, +12 natural)

hp 217 (15d8+150); fast healing 5

Fort +15, **Ref** +16, **Will** +15

Defensive Abilities all-around vision, amorphous; **DR** 10/—; **Immune** acid, cold, ooze traits; **Resist** fire 10, sonic 10; **SR** 24

OFFENSE

Speed 30 ft., climb 30 ft., swim 30 ft.

Melee 2 slams +24 (2d8+12 plus grab and 2d6 acid)

Special Attacks constrict (2d8+10)

STATISTICS

Str 35, **Dex** 29, **Con** 30, **Int** 10, **Wis** 26, **Cha** 13

Base Atk +11; **CMB** +23; **CMD** 43

Feats Dodge, Improved Initiative, Iron Will, Lightning Reflexes, Mobility, Power Attack, Skill Focus (Disguise), Weapon Focus (slam)

Skills Climb +20, Disguise +9 (+25 when using masquerade), Perception +13, Swim +25; **Racial Modifiers** +16 Disguise when using masquerade

Languages Aklo, Common

SQ specialized anatomy

ECOLOGY

Environment any

Organization solitary, pair, or invasion (3–8)

Treasure standard

SPECIAL ABILITIES

Specialized Anatomy Each of the filth gains one unique ability in the form of a specialized limb or organ: roll on the table at the end of this section to determine what a particular filth's specialized limb is capable of. (Attack rolls and save DCs associated with these effects are calculated as if they were part of the filth's stats). If one of the filth blunders outside of Abhoth's area of influence, its form immediately mutates into a monster of the GM's choice. These monsters are always living creatures with an Intelligence score of no higher than 5, but can otherwise be of any type of creature imaginable. All monsters created in this way are chaotic neutral.

1. **Acid Spray (Su)** The filth possesses a tube-like stalk that can spew a 30-foot-long cone of acid once every 1d4 rounds as a standard action. Creatures in the area of effect take 10d6 points of acid damage (Reflex DC 27 half). The save DC is Constitution-based.
2. **Adhesive Webbing (Ex)** The filth has a short pucker-like limb that can project a web up to eight times per day as a standard action, as per the

universal monster ability. A filth's web has a +18 ranged attack, a save DC of 27, and 15 hp.

3. **Horn (Ex)** The filth has a long horn-like spike that grants it a gore primary attack that inflicts a base of 2d6 piercing damage (plus its Strength modifier) on a hit.
4. **Multilegged (Ex)** The filth has numerous additional limbs, which it uses for locomotion. All of its speeds increase by 20 feet.
5. **Pheromone Sprayer (Sp)** The filth possesses a segmented limb that can spew mind-controlling pheromones once every 1d4 rounds as a swift action. All creatures within a ten-foot-radius of the filth when it does so must make a successful DC 25 Will save or become charmed, as if via *charm monster* (CL = the filth's CR). A creature that successfully saves against this affect cannot be affected by that filth's pheromone sprayer for 24 hours
6. **Poison Gas Gland (Ex)** The filth's specialized limb contains a gland that allows it to spew a 30-foot cone of poison gas once every 1d4 rounds as a standard action.
   Poison Gas—contact; ***save*** Fort DC 27; ***frequency*** 1/round for 6 rounds; ***effect*** 1d4 Strength damage; ***cure*** 2 consecutive saves. The save DC is Constitution-based.
7. **Shrieking Mouth (Su)** The filth possesses a stalked mouth. This mouth cannot bite, but it constantly shrieks and babbles. All creatures within 30 feet must make a successful DC 25 Will save at the start of their turn or be confused for one round. This is a mind-affecting sonic effect.
8. **Spellcaster (Sp)** The filth's extra limb ends in a strange organ that combines a hand, a mouth, and several eyes. This limb gives the filth the ability to use a spell-like ability of the GM's choice, emulating a spell of 6th level or lower. If the spell-like ability is a 3rd-level or lower spell, the filth can use the ability 3 times a day. If it is a 6th-level or lower spell, the filth can use the ability once per day.
9. **Tentacle (Ex)** The filth's extra limb is a long, powerful tentacle covered with hooks and tiny claws. This tentacle is a primary attack that inflicts 1d8 points of damage on a hit, has a reach of 10 feet, and has the grab universal monster ability.
10. **Venomous Stinger (Ex)** The filth's limb is a sinuous coiling length that ends in a stinger, granting it a sting primary attack that inflicts 1d6 points of damage on a successful hit and injects the target with poison.
    Poison Sting—injury; ***save*** Fort DC 27; ***frequency*** 1/round for 6 rounds; ***effect*** 1d4 Constitution damage; ***cure*** 2 consecutive saves. The save DC is Constitution-based.

Abhoth in Combat

When incited by an enemy or a perceived threat, a sort of slime-covered central nervous system rises out of Abhoth's body as the entity focuses on the immediate environment. When the threat passes, the nervous system slowly sinks back into the pool. The central nervous system has whip-like nerve endings that can lash and cause damage. With each strike, they can connect to a target's own nervous system, which places the victim under Abhoth's total control (no mortal being can withstand Abhoth's force of will). Until the tendril is severed, that victim will turn on her friends and fight on behalf of Abhoth. Should they fail to rescue the target, Abhoth will absorb the victim when she is no longer a useful puppet, devouring her and returning her to the primal chaos that is Abhoth.

Every wound inflicted on Abhoth results in part of its form being removed from the main body, which then immediately forms into more filth. Thus, the more damage inflicted on Abhoth, the more filth appear to oppose enemies.

If Abhoth is completely reduced to remnants of filth, then its physical form is dissipated, seeping deep underground. But Abhoth, the god of obscene fruitfulness, can never be destroyed—only returned to a different underground lair. Dispersing and banishing it will, however, frees any region that was cursed by its presence.



Atlach-Nacha

CR 18; XP — (see Combat)
NE Great Old One of construction, futility, and spiders
Primary Source Clark Ashton Smith, "The Seven Geases"

CULT

Domains Artifice, Evil, Madness, Void
Subdomains Construct, Isolation, Nightmare, Toil
Favored Weapon net
Symbol spider perched in the center of a web
Temple caverns, chasms, bridges
Worshipers doomsayers, mad architects, spider cultists
Servitors giant spiders and oversized arachnids

INFLUENCE STAGE 1 **DC 25**

Area 20-ft. radius; Nucleus 20 square feet (fills entire area)
AC 33; **Saves** +20; **hp** 300
Effects webs
Escalation Destroying the influence has an increasing chance of instead escalating the influence to stage 2; see "Webs" below under Influence effects.

INFLUENCE STAGE 2 **DC 27**

CR 21; XP 409,600
Area 400-ft. radius
Proxy avatar
Effects webs

DEFEAT

Combat A stage 1 influence, Atlach-Nacha can be destroyed by damage, but doing so doesn't prevent his cultists or other existing conditions or events from causing new influences to manifest elsewhere. As a result, defeating the stage 1 manifestation of this influence does not remove the continuing threat, and no XP reward is earned for this accomplishment (although defeating foes that might dwell in the region earns XP as normal). Once Atlach-Nacha's influence grows to stage 2 and the spider god sends an avatar to investigate the damage to its webs, defeating the avatar causes all of Atlach-Nacha's influences in that world to vanish and prevents new influences from forming for many years (or until cultists successfully perform the dangerous and complex rituals needed to reestablish contact with Atlach-Nacha). This success earns XP as normal for the Great Old One's stage 2 influence.

INFLUENCE EFFECTS

Webs Atlach-nacha's initial influence is immobile and makes no attacks; he manifests only as a thick tangle of immense spider webs in one or more twenty-foot radius rough spheres. Often, Atlach-nacha maintains multiple separate influences in an area, particularly in regions where his cult is active. These separate influences never overlap but can be adjacent. The webs that fill the area of influence create difficult terrain, and every time a creature enters the area or begins its turn in the area, it must make a successful Reflex save to avoid becoming entangled. The webs in an area of influence remain until they are destroyed by reducing that influence to 0 hit points, but each time an area of Atlach-Nacha's influence is destroyed in this way, there's a cumulative chance that the area of influence is immediately re-established at stage 2. The chance of this occurring is equal to 1% per area of influence destroyed by intelligent non-cultists of Atlach-Nacha. (Those who venerate the Great Old One cannot escalate an influence by destroying webs, nor can creatures that possess an Intelligence of 2 or less.) This chance is cumulative for an entire world: if ten groups of adventurers destroy ten webs over the course of ten years, for example, the next group to destroy webs has an 11% chance to escalate the influence to stage 2. The starting percentage chance of this occurring when a group of PCs encounters the influence for the first time is subject to the GM's preference, or could simply be set by rolling 1d100–1, with a result of 0 indicating that either this is the first time the influence has occurred in the world, or that the previous influence resulted in a shift to stage 2 before Atlach-Nacha was defeated.

What You See

A monstrous spider-thing with a distorted tick-like body, it possesses a head made up of dozens of shifting, agonized faces.

AVATAR OF ATLACH-NACHA CR 21

XP 409,600
NE Huge aberration
Init +15; **Senses** see in darkness, tremorsense 120 ft., *true seeing*; Perception +34

DEFENSE

AC 38, touch 20, flat-footed 26 (+11 Dex, +1 dodge, +18 natural, –2 size)
hp 402 (23d8+299)
Fort +20, **Ref** +18, **Will** +21
Defensive Abilities *freedom of movement*; **DR** 15/epic and lawful; **Immune** ability damage, ability drain, aging,

cold death effects, disease, energy drain, mind-affecting effects, paralysis, petrification, poison; **SR** 32

OFFENSE

Speed 80 ft., climb 80 ft.

Melee bite +30 (4d6+15/19–20 plus god venom), 8 legs +25 (1d10+7/19–20)

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

Special Attacks god venom, mastery of magic, swift webs, web (+26 ranged, DC 34, 23 hp)

Spell-Like Abilities (CL 21st; concentration +30)

Constant—*feather fall*, *freedom of movement*, *true seeing*

At will—*dimension door*, ***greater*** *dispel magic*, *levitate*, *nightmare* (DC 24), *telekinesis* (DC 24)

3/day—*creeping doom*, *demand* (DC 27), quickened *feeblemind* (DC 24)

1/day—*imprisonment* (DC 28), *symbol of insanity* (DC 27)

STATISTICS

Str 40, **Dex** 32, **Con** 37, **Int** 23, **Wis** 26, **Cha** 29

Base Atk +17; **CMB** +34 (+36 overrun); **CMD** 56 (58 vs. overrun, 68 vs. trip)

Feats Combat Reflexes, Critical Focus, Dodge, Improved Critical (bite), Improved Critical (legs), Improved Initiative, Improved Overrun, Mobility, Power Attack, Quicken Spell-Like Ability (***feeblemind***), Spring Attack, Staggering Critical

Skills Acrobatics +37 (+57 when jumping), Climb +49, Knowledge (arcana) +32, Knowledge (dungeoneering) +29, Knowledge (history) +29, Knowledge (religion) +29, Perception +34, Spellcraft +32, Stealth +29, Use Magic Device +32

Languages Aklo, Undercommon; telepathy 100 ft.

SPECIAL ABILITIES

God Venom (Ex) Atlach-Nacha injects the god venom with a successful bite. This venom can affect creatures normally immune to paralysis or poison, but possessing either immunity does grant a +4 bonus to the save to resist the effects.

God Venom: Bite—injury; ***save*** Fort DC 34; ***frequency*** 1/round for 6 rounds; ***effect*** permanent paralysis; ***cure*** can only be cured via magic. The save DC is Constitution-based.

Legs (Ex) Atlach-Nacha's legs are secondary attacks that inflict piercing and slashing damage.

Mastery of Magic (Sp) Once every 1d4 rounds, Atlach-Nacha may cast any sorcerer/wizard spell that has a





casting time of 1 round or less and has no expensive material components as a spell-like ability.

Swift Webs (Ex) Atlach-Nacha may use its web ability at will as a swift action.

Atlach-Nacha is the spider-god, which is not the same as saying he is the god of spiders. Rather, he is a dire entity in the form of a spider. The object of his toil is to spin the Forever Web.

Physically, Atlach-Nacha resembles a monstrous spider to the untutored eye, but any expert can detect many significant differences. Atlach-Nacha can be encountered by summoning him with the proper rituals, or his wrath can be invoked by attacking his web too assiduously. While Atlach-Nacha realizes that the Forever Web must undergo some degree of weathering and wear, he is aware of every iota of damage, and if anyone or anything (for example, misguided adventurers) prove too dedicated to thwarting his work, he will scurry across the remaining strands of the web to confront them personally.

The Forever Web

This web stretches throughout all of the world's key points and ley lines. Sometimes it passes through other dimensions and sometimes it makes a physical appearance in the material world. When the Web is complete, the strands activate, surging with energy, and the entire world collapses into a singularity, ending it all. It is not clear what happens after that moment, but some believe that Atlach-Nacha, at that point, will eat the now-tiny world, and digest all of the souls caught therein. Others claim that Atlach-Nacha will present the world as a new gem for the necklace of some supreme entity. Until the Forever Web is completed, no one can say except Atlach-Nacha.

Fortunately, the Forever Web takes eons to spin, and individual strands can be attacked and cut without much trouble. Atlach Nacha's webbing is only sticky where he chooses to make it so in order to tangle prey, for example, or to secure an attachment on the side of a precipice.

Atlach-Nacha in Combat

Atlach Nacha constantly flings web strands at his foes, which tangle and eventually immobilize them.

Atlach-Nacha can strike out with all eight legs, but his legs are not his primary attack means. He knows all spells and can sometimes cast while also attacking physically. In addition, Atlach-Nacha's bite injects the god venom, which almost nothing can resist. Once injected, the venom inflicts almost immediate total paralysis, and is even able to immobilize other entities of god-like status.

"Outside the ordered universe [is] that amorphous blight of nethermost confusion which blasphemes and bubbles at the center of all infinity—the boundless daemon sultan Azathoth, whose name no lips dare speak aloud, and who gnaws hungrily in inconceivable, unlighted chambers beyond time and space amidst the muffled, maddening beating of vile drums and the thin monotonous whine of accursed flutes."

—H.P. Lovecraft, *The Dream-Quest of Unknown Kadath*

Azathoth, the Daemon Sultan

CR 30; XP 9,830,400
CN Outer God of entropy, madness, and mindless destruction
Primary Source H. P. Lovecraft, "Azathoth"

CULT
Domains Chaos, Destruction, Madness, Sun, Void
Subdomains Catastrophe, Dark Tapestry, Entropy, Insanity, Nightmare, Stars
Favored Weapon warhammer
Symbol eight-pointed star
Temple devastated terrain, impact craters, ruined buildings
Worshipers doomsayers
Servitors worshipers of the Outer Gods

INFLUENCE **DC 35**
Speed 2 miles, fly 4 miles, swim 2 miles
Area 90-ft. radius (initial area); **Nucleus** 30-ft. square (initial nucleus)
AC 48; **Saves** +31; **hp** 760
Effects cosmic force, oblivious, pseudopods, ruinous growth

DEFEAT
Combat Azathoth can be banished though battle by reducing its hit points to 0. Note that each round its ruinous growth continues, however, it heals all damage suffered. Only by reducing its influence hp to 0 in a single round can it be banished via violence.
Disinterest Fortunately, in Azathoth's mindless rage, it might decide simply to return to its throne at the center of the universe and stop its destruction. At the end of any round that its ruinous growth has occurred, there is a flat 10% chance (–1% per Elder Influence that overlaps his own influence, i.e. a Great Old One, Outer God, or servitor of the Outer Gods found within its influence) that Azathoth simply leaves and its influence immediately vanishes.

INFLUENCE EFFECTS
Cosmic Force Once Azathoth is enraged, it fills its area of influence with a disruptive cosmic force. A creature that begins its turn exposed to this cosmic force gains a –1 penalty on all saving throws. Penalties from multiple rounds stack and persist as long as the creature remains in the area of influence. All accumulated penalties vanish as soon as a creature starts its turn outside of Azathoth's area of influence. Any spellcaster that begins its turn in Azathoth's influence must make a DC 35 Will save or lose one randomly determined spell slot or prepared spell. A lost spell slot





What You See

The monstrosity hangs in the air: a rapidly-growing mass of pseudopods, cosmic force, and fields of energy. Overall it resembles a terrestrial star, with a central eye that opens into an eternity of madness.

or prepared spell is recovered normally the next time the creature regains spells. This is a curse effect.

Oblivious When Azathoth's influence is first established, the Outer God does not immediately notice or react. Its cosmic force, pseudopod, and ruinous growth effects do not function while it remains oblivious. At the end of each round, there is a chance that Azathoth becomes enraged. Any attack against its influence automatically enrages it. In order to calculate the percentage chance that Azathoth becomes enraged without being attacked, divide 100 by the number of worshipers present in the influenced area. Each servitor of the Outer Gods present in this area counts as 100 worshipers, and each Outer God or Great Old One (including overlapping influence) present (other than Azathoth itself) counts as 1000 worshipers. Multiply the result by 100 and that is the percentage chance at the end of any round that Azathoth becomes enraged. If no worshipers, servitors, Great Old Ones, or Outer Gods are present in the area, the chance of Azathoth becoming enraged at the end of a round is 100%.

Pseudopods When Azathoth is enraged, its pseudopods thrash out randomly in the area of its influence. All creatures and objects in the area automatically take 2d6 points of bludgeoning damage. In addition, 1d6 creatures are specifically targeted each round. These targets are randomly determined from creatures that attacked Azathoth in a previous round. If no creatures attacked, the targets are randomly determined from all creatures in the area. If only one pseudopod attacks, it makes a +41 melee attack against its target. For each additional pseudopod beyond the first that attacks in a round, all pseudopods suffer a cumulative –5 penalty on the attack roll, so if all six thrash out in one round, they effectively have a +16 melee attack against their targets. A hit from one of Azathoth's pseudopods inflicts 1d100 points of bludgeoning damage.

Ruinous Growth Azathoth's influence is immobile, but once it is enraged, it begins to rapidly grow in size. At the start of the second round of enragement, the area of Azathoth's influence and its nucleus doubles in size. Thus, at the start of the first round of enragement Azathoth's influence has the basic 90-ft. radius, which increases to a 180-ft. radius at the start of round 2, then to a 360-ft. radius at the start of round 3, to a 720-ft. radius at the start of round 4, and so on. Each round Azathoth's influence grows, it heals all damage it has suffered. At the GM's option, certain rituals that can prevent this healing or even stop its ruinous growth could exist, but once Azathoth's anger is roused, typically only its disinterest (see "Defeat") can save the world. Otherwise, after just over 2 minutes (22 rounds to be precise), Azathoth grows so large and inflicts so much harm that the entire world is devastated.

Azathoth is a personification of both the original cosmic explosion and the mindless hostility of the universe. It roils and churns forever at the center of reality, writhing mindlessly to the droning chants and flutes of other Outer Gods. Azathoth is claimed to be both blind and idiotic, but its primal urges are immediately fulfilled by Nyarlathotep, its messenger.

Azathoth does not usually have a true cult, for in its mindless purity, it is incapable of gratitude or reward. Only the psychotically malign would ever attempt to contact or awaken such a being.

When Azathoth is summoned, an aspect or avatar of the Daemon Sultan is made to appear at the summoning site. It starts out comparatively small—only thirty or so feet across—but it soon begins to grow. It expands larger and larger, growing ever less-stable.

The risk is immense, for there is truly no limit to this growth process, and whole worlds—nay, entire solar systems have been destroyed by Azathoth's appearance. As a result, typically Azathoth is only summoned by error, or by someone who is reckless beyond normal sanity.

Azathoth Enraged

When Azathoth appears, it has a chance of being angered and beginning its cycle of growth and destruction. This chance is reduced in the presence of large numbers of worshipers chanting and playing instruments to soothe it. The presence of servitors of the Outer Gods or even other Outer Gods or Great Old Ones themselves also has a more potent calming effect.

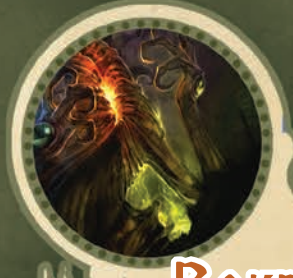
Once Azathoth is angered, its influence grows with terrifying speed. The area blasted by its rage is totally ruined and blackened. Azathoth's vast pseudopods do catastrophic damage even as Azathoth also emits cosmic force at the nuclear level that disrupts magic. Fortunately, Azathoth's mindless thrashing is but a small thing to it, and it might decide simply to return its avatar to its personal presence out of disinterest, stopping the destruction. Azathoth's avatar also immediately returns to its source and the attack ends if it takes sufficient damage in a single round (as it generally heals all damage at the start of each round). Typically, it draws all present Great Old Ones or Outer Gods back to its eternal court at the center of reality. Sometimes, servitors of the Outer Gods remain behind in its wake.

Sandy's Notes

Obliviousness and Disinterest in Action

Under Nyarlathotep's personal tutelage, a mad wizard calls up Azathoth, after first summoning four Servitors. The total "worshipers" count as 1000 (Nyarlathotep), 400 (the servitors) and 1 (the wizard), for a total of 100/1401. This gives a 7% chance of Azathoth awakening each round, which the wizard feels is a fair trade for the massive power and knowledge he hopes to tap from Azathoth. After the first few rounds of Azathoth's presence, though, Nyarlathotep suddenly and unexpectedly departs. Now Azathoth's chance of being angered is 100/401, or 25% each round. Even the mad wizard is worried about those odds, and he immediately starts the process of trying to dismiss Azathoth, hoping to achieve this before the Daemon Sultan begins to explode outward with terrifying force. If Nyarlathotep and four Servitors were present when Azathoth was awakened, Azathoth's chance of spontaneously vanishing after awakening are 10 – 5, or 5%.

Note that the same forces which keep Azathoth placated and (relatively) amicable tend to maintain its state of rage once activated!



Bokrug, the Water Lizard

CR 17; XP 102,400

CN Great Old One of revenge, storms, and water

Primary Source H. P. Lovecraft, "The Doom that Came to Sarnath"

CULT

Domains Chaos, Destruction, Water, Weather

Subdomains Catastrophe, Oceans, Rage, Storms

Favored Weapon ranseur

Symbol green lizard with a long, coiling tail

Temple cathedrals, lakeshores, river banks, ruins

Worshipers boggards, deep ones, ghosts of Ib, gnorri, those seeking vengeance

Servitors monstrous reptiles

INFLUENCE STAGE 1 — DC 24

Area 1-mile radius

Proxy idol

Effects ghosts of Ib, idol

Escalation Each time the stone idol of Bokrug is damaged, there's a percentage chance equal to the damage the idol suffered by the attack that the influence immediately escalates to stage 2. Bokrug's influence can also escalate to stage 2 if enough of its cultists chant the proper rituals. Each consecutive night that cultists of Bokrug chant this ritual during a gibbous moon, there's a cumulative 2% chance that this influence escalates to stage 2. Finally, at the GM's option, Bokrug's influence can spontaneously manifest at stage 2 (potentially bypassing stage 1 entirely) in response to a great act of violence committed against its cultists.

INFLUENCE STAGE 2 — DC 27

CR 20; XP 307,200

Area 10-mile radius

Proxy avatar (see below), idol

Effects ghosts of Ib, idol, natural recursion

DEFEAT

Combat Bokrug's influence is defeated as soon as all proxies are destroyed.

What You See

A huge lizard-like being with a toothed neck and maw, lashing forth a forked tongue. In its eyes linger both sadness and anger.

INFLUENCE EFFECTS

Idol Unless Bokrug manifests spontaneously as a need for vengeance, this Great Old One's influence is centered on a stone idol. This idol is Medium sized but immobile on its own; if moved by external forces, the area of Bokrug's influence moves as well. The stone idol must be specially prepared by worshipers of Bokrug in a ritual that takes years and consumes many resources to complete. Once finished, an idol of Bokrug weighs 1,000 pounds, has hardness 8, and possesses 500 hit points. At the end of any round, the idol automatically regains a number of hit points equal to the number of active ghosts of Ib in the area.

Ghosts of Ib When Bokrug's influence is first established, 1d4 ghosts of Ib manifest within the area as well. These ghosts caper and dance and worship unless enemies of Bokrug enter the area of influence, in which case they do their best to protect living cultists or any proxies of Bokrug active in the area. At any one time, the influence can maintain a number of ghosts of Ib equal to its stage multiplied by 8. At the start of a round, 1d4 new ghosts of Ib manifest at full hit points to replace any that were slain or destroyed, up to the maximum number allowed by the influence.

Natural Reversion All creatures and objects in the area of influence at stage 2 begin to suffer from a reversion to primeval nature. Creatures whose species existed before humanity, as well as all plants and natural formations, are unaffected by this recursion. All other creatures begin to fade from existence, as do some objects built by beings younger than the advent of history (at the GM's discretion). Each round, living creatures in this area must make successful Fortitude saves to resist gaining negative levels from this slow fading. Creatures that gain negative levels equal to their hit dice fade completely, along with all attended items. Unattended nonmagic objects gain no save; they fade away based on their size. Unattended objects the size of a dagger or smaller fade after 1 round. Objects larger than a dagger but smaller than a human fade automatically after 4 rounds. Objects larger than a human but smaller than a horse-drawn carriage fade after 8 rounds. Objects larger than a carriage but smaller than a moderately-sized building fade after 16 rounds. After 32 rounds of this effect, all objects fade from existence and are replaced by natural terrain and vegetation. Unattended magical objects gain a Fortitude save to resist fading, and must make this save at the start of each round once enough rounds have passed to affect an object of its size. Artifacts are never affected by this effect. If Bokrug's influence is removed before 32 rounds

of this effect have passed, then all faded creatures and objects return unscathed (all negative levels accumulated vanish). Otherwise, the fading effect is permanent, but a *miracle* or *wish* can restore a single faded creature or object at a time. A creature that exits the area of influence gradually regains its existence, automatically losing one of the negative levels gained from the natural recursion at the start of each round. This is not a negative energy effect and immunity to negative energy does not grant immunity to natural recursion. Specific immunity to energy drain works normally.

GHOST OF IB CR 11

XP 12,800

Ghost of Ib cleric of Bokrug 10

CN Medium undead (augmented monstrous humanoid, incorporeal)

Init +7; **Senses** darkvision 60 ft.; Perception +24

Aura stench (DC 19, 10 ft.)

DEFENSE

AC 18, touch 18, flat-footed 14 (+4 deflection, +3 Dex, +1 dodge)

hp 108 (10d8+60)

Fort +11, **Ref** +8, **Will** +10

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

OFFENSE

Speed fly 30 ft. (perfect)

Melee corrupting touch +10 (11d6)

Special Attacks channel negative energy 7/day (DC 19, 5d6), destructive aura (10 rounds/day), destructive smite (6/day), frightful moan (DC 19), telekinesis (DC 19)

Cleric Spell-Like Abilities (CL 10th; concentration +13)

10/day—***lightning lord*** (10 bolts/day)

6/day—***storm burst*** (1d6+5 nonlethal)

Cleric Spells Prepared (CL 10th; concentration +13)

5th—*ice storm*[D], *slay living* (DC 18), ***spell resistance***

4th—*chaos hammer* (2, DC 17), *poison* (DC 17), *sleet storm*[D]

3rd—*blindness/deafness* (DC 16), *call lightning*[D] (DC 16), *dispel magic*, *prayer*, *wind wall*

2nd—*hold person* (DC 15), *shatter*[D] (DC 15), *silence* (DC 15), *sound burst* (2, DC 15), *spiritual weapon*

1st—*command* (DC 14), *doom* (DC 14), *obscuring mist*[D], *protection from good*, *sanctuary* (DC 14), *shield of faith*

0 (at will)—*bleed* (DC 13), *create water*, *guidance*, *resistance*

D Domain spell; **Domains** Destruction, Weather

STATISTICS

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

Base Atk +7; **CMB** +10; **CMD** 25

Feats Combat Casting, Dodge, Improved Initiative, Lightning Reflexes, Toughness





Skills Fly +11, Knowledge (nature) +4, Knowledge (religion) +7, Perception +24, Spellcraft +14, Stealth +11, Swim +15; **Racial Modifiers** +8 Perception, +8 Stealth
Languages Aklo, Aquan, Common
SQ amphibious

SPECIAL ABILITIES

Stench (Ex) A creature within 10 feet of a ghost of Ib must make a successful DC 19 Fortitude save at the start of its turn or be sickened for 1 round. This is a poison effect. The save DC is Charisma-based.

AVATAR OF BOKRUG CR 20

XP 307,200
CN Large magical beast (aquatic)
Init +9; **Senses** darkvision 60 ft., low-light vision, scent; Perception +35

DEFENSE

AC 36, touch 14, flat-footed 31 (+5 Dex, +22 natural, –1 size)
hp 363 (22d10+242)
Fort +24, **Ref** +18, **Will** +17
DR 15/epic and lawful; **Immune** ability damage, ability drain, acid, aging, cold death effects, disease, energy drain, mind-affecting effects, paralysis, petrification, poison; **Resist** fire 30; **SR** 31

OFFENSE

Speed 50 ft., swim 120 ft., *air walk*
Melee bite +33 (3d10+12/19–20 plus grab), 2 claws +33 (3d8+12), tail slap +31 (4d6+6 plus grab)
Space 10 ft.; **Reach** 10 ft.
Special Attacks constrict (4d6+12), fast swallow, grab (colossal), rend (2 claws, 3d8+12), swallow whole (10d6 bludgeoning and 10d6 acid damage, AC 21, 36 hp)
Spell-Like Abilities (CL 20th; concentration +28)
Constant—*air walk*
At will—*cloudkill* (DC 23), ***greater*** *dispel magic*, *hallucinatory terrain*, *nightmare* (DC 23), *transmute rock to mud*
3/day—*demand*, quickened *feeblemind* (DC 23), *horrid wilting* (DC 26)
1/day—*control weather*, *symbol of insanity* (DC 26)

STATISTICS

Str 35, **Dex** 21, **Con** 32, **Int** 22, **Wis** 30, **Cha** 27
Base Atk +22; **CMB** +35 (+39 bull rush, +39 grapple, +39 sunder); **CMD** 50 (52 vs. bull rush, 52 vs. sunder, 54 vs. trip)
Feats Critical Focus, Greater Bull Rush, Greater Sunder, Improved Bull Rush, Improved Critical (bite), Improved Initiative, Improved Sunder, Multiattack, Power Attack, Quicken Spell-Like Ability (*feeblemind*), Staggering Critical
Skills Knowledge (arcana) +28, Knowledge (history) +28, Knowledge (nature) +28, Knowledge (religion) +28, Perception +35, Spellcraft +28, Stealth +26, Swim +45
Languages Aklo, Aquan, Draconic; telepathy 100 ft.
SQ amphibious

SPECIAL ABILITIES

Swallow Whole (Su) Bokrug's jaws can open impossibly wide and he can use his swallow whole attack on a creature of any size. In order to swallow a creature of Huge or larger size, Bokrug must make two consecutive successful grapple checks against the creature as part of his swallow attempt over the course of two rounds. A creature swallowed by Bokrug arrives in an interdimensional stomach from which there is no physical escape. *Plane shift* and other methods of planar travel can allow for escape. If Bokrug is defeated, any swallowed foes reappear in spaces adjacent to its body.

Bokrug was originally the god of a non-human amphibious race known only as the beings from Ib. When they were exterminated long ago, Bokrug delivered a horrendous vengeance upon those who laid them low. Now Bokrug is still worshiped by some deep ones as well as some gnorri, and also accepts propitiatory worship from humans.

Bokrug resembles a sort of gigantic lizard.

Waking Bokrug

Bokrug can be awakened in one of two ways: worship or vengeance.

Worship requires a proper ceremony and a stone idol in Bokrug's form. The cultists must dance, chant, and sacrifice to it while the moon is gibbous, and a high priest must intone the rites. This initially brings forth the ghosts of Ib to dance with the other cultists and the statue gradually becomes more and more life-like over many nights until Bokrug is made manifest.

Vengeance comes when a group of Bokrug's worshipers have been viciously destroyed or otherwise persecuted. Bokrug then gathers his wrath, a process that sometimes takes years, and strikes at those who offended him. Oddly, the greater the offense, the longer it typically takes Bokrug to respond. This may be a simple function of the fact that the more awful

"Here was done the very secret and ancient rite in detestation of Bokrug, the water-lizard, and here rested the altar of chrysolite which bore the DOOM-scrawl of Taran-Ish."

—H.P. Lovecraft, *The Doom That Came To Sarnath*

the inciting crime, the more time the Water Lizard spends devising a suitably horrendous punishment. For example, when the city of Sarnath drove the original Beings of Ib into extinction, it took Bokrug 1000 years to respond—but when Bokrug did finally strike, the mighty city of Sarnath and all its inhabitants vanished forever. Only marshlands remained in its place.

The Ghosts of Ib

When Bokrug appears, hordes of ghosts of Ib (his original cultists) appear with him. These spectral, frog-like humanoids have all the powers of typical ghosts as well as spellcasting abilities (see page 219). While they can be individually driven off or banished, they always return and multiply while Bokrug manifests.

The Return to Nature

Bokrug typically returns civilized or built-up areas to their primeval state. In the case of humans, they literally vanish, as he normally restores the area to its form before humanity even evolved, so they cannot exist. All buildings and manufactured items gradually vanish or are replaced with the building materials from which they were constructed (uncut timber or stone, mud, and so on). Humans and more recent creatures also gradually fade away. This fading process takes a little time, and if Bokrug's influence is banished before the fading is complete, the victims are restored.

Bokrug in Combat

Bokrug physically fights like the lizard it resembles, biting and swallowing most foes whole. His neck distends to let him swallow larger targets. Bokrug can swallow creatures even larger than himself, though this may take several rounds of gulping. Any creature swallowed by Bokrug is transported to his extradimensional stomach from whence there is no escape, only an eternity of digestion. This swallowing process is supernatural, and Bokrug does not get larger as he eats prey.

Bokrug has a prehensile tail which can grasp, hold, and constrict victims as well as simply lash them, and clawed arms which he can use to hold and rake victims. When enemies strike back at Bokrug, he typically has the resistance and immunity of the graven stone statue from which he emerged, though he seems to be flesh when attacking.

When damaged sufficiently, Bokrug returns to its statue form and the ghosts of Ib stop appearing. However, defacing or trying to destroy a statue of Bokrug can cause him to reappear seeking revenge.



Byatis the Serpent-Bearded

CR 15; XP 51,200

CE Great Old One of forgetfulness, prisons, and toads

Primary Source Ramsey Campbell, "The Room in the Castle"

CULT

Domains Chaos, Darkness, Evil, Knowledge

Subdomains Loss, Memory, Night, Thought

Favored Weapon dagger

Symbol coil of tentacles encircling a fanged mouth filled with darkness

Temple caverns, secret basements, ruined castles

Worshipers amphibious creatures, insane spellcasters

Servitors monstrous amphibians and reptiles

INFLUENCE STAGE 1 **DC 23**

Area 120-ft. radius

Effects enhance elder influences

Escalation Every day, Byatis's influence gains 1 growth point. When it reaches 100 growth points, it escalates to stage 2.

INFLUENCE STAGE 2 **DC 25**

CR 18; XP 153,600

Area 1200-ft. radius

Effects amnesia, enhance elder influences, lure

Escalation Byatis's influence continues to gain 1 growth point per day at stage 2, but growth points alone cannot escalate the influence to stage 3. In order to escalate to stage 3, Byatis must feed via its lure effect. Once Byatis has successfully fed on 20 creatures, its influence escalates to stage 3.

INFLUENCE STAGE 3 **DC 27**

CR 21; XP 409,600

Area 10-mile radius

Proxy avatar (see below)

Effects amnesia, enhance elder influences, lure, mobile influence

DEFEAT

Combat At stage 3, defeating Byatis's avatar causes its avatar to decompose to filth and ends his influence immediately.

Sacrifice At stage 1, sacrificing a creature with an Intelligence of 3 or higher to Byatis while inside its area of influence causes it to lose 1d6 growth points. At stage 2, sacrificing a creature with an Intelligence of 3 or higher in this way adds to the number of creatures it must feed on to reach stage 3. Instead, each day it is prevented from feeding on a creature via its lure, it loses 1d6 growth points, returning to stage 1 influence as soon as it goes below 100 growth points. Sacrifices and feedings no longer affect Byatis's influence once it reaches stage 3; at this point, only the defeat of the Great Old One's avatar can end its influence.

INFLUENCE EFFECTS

Amnesia Once per day (either as soon as a creature enters Byatis's area of influence, or once every 24 hours), a creature exposed to this area of influence must make a successful Will save or lose all knowledge of Byatis, its influence, and associated lore. All Knowledge checks pertaining to Byatis automatically fail, and while the character can learn this information again if others explain it, a new Will save every hour is required to avoid forgetting again. This is a mind-affecting effect.

Enhance Elder Influences The presence of Byatis's influence causes other elder influences that overlap to quicken. All other elder influences that overlap with Byatis's influence increase their save DCs by 2. Any Elder Influence that possesses a random chance of escalating has its chance of escalation doubled when it overlaps with Byatis's influence. At the GM's discretion, an Elder Influence that spends several days overlapping may automatically escalate.



Lure Once per day, one creature suffering from the influence's amnesia effect and who has an Intelligence of 3 or higher within Byatis's influence must make a successful Will save to avoid unconsciously seeking the heart of the area of influence and presenting itself for consumption. Only one creature per day can be affected in this way. If more than one target is available, the most powerful (highest CR) target in the region is selected first. If there are multiple targets of equal CR in the region, the one that is physically closest to the center of the influence is affected. A lured creature that manages to reach the center of the influence's area offers itself to Byatis as a sacrifice and will not willingly move from that location. Each hour, there is a cumulative 10% chance that Byatis takes note and extends a feeding tentacle through folds in space and time to accept this sacrifice. The tentacle seems to emerge from a nearby patch of darkness, hole, or other aperture, from which it strikes without fail and attempts to consume the lured victim. The victim must make a successful Fortitude save each round. On a success, the victim is not consumed but must make a new saving throw each round. On a failure, Byatis consumes the victim and moves one step closer to escalating to stage 3. Others can attempt to move the lured victim to safety, but must do so by transporting that individual beyond the reach of the influence; otherwise Byatis merely extends a new feeding tentacle from some nearby point to attempt consumption of the lured victim each round.

Mobile Influence Byatis's influence is always centered on its avatar, allowing the avatar to wander as it will without being physically limited by the constraints of influence. Of course, the avatar still cannot magically travel via teleportation effects beyond the reach of its influence.

AVATAR OF BYATIS CR 21

XP 409,600

CE Huge aberration

Init +10 **Senses** blindsight 60 ft., see in darkness, *true seeing*; Perception +35

DEFENSE

AC 37, touch 18, flat-footed 27 (+10 Dex, +19 natural, –2 size)

hp 407 (22d8+308); regeneration 15 (cold)

Fort +21, **Ref** +17, **Will** +23

DR 15/epic and lawful; **Immune** ability damage, ability drain, acid, aging, death effects, disease, energy drain, mind-affecting effects, paralysis, petrification, poison; **Resist** electricity 30, fire 30; **SR** 32

OFFENSE

Speed 50 ft., swim 50 ft., *air walk*

What You See

This one-eyed serpent-bearded horror possesses a single, long, flexible proboscis that ends in a fanged leech-like mouth. It also has clawed limbs seemingly asymmetrically placed around its form.

Melee 3 bites +30 (2d6+16/19–20 plus grab), 3 tentacles +28 (1d8+8 plus grab)

Space 15 ft.; **Reach** 15 ft. (20 ft. with tentacles)

Special Attacks constrict (1d8+16), feed

Spell-Like Abilities (CL 21st; concentration +28)

Constant—*air walk*, *true seeing*

At will—***greater*** *dispel magic*, *hold monster* (DC 22), *modify memory* (DC 21), *nightmare* (DC 22), *resilient sphere* (DC 21)

3/day—*demand* (DC 25), quickened *feeblemind* (DC 22), *forcecage*, *limited wish* (self only, only to duplicate spells)

1/day—*imprisonment* (DC 26), *symbol of insanity* (DC 25)

STATISTICS

Str 43, **Dex** 30, **Con** 38, **Int** 27, **Wis** 30, **Cha** 25

Base Atk +16; **CMB** +34 (+36 bull rush); **CMD** 54 (56 vs. bull rush; can't be tripped)

Feats Awesome Blow, Combat Reflexes, Critical Focus, Improved Bull Rush, Improved Critical (bites), Improved Vital Strike, Multiattack, Power Attack, Quicken Spell-Like Ability (***feeblemind***), Staggering Critical, Vital Strike

Skills Knowledge (arcana) +33, Knowledge (engineering) +30, Knowledge (history) +30, Knowledge (local) +30, Knowledge (nature) +30, Knowledge (religion) +30, Perception +35, Sense Motive +32, Spellcraft +33, Stealth +27, Survival +35, Swim +24, Use Magic Device +29

Languages Aklo, Common; telepathy 100 ft.

SPECIAL ABILITIES

Feed (Ex) Once per round, Byatis may feed from a creature which it has grabbed with one of its bite attacks. When it does so, it inflicts 1 negative level and 1d6 points of Constitution drain. A successful DC 35 Fortitude save reduces this effect to 1 Constitution drain. The save DC is Constitution-based.



"[Byatis] had but one Eye like the Cyclops, and had claws like unto a Crab ... a nose like the Elephants that 'tis said can be seen in Africa, and great Serpent-like Growths which hung from its Face like a Beard, in the Fashion of some Sea Monster."

—Ramsey Campbell, *The Room in the Castle*

Byatis the Serpent-Bearded is an imprisoned Great Old One. Wherever it is called, it typically appears in an underground cavern or the lower levels of a built-up structure. It is huge, weighing many tons. It is scaled and reptilian, though with an array of mouthed tentacles which it extends from its prison to feed. In some ways it may seem less dangerous than other Great Old Ones, because it is nearly immobile, but this impression would be a mistake.

Byatis gradually grows spiritually and physically by consuming creatures. As Byatis festers in its lair, undisturbed, its environs start to grow a greater and greater gate, letting baleful influences seep into the world. Natural laws start to alter. Given enough time, the gates open wide, and the Outer Gods and their minions pour through unchallenged. This horrendous fate can be averted by periodic attacks on Byatis, interrupting and reverting this spiritual growth. It can also be slowed or stopped by sacrificing victims to Byatis, who must focus on the victims rather than the gates.

God of Forgetfulness

Unfortunately, keeping one's distance from Byatis is not always an option. It has the ability, over an extended area, to erase knowledge of its existence from mortal beings. It can also use its mental influence to cause people to come to it, unknowingly feeding themselves to it. It takes time for this amnesia to take effect, but one result is that the inhabitants nearest to Byatis often are the least aware of its presence and cannot guide outsiders to its lair. Any propitiatory or worshipping cult must come from further away, and then leave before they forget about Byatis.

Byatis in Combat

Byatis attacks with several snout-like proboscises, each of which ends in a toothed mouth which can attach to and suck out the life from victims. They can also clamp down and simply chomp, which does more immediate damage but does not drain the victim's strength. Byatis also has a multiplicity of lesser tentacles ranging from flail-like whips to constricting boas, all useful in battering the unfortunate forms of its foes. It has thick scales for armor, almost impenetrable by most means, and it has access to countless magical abilities.

Chaugnar Faugn

CR 16; XP 76,800

CE Great Old One of blood, patience, and remote hill country

Primary Source Frank Belknap Long, "The Horror from the Hills"

CULT

Domains Chaos, Death, Evil, War

Subdomains Blood, Entropy, Murder, Tactics

Favored Weapon light pick

Symbol elephantine visage with a bloody trunk

Temple caves, dilapidated shacks, remote hilltops, ruined warehouses

Worshipers deranged hill folk, Tcho-Tcho

Servitors blood drinkers, mutants

INFLUENCE STAGE 1 **DC 24**

Area 15-ft. radius

Proxy idol

Effects curse of Chaugnar Faugn, feed, idol

Escalation Chaugnar Faugn escalates to stage 2 by draining the life of sapient victims. Each time it kills a living creature with its feed effect the idol gains 1 growth point. When the idol accumulates 90 growth points (typically requiring about 3 months to build power), it transforms into an avatar of Chaugnar Faugn and escalates to stage 2.

INFLUENCE STAGE 2 **DC 26**

CR 19; XP 204,800

Area 15-ft. radius

Proxy avatar of Chaugnar Faugn (see below)

Effects mobile influence

DEFEAT

Combat At stage 1, destroying Chaugnar Faugn's idol ends its influence. The idol has very few methods of defending itself from active attacks; it is surrounded by a number of defenders (typically high-level Tcho-Tcho who have gained the curse of Chaugnar Faugn) that create an encounter of at least CR 16 in power. At stage 2, destroying the avatar of Chaugnar Faugn ends the influence immediately.

INFLUENCE EFFECTS

Curse of Chaugnar Faugn Any creature that Chaugnar Faugn hits with its influence's feed effect must make a successful Will save to resist having their flesh reshaped by the Great Old One. Typically, this reshaping of flesh causes the target to deform into a somewhat reptilian- or amphibian-looking mutation of its former shape or something approximating Chaugnar Faugn's own elephantine form, but it can radically alter a body's shape in many ways. A creature that acquires the curse of Chaugnar Faugn gains the advanced creature template, becomes completely loyal to Chaugnar Faugn, and will give its life to defend the Great Old One or any of its idols. This is a curse effect.

Feed Once per round, at the start of the round, if a willing or helpless living creature with an Intelligence of 3 or higher is within Chaugnar Faugn's area of influence, the trunk of the Great Old One's statue animates and attaches to that target. If multiple targets are available, one is chosen randomly. The trunk drains bodily fluids, inflicting 1d6 points of Constitution drain before detaching.

Idol In order to exude an influence, Chaugnar Faugn requires a specially-prepared idol in its form to be constructed by its cultists. Constructing this idol requires a ritual that takes months and consumes many resources to complete. Once finished, an idol of Chaugnar Faugn occupies a 10-ft. square, weighs 6,000 pounds, has hardness 16, and possesses 1,000 hit points.

Mobile Influence At influence stage 2, Chaugnar Faugn's influence is always centered on its avatar, allowing the avatar to wander as it wills without being physically limited by the constraints of influence. The avatar cannot magically travel via teleportation effects beyond the reach of its influence.

What You See

This monstrosity is a repulsive distortion of an elephant-god with webbed and ribbed ears, a "trunk" that ends in a spined disk, twisted crystalline tusks, and vaguely humanoid limbs.

AVATAR OF CHAUGNAR FAUGN CR 19

XP 204,800

CE Medium monstrous humanoid

Init +18; **Senses** blindsight 30 ft., darkvision 60 ft., *true seeing*; Perception +31

DEFENSE

AC 35, touch 15, flat-footed 30 (+4 Dex, +1 dodge, +20 natural)

hp 330 (20d10+220); fast healing 10

Fort +17, **Ref** +16, **Will** +22

Defensive Abilities anticipate foe; **DR** 15/epic and lawful; **Immune** ability damage, ability drain, aging, death effects, disease, energy drain, mind-affecting effects, paralysis, petrification, poison; **Resist** acid 30, cold 30, electricity 30, fire 30; **SR** 30

OFFENSE

Speed 30 ft., fly 60 ft. (good)

Melee 2 gore +31 (4d6+11/19–20), 2 claws +31 (2d6+11), trunk +31 (1d6+11 plus attach and feed)

Special Attacks curse of Chaugnar Faugn, eldritch bolt



Spell-Like Abilities (CL 19th; concentration +26)

Constant—*fly*, *true seeing*

At will—***greater*** *command* (DC 22), ***greater*** *dispel magic*, ***mass*** *inflict moderate wounds* (DC 23), *nightmare* (DC 22), *slow* (DC 20)

3/day—*demand* (DC 25), quickened *feeblemind* (DC 22), *flesh to stone* (DC 23), *wish* (self only, to duplicate wizard spells only)

1/day—*power word stun*, *symbol of insanity* (DC 25)

STATISTICS

Str 32, **Dex** 19, **Con** 32, **Int** 24, **Wis** 27, **Cha** 25

Base Atk +20; **CMB** +31; **CMD** 46

Feats Bleeding Critical, Combat Expertise, Critical Focus, Dodge, Improved Critical (gore), Improved Initiative, Iron Will, Mobility, Power Attack, Quicken Spell-Like Ability (*feeblemind*)

Skills Fly +40, Knowledge (arcana) +27, Knowledge (geography) +27, Knowledge (nature) +27, Knowledge (planes) +27, Knowledge (religion) +27, Perception +31, Sense Motive +28, Spellcraft +27, Stealth +27, Use Magic Device +27

Languages Abyssal, Aklo, Celestial, Common, Infernal, Tcho-Tcho; telepathy 300 ft

SPECIAL ABILITIES

Anticipate Foe (Su) Chaugnar Faugn constantly scans the thoughts of foes and can anticipate their reactions and moves. He always acts in a surprise round and can take a full round of actions in a surprise round. He gains a +10 insight bonus on Initiative checks.

Curse of Chaugnar Faugn (Su) Once per round as a swift action, Chaugnar Faugn can inflict his curse on a creature it strikes. A successful DC 27 Will save resists the curse, and its effects are otherwise as detailed above for its influence effect of the same name. This is a curse effect. The save DC is Charisma-based.

Eldritch Bolt (Su) As a swift action, Chaugnar Faugn may fire bolts of lightning-like eldritch energy from his crystalline trunks at any two targets within 120 feet. If the foe targeted is an enemy of Chaugnar Faugn, the target takes 12d6 points of force damage and is staggered for 1d4 rounds. A successful DC 31 Reflex save halves this damage and negates the stagger effect. If the target is a minion of Chaugnar Faugn, the bolt heals the creature of 12d6 points of damage and grants the effects of *haste* for 1d4 rounds. A creature cannot be targeted by both bolts in one round, and Chaugnar Faugn cannot target himself with these bolts. The save DC is Constitution-based.

Feed (Su) Once per round, Chaugnar Faugn can feed on a creature to which he has attached his trunk. When

he feeds, any hit point damage inflicted by his trunk cannot be healed by natural rest, and in order to cure this damage via magic, the caster must make a successful DC 25 caster level check. When Chaugnar Faugn feeds, he inflicts 1 negative level or deals 1d4 points of ability drain to the ability score of his choice. A successful DC 31 Fortitude save negates the negative level or ability drain. The save DC is Constitution-based.

Trunk (Ex) Chaugnar Faugn's trunk is a primary attack that inflicts piercing damage.

In his physical form, the Great Old One known as Chaugnar Faugn vaguely resembles a humanoid elephant. He is about 8 feet tall. When the proper rites are performed, any statue of him can be made to gradually dissolve, replaced by Chaugnar Faugn's presence. Once Chaugnar Faugn leaves, the statue does not return, and a new one must be carved by his devotees.

Chaugnar Faugn's cultists appease him with offerings of helpless mortals to feed upon. He feeds through his trunk, which ends in a tooth-rimmed disk. He attaches it to his victim and sucks out their vital fluids. While he can do so in combat, he prefers more leisurely offerings.

Molding and reshaping flesh is among Chaugnar Faugn's most noteworthy abilities. This process requires careful manipulation with his trunk, and the altered flesh remains exquisitely painful for months or even years after, so it is often used as a means of punishment.

Two notable ways in which Chaugnar Faugn has used this ability are to create entities fully human in appearance from reptile or amphibian flesh (combining multiple reptiles together to make a single mock-human) and to transform a person out of mockery or cruelty to resemble Chaugnar Faugn himself in appearance.

"Words could not adequately convey the repulsiveness of the thing. It was endowed with a trunk and great, uneven ears, and two enormous tusks protruded from the corners of its mouth. But it was not an elephant. Indeed, its resemblance to an actual elephant was, at best, sporadic and superficial, despite certain unmistakable points of similarity. The ears were webbed and tentacled, the trunk terminated in a huge flaring disk at least a foot in diameter, and the tusks, which intertwined and interlocked at the base of the statue, were as translucent as rock crystal."

—Frank Belknap Long,
The Horror From the Hills

Chaugnar Faugn in Combat

The Great Old One attacks with his trunk, which attaches to a victim, and feeds with alarming tenacity and speed. His crystalline tusks can glow and shoot forth lightning-like darts, which are used for attacks and to direct his minions toward particular targets.

Chaugnar Faugn can read minds and is never surprised. He has access to a wide variety of spells and counts among his allies the Tcho-Tcho and other dangerous humanoids. If Chaugnar Faugn's form is killed, his corpse vanishes after a few minutes, leaving nothing behind.



Cthugha

CR 20; XP 307,200

CE Great Old One of arson, deliberate destruction and fire

Primary Source August Derleth, "The Dweller in Darkness" and "The House on Curwen Street"

CULT

Domains Chaos, Destruction, Evil, and Fire

Subdomains Ash, Catastrophe, Rage, and Smoke

Favored Weapon torch

Symbol vortex of fire

Temple burnt-out ruins, high buildings, mountaintops, regions devastated by fire

Worshipers arsonists, fire-using creatures

Servitors fire vampires, fire elementals

INFLUENCE STAGE 1 **DC 27**

Speed fly 50 ft.

Area 100-ft. radius; **Nucleus** 30-ft. square

AC 36; **Saves** +22; **hp** 370

Effects heat wave, spawn fire vampires

Escalation At the start of any round, if there are at least 10 fire vampires alive and active in the area of influence, there's a 10% chance that Cthugha escalates to stage 2.

INFLUENCE STAGE 2 **DC 29**

CR 23; XP 819,200

Speed fly 100 ft.

Area 900-ft. radius; Nucleus 100-ft. square

AC 40; **Saves** +24; **hp** 480

Effects fiery darts, heat wave, spawn fire vampires

Escalation At the start of any round, if there are at least 20 fire vampires alive and active in the area of influence, there's a 10% chance that Cthugha escalates to stage 3.

INFLUENCE STAGE 3 **DC 31**

CR 26; XP 2,457,600

Speed fly 300 ft.

Area 1-mile radius; **Nucleus** 500-ft. square

AC 44; **Saves** +27; **hp** 600

Effects capture mind, fiery darts, heat wave, spawn fire vampires

Escalation At the start of any round, if there are at least 30 fire vampires alive and active in the area of influence, there's a 10% chance that Cthugha escalates to stage 4.

INFLUENCE STAGE 4 **DC 34**

CR 29; XP 6,553,600

Area 10-mile radius column

Proxy fire vampires

Effects capture mind, fiery darts, heat wave, immobile, spawn fire vampires

DEFEAT

Combat In Cthuhga's first three stages, it can be defeated by reducing its influence to 0 hit points. In its final stage, it must be defeated by destroying all fire vampires within the Great Old One's influence.

INFLUENCE EFFECTS

Capture Mind Creatures with an Intelligence score of 3 or higher are in danger of having their minds captured by Cthugha if they spend too much time in its presence. If such a creature begins its turn within Cthugha's area of influence, it must make a successful Will save or it gains 1 capture point. A creature with 1 capture point has its mind linked to Cthugha's but suffers no further peril. When a creature has 2 capture points, it becomes overwhelmed by Cthugha and must look directly at the Great Old One—all other targets gain concealment from the victim. Once a creature has 3 capture points, its mind becomes controlled by Cthugha, and it now follows the commands of Cthugha or any fire vampire without hesitation. *Protection from evil*, *protection from chaos*, or a similar effect does not affect this control (although such spells grant their normal bonus to saving throws). Each time a creature begins its turn outside of Cthugha's area of influence, it loses 1 capture point. Additionally, each time a creature's saving throw to resist mind capture exceeds the DC by at least 10, or whenever a creature rolls a natural 20 on its saving throw to resist capture mind, it loses 1 capture point. If the creature rolls a 1 on its saving throw to avoid gaining its third capture point, the mind control is permanent until Cthugha's influence ends, regardless of whether the creature stays in the area of its influence of not. This is a mind-affecting compulsion effect.

Fiery Darts At the start of the round, Cthugha launches a number of fiery darts equal to twice its current influence stage. **Targets** are selected by Cthugha (generally, Cthugha targets the most dangerous foes in the area first). A targeted creature takes fire damage equal to 8d6 per stage (16d6 fire damage at stage 2, 24d6 at stage 3, and 32d6 at stage 4) and catches on fire. A successful

What You See

A huge mass of fire floats off in the distance. Within the mass, a repulsive form can be seen eternally burning, but never consumed.

Reflex save halves this damage and prevents the target from catching on fire.

Heat Wave At the start of each round, the temperature in Cthugha's area of influence increases by 1º F. The maximum temperature increase possible from this effect is ten times Cthugha's current stage. It is unlikely for Cthugha to form in an area of cold temperatures, so it is likely that the starting temperature is already fairly warm.

Immobile At stage 4 influence, Cthugha no longer moves. Instead, it looms in the sky above the region below, several miles up in the atmosphere where it cannot be easily reached. Its area of influence extends down through the atmosphere in a ten-mile radius column directly below its position in the sky above.

Spawn Fire Vampires At the start of each round, there's a 25% chance that Cthugha causes 1d4 fire vampires to appear at random locations within its area of influence. This effect doesn't occur if there are already a number of fire vampires equal to Cthugha's influence stage times 10 active in the area, regardless of whether those fire vampires were caused to appear by Cthugha or appeared as a result of other events.

Cthugha is a Great Old One of colossal power associated with great heat. When awakened, Cthugha appears in the sky, inaccessible to earthly beings. It takes the form of a gigantic amoeba-like cloud of living fire, twisting and stretching in impossible directions. Its convolutions not only rain fire down upon the world below, but also capture viewers' minds and souls with enough time.

In truth, there is no single entity named Cthugha. This being is a gestalt, formed of thousands or millions of fire vampires joined into a single, shared mind and body. When so joined, they create a force of unstoppable power and might, equal in status and ferocity to any Great Old One. This gestalt can be maintained for years or it can be dropped at a moment's notice—time has little meaning to the immortal fire vampires.

There are tales and legends of an elder thing called Fthaggua, said to be a sort of leader or master of the fire vampires. In fact, Fthaggua is yet another gestalt-entity formed of many fire vampires, though it is not as powerful as the Cthugha-form. Fthaggua only takes a





few hundred fire vampires to form, but is oddly less commonly encountered than Cthugha. Perhaps this is due to Cthugha's substantially greater power and efficacy, making its summoning worth the extra effort.

A World in Flames

When Cthugha forms or is awakened, it constantly spits forth and reabsorbs individual fire vampires. The temperature of the area increases drastically and steadily until mortal life is no longer possible. This may take several minutes or hours, depending on the ambient weather and temperature. Typically, Cthugha remains in place until a targeted site is completely destroyed.

Cthugha in Combat

Cthugha lashes out with fiery darts. A touch from one not only causes damage but also sets the victim ablaze.

Mental Capture

The constantly shifting forms that Cthugha takes are necessary for maintaining its gestalt. It is possible for a trained viewer to interpret Cthugha's current thinking and state of mind by observing the undulating shapes it spirals into second by second. An unfortunate side effect is that the changing forms of Cthugha not only maintain control over the individual fire vampire minds that make up it whole, but they tug on mortal minds as well. All observers risk mental effects from its presence, which happen in three stages.

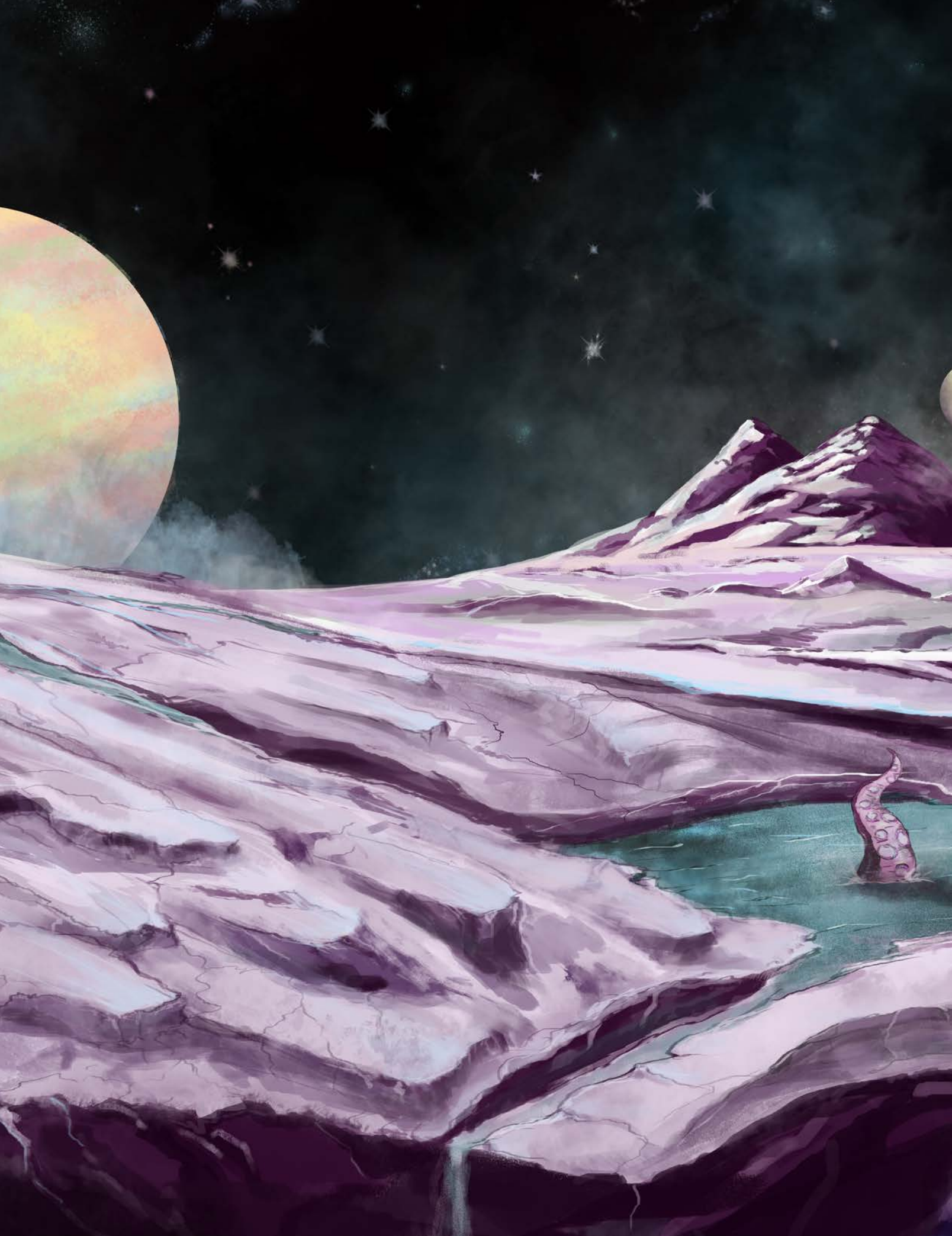
First, whether or not the viewer is directly looking at Cthugha, its shapes are visible within the minds and eyes of all those who are present. Cthugha is impossible to ignore entirely.

Second, a victim becomes enthralled and cannot take its eyes off Cthugha, even to attack. The victim's speech is interspersed with alien comments and ideas straight from the gestalt's collective mind. These can sometimes be useful in guessing what Cthugha is planning or doing, but also indicate the victim is slipping into Cthugha's mental snare.

Third, if the victim falls further under Cthugha's influence, the victim's mind is absorbed into Cthugha's gestalt permanently. The victim now acts only as part of Cthugha, carrying out the wishes of the fire vampires. When Cthugha departs, the victim's body falls limp and mindless to the ground. The mind will not be freed until Cthugha's current form is dissolved by the vampires or destroyed, which could take hours, days, years, or even centuries to accomplish.

"Presently through the thin gloomy red vapour I saw something that killed the hope in me and gave me a horrible despair; for the indigo circle, the final barrier of the defense, was being slowly lifted into the air... I could see its dreadful snout rising upwards out of the cloud."

—William Hope Hodgson, *The Hog*





Great Cthulhu

CR 21; XP 409,600
CE Great Old One of cataclysms, dreams, and the stars
Primary Source H. P. Lovecraft, "The Call of Cthulhu"

CULT

Domains Chaos, Evil, Madness, Void
Subdomains Deep Space, Insanity, Nightmare, Stars
Favored Weapon dagger
Symbol complex rune surrounding an open eye
Temple caverns, coastal churches, hidden coves, remote islands
Worshipers deep one hybrids, doomsayers, dreamers, insane artists
Servitors deep ones, starspawn

INFLUENCE STAGE 1 **DC 27**

Speed 40 ft., fly 80 ft., swim 40 ft.
Area 80-ft. radius; **Nucleus** 30-ft. square
Effects devouring, non-euclidean geometry, telepathic assault (fear)
Proxy starspawn (see page 385)
Escalation In order to advance to stage 2, Cthulhu must successfully use his devour effect 10 times.

INFLUENCE STAGE 2 **DC 30**

CR 24; XP 1,228,800
Speed 500 ft., fly 1,000 ft., swim 500 ft.
Area 400-ft. radius; **Nucleus** 100-ft. square
AC 42; **Saves** +25; **hp** 520
Effects devouring, non-euclidean geometry, telepathic assault (despair)
Escalation In order to advance to stage 3, Cthulhu must successfully use his devour effect 1,000 times.

INFLUENCE STAGE 3 **DC 32**

CR 27; XP 3,276,800
Speed 2,000 ft., fly 4,000 ft., swim 2,000 ft.
Area 1 mile; **Nucleus** 300-ft. square
AC 45; **Saves** +28; **hp** 640
Effects devouring, non-euclidean geometry, telepathic assault (anarchy)
Escalation In order to advance to stage 4, Cthulhu must successfully use his devour effect 100,000 times.

INFLUENCE STAGE 4 **DC 35**

CR 30; XP 9,830,400
Speed 2 miles, fly 4 miles, swim 2 miles
Area 10 miles; **Nucleus** 1,000-ft. square
AC 48; **Saves** +31; **hp** 760
Effects devouring, devastation, non-euclidean geometry, telepathic assault (global enslavement)

DEFEAT

Combat Cthulhu can be defeated through damage. At influence stage 1, if the starspawn that serves as Cthulhu's proxy is slain, Cthulhu is banished and his essence returns to R'lyeh to slumber once more. His slumber has no minimum duration: the conditions that woke him from slumber can happen again at any point, when the stars are right. At higher influence stages, Cthulhu's size and power outstrip those of a creature that can be confronted in the classic sense, but damage can still affect him, forcing him to de-escalate to a lower stage from which he must devour anew to increase stage once again. A *miracle* or *wish* can automatically force Cthulhu's influence stage to shift down by 1, to a minimum of influence stage 1.

At influence stages above 1, damage to Cthulhu is tracked as normal for combating influences (see page 204). When an influence stage's hit points are reduced to 0, Cthulhu's influence decreases by one stage but has maximum hit points for that stage.

INFLUENCE EFFECTS

Devouring Great Cthulhu gains power and increases his influence stage by devouring intelligent, living creatures, body and soul. For the purposes of tracking the progress of his increasing power, it is convenient to use a humanoid as a unit of measurement. Physical size is largely irrelevant when it comes to devouring. At the GM's option, creatures of lesser soul and/or intelligence (i.e. animals, vermin, beasts) could count as fractions of a humanoid, while creatures of greater soul and/or intelligence (such as powerful outsiders, dragons, or heroic adventurers) could count as more.

When a creature begins its turn within the area of Cthulhu's influence, it must make a successful Reflex save to avoid being snatched up by Cthulhu's flabby claws and tentacles. **Failure** indicates the victim must make a successful Fortitude save to avoid being instantly consumed. On a successful Fortitude save,

What You See

This colossal, corpulent dragon-octopus hybrid possesses bat-like wings, huge talons, and a face that is a mass of tentacles and feelers. Green and ever-shifting, its carapace ranges from gelatinous to chitinous.



the victim is considered grappled. Creatures held in Cthulhu's grip do not take damage, for Cthulhu must devour living bodies in order to grow. Physical escape from Cthulhu's clutches is practically impossible, and requires a successful Escape Artist or combat maneuver check against CMD 55 + influence DC. Magical methods, such as teleportation or *freedom of movement*, are likely to offer the only real route to escape for such a victim. A victim must continue to make successful Fortitude saves at the start of each turn in order to avoid being consumed. A victim that is consumed by Great Cthulhu is immediately slain and all carried gear is lost or destroyed (save for artifacts, which are left behind or shunted into other dimensions or realities at the GM's whim). Only *miracle*, *true resurrection*, or *wish* can restore someone slain in this manner to life. Creatures in Cthulhu's clutches when he is defeated are released, but there's a 75% chance that upon release they are dropped from a great height and take 20d6 falling damage.

In a densely populated area, you can assume that Great Cthulhu can successfully devour a number of panicking humanoids equal to 1d20 times his current influence stage in a single round. At influence stage 2 or higher, each humanoid Cthulhu devours heals the influence by 20 HP at stage 2, 50 HP at stage 3, and 100 HP at stage 4.

Devastation The area within Cthulhu's influence is wracked with powerful storms, earthquakes, and tsunamis as appropriate. Cthulhu himself is not impacted by these events, since by this time he has reached his maximum level of influence and those who perish from the disasters cannot be devoured.

Non-Euclidean Geometry Reality and the fundamental laws of physics go mad in the presence of Great Cthulhu. Creatures within the area of his influence suffer an increasing number of disorienting and strange effects, as detailed below. These effects are cumulative—at influence stage 4, all four stages of effects are active. Within his home city of R'lyeh, the effects of Cthulhu's non-Euclidean geometry always function as if he were at stage 4 and always have a minimum area equal to the size of R'lyeh itself.

Influence Stage 1: Allies and minions of Great Cthulhu have their reach doubled. Enemies of Great Cthulhu have their reach halved. If a creature has a reach of 5 feet, its reach is instead reduced to 0.

Influence Stage 2: Physical routes change, becoming dead ends or circles. The terrain and architecture you traveled the previous round will be different if you return to it. The presence of cover, difficult terrain, or the like shift from round to round (randomly or at the GM's discretion), but generally do so in ways advantageous to Cthulhu or his minions.

Influence Stage 3: If a foe of Cthulhu moves more than 5 feet during its turn, that creature has a 25% chance of entering an area of geometry where it physically cannot exist. When a victim is exposed to such a reality, it can avoid the effect with a successful Reflex saving throw. If it fails, it vanishes, and is transported to somewhere else in the universe (randomly or at the GM's discretion). If the saving throw was a natural 1, the victim instead winks out of existence, along with all of its gear (artifacts are not destroyed by this effect, but are transported elsewhere). Creatures lost in this way can only be restored to life via *miracle*, *true resurrection*, or *wish*.

Influence Stage 4: The chance of one of Cthulhu's foes stumbling into dangerous geometry increases to 50% per round. Additionally, each round, there's a 25% chance that a dangerous creature from another dimension may emerge from strange angles or warped reality. Shoggoths and starspawn and other aliens of similar power are typical arrivals.

Telepathic Assault All creatures within the area of Cthulhu's influence must make a successful Will saving throw at the start of their turns or become overwhelmed with consuming terror and madness. The exact effects of this madness depend on what stage of influence Cthulhu has achieved. Once a creature fails this saving throw, the effects persist until the creature moves out of Cthulhu's influence. A creature suffering from Cthulhu's telepathic assault when his influence escalates is automatically affected by the new effect and is no longer affected by the previous effect. This is an mind-affecting, insanity effect.

Fear: At stage one, those who succumb to Cthulhu's telepathic assault become shaken. This effect stacks with multiple failed saves, first to frightened, and finally to its maximum effect of panicked.

Despair: At stage two, those who succumb to Cthulhu's telepathic assault cower in fear.

Anarchy: At stage three, those who succumb to Cthulhu's telepathic assault suffer from overwhelming paranoia and hallucinations, and find it impossible to tell friend from foe. Under this effect, a creature babbles incoherently unless another creature is within 30 feet, in which case the victim uses every resource it has available to attack the perceived foe with intent to kill.

Global Enslavement: At stage four, those who succumb to Cthulhu's telepathic assault fall under his control and do his bidding as meat puppets. This effect functions as *dominate monster*.



Cthulhu himself, with the rest of his species, is currently buried in the vast corpse-city of R'lyeh beneath the sea. Cthulhu exists in a sort of living death but can be awakened, and his influence can be summoned elsewhere. His mind is not asleep and remains keenly active.

Cthulhu Rising

Cthulhu's final rising will be accompanied by thousands or perhaps millions of starspawn, his kith and kin. He is like unto them, though vastly more powerful. Just as the rest of his race can, Cthulhu can plunge from world to world through space, and so could travel or be brought to any planet.

The Devouring

When just awakened, Cthulhu manifests only part of his powers. When Cthulhu first rises, his tentacles and flabby claws can snatch people up and physically eat them. As he grows, Cthulhu's tentacles and shapes begin to shift greatly. By influence level 2, he can flick out pseudopods or claws for hundreds of yards to grasp his prey and return them to his maw, devouring them in an instant. Simply fleeing is no longer enough to avoid his presence. By influence level 3, Cthulhu seeks to devour an entire city or small region in order to unleash his full power. Since mountains of protoplasm are by now rising from the sea, he likely faces little challenge in doing so.

At the zenith of his power, Cthulhu's height grows to miles. His head rises above the clouds and his visage can be seen for hundreds or even thousands of miles. His slithering, more-than-mountainous magnitude causes earthquakes, sends forth tidal waves, and even attracts storms. Clouds form against his midriff and shoulders and his progress brushes them away.

Telepathy

When Cthulhu is awakened, his mental powers stretch for miles, potentially blanketing a planet. Everyone nearby has visions of Cthulhu's mind and perceives his unthinkable goals. While he is largely incomprehensible to mortals, the effects of this telepathy are profound. Most nearby humanoids and animals are filled with consuming terror, hallucinations, and shrieking madness. This telepathy is one reason that terrestrial armies are unable to block or destroy him: most soldiers will just lay screaming on the ground in a fetal position, unable to even draw a weapon.

Cthulhu in Combat

Mortals brave and foolish enough to challenge the Great Old One in combat face a truly nightmarish encounter that is less like a battle and more a desperate attempt to survive a world gone mad. Reality twists, bends and ceases to make sense, while Cthulhu's unrelenting psychic assault maddens even the strongest minds. His servitors come boiling out of the edges between realities, and the Great Old One himself sweeps mortals into his maw with little enough effort. A battle with Cthulhu should be the climactic end of a campaign, as few could ever expect to survive.

"That is not dead which can eternal lie.

And with strange aeons even death may die."

—Abdul Alhazred's *Necronomicon*

Sandy's Notes

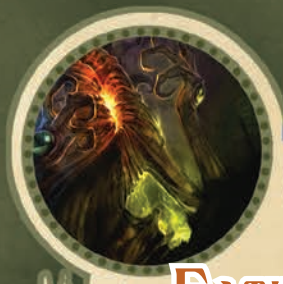
NON-EUCLIDEAN GEOMETRY

Cthulhu and especially R'lyeh cover all nearby terrain in a pall of disorienting geometries. Distances change as if in a nightmare. If you seek to flee Cthulhu, you'll find that the path stretches out longer and longer. If his minions pursue you, you'll find that they somehow are able to catch up, like a villain in a slasher movie, as though time and space provide no barriers to their movement. It is not teleportation, however, but the distortion of distances.

The most lethal effect of this geometry is that sharp angles sometimes act strangely as Cthulhu nears full power. They can swallow up individuals, transporting them to other worlds or dimensions. For example, if you are being chased through a forest, you might see someone run behind a tree as he flees, and then never come out the other side. He has somehow "fallen through" the dimensions and is no longer in the material world.

"[At the proper time,] the secret priests would take great Cthulhu from his tomb to revive His subjects and resume his rule of earth [...] Then mankind would have become as the Great Old Ones; free and wild and beyond good and evil, with laws and morals thrown aside and all men shouting and killing and revelling in joy. Then the liberated Old Ones would teach them new ways to shout and kill and revel and enjoy themselves, and all the earth would flame with a holocaust of ecstasy and freedom."

—Castro



Father Dagon

CR 14; XP 38,400

CE elder deep one of deep one society, the ocean, and warfare

Primary Source H. P. Lovecraft, "Dagon" and "The Shadow Over Innsmouth"

CULT

Domains Chaos, Evil, War, Water

Subdomains Blood, Fear, Oceans, Tactics

Favored Weapon spear

Symbol fishlike eye under a golden crown of tentacles

Temple reefs, sea caves, underwater grottoes, waterfront churches

Worshipers deep ones, deep one hybrids

Servitors deep ones, sea monsters, shoggoths

INFLUENCE STAGE 1 **DC 22**

Area 100-ft. radius spread; **Nucleus** 5 square feet

AC 29; **Saves** +17; **hp** 200

Proxy nucleus crystal

Effects enhance faith, nucleus crystal

Escalation A worshiper of Father Dagon who casts *greater planar ally* or *gate* within the area of influence escalates the influence to stage 2 by conjuring Father Dagon.

INFLUENCE STAGE 2 **DC 24**

CR 17; XP 102,400

Area 300-ft. radius

Proxy Father Dagon

Effects enhance faith, mobile influence

DEFEAT

Combat Destroying the nucleus crystal ends this influence at stage 1. Killing Father Dagon ends the influence at stage 2.

INFLUENCE EFFECTS

Enhance Faith All worshipers of Cthulhu, Father Dagon, or Mother Hydra within the area of influence have their effective spellcaster levels increased by 1 for the purpose of determining spell effects, and all save DCs from their spells are increased by 1 against non-worshipers of Cthulhu, Father Dagon, or Mother Hydra. Worshipers of these three entities gain a +4 bonus on all concentration checks.

Nucleus Crystal At stage 1, attempts to damage Father Dagon's influence must be directed at the nucleus crystal at the center of the area's influence. This influence's effects function in a spread, so if the nucleus crystal is hidden inside a box, its influence radius is reduced to zero.

Mobile Influence Father Dagon's influence is always centered on him, allowing him to wander as he will without being physically limited by the constraints of influence. Father Dagon can teleport beyond the range of his influence.



FATHER DAGON CR 17

XP 102,400

CE Huge aberration (aquatic, deep one)

Init +11; **Senses** see in darkness, tremorsense 60 ft.; Perception +31

DEFENSE

AC 33, touch 15, flat-footed 26 (+7 Dex, +18 natural, –2 size)

hp 270 (20d8+180)

Fort +15, **Ref** +15, **Will** +20

Defensive Abilities *freedom of movement*; **DR** 10/epic and lawful; **Immune** ability damage, ability drain, aging, cold, death effects, disease, energy drain, mind-affecting effects, paralysis, petrification, poison; **Resist** acid 20, fire 20; **SR** 28

OFFENSE

Speed 30 ft., swim 90 ft.

Melee 2 bites +28 (5d10+15/19–20)

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

Special Attacks command sea monster, swift bite, tail sweep

Spell-Like Abilities (CL 18th; concentration +25)

Constant—*freedom of movement*
At will—*control water*, ***greater*** *dispel magic*, *nightmare* (DC 22)
3/day—*demand* (DC 25), quickened *feeblemind* (DC 22), *vortex* (see page 124; DC 24)
1/day—*tsunami* (see page 123; DC 26)

Sorcerer Spells Known (CL 18th; concentration +25)
9th (3/day)—*storm of vengeance*
8th (5/day)—*cloak of chaos* (DC 25), *greater spell immunity*
7th (7/day)—*control weather*, ***mass*** *cure serious wounds* (DC 24), *word of chaos* (DC 24)
6th (7/day)—***greater*** *dispel magic*, *heal*, *word of recall*
5th (7/day)—*dispel good*, ***greater*** *command* (DC 22), *mark of justice*, *slay living* (DC 22)
4th (7/day)—*air walk*, *cure critical wounds*, *sending*, *unholy blight* (DC 21)
3rd (8/day)—*blindness/deafness* (DC 20), *cure serious wounds*, *dispel magic*, *water walk*
2nd (8/day)—*cure moderate wounds*, *death knell* (DC 19), *hold person* (DC 19), *spiritual weapon*, *status*
1st (8/day)—*command* (DC 18), *cure light wounds*, *divine favor*, *sanctuary* (DC 18), *shield of faith*
0 (at will)—*bleed* (DC 17), *create water*, *detect magic*, *guidance*, *light*, *mending*, *read magic*, *resistance*, *stabilize*

STATISTICS

Str 40, **Dex** 25, **Con** 28, **Int** 25, **Wis** 27, **Cha** 24
Base Atk +15; **CMB** +32; **CMD** 49 (can't be tripped)
Feats Combat Casting, Eschew Materials, Extend Spell, Improved Critical (bite), Improved Initiative, Lightning Reflexes, Power Attack, Quicken Spell, Quicken Spell-Like Ability (*feeblemind*), Vital Strike
Skills Intimidate +30, Knowledge (arcana) +30, Knowledge (nature) +27, Knowledge (religion) +27, Perception +31, Sense Motive +28, Spellcraft +30, Stealth +22, Survival +31, Swim +46, Use Magic Device +27
Languages Aklo, Common, deep one
SQ amphibious, mortal

SPECIAL ABILITIES

Command Sea Monster (Su) Father Dagon can command sea monsters to do his bidding as a move action, using either speech or telepathy. This ability affects all aberrations, animals, dragons, native outsiders, and magical beasts with the aquatic subtype. A successful DC 27 Will save negates the effects of Father Dagon's command; otherwise the targeted sea monster is affected by the command as if by a ***suggestion*** spell. The commanded course of action can have a duration of up to 1 day. If Father Dagon issues a new command to a creature, the previous command is discarded. Once a creature succeeds at its save against this effect, it is immune to further commands from Father Dagon for 24 hours. This is a mind-affecting effect. The save DC is Charisma-based.

Mortal (Ex) Unlike most of the other entities associated with Elder influences, Father Dagon is mortal and can be killed. If slain, though, it's typically only a matter of time before an equally powerful deep one rises to fill the vacancy left behind by Father Dagon.

Spells Father Dagon casts spells as an 18th-level sorcerer. He uses the cleric spell list.

Swift Bite (Ex) When Father Dagon makes a full-attack action, he can make two bite attacks.

Tail Sweep (Ex) Father Dagon can make a sweep with his tail as a standard action or as part of a full-attack action. When he does so, he affects a 15-foot cone. All creatures in this area must make a successful DC 29 Reflex save to avoid being stung by several of Father Dagon's toxic tendrils. A creature that fails must make three separate DC 29 Fortitude saving throws to resist three different effects, as detailed below. All of the below effects are poison effects. The save DCs are Constitution-based.

Hallucinations: The first Fortitude save is to resist hallucination-inducing toxins. A failed save causes the target to become confused for 1d6 rounds. This is a mind-affecting effect.

Paralysis: The second Fortitude save is to resist being paralyzed. This effect is permanent, but at the start of a creature's turn, a creature can attempt a new DC 29 Fortitude save as a free action to end the paralysis effect.

Poison: The third Fortitude save is against flesh-eating toxins. A failed save indicates the victim takes 1d4 points of Constitution drain and is staggered from pain for 1d3 rounds.

Father Dagon is the military, political, and religious leader of the deep one species. He is an extremely large,

What You See

This terrible sea-thing possesses a head like that of a distorted fang fish and a body like a seal; it displays elements of creatures ranging from echinoderms to mollusks.



powerful, and old deep one—not a Great Old One. Other deep ones have achieved levels of power similar to his, but he is their foremost leader.

The deep one life cycle is such that they transform with age and size. Most feed enough to maintain near-human size, as this is convenient for normal activity. When they grow larger, they can undergo further transformations, as is the case with Father Dagon. He is no longer even vaguely humanoid, with flippers, a seal-like body, and a mass of sensory appendages for a tail. Other deep ones that have reached Father Dagon's size do not have the same shape: a combination of rituals and mental discipline on Father Dagon's part have been key to his development.

Father Dagon is often associated with Mother Hydra, as these two are the best-known elder deep ones to land-dwelling races, but they act independently. She controls other aspects of deep one society.

Cultural Import

The deep ones do not actually worship Father Dagon, but they honor him and allow his wisdom to guide them. Deep ones force their humanoid followers and half-humanoid hybrids to worship Father Dagon, however. Typically, the worship is channeled toward a magical statue or crystal, and through the item to Father Dagon himself. He uses this to enhance his physical supremacy and form, as well as to empower spells and ceremonies under the sea to further his plans.

With assistance from his worshipers, Father Dagon can create massive waves to swamp boats at sea, or inundate shorelines. If he has enough preparation time, he can create a full-fledged tsunami to wipe out shoreline cities and nations. Fortunately, he is more often interested in protecting and guiding the deep ones, as well as aiding them in expanding their territory and influence.

Father Dagon has control over a number of undersea monsters created by Mother Hydra's hybridization experiments, as well as other horrors such as shoggoths. He is incredibly intelligent and can cast a wide variety of spells to assist him in controlling and aiding his hordes of deep one minions.

Father Dagon in Combat

Father Dagon's massive fangs are his main attack against similarly gigantic enemies. His far-sweeping tail is actually of invertebrate origin and is filled with toxins and stinging cells. Father Dagon can die like any other mortal being, but the deep ones can raise another entity of his power from their midst by simply feeding and channeling worship to him, so a new "Father Dagon" will soon arise.

I was conscious of a most horrible smell of mould, and of a cold kind of face pressed against my own, and moving slowly over it, and of several – I don't know how many – legs or arms or tentacles or something clinging to my body.

—M. R. James, *The Treasure of Abbot Thomas*

Ghatanothoa

CR 19; XP 204,800

NE Great Old One of disasters, lost islands, and sacrifice

Primary Source H. P. Lovecraft and Hazel Heald, "Out of the Aeons"

CULT

Domains Destruction, Evil, Madness, Water

Subdomains Catastrophe, Insanity, Nightmare, Oceans

Favored Weapon morningstar

Symbol waves parting around a rising jagged stone

Temple caverns, desolate shorelines, remote islands, ruined cathedrals

Worshipers doomsayers, insane sailors, undead

Servitors mummified undead

INFLUENCE STAGE 1 **DC 26**

Area 50-ft. radius; **Nucleus** 5 square feet

AC 34; **Saves** +21; **hp** 330

Effects imperfect image, spawn rootling (maximum 1)

Escalation Ghatanothoa's influence escalates to stage 2 if an imperfect image is made into a perfect image.

INFLUENCE STAGE 2 **DC 28**

CR 22; XP 409,600

Area 300-ft. radius; **Nucleus** 50 square feet

AC 39; **Saves** +23; **hp** 440

Effects perfect image, mummification, spawn rootling (maximum 2)

Escalation Ghatanothoa's influence escalates to stage 3 once at least 50 mummified creatures are within its area of influence.

INFLUENCE STAGE 3 **DC 30**

CR 25; XP 1,638,400

Area 1,500-ft. radius; **Nucleus** 150 square feet

AC 43; **Saves** +26; **hp** 560

Effects perfect image, mummification, spawn rootling (maximum 4)

Escalation Ghatanothoa's influence escalates to stage 4 once at least 500 mummified creatures are within its area of influence.

INFLUENCE STAGE 4 **DC 33**

CR 28; XP 4,915,200

Area 1-mile radius; **Nucleus** 300 square feet

AC 46; **Saves** +29; **hp** 680

Effects perfect image, mummification, spawn rootling (maximum 8)

DEFEAT

Combat Destroying the nucleus at the center of Ghatanothoa's area of influence as well as all active rootlings causes the influence to end.

INFLUENCE EFFECTS

Imperfect Image Only a perfect image of Ghatanothoa has the power to mummify those who are in visual sight of it. Images that are nearly perfect are nonetheless imperfect: at this stage, each such image has the potential to become a perfect image if a talented craftsperson completes the work. An imperfect image of Ghatanothoa functions as a special "stage 0" influence. No experience points are earned for destroying an imperfect image, but in many cases, those who seek to finish the image themselves constitute a threat (typically of CR 19 or higher). Regardless of the medium in which the image is created, making it into a perfect image requires an expenditure of 100,000 gp in resources, a successful DC 50 Craft check, and a *wish* made by someone who has viewed Ghatanothoa.





What You See

This terrifying entity is large and horribly unlike anything else of a normal evolutionary background. It rears up, its underside bristling with eye-like, otherworldly globes and portals swirling with colors.

Perfect Image A perfect image of Ghatanothoa can be in any medium—painting, carving, sculpture, illusion, or the like—and need not be in color. The only requirement is that the terrible shape of the Great Old One must be exactly rendered. Once a perfect image is created, it becomes infused with Ghatanothoa's power and gains an Armor Class, saves, and hit points as appropriate for its influence. Attacks directed at the image must be made against the image itself, not against the influence's area. It is possible to create a golem in the perfect image of Ghatanothoa. In such a case, the golem itself becomes the influence's proxy, and the influence becomes mobile. The influence is always centered on the golem, allowing the golem to wander as it wills without being physically limited by the constraints of the influence, although the golem cannot magical travel via teleportation effects beyond the reach of the influence. A golem created in this manner typically costs ten times its normal cost to create, requires a *wish*, and uses normal statistics for a golem of its type.

Mummification Ghatanothoa's influence causes those who have line of sight to the influence's nucleus or a perfect image of him (regardless of whether or not the creature actually looks at the nucleus or the image) to swiftly mummify. At the start of each round, such creatures must make a successful Fortitude save or take 1d10 points of Dexterity drain as their bodies begin to stiffen and desiccate. As soon as a creature's Dexterity score is drained to 0 in this way, it transforms into a perfectly preserved and completely immobile mummy, yet the victim does not die. A creature mummified in this way no longer needs to eat, drink, or breathe, and no longer ages. It is essentially immortal and can observe the world around it (and may even take purely mental actions, including the use of psychic magic), but can take no other actions. Healing and restorative magic cannot end this condition (even if the victim's Dexterity drain is healed), though it can be removed by an effect that removes a curse.

Spawn Rootling The influence has a 50% chance at the start of any round to spawn a rootling (see below). The total maximum number of rootlings an influence can have at once is listed in the stats above. Rootlings that are forced out of the area of influence are destroyed.

ROOTLING CR 19

XP 204,800

NE Huge aberration

Init +13; **Senses** darkvision 120 ft., tremorsense 120 ft.; Perception +33

Aura frightful presence (90 ft., DC 26, 5d6 rounds)

DEFENSE

AC 34, touch 18, flat-footed 24 (+9 Dex, +1 dodge, +16 natural, –2 size)

hp 333 (23d8+230)

Fort +17, **Ref** +16, **Will** +20

Defensive Abilities alien mind, all-around vision, amorphous, mummified hide; **DR** 15/adamantine (150 hp) and slashing; **Immune** disease, fire, mind-affecting effects, poison; **Resist** cold 30; **SR** 30

Weaknesses immobile, vulnerable to electricity

OFFENSE

Speed immobile

Melee 4 slams +29 (3d6+14/19–20 plus grab)

Space 15 ft.; **Reach** 40 ft.

Special Attacks burst forth, mummification gaze, constrict (3d6+14)

Spell-Like Abilities (CL 19th; concentration +24)

At will—*create undead* (mummy only), *mass inflict serious wounds* (DC 22)

3/day—*feeblemind* (DC 20)

1/day—quickened *energy drain*

STATISTICS

Str 39, **Dex** 28, **Con** 31, **Int** 7, **Wis** 24, **Cha** 20

Base Atk +17; **CMB** +33 (+37 grapple, +37 sunder); **CMD** 53 (55 vs. sunder, can't be tripped)

Feats Combat Reflexes, Critical Focus, Dodge, Greater Sunder, Improved Critical (slams), Improved Initiative, Improved Sunder, Improved Vital Strike, Power Attack, Quicken Spell-Like Ability (*feeblemind*), Staggering Critical, Vital Strike

Skills Perception +33, Sense Motive +30

Languages Aklo (cannot speak)

SQ reposition

SPECIAL ABILITIES

Alien Mind (Ex) Rootlings possess an alien intellect that is harmful for other minds to contact. Anyone who contacts a rootling via *telepathy*, *detect thoughts*, or similar effects must make a DC 26 Fortitude save or suffer 1d4 points of Wisdom drain. A creature that loses Wisdom from this effect takes twice as many points of Dexterity drain as normal from the rootling's mummification gaze or Ghatanothoa's mummification ability. This is a mind-affecting effect. The save DC is Charisma-based.

Burst Forth (Ex) When a rootling emerges from the ground, any creatures within its space are automatically pushed to the closest adjacent square to the rootling from their starting position. A creature pushed in this way must make a successful DC 31 Reflex save to avoid being knocked prone. The save DC is Constitution-based.

Immobile (Ex) A rootling cannot move once it has burst forth from the ground or a portal; it must use its reposition ability to relocate.

Mummification Gaze (Su) Unlike Ghatanothoa itself, a rootling's ability to mummify victims functions as a normal gaze attack. This gaze attack has a range of 60 feet, and inflicts 1d4 points of Dexterity drain on a failed DC 26 Fortitude save. A creature drained to 0 Dexterity by this effect becomes mummified (see Mummification above in Ghatanothoa's influence effects). This is a curse effect. The save DC is Charisma-based.

Mummified Hide (Ex) A rootling has tough, mummified flesh that grants it DR 15/adamantine and slashing as long as it hasn't taken more than 150 points of damage. Once it has taken more than 150 points of damage, its damage reduction is reduced to DR 15/slashing.

Reposition (Su) As a standard action that provokes an attack of opportunity, a rootling can withdraw into the ground or magical portal it is currently protruding from. When withdrawn, it is no longer in the immediate vicinity and cannot be targeted. At the start of its next turn, it must emerge at a new point somewhere within Ghatanothoa's area of influence. This is a move action. The rootling must emerge from the ground or a magical portal (such as an active *gate*). If it emerges from the ground, it must do so in an area occupied only by loose objects and creatures of Large or smaller size, and it affects those creatures with its burst forth ability. If it emerges from a portal, the portal must be at least 15 feet across and as long as it remains within that portal, no other creature can traverse the portal.

Ghatanothoa is the god of ancient Mu, now bereft of its primary cult. All who know of it fear it, because anyone in the god's presence, or even a true likeness of the god, becomes mummified in a most horrible fashion. Typically only a rootling or an image of Ghatanothoa is seen.

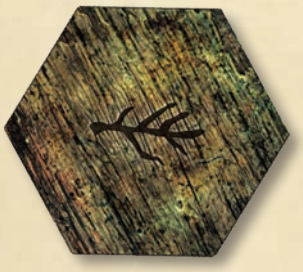
Ghatanothoa itself is huge, dozens of meters across. However, it can thrust up "rootlings" of itself, which resemble a sort of pseudopod. These rootlings generate partial representations of Ghatanothoa's presence, and can thrust up out of the ground near his volcano home or through a magical portal.

Ghatanothoa lives in an active volcano looming above the now-ruined capital of Mu, and the lost inhabitants are terrified that Ghatanothoa will emerge above the crater's lip and mummify tens of thousands at once. As a result, the focus of its cult is to propitiate the god so this will never happen. This is a religion not of devotion, but of dread. They sacrifice victims to Ghatanothoa only so it won't harm more people.

While the cult of Ghatanothoa in Mu seeks to avoid their dread god's horrible wrath, those who have spread the cult to other lands are generally motivated by vicious greed rather than desperate survival, using the god's power to enhance their own prestige and wealth. Their images of the god are used to support their cult status, and to perform sacrifices.

Ghatanothoa's Mummification

Dotting Ghatanothoa's form are spheres, sometimes thought of as eyes, but more properly they are portals or seerstones into other, terrible, planes of existence. These produce the god's infamous mummification effect. The god's front is completely covered with these globes, so the effect is most deadly for those that stand before it. However, at least a few globes are visible from every angle, so it is impossible to be completely safe in Ghatanothoa's presence.



Sandy's Notes

USING GHATANOTHOA

Images of this horrendous deity retain its terrible power when properly enchanted. They are typically made of greenish or brownish soapstone, and when infused with Ghatanothoa's awful essence, the "eyes" become silvery and glistening.

Even a hologram or illusion of Ghatanothoa has the same paralyzing effect as the real thing as long as it is a perfect likeness as defined in the influence. Player characters have to destroy or obscure the statue, or stop the device or individual projecting the illusion, to save themselves from the mummification. Disbelieving an illusion of Ghatanothoa doesn't help, because it is simply the image's appearance creating the effect—it doesn't have to be "real."

Of course, a spellcaster able to project a perfect illusion of Ghatanothoa needs to have seen Ghatanothoa, which means the caster might also be a stiff, immobile mummy. But that can be a devious defensive ploy for an awakened demilich: it mummifies itself (costing it little relative to what it has already lost), then creates the Ghatanothoa illusion to guard its skull. Even while paralyzed, it can use spells and spell-like abilities to move around and take actions. The Lich Arkantos carved a stone golem into the likeness of Ghatanothoa. He then had a mobile creature which could move, and attack, and mummify its opponents.

Ghatanothoa's mummification relies on line of sight, not on actual perception. A victim's back can be turned, or eyes can be shut, yet the effect still occurs. The god's true image simply has to be revealed to the victim, without anything blocking it. The effect is not visual and can happen even in a dark room. Ghatanothoa and its images generate a unique energy that moves along the same paths as light (though it is invisible). This energy can be blocked by anything opaque, even a thin cloth. In ancient times, when Ghatanothoa would appear, most of the people of Mu hid inside their houses (none of which had windows facing the crater). That way, only the hapless folks caught outside would be subject to mummification. Ghatanothoa's icons and statues in their temples are always shielded by a wall or curtain to protect the priests.

Ghatanothoa's magic works on the mind as well as the body. Completely mindless creatures are actually immune to Ghatanothoa's mummification, though creatures normally immune to ability damage and drain (such as intelligent undead) notably are not. Somewhat ironically, even an undead mummy can be further "mummified" by Ghatanothoa.

The paralysis caused by Ghatanothoa is not instantaneous. When the sequence begins, victims stiffen. If the image is then quickly hidden or the victim can somehow get "out of sight," the effect stops, but otherwise the victim's fate is a terrible form of suspended animation. Soon, the unfortunate transforms into a withered, leathery mummy, totally incapable of movement. However, its brain stays alive and functioning, and is in fact magically preserved.

Mummified victims cannot die except by destruction of their brains. Their minds remain active, aware of their circumstances, and always conscious. Most go mad after a few days, months, or years, and even if the curse is somehow ended, the madness remains. In the awful aftermath of the occasional Ghatanothoa emergence, the local priests often cut open the skulls of its victims to kill the still-living brains, as it's the only way to spare them an eternity of paralyzed horror.

Gobogeg

CR 21; XP 409,600
CN Great Old One of astronomical alignments, extinctions, and moons
Primary Source new

CULT
Domains Chaos, Destruction, Madness, Void
Subdomains Catastrophe, Entropy, Insanity, Stars
Favored Weapon flail
Symbol cracked and glowing moon rising over jagged mountain range
Temple craters, mountain tops, ruins
Worshipers doomsayers, mad astronomers
Servitors none

INFLUENCE STAGE 1 **DC 27**
Speed burrow 50 ft.
Area 1-mile radius; **Nucleus** 15 square feet
AC 37; **Saves** +23; **hp** 400
Effects dreamwrack, elder light
Escalation Every time a creature rolls a natural 1 on a saving throw against Gobogeg's dreamwrack, there is a cumulative 1% chance that Gobogeg's influence escalates to stage 2. Certain exceptionally rare astronomical alignments can cause the influence to escalate as well, at the GM's discretion.

INFLUENCE STAGE 2 **DC 30**
CR 24; XP 1,228,800
Speed burrow 100 ft.
Area 5-mile radius; **Nucleus** 15 square feet
AC 42; **Saves** +25; **hp** 520
Effects dreamwrack, earth tremors, elder light
Escalation Every time a creature rolls a natural 1 on a saving throw against Gobogeg's dreamwrack, there is a cumulative 2% chance that Gobogeg's influence escalates to stage 3. Certain exceptionally rare astronomical alignments can cause the influence to escalate as well, at the GM's discretion.

INFLUENCE STAGE 3 **DC 32**
CR 27; XP 3,276,800
Speed burrow 200 ft.
Area 100-mile radius; **Nucleus** 15 square feet
AC 45; **Saves** +28; **hp** 640
Effects dreamwrack, earth tremors, elder light, fissures
Escalation Every time a creature rolls a natural 1 on a saving throw against Gobogeg's dreamwrack, there is a cumulative 5% chance that Gobogeg's influence escalates to stage 4. Certain exceptionally rare astronomical alignments can cause the influence to escalate as well, at the GM's discretion.

INFLUENCE STAGE 4 **DC 35**
CR 30; XP 9,830,400
Area 2,000-mile radius; **Nucleus** 15 square feet
AC 48; **Saves** +31; **hp** 760
Effects dreamwrack, earth tremors, elder light, fissures, moon ladder

DEFEAT
Combat The influence of Gobogeg can be defeated by damage.
Dream Drought Every 24 hours that pass without a creature being affected by dreamwrack, there's a 10% chance that the influence degrades by one stage; if this occurs at stage 1, Gobogeg's influence is destroyed.

INFLUENCE EFFECTS
Dreamwrack Once every 24 hours, Gobogeg's influence targets a single sleeping creature within the area of its influence and infiltrates the creature's dreams, creating horrific nightmares of mass extinctions and the end of the world. The victim must make a successful Will save or be affected as if by ***nightmare*** (CL 20th). The target of a dreamwrack is always a character who failed to resist a dreamwrack the previous night if possible; otherwise, the victim is randomly chosen. A victim who fails three saving throws against the dreamwrack effect gains an insanity and becomes convinced of the impending end of the world. Such victims generally become pawns of Gobogeg and serve to spread chaos and fear.
Earth Tremors At the start of each round, as Gobogeg's influence moves via its burrow speed, all creatures within 40 feet of the influence's nucleus must make a successful Reflex save or be knocked prone. The ground within a 100-foot radius around the center of the area of influence is always difficult terrain as a result of these constant tremors.
Elder Light Strange glowing lights manifest in the skies above the area of influence during the night. This creates

What You See

A huge worm-like mass thrusts up from the world's crust, then blossoms into a unique, impossible form. A bright white light shines from its tip as it throbs in time with the unceasing wrenching of the earth.



dim light (akin to bright moonlight) throughout the region, which is profoundly unsettling to those within. All creatures within this light suffer a –4 penalty on all Will saving throws.

Fissures At the start of each round, a fissure opens in the ground at a point chosen by Gobogeg along the path of its burrowing movement. This fissure is 50 feet long, 10 feet wide, and 100 feet deep. It inflicts 20d6 points of damage to any structure in the area and destroys structures completely engulfed by the area. Creatures in the area can avoid falling into the fissure with a successful Reflex save. At the end of the round, the fissure closes violently, inflicting 20d6 points of bludgeoning damage to any creature still within the fissure and burying them underground.

Moon Ladder Upon reaching influence stage 4, Gobogeg becomes immobile as it fully manifests in reality, emerging from the ground at the center of its area of influence as a towering mass of earth and heaving flesh—an incarnation of the Great Old One known as the Moon Ladder. When the Moon Ladder manifests, it does so in a 15-foot-square space but towers 100 feet into the sky. The Moon Ladder becomes the influence's proxy at this point, and damage must be inflicted directly to it rather than to any point in the area of influence. A beam of light spirals up and out of the creature into the heavens above and the ground surrounding Gobogeg in a 600-foot radius suffers the effects of a constant *earthquake* spell (CL 20th). In addition to earthquake dangers, any creature within this area must make a successful Reflex save at the start of its turn or be caught within a secondary beam of this light. If this occurs, the target must make a successful Will save or take 3d6 points of Charisma drain. A creature drained to 0 Charisma by this effect is instantly removed from existence (creatures killed in this way can only be restored to life via *miracle*, *true resurrection*, or *wish*). At the end of each round, there is a cumulative 1% chance that the Moon Ladder completes its task and wrenches out a massive portion of the world equal to the area of its current influence and hurls it into the heavens to create a new moon in the sky above. This ends Gobogeg's influence, but devastates the planet itself and may cause an extinction-level event at the GM's discretion.

Gobogeg is a not-yet-existing entity that becomes reality when properly summoned. At that time, it snakes forth from the body of the world, and becomes what is known as the "Elder Pharos" (its tall form looks like a lighthouse and it is a warning to all) as well as the "Moon-Ladder" (for it is about to cause the rupture and fission of the world). If Gobogeg is allowed to fester unchecked, the ultimate result is that the continent upon which Gobogeg formed will literally shatter forth from the world and spin off into space, forming a new moon. Gobogeg will then be the god of that new moon, leaving a devastated planet in its wake.

The Gobogeg Seed

When Gobogeg is evoked, it becomes a living sentient creature, but it is only a potentiality until then. It cannot be summoned just anywhere. The "Gobogeg-seed" must already be present. (Earth has had at least two such seeds: one resulted in the Moon forming in the distant past from the Pacific basin, and the other will one day cause Antarctica's fission. Unknowable numbers of other planetary satellites could be the result of such a seed.)

The process of the rupture covers the entire surface of the planet with molten rock, exterminating all physical life. Gobogeg is therefore also called the God of the World's End. Fortunately, Gobogeg manifests early in the process and can be noticed as it begins to take form. Though it may soon destroy the world (the time frame can be vary—it could take an hour, a week, or a year, depending on the situation), there is still time for adventurers to thwart Gobogeg before the process is complete.

Should Gobogeg ever be properly summoned, the final stage is for it to emerge from its prison with such force that its continent is blasted off of the planet to create a new moon. By this time, Gobogeg will be so massive and the power it exudes from its lidless eye so immense that it will be visible from light-years away. Gobogeg will then align the planet's moon(s) and other nearby stars and planets to create a Moon Ladder.

Gobogeg's primary purpose is to absorb enough energy from the planet and its inhabitants in order

to forcibly align the celestial bodies, creating a cosmic key that will free other Great Old Ones and Outer Gods who are dormant.



The Legend of Gobogeg

The legend of Gobogeg is ancient, though this god itself under normal conditions does not exist. In ancient times, a cult of Gobogeg tried to invoke the God of the World's End.

Anytime Gobogeg encounters and defeats something, it absorbs the life force, organic material, knowledge, and arcane ability (if any) from the defeated subject. The elder things realized that the mystic energies which would one day produce Gobogeg likewise absorbed the life energies of the planet and all who dwelt upon it. To stop this progression and delay Gobogeg's appearance, the elder things brought about an age of perpetual winter so as to trap Gobogeg in the ice, mitigating the effect it has on the world. It waits there still in potentia.

Gobogeg's few, mad, cultists have striven to record and spread the method to summon Gobogeg. Of course, all they state in their writings is (truthfully) that Gobogeg is a source of ultimate power. They do not record what Gobogeg's purpose is, or the price it exacts for failure.

Although Gobogeg does not yet fully exist, its potential can act through dreams of suitable arcane candidates. The resulting nightmares are taxing to the victim's sanity, eventually driving most to serve Gobogeg without understanding why. In this way, Gobogeg is more of a magical effect than a distinct entity.



Hastur the Unspeakable

CR 21; XP 409,600

CE Great Old One of decadence, disorder, and nihilism

Primary Sources Ambrose Bierce "Haita the Shepherd" and "An Inhabitant of Carcosa"; August Derleth, "The Return of Hastur"

CULT

Domains Chaos, Evil, Rune, Void

Subdomains Dark Tapestry, Language, Stars, Wards

Favored Weapon rapier

Symbol the Yellow Sign

Temple manor houses, observatories, playhouses and theaters, standing stones on hilltops



Worshipers decadent nobles, necromancers, nihilists, playwrights, those who have found the Yellow Sign

Servitors byakhee, the King in Yellow, undead

INFLUENCE STAGE 1 **DC 27**

Area 1-mile radius; **Nucleus** 0 ft. (always adjacent to viewer)

AC 37; **Saves** +23; **HP** 400

Effects psychic assault, quantum reality, spells

Escalation In order to advance to stage 2, Hastur must approach within 10 miles of the influenced area (this occurs automatically after 3d6 hours of the beginning of a stage 1 influence).

INFLUENCE STAGE 2 **DC 30**

CR 24; XP 1,228,800

Area 2-mile radius; **Nucleus** 10-ft. square (always adjacent to viewer)

AC 42; **Saves** +25; **HP** 520

Effects possession, psychic assault, quantum reality, spells

Escalation In order to advance to stage 3, Hastur must approach within 1 mile of the influenced area (this occurs automatically after 3d6 minutes of the beginning of a stage 2 influence).

INFLUENCE STAGE 3 **DC 32**

CR 27; XP 3,276,800

Area 4-mile radius; **Nucleus** 30-ft. square (always adjacent to viewer)

AC 45; **Saves** +28; **HP** 640

Effects devastating attack, possession, psychic assault, quantum reality, spells

Escalation In order to advance to stage 4, Hastur must approach within 300 feet of the influenced area (this occurs automatically after 3d6 rounds of the beginning of a stage 3 influence).

INFLUENCE STAGE 4 **DC 35**

CR 30; XP 9,830,400

Area 16-mile radius; **Nucleus** 100-ft. square (always adjacent to viewer)

AC 48; **Saves** +31; **HP** 760

Effects destruction, devastating attack, possession, psychic assault, quantum reality, spells

DEFEAT

Combat Hastur can be defeated through damage, but in order to defeat it, each observer must defeat their own observation of Hastur that appears before them. One cannot interact with a version of Hastur observed by someone else, but one can aid someone else indirectly against their observed Hastur (such as via healing damage or removing debilitating effects). Once all creatures in the area of influence defeat Hastur, the influence ends, provided at least one observer remains

standing. If every observer in the influenced area is destroyed by Hastur, it typically departs, although its influence may linger in the area for a few hours, days, years, or more at the GM's discretion, allowing it to attack anyone who wanders into the area of influence.

INFLUENCE EFFECTS

Destruction (Ex) Every time a creature takes hit point damage or suffers ability drain from any of Hastur's influence effects, that creature must make a successful Fortitude save to resist being instantly slain. This is a death effect.

Devastating Attack (Ex) At the start of the round, Hastur lashes out at all observing targets with its tentacles. Each target must make a successful Reflex save or take 20d10 points of bludgeoning damage. A successful save reduces the damage by half.

Possession (Su) At the start of a creature's turn, after resolving the effects of Hastur's psychic assault, the creature must make a successful Fortitude save to resist being physically transformed by Hastur's presence. A failure indicates the creature takes 1d6 points of Constitution drain. A creature drained to 0 Constitution in this way has any Intelligence, Wisdom, or Charisma damage inflicted via Hastur's psychic assault immediately cured, but is also transformed into a chaotic evil Mythos undead (see page 391) under Hastur's control. This is a death effect.

Psychic Assault (Su) At the start of a creature's turn, it must make a successful Will save or take 1d6 points of ability drain to Intelligence, Wisdom, or Charisma (determined randomly) as Hastur's presence begins to induce madness and unmake sanity. This is a mind-affecting effect.

Quantum Reality (Su) While all of the Great Old Ones and Outer Gods have unusual effects and strange powers when their influence stains reality, Hastur may be the most complex and bizarre. Hastur embodies a sort of cosmic variation on quantum entanglement. When two particles are entangled, they affect each other regardless of distance between them. Likewise, Hastur affects the observer across unlimited distance. When Hastur establishes influence in an area, all creatures that observe it are in turn observed, and as long as line of sight between Hastur and the observer persists, both Hastur and the observer may interact with each other as if they were adjacent. Once observation is established, breaking line of sight only prevents the observer from being able to affect Hastur—the observer remains adjacent to Hastur as long as his influence persists, even if the observer leaves the area of influence. As a result of this breakdown of reality, since Hastur is always adjacent to the observer, his influence has no speed. No matter how far the observer runs, Hastur remains next to them and can affect them as determined by the stage of his influence.

Spells Hastur can cast a wide range of spells, but typically he limits his choices to a relatively narrow but still devastating selection of them. At the start of each round every creature in the area of influence is targeted by one of the following spells. The effective caster level of the spell is equal to the influence's current CR. At the GM's option, other spells may be substituted for the ones below.

d12	Spell Cast
1	*phantasmal killer*
2	*enervation*
3	*hold monster*
4	*slay living*
5	*greater dispel magic*
6	*harm*
7	*insanity*
8	*power word blind*
9	*temporal stasis*
10	*power word stun*
11	*dominate monster*
12	*power word kill*

What You See

A gigantic entity vaguely resembling a disembodied head flies through the air, its surface bristling with tentacles, eyes, mouths, and oozing boils.

Hastur is one of the vilest entities even within the Cthulhu Mythos. He is cosmic in origin, and dangerous even to name. His prophet or avatar is the King in Yellow, though it's not clear exactly what their relationship is, other than that it is a close one.

Hastur himself often appears as a great, boil-covered head bedecked with boneless limbs. The most terrifying



"... after stumbling queerly upon the hellish and forbidden book of horrors the two learn, among other hideous things which no sane mortal should know, that this talisman is indeed the nameless Yellow Sign handed down from the accursed cult of Hastur— from primordial Carcosa, whereof the volume treats..."

—H.P. Lovecraft, *The Recluse*



aspect of Hastur is that due to his other-dimensional reality, he is effectively present physically wherever he can be seen, regardless of ostensible distance. Of course, Hastur's disorienting perspective shift is a doubled-edged sword. Not only can Hastur interact with observers physically and instantly at a distance, but an observer can strike back at him with ease.

Hastur's Sizes

Hastur functions differently at different distances, as the natural laws of perspective would suggest. His influence grows more potent as he descends from the sky where he has been called, and he appears to grow larger as he does so, but the relationship is disconcertingly counter-intuitive. Importantly, his apparent size for anyone who has observed him during this influence is only initially based on the distance between him and the observer. When a character in the area of the influence notices Hastur, Hastur's perverse geometry creates a connection to that observer. For as long as Hastur's influence lasts, his apparent size is thereafter based upon Hastur's shrinking distance from the area of influence. Even if the observer moves away, Hastur appears to be roughly the same size. Indeed, he continues to grow larger as he nears his destination, even if the observer has since moved farther away. Hastur's growing apparent size can be classified into five dimensional categories (zero-dimensional through fourth-dimensional), as described below.

Non-Dimensional

This is Hastur's state when he is so far away as to be invisible to the target (for example, at his home at Aldebaran, dozens of light years away). But, because of Hastur's nature, he is still present and capable of limited interaction with anyone within line of sight of Aldebaran (even if his presence is masked by sunshine). This is why Hastur can be summoned simply by mentioning his name—in a very real sense, he is already there, though of miniscule undetectable size. Once called, he simply enlarges himself at the target site. Of course, in this mode, Hastur is "present" to billions or even trillions of beings, and even a Great Old One cannot pay attention to them all. Still, those who are thinking of Hastur or talking about him tend to draw its attention, and there is always a chance he'll show up in such a case.

Point

When Hastur is so far away that he appears as a mere dot in the distance, that tiny dot is still able to attract the eye, and is able to make audible sounds and flashes of yellow light. At this stage, his attacks are purely psychic and magical.

Two-Dimensional

When Hastur is too far to exert much physical force (typically a few miles away), he resembles a projected image. This appears to be several feet across and within arm's reach regardless of distance, but cannot exert enough force to attack. At this size, Hastur can still use spells and psychic attacks but can also attempt his possession attack, which causes him to merge with a target and turn it into a scaly, boneless mockery of Hastur. Such a possessed being can continue attacking other nearby targets, though without Hastur's special distance-defying abilities.

Three-Dimensional

When Hastur is between 300 feet and 1 mile away from his destination, he manifests to each observer as a titanic horror many dozens of feet across. At such a size, Hastur's relatively small tentacles are now large enough to attack effectively, and Hastur combines them with his other attacks into a devastating barrage of crushing tentacles, possession, psychic attacks, and spells.

Four-Dimensional

Anyone closer than 300 feet to Hastur must bear the full brunt of Hastur's presence seeming to press in on all sides. Most perish instantly.

Hastur in Combat

Hastur is extraordinarily devastating largely because each foe must fight him individually. He cannot be conventionally outnumbered because everyone observes and must face him separately. For instance, if Hastur appears before an army of a hundred thousand warriors, there ensue a hundred thousand one-on-one fights against the Great Old One, with a predictable outcome. Obviously, Hastur prefers mass battles when he can achieve them.

Sandy's Notes

Hastur's Effect on Reality and Perspective

When you look at a tree in the distance, it seems smaller, due to the natural laws governing light and perspective. You can hold your finger and thumb up, and seemingly hold the tree between them.

The difference between normal, sane objects and Hastur is that if Hastur has been awakened and is off in the distance, a person trying to "pinch" Hastur between finger and thumb actually feels Hastur, and more to the point, can interact with him.

Of course the smaller Hastur's image, the less potent he is. Those who are close to Hastur's colossal form are immediately swamped by his presence, but those farther away must also battle the Great Old One as if he were simultaneously present within reach. Ordinarily, observation causes a change in the observed target. But when Hastur is being observed, he affects *the observer*, rather than the other way around.

Each visible Hastur (one per observer) must be defeated individually. When this is accomplished, then there is one fewer Hastur to go around, and the victor can then try to assist another in his own fight. Unfortunately, the victor can no longer observe or interact with Hastur, and so that individual's efforts can only be to aid a friend indirectly (such as through healing or support magic).

Once everyone in the area has either been destroyed by Hastur or has driven off their personal Hastur, the Great Old One departs. However, if the King in Yellow is present, he can re-awaken Hastur and the process begins again from the start.



Ithaqua the Windwalker

CR 16; XP 76,800

CE Great Old One of cannibalism, cold, and the wind

Primary Source August Derleth, "The Thing that Walked on the Wind"

CULT

Domains Air, Chaos, Evil, Weather

Subdomains Cloud, Ice, Storms, Wind

Favored Weapon handaxe

Symbol antlered wooden humanoid effigy

Temple frozen mountaintops, glaciers, ice caves, snowy forests

Worshipers arctic-dwelling madmen, cannibals, deranged explorers and hunters, those who seek to walk the wind

Servitors wendigos

INFLUENCE STAGE 1 **DC 24**

Speed 50 ft., fly 100 ft. (capable of much swifter speeds in outer space)

Area 100-mile radius; **Nucleus** 15-ft. square

AC 31; **Saves** +19; **hp** 240

Effects howl, storm

Escalation After a week or when 20 creatures succumb to Ithaqua's howl (whichever comes first), his influence escalates to stage 2.

INFLUENCE STAGE 2 **DC 26**

CR 19; XP 204,800

Speed 50 ft., fly 250 ft. (capable of much swifter speeds in outer space)

Area 200-mile radius; **Nucleus** 15-ft. square

AC 34; **Saves** +21; **hp** 330

Effects eyes of Ithaqua, howl, storm

Escalation After a week or when 5 creatures succumb to the eyes of Ithaqua (whichever comes first), his influence escalates to stage 3.

INFLUENCE STAGE 3 **DC 28**

CR 22; XP 614,400

Speed 50 ft., fly 500 ft. (capable of much swifter speeds in outer space)

Area 400-mile radius; **Nucleus** 15-ft. square

AC 39; **Saves** +23; **hp** 440

Effects abduction, eyes of Ithaqua, howl, storm

Escalation After a week, Ithaqua's influence escalates to stage 4. If he successfully abducts a creature, though, his influence is reduced back to stage 1.

INFLUENCE STAGE 4 **DC 30**

CR 25; XP 1,638,400

Speed 50 ft., fly 1,000 ft. (capable of much swifter speeds in outer space)

Area 600-mile radius; **Nucleus** 15-ft. square

AC 43; **Saves** +26; **hp** 560

Effects abduction, eyes of Ithaqua, howl, storm

DEFEAT

Combat Ithaqua can be driven back by damage. Fire inflicts full damage to Ithaqua. A *control weather* spell cast within Ithaqua's influence has a 1% chance per caster level of forcing his influence down one stage. At stage 1, this will end Ithaqua's influence. Regardless of failure or success, Ithaqua takes notice and swiftly travels to confront the daring fool who used such magic in his presence. In this case, Ithaqua can pinpoint the spellcaster's exact position as long as the spellcaster remains within his influence.

INFLUENCE EFFECTS

Abduction Once per night, Ithaqua seeks out a single creature currently under the rage effects caused by his eyes. When Ithaqua's nucleus approaches within 100 feet of the target, the target must make a successful Will save or compulsively run to the nucleus, whereupon it is swept into the sky to ride on the storm with Ithaqua. On a successful save, Ithaqua's nucleus retreats into the storm but tries again on subsequent nights as long as the initial target remains in the area of influence. A creature that is abducted in this way vanishes without a trace and returns 1d100 months later. Upon returning, the victim has become a ravenous wendigo (see page 396) with 3d6 growth points already accumulated. At influence stage 3, a successful abduction causes Ithaqua's influence to reduce to stage 1, but at influence stage 4, a successful abduction does not reduce his influence. This is a mind-affecting effect.

Eyes of Ithaqua All who approach within 300 feet of the nucleus of Ithaqua's influence can see the Great Old One's immense yellow eyes burning through the sleet and hail. Creatures who have not succumbed to the effects of the influence's howl must make a Will save at the start of their turn to resist becoming shaken (this is a fear effect) for as long as they remain in the area of influence. Creatures who have fallen under the howl's influence who fail this Will save instead become affected as if by a barbarian's rage that lasts as long as the creature remains in the area

What You See

This twisting white entity has no legs, two emaciated clawed arms, a skull-like head, and icy clouds of breath.



of influence. At the start of each round, a creature under the effects of this rage must make a new Will save to resist the compulsion to attack the closest creature of its same type, friend or foe. If no such creature exists, it attacks the nearest creature of any type. A creature under the effects of this rage will never voluntarily attack any wendigo or the focus of Ithaqua's influence. These effects apply regardless of whether a creature gazes at Ithaqua's eyes, and even sightless creatures can be affected. This is a mind-affecting effect.

Howl Once per day, a number of creatures within the area of influence equal to twice the influence stage hear the howl of Ithaqua (the GM should select which potential creatures are targeted, first selecting any who actively oppose Ithaqua). Those who hear the howl must make a successful Will save or be compelled to commit an act of cannibalism if, within the next 24 hours, they see a dead body of the same creature type and subtype as they are. Each round such a dead body is visible to a creature affected by the howl, the creature must make a successful Will save to resist the urge to approach the dead body. If this save fails when the dead body is adjacent, the creature spends a full-round action feeding on the body. Once a creature feeds in this way, the compulsion effect ends for it, but it is now subject to additional effects from Ithaqua's eyes and abduction. This is a mind-affecting effect.

Storm Ithaqua's area of influence is constantly wracked by an immense storm. At all stages, the storm functions as a cold arctic squall. This storm has strong winds and snow, with temperatures in the affected area functioning as cold weather (ranging in temperature from 1° F to 40° F). At higher influence stages, the storm is more powerful closer to the area's nucleus, as detailed below.

Influence Stage 2: Within a 1-mile radius of the area's nucleus, winds increase to severe and precipitation increases to heavy snow. Creatures within 100 feet of the nucleus are attacked each round by various supernatural and enraged creatures that have fallen under Ithaqua's influence, and take 2d6 points of bludgeoning, piercing, and slashing damage from these attacks each round at the start of their turn (a successful Reflex save negates this damage). Attacking these creatures damages the influence.

Influence Stage 3: Within a 10-mile radius of the area's nucleus, winds are severe and snow is heavy. Within a 1-mile radius of the nucleus, these winds are windstorm level, and precipitation combines heavy snow with sleet. Temperatures here drop to the severe cold category (-20° F to 0° F). Creatures within 200 feet of the nucleus are attacked each round by various supernatural and enraged creatures that have fallen under Ithaqua's influence, and take 8d6 points of bludgeoning, piercing, and slashing damage from these attacks each round at the start of their turn (a successful Reflex save halves this damage). Attacking these creatures damages the influence.

Influence Stage 4: Within a 100-mile radius of the area's nucleus, winds are severe and snow is heavy. Within a 10-mile radius of the nucleus, these winds are windstorm level, and precipitation combines heavy snow with sleet; temperatures are in the severe cold category (-20° F to 0° F). Within a 1-mile radius of the nucleus, the winds are hurricane force, with precipitation combining heavy snow and hail; temperatures here drop to the extreme cold category (below -20° F). Creatures within 400 feet of the nucleus are attacked each round by supernatural forces as per influence stage 3, but are also subject to attacks by Ithaqua himself. At the start of each round, two randomly selected targets within this area must make a successful Reflex save. **Failure** indicates they are plucked from the ground by Ithaqua's immense talons, taking 20d6 points of slashing damage and 20d6 points of cold damage; Ithaqua then drops them from a height of several hundred feet to fall to the earth at a random point within 400 feet of the nucleus, where they take an additional 20d6 points of falling damage.

Ithaqua walks the spaces between the stars. As such, he is often called the God of Outer Space. Ithaqua is only truly comfortable in the frigid cold, which is why he is associated with the arctic. Until his final assault upon a world, he can only remain for limited periods. Even at sub-zero temperatures, Ithaqua cannot withstand the relative heat of an earth-like world for more than a few hours at a time.

Ithaqua is a twisting white entity that at first may look wraith-like and ethereal. It has no legs, two emaciated clawed arms, a skull-like head, and icy, visible breath. The "ghostly" nature of the god's appearance is an illusion: it has an inner core of solid, physical matter, and an exterior "shell" which becomes more or less solid when the god manifests. The central core of Ithaqua (the god's "heart") is a large (several yards tall) entity which typically forms a sort of semi-solid outer body made of plasma, snow, ice, and arcane energy. As the god grows in size and influence, this



outer body takes on greater size and solidity. This outer shell is an extension of the god's form, and the god completely controls its senses and movements. When the outer shell is damaged, the god feels it, and the shell either shrinks or becomes less solid.

Ithaqua has cultists in the high mountains and arctic who seek to ready the world for his return. In this way, his cult has certain resemblances to the Cult of Cthulhu, which also seeks to bring its lord to power. Unlike followers of Cthulhu, however, the Windwalker's worshipers can physically summon up their god and interact with him more closely.

Ithaqua is always associated with storms and blizzards. It's unclear whether he causes the storms or if the storms make it likelier for the Windwalker to arrive, but the effect is the same. Even when hidden by the blizzard, Ithaqua's presence is nonetheless pervasive.

The Wendigo Horror

Proximity to Ithaqua has effects on humanoids that are initially mental and ultimately physical, transforming them into wendigos (page 396) in several degenerative stages. These stages progress as Ithaqua's presence becomes more and more imminent and tangible.

The Howl: First, Ithaqua's storms cover hundreds of square miles. Even though Ithaqua is vast in scale, in the huge expanse of the driving gale and ice crystals, most victims never see the Great Old One himself but only hear his infamous howl above the wind. Anyone who hears Ithaqua's howl feels a pull—a yearning for the forbidden. If a victim is hungry, this can become irresistible, and he may attempt the first step of becoming a wendigo by turning to cannibalism, leaving him vulnerable to the eyes.

The Eyes: The second stage of Ithaqua's imminence is when the victim sees Ithaqua's yellow eyes burning through the sleet and hail. When this happens, anyone who has ever eaten the flesh of his own kind (i.e., a cannibal, even if by accident) starts to feel a craving for it and a lust for violence, occasionally escalating into a berserker fury. At this point, though a strongly-willed target may still be able to resist lapsing into cannibalism, the fury and feral rage of the Windwalker becomes overwhelming, leading to greater ferocity in combat. The target may fly into a rage at small provocations, and lose control at inopportune times. Should the victim ever actually succumb to the dreadful hunger for the blood and flesh of his own kind, the Windwalker may abduct the poor soul.

The Abduction: Once the victim is ripe with primal rage, the titanic bulk of the Windwalker approaches one night in the wilderness. There, Ithaqua snatches the victim into the air, "granting" a ride with the God of Outer Space. Ithaqua returns his chosen to the world hours, days, weeks, or even years later. Though appearing outwardly human upon arrival, the creature that returns is actually a wendigo. Within a few weeks, the transformation process is complete and no trace of the victim's formal self is remotely evident.

Sandy's Notes

CAUGHT IN THE STORM

Unfortunately, it is possible for individuals to encounter Ithaqua as a group, even if none of them have ever been infected by the wendigo soul virus (the corruptive influence that turns humanoids into wendigos), as Ithaqua's influence spreads across the land.

At the edges of the influence, a huge arctic squall blows in, and the cold and ice and wind themselves make for an infinitely persistent foe for any party of adventurers. All they can hope to do is survive. PCs risk frostbite and must seek shelter. If they have some means of rapidly moving long distances, they may still be able to evade the full brunt of Ithaqua's assault. If another target has drawn Ithaqua's ire (for example, a town), the party may only ever experience the storm at the outer fringes of the Windwalker's fury. Periodically throughout the storm, the howl can be heard, and all can feel its raw primitive tug on their minds and souls.

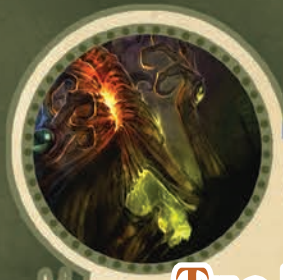
At influence stage 2 and above, a party that draws near Ithaqua now sees and encounters shapes riding in the wind. Typically, these are cannibal cultists, lesser wendigos, lycanthropes, and arctic life-forms driven mad with Ithaqua's fury (wolves, bears, etc.). These enraged creatures strike at the party from the air. Sometimes, they may stay for a while and battle, while other times, they may be snatched up again by the storm, leaving the party behind. At this point, it is possible to see Ithaqua's eyes glaring through the storm and the darkness.

Even closer to Ithaqua, the forms riding within the wind include more terrifying beings than simple cultists. Huge and malformed, greater wendigos and other distorted monsters now flit and fly around the PCs, lashing out at them. Beings commonly encountered at this point include hounds of Tindalos, gnoph-keh, and worse. These should be challenging encounters.

When the players approach within a mile of Ithaqua, he becomes visible to all: a world-spanning titan who strides across the sky. The terror of Ithaqua's immensity and his malign glare drive most viewers to madness, despair, and a frenzy of terror. It can seem impossible to physically fight the Windwalker, who is literally miles high, his head in the stratosphere.

And then "Défago," smiling whitely, answered in that thin and fading voice that already seemed passing over into a sound of quite another character— "I seen that great Wendigo thing," he whispered, sniffing the air about him exactly like an animal. "I been with it too—"

—Algernon Blackwood, *The Wendigo*



The King in Yellow

CR Varies; XP Varies
CE Great Old One of decadence, disorder, and nihilism
Primary Source Robert Chambers, *The King in Yellow* stories

CULT

Domains Chaos, Evil, Rune, Void
Subdomains Dark Tapestry, Language, Stars, Wards
Favored Weapon rapier
Symbol the Yellow Sign
Temple amphitheaters, performance halls, noble villas and manors
Worshipers decadent nobles, gravediggers, necromancers, sadistic performers and entertainers, those who have found the Yellow Sign
Servitors undead, those who have found the Yellow Sign

INFLUENCE

Area special (see Pallid Mask)
Proxy the Pallid Mask's slave
Effects Pallid Mask

DEFEAT

Combat In order to defeat the influence of the King in Yellow, the current wearer of the ***Pallid Mask*** must be slain. When the current host dies, the ***Pallid Mask*** cracks slightly and becomes one of the ***lesser pallid masks***. The true ***Pallid Mask*** relocates elsewhere in the universe to seek out its new host, and generally does not return immediately to the same world on which its host was defeated.

INFLUENCE EFFECTS

Pallid Mask The influence of the King in Yellow is inexorably linked to the ***Pallid Mask***. This potent item (lesser versions, themselves powerful, are detailed on page 168) manifests within an active Yellow Sign when an appropriate host finds the sign. At this point, the appropriate host is compelled to touch the Yellow Sign, at which point the ***Pallid Mask*** manifests on the host's face, granting the King in Yellow template (see below). Who the ***Pallid Mask*** chooses as host is subject to the GM's discretion and whim, but it must be a character who has found the Yellow Sign and is destined to serve as the King in Yellow (knowingly or not). (Important: You should never force a PC to become the King in Yellow this way—the King in Yellow should always be a GM-controlled NPC villain.)



Creating the King in Yellow

"The King in Yellow" is an acquired template that can be added to any Small or Medium creature with a human-like face (referred to hereafter as the base creature). Technically, the *Pallid Mask* can choose any such creature as its host, but it generally seeks the most powerful potential host it can. Build the King in Yellow from among the highest tier of hosts possible in your campaign, preferring spellcasters. (The example King in Yellow assumes a typical Pathfinder

full campaign, and has been built from a 20th-level human bard.) The King in Yellow retains all of the base creature's statistics and special abilities except as noted here.

CR: Same as the base creature +3.

Alignment: Chaotic evil.

Type: The King in Yellow's type becomes outsider (native); do not recalculate HD, base attack bonus, or saves.

Senses: The base creature gains see in darkness and *true seeing*.

Armor Class: The base creature gains a +6 profane bonus to its Armor Class. In addition, its tattered yellow wrappings provide the King in Yellow with a +12 armor bonus. The King in Yellow never wears any other form of armor, nor does it carry a shield.

Defensive Abilities: The base creature becomes immune to mind-affecting effects, but this does not cure existing mind-affecting effects (such as insanity) already afflicting the creature at the time it became the King in Yellow. The King in Yellow also gains the following special defense.

Blessing of the Yellow Sign: The King in Yellow gains a +4 profane bonus to all saving throws, fast healing equal to its Hit Dice, and spell resistance equal to its final CR +11. Mindless undead creatures do not attack the King in Yellow unless attacked first, and all other undead understand the King to be an ally and are well-disposed toward serving it in most cases (although they are not compelled to do so).

Attacks: The King in Yellow does not fight with brute force. It loses all of the base creature's natural attacks and eschews weapon use. Instead, it attacks twice per round with touch attacks that inflict damage to foes in the form of debilitating pain born from a mixture of despair and ennui and the intensification of the pain one experiences from aging and decay. The King in Yellow's touch attack inflicts damage equal to 1d6 per HD possessed by the King in Yellow; this damage bypasses all damage reduction and energy resistance. It is a pain effect. Creatures that are immune to mind-affecting effects take half damage from this touch.

What You See

This tall humanoid's face is hidden by a pale mask made of strips of peeled skin, and its body is loosely concealed by tattered yellow rags.

Special Attacks: The King in Yellow gains the following special attacks.

The King's Voice: Once per round as a free action, the King in Yellow may pose a question to a single target within 30 feet. The target can resist with a successful Will save (DC = 10 + 1/2 the King in Yellow's Hit Die + the King in Yellow's Charisma modifier). If the save fails, the character immediately answers the question in the most efficient and truthful manner possible. This is a language-dependent, mind-affecting, sonic effect.

The King's Tatters: Upon becoming the King in Yellow, the base creature becomes shrouded in tattered strips of yellow cloth that wind over and across its body. These tatters do not take up a magic item slot, nor do they interfere with worn magic items. Whenever a creature makes a melee weapon attack against the King in Yellow or ends its movement in a square adjacent to the King in Yellow, it must make a successful Reflex save (DC = 10 + 1/2 the King in Yellow's Hit Dice + the King in Yellow's Charisma modifier) to avoid being touched by one of these animated tatters of cloth. A creature that makes a melee attack with an unarmed strike, touch spell, or natural weapon is automatically



touched by the tatters. Upon being touched, the creature's dreams will forever more be haunted by the King's whispers and poisonous truths. The victim suffers a –4 penalty on all saving throws against mind-affecting effects or effects that cause fatigue or exhaustion created by the King in Yellow or any undead creature. This penalty increases to –8 against the effects of a *nightmare* spell cast by any creature. This is a mind-affecting curse effect.

Rising of the Dead: Where the King in Yellow walks, the dead rise and follow. Whenever the King in Yellow comes within 20 feet of a dead body, that body rises as an undead creature of the King's choosing. The undead created can be of any type, so long as its CR is equal to or less than the King in Yellow's CR—6 (minimum of 1). Living creatures who die within 20 feet of the King in Yellow arise as undead one round later. The sample King in Yellow presented below could create any undead of CR 16 or lower with this ability.

Abilities: Dexterity +4, Constitution +6, Intelligence +4, Wisdom +4, Charisma +6.

Skills: The King in Yellow gains a +8 insight bonus to Bluff, Diplomacy, Intimidate, Perception, Perform, and Sense Motive checks.

Feats: The King in Yellow gains Improved Iron Will, Iron Will, and Toughness as bonus feats.

KING IN YELLOW CR 22

XP 614,400

Pallid Mask-wearing human bard 20
CE Medium outsider (native)

Init +10; **Senses** see in darkness, *true seeing*; Perception +32

DEFENSE

AC 39, touch 27, flat-footed 32 (+12 armor, +4 deflection, +6 Dex, +1 dodge, +6 profane)

hp 313 (20d8+220); fast healing 20

Fort +21, **Ref** +24, **Will** +19; +4 vs. bardic performance, language-dependent, and sonic

Defensive Abilities blessing of the Yellow Sign; **SR** 33

OFFENSE

Speed 30 ft.

Attacks 2 touches +21 touch (20d6)

Special Attacks bardic performance 53 rounds/day (swift action; countersong, deadly performance [DC 31], dirge of *doom*, distraction, *fascinate* [DC 31], *frightening tune* [DC 31], inspire competence +6, inspire courage +4, inspire greatness, inspire heroics, *mass suggestion* [DC 31], soothing performance, *suggestion* [DC 31]), King's voice, King's tatters, rising of the dead

Bard Spells Known (CL 20th; concentration +31)

6th (7/day)—*mass charm monster* (DC 27), *geas/quest*, *irresistible dance* (DC 27), *permanent image* (DC 27), *project image* (DC 27)

5th (7/day)—*greater dispel magic*, *mind fog* (DC 26), *nightmare* (DC 26), *shadow walk* (DC 26), *mass suggestion* (DC 26)

4th (7/day)—*dimension door*, *dominate person* (DC 25), *freedom of movement*, *hold monster* (DC 25), *greater invisibility*, *modify memory* (DC 25)

3rd (8/day)—*charm monster* (DC 24), *confusion* (DC 24), *dispel magic*, *displacement*, *haste*, *slow* (DC 24)

2nd (8/day)—*enthrall* (DC 23), *glitterdust* (DC 23), *hold person* (DC 23), *mirror image*, *sound burst* (DC 23), *suggestion* (DC 23)

1st (8/day)—*charm person* (DC 22), *feather fall*, *hideous laughter* (DC 22), *hypnotism* (DC 22), *magic mouth* (DC 22), *silent image* (DC 22)

0 (at will)—*detect magic*, *ghost sound* (DC 21), *mage hand*, *message*, *open/close* (DC 21), *prestidigitation*

STATISTICS

Str 13, **Dex** 22, **Con** 28, **Int** 14, **Wis** 12, **Cha** 32

Base Atk +15; **CMB** +16; **CMD** 43

Feats Combat Casting, Combat Expertise, Combat Reflexes, Dodge, Extend Spell, Great Fortitude, Improved Critical (touch), Improved Initiative, Improved Iron Will, Iron Will, Lightning Reflexes, Quicken Spell, Toughness, Weapon Finesse

Skills Bluff +42, Diplomacy +42, Intimidate +42, Perception +32, Perform (act) +42, Perform (oratory) +42, Perform (string instruments) +42, Sense Motive +42, Spellcraft +25, Stealth +29, Use Magic Device +34

Languages Common

SQ bardic knowledge +10, jack-of-all-trades, lore master 3/day, versatile performances (act, oratory, sing, string, wind)

Gear *belt of physical might +6 (Dex, Con), headband of alluring charisma +6, ring of protection +4*

The King in Yellow is an enigmatic entity. He is somehow associated with the rise of Hastur, and in

Song of my soul, my voice is dead;

Die thou, unsung, as tears unshed

Shall dry and die in

Lost Carcosa.

—Robert W. Chambers, *The King in Yellow*

fact many believe that the King *is* Hastur. Others believe that the King is an Avatar of Hastur, or that he is a different form of the same being. This does not eliminate the possibility that the King and Hastur are united in soul, mind, and/or body in some unthinkable way too complex for humans to understand. Yet one more possibility to ponder is that the King in Yellow might in fact be Hastur at a different stage of his development—traveling elsewhere in time and space to foster his own creation and metamorphosis, like a sort of monstrous insect larva.

The King is approximately human sized, though always taller than average. At times he seems to tower higher than humans, though this may be a side-effect of his interdimensional immanence. He is human in form and could even pass for human if it were not for his costume. He wears tattered robes and shreds of cloth that are mostly yellow, and he always wears the *Pallid Mask*.

The King moves among humankind as if one of them, but his passing brings madness, beauty, love, and pain. Ultimately his presence destroys entire civilizations.

The King's Voice

When the King in Yellow speaks, all are compelled to listen. He never lies—everything he says is precise, exact, intolerable truth. He can speak in glorious poetry, and often verbalizes pithy statements. Sometimes his voice reveals paradoxical mysteries or truths about the inner self. While the revelations he brings are horrifying, they cannot be denied.

In game terms, he may reveal awful truths to a party or an individual. You can draw from examples in literature of this kind of deadly truth, or simply have the players try to resist the effects. The truths of the King always lead to danger, ultimate horror, and possible madness.

If the King asks a question of someone, his victim is compelled to answer truthfully to the King's satisfaction. This is often done to expose an individual's weakness or failings in front of his companions, but is also useful to the King in determining what he should do next.

Example

The King: "Good sir, tell me what you need, which I can present to you, to bring you under my wing as a comrade, and a blessed worshiper of the Yellow Sign."

Douty Hero: "Nothing and no one. I cannot and will never serve you!"

The King: "Ah, well enough then. So now you must die instead." *Attacks.*



The King's Tatters

Those touched by the ribbons and dangling scraps of the King's bandages are marked by the contact—spiritually rather than physically. They will dream of the King that night and every night. Their minds will dwell on his poisonous truths until the King returns to them one day to take them away beyond the waking world.

The Pallid Mask

The *Mask* may in fact be the King himself. The rest of his form may be a human, vitalized and energized by the *Mask*. In other words, when the *Pallid Mask* is placed on a person's face, he becomes the King in Yellow in a real sense.

The *Mask* is so powerful that it has shed echoes of itself, and there are dozens, perhaps hundreds of *lesser pallid masks* in existence. They are described in the artifacts section.

The Desecration

The King's immediate goal is to harvest souls to bring about glorious destruction. He may use many means to accomplish this, but the end result is the same: cities in flames, people shrieking in terror or abasing themselves before the King in frantic pleas, the dead rising up, and the very air charged with malignant fumes.

Rising of the Dead

The King's footstep brings the dead to life. They can return as a wide variety of undead—from simple zombies or ghosts to more powerful vampires. His horde always accompanies him.

Awakening the King

The King in Yellow can be brought to a world in several ways. The most obvious is by the use (or misuse) of the *Pallid Mask*.

Through a Person

The King can manifest by possessing or absorbing an individual. The King must choose an individual who has great emotional depth, supreme artistic talent, and who is also hopelessly insane, typically criminally so. This is a gradual process. First the mad artist starts seeing fragments of the King in his works: a tattered yellow ribbon pattern in the rug he is weaving; sentences in his novel or play that he knows he did not write; or bright citrine clouds floating amidst the white in the canvas he is painting.

Eventually these manifestations become more and more overt until the King appears in full form, emerging from the madman's art, and takes the artist by the hand. If the artist goes willingly, they blend together to become one new being, who is now wholly the King in Yellow.

Through Great Art

Art produced by a devotee of the King can sometimes bring about the King's appearance, in a manner similar to appearing through a person. In this case, however, the King is made known to a large number of people at once, for example at a theatre where a variant of one of his plays is being performed, an art gallery featuring art he has influenced, or at the unveiling of a monument designed by a cultist. The work of art always incorporates the Yellow Sign in some way, either subtly or overtly. Everyone sees the horror and beauty of the art, and then they are aghast as the King manifests and steps out into the crowd.

Through Travel

The King is able to move and can simply travel from one spot to another. For example, he could be awakened on one world, then fly to a second world on the back of a Byakhee or other cosmic horror.

CR 14; XP 38,400
CE Elder deep one of evolution, fecundity, and mutation
Primary Source H. P. Lovecraft, "The Shadow Over Innsmouth"

CULT
Domains Chaos, Evil, Healing, Water
Subdomains Fear, Oceans, Restoration, Resurrection
Favored Weapon spear
Symbol feminine figurine partially wrapped in tentacles
Temple reefs, sea caves, underwater grottoes, waterfront churches
Worshipers deep ones, deep one hybrids, mutants
Servitors deep ones, sea monsters, shoggoths

INFLUENCE STAGE 1 **DC 22**
Area 100-ft. radius spread; **Nucleus** 5 square feet
AC 29; **Saves** +17; **hp** 200
Proxy nucleus crystal
Effects enhance flesh, nucleus crystal
Escalation A worshiper of Mother Hydra who casts *greater planar ally* or *gate* within the area of influence escalates the influence to stage 2 by conjuring Mother Hydra.

INFLUENCE STAGE 2 **DC 24**
CR 17; XP 102,400
Area 300-ft. radius
Proxy Mother Hydra
Effects enhance flesh, mobile influence

DEFEAT
Combat Destroying the nucleus crystal ends this influence at stage 1. Killing Mother Hydra ends the influence at stage 2.

INFLUENCE EFFECTS
Enhance Flesh All worshipers of Cthulhu, Father Dagon, or Mother Hydra within the area of influence gain fast healing 5, and gain a +2 bonus on all saving throws against effects that physically harm or debilitate the body. Affected creatures do not fall unconscious at negative hit points.
Nucleus Crystal At stage 1, attempts to damage Mother Hydra's influence must be directed at the nucleus crystal at the center of the area's influence. This influence's effects function in a spread, so if the nucleus crystal is hidden inside a box, its influence radius is reduced to zero.
Mobile Influence Mother Hydra's influence is always centered on her, allowing her to wander as she wills without being physically limited by the constraints of influence. Mother Hydra can teleport beyond the range of her influence.

Mother Hydra

MOTHER HYDRA **CR 17**
XP 102,400
CE Huge aberration (aquatic, deep one)
Init +19; **Senses** see in darkness, tremorsense 60 ft.; Perception +31

DEFENSE
AC 32, touch 23, flat-footed 17 (+15 Dex, +9 natural, –2 size)
hp 270 (20d8+180); fast healing 30
Fort +17, **Ref** +21, **Will** +20
Defensive Abilities *freedom of movement*; **DR** 10/epic and lawful; Immune ability damage, ability drain, aging, cold, death effects, disease, *energy drain*, mind-affecting effects, paralysis, petrification, *poison*; **Resist** acid 20, fire 20; **SR** 28

OFFENSE
Speed 30 ft., swim 90 ft.
Melee *+3 wounding shortspear* +26/+21/+16 (2d6+13/19–20), bite +23 (1d8+5), claw +23 (1d6+5), tail slap +23 (2d6+5 plus stun)
Space 15 ft.; **Reach** 15 ft.
Spell-Like Abilities (CL 18th; concentration +25)
Constant—*freedom of movement*
At will—*break enchantment*, *greater dispel magic*, *nightmare* (DC 22)
3/day—*demand* (DC 25), quickened *feeblemind* (DC 22), *baleful polymorph* (DC 22)
1/day—*implosion* (DC 26)
Sorcerer Spells Known (CL 18th; concentration +25)
9th (3)—*time stop*
8th (5)—*horrid wilting* (DC 25), *maze*
7th (7)—*greater teleport*, *insanity* (DC 24), *waves of exhaustion*
6th (7)—*chain lightning* (DC 23), *control water*, *flesh to stone* (DC 23)

What You See

A mermaid-like being approaches, enormous in size, with a scaled upper torso and two clawed arms. Long stringy hair surrounds a face that looks more like a viper fish than anything human.

5th (7)—*cone of cold* (DC 22), *dominate person* (DC 22), *hold monster* (DC 22), *wall of force*
4th (7)—*black tentacles*, *charm monster* (DC 21), *dimension door*, *phantasmal killer* (DC 21)
3rd (8)—*dispel magic*, *fly*, *lightning bolt* (DC 20), *slow* (DC 20)
2nd (8)—*acid arrow*, *alter self*, *blindness/deafness* (DC 19), *detect thoughts* (DC 19), *mirror image*
1st (8)—*grease* (DC 18), *mage armor*, *magic missile*, *ray of enfeeblement* (DC 18), *reduce person* (DC 18)
0 (at will)—*bleed* (DC 17), *dancing lights*, *detect magic*, *ghost sound* (DC 17), *mage hand*, *mending*, *message*, *read magic*, *touch of fatigue* (DC 17)



STATISTICS

Str 30, **Dex** 40, **Con** 28, **Int** 25, **Wis** 27, **Cha** 24

Base Atk +15; **CMB** +27; **CMD** 52 (can't be tripped)

Feats Combat Casting, Eschew Materials, Extend Spell, Great Fortitude, Improved Critical (shortspear), Improved Initiative, Power Attack, Quicken Spell, Quicken Spell-Like Ability (*feeblemind*), Weapon Finesse

Skills Intimidate +30, Knowledge (arcana) +30, Knowledge (nature) +27, Knowledge (religion) +27, Perception +31, Sense Motive +28, Spellcraft +30, Stealth +30, Survival +31, Swim +41, Use Magic Device +27

Languages Aklo, Common, Deep One

SQ amphibious, mortal

SPECIAL ABILITIES

Mortal (Ex) Unlike most of the other entities associated with elder influences, Mother Hydra can be killed. If slain, though, it's typically only a matter of time before an equally powerful deep one rises to fill the vacancy left behind by Mother Hydra.

Spells Mother Hydra casts spells as an 18th-level sorcerer.

Stun (Ex) A creature hit by Mother Hydra's tail slap must make a successful DC 29 Fortitude save or be stunned for 1 round (or for 1d4 rounds if the attack was a successful critical hit). The save DC is Constitution-based.

Mother Hydra is an ancient and exceedingly powerful deep one in charge of their civic and biologistic activities. Deep ones undergo several changes as they grow in size and age. They are largely humanoid (at least they have four limbs and a head) until they reach over 1000 kg. At this stage, they can use magical and biological controls to direct their further growth. While some retain their regular proportions, others undergo dramatic metamorphoses. Mother Hydra helps guide this change and serves as a living example of what one can become. Her upper body still resembles that of a massive deep one female, but her hindquarters are more fish—or eel-like, giving her amazing speed compared to most deep ones, who must paddle along like frogs.

Cultural Import

Mother Hydra monitors the current status of the deep one species and, when necessary, personally directs the evolution of the deep ones so as to best secure their dominance. She decides how many deep ones are allowed to grow to greater size, and hand picks those who shall receive the honor. She also dictates which deep one communities are to seek contact with surface-dwellers for reproduction. If Father Dagon is killed (a rare occurrence), she picks his successor. In case of her own death, she has already chosen her own candidate, who can quickly replace her.

Mother Hydra has governed the creation of a number of hybrid monstrosities: combinations of deep ones with undersea horrors. She keeps some as guardians of the deep, and the rest are turned over to Father Dagon to join his military.

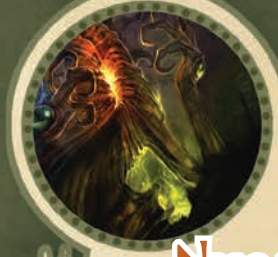
Mother Hydra in Combat

The mightiest of deep ones swims even faster than most of her ilk, striking with a massive spear strung with rotting kelp and withered flesh. She uses her powerful spells to achieve and demonstrate her superiority in battle.

"Ocean is more ancient than the mountains, and freighted with the memories and the dreams of time."

"But more wonderful than the lore of old men and the lore of books is the secret lore of ocean."

—H. P. Lovecraft



Nyarlathotep, the Crawling Chaos

CR 25; XP 1,638,400

CE Outer God of conspiracies, dangerous secrets, and forbidden magic

Primary Source H. P. Lovecraft, "Nyarlathotep," *The Dream Quest of Unknown Kadath*, "Dreams in the Witch House"

CULT

Domains Chaos, Evil, Knowledge, and Magic, plus one more (fifth domain varies by form; for the Howler this domain is War)

Subdomains Arcane, Divine, Memory, Thought, plus two more (these additional subdomains vary by form; for the Howler these are Blood and Tactics)

Favored Weapon varies by form (dagger for the Howler)

Symbol varies by form (bloody dripping rune for the Howler)

Temple varies by form (abandoned churches, caverns, and secluded forest glens for the Howler)

Worshipers doomsayers, mad spellcasters, misanthropes, unethical scientists

Servitors flying polyps, hunting horrors, servitors of the Outer Gods

INFLUENCE **DC 30**

Area 1-mile radius

Proxy avatar of Nyarlathotep

Effects enhance Elder Influence

DEFEAT

Combat Nyarlathotep's influence can be defeated by destroying his current avatar.

INFLUENCE EFFECTS

Enhance Elder Influence Nyarlathotep's influence has no true effects on its own; unlike many of the Great Old Ones or Outer Gods, Nyarlathotep enjoys direct interaction with humanity and uses one of his thousand forms as an avatar when he is called upon. Nonetheless, all of his forms share one thing in common: they enhance the effects of other elder influences within a 1-mile radius. All elder influences that overlap, either partially or wholly, with Nyarlathotep's area of influence have their save DCs increased by 4.



THE HOWLER CR 25

XP 1,638,400

CE Huge aberration

Init +12; **Senses** blindsight 60 ft., darkvision 60 ft., *true seeing*; Perception +40

DEFENSE

AC 43, touch 20, flat-footed 35 (+4 deflection, +8 Dex, +23 natural, –2 size)

hp 555 (30d8+420)

Fort +28, **Ref** +22, **Will** +28

Defensive Abilities *freedom of movement*; **DR** 15/epic and lawful; **Immune** ability damage, ability drain, acid, aging, death effects, disease, energy drain, mind-affecting effects, negative energy effects, paralysis, petrification, poison, sonic; **Resist** acid 30, cold 30, electricity 30; **SR** 36

OFFENSE

Speed 60 ft., *air walk*

Melee bite +35 (3d10+15/19–20 plus 3d6 negative energy), 2 claws +35 (3d8+15/19–20 plus 3d6 negative energy), tentacle +33 (6d6+7/19–20 plus grab and 3d6 negative energy)
Space 15 ft.; **Reach** 15 ft. (30 ft. with tentacle)
Special Attacks constrict (6d6+15 plus 3d6 negative energy), howl, million favored ones, vampirism
Spell-Like Abilities (CL 25th; concentration +35)
Constant—*air walk*, *cloak of chaos* (DC 28), *freedom of movement*, *true seeing*
At will—*black tentacles*, *greater dispel magic*, *dimension door*, *nightmare* (DC 25), *phantasmal killer* (DC 24)
3/day—*demand* (DC 28), quickened *feeblemind* (DC 25), *insanity* (DC 27), *summon monster IX* (1d6 flying polyps or 1d4 hunting horrors 100%), *wish* (self only, only to duplicate spells)
1/day—*gate*, *symbol of insanity* (DC 28)

STATISTICS

Str 40, **Dex** 27, **Con** 38, **Int** 29, **Wis** 24, **Cha** 31
Base Atk +22; **CMB** +39 (+41 bull rush, +43 grapple, +41 sunder); **CMD** 61 (63 vs. bull rush, sunder, and trip)
Feats Awesome Blow, Combat Reflexes, Critical Focus, Improved Bull Rush, Improved Critical (bite), Improved Critical (claws), Improved Critical (tentacle), Improved Initiative, Improved Sunder, Improved Vital Strike, Multiattack, Power Attack, Quicken Spell-Like Ability (*feeblemind*), Staggering Critical, Vital Strike
Skills Intimidate +43, Knowledge (arcana) +42, Knowledge (engineering) +39, Knowledge (geography) +39, Knowledge (history) +39, Knowledge (local) +39, Knowledge (planes) +39, Knowledge (religion) +39, Perception +40, Sense Motive +37, Spellcraft +42, Survival +40, Use Magic Device +40
Languages Aklo, Common; telepathy 300 ft.
SQ no breath

SPECIAL ABILITIES

Howl (Su) Once every 1d4 rounds as a swift action in any round he does not attack with his tentacle, Nyarlathotep can raise his tentacle to the sky and emit a supernatural howl. This blasts the minds and souls of all within a 90-foot radius: each creature in this area must make a successful DC 39 Fortitude save or gain 1 negative level. This is a death and a sonic effect. The save DC is Constitution-based.
Million Favored Ones (Su) Starting on the 2nd round of any combat, the Howler's chest cavity unleashes a cloud of shrieking damned souls. These are the million favored ones, and once they are released they surround the Howler in a 60-foot-radius spread for the remainder of this encounter. All creatures in this area must make a DC 35 Reflex save at the start of each of their turns for the rest of the encounter or take 4d6 points of negative energy damage and become sickened from the supernatural chill. The sickness lasts for 1 hour. A successful save negates the damage but not the sickened effect. Once a creature successfully saves against the sickness effect, it cannot be affected by the Million Favored Ones' sickness for 24 hours but must still make saving throws on its turn or take damage. The sickness is a mind-affecting effect. The save DC is Charisma-based.
Vampirism (Su) Whenever the Howler hits a creature with any of its natural attacks or inflicts constrict damage, it inflicts an additional 3d6 points of negative energy damage. Each time it inflicts this negative energy damage, it heals an equal number of hit points.

Nyarlathotep is the soul of the otherwise nearly-mindless Outer Gods. He knows their desires, and when they stir, disquieted, he takes action. Cults and individuals alike seek to appease him, because his goals can at least be understood by mortals. Technically, those who "worship" Nyarlathotep actually worship the Outer Gods he serves, but he directs and focuses their efforts in what is, to him, the proper direction.

The Thousand Forms

Nyarlathotep claims to have a thousand forms. He appears in many different shapes, of various genders or none, each form fixed and distinguishable from the others. In his different forms, Nyarlathotep often

What You See

A three-legged, headless monster howls at you from the gloom. The top of its body ends in a single tapering tentacle, which quivers and waves at the sky. Visibly in its transparent gut, it digests wraith-like souls, and a glowing organ shines from the center of its body. It has two clawed hands that wave in arcane patterns.



displays what appears to be different personalities, but the underlying goal is always the same: to spread madness and prepare the world for the eventual advent of those he serves.

A few of his forms are listed below, but of course a GM is encouraged to invent others.

The Shadow Pharaoh: This is a sphinx-like entity of great size and power, whose face is either a gateway displaying other galaxies and stars (and through which victims can actually pass), or a hideous skull-like semblance.

The Black Man: This is an unnaturally cinder-black human form—not simply dark of skin, but entirely black. In this form, Nyarlathotep presides over the witches' sabbath and oversees covens of worshipers.

Humanoid: Nyarlathotep also takes on at least one unremarkable humanoid form, in which he generally resembles a member of a nearby humanoid population. This is used to conceal his identity and communicate his concepts more readily to mortals of a similar form.

The Bloated Woman: This cruel creature has tentacles, five fanged mouths, and a swollen form. In this form, Nyarlathotep carries a magical fan which, when held before her eyes, causes her form to resemble that of an attractive humanoid of great beauty by local standards. When the fan is dropped, her monstrosity becomes apparent, however.

The Dark Demon: This pig-like humanoid's terror lies more in its aftereffects. When the Dark Demon is summoned, he possesses the body of the summoner, twisting the hapless fool into a semblance that resembles a tusked swine. Typically, the Demon remains for only a few minutes. When it departs, the victim does not return to his former appearance—he is trapped in the Dark Demon's form forever.

The Haunter of the Dark: A revealer of secrets, The Haunter cannot withstand any amount of light except that projected by its own three-lobed burning eye. In this form, Nyarlathotep is a winged horror, its wiry body is ringed with tentacles. It possesses the ability to strike its victims dead as though by lightning.

The Million Favored Ones

One of the destinies of favored worshipers is to become mindless wraiths in Nyarlathotep's service. In any combat involving the Howler, he can shoot forth the million favored ones from his chest cavity. They take the form of a great wind full of shrieking, damned souls. Their howls and icy touch act to decrease a party's combat or magical effectiveness. While in theory, individual favored ones can be destroyed by magic or enchanted weapons, there are literally a million of them, so this is not an effective tactic.

The Howler in Combat

This is one of the best-known forms of Nyarlathotep and is notable for battle prowess, so it is likely to be encountered if Nyarlathotep is expecting combat. Instead of a head, the Howler has a long tentacle stretching toward the heavens, shaded blood-red as it tapers. He also has claws, three or more legs, and a gaping, almost sexual maw in the middle of his chest from which light emits. Inside this opening can be seen the swirling faces and souls of those the Howler has devoured. He drips a magical sap from his chest-cavity which his worshipers seek to harvest.

Minions of the Crawling Chaos

The Howler has creatures at his beck and call, including hunting horrors, flying polyps, and almost any kind of otherworldly entity, even those normally associated with other entities (such as byakhee). Nyarlathotep can summon forth these entities to assist him in his battles.

Nyogtha

CR 20; XP 307,200
CE Great Old One of deep cavern networks, impossibility, and oblivion
Primary Source Henry Kuttner, "The Salem Horror"

CULT
Domains Chaos, Darkness, Evil, and Madness
Subdomains Entropy, Insanity, Loss, Night
Favored Weapon club
Symbol inkstain with spiraling pattern radiating outward
Temple deep basements, caverns, lightless places
Worshipers blind maniacs, cave-dwelling monsters, suicidal cultists
Servitors oozes

INFLUENCE STAGE 1 **DC 27**
Area 900-foot radius
Proxy avatar of Nyogtha
Effects multiplicity
Escalation When Nyogtha manifests a second simultaneous avatar, its influence increases to stage 2.

INFLUENCE STAGE 2 **DC 29**
CR 23; XP 819,200
Area 1-mile radius
Proxy avatars of Nyogtha
Effects multiplicity
Escalation When Nyogtha manifests a sixth simultaneous avatar, its influence increases to stage 3.

INFLUENCE STAGE 3 **DC 31**
CR 26; XP 2,457,600
Area 100-mile radius
Proxy avatars of Nyogtha
Effects multiplicity

DEFEAT
Combat Once all active avatars of Nyogtha are destroyed in an influence's area, the influence ends.

INFLUENCE EFFECTS
Multiplicity Nyogtha can exist in multiple places at the same time. When its influence is first established, only one avatar of Nyogtha is active. As that avatar feeds, Nyogtha gains the ability to manifest more than one avatar at the same time, appearing at any point it desires within the area of its influence. See the statistics for Nyogtha's avatar below for what can cause it to manifest a new incarnation.

AVATAR OF NYOGTHA CR 20

XP 307,200
CE Huge ooze
Init +15; **Senses** see in darkness, tremorsense 360 ft.; Perception +30

DEFENSE
AC 35, touch 19, flat-footed 24 (+11 Dex, +16 natural, –2 size)
HP 367 (21d8+273); fast healing 15
Fort +20, **Ref** +20, **Will** +18
Defensive Abilities all-around vision, **DR** 15/epic and lawful; **Immune** ability damage, ability drain, acid, aging, blindness, cold, death effects, disease, energy drain, mind-affecting effects, paralysis, petrification, poison, ooze traits; **Resist** fire 30; **SR** 31

OFFENSE
Speed 50 ft., climb 50 ft.
Melee 4 bites +28 (3d6+15/19–20 plus grab)
Space 15 ft.; **Reach** 15 ft.
Special Attacks duplication, fast swallow, oblivion, swallow whole (20d6 damage, AC 18, 36 hp)





What You See

A shifting, squirming mass manifests, darker than darkness—a complete negation of light. It forms itself into many pseudopods, all of which end in mouths filled with gnashing fangs.

Spell-Like Abilities (CL 20th; concentration +27)
Constant—*blur*
At will—*black tentacles*, *deeper darkness*, *enervation*, *greater dispel magic*, *nightmare* (DC 22)
3/day—*demand* (DC 25), *disintegrate* (DC 23), quickened *feeblemind* (DC 22)
1/day—*power word blind*, *symbol of insanity* (DC 25)

STATISTICS

Str 40, **Dex** 33, **Con** 36, **Int** 22, **Wis** 29, **Cha** 25
Base Atk +15; **CMB** +32 (+36 grapple); **CMD** 53 (can't be tripped)
Feats Combat Reflexes, Critical Focus, Improved Critical (bite), Improved Initiative, Improved Vital Strike, Iron Will, Lightning Reflexes, Power Attack, Quicken Spell-Like Ability (*feeblemind*), Staggering Critical, Vital Strike
Skills Climb +44, Knowledge (arcana) +27, Knowledge (dungeoneering) +30, Knowledge (religion) +27, Perception +30, Sense Motive +30, Spellcraft +27, Stealth +24
Languages Aklo; telepathy 100 ft.
SQ no breath

SPECIAL ABILITIES

Duplication (Ex) Whenever Nyogtha kills a creature by reducing it to powder (either with its oblivion ability or after swallowing a creature whole), a new avatar of Nyogtha manifests within the Great Old One's area of influence at any point chosen by the Great Old One. This duplication effect can only occur once per day, regardless of how many avatars are currently active. Up to 10 avatars of Nyogtha can exist at a time in a single area of influence.

Oblivion (Su) Whenever a creature takes damage from one of Nyogtha's bites, there's a chance that the victim is fully subjected to the impossibility of the Thing that Should Not Be. This chance is equal to 2% per bite when Nyogtha's influence is at stage 1, 5% per bite when the influence is at stage 2, and 20% per bite when the influence is at stage 3. The chance of being subjected to oblivion doubles if the bite is a successful critical hit. If the victim is so subjected, it must make a successful DC 27 Fortitude save to resist taking an additional 100 points of damage. If this attack reduces the creature to 0 hp or less, it is slain immediately and reduced to powder. The save DC is Charisma-based.

Swallow Whole (Ex) A creature swallowed whole by Nyogtha takes 20d6 points of damage per round. If this damage reduces a creature to 0 hit points, it is immediately slain and reduced to powder. If a creature manages to cut its way out of Nyogtha, the Great Old One's body flows together after the victim escapes—additional swallowed victims must cut their own way out.

Nyogtha is called the "Absence of Light" and the "Thing That Should Not Be." While it takes a definite shape (if malleable), it is a negativity—a sort of hole in creation. It is covered with blind mouths and sharp teeth, though its utterly black outline seems blurry to mortal eyes.

Nyogtha inhabits the depths of a planet normally, but it has no fear of the surface. Light does not harm it—instead, Nyogtha absorbs any light directed at it. Worshipers of Nyogtha make their shrines at entrances to the underworld or build subterranean complexes for their god to roam.

Nyogtha in Combat

Nyogtha can exist in multiple places at the same time. Thus, while Nyogtha assaults enemies deep within its lair, it can also block the entrance to prevent them from escaping, and attack their home town all at once. If one of its avatars is killed (not an insuperable task), there are many more—indeed, Nyogtha can replicate itself infinitely.

Quachil Uttaus

CR 17; XP 102,400

NE Great Old One of dust, immortality, and the passage of time

Primary Source Clark Ashton Smith, "Treader of the Dust"

CULT

Domains Death, Destruction, Evil, Madness

Subdomains Catastrophe, Insanity, Nightmare, Undead

Favored Weapon dagger

Symbol handful of dust

Temple abandoned buildings

Worshipers those who seek immortality

Servitors none

INFLUENCE STAGE 1 **DC 24**

Area 100-foot radius; **Nucleus** 5 square feet

AC 31; **Saves** +20; **hp** 240

Effects apathy, deterioration, hidden nucleus, reactive ruination, touch of dust

Escalation After 2d6 weeks have passed, Quachil Uttaus's influence escalates to stage 2.

INFLUENCE STAGE 2 **DC 27**

CR 20; **XP** 307,200

Area 1,000-foot radius; **Nucleus** 5 square feet

AC 36; **Saves** +22; **hp** 370

Effects apathy, deterioration, hidden nucleus, reactive ruination, touch of dust

Escalation After 1d6 months have passed, Quachil Uttaus's influence escalates to stage 3.

INFLUENCE STAGE 3 **DC 29**

CR 23; XP 819,200

Area 1-mile radius; **Nucleus** 5 square feet

AC 40; **Saves** +24; **hp** 480

Effects apathy, deterioration, hidden nucleus, reactive ruination, touch of dust

DEFEAT

Combat Quachil Uttaus's influence can be ended by damage. The influence ends automatically once no living or undead creature remains active in the area of its influence or a month has passed, whichever comes first.

INFLUENCE EFFECTS

Apathy Upon first exposure to Quachil Uttaus's influence, a living or undead creature must make a successful Will saving throw to avoid being overcome with apathy. For a living creature, this is a mind-affecting effect—if the creature fails its saving throw, it will not voluntarily leave the area of influence, but it does not resist being led out of the area by others. For an undead creature, this is a curse effect—a failed saving throw indicates that the creature becomes spiritually anchored to the area, and cannot voluntarily travel outside of the area of influence. A creature must make a new saving throw to resist this apathy every time it re-enters the area of influence, and once every 24 hours that it remains within the area of influence. If a creature fails this saving throw when it is within 30 feet of the influence's nucleus, it is rendered immobile and can take no actions. In such a case, Quachil Uttaus's touch of dust will soon render a dreadful fate.

Deterioration Once a day, all living creatures that have spent the previous 24 hours within the area of influence take 1d4 points of Constitution damage and all undead creatures that spent that time within the area take 1d4 points of Charisma damage as their bodies, minds, and souls age or weather away as if many years have passed. A successful Fortitude save negates this effect. This is an aging effect.

Hidden Nucleus When Quachil Uttaus's influence settles over a region, its nucleus does not manifest at the center of that area. Instead, it manifests at some point chosen by Quachil Uttaus (typically in a well-hidden area). Even then, the nucleus remains obscured from sight, as if by *greater invisibility* (CL 17th). Once removed, this invisibility does not return. Quachil Uttaus itself cannot move its nucleus, but if a short magical incantation is performed (requiring a successful DC 15 Spellcraft check to correctly repeat), Quachil Uttaus immediately relocates to the location where that ritual was spoken and descends in a shaft of gray moonlight to touch the creature who spoke the ritual. The ritual speaker cannot avoid this touch (see Touch of Dust, below). Summoning Quachil Uttaus in this way allows its presence to be attacked directly. Note that while this incantation is simple to recite once learned, the precise words that must be spoken are well hidden and have a strange habit of changing each time Quachil Uttaus is summoned. The effort required to learn

What You See

This terror takes the form of a withered and mummified human fetus. Its bones are ankylosed together, and its arms stretch rigidly forward. It appears in a pillar of moonlight and descends slowly toward its target, seemingly unable to move its limbs, eternally fixed in its tormented pose.



the incantation should consist of a significant adventure in and of itself, pitting the PCs in a race against time as Quachil Uttaus's influence continues to slowly degrade the region it is hidden within.

Reactive Ruination Whenever a creature uses a weapon to damage Quachil Uttaus's nucleus, the creature must make a successful Fortitude save or the weapon immediately gains the broken condition. A broken weapon instead becomes destroyed, as if centuries had passed and the weapon had crumbled to fragments.

Touch of Dust At the start of any round when there is a living or undead creature within 30 feet of the area's nucleus (or immediately upon the incantation's performance—see hidden nucleus, above), Quachil Uttaus's nucleus moves at a fly speed of 30 to touch a target before returning immediately to its starting position. The target it approaches to touch is randomly selected, unless it does so as a result of its summoning incantation being performed, in which case it moves to touch a randomly selected target among those who spoke its incantation. The touch automatically hits the target. The creature touched must make a successful Fortitude save to resist gaining 3d6 negative levels, with a successful Fortitude save reducing this to a mere 1d4 negative levels. A creature whose negative levels equal or exceed its total Hit Dice crumbles to dust. A creature slain in this manner may only be resurrected via *miracle*, *true resurrection*, or *wish*, and even then only if the caster makes a successful DC 30 caster level check. An undead creature touched by Quachil Uttaus instead takes 2d6 points of Charisma damage on a failed Fortitude save. If an undead creature's Charisma damage from this effect reduces its Charisma to 0, it is destroyed. At Quachil Uttaus's option, its touch can instead grant immortality to a living creature, but the circumstances in which the Great Old One deigns to make this choice are impossible for mortals to predict (and are thus subject to the GM's discretion). This is an aging effect.

Quachil Uttaus, called the "Treader of the Dust," has great power but lacks a cult and seemingly has no purpose other than oblivion. Others say it is naught but a violent demon.

It is difficult to learn more of Quachil Uttaus directly, due in large part to the extremely destructive effects of its presence. Quachil Uttaus can readily be summoned by a simple uttered formula, but if the summoner has the slightest desire for death or annihilation, Quachil Uttaus will appear and bring about the speaker's oblivion. Worse, the demon's presence brings about a terrible haunting, and the area near its initial summoning starts deteriorating unnaturally. Piles of dust appear, dry rot and mildew grow, metal corrodes, and paper turns yellow and brittle. Living beings lose interest in life and age unnaturally fast. This process only ends after days, weeks, or months, when Quachil Uttaus has been summoned elsewhere, to begin its haunting anew. This leaves behind an area of ancient ruins, blackened and dried forests, and blasted heaths.

Since Quachil Uttaus is so obscure, it is common for those in a building, ship, town, or region affected by its malignant influence to be unaware of what is causing the damage. Until the Great Old One's influence subsides, attempts to repair the damage can achieve no lasting effect, as Quachil Uttaus's aura continues its vile desecration unabated.

Desecration of Flesh

Though the effects of the entity's presence often seems to mimic aging, this doom is, in fact, direct physical erosion of the body. Quachil Uttaus fades, weakens, and enervates all around it. For example, an elf may have a lifespan of many centuries, but the elf's hair will become thin and pale, skin wrinkled, and teeth decayed, just as quickly as those of a human subjected to Quachil Uttaus's influence. Worse, the demon's presence and active haunting means that those within the area start losing their moral and emotional resistance. They become apathetic, listless, and eventually almost comatose. Even before the Great Old One itself appears, often they cannot bring themselves to do more than sit, paralyzed with horror, as their fate approaches. This is as deadly a weapon as any that the demon wields.

Eventually, perhaps after days or weeks (or maybe only hours), Quachil Uttaus may appear personally and offer a swift demise to any living entities that linger

in the area influenced by its evil. This will eventually come to pass if any person in the affected area has the slightest desire for oblivion. Long-lived beings more commonly attract Quachil Uttaus, perhaps because the tedium and repetitive nature of prolonged life inspires a subconscious spark of existential ennui. The nihilistic souls of undead, in particular, are vulnerable to whatever attractions Quachil Uttaus offers.



Quachil Uttaus in Combat

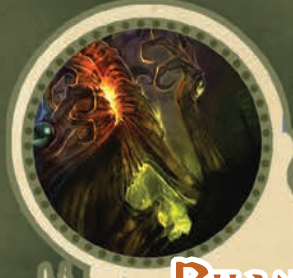
Anyone touched by Quachil Uttaus experiences a vastly increased rate of decay and typically crumbles to dust in a matter of seconds, especially if the victim has been living in an area under its influence. Newcomers may have a better chance to take direct action, if they have not been there for long.

It is hard to injure Quachil Uttaus, because any weapon or spell brought to bear ultimately withers and expires when it nears the Great Old One.

Quachil Uttaus does not distinguish between its summoner and others present, and brings destruction and devastation to all, even should they hate and fear death and annihilation with their whole souls.

"It was a figure no larger than a young child, but sere and shriveled as some millennial mummy. Its hairless head, its unfeatured face, borne on a neck of skeleton thinness, were lined with a thousand reticulated wrinkles. The body was like that of some monstrous, withered abortion that had never drawn breath. The pipy arms, ending in bony claws, were outthrust as if ankylosed in a posture of an eternal dreadful groping."

—Clark Ashton Smith , *The Treader of the Dust*



Rhan-Tegoth

CR 20; XP 307,200

CE Great Old One of hibernation, immortality, and ruin

Primary Source H. P. Lovecraft and Hazel Heald, "The Horror in the Museum"

CULT

Domains Chaos, Evil, Repose, Void

Subdomains Ancestors, Dark Tapestry, Entropy, Stars

Favored Weapon sickle

Symbol three black stars

Temple caverns, museums, private collections

Worshipers deranged antiquarians and historians, doomsayers, explorers

Servitors dimensional shamblers, gugs

INFLUENCE STAGE 1 **DC 27**

Area 200-ft. radius

Proxy avatar of Rhan-Tegoth

Effects warp

Escalation If Rhan-Tegoth uses its consume ability to feed every day for a month, and if its worshipers perform the proper rites and incantations within the area of its influence daily, there's a 1% chance its influence escalates to stage 2. This chance is cumulative with each month these conditions persist—a 2% chance to escalate after 2 months, 3% after 3 months, and so on.

INFLUENCE STAGE 2 **DC 29**

CR 23, XP 819,200

Area 1-mile radius

Proxy avatar of Rhan-Tegoth

Effects bolster Rhan-Tegoth, warp

Escalation If Rhan-Tegoth uses its consume ability to feed every day for a month, and if its worshipers perform the proper rites and incantations within the area of its influence daily, there's a 3% chance its influence escalates to stage 3. This chance is cumulative with each month these conditions persist—a 6% chance to escalate after 2 months, 9% after 3 months, and so on.

INFLUENCE STAGE 3 **DC 31**

CR 26; XP 2,457,600

Area 10-mile radius

Proxy avatar of Rhan-Tegoth

Effects bolster Rhan-Tegoth, warp

Escalation If Rhan-Tegoth uses its consume ability to feed every day for a month, and if its worshipers perform the proper rites and incantations within the area of its influence daily, there's a 5% chance its influence escalates to stage 3. This chance is cumulative with each month these conditions persist—a 10 % chance to escalate after 2 months, 15% after 3 months, and so on.

INFLUENCE STAGE 4 **DC 34**

CR 29, XP 6,553,600

Area 100-mile radius

Proxy avatar of Rhan-Tegoth

Effects bolster Rhan-Tegoth, end times, warp

DEFEAT

Combat If Rhan-Tegoth's avatar is defeated and forced into hibernation, its current influence stage is reduced by one.

Starvation Every month that passes during which Rhan-Tegoth's avatar is not fed and its cultists do not perform the proper rituals within its area of influence every day, there's a chance its influence stage degrades. This chance is equal to 3% per day that feeding and rituals did not both occur during that month. Thus, if Rhan-Tegoth goes without feeding and ritual for a full 30 days, there's a 90% chance at the end of that 30-day month that its influence degrades one stage.

INFLUENCE EFFECTS

Bolster Rhan-Tegoth The avatar of Rhan-Tegoth becomes more powerful as its influence grows. At stage 1, the avatar's stats are as presented below, but at higher escalations, it gains the following bonuses (these bonuses do not stack with those granted by earlier influence stages).

Influence Stage 2: Rhan-Tegoth gains 60 bonus hit points and increases its Strength, Dexterity, Constitution, and Charisma scores by +4. Its pincers now do a base of 2d6 points of damage each.

Influence Stage 3: Rhan-Tegoth gains 140 bonus hit points and increases its Strength, Dexterity Constitution, and Charisma scores by +8. Its pincers now do a base of 3d6 points of damage each.

Influence Stage 4: Rhan-Tegoth gains 230 bonus hit points and increases its Strength, Dexterity Constitution, and

What You See

This interstellar being has a rounded torso and long sinuous limbs ending in crab-like claws. Its head protrudes from one side, ending in a flexible proboscis, marked with three eyes and a row of gill-like lateral lines along its neck.

Charisma scores by +12. Its pincers now do a base of 4d6 points of damage each.

End Times At the end of every month during which Rhan-Tegoth has fed daily and the proper rituals have been performed by cultists within the area of influence, there's a cumulative 10% chance per month that Rhan-Tegoth transforms into a permanent warping of reality. This destroys Rhan-Tegoth's avatar but expands its influence's area to cover the entire world. Once this occurs, its influence can never be reduced and the effects of its stage four warp are now a permanent and global reality for that world.

Warp As Rhan-Tegoth grows in power, its influence begins to warp reality with regard to itself, its cultists, its enemies, and the nature of time and space. The effects of its warp are summarized below.

Influence Stage 1: All attack rolls directed at Rhan-Tegoth suffer a –1 penalty, and the save DCs of any effects that affect it are reduced by 1. Worshipers and minions of Rhan-Tegoth gain a +2 bonus on all Perception checks.

Influence Stage 2: All attack rolls directed at Rhan-Tegoth suffer a –2 penalty, and the save DCs of any effects that affect it are reduced by 2. All energy damage in the area of influence is reduced by 10 points (this can never reduce the damage to less than half of what the dice indicated, however). Worshipers and minions of Rhan-Tegoth gain a +4 bonus on all Perception checks and gain the see in darkness universal monster ability. All other creatures begin to catch glimpses of the true nature of reality and suffer a –2 penalty on Perception checks from the strange, hallucinatory distractions. Any other Elder Influence that wholly or partially overlaps with Rhan-Tegoth's influence has its save DC increased by +2.

Influence Stage 3: All attack rolls directed at Rhan-Tegoth suffer a –4 penalty, and the save DCs of any effects that affect it are reduced by 4. All energy damage in the area of influence is halved. Worshipers and minions of Rhan-Tegoth gain a +6 bonus on all Perception checks, the see in darkness universal monster ability, and constant *see invisibility*, as the spell. All other creatures begin to catch glimpses of the true nature of reality and suffer a –2 penalty on Perception checks and Will saving throws from the strange, hallucinatory distractions. Any other Elder Influence that wholly or partially overlaps with Rhan-Tegoth's influence has its save DC increased by +4. As long as Rhan-Tegoth's influence stage remains at stage 3 or higher, any other Elder Influence that wholly or partially overlaps with its influence can never be reduced below stage 1.

Influence Stage 4: All attack rolls directed at Rhan-Tegoth suffer a –6 penalty, and the save DCs of any effects that affect it are reduced by 6. All energy damage in the area of influence is reduced to minimum possible (for example, a ***fireball*** that normally deals 10d6 points of damage would only do 10 points of damage in this area). Worshipers and minions of Rhan-Tegoth gain a +6 bonus on all Perception checks, the see in darkness universal monster ability, constant ***see invisibility***, as the spell, and the ability to see through solid objects as if constantly wearing a ***ring of x-ray vision***. All other creatures begin to catch glimpses of the true nature of reality and suffer a –4 penalty on Perception checks and Will saving throws from the strange, hallucinatory distractions. Any other Elder Influence that wholly or partially overlaps with Rhan-Tegoth's influence has its save DC increased by +6. As long as Rhan-Tegoth's influence stage remains at stage 3 or higher, any other Elder Influence that wholly or partially overlaps with its influence can never be reduced.





AVATAR OF RHAN-TEGOTH CR 20

XP 307,200

CE Huge aberration

Init +14; **Senses** blindsight 60 ft., darkvision 360 ft., *true seeing*; Perception +32

DEFENSE

AC 36, touch 18, flat-footed 26 (+10 Dex, +18 natural, –2 size)

hp 370 (20d8+280); fast healing 20

Fort +20, **Ref** +18, **Will** +23

Defensive Abilities growth, hibernation, slime; **Immune** ability damage, ability drain, aging, cold, death effects, disease, energy drain, mind-affecting effects, paralysis, petrification, poison; **Resist** electricity 30; **SR** 31

OFFENSE

Speed 60 ft., *air walk*

Melee 6 pincers +29 (1d8+15/19–20 plus grab)

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

Special Attacks consume

Spell-Like Abilities (CL 20th; concentration +27)

Constant—*air walk*, *true seeing*

At will—*confusion* (DC 21), *dimension door*, *greater dispel magic*, *nightmare* (DC 22), *statue*

3/day—*demand* (DC 25), quickened *feeblemind* (DC 22), *flesh to stone* (DC 23)

1/day—*gate*, *symbol of insanity* (DC 25), *temporal stasis* (DC 25)

STATISTICS

Str 40, **Dex** 31, **Con** 38, **Int** 21, **Wis** 28, **Cha** 25

Base Atk +15; **CMB** +32 (+36 grapple); **CMD** 52 (60 vs. trip)

Feats Combat Reflexes, Critical Focus, Improved Critical (pincers), Improved Initiative, Iron Will, Lightning Reflexes, Power Attack, Quicken Spell-Like Ability (*feeblemind*), Staggering Critical, Weapon Focus (pincers)

Skills Knowledge (arcana) +25, Knowledge (dungeoneering) +25, Knowledge (geography) +25, Knowledge (planes) +28, Knowledge (religion) +25, Perception +32, Sense Motive +29, Spellcraft +28, Stealth +25

Languages Aklo

SQ no breath

SPECIAL ABILITIES

Consume (Su) Once per round as a free action when it successfully grapples a foe, Rhan-Tegoth may drag that foe's body to the mass of feeding tentacles and palps dangling from the Great Old One's head. These feeding tentacles inflict 2 points of ability drain to each of the victim's ability scores and nauseate the victim for 1 round. Each time Rhan-Tegoth consumes a victim in this way, it gains a number of temporary hit points equal to the victim's total HD. A successful DC 27 Will save negates the nauseated condition. The save DC is Charisma-based.

Growth (Ex) Temporary hit points gained by Rhan-Tegoth's consume and slime abilities stack. They persist for up to 24 hours if not lost before this point.

Hibernation (Ex) When Rhan-Tegoth uses its *statue* spell-like ability, it can maintain the duration as long as it wants. If Rhan-Tegoth's avatar is slain, instead of dying it automatically activates its *statue* spell-like ability and becomes entirely immune to additional damage. After 2d100 months have passed (or sooner, if certain eldritch rituals are performed in the statue's presence), offering flesh and blood to the statue causes Rhan-Tegoth to resume its living avatar form at full hit points.

Slime (Ex) The slime that coats Rhan-Tegoth can absorb magical spells that target it directly. If such a spell fails to overcome its spell resistance, the spell is harmlessly absorbed, granting Rhan-Tegoth a number of temporary hit points equal to twice the spell's level.

Rhan-Tegoth is a cosmic monstrosity, a lesser Great Old One born of a whole species of similar terrors. It and its kind move from planet to planet seeking sources of food. It is clearly a prominent spawn of the same misbegotten branch of evolution that gave rise to the fungi from Yuggoth—its crustacean-jellyfish form attests to that. It is amphibious, and does not seem to be affected by extremes of temperature or weather.

Hibernation

When Rhan-Tegoth is kept from feeding, it enters into a state of hibernation, in which it can survive for millions of years. In such a state, its immobility and solidity often lead viewers to assume it is just a statue. However, when food and the proper vociferous rites are provided, Rhan-Tegoth awakens to feed once more. Unlike many Great Old Ones, Rhan-Tegoth does not care whether its prey is sentient: it values quantity over quality in nourishment.

Rhan-Tegoth's Secret

Feeding Rhan-Tegoth leads to a deadly result: as it feeds, it grows stronger, and it begins to warp the structure of time and space around itself. This affects itself, those nearby, and the fabric of the universe.

As it grows more powerful, Rhan-Tegoth becomes more and more difficult to damage. Missiles discharged at it have their mass and velocity reduced to impotence. Spells directed toward it find their effects radically weakened. This reality-warping effect grows over time: at first it seems comparatively minor and Rhan-Tegoth can be attacked almost by normal means, but as it feeds, it grows frighteningly stronger and reality makes less and less sense in its proximity.

All those around Rhan-Tegoth find the universe changing to affect their perceptions. Rhan-Tegoth's cultists gain the ability to see beyond the normal planes of existence, allowing them to detect intruders through walls and earth. Rhan-Tegoth uses its *gate* spell-like ability to reach into other planes and summon forth monstrous defenders, such as dimensional shamblers or gugs.

Unfortunately, this effect also occurs for Rhan-Tegoth's mortal enemies. They, too, see beyond the normal realm, but this is a curse and a terror for them, and these visions can lead to madness or delirium (they are a source of dread).

Ultimately, Rhan-Tegoth begins to open an interdimensional gate to the otherworld, which makes it disastrously easy for other Great Old Ones and Outer Gods to grow their influence and ravage the world. Rhan-Tegoth's goal is to be able to maintain its warp connection indefinitely, at which time Rhan-Tegoth itself ceases to be and essentially becomes the Gate and the Way. At this point, the world is doomed and all is lost. The only hope is to destroy Rhan-Tegoth before it succeeds (even while in the process of the final change) or, more simply, to starve it so that it reverts to its hibernation form.

"Listen, fool! Listen hard! It has heard me, and is coming. Can't you hear It splashing out of Its tank down there at the end of the runway? I dug it deep, because there was nothing too good for It. It is amphibious, you know—you saw the gills in the picture. It came to the earth from lead-grey Yuggoth, where the cities are under the warm deep sea. It can't stand up in there—too tall—has to sit or crouch. Let me get my keys—we must let It out and kneel down before It. Then we will go out and find a dog or cat—or perhaps a drunken man—to give It the nourishment It needs."

—H. P. Lovecraft & Hazel Heald,
The Horror in the Museum

Rhan-Tegoth in Combat

In combat, Rhan-Tegoth's six pincer-tipped tentacles can each strike independently. When a victim is grabbed firmly by one of the claws, it is dragged to the mass of feeding tentacles and palps dangling from Rhan-Tegoth's head, and the horror begins to feed by draining the victim of body fluids. A victim freed from Rhan-Tegoth's grip can slowly recover from the damage over time, but the scars and welts are permanent. Between Rhan-Tegoth's many ways of draining strength from its foes, its thick shell, and its protective slime (which reduces or eliminates damage from magic), it is very difficult to harm effectively.



Shub-Niggurath

CR 21; XP 409,600

CE Outer Goddess of fertility, forests, and monsters

Primary Sources H. P. Lovecraft and Adolphe de Castro, "The Last Test", Robert Bloch, "Notebook Found in a Deserted House"

CULT

Domains Animal, Chaos, Evil, Plant, Void

Subdomains Dark Tapestry, Decay, Feather, Fur, Growth, Stars

Favored Weapon dagger

Symbol three goat heads attached at the neck with horns pointed outward while curving inward to form a circular shape

Temple remote forest clearings, standing stones

Worshipers alchemists, debased fey creatures, scientists, those who seek the secret of life

Servitors dark young of Shub-Niggurath, mi-go

INFLUENCE STAGE 1 **DC 27**

Area 2-mile radius

Proxy altar

Effects fertility, manifestation

Escalation A group of cultists of Shub-Niggurath must perform multiple rituals to lure the Black Goat of the Woods to extend more of her presence into the region. This ritual must be performed by a group of cultists equaling a CR 18 encounter. Each night the ritual is performed, there's a 5% chance her influence escalates to stage 2.

INFLUENCE STAGE 2 **DC 30**

CR 24, XP 1,228,800

Area 20-mile radius

Proxy altar

Effects fertility, manifestation, spawn young

Escalation A group of cultists of Shub-Niggurath must perform multiple rituals to lure the Black Goat of the Woods to extend more of her presence into the region. These rituals must be performed by a group of cultists equaling a CR 21 encounter. Each night the ritual is performed, there's a 10% chance her influence escalates to stage 3.

INFLUENCE STAGE 3 **DC 32**

CR 27, XP 3,276,800

Speed *fly* 500 ft.

Area 500-mile radius; **Nucleus** 50 square feet

AC 45; **Saves** +28; **hp** 640

Effects devastation, fertility, manifestation, spawn young

Escalation A group of cultists of Shub-Niggurath must perform multiple rituals to lure the Black Goat of the Woods to extend more of her presence into the region. This ritual must be performed by a group of cultists equaling a CR 25 encounter. Each night the ritual is performed, there's a 20% chance her influence escalates to stage 4.

INFLUENCE STAGE 4 **DC 35**

CR 30, XP 9,830,400

Speed *fly* 500 ft.

Area global; **Nucleus** 2,000 square feet

AC 41; **Saves** +31; **hp** 760

Effects devastation, fertility, manifestation, spawn young

DEFEAT

Blood Sacrifice At stages 1 through 3, sacrificing living animals of the right type and via the proper ritual while beseeching the goddess to leave can cause her to retreat more quickly. The blood sacrifice must be performed at the altar or nucleus of the influence. The specific animal sacrifice needed and the DC of the Knowledge (religion) check required to perform such a blood sacrifice vary by influence stage (as detailed below). Once the sacrifice is performed successfully and all of Shub-Niggurath's cultists in the area are defeated, there's a 20% chance per day of her influence degrading by one stage. If her influence degrades at stage 1, it vanishes entirely.

Stage 1: The animals sacrificed must be warm-blooded and weigh a total of at least 3 pounds (multiple animals are allowed, provided the total weight exceeds 3 pounds). Cold-blooded vertebrates can be substituted for warm-blooded sacrifices, but in this case the amount sacrificed must weigh a total of 25 pounds, or 225 pounds if invertebrate animals are sacrificed. A DC 35 Knowledge (religion) check is required to perform this ceremony successfully.

Stage 2: The creature sacrificed must be at least 10 pounds and intelligent enough to understand its situation. An unintelligent warm-blooded creature or creatures weighing at least 250 pounds can be substituted, as could one or more cold-blooded vertebrates that weigh at least 2,000 pounds. A DC 38

What You See

This massively pregnant beast lashes with writhing tentacles and hungry mouths as she takes each heavy step.

Knowledge (religion) check is required to perform this ceremony successfully.

Stage 3: At this stage, a blood sacrifice requires a minimum of ten fully-sentient victims of human size or at least 100 warm-blooded creatures of equal or larger size. A DC 42 Knowledge (religion) or Profession (Yog-Sothothery philosopher) check is required to perform this ceremony successfully, as well as a DC 50 Diplomacy check to convince Shub-Niggurath to be satisfied. At the GM's discretion, instead of a Diplomacy check, a specific quest or action may be required to convince her.

Combat At influence stage 3 or lower, Shub-Niggurath's influence can be disrupted via damage inflicted to the nucleus, but defeating the nucleus only renders her influence dormant (while dormant, her influence has no active effects). Any cultist of Shub-Niggurath can reactivate her influence by performing the proper rituals. Every month that passes without such a ritual, there's a 20% chance her influence fades entirely.

Ritual Disruption At influence stage 1 or 2, Shub-Niggurath's influence can be disrupted by defeating all active cultists in the area as well as destroying the altar that serves as the influence's proxy (this altar can be anything from a tangle of wooden fetishes to a stone block to a solid metal plinth, so its hardness and hit points can vary widely). Doing so does not remove her influence, but merely makes the influence dormant (while dormant, her influence has no active effects). Any cultist of Shub-Niggurath can reactivate her influence by performing the proper rituals. Every month that passes without such a ritual, there's a 20% chance her influence fades entirely.

Influence Effects

Devastation Shub-Niggurath's numerous hooves, tentacles, maws, and other organs wreak devastation on all foes within a 900-foot radius of her nucleus at stage 3, or within a 1-mile radius at stage 4. When a creature begins its turn in this area, or as soon as a creature enters this area during its turn, it takes 30d10 points of bludgeoning and slashing damage (or 40d10 at stage 4) unless it makes a successful Reflex saving throw, in which case the damage is halved. A creature that takes this damage must also make a successful Fortitude save to avoid taking 2d6 points of Constitution drain as Shub-Niggurath feeds on its flesh. A creature that is slain by this damage or Constitution drain immediately bursts open and spawns a fully-grown dark young of Shub-Niggurath. Creatures slain in this way can only be restored to life via *miracle*, *true resurrection*, or *wish*.

Fertility All worshipers of Shub-Niggurath in the area of influence function as if they had the advanced creature template (creatures that already possess this simple template apply the effects twice). Those who do not worship Shub-Niggurath are beset with distracting feelings of lustfulness or criminal activity and suffer a –2 penalty on all saving throws against *fear* or mind-affecting effects.

Manifestation Shub-Niggurath's manifestation varies according to the strength of her influence. The effects of her manifestation across stages of influence are cumulative.

Stage 1: The manifestation is nothing more than a five-foot-wide yawning mouth or other orifice that appears mistily over the altar at the center of the influenced area. Cultists and minions of Shub-Niggurath within sight of this manifestation gain a +2 morale bonus on all saving throws and attack rolls.





Stage 2: The manifestation is now a Huge, cloudy mass of mouths, tendrils, hooves and other limbs that floats above the altar. It occupies a cubic space 15 feet on a side. This image is still harmless and cannot be harmed. Cultists and minions of Shub-Niggurath within sight of this manifestation gain a +4 morale bonus on all saving throws and attack rolls.

Stage 3: The misty manifestation vanishes and Shub-Niggurath can manifest a 50-square-foot nucleus anywhere within 500 feet of the altar that served as a proxy for stage 2. When she does so, she bursts from the body of one of her cultists or minions, killing that creature in the process. She can manifest in a new target within 500 feet at the start of a round if she desires, killing another cultist or minion each time she does so. Cultists and minions of Shub-Niggurath within the influence gain a +4 morale bonus on all saving throws and attack rolls and fast healing equal to their Hit Dice.

Stage 4: Shub-Niggurath's manifestation is now a 2,000-square-foot monstrosity capable of manifesting out of any minion or cultist on the planet. Cultists and minions of Shub-Niggurath on the planet gain a +4 morale bonus on all saving throws and attack rolls, fast healing equal to their Hit Dice, and transform into a dark young of Shub-Niggurath if they are slain. This self-*resurrection* also affects dark young themselves (at this stage, the dark young enter a sort of perpetual recycling of existence).

Spawn Young The influence spawns a number of monsters loyal to Shub-Niggurath (dark young, powerful Mythos satyrs, advanced wyverns, dangerous monsters—subject to GM discretion) of a total combined CR equal to the influence's CR score. These monsters infest the area of influence but are always quick to come to the defense of Shub-Niggurath's interests. If some of the monsters are defeated, replacements are automatically spawned every 24 hours. At stage 3 and 4, she replaces lost creatures at the rate of 1 per round, up to a total maximum combined CR equal to the influence's CR.

Shub-Niggurath is one of the most loathsome Outer Gods of the Mythos. Indestructible and far-reaching, she is a fertility goddess gone wrong, and a number of cosmic beings (notably mi-go and the fungi from Yuggoth) serve her for the foul gifts she bestows. Even other gods are typically daunted by her city-crushing final manifestation. Her form can change from manifestation to manifestation, but usually she is built, at least in part, on the body of a massively pregnant headless beast with tentacles, rows of teeth, and sometimes spawning pods vomiting from her mouth or sides. When Shub-Niggurath's avatar emerges from a cultist, she retains aspects of that form (humanoid feet, for example), but always has tentacles and mouths.

Shub-Niggurath is a far more passive entity than many of her peers, despite the fact that she inspires emotion, violence, and action rather than cerebral cogitation. She must be coaxed through each of her influence levels. If a group is not actively worshiping, chanting, and carrying out a ceremony, her influence levels stay where they are. On the other hand, once she has reached a particular level, it is extraordinarily difficult to cause her to step back.

She focuses always on maintaining her worship and conquests at the current level. She wants to spawn her young and administer her empire. One reason that she is not expansionist (unlike many Great Old Ones) is that she instinctively knows caution will, in the end, lead her to greater conquests and powers. After all, her cult is more acceptable and can thus spread more easily if it is not seen as a threat to society as a whole or if it is viewed as "controllable." Of course, she doesn't care about societal control but rather about rampant growth and hyperactive emotions, so this makes for a perfect blend.

Mother of Monsters

Shub-Niggurath's fertility covers a vast area, inspiring her cultists and driving others into dementia. Her followers become frenzied—with enhanced strength, instincts, and heightened senses—while other individuals who tend towards lustfulness or criminal activity tend to degenerate into maniacs. Even the upright feel her presence. As her influence grows, surging hormones spark waves of crimes of passion. In addition, animals are stimulated into their breeding

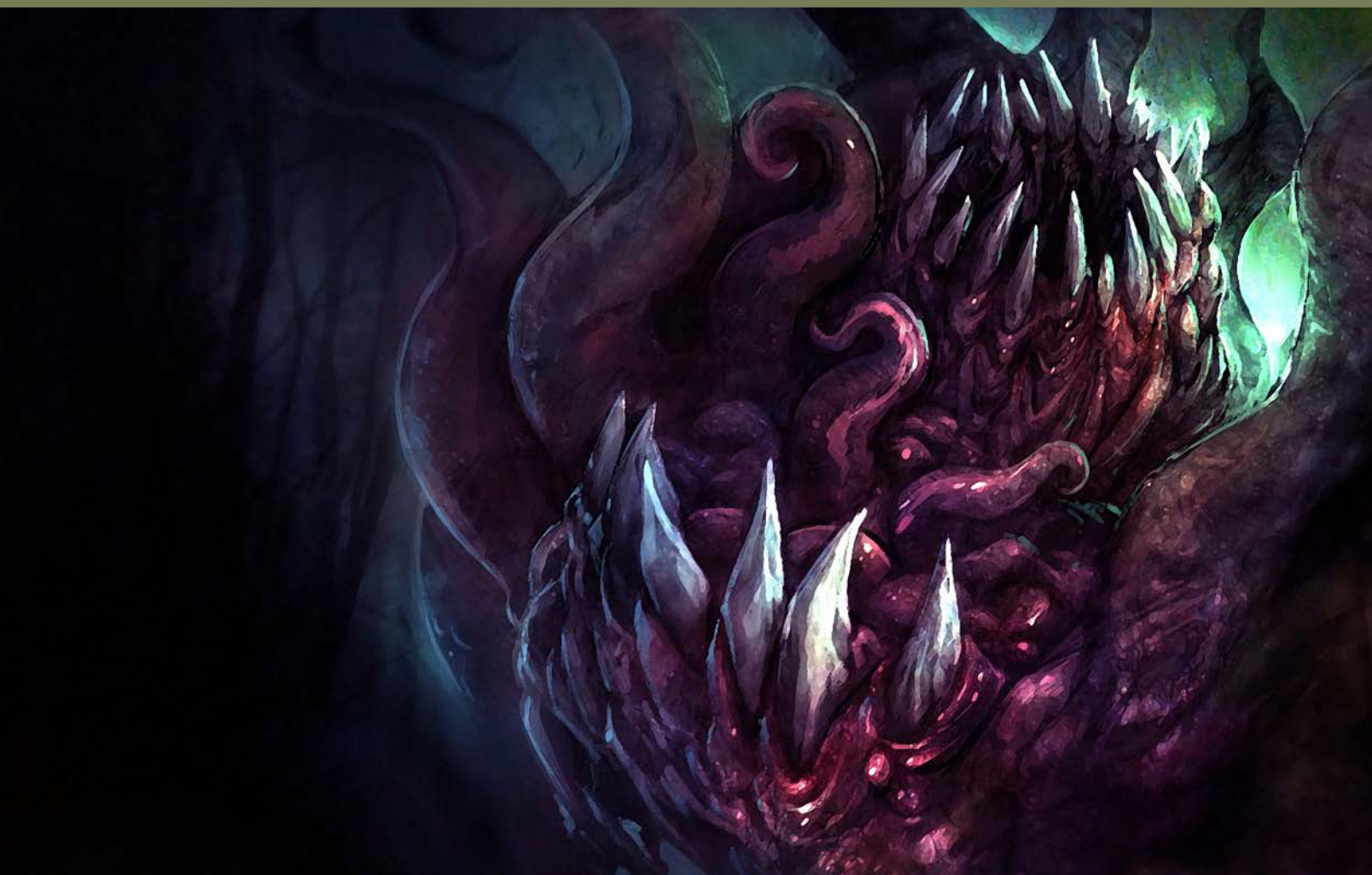
behavior, which can be useful for farmers or those who want to repopulate wildlife in an area. This combined with the comparative ease of controlling her presence is probably why she appeals as a goddess to so many groups.

When her manifestation spawns monstrous offspring, they emerge full-sized, fully-mature, and able to act. They are theoretically friendly to her and her cult, though these "children of the goddess" are known to feed on cultists, treating them more as a resource than as an ally.

Shub-Niggurath in Combat

Shub-Niggurath's avatar arrives in a shower of gore from a prepared creature or cultist before growing to the height of a tall tree and over 40 feet in girth. If the avatar is coaxed into departing via sacrifice, it leaves the torn and deflated corpse from which it emerged in its place. Sometimes a combination of battling her, causing some degree of injury, and a sacrifice, can induce her to leave, bloodied but mollified.

If the Black Goat cultists successfully escalate her influence beyond this avatar, her far larger true form suddenly explodes from the ground, jaw agape, swallowing up the relatively puny avatar. At this point, mere blood sacrifice will no longer satisfy her and the world is threatened with destruction. Shub-Niggurath must be faced down by gods, attacked by mortals, or otherwise fought or tricked into going elsewhere, because all is lost otherwise.





Tsathoggua, Father of Formless Spawn

CR 18; XP 153,600

CE Great Old One of magic, outcasts, and the underworld

Primary Source Clark Ashton Smith, "The Tale of Satampra Zeiros"

CULT

Domains Chaos, Evil, Knowledge, Magic

Subdomains Arcane, Divine, Thought, Whimsy

Favored Weapon short sword

Symbol crouching eyeless toad

Temple caverns, mountain valleys, ruined cities, stone cathedrals

Worshipers deranged wizards, philosophers, and scholars, dwellers of the underworld

Servitors formless spawn

INFLUENCE **DC 26**

Area 1-mile radius

Proxy avatar of Tsathoggua

Effects bolster formless spawn, enhance magic

DEFEAT

Combat Tsathoggua can be defeated via combat, but can also be placated via sacrifice or overfeeding (see the stats for his avatar below). If placated in this way, his avatar does not vanish, but his influence becomes suppressed until he is wakened once more.

INFLUENCE EFFECTS

Bolster Formless Spawn Tsathoggua bolsters all formless spawn within his influence, which gain a +5 profane bonus to their Armor class, attack rolls, and saving throws, and +5 additional hit points per Hit Die (+50 hp for the typical formless spawn). Any creature damaged by a formless spawn that has been bolstered by this aura must make a Fortitude save (against the influence's effect) or become staggered for 1 round by the brutality of the attack (the stagger durations of multiple hits do not stack). A formless spawn bolstered in this way is a CR 12 creature.

Enhance Magic The save DCs of all spells and spell-like abilities cast by worshipers or allies of Tsathoggua (including those created by Tsathoggua himself) are increased by +2, and checks made by these spellcasters to overcome spell resistance gain a +4 profane bonus.

What You See

This being has a broad, toad-like head with an immensely wide face that wears a perpetually sleepy expression. Its furred body is obese, yet powerful, and its paws are heavily clawed.

AVATAR OF TSATHOGGUA CR 18

XP 153,600

CE Huge aberration

Init +7; **Senses** see in darkness, *true seeing*; Perception +31

DEFENSE

AC 33, touch 15, flat-footed 26 (+7 Dex, +18 natural, –2 size)

hp 310 (20d8+220); fast healing 15

Fort +17, **Ref** +15, **Will** +20

Defensive Abilities amorphous, *freedom of movement*, formless blood; **DR** 15/epic and lawful; **Immune** ability damage, ability drain, acid, aging, death effects, disease, energy drain, mind-affecting effects, paralysis, petrification, poison; **Resist** cold 30, electricity 30; **SR** 29

Weaknesses lassitude, sacrifice

OFFENSE

Speed 30 ft., climb 30 ft.

Melee 4 claws +26 (3d6+13/19–20 plus grab)

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

Special Attacks command spawn, devour

Spell-Like Abilities (CL 20th; concentration +28)

Constant—*freedom of movement*, *true seeing*

At will—*greater dispel magic*, *nightmare* (DC 25)

3/day—*gate* (for travel only), *black tentacles*, *demand* (DC 28), quickened *feeblemind* (DC 25)

1/day—*miracle*, *symbol of insanity* (DC 28)

Sorcerer Spells Known (CL 18th; concentration +26)

9th (3)—*time stop*

8th (6)—*horrid wilting* (DC 28), *power word stun*

7th (7)—*control undead* (DC 27), *finger of death* (DC 27), *insanity* (DC 27)

6th (7)—*acid fog*, *disintegrate* (DC 26), *mass suggestion* (DC 26)

5th (7)—*baleful polymorph* (DC 25), *dominate person* (DC 25), *telekinesis*, *wall of force*

4th (8)—*confusion* (DC 24), *dimension door*, *enervation*, *phantasmal killer* (DC 24)

3rd (8)—*fly*, *haste*, *major image* (DC 23), *stinking cloud* (DC 23)

2nd (8)—*blindness/deafness* (DC 22), *command undead* (DC 22), *darkness*, *detect thoughts* (DC 22), *mirror image*

1st (8)—*grease* (DC 21), *mage armor*, *magic missile*, *ray of enfeeblement* (DC 21), *shield*

0 (at will)—*arcane mark*, *bleed* (DC 20), *dancing lights*, *detect magic*, *ghost sound* (DC 20), *mage hand*, *message*, *prestidigitation*, *touch of fatigue* (DC 20)

STATISTICS

Str 36, **Dex** 25, **Con** 32, **Int** 29, **Wis** 26, **Cha** 27

Base Atk +15; **CMB** +30; **CMD** 47 (can't be tripped)

Feats Arcane Strike, Combat Casting, Critical Focus, Eschew Materials, Improved Critical (claws), Lightning Reflexes, Maximize Spell, Quicken Spell, Quicken Spell-Like Ability (*feeblemind*), Staggering Critical

Skills Climb +21, Intimidate +31, Knowledge (arcana) +32, Knowledge (dungeoneering) +29, Knowledge (engineering) +29, Knowledge (history) +29, Knowledge (nature) +29, Knowledge (planes) +29, Knowledge (religion) +29, Perception +31, Sense Motive +28, Spellcraft +32, Stealth +22, Use Magic Device +28

Languages Aklo, Common, Undercommon; telepathy 100 ft.

SPECIAL ABILITIES

Command Spawn (Su) Tsathoggua can direct the actions of all formless spawn within sight via *telepathy* at will, at any time during a combat round without taking an action.

Devour (Su) Once per round as a free action, Tsathoggua may transfer a creature he has grappled in that round to his devouring maw. This inflicts 8d6 points of damage to the victim, who must also make a successful DC 31 Fortitude save or suffer 2 points of ability drain to each ability score. Whenever Tsathoggua drains any ability scores in this way, he heals 30 hit points and gains the benefits of a *restoration* spell. The save DC is Constitution-based.

Formless Blood (Su) Whenever Tsathoggua takes piercing or slashing damage, his blood pours out and creates a formless spawn (page 337).

Lassitude (Ex) When Tsathoggua feeds on a creature via his devour ability, there's a 5% chance that he grows sleepy and falls into a torpor. When this occures, he is immediately healed of all hit point damage and cured of all detrimental effects, but is treated as unconscious. He immediately awakens if he takes any damage or is otherwise harmed.

Sacrifice (Ex) When a non-worshiper of Tsathoggua sacrifices a willing or helpless living creature with an Intelligence score of at least 3 by offering the sacrifice to Tsathoggua for him to devour, the chance of him being affected by his lassitude rises to 50%. Sacrificing a creature in this way, even if it is a willing creature, is a chaotic evil act and may have alignment repercussions. If Tsathoggua does not become affected by his lassitude as a result of this sacrifice, he becomes enraged and cannot be affected by lassitude for 24 hours.

Spells Tsathoggua casts spells as an 18th-level sorcerer. Once per day, by concentrating for 1 hour, he may completely change what sorcerer spells he knows—the spells given in his statistics above represent his typical spells known. The save DCs for his spells gain a +2 bonus from his influence (see above); this bonus is already calculated into his stats above.

Tsathoggua has been called a primitive god, a sort of hybrid bat/toad, as well as an endlessly changing





black fluid like his formless spawn. The truth is that Tsathoggua is all of these. His outer form—the shell he presents to mortals—is the well-known repulsive hybrid of bat, toad, and sloth, and this is how he is portrayed in his iconography. But this is a sort of cocoon, a container that protects and contains his true form, which is that of a monstrous fluid. Tsathoggua can project his fluids from this shell, creating formless spawn from himself. Perhaps he is simply a construct the formless spawn have built to house their magical and spiritual potential, or perhaps he is the final stage of their life-cycle and evolution. In any case, they are he and he is they.

The formless spawn work toward their own individual goals, and are not formally organized, but their instincts and desires spread Tsathoggua's influence and ability to feast, so there is a kind of unnatural unity of effect in their actions. Tsathoggua's temples often host a formless spawn as a representative of the god, and sacrifices are made to it.

Sleeper in Darkness

Tsathoggua normally dwells deep underground, but can be called forth either in person or in vision. He also is sometimes made manifest in his temples. More than most Great Old Ones, he rejoices in an effective cult structure.

Tsathoggua is famously lethargic and difficult to awaken, but he is also well known for his hunger and interest in sacrifice. Beings offered to him as prey are grasped in his claws and pulled to his mouth, where the black formless fluid engulfs them and sucks out all fluids from quickly desiccated corpses.

Followers of Tsathoggua

Tsathoggua is particularly adept at magical effects, and can appear in visions to his priests. He is desirous of worship, and will actively assist important priests and wizards in his cult. He can open magic gates to many areas in the universe, teach unique spells, and bring about dark miracles in return for service to him. Service to Tsathoggua always includes the sacrifice of victims, typically sentient. Tsathoggua receives these sacrifices in person, which his worshipers claim technically absolves them of each murder.

Tsathoggua in Combat

In battle, Tsathoggua can project formless spawn from his mouth or other orifices to defend him even as he grasps victims with his claws and pulls them in to feed upon. His feeding is a horrifically painful process, involving acid corrosion and destruction of tissue. He is difficult to harm, with his tough exterior shell and lack of internal vitals. In addition, when he is wounded, he bleeds ever more formless spawn, giving him an advantage in long battles.

I am He who howls in the night;

I am He who moans in the snow;

I am He who hath never seen light;

I am He who mounts from below.

—H. P. Lovecraft, *Psychopompos*

Tulzscha

CR 16; XP 76,800
CN Outer God of corrosion, revelation, and truth
Primary Source H. P. Lovecraft, "The Festival"

CULT

Domains Chaos, Fire, Knowledge, Sun
Subdomains Ash, Entropy, Light, Thought
Favored Weapon kukri
Symbol pillar of green fire
Temple abandoned neighborhoods, natural rock formations, standing stones
Worshipers arsonists, diviners, prophets, seers
Servitors byakhee

INFLUENCE **DC 24**

Area 300-foot radius; **Nucleus** 5-foot radius 50-foot tall pillar
AC 31; **Saves** +19; **hp** 240
Effects corrosion, flame gout, immunities, truth revealed

DEFEAT

Combat Tulzscha can be defeated by damage.

INFLUENCE EFFECTS

Corrosion Any object that is exposed to Tulzscha's nucleus (such as any weapon used to attack the nucleus) takes 5d6 points of damage. This damage is not halved against objects, and only half an object's hardness applies.

Flame Gout Any creature that damages Tulzscha causes a reactionary gout of flame to lash out at it, inflicting 10d6 points of damage (Reflex half). At the start of each round, all non-worshipers and non-minions of Tulzscha within 60 feet of the nucleus are targeted by a gout of flame as well, taking 10d6 points of damage (Reflex half). The first three times in a round in which one of Tulzscha's minions is attacked, it lashes out with a flame gout at the attacker for 10d6 points of damage (Reflex half). Finally, at the end of any round, Tulzscha's flame lashes out at a single non-worshiper target within 60 feet. The target of this final attack in the round takes 20d6 points of damage (Reflex half). This damage is half fire damage, half untyped damage from raw eldritch power.

Immunities Tulzscha is unharmed by all physical weapon attacks, acid damage, electricity damage, and sonic damage.

Truth Revealed All creatures within the area of influence gain *true seeing* and take a –4 penalty on all saving throws against confusion and insanity effects. Living creatures in the area of influence appear to be rotting and decaying, and all Disguise checks automatically fail. Intentionally hidden objects reflect this light especially strongly, such as secret doors, partially buried treasure, obscured pits, and concealed weapons.

This little-understood being normally dwells near Azathoth at the center of eternity, forever burning and casting its sickly green light over the horrors there. Its avatar can be readily summoned by cultists who wish to bask in its effects. When it is called to a world, what is sometimes termed "Tulzscha's Finger" emerges from the center of the planet, erupting as a tall column of green fire. The fire of Tulzscha has an endless variety





What You See

A glowing green flame bursts from the ground like a bonfire. The flame seems to twist itself into a distorted parody of a person.

of shapes—some alluring, most dreadful—that reflect the visions and sights of the True Tulzscha, which remains forever at the court of Azathoth.

Since Tulzscha is not only a fire, but also a reflection of the real entity at the center of the universe, it is extremely difficult to harm. Physical weapons cannot affect it. If the concavity from which it is emitted is blocked, it will burst forth anew somewhere near (as would any gushing geyser of gas or liquid). Magic of the proper types can affect and hinder it. Fortunately, the worst effects of Tulzscha's presence can be avoided by simply running away, as it cannot pursue.

Truth in the Fire

The light of Tulzscha corrodes metal; rots manufactured objects; and causes living things to appear as if they have festered and aged. It also gives viewers visions of other realms and other times when they peer deep into the flames.

Creatures everywhere know the attractions of peering into the ever-changing forms of a fire—Tulzscha's effect is similar, only a thousand times stronger and more illuminating. Spells can be learned, hideous cosmic truths learned, and paths revealed. Tulzscha, like Azathoth itself, is coterminous with all reality, and its light signifies this.

Tulzscha also reveals the reality of the world as seen through the mind of a creature that feeds upon death and corruption. In its light, living creatures look dead and rotting, and it also uncovers hidden objects, passageways, and those who are in disguise. This is highly useful to cultists who may fear infiltration: under Tulzscha's light, all such interlopers are immediately exposed.

Tulzscha in Combat

Though Tulzscha casts light, it sheds no heat, but, in Lovecraft's words, "only the clamminess of death and corruption." Even so, its flame can corrode, blacken, and destroy like a mortal fire. Tulzscha can send forth streams of green flame to attack those who would attempt to stop its servants or simply as an act of malice.



Ubbo-Sathla, The Tome Keeper

CR 24; XP 1,228,800

CN Outer God of ancient secrets, primeval life, protecting knowledge

Primary Source Clark Ashton Smith, "Ubbo-Sathla"

CULT

Domains Chaos, Knowledge, Madness, Protection, Rune

Subdomains Defense, Entropy, Insanity, Language, Memory, Wards

Favored Weapon heavy pick

Symbol partially shattered stone tablet covered with illegible runes

Temple caverns, glacial rifts

Worshipers antiquarians, historians, librarians, those who seek the meaning of life at all cost

Servitors oozes (particularly shoggoths)

INFLUENCE STAGE 1 **DC 30**

Area 1,000-foot radius; **Nucleus** 15-foot radius

AC 42; **Saves** +25; **hp** 520

Effects fast healing, protect lore, spawn ooze, *Tablets of the Gods* (2), tentacles (10d6), undulant terrain

Escalation Every time Ubbo-Sathla absorbs a living creature with its tentacle attack, it has a 25% chance to escalate to stage 2.

INFLUENCE STAGE 2 **DC 32**

CR 27; XP 3,276,800

Area 2,500-foot radius; **Nucleus** 15-foot-radius

AC 45; **Saves** +28; **hp** 640

Effects fast healing, protect lore, spawn ooze, *Tablets of the Gods* (4), tentacles (20d6), undulant terrain

Escalation Every time Ubbo-Sathla absorbs a living creature with its tentacle attack, it has a 50% chance to escalate to stage 3.

INFLUENCE STAGE 3 **DC 35**

CR 30; XP 9,830,400

Area 1 mile radius; **Nucleus** 15-foot-radius

AC 48; **Saves** +31; **hp** 760

Effects fast healing, protect lore, spawn ooze, *Tablets of the Gods* (6), tentacles (30d6), undulant terrain

DEFEAT

Combat Ubbo-Sathla's influence may be defeated by damage. Doing so once it has escalated to stage 3 influence is the only way to study the *Tablets of the Gods*.

Destruction of Lore If the *Tablets of the Gods* are destroyed, there is a cumulative 10% chance per round that Ubbo-Sathla's influence is destroyed as well.

INFLUENCE EFFECTS

Protect Lore Ubbo-Sathla was originally created to guard the *Tablets of the Gods*, but in its mindless obsession with protecting lore, it will protect any object containing written information of any sort. Any such object (books, carved tablets, notes scribbled on scraps of parchment, and so on) that are left untended within Ubbo-Sathla's influence are transported by long tendrils of protoplasm at the start of any round on which they are untended to merge with Ubbo-Sathla's nucleus. Once merged, they cannot be utilized or studied as long as Ubbo-Sathla's influence remains active, but they may be targeted by attacks to damage or destroy them. For the purposes of resolving saving throws, all sources of knowledge protected by Ubbo-Sathla are considered to be equipped by Uboo-Sathla's nucleus, and use the influence's saving throw bonus to resist effects.

Fast Healing Ubbo-Sathla's nucleus heals damage inflicted to it equal to 10 points per current *Tablet of the Gods* in its possession per round.

Spawn Ooze At the start of each round, Ubbo-Sathla spawns a number of oozes at random points throughout its influence. The total CR of oozes created cannot exceed Ubbo-Sathla's current influence stage times 20. Shoggoths are a favorite ooze for Ubbo-Sathla to spawn in this way.

Tablets of the Gods A number of *Tablets of the Gods* equal to twice Ubbo-Sathla's current influence exist within the god's nucleus. These tablets may be destroyed only via damage inflicted by artifacts or creatures of demigod status or greater; each has hardness 30 and 500 hit points, and use Ubbo-Sathla's influence's AC and save modifiers. Destroying all of the *Tablets of the Gods* is one way to potentially banish Ubbo-Sathla, but if Ubbo-Sathla's influence can be removed without destroying the *Tablets of the Gods*, these potent artifacts remain behind and can be studied. Each *Tablet of the Gods* contains one potent item of lore, but to successfully learn from a tablet, a character must spend 2d4 days in contemplation studying a single tablet, taking breaks for only a few hours at a time each day. Each day the study progresses, the character must make a successful Fortitude save equal to the highest influence DC Ubbo-Sathla reached to resist suffering 3d6 points of ability drain to a randomly determined ability score as the otherworldly strain of studying secrets meant only for the gods takes its toll. If the character survives to the end of the 2d4 days of study, the tablet he was studying crumbles to dust and the character gains a potent boon. The nature of this boon should be determined by the GM—examples include learning a fundamental secret of life or reality or the multiverse, a permanent +1 increase to an ability score, the ability to cast a single 4th-level or lower spell as a spell-like ability 3 times a day, the ability to cast a single spell of 7th level



or lower as a spell-like ability once per day, or enough experience points to gain a level.

Tentacles At the start of a round, Ubbo-Sathla's nucleus spawns a number of immense tentacles that attack each and every creature in the area of influence. These tentacles automatically hit for 10d6 points of bludgeoning damage per influence stage, with a successful Reflex save halving the damage. In addition, each time a character takes damage from one of these tentacles, roll 1d10 on the following table to determine any additional effect that occurs beyond the bludgeoning damage. When you roll on this table to determine the additional result, add Ubbo-Sathla's current stage to the result—thus, at stage 4, you'll roll 1d10+4 and there is no chance of a tentacle having no additional affliction.

Roll	Result
4 or less	No additional affliction
5–6	**Hallucination:** The victim must make a successful Will save or become confused for the following round.
7	**Poison:** Tentacle—injury; ***save*** Fort; ***frequency*** 1/round for 6 rounds; effect 1d4 Str drain and 1d4 Wis damage; ***cure*** 3 consecutive saves.
8	**Vampirism:** Ubbo-Sathla is healed of damage equal to 1/4 of that inflicted by the tentacle strike.
9	**Parasitic Spores:** The victim must make a successful Will save or parasitic spores seize control of the victim's mind. Once afflicted in this way, the victim falls under the thrall of Ubbo-Sathla and does everything possible to defend the nucleus. This is a mind-affecting disease effect, and is permanent until cured by *remove disease* or similar spell.
10 or more	**Absorption:** The victim must make a successful Fortitude save or be pulled into Ubbo-Sathla's body and absorbed. This instantly kills the victim (who can thence only be restored to life via *miracle*, *true resurrection*, or *wish*) and heals damage to Ubbo-Sathla equal to the victim's normal maximum hit points.

Undulant Terrain The ground within Ubbo-Sathla's influence is coated with a thick, trembling layer of protoplasm. This layer of sludge transforms the area into difficult terrain. Oozes do not treat this area as difficult terrain.

Ubbo-Sathla, called Tome Keeper and Unbegotten Source, is a mindless primeval being. When the world was created, unknown cosmic forces created the *Tablets of the Gods* and forged Ubbo-Sathla as their guardian. Part-fungus, part-animal, part-plant, all hideous, Ubbo-Sathla's quivering mass guarded the Tablets until they corroded into indecipherable ruin.

While technically not a Great Old One, Ubbo-Sathla commands the power and terror of one. No cult truly worships it, though a few tribes have learned how to summon and control it. Ubbo-Sathla itself ceaselessly writhes but does not normally move from place to place. It prefers to remain in one place and defend the *Tablets of the Gods*. It mindlessly but violently lashes out at any intruders, of which it encounters few.

Some believe Ubbo-Sathla was the first form of life on multiple planets. It absorbed energy from its environment and spawned tiny (harmless) lesser entities from its surface, called "efts", which may eventually evolved into plants, animals, and fungi.

Ubbo-Sathla and the *Tablets* cannot properly be separated, as the creature uses the *Tablets* as a sort of external skeleton to give itself support and form. The *Tablets* contain primal wisdom, including the secrets to life and death. They are written in a cosmic tongue suitable only for the minds of superintelligent beings that reason in dozens of dimensions at once. At the center of the *Tablets*, surrounded by them, is Ubbo-Sathla's large "fruiting body" atop a mass of tentacles or stalks, while more limbs wrap around the *Tablets*, holding them upright in turn. The entire mass of elder wisdom and raw protoplasmic horror is as one monstrosity.

Legends hold that the *Tablets* deteriorated over time as their function was fulfilled and Ubbo-Sathla slowly lost its purpose. After millions of years the

Tablets crumbled to powder, after which Ubbo-Sathla spawned itself into oblivion. In esseence, it bore young until it simply dissolved into a mass of efts. But temporal non-existence is hardly a defense against its terrible influence.

Summoning Ubbo-Sathla

Today, Ubbo-Sathla (the Tome Keeper) can be contacted in two ways. The first is by time travel. This can be dangerous of course because Ubbo-Sathla co-exists with other primal beings from the dawn of time, such as the hounds of Tindalos (page 458). The second is by breaking the laws that govern time and space to bring it to the present time. Of course, dangers exist in so doing–this might alert other time-conscious beings (such as Tulzscha, dimensional shamblers, the hounds of Tindalos, the great race of Yith, outer spawn, or entities from the Dreamlands).

Ubbo-Sathla, as a mindless guardian, is no one's friend. It will even attack the cult that summoned it if they linger after it finishes forming. As such, it is an excellent defender of anything that requires protection. While only the elder lore forms it, other precious and durable materials can be kept within its purview. The safest time to deposit these is when it is still forming.

Some cultists seek to summon Ubbo-Sathla that they might study the *Tablets of the Gods*, but the creature poses a significant threat while the would-be student is trying to read these cyclopean stone slabs.

What You See

This fungus-like organism uses huge arcane tablets of stone to give its body structure. It has both tentacles and fruiting bodies and is topped with a lumpy mass that oozes a cloud of foul-smelling spores.

Ubbo-Sathla in Combat

When attacked, Ubbo-Sathla flails potently, directed not by intelligence but by raw instinct. It spews forth primal fluids, which immediately form into shapeless entities. The spread of these horrible blob-things is part of the general environment when one is near the *Tablets*, and they are encountered constantly. In addition, Ubbo Sathla can flail with its stalk-like limbs, which inflict poison, acid, and other harm in addition to their raw crushing strength.

As a fungal being of protoplasm, Ubbo-Sathla possesses no vital spots or organs. It regenerates from damage at a tremendous rate, and the repulsive entities it spews forth intercept attacks. It is virtually indestructible, and any force great enough to destroy Ubbo-Sathla would certainly also destroy the precious *Tablets of the Gods*, thus negating its purpose.

Horrible it was, if there had been aught to apprehend the horror; and loathsome, if there had been any to feel loathing. About it, prone or tilted in the mire, there lay the mighty tablets of star-quarried stone that were writ with the inconceivable wisdom of the pre-mundane gods.

—Clark Ashton Smith, *Ubbo-Sathla*



Yig, The Father of Snakes

CR 20; XP 307,200

CN Great Old One of cycles, procreation, and serpents

Primary Source H. P. Lovecraft and Zealia Bishop, "The Curse of Yig"

CULT

Domains Chaos, Community, Protection, Scalykind

Subdomains Defense, Dragon, Revelry, Venom

Favored Weapon punching dagger

Symbol coiled serpent with a crescent mark on its head

Temple caves, dry gulches, remote valleys, wooden churches

Worshipers nomadic societies, rural dwellers

Servitors snakes and serpents

INFLUENCE (DC 27)

Area 10-mile radius

Proxy avatar of Yig

Effects bolster serpents

DEFEAT

Combat Yig's influence can be ended by defeating his avatar.

INFLUENCE EFFECTS

Bolster Serpents Yig's power greatly enhances the poison of all snakes and serpentine creatures within his influence. As such, poisons function as if the venom administered was from Yig himself (see his stats below), rather than the normal effects of the snake's poison. All snakes and serpentine creatures in this area gain the advanced creature simple template and immunity to poison.

AVATAR OF YIG CR 20

XP 307,200

CN Huge aberration (shapechanger)

What You See

A monstrous, serpent-tailed being with foreclaws and an armored hide, this creature possesses a medusa-like thicket of snakes sprouting from its forebody where its head should be. A massive serpentine trunk ending in an enormous eye extends above the thicket, waving ominously.

Init +19; **Senses** blindsight 120 ft., darkvision 60 ft., low-light vision, scent, see in darkness, *true seeing*; Perception +33

DEFENSE

AC 37, touch 24, flat-footed 21 (+15 Dex, +1 dodge, +13 natural, –2 size)

hp 367 (21d8+273); fast healing 15

Fort +20, **Ref** +22, **Will** +21

Defensive Abilities all-around vision, *freedom of movement*; **DR** 15/epic and lawful; **Immune** ability damage, ability drain, aging, death effects, disease, energy drain, mind-affecting effects, paralysis, petrification, poison; **Resist** acid 30, fire 30; **SR** 31

OFFENSE

Speed 60 ft., climb 60 ft., swim 60 ft., *air walk*

Melee 10 bites +28 (1d4+7/19–20 plus poison), claws +23 (1d8+3), tail +28 (2d6+7/19–20 plus grab)

Space 15 ft.; **Reach** 15 ft. (30 ft. with tail)

Special Attacks constrict (2d6+7), messengers of Yig

Spell-Like Abilities (CL 20th; concentration +28)

Constant—*air walk*, *freedom of movement*, *true seeing*

At will—*bestow curse* (DC 22), *greater dispel magic*, *nightmare* (DC 23)

3/day—*baleful polymorph* (DC 23) (snakes only), *demand* (DC 26), quickened *feeblemind* (DC 23)

1/day—*symbol of insanity* (DC 26), *weird* (DC 27)

STATISTICS

Str 24, **Dex** 41, **Con** 36, **Int** 25, **Wis** 28, **Cha** 27

Base Atk +15; **CMB** +24; **CMD** 50 (can't be tripped)

Feats Combat Expertise, Combat Reflexes, Critical Focus, Dodge, Improved Critical (bites), Improved Critical (tail), Improved Initiative, Mobility, Quicken Spell-Like Ability (*feeblemind*), Staggering Critical, Weapon Finesse

Skills Climb +39, Intimidate +32, Knowledge (arcana) +28, Knowledge (geography) +28, Knowledge (nature) +31, Knowledge (religion) +28, Perception +33, Sense Motive +30, Spellcraft +31, Swim +39, Use Magic Device +29

Languages Aklo, Common, Draconic; telepathy 100 ft.

SQ change shape (*greater polymorph*, humanoid or snake forms only)

SPECIAL ABILITIES

Change Shape (Su) Yig can assume his true form as an immediate action. He doesn't particularly understand the physiology of non-reptiles, so when he uses change shape to assume the form of any humanoid that isn't reptilian, he gains no bonus to his Disguise checks to deceive observers as to his true nature.

Claws (Ex) Yig uses his claws to aid movement and not typically for combat. He can attack with them, but they function as secondary attacks.

Messengers of Yig (Su) At the start of the second round of battle, messengers of Yig begin to manifest around Yig, appearing as a slithering carpet of venomous snakes, provided Yig is standing on the ground. On the following round, this carpet fills every adjacent square surrounding Yig's space. At the start of the next round (round four of the combat), the carpet fills the area of his reach. The messengers travel with Yig, and if he leaves the ground or the location of their appearance (such as if he walks into the sky via *air walk* or is banished) the messengers of Yig remain in their previous area for 1d4 rounds before dispersing and vanishing. Any creature on the ground within this area treats the ground as difficult terrain and takes 2d6 points of piercing damage from bites at the start of the round. A creature that takes damage from this is exposed to Yig's poison.

Poison (Ex) Bite or messengers of Yig—injury; ***save*** Fort DC 33; ***frequency*** 1/round for 6 rounds; ***effect*** 1d6 Con damage; ***cure*** none (saving throws cannot cure Yig's poison, but effects like *neutralize poison* potentially could). Yig's venom is so toxic that it can affect creatures normally immune to poison, but such targets gain a +4 bonus to their save and can cure the poison with two consecutive successful saves. The save DC is Constitution-based.



Yig is a Great Old One associated with snakes, but who is primarily worshiped by humans and occasionally kobolds and lizardfolk. While serpentfolk are aware of him, such creatures are typically not religious, nor do they find his blessings useful enough to serve him outwardly.

Yig can take three forms, each serving a different function.

Yig as a Humanoid

In order to interact with mortal races, or to further his goals, Yig can appear humanoid. This human form is imprecise, as Yig does not fully understand mammalian physiology. Flaws in the disguise might include traces of scales on parts of his body, too-sharp canine teeth that resemble fangs, slit-eyed pupils, or being cold-blooded. If he is attacked while in humanoid form, he immediately polymorphs to his monstrous true form.

Yig as a Serpent

Yig can be a snake of any size, but generally chooses a type resembling his messengers: an imposing venomous serpent with a white crescent moon marking its head. In this form, he is small enough that he often bides his time in innocuous places, such as a shrine or a worshiper's cottage.



Yig as a Monster

This monstrous shape is the shape Yig always takes when attacking or being attacked. As Yig-the-God, instead of a head, he has a hydra-like thicket of snakes springing from his forebody. He also has a single central snake-form ending in a massive eye that has prodigious visual powers. He has two forelimbs and a long serpentine body, plated with thick armor.

The Messengers of Yig

The messengers of Yig are deadly snakes marked with the crescent moon symbol of Yig on their heads. They are typically large members of their species, and their venom is astonishingly deadly—a bite from a messenger is so swift that its effects are often mistaken for a heart attack.

Yig in Combat

At the start of battle, Yig immediately transforms into his monstrous form. Foes who attack by surprise might be able to get a few blows in against his unarmored human or snake-form, however. As a monster, he has heavy armor that is difficult to penetrate.

While he has two huge claws, these are generally not used in combat. Instead, he uses the claws for movement, clinging to walls or climbing, or seizing objects for tactical purposes. His attacks are almost exclusively biting with his thicket of snake heads.

As with his messengers, a single bite from Yig is nearly instant death. Even more terrifyingly, the eye of Yig can see invisible and hidden things, so no one can be concealed from his view.

Finally, Yig can summon vast numbers of deadly snakes, typically including a few messengers in their number, and these begin appearing as swarms as of the second round of battle.

"The Old Ones were, the Old Ones are, and the Old Ones shall be. Not in the spaces we know, but between them, They walk serene and primal, undimensioned and to us unseen. Yog-Sothoth knows the gate. Yog-Sothoth is the gate. Yog-Sothoth is the key and guardian of the gate. Past, present, future, all are one in Yog-Sothoth. He knows where the Old Ones broke through of old, and where They shall break through again. He knows where They have trod earth's fields, and where They still tread them, and why no one can behold Them as They tread."

—H. P. Lovecraft,

The Dunwich Horror

Yog-Sothoth, Opener of the Way

CR 29; XP 6,553,600
CN Outer God of gates, time, and space
Primary Source H. P. Lovecraft, "The Dunwich Horror"

CULT

Domains Darkness, Chaos, Knowledge, Travel, Void
Subdomains Dark Tapestry, Exploration, Memory, Night, Stars, Thought
Favored Weapon dagger
Symbol black spiral
Temple hilltops, observatories, orreries, standing stones, stone towers
Worshipers astronomers and stargazers, deranged spellcasters, fringe scientists, philosophers
Servitors outer mutants, outer abominations, outer spawn

INFLUENCE **DC 34**

Area 1-mile radius; **Nucleus** 15-ft. square
AC 47; **Saves** +30; **hp** 720
Effects control magic, limited mobility, desiccating touch, limitless, multidimensional, traverse

DEFEAT

Combat Yog-Sothoth's influence may be ended via damage inflicted to its nucleus.
Dimensional Block If a spell effect that blocks dimensional travel, such as *dimensional anchor*, *dimensional lock*, or *forbiddance* is cast at Yog-Sothoth's nucleus (if the spell targets a creature) or wholly within his area of influence (if the spell affects an area), and the spellcaster manages to maintain control of the spell (see Control Magic, below), there is a percentage chance equal to the caster's level that Yog-Sothoth's influence stage is reduced by 1. If this reduces his influence to 0, then Yog-Sothoth's departs for another dimension.
Portal Destruction Yog-Sothoth's manifestation depends on a physical or magical portal. If this portal is destroyed, Yog-Sothoth's influence immediately ends. The exact nature and defenses of such a portal are left to the GM to determine, but in most cases destroying a portal should require the use of a special artifact, a dangerous ritual, or a certain set of conditions that require coordinated teamwork and several rounds of work.

INFLUENCE EFFECTS

Control Magic When a spellcaster casts any spell within Yog-Sothoth's influence, Yog-Sothoth can opt to control the magic. In this case, the spellcaster must make a successful caster level check against the influence's DC. If the check fails, Yog-Sothoth can immediately transform the spell into any other spell of

What You See

A mass of spawning bladders, alien roots, and sacs approaches. Cosmic lights, like stars or nebulae, shine through many of the bladders.





equal spell level from the spellcaster's spell list, and Yog-Sothoth then makes all the decisions involving targeting the spell and any other choices required to resolve the spell's effects. If he so wishes, Yog-Sothoth can simply cancel the spell entirely. Yog-Sothoth can attempt to control spell-like abilities in this way as well, but if he's successful, he cannot transform the spell-like ability into a different spell-like ability—he controls the spell-like ability's targeting and choices, and can opt to cancel it entirely if he wishes.

Desiccating Touch At the start of his turn as a swift action, Yog-Sothoth sends several spheres, roots, and filaments of his body through a target within 15 feet, inflicting 3d100 points of damage and 1d6 points of Constitution drain. This hit point damage is never reduced by damage reduction, hardness, or resistance, but a successful Fortitude save halves the damage and negates the Constitution drain.

Limited Mobility Yog-Sothoth's nucleus is mobile within the area of its influence, and can travel at a fly speed of 200 feet. He cannot exit his area of influence.

Limitless At the start of each round, Yog-Sothoth can instantly replace damaged or destroyed portions of his nucleus, healing 25 points of damage.

Multidimensional All weapon attacks directed at Yog-Sothoth's nucleus have a 50% chance of passing through a portion of Yog-Sothoth that exists beyond the third dimension. Such attacks deal no damage to him. If the attack was made with a manufactured weapon and the attack's damage is negated in this way, the wielder of the weapon must make a successful Reflex save with a DC equal to the influence DC or the weapon is whisked away to some other dimension or time. A weapon lost in this way may be retrieved via a *miracle* or *wish*.

Traverse All creatures chosen by Yog-Sothoth within his influence gain a fly speed equal to twice their land speed (perfect mobility), as well as the ability to cast *teleport* as a spell-like ability as a swift action at will.

Yog-Sothoth is frequently said to be conterminous with all space and time. While this is undoubtedly true on some level, Yog-Sothoth cannot physically intervene in the waking world most of the time, but must be summoned to do so. When a magical gate is opened for his passage, Yog-Sothoth can intrude into the mortal realms temporarily, to seek sacrifice or to advance his cause. However, only a fragment of Yog-Sothoth can normally penetrate our realm. For his whole reality to enter the waking world, a gate of colossal size must be prepared. Fortunately for life and sanity, this is difficult to accomplish, and requires much preparation. Nonetheless, if the procedure is successful, once Yog-Sothoth enters fully, he brings about the end of the world.

Yog-Sothoth is an utterly alien being, sometimes described as a congeries of spheres, but the reality is far more terrifying. These "spheres" are bladders or spawning sacs, and the whole is loosely knitted together with rootlets to form a semi-coherent body. The individual sacs can change their three-dimensional relationship with one another, and even operate when separated at a distance, but typically hang together. Sometimes Yog-Sothoth can separate a chunk of himself to act semi-independently and even travel about in the mortal realm, but this typically can only last for the length of time his gate passageway is opened (rarely more than a few hours).

Yog-Sothoth is able to fly, travel between dimensions, and grant such travel to his minions and those who seek him out.

Yog-Sothoth Manifested

When Yog-Sothoth is called forth to take on physical form, he must literally squeeze through the portal that is opened for his presence. Except in the rare case of a full appearance, the gate is never large enough to permit the protrusion of more than a small part of Yog-Sothoth. This small portion is huge compared to a humanoid and is capable of both magical and physical threats. Yog-Sothoth is often summoned forth to intermix genetically with humankind, giving rise to outer mutants, abominations, or spawn, or else to teach dark secrets to his minions. When he does so, he usually requires sacrifices. When seen in his aspect as the unreality between dimensions, he is known as Umr at-Tawil, and is covered by what appears to be a cloth. This is probably his least malign manifestation.



Yog-Sothoth in Combat

That portion of Yog-Sothoth which reaches through a gate can attack by detaching globules from his body, which fly independently through the air and strike at his foes, or he can reach out with the tangled rootlets that form his internal structure, which become like antennae to strike. The touch of Yog-Sothoth brings about desiccation and death to the part of the body struck, but he does not merely cause this damage by contact. His orbs and rootlets are otherworldly and multidimensional and literally pass through foes, causing damage internally as they do so.

Yog-Sothoth himself is not fully on any one three-dimensional plane of existence, and physical weapons have only a limited effect on him. Of course, even if a portion of him is destroyed while extruded through the gate, he can push more into the area. Yog-Sothoth's full size is at least hundreds of miles or kilometers across, so destroying a few cubic feet or meters of his local presence causes him little concern.

Yog-Sothoth has complete control of all the magical flux within his environs. Any spells cast might be repurposed, modified, and redirected by Yog-Sothoth, except for a few ceremonies powered by ancient artifacts of the Elder Gods or Great Old Ones themselves. A caster might maintain a spell through intense force of will, but this is rare. Yog-Sothoth's minions are well aware of this ability and typically cast spells recklessly in his presence, expecting Yog-Sothoth to turn all such spells into useful aids.

Sandy's Notes

USING YOG-SOTHOTH

Yog-Sothoth is one of the most powerful beings in the Cthulhu Mythos. (Indeed, Lovecraft never used the phrase "Cthulhu Mythos", inventing the term "Yog-Sothothery" to refer to his created mythology.)

Yog-Sothoth is one tough cookie. Not only are physical attacks almost useless against him, as he can easily replace a damaged body part with more mass from his interdimensional self, but he twists and distorts most magic spells. For example, should a bold wizard hurl a *meteor swarm* at Yog-Sothoth, the Outer God can redirect it at the wizard's allies or change it into any other 9th-level spell from the spellcaster's spell list. For example, Yog-Sothoth might turn it into a *dominate monster* and target the wizard in an attempt to force him into some other course of action.

The result is that the best way to deal with Yog-Sothoth is in fact not to battle him directly, except for the minimum needed to stay live. Instead, try to destroy the arcane passageway giving him access to our realm. Once it closes, he must immediately depart.

"He knows where the Old Ones
broke through of old, and where
They shall break through again.
He knows where They have trod
earth's fields, and where They still
tread them, and why no one can
behold Them as They tread."

—H.P. Lovecraft,
The Dunwich Horror



Chapter IX: Mythos Bestiary

Introduction to the Mythos Bestiary

"In an instant every moving entity was electrified; and forming at once into a ceremonial procession, the nightmare horde slithered away in quest of the sound—goat, satyr, and aegipan, incubus, succubae, and lemur, twisted toad and shapeless elemental, dog-faced howler and silent strutter in darkness—all led by the abominable naked phosphorescent thing that had squatted on the carved golden throne."

—H.P. Lovecraft,
The Horror at Red Hook

The entities of the Cthulhu Mythos are many and varied. Some are powerful and lethal monstrosities from the distant past. Others come from outer space or parallel dimensions beyond our own. Still others are reflections of our own dark selves. They share little in common beyond their terrifying nature and indifference to mortal life and reality.

The Elder Beings see us mortals in different ways. Some see us only as prey while to others, we are pawns in their titanic clashes with their real enemies. Others seek to exploit us and a few can even be exploited by us. All such beings can be exciting additions to any roleplaying campaign. They are easy to use as enemies for a single battle, an adventure, or even an entire campaign.

Consider the following hooks:

The Fungi from Yuggoth (an adventure): The dread fungi have carried off every teenage girl from a village for some loathsome ceremony at the circle of stones atop a haunted mountain. This adventure takes place in two parts. First, most obviously, the players must climb to the circle of stones and rescue the girls. But then they must retreat back down the mountain, accompanied by the awkward and helpless girls, while being raided and harassed by the flying fungi and their minions. The second half of the adventure is even more challenging and exciting than the first half because the players must not only defeat their foes but protect the girls, which is far more difficult than a simple seek and destroy mission! And perhaps they arrived too late for some of the girls, who now owe more loyalty to the fungi than to humanity…

Against the Gugs (a long-term enemy): Gugs are an intelligent species with organized plans. Perhaps a gug was in that room the players just cleared for a reason? It's not hard to extrapolate that after the party slays a monstrous gug in a dungeon crawl for his loot his fellow gugs might find the corpse, and—thirsting for vengeance—track down the party. All of a sudden, perhaps when hotly engaged in another fight, a group of gugs emerges silently from the darkness and joins in the fight against the players, then disappear just as quickly when the fight turns against them. You've pursued the main course of your campaign but added a recurring antagonistic force with personality and story. After all, even if the players manage to drive away or kill the pursuing party of gugs, this doesn't mean they're done with them—they might be hunted by increasingly mighty bands of gugs for the foreseeable future. The only way to stop the horrors following them would be to fulfill the original gug's nefarious purpose.



Abyssal Custodian

What You See

This armored insectoid-crustacean has thick, spiked, shiny chitin and resembles a machine as it hunches over. Its thick tail subdivides into claw-like cerci.

CR 18

XP 153,600

CE Gargantuan aberration

Init +8; **Senses** darkvision 60 ft., *true seeing*; Perception +31

DEFENSE

AC 33, touch 10, flat-footed 29 (+4 Dex, +23 natural, –4 size)

HP 290 (20d8+200)

Fort +16, **Ref** +12, **Will** +20

Defensive Abilities dimensional acclimation; **DR** 15/adamantine and bludgeoning; **Immune** cold, poison, fear; **Resist** electricity 30

OFFENSE

Speed 40 ft., climb 40 ft., fly 50 ft. (clumsy)

Melee bite +29 (2d8+18), 2 slams +29 (3d6+18/19–20 plus push)

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

Special Attacks dimensional plummet, push (slam, 20 feet)

Spell-Like Abilities (CL 18th; concentration +24)

At will—*dimension door*, *true seeing*

3/day—***create portal***, quickened *dimension door*

STATISTICS

Str 46, **Dex** 19, **Con** 30, **Int** 5, **Wis** 26, **Cha** 23

Base Atk +15; **CMB** +37 (+41 bull rush); **CMD** 51 (53 vs. bull rush)

Feats Awesome Blow, Critical Focus, Greater Bull Rush, Improved Bull Rush, Improved Critical (slams), Improved Initiative, Lightning Reflexes, Power Attack, Quicken Spell-Like Ability (*dimension door*), Staggering Critical

Skills Climb +26, Fly –10, Perception +31

Languages Aklo

SQ bound to master, no breath

ECOLOGY

Environment any ruin

Organization solitary

Treasure standard

SPECIAL ABILITIES

Bound to Master (Ex) An abyssal custodian is bound to a powerful entity, creature, or cult, and does all it can do to serve that bound master. If its master or cult is destroyed, the abyssal custodian becomes staggered until it gains a new master. At the GM's discretion, certain rituals or other events can break this bond. Rituals to bind an abyssal custodian into service exist, but are rare, dangerous, and complex, and require the abyssal custodian's consent (an abyssal custodian will never consent to serve a mere mortal such as a player character).

Create Portal (Sp) Up to three times a day, an abyssal custodian can create an invisible, one-way portal, as per the *gate* spell, but only to a location within 1 mile of the abyssal custodian. This portal cannot be used to call creatures. *True seeing* or *detect magic* reveals the portal's presence, but does not reveal what lies beyond the portal. The portal itself is thirty feet in diameter, and once created, persists for 10 rounds before vanishing. This ability functions as an 8th-level spell for the purposes of concentration checks and the like.

Dimensional Acclimation (Ex) An abyssal custodian swiftly acclimates to changing environments after dimensional travel. If it begins combat by appearing via a portal or *dimension door*, it gains a +4 bonus on its Initiative check. An abyssal custodian is never disoriented as a result of using *dimension door* and is immune to effects that would banish it or otherwise forcefully transport it to another plane against its will.

Dimensional Plummet (Ex) An abyssal custodian does not need to appear on a surface capable of bearing its weight when it travels via a teleportation effect like its portal or *dimension door*. If an abyssal custodian does not elect to begin flying immediately when it appears in mid-air, it can make a plummet attack on hapless creatures below. Treat this as a charge attack that allows it to make a single slam attack against any creature that is adjacent to its space when it lands. The abyssal custodian takes normal falling damage from a dimensional plummet. Any creatures that occupy the abyssal custodian's space when it lands are crushed for an amount of damage equal to the falling damage the abyssal custodian endured. A Medium or smaller creature that takes this damage is knocked prone and pinned by the abyssal custodian. A Large or Huge creature is knocked prone and pushed into an adjacent space next to the abyssal custodian. An abyssal custodian that uses dimensional plummet to land on a Gargantuan or larger creature deals its crush damage as normal but has no other effect on the target, and the abyssal custodian itself is pushed into an adjacent space and falls prone as a result. A successful DC 30 Reflex save made by a Huge or smaller creature allows it to take half damage and be pushed into an adjacent square. The save DC is Constitution-based.

These entities were once just ordinary arthropods, like a terrestrial carrion or dung beetle, but this particular

species dwelt in the homes of the Outer Gods. After millennia of feasting on the leavings and remains of the elder gods, they've grown to gigantic size. They are not particularly intelligent, and do not have much will of their own.

These alien organisms evolved or originated from the same branch of life that gave rise to the mi-go. They are clearly related anatomically to these fungi, though far more individually powerful. There is not just a single custodian but many, and other, even more formidable entities are known to import custodians to take on tasks for them. Whether or not they fight to the death depends on the will and instructions of their master. The death of a master breaks this binding, as do certain rituals. Custodians want to have a master, and when deprived of a master, they assiduously seek out those who know the proper ritual of binding.

The most well-known custodian is that which tends the Library at Celaeno. It serves as the "janitor" of that fabulous library and cleans up after the horrendous beings that peruse the knowledge stored therein. It serves and is under the command of Celaeno's Librarian.

Abyssal Custodians in Combat

The Abyssal Custodian is built for physical strength. It is heavily armored and highly resistant to most attacks. The abilities which render a custodian the most useful are its vast strength (custodians have been known to shove around starspawn with ease) and also its portal.

The Custodian's Portal

All abyssal custodians can open up a magical one-way portal to a nearby destination of its choice. This destination cannot be further away than about a mile. The portal is only visible on the custodian's end, and nothing is seen at the destination, though *detect magic* can locate it.

The custodian can move through the portal itself as a means of travel, and thus show up elsewhere, suddenly surprising a group of enemies. A common use for the custodian in battle is to open the portal *behind* its enemies. It then uses its immense physical prowess to shove enemies through the portal to some special place—perhaps a dungeon cell, a canyon, or a walled prison compound—as its master commands.

Appearance

The coloration of an abyssal custodian might range from a shiny metallic green, to bronze, to copper, depending on the type of god the creature fed from to reach its mighty size and strength. Its carapace is partly made of adamantine and other special materials. The thickly armored thorax is sometimes a different color from the softer abdomen. The custodian has small delicate flippers so it can do tasks requiring fine manipulation.

An abyssal custodian is about 30 feet long and 14 feet tall.

Sandy's Notes

Whatever its origin, every Abyssal Custodian encountered by player characters is serving a master. It *always* has a master, and this master is some entity even more powerful and dangerous than the custodian. In some cases, the master might not be a single being but an entire cult, a college of magic, or some other organization that together is potent enough to hold the custodian's loyalty.

Abyssal Custodians are never found simply wandering around or "in the wild." They are always set to protect and tend some structure or site. It might be a gigantic building, as with the Library at Celaeno, or it might be an outdoors location, such as the fabled Monolith of Abbith—a single colossal metallic spire, which a custodian keeps polished and clean of life.



Bhole

What You See

Darkness obscures the source of a deep grinding sound. Something vast and vaguely worm-like moves in the gloom, wrenching the earth apart as it moves.

CR 17

XP 102,400

CN Colossal magical beast

Init +3; **Senses** scent, tremorsense (360 ft.); Perception +28

Aura gloom (360 feet)

DEFENSE

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

hp 290 (20d10+180)

Fort +21, **Ref** +13, **Will** +11

DR 10/—; **Immune** acid, fire, disease, magical control, paralysis, poison, sleep, stun; **SR** 28

OFFENSE

Speed 50 ft., burrow 50 ft.

Melee bite +29 (6d6+25/19–20 plus grab), slam +29 (3d8+25/19–20)

Space 30 ft.; **Reach** 60 ft.

Special Attacks overwhelming strength, swallow whole (20d6 acid damage, AC 26, 29 hp), trample (DC 37)

STATISTICS

Str 44, **Dex** 8, **Con** 28, **Int** 3, **Wis** 21, **Cha** 23

Base Atk +20; **CMB** +45 (+47 bull rush, +49 grapple); **CMD** 54 (56 vs. bull rush, can't be tripped)

Feats Awesome Blow, Critical Focus, Improved Bull Rush, Improved Critical (bite), Improved Critical (slam), Improved Initiative, Lightning Reflexes, Power Attack, Staggering Critical, Vital Strike

Skills Perception +28

Languages Aklo (rarely speaks)

ECOLOGY

Environment any underground (Dreamlands)

Organization solitary

Treasure none

SPECIAL ABILITIES

Aura of Gloom (Su) A bhole exudes a sort of "absence" that cancels out the effects of sight to all creatures within 360 feet. Within this area, all forms of vision (including darkvision and low-light vision) are obscured in a strange shadowy gloom, regardless of more powerful light sources in the area. Creatures relying on vision function as if they are in dim light while in this area, and always treat the bhole itself as if it were in an area of darkness. As it is not technically a darkness effect, this aura cannot be countered via light effects, but creatures that are immune to vision-based attacks, as well as those under the effects of *true seeing*, can see through a bhole's aura of gloom.

Immune to Magical Control (Ex) A bhole is immune to nearly all forms of mind control, including *charm monster*, *suggestion*, and *dominate monster* spells. It is similarly immune to *magic jar* and possession attempts. *Confusion* and other mind-affecting effects that don't give another creature direct control over a bhole work normally. Rare effects that allow a creature to manipulate the exact effects of confusion on a creature provide one of the few ways to control a bhole by magic—essentially nudging it in the desired direction. Other methods, particularly those tied to strange and powerful artifacts, may work normally (GM's discretion).

Overwhelming Strength (Ex) A bhole always applies 1-1/2 times its Strength modifier to all natural weapon attacks.

The vanishingly rare bholes are colossal worm-like entities with scraped rock-like hides and gaping mouths full of drill-like teeth. They only appear under conditions of absolute darkness, in which they cannot normally be seen, so typically the only way to become acquainted with their appearance is through the discovery of the occasional dead specimen or by touch—at which point it is often too late. They dwell in the Dreamlands, burrowing in the Vale of Pnath to eat the carrion and leavings therein. Bholes are mind-numbingly large: hundreds or even thousands of feet long, weighing as much as battleships.

Bholes are a different form of the unthinkable horrors known as dholes. When a mature dhole breeds, its larvae do not emerge in the material universe, but instead in the Vale of Pnath or another similar area in the Dreamlands. This larva is known as a bhole hatchling, which grows and develops under conditions of absolute darkness until it reaches full maturity. The mature bhole, still in the Dreamlands, can then reproduce and deposit bhole hatchlings in the material

universe, on appropriate planets, allowing bholes to move from world to world and continue the cycle.

Bholes exist in constant darkness. Even above ground, a bhole exudes a sort of "absence" which makes it very difficult to perceive it (see aura of gloom). As a result, no entity can actually see a bhole very well, deriving only basic impressions of a worm-like form and many teeth.

While bholes can wriggle along the earth, they typically submerge in seas of mud or slime and swim beneath the surface. They can also burrow through hardened soil at a great speed. They are immune to acid, poison, and heat or fire. Bholes are enormous and ravenous but not impulsive: they typically sniff out and investigate a creature before eating it. Their most common attack is to simply engulf the target. Through sheer size, they can easily crush or overwhelm almost any enemy.





Bhole Hatchling

What You See

A huge worm-like organism, typically bursting from the earth or rock. It is eyeless, with a tattered hide that sloughs away and is regrown constantly, as well as a huge mouth with a star-like opening full of grinding teeth.

CR 14

XP 38,400

CN Huge magical beast

Init +5; **Senses** scent, tremorsense 120 ft.; Perception +24

Aura lesser gloom (120 ft.)

DEFENSE

AC 29, touch 9, flat-footed 28 (+1 Dex, +20 natural, –2 size)

hp 200 (16d10+112)

Fort +17, **Ref** +13, **Will** +10

DR 5/—; **Immune** acid, fire, disease, magical control, paralysis, poison, sleep, stun; **SR** 25

OFFENSE

Speed 40 ft., burrow 60 ft.

Melee bite +25 (4d6+16/19–20), slam +25 (2d8+16/19–20)

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

Special Attacks overwhelming strength, trample (2d8+16, DC 29)

STATISTICS

Str 32, **Dex** 12, **Con** 24, **Int** 2, **Wis** 20, **Cha** 17

Base Atk +16; **CMB** +29 (+31 bull rush); **CMD** 40 (42 vs. bull rush, can't be tripped)

Feats Awesome Blow, Improved Bull Rush, Improved Critical (bite), Improved Critical (slam), Improved Initiative, Lightning Reflexes, Power Attack, Vital Strike

Skills Perception +24

ECOLOGY

Environment any underground (Dreamlands)

Organization solitary, pair, or brood (3–6)

Treasure incidental

SPECIAL ABILITIES

Aura of Lesser Gloom (Su) A bhole hatchling exudes a sort of "absence" that impairs the effects of sight in all creatures within 120 feet. Within this area, all forms of vision (including darkvision and low-light vision) are obscured in a faint shadowy gloom, regardless of more powerful light sources in the area. Creatures relying on vision suffer a –4 penalty on vision-based Perception checks in this area and treat the bhole hatchling as if it were under the effects of a *blur* spell. As it is not technically a darkness effect, this aura cannot be countered via light effects, but creatures that are immune to vision-based attacks, as well as those under the effects of *true seeing*, can see through a bhole hatchling's aura of lesser gloom.

Immune to Magical Control (Ex) A bhole hatchling is immune to nearly all forms of mind control, including *charm monster*, *suggestion*, and *dominate monster* spells. It is similarly immune to *magic jar* and possession attempts. *Confusion* and other mind-affecting effects that don't give another creature direct control over a bhole hatchling work normally. Rare effects that allow a spellcaster to manipulate the exact effects of confusion on a creature provide one of the few ways to control a bhole hatchling by magic—essentially nudging it in the desired direction. Other methods, particularly those tied to strange and powerful artifacts, may work normally (GM's discretion).

Overwhelming Strength (Ex) A bhole hatchling always applies 1-1/2 times its Strength modifier on all natural weapon attacks.

Bholes are huge worm creatures that burrow through the planet's crust. They have thick, rugged hides that constantly wear and peel off due to their savage environment, though they regenerate just as quickly. Bholes boast large mouths filled with razor-sharp teeth, which they use to carve their way through even the toughest rock formations, and also are useful in devouring smaller prey. They range greatly in size: a typical hatchling is at least 50 feet long and weighs many tons. Regardless of age, only part of a bhole typically protrudes through the earth's crust to attack its prey.

The huge adults are rarely seen, but they spawn larvae or hatchlings close to the surface, and so their young are more commonly found. The hatchlings are also more aggressive in some ways than adults: they scour their environment for protein sources to support their rapid growth, and thus may emerge to attack in a situation when an adult might remain idle.

Essentially the larva from which full-grown Bholes spring, Bhole hatchlings dwell in the Dreamlands unless summoned to the material plane.

Sensory Blank

Bhole hatchlings are not yet able to produce the full "absence" that protects the adults from being detected. However, they can somewhat mask themselves with a lesser gloom effect, which does make them slightly harder to target.

Combat

Hatchlings are not always large enough to engulf an enemy, and so sometimes must bite or thrash to cause damage. They are not particularly intelligent and rely on their size, strength, and burrowing ability to avoid trouble or attack their prey. Like adults, Bhole hatchlings can burrow quickly. They are resistant to acid or other environmental toxins, as well as extremes of heat and even fire.





Brain Cylinder

What You See

A transparent cylinder holds a single human brain connected to the inside walls with wires and tubes. The top and bottom of the cylinder have metal caps imbedded with sockets and studded with prongs for the attachment of devices. The liquid within glows eerily as sparks crawl over the brain and up and around the surface.

HUMAN SCHOLAR BRAIN CYLINDER CR 1/4

XP 100
Human brain cylinder expert 4
LN Tiny construct
Init –5; **Senses** Perception +8

DEFENSE

AC 5, touch 5, flat-footed 5 (–5 Dex, –2 object, +2 size)
hp 21 (4d8)
Fort +1, **Ref** –4, **Will** +5
Defensive Abilities half damage from sonic, fire, and ranged attacks, hardness 10; **Immune** cold, construct traits, critical hits, nonlethal damage
Weakness immobile

OFFENSE

Speed 0 ft.

STATISTICS

Str —, **Dex** 0, **Con** —, **Int** 15, **Wis** 8, **Cha** 10
Base Atk +3, **CMB** +1; **CMD** 6 (can't be tripped)
Feats Alertness, Iron Will
Skills Appraise +9, Diplomacy +7, Knowledge (arcana) +9, Knowledge (geography) +9, Knowledge (history) +9, Knowledge (local) +9, Knowledge (nature) +9, Knowledge (religion) +9, Perception +8, Sense Motive +8
Languages Aklo, Common, Sylvan

ECOLOGY

Environment any
Organization solitary, pair, or collection (3–20)
Treasure none

Brain cylinders are alien technology, originating with the fungi from Yuggoth. They are used to preserve intact the brains of other organisms so that the fungi can carry them into space or other worlds. The fluid within the cylinder has a faint glow, and particles of light can be seen "crawling" up and down the brain and brainstem. Unless the brain is of unusual size, the cylinder containing it is not particularly large—only a foot or two long at most and half as wide.

Cylinders need not be transparent and can be made out of any substance, including metals or other materials that are typically used in forging armor. The fungi themselves tend to make the main part of the cylinder out of armored glass, which is difficult but not impossible to pierce.

Brain cylinders never run out of energy–they can keep a brain alive and well for centuries. The extra-dimensional fluid taps into other planes of existence for its power.

Cylinder Attachments

The cylinder has a number of plugs for attaching devices to it, which enable the brain to see, hear, and communicate, as well as perform other functions. The fungi have a huge variety of devices they have created for the cylinders, including means of interrogation and even torture.

The devices that plug into the cylinder can easily be modified from magic items built for humanoid races, and the cylinder itself is made from normal terrestrial substances. Cylinders can even be constructed by skilled human craftsmen. The true alien technology is not the cylinder itself but the liquid in which the brain floats. This substance is partially extra-dimensional, as are the fungi themselves and has a sort of life of its own. The transparent fluid constantly repairs and maintains the healthy state of the brain, preventing deterioration. It even cures existing ailments, averts new ones, and effectively grants the brain immortality.

The fungi are able to plug brain cylinders into bio-mechanical constructs and use them to control work machines or other large and complex devices. These constructs are rare outside of the fungi homeworlds since they are heavy and often quite large, making them difficult to transport.

Control Drones

A control drone is a bio-chemical-mechanical creation. It is partly surgical in nature, mostly organic, and partly cybernetic. Drones come in a variety of forms, but typically stand well over 10 feet high. For the sake of accessibility, the controlling brain cylinder is visible in a clear organic dome on the drone's top or front. These drones are mostly fungus with some crab- or spider-like parts. The brain cylinder can speak mechanically through attached loudspeakers.

While most such drones are simply work machines, they can be adapted for combat, typically through the installation of grasping limbs or tentacles. The drones are remarkably resistant to damage. Their main vulnerability is the brain cylinder itself: if the cylinder is destroyed, damaged, or simply removed from its socket, the drone becomes inactive. This is intentional on the fungi's part, as a means of discouraging a slave rebellion.

Usually the drones are only found on fungi bases where they work in heavy construction. A rare few drones are huge, sometimes hundreds of feet tall. On these more potentially dangerous devices, the brain cylinders are always placed on the very top, while typically the drones' grasping limbs are placed so that they cannot protect the cylinder from above. Thus, in case of a massive drone going rogue, a mi-go can simply fly down from above and remove the cylinder, immobilizing the drone and preserving such a useful platform from further damage.

Control Drones in Combat

Control drones come in a dizzying variety of shapes, but many are functionally similar to a flesh golem, minus the golem's immunity to magic and with the attached brain cylinder's mental ability scores and faculties (as if the brain were possessing the flesh golem with *magic jar*). The constructs are designed such that they cannot manage the fine motor control necessary to provide somatic components for spells. A brain cylinder has a CR of 6, unless it has extensive magical abilities it can use without somatic components, which is exceedingly rare.





Attacking the brain cylinder is a sunder combat maneuver and applies damage normally to the brain cylinder itself. An attacker familiar with mi-go mechanisms can also detach the brain cylinder with a grapple combat maneuver. In either case, the drone gains a +4 bonus to its CMD against such attacks from below or from creatures smaller than it but a –4 penalty to its CMD against these attacks from above or from larger creatures.

Creating a Brain Cylinder

"Brain Cylinder" is an acquired template that can be added to any corporeal living creature that has a brain (referred to hereafter as the base creature).

Challenge Rating: A brain cylinder has limited methods of interacting with the environment and typically has no way to attack or defend itself physically, giving it a CR of 1/4. If a brain cylinder retains spell-like abilities, psychic magic, or other significant methods of attacking and defending itself, its CR is equal to that of the base creature –1.

Type: The creature's type changes to construct.

Size: The creature's size is reduced by three size categories (minimum size Diminutive).

Senses: A brain cylinder is blind and deaf unless it has active attachments that grant it vision and hearing. Typically, these attachments only grant vision and hearing equivalent to those of a human, so it loses low-light vision or darkvision. A brain cylinder loses all other senses that depended upon a physical body.

AC: A brain cylinder loses all natural armor bonuses possessed by the base creature, but gains a +6 armor bonus from its armored glass casing.

Hit Dice: A brain cylinder drops all racial HD but one and changes that one racial HD to a d8. Creatures with class levels retain their HD. As a construct, a brain cylinder does not have a Constitution score and does not gain bonus hp from this ability, but it does gain bonus hp according to its size if it's large enough. (Most brain cylinders are Tiny and gain no bonus hp from size as a result.)

Saves: A brain cylinder with class levels retains its saving throw modifiers from its class levels. A brain cylinder without class levels has base saves of +0 for all three saving throws as a result of its one racial HD as a construct.

Defensive Abilities: A brain cylinder gains hardness 20 from its armored glass casing. It is immune to cold damage and takes half damage from fire and sonic damage. Any energy damage (except electricity damage) inflicted on a brain cylinder is halved before applying its hardness to determine actual damage. Ranged weapon damage is halved as well, and brain cylinders are immune to nonlethal damage and critical hits.

Weakness: A brain cylinder is immobile and is treated as an object. In addition to having a Dexterity of 0 (and thus gaining a –5 penalty to AC), a brain cylinder has an additional –2 penalty to its AC. Furthermore, a creature can take a full-round action to line up an attack against a brain cylinder to automatically hit with a melee weapon or gain a +5 bonus on attack rolls with a ranged weapon.

Speed: A brain cylinder is immobile. It loses all the base creature's speeds.

Attacks: A brain cylinder has no method of attacking. It loses all the base creature's natural attacks.

Special Attacks: A brain cylinder loses all special attacks that rely on the base creature's physical body. It retains all spell-like abilities possessed by the base creature, as well as all purely mental abilities. If the base creature was capable of casting spells, it retains that ability but cannot cast spells with somatic, material, or focus components. It can only cast spells with verbal components if it has a speech module attached (see *Languages*, below), and cannot target spells if it has no vision module attached. Without a hearing module, a

brain cylinder is deaf and suffers a 20% spell-failure chance. Spell-like abilities function normally when used by a brain cylinder, as they are activated mentally. Likewise, psychic magic functions normally for a brain cylinder, although the traumatizing distraction of being a detached brain makes emotion components difficult. When casting a psychic magic spell with an emotion component, a brain cylinder must make a concentration check (DC = 15 + spell level) in order to cast the spell successfully.

BAB: A brain cylinder has a base attack bonus of +1 but cannot make attacks on its own. If the base creature had class levels and thus retained its Hit Dice, the brain cylinder's base attack bonus is the same as that of the base creature.

Abilities: A brain cylinder is treated in many ways as an object as well as a construct. It has no Strength or Constitution score, and its Dexterity is reduced to 0 (thus giving it a –5 penalty on all Dexterity-based checks). The trauma of being transplanted from a body to a cylinder results in a –2 penalty to the base creature's Wisdom.

Feats: A brain cylinder loses all feats gained as a result of racial Hit Dice save for one feat of its choice. A brain cylinder retains all feats gained as a result of class levels and associated Hit Dice. Note that some feats become useless for a brain cylinder if it no longer qualifies for them.

Skills: A brain cylinder treats all skills as class skills. It retains all skill ranks gained from class levels. The brain cylinder loses all skill ranks gained from its racial Hit Dice, but gains skill points equal to 2 + its Int modifier (minimum 1) if it gained 1 racial Hit Die as a result of applying this template. Although a brain cylinder loses the base creature's skill ranks, it retains the knowledge it had as that creature and gains an insight bonus to the base creature's skills equal to the base creature's skill ranks in that skill.

Languages: A brain cylinder retains all the base creature's languages, but cannot hear or speak unless the proper attachments are affixed to the cylinder. Attaching or detaching one of these devices to a brain cylinder is a standard action.





Byakhee

CR 6

XP 2,400
CE Large aberration
Init +9; **Senses** darkvision 60 ft., see in darkness; Perception +14

DEFENSE
AC 19, touch 14, flat-footed 14 (+5 Dex, +5 natural, –1 size)
hp 68 (8d8+32)
Fort +6, **Ref** +7, **Will** +9
Defensive Abilities unknowable form; **Immune** cold, mind-affecting effects, sonic



OFFENSE
Speed 20 ft., fly 40 ft. (average)
Melee bite +10 (1d8+4 plus grab), 2 claws +11 (1d6+4 plus grab)
Space 10 ft.; **Reach** 5 ft.
Special Attacks shriek, blood drain (1d2 Constitution)

STATISTICS
Str 18, **Dex** 21, **Con** 19, **Int** 9, **Wis** 16, **Cha** 8
Base Atk +6; **CMB** +11; **CMD** 26
Feats Combat Reflexes, Improved Initiative, Weapon Finesse, Weapon Focus (claws)
Skills Fly +14, Knowledge (geography) +10, Perception +14
Languages Aklo
SQ no breath, starflight

ECOLOGY
Environment any (outer space)
Organization solitary, pair, shriek (1 byakhee plus 3 summoned byakhee) or flight (3–12)
Treasure standard

SPECIAL ABILITIES

Shriek (Su) Three times a day as a full-round action that provokes attacks of opportunity, a byakhee may issue a horrific shriek from the depths of its body that penetrates both space and time. At the end of the byakhee's turn, another byakhee appears in an adjacent square to the shrieking byakhee, called from another place and time in response to the shriek. This is a summoning effect, and as such a byakhee conjured via a shriek cannot itself shriek to summon more of its kind. A byakhee called via this shriek remains for 24 hours or until the byakhee that shrieked for it is slain, whichever comes first.

Starflight (Su) A byakhee can survive in the void of outer space. It flies through space at an incredible speed via an otherworldly organ known as a hune, located in its abdomen. Although exact travel times through space vary, a trip within a single solar system should take 3d20 hours, while a trip beyond should take 3d20 days (or more, at the GM's discretion), provided the byakhee knows the way to its destination.

Unknowable Form (Ex) The form of a byakhee cannot be wholly grasped by sane mortal eyes. A byakhee is considered to have concealment against any intelligent creature that is not an aberration or an outsider, and is not suffering from some form of insanity or confusion effect.

A byakhee's bloated abdomen contains the byakhee's *hune* organ, which enables it to fly through space at faster-than-light speed. It also allows the creature to issue a shriek that reverberates across vast distances and even backward in time to arrange for allies to arrive almost instantly. Byahkee are commonly summoned to serve as spacefaring steeds for cults of Great Old Ones and Outer Gods.

In combat, a byakhee summons an ally and then relies on its claws and proboscis to drain blood from its foes. It cannot be injured by extreme cold or sonic attacks, and its wholly alien mind renders it immune to mind-affecting effects.

What You See

This flying organism resembles an arthropod with a bloated abdomen. It has huge claws, wings, and an insectoid head.

"There flapped rhythmically a horde of tame, trained, hybrid winged things...

not altogether crows, nor moles, nor buzzards, nor ants, nor decomposed

human beings, but something I cannot and must not recall."

–H.P. Lovecraft, *The Festival*



Colour Out of Space

The colour out of space is an unusual entity. Unlike the other monsters presented in this book, the colour is a truly alien presence more akin to a dangerous environment than a creature the PCs can confront and kill. When a colour out of space arrives on a world, typically in the form of spores encased in meteorites, it seeps slowly into the terrain itself. It concentrates its presence in deep dark regions like caves, wells, or basements but doesn't limit its influence to such areas. A single colour spreads somewhat irregularly throughout a region, but after the passage of a few weeks it can infuse an area of several square miles in size.

A colour out of space presents several dangers to those who dwell in or visit its blighted domain, as detailed below.

Fouled Foodstuffs

Plants and smaller animals in the region (such as rabbits, birds, moles, and the like) grow swiftly and achieve sizes in excess of their norm. This doesn't appreciably modify these creatures' combat statistics (harmless animals remain harmless). Creatures that feed upon plants or animals that have been fouled by the colour's presence must make a DC 15 Fortitude save or become nauseated for 2d4 rounds and then sickened for 24 hours. A successful save reduces the effect to the sickened condition, which lasts for 2d6 minutes. Creatures who have become colour-cursed (see below) can feed on these foodstuffs normally and need not fear becoming sickened or nauseated. This is a poison effect.

Colour-Cursed

Any living creature with an Intelligence score of 3 or higher is in particular danger within a region blighted by a colour out of space, for it is these creatures that the colour prefers to feed upon. Unliving creatures (like constructs or undead) and non-native outsiders are immune to the effects of the colour's curse (as are creatures specifically immune to curse effects), but all other intelligent living creatures (including native outsiders) run the risk of falling victim to the curse as soon as they enter the blighted region.

Whenever a creature enters a colour-blighted region, it must make a successful Fortitude save to resist being colour-cursed. A creature that exits and re-enters a colour-blighted region must save again. Likewise, every full 24 hours a creature spends in the area it must make another successful Fortitude save to resist becoming colour-cursed. The initial saving throw is a DC 10 Fortitude save, but each subsequent saving throw against that same colour's curse (be it due to re-entry or the passage of 24 hours) increases by 1. Spending 24 hours outside of an area that is blighted by a colour out of space resets the saving throw DC to its minimum (DC 10).

Once a creature fails this saving throw, all gear it carries become colour-tainted (see below) and it becomes colour-cursed, suffering the following effects.

Lassitude: A creature that becomes colour-cursed is filled with a strange mental attachment to the blighted landscape and will not willingly exit this area. If such a creature is forcibly evacuated, it feels an irresistible mental pull that prompts it to seek any means of return. Treat this as a constant *suggestion* effect to return to the blighted area. A creature that is prevented from returning may resort to violence to have its way.

Madness: As the days wear on, the colour's influence weakens the cursed victim's mind, even if the cursed creature has left the blighted region. Every 24 hours, the colour-cursed victim must make a successful DC 10 Will saving throw or it suffers 1 point of Wisdom drain. Strong-minded individuals can resist this creeping madness longer, but as the Wisdom drain accumulates, the spiral into madness only quickens. This effect cannot drain a creature

lower than 1 Wisdom, but once a creature's Wisdom score drops below 5, it becomes increasingly easy to agitate and anger. This Wisdom drain cannot be cured as long as the creature remains colour-cursed.

Disintegration: Once a creature has been drained to 1 Wisdom by the madness effect of the curse, the colour finally begins to feed actively on its body. Once every 24 hours, the victim suffers 1 point of Constitution drain. The colour may or may not seek out a disintegrating victim to feed on directly (see "The Colour Out of Space" below), but in most cases it merely lets the victim slowly succumb. As this Constitution damage accrues, the victim is slowly bleached of color and turns increasingly gray: its body crumbles along the edges and is shot through with deep, dry, bloodless fissures, almost as if its skin and flesh were turning to hard-packed ash. A creature cannot be drained to less than 1 point of Constitution by this effect. Once a victim reaches this point, there is nothing left to nourish the colour, which cruelly leaves its victim alive but in wracking pain. Once every 24 hours, the victim must make a successful DC 15 Fortitude save: failure indicates the victim simply crumbles into dust and dies. Likewise, a victim reduced to 0 hit points while suffering any Constitution damage from this curse crumbles into ashes. This Constitution drain cannot be cured as long as the creature remains colour-cursed.

Cure: As a curse, this effect can be removed by *remove curse*, *break enchantment*, or a similar effect, but remember that if the cure is performed in an area where the colour's presence still infuses the region, the creature must immediately save again (starting at the baseline save of DC 10) to resist becoming cursed once more.

Colour-Tainted

Any non-magical object that remains untended in a colour-blighted area for more than 24 hours automatically becomes colour-tainted. A magic item can resist becoming colour-tainted by making a successful DC 10 Fortitude save every 24 hours, but the DC of this save increases by 1 for every additional 24-hour period that passes.

A colour-tainted item functions normally, but a creature that picks up a colour-tainted item must make a successful Fortitude save (default DC 10 if the item is not magical, or the DC equals the DC at which the item failed its own Fortitude save to resist becoming colour-tainted) to resist becoming colour-cursed. It must save again each time it picks the item up, or after every 24-hour period if the item is being carried, with the save DC increasing by 1 for each successive saving throw.

Colour-tainted is a curse effect, and *remove curse*, *break enchantment*, or similar effects can remove the taint from an item.

Colour Out of Space

The colour itself, while not technically a creature, can move about at will. Treat the malevolent intelligent hue as if it had a fly speed of 40 feet (perfect) that automatically succeeds on all Fly checks. The colour itself fills a 10-foot-radius sphere, and illuminates an area with its alien radiance as a 30-foot-radius spread. Upon being exposed to this illumination or upon starting a turn within the area of this illumination, a creature must make a successful DC 15 Fortitude save to resist becoming colour-cursed. If a creature is exposed to the central 10-foot-radius nimbus that is the colour itself, this increases to a DC 20 Fortitude save. The saving throw to resist the effect increases by 1 each time a new saving throw must be made. Spending 24 hours outside of an area that is blighted by a colour-out-of-space resets the saving throw DC to its minimum.

If a colour-cursed creature ends its movement for the round within the central 10-foot-radius sphere, it automatically suffers 1d4 points of Wisdom drain if its current Wisdom is higher than 1, or 1d4 points



of Constitution drain otherwise. The cursed creature can only suffer this effect once in any single 24 hour period. As with the colour-curse, this effect cannot drain a creature to less than 1 Constitution.

A colour out of space cannot be directly harmed or attacked itself. Within an area of natural sunlight or each round the colour within *sunbeam* or *sunburst* effects, the save DC to resist the colour's curse is reduced by 5. *Wish* and *miracle* can destroy a colour out of space, and any effect that removes curse effects, if cast directly on the colour itself, has a 1% chance per caster level (maximum of 20%) of destroying the colour (if the attempt fails, the caster is automatically colour-cursed). At the GM's discretion, rare rituals to banish the color may exist, but these rituals should require unusual and dangerous ingredients and reagents.

In most cases, the safest way to "stop" a colour out of space is to retreat and wait it out, hoping for its departure.

Life Cycle

Often misunderstood, the colour is not a gas, nor a plasma organism, nor a spirit. It is in reality a hue, a tint, though one that does not appear on the normal spectrum, and as such is almost unimaginable. As a result, size and mass have no meaning for a colour. The only way it can interact with creatures of terrestrial matter is to feed on them.

The colour Out of Space has a complex life-cycle, only part of which takes place on a planet surface. The rest is unknown to earthly life and inexplicably alien in nature.

The colour arrives at its destination in the form of glass-like spheres buried inside odd plastic-like meteors. These meteors may be created by the colour itself, or perhaps the colour simply buries these spores inside a convenient substance. If a sphere is shattered prematurely, this destroys the colour inside, which is one of the few ways it can be defeated. However, if a sphere reaches maturity, it dissolves and the colour spreads, tainting nearby life-forms with its shade.

The main mass of the colour typically spreads underground, affecting plants first. Small plants like flowers or grass take on the Color's tint, while trees and larger plants manifest the hue in their blossoms or fruit. The colour's effects may cause plants of all sorts to writhe unnaturally at times.

The colour also spreads unnatural fecundity in the area: plants and animals become immensely productive. Domestic animals all become pregnant with twins or more offspring, fruit trees bear vast quantities of huge fruit (always somewhat malformed). Crops subject to this growth have a foul, bitter flavor, as does the meat of tainted animals. Only those people who live in the affected area (and thus are also tainted) can eat them without noticing the taste.

After a few months, when the native life has reached a sort of peak, the colour begins to feed actively. Typically it does this at night, perhaps because the rays of the sun harm it. It primarily feeds on animal life, causing livestock and wild beasts to collapse or deflate. Enough feeding transforms even the most vigorous animal into a gray decay. Plants are less-affected, but they too succumb to rot and ruin.

The higher the mental and spiritual status of a being, the more slowly they are affected, but also the more sustenance the colour takes from them. Intelligent life, particularly humanoids, are the perfect food for its development.

When the colour has had enough sustenance, it gathers its strength and beams itself back into space, like a sort of searchlight. Even this retreat may not be the end of its predations in the area, however: sometimes weaker strains of the colour take longer to develop, and may not be able to leave with the bulk of the color. They may remain for more seasons—even years—slowly accruing their strength and plaguing the countryside.

Dark Young

DARK YOUNG, ADOLESCENT CR 7

XP 3,200
CE Large aberration
Init +8; **Senses** all-around vision, blindsight 30 ft., darkvision 60 ft.; Perception +14
Aura unnerving susurrus (Will DC 18; 5 ft.)

DEFENSE

AC 21, touch 17, flat-footed 13 (+8 Dex, +4 natural, –1 size)
hp 60 (8d8+24); fast healing 5
Fort +9, **Ref** +11, **Will** +9
Defensive Abilities all-around vision, hollow; **Immune** acid, disease, mind-affecting effects, poison; **Resist** cold 10, fire 10; **SR** 18

OFFENSE

Speed 30 ft.
Melee 5 tentacles +10 (1d6+5 plus grab)
Space 10 ft.; **Reach** 20 ft.
Special Attacks constrict (1d6+5), powerful tentacles
Sorcerer Spells Known (CL 6th; concentration +10)
3rd (4/day)—*contagion* (DC 17)
2nd (6/day)—*detect thoughts* (DC 16), *spider climb*
1st (7/day)—*cure light wounds*, *entangle* (DC 15), *expeditious retreat*, *obscuring mist*
0 (at will)—*dancing lights*, *detect magic*, *ghost sound* (DC 14), *guidance*, *mage hand*, *message*, *touch of fatigue* (DC 14)

STATISTICS

Str 21, **Dex** 26, **Con** 16, **Int** 15, **Wis** 17, **Cha** 18
Base Atk +6; **CMB** +12 (+16 grapple); **CMD** 30
Feats Combat Expertise, Combat Reflexes, Eschew Materials, Extend Spell
Skills Knowledge (nature) +13, Profession (Yog-Sothothery philosopher) +10, Perception +14, Sense Motive +11, Stealth +17 (+25 in forests), Survival +20; **Racial Modifiers** +8 Stealth in forests
Languages Aklo, Sylvan
SQ freeze, toxic flesh

ECOLOGY

Environment any forest
Organization solitary, pair, or brood (3–10)
Treasure standard

SPECIAL ABILITIES

Hollow (Ex) An adolescent dark young's body is hollow, and as it lacks vital organs, it is immune to critical hits and precision damage (such as the additional damage dealt by sneak attacks). It is treated as a creature two size categories smaller than itself for determining the effects of high winds.
Powerful Tentacles (Ex) A dark young's tentacles are primary attacks. When a dark young grapples, it does so using only its tentacles and does not take the normal penalty for doing so.

What You See

This tree-like beast lurches forward on broad hooves. It has no face or eyes, but its oval body is ringed with gaping, whistling mouths. Long grasping tentacles wave madly from its dorsal side, slapping together like a dying fish flopping on a pile of carcasses.

Spells A dark young casts spells as a 6th-level sorcerer, and can choose spells from the druid list in addition to those from the sorcerer/wizard spell list. All of these are treated as arcane spells (and do not require divine focus components) when cast.
Toxic Flesh (Ex) A dark young's flesh is toxic if eaten.
Adolescent Dark Young Flesh—ingested; ***save*** Fort DC 17; ***frequency*** 1/round for 4 rounds; ***effect*** 1d2 Constitution damage and 1 Wisdom drain; ***cure*** 2 consecutive saves. A creature that eats dark young flesh is ten times as likely to fertilize a partner or become pregnant during intercourse for 24 hours after being affected by eating dark young flesh. All children born or sired from such couplings are Mythos satyrs, outer mutants, or other strange horrors. The save DC is Constitution-based.
Unnerving Susurrus (Su) A dark young constantly whispers and murmurs from its countless mouths. All creatures within 5 feet of a dark young must make a DC 18 Will save at the start of their turn or become distracted and unsettled by the eerie, grating sound. The first time a creature fails this save it becomes shaken for 1 round. If a creature who had the shaken condition in the previous round due to this ability fails to save against the unnerving susurrus, it instead becomes confused for 1 round. Once a creature successfully saves against this effect, it is immune to that particular dark young's unnerving susurrus for 24 hours. This is a sonic mind-affecting effect. The save DC is Charisma-based.

DARK YOUNG, ADULT CR 11

XP 12,800
CE Large aberration



Init +11; **Senses** all-around vision, blindsight 30 ft., darkvision 60 ft.; Perception +21
Aura unnerving susurrus (Will DC 22; 5 ft.)

DEFENSE

AC 25, touch 16, flat-footed 18 (+7 Dex, +9 natural, –1 size)
hp 123 (13d8+65); fast healing 10
Fort +9, **Ref** +11, **Will** +13
Defensive Abilities all-around vision, hollow; **Immune** acid, disease, mind-affecting effects, poison; **Resist** cold 20, fire 20; **SR** 22

OFFENSE

Speed 30 ft.
Melee 5 tentacles +16 (1d6+8 plus grab)
Space 10 ft.; **Reach** 20 ft.
Special Attacks constrict (1d6+8), powerful tentacles
Sorcerer Spells Known (CL 10th; concentration +16)
5th (4/day)—*tree stride*
4th (6/day)—*air walk*, *command plants* (DC 20)
3rd (7/day)—*contagion* (DC 19), *dispel magic*, *plant growth*
2nd (8/day)—*blindness/deafness* (DC 18), *darkness*, *detect thoughts* (DC 18), *spider climb*
1st (8/day)—*cure light wounds*, *entangle* (DC 17), *expeditious retreat*, *grease* (DC 17), *obscuring mist*
0 (at will)—*bleed* (DC 16), *dancing lights*, *detect magic*, *flare* (DC 16), *ghost sound* (DC 16), *guidance*, *mage hand*, *message*, *touch of fatigue* (DC 16)

STATISTICS

Str 26, **Dex** 24, **Con** 21, **Int** 15, **Wis** 21, **Cha** 22
Base Atk +9; **CMB** +18 (+24 grapple); **CMD** 34
Feats Combat Expertise, Combat Reflexes, Eschew Materials, Extend Spell, Improved Initiative, Power Attack, Quicken Spell
Skills Knowledge (nature) +18, Profession (Yog-Sothothery philosopher) +15, Perception +21, Sense Motive +18, Stealth +18 (+26 in forests), Survival +21; **Racial Modifiers** +8 Stealth in forests
Languages Aklo, Sylvan
SQ freeze, toxic flesh

ECOLOGY

Environment any forest
Organization solitary, pair, or brood (3–10)
Treasure standard

SPECIAL ABILITIES

Partly Hollow (Ex) An adult dark young is treated as a creature one size category smaller than itself for determining the effects of high winds.
Spells An adult dark young casts spells as a 10th-level sorcerer, and can choose spells from the druid list in addition to those from the sorcerer/wizard spell list. All of these spells are arcane spells (and do not require divine focus components) when cast.
Toxic Flesh (Ex) A dark young's flesh is toxic if eaten.
Adult Dark Young Flesh—ingested; ***save*** Fort DC 21; ***frequency*** 1/round for 6 rounds; ***effect*** 1d2 Constitution damage and 1 Wisdom drain; ***cure*** 2 consecutive saves. A creature that eats dark young flesh is ten times as likely to fertilize a partner or become pregnant during intercourse for 24 hours after being affected by eating dark young flesh. All children born or sired from such couplings are Mythos satyrs, outer mutants, or other strange horrors. The save DC is Constitution-based.

DARK YOUNG, MATURE CR 15

XP 51,200
CE Large aberration
Init +10; **Senses** all-around vision, blindsight 30 ft., darkvision 60 ft.; Perception +28
Aura unnerving susurrus (90 ft.; Will DC 27)

DEFENSE

AC 30, touch 15, flat-footed 24 (+6 Dex, +15 natural, –1 size)
hp 225 (18d8+144); fast healing 10
Fort +14, **Ref** +12, **Will** +18
Defensive Abilities all-around vision; **Immune** acid, disease, mind-affecting effects, poison; **Resist** cold 20, fire 20; **SR** 26

OFFENSE

Speed 30 ft.
Melee 5 tentacles +23 (1d6+10/19–20 plus grab)
Space 10 ft.; **Reach** 20 ft.
Special Attacks constrict (1d6+10), disorienting grapple, powerful tentacles
Sorcerer Spells Known (CL 13th; concentration +21)
6th (5/day)—*acid fog*, *greater dispel magic*
5th (7/day)—*nightmare* (DC 23), *tree stride*, *wall of thorns*
4th (8/day)—*air walk*, *black tentacles*, *command plants* (DC 22), *phantasmal killer* (DC 22)
3rd (8/day)—*contagion* (DC 21), *displacement*, *greater magic fang*, *plant growth*
2nd (8/day)—*barkskin*, *blindness/deafness* (DC 20), *darkness*, *detect thoughts* (DC 20), *spider climb*
1st (8/day)—*cure light wounds*, *entangle* (DC 19), *expeditious retreat*, *grease* (DC 19), *obscuring mist*
0 (at will)—*bleed* (DC 18), *dancing lights*, *detect magic*, *flare* (DC 18), *ghost sound* (DC 18), *guidance*, *mage hand*, *message*, *touch of fatigue* (DC 18)

STATISTICS

Str 31, **Dex** 22, **Con** 26, **Int** 15, **Wis** 25, **Cha** 26
Base Atk +13; **CMB** +24 (+30 grapple); **CMD** 40 (42 vs. grapple)
Feats Combat Expertise, Combat Reflexes, Eschew Materials, Extend Spell, Improved Critical (tentacles), Improved Grapple[B], Improved Initiative, Power Attack, Quicken Spell, Weapon Focus (tentacles)



Skills Knowledge (nature) +23, Profession (Yog-Sothothery philosopher) +20, Perception +28, Sense Motive +25, Stealth +23 (+31 in forests), Survival +28; **Racial Modifiers** +8 Stealth in forests

Languages Aklo, Sylvan

SQ freeze, toxic flesh

ECOLOGY

Environment any forest

Organization solitary, pair, or brood (3–10)

Treasure standard

SPECIAL ABILITIES

Disorienting Grapple (Ex) When a mature dark young grapples a creature that is smaller than itself, it tosses and juggles the creature in the air. The juggled creature still has the grappled condition during this disorienting juggling, and in fact the nature of the grappling means that any attempt to escape the grapple suffers a –4 penalty to the roll.

Spells A mature dark young casts spells as a 13th-level sorcerer, and can choose spells from the druid list in addition to those from the sorcerer/wizard spell list. All of these spells are arcane spells (and do not require divine focus components) when cast.

Toxic Flesh (Ex) A dark young's flesh is toxic if eaten.

Mature Dark Young Flesh—ingested; ***save*** Fort DC 27; ***frequency*** 1/round for 8 rounds; ***effect*** 1d2 Constitution damage and 1 Wisdom drain; ***cure*** 2 consecutive saves. A creature that eats dark young flesh is ten times as likely to fertilize a partner or become pregnant during intercourse for 24 hours after being affected by eating dark young flesh. All children born or sired from such couplings are Mythos satyrs, outer mutants, or other strange horrors. The save DC is Constitution-based.

Unnerving Susurrus (Su) A mature dark young's unnerving susurrus affects creatures at a range of 90 feet.

The dark young is a terrifying spawn either of Shub-Niggurath herself or one of her daughters. The creatures are typically nurtured somewhere outside the normal dimensions of space-time and only unleashed into the normal universe when fully adult.

A dark young can attack in any direction easily. It cannot be surprised or attacked from "behind." It attacks with numerous tentacles, grasping and constricting and crushing. It likes to throw people in the air with its tentacles, catch them, then toss them again, playing a macabre juggling act with its victims to disorient them and make it that much harder for them to break free from their clutches. Each time the victim lands, the dark young swiftly constricts and crushes them, then tosses him again.

All but the most mature dark young are found to be mostly if not entirely hollow when killed, their shells shriveling in a matter of days. Their flesh is highly poisonous when ingested, but is also a powerful aphrodisiac.

Each dark young is slightly different, much as each tree has a slightly different shape. A given specimen has 2 to 4 thick hooved legs supporting it. These tentacled horrors can grow quite large. From hoof to the tips of their tentacles they may be dozens of feet high, and usually weigh several tons. However, due to their hollowness, immature ones are strangely light and might weigh less than 1,000 pounds.



Deep Ones

What You See

This fish-frog hybrid is of roughly humanoid shape with thick scales, claws, webbed extremities, and huge gill slits. Lidless bulging eyes and lipless fang-filled jaws shape its leering face.

DEEP ONE CR 2

XP 600

CE Medium humanoid (aquatic, deep one)

Init +3; **Senses** darkvision 60 ft., low-light vision; Perception +9

DEFENSE

AC 14, touch 9, flat-footed 14 (–1 Dex, +5 natural)

hp 22 (3d8+9)

Fort +6, **Ref** +0, **Will** +6

Immune pressure damage; **Resist** cold 5

OFFENSE

Speed 20 ft., swim 40 ft.

Melee 2 claws +5 (1d4+3)

STATISTICS

Str 17, **Dex** 9, **Con** 16, **Int** 14, **Wis** 17, **Cha** 12

Base Atk +2; **CMB** +5; **CMD** 14

Feats Great Fortitude, Improved Initiative

Skills Knowledge (religion) +8, Perception +9, Stealth +5 (+9 underwater), Swim +17, Use Magic Device +7; **Racial Modifiers** +4 Stealth underwater

Languages Common, Deep One

SQ amphibious, deep one traits, fecund nature, item use

ECOLOGY

Environment any water

Organization solitary, gang (2–5), cult (6–12), or shoal (13 or more)

Treasure standard

SPECIAL ABILITIES

Deep One Traits (Ex) All creatures with the deep one subtype gain the following shared traits.

Deep Dweller (Ex) Deep ones are immune to damage from water pressure. Their bodies are capable of instantly adjusting to different water depths or even the surface with ease.

Deep One Skills (Ex) Deep ones are fanatically religious, typically in the worship of Cthulhu or one of their own transcended ancestors like Father Dagon or Mother Hydra. A deep one gains one bonus skill rank per Hit Die that must be placed in Knowledge (religion), and this skill is a class skill for all deep ones. If a creature gains deep one traits as a result of going through the change, these skill ranks are added retroactively. If the creature already possesses skill ranks in Knowledge (religion), it does not gain these additional skill ranks. In addition, Perception, Stealth, Swim, and Use Magic Device are class skills for deep ones.

Fecund Nature (Ex) A deep one can interbreed with any living vertebrate creature. Creatures born as a result of this interbreeding resemble the species of the non-deep one parent but gain the deep one hybrid template.

Immortal (Ex) A deep one does not age. Barring death from violence, disease, or misadventure, a deep one can live forever. Deep ones are immune to the effects of magical aging.

Item Use (Su) A deep one can activate spell-trigger items like staves and wands as if it were a spellcaster of the appropriate class.

Resist Cold (Ex) A deep one is unharmed by the negative effects of cold temperatures (such as those found at the bottom of oceans), and has cold resistance 5.

Senses (Ex) A deep one has darkvision 60 feet and low-light vision.

Take to the Water (Ex) A deep one has the aquatic subtype and the amphibious universal monster ability.

DEEP ONE HYBRID CR 1/2

XP 200

Deep one hybrid rogue 1

CE Medium humanoid (deep one, human)

Init +5; **Senses** low-light vision; Perception +5

DEFENSE

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

hp 12 (1d8+4)

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

Weaknesses sea longing

OFFENSE

Speed 20 ft.

Melee short sword +2 (1d6+2/19–20)

Special Attacks sneak attack +1d6

STATISTICS

Str 14, **Dex** 12, **Con** 17, **Int** 10, **Wis** 13, **Cha** 8

Base Atk +0; **CMB** +2; **CMD** 13

Feats Improved Initiative, Iron Will

Skills Bluff +3, Disguise +3, Intimidate +3, Knowledge (local) +4, Perception +5, Sense Motive +5, Sleight of Hand +5, Stealth +5, Swim +10; **Racial Modifiers** +4 Swim

Languages Common
SQ final change, hold breath, trapfinding +1

ECOLOGY

Environment any coastal
Organization solitary, pair, or mob (3–16)
Treasure NPC gear (leather armor, short sword, other treasure)

Deep ones are synonymous with H.P. Lovecraft's work and are minions of the Great Cthulhu himself. A deep one is a repulsive amphibian hybrid with a vaguely humanoid form. They sometimes shamble upon two limbs, and sometimes four. They can leap or hop as well as walk or swim with natural grace. For more detail on the culture of these aquatic creatures, see page 195.

Deep ones do not have a fixed size. When starved, they shrink to tiny size. When overfed, they can grow truly huge: 50-60 feet tall or more. The average deep one is a little larger than a human, weighing some 300 lbs., and standing around 7 feet tall if not for its normally hunched, almost crouched posture.

Deep ones are able to interbreed with any vertebrate being. The offspring look like the non-deep one parent, but over the years they gradually mutate to deep one form. Humanoids are shaped much like deep ones (two arms, two legs, etc.), so the mutation process is comparatively short for them, requiring no more than a few decades. Less humanoid creatures, such as dolphins or alligators, may take longer. Of course, the deep ones can also spawn amongst their own kind. Deep ones' offspring ultimately combine aspects of both parents.

Conquest through Breeding

To some, the deep ones' ability to breed with any creature implies they are not necessarily from the sea (or, at least, don't have to permanently be sea dwellers). It occasionally happens that a group of deep ones break away from the normal sea habitat and live in a freshwater environment, or even become wholly terrestrial for a time. They can crossbreed with elves, orcs, or even less savory creatures, and their dark culture can infest any land.

When a deep one mates with a non-deep one creature, the offspring initially appears to be a typical specimen of the non-deep one parent. Typically, such children are raised in secrecy away from society so that they can grow up and complete their change. In some cases, particularly those involving children who are orphaned at young age, deep one young





grow up with no knowledge of their true nature until the change occurs. It has happened more than once that a group of well-meaning do-gooders has swept into a port village, wiped out a band of cultists, and rescued infants and children, only for those youths to become monstrous over time and renew the cult's activities.

The change itself is gradual, taking place over the course of decades. As it progresses, the hybrid grows more and more ichthyic in feature: hair progressively falls out, eyes grow large and protrusive, webbing begins to grow between fingers or toes, scaly patches appear on the skin, or thick deep wrinkles or folds of skin manifest on the flesh. As the change progresses and the hybrid ages further, these physical changes increase. Heads change to become unnaturally elliptical in shape, lips widen and grow short fleshy tendrils or feelers along the edges, teeth grow sharp and perhaps serrated, and skin grows dry and painful when not frequently exposed to water. Those who suffer from this affliction find it increasingly painful to walk, and do so with a stumbling or shuffling gait.

Creating a Deep One Hybrid

"Deep One Hybrid" is an inherited template that can be added to any living, corporeal vertebrate creature (referred to hereafter as the base creature) that is not a deep one or a deep one scion. In the majority of cases, deep one hybrids are humans or other humanoid creatures, but dolphin and alligator hybrids are not unheard of. Deep one hybrids of other creatures (such as supernatural monsters) are possible but incredibly rare. A creature that isn't an adult does not gain any of the benefits of this template, but manifests them automatically within 1d4 weeks of achieving adulthood. Hybrids younger than this are indistinguishable from typical members of the base creature's species. (At the GM's discretion, certain magical divinations or rituals or technological procedures can reveal the truth.)

Challenge Rating: Same as the base creature.

Type: The creature gains the deep one subtype, but does not gain all deep one traits—only those mentioned below are gained by a deep one hybrid.

Senses: Deep one hybrids gain low-light vision.

Weaknesses: All deep one hybrids gain the following weakness.

Sea Longing (Ex): Every 24 hours a deep one hybrid spends in an area more than 10 miles from the sea, it must succeed at a DC 20 Will save or take 1 point of Wisdom drain.

Speed: Deep one hybrids move with a shuffling gait. Their base speed is 10 feet less than the base creature's speed, to a minimum of 10 feet.

Ability Scores: Constitution +2, Dexterity –2. Deep one hybrids are generally heartier and more solidly built than the base creature, but are slower and more awkward in their motions.

Skills: Deep one hybrids gain a +4 racial bonus to Swim checks, and Swim is a class skill for them.

Special Qualities: As base creature, plus deep one hybrids gain the following special qualities.

Final Change (Su): Within 1d4 weeks of a deep one hybrid reaching old age, it undergoes its final, painful metamorphosis and becomes a deep one scion, gaining the deep one scion template (see below). A deep one hybrid can sometimes spontaneously undergo the change long before reaching old age—death by drowning always causes the change to occur early, as can prolonged periods of insanity or exposure to eldritch energies or the presence of certain agents of the Mythos at the GM's discretion.

Hold Breath (Ex): A deep one hybrid can hold its breath 10 times longer than a human can.

DEEP ONE SCION **CR 7**

XP 3,200

Deep one scion cleric of Cthulhu 7

CE Medium humanoid (aquatic, deep one, human)

Init +2; **Senses** darkvision 60 ft., low-light vision; Perception +13

DEFENSE

AC 19, touch 9, flat-footed 19 (+4 armor, +1 deflection, –2 Dex, +6 natural)
hp 87 (7d8+52)
Fort +10, **Ref** +2, **Will** +11
Immune pressure damage; **Resist** cold 5

OFFENSE

Speed 20 ft., swim 40 ft.
Melee bite +9 (1d6+4), 2 claws +9 (1d4+4)
Special Attacks channel negative energy 5/day (DC 15, 4d6),
Cleric Spell-Like Abilities (CL 7th; concentration +13)
9/day—*touch of chaos*, *vision of madness*
Cleric Spells Prepared (CL 7th; concentration +13)
4th—*confusion*[D] (DC 20), *divine power*, *unholy blight* (DC 20),
3rd—*blindness/deafness* (DC 19), *cure serious wounds*, *dispel magic*, *rage*[D]
2nd—*bull's strength*, *cure moderate wounds* (2), *hold person* (DC 18), *spiritual weapon*, *touch of idiocy*[D]
1st—*command* (DC 17), *cure light wounds* (2), *divine favor*, *protection from law*[D], *sanctuary* (DC 17), *shield of faith*
0 (at will)—*bleed* (DC 16), *detect magic*, *mending*, *read magic*
D domain spell; **Domains** Chaos, Madness

STATISTICS

Str 18, **Dex** 6, **Con** 20, **Int** 14, **Wis** 22, **Cha** 15
Base Atk +5; **CMB** +9; **CMD** 18
Feats Combat Casting, Deep One Legacy (overwhelming bite)[B], Improved Initiative, Lightning Reflexes, Selective Channeling, Toughness
Skills Knowledge (local) +9, Knowledge (religion) +12, Perception +13, Spellcraft +12, Swim +30, Use Magic Device +12; **Racial Modifiers** +8 Swim
Languages Common, Deep One
SQ fecund nature, immortal, item use

ECOLOGY

Environment any coastal
Organization solitary, pair, or cult (3–8)
Treasure NPC gear (*+1 studded leather armor*, *amulet of natural armor +1*, *ring of protection +1*, other treasure)

When a deep one hybrid finally undergoes the change, it transforms in a painful but mercifully swift series of mutations into a deep one scion. Humanoids who undergo this change are usually indistinguishable from full-blooded deep ones, but other creatures that become deep one scions can take a wide range of unpleasant and disturbing forms.

Creating a Deep One Scion

"Deep One Scion" is an acquired template that can be added to any deep one hybrid (referred to hereafter as the base creature).

Challenge Rating: Same as the base creature +1.

Type: The creature gains the aquatic and deep one subtypes, and gains all deep one traits, as detailed above. If the base creature was a humanoid, it loses all subtypes it possessed as a humanoid, retaining only the aquatic and deep one subtypes it gains from this template (it retains all abilities granted by its previous type, such as a human's bonus feat and skill ranks).

Senses: A deep one scion has darkvision 60 feet and low-light vision.

Armor Class: A deep one scion gains a +5 natural armor bonus; this does not stack with any natural armor bonus the base creature may have. If the base creature's natural armor bonus is higher, it retains that bonus instead.

Defensive Abilities: A deep one scion is unharmed by the negative effects of cold temperatures and has cold resistance 5. It also gains the following defensive ability.

Deep Dweller (Ex): Deep one scions are immune to damage from water pressure; their bodies are capable of instantly adjusting to different water depths or even the surface with ease.

Weaknesses: A deep one scion loses the sea longing weakness it possessed as a deep one hybrid.

Speed: A deep one scion gains a swim speed of 40 feet.

Attacks: A deep one scion retains the base creature's natural attacks, and gains two claw attacks if it didn't already possess them. These claw attacks inflict damage as normal for a creature of the deep one scion's size (1d4 for Medium creatures).

Ability Scores: Strength +4, Constitution +4, Intelligence +2, Wisdom +4. A deep one scion loses



all penalties it gained from advanced age as a deep one hybrid, but retains any bonuses to ability scores it gained from advanced age.

Feats: Deep one scions gain Deep One Legacy as a bonus feat. They do not need to meet the prerequisites for this bonus feat, but if they wish to take the feat again, they must meet its minimum Constitution requirement as normal.

Skills: Deep one scions are fanatically religious, typically clinging to the worship of Cthulhu or one of their own transcended ancestors like Father Dagon or Mother Hydra. A deep one scion gains one bonus skill rank per Hit Die that must be placed in Knowledge (religion), and this skill is a class skill for all deep one scions. If the creature already possesses ranks in Knowledge (religion), it only gains additional ranks up to the maximum permitted by its hit dice or class levels. In addition, Perception, Stealth, Swim, and Use Magic Device are class skills for deep one scions. As deep one scions have a swim speed, they gain a +8 racial bonus on Swim checks (this bonus replaces the +4 racial bonus the creature possessed as a deep one hybrid).

Languages: A deep one scion learns Deep One as a bonus language.

Special Qualities: All deep one scions lose the final change and hold breath qualities they possessed as deep one hybrids. They gain the amphibious universal monster ability, as well as the following special qualities.

Fecund Nature (Ex): A deep one scion can interbreed with any living vertebrate creature. Creatures born as a result of this interbreeding are treated as the same type of creature as the non-deep one parent but gain the deep one hybrid template.

Immortal (Ex): A deep one scion does not age. Barring death from violence, disease, or misadventure, a deep one scion can live forever. Deep one scions are immune to the effects of magical aging.

Item Use (Su): A deep one scion can activate spell-trigger items like staves and wands as if it were a spellcaster of the appropriate class.

New Feat: Deep One Legacy

Your deep one DNA manifests in an unusual way, resulting in a beneficial throwback or mutation. This feat requires an exceptionally hearty constitution for your body to bear such a potent and unusual mutation—even the standard pure-blood deep one lacks the health to manifest these hideous deformities. Often, a deep one who gains class levels or has at least 4 additional Hit Dice chooses to place its ability score modifier in Constitution purely to qualify for the benefits of this feat.

Prerequisites: Con 17, deep one or deep one scion

Benefit: When you select this feat, your body swiftly and permanently deforms in a hideous but beneficial way. You gain 3 hit points, and gain one mutation from the following list. You manifest the chosen mutation immediately and permanently. All of the effects of these mutations are extraordinary abilities.

Bulging Eyes: Your eyes are large and protrusive, like those of a frog. You gain a +2 bonus on Perception checks. The range of your low-light vision doubles.

Finned Tail: You have a long, finned tail. You gain a swim speed equal to half your base speed. If you already possess a swim speed, it increases by 10 feet. If you take this, you cannot take Webbed Hands.

Loping Legs: Your legs are longer than normal. Your base speed increases by 10 feet. If you don't have legs already, you grow a pair of legs and increase your base speed by 10 feet.

Lure: A small bioluminescent lure attached to a stalk grows from the top of your head. As a move action, you can cause this lure to glow, providing illumination as a torch. If you target a creature with a charm effect in the same round that you activate your lure, the save DC for that charm effect is increased by 2. You can

activate your lure no more often than once per hour, but once activated, it stays activated until you choose to deactivate it as a move action.

Overwhelming Bite: Your face is similar to that of a shark. You gain a bite primary natural attack that inflicts damage as a creature of your size (1d6 for a Medium creature). You cannot select this mutation if you have already selected precise bite.

Precise Bite: Your face is similar to that of a barracuda. You gain a bite primary natural attack that inflicts damage as a creature of one size smaller than your size (1d4 for a Medium creature), but you threaten a critical hit on a 19–20. You cannot select this mutation if you have already selected overwhelming bite.

Primordial Armor: Your body gains thick armor plating similar to that possessed by prehistoric fish like the dunkleosteus (in most cases, your facial features and head mutate to resemble this hideous ancient fish). Your natural armor bonus increases by 2.

Talons: Your fingers have talons. You gain two claw primary natural attacks, which inflict damage as appropriate for a creature of your size (1d4 for a Medium creature). If you don't normally possess arms, you grow a pair of arms and taloned hands.

Webbed Hands: Your fingers become webbed. You gain a swim speed equal to half your base speed. If you already possess a swim speed, it increases by 10 feet. If you don't normally possess arms, you grow a pair of arms and webbed hands.

Special: You can take this feat multiple times. Each time you select it, you must choose a different mutation from the list above.

If your Constitution is ever reduced below the minimum required to maintain this feat, you lose the ability to benefit from your mutations but they remain physically a part of you. As long as your Constitution remains below 17, these unwieldy and painful deformities reduce your base speed and land speed by 10 feet and lower your Dexterity score by 2.

"Two large and protruding eyes projected from sockets in chameleon fashion, and it had a broad reptilian mouth with horny lips beneath its little nostrils. In the position of the ears were two huge gill-covers, and out of these floated a branching tree of coralline filaments, almost like the tree-like gills that very young rays and sharks possess. But the humanity of the face was not the most extraordinary thing about the creature. It was a biped; its almost globular body was poised on a tripod of two frog-like legs and a long, thick tail, and its fore limbs, which grotesquely caricatured the human hand, much as a frog's do, carried a long shaft of bone, tipped with copper. The colour of the creature was variegated; its head, hands, and legs were purple; but its skin, which hung loosely upon it, even as clothes might do, was a phosphorescent grey."

—H.G. Wells, *In the Abyss*



Denizen of Leng

What You See

This creature appears human at first glance, but has hooves instead of feet, furred legs, small horns, and an unsettlingly wide mouth.

CR 1/2

XP 200
Denizen of Leng rogue 1
CE Medium humanoid (extraplanar, human)
Init +7; **Senses** low-light vision; Perception +3

DEFENSE
AC 16, touch 13, flat-footed 13 (+3 armor, +3 Dex)
hp 11 (1d8+3)
Fort +2, **Ref** +5, **Will** –1

OFFENSE
Speed 30 ft.
Melee mwk short sword +3 (1d6+2/19–20)
Special Attacks sneak attack +1d6

STATISTICS
Str 15, **Dex** 16, **Con** 14, **Int** 13, **Wis** 8, **Cha** 8
Base Atk +0; **CMB** +2; **CMD** 15
Feats Combat Reflexes, Improved Initiative[B]
Skills Bluff +5, Climb +5, Disguise +3, Intimidate +5, Knowledge (local) +5, Perception +3, Profession (sailor) +3, Sense Motive +3, Stealth +6, Swim +5; **Racial Modifiers** +2 Bluff, +2 Intimidate
Languages Aklo, Common, Ghoul
SQ pass as human, trapfinding +1

ECOLOGY
Environment any
Organization solitary, pair, press gang (3–8) or crew (9–16)
Treasure NPC gear (studded leather, mwk short sword, other treasure)

The folk of the plateau of Leng are distant relatives of humanity, being the same size and shape and possessing the same basic abilities, and indeed able to pass for human with proper costuming. There the resemblance ends, however, for the almost-humans of Leng are morally repulsive, with dark desires and dubious inclinations. They are individually no more formidable than a normal human, have their own culture and religions, and build villages in their homeland.

More than once, the denizens of Leng have fallen under the sway of moonbeasts in the Dreamlands, serving as slaves, food, and emissaries to other more natural humanoid races (who typically would balk at dealing with moonbeasts). They are known to have waged wars against the Leng spiders.

Despite their bestial features, denizens of Leng are human-like enough to disguise themselves as true humans. To pass for full human, they must wear a hat, wrapping, or turban to cover their horns, and long pants and foot-coverings to hide their hooves and tails.

Denizen of Leng Characters

Denizens of Leng are defined by their class levels—they do not possess racial Hit Dice. Denizens of Leng have the following racial traits.

+2 Dexterity, +2 Constitution, –2 Wisdom: Denizens of Leng are agile and hearty, but tend toward madness.

Low-Light Vision: Denizens of Leng can see twice as far as humans in conditions of dim light.

Pass as Human: Denizens of Leng have hooves, small horns, and short tails, but are adept at disguising themselves as human. They do not suffer a penalty on Disguise checks when disguised as a human, and gain a +4 bonus on Disguise checks to appear as human if they spend an hour of work preparing the disguise.

Silver-Tongued: Denizens of Leng gain a +2 racial bonus on Bluff and Intimidate checks.

Swift to React: Denizens of Leng gain Improved Initiative as a bonus feat.

Languages: Denizens of Leng begin play speaking Common and Aklo. Denizens of Leng with high Intelligence can choose any language as a bonus language.

"They leaped as though they had hooves instead of feet, and seemed to wear a sort of wig or headpiece with small horns. Of other clothing they had none, but most of them were quite furry. Behind they had dwarfish tails, and when they glanced upward he saw the excessive width of their mouths. Then he knew what they were, and that they did not wear any wigs or headpieces after all."

H. P. Lovecraft,

The Dream-Quest of Unknown Kadath

". . . is the Lord of the Woods, even to . . . and the gifts of the men of Leng . . . so from the wells of night to the gulfs of space, and from the gulfs of space to the wells of night, ever the praises of Great Cthulhu, of Tsathoggua, and of Him Who is not to be Named. Ever Their praises, and abundance to the Black Goat of the Woods. Iä! Shub-Niggurath! The Goat with a Thousand Young!"

—H.P. Lovecraft, *The Whisperer in Darkness*



Dhole

What You See

This truly gigantic, miles-long worm horror with a huge engulfing mouth bursts through the world's crust with earthquake-inducing force.

CR 25

XP 1,638,400

CN Colossal magical beast

Init +3; **Senses** blindsense 6 miles, tremorsense 600 ft.; Perception +46

DEFENSE

AC 43, touch 1, flat-footed 43 (–1 Dex, +42 natural, –8 size)

hp 561 (34d10+374)

Fort +32, **Ref** +20, **Will** +22

Defensive Abilities blind, compression; **DR** 15/—; **Immune** acid, cold, fire, gaze weapons, magical control, paralysis, poison, sight-based attacks, sleep, stun; **SR** 36

OFFENSE

Speed 100 ft., burrow 100 ft.

Melee bite +46 (8d6+30/19–20 plus grab), slam +46 (8d8+30/19–20 plus grab)

Space 30 ft.; **Reach** 90 ft.

Special Attacks breath weapon, constrict (10d6+30), devastation, overwhelming strength, swallow whole (20d6 bludgeoning damage and 20d10 acid damage, AC 31, 56 hp), trample (10d8, DC 47), tremor

STATISTICS

Str 50, **Dex** 8, **Con** 32, **Int** 3, **Wis** 29, **Cha** 27

Base Atk +34; **CMB** +62 (+66 bull rush, +64 sunder); **CMD** 71 (73 vs. bull rush, 73 vs. sunder, can't be tripped)

Feats Awesome Blow, Critical Focus, Great Fortitude, Greater Bull Rush, Improved Bull Rush, Improved Critical (bite), Improved Critical (slam), Improved Great Fortitude, Improved Initiative, Improved Iron Will, Improved Lightning Reflexes, Improved Sunder, Iron Will, Lightning Reflexes, Power Attack, Staggering Critical, Vital Strike

Skills Perception +46

Languages Aklo (rarely speaks)

SQ massive

ECOLOGY

Environment any underground

Organization solitary

Treasure incidental

SPECIAL ABILITIES

Blind (Ex) A dhole is blind, and senses through its tremorsense ability and its incredible blindsense (although it generally only needs to use the latter to target its breath weapon). It is invulnerable to all sight-based effects and attacks, including gaze attacks.

Breath Weapon (Su) Once every minute, a dhole can expel a prodigious amount of thick acidic slime from its gullet. This breath weapon has a range of 6 miles, and creates an 80-foot-diameter spread of slime in its targeted area. A creature within this area must make a successful DC 38 Reflex save or take 20d10 points of acid damage. A successful save reduces the damage to 10d10. In addition, a creature within this area must succeed at a DC 38 Fortitude save or be stunned for 1d6 rounds. The slime transforms the area it coats into difficult terrain. Furthermore, all creatures in the area of effect or creatures that attempt to enter the area must succeed at a DC 29 Reflex save or be entangled by the slime. The slime's acid weakens considerably after the initial strike: each round a creature remains entangled by dhole slime, or ends its turn within the area of difficult terrain created by the slime, that creature takes 2d6 points of acid damage. Dhole slime persists for 2d6 hours and dhole lairs are typically pre-caked with the stuff. A dhole can move through dhole slime without penalty. The save DC is Constitution-based.

Devastation (Ex) As a full round action, a dhole can assault a structure, dealing 20d6+30 points of damage.

Immune to Magical Control (Ex) A dhole is immune to nearly all forms of mind control, including all *charm monster*, *suggestion*, and *dominate monster* spells. It is similarly immune to *magic jar* and possession attempts. Confusion and other mind-affecting effects that don't allow another creature to control a dhole directly work normally. Rare effects that allow a creature to manipulate the exact effects of confusion on a creature provide one of the few ways to magically control a dhole, essentially pushing it in a particular direction. Other methods, particularly those tied to strange and powerful artifacts, may work normally (GM's discretion).

Massive (Ex) Because dholes are so massive, uneven ground and other terrain features that form difficult terrain generally pose no significant hindrance to a dhole's movement, though areas of forest or settlements are considered difficult terrain to a dhole. A Huge or smaller creature can move through any square occupied by a dhole, or vice-versa. A dhole can make attacks of opportunity only against foes that are Huge or larger, and can be flanked only by Huge or larger foes. A dhole gains a bonus for being on higher ground only if its entire space is on higher ground than that of its target. It's possible for a Huge or smaller creature to climb a

dhole: this generally requires a successful DC 30 Climb check, and unlike the normal rules above about dholes and attacks of opportunity, a Small or larger creature that climbs on a dhole's body provokes an attack of opportunity from the monster (typically a slam attack).

Overwhelming Strength (Ex) A dhole always applies 1-1/2 times its Strength modifier on all natural weapon attacks.

Tremor (Ex) Each round in which a dhole uses its burrow speed to travel at least 50 feet, it affects the area through which it burrows as if by an *earthquake* spell (a dhole that moves slower than this still causes the ground to rumble, but not significantly enough to emulate an earthquake). This *earthquake* affects an area equal to the space the dhole moved through and to a 60 foot-radius around that area.

"Below him the ground was festering with gigantic dholes; and even as he looked, one reared up several hundred feet..."

—Through the Gates of the Silver Key; H. P. Lovecraft

Dholes are enormous maggot-like beings which literally hollow out entire worlds, ultimately destroying them. The inhabitants of worlds infested by dholes typically focus largely on spells and anti-dhole tactics in an effort to slow their worlds' destruction. Almost always, this effort ultimately fails, though dogged defense can often hold off a world's fate for centuries or even millennia. Truly gigantic, dholes can grow up to miles in length and weigh hundreds of thousands or millions of tons. Even the Great Old Ones think twice before meddling with these supreme worms.

Dhole reproduction follows a bizarre generation-alternation method, which is how they travel from planet to planet. When a dhole gives birth, its new larva does not appear in the material plane; instead, it emerges in the Dreamlands as a bhole hatchling. This creature lives and grows in the Dreamlands until it becomes an adult bhole. At that point, it gives birth to a cluster of larvae in the material universe, typically at the heart of a planet or in an area already infested by dholes, to assist in finishing off a world they have invaded. These offspring are dhole hatchlings.

The terrifying reality of this method of reproduction is that there is no way to prevent dholes from attacking a given world. They don't travel to it from space: they simply appear within it, at the whim of a monstrous Dreamlands creature.

Dholes can survive in the magma deep under the world and in the iron core of planets. They cool off this core as they burrow, weakening the planet and eventually causing the core to solidify. The dholes generate huge tunnels and earthquakes as they burrow, causing amazing destruction that should terrify any mortal.

Dholes in Combat

Dholes are unfazed by extreme temperatures and are not harmed by the strongest poisons or acid. They can burrow through the earth at an incredible speed, creating an environmental hazard as much as presenting a combat challenge. They prefer to spit on smaller foes from miles away or simply roll over them, reserving bites and grappling for enemies of comparable size to themselves.



Dhole Hatchling

What You See

This creature has a three-pronged mouth and a huge limbless body with gill-like slits along the sides.

CR 19

XP 204,800

CN Huge magical beast

Init +5; **Senses** tremorsense 600 ft.; Perception +32

DEFENSE

AC 34, touch 9, flat-footed 33 (+1 Dex, +25 natural, –2 size)

hp 333 (23d10+207)

Fort +24, **Ref** +16, **Will** +15

Defensive Abilities blind, compression; **DR** 5/—; **Immune** acid, cold, fire, gaze weapons, magical control, paralysis, poison, sleep, stun, vision-based attacks; **SR** 30

OFFENSE

Speed 80 ft., burrow 80 ft.

Melee bite +33 (6d6+18/19–20 plus grab), slam +33 (6d8+18/19–20 plus grab)

Space 30 ft.; **Reach** 90 ft.

Special Attacks breath weapon, overwhelming strength, constrict (6d6+18), swallow whole (12d6 bludgeoning damage and 10d6 acid damage, AC 22, 33 hp), trample (6d8, DC 33)

STATISTICS

Str 34, **Dex** 12, **Con** 28, **Int** 3, **Wis** 23, **Cha** 21

Base Atk +23; **CMB** +37 (+39 bull rush, +39 sunder); **CMD** 48 (50 vs. bull rush, 50 vs. sunder, can't be tripped)

Feats Awesome Blow, Critical Focus, Great Fortitude, Improved Bull Rush, Improved Critical (bite), Improved Critical (slam), Improved Initiative, Improved Sunder, Iron Will, Lightning Reflexes, Power Attack, Vital Strike

Skills Perception +32

Languages Aklo (rarely speaks)

ECOLOGY

Environment any underground

Organization solitary

Treasure incidental

SPECIAL ABILITIES

Blind (Ex) A dhole hatchling is blind, and senses through its tremorsense ability and its incredible blindsense (although it generally only needs to use the latter to target its breath weapon). It is invulnerable to all sight-based effects and attacks, including gaze attacks.

Breath Weapon (Su) Once every minute, a dhole hatchling can expel a prodigious amount of thick acidic slime from its gullet. This breath weapon has a range of 360 feet, and creates a 10-foot-diameter spread of slime in its targeted area. A creature within this area must make a successful DC 38 Reflex save or take 20d6 points of acid damage. In addition, a creature within this area must succeed at a DC 30 Fortitude save or be stunned for 1 round. The slime transforms the area it coats into difficult terrain. Furthermore, all creatures in the area of effect or creatures that attempt to enter the area must succeed at a DC 30 Reflex save or be entangled by the slime. The slime's acid weakens considerably after the initial strike: each round a creature remains entangled by dhole hatchling slime, or ends its turn within the area of difficult terrain created by the slime, the creature takes only 1d6 points of acid damage. Dhole hatchling slime persists for 1 hour and hatchling lairs are typically pre-caked with the stuff. A dhole hatchling can move through this slime without penalty. The save DC is Constitution-based.

Immune to Magical Control (Ex) A dhole hatchling is immune to nearly all forms of mind control, including all *charm monster*, *suggestion*, and *dominate monster* spells. It is similarly immune to *magic jar* and possession attempts. Confusion and other mind-affecting effects that don't allow another creature to control a dhole hatchling directly work normally. Rare effects that allow a creature to manipulate the exact effects of confusion on a creature provide one of the few ways to magically control a dhole hatchling, essentially pushing it in a particular direction. Other methods, particularly those tied to strange and powerful artifacts, may work normally (GM's discretion).

Overwhelming Strength (Ex) A dhole hatchling always applies 1-1/2 times its Strength modifier on all natural weapon attacks.

When a world is newly-attacked by dholes, the starting infestation consists necessarily of mere hatchings, so if these can be exterminated, the world can be saved. Once the dholes reach maturity, removing them becomes a much more difficult process.

Due to their comparatively small size, dhole hatchlings can sometimes be summoned by arcane rites, though this is dangerous, as no one wants dholes to burrow through their world. The hatchlings are only "comparatively" small: they are still 50 feet long (or more, as they grow) and weigh dozens of tons.

Like adult dholes, dhole hatchlings can burrow quickly. They are immune to heat, cold, acid, and poison. Dhole hatchlings have the same attack methods as the adults, though they are less effective due to their smaller size. They can spit the same acid glue as an adult, only in far smaller quantities. Otherwise, they bite chunks off foes, swallow smaller victims whole, or crush their enemies in their whipping, thrashing coils.





Dimensional Shambler

CR 13

XP 25,600

NE Large outsider (evil, extraplanar)

Init +10; **Senses** darkvision 60 ft.; Perception +25

DEFENSE

AC 28, touch 16, flat-footed 21 (+6 Dex, +1 dodge, +12 natural, –1 size)

hp 195 (17d10+102); regeneration 10 (special)

Fort +16, **Ref** +11, **Will** +15

Defensive Abilities impossible language; **DR** 5/ slashing; **Immune** language-dependent effects, mind-affecting effects; **SR** 24

OFFENSE

Speed 20 ft., *air walk*

Melee 2 claws +23 (2d4+7/19–20 plus grab), bite +23 (2d6+7)

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

Special Attacks dimensional travel, tenacious grappler

Spell-Like Abilities (CL 12th; concentration +17)

Constant—*air walk*

At will—*dimension door* (self only), ***dimensional travel*** (DC 26)

STATISTICS

Str 24, **Dex** 23, **Con** 22, **Int** 13, **Wis** 20, **Cha** 21



Base Atk +17; **CMB** +25 (+29 grapple); **CMD** 42

Feats Combat Casting, Combat Reflexes, Dodge, Greater Vital Strike, Improved Critical (claws), Improved Initiative, Improved Vital Strike, Mobility, Vital Strike

Skills Knowledge (arcana) +21, Knowledge (planes) +29, Perception +25, Sense Motive +25, Spellcraft +21, Stealth +22, Use Magic Device +25; **Racial Modifiers** +8 Knowledge (planes)

Languages Dimensional Shambler

ECOLOGY

Environment any

Organization solitary

Treasure none

SPECIAL ABILITIES

Dimensional Travel (Sp) A dimensional shambler can shift back and forth between the planes at will as a standard action, as if using *plane shift*. When it travels in this manner, it always arrives precisely at the location it wishes, provided it has been to that location before; otherwise it arrives on the new plane as if via *plane shift*. A dimensional shambler normally only transports itself with this ability, but it can also shift a single creature of its size or smaller that it has successfully pinned via a grapple. The creature it is attempting to bring along on the shift can resist being dimensionally shifted by making a successful DC 21 Will save. On a success, neither it nor the dimensional shambler travel, but the shambler is free to attempt again in succeeding rounds. Treat this ability as a 6th-level spell.

Impossible Language (Ex) Dimensional shamblers speak their own impossible language. No other creature can learn this language. Dimensional shamblers are immune to language-dependent effects. If a creature attempts to use *tongues* or similar magic to communicate with a dimensional shambler, the attempt to communicate automatically fails and the creature must make a successful DC 23 Will saving throw to avoid being confused for 1d4 rounds. This is a mind-affecting confusion effect. The save DC is Charisma-based.

Regeneration (Ex) A dimensional shambler's regeneration is suppressed when it is unable to use teleport effects, such as when under the effects of *dimensional lock* or in the area of a *forbiddance* or *antimagic field*.

Tenacious Grappler (Ex) A dimensional shambler never gains the grappled condition when it successfully grapples a foe, and it gains a +4 bonus on all attempts to pin a foe that it is grappling.

The multiverse is made up of millions of planes of existence, all of which co-exist at all times. Between the planes, beyond even the astral plane, is the Nothing: a true emptiness. The interstices are simply barren—a

Sandy's Notes

DESCRIBING A DIMENSIONAL SHAMBLER

A dimensional shambler is a twisted parody of a creature. As it moves, it passes through intermediate dimensions and may seem to be shifting or jumping from position to position, sort of like a real-life version of Picasso's *Nude Descending a Staircase* or a stop-motion image. The effect is profoundly unsettling and might cause nausea or induce headaches.

What You See

This twisted, nearly featureless humanoid has a loose-hanging hide and an insect-like head. It has four limbs, but the joints twist in every direction as the creature's form flickers in and out of visibility. A cold sensation like the brush of the wind covers your body, even beneath your clothes as this entity brings a new type of sensation from an alien universe.

negation of all energy, light, and life, with few but terrifying exceptions.

The origin of the beings now known as dimensional shamblers is largely unknown. They could not possibly have emanated from the Nothing between the dimensions, but wherever they started, they have now taken up the Nothing as their undisputed home.

The shamblers are able to move from the timeless, vacant Nothing to other dimensions with ease. More terrifyingly, they can abduct individuals from those other dimensions, carrying them back to the Nothing or to other dimensions.

Physiology

Dimensional shamblers have bizarre, twisted, only vaguely humanoid forms, with smooth, semi-blank heads, and massive grasping claws. While they can kill with their claws, they have far more terrifying abilities at their command.

First is their terrifying ability to appear almost anywhere—inside a magically-warded space, for instance. No spell and no wall can guard against them if they wish to emerge and it is nearly impossible to stop them. The only way to keep them out is to set up a magical ward too small for one to emerge inside.

When a shambler attacks, quite often it grasps the victim with its claws, then fades back into the Nothing, carrying the victim with it. But there is purpose to this attack. The shambler typically takes the victim across the Nothing to another, alien reality. This is potentially far more dangerous than anything the shambler could do on its own, particularly if the victim's companions don't know the shambler took their friend.

Ecology

The shamblers feed by kidnapping hapless individuals, and abandoning them in other universes. When a victim is pulled into the Nothing, the event produces a nearly-invisible astral trail that reaches back to the origin universe. When the shambler hurls the victim into a different plane, that astral trail now links the two realities and sets up an energy differential between the two. One of the two universes is typically more magical or energetic than the other, and this energy starts traveling along the astral trail. The shamblers feed off this energy, and this is how they survive.

Shamblers typically do not pick universes that are too immediately dangerous to deposit their victims because they want them to survive for at least a few hours (though if the victim goes mad in this other universe, that's fine with the shambler). The astral trail dissipates if the victim dies or assimilates to this new.



Elder Thing

What You See

This creature resembles an echinoderm with arm-like tentacles that spring from its mid-section, a star-shaped head, tube-veined wings, a ridged barrel-like body, and thick webbed tentacles emerging from its base. A piping or whistling, like an eerie giggling, erupts as its five eyes curve on their stalks to gaze at you.

CR 14

XP 38,400

LN Medium aberration (aquatic)

Init +8; **Senses** darkvision 60 ft., see in darkness; Perception +24

DEFENSE

AC 29, touch 14, flat-footed 25 (+4 Dex, +15 natural)

hp 200 (16d8+128)

Fort +15, **Ref** +11, **Will** +17

DR 10/piercing, **Immune** cold; **Resist** fire 10

OFFENSE

Speed 30 ft., fly 120 ft. (average), swim 40 ft.

Melee 5 arms +12 (1d4+2), 5 tentacles +17 (1d6+5 plus grab)

Special Attacks constrict (1d6+5)

Sorcerer Spells Known (CL 12nd; concentration +17)

6th (3)—*chain lightning* (DC 21)

5th (6)—*major creation*, *telekinesis*

4th (7)—*black tentacles*, *confusion* (DC 19), *phantasmal killer* (DC 19)

3rd (7)—*dispel magic*, *ray of exhaustion* (DC 18), *suggestion* (DC 18), *tongues*

2nd (7)—*blindness/deafness* (DC 17), *detect thoughts* (DC 17), *make whole*, *mirror image*, *web* (DC 17)

1st (8)—*charm person* (DC 16), *identify*, *mage armor*, *obscuring mist*, *unseen servant*

0 (at will)—*acid splash*, *arcane mark*, *bleed* (DC 15), *detect magic*, *ghost sound* (DC 15), *mage hand*, *message*, *open/close*, *prestidigitation*

STATISTICS

Str 21, **Dex** 18, **Con** 27, **Int** 28, **Wis** 20, **Cha** 21

Base Atk +12; **CMB** +17; **CMD** 31

Feats Combat Casting, Craft Wondrous Item, Eschew Materials, Extend Spell, Great Fortitude, Improved Initiative, Iron Will, Lightning Reflexes

Skills Disable Device +20, Fly +23, Heal +21, Knowledge (arcana) +28, Knowledge (engineering) +28, Knowledge (geography) +28, Knowledge (history) +28, Knowledge (nature) +28, Knowledge (any other) +28 or Profession (Yog-Sothothery philosopher) +24, Perception +24, Spellcraft +28, Swim +32, Use Magic Device +21

Languages Elder Thing, Mi-Go, Yithian

SQ amphibious, hibernation, limited starflight, no breath, tentacles, scientific mind

ECOLOGY

Environment any

Organization solitary, pair, pod (3–8), or expedition (9–16)

Treasure standard

SPECIAL ABILITIES

Arms (Ex) An elder thing's arms are secondary attacks that deal bludgeoning damage.

Hibernation (Ex) An elder thing can enter a state of hibernation at will. Doing so takes 1 minute. While in this state, it can take no actions and is effectively helpless, as if it were in a deep sleep. An elder thing can remain in hibernation for as long as it wishes: while in this state, it does not need to eat or drink, nor does it age. Time effectively stands still for a hibernating elder thing. If it is jostled or damaged while hibernating, an elder thing can attempt a DC 20 Will save. If it succeeds, it awakens in 2d4 rounds. Otherwise, it takes 1d4 days to awaken from hibernation. An elder thing can set the length of its hibernation when it first enters this state, so that it can awaken after a set amount of time has passed. When awakening at a set time in this manner, an elder thing needs only 1d3 rounds to rouse itself, with no Will saving throw necessary.

Limited Starflight (Ex) An elder thing can survive in the void of outer space, and its wings allow it to use its fly speed in that environment despite the lack of air. Unlike creatures with full starflight, an elder thing's ability to fly in outer space does not allow it to reach unusually high speeds. If it wishes to travel from one planet to another, it typically calculates the distance and then hibernates for the majority of the journey, relying on its momentum and inertia to carry it to its destination while it slumbers along the way.

Scientific Mind (Ex) All knowledge skills are class skills for an elder thing.

Spells Elder things cast spells as 12th-level sorcerers.

Tentacles (Ex) An elder thing's tentacles are primary attacks that deal bludgeoning damage.

The elder things, also known as old ones, came to the world over a billion years ago . They stand a little over 2 meters tall. They have pentameric symmetry, where almost every aspect of their being manifests in fives. Their barrel-shaped bodies have five prominent ridges. They have five folding wings which they can pull into large crevices in their bodies. They have five powerfully-muscled tentacle-shaped legs ending in flippers and five crinoid-like arms that divide into five tentacles, each of which in turn subdivides again into five more delicate tendrils. This produces a total of 125 manipulatable tendrils. An elder thing's puffy, star-shaped head has eyes emerging from the tips of each "petal" as well as proboscises with toothed mouths that protrude from the inside angles. The heads are also covered with prismatic cilia, sensory organs that enable them to sense objects, temperature, movement, etc., all without light or air.

Ecology

A highly adaptable alien species, elder things can live under water, dwell on land, or fly through the air. They can even travel in outer space. From head to foot they typically are 7-8 feet in height, and usually weigh a few hundred pounds.

To human eyes, they resemble echinoderms with radial symmetry. They also have a massive five-lobed brain deep in their torso, each lobe of which is concerned with a different aspect of reality. Despite their weird appearance and incredible hardiness, they are composed of normal, terrestrial matter. Their bodies are tough, able to withstand the pressure of the deepest ocean, or the vacuum of space. They can live for tens of thousands of years, and can hibernate for even longer eras. Few die, except by violence.

They reproduce with spores, but are only interested in increasing their numbers when colonizing new regions. They can feed on both organic and some inorganic substances, but are preferentially carnivorous.

Technology

The elder things are masters of both magic and technology. One of their brain lobes is devoted to magic, a second to technology, and a third to the biological arts and sciences. Each of these lobes is larger than a human brain and gives the elder thing massive potential in its assigned area. Elder things do not normally rely on high technology in





"Six feet end to end, three and five-tenths feet central diameter, tapering to one foot at each end. Like a barrel with five bulging ridges in place of staves. Lateral breakages, as of thinnish stalks, are at equator in middle of these ridges. In furrows between ridges are curious growths – combs or wings that fold up and spread out like fans. . . which gives almost seven-foot wing spread. Arrangement reminds one of certain monsters of primal myth, especially fabled Elder Things in [the] Necronomicon."

–H.P. Lovecraft, *At the Mountains of Madness*

their everyday lives, as their natural flexibility and ability to fly, swim, travel through space, and crawl rapidly mean they don't need mechanical transportation or medical appliances.

Thanks to the massive lobe of their brain devoted to the biological arts and sciences, elder things are highly skilled at biological engineering and have synthesized many life-forms. The dread shoggoths themselves originated with elder thing science.

Society

Because the elder things reproduce through spores, and then only occasionally and circumstantially, they have no biological basis for families or romance. They live together with other like-minded elder things as "groups" in large dwellings. All items are kept in the center of their huge rooms, with all the wall spaces free for decorations. Though they can freely move and perceive in complete darkness, they prefer electro-chemical lighting. They have some basic furniture, particularly favoring book racks and display cases, though they rest and sleep upright with folded tentacles.

Their writing system is a series of raised or depressed dots, though they can also reproduce it with simple black and white patterns.

Elder thing communities engage in commerce with other such communities or other organisms of similar advancement (the fungi from Yuggoth, Yithians, or starspawn for instance). Mere humanoids typically have little to offer them. They use small flat stone counters, five-pointed and inscribed, for money. Elder things must eat, so they maintain farms, as well as land and undersea ranches, and conduct other agricultural activities. They are known to keep dinosaurs, whales, and other prehistoric creatures. Typically, elder things live in their cities, while agricultural experts among them fly out to their lands to tend crops and domestic animals. The incredible speed of this flight means they don't have to stay on their farms all the time. Long ago, they used shoggoths to protect their farms and work as beasts of burden, and in more recent times they have taken to taming other monsters for this purpose.

Use of the shoggoths is a dangerous proposition for the elder things. Periodically, the enslaved shoggoths rise up, and usually when this happens, they wipe out much of local elder thing society. While the elder things are able to re-tame and control shoggoths with their magical, technological, and scientific prowess, they are always aware of the danger these creatures represent.

Eremite Symbiont

CR 10

XP 9,600
CE Large aberration
Init +9; **Senses** darkvision 60 ft., low-light vision; Perception +20

DEFENSE

AC 25, touch 15, flat-footed 19 (+4 armor, +5 Dex, +1 dodge, +6 natural, –1 size)
hp 126 (12d8+72); fast healing 5
Fort +10, **Ref** +9, **Will** +15
Defensive Abilities resurrection link, share health; **Immune** disease, mind-affecting effects, poison; **Resist** acid 10, electricity 10; **SR** 21

OFFENSE

Speed 40 ft., fly 70 ft. (average)
Melee bite +18 (2d6+10 plus grab), 2 claws +18 (1d8+10)
Space 10 ft.; **Reach** 10 ft.
Special Attacks consume

STATISTICS

Str 26, **Dex** 21, **Con** 22, **Int** 9, **Wis** 20, **Cha** 17
Base Atk +9; **CMB** +18 (+22 grapple); **CMD** 34
Feats Dodge, Improved Initiative, Iron Will, Mobility, Power Attack, Vital Strike
Skills Fly +18, Knowledge (arcana) +14, Perception +20
Languages Aklo, Common; symbiotic telepathy
SQ symbiotic link

ECOLOGY

Environment any
Organization solitary
Treasure none

SPECIAL ABILITIES

Consume (Ex) If an eremite symbiont begins its turn grappling a foe, it can make a bite attack against that foe as a swift action and applies 1.5 times its Strength modifier to damage inflicted with a successful bite.

Resurrection Link (Su) If an eremite symbiont or its bonded wizard is slain, the slain creature is immediately restored to life. This causes the living member of the bond to transfer half its current hit points to the creature that was restored to life. (For example, if a symbiont is slain while its attached wizard still has 50 hit points, the symbiont is restored to life with 25 hit points and the wizard's hit point total is reduced to 25 hit points.) If the hit point total is not an even number, the donor retains the additional hit point when they are halved. If both symbiont and wizard are slain simultaneously by a single source of damage, then both die. If a symbiont or wizard is slain when the other half possesses only one hit point, both die.

Share Health (Su) As an immediate action, an eremite symbiont or its linked wizard can transfer up to half its current hit points to the other creature.

What You See

A horrific melding, the creature looks at first glance like a human riding a great winged monster, but the two parts are attached by a grotesque fleshy tube. The monster has a gigantic gaping mouth but no head, curved wings, and only a rudimentary body, tapering off into a thick prehensile tail.

Symbiotic Link (Ex) An eremite symbiont can be attached to a wizard via a symbiotic link. The ritual to bond an eremite symbiont to a wizard is long, complex, and vile, and once completed cannot be reversed save for on the death of both symbiont and wizard. The wizard must be of a size category at least one step lower than the eremite symbiont (Medium or smaller for the typical symbiont). Once attached, the wizard is considered to share the eremite symbiont's space, as if the wizard were mounted on the symbiont, yet it cannot be removed or forced apart from the symbiont save for by killing both creatures. The wizard loses all movement speeds when it becomes symbiotically attached. When an eremite symbiont is attached to an 11th- or higher-level wizard, it gains fast healing 5, a +4 armor bonus to its armor class (this is a force effect) and a +2 enhancement bonus to attack rolls and damage rolls with its natural attacks. The wizard to which it is attached gains a +4 armor bonus to his AC (this is a force effect), immunity to disease and poison, and spell resistance equal to the eremite symbiont's spell resistance. Both symbiont and wizard gain the benefits of the resurrection link and share health abilities. The symbiont and wizard can communicate telepathically. Any spell effect that targets a either the wizard or the symbiont automatically targets both creatures in this symbiotic link. If a spell effect allows a saving throw to resist or negate the effect, both the wizard and the symbiont can attempt a saving throw—only one need make the save successfully to resist or negate the effect. An effect that must penetrate spell resistance must penetrate the spell resistance of both the symbiont



and the wizard to affect the dualistic creature. Melee and ranged attacks target the wizard and the symbiont separately. Only extremely powerful magic, such as a ***wish*** or ***miracle*** spell, or a similarly powerful ritual can separate a symbiont from its eremite once bonded, at least if the intention is for both to continue living.

Eremite (Mythos Wizard)

Eremites are maimed, diabolic, surreal entities formed when a highly-powerful magician gets too involved with a Great Old One such as Tsathoggua. The resulting transformation is often horrendous, but by the time it takes place, the magician is generally so insane he readily acquiesces to the change. The eremite itself is of course human-sized, and its symbiont steed is comparable in size to a horse, perhaps a little larger.

Any mortal being can be transformed into an eremite, gaining various powers and characteristics. The symbiont presented here is based on a griffon, but numerous variations, based on other creatures, exist.

To become an eremite, a mortal wizard is restrained and their flesh carved with never-healing runes of power. They are then forced into a permanent parasitic relationship with a mutant creature of some kind. Typically, both entities are enhanced by this connection. The eremite's "monster part" derives much of its nourishment from tapping into the human portion, but not all.

All eremites are powerful magic users, and their demonic-looking symbionts are fearful monsters as well, often bred specifically for the purpose of joining with an eremite (so these steeds are not necessarily encountered on their own). The symbiont can vary, but it is common for it to be something winged or otherwise capable of fast movement. Typically, the symbiont is aggressive and carnivorous. The wizard's knowledge of the waking world is useful in finding victims to sustain the symbiont.

EREMITE WIZARD **CR 10**

XP 9,600

Male old human conjurer 11

CE Medium humanoid (human)

Init +4; **Senses** Perception +13

DEFENSE

AC 14, touch 10, flat-footed 14

hp 85 (11d6+44)

Fort +5, **Ref** +5, **Will** +9

Defensive Abilities resurrection link, share health; **Immune** disease, poison; **SR** 21

OFFENSE

Speed (see symbiotic link under eremite symbiont)

Melee *+1 spell storing dagger* +4 (1d4–1/19–20)

Arcane School Spell-Like Abilities (CL 11th; concentration +16)

At will—*dimensional steps* (330 feet/day)

8/day—*acid dart* (1d6+5 acid)

Conjurer Spells Prepared (CL 11th; concentration +16)

6th—*acid fog*, *summon monster VI*

5th—*feeblemind* (2, DC 21), *summon monster V*, *telekinesis*

4th—*black tentacles*, *confusion* (2, DC 20), *dimension door*, *summon monster IV*

3rd—*dispel magic* (2), *haste*, *hold person* (DC 19), *stinking cloud* (DC 19), *summon monster III*

2nd—*blindness/deafness* (2, DC 17), *detect thoughts* (DC 17), *summon swarm*, *web* (DC 18), *web* (DC 18)

1st—*charm person* (DC 17), *grease* (DC 17), *obscuring mist*, *ray of enfeeblement* (2, DC 16), *shield*, *summon monster I*

0 (at will)—*bleed* (DC 15), *detect magic*, *mage hand*, *touch of fatigue* (DC 15)

Opposition Schools Evocation, Illusion

STATISTICS

Str 7, **Dex** 10, **Con** 14, **Int** 20, **Wis** 14, **Cha** 10

Base Atk +5; **CMB** +3; **CMD** 13

Feats Combat Casting, Combat Expertise, Craft Magic Arms and Armor, Craft Wand, Improved Initiative, Lightning Reflexes, Scribe Scroll, Spell Focus (conjuration), Spell Focus (enchantment), Toughness

Skills Intimidate +11, Knowledge (arcana) +19, Knowledge (history) +19, Knowledge (planes) +19, Knowledge (religion) +19, Perception +13, Spellcraft +19, Use Magic Device +11

Languages Aklo, Common, Deep One, Elder Thing, Mi-go; symbiotic telepathy

SQ arcane bond (*+1 spell storing dagger*), summoner's charm (5 rounds), symbiotic link

ECOLOGY

Environment any
Organization solitary
Treasure NPC gear (*+1 spell-storing dagger* [contains *hold person*], *headband of vast intelligence +2* [Use Magic Device], *wand of vampiric touch* [50 charges], other treasure)



"Could it be possible that here lay the mortal relics of half the titan thinkers of all the ages; snatched by supreme ghouls from crypts where the world thought them safe, and subject to the beck and call of madmen who sought to drain their knowledge for some still wilder end whose ultimate effect would concern, as poor Charles had hinted in his frantic note, "all civilisation, all natural law, perhaps even the fate of the solar system and the universe"?"

—H.P. Lovecraft

The Case of Charles Dexter Ward



Fire Vampire

CR 9

XP 6,400
CE Large ooze (fire)
Init +10; **Senses** see in darkness; Perception +16

DEFENSE

AC 24, touch 20, flat-footed 13 (+10 Dex, +1 dodge, +4 natural, –1 size)
hp 115 (11d8+66)
Fort +11, **Ref** +13, **Will** +8
Defensive Abilities all-around vision; **DR** 10/magic and bludgeoning; **Immune** disease, fire, ooze traits; **Resist** acid 20, electricity 20
Weaknesses susceptible to water, vulnerable to cold



OFFENSE

Speed fly 50 ft. (perfect)
Melee slam +17 (2d6+15 plus 2d6 fire and burn)
Space 10 ft.; **Reach** 10 ft.
Special Attacks burn (2d6 fire, DC 21), create spawn, fire motes, vampiric flame
Spell-Like Abilities (CL 8th; concentration +13)
At will— *heat metal* (DC 17), *invisibility*, *scorching ray*

STATISTICS

Str 31, **Dex** 30, **Con** 22, **Int** 15, **Wis** 20, **Cha** 21
Base Atk +8; **CMB** +19; **CMD** 40
Feats Combat Casting, Combat Reflexes, Dodge, Flyby Attack, Great Fortitude, Mobility
Skills Fly +30, Knowledge (arcana) +13, Perception +16, Stealth +17
Languages Aklo
SQ no breath

ECOLOGY

Environment any (outer space)
Organization solitary, pair, or combustion (3–8)
Treasure incidental

SPECIAL ABILITIES

Create Spawn (Su) If a creature dies after having suffered from enough Intelligence, Wisdom, or Charisma damage from the fire vampire's vampiric flame ability to be knocked unconscious, it bursts into flame, leaving behind nothing but a fine ash. From this burst of flame emerges a new fire vampire, albeit one with only 1 hit point. Natural rest and magical healing can restore this new fire vampire to its maximum hit points (115 hp for a typical fire vampire), but most fire vampires instead use their vampiric flame ability to heal this damage more swiftly.

Fire Motes (Su) As a standard action, a fire vampire can create a pinpoint of flame at any point in line of sight within 120 feet. Once created, the fire vampire can maintain a fire mote indefinitely and may direct its movement as a free action on its turn—a fire mote has a fly speed of 30 feet (perfect), is Fine sized, and has an AC of 18 (+8 size). A fire vampire can maintain a number of motes equal to its Charisma modifier simultaneously (5 for the standard fire vampire). Once created, a fire vampire can see and hear through the fire mote, and can make +13 touch attacks with them (this includes the fire vampire's Charisma modifier) that inflict 1d6 points of fire damage plus burn on a hit. A fire mote is immune to most forms of damage, but is destroyed if it takes any

cold damage or is subjected to water or any blast of wind of severe strength or greater (such as that created by a *gust of wind*). It is also destroyed if it travels farther than 120 feet from its creator. Creating a fire mote or directing its movement or attack does not cause an invisible fire vampire to become visible.

Susceptible to Water (Ex) Water damages a fire vampire in a manner similar to how acid damages a human's flesh: a single vial of any sort of water inflicts 1d6 points of damage to a fire vampire, while total immersion inflicts 10d6 points per round.

Vampiric Flame (Su) Whenever a fire vampire inflicts fire damage on a creature via its slam, burn, or fire motes, the creature must make a successful DC 20 Will save or take 1d4 points of damage to a mental ability score (Intelligence, Wisdom, or Charisma). The score damaged depends on the creature's abilities. For a spellcasting creature, this damage applies to whatever ability score governs its spellcasting ability: if a creature uses multiple mental ability scores for spellcasting, the damage applies to one of its spellcasting ability scores chosen at random. A non-spellcasting creature suffers damage to its Charisma. Each time this occurs, the fire vampire heals 5 hit points of damage. This is a mind-affecting effect. The save DC Is Charisma-based.

Fire Vampires are intelligent gas or plasma creatures originally from near the star Fomalhaut. They can be summoned or easily travel elsewhere.

When these creatures manifest, they are entities of living flame. A sort of ever-dissolving, ever-reforming internal structure is visible, but the burning never ceases. They can manifest in different sizes, ranging from small hand-sized flares to enormous bonfire-like horrors (the standard preference for a typical fire vampire). Weight does not have a real meaning for these beings, which can float in the air or through space. In theory, if one were to collect the plasma from which they are formed, it would have weight, albeit a small one of at most a few pounds.

Over many years, fire vampires grow and become more formidable. The huge entities known as Fthaggua and Cthugha could simply be the result of fire vampires which have survived for long eons of time and thus become immense in power, intellect, and size.

What You See

This huge flaming form is always burning and falling apart, yet never consumed. A face-like structure constantly forms and vanishes within the flames.

Nonmagical weapons do little harm to fire vampires. Water can damage them, as can buckets of sand or the use of other anti-flame techniques. Counter-intuitively, simply depriving them of air does not stop their burning, however, and they can survive in space. Particularly old and clever fire vampires often take levels in spellcasting classes.





Flying Polyp

What You See

This huge tentacled entity is not shapeless so much as its shape is not entirely visible. Parts of it vanish and reappear as it moves: its eyes, mouths, and tendrils flash in and out of sight. A great sweeping whistle penetrates your ears, blocking out all other noises for a moment.

CR 14

XP 38,400

CE Huge aberration (air)

Init +6; **Senses** darkvision 60 ft.; **Perception** +26

Aura frightful presence (90 ft., DC 24)

DEFENSE

AC 29, touch 16, flat-footed 26 (+5 deflection, +2 Dex, +1 dodge, +13 natural, –2 size)

hp 207 (18d8+126)

Fort +13, **Ref** +12, **Will** +16

Defensive Abilities amorphous, deflecting winds, partial existence, shared mind; **DR** 10/magic and slashing; **Immune** acid, cold, sonic; **SR** 25

Weaknesses vulnerable to electricity

OFFENSE

Speed 30 ft., fly 60 ft. (perfect)

Melee 4 tentacles +21 (1d8+9/19–20 plus grab)

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

Special Attacks constrict (1d8+9), sucking wind, wind blast

Spell-Like Abilities (CL 14th; concentration +19)

At will—*gust of wind* (DC 17), *whispering wind*, *wind walk*

3/day—*control winds* (DC 20), *wind wall*

1/day—*control weather*, *whirlwind* (DC 23)

STATISTICS

Str 28, **Dex** 15, **Con** 24, **Int** 19, **Wis** 20, **Cha** 21

Base Atk +13; **CMB** +24 (+28 grapple); **CMD** 42 (can't be tripped)

Feats Combat Reflexes, Dodge, Flyby Attack, Improved Critical (tentacle), Improved Initiative, Mobility, Power Attack, Vital Strike, Weapon Focus (tentacle)

Skills Fly +27, Knowledge (engineering) +22, Knowledge (history) +22, Knowledge (nature) +22, Profession (Yog-Sothothery philosopher) +25, Perception +26, Stealth +15, Use Magic Device +23

Languages Aklo, Yithian

SQ cooperative weather control, multi-dimensional duplicates

ECOLOGY

Environment any

Organization solitary, pair, or storm (3–10)

Treasure standard

SPECIAL ABILITIES

Cooperative Weather Control (Su) Multiple flying polyps (not merely multiple bodies, but multiple minds) can pool their efforts when casting *control weather*. Each additional flying polyp who casts *control weather* in this way extends the area of effect of the *control weather* spell-like ability by a factor of one. Thus, two flying polyps working together double the area of effect, while three can triple it, four can quadruple it, and so on.

Deflecting Winds (Su) A flying polyp's mastery over air and wind allows it to surround itself with blasts of precisely aimed gusts, granting the creature a +5 deflection bonus to its Armor Class and a +4 resistance bonus on Reflex saving throws.

Multi-Dimensional Duplicates (Su) A flying polyp exists in multiple separate bodies, each of which acts independently, but all are part of the same creature. A flying polyp can have up to eight separate bodies at one time, but at no time can any two of these bodies be more than a mile apart. Each body functions physically as a separate creature capable of taking its own actions, so combat against a flying polyp is treated as combat against multiple creatures. If a flying polyp's body is slain or destroyed, it takes a full year for it to grow a replacement. Only if all eight bodies are slain within a year can a flying polyp truly be destroyed. A full group of 8 flying polyps is thus a CR 20 encounter (consisting, in effect, of 8 CR 14 individuals). Roll 1d8 (or simply choose a number appropriate to the desired challenge) to determine how many active bodies a particular flying polyp has when it is encountered.

Partial Existence (Su) A flying polyp's body constantly flickers and shifts, passing from visibility to invisibility and shifting from reality to elsewhere in a seemingly random pattern and often not wholly at once. This effect, combined with the flying polyp's amorphous and elastic form, makes it difficult to target the creature, granting it a 30% miss chance against all attacks. By concentrating (standard action at will), a flying polyp can become fully invisible. *True seeing* and *see invisibility* allow the viewer to see all of a polyp's currently extant body parts, but does not help to target portions of the polyp's body that do not currently exist. Under such circumstances, attacks against the flying polyp by such a character suffer only

a 15% miss chance rather than the normal 30% miss chance.

Shared Mind (Ex) A flying polyp does not share the senses of each of its bodies, but it does share a singular mind. A flying polyp possesses telepathy with its other bodies. When a flying polyp is subjected to a mind-affecting effect that allows a saving throw, it rolls a number of times equal to the number of bodies it has and takes the highest result. If a mind-affecting effect would normally affect more than one of the flying polyps, only one of the polyps needs to make a successful save for all of the polyps to save. Although the flying polyp shares a single mind, it can "compartmentalize" minds reflexively, so if one of its bodies is affected by a mind-affecting effect, the others are not affected by the same effect unless they are targeted by the effect..

Sucking Wind (Su) This attack allows the flying polyp to send an eerie wind out to slow and eventually stop a creature's escape. The wind itself isn't particularly strong, but it creates a peculiar sucking sensation as if it were attempting to pull creatures back toward the flying polyp. Activating this ability is a full-round action, and the polyp must concentrate each round to maintain the effect. The sucking wind manifests as a 100-foot-radius spread, with the flying polyp at the center. Each round the polyp maintains concentration, the sucking wind's radius increases by 100 feet, to a maximum radius of a mile. A flying polyp can detect creatures within this area via tremorsense. As a free action, it can increase the effects of the sucking wind on up to five different creatures within the area at one time. Each targeted creature must succeed at a DC 26 Fortitude save each round it remains in the area of the sucking wind or be slowed until it leaves the area. A creature already under the effects of any slowing effect (such as from this sucking wind or a *slow* spell) that fails this save is held in place for 1 round. While held, the creature is not helpless, but it cannot move by any means. *Freedom of movement* protects against the effects of the sucking wind, and *control winds* (cast by the PCs, not the polyp) negates its effects in the area of effect of the *control winds* spell. Natural windstorms or other powerful winds have no effect on a sucking wind. A flying polyp can activate a sucking wind once per day, and can maintain concentration on the effect for up to an hour. The save DC is Constitution-based.

Wind Blast (Su) Once every 1d4 rounds as a standard action, a flying polyp can create a powerful blast of wind at a range of up to 120 feet. This blast of wind creates a sudden explosion of flesh-scouring wind in a 30-foot-radius burst. All creatures within this area take 14d6 points of bludgeoning damage, with a successful DC 26 Reflex save halving the damage. In addition, these winds blow away creatures as if they were tornado-strength winds. The save DC is Constitution-based.





Flying polyps are one of the most terrifying species Lovecraft created, with a history to back up their reputation. They are genius-level predators with terrifying abilities.

A single polyp is a terrifying threat: a creature with multiple bodies, each shifting in and out of existence. While it has in theory a size and weight, this is difficult to measure because it keeps moving in and out of our dimension and does not seem to be affected by gravity as are beings of normal matter. When grouped together, the mock-flesh of a single polyp body is at least 16 feet across. When killed, the remaining flesh usually weighs a few thousand pounds at least.

Ecology

Flying polyps don't obey known physical laws. They shift in and out of mortal reality, and at any given time much of their existence is on other planes of existence (though they feed on creatures on the material plane). With their polypous, gestalt nature, the various parts of their form in our dimension don't even need to be adjacent, which may help explain how they can emanate winds which pull a target back toward them, rather than push a target away. Typically, a hungry polyp emits a strange sucking wind to hamper a target while at the same time flying forward at top speed. By concentration and focus, a flying polyp can become totally invisible, and anyone trying to strike at the polyp must be guided by other senses—typically sound, as flying polyps emit a continual piping noise.

Damage from a polyp's tentacles looks like desiccated tissue, almost like a mummified patch of flesh.

History

When the flying polyps first arrived from space, they occupied four different worlds. They built cities of basalt with high windowless towers and fed horribly on the native life. They were eventually defeated in war with the great race of Yith and forced underground.

The ingresses to flying polyp habitats are typically old ruins, within which are huge pits sealed with stone. The polyps live deep below these pits, waiting and deadly.

"...the basis of the fear was a horrible elder race of half-polypous, utterly alien entities which had come through space from immeasurably distant universes and had dominated the earth and three other solar planets about 600 million years ago."

—H.P. Lovecraft, *The Shadow Out Of Time*

Formless Spawn

CR 8

XP 4,800

CE Huge ooze

Init +9; **Senses** blindsight 120 ft., tremorsense 240 ft.; Perception +11

DEFENSE

AC 22, touch 22, flat-footed 13 (+5 deflection, +9 Dex, –2 size)

hp 105 (10d8+60); fast healing 10

Fort +9, **Ref** +12, **Will** +4

Defensive Abilities all-around vision, **DR** 10/—; **Immune** acid, ooze traits; **Resist** electricity 10; **SR** 19

OFFENSE

Speed 60 ft., climb 40 ft., swim 60 ft.

Melee bite +15 (4d6+6 plus grab) or 3 club tentacles +15 (2d4+4) or 12 whip tentacles +9 (1d4+2) or ram +14 (6d8+6/x3)

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

Special Attacks fast swallow, swallow whole (2d4+4 acid damage, AC 12, 10 hp)

STATISTICS

Str 19, **Dex** 29, **Con** 22, **Int** 15, **Wis** 12, **Cha** 15

Base Atk +7; **CMB** +13; **CMD** 37 (cannot be tripped)

Feats Combat Expertise, Combat Reflexes, Power Attack, Weapon Finesse, Weapon Focus (club tentacle), Weapon Focus (bite)

Skills Climb +17, Knowledge (religion) +12, Perception +11, Stealth +11, Swim +17

Languages Aklo

SQ compression, improved swallow whole, freeze, variable attacks, tentacles

ECOLOGY

Environment temperate ruin

Organization solitary or flood (2–6)

Treasure standard

SPECIAL ABILITIES

Freeze (Ex) A formless spawn can hold itself so still that it appears to be nothing more than a puddle of tar or oil. When using this ability, a formless spawn can take 20 on its Stealth check to hide in plain sight as just such a puddle. While freezing in this way, a spawn need not drink or eat.

Improved Swallow Whole (Ex) When a creature cuts its way out of a formless spawn after being swallowed whole, the monster's fluid body reforms instantly, allowing it to continue to use the swallow whole attack without needing to completely heal all damage.

Tendrils (Ex) A formless spawn fills an area around it to a twenty-foot radius with a writhing storm of black tendrils formed from its own amorphous body. These tendrils grant it a +5 deflection bonus to AC and penalize all other creatures' CMB checks made in that area by –5. *Freedom of movement* grants immunity to this CMB penalty, and creatures that are gaseous or incorporeal do not suffer the penalty.

Tentacles (Ex) A formless spawn's club tentacles always function as primary natural weapons that inflict bludgeoning damage. Its whip tentacles always function as secondary natural weapons that inflict slashing damage.

Ram (Ex) As a full-round action, a formless spawn can transform its whole body into a deadly pointed ram and thrust at a single foe. This primary attack inflicts piercing damage.

Variable Attacks (Ex) When a formless spawn attacks, it must choose which form of attack it wishes to make in that round between a bite, up to three club-like tentacles, a number of whip-like tentacles, or a single powerful ram. When it makes attacks of opportunity, it always does so with a club tentacle. It cannot attack with multiple attack types as part of a full-attack action—it must choose one of the four attack modes but is free to change those modes each round of combat.

What You See

This black ropy construct of thick organic material swiftly changes form, emitting rope-like tendrils and building legs, mouths, and other structures seemingly without pattern. It is utterly silent despite the chaos of its ever-moving structure, though you keep expecting some sort of noise like a babbling brook or trembling pool of water.

Deep below the earth live the formless spawn of Tsathoggua. They are highly fluid entities of black protoplasm, which can shift between shapes with the rapidity of water. They are liquescent in their native habitats, and build channels or gutters of stone that they can flow through with incredible speed. Their

preferred resting-place is a tub or a depression in the earth. A given formless spawn can be large or small, but the average size is around 16 feet across with a weight of about 2,000 pounds.

The formless spawn, though technically oozes, almost never form simple shapes. They often sprout spindly legs to run upon, twisted faces to leer with, and limbs to grasp and hold. When lurking in a room, they commonly shoot out sticky strands to cling to the walls or ceiling, building a web-like structure out of their own bodies.



Despite their surface differences, the formless spawn are related to Tsathoggua himself and doubtless come from the same dark home. When Tsathoggua is wounded, he bleeds formless spawn so perhaps he is the ultimate goal and end-point of their life-cycle, or perhaps he is an aggregate construct the formless spawn created to house their magical potential.

Unlike many entities of similar influence, the formless spawn are wholly chaotic in their philosophy. Though they sometimes work toward the same larger goal, each takes its own independent action and direction. Even Tsathoggua himself doesn't try to command them, instead relying upon their own instinctual desires to work toward his schemes.

Combat

Formless spawn simply re-form after being cut or chopped. They are extremely fast and intelligent, so they can and do flee superior foes clever enough to focus on high-damage magical attacks.

Each combat round, the formless spawn can take a different shape and use a different attack system, as the combat demands. If an enemy is significantly smaller than the Spawn, it can open up a huge toothless mouth and swallow a victim whole. A formless spawn frequently transforms its whole body into a pointed deadly ram and thrusts at a single, large enemy. Its club attacks are generally reserved for heavily-armored foes. The formless spawn's whip attacks are lashes with many small tendrils sharpened to razors, which slice lightly-armored enemies to shreds.

Ghast, Mythos

CR 3

XP 800
CN Medium monstrous humanoid
Init +2; **Senses** darkvision 60 ft., low-light vision; Perception +8

DEFENSE

AC 15, touch 12, flat-footed 13 (+2 Dex, +3 natural)
hp 34 (4d10+12)
Fort +6, **Ref** +6, **Will** +7
Defensive Abilities undeath affinity; **Immune** disease, nausea, poison
Weaknesses susceptible to sunlight

OFFENSE

Speed 40 ft.
Melee bite +5 (1d6+1), 2 claws +5 (1d4+1), hoof +0 (1d3)
Special Attacks rend (2 claws, 1d4+1)

STATISTICS

Str 13, **Dex** 15, **Con** 17, **Int** 4, **Wis** 16, **Cha** 12
Base Atk +4; **CMB** +5; **CMD** 17
Feats Great Fortitude, Stealthy
Skills Escape Artist +5, Perception +8, Stealth +8
Languages Ghoul (cannot speak)

ECOLOGY

Environment any underground
Organization solitary, pair, or pack (3–12)
Treasure incidental

SPECIAL ABILITIES

Beast of Burden: Though a Medium-sized creature, a Mythos ghast's strength and bulk allow it to serve as a mount for a Medium-sized or smaller rider.

Susceptible to Sunlight (Ex) A Mythos ghast is sickened when it is exposed to sunlight, taking 1 point of Constitution damage after every hour it remains exposed to sunlight.

Undeath Affinity (Ex) Mythos ghasts are not themselves undead, but they have a strong affinity to undeath, perhaps as a result of countless generations spent feasting on necromantic leavings. Mindless undead like skeletons and zombies do not perceive Mythos ghasts as living and do not attack them unless directed to do so or in self-defense. They are harmed by positive energy and healed by negative energy as if they were undead.

What You See

This vaguely humanoid creature is almost as big as a pony. It has long hooved legs on which it hops, clawed hands, and a hideous noseless head with oversized teeth. The reek of the grave surrounds it, turning the stomach as the creature lurches forward.

The Mythos ghast is an underground-dweller and a scavenger and eater of the dead. They may share an ancestor with humanity, but they are significantly larger than humans, with overgrown hooved hind legs and clawed hands. They are tailless and their warped faces bear some resemblance to those of humans, though they have neither noses nor much forehead to speak of, and their mouths are filled with grinding, cutting teeth. They can walk upright but prefer to move on all fours until they attack. The typical Mythos ghast is the size of a small horse: about 600 pounds, and stands just shy of 8 feet tall.

Mythos ghasts are omnivores, but the lack of plants underground means that most are functionally carnivorous. They possess limited intelligence—enough to work together like baboons or wolves, mostly to take down a prey creature. They are smart enough to make and use rudimentary tools when necessary and even excavate crude homes and villages in which to dwell.

Their greatest weakness is their vulnerability to light. While Mythos ghasts can survive in dim light for many hours, eventually they need to return to pitch blackness and recover. Full sunlight will kill them if they are exposed for a prolonged period.

Mythos ghasts can be tamed and numerous underground races have done so, keeping the disgusting beasts for their own uses. While vile and aggressive, they are not innately evil (simply loathsome) and can be trained to serve as mounts or war animals, much like griffons.



Ghoul, Mythos

What You See

This humanoid creature has a semi-canine head, hooved feet, and claws. Its skin is pale and covered with grave-mold. The stench of rot and dust surrounds it but it doesn't seem to notice.

CR 1/2

XP 200

Mythos Ghoul fighter 1

CE Medium monstrous humanoid

Init +1; **Senses** darkvision 60 ft., death scent, low-light vision, scent; Perception +2

DEFENSE

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

hp 14 (1d10+4)

Fort +5, **Ref** +1, **Will** +1; +4 vs. supernatural diseases

Immune disease

OFFENSE

Speed 30 ft., burrow 10 ft.

Melee bite +4 (1d4+2), 2 claws +3 (1d4+2)

Special Attacks feed on flesh

STATISTICS

Str 14, **Dex** 13, **Con** 17, **Int** 12, **Wis** 12, **Cha** 6

Base Atk +1; **CMB** +3; **CMD** 15

Feats Dodge, Weapon Focus (claws)

Skills Knowledge (history) +2, Perception +2 (+6 to discover hidden objects), Stealth +2; **Racial Modifiers** +4 Perception to discover hidden objects

Languages Common, Ghoul

SQ expert scrounger, warren digger

ECOLOGY

Environment any (graveyards)

Organization solitary, pair, gathering (3–6), or clan (7–30)

Treasure NPC gear

SPECIAL ABILITIES

Death Scent (Ex) Mythos ghouls have an incredible sense of smell, particularly for carrion. A Mythos ghoul has the scent ability to 30 feet, but when scenting undead (or bodies suffering from decay or, at the GM's discretion, the stink of death) the range of their scent ability increases to 60 feet.

Expert Scrounger (Ex) Mythos ghouls are gifted at using old, broken equipment. In a ghoul's hands, an object with the broken condition is treated as if it did not have the broken condition. In addition, Mythos ghouls gain a +4 racial bonus on Perception checks made to discover objects that are hidden in rubble, undergrowth, buried, or otherwise hidden from view.

Feed on Flesh (Su) When a Mythos ghoul feeds upon the corpse of a humanoid creature, it absorbs some of the lingering traces of memory and knowledge that creature possessed in life. Strangely, the older a corpse is, the more potent those memories become. Feeding on a corpse that is less than 24 hours old typically provides no benefit to a Mythos ghoul other than nourishment. If a Mythos ghoul spends 1d4 minutes feeding on a corpse that has at least some amount of flesh on its bones (even dried flesh, as in the case of a mummy, is acceptable), the Mythos ghoul absorbs a portion of knowledge once possessed by the creature. This grants the Mythos ghoul a +2 insight bonus to a skill of its choice, so long as the skill in question was a class skill of the creature the Mythos ghoul feasted upon. A Mythos ghoul can obtain only one +2 insight bonus per corpse fed upon. A Mythos ghoul can maintain a number of separate insight bonuses to skills in this way equal to its Intelligence modifier (minimum of 1). If a Mythos ghoul uses this ability when it has already reached the maximum number of +2 insight bonuses afforded by its Intelligence modifier, it must forget one of the current +2 insight bonuses in order to replace it with the new one.

Warren Digger (Ex) Mythos ghouls have a burrow speed of 10 feet, but can only burrow through soil and dirt, not stone.

Lovecraft's Mythos ghouls are immortal, but not undead. In fact, they often feed on undead, treating zombies or mummies as handy, portable meals. When equipped to fight, they wield ancient rusty (though sometimes magical) weapons taken from tombs.

Mythos ghouls connect with other sentient races in several ways. Their babies are adaptable and neutral in appearance and ghouls often swap them for those other races. While this most frequently occurs with human babies, ghouls can swap babies with elves, dwarfs, and other species. The kidnapped infants are raised as ghouls, eventually becoming ghouls themselves, while the transplanted ghoul changeling becomes part of human (or other) society. It adapts its appearance to look like the host species, but often corrupts all around

it, intentionally or not. In addition, even a sentient adult, under the influence of sufficient ghoul contact, can transform over time into a true ghoul.

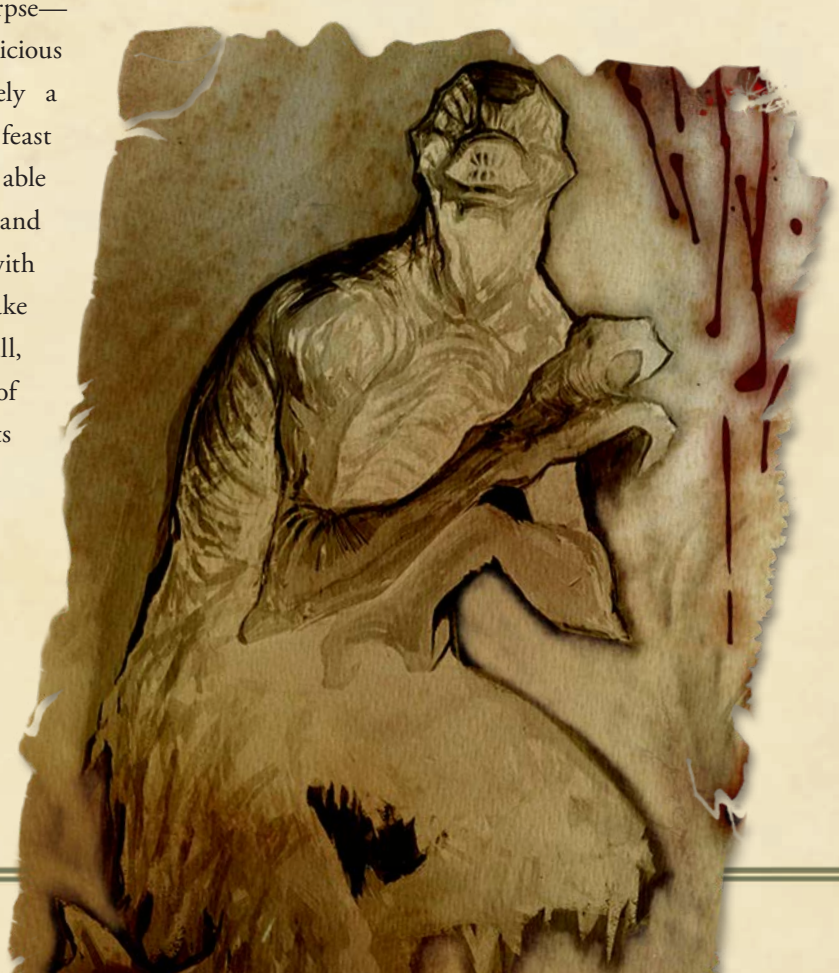
Ghouls don't just eat corpses for nourishment but also to absorb knowledge. In general, the older and more withered the corpse, the better and more complete a base of knowledge the ghoul can gain. Fresh corpses are really only good for filling the belly, while a millennia-old pharaoh's mummy is a precious delicacy. As a result, ghouls specifically seek out the bodies of famous leaders, geniuses, and wizards, sharing the feast among several ghouls, all of which now take on part of the knowledge of their prey. Some ghouls as a result are wiser than any mere mortal could ever be.

While Mythos ghouls are clearly malign, carnivorous entities, they are not necessarily evil, any more than a hyena is evil. They may eat the dead, but not all are interested in killing to make a fresh corpse—older bodies are more delicious anyway, and there's rarely a shortage of corpses to feast upon. Ghouls are also able to communicate with and interact with humanity, with whom they frequently make treaties and pacts. After all, they have the knowledge of deceased human diplomats to guide them.

Ghoul Story Hooks

A player character or allied NPC ghoul might:

- be a ghoul changeling, left in a cradle in his stepparent's home, only recently made aware of his heritage.
- have been kidnapped as a baby and raised as a ghoul. The character was of normal healthy parentage but now has ghoulish traits.
- have had extensive contact with ghouls and started "the change" over to ghoul-hood.
- be a pure ghoul who ate a corpse he particularly liked—perhaps an adventurer, humanitarian, or famous counselor. Now, the ghoul is interested in the human or other civilized race's society he has consumed, leading to a desire to join these people and develop friendships through adventuring, exploring, or at least studying his "borrowed" culture for a few decades.





Gnoph-Keh

CR 15

XP 51,200

NE Large magical beast (cold)

Init +7; **Senses** darkvision 90 ft., far sight, low-light vision, snow vision, thoughtsense; Perception +29

Aura engrossing

DEFENSE

AC 30, touch 12, flat-footed 27 (+3 Dex, +18 natural, –1 size)

hp 225 (18d10+126)

Fort +18, **Ref** +16, **Will** +12

Defensive Abilities unobservable movement; **DR** 10/ piercing; **Immune** cold, mind-affecting effects; **SR** 26



Weaknesses vulnerable to fire

OFFENSE

Speed 30 ft.

Melee bite +24 (1d8+7), 6 claws +24 (1d6+7/19–20)

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

Special Attacks attract attention, death throes, death touch, engrossing, rend (3 claws, 1d6+10)

Spell-Like Abilities (CL 15th; concentration +21)

Constant—*greater invisibility*

STATISTICS

Str 24, **Dex** 17, **Con** 25, **Int** 6, **Wis** 22, **Cha** 23

Base Atk +18; **CMB** +26; **CMD** 39 (can't be tripped)

Feats Combat Reflexes, Critical Focus, Improved Critical (claws), Improved Initiative, Improved Lightning Reflexes, Lightning Reflexes, Power Attack, Skill Focus (Perception), Staggering Critical

Skills Perception +29, Stealth +11 (+19 arctic conditions); **Racial Modifiers** +8 Perception, +8 Stealth arctic conditions

Languages Aklo

ECOLOGY

Environment any cold

Organization solitary

Treasure none

SPECIAL ABILITIES

Attract Attention (Su) As a swift action, a gnoph-keh can attempt to cause a single creature within 120 feet that it can see to be unable to look away from the gnoph-keh. A creature can resist this effect with a successful DC 25 Will save, but otherwise it must observe the gnoph-keh and cannot look away. As soon as a creature is under this effect, it can see the gnoph-keh as if it weren't invisible, save for when the gnoph-keh moves. Treat the victim as always successfully making a Perception check to notice the gnoph-keh. If the gnoph-keh moves out of sight, the effects of attract attention persist but do not affect the victim until the gnoph-keh once again becomes potentially visible to the victim. This effect lasts as long as the gnoph-keh lives. Until the effect ends, as long as the gnoph-keh is present, the victim is considered to be averting its eyes from every other creature, granting those creatures concealment against the victim's attacks. A gnoph-keh can have only one creature under the effect of attract attention at a time, and a creature cannot be under the effects of multiple attract attentions from different gnoph-keh simultaneously. This is a mind-affecting vision-based curse effect. The save DC is Charisma-based.

Death Throes (Su) When a gnoph-keh is slain, its body explodes in a blast of necromantic power. All creatures within a 30-foot-burst take 10d6 points of negative energy damage (Reflex DC 26 half). This negative energy cannot heal undead. The save DC is Constitution-based.

Death Touch (Su) Once per day as a swift action, a gnoph-keh can deliver a death touch. This requires a successful touch attack against a creature, who must then make a successful DC 25 Fortitude save or take 150 points of negative energy damage. On a successful save, the creature instead takes 3d6+15 points of negative energy damage. This negative energy cannot heal undead. The save DC is Charisma-based.

Engrossing (Su) After a gnoph-keh successfully attracts a creature's attention, that creature becomes subject to the gnoph-keh's engrossing aura. The effects of the aura depend on the distance between the victim and the gnoph-keh. All effects of the aura require that the gnoph-keh be within the victim's field of vision, other than the 240+ ft. effect.

240+ ft: The victim is sickened and must make a DC 25 Fortitude save every hour or take 1d6 Constitution and 1d6 Wisdom drain.

30–240 ft.: On each turn the victim spends in this zone, the victim must make a DC 25 Fortitude save or take 1 Constitution and 1 Wisdom drain and become sickened for 1 turn. If the victim is already sickened, the victim instead becomes nauseated. If the victim is already nauseated, the victim instead becomes staggered. If already staggered, the victim becomes unconscious. Once a victim is knocked unconscious by this aura, the gnoph-keh typically swoops in and absconds with the victim or devours the victim, if it is hungry enough.

10–30 ft.: The victim must make a DC 25 Will save on each turn spent in this area or suffer from confusion for that turn. Roll twice and take the worse of the two possible results for the character. For example, if one result was attack the nearest creature and the other was do nothing, the victim does nothing.

Adjacent: The victim must make a Fortitude save on each turn spent in this zone or be nauseated and sickened for that turn.

Far Sight (Ex) A gnoph-keh never suffers penalties to Perception checks as a result of distance.

Snow Vision (Ex) A gnoph-keh can see perfectly well in snowy or blizzard conditions, and never suffers penalties to Perception checks while in snow.

Thoughtsense (Su) A gnoph-keh can see thoughts as a shimmering aura. It gains blindsight 120 feet against creatures with an Intelligence score of 3 or higher.

Unobservable Movement (Su) When a gnoph-keh moves it cannot be observed save by those whose attention it has attracted. It gains the benefits of *greater invisibility*, *silence*, and *pass without trace* when it moves.

What You See

This tall, white-furred entity looms in the snow like an eerie statue. A pall of fear and unrest awakens in you as its small eyes seem to pierce into your soul.

A gnoph-keh stands between 10 and 18 feet tall and weighs up to 2 tons. When it moves, it can do so on two to six limbs, depending on its need for speed or action. However, it rarely allows itself to be seen moving if it can help it. It prefers to simply appear suddenly.

A gnoph-keh psychically ensnares the mind, making it hard to look away or concentrate. Observers develop worsening symptoms of illness the longer they perceive it, suffering chills, coldness, weakness, lethargy, and a desire to sleep and to stop moving. Even if the victim escapes from the gnoph-keh, the creature will forever be on each observer's mind—lurking and watching, even if it is too far to be seen. At great distances and over long periods, this illness can be fatal. A gnoph-keh seems to move closer to anyone thinking about it, although the movement is almost impossible to notice.

As a victim draws closer to it, the illness weakens. However, a different magical attack begins to affect the victim—that of confusion. The mind becomes prone to forgetting things, including who is friend and foe, but not the gnoph-keh (except at extreme close range, when the mental fog prevents most action altogether).



Gnorri

What You See

This creature has a newt-like head, a long tapering body that ends in a prehensile tentacle, and a variable number of arms.

CR 1/2

XP 200

Gnorri ranger 1

N Large monstrous humanoid (aquatic)

Init +2; **Senses** deepsight 120 ft. (darkvision only underwater), low-light vision; Perception +6

DEFENSE

AC 11, touch 9, flat-footed 11 (+2 Dex, –1 size)

hp 12 (1d10+2)

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

Defensive Abilities amorphous entrails

OFFENSE

Speed 20 ft., swim 40 ft.

Melee gnorri longspear +3 (1d10+3/x3) or gnorri shardsword +3 (1d8+2/x3)

Space 10 ft.; **Reach** 5 ft. (10 ft. with gnorri longspear)

Special Attacks favored enemy (aberrations +2)

STATISTICS

Str 15, **Dex** 14, **Con** 13, **Int** 10, **Wis** 14, **Cha** 6

Base Atk +1; **CMB** +4; **CMD** 16 (can't be tripped)

Feats Iron Will

Skills Bluff –2 (–4 with humanoids), Craft (alchemy) +6, Diplomacy –2 (–4 with humanoids), Heal +8, Knowledge (nature) +6, Perception +6, Sense Motive +2 (+0 with humanoids), Swim +14, Survival +6 (+7 tracking); **Racial Modifiers** –2 Bluff with humanoids, +2 Craft (alchemy), –2 Diplomacy with humanoids, +2 Heal, +2 Knowledge (nature), –2 Sense Motive with humanoids

Languages Common, Gnorri

SQ gnorri science, hard to discern, limb allocation (currently 3 arms), track +1, undersized weapons, wild empathy -1

ECOLOGY

Environment any ocean

Organization solitary, pair, patrol (3–7), or tribe (8–26)

Treasure NPC gear

SPECIAL ABILITIES

Amorphous Entrails (Ex) A gnorri's internal organs shift and slither around, and are never in exactly the same place from one moment to another. As a result, they have a 25% chance to ignore additional damage caused by critical hits, sneak attacks, and precision-based damage. This ability also grants gnorri immunity to damage caused by water pressure.

Amphibious (Ex) Gnorri have the aquatic subtype and can survive indefinitely on land.

Gnorri Science (Ex) Gnorri gain a +2 racial bonus on all Craft (alchemy), Heal, and Knowledge (nature) checks. Gnorri are adept with poisons, and never risk accidentally poisoning themselves when applying poison to a weapon or using toxic materials when crafting alchemy.

Limb Allocation (Ex) Gnorri can absorb or extrude their arms, although the process is somewhat painful and slow, and can only be performed once per day. A gnorri must concentrate for ten minutes to adjust the number of arms it currently has, during which time it is considered to be flat-footed. If its concentration is disrupted during this time, it must begin the process of limb allocation from the beginning, but it does not lose its once per day usage of this ability. A gnorri can't attack with more than two arms during a full attack but can otherwise use a third or fourth hand normally (carrying shields, using items, etc.). Added hands are always off-hand, even when making attacks of opportunity.

Two Arms: If a gnorri elects to have two arms, it can concentrate more of its muscle mass in those limbs and as a result gains a +2 bonus to its Strength.

Three Arms: If a gnorri elects to have three arms, it must allocate its muscle mass more evenly and gains no bonus to Strength, but neither is it forced to self-cannibalize its body to maintain a fourth arm, so it takes no additional penalty to its Constitution.

Four Arms: If a gnorri elects to have four arms, it must allocate additional muscle mass, flesh, bone, nerves, and circulatory system reserves to the fourth arm. It takes no penalty to its Strength score, but takes a –2 penalty to its Constitution as a result of overburdening its body.

Undersized Weapons (Ex) Although gnorri are Large sized, their upper torsos are the same size as that of a Medium humanoid. As a result, they wield weapons as if they were one size category smaller than their actual size (Medium for most gnorri).

Gnorri are amphibious Dreamlands entities that range in size from slightly larger than a human up to about twice as large. They weigh from 250 to 1,500 pounds. They can function on land as well as in the sea. While some have two arms, many have three or four arms,

and they can grow or retract these extra arms over time according to their current needs.

These amphibious beings are able to survive on both water and land, and carve out extensive grottos into rocky coastlands. Though they keep to themselves, they generally communicate and interact with other species in a friendly manner, and when they do have conflicts with other intelligent species, it is usually in the context of a war or a negotiation. Their extensive access to undersea treasures makes them desirable trading partners.

"After a strange vision this man published a tale of Carter's vanishing, in which he hinted that the lost one now reigned as king on the opal throne of Ilek-Vad, that fabulous town of turrets atop the hollow cliffs of glass overlooking the twilight sea wherein the bearded and finny gnorri build their singular labyrinths."

—*Through the Gates of the Silver Key*, H. P. Lovecraft & E. Hoffman Price





Gug

What You See

This giant, black-furred humanoid's forearms split into two hands per arm. It has a vertical-slice of a mouth filled with fangs and is utterly silent.

CR 11

XP 12,800

CE Large monstrous humanoid

Init +5; **Senses** scent, see in darkness; Perception +24

DEFENSE

AC 23, touch 15, flat-footed 17 (+5 Dex, +1 dodge, +8 natural, –1 size)

hp 152 (16d10+64)

Fort +9, **Ref** +15, **Will** +15

Immune disease, poison

OFFENSE

Speed 30 ft., climb 30 ft.

Melee bite +22 (2d6+7/19–20x3), 4 claws +22 (1d6+7)

Space 10 ft.; **Reach** 15 ft.

Special Attacks curse foe

Spell-Like Abilities (CL 11th; concentration +16; save DCs are Wis-based)

At will—*bestow curse* (DC 18)

1/day—*explosive runes* (DC 19), *glyph of warding* (DC 19), *sepia snake sigil* (DC 19), *symbol of fear* (DC 22)

Cleric Spells Prepared (CL 11st; concentration +16)

4th—*unholy blight* (DC 19)

3rd—*bestow curse* (DC 18), *cure serious wounds*

2nd—*hold person* (DC 17), *silence* (DC 17)

1st—*cure light wounds*, *divine favor*

STATISTICS

Str 25, **Dex** 20, **Con** 18, **Int** 17, **Wis** 20, **Cha** 13

Base Atk +16; **CMB** +24; **CMD** 40

Feats Blind-Fight, Combat Casting, Dodge, Improved Critical (bite), Mobility, Power Attack, Skill Focus (Stealth), Vital Strike

Skills Climb +34, Intimidate +20, Knowledge (arcana) +11, Knowledge (dungeoneering) +11, Knowledge (religion) +19, Perception +24, Spellcraft +19, Stealth +34; **Racial Modifiers** +8 Stealth

Languages Gug

SQ compression, divine spellcasting, glyph mastery, savage maw, silent casting

ECOLOGY

Environment any underground

Organization solitary, pair, or cult (3–10)

Treasure standard

SPECIAL ABILITIES

Curse Foe (Su) A gug's spell-like ability to use *bestow curse* can be used at a range of 30 feet up to three times per day, but it must still make a successful ranged touch attack to potentially affect a foe. Once per day, a gug can use its *bestow curse* spell-like ability as a swift action on a creature that it has successfully dealt damage to via a critical hit with a bite or claw attack. In addition to the normal curse options available from *bestow curse*, a gug's curse can also strip from a creature the ability to speak.

Divine Spellcasting All gugs can cast a limited number of cleric spells, but do not have the full capabilities of an actual cleric. A gug's caster level for its cleric spells is equal to its Hit Dice – 5 (maximum caster level 20th). The typical gug can cast one 4th-level cleric spell and 2 each of 1st, 2nd, and 3rd level cleric spells each day. A gug with at least 20 Hit Dice can cast one 7th-level cleric spell and 2 each of levels 1 through 6 each day. A gug with at least 24 Hit Dice can cast one 9th-level cleric spell and 2 each of levels 1 through 8 each day. When a gug casts a spell with a divine focus component, it may opt to utilize a held amount of viscera or mutilated flesh or an adjacent magical rune or glyph as the divine focus. Gugs typically never gain actual levels as clerics, but in the rare cases that they do, their cleric levels do not stack with their innate spellcasting ability.

Glyph Mastery (Ex) A gug always modifies the save DC of any writing-based spell or spell-like ability with its Wisdom modifier, and increases the save DC of any such effect it creates by +1. A gug never triggers a magical trap created by such a spell or spell-like ability unless it chooses to trigger the trap.

Savage Maw (Ex) A gug's bite inflicts triple damage on a successful critical hit.

Silent Casting (Ex) All cleric spells cast by a gug are automatically enhanced as if by the Silent Spell metamagic feat, with no increase to the spell's effective level.

Spell-Like Abilities While a gug can create several magical written traps each day with its spell-like abilities, it can only maintain one of each of these magical traps at a time. If a gug uses one of its spell-like abilities to create a written magical trap, any previously placed magical trap vanishes without discharging.

Gugs are creatures so evil that even the Mythos gods once banned them from the surface world. Their legends remind them of the tasty nature of surface-dwellers, driving their lust to return. An attempt by the

gugs to retake their ancient holdings would make for a devastating and far-reaching conflict.

Gugs are a civilization of giant black-furred carnivores. Their arms terminate in two fore-arms, giving them four spade-clawed hands. Their mouths are vertical slits and they have eyes on each side of their heads. Gugs are enormous: a typical gug is 3-4 meters tall (~12 feet), and some reach heights of 5-6 meters (~20 feet). They weigh at least 1,500 pounds.

Gugs are incredibly stealth, hardly making a sound as they move. Typically, the first sign anyone sees of an impending gug attack is their sudden and shocking arrival out of the dark.

Gugs in the Dreamlands were long ago banished to the underworld, though they can access the waking world through magic passages (which invariably lead to caves and tunnels underground). But the gods' ban does not apply here, so gugs can scout or invade the surface world as they like. Because of their substantial size and excellent night-vision, they like operating in the dark, which makes them harder for surface-dwellers to see.

The highly intelligent gugs build stone cities, worship the Outer Gods, and make formal sacrifices. They have a social structure, though almost nothing about it is known to surface folk, as the primary interaction of gugs with surface-dwellers is in terms of predator and prey. Since gugs have no vocal cords and their "speech" operates by means of facial expression (which humans cannot imitate, lacking the vertical mouth), it is basically impossible for outsiders to communicate with gugs and vice-versa. Some very intelligent gugs have mastered writing other languages, however, so they can communicate with humanoids that way.

The gugs, hairy and gigantic, once reared stone circles ... and made strange sacrifices to the Other Gods and the crawling chaos Nyarlathotep, until one night an abomination of theirs reached the ears of earth's gods and they were banished to caverns below.

—*The Dreams in the Witch House and Other Weird Stories*, H. P. Lovecraft





Hunting Horror

What You See

Flowing down directly from the sky, like black lightning, this worm-like creature appears before you, reeking of ancient rot. From between its armored plates seeps a grotesque mucus falling constantly like an unholy rain. Its many eyes stare at you with vile hatred.

CR 16

XP 76,800

CE Huge aberration

Init +11; **Senses** scent, see in darkness; Perception +30

Aura mucus (10 ft.)

DEFENSE

AC 32, touch 16, flat-footed 24 (+7 Dex, +1 dodge, +16 natural, –2 size)

hp 237 (19d8+152); fast healing 10

Fort +14, **Ref** +15, **Will** +19

Defensive Abilities amorphous, **DR** 10/—; **Immune** cold, electricity, mind-affecting effects; **SR** 27

Weaknesses sunlight powerlessness

OFFENSE

Speed 40 ft., fly 80 ft. (perfect)

Melee bite +26 (6d8+14/19–20 plus grab), tail slap +24 (4d6+7 plus grab)

Space 15 ft.; **Reach** 15 ft. (30 ft. with tail slap)

Special Attacks constrict (4d6+14), fast swallow, swallow whole (4d6 acid and 4d6 bludgeoning damage, AC 18, 23 hp), telepathic assault

Spell-Like Abilities (CL 15th; concentration +22)

At will—*greater teleport* (self only), *plane shift* (self only)

STATISTICS

Str 38, **Dex** 25, **Con** 27, **Int** 19, **Wis** 26, **Cha** 24

Base Atk +14; **CMB** +30; **CMD** 48 (can't be tripped)

Feats Combat Reflexes, Dodge, Flyby Attack, Improved Critical (bite), Improved Initiative, Lightning Reflexes, Multiattack, Power Attack, Snatch, Vital Strike

Skills Acrobatics +29, Fly +33, Knowledge (geography) +23, Knowledge (planes) +23, Profession (Yog-Sothothery philosopher) +26, Perception +30, Stealth +21, Survival +30

Languages Aklo; telepathy 300 ft.

SQ shared consciousness

ECOLOGY

Environment any

Organization solitary, pair, or pack (3–5)

Treasure none

SPECIAL ABILITIES

Mucus (Su) A hunting horror's "flesh" constantly weeps thick foul mucus, seemingly melting off its serpentine frame as swiftly as it rebuilds and restores its shape. When a hunting horror lands on a surface, the mucus swiftly spreads out in a ten-foot radius around the creature and hardens into a thick mud-like consistency. This area is treated as difficult terrain by all save hunting horrors. Each round a creature other than a hunting horror begins its turn within this area, it must make a successful DC 27 Reflex save or become entangled for as long as it remains within the area. The save DC is Constitution-based.

Shared Consciousness (Ex) All hunting horrors are branches of the same immense organism that has spread throughout several dimensions across the reaches of space, and anything one hunting horror experiences is experienced by all. When multiple hunting horrors are encountered, none of them are considered flat-footed unless all of them are.

Swallow Whole (Ex) A hunting horror's body constantly reforms and repairs itself. The hole created when a creature cuts its way out of a hunting horror instantly seals as soon as the escaping creature exits.

Telepathic Assault (Su) As it attacks, a hunting horror bombards its prey's consciousness with its mind, sending grisly and horrific images into the victim's thoughts in an attempt to undermine the potential meal's defenses and to flavor the flesh with the tang of fear and despair. Whenever a hunting horror attacks a creature, regardless of whether the attack successfully hits or not, that creature must make a successful DC 26 Will save or be staggered for 1 round by despair and horror at the images projected by the hunting horror. An already-staggered creature that fails this saving throw is also stunned for 1 round. This is a mind-affecting fear effect. The save DC is Charisma-based.

Hunting horrors flow down directly from the sky like black lightning. They are very large, and their serpentine bodies act like tentacles to grip victims while their mouths grow impossibly wide to swallow foes whole. An individual hunting horror usually has a wingspan of 20+ feet, and an even longer body length. It weighs from 3000–6000 pounds, and could never fly if it was restricted to normal laws of physics.



"And hoary Nodens raised a howl of triumph when Nyarlathotep, close on his quarry, stopped baffled by a glare that seared his formless hunting-horrors to grey dust."

—H.P. Lovecraft, *The Dream-Quest Of Unknown Kadath*

Their flesh secretes a mucus so rapidly that it constantly drips off as if the hunting horror were falling apart. After sloughing off, the thick piles of mucus begin to harden, becoming like mud. It is possible to slowly plod through it, but not swim in it like water. The mucus begins to pile up during a fight, eventually covering the horror's prey and holding them in place so they cannot escape when the horror swallows them whole.

Hunting horrors speak to their prey mentally. To them it is playing with their food. They send fantastically horrible images to the minds of those they are going to swallow.

Ecology

Hunting horrors are all a branch of the same immense organism that spans great reaches of space. They are each the nerves and nerve endings of this being. This is how they can appear instantly and avoid sunlight. The creature as a whole is practically a Great Old One in terms of power.



Leng Spider

What You See

This bloated, mottled purple spider's eyes shine eerily as if resenting the fact that you are still alive. Its head swivels to examine the area as a twinge of regret washes over you.

CR 12

XP 19,200

LE Large magical beast (extraplanar)

Init +7; **Senses** darkvision 60 ft., low-light vision, tremorsense 30 ft.; Perception +20

DEFENSE

AC 27, touch 17, flat-footed 19 (+7 Dex, +1 dodge, +10 natural, –1 size)

hp 162 (13d10+91)

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

Immune cold, poison; **SR** 23

OFFENSE

Speed 40 ft., climb 40 ft.

Melee bite +18 (2d6+6/19–20 plus poison and perpetual pain), 4 talons +18 (1d6+6)

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

Special Attacks perpetual pain, traps, poison, toxic webs (+19 ranged, DC 25, 26 hp)

STATISTICS

Str 22, **Dex** 24, **Con** 25, **Int** 19, **Wis** 18, **Cha** 19

Base Atk +13; **CMB** +20; **CMD** 38

Feats Combat Expertise, Combat Reflexes, Dodge, Improved Critical (bite), Iron Will, Mobility, Spring Attack

Skills Climb +30, Craft (traps) +17, Disable Device +20, Perception +20, Sense Motive +17, Stealth +19 (+27 in webs); **Racial Modifiers** +8 Stealth in webs

Languages Aklo, Common, Leng Spider

SQ strong webs, toxic webs

ECOLOGY

Environment cold mountains

Organization solitary, pair, or nest (3–12)

Treasure standard

SPECIAL ABILITIES

Perpetual Pain (Su) When a leng spider envenoms a creature with its bite attack (but not when a creature becomes poisoned from its webs), the pain caused by the poison lingers. A victim poisoned by a leng spider's bite becomes permanently sickened from the pain of this lingering venom, though a successful DC 23 Fortitude save reduces the duration of this sickened condition to 24 hours. This is a poison and a curse effect, and any effect that removes poison or curse will end the sickened condition. The save DC is Constitution-based.

Poison (Ex) Bite—injury; ***save*** Fort DC 23; ***frequency*** 1/round for 6 rounds; ***effect*** 1d4 Str; ***cure*** 2 consecutive saves.

Strong Webs (Ex) A leng spider's webs are unusually strong. The DC to break them gains a +2 racial bonus, and the web's hit points are twice their normal, expected value. These modifications are already calculated into the stats above.

Toxic Webs (Ex) A creature that comes into contact with a leng spider's web is exposed to a diluted form of the toxin in the leng spider's bite. This poison works differently than normal poison does. When a creature touches a leng spider web, it must make a successful DC 23 Fortitude save or it becomes weakened by pain, suffering a –6 penalty to its Strength score as long as it remains in contact with the webs and for an additional 1d6 rounds after contact ceases. A new save is required at the start of each round of contact, but the Strength penalty from multiple exposures does not stack. The save DC is Constitution-based.

Traps (Ex) Leng spiders are particularly gifted at crafting complex traps using their webs and other objects at hand. Often these traps utilize bait in the form of wounded captives or attractive treasure. Creating a trap takes a leng spider a number of hours equal to the final CR of the trap. The trap created must be mechanical (not supernatural) in nature, and often utilizes leng spider webbing in some way or another. Leng spider traps must be frequently tended and often need minor repairs, and as such, a single leng spider can only maintain a total number of traps at a time whose combined CRs add up to a number equal to or less than the leng spider's CR. For example, a single CR 12 leng spider can maintain 1 CR 12 trap at a time, 2 CR 6 traps, a dozen CR 1 traps, three CR 2 traps and a single CR 6 trap, and so on. All of these traps must be located within 1 mile of each other. Leng spiders prefer traps that catch and incapacitate rather than kill. Three typical leng spider traps are presented below.

Boulder-Capped Pit (***CR*** 8); ***Type*** mechanical; ***Perception*** DC 25; ***Disable Device*** DC 28; ***Trigger*** touch; ***Reset*** manual; ***Effect*** When the trigger (usually a piece of treasure) is touched, a five-foot-wide, 20-foot deep pit opens. The creature can avoid falling with a successful DC 20 Reflex save, but if it fails it takes only 1d6 falling damage as the toxic webs that line the pit's floor soften the impact slightly. As the pit's floor and walls are web-coated, creatures in contact with them must save

against the toxic webbing as detailed above. A round or two after the pit opens, a large boulder drops down from above to close the pit off, trapping the victim inside. This six-foot-diameter boulder (hardness 8, hp 1,080) weighs ten tons, so moving it from below by force is essentially impossible. A leng spider can use its webs as cables to roll the boulder aside as a full-round action; at the GM's discretion, cunning PCs might be able to do the same given the right resources and plan.

Boulder Pendulum (***CR*** 12); ***Type*** mechanical; ***Perception*** DC 28; ***Disable Device*** DC 28; ***Trigger*** location; ***Reset*** manual; ***Effect*** This deadly trap is an example of an exception to the leng spider's preference for non-lethal traps. A boulder pendulum is typically placed in an area of narrow confines, such as along a mountain ledge or in a narrow passage with a tall ceiling. When triggered, a large boulder swings down on a thick cord of webbing. It makes a +20 melee attack on the creature that triggered the trap and against all creatures in a 30-foot line beyond the initial target. On a hit, the boulder inflicts 8d6 points of bludgeoning damage. A creature damaged by this trap must make a DC 20 Reflex save to avoid being knocked prone. If a creature is knocked prone while on a ledge that is no wider than the creature's space, it has a 50% chance of being knocked off the ledge.

Web Net (***CR*** 3); ***Type*** mechanical; ***Perception*** DC 20; ***Disable Device*** DC 20; ***Trigger*** location; ***Reset*** manual; ***Effect*** When a creature enters the trapped location, the trap triggers, causing a weighted net made of toxic leng spider webbing to drop over a ten-foot-diameter area below. A creature can attempt a DC 15 Reflex save to dodge out of the net's way—otherwise the creature is knocked prone, entangled, and exposed to the web's toxins (see above).

Leng spiders are intelligent, carnivorous spiders. An adult has a legspan of 20–30 feet or occasionally more, but smaller (younger) specimens are common. An adult weighs 1-3 tons. Since they never stop growing, a few are far larger.

Leng spiders are sly and design traps for their prey. These can be elaborate and often involve treasure as bait. They are clever enough to let some adventurers live after finding the treasure, to entice further visitors to their mountain lairs. They delight in preying on humanoid egos and spring traps when a would-be treasure-seeker is most confident. Leng spiders thrive on being underestimated.

Leng spiders have a complex society and are readily able to wage war on those who infringe on their territory. Unless in their homes, they rarely fight to the death and will retreat if severely wounded.





Mi-Go, the Fungi from Yuggoth

CR 8

XP 4,800

NE Medium plant

Init +6; **Senses** blindsight 30 ft., low-light vision; Perception +18

DEFENSE

AC 21, touch 17, flat-footed 14 (+6 Dex, +1 dodge, +4 natural)

hp 104 (11d8+55)

Fort +12, **Ref** +9, **Will** +7

DR 5/slashing; **Immune** cold, plant traits; **Resist** electricity 10, fire 10



OFFENSE

Speed 30 ft., fly 20 ft. (poor)

Melee 2 claws +15 (1d6+4 plus grab)

Special Attacks evisceration, madness, sneak attack +3d6

STATISTICS

Str 18, **Dex** 22, **Con** 21, **Int** 29, **Wis** 18, **Cha** 17

Base Atk +8; **CMB** +12 (+16 grapple); **CMD** 29

Feats Combat Expertise, Combat Reflexes, Deceitful, Dodge, Weapon Finesse, Weapon Focus (claws)

Skills Bluff +21, Craft (any one) +20, Disable Device +17, Disguise +21, Fly +16, Heal +15, Knowledge (arcana) +20, Knowledge (geography) +20, Profession (Yog-Sothothery philosopher) +20, Perception +18, Stealth +20

Languages Aklo, Common, Mi-Go

SQ deceptive, item creation, lesser starflight, no breath

ECOLOGY

Environment any

Organization solitary, pair, scouting party (3–9), or invasion (10–16)

Treasure double

SPECIAL ABILITIES

Deceptive (Ex) A mi-go is a master of deception. It gains a +4 racial bonus on Bluff and Disguise checks. Bluff and Disguise are always class skills for a mi-go.

Evisceration (Ex) A mi-go's claws are capable of swiftly and painfully performing surgical operations upon helpless creatures or those it has grappled. When a mi-go makes a successful grapple check, in addition to any other effects caused by a successful grapple, it deals sneak attack damage to the victim. A creature that suffers this damage must succeed at a DC 21 Fortitude save or take 1d4 points of ability damage from the invasive surgery (the type of ability damage dealt is chosen by the mi-go at the time the evisceration occurs). The save DC is Dexterity-based.

Item Creation (Ex) A mi-go possesses the ability to create strange items that blur the line between magic and technology, given time and resources. This ability allows a mi-go to ignore the Item Creation feat requirements and spellcasting requirements for creating a magic item. The mi-go uses the Heal skill to craft the item, and the resulting item is always mi-go technology. When a mi-go uses

this ability to craft an item, it must use a larger amount of strange ingredients and expendable resources, doubling the gp cost to create the item.

Lesser Starflight (Su) A mi-go can survive in the void of outer space. It flies through space at incredible speeds. Although exact travel times vary, a trip within a single solar system normally takes 3d20 months, while a trip beyond a single solar system normally takes 3d20 years (or more, at the GM's discretion), provided the mi-go knows the way to its destination.

Madness (Su) Up to three times per day, though no more than once per round, as a mi-go inflicts sneak attack damage on a foe, swiftly stinging filaments of fungal matter extend from its body to infect the sneak attack wound. The target must make a successful DC 18 Will save or become confused as the spores injected by the filaments spread madness through the victim's mind. This effect lasts for a number of rounds equal to the mi-go's Hit Dice (11 rounds for the typical mi-go), but at the end of a creature's turn it can attempt a new DC 18 Will save to end the confusion effect early. This is a mind-affecting effect. The save DC is Charisma-based.

Sneak Attack (Ex) A mi-go's sneak attack increases by +1d6 for every 3 racial Hit Dice it gains beyond 11.

The fungi from Yuggoth are mainly fungoid in nature, but externally they have many features in common with crustaceans, such as multiple jointed limbs and a carapace. Folded against their bodies when not in use, their fan-like wings allow them to fly rapidly through space or clumsily in an atmosphere, and their heads are brain-like excrescences covered with small bristles which can change color for communication.

Mi-Go develop custom spores and fruiting bodies, thus giving rise to endless varieties of their species. There are some mi-go whose hyphae grasp and feed from the very universe and the void of space itself. Most use these filaments to feed on animals and minerals. Their hyphae can sting and induce madness as they eat prey.

Most mi-go modify themselves surgically, magically, and genetically. Some are little more than gigantic brains while others are heavily-armored warriors. Adventurers typically encounter light scouts, who are by no means the most advanced.

What You See

This crustacean-like creature has multiple jointed limbs extending from its carapace and folded fan-like wings. Its head is a brain-like excrescence covered with small bristles that quickly shift colors.

These highly intelligent creatures have advanced knowledge and skill in chemical and biological processes. Their brain cylinders and sensory machines are simple examples among many wonders they can create. As such, it is difficult to prepare for and know what to expect when encountering a mi-go. One could wield a new weapon it developed to kill a specific person, which it does with unnerving efficiency. Another could spread pharmacological spores that cause madness when inhaled (like insanity mist).



Moon-Beast

What You See

An unnatural scent invades your nostrils as a cluster of pink, worm-like sensory tendrils writhes from the nose of this hefty, eyeless, gray toad-like being. It tastes the air, making tiny sucking sounds that leave you simultaneously terrified and nauseous.

CR 2

XP 600
CE Medium aberration
Init +5; **Senses** blindsight 30 ft., darkvision 60 ft.; Perception +8

DEFENSE
AC 14, touch 11, flat-footed 13 (+1 Dex, +3 natural)
hp 19 (3d8+6)
Fort +3, **Ref** +2, **Will** +5
Defensive Abilities amorphous, **DR** 5/slashing; **Immune** cold

OFFENSE
Speed 30 ft.
Melee mwk spear +6 (1d8+4/x3)
Spell-Like Abilities (CL 2nd; concentration +7)
3/day—*cause fear* (DC 12)
1/day—*mage armor*, *daze monster* (DC 13), *detect thoughts* (DC 13)

STATISTICS
Str 16, **Dex** 13, **Con** 14, **Int** 12, **Wis** 15, **Cha** 13
Base Atk +2; **CMB** +5; **CMD** 16
Feats Improved Initiative, Power Attack
Skills Intimidate +7, Knowledge (arcana) +4, Profession (Yog-Sothothery philosopher) +7, Perception +8, Stealth +7
Languages Aklo
SQ spellcasting prodigy

ECOLOGY
Environment any
Organization solitary, pair, or warband (3–12)
Treasure standard (mwk spear, other treasure)

SPECIAL ABILITIES
Spellcasting Prodigy (Ex) Moonbeasts have an uncanny knack for spellcasting, be it arcane, divine, or psychic in nature. A moonbeast that takes levels in a spellcasting class gains a bonus skill rank for each level possessed, but this bonus rank must be spent on Knowledge (arcana), Spellcraft, or Use Magic Device. Once per day, a moonbeast with at least one level in a spellcasting class can cast a known or prepared spell without losing it or a spell slot. A moonbeast gains a +4 insight bonus on all concentration checks and caster level checks.

Moonbeasts dwell in lunar cities, but they are unlikely to have originated there. Moonbeasts serve the Great Old Ones in exchange for their foul favors, and at times engage in the conquest of other races. Innately cruel, they take pleasure in—and actual sustenance from—the agonies of those they capture and torment.

The forms of moonbeasts are mutable to an extent, allowing them to change their general aspect and proportions, but they are not true shapeshifters. Their pink nose-tentacles enable them to comprehend their environs in a complete lack of light. They are large, up to 400-600 pounds, and typically at least 4-6 feet in height and often of a similar breadth.

When the moonbeasts take over a land, they typically enslave those species which are most compatible with their own evil agendas. Those unable to subject themselves fully on an emotional and mental level to the horrors the moonbeasts cause are eaten or otherwise exterminated. Thus, if moonbeasts were to become masters of a region of a classic fantasy realm, dark elves and orcs would become their slaves, while elves and most humans would be annihilated.

Moonbeasts do not wholly focus on warlike activities, and pleasing the Great Old Ones is always at the forefront of their will. They also engage in trade, espionage, and other interactions like any other civilization, though because of their hideous appearance, they use go-betweens for such efforts. In the Dreamlands, they use the denizens of Leng, for instance.

Moonbeasts are fully capable of using weapons but prefer to rely on soldiers drawn from their hordes of slaves. Many moonbeasts advance personally as spellcasters, for they have a natural affinity for magic.

"Gray-white slipper things which could expand and contract at will, and whose principal shape ... was that of a sort of toad without any eyes, but with a curious, vibrating mass of short pink tentacles on the end of its blunt, vague snout."

—*The Dream-Quest of Unknown Kadath*, H. P. Lovecraft





Nightgaunt

What You See

This humanoid has slick violet-black skin, horns, claws, bat wings, and a long barbed tail. Its head is utterly featureless.

CR 3

XP 800
CN Medium monstrous humanoid
Init +5; **Senses** blindsight 60 ft., darkvision 60 ft.; Perception +6

DEFENSE
AC 15, touch 11, flat-footed 14 (+1 Dex, +4 natural)
hp 30 (4d10+8)
Fort +3, **Ref** +7, **Will** +6
Defensive Abilities faceless; **Immune** cold, gaze attacks, inhaled poison, mind-affecting effects, scent-based attacks

OFFENSE
Speed 30 ft., fly 40 ft. (average)
Melee 2 claws +8 (1d4+4 plus grab)
Special Attacks clutches, overwhelm, tickle

STATISTICS
Str 18, **Dex** 13, **Con** 14, **Int** 5, **Wis** 14, **Cha** 11
Base Atk +4; **CMB** +8 (+16 grapple); **CMD** 19
Feats Improved Initiative, Lightning Reflexes
Skills Fly +5, Perception +6, Stealth +10; **Racial Modifiers** +4 Stealth
Languages Aklo, Ghoul (cannot speak)
SQ no breath

ECOLOGY
Environment any mountains
Organization single, pair, or flight (3–16)
Treasure none

SPECIAL ABILITIES
Clutches (Ex) A nightgaunt has a +4 racial bonus on grapple combat maneuver checks. If a nightgaunt uses its fly speed to move itself and a grappled target, it can fly at full speed.
Faceless (Ex) A nightgaunt has no face or eyes, but can perceive through blindsight in all directions. It is immune to gaze attacks, but not to illusions that rely upon vision to function. It has no need to breathe and is immune to all inhaled and scent-based effects.
Overwhelm (Ex) A nightgaunt can use the aid another action as an immediate action to aid an adjacent nightgaunt's grapple check. When it does so, it grants a +4 bonus rather than a +2 bonus to the check. The bonuses granted from multiple nightgaunts aiding another in this way stack (so two nightgaunts aiding a third grant a total +8 bonus).
Tickle (Ex) As a swift action, a nightgaunt can use its tail to tickle a grappled or helpless foe with horrible efficiency. The target must succeed at a DC 14 Fortitude save or be nauseated for 1 round. The save DC is Dexterity-based.

Humanoid-sized creatures with black wings, nightgaunts have horns, talons, and thin barbed tails. Their bodies are slick and rubbery-looking, rather like the skin of a whale. They do not have faces at all but instead bear blank, unsettling surfaces on the front of their heads. It is not known how they feed, but they are able to sense other things around them with perfect clarity.

Nightgaunts often serve as guards, stationed to watch over areas by powerful beings such as Great Old Ones. They always attack in flocks, particularly large ones. They are sometimes termed "mindless," but actually possess intelligence of a sort. While always perfectly silent, even while flying, they can understand speech.

Usually, Nightgaunts do not try to kill their victims directly but hamper, frustrate, and put them in dangerous situations. A horde of flapping nightgaunts typically emerges from tombs or a hollow mountain and carries off their victims to deposit them in situations of dire danger.

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"But Carter preferred to look at them than at his captors, which were indeed shocking and uncouth black things with smooth, oily, whale-like surfaces, unpleasant horns that curved inward toward each other, bat wings whose beating made no sound, ugly prehensile paws, and barbed tails that lashed needlessly and disquietingly. And worst of all, they never spoke or laughed, and never smiled because they had no faces at all to smile with, but only a suggestive blankness where a face ought to be. All they ever did was clutch and fly and tickle; that was the way of night-gaunts."

—H.P. Lovecraft, *The Dream-Quest of Unknown Kadath*





Outer Mutant, Abomination, and Spawn

Children of the Outer Gods

Humanity was not meant to delve deeply into the eldritch secrets of the Mythos. While madness and insanity are the typical result of curiosity and exploration into these nightmare topics, some of the most fecund or contagious elements of the Mythos, such as experiments involving past life regression, certain transformative mutagens crafted by the serpentfolk, or the mere presence of Shub-Niggurath can cause twisting and distortion in the flesh as surely as the mind. These events can give rise to the vile and terrible transformations that warp curious unfortunates into outer mutants. Perhaps the most revolting method by which such monstrosities come to be lies with interbreeding between alien monstrosities and humanity. In some cases, the results of such crossbreeding are relatively stable, as in the case of the deep one hybrid or the satyr, but in most cases, particularly those involving impregnation via one of the Great Old Ones or Outer Gods, the result is always one of teratological terror.

Children of the Elder Beings are usually around human size, though they trend toward the larger end of the scale. In Lovecraft's tale *The Dunwich Horror*, the interdimensional entity Yog-Sothoth fathers two children upon a wizard's daughter. One of the children is able to pass for human, at least when wearing long pants and shirts that button up to the neck and wrists, though there is still obviously something wrong (at the age of 12, he stood 7 feet tall). The other child is an oft-invisible mix of tentacles and conjoined limbs bigger than an elephant.

These entities fall into three broad categories. First are the outer mutants, representing those hybrids in which the human side features most prominently. The outer spawn represent the other end of the spectrum: for instance, the colossal insect/octopus thing that appears at the end of *The Dunwich Horror*. Outer abominations fall between these two extremes into a sort of intermediate stage. Children of the Elder Beings often progress inevitably through these stages, from mutant to abomination to spawn, the transitions marked by awful trauma and burgeoning evil.

There is more to these beings than grotesque monstrosity. The Outer Gods spawn them not out of whim but to a purpose, and often a terrible one. Yog-Sothoth and the other Outer Gods seek constantly to break through into mortal planes for unthinkable purposes. These entities contact humans and other races (and can be contacted in return), and often mingle their own vile heritage with lesser beings. The result, in every case, is a distorted monstrosity, varying greatly in power and size.

This is the fundamental truth behind the outer mutants, abominations, and spawns: they constantly plot, scheme, and work toward opening gateways to bring the Outer Gods to the world to rule again and bring about the final apocalypse. They make ideal opponents for a horror-based campaign in which the heroes must stop them in order to save the world or universe itself.

The First Stage: Outer Mutant

An outer mutant is an individual who seems, at least externally, to be more human than outside. When heavily dressed to conceal their mutations, they can pass for human (or a member of whatever race the Outer God bred with to create them). Upon close inspection, however, the truth is easily revealed: tentacles, gills or fins, and hexagonal scales are just a few of the variations found among their kind.

Mutants always need to feed on blood and soul energy as well as normal provender, and typically have a secret proboscis or mouth somewhere on their body to drain this. Mutants don't require much blood—not enough to kill their host—so they may rely on volunteers. Mutants grow rapidly, usually reaching the size of an adult human before the age of 5. By the age of 15, mutants can be 3 meters tall or more, and this growth does not stop throughout their lives.

Mutants develop the character traits of their "host race," plus greatly enhanced intelligence and magic aptitude from the Elder Being that gave them life. Many cults adopt a mutant as their destined leader, dedicating themselves to guiding, training, and protecting the mutant. Some mutants are bred and raised in secret at the hands of a single insane magician—rather than a cult—who may or may not be that mutant's mortal parent.

As a mutant continues to grow and gain experience, eventually it will transform into the next stage, the outer abomination. In most cases, a mutant devoutly desires this transformation, and will lead its gang of cultists on adventures and rituals to bring this about as quickly as possible.

What You See

This humanoid wears such voluminous robes it could hide a second person underneath.

OUTER MUTANT PRIEST CR 4

XP 1,200

Human cleric of Yog-Sothoth 4

CN Medium aberration (augmented humanoid)

Init +1; **Senses** Perception +11

DEFENSE

AC 16, touch 12, flat-footed 14 (+1 Dex, +1 dodge, +4 natural)

hp 45 (4d8+24)

Fort +10, **Ref** +2, **Will** +12

Immune confusion, insanity

OFFENSE

Speed 40 ft.

Melee *+1 dagger* +6 (1d4+3/19–20), bite +0 (1d6+1 plus grab)

Special Attacks channel negative energy 2/day (DC 11, 2d6), feed

Domain Spell-Like Abilities (CL 4th; concentration +10) 9/day—*touch of chaos*

Cleric Spells Prepared (CL 4th; concentration +10)

2nd—*cure moderate wounds*, *death knell* (DC 19), *hold person* (DC 19), *locate object*[D], *spiritual weapon*

1st—*command* (DC 18), *cure light wounds* (2), *divine favor*, *longstrider*[D], *shield of faith*

0 (at will)—*bleed* (DC 17), *detect magic*, *light*, *mending*

D Domain spell; **Domains** Chaos, Travel

STATISTICS

Str 14, **Dex** 13, **Con** 18, **Int** 12, **Wis** 22, **Cha** 8

Base Atk +3; **CMB** +5; **CMD** 17

Feats Combat Casting, Dodge, Great Fortitude[B], Skill Focus (Disguise), Toughness[B]

Skills Acrobatics +1 (+5 to jump), Disguise +6, Intimidate +4, Profession (Yog-Sothothery philosopher) +8, Perception +11, Spellcraft +8

Languages Aklo, Common

SQ agile feet (9/day), deformed, magical adept

ECOLOGY

Environment any

Organization solitary

Treasure NPC gear (*+1 dagger*, other treasure)

An outer mutant is still human enough to be able to disguise itself as human, with a heavy layer of clothing. Basically humanoid, they possess a human head, arms,



and hands, and sometimes other parts. Beyond that, they begin to vary from their mundane source. They always have one or more feeding tendrils somewhere on their torsos. They are most humanoid near the top of their form, and decreasingly so lower down, where they may not be at all recognizable as mortal. Wilbur Whateley of the *Dunwich Horror* had dinosaur-like legs with circular padded disks for feet, eyes on his hips, and a ring of mouth-tipped proboscises like a belt around his body.

Regardless of their exact mutations, no mutant can pass for human while bare or otherwise revealed.

The outer mutant presented here is a human cleric descended from Yog-Sothoth, only a few years old but already possessing the size and intellect of an adult man. While it has only started to gather its magical power, in short order this mutant will gain additional spellcasting levels and eventually transform into an outer abomination (see page 362 for statistics for this mutant as an abomination).



Creating an Outer Mutant

"Outer mutant" is an acquired template that can be added to any living, corporeal creature. An outer mutant retains the base creature's statistics and special abilities except as noted here.

Challenge Rating: Base creature's CR + 1

Type: The creature's type changes to aberration (augmented). Do not recalculate its Hit Dice, base attack bonus, or saves.

AC: An outer mutant's flesh is tough and alien in nature, granting it an increase of +4 to the base creature's natural armor bonus.

Defensive Abilities: An outer mutant's mind is twisted and warped. It is immune to confusion and insanity effects and gains a +2 bonus on all Will saves.

Attacks: An outer mutant retains all the natural weapons, manufactured weapon attacks, and weapon and armor proficiencies of the base creature. In addition, all outer mutants possess a stalked proboscis or mouth somewhere on their body that they can use to feed on blood. This extra limb functions as a bite attack and has the grab universal monster special ability. Damage for this bite depends on the outer mutant's size (1d6 points of damage for a Medium outer mutant).

Special Attacks: An outer mutant has the following special attacks.

Feed (Ex): An outer mutant drains blood and spiritual essence via its bite. At the end of its turn, if it is grappling a foe, the outer mutant inflicts 1d2 points of Constitution damage (via the draining of blood from the victim) as well as 1d2 points of Wisdom damage (via siphoning spiritual energy and damaging the victim's sanity).

Grab (Ex): An outer mutant's bite attack has the grab universal monster ability.

Special Qualities: All outer mutants gain the following:

Deformed (Ex): An outer mutant's body is hideously deformed, but not completely so. Given time and an adequate disguise (typically baggy clothing) an outer mutant can pass for a member of the base creature's race. An outer mutant suffers a –6 penalty on Disguise checks to appear as a creature of the base creature's race. An outer mutant cannot wear armor unless the armor has been specifically crafted for its unique and unpleasant form.

Magical Adept (Ex): All outer mutants are adept at magic, increasing the save DC, if applicable, of any spell they cast by +1. An outer mutant can recall a prepared spell it cast in a previous round or regain a spell slot it expended in a previous round as a swift action up to three times per day.

Ability Scores: Outer mutants grow quickly, and as they grow, they tend to achieve larger sizes than the norm for the base creature. Typically, an outer mutant is a few feet larger than the base creature, but the oldest of them could well be larger than that, growing into new size categories. You can create older mutants like this by manually adjusting the mutant's size or applying the giant creature simple template, but most mutants who survive this long instead transform into an outer abomination (see page 362). In any event, all outer mutants gain a +4 bonus to Constitution and Strength, and a +4 bonus to one mental ability score of their choice (the example outer mutant above chose Wisdom).

Skills: An outer mutant's deformities bolster several of its skills. It gains Climb, Intimidate, Knowledge (any one), Perception, Sense Motive, Survival, and Swim as class skills and gains a +2 racial bonus on all of these skills.

Feats: An outer mutant gains Great Fortitude and Toughness as bonus feats.

"The boy was not talkative, yet when he spoke he seemed to reflect some elusive element wholly unpossessed by Dunwich and its denizens. The strangeness did not reside in what he said, or even in the simple idioms he used; but seemed vaguely linked with his intonation or with the internal organs that produced the spoken sounds. His facial aspect, too, was remarkable for its maturity; for though he shared his mother's and grandfather's chinlessness, his firm and precociously shaped nose united with the expression of his large, dark, almost Latin eyes to give him an air of quasi-adulthood and well-nigh preternatural intelligence. He was, however, exceedingly ugly despite his appearance of brilliancy; there being something almost goatish or animalistic about his thick lips, large-pored, yellowish skin, coarse crinkly hair, and oddly elongated ears."

—*The Dunwich Horror*;
H. P. Lovecraft



The Second Stage: Outer Abomination

CR 10

XP 9,600

CE Large aberration

Init +8; **Senses** darkvision 60 ft.; Perception +18

DEFENSE

AC 24, touch 14, flat-footed 19 (+4 Dex, +1 dodge, +10 natural, –1 size)

hp 137 (11d8+88); fast healing 5

Fort +12, **Ref** +9, **Will** +11

DR 15/magic; **Immune** confusion, fire, insanity; **SR** 21

OFFENSE

Speed 40 ft.

Melee bite +15 (1d8+7 plus grab), 4 slams +15 (1d4+7)

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

Special Attacks dread curse, feed

Spell-Like Abilities (CL 10th; concentration +15)

At will—*death knell* (DC 17), *greater dispel magic*, *greater teleport* (self only), *hold person* (DC 17)

3/day—*bestow curse* (DC 19), *confusion* (DC 19), ***dread curse*** (DC 20), *fear* (DC 19), *fly*, *summon monster III*

1/day—*black tentacles*, *feeblemind* (DC 20), *greater invisibility*, *phantasmal killer* (DC 19), *summon monster V*

STATISTICS

Str 24, **Dex** 19, **Con** 24, **Int** 19, **Wis** 18, **Cha** 21

Base Atk +8; **CMB** +16; **CMD** 31

Feats Combat Casting, Dodge, Great Fortitude[B], Improved Initiative, Lightning Reflexes, Toughness[B], Weapon Focus (slams), Weapon Focus (bite)

Skills Climb +21, Fly +16, Intimidate +19, Knowledge (any one) +18, Perception +18, Sense Motive +15, Stealth +14, Swim +21

Languages Aklo, Common

ECOLOGY

Environment any

Organization solitary, pair, or doom (3–6)

Treasure standard

SPECIAL ABILITIES

Dread Curse (Sp) Three times per day, an outer abomination can call down the dread curse, causing coils of rippling, foaming magic to descend from above to strike foes. This spell-like ability functions like ***unholy blight***, except that it affects creatures of any alignment and treats them all as good outsiders for the purpose of the spell effect. The dread curse inflicts 10d6 points of damage to all creatures in the area of effect and causes them to be permanently sickened. A successful DC 20 Will save halves the damage and reduces the duration of the sickened effect to 1d4 rounds. This is a curse effect, and the spell-like ability functions as a 5th-level spell.

Feed (Ex) An outer abomination drains blood and spiritual essence via its bite. At the end of its turn, if the abomination is grappling a foe, it inflicts 1d4 points of Constitution damage (via the draining of blood from the victim) and 1d4 points of Wisdom damage (via siphoning spiritual energy and damaging the victim's sanity). Whenever an outer abomination kills a creature with its feed attack, it absorbs enough nutrients and soul energy to gain a growth point. Once an outer abomination earns a number of growth points equal to its current racial Hit Dice, it loses all growth points and gains a racial Hit Die. Once an outer abomination reaches 20 Hit Dice in this manner, it transforms into an outer spawn (see page 364). An outer abomination loses 1 growth point per day, so if it doesn't constantly feed, it will never grow. A creature killed in this way cannot be brought back to life via *raise dead*, but more powerful effects like *resurrection* still work normally.



Every outer abomination is unique. However, in general they are still clearly derived from a humanoid form and are still in the process of eternal change. They have a face that buds from or is embossed upon some part of their upper body, and they usually still have hands and legs of a sort. Their evolving bodies often leave their inner organs open to the air, and they sprout tentacles or spawning sacs.

Outer abominations, like outer mutants and outer spawn are mortal/outside hybrids, descended from profane and perverse unions with Outer Gods. When these offspring reach the abomination stage of development, they can no longer pass for mortal creatures and grow quite large—up to 12 feet in height and a ton or more in weight.

Abominations are the "second level" of horror resulting from an Outer God producing offspring with a mortal creature. They are significantly larger and more physically powerful than outer mutants, with potent mental and magical abilities. However, their minds are far more alien than those of the comparatively tractable mutant and they rarely work well with humans, let alone lead them. Rather, cults tend to treat them more as objects of worship at best or dangerous guardian beasts at worst.

At the abomination stage, the creature can no longer pass as a normal person: their hideous malformations are plain to all. They still feed on blood and soul energy, as mutants do, but they require much larger quantities and typically drain victims dry, rather than just tapping a target for a few pints at a time. Cults often use abominations as a convenient means to sacrifice victims to their Outer God master (usually but not always the abomination's parent), since they cannot afford to let the abominations feed on their numbers.

An abomination grows steadily until eventually it can transform itself into an Outer Spawn.

The time would be easy to know, for then mankind would have become as the Great Old Ones; free and wild and beyond good and evil, with laws and morals thrown aside and all men shouting and killing and reveling in joy. Then the liberated Old Ones would teach them new ways to shout and kill and revel and enjoy themselves, and all the Earth would flame with a holocaust of ecstasy and freedom.

—H. P. Lovecraft



The Third Stage: Outer Spawn

What You See

This mass of flesh the size of an elephant has numerous tentacles, insect-like legs, and a sucking proboscis intermixed with humanoid eyes, mouths, and noses stretched across its upper body.

CR 17

XP 102,400

CE Huge aberration

Init +9; **Senses** blindsight 30 ft., darkvision 60 ft.; Perception +31

DEFENSE

AC 32, touch 14, flat-footed 26 (+5 Dex, +1 dodge, +18 natural, –2 size)

hp 270 (20d8+180); regenerate 15 (see below)

Fort +16, **Ref** +13, **Will** +20

Defensive Abilities amorphous; **DR** 20/—; **Immune** disease, fire, mind-affecting effects, poison; **Resist** acid 30, cold 30, electricity 30; **SR** 28

Weaknesses susceptible to dimensional lock

OFFENSE

Speed 50 ft., climb 50 ft.

Melee bite +24 (1d8+10 plus grab), 4 slams +24 (1d4+10/19–20), 2 claws +23 (2d6+10)

Space 15 ft.; Reach 15 ft.

Special Attacks feed, trample (4d6+15, DC 30)

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

Constant—*greater invisibility*

At will—*bestow curse* (DC 19), *confusion* (DC 19), *death knell* (DC 17), ***dread curse*** (DC 20), *fear* (DC 19), *greater dispel magic*, *greater teleport* (self only), *hold person* (DC 17), *summon monster III*

3/day—*black tentacles*, *feeblemind* (DC 20), *fly*, *phantasmal killer* (DC 19), *summon monster V*

1/day—*heal*, *greater shout* (DC 23), *insanity* (DC 22), *power word blind*, *power word stun*, *summon monster VIII*

STATISTICS

Str 30, **Dex** 21, **Con** 26, **Int** 19, **Wis** 26, **Cha** 21

Base Atk +15; **CMB** +27; **CMD** 43

Feats Combat Casting, Critical Focus, Dodge, Great Fortitude[B], Improved Critical (slams), Improved Initiative, Lightning Reflexes, Power Attack, Staggering Critical, Toughness[B], Weapon Focus (slams), Weapon Focus (bite)

Skills Climb +41, Fly +24, Intimidate +28, Knowledge (any one) +27, Perception +31, Sense Motive +28, Stealth +20, Swim +33

Languages Aklo, Common

SQ apotheosis

ECOLOGY

Environment any

Organization solitary, pair, or doom (3–6)

Treasure standard

SPECIAL ABILITIES

Apotheosis (Su) When an outer spawn reaches 100 growth points, it undergoes apotheosis. If this occurs during a proper ritual performed by a cult or spellcaster that focuses the energies, the outer spawn transforms into a unique and powerful avatar of its parent Outer God. Such creatures are equal in power to a Great Old One and are unique and varied in their abilities. If an outer spawn achieves apotheosis when not under the effects of this eldritch ritual, it instead splits apart into dozens (1d20+40) of human-sized outer mutants equal in shape and power to the mutant the original began its life as.

Dread Curse (Sp) Three times per day, an outer spawn can call down the dread curse, causing coils of rippling, foaming magic to descend from above to strike foes. This spell-like ability functions as *unholy blight*, but it affects creatures of any alignment and treats them all as good outsiders for the purpose of the spell effect. The dread curse inflicts 10d6 points of damage to all creatures in the area of effect and causes them to be permanently sickened. A successful DC 20 Will save halves the damage and reduces the duration of the sickened effect to 1d4 rounds. This is a curse effect, and the spell-like ability functions as a 5th-level spell.

Feed (Ex) An outer spawn drains blood and spiritual essence via its bite. At the end of its turn, if it is grappling a foe, it inflicts 1d6 points of Constitution damage (via the draining of blood from the victim) and 1d6 points of Wisdom damage (via siphoning spiritual energy and damaging the victim's sanity). Whenever an outer spawn kills a creature with its feed attack, it absorbs enough nutrients and soul energy to gain a growth point. Once an outer spawn earns 100 growth points, it undergoes apotheosis (see above). An outer spawn loses 1 growth point per day, so if it doesn't constantly feed, it will never reach apotheosis. A creature killed in this way cannot be brought back to life via *raise dead*, but more powerful effects like *resurrection* still work normally.

Vulnerable to Dimensional Lock (Ex) When an outer spawn is prevented from using teleportation effects, such as when within an area of *forbiddance* or under the effects of *dimensional lock*, its damage reduction and energy resistances are halved and its regeneration is suppressed.

Yog-Sothoth and other Outer Gods such as Shub-Niggurath and Nyarlathotep are able to produce hybrids that vary greatly in power and size. The outer spawn are typically the most powerful such entities encountered in the normal planes of reality.

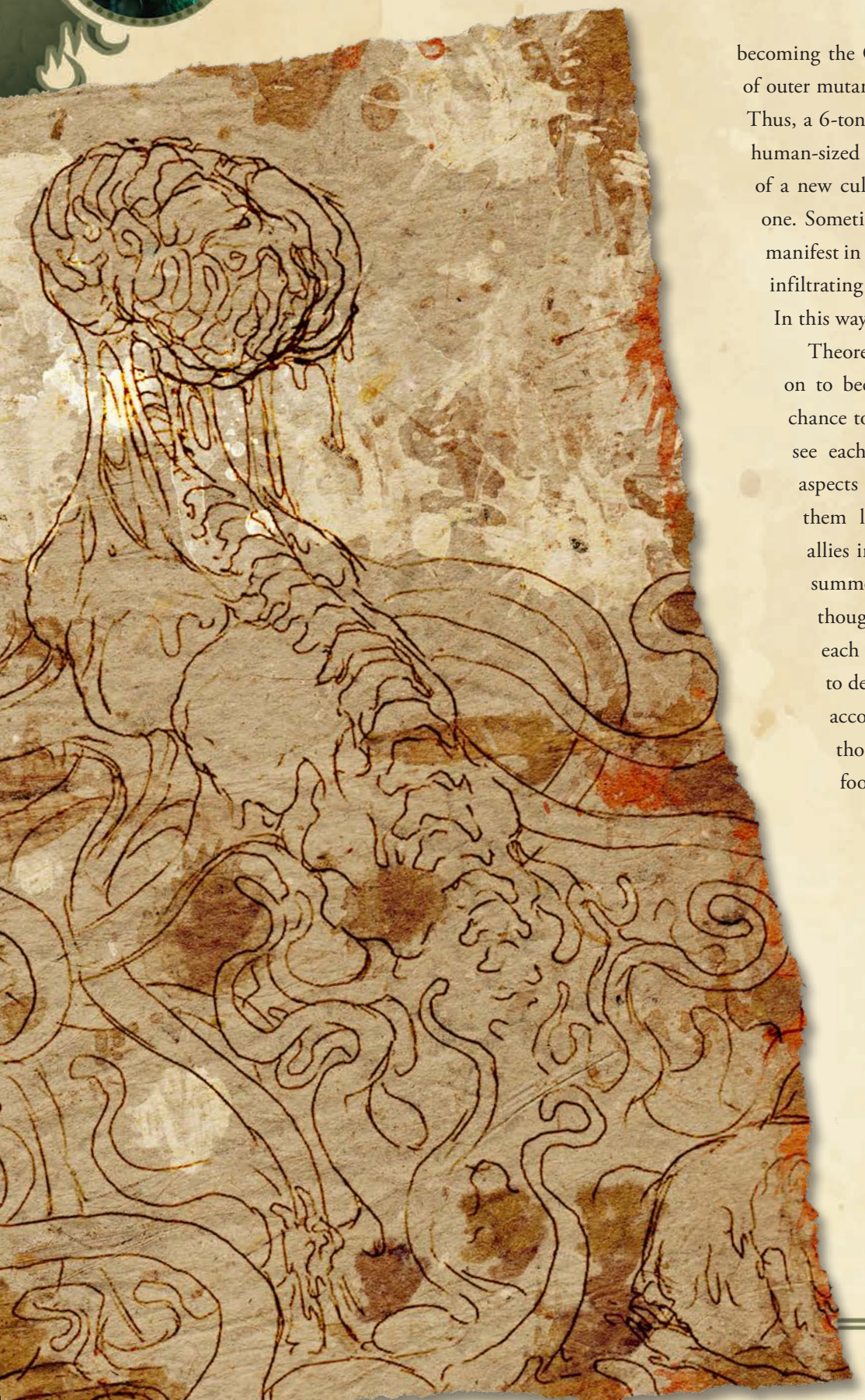
The outer spawn is close to its ultimate form, and the traces of its former humanity are few and far between. Often it still has a face or parts of a face, spread across parts of its upper body. Its limbs have become insectoid or tentacular, rather than human arms or legs. It typically resembles a centipede, octopus, or spider creature with traces of the human form threaded through. Outer spawn are huge, reaching the size of an elephant or dinosaur and weighing 10 tons or more.

This is the penultimate "third level" of outer/human hybridization, which has neared the ultimate goal of bringing its parent Outer God to the world physically. An outer spawn is enormous—elephantine in size—and typically always invisible. Like a mutant or abomination, an outer spawn also drains blood and soul energy, but an abomination may need more. The ravenous nature of the outer spawn is alien and terrifying: it can often eat more food at a sitting than its entire body mass, and only its interdimensional nature can explain such a paradox. As its hunger can consume entire herds of cattle or dozens of victims per week, when a cult is trying to maintain its "pet" outer spawn, its activities become increasingly hard to conceal. Worse, when the cult cannot continue feeding its spawn (as they often fail to do), the monster eventually breaks out of containment and rampages across the countryside.

The Purpose of an Outer Spawn

The ultimate fate of a spawn inevitably takes one of two forms, assuming it is not destroyed by intrepid adventurers or an army sent by the local authorities. First, the cult or wizard which fostered the spawn wants it to mature and reach apotheosis, that it might bring an avatar of its parent Outer God bodily into the world. This process takes time, energy, and a huge amount of food, and the proper rituals must be performed. Secondly, if these rituals are not performed—if the spawn is alone when it reaches its apotheosis, for instance—instead of





becoming the Outer God, it splits into a host of outer mutants, equal in total mass to itself. Thus, a 6-ton spawn might become 50 or 60 human-sized mutants, which provide the core of a new cult—or a small army to conquer one. Sometimes, these newly born mutants manifest in various places around the world, infiltrating a number of cities or kingdoms. In this way, the cycle begins anew.

Theoretically, each mutant can go on to become a spawn again given the chance to grow. These mutants typically see each other as siblings or multiple aspects of the Outer God who gave them life. They consider themselves allies in accomplishing the purpose of summoning their Outer God parent, though they can also work against each other as rivals. They compete to determine the one most worthy of accomplishing this purpose, while those proven unworthy become food for the chosen mutant.

Satyr, Mythos

CR 1

XP 400
NE Medium aberration
Init +5; **Senses** darkvision 60 ft., low-light vision; Perception +8

DEFENSE

AC 12, touch 11, flat-footed 11 (+1 Dex, +1 natural)
hp 16 (3d8+3); fast healing 1
Fort +2, **Ref** +4, **Will** +5; +2 vs. mind-affecting effects
Defensive Abilities warped mind

OFFENSE

Speed 40 ft., climb 20 ft. (*spider climb*)
Melee gore +2 (1d4), 2 claws +2 (1d4)
Spell-Like Abilities (CL 1st; concentration +2)
Constant—*pass without trace*, *jump*, *spider climb*
1/day—*entangle* (DC 12), *whispering wind*

STATISTICS

Str 11, **Dex** 13, **Con** 12, **Int** 10, **Wis** 14, **Cha** 13
Base Atk +2; **CMB** +2; **CMD** 13
Feats Improved Initiative, Lightning Reflexes
Skills Acrobatics +0 (+14 when jumping), Climb +8, Knowledge (geography) +1, Knowledge (nature) +1, Knowledge (religion) +4, Perception +8, Stealth +7, Survival +8
Languages Aklo
SQ eldritch devotion

ECOLOGY

Environment any
Organization solitary, pair, or cult (3–14 plus 1 matriarch)
Treasure standard

SPECIAL ABILITIES

Eldritch Devotion (Ex) A Mythos satyr treats its Wisdom or Charisma score as being 2 points higher than its actual value for the purposes of determining the number of bonus divine spells it can cast and the save DCs of its spells if it gains levels in a class capable of casting divine spells, but only if it also worships a Great Old One or Outer God.

Warped Mind (Ex) A Mythos satyr's mind is as twisted as its body. It gains a +2 bonus on all saving throws against mind-affecting effects, and once per day as a swift action, it can reroll a failed Will save. When it does so, it must take the result of the second roll, but it gains a +4 bonus on this reroll rather than the typical +2 bonus for being a Mythos satyr.

There are many ways for humanity to become animalistic and vile under the influence of the outside. Lovecraft's tales show humans degenerating into monstrous quadrupeds in *The Rats in the Walls*, the cannibal monster Martense family in *The Lurking Fear*, and Arthur Jermyn. The Milk of Shub-Niggurath notoriously also produces a degenerative effect, and in a very short time.

All of these degenerate genetic mutations have a thousand origins, but all are variants of Mythos satyrs. Hobbling, chuckling, mewling, and enthusiastic creatures are the frequent result of contact with the outside. A typical Mythos satyr starts out at human size, then grows. They rarely reach colossal size, instead topping out at around 400–600 pounds and





What You See

This humanoid has misshapen limbs—its legs seemingly reversed—and its skull is warped by horns obviously not meant to be there. It leers with a mouth full of fangs.

some 7–8 feet tall. It is feasible they are limited by their humanoid heritage.

Every Mythos satyr is unique, mixing the human form with some other element. The Mythos satyr's humanity degrades significantly, becoming less and less symmetrical and rational over time. Mythos satyrs may have multiple limbs or limb stubs, and incorporate animal-like or even plant-like forms. The only consistency is their degenerate and mutagenic nature.

The Change

When magic or chemicals from outside mix with the blood of humans it provokes changes down to the cellular level. This triggers mutation and eventually causes the victim (who may volunteer for the process) to devolve into a monstrous human entity called a Mythos satyr.

The first effect of the change is typically for any ailments, curses, or ills to be purged (or incorporated into the victim's metabolism). Unfortunately, the victim's mind also steadily spirals into madness as the body undergoes metamorphosis. Indeed, the victim's physical transformation is partly based on his mind, his urges, and his tendencies. Most often, as the physical change takes place, the victim partly comes to resemble some kind of animal, such as a cat, deer, snake, or hawk. Such hybrid creatures may resemble lycanthropes in exterior appearance, but they are internally and mentally very different indeed.

Most Mythos satyrs are the result of a single contact with the outside, and so stop at the earliest stages of mutation, resembling human/beast mixtures. If they continue to contact the outside, the changes to Mythos satyrs do not stop: as they continue to warp physically, their minds degenerate, and they sink into madness. Over time, the changes become truly grotesque and illogical. Organs begin to sprout on the creature's flesh almost randomly. If the process continues (for example if the outside radiation keeps going for longer periods of time), the victims may just turn into masses of flesh, no longer recognizable as human or even animal. At this point, the entity's only goals are to consume and reproduce.

Mythos satyrs have animal instincts, but most still have a primarliy human mind. If the changes are allowed to continue, the animalistic part of the satyr becomes stronger as the human part weakens.

Serpentfolk

CR 5

XP 1,600

NE Medium monstrous humanoid (shapechanger)

Init +10; **Senses** darkvision 60 ft., scent; Perception +12

DEFENSE

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

hp 57 (6d10+24)

Fort +6, **Ref** +11, **Will** +8

Immune mind-affecting effects, paralysis, poison; **SR** 16

OFFENSE

Speed 30 ft.

Melee *+1 dagger* +13/+8 (1d4+1/19–20 plus poison), bite +12 (1d6 plus poison)

Spell-Like Abilities (CL 5th; concentration +8)

At will—*ventriloquism*

1/day—*blur*, *charm monster* (DC 17), *major image* (DC 16), *mirror image*, *suggestion* (DC 16)

STATISTICS

Str 10, **Dex** 23, **Con** 19, **Int** 20, **Wis** 17, **Cha** 16

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

Feats Combat Casting, Improved Initiative, Weapon Finesse

Skills Bluff +9, Craft (alchemy) +18, Disguise +9, Perception +12, Profession (Yog-Sothothery philosopher) +12, Sense Motive +9, Spellcraft +14, Stealth +15, Use Magic Device +12; **Racial Modifiers** +4 Craft (alchemy)

Languages Aklo, Common, Serpentfolk

SQ alchemy, change shape (any humanoid, *alter self*), gifted spellcaster, serpent's strike

ECOLOGY

Environment any

Organization solitary, pair, or cult (3–12)

Treasure NPC gear (***+1 dagger***, 3 ***potions of cure moderate wounds, potion of invisibility,*** other treasure)

SPECIAL ABILITIES

Alchemy (Ex) Serpentfolk gain a +4 racial bonus on all Craft (alchemy) checks, and can automatically identify any potion, elixir, poison, drug, or other alchemical item as a standard action while studying the material.

Gifted Spellcaster (Ex) Knowledge (arcana), Spellcraft, and Use Magic Device are class skills for Serpentfolk. Serpentfolk that gain racial Hit Dice increase their caster level by +1 per racial Hit Die gained (maximum caster level of 20th). They gain a new spell-like ability (usable once per day) with each gained racial Hit Die. Serpentfolk may select the same spell-like ability multiple times, in which case they may use that ability a number of times per day equal to the number of times they selected the same ability. When a Serpentfolk gains a new spell-like ability in this manner, the maximum spell level of the new spell-like ability must be equal to its racial Hit Dice divided by 2, rounded down. Serpentfolk may choose each new spell-like ability from any class list, but cannot choose a spell-like ability that has a material component or focus cost in excess of 50 gp.

Poison (Ex) Bite—injury; ***save*** Fort DC 17; ***frequency*** 1/round for 6 rounds; ***effect*** 1d2 Str; ***cure*** 2 consecutive saves. The save DC is Constitution-based.

Serpent's Strike (Ex) A serpentfolk's bite attack is always treated as a primary attack, even when it wields a manufactured weapon. A serpentfolk can lick the cutting edge of any piercing or slashing weapon it wields as a move action to apply a dose of its poison to the weapon.



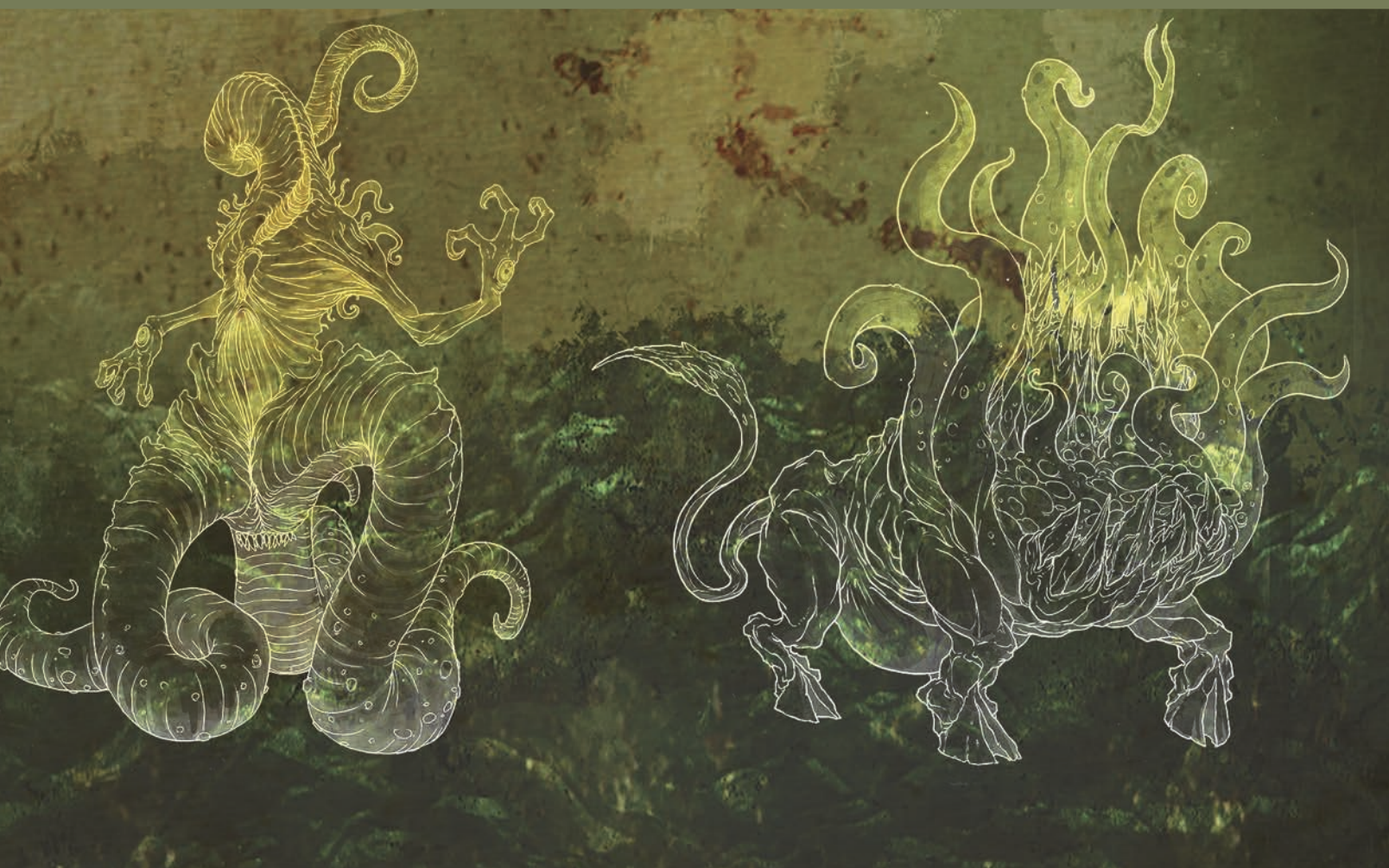
A highly intelligent race with a knowledge of advanced magic and science, the serpentfolk inherited a lost empire that fell before modern races had even evolved. They are about the size of an average human, though because of their slim and muscular form, they typically seem to stand slightly taller.



What You See

This serpent-headed humanoid wears elegant robes over its sinuous body. The cuffs of its sleeves reveal wicked claws, and a long tail emerges from beneath the hem of the robe.

Serpentfolk favor the use of carefully crafted magic items and have almost limitless access to magic. They can naturally create an illusion to resemble a particular human and often live within human society unnoticed. Serpentfolk alchemists are renowned in secret circles that know of them for their skill at producing poisons, drugs, and so forth, including metamorphic venom (see page 145).



Servitor of the Outer Gods

CR 3

XP 800

CE Medium aberration

Init +4; **Senses** darkvision 60 ft., see in darkness; Perception +9

Aura piping (30 ft.)

DEFENSE

AC 16, touch 14, flat-footed 12 (+4 Dex, +2 natural)

hp 17 (5d8–5)

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

Defensive Abilities amorphous, avoid blow, evasion; **Immune** cold, disease, poison, sonic

OFFENSE

Speed 50 ft., fly 30 ft. (average)

Melee tentacles +5 (2d6+3)

Spell-Like Abilities (CL 3rd; concentration +6)

At will—summon eldritch horror

3/day—*cause fear* (DC 14), ***lesser*** *confusion* (DC 14)

1/day—*confusion* (DC 17, one target only)

STATISTICS

Str 14, **Dex** 19, **Con** 8, **Int** 11, **Wis** 12, **Cha** 17

Base Atk +3; **CMB** +5; **CMD** 19 (can't be tripped)

Feats Combat Casting, Combat Reflexes, Great Fortitude

Skills Acrobatics +12, Fly +12, Perception +9, Perform (wind) +8

Languages Aklo

SQ no breath, recursive summoner

ECOLOGY

Environment any (outer space)

Organization solitary, pair, or ensemble (3–12)

Treasure none

SPECIAL ABILITIES

Amorphous (Ex) A servitor of the Outer Gods is malleable. It is immune to precision damage (like sneak attacks) and critical hits.

Avoid Blow (Ex) A servitor of the Outer Gods is fast and agile, its body writhing and dancing in discordant synchronicity to the alien music it constantly plays on its flute. **Ranged** weapon attacks suffer a 75% miss chance against a servitor of the Outer Gods, and melee weapon attacks suffer a 50% miss chance. A servitor of the Outer Gods loses its avoid blow defensive ability when under the effects of a *slow* spell, when entangled, when grappled, and whenever it could not choose to take a move or standard action (such as when paralyzed, stunned, or dazed).

No Breath (Ex) A servitor of the Outer Gods does not breathe and is immune to effects that require breathing (such as inhaled poison). This does not give it immunity to cloud or gas attacks that do not require breathing.

What You See

A constantly-flickering mass of eyes, mouths, and tentacles hangs in the air before you, emitting a piping noise from flutes of bone. As it writhes to its own horrific melody, a sense of dread envelopes you, as if you realize that something else—something far beyond space and time—is also listening.

Piping (Su) A servitor of the Outer Gods constantly pipes strange and unsettling alien music via a long, thin, flute-like instrument. The piping continues for as long as the servitor takes a swift action to pipe each round. If the servitor takes 5 or more points of damage from one attack, its piping ceases to function until it uses a swift action to resume its performance. It can't pipe while concentrating on summoning an eldritch horror. When a servitor plays its flute, it generates discordant music that can be heard for hundreds of feet, but all creatures within a 30-foot radius of the servitor are particularly vexed and distracted as the music causes minor but disturbing hallucinations. Creatures in this area of effect suffer a –4 penalty on Perception checks and a –2 penalty on all saving throws against mind-affecting effects that cause dread, confusion, or insanity. This is a mind-affecting, sonic effect. Although it cannot physically attack with its flute, the device is treated as a club for the purposes of disarm and sunder attempts. A servitor that loses its flute cannot use its summon eldritch horror ability, but it can extrude a new flute from its body with 1 minute of concentration.

Recursive Summoner (Ex) Unlike most creatures, when a servitor of the Outer Gods is summoned via any summon effect (including ***summon eldritch horror***), it can use its summon eldritch horror spell-like ability normally.

***Summon Eldritch Horror* (Sp)** As a standard action, a servitor of the Outer Gods can begin playing a particularly hideous tune on its flute that reaches out across the dimensions in an attempt to summon monsters to its location. At the start of each round the servitor continues to concentrate on the song, it

gains 1 summoning point. It can immediately end a song upon gaining a summoning point to summon a monster of a CR equal to or less than its current number of summoning points, as if casting a ***summon monster*** spell. A summoned creature remains for 1 minute before it vanishes. The types of monsters a servitor of the Outer Gods can summon this way are limited to creatures associated with the Outer Gods or Great Old Ones. It cannot summon unique creatures or specific individuals with this ability. Summoned eldritch horrors are not under the servitor's control, and may be hostile toward the servitor. A creature that is summoned in this way cannot use any spells or spell-like abilities that require material components costing more than 1 gp unless those components are supplied, nor can it use its own summon ability (unless the summoned creature is another servitor of the Outer Gods). Summon eldritch horror functions as a 4th-level spell for the purposes of caster level checks and concentration checks. Although servitors of the Outer Gods can summon eldritch horrors at will, they generally avoid summoning creatures of a CR more than twice their own CR, and when not in combat typically avoid using this ability entirely.

These creatures exist to appease the Outer Gods and advance their interests when brought to the mortal world. While they are individually weak, their summoning ability makes them quite dangerous. They play a haunting melody on their pipes, which can call forth dire beings from beyond: hunting horrors, byakhee, star vampires, and stranger things.

In combat, servitors of the Outer Gods writhe and dance to their own music, in such a way that allows them to avoid most blows, particularly ranged attacks. A common tactic for one is to immediately summon another servitor and then something else. The servitor summoned immediately summons yet another servitor, before going on to call other beings. In this way, every servitor calls another, so that they multiply rapidly.



"Outside the ordered universe is that amorphous blight of nethermost confusion which blasphemes and bubbles at the center of all infinity—the boundless daemon Azathoth, whose name no lips dare speak aloud..."

—H.P. Lovecraft,

The Dream-Quest of Unknown Kadath

Shantak

CR 7

XP 3,200

CE Huge magical beast

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

DEFENSE

AC 20, touch 11, flat-footed 17 (+3 Dex, +9 natural, –2 size)

hp 85 (9d10+36)

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

Defensive Abilities slippery; **Immune** cold, disease, poison; **Resist** acid 10, fire 10

Weaknesses susceptible to fear

OFFENSE

Speed 20 ft., fly 200 ft. (average)

Melee bite +14 (1d8+7), 2 talons +14 (1d6+7)

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

Special Attacks fearsome display, feed on fear

STATISTICS

Str 24, **Dex** 17, **Con** 19, **Int** 8, **Wis** 17, **Cha** 16

Base Atk +9; **CMB** +18; **CMD** 31 (39 vs. grapple)

Feats Flyby Attack, Hover, Power Attack, Snatch, Wingover

Skills Escape Artist +11, Fly +11; **Racial Modifiers** +8 Escape Artist

Languages Aklo

SQ no breath, share defenses, starflight

ECOLOGY

Environment cold mountains or outer space

Organization solitary, pair, or flock (3–12)

Treasure none

SPECIAL ABILITIES

Fearsome Display (Su) As a swift action, a shantak can adopt a fearsome posture against a single target within 30 feet. The target of this fearsome display must make a successful DC 17 Will save or become shaken for 1d6 rounds. This is a mind-affecting fear effect. The save DC is Charisma-based.

Feed on Fear (Su) Shantaks are enhanced when they sense fear in their prey. Once per round when a shantak damages a creature suffering from a fear effect, the shantak gains 1 fear point, to a maximum number of fear points equal to its CR (7 fear points for the typical shantak). Fear points, once gained, persist for the duration of a combat—once a shantak spends more than a minute out of combat it loses all accumulated fear points. As soon as a shantak gains a fear point, it immediately negates any ongoing fear effect that it is suffering from. A shantak gains a bonus on attack rolls and weapon damage rolls equal to its current fear point total. A shantak that has accumulated at least 5 fear points also gains the effects of *haste* for as long as it maintains at least 5 fear points. A *calm emotions* spell (or similar effect that deadens a creature's ability to feel emotion, at the GM's discretion) causes a shantak to lose 1d6 fear points per round it remains under the effects of the spell.

Share Defenses (Su) As a free action, a shantak can extend its no breath ability and cold immunity to a single creature touching it. It can withdraw this protection as a free action.

Slippery (Ex) A shantak drips slippery slime. This grants the creature a +8 bonus on all Escape Artist checks and to its CMD against grapples, and imparts a –5 penalty on all Ride checks made by creatures attempting to ride a shantak.

Starflight (Su) While a shantak can fly at rapid speeds, its speed increases astoundingly once free of a planetary atmosphere. In outer space, a shantak can fly at an incredible speed, slipping in between dimensions to travel vast distances much faster than expected. Although exact travel times on these interstellar journeys vary, a trip within a single solar system should take 3d20 hours, while a trip beyond a solar system should take 3d20 days (or more, at the GM's discretion), provided the shantak knows the way to its destination.

Susceptible to Fear (Ex) While a shantak is immune to the fearsome display of other shantaks, when subjected to a fear effect from another creature, its intrinsic ability to sense and feed on fear creates a negative feedback in the shantak's mind. As long as a shantak is affected by a fear effect, it suffers a –2 penalty to its Armor Class, attack rolls, weapon damage rolls, and saving throws; these penalties stack with any caused by other fear effects such as shaken. A shantak loses all accumulated fear points if it becomes affected by a fear effect.

What You See

This scaled, elephantine creature has two legs and a pair of massive wings, giving it a roughly bird-like outline. Its head is elongated and horse-like.

Also known as shantak-birds, shantaks are intelligent and innately malign. They can be easily persuaded to cooperate with a competent master, and have proven highly useful for transport due to their incredible speed.

A shantak is large—as big as an elephant and weighing 2–4 tons—and though it is often considered to be a bird, it has scales rather than feathers. It has an elongated snout, making its head slightly resemble that of a horse or, more closely, an iguanodon. It has four limbs—two legs and two wings—giving it a body arrangement rather like that of a wyvern. Shantaks lay eggs in excavated hollow places in mountain peaks and elsewhere to tend their young.



Shantaks secrete a thin coating of slime as an insulator and protective coating, making their scales very slippery. They have the ability to fly into and through space and other dimensions. Their slime protects against almost all environmental effects and is effective in mitigating many attacks.

Even the bravest person typically has some slight degree of trepidation while facing a shantak, which boosts the shantak's effectiveness. This often terrifies the shantak's opponents, creating a feedback loop that empowers the birdlike monstrosity.

There are two situations in which the shantak's empathic fear power does not work. First, if the target is so powerful that it doesn't fear the shantak in the first place, then there is no "foothold" for the empathic loop to get started. Secondly, if the prey creature is something that is incapable of fear but is able to cause fear, this sets up a negative feedback loop that weakens the shantak. As a result, they avoid entities such as nightgaunts or undead.

Ecology

Shantaks are omnivorous but need protein to breed, so they tend to prefer hunting prey. Naturally empathic, their neural structure is focused on their prey's emotions. If their target feels fear, this stimulates and boosts the shantak's abilities. Naturally, they like to chase their prey down to induce the maximum amount of fear or panic before feeding.

Shantaks, as semi-intelligent creatures, cannot truly be domesticated, but they can be induced to work for a strong and evil master in return for the obvious considerations (such as terrified prey to toy with and then devour).

Shoggoth

CR 20

XP 307,200

CE Huge ooze (aquatic)

Init +12; **Senses** darkvision 120 ft., low-light vision, scent, tremorsense 60 ft.; Perception +26

Aura frightful presence (60 ft., DC 24, 10 rounds)

DEFENSE

AC 36, touch 16, flat-footed 28 (+8 Dex, +20 natural, –2 size)

hp 377 (26d8+260); fast healing 10

Fort +20, **Ref** +16, **Will** +23

Defensive Abilities all-around vision, strong-willed; **DR** 10/—; **Immune** blindness, charm effects, cold, deafness, ooze traits, sonic; **Resist** acid 30, cold 30, fire 30; **SR** 31

OFFENSE

Speed 50 ft., climb 30 ft., swim 50 ft.

Melee 4 pseudopods +32 (3d8+15/19–20 plus grab)

Space 15 ft.; **Reach** 30 ft.

Special Attacks constrict (3d8+15), consume (4d6+22 bludgeoning damage plus 10d6 acid damage, AC 20, hp 37), deadly blow, tekeli-li, trample (6d6+15, DC 38 plus grab)

STATISTICS

Str 40, **Dex** 26, **Con** 31, **Int** 5, **Wis** 22, **Cha** 13

Base Atk +19; **CMB** +36 (+40 sunder); **CMD** 54 (56 vs. sunder, can't be tripped)

Feats Blind-Fight, Combat Reflexes, Critical Focus, Great Fortitude, Greater Sunder, Improved Critical (pseudopod), Improved Initiative, Improved Iron Will[B], Improved Sunder, Improved Vital Strike, Iron Will, Power Attack, Staggering Critical, Vital Strike

Skills Climb +26, Perception +26, Swim +29

Languages Aklo

SQ amphibious

SPECIAL ABILITIES

Consume (Ex) This ability functions like swallow whole, save that the shoggoth may consume a creature as a free action at any time during its turn, not just at the start of its turn. A creature that cuts its way out of a shoggoth leaves no hole in the protoplasmic creature's body.

Deadly Blow (Ex) If a shoggoth reduces a creature to fewer than 0 hit points with a pseudopod attack, the creature must make a successful DC 38 Fortitude save or it is instantly slain as the shoggoth plucks off the victim's head, crushes its torso, or otherwise destroys the creature's body. The save DC is Strength-based.

Pseudopods (Ex) A shoggoth can attack with up to four pseudopods in a round. As it attacks, it can decide as a free action if the pseudopod inflicts bludgeoning, piercing, or slashing damage.

Strong-Willed (Ex) Unlike most oozes, a shoggoth has a good Will save. It gains Improved Iron Will as a bonus feat.

Tekeli-li (Su) As a free action, once per round, a shoggoth can give voice to sounds and words sane life was not meant to hear. Each creature in a 60-foot radius must make a successful DC 24 Will save or be confused for 1d8 rounds, during which time the creature suffers a –4 penalty to saves against fear effects. A creature normally immune to fear loses that immunity while affected by tekeli-li. Each round a creature is affected, it takes 1d6 points of Wisdom damage. A creature that saves cannot be affected by this shoggoth's tekeli-li for 24 hours. This is a sonic mind-affecting effect. The save DC is Charisma-based.





What You See

This massive clot of luminous black protoplasm surges forward, eyes and mouths and limbs forming and dissolving from its mass in a churning storm. The smell of rot and corruption assaults you, and equally disgusting is the squishy, unwholesome sound of fleshy pustules and tissue forming and breaking apart. It is the sickening sound of birth, growth, and decay all at once.

Although Alhazred himself claimed that no shoggoths existed in the world, the terrible truth is that these protoplasmic monstrosities have been around for eons, far longer than humanity. Originally created by the elder things as beasts of burden and slaves to aid in the construction of their megalithic cities, the shoggoths gained enough intelligence and will over the generations to rebel against their one-time masters, rising up to destroy the civilization of their creators. The shoggoths dwell still in these remote ruins, splashing on the midnight shores of hidden oceans or surging through lightless tunnels, and woe be upon those who foolishly stumble upon their domains.

Shoggoths can vary tremendously in size, but a typical shoggoth is around 18 feet across and weighs about 50 tons.

"Formless protoplasm able to mock and reflect all forms and organs and processes - viscous agglutinations of bubbling cells—rubbery fifteen-foot spheroids infinitely plastic and ductile—slaves of suggestion, builders of cities—more and more sullen, more and more intelligent, more and more amphibious, more and more imitative! Great God! What madness made even those blasphemous Old Ones willing to use and carve such things?"

–H.P. Lovecraft, *At the Mountains of Madness*

Shoggoth, Proto-

PROTO-SHOGGOTH **CR 13**

XP 25,600

CE Medium ooze

Init +11; **Senses** darkvision 60 ft., low-light vision, scent; Perception +11

DEFENSE

AC 28, touch 18, flat-footed 20 (+7 Dex, +1 dodge, +10 natural)

hp 187 (15d8+120); fast healing 5

Fort +13, **Ref** +14, **Will** +13

Defensive Abilities all-around vision, amorphous; **DR** 10/—; **Immune** acid, cold, ooze traits; **Resist** fire 10, sonic 10; **SR** 24

OFFENSE

Speed 30 ft., climb 30 ft., swim 30 ft.

Melee 2 slams +22 (2d8+10 plus grab and 2d6 acid)

Special Attacks constrict (2d8+10), explosive ambush, suffocate

STATISTICS

Str 31, **Dex** 25, **Con** 26, **Int** 6, **Wis** 22, **Cha** 9

Base Atk +11; **CMB** +21; **CMD** 39

Feats Dodge, Improved Initiative, Iron Will, Lightning Reflexes, Mobility, Power Attack, Skill Focus (Disguise), Weapon Focus (slams)

Skills Climb +18, Disguise +7 (+23 when using masquerade), Perception +11, Swim +23; **Racial Modifiers** +16 Disguise when using masquerade

Languages Aklo, Common

SQ compression, masquerade

ECOLOGY

Environment any

Organization solitary, pair, or invasion (3–8)

Treasure standard

SPECIAL ABILITIES

Explosive Ambush (Ex) When a masquerading proto-shoggoth attacks, it explodes from its stolen skin in a hideous assault. This destroys the stolen skin completely. A proto-shoggoth gains a +4 bonus on its initiative check when it begins a combat in this way. A proto-shoggoth gains a +4 bonus on the attack roll, damage, and grapple check of any attack it makes in a round in which it uses explosive ambush.

Masquerade (Ex) A proto-shoggoth can masquerade as a Medium creature as long as it has a skin to hide inside. Unless the skin is harvested within a few hours of a creature's death or magically preserved until the proto-shoggoth puts it on, the proto-shoggoth can only masquerade as an undead version of the creature whose skin it inhabits. While worn, the proto-shoggoth maintains the skin's integrity, and it does not decay further. A proto-shoggoth can harvest a full skin from a dead creature as a full-round action, and inhabiting a harvested skin is a standard action for a proto-shoggoth. The proto-shoggoth cannot take violent actions (such as attacking) while wearing a skin, but it can move about normally using its own speed. If the creature it stole the skin from could climb or swim, the proto-shoggoth can climb or swim using its own climb or swim speeds, but it does not gain speeds from stolen skins (for example, it does not gain a fly speed from taking a winged humanoid's skin).

Suffocate (Ex) Each time a proto-shoggoth inflicts constrict damage on a creature, the proto-shoggoth has a chance to flow over the victim's mouth and nose. If the constricted creature fails a DC 25 Reflex save, it cannot speak, cast spells with verbal components, or breathe as long as it remains grappled by the proto-shoggoth. (Use the normal rules for suffocation.) The save DC is Constitution-based.

What You See

The humanoid's skin splits apart with the nauseating sound of tearing flesh as a monstrous pink mass of pseudopods emerges through a growing rent in its skin. A mass of reeking protoplasm boils forth from the deflated human skin, which slips limply to the ground.

A proto-shoggoth is a creature formed from shoggoth-like material: protoplasm more delicate than the standard shoggoth. They can be created in a number of ways, including by directly degenerating normal (even humanoid) tissue to a more primitive state.

Until the moment of its release, the proto-shoggoth attempts to hide its true nature encased with a humanoid skin, often wearing strong leather clothing or even armor to contain its true form. When it attacks, the humanoid form suddenly bursts open, releasing the creature like a geyser of flesh and rage.



In attacking, the proto-shoggoth typically bursts through its human skin in a surprise move, spraying itself over its intended target, and trying to suffocate and otherwise kill. Afterwards, it may gut the target, wearing its victim's body as a shell to begin the masquerade anew.

Ecology

The term "proto-shoggoth" is something of a misnomer. It is indeed a creature formed from shoggoth-like protoplasm, albeit far more delicate. It is less toxic and much weaker proportionally than a true shoggoth, and it also lacks the same mutational power. However, because of its greater "liquidity," a proto-shoggoth is capable of holding a shape and masquerading as a human, at least when contained within tough clothing and the husk of a living creature. By contrast, with its power, heat, and consumptive enzymes, a true shoggoth would rapidly break through a borrowed skin. Some wicked scholars find this characteristic of a proto-shoggoth immensely useful, and they apply arcane and biological science toward creating and domesticating these entities.

A proto-shoggoth is unable to maintain as large a size as a true shoggoth, and is rarely more than a few hundred kilograms in mass. It does not have the brute strength of a shoggoth, and while it can strangle or burn an enemy, it does so less quickly and efficiently. On the other hand, it can easily squeeze through a pipe or under a door, and it can also mimic the humanoid vocal apparatus with amazing accuracy.

Shub-Niggurath, Daughter of

CR 20

XP 307,200

CE Huge aberration

Init +12; **Senses** blindsight 30 ft., darkvision 60 ft., low-light vision, *true seeing*; Perception +34

Aura aphrodisiac aura (300 ft., DC)

DEFENSE

AC 36, touch 16, flat-footed 28 (+8 Dex, +20 natural, –2 size)

hp 363 (22d8+264); fast healing 30

Fort +19, **Ref** +17, **Will** +22

DR 15/good and slashing; **Immune** acid, death effects, electricity, mind-affecting effects, poison; **Resist** cold 30, sonic 30; **SR** 31

OFFENSE

Speed 50 ft., climb 50 ft., swim 50 ft.

Melee bite +28 (2d6+14 plus 2d6 acid and grab), 4 tentacles +27 (1d6+7/19–20 plus grab), 4 hooves +26 (1d8+7)

Space 15 ft.; **Reach** 15 ft. (30 ft. with tentacles)

Special Attacks constrict (1d6+14), create spawn, digestive rebirth, fast swallow, swallow whole (6d6 bludgeoning and 6d6 acid damage, AC 20, 36 hp), trample (4d6+14, DC 35)

Spell-Like Abilities (CL 20th; concentration +26)

Constant—*true seeing*

At will—*sanctuary* (DC 17)

3/day—*black tentacles*, *plant growth*

1/day—*commune*, *sympathy* (DC 25)

Druid Spells Prepared (CL 18th; concentration +27)

9th—*antipathy* (DC 28), *foresight*, *storm of vengeance* (DC 28)

8th—*earthquake*, *finger of death* (DC 27), *reverse gravity*, *word of recall*

7th—*control weather*, *creeping doom*, *heal* (2)

6th—*antilife shell*, *greater dispel magic*, *repel wood*, *transport via plants*, *wall of stone*

5th—*baleful polymorph* (DC 24), *call lightning storm* (DC 24), *transmute mud to rock*, *transmute rock to mud*, *tree stride*, *wall of thorns*

4th—*air walk*, *blight* (DC 23), *command plants*, *dispel magic*, *ice storm*, *rusting grasp* (DC 23)

3rd—*call lightning* (DC 22), *contagion* (DC 22), *greater magic fang*, *poison* (DC 22), *quench* (DC 22), *spike growth*

2nd—*barkskin*, *bear's endurance*, *bull's strength*, *chill metal* (DC 21), *summon swarm*, *tree shape*

1st—*cure light wounds*, *entangle* (DC 20), *jump*, *longstrider*, *obscuring mist*, *pass without trace*, *produce flame*

0—*detect magic*, *guidance*, *mending*, *resistance*

STATISTICS

Str 38, **Dex** 27, **Con** 34, **Int** 17, **Wis** 28, **Cha** 23

Base Atk +16; **CMB** +32 (+36 grapple); **CMD** 50 (can't be tripped)

Feats Combat Casting, Combat Reflexes, Critical Focus, Eschew Materials, Improved Critical (tentacles), Improved Initiative, Lightning Reflexes, Multiattack, Power Attack, Staggering Critical, Weapon Focus (tentacles)

Skills Climb +36, Intimidate +31, Knowledge (nature) +28, Perception +34, Profession (Yog-Sothothery philosopher) +25, Sense Motive +31, Stealth +25, Swim +36

Languages Aklo, Common, Sylvan

SQ fertility

ECOLOGY

Environment any

Organization solitary

Treasure double





What You See

This huge being has a beast-like body, somewhat like a pig or sheep. The form is eyeless and headless but sprouts tentacles, tusks, and other animalistic features.

SPECIAL ABILITIES

Aphrodisiac Aura (Su) A daughter of Shub-Niggurath constantly exudes an invisible cloud of supernatural aphrodisiac pheromones in a 60-foot radius spread. Any living creature that begins its turn in this area must make a successful DC 27 Will save to resist being influenced by the pheromones. On a successful save, the creature is immune to that particular daughter of Shub-Niggurath's aphrodisiac aura for 24 hours. A creature with an Intelligence score of 2 or less that fails this saving throw is compelled to approach the daughter of Shub-Niggurath to mate with the aberration. A creature with an Intelligence score of 3 or higher still feels this compulsion to do so but is not forced to comply, but if it takes any other action while within the area of the aura (including attempting to leave the aura), it functions as if staggered. A creature that attempts to mate with a daughter of Shub-Niggurath is effectively helpless for 1d6 rounds and remains adjacent to the aberration, after which the daughter of Shub-Niggurath becomes pregnant and its aphrodisiac aura ends. Any creatures in the act of mating with the daughter of Shub-Niggurath when this aura ends become stunned for 1 round but thereafter may act normally. A daughter's aberrant physiology functions regardless of the sex of a partner mating with her: she can be impregnated by male or female creatures or even beings that lack a sex or reproductive potential. This is a mind-affecting scent-based effect. If a daughter becomes pregnant, this aura immediately vanishes and any ongoing effects on creatures from the aura end. The save DC is Charisma-based.

Create Spawn (Su) If a daughter of Shub-Niggurath is pregnant (see fertility below), it can, as a standard action, give birth to 1d4 mature dark young (see page 309).

Digestive Rebirth (Su) When a living creature dies while being swallowed whole by a daughter of Shub-Niggurath, the daughter immediately becomes impregnated and able to use her create spawn ability. In addition, the round after a creature dies within the daughter, the daughter of Shub-Niggurath expels the remains from her body as a free action at the start of her turn. These remains immediately return to life as a fully-grown Mythos satyr (see page 367). This is not a "reincarnation" as such, and the creature that died to enable this birth remains dead (but can only be restored to life via powerful magic like *miracle*, *wish*, or *true resurrection* or similar effects that do not require a body or a fragment of such).

Fertility (Ex) A daughter of Shub-Niggurath can be impregnated by any living creature, either as a result of digesting a living creature of any sex or via intercourse. When a daughter of Shub-Niggurath is impregnated, she gains the ability to create spawn (see above) but loses her aphrodisiac aura.

Spells A daughter of Shub-Niggurath casts spells as an 18th-level druid but does not gain any other druid abilities (including the ability to learn Druidic) and is not restricted to neutral alignments.

A daughter of Shub-Niggurath is birthed directly from Shub-Niggurath herself, almost always as a result of a worship ceremony in which animals or humanoid victims are sacrificed. The daughter's form varies depending on the type(s) of sacrifice used. A daughter of Shub-Niggurath can directly birth her own dark young and can create satyrs and other monstrous hybrids.

The daughters are few in number (often only one on any given world), and many people (even her own worshipers) mistake them for Shub-Niggurath herself. A daughter of Shub-Niggurath acts as her mother's viceroy, ruling and guiding her cult and acting in the Black Goat's name.

Daughters of Shub-Niggurath are of monstrous size, at least 30 feet in length and at least 30 tons in weight.



Slime Mold

CR 10

XP 9,600
N Large ooze
Init +8; **Senses** tremorsense 120 ft.; Perception +4

DEFENSE

AC 24, touch 17, flat-footed 16 (+8 Dex, +7 natural, –1 size)
hp 126 (11d8+77)
Fort +10, **Ref** +11, **Will** +7
Defensive Abilities immune to slashing and piercing damage; **DR** 10/—; **Immune** acid, cold, death effects, mind-affecting effects, poison, ooze traits; **Resist** electricity 10, fire 10

OFFENSE

Speed 30 ft., climb 30 ft.
Melee 2 slams +18 (3d6+11 plus toxin)
Space 10 ft.; **Reach** 10 ft.
Special Attacks combat mitosis, produce toxin

STATISTICS

Str 32, **Dex** 27, **Con** 24, **Int** —, **Wis** 18, **Cha** 1
Base Atk +8; **CMB** +20; **CMD** 38 (can't be tripped)
Skills Climb +19
SQ no breath

ECOLOGY

Environment any
Organization solitary, pair, or swarm (3–6)
Treasure incidental

SPECIAL ABILITIES

Combat Mitosis (Ex) When a slime mold hits a creature and inflicts damage, it splits into two identical slime molds, each with half of the original creature's current hit point total, rounded down. A slime mold with 10 hit points or less that splits dies instead.

Produce Toxin (Ex) A slime mold produces a wide array of dangerous chemicals when it attacks, but the nature of these toxic chemicals varies each time it strikes a foe. When a character takes damage from a slime mold's slam attack, roll on the following table to determine what additional effect that particular blow's toxic chemical has upon the target. The saving throw DCs, if any, are Constitution-based.

d6 Roll	Result
1	Creature struck takes 2d6 points of acid damage.
2	Creature struck is paralyzed for 1d4 rounds if it fails a DC 22 Fortitude save.
3	Creature struck is weakened by poison: ***save*** Fort DC 22; ***frequency*** 1/round for 6 rounds; ***effect*** 1d4 Strength; ***cure*** 2 consecutive saves.
4	Creature struck is lethally poisoned: ***save*** Fort DC 22; ***frequency*** 1/round for 6 rounds; ***effect*** 1d4 Constitution; ***cure*** 2 consecutive saves.
5	Creature struck becomes wracked with crippling pain and becomes staggered for 1d6 rounds on a failed DC 22 Fortitude save.
6	Creature struck suffers hallucinations and becomes confused for 1d4 rounds on a failed DC 22 Will save.

What You See

This brightly-colored amoeba with pulsing veins and throbbing bladders is as big as a horse.

Slime molds are naturally occurring organisms rarely larger than a few dozen centimeters in size. However, a few touched by cosmic energy become far larger creatures that spread slowly between star systems via spores that travel through space. They are sometimes brought to other worlds by the mi-go or other starfaring entities.

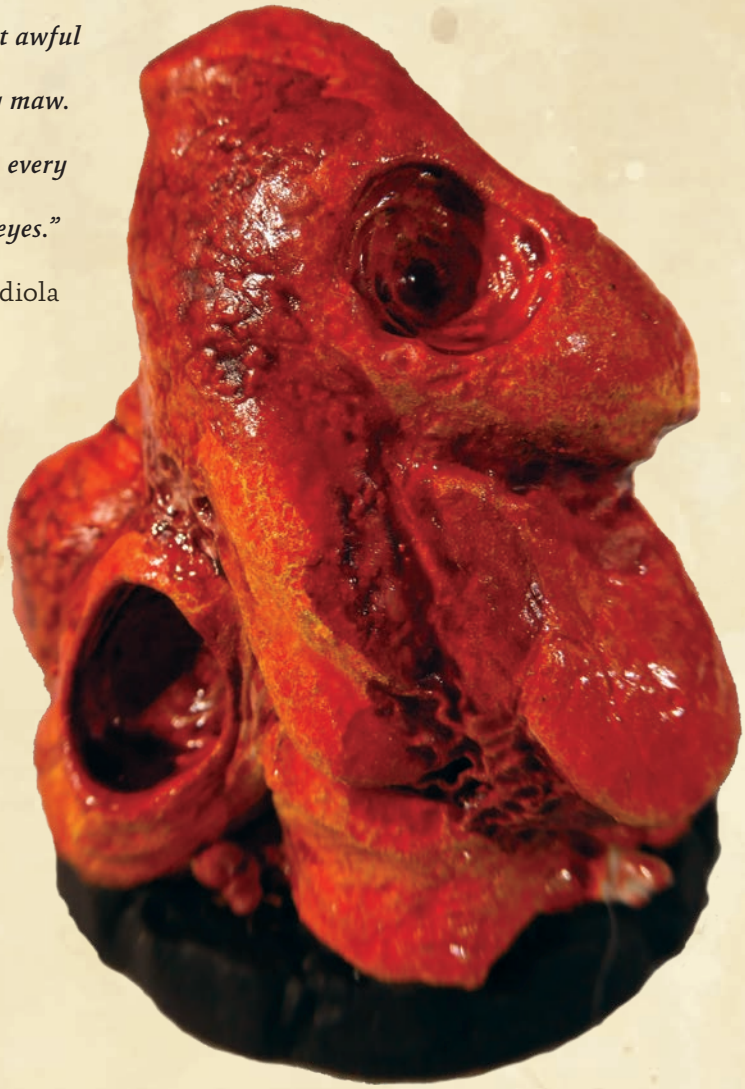
Slime molds can be controlled via bio-mechanical devices or druidic rituals, which make them potentially useful. Their preferred habitat is oxygen-free frozen worlds, but the adaptable creatures can survive for prolonged periods elsewhere. Since other environments are unhealthy for slime molds, they are under constant stress when forced to inhabit such locales. They respond with heightened metabolism and determined attempts to reproduce. As a result, instead of storing energy, as soon as a slime mold absorbs food in a terrestrial setting, it begins repeatedly undergoing mitosis. This is a losing battle, and eventually the slime mold dies, having exhausted its reserves.



"The end came unexpectedly. I always thought it would be zombies or aliens or nuclear weapons. Instead, it was this ooze. It was as if the earth itself was falling apart, bleeding black tar. You couldn't fight it any more than you could fight the ocean. Slowly, but surely, the ooze dragged us from our homes, from our families. It dragged us to that awful beast's waiting maw. I can still see it, every time I close my eyes."

—David Mendiola

Like their terrestrial namesakes, slime molds are functionally vast single-celled organisms. They are often quite brightly colored. Slime molds can swell up to around 6-8 feet tall and typically weigh a ton or so. Their fluidity allows them to easily squeeze through small cracks or ooze up walls.



Star Vampire

CR 9

XP 6,400

CE Large aberration

Init +9; **Senses** blindsight 60 ft., *see invisibility*; Perception +19

DEFENSE

AC 23, touch 15, flat-footed 17 (+5 Dex, +1 dodge, +8 natural, –1 size)

hp 114 (12d8+60)

Fort +9, **Ref** +9, **Will** +12

Defensive Abilities all-around vision, amorphous, bloodless invisibility, digest blood, tittering; **Immune** cold, disease, poison; **Resist** sonic 10

OFFENSE

Speed 30 ft., fly 30 ft. (good)

Melee bite +16 (1d8+8/19–20 plus grab), 2 claws +16 (1d6+8 plus grab)

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

Special Attacks drain magic, blood drain (1d4 Constitution), pounce

Spell-Like Abilities (CL 9th; concentration +8)

Constant—*see invisibility*

STATISTICS

Str 26, **Dex** 21, **Con** 21, **Int** 9, **Wis** 18, **Cha** 12

Base Atk +9; **CMB** +18; **CMD** 34 (can't be tripped)

Feats Combat Reflexes, Dodge, Improved Critical (bite), Improved Initiative, Mobility, Vital Strike

Skills Fly +22, Perception +19, Stealth +16

Languages Aklo

SQ compression, no breath

ECOLOGY

Environment any

Organization solitary

Treasure none

SPECIAL ABILITIES

Bloodless Invisibility (Ex) A star vampire is naturally invisible at all times, even when attacking. This ability is inherent and is not subject to *invisibility purge*. Against foes that cannot perceive it (through blindsight or a similar ability), the star vampire gains a +20 bonus on Stealth checks when moving, or +40 when standing still—these bonuses are not included in the statistics above. A star vampire becomes visible when it uses its blood drain special attack, and remains visible until it uses its digest blood ability.

Digest Blood (Ex) As a standard action, a star vampire can metabolize all of the drained blood in its system. This heals the star vampire of 4d8 points of damage (regardless of how much blood it drank) and allows it to return to its normal invisible state.

Drain Magic (Su) When a star vampire successfully uses its blood drain attack on a spellcasting creature or a creature with spell-like abilities, the creature must make a successful DC 17 Will save or have some of its magic drained away. If the creature is a spellcaster, one prepared spell or unused spell slot (randomly determined) is lost. If the creature uses spell-like abilities, it loses the use of one spell-like ability. A creature that has both spellcasting ability and spell-like abilities loses spellcasting ability first (in the form of spell slots of prepared spells), and only loses spell-like abilities if all of its prepared spells or spell slots are used up or drained. Drained prepared spells can be prepared as normal the next time it recovers spells. Likewise at this time, drained spell slots return as normal and may be used normally, as can all drained spell-like abilities. The save DC is Charisma-based.

Tittering (Ex) A star vampire is constantly surrounded by a disturbing, high-pitched tittering that seems to come from everywhere at once. This sound baffles attempts to pinpoint a star vampire; whenever a creature attempts to pinpoint a star vampire it must roll its Perception check twice and take the worse of the two results. This is a sonic effect.

What You See

There is nothing before you but a chittering that tickles your ears, sending unwanted waves down your spine. Slowly, a swollen creature with huge talons and covered in masses of sucker-like proboscises comes into view, redly, for only where the blood inside of it sloshes around its form can you make out its shape.

Naturally invisible, the first sign of these creatures is typically a strange, high-pitched tittering sound that seems to come from everywhere and nowhere. As they feed upon the blood of their victims, that blood itself remains visible and gives the creatures a perceivable form. Since each star vampire is effectively covered in mouths, any part of a star vampire's body can drain



vitality and magic from its victims. One end of the creature may protrude in a sort of head-like mass, but it has no visible sense organs or emblems of its status.

Star vampires are completely invisible in the normal visible spectrum and can walk on the ether of space. They are 10 to 16 feet in length, and gravity does not seem to affect them.



Starspawn

CR 20

XP 307,200

CE Huge aberration

Init +5; **Senses** blindsight 30 ft., darkvision 60 ft.; Perception +38

Aura frightful presence (150 ft., DC 30)

DEFENSE

AC 36, touch 9, flat-footed 35 (+1 Dex, +27 natural, –2 size)

hp 377 (26d8+260); regeneration 30 (special)

Fort +18, **Ref** +9, **Will** +24; +8 vs. divination and mind-affecting effects and effects that attempt to physically move it

Defensive Abilities amorphous, immobility, immortality, overwhelming mind; **Immune** cold, disease, poison; **SR** 31

OFFENSE

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

Melee 2 claws +34 (2d6+16/19–20), 6 tentacles +32 (1d8+8 plus grab)

Space 15 ft.; **Reach** 30 ft.

Special Attacks constrict (1d8+8), create spawn, overwhelming mind, prodigious reach

Spell-Like Abilities (CL 16th; concentration +23)

Constant—*mind blank*

At will—*dream*, *insanity* (DC 24), *nightmare* (DC 22), *sending*

3/day—*demand* (DC 25), *wish* (self only, and only to duplicate cleric or wizard spells)

1/day—*gate*

STATISTICS

Str 42, **Dex** 13, **Con** 30, **Int** 27, **Wis** 29, **Cha** 24

Base Atk +19; **CMB** +37 (+41 grapple); **CMD** 48 (immobile)

Feats Awesome Blow, Critical Focus, Greater Vital Strike, Improved Bull Rush, Improved Critical (claws), Improved Initiative, Improved Vital Strike, Multiattack, Power Attack, Staggering Critical, Vital Strike, Weapon Focus (claws), Weapon Focus (tentacles)

Skills Fly +26, Intimidate +36, Knowledge (arcana) +34, Knowledge (geography) +34, Knowledge (history) +34, Knowledge (nature) +34, Knowledge (religion) +34, Perception +38, Profession (Yog-Sothothery philosopher) +34, Spellcraft +37, Swim +53, Use Magic Device +33

Languages Aklo; telepathy 300 ft.

SQ compression, hibernation, limited starflight, no breath

ECOLOGY

Environment any

Organization solitary, pair, or cult (3–6)

Treasure standard

SPECIAL ABILITIES

Create Spawn (Ex) Three times a year, but no more often than once every 1d4 rounds, a starspawn can shed a portion of its own mass to spawn a fully functional larval starspawn into an adjacent space. This is a full-round action but does not provoke an attack of opportunity.

Hibernation (Ex) If a starspawn remains at a negative hit point total for more than ten consecutive rounds, it enters a state of hibernation. Its regeneration continues to function, but it does not immediately wake if it regenerates enough to gain positive hit points. Instead, a hibernating starspawn remains in its comatose state for 24 hours. If it is still at a negative hit point total at that time, it remains in hibernation for another 24 hours, and so on. Unless its regeneration is suppressed, it cannot die and will, in time, outlast those who seek to force it into hibernation.

Immobility (Ex) A starspawn can reflexively adjust its mass at will, so that it is effectively impossible to move against its will. A starspawn cannot be bull rushed, knocked down, tripped, or otherwise physically moved via a combat maneuver unless it wishes to be, and gains a +8 racial saving throw against all effects that attempt to move it, including teleportation effects it wishes to resist.





What You See

This gelatinous green monster has a vaguely octopoid head and a face that is a mass of feelers. It has titanic claws, bat-like wings, and a massive, corpulent form.

Immortality (Ex) A starspawn does not age, nor does it need to eat or breathe. Only violence can bring about the death of one of these creatures.

Limited Starflight (Ex) A starspawn can survive in the void of outer space, and its wings allow it to use its fly speed in outer space despite the lack of air. Unlike full starflight, a starspawn's ability to fly in outer space does not allow it to reach unusual speeds. When it wishes to fly to another world, the creature relies entirely on its immortality and patience to complete the journey. When speed is required, it uses its *gate* ability to make the journey instead.

Overwhelming Mind (Ex) A starspawn's mind is overwhelming in its power and alien structure. The first time a creature other than an outsider (excluding native outsiders or aberrations) makes mental contact with a starspawn, it must succeed at a DC 30 Will save or be stunned for 1d4 rounds. On a successful save, the creature is merely staggered for 1 round. This effect can occur whether the starspawn initiates mental contact (such as by a spell-like ability like *dream* or *sending* or up to once per round merely by telepathic communication established with a single creature as a move action) or another creature attempts to do so (such as by *detect thoughts* or *dominate monster*). Once a creature is exposed to a specific starspawn's overwhelming mind, it is immune to this effect from all starspawn for 24 hours. This is a mind-affecting effect. The save DC is Charisma-based.

Prodigious Reach (Ex) As a move action, a starspawn can redistribute its mass to extend the reach of a single melee attack. When it does so, its reach with that attack becomes 300 feet. This extended reach lasts to the start of its next turn.

Regeneration (Ex) A starspawn's regeneration can be suppressed by a *miracle* or *wish* spell, or by a weapon or effect that has been infused with the magic of an *Elder Sign*.

STARSPAWN, LARVAL CR 17

XP 102,400

CE Large aberration

Init +7; **Senses** blindsight 30 ft., darkvision 60 ft.; Perception +30

Aura frightful presence (60 ft., DC 26)

DEFENSE

AC 32, touch 12, flat-footed 29 (+3 Dex, +20 natural, –1 size)

hp 270 (20d8+180); regeneration 15 (fire)

Fort +15, **Ref** +9, **Will** +19; +8 vs. divination and mind-affecting effects and effects that attempt to physically move it

Defensive Abilities amorphous, immobility, immortality, overwhelming mind; **Immune** cold, disease, poison; **SR** 28

OFFENSE

Speed 30 ft., fly 50 ft. (average), swim 30 ft.

Melee 2 claws +26 (1d10+11/19–20), 6 tentacles +24 (1d6+5 plus grab)

Space 10 ft.; **Reach** 20 ft.

Special Attacks constrict (1d6+5), overwhelming mind, prodigious reach

Spell-Like Abilities (CL 16th; concentration +22)

Constant—*mind blank*

At will—*dream*, *sending*

3/day—*demand* (DC 24), *nightmare* (DC 21)

1/day—*insanity* (DC 23)

STATISTICS

Str 32, **Dex** 17, **Con** 28, **Int** 23, **Wis** 25, **Cha** 22

Base Atk +15; **CMB** +27 (+31 grapple); **CMD** 40 (immobile)

Feats Critical Focus, Improved Critical (claws), Improved Initiative, Improved Vital Strike, Multiattack, Power Attack, Staggering Critical, Vital Strike, Weapon Focus (claws), Weapon Focus (tentacles)

Skills Fly +24, Intimidate +29, Knowledge (arcana) +26, Knowledge (geography) +26, Knowledge (history) +26, Knowledge (planes) +26, Perception +30, Spellcraft +29, Swim +42, Use Magic Device +26

Languages Aklo; telepathy 300 ft.

SQ compression, no breath

ECOLOGY

Environment any

Organization solitary, pair, or cult (3–10)

Treasure standard

SPECIAL ABILITIES

Immobility (Ex) A larval starspawn can reflexively adjust its mass at will, so that it is effectively impossible to move against its will. A larval starspawn cannot be bull rushed, knocked down, tripped, or otherwise physically moved via a combat maneuver unless it wishes to be, and gains a +8 racial bonus to all saving throws against effects that

attempt to move it, including teleportation effects it wishes to resist.

Immortality (Ex) A larval starspawn does not age, nor does it need to eat or breathe. Only violence can bring about the death of one of these creatures.

Overwhelming Mind (Ex) A larval starspawn's mind is overwhelming in its power and alien structure. The first time a creature other than an outsider (excluding native outsiders or aberration) makes mental contact with a larval starspawn, it must succeed at a DC 26 Will save or be stunned for 1 round. On a successful save, the creature is merely staggered for 1 round. This effect can occur whether the larval starspawn initiates mental contact (such as by a spell-like ability like *dream* or *sending* or up to once per round merely by telepathic communication established with a single creature as a move action) or another creature attempts to do so (such as by *detect thoughts* or *dominate monster*). Once a creature is exposed to a specific larval starspawn's overwhelming mind, it is immune to this effect from all larval starspawn for 24 hours. This is a mind-affecting effect. The save DC is Charisma-based.

Prodigious Reach (Ex) As a move action, a larval starspawn can redistribute its mass to extend the reach of a single melee attack. When it does so, its reach with that attack becomes 100 feet. This extended reach lasts to the start of its next turn.

Starspawn are a highly intelligent species from another part of the universe, and many of their abilities derive from the differing fundamental natural laws from whence they come. They can change their proportional size and symmetry at will. For instance, a starspawn could push most of its mass into its wings to give it the needed size to fly, or cause a single tentacle to grow to supreme length—as its body collapses in behind it—to reach a victim at a great distance. As needed, it could also sprout a sensory organ at the end of the tentacle or reach around a target to attack from more than one direction.

In their standard state, they have four limbs and two wings, as well as a face composed of a mass of feelers. They can alter the proportions of this shape as they please but always adhere to the same basic structure.

Starspawn do not have brains as humans understand them—instead, every part of their body is a sort of nerve or brain cell. Thus, the larger a starspawn, the more intelligent, because its sheer volume increases its intelligence and abilities. Their minds are wholly alien but are full of psionic and magic potential. Great Cthulhu is, technically, just another starspawn, but his enormous size reflects the fact that he is also the most magical and powerful.



Ecology

Starspawn reproduce by budding or fission: a smaller starspawn simply drops off a large one. The smaller entity retains a good portion of the parent's wisdom and knowledge, but has fewer or weaker spells and psionics available, as its lesser size means it has a more limited mental capacity.

In any case, even the smallest "larval" starspawn possess a genius-level intellect by human standards, though this is difficult to measure due to the alien nature of their minds. They typically exist on different planes of existence simultaneously and obey different natural laws than those common to humanity.

Starspawn are immortal and almost impossible to kill. When sealed away by magic or physical effects, they can sleep for centuries without difficulty.



Tcho-Tcho

What You See

This small human woman's polite smile doesn't quite hide her pointed teeth.

TCHO-TCHO CR 1/2

XP 200

Human ranger 1

CE Medium humanoid (human)

Init +3; **Senses** Perception +6

DEFENSE

AC 14, touch 14, flat-footed 10 (+3 Dex, +1 dodge)

hp 13 (1d10+3)

Fort +4, **Ref** +5, **Will** +1; +2 vs. mind-affecting effects

Defensive Abilities warped mind

OFFENSE

Speed 30 ft.

Melee punching dagger +3 (1d4+2/X3 plus poison)

Ranged longbow +4 (1d8/X3 plus poison)

Special Attacks cannibalism, favored enemy (humans +2)

STATISTICS

Str 14, **Dex** 17, **Con** 14, **Int** 10, **Wis** 13, **Cha** 6

Base Atk +1; **CMB** +3; **CMD** 17

Feats Dodge

Skills Climb +6, Knowledge (nature) +4, Perception +7, Sense Motive +2, Spellcraft +4, Stealth +7, Survival +7; **Racial Modifiers** +2 Perception, +2 Survival

Languages Common

SQ poison use, track +1, wild empathy –1

ECOLOGY

Environment any

Organization solitary, pair, hunt (3–8), or tribe (9–20)

Treasure NPC Gear (longbow with 20 arrows, punching dagger, 3 doses of Medium spider venom, other treasure)

MASKED OKKATOR CR 8

XP 4,800

Variant human monk 9

CE Medium humanoid (human)

Init +2; **Senses** Perception +16

DEFENSE

AC 17, touch 17, flat-footed 14 (+2 Dex, +1 dodge, +4 monk)

hp 71 (9d8+27)

Fort +8, **Ref** +8, **Will** +8; +2 vs. mind-affecting effects; +2 vs. enchantments

Defensive Abilities improved evasion, slow fall 40 ft., warped mind

OFFENSE

Speed 60 ft.

Melee unarmed strike +12/+7 (1d10+5), 2 claws +6 (1d4+2 plus poison), bite +6 (1d6+2) or
2 claws +11 (1d4+5 plus poison), bite +11 (1d6+5), unarmed strike +12 (1d10+5) or
flurry of blows unarmed strike +13/+8 (1d10+5), 2 claws +12 (1d4+5 plus poison), bite +12 (1d6+5)

Ranged mwk blowgun +9 (1d2 plus poison) or mwk dagger +9 (1d4+4/19–20 plus poison)

Special Attacks bone spikes, cannibalism, ki pool (6 points, cold iron, magic, silver), maneuver training

STATISTICS

Str 18, **Dex** 14, **Con** 14, **Int** 10, **Wis** 14, **Cha** 6

Base Atk +6; **CMB** +12 (+14 grapple); **CMD** 27 (31 vs. grapple)

Feats Combat Reflexes, Dodge, Improved Grapple, Improved Unarmed Strike, Mobility, Natural Unarmed Strike (see page 78), Stand Still, Stunning Fist (9/day, DC 16), Toughness, Weapon Focus (unarmed strike)

Skills Acrobatics +14 (+35 to jump), Climb +16, Escape Artist +24, Perception +16, Stealth +14, Survival +16; **Racial Modifiers** +8 Escape Artist, +2 Perception, +2 Survival

Languages Common

SQ high jump, poison use, purity of body

ECOLOGY

Environment any

Organization solitary, pair, honor guard (3–8)

Treasure NPC Gear (mwk blowgun with 20 darts, mwk dagger, *amulet of mighty fists +1*, *belt of giant strength +2*, 4 doses of shadow essence, *potion of cat's grace*, other gear worth 145 gp)

SPECIAL ABILITIES

Bone Spikes (Ex) A masked Okkator grows spikes of bone from her joints. She can use them as armor spikes of her size and is proficient with them. They count as a +1 magic weapon due to her *amulet of mighty fists +1*.

Smooth Profile (Ex) The masked Okkator has amputated unnecessary body parts (such as her nose and ears) to grant foes fewer holds in battle. She gains a +2 racial bonus to CMD against grapple attempts.

Loose Joints (Ex) A masked Okkator's modified joints can effortlessly dislocate and correct themselves, granting her a +8 racial bonus on Escape Artist checks.

OKKATOR ASSASSIN **CR 6**

XP 2,400

Variant human rogue 7

CE Medium humanoid (human)

Init +3; **Senses** Perception +6

DEFENSE

AC 20, touch 15, flat-footed 15 (+5 armor, +4 Dex, +1 dodge)

hp 49 (7d8+14)

Fort +4, **Ref** +9, **Will** +3; +2 vs. mind-affecting effects

Defensive Abilities evasion, trap sense +2, uncanny dodge, warped mind

OFFENSE

Speed 30 ft., climb 20 ft.

Melee 2 claws +9 (1d4+1 plus poison), bite +9 (1d6+1 plus poison)

Ranged mwk blowgun +12 (1d2 plus poison) or mwk dagger +12 (1d4+2/19–20 plus poison)

Special Attacks cannibalism, rogue talents (combat trick, fast stealth, finesse rogue), sneak attack +4d6, web (+9 ranged, DC 13, 7 hp)

STATISTICS

Str 13, **Dex** 18, **Con** 10, **Int** 14, **Wis** 12, **Cha** 8

Base Atk +5; **CMB** +7; **CMD** 22

Feats Dodge, Great Fortitude, Improved Feint, Skill Focus (Bluff), Toughness, Weapon Finesse

Skills Acrobatics +14, Bluff +12, Climb +20, Disable Device +17, Escape Artist +14, Knowledge (local) +12, Perception +13 (+16 traps), Sense Motive +11, Stealth +14, Survival +13, Swim +11; **Racial Modifiers** +2 Perception, +2 Survival

Languages Aklo, Common, Ghoul

SQ poison use, trapfinding +3

ECOLOGY

Environment any

Organization solitary, pair, strike team (3–4)

Treasure NPC Gear (mwk blowgun with 20 darts, mwk dagger, ***+1 mithral chain shirt***, mwk thieves' tools, 3 doses of blue whinnis, 6 doses of giant wasp poison, ***potion of bear's endurance***, other treasure worth 1,275 gp)

SPECIAL ABILITIES

Climbing Claws (Ex) The Okkator assassin's nails have been hardened into claws that he can use to cling effortlessly to any surface that isn't perfectly smooth, granting him a climb speed of 20 feet.

Poison (Ex) Bite—injury; ***save*** Fort DC 13; ***frequency*** 1/round for 4 rounds; ***effect*** 1d2 Str damage; ***cure*** 1 save.

Web (Su) Once a day, an Okkator assassin can spit an acidic web. Creatures that touch the web take 1d6 points of acid damage upon first contact and at the start of each round that they remain in contact with the web.

The Tcho-Tcho are humans, though their ancestry does boast some magical crossbreeding with amphibian and/or reptile stock. As they primarily resemble their human ancestors, Tcho-Tcho are able to pass for full human under almost all circumstances. Typical Tcho-Tcho are smaller than an average person and often weigh less than a hundred pounds. They frequently shave their heads and many Tcho-Tcho sharpen their teeth artificially. Tattoos and body modifications are common but not universal. (For more information, see Chapter 7.)

Tcho-Tcho Adventurers

Tcho-Tcho adventurers are exceptional. Like most of their kin, they are selfless for the sake of the group and travel and fight in order to find ways to assist their clan that are best suited to their skills and abilities. An adept treasure seeker might serve the clan by discovering valuable and potent relics, while a rogue might infiltrate and undermine current or potential rivals of the clan.

Some Tcho-Tcho reject the intensely xenophobic tenets of their culture, often after observing other ways of living, and adventure to find their own way in a world that often hates and fears them. Even if they no longer want anything to do with the toxic culture of their origin, all but the most violently rebellious or distant of good-aligned Tcho-Tcho can expect regular communication from their clans. Clans view even these rebellious members as part of the family, expected to do whatever is within their power to further the family's schemes and protect family interests. Even if a renegade member declares the family's goals or methods immoral, the family typically views the outburst as a petty affectation. Eventually, the member's refusal to do reprehensible deeds tends to result in the family ceasing to rely upon the wayward member. Instead, the resentful family merely demands the passing along of intelligence or the destruction of evil mutual villains.



A Tcho-Tcho who categorically refuses to help in any way is targeted for assassination if deemed a liability.

Tcho-Tcho Characters

Tcho-Tcho are defined by their class levels—they do not possess racial Hit Dice. Tcho-Tcho have the following racial traits.

+2 Dexterity, +2 Constitution, –2 Charisma: Tcho-Tcho are limber and hale, but are sociopathic and prone to in-fighting.



Cannibalism (Su): Tcho-Tcho have developed a taste for human flesh. Once per day as a standard action, a Tcho-Tcho may consume a portion of humanoid flesh it carries or harvests from an adjacent dead human. When it does so, the Tcho-Tcho gains a number of temporary hit points equal to its Hit Dice and gains a +2 bonus on Fortitude saving throws for 1 hour.

Poison Use (Ex): Tcho-Tcho are skilled in the use of poison and never risk accidentally poisoning themselves.

Skilled: Tcho-Tcho gain an additional skill rank at first level and one additional rank whenever they gain a level.

Warped Mind (Ex): A Tcho-Tcho's mind is warped and no longer truly resembles a human mind. They are immune to all mind-affecting effects that target humanoids specifically (such as *charm person*), and gain a +2 bonus on all other saving throws against mind-affecting effects.

Wilderness Hunter: Tcho-Tcho gain a +2 racial bonus on Perception and Survival checks.

Languages: Tcho-Tcho begin play speaking Common. Tcho-Tcho with high Intelligence can choose bonus languages from among the following languages: Abyssal, Aklo, Draconic, Ghoul, Goblin, Halfling, and Serpentfolk.



Undead, Mythos

DEATHLESS SORCERER **CR 12**

XP 19,200

Male old human Mythos undead sorcerer 12

CE Medium undead (augmented humanoid)

Init +6; **Senses** darkvision 60 ft.; Perception +15

DEFENSE

AC 13, touch 13, flat-footed 10 (+2 Dex, +1 dodge)

hp 164 (12d6+120)

Fort +12, **Ref** +6, **Will** +13

Defensive Abilities channel resistance +4, rejuvenation, unusual anatomy (25%); **DR** 10/—; **Immune** undead traits

OFFENSE

Speed 30 ft.

Melee *rod of withering* +7/+2 touch (1d4 Str and 1d4 Con)

Special Attacks long limbs (+10 ft.)

Sorcerer Spell-Like Abilities (CL 12th; concentration +20)

11/day—*acid ray* (1d6+6 acid)

Sorcerer Spells Known (CL 12th; concentration +20)

6th (4/day)—*mass suggestion* (DC 24)

5th (6/day)—*dominate person* (DC 23), *feeblemind* (DC 23), *magic jar* (DC 23)

4th (8/day)—*black tentacles*, *confusion* (DC 22), *dimension door*, *enervation*

3rd (8/day)—*dispel magic*, *hold person* (DC 21), *suggestion* (DC 21), *tongues*, *vampiric touch*

2nd (8/day)—*alter self*, *detect thoughts* (DC 20), *invisibility*, *mirror image*, *see invisibility*, *web* (DC 20)

1st (8/day)—*enlarge person* (DC 19), *hypnotism* (DC 19), *mage armor*, *obscuring mist*, *ray of enfeeblement* (DC 19), *shield*

0 (at will)—*acid splash*, *detect magic*, *ghost sound* (DC 18), *light*, *mage hand*, *mending*, *open/close*, *prestidigitation* (DC 18), *touch of fatigue* (DC 18)

Bloodline aberrant

STATISTICS

Str 11, **Dex** 14, **Con** —, **Int** 12, **Wis** 16, **Cha** 26

Base Atk +6; **CMB** +6; **CMD** 19

Feats Arcane Strike, Combat Casting, Craft Rod, Dodge, Eschew Materials, Extend Spell, Improved Initiative, Iron Will[B], Quicken Spell, Silent Spell, Toughness[B]

Skills Perception +15, Profession (Yog-Sothothery philosopher) +14, Spellcraft +16, Use Magic Device +23

Languages Aklo, Common

SQ bloodline arcana (+50% duration on polymorphs)

ECOLOGY

Environment any

Organization solitary

Treasure NPC gear (*rod of withering*)

Mythos undead resemble generic undead in many ways—mindless or fully intelligent, weak or powerful—but all share in common their domination by a Great Old One (usually the King in Yellow, but others may be involved). They usually take the form of a bloated or withered corpse, typically wrapped in stained bandages or wrappings, exhibiting odd discolorations and mutations. It is common for a Mythos undead to have one of its limbs transformed into a tentacle (which still functions as an arm), their tongue or other organ extended to great length, or other similar distortions.

What You See

This withered corpse stands in once-beautiful robes that barely hold together. Its flesh is strangely discolored and it has a writhing tentacle in place of one arm.

Each Mythos undead creature is a unique manifestation of undeath, defined primarily by its abilities and nature when it lived. Most Mythos undead are, to one degree or another, insane—and this insanity continues to drive them in their unlife, preventing purposeful altruism or all but the most unlikely acts of kindness. The vast majority of Mythos undead who do not directly serve the Great Old Ones are chaotic evil or chaotic neutral, while those who serve the Great Old Ones themselves tend to share their patron's alignment exactly.

Creating a Mythos Undead

"Mythos undead" is an acquired template that can be added to any living, corporeal creature. A Mythos undead has the base creature's statistics and special abilities except as noted here.

Challenge Rating: Base creature's CR +1.



The Insane Dead

Certain alchemical techniques can reanimate recently slain bodies, but while these methods restore the semblance of life to the victim, the passage of death to life always results in insanity. The insane dead are not Mythos undead—they should be treated as zombies with the fast zombie template. Unlike the typical zombie, the insane dead are not intrinsically evil: their drive to savage and harm the living is one of madness, not organized evil. They are chaotic neutral in alignment and cannot be reasoned with.

In rare cases, when certain alchemical techniques are applied to an exceptionally fresh corpse (or even to whole parts of fresh corpses) who, in life, possessed a singularly powerful and focused mind, the result is in an undead creature that retains its intellect; in such a case, create the creature as a Mythos undead.



Alignment: A Mythos undead is always chaotic evil or chaotic neutral, or shares the alignment of the Great Old One it serves (which is almost always one of these two alignments).

Type: The creature's type changes to undead (augmented). Do not recalculate its Hit Dice, base attack bonus, or saves.

Senses: A Mythos undead gains darkvision 60 feet.

Defensive Abilities: A Mythos undead retains all of the base creature's defensive abilities, but also gains damage reduction 5/—, as its dead flesh is difficult to damage. If the base creature had 11 or more Hit Dice, it instead gains damage reduction 10/—. A Mythos undead gains channel resistance +2, or channel resistance +4 if the base creature had 11 or more Hit Dice. As an undead creature, a Mythos undead gains all of the immunities and defensive abilities granted by the undead type. In addition, Mythos undead gain the following defensive ability.

Rejuvenation (Su): Unless a Mythos undead's body is completely destroyed (either by reducing it via damage to a negative hit point total equal to its normal hit point maximum, or via an effect like *disintegrate*), it rises again after 24 hours have passed. When it rises, it does so with a number of hit points equal to its total Hit Dice. In some cases, even the utter destruction of a Mythos undead's body is not enough to prevent its mind from seeking out another body to inhabit and raise from the dead. In such cases, special rituals or circumstances unique to that Mythos undead must be performed in order to permanently put the undead down.

Abilities: Str +4 or Dex +4, Int +2 or Wis +2, Cha +4. Being undead, a Mythos undead has no Constitution score and uses its Charisma score to modify its hit points and Fortitude saves.

Feats: A Mythos undead gains Toughness and Iron Will as bonus feats.

Watcher of Green Pyramid

EYE OF THE WATCHER **CR 20**

XP 307,200

CE Large construct

Init +12; **Senses** darkvision 60 ft., *deathwatch*, lifesense, low-light vision, see in darkness, *true seeing*, x-ray vision; Perception +43

DEFENSE

AC 42, touch 17, flat-footed 34 (+8 Dex, +25 natural, –1 size)

hp 371 (22d10+250)

Fort +17, **Ref** +17, **Will** +14

Defensive Abilities death throes, infused with life; **DR** 15/—; **Immune** cold, fire, construct traits; **Resist** acid 30, electricity 30; **SR** 31

Weaknesses degrading armor, energy loss

OFFENSE

Speed 40 ft., fly 90 ft. (good)

Melee gore +36 (3d8+22/19–20), tail slap +31 (2d6+22), 2 wings +31 (1d10+22)

Ranged energy beam +29 touch (10d6 force damage)

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

Special Attacks annihilation ray, blessing gaze, energy beams

Spell-Like Abilities (CL 20th; concentration +30)

Constant—*deathwatch*, *true seeing*

At will—*self-destructive teleportation*

STATISTICS

Str 40, **Dex** 27, **Con** —, **Int** 13, **Wis** 24, **Cha** 31

Base Atk +22; **CMB** +38; **CMD** 56 (can't be tripped)

Feats Bleeding Critical, Critical Focus, Flyby Attack, Improved Critical (gore), Improved Critical (energy beam), Improved Initiative, Improved Vital Strike, Lightning Reflexes, Power Attack, Skill Focus (Perception), Vital Strike

Skills Fly +35, Perception +43, Stealth +26; **Racial Modifiers** +8 Perception

Languages Aklo, Mi-Go

SQ no breath, powerful blows, starflight

SPECIAL ABILITIES

Annihilation Ray (Su) As a swift action in any round in which it hasn't yet used its blessing gaze or energy beam attack, the eye of the Watcher can unleash a destructive beam of annihilation from its central eye. When it does so, it cannot use its blessing gaze or energy beams for 2 rounds, and takes 100 points of damage (this damage bypasses its damage reduction and resistances). The annihilation ray is a 200-foot-long line of energy that inflicts 20d10 points of damage to all creatures and objects in its path. A successful DC 31 Reflex save halves the damage. A creature or object reduced to 0 hp or less by the annihilation ray is slain, its remains reduced to dust. The save DC is Charisma-based.

What You See

This vaguely dragonfly-like entity has a small knob-like head with horns or feelers but no other visible organs. The body is segmented and broken in the middle, where a brightly glowing green orb shines forth.

Blessing Gaze (Su) As a free action once every other round, the eye of the Watcher can turn its blessing gaze upon all creatures in a 90-foot cone. Creatures caught in this area of effect must make a successful DC 31 Will save or be paralyzed for 1 round and take 10d6 points of damage from the overwhelming mental anguish of the eye's eldritch blessing. A creature that successfully saves against this effect must make a second successful DC 26 Will save or be confused for 1 round. This is a mind-affecting effect. The save DC is Charisma-based, and the secondary confusion effect has a –5 racial penalty (already included in listed save).

Death Throes (Ex) An eye of the Watcher that is reduced to 0 hit points as a result of activating its annihilation ray, using its *self-destructive teleportation*, or due to energy loss drops inert and dead to the ground. If reduced to 0 hit points in any other way, the eye explodes upon its destruction, inflicting 10d6 points of force damage and 10d6 points of piercing damage to all creatures (and objects) in a 60-foot-radius spread. A successful DC 31 Reflex save halves this damage. The save DC is Charisma-based.

Degrading Armor (Ex) An unharmed eye of the Watcher has incredibly tough armor, but as the creature takes damage its armor begins to crack. At 75% of its maximum hit points (278 hp for the typical eye) its natural armor bonus drops to +20. At 50% of its maximum hit points (185 hp for the typical eye) its natural armor bonus drops to +15. At 25% of its maximum hit points (93 hp for the typical eye), the eye loses its damage resistance and physical attacks against it have their critical multiplier increased by 1.



Energy Beams (Su) As a standard action, but no more often than once every 1d4 rounds, an eye of the watcher can fire 1d20 energy beams from its central eye. It can only target a single creature or object with 1 beam at a time, regardless of how many beams it fires in total. Each beam is a ranged touch attack, with a maximum range of 200 feet (no range increment), and inflicts 10d6 points of force damage on a successful hit.

Energy Loss (Ex) An eye of the watcher uses its own life energy when it takes more than one action (either a standard or move) in a round. When it does so, it takes 1d6 points of damage (this damage bypasses its damage reduction and resistances).

Infused with Life (Ex) An eye of the watcher is infused with raw life energy from its eldritch source. It uses its Charisma score to modify its hit points instead of its Constitution score, and applies its Charisma modifier as a bonus to Fortitude saving throws.

Lifesense (Ex) An eye of the watcher senses and locates living creatures within 60 feet, as if it had the blindsight ability.

Powerful Blows (Ex) An eye of the watcher's melee attacks always apply 1.5 times its Strength modifier to damage, including when it makes a full attack or uses secondary weapons like its wings or tail slap.

Self-Destructive Teleportation (Sp) An eye of the watcher can teleport any distance (as per *greater teleport* with the capacity to travel to other galaxies), but when it does so it takes 150 points of damage. An eye never uses this ability to flee combat, and typically only uses it if it absolutely must travel to a destination swiftly.

Starflight (Su) An eye of the watcher can survive in the void of outer space. It flies through space at incredible speeds. Although exact travel times vary, a trip within a single solar system normally takes 1d10 days, while a trip beyond a solar system normally takes 3d10 months (or more, at the GM's discretion), provided the eye knows the way to its destination.

X-Ray Vision (Ex) If it so chooses, an eye of the watcher can see into and through solid matter to a range of 30 feet. This vision can penetrate 5 feet of stone, up to 1 foot of most metal, or up to 15 feet of wood or dirt. Thicker substances or a thin sheet of lead or denser material blocks the vision.

On Yuggoth, there exists a huge structure known as the Green Pyramid. It was built eons ago to contain the Watcher, a colossally powerful entity. Even when inactive, the Watcher produces vast amounts of usable energy, so the fungi from Yuggoth have built cities on the slopes of the pyramid despite the terrible danger there.

Periodically, the energy drain on the watcher awakens it, and it strikes out, devastating hundreds of miles of territory. For the fungi, who have no personal sense of survival, losing millions of their readily-replaced population is well worth the energy gained by tapping into the pyramid.

The Watcher itself is enormous. Though it only leaves the pyramid every few decades, it often sends forth a fluttering swarm of eyes. The nature of the eyes is why, in fact, the entity was named "the Watcher" in the first place.

Eyes of the Watcher

Each winged eye is actually a separable organ of the Watcher. The winged eyes can see through the Watcher's glowing chest organ, which acts as the creature's main sensory apparatus. The eyes are overall dark gray in color. In essence, only the glowing orb is the eye itself, while the armored torso and wings are simple augmentations to give the organ protection and movement. A typical eye is 12 to 15 feet long, and weighs around 2,000 pounds.

The Watcher itself "feeds" off any increase in nearby cosmic entropy. This is the reason for the Watcher's massively destructive activity: the more havoc it wreaks, the more "food" it receives. The eyes also try to create devastation and ruin because they can channel this chaos directly to the Watcher. In other words, neither the Watcher nor the eye "eat" in a conventional sense. Killing sapient beings, destroying buildings, and causing volcanic eruptions, etc. is the Watcher's provender.

The eyes do not have individual sensibilities—they are literally just a disposable organ of a greater being. They do not have any sense of self-preservation, as the Watcher produces millions of them at a time and can easily replace them. The eyes do not typically work in groups but flit about individually. They appear from the Green Pyramid when the Watcher is hungry or disturbed, and fly or teleport away to other worlds to destroy and absorb the wreckage for the Watcher. Though the total mayhem produced by all the eyes is immense, their effect is spread over multiple worlds, which means that they are rare—perhaps only half a dozen or so might infest any particular world.

An eye's armor represents its personal energy reserves, of which it has a finite amount when separated from the Watcher. When it runs out, the eye is depleted, the glow vanishes and it drops to the ground, inert.





Wendigo, Ravenous

What You See

This bestial man is covered with matted hair, his face indistinct save for a wide set of jaws. The creature's belly is fleshless and glistening with exposed entrails that pulse and seethe.

CR 2

XP 600
CE Large monstrous humanoid
Init +5; **Senses** scent, see in darkness; Perception +8

DEFENSE

AC 14, touch 10, flat-footed 13 (+1 Dex, +4 natural, –1 size)
hp 19 (3d10+3); regeneration 5 (critical hit, fire)
Fort +2, **Ref** +4, **Will** +5
Immune cold
Weaknesses susceptible to critical hits, vulnerable to fire

OFFENSE

Speed 50 ft., *air walk*
Melee 2 claws +4 (1d6+2 plus grab)
Space 10 ft.; **Reach** 10 ft.
Special Attacks devour, feed, wendigo psychosis
Spell-Like Abilities (CL 3rd; concentration +0)
Constant—*air walk*
1/day—*wind walk*

STATISTICS

Str 15, **Dex** 12, **Con** 12, **Int** 7, **Wis** 14, **Cha** 5
Base Atk +3; **CMB** +6; **CMD** 17
Feats Improved Initiative, Skill Focus (Stealth)
Skills Perception +8, Stealth +6, Survival +2 (+10 tracking humanoids); **Racial Modifier** +8 Survival when tracking humanoids
Languages Aklo, Auran

ECOLOGY

Environment any cold
Organization solitary
Treasure incidental

SPECIAL ABILITIES

Devour (Su) If a wendigo successfully grabs a humanoid target, it can immediately make a bite attack against the target. This bite has a +4 bonus on its attack roll, inflicts 1d4+2 points of damage on a hit, and has a critical threat range of 18–20. A creature that takes any damage from a wendigo's bite is exposed to wendigo psychosis (see below).

Feed (Su) If a wendigo delivers a coup de grace on a humanoid, it bites for 2d4+4 points of damage as it swiftly feeds on the body. If this coup de grace slays the humanoid, the wendigo gains 1 growth point. Growth points fade after 1 month, but if a wendigo ever accumulates 20 growth points, it immediately transforms into a windwalker wendigo (see page 398).

Susceptible to Critical Hits (Ex) A wendigo's entrails are exposed, and as a result, a threatened critical hit automatically confirms against a wendigo. When a wendigo suffers a critical hit, it loses 1d4 growth points and its regeneration is suppressed for the following round.

Wendigo Psychosis (Su) A creature that suffers damage from a wendigo's bite as a result of its devour or feed attack is exposed to wendigo psychosis, and can resist the effects with a successful DC 12 Will save. This is a mind-affecting disease effect. The save DC is Constitution-based.

Wendigo Psychosis: ***Injury***—devour or feed; ***save*** Will DC 12; ***onset*** 1 day; ***frequency*** 1/day; ***effect*** 1d4 Charisma damage; ***cure*** 3 consecutive saves. A humanoid suffering from wendigo psychosis becomes nauseated for 24 hours if it eats anything other than raw flesh of a creature of its own type and subtype. As soon as a creature commits an act of cannibalism, all future saving throws to resist the effects of this disease suffer a –4 penalty. A creature whose Charisma damage ever exceeds its actual Charisma score immediately transforms into a ravenous wendigo, losing all aspects of its former race, personality, and class levels. Restoring the victim at this point requires the wendigo's death, followed by *true resurrection*. A *miracle* or *wish* can restore a transformed victim to humanity as well.

Rarely, when a humanoid is forced to commit acts of cannibalism in the frozen reaches of the world, its soul suffers damage as a result and it contracts wendigo psychosis. Ravenous wendigos indirectly serve Ithaqua, albeit in a mindless, instinctual way. Only when they transcend to a full-fledged wind walker, gaining in intellect and power, do they serve Ithaqua knowingly and directly.

Wendigos are comparable in size to humans, which indeed are what they originally derive from. Some wendigos grow slightly after their transformation but remain close to human size.

"The bleak splendors of these remote and lonely forests rather overwhelmed him with the sense of his own littleness. That stern quality of the tangled backwoods which can only be described as merciless and terrible, rose out of these far blue woods swimming upon the horizon, and revealed itself. He understood the silent warning. He realized his own utter helplessness."

—Algernon Blackwood, *The Wendigo*





Wendigo, Windwalker



CR 16

XP 76,800

CE Huge aberration (cold)

Init +8; **Senses** scent, see in darkness, stormsight; Perception +29

Aura cannibalism (120 ft., DC 25, 10 rounds)

DEFENSE

AC 31, touch 23, flat-footed 22 (+6 deflection, +8 Dex, +1 dodge, +8 natural, –2 size)

hp 237 (19d8+152); regeneration 15 (fire)

Fort +14, **Ref** +14, **Will** +18

Defensive Abilities amorphous, stormcloak; **Immune** cold, disease, mind-affecting effects, poison, wind effects; **Resist** electricity 30, sonic 30; **SR** 27

Weaknesses vulnerable to fire

OFFENSE

Speed fly 60 ft. (average)

Melee bite +21 (4d6+9 plus 2d6 cold and wendigo psychosis), 2 claws +21 (2d8+9/19–20 plus 2d6 cold and grab)

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

Special Attacks abduction, wendigo psychosis

Spell-Like Abilities (CL 16th; concentration +22)

At will—*chill metal* (DC 18), *gust of wind*, *quench* (DC 19), *wind walk*, *wind wall*

3/day—*control weather*, quickened *ice storm*, quickened *sleet storm*, *suggestion* (DC 19), *wall of ice*

1/day—*whirlwind* (DC 24)

STATISTICS

Str 28, **Dex** 27, **Con** 26, **Int** 19, **Wis** 24, **Cha** 23

Base Atk +14; **CMB** +25; **CMD** 50 (can't be tripped)

Feats Combat Reflexes, Critical Focus, Dodge, Improved Critical (claws), Mobility, Power Attack, Quicken Spell-Like Ability (***ice storm***, ***sleet storm***), Snatch[B], Staggering Critical, Vital Strike

Skills Acrobatics +30, Fly +30, Knowledge (geography) +23, Knowledge (nature) +26, Knowledge (religion) +23, Perception +29, Stealth +22, Survival +29

Languages Aklo, Auran

ECOLOGY

Environment any cold

Organization solitary

Treasure standard

SPECIAL ABILITIES

Abduction (Ex) A wind walker wendigo gains Snatch as a bonus feat, and can use Snatch on targets two or more sizes smaller. Each round it flies while grappling a humanoid creature, that creature is exposed to wendigo psychosis (see below).

Cannibalism Aura (Su) All humanoid creatures within 120 feet of a windwalker wendigo must make a successful DC 25 Will save to resist sudden pangs of hunger. A

failed save results in 1d6 points of nonlethal damage and fatigue from starvation. This nonlethal damage cannot be healed until the character consumes food. A character that's undergone an act of cannibalism in the past 24 hours is immune to this effect. This is a mind-affecting effect. The save DC Is Charisma-based.

Stormcloak (Su) A windwalker wendigo is constantly shrouded in a cloak of winds that grants it a deflection bonus to its Armor Class equal to its Charisma modifier (+6 for the typical windwalker). Its stormcloak also allows it to ignore the effects of wind on movement, and gives it immunity to winds caused by spells or supernatural effects unless it chooses to be affected by them.

Stormsight (Ex) A windwalker wendigo can see through fog, mist, snowfall, and obscuring storm effects as if they were perfectly clear, ignoring the miss chance for these obstructions, up to its normal range of vision.

Wendigo Psychosis (Su) A windwalker's wendigo psychosis can be resisted with a successful DC 27 Will save, and has no onset—its initial effects apply immediately. It is otherwise identical to the wendigo psychosis on page 396 for more details.

Becoming a windwalker wendigo is the ultimate fate of those who succumb to the psychosis of the wendigo, an aberrant monstrosity that serves as a herald to the Great Old One, Ithaqua. Wendigos seek to expand their population in the frozen reaches of the world, whether through direct action (by abducting humanoids or spreading their psychosis via bites) or indirect action (by forcing famines and starvation via the manipulation of weather). In so doing, they expand the faith of Ithaqua like a disease.

The windwalker wendigo does not truly have a weight or mass, though when confronted, it seems to be truly massive at 30 or more feet tall.

What You See

This towering figure's body seems to be made of a churning mixture of wind, snow, and protoplasmic flesh. Two long arms end in claws and its bestial face has a hungry leer.









Yith, Great Race of

What You See

The creature resembles a mollusk with an iridescent, vaguely cone-shaped body about ten feet tall and a wide, snail-like foot. Four protrusions sprout from the dorsal side of the body: two claws, a grasping mouth, and some sort of horrific head bristling with sensing tentacles.

YITHIAN, PAST **CR 14**

XP 38,400

LN Large aberration

Init +3; **Senses** blindsense 60 ft., darkvision 60 ft.; Perception +29

DEFENSE

AC 29, touch 12, flat-footed 26 (+3 Dex, +17 natural, –1 size)

hp 207 (18d8+126); fast healing 5

Fort +15, **Ref** +9, **Will** +17

Defensive Abilities all-around vision; **DR** 10/magic; **Resist** acid 10, cold 10, fire 10

OFFENSE

Speed 20 ft., climb 10 ft.

Melee 2 pincers +24 (2d8+18/19–20x3) or

Ranged Yithian lightning gun +15 (10d8 electricity)

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

Special Attacks amnesia, deadly pincers, mind swap

Spell-Like Abilities (CL 16th; concentration +20)

At will—*astral projection* (self only), *detect thoughts* (DC 16), *hold monster* (DC 19), *modify memory* (DC 18)

STATISTICS

Str 34, **Dex** 17, **Con** 25, **Int** 30, **Wis** 19, **Cha** 18

Base Atk +13; **CMB** +26; **CMD** 39

Feats Alertness, Combat Expertise, Great Fortitude, Improved Critical (pincers), Improved Great Fortitude, Improved Iron Will, Iron Will, Power Attack, Vital Strike

Skills Climb +20, Craft (any one) +28, Diplomacy +22, Disable Device +21, Heal +22, Knowledge (arcana) +31, Knowledge (engineering) +31, Knowledge (geography) +31, Knowledge (history) +31, Linguistics +28, Perception +29, Profession (Yog-Sothothery philosopher) +29, Sense Motive +26, Spellcraft +31, Use Magic Device +22

Languages Aklo, 20 other languages, Yithian; telepathy 100 ft.

SQ item creation, scholar

ECOLOGY

Environment any

Organization solitary, pair, band (3–9), or enclave (10+)

Treasure standard (Yithian lightning gun [page 153], other treasure)

SPECIAL ABILITIES

Amnesia (Su) Once per day as a standard action, a yithian can attempt to inflict amnesia on a target it is able to communicate telepathically with. A target can resist this attack with a DC 23 Will save. If the target fails its save, it takes a permanent –4 penalty on Will saving throws and all skill checks and loses all memories save for those the yithian chooses to leave intact. This effect can be cured by *heal* or *greater restoration*. This is a mind-affecting insanity effect. The save DC is Charisma-based.

Deadly Pincers (Ex) A yithian always applies 1-1/2 times its Strength modifier to damage dealt by its pincer attacks, and deals triple damage on a critical hit. Pincers are primary attacks for yithians.

Item Creation (Ex) A yithian possesses the ability to create exotic and powerful items that blur the line between magic and technology, given time and resources. This ability allows a yithian to ignore all of the Item Creation feat requirements and spellcasting requirements for creating a magic item. The resulting item is always yithian technology (see sidebar), built for their claws and tendrils to manipulate.

Mind Swap (Su) As a full-round action, a yithian can trade minds with another living creature it is able to communicate telepathically with. This functions as *magic jar*, except the two minds trade bodies. An unwilling target can resist the mind swap with a DC 23 Will save, after which that particular yithian cannot attempt to swap minds with that creature again for 24 hours. The yithian can end the effect of this mind swap at any time and over any distance as a full-round action, instantly returning both minds to the proper bodies; if the yithian wishes, it may attempt to use its amnesia power on the other mind as a free action when it ends the mind swap in this way. With the aid of singular technological devices, yithians can swap minds with targets in other times as well, although this procedure often leaves the traveling minds disoriented for a period, so yithians use it only under controlled conditions. This is a mind-affecting effect. The save DC is Charisma-based.

Scholar (Ex) Yithians treat all knowledge skills as class skills.

The "great race" was so-called because it was the only natural terrestrial species to conquer time and extinction. Rather than travel physically through time,

those of the great race are known instead to project their minds across eons, swapping minds with members of their target species. This gives the great race an ideal means of studying other races and other times whilst avoiding easy detection, and it is also how the great race has escaped extinction. By its knowledge of all time, both future and past, it knows when its current form will become untenable. Before this happens, the great race transfers its minds—as a whole—to the chosen species, which then becomes its new form. Their victims have their minds sent back into the bodies of the great race: confused, shocked, and on the brink of extinction, where they speedily meet their doom. Thus the great race, despite their glories, literally wipe out an entire species (at least mentally, culturally, and spiritually) each time they move on.

The Great Race of the Past

The true origin of the great race is lost to antiquity, but eons ago, they dwelt on a planet named Yith. As a result they are often called Yithians, but even Yith was not their original home. They once inhabited the bodies of large invertebrates with a massive brain capacity and great potential, and this is the form they are usually pictured in.

In their most recent incarnation, this species has a basically cone-shaped body and moves along on a complex foot like that of a mollusk. Near the top of the cone, four boneless limbs twists forth: two ended in sharpened powerful claws, one in a cluster of sense organs and delicate tentacles used for fine manipulation, while the last ends in cone-shaped tubes used for feeding. The creature's huge brains were at the top of the cone, centered between the limbs. The great race is immensely intelligent: a typical specimen's brain weighs over 200 pounds and is actually more efficient, neuron-for-neuron, than the human brain.

Yithians are massive—typically standing over 3 meters tall and weighing 4 or more tons—and very long-lived. Of course, an individual Yithian can always evade death by mind-switching with another creature. If a Yithian's body is killed before it can switch minds, it does indeed die.

The great race tamed dinosaurs, pterosaurs, sea reptiles, and other primeval monsters, often controlling these beasts via electronic implants. Their preferred tools, however, were technological. They were not unified and often fought civil wars amongst themselves, as well as battling other powerful primeval species, such as the elder things, serpent folk, flying polyps, and starspawn.

Yithian Technology

Yithian items function similarly to established magic items, but while the mechanics may not change, the item's appearance often varies quite drastically from the item it emulates. For example, a yithian lightning gun looks like a strange camera-like array of lenses and metal calipers, but functions in-game identically to a *rod of thunder and lightning*.

A yithian item can be identified in the same ways as any magic item, but its strange nature imparts a –10 penalty to the Spellcraft check to comprehend the item. At the GM's discretion, after some time spent among yithians or studying their technology, a character can eventually remove this penalty.

Non-yithians have difficulty manipulating yithian items, and in order to activate such an item, a non-yithian must make a successful DC 20 Dexterity or Sleight of Hand check (in addition to any Use Magic Device check or other skill check that might be required). If the check fails, the item does not function and the action is wasted. If this check fails by 5 or more, the item backfires dangerously and unpredictably.

Other species have been known to emulate yithian craftsmanship: for instance, a mi-go can use Knowledge (engineering) to craft yithian technology.



Relationships with Humanity

The great race periodically sends scouts to take over human bodies in order to investigate and record human progress. They have fostered a sort of cult to assist them in this, and reward their followers with advanced knowledge and secrets from the entirety of time. Unfortunately, they are also preyed upon by enemies, such as the cult of the Yellow Sign, who try to capture members of the great race in human form, and torture them to gather their secrets.

In general, the great race acts as a neutral observer of human antics, but they may occasionally try to drive events in a direction which is beneficial to them.

YITHIAN, FUTURE CR 14

XP 38,400

LN Tiny aberration (swarm)

Init +3; **Senses** blindsight 60 ft., darkvision 60 ft.; Perception +29

DEFENSE

AC 30, touch 21, flat-footed 21 (+8 Dex, +1 dodge, +9 natural, +2 size)

hp 171 (18d8+90); fast healing 10

Fort +12, **Ref** +16, **Will** +17; +4 vs. disease and poison

Defensive Abilities improved evasion, swarm traits; **Immune** acid; **Resist** cold 10, fire 10

OFFENSE

Speed 20 ft., climb 10 ft.

Melee swarm (4d6 plus 4d8 acid, distraction, and poison) or

Ranged 8 toxic jets +23 (1d6 acid plus poison) or Yithian lightning gun +23 (10d8 electricity)

Space 10 ft.; **Reach** 0 ft.

Special Attacks amnesia, distraction (DC 23), hypnotic luminescence, mind swap

Spell-Like Abilities (CL 16th; concentration +20)

At will—*astral projection* (self only), *detect thoughts* (DC 16), *hold monster* (DC 19), *modify memory* (DC 18)

STATISTICS

Str 14, **Dex** 27, **Con** 19, **Int** 30, **Wis** 19, **Cha** 18

Base Atk +13; **CMB** —; **CMD** —

Feats Alertness, Combat Expertise, Dodge, Great Fortitude, Improved Great Fortitude, Improved Iron Will, Iron Will, Lightning Reflexes, Toughness

Skills Climb +16, Craft (any one) +28, Diplomacy +22, Disable Device +21, Heal +22, Knowledge (arcana) +31, Knowledge (engineering) +31, Knowledge (geography) +31, Knowledge (history) +31, Knowledge (planes) +31 or Profession (Yog-Sothothery philosopher) +26, Linguistics +28, Perception +29, Sense Motive +26, Spellcraft +31, Use Magic Device +22

Languages Aklo, 20 other languages, Yithian; telepathy 100 ft.

SQ beetle scout, item creation, scholar, survivor swarm, swarm manipulation

ECOLOGY

Environment any

Organization solitary, pair, band (3–9), or enclave (10+)

Treasure standard (Yithian lightning gun [page 153], other treasure)

SPECIAL ABILITIES

Amnesia (Su) Once per day as a standard action, a yithian can attempt to inflict amnesia on a target it is able to communicate telepathically with. A target can resist this attack with a DC 23 Will save. If the target fails its save, it takes a permanent –4 penalty on Will saving throws and all skill checks, and loses all memories save for those the yithian chooses to leave intact. This effect can be cured by *heal* or *greater restoration*. This is a mind-affecting insanity effect. The save DC is Charisma-based.

Beetle Scout (Ex) A future yithian can send a single individual out of its swarm to observe. The individual has the same stats as the whole future yithian with the following changes:

Type aberration; **Space** 2-1/2 ft.; **hp** 18; no hypnotic luminescence or swarm manipulation abilities; **Melee** bite +17 (1d3+2 plus 1d6 acid and poison); **Ranged** toxic jet +23 (1d6 acid plus poison); **CMB** +13; **CMD** 32. The future yithian can only control either its swarm or its scout each round, leaving the other effectively mindless and operating under simple, instinctive directions left by the yithian's mind when it changed control. No distance or planar boundary blocks their connection.

Distraction (Ex) A future yithian can nauseate creatures it damages. Any living creature that takes damage from a future yithian is nauseated for 1 round; a DC 23 Fortitude save negates the effect. This is a Constitution-based effect

Hive Mind (Su) A future yithian maintains its mind as a telepathic union of thousands of beetle-like aberrations. It can be targeted as a single normal creature by mind-affecting effects.

Hypnotic Luminescence (Ex) A future yithian can communicate by luminescent organs in its beetles. In addition, as a standard action, it can produce a dizzying display of lights that fascinates all creatures that can see it within 300 feet. A successful Will save against DC 23 negates each effect. The future yithian can make a *suggestion* to up to five fascinated creatures as the spell

if it can communicate telepathically with them (Will negates DC 23).

Item Creation (Ex) A yithian possesses the ability to create exotic and powerful items that blur the line between magic and technology, given time and resources. This ability allows a yithian to ignore all of the Item Creation feat requirements and spellcasting requirements for creating a magic item. The resulting item is always yithian technology (see sidebar), built for their claws and tendrils to manipulate.

Mind Swap (Su) As a full-round action, a yithian can trade minds with another living creature it is able to communicate telepathically with. This functions as *magic jar*, except the two minds trade bodies. An unwilling target can resist the mind swap with a DC 23 Will save, after which that particular yithian cannot attempt to swap minds with that creature again for 24 hours. The yithian can end the effect of this mind swap at any time and over any distance as a full-round action, instantly returning both minds to the proper bodies; if the yithian wishes, it may attempt to use its amnesia power on the other mind as a free action when it ends the mind swap in this way. With the aid of singular technological devices, yithians can swap minds with targets in other times as well, although this procedure often leaves the traveling minds disoriented for a period, so yithians use it only under controlled conditions. This is a mind-affecting effect. The save DC is Charisma-based.

Poison (Ex) Swarm or toxic jet—injury; ***save*** Fort DC 23; ***frequency*** 1/round for 6 rounds; ***effect*** 1d4 Con damage; ***cure*** 2 consecutive saves.

Scholar (Ex) Yithians treat all knowledge skills as class skills.

Survivor Swarm (Ex) A future yithian's swarm body is composed of creatures evolved to survive cataclysmic destruction. It has a +4 racial bonus on saving throws against disease and poison and has improved evasion (as the rogue talent). In addition, when the swarm disperses (which the future yithian can choose to do as a free action), the yithian is not slain. 3d12 of its constituent beetles survive, and one of the beetles takes on the future yithian's consciousness (as described in beetle scout). The future yithian can shift its consciousness among these bodies but cannot reconstitute the swarm until it repopulates. A single survivor can spawn more beetles to replenish the swarm in 30 days (or fewer days, with the aid of multiple survivors).

Swarm Manipulation (Ex) A future yithian can form its constituent beetles into rudimentary limbs to manipulate objects as if it were a single Large creature. If expecting trouble, it generally uses this ability to wield a Yithian lightning gun.

Sandy's Notes

USING YITHIANS

The true "weapon" of the great race of Yith is their knowledge of all times in all history. Thus, they have access to EVERYTHING ever developed by any species on the planet (and sometimes other planets). Did someone create a terrible artifact or impenetrable defense? The great race can duplicate it. Some genius member of their species has traveled in time, studied the process, and given the necessary information to their loremasters.

Toxic Jet (Ex) A future yithian can shoot a jet of acid from up to eight of its component beetles at once with a range of 20 feet.

The Great Race of the Future

The great race has no interest in conquering humanoids. They have identified a future race—a species of beetle—as their next destination. These beetles live many millions of years in the future and are viewed by the great race as far superior to humanity for their future habitation.

The beetle-race is not gigantic, but small: no more than half a foot in length and weighing no more than 2-4 pounds. However this species is a gestalt—a group mind—and each grouping of several thousand beetles acts as a single individual. This also gives the beetles functional immortality: as a single beetle dies, new ones are born, and thus the gestalt goes on. Each beetle gestalt has thousands of manipulatory appendages, millions of sense organs, and untold billions of brain cells (each beetle's brain combines into a great whole).

The beetle race is just as much the great race as the cone-shaped echinoderms of the Mesozoic (at least once they were conquered), but they are rarer, since travel into the distant future is typically rarer than into the past.



Zoog

What You See

This small, furry burrower has a bare, prehensile tail and a narrow, sharp-fanged mouth. The nose is subdivided into many small tentacles, which writhe constantly.

CR 1/2

XP 200
Zoog rogue 1
CN Small humanoid (zoog)
Init +8; **Senses** darkvision 60 ft., low-light vision, scent; Perception +9

DEFENSE
AC 15, touch 15, flat-footed 11 (+4 Dex, +1 size)
hp 11 (1d8+3)
Fort +2, **Ref** +5, **Will** +1

OFFENSE
Speed 30 ft., climb 30 ft.
Melee bite +1 (1d3), claw -4 (1d3)
Ranged dart +4 (1d3)
Special Attacks sneak attack +1d6

STATISTICS
Str 11, **Dex** 17, **Con** 14, **Int** 12, **Wis** 12, **Cha** 8
Base Atk +0; **CMB** –1; **CMD** 12
Feats Improved Initiative
Skills Appraise +5, Climb +12, Craft (traps) +6, Disable Device +7 (+9 disarming traps), Escape Artist +7, Knowledge (nature) +2, Perception +9 (+11 noticing traps), Stealth +15, Survival +2; **Racial Modifiers** +2 Craft (traps), +2 Disable Device (when disarming traps), +4 Perception (+6 noticing traps)
Languages Common, Zoog
SQ facial tentacles, pouches, prehensile tail, trap mastery, trapfinding +1, warren digger

ECOLOGY
Environment temperate forests (Dreamlands)
Organization solitary, pair, or family (3–12)
Treasure standard

SPECIAL ABILITIES
Prehensile Tail (Ex) A zoog's prehensile tail cannot wield a weapon or manipulate an object, but it can carry an object with ease. A zoog can retrieve a stowed item with its tail as a free action or pick up an adjacent item as a swift action, provided the object is relatively small (no more than 3 pounds).
Trap Mastery (Ex) A zoog gains a +2 racial bonus on all Craft (traps) checks, as well as on all Disable Device and Perception checks made to disable or notice traps (this racial bonus stacks with the standard +4 racial bonus zoogs possess on Perception checks). A zoog gains a +2 dodge bonus to its AC against traps and has a +2 insight bonus on any saving throw it makes against the effects of a trap.
Warren Digger (Ex) Mythos ghouls have a burrow speed of 10 feet, but can only burrow through soil and dirt, not stone.

All four of a zoog's limbs are clawed and form small prehensile hands. They are small rat-like beings, rarely weighing more than 20 pounds. For more about zoogs, see page 86.

"In the tunnels of that twisted wood, whose low prodigious oaks twine groping boughs and shine dim with the phosphorescence of strange fungi, dwell the furtive and secretive zoogs."

—H.P. Lovecraft, *Dream-Quest of Unknown Kadath*

Advanced Adversaries

The monsters presented earlier in this book represent a wide range of adversaries for use in your games, but they're also presented in a "baseline" form—as average specimens of their kind. When constructing your own adventures, you should feel free to adjust these creatures by giving them additional hit dice, expanding their powers with templates, or granting them class levels to make them more unique and more powerful.

This appendix does just that—it takes several of the monsters from this book and gives them class levels to create new categories of advanced adversaries to use against your PCs. These ready-made boss-monsters and mastermind villains can serve as the leaders of cults or the final foe in your campaign, or they can serve as minions of even more powerful entities of your own design! (Note that each advanced adversary below is given a flavorful name, but you should feel free to call them whatever suits your campaign the best.)

In all cases, full details on monster special attacks or class abilities are not replicated in complete detail in the following stats.

CHARNEL WHISPERER CR 7

XP 3,200

Mythos ghoul oracle[APG] 8

CE Medium monstrous humanoid

Init +2; **Senses** darkvision 60 ft., death scent, low-light vision, scent; Perception +9

DEFENSE

AC 19, touch 12, flat-footed 17 (+6 armor, +2 Dex, +1 natural)

hp 65 (8d8+24)

Fort +6, **Ref** +7, **Will** +10; +4 vs. magical disease

Immune nonmagical disease

OFFENSE

Speed 30 ft.; burrow 10 ft.

Melee bite +8 (1d4+2), 2 claws +8 (1d4+2)

Special Attacks channel negative energy (6/day, DC 17, Command Undead only)

Oracle Spells Known (CL 8th; concentration +11)

4th (4/day)—*inflict critical wounds*, *fear* (DC 17), *unholy blight* (DC 17)

3rd (7/day)—*animate dead*, *contagion* (DC 16), *dispel magic*, *inflict serious wounds*

2nd (8/day)—*bull's strength*, *false life*, *hold person* (DC 15), *inflict moderate wounds*, *levitate*, *minor image* (DC 15), *sound burst* (DC 15)

1st (8/day)—*cause fear* (DC 14), *command* (DC 14), *divine favor*, *doom* (DC 14), *inflict light wounds*, *sanctuary* (DC 14), *shield of faith*

0 (at will)—*bleed* (DC 17), *create water*, *detect magic*, *ghost sound* (DC 13), *guidance*, *light*, *mage hand*, *mending*, *read magic*, *resistance*

Mystery bones

STATISTICS

Str 14, **Dex** 14, **Con** 12, **Int** 10, **Wis** 12, **Cha** 16

Base Atk +6; **CMB** +8; **CMD** 20

Feats Combat Casting, Command Undead, Iron Will, Toughness, Weapon Focus (claws)

Skills Knowledge (history) +11, Perception +9, Spellcraft +11, Stealth +12

Languages Common, Ghoul

SQ oracle's curse (haunted), revelations (armor of bones 8 hours/day, death's touch 1d6+4, undead servitude)

Combat Gear *potion of eagle's splendor*, *potion of heroism*; **Other Gear** *cloak of resistance +1*, *headband of alluring charisma +2*

DIMENSION WALKER CR 15

XP 51,200

Mi-go conjurer 14

NE Medium plant

Init +12; **Senses** blindsight 30 ft., low-light vision; Perception +33

DEFENSE

AC 30, touch 19, flat-footed 21 (+5 armor, +8 Dex, +1 dodge, +6 natural)

hp 237 (25 HD; 11d8+14d6+139)

Fort +16, **Ref** +15, **Will** +19

DR 5/slashing; **Immune** cold, plant traits; **Resist** electricity 10, fire 10

OFFENSE

Speed 30 ft., fly 20 ft. (poor)

Melee 2 claws +24 (1d6+5/19–20 plus grab)

Special Attacks evisceration, madness, sneak attack +3d6

Conjurer Spell-Like Abilities (CL 14th; concentration +27)

At will—*dimensional steps* (420 feet/day)

16/day—*acid dart* (1d6+7 acid)

Conjurer Spells Prepared (CL 14th; concentration +27)

7th—quickened *dispel magic*, *greater teleport*, *insanity* (DC 30), *project image* (DC 30), *summon monster VII*

6th—*acid fog*, *mass suggestion* (DC 29), quickened *mirror image*, *mislead* (DC 29), *veil* (DC 29), *wall of iron* (DC 29)



5th—*cloudkill* (DC 28), *dismissal* (DC 28), *dominate person* (DC 28), *feeblemind* (DC 28), quickened *grease* (DC 24), *seeming* (DC 28), *teleport*

4th—*charm monster* (DC 27), *confusion* (DC 27), *dimensional anchor*, *dimension door*, *fear* (DC 27), *locate creature*, *phantasmal killer* (DC 27), *solid fog*

3rd—*dispel magic*, *displacement*, *major image* (DC 26), *sleet storm*, *stinking cloud* (DC 26), *suggestion* (DC 26), *ray of exhaustion* (DC 26), *vampiric touch*

2nd—*acid arrow*, *blindness/deafness* (DC 25), *glitterdust* (DC 25), *invisibility*, *mirror image*, *resist energy*, *summon swarm*, *web* (DC 25)

1st—*alarm*, *charm person* (DC 24), *grease* (DC 24), *obscuring mist*, *ray of enfeeblement* (DC 24), *shield*, *silent image* (DC 24), *unseen servant*, *ventriloquism* (DC 24)

0 (at will)—*acid splash*, *bleed* (DC 23), *detect magic*, *prestidigitation* (DC 23)

Opposition Schools transmutation, evocation

STATISTICS

Str 20, **Dex** 26, **Con** 21, **Int** 36, **Wis** 20, **Cha** 15

Base Atk +15; **CMB** +20 (+24 grapple); **CMD** 39

Feats Arcane Strike, Combat Casting, Combat Expertise, Combat Reflexes, Craft Wand, Craft Wondrous Item, Deceitful, Dodge, Flyby Attack, Improved Critical (claws), Improved Initiative, Iron Will, Mobility, Quicken Spell, Scribe Scroll, Weapon Finesse, Weapon Focus (claws)

Skills Bluff +34, Craft (alchemy) +41, Disable Device +33, Disguise +34, Fly +32, Heal +30, Knowledge (arcana) +41, Knowledge (engineering) +41, Knowledge (geography) +41, Knowledge (planes) +41, Perception +33, Sense Motive +30, Spellcraft +41, Stealth +36, Use Magic Device +27

Languages Abyssal, Aklo, Aquan, Auran, Celestial, Common, Ghoul, Ignan, Infernal, Mi-Go, Serpentman, Sylvan, Terran

SQ arcane bond (*wand of black tentacles*), deceptive, item creation, lesser starflight, no breath, summoner's charm (7 rounds)



Combat Gear *wand of hold person* (50 charges), *wand of black tentacles* (42 charges); **Other Gear** *amulet of natural armor +2*, *bracers of armor +5*, *rod of lesser maximize metamagic*

GRAVE SAGE CR 13

XP 25,600

Mythos ghoul bard 14

CE Medium monstrous humanoid

Init +5; **Senses** darkvision 60 ft., death scent, low-light vision, scent; Perception +17

DEFENSE

AC 24, touch 13, flat-footed 22 (+7 armor, +1 deflection, +1 Dex, +1 dodge, +4 natural)

hp 122 (14d8+56)

Fort +8, **Ref** +10, Will +11; +4 vs. bardic performance, language-dependent, and sonic; +4 vs. magical disease

Immune nonmagical disease

OFFENSE

Speed 30 ft., burrow 10 ft.

Melee *+1 keen longsword* +13/+8 (1d8+3/19–20), bite +7 (1d4+1)

Special Attacks bardic performance 33 rounds/day (swift action; countersong, dirge of doom [DC 20], distraction, *fascinate* [DC 20], *frightening tune* [DC 20], inspire competence +4, inspire courage +3, inspire greatness, soothing performance, *suggestion* [DC 20]), feed on flesh

Bard Spells Known (CL 14th; concentration +17)

5th (2/day)—*greater dispel magic*, *mass suggestion* (DC 18), *mislead* (DC 18)

4th (4/day)—*cure critical wounds*, *dimension door*, *greater invisibility*, *hold monster* (DC 17)

3rd (5/day)—*charm monster* (DC 16), *confusion* (DC 16), *fear* (DC 16), *haste*, *slow* (DC 16)

2nd (6/day)—*alter self*, *blindness/deafness* (DC 15), *cat's grace*, *hold person* (DC 15), *mirror image*, *suggestion* (DC 15)

1st (6/day)—*alarm*, *charm person* (DC 14), *cure light wounds*, *grease* (DC 14), *undetectable alignment*, *unseen servant*

0 (at will)—*dancing lights*, *detect magic*, *ghost sound* (DC 13), *mage hand*, *prestidigitation* (DC 13), *read magic*

STATISTICS

Str 14, **Dex** 13, **Con** 14, **Int** 10, **Wis** 10, **Cha** 16

Base Atk +10; **CMB** +12; **CMD** 25

Feats Arcane Strike, Dodge, Great Fortitude, Improved Initiative, Improved Natural Armor, Iron Will, Toughness

Skills Bluff +20, Craft (painting) +10, Diplomacy +20, Disguise +20, Intimidate +20, Knowledge (local) +17, Perception +17 (+21 to discover hidden objects), Perform (acting) +20, Perform (comedy) +20, Perform (oratory) +20,

Perform (sing) +20, Sense Motive +20; **Racial Modifiers** +4 Perception to discover hidden objects

Languages Common, Ghoul

SQ bardic knowledge +7, expert scrounger, jack-of-all-trades (use any skill), lore master 2/day, versatile performance (acting, comedy, oratory, sing), warren digger

Gear *+4 studded leather*, *+1 keen longsword*, *amulet of natural armor +2*, *ring of protection +1*, 310 gp worth of jewelry looted from graves

GROVE GUARDIAN CR 6

XP 2,400

Zoog transmuter 7

CN Small humanoid (zoog)

Init +7; **Senses** darkvision 60 ft., low-light vision, scent; Perception +12

DEFENSE

AC 17, touch 16, flat-footed 13 (+1 deflection, +3 Dex, +1 dodge, +1 natural, +1 size)

hp 55 (7d6+28)

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

OFFENSE

Speed 30 ft., climb 30 ft.

Melee bite +3 (1d3–1), claw -2 (1d3-1)

Transmuter Spell-Like Abilities (CL 7th; concentration +10)

6/day—telekinetic fist (1d4+3 bludgeoning)

Transmuter Spells Prepared (CL 7th; concentration +10)

4th—*fire trap* (DC 17), *mass reduce person* (DC 18)

3rd—*beast shape I*, *explosive runes* (DC 16), *lightning bolt* (DC 16), *slow* (DC 17)

2nd—*alter self*, *invisibility*, *pyrotechnics* (DC 16), *scorching ray*, *whispering wind*

1st—*alarm*, *animate rope*, *feather fall*, *ray of enfeeblement* (DC 14), *reduce person* (DC 15), *shield*

0 (at will)—*detect magic*, *mage hand*, *mending*, *message*

Opposition Schools conjuration, necromancy

STATISTICS

Str 8, **Dex** 16, **Con** 16, **Int** 17, **Wis** 12, **Cha** 8

Base Atk +3; **CMB** +1; **CMD** 14

Feats Combat Casting, Craft Wondrous Item, Dodge, Improved Initiative, Scribe Scroll, Spell Focus (transmutation)

Skills Climb +7, Craft (traps) +12, Disable Device –1 (+1 disarming traps), Knowledge (arcana) +13, Perception +12 (+14 noticing traps), Spellcraft +13, Stealth +18; **Racial Modifiers** +2 Craft (traps), +2 Disable Device disarming traps, +4 Perception (+6 noticing traps)

Languages Aklo, Common, Zoog

SQ arcane bond (ring of protection), facial tentacles, pouch, physical enhancement (+2 Con), prehensile tail, trap mastery, warren digger

Combat Gear *wand of confusion* (5 charges); **Other Gear** *amulet of natural armor +1*, *ring of protection +1*

HIGH PRIEST OF SHUB-NIGGURATH CR 18

XP 153,600

Mythos satyr cleric of Shub-Niggurath 17

CE Medium aberration

Init +4; **Senses** darkvision 60 ft.; Perception +29

DEFENSE

AC 32, touch 12, flat-footed 32 (+9 armor, +2 deflection, +5 natural, +6 shield)

hp 266 (20 HD; 3d8+17d8+177); fast healing 1

Fort +22, **Ref** +12, **Will** +27

Defensive Abilities bramble armor (1d6+8, 17 rounds/day), warped mind

OFFENSE

Speed 30 ft.

Melee *+2 human bane dagger* +17/+12/+7 (1d4+3/19–20), gore +10 (1d4+1)

Special Attacks channel negative energy 5/day (DC 20, 9d6), communal magic, wooden fist (+8, 11rounds/day)

Satyr Spell-Like Abilities (CL 1st; concentration +3)

Constant—*pass without trace*

1/day—*entangle* (DC 13), *jump*, *spider climb*, *whispering wind*

Cleric Spell-Like Abilities (CL 17th; concentration +25)

At will—*speak with animals* (20 rounds/day)

Cleric Spells Prepared (CL 17th; concentration +25)

9th—*implosion* (DC 28), quickened *slay living* (DC 24), *shapechange*[D]

8th—*control plants*[D], *earthquake* (DC 27), quickened *poison* (DC 23), *unholy aura* (DC 27)

7th—*animate plants*[D], *blasphemy* (DC 26), quickened *dispel magic*, *regenerate*, *summon monster VII*

6th—*antilife shell*[D], *blade barrier* (DC 25), quickened *death knell*, *harm* (DC 25), *heal*, *word of recall* (DC 25)

5th—quickened *divine favor*, *flame strike* (2, DC 24), *greater command* (DC 24), *slay living* (DC 24), *wall of stone* (DC 24), *wall of thorns* [D]

4th—*air walk*, *chaos hammer* (DC 23), *cure critical wounds*, *dimensional anchor*, *divine power*, *spell immunity*, *summon nature's ally IV*[D] (animals only)

3rd—*bestow curse* (DC 22), *contagion* (DC 22), *cure serious wounds*, *dispel magic*, *invisibility purge*, *plant growth*[D], *speak with dead* (DC 22)

2nd—*bull's strength*, *cure moderate wounds*, *death knell* (DC 21), *hold animal*[D] (DC 21), *hold person* (DC 21), *silence* (DC 21), *spiritual weapon*

1st—*command* (DC 20), *cure light wounds* (2), *divine favor*, *doom* (DC 20), *entangle*[D] (DC 20), *obscuring mist*, *sanctuary* (DC 20)



0 (at will)—*bleed* (DC 19), *create water*, *detect magic*, *mending*

D domain spell; **Domains** Animal, Plant

STATISTICS

Str 13, **Dex** 11, **Con** 24, **Int** 10, **Wis** 26, **Cha** 15

Base Atk +14; **CMB** +15; **CMD** 28

Feats Combat Casting, Craft Magic Arms and Armor, Craft Wondrous Item, Improved Initiative, Improved Natural Armor, Iron Will, Lightning Reflexes, Quicken Spell, Selective Channeling, Toughness

Skills Knowledge (geography) +1, Knowledge (nature) +4, Knowledge (religion) +13, Perception +29, Spellcraft +13, Stealth +4, Survival +14

Languages Aklo

SQ eldritch devotion, animal companion

Gear *+5 hide armor*, *+5 buckler*, *+2 human bane dagger*, *amulet of natural armor +3*, *belt of mighty constitution +6*, *cloak of resistance +4*, *headband of inspired wisdom +6*, *ring of protection +2*

LURKER IN THE CRYPT CR 5

XP 1,600

Mythos ghoul rogue 6

CE Medium monstrous humanoid

Init +3; **Senses** darkvision 60 ft., death scent, low-light vision, scent; Perception +9

DEFENSE

AC 19, touch 13, flat-footed 15 (+4 armor, +3 Dex, +2 natural)

hp 52 (6d8+24)

Fort +5, **Ref** +8, **Will** +4; +4 vs. supernatural disease

Defensive Abilities evasion, trap sense +2, uncanny dodge; **Immune** nonmagical disease

OFFENSE

Speed 30 ft.; burrow 10 ft.

Melee bite +7 (1d4+1), 2 claws +7 (1d4+1)

Special Attacks sneak attack +3d6 plus 3 bleed

STATISTICS

Str 13, **Dex** 16, **Con** 16, **Int** 14, **Wis** 10, **Cha** 6

Base Atk +4; **CMB** +5; **CMD** 18

Feats Combat Reflexes, Iron Will, Weapon Finesse, Weapon Focus (claws)

Skills Acrobatics +12, Bluff +7, Climb +10, Diplomacy +7, Disguise +7, Escape Artist +12, Intimidate +7, Knowledge (local) +11, Perception +9 (+12 traps), Stealth +12

Languages Aklo, Common, Draconic, Ghoul

SQ expert scrounger, feed on flesh (any one skill +2), rogue talents (bleeding attack 3, combat trick, fast stealth), trapfinding +3

Combat Gear *elixir of hiding*; **Other Gear** *+1 studded leather*, *amulet of natural armor +1*, 25 gp

MOONPRIEST CR 11

XP 12,800

Moon-beast cleric of Nyarlathotep 10

CE Medium aberration

Init +7; **Senses** blindsight 30 ft., darkvision 60 ft.; Perception +11

DEFENSE

AC 19, touch 14, flat-footed 15 (+3 Dex, +1 dodge, +5 natural)

hp 120 (13 HD; 3d8+10d8+62)

Fort +12, **Ref** +7, **Will** +15

Defensive Abilities amorphous, **DR** 5/slashing; **Immune** cold

OFFENSE

Speed 30 ft.

Melee *+2 human bane dagger* +16/+11 (1d4+6/17–20)

Special Attacks channel negative energy 4/day (DC 16, 5d6), weapon master (10 rounds/day)

Moonpriest Spell-Like Abilities (CL 2nd; concentration +7)

3/day—*cause fear* (DC 12)

1/day—*daze monster* (DC 13), *detect thoughts* (DC 13)

Cleric Spell-Like Abilities (CL 10th; concentration +19)

At will—lore keeper (30), remote viewing (10 rounds/day)

8/day—battle rage (+5)

Cleric Spells Prepared (CL 10th; concentration +19)

5th—*flame strike*[D] (DC 20), *insect plague*, *slay living* (DC 20), *wall of stone* (DC 20)

4th—*air walk*, *cure critical wounds*, *divine power*[D], *poison* (DC 19), *unholy blight* (DC 19)

3rd—*blindness/deafness* (DC 18), *cure serious wounds*, *dispel magic*, *magic vestment*[D], *speak with dead* (DC 18)

2nd—*cure moderate wounds* (2), *death knell* (DC 17), *detect thoughts*[D] (DC 17), *hold person* (DC 17), *spiritual weapon*

1st—*command* (DC 16), *comprehend languages*[D], *cure light wounds* (2), *entropic shield*, *sanctuary* (DC 16), *shield of faith*

0 (at will)—*bleed* (DC 15), *detect magic*, *mending*, *read magic*

D domain spell; **Domains** Knowledge, War

STATISTICS

Str 18, **Dex** 16, **Con** 18, **Int** 10, **Wis** 20, **Cha** 13

Base Atk +9; **CMB** +13; **CMD** 27

Feats Combat Casting, Craft Magic Arms and Armor, Dodge, Improved Critical (dagger), Improved Initiative, Power Attack, Selective Channeling

Skills Intimidate +7, Knowledge (arcana) +6, Knowledge (religion) +13, Perception +11, Spellcraft +13, Stealth +9, Use Magic Device +11

Languages Aklo
SQ spellcasting prodigy
Gear *+2 human bane dagger*, *amulet of natural armor +2*

NECROMANCER OF LENG CR 8

XP 4,800
Denizen of Leng necromancer 9
CE Medium humanoid (extraplanar, human)
Init +7; **Senses** low-light vision, life sight (10 feet, 9 rounds/day); Perception +8

DEFENSE

AC 15, touch 15, flat-footed 11 (+1 deflection, +3 Dex, +1 dodge)
hp 70 (9d6+36)
Fort +6, **Ref** +6, **Will** +7

OFFENSE

Speed 30 ft.
Melee dagger +5 (1d4+1/19–20)
Special Attacks channel negative energy 7/day (DC 13)
Necromancer Spell-Like Abilities (CL 9th; concentration +13)
7/day—*grave touch* (4 rounds)
Necromancer Spells Prepared (CL 9th; concentration +13)
5th—*dominate person* (DC 19), *waves of fatigue*
4th—*black tentacles*, *charm monster* (DC 18), *dimension door*, *enervation*
3rd—*dispel magic*, *lightning bolt* (DC 17), *ray of exhaustion* (DC 17), *suggestion* (DC 17), *vampiric touch*
2nd—*acid arrow*, *blindness/deafness* (DC 16), *command undead* (DC 16), *ghoul touch* (DC 16), *mirror image*, *spectral hand*
1st—*charm person* (DC 15), *chill touch* (DC 15), *mage armor*, *magic missile*, *ray of enfeeblement* (DC 15), *shield*
0 (at will)—*acid splash*, *bleed* (DC 14), *light*, *touch of fatigue* (DC 14)
Opposition Schools divination, transmutation

STATISTICS

Str 12, **Dex** 16, **Con** 16, **Int** 18, **Wis** 8, **Cha** 8
Base Atk +4; **CMB** +5; **CMD** 20
Feats Combat Casting, Command Undead, Craft Wand, Dodge, Eschew Materials, Improved Initiative[B], Improved Iron Will, Iron Will, Scribe Scroll
Skills Bluff +10, Intimidate +13, Knowledge (arcana) +16, Perception +8, Profession (sailor) +11, Spellcraft +16; **Racial Modifiers** +2 Bluff, +2 Intimidate
Languages Abyssal, Aklo, Common, Ghoul
SQ pass as human, arcane bond (*wand of animate dead*), power over undead
Combat Gear *wand of animate dead* (17 charges); **Other Gear** *headband of vast intelligence +2* (grants ranks in Perception), *ring of protection +1*, 55 gp

RISEN WITCH CR 20

XP 307,200
Mythos undead human witch[APG] 20
CE Medium undead (augmented human)
Init +7; **Senses** darkvision 60 ft., Perception +22

DEFENSE

AC 27, touch 17, flat-footed 23 (+5 armor, +3 deflection, +3 Dex, +1 dodge, +5 natural)
hp 292 (20d6+220)
Fort +19, **Ref** +11, **Will** +16
Defensive Abilities channel resistance +4, rejuvenation; **DR** 10/—; **Immune** undead immunities

OFFENSE

Speed 30 ft.
Melee *staff of enchantment* +10/+5 (1d6)
Special Attacks hexes (agony, blight, charm, death curse, flight, misfortune, natural disaster, nightmares, retribution, slumber, weather control)
Witch Spell-Like Abilities (CL 20th; concentration +27)
At will—*feather fall* (self only), *fly* (self only)
1/day—*levitate* (self only)
Witch Spells Prepared (CL 20th; concentration +27)
9th—*dominate monster* (DC 26), *energy drain* (DC 26), *mass hold monster* (DC 26), *power word kill*
8th—*demand* (DC 25), *destruction* (DC 25), *horrid wilting* (DC 25), *maze*
7th—*chain lightning* (DC 24), *control undead* (DC 24), *harm* (DC 24), *mass hold person* (DC 24), *insanity* (DC 24)
6th—*cone of cold* (DC 23), *flesh to stone* (DC 23), *slay living* (DC 23), *mass suggestion* (DC 23), *true seeing*
5th—*baleful polymorph* (DC 22), *dominate person* (DC 22), *feeblemind* (2, DC 22), *teleport*
4th—*black tentacles*, *charm monster* (DC 21), *dimension door*, *inflict serious wounds* (2, DC 21)
3rd—*contagion* (DC 20), *dispel magic* (2), *lightning bolt* (DC 20), *ray of exhaustion* (DC 20), *vampiric touch*
2nd—*alter self*, *command undead* (DC 19), *false life*, *hold person* (DC 19), *inflict moderate wounds* (DC 19), *web* (DC 19)
1st—*charm person* (DC 18), *command* (DC 18), *inflict light wounds* (3, DC 18), *ray of enfeeblement* (DC 18)
0 (at will)—*bleed* (DC 17), *detect magic*, *light*, *touch of fatigue* (DC 17)
Patron Plague

STATISTICS

Str 10, **Dex** 17, **Con** —, **Int** 24, **Wis** 14, **Cha** 28
Base Atk +10; **CMB** +10; **CMD** 27



Feats Arcane Strike, Combat Casting, Combat Expertise, Craft Staff, Craft Wand, Craft Wondrous Item, Dodge, Great Fortitude, Improved Initiative, Improved Iron Will, Iron Will, Lightning Reflexes, Toughness

Skills Bluff +29, Heal +25, Intimidate +32, Knowledge (arcana) +20, Knowledge (local) +27, Knowledge (nature) +20, Perception +22, Sense Motive +22, Spellcraft +30, Stealth +23, Swim +4, Use Magic Device +32

Languages Aklo, Common, Elder Thing, Mi-go, Yithian

SQ witch's familiar (rat)

Combat Gear *staff of enchantment*, *wand of bestow curse* (50 charges), *wand of phantasmal killer* (50 charges), *wand of ray of enfeeblement* (50 charges); **Other Gear** *amulet of natural armor +5*, *bracers of armor +5*, *headband of mental prowess +6* (Int, Cha; adds ranks to Bluff, Knowledge [local], and Sense Motive), *ring of protection +3*, *true seeing* salve worth 1,000 gp

SERPENT ALCHEMIST CR 12

XP 19,200

Serpentman alchemist[APG] 9

NE Medium monstrous humanoid (shapechanger)

Init +11; **Senses** darkvision 60 ft., scent; Perception +22

DEFENSE

AC 27, touch 16, flat-footed 21 (+7 armor, +5 Dex, +1 dodge, +4 natural)

hp 172 (15 HD; 6d10+9d8+99)

Fort +14, **Ref** +18, **Will** +12; +6 vs. poison

Immune mind-affecting effects, poison, paralysis; **SR** 16

OFFENSE

Speed 30 ft.

Melee *+1 dagger* +20/+15/+10 (1d4/19–20), bite +19 (1d6–1 plus poison)

Special Attacks bomb 17/day (5d6+8 fire, DC 22)

Spell-Like Abilities (CL 5th; concentration +8)

At will—*ventriloquism*

1/day—*blur*, *dominate person* (DC 18), *major image* (DC 16), *mirror image*, *suggestion* (DC 16)

Alchemist Extracts Prepared (CL 9th)

3rd—*cure serious wounds*, *displacement*, *fly*, *gaseous form*, *nondetection*

2nd—*barkskin*, *cure moderate wounds*, *detect thoughts* (DC 20), *invisibility*, *see invisibility*, *undetectable alignment*

1st—*cure light wounds*, *disguise self*, *expeditious retreat*, *identify*, *jump*, *shield*, *true strike*

STATISTICS

Str 8, **Dex** 25, **Con** 23, **Int** 26, **Wis** 19, **Cha** 16

Base Atk +12; **CMB** +11; **CMD** 29

Feats Brew Potion, Combat Casting, Combat Expertise, Combat Reflexes, Dodge, Improved Initiative, Mobility, Spring Attack, Throw Anything, Weapon Finesse

Skills Acrobatics +22, Bluff +18, Craft (alchemy) +30, Disguise +18, Knowledge (arcana) +26, Knowledge (history) +23, Knowledge (local) +23, Knowledge (nature) +20, Perception +22, Sense Motive +19, Spellcraft +26, Stealth +16, Use Magic Device +21; **Racial Modifiers** +4 Craft (alchemy)

Languages Abyssal, Aklo, Common, Draconic, Infernal, Elder Thing, Mi-Go, Serpentman

SQ alchemy (alchemy crafting +9, identify potions), change self (*alter self*, any humanoid), discoveries (acid bomb, fast bombs, precise bombs [8 squares], sticky poison [8 strikes]), gifted spellcaster, mutagen (+4/–2, +2 natural, 90 minutes), poison use, serpent's strike, swift alchemy, swift poisoning

Combat Gear *potions of cure light wounds* (4), *potion of invisibility*; **Other Gear** *+4 studded leather*, *+1 dagger*, *amulet of natural armor +1*

THRALL OF YOG-SOTHOTH CR 15

XP 51,200

Outer mutant human sorcerer 15

CE Medium aberration (augmented human)

Init +5; **Senses** Perception +14

DEFENSE

AC 25, touch 12, flat-footed 23 (+6 armor, +1 Dex, +1 dodge, +7 natural)

hp 160 (15d6+105)

Fort +15, **Ref** +9, **Will** +15

Defensive Abilities unusual anatomy (50%); **Immune** confusion, insanity, **SR** 25

OFFENSE

Speed 30 ft.

Melee *rod of withering* +11 (1d4 Str and 1d4 Con), bite +5 (1d6+1 plus grab)

Special Attacks feed, long limbs (+10 ft.)

Sorcerer Spell-Like Abilities (CL 15th; concentration +21)

9/day—*acidic ray* (1d6+7 acid)

Sorcerer Spells Known (CL 15th; concentration +21)

7th (4/day)—*insanity* (DC 24), *finger of death* (DC 24), *plane shift* (DC 24)

6th (7/day)—*disintegrate*, *mass suggestion* (DC 23), *plant shape II*, *veil*

5th (7/day)—*dominate person* (DC 22), *feeblemind* (DC 22), *mind fog* (DC 22), *polymorph*, *teleport*

4th (7/day)—*beast shape II*, *black tentacles*, *dimension door*, *greater invisibility*, *stoneskin*

3rd (7/day)—*dispel magic*, *displacement*, *fireball* (DC 20), *stinking cloud* (DC 20), *tongues*

2nd (8/day)—*alter self*, *detect thoughts* (DC 19), *mirror image*, *see invisibility*, *scorching ray*, *web* (DC 19)

1st (8/day)—*charm person* (DC 18), *enlarge person*, *grease* (DC 18), *magic missile*, *ray of enfeeblement* (DC 18), *shield*

0 (at will)—*acid splash*, *arcane mark*, *bleed* (DC 17), *dancing lights*, *detect magic*, *mage hand*, *message*, *prestidigitation* (DC 17), *read magic*

Bloodline aberrant

STATISTICS

Str 16, **Dex** 13, **Con** 20, **Int** 10, **Wis** 8, **Cha** 22

Base Atk +7; **CMB** +10; **CMD** 22

Feats Combat Casting, Craft Magic Arms and Armor, Craft Rod, Craft Wondrous Item, Dodge, Eschew Materials, Great Fortitude[B], Improved Initiative, Improved Iron Will, Iron Will, Quicken Spell, Toughness[B]

Skills Climb +5, Intimidate +8, Knowledge (arcana) +20, Linguistics +5, Perception +14, Sense Motive +1, Spellcraft +18, Survival +1, Swim +5; **Racial Modifiers** +2 Climb, +2 Intimidate, +2 Knowledge (arcana), +2 Perception, +2 Sense Motive, +2 Survival, +2 Swim

Languages Aklo, Common, Elder Thing, Ghoul, Mi-Go, Serpentman

SQ bloodline arcana (+50% duration on polymorphs), deformed, magical adept

Gear *amulet of natural armor +3*, *bracers of armor +6*, *cloak of resistance +3*, *rod of withering*, diamond dust (1,000 gp)

ULTHAR CHAMPION CR 6

XP 2,400

Dreamlands cat sorcerer 7

CN Tiny magical beast

Init +4; **Senses** low-light vision; Perception +6

DEFENSE

AC 18, touch 18, flat-footed 13 (+4 Dex, +1 dodge, +1 insight, +2 size)

hp 41 (7d6+14)

Fort +4, **Ref** +7, **Will** +8

Defensive Abilities fated (+2), land on your feet, nine lives

OFFENSE

Speed 30 ft.

Melee bite +1 (1d3–4), 2 claws +1 (1d2–4)

Space 2 1/2 ft.; **Reach** 0 ft.

Sorcerer Spell-Like Abilities (CL 7th; concentration +11)

7/day—*touch of destiny* (+3)

Sorcerer Spells Known (CL 7th; concentration +11)

3rd (5/day)—*fly*, *lightning bolt* (DC 17), *protection from energy*

2nd (7/day)—*alter self*, *blur*, *glitterdust* (DC 16), *scorching ray*

1st (7/day)—*alarm*, *feather fall*, *mage armor*, *magic missile*, *shield*, *unseen servant*

0 (at will)—*detect magic*, *detect poison*, *ghost sound* (DC 14), *mage hand*, *open/close*, *prestidigitation* (DC 14), *read magic*

Bloodline destined

STATISTICS

Str 2, **Dex** 18, **Con** 13, **Int** 10, **Wis** 14, **Cha** 18

Base Atk +3; **CMB** +5; **CMD** 13

Feats Combat Casting, Dodge, Feline Item Focus (see page 76), Eschew Materials, Mobility

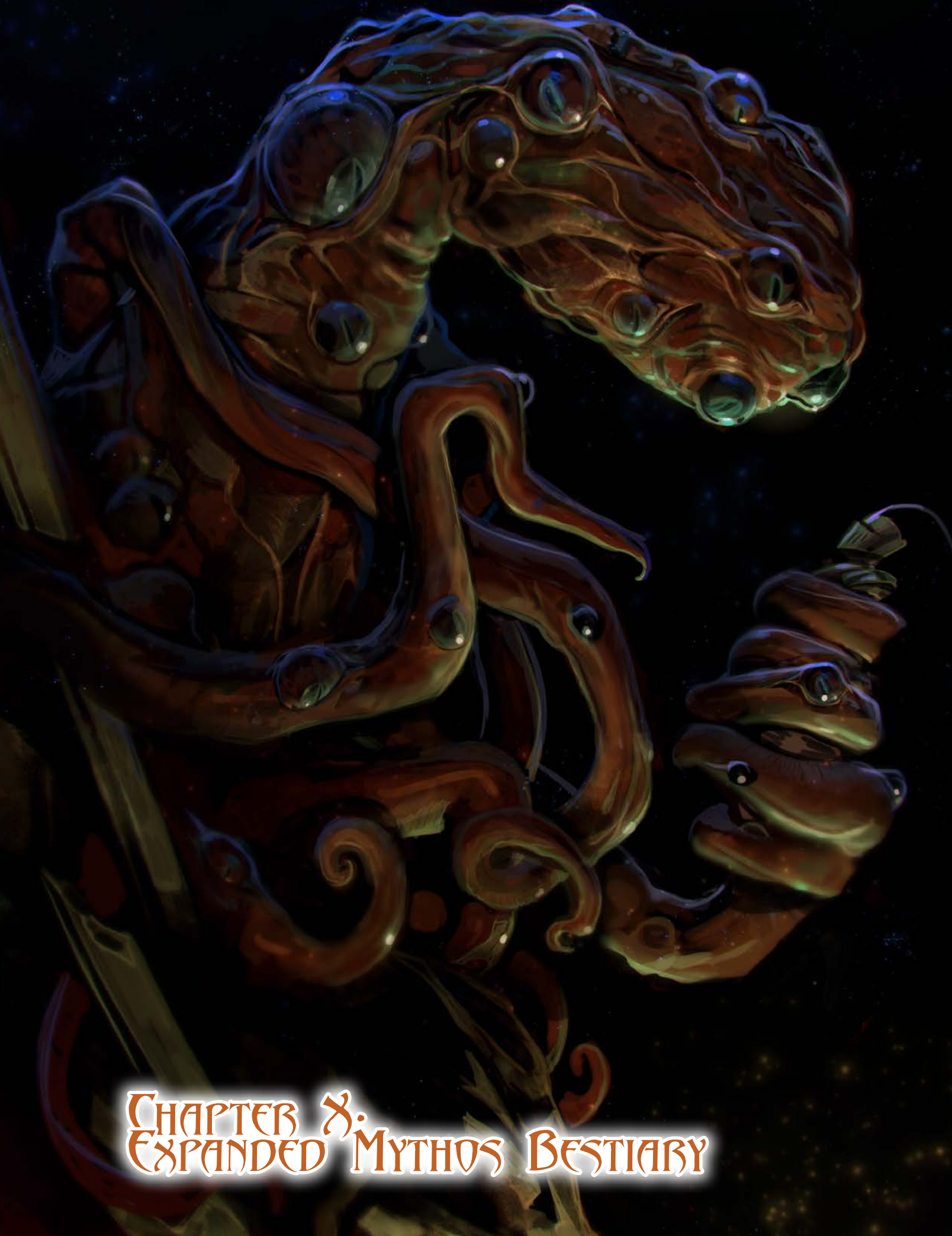
Skills Climb +12, Escape Artist +8, Knowledge (arcana) +5, Perception +6, Spellcraft +7, Stealth +16; **Racial Modifiers** +4 Climb, +4 Escape Artist, +4 Stealth

Languages Common, Cat

SQ Dreamlands travel, moon jump, bloodline arcana (gain luck bonus on saves when casting personal-range spells)

Gear *cloak of resistance +1* (Feline Item Focus enhanced), *ioun stone (dusty rose prism)*





Chapter 8: Expanded Mythos Bestiary

What You See

A maw full of gnashing teeth floats in the air while an undulating cape of mismatched humanoid eyes twists around on barbed tentacles, searching for a new victim.

Aatheriexa

CR 7

XP 3,200

NE Medium aberration

Init +9; **Senses** all-around vision, darkvision 120 ft., low-light vision, *see invisibility*; Perception +28

Aura unnatural aura (30 ft.)

DEFENSE

AC 21, touch 15, flat-footed 16 (+5 Dex, +6 natural)

hp 84 (13d8+26)

Fort +6, **Ref** +9, **Will** +8

DR 5/magic; **Immune** cold, disease, poison

OFFENSE

Speed 5 ft., fly 50 ft. (good)

Melee tentacles +15 (3d6 plus grab and withering)

Space 5 ft.; **Reach** 5 ft. (15 ft. with tentacles)

Special Attacks constrict (3d6 plus withering), gnaw, pull (tentacles, 5 feet)

Spell-Like Abilities (CL 13th; concentration +17)

At will—*calm emotions* (DC 16), *charm monster* (DC 18), *clairaudience/clairvoyance* (clairvoyance only), *daze monster* (DC 16), *feather fall*

3/day—*dispel magic*, *lightning bolt* (DC 17)

1/day—*dominate monster* (DC 23)

1/month—*interplanetary teleport*

STATISTICS

Str 11, **Dex** 21, **Con** 14, **Int** 18, **Wis** 10, **Cha** 19

Base Atk +9; **CMB** +9 (+21 grapple); **CMD** 24 (32 vs. grapple, can't be tripped)

Feats Combat Reflexes, Critical Focus, Flyby Attack, Hover, Improved Initiative, Skill Focus (Perception), Weapon Finesse, Weapon Focus (tentacle), Wingover

Skills Acrobatics +21, Diplomacy +17, Fly +20, Knowledge (arcana) +14, Perception +28, Sense Motive +13, Spellcraft +15, Stealth +21, Use Magic Device +17; **Racial Modifiers** +6 Perception

Languages Aklo, Common, Draconic, Undercommon; telepathy 100 ft.

SQ compression, float, no breath

ECOLOGY

Environment any land

Organization solitary, pair, pod (3-5), or invasion (6-36)

Treasure standard

SPECIAL ABILITIES

Gnaw (Ex) When an aatheriexa shares the same square as a helpless creature, it can automatically deal 3d6 points of damage as a swift action by gnawing with its central maw.

Float (Ex) Aatheriexa can fly, though they must remain with 2 feet of a solid or liquid surface.

Tentacles (Ex) An aatheriexa's barbed eyestalk tentacles must all strike at a single target, but they do so as a primary attack. The tentacles deal bludgeoning and slashing damage and grant the aatheriexa a +8 bonus on grapple combat maneuver checks.

Withering (Ex) An aatheriexa's tentacles secrete a toxin that causes flesh to swiftly rot and slough off the bone. A creature damaged by an aatheriexa's tentacles or constrict attack must succeed at a DC 18 Fortitude save or take 1d4 points of Strength damage and 1d4 points of Constitution damage. This is a poison effect and the save DC is Constitution-based.

Aatheriexas were once a race of conquerors and slavers, but since the destruction of their homeworld, the survivors have wandered the cosmos. Exceedingly cruel, they find perverse pleasure in tormenting those they capture, using them as disposable bodyguards or subjecting them to sadistic magic experiments.

An aatheriexa's fleshy pink center is roughly 2 feet in diameter, and features a maw of gnashing teeth. Its grasping eye-tentacles hang down like the leaves of a weeping willow and extend its effective diameter to 5 feet. Aatheriexas weigh approximately 150 pounds.

Aboleth

CR 7

XP 3,200
LE Huge aberration (aquatic)
Init +5; **Senses** darkvision 60 ft.; Perception +14
Aura mucus cloud (5 feet)

DEFENSE

AC 20, touch 9, flat-footed 19; (+1 Dex, +11 natural, –2 size)
hp 84 (8d8+48)
Fort +8, **Ref** +5, **Will** +11

OFFENSE

Speed 10 ft., swim 60 ft.
Melee 4 tentacles +10 (1d6+5 plus slime)
Space 15 ft.; **Reach** 15 ft.
Spell-Like Abilities (CL 16th)
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 20, **Dex** 12, **Con** 22, **Int** 15, **Wis** 17, **Cha** 17
Base Atk +6; **CMB** +13; **CMD** 24 (can't be tripped)
Feats Improved Initiative, Iron Will, Lightning Reflexes, Weapon Focus (tentacle)
Skills Bluff +11, Intimidate +14, Knowledge (any one) +13, Perception +14, Spellcraft +13, Swim +24
Languages Aboleth, Aklo, Aquan, Undercommon

ECOLOGY

Environment any aquatic
Organization solitary, pair, brood (3–6), or shoal (7–19)
Treasure double

SPECIAL ABILITIES

Mucus Cloud (Ex) While underwater, an aboleth exudes a cloud of transparent slime. All creatures adjacent to an aboleth must succeed on a DC 20 Fortitude save each round or lose the ability to breathe air (but gain the ability to breathe water) for 3 hours. Renewed 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 an aboleth's tentacle must succeed on a DC 20 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 and 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.

What You See

Covered in bony plates and with angular fins, this creature's wide, reflective red eyes show a malevolent intelligence through a cloud of dark slime and mucus.

As befits their hideous primeval appearance, the hermaphroditic aboleths are among the world's oldest forms of life. Ancient even when the gods first turned their eyes to the Material Plane, the aboleths have always existed apart from other mortal life, alien and cold and endlessly plotting. They once ruled the world with vast empires, and today view most other forms of life as either food or slaves—and sometimes both. They disdain the gods and see themselves as the true masters of creation. An aboleth is 25 feet long and weighs 6,500 pounds.

In the darkest reaches of the sea, aboleths still dwell in grotesque cities built in nauseating and cyclopean styles. There they are served by countless slaves culled from every nation, air-breathing and aquatic alike, although the air-breathing slaves are doubly bound by magic and the need to constantly replenish their water-breathing ability via the excretions of their aboleth masters. Lone aboleths are often advance scouts for these hidden cities, seeking out new slaves.

Adherer

What You See

A sunken, hollow-eyed face is all that's visible behind layers of sticky filaments on this creature's body. Amber-colored liquid oozes out between the filaments in slow-moving rivulets.

CR 3

XP 800

LE Medium monstrous humanoid

Init +3; **Senses** darkvision 60 ft.; Perception +5

DEFENSE

AC 17, touch 13, flat-footed 14 (+3 Dex, +4 natural)

hp 30 (4d10+8)

Fort +3, **Ref** +7, **Will** +5

DR 5/—; **SR** 14

OFFENSE

Speed 30 ft., climb 10 ft.

Melee 2 slams +6 (1d6+2 plus grab)

Special Attacks grab (Large)

STATISTICS

Str 14, **Dex** 16, **Con** 15, **Int** 4, **Wis** 13, **Cha** 11

Base Atk +4; **CMB** +7 (+19 grapple); **CMD** 19

Feats Agile Maneuvers, Combat Reflexes

Skills Climb +10, Craft (cloth) +3, Craft (traps) +1, Perception +5, Stealth +11; **Racial Modifiers** +2 Craft (cloth), +4 Stealth

Languages Aklo

SQ adhesive

ECOLOGY

Environment any temperate or underground

Organization solitary, gang (2–5), or nest (6–12)

Treasure standard

SPECIAL ABILITIES

Adhesive (Su) A weapon that strikes an adherer becomes stuck fast to the creature's adhesive flesh unless the wielder succeeds at a DC 14 Reflex save. A creature adjacent to the adherer can attempt to pry off a stuck weapon with a DC 17 Strength check, but doing so provokes an attack of opportunity from the adherer. The adherer's adhesive flesh gives it a +8 racial bonus on grapple checks. It can attempt to grapple a foe without spending an action whenever a creature successfully hits it with a natural attack or an unarmed strike. An adherer does not gain the grappled condition when it grapples a foe, nor does it provoke attacks of opportunity when it attempts to do so. Fire can temporarily burn away an adherer's adhesive coating—whenever an adherer takes at least 10 points of fire damage, it loses its adhesive special quality for 1d4 rounds. Universal solvent, alchemical solvent, or a similar fluid removes an adherer's adhesive quality for 1 hour if it fails a DC 15 Reflex save, or for 1d4 rounds if it makes the save. The adherer's skin loses its adhesive quality 1 hour after the adherer dies. An adherer can release anything stuck to it as a free action. The save DCs are Constitution-based.

Adherers look vaguely like embalmed and mummified corpses wrapped in dirty linen, but they are in fact otherworldly beings of an entirely different nature. Transformed by hideous processes on the Ethereal Plane, their bodies are riddled with tiny, adhesive strands that can stick to anything, allowing adherers to bind their enemies' weapons and capture living creatures for their depraved rituals.

Though once human, adherers have forgotten all traces of humanity, and now hunt their former kindred with gleeful abandon. Adherers digest food unusually slowly, and as such can feed on a single creature (humans are their favorite meal) for days or even weeks, taking only one or two bites a day and forcing their living captives to endure a hellish, drawn-out death.

Astral Leviathan

CR 18

XP 153,600

N Colossal outsider (extraplanar)

Init +6; **Senses** astral locating, blindsight 180 ft., darkvision 60 ft., low-light vision; Perception +31

DEFENSE

AC 34, touch 4, flat-footed 32 (+2 Dex, +30 natural, –8 size)

hp 310 (20d10+200); regeneration 5 (acid and fire)

Fort +24, **Ref** +8, **Will** +16

DR 10/adamantine; **Immune** cold; **Resist** electricity 30, fire 30

OFFENSE

Speed fly 90 ft. (average)

Melee bite +24 (4d6+12/19–20 plus grab), 2 slams +24 (2d8+12), tail slap +19 (4d6+6)

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

Special Attacks fast swallow, gulping tide, swallow whole (4d6+18 damage, AC 25, 31 hp)

Spell-Like Abilities (CL 20th; concentration +22)

3/day—*dimension door*

STATISTICS

Str 35, **Dex** 14, **Con** 31, **Int** 6, **Wis** 15, **Cha** 14

Base Atk +20; **CMB** +40 (+42 bull rush, +44 grapple); **CMD** 52 (54 vs. bull rush, can't be tripped)

Feats Blind-Fight, Cleave, Combat Reflexes, Great Fortitude, Improved Bull Rush, Improved Critical (bite), Improved Initiative, Iron Will, Power Attack, Skill Focus (Perception)

Skills Fly –6, Intimidate +22, Knowledge (planes) +21, Perception +31, Survival +22

Languages telepathy 30 ft.

ECOLOGY

Environment any (Astral Plane)

Organization solitary or pod (2–5 plus 1–2 young)

Treasure standard

SPECIAL ABILITIES

Astral Locating (Su) An astral leviathan automatically knows the distance and direction to any place on the Astral Plane it has ever visited. Once per day it can use this ability to determine the location of a creature on the Astral Plane (as if using *locate creature* with unlimited range).

Gulping Tide (Ex) An astral leviathan can create a 60-foot cone of roiling astral material, pulling all Large or smaller creatures and objects into its mouth so it can swallow them. Any creature in the area that succeeds at a DC 30 Fortitude save moves up to 60 feet toward the cone's origin; creatures that fail are swallowed. The leviathan can use this ability only once per minute. The save DC is Constitution-based.

What You See

Enormous in size and possessed of numerous fanged maws, this multiple-eyed creature manages to move gracefully in the air.

An astral leviathan is an immense predator that patrols the silvery void of the Astral Plane in search of food and new experiences. Dangerous if provoked, it is intelligent enough to be reasoned with, though most visitors to that plane mistakenly believe it is just a beast. It requires only a minimal amount of physical food, as it primarily sustains itself on planar energies (particularly those radiating from natural portals to other planes) and invisible streamers of astral dust. Astral leviathans are curious about types of creatures they've never met before and places they haven't visited. Civilized inhabitants of the Astral Plane might befriend, bribe, or tame leviathans, using them as cargo vessels or navigators on journeys to remote locations. More savage races enslave them with enchantments and hooked barbs and use them for the same purpose.

An astral leviathan is approximately 70 feet long and weighs 60 tons.

Baku

What You See

A golden-furred creature floats gently in place, its trunk undulating in smooth waves. Two ivory tusks curve outwards from its hypnotic eyes.

CR 8

XP 4,800

N Medium magical beast

Init +9; **Senses** darkvision 60 ft., low-light vision; Perception +16

DEFENSE

AC 15, touch 15, flat-footed 10 (+5 Dex)

hp 95 (10d10+40)

Fort +11, **Ref** +12, **Will** +8

DR 10/cold iron; **Immune** mind-affecting effects, sleep; **SR** 19

OFFENSE

Speed 30 ft., fly 60 ft. (perfect)

Melee 2 claws +15 (1d4+2), gore +15 (1d6+2)

Special Attacks mental drain

Spell-Like Abilities (CL 10th; concentration +17)

At will—*invisibility*, *lullaby*, *sleep* (DC 18)

3/day—*deep slumber* (DC 20), *dream*

1/day—*ethereal jaunt*, *modify memory* (DC 21)

STATISTICS

Str 14, **Dex** 21, **Con** 18, **Int** 15, **Wis** 16, **Cha** 25

Base Atk +10; **CMB** +12; **CMD** 27 (31 vs. trip)

Feats Alertness, Flyby Attack, Improved Initiative, Iron Will, Weapon Finesse

Skills Diplomacy +15, Fly +18, Perception +16, Sense Motive +13, Spellcraft +8, Stealth +16

Languages Aklo, Celestial, Common

SQ dream claws

ECOLOGY

Environment any

Organization solitary

Treasure standard

SPECIAL ABILITIES

Dream Claws (Ex) A baku's claws are treated as cold iron and magic for purposes of overcoming damage reduction.

Dream Eating (Su) A baku can feed upon the dreams of any single sleeping creature within 100 feet. Alternatively, the baku can feed upon the dreams of a creature that it manages to contact with its *dream* spell-like ability. A creature can resist this effect with a DC 22 Will save. When a baku feeds in this way, it can elect to consume only nightmares or all dreams. If it only consumes nightmares, the target creature is immune to the effects of the *nightmare* spell, the dream haunting ability of the night hag, and other similar attacks for that period of sleep. If the baku instead feeds on all of the creature's dreams, that creature is fatigued upon waking and does not gain any benefits it would have received from sleep, such as natural healing or the ability to regain spells after resting. This is a mind-affecting sleep effect. The save DC is Charisma-based.

Mental Drain (Su) When a baku attacks with a claw, it can choose, as a swift action, to deal 1d4 points of Intelligence damage on that attack. A DC 22 Will save negates this ability damage. The save DC is Charisma-based.

Bizarre creatures that feed on thoughts, bakus stay hidden from humanoids and feed on their creativity and dreams as well as their fears and nightmares. Bakus rarely encounter others of their kind, living largely solitary lives. Some sages speculate the creatures are not born, but rather spontaneously manifest as if spun from dreams, nightmares, and creative thoughts. Bakus are about 5 feet long and weigh 100 pounds.

Bakus dislike feeding on thoughts concerning themselves, and tend to cease when their target begins thinking of the baku. For this reason, bakus keep hidden in settlements, floating in the evening air above bedrooms and boarding houses, siphoning sustenance from the dreaming populace. Bakus themselves do not sleep.

Given their connection to dreams and nightmares, bakus are mortal enemies of night hags. Though usually calm and gentle creatures, bakus that encounter night hags dedicate themselves to hunting them down and ridding the world of their dark influence. A baku uses its *ethereal jaunt* spell-like ability to fight night hags as they inflict nightmares on their victims.

Bhole

CR 17

XP 102,400

CN Colossal magical beast

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

DEFENSE

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

hp 290 (20d10+180)

Fort +21, **Ref** +13, **Will** +11

DR 10/—; **Immune** acid, fire, disease, magical control, paralysis, poison, sleep, stun; **SR** 28

OFFENSE

Speed 50 ft., burrow 50 ft.

Melee bite +29 (6d6+25/19–20 plus grab), slam +29 (3d8+25/19–20)

Space 30 ft.; **Reach** 60 ft.

Special Attacks breath weapon, overwhelming strength, swallow whole (20d6 acid damage, AC 26, 29 hp), trample (DC 37)

STATISTICS

Str 44, **Dex** 8, **Con** 28, **Int** 3, **Wis** 21, **Cha** 23

Base Atk +20; CMB +45 (+47 bull rush, +49 grapple); **CMD** 54 (56 vs. bull rush, can't be tripped)

Feats Awesome Blow, Critical Focus, Improved Bull Rush, Improved Critical (bite), Improved Critical (slam), Improved Initiative, Lightning Reflexes, Power Attack, Staggering Critical, Vital Strike

Skills Perception +28

Languages Aklo (rarely speaks)

ECOLOGY

Environment any underground

Organization solitary

Treasure none

SPECIAL ABILITIES

Breath Weapon (Su) Once every minute, a bhole can expel a prodigious amount of thick slime from its gullet. This breath weapon has a range of 900 feet, and creates a 40-foot-diameter spread of slime in its targeted area. Any creature within this area must succeed at a DC 29 Fortitude save or be stunned for 1d4 rounds. The slime transforms the area it coats into difficult terrain. Furthermore, any creature that is in the area (or that attempts to enter the area) must succeed at a DC 29 Reflex save or be entangled by the slime. Bhole slime persists for 2d6 hours and bhole lairs are typically pre-caked with the stuff. A bhole can move through bhole slime without penalty. The save DC is Constitution-based.

Immune to Magical Control (Ex) A bhole is immune to nearly all forms of mind control, including all charm, *suggestion*, and dominate spells. It is similarly immune to *magic jar* and possession attempts. *Confusion* and other mind-affecting effects that don't allow another creature to directly control a bhole work normally. Rare effects that allow a creature to manipulate the exact effects of *confusion* on a creature provide one of the few ways to magically control a bhole. Other methods, particularly those tied to strange and powerful artifacts, may work as well.

Overwhelming Strength (Ex) A bhole always applies 1-1/2 times its Strength modifier on all natural weapon attacks.

What You See

The massive creature's body consists of little more than an immense coil of muscle and a beaky maw, which drips with stringy slime and ichor.

Known on some worlds as dholes, bholes are among the largest of living creatures, wormlike leviathans of such size that few can claim to have seen one wholly from head to tail, and those who do suffer from madness or other afflictions that cause others to doubt these tales. The coloration of these creature ranges widely, from dark blues and purples to pale grays, yellows, or white. A bhole's cavernous mouth consists of long, bony jaws that extend and unfold from the creature's head when it feeds.

Bholes are incredibly long-lived—those that exist in remote worlds or in other dimensions have done so for countless eons. The bholes themselves seem to have no interest in their history, perhaps as a result of their limited intellect, but they can live forever, barring death by violence.

Regions inhabited by bholes are always wastelands. Bholes seem able to eat and digest anything and everything, and in time can reduce a huge area to just a honeycombed network of immense tunnels. These regions swiftly collapse in on themselves, leaving rubble-filled pits of terrifying size.

What You See

Only a pair of three-toed clawed feet can be seen in the midst of a cloud of bone-chilling mist. Glowing eyes blink slowly, illuminating the mist in azure phosphorescence.

Bisha Ga Tsuku

CR 9

XP 6,400

NE Medium outsider (cold, native)

Init +10; **Senses** darkvision 60 ft.; Perception +19

Aura frightful presence (30 ft., DC 20), hoarfrost halo (30 ft., DC 20)

DEFENSE

AC 22, touch 16, flat-footed 16 (+6 Dex, +6 natural)

hp 114 (12d10+48)

Fort +12, **Ref** +10, **Will** +12

Immune cold; **SR** 20

Weaknesses vulnerable to fire

OFFENSE

Speed 15 ft., fly 60 ft. (good)

Melee 3 tentacles +18 (2d6+5/19-20 plus 1d6 cold)

Space 5 ft.; **Reach** 5 ft. (15 ft. with tentacles)

Special Attacks sneak attack +1d6, soul-thieving chill

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

3/day—*detonate* (DC 18, cold only)

1/day—*cold ice strike* (DC 20), *freezing sphere* (DC 20), *wall of ice* (DC 18)

STATISTICS

Str 20, **Dex** 22, **Con** 18, **Int** 13, **Wis** 19, **Cha** 19

Base Atk +12; **CMB** +17; **CMD** 33 (can't be tripped)

Feats Dazing Assault, Flyby Attack, Improved Critical (tentacle), Improved Initiative, Power Attack, Weapon Focus (tentacle)

Skills Acrobatics +21, Fly +25, Knowledge (geography) +15, Knowledge (nature) +14, Knowledge (planes) +11, Perception +19, Spellcraft +12, Stealth +21

Languages Common (can't speak)

ECOLOGY

Environment cold hills or mountains

Organization solitary

Treasure none

SPECIAL ABILITIES

Hoarfrost Halo (Su) A bisha ga tsuku projects an aura of cold that freezes the surrounding air into a dense cloud of icy mist. This functions similarly to the spell *obscuring mist*, but the bisha ga tsuku can see through its own hoarfrost halo, and the halo moves with the bisha ga tsuku in a 30-foot radius. Creatures in the aura take 2d6 points of cold damage at the start of their turn due to the intense cold. This aura can be dispelled, but the bisha ga tsuku can resume or dismiss its hoarfrost halo as a free action.

Soul-Thieving Chill (Su) Any creature that takes cold damage from a bisha ga tsuku's tentacle attack or hoarfrost halo must succeed at a DC 20 Fortitude save or take 1d4 points of Charisma damage. On a successful critical hit, a bisha ga tsuku deals an additional 1d6 points of cold damage, and the target takes 1d4 points of Charisma drain instead of Charisma damage on a failed save. The save DC is Charisma-based.

Bisha ga tsukus are formed from souls drained of warmth, life, and love, leaving nothing but an empty void that can be filled only by taking from others. The creature is a horrific amalgamation of flesh comprising long feelers and a huge, distended sac. Its victims never see these features, however, since a bisha ga tsuku's presence sucks the warmth from the atmosphere around it, freezing the air into a dense cloud of icy mist. On an already foggy evening, the only sign of a bisha ga tsuku's presence is its three-toed feet making a squishing sound reminiscent of "bisha bisha" on the loose slush left behind by its hoarfrost halo.

Bisha ga tsukus feed upon souls. Though their presence can disperse soul energy around them, they gain far more nourishment when they inhale a soul through the pores in their feelers. A bisha ga tsuku that gorges itself stores excess souls and dying heartbeats in its sac, mixing them with frost and chill until a new bisha ga tsuku forms within and bursts out.

Blightspawn

CR 5

XP 1,600
CE Medium aberration
Init +8; **Senses** darkvision 60 ft., scent; Perception +13
Aura stagnation (20 ft., DC 16)

DEFENSE

AC 18, touch 14, flat-footed 14 (+4 Dex, +4 natural)
hp 52 (7d8+21); fast healing 3
Fort +5, **Ref** +8, **Will** +8
DR 5/magic; **Immune** acid, cold, poison

OFFENSE

Speed 30 ft., climb 30 ft., fly 50 ft. (average)
Melee sting +11 (2d6+9/19-20 plus attach and poison)
Space 5 ft.; **Reach** 10 ft.
Special Attacks blood drain (1d2 Constitution)
Spell-Like Abilities (CL 5th; concentration +7)
Constant—*freedom of movement*, *pass without trace*
1/day—*bestow curse* (DC 16), *blur*, *contagion* (DC 16), *diminish plants*, *gust of wind*, *hold monster* (DC 17)

STATISTICS

Str 23, **Dex** 18, **Con** 16, **Int** 7, **Wis** 16, **Cha** 15
Base Atk +5; **CMB** +11 (+15 to maintain a grapple); **CMD** 25 (33 vs. trip)
Feats Flyby Attack, Improved Initiative, Lightning Reflexes, Power Attack
Skills Climb +14, Fly +14, Perception +13
Languages Aklo (can't speak)
SQ no breath

ECOLOGY

Environment any swamps
Organization solitary
Treasure standard

SPECIAL ABILITIES

Poison (Su) Sting—injury; ***save*** Fort DC 16; ***frequency*** 1/round for 6 rounds; ***effect*** 1d4 Wisdom damage and confusion for 1 round; ***cure*** 2 saves. The save DC is Constitution-based.

Stagnation Aura (Su) A blightspawn's stagnation aura causes lethargy and torpor in those who approach it, sapping their energy and speed. When a creature comes within 20 feet of a blightspawn, it must succeed at a DC 16 Will save or be affected as per the *slow* spell for as long as the creature remains within the blightspawn's aura and for an additional 1d3 rounds after leaving it. Once a creature successfully saves against the aura, it is immune to that particular blightspawn's aura for 24 hours; otherwise, reentering the aura forces a creature to save again. In addition, this aura fouls liquids of all types within the area. A creature that drinks anything in a blightspawn's aura (including potions and alchemical elixirs) must succeed at a DC 16 Fortitude save or be nauseated for 1d3 rounds. The save DCs are Constitution-based.

What You See

Jagged scarlet hues stain the dark chitin of this enormous bug. Any resemblance to an ordinary insect is an illusion that passes as a massive barbed tongue flexes in search of warm blood.

Blightspawn must gestate in the body of a true believer until they're released at the host's death or during a ritual, and so are most often found in places where cults that worship parasitic demons or devils are strong. To the faithful, being host to an immature blightspawn is a great honor, for they believe that when the monster bursts from the host's body, the host's consciousness lives on in some way in the blightspawn's mind, almost as if the host had reincarnated into the monster. The fact that cultists who die giving hideous birth to a blightspawn can't be resurrected lends a bit of weight to this notion, even if the blightspawn themselves have nothing to say on the topic.

A host carrying an immature blightspawn functions normally in all ways until the creature emerges—except that the host can pass on new blightspawn to his or her children. A blightspawn's gestation can last for decades, and a child separated from infected parents might live her entire life without knowing what awaits her upon death. When a blightspawn emerges from its host, it is fully grown, although its gore-soaked wings can't be used for flight for 1d4 rounds after emerging.

What You See

Ponderous in size, this enormous reptile has rough-edged spines, claws, and a thick tail. Tiny eyes in proportion to its body flicker as it seeks food—or a fight.

Bokrug

CR 27

XP 3,276,800

CN Large magical beast (aquatic, chaotic, extraplanar, Great Old One)

Init +22; **Senses** blindsight 120 ft., darkvision 60 ft., low-light vision; Perception +43

Aura toxic breath (30 ft., DC 41), unspeakable presence (300 ft., DC 33)

DEFENSE

AC 45, touch 27, flat-footed 37 (+8 Dex, +10 insight, +18 natural, –1 size)

hp 645 (30d10+480); fast healing 20

Fort +33, **Ref** +25, **Will** +22

Defensive Abilities immortality, insanity (DC 41), spines; **DR** 15/epic and lawful; **Immune** ability damage, ability drain, aging, cold, death effects, disease, energy drain, mind-affecting effects, paralysis, petrification, poison; **Resist** acid 30, fire 30; **SR** 38

OFFENSE

Speed 50 ft., swim 120 ft., *air walk*

Melee bite +44 (4d8+22/19–20), 2 claws +44 (2d8+22/19–20), sting +44 (3d6+22/19–20 plus poison), tentacle beard +39 (4d6+22 plus grab)

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

Special Attacks constrict (4d6+22), critical poisoning, mythic power (10/day, surge +1d12), poison, powerful blows (bite, claws, sting, tentacle beard), vengeful dreams

Spell-Like Abilities (CL 27th; concentration +35)

Constant—*air walk*

At will—*cloudkill*[M] (DC 23), *dimension door*[M], *dream*[M], *greater dispel magic*, *hallucinatory terrain*, *nightmare*[M] (DC 23), *plane shift*[M], *transmute rock to mud*, *wind walk*

3/day—*demand*, quickened *feeblemind* (DC 23), *horrid wilting* (DC 26)

1/day—*control weather*[M], *symbol of insanity* (DC 26), *tsunami*[M] (DC 26)

STATISTICS

Str 40, **Dex** 27, **Con** 42, **Int** 22, **Wis** 30, **Cha** 27

Base Atk +30; **CMB** +46 (+50 bull rush, grapple, or overrun); **CMD** 74 (76 vs. bull rush or overrun, 78 vs. trip)

Feats Bleeding Critical, Combat Reflexes, Critical Focus, Greater Bull Rush, Greater Overrun, Improved Bull Rush, Improved Critical (bite), Improved Critical (claw), Improved Critical (sting), Improved Initiative, Improved Iron Will, Improved Overrun, Iron Will, Power Attack, Quicken Spell-Like Ability (*feeblemind*)

Skills Knowledge (arcana, history, nature, religion) +36, Perception +43, Spellcraft +36, Stealth +37, Swim +56

Languages Aklo, Aquan, Draconic; telepathy 100 ft.

SQ amphibious, otherworldly insight

ECOLOGY

Environment any water

Organization solitary (unique)

Treasure triple

SPECIAL ABILITIES

Critical Poisoning (Su) If Bokrug confirms a critical hit with his sting, he injects his foe with 3 doses of poison (this increases the save DC by 4). A foe that is normally immune to poison can be affected by Bokrug's poison in this way, but treats the poisoning as if it had been injected with only 1 dose.

Immortality (Ex) If Bokrug is killed, his body immediately begins to thrash and writhe spasmodically, continuing to do so for 1d4 rounds. During this time, he makes a single sting attack against one random target in reach. At the end of this time, his body grows still, then melts into water and evaporates away. Bokrug reforms in dormancy back in his realm in the Dimension of Dreams soon thereafter, remaining in a comatose state for hundreds of years unless he is awoken earlier via complex rituals. Any effect that destroys Bokrug's body (such as *disintegrate*) merely reduces his remains to water that then evaporates away as described above, but such measures do prevent his body from thrashing and stinging prior to this supernatural evaporation.

Poison (Ex) Sting—*injury*; *save* Fort DC 41; *frequency* 1/round for 6 rounds; *effect* 2d4 Wisdom damage; *cure* 3 consecutive saves. A creature whose Wisdom damage equals its Wisdom score automatically becomes afflicted by a random insanity[GMG]. The save DC is Constitution-based.

Spines (Ex) Any creature that makes a melee attack against Bokrug must succeed at a DC 33 Reflex save or be struck by the numerous swiftly reacting spines that cover the Great Old One, taking 2d6+15 points of damage. Using a reach weapon does not endanger the attacker in this way. The save DC is Dexterity-based.

Toxic Breath (Su) Bokrug's breath is toxic. Whenever the Great Old One is above water, he is surrounded by a 30-foot-radius cloud of invisible poison gas that causes temporary madness and hallucinations. Any creature that

begins its turn in this area must succeed at a DC 41 Will save or be confused for 1 round. A creature that holds its breath or doesn't have to breathe gains a +4 bonus on this saving throw. This is a mind-affecting poison effect. The save DC is Constitution-based.

Unspeakable Presence (Su) Failing a DC 33 Will save against Bokrug's unspeakable presence causes the victim to become overwhelmed with hopelessness and doom—it takes a –4 penalty on all attack rolls, saving throws, ability checks, skill checks, and weapon damage rolls as long as it remains within the area of affect. The save DC is Charisma-based.

Vengeful Dreams (Su) Any creature that has ever damaged Bokrug or has slain one of his clerics can be targeted by the Great Old One's vengeful dreams regardless of the distance between the creature and Bokrug, even across planar boundaries. In order to use vengeful dreams against a target, Bokrug must successfully affect the target with his *nightmare* spell-like ability; the target is always treated as familiar to Bokrug, and as if Bokrug possessed a body part of the victim, resulting in a –15 penalty on the saving throw against the nightmare. If the victim fails its save against the nightmare, the horrific dream unfolds as a vision of Bokrug consuming the victim alive. The victim then remains alive, conscious, and aware as the Great Old One digests it, and as Bokrug destroys all that remains of the victim's lifelong friends, home, belongings, and family. When the victim awakens from the nightmare, it must succeed at a DC 33 Will save or take 3d6 points of Wisdom drain from the vengeful dreams. If this drains the target's Wisdom to 0, it automatically gains a random insanity[GMG]. Once Bokrug uses this ability against a creature, he can't do so again until that creature again damages him or slays one of his clerics. This is a mind-affecting effect. The save DC is Charisma-based.

Bokrug, the Water Lizard, dwells in a distant and forsaken corner of the Dimension of Dreams, in a land that was once heavily populated but is now a desolate and barren realm surrounding a nameless lake—a realm once ruled by mighty human empires, but now ruled only by the hideous amphibian minions of the Water Lizard. Bokrug himself is a vast creature, a vaguely iguana-shaped monster with a beard of writhing tendrils and a long tail tipped with a stinger. The scales that cover his body hide long spines that Bokrug can extend or retract with near lightning speed.

Bokrug spends the majority of his time slumbering far down in the depths of his submerged lair. No rivers feed the lake, nor does it drain into the sea. Yet the still, ominous waters are neither stale nor brackish, implying that they connect somewhere deep underground, and. By way of these dark, secret waterways, Bokgrug has access to the lakes and rivers of the Dimension of Dreams, and his ability to plane shift allows him access to other realms as he wills.

Bokrug's Cult

Bokrug is worshiped more out of fear than adoration, and when traveling dreamers come across his cult in their nightmares, they can unknowingly spread this fearful faith into the waking world. Bokrug's temples are often found on the shores of remote lakes or hidden away in large swamplands. Though humans worship him, so do boggards, lizardfolk, marsh giants, and other swamp-dwelling races—particularly those who have suffered at the hands of aggressors, such as invading armies, rival tribes, or adventuring parties.

Though Bokrug is chaotic neutral, almost all of his worshipers are chaotic neutral or chaotic evil. Only a rare few chaotic good worshipers of Bokrug exist—most of these being delusional heretics or apologists who seek to keep Bokrug calm, ensuring he continues to slumber. These heretics and outliers of the faith are remorselessly hunted down by his more zealous and traditional worshipers.

Bokrug's cult is associated with revenge, storms, and water, and its sacred symbol is a green lizard with a long, coiling tail—an image of Bokrug himself. His greatest shrines feature unusually realistic statues of his form, statues the cult maintains Bokrug can see out of and even animate from his distant lair to take sacrifices. Bokrug's clerics have access to the domains of Chaos, Destruction, Water, and Weather, and to the subdomains of Catastrophe, Oceans, Rage, and Storms. The Water Lizard's favored weapon is the ranseur; his followers often forge their ranseurs' blades to resemble the Great Old One's stingered tail.

What You See

Whip-like red tentacles erupt from the body of this creature, which flitters toward you, an undulating mass of ooze in the shape of a pink-hued brain.

Brain Ooze

CR 7

XP 3,200

NE Tiny ooze

Init +6; **Senses** blindsight 60 ft.; Perception +11

Aura psychic noise (10 ft., DC 19)

DEFENSE

AC 23, touch 19, flat-footed 18 (+4 armor, +4 Dex, +1 dodge, +2 insight, +2 size)

hp 75 (10d8+30)

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

Defensive Abilities evasion, prescience; **Immune** ooze traits

OFFENSE

Speed 5 ft., fly 60 ft. (good)

Melee 2 tentacles +13 touch (1d6 electricity plus neural pulse)

Space 2-1/2 feet; **Reach** 0 ft.

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

Constant—*detect thoughts*, *mage armor*

At will—*charm monster* (DC 18), *dominate animal* (DC 17), *dominate person* (DC 19)

3/day—*dispel magic*, *modify memory* (DC 18)

STATISTICS

Str 4, **Dex** 19, **Con** 16, **Int** 15, **Wis** 12, **Cha** 19

Base Atk +7; **CMB** +9; **CMD** 22 (can't be tripped)

Feats Defensive Combat Training, Dodge, Iron Will, Mobility, Weapon Finesse

Skills Bluff +10, Diplomacy +5, Fly +25, Perception +11, Sense Motive +11, Stealth +15

Languages Aklo (cannot speak); telepathy 100 ft.

ECOLOGY

Environment any ruins or underground

Organization solitary, pair, flight (3–6), or colony (7–12)

Treasure incidental

SPECIAL ABILITIES

Neural Pulse (Su) Creatures hit by a brain ooze's tentacle must succeed at a DC 18 Fortitude save or take 1d6 points of Intelligence damage and be staggered for 1d4 rounds. Each time a brain ooze causes Intelligence damage, it gains 5 temporary hit points. The save DC is Constitution-based.

Prescience (Su) Limited precognitive abilities grant a brain ooze a +2 insight bonus on initiative checks, on Reflex saves, and to its Armor Class. Brain oozes are never surprised or flat-footed.

Psychic Noise (Su) The discordant psychic noise emitted by a brain ooze dazes nearby creatures for 1d4 rounds. When a creature begins its turn within the aura, it must succeed at a DC 19 Will save to negate this effect. Whether or not the save is successful, that creature cannot be affected again by the same brain ooze's psychic noise for 24 hours. An affected creature may attempt a new save to shake off the effect at the end of each of its turns. This is a mind-affecting effect. The save DC is Charisma-based.

A brain ooze (sometimes known as a "killer brain") resembles almost precisely the raw brain of a human, save for the eldritch energy surrounding it and the twin tentacles extending from its sides. The creature's thought patterns are unusually powerful, and cause painful mental feedback in the minds of other conscious beings.

Other intelligent beings are nothing more than cattle and playthings to brain oozes—victims to be tormented, thought patterns to be consumed. Brain oozes prefer to manipulate their prey from the shadows. Rather than assaulting openly, they provoke fights and conflict within groups, or lure one or two victims away for the kill. Brain oozes derive particular satisfaction from forcing an individual to commit terrible acts, then wiping away all knowledge of the crimes from the victim's memory. They torment such hapless puppets again and again, forcing them to commit ever greater atrocities. Once weary of their sport they return the modified memories with *dispel magic*, and feast upon the delicious misery of the victim's final despair.

Brain oozes feed through their tentacles by extracting the thoughts of living creatures. Animals and less intelligent creatures provide little nourishment, but they prize fey, outsiders, and spellcasters as delicacies.

"Oozing and surging up out of that yawning trap-door in the Cyclopean crypt I had glimpsed such an unbelievable behemothic monstrosity that I could not doubt the power of its original to kill with its mere sight. Even now I cannot begin to suggest it with any words at my command. I might call it gigantic—tentacled—proboscidian—octopus-eyed—semi-amorphous—plastic—partly squamous and partly rugose—ugh! But nothing I could say could even adumbrate the loathsome, unholy, non-human, extra-galactic horror and hatefulness and unutterable evil of that forbidden spawn of black chaos and illimitable night. As I write these words the associated mental image causes me to lean back faint and nauseated."

—H.P. Lovecraft & Hazel Heald, *Out Of the Aeons*

After several feedings, a brain ooze divides into two nearly identical brains, each retaining only a portion of the knowledge and experiences of the parent.

The similarities between intellect devourers and brain oozes have not gone unnoticed, but the two species appear to have little in common beyond appearance. Some theorize that brain oozes are actually the result of an ancient race's failed attempt to achieve immortality by preserving their minds via alien technology or magic.







What You See

Translucent sacs of gas, held fast by an opalescent membrane, compose this creature's body. Thin purple tendrils touch nearby surfaces as it moves.

Brethedan

CR 5

XP 1,600

N Large aberration

Init +0; **Senses** blindsense 120 ft., darkvision 60 ft.; Perception +12

DEFENSE

AC 17, touch 9, flat-footed 17 (+8 natural, –1 size)

hp 66 (7d8+35); regeneration 2 (acid)

Fort +7, **Ref** +2, **Will** +9

Defensive Abilities amorphous

OFFENSE

Speed 0 ft., fly 30 ft. (good)

Melee 2 slams +9 (1d6+4 plus grab)

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

Special Attacks constrict (1d6+4), engulf (DC 17, 1d6 acid and paralysis)

STATISTICS

Str 19, **Dex** 11, **Con** 20, **Int** 12, **Wis** 14, **Cha** 11

Base Atk +5; **CMB** +10 (+14 grapple); **CMD** 20 (can't be tripped)

Feats Combat Reflexes, Iron Will, Power Attack, Weapon Focus (slam)

Skills Escape Artist +10, Fly +12, Handle Animal +7, Perception +12, Stealth +6

Languages Brethedan; telepathy 100 ft.

SQ adaptation, combine

ECOLOGY

Environment any sky

Organization solitary, pair, or flotilla (3–8)

Treasure none

SPECIAL ABILITIES

Adaptation (Ex) A brethedan's body is extremely mutable, and can adapt to respond to virtually any situation. Once per round as a swift action that does not provoke attacks of opportunity, a brethedan can reshape its body and chemistry to adopt any of the following qualities.

- It gains resistance 5 against a single energy type (acid, cold, electricity, or fire).
- It gains an additional natural attack (bite, tentacle, etc.) with damage appropriate to its size.
- Its slam damage type changes to slashing or piercing.
- Its slam damage die increases by one step (from 1d6 to 1d8 for most brethedans).
- It gains a +4 natural armor bonus to AC.
- Its reach increases to 20 feet.

A brethedan can only have one modification in effect at any one time—if it selects a new adaptation, it loses any other in effect. More extreme adaptations are also possible (at the GM's discretion), but generally take days or even months to adopt.

Combine (Ex) Thanks to their perfect communication, brethedans can combine to work together as parts of a larger organism. As a swift action, a brethedan adjacent to another can merge with it, becoming a single creature occupying both spaces. The merging brethedan forfeits its actions to augment the other, and adds its hit points (though not its Hit Dice) to the new creature's collective total. At this time, it also chooses one adaptation—the combined creature gains this benefit, and it cannot be changed unless the combined creature uses its single adaptation action each round to do so. Any number of brethedans can merge in this fashion, but each adaptation can be gained only once (though resistances to multiple energy types are allowed). The combined creature retains the ability to swap one adaptation each round (not once per component creature). Splitting into the component creatures again is a full-round action in which all component creatures are released and the remaining hit points are divided evenly. For the purposes of Hit Die-related effects, the Hit Dice of a combined brethedan are equal to those of the component creature with the highest CR.

Brethedans are an adaptive race of floating, telepathic creatures that live on gas giant worlds. Though highly intelligent, they disdain physical tools, likely because of the lack of raw materials available in the clouds of their vast homes. Instead, brethedans have evolved to solve problems by combining and modifying their bodies or producing tailored biological agents inside themselves. Though humanoids rarely understand the placid race's obscure and alien goals, brethedans do sometimes travel to and even colonize other gaseous worlds, and are believed to be the first creatures to have tamed oma for use as living spaceships. A typical Brethedan is 10 feet long and weighs 200 pounds.

Chaos Beast

CR 7

XP 3,200

CN Medium outsider (chaotic, extraplanar)

Init +6; **Senses** darkvision 60 ft.; Perception +13

DEFENSE

AC 20, touch 13, flat-footed 17 (+2 Dex, +1 dodge, +7 natural)

hp 85 (9d10+36)

Fort +9, **Ref** +8, **Will** +4

Defensive Abilities amorphous, resistant to transformation; **SR** 18

OFFENSE

Speed 20 ft.

Melee 4 claws +13 (1d6+3 plus corporeal instability)

STATISTICS

Str 17, **Dex** 15, **Con** 16, **Int** 10, **Wis** 12, **Cha** 11

Base Atk +9; **CMB** +12; **CMD** 25 (can't be tripped)

Feats Dodge, Improved Initiative, Mobility, Toughness, Weapon Focus (claw)

Skills Acrobatics +14 (+10 jump), Climb +15, Escape Artist +14, Perception +13, Stealth +14, Swim +15

ECOLOGY

Environment any

Organization solitary or invasion (2–5)

Treasure none

SPECIAL ABILITIES

Corporeal Instability (Su) Claw—contact (curse); ***save*** Fort DC 17; ***effect*** amorphous body and 1 Wisdom drain per round (see below); ***cure*** 3 consecutive saves. The save DC is Con-based.

A creature cursed with an amorphous body becomes a spongy, shapeless mass. Unless the victim manages to control the effect (see below), its shape constantly melts, flows, writhes, and boils. An affected creature is unable to hold or use any item. Clothing, armor, helmets, and rings become useless. Large items worn or carried—armor, backpacks, even shirts—hamper more than help, reducing the victim's Dexterity score by 4. Speed is reduced to 10 feet or one-quarter normal, whichever is less. The victim gains the amorphous quality, but cannot cast spells or use magic items, and it attacks blindly, unable to distinguish friend from foe (–4 penalty on attack rolls and a 50% miss chance, regardless of the attack roll).

A victim can temporarily regain its own shape by taking a standard action to attempt a DC 15 Will save (this check DC does not vary for a chaos beast with different Hit Dice or ability scores). A success reestablishes the creature's normal form for 1 minute. Spells that change the victim's shape (such as ***alter self***, ***beast shape***, ***elemental body***, and ***polymorph***) do not remove the curse, but hold the creature in a stable form (which might not be its own form, depending on the spell) and prevent additional Wisdom drain for the duration of the spell; ***shapechange*** and ***stoneskin*** have a similar effect. The victim takes 1 point of Wisdom drain from mental shock every round that it ends its turn in an amorphous shape—upon being drained to 1 Wisdom, further Wisdom drain ceases and the amorphous body effect is permanent until removed via magic (no further number of saving throws can cure the condition at this time).

Resistant to Transformation (Ex) Transmutation effects, such as polymorphing or petrification, force a chaos beast into a new shape, but at the start of its next turn, it immediately returns to its normal form as a free action.

What You See

A tangled morass of tentacles and limbs form the body of this creature, teeth of every shape and size coating its surface, along with innumerable mismatched eyes.

A chaos beast's form changes without any goal or purpose. Though at any particular second a chaos beast may appear to have dozens of limbs, whether claws, tentacles, stingers, and so on, the lightning-quick shifts of its body mean most of these are gone before it has a chance to use them, and its attacks are always treated as claws regardless of the creature's appearance.

What You See

A malevolent glow fills the area, decorating the walls in colors that defy identification or classification.

Colour Out of Space

CR 10

XP 9,600

CN Huge ooze (incorporeal)

Init +12; **Senses** blindsense 120 ft.; Perception +18

Aura lassitude (300 ft., DC 22)

DEFENSE

AC 23, touch 23, flat-footed 14 (+6 deflection, +8 Dex, +1 dodge, –2 size)

hp 126 (12d8+72)

Fort +10, **Ref** +14, **Will** +10

Defensive Abilities amorphous, incorporeal; **Immune** acid, cold, fire, mind-affecting effects, ooze traits, poison, sonic; **SR** 21

Weaknesses susceptible to force effects

OFFENSE

Speed 30 ft., fly 50 ft. (perfect)

Melee disintegrating touch +15 touch (6d6; DC 22)

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

Special Attacks feed

STATISTICS

Str —, **Dex** 26, **Con** 22, **Int** 19, **Wis** 23, **Cha** 23

Base Atk +9; **CMB** +19; **CMD** 36 (can't be tripped)

Feats Dodge, Improved Initiative, Lightning Reflexes, Mobility, Spring Attack, Weapon Finesse

Skills Fly +27, Knowledge (geography) +16, Knowledge (nature) +16, Knowledge (planes) +16, Perception +18, Stealth +12

Languages Aklo (can't speak)

ECOLOGY

Environment any

Organization solitary

Treasure incidental

SPECIAL ABILITIES

Aura of Lassitude (Su) A creature within 300 feet of a colour out of space (even when the colour is hiding within a solid object) must succeed at a DC 22 Will save or become overwhelmed with listlessness and ennui. While under this effect, the creature takes a –4 penalty on all Will saving throws, and doesn't willingly travel farther than a mile from the area where it failed its saving throw against that colour's aura of lassitude. A *break enchantment* spell (DC 22) ends the effect, as does removing the victim from the aura's area of effect. Every 24 hours, a creature affected by an aura of lassitude can attempt a new DC 22 Will save to cast off the effects of the aura. A creature that succeeds at this saving throw is immune to that colour's aura of lassitude for 24 hours. A creature that is under the effects of an aura of lassitude from a colour out of space can't be further affected by this ability from other colours. This is a mind-affecting effect. The save DC is Charisma-based.

Disintegrating Touch (Su) A colour's touch causes a terrible disintegration of flesh and bone. A successful DC 22 Fortitude save halves the damage caused by a colour out of space's touch attack. A creature reduced to 0 hit points by a colour out of space's touch attack must succeed at a DC 22 Fortitude save or be immediately slain and reduced to a pile of fine ash. The save DC is Constitution-based.

Feed (Su) A colour can attempt to feed on any living creature or a region of plant life as a full-round action. If it feeds on a single creature, the colour must have line of sight and be within 300 feet of the target. If it feeds on a region of plant and animal life, it only needs to be within that region. It can attempt to feed on a region once per week, and upon a living creature at will (but only once per day per living creature). Feeding on a region of plant life is automatically successful, blighting that region of plant life as if by a *diminish plants* spell used to stunt growth.

A creature can resist being fed upon by a colour out of space by succeeding at a DC 22 Will save, in which case the colour must wait 24 hours before attempting to feed on that creature again. If this saving throw fails, the victim takes 1d4 points of Charisma drain and Constitution drain. The save DC is Charisma-based.

A creature whose Constitution score is drained to 0 by a colour out of space's feed attack immediately dies, crumbling into a mass of desiccated tissue.

A creature whose Charisma score is drained to 0 by a colour out of space's feed attack gains the colour-blighted simple template (see the facing page). Every time a colour successfully feeds on a creature, it gains 1 growth point. A colour out of space can never have more than 100 growth points—it can expend 100 growth points after spending 24 hours concentrating on its growth, and in so doing gains 1 permanent Hit Die.

Susceptible to Force Effects (Ex) A colour out of space takes half again as much damage (+50%) from force effects, and takes a –4 penalty on all saving throws to resist force effects. A colour out of space can't damage force effects with its disintegrating touch. Its aura of lassitude and feed ability is blocked if the colour is completely entrapped by force effects (such as by a windowless cell version of *forcecage* or a *telekinetic sphere*).

The deepest, strangest parts of space hold truly alien beings—and of those, few are more notorious than the colour out of space. The lack of a physical body does little to impede this deadly alien life form's ability to cause incredible devastation to other life it encounters. A colour out of space's life cycle requires periodic visits to the deepest reaches of space for the creature to gestate and grow in the vicinity of powerful gravitational fields (such as those created by planets), and this custom only increases the monster's opportunities to bring ruin to countless worlds.

The colour out of space is just that—a mobile radiance. Its glow is unlike any seen in nature. The few who encounter one of these creatures and survive sometimes describe the radiance or portrayed it in art as a sinister, green-gray illumination, but these depictions are flawed reproductions. To witness the colour out of space is to know there are things no humanoid mind can fully comprehend, describe, or explain.

Very little is known about the life cycle of a colour that dwells in the depths of space, for it is only when it comes to a planet to grow and reproduce that other life forms encounter it. A colour's arrival upon a world is typically via a small meteorite strike—the colour itself infuses a meteoroid, and shortly after the falling star's arrival, the rock crumbles away to expose the semisolid mass of a larval colour that seeps into the surrounding landscape. Although a colour is incorporeal, and thus able to move through solid objects, it can also exist as a free-floating, eerie radiance. Natural sunlight doesn't particularly harm colours out of space, but they prefer to dwell in darkened areas like deep caves or abandoned wells where their own radiance is the only light.

Over the course of several weeks, months, or even years, the colour feeds upon the surrounding plant and animal life—the act of being fed upon is weirdly addictive to its victims, who develop a self-destructive lassitude that prevents them from fleeing the region. When a colour has absorbed enough life to grow to full maturity (usually signified by reaching 25 to 30 Hit Dice), it gathers its strength and erupts from its den, coruscating into the sky as it launches the majority of itself back into space. Sometimes, enough remains of the parent colour to survive on its own, and in these cases the life cycle repeats again and again. Areas blighted by a colour out of space are singularly recognizable, not only for the eerie pallor of local plant life and large swaths of blasted, barren landscape, but also by the presence of those the colour has fed on. These unfortunate, deformed individuals, known as colour-blighted creatures, never live for long, but while they do, their madness often drives them to violent behavior, be they people or beasts.

Colour-Blighted Simple Template (CR +0)

A creature with the colour-blighted simple template appears hideously deformed and glows with the same unnamable color as the creature that blighted it. A colour-blighted creature's quick and rebuild rules are the same.

Rebuild Rules: A colour-blighted creature's ability scores are already drained as a result of being fed upon by a colour out of space, but once a creature gains this template it becomes immune to further feed attacks from colours out of space until it loses the colour-blighted simple template. A Charisma score drained to 0 by a colour out of space's feed attack is raised to 1; otherwise, its ability scores are not altered by this

template. In order to remove this simple template from a creature, one only has to restore all of its drained ability scores to normal. As long as a creature suffers the colour-blighted template, it becomes aggressive toward creatures that do not exude the colors of a colour out of space, and gains a +1 bonus on attack rolls and weapon damage rolls against such targets. Every 24 hours, a creature suffering from this simple template must succeed at a DC 12 Fortitude save or crumble into fine, white ash—such a doom means instant death and, for many color-blighted creatures, the only chance at escape from a life filled with pain.

"It was a scene from a vision of Fuseli, and over all the rest reigned that riot of luminous amorphousness, that alien and undimensioned rainbow of cryptic poison from the well—seething, feeling, lapping, reaching, scintillating, straining, and malignly bubbling in its cosmic and unrecognisable chromaticism."

—H.P. Lovecraft,

The Colour Out Of Space

Cthulhu

CR 30

XP 9,830,400

CE Colossal aberration (chaotic, evil, Great Old One)

Init +15; **Senses** darkvision 60 ft., *true seeing*; Perception +52

Aura unspeakable presence (300 ft., DC 40)

DEFENSE

AC 49, touch 29, flat-footed 44 (+12 deflection, +5 Dex, +10 insight, +20 natural, –8 size)

hp 774 (36d8+612); fast healing 30

Fort +29, **Ref** +29, **Will** +33

Defensive Abilities freedom of movement, immortality, insanity (DC 40), non-euclidean; **DR** 20/epic and lawful; **Immune** ability damage, ability drain, aging, cold, death effects, disease, energy drain, mind-affecting effects, paralysis, and petrification; **Resist** acid 30, electricity 30, fire 30, sonic 30; **SR** 41

OFFENSE

Speed 60 ft., fly 200 ft. (average), swim 60 ft.

Melee 2 claws +42 (4d6+23/19–20 plus grab), 4 tentacles +42 (2d10+34/19–20 plus grab)

Space 40 ft.; **Reach** 40 ft.

Special Attacks cleaving claws, constrict (3d6+23), dreams of madness, mythic power (10/day, surge +1d12), powerful blows (tentacle), tentacles, trample (2d8+30, DC 51)

Spell-Like Abilities (CL 30th; concentration +42)

Constant—*freedom of movement*, *true seeing*

At will—*astral projection*, *control weather*[M], *dream*[M], *greater dispel magic*, *greater teleport*, *insanity* (DC 29), *nightmare*[M] (DC 29), *sending*[M]

3/day—*antipathy* (DC 30), *demand* (DC 30), quickened *feeblemind*, *gate*, *weird* (DC 31)

1/day—*implosion* (DC 31), *summon* (level 9, 2d4 star-spawn of Cthulhu 100%), *symbol of insanity* (DC 30), *wish*[M]

STATISTICS

Str 56, **Dex** 21, **Con** 45, **Int** 31, **Wis** 36, **Cha** 34

Base Atk +27; **CMB** +58 (+60 bull rush, +62 grapple or sunder); **CMD** 97 (99 vs. bull rush or sunder)

Feats Ability Focus (*nightmare*), Awesome Blow, Combat Reflexes, Craft Wondrous Item, Critical Focus, Flyby Attack, Greater Sunder, Greater Vital Strike, Hover, Improved Bull Rush, Improved Critical (claw), Improved Critical (tentacle), Improved Sunder, Improved Vital Strike, Power Attack, Quicken Spell-Like Ability (*feeblemind*), Staggering Critical, Vital Strike

Skills Fly +36, Knowledge (arcana) +49, Knowledge (dungeoneering, engineering, geography, history, nature, planes, religion) +46, Perception +52, Sense Motive +49, Spellcraft +49, Swim +70, Use Magic Device +48

What You See

Coated in barnacles and deep sea life, the body of this being merges together the tentacled flesh of an octopus and the stretching wings of a dragon. Bioluminescent patterns on its skin capture the eye as an inaudible howling starts in your mind.

Languages Aklo; telepathy 300 ft.

SQ compression, greater starflight, otherworldly insight

ECOLOGY

Environment any (R'lyeh)

Organization solitary (unique)

Treasure triple

SPECIAL ABILITIES

Cleaving Claws (Ex) A single attack from one of Cthulhu's claws can target all creatures in a 10-foot square. Make one attack roll; any creature in the area whose AC is equal to or lower than the result takes damage from the claw.

Dreams of Madness (Su) When Cthulhu uses his *nightmare* spell-like ability on a creature with one or more ranks in a Craft or Perform skill, he also afflicts the creature with maddening dreams. In addition to the effect of *nightmare*, the target must succeed at a DC 40 Will save or contract a random insanity[GMG]. This is a mind-affecting effect. A creature that already has an insanity is immune to this ability. The save DC is Charisma-based.

Greater Starflight (Su) Cthulhu can survive in the void of outer space, and flies through outer space at incredible speeds. Although the exact travel time will vary from one trip to the next, a trip within a solar system normally takes Cthulhu 2d6 hours, and a trip beyond normally takes 2d6 days (or more, at the GM's discretion).

Immortality (Ex) If Cthulhu is killed, his body immediately fades away into a noxious cloud of otherworldly vapor that fills an area out to his reach. This cloud blocks vision as obscuring mist, but can't be dispersed by any amount of wind. Any creature in this area must succeed at a DC 45 Fortitude save or be nauseated for as long as it remains in the cloud and for an additional 1d10 rounds after it leaves the area. Cthulhu returns to life after 2d6 rounds, manifesting from the cloud and restored to life via true resurrection, but is staggered for 2d6 rounds (nothing can remove this staggered effect). If slain again while he

is staggered from this effect, Cthulhu reverts to vapor form again and his essence fades away after 2d6 rounds, returning to his tomb in R'lyeh until he is released again. The save DC is Constitution-based.

Non-Euclidean (Ex) Cthulhu does not exist wholly in the physical world, and space and time strain against his presence. This grants Cthulhu a deflection bonus to AC and a racial bonus on Reflex saves equal to his Charisma modifier (+12). His apparent and actual position are never quite the same, granting him a 50% miss chance against all attacks. True seeing can defeat this miss chance, but any creature that looks upon Cthulhu while under the effects of true seeing must succeed at a DC 40 Will save or be afflicted by a random insanity (this is a mind-affecting effect). The save DC is Charisma-based.

Tentacles (Ex) Cthulhu's tentacles are a primary attack.

Unspeakable Presence (Su) Failing a DC 40 Will save against Cthulhu's unspeakable presence causes the victim to immediately die of fright. This is a death and fear effect. A creature immune to fear that fails its save against Cthulhu's unspeakable presence is staggered for 1d6 rounds instead of killed. The save DC is Charisma-based.

Known to some as the Dreamer in the Deep, Great Cthulhu is the mightiest of the Great Old Ones. Cthulhu is represented often in artwork—particularly in sculpture, painting, and poetry, for his influence is particularly strong among such sensitive and creative minds. In these eldritch works of art, he is depicted or described as having a vaguely humanoid frame, but with immense draconic wings and an octopus-shaped head. His actual form is somewhat fluid—the Great Old One can shift and reshape his exact countenance as he wills, allowing him to occupy a smaller space than one might expect for a creature that stands over 100 feet tall.

It is fortunate indeed that Cthulhu is currently imprisoned on a distant planet within the sunken city of R'lyeh. There, the Great Old One slumbers away the eons in a state neither quite dead nor living, held in stasis by ancient magic and the potency of the Elder Sign, yet at times the city rises from the sea and the doors to his tomb open, granting Cthulhu limited mobility before he must return to his tomb.

Cthulhu's Cult

Although Cthulhu is imprisoned on a far-flung world, his dreams span the gulfs of existence and are capable of touching upon the sleeping minds of sensitive or artistic souls, inspiring them with insane visions and driving the creation of all manner of eldritch artistry. In such ways, his cult spreads like a night-borne virus of the dreaming mind across all worlds on which sapient life dwells. Cthulhu is worshiped by various aquatic races and folk who dwell along coasts, but also among certain decadent or fringe societies of artists, poets, and philosophers. When they form, his cults are secretive and careful to hide their allegiance to the Great Old One, meeting only in desolate and otherwise abandoned locales hidden from society's notice. Central among his cult's beliefs is the prophecy that one day, the stars will be right and Great Cthulhu shall rise from his corpse-city to usher in the end times, wiping clean all worlds to make them ready for his kind. The cultists believe they might be spared this fate through proper obeisance and fealty, when in truth Cthulhu is unlikely to notice the difference between those who worship him and anyone else.

Cthulhu's cult is associated with cataclysms, dreams, and the stars, and his sacred symbol is a complex rune surrounding an open eye. Cthulhu's temples are monolithic structures of a stark and cyclopean architectural style, but most of his faithful lack the resources to build such temples and instead make do with what they can, hiding away personal shrines in underground chambers or in shacks or glades in the remote wilderness. Cthulhu's clerics have access to the domains of Chaos, Evil, Madness, and Void, and to the subdomains of Dark Tapestry, Insanity, Nightmare, and Stars. His favored weapon is the dagger—often one with a curving blade.

Cuero

CR 5

XP 1,600
N Large aberration (aquatic)
Init +6; **Senses** blindsense 30 ft., darkvision 60 ft.; Perception +12

DEFENSE
AC 19, touch 11, flat-footed 17 (+2 Dex, +8 natural, -1 size)
hp 59 (7d8+28)
Fort +6, **Ref** +4, **Will** +7

OFFENSE
Speed 10 ft., swim 40 ft.
Melee slam +10 (1d6+9 plus grab)
Space 10 ft.; **Reach** 5 ft.
Special Attacks blood drain (1d2 Constitution), constrict (1d6+9), muddy cloud

STATISTICS
Str 22, **Dex** 15, **Con** 18, **Int** 6, **Wis** 15, **Cha** 9
Base Atk +5; **CMB** +12 (+16 grapple); **CMD** 24
Feats Blind-Fight, Combat Reflexes, Improved Initiative, Skill Focus (Stealth)
Skills Perception +12, Stealth +11 (+21 in mud or muddy water), Swim +14; **Racial Modifiers** +10 Stealth in mud or muddy water
Languages Aklo
SQ amphibious, compression

ECOLOGY
Environment temperate lakes or rivers
Organization solitary, pair, or pack (3-5)
Treasure none

SPECIAL ABILITIES
Muddy Cloud (Ex) A cuero can flap about in the water within 10 feet of a riverbed or lake bed and stir up mud, pebbles, sand, silt, and other debris. This creates a hemispherical cloud in the nearby water with a radius of 30 feet (or to the edge of the water, whichever is closer). The cloud obscures all vision, including darkvision, beyond 5 feet. Creatures 5 feet away have concealment, while those farther away have total concealment. In non-flowing water, the muddy cloud dissipates in 2d6 rounds. In flowing water, the duration is reduced by 1 round for every 10 feet per round the water flows beyond 20 feet.

What You See

A thick and fleshy wrinkled body flaps its way through the water, resembling a cross between a slug and a manta ray. Milky white eyes sit atop a pair of stalks that hug a rounded maw of sharp teeth.

Farmers who graze their cattle near slow-moving rivers or placid lakes warn their neighbors when rumors of a cuero pass from village to village. These strange, flat creatures haunt waterways in search of large prey to satisfy their voracious appetites. When more passive, cueros lie in wait at the bottom of a lake or river for suitable prey to swim overhead. In lean times, cueros sit just beneath the water's surface near the shore and stay perfectly still until an animal comes near to drink. They sometimes even bury themselves in the muddy banks of a river to surprise passersby.

When prey gets within reach of a cuero, it strikes from camouflage. It wraps its prey up in its leathery hide and begins draining its victim's blood. After feeding, the cuero discards the drained husk on the riverbank or drags it into the water to float downriver. Cueros prefer the ease of catching Small and Medium mammals, but they seem to have a special taste for Medium and Large ungulates. When their preferred prey is unavailable, cueros act as bottom feeders, sifting through the lake bed or river bottom in search of crabs, clams, and slow moving fish. Following this behavior, cueros can strip fishing areas of fauna, an act that enrages local anglers.

Most cueros prowl muddy waterways alone, capitalizing on choice hunting grounds, but some cueros form small families and dig out dens in lakebeds and beneath riverbanks. These crude structures often house only a handful of these creatures. When a den reaches capacity, one or two cueros set off to form their own group instead of expanding the current den.

Cueros typically keep to small family groups, but when the full moon occurs on an equinox or a solstice, these creatures crowd the bodies of water they call home. These congregations are unsettling to witness,

as the creatures thrash about in the water and emit droning moans punctuated with the chittering of their rasping teeth. Many scholars believe these gatherings to be mass breeding events, and those able to speak to cueros find that the creatures believe that the strongest of their kind are conceived during these times.

Cueros aren't very intelligent, but they can speak and understand Aklo. Their normal lines of conversation are often confusing, as the creatures tend to ramble on when speaking about topics such as food, water conditions, and the phases of the moon.

A cuero's flat, rounded body spans 10 feet, and the beast weighs close to 1,000 pounds.

"It was gargantuan. A mountainous form rising from the sea, surrounded by lesser monstrosities that oozed and dragged themselves toward us with distorted limbs, tentacles, and pseudopods. When we heard that the Pacific Islands were empty, we didn't understand. We still thought in human terms. We hadn't considered that the colossal Thing had been eating, scouring the islands of life. And now it was here, hungry again."

—David Mendiola

Cytillipede

CR 6

XP 2,400
N Large magical beast
Init +5; **Senses** darkvision 60 ft.; Perception +11

DEFENSE

AC 21, touch 10, flat-footed 20 (+1 Dex, +11 natural, -1 size)
hp 76 (8d10+32)
Fort +10, **Ref** +7, **Will** +2
Immune mind-affecting effects; **SR** 17

OFFENSE

Speed 40 ft., climb 40 ft.
Space 10 ft.; **Reach** 5 ft.
Melee bite +14 (2d6+9 plus poison)
Special Attacks cytillesh flash, poison

STATISTICS

Str 23, **Dex** 13, **Con** 18, **Int** 6, **Wis** 10, **Cha** 2
Base Atk +8; **CMB** +15; **CMD** 26 (can't be tripped)
Feats Ability Focus (cytillesh flash), Improved Initiative, Power Attack, Weapon Focus (bite)
Skills Climb +21, Perception +11; **Racial Modifiers** +4 Perception

ECOLOGY

Environment any underground
Organization solitary, pair, or colony (3-6)
Treasure none

SPECIAL ABILITIES

Cytillesh Flash (Su) Once per day, a cytillipede can cause the cytillesh patches that grow along its body to release a bright flash of blue light that provides bright light in a 20-foot radius and raises the light level by one step for the next 20 feet (treat this ability as a 4th-level light spell). Creatures within the 40-foot area of effect must succeed at a DC 22 Will save. Those within the 20-foot area of bright light that fail are stunned for 1d4 rounds. Creatures within the next 20 feet that fail are instead confused for 1d2 rounds. The save DC is Constitution-based and includes a +2 racial bonus.

Poison (Ex) Bite—injury; ***save*** Fort DC 20; ***frequency*** 1/round for 6 rounds; ***effect*** 1d3 Dex, dazed, and the effects of *memory lapse*; ***cure*** 1 save. The save DC is Constitution-based and includes a +2 racial bonus.

What You See

The scent of rotting earth pervades the air around this fungus-covered centipede. Bright purple ichor coats its mandibles, and the fungal patches luminesce in time to the flexing of its jaws.

Derros have long used other creatures in their experiments with alchemical and magical augmentation. For the most part, these experiments don't have the results the derros had in mind, and can be considered qualified successes at best. However, on rare occasions derros actually get it right and come up with a powerful and obedient creature they can train and use.

The cytillipede arose from one of those rare triumphs. Derro alchemists adapted the diet of a species of albino centipede to eat nothing but cytillesh fungus. After these centipedes had endured years of exposure to the fungus and certain magical augmentations, the result was an entirely new species that the derros named the cytillipede.

A cytillipede has a gray segmented body covered in chitin. Patches of cytillesh fungus grow along its back, giving the creature an eerie blue glow. Because of its constant radiance, a cytillipede in the open is fairly easy to spot. Most of the time, a cytillipede is encountered in the company of derros, who use their creations as mounts or to guard their lairs.

In combat, a cytillipede simply rushes at its opponent and makes bite attacks, relying on its cytillesh venom to stun its enemies so it can bite them repeatedly while they deal with the disorientation of sudden short-term memory loss. A cytillipede normally uses its cytillesh flash ability only when it has been seriously wounded or threatened by multiple opponents. A trained cytillipede can also be commanded to use this ability by its rider. Because of their long exposure to cytillesh, derros are unaffected by the cytillesh-based attacks of cytillipedes, and delight in directing them against their foes.

Cytillipedes are most often encountered as part of a derro patrol around a derro lair, usually as mounts. A typical cytillipede is a little over 10 feet long and 3-1/2 feet high, and weighs about 600 pounds.







"The uncertainty is the worst. No one looks up. I remember when we could see the sun. You can't now, because They blanket the sky. No one wants to look up, and They know that. Everyday we live with the knowledge that it might be your last day. The only warning is a slither of sucking wind, flapping of wings, or the brush of something utterly alien on your skin. Then you're gone. I see fewer and fewer friends as time passes. How long before it is my time?"

—David Mendiola

Deep One

DEEP ONE **CR 1**

XP 400

CE Medium monstrous humanoid (aquatic, deep one)

Init -1; **Senses** darkvision 60 ft., low-light vision; Perception +7

DEFENSE

AC 12, touch 9, flat-footed 12 (-1 Dex, +3 natural)

hp 17 (2d10+6)

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

Defensive Abilities deep dweller, immortal; **Resist** cold 5

OFFENSE

Speed 20 ft., swim 40 ft.

Melee 2 claws +5 (1d4+3)

STATISTICS

Str 17, **Dex** 9, **Con** 16, **Int** 12, **Wis** 15, **Cha** 10

Base Atk +2; **CMB** +5; **CMD** 14

Feats Great Fortitude

Skills Intimidate +5, Knowledge (religion) +6, Perception +7, Stealth +4 (+8 underwater), Survival +7, Swim +16; **Racial Modifiers** +4 Stealth underwater

Languages Aklo, Common

SQ amphibious, devoted, item use

ECOLOGY

Environment any water

Organization solitary, gang (2-5), cult (6-12), or shoal (13+)

Treasure standard (*wand of protection from good* [5 charges], other treasure)

SPECIAL ABILITIES

Deep Dweller (Ex) Deep ones are immune to damage from water pressure; their bodies are capable of instantly adjusting to different water depths or even the surface with ease.

Devoted (Ex) Deep ones are fanatically religious, be it to the worship of a Great Old One, an elder deep one, or some other divinity. A deep one gains one bonus skill rank per Hit Die that must be placed in Knowledge (religion), and this skill is a class skill for all deep ones.

Immortal (Ex) A deep one does not age. Barring death from violence, disease, or misadventure, a deep one can live forever. Deep ones are immune to effects that cause magical aging.

Item Use (Su) A deep one can activate spell-trigger items like staves and wands as if it were a spellcaster of the appropriate class.

Deep ones are as at ease dwelling in the most remote of ocean trenches as they are in the shallows that hug secluded shorelines, although their favorite haunts combine the two. The largest deep one cities are located at places not far off shore, but nestled in vast submerged canyons unusually close to those coastlines. This proximity allows deep ones to pursue one of their favorite goals—commingling with and corrupting surface-dwelling humanoids. Unlike skum, a similar aquatic race that reproduces with surface dwellers, deep ones do so not out of a biological need but as a way to spread their blasphemous religion above the ocean waves. The hybrid children of deep ones and humans form a race of their own. These offspring typically live near others of their kind, assuming positions of leadership in their small towns.

Deep ones usually worship the alien entities known as the Outer Gods or the Great Old Ones, with Cthulhu the foremost among them. Deep one settlements that contain a deep one elder (see page 437) instead typically venerate that powerful deep one, who in turn serves one of the eldritch gods. Many deep ones gain levels as clerics, inciting religious fervor in their kinfolk and promoting their chosen deities as the greatest among the Outer Gods. Those few who instead choose to take up a less focused devotional path, such as that of an oracle, still venerate the Old Ones as a whole.

Deep ones prefer to fight with their claws. If they do resort to manufactured weapons, they prefer piercing ones, as these function best underwater. They can also use wands and staves; deep ones who pursue the study of more powerful magic often learn to create magic items for their weaker kinfolk to wield.

What You See

Mottled tones of dark blue and green cover the pale, scaled flesh of this creature. Resembling a bipedal frog, its wide mouth holds multiple rows of sharp teeth, and its reflective eyes twitch independently of each other.

What You See

Rotund and bloated, the skin of this creature sags along withered limbs, splotchy with dark gray spots. Ponderous in movement, it nevertheless exudes an aura of malevolence.

A deep one typically stands about 7 feet tall, but its hunched gait and lumbering stance can make it appear shorter when it shambles ashore. An average deep one weighs 300 pounds.

ELDER DEEP ONE CR 14

XP 38,400

CE Gargantuan monstrous humanoid (aquatic, deep one)

Init +5; **Senses** darkvision 60 ft., low-light vision; Perception +24

Aura *cloak of chaos* (DC 22), staggering presence (180 ft., DC 21)

DEFENSE

AC 29, touch 11, flat-footed 24 (+4 deflection, +1 Dex, +18 natural, -4 size)

hp 202 (15d8+135); regeneration 10 (fire)

Fort +18, **Ref** +16, **Will** +19

Defensive Abilities mind reflection; **DR** 10/magic and piercing; **Immune** cold, disease; **Resist** acid 10, electricity 10; **SR** 25

OFFENSE

Speed 30 ft., swim 60 ft.

Melee bite +24 (2d8+13/19-20), 2 claws +24 (2d6+13/19-20)

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

Special Attacks Devastating Strike, staggering presence

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

Constant—*cloak of chaos* (DC 22), *freedom of movement*

At will—*dream*, *hold monster* (DC 19)

3/day—*black tentacles*, *demand* (DC 22), *insanity* (DC 21), *nightmare* (DC 19)

1/day—*dominate monster* (DC 23), *symbol of insanity* (DC 22)

1/week—*binding* (DC 22)

Deep One, Elder

STATISTICS

Str 36, **Dex** 12, **Con** 28, **Int** 19, **Wis** 23, **Cha** 19

Base Atk +15; **CMB** +32 (+34 bull rush); **CMD** 47 (49 vs. bull rush)

Feats Awesome Blow, Improved Bull Rush, Improved Critical (bite), Improved Critical (claw), Improved Initiative, Lightning Reflexes, Power Attack, Vital Strike

Skills Intimidate +22, Knowledge (arcana, religion) +19, Perception +24, Sense Motive +21, Stealth +7, Swim +39, Use Magic Device +19

Languages Aklo, Common

SQ amphibious, deep dweller, deific, immortal, item use

ECOLOGY

Environment any water

Organization solitary or pair

Treasure triple

SPECIAL ABILITIES

Deep Dweller (Ex) Deep ones are immune to damage from water pressure; their bodies are capable of instantly adjusting to different water depths or even the surface with ease.

Devastating Strike (Ex) An elder deep one ignores the first 10 points of hardness when it damages an object with its claws. A creature struck with a critical hit from an elder deep one's claw must succeed at a DC 30 Fortitude save or be stunned for 1 round. The save DC is Strength-based.

Deific An elder deep one can grant divine spells to its worshipers. Granting spells does not require any specific action on the elder deep one's behalf. Elder deep ones grant access to the domains of Chaos, Evil, Madness, and Water. Their symbols vary, but their favored weapon is the claw.

Immortal (Ex) A deep one does not age. Barring death from violence, disease, or misadventure, a deep one can live forever. Deep ones are immune to effects that cause magical aging.

Item Use (Su) A deep one can activate spell-trigger items like staves and wands as if it were a spellcaster of the appropriate class.

Mind Reflection (Ex) Any mind-affecting effect that fails to affect an elder deep one is reflected back on the source, affecting the original caster as if by *spell turning*, treating the elder deep one as the controller and source of the spell.

Staggering Presence (Ex) This ability functions as frightful presence, except that a creature that fails its save is also staggered as long as it remains in the area of effect, and for an additional 1d6 rounds after leaving that area. This is a mind-affecting fear effect.

Deep One Hybrid

A few deep ones never stop growing over the eons of their endless lives. Many elder deep ones claim the names of monsters or gods for their own—Mother Hydra and Father Dagon being two of the more legendary of their kind. Elder deep ones ascend to the status of near-gods in deep one society, towering over their kin and ruling their sunken cities. Just as they are worshiped, so do the elder deep ones worship the Great Old Ones and Outer Gods themselves.

What You See

Staring vapidly from overly large and pale eyes, this humanoid's presence seems off. Slimy flesh looks chill to the touch, and the scent of sea water is everywhere.

DEEP ONE HYBRID **CR 1/2**

XP 200

Deep one hybrid cleric 1

CE Medium humanoid (deep one, human)

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

DEFENSE

AC 13, touch 10, flat-footed 13 (+2 armor, +1 natural)

hp 12 (1d8+4)

Fort +5, **Ref** +0, **Will** +5

OFFENSE

Speed 20 ft., swim 30 ft.

Melee mwk dagger +2 (1d4+1/19-20)

Special Attacks channel negative energy 2/day (DC 9, 1d6)

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

6/day—*touch of chaos*, *vision of madness*

Cleric Spells Prepared (CL 1st; concentration +4)

1st—*cause fear* (DC 14), *cure light wounds*, *lesser confusion*[D] (DC 14)

0 (at will)—*bleed* (DC 13), *light*, *resistance*

D domain spell; **Domains** Chaos, Madness

STATISTICS

Str 13, **Dex** 10, **Con** 17, **Int** 10, **Wis** 16, **Cha** 8

Base Atk +0; **CMB** +1; **CMD** 11

Feats Improved Initiative

Skills Knowledge (religion) +4, Perception +4, Swim +9

Racial Modifiers +8 Swim

Languages Aklo, Common

SQ final change, sea longing, take to the water

ECOLOGY

Environment any urban

Organization solitary, cult (2-12), or township (13+)

Treasure NPC gear (mwk dagger, leather armor, other treasure)

SPECIAL ABILITIES

Final Change (Su) A deep one hybrid ages at the same rate as a half-orc. A mere 1d12 months after a deep one hybrid reaches venerable age (at 60 years old), it dies a painful, agonizing death, only to have its body transform into that of a mature deep one. This transformation functions as the *reincarnate* spell, with the newly formed deep one gaining the following modifications to its physical ability scores: +6 Strength, -2 Dexterity, and +6 Constitution.

Sea Longing (Ex) Every 24 hours a deep one hybrid spends in an area more than 10 miles from the sea, it must succeed at a DC 20 Will save or take 1 point of Wisdom drain.

Take to the Water (Ex) A deep one hybrid can hold its breath 10 times longer than a human can, and gains a +2 bonus on Initiative checks and Reflex saving throws while swimming. A deep one hybrid has a swim speed of 30 feet, and gains a +8 racial bonus on all Swim checks.

Deep one hybrids are the spawn of humans and deep ones. They are most comfortable with others of their kind, and typically cluster in small, insular settlements where they can assume positions of authority. They keep any humans within their towns subservient and cowed, making sure those other residents know better than to act against local laws. Though deep ones are devoutly religious, they usually cloak their true beliefs under a facade of more conventional worship, believing that by doing so they can avoid suspicion from visitors and nearby societies.

Deep One Hybrid Characters

Deep one hybrids are defined by their class levels—they don't possess racial Hit Dice. All deep one hybrids have the following racial traits.

+2 Constitution, +2 Wisdom, -2 Dexterity: Deep one hybrids are hearty and devout, but tend to be somewhat slow and awkward in their movements.

Slow: A deep one hybrid's base speed is 20 feet, as it walks with a shuffling gait.

Low-Light Vision: A deep one hybrid can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of dim light.

Natural Armor: A deep one hybrid's thick skin and dense fatty tissues grant it a +1 natural armor bonus to AC.

Final Change (Su): See above.

Sea Longing (Ex): See above.

Take to the Water (Ex): See above.

Languages: Deep one hybrids begin play speaking Aklo and Common. Hybrids with high Intelligence scores can choose from the following languages: Abyssal, Aquan, Dwarven, Elven, Giant, Gnome, Goblin, Halfling, Orc, and Undercommon.



"Innsmouth? Well, it's a queer kind of a town down at the mouth of the Manuxet. Used to be almost a city—quite a port before the War of 1812—but all gone to pieces in the last hundred years or so. No railroad now—B. & M. never went through, and the branch line from Rowley was given up years ago."

—H.P. Lovecraft, *The Shadow Over Innsmouth*





Denizen of Leng

DENIZEN OF LENG **CR 8**

XP 4,800

CE Medium outsider (chaotic, evil, extraplanar)

Init +4; **Senses** darkvision 60 ft.; Perception +16

DEFENSE

AC 21, touch 15, flat-footed 16 (+4 Dex, +1 dodge, +6 natural)

hp 95 (10d10+40); planar fast healing 5

Fort +11, **Ref** +11, **Will** +6

Defensive Abilities no breath, unusual anatomy; **Immune** poison; **Resist** cold 30, electricity 30; **SR** 19

OFFENSE

Speed 40 ft.

Melee bite +14 (1d6+2 plus 1d6 Dexterity drain), 2 claws +14 (1d4+2)

Special Attacks sneak attack +5d6

Spell-Like Abilities (CL 10th; concentration +15)

Constant—*tongues*

3/day—*detect thoughts* (DC 17), *hypnotic pattern* (DC 17), *levitate*, *minor image* (DC 17)

1/day—*locate object*, *plane shift* (DC 20, self only)

STATISTICS

Str 14, **Dex** 18, **Con** 19, **Int** 18, **Wis** 17, **Cha** 21

Base Atk +10; **CMB** +12; **CMD** 27

Feats Deceitful, Dodge, Mobility, Persuasive, Weapon Finesse

Skills Bluff +22, Diplomacy +7, Disable Device +14, Disguise +12 (+16 as humanoid), Intimidate +12, Knowledge (any one) +17, Perception +16, Profession (sailor) +8, Sense Motive +16, Sleight of Hand +17, Spellcraft +12, Stealth +17, Use Magic Device +18; **Racial Modifiers** +4 Disguise when disguised as a Medium humanoid

Languages Aklo; *tongues*

ECOLOGY

Environment any land

Organization solitary, gang (2–5), or crew (6–15)

Treasure double (500 to 2,000 gp in rubies, other treasure)

SPECIAL ABILITIES

Dexterity Drain (Su) The otherworldly teeth and tongues of a denizen of Leng deal 1d6 points of Dexterity drain with a bite. Constructs, elementals, and other creatures that do not possess flesh are immune to this effect. A successful DC 19 Fortitude save reduces the Dexterity drain to 1 point. The save DC is Constitution-based.

Planar Fast Healing (Su) A denizen of Leng maintains a connection to Leng at all times, and when away from Leng, it has fast healing 5. It loses this ability on Leng or in areas where planar connections do not function. If killed, a denizen's body dissolves into nothingness in 1d4 rounds, leaving behind its equipment. A slain denizen reforms in Leng, similar to a slain summoned creature; it can only be permanently killed if its fast healing is negated.

Unusual Anatomy (Ex) A denizen's internal anatomy varies from individual to individual, and has a 50% chance to treat any critical hit or sneak attack against it as a normal hit.

What You See

Robes made out of exotic fabric garb this creature. Intricate jewelry decorates its clothing, but a jerking gait distracts from its finery. Black-on-black eyes are visible behind its veil.

These eerie denizens travel the universe from their strange homeland of Leng, walking uncontested only when they disguise themselves as humans by wearing loose-fitting robes and wrappings about the head and face. Under these disguises, they have horned brows, clawed fingers, mouths full of tentacles, and crooked goatish legs with cloven hooves.

Many scholars have argued over where the otherworldly realm of Leng lies—some believe it can be found among the Outer Planes, while others are convinced it can only be reached via a dimension of dreams. The denizens of Leng can travel to other planes freely, and often do so in strange, black ships, constantly seeking new breeds of slaves or trading rubies for unusual services or magical treasures. At other times, their visits are much more violent, focusing on abducting victims for use as slaves or worse. On Leng, these denizens have long fought a war against that realm's monstrous spiders, a war that sometimes spills over into other worlds.

A denizen of Leng weighs 200 pounds and stands roughly 5-1/2 feet tall.

What You See

Swathed in dark shrouds, this thin humanoid's piercing, blue-white eyes move constantly. What skin can be seen is covered in thick, hypnotic scar patterns.

Derro

DERRO **CR 3**

XP 800

CE Small humanoid (derro)

Init +6; **Senses** darkvision 60 ft.; Perception +0

DEFENSE

AC 17, touch 13, flat-footed 15 (+2 armor, +2 Dex, +2 natural, +1 size)

hp 25 (3d8+12)

Fort +5, **Ref** +3, **Will** +6

SR 14

Weaknesses vulnerability to sunlight

OFFENSE

Speed 20 ft.

Melee short sword +5 (1d4) or aklys +5 (1d6)

Ranged repeating light crossbow +5 (1d6/19–20 plus poison) or aklys +5 (1d6)

Special Attacks sneak attack +1d6

Spell-Like Abilities (CL 3rd)

At will—*darkness*, *ghost sound* (DC 13)

1/day—*daze* (DC 13), *sound burst* (DC 15)

STATISTICS

Str 11, **Dex** 15, **Con** 18, **Int** 10, **Wis** 5, **Cha** 16

Base Atk +2; **CMB** +1; **CMD** 13

Feats Improved Initiative, Weapon Finesse

Skills Perception +0, Stealth +9

Languages Aklo, Undercommon

SQ madness, poison use

ECOLOGY

Environment any underground

Organization solitary, team (2–4), squad (5–8 plus 1 sorcerer of 3rd–5th level), or band (11–20 plus 30% noncombatants plus 3 sorcerers of 3rd–8th level)

Treasure NPC Gear (leather armor, short sword or aklys, repeating light crossbow with 10 poisoned bolts, other treasure)

SPECIAL ABILITIES

Madness (Ex) Derros use their Charisma modifier on Will saves instead of their Wisdom modifier, and are immune to insanity and confusion effects. Only a *miracle* or *wish* can remove a derro's madness. If this occurs, the derro gains 6 points of Wisdom and loses 6 points of Charisma.

Poison Use (Ex) Derros are not at risk of poisoning themselves when handling poison. They use Medium spider venom to poison their crossbow bolts, and generally carry 10 pre-poisoned bolts at all times.

Vulnerability to Sunlight (Ex) A derro takes 1 point of Con damage after every hour it is exposed to sunlight.

Though derros dwell deep under most of the surface world's cities, very few know of the sadistic creatures' existence. Descended from mysterious fey that once dwelt deep underground, the derros lust for the comforts of the surface, yet the light of the sun causes them to blister, burn, and die. Derros often abduct surface dwellers to perform hideous experiments on them in their never-ending quest to divine what protects those who dwell above from the burning death, yet the intrinsic madness that plagues all derros dooms these experiments to failure every time. In the end, traumatized victims are returned to their homes, memories not quite completely wiped of their ordeal, to live the rest of their lives in vague fear of a nightmare they can't quite recall.

A typical derro fights with a short sword or a repeating light crossbow with plenty of poison bolts. Some derros also carry an aklys—a hooked throwing club attached to a 20-foot- long cord. This cord limits the club's range, but allows the derro to retrieve it as a move-equivalent action after it has been thrown.

Derro leaders are typically sorcerers of at least 3rd level, although they also make excellent rogues. Many derros wield strange and unusual weapons like hooked polearms, eerie whistling aklyses, long hollow spears that can be filled with toxins, or crystalline throwing wedges that shatter on impact to create horrific bleeding wounds.

A derro stands 3 feet tall and weighs 70 pounds.

Dossenus

DOSSENUS **CR 1**

XP 400

N Small aberration

Init +0; **Senses** darkvision 60 ft.; Perception +5

DEFENSE

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

hp 13 (2d8+4)

Fort +2, **Ref** +0, **Will** +3; +4 vs. poison

Weaknesses hydrophobia, light blindness

OFFENSE

Speed 30 ft., burrow 30 ft., climb 30 ft.

Melee bite +4 (1d6+3/19–20)

Special Attacks devastating maw, sneak attack +1d6, swarming

STATISTICS

Str 12, **Dex** 11, **Con** 14, **Int** 3, **Wis** 10, **Cha** 5

Base Atk +1; **CMB** +1; **CMD** 11 (15 vs. trip)

Feats Improved Critical[B] (bite), Weapon Focus (bite), Weapon Specialization[B] (bite)

Skills Climb +17, Perception +5; **Racial Modifiers** +8 Climb

Languages Aklo

ECOLOGY

Environment any underground (except water)

Organization solitary, clutch (2–9), or infestation (10–20)

Treasure incidental

SPECIAL ABILITIES

Burrow (Ex) A dossenus can burrow through stone (or weaker materials such as wood) as easily as dirt.

Devastating Maw (Ex) A dossenus' bite attack counts as adamantine for the purposes of overcoming DR and bypassing hardness.

Hydrophobia (Ex) A dossenus cannot swim and always fails Swim checks. If a dossenus becomes completely submerged in water, it must succeed at a DC 15 Will save on its turn each round or be paralyzed with fear until it is no longer submerged.

Swarming (Ex) Dossenuses are brutally efficient at swarming foes and often skitter atop one another in their haste to overwhelm and devour prey. Up to two dossenuses can share the same square at the same time. If two dossenuses sharing the same square attack the same foe, they are considered to be flanking that foe as if they were in two opposite squares.

What You See

A malformed head scuttles around on crab legs, its tusked maw clicking and clattering as small eyes focus around for food.

A dossenus is a subterranean pack hunter that can digest almost anything. Its body is mostly head and face, dominated by a huge mouth with multiple rows of black, rocklike teeth. Two thin arms and four thin legs extend from its underdeveloped body; its front limbs end in crablike claws it can use to clumsily manipulate objects. A dossenus is just under 4 feet long and weighs 60 pounds.

Dossenuses are notorious for their voracious appetites and ability to gnaw through practically any substance with their savage teeth. Though their tiny eyes appear absent of thought or purpose, dossenuses are actually slightly more intelligent than mere beasts. These creatures have a primitive communal social structure, speak and understand Aklo, and practice a violent form of religion based on the indiscriminate consumption of all other forms of life. Dossenuses practice ritual cannibalism of their dead.

Dossenuses are gifted climbers and burrowers and use their talents to clamber up or through walls, floors, ceilings, and over their fellows to quickly surround and overwhelm prey.

Once one of these extremely tenacious creatures lays eyes on potential prey, it does not give up the chase until it or its target is dead, or enters or crosses a body of water. A dossenus cannot swim (it sinks to the bottom) and has an intense fear of deep water.

Once every few generations, dossenuses gather in great numbers, sometimes in the thousands. After several weeks of worship, fasting, and frenzied mating, the creatures skitter forth as a massive swarm intent on devouring any living thing in their path.

What You See

A graceful feminine body, gray-green in color and covered in verdant growth, sits atop a bloated and bulbous lower body that pulls itself along the ground by sticky tentacles.

DRAKAINIA **CR 25/MR 10**

XP 1,638,400

NE Huge aberration (mythic)

Init +9; **Senses** darkvision 120 ft., lifesense, *true seeing*; Perception +39

Aura gestation (30 ft.)

DEFENSE

AC 48, touch 13, flat-footed 43 (+5 Dex, +35 natural, –2 size)

hp 642 (25d8+530); regeneration 10 (negative energy)

Fort +28, **Ref** +15, **Will** +21

DR 10/epic; **Immune** bleed, disease, poison, polymorph effects; **SR** 36

OFFENSE

Speed 50 ft., climb 30 ft., swim 30 ft.

Melee 2 claws +31 (4d8+14/16–20/×4), gore +28 (4d6+7), 4 tentacles +29 (2d6+7)

Space 15 ft.; **Reach** 15 ft. (20 ft. with claws)

Special Attacks impregnate surrogate, mythic power (10/day, surge +1d12), razor claws, well of life

Spell-Like Abilities (CL 20th; concentration +35)

Constant—*freedom of movement*, *true seeing*

At will—*dimension door*

3/day—*antilife shell*, *break enchantment*, *contagion* (DC 28), quickened *cure serious wounds*, *dimension door*

1/day—*antimagic field*, *destruction* (DC 32), *regenerate*[M]

STATISTICS

Str 38, **Dex** 20, **Con** 46, **Int** 29, **Wis** 21, **Cha** 41

Base Atk +18; **CMB** +34; **CMD** 49 (can't be tripped)

Feats Combat Casting, Combat Reflexes[M], Great Fortitude[M], Improved Initiative, Iron Will[M], Lightning Reflexes[M], Multiattack, Quick Channel, Quicken Spell-Like Ability (*cure serious wounds*), Selective Channeling, Skill Focus (Perception), Weapon Focus[M] (claw), Weapon Focus (tentacle)

Skills Bluff +40, Climb +45, Diplomacy +40, Handle Animal +20, Heal +30, Intimidate +43, Knowledge (arcana) +34, Knowledge (dungeoneering) +34, Knowledge (nature) +34, Perception +39, Sense Motive +30, Spellcraft +37, Swim +50, Use Magic Device +40

Drakainia

Languages Abyssal, Aklo, Aquan, Auran, Celestial, Common, Draconic, Ignan, Infernal, Terran

SQ birth spawn, invert birth, polymorphism, transfer suffering

ECOLOGY

Environment any

Organization solitary

Treasure double

SPECIAL ABILITIES

Birth Spawn (Ex) As a full-round action, a drakainia can give birth to a spawn, which is a Large or smaller creature of her choice with a single random mutation (see the facing page). Each day she can produce any number of creatures whose combined total base CR does not exceed 3 + her Constitution modifier (usually 21).

Gestation Aura (Su) A drakainia's aura pulses with developing life. All poisons or diseases active within her 30-foot aura have an onset of 1 round and a frequency of 1/minute. Impregnated creatures within her aura gestate in 2d4 rounds. Any creature born within her aura gains a mutation as if it were the drakainia's spawn, though if the creature's parent was not impregnated by the drakainia, the creature born is an infant of the kind its biological parents would produce, and doesn't count toward the CR limit the drakainia can spawn per day.

Impregnate Surrogate (Su) A drakainia can disgorge a monstrous embryo into the mouth of a living, corporeal creature that is pinned or helpless. She makes a grapple combat maneuver check, and if she succeeds she impregnates that creature regardless of its gender. A mythic character must succeed at a DC 38 Fortitude saving throw to avoid being impregnated; a non-mythic character is impregnated automatically. An impregnated creature's pregnancy lasts for 2d4 rounds. During this pregnancy, the victim is nauseated until the monster bursts forth from the victim's abdomen, which deals 10d6 points of damage to the pregnant creature and applies the broken condition to any armor it is wearing.

Remove disease (DC 28) eliminates the unnatural embryo. Alternatively, as a full-round action another creature can attempt to cut out the growing monster with a DC 38 Heal check. On a successful check, the offspring is removed, and the formerly pregnant creature takes 1d4 points of bleed damage. On failed check, the pregnant creature takes 2d6 points of bleed damage and is stunned for 1 round, but the offspring is not removed. The creature spawned by means of this impregnation is any creature of the drakainia's choice that is at least one size category smaller than the creature she impregnated. These spawn count against the drakainia's daily CR allowance for birth spawn (see above).

Invert Birth (Su) When a drakainia uses her *dimension door* spell-like ability, instead of the normal range, she can choose to teleport to any space occupied by one of her spawn that is within 1 mile of her. She doesn't need line of sight or knowledge of the spawn's location. If she chooses a spawn that is farther than a mile away, she does not lose the use of the spell-like ability, but does lose the action. On arrival, she explodes out from her offspring, destroying it entirely.

Polymorphism (Ex) The spawn gestating inside the drakainia constantly alter her internal construction, making her immune to bleed, disease, poison, and polymorph effects. When she is subject to a critical hit or a sneak attack, this polymorphism grants her a 75% chance of negating such attacks.

Razor Claws (Ex) A drakainia's claws are razor sharp with a critical threat range of 17–20 and a critical multiplier of ×4.

Transfer Suffering (Su) As a swift action, a drakainia can transfer a single harmful spell effect or condition from herself to one of her offspring that is currently within her gestation aura.

Well of Life (Su) A drakainia can unleash the primal life energy within in her body to channel positive energy as if she were a 20th-level cleric (DC 35). She can use this ability 18 times per day and can choose to expend 1 use of mythic power at each use to maximize the damage healed.

Primal life energy, raw and uncontrolled, seethes through this mother of monsters. Her churning, distended belly mocks creation, birthing horrors and dismal failures. The weak are torn apart in the writhing mass of her nursery, while the strong transcend their hideous origins to become creatures of greatness in their own right.

She is always encountered with at least a handful of her favored children, as well as other progeny she can sacrifice to protect herself. With their help, she impregnates those who come across her with twisted, monstrous life.

Drakainia Spawn

When a drakainia spawns, either through her own body or through a surrogate, what issues forth is a mutated abomination. Any impregnated creature that's within the drakainia's gestation aura has a child of the parents' race, but with one of the following mutations.

d%	Mutation
01–10	**Fatal Mutation** The creature is birthed stillborn and horribly disfigured.
11–20	**Covered in Eyes (Ex)** Eyes cover the front and back of the creature's head. It gains all-around vision.
21–30	**Chameleon Scales (Ex)** This creature is covered in scales that shift their hue to blend in with their surroundings. The creature gains a +8 racial bonus on Stealth checks and gains hide in plain sight.
31–40	**Poison Glands (Ex)** The creature has a pair of poison sacs near its mouth. It gains immunity to poison, and three times per day it can spit a dose of poison up to 20 feet as a ranged touch attack. ***Poison:*** Contact—injury; ***save*** Fort DC 10 + 1/2 the creature's HD + its Constitution modifier; ***frequency*** 1/round for 6 rounds; ***effect*** 1d3 Con damage; ***cure*** 1 save.
41–50	**Sticky (Ex)** The creature's limbs are covered in tiny, hooked hairs that give its skin a downy appearance. It gains the grab ability on its primary natural attacks (if it has any) or its unarmed strike, and a +8 racial bonus on Climb checks.
51–60	**Serpent-Headed Tail (Ex)** The creature has a tail that ends in a snake head. This provides a +4 circumstance bonus on Perception checks and a primary bite attack (1d3 + the creature's Strength modifier for a Medium creature). In addition, the creature gains Improved Trip as a bonus feat.
61–70	**Vestigial Companion (Ex)** The creature has the head of an animal (usually a goat, chicken, or dog) growing out of its back or torso, providing the scent ability. If the base creature already has scent, this mutation allows it to determine the direction of a particular scent as a free action.
71–80	**Multiple Heads (Ex)** The creature has 2d4 heads, granting it a +4 racial bonus on saving throws against illusions and enchantments and a +8 racial bonus on Perception checks. The creature speaks an additional number of languages equal to its total number of heads. Each head speaks with a different voice.
81–90	**Tentacles (Ex)** The creature's legs are replaced with multiple tentacles. It can't be tripped and gains a +8 racial bonus to CMD and a +8 racial bonus on combat maneuver checks to grapple.
91–99	**Impenetrable Skin (Ex)** The drakainia spawn's skin is tough and scaly. It gains DR/— equal to half its HD (maximum 10).
100	**Favored Spawn (Su)** Favored spawn are those a drakainia has marked as successful or quasi-successful mutations. These powerful spawn gain a +4 luck bonus on all saving throws, a +4 increase to natural armor, a +4 inherent bonus to two ability scores, and 1 mythic rank.

What You See

Glowing eyes twist about independently on stalks above a bell-shaped body. Ridges of pink and purple muscles form tentacled hands and feet, and stretch to form leathery flaps, which serve as wings on this creature.

Elder Thing

ELDER THING **CR 5**

XP 1,600

LN Medium aberration (aquatic)

Init +2; **Senses** all-around vision, darkvision 60 ft.; Perception +13

DEFENSE

AC 18, touch 12, flat-footed 16 (+2 Dex, +6 natural)

hp 59 (7d8+28)

Fort +8, **Ref** +4, **Will** +8

Immune cold; **Resist** fire 10

OFFENSE

Speed 30 ft., fly 20 ft. (clumsy), swim 40 ft.

Melee 5 tentacles +7 (1d4+2 plus grab)

Special Attacks constrict (1d4+2)

STATISTICS

Str 15, **Dex** 14, **Con** 19, **Int** 20, **Wis** 16, **Cha** 17

Base Atk +5; **CMB** +7 (+11 grapple); **CMD** 19 (can't be tripped)

Feats Combat Expertise, Combat Reflexes, Endurance, Great Fortitude

Skills Disable Device +9, Fly +4, Heal +10, Knowledge (arcana) +12, Perception +13, Spellcraft +15, Survival +13, Swim +20, Use Magic Device +10

Languages Elder Thing

SQ amphibious, hibernation, limited starflight, no breath

ECOLOGY

Environment any

Organization solitary, pair, pod (3–8), or expedition (9–16)

Treasure standard

SPECIAL ABILITIES

Hibernation (Ex) An elder thing can enter a state of hibernation at will; doing so takes 1 minute. While in this state, it can take no actions and is effectively helpless, as if it were in a deep sleep. An elder thing can remain in hibernation for as long as it wishes—while in this state, it does not need to eat or drink, nor does it age. Time effectively stands still for a hibernating elder thing. If it is jostled or damaged while hibernating, an elder thing can attempt a DC 20 Will save. If it succeeds, it awakens in 2d4 rounds. Otherwise, it takes 1d4 days to awaken from hibernation. An elder thing can set the length of its hibernation when it first enters this state, so that it can awaken after a set amount of time has passed. When awakening at a set time in this manner, an elder thing needs only 1d3 rounds to rouse itself, with no Will saving throw necessary.

Limited Starflight (Ex) An elder thing can survive in the void of outer space, and its wings allow it to use its fly speed in that environment despite the lack of air. Unlike creatures with full starflight, an elder thing's ability to fly in outer space does not allow it to reach unusually high speeds—an elder thing that wishes to travel from one planet to another typically calculates the distance and then hibernates for the majority of the journey, relying on its momentum and inertia to carry it to its destination while it slumbers along the way.

Known by various names on various worlds, but most often as "elder things" or "old ones," these alien creatures are interested in creating lasting works of art, architecture, and even life (such as the dreaded shoggoths). They possess a boundless capacity for war and egotism.

A typical elder thing is 6 feet tall from head to foot, with a 7-foot wingspan. Surprisingly heavy for its size, an elder thing generally weighs about 450 pounds.

> *Both on land and under water they used curious tables, chairs and couches like cylindrical frames - for they rested and slept upright with folded-down tentacles - and racks for hinged sets of dotted surfaces forming their books.*
>
> —H.P. Lovecraft,
>
> *At the Mountains of Madness*

Faceless Stalker

FACELESS STALKER (UGOTHOL) CR 4

XP 1,200

CE Medium aberration (shapechanger)

Init +7; **Senses** darkvision 60 ft.; Perception +2

DEFENSE

AC 17, touch 13, flat-footed 14 (+3 Dex, +4 natural)

hp 42 (5d8+20)

Fort +5, **Ref** +4, **Will** +6

DR 5/piercing or slashing

OFFENSE

Speed 30 ft.

Melee mwk longsword +8 (1d8+4/19–20), slam +2 (1d6+2 plus grab)

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

Special Attacks blood drain (1 Constitution), sneak attack +2d6

Spell-Like Abilities (CL 5th; concentration +8)

Constant—*tongues*

STATISTICS

Str 18, **Dex** 17, **Con** 18, **Int** 13, **Wis** 15, **Cha** 16

Base Atk +3; **CMB** +7 (+11 grapple); **CMD** 20

Feats Combat Reflexes, Deceitful, Improved Initiative

Skills Bluff +10, Disguise +14 (+24 when using change shape), Escape Artist +19, Sleight of Hand +8, Stealth +11

Racial Modifier +4 Disguise, +8 Escape Artist

Languages Aquan, Common; *tongues*

SQ change shape (Medium humanoid, *alter self*), compression, faceless

ECOLOGY

Environment any swamps or underground

Organization solitary, pair, or gang (3–9)

Treasure standard (mwk longsword, other treasure)

SPECIAL ABILITIES

Change Shape (Su) A faceless stalker can assume the form of a Medium humanoid at will but requires 10 uninterrupted minutes to alter its body. Performing this transformation is somewhat painful, but the faceless stalker can maintain its new form indefinitely once it has achieved it. It can change back to its true form as a swift action and gains a +2 morale bonus on attack rolls, damage rolls, skill checks, and saving throws for 1 round after it does so. Faceless stalkers retain their own innate abilities when they assume their new form and do not gain any of those belonging to the creature they mimic. A faceless stalker gains a +10 bonus on Disguise checks when they are used in conjunction with this ability.

Faceless (Su) In its natural form, a faceless stalker has no discernible facial features. It gains a +4 bonus on saving throws made to resist attacks or effects that target the senses. This includes gaze attacks, odor-based attacks, sonic attacks and similar attacks. This bonus does not apply to illusions.

What You See

Mottled, rubbery skin moves around like melted softened wax as bits and pieces of this creature's body shift into new forms.

Ugothols (as faceless stalkers call themselves) are one of the many tools created and then discarded by the aboleths in their long war against the surface dwellers. Scorned by their former masters when the scheme for which they were designed unraveled, the faceless stalkers fled into swamps, marshes, or any other dark, wet places they could find—the closest they could come to the aquatic cities they once considered home.

Originally designed to serve as spies that could walk uncontested among the air-breathing races, faceless stalkers adopt new forms by reshaping their skin and contorting their rubbery bodies. This painful process takes approximately 10 uninterrupted minutes—an ugothol typically seeks a private place to do it, avoiding even others of its own kind. The sensation of returning to its true form is quite exhilarating and results in a momentary burst of euphoria.

Faceless stalkers cannot digest solid food even when in the form of a creature with a mouth. Instead, they subsist on liquids, including blood. In their natural forms, they have three hollow tongues which they use to penetrate and lap blood from their victims. Since they have no particular skill at grappling foes, most ugothols wait until a victim is helpless or asleep before attempting to drink its blood—although the best is when a victim is helpless but conscious during the process, so that the faceless stalker can "play with its food" by having grisly and cruel conversations with it.

What You See

Flattened like a mushroom cap, this creature's eyes are wide and innocent as it holds up several tentacles from its underside, as if in greeting.

Flumph

FLUMPH **CR 1**

XP 400

LG Small aberration

Init +3; **Senses** darkvision 60 ft.; Perception +7

DEFENSE

AC 18, touch 14, flat-footed 15 (+3 Dex, +4 natural, +1 size)

hp 9 (2d8)

Fort +0, **Ref** +3, **Will** +5

OFFENSE

Speed 5 ft., fly 20 ft. (perfect)

Melee sting +5 (1d4 plus acid injection)

Special Attacks stench spray

STATISTICS

Str 10, **Dex** 16, **Con** 11, **Int** 10, **Wis** 14, **Cha** 10

Base Atk +1; **CMB** +0; **CMD** 13

Feats Weapon Finesse

Skills Diplomacy +2, Fly +18, Perception +7, Sense Motive +3, Stealth +11

Languages Aklo, Common

ECOLOGY

Environment any land or underground

Organization solitary, pair, or colony (4–16)

Treasure standard

SPECIAL ABILITIES

Acid Injection (Ex) When a flumph strikes an opponent with its spikes, it injects a burning, irritating acid that deals 1d4 points of acid damage immediately and another 1d4 points of acid damage on the round after the attack. The target can end the acid's effects by submerging the wound in water for a round or by being treated with a DC 15 Heal check. A creature that grapples or swallows the flumph takes this acid damage automatically every round it maintains this contact with a living flumph.

Stench Spray (Ex) A flumph can spray a 20-foot line of foul- smelling liquid once every 1d4 rounds. This spray functions like the stench universal monster ability, except it only affects creatures struck by the spray, which must make a DC 11 Fortitude save or be sickened for 5 rounds. The save DC is Constitution-based. Alternatively, the flumph can concentrate the spray on a single target within 5 feet. To use this version of its stench spray, the flumph must succeed at a ranged touch attack (+5 for most flumphs). If the target is hit, it must make a DC 11 Fortitude save or become nauseated for 5 rounds; otherwise, it is sickened for 5 rounds. The odor from this spray lingers in the area and on all creatures struck for 1d4 hours, and can be detected at a range of 100 feet (creatures with the scent ability can smell it at double this range).

Come from distant stars to protect unprepared worlds from cosmic horrors, flumphs are jellyfish-like creatures that float in the air and hunt with acidic spikes growing from their undersides. Gentle at heart, flumphs understand that their appearance often terrifies viewers, and thus conceal themselves and observe neighboring settlements from afar, only revealing themselves when absolutely necessary. They also know full well the limitations of their fragile forms, and rather than directly opposing the horrors they seek to defeat, they prefer to recruit and advise heroes to tackle these dangerous tasks instead.

Flumphs float and speak via a constant flow of air through tiny pores in their white bodies, emitting a rhythmic puffing whenever they're aloft. Typical flumphs weigh 15 pounds and are 3 feet across. Flumphs deeply revere dreams, seeing them as omens and portents. While they normally mate and reproduce on the world of their birth, flumphs occasionally engage in a ritual called the Seeding, in which seed pods are flung into outer space in order to provide other planets with guardians.

Flying Polyp

FLYING POLYP **CR 14**

XP 38,400

CE Huge aberration (air)

Init +6; **Senses** darkvision 60 ft.; Perception +26

Aura frightful presence (90 ft., DC 24)

DEFENSE

AC 29, touch 16, flat-footed 26 (+5 deflection, +2 Dex, +1 dodge, +13 natural, –2 size)

hp 207 (18d8+126)

Fort +13, **Ref** +12, **Will** +16

Defensive Abilities amorphous, deflecting winds, partial invisibility; **DR** 10/magic and slashing; **Immune** acid, cold, sonic; **SR** 25

Weaknesses vulnerable to electricity

OFFENSE

Speed 30 ft., fly 60 ft. (perfect)

Melee 4 tentacles +21 (1d8+9/19–20 plus grab)

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

Special Attacks constrict (1d8+9), sucking wind, wind blast

Spell-Like Abilities (CL 14th; concentration +19)

At will—*alter winds*, *gust of wind* (DC 17), *whispering wind*, *wind walk*

3/day—*control winds* (DC 20), *river of wind* (DC 19), *wind wall*

1/day—*control weather*, *whirlwind* (DC 23)

STATISTICS

Str 28, **Dex** 15, **Con** 24, **Int** 19, **Wis** 20, **Cha** 21

Base Atk +13; **CMB** +24 (+28 grapple); **CMD** 42 (can't be tripped)

Feats Combat Reflexes, Dodge, Flyby Attack, Improved Critical (tentacle), Improved Initiative, Mobility, Power Attack, Vital Strike, Weapon Focus (tentacle)

Skills Fly +27, Knowledge (engineering) +22, Knowledge (history) +22, Knowledge (nature) +22, Perception +26, Spellcraft +25, Stealth +15, Use Magic Device +23

Languages Aklo

ECOLOGY

Environment any

Organization solitary, pair, or storm (3–10)

Treasure standard

SPECIAL ABILITIES

Deflecting Winds (Su) A flying polyp's mastery over air and wind allows it to surround itself with blasts of precisely aimed gusts, granting the creature a +5 deflection bonus to its Armor Class and a +4 resistance bonus on Reflex saving throws.

Partial Invisibility (Su) A flying polyp's body constantly flickers and shifts, passing from visibility to invisibility in a seemingly random pattern and often not wholly at once, leaving the creature's body in what appear to be multiple sections. This ability, combined with the flying polyp's amorphous, elastic form, makes it difficult to target the creature, granting it a 20% miss chance against all attacks. By concentrating, a flying polyp can become fully invisible.

Sucking Wind (Su) This attack allows the flying polyp to send an eerie wind out to slow and eventually stop a creature's escape. The wind itself isn't particularly strong, but it creates a peculiar sucking sensation as if it were attempting to pull creatures back toward the flying polyp. Activating this ability is a full-round action, and it must concentrate each round to maintain the effect. The sucking wind manifests as a 100-foot-radius spread, with the flying polyp at the center. Each round the polyp maintains concentration, the sucking wind's radius increases by 100 feet, to a maximum radius of a mile. A flying polyp can detect creatures within this area via tremorsense. As a free action, it can increase the effects of the sucking wind on up to five different creatures within the area at one time. Each targeted creature must succeed at a DC 26 Fortitude save each round it remains in the area of the sucking wind or it is slowed until it leaves the area. A creature already under the effects of any slowing effect (such as from this sucking wind or a *slow* spell) that fails this save is held in place for 1 round—it is not helpless, but cannot move via any means. *Freedom of movement* protects against the effects of the sucking wind, and *control winds* negates its effects in the area of effect of the *control winds* spell. Natural windstorms or other powerful winds have no effect on a sucking wind. A flying polyp can activate a sucking wind once per day, and can maintain concentration on the effect for up to an hour. The save DC is Constitution-based.

Wind Blast (Su) Once every 1d4 rounds as a standard action, a flying polyp can create a powerful blast of wind at a range of up to 120 feet. This blast of wind creates a

What You See

A mass of flesh, eyes, tentacles, and mouths twists about in the air, each part seeking and looking independently from another. A foul wind surrounds the whole as it howls through the sky.

sudden explosion of flesh-scouring wind in a 30-foot-radius burst. All creatures within this area take 14d6 points of bludgeoning damage, with a successful DC 26 Reflex save halving the damage. In addition, these winds can check or blow away creatures as if they were tornado-strength winds. The save DC is Constitution-based.

A flying polyp is a nauseating mass of flesh, eyes, tentacles, and mouths. A typical flying polyp measures 30 feet in length but is unusually light for its size, weighing no more than 2,000 pounds. These creatures seem to have no maximum lifespan, but their violent, warlike nature ensures that death eventually occurs—even if it takes eons for the polyp to encounter something capable of defeating it.

A flying polyp is a physical being, but one composed of material strangely unlike the flesh that garbs most living creatures. While the stuff that makes up the exterior of a flying polyp's body might seem similar to ordinary flesh, it often behaves in ways that should be impossible. The material seems to fade in and out of visibility, almost at random, at points becoming transparent enough that the nauseating inner workings of the thing's body are laid bare. Although the polyp feels moist and damp to the touch, what might serve as blood in other creatures behaves more like strange vortices of wind within a flying polyp's body. When wounded, its damaged flesh does not bleed so much as whistle and gust.

A flying polyp's association with wind goes far beyond the strange storms that surge through what pass as veins and arteries in its massive body. These creatures have a remarkable ability to control the air around them, both via a wide array of spell-like abilities and through the use of potent supernatural powers. They do not wield tools or weapons as a rule, instead using their mastery of the winds themselves to wage war and build their grim cities, scouring towers and chambers out of basalt with precise blasts of sand-laden wind.

Although flying polyps display some of the features of other sentient races, particularly in their habit of building cities (although these towering settlements usually incorporate architectural features that most other races find awkward and unsettling), in other areas they seem strangely primitive or uninterested. They are as aberrant in mind and philosophy as they are in physical form. For example, they seem to have neither a name for their own race, nor a language to call their own. Their cities, while bewildering in their vast scale, seem to serve little purpose other than to unnerve, for flying polyps do not engage in trade or politics or other social constructs.

The primary exception to this, to the detriment of other creatures unfortunate enough to dwell in regions claimed by flying polyps, is war. Flying polyps excel at genocide, using their mastery over wind to scour clean entire cities and civilizations when they come upon them. Some among their kind can even travel to other planets by bringing with them a sizable sphere of purloined wind to carry them aloft and sustain them, and with this power they lead armies from planet to planet as necessary, relentlessly tracking their chosen enemies across worlds. Every so often, flying polyps encounter a race that is their equal in war, and on some worlds, they still endure the humiliation of these ancient defeats after being imprisoned in extensive underground chambers where they are cut off from the outside world. Yet flying polyps are long-lived, and should unforeseen tectonic events creates new exit to their prison chambers, lost in the forgotten corners of those planets' depths, they emerge with unabated fury to seek revenge against the enemies who dared humiliate them so.

Ghorazagh

GHORAZAGH **CR 13**

XP 25,600

NE Large aberration

Init +3; **Senses** bloodsense, darkvision 30 ft.; Perception +21

DEFENSE

AC 26, touch 12, flat-footed 23 (+3 Dex, +14 natural, –1 size)

hp 187 (15d8+120)

Fort +15, **Ref** +10, **Will** +12

Weaknesses vulnerable to sonic

OFFENSE

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

Melee bite +16 (2d6+6), 2 claws +16 (1d8+6), 4 tentacles +14 (1d6+3 and grab)

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

Special Attacks blood drain (1d4 Con), bloodspray

STATISTICS

Str 22, **Dex** 17, **Con** 26, **Int** 15, **Wis** 17, **Cha** 16

Base Atk +11; **CMB** +18; **CMD** 31

Feats Bleeding Critical, Critical Focus, Flyby Attack, Great Fortitude, Improved Bull Rush, Lightning Reflexes, Multiattack, Power Attack

Skills Bluff +18, Climb +14, Fly +27, Knowledge (dungeoneering) +17, Perception +21, Stealth +17, Survival +21

Languages Aklo; chemical communication

ECOLOGY

Environment any underground

Organization solitary, pair, colony (3–9), or hive (10–40, including 6 brood guards of 17 HD and 1 hive lord of 21 HD)

Treasure standard

SPECIAL ABILITIES

Bloodsense (Su) A ghorazagh notices living creatures within 60 feet just as if it possessed the blindsight ability.

Bloodspray (Su) Once every 1d4 rounds, a ghorazagh can unleash a 20-foot cone of blood and eldritch enzymes. Any living creature struck by a ghorazagh's bloodspray must make a DC 25 Fortitude save or be affected as by the spell *slow*. A slowed creature struck by a ghorazagh's bloodspray a second time must make an additional save or be paralyzed. These effects last for 2d6 rounds. A ghorazagh can also consciously alter its enzymes, producing a spray that removes all effects of this ability. The save DC is Constitution-based.

Chemical Communication (Ex) Ghorazaghs can communicate with other ghorazaghs within 60 feet via pheromone transmission. In a ghorazagh hive, this range extends to cover the entire hive. This is a silent and instantaneous mode of communication that only ghorazaghs can understand.

What You See

Spherical in shape, this bug's carapace is covered in thorned spikes and a pair of razored claws stretch out in front of it. A disturbingly humanoid face with three compound eyes smiles a mouth full of jagged teeth.

Ghorazaghs—or gore weavers—float like tumorous specters through the deepest, most alien cavities of the lightless underground, preying upon the wretched vermin of those horrid places. Cunning, with minds and drives unknowable and obscene to those of lands above, the gore weavers only recently became aware of the fertility and bounty of the surface world and are now slowly turning their ebon eyes upward.

While ghorazaghs can digest nearly anything, they are incapable of digesting blood. Their digestive systems process flesh, bone, and all other organic material, filtering out blood and storing it in large reservoirs within their bodies, whereupon the blood is mixed internally with mucus and other strange fluids to form a thick, gluelike substance. While a ghorazagh can spray this fluid as an attack to impede prey, the primary use of the foul substance is as a building material. Ghorazagh hives are constructed entirely of this material, which when it dries has the strength of metal while retaining a dark red resinlike appearance. A ghorazagh hive is a nightmare place as a result—twisting tunnels with an eerily organic appearance that can wind for miles on end.

What You See

Lean and dog-like in appearance, this humanoid's body reeks of death. A slavering tongue slides over a jaw full of sharpened canine teeth, but there's a distinct intelligence in its eyes.

Ghoul, Leng

LENG GHOUL **CR 10**

XP 9,600

CE Medium undead (extraplanar)

Init +7; **Senses** darkvision 60 ft.; Perception +20

DEFENSE

AC 25, touch 17, flat-footed 18 (+7 Dex, +8 natural)

hp 126 (12d8+72)

Fort +10, **Ref** +11, Will +13

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

OFFENSE

Speed 30 ft., burrow 30 ft., climb 30 ft.

Melee bite +16 (1d8+7 plus disease and paralysis), 2 claws +17 (1d6+7 plus paralysis)

Special Attacks rend (2 claws, 1d6+10), sneak attack +2d6

STATISTICS

Str 24, **Dex** 24, **Con** —, **Int** 17, **Wis** 20, **Cha** 23

Base Atk +9; **CMB** +16 (+18 trip); **CMD** 33 (35 vs. trip)

Feats Combat Expertise, Combat Reflexes, Improved Feint, Improved Trip, Lunge, Weapon Focus (claws)

Skills Acrobatics +19, Climb +30, Knowledge (arcana, dungeoneering, planes, religion) +12, Perception +20, Sense Motive +20, Stealth +22

Languages Aklo, Common

SQ erudite

ECOLOGY

Environment any

Organization solitary, pair, or cult (3-8)

Treasure standard

SPECIAL ABILITIES

Disease (Ex) *Leng Ghoul Fever*: Bite—injury; ***save*** Fort DC 22; ***onset*** immediate; ***effect*** 1d3 Con and 1d4 Dex damage; ***cure*** 2 consecutive saves. The save DC is Charisma-based. A humanoid that succumbs to Leng ghoul fever becomes a normal ghoul unless in life it had 12 or more Hit Dice, in which case it rises from death as a Leng ghoul.

Erudite (Ex) All Knowledge skills are class skills for Leng ghouls. In addition, a Leng ghoul can cast spells from any magic scroll as if it had the spells on its spell list. It automatically succeeds at the caster level check necessary to use the scroll.

Paralysis (Ex) A successful DC 22 Fortitude save negates a Leng ghoul's paralysis. At the end of each round after the first, the victim can attempt a new DC 22 Fortitude saving throw to end the paralysis effect; the effect is otherwise permanent. Once the effect ends, the victim is staggered for 1 round.

The ghouls of the nightmare dimension of Leng are far more powerful and more intelligent than their lesser kin that haunt and caper in the lonely graveyards of the Material Plane, yet they are also more prone to discussion and debate with intruders. Ghoul warrens that burrow deep enough can inexplicably cross over from this world to Leng, allowing the ghouls of that realm access to this world. Leng ghouls delight in feasting on dead flesh and consider themselves gourmets of rot and decay, treating a full coffin as a sumptuous banquet table.

Leng ghouls maintain complex societies and extensive warrens when they colonize reaches of the Material Planes, digging deep below the surface graveyards they choose to haunt. These creatures are not only driven to gather victims to slaughter and bodies to ripen—they also seek out forbidden texts and magical scrolls to augment their ever-increasing stores of knowledge, which often rival the greatest of wizardly libraries in size, although their subject matter tends to be limited to necromancy and the study of forbidden rites. A Leng ghoul can sometimes be convinced to let a particularly delicious-looking intruder go (relatively) unharmed in exchange for new lore.

Although most Leng ghouls venerate the Great Old Ones or Outer Gods (they have a particular affinity for Nyarlathotep), a rare few of these creatures retain

more of their humanity than merely their living intellect. These unique few drift away from evil in their pursuit of magical lore—while they still hunger for dead flesh, many try their best to feed only on those who died naturally or willingly offer themselves up to the carrion feast in return for favors. While many eventually succumb to the temptation to feed on fresh kills in time, a rare few manage to maintain nonevil alignments. Such rare ghouls also retain some or all of the class levels they had in life, transferring those levels onto their new undead forms. The bulk of these Leng ghouls have levels as arcane spellcasters or rogues, since those who were once divine spellcasters, or otherwise religious in life, tend to be wholly devoted to gods of evil and decay.

The madness and monstrosity lay in the figures in the foreground—for Pickman's morbid art was pre-eminently one of demoniac portraiture. These figures were seldom completely human, but often approached humanity in varying degree. Most of the bodies, while roughly bipedal, had a forward slumping, and a vaguely canine cast. The texture of the majority was a kind of unpleasant rubberiness.

—H.P. Lovecraft, *Pickman's Model*

What You See

A roiling mass of eyes and spittle-flecked, gnashing maws undulates in shades of sickening flesh tones and dried blood, shifting toward the scent of the living.

GIBBERING MOUTHER **CR 5**

XP 1,600

N Medium aberration

Init +3; **Senses** all-around vision, darkvision 60 ft.; Perception +12

DEFENSE

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

hp 46 (4d8+28)

Fort +8, **Ref** +4, **Will** +5

Defensive Abilities amorphous; **DR** 5/bludgeoning; **Immune** critical hits, precision damage

OFFENSE

Speed 10 ft., swim 20 ft.

Melee 6 bites +7 (1d4 plus grab)

Special Attacks blood drain, engulf (6d4 damage plus 2 Con damage, AC 13, hp 4), gibbering, ground manipulation, spittle (+6 ranged touch)

STATISTICS

Str 10, **Dex** 17, **Con** 24, **Int** 4, **Wis** 13, **Cha** 12

Base Atk +3; **CMB** +3 (+7 grapple); **CMD** 16 (can't be tripped)

Feats Weapon Finesse, Weapon Focus (bite)

Skills Perception +12, Swim +8; **Racial Modifiers** +4 Perception

Language Aklo

ECOLOGY

Environment any underground

Organization solitary

Treasure standard

SPECIAL ABILITIES

All-Around Vision (Ex) A gibbering mouther sees in all directions at once. It cannot be flanked.

Amorphous (Ex) A gibbering mouther's body is malleable and shapeless. It is immune to precision damage (like sneak attacks) and critical hits, and can move through an area as small as one-quarter its space without squeezing or one-eighth its space when squeezing.

Gibbering Mouther

Blood Drain (Ex) On a successful grapple check after grabbing, several of the creature's mouths attach to its target. Each round it maintains its grapple, its mouths automatically deal 1d4 points of bite damage and 1 point of Constitution damage as it drains its victim's blood.

Engulf (Ex) This ability functions as swallow whole, except for the following changes. An engulfed creature is trapped in the gibbering mouther's body, where several of its mouths continue to feed and drain blood. A gibbering mouther can engulf only one foe of its size or smaller at a time. If an engulfed creature cuts its way free (the mouther's damage reduction still applies to those inside), the mouther simply flows together again and can still use its engulf attack.

Gibbering (Su) As a free action, a gibbering mouther can emit a cacophony of maddening sound. All creatures other than gibbering mouthers within 60 feet must succeed on a DC 13 Will save or be confused for 1 round. This is a mind-affecting compulsion insanity effect. A creature that saves cannot be affected by the same mouther's gibbering for 24 hours. The save DC is Constitution-based.

Ground Manipulation (Su) At will as a standard action, a gibbering mouther can cause stone and earth under its body to grow soft and muddy. The ground remains muddy for 1 minute after the mouther moves off of the location. A gibbering mouther can move through these areas with ease, but other creatures treat them as difficult terrain.

Spittle (Ex) Each round as a free action, a gibbering mouther can emit a stream of acidic spittle at one target within 30 feet. On a successful attack, the target is blinded for 1d4 rounds unless he succeeds on a DC 18 Fortitude save. The save DC is Constitution-based.

Disgusting, loathsome, and hungry—these are the only words that properly describe the gibbering mouther. A foul beast that lurks in underground caves, sewers, and nightmares, mouthers have no societal, ecological or religious significance other than their ability to drive those that listen to them mad. Some scholars believe that gibbering mouthers are a lesser variant of the much more dangerous shoggoth, while others theorize they are a punishment by some powerful being or deity inflicted on those who have offended it.

Grioth

GRIOTH **CR 1**

XP 400

CE Medium monstrous humanoid

Init +4; **Senses** blindsight 20 ft., see in darkness; Perception +6 (+10 in darkness)

DEFENSE

AC 14, touch 14, flat-footed 10 (+4 Dex)

hp 13 (2d10+2)

Fort +1, **Ref** +7, Will +6

Immune cold

Weaknesses light sensitivity

OFFENSE

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

Melee mwk kukri +3 (1d4+1/18-20 plus 1d4 nonlethal), bite -3 (1d6 plus poison)

Special Attacks mindshock, psychic weapons

Psychic Magic (Sp) (CL 1st; concentration +2)

6 PE—*daze monster* (2 PE, DC 13), *detect magic* (0 PE), *id insinuation I* (2 PE, DC 13), *mage hand* (0 PE), *open/close* (0 PE)

STATISTICS

Str 10, **Dex** 18, **Con** 12, **Int** 13, **Wis** 13, **Cha** 11

Base Atk +2; **CMB** +2; **CMD** 16

Feats Iron Will

Skills Fly +9, Knowledge (geography) +3, Perception +6 (+10 in darkness), Sense Motive +3, Stealth +9; **Racial Modifiers** +4 Perception in darkness

Languages Aklo, Grioth; telepathy 30 ft.

SQ no breath

ECOLOGY

Environment any

Organization solitary, pair, gathering (3–6 plus 1 cleric of 3rd level), or cult (7–20 plus 2–6 clerics of 3rd level, 2–4 barbarians of 3rd level, and 1 cleric of 7th level)

Treasure NPC gear (mwk kukri, other treasure)

SPECIAL ABILITIES

Mindshock (Su) Whenever a grioth damages a creature with a psychic weapon, a surge of violent psychic energy pulses into the victim's body, causing an additional 1d4 points of nonlethal damage. On a confirmed critical hit, this additional nonlethal damage does not increase, but the creature struck must succeed at a DC 13 Will save or become confused for 1d2 rounds. This is a mind-affecting effect. The save DC is Charisma-based and includes a +2 racial bonus.

Poison (Ex) Bite—injury; ***save*** Fort DC 12; ***frequency*** 1/round for 6 rounds; ***effect*** shaken for 1 round; ***cure*** 1 save.

Psychic Weapons (Ex) A grioth's weapons are made from a strange metal that causes slashing and piercing weapons to deal 1 additional point of damage and allow the grioth to use its mindshock ability.

What You See

Thin and rat-like with far too many digits on its hands and feet, this creature hovers on translucent wings. Four glowing green eyes stare from a squashed bat face.

Grioths inhabit rogue planets cast away from their stars—often, they travel to other worlds via powerful magic portals during eclipses to pillage resources rare on their frozen homeworlds. Many of these evil creatures are known for their devotion to the Outer God Nyarlathotep (whom they worship in his guise as the Haunter of the Dark), and it isn't uncommon for colonies of grioths to be led by clerics.

Grioths speak a language composed of squeaks, clicks, and other nonsensical animal noises—they are capable of speaking other languages, but do so in raspy, dry voices. They favor weaponry crafted from metals that synergize with their psychic powers.

The grioth race is prone to mutations, their forms twisted by eldritch forces into lumbering giants or deformed horrors. The most powerful of their kind often possess great physical prowess, as well as unique psychic magic or spell-like abilities that aid them in ruling their dark spire cities and in their constant wars against entities even more alien than themselves.

Gug

What You See

Gray-furred and possessing strange limbs with extra arms splitting at its elbow, this creature's head opens vertically to reveal teeth, tongue, and fangs.

GUG **CR 10**

XP 9,600

CE Large aberration

Init +1; **Senses** darkvision 60 ft.; Perception +27

DEFENSE

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

hp 127 (15d8+60)

Fort +9, **Ref** +6, **Will** +12

Immune disease, poison

OFFENSE

Speed 40 ft., climb 20 ft.

Melee bite +17 (1d8+7), 4 claws +17 (1d6+7)

Space 10 ft.; **Reach** 15 ft.

Special Attacks rend (2 claws, 1d6+10)

STATISTICS

Str 25, **Dex** 12, **Con** 18, **Int** 11, **Wis** 16, **Cha** 11

Base Atk +11; **CMB** +19; **CMD** 30

Feats Awesome Blow, Blind-Fight, Combat Reflexes, Greater Bull Rush, Improved Bull Rush, Lunge, Power Attack, Skill Focus (Perception)

Skills Climb +15, Escape Artist +13, Knowledge (dungeoneering) +10, Perception +27, Stealth +15, Survival +21; **Racial Modifiers** +4 Escape Artist

Languages Undercommon

SQ compression

ECOLOGY

Environment any underground

Organization solitary, pair, or camp (3–10)

Treasure standard

Gugs are inhuman monstrosities that dwell in the deep places of the world. Whether they were banished to the dark lands by ancient gods or the light-loving races they terrorized, or perhaps were brought to the deep realms by dark powers from some even more inhuman nightmare realm, is unknown, but gugs are loathed by other races for their carnal rites of slaughter.

Gugs are 16 feet tall and weigh nearly 2,000 pounds, but they move with an eerie, unnatural gait as though their limbs contained far too many joints. They can contort and distend their limbs for greater reach or to wriggle easily through impossibly small passages. Gugs may cling for long hours to cave walls or just within dark side-caverns, lying in wait for prey to stumble too close. Their senses are keen, however, and their joy in the bloody hunt is considerable and gugs who catch the scent of blood may stalk their prey for long days, even venturing at times beyond their caves to dare the bright lands of the surface in search of tasty meat to drag back for their horrific sacrifices.

Gugs are savage fighters when driven by a strong leader, but on their own may flee if brought to fewer than half their hit points, carrying off fresh meat for later feasting if they are able. They can subsist on fungi, slimes, and molds as well as carrion and even undead flesh—particularly that of ghouls.

Some bloodthirsty gugs gain awful powers as gifts from their alien patrons. These monsters are known as savants. They have a Charisma of 18 and can use *invisibility*, *spike stones*, *transmute rock to mud*, and *unholy blight* once per day each as spell-like abilities (CL 10th, concentration +14). Some become actual clerics or oracles of their mad gods—strange powers of darkness, insanity, and blood. Gug savants add +1 to their CR.

Hastur

HASTUR **CR 29**

XP 6,553,600

CE Medium aberration (chaotic, evil, Great Old One)

Init +26; **Senses** darkvision 60 ft., *true seeing*; Perception +47

Aura unspeakable presence (300 ft., DC 40)

DEFENSE

AC 48, touch 37, flat-footed 31 (+16 Dex, +1 dodge, +10 insight, +11 natural)

hp 731 (34d8+578); fast healing 25

Fort +28, **Ref** +27, **Will** +29

Defensive Abilities *freedom of movement*, immortality, insanity (DC 40); **DR** 15/epic and lawful; **Immune** ability damage, ability drain, aging, cold, death effects, disease, energy drain, mind-affecting effects, paralysis, petrification, sonic; **Resist** acid 30, electricity 30, **fire** 30; **SR** 40

OFFENSE

Speed 80 ft.; *air walk*

Melee 4 tattered lash +41 (2d8+7 plus bleed)

Space 5 ft.; **Reach** 40 ft.

Special Attacks bleed (1d6), fulvous dreams, mythic power (10/day, surge +1d12), reveal visage, sneak attack +10d6, Yellow Sign

Spell-Like Abilities (CL 29th; concentration +42)

Constant—*air walk*, *freedom of movement*, *tongues*, *true seeing*

At will—*astral projection*, *dimension door*[M], *dream*[M], *enervation*[M], *greater dispel magic*, *insanity* (DC 30), *mirage arcana* (DC 28), *nightmare*[M] (DC 28), *sending*[M], *veil*, *wish*[M] (see below)

3/day—*demand* (DC 31), quickened *feeblemind*, *interplanetary teleport*, *mass suggestion* (DC 29), *project image* (DC 30)

1/day—*symbol of death* (DC 31), *symbol of fear* (DC 29), *symbol of insanity* (DC 31), *symbol of pain* (DC 28), *symbol of persuasion* (DC 29), *symbol of strife* (DC 32), *symbol of stunning* (DC 30), *symbol of weakness* (DC 30)

STATISTICS

Str 24, **Dex** 43, **Con** 44, **Int** 35, **Wis** 31, **Cha** 36

Base Atk +25; **CMB** +41; **CMD** 69 (can't be tripped)

Feats Agile Maneuvers, Combat Expertise, Combat Reflexes, Critical Focus, Dodge, Greater Feint, Greater Vital Strike, Improved Critical (tattered lash), Improved Feint, Improved Vital Strike, Mobility, Quicken Spell-Like Ability (*feeblemind*), Spring Attack, Staggering Critical, Vital Strike, Weapon Finesse, Whirlwind Attack

Skills Acrobatics +53 (+73 when jumping), Bluff +47, Disguise +47, Intimidate +50, Knowledge (arcana, geography, history, local) +46, Knowledge (nobility) +49, Perception +47, Perform (act) +47, Sense Motive +44, Sleight of Hand +50, Spellcraft +49, Stealth +53, Use Magic Device +47; **Racial Modifiers** +20 Acrobatics when jumping

Languages Aklo; telepathy 100 ft., tongues

SQ otherworldly insight

ECOLOGY

Environment any

Organization solitary (unique)

Treasure triple

SPECIAL ABILITIES

Fulvous Dreams (Su) When Hastur uses his *nightmare* spell-like ability on a creature that has seen the Yellow Sign, he also afflicts that creature with horrifying dreams tinted with a nauseating yellow color and thick with overwhelming sensations of decadence, shame, and entropic disorder. In addition to the effect of *nightmare*, the target must also succeed at a DC 40 Will save or be compelled to seek out a Yellow Sign, throwing all of his resources and actions into the obsession. While obsessed, the target takes a –4 penalty on Will saving throws, saving throws against symbol spells, concentration checks, and Wisdom-based skill checks. This obsession effect ends immediately if the victim looks upon the Yellow Sign. This is a mind-affecting curse effect. The save DC is Charisma-based.

Immortality (Ex) If Hastur is slain, the robes that drape his frame suddenly drop to the ground as if whatever shape supported them had suddenly ceased to exist. The robes themselves remain inanimate on the ground, but any humanoid creature that touches them must succeed at a DC 40 Will save to resist a sudden urge to put the robes on. Doing so is a full-round action that provokes attacks of opportunity. Once it has donned Hastur's robes, the creature immediately perishes and its body is destroyed. In its place, Hastur lives again, as if brought back via true resurrection. If the discarded robes are not donned within 24 hours, they fade away, leaving behind a faint yellow stain. In this case, Hastur can't manifest a physical body again until the conditions are right, or until an unwitting

What You See

Tall and thin, this being moves with an unnatural grace, layers of gold- and yellow-hued robes and veils hiding its true form.

cultist or fool calls him forth once again. The save DC is Charisma-based.

Reveal Visage (Su) As a swift action, Hastur may reveal to one adjacent creature the true shape beneath his robes. The creature must succeed at DC 40 Will save or be paralyzed for 1d4 rounds and take 1d4 points of Wisdom drain at the end of its turn each round the paralysis lasts, though the revelation is too awful for memory to retain. This is a mind-affecting fear effect. The save DC is Charisma-based.

Tattered Lash (Ex) Hastur attacks with long strips of his tattered yellow robes. These strips have a reach of 40 feet and are primary natural slashing attacks. Bleed damage from the strips stacks with itself (up to 10d6 points of bleed damage). Hastur treats insane targets as if they were flat-footed when he attacks with these weapons.

Unspeakable Presence (Su) Failing a DC 40 Will save against Hastur's unspeakable presence afflicts a creature with a random insanity. A creature that is already insane instead becomes confused for as long as it remains in the area. The save DC is Charisma-based.

***Wish* (Sp)** Although Hastur may use *wish* as a spell-like ability at will, he can do so only to grant the wishes of other creatures, and only once per creature. Invariably, the results of these wishes serve somehow to advance Hastur's agenda.

Yellow Sign (Su) Once per day as a free action, Hastur can touch any solid surface and inscribe the Yellow Sign upon it. Once inscribed, the Yellow Sign remains for a year, but is active only on certain nights when the light from Hastur's distant world shines in the night sky as a star. Any creature that looks upon an active Yellow Sign must succeed at a DC 40 Will save to avoid becoming dominated by Hastur (as dominate monster); whether or not the save is successful, the creature doesn't have to save against that Yellow Sign again for 24 hours. While the creature is under this domination effect, if the creature's Charisma drain plus Charisma damage ever equal its Charisma score, it immediately dies and allows Hastur to manifest physically at the location of its corpse, as if the victim had donned Hastur's tattered robes (see immortality). A Yellow Sign can be removed with dispel chaos, dispel evil, or erase, any of which requires the caster to succeed at a DC 35 caster level check. Mage's disjunction automatically removes a Yellow Sign. This is a mind-affecting effect. The save DC is Charisma-based.

Hastur is the most mysterious of the Great Old Ones. In fact, the entity known as Hastur might actually be an Outer God. The physical manifestation of this entity is known as the King in Yellow, and though most consider this creature—a vaguely human-shaped figure draped in a yellow cloak—to be synonymous with Hastur himself, many scholars believe that the King in Yellow is nothing more than an avatar used by the true Hastur to move among the denizens of the physical world. Hastur himself is said to dwell upon a distant world called Carcosa on the shores of the monstrous Lake of Hali, and his power on a planet is strongest when the baleful light of Carcosa's star is visible in that planet's night sky.

Hastur's Cult

Hastur's cult is primarily composed of decadent nobles, playwrights, and aristocrats who have grown bored with life and have sought out increasingly deviant, bizarre, and self-destructive methods of achieving gratification in life. His temples are opulent and excessive—opera houses, manors, and the like that contain hidden chambers for pastimes best indulged in secret. His cultists are particularly eager to bring innocents into their fold, exposing them to the Yellow Sign so that their bodies and minds can serve as portals through which the King in Yellow may walk the world.

Hastur's cult is associated with decadence, disorder, and nihilism, and its symbol is the Yellow Sign. The least varieties of these symbols are nonmagical—and somewhat inaccurate—representations of the sigil, though the more powerful cults possess methods by which they can craft fully functional Yellow Signs. Unlike those created by Hastur, a cult-created Yellow Sign can be resisted with a successful DC 23 Will save (as if it were a 9th-level spell). Hastur's clerics have access to the domains of Chaos, Evil, Rune, and Void, and to the subdomains of Dark Tapestry, Language, Stars, and Wards. Hastur's favored weapon is the rapier.

Hound of Tindalos

HOUND OF TINDALOS **CR 7**

XP 3,200

NE Medium outsider (evil, extraplanar)

Init +9; **Senses** darkvision 120 ft.; Perception +18

DEFENSE

AC 20, touch 15, flat-footed 15 (+5 Dex, +5 natural)

hp 85 (10d10+30)

Fort +10, **Ref** +12, **Will** +8

DR 10/magic; **Immune** mind-affecting effects, poison

OFFENSE

Speed 40 ft.

Melee bite +15 (2d6+3), 2 claws +15 (1d8+3)

Special Attacks ripping gaze

Spell-Like Abilities (CL 10th; concentration +13)

Constant—*air walk*

At will—*fog cloud*, *invisibility*, *locate creature*

3/day—*dimensional anchor*, *discern location*, *greater scrying* (DC 20), *haste*, *slow* (DC 16)

STATISTICS

Str 17, **Dex** 21, **Con** 16, **Int** 16, **Wis** 21, **Cha** 16

Base Atk +10; **CMB** +13; **CMD** 28 (32 vs. trip)

Feats Blind-Fight, Combat Reflexes, Improved Initiative, Vital Strike, Weapon Finesse

Skills Acrobatics +18 (+22 jump), Intimidate +16, Knowledge (arcana) +16, Knowledge (geography) +13, Knowledge (planes) +16, Perception +18, Sense Motive +18, Stealth +18, Survival +18

Languages Aklo

SQ angled entry, otherworldly mind

ECOLOGY

Environment any

Organization solitary or pack (2–12)

Treasure none

SPECIAL ABILITIES

Angled Entry (Su) Hounds of Tindalos move through the dimensions in ways other creatures cannot comprehend. They may use *greater teleport* (self only) once per round as a swift action and *plane shift* (self only) 3/day as a standard action (caster level 10th). A hound of Tindalos can use these powers anywhere, but its destination point must be adjacent to a fixed angle or corner in the physical environment, such as a wall, floor, or ceiling (as determined by the GM); temporary angles created by cloth, flesh, or small items are not sufficient. It cannot use these abilities to enter curved architecture or open outdoor environments.

Otherworldly Mind (Ex) Any non-outsider attempting to read the thoughts of a hound of Tindalos or communicate with it telepathically takes 5d6 points of nonlethal damage and must make a DC 18 Will save or become confused for 2d4 rounds. This is a mind-affecting effect. The save DC is Charisma-based.

Ripping Gaze (Su) 5d6 slashing damage, 30 feet, Fortitude DC 18 negates. A creature that succeeds on its save is immune to that hound's gaze for 24 hours. Damage caused by a ripping gaze can be defeated by damage reduction, but it bypasses DR/magic and slashing. The save DC is Charisma-based.

What You See

Wide, black, and empty eyes sit facing forward in a predatory gaze from this canine-like creature. Taut muscles tense underneath pallid skin as it prepares to strike.

Hounds of Tindalos are otherworldly predators from beyond the bounds of known reality, usually appearing only when summoned by reckless spellcasters. Little is known about their nature outside of blood-spattered notes and deranged writings of the nearly insane survivors of their attacks. Although possessed of great cunning and cruel intellect, the hounds show no evidence of understanding or communicating with mortals. They enter the physical world on their own in pursuit of those who have trodden too much the netherways beyond time and reality—time travelers (be it physical travel or simply divinatory glimpses forward or backward in time) and creatures that teleport without regard to how this movement impacts subtle magical currents in the multiverse particularly draw their interest.

What You See

Shifting hues of energy flow around this creature's body, coalescing through the visible spectrum of colors. Holding an asymmetrical staff that compels the eye, the creature moves through the air, reality distorting and collapsing around it.

Hundun

HUNDUN **CR 21**

XP 409,600

CE Large aberration (chaotic, extraplanar)

Init +10; **Senses** blindsense 300 ft., *detect law*; Perception +36

DEFENSE

AC 37, touch 23, flat-footed 31 (+8 deflection, +6 Dex, +14 natural, -1 size)

hp 364 (27d8+243)

Fort +18, **Ref** +23, **Will** +21

Defensive Abilities entropic mind, evasion, negative energy affinity, spacetime shifting; **DR** 15/lawful and piercing; **Immune** aging effects, cold, disease, mind-affecting effects, petrification, poison; **Resist** fire 30; **SR** 32

OFFENSE

Speed 60 ft.; *air walk*

Melee unarmed strike +32/+32/+27/+27/+22/+22/+17 (4d8+12/19-20 plus 1d6 negative energy)

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

Special Attacks Befuddling Strike (6/day, DC 29), Punishing Kick (6/day, DC 29), strange attractor

Spell-Like Abilities (CL 21st; concentration +29)

Constant—*air walk*, *detect law*

At will—*chaos hammer* (DC 22), *dimension door*, *enervation*, *greater dispel magic*, *mass inflict moderate wounds* (DC 24), *plane shift* (DC 23)

3/day—quickened *dimension door*, *disintegrate* (DC 24), quickened *mass inflict moderate wounds* (DC 24), *word of chaos* (DC 25)

1/day—*orb of the void* (DC 26)

STATISTICS

Str 34, **Dex** 22, **Con** 29, **Int** 18, **Wis** 23, **Cha** 27

Base Atk +20; **CMB** +33; **CMD** 57

Feats Befuddling Strike, Blind-Fight, Combat Reflexes, Dimensional Agility, Dimensional Assault, Dimensional Dervish, Greater Blind-Fight, Improved Blind-Fight, Improved Critical (unarmed strike), Improved Initiative, Improved Unarmed Strike, Punishing Kick, Quicken Spell-Like Ability (*dimension door*), Quicken Spell-Like Ability (*mass inflict moderate wounds*), Weapon Focus (unarmed strike)

Skills Acrobatics +36, Climb +30, Escape Artist +36, Intimidate +38, Knowledge (planes) +22, Perception +36, Sense Motive +27, Spellcraft +22, Stealth +32, Swim +30

Languages Abyssal, Aklo, Protean (can't speak any languages); telepathy 300 ft.

SQ faceless, no breath

ECOLOGY

Environment any (Abyss, Limbo, or Negative Energy Plane)

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

Treasure none

SPECIAL ABILITIES

Entropic Mind (Ex) A hundun's mind is a maelstrom of utter chaos. A hundun is immune to mind-affecting effects, and any creature that attempts to affect a hundun with a mind-affecting effect gains 1d4 temporary negative levels (Will DC 31 negates) from entropic feedback. These negative levels disappear automatically after 8 hours. The save DC is Charisma-based.

Faceless (Ex) A hundun has no eyes, but detects infinitesimal gravitic distortions through its skin, gaining blindsense 300 feet. A hundun is blind and deaf, and is immune to effects that depend on sight or hearing. It subsists on negative energy and doesn't breathe, eat, or drink.

Spacetime Shifting (Ex) Reality constantly reconfigures in the vicinity of a hundun, correcting the paradoxes the creature's existence in space and time generates. This causes all attacks against the hundun to suffer a 20% miss chance, and grants the hundun a deflection bonus to AC and a racial bonus on Reflex saves equal to its Charisma modifier.

Strange Attractor (Sp) A hundun can activate or deactivate the stafflike strange attractor it carries as a free action. While active, a strange attractor hovers in place, and the hundun can mentally move it up to 60 feet through space as a move action, to a maximum range of 300 feet. If it enters a space with a creature, it stops moving for the round and that creature must attempt a DC 31 Will saving throw. The creature falls unconscious for 1 round if it fails this save, or is nauseated for 1 round if it succeeds. The space around an active strange attractor twists and warps, trapping creatures within its gravity well. This functions like *repulsion* but

in reverse: creatures within 60 feet attempting to move away from it are prevented from doing so, wasting their move actions (Reflex DC 31 negates). Lawful creatures beginning their turn within 60 feet of an active strange attractor are nauseated for 1 round (Will DC 31 negates). Nausea caused by a strange attractor is a mind-affecting effect. Creatures with the chaotic subtype are immune to all effects of the strange attractor. The save DCs are Charisma-based.

A strange attractor can't be attacked or harmed by physical attacks, but *disintegrate*, *mage's disjunction*, a ***sphere of annihilation***, or a ***rod of cancellation*** affect it. A strange attractor's touch AC is 18 (+8 deflection), and attacks against it suffer a 20% miss chance. If a hundun's strange attractor is destroyed, the hundun can create a new one after 1d8 hours of uninterrupted meditation. If a hundun is slain, its strange attractor disappears.

Unarmed Strikes (Ex) A hundun's unarmed strikes deal 4d8 points of damage, and function as chaotic, magic, and adamantine weapons for the purpose of overcoming damage reduction. A hundun can make a flurry of blows attack with its unarmed strikes as a 20th-level monk, without increasing its base attack bonus or taking the -2 penalty on attack rolls. This ability also grants the hundun the Befuddling Strike rogue talent and the Punishing Kick hungry ghost monk class feature.

In the nightmare dimensions of unreality beyond space and time, the power of alien Gods is sufficient to give life to intention. Hunduns are the incarnation of the desire to reduce the multiverse to a space filled with nothing but randomly fluctuating energy fields and gravitic curvatures. Hunduns are primordial alien monks who embody aspects of the gaping, formless void that preceded the creation of the multiverse. They are out of step with reality, which accommodates their individual existences as intractable errors that must be continually accounted for yet that can never fully be corrected. These bizarre aberrations of life are sustained by negative energy—life's antithetical force—yet they are not undead, nor do they differentiate between the living and the unliving in the pursuit of their purpose. Few beings can exist on the Negative Energy Plane for long, making the hunduns, who often make their homes there, something of an anomaly. Some scholars speculate that early hunduns came to the Negative Energy Plane as explorers, and remained there, addicted to the mixture of pain and euphoric release caused by the effects of negative energy on their skin.

Hunduns are tireless antagonists of archons, asuras, axiomites, devils, inevitables, kytons, and other exemplars of law. They oppose any effort to impose or maintain discipline, structure, or regulation. They loathe and undermine the prospect of peace or tranquility, and relish confusion, disorder, and destruction. Though these attitudes would seem to make them ideological allies of the proteans, hunduns hold those creatures in contempt, caring nothing for that race's strange religion, nor the spontaneous, ephemeral acts of creation in which proteans delight. Hunduns believe that the freedom and truth of pure entropy are preferable to the artificial illusions of structure, and they seek to spread this brand of enlightenment to others as part of their goal to free all creation from order's fetters.

Hunduns appear as gigantic humanoids with faces hidden by voluminous, hooded robes made out of their own wrinkled skin. In truth, their faces are not hidden, for they are faceless; the interiors of their hoods are just filled with more folds of skin. They carry staff-like objects known as strange attractors, which appear as different things to different observers but always as something that causes some form of revulsion or nausea: a shaft of knotted intestines and vital organs, studded with colored, weeping eyes; a polished metallic rod on which distorted reflections of the observer indulge in extreme self-harm; a column of darkness in which worlds spiral toward a black heart that snuffs out the life on them. These implements are not artificial objects, but part of a hundun's body. As well as being weapons and snares, they are methods of reproduction. Two hunduns can bring their strange attractors together, causing them to merge into an egg-shaped object under the control of one of the parents;

the other parent must create a new strange attractor. This ovoid is still a strange attractor in all respects save for its shape, but if it is moved, the development of the embryonic hundun within must begin anew. The gestation of the new hundun takes many years. When the egg hatches, the strange attractor is destroyed and a fully formed hundun emerges. Reproduction between hunduns doesn't involve any sort of love or even affection. Rather, the two hunduns feel a premonition that another hundun will be needed to fight order in the future, then meet and breed wordlessly.

Hunduns can be found floating in the Negative Energy Plane or within stable voids in the planes of chaos, meditating on ways to corrupt universal truths and undermine the laws of nature on a cosmic scale—anything they can exploit to trigger the collapse and implosion of entire dimensions or planes of existence. Though they spend the majority of their time in solitary contemplation or action, hunduns sometimes gather to oppose forms of creation or manifestations of law that require greater numbers to counteract. The creatures come together spontaneously, drawn by an innate sensitivity to the structuring forces that operate on reality.

Hunduns stand around 10 feet tall, yet weigh only about 700 pounds. Sustained entirely by negative energy, hunduns never eat or rest and are immune to aging; they are effectively immortal and die only through violence.

"You can't rest these days. We have nowhere to simply lie down. Our streets are overrun with beasts, loping with cloven hooves and jackal grins. The skies are no better, filled by flying abominations, dripping with fungus. I hear they take your brain. I don't know what they do with it. Eat it? They say not. Something worse. But whatever you do, don't go into the newly-grown woodlands. You'll find Them there, giant horrors all mouths and tentacles. And at the center, stands the one who made Them. No, my friend, stay out of the forest."

—David Mendiola

Immortal Ichor

IMMORTAL ICHOR **CR 17**

XP 102,400

NE Medium ooze (extraplanar)

Init +7; **Senses** blindsense 60 ft.; Perception +25

DEFENSE

AC 32, touch 32, flat-footed 28 (+3 Dex, +1 dodge, +28 profane)

hp 270 (20d8+180); regeneration 10 (good spells, good weapons)

Fort +16, **Ref** +9, **Will** +11

Defensive Abilities amorphous, **DR** 15/—; **Immune** acid, bludgeoning damage, electricity, mind-affecting effects, ooze traits, piercing damage; **Resist** cold 30

OFFENSE

Speed 20 ft., fly 20 ft. (average)

Melee slam +21 (6d6+7 plus 1d3 Wis drain)

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

At will—*charm person* (DC 18), *detect thoughts* (DC 17), *summon swarm*, *telekinesis* (DC 20)

3/day—*charm monster* (DC 19), quickened *charm person* (DC 18), *control undead* (DC 22), *creeping doom* (DC 22), *insect plague*, *mind fog* (DC 20), *nightmare* (DC 20)

STATISTICS

Str 20, **Dex** 17, **Con** 26, **Int** 21, **Wis** 20, **Cha** 21

Base Atk +15; **CMB** +20 (+24 grapple); **CMD** 34 (can't be tripped)

Feats Ability Focus (*charm person*), Combat Casting, Dodge, Great Fortitude, Hover, Improved Great Fortitude, Improved Initiative, Quicken Spell-Like Ability (*charm person*), Toughness, Weapon Focus (slam)

Skills Fly +3, Intimidate +25, Knowledge (arcana, history, planes) +25, Perception +25, Sense Motive +25, Spellcraft +25

Languages Abyssal, Aklo, Infernal, Undercommon (can't speak any language); telepathy 100 ft.

SQ compression, corrupt ally, no breath

ECOLOGY

Environment any ruins or underground

Organization solitary or cult (1 plus 3–12 worshipers or juju zombies)

Treasure standard

SPECIAL ABILITIES

Corrupt Ally (Su) Any creature charmed by an immortal ichor takes 1d6 points of Wisdom damage per day. When a charmed creature's Wisdom damage equals its Wisdom score, it becomes completely subservient to the immortal ichor (as *dominate monster*, except it even obeys self-destructive orders) and loses the Wisdom damage it has taken from this ability. A subservient ally who is killed rises the next round as a juju zombie under the immortal ichor's control. If the ichor is killed, these zombies are immediately destroyed.

What You See

Etched in eldritch runes and sealed with layers of aged wax and lead, this glass vial holds a luminous liquid that moves of its own accord within its prison.

An immortal ichor is an intelligent mass of blood from a dead evil deity. Blessed with profane powers and the will to dominate other creatures, these oozes are a threat to all living things. The rare few that exist are banished underground or sealed away in chambers that block their magical abilities. Over time these seals break or erode, allowing a trickle of an ooze's substance to escape and giving it a narrow aperture to exert its power through. Retaining vague memories of the god it was taken from, an immortal ichor uses its minions to find a body to possess, and either sets itself up as a godling or tries to find a way to revive its divine source.

What You See

This creature's body moves in twitches and spasms, its head replaced by a twisted nautilus shell and tentacles.

Incutilis

INCUTILIS **CR 2**

XP 600

LE Tiny aberration (aquatic)

Init +6; **Senses** darkvision 60 ft.; Perception +8

DEFENSE

AC 17, touch 14, flat-footed 15 (+2 Dex, +3 natural, +2 size)

hp 18 (4d8)

Fort +1, **Ref** +3, **Will** +5

OFFENSE

Speed 5 ft., climb 5 ft., swim 60 ft.

Melee 2 tentacles +2 (1d4+2 plus grab)

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

Special Attacks puppetmaster

STATISTICS

Str 15, **Dex** 15, **Con** 11, **Int** 12, **Wis** 13, **Cha** 8

Base Atk +3; **CMB** +3 (+7 grapple); **CMD** 15 (can't be tripped)

Feats Improved Initiative, Step Up

Skills Bluff +3, Climb +10, Disguise +3, Perception +8, Stealth +17, Swim +17

Languages Aklo, Aquan; telepathy 30 ft.

SQ amphibious

ECOLOGY

Environment any oceans

Organization solitary, pair, or colony (3–12 plus enslaved puppets)

Treasure standard

SPECIAL ABILITIES

Puppetmaster (Su) As a full-round action, an incutilis can drive its lesser tendrils into any helpless Small or Medium creature occupying the same square and pump the victim full of poison and chemicals. The victim is killed instantly, and becomes a zombie-like creature under the incutilis's control. This zombie isn't treated as being undead, and is immune to spells and effects that affect only undead (including damage from positive energy). The incutilis is attached to this zombie—typically by the head—occupying the same square and moving along with it. The incutilis can make attacks with its tentacles independently of the zombie's slam. It can also retract its tendrils as a move action, but doing so causes the zombie to collapse and revert to a normal corpse. The incutilis must retract its tendrils before it can move away from a zombie it's attached to. Any attack that deals damage to the zombie also deals 1 point of damage to the incutilis, regardless of how much damage is dealt to the zombie. Area-affecting spells affect both the puppeteer and zombie. A character can attempt to attack just the incutilis, but takes a –4 penalty on the attack roll. Killing the incutilis destroys the zombie.

A strange sort of sea creature that appears to be an oversized cephalopod, an incutilis hides a significant intelligence behind its unassuming appearance. Though most incutilises live their entire lives within the deepest trenches of the darkest seas, some venture to the border between water and land, taking terrible control over land-dwelling flesh with an alien disregard for sentient life. Because of their aquatic physiologies, their ability to cross this border and travel on land is limited. These aberrations overcome this hurdle with a lethal solution, slaying land dwellers and commandeering their flesh to bear the incutilis on shore.

Although incutilises can live as bottom feeders, they prefer not to scavenge. Their favorite foods seem to be larger sea creatures—sharks, whales, and sentient ocean dwellers—and they make no distinction between the living and the dead. Incutilises exhibit strong self-preservation compulsions, going out of their way to avoid dangerous predators. When one is on land and its zombie puppet is destroyed, it attempts to flee to the nearest body of water.

An incutilis weighs about 25 pounds (30 with its shell) and measures 4 feet from the tips of its longest tentacles to the top of its shell.

Leng Spider

LENG SPIDER **CR 14**

XP 38,400

CE Huge magical beast (extraplanar)

Init +13; **Senses** *arcane sight*, darkvision 60 ft., low-light vision, tremorsense 60 ft.; Perception +21

DEFENSE

AC 29, touch 17, flat-footed 20 (+9 Dex, +12 natural, –2 size)

hp 202 (15d10+120); fast healing 10

Fort +17, **Ref** +18, **Will** +10

Immune cold, confusion and insanity effects, poison, sonic; **SR** 25

OFFENSE

Speed 40 ft., climb 40 ft.

Melee mwk flail +22/+17/+12 (3d6+8), bite +16 (2d6+4 plus poison)

Ranged mwk bolas +23 (1d8+8)

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

Special Attacks web (+24 ranged, DC 25, 15 hp), web weaponry

Spell-Like Abilities (CL 15th; concentration +21)

Constant—*arcane sight*, *freedom of movement*, *tongues*

At will—*dispel magic*, *fabricate* (webs only)

3/day—*air walk*, *invisibility*, *major image* (DC 19)

1/day—*charm monster* (DC 20), *insanity* (DC 23), *mirage arcana* (DC 21), *veil* (DC 22)

STATISTICS

Str 26, **Dex** 29, **Con** 26, **Int** 21, **Wis** 17, **Cha** 22

Base Atk +15; **CMB** +25; **CMD** 44 (54 vs. trip)

Feats Combat Expertise, Combat Reflexes, Improved Initiative, Improved Trip, Iron Will, Point-Blank Shot, Precise Shot, Vital Strike

Skills Acrobatics +27 (+31 jump), Climb +34, Craft (traps) +20, Knowledge (any one) +20, Perception +21, Spellcraft +20, Use Magic Device +21

Languages Aklo; *tongues*

ECOLOGY

Environment any

Organization solitary, pair, or cult (3–6)

Treasure double

SPECIAL ABILITIES

Poison (Su) Bite—injury; ***save*** Fort DC 25; ***frequency*** 1/round for 6 rounds; ***effect*** 1d4 Con plus confusion for 1 round; ***cure*** 2 consecutive saves. A Leng spider's venom causes flesh to blister and rot away and the mind to experience vivid and horrific hallucinations—these visions cause the poisoned creature to react in an unpredictable manner, as if confused. The hallucination element of this poison is mind-affecting. The save DC is Constitution-based.

What You See

This immense spider scuttles along on thin legs, but its uneven number of limbs and its jerking movements mark its unnatural origins.

Web Weaponry (Ex) A Leng spider is talented at using its webs to construct masterwork weapons. This technique of weapon creation allows the spider to effectively create a flail or bolas by attaching a heavy object such as a rock or chunk of metal to a cord of webbing. The spider attaches one end of this webbing to a leg and can then wield the weighted cord as a masterwork flail or a masterwork bolas. It can only wield one such weapon at a time—it must use its other legs to walk. If a Leng spider drops or loses a web weapon, it can create a new one as a full-round action, provided it has access to heavy-weight objects of the correct size (such as loose rocks or skulls).

The spiders of Leng have long warred with that realm's more humanoid denizens, yet this does not make the spiders allies of sane life. These spiders see themselves as deserving of true positions of power, and the only creatures they suffer to live apart from their kin are their magically controlled slaves. Fortunately, the spiders have no intrinsic way to travel to the Material Plane, and must use portals or other methods to visit this world. Artistic trap builders, Leng spiders construct lairs of dangerous and haunting beauty made of webs and other materials found nearby.

A Leng spider's body is 18 feet long and weighs 6,000 pounds. Most leng spiders possess only 7 legs, but some possess 9, 11, or only 5—they never possess an even number.

Mi-Go

What You See

Walking along on spindly insectile legs, this creature spreads delicate wings as its segmented head looks around. Brightly hued eyes dim and shift in a repeating pattern.

MI-GO **CR 6**

XP 2,400

NE Medium plant

Init +5; **Senses** blindsight 30 ft., low-light vision; Perception +12

DEFENSE

AC 20, touch 16, flat-footed 14 (+5 Dex, +1 dodge, +4 natural)

hp 66 (7d8+35)

Fort +10, **Ref** +7, **Will** +4

DR 5/slashing; **Immune** cold, plant traits; **Resist** electricity 10, fire 10

OFFENSE

Speed 30 ft., fly 50 ft. (good)

Melee 4 claws +10 (1d4+3 plus grab)

Special Attacks evisceration, grab, sneak attack +2d6

STATISTICS

Str 16, **Dex** 20, **Con** 21, **Int** 25, **Wis** 14, **Cha** 15

Base Atk +5; **CMB** +8 (+12 grapple); **CMD** 24 (32 vs. trip)

Feats Combat Reflexes, Deceitful, Dodge, Weapon Finesse

Skills Bluff +18, Disable Device +12, Disguise +18, Fly +9, Heal +9, Knowledge (arcana, geography) +14, Perception +12, Spellcraft +14, Stealth +15; **Racial Modifiers** +4 Bluff, +4 Disguise

Languages Aklo, Common, Mi-Go

SQ deceptive, item creation, no breath, starflight

ECOLOGY

Environment any

Organization solitary, pair, scouting party (3–9), or invasion (9–16)

Treasure double

SPECIAL ABILITIES

Deceptive (Ex) A mi-go is a master of deception. It gains a +4 racial bonus on Bluff and Disguise checks. Bluff and Disguise are always class skills for a mi-go.

Evisceration (Ex) A mi-go's claws are capable of swiftly and painfully performing surgical operations upon helpless creatures or those it has grappled. When a mi-go makes a successful grapple check, in addition to any other effects caused by a successful grapple, it deals sneak attack damage to the victim. A creature that takes this damage must succeed at a DC 18 Fortitude save or take 1d4 points of ability damage from the invasive surgery (the type of ability damage dealt is chosen by the mi-go at the time the evisceration occurs). The save DC is Dexterity-based.

Item Creation (Ex) A mi-go possesses the ability to create strange items that blur the line between magic and technology, given time and resources. This ability allows a mi-go to ignore all of the Item Creation feat requirements and spellcasting requirements for creating a magic item; the resulting item is always mi-go technology. A mi-go can use the Heal skill to craft mi-go technology. When a mi-go uses this ability to craft an item, it must use a larger amount of strange ingredients and expendable resources—this effectively doubles the gp cost to create the item.

Starflight (Su) A mi-go can survive in the void of outer space. It flies through space at incredible speeds. Although exact travel times vary, a trip within a single solar system normally takes 3d20 months, while a trip beyond normally takes 3d20 years (or more, at the GM's discretion)—provided the mi-go knows the way to its destination.

Mi-go are both scientists and colonists—extraterrestrial travelers from deep space who view the universe as a canvas to be mastered and controlled. Their numbers on any particular planet can vary, but taken on a galactic scale, are mind-numbing in scope.

Although a mi-go's shape might suggest it is an arthropod, the creature is in fact a highly evolved form of extraterrestrial fungus. Mi-go communicate via a combination of clicking pincers and subtle shifts in the coloration of their bulbous heads.

A typical mi-go is roughly the size of a human, but weighs only 90 pounds.

Moon-Beast

MOON-BEAST **CR 11**

XP 12,800

CE Large aberration

Init +7; **Senses** blindsight 90 ft.; Perception +21

DEFENSE

AC 25, touch 13, flat-footed 21 (+3 Dex, +1 dodge, +12 natural, –1 size)

hp 133 (14d8+70)

Fort +9, **Ref** +9, **Will** +15

Defensive Abilities amorphous; **DR** 10/piercing or slashing; **Immune** cold, gaze attacks, illusions, poison; **Resist** electricity 30; **SR** 22

OFFENSE

Speed 50 ft., climb 20 ft.; *air walk*

Melee 2 claws +15 (1d6+6), 4 tentacles +11 (1d6+3)

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

Special Attacks rend (2 tentacles, 1d6+9 plus Wisdom drain)

Spell-Like Abilities (CL 11th; concentration +18)

Constant—*air walk*

At will—*detect thoughts* (DC 19)

3/day—*charm monster* (DC 21), *dispel magic*, *dominate person* (DC 22), *shadow conjuration* (DC 21), *shadow evocation* (DC 22), *veil* (DC 23)

1/day—*confusion* (DC 21), *major image* (DC 20), *mirage arcana* (DC 22), *plane shift* (self only)

STATISTICS

Str 22, **Dex** 17, **Con** 20, **Int** 19, **Wis** 18, **Cha** 25

Base Atk +10; **CMB** +17; **CMD** 31

Feats Combat Casting, Dodge, Improved Initiative, Iron Will, Lightning Reflexes, Mobility, Weapon Focus (tentacle)

Skills Climb +14, Diplomacy +14, Intimidate +24, Knowledge (arcana) +11, Knowledge (planes) +18, Perception +21, Sense Motive +18, Spellcraft +21, Stealth +24, Use Magic Device +21; **Racial Modifiers** +8 Stealth

Languages Aklo (cannot speak); telepathy 300 ft.

SQ compression, no breath

ECOLOGY

Environment any land

Organization solitary, pair, or cabal (3–5)

Treasure double

SPECIAL ABILITIES

Wisdom Drain (Su) A creature that takes rend damage from a moon-beast must succeed at a DC 22 Will save or take 1d4 points of Wisdom drain. A moon-beast heals 5 points of damage for each point of Wisdom it drains in this manner. If it drains a victim to 0 Wisdom, the moon-beast gains the effects of a *heal* spell. The save DC is Constitution-based.

What You See

Milky white, roughened skin covers the flesh of this creature that moves by walking awkwardly on its hind legs and its forearm knuckles. A featureless and eyeless bulbous head ends in pale blue and pink tentacles.

Moon-beasts have no voice or eyes, yet they "see" more than most and can project their thoughts into the very minds of those they wish to communicate with. These monstrosities hail not from any physical moon, but rather from the shared satellite of all slumbering minds in the Dimension of Dream beyond the wall of sleep. Here, the moon-beasts raise stone cities on the oily shores of night-black seas found upon the dark side of the dreaming moon, from which they launch long, dark galleys crewed by not-quite-human slaves that sail through the void of space down to the seas of the Dimension of Dream to seek new slaves and stranger, more sinister wares.

Moon-beasts are slavers, first and foremost. They use their spell-like abilities to curb rebellion or to quickly gain minions, but much prefer using physical and mental regimens of torment and reconditioning to break the spirit of their captives. They often work with the denizens of Leng, a metaphysically nearby dimension of nightmare and madness, although as often as not these planar neighbors serve the moon-beasts merely as slaves.

Worshipers of ageless entities from beyond the stars, moon-beasts are often compelled to travel to the Material Plane for strange and frightening causes, not the least of which is gathering suitable sacrifices for their mysterious and demanding lords.

A moon-beast is 9 feet long and weighs 800 pounds.

What You See

Clouds of fungal spores surround this creature, its flesh pock-marked with infestations of mushrooms. Despite its size, it moves easily through the air.

Mu Spore

MU SPORE **CR 21**

XP 409,600

CN Colossal plant

Init +3; **Senses** blindsight 240 ft., low-light vision; Perception +43

DEFENSE

AC 37, touch 1, flat-footed 37 (–1 Dex, +36 natural, –8 size)

hp 418 (31d8+279); fast healing 10

Fort +26, **Ref** +11, **Will** +19

Defensive Abilities grasping tendrils; **DR** 10/epic; **Immune** plant traits; **Resist** acid 30

OFFENSE

Speed 40 ft., fly 30 ft. (perfect)

Melee bite +32 (6d6+16/19–20 plus grab), 4 tentacles +27 (3d8+8/19–20 plus grab)

Space 30 ft.; **Reach** 30 ft. (60 ft. with tentacle)

Special Attacks spore cough, constrict (3d8+16), swallow whole (20d8 acid, AC 28, 41 hp)

STATISTICS

Str 42, **Dex** 9, **Con** 29, **Int** 18, **Wis** 28, **Cha** 29

Base Atk +23; **CMB** +47 (+51 grapple); **CMD** 56 (can't be tripped)

Feats Awesome Blow, Critical Focus, Greater Bull Rush, Greater Vital Strike, Improved Bull Rush, Improved Critical (bite), Improved Critical (tentacles), Improved Initiative, Improved Lightning Reflexes, Improved Vital Strike, Lightning Reflexes, Power Attack, Staggering Critical, Vital Strike, Weapon Focus (bite), Weapon Focus (tentacles)

Skills Fly +33, Knowledge (dungeoneering, geography, nature) +35, Perception +43, Sense Motive +40

Languages Aklo, Common, Terran, Undercommon

ECOLOGY

Environment any

Organization solitary or pair

Treasure standard

SPECIAL ABILITIES

Grasping Tendrils (Ex) Sticky, arm-length tendrils cover a mu spore. A mu spore can use these tendrils to attempt a grab as an immediate action when an adjacent creature hits it with a melee attack. As it is only using the tendrils (instead of conducting the grapple normally), it takes a –20 penalty to its CMB to make and maintain the grapple (+31 CMB with tendrils). The mu spore does not gain the grappled condition while grappling a creature with its tendrils.

Spore Cough (Su) Once every 1d4 rounds as a standard action, a mu spore can release a cloud of burrowing spores in a 100-foot cone. The burrowing spores deal 20d8 points of damage to all creatures and wooden structures in the area, or half damage to any creatures that make a DC 34 Reflex save. Plants and plant creatures are immune to this damage. The save DC is Constitution-based.

A mu spore is a thankfully rare plant of vast power and strange intellect. The smallest of mu spores (such as the one presented here) are never less than a hundred feet long from tentacle tip to tentacle tip, and weigh a minimum of 200,000 pounds. Yet despite their vast bulk, mu spores are capable of flying with an uncommon grace, venting jets of foul-smelling spores to guide their flight through the air.

Mu spores dwell in vast caverns, but sometimes drift up to the surface through immense pits or tunnels—they have no fear of sunlight, but prefer nocturnal habits. Mu spores are more than just ravenous eaters of nations—they possess uncommon intellects, and if peaceful contact can be made, their knowledge can be quite valuable. Even more valuable, to many debased alchemists, are the strange secretions and spores they emit, for these rare materials can be brewed into the strangest of drugs and elixirs.

Neh-Thalggu

NEH-THALGGU **CR 8**

XP 4,800

CE Large aberration

Init +7; **Senses** darkvision 60 ft.; Perception +17

DEFENSE

AC 21, touch 19, flat-footed 18 (+3 Dex, +2 natural, +7 insight, –1 size)

hp 105 (10d8+60)

Fort +9, **Ref** +6, **Will** +11

DR 10/magic; **Immune** confusion effects; **SR** 19

OFFENSE

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

Melee bite +13 (1d8+7 plus poison), 2 claws +13 (1d6+7)

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

Special Attacks rend (2 claws, 2d6+7)

Sorcerer Spells Known (CL 7th; concentration +17)

3rd (5/day)—*lightning bolt* (DC16), *hold person* (DC 16)

2nd (7/day)—*acid arrow*, *alter self*, *invisibility*

1st (7/day)—*grease* (DC 14), *magic missile*, *ray of enfeeblement* (DC 14), *shield*, *unseen servant*

0 (at will)—*acid splash*, *dancing lights*, *detect magic*, *mage hand*, *open/close*, *prestidigitation*, *read magic*

STATISTICS

Str 24, **Dex** 16, **Con** 23, **Int** 19, **Wis** 18, **Cha** 17

Base Atk +7; **CMB** +15; **CMD** 35 (cannot be tripped)

Feats Arcane Strike, Combat Reflexes, Extend Spell, Eschew Materials[B], Improved Initiative, Power Attack

Skills Fly +15, Knowledge (arcana, dungeoneering, and planes) +23, Perception +17, Sense Motive +17, Spellcraft +17, Stealth +12, Use Magic Device +16

Languages Abyssal, Aklo, Common, Draconic, Protean, Undercommon; telepathy (100 feet)

SQ brain collection, strange knowledge

ECOLOGY

Environment any

Organization solitary

Treasure double

SPECIAL ABILITIES

Brain Collection (Ex) A neh-thalggu can store up to seven humanoid brains and use them to enhance its knowledge and power. Each stored brain grants a neh-thalggu a cumulative +1 insight bonus to AC, concentration checks, and Knowledge checks. A neh-thalggu can extract a brain from a helpless opponent with a coup de grace attack, or as a standard action from a body that has been dead for no more than 1 minute. A neh-thalggu that has fewer than seven brains gains one negative level for each missing brain. These negative levels can never become permanent, but they can only be removed by replacing one of its collected brains. The stats presented here assume a monster with a full collection.

Poison (Ex) Bite—injury; *save* Fort DC 21; *frequency* 1/round for 6 rounds; *effect* 1d2 Strength damage and staggered for 1 round; *cure* 2 consecutive saves. The save DC is Constitution-based.

Spells A neh-thalggu casts spells as a 7th-level sorcerer. For each negative level it takes from missing brains, its caster level is reduced by 1. A neh-thalggu with no collected brains cannot cast any of its spells.

Strange Knowledge (Ex) All Knowledge skills are class skills for neh-thalggus.

What You See

Blisters of flesh along this creature's back hold brains of various sizes, and it moves about on spindly legs. Crushing pincers move with precision as it pushes flesh into its circular maw.

Known also as brain collectors, the alien neh-thalggus hail from distant worlds, traveling the gulfs of space on immense living ships that swiftly decay when they land upon a new world, leaving behind a deadly cargo of hungry monsters. Neh-thalggus are carnivores, but they do not digest humanoid brains they eat—rather, these brains lodge in one of several bulbous blisters on the creature's back and help to increase its intellect.

Some speculate that neh-thalggus encountered in this reality may merely be juveniles of their kind, perhaps exiled from their home worlds by greater kin until they can prove their worth on other worlds. Their brain collections may be a morbid form of currency in their home realm, or the thoughts in these brains may merely be fuel for a dark apotheosis into an even more sinister mature form.

Neothelid

What You See

Coils of pale flesh stained blue, purple, and colors unknown to mortal tongues twist and turn in mind-numbing size to shape this creature's body. Vibrating membranes along its body flex as its head shifts around.

NEOTHELID **CR 15**

XP 51,200

CE Gargantuan aberration

Init +2; **Senses** blindsight 100 ft., trace teleport 60 ft.; Perception +25

DEFENSE

AC 30, touch 4, flat-footed 30 (–2 Dex, +26 natural, –4 size)

hp 230 (20d8+140)

Fort +15, **Ref** +4, **Will** +16

DR 10/cold iron; **SR** 26

OFFENSE

Speed 30 ft., fly 60 ft. (good)

Melee 4 tongues +21 (3d6+10/19–20 plus grab)

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

Special Attacks breath weapon (50-ft. cone, 14d10 acid, Reflex DC 27 half, once every 1d4 rounds), mind thrust, psychic crush, swallow whole (2d6+10 plus 2d6 acid, AC 23, hp 23)

Spell-Like Abilities (CL 20th)

Constant—*fly*

At will—*detect thoughts* (DC 17), *charm monster* (DC 19), *clairaudience/clairvoyance*, *suggestion* (DC 18), *telekinesis* (DC 20), *teleport*, *poison* (DC 19)

3/day—quickened *suggestion* (DC 18)

STATISTICS

Str 30, **Dex** 7, **Con** 24, **Int** 16, **Wis** 15, **Cha** 21

Base Atk +15; **CMB** +29 (+33 grapple); **CMD** 37 (can't be tripped)

Feats Cleave, Great Cleave, Great Fortitude, Improved Bull Rush, Improved Critical (tongue), Improved Initiative, Improved Overrun, Iron Will, Power Attack, Quicken Spell-Like Ability (*suggestion*)

Skills Bluff +25, Climb +33, Diplomacy +25, Fly –4, Intimidate +28, Knowledge (arcana) +26, Perception +25, Spellcraft +26

Languages Aklo, Terran, Undercommon; telepathy 100 ft.

ECOLOGY

Environment any underground

Organization solitary, pair, or cult (3–5 plus 4–12 charmed slaves of various races)

Treasure standard

SPECIAL ABILITIES

Mind Thrust (Su) As a standard action up to three times a day, a neothelid can deliver a massive blast of mental energy at any one target within 60 feet, inflicting 15d10 points of damage. A successful DC 25 Will save negates the effect. This effect can only harm creatures with Intelligence scores. This is a mind-affecting effect. The save DC is Charisma-based.

Psychic Crush (Su) As a standard action up to three times a day, a neothelid can attempt to crush the mind of a single creature within 60 feet. The target must make a DC 25 Will save or collapse, becoming unconscious and dying at –1 hit points. If the target succeeds on the save, it takes 6d6 points of damage and is sickened for 1 round. This is a mind-affecting effect. The save DC is Charisma-based.

Trace Teleport (Ex) A neothelid telepathically and reflexively learns the mental coordinates of the destination, of all creatures that teleport within 60 feet of it, gaining an awareness of the location equivalent to "seen casually." This knowledge fades and is lost after 1 minute. This power does not grant any environmental information about the conditions of the destination.

Dwelling only in the deepest reaches of the underworld, the immense neothelids once ruled empires in the depths, yet their numbers have been vastly reduced as other races have proven swifter to breed and adapt. Today, the neothelid is a legend, the subject of tales of horror among those few to have experienced the creature's wrath in person and lived to tell about it.

Neothelids are served by all manner of strange worm-like creatures, minions they use to observe and wage war against their enemies. The neothelids themselves were spawned by even more horrific entities, ageless horrors from strange dimensions beyond the edge of known reality—the neothelids see themselves as the chosen agents of these malevolent forces, working to ready the world for their return.

Nightgaunt

NIGHTGAUNT **CR 4**

XP 1,200

CN Medium monstrous humanoid (extraplanar)

Init +6; **Senses** all-around vision, blindsight 60 ft., darkvision 60 ft.; Perception +6

DEFENSE

AC 18, touch 13, flat-footed 15 (+2 Dex, +1 dodge, +5 natural)

hp 37 (5d10+10)

Fort +3, **Ref** +8, **Will** +6

Defensive Abilities faceless; **Immune** cold, gaze attacks, inhaled poison, scent-based attacks

OFFENSE

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

Melee 2 claws +9 (1d6+4 plus grab)

Special Attacks clutches, tickle

STATISTICS

Str 18, **Dex** 15, **Con** 14, **Int** 5, **Wis** 14, **Cha** 11

Base Atk +5; **CMB** +9 (+17 grapple); **CMD** 22

Feats Dodge, Improved Initiative, Lightning Reflexes

Skills Fly +7, Perception +6, Stealth +11; **Racial Modifiers** +4 Stealth

Languages Aklo (can't speak)

SQ no breath

ECOLOGY

Environment any mountains (Dimension of Dreams)

Organization single, pair, flight (3–12), or colony

Treasure none

SPECIAL ABILITIES

Clutches (Ex) A nightgaunt has a +4 racial bonus on grapple combat maneuver checks. If a nightgaunt uses its fly speed to move itself and a grappled target, it can fly at full speed.

Faceless (Ex) A nightgaunt has no face, but can still see in all directions as if its entire body were an eye. It is immune to gaze attacks, but not to illusions that rely upon vision to function. It has no need to breathe, and is immune to all inhaled and scent-based effects.

Tickle (Ex) As a swift action, a nightgaunt can use its tail to tickle a grappled or helpless foe with horrible efficiency. The target must succeed at a DC 14 Fortitude save or be nauseated for 1 round. The save DC is Dexterity-based.

Nightgaunts haunt the deepest and darkest chasms of dreams. They lurk in the shadows that loom at the edges of sane slumber, but are ready at any moment to snatch a blithe dreamer away, carrying it off into realms of endless nightmare and tickling it terribly all the way. They appear as stooped, emaciated humanoids, yet possess a remarkable strength in their sinewy limbs. With inky black skin, batlike wings, a long spiny tail, and demonic horns protruding from its skull, a nightgaunt is a fearsome foe—yet the lack of any facial features is what makes it truly nightmarish.

What You See

Eyeless and skeletal, this horned creature crouches, ready to strike, its wide wings tucked against its body. A thin tail twists around its body, twitching in anticipation.

A typical nightgaunt would stand 7 feet tall if fully upright, and weighs 175 pounds.

Nightgaunts feed on emotions, preferring despair, horror, and nervous laughter. They enjoy carrying their prey high over the mountains, tickling their prey to create a mix of emotions, and finally dropping their victims in remote areas where other monsters can stalk and kill them. Some creatures pay nightgaunts to serve as guardians or carry them from place to place, though the nightgaunts are prone to turn on their employers at the smallest slight.

Most nightgaunts have little interest in anything other than sating their hunger on sleepers, and gather in colonies to entertain each other by sharing emotion-memories through strange caresses. They sometimes war with the other creatures found in their desolate realms.

Roper

What You See

A pale, milky eye splits the rock-covered exterior of this conical creature. Chitinous plates on the body split as fluid-filled ropey tendrils stretch to their full length.

ROPER **CR 12**

XP 19,200

CE Large aberration

Init +5; **Senses** darkvision 60 ft., low-light vision; Perception +24

DEFENSE

AC 27, touch 10, flat-footed 26 (+1 Dex, +17 natural, –1 size)

hp 162 (12d8+108)

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

Immune electricity; **Resist** cold 10; **SR** 27

Weaknesses vulnerability to fire

OFFENSE

Speed 10 ft.

Melee bite +20 (4d8+18/19–20)

Ranged 6 strands +10 touch (1d6 Strength)

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

Special Attacks pull (strand, 5 feet), strands

STATISTICS

Str 34, **Dex** 13, **Con** 29, **Int** 13, **Wis** 16, **Cha** 12

Base Atk +9; **CMB** +22; **CMD** 33 (can't be tripped)

Feats Improved Critical (bite), Improved Initiative, Iron Will, Skill Focus (Perception, Stealth), Weapon Focus (strand)

Skills Climb +27, Knowledge (dungeoneering) +16, Knowledge (religion) +13, Perception +24, Stealth +18 (+26 in stony or icy areas); **Racial Modifiers** +8 Stealth in stony or icy areas

Languages Aklo, Undercommon

ECOLOGY

Environment any underground

Organization solitary, pair, or cluster (3–6)

Treasure standard

SPECIAL ABILITIES

Strands (Ex) A roper can extend up to six thin, sticky strands from its body at a time, launching them to a maximum range of 50 feet. A roper's attacks with its strands resolve as ranged touch attacks. These strands are quite strong, but can be severed by any amount of slashing damage (a strand is AC 20). A creature struck by a strand is numbed and weakened by the strange material, and must make a DC 25 Fortitude save or take 1d6 points of Strength damage. The save DC is Constitution-based.

The roper is an ambush hunter. Capable of altering the coloration and shape of its body, a roper in hiding looks remarkably like a stalagmite of stone or ice (or in low-ceilinged chambers, a stony or icy pillar). In areas without such features to hide among, a roper can compress its body into a much more squat, boulder-like shape. The strands it extrudes are not flesh but a thick, semiliquid material similar to partially melted wax but with the strength of an iron chain and the ability to numb flesh and sap strength. The roper can manipulate these strands with great finesse, and can fling them as far as 50 feet to snatch objects that attract its attention.

Although alien and monstrous in shape, the roper is in fact one of the most intelligent denizens of the deep caverns of the world. They do not form large societies (although ropers can be found living among some deep-dwelling denizens like the intellect devourers or neothelids, with whom they have been known to sometimes ally), but often congregate in small clusters. Particularly interested in the philosophy of life and death and the finer points of the more cruel and sinister religions of the world, a roper can talk or argue for hours with those it initially sought merely to eat. Stories speak of particularly skilled debaters and philosophers who have been kept for days or even years as pets or conversational companions by roper clusters, but in the end, if such pets don't eventually escape, a roper's appetite always wins out over its intellectual curiosity—especially in cases where pets are constantly outmaneuvering their keeper's wits and patience.

A roper is 9 feet tall and weighs 2,200 pounds.

Sagari

SAGARI **CR 1/2**

XP 200
NE Tiny aberration
Init +2; **Senses** darkvision 60 ft.; Perception +4

DEFENSE
AC 14, touch 14, flat-footed 12 (+2 Dex, +2 size)
hp 7 (1d8+3)
Fort +3, **Ref** +4, **Will** +2

OFFENSE
Speed 10 ft., fly 30 ft. (perfect)
Melee bite +1 (1d4–1), tentacle +1 (1d4–1)
Space 2-1/2 ft.; **Reach** 2-1/2 ft.
Special Attacks baleful whinny, lashing strike

STATISTICS
Str 8, **Dex** 15, **Con** 17, **Int** 6, **Wis** 11, **Cha** 14
Base Atk +0; **CMB** +0; **CMD** 9 (can't be tripped)
Feats Lightning Reflexes
Skills Fly +14, Perception +4, Stealth +14
Languages Aklo
SQ flight

ECOLOGY
Environment any forests
Organization solitary, pair, herd (3–8), or harras (9–16)
Treasure none

SPECIAL ABILITIES
Baleful Whinny (Su) As a standard action, a sagari can emit a monstrous whinny. Any creature within 60 feet must succeed at a DC 12 Will save or become sickened for 1d4 rounds by the hideous sound. This is a sonic, mind-affecting effect. Whether or not the save is successful, the affected creature is immune to the same sagari's baleful whinny for 24 hours. The save DC is Charisma-based.
Flight (Su) A sagari's flight is supernatural in nature.
Lashing Strike (Ex) Although a sagari is Tiny, it does not provoke attacks of opportunity when it makes melee attacks. In addition, its tentacle attack is a primary attack.

Sagaris haunt forest trails, hanging upside-down from tree branches by the grotesque tentacles that make up their necks. Unexpectedly intelligent, these cruel aberrations swoop down from their perches to attack unsuspecting travelers wandering through the forests. Their piercing whinny causes sickness within those who hear it, the sound waves reverberating within the victims' chests and causing them to feel unwell. Groups of sagaris are particularly dangerous, filling the air with their terrifying neighs and diving upon utterly helpless, nauseated victims in a rush.

What You See

The resemblance to a horse's head ends when this creature opens its mouth. Sharpened fangs, bits of rotting flesh stuck between them, flex as the head lets out an unnerving whinny.

The tentacle of a sagari is not strong enough to grab or strangle enemies, but serves the creature well as an additional attack to augment its bite. Sagaris are strictly carnivorous, and while they resort to feeding on carrion if necessary, they greatly prefer fresh meat. When a sagari makes its way into a settlement either to wreak havoc or by accident, it can be found hanging from the rafters of a barn or some other structure with a tall ceiling. Stabled livestock are ideal prey for sagaris, who can swiftly kill and devour the flesh of a trapped animal in minutes. A sagari will not attack a creature that it suspects is much stronger, though it will sometimes assault groups of creatures, hoping to sicken enough of its foes to distract them while it attacks the weakest individual.

Sagaris are thought to have originally come from the vast caverns beneath the world's surface. While sagaris can speak, they rarely do so with those they deem prey, seeing little point in communicating with food. Despite their relative intelligence, sagaris rarely form societies of any nature, at most traveling in roving packs in search of larger prey to take down as a group.

A sagari is 3 feet long from mouth to tentacle and weighs 30 pounds.

Serpentfolk

What You See

Upright and covered in scales, this creature's snake-like head flicks a forked tongue in and out of its mouth.



SERPENTFOLK **CR 4**

XP 1,200

NE Medium monstrous humanoid

Init +9; **Senses** darkvision 60 ft., scent; Perception +10

DEFENSE

AC 18, touch 15, flat-footed 13 (+5 Dex, +3 natural)

hp 42 (5d10+15)

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

Immune mind-affecting effects, paralysis, poison; **SR** 15

OFFENSE

Speed 30 ft.

Melee mwk dagger +11 (1d4–1/19–20), bite +5 (1d6–1 plus poison)

Spell-Like Abilities (CL 4th; concentration +7)

At will—*disguise self* (humanoid form only, DC 14), *ventriloquism*

1/day—*blur*, *mirror image*, *suggestion* (DC 16)

STATISTICS

Str 8, **Dex** 21, **Con** 17, **Int** 18, **Wis** 15, **Cha** 16

Base Atk +5; **CMB** +4; **CMD** 19

Feats Great Fortitude, Improved Initiative, Weapon Finesse

Skills Acrobatics +10, Disguise +8, Escape Artist +18, Knowledge (arcana) +9, Perception +10, Sense Motive +7, Spellcraft +9, Use Magic Device +12; **Racial Modifiers** +4 Use Magic Device, +8 Escape Artist

Languages Aklo, Common, Draconic, Undercommon; telepathy 100 ft.

ECOLOGY

Environment any land (usually jungles or underground)

Organization solitary, pair, or cult (3–12)

Treasure NPC gear (mwk dagger, other treasure)

SPECIAL ABILITIES

Poison (Ex) Bite—injury; ***save*** Fort DC 15; ***frequency*** 1/round for 6 rounds; ***effect*** 1d2 Str; ***cure*** 2 saves. The save DC is Constitution-based.

To the serpentfolk, the pursuit of knowledge and magic is the highest goal. Their legends speak of how humanity rose to power only through the theft of serpent magic, a legend that may form the basis of the hatred toward humanity most serpentfolk harbor. They view themselves as the undisputed masters of magic, be it arcane or divine. Yet despite this, the majority of serpentfolk today are degenerates who have devolved to the point of primeval savagery and have lost much of their magical legacy—more civilized serpentfolk generally regard these degenerates with shame and disdain.

Serpentfolk are 6 feet tall and weigh 120 pounds. All serpentfolk are quite long-lived, and generally live to the age of 500.

Seugathi

SEUGATHI **CR 6**

XP 2,400

CE Large aberration

Init +9; **Senses** darkvision 120 ft., *detect thoughts*, tremorsense 30 ft.; Perception +15

Aura madness (30 ft.)

DEFENSE

AC 19, touch 14, flat-footed 14 (+4 armor, +5 Dex, +1 natural, –1 size)

hp 67 (9d8+27); fast healing 5

Fort +6, **Ref** +8, **Will** +9

DR 10/slashing or piercing; **Immune** mind-affecting effects, poison; **SR** 17

OFFENSE

Speed 30 ft.

Melee mwk short sword +11/+6 (1d8+3/19–20), bite +5 (1d8+1 plus poison)

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

Special Attacks confusion command

Spell-Like Abilities (CL 6th; concentration +10)

Constant—*mage armor*

At will—*detect thoughts* (DC 16), *levitate*

3/day—*confusion* (DC 18), *dispel magic*, *suggestion* (DC 17)

1/day—*mind fog* (DC 19), *phantasmal killer* (DC 18)

STATISTICS

Str 16, **Dex** 20, **Con** 17, **Int** 14, **Wis** 17, **Cha** 19

Base Atk +6; **CMB** +10; **CMD** 25 (can't be tripped)

Feats Ability Focus (aura of madness), Combat Casting, Combat Reflexes, Improved Initiative, Weapon Finesse

Skills Escape Artist +17, Knowledge (religion) +14, Perception +15, Sense Motive +12, Stealth +13, Use Magic Device +16

Languages Aklo, Undercommon; telepathy 100 ft.

SQ item use

ECOLOGY

Environment any underground

Organization single, pair, or expedition (3–8)

Treasure double (mwk short sword, *wand of magic missile* [CL 5th, 1d20+30 charges])

SPECIAL ABILITIES

Aura of Madness (Su) Any sane being within 30 feet of a conscious seugathi must make a DC 20 Will save each round or become confused for 1 round. A creature that fails 5 saves in a row becomes permanently insane, as per the *insanity* spell. A seugathi can suppress or activate this aura as a free action. This is a mind-affecting effect. The save DC is Charisma-based.

Confusion Command (Su) As an immediate action, a seugathi can issue a telepathic command to a confused creature within 30 feet. This allows the seugathi to pick a result from the confusion behavior table, rather than the confused creature rolling randomly for its actions that round.

Item Use (Ex) A seugathi can utilize spell trigger devices as if it were a spellcaster of the appropriate class. As a free action by touch, it can identify all spell trigger properties an item has. Use Magic Device is a class skill for seugathis.

Poison (Ex) Bite—injury; ***save*** Fort DC 17; ***frequency*** 1/round for 6 rounds; ***effect*** 1d2 Wis and deafness; ***cure*** 2 consecutive saves. Deafness persists as long as the ability damage caused by the poison lasts. The save DC is Constitution-based.

What You See

A ring of eyes surrounds the triple-beaked mouth of this multi-legged creature, its flesh peeling away as it moves in to strike.

Seugathi are spawned by the hundreds by a single neothelid that has performed rituals to impregnate itself. As part of the strange process of being spawned in such rituals, the seugathi assimilates an extensive list of missions from its parent—once the seugathi completes these missions, it perishes. No single seugathi knows the purpose of these commands, but they trust that their neothelid masters have a reason for sending them on these diverse and usually cruel missions. A seugathi is 14 feet long and weighs 650 pounds.

Shantak

What You See

Coated in tiny and tightly-packed scales, this creature stalks around on thin, bird-like legs, stretching out its wings and tail to balance itself.

SHANTAK **CR 8**

XP 4,800

CE Huge magical beast

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

DEFENSE

AC 21, touch 11, flat-footed 18 (+3 Dex, +10 natural, –2 size)

hp 104 (11d10+44)

Fort +11, **Ref** +10, **Will** +6

Defensive Abilities slippery; **Immune** cold, disease

OFFENSE

Speed 20 ft., fly 80 ft. (average)

Melee bite +17 (2d6+8) 2 talons +17 (1d8+8 plus grab)

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

STATISTICS

Str 26, **Dex** 17, **Con** 19, **Int** 8, **Wis** 17, **Cha** 10

Base Atk +11; **CMB** +21 (+25 grapple); **CMD** 34 (42 vs. grapple)

Feats Awesome Blow, Flyby Attack, Hover, Improved Bull Rush, Power Attack, Wingover

Skills Escape Artist +11, Fly +13;
Racial Modifiers +8 Escape Artist

Languages Aklo

SQ no breath, share defenses, starflight

ECOLOGY

Environment cold mountains

Organization solitary, pair, or flock (3–12)

Treasure none

SPECIAL ABILITIES

Share Defenses (Su) As a free action, a shantak can extend its no breath ability and cold immunity to a single creature touching it. It can withdraw this protection as a free action.

Slippery (Ex) A shantak's scales seep slippery slime. This grants the creature a +8 bonus on all Escape Artist checks and to its CMD against grapples, and imparts a –5 penalty on all Ride checks made by creatures attempting to ride a shantak.

Starflight (Su) A shantak can survive in the void of outer space. It flies through space at an incredible speed. Although exact travel times vary, a trip within a single solar system should take 3d20 hours, while a trip beyond should take 3d20 days (or more, at the GM's discretion)—provided the shantak knows the way to its destination.

Shantaks speak in a shrill voice that sounds like glass grinding against stone. They are intelligent creatures and cannot be trained as mounts—a would-be shantak rider must use diplomacy or magic to secure a shantak's cooperation as a mount, and even then, shantaks have a tendency to deliberately strand riders in dangerous areas.

Many shantaks have a strange and irrational fear of certain creatures, such as the faceless nightgaunts said to dwell in certain remote mountains, or specific types of harpies or gargoyles in more civilized regions. A shantak avoids confrontations with these types of creatures if possible.

A shantak's ability to travel the gulfs of space ensures that these scaly, bird-like creatures can be found on numerous worlds. Yet despite this unique ability, shantaks are generally quite reluctant to seek out new worlds unless faced with no other option, for a shantak knows well that an attempt to fly to an unknown world could easily result in being lost forever in the gulfs of space.

"It was hard work ascending,

for the Shantak-bird has scales

instead of feathers, and those

scales are very slippery."

—H.P. Lovecraft,

Dream-Quest Of Unknown Kadath

Shoggoth

SHOGGOTH **CR 19**

XP 204,800

CN Huge ooze (aquatic)

Init +11; **Senses** all-around vision, darkvision 120 ft., low-light vision, scent, tremorsense 60 ft.; Perception +33

DEFENSE

AC 33, touch 15, flat-footed 26 (+7 Dex, +18 natural, –2 size)

hp 333 (23d8+230); fast healing 10

Fort +19, **Ref** +14, **Will** +15

DR 10/—; **Immune** blindness, charm effects, cold, deafness, ooze traits, sonic; **Resist** acid 20, electricity 20, fire 20; **SR** 30

OFFENSE

Speed 50 ft., climb 30 ft., swim 50 ft.

Melee 4 slams +30 (3d6+15/19–20 plus grab)

Space 15 ft.; **Reach** 30 ft.

Special Attacks constrict (3d6+15), maddening cacophony, engulf (4d6+22 bludgeoning damage plus 8d6 acid damage, AC 19, hp 33), trample (4d8+15, DC 36)

STATISTICS

Str 40, **Dex** 24, **Con** 31, **Int** 5, **Wis** 22, **Cha** 13

Base Atk +17; **CMB** +34 (+39 grapple); **CMD** 51 (cannot be tripped)

Feats Blind-Fight, Cleave, Combat Reflexes, Critical Focus, Great Cleave, Great Fortitude, Improved Critical (slam), Improved Initiative, Improved Sunder, Iron Will, Power Attack, Staggering Critical

Skills Climb +23, Perception +33, Swim +23; **Racial Modifiers** +4 Perception

Languages Aklo

SQ amphibious

ECOLOGY

Environment cold aquatic or underground

Organization solitary or tide (2–6)

Treasure standard

SPECIAL ABILITIES

All-Around Vision (Ex) A shoggoth's many sense organs grant a +4 racial bonus on Perception and immunity to flanking.

Maddening Cacophony (Su) As a free action, a shoggoth can give voice to sounds and words sane life was not meant to hear. All creatures in a 60-foot radius must make a DC 22 Will save or be confused for 1d6 rounds. Each round a creature is affected it takes 1d6 points of Wisdom damage. A creature that saves cannot be affected by this shoggoth's maddening cacophony for 24 hours. This is a sonic mind-affecting effect. The save DC is Charisma-based.

Engulf (Ex) To use this ability, the shoggoth must begin its turn grappling a creature or must trample. A shoggoth may attempt to engulf as many creatures as it grapples or tramples in a round. This ability otherwise functions as swallow whole, save that a creature that cut its way out of a shoggoth leaves no hole in the protoplasmic creature's body.

What You See

A sussurus of voices in every pitch emanates from this tar-hued creature. A multitude of bioluminescent eyes illuminate fang-toothed maws that twitch and quiver as it chatters mindlessly.

Although even lunatics and doom-saying prophets desperately claim the monstrous shoggoth is nothing more than a drug-induced vision or thankfully unreal nightmare, the truth is altogether more dire. The shoggoths exist, although they keep to the deepest of ocean trenches or the most remote of forgotten caverns and ruins, emerging only rarely to spread madness and destruction in their slime-caked wakes.

The first shoggoths were created in eons past, long before the first gods turned their attentions to the Material Plane. Some hold that the aboleths engineered them, while certain strange texts hint of a race even older that engineered the first shoggoths as slaves. Eventually, these dread beasts developed enough intelligence to rebel against their creators, and now they lurk, patient but potent, in the lightless deep.

What You See

Long-armed and double-jointed legs give this bald humanoid an uneven appearance and gait. Glowing eyes illuminate its jaw as it splits open, revealing an abnormally long tongue.

WRATHSPAWN **CR 2**

XP 600

NE Medium aberration

Init +5; **Senses** darkvision 60 ft., sin-scent; Perception +7

DEFENSE

AC 14, touch 12, flat-footed 12 (+1 Dex, +1 dodge, +2 natural)

hp 19 (3d8+6)

Fort +3, **Ref** +2, **Will** +4

Immune mind-affecting effects; **SR** 13

OFFENSE

Speed 40 ft.

Melee ranseur +3 (2d4+1/x3), bite –2 (1d6 plus sinful bite) or bite +3 (1d6+1 plus sinful bite), 2 claws +3 (1d4+1)

STATISTICS

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

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

Feats Dodge, Improved Initiative

Skills Intimidate +7, Perception +7, Stealth +7, Survival +7

Languages Aklo

SQ martial proficiency

ECOLOGY

Environment any ruins

Organization solitary, pair, or cult (3–8)

Treasure standard (ranseur, other treasure)

SPECIAL ABILITIES

Martial Proficiency (Ex) Sinspawn are proficient in all simple and martial weapons, armor, and shields (except tower shields).

Sin-Scent (Su) Sinspawn have scent against creatures whose nature reflects the sinspawn's sin. For example, wrathful sinspawn can scent creatures using rage effects. The GM should adjudicate what creatures a particular sinspawn can scent.

Sinful Bite (Su) A creature bitten by a sinspawn is overwhelmed with sinful thoughts (DC 12 Will save negates). These emotions are so powerful that the target becomes sickened for 1d6 minutes. An affected target that is bitten a second time is staggered for 1 round if it fails its saving throw. *Calm emotions*, *remove curse*, or *break enchantment* negates the effects of sinful bite. The save DC is Charisma-based. This is a mind-affecting effect.

Sinspawn

Sinspawn are corrupted products of magic used by spellcasters in a past era as shock troops for their armies. Literally the embodiment of a sin made flesh, they are sentient abominations of distilled ectoplasm imprinted with the soul-image of slain creatures that possessed an abundance of a particular sin.

Seven Types of Sinspawn

The above stats represent a wrathspawn, the most common type of this creature. Each type possesses unique ability modifiers, which are listed after their name.

Envyspawn (+2 Str, –2 Cha): Short and thin, envyspawn often become rangers.

Gluttonspawn (+2 Con, –2 Dex): Obese yet hardy and strong, gluttonspawn often become fighters.

Greedspawn (+2 Dex, –2 Wis): Towering over 7 feet in height, greedspawn have gold-tinged veins and often become rogues.

Lustspawn (+4 Cha, –2 Con, –2 Wis): With perfectly formed bodies sitting in grotesque counterpoint to their monstrous faces and claws, lustspawn often become sorcerers.

Pridespawn (+4 Int, –2 Wis, –2 Cha): Unique among sinspawn for their long manes of hair, pridespawn are near-skeletal in their gauntness. They often become wizards.

Slothspawn (+2 Wis, –2 Dex): Thick rolls of excess skin drape a slothspawn's hunched frame. They often become clerics.

Wrathspawn: These sinspawn use the statistics given above. They often become barbarians.

Snallygaster

SNALLYGASTER **CR 3**

XP 800

CE Medium aberration

Init +2; **Senses** darkvision 60 ft., scent; Perception +7

DEFENSE

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

hp 30 (4d8+12)

Fort +4, **Ref** +3, **Will** +6

OFFENSE

Speed 20 ft., fly 60 ft. (good)

Melee bite +6 (1d8+3/×3 plus bleed), 2 claws +6 (1d4+3), sucking tentacles +1 (1d4+1 plus grab)

Special Attacks aerial charge, bleed (1d6), sucking tentacles

STATISTICS

Str 17, **Dex** 15, **Con** 16, **Int** 5, **Wis** 14, **Cha** 9

Base Atk +3; **CMB** +6 (+10 grapple); **CMD** 18 (22 vs. trip)

Feats Flyby Attack, Skill Focus (Stealth)

Skills Fly +10, Perception +7, Stealth +9 (+13 in forests); **Racial Modifiers** +4 Stealth in forests

Languages Aklo (can't speak)

ECOLOGY

Environment temperate forests or mountains

Organization solitary or pair

Treasure none

SPECIAL ABILITIES

Aerial Charge (Ex) When a snallygaster charges downward at an angle of 45 degrees or more, its bite attack deals double damage (or triple damage on a critical hit). Bleed damage is not multiplied for this attack.

Sucking Tentacles (Ex) A snallygaster uses its retractable tentacles to suck blood from its victim's bleeding wounds. If a target has a bleed effect and the snallygaster grabs it with tentacles or maintains a grapple against it, the target takes double the normal bleed damage at the beginning of its next turn. When the snallygaster is using its tentacles, it cannot make bite attacks.

The snallygaster is a hideous amalgamation of lizard and bird that preys on unwary travelers. Its claws and beak have an almost metallic sheen to them, hinting at their sharpness and strength. Black stripes run the length of its scaly blue hide all the way to the tip of its long, sinuous tail. The snallygaster's serpentine neck terminates at a small, birdlike head with a single eye set in the center of the forehead. In place of a tongue, its long throat contains a slobbering mass of tentacles that twist and squirm grotesquely whenever the creature extends them.

What You See

A beak full of teeth emits a croaking noise as this single-eyed, bare-skinned creature surverys the world around it. Grasping claws clutch its perch, and it flaps thin-skinned wings to cool itself.

A typical snallygaster measures 9 feet from the tip of its tail to the point of its beak, with a wingspan of 15 feet and a weight of approximately 200 pounds.

The snallygaster is an ambush predator, attacking its prey from above. Once it spots a potential victim, it dives toward its unsuspecting foe, using the fall to build up momentum. Once its foe lies dead or unconscious, the snallygaster uses its tonguelike tentacles to slurp up the victim's blood. The only thing a snallygaster craves more than blood is alcohol, and it spends much of each autumn scouring its territory for fermenting fruit, on which it gorges itself until thoroughly inebriated. Intoxicated snallygasters are extremely aggressive.

Snallygasters prefer to nest in wooded, mountainous regions. They are primarily active during the day, which they spend searching for food or scaring off rivals. Whether or not a female snallygaster finds a mate, it lays one to two eggs per year.

What You See

An array of tendrils and antennae decorate the head of this multi-legged segmented creature. Numerous compound eyes glitter among the tendrils surrounding its head.

Somalcygot

SOMALCYGOT **CR 12**

XP 19,200

NE Large aberration

Init +7; **Senses** darkvision 60 ft., tremorsense 60 ft.; Perception +26

DEFENSE

AC 27, touch 13, flat-footed 23 (+3 Dex, +1 Dodge, +14 natural, -1 size)

hp 189 (14d8+126)

Fort +15, **Ref** +11, **Will** +14

Defensive Abilities resistant evolution; **DR** 10/slashing; **Immune** acid, cold

Weaknesses vulnerable to sonic

OFFENSE

Speed 40 ft., burrow 20 ft.

Melee bite +21 (2d6+12 plus 4d6 acid), 4 tentacles +19 (1d8+6 plus grab)

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

Special Attacks acid spray, constrict (1d8+6)

STATISTICS

Str 34, **Dex** 17, **Con** 28, **Int** 12, **Wis** 17, **Cha** 11

Base Atk +10; **CMB** +23 (+27 grapple); **CMD** 37 (can't be tripped)

Feats Cleave, Dodge, Improved Initiative, Lightning Reflexes, Multiattack, Power Attack, Skill Focus (Perception)

Skills Acrobatics +20 (+24 when jumping), Climb +29, Intimidate +17, Perception +26, Stealth +16

Languages Aklo; telepathy 60 ft.

SQ no breath

ECOLOGY

Environment any (terrestrial vacuum)

Organization solitary, pairs, or clutch (3-6)

Treasure none

SPECIAL ABILITIES

Acid Spray (Ex) Every 1d4 rounds, a somalcygot can spit a 60-foot line of acid that deals 10d6 points of acid damage. The acid continues to burn, causing each affected creature to take an additional 5d6 points of acid damage on the following round. A successful DC 26 Reflex save halves the initial damage and negates the ongoing damage. The save DC is Constitution-based.

Resistant Evolution (Su) Somalcygots have evolved in the harsh, unforgiving vacuum of space and developed fortified resistances to the myriad threats found in their environment, granting them a +2 resistance bonus on all saving throws.

Somalcygots are incredibly territorial; each claims roughly a mile-radius patch of desolate surface on a moon, asteroid, or similar airless terrestrial environment as its chosen hunting ground, and enters another's territory only to mate. Somalcygots can digest nearly any organic matter, but because they usually live on barren terrain, they often go for long intervals without a meal. In order to preserve energy between meals, a somalcygot enters a trancelike hibernation during which it burrows in circles beneath the surface of its territory with unthinking repetition. When it detects another creature nearby, the somalcygot awakens and enters a frenzy to capitalize on the rare meal, fighting relentlessly until the prey either dies or escapes. Only rarely do somalcygots pursue prey beyond the boundaries of their claimed hunting grounds, a tendency that serves both to preserve the creature's energy and to avoid needless conflict with other somalcygots that claim neighboring regions.

A typical adult somalcygot is 16 feet long and weighs 1,500 pounds.

Spawn of Yog-Sothoth

SPAWN OF YOG-SOTHOTH **CR 10**

XP 9,600

CE Large aberration (extraplanar)

Init +6; **Senses** blindsight 30 ft., darkvision 60 ft.; Perception +20

Aura stench (30 ft., DC 22, 10 rounds)

DEFENSE

AC 24, touch 11, flat-footed 22 (+2 Dex, +13 natural, –1 size)

hp 133 (14d8+70)

Fort +9, **Ref** +8, **Will** +12

Defensive Abilities tenuous natural invisibility; **DR** 10/magic; **Immune** cold, fire; **Resist** sonic 10; **SR** 21

OFFENSE

Speed 30 ft., climb 30 ft.

Melee bite +17 (1d8+8/19–20/×3), 4 tentacles +16 (1d6+4 plus grab)

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

Special Attacks blood drain (1d4 Con), devastation

STATISTICS

Str 26, **Dex** 15, **Con** 21, **Int** 17, **Wis** 17, **Cha** 20

Base Atk +10; **CMB** +19; **CMD** 30 (38 vs. trip)

Feats Combat Reflexes, Improved Critical (bite), Improved Initiative, Lightning Reflexes, Multiattack, Vital Strike, Weapon Focus (tentacle)

Skills Climb +33, Escape Artist +19, Intimidate +22, Knowledge (arcana) +20, Perception +20, Spellcraft +20, Stealth +15

Languages Aklo

ECOLOGY

Environment temperate hills

Organization solitary

Treasure standard

SPECIAL ABILITIES

Devastation (Ex) As a full-round action, the spawn can assault a structure, dealing 4d6+16 points of damage to the structure in that round.

Tenuous Natural Invisibility (Ex) This functions like natural invisibility, except it is subject to *invisibility purge* and effects that outline invisible creatures (such as *glitterdust* and *faerie fire*). It cannot be dispelled.

The spawn of Yog-Sothoth are begotten upon the world as the results of vile rituals in which cultists call down the essence of Yog-Sothoth, an Outer God from beyond the stars to impregnate a humanoid creature. The Outer God is not of this dimension or world; only by incorporating flesh and bone of a mortal can its spawn exist. Upon death, a spawn's flesh rapidly melts until nothing remains but a crusty stain. Although the spawn of Yog-Sothoth are naturally invisible, they exude a hideous, unforgettable stench that alerts others to their presence.

What You See

Underneath this humanoid's ragged robes, malformed shapes inherited by unearthly creatures flex and stretch outward. A putrid stench of rotting fluids surrounds it.

Ancient legend holds that the spawn of Yog-Sothoth are inflicted upon a world to clear it of all sane life and to prepare the way for the return of the Great Old Ones. But it's just as likely that the carnage and mayhem it brings upon the world is due to its ravenous and constant hunger for blood as any agenda from masters beyond the stars.

A spawn of Yog-Sothoth grows quickly to Large size, but if it continues to feed, it also continues to grow, albeit at a lesser rate. A truly ancient spawn of Yog-Sothoth can be the size of a barn or even a small hill.

Not all spawn of Yog-Sothoth are massive or inhuman. Some (often twins to their more monstrous kin) remain roughly humanoid in shape and size, although their deformities still require them to wear disguises or layers of baggy clothing if they want to walk unchallenged in civilized regions. These sinister creatures have a wide range of strange and unusual abilities and appearances, and are usually spellcasters—typically oracles with the dark tapestry mystery[UM] or sorcerers with the aberrant bloodline.

Spider Eater

What You See

A maddening combination of various insect creatures, this creature extends reptilian wings as its pincers stretch out to strike.

SPIDER EATER **CR 5**

XP 1,600

N Large magical beast

Init +2; **Senses** darkvision 60 ft., low-light vision, scent; Perception +15

DEFENSE

AC 18, touch 12, flat-footed 15 (+2 Dex, +1 dodge, +6 natural, –1 size)

hp 52 (5d10+25)

Fort +9, **Ref** +6, **Will** +2

Defensive Abilities *freedom of movement*

OFFENSE

Speed 30 ft., fly 60 ft. (good)

Melee bite +9 (1d8+5), 2 pincers +4 (1d6+2), sting +9 (1d6+5 plus poison)

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

Special Attacks implant

Spell-Like Abilities (CL 10th; concentration +10)

Constant—*freedom of movement*

STATISTICS

Str 21, **Dex** 14, **Con** 21, **Int** 3, **Wis** 12, **Cha** 10

Base Atk +5; **CMB** +11; **CMD** 24

Feats Dodge, Hover, Skill Focus (Perception)

Skills Fly +8, Perception +15; **Racial Modifiers** +4 Perception

Languages Aklo (cannot speak)

ECOLOGY

Environment temperate forests

Organization solitary or brood (2–12)

Treasure none

SPECIAL ABILITIES

Implant (Ex) A spider eater grows its eggs inside of a living host. Implanting an egg in a host is a full-round action that provokes attacks of opportunity, and the target must be helpless but alive. Once an egg is implanted, it exudes paralytic enzymes that not only keep the victim in state of perpetual paralysis, but also keep it nourished and alive in its comatose but fully aware state. This condition lasts until the egg hatches in 1d6 weeks, at which point the young spider eater consumes most of its host, killing it. An egg can be surgically removed with a DC 25 Heal check (this check deals 2d6 points of damage to the host regardless of success), at which point the host recovers from the paralysis in 1d6 rounds. Any magical effect that removes paralysis or disease (such as *remove paralysis*, *remove disease*, or *heal*) also destroys the egg, but mere immunity to paralysis or disease does not offer protection.

Poison (Ex) Sting—injury; ***save*** Fort DC 17; ***frequency*** 1/minute for 6 minutes; ***effect*** paralysis for 1 minute; ***cure*** 1 save. The save DC is Constitution-based.

An amalgam of dangerous creatures, this predator, as its name suggests, prefers to hunt and feed upon spiders. Their greatest boon to spider hunting, aside from their stinger, ability to fly, and strong pincers, is their ability to slip through the stickiest of webs in order to get to their prey. Unfortunately for other creatures, when a spider eater is denied its preferred prey, it seeks out any living creature it can find to serve as a host for its ravenous young.

When hunting, a spider eater drops from the air onto its victim, stinging the prey with its barbed tail. The creature then returns to the air and hovers, waiting for its venom to take hold. Once the opponent succumbs to paralysis, the spider eater lands again, either to feed or implant its egg.

Although more intelligent than the typical beast, to the point where it can understand a language (usually Aklo), the spider eater is relatively slow-witted. Nevertheless, it is intelligent enough that it resists training—those who seek to ally with spider eaters must befriend them via diplomacy and gifts of spiders to feed upon or implant eggs into, or via intimidation and coercion.

A spider eater measures roughly 14 feet long and stands 6 feet tall. The creature has a wingspan just over 20 feet and weighs almost 2,000 pounds.

Star-Spawn of Cthulhu

STAR-SPAWN OF CTHULHU **CR 20**

XP 307,200

CE Huge aberration

Init +5; **Senses** blindsight 30 ft., darkvision 60 ft.; Perception +37

Aura frightful presence (150 ft., DC 29)

DEFENSE

AC 36, touch 9, flat-footed 35 (+1 Dex, +27 natural, –2 size)

hp 362 (25d8+250); regeneration 15 (fire)

Fort +18, **Ref** +9, **Will** +25; +8 vs. divination and mind-affecting

Defensive Abilities immortality, overwhelming mind; **Immune** cold, disease, poison; **SR** 31

OFFENSE

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

Melee 2 claws +32 (2d6+16/19–20), 6 tentacles +27 (1d8+8/19–20 plus grab)

Space 15 ft.; **Reach** 30 ft.

Special Attacks constrict (1d8+8), overwhelming mind

Spell-Like Abilities (CL 20th; concentration +27)

Constant—*mind blank*

At will—*dream*, *insanity* (DC 24), *nightmare* (DC 22), *sending*

3/day—*demand* (DC 25)

1/day—*gate*

STATISTICS

Str 42, **Dex** 13, **Con** 30, **Int** 23, **Wis** 29, **Cha** 24

Base Atk +18; **CMB** +36 (+38 bull rush, +40 grapple); **CMD** 47 (49 vs. bull rush)

Feats Awesome Blow, Critical Focus, Greater Vital Strike, Improved Bull Rush, Improved Critical (claw), Improved Critical (tentacle), Improved Initiative, Improved Iron Will, Improved Vital Strike, Iron Will, Power Attack, Staggering Critical, Vital Strike

Skills Fly +25, Intimidate +35, Knowledge (arcana, geography, planes) +31, Perception +37, Sense Motive +34, Spellcraft +34, Swim +52, Use Magic Device +32

Languages Aklo; telepathy 300 ft.

SQ compression, limited starflight, no breath

ECOLOGY

Environment any

Organization solitary, pair, or cult (3–6)

Treasure standard

SPECIAL ABILITIES

Immortality (Ex) A star-spawn of Cthulhu does not age, nor does it need to eat or breathe. Only violence can bring about the death of one of these creatures.

Limited Starflight (Ex) A star-spawn of Cthulhu can survive in the void of outer space, and its wings allow it to use its fly speed in outer space despite the lack of air. Unlike full starflight (like that of the mi-go), a star-spawn of Cthulhu's ability to fly in outer space does not allow it to reach unusual speeds. When it wishes to fly to another world, the creature relies entirely upon its immortality and patience to complete the journey. When speed is required, it instead uses its *gate* ability to make the journey quickly.

Overwhelming Mind (Ex) A star-spawn of Cthulhu's mind is overwhelming in its power and alien structure. The first time a creature other than an outsider (excluding native outsiders) or aberration makes mental contact with a star-spawn of Cthulhu, it must succeed at a DC 29 Will save or be stunned for 1d4 rounds. On a successful save, the creature is merely staggered for 1 round. This effect can occur whether the star-spawn of Cthulhu initiates mental contact (such as via a *demand*, *dream*, *nightmare*, or *sending* spell-like ability, or once per round merely by telepathic communication) or another creature attempts to do so (such as via *detect thoughts* or *dominate monster*). Once a creature is exposed to a specific star-spawn of Cthulhu's overwhelming mind, it is immune to this effect from all star-spawn of Cthulhu for 24 hours. This is a mind-affecting effect. The save DC is Charisma-based.

What You See

Wriggling ropes of rubbery flesh surround the maw of this thick-bodied creature, its sea green skin stretched taut over muscle and webbed fingers.

Of all the strange and malefic denizens of the void between the stars, few cause the same terror as this titanic race. They hail from a mad star whose light cannot be seen by conventional telescopes, and the smallest of these behemoths stand nearly 30 feet in height. Humanoid in shape, their immense bodies have rubbery flesh that seems to wriggle and seethe like a half-solidified ooze. Tremendous draconic wings, murderous taloned hands, and a tentacled visage that evokes the alien gaze of an octopus complete the being's monstrous shape. This malevolent race has a name, yet it is no name known to the sane. Among mortal

scholars, they are known merely by the name of their greatest priest—they are the star-spawn of Cthulhu.

The star-spawn of Cthulhu have a strange, mutable anatomy—their form is not fixed. They can absorb parts of their bodies or enlarge others at will, a trait they often use on their claws or tentacles to dramatically extend their reach in combat beyond what might normally be possible for a creature of the same shape and size. Despite this mutable shape, the star-spawn's forms generally don't deviate far from that of an octopus-headed, winged humanoid, likely because of the powerful links their otherworldly minds have to their overlord and master, who lies dead but dreaming in the lost city of R'lyeh.

Although they typically appear as immense humanoid creatures with rubbery hides and octopoid heads, the star-spawn of Cthulhu are not any more aquatic in nature than they are terrestrial—that they're often associated with a planet's oceans lies more in the simple fact that oceans often cover the majority of a planet's surface. The creatures themselves, being equally at home on land, at sea, or in the depths of space, make no real distinction between such regions, choosing them as the sites of their cities and temples for purposes only they can know. Servants of the alien gods of the void, they work upon the worlds they invade to wipe them clean of indigenous life in preparation for the eventual time when the deep void expands to replace all that exists with its strange realities.

The star-spawn of Cthulhu hold little malice toward indigenous life—they simply can't proceed with their plans for a world while such life exists. Just as a human might move into a house thinking it to be abandoned, only to discover colonies of ants dwelling within the building's walls, the star-spawn work to eradicate indigenous infestations. Their methods seldom vary from world to world—those whose intellects they can influence via dreams and nightmares they besiege as the victims sleep, seeding the growth of destructive cults and societies. These groups in turn further the star-spawn's agenda, preparing the world and bringing it to the brink of destruction. When such worlds are poised to tear themselves apart from within through unrest, civil war, excessive pollution, or genocide, the star-spawn mobilize their cults to end all things. The only reward such cults may receive for their (sometimes unwitting) aid is the dubious honor of being among the final few to be eradicated, for the star-spawn have no interest in and feel no responsibility toward their pawns.

The fact that the star-spawn's plans to bring about the eradication of life span centuries or even millennia should not be mistaken for sloth or lassitude—the star-spawn are inhumanly patient, and the preparation of the universe's worlds must precisely follow an unknowable schedule, for only when the exact cosmic convergences are in place and the stars are right can they make their final moves to end all things. This time frame does give some worlds a chance to discover the star-spawn's influence and to delay or even defeat their world's star-spawned doom, but such tales of triumph are rare in the face of the void's relentless tides.

The star-spawn of Cthulhu war with many other strange races out of time and space, including elder things and the servitors of other Great Old Ones. They have also been known to use these creatures—and other races such as the mi-go—as pawns, slaves, or minions to promote their immortal agenda.

Though the star-spawn themselves hail from a distant world deep in the void and can be found on countless other realms as gods and monsters, their lord Cthulhu dwells upon a distant planet far removed from any commonly visited world. Yet while Cthulhu lies imprisoned in the corpse-city of R'lyeh deep under a great ocean, his dreams resonate still in the minds of his star-spawn, and from there touch upon the dreams of many slumbering poets and philosophers on countless worlds. Guided by their knowledge of their master's great plan, and updated by his far-reaching dreams, the star-spawn proceed inevitably toward their goals.

Syricta

SYRICTA **CR 12**

XP 19,200

CE Large aberration

Init +2; **Senses** darkvision 60 ft., scent; Perception +22

DEFENSE

AC 29, touch 11, flat-footed 27 (+2 Dex, +18 natural, -1 size)

hp 178 (17d8+102)

Fort +11, **Ref** +9, **Will** +12

Immune mind-affecting effects, paralysis, poison; **SR** 23

Weaknesses serpentfolk pawn

OFFENSE

Speed 40 ft.

Melee 3 bites +22 (2d6+10/19-20 plus poison), tentacle +20 (1d6+5 plus grab)

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

Special Attacks constrict (1d6+10), poison, poison cloud, snake overRun

STATISTICS

Str 31, **Dex** 14, **Con** 22, **Int** 7, **Wis** 14, **Cha** 17

Base Atk +12; **CMB** +23 (+27 overrun); **CMD** 35 (37 vs. overrun, can't be tripped)

Feats Greater Overrun, Improved Critical (bite), Improved Overrun, Intimidating Prowess, Lightning Reflexes, Multiattack, Power Attack, Weapon Focus (bite), Weapon Focus (tentacle)

Skills Intimidate +31, Perception +22, Survival +7

Languages Aklo, Draconic, Undercommon

ECOLOGY

Environment any land

Organization solitary, pair, knot (3-5)

Treasure standard

SPECIAL ABILITIES

Poison (Ex) Bite—injury; ***save*** Fort DC 24; ***frequency*** 1/round for 6 rounds; ***effect*** 1d4 Strength; ***cure*** 2 consecutive saves.

Poison Cloud (Ex) Once per day as a swift action, a syricta can exhale a poisonous cloud from its nostrils in a 20-foot radius centered on it. Any creature within the cloud or entering it must immediately succeed at a DC 24 Fortitude save or be affected by the syricta's poison. The cloud dissipates at the beginning of the syricta's next turn.

Serpentfolk Pawn (Ex) A syricta's immunity to mind-affecting effects doesn't apply against serpentfolk or any effects originating from a serpentfolk (for example, a *mind fog* cast by a serpentfolk would bypass the syricta's immunity to mind-affecting effects).

Snake Overrun (Ex) The numerous snake heads and tails of a syricta's lower torso deal 6d6 points of bludgeoning, piercing, and slashing damage to creatures when it succeeds on an overrun combat maneuver against them. Creatures that take damage from a syricta's snake overrun are also subjected to the syricta's poison.

What You See

Scale and skin mix and fuse in unholy union to form a creature that bears a hooded cobra head. Its lower body and one of its arms are morasses of twisting snake bodies and tails.

Serpentfolk breed syrictas by performing a ritual to infuse a deformed serpentfolk egg with the vital essence from a clutch of snake eggs. The resulting amalgamation is a nightmarish cross between a serpentfolk and a mass of writhing ophidian tails and heads.

Numerous snakes make up these abominations' lower halves, granting them a slithering form of locomotion. Each syricta also has a thick, muscled snake tail forming one of its arms, allowing it to wrap around prey and squeeze the life from them, while its other arm splits at the elbow into two venomous snake heads, granting the syricta a total of three deadly bites. Despite being much smaller than its main head, the arm heads are possessed of unexpected strength for their size, making them equally deadly. These heads are also adept at manipulating objects, allowing the syricta to perform any action that would require a hand —such as holding a weapon —at the expense of those bite attacks.

These hideous monstrosities serve the serpentfolk as bodyguards and enforcers, their primitive minds conditioned to obey their serpentfolk masters. They fight to the death if so commanded, though when they lack commands from a serpentfolk, they act as brutish bullies and cowards, viciously and sadistically harming



those weaker than themselves but fleeing from foes that prove stronger.

Syricta societies are harsh, ruled absolutely by the strongest individuals, and rarely last long due to syrictas' inability to reproduce. Most syrictas instead spend their lives serving their serpentfolk creators, rarely forming relationships with other syrictas.

Syrictas are entirely carnivorous. A typical adult syricta stands around 9 feet tall and weighs 550 pounds.



"At first we thought it was a disease. We even tried to treat it. People, seemingly at random, developed disgusting deformities. But those people couldn't be treated. They didn't want to be treated. They lashed out and, in their anger, became more and more monstrous. Near the end, fire came from the skies, destroying cities, farmland, countryside. Finally, It appeared. It was bigger than human words and seen all around the world, by everyone at the same time. Impossible? That word is now useless. We pretend to hope it won't find us, but hiding hasn't worked yet. No, it simply hasn't gotten around to all of us."

—David Mendiola

Tarrasque

TARRASQUE **CR 25**

XP 1,638,400

N Colossal magical beast

Init +7; **Senses** low-light vision, scent; Perception +43

Aura frightful presence (300 ft., DC 27)

DEFENSE

AC 40, touch 5, flat-footed 37 (+3 Dex, +35 natural, –8 size)

hp 525 (30d10+360); regeneration 40

Fort +31, **Ref** +22, **Will** +12

DR 15/epic; **Immune** ability damage, acid, bleed, disease, energy drain, fire, mind-affecting effects, paralysis, permanent wounds, petrification, poison, polymorph; **SR** 36

OFFENSE

Speed 40 ft.

Melee bite +37 (4d8+15/15–20/x3 plus grab), 2 claws +37 (1d12+15), 2 gores +37 (1d10+15), tail slap +32 (3d8+7)

Ranged 6 spines +25 (2d10+15/x3)

Space 30 ft.; **Reach** 30 ft. (60 ft. with tail slap)

Special Attacks rush, spines, swallow whole (6d6+22 plus 6d6 acid, AC 27, hp 52)

STATISTICS

Str 41, **Dex** 16, **Con** 34, **Int** 3, **Wis** 15, **Cha** 14

Base Atk +30; **CMB** +53 (+57 grapple); **CMD** 66

Feats Awesome Blow, Blind-Fight, Bleeding Critical, Cleave, Combat Reflexes, Critical Focus, Great Cleave, Great Fortitude, Improved Bull Rush, Improved Critical (bite), Improved Initiative, Lightning Reflexes, Power Attack, Run, Staggering Critical

Skills Acrobatics +3 (+43 when jumping), Perception +43; **Racial Modifiers** +8 Perception

Languages Aklo (cannot speak)

SQ carapace, powerful leaper

ECOLOGY

Environment any

Organization solitary

Treasure none

SPECIAL ABILITIES

Carapace (Su) The tarrasque's scales deflect cones, lines, rays, and *magic missile* spells, rendering the tarrasque immune to such effects. There is a 30% chance a deflected effect reflects back in full force at the caster; otherwise it is simply negated.

Powerful Leaper (Ex) The tarrasque uses its Strength to modify Acrobatics checks made to jump, and has a +24 racial bonus on Acrobatics checks made to jump.

Regeneration (Ex) No form of attack can suppress the tarrasque's regeneration—it regenerates even if disintegrated or slain by a death effect. If the tarrasque fails a save against an effect that would kill it instantly, it rises from death 3 rounds later with 1 hit point if no further damage is inflicted upon its remains. It can be banished or otherwise transported as a means to save a region, but the method to truly kill it has yet to be discovered.

Rush (Ex) Once per minute for 1 round, the tarrasque can move at a speed of 150 feet. This increases its Acrobatics bonus on checks made to jump to +87.

Spines (Ex) The tarrasque can loose a volley of six spear-like spines from its body as a standard action with a toss of its head or a lash of its tail. Make an attack roll for each spine—all targets must be within 30 feet of each other. The spines have a range increment of 120 ft.

What You See

Powerful back legs propel this enormous creature forward, its spined carapace no detriment to its movement. Shadowy ripples beneath its skin absorb the light as it sniffs around for prey.

The legendary tarrasque is among the world's most destructive monsters. Thankfully, it spends most of its time in a deep torpor in an unknown cavern in a remote corner of the world—yet when it wakens, kingdoms die.

Although far from intelligent, the tarrasque is smart enough to understand a few words in Aklo (though it cannot speak). Likewise, it isn't mindless in its rampages, but instead focuses on targets that threaten it, and is difficult to distract with trickery.

What You See

Possessing an insectoid body, but a humanoid's upper torso, this creature's suckered tails complete its irregular and unnatural appearance.

Vemerak

VEMERAK **CR 14**

XP 38,400

CE Huge aberration

Init +7; **Senses** darkvision 60 ft., tremorsense 30 ft.; Perception +23

Aura spore cloud (30 ft.)

DEFENSE

AC 29, touch 11, flat-footed 26 (+3 Dex, +18 natural, –2 size)

hp 195 (17d8+119)

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

DR 5/—; **Immune** acid, electricity, disease, mind-affecting, poison; **Resist** sonic 20; **SR** 25

OFFENSE

Speed 40 ft., burrow 20 ft., climb 40 ft.

Melee bite +22 (2d6+11), 2 claws +22 (1d8+11 plus grab), 3 tentacles +19 (1d6+5 plus grab)

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

Special Attacks breath weapon (90-foot line, 14d8 acid damage, DC 24 half, once every 1d4 rounds), constrict (tentacles 1d6+5 or claws 1d8+11), earthquake

STATISTICS

Str 32, **Dex** 17, **Con** 23, **Int** 5, **Wis** 16, **Cha** 22

Base Atk +12; **CMB** +25 (+29 grapple); **CMD** 38 (50 vs. trip)

Feats Awesome Blow, Great Fortitude, Improved Bull Rush, Improved Initiative, Multiattack, Power Attack, Toughness, Weapon Focus (bite), Weapon Focus (claws)

Skills Climb +19, Perception +23

Languages Aklo

ECOLOGY

Environment any underground

Organization solitary

Treasure standard

SPECIAL ABILITIES

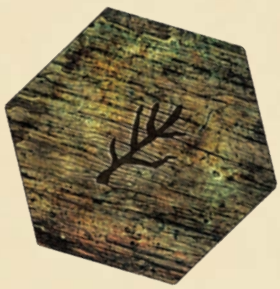
Breath Weapon (Su) A vemerak's acidic breath weapon has no effect on inorganic or undead material. If the breath weapon deals damage to a living fleshy creature, the acid creates a transparent cloud of foul-smelling vapor that fills that creature's space and persists for 1 round. Any creature in or passing through the cloud must make a DC 24 Fortitude save or be nauseated for 1d4 rounds. This cloud is a poison effect. The save DCs are Constitution-based.

Earthquake (Su) As a full-round action, a vemerak can burrow its tentacles, legs, and mouth into the ground—this action does not provoke attacks of opportunity. At the start of the next round, it creates an effect identical to an *earthquake* spell (CL 17th). A vemerak can maintain this zone of trembling earth indefinitely, as long as it continues to take full-round actions to maintain the effect.

Spore Cloud (Su) A unique form of magic-resistant mold grows upon the body of a vemerak. This mold is the source of the vemerak's spell resistance. When the vemerak moves, the mold exudes a cloud of spores in a 30-foot radius that acts as a targeted *greater dispel magic* (CL 17th) against the highest caster level magical effect the cloud touches as part of the vemerak's move that turn.

Huge and otherworldly, the vemerak is a monster known as much for its disturbing appearance as its violent and cruel disposition.

A vemerak is 10 feet tall and 20 feet long, its tentacle-like tails adding a further 15 feet to its length. It weighs just over 6 tons. Caverns that serve as lairs to these creatures invariably possess disturbing shrines where the creatures offer up portions of every meal to dark gods that dwell deep below the sane world—as a result, many believe that vemeraks exist as the physical manifestation of the will of a particularly violent and insane deity.



Voonith

VOONITH **CR 4**

XP 1,200
CN Small magical beast (aquatic)
Init +3; **Senses** darkvision 60 ft., low-light vision, scent; Perception +8

DEFENSE

AC 17, touch 14, flat-footed 14 (+3 Dex, +3 natural, +1 size)
hp 37 (5d10+10)
Fort +6, **Ref** +7, **Will** +2

OFFENSE

Speed 30 ft., swim 50 ft.
Melee bite +8 (1d6+1 plus trip), 4 claws +7 (1d3+1)
Space 5 ft.; **Reach** 5 ft. (10 ft. with bite)
Special Attacks blood-freezing howl, pounce

STATISTICS

Str 13, **Dex** 16, **Con** 14, **Int** 5, **Wis** 12, **Cha** 13
Base Atk +5; **CMB** +5; **CMD** 18 (26 vs. trip)
Feats Ability Focus (blood-freezing howl), Skill Focus (Perception), Weapon Focus (bite)
Skills Perception +8, Stealth +12, Swim +14
SQ amphibious
Languages Aklo

ECOLOGY

Environment any rivers or marshes
Organization solitary, pair, or clutch (3–6)
Treasure standard

SPECIAL ABILITIES

Blood-Freezing Howl (Su) As a standard action, a voonith can unleash a bloodcurdling howl. All creatures within a 30-foot-radius burst must succeed at a DC 15 Will save or become dazed for 1 round and then shaken for an additional 1d6 rounds. Any creature that makes a successful save against a voonith's howl is immune to the same voonith's howl for 24 hours. This is a sonic mind-affecting fear effect. The save DC is Charisma-based.

What You See

Lithe and long-legged, this reptile has a mane of webbed spines down its back and on its limbs. Needle-sharp teeth jut out at odd angles, and four bright yellow attentive eyes flit around.

Cunning and aggressive, vooniths are amphibious nocturnal predators with voracious appetites and mild intelligence. A voonith's howl is said to freeze the blood and is more than capable of stopping a creature in its tracks. Vooniths usually howl when they see prey too far away from the water's edge to ambush. While the vooniths are native to the strange Dimension of Dream, many have found their way out of that realm and into the waking world to take up lairs in the swampy fens and remote coastlines of the world. How the vooniths originally managed to make this transition between worlds is unclear.

Although they look like little more than wild beasts, vooniths are actually rather intelligent. While certainly not as sharp as the average human, a voonith is smart enough to know how to speak and often does so with others of its kind. Vooniths do not often choose to communicate with other creatures, giving rise to the misconception that they're little more than dumb animals, but on occasion, travelers in swampy regions tell tales of overhearing strange piping voices speaking among the reeds. Those few who know the secrets of the Aklo tongue can understand these words, although understanding of what the vooniths whisper in the night when they think no one else can hear is not always for the best.

While not evil, vooniths have a decidedly dark sense of humor, and take great pleasure in concocting violent poems or grisly jokes. Punch lines in which non-voonith creatures—particularly humans, cats, and gnomes—meet gory and ironic fates are the most entertaining to vooniths. Some tales speak of canny travelers who, with the ability to speak Aklo, manage to strike up unlikely conversations with lurking vooniths. In truth, vooniths are quite social, and when one breeches the awkwardness arising from interspecies conflict, a friendship with a voonith can be an unexpected

reward. Vooniths who befriend travelers often escort them, quietly and unseen, through dangerous bogs, and when such travelers fall prey to other dangers of the swamp, a friendly voonith will provide what aid it can.

Vooniths are 4 feet long and weigh 70 pounds, yet rumors tell of vooniths that have grown to much larger sizes than this.







"And all through the night a voonith howled distantly from the shore of some hidden pool, but Carter felt no fear of that amphibious terror, since he had been told with certainty that not one of them dares even approach the slope of Ngranek."

—H.P. Lovecraft,

Dream-Quest Of Unknown Kadath

Wendigo

WENDIGO **CR 17**

XP 102,400

CE Large outsider (cold, native)

Init +13; **Senses** blindsight 60 ft., darkvision 60 ft., low-light vision; Perception +26

DEFENSE

AC 32, touch 18, flat-footed 23 (+9 Dex, +14 natural, –1 size)

hp 279 (18d10+180); regeneration 15 (fire)

Fort +21, **Ref** +22, **Will** +11

DR 15/cold iron and magic; **Immune** cold, fear; **SR** 28

Weaknesses vulnerability to fire

OFFENSE

Speed fly 120 ft. (perfect)

Melee bite +26 (2d8+9/19–20 plus 4d6 cold and grab), 2 claws +26 (2d6+9/19–20 plus 4d6 cold)

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

Special Attacks dream haunting, howl, rend (2 claws, 1d8+13 plus 4d6 cold plus 1d4 Cha damage), wendigo psychosis

Spell-Like Abilities (CL 18th; concentration +25)

At will—*wind walk* (DC 23; see below)

1/day—*control weather* (as druid), *nightmare* (DC 22)

STATISTICS

Str 29, **Dex** 29, **Con** 31, **Int** 26, **Wis** 20, **Cha** 24

Base Atk +18; **CMB** +28 (+32 grapple); **CMD** 47

Feats Ability Focus (howl), Critical Focus, Flyby Attack, Improved Critical (bite, claws), Improved Initiative, Lightning Reflexes, Persuasive, Tiring Critical

Skills Acrobatics +30, Bluff +28, Diplomacy +9, Fly +36, Intimidate +32, Knowledge (arcana, geography, nature, religion) +26, Knowledge (planes) +29, Perception +26, Sense Motive +26, Spellcraft +29, Stealth +26, Survival +26

Languages Aklo, Common, Giant; telepathy 1 mile

SQ no breath

ECOLOGY

Environment any cold

Organization solitary

Treasure none

SPECIAL ABILITIES

Dream Haunting (Su) When a wendigo uses its *nightmare* spell-like ability, the victim is also exposed to wendigo psychosis.

Howl (Ex) Three times per day as a standard action, a wendigo can emit a forlorn howl that can be heard up to a mile away. Any who hear the howl must make a DC 28 Will save to avoid becoming shaken for an hour. Creatures within 120 feet become panicked for 1d4+4 rounds, and those within 30 feet cower with fear for 1d4 rounds. This is a mind-affecting fear effect. The save DC is Charisma-based.

What You See

Hovering above the ground, this creature's severed legs drip blood onto the ground. Long, clawed fingers are caked thick with dried and clotted blood.

Wendigo Psychosis (Su) Curse—*Nightmare* or *wind walk*; ***save*** Will DC 26; ***onset*** 1 minute; ***frequency*** 1/day; ***effect*** 1d4 Wis drain (minimum Wis 1); ***cure*** 3 consecutive saves. When a victim's Wisdom reaches 1, he seeks an individual of his race to kill and devour. After completing this act, the afflicted individual takes off at a run, and in 1d4 rounds sprints up into the sky at such a speed that his feet burn away into jagged stumps. The transformation into a wendigo takes 2d6 minutes as the victim *wind walks* across the sky. Once the transformation is complete, the victim is effectively dead, replaced by a new wendigo. *True resurrection*, *miracle*, or *wish* can restore such a victim to life, yet doing so does not harm the new wendigo. The save is Charisma-based.

***Wind Walk* (Sp)** If a wendigo pins a grappled foe, it can attempt to *wind walk* with the target by using its spell-like ability—it automatically succeeds on all concentration checks made to use *wind walk*. If the victim fails to resist the spell, the wendigo hurtles into the sky with him. Each round, a victim can make a new DC 23 Will save to turn solid again, but at this point he falls if he cannot fly. Eventually, the wendigo strands the victim in some rural area, usually miles from where it began. A creature that *wind walks* with a wendigo is exposed to wendigo psychosis. The save DC is Charisma-based.

Beings of ancient evil, wendigos haunt the minds of mortals, driving them to desperation and, ultimately, cannibalistic madness. They enjoy whittling down prey before they strike, trailing victims for days, even weeks, while plaguing their journeys with nightmares and foul weather.

Tribal humanoids sometimes worship wendigos as gods, bringing them live sacrifices or attempting to appease the creatures by engaging in ritual cannibalism. They mark a wendigo's territory with fetishes and dress in the furs and hides of whatever animal it most closely resembles. Wendigos take little interest in the practices of their worshipers, and view them only as an ample supply of victims.



Wizard's Shackle

WIZARD'S SHACKLE **CR 1/2**

XP 200

N Tiny aberration (aquatic)

Init +0; **Senses** *arcane sight*, blindsight 60 ft.; Perception +6

DEFENSE

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

hp 9 (2d8)

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

Defensive Abilities host buffer; **Immune** disease, mind-affecting effects, poison; **SR** 11

OFFENSE

Speed 5 ft., swim 30 ft.

Melee bite +3 (1d4-3 plus attach and 1d3 Wisdom damage)

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

Special Attacks puppet master

Spell-Like Abilities (CL 5th; concentration +1)

Constant—*arcane sight*

STATISTICS

Str 4, **Dex** 11, **Con** 11, **Int** 12, **Wis** 13, **Cha** 2

Base Atk +1; **CMB** -1 (+7 grapple); **CMD** 6 (14 vs. grapple, can't be tripped)

Feats Weapon Finesse

Skills Climb +2, Knowledge (arcana) +6, Perception +6, Stealth +13, Swim +10

Languages Aklo (can't speak); telepathy 10 ft.

SQ amphibious, compression

ECOLOGY

Environment any water

Organization solitary, pair, or infestation (3-12)

Treasure none

SPECIAL ABILITIES

Host Buffer (Ex) A wizard's shackle that has dominated a host uses the host's saving throws if they are better than the wizard's shackle's saving throws.

Puppet Master (Su) If a wizard's shackle attaches to a creature that can cast spells or use spell-like abilities, the target creature must succeed at a DC 14 Will save or become dominated (as per *dominate monster*). The domination lasts as long as the wizard's shackle remains in contact with the victim. If the target would receive a new save against the effect (as described in the spell), a successful save allows it to avoid taking the action, but doesn't end the domination. The save DC is Intelligence-based and includes a +2 racial bonus.

Tenacious Grip (Ex) A wizard's shackle gains a +8 bonus on combat maneuver checks to grapple and to CMD against grapple combat maneuvers.

What You See

Stubby half-formed legs flail to seek purchase as tiny hooks flex in and out of this creature's slug-like body. Blackened arcane runes shift into view underneath a layer of protective slime.

Wizard's shackles are intelligent, eel-like parasites with tough bodies covered in pulsating veins. A wizard's shackle not attached to a host is quite cowardly and typically flees if it can. However, if the wizard's shackle becomes aware of a creature capable of casting spells or using spell-like abilities, it becomes extraordinarily aggressive. Once it establishes physical contact with such a creature, a wizard's shackle attempts to dominate its host. Wizard's shackles can't control non-spellcasters, and never attempt to.

Though wizard's shackles are intelligent, they don't have a society of their own and, without a host, they perform simple acts like eating, mating, and sleeping in the fashion of mindless vermin. However, once it dominates a spellcasting host, a wizard's shackle reveals its full potential. Driven by strange yearnings and enigmatic impulses, a wizard's shackle leads its host to perform various tasks that don't make sense from an outside perspective. Most of these tasks are weird but benign, such as using magic to steal a merchant's silverware or fix the roof of a peasant's house. Rarely, a wizard's shackle will force its host to commit murder or other brutal acts intended to fulfill some unknown purpose, though most victims of such actions tend to be wicked or corrupt in their own rights. Regardless, wizard's shackles attached to hosts have an alien but almost childlike curiosity when it comes to humanoid

society, and only the prospect of discovering more can distract them from their enigmatic tasks.

Wizard's shackles latched onto hosts will sometimes form a social group, like a mage's guild composed solely of dominated spellcasters. These collectives tend to work toward goals just as incomprehensible, if not more so, than an individual wizard's shackle. Such goals might include spending a week dedicated to cleaning all the city's fountains until they shine or building an obelisk made of hollow copper.

A typical wizard's shackle measures a mere foot in length and weighs about 2 pounds.

Archwizard's Shackle

Rarely, a wizard's shackle that learns enough about the world manages to establish a personality that it maintains even without a host. Archwizard's shackles are often less disruptive and dangerous than their lesser kindred, as they understand that they are enslaving another being's mind. Many learn to work together with a host instead of taking full control, but evil archwizard's shackles are a much more significant threat. Archwizard's shackles advance by class levels.

And through this revolting graveyard of the universe the muffled, maddening beating of drums, and thin, monotonous whine of blasphemous flutes from inconceivable, unlighted chambers beyond Time; the detestable pounding and piping whereunto dance slowly, awkwardly, and absurdly the gigantic, tenebrous ultimate gods — the blind, voiceless, mindless gargoyles whose soul is Nyarlathotep.

—H. P. Lovecraft, *Nyarlathotep*

Xanthos

XANTHOS **CR 14**

XP 38,400

N Huge magical beast

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

DEFENSE

AC 31, touch 11, flat-footed 28 (+2 Dex, +1 dodge, +20 natural, –2 size)

hp 195 (17d10+102)

Fort +15, **Ref** +12, **Will** +10

Immune cold; **Resist** electricity 30, fire 30; **SR** 25

OFFENSE

Speed 60 ft.

Melee bite +23 (2d6+8), 2 hooves +21 (1d8+4), tail slap +21 (2d6+4)

Space 15 ft.; **Reach** 10 ft.

Spell-Like Abilities (CL 15th; concentration +16)

5/day—*know direction*, *locate creature*, *purify food and drink*, *teleport*

STATISTICS

Str 26, **Dex** 15, **Con** 21, **Int** 12, **Wis** 16, **Cha** 13

Base Atk +17; **CMB** +27; **CMD** 40 (44 vs. trip)

Feats Blind-Fight, Combat Casting, Dodge, Endurance, Improved Initiative, Iron Will, Mobility, Multiattack, Toughness, Wind Stance

Skills Climb +19, Intimidate +10, Knowledge (any one) +10, Perception +23, Swim +19

Languages Aklo; telepathy 5 ft.

SQ exploit stellar conjunction, hold breath

ECOLOGY

Environment any land

Organization solitary or gang (2–5)

Treasure none

SPECIAL ABILITIES

Exploit Stellar Conjunction (Su) A xanthos can sense the alignment of stellar objects (planets, comets, asteroids, and so on) and when they form conjunctions that allow it to use its magic for interplanetary travel. During these conjunctions, the xanthos can use its *teleport* spell-like ability as *interplanetary teleport* to reach any other world in its current solar system, or as *plane shift* to reach any known plane. A conjunction remains viable for only 10d10 hours, after which it could be days, weeks, or even months before another conjunction occurs that would once again allow travel between those two locations.

A xanthos is a strange creature, part equine, part reptile. Bred as mounts by a long-dead race of alien plane-jumping explorers, xanthoi have a remarkable intelligence and the ability to teleport themselves and their riders over long distances. The race that created xanthoi has since died off or left for remote destinations, and the remaining xanthoi have lost many of their former powers, but they still have a driving need to explore worlds and planes. Xanthoi are omnivores but can survive on vegetable matter.

What You See

Equine in shape, but possessing bony plates and a serpentine tail, this scarlet-colored creature lets out a double-octaved howl that tingles the spine.

A xanthos memorizes geography, flora, and fauna in case its lost masters ever return. In its travels, it may seek out powerful adventurers to form a mutual alliance of curiosity and friendship, and continue its explorations in their company. Each xanthos has a specific interest, and its desire to examine and catalog might be inconvenient or irrelevant to an adventurer's desires.

Xanthoi avoid using their abilities to interfere or help with wars, planar invasions, and natural disasters, as they believe doing so violates an ancient code limiting their actions to observation and memorization rather than influencing events. They are more likely to flee than to fight unless fleeing would leave their friends stranded or in danger.

A xanthos is 13 feet tall at the shoulder and weighs 15,000 pounds. Its sloping, armored back is not particularly comfortable for humanoids to sit on, but is well suited for bearing a howdah that can hold up to four Medium or Small creatures. It may accept a howdah, but doesn't tolerate being treated as a beast of burden.

What You See

This blackened tree uproots itself and moves upon segmented legs as portions of its exterior unfold to reveal clawed tentacles.

Yangethe

YANGETHE **CR 9**

XP 6,400

CE Large aberration

Init +4; **Senses** blindsense 120 ft., darkvision 60 ft.; Perception +19

DEFENSE

AC 23, touch 13, flat-footed 19 (+4 Dex, +10 natural, -1 size)

hp 115 (11d8+66)

Fort +9, **Ref** +9, **Will** +12

DR 10/slashing or piercing; **Immune** cold, fear, mind-affecting effects; **SR** 20

OFFENSE

Speed 40 ft.

Melee 2 claws +14 (1d6+7), 4 tentacles +13 (1d6+3 plus grab)

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

Special Attacks feeding tentacles, psychic blast

Spell-Like Abilities (CL 10th; concentration +13)

Constant—*air walk*

At will—*darkness*, *telekinesis* (DC 18), *tree shape*

1/year—*interplanetary teleport* (self plus 50 lbs. of objects only)

Psychic Magic (CL 10th; concentration +13)

20 PE—*control summoned creature* (4 PE, DC 17), *demand* (8 PE, DC 21), *fear* (4 PE, DC 17), quickened *true strike* (1 PE)

STATISTICS

Str 24, **Dex** 18, **Con** 22, **Int** 17, **Wis** 21, **Cha** 17

Base Atk +8; **CMB** +16 (+20 grapple); **CMD** 30 (can't be tripped)

Feats Combat Casting, Combat Expertise, Lightning Reflexes, Multiattack, Quicken Spell-Like Ability (*true strike*), Weapon Focus (tentacles)

Skills Knowledge (arcana, geography) +14, Knowledge (engineering) +17, Perception +19, Sense Motive +16, Spellcraft +17, Use Magic Device +14

Languages Aklo; telepathy 60 ft.

SQ no breath

ECOLOGY

Environment cold forests or vacuum

Organization solitary, pair, or cluster (3-8)

Treasure standard

SPECIAL ABILITIES

Feeding Tentacles (Su) As a standard action, a yangethe can use its mouth tentacles to feed on a helpless creature or a creature it is currently grappling. In this case, if the yangethe hits with a melee touch attack, the feeding tentacles wrap around the target's body and riddle it with thousands of tiny filaments that siphon away the victim's emotions. This attack deals 1d4 points of Charisma drain. The yangethe heals 5 points of damage for every point of Charisma it drains in this manner. As long as a creature continues to suffer any of this Charisma drain, each time it attempts to sleep, it is affected by a *nightmare* spell (CL 10th, DC 20) and has terrifying dreams wherein the experience of being fed upon by the yangethe takes on greater and greater levels of horror. All effects from the feeding tentacles are mind-affecting effects.

Psychic Blast (Su) Once per day as a standard action, a yangethe can emit a blast of psychic energy from its mind in a 30-foot-radius burst centered on itself. All creatures in this area take 6d6 points of nonlethal damage from the intense pain and are confused for 1d6 rounds. A successful DC 18 Will save halves the damage and negates the confusion. This is a mind-affecting effect. The save DC is Charisma-based.

One of the countless creatures bred and engineered by eldritch horrors from beyond the stars, yangethes have, over the eons, developed keen intellects and desires of their own. Unless slain by violence, a yangethe is immortal.



Yithian

YITHIAN **CR 9**

XP 6,400

LN Large aberration

Init +1; **Senses** all-around vision, blindsense 60 ft., darkvision 60 ft.; Perception +25

DEFENSE

AC 23, touch 10, flat-footed 22 (+1 Dex, +13 natural, –1 size)

hp 105 (14d8+42); fast healing 5

Fort +9, **Ref** +5, **Will** +15

DR 10/magic; **Resist** acid 10, cold 10, fire 10

OFFENSE

Speed 20 ft., climb 10 ft.

Melee 2 pincers +15 (2d8+9/x3)

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

Special Attacks amnesia, deadly pincers, mind swap

Spell-Like Abilities (CL 15th; concentration +19)

At will—*astral projection* (self only), *detect thoughts* (DC 16), *hold monster* (DC 19), *modify memory* (DC 18)

STATISTICS

Str 22, **Dex** 13, **Con** 17, **Int** 24, **Wis** 19, **Cha** 18

Base Atk +10; **CMB** +17; **CMD** 28

Feats Alertness, Combat Expertise, Great Fortitude, Improved Great Fortitude, Improved Iron Will, Iron Will, Vital Strike

Skills Climb +14, Diplomacy +18, Heal +18, Knowledge (arcana, engineering, geography, history) +21, Knowledge (planes) +24, Linguistics +21, Perception +25, Sense Motive +22, Use Magic Device +18

Languages Aklo, Common, Yithian, 20 other languages; telepathy 100 ft.

SQ scholar

ECOLOGY

Environment Any

Organization solitary, pair, band (3–9), or enclave (10–100)

Treasure standard

SPECIAL ABILITIES

Amnesia (Su) Once per day as a standard action, a yithian can attempt to inflict amnesia on a target it is able to communicate telepathically with. A target can resist this attack with a DC 21 Will save. If the target fails its save, it takes a permanent –4 penalty on Will saving throws and all skill checks, and loses all memories save for those the yithian chooses to leave intact. This effect can be cured by *heal* or *greater restoration*. This is a mind-affecting insanity effect. The save DC is Charisma-based.

Deadly Pincers (Ex) A yithian always applies 1-1/2 times its Strength modifier to damage dealt by its pincer attacks, and deals triple damage on a critical hit. Pincers are primary attacks for yithians.

Mind Swap (Su) As a full-round action, a yithian can trade minds with another living creature it is able to communicate telepathically with. This functions as *magic jar*, except the two minds trade bodies. An unwilling target can resist the mind swap with a DC 21 Will save, after which that particular yithian cannot attempt to swap minds with that creature again for 24 hours. The yithian can end the effect of this mind swap at any time and over any distance as a full-round action, instantly returning both minds to the proper bodies—if the yithian wishes, it may attempt to use its amnesia power on the other mind as a free action when it ends the mind swap in this way. This is a mind-affecting effect. The save DC is Charisma-based.

Scholar (Ex) Yithians treat all knowledge skills as class skills.

What You See

Four tentacled arms end in hands, pincers, and suckered fingers, attached to a conical and plated body.

Untold eons ago, the yithians inhabited a dying world. To escape their doomed planet, they cast their minds through time and space, eventually coming to rest in the strange, alien bodies they possess today. While these strange beings now reside in a distant galaxy, the yithians make use of their ability to astrally project to explore other planets, eager to find new worlds to explore.

When a yithian arrives upon a new world, it often swaps minds with the creatures it encounters there so as to experience that world as if it were a native. Those who spend time in a yithian's body rarely tell of the strange times they have experienced, for yithians guard themselves well, and leave those they use in this manner amnesiacs who remember the truth only as fragmentary nightmares.

What You See

Small in stature, these creatures have numerous small tentacles around their faces and noses, and their bright eyes show a cunning intelligence.

ZOOG **CR 1**

XP 400

CE Tiny magical beast

Init +2; **Senses** darkvision 60 ft., *detect magic*, low-light vision, scent, spell sight; Perception +5

DEFENSE

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

hp 11 (2d10)

Fort +3, **Ref** +5, **Will** +1

OFFENSE

Speed 30 ft., climb 30 ft.

Melee bite +6 (1d3–1 plus bleed 1), 2 claws +6 (1d2–2)

Special Attacks bleed 1

Spell-Like Abilities (CL 1st; concentration –2)

Constant—*detect magic*, *speak with animals*

STATISTICS

Str 6, Dex 15, Con 10, Int 5, Wis 12, **Cha** 5

Base Atk +2; **CMB** +2; **CMD** 10 (14 vs. trip)

Feats Weapon Finesse

Skills Acrobatics +12, Climb +16, Perception +5; **Racial Modifiers** +6 Acrobatics, +6 Climb

Languages Aklo; *speak with animals*

SQ otherworldly touch

ECOLOGY

Environment any forest

Organization solitary, pair, gang (3–14), tribe (15+ plus 50% noncombatants)

Treasure incidental

SPECIAL ABILITIES

Otherworldly Touch (Ex) A zoog's natural attacks can strike incorporeal creatures as if they were ***ghost touch*** weapons.

Spell Sight (Su) A zoog's eyes radiate normal light in a 15-foot cone and increase the light level by one step for an additional 15 feet beyond that area. Any magic effect in this area glows faintly. This glow does not reveal the magic effect's school or strength. A zoog can quell or renew this light as a swift action.

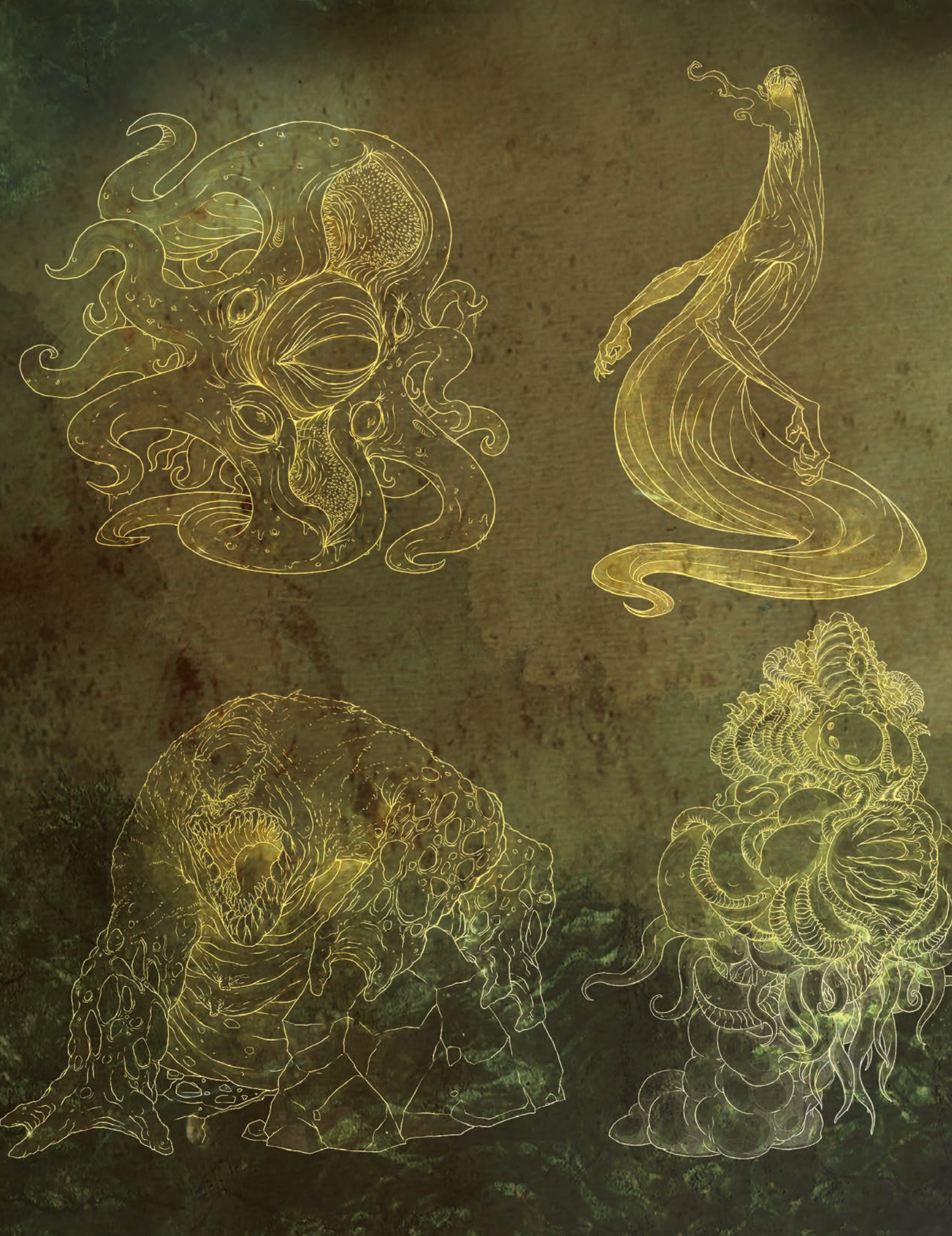
Zoog

Spiteful, nasty creatures with a taste for the flesh of sentient beings, zoogs lurk in the shadowy, moldering places of the world. Often mistaken merely for otherworldly animals, zoogs possess base intentions and vicious demeanors that set them apart from lowly beasts. Congregating in loose, tribal societies, these sinister creatures claim the depths of dark woodlands or moldy forests as their homes, favoring lands where the boundaries between worlds and planes grow thin and strange creatures—not unlike themselves—slip between reality's cracks.

Although lone zoogs shy away from attacking larger creatures, when zoogs outnumber an invader they launch deadly ambushes, leaping from sagging boughs and hidden dens to swarm foes. Only strangers with quick tongues and items that appeal to zoogs' interest in magical curiosities might manage to barter for safe passage through zoog territory. While many victims of zoog attacks are consumed on the spot, some less fortunate few are dragged back to the mystical, strangely carved stones that mark the center of zoog communities. There, such captives become the doomed focus of strange ceremonies before being sacrificed to the zoogs' depraved deities.

Commonly, zoogs eat fungi and plants, but they also have a taste for the meat of sentient creatures, treating the butchering and consumption of such beings as a rare privilege. Zoogs also detest cats, and go to great lengths to slay felines of any sort and devour them.

Occasionally a zoog allows a spellcaster of especial depravity, or with interests in the mysteries of realms and creatures beyond the waking world, to employ it as a familiar. A spellcaster must have the Improved Familiar feat, be chaotic evil, and have an arcane caster level of 5th or higher to gain a zoog familiar.



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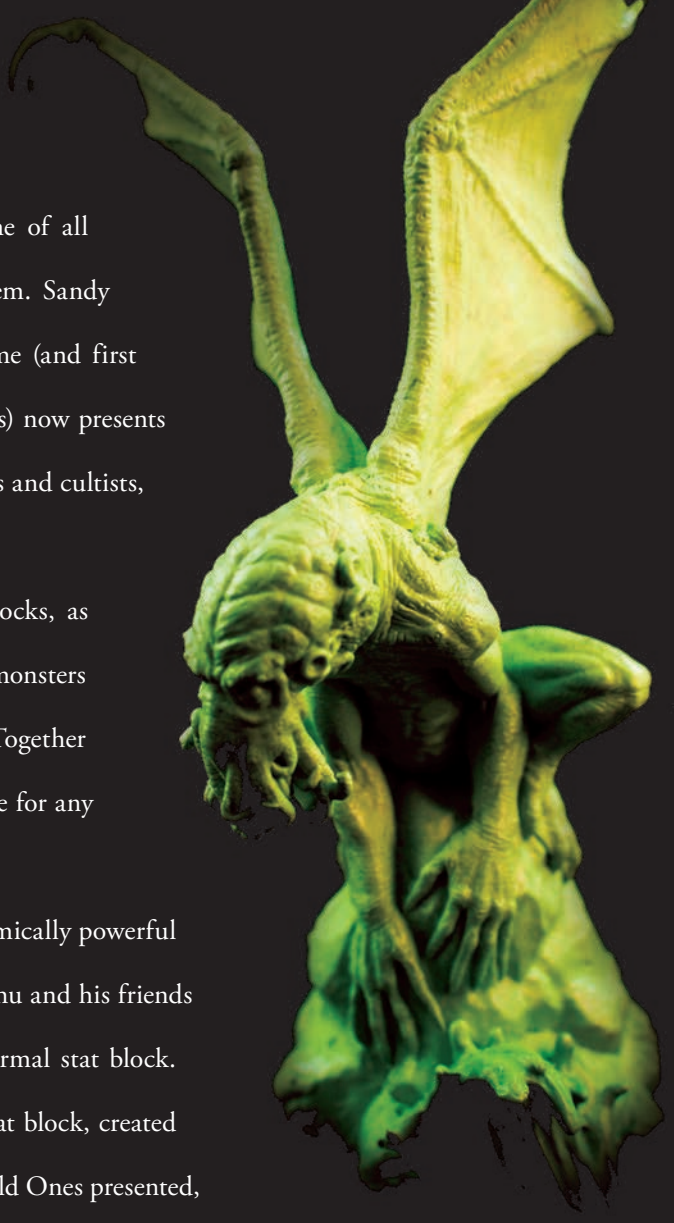
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Sandy Petersen's Cthulhu Mythos is the definitive volume of all things Cthulhu for the Pathfinder Roleplaying Game system. Sandy Petersen, the author of the *Call of Cthulhu* roleplaying game (and first game to feature and extensively explore the Cthulhu Mythos) now presents an updated interpretation of Great Old Ones, monsters, cults and cultists, magic, artifacts and other Cthulhu lore.

Inside you'll find over 40 new Mythos monster stat blocks, as well as a separate bestiary of over 60 stat blocks of Mythos monsters reprinted from Pathfinder Roleplaying Game source books. Together with over 100 monsters, this book serves as a one stop source for any Mythos monster encounter for your game!

New rules for encountering Great Old Ones, the vast cosmically powerful entities of the Cthulhu Mythos, are presented as well. Cthulhu and his friends are far too powerful to serve as mere encounters with a normal stat block. Instead, this book presents them with an Elder Influence stat block, created to represent beings of enormous power. There are 25 Great Old Ones presented, from Abhoth to Yog-Sothoth, the Opener of the Way!

It includes four new playable races: Dreamlands cats, ghouls, gnorri, and zoogs, as well as character options for all. To add flavor to your campaign we designed special insanity rules and included an enormous section on the cults and cultists of the Mythos. There are forty new spells, plenty of magic items, and a new magic system of rituals for cultists to use.

This book is the most complete and comprehensive sourcebook for all things Cthulhu. We hope it does not drive you insane!

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